

MORTGAGE RECORD—V

SKAMANIA COUNTY, WASHINGTON

authorized issue of bonds of the Company of an aggregate principal amount of not exceeding \$10,000,000 at any one time outstanding, said bonds to be issued in one or more series as might be determined by the Board of Trustees of the Company; and

WHEREAS, the Company entered into an agreement with the Corporate Trustee dated March 26, 1940, whereby pursuant to the provisions of Section 8 of Article IX of said Indenture, William C. Koenig was appointed as successor to W. J. Kieferdorf as Individual Trustee; and

WHEREAS, the Company has issued pursuant to the terms of said Indenture, its First Mortgage Bonds, 4% Series due 1964, of the aggregate principal amount of \$3,800,000, all of which bonds the Company now proposes to redeem and retire; and

WHEREAS, pursuant to said Indenture, the Board of Trustees of the Company, at a regular meeting of said Board duly called, noticed and held at the principal office of the Company at Everett, Washington, on November 5, 1941, at 10:00 o'clock A.M. of said day, at which meeting a majority of the members of said Board was present and acting, unanimously adopted preambles and resolutions in words and figures as follows:

"WHEREAS, WEST COAST TELEPHONE COMPANY executed and delivered to BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION, a National Banking Association, and W. J. KIEFERDORF, as Trustee, an Indenture, dated as of March 1, 1939, authorizing and securing an issue of First Mortgage Bonds limited to the aggregate principal amount of \$10,000,000 at any time outstanding, and WEST COAST TELEPHONE COMPANY entered into an agreement with BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION, under date of March 26, 1940, appointing WILLIAM C. KOENIG as Individual Trustee under said Indenture as successor to W. J. KIEFERDORF; and

WHEREAS, pursuant to the terms of said Indenture, WEST COAST TELEPHONE COMPANY has issued, and there are presently outstanding, bonds of the aggregate principal amount of \$3,800,000 of the Company's First Mortgage Bonds, 4% Series due 1964; and

WHEREAS, this corporation intends to call and redeem all of said bonds presently outstanding and to create, issue and sell a new series of bonds to be designated as the Company's First Mortgage Bonds, 3½% Series due 1971, to provide in part funds for the redemption of the bonds of said 4% Series due 1964, as provided for in and by Section 18 of Article I of said Indenture; and

WHEREAS, it is desirable and for the best interests of the corporation to create such new series of bonds in conformance with the provisions of Section 2 of Article I of said Indenture, and to prescribe the terms and provisions of said new series of bonds:

NOW, THEREFORE, BE IT AND IT IS HEREBY RESOLVED, that WEST COAST TELEPHONE COMPANY does hereby create a new series of bonds under the terms and provisions of said Indenture dated as of March 1, 1939, to be designated as this Company's First Mortgage Bonds, 3½% Series due 1971, to be dated, to mature, to bear interest at the rate, to be redeemable, and to contain such other terms and provisions as set forth in the following forms of bond and coupon, respectively:

WEST COAST TELEPHONE COMPANY

First Mortgage Bond

3½% Series due 1971

No. _____

\$ _____

WEST COAST TELEPHONE COMPANY, a corporation organized and existing under and by virtue of the laws of the State of Washington (hereinafter called the "Company"), for value received, hereby promises to pay to the bearer, or if this bond be registered as to principal, to the registered owner hereof, on the first day of November, 1971, unless this bond is sooner redeemed, at the office of Bank of America National Trust and Savings Association, at 300 Montgomery Street, in San Francisco, California, or, at the option of the