

RESOLUTION NO. 98-12

**RESOLUTION OF LAPORTE COUNTY, INDIANA
APPROVING THE TRANSFER OF THE CABLE TELEVISION FRANCHISE**

WHEREAS, Michiana Cablevision, LLC ("Franchisee"), owns, operates, and maintains a cable television system ("System") in the LaPorte County, Indiana (the "Franchise Authority"), pursuant to a Franchise Agreement dated October 24, 1983 (the "Franchise"), and is the duly authorized holder of the Franchise; and

WHEREAS, Franchisee and Ohio Cablevision Network, Inc. ("Transferee") are parties to an Asset Purchase Agreement pursuant to which the System and the Franchise will be transferred to Transferee (the "Transfer"); and

WHEREAS, Franchisee and Transferee have requested consent by the Franchise Authority to the Transfer in accordance with the requirements of the Franchise; and

WHEREAS, the Franchise Authority has investigated the qualifications of Transferee and finds it to be a suitable transferee;

NOW, THEREFORE, BE IT RESOLVED BY THE FRANCHISE AUTHORITY AS FOLLOWS:

SECTION 1. The Franchise Authority hereby consents to the Transfer, such Transfer to be effective as of the Closing Date.

SECTION 2. The Franchise Authority confirms that (a) the Franchise was properly granted or transferred to Franchisee, (b) the Franchise expired on October 24, 1998, subject to options in the Franchise, if any, 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 Franchisee has no obligations to the Franchise Authority other than those specifically stated in the Franchise, and (e) Franchisee is materially in compliance with the provisions of the Franchise and there exists no fact or circumstance known to the Franchise Authority which constitutes or which, with the passage of time or the giving of notice or both, would constitute a material default or breach under the Franchise or would allow the Franchise Authority to cancel or terminate the rights thereunder.

SECTION 3. Transferee may transfer the Franchise or control related thereto to any entity controlling, controlled by, or under common control with Transferee.

SECTION 4. The Franchise Authority hereby consents to and approves the assignment, mortgage, pledge, or other encumbrance, if any, of the Franchise, the System, or assets relating thereto, as collateral for a loan.

SECTION 5. This Resolution shall be deemed effective upon the closing of the Transfer (the "Closing Date").

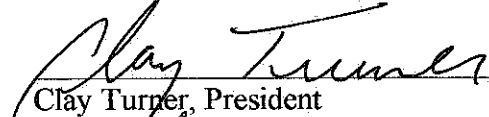
SECTION 6. In exchange for Transferee's agreement to pay to the Franchise Authority 5% of gross revenues from cable services, as defined in the Franchise Agreement, effective with the first day of the month following the Closing Date, the Franchise Authority hereby extends the term of the Franchise until January 29, 2002, to provide the Franchise Authority and Transferee an opportunity to negotiate the terms of a new franchise.

SECTION 7. Effective upon the Closing Date, Transferee shall be responsible for any obligations and liabilities under the Franchise that accrue on and after the Closing Date.


SECTION 8. This Resolution shall have the force of a continuing agreement with Franchisee and Transferee, and Franchise Authority shall not amend or otherwise alter this Resolution without the consent of Franchisee and Transferee.

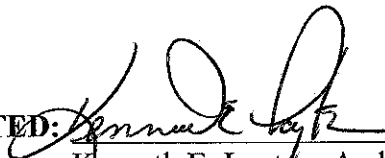
December **PASSED, ADOPTED AND APPROVED** this 22nd day of December, 1998

LAPORTE COUNTY BOARD OF COMMISSIONERS


Clay Turner, President


Richard J. Kruse, Vice President


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

ATTESTED: 
Kenneth E. Layton, Auditor