

ORDINANCE NO. 387

AN ORDINANCE EVIDENCING THE CONSENT OF THE CITY COUNCIL OF THE CITY OF HELENA TO THE TRANSFER OF A FRANCHISE HERETOFORE GRANTED BY SAID CITY AND AUTHORIZING THE CITY CLERK TO DELIVER A CERTIFIED COPY OF THIS ORDINANCE AS WRITTEN EVIDENCE OF THE APPROVAL OF SAID TRANSFER

BE IT ORDAINED by the Mayor and City Council of the City of Helena, Alabama (collectively the "Council") as follows:

Section 1. Findings by the Council. The Council has ascertained and does hereby find and declare that:

(i) On June 25, 1979, the Council adopted Ordinance No. 140, the "Helena Cable Television Ordinance Providing for the Construction, Operation, Regulation and Control of Cable Television Systems;

(ii) Thereafter, the Council granted to Cablevision Company, Inc. a Franchise for the Construction, Acquisition, Operation and Maintenance of a Cable Television System within the City Limits of the City of Helena, Alabama (collectively with Ordinance No. 140, the "Franchise Ordinance");

(iii) Thereafter, the Franchise Ordinance was effectively transferred and assigned to Insight Communications Company, L.P., a Delaware limited partnership ("Insight");

(iv) Insight has informed the Council that it has entered into an Asset Purchase and Sale Agreement (the "Agreement") dated as of March 21, 1990, pursuant to which it has agreed to transfer all of the rights of Insight in and to the Franchise Ordinance to Cencom of Alabama, L.P., a Delaware limited partnership, or an affiliate thereof ("Cencom");

(v) In accordance with the provisions of the Franchise Ordinance, Insight has requested the Council to consider its proposed transfer and to adopt a resolution authorizing the transfer of all of the rights of Insight in and to the Franchise Ordinance, from Insight to Cencom;

(vi) The Franchise Ordinance remains in full force and effect;

(vii) It is desirable and in the public interest that the Council evidence its approval of said transfer to Cencom, by the adoption of this Ordinance.

Section 2. No Defaults. The Council hereby declares that there exists no breach or default of any kind by Insight under the Franchise Ordinance and further that the Franchise Ordinance is in full force and effect.

Section 3. Approval and Acknowledgment. The Council hereby approves and authorizes the transfer of all of the rights of Insight in and to the Franchise Ordinance to Cencom.

Section 4. Conditions of Assignment. This consent is granted under the condition that Cencom agree to be bound by and to comply with all the provisions of the Franchise Ordinance subject to applicable law, and any default under the Franchise Ordinance which existed on or prior to the date of transfer shall not be the basis for the revocation of the Franchise Ordinance.

Section 5. Security Interests. The Council hereby approves, consents and authorizes the encumbrance or assignment by Cencom of all or any part of its rights under the Franchise Ordinance for financing purposes, by one or more security agreements, devises, mortgages, deeds of trust, or other encumbrances from Cencom to any lender encumbering any property or assets of Cencom including the Franchise Ordinance.

Section 6. Ratification and Confirmation. The Franchise Ordinance is hereby ratified and confirmed.

Section 7. Filing of Written Statement by Cencom. Cencom is directed to file with the City of Helena within thirty (30) days after the sale, transfer or assignment of the Franchise Ordinance, a written statement in substantially the following form signed in its name and behalf:

"To the City Council of the City of Helena, Alabama:

You are hereby notified that as heretofore duly authorized by resolution #387 duly adopted on 05/07/90 1990, Insight Communications Company, L.P. has assigned and transferred to Cencom of Alabama, L.P. control of its cable television franchise pursuant to an Ordinance ("Ordinance"), to operate a cable television system within the City of Helena. For itself, its successors and assigns, Cencom of Alabama, L.P. hereby accepts the Ordinance and agrees to be bound by all of its terms, conditions and provisions as to all obligations and liabilities accruing from and after the effective date of transfer."

C E R T I F I C A T I O N

I, Frances Parrish, duly appointed and acting clerk for the City of Helena, Alabama, hereby certify the fore going is a true and correct copy of Ordinance #387 and was duly passed by the council of the City of Helena in a regularly scheduled meeting held on May 7, 1990 and has been posted in four public places located in the City of Helena and more specifically listed below:

Mayors Office

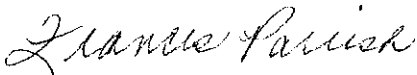
Police Department

Utility Department

Helena Library

Duly posted by me on the 8th day of May, 1990.

Signed:



Frances Parrish, CMC
Clerk/Treasurer
City of Helena