PLAN AND AGREEMENT OF LIQUIDATION OF NORTH-EAST CABLE CORP.

It is agreed by and between the parties hereto that NORTH-EAST CABLE CORP., a Rhode Island corporation, be completely liquidated immediately, in accordance with Section 332 of the Internal Revenue Code of 1986, as amended, and thereafter be dissolved, and that there is hereby adopted a Plan and Agreement of Liquidation under which all the assets of the Corporation shall be transferred on the liquidation date (subject to the liabilities of the corporation appearing on its books of account or for Federal or State taxes or on account of the expenses of its liquidation and/or dissolution which remain unpaid at the close of business on the liquidating date) to its sole Shareholder, American Insulated Wire Corporation, in complete cancellation and redemption of all the capital stock of the Corporation; and that the officers of the Corporation be authorized to take such steps and to execute and deliver and/or file such documents and instruments as shall be necessary to effect the complete liquidation of the Corporation immediately, in accordance with Section 332 of the Internal Revenue Code of 1986, as amended, and the consummation of this Plan and Agreement of Liquidation and the transfer of its assets as therein provided, and, as soon as may be thereafter, the dissolution of the Corporation.

Executed this 30th day of June, 1987.

NORTH-EAST CABLE CORP.

By ______________________
Ira S. Galkin, Treasurer

AMERICAN INSULATED WIRE CORPORATION

By ______________________
Ira S. Galkin, Treasurer