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THIS INDENTURE, dated this first day of July, 1928, made by and between West Coast Telephone Company, a corporation duly organized and existing under the laws of the State of Washington and having its offices and principal place of business in the City of Vancouver, Washington (Hereinafter called the Corporation), party of the first part, and THE UNITED STATES NATIONAL BANK OF PORTLAND (OREGON), a National banking corporation duly organized and existing under the National Banking Act and having its offices and principal place of business in the city of Portland, Oregon (Hereinafter called the Corporate Trustee) and C.L. LeSourd, of the City of Seattle, Washington (hereinafter called the Individual Trustee), the Corporate Trustee and the Individual Trustee collectively being hereinafter called the Trustees, parties of the second part.

WITNESSETH:

WHEREAS, the Corporation is authorized by law to borrow money and contract debts (Recitals) for the transaction of its business and for the exercise of its corporate rights, privileges or franchises, and for other lawful purposes of its corporation; and

WHEREAS, the Corporation desires to provide for the retirement or refunding at, before, or after maturity of the indebtedness secured by certain indentures of mortgage or deeds of trust and certain other interest-bearing obligations and also to provide funds for the acquisition of property, rights, privileges and franchises, the construction, completion, extension and improvement of its lines and facilities and the improvement and maintenance of its service and for other of its lawful corporate purposes; and

WHEREAS, by vote of the stockholders of the Corporation representing all of its subscribed and issued voting capital stock at a meeting thereof duly called and held for that purpose pursuant to due notice, a bonded indebtedness of the Corporation to an amount sufficient to authorize the issue of the first Three Million Seven Hundred Thousand Dollars (\$3,700,000.) in aggregate principal amount of the bonds to be secured by this indenture, has been authorized and directed; and WHEREAS, the board of trustees of the corporation and the stockholders representing all of its subscribed and issued voting capital stock have duly and regularly authorized the making of this indenture at meetings thereof duly called and held for that purpose pursuant to due notice; and

WHEREAS, subject to the provisions of article first and section 2 of article fifth hereof the text of the bonds and of the coupons to be attached thereto, is to be substantially in the following form (the blanks to be appropriately filled) provided that there shall be inserted in such bonds and coupons such further special provisions as may be permitted by this indenture and as may be necessary or appropriate to make them conform to provisions authorized in respect of the bonds of any series by the board of trustees of the Corporation; and all bonds issued hereunder are to have inserted therein such provisions and are to bear such legends or indorsements as may be considered advisable by the Board of Trustees of the corporation in order to comply with the rules of any stock exchange or to conform to usages:

( FORM OF BOND )

NO.

WEST COAST TELEPHONE COMPANY FIRST MORTGAGE GOLD BOND

WEST COAST TELEPHONE COMPANY, a corporation of the State of Washington, hereinafter called the corporation for value received acknowledges itself to be indebted to the bearer