

RESOLUTION NO. 95-8

CONSENT TO ASSIGNMENT AND TRANSFER

OF

CATV FRANCHISE

WHEREAS, the Township Board of the Township of Birch Run, Michigan (the "Franchising Authority") granted a cable television franchise to Cable Equities of Colorado, Ltd., a Colorado limited partnership ("CEC") d/b/a Bridgeport Cablevision, pursuant to Ordinance No. 81-2, adopted February 1, 1984 (as amended to the date hereof, the "Franchise");

WHEREAS, CEC desires to sell, assign and otherwise transfer certain of its assets (the effective date of such transaction being the "Closing Date"), and to assign and transfer the Franchise to Rifkin Acquisition Partners, L.P., a Delaware limited partnership ("RAP") on the Closing Date; and

WHEREAS, RAP already directly or indirectly owns all of the partnership interests of CEC and merely wishes by this transaction to remove CEC as an intervening partnership and directly own the Franchise and assets of the cable television system; and

WHEREAS, Monroe M. Rifkin controls the corporate general partner of both RAP and CEC; and

WHEREAS, the Franchising Authority is willing to consent to the transaction referred to in the preceding paragraphs.

NOW, THEREFORE, in consideration of the premises:

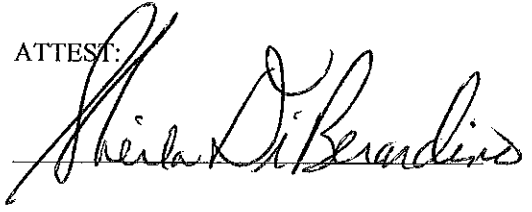
1. The Franchising Authority hereby confirms that CEC is in substantial compliance with all obligations under the Franchise and that the Franchise was validly issued and is in full force and effect.
2. The Franchising Authority hereby consents to the assignment and transfer of the Franchise by CEC to RAP on the Closing Date and to RAP's assumption of the rights and obligations of CEC under the Franchise.
3. The Franchising Authority does hereby consent to RAP's pledge, and grant of a security interest, to RAP's lenders, their successors and assigns, of, in and to the assets of RAP, including the Franchise and all rights of RAP related thereto, to secure any indebtedness of RAP, and to the exercise by each of the secured parties of its rights as a secured party in the event of a default by RAP in the payment or the performance of any of its indebtedness or obligations secured thereby; provided, however, that nothing herein shall constitute a waiver of any right of Franchising Authority to approve any other transfer or assignment of the Franchise.

ADOPTED AND APPROVED this 13th day of June, 1995.

TOWNSHIP OF BIRCH RUN

  
Supervisor

ATTEST:



**CERTIFICATION**

I, the duly appointed Township Clerk of the Township of Birch Run, Michigan (the "Franchising Authority") DO HEREBY CERTIFY that:

(a) The Franchising Authority granted a cable television franchise (as amended to the date hereof, the "Franchise") to Cable Equities of Colorado, Ltd. ("CEC") and consented to the assignment of the Franchise from CEC to Rifkin Acquisition Partners, L.P. ("RAP") effective as of the closing date of the transfer of CEC's assets to RAP (the "Closing Date") pursuant to Ordinance No. 81-2, adopted February 1, 1984 (the "Resolution").

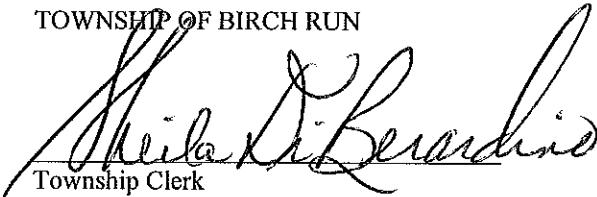
(b) All approvals or authorizations or other action by the Franchising Authority that are required in connection with the transfer of the Franchise have been taken by the Franchising Authority and such approvals and authorizations are in full force and effect and RAP shall have all the rights and obligations of CEC under the Franchise as of the Closing Date.

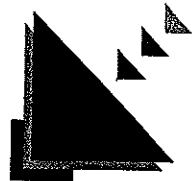
(c) The Franchising Authority has duly held all meetings and followed all required procedures, rules and regulations in adopting the Resolution, including, but not limited to, public notices by publication or otherwise, number of readings, etc., and the Franchising Authority's consent to the transfer of the Franchise to RAP is properly reflected by the adoption of the Resolution.

(d) The Resolution has become final and effective in accordance with all applicable laws, rules and regulations, no longer subject to any statutory, administrative, or other waiting, appeal, reconsideration, publication, or similar period.

WITNESS my hand this 13 day of June, 1995.

TOWNSHIP OF BIRCH RUN

  
Township Clerk



June 7, 1995

RIFKIN & ASSOCIATES, INC.

**FEDERAL EXPRESS**

**Dale D. Wagner**  
Senior Vice President-  
Finance and Administration

Supervisor  
Township of Birch Run  
8411 Main  
Birch Run, MI 48415

Re: Consent to Assignment and Transfer of CATV Franchise dated February 1, 1984 (as amended to the date hereof)

Dear Supervisor:

This letter is written on behalf of Cable Equities of Colorado, Ltd. ("CEC") and is a request for consent to assignment of the above-captioned CATV Franchise ("Franchise"). CEC is in the process of transferring certain of its assets, including the referenced Franchise, to Rifkin Acquisition Partners, L.P., a Delaware limited partnership ("RAP"). RAP directly or indirectly owns 100% of the partnership interests in CEC and wishes to own those assets directly and remove CEC as an intervening partnership. This transfer is merely a clean-up of our existing partnership structure for administrative purposes.

Your consent to the assignment of the referenced Franchise is a "technical" requirement of the Agreement. Enclosed you will find two copies of the Consent to Assignment and Transfer of the above-captioned Franchise and two copies of a Certification. Please execute both copies of these documents and return one fully-executed copy of each to me. The other copy is for your files.

We have interest in completing this transfer in a very short time frame and would appreciate your prompt attention to this request.

If you have any questions regarding this matter, please do not hesitate to contact the undersigned. Thank you for your cooperation in this matter.

Sincerely,

Dale D. Wagner  
Senior Vice President  
Finance and Administration

DDW:km

Enclosures

cc: System Manager  
Bruce Rifkin