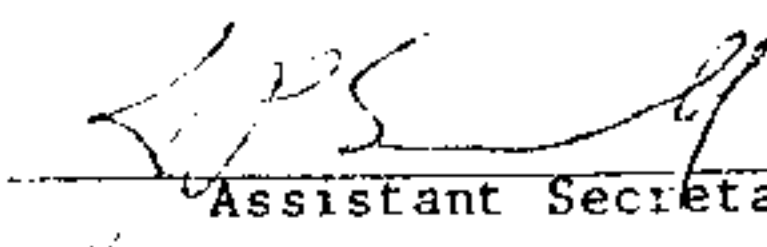


State of New York )

County of New York)

The undersigned is a duly elected Assistant Secretary of Western Electric Company, Incorporated ("Western Electric"), and is authorized to make this affidavit.

1. Western Electric, as Grantor, is delivering for recording a deed to certain real property, the location and Grantee of which are set forth on Schedule A attached.
2. The deed herein is being transferred pursuant to the Modification of Final Judgment entered on August 24, 1982 by the United States District Court for the District of Columbia in the United States v. Western Electric Company, et al; Civil Action No. 82-0-192, and the Plan of Reorganization approved by said Court on August 5, 1983.
3. The Grantee under the deed is one of the seven regional holding companies, (wholly owned subsidiaries of AT&T) set up under the Court approved Plan of Reorganization described in Paragraph 2. The Grantor, Western Electric, is also a wholly owned subsidiary of AT&T required to transfer certain of its assets to the Grantee under the Plan of Reorganization.
4. The property will be conveyed to the grantee solely in consideration for the Grantee's stock equivalent to Western Electric's book value of the property set forth on Schedule A.
5. Immediately upon receipt of the stock, Western Electric shall dividend said stock to AT&T; AT&T, pursuant to the Court approved Plan of Reorganization, will issue to its present stockholders shares in the "new" AT&T and the seven regional holding companies, including the Grantee. This will result in the existing AT&T shareholders having ownership of the same assets as they had prior to the transaction.
6. The Court approved Plan of Reorganization qualifies for nonrecognition of gain or loss under the Internal Revenue Service Code of 1954, as amended.
7. Grantor claims an exemption from any transfer tax or documentary stamp tax applicable to the recording of the deed for the property set forth on Schedule A.

  
Assistant Secretary

*Helby Co. Abstract*

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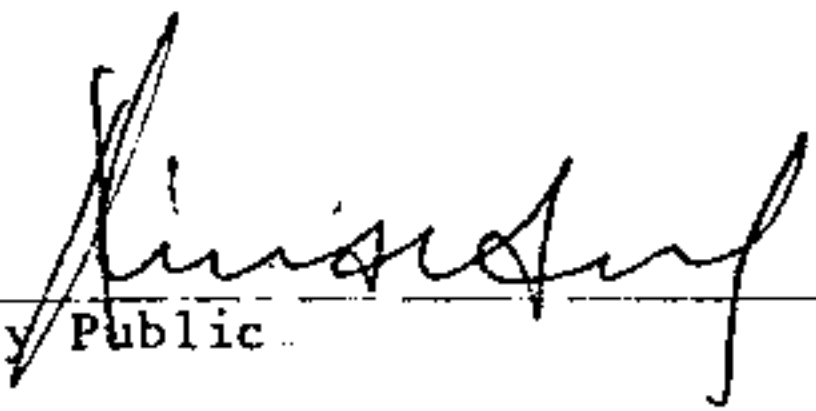
BOOK 54 PAGE 442

STATE OF NEW YORK )

COUNTY OF NEW YORK )

I HEREBY CERTIFY, That on this 23 day of December A.D. 1983 before me personally appeared J.P. SCANNELL, ASSISTANT SECRETARY of WESTERN ELECTRIC COMPANY, INCORPORATED, a corporation under the laws of the State of New York, to me known to be the person described in and who executed the foregoing affidavit and acknowledged the execution thereof to be free act and deed as such officer, for the uses and purposes therein mentioned; and that affixed thereto the official seal of said corporation, and the said instrument is the act and deed of said corporation.

WITNESS my signature and official seal at New York in the County of New York and State of New York, the day and year last aforesaid.

  
Notary Public

My Commission Expires \_\_\_\_\_

RICHARD A. HUNT  
Notary Public, State of New York  
No. [REDACTED]  
Qualified in Nassau County  
Commission Expires March 30, 1985

SCHEDULE A

Grantor: Western Electric Company, Incorporated

Grantee: BellSouth Corporation

Location of Property: Alabama, Shelby County (Birmingham)

Grantor's Book Value: \$3,170,258

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STATE OF ALA. SHELBY CO.  
I CERTIFY THIS  
DOCUMENT WAS FILED

1984 JAN -4 AM 10:12

*J. Thomas A. Lawrence, Jr.*  
CLERK OF COURSE

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