

RESOLUTION NO. 187

RESOLUTION OF THE TOWN OF MT. CARMEL,
TENNESSEE, APPROVING THE ASSIGNMENT AND
TRANSFER OF CABLE TELEVISION FRANCHISE
FROM INTERMEDIA PARTNERS SOUTHEAST TO
CHARTER COMMUNICATIONS, LLC.

WHEREAS, InterMedia Partners Southeast ("Franchisee") owns, operates, and maintains a cable television system ("Systems") in the Town of Mt. Carmel ("Mt. Carmel"), pursuant to Ordinance No. 104, dated November 16, 1989 (the "Franchise") and Franchisee is the current authorized holder of the Franchise; and

WHEREAS, Franchisee is proposing to close the transaction described below (the "Transaction") whereby it will assign and transfer the assets, including the franchise, of the cable television system which serves Mt. Carmel (the "System") to Charter Communications, LLC (referred to hereinafter, along with affiliate entities, as "Charter"), subject to, among other conditions, any required approval of Mt. Carmel with respect thereto; and

WHEREAS, InterMedia Partners IV, L.P. ("IP-IV"), the managing General Partner of Franchisee, pursuant to a Distribution Agreement dated April 20, 1999, between Franchisee and IP-IV, Franchisee shall distribute the System to its parent IP-IV; and

WHEREAS, pursuant to a Contribution Agreement dated April 20, 1999, between IP-IV and InterMedia Partners of West Tennessee ("IPWT"), IP-IV will contribute the System to IPWT; and

WHEREAS, pursuant to an Asset and Stock Purchase Agreement dated April 20, 1999, IPWT will sell the System to Charter; and

WHEREAS, Franchisee and Charter have requested consent from Mt. Carmel to assign and transfer the System, including the Franchise, to Charter as described herein in accordance with the requirements of the Franchise; and

WHEREAS, Mt. Carmel has determined that the Transaction and the approval of the assignment and transfer of the System, including the Franchise, to Charter is in the best interests of the residents of the Town of Mt. Carmel.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF MAYOR AND ALDERMEN OF THE TOWN OF MT. CARMEL AS FOLLOWS:

Section 1. Mt. Carmel hereby consents to and approves of the Transaction, including the assignment and transfer of the assets of the System, which includes all rights and obligation under the Franchise, to Charter which accrue from and after the date of the consummation of the Transaction (the "Closing Date").

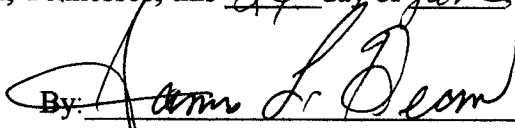
Section 2. The assignment and transfer of the System, including the Franchise, to Charter and Charter's obligations under the Franchise which accrue from and after the Closing Date shall be contingent upon and take effect only on the Closing Date. The consent and approval hereby given do not constitute and shall not be construed to constitute a waiver of any rights or obligations of any franchisee under the Franchise.

Section 3. Mt. Carmel confirms that, as of the date of this Resolution: (a) the Franchise is valid and remains in full force and effect, and expires on December 10, 2004, subject to options in the Franchise, if any, to extend such term; (b) the Franchise represents the entire understanding of the parties and supersedes all other agreements between the parties; and (c) Franchisee is materially in compliance with the provisions of the Franchise, and there exists no known fact or circumstance 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 Mt. Carmel to cancel or terminate the rights thereunder except upon the expiration of the full term thereof.

Section 4. Charter may (a) assign or transfer the cable systems assets, including the Franchise, provided, however, that such assignment or transfer is to a parent or subsidiary of Charter or another entity under direct or indirect control of Paul Allen; (b) restructure or change the ownership interests among existing equity participants in Charter, and/or its affiliates; (c) pledge or grant a security interest to any lender(s) of Charter or its affiliates, including but not limited to the Franchise, or of interests in Franchisee for purposes of securing an indebtedness, without obtaining prior consent of Mt. Carmel; (d) sell capital stock of Charter or any of its affiliates in a transaction commonly known as an "initial public offering" provided that Charter represents in writing to Mt. Carmel that such transaction will have no foreseeable effect on the management and operation of the cable television system in the franchise service area.

Section 5. This Resolution shall be deemed effective as of the date of its passage the public welfare requiring it.

DULY PASSED, ADOPTED AND APPROVED BY THE BOARD OF MAYOR AND ALDERMEN of the Town of MT. Carmel, Tennessee, this 24 day of June 1999.

By: 
JAMES L. DEAN, MAYOR

ATTEST:

Nancy Carter
RECORDER

APPROVED AS TO FORM:

Michael A. Faulk
LAW OFFICE OF MICHAEL A. FAULK

FIRST READING	AYES	NAYS	OTHER
WAYNE ALLEY			
HENRY BAILEY			
EUGENE CHRISTIAN	✓		
JAMES DEAN, MAYOR	✓		
GARY LAWSON			
THOMAS WHEELER	✓		
CARL WOLFE	✓		
TOTAL	4	0	0

PASSED 6-24-99
DATE

I, the undersigned, being duly appointed, qualified and acting as Recorder of the Town of Mt. Carmel, Tennessee, hereby certify that the foregoing Resolution No 187 is a true, correct and accurate copy as duly and lawfully passed and adopted by the Board of Mayor and Aldermen of the Town of Mt. Carmel on the 24 day of June, 1999.

Nancy Carter
RECORDER

DATE