

Form - Supp. Tel. Mtge. Comm. T-17
9-1915

Rev. 7/68

SUPPLEMENTAL MORTGAGE, dated as of
made by LEWIS RIVER TELEPHONE COMPANY, INC. - - - - -
(hereinafter called the "Mortgagor"), a corporation organized and
existing under the laws of the State of Washington - - - - -
to UNITED STATES OF AMERICA (hereinafter sometimes called the
"Mortgagee").

WHEREAS, the Mortgagor, for value received, has heretofore duly
authorized and executed, and has delivered to the Mortgagee, the following
certain mortgage notes (hereinafter collectively called the "Outstanding
Notes"), all payable to the order of the Mortgagee, in installments:

<u>DATE</u>	<u>PRINCIPAL AMOUNT</u>	<u>FINAL PAYMENT DATE</u>
1. March 22, 1954	\$ 50,000	March 24, 1989
2. October 17, 1955	90,000	October 17, 1990
3. March 20, 1956	75,000	March 20, 1991
4. September 26, 1961	134,000	September 26, 1996
5. Of even date herewith	356,000	Thirty-five years after date hereof; and

WHEREAS, by the terms of a certain agreement (hereinafter called the
"Basis Date Agreement"), dated as of September 28, 1964, made by and between the
Mortgagor and the Mortgagee, the portion, if any, of the principal amount of the
fourth of the Outstanding Notes advanced on or after the date of the Basis Date
Agreement is or will be payable in quarterly installments on or before thirty-five
(35) years from the date of the Basis Date Agreement; and

WHEREAS, the Outstanding Notes were issued under and pursuant to and
are secured by a certain mortgage, dated as of March 22, 1954, made by the Mortgagor
to the Mortgagee, as amended and supplemented by a certain supplemental mortgage,
dated as of September 26, 1961, also made by the Mortgagor to the Mortgagee (said
mortgage, as so amended and supplemented, being hereinafter called the "Mortgage");
and

WHEREAS, the first four of the Outstanding Notes, the Basis Date Agreement
and the Mortgage were executed and delivered by the Mortgagor under its former
corporate name "LaCenter Telephone Company, Inc."; and