

ORDINANCE 96-19

ORDINANCE OF THE TOWN OF ASHLAND APPROVING THE MERGER BETWEEN CONTINENTAL CABLEVISION, INC. AND US WEST, INC.

WHEREAS, Continental Cablevision of Virginia, Inc. ("Franchisee"), is the fully authorized holder of a franchise (as amended to date, the "Franchise") authorizing the operation and maintenance of a cable television system and authorizing Franchise to serve the Town of Ashland ("Franchise Authority"); and

WHEREAS, Continental and US WEST, Inc. ("US WEST") have entered into an Agreement and Plan of Merger dated as of February 27, 1996 (the "Agreement"), subject to, among other considerations, any required approval of the Franchise Authority with respect thereto; and

WHEREAS, in connection with the merger (the "Merger") contemplated by the Agreement, the parent company Continental will merge with US WEST or with a wholly-owned subsidiary of US WEST; and

WHEREAS, US WEST may thereafter assign or transfer the control related to Continental to an entity controlling, controlled by or under common control with US WEST; and

WHEREAS, to the extent the Franchise requires, Continental and US WEST now seek approval of the transfer of control from Continental to US WEST; and

NOW, THEREFORE, BE IT RESOLVED BY THE TOWN OF ASHLAND AS FOLLOWS:

SECTION 1. To the extent that the consent of the Franchise Authority is required by the terms of the Franchise and applicable law, the Franchise Authority hereby consents to the transfer of control of the Franchise, which is currently in full force and effect with no outstanding defaults or breaches thereunder.

SECTION 2. This Ordinance shall have the force of continuing agreement between Franchisee and the Franchise Authority, and the Franchise Authority shall not amend or otherwise alter this Ordinance without the consent of Franchisee and US WEST.

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PASSED, ADOPTED AND APPROVED this 23rd day of July, 1996.

By: 

ATTEST:


Clerk of Council

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