

RESOLUTION NO. 96-114

A RESOLUTION OF THE LODI CITY COUNCIL
APPROVING THE TRANSFER OF CONTROL OF CATV FRANCHISE
FROM CONTINENTAL CABLEVISION, INC. TO U S WEST, INC.

WHEREAS, King Video Cable, dba Continental Cablevision ("Franchisee"), is the duly authorized holder of a franchise, the ("Franchise") authorizing the operation and maintenance of a cable television system and authorizing Franchisee to serve the City of Lodi ("Franchise Authority"); and

WHEREAS, Franchisee is a subsidiary of Continental Cablevision, Inc. ("Continental"); and

WHEREAS, Continental and U S WEST, Inc. ("U S WEST") have entered into an Agreement and Plan of Merger dated February 27, 1996 (the "Agreement"), subject to, among other considerations, any required approval of the Franchise Authority with respect thereto; and

WHEREAS, in connection with the merger contemplated by the Agreement, the parent company Continental will merge with U S WEST or with a wholly-owned subsidiary of U S WEST; and

WHEREAS, Franchisee will remain in place and continue to hold the Franchise; and

WHEREAS, U S WEST may thereafter assign or transfer the control related to Continental to an entity controlling, controlled by or under common control with U S WEST; and

WHEREAS, to the extent the Franchise requires, Continental and U S WEST now seek approval of the transfer of control from Continental to U S WEST; and

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF LODI AS FOLLOWS:

SECTION 1. To the extent that the consent of the Franchise Authority is required by the terms of the Franchise and applicable law, the Franchise Authority hereby consents to the transfer of control of the Franchise, which is currently in full force and effect with no outstanding defaults or breaches thereunder.

SECTION 2. U S WEST may thereafter assign or transfer the Franchise or control related thereto to an entity controlling, controlled by or under common control with U S WEST upon notice to the Franchise Authority.

SECTION 3. This Resolution shall have the force of a continuing agreement between Franchisee and the Franchise Authority, and the Franchise Authority shall not amend or otherwise alter this Resolution without the consent of Franchisee and U S WEST.

Dated: August 7, 1996

I hereby certify that Resolution No. 96-114 was passed and adopted by the Lodi City Council in a regular meeting held August 7, 1996 by the following vote:

AYES: Council Members - Davenport, Pennino, Sieglock and Warner (Mayor)
NOES: Council Members - None
ABSENT: Council Members - None
ABSTAIN: Council Members - Mann


JENNIFER M. PERRIN
City Clerk