

MOTION NO. 6693

1 A MOTION authorizing the King County Executive to enter  
2 into a franchise transfer agreement transferring the  
3 control and operation of the Group W Seattle and Group  
4 W Auburn cable television franchises operated by Group  
5 W Cable, Inc. in King County to its wholly owned subsidi-  
6 aries, known as GWC Auburn, Inc. and GWC Seattle, Inc.  
7 and acknowledging a subsequent change of control of said  
8 subsidiaries from Group W Cable, Inc. to TCI Cablevision  
9 of Washington, Inc.

6 WHEREAS, Group W Cable, Inc., a New York corporation, owns and operates  
7 cable television systems in King County known as Group W Cable Seattle and  
8 Group W Cable Auburn pursuant to cable television franchises granted by King  
9 County, and

10 WHEREAS, the cable system operated by said Group W Cable Seattle, owned by  
11 Group W Cable, Inc., is pursuant to King County franchise numbers 547, 551,  
12 552, 553, 562, 599, and 609, and

13 WHEREAS, there is no record of a formal transfer to Group W Cable, Inc. of  
14 franchises numbered 547, 551, 552, 553, 562, 599, and 609. King County  
15 acknowledges that Group W Cable has in fact operated under said franchises for  
16 the past few years, and

17 WHEREAS, the cable system operated by said Group W Cable Auburn, owned by  
18 Group W Cable, Inc., is pursuant to King County franchise numbers 565A, 591,  
19 and 1209 which were transferred by King County to Group W Cable, Inc. by  
20 Motion 5730 and Franchise Numbered 5730, and

21 WHEREAS, Group W Cable, Inc. has created wholly owned subsidiaries known  
22 as GWC Seattle, Inc. and GWC Auburn, Inc., and

23 WHEREAS, Group W Cable, Inc. intends to cause the transfer of its King  
24 County franchises numbered 547, 551, 552, 553, 562, 599, and 609, currently  
25 operated by Group W Cable Seattle, to its wholly owned subsidiary GWC  
26 Seattle, Inc., and

27 WHEREAS, Group W Cable, Inc. intends to cause the transfer of its King  
28 County franchises numbered 565A, 591, 1209, and 5730 currently operated by  
29 Group W Cable Auburn, to its wholly owned subsidiary GWC Auburn, Inc., and

30 WHEREAS, all of the issued and outstanding stock of Group W Cable, Inc.  
31 was recently sold by Westinghouse Broadcasting and Cable, Inc. to a group of  
32 buyers, hereinafter known as "Buyers," composed of American Television  
33

1 and Communications Corporation, a Delaware corporation ("ATC"); Century  
2 Southwest Cable Television, Inc., a Delaware corporation; TCI Holdings, Inc.,  
3 a Colorado corporation; and affiliates of or subsidiaries or partnerships  
4 owned or controlled by Comcast Corporation, a Pennsylvania corporation;  
5 Danniels & Associates, Inc., a Delaware corporation; Houston Industries  
6 Incorporated, a Texas corporation, and

7 WHEREAS, said "Buyers" intend to cause Group W Cable, Inc. to be  
8 liquidated and transfer control of GWC Seattle, Inc. and GWC Auburn, Inc. to  
9 TCI Cablevision of Washington, Inc., a subsidiary of TCI West, Inc. and an  
10 affiliate of one of said "Buyers," TCI Holdings, Inc., and

11 WHEREAS, until the change of control of the subsidiaries, GWC Seattle,  
12 Inc. and GWC Auburn, Inc., to TCI Cablevision of Washington, Inc., Group W  
13 Cable, Inc. shall cause said subsidiaries to comply with the terms and con-  
14 ditions of their respective King County franchises, and

15 WHEREAS, upon the change of control of the subsidiaries, GWC Seattle, Inc.  
16 and GWC Auburn, Inc. to TCI Cablevision of Washington, Inc., TCI Cablevision  
17 of Washington, Inc. shall cause said subsidiaries to comply with the terms  
18 and conditions of their respective franchises. Furthermore, TCI Cablevision  
19 of Washington, Inc., a subsidiary of TCI West, Inc. which is a subsidiary of  
20 Tele-Communications, Inc. unconditionally guarantees the performance of any  
21 and all obligations, terms, and conditions of said King County Cable  
22 Television franchises numbered 547, 551, 552, 553, 562, 565A, 591, 599, 609,  
23 1209, and 5730, which will be operated by GWC Seattle, Inc. and GWC Auburn,  
24 Inc., of which the first sheet of said franchises is attached hereto and the  
25 full text of each franchise agreement, which is on file in the Real Property  
26 Division of King County, is incorporated herein by reference and made a part  
27 hereof.

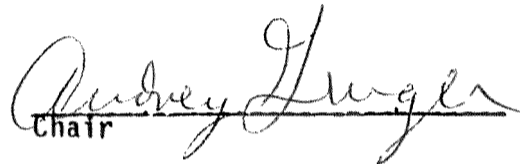
28 NOW, THEREFORE, BE IT MOVED by the Council of King County:

29 We hereby authorize the King County Executive to enter into the attached  
30 agreement consenting to the transfer of King County cable television fran-  
31 chises, operated by Group W Cable, Inc., as Group W Cable Seattle and Group W  
32

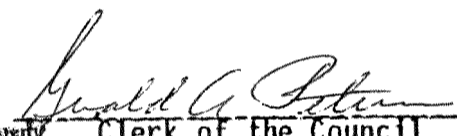
1 Cable Auburn to its wholly owned subsidiaries GWC Seattle, Inc. and GWC  
2 Auburn, Inc., respectively, and acknowledging the transfer of control of GWC  
3 Seattle, Inc. and GWC Auburn, Inc. to TCI Cablevision of Washington, Inc. upon  
4 the liquidation of Group W Cable, Inc. If within 30 days after passage of  
5 this motion, TCI Cablevision of Washington, GWC Seattle, Inc., and GWC Auburn,  
6 Inc., shall have failed to sign the franchise transfer agreement incorporated  
7 herein, then the agreement shall be forfeited and said transfer shall be null  
8 and void.

9  
10 PASSED this 22nd day of December, 1986.

11 KING COUNTY COUNCIL  
12 KING COUNTY, WASHINGTON

13   
14 Chair

15 ATTEST:

16   
17 Deputy Clerk of the Council

***ATTACHMENT(S) AVAILABLE IN ARCHIVES***