

RESOLUTION NO. 2000-4

RESOLUTION OF THE MAYOR AND THE COUNCIL OF THE CITY OF ST. ANTHONY, IDAHO, APPROVING THE TRANSFER OF THE CABLE TELEVISION FRANCHISE

WHEREAS, Upper Valley Telecable Company, Inc. ("Upper Valley") owns, operates and maintains a cable television system (the "System") in the City of St. Anthony, Idaho (the "Franchise Authority"), pursuant to a cable franchise (the "Franchise"), and Upper Valley is the duly authorized holder of the Franchise;

WHEREAS, Upper Valley, various affiliates of AT&T Corp. and Cable One, Inc. ("Cable One") are parties to an Asset Exchange Agreement dated as of August 3, 2000 (the "Exchange Agreement"), that provides for the transfer of the System and the Franchise from Upper Valley to Cable One (the "Transfer") at the closing of the transaction contemplated by the Exchange Agreement (the "Closing"); and

WHEREAS, Upper Valley and Cable One have requested consent by the Franchise Authority to the Transfer in accordance with the requirements of the Franchise and have filed an FCC Form 394 with the Franchise Authority; and

WHEREAS, the Franchise Authority has investigated the qualifications of Cable One and finds it to be a suitable transferee.

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

SECTION 1. The Franchise Authority hereby consents to and approves, subject to applicable law, the assignment by Upper Valley of its right, title and interest in the Franchise to Cable One, and the assumption by Cable One of the obligations of Upper Valley under the Franchise which arise from events or circumstances occurring from and after the Closing.

SECTION 2. The Franchise Authority confirms that: (a) the Franchise is currently in full force and effect and expires on October 1, 2005; (b) Upper Valley is materially in compliance with the provisions of the Franchise; and (c) 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 thereunder, except upon the expiration of the full term of the Franchise.

SECTION 3. This Resolution shall be deemed effective for purposes of the Transfer upon the Closing.

PASSED, ADOPTED AND APPROVED this 14 day of November, 2000.

By: *C. Paul Sorenson*

ATTEST:

Joni Stoddard
Clerk

I, the undersigned, being the duly appointed, qualified and acting Clerk of the City of St. Anthony, Idaho, hereby certify that the foregoing Resolution No. 2000-4 is a true, correct and accurate copy as duly and lawfully passed and adopted by the governing body of the City on the 14th day of November, 2000.

By: *Joni Stoddard*
Clerk