

AFFIDAVIT OF GOOD FAITH

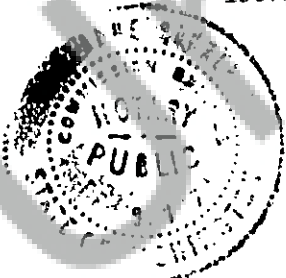
STATE OF WASHINGTON }
COUNTY OF SNOHOMISH } ss.:

The undersigned, being duly sworn on oath depose and state that they are the Vice President and Controller, and Secretary respectively, of the aforesaid GENERAL TELEPHONE COMPANY OF THE NORTHWEST, INC., a corporation and that they make this Affidavit in its behalf, and are authorized so to do; and that the within Nineteenth Supplemental Indenture is made in good faith, and without any design to hinder, delay or defraud creditors.

Don J. Solle
Don J. Solle, Vice President
and Controller

E. J. Thierer
E. J. Thierer, Secretary

SUBSCRIBED AND SWORN To before me this 19th day of September,
1967.



Roxanne Bakken
(Roxanne Bakken)

Notary Public in and for the County of
Snohomish, State of Washington.

My Commission expires February 8, 1970.