

ORDINANCE TO PERMIT ASSIGNMENT OF FRANCHISE RIGHTS
AND TO DECLARE AN EMERGENCY

ORDINANCE #1987-11

WHEREAS, The Village of Hamersville, State of Ohio, has ordained by Ordinance No. 1987-1 dated January 5, 1987 (the "Ordinance") that Coaxial Communications of Southern Ohio, Inc. ("Grantee") be granted the right and privilege to construct, maintain and operate a community cable television system (the "CATV System") to enable the sale of Grantee's cable television ("CATV") service to the residents of the Village of Hamersville, during the period ending January 5, 2002; and

WHEREAS, the Ordinance prohibits the assignment of the rights of Grantee under the Ordinance without the prior consent of the Village Council; and

WHEREAS, Grantee is refinancing its long-term debt pursuant to which it is being requested to grant a security interest in Grantee's rights under the Ordinance as well as in Grantee's rights under any and all modifications and/or renewals of said Ordinance (collectively said Ordinance and all modifications and renewals thereof are referred to as the "Franchise") to National Westminster Bank USA ("NatWest"); and

WHEREAS, Grantee has requested that the Village Council permit Grantee to grant a security interest in the Franchise to NatWest; and

WHEREAS, the public interest would be served by the Village Council's approving the grant of said security interest;

NOW, THEREFORE, BE IT ORDAINED BY THE COUNCIL OF THE VILLAGE OF HAMERSVILLE, OHIO:

Section 1. The Village of Hamersville hereby authorizes Grantee, without the necessity of obtaining any further consent or approval, to grant to NatWest, as agent for itself and other responsible banks or lending institutions, and its successors and assigns, and to any other responsible bank or lending institution in connection with any financing of Grantee's debt (collectively, the "Secured Parties"), liens on and/or security interests in Grantee's right, title and interest in, to and under the Franchise as well as any of its assets which may be useful or necessary in order to provide CATV service in accordance with the terms of the Franchise (the "Franchise Operation Assets"), on such terms, conditions and covenants as Grantee may agree upon with the Secured Parties. In addition, the Secured Parties shall have the authority in connection with the grant of such liens and/or security interests, to exercise all rights and remedies accruing to such Secured Parties under and pursuant to the loan

and security agreements (or comparable agreements) and other instruments and documents executed and delivered by and between Grantee and the Secured Parties pursuant thereto and, in addition thereto, all rights and remedies under the Uniform Commercial Code as enacted in the State of Ohio, and all rights and remedies otherwise available at law including, without limitation, foreclosure and realization upon Grantee's right, title and interest in, to and under the Franchise and Franchise Operation Assets. and the sale or other disposition of the Franchise and Franchise Operation Assets by the Secured Parties to third parties, all without the necessity of obtaining any consent or approval of the Council of the Village of Hamersville, so long as prior to assuming responsibility for provision of CATV service to the residents of the Village of Hamersville, the Secured Parties or the third parties, as the case may be, agree in writing to provide CATV service in accordance with the Franchise.

Section 2. The authorization provided by Section 1 of this Ordinance shall be deemed to constitute a provision of the rights granted by the Ordinance as well as by any and all modifications and/or renewals thereof.

Section 3. This Ordinance is hereby declared to be any emergency measure immediately necessary for the preservation of the public peace, health, safety, morals and welfare and to insure the fiscal integrity of Grantee. This Ordinance shall thus be in full force and effect upon its enactment by the Council and approval by the Mayor.

Charlotte Abner
Mayor

Debra S. Ginn
Clerk

Dated 12-7-87

*Ordinance to permit assignment of franchise rights
and to declare an emergency.*

Ordinance #1987-11

PROPOSED FORM OF CONSENT

TO BE PASSED BY ORDINANCE

WHEREAS, the Village of Hamersville, State of Ohio, has ordained by Ordinance No. 19-87-1 dated January 5, 1987 (the "Ordinance") that Coaxial Communications of Southern Ohio, Inc. ("Grantee") be granted the right and privilege to construct, maintain and operate a community cable television system (the "CATV System") to enable the sale of Grantee's cable television ("CATV") service to the residents of the Village of Hamersville, during the period ending January 5, 2002; and

WHEREAS, the Ordinance prohibits the assignment of the rights of Grantee under the Ordinance without the prior consent of the Village Council; and

WHEREAS, Grantee is refinancing its long-term debt pursuant to which it is being requested to grant a security interest in Grantee's rights under the Ordinance as well as in Grantee's rights under any and all modifications and/or renewals of said Ordinance (collectively said Ordinance and all modifications and renewals thereof are referred to as the "Franchise") to National Westminster Bank USA ("NatWest"); and

WHEREAS, Grantee has requested that the Village Council permit Grantee to grant a security interest in the Franchise to NatWest; and

WHEREAS, the public interest would be served by the Village Council's approving the grant of said security interest;

NOW, THEREFORE, BE IT ORDAINED BY THE COUNCIL OF THE
VILLAGE OF HAMERSVILLE, OHIO:

Section 1. The Village of Hamersville hereby authorizes Grantee, without the necessity of obtaining any further consent or approval, to grant to NatWest, as agent for itself and other responsible banks or lending institutions, and its successors and assigns, and to any other responsible bank or lending institution in connection with any financing of Grantee's debt (collectively, the "Secured Parties"), liens on and/or security interests in Grantee's right, title and interest in, to and under the Franchise as well as any of its assets which may be useful or necessary in order to provide CATV service in accordance with the terms of the Franchise (the "Franchise Operation Assets"), on such terms, conditions and covenants as Grantee may agree upon with the Secured Parties. In addition, the Secured Parties shall have the authority in connection with the grant of such liens and/or security interests, to exercise all rights and remedies accruing to such Secured Parties under and pursuant to the loan and security agreements (or comparable agreements) and other instruments and documents executed and delivered by and between Grantee and the Secured Parties pursuant thereto and, in addition thereto, all rights and remedies under the Uniform Commercial Code as enacted in the State of Ohio, and all rights and remedies otherwise available at law including, without limitation, foreclosure and realization upon Grantee's right, title and interest in, to and under the Franchise and Franchise Operation Assets,

and the sale or other disposition of the Franchise and Franchise Operation Assets by the Secured Parties to third parties, all without the necessity of obtaining any consent or approval of the Council of the Village of Hamersville, so long as prior to assuming responsibility for provision of CATV service to the residents of the Village of Hamersville, the Secured Parties or the third parties, as the case may be, agree in writing to provide CATV service in accordance with the Franchise.

Section 2. The authorization provided by Section 1 of this Ordinance shall be deemed to constitute a provision of the rights granted by the Ordinance as well as by any and all modifications and/or renewals thereof.

Section 3. This Ordinance is hereby declared to be an emergency measure immediately necessary for the preservation of the public peace, health, safety, morals and welfare and to insure the fiscal integrity of Grantee. This Ordinance shall thus be in full force and effect upon its enactment by the Council and approval by the Mayor.

MAYOR

Dated 12-7-87

Clerk