

CONSENT

Pursuant to Ordinance No 34, passed on April 16, 1984, the undersigned, the Town of Spring Hill, Tennessee, hereby consents to the transfer by FNI Communications Company, a Tennessee corporation (the "Transferor") to FNI Cable Associates, a Tennessee limited partnership controlled by Monroe M. Rifkin and Naragansett Capital Corporation (the "Principals"), and to the subsequent transfer by said limited partnership to FNI Communications Associates, a Tennessee limited partnership also controlled by the Principals, of that franchise (the "Franchise") granted by the undersigned to the Transferor pursuant to City of Spring Hill Ordinance No. 80-5 (passed on November 17, 1980).

The undersigned hereby confirms that the Transferor is the party named in the Franchise and that the Franchise is in full force and effect.

Dated: April 16, 1984

TOWN OF SPRING HILL, TENNESSEE

By: R. B. Toone
R. B. Toone, Mayor

By: June Quirk
June Quirk, City Recorder

AN ORDINANCE CONSENTING TO
THE ASSIGNMENT BY FNI
COMMUNICATIONS COMPANY OF A
CABLE TELEVISION FRANCHISE
GRANTED BY ORDINANCE NO. 80-5

TO BE EFFECTIVE APRIL 18, 1984

BE IT ORDAINED BY THE BOARD OF MAYOR AND
ALDERMEN OF THE TOWN OF SPRING HILL:

WHEREAS, by Ordinance No. 80-5 (passed and approved by the Board of Mayor and Aldermen of the Town of Spring Hill, Tennessee, on November 17, 1980), the Town of Spring Hill, Tennessee granted to FNI Communications Company, a Tennessee corporation ("FNI"), the non-exclusive right to erect, maintain, operate and utilize facilities for the operation of a community antenna television system and additions thereto, on the terms and conditions set forth in said Ordinance No. 80-5 (the "Franchise"); and

WHEREAS, FNI has entered into an Asset Purchase Agreement dated as of February 27, 1984 (the "Agreement") with FNI Cable Associates, a Tennessee limited partnership, which provides, among other things, for the assignment of the Franchise and all rights, privileges and obligations thereunder on the terms provided in the Agreement;

NOW, THEREFORE, be it ordained by the Board of Mayor and Aldermen of the Town of Spring Hill:

(a) That the Town of Spring Hill hereby consents to the transfer of the Franchise by FNI to FNI Cable Associates, a Tennessee limited partnership controlled by Monroe M. Rifkin and Naragansett Capital Corporation (the "Principals") and to the subsequent transfer of the Franchise by said limited partnership to FNI Communications Associates, a limited partnership also controlled by the Principals;

(b) That the Town of Spring Hill hereby confirms that FNI is the grantee of the Franchise and that the Franchise is in full force and effect; and

(c) That the appropriate officials of the Town of Spring Hill be, and they hereby are, authorized to execute and deliver on behalf of the Town of Spring Hill a consent to the effect set forth in clauses (a) and (b) above, effective April 18, 1984.

(d) That all ordinances or parts of ordinances in conflict herewith are hereby repealed.

PASSED AND APPROVED this 16th day of April, 1984.

R.B. Toone
MAYOR

ATTEST:

By June Quirk
City Recorder

PASSED ON FIRST READING 03-19-1984

PASSED ON SECOND READING 04-02-1984

LEGAL FORM APPROVED:

By [Signature]
City Attorney

PASSED ON THIRD READING 04-16-1984

STATE OF TENNESSEE
COUNTY OF MAURY

I, June Quirk, City Recorder of the City of Spring Hill, Tennessee, do hereby certify that the foregoing Ordinance No. 83-4 is a true and exact copy of said Ordinance which passed third reading by the City Council on April 16, 1984.

IN WITNESS WHEREOF, I have hereunto set my hand, this 16th day of April, 1984.

June Quirk
City Recorder

We, R. B. Toone and June Quirk, Mayor and City Recorder, respectively, of the Town of Spring Hill, do hereby consent to the transfer pursuant to the above. This 16th day of April, 1984.

R.B. Toone
R. B. Toone, Mayor

June Quirk
June Quirk, City Recorder