

RESOLUTION NO. 17-87

A Resolution approving the transfer and assignment of the stock of McCaw Communications of Southwest Washington, Inc., the sole shareholder of McCaw Cablevision of Southwest Washington, Inc., the holder of rights to construct, operate, and maintain a community antenna television system in Mason County, Washington.

THE BOARD OF MASON COUNTY COMMISSIONERS ("BOARD") DOES
ORDAIN AS FOLLOWS:

WHEREAS, McCaw Cablevision of Southwest Washington, Inc. ("McCaw"), the present holder of community antenna television (CATV) franchise rights in Mason County has notified the County of the transfer of the stock of McCaw Communications of Southwest Washington, Inc. (the sole shareholder of McCaw Cablevision of Southwest Washington, Inc.) from McCaw Cable Properties, Inc., a Washington corporation ("Seller") to Cooke CableVision Inc. a Nevada corporation ("Buyer");

WHEREAS, it appears to the Board that Buyer is financially capable of owning McCaw and that McCaw will continue to own, operate and maintain the system in conformity with Resolution Nos. 18-84, 126-81 and 57-81, as amended;

NOW, THEREFORE, the Board hereby approves and consents to the transfer of the stock of McCaw Communications of Southwest Washington, Inc. to Buyer with the further right of McCaw Cablevision of Southwest Washington, Inc. to assign its interests under the Franchise for security purposes only to such financial institutions as may be selected by Buyer to finance the acquisition of the stock and the operation of the cable system.

This Resolution shall be effective only upon the completion of the sale of substantially all of the stock to Buyer, and if such sale is not consummated, this Resolution shall be of no force or effect whatsoever.

Buyer, by its signature hereon, agrees to exercise its control of McCaw Cablevision of Southwest Washington, Inc. in accordance with the terms and conditions of Resolution Nos. 18-84, 126-81 and 57-81, as amended, and this Resolution, which are accepted in full.

PASSED BY THE BOARD OF MASON COUNTY COMMISSIONERS THIS 24th DAY OF ~~FEBRUARY~~, 1987.
March ^{not}

MASON COUNTY, WASHINGTON

By John B. Eger
Chairman

Michael Gibson
Member

Annette S. McGee
Member

ATTEST:

By Rebecca S. Joabe
Clerk of the Board

APPROVED:

By _____
County Engineer

APPROVED AS TO FORM:

By [Signature] PPA
Prosecuting Attorney

ACCEPTED IN FULL:

COOKE CABLEVISION INC.

By [Signature]
Its JAMES LACHER
DATED: April 14, 1987 EXECUTIVE VICE PRESIDENT