

RELEASE AND SATISFACTION OF LIENS

RELEASE AND SATISFACTION OF LIENS dated as of the 25th day of September, 1997, made by UNITED STATES OF AMERICA (hereinafter called the "Government"), acting through the Administrator of the Rural Utilities Service, successor to the Rural Electrification Administration (hereinafter called the "Administrator of RUS" is the successor to the Rural Electrification Administration (hereinafter called "REA") and the Administrator of RUS is the successor to the Administrator of REA, and RUS succeeds to all of REA's rights, privileges, benefits, and obligations under all documents executed by REA, including, but not limited to, Notes, Security Instruments, Loan contracts and any amendments thereto; and

WHEREAS, pursuant to Public Law No. 103-354, the Rural Utilities Service (hereinafter called "RUS") is the successor to the Rural Electrification Administration (hereinafter called "REA") and the Administrator of RUS is the successor to the Administrator of REA, and RUS succeeds to all of REA's rights, privileges, benefits, and obligations under all documents executed by REA, including, but not limited to, Notes, Security Instruments, Loan contracts and any amendments thereto; and

WHEREAS, the Company, to evidence loans made to the Company by the Government, acting through the Administrator pursuant to the Rural Electrification Act of 1936, as amended (hereinafter called the "Act"), has executed certain mortgage notes (hereinafter collectively called the "Notes"), all payable to the order of the Government, of which the certain Notes more specifically identified in Appendix A attached hereto are outstanding on the date hereof (such Notes being hereinafter collectively called the "Outstanding Notes"); and

WHEREAS, the Company, to secure the Notes, has executed and delivered to the Government certain security instruments (hereinafter collectively called the "Mortgages" more specifically identified in Appendix B attached hereto; and

WHEREAS, the Mortgages have been recorded as real estate mortgages or chattel mortgages as the case may be, or filed as financing statements in certain public offices of the States of Utah and Nevada, as more specifically set forth in Appendix C attached hereto; and

WHEREAS, the Mortgages have created liens upon, or otherwise affected, certain tracts or parcels of real estate (hereinafter collectively called the "Mortgaged Property") as more specifically described in the security instruments set forth in Appendix D attached hereto; and

WHEREAS, pursuant to Section 306 B (a) of the Act and the regulations issued thereunder, the Company has prepaid to the Government the discounted present value of the outstanding indebtedness evidenced by the Outstanding Notes and the Government has accepted such prepayment in full satisfaction of the outstanding indebtedness evidenced by the Outstanding Notes, which

constitutes all outstanding amounts loaned by the Government, acting through the Administrator pursuant to the Act, to the Company; and

WHEREAS, the Company has requested that the Government release and discharge of record any and all rights, title, liens and interest of the Government in the mortgages.

NOW, THEREFORE, THESE PRESENTS WITNESSETH that, in consideration of the sum of one dollar in hand paid by the Company to the Government at the time of delivery of these presents and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Government does hereby RELEASE AND DISCHARGE OF RECORD any and all rights, title, liens and interests of the Government in the mortgages as described in the attached Appendix B and recorded as set forth in Appendix C.

The effect of this Release shall be that any, and all rights, title, liens and interests of the Government securing the payment of the Outstanding Notes, whether recorded or filed or not, are hereby released, and it is the intention of the Government that all such rights, title, liens and interests of the Government shall be discharged of record.

Any liens created by the Mortgages securing indebtedness to the National Rural Utilities Cooperative Finance Corporation ("NCRFC") are not intended to be affected hereby.

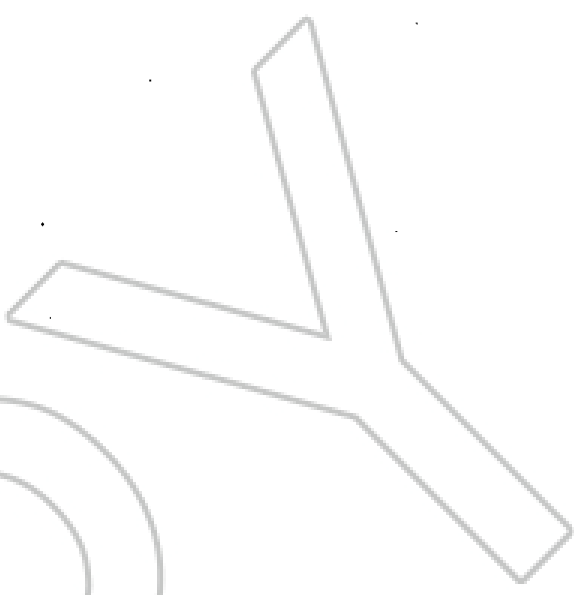
This Release is made by the Government and accepted by the Company without covenant or warranty, express or implied, at law or in equity, and without recourse to the Government, in any event or in any contingency.

IN WITNESS THEREOF, the Government has caused this instrument to be duly executed in its behalf, all as of the day and year first above written.

UNITED STATES OF AMERICA, acting through the Director, Southern Regional Division Rural Utilities Service
BY: James A. Ruspini
Print Name: JAMES A RUSPINI

Executed by the United States of America in the presence of:

James A. Ruspini
Print Name: James A. Ruspini
Linda M. Chinnault
Print Name: Linda M. Chinnault
Witnesses



My Commission Expires _____
William A. Frost
Notary Public District of Columbia
My Commission Expires: April 14, 2001

(Notarial Seal)

Notary Public

William A. Frost

I, William A. Frost
a Notary Public within and for the District of Columbia, hereby
certify that JAMES A. RUSPI, personally known
to me to be the Director Southern Regional
Division of the Rural Utilities Service, an agency of the UNITED
STATES OF AMERICA, and to me known to be the identical person whose
name is subscribed to the foregoing instrument as such
Director, appeared before me this day in
person and acknowledged and, being by me duly sworn, did depose and
say that, as such Director and pursuant to
authority duly given and evidenced according to law, and presently
in effect, he signed, executed and delivered the foregoing
instrument as his free and voluntary act and deed as such
Director and as the free and voluntary deed of the
UNITED STATES OF AMERICA for the use and purposes therein set
forth.
IN TESTIMONY WHEREOF, given under my hand and seal of
office this 25 day of September, 1997.

William A. Frost

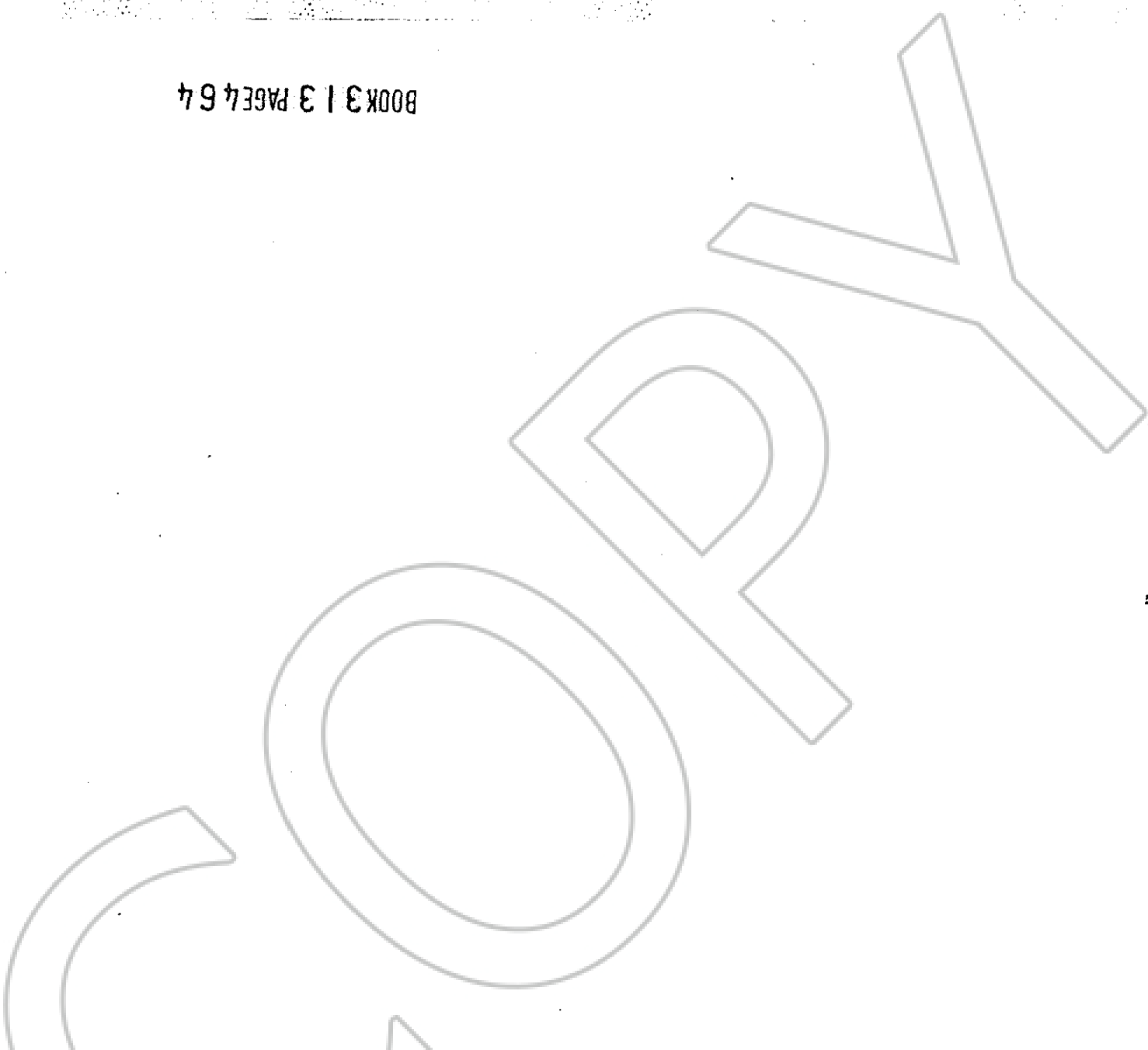
UNITED STATES OF AMERICA)
) SS.
) DISTRICT OF COLUMBIA

APPENDIX A

MT. WHEELER POWER, INC. - 29-019
 P.O. BOX 1110
 ELY, NV 89301

OUTSTANDING COMPANY NOTES

NOTE DESIGNATION	NOTE DATE	ORIGINAL PRINCIPAL AMOUNT
D 4	10/27/81	\$2,337,000
F 6	12/20/85	\$3,095,000
H 6	03/20/93	\$3,633,000



BOOK 313 PAGE 465

COPY

LIST OF ALL MORTGAGES AND UCC FILLINGS ATTACHED

MT. WHEELER POWER, INC. - 29-019
P.O. BOX 1110
ELY, NV 89301

APPENDIX B

LIST OF MORTGAGES AND SECURITY AGREEMENTS
MT. WHEELER POWER, INC. TO UNITED STATES OF AMERICA

1. Mortgage dated December 23, 1969, made by Mt. Wheeler Power, Inc., as Mortgagee, to the United States of America, as the Mortgagee.
2. Supplemental Mortgage dated as of May 17, 1975, made by Mt. Wheeler Power, Inc., as Mortgagee, to the United States of America, as Mortgagee.

3. Supplemental Mortgage and Security Agreement dated February 3, 1982, by Mt. Wheeler Power, Inc., as Mortgagee, to the United States of America, acting through the Administrator of the Rural Electrification Administration ("REA") and National Rural Utilities Cooperative Finance Corporation ("CFC").

4. Supplement dated December 20, 1985, to supplement a Mortgage and Security Agreement, made by and among Mt. Wheeler Power, Inc., as Mortgagee, and the United States of America, acting through the Administrator of the Rural Electrification Administration ("REA") and National Rural Utilities Cooperative Finance Corporation ("CFC").

5. Supplement dated January 10, 1987, to Supplemental Mortgage and Security Agreement, made by and among Mt. Wheeler Power, Inc., as Mortgagee, and the United States of America, acting through the Administrator of the Rural Electrification Administration ("REA") and National Rural Utilities Cooperative Finance Corporation ("CFC").

6. Supplement dated March 2, 1993, to Supplemental Mortgage and Security Agreement made by and among Mt. Wheeler Power, Inc., as Mortgagee, the United States of America, acting through the Administrator of the Rural Electrification Administration ("REA") and National Rural Utilities Cooperative Finance Corporation ("CFC").

BOOK 313 PAGE 467

COPY

RECORDING INFORMATION ON ALL MORTGAGES AND UCC FILINGS ATTACHED

MT. WHEELER POWER, INC. - 29-019
P.O. BOX 1110
ELY, NV 89301

APPENDIX C

LIST OF MORTGAGES RECORDED IN ELKO COUNTY, NEVADA
MT. WHEELER POWER, INC. TO UNITED STATES OF AMERICA

1. Mortgage dated December 23, 1969, made by Mt. Wheeler Power, Inc., as Mortgagor, to the United States of America, as the Mortgagee. Such Mortgage was recorded in the Official Records of the Elko County Recorder's Office, Elko County, Nevada, at Book 119, Pages 5-19, as File Number 47171, on January 8, 1970.
2. Supplemental Mortgage dated as of May 17, 1975, made by Mt. Wheeler Power, Inc., as Mortgagor, to the United States of America, as Mortgagee, recorded in the Official Records of the Elko County Recorder's Office, Elko County, Nevada, at Book 211, Pages 343 through 357, as File Number 90634, on May 21, 1975.
3. Supplemental Mortgage and Security Agreement dated February 3, 1982, by Mt. Wheeler Power, Inc., as Mortgagor, to the United States of America, acting through the Administrator of the Rural Electrification Administration ("REA") and National Rural Utilities Cooperative Finance Corporation ("CFC"), recorded at Book 383, Pages 86 through 112, in the Official Records of the Elko County Recorder's Office, Elko County, Nevada, as File Number 160686, on February 18, 1982.
4. Supplement dated December 20, 1985, to supplement a Mortgage and Security Agreement, made by and among Mt. Wheeler Power, Inc., as Mortgagor, and the United States of America, acting through the Administrator of the Rural Electrification Administration ("REA") and National Rural Utilities Cooperative Finance Corporation ("CFC"), and recorded in the Official Records of the Elko County Recorder's Office, Elko County, Nevada, at Book 511, Pages 631 through 641, on December 23, 1985, as File Number 211490.
5. Supplement dated January 10, 1987, to Supplemental Mortgage and Security Agreement, made by and among Mt. Wheeler Power, Inc., as Mortgagor, and the United States of America, acting through the Administrator of the Rural Electrification Administration ("REA") and National Rural Utilities Cooperative Finance Corporation ("CFC"), recorded at Book 547, Pages 210 through 222, in the Official Records of the Elko County Recorder's Office, Elko County, Nevada, as File Number 223626, on January 12, 1987.
6. Supplement dated March 2, 1993, to Supplemental Mortgage and Security Agreement made by and among Mt. Wheeler Power, Inc., as Mortgagor, the United States of America, acting through the Administrator of the Rural Electrification Administration ("REA") and National Rural Utilities Cooperative Finance Corporation ("CFC"), recorded in the Official Records of the Elko County Recorder's Office, Elko County, Nevada, at Book 813, Pages 784 through 808, as File Number 335691, on March 5, 1993.

LIST OF MORTGAGES RECORDED IN EUREKA COUNTY, NEVADA
MT. WHEELER POWER, INC. TO UNITED STATES OF AMERICA

1. Mortgage dated December 23, 1969, made by Mt. Wheeler Power, Inc., as Mortgagor, to the United States of America, as the Mortgagee. Such Mortgage was recorded in the Official Records of the Eureka County Recorder's Office, Eureka County, Nevada, at Book 33, Page 592, as File Number 51869, on December 23, 1969.

2. Supplemental Mortgage dated as of May 17, 1975, made by Mt. Wheeler Power, Inc., as Mortgagor, to the United States of America, as Mortgagee, recorded in the Official Records of the Eureka County Recorder's Office, Eureka County, Nevada, at Book 51, Page 369, as File Number 59967, on May 21, 1975.

3. Supplemental Mortgage and Security Agreement dated February 3, 1982, by Mt. Wheeler Power, Inc., as Mortgagor, to the United States of America, acting through the Administrator of the Rural Electrification Administration ("REA") and National Rural Utilities Cooperative Finance Corporation ("CRFC"), recorded at Book 101, Page 218, in the Official Records of the Eureka County Recorder's Office, Eureka County, Nevada, as File Number 83308, on February 18, 1982.

4. Supplement dated December 20, 1985, to supplement a Mortgage and Security Agreement, made by and among Mt. Wheeler Power, Inc., as Mortgagor, and the United States of America, acting through the Administrator of the Rural Electrification Administration ("REA") and National Rural Utilities Cooperative Finance Corporation ("CRFC"), and recorded in the Official Records of the Eureka County Recorder's Office, Eureka County, Nevada, at Book 141, Page 558, on December 23, 1985, as File Number 101742.

5. Supplement dated January 10, 1987, to Supplemental Mortgage and Security Agreement, made by and among Mt. Wheeler Power, Inc., as Mortgagor, and the United States of America, acting through the Administrator of the Rural Electrification Administration ("REA") and National Rural Utilities Cooperative Finance Corporation ("CRFC"), recorded at Book 153, Page 445, in the Official Records of the Eureka County Recorder's Office, Eureka County, Nevada, as File Number 106854, on January 13, 1987.

6. Supplement dated March 2, 1993, to Supplemental Mortgage and Security Agreement made by and among Mt. Wheeler Power, Inc., as Mortgagor, the United States of America, acting through the Administrator of the Rural Electrification Administration ("REA") and National Rural Utilities Cooperative Finance Corporation ("CRFC"), recorded in the Official Records of the Eureka County Recorder's Office, Eureka County, Nevada, at Book 246, Page 72, as File Number 144864, on March 3, 1993.

LIST OF MORTGAGES RECORDED IN WHITE PINE COUNTY, NEVADA
MT. WHEELER POWER, INC. TO UNITED STATES OF AMERICA

1. Mortgage dated December 23, 1969, made by Mt. Wheeler Power, Inc., as Mortgagor, to the United States of America, as the Mortgagee. Such Mortgage was recorded in the Official Records of the White Pine County Recorder's Office, White Pine County, Nevada, at Book 315, Page 348, as File Number 152123, on December 23, 1969.
2. Supplemental Mortgage dated as of May 17, 1975, made by Mt. Wheeler Power, Inc., as Mortgagor, to the United States of America, as Mortgagee, recorded in the Official Records of the White Pine County Recorder's Office, White Pine County, Nevada, at Book 384, Page 421, as File Number 183345, on May 22, 1975.
3. Supplemental Mortgage and Security Agreement dated February 3, 1982, by Mt. Wheeler Power, Inc., as Mortgagor, to the United States of America, acting through the Administrator of the Rural Electrification Administration ("REA") and National Rural Utilities Cooperative Finance Corporation ("NCRFC"), recorded at Book 49, Page 142, File Number 218845 of the Official Records of the White Pine County Recorder's Office, White Pine County, Nevada, on February 19, 1982.
4. Supplement dated December 20, 1985, to supplement a Mortgage and Security Agreement, made by and among Mt. Wheeler Power, Inc., as Mortgagor, and the United States of America, acting through the Administrator of the Rural Electrification Administration ("REA") and National Rural Utilities Cooperative Finance Corporation ("NCRFC").
5. Supplement dated January 10, 1987, to Supplemental Mortgage and Security Agreement, made by and among Mt. Wheeler Power, Inc., as Mortgagor, and the United States of America, acting through the Administrator of the Rural Electrification Administration ("REA") and National Rural Utilities Cooperative Finance Corporation ("NCRFC"), recorded at Book 105, Page 419, in the Official Records of the White Pine County Recorder's Office, White Pine County, Nevada, as File Number 241468, on January 12, 1987.
6. Supplement dated March 2, 1993, to Supplemental Mortgage and Security Agreement made by and among Mt. Wheeler Power, Inc., as Mortgagor, the United States of America, acting through the Administrator of the Rural Electrification Administration ("REA") and National Rural Utilities Cooperative Finance Corporation ("NCRFC"), recorded in the Official Records of the White Pine County Recorder's Office, White Pine County, Nevada, at Book 209, Page 168, as File Number 282663, on March 3, 1993.

LIST OF MORTGAGES RECORDED IN NYE COUNTY, NEVADA
MT. WHEELER POWER, INC. TO UNITED STATES OF AMERICA

1. Mortgage dated December 23, 1969, made by Mt. Wheeler Power, Inc., as Mortgagor, to the United States of America, as the Mortgagee. Such Mortgage was recorded in the Official Records of the Nye County Recorder's Office, Nye County, Nevada, at Book 128, Page 291, as File Number 16375, on January 9, 1970.
2. Supplemental Mortgage dated as of May 17, 1975, made by Mt. Wheeler Power, Inc., as Mortgagor, to the United States of America, as Mortgagee, recorded in the Official Records of the Nye County Recorder's Office, Nye County, Nevada, at Book 182, Page 357, as File Number 47571, on May 21, 1975.
3. Supplemental Mortgage and Security Agreement dated February 3, 1982, by Mt. Wheeler Power, Inc., as Mortgagor, to the United States of America, acting through the Administrator of the Rural Electrification Administration ("REA") and National Rural Utilities Cooperative Finance Corporation ("NFC"), recorded at Book 334, Pages 516, in the Official Records of the Nye County Recorder's Office, Nye County, Nevada, as File Number 57594 on February 18, 1982.
4. Supplement dated December 20, 1985, to supplement a Mortgage and Security Agreement, made by and among Mt. Wheeler Power, Inc., as Mortgagor, and the United States of America, acting through the Administrator of the Rural Electrification Administration ("REA") and National Rural Utilities Cooperative Finance Corporation ("NFC"), and recorded in the Official Records of the Nye County Recorder's Office, Nye County, Nevada, at Book 515, Page 433, on December 23, 1985, as File Number 153337.
5. Supplement dated January 10, 1987, to Supplemental Mortgage and Security Agreement, made by and among Mt. Wheeler Power, Inc., as Mortgagor, and the United States of America, acting through the Administrator of the Rural Electrification Administration ("REA") and National Rural Utilities Cooperative Finance Corporation ("NFC"), recorded at Book 561, Page 387, in the Official Records of the Nye County Recorder's Office, Nye County, Nevada, as File Number 174635, on January 13, 1987.
6. Supplement dated March 2, 1993, to Supplemental Mortgage and Security Agreement made by and among Mt. Wheeler Power, Inc., as Mortgagor, the United States of America, acting through the Administrator of the Rural Electrification Administration ("REA") and National Rural Utilities Cooperative Finance Corporation ("NFC"), recorded in the Official Records of the Nye County Recorder's Office, Nye County, Nevada, as File Number 327118, on March 3, 1993.

LIST OF DOCUMENTS RECORDED AS UTILITY FILINGS IN THE OFFICE OF
THE SECRETARY OF STATE OF THE STATE OF NEVADA
MT. WHEELER POWER, INC. TO UNITED STATES OF AMERICA

1. Mortgage dated December 23, 1969, made by Mt. Wheeler Power, Inc., as Mortgagee, to the United States of America, as the Mortgagee. Such Mortgage was recorded as a UCC Utility Filing File Number UTL-70-1, at 2:29 PM on January 14, 1970, in the office of the Secretary of State, State of Nevada.

2. Supplemental Mortgage dated as of May 17, 1975, made by Mt. Wheeler Power, Inc., as Mortgagee, to the United States of America, as Mortgagee, recorded as a UCC Utility Filing File Number UTL-75-3, at 8:10 AM on May 22, 1975, in the office of the Secretary of State, State of Nevada.

3. Supplemental Mortgage and Security Agreement dated February 3, 1982, by Mt. Wheeler Power, Inc., as Mortgagee, to the United States of America, acting through the Administrator of the Rural Electrification Administration ("REA") and National Rural Utilities Cooperative Corporation ("NRUC"), recorded as a UCC Utility Filing File Number UTL-82-2, at 4:22 PM on February 18, 1982, in the office of the Secretary of State, State of Nevada.

4. Supplement dated December 20, 1985, to Supplement a Mortgage and Security Agreement, made by and among Mt. Wheeler Power, Inc., as Mortgagee, and the United States of America, acting through the Administrator of the Rural Electrification Administration ("REA") and National Rural Utilities Cooperative Corporation ("NRUC"), and recorded as a UCC Utility Filing File Number UTL-85-1, at 4:19 PM on December 23, 1985, in the office of the Secretary of State, State of Nevada.

5. Supplement dated January 10, 1987, to Supplemental Mortgage and Security Agreement, made by and among Mt. Wheeler Power, Inc., as Mortgagee, and the United States of America, acting through the Administrator of the Rural Electrification Administration ("REA") and National Rural Utilities Cooperative Corporation ("NRUC"), and recorded as a UCC Utility Filing File Number UTL-87-1, at 12:39 PM on January 14, 1987, in the office of the Secretary of State, State of Nevada.

6. Supplement dated March 2, 1993, to Supplemental Mortgage and Security Agreement made by and among Mt. Wheeler Power, Inc., as Mortgagee, the United States of America, acting through the Administrator of the Rural Electrification Administration ("REA") and National Rural Utilities Cooperative Corporation ("NRUC"), and recorded as a UCC Utility Filing File Number UTL-93-1, at 12:54 PM on March 3, 1993, in the office of the Secretary of State, State of Nevada.

LIST OF MORTGAGES RECORDED IN JUAB COUNTY, UTAH
MT. WHEELER POWER, INC. TO UNITED STATES OF AMERICA

1. Mortgage dated December 23, 1969, made by Mt. Wheeler Power, Inc., as Mortgagor, to the United States of America, as the Mortgagee. Such Mortgage was recorded in the Records of the Juab County Recorder, Juab County, Utah, at Book 225 of Records, Pages 1-15, as Entry No. 127994, on January 7, 1970.
2. Supplemental Mortgage dated as of May 17, 1975, made by Mt. Wheeler Power, Inc., as Mortgagor, to the United States of America, as Mortgagee, recorded in the Records of the Juab County Recorder, Juab County, Utah, at Book 241 of Records, Pages 276-290, as Entry No. 137096, on May 22, 1975.
3. Supplemental Mortgage and Security Agreement dated February 3, 1982, by Mt. Wheeler Power, Inc., as Mortgagor, to the United States of America, acting through the Administrator of the Rural Electrification Administration ("REA") and National Rural Utilities Cooperative Corporation ("NRUCC"), recorded in the Records of the Juab County Recorder, Juab County, Utah, at Book 300, Pages 464 through 489, as Entry No. 171632, on February 18, 1982.
4. Supplement dated December 20, 1985, to supplement a Mortgage and Security Agreement, made by and among Mt. Wheeler Power, Inc., as Mortgagor, and the United States of America, acting through the Administrator of the Rural Electrification Administration ("REA") and National Rural Utilities Cooperative Corporation ("NRUCC"), and recorded in the Records of the Juab County Recorder, Juab County, Utah, at Book 319, Pages 835 through 844, as Entry No. 181117, on December 23, 1985.
5. Supplement dated January 10, 1987, to Supplemental Mortgage and Security Agreement, made by and among Mt. Wheeler Power, Inc., as Mortgagor, and the United States of America, acting through the Administrator of the Rural Electrification Administration ("REA") and National Rural Utilities Cooperative Corporation ("NRUCC"), recorded in the Records of the Juab County Recorder, Juab County, Utah, at Book 324, Pages 749 through 761, as Entry No. 183898, on January 12, 1987.
6. Supplement dated March 2, 1993, to Supplemental Mortgage and Security Agreement made by and among Mt. Wheeler Power, Inc., as Mortgagor, the United States of America, acting through the Administrator of the Rural Electrification Administration ("REA") and National Rural Utilities Cooperative Corporation ("NRUCC"), recorded in the Records of the Juab County Recorder, Juab County, Utah, at Book 356, Page 385, as Entry No. 198832, on March 9, 1993 and rerecorded in the Records of the Juab County Recorder, Juab County, Utah, at Book 0356, Page 0709, as Entry No. 00198967, on April 12, 1993.

LIST OF MORTGAGES RECORDED IN MILLARD COUNTY, UTAH
MT. WHEELER POWER, INC. TO UNITED STATES OF AMERICA

1. Mortgage dated December 23, 1969, made by Mt. Wheeler Power, Inc., as Mortgagor, to the United States of America, as the Mortgagee. Such Mortgage was recorded in the Records of the Millard County Recorder, Millard County, Utah, at Book 76 of Records, Pages 462-476, as Entry No. 20265, on January 7, 1970.
2. Supplemental Mortgage dated as of May 17, 1975, made by Mt. Wheeler Power, Inc., as Mortgagor, to the United States of America, as Mortgagee, recorded in the Records of the Millard County Recorder, Millard County, Utah, at Book 110 of Records, Pages 252-266, as Entry No. 13897, on May 22, 1975.
3. Supplemental Mortgage and Security Agreement dated February 3, 1982, by Mt. Wheeler Power, Inc., as Mortgagor, to the United States of America, acting through the Administrator of the Rural Electrification Administration ("REA") and National Rural Utilities Cooperative Finance Corporation ("NCRFC"), recorded in the Records of the Millard County Recorder, Millard County, Utah, at Book 160, Pages 308 through 333, as Entry No. 42002, on February 18, 1982.
4. Supplement dated December 20, 1985, to supplement a Mortgage and Security Agreement, made by and among Mt. Wheeler Power, Inc., as Mortgagor, and the United States of America, acting through the Administrator of the Rural Electrification Administration ("REA") and National Rural Utilities Cooperative Finance Corporation ("NCRFC"), and recorded in the Records of the Millard County Recorder, Millard County, Utah, at Book 195, Pages 761 through 770, as Entry No. 58365, on December 23, 1985.
5. Supplement dated January 10, 1987, to Supplemental Mortgage and Security Agreement, made by and among Mt. Wheeler Power, Inc., as Mortgagor, and the United States of America, acting through the Administrator of the Rural Electrification Administration ("REA") and National Rural Utilities Cooperative Finance Corporation ("NCRFC"), recorded in the Records of the Millard County Recorder, Millard County, Utah, at Book 205, Pages 452 through 464, as Entry No. 63041, on January 12, 1987.
6. Supplement dated March 2, 1993, to Supplemental Mortgage and Security Agreement made by and among Mt. Wheeler Power, Inc., as Mortgagor, the United States of America, acting through the Administrator of the Rural Electrification Administration ("REA") and National Rural Utilities Cooperative Finance Corporation ("NCRFC"), recorded in the Records of the Millard County Recorder, Millard County, Utah, at Book 264, Pages 336 through 359, as Entry No. 91209, on March 9, 1993 and rerecorded in the Records of the Millard County Recorder, Millard County, Utah, at Book 265, Pages 001 through 024, as Entry No. 91476, on April 12, 1993.

LIST OF MORTGAGES RECORDED IN TOOELE COUNTY, UTAH
MT. WHEELER POWER, INC. TO UNITED STATES OF AMERICA

1. Mortgage dated December 23, 1969, made by Mt. Wheeler Power, Inc., as Mortgagee, to the United States of America, as the Mortgagee. Such Mortgage was recorded in the Records of the Tooele County Recorder, Tooele County, Utah, at Book 92 of Records, Pages 163-177, as No. 289141, on January 6, 1970.

2. Supplemental Mortgage dated as of May 17, 1975, made by Mt. Wheeler Power, Inc., as Mortgagee, to the United States of America, as Mortgagee, recorded in the Records of the Tooele County Recorder, Tooele County, Utah, at Book 134 of Records, Pages 227-241, as No. 308577, on May 21, 1975.

3. Supplemental Mortgage and Security Agreement dated February 3, 1982, by Mt. Wheeler Power, Inc., as Mortgagee, to the United States of America, acting through the Administrator of the Rural Electrification Administration ("REA") and National Rural Utilities Cooperative Finance Corporation ("CFC"), recorded in the Records of the Tooele County Recorder, Tooele County, Utah, at Book 200, Pages 298 through 423, as No. 350012, on February 18, 1982.

4. Supplement dated December 20, 1985, to supplement a Mortgage and Security Agreement, made by and among Mt. Wheeler Power, Inc., as Mortgagee, and the United States of America, acting through the Administrator of the Rural Electrification Administration ("REA") and National Rural Utilities Cooperative Finance Corporation ("CFC"), and recorded in the Records of the Tooele County Recorder, Tooele County, Utah, at Book 235, Pages 542 through 551, as No. 370824, on December 23, 1985.

5. Supplement dated January 10, 1987, to Supplemental Mortgage and Security Agreement, made by and among Mt. Wheeler Power, Inc., as Mortgagee, and the United States of America, acting through the Administrator of the Rural Electrification Administration ("REA") and National Rural Utilities Cooperative Finance Corporation ("CFC"), recorded in the Records of the Tooele County Recorder, Tooele County, Utah, at Book 249, Pages 429 through 441, as No. 005274, on January 12, 1987.

6. Supplement dated March 2, 1993, to Supplemental Mortgage and Security Agreement made by and among Mt. Wheeler Power, Inc., as Mortgagee, the United States of America, acting through the Administrator of the Rural Electrification Administration ("REA") and National Rural Utilities Cooperative Finance Corporation ("CFC"), recorded in the Records of the Tooele County Recorder, Tooele County, Utah, at Book 347, Pages 571 through 594, as No. 054710, on March 8, 1993.

LIST OF DOCUMENTS RECORDED AS UTILITY FILINGS IN THE UTAH
DIVISION OF CORPORATIONS AND COMMERCIAL CODE OF THE STATE
OF UTAH-MT. WHEELER POWER, INC. TO UNITED STATES OF AMERICA

1. Supplemental Mortgage and Security Agreement dated February 3, 1982, by Mt. Wheeler Power, Inc., as Mortgagor, to the United States of America, acting through the Administrator of the Rural Electrification Administration ("REA") and National Rural Utilities Cooperative Finance Corporation ("CFC"), recorded as a UCC-1 Utility Filing File Number 83-924975, at 12:44 (Military Time) on May 27, 1983, in the office of the Utah Division of Corporations and Commercial Code, State of Utah.

2. Supplement dated January 10, 1987, to Supplemental Mortgage and Security Agreement, made by and among Mt. Wheeler Power, Inc., as Mortgagor, and the United States of America, acting through the Administrator of the Rural Electrification Administration ("REA") and National Rural Utilities Cooperative Finance Corporation ("CFC"), and recorded as a UCC-1 Utility Filing File Number 87-097013, at 09:27 (Military Time) on January 12, 1987, in the office of the Utah Division of Corporations and Commercial Code, State of Utah.

3. Supplement dated March 2, 1993, to Supplemental Mortgage and Security Agreement made by and among Mt. Wheeler Power, Inc., as Mortgagor, the United States of America, acting through the Administrator of the Rural Electrification Administration ("REA") and National Rural Utilities Cooperative Finance Corporation ("CFC"), and recorded as a UCC-1 Utility Filing File Number 93-352693, at 10:04 (Military Time) on March 08, 1993, in the office of the Utah Division of Corporations and Commercial Code, State of Utah.

BOOK 3 | 3 PAGE 477

COPY

LIST OF MORTGAGED PROPERTY ATTACHED

MT. WHEELER POWER, INC. - 29-019
P.O. BOX 1110
ELY, NV 89301

APPENDIX D

1. A certain tract of land described in Deed and Bill of Sale and Assignment dated February 19, 1970, from Ely Light & Power Company, grantor, and Mr. Wheeler Power, Inc., grantee. Paragraph XIII. Following: Parcel A, through Parcel G, pages 6 & 7, Document No. 154467, Deed Book 320, Page 154, recorded in the office of the County Recorder of White Pine County.

2. A certain tract of land described in a certain deed, dated March 23, 1972, by Fay Flangas and Ernest A. Flangas, as grantors, and Mr. Wheeler Power, Inc., grantee. Located in a portion of the Ely SW 1/4 Section 16, T16N, R63E, M.D.B.&M. Document No. 173218, Book No. 355, Page 342-343, Real Estate Records in the office of the County Recorder of White Pine County.

3. A certain tract of land described in a certain deed, dated June 21, 1972, by Fred J. Baker, President of Baker Ranches, Inc., as grantor, and Mr. Wheeler Power, Inc., as grantee. Located in the NE 1/4, Section 24, T14N, R69E, M.D.B.&M. Document No. 17379, Book No. 356, Page 386, Real Estate Records, recorded in the office of the County Recorder of White Pine County.

4. A certain tract of land described in a certain deed, dated January 3, 1972, by Bert Hanks, as grantor, and Mr. Wheeler Power, Inc., as grantee. Located SW 1/4 Section 15, T16N, R63E, M.D.B.&M. Document No. 172630, Page 313-314, Real Estate Records, recorded in the office of the County Recorder of White Pine County.

5. A certain tract of land described in a certain deed, dated June 4, 1976, by Cannon and Elinor Gardner, as grantors, and Mr. Wheeler Power, Inc., as grantee. Located in a portion of Lot 8, Section 18, T12N, R62E, M.D.B.&M. Document No. 186814, Deed Book No. 394, Page 199-200, Real Estate Records in the office of the County Recorder of White Pine County.

6. A certain tract of land described in a certain deed, dated November 2, 1978, by Richard and Marcia Forman, as grantors, and Mr. Wheeler Power, Inc., as grantee. Located in a portion of Lot 33, Block 20 of Ely City Township. Document No. 196055, Book No. 420, Page 224-225, Real Estate Records in the office of the County Recorder of White Pine County.

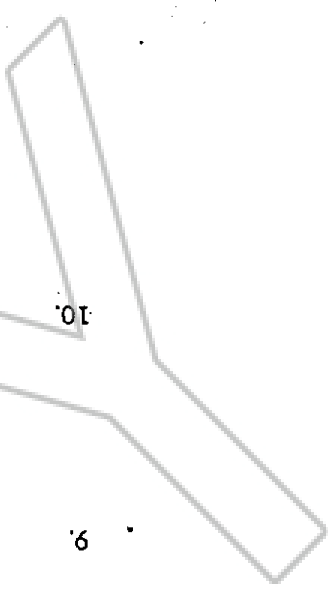
7. The following described lot, piece or parcel of land acquired by Mr. Wheeler Power, Inc., as Grantee, from Ernest A. Flangas, as Grantor, and situated, lying and being in the County of White Pine, State of Nevada, surrounding the Gianoli Substation on three subs as shown on Parcel Map No. 32, File No. 245625, Book 124, Pages 541-546, filed in the White Pine County Recorder's Office, White Pine County, State of Nevada.

8. A certain tract of land described in a certain deed, dated February 22, 1983, by Ben and Teruko Hase, as grantors, and Mr. Wheeler Power, Inc., as grantee. Located in the NW 1/4 Section 32, T 16 N, R 63 E, M.D.B. & M. Document No. 223821, Book No. 61, Pages 264-265, Real Estate Records in the office of the County Recorder of White Pine County, Nevada.

9. A certain tract of land described in a certain deed, dated February 6, 1987, by Peter A. Pescio, as grantor, and Mr. Wheeler Power, Inc., as grantee. Property known as Lot 3, Block 16, all situate, lying and being in that certain tract of land commonly referred to as the Townsite of McGill, which has been subdivided in accordance with survey No. 35, and plat of which as been duly recorded File No. 243426, Book No. 110, Pages 353-354, in the County Recorder's Office in White Pine County, State of Nevada.

10. That certain property acquired from Mr. and Mrs. Carr (by condemnation) located in the City of Ely, County of White Pine, State of Nevada, and more particularly described as lying in the SW 1/4, Section 16, Township 16 North, Range 63 E., M.D.B. & M. Beginning at the Northwest Corner of the Elysium Terrace Subdivision,

Thence S. 10-50'34" E., 68.70 feet (BOOK 313 PAGE 478)
thence S. 12-57'53" W., 213.43 feet;
thence S. 87-56'45" E., 5.01 feet.



12. That certain property acquired from Jerry Piccinini, Trustee, on August 12, 1986, located in the City of Ely, County of White Pine, State of Nevada, more particularly described as White Pine County Assessor parcel number 01-254-04.

EXCEPTING FROM that portion of said land within the SW $\frac{1}{4}$ SEX of Section 15, T16N, R63E, M.D.B.&M., all oil, gas and mineral rights as reserved by Ivan Lewis and Stephanie Lewis, husband and wife, and Bert Hanks and Grace Hanks, husband and wife, in Deed recorded August 25, 1965, in Book 276, Page 266, Real Estate Records, White Pine County, Nevada.

to the point of beginning, being a portion of the SW $\frac{1}{4}$ SEX of Section 15, T16N, R63E, M.D.B.&M.
Thence S. 75-27'48" W., 10.09 feet,
thence N. 22-09'10" W., 646.57 feet,
thence N. 67-50'50" E., 10.00 feet,
thence S. 22-09'10" E., 647.91 feet

Beginning at a point whence the Southeast Corner of the SW $\frac{1}{4}$ SEX of Section 15, T16N, R63E, M.D.B.&M. bears S46-38'03"E., 560.40 feet distant;
Thence S. 75-27'48" W., 10.09 feet,
thence N. 22-09'10" W., 646.57 feet,
thence N. 67-50'50" E., 10.00 feet,
thence S. 22-09'10" E., 647.91 feet

EXCEPTING THEREFROM that parcel of land conveyed to Madison D. Locke and Rosalie Locke, husband and wife as joint tenants, by Deed recorded June 26, 1984, in Book 75, Page 349, Official Records, White Pine County, Nevada, more particularly described as follows:
to the point of beginning, being a portion of the SW $\frac{1}{4}$ SEX, Section 15, T16N, R63E, M.D.B.&M.

Beginning at the Southeast Corner of the SW $\frac{1}{4}$ SEX, Section 15, T16N, R63E, M.D.B.&M.,
Thence S. 89-22'35" W., 303.39 feet,
thence N. 22-09'10" W., 1,046.59 feet,
thence N. 67-50'50" E., 50.00 feet,
thence S. 22-09'10" E., 658.00 feet,
thence N. 75-27'48" E., 630.77 feet,
thence N. 01-32'47" E., 200.00 feet,
thence N. 75-27'48" E., 200.00 feet,
thence S. 01-32'47" W., 780.00 feet,
thence S. 89-22'35" W., 384.95 feet

11. That certain property acquired from Sam Buccambuso and Ron Baker and Marci Baker by Deed dated November 8, 1988 recorded at Book 140, Page 235, File No. 258,050 of Official Records, White Pine County Recorder. The property being located in the County of White Pine, State of Nevada, described as follows:

to the point of beginning and containing 14,656 square feet, more or less.
thence S. 58-24'26" W., 13.09 feet,
thence N. 10-50'34" W., 234.30 feet,
thence N. 58-24'26" E., 100.00 feet,

MT. WHEELER POWER, INC.
FACILITIES LOCATED IN
JUAB COUNTY
STATE OF UTAH

T11S - R14W

Unsurveyed

T11S - R15W

Unsurveyed

T11S - R16W

All Sec. 1

E $\frac{1}{2}$ Sec. 2

NE $\frac{1}{4}$ Sec. 11

N $\frac{1}{2}$ Sec. 12

S $\frac{1}{4}$ Sec. 36

T11S - R17W

W $\frac{1}{2}$ Sec. 1, SE $\frac{1}{4}$ Sec. 1

NW $\frac{1}{4}$ Sec. 7

T12S - R16W

Unsurveyed

T12S - R17W

N $\frac{1}{2}$ Sec. 5, SW $\frac{1}{4}$ Sec. 5

S $\frac{1}{4}$ Sec. 7

W $\frac{1}{2}$ Sec. 8

N $\frac{1}{2}$ Sec. 18, SE $\frac{1}{4}$ Sec. 18

S $\frac{1}{4}$ Sec. 19, NE $\frac{1}{4}$ Sec. 19

SE $\frac{1}{4}$ Sec. 25

N $\frac{1}{2}$ Sec. 30, SW $\frac{1}{4}$ Sec. 30

W $\frac{1}{2}$ Sec. 31

All Sec. 34

S $\frac{1}{4}$ Sec. 35, NE $\frac{1}{4}$ Sec. 35

NW $\frac{1}{4}$ Sec. 36

JUAB COUNTY

BOOK 313 PAGE 480

T13S - R17W

NW 1/4 Sec. 3
NE 1/4 Sec. 4, S 1/2 Sec. 4
SE 1/4 Sec. 5
W 1/2 Sec. 6
N 1/2 Sec. 7, SW 1/4 Sec. 7
N 1/2 Sec. 8
S 1/2 Sec. 30
NE 1/4 Sec. 31
W 1/2 Sec. 32

T13S - R18W

S 1/2 Sec. 12
W 1/2 Sec. 13, NE 1/4 Sec. 13
S 1/2 Sec. 14, NE 1/4 Sec. 14
All Sec. 22
NE 1/4 Sec. 23
SE 1/4 Sec. 25
All Sec. 27
S 1/2 Sec. 28
All Sec. 33
All Sec. 34
NE 1/4 Sec. 35, S 1/2 Sec. 35
N 1/2 Sec. 36

T13S - R19W

W 1/2 Sec. 30, SE 1/4 Sec. 30
E 1/2 Sec. 31
S 1/2 Sec. 32

T13S - R20W

N 1/2 Sec. 13
S 1/2 Sec. 24
N 1/2 Sec. 25

T14S - R18W

NW 1/4 Sec. 2
All Sec. 3
E 1/2 Sec. 4
E 1/2 Sec. 7
S 1/2 Sec. 8, NE 1/4 Sec. 8
N 1/2 Sec. 9, SW 1/4 Sec. 9
N 1/2 Sec. 10
All Sec. 17
All Sec. 18
W 1/2 Sec. 19, NE 1/4 Sec. 19
NW 1/4 Sec. 30

JUAB COUNTY

W 1/2 Sec. 4
E 1/2 Sec. 5
N 1/2 Sec. 9, SE 1/4 Sec. 9
S 1/2 Sec. 13
S 1/2 Sec. 14
S 1/2 Sec. 15, NW 1/4 Sec. 15
NE 1/4 Sec. 16

COPY

JUAB COUNTY

BOOK 313 PAGE 482

MT. WHEELER POWER, INC.
 FACILITIES LOCATED IN
 MILARD COUNTY
 STATE OF UTAH

T155 - R19W

E $\frac{1}{2}$ Sec. 2, SW $\frac{1}{4}$ Sec. 2

SW $\frac{1}{4}$ Sec. 11, E $\frac{1}{2}$ Sec. 11

E $\frac{1}{2}$ Sec. 15

N $\frac{1}{2}$ Sec. 22, SW $\frac{1}{4}$ Sec. 22

NW $\frac{1}{4}$ Sec. 27

E $\frac{1}{2}$ Sec. 28

S $\frac{1}{2}$ Sec. 32

S $\frac{1}{2}$ Sec. 33, NE $\frac{1}{4}$ Sec. 33

S $\frac{1}{2}$ Sec. 34

W $\frac{1}{2}$ Sec. 35

T165 - R18W

S $\frac{1}{2}$ Sec. 5

S $\frac{1}{2}$ Sec. 6

NE $\frac{1}{4}$ Sec. 8

W $\frac{1}{2}$ Sec. 9

N $\frac{1}{2}$ Sec. 16, SE $\frac{1}{4}$ Sec. 16

T165 - R19W

S $\frac{1}{2}$ Sec. 3, NE $\frac{1}{4}$ Sec. 3

ALL Sec. 4

N $\frac{1}{2}$ Sec. 5

W $\frac{1}{2}$ Sec. 9

W $\frac{1}{2}$ Sec. 16

W $\frac{1}{2}$ Sec. 21

W $\frac{1}{2}$ Sec. 28

W $\frac{1}{2}$ Sec. 33

T175 - R19W

W $\frac{1}{2}$ Sec. 3

ALL Sec. 4

W $\frac{1}{2}$ Sec. 9

N $\frac{1}{2}$ Sec. 16, SW $\frac{1}{4}$ Sec. 16

E $\frac{1}{2}$ Sec. 20

NW $\frac{1}{4}$ Sec. 21

ALL Sec. 29

ALL Sec. 32

T18S - R19W

W $\frac{1}{2}$ Sec. 5

SE $\frac{1}{4}$ Sec. 6

N $\frac{1}{2}$ Sec. 7, SW $\frac{1}{4}$ Sec. 7

All Sec. 14

W $\frac{1}{2}$ Sec. 18

W $\frac{1}{2}$ Sec. 19

All Sec. 23

W $\frac{1}{2}$ Sec. 24

N $\frac{1}{2}$ Sec. 26, SE $\frac{1}{4}$ Sec. 26

SE $\frac{1}{4}$ Sec. 27

W $\frac{1}{2}$ Sec. 30

W $\frac{1}{2}$ Sec. 31

N $\frac{1}{2}$ Sec. 34, SE $\frac{1}{4}$ Sec. 34

All Sec. 35

T19S - R19W

All Sec. 5

E $\frac{1}{2}$ Sec. 8

E $\frac{1}{2}$ Sec. 17

E $\frac{1}{2}$ Sec. 20

W $\frac{1}{2}$ Sec. 21

W $\frac{1}{2}$ Sec. 28

E $\frac{1}{2}$ Sec. 29

NE $\frac{1}{4}$ Sec. 32, S $\frac{1}{2}$ Sec. 32

T20S - R20W

N $\frac{1}{2}$ Sec. 1

All Sec. 12

N $\frac{1}{2}$ Sec. 24

T20S - R19W

N $\frac{1}{2}$ Sec. 2

N $\frac{1}{2}$ Sec. 3, SW $\frac{1}{4}$ Sec. 3

E $\frac{1}{2}$ Sec. 4

W $\frac{1}{2}$ Sec. 6

W $\frac{1}{2}$ Sec. 7

E $\frac{1}{2}$ Sec. 9

S $\frac{1}{2}$ Sec. 10

S $\frac{1}{2}$ Sec. 11

N $\frac{1}{2}$ Sec. 14

W $\frac{1}{2}$ Sec. 15

E $\frac{1}{2}$ Sec. 16

W $\frac{1}{2}$ Sec. 18

NW $\frac{1}{4}$ Sec. 19

NE $\frac{1}{4}$ Sec. 21

NW $\frac{1}{4}$ Sec. 22

MILLARD COUNTY

T21S - R19W

SE¼ Sec. 30
NW¼ Sec. 31, SW¼ Sec. 31

T21S - R20W

NW¼ Sec. 36, S¼ Sec. 36

T22S - R20W

N¼ Sec. 1, SE¼ Sec. 1

T23N - R18W

SW¼ Sec. 4

E¼ Sec. 5

N¼ Sec. 8, SW¼ Sec. 8

SW¼ Sec. 9

W¼ Sec. 16

E¼ Sec. 17, NW¼ Sec. 17

N¼ Sec. 18

T23S - R19W

S¼ Sec. 6

E¼ Sec. 7

All Sec. 17

W¼ Sec. 18

W¼ Sec. 19

S¼ Sec. 20, NW¼ Sec. 20

S¼ Sec. 30, NE¼ Sec. 30

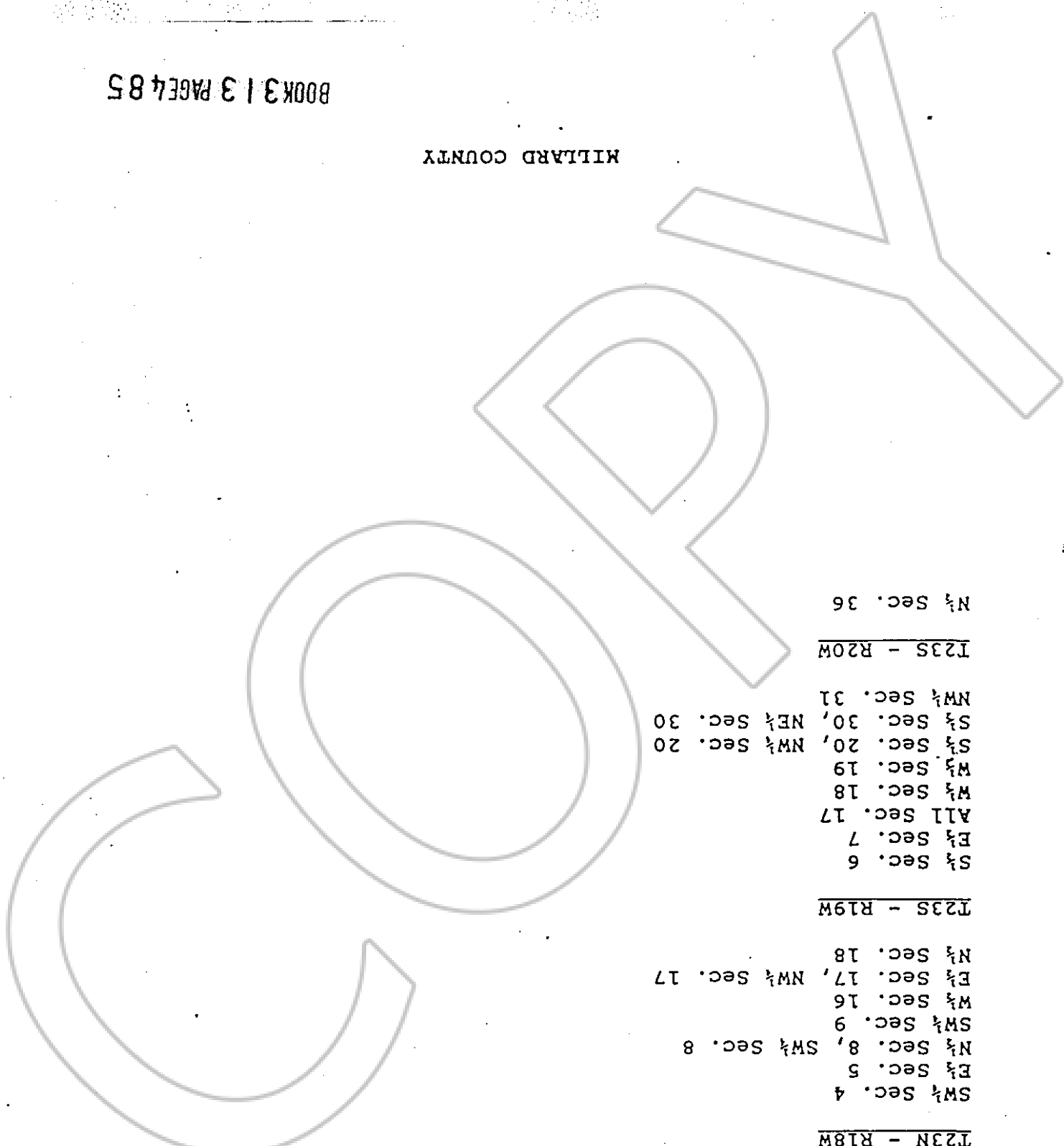
NW¼ Sec. 31

T23S - R20W

N¼ Sec. 36

MILLARD COUNTY

BOOK 313 PAGE 485



MT. WHEELER POWER, INC.
FACILITIES LOCATED IN
TOOELE COUNTY
STATE OF UTAH

T7S - R17W

Unsurveyed

T8S - R17W

Unsurveyed

T7S - R18W

Unsurveyed

T8S - R18W

Unsurveyed

T8S - R19W

SE $\frac{1}{4}$ Sec. 9

SW $\frac{1}{4}$ Sec. 10

W $\frac{1}{2}$ Sec. 15

W $\frac{1}{2}$ Sec. 22

E $\frac{1}{2}$ Sec. 27

E $\frac{1}{2}$ Sec. 34

T9S - R17W

NW $\frac{1}{4}$ Sec. 2

SW $\frac{1}{4}$ Sec. 3

E $\frac{1}{2}$ Sec. 10

SW $\frac{1}{4}$ Sec. 11

W $\frac{1}{2}$ Sec. 14

E $\frac{1}{2}$ Sec. 23

SW $\frac{1}{4}$ Sec. 24

W $\frac{1}{2}$ Sec. 25, SE $\frac{1}{4}$ Sec. 25

W $\frac{1}{2}$ Sec. 36

SE $\frac{1}{4}$ Sec. 25

TOOELE COUNTY

BOOK 3 | 3 PAGE 486

T9S - R19W

NE 1/4 Sec. 3, SW 1/4 Sec. 3

W 1/4 Sec. 10

W 1/4 Sec. 15

E 1/4 Sec. 16

W 1/4 Sec. 21

N 1/4 Sec. 22, SW 1/4 Sec. 22

N 1/4 Sec. 23

NE 1/4 Sec. 27, W 1/4 Sec. 27

S 1/4 Sec. 28

SE 1/4 Sec. 29, NW 1/4 Sec. 29

NE 1/4 Sec. 30, SW 1/4 Sec. 30

W 1/4 Sec. 34

T9S - R20W

SE 1/4 Sec. 25

NE 1/4 Sec. 36

T10S-R19W

W 1/4 Sec. 3

SE 1/4 Sec. 4

S 1/4 Sec. 9, SW 1/4 Sec. 9

All Sec. 16

W 1/4 Sec. 21, SE 1/4 Sec. 21

W 1/4 Sec. 22

NE 1/4 Sec. 27

N 1/4 Sec. 28, SW 1/4 Sec. 28

W 1/4 Sec. 33

PRO



TOOLE COUNTY

BOOK 313 PAGE 487

TOGETHER WITH all plants, works, structures, erections, reservoirs, dams, buildings, fixtures and improvements now or hereafter located on any of the properties conveyed by any and all of the aforesaid deeds listed on pages 5a and 5b, and all tenements, hereditaments and appurtenances now or hereafter therunto belonging or in anywise appertaining.

The description of each of the properties conveyed by and through the provisions of the aforesaid deeds is by reference made a part hereof as though fully set forth at length herein.

TOGETHER WITH all plants, works, structures, erections, reservoirs, dams, buildings, fixtures and improvements now owned or hereinafter located in the area of the Counties of Juab, Millard and Tooele, in the State of Utah as described on pages 5c through 5j.

COOPY

BOOK 313 PAGE 461

OFFICIAL RECORDS

RECORDED AT THE REQUEST OF

James M. Caplan, atty

97 SEP 29 AM 9:32

EUREKA COUNTY NEVADA

M.N. REBALATI, RECORDER

FILE NO. FEES \$34.00

168685

BOOK 313 PAGE 488