

RESOLUTION NO. \_\_\_\_\_

RESOLUTION APPROVING THE TRANSFER OF  
THE CABLE TELEVISION FRANCHISE HELD BY  
CABLE TV JOINT FUND 11 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 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 April 2, 1984, the Town consented to the transfer of the Franchise to Cable TV Joint Fund 11, a Colorado joint venture (the "Partnership"), and the Franchise was subsequently transferred to the Partnership such that the Partnership is the current and valid holder of the Franchise; and

WHEREAS, the Partnership has requested pursuant to Section 1.04 of the Franchise that the Town Board of the Town of Farmington approve the transfer of the Franchise to Jones Crown Partners, a Colorado general partnership ("Jones Crown Partners"), and any subsequent transfer by Jones Crown Partners to any affiliate of Jones Intercable, Inc. ("Jones"), including any limited partnership or partnerships of which Jones or any affiliate of Jones is a general partner, or any joint venture or general partnership or partnerships of which Jones, any affiliate of Jones, or any such limited partnership or partnerships is a constituent partner (any such entity being hereinafter referred to as an "Affiliate of Jones"); and

WHEREAS, Jones Crown Partners or any Affiliate of Jones then holding the Franchise may from time to time desire to grant a security interest in its assets, including the Franchise, to an institutional lender or lenders as security for its obligations to such lender or lenders; and

WHEREAS, Jones Crown Partners or any Affiliate of Jones then holding the Franchise has agreed to be bound by the terms, provisions and conditions of the Franchise.

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 assignment and transfer of the Franchise from the Partnership to Jones Crown Partners, and to any subsequent transfers between Jones Crown Partners and any Affiliate of Jones.

2. The Town does hereby consent to the grant from time to time by Jones Crown Partners or any Affiliate of Jones who may hold the Franchise of a security interest in all of its rights, powers and privileges under the Franchise and all of its other assets to such lending institution or institutions as may be designated by Jones Crown Partners or any Affiliate of Jones, which lending institution or institutions shall have all of the rights and remedies of a secured party under the applicable Uniform Commercial Code.

3. The foregoing consent to the transfer and assignment of the Franchise from the Partnership to Jones Crown Partners shall be effective upon the closing of the sale of the assets of the Partnership to Jones Crown Partners. Notice of such closing date shall be given to the Town. Any subsequent transfer of the Franchise between Jones Crown Partners and any Affiliate of Jones shall be effective upon written notice being given to the Town by the entity then holding the Franchise.

4. 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 transfer of the Franchise to Jones Crown Partners has been duly and validly taken.

PASSED AND ADOPTED by the Town Board of the Town of Farmington, Wisconsin on the 18<sup>th</sup> day of DECEMBER, 1989.

Adam Wenckers  
CHAIRMAN ~~President~~

ATTEST:

Cheryl Bushwick  
Clerk

(492/KAL)