RESOLUTION NO. __98-6__

RESOLUTION OF THE TOWNSHIP OF BIRCH RUN
APPROVING AN ASSIGNMENT OF THE
CABLE TELEVISION FRANCHISE FROM BRESNAN COMMUNICATIONS
COMPANY LIMITED PARTNERSHIP
TO BRESNAN TELECOMMUNICATIONS COMPANY LLC

WHEREAS, Bresnan Communications Company Limited Partnership ("Franchisee") owns, operates, and maintains a cable television system ("System") in the Township of Birch Run ("Franchising Authority") pursuant to a cable television franchise (the "Franchise") and Franchisee is the current authorized holder of the Franchise; and

WHEREAS, Franchisee desires to transfer and assign the assets of the System, including all rights and obligations of Franchisee under the Franchise, to Bresnan Telecommunications Company LLC ("BTC"), subject to, among other conditions, any required approval of the Franchising Authority with respect thereto; and

WHEREAS, pursuant to the proposed transaction (the "Transaction"), Franchisee and various affiliated entities which own and operate cable television systems (the "TCI Parties") will first take certain internal restructuring steps, including contribution of certain cable system assets (including franchises), to TCI Bresnan LLC ("TCI LLC"), an entity owned by the TCI Parties. As part of the Transaction, TCI LLC will then contribute assets relating to such systems and related obligations to Bresnan Communications Company Limited Partnership ("BCC"), the parent company of BTC. As a result, the TCI Parties will hold a 50% limited partnership interest in BCC. Thereafter, BCC will transfer its cable television assets, including the Franchise, to BTC which will hold the Franchise and will own and operate the System; and

WHEREAS, Franchisee and BTC have requested consent from the Franchising Authority to transfer and assign the assets of the System, including the Franchise, to BTC in accordance with the requirements of the Franchise; and

WHEREAS, the Franchising Authority has determined that the approval of the Transaction and transfer and assignment of the Franchise from Franchisee to BTC is in the best interest of the residents of Township of Birch Run.

NOW, THEREFORE, BE IT RESOLVED BY THE TOWNSHIP OF BIRCH RUN AS FOLLOWS:

Section 1.   The Franchising Authority hereby consents to and approves the transfer and assignment of the assets of the System to BTC, including all rights and obligations under the Franchise which accrue from and after the date of the consummation of the Transaction (the "Closing Date").

Section 2.   The transfer and assignment of the Franchise to BTC and the assumption by BTC of the obligations of Franchisee under the Franchise which accrue from and after

the Closing Date shall be contingent upon and take effect only on the Closing Date.

Section 3. The Franchising Authority confirms that, as of the date of this Resolution: (a) the Franchise is valid and remains in full force and effect, subject to options in the Franchise, if any, to extend such term; (b) the Franchise represents the entire understanding of the parties and supersedes all other agreements between the parties; and (c) Franchisee is materially in compliance with the provisions of the Franchise, and there exists no known fact or circumstance which constitutes or which, with the passage of time or the giving of notice or both, would constitute a default or breach under the Franchise, or would allow the Franchising Authority to cancel or terminate the rights thereunder except upon the expiration of the full term thereof.
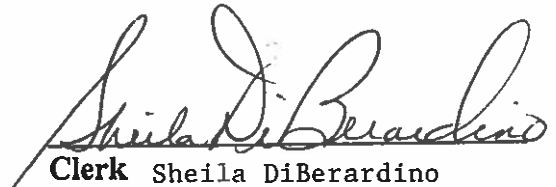
Section 4. BTC may transfer and assign the Franchise or control related thereto to any entity, directly or indirectly, owned or controlled by, controlling or under common control with BCC or BTC, upon notice to the Franchising Authority of any such transfer, the Franchising Authority hereby consents to and approves the assignment, mortgage, pledge or other encumbrance, if any, of the Franchise, System, or assets relating thereto, or the interests in the permitted holder thereof, as collateral for a loan.

Section 5. This Resolution shall be deemed effective as of the date of its passage.

PASSED, ADOPTED AND APPROVED BY TOWNSHIP OF BIRCH RUN THIS 8th **DAY OF** December , **1998.**

By: _____

         Supervisor Harold Johnson

* * * * * * * * * *

The undersigned, being the duly appointed, qualified, and acting Clerk of the Township of Birch Run, hereby certifies that the foregoing Resolution No. 98-6 is a true, correct, and accurate copy of Resolution No. 98-6 duly and lawfully passed and adopted by the Township of Birch Run on the 8th day of December , 1998.

         Clerk Sheila DiBerardino

0424848.01

2.

AGREEMENT

1. The Township of Birch Run (the "Township") granted Rifkin Acquisition Partners, L.L.L.P., ("Rifkin") a cable television franchise pursuant to Ordinance No. 81-2 of the Township of Birch Run Code of Ordinance which expires on February 1, 1999 (the "Franchise"). The Township approved the Transfer of the Franchise to Bresnan Communications Company ("Bresnan") on or about December 9, 1997. The Township agrees to extend Bresnan's existing Franchise so that it shall expire on February 1, 2001. Bresnan and the Township agree that neither party shall be deemed to have waived any of its rights under Section 626 of the Federal Cable Act (47 U.S.C. 546) as a result of agreeing to extend the Franchise.

2. The parties agreed to negotiate in good faith and to use their best efforts to conclude negotiations of the Franchise renewal promptly and in no event later than be February 1, 2001.

3. The execution, delivery and performance of this Agreement by Bresnan and the Township has been duly authorized by all necessary action.

This Agreement has been signed by the duly authorized undersigned representatives of Bresnan and the Township, respectively, and constitutes the legal valid and binding obligation of Bresnan and its successors and assigns and the Township, enforceable in accordance with its terms.

Dated: ___December_____ Bresnan Communications Company

By: _____

Dated: _December 15, 1998_ Township of Birch Run

By: _Harold John_____
Supervisor Harold Johnson