

Resolution No. 86-72

WHEREAS, the Board of County Commissioners of Nassau County, Florida, did by Ordinance No. 75-46, adopted October 28, 1975, give and grant to Fernandina Cable Television Company, a Florida corporation, "Fernandina Cable", or its predecessor in interest, the right and privilege to install and operate a community antenna television system ("CATV System") within the corporate limits of the County of Nassau County, Florida; and

WHEREAS, Fernandina Cable has entered into an Agreement for the Sale of Assets and Transfer of franchises, dated as of July 29, 1986, with Rifkin Cable Income Partners L.P., a Delaware limited partnership ("Rifkin Cable"), which provides, among other things, for the sale of substantially all of its assets and properties, including its CATV System in Nassau County, Florida, and its rights under the franchise, contingent upon the approval by the County of Nassau County, Florida, of the transfer of the franchise; and

WHEREAS, Rifkin Cable might finance the acquisition of assets from Fernandina Cable in part by a senior loan from a national banking association which might be secured by a first lien on all of Rifkin Cable's assets and one or more subordinated loans from national banking associations, insurance companies or venture capital companies which may be secured by a junior lien or liens on all of Rifkin Cable's assets; and

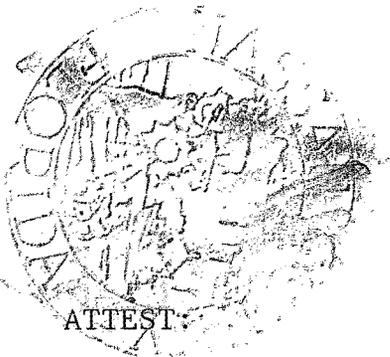
WHEREAS, Ordinance No. 75-46 as amended from time to time together with the benefits, rights and privileges, and all the duties, obligations and responsibilities and other terms and conditions provided for in said Ordinance No. 75-46, as so amended, being hereinafter referred to as the "Franchise"; and

WHEREAS, the terms and conditions of the Franchise, specifically Section 23 thereof, require that the sale or transfer may not be consummated without the prior approval of the County of Nassau County Florida;

NOW, THEREFORE, BE IT RESOLVED by the County of Nassau County, Florida, acting by and through its duly constituted County Commission meeting in regularly called session on September 23, 1986, that all benefits, rights and privileges, together with all the duties, obligations and responsibilities, provided for in the Franchise, may be assigned, sold, transferred, and conveyed by Fernandina Cable to Rifkin Cable Income Partners

L.P., a Delaware limited partnership whose general partner is controlled by Monroe M. Rifkin or another limited partnership whose general partner is controlled by Monroe M. Rifkin (the "Transferee"); that the mortgage, encumbrance and pledge of Transferee's assets to its senior and subordinated lenders is hereby approved; that the County of Nassau County, Florida hereby confirms that Fernandina Cable is grantee of the Franchise and that the franchise was validly issued and is in full force and effect; and that the appropriate officials of the County of Nassau County, Florida, be, and they hereby are, authorized to execute and deliver on behalf of the County of Nassau County, Florida, a consent to the effect set forth in this resolution.

ADOPTED AND APPROVED this 23rd day of September, 1986.


James E. Istone

Its: Chairman

ATTEST:



Ex - Officio Clerk

CONSENT

Pursuant to Ordinance No. 75-46 , adopted on October 28, 1975, the undersigned, County of Nassau County, Florida hereby consents to the assignment, sale, transfer and conveyance by Fernandina Cable ("the "Transferor") to Rifkin Cable Income Partners L.P., a Delaware limited partnership whose general partner is controlled by Monroe M. Rifkin or another limited partnership whose general partner is controlled by Monroe M. Rifkin ("the Transferee") of that Franchise granted by the undersigned to Fernandina Cable, a Florida corporation pursuant to Ordinance No. 75-46, adopted October 28, 1975 (as heretofore amended, the "Franchise") and further consents to the mortgage, pledge and encumbrance of Transferee's assets to its senior and subordinated lenders.

The undersigned hereby confirms that the Transferor is the grantee named in the Franchise, and that the Franchise was validly issued and is in full force and effect.

DATED: September 23, , 1986.

James E. Johnson

**FERNANDINA
CABLE
television co.**

BOARD MEETING

DATE: 9/23

ACTION: 10

INFO: _____

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September 10, 1986

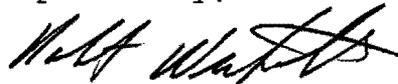
Board of County Commissioners
P. O. Drawer 1010
Fernandina Beach, FL 32034

Dear Commission Members:

Herewithin is requested permission to appear before the Nassau County Board of County Commissioners on September 23, 1986. This appearance is for the purpose of presenting to the Commission changes in the ownership and financial structure of Fernandina Cable Television Company. As per Section 23 of Ordinance 75-46, a Resolution to the effect of said changes in the ownership and financial structure of Fernandina Cable Television Company is attached for final approval by the County Commissioners.

This change in form of ownership from a corporation to a limited partnership will not result in changes in the present management, personnel or operations of Fernandina Cable Television Company. Mr. Monroe Rifkin and Rifkin & Associates are the continuing controlling parties of Fernandina Cable Television Company.

Respectfully,



Robert Westerfield
General Manager

Encl.