

file

A RESOLUTION CONSENTING TO THE ASSIGNMENT OF THE FRANCHISE
FOR THE OPERATION AND MAINTENANCE OF A COMMUNITY
ANTENNA TELEVISION SYSTEM IN
MARTIN COUNTY, INDIANA
FROM WELBAC CABLE TV CORPORATION TO
TELE-MEDIA COMPANY OF THE MID-SOUTH

WHEREAS, on AUGUST 3, 1981 the BOARD OF COUNTY COMMISSIONERS of MARTIN COUNTY, INDIANA (the "County") passed an Ordinance providing for the granting of a non-exclusive franchise to operate and maintain a community antenna television ("CATV") system and to engage in the business of providing CATV service within the COUNTY OF MARTIN, INDIANA, except for the area covered by franchise inside the corporate limits of the City of Loogootee, Indiana, to LOOGOOTEE CABLEVISION COMPANY, INC. (the "Franchise");

WHEREAS, as the result of prior transfers and/or assignments, WELBAC CABLE TV CORPORATION ("Welbac") is now the successor in interest to LOOGOOTEE CABLEVISION COMPANY, INC. under the Franchise and lawfully operates and maintains a CATV system and provides CATV service pursuant to it;

WHEREAS, on September 8, 1988, TELE-MEDIA COMPANY OF THE MID-SOUTH, an Indiana limited partnership ("TMC-MS"), was formed for the purpose of constructing, owning and operating CATV systems located in various communities within the State of Indiana and the Commonwealth of Virginia;

WHEREAS, on or before October 31, 1988, TMC-MS shall acquire substantially all the assets, tangible and intangible, of Welbac;

WHEREAS, pursuant to Section 14 of the Franchise, the consent or approval of the County is required to transfer or assign the Franchise from Welbac to TMC-MS;

WHEREAS, the County now desires to consent to the transfer and assignment of the Franchise from Welbac to TMC-MS and to confirm that TMC-MS will become the lawful holder of the Franchise upon consummation of its acquisition of the assets of Welbac;

WHEREAS, TMC-MS desires to assume, perform and be bound by all the obligations, liabilities, covenants, conditions and restrictions to be done, kept or performed by, or imposed upon Welbac under the Franchise that arise from and after the date of the assignment of the Franchise from Welbac to TMC-MS.

NOW, THEREFORE, BE IT RESOLVED by the County, as follows:

Section 1. Consent is hereby given by the County to the assignment by Welbac to TMC-MS of all Welbac's right, title and interest in, and duties and obligations under, the Franchise and upon consummation of its acquisition of the assets of Welbac, and the filing of the acceptance by TMC-MS provided for in Section 3 hereof, the County will recognize TMC-MS as the sole holder of all rights under the Franchise.

Section 2. Consent is also hereby given by the County to the assignment, for collateral security purposes, of the right to conduct the business of a CATV system under

the Franchise by the holder thereof to a financial lending institution as collateral security for the repayment of indebtedness incurred in connection with the acquisition and/or operation of CATV systems.

Section 3. The consents granted by this Resolution shall be null and void unless the assignee of the Franchise, TMC-MS, files a written acceptance of the Franchise, acknowledged before a Notary Public, with the County within sixty (60) days after assignment of the Franchise from Welbac to TMC-MS. Such acceptance shall acknowledge that TMC-MS agrees to be bound by and to comply with the provisions of the Franchise Resolution, and shall be in such form and have such content as to be satisfactory to and approved by the County.

Section 4. Except as hereby modified, the Franchise is in all other respects ratified and confirmed, and all of the terms and conditions thereof shall remain in full force and effect. The County hereby confirms that the Franchise is validly existing, not in default, in full force and effect, and Welbac is the holder of the rights under the Franchise.

Section 5. This Resolution shall take effect and
be in force from the earliest period allowed by law.

PASSED this 3rd day of October, 1988.

ATTEST:

Larry C. Harding
Robert B. Green

By: Martin Lou

Title: _____