

TOWN OF ADDISON

ORDINANCE NO. 097-016

**AN ORDINANCE OF THE TOWN OF ADDISON, TEXAS
AUTHORIZING THE TRANSFER OF CABLE TELEVISION
FRANCHISE BETWEEN MARCUS CABLE ASSOCIATES,
L.P. AND HARRON CABLEVISION OF TEXAS;**

WHEREAS, the cable television franchise in the City of Addison (the "Franchise") is currently owned and operated by Harron Cablevision of Texas, Inc. (the "Franchisee"); and

WHEREAS, pursuant to that certain Asset Purchase Agreement dated as of March 4, 1997 (the "Purchase Agreement") between Marcus Cable Associates, L.P., a Delaware limited partnership ("Buyer"), Harron Cablevision of Texas, Inc., a Delaware corporation ("Seller") and Harron Communications Corp., a New York corporation ("HCC"), the City of Addison (the "Franchising Authority") has received a request for approval to assign the Franchise and transfer the CATV ordinance from the Franchisee to Buyer, or at Buyer's election, any affiliated entity controlling, controlled by, or under common with Buyer (Buyer, or any such entity, a "Transferee"); and

WHEREAS, Transferee, as the proposed assignee and transferee of Franchisee, from and after the date of the closing of the transactions described in the Purchase Agreement, shall assume and agree to perform each and every obligation of the Franchisee under the Franchise;

NOW, THEREFORE, BE IT RESOLVED, that the sale, transfer and assignment of the rights, responsibilities and benefits of the Franchise from Franchisee to Transferee is hereby permitted and approved; and

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

BE IT FURTHER RESOLVED, that the Franchising Authority waives any rights of first refusal that it may have to assume the Franchise upon any transfer contemplated hereunder; and

BE IT FURTHER RESOLVED, that Transferee 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


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"Collateral") to any lender ("Secured Party") providing financing to Transferee, from time to time, that the Franchising Authority agrees that consent to a transfer is hereby deemed approved if the Collateral is assigned and transferred as a result of a foreclosure if Secured Party is the purchaser of the interest conveyed as a result of the foreclosure, that the Franchising Authority agrees that consent to a transfer from Secured Party to a subsequent purchaser is hereby deemed approved and if Secured Party is the purchaser of the Collateral 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 Franchising Authority or (d) any of such information which has, prior to the date of such disclosure, disclosed by the Franchising 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 the related CATV ordinance); and

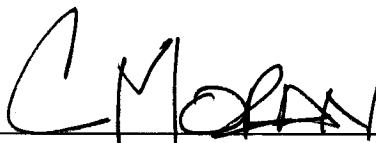
BE IT FURTHER RESOLVED, that the consent to transfer herein provided shall be effective upon and only effective concurrent with the closing of the transactions described in the Purchase Agreement and the subsequent transfer of the assets related to the Franchise to Transferee and Transferee shall notify the Franchising Authority promptly upon the closing of such transactions.

DULY PASSED BY THE CITY COUNCIL OF THE TOWN OF ADDISON,
TEXAS, this the 22nd day of April, 1997.



Mayor

ATTEST:



City Secretary

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