

"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 has executed and delivered a Supplemental Indenture dated as of the 1st day of November, 1953, which Indenture, among other things, amended the Original 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 to the Trustees certain other indentures supplemental to the Original Indenture, which Indentures are dated as of November 1, 1941; December 9, 1941; March 1, 1948; November 1, 1950; May 1, 1951; May 1, 1952; November 1, 1954; November 1, 1955; May 1, 1957; May 1, 1958 and May 1, 1960 respectively; and

WHEREAS there are presently issued and outstanding under the Original Indenture and said Supplemental Indentures bonds in the aggregate principal amount of \$25,225,000, as follows:

Title	Principal Amount
First Mortgage Bonds, 3½% Series due 1971.....	\$ 3,725,000
First Mortgage Bonds, Series "B" due 1971.....	1,000,000
First Mortgage Bonds, 3% Series due 1980.....	1,000,000
First Mortgage Bonds, 3½% Series due 1980.....	1,000,000
First Mortgage Bonds, 3¾% Series due 1980.....	2,000,000
First Mortgage Bonds, 3¾% Series due 1980.....	3,000,000
First Mortgage Bonds, 3¾% Series due 1985.....	3,500,000
First Mortgage Bonds, 4¾% Series due 1985.....	3,000,000
First Mortgage Bonds, 4¾% Series due 1985.....	4,000,000
First Mortgage Bonds, 5¾% Series due 1990.....	3,000,000
Total	\$25,225,000