

THIS NINETEENTH SUPPLEMENTAL INDENTURE, made as of the 1st day of September, 1967, by and between **GENERAL TELEPHONE COMPANY OF THE NORTHWEST, INC.** (formerly named West Coast Telephone Company), a corporation duly created, organized and existing under and by virtue of the laws of the State of Washington, and having its principal place of business at Everett, Washington (hereinafter sometimes called the "Company"), the party of the first part, and **BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION**, a National Banking Association duly organized under an Act known as the "National Bank Act" of the United States of America and having its principal place of business at San Francisco, California (hereinafter referred to as the "Corporate Trustee"), and **WILLIAM W. BERTRAM**, of San Francisco, California (hereinafter referred to as the "Individual Trustee") as Trustees under that certain Indenture hereinafter referred to, the parties of the second part;

WITNESSETH:

WHEREAS, the Company's predecessor executed and delivered a Trust Indenture, dated as of the 1st day of March, 1939, to the Corporate Trustee and **W. J. KIEFERDORF**, as Trustees (**WILLIAM W. BERTRAM** being successor Individual Trustee to **W. J. KIEFERDORF**), to secure payment of the principal of and the interest on bonds issued and to be issued by the Company's predecessor, which Indenture has been supplemented by eighteen supplemental indentures referred to in the form of bonds hereinafter set forth (said Indenture as so supplemented being hereinafter referred to as the "Indenture"); and

WHEREAS, the Company has succeeded to all rights and obligations of, and has been substituted for, its predecessor under the Indenture; and

WHEREAS, the aggregate principal amount of bonds which may be issued and outstanding at any one time under the Indenture is \$100,000,000; and

WHEREAS, all of the First Mortgage Bonds, 4% Series due 1964, previously issued and outstanding under the Indenture have been redeemed and retired; and
