

sometimes called the "Individual Trustee"), did make, execute, and enter into that certain Indenture dated as of the first day of March 1939; and

WHEREAS, said W. J. Kieferdorf departed this life on or about the third day of December 1939; and

WHEREAS, Section 8 of Article IX of said Indenture provides as follows:

"While not in default hereunder, the Company and the Corporate Trustee may at any time by an instrument in writing jointly signed by them remove the Individual Trustee or his successor. In the event the Company shall be in default hereunder, the Individual Trustee, or his successor, may be removed at any time by an instrument in writing signed by the person who shall at the time be the President of the then acting Corporate Trustee hereunder.

In the event of the death, removal, resignation or incapacity to act of the Individual Trustee, and while the Company is not in default hereunder, a successor Individual Trustee may be appointed by an instrument in writing signed by the Company and the Corporate Trustee, and in the event the Company is in default hereunder, then such successor Individual Trustee may be appointed by an instrument in writing duly signed by the person then acting as President of the Corporate Trustee hereunder."

and

WHEREAS, the Company is not in default under the terms of said Indenture.

NOW, THEREFORE, the undersigned, WEST COAST TELEPHONE COMPANY, and BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION, pursuant to the authority vested in them by the provisions of said Section 8 of Article IX of said Indenture, do hereby appoint by this instrument William C. Koenig as successor Individual Trustee under said Indenture, as successor in trust to the said W. J. KIEFERDORF, deceased.

This instrument may be simultaneously executed in any number of counterparts, and all said counterparts executed and delivered, each as an original, shall constitute but one and the same instrument.

IN WITNESS WHEREOF said WEST COAST TELEPHONE COMPANY has caused its corporate name and seal to be hereunto affixed and this instrument to be signed by its President or Vice-President and attested by its Secretary or an Assistant Secretary, for and in its behalf, and the said Bank of America National Trust and Savings Association has caused its corporate name and seal to be hereunto affixed and this instrument to be signed by one of its Vice-Presidents and attested by one of its Assistant Secretaries, this 26th day of March 1940.

(Corporate Seal)

WEST COAST TELEPHONE COMPANY,

By C. R. Austin
Vice-President.

By Guy D. Lamp
Assistant-Secretary.

BANK OF AMERICAN NATIONAL TRUST
AND SAVINGS ASSOCIATION,

By J. W. Garthwaite
Vice-President

By W. C. Koenig
Assistant-Secretary

(Corporate Seal)

STATE OF CALIFORNIA)
) ss.
CITY AND COUNTY OF SAN FRANCISCO)

On this 26th day of March 1940, before me, the undersigned, a Notary Public in the State of California, in and for the said City and County of San Francisco, residing therein and duly commissioned and sworn, personally appeared C. R. Austin known to me to be the Vice-President of WEST COAST TELEPHONE COMPANY, and Guy D. Lamp known to me to be the Assistant-Secretary of WEST COAST TELEPHONE COMPANY, the corporation of that name that executed the within and foregoing instrument and also known to me to be the persons who