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II.

(a) All improvements and structures, offices, buildings and exchanges which now are or hereafter shall be located, erected or placed upon any of the lands and premises hereinbefore described.

(b) All equipment, switchboards, machinery, tools and appliances of every kind and nature, located in and upon and necessary or used or useful in and about the maintenance or operation of any of the premises hereinbefore described, or necessary or used or useful in or about the maintenance or operation of any of the telephone exchanges now and in the future located or conducted therein, including all of the equipment, switchboards, machinery, tools and appliances of every kind and nature located in and upon, and necessary or used or useful in and about the maintenance or operation of any of the telephone exchanges now owned or operated in Dee and Hood River in Hood River County, Oregon, Mabton, Grandview, Toppenish and White Swan in Yakima County, Washington, and Klickitat in Klickitat County, Washington.

III.

The poles, supports, towers, cross arms, conduits, subways, underground pipes, cables, wires, fixtures, apparatus and other equipment constructed or acquired since the delivery of the Second Supplemental Indenture.

TO HAVE AND TO HOLD all said franchises and property, real, personal and mixed, conveyed, transferred, assigned, mortgaged or pledged by the Company as aforesaid or intended so to be unto the Trustees and to their successors in said trust and to them and their assigns forever;

IN TRUST, NEVERTHELESS, for the purposes, with the powers and subject to the agreements, covenants and conditions set forth and expressed in the Original Indenture as supplemented and modified by the First Supplemental Indenture, the Second Supplemental Indenture and this Third Supplemental Indenture, it being agreed as follows, to wit:

ARTICLE ONE

SERIES D BONDS

SECTION 1.01. There shall be and is hereby created a series of bonds entitled "First Mortgage Bonds, Series D" (hereinafter sometimes referred to as "Series D bonds" or "bonds of Series D"). Series