

May 1, 1958; May 1, 1960; May 1, 1961 and May 1, 1962 respectively; and

WHEREAS there are presently issued and outstanding under the Original Indenture and said Supplemental Indentures bonds in the aggregate principal amount of \$34,225,000, 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, 3⅝% Series due 1980.....	1,000,000
First Mortgage Bonds, 3⅞% Series due 1980.....	2,000,000
First Mortgage Bonds, 3⅞% Series due 1980.....	3,000,000
First Mortgage Bonds, 3¾% Series due 1985.....	3,500,000
First Mortgage Bonds, 4⅞% Series due 1985.....	3,000,000
First Mortgage Bonds, 4⅞% Series due 1985.....	4,000,000
First Mortgage Bonds, 5⅜% Series due 1990.....	3,000,000
First Mortgage Bonds, 5% Series due 1990.....	4,000,000
First Mortgage Bonds 4⅞% Series due 1990.....	5,000,000
Total	\$34,225,000

WHEREAS, the Company intends to create, issue and sell a new series of bonds to be designated as the Company's First Mortgage Bonds, 4½% Series due 1993; 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, 4½% Series due 1993, 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 Fifteenth Supplemental Indenture to be dated as of May 1, 1963: