

ORIGINAL

RESOLUTION NO. 91

A RESOLUTION OF THE CITY OF WOODINVILLE, WASHINGTON, APPROVING A TRANSFER OF THE CABLE TELEVISION FRANCHISE

WHEREAS, Vista Television Cable, Inc. ("Franchisee") owns, operates, and maintains a cable television system (the "System") in the City of Woodinville ("Franchise Authority"), pursuant to Franchise Ordinance No. 42 (the "Franchise"), and Franchisee is the current authorized holder of the Franchise; and

WHEREAS, Franchisee desires to transfer the Franchise and the assets of the System to its parent, Tele-Vue Systems, Inc. ("Tele-Vue"), as part of an intercompany restructuring (the "Restructuring") subject to, among other conditions, any required approval of the Franchise Authority with respect thereto; and

WHEREAS, Tele-Vue, Viacom International Inc., RCS Pacific, L. P. ("Buyer") and InterMedia Partners IV, L.P. have entered into an Asset Purchase Agreement dated as of January 20, 1995 (the "Purchase Agreement"), providing for the purchase of Tele-Vue's interest in the Franchise (the "Transfer") after the Restructuring subject to, among other conditions, any required approval of the Franchise Authority with respect thereto; and

WHEREAS, Franchisee and Buyer have requested consent by the Franchise Authority to the Restructuring and the Transfer; and

WHEREAS, the transactions described above are deemed to be in the best interests of the residents of the City of Woodinville, NOW, THEREFORE,

THE CITY COUNCIL OF THE CITY OF WOODINVILLE RESOLVES AS FOLLOWS:

SECTION 1. The Franchise Authority hereby consents to and approves the transfer of the System and the Franchise to Tele-Vue and the subsequent transfer to Buyer, all in accordance with the requirements of the Franchise.

SECTION 2. Any interest in Buyer, or control related thereto, may be transferred to any entity controlled by, controlling or under common control with the current holder of such interest upon notice to the Franchise Authority of any such transfer.

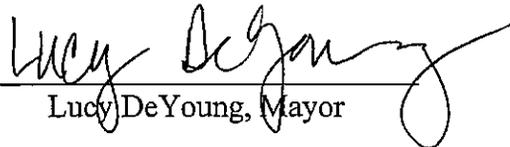
SECTION 3. The Franchise Authority hereby consents to and approves the assignment, mortgage, pledge or other encumbrance, if any, of the Franchise, System or assets relating thereto, or of the partnership interests in Buyer, as collateral for a loan.

ORIGINAL

~~SECTION 4. The Franchise Authority confirms that, as of the date of this Resolution:~~
(a) the Franchise was properly granted to Franchisee, is valid, remains in full force and effect and expires on April 1, 1995, subject to options, if any, to extend such term; (b) the Franchise supersedes all other agreements between Franchisee and the Franchise Authority and represents the entire understanding of the parties; and (c) Franchisee is materially in compliance with the provisions of the Franchise and there are no material unfulfilled commitments of Franchisee under the Franchise.

SECTION 5. This Resolution shall be deemed effective as of the closing date under the Purchase Agreement.

PASSED, ADOPTED, APPROVED BY THE CITY OF WOODINVILLE THIS 27th DAY OF FEBRUARY, 1995.


Lucy DeYoung, Mayor

ATTEST:


James Katica
City Clerk/Treasurer