

WHEREAS, the Company executed and delivered a Supplemental Indenture dated as of May 1, 1952; and

WHEREAS, the Company has issued, pursuant to the terms of said Indenture and Supplemental Indentures its First Mortgage Bonds, 3 $\frac{7}{8}$ % Series due 1980, in the aggregate principal amount of \$2,000,000, all of which are presently outstanding; and

WHEREAS, the Company has executed and delivered a Supplemental Indenture dated as of the 1st day of November, 1953; and

WHEREAS, said Supplemental Indenture amended said Indenture so as to provide that there may be at any time outstanding under said Indenture and Indentures supplemental thereto an aggregate principal amount of not to exceed \$100,000,000 in bonds; and

WHEREAS, this corporation intends to create, issue and sell a new series of bonds to be designated as the Company's First Mortgage Bonds, 3 $\frac{3}{8}$ % Series due 1980; and

WHEREAS, said new series of bonds are required to be in conformance with the provisions of said Indenture.

NOW, THEREFORE, BE IT AND IT IS HEREBY RESOLVED, that WEST COAST TELEPHONE COMPANY does hereby create a new series of bonds under the terms and provisions of said Indenture dated as of March 1, 1939, and said Supplemental Indentures, to be designated as this Company's First Mortgage Bonds, 3 $\frac{3}{8}$ % Series due 1980, to be dated, to mature, to bear interest at the rate, to be redeemable, and to contain such other terms and provisions as set forth in the following forms of coupon bond and registered bond without coupons, respectively and in said Indenture as so supplemented and to be supplemented by an Eighth Supplemental Indenture to be dated as of November 1, 1954:

(Form of Coupon Bond)

WEST COAST TELEPHONE COMPANY
First Mortgage Bond
3 $\frac{3}{8}$ % Series due 1980

No. _____ \$ _____

WEST COAST TELEPHONE COMPANY, a corporation organized and existing under and by virtue of the laws of the State of Washington (hereinafter called the "Company"), for value received, hereby promises to pay to the bearer, or if this bond be registered as to principal, to the registered owner hereof, on the first day of November, 1980, unless this bond is sooner redeemed, at the office