

WHEREAS, WESTMARC CABLE HOLDING, INC., a Delaware corporation, formerly known as Marcus Communications, Inc. ("WestMarc"), owns and operates a cable television system in TOWNSHIP OF SOUTH HUNTINGDON, PA., PURSUANT to a nonexclusive franchise granted by Ordinance Number 55 and Cable Communications Agreement, both dated February 24, 1983, as amended by Ordinance Number 57, dated June 27, 1985; and

WHEREAS, WestMarc has requested that, pursuant to the terms of the Cable Communications Policy Act of 1984, TOWNSHIP OF SOUTH HUNTINGDON approve the transfer of its non-exclusive franchise to TCI of Greensburg, a general partnership formed under the laws of the State of Colorado between WestMarc and TCI of Pennsylvania, Inc., a Pa. corporation; and

WHEREAS, after due consideration, analysis, and deliberation, TOWNSHIP OF SOUTH HUNTINGDON has found the financial condition and technical qualifications of TCI of Greensburg sufficient and reasonable to meet the future cable-related needs and interests of TOWNSHIP OF SOUTH HUNTINGDON and its residents; and

WHEREAS, WestMarc is in substantial compliance with the material provisions of the franchise and the franchise is valid and in full force and effect as of the date of this Ordinance; and

WHEREAS, TOWNSHIP OF SOUTH HUNTINGDON desires to approve the transfer of such non-exclusive franchise.

NOW, THEREFORE, BE IT ORDAINED BY TOWNSHIP OF SOUTH HUNTINGDON that:

1. TOWNSHIP OF SOUTH HUNTINGDON acknowledges that WestMarc is in substantial compliance with the material provisions of the franchise and the franchise is valid and in full force and effect as of the date of this Ordinance.
2. Transfer from WestMarc to TCI of Greensburg of the non-exclusive franchise granted by Ordinance Number 55 and Cable Communications Agreement, both dated February 24, 1983, as amended by Ordinance Number 57, dated June 27, 1985, is hereby approved.
3. The terms and conditions of such non-exclusive franchise shall not be amended or altered, except that (a) upon notice to the TOWNSHIP OF SOUTH HUNTINGDON, TCI of Greensburg shall be permitted to transfer such non-exclusive franchise to any of its affiliates at any time without further action on the part of TOWNSHIP OF SOUTH HUNTINGDON; and (b) all provisions of the non-exclusive franchise shall be subject to the Cable Communications Policy Act of 1984.
4. This approval shall be effective upon, and only effective concurrent with, the filing of an acceptance of the franchise by TCI of Greensburg within 30 days after the date of closing of the transaction transferring and assigning such cable television system from WestMarc to TCI of Greensburg, and an agreement to abide by all the provisions of the cable television franchise, subject to federal and state laws.

THIS ORDINANCE adopted this 26th day of October, 1989.

TOWNSHIP OF SOUTH HUNTINGDON

ATTEST: Cindy Thorne
Secretary

By: Thomas Troup
Chairman