

RESOLUTION NO. 2517

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF SOLEDAD
 CONSENTING TO THE TRANSFER AND ASSIGNMENT OF THE
 CABLE TELEVISION FRANCHISE OF FALCON CABLE
 SYSTEMS COMPANY, L.P. TO FALCON CABLE
 SYSTEMS COMPANY II, L.P. IN
 SOLEDAD, CALIFORNIA

WHEREAS, Falcon Cable Systems Company, L.P. (hereafter referred to as "CABLE SYSTEMS") owns and operates a cable television system serving residents of Soledad, California (hereafter referred to as "City"), pursuant to a valid franchise; and

WHEREAS, CABLE SYSTEMS is legally required to be dissolved under the terms of its master limited partnership agreement; and

WHEREAS, the present managing general partner of CABLE SYSTEMS, Falcon Holding Group, L.P. has created a successor partnership called Falcon Cable Systems Company II, L.P. ("CABLE SYSTEMS II"), to own and operate the partnership's assets; and

WHEREAS, the managing general partner and all other aspects of system management and system operations of the old and the new entities will remain unchanged; and

WHEREAS, CABLE SYSTEMS has requested that the City consent to the transfer of its franchise to CABLE SYSTEMS II; and

WHEREAS, the City has determined that there will be no substantive change in the management or operations of the cable system serving local residents and that the public health, safety and welfare of the residents of the City will be served by consenting to the transfer of the franchise.

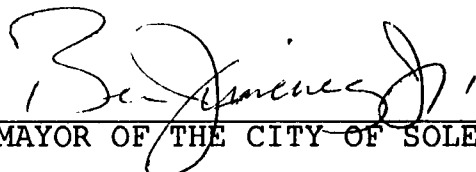
NOW, THEREFORE, IT IS RESOLVED that the City of Soledad hereby consents to the transfer of the franchise currently held by Falcon Cable Systems Company, L.P. to Falcon Cable Systems Company II, L.P., upon the effective date of this resolution. Said consent is conditioned upon Falcon Cable Systems Company, L.P.'s representations that the involved transfer will not result in any substantive change in the management or operations of the cable system serving local residents, or affect any of the material terms and conditions of the previously granted non-exclusive franchise between Soledad and Falcon Cable Systems Company.

PASSED AND ADOPTED by the City Council of the City of Soledad at a regular meeting duly held on the 3rd day of July, 1996 by the following vote:

AYES, and in favor thereof, Councilmembers: John Holguin, Fred Ledesma, Richard Ortiz, Mayor Pro Tem Fabian Barrera, Mayor Ben Jimenez, Jr.

NOES, Councilmembers. None

ABSENT, Councilmembers. None


MAYOR OF THE CITY OF SOLEDAD

ATTEST:


CITY CLERK OF THE CITY OF SOLEDAD