

AMENDMENT

168686

AMENDMENT TO SUPPLEMENT, dated as of March 2, 1993, to SUPPLEMENTAL MORTGAGE AND SECURITY AGREEMENT made by and among MT. WHEELER POWER, INC. (hereinafter called the "Mortgagor"), a corporation existing under the laws of the State of Nevada, and NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORPORATION (hereinafter called "Mortgagee"), a corporation existing under the laws of the District of Columbia.

WHEREAS, the Mortgagor and Mortgagee have agreed to amend the Supplement dated as of March 2, 1993, to the Supplemental Mortgage and Security Agreement, to amend the description of certain real property included therein.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged by the Mortgagor and the Mortgagee, the parties hereby agree as follows:

1. That paragraph 1 (Pages 5, 5a, 5b, 5c, 5d, 5e, 5f, 5g, 5h, 5i, 5j and 5k) of the Supplement dated as of March 2, 1993, to Supplemental Mortgage and Security Agreement are hereby amended to read as follows:

1. The Mortgagor has executed and delivered this Supplemental Mortgage and has granted, bargained, sold, conveyed, warranted, assigned, transferred, mortgaged, pledged and set over, and by these presents does hereby grant, bargain, sell, convey, warrant, assign, transfer, mortgage, pledge and set over, unto the Mortgagee and its respective assigns, all and singular the real and personal property described in the Mortgage as being mortgaged thereby and all and singular the real and personal property of the Mortgagor falling within the classes of property embraced in the description of the "Mortgaged Property" set forth in the Mortgage, including, without limitation, all and singular the real and personal property of said description heretofore or hereafter acquired by or constructed by or on behalf of the Mortgagor, and wheresoever situate, including, without limitation, the "Existing Electric Facilities" identified and the real estate specifically described (by reference to deeds or otherwise) in the Mortgage and mortgaged thereby (except such portion, if any, thereof as have been released prior to the execution and delivery of this Supplemental Mortgage), and including, without limitation, the following described real property, to wit:

(a) The Existing Electric Facilities are located in the Counties of Elko, Eureka, Nye and White Pine, in the State of Nevada and in the Counties of Toiyabe, Juab and Millard, in the State of Utah.

(b) The real property owned by Mt. Wheeler Power, Inc. in the State of Nevada includes the following:

1. A certain tract of land described in Deed and Bill of Sale and Assignment dated February 18, 1970, from Ely Light & Power Company, grantor, and Mt. Wheeler Power, Inc., grantee, Paragraph XIII, following: Parcel A, through Parcel G, pages 6 & 7, Document No. 154457, 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 Flanges and Ernest A. Flanges, as grantors, and Mt. Wheeler Power, Inc., grantee. Located in a portion of the E1/4 of SW1/4 SE1/4, 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 Mt. Wheeler Power, Inc., as grantee. Located in the NE1/4, Section 24, T14N, R69E, M.D.B.&M. Document No. 17378, Book No. 358, Page 388, 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 Bart Henke, as grantor, and Mt. Wheeler Power, Inc., as grantee. Located SW1/4 SE1/4, Section 15, T16N, R63E, M.D.B.&M. Document No. 172830, 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 Mt. Wheeler Power, Inc., as grantee. Located in a portion of Lot B, Section 18, T12N, R62E, M.D.B.&M. Document No. 188814, Deed Book No. 394, Page 198-200, 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 Mt. Wheeler Power, Inc., as grantee. Located in a portion of Lot 33, Block 20 of Ely City Township, Document No. 186055, 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 Mt. Wheeler Power, Inc., as grantee, from Ernest A. Flanges, as grantor, and situated, lying and being in the County of White Pine, State of Nevada, surrounding the Glenoff Substation on three subs as shown on Parcel Map No. 32, File No. 245626, Book 124, Pages 541-548, 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 Taruko Hara, as grantors, and Mt. Wheeler Power, Inc., as grantee. Located in the NW1/4, 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. Pasco, as grantor, and Mt. Wheeler Power, Inc., as grantee. Property known as Lot 1, Block 18, 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, the map and plat of which has been duly recorded File No. 243428, Book No. 110, Pages 393-394, in the County Recorder's Office in White Pine County, State of Nevada.

MT. WHEELER POWER, INC.
PROPERTY SCHEDULE

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 S4SEK, Section 16, Township 18 North, Range 63 E., M.D.B. & M.

Beginning at the Northwest Corner of the Elysum Terrace Subdivision,
Thence S. 10°50'34" E., 68.70 feet,
thence S. 12°57'53" W., 213.43 feet,
thence S. 87°58'45" E., 5.01 feet,
thence S. 68°24'28" W., 13.08 feet,
thence N. 10°50'34" W., 234.30 feet,
thence N. 68°24'26" E., 100.00 feet,
to the point of beginning and containing 14,658 square feet, more or less.

11. That certain property acquired from Sam Buccambuso and Ron Baker and Marcel Baker by Deed dated November 8, 1988 recorded at Book 140, Page 236, 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:
All that certain real property situate in the County of White Pine, State of Nevada, more particularly described as follows:

Beginning at the Southeast Corner of the SWK SEK, Section 16, T16N, R63E,
M.D.B.&M.,

Thence S. 89°22'35" W., 303.39 feet,
thence N. 22°08'10" W., 1,066.68 feet,
thence N. 87°50'50" E., 60.00 feet,
thence S. 22°09'10" E., 668.00 feet,
thence N. 75°27'48" E., 630.77 feet,
thence N. 01°32'47" E., 200.00 feet,
thence N. 76°27'48" E., 200.00 feet,
thence S. 01°32'47" W., 780.00 feet,
thence S. 89°22'35" W., 384.85 feet

to the point of beginning, being a portion of the SK SEK, Section 16, T16N,
R63E, M.D.B.&M.

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 76, Page 349, Official Records, White Pine County, Nevada,
more particularly described as follows:

Beginning at a point whence the Southeast Corner of the SWK SEK of Section
16, T16N, R63E, M.D.B.&M., bears S46°38'03"E., 660.40 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°08'10" E., 647.91 feet
to the point of beginning, being a portion of the SK SEK of Section 16, T16N,
R63E, M.D.B.&M.

EXCEPTING FROM that portion of said land within the SWK SEK of Section
16, 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.

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.

13. All that certain real property situate in the County of Eureka, State of Nevada, more particularly described as follows:

Lots 1 through 11, inclusive, Block 50 of the Townsite of Eureka, according to the official map thereof, filed in the Office of the County Recorder of Eureka County, State of Nevada.

EXCEPTING THEREFROM all uranium, thorium, or any other material which is or may be determined to be peculiarly essential to the production of fissionable materials, whether or not of commercial value in and under said land reserved by the United States of America, in Patent recorded December 19, 1947, in Book 23, Page 226, Deed Records, Eureka County, Nevada.

Together with all buildings and improvements thereon.

COPY

II. Except as expressly amended hereby, all the remaining terms and conditions of the Supplement dated as of March 2, 1993, to the Supplemental Mortgage and Security Agreement made by and between the Mortgagor and the Mortgagee will remain in full force and effect.

III. This Amendment to Supplement dated as of March 2, 1993, to the Supplemental Mortgage and Security Agreement may be simultaneously executed in any number of counterparts, and all of said counterparts executed and delivered, each as an original, shall constitute but one and the same instrument.

IN WITNESS WHEREOF, MT. WHEELER POWER, INC. of Post Office Box 1110, Ely, Nevada 89301, and the NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORPORATION, as Mortgagee, have caused this Amendment to Supplement, dated as of March 2, 1993, to Supplemental Mortgage and Security Agreement to be signed in its names and attested by its officers thereunto duly authorized, all in the day and year first above written.

MT. WHEELER POWER, INC.

By William R. Coffman, President

ATTEST:

Jane Moyle, Secretary

NATIONAL RURAL UTILITIES
COOPERATIVE FINANCE CORPORATION

By Jane Moyle

Assistant Secretary - Treasurer

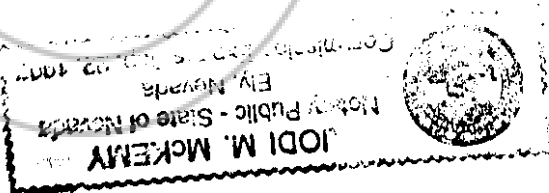
ATTEST:

Jane Moyle
Assistant Secretary - Treasurer

State of Nevada
County of White Pine

Signed and sworn to (or affirmed) before me on September 9, 1997, by WILLIAM R. COFFMAN, President, and JANE MOYLE, Secretary, of Mt. Wheeler Power, Inc.

William R. Coffman
NOTARY PUBLIC



Commonwealth of Virginia)
County of Fairfax) ss

On September 24, 1997 personally appeared before me, a notary public, FREDERICK PARKER, Assistant Secretary - Treasurer and Ann Midgette, Assistant Secretary - Treasurer of the National Rural Utilities Finance Corporation, who acknowledged that they executed the above instrument.

Carmen D. Bennett
Notary Public
CARMEN D. BENNETT

My commission expires 1/31/99

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RECORDED AT THE REQUEST OF

97 SEP 29 AM 9:35

EUREKA COUNTY NEVADA
M.N. REBALCANTI, RECORDER
FILE NO.
FEES \$12.00

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