

ORDINANCE NO. 95-2  
WYTHE COUNTY, VIRGINIA

AN ORDINANCE OF THE BOARD OF SUPERVISORS  
PROVIDING FOR THE TRANSFER AND ASSIGNMENT OF  
A CABLE TELEVISION FRANCHISE FROM  
STAR CABLE ASSOCIATES, INC.  
AND FROM  
TELECABLE ASSOCIATES, INC. TO  
TIME WARNER ENTERTAINMENT - ADVANCE/NEWHOUSE PARTNERSHIP

**WHEREAS**, Wythe County (the "County") granted a franchise (the "Franchise") to Pioneer Cable-Vision, Inc. via an Ordinance dated July 16, 1987, which was assigned to Star Cable Associates, a Pennsylvania general partnership ("Star") on June 1, 1988;

**WHEREAS**, Star has negotiated an Asset Purchase Agreement (the "Agreement") with Telecable Associates, Inc., a Texas corporation ("TCA"), pursuant to which Star will sell to TCA substantially all of the assets of its cable television system serving the County (the "System"), including its rights under the Franchise; and

**WHEREAS**, TCA has negotiated an Asset Exchange Agreement (the "Exchange Agreement") with Time Warner Entertainment - Advanced Newhouse Partnership, a New York general partnership ("TWEAN"), pursuant to which TCA will sell to TWEAN substantially all of the assets of the System, including the rights under the Franchise, immediately following the purchase thereof by TCA from Star; and

**WHEREAS**, Star and TWEAN have filed a Form 394 with the County; and

**WHEREAS**, Article XVII of the Franchise requires that prior to such assignments of the Franchise the Board of Supervisors grant its consent thereto, and that such consent shall not be unreasonably withheld; and

**WHEREAS**, the County has investigated the background of TWEAN, and finds TWEAN to be a suitable transferee of the rights, titles and interests of Star under the Franchise;

**NOW, THEREFORE, IT IS HEREBY ORDAINED BY THE BOARD OF SUPERVISORS:**

**Section 1.** The County authorizes and consents to, in all respects, the assignment and transfer by Star of the Franchise to TCA, and immediately thereafter by TCA to TWEAN, its successors and assigns, of their respective rights, titles and interests in the Franchise and the

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assumption by TWEAN of the obligations under the Franchise that relate to periods from and after the date of closing of the Exchange Agreement.

**Section 2.** The County confirms that: (a) the Franchise was properly granted; (b) the Franchise is currently in full force and effect and expires on June 1, 2005; (c) Star is recognized as the present holder and owner of the Franchise; (d) the Franchise supersedes all other agreements between the County and Star and represents the entire understanding between the County and Star with respect to the System and Star's provision of cable television and other telecommunications services within the County and Star has made no commitments and owes no obligations to the County other than those specifically stated in the Franchise; (e) Star is materially in compliance with the provisions of the Franchise; and (f) there exists no known fact or circumstance which constitutes or which, with the passage of time or the giving of notice or both, would constitute a default or breach under the Franchise, or would allow the County to cancel or terminate the rights thereunder except upon the expiration of the full term thereof.

**Section 3.** This Ordinance shall not become effective until TWEAN acquires the System, at which time the County automatically shall release Star and TCA from all obligations and liabilities under the Franchise that relate to periods from and after such date.

This ordinance was duly considered following the required public hearing held on November 28, 1995, and was adopted by the Board of Supervisors of Wythe County, Virginia, at its regular meeting held on November 28, 1995, the members voting:

NAME	FOR	AGAINST	ABSTAIN	ABSENT
Mark C. Munsey	X			
John E. Davis, Jr.	X			
R. T. DuPuis	X			
Charles S. Dix	X			
Olin F. Armentrout	X			
Giles C. Rose	X			
Harvey E. Atkinson, III	X			

I certify that this is a true and correct copy taken from the November 28, 1995, minutes of the Wythe County Board of Supervisors meeting.

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Billy R. Branson, Clerk

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