

Res. 97-1

CONSENT RESOLUTION AUTHORIZING THE TRANSFER OF  
CONTROL OF AND CERTAIN OWNERSHIP INTERESTS IN  
A CABLE TELEVISION FRANCHISE

WHEREAS, the cable television franchise of County of Wabash (the "Franchise") is currently owned and operated by Triax Associates I, L.P. ("Triax I"); and

WHEREAS, Triax I and Triax Midwest Associates, L.P. ("Triax Midwest") have entered into an Asset Purchase Agreement dated February 25, 1997 (the "Agreement"), and County of Wabash (the "Authority") has received a valid and complete request from Triax I for consent to the assignment of the Franchise and the transfer of control of and certain ownership interests in Triax I to Triax Midwest (the "Transaction"); and

WHEREAS, the Authority has determined that it is in the best interests of the community and residents thereof to consent to the Transaction, and that Triax Midwest possesses the requisite legal, technical and financial qualifications:

NOW, THEREFORE, BE IT RESOLVED, that the Transaction is hereby permitted and approved; and

BE IT RESOLVED FURTHER, that the Franchise is in full force and effect without default thereunder by Triax I to the date hereof in accordance with its terms and conditions as set forth therein and that no breach or default has occurred or is continuing under the Franchise; and

BE IT RESOLVED FURTHER, that Triax Midwest may, at any time and from time to time, assign or grant or otherwise convey one or more liens or security interests in its assets, including its rights, obligations and benefits in and to the Franchise (the "Collateral") to any lender providing financing to Triax Midwest ("Secured Party"), from time to time, and that the Authority agrees that consent to a transfer is hereby deemed approved if the Collateral is assigned and transferred as a result of a foreclosure. Secured Party shall have no duty to preserve the confidentiality of the information provided in the Franchise with respect to any disclosure (a) to Secured Party's regulators, auditors or attorneys, (b) made pursuant to the order of any governmental authority, (c) consented to by the Authority or (d) any of such information which was, prior to the date of such disclosure, disclosed by the Authority to any third party and such party is not subject to any confidentiality or similar disclosure restriction with respect to such information subject, however, to each of the terms and conditions of the Franchise; and

BE IT RESOLVED FURTHER, that the Authority hereby waives any right to first refusal which the Authority may have pursuant to the Franchise, as amended, or otherwise, to purchase the Franchise, or the cable television system serving the Authority.

BE IT RESOLVED FURTHER, that the consent to the Transaction herein provided shall be effective upon and only effective concurrent with the closing of the transactions described in the Agreement.

ADOPTED by Commissioners  
Wabash County this 27 day of May, 1997.

Chairman of Commissioners  
Wabash

Brian K. Hays  
County Commissioner

Attest:

Carol Stefanatos  
Auditor

The undersigned, being the duly appointed, qualified and acting Clerk of Commissioners  
Wabash Co. hereby certify that the foregoing Resolution No. 97-1 is a true, correct  
and accurate copy of Resolution No. 97-1 duly and lawfully passed and adopted by Commissioners  
Wabash Co. on the 27 day of May, 1997.

Carol Stefanatos  
Auditor

0202174.01