

79-0-96

AN ORDINANCE

Approving the Merger Between City of Evanston,
Continental Cablevision, Inc. and U S West, Inc.

WHEREAS, Continental Cablevision Acquisitions of Northern Illinois, Inc., is the duly authorized holder of a franchise (as amended to date, the "Franchise") authorizing the operation and maintenance of a cable television system and authorizing Franchisee to serve the City of Evanston ("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 as of 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 (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 form Continental to U S West;

NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF EVANSTON, COOK COUNTY, ILLINOIS:

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 known 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 Ordinance shall have the force of continuing agreement between Franchise and the Franchise Authority, and the Franchise Authority shall not amend or otherwise alter this Ordinance without the consent of Franchisee and U S West.

SECTION 4: That all ordinances or parts of ordinances in conflict herewith are hereby repealed.

SECTION 5: That this ordinance shall be in full force and effect from and after its passage, approval, and publication in the manner provided by law.

Introduced July 22, 1996

Adopted: August 19, 1996

Approved: August 22, 1996

Lorraine H. Norton
Mayor

ATTEST:

Kristen F. Davis
City Clerk (MFM)

Approved as to form:

[Signature]
Corporation Counsel

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