



City of Gahanna
Signature Report

200 South Hamilton Road
Gahanna, Ohio 43230

Ordinance

FILE NO: 980281

Date Passed: 8/3/98

Date Effective: 9/9/98

Title

TO APPROVE THE TRANSFER OF THE CABLE TELEVISION FRANCHISE HELD BY COAXIAL COMMUNICATIONS OF CENTRAL OHIO, INC., TO INSIGHT COMMUNICATIONS OF CENTRAL OHIO, LLC

Body

WHEREAS, Coaxial Communications of Central Ohio, Inc. ("Franchisee") owns, operates, and maintains a cable television system (the "System") in the City of Gahanna, Ohio (the "Franchise Authority"), and Franchisee is the duly authorized holder of the Franchise (the "Franchise"); and

WHEREAS, Insight Communications Company, L.P. ("Insight") and Franchisee are parties to an agreement pursuant to which the System and the Franchise will be transferred (the "Transfer") to Insight Communications of Central Ohio, LLC ("Transferee" or "Insight LCC"); and

WHEREAS, Insight LLC is a Delaware limited liability company that will be owned 25% by Franchisee and 75% by Insight; and

WHEREAS, Insight will manage Insight LLC; and

WHEREAS, Franchisee and Insight LLC have requested consent by the Franchise Authority to the Transfer in accordance with the requirements of the Franchise; and

WHEREAS, Insight has demonstrated its financial, managerial, and technological ability to operate the System; and

WHEREAS, the Transfer is deemed to be in the best interest of the residents of the City of Gahanna, Ohio;

NOW, THEREFORE, BE IT ORDAINED BY THE COUNCIL OF THE CITY OF GAHANNA, STATE OF OHIO:

Section 1. The Franchise Authority hereby approves and consents to the Transfer of the cable television franchise to Insight Communications of Ohio, LLC, currently held by Coaxial Communications of Central Ohio, Inc., in accordance with the terms of the Franchise.

Section 2. The Franchise Authority confirms that (a) the Franchise represents the entire understanding of the parties and the Franchisee has no obligations to the Franchise

Authority other than those specifically stated in the Franchise, and (b) Franchisee is materially in compliance with the provisions of the Franchise and there exists no fact or circumstance known to the Franchise Authority which constitutes or which, with the passage of time or the giving of notice or both, would constitute a material default or breach under the Franchise or would allow the Franchise Authority to Cancel or terminate the rights thereunder.

Section 3. This ordinance shall be deemed effective upon the closing of the Transfer (the "Closing Date"), but in no manner shall be effective until 30 days after the date of the Mayor's signature.

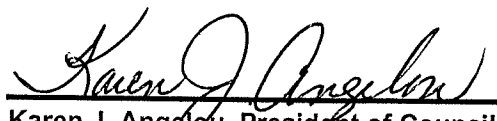
Section 4. The Franchise Authority releases Franchisee, effective upon the Closing Date, from all obligations and liabilities that accrue on and after the Closing Date. Transferee shall be responsible for any obligations and liabilities under the Franchise Permit that accrue on and after the Closing Date.

Section 5. Transferee may encumber all or any part of the interest of Transferee in and under the Franchise for financing purposes, by one or more security agreements, devises, mortgages, deeds of trust, or other encumbrances from Transferee to any lender encumbering any assets or property of Transferee, including the Franchise, unless prohibited under the modified Franchise Permit.

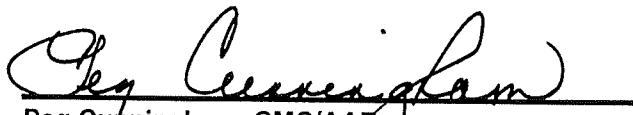
Section 6. This ordinance is subject to execution by the Mayor, which execution and approval are hereby authorized.

Section 7. All formal actions of this Council concerning and relating to the passage of this ordinance were adopted in an open meeting of this Council, and that all deliberations of this Council and any of its committee/s/ that resulted in such formal action were in meetings open to the public or otherwise in compliance with all legal requirements.

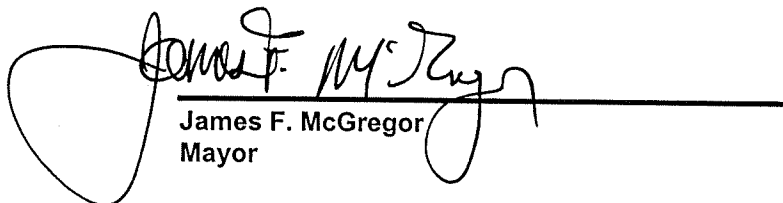
This Ordinance Adopted this 3rd day of August, 1998.


Karen J. Angelou, President of Council

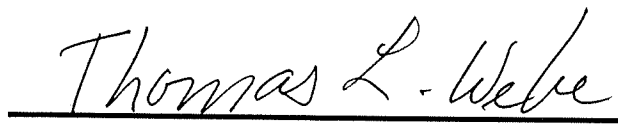
ATTESTED to and PRESENTED to the Mayor,
this 4th day of August, 1998.


Peg Cunningham, CMC/AAE
Clerk of Council

APPROVED by the Mayor, this
10th day of AUGUST 1998.


James F. McGregor
Mayor

Approved as to form :


Thomas L. Weber
City Attorney