

A RESOLUTION OF THE MAYOR AND COMMON COUNCIL  
OF THE TOWN OF SAN LUIS, ARIZONA CONSENTING  
TO THE ASSIGNMENT OF A CABLE TELEVISION SERVICE  
LICENSE IN THE TOWN OF SAN LUIS

WHEREAS, Rogers Cablesystem of the Southwest, Inc. ("Rogers") operates a cable television system pursuant to a License granted by Ordinance No. 34 and an Agreement dated July 1, 1983, within the Town of San Luis (the "License"); and

WHEREAS, Rogers has requested that the Town of San Luis consent to and approve the transfer of the cable television system License to The Adam Corporation/Group, a Texas corporation, its wholly owned subsidiary, or a partnership of which it or its wholly owned subsidiary is a general partner ("Adam"); and

WHEREAS, after giving due evaluation, the Town of San Luis has determined that it is in the best interest of the Town of San Luis to approve the transfer of the non-exclusive License to Adam.

NOW, THEREFORE, BE IT RESOLVED as follows:

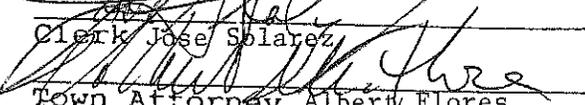
1. The Town of San Luis hereby consents to and approves the transfer by Rogers of the License to Adam, or upon notice from Adam to its wholly owned subsidiary or a partnership of which it or its wholly owned subsidiary is a general partner without releasing Adam; provided that such consent and approval shall be conditioned on the filing by Adam of an Acceptance Agreement ("Acceptance") whereby Adam agrees to assume, perform, and discharge those obligations and duties of Rogers as set forth in the License. Such an Acceptance Agreement shall be filed with the Town of San Luis the earlier of the closing of the transaction between Rogers and Adam or within one hundred fifty days of the passage of this Resolution.

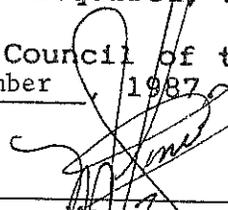
2. Upon filing of the Acceptance, Rogers shall be discharged from all its duties and obligations and surrender its rights under the License. The Mayor is hereby authorized to execute, with attestation, the Acceptance Agreement, in the form attached hereto, upon filing, as herein required, by Adam.

PASSED AND ADOPTED by the Common Council of the Town of San Luis, Arizona, this 23rd day of September, 1987

ATTEST:

  
Clerk José Solarez

  
Town Attorney Albert Flores

  
Mayor  
Marco Antonio Reyes