

INSTRUMENT OF TRANSFER

KNOW ALL MEN BY THESE PRESENTS that NORTH-EAST CABLE CORP., a corporation duly established under the laws of the State of Rhode Island, and having its usual place of business in the City of Pawtucket, State of Rhode Island (herein called the "Transferor"), in implementation of the Plan and Agreement of Liquidation adopted by the Transferor and in consideration of the surrender for cancellation of all of the outstanding capital stock of the Transferor by its sole Shareholder, American Insulated Wire Corporation, a Rhode Island corporation (hereinafter called the "Transferee"), has granted, bargained, sold, conveyed, assigned and transferred, and by these presents does grant, bargain, sell, convey, assign and transfer unto the Transferee and its successors and assigns forever, all property and assets of the Transferor, listed on the balance sheets hereto attached and marked Exhibit A, subject to the liabilities listed on said balance sheets, said balance sheets listing all the assets and unpaid liabilities of the Transferor. The Transferor hereby grants, bargains, sells, conveys, assigns and transfers unto the Transferee and its successors and assigns forever all properties and assets of the Transferor of every kind and nature, subject to all liabilities of the Transferor of every kind and nature, whether or not said assets or liabilities are listed on the attached balance sheets marked Exhibit A. The properties and assets herein conveyed consist of all properties and assets of the Transferor, of every kind and nature whatsoever, wherever situated, real, personal or mixed, tangible or intangible, including, without in any way limiting the generality of the foregoing, all real estate, all machinery, tools, merchandise, equipment, materials, supplies, books of account, files, papers, records, choses in action, causes of action, judgments, bills and notes receivable, claims, accounts receiv-

able, rights to recover in tort, contract or otherwise at law and/or in equity, contracts, orders, stocks, bonds and other securities, cash in bank accounts, policies of insurance of any and all kinds, equitable interests in property of all kinds standing in its name or in the name of any other person for its use and benefit, rights and benefits arising from the pre-payment of expenses, and all other intangibles, and rights to refund or adjustments for Federal, State or Municipal taxes.

The Transferor agrees to transfer physical possession of the assets and properties conveyed and transferred by this instrument to the Transferee, from time to time hereafter, as such assets and properties become available for such physical transfer.

The Transferor further agrees to hold the record legal title to any of the real estate and personal property (including its bank accounts) herein transferred and conveyed, as the nominee of the Transferee, so long as it may be requested to act as such nominee by the said Transferee. It is understood that, so long as the Transferor shall act as such nominee, neither this instrument nor any deeds, assignments, bills of sale, or other instruments executed and delivered by the Transferor as hereinabove provided for, shall be placed on record in any Registry of Deeds or other public place of record.

The Transferor agrees with the Transferee that it will, at any time and from time to time, at the request of the Transferee, execute and deliver to the Transferee any new or confirmatory instrument or instruments and all other and further instruments necessary or convenient or which the Transferee may reasonably request to vest in it the full title, right and interest in or to any property which this instrument purports to transfer to the Transferee, or to enable said Transferee to realize upon or otherwise to enjoy any such property or to carry into effect the intent and purposes hereof.

IN WITNESS WHEREOF, NORTH-EAST CABLE CORP. has caused its corporate seal to be hereunto affixed and these presents to be signed in its name and behalf by its Treasurer thereunto duly authorized on this 30th day of June, 1987.

NORTH-EAST CABLE CORP.

By _____
Ira S. Galkin, Treasurer

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

On this 30th day of June, 1987, before me personally appeared IRA S. GALKIN, to me known and known by me to be the person who executed the within instrument in his capacity as Treasurer of NORTH-EAST CABLE CORP., and he acknowledged said instrument by him executed in such capacity to be his free act and deed and the free act and deed of NORTH-EAST CABLE CORP.

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Notary Public