

THIS ELEVENTH SUPPLEMENTAL INDENTURE, dated as of the first day of November, 1969, made and entered into by and between UNITED TELEPHONE COMPANY OF KANSAS, INC., a corporation organized and existing under the laws of the State of Kansas (formerly The American Telephone Company and hereinafter commonly referred to as the "Company"), and THE CITY NATIONAL BANK AND TRUST COMPANY OF KANSAS CITY, a corporation organized and existing under the laws of the United States of America (hereinafter referred to as the "Trustee"), as Trustee under the Indenture of Mortgage dated as of September 1, 1946, First Supplemental Indenture dated as of March 1, 1949, Second Supplemental Indenture dated as of September 1, 1949, Third Supplemental Indenture dated as of September 1, 1952, Fourth Supplemental Indenture dated as of April 1, 1953, and heretofore executed by The American Telephone Company (which by change of name has become United Telephone Company of Kansas, Inc.), a Fifth Supplemental Indenture dated as of July 1, 1955, a Sixth Supplemental Indenture dated as of September 1, 1957, a Seventh Supplemental Indenture dated as of January 1, 1959, an Eighth Supplemental Indenture dated as of February 1, 1961, a Ninth Supplemental Indenture dated as of November 1, 1961, and a Tenth Supplemental Indenture dated as of December 1, 1966, executed by the Company,

WITNESSETH:

WHEREAS, The American Telephone Company (which by change of name has become United Telephone Company of Kansas, Inc.) has heretofore entered into an Indenture of Mortgage or Deed of Trust dated as of September 1, 1946, with the Trustee for the purpose of securing the corporate bonds to be issued thereunder and did thereby convey and transfer to the Trustee all of its property (except certain property expressly excepted) upon the trusts therein stated, and did thereafter enter into a First Supplemental Indenture, Second Supplemental Indenture, Third Supplemental Indenture and Fourth Supplemental Indenture with said Trustee, dated as of March 1, 1949, September 1, 1949, September 1, 1952, and April 1, 1953, respectively, and the Company did thereafter enter into a Fifth Supplemental Indenture