

## **RESOLUTION NO. 136**

### **RESOLUTION OF THE TOWN OF MOUNT CARMEL, TENNESSEE APPROVING A TRANSFER OF THE CABLE TELEVISION FRANCHISE**

WHEREAS, Time Warner Entertainment Company, L.P. ("Time Warner") owns, operates, and maintains a cable television system (the "System") in the Town of Mount Carmel ("Franchise Authority"), pursuant to Ordinance No. 104 (the "Franchise"), and Time Warner is the current authorized holder of the Franchise; and

WHEREAS, Time Warner and InterMedia Partners of Tennessee ("InterMedia") have entered into an Asset Purchase Agreement dated as of October 18, 1995, as amended (the "Purchase Agreement"), providing for the sale, assignment and transfer of all of the assets of the System, including all rights and obligations of Time Warner under the Franchise, to InterMedia (the "Transfer") subject to, among other conditions, any required approval of the Franchise Authority with respect thereto; and

WHEREAS, Time Warner and InterMedia have requested consent by the Franchise Authority to the Transfer in accordance with the requirements of the Franchise; and

WHEREAS, the Franchise Authority had found InterMedia to be legally, technically and financially qualified to own and operate the System in accordance with the Franchise; and

WHEREAS, the Franchise Authority deems that the transfer is the best interest of the residents of the Town of Mount Carmel:

### **BE IT RESOLVED BY THE BOARD OF MAYOR AND ALDERMEN**, as follows:

**SECTION 1.** The Franchise Authority hereby consents to and approves the Transfer of the Franchise to InterMedia and its successors and assigns, relating to the period from and after the closing of the transaction described in the Purchase Agreement (the "Closing Date").

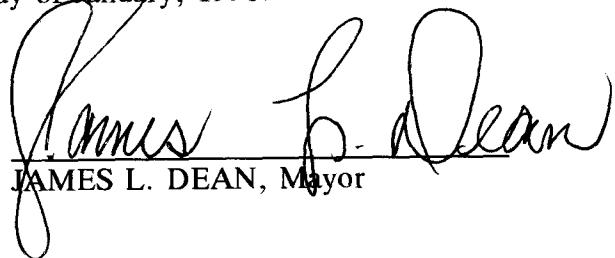
**SECTION 2.** InterMedia may, during the remaining Franchise term, transfer and assign the Franchise to any entity owned or controlled by, controlling or under common control with, InterMedia, or its general or limited partners, or any affiliate thereof, upon notice to Franchise Authority, describing the entity in sufficient detail to satisfy the Franchise Authority that the transfer and assignment meets the requirements of this Section 2.

**SECTION 3.** The Franchise Authority hereby consents to and approves the assignment, mortgage, pledge or other encumbrance, if any, of the Franchise, System or assets relating thereto, or of the partnership interests in InterMedia, as collateral of a loan.

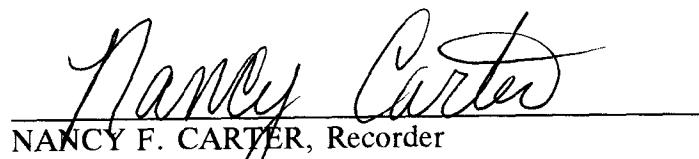
**SECTION 4.** The Franchise Authority confirms that, as of the date of the Resolution: (a) the Franchise was properly granted to Time Warner, is valid, remains in full force and effect and expires on December 9, 2004, subject to option, if any, to extend such term; (b) the Franchise supersedes all other agreements between Time Warner and the Franchise Authority and represents the entire understanding of the parties; and (c) Time Warner is materially in compliance with the provisions of the Franchise and there are no material unfulfilled commitments of Time Warner under the Franchise.

**SECTION 5.** The consents and approvals hereby granted are given pursuant to the Franchise and are permitted by law, and shall be contingent upon and take effect only on and after the Closing Date, at which time Time Warner shall be released from all obligations and liabilities under the Franchise that relate to periods from and after such date.

**A D O P T E D** this the 25th day of January, 1996.

  
\_\_\_\_\_  
JAMES L. DEAN, Mayor

ATTEST:

  
\_\_\_\_\_  
NANCY F. CARTER, Recorder

APPROVED AS TO FORM:

  
\_\_\_\_\_  
LAW OFFICES OF FAULK, MAY & COUP, Attorneys

HOLLAND & HART LLP  
ATTORNEYS AT LAW

DENVER • ASPEN  
BOULDER • COLORADO SPRINGS  
DENVER TECH CENTER  
BILLINGS • BOISE  
CHEYENNE • JACKSON HOLE  
SALT LAKE CITY  
WASHINGTON, D.C.

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DAWN M. MILLER  
LEGAL ASSISTANT  
(303) 295-8351  
dmiller@hollandhart.com

January 19, 1996

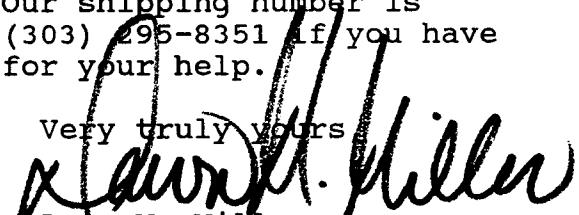
Town of Mount Carmel  
P.O. Box 1421  
Mount Carmel, TN 37645  
Attn: Nancy Carter

Dear Nancy:

Enclosed please find a resolution which needs to be executed approving the transfer of the Cable Television Franchise from Time Warner to InterMedia.

Please have this completed and return it to me as soon as possible by Federal Express. Our shipping number is #0802-0328-4. Please call me at (303) 295-8351 if you have any questions. Thanks very much for your help.

Very truly yours,

  
Dawn M. Miller  
Legal Assistant  
for Holland & Hart LLP

Enclosure

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RESOLUTION OF THE TOWN OF MOUNT CARMEL, TENNESSEE  
APPROVING A TRANSFER OF THE CABLE TELEVISION FRANCHISE

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WHEREAS, Time Warner and InterMedia Partners of Tennessee ("InterMedia") have entered into an Asset Purchase Agreement dated as of October 18, 1995, as amended (the "Purchase Agreement"), providing for the sale, assignment and transfer of all of the assets of the System, including all rights and obligations of Time Warner under the Franchise, to InterMedia (the "Transfer") subject to, among other conditions, any required approval of the Franchise Authority with respect thereto; and

WHEREAS, Time Warner and InterMedia have requested consent by the Franchise Authority to the Transfer in accordance with the requirements of the Franchise; and

WHEREAS, the Franchise Authority has found InterMedia to be legally, technically and financially qualified to own and operate the System in accordance with the Franchise; and

WHEREAS, the Franchise Authority deems that the transfer is in the best interests of the residents of the Town of Mount Carmel:

NOW, THEREFORE, BE IT RESOLVED BY THE TOWN COUNCIL OF THE TOWN OF MOUNT CARMEL AS FOLLOWS:

SECTION 1. The Franchise Authority hereby consents to and approves the Transfer of the Franchise to InterMedia and its successors and assigns, relating to the period from and after the closing of the transaction described in the Purchase Agreement (the "Closing Date").

SECTION 2. InterMedia may, during the remaining Franchise term, transfer and assign the Franchise to any entity owned or controlled by, controlling or under common control with, InterMedia, or its general or limited partners, or any affiliate thereof, upon notice to Franchise Authority, describing the entity in sufficient detail to satisfy the Franchise Authority that the transfer and assignment meets the requirements of this Section 2.

SECTION 3. The Franchise Authority hereby consents to and approves the assignment, mortgage, pledge or other encumbrance, if any, of the Franchise, System or assets relating thereto, or

of the partnership interests in InterMedia, as collateral for a loan.

SECTION 4. The Franchise Authority confirms that, as of the date of this Resolution: (a) the Franchise was properly granted to Time Warner, is valid, remains in full force and effect and expires on December 9, 2004, subject to options, if any, to extend such term; (b) the Franchise supersedes all other agreements between Time Warner and the Franchise Authority and represents the entire understanding of the parties; and (c) Time Warner is materially in compliance with the provisions of the Franchise and there are no material unfulfilled commitments of Time Warner under the Franchise.

SECTION 5. The consents and approvals hereby granted are given pursuant to the Franchise and are permitted by law, and shall be contingent upon and take effect only on and after the Closing Date, at which time Time Warner shall be released from all obligations and liabilities under the Franchise that relate to periods from and after such date.

PASSED, ADOPTED AND APPROVED by the Town of Mount Carmel this \_\_\_\_\_ day of \_\_\_\_\_, 1996.

By: \_\_\_\_\_

Title: \_\_\_\_\_

ATTEST:

\_\_\_\_\_  
Town Clerk

APPROVED AS TO FORM:

\_\_\_\_\_  
Town Attorney

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