

RESOLUTION

WHEREAS, the Town of Berthoud, Colorado, (the "Town") granted a franchise to operate a cable television system in Berthoud, Colorado to Skyline Cablevision, Inc. pursuant to that certain Cable Television Agreement dated March 28, 1983; and

WHEREAS, said Cable Television Agreement together with the benefits, rights and privileges, and all the duties, obligations and responsibilities and other terms and conditions provided for and therein is hereinafter referred to as the "Franchise"; and

WHEREAS, pursuant to a resolution adopted at a regular meeting of the Board of Trustees of the Town of Berthoud held on May 13, 1986, the Town approved the transfer of the Franchise to Leonard Communications, Inc. (Leonard"), which presently operates the cable television system under the name Laribay Cablevision Limited Partnership ("Laribay"); and

WHEREAS, the terms and conditions of the Franchise require that the sale or transfer of the Franchise may not be consummated without the prior approval of the Town; and

WHEREAS, Leonard and Laribay have requested permission from the Town to transfer and convey its rights and obligations under the Franchise to Scripps Howard Cable Company ("Assignee"); and

NOW, THEREFORE, be it resolved by the Town of Berthoud, Colorado as follows:

1. The Town hereby approves and consents to the transfer, assignment, sale and conveyance by Leonard and Laribay to Assignee of all rights, benefits and privileges, together with all the duties, obligations and responsibilities in whole, provided for in the Franchise.

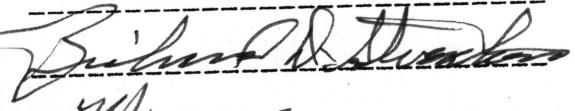
2. The Town hereby confirms that Leonard is the current, lawful holder of the Franchise and that the Franchise was validly issued and is currently in full force and effect.

3. All other provisions of the Franchise shall, and they hereby do, remain in full force and effect.

Dated: November 14, 1989.

Adopted at a meeting of the Board of Trustees of the Town of Berthoud, Colorado held on November 14, 1989

TOWN OF BERTHOUD, COLORADO

By: 

Title: 