

ORDINANCE NUMBER O- 18809

ADOPTED ON MAY 30 2000

AN ORDINANCE OF THE CITY OF SAN DIEGO, CALIFORNIA,
PURSUANT TO SECTION 8 OF CITY COUNCIL ORDINANCE NO. 15213
APPROVING THE TRANSFER OF CONTROL OF THE CABLE
TELEVISION FRANCHISE FROM TIME WARNER ENTERTAINMENT -
ADVANCE/NEWHOUSE PARTNERSHIP, A SUBSIDIARY OF TIME
WARNER INC., TO TIME WARNER ENTERTAINMENT -
ADVANCE/NEWHOUSE PARTNERSHIP, A SUBSIDIARY OF AMERICA
ONLINE TIME WARNER, INC.

WHEREAS, Time Warner Entertainment - Advance/Newhouse Partnership dba Time Warner Cable (Franchisee) of Time Warner Inc. has been granted the right and authority to construct, maintain, own and operate a cable television system within The City of San Diego pursuant to City Council Ordinance No. 15213 (Cable Television Franchise); and

WHEREAS, Time Warner Inc. and America Online, Inc. have entered into an Agreement and Plan of Merger that will result in a merger in which Time Warner Inc. and America Online, Inc. will merge with subsidiaries of a newly formed holding company; and

WHEREAS, as a result of the merger, both Time Warner Inc. and America Online, Inc. becoming wholly owned subsidiaries of a new company, AOL Time Warner Inc.; and

WHEREAS, on February 9, 2000, the City has received a request for consent of the Merger and the transfer of control of the Cable Television Franchise from Time Warner Cable to wholly owned subsidiary of AOL Time Warner Inc. under the terms and conditions described above; and

WHEREAS, the City has determined that the merger described above will result in a change of control pursuant to Section 8 of the City Council Ordinance No. 15213; and

WHEREAS, based on the evidence presented to the City, it has been determined that it would be in the public interest to consent to the Merger and the transfer of control; NOW, THEREFORE,

BE IT ORDAINED, by the Council of The City of San Diego, as follows:

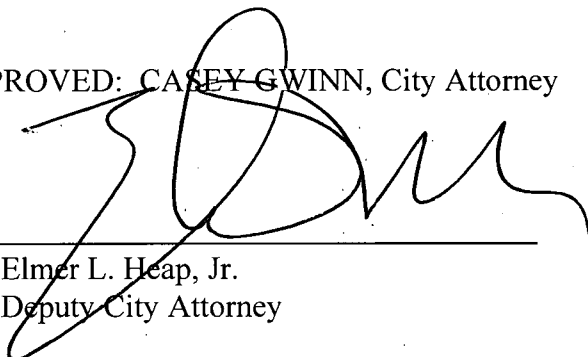
Section 1. That the City hereby consents to the transfer of control of The City of San Diego Cable Television Franchise from Time Warner Cable of San Diego to Time Warner Inc. and America Online, Inc. (AOL Time Warner Inc.) pursuant to San Diego Charter Section 103, and as more particularly described in City Manager Report No. 00-100 dated MAY 10, 2000 on file in the Office of the City Clerk as Document No. ~~SR~~ 18809.

Section 2. That a full reading of this ordinance is dispensed with prior to its final passage, a written or printed copy having been available to the City Council and the public a day prior to its final passage.

Section 3. This ordinance having been introduced and adopted by a two-thirds vote of the members of the Council shall take effect and be in force on the thirtieth day from and after its passage.

APPROVED: CASEY GWINN, City Attorney

By _____


Elmer L. Heap, Jr.
Deputy City Attorney

ELH:smf
05/04/2000
Or. Dept: Info.Tech.&Comm.
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