

**THIS THIRTEENTH SUPPLEMENTAL INDENTURE**, made as of the 1st day of May, 1961, by and between WEST COAST TELEPHONE COMPANY, a corporation duly created, organized and existing under and by virtue of the laws of the State of Washington, and having its principal place of business at Everett, Washington (hereinafter sometimes called the "Company"), the party of the first part, and BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION, a National Banking Association duly organized under an Act known as the "National Bank Act" of the United States of America and having its principal place of business at San Francisco, California (hereinafter referred to as the "Corporate Trustee") and WILLIAM C. KOENIG, of San Francisco, California (hereinafter referred to as the "Individual Trustee") as Trustees under that certain Indenture hereinafter referred to, the parties of the second part:

WHEREAS, the Company executed and delivered an Indenture (hereinafter referred to as the "Indenture"), dated as of the 1st day of March, 1939, to the Corporate Trustee and W. J. KIEFERDORF, as Trustees, to secure payment of the principal of and the interest on an authorized issue of bonds of the Company of an aggregate principal amount of not exceeding \$10,000,000 at any one time outstanding, said bonds to be issued in one or more series as might be determined by the Board of Trustees of the Company; and

WHEREAS, the aggregate principal amount of bonds which may be issued and outstanding at any one time was increased from \$10,000,000 to \$100,000,000 by amendment to said Indenture, as hereinafter set forth; and

WHEREAS, the Company entered into an agreement with the Corporate Trustee dated March 26, 1940, whereby pursuant to the provisions of Section 8 of Article IX of said Indenture, William C. Koenig was appointed as successor to W. J. Kieferdorff as Individual Trustee; and

WHEREAS, pursuant to said Indenture, the Board of Trustees of the Company, at a regular meeting of said Board duly called, noticed and held at the office of the Company at San Francisco, California on May 15, 1961, at 10 o'clock A.M. of said day at which meeting a majority of the members of said Board was present and acting, unanimously adopted preambles and resolutions in words and figures as follows: