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ALSO ALL that property, real, personal and mixed, tangible or intangible, of every kind, nature and description, proposed to be constructed or acquired by the Mortgagor with the proceeds of any loan or loans evidenced by any of the notes, and with moneys, if any, deposited or to be deposited in the bank account in which the proceeds of any loan or loans evidenced by any of the notes are to be deposited, all pursuant to a certain - - - - telephone loan contract dated as of December 6, 1954 - - -, made by and between the Mortgagor and the Mortgagee, as amended (said telephone loan contract, as amended or as it may be from time to time amended, being hereinafter called the "Loan Contract"), and located or to be located in said State; and in and to all extensions and improvements of and additions to the property described above, including all buildings, plants, works, structures, improvements, fixtures, apparatus, materials, supplies, machinery, tools, implements, poles, posts, crossarms, conduits, ducts, lines, whether underground or overhead or otherwise, wires, cables, exchanges, switchboards, desks, testboards, frames, racks, motors, generators, batteries and other items of central office equipment, subscriber station equipment, including house wiring and protectors, instruments, connections and appliances, office furniture and equipment, work equipment, and any and all other property of every kind, nature and description, used, useful or acquired for use by the Mortgagor in connection with the property described above, or the extensions and improvements thereof or additions thereto; and also all right, title and interest of the Mortgagor in and to any and all other telephone properties or systems at any time or times hereafter constructed or acquired by the Mortgagor and all extensions and improvements thereof or additions thereto; together with any and all other property of every kind, nature and description, used, useful or acquired for use by the Mortgagor in connection therewith, wherever located in the above-mentioned States, including, without limitation, all property of the classes hereinabove listed;

II

All right, title and interest of the Mortgagor in, to and under any and all grants, privileges, rights of way, easements, leases and leasehold interests now owned, held, leased, enjoyed or exercised, or which may hereafter be owned, held, leased, acquired, enjoyed or exercised by the Mortgagor for the purposes of, and in connection with, the construction or operation by or on behalf of the Mortgagor of telephone properties, systems or businesses, wherever located in the above-mentioned States;

III

All right, title and interest of the Mortgagor in, to and under any and all licenses, franchises, ordinances, privileges and permits heretofore granted, issued or executed, or which may hereafter be granted, issued or executed, to it or to its assignors by United States of America, or any State, or by any county, township, municipality, village or other political subdivision thereof or by any agency, board, commission or department of any of the foregoing, authorizing the construction, acquisition or operation of telephone properties, systems or businesses in the above-mentioned States, insofar as the same may by law be assigned, granted, bargained, sold, conveyed, transferred, mortgaged or pledged;

IV

All right, title and interest of the Mortgagor in, to and under any and all contracts heretofore or hereafter executed by and between the Mortgagor and any person, firm or corporation and relating to the Mortgaged Property;