

2005-02

CONSENT AND APPROVAL OF  
LOCAL FRANCHISING AUTHORITY  
TO ASSIGNMENT OF  
CABLE FRANCHISE AND SYSTEM

WHEREAS THE TOWN OF HAVEN, MINNESOTA ("Grantor" OR "CITY") granted to Seren Innovations, Inc. ("Grantee"), a franchise as set forth in Ordinance No. R-02-00 dated April 4, 2000, to own and operate a cable television system in the Town of Haven, Minnesota (the "Franchise");

WHEREAS, on July 20, 2005, Seren Innovations, Inc. entered into an Asset Purchase Agreement (the "Agreement") with CC VIII Operating, LLC ("Assignee") whereby Assignee will purchase and acquire certain assets relating to the cable system, including the Franchise, from Grantee (the "Transaction");

WHEREAS, Grantee and Assignee have filed an FCC Form 394 with the Grantor, and have provided all information required by applicable law (collectively, the "Application");

WHEREAS, Grantor has reviewed the Application and has determined that the Assignee meets the legal, technical, and financial criteria to operate the cable system under the Franchise and all applicable local, state and federal laws.

NOW, THEREFORE, BE IT RESOLVED, that in consideration of the foregoing and the promises set forth herein:

1. Grantor consents to the Transaction to the extent required by the terms of the Franchise.
2. Grantor confirms that (a) the Franchise is valid and outstanding and in full force and effect; (b) there have been no amendments or modifications to the Franchise, except as set forth herein; (c) Grantee is in compliance with the provisions of the Franchise; and (d) there are no defaults under the Franchise, or events which, with the giving of notice or passage of time or both, could constitute events of default thereunder.
3. Grantor further authorizes Assignee to assign or transfer its assets, including the franchise to a parent or affiliate of Assignee, without the prior written consent of the Grantor.
4. The Grantor releases Grantee, effective upon the closing of the Transaction (the "Closing Date"), from all obligations and liabilities under the Franchise that accrue on and after the Closing Date; provided that Assignee shall assume and be responsible for any obligations and liabilities under the Franchise that accrue on and after the Closing Date.
5. This Resolution shall have the force of a continuing agreement with the Grantor, Grantee, and Assignee, and Grantor shall not amend or otherwise alter this

Resolution without the written consent of Grantee and Assignee. Because Assignee holds a current franchise with Grantor authorizing the operation of a cable system within City on substantially similar terms and conditions as the Franchise assigned from Grantee to Assignee, the assigned Franchise shall be deemed to be of no further force and effect upon the closing of the Transaction. The terms and conditions of Assignee's existing franchise shall continue in full force and effect following the closing of the Transaction.

6. This Resolution shall take effect immediately.

ADOPTED AND APPROVED THIS 19 day of Sept, 2005.

TOWN OF HAVEN, MINNESOTA

By: L M Pauley  
Name: LEROY PAULEY  
Title: Chairman

ATTEST:

[Signature]  
Town Clerk

Washington, D.C. 20554

FCC 394

**APPLICATION FOR FRANCHISE AUTHORITY  
CONSENT TO ASSIGNMENT OR TRANSFER OF CONTROL  
OF CABLE TELEVISION FRANCHISE**

FOR FRANCHISE AUTHORITY USE ONLY

**SECTION I. GENERAL INFORMATION**

DATE <b>August 5, 2005</b>	1. Community Unit Identification Number: <b>MN1049</b>
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2. Application for:       Assignment of Franchise       Transfer of Control

3. Franchising authority: <b>TOWN OF HAVEN</b>	
4. Identify community where the system/franchise that is the subject of the assignment or transfer of control is located: <b>Haven, MN</b>	
5. Date system was acquired or (for system's constructed by the transferor/assignor) the date on which service was provided to the first subscriber in the franchise area:	<b>5/22/2000</b>
6. Proposed effective date of closing of the transaction assigning or transferring ownership of the system to transferee/assignee:	<b>On or before December 30, 2005</b>

Attach as an Exhibit a schedule of any and all additional information or material filed with this application that is identified in the franchise as required to be provided to the franchising authority when requesting its approval of the type of transaction that is the subject of this application.

Exhibit No. <b>A</b>
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**PART I - TRANSFEROR/ASSIGNOR**

1. Indicate the name, mailing address, and telephone number of the transferor/assignor.

Legal name of Transferor/Assignor (if individual, list last name first) <b>Seren Innovations, Inc.</b>			
Assumed name used for doing business (if any) <b>Astound</b>			
Mailing street address or P.O. Box <b>15 South 5<sup>th</sup> Street, Ste 500</b>			
City <b>Minneapolis</b>	State <b>MN</b>	ZIP Code <b>55402</b>	Telephone No. (include area code) <b>612-395-3500</b>

2.(a) Attach as an Exhibit a copy of the contract or agreement that provides for the assignment or transfer of control (including any exhibits or schedules thereto necessary in order to understand the terms thereof). If there is only an oral agreement, reduce the terms to writing and attach. (Confidential trade, business, pricing, or marketing information, or other information not otherwise publicly available, may be redacted.)

Exhibit No. <b>P</b>
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(b) Does the contract submitted in response to (a) above embody the full and complete agreement between the transferor/assignor and transferee/assignee?

Yes       No

If No, explain in an Exhibit.

Exhibit No. <b>N/A</b>
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