

RESOLUTION NO. 98-6

A RESOLUTION GRANTING THE CONSENT OF THE  
TOWN OF EVA - EVA, ALABAMA  
TO THE TRANSFER OF CONTROL/CONSENT TO  
ASSIGNMENT OF THE NON-EXCLUSIVE CABLE  
TELEVISION FRANCHISE FROM (TRANSFEROR-SELLER)  
TO (TRANSFeree-BUYER)

WHEREAS, the TOWN OF EVA, EVA, ALABAMA ("Grantor") granted to [TRANSFEROR-SELLER] ("Grantee"), a franchise as set forth in Ordinance No. 3-(1), dated 2/19 1991; as amended by Ordinance No. 3-(2) dated 12/6 1994, and Assignment-Transfer dated Sept. 10, 1996 to own and operate a cable television system in [LFA] (the "Franchise");

WHEREAS, on July 29, 1998 Grantee entered into a Purchase Agreement (the "Agreement") with Paul G. Allen ("Applicant" or "Transferee");

WHEREAS, the Agreement provides for the sale of stock, the transfer of control and the restructuring of Grantee;

WHEREAS, Grantee filed an FCC Form 394 Application for Franchise Authority Consent to Assignment or Transfer of Control of Cable Television Franchise with Grantor on or about AUGUST 1998.

WHEREAS, Grantor has duly conducted a thorough review and investigation into the legal, technical and financial qualifications of Applicant and Transferee to own and operate the cable television system in light of the above-referenced FCC Form 394; and

WHEREAS, all written comments and staff reports have been received, and made a part of the record; and

WHEREAS, following review and investigation, the Grantor has concluded that the Transferee has established that it meets the legal, technical and financial criteria to operate the cable television system and has satisfied all criteria set forth in and/or under all applicable or required (LFA) and federal documents, laws, rules and regulations, including FCC Form 394.

NOW, THEREFORE, BE IT RESOLVED, that in consideration of the foregoing and the promises set forth herein, the Grantor agrees to the following:

1. Grantor consents to the restructuring of Grantee and the transfer of control/consent to assignment of franchise of the cable system serving Grantor effective upon the closing of the transactions contemplated by the Agreement;

2. Grantor further consents to the change of name or corporate designation attendant with the restructuring of Grantee, if any, as set forth within the FCC Form 394;

3. Grantor confirms that (a) the Franchise is valid and outstanding and in full force and effect; (b) there have been no amendments or modifications to the Franchise, except as set forth herein; (c) Grantee is materially in compliance with the provisions of the Franchise; and (d) there are no defaults under the Franchise, or events which, with the giving of notice or passage of time or both, could constitute events of default thereunder.

3. Upon acceptance of this Resolution and the Franchise, by signing below Transferee may (a) assign or transfer its assets, including the Franchise provided however, that such assignment or transfer is to a parent or subsidiary of Transferee or another entity under direct or indirect control of Paul Allen; (b) restructure debt or change the ownership interests among existing equity participants in Transferee, and/or its

affiliates; (c) pledge or grant a security interest to any lender(s) of Transferee's assets, including but not limited to the Franchise, or of interests in Transferee, for purposes of securing an indebtedness, without obtaining prior consent of Grantor; (d) sell capital stock of Transferee, or any of Transferee's affiliated companies, in a transaction commonly known as an "initial public offering" provided that: Transferee represents in writing to Grantor that such transaction will have no foreseeable effect on the agreement between Grantee and Transferee relating to the management and operation of the cable system in the franchise service area.

4. This Resolution shall take effect immediately.

Duly adopted this 13<sup>th</sup> day of Oct 1998, by the Grantor.

BY:

  
Administrator

ATTEST:

BY:

  
Eva Town Clerk

(TOWN SEAL)

WE CONSENT TO AND ACCEPT THE TERMS AND CONDITIONS OF THIS RESOLUTION.

DATE OF ACCEPTANCE:

2/11/99

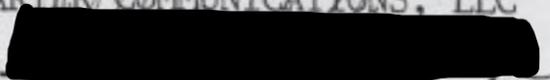
ATTEST:

By: 

(TRANSFEREE)

CHARTER COMMUNICATIONS, LLC

BY:

  
M. Celeste Vossmeier  
Vice President-Government Relations