BEFORE THE DIRECTOR OF COMMERCE AND CONSUMER AFFAIRS OF THE STATE OF HAWAII

---- In the Matter of ----

SIGNET CABLEVISION COMPANY

Requesting Approval of Its Assumption) from Mega Vision Company of the General) Partnership in Sun Cablevision of Hawaii.) ORDER NO. 105 DOCKET NO. 31-83-01

ORDER APPROVING TRANSFER OF GENERAL PARTNERSHIP

SIGNET CABLEVISION COMPANY ("SIGNET") requested Departmental authorization to assume MEGA VISION COMPANY's ownership interest as the general partner in SUN CABLEVISION OF HAWAII ("SUN"). SUN is currently authorized to provide cable services within the North Kona, South Kona, and South Kohala Districts of the County of Hawaii (Census Tracts 213, 214, 215, 216, and 217).

The DIRECTOR OF COMMERCE AND CONSUMER AFFAIRS hereby APPROVES the transfer upon the terms and conditions stated herein:

(1) SIGNET is to provide to the Director legal documentation of the consummated transactions and transfers which have been applied for herein. It is requested that necessary transactions be consummated on an expedited basis, and that such documentation be provided the Director as soon thereafter as possible. In addition, during this same period of time, SUN shall enter into and participate as a party to an existing agreement among other communications systems in the State of Hawaii relating to the joint ownership, construction and operation of an interisland microwave system, in fulfillment of Condition 6(b) of Cable Order No. 31, dated September 14, 1973.

(2) Within nine months of receipt of documentation of the transfer, SUN shall expand its microwave transmission capability to enable it to provide its subscribers with not less than twelve channels of cable programming.

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(3) Within sixty days of receipt of documentation of transfer, SUN shall enter into arrangements with potential subscribers or otherwise provide for construction of cable facilities to Lalamilo, Kona Heights, and Waikoloa.

(4) SUN shall, within three months of receipt of documentation of transfer, provide the Director with documentation indicating sources of funding for each condition contained in this Order and for all conditions which have not been substantially complied with in Cable Orders No. 31, dated September 14, 1973, and No. 68, dated April 6, 1979.

(5) The transfer of general partnership interest from Mega Vision Company, on the one hand, to SIGNET and Mr. C. Thompson Wells, Jr., on the other hand, shall not <u>per se</u> result in any increase in the indebtedness of SUN. All of the acquisition costs associated with the transfer of the general partnership shall be the sole responsibility of SIGNET and/or Mr. C. Thompson Wells, Jr., and shall not be charged directly or indirectly to SUN or SUN's Kona-Kohala subscribers.

(6) Any and all subsequent transfers of ownership, interests, or encumbrances of whatever nature shall require the prior approval of the Director.

(7) Any and all financing by SUN in excess of \$100,000 shall be subject to review and approval of the Director.

(8) All conditions and requirements contained in Cable Order No. 31, dated September 14, 1973, and Cable Order No. 68, dated April 6, 1979, unless modified herein, shall be applicable and binding on the limited partnership and its partners and/or other principals.

(9) Any action taken by SIGNET pursuant to the approval granted by this Order shall constitute agreement to all of the above conditions.

DATED: Honolulu, Hawaii, 15 Secember 1983 STATE OF HAWAU

G F. BITTERMAN

Director of Commerce and Consumer Affairs

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CERTIFICATE OF SERVICE

I hereby certify that a copy of the Order No. 105 was served upon each of the following by

mailing the same, postage prepaid, on this 15th day of December, 1983:

Mr. C. Thompson Wells, Jr. Signet Cablevision Company 15124 Kercheval Grosse Pointe, Michigan 48230

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