

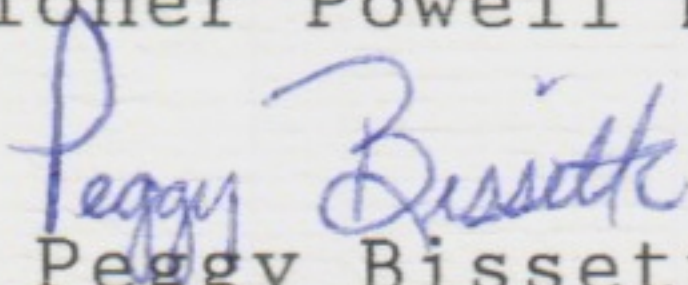
August 26, 1996

The Middlesex Governing Body met in Special Called Session on August 26, 1996 at 4:30 p.m. in the Conference Room of the Town Hall. Members present were Mayor Bobby Bissette, Commissioners Naomi Powell, Jimmy Meacombs, Isaac Lewis, and Bascoe Lewis. Commissioner Hough was absent.

The purpose of the meeting was to hold the second reading on the adoption of the transfer of the Cable Transfer from Triax Company to FrontierVision.

The clerk presented the Resolution and Commissioner Bascoe Lewis moved to adopt the Resolution and approve the transfer, his motion was seconded by Commissioner Jimmy Meacombs, and carried unanimously. The Resolution will be attached to these Minutes as insert # 812b.

Being no further business, Commissioner Powell moved to adjourn.

  
Peggy Bissette  
Town Clerk

Mayor Bobby R. Bissette  
Commissioners  
Jimmy Meacombs  
Naomi Powell  
Isaac Lewis  
Bascoe Lewis



**FRANCHISE TRANSFER CONSENT RESOLUTION**

ORDINANCE NO \_\_\_\_\_

A RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE TOWN OF MIDDLESEX, NORTH CAROLINA CONSENTING TO THE SALE AND ASSIGNMENT OF ASSETS, INCLUDING THE CABLE TELEVISION FRANCHISE, FROM TRIAX SOUTHEAST ASSOCIATES, L.P. TO FRONTIERVISION OPERATING PARTNERS, L.P.

WHEREAS, on November 1, 1993, the Board of Commissioners of the Town of Middlesex ("Grantor") granted to Triax Southeast Associates, L.P. ("Seller") a franchise as set forth in the Ordinance Granting a Non-Exclusive Franchise to Triax Southeast Associates, L.P. to Construct, Maintain and Operate a Cable System, and Providing For the Regulation of the Franchise and Activities Undertaken Thereunder dated November 1, 1993; Notice of Closing dated December 15, 1993; and Acceptance of Franchise dated December 15, 1993, to own and operate a cable television system in the Town of Middlesex, North Carolina (the "Franchise").

WHEREAS, FrontierVision Operating Partners, L.P., a Delaware limited partnership ("Buyer") has entered into an Asset Purchase Agreement with Seller (the "Agreement"), whereby Buyer will purchase and acquire from Seller the Franchise and Seller's real and personal property (the "CATV System") used or held for use in connection with the Franchise;

WHEREAS, Buyer and Seller wish to obtain the consent of Grantor to the transfer of the Franchise and the CATV System.

NOW, THEREFORE, for and in consideration of the foregoing and the promises set forth herein, the Grantor agrees as follows:

1. Grantor consents to the transfer of the Franchise and the CATV System from Seller to Buyer, effective upon the closing of the transactions contemplated by the Agreement.

2. Grantor confirms that (a) the Franchise was properly granted; (b) there have been no amendments or modifications to the Franchise, except as set forth herein; (c) Seller is materially in compliance with the provisions of the Franchise; (d) there are no defaults under the Franchise, or events which, with the giving of notice or passage of time or both, could constitute events of default thereunder; and (d) the Franchise remains in full force and effect in accordance with its terms.

3. Buyer acknowledges that it will not assign or transfer the Franchise to any person or entity without first notifying the Grantor and obtaining the consent of the Grantor, such consent not to be unreasonably withheld. For purposes of this paragraph, an "assignment" or "transfer" shall not be deemed to include the following types of transactions and activities:



- (a) The assignment and transfer of the Franchise and/or the CATV System to any person or entity which is affiliated with Buyer (an "Affiliate") by virtue of direct, indirect and/or common control or ownership;
- (b) The assignment, pledge or grant of a security interest to any lender(s) of all of the Buyer's or an Affiliate's respective rights, title and interest in and to the Franchise and/or the CATV System as collateral for loans. Said Lender(s) shall have the rights of a secured creditor with respect thereto under the Uniform Commercial Code of the State of North Carolina; and
- (c) A change in the ownership or control of Buyer.

4. Upon closing of the transactions contemplated by the Agreement, Buyer shall notify the Grantor and shall file an acceptance of the Franchise, whereby Buyer agrees to be bound by and to perform the terms and provisions of the Franchise.

Adopted this 5 day of August, 1996.

Adopted this 26 day of August, 1996.

TOWN OF MIDDLESEX, NORTH CAROLINA

By: Bobby R. Bissett  
Mayor