

WHEREAS, the Company and the Corporate Trustee, under date of March 26, 1940, after the death of W. J. Kieferdorf, did appoint William C. Koenig as successor Individual Trustee under said Indenture; and

WHEREAS, William C. Koenig has resigned as Individual Trustee under said Indenture, effective upon the date hereof;

NOW, THEREFORE, the undersigned, WEST COAST TELEPHONE COMPANY, and BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION, pursuant to the authority vested in them by the provisions of said Section 8 of Article IX of said Indenture, do hereby appoint by this instrument WILLIAM W. BERTRAM as successor Individual Trustee under said Indenture, as successor in trust to the said WILLIAM C. KOENIG.

This instrument may be simultaneously executed in any number of counterparts, and all said counterparts executed and delivered, each as an original, shall constitute but one and the same instrument.

IN WITNESS WHEREOF, said WEST COAST TELEPHONE COMPANY has caused its corporate name and seal to be hereunto affixed and this instrument to be signed by its President or Vice-President and attested by its Secretary or an Assistant Secretary, for and in its behalf, and the said BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION has caused its corporate name and seal to be hereunto affixed and this instrument to be signed by one of its Vice-Presidents and attested by one of its Assistant Secretaries, this 29th day of April 1963.

WEST COAST TELEPHONE COMPANY

By *James J. Silvestri*
Vice-President

By *John A. Spier*
Assistant-Secretary

(Corporate Seal)

BANK OF AMERICA NATIONAL TRUST
AND SAVINGS ASSOCIATION

By *Robert H. Johnson*
Vice President

By *J. A. Seelye*
Assistant-Secretary

(Corporate Seal)