

B. *Appointment of William W. Bertram as Successor Individual Trustee*

KNOW ALL MEN BY THESE PRESENTS THAT:

WHEREAS, 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"), and BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION, a National Banking Association, having its principal place of business at San Francisco, California (hereinafter sometimes called the "Corporate Trustee"), and W. J. KIEFERDORF, a citizen of the United States and residing at San Francisco, California (hereinafter sometimes called the "Individual Trustee"), did make, execute, and enter into that certain Indenture dated as of the first day of March, 1939; and

WHEREAS, Section S of Article IX of said Indenture provides as follows:

While not in default hereunder, the Company and the Corporate Trustee may at any time by an instrument in writing jointly signed by them remove the Individual Trustee or his successor. In the event the Company shall be in default hereunder, the Individual Trustee, or his successor, may be removed at any time by an instrument in writing signed by the person who shall at the time be the President of the then acting Corporate Trustee hereunder.

In the event of the death, removal, resignation or incapacity to act of the Individual Trustee, and while the Company is not in default hereunder, a successor Individual Trustee may be appointed by an instrument in writing signed by the Company and the Corporate Trustee, and in the event the Company is in default hereunder, then such successor Individual Trustee may be appointed by an instrument in writing duly signed by the person then acting as President of the Corporate Trustee hereunder."

and

WHEREAS, the Company is not in default under the terms of said Indenture; and