MORTGAGE RECORD U

SKAMANIA COUNTY, WASHINGTON

In Witness Whereof, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

(Notarial seal affixed)

Raymond C. Sly
Notary Public in and for the State
of Washington, residing at Stevenson in said County.

Filed for record April 14, 1939 at 1-05 p.m. by Grantee.

Skanania Jounty Auditor.

#**27233**

No.

West Coast Tel. Co. to Bank of America Nat'l Trust & Savings Assn. et al

This Indenture, made as of the 1st day of March, 1939, by and between West Coast Telephone Company, a corporation duly created, organized and existing under and by virtue of the laws of the State of Washington, and having its principal place of business at Everett, Mashington, (hereinafter sometimes called the "Company") the party of the first part, and Bank of America National Trust and Savings Association, a National Banking Association, duly organized under an Act known as the "National Bank Act", of the United States of America, and having its principal place of business at San Francisco, California, (hereinafter sometimes called the "Corporate Trustee") and W. J. Kieferdorf, a citizen of the United States and residing at San Francisco, California, (hereinafter sometimes called the "Individual Trustee") as Trustees, (the Bank of America National Trust and Savings Association and W. J. Kieferdorf, wherever hereinafter jointly referred to, being termed the "Trustees") parties of the second part;

Whereas, the Company, for the purpose of acquiring properties, liquidating and retiring indebtedness, and of adding to, enlarging, extending and developing its properties, and for other corporate purposes, has deemed it necessary to borrow money and issue its bonds therefor, and to mortgage and pledge its properties to secure the payment of said bonds, said bonds to be known as designated as its First Mortgage Bonds, to be in the form of coupon bonds with interest coupons attached having the facsimile signature of the present or any future Treasurer of the Company thereon, to be issued in one or more series from time to time, commencing with the 4% Series due 1964, to mature at such times, to bear interest at such rate, to be subject to redemption before maturity on such terms and conditions (if so subject to redemption) and to contain such other terms, conditions and provisions as to each particular series, as may be determined by the Board of Trustees of the Company at the time of authorizing the original issue of bonds of each such series, such bonds to be signed in its corporate name by its President or a vice president and its corporate seal thereunto affixed, or printed, lithographed or engraved thereon in facsimile, attested by its Secretary or an Assistant Secretary, and authenticated by the certificate of the Corporate Trustee; and

Whereas, Bank of America National Trust and Savings Association and W. J. Kieferdorf, by resolution of the Board of Trustees of the Company, have been duly selected as Trustees hereunder; and

Whereas, the bonds of the 4% Series due 1964, the interest coupons to be attached thereto, the endorsement for registration and the Corporate Trustee's certificate to be endorsed on all of the bonds of whatever series, are to be substantially in the following forms, respectively:

West Coast	Telephone	Company.	First Morte	gerge B	30nd. 4%	Series	due	1964.
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West Coast Telephone Company, a corporation organized and existing under and