

**AN ORDINANCE PROVIDING FOR THE TRANSFER AND ASSIGNMENT
OF A CABLE TELEVISION FRANCHISE FROM
TIME WARNER ENTERTAINMENT COMPANY, L.P. TO
TELE-COMMUNICATIONS OF NORTHWEST ARKANSAS LIMITED PARTNERSHIP**

WHEREAS, the City of Greenland, Arkansas (the "City") granted to Warner Cable Communications Inc. ("WCC") a Cable Television Franchise (the "Franchise") via Ordinance No. 124, dated May 13, 1991;

WHEREAS, WCC is an entity under the same ultimate control as Time Warner Entertainment Company, L.P., a Delaware limited partnership ("TWE");

WHEREAS, pursuant to Section XVI of the Franchise, WCC assigned all of its right, title and interest in the Franchise to TWE;

WHEREAS, TWE has negotiated an Asset Purchase Agreement (the "Agreement") with Tele-Communications of Northwest Arkansas Limited Partnership, a Delaware limited partnership ("TCA"), pursuant to which TWE will sell to TCA substantially all of the assets of its cable television system serving the City (the "System"), including its rights under the Franchise;

WHEREAS, TWE and TCA have filed a Form 394 with the City; and

WHEREAS, Section XVI of the Franchise requires that prior to an assignment of the Franchise by TWE the City grant its consent thereto, and that such consent shall not be unreasonably withheld;

**NOW, THEREFORE, IT IS HEREBY ORDAINED BY THE CITY OF
GREENLAND, ARKANSAS:**

Section 1. The City authorizes and consents to, in all respects, the assignment and transfer by TWE of the Franchise to TCA, its successors and assigns, and the assumption by TCA of the obligations of TWE under the Franchise that relate to periods from and after the date of closing of the Agreement.

Section 2. The City confirms that: (a) the Franchise was properly granted; (b) the Franchise is currently in full force and effect and expires on May 12, 2006; (c) TWE is recognized as the present holder and owner of the Franchise; (d) the Franchise supersedes all other agreements between the City and TWE and represents the entire understanding between the City and TWE with respect to the System and TWE's provision of cable television and other telecommunications services within the City and TWE has made no commitments and owes no obligations to the City other than those specifically stated in the Franchise; (e) TWE is materially in compliance with the provisions of the Franchise; and (f) 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 thereunder except upon the expiration of the full term thereof.

Section 3. This Ordinance shall not become effective until TCA acquires the System and files with the City its written acceptance of the terms and conditions of the Franchise, at which time the City automatically shall release TWE and its predecessors from all obligations and liabilities under the Franchise that relate to periods from and after such date.

Passed and adopted on March 13, 1995.

ATTEST:

Donna Cheevers

Lo Barnett
Mayor of Greenland, Arkansas

Section 4 An emergency is hereby declared to exist and this ordinance being necessary for the health, safety and welfare of the citizens of Greenland, Arkansas, shall be in full-force and effect from the date of its passage and approval