

RESOLUTION NO. 96-121

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF NASSAU COUNTY, FLORIDA, APPROVING THE MERGER BETWEEN CONTINENTAL CABLEVISION, INC., AND U S WEST, INC.

WHEREAS, Continental Cablevision, Inc., is the duly authorized holder of a franchise (as amended to date, the "Franchisee") authorizing the operation and maintenance of a cable television system and authorizing Franchisee to serve Nassau County, Florida ("Franchise Authority"); and

WHEREAS, Franchisee is a subsidiary of U S WEST, Inc., which in turn is a subsidiary of Continental Cablevision, Inc., ("Continental"); and

WHEREAS, Continental and U S WEST, Inc. ("U S WEST") have entered into an Agreement and Plan of Merger dated as of February 27, 1996 (the "Agreement"), subject to, among other considerations, any required approval of the Franchise Authority with respect thereto; and

WHEREAS, in connection with the merger (the "Merger") contemplated by the Agreement, the parent company Continental will merge with U S WEST or with a wholly-owned subsidiary of U S WEST; and

WHEREAS, Franchisee will remain in place and continue to hold the Franchise; and

WHEREAS, U S WEST may thereafter assign or transfer the control related to Continental to an entity controlling, controlled

by or under common control with U S WEST; and

WHEREAS, to the extent the Franchise requires, Continental and U S WEST now seek approval of the transfer of control from Continental to U S WEST; and

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF NASSAU COUNTY, FLORIDA, as follows:


SECTION 1. To the extent that the consent of the Franchise Authority is required by the terms of the Franchise and applicable law, the Franchise Authority hereby consents to the transfer of control of the Franchise, which is currently in full force and effect with no known outstanding defaults or breaches thereunder.

SECTION 2. U S WEST may thereafter assign or transfer the Franchise or control related thereto to an entity controlling, controlled by or under common control with U S WEST upon notice to the Franchise Authority.

SECTION 3. This Resolution shall have the force of a continuing agreement between Franchisee and the Franchise Authority, and the Franchise Authority shall not amend or otherwise alter this Resolution without the consent of Franchisee and U S WEST.

ADOPTED this 10th day of June, 1996.

BOARD OF COUNTY COMMISSIONERS
NASSAU COUNTY, FLORIDA



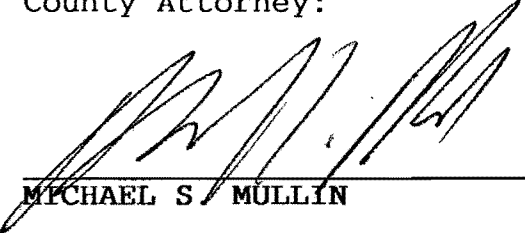
JIM B. HIGGINBOTHAM
Its Chairman

Attest:



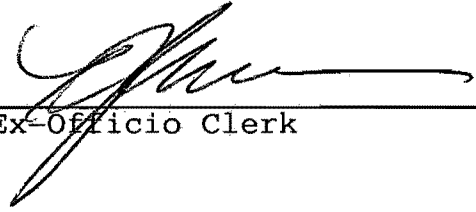
T. J. GREESON
Its: Ex-Officio Clerk

Approved as to form by the Nassau
County Attorney:



MICHAEL S. MULLIN

I, the undersigned, being duly appointed, qualified and acting Clerk of the County of Nassau, hereby certify that the foregoing Resolution No. 96-121 is a true, correct and accurate copy as duly and lawfully passed and adopted by the governing body of the Board of County Commissioners of Nassau County, Florida on the 10th day of June, 1996.



Ex-Officio Clerk