NUMBER 23362

DEED

from

Tennessee Utilities Corporation

to

Tennessee Valley Authority
and
United States of America

(Conveying property located in Tennessee)

Dated August 15th, 1939

United States Internal Revenue Stamp in an adequate amount has been affixed to counterpart No. 1 hereof, and cancelled as required by law.

(Executed in 75 counterparts, of which this is counterpart No. 12 *)*

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," the TENNESSEE VALLEY AUTHORITY, a corporation created and now existing by an Act of the Congress of the United States of America, approved by the President of the United States of America on May 18, 1933, herein sometimes called the "Authority," and the UNITED STATES OF AMERICA,

WITNESSETH:

THAT WHEREAS, The Commonwealth and 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 Authority, the City of Chattanooga, Tennessee, and others, which contract was recorded in the Office of the Register of Davidson County, Tennessee, in Book 1127, beginning at page 1, to which reference is hereby made for the specific terms of said contract, whereby Commonwealth, among other things, agreed to convey to the Authority and/or its nominee, or nominees, and the City of Chattanooga, Tennessee, or its assigns, certain real, personal and/or mixed property, tangible and intangible; and

WHEREAS, the City of Chattanooga, Tennessee, has assigned to the Authority its right to purchase the basement and first four floors and an undivided one-half interest in the site of the general office building of the Company located at 536-538 Market Street in Chattanooga, Tennessee; and

WHEREAS, Section 4 of said Act of Congress provides that in the purchase of any real estate by the Authority the title shall be taken in the name of the United States of America, and thereupon shall be entrusted to the Authority; and

WHEREAS, the Authority will take the title to the personal and/or mixed property, tangible and intangible, herein conveyed, and has designated the United States of America as its nominee for the purpose of taking title to the real estate conveyed herein; 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 part of the securities of The Tennessee Electric Power Company, herein sometimes called the "Tennessee Company," and the Southern Tennessee Power 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 thereunder upon the liquidation and dissolution of said companies, 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 has formed the Company for the purposes specified in said contract;

NOW, THEREFORE, in consideration of One Dollar ($1.00) cash in hand paid, and other good and valuable considerations, the receipt of all of which by the Company from the Authority is hereby acknowledged, the Company has granted, bargained, sold, transferred, conveyed, and confirmed, and does by these presents hereby grant, bargain, sell, transfer, convey, and confirm unto the United States of America, its successsors and assigns forever, all the following described real property, and unto the Authority, its successors and assigns, all of the following described personal and/or mixed property, tangible and intangible, located in the State of Tennessee, and in the Counties of Anderson, Bedford, Bledsoe, Blount, Bradley, Campbell, Cannon, Clay, Coffee, Cumberland, Davidson, Decatur, DeKalb, Dickson, Fentress, Franklin, Giles, Grundy, Hardin, Hamilton, Henderson, Hickman, Houston, Humphreys, Knox, Lawrence, Lewis, Lincoln, Loudon, Maury, Marion, Marshall, McMinn, McNairy, Monroe, Moore, Morgan, Perry, Pickett, Putnam, Polk, Rhea, Roane, Rutherford, Scott, Sequatchie, Smith, Sumner, Van Buren, Warren, Wayne, White, Williamson, and Wilson:

ITEM I

GENERATING PLANTS

The following hydroelectric, steam electric, and internal combustion generating stations, and other property, rights, and interests, including (but subject to the exclusions hereinafter specifically noted) all dam and substation sites and structures, flumes, inclines, penstocks, power houses, buildings, structures, generators, turbines, water wheels, auxiliary apparatus, boilers, stacks, coal and ash handling equipment, coal storage equipment, fuel holders, compressors, condensers, cooling water intake and discharge tunnels and engine exhaust tunnels, spray ponds and cooling towers, pumps, switchboards, controls, switches, circuit breakers, transformers, batteries, and other electrical apparatus, telephone and other communication equipment and facilities, locomotives, railways, rolling stock, cranes, machine tools, special tools, spare parts on hand or ordered, cottages and other houses and furnishings, villages, boats, barges, docks, boathouses, general equipment, all other machinery, property, fixtures, facilities, and equipment, all plans, studies, estimates, and engineering, accounting, and financial data relating thereto, all reservoir property, riparian rights, easements, leases, and other rights in land, used, held for use, or acquired in connection with any of the said properties:

1. THE HYDROELECTRIC GENERATING PLANT SITE AND RESERVOIR ON THE CANEY FORK RIVER AT GREAT FALLS,

TENNESSEE, INCLUDING THE 110 KV SUBSTATION. (Title to the land is vested part in fee and part by flowage easement.)

The following land and rights in land known as the Great Falls Reservior and Dam, situated in White, Warren, Van Buren, and DeKalb Counties, Tennessee, and more particularly described as follows:

(1) That certain property conveyed by the Tennessee Power Company to the Tennessee Electric Power Company by deed dated July 25, 1922, and recorded in the Register's Office of Warren County, Tennessee, in Deed Book 60, page 390, in the Register's Office of White County, Tennessee, in Deed Book 68, page 90, and in the Register's Office of Van Buren County, Tennessee, in Deed Book V, page 75, being situated in White, Warren, and Van Buren Counties, Tennessee, and being:

(a) The property and franchises formerly belonging to the Great Falls Power Company and transferred and conveyed by that Company to The Tennessee Power Company by deed bearing date of April 24, 1912, and duly recorded in the Office of the Register of Warren County in Book No. 41, page 259; in the Office of the Register of White County in Book No. 55, page 265, and in the office of the Register of Van Buren County in Book R, page 199, all in the State of Tennessee, and by deed from the Great Falls Power Company to the Tennessee Power Company dated June 11, 1912, and recorded in the Register's Office of White County in Book 55, page 377, and recorded in the Register's Office of Van Buren County in Book R, page 403, and recorded in the Register's Office of Warren County in Book 41, page 313, (excepting the properties of Great Falls Power Company included in its Frank's Ferry Development) and conveying *inter alia:*

I. The dam and power house site at Great Falls on the Caney Fork River immediately below the mouth of Collins River in Warren and White Counties in the State of Tennessee.

II. A tract of land which includes fee simple holdings and flowage rights, privileges and easements for pondage and other purposes, containing about six thousand three hundred and seven (6307) acres of land more or less.

(b) A tract of land in the Third Civil District of Warren County, Tennessee, containing 17.75 acres, more or less, and being the same tract of land title to which was vested in the Tennessee Power Company by decree of the Chancery Court of said County, as shown recorded in Deed Book 51, page 207, in the Register's Office of Warren County.

(c) A flowage easement in a tract of land containing 0.57 acres, more or less, in White County, Tennessee, as described in deed of James Mayberry et ux to Tennessee Power Company dated September 27, 1913, and of record in White County, Tennessee, Register's Office, in Book 56, page 411.

(d) A flowage easement in that certain parcel of real estate situated in the First Civil District of White County, Tennessee, containing 11.5 acres, more or less, and more particularly described