

RESOLUTION NO. 91-3-A

RESOLUTION APPROVING CHANGE OF MANAGEMENT
OF CABLE TELEVISION FRANCHISE GRANTED PURSUANT
TO RESOLUTION NO. 4-81 DATED APRIL 6, 1981,
AND ORDINANCE NO. 10 DATED APRIL 12, 1982

WHEREAS, the Town Board of the Town of Farmington, Wisconsin (the "Town"), granted a franchise to construct, own, operate and maintain a cable television system within the Town of Farmington (the "System") pursuant to Resolution No. 4-81 dated April 6, 1981 and Ordinance No. 10 dated April 12, 1982 (collectively, the "Franchise") to Total TV of Waupaca, Inc.; and

WHEREAS, by Resolution dated March 5, 1984, the Town consented to the transfer of the Franchise to Cable TV Joint Fund 11, a Colorado joint venture, and the Franchise was so transferred; and

WHEREAS, pursuant to Resolution No. 89-12-1 adopted December 18, 1989, the Town consented to the transfer of the Franchise to Jones Crown Partners, a Colorado general partnership ("Jones Crown"), and the Franchise was subsequently transferred to Jones Crown such that Jones Crown is the current and valid holder of the Franchise; and

WHEREAS, the sole general partners of Jones Crown are Jones of Wisconsin, Inc., a Colorado corporation ("Jones-Wisconsin"), which has a 20% interest in Jones Crown and is the managing general partner of Jones Crown and the manager of the System, and Crown Cable Wisconsin, Inc., a Wyoming corporation ("Crown-Wisconsin"), which has an 80% interest in Jones Crown; and

WHEREAS, Jones-Wisconsin and Crown-Wisconsin have entered into certain agreements, the effect of which will be to retire and terminate the interest of Jones-Wisconsin in Jones Crown, and Jones-Wisconsin will no longer manage the Franchise and System; and

WHEREAS, Jones Crown has requested pursuant to Section 1.04 of Ordinance No. 10 that the Town Board of the Town of Farmington approve the change of management of the Franchise to Crown-Wisconsin;

NOW, THEREFORE, BE IT HEREBY RESOLVED BY THE TOWN BOARD OF THE TOWN OF FARMINGTON, WISCONSIN, THAT:

1. The Town does hereby consent to the change of management of the Franchise to Crown-Wisconsin.

2. The foregoing consent to the change of management of the Franchise to Crown-Wisconsin shall be effective upon the closing of the transaction described herein. Notice of such closing date shall be given to the Town.

3. The Town hereby affirms that the Franchise is currently valid and in full force and effect, and to the knowledge of the Town, no default exists thereunder. Subject to compliance with the terms of this Resolution, all action necessary to approve the change of management of the Franchise to Crown-Wisconsin has been duly and validly taken.

PASSED AND ADOPTED by the Town Board of the Town of Farmington, Wisconsin on the 16 day of September, 1991.

Don Fabricius
Chairman

ATTEST:

Ruth Ann Olinger
Clerk