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NO. 253034 - NRS

FIRST AND REFUNDING
MORTGAGE.

RECORDED

THIS INDENTURE, dated the first day of February, 1924,
made by and between SOUTHWESTERN BELL TELEPHONE COMPANY
a corporation duly organized and existing under the laws
of the State of Missouri, (hereinafter called the
"Telephone Company"), having its principal office in
the City of St. Louis, State of Missouri, party of the
first part, and GUARANTY TRUST COMPANY OF NEW YORK, a
corporation duly organized and existing under the laws of the State of New York (herein-
after called the "Corporate Trustee"), in the Borough of Manhattan, City, County and
State of New York, and Isaac H. Orr, a resident of the City of St. Louis, State of
Missouri, (hereinafter called the "Individual Trustee"),, the Corporate Trustee and the
"Individual Trustee, collectively being hereinafter called the "Trustees", parties of the
second part.

WITNESSETH:

WHEREAS, The Telephone Company owns and operates telephone Recitals
and telegraph lines and properties extending throughout the States of Missouri, Arkansas,
Kansas, Oklahoma, Texas and a portion of the State of Illinois and is authorized by law
to borrow money for the transaction of its business and for the exercise of its corporate
rights, privileges or franchises and for any other lawful purpose of its incorporation,
and to mortgage its real and personal property to secure payment of such indebtedness;
and

WHEREAS the Telephone Company, by resolutions of its stockholders and
Board of Directors at meetings duly called and held according to law, has authorized the
execution of this mortgage and the immediate issue thereunder of bonds of the aggregate
principal amount of fifty million Dollars (\$50,000,000) to be designated "First and Refund-
ing Mortgage Five per cent. Gold Bonds, Series "A"; and

WHEREAS, subject to the provisions of Article First and Section 3 of
Article Seventh thereof, the test of the bonds (which may be issued in series and may be
coupon bonds or registered bonds without coupons), and of the coupons to be attached to
such thereof as may be coupon bonds, is to be substantially in the following form (the
blanks to be appropriately filled), provided that there shall be inserted in such bonds and
coupons such further special provisions as may be required or permitted by this indenture
and as may be necessary or appropriate to make them conform to provisions authorized in
respect of the bonds of any series by the Board of Directors of the Telephone Company; and
all bonds issued hereunder are to have inserted therein such provisions and are to bear
such legends or indorsements as may be considered advisable by the Board of Directors of
the Telephone Company in order to comply with the rules of any stock exchange or to conform
to usage:

(FORM OF COUPON BOND)

Form of
Coupon
Bond.

NO.....

\$.....

UNITED STATES OF AMERICA
SOUTHWESTERN BELL TELEPHONE COMPANY

First and Refunding Mortgage.....Gold Bond
SERIES.....

Southwestern Bell Telephone Company (hereinafter called the Telephone