

ORDINANCE NO. 635

An Ordinance of the City of
College Place Approving the Transfer and
Assignment by Cooke CableVision Inc.
to Cooke Cablevision of Yakima, Inc. of the
Franchise to Operate a Cable Television System in
the City of College Place and the Sale of
Stock of Cooke Cablevision of Yakima, Inc.
to TCI Cablevision of Washington, Inc.

WHEREAS, Cooke CableVision, Inc. ("Franchisee") owns, operates, and maintains a cable television system ("System") in the City of College Place ("Franchise Authority"), pursuant to Ordinance No. 538, dated May 14, 1984, as amended by Ordinance No. 596, dated February 23, 1987 ("Franchise"), and Cooke CableVision Inc. is the current authorized holder of the Franchise; and

WHEREAS, the terms and conditions of the Franchise are in full force and effect as of the date of this Ordinance; and

WHEREAS, Franchisee and certain of its affiliates and Tele-Communications, Inc. ("TCI") have entered into an agreement, dated as of July 14, 1989 ("Agreement"), as amended, providing for the disposition of all of the assets of the System, including all rights and obligations under the Franchise, to an affiliate of TCI; and

WHEREAS, in connection with the transaction, various intercorporate restructurings may occur and other activities relating to the System, such as (x) a transfer of the Franchise from Franchisee to Cooke Cablevision of Yakima, Inc. an affiliate of Franchisee, (y) the purchase of all of the outstanding stock of Cooke Cablevision of Yakima, Inc. by TCI Cablevision of Washington, Inc, an affiliate of TCI, and (z) a change of the corporate name of Cooke Cablevision of Yakima, Inc., tentatively, to TCI Cablevision of Yakima, Inc.; and

WHEREAS, the transaction relating to a transfer of the Franchise from Franchisee to Cooke Cablevision of Yakima, Inc. may be subject to the approval of the Franchise Authority; and

WHEREAS, the Franchise Authority has determined that it is in its best interests and the best interests of the residents of its community to approve the sale, assignment and transfer of the System and Franchise to Cooke Cablevision of Yakima, Inc., to acknowledge the purchase of the stock of Cooke Cablevision of Yakima, Inc. by TCI Cablevision of Washington, Inc., and to acknowledge the tentative name change of Cooke Cablevision of Yakima, Inc. to TCI Cablevision of Yakima, Inc.; and that Cooke Cablevision of Yakims, Inc., under the ownership and control of TCI Cablevision of Washington, Inc, has sufficient legal, technical and financial qualifications to comply with the terms of the Franchise.

NOW, THEREFORE, BE IT ORDAINED by the City Council of the City of College Place as follows:

SECTION 1. The Franchise Authority hereby consents to and approves the

sale, assignment and transfer by Franchisee to Cooke Cablevision of Yakima, Inc., its successors and assigns, of all the assets of the System, including all rights and obligations under the Franchise.

SECTION 2. The assumption by Cooke Cablevision of Yakima, Inc. of all rights and obligations under the Franchise with respect to the period from and after the date of the consummation of the sale, assignment and transfer of the assets of the System, including the Franchise, shall take effect on and after the date of consummation of such sale, and the filing and delivery by Cooke Cablevision of Yakima, Inc. of an acceptance of the terms of the Franchise, subject to applicable federal and state law, with the City within thirty (30) days following the consummation of such transfer.

SECTION 3. The Franchise Authority hereby acknowledges the purchase by TCI Cablevision of Washington, Inc. of all of the outstanding stock of Cooke Cablevision of Yakima, Inc., thereby effectuating a change in control and ownership of Cooke Cablevision of Yakima, Inc. and the System, effective as of the date of the consummation of the purchase of the stock of Cooke Cablevision of Yakima, Inc. by TCI Cablevision of Washington, Inc.

SECTION 4. The Franchise Authority acknowledges the tentative name change of Cooke Cablevision of Yakima, Inc. to TCI Cablevision of Yakima, Inc.

SECTION 5. The Franchise Authority hereby consents to and approves the assignment, mortgage, pledge, or other encumbrance of the Franchise, System or assets relating thereto, if any, for financing purposes, in connection with this transaction.


SECTION 6. The Franchise Authority hereby affirms that, as of the date of this Ordinance, the Franchise is valid and remains in full force and effect and the Franchise Authority is aware of no conduct by the Franchisee which would result in default under the Franchise.

SECTION 7. Upon written notice to the Franchise Authority, Cooke Cablevision of Yakima, Inc. may transfer the Franchise or control related thereto to any subsidiary of TCI without prior consent of the Franchise Authority.

PASSED by the City Council of the City of College Place, this 23rd day of October, 1989.


Mayor

ATTEST:


Clerk

I, the undersigned, being the duly appointed, qualified and acting City Clerk of the City of College Place, hereby certify that the foregoing Ordinance No. 635 is a true, correct and accurate copy of Ordinance No. 635 duly and lawfully passed and adopted by the City on the 23rd day of October, 1989.

Kathleen Bowman
City Clerk