

RESOLUTION NO. 07-11-05

RESOLUTION APPROVING THE ASSIGNMENT OF THE CABLE TELEVISION FRANCHISE

WHEREAS, Vista III Media, LLC (“Franchisee”) owns, operates, and maintains a cable television system (“System”) serving the City of Red Bay, AL pursuant to a franchise ordinance number 90-12-3 effective January 1, 1991 (the “Franchise”) between Franchisee and the City of Red Bay, AL (the “Franchise Authority”), and Franchisee is the duly authorized holder of the Franchise; and

WHEREAS, Franchisee entered into an Asset Purchase Agreement dated October 26, 2007 (the “Agreement”) with MetroCast Communications of Mississippi, LLC (“MetroCast”) in which, among other things, the Franchisee proposed to sell and assign to MetroCast certain of the assets, including the Franchise, used by Franchisee in the operation of the System (the “Transaction”); and

WHEREAS, Franchisee and MetroCast requested the consent of the Franchise Authority for the assignment of the Franchise to MetroCast in accordance with the requirements of the Franchise and applicable law; and

WHEREAS, the Franchise Authority has reviewed the legal, financial and technical qualifications of MetroCast, followed all required procedures to consider and act upon this matter, and considered the comments of all interested parties; and

WHEREAS, the Franchise Authority believes it is in the interest of the community to approve the assignment of the Franchise to MetroCast.

NOW THEREFORE BE IT RESOLVED BY THE FRANCHISE AUTHORITY AS FOLLOWS:

SECTION 1. The Franchise Authority hereby approves and consents to the assignment of the Franchise to MetroCast, all in accordance with the terms of the Franchise and applicable law.

SECTION 2. The Franchise Authority confirms that the Franchise was properly granted or assigned to Franchisee and is in full force and effect and that to the knowledge of the Franchising Authority (a) the Franchisee is in material compliance with the provisions of the Franchise, and (b) there exists no fact or circumstance known to the Franchise Authority which constitutes or which, with the passage of time or the giving of notice or both, would constitute a material default or breach under the Franchise or would allow the Franchise Authority to cancel or terminate the rights of Franchisee thereunder.

SECTION 3. The Franchise Authority hereby consents to and approves the pledge or grant of a security interest to any lender(s) in MetroCast’s assets, including, but not limited to, the Franchise, or of interests in MetroCast, for purposes of securing any indebtedness.

SECTION 4. The Franchise Authority's approval of the Application and its consent to the assignment of the Franchise to MetroCast shall be effective immediately, and MetroCast shall notify the Franchise Authority of the date of the assignment of the Franchise to MetroCast and the closing of the Transaction with respect to the Franchise and System (the "Closing Date").

SECTION 5. The Franchise Authority releases Franchisee, effective upon the Closing Date, from all obligations and liabilities under the Franchise that accrue on and after the Closing Date; and MetroCast shall be responsible for any obligations and liabilities under the Franchise that accrue on and after the Closing Date.

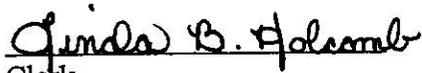
SECTION 6. This Resolution shall have the force of a continuing agreement with Franchisee and MetroCast, and the Franchising Authority shall not revoke, amend or otherwise alter this Resolution without the consent of the Franchisee and MetroCast.

PASSED, ADOPTED AND APPROVED this 3rd day of December, 2007.

CITY OF RED BAY, AL

By: 
Name: Jeff Reid
Title: Mayor

ATTEST:


Clerk

I, the undersigned, being the duly appointed, qualified and acting Clerk of the City of Red Bay, AL, hereby certify that the foregoing Resolution No. 07-11-05 is a true, correct and accurate copy as duly and lawfully passed and adopted by the governing body of the City of Red Bay, AL on the 3rd day of December, 2007.


Clerk