

RESOLUTION NO. 98-5

A RESOLUTION OF THE COUNTY OF THE COUNTY OF LaPORTE, INDIANA CONSENTING TO THE ASSIGNMENT OF THE CABLE TELEVISION SYSTEM FRANCHISE HELD BY TAR RIVER COMMUNICATIONS, INC.

WHEREAS, on October 24, 1983, the County of LaPorte ("Franchisor") granted to Lakeshore Communications a franchise as set forth in Ordinance No. 83-8 to own and operate a cable television ("System") in the County of LaPorte, Indiana (the "Franchise");

WHEREAS, on May 23, 1988, the County of LaPorte approved the transfer of ownership of the franchise from Lakeshore Communications to Prime Cable Income Partners, L.P. as set forth in Ordinance No. 88-11;

WHEREAS, on October 26, 1992, the Franchisor approved the transfer of ownership of the Franchise from Prime Cable Income Partners to L.P. to Tar River Communications, Inc. ("Franchisee") as set forth in Ordinance No. 92-10;

WHEREAS, Franchisee and its affiliate, Multimedia Cablevision, Inc. ("Multimedia" and together with Franchisee, "Transferor") have entered into an Asset Exchange Agreement ("Exchange Agreement") among Communications Services, Inc., Mississippi Cablevision, Inc., Pittsburg Cable TV, Inc., and TCI of Kansas, Inc., each of whom is an indirect subsidiary of Tele-Communications, Inc. (Collectively, the "TCI Subsidiaries");

WHEREAS, pursuant to the Exchange Agreement, Multimedia will transfer and convey the assets of the System, including all right, title and interest in the Franchise, to one of the TCI subsidiaries to be designated by the parties prior to the consummation of the transactions contemplated by the Exchange Agreement ("Closing"), subject to, among other conditions, any required approval of Franchisor;

WHEREAS, Franchisee, pursuant to an ongoing corporate restructuring, will be merged into multimedia prior to the consummation of the exchange.

WHEREAS, Franchisor has investigated the qualifications of each of the TCI Subsidiaries and funds each of them to be a suitable franchisee under the Franchise;

WHEREAS, FCC Form 394 has been filed with the Franchisor.

**NOW THEREFORE, BE IT RESOLVED BY THE FRANCHISOR AS
FOLLOWS:**

Section 1. The Franchisor hereby consents to and approved the merger of Franchisee into Multimedia and the subsequent assignment by Transferor of its right, title and interest in the Franchise to any one of the TCI Subsidiaries and assumption by such TCI Subsidiary of the obligations of Transferor under the Franchise, subject to applicable law, which accrue from and after the date of Closing.

Section 2. Franchisor hereby acknowledges the sufficiency of any notice required to be provided by the Franchisee regarding the transfer of the Franchise and assets of the System.

Section 3. The Franchisor confirms that (a) the Franchise was properly granted; (b) the Franchise is currently in full force and effect and expires October 24, 1998, subject to options to extend such term; (c) the Franchise supersedes all other agreements between the parties; (d) the Franchise represents the entire understanding of the parties and Transferor has made no commitments and owes no obligation to the Franchisor other than those specifically stated in the Franchise; (e) Transferor is materially in compliance with the provisions of the Franchise; and (f) there exists no known fact nor circumstance which constitutes or which, with the passage of time or the giving of notice or both, would constitute a default or breach under the Franchise, or would allow the Franchisor to cancel or terminate the rights thereunder except upon the expiration of the full term thereof.

Section 4. The TCI Subsidiaries may transfer the Franchise or control related thereto to any entity controlling, controlled by, or under common control with the TCI Subsidiaries upon notice to the Franchisor of any such transfer to an affiliated entity.

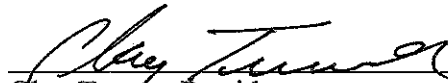
Section 5. The Franchisor approved the assignment, mortgage, pledge, or other encumbrance of the Franchise or assets of the TCI Subsidiaries as collateral for a loan.

Section 6. This Resolution shall not become effective until the Closing.


Section 7. This Resolution shall have the force of a continuing agreement with Franchisee, Multimedia and the TCI Subsidiaries, and the Franchisor shall not amend or otherwise alter this Resolution without the consent of Franchisee, Multimedia and the TCI Subsidiaries.

PASSED, ADOPTED AND APPROVED By the Commissioners of the County of LaPorte, Indiana this 19th day of May, 1998.

LAPORTE COUNTY BOARD OF COMMISSIONERS



Clay Turner, President



Richard J. Kruse, Vice President



H.J. "Bud" Kintzele, Jr., Member

ATTEST: 

Kenneth E. Layton, Auditor