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SPRINGFIELD, WASH  
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P. Lowry  
AUDITOR  
GARY H. OLSON

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**RESIGNATION OF INDIVIDUAL TRUSTEE  
AND ELIMINATION OF OFFICE OF INDIVIDUAL TRUSTEE**

WHEREAS, that certain Indenture dated March 1, 1939, as supplemented and amended (the "Indenture"), was entered into by and among GTE NORTHWEST INCORPORATED, a Washington corporation (successor to West Coast Telephone Company) (the "Company") and FIRST TRUST OF CALIFORNIA, NATIONAL ASSOCIATION (successor to Bank of America National Trust and Savings Association) ("Corporate Trustee"), and PEET SAARET (successor to W. J. Kieferdorf) ("Individual Trustee"); and,

WHEREAS, the Indenture has been filed with the Secretaries of State and recorded in certain counties within the States of Washington, Oregon, and Idaho as set forth in Exhibit A attached hereto and incorporated by reference herein; and,

WHEREAS, Article IX, Section 4 of the Indenture permits the Individual Trustee to resign at any time by written notice to the Corporate Trustee and the Company, specifying the date on which said resignation shall take effect; and,

WHEREAS, Article IX, Section 8 of the Indenture permits the Corporate Trustee and the Company to remove the Individual Trustee at any time by an instrument in writing and does not require that a successor Individual Trustee be appointed; and,

WHEREAS, the Corporate Trustee and the Company have been notified of the resignation of Peet Saaret as Individual Trustee, which action the Corporate Trustee and the Company have acknowledged, all as evidenced by Attachment No. 1 hereto:

THEREFORE, pursuant to the provisions of Article IX, Section 4 of the Indenture, Peet Saaret by these presents hereby resigns as Individual Trustee effective August 30, 1996, and such resignation is hereby accepted by the Corporate Trustee and by the Company.

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W16 orig.

Registered ☒  
Indexed, Dir. ☒  
Indirect ☒  
Filed ☒  
Mailed ☒



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FURTHERMORE, the Company and the Corporate Trustee hereby agree to eliminate the office of Individual Trustee until such time, if ever, as the Company is deemed to be in default under the terms of the Indenture. In such event, the Corporate Trustee may exercise its right to reinstitute the office of Individual Trustee and to appoint a successor Individual Trustee.

IN WITNESS WHEREOF, the parties hereto have caused this Resignation of Individual Trustee and Elimination of Office of Individual Trustee to be duly executed, and their respective corporate seals to be hereunto affixed.



GTE NORTHWEST INCORPORATED

By: *Peter K. Plaut*

Peter K. Plaut, Vice President

Attest:

By: *J. Wilma Aly*

J. Wilma Aly, Assistant Secretary



SEAL

FIRST TRUST OF CALIFORNIA,  
NATIONAL ASSOCIATION

By: *Peet Saaret*

Peet Vice President

INDIVIDUAL TRUSTEE

By: *Peet Saaret*

Peet Saaret

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STATE OF TEXAS  
COUNTY OF DALLAS

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of August, 1996, by Peter K. Plaut, Vice President of GTE Northwest Incorporated, a Washington corporation, on behalf of the corporation. He is personally known to me and did not take an oath.



*Mary Clark*

Mary Clark  
NOTARY PUBLIC, State of Texas

ALL-PURPOSE ACKNOWLEDGMENT

State of California County of San Francisco On <u>10/8/96</u> before me, <u>JOSEPHINE S. LIBUNAO</u> Notary Public, personally appeared <u>Peet Saaret*****</u>		<b>CAPACITY CLAIMED BY SIGNER</b> <input type="checkbox"/> INDIVIDUAL(S) <input type="checkbox"/> CORPORATE OFFICER(S) <input type="checkbox"/> PARTNER(S) <input type="checkbox"/> ATTORNEY-IN-FACT <input checked="" type="checkbox"/> TRUSTEE(S) <input type="checkbox"/> GUARDIAN/CONSERVATOR <input type="checkbox"/> OTHER: <b>SIGNER IS REPRESENTING:</b> <small>(NAME OF PERSON(S) OR ENTITY(ES))</small> First Trust of California, National Association, successor to Bank of America National Trust and Savings Association
<input checked="" type="checkbox"/> personally known to me - OR -  Witness my hand and official seal: <i>Josephine S. Libunao</i> SIGNATURE OF NOTARY	<input type="checkbox"/> proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.	

ALL-PURPOSE ACKNOWLEDGMENT

State of California County of San Francisco On <u>10/8/96</u> before me, <u>JOSEPHINE S. LIBUNAO</u> Notary Public, personally appeared <u>Francine Rockett*****</u>		<b>CAPACITY CLAIMED BY SIGNER</b> <input type="checkbox"/> INDIVIDUAL(S) <input type="checkbox"/> CORPORATE OFFICER(S) <input type="checkbox"/> PARTNER(S) <input type="checkbox"/> ATTORNEY-IN-FACT <input checked="" type="checkbox"/> TRUSTEE(S) <input type="checkbox"/> GUARDIAN/CONSERVATOR <input type="checkbox"/> OTHER: <b>SIGNER IS REPRESENTING:</b>
<input checked="" type="checkbox"/> personally known to me - OR -  Witness my hand and official seal: <i>Josephine S. Libunao</i> SIGNATURE OF NOTARY	<input type="checkbox"/> proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.	

MWCACKNOW.GNW



EXHIBIT A  
650

BOOK 160 PAGE  
GTE NORTHWEST INCORPORATED

Recording of Mortgage Bond Indenture dated March 1, 1939, and Supplements

From GTE Northwest Incorporated (Formerly General Telephone Company of the Northwest, Inc., formerly West Coast Telephone Company) to First Trust of California, National Association (formerly Bank of America National Trust & Savings Association) and Peet Saarel (successor to various predecessor Individual Trustees, originally W. J. Kieferdorf).

Said Indenture applies to all property owned by GTE Northwest Incorporated or any of its predecessors.

Skamania County, Washington  
(County Seat - Stevenson)

<u>Instrument</u>	<u>Date of Instrument</u>	<u>Date Recorded</u>	<u>Mortgage</u>		<u>Document No.</u>
			<u>Book</u>	<u>Page</u>	
Indenture (Original)	03-01-39	04-14-39			27233
<u>Supplemental Indenture</u>					
First	11-01-41	12-18-41			31162
Second	12-09-41	12-18-41			31163
Third	03-01-48	05-13-48	"X"	438	37863
Fourth	11-01-50				
Fifth	05-01-51	10-08-51	3	20	43073
Sixth	05-01-52	06-19-52	27	169	44135
Seventh	11-01-53				
Eighth	11-01-54				
Ninth	11-01-55	03-09-56	31	374	50185
Tenth	05-01-57				
Eleventh	01-01-58				
Twelfth	05-01-60				
Thirteenth	05-01-61				
Fourteenth	05-01-62	06-18-62	39	356	60053
Fifteenth	05-01-63				
Sixteenth	06-01-64				
Seventeenth	01-01-65				
Eighteenth	12-01-66				
Nineteenth	09-01-67	10-02-67	46	127-149	69210
Twentieth	06-01-68	06-27-68	46	460-500	
			47	1-15	70100
Twenty-First	08-01-69	01-05-70	48	80	71745
Twenty-Second	02-01-70	02-13-70	48	145	71826
Twenty-Third	11-01-70	11-20-70	48	702	72921
Twenty-Fourth	05-01-72	05-24-72	49	747-768	74808
Twenty-Fifth	09-01-74	11-04-74	52	288-313	78405
Twenty-Sixth	02-01-77	02-25-77	54	19	83639
Twenty-Seventh	07-01-78	07-31-78	55	669	86930
Twenty-Eighth	03-30-79	04-20-79	56	270-98	88372
Twenty-Ninth	12-01-79	01-16-80	56	979-1005	90191
Thirtieth	07-01-80	08-06-80	57	269-292	91064
Thirty-First	04-15-86	06-12-86	101	466	101274
Thirty-Second	07-15-86	07-24-86	101	914-937	101494
Thirty-Third	11-15-87	12-14-87	107	875-903	10449
Thirty-Fourth	10-15-90	11-29-90	121	557-581	110511
Thirty-Fifth	02-15-93	02-24-93	133	608-624	115638
Thirty-Sixth	02-26-93	03-10-93	133	871-945	115748

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ATTACHMENT NO. 1

August 20, 1996

GTE Northwest Incorporated  
600 Hidden Ridge, HQEO3J31  
P.O. Box 152092  
Irving, Texas 75038

First Trust of California, National Association  
One California Street  
Suite 400  
San Francisco, CA 94111

Re: Resignation of Individual Trustee

Ladies and Gentlemen:

Notice is hereby given, pursuant to Article IX, Section 4 of the Indenture, dated March 1, 1939, among GTE Northwest Incorporated (the "Company"), First Trust of California, National Association (the "Corporate Trustee"), and Peet Saaret (the "Individual Trustee"), as supplemented and amended (the "Indenture"), that the Individual Trustee hereby resigns as Individual Trustee under the Indenture, such resignation to be effective as of August 30, 1996.

Very truly yours,

Peet Saaret  
Peet Saarat

The undersigned acknowledge receipt of this resignation letter and the resignation of Peet Saaret as Individual Trustee and agree that no successor Individual Trustee will be appointed while the Company is in compliance with the Indenture. The foregoing agreement shall not affect the rights of the Corporate Trustee under Article IX, Section 8 of the Indenture to appoint a successor Individual Trustee if the Company is in default thereunder.

Received:

GTE Northwest Incorporated

By: [Signature]  
Its: Vice President

First Trust of California, National Association

By: [Signature]  
Its: Assistant Vice President