

*William D. Krasner  
80 Main St  
West Orange, N.J.  
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SECOND AMENDMENT TO THE  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
US CABLE OF NORTHERN INDIANA

\* \* \* \* \*

KNOW ALL YE MEN BY THESE PRESENTS THAT:

WHEREAS, pursuant to the Uniform Limited Partnership Law of the State of Indiana, a certain Certificate of Limited Partnership for NORTHERN INDIANA CATV ASSOCIATES was filed and recorded in the office of the Lake County Recorder, Crown Point, Indiana, on July 11, 1980; and

WHEREAS, the First Amendment to the Certificate of Limited Partnership was filed and recorded in the office of the Lake County Recorder, Crown Point, Indiana on August 11, 1980 changing the name of the Partnership to US CABLE OF NORTHERN INDIANA; and

WHEREAS, pursuant to the Uniform Limited Partnership Law of the State of Indiana, the parties hereto do hereby wish to further amend the aforesaid Certificate of Limited Partnership;

NOW, THEREFORE, the parties do hereby amend the Certificate of Limited Partnership for US CABLE OF NORTHERN INDIANA as follows:

1. By eliminating the present Paragraphs 4, 6, and 9 and substituting in place thereof the following;

4. (a) The name and place of residence of the general partner are as follows;

Northern Indiana Capital Corp.  
411 Hackensack Avenue  
Hackensack, New Jersey 07601

(b) The name and place of residence of each limited partner are as follows;

Phillip E. Bainbridge  
2633 45th Street  
Highland, Indiana 46322

Erich K. Boehm  
2633 45th Street  
Highland, Indiana 46322

STATE OF INDIANA  
LAKE COUNTY  
FILED FOR RECORD  
MAR 5 11 25 AM '82  
WILLIAM BIELSKI JR  
RECORDER

850  
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H & H Associates  
7327 Parkwood Court, # 301  
Falls Church, Virginia 22042

Robert W. Santora  
747 Crescent Avenue  
Glenside, Pennsylvania 19038

6. The amount of cash and the description and agreed value of any other property contributed by each limited partner are as follows:

<u>Limited Partner</u>	<u>Cash</u>	<u>Other Property</u>
Phillip E. Bainbridge	\$ 1,000.00	None
Erich K. Boehm	\$20,000.00	None
H & H Associates	\$ 100.00	None
Robert W. Santora	\$10,000.00	None

9. The share of the profits which each limited partner shall receive by reason of his contribution is as follows:

<u>Limited Partner</u>	<u>Share</u>
Phillip E. Bainbridge	18%
Erich K. Boehm	2%
H & H Associates	1%
Robert W. Santora	1%

2. Except as modified hereby, the Certificate of Limited Partnership of US CABLE OF NORTHERN INDIANA is hereby restated and approved.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this        day of February, 1982.

NORTHERN INDIANA CAPITAL CORP.  
General Partner

By: 

Stephen E. Myers, President

(signatures continued on next page)

LIMITED PARTNERS:

Northern Indiana Capital Corp., as  
Attorney-in-Fact for all the below  
listed Limited Partners:

NORTHERN INDIANA CAPITAL CORP.

By: 

Stephen E. Myers, President

Phillip E. Bainbridge  
Erich K. Boehm  
H & H Associates  
Robert W. Santora

Stephen E. Myers, being President of Northern Indiana  
Capital Corp., the sole general partner of US Cable of Northern  
Indiana, has executed this Certificate in its capacity as  
Attorney-in-Fact as provided in the Agreement of Limited  
Partnership.

