

ORDINANCE NO. 91-1-405.3

AN ORDINANCE OF THE CITY OF SMITHS GROVE,
KENTUCKY, GRANTING CONSENT AND APPROVAL TO
CHANGES IN CONTROL OF THE GRANTEE AND
ASSIGNMENT OF THE CABLE TELEVISION FRANCHISE
FOR SMITHS GROVE, KENTUCKY

WHEREAS, Storer Communications of Bowling Green-Warren County, Inc. (the "Grantee") owns, operates, and maintains a cable television system in the City of Smiths Grove, Kentucky (the "Franchise Authority"), pursuant to the Smiths Grove Ordinance for regulation of Cable Communications dated July 28, 1981 and Ordinance No. 81-5, 405.2, Series 1981 dated August 25, 1981, as amended by Resolution dated June 27, 1988 (the "Franchise"), and Grantee 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 Ordinance; and

WHEREAS, Storer Communications, Inc. ("Storer"), wholly owned by SCI Holdings, Inc. ("Holdings"), indirectly controls the Grantee through Storer's subsidiary, SCI 45, Inc., which subsidiary owns all the stock of the Grantee; and

WHEREAS, Grantee has requested consent to make various changes in the control of Grantee; and

WHEREAS, the Grantee proposes to liquidate and merge into its parent SCI 45, Inc., and thereby SCI 45, Inc. (the corporate name of which will be changed to Storer Cable Communications of Southern Kentucky, Inc.) will become the successor to the Grantee; and

WHEREAS, an indirect partial ownership of less than 10% interest in the Grantee is held by Country Cable Co., the indirect control of which is to be transferred from Tele-Communications, Inc. to Liberty Media Corporation; and

WHEREAS, in connection with the transactions described above, one or more intermediate transfers of such stock may occur; and

WHEREAS, such transactions are subject to the approval of the Franchise Authority; 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 transactions.

NOW, THEREFORE, BE IT ORDAINED:

1. The governing body of the City of Smiths Grove, Kentucky hereby consents to and approves the transfer of control of Country Cable Co., an indirect partial owner of Grantee, from Tele-Communications, Inc. to Liberty Media Corporation, after one or more intermediate transfers.

2. The Franchise Authority consents to and approves the assignment of the Franchise from Storer Communications of Bowling Green-Warren County, Inc. to SCI 45, Inc., an entity whose corporate name will be changed to Storer Cable Communications of Southern Kentucky, Inc.

3. The Franchise Authority consents to and approves changes in control of the Grantee provided any such change is to an entity, or a subsidiary or affiliate thereof, which prior to such change has a direct or indirect ownership interest in Grantee.

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

Duly and lawfully PASSED, ADOPTED AND APPROVED by the governing body of the City of Smiths Grove, Kentucky this 11th day of

January, ~~1990~~. 1991

James R. Edley
Mayor

Barbara J. Neal
City Clerk