

ORDINANCE 238

AN ORDINANCE OF THE BOARD OF DIRECTORS OF THE CITY OF BARLING, ARKANSAS, CONSENTING TO THE ASSIGNMENT OF THE CABLE TELEVISION SYSTEM FRANCHISE FROM TRANSWESTERN VIDEO, INC., TO TCA CABLE PARTNERS

WHEREAS, TRANSWESTERN VIDEO, INC., an Oklahoma corporation ("TVI"), owns and operates a cable television system in the City of Barling, Arkansas, pursuant to a franchise granted by the Board of Directors of the City of Barling, Arkansas (the "City"), as set forth in Ordinance No. 209, dated February 11, 1992 (the "Franchise");

WHEREAS, on February 27, 1992, the City and TVI entered into an agreement pursuant to and accepting the terms of the Franchise;

WHEREAS, TVI and TCA Cable TV, Inc., a Texas corporation ("TCA Inc."), have executed an asset purchase agreement whereby TVI committed to sell and convey its cable television system serving the City and related assets (the "System") to TCA Inc., including all right, title and interest of TVI in the Franchise;

WHEREAS, TCA Inc. has assigned the Agreement to TCA Cable Partners, a Delaware general partnership ("TCA Partners").

NOW THEREFORE, BE IT ORDAINED AND ENACTED BY THE BOARD OF DIRECTORS OF THE CITY OF BARLING, ARKANSAS, THAT:

Section 1. The City hereby consents to and approves, subject to applicable law, the assignment by TVI of its right, title and interest in the Franchise to TCA Partners, and the assumption by TCA Partners of the obligations of TVI under the Franchise which accrue from and after the date of closing of the purchase of the System by TCA Partners.

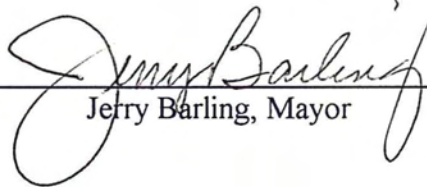
Section 2. The City confirms that: (a) the Franchise is currently in full force and effect and expires on February 10, 2012, (b) TVI is in material compliance with the provisions of the Franchise; and (c) there exists no known fact or circumstance which constitutes, or which with the passage of time or the giving of notice or both would constitute, a default or breach under the Franchise, or would allow the City to cancel or terminate the rights under the Franchise except upon the expiration of the full term thereof.

Section 3. TCA Partners may transfer the Franchise or control related thereto to any entity controlling, controlled by, or under common control with TCA Partners upon notice to the City of such transfer.

Section 4. The City approves the assignment, mortgage, pledge or other encumbrance of the Franchise or assets of TCA Partners as collateral for a loan

Section 5. This Ordinance shall not become effective until TCA Partners purchases the System from TVI and assumes the obligations of TVI under the Franchise.

PASSED, ADOPTED AND APPROVED by the Board of Directors of the City of Barling, Arkansas, this 11th day of June, 1996.



Jerry Barling, Mayor



Attest: Sharon Stockton, City Clerk

