

A RESOLUTION OF THE MAYOR AND THE 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, The Adam Corporation/Group, a Texas corporation ("Adam") operates a cable television system pursuant to a non-exclusive License granted by Ordinance No. 34 and an Agreement dated July 1, 1983, (the "License"), and assigned to them by Resolution No. 145, and

WHEREAS, Adam has requested that the Town of San Luis consent to and approve the transfer of the cable television system License to Yuma Cablevision, Inc., a Texas corporation ("Yuma Cablevision"), the stock of which is owned by Adam; and

WHEREAS, the controlling interest in Yuma Cablevision, Inc. has been transferred by The Adam Corporation/Group, a Texas corporation, to the AdamBanc Savings Association, a Texas Savings and Loan Association, and subsequently sold to Century Cable of Northern California, a California corporation, with principal offices in New Canaan, Connecticut, ("Century Cable"); and

WHEREAS, after giving due evaluation, the Common Council of the Town of San Luis has determined that it is in the best interests of the Town of San Luis to approve the transfer of the non-exclusive License to Yuma Cablevision and approve and consent to the transfer of the controlling interest in Yuma Cablevision Inc. to Century Cable.

NOW, THEREFORE, BE IT RESOLVED as follows:

1. The Town of San Luis hereby consents to and approves the transfer by Adam of the License to Yuma Cablevision, provided that such consent and approval shall be conditioned on the filing by Yuma Cablevision of an Acceptance Agreement ("Acceptance") whereby Yuma Cablevision agrees to assume, perform, and discharge those obligations and duties of Adam as set forth in the License. Such an Acceptance Agreement shall be filed with the Town of San Luis within thirty days of the passage of this Resolution.

2. Upon filing of the Acceptance, Adam 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.