

and the coupon bonds of Series I to be issued hereunder, the coupons to be attached thereto and the certificate of the Trustee to be endorsed on the bonds are to be substantially in the following forms respectively, to wit:

Form of Series I Fully  
Registered Bond Without Coupon

\$..... No. R  
First Mortgage Bond Due February 1,  
Series I 1996

UNITED TELEPHONE COMPANY OF THE  
NORTHWEST

UNITED TELEPHONE COMPANY OF THE NORTHWEST, a corporation of the State of Oregon (herein called the Company), for value received, hereby promises to pay to

or registered assigns, on the first day of February, 1996, the principal sum of

and to pay interest thereon from the date hereof (unless this bond shall have been called for previous redemption and payment duly provided therefor) at the rate of five and twenty-five hundredths per cent (5.25%) per annum, payable semiannually on the first day of August and the first day of February in each year until said principal sum is paid. Both the principal of and the interest on this bond shall be payable at the main office of Peoples National Bank of Washington in Seattle, in Seattle, Washington, or at the main office of its successor as corporate trustee in the trust hereinafter referred to, in lawful money of the United States of America. When funds have been made available for the purpose, said Bank, or its successor corporate trustee, shall mail its check for said interest to the registered owner hereof at his registered address.