

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, the Company has executed and delivered a Supplemental Indenture dated as of the 1st day of November, 1954; and

WHEREAS, the Company has issued pursuant to the terms of said Indenture and Supplemental Indentures its First Mortgage Bonds,  $3\frac{3}{8}\%$  Series due 1980, in the aggregate principal amount of \$3,000,000, 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, 1955; and

WHEREAS, the Company has issued pursuant to the terms of said Indenture and Supplemental Indentures its First Mortgage Bonds,  $3\frac{3}{4}\%$  Series due 1985, in the aggregate principal amount of \$3,500,000, all of which are presently outstanding; and

WHEREAS, the Company has executed and delivered a Supplemental Indenture dated as of the 1st day of May, 1957; and

WHEREAS, the Company has issued, pursuant to the terms of said Indenture and Supplemental Indentures, its First Mortgage Bonds  $4\frac{7}{8}\%$  Series due 1985, in the aggregate principal amount of \$3,000,000, all of which are presently outstanding; 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,  $4\frac{3}{8}\%$  Series due 1985; 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,  $4\frac{3}{8}\%$  Series due 1985, to be dated, to mature, to bear interest at the rate, to be