

POOR INSTRUMENT FILED

Attachment III

ASSIGNMENT OF COMMUNICATION
SYSTEM EASEMENTS AND RIGHTS OF WAY

BOOK 702 PAGE 737

For good and valuable consideration, receipt whereof is hereby acknowledged, and in compliance with the Modification of Final Judgment (the "Decree") in United States v. Western Electric Company, et al., Civil Action No. 82-0192, and the Plan of Reorganization (the "Plan") as approved by the District Court for the District of Columbia on August 5, 1983, Northwestern Bell Telephone Company, an Iowa corporation (hereinafter referred to as "Assignor") hereby grants, assigns, transfers and sets over unto AT&T Communications of the Midwest Inc., an Iowa corporation, having an office located at 811 Main Street, P.O. Box 1418, Kansas City, Missouri 64141, its associated and allied companies, parents, subsidiaries and affiliated corporations, its and their respective successors and assigns (hereinafter referred to as "Assignee") all right, title and interest of Assignor in, to and under each of the easements, rights of way and licenses identified in Exhibit A (annexed hereto and made a part hereof), subject to the non-exclusive right of Assignor and its associated and allied companies, parents, subsidiaries and affiliated corporations, its and their respective successors and assigns, to use such easements, rights of way and licenses.

TO HAVE AND TO HOLD said easements, rights of way, and license unto Assignee, its successors and assigns, to and for its or their use forever with right of substitution and subrogation of Assignee in and to all covenants and warranties by others heretofore given or made in respect of said easements, rights of way and licenses or any part thereof, to the extent said covenants and warranties are assignable or can be enforced, at Assignee's expense, for Assignee's benefit.

IN WITNESS WHEREOF, Assignor has caused this instrument to be executed by its duly authorized agents, and its corporate seal affixed hereto, this 19 day of December, 1983.

ATTEST:

M. R. [Signature]
Right-of-Way Clerk

(Name of Assignor)

By: _____ (SEAL)

(Name)
D. E. [Signature]
(Title)
Manager-Assignment/Right-of-Way

(Acknowledgement)

