

RESOLUTION NO. #05-01-03

RESOLUTION OF THE CITY OF RED BAY
APPROVING TRANSFER OF FRANCHISE

WHEREAS, the City of Red Bay (the "City") previously passed and adopted Ordinance #90-12-3 (the "Franchise"), dated January 1, 1991, which Franchise granted to Heritage Cablevision, Inc, its successors and assigns, the right to erect, own, operate and maintain a community antenna television system in Red Bay, Alabama; and

WHEREAS, Galaxy Cable Inc., d/b/a Galaxy Cablevision, ("Galaxy"), having previously been assigned the Franchise by Mississippi Cablevision, Inc, is currently operating the cable system in Red Bay pursuant to the Franchise; and

WHEREAS, Galaxy and Vista III Media, L.L.C. ("Vista") have entered into that Asset Purchase Agreement (the "Agreement") whereby Vista is acquiring all or substantially all of Galaxy's assets used in the operation of its cable system in Red Bay; and

WHEREAS, pursuant to the Agreement, on the closing date, Galaxy will transfer and assign the Franchise to Vista, and Vista will assume all obligations arising from the Franchise after the closing date; and

WHEREAS, Galaxy has requested in writing that the City consent to the transfer of the Franchise to Vista; and

WHEREAS, Vista has requested that the City approve a ten (10) year extension of the Franchise from the date of the closing of the sale between Galaxy and Vista,

NOW, THEREFORE, BE IT RESOLVED BY THE CITY OF RED BAY AS FOLLOWS:

That subject to Galaxy and Vista closing the underlying sale of Galaxy's cable system in Red Bay, the City hereby consents to the assignment, transfer and (10) year extension from the date of the closing of the Franchise from Galaxy to Vista. The City further consents to Vista's collateral assignment of, or grant of a security interest in, the Franchise to Vista's lenders to secure indebtedness or other obligations that may be incurred by Vista with respect to the cable television system. Nothing in this Resolution constitutes any waiver of any rights by the City to approve any subsequent transfer, assignment or sale of the Franchise.

PASSED, ADOPTED AND APPROVED this 3rd day of January, 2005.

By: Jerry D. Puka
Title: Mayor

Attest:
Vinda B. Golcomb
Finance Officer/Auditor
City Clerk

I, the undersigned, being the duly appointed, qualified and acting Finance Officer/Auditor of the City of Red Bay, hereby certify that the foregoing Resolution No. 05-01-03 is a true, correct and accurate copy as duly and lawfully passed and adopted by the governing body of the City on the 3rd day of January, 2005.



City Finance Officer/Auditor