

CONSENT RESOLUTION AUTHORIZING THE TRANSFER(S) OF
THE CABLE TELEVISION FRANCHISE AND
THE ASSIGNMENT OF THE ASSETS AND THE FRANCHISE

WHEREAS, the cable television franchise of Buffalo (the "Franchise") is registered in DD Cable Holdings, Inc., a Wisconsin corporation ("Holder of Record"); and

WHEREAS, Triax Midwest Associates, L.P. ("Triax"), DD Cable Holdings, Inc. ("DD Holdings"), DD Cable Partners, L.P. ("DD Partners"), and various wholly owned subsidiaries of DD Holdings ("Subsidiary" or "Subsidiaries") (DD Holdings, DD Partners and the Subsidiaries are hereafter collectively referred to as "DD Cable") and certain new investors have entered into a Contribution Agreement dated April 5, 1996 (the "Contribution Agreement"), whereby DD Partners and DD Holdings will contribute substantially all of their assets to Triax in exchange for limited partnership interests in Triax (the "Transaction"); and

WHEREAS, as a result of registering the Franchise in the Holder of Record, DD Cable may have inadvertently recorded the Franchise in an affiliated, but different entity from that which holds the assets which are used in providing the cable television service; and

WHEREAS, where applicable, the Franchise will be registered in the entity which holds the assets for the purpose of conforming registration to ownership of the operating assets, which Buffalo does not determine to be a transaction requiring municipal consent (the "Registration"); and

WHEREAS, thereafter, the Subsidiaries will merge into DD Holdings (the "Merger"); and

WHEREAS, Buffalo (the "Authority") has received a valid and complete request from the Holder of Record for ratification of the Registration, for consent to the Merger and the Transaction; and

WHEREAS, the Authority has determined that it is in the best interests of the community and residents thereof to ratify the Registration and to consent to the Merger and the Transaction, and has further determined that Triax possesses the requisite legal, technical and financial qualifications.

NOW, THEREFORE, BE IT RESOLVED, that the Merger and the Transaction, including the transfer of ownership and control of the Franchise and the respective assets which are used in providing the cable television service, are hereby permitted and approved; and

BE IT RESOLVED FURTHER, that the Registration is hereby ratified and that the Authority hereby grants its consent to the Registration to the extent such consent is necessary; and

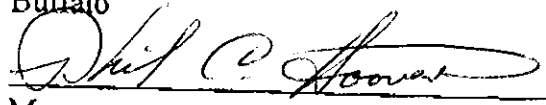
BE IT RESOLVED FURTHER, that the Franchise is in full force and effect without default thereunder to the date hereof in accordance with its terms and conditions as set forth therein and that no breach or default has occurred or is continuing under the Franchise; and

BE IT RESOLVED FURTHER, that Triax may, at any time and from time to time, assign or grant or otherwise convey one or more liens or security interests in its assets, including its rights, obligations and benefits in and to the Franchise (the "Collateral") to any lender ("Secured Party"), providing financing to Triax from time to time, and that the Authority agrees that consent to a transfer is hereby deemed approved if the Collateral is assigned and transferred as a result of a foreclosure. Triax shall have no duty to preserve the confidentiality of the information provided in the Franchise with respect to any disclosure (a) to its regulators, auditors or attorneys, (b) made pursuant to the order of any governmental authority, (c) consented to by the Authority, or (d) any of such information which was, prior to the date of such disclosure, disclosed by the Authority to any third party and such party is not subject to any confidentiality or similar disclosure restriction with respect to such information subject, however, to each of the terms and conditions of the Franchise; and


BE IT RESOLVED FURTHER, that the Authority hereby waives any right to first refusal which the Authority may have pursuant to the Franchise, as amended, or otherwise, to purchase the Franchise, or the assets which are used to provide the cable television service.

BE IT RESOLVED FURTHER, that the consent to transfer herein provided shall be effective upon and only effective concurrent with the final completion of the Transaction and the Merger.

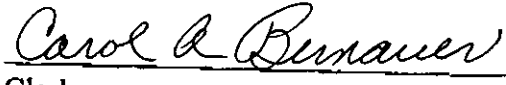
ADOPTED by Buffalo, IA City Council this 05 day of August, 1996.

Buffalo

Mayor, PHIL C. HOOVER

Attest:


Clerk-Treasurer, CAROL A. BERNAUER

The undersigned, being the duly appointed, qualified and acting Clerk of Buffalo,
Iowa, hereby certify that the foregoing Resolution No. 28-96 is a true, correct
and accurate copy of Resolution No. 28-96 duly and lawfully passed and adopted by Buffalo, IA,
City Council on the 05 day of August, 1996.


Clerk