

This Eleventh Supplemental Indenture

dated as of March 1, 1969, by and between UNITED TELEPHONE COMPANY OF THE NORTHWEST, a corporation duly organized and existing under and by virtue of the laws of the State of Oregon, having its principal office and place of business in the City and County of Hood River in said state (hereinafter sometimes referred to as the "Company"), and PEOPLES NATIONAL BANK OF WASHINGTON, a national banking association duly organized and existing under and by virtue of the National Banking Laws of the United States of America, having its principal office and place of business in the City of Seattle, County of King and State of Washington (hereinafter sometimes referred to as the "Trustee") and ROBERT G. PERRY of said City of Seattle (hereinafter sometimes referred to as the "Individual Trustee"), as Trustees, the Trustee and the Individual Trustee being sometimes hereinafter referred to collectively as the "Trustees,"

WITNESSETH:

WHEREAS until November 1, 1965, the corporate name of the Company was Oregon-Washington Telephone Company and such corporate name was changed on November 1, 1965 to United Telephone Company of the Northwest; and

WHEREAS the Company executed and delivered to the Trustee and to E. L. Blaine, Jr. an Indenture of Mortgage and Deed of Trust dated as of January 1, 1946 (hereinafter sometimes referred to as the "Original