

FIFTH SUPPLEMENTAL INDENTURE, dated as of the 1st day of April, 1981, made and entered into by and among Mid-Carolina Telephone Company a corporation duly organized and existing under the laws of the State of North Carolina (hereinafter called the "Company"), and BancOhio National Bank (formerly The Ohio National Bank of Columbus), a national banking association duly organized and existing under the laws of the United States of America, with its principal office in Columbus, Ohio and P. Joseph Sesler, as Trustees (BancOhio National Bank being hereinafter sometimes referred to as the "Trustee," P. Joseph Sesler as "Co-Trustee" and the Trustee and Co-Trustee collectively as "Trustees").

WHEREAS, the Company has heretofore executed and delivered to the Trustee an Indenture of Mortgage and Deed of Trust dated as of May 31, 1974 (hereinafter referred to as the "Original Indenture" and the Original Indenture and all supplemental indentures thereto being hereinafter collectively referred to as the "Indenture") to secure the Company's Notes and Bonds of all series at the time outstanding and all additional series of Bonds that may thereafter be issued under the Indenture, and as heretofore executed and delivered to the Trustees a First Supplemental Indenture dated as of May 1, 1975 (hereinafter called the "First Supplemental Indenture") authorizing the issuance of \$1,250,000 principal amount of 10 1/4% First Mortgage Bonds, Series A; a Second Supplemental Indenture dated as of March 1, 1979 (hereinafter called the "Second Supplemental Indenture"), authorizing the issuance of \$4,725,000 principal amount of RTB First Mortgage Bonds, Series 1979; a Third Supplemental Indenture dated as of December 31, 1979 (hereinafter called the "Third Supplemental Indenture"), authorizing the issuance of \$5,089,146.77

