

Company shall bind its successors and assigns, whether so expressed or not.

SECTION 2. This Supplemental Indenture may be executed in several counterparts, each of which when so executed shall be deemed to be an original; but such counterparts shall together constitute but one and the same instrument.

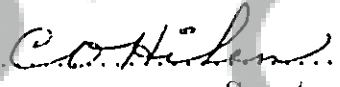
SECTION 3. This Supplemental Indenture is dated, for convenience, January 1, 1965, although executed and delivered on the date of the acknowledgment hereof by the Trustees, and the same shall be effective from the date on which it is so executed and delivered.

IN WITNESS WHEREOF, WEST COAST TELEPHONE COMPANY has caused this Supplemental Indenture to be signed in its name and behalf by its President or one of its Vice-Presidents, and its corporate seal to be hereunto affixed, duly attested by its Secretary, or one of its Assistant Secretaries, and BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION, to evidence its acceptance of the trusts hereby created, has caused this Supplemental Indenture to be signed in its name and behalf by its President or one of its Trust Officers and its corporate seal to be hereunto affixed, duly attested by one of its Trust Officers or one of its Assistant Trust Officers, and WILLIAM W. BERTRAM, to evidence his acceptance of the trust hereby created, has set his hand and seal, all as of the day and year first above written.

WEST COAST TELEPHONE COMPANY

By  Vice President.

ATTEST:


Secretary

