

No. 1-97

**A Resolution Regarding
Cable TV Franchise
Transfer**

R E S O L U T I O N

WHEREAS, American Cable TV Investors 5, Ltd. (Seller), is the duly authorized holder of a franchise to own and operate a cable television system in Leonardtown, Maryland (as amended, the "Franchise"); and

WHEREAS, Seller and Gans Multimedia Partnership (Buyer) have entered into an Asset Purchase Agreement dated November 27, 1996, (the Agreement) pursuant to which Seller has agreed to transfer and convey the cable television system and related assets serving St. Mary's County, Maryland and surrounding areas (the System) to Buyer (or an affiliate), including all right, title and interest of Seller in the Franchise to the Buyer; and

WHEREAS, the transfer of the Franchise and the System to Buyer are deemed to be in the best interests of Leonardtown, Maryland.

NOW, THEREFORE, BE IT RESOLVED, on this 10th day of February, 1997, by the Town Council of Leonardtown, Maryland, as follows:

Section 1. The Town Council of Leonardtown (the Franchise Authority) hereby consents to and approves the assignment by Seller of its rights, title and interest in the Franchise and the System to Buyer and assumption by Buyer of the obligations of Seller under the Franchise, subject to applicable law, which accrue from and after the date of closing of the purchase of the System by Buyer.

Section 2. Buyer may transfer the Franchise or control related thereto to any entity controlling, controlled by or under common control of the Buyer.

Section 3. The Franchise Authority hereby acknowledges the sufficiency of the notices provided by the Seller and Buyer regarding the transfer of the Franchise and assets of the System to the Buyer.

Section 4. The Franchise Authority confirms that (a) the Franchise was properly granted, (b) the Franchise is currently in full force and effect and will expire on May 31, 2012, subject to options in the Franchise, if any, to extend such term, (c) the Franchise represents the entire understanding of the parties, and (d) Seller is materially in compliance with the provisions of the Franchise and there exists no fact or circumstance known to the Franchise Authority which constitutes or which, with the passage of time or


the giving of notice, or both, would constitute a material default or breach.


Section 5. This Resolution shall not become effective until Buyer purchases the System from Seller and assumes the obligations of Seller under the Franchise.

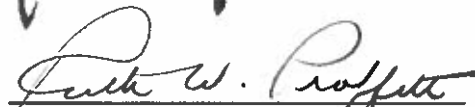
Section 6. This Resolution shall have the force of a continuing agreement with Buyer, and the Franchise Authority shall not amend or otherwise alter this Resolution without consent of the Buyer.

PASSED, ADOPTED AND APPROVED by the Town Council of Leonardtown, Maryland, this 10th day of February, 1997.

ATTEST:



Robert O. Guyther
Town Administrator


J. Harry Norris III, Mayor


Ruth W. Proffitt, Vice-President


Bernard Y. Delahay, Councilman


Susan H. Erichsen, Councilwoman


Daniel W. Muchow, Councilman


Walter Wise, Councilman