

RESOLUTION NO. 97-7

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 Rifkin Acquisition Partners, L.L.P., a Colorado limited liability limited partnership ("RAP") d/b/a Bridgeport Cablevision, pursuant to Ordinance No. 81-2, adopted February 1, 1984 (as amended to the date hereof, the "Franchise");

WHEREAS, RAP desires to sell, assign and otherwise transfer certain of its assets in Bridgeport Cablevision (the effective date of such transaction being the "Closing Date"), and to assign and transfer the Franchise to Bresnan Communications Company, a Michigan limited partnership ("Bresnan") on the Closing Date; and


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

NOW, THEREFORE, in consideration of the premises:

1. The Franchising Authority hereby confirms that RAP 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 RAP to Bresnan on the Closing Date and to Bresnan's assumption of the rights and obligations of RAP under the Franchise.
3. The Franchising Authority does hereby consent to Bresnan's pledge, and grant of a security interest, to Bresnan's lenders, their successors and assigns, of, in and to the assets of Bresnan, including the Franchise and all rights of Bresnan related thereto, to secure any indebtedness of Bresnan, and to the exercise by each of the secured parties of its rights as a secured party in the event of a default by Bresnan 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 9th day of December, 1997.

TOWNSHIP OF BIRCH RUN



Harold Johnson, Supervisor

ATTEST:



Township Clerk