

ORDINANCE NO. 2758

**ORDINANCE OF THE CITY OF JONESBORO, AR CONSENTING TO
THE ASSIGNMENT OF THE CABLE TELEVISION SYSTEM
FRANCHISE FROM EAST ARKANSAS CABLEVISION, INC. TO TCA
CABLE PARTNERS**

WHEREAS, East Arkansas Cablevision, Inc. an Arkansas corporation ("East Arkansas"), currently owns and operates a cable television system in the City of Jonesboro, AR pursuant to a franchise granted by the the City of Jonesboro, as set forth in Ordinance No. 1919 dated April 1, 1985 (the "Franchise").

WHEREAS, East Arkansas and TCA Cable Partners, a Delaware general partnership ("TCA"), have entered into an agreement whereby East Arkansas will sell and convey the assets of its cable television system serving the City of Jonesboro (the "System") to TCA, including all right, title and interest of East Arkansas in the Franchise.

**NOW, THEREFORE, BE IT RESOLVED BY THE CITY OF JONESBORO AS
FOLLOWS:**

- 1. The City of Jonesboro has determined that TCA has the ability to provide the services required under the Franchise for the System and hereby consents to and approves, subject to applicable laws, the assignment by East Arkansas of its right, title and interest in the Franchise to TCA and the assumption by TCA of the obligations of East Arkansas under the Franchise which accrue from and after the Closing Date (as hereinafter defined). In connection with the foregoing, the City of Jonesboro hereby releases East Arkansas, effective upon the Closing Date, from all obligations and liabilities under the Franchise that accrue on and after the Closing Date.**
- 2. The City of Jonesboro confirms that: (a) the Franchise was properly granted; (b) the Franchise is currently in full force and effect and expires on April 26, 2000; (c) East Arkansas' performance under the Franchise has been satisfactory and East Arkansas is in material compliance with the provisions of the Franchise and with applicable law; (d) 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 of Jonesboro to cancel or terminate the rights under the Franchise except upon the expiration of the full term thereof; and (e) the Franchise supersedes all other agreements between the City of Jonesboro and East Arkansas and represents the entire understanding between the City of Jonesboro and East Arkansas with respect to the System and East Arkansas' provision of cable television and other telecommunications services within the City of Jonesboro and East Arkansas has made no**

commitments and owes no obligations to the City of Jonesboro other than those specifically stated in the Franchise.

- 3. TCA may transfer the Franchise or control related thereto to any entity controlling, controlled by, or under common control with TCA upon notice to the City of Jonesboro or any such transfer and so long as TCA is in compliance with the terms of the Franchise.**
- 4. This ordinance shall not become effective until TCA closes the purchase of the System from East Arkansas (the "Closing Date") and assumes the obligations of East Arkansas under the Franchise.**
- 5. This ordinance shall have the force of a continuing agreement with East Arkansas and TCA and therefore the City of Jonesboro shall not amend or other wise alter this ordinance without the consent of East Arkansas and TCA.**

PASSED, ADOPTED AND APPROVED by the City of Jonesboro, AR this 17th day of February, 1997.