

**RESOLUTION**

**Resolution of Beaufort County, South Carolina, Consenting to a Transfer of Minority Ownership in the Parent Company of Falcon Video Communications**

WHEREAS, Falcon Video Communications ("Falcon") is duly authorized to operate and maintain a cable communications system (the "System") in Beaufort County ("Franchise Authority") pursuant to a franchise (the "Franchise") granted by the Franchise Authority; and

WHEREAS, Falcon Holding Group, L.P. ("FHGLP"), the current managing general partner of Falcon, and affiliates of Tele-Communications, Inc. ("TCI") have formed a limited partnership, called Falcon Communications, L.P. (the "Falcon/TCI Partnership"), which will be the ultimate parent company of Falcon; and

WHEREAS, FHGLP and TCI have entered into a Contribution and Purchase Agreement dated December 30, 1997 (the "Contribution Agreement"), pursuant to which TCI has agreed to transfer the assets of certain of its cable systems to the Falcon/TCI Partnership; and

WHEREAS, upon the consummation of the transactions contemplated under the Contribution Agreement (the "Closing Date"), FHGLP will have approximately a 53% ownership interest in, and will control and manage the day-to-day operations of the Falcon/TCI Partnership, and the TCI affiliates will have approximately a 47% ownership interest in the Falcon/TCI Partnership; and

WHEREAS, a completed FCC Form 394 has been filed with the Franchise Authority; and

WHEREAS, the parties have requested consent by the Franchise Authority to the Falcon/TCI Partnership, to the extent that such consent is required under the Franchise, and in accordance with the requirements of the Franchise.

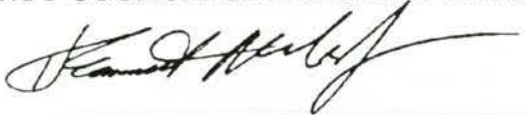
NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

1. The Franchise Authority hereby consents to the Falcon/TCI Partnership transaction, to the extent that such consent is required by the terms of the Franchise and applicable law, and consents to the assumption by the Falcon/TCI Partnership of the obligations under Falcon's Franchise, subject to applicable law.
2. The Franchise Authority hereby consents to the assignment, mortgage, pledge or other encumbrance, if any, of the Franchise System of assets relating thereto, or of the interests in the permitted holder thereof, as collateral for a loan, provided, however, that no legal transfer of a controlling interest in the System or its assets shall take place without prior consent of the Franchise Authority, consistent with applicable law.


3. This Resolution shall be deemed effective upon the closings of the transactions described above. Effective as the date hereof, this Resolution shall have the force of a continuing agreement with TCI, FHGLP and the Falcon/TCI Partnership and shall not be amended or otherwise altered without the consent of TCI, FHGLP and the Falcon/TCI Partnership.

Adopted this 18th day of May, 1998.

COUNTY COUNCIL OF BEAUFORT COUNTY

By:   
H. Emmett McCracken, Jr.  
Chairman

ATTEST:

  
Clerk to Council