

RESOLUTION NO. 2009-1

**RESOLUTION APPROVING AN ASSIGNMENT OF THE CABLE TELEVISION
FRANCHISE TO TOWN OF La Jara**

WHEREAS, Bresnan Communications, LLC (“Franchisee”) owns, operates and maintains a cable television system (the “System”) in the Town of La Jara, Colorado, pursuant to a cable television franchise (“Franchise”) granted by the governing body of the Town of La Jara (the “Franchise Authority”), and Franchisee is the current duly authorized holder of the Franchise; and

WHEREAS, Franchisee and Ken Swinehart (“Transferee”) are parties to an agreement (the “Agreement”), pursuant to which the System, including all right, title and interest of Franchisee in the Franchise, will be assigned to Transferee (the “Assignment”); and

WHEREAS, Franchisee and Transferee have requested the consent of the Franchise Authority to the Assignment in accordance with the requirements of the Franchise, and have provided the Franchise Authority with all information necessary to facilitate a decision by the Franchise Authority (the “Assignment Application”); and

WHEREAS, the Franchise Authority has reviewed the Assignment Application, examined the legal, financial and technical qualifications of Transferee, followed all required procedures in order to consider and act upon the Assignment Application, considered the comments of all interested parties, and finds Transferee to be a suitable assignee of the Franchise.

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

SECTION 1. The Franchise Authority hereby accepts the Assignment Application and consents to the Assignment, all in accordance with the terms of the Franchise and applicable law.

SECTION 2. The Franchising Authority confirms that, as of the date of this Resolution: (a) the Franchise is valid and remains in full force and effect; (b) the Franchise represents the entire understanding of the parties and supersedes all other agreements between the parties; and (c) Franchisee is in compliance with the provisions of the Franchise, and 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 default or breach under the Franchise, or would allow the Franchising Authority to cancel or terminate the rights thereunder except on the expiration of the full term thereof.

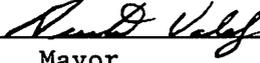
SECTION 5. This Resolution shall be deemed effective as of the date of its passage.

SECTION 6. The Franchise Authority releases Franchisee, effective upon the closing of the transfer of the Franchise to Transferee (the "Closing Date"), from all obligations and liabilities under the Franchise that accrue on and after the Closing Date; provided that Transferee shall be responsible for any obligations and liabilities under the Franchise that accrue on and after the Closing Date.

This Resolution shall have the force of a continuing agreement with Franchisee and Transferee, and Franchise Authority shall not amend or otherwise alter this Resolution without the consent of Franchisee and Transferee.

PASSED, ADOPTED AND APPROVED this 8th day of January, 2009.

Town of La Jara, Colorado

By: 
Title: Mayor

ATTEST: 

Town Clerk
Title: