

February 19, 2010

Sue Kay
Eustis Cable Enterprises
355 East Street
Brookfield, VT 05036

**RE: Amendment No. Two to Miscellaneous Construction Work and Maintenance Services Contract
(Form 773)**

Dear Sue:

As discussed, both parties have agreed to amend the Miscellaneous Construction Work and Maintenance Services Contract (Form 773)(hereinafter "Agreement"), effective as of December 14, 2007, by and between Eustis Cable Enterprises, Ltd., ("Eustis") and the City of Burlington, Vermont d/b/a Burlington Telecom ("Burlington Telecom").

All capitalized terms not otherwise defined herein shall have the meanings assigned to them in the applicable Agreement.

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and in consideration of all rights and provisions in the Agreement, the parties hereby agree to amend the Agreement as follows, effective as of January 15, 2010.

Notwithstanding anything to the contrary in the Agreement, Eustis and Burlington Telecom agree that the Agreement is amended as follows:

1. The term of the Agreement shall be extended by six (6) months. The Agreement shall expire on July 15, 2010.

Except as set forth herein, all provisions of the Agreement shall remain in full force and effect.

Please confirm your acceptance of the foregoing by signing in the space provided below and returning this Amendment to us for countersignature.

Sincerely,

City of Burlington d/b/a Burlington Telecom

By: _____
Name: Jonathan P.A. Leopold, Jr.
Title: Chief Administrative Officer
Date: _____

**AGREED AND ACCEPTED:
Eustis Cable Enterprises, Ltd.**

By: _____
Name: _____
Title: _____
Duly Authorized Agent
Date: _____