

7/5/95
7/10/95

55-R-95

A Resolution

Resolution of the City of Evanston Approving
the Assignment of the Cable Franchise
from Cablevision of Chicago to Continental
Cablevision Acquisition of Northern Illinois, Inc.

WHEREAS, Cablevision of Chicago ("Cablevision") is the duly authorized holder of a franchise (as amended to date, the "Franchise") authorizing the operation and maintenance of a cable television system and authorizing Cablevision to serve the City of Evanston ("Franchise Authority") and

WHEREAS, Cablevision and Continental Cablevision, Inc. ("Continental") have entered into an Asset Purchase Agreement dated as of January 6, 1995 (the "Agreement"), subject to, among other considerations, any required approval of the Franchise Authority with respect thereto; and

WHEREAS, in connection with the Agreement, the cable franchise will be assigned to Continental Cablevision Acquisition of Northern Illinois, Inc. ("Assignee"), a wholly owned subsidiary of Continental; and

WHEREAS, to the extent the franchise requires, Assignee and Cablevision now seek approval of the assignment of the Franchise; and

WHEREAS, the assignment of the Franchise is deemed to be in the best interests of the residents of the City of Evanston;

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF EVANSTON, COOK COUNTY, ILLINOIS:

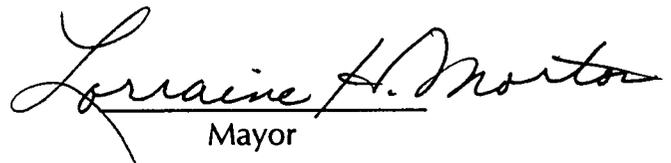
SECTION 1: The Franchise Authority hereby consents to the Agreement, which includes the assignment of the Franchise from Cablevision to Assignee, to the extent that the consent of the Franchise Authority is required by the terms of the Franchise and applicable law, with such consent to be effective as of the closing date of the Agreement.

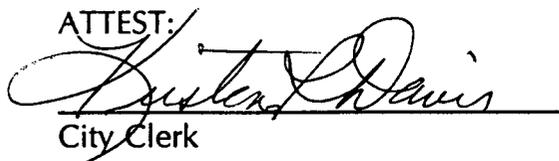
SECTION 2: The consent herein granted does not constitute and shall not be construed to constitute a waiver of any obligations of Assignee under the Franchise.

SECTION 3: The consent herein granted is conditioned upon Assignee's assumption of responsibility for all obligations under the franchise, including all obligations in existence as of the date of the assignment, and upon Assignee's agreement that the Franchise Authority may enforce obligations against Assignee to the same extent the Franchise Authority could enforce such obligations against Cablevision if the assignment had not been made.

SECTION 4: This Resolution shall have the force of a continuing agreement between Assignee and the Franchise Authority.

SECTION 5: That this Resolution shall be in full force and effect from and after the date of its passage and approval in the manner provided by law.


Mayor

ATTEST:

City Clerk

Adopted: July 10, 1995