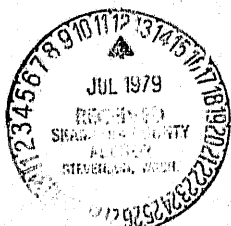


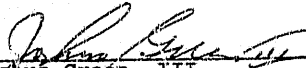
APPOINTMENT OF SUCCESSOR INDIVIDUAL TRUSTEE

KNOW ALL MEN BY THESE PRESENTS, that I, JOSHUA GREEN, III, 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., who was succeeded by Robert G. Perry as individual trustee, collectively referred to as mortgagee, do appoint DONALD GREENFIELD, a resident of the State of Washington, and residing at 7254 - 29th Avenue Northeast, in Seattle in King County, Washington, as individual trustee, successor to Robert G. Perry, 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 sixteen existing Supplements to such Original Indenture of Mortgage and Deed of Trust of January 1, 1946, the first eight of which are executed by mortgagor under the corporate name of Oregon-Washington Telephone Company, former corporate name of United Telephone Company of the Northwest, as mortgagor, 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 through sixteenth of which are executed under the present corporate name of United Telephone Company of the Northwest, as mortgagor, and dated, respectively, April 1, 1966, December 1, 1967, March 1, 1969, July 1, 1971, February 1, 1972, August 1, 1973, September 1, 1974, and February 1, 1977; 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 Donald L. Greenfield 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 sixteen 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



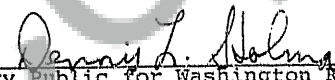
National Bank of Washington in Seattle, on this, the 11th day of June, 1979.

  
 Joshua Green, III  
 President of Peoples National Bank  
 of Washington, a national banking  
 association

STATE OF WASHINGTON )  
 ) ss.  
 County of King )

On this 11th day of June, 1979, personally appeared before me JOSHUA GREEN, III, President of Peoples National Bank of Washington, a national banking association, formerly Peoples National Bank of Washington in Seattle, to me known to be the individual described in and who executed the within and foregoing APPOINTMENT OF SUCCESSOR INDIVIDUAL TRUSTEE and acknowledged that he executed and signed the same in behalf of the corporation by authority of its board of directors.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal this the day and year first in this my certificate written.

  
 Notary Public for Washington Residing  
 at Seattle.

My Commission Expires: May 10, 1980