

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, under which original Indenture and supplements thereto Series A, B, C, D, E, F, G, H and I Bonds have heretofore been issued and the original Indenture amended and modified in the particulars therein set forth; and

WHEREAS, The American Telephone Company by amendment to its Articles of Incorporation under date of July 13, 1954, changed its name to United Telephone Company of Kansas, Inc.; and

WHEREAS, it is provided in the original Indenture that there may be, from time to time, issued thereunder and secured thereby, additional bonds in series and the Company has by resolution of its board of directors, duly adopted, determined forthwith to issue an additional series of bonds in the aggregate principal amount of \$5,000,000, to be secured by the original Indenture, and the supplements thereto, including this Eleventh Supplemental Indenture (hereinafter sometimes collectively referred to as the "Indenture"), and to be known and designated as First Mortgage 9 1/8% Thirty Year Bonds, Series J (hereinafter sometimes referred to as the "Series J Bonds"); and

WHEREAS, each of the Series J Bonds with coupons is to be substantially in the following form, to wit:

No.
(FORM OF SERIES J BOND, WITH COUPONS)

UNITED TELEPHONE COMPANY
OF KANSAS, INC.

Incorporated under the laws of the State of Kansas

First Mortgage 9 1/8% Thirty Year Bond

Series J

Due November 1, 1999

UNITED TELEPHONE COMPANY OF KANSAS, INC., a Kansas corporation (hereinafter sometimes called the "Company," which term shall include any successor corporation as defined in the Indenture hereinafter mentioned), for value received, hereby promises to pay to the bearer or, in case this bond be registered, to the registered owner hereof, Dollars (\$) on November 1, 1999 and to pay interest thereon from November 1, 1969 at the rate of nine and one-eighth per centum (9 1/8%) per annum, payable semi-annually on the first day of May and on the first day of November in each year until payment of the principal hereof, payable until maturity upon surrender of the respective coupons attached hereto as they severally become due, the first installment of interest being payable on May 1, 1970.

Both principal of and interest on this bond will be paid in lawful money of the United States of America, at the principal office of The City National Bank and Trust Company of Kansas City (hereinafter sometimes called the "Trustee"), in Kansas City, Missouri, or its successor in trust.

This bond is one of the bonds of a series designated as First Mortgage 9 1/8% Thirty Year Bonds, Series J (hereinafter sometimes referred to as the "Series J Bonds"), of an authorized issue of bonds of the Company known as First Mortgage Bonds, unlimited as to maximum aggregate principal amount except as otherwise provided in the Indenture hereinafter mentioned, all issued or issuable in one or more series (which several series may be of different denominations, dates and tenor) under and equally secured by an Indenture 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, and Fourth Supplemental Indenture dated as of April 1, 1953, executed and delivered 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 and delivered by the Company, all to The City National