

RESOLUTION NO. 97-7
A RESOLUTION OF THE CITY COUNCIL
OF THE CITY OF LeROY, ILLINOIS, CONSENTING TO
THE SALE AND ASSIGNMENT OF ASSETS,
INCLUDING THE CABLE TELEVISION FRANCHISE,
FROM CABLE TV FUND 14-A, LTD. TO
TRIAx MIDWEST ASSOCIATES, L.P.

WHEREAS, on September 4, 1990, the City Council of the City of LeRoy, Illinois ("Grantor") granted to Cable TV Fund 14-A, Ltd. ("Seller") a franchise as set forth in Ordinance No. 376, to own and operate a cable television system in the City of LeRoy (the "Franchise"); and

WHEREAS, Triax Midwest Associates, L.P., a Missouri limited partnership ("Buyer") has entered into an Asset Purchase Agreement with Seller (the "Agreement"), whereby Buyer will purchase and acquire from Seller the Franchise and Seller's real and personal property used or held for use in connection with the Franchise (the "System"); and

WHEREAS, Buyer and Seller wish to obtain the consent of Grantor to the transfer of the Franchise and the System.

NOW, THEREFORE, BE IT HEREBY RESOLVED by Grantor that:

1. Grantor consents to the transfer of the Franchise and the System from Seller to Buyer, effective upon the closing of the transactions contemplated by the Agreement.
2. Grantor confirms that (a) the Franchise was properly granted; (b) there have been no amendments or modifications to the Franchise, except as set forth herein; (c) Seller is in compliance in all material respects with the provisions of the Franchise; (d) there are no defaults under the Franchise, or events which, with the giving of notice or passage of time or both, could constitute events of default thereunder; and (e) the Franchise remains in full force and effect in accordance with its terms.
3. Buyer acknowledges that it will not assign or transfer the Franchise to any person or entity without first notifying Grantor and obtaining the consent of Grantor, such consent not to be unreasonably withheld. For purposes of this paragraph, an "assignment" or "transfer" shall not be deemed to include the following types of transactions and activities:
 - (a) The assignment and transfer of the Franchise and/or the System to any person or entity which is affiliated with Buyer (an "Affiliate") by virtue of direct, indirect and/or common control, management or ownership;

- (b) The assignment, pledge or grant of a security interest to any lender(s) of all of the Buyer's or an Affiliate's respective rights, title and interest in and to the Franchise and/or the System as collateral for loans. Said Lender(s) shall have the rights of a secured creditor with a respect for thereto under the Univorm Commercial Code of the State of Illinois; and
- (c) A change in the ownership, management or control of Buyer.

4. Upon the closing of the transactions contemplated by the Agreement, Buyer shall notify Grantor, and shall file an acceptance of the Franchise, whereby Buyer agrees to be bound by and to perform the terms and provisions of the Franchise.

PASSED by the City Council of the City of LeRoy, Illinois, upon the motion by _____
Ron Litherland, seconded by Dawn Thompson, by
roll call vote on the 21st day of April, 1997, as follows:

Aldermen elected 6 Aldermen present 6

VOTING AYE:
Bill Swindle, Ron Litherland, Dave McClelland, Dawn Thompson, Lois Parkin, Fred Dodson
(full names)

VOTING NAY:
None

(full names)

ABSENT, ABSTAIN, OTHER:
None

(full names)

and deposited and filed in the office of the City Clerk in said municipality on the 21st day of
April, 1997.



Sue Marcum, Acting City Clerk of the City of
LeRoy, McLean County, Illinois

APPROVED BY the Mayor of the City of LeRoy, Illinois, this 21st day of

April, 1997.



Jerry C. Davis, Mayor of the City of LeRoy,
McLean County, Illinois

ATTEST: (SEAL)



Sue Marcum, Acting City Clerk of the City
of LeRoy, McLean County, Illinois

CERTIFICATE

I, Sue Marcum, certify that I am the duly elected and acting municipal clerk of the City of LeRoy, of McLean County, Illinois.

I further certify that on April 21st, 1997, the Corporate Authorities of such municipality passed and approved Resolution No. 97-7, entitled:


A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF LeROY, ILLINOIS, CONSENTING TO THE SALE AND ASSIGNMENT OF ASSETS, INCLUDING THE CABLE TELEVISION FRANCHISE, FROM CABLE TV FUND 14-A, LTD. TO TRIAX MIDWEST ASSOCIATES, L.P.,

which provided by its terms that it should be published in pamphlet form.

The pamphlet form of Ordinance No. 97-7, including the Resolution and a cover sheet thereof, was prepared, and a copy of such Resolution was posted at the municipal building, commencing on April 21, 1997, and continuing for at least ten days thereafter. Copies of such Resolution were also available for public inspection upon request in the office of the municipal clerk.

Dated at LeRoy, Illinois, this 21st day of April, 1997.

(SEAL)


Municipal Clerk

STATE OF ILLINOIS)
) SS:
COUNTY OF McLEAN)

I, Sue Marcum, do hereby certify that I am the duly qualified and acting City Clerk of the City of LeRoy , McLean County, Illinois, and as such City Clerk that I am the keeper of the records and files of the Mayor and the City Council of said City.

I do further certify that the foregoing is a true, correct and complete copy of an resolution entitled:

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF LeROY, ILLINOIS, CONSENTING TO THE SALE AND ASSIGNMENT OF ASSETS, INCLUDING THE CABLE TELEVISION FRANCHISE, FROM CABLE TV FUND 14-A, LTD. TO TRIAX MIDWEST ASSOCIATES, L.P.

I do further certify said resolution was adopted by the City Council of the City of LeRoy at a regular meeting on the 21st day of April , 1997, and prior to the making of this certificate the said resolution was spread at length upon the permanent records of said City where it now appears and remains as a faithful record of said resolution in the record books.

Dated this 21st day of April , 1997.



City Clerk

(SEAL)