

**This Eighth Supplemental Indenture,**

dated as of September 1, 1964, by and between OREGON-WASHINGTON TELEPHONE COMPANY, a corporation duly organized and existing under and by virtue of the laws of the State of Oregon, having its principal office and place of business in the City and County of Hood River in said State (hereinafter sometimes referred to as the "Company"), and PEOPLES NATIONAL BANK OF WASHINGTON IN SEATTLE, a national banking association duly organized and existing under and by virtue of the National Banking Laws of the United States of America, having its principal office and place of business in the City of Seattle, County of King and State of Washington, and E. L. BLAINE, JR., of said City of Seattle, as Trustees (hereinafter sometimes referred to respectively as the "Trustee" and the "Individual Trustee" and collectively as the "Trustees"):

WHEREAS the Company executed and delivered to the Trustees an Indenture of Mortgage and Deed of Trust dated as of January 1, 1946 (hereinafter sometimes referred to as the "Original Indenture"), to secure its first mortgage bonds wherein it is provided that the bonds secured thereby may be issued in one or more series and each series other than the First Mortgage Bonds, Series A, shall be created by an indenture supplemental thereto designating the new series to be created and describing and defining the bonds of such series; and