

"WHEREAS, WEST COAST TELEPHONE COMPANY executed and delivered to BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION, a National Banking Association, and W. J. KIEFERDORF, as Trustees, an Indenture, dated as of March 1, 1939, authorizing and securing an issue of First Mortgage Bonds limited to the aggregate principal amount of \$10,000,000 at any time outstanding, and WEST COAST TELEPHONE COMPANY entered into an agreement with BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION, under date of March 26, 1940, appointing WILLIAM C. KOENIG as Individual Trustee under said Indenture as successor to W. J. KIEFERDORF; and

WHEREAS, pursuant to the terms of said Indenture, WEST COAST TELEPHONE COMPANY has issued bonds of the aggregate principal amount of \$3,800,000 of the Company's First Mortgage Bonds, 4% Series due 1964, all of which bonds have been redeemed and retired; and

WHEREAS, the Company executed and delivered a Supplemental Indenture dated as of November 1, 1941, and a Supplemental Indenture dated December 9, 1941; and

WHEREAS, the Company has issued, pursuant to the terms of said Indenture and said Supplemental Indentures, its First Mortgage Bonds, 3½% Series due 1971, in the aggregate principal amount of \$4,000,000, of which bonds \$3,725,000 are presently outstanding; and

WHEREAS, the Company executed and delivered a supplemental Indenture dated as of March 1, 1948; and

WHEREAS, the Company has issued, pursuant to the terms of said Indenture and Supplemental Indentures, its First Mortgage Bonds, Series B due 1971, in the aggregate principal amount of \$1,000,000, all of which are presently outstanding; and

WHEREAS, the Company executed and delivered a Supplemental Indenture dated as of November 1, 1950; and

WHEREAS the Company has issued, pursuant to the terms of said Indenture, and Supplemental Indentures, its First Mortgage Bonds, 3% Series due 1980, in the aggregate principal amount of \$1,000,000, all of which are presently outstanding; and

WHEREAS, the Company executed and delivered a Supplemental Indenture dated as of May 1, 1951; and

WHEREAS, the Company has issued, pursuant to the terms of said Indenture and Supplemental Indentures, its First Mortgage Bonds, 3½% Series due 1980, in the aggregate principal amount of \$1,000,000, all of which are presently outstanding; and