

RESOLUTION NO. 07- 04

A RESOLUTION OF THE MAYOR AND CITY COUNCIL OF THE CITY OF MARICOPA, ARIZONA, AUTHORIZING THE TRANSFER OF CONTROL OF CABLE TELEVISION GRANTEE, ORBITEL COMMUNICATIONS, L.L.C.

WHEREAS, Orbitel Communications, L.L.C. ("Orbitel Commications") currently owns and operates a cable television system (the "System") in the City of Maricopa, Arizona pursuant to a License Agreement to Provide Cable Services dated October 19, 2004 (the "License"); and

WHEREAS, all of the current Members of Orbitel Communications have entered into a Membership Interests Purchase Agreement with IH Orbitel, Inc. ("IH Orbitel") and MCG Capital Corporation dated December 22, 2006, in which IH Orbitel has agreed to acquire all of the issued and outstanding membership interests in Orbitel Communications and thereby will acquire control of Orbitel Communications ("Transfer of Control"); and

WHEREAS, the City of Maricopa Cable Television Code ("Cable Code") requires any request for transfer of control to be accompanied by a non-refundable transfer fee and requires the prior written consent of the City; and

WHEREAS, Orbitel Communications and IH Orbitel have jointly submitted to the City an application on Federal Communications Commission Form 394 requesting the City's consent for the Transfer of Control and have submitted such other information concerning the Transfer of Control as required by the License, the Cable Code and the law, and as requested by the City (collectively "Transfer Application"); and

WHEREAS, Orbitel Communications and IH Orbitel submitted to the City the required transfer fee with the Transfer Application; and

WHEREAS, Orbitel Communications will continue to hold the License, continue as the "Grantee" under the License and will continue to operate the System in the City in accordance with the terms of the License subsequent to the Transfer of Control; and

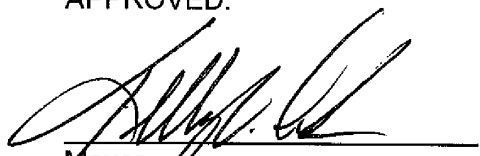
WHEREAS, the City Council has reviewed the Transfer Application, examined the legal, financial and technical qualifications of IH Orbitel, determined that the Transfer Application complies with the terms of the License and the Cable Code; and

WHEREAS, the City Council believes it is in the best interest of the City and its residents to approve the Transfer Application and the Transfer of Control of Orbitel Communications to IH Orbitel.

NOW THEREFORE, BE IT RESOLVED that the City Council of the City of Maricopa hereby approves the Transfer Application and consents to the Transfer of Control of Orbitel Communications to IH Orbitel.

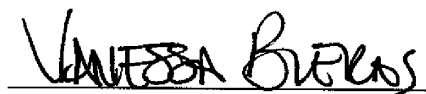
PASSED AND ADOPTED by the Mayor and City Council of the City of Maricopa,
Arizona this 6th day of February, 2007.

APPROVED:



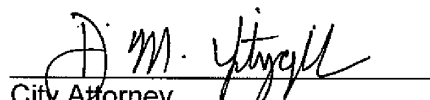
Mayor

ATTEST:



City Clerk

APPROVED AS TO FORM:



City Attorney