

ORDINANCE 72A

An ordinance providing for and approving the transfer of the cable television franchise in the Town of Stratton, Colorado (the "Town") granted pursuant to Ordinance No. 284, dated June 2, 1983, (the "Franchise Ordinance"); amending the Franchise Ordinance in certain respects; providing for publication of the caption; providing for severability; and providing the effective date of the transfer.

WHEREAS, by the Franchise Ordinance, the Town has granted to Vantage Cable Associates, L.P. ("Vantage Cable"), the authority to operate a cable television system within the boundaries of the Town; and

WHEREAS, Vantage Cable has requested that the Town approve the proposed transfer and assignment of the Franchise Ordinance by Vantage Cable to Galaxy TeleCom, Inc., a Delaware corporation, and/or its permitted assigns (as may be later provided by Galaxy TeleCom, Inc. and attached as Exhibit A) ("Galaxy"); and the Town is willing to consent to such transfer and assignment.

NOW, THEREFORE, BE IT ORDAINED BY THE FRANCHISING AUTHORITY OF THE TOWN:

Section 1. Transfer of Franchise Ordinance. Pursuant to the Franchise Ordinance, consent and approval is hereby granted by the Town for the transfer and assignment of the Franchise Ordinance by Vantage Cable to Galaxy. The Mayor, Council President, or Presiding Officer of the Town, or any person designated by the Mayor, Council President, or Presiding Officer are hereby authorized to execute the Consent to Assignment attached hereto as Annex 1.

Section 2. Ordinance Affirmed and Term Extended. All terms and provisions of the Franchise Ordinance shall continue in full force and effect, except that the remaining term of the Franchise Ordinance shall be extended to expire on the tenth anniversary of the date of transfer by Vantage Cable to Galaxy. As set forth in the Consent to Assignment, the Town consents to the grant by Galaxy of a security interest in the Franchise Ordinance to its lenders to secure indebtedness or other obligations incurred by Galaxy with respect to the cable television system to be operated by Galaxy pursuant to the Franchise Ordinance.

Section 3. Effective Date. The transfer of the Franchise Ordinance shall be effective upon the closing of the sale by Vantage Cable to Galaxy of the cable television facilities serving the Town of Stratton. Galaxy shall notify the Town of the transfer of the Franchise Ordinance within thirty (30) days of such closing, and provide therewith a copy of the Assignment and Assumption of Franchise by which the Franchise Ordinance was transferred and assigned by Vantage Cable to Galaxy.

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Section 4. Inconsistency. In the event any of the terms and provisions of any other ordinance or regulation of the Town are inconsistent with the terms and provisions of this Ordinance, the terms and provisions of this Ordinance shall govern and control.

Section 5. Publication. The Town Secretary/Clerk is hereby directed to publish the caption of this Ordinance in an official newspaper in the Town and to comply otherwise with all applicable notice requirements of law.

Passed and approved on this the 17th day of Oct, 1994.

Town of Stratton, Colorado

By: Donald E. Reten
Title: Mayor

ATTEST:

Paulette Thompson
Town Secretary/Clerk

SECTION 76.502 CERTIFICATION

Vantage Cable Associates, L.P., an Iowa limited partnership ("Vantage Cable") hereby certifies pursuant to Section 76.502(d)(1) of the Rules and Regulations of the Federal Communications Commission ("FCC") that Vantage Cable has owned the cable television system serving the Town of Stratton for the three-year holding period prescribed by the FCC's regulations. The sale of the assets of the cable system serving the Town of Stratton to Galaxy TeleCom, Inc., a Delaware corporation, as described in the accompanying FCC Form 394 and the Exhibits thereto, conforms with Section 76.502(a) of the FCC's regulations.

VANTAGE CABLE ASSOCIATES, L.P.

By: Vantage Cable Associates, Inc.
General Partner

Date: 6/30, 1994

By: 
Name: N. Douglas Hradek
Title: President