

THIS IS A FIRST SUPPLEMENTAL INDENTURE, dated as of May 1, 1975 by and between **MID-CAROLINA TELEPHONE COMPANY**, a North Carolina corporation (hereinafter sometimes referred to as the "Company") and The Ohio National Bank of Columbus, a national banking association duly organized and existing under the laws of the United States of America, and John C. Ruetty, as Trustees (The Ohio National Bank of Columbus being hereinafter sometimes referred to as the "Trustee", John C. Ruetty as "Co-Trustee" and the Trustee and Co-Trustee collectively as "Trustees").

RECITALS

The background of this First Supplemental Indenture is:

A. The Company heretofore executed and delivered to the Trustee, its Indenture of Mortgage and Deed of Trust (hereinafter referred to as the "Original Indenture" and the Original Indenture and all supplemental indentures being hereinafter collectively referred to as the "Indenture"), dated as of May 31, 1974 (to which this instrument is supplemental), whereby the Company granted, bargained, sold and conveyed unto the Trustee and to its successors in said trust, all property real, personal and mixed then owned or thereafter acquired by the Company (other than property excepted from the lien thereof) to be held by the Trustee in trust in accordance with the provisions of the Original Indenture for the equal pro rata benefit and security of certain "Notes" and Bonds described in the Original Indenture and all other Bonds issued under the Original Indenture and indentures supplemental thereto.

B. The Company proposes (1) to join with the Trustee in the appointment of John C. Ruetty as Co-Trustee under the Indenture and to establish the duties and other provisions applicable to the Co-Trustee, (2) to remortgage and reconvey to the Trustees all properties mortgaged and conveyed to the Trustee under the Original Indenture and to mortgage and convey to the Trustees properties thereafter acquired by the Company, (3) to create and issue, and establish the terms and provisions

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