

RESOLUTION APPROVING AN ASSIGNMENT OF THE CABLE TELEVISION
FRANCHISE TO BRESNAN COMMUNICATIONS, LLC

WHEREAS, TCI Cablevision of Montana, Inc., locally known as AT&T Broadband ("Franchisee") owns, operates and maintains a cable television system (the "System") in the City of Polson, Montana pursuant to a cable television franchise ("Franchise") granted by the governing body of the City of Polson (the "Franchise Authority"), and Franchisee is the current duly authorized holder of the Franchise; and

WHEREAS, Franchisee, affiliates of Franchisee, and Bresnan Broadband Holdings, LLC ("Bresnan") are parties to an Asset Purchase Agreement (the "Agreement"), pursuant to which the System, including all right, title and interest of Franchisee in the Franchise, will be assigned to Bresnan and thereafter through a series of transactions to Bresnan Communications, LLC ("BCI")(the "Assignment"); and

WHEREAS, Franchisee and BCI have requested the consent of the Franchise Authority to the Assignment in accordance with the requirements of the Franchise, and have filed an FCC Form 394 with the Franchise Authority, and have provided the Franchise Authority with all information necessary to facilitate a decision by the Franchise Authority (the "Assignment Application"); and

WHEREAS, the Franchise Authority has reviewed the Assignment Application, examined the legal, financial and technical qualifications of BCI, followed all required procedures in order to consider and act upon the Assignment Application, considered the comments of all interested parties, and finds BCI to be a suitable assignee of the Franchise.

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

SECTION 1. The Franchise Authority hereby accepts the Assignment Application and consents to the Assignment, all in accordance with the terms of the cable franchise and applicable law.

SECTION 2. The Franchising Authority confirms that, as of the date of this Resolution: (a) the Franchise is valid and remains in full force and effect, subject to options in the Franchise, if any, to extend such term; (b) the Franchise represents the entire understanding of the parties and supersedes all other agreements between the parties; 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 default or breach under the Franchise, or would allow the Franchising Authority to cancel or terminate the rights thereunder except on the expiration of the full term thereof.

SECTION 3. BCI may transfer and assign the Franchise or control related thereto to any entity, directly or indirectly owned or controlled by, controlling or under common control with BCI, upon notice to the Franchising Authority of any such transfer. The Franchising Authority hereby consents to and approves the granting of a security interest in, or the assignment, mortgage, pledge or other encumbrance, if any, of the Franchise, System, or assets relating thereto, as collateral for a loan.

SECTION 4. The Franchise Authority hereby waives any right of first refusal or other purchase right which the Franchise Authority may have pursuant to the Franchise, or otherwise, with respect to the Assignment.

SECTION 5. This Resolution shall be deemed effective as of the date of its passage.

SECTION 6. The Franchise Authority releases Franchisee, effective upon the closing of the transaction contemplated by the Agreement (the "Closing Date"), from all obligations and liabilities under the Franchise that accrue on and after the Closing Date; provided that BCI shall be responsible for any obligations and liabilities under the Franchise that accrue on and after the Closing Date.

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

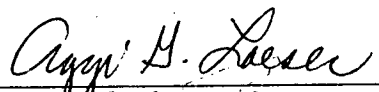
PASSED, ADOPTED AND APPROVED this 15th day of July, 2002.

By: 

Randy Ingram, Mayor

Name of Community: City of Polson, Montana

ATTEST:


Title: City Clerk, Aggi G. Loeser