

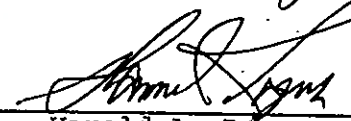
APPOINTMENT OF SUCCESSOR INDIVIDUAL TRUSTEE

KNOW ALL MEN BY THESE PRESENTS, that I, HAROLD A. ROGERS, President of Peoples National Bank of Washington, a national banking association, formerly Peoples National Bank of Washington in Seattle, acting in my capacity as President, as aforesaid, under the provisions of section 16.09 of that certain Indenture of Mortgage and Deed of Trust dated as of January 1, 1946, made and executed by United Telephone Company of the Northwest, an Oregon corporation, under its then corporate name of Oregon Washington Telephone Company, as mortgagor, to Peoples National Bank of Washington, a national banking association, under its then corporate name of Peoples National Bank of Washington in Seattle, as corporate trustee, and E. L. Blaine, Jr., as individual trustee, collectively referred to as mortgagee, do appoint ROBERT G. PERRY, a resident of the State of Washington, and resident at 8625 - 26TH AVE N E, in Seattle in King County, Washington, as individual trustee, successor to E. L. Blaine, Jr., individual trustee resigned, under the terms of the Indenture of Mortgage and Deed of Trust of January 1, 1946, hereinbefore specifically referred to, and also to serve as such individual trustee under the nine existing Supplements to such Original Indenture of Mortgage and Deed of Trust of January 1, 1946, the first eight of which are executed as mortgagor under the corporate name of Oregon Washington Telephone Company, former corporate name of United Telephone Company of the Northwest, and dated, respectively, April 1, 1948, January 1, 1951, September 1, 1954, June 1, 1959, July 1, 1960, December 1, 1960, June 1, 1962 and September 1, 1964; and the ninth of which is executed under the present corporate name of United Telephone Company of the Northwest, as mortgagor, under date of April 1, 1966; and any and all future Supplements to such Original Indenture of Mortgage and Deed of Trust, with full and complete effect as though the said Robert G. Perry had been originally designated as the individual trustee in such Original Indenture of Mortgage and Deed of Trust of January 1, 1946 and each of the nine Supplements thereto.

IN TESTIMONY WHEREOF, I have hereunto set my hand in my capacity as President of PEOPLES NATIONAL BANK OF WASHINGTON, a national banking association, formerly Peoples National Bank of Washington in Seattle, on this, the 22 day of April, 1967.



Document 2


 Harold A. Rogers
 President of Peoples National Bank of
 Washington, a national banking association