

RESOLUTION NO. 94-174

CONSENT TO ASSIGNMENT AND TRANSFER

OF

CATV FRANCHISE

WHEREAS, the Board of County Commissioners of Nassau County, Florida (the "Franchising Authority") granted a cable television franchise to Fernandina Cable Television Company pursuant to Ordinance No. 75-46, adopted October 28, 1975 (as amended to the date hereof, the "Franchise");

WHEREAS, the Franchising Authority consented to the transfer of the Franchise to Rifkin Cable Income Partners, L.P., a Delaware limited partnership ("Seller") pursuant to Resolution No. 86-72 adopted September 23, 1986;

WHEREAS, Seller desires to sell, assign and otherwise transfer substantially all of its assets (the effective date of such transaction being the "Closing Date"), and to assign and transfer the Franchise to Continental Cablevision of Jacksonville, Inc., a Florida corporation (the "Buyer") on the Closing Date; and

WHEREAS, the Franchising Authority is willing to consent to the transaction referred to in the preceding paragraph;

NOW, THEREFORE, in consideration of the premises:

1. The Franchising Authority hereby confirms that the Seller is in substantial compliance with all obligations under the Franchise and that the Franchise was validly issued and is in full force and effect.

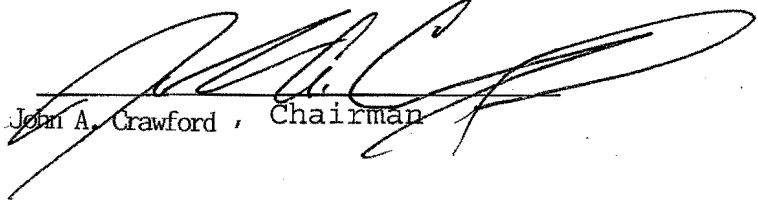
2. The Franchising Authority hereby consents to the assignment and transfer of the Franchise by Seller to Buyer on the Closing Date and to Buyer's assumption of the rights of Seller under the Franchise and, to the extent they arise out of events and are attributable to the period from and after the Closing Date, Seller's obligations under the Franchise.

3. The Franchising Authority does hereby consent to Buyer's pledge, and grant of a security interest, to Buyer's lenders, their successors and assigns, of, in, and to the assets of Buyer, including the Franchise and all rights of Buyer related thereto, to secure any indebtedness of Buyer, and to the exercise by each of the secured parties of its rights as a secured party in the event of a default by Buyer in the payment or the performance of any of its indebtedness or obligations secured thereby; provided, however, that nothing herein shall constitute a waiver of


any right of Franchising Authority to approve any other transfer or assignment of the Franchise.

ADOPTED AND APPROVED this 12th day of September, 1994.


BOARD OF COUNTY COMMISSIONERS  
NASSAU COUNTY, FLORIDA

  
John A. Crawford, Chairman

ATTEST:

  
T. J. Greeson  
Ex-Officio Clerk

Approved as to form by the  
Nassau County Attorney

  
Michael S. Mullin

CERTIFICATE

I, the duly elected Clerk of Circuit Court of Nassau County, Florida (the "Franchising Authority") DO HEREBY CERTIFY that:


(a) The Franchising Authority granted a cable television franchise (as amended to the date hereof, the "Franchise") to Rifkin Cable Income Partners, L.P. (the "Seller") and consented to the assignment of the Franchise from Seller to Continental Cablevision of Jacksonville, Inc. (the "Buyer") effective as of the closing date of the transfer of Seller's assets to Buyer (the "Closing Date") pursuant to Resolution No. 94-174 adopted ~~September~~ 12, 1994 (the "Resolution").

(b) All approvals or authorizations or other action by the Franchising Authority that are required in connection with the transfer of the Franchise have been taken by the Franchising Authority and such approvals and authorizations are in full force and effect and the Buyer shall have all rights of Seller under the Franchise as of the Closing Date.

(c) The Franchising Authority has duly held all meetings and followed all required procedures, rules and regulations in adopting the Resolution, including, but not limited to, public notices by publication or otherwise, number of readings, etc. and the Franchising Authority's consent to the transfer of the Franchise to the Buyer is properly reflected by the adoption of the Resolution.

(d) The Resolution has become final and effective in accordance with all applicable laws, rules, and regulations, no longer subject to any statutory, administrative, or other waiting, appeal, reconsideration, publication, or similar period.

WITNESS my hand this 12th day of September, 1994.

  
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Print Name: T. J. Greeson  
Title: Ex-Officio Clerk