

**AN ORDINANCE GRANTING CONSENT TO THE SALE, TRANSFER  
AND ASSIGNMENT OF THE NON-EXCLUSIVE CABLE FRANCHISE TO  
CHARTER COMMUNICATIONS, II L.P.**

**WHEREAS**, the County of Mitchell, pursuant to Ordinance number \_\_\_\_\_, granted Cencom Entertainment, Inc. ("Crown") a Non-Exclusive franchise to construct, operate, and maintain a cable system with the County of Mitchell; and

**WHEREAS**, Crown has requested the Board of Commissioners consent to the sale, transfer and assignment of the franchise to CHARTER; and

**WHEREAS**, after giving due evaluation to the information supplied, the Board of Commissioners has determined that it is in the best interest of the County of Mitchell and its residents to consent to the sale, transfer and assignment of the franchise to CHARTER;

**NOW THEREFORE BE IT RESOLVED**, that the County of Mitchell hereby gives its approval to the sale, transfer and assignment of the cable system serving the County of Mitchell and of the rights under the franchise from Cencom Entertainment, Inc. ("Crown") to CHARTER. This consent will become effective upon the later of the date of this Ordinance or the date of the legal transfer of the cable system by Crown and acceptance of the terms and conditions of the franchise by CHARTER.

**FURTHER RESOLVED**, that the Board of Commissioners hereby acknowledges that the Franchise Agreements remain in full force and effect with no defaults or breaches thereunder;

**FURTHER RESOLVED**, that CHARTER may encumber all or any part of the interest of Charter in and under the Franchise Agreements, for financing purposes, by one or more security agreements, devises, mortgages, deeds of trust, or other encumbrances from CHARTER to any lender, providing financing to CHARTER from time to time and encumbering any property or assets of CHARTER including the Franchise Agreements.

**FURTHER RESOLVED**, that the franchise is, and shall remain, in full force and effect, and CHARTER, to whom the franchise rights are assigned pursuant hereto, shall be subject to all terms and provisions thereof.

Duly Adopted this 6th day of October, 1994 by the Mitchell County Board of Commissioners.

Bill Slagle  
Chairman, Board of Commissioners

ATTEST:

Mike Robinson  
Mike Robinson, County Manager