

who executed the foregoing instrument for the uses and purposes therein stated, and as her free and voluntary act and deed.

WITNESS my hand and official seal hereunto affixed on this 24th day of April, 1948.

(Notarial seal affixed)

Walter V. Swanson, Jr.
NOTARY PUBLIC in and for the State of
Washington, residing at Yakima.

Filed for record May 12, 1948 at 10-10 a.m. by Washington Fruit and Prod. Co.

John Skachter
Skamania County Auditor

#3 7864

West Coast Telephone Company to Bank of America National
Trust and Savings Association et al

Third Supplemental Indenture

THIS THIRD SUPPLEMENTAL INDENTURE, made as of the 1st day of March, 1948, 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, Washington (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 American and having its principal place of business at San Francisco, California (hereinafter referred to as the "Corporate Trustee") and WILLIAM C. KOENIG, of San Francisco, California (hereinafter referred to as the "Individual Trustee") as Trustees under that certain Indenture hereinafter referred to, the parties of the second part;

WHEREAS, the Company executed and delivered an Indenture (hereinafter referred to as the "Indenture"), dated as of the 1st day of March, 1939, to the Corporate Trustee and W. J. KIEFERDORF, as Trustees, to secure payment of the principal of and the interest on an 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, 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 April 8, 1948, 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 Trustees, 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 bonds of the aggregate principal amount of \$3,800,000 of the Company's First Mortgage Bonds, 4% Series due 1964, all of which bonds have been redeemed and retired; and

WHEREAS, the Company executed and delivered a Supplemental Indenture dated as of November 1, 1941, and a Supplemental Indenture dated December 9, 1941; and

WHEREAS, the Company has issued, pursuant to the terms of said Indenture and said Supplemental Indentures, its First Mortgage Bonds, 3½% Series due 1971, in the aggregate principal amount of \$4,000,000, of which bonds \$3,725,000 are presently outstanding; and

WHEREAS, this corporation intends to create, issue, and sell a new series of bonds to be designated as the Company's First Mortgage Bonds, Series B due 1971; and

WHEREAS, said new series of bonds are required to be in conformance with the provisions of said Indenture.