

# **EXHIBIT C**



SUBSCRIPTION AGREEMENT

among

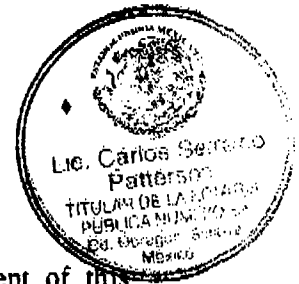
MEGACABLE, S.A. DE C.V.

and

C-TEC INTERNATIONAL, INC.

Dated as of January 19, 1995

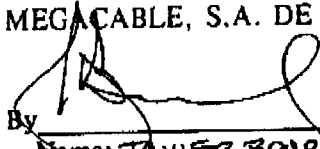
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reasonably requested by the other party in order fully to effect the intent of this Agreement.


IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the date first above written.

MEGACABLE, S.A. DE C.V.

By   
 Name: JAVIER BOURS CASTEDO  
 Title: CHAIRMAN OF THE BOARD OF DIRECTORS

By   
 Name: ENRIQUE YAMONI ROBLES  
 Title: CHIEF EXECUTIVE OFFICER

C-TEC INTERNATIONAL, INC.

By   
 Name: David C. McCourt  
 Title: Chairman and Chief Executive Officer

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