

RESOLUTION NO. 99-R-09

**RESOLUTION OF THE TOWN OF GEORGETOWN, INDIANA
APPROVING THE TRANSFER OF THE CABLE TELEVISION FRANCHISE**

WHEREAS, Marcus Cable Associates LLC ("Franchisee") owns, operates, and maintains a cable television system ("System") in Town of Georgetown, Indiana (the "Franchise Authority"), pursuant to 626 letter dated September 22, 1997 sent by Marcus Cable, Consent Resolution dated June 20, 1995, Consent Resolution dated May 17, 1993 and Ordinance No. 90-1 dated January 18, 1990 (the "Franchise"), and Franchisee is the duly authorized holder of the Franchise; and

WHEREAS, Franchisee and InterMedia Partners Southeast ("Transferee") are parties to an Asset Exchange Agreement, pursuant to which the System and the Franchise will be transferred to Transferee (the "Exchange"); and

WHEREAS, concurrently with the Exchange, some of the existing partners of Transferee will withdraw from the partnership (the "Redemption"); and

WHEREAS, as a result of the Redemption, Transferee will be wholly owned by entities that are affiliates of AT&T Broadband & Internet Services ("AT&T BIS"); and

WHEREAS, after the Redemption takes place, TCI Spartanburg IP-IV, LLC ("TCI Spartanburg"), a wholly-owned, indirect affiliate of AT&T BIS, will acquire the managing general partnership interest in IPSE that is currently held by InterMedia Capital Management, LLC ("ICM LLC"); and

WHEREAS, Franchisee and Transferee have requested consent by the Franchise Authority to the Transfer in accordance with the requirements of the Franchise and have filed an FCC Form 394 with the Franchise Authority; and

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

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

SECTION 1. The Franchise Authority consents to the Transfer, in accordance with the terms of the Franchise.

SECTION 2. The Franchise Authority confirms that (a) the Franchise was properly granted or transferred to Franchisee, (b) the Franchise Authority has received timely notice of the Franchisee's intent to renew the Franchise pursuant to and in compliance with Section 626 of the Cable Television Consumer Protection and Competitive Act of 1992, as amended, (c) the Franchise is currently in full force and effect and will expire on September 19, 2000, subject to options in the Franchise, if any, to extend such term, (d) the Franchise supersedes all other agreements between the Franchise

Authority and the Franchisee, (e) the Franchise represents the entire understanding of the Franchise Authority and the Franchisee and Franchisee has no obligations to the Franchise Authority other than those specifically stated in the Franchise, and (f) Franchisee is materially in compliance with the provisions of the Franchise and to the knowledge of the Franchise Authority, no fact or circumstance exists 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 under the Franchise.

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

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

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

SECTION 6. The Franchise Authority releases Franchisee, effective upon the Closing Date, from all obligations and liabilities under the Franchise that accrue on and after the Closing Date; provided that Transferee will be responsible for any obligations and liabilities under the Franchise that accrue on and after the Closing Date.

SECTION 7. This Resolution will have the force of a continuing agreement with Franchisee and Transferee, and Franchise Authority will not amend or otherwise alter this Resolution without the consent of Franchisee and Transferee.

PASSED, ADOPTED AND APPROVED this 27 day of July, 1999.

By: Jim Deddo
TOWN BOARD PRESIDENT

ATTEST:

Barbara Zellew
Clerk Deputy CLK TROAD

I, the undersigned, being the duly appointed, qualified and acting Clerk of the Town of Georgetown, Indiana hereby certify that the foregoing Resolution No. 99R 09 is a true, correct and accurate copy as duly and lawfully passed and adopted by the governing body of the Town of Georgetown, Indiana on the 27 day of July, 1999.

Barbara Zellew
Clerk Deputy CLK TROAD