

such seventy-five per cent (75%) the aggregate principal amount of any underlying bonds subject to the lien securing which any property described in such certificate shall have been acquired;

(C) It shall appear by the pertinent certificate responsive to subparagraph (e) of this section that the net underlying earnings, for the period covered by such certificate, derived from any property included in such certificate acquired, subject to the lien of any underlying mortgage, as an entirety or substantially as an entirety, or to be so acquired simultaneously with the authentication of the bonds then applied for, were not less than one and three-fourths ($1\frac{3}{4}$) times the annual underlying bond interest charge."

Section 3. The Original Indenture is hereby amended by striking and deleting therefrom in its entirety Section 7.09 thereof reading as follows:

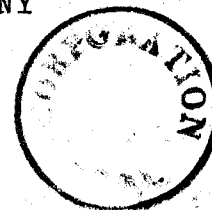
"Section 7.09. The Company further covenants that it will not declare or pay any cash dividends on any of its capital stock at any time outstanding, except out of net earnings subsequent to July 1, 1936, properly applicable to such dividend payments, after deducting reasonable and proper depreciation charges."

This Supplemental Indenture may be executed in several counterparts and each of such counterparts shall be deemed to be an original.

IN WITNESS WHEREOF, the party of the first part has caused its corporate name to be hereunto subscribed by its President or by one of its Vice Presidents, and its corporate seal to be hereto affixed and said seal to be attested and this Supplemental Indenture to be countersigned by its Secretary or by one of its Assistant Secretaries, and said City National Bank and Trust Company of Chicago has caused its corporate name to be hereunto subscribed by one of its Vice Presidents and its corporate seal to be hereto affixed and said seal to be attested and this Supplemental Indenture to be countersigned by its Trust Officer or one of its Assistant Trust Officers, and said Arthur T. Leonard has hereto set his hand and seal, all as of the day and year first above written.

SOUTH CAROLINA CONTINENTAL TELEPHONE COMPANY

BY V. E. Chaney
President



Attested:

Countersigned:

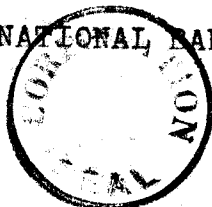
R. E. Williams
Secretary

Signed, sealed, acknowledged and delivered by South Carolina Continental Telephone Company in the County of Cook and State of Illinois, in the presence of the undersigned, who hereby attest as witnesses thereof:

J. B. Lindsay

Paul E. Guhl

CITY NATIONAL BANK AND TRUST COMPANY OF CHICAGO,
Trustee,



By: K. K. DuVall
Vice-President

Attested:

Countersigned:
J. S. Crossley
Ass't Trust Officer

Signed, sealed, acknowledged and delivered by City National Bank and Trust Company of Chicago, in the County of Cook and State of Illinois, in the presence of the undersigned, who hereby attest as witnesses thereof:

J. W. Hermann