

Indenture dated as of June 1, 1959, and a Fifth Supplemental Indenture dated as of July 1, 1960, amending and supplementing such Original Indenture pursuant to which Supplemental Indentures the Company has issued its First Mortgage Bonds, Series B, C, D and E; and

WHEREAS the Company has determined by due corporate action to provide for the immediate issuance, execution, authentication and delivery of One Million Five Hundred Thousand Dollars (\$1,500,000) in aggregate principal amount of said First Mortgage Bonds, to be known as the Company's First Mortgage Bonds, Series F, the said Series F bonds to be issued against net bondable expenditures for property additions under the provisions of Article Four of the Original Indenture; and

WHEREAS the fully registered bonds without coupons and the coupon bonds of Series F to be issued hereunder, the coupons to be attached thereto and the certificate of the Trustee to be endorsed on the bonds are to be substantially in the following forms respectively, to-wit:

Form of Series F Fully
Registered Bond Without Coupons

No.

\$

OREGON-WASHINGTON TELEPHONE
COMPANY

First Mortgage Bond, Series F

Due December 1, 1990.

OREGON-WASHINGTON TELEPHONE COMPANY, a corporation of the State of Oregon (herein called the Company), for value received, hereby promises to pay to _____, or registered assigns, on the first day of December, 1990, the principal sum of _____ Dollars (\$ _____) and to pay interest thereon from the