

ORDINANCE NO. 86-

WHEREAS, the County of Marshall, Kentucky (the "County"), granted to Bluegrass Cablevision of Marshall, Inc., a Kentucky corporation ("Seller"), a franchise to construct, own and operate a community antenna television system in the County pursuant to that "Contract for Franchise" dated as of August 13, 1982. (the "Franchise"); and

WHEREAS, Seller desires to assign all of its rights and delegate all of its obligations under the Franchise to C4 Media Cable Mid-South Limited Partnership, a Delaware limited partnership ("Buyer"); and

WHEREAS, The County is willing to: (a) grant its consent to the assignment of the Franchise from Seller to Buyer; and (b) grant its consent to a collateral assignment of the Franchise or a pledge of the assets of the cable system to any of Buyer's lenders.

BE IT ORDAINED BY THE MARSHALL COUNTY FISCAL COURT, AND IT IS HEREBY ORDAINED BY THE AUTHORITY OF THE SAME, AS FOLLOWS:

Section 1. The County hereby grants its consent to: (a) the assignment of the Franchise from Seller to Buyer; (b) any collateral assignment of the Franchise or a pledge of the assets of the cable system to any of Buyer's lenders.

Section 2. The County hereby confirms that: (a) the Franchise was properly granted; (b) the Franchise is in accordance with all state and local laws; (c) the Franchise is validly existing and in full force and effect; and (d) there exists no fact or circumstance which constitutes or which, with the passage of time or

or the giving of notice or both, would constitute, a default under the Franchise or permit the County to cancel or terminate the rights thereunder, except upon the expiration of the full term thereof.

Section 3. The County expressly agrees that this Ordinance shall not become effective until the close of business on the date upon which Buyer acquires the assets of Seller.

Section 4. Except as hereby modified, the Franchise is in all other respects ratified and confirmed and all of the terms and conditions thereof shall remain in full force and effect.

Section 5. This Ordinance is hereby declared to be a measure in the interest of public peace, health, welfare and safety.

This Ordinance passed and approved the 19th day of August, 1986 and noted in the minutes of the regular meeting of the Marshall County Fiscal Court on the said date.

ATTEST:



MARSHALL COUNTY FISCAL COURT

BY 
Mike Miller, Judge/Executive