STRUMENT FOR THE PURPOSES THEREIN CONTAINED BY SIGNING THE NAME OF THE CORPORATION BY THE SAID VICE-PRESIDENT AND ATTESTING THE SAME BY THE ASSISTANT SECRETARY.

WITNESS MY HAND AND OFFICIAL SEAL AT NEW YORK, THIS 11TH DAY OF AUGUST, 1939.

(SEAL) ROBERT H. ATTLESEY

MY COMMISSION EXPIRES MARCH 30, 1941.

RECEIVED AUGUST 16, 1939 AT 2:10 P. M.

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TENNESSEE UTILITIES CORP

TO CITY OF NASHVILLE DATED AUGUST 15TH, 1939

EXECUTED IN 6 COUNTERPARTS OF WHICH

THIS IS COUNTERPART NO. 1

THIS INDENTURE MADE AND ENTERED INTO THE 15TH DAY OF AUGUST, 1939, BY AND BETWEEN THE TENNESSEE UTILITIES CORPORATION, A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF TENNESSEE, WITH ITS PRINCIPAL PLACE OF BUSINESS IN CHATTANOOGA, HAMILTON COUNTY, TENNESSEE, HEREIN SOMETIMES REFERRED TO AS THE "COMPANY" AND THE CITY OF NASHVILLE, A MUNICIPAL CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF TENNESSEE, HEREIN SOMETIMES CALLED "NASHVILLE"

WITNESSETH:

THAT WHEREAS, THE COMMONWEALTH & SOUTHERN CORPORATION, A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, HEREIN SOMETIMES REFERRED TO AS "COMMONWEALTH" AS OF MAY 12, 1939, ENTERED INTO A CONTRACT WITH THE TENNESSEE VALLEY AUTHORITY, HEREIN SOMETIMES CALLED "AUTHORITY" CITY OF NASHVILLE AND OTHERS, WHICH CONTRACT IS RECORDED IN THE REGISTER'S OFFICE OF DAVIDSON COUNTY, TENNESSEE, IN BOOK 1127, BEGINNING AT PAGE 1, WHEREBY COMMONWEALTH, AMONG OTHER THINGS, AGREED TO CONVEY TO NASHVILLE THE HEREINAFTER DESCRIBED PROPERTY, AND,

WHEREAS, SECTION XIV OF SAID CONTRACT PROVIDES THAT COMMONWEALTH MAY, AT ITS OPTION, FOR THE PURPOSE OF CARRYING OUT SAID CONTRACT, TRANSFER ALL OR A PART OF THE SECURITIES OF THE TENNESSEE ELECTRIC POWER COMPANY, HEREIN SOMETIMES CALLED THE "TENNESSEE COMPANY," THEN OWNED BY IT, TO A CORPORATION OR CORPORATIONS, FORMED FOR SUCH PURPOSE, AND THAT SUCH CORPORATION OR CORPORATIONS MAY IN SUCH CASE ACQUIRE THE PROPERTY TO BE CONVEYED PURSUANT THERETO UPON THE LIQUIDATION AND DISSOLUTION OF SAID TENNESSEE COMPANY, AND WILL PERFORM THE OBLIGATIONS AND BE ENTITLED TO THE BENEFITS OF COMMONWEALTH UNDER SAID CONTRACT; AND

WHEREAS, COMMONWEALTH HAS EXERCISED ITS OPTION UNDER SAID CONTRACT AND FORMED THE TENNESSEE UTILITIES CORPORATION FOR THE PURPOSE SPECIFIED IN SAID CONTRACT:

NOW, THEREFORE, IN CONSIDERATION OF THE SUM OF ONE DOLLAR ($1.00) CASH IN HAND PAID, AND OTHER GOOD AND VALUABLE CONSIDERATIONS, THE RECEIPT OF WHICH BY THE COMPANY FROM NASHVILLE IS HEREBY ACKNOWLEDGED, THE COMPANY HAS BARGAINED SOLD, TRANSFERRED AND CONVEYED, AND BY THESE PRESENTS DOES HEREBY BARGAIN, SELL,

TRANSFER AND CONVEY, UNTO THE SAID CITY OF NASHVILLE, ALL THAT CERTAIN PROPERTY SITUATE, LYING AND BEING IN THE COUNTIES OF DAVIDSON AND SMALL PORTIONS OF WILLIAMSON, RUTHERFORD AND SUMNER ADJOINING THE BOUNDARY LINE OF DAVIDSON COUNTY, ALL IN THE STATE OF TENNESSEE, AND GENERALLY DESCRIBED AS FOLLOWS:

ANY AND ALL PROPERTY OF EVERY KIND AND/OR CHARACTER (EXCLUSIVE OF THE PROPERTIES DESCRIBED IN SECTION IV OF THE CONTRACT REFERRED TO ABOVE AND EXHIBIT B THERETO) OWNED BY THE COMPANY'S PREDECESSOR IN TITLE, THE TENNESSEE COMPANY, AT THE DATE OF SAID CONTRACT, OR ACQUIRED BY THE TENNESSEE COMPANY OR BY THE COMPANY FROM THE TENNESSEE COMPANY ON OR PRIOR TO THE DATE HEREOF, INCLUDING ANY UNDIVIDED OR BENEFICIAL INTEREST OF EITHER OF SAID COMPANIES, SITUATE IN THE AREA HEREIN DESIGNATED AS THE NASHVILLE AREA, WHICH AREA IS DELINEATED ON DRAWING NO. A-2 (A) ATTACHED TO SAID CONTRACT OF MAY 12, 1939 AND MADE A PART THEREOF, AND USED, HELD FOR USE, OR ACQUIRED IN CONNECTION WITH THE TRANSMISSION, DISTRIBUTION AND/OR SALE OF ELECTRIC ENERGY IN SAID NASHVILLE AREA, WHETHER TITLE THERETO BE IN THE NAME OF THE COMPANY THE TENNESSEE COMPANY, OR SOME OTHER PERSON, INCLUDING (WITHOUT LIMITATION AS TO DISTRIBUTION PROPERTIES BY REASON OF ENUMERATION) THE PROPERTIES HEREINAFTER DESCRIBED, BUT EXCLUDING ALL TRANSMISSION PROPERTY AND GENERAL PROPERTY INSIDE OF SAID AREA NOT SPECIFICALLY INCLUDED IN THIS DEED, AND ALL DISTRIBUTION AND OTHER PROPERTIES SPECIFICALLY INCLUDED IN DEEDS THIS DAY EXECUTED BY THE COMPANY TO THE TENNESSEE VALLEY AUTHORITY AND/OR THE UNITED STATES OF AMERICA, AND ALL DISTRIBUTION AND OTHER PROPERTIES SPECIFICALLY INCLUDED IN A DEED THIS DAY EXECUTED BY THE COMPANY TO THE MIDDLE TENNESSEE ELECTRIC MEMBERSHIP CORPORATION.

WITHOUT LIMITING THE GENERALITY OF THE FOREGOING DESCRIPTION, THE PROPERTY CONVEYED IS SPECIFICALLY DESCRIBED AS:

ITEM I

ELECTRIC DISTRIBUTION PROPERTIES AND INTERCONNECTING DISTRIBUTION AND FEEDER LINES

THE FOLLOWING ELECTRIC DISTRIBUTION PROPERTIES AND INTERCONNECTING DISTRIBUTION AND FEEDER LINES, INCLUDING ALL POLES, TOWERS, STRUCTURES, ANCHORS AND GUYS, CROSS ARMS, POLE HARDWARE AND FIXTURES, INSULATORS, CABLES, CONDUCTORS, WIRES, METERS, TRANSFORMERS, CUSTOMERS' SERVICES, AND ALL OTHER APPURTENANT FIXTURES, EQUIPMENT AND FACILITIES, AND ALL EASEMENTS, RIGHTS-OF-WAY, AND OTHER RIGHTS AND INTERESTS IN LAND USED, HELD FOR USE, OR ACQUIRED IN CONNECTION WITH SAID DISTRIBUTION SYSTEMS AND LINES, BUT EXCLUDING ATTACHMENTS AND POLES, OR INTEREST THEREIN, OWNED BY ANY TELEPHONE OR TELEGRAPH COMPANY.

1. THE ELECTRIC DISTRIBUTION SYSTEM SERVING NASHVILLE AND THE AREA IMMEDIATELY CONTIGUOUS THERETO, IN DAVIDSON COUNTY, TENNESSEE, IN CONVEYING SAID DISTRIBUTION SYSTEM TO NASHVILLE, THE COMPANY, AS PROVIDED IN EXHIBIT B IN SAID CONTRACT OF MAY 12, 1939, TO WHICH REFERENCE IS HEREBY MADE FOR A FURTHER AND DETAILED DESCRIPTION OF THE EASEMENTS AND RIGHTS GRANTED AND RESERVED IN THIS DEED, HEREBY GRANTS TO NASHVILLE, AND RESERVES IN FAVOR OR THE TENNESSEE COMPANY, ITS SUCCESSORS AND ASSIGNS, RECIPROCAL EASEMENTS AND RIGHTS, SO THAT THE TENNESSEE COMPANY AND NASHVILLE SHALL EACH HAVE, WITHOUT CHARGE, THE RIGHT TO MAINTAIN ON ELECTRIC POLES OF THE