

RESOLUTION NO. 87-89

**A Resolution of the
County of Mason
Approving the Sale of Stock of
Cooke Communications of Southwest Washington, Inc.
to TCI Cablevision of Washington, Inc.**

WHEREAS, Cooke Communications of Southwest Washington, Inc. ("Franchisee") owns, operates, and maintains a cable television system ("System") in the County of Mason ("Franchise Authority"), pursuant to Enabling Ordinance No. 1223, dated September 29, 1980, and Resolution No. 57-81 dated June 1, 1981, Resolution No. 126-81 dated October 5, 1981, and Resolution No. 18-84 dated January 30, 1984 (collectively, "Franchise"), and Cooke Communications of Southwest Washington, Inc. is the current authorized holder of the Franchise; and

WHEREAS, the terms and conditions of the Franchise are in full force and effect as of the date of this Resolution; and

WHEREAS, Franchisee and certain of its affiliates and Tele-Communications, Inc. ("TCI") have entered into an agreement, dated as of July 14, 1989 ("Agreement"), as amended, providing for the disposition of all of the assets of the System, including all rights and obligations under the Franchise, to an affiliate of TCI; and

WHEREAS, pursuant to the transaction, TCI Cablevision of Washington, Inc., a subsidiary of TCI, will acquire all of the outstanding stock of Franchisee; and

WHEREAS, the Franchise Authority desires to approve the purchase of the stock of Franchisee by TCI Cablevision of Washington, Inc.; and

WHEREAS, the name of the Franchisee will be changed, tentatively, to TCI Cablevision of Southwest Washington, Inc.; and

WHEREAS, the Franchise Authority has determined that it is in its best interests and the best interests of the residents of its community to approve the purchase of the stock of the Franchisee by TCI Cablevision of Washington, Inc. and to acknowledge the tentative name change of the Franchisee to TCI Cablevision of Southwest Washington, Inc.; and that the Franchisee, under the ownership and control of TCI Cablevision of Washington, Inc., has sufficient legal, technical and financial qualifications to comply with the terms of the Franchise.

NOW, THEREFORE, BE IT RESOLVED by the governing body of the County of Mason as follows:

SECTION 1. The Franchise Authority hereby consents to and approves the purchase by TCI Cablevision of Washington, Inc. of all of the outstanding stock of the Franchisee, thereby effectuating a change in control and ownership of the Franchisee and the System, effective as of the date of the consummation of the purchase of the stock of the Franchisee by TCI Cablevision of Washington, Inc.

SECTION 2. The Franchise Authority acknowledges the tentative name change of the Franchisee to TCI Cablevision of Southwest Washington, Inc.

SECTION 3. The Franchise Authority hereby consents to and approves the assignment, mortgage, pledge, or other encumbrance of the Franchise, System or assets relating thereto, if any, for financing purposes, in connection with this transaction.

SECTION 4. The Franchise Authority hereby affirms that, as of the date of this Resolution, the Franchise is valid and remains in full force and effect and the Franchise Authority is aware of no conduct by the Franchisee which would result in default under the Franchise.

SECTION 5. Upon written notice to the Franchise Authority, Franchisee may transfer the Franchise or control related thereto to any subsidiary of TCI without prior consent of the Franchise Authority.

Duly and lawfully PASSED, ADOPTED AND APPROVED by the governing body of the County of
Mason, this 3rd day of October, 1989.

MASON COUNTY BOARD OF COMMISSIONERS

Corneille S. McFee
Chairman

William O. Hunter
Member

Michael A. Gibson
Member

ATTEST:

Rebecca S. Rogers
Clerk of the Board

APPROVED AS TO FORM:

Ray P. Bullock
Prosecuting Attorney

I, the undersigned, being the duly appointed, qualified and acting Clerk of the Mason County Board of Commissioners, hereby certify that the foregoing Resolution No. _____ is a true, correct and accurate copy of Resolution No. _____ duly and lawfully passed and adopted by the County on the ____ day of _____, 1989.

Clerk of the Board