

WHEREAS, the Company intends to create, issue and sell a new series of bonds to be designated as the Company's First Mortgage Bonds, 5% Series due 1990; 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, 5% Series due 1990, to be dated, to mature, to bear interest at the rate, to be redeemable, and to contain such other terms and provisions as set forth in the following forms of coupon bond and registered bond without coupons, respectively, and in said Indenture as so supplemented and to be supplemented by a Thirteenth Supplemental Indenture to be dated as of May 1, 1961:

(Form of Coupon Bond)

WEST COAST TELEPHONE COMPANY

First Mortgage Bond

5% Series due 1990

No.

\$

WEST COAST TELEPHONE COMPANY, a corporation organized and existing under and by virtue of the laws of the State of Washington (hereinafter called the "Company"), for value received, hereby promises to pay to the bearer, or if this bond be registered as to principal, to the registered owner hereof, on the first day of May, 1990, unless this bond is sooner redeemed, at the office of Bank of America National Trust and Savings Association, at 300 Montgomery Street, in San Francisco, California, or, at the option of the holder hereof, at the office of Irving Trust Company in the Borough of Manhattan, City and State of New York,

..... Dollars (\$.....)

in legal tender money of the United States of America, and to pay interest thereon in like money from May 1, 1961, at the rate of five per cent (5%) per annum until the payment of said principal sum, semi-annually on the first day of May and on the first day of November in each year, at the office of Bank of America National Trust and Savings Association, 300 Montgomery Street, San Francisco, California, or, at the option of the holder, at the office of Irving Trust Company in the Borough of Manhattan, City and