

Spec. Supp. Tel. Indt. - T-14

by the Corporation: first, to the ratable payment of any indebtedness by this Indenture secured other than principal of or interest on the notes; second, to the ratable payment of interest which shall have accrued on the notes and be unpaid; third, to the ratable payment of or on account of the unpaid principal of the notes; and fourth, the balance shall be paid to whosoever shall be entitled thereto.

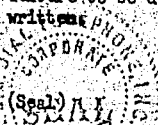
"SECTION 17. The Corporation will well and truly observe and perform all of the covenants, agreements, terms and conditions contained in the Loan Contract, as from time to time amended, on its part to be observed or performed."

6. All of the terms, provisions and covenants of the Indenture, except as expressly modified hereby, shall be and remain in full force and effect.

7. The invalidity of any one or more phrases, clauses, sentences, paragraphs or provisions of this Supplemental Indenture shall not affect the validity of the remaining portions hereof.

8. This Supplemental Indenture may be simultaneously executed in any number of counterparts, and all of said counterparts executed and delivered, each as an original, shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Corporation has caused this Supplemental Indenture to be signed in its name and its corporate seal to be hereunto affixed and attested by its officers thereunto duly authorized, the Trustee has caused this Supplemental Indenture to be signed in its name and its corporate seal to be hereunto affixed and attested by its officers thereunto duly authorized, and the Government, in token of its consent to the execution hereof by the Trustee, has caused this Supplemental Indenture to be duly executed in its behalf, all as of the day and year first above written:



(Seal) *Carolyn B. Gault*
Attest: *Carolyn B. Gault*

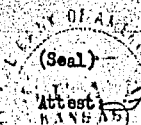
Secretary
Carolyn B. Gault

Executed by the Corporation
in the presence of:

W. E. Daffey
W. E. Daffey
Witnesses

W E G DIAL TELEPHONE, INC.

by *Ross Gault*
Ross Gault
President



(Seal) *Frank J. Kelly*
Attest: *Frank J. Kelly*
Secretary

Executed by the Trustee

THE NATIONAL BANK OF AMERICA AT SALINA

by *W. E. Daffey*
W. E. Daffey, Exec. Vice-President
President