

ORDINANCE NO. 191

AN ORDINANCE GRANTING THE CONSENT OF THE
CITY OF ASHLAND (LOCAL FRANCHISE AUTHORITY-LFA)
TO THE TRANSFER OF CONTROL/CONSENT TO ASSIGNMENT
OF THE NON-EXCLUSIVE CABLE TELEVISION FRANCHISE FROM CHARTER
COMMUNICATIONS II, L.P. TO CHARTER COMMUNICATIONS, LLC

WHEREAS, Ashland City pursuant to Ordinance No. 27, granted Cencom Cable Income Partners, L.P. ("Cencom"), a non-exclusive franchise to construct, operate and maintain a cable system with Ashland City; and

WHEREAS, Ashland City ("Grantor") consented to the transfer, sale and assignment of Cencom Cable Income Partners, L.P. to Charter Communications II, L.P. ("Grantee"), as set forth in Resolution No. 96-07, dated February 13, 1996;

WHEREAS, on July 29, 1998 a Purchase Agreement (the "Agreement") relating to sale of the Franchise executed;

WHEREAS, the Agreement provides for the sale of stock, the transfer of control and the restructuring of Grantee;

WHEREAS, the Agreement and the subsequent restructuring provides for the assignment of Grantee to Charter Communications, LLC ("Transferee");

WHEREAS, Grantee filed an FCC Form 394 Application for Franchise Authority Consent to Assignment or Transfer of Control of Cable Television Franchise with Grantor on or about August 21, 1998.

WHEREAS, Grantor has duly conducted a thorough review and investigation into the legal, technical and financial qualifications of Applicant and Transferee to own and operate the cable television system in light of the above-referenced FCC Form 394; and

WHEREAS, all written comments and staff reports have been received, and made a part of the record, and

WHEREAS, following review and investigation, the Grantor has concluded that the Transferee has established that it meets the legal, technical and financial criteria to operate the cable television system and has satisfied all criteria set forth in and/or under all applicable or required (LFA) and federal documents, laws, rules and regulations, including FCC Form 394.

NOW, THEREFORE, BE IT RESOLVED, that in consideration of the foregoing and the promises set forth herein, the Grantor agrees to the following:

1. Grantor consents to the restructuring of Grantee and the transfer of control/consent to assignment of franchise of the cable system serving Grantor effective upon closing of the transactions contemplated by the Agreement;
2. Grantor further consents to the change of name or corporate designation attendant with the restructuring of Grantee, if any, as set forth within the FCC Form 394;
3. Grantor confirms that (a) the Franchise is valid and outstanding and in full force and effect; (b) there have been no amendments for modifications to the Franchise, except as set forth herein; (c) Grantee is materially in compliance with the provisions of the Franchise, and (d) there are no defaults under the Franchise, or events which, with the giving of notice or passage of time or both, could constitute events of default thereunder.
4. Upon acceptance of this Ordinance and the Franchise, by signing below Transferee may (a) assign or transfer its assets, including the Franchise provided however, that such assignment or transfer is to a parent or subsidiary of Transferee or other entity under direct or indirect control of Paul Allen; (b) restructure debt or change

the ownership interests among existing equity particip
affiliates; (c) pledge or grant a security interest to any l
including but not limited to the Franchise, or of interes
securing an indebtedness, without obtaining prior cons
stock of Transferee, or any of Transferee's affiliated c
commonly known as an "initial public offering" provi
writing to Grantor that such transaction will have no f
between Grantee and Transferee relating to the manag
system in the franchise service area.

*faxed to
Pam (clarksville)
11-16-98*

5. This ordinance shall take effect immediately.

Duly adopted this 10th day of Nov. 1998, by the Grantor.

ATTEST: _____
BY: *[Signature]*
City Clerk

(CITY SEAL)

BY: *[Signature]*
Mayor Mary Grey Jenkins

WE CONSENT TO AND ACCEPT THE TERMS AND CONDITIONS OF THIS ORDINANCE.

DATE OF ACCEPTANCE:

CHARTER COMMUNICATIONS, LLC
BY: _____

ATTEST: