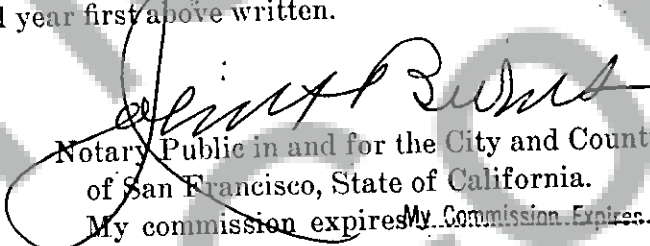


State of California,
City and County of San Francisco.—ss.

On this July 16th, 1957, before me, the undersigned, a
Notary Public in the State of California, in and for the said City and
County of San Francisco, residing therein and duly commissioned and
sworn, personally appeared JOHN L. LILIENTHAL, known

to me to be a Vice President of WEST COAST TELEPHONE COMPANY, and
B. A. LINDHOLM, known to me to be an Asst. Secretary
of WEST COAST TELEPHONE COMPANY, the corporation of that name that
executed the within and foregoing Supplemental Indenture and also
known to me to be the persons who executed said Supplemental Indenture
on behalf of said corporation, and acknowledged said instrument
to be the free and voluntary act and deed of said corporation, for the
uses and purposes therein mentioned, and on oath stated that they
were authorized to execute said instrument by authority of its Board
of Trustees, and that the seal affixed is the corporate seal of said corporation, and acknowledged to me that such corporation executed the
same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
seal at my office in said City and County of San Francisco, State of
California, the day and year first above written.


Notary Public in and for the City and County
of San Francisco, State of California.

My commission expires My Commission Expires April 12, 1961