

THIS INDENTURE, for convenience dated as of the first day of July, 1936, by and between SOUTH CAROLINA CONTINENTAL TELEPHONE COMPANY; a corporation duly organized and existing under and by virtue of the laws of the State of Delaware, hereinafter sometimes termed the "Company," party of the first part, and CITY NATIONAL BANK AND TRUST COMPANY OF CHICAGO, a corporation duly organized and existing under and by virtue of the laws of the United States of America, and having its principal office on the City of Chicago in the State of Illinois, and Arthur T. Leonard, who is a resident of the City of Chicago in the State of Illinois, as Trustees, parties of the second part, said City National Bank and Trust Company of Chicago and Arthur T. Leonard being hereinafter sometimes termed the "Trustees," said City National Bank and Trust Company of Chicago being hereinafter sometimes termed the "Trustee," and said Arthur T. Leonard being hereinafter sometimes termed the "Co-Trustee,"

WITNESSETH:

WHEREAS, the Company is duly authorized to own and operate telephone plants, properties and systems, and has power to borrow money and give its obligations therefor, and to secure the payment of such obligations by mortgage of and upon its properties, rights, privileges and franchises now owned or hereafter acquired;

WHEREAS, the Company desires to provide means wherewith to pay indebtedness and wherewith to acquire plants, properties and systems and to make physical property additions thereto, and means wherewith underlying bonds and bonds issued hereunder may be refunded;

WHEREAS, the bonds to be issued under this indenture are to be issued in series designated by successive letters of the alphabet or other suitable means, the initial series being designated First Mortgage 5% Twenty-Five Year Bonds, Series A, the bonds of each series to be issued in coupon form with interest coupons thereto attached;

WHEREAS, the general provisions of all bonds to be issued under this indenture, and the special provisions of the bonds of Series A, are hereinafter set out, and the bonds of each series subsequent to Series A are to bear such date, mature on such date or dates, to bear interest at such rate and be payable at such times, and are to contain or enjoy or be subject to such provisions in respect of medium of payment, taxes, redemption, sinking fund, conversion and other characteristics, not inconsistent with the terms of this indenture, as shall be determined for each series by the board of directors of the Company prior to the authentication of any bonds of such series, and as shall be expressed in the bonds of each particular series or in an indenture supplemental hereto made and executed pursuant to the terms of this indenture;

WHEREAS, the bonds of Series A and the coupons appertaining to such bonds and the Trustee's certificate to be endorsed on all bonds are to be substantially in the following forms, to wit:

(Form of bond of Series A)

SOUTH CAROLINA TELEPHONE COMPANY  
 Incorporated under the laws of the State of Delaware  
 First Mortgage 5% Twenty-Five Year  
 Bond, Series A, Due July 1, 1961

NUMBER ..... \$1,000

South Carolina Continental Telephone Company (hereinafter called the Company), a corporation organized and existing under and by virtue of the laws of the State of Delaware, for value received, acknowledge itself indebted and hereby promises to pay to the bearer hereof, or, if this bond be registered as to principal as hereinafter provided, to the registered owner hereof on the first day of July, 1961, one thousand dollars (\$1,000) in lawful money of the United States of America, and to pay interest from the date hereof at the rate of five per cent (5%) per annum in like money, semi-annually on the first day of January and of July in each year until the payment of the said principal sum, but until maturity hereof, only upon the presentation and surrender of the interest coupons hereto appertaining as they severally mature.

The principal of and interest on this bond are payable at the office of City National Bank and Trust Company of Chicago, or of its successor in trust under the indenture hereinafter mentioned, in the City of Chicago and State of Illinois.

This bond is one of a series of bonds designated First Mortgage 5% Twenty-Five Year Bonds, Series A. The bonds of the said series are part of an issue of bonds of the Company authorized, without limit as to aggregate principal amount issued or outstanding, issued and to be issued under and pursuant to and secured by an indenture of mortgage dated as of July 1, 1936 (herein referred to as the "indenture"), duly executed and delivered by the Company to City National Bank and Trust Company of Chicago and Arthur T. Leonard, as Trustees (the term "Trustee" where used herein referring to said City National Bank and Trust Company of Chicago, or its successors in said trust), to which indenture, including all indentures supplemental thereto, reference is hereby made for a description of the property, rights and franchises thereby mortgaged, the nature and extent of the security, the rights of the holders of the said bonds in respect of such security and the rights and immunities of the Trustees. Such bonds are issuable in successive series which may vary as to date, date of maturity, rate of interest, medium of payment, and in other respects as in the said indenture provided.