

C. *Acceptance by successor Individual Trustee*

KNOW ALL MEN BY THESE PRESENTS THAT:

I, WILLIAM W. BERTRAM, being a citizen of the United States of America and a resident of the City and County of San Francisco, State of California, do hereby accept the appointment (evidenced by the foregoing instrument, dated 29th day of April 1963, and executed by WEST COAST TELEPHONE COMPANY and BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION) as Individual Trustee under that certain Indenture dated as of the first day of March 1939, by and between WEST COAST TELEPHONE COMPANY, a Washington corporation, having its principal place of business at Everett, Washington, and BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION, a National Banking Association, having its principal place of business in San Francisco, California, and W. J. KIEFERDORF, of San Francisco, California, as trustees, and I do hereby accept the trust and assume the duties created and imposed upon the Individual Trustee by said Indenture, upon the terms and conditions therein set forth and contained.

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, I have hereunto set my hand and seal in the City and County of San Francisco, State of California, on the 29th day of April 1963.

*William W. Bertram*

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