

**ORDINANCE NO. 2004-1
WYTHE COUNTY, VIRGINIA**

**AN ORDINANCE OF THE BOARD OF SUPERVISORS
PROVIDING FOR THE TRANSFER AND ASSIGNMENT OF
A CABLE TELEVISION FRANCHISE FROM
TIME WARNER ENTERTAINMENT
ADVANCE/NEWHOUSE PARTNERSHIP
TO
CITIZENS CABLEVISION, INC.**

WHEREAS, Time Warner Entertainment–Advance/Newhouse Partnership (“Time Warner”), owns, operates, and maintains a cable television system (the “System”) in the County of Wythe, Virginia, pursuant to a cable franchise (“Franchise”) granted by the governing body of the County of Wythe (the “Franchise Authority”), and is the duly authorized holder of the Franchise; and

WHEREAS, Time Warner and Citizens Cablevision, Inc., a Virginia corporation (“Citizens”), are parties to an Asset Purchase Agreement (“Agreement”) pursuant to which the System, including all right, title and interest of Time Warner in the Franchise, will be assigned to Citizens (the “Assignment”); and

WHEREAS, Time Warner and Citizens have requested the consent of the Franchise Authority to the Assignment in accordance with the requirements of the Franchise, and have provided all information necessary in order to facilitate a decision by the Franchise Authority (“Assignment Application”); and

WHEREAS, the Franchise Authority has investigated the qualifications of Citizens and finds it to be a suitable assignee.

IT IS HEREBY ORDAINED BY THE BOARD OF SUPERVISORS:

SECTION 1. The Franchise Authority hereby accepts the Assignment Application and consents to the Assignment to Citizens, all in accordance with the terms of the Franchise.

SECTION 2. The Franchise Authority confirms that (a) the Franchise was properly granted, transferred or assigned to Time Warner; (b) the Franchise is currently in full force and effect and will expire on June 1, 2005, subject to options in the Franchise, if any to extend such term; (c) the Franchise supersedes all other agreements between the parties; (d) the Franchise represents the entire understanding of the parties and Time Warner has no obligations to the Franchise Authority other than those specifically stated in the Franchise; and (e) Time Warner is materially in compliance with the provisions of the Franchise and there exists no fact or circumstances known to the Franchise Authority 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 Franchise Authority to cancel or terminate the rights thereunder.

SECTION 3. Citizens may further transfer or assign the Franchise or control related thereto to any entity controlling, controlled by, or under common control with Citizens.

SECTION 4. The Franchise Authority hereby consents to and approves the granting of a security interest in, or the mortgage, pledge, or other encumbrance of, the Franchise, the System, or assets relating thereto, to any lending institution which may extend credit to Citizens now or in the future.

SECTION 5. The Franchise Authority hereby waives any right of first refusal or any other purchase right it may have pursuant to the Franchise, or otherwise, with respect to the Assignment.

SECTION 6. The Franchise Authority releases Time Warner, effective upon the closing of the transaction contemplated by the Agreement (the "Closing Date"), from all obligations and liabilities under the Franchise that accrue on and after the Closing Date; provided that Citizens shall be responsible for any obligations and liabilities under the Franchise that accrue on and after the Closing Date.

SECTION 7. This Ordinance shall not become effective until Citizens acquire the System, at which time the County automatically shall release Time Warner 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 March 23, 2004, and was adopted by the Board of Supervisors of Wythe County, Virginia, at its regular meeting held on March 23, 2004 the members voting:

<u>NAME</u>	<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>ABSENT</u>
Susan R. Crigger	X			
Anne B. Crockett-Stark	X			
Charles S. Dix	X			
Lisa R. Eaton	X			
James E. Hagee	X			
Danny C. McDaniel	X			
Wythe B. Sharitz	X			

I certify that this is a true and correct copy taken from the March 23, 2004, minutes of the Wythe County Board of Supervisors meeting.

R. Cellell Dalton, Clerk

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