

**CONSENT AND APPROVAL
OF
LOCAL FRANCHISING AUTHORITY
TO
TRANSFER OF CONTROL
OF
CATV FRANCHISE**

WHEREAS, Bresnan Telecommunications Company LLC ("Grantee") owns, operates, and maintains a cable television system ("System") in the Township of Carlos ("Grantor") pursuant to a cable television franchise (the "Franchise") and Grantee is the current authorized holder of the Franchise; and

WHEREAS, pursuant to the Purchase and Contribution Agreement between among BCI (USA), LLC, William J. Bresnan, Blackstone BC Capital Partners, L.P., Blackstone BC Offshore Capital Partners, L.P., Blackstone Family Investment Partnership III, L.P., TCI Bresnan LLC, TCID of Michigan, Inc. (collectively, the "Bresnan Partners") and Charter Communications Holding Company, LLC ("Charter HoldCo") (the "Transferee"), dated June 29, 1999, the Bresnan Partners desire to transfer the partnership interests of Bresnan Communications Company Limited Partnership subject to, among other conditions, any required approval of the Grantor with respect thereto, to Charter (the "Transaction"); and

WHEREAS, Grantee filed a complete FCC Form 394 Application for Franchise Authority Consent to Assignment or Transfer of Control of Cable Television Franchise with Grantor.

WHEREAS, Grantor has duly conducted a thorough review and investigation into the legal, technical and financial qualifications of Transferee to own and operate the System in light of the above-referenced FCC Form 394; and

WHEREAS, all written comments and staff reports have been received, and made a part of the record; and

WHEREAS, following the review and investigation, the Grantor has concluded that the Transferee has established that it meets the legal, technical and financial criteria to operate the cable television system and has satisfied all criteria set forth in and/or under all applicable local, state and federal laws, rules and regulations, including FCC Form 394.

NOW, THEREFORE, BE ITS RESOLVED, that in consideration of the foregoing and the promises set forth herein, the Grantor consents to the Transaction and further resolves as follows:

Section 1. Grantor consents to the transfer of control of cable system serving Grantor effective upon the closing of the Transaction;

Section 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 materially 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.

Section 3. Transferee may (a) assign or transfer its assets, including the Franchise provided however, that such assignment or transfer is to a parent or subsidiary of Transferee or another entity under direct or indirect control of Paul Allen; (b) restructure debt or change the ownership interests among existing equity participants in Transferee, and/or its affiliates; (c) pledge or grant a security interest to any lender(s) or Transferee's assets, including but not limited to the Franchise, or of interests in Transferee's affiliate companies, in a transaction commonly known as an "initial public offering."

Section 4. Transferee may transfer the Franchise or control related thereto to any entity controlling, controlled by, or under common control with Transferee. The Grantor acknowledges that any such transfer does not trigger any right it may have to exercise any first purchase right or other right to acquire the System.

Section 5. This Resolution shall take effect immediately.

ADOPTED AND APPROVED THIS 9 day of December, 1999.

Township of Carlos

By: *Ted Steidl*
Name: Ted Steidl
Title: Chairman

ATTEST:

Super Jimm
Clerk