

**ORDINANCE NO. 98-4
WYTHE COUNTY, VIRGINIA**

**AN ORDINANCE OF THE WYTHE COUNTY BOARD OF SUPERVISORS
PROVIDING FOR THE TRANSFER AND ASSIGNMENT OF THE CABLE
TELEVISION FRANCHISE OF TCI OF WYTHEVILLE, INC. TO TCI OF WEST
VIRGINIA, INC. TO TWFANCH-ONE CO.**

WHEREAS, TCI of Wytheville, Inc. (“Franchisee”) owns, operates, and maintains a cable television system (“System”) in the County of Wythe, Virginia (“the “County”), pursuant to an ordinance effective May 12, 1987 (the “Franchise”), and Franchisee is the duly authorized holder of the Franchise; and,

WHEREAS, Franchisee and TWFanch-one Co. (“Transferee”), together with certain other related parties, are parties to an agreement (the “Purchase Agreement”) pursuant to which the assets of the System and all rights, title, interest and obligations of Franchisee under the Franchise, after an intermediate transfer to TCI of West Virginia, Inc., an affiliate of Franchisee, will be transferred to Transferee, and Transferee will assume the obligations of Franchisee under the Franchise which accrue from and after the closing date of the Purchase Agreement (collectively, the “Transfer”); and,

WHEREAS, Franchisee and Transferee have requested consent by the County to the Transfer in accordance with the requirements of the Franchise and applicable law and have filed an FCC Form 394 with the County.

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

SECTION 1. The County hereby consents to and approves of the Transfer, all in accordance with the terms of the Franchise and applicable law.

SECTION 2. The County confirms that (a) the Franchise was properly granted to Franchisee, (b) the Franchise is in full force and effect and the rights thereunder are held by Franchisee, (c) the Franchise supersedes all other agreements between Franchisee and the County and represents the entire understanding of the parties, and (d) Franchisee is materially in compliance with the provisions of the Franchise and there exists no fact or circumstance known to the County which constitutes or which, with the passage of time or the giving of notice or both, would constitute a material default or breach under the Franchise or would allow the County to cancel or terminate the rights thereunder.

SECTION 3. This Ordinance shall not be deemed effective until the closing of the Purchase Agreement (the “Closing Date”), provided that this Ordinance shall be effective with respect

to the intermediate transfer of the System and the Franchise to TCI of West Virginia, Inc. upon the date of the filing of articles of merger in accordance with applicable state laws.

SECTION 4. The County releases Franchisee, effective upon the Closing Date, from all obligations and liabilities under the Franchise that accrue on and after the Closing Date.

SECTION 5. This Ordinance shall have the force of a continuing agreement with Franchisee and Transferee and the County shall not amend or otherwise alter this Ordinance without the consent of Franchisee and Transferee.

This Ordinance was duly considered following the required public hearing held on November 3, 1998, and was approved and lawfully adopted by the Board of Supervisors, of Wythe County, Virginia at its meeting held on November 3, 1998, the members voting:

<u>Name</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Absent</u>
Wythe B. Sharitz	X			
Mark C. Munsey	X			
Charles S. Dix	X			
Danny C. McDaniel	X			
S. Clay Lawrence	X			
Howard W. Manley	X			
Harvey E. Atkinson, III	X			

This ordinance shall become effective on and after 12:01 a.m. on November 4, 1998.

I certify that this is a true and correct copy taken from the November 3, 1998 minutes of the Wythe County Board of Supervisors meeting.

R. Cellell Dalton, Clerk