

MODIFICATION OF KING GEORGE CABLEVISION FRANCHISE AGREEMENT

Whereas, on May 16, 1985, the Board of Supervisors of King George County, Virginia adopted an ordinance providing for the construction, operation and regulation of a cable television system within King George County, Virginia; and

Whereas, the Board of Supervisors of King George County, Virginia awarded a cable television franchise to King George Cablevision, Inc, a Virginia Corporation on December 3, 1987; and

Whereas, the term of the franchise is fifteen (15) years from the date the Franchisee files a notarized, unconditional acceptance of all the terms and conditions of the Franchise agreement; and

Whereas, King George Cablevision Inc made a written request and a public presentation to the King George County Board of Supervisors for consent to assign the rights and responsibilities of the said franchise agreement to Gans Multimedia Partnership and to extend the term of the franchise agreement to March 6, 2011.

Now Therefore the parties agree as follows:

The King George County Board of Supervisors consents to the assignment of the cable franchise to Gans Multimedia Partnership and hereby extends the term of the franchise agreement to March 6, 2011.

Gans Multimedia Partnership hereby agrees to all the rights, responsibilities and obligations of the franchise agreement.

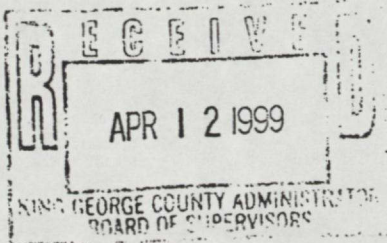
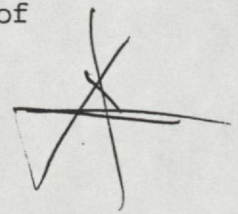
Gans Multimedia Partnership shall provide to the County within thirty days of this Agreement a written statement of its financial responsibility as required under the franchise agreement.

Gans Multimedia Partnership states that the transfer of the franchise agreement will not result in a rate increase attributable to the purchase price paid for the system.

Gans Multimedia Partnership acknowledges receipt of the policy statement adopted by the King George Board of Supervisors regarding content restrictions on its cabletelevision programming and hereby agrees to said modification of the franchise agreement.

Gans Multimedia Partnership
trading as Western Shore Cable TV of
King George

By Joseph Aman



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