CONSENT TO SUBSTITUTE CONDEMNATION

Pursuant to the provisions of Section 1240.320 of the Code of Civil Procedure, The Pacific Telephone and Telegraph Company, a public utility corporation authorized to exercise the power of eminent domain, consents to the condemnation by the Department of Transportation, State of California, of easements, rights of way, or other real property to be exchanged for interest in real property owned by The Pacific Telephone and Telegraph Company and devoted to a public utility purpose to be taken for State highway purposes; upon the condition that the Department of Transportation receive The Pacific Telephone and Telegraph Company's written approval of the location of the easement, rights of way or other real property prior to condemnation.

Condemnation of such easements, rights of way, or other real property shall be in the name of the People of the State of California pursuant to authorizing resolutions of the California Highway Commission; and the easements, rights of way, or other real property condemned shall be conveyed to The Pacific Telephone and Telegraph Company in exchange for the interests in real property to be taken for State highway purposes.

Executed on April 22, 1977 at San Francisco.

By Vice President