

RESOLUTION NO. 19-01

A RESOLUTION APPROVING THE TRANSFER OF THE CABLE TELEVISION FRANCHISE OF THE VILLAGE OF CHATHAM, ILLINOIS

WHEREAS, Cass Cable TV, Inc. ("Franchisee") owns, operates, and maintains a cable television system ("System") in the Village of Chatham, Illinois, pursuant to Ordinance No. 92-2 dated March 23, 1992 and the Cable Television Franchise Agreement dated May 1, 1992 (the "Franchise"), and Franchisee is the duly authorized holder of the Franchise; and

WHEREAS, Franchisee and Insight Communications Midwest, LLC ("Insight") have entered into an Asset Purchase Agreement pursuant to which the System and the Franchise will be transferred by Franchisee to Insight ("the Transfer"); and

WHEREAS, Franchisee and Insight have requested the consent of the governing body of the Village of Chatham (the "Franchise Authority") to the Transfer in accordance with the requirements of the Franchise, have filed an FCC Form 394 with the Franchise Authority and have provided all information required by applicable law (collectively, the "Transfer Application");

WHEREAS, the Franchise Authority has investigated the qualifications of Insight and finds it to be a suitable transferee; and

WHEREAS, Insight has requested a two year extension of the Franchise, and the corporate authorities of the Franchise Authority find such an extension to be appropriate;

NOW THEREFORE, BE IT RESOLVED BY PRESIDENT AND BOARD OF TRUSTEES OF THE VILLAGE OF CHATHAM, ILLINOIS, AS FOLLOWS:

SECTION 1. The Franchise Authority hereby grants the Transfer Application and consents to the Transfer, all in accordance with the terms of the Franchise.

SECTION 2. The Franchise Authority confirms that to the best of its knowledge, (a) the Franchise was properly granted or transferred to Franchisee, (b) the Franchise Authority has received timely notice of the Franchisee's intent to renew the Franchise pursuant to and in compliance with Section 626 of the Cable Television Consumer Protection and Competition Act of 1992, as amended, (c) the Franchise is currently in full force and effect and will expire on May 1, 2002, subject to any option in the Franchise to extend such term, (d) the Franchise supersedes all other agreements between the parties, (e) the Franchise represents the entire understanding of the parties and Franchisee has no obligations to the Franchise Authority other than those specifically stated in the Franchise, and (f) Franchisee is materially 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 material default or breach under the Franchise or would allow the Franchise Authority to cancel or terminate the rights thereunder.

SECTION 3. Insight may transfer the Franchise or control related thereto to any entity controlling, controlled by, or under common control with Insight.

SECTION 4. The Franchise Authority hereby consents to and approves the assignment, mortgage, pledge, or other encumbrance, if any, of the Franchise, the System, or assets relating thereto, as collateral for a loan.

SECTION 5. This resolution shall be deemed effective immediately.

SECTION 6. The Franchise Authority hereby extends the term of the Franchise for a period of two years from the date of the closing of the Transfer (the "Closing Date"), or December 31, 2004, whichever is sooner, to provide the Franchise Authority and Insight an opportunity to negotiate the terms of a new franchise. This Section 6 is effective only upon receipt of a copy of this Resolution executed by the Franchisee.

SECTION 7. 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; provided that Insight shall be responsible for any obligations and liabilities under the Franchise that accrue on and after the Closing Date.

SECTION 8. This Resolution shall have the force of a continuing agreement with Franchisee and Insight, and Franchise Authority shall not amend or otherwise alter this Resolution without the consent of Franchisee and Insight.

PASSED this 10 day of July, 2001.

Thomas D Gray
VILLAGE PRESIDENT

ATTEST:
[Signature]
Village Clerk

AYES: 5 (HERR, BOYLE, MCCARTHY, MCGRATH, DIERKING)
NAYS: 0
PASSED: 7-10-01
APPROVED: 7-10-01



ABSENT: 1 (M^{rs} ADAMS)

Cass Cable TV, Inc. hereby agrees to an extension of the Franchise Agreement as set forth in Section 6 of this Resolution.

Cass Cable TV, Inc.

By: Ronald G. Bell
Vice President/ CEO

7-17-2001
Date

Attest: Thomas D. Allen
Secretary/ CFO

CERTIFICATE

STATE OF ILLINOIS)
) SS.
COUNTY OF SANGAMON)

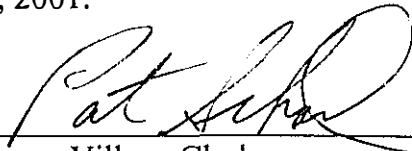
I, the undersigned, do hereby certify that I am the duly qualified and acting Village Clerk of the Village of Chatham, Sangamon County, Illinois.

I do further certify that the ordinance attached hereto is a full, true, and exact copy of Resolution No 19-01, adopted by the President and Board of Trustees of said Village on the 10 day of July, 2001, said Ordinance being entitled:

A RESOLUTION APPROVING THE TRANSFER OF THE CABLE TELEVISION FRANCHISE OF THE VILLAGE OF CHATHAM, ILLINOIS

I do further certify that prior to the making of this certificate, the said Ordinance was spread at length upon the permanent records of said Village, where it now appears and remains.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of said Village this 10 day of July, 2001.



Village Clerk

