

Resolution # 43 -92

**Consent to the Assignment of Cable Television
Franchise from Warner Cable Communications Inc.
to Time Warner Entertainment Company, L.P.**

WHEREAS, Warner Cable Communications Inc. wishes to assign to Time Warner Entertainment Company, L.P. the franchise granted under agreement dated April 21, 1986 and any amendment thereto; and

WHEREAS, the consent of the Village of Oconomowoc Lake is necessary to such an assignment; and

THEREFORE, BE IT RESOLVED, that the Village Board of the Village of Oconomowoc Lake does hereby consent to the assignment of said franchise to Time Warner Entertainment Company, L.P. or any wholly-owned subsidiary thereof if the municipality is so notified in writing (provided that in any case Time Warner Entertainment Company, L.P. shall remain liable for all obligations under the franchise) upon acceptance of the franchise by Time Warner Entertainment Company, L.P.

BE IT FURTHER RESOLVED that the Village President and Clerk are authorized to sign the appropriate documents as to said consent, but if: (i) Warner Cable Communications Inc. has not acknowledged in writing its continuing obligations under the franchise by delivering an acknowledgement to the Village in the attached form before _____, 1992; or (ii) Time Warner Entertainment Company, L.P. has not accepted the franchise in writing and delivered such acceptance to the Village in the attached form before _____, 1992; or (iii) if Time Warner Entertainment Company, L.P. has not delivered all bonds and/or other security required by the franchise to the Village before _____, 1992; or (iv) if Time Warner Entertainment Company, L.P. has not made payment in full of all expenses incurred by the village due to the transfer including attorney fees; then the Village shall not be deemed to have consented to this assignment without future action by the Village Board.

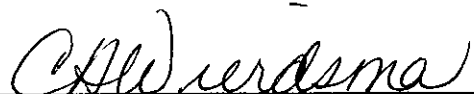
BE IT FURTHER RESOLVED that Time Warner Entertainment Company, L.P. and Warner Cable Communications Inc. shall be required within ten (10) days of the transfer to notify the municipality in writing of the date of said transfer.

Date this 18th day of May, 1992.

Village of Oconomowoc Lake


Edmund O. Templeton, President

Attest:


Cheryl Wierdsma, Clerk

ASSIGNMENT & CONSENT TO ASSIGNMENT

WHEREAS, Warner Cable Communications Inc. and the undersigned are parties to an Agreement dated March 20, 1990 and amended March 31, 1990 for the lease of property located in the Village of Oconomowoc Lake ("Agreement"); and

WHEREAS, Warner Cable Communications Inc. desires to assign the Agreement to Time Warner Entertainment Co., L.P., a limited partnership; and

WHEREAS, Time Warner Entertainment Co., L.P., a limited partnership, agrees to be bound by the terms of the Agreement as if it had originally executed the Agreement.

NOW, THEREFORE, in consideration of One Dollar and other good and valuable consideration, the receipt and sufficiency which are hereby acknowledged, the parties hereto agree as follows:

1. The Agreement referred to above is hereby assigned from Warner Cable Communications Inc. to Time Warner Entertainment Co., L.P., a limited partnership.

2. Time Warner Entertainment Co., L.P., a limited partnership, does hereby accept said assignment and agrees to perform and be bound by the terms of the Agreement as fully as though it had been the original party executing the Agreement.

3. Warner Cable Communications Inc. hereby acknowledges that it remains fully liable for the performance of its obligations under the terms and conditions of the Agreement referred to above.

Dated this _____ day of _____, 1992.

WARNER CABLE COMMUNICATIONS INC.

By: _____

TIME WARNER ENTERTAINMENT CO., L.P.

By: _____

The undersigned hereby consents to the assignment as stated above.

Dated this 18th day of May, 1992.

VILLAGE OF OCONOMOWOC LAKE

By: Edmund O. Templeton
Edmund O. Templeton, President

ATTEST:

Cheryl Wierdsma
Cheryl Wierdsma, Clerk



**WARNER CABLE
COMMUNICATIONS**

1610 N. 2nd Street
Milwaukee, WI 53212-3980
414-277-4190

Bev Greenberg
Director
Community/Government Relations

received 9-18-92

September 10, 1992

Cheryl Wierdsma
c/o Village of Oconomowoc Lake
35328 W. Pabst Road
Oconomowoc, WI 53066

Dear Cheryl:

Enclosed you will find the approved and signed Consent to the Assignment of Cable Television Franchise from Warner Cable Communications Inc. to Time Warner Entertainment Company, L.P.

Warner Cable has a copy in its Village of Oconomowoc Lake file.

If you have any questions regarding these documents or any cable questions please do not hesitate to call.

Sincerely,

Beverly Greenberg
Director, Community/Government Relations

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2. Time Warner Entertainment Co., L.P., a limited partnership, does hereby accept said assignment and agrees to perform and be bound by the terms of the Agreement as fully as though it had been the original party executing the Agreement.

3. Warner Cable Communications Inc. hereby acknowledges that it remains fully liable for the performance of its obligations under the terms and conditions of the Agreement referred to above.

Dated this 31st day of August, 1992.

WARNER CABLE COMMUNICATIONS INC.

By: Theodore J. Cutler
Executive Vice President

TIME WARNER ENTERTAINMENT CO., L.P.

By: Theodore J. Cutler

WARNER CABLE COMMUNICATIONS INC. Executive Vice President

The undersigned hereby consents to the assignment as stated above.

Dated this 18th day of May, 1992.

VILLAGE OF OCONOMOWOC LAKE

By: Edmund O. Templeton
Edmund O. Templeton, President

ATTEST:

Cheryl Wierdsma
Cheryl Wierdsma, Clerk

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BE IT FURTHER RESOLVED that the Village President and Clerk are authorized to sign the appropriate documents as to said consent, but if: (i) Warner Cable Communications Inc. has not acknowledged in writing its continuing obligations under the franchise by delivering an acknowledgement to the Village in the attached form before September 11, 1992; or (ii) Time Warner Entertainment Company, L.P. has not accepted the franchise in writing and delivered such acceptance to the Village in the attached form before September 18, 1992; or (iii) if Time Warner Entertainment Company, L.P. has not delivered all bonds and/or other security required by the franchise to the Village before September 18, 1992; or (iv) if Time Warner Entertainment Company, L.P. has not made payment in full of all expenses incurred by the village due to the transfer including attorney fees; then the Village shall not be deemed to have consented to this assignment without future action by the Village Board.

BE IT FURTHER RESOLVED that Time Warner Entertainment Company, L.P. and Warner Cable Communications Inc. shall be required within ten (10) days of the transfer to notify the municipality in writing of the date of said transfer.

Date this 18th day of May, 1992.

Village of Oconomowoc Lake


Edmund O. Templeton, President

Attest:


Cheryl Wierdsma, Clerk