ORDINANCE NO. _____

WHEREAS, the COUNTY OF MARSHALL, KENTUCKY (the "Franchisor"), granted to C4 MEDIA CABLE MID-SOUTH LIMITED PARTNERSHIP, a Delaware limited partnership ("Seller"), a franchise to construct, own and operate a community antenna television system pursuant to that certain contract for Franchise dated August 13, 1982, and any amendments thereto (the "Franchise"); and

WHEREAS, Seller desires to assign all of its rights and delegate all of its obligations under the Franchise to U.S. CABLE TELEVISION GROUP, L.P., a Delaware limited partnership ("Buyer"); and

WHEREAS, the Franchisor is willing to grant its consent to the assignment of the Franchise from Seller to Buyer.

BE IT ORDAINED BY THE FISCAL COURT OF THE FRANCHISOR, AND IT IS HEREBY ORDAINED BY THE AUTHORITY OF SAME; AS FOLLOWS:

Section 1. The Franchisor hereby grants its consent to the assignment of the Franchise from Seller to Buyer.

Section 2. The Franchisor hereby confirms that: (a) the Franchise was properly granted; (b) the Seller currently holds all rights to the Franchise; (c) the Franchise is in accordance with all state and local laws; (d) the Franchise is validly existing and in full force and effect; and (e) there exists no fact or circumstance which constitutes or which, with the passage of time or the giving of notice or both, would constitute a default under the Franchise or permit the Franchisor to cancel or terminate the rights thereunder, except upon the expiration of the full term thereof.

Section 3. The Franchisor expressly agrees that this Ordinance shall not become effective until the close of business on the date upon which Buyer acquires the assets of the Seller.

Section 4. This Ordinance is hereby declared to be a measure in the interest of public peace, health, welfare and safety.

This Ordinance passed and approved the __17ᵗʰ__ day of __November__, 1987, and noted in the minutes of the regular meeting of the Franchisor on said date.

COUNTY OF MARSHALL, KENTUCKY
FISCAL COURT

BY: _____

Attest: _____