

5

STATE OF INDIANA
LAKE COUNTY
FILED FOR RECORD

2002 035149

2002 APR 12 PM 12:32

MORRIS W. CARTER
RECORDER

SATISFACTION AND TERMINATION OF MORTGAGE
AND DISCHARGE OF INDENTURE

THIS SATISFACTION AND TERMINATION OF MORTGAGE AND DISCHARGE OF INDENTURE, effective as of December 31, 2001, is executed by BANK ONE TRUST COMPANY, NA, as Trustee, which hereby certifies that its principal place of business is 1 Bank One Plaza, Chicago, Illinois, 60670.

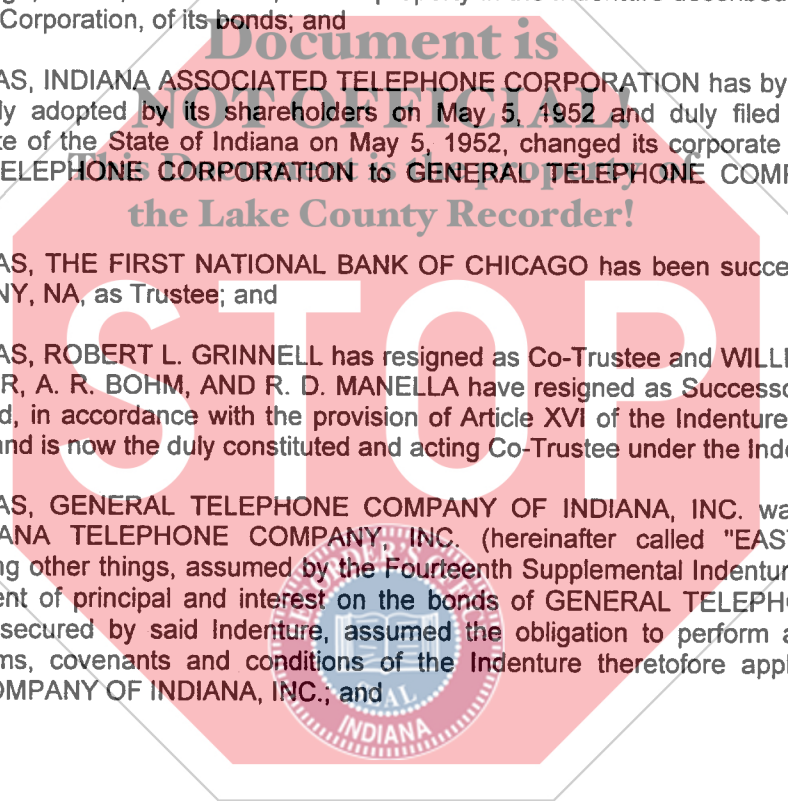
WHEREAS, INDIANA ASSOCIATED TELEPHONE CORPORATION, a corporation organized and existing under the laws of the State of Indiana by an Indenture dated February 1, 1940, as from time to time supplemented and amended (said Indenture and Supplemental Indentures hereinafter referred to as the "Indenture"), did convey to THE FIRST NATIONAL BANK OF CHICAGO, a national banking association organized and existing under the laws of the United States of America, and Robert L. Grinnell, of Chicago, Illinois, as Trustees, certain property in the Indenture described in trust to secure the payment by said Corporation, of its bonds; and

WHEREAS, INDIANA ASSOCIATED TELEPHONE CORPORATION has by Amended Articles of Incorporation duly adopted by its shareholders on May 5, 1952 and duly filed in the Office of the Secretary of State of the State of Indiana on May 5, 1952, changed its corporate name from INDIANA ASSOCIATED TELEPHONE CORPORATION to GENERAL TELEPHONE COMPANY OF INDIANA, INC.; and

WHEREAS, THE FIRST NATIONAL BANK OF CHICAGO has been succeeded by BANK ONE TRUST COMPANY, NA, as Trustee; and

WHEREAS, ROBERT L. GRINNELL has resigned as Co-Trustee and WILLIAM K. STEVENS, R. R. MANCHESTER, A. R. BOHM, AND R. D. MANELLA have resigned as Successor Co-Trustees under the Indenture and, in accordance with the provision of Article XVI of the Indenture, R. J. BRUNER has been appointed and is now the duly constituted and acting Co-Trustee under the Indenture; and

WHEREAS, GENERAL TELEPHONE COMPANY OF INDIANA, INC. was merged into THE EASTERN INDIANA TELEPHONE COMPANY, INC. (hereinafter called "EASTERN"), whereupon EASTERN, among other things, assumed by the Fourteenth Supplemental Indenture dated as of May 5, 1966, the payment of principal and interest on the bonds of GENERAL TELEPHONE COMPANY OF INDIANA, INC., secured by said Indenture, assumed the obligation to perform and be bound by all agreements, terms, covenants and conditions of the Indenture theretofore applicable to GENERAL TELEPHONE COMPANY OF INDIANA, INC.; and



→
18-
NOT
1595456

WHEREAS, EASTERN duly changed its name to GENERAL TELEPHONE COMPANY OF INDIANA, INC.; and

WHEREAS, on March 31, 1987, General Telephone Company of Indiana, Inc. (an Indiana corporation), Garrett Telephone Co., Inc., General Telephone Company of Illinois, General Telephone Company of Michigan, General Telephone Company of the Midwest, General Telephone Company of Ohio, General Telephone Company of Pennsylvania, and General Telephone Company of Wisconsin (hereinafter called "Predecessor Companies") were merged into General Telephone Company of Indiana, Inc. (a Wisconsin corporation), and the name of the surviving corporation was changed to GTE MTO INC.; and

WHEREAS, as a result of said merger, GTE MTO Inc. assumed, by the Twenty-Second Supplemental Indenture and Indenture of Assumption, the payment of principal and interest on the bonds of General Telephone Company of Indiana, Inc., an Indiana corporation; and

WHEREAS, as a result of said merger, the real estate owned by the Predecessor Companies became subject to the lien of this Indenture, after the mortgage lien of various other indentures, all of which other indentures were fully satisfied as of March 31, 1998; and

WHEREAS, on November 1, 1987, GTE MTO Inc. changed its name to GTE NORTH INCORPORATED; and

WHEREAS, on March 31, 1993, all the company's assets and liabilities located in the states of Iowa, Kansas, Minnesota, Missouri, and Nebraska (all of which formerly belonged to General Telephone Company of the Midwest), were transferred to GTE Midwest Incorporated and subsequently were released from this Indenture, as recorded in the appropriate public offices in the states of Iowa, Kansas, Minnesota, Missouri, and Nebraska; and

WHEREAS, on April 1, 1993, GTE North Incorporated was merged into CONTEL NORTH INCORPORATED (a Wisconsin corporation), and on April 2, 1993, the name of the corporation was changed to GTE NORTH INCORPORATED; and

WHEREAS, on June 30, 2000, GTE North Incorporated changed its name to VERIZON NORTH INC.; and

WHEREAS, the Indenture has been recorded and is currently on record as real estate mortgages or filed as financing statements in certain public offices in the states of Illinois, Indiana, Michigan, Ohio, Pennsylvania, and Wisconsin, including, but not limited to, those more specifically set forth on Exhibit A attached hereto; and

WHEREAS, the Indenture has created liens upon all the real and personal property described in the Indenture as being mortgaged thereby and upon all the real and personal property of the Company falling within the classes of property embraced in the description of the "mortgaged and pledged property" set forth in the Indenture ("Mortgaged Property"); and

WHEREAS, the Company has prepaid to the Paying Agent all outstanding indebtedness evidenced by the Indenture, and the Trustee has accepted such prepayment in full satisfaction of the outstanding indebtedness under the Indenture; and

WHEREAS, the Company has requested, in accordance with Article XIII, Section 84 of the Indenture, that the Trustee release and discharge of record any and all rights, title, liens and interests of the Trustee in the Mortgaged Property;

NOW, THEREFORE, THESE PRESENTS WITNESSETH that the Trustee does hereby RELEASE AND DISCHARGE OF RECORD any and all rights, title, liens and interests in the Mortgaged Property.

The intention of the Trustee and the effect of this SATISFACTION AND TERMINATION OF MORTGAGE AND DISCHARGE OF INDENTURE shall be that any and all rights, title, liens and interests of the Trustee in the Mortgaged Property, whether recorded or filed or not, are hereby released. To the best of our knowledge, the mortgage has not been assigned.

This Release is made by the Trustee and accepted by the Company without covenant or warranty, express or implied, at law or in equity, and without recourse to the Trustee, in any event or in any contingency.

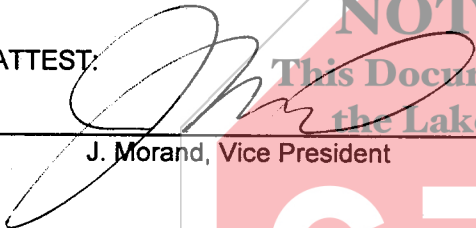
IN WITNESS WHEREOF, BANK ONE TRUST COMPANY, NA, has caused these presents to be signed by one of its Vice Presidents and its corporate seal to be hereunto affixed and attested by one of its Officers, and R. J. BRUNER, Co-Trustee, has hereunto set his hand, both as Trustees as aforesaid, and not individually this ~~28~~ day of February, 2002.

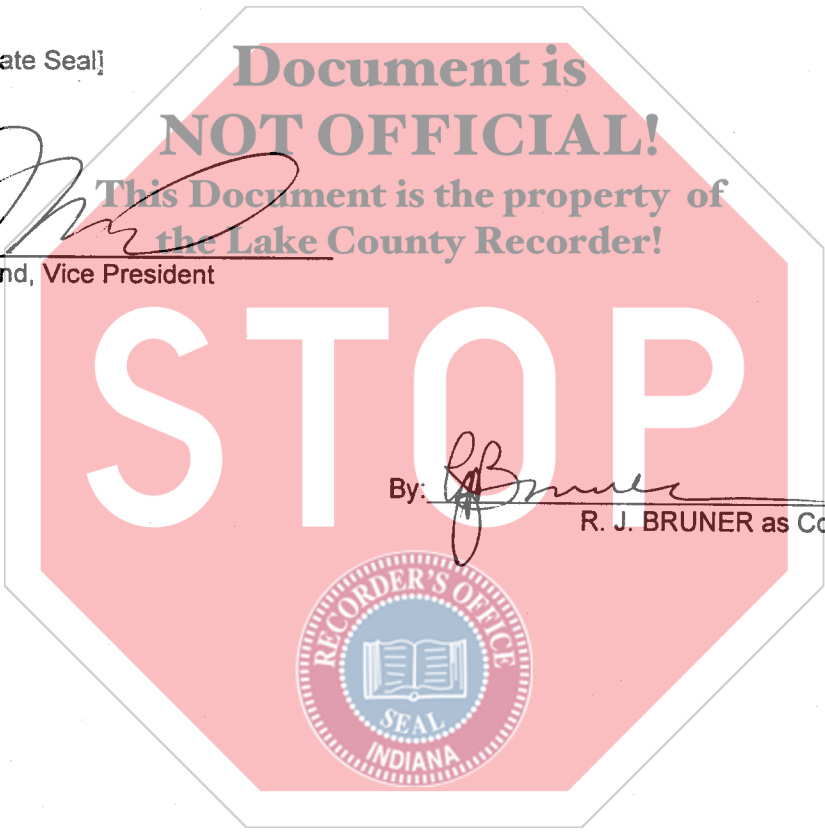
BANK ONE TRUST COMPANY, NA, SUCCESSOR TO
THE FIRST NATIONAL BANK OF CHICAGO

By: 
L. Dillard, Vice President

[Corporate Seal]

ATTEST:


J. Morand, Vice President

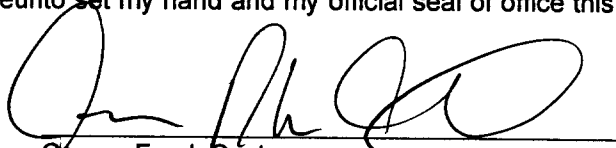


By: 
R. J. BRUNER as Co-Trustee

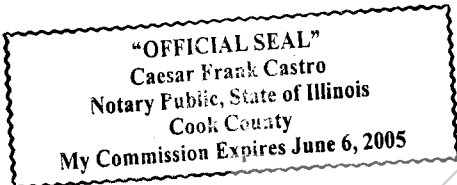
STATE OF ILLINOIS)
)SS:
COUNTY OF COOK)

I, Caesar Frank Castro, a Notary Public, do hereby certify that on this day personally appeared L. Dillard, and J. Morand, to me known to be the identical persons who subscribed the name of BANK ONE TRUST COMPANY, NA (successor to The First National Bank of Chicago) to the foregoing instrument each as one of its Vice Presidents, and each acknowledged to me that he executed the same as his free and voluntary act and deed and as the free and voluntary act and deed of said Bank for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal of office this 28 day of February, 2002.



Caesar Frank Castro
Notary Public



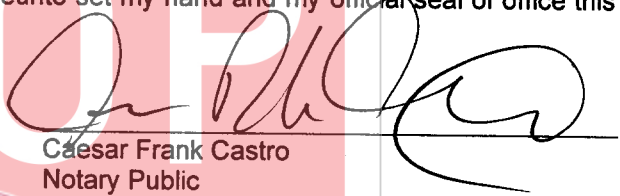
My Commission expires: June 6, 2005

STATE OF ILLINOIS)
)SS:
COUNTY OF COOK)

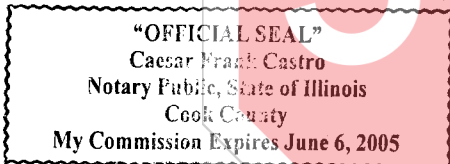
Document is NOT OFFICIAL!
This Document is the property of

I, Caesar Frank Castro, a Notary Public, do hereby certify that on this day personally appeared R. J. Bruner, to me known to be the identical person who subscribed the foregoing instrument, and acknowledged to me that he executed the same as his free and voluntary act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal of office this 28 day of February, 2002.



Caesar Frank Castro
Notary Public



My Commission expires: June 6, 2005



This Document was prepared by:
Mary Clark – Legal Department
Verizon North Inc. – HQE03H08
600 Hidden Ridge - Irving, TX 75038

EXHIBIT A

**VERIZON NORTH INC, formerly GTE NORTH INCORPORATED
Recording of Indenture dated February 1, 1940, and Supplements**

From Verizon North Inc., (Formerly GTE North Incorporated, formerly Contel North Incorporated, successor to GTE North Incorporated, successor to GTE MTO Inc., successor to General Telephone Company of Indiana, Inc., formerly The Eastern Indiana Telephone Company, Inc., formerly Indiana Associated Telephone Corporation) to Bank One Trust Company, NA (successor to The First National Bank of Chicago) and R. J. Bruner (successor Co-Trustee to various individual co-trustees), as Trustees.

LAKE COUNTY, INDIANA

| <u>Instrument</u> Indenture (Original) | <u>Date of Instrument</u> 02-01-1940 | <u>Date Recorded</u> 02-21-1940 | <u>Mortgage Vol. #</u> 513 | <u>Page</u> 316 | <u>Document #</u> 191254 |
|---|---|------------------------------------|-------------------------------|--------------------|-----------------------------|
| Supplemental Indenture | | | | | |
| First | 11-01-1945 | 11-28-1945 | 640 | 16 | 190812 |
| Second | 01-01-1949 | 04-18-1949 | 764 | 166 | -- |
| Third | 01-01-1951 | 02-14-1951 | 852 | 184 | -- |
| Fourth | 12-01-1952 | 12-31-1952 | 931 | 626 | -- |
| Fifth | 03-01-1955 | 04-21-1955 | 1070 | 483 | -- |
| Sixth | 05-01-1956 | 06-12-1956 | 1139 | 477 | -- |
| Seventh | 11-01-1956 | 11-29-1956 | 1165 | 1-22 | 970725 |
| Eighth | 03-01-1958 | 03-19-1958 | 1222 | 299 | 90036 |
| Ninth | 06-01-1959 | 07-10-1959 | 1287 | 593-612 | 189518 |
| Tenth | 09-01-1960 | 10-17-1960 | 1347 | 149-162 | 286007 |
| Eleventh | 12-01-1960 | 01-04-1961 | 1355 | 530 | 302656 |
| Twelfth | 12-01-1962 | 01-10-1963 | 1443 | 124-152 | 456649 |
| Thirteenth | 08-01-1965 | 10-21-1965 | 1582 | 332-361 | 638876 |
| Fourteenth | 05-05-1966 | 06-09-1966 | 1615 | 2-13 | 669177 |
| Fifteenth | 07-01-1967 | 08-02-1967 | 1661 | 513-549 | 715892 |
| Sixteenth | 08-01-1968 | 09-19-1968 | 1716 | 271 | 766540 |
| Seventeenth | 12-01-1970 | 12-21-1970 | -- | -- | 71-0117 |
| Eighteenth | 12-01-1971 | 01-25-1972 | -- | -- | 133893 |
| Nineteenth | 12-01-1973 | 02-01-1974 | -- | -- | 238275 |
| Twentieth | 10-01-1975 | 12-09-1975 | -- | -- | 328975 |
| Twenty-First | 12-01-1980 | 12-10-1980 | -- | -- | 610074 |
| Twenty-Second | 03-31-1987 | 04-27-1987 | -- | -- | 913782 |
| Twenty-Third, Part One | 03-31-1987 | 08-08-1988 | -- | -- | 991858 |
| Twenty-Third, Part Twelve | 03-31-1987 | 08-08-1988 | -- | -- | 991859 |
| Twenty-Fourth | 12-15-1991 | 01-14-1992 | -- | -- | 92002460 |

