

**RESOLUTION OF THE TOWN OF DUBACH, LA  
APPROVING THE TRANSFER OF THE CABLE FRANCHISE**

**WHEREAS**, Buford Communications I, LP ("Franchisee") owns, operated and maintains a cable television system (the "System") in the Town of Dubach, LA ("Franchising Authority") pursuant to a valid franchise agreement (the "Franchise");

**WHEREAS**, CableSouth Media III, LLC ("Media 3") entered into an Asset Purchase Agreement dated as of November 26, 2014 (the "Agreement") with Buford Communications I, LP pursuant to which the Franchisee proposes to sell the system and assign to Media 3 the Franchise (collectively, the "Transfer");

**WHEREAS**, Franchisee and Media 3 have requested consent of the Franchise Authority to the Transfer in Accordance with the requirements of the Franchise, have filed an FCC Form 394 with the Franchise Authority, and have provided all information required by applicable law (collectively the "Transfer Application"); and

**WHEREAS**, the Franchise Authority has investigated the qualifications of Media 3 and finds it to be a suitable transferee.

**NOW THEREFORE, BE IT RESOLVED BY THE FRANCHISE AUTHORITY AS FOLLOWS:**

**SECTION 1.** The Franchise Authority hereby consents to the Transfer, to the extent required by the terms of the Franchise ("Consent").

**SECTION 2.** The Franchise Authority confirms that (a) the Franchise is currently in full force and effect and the Franchisee is the duly authorized holder of the Franchise; (b) the Franchise represents the entire understanding of the parties and Franchisee has no obligations to the Franchise Authority other than those specifically stated in the Franchise, and (c) Franchisee is materially in compliance with the provisions of the Franchise and there exists no fact or circumstance known to the Franchise Authority which constitutes or which, with the passage of time or the giving of notice or both, would constitute a material default or breach under the Franchise or would allow the Franchise Authority to cancel or terminate the rights thereunder.

**SECTION 3.** The Franchise Authority consents to and approves Media 3's granting a security interest in all of Media 3's rights, powers and privileges under the Franchise and all of its other properties to such lender or lenders (as may be designated by Media 3) for financing purposes, under which such lender or lenders shall have the rights and remedies of a secured party under the applicable Uniform Commercial Code.

**SECTION 4.** This Consent shall be deemed effective upon the consummation of the Transfer ("Closing Date").

**SECTION 5.** The Franchise Authority releases Franchisee, effective upon the closing date from all obligations and liabilities under the Franchise that accrue on and after the Closing Date, provided that Media 3 shall be responsible for any obligation and liabilities under the Franchise that accrue on and after the Closing Date.

**SECTION 6.** This Resolution shall have the force of a continuing agreement with Franchisee and Media 3, and Franchise Authority shall not amend or otherwise alter this Resolution without the consent of Franchisee and Media 3.

PASSED, ADOPTED AND APPROVED this 20<sup>th</sup> day of January, ~~2014~~ <sup>2015</sup>

Town of Dubach, LA

Yeas: Ruby Key, Monique Roberts

Evelyn Graham,

Robert Calvin, Donna Lewis

NAYS: None

Absent: None

By: Robert W. Jensen

Name: Robert W. Jensen

Title: Mayor

ATTEST: None

Pamela Delp  
City Clerk