RESOLUTION NO. 2004-07

RESOLUTION OF THE TOWN OF STRATTON APPROVING TRANSFER OF FRANCHISE

WHEREAS, the Town of Stratton (the "Town") previously passed and adopted an Ordinance (the "Franchise"), dated June 3, 1983, thereafter amended and assigned, which Franchise granted to Vantage Cable Associates, L.P., its successors and assigns, the right to erect, own, operate and maintain a community antenna television system in Stratton, Colorado; and

WHEREAS, Galaxy Cable Inc., d/b/a Galaxy Cablevision, ("Galaxy"), having previously been assigned the Franchise by Vantage Cable Associates, L.P., is currently operating the cable system in Stratton pursuant to the Franchise; and

WHEREAS, Galaxy and Champion Cable, L.L.C. ("Champion") have entered into that Asset Purchase Agreement dated July 23, 2004 (the "Agreement") whereby Champion is acquiring all or substantially all of Galaxy's assets used in the operation of its cable system in Stratton; and

WHEREAS, pursuant to the Agreement, on the closing date, Galaxy will transfer and assign the Franchise to Champion or its affiliated designee, and Champion or its affiliated designee will assume all obligations arising from the Franchise after the closing date; and

WHEREAS, Galaxy has requested in writing that the Town consent to the transfer of the Franchise to Champion,

NOW, THEREFORE, BE IT RESOLVED BY THE TOWN OF STRATTON AS FOLLOWS:

That subject to Galaxy and Champion closing the underlying sale of Galaxy's cable system in Stratton, the Town hereby consents to the assignment and transfer of the Franchise from Galaxy to Champion or its affiliated designee. The Town further consents to Champion's collateral assignment of, or grant of a security interest in, the Franchise to Champion's lenders to secure indebtedness or other obligations, which may be incurred by Champion with respect to the cable television system. Nothing in this Resolution constitutes any waiver of any rights by the Town to approve any subsequent transfer, assignment or sale of the Franchise.

PASSED, ADOPTED AND APPROVED this 12 day of August, 2004.

By: Larry Stutts

Title: Mayor Protem

TOWN OF STRATTON SEAL

Attest: Bulette Thompson

Town Clerk

****

I, the undersigned, being the duly appointed, qualified and acting Town Clerk of the Town of Stratton, hereby certify that the foregoing Resolution No. 2004-07 is a true, correct and accurate copy as duly and lawfully passed and adopted by the governing body of the Town on the 12th day of August, 2004.

Paulette Thompson
Town Clerk