

TOWN OF OPHIR
RESOLUTION DATED OCTOBER 18, 1994

RESOLUTION CONSENTING TO THE CHANGE OF CONTROL OF THE OWNERSHIP OF THE GRANTEE OF THE FRANCHISE GRANTED TO SOUTHEAST COLORADO CABLE, INC. TO OPERATE A CABLE TELEVISION SYSTEM IN THE TOWN OF OPHIR, STATE OF COLORADO.

WHEREAS, Southwest Colorado Cable, Inc. ("Cablevision") is the Grantee of the Franchise to operate a cable television system serving the Town of Ophir, Colorado, pursuant to Ordinance No. 713, dated December 21, 1989; and

WHEREAS, Cablevision proposes to engage in a transaction in which an affiliate of Century Communications Corp. ("Century") will purchase from its shareholders all of its outstanding stock, after which a controlling interest in the shares of stock of Cablevision will be held, directly or indirectly, by Century; and

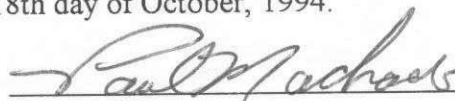
WHEREAS, the Town of Ophir has been asked to consent to the change of control of the Grantee of the Franchise;

NOW, THEREFORE, to the extent that approval is required under Ordinance No. 713, dated December 21, 1989, for the change of control of the Grantee of the Franchise, such change of control is hereby consented to and approved as provided herein.

PROVIDED, HOWEVER, that within 30 days following the close of the above described change of control, that the Grantee files a written acceptance with the municipality of all the terms and conditions of Ordinance No. 713, dated December 21, 1989, and agrees to abide by each and every condition of such ordinance, subject to federal, state, and local law.

By majority vote of the Town Council this Resolution is hereby,

Adopted this 18th day of October, 1994.


Town Manager