

RESOLUTION NO. _____

RESOLUTION OF THE CITY OF SOMERSET

APPROVING THE TRANSFER OF THE CABLE FRANCHISE

WHEREAS, Falcon Community Cable, L.P. (“Franchisee”) owns, operates and maintains a cable television system (the “System”) in the City of Somerset, KY

(“Franchise Authority”) pursuant to a franchise agreement (the “Franchise”) between Franchisee and the Franchise Authority and Franchisee and Franchisee is the duly authorized holder of the Franchise granted by the Franchise Authority; and

WHEREAS, Telecommunications Management, LLC, a Missouri limited liability company, doing business as NewWave Communications (“Buyer”), has entered into an Asset Purchase Agreement with Franchisee (the “Agreement”), pursuant to which the System and the Franchise will be transferred (the “Transfer”) to Buyer; and

WHEREAS, Franchisee and Buyer have requested that the Franchise Authority consent to the Transfer in accordance with the requirements of the Franchise to the extent that such consent is required and have filed an FCC Form 394 with the Franchise Authority, and have provided all information required by applicable law (collectively, the “Transfer Application”); and

WHEREAS, Franchisee has requested that the term of the Franchise be extended for a period of 36 months following the date of the closing of the Transfer (the “Closing Date”); and

WHEREAS, the Franchise Authority has reviewed the Transfer Application, examined the legal, technical and financial qualifications of Buyer and finds it to be a suitable transferee.

NOW THEREFORE, BE IT RESOLVED BY THE FRANCHISE AUTHORITY AS FOLLOWS:

SECTION 1. The Franchise Authority hereby consents to the Transfer, to the extent required by the terms of the Franchise and applicable law.

SECTION 2. The Franchise Authority confirms that (a) the Franchise is validly existing and is currently in full force and effect and the Franchisee is the duly authorized holder of the Franchise; (b) the Franchisee has properly invoked its franchise renewal rights under Section 626 of the Cable Communications Policy Act of 1984, as amended; (c) the Franchise represents the entire understanding of the parties and the Franchisee has no obligations to the Franchise Authority other than those specifically stated in the Franchise; and (d) the Franchisee is materially in compliance with the provisions of the Franchise and applicable law and there exists no fact or circumstance known to the Franchise Authority which constitutes or which, with the passage of time or the giving of notice or both, would constitute a material default or breach under the Franchise or applicable law or would allow the Franchise Authority to cancel or terminate the Franchisee’s rights thereunder.

SECTION 3. The Franchise Authority hereby consents to and approves the assignment, mortgage, pledge or other encumbrance, if any, of the Franchise, System or assets relating thereto, or of the interests in the permitted holder thereof, as collateral for a loan.

SECTION 4. The Franchise Authority hereby extends the term of the Franchise for a period of 36 months following the Closing Date;

SECTION 5. This Resolution shall be deemed effective for purpose of the Transfer immediately prior to the Closing Date.

SECTION 6. The Franchise Authority releases the Franchisee, effective upon the Closing Date, from all obligations and liabilities under the Franchise and applicable law that accrue on and after the Closing Date; provided that Buyer shall be responsible for any obligations and liabilities under the Franchise and applicable law that accrue on and after the Closing Date.

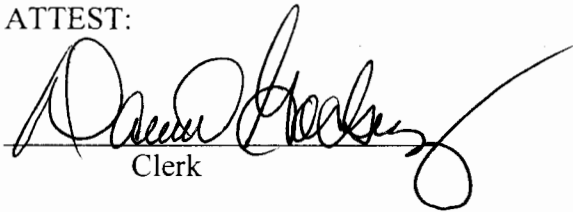
SECTION 7. This Resolution shall have the force of a continuing agreement with the Franchisee and Buyer, and the Franchise Authority shall not amend or otherwise alter this Resolution without the consent of Franchisee and Buyer.

PASSED, ADOPTED AND APPROVED this 8th day of May, 2006.

City of Somerset

By: J.P. Wiles
Name: J.P. Wiles
Title: MAYOR

ATTEST:


Clerk



April 7, 2006

J. P. Wiles, Mayor
City of Somerset, KY
Mayor's Office
400 E. Mount Vernon Street
Somerset, KY 42501

Re: Sale of Charter Communications Cable System to Telecommunications Management, LLC, doing business as NewWave Communications ("NewWave") ("Transaction").

Dear Mayor Wiles:

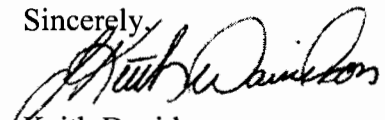
As you know, your community recently received an FCC Form 394 submission ("Transfer Application") requesting your consent to the above referenced Transaction. We would appreciate your consideration and approval of this request at your earliest convenience and have attached a copy of the proposed Transfer Resolution for your convenience. The approved resolution should be mailed to:

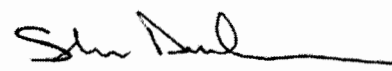
Shannon Dunham
Vice President and Senior Counsel
Charter Communications
12405 Powerscourt Dr.
St. Louis, MO 63131

Charter and NewWave are excited about this Transaction and NewWave looks forward to serving your community. NewWave, headquartered in Sikeston, Missouri, is headed by seasoned cable communications professionals who bring many years of solid experience and top quality service to the communities they serve including several communities in Kentucky, Missouri and Tennessee. For more information on NewWave, please visit the company's website at www.newwavecom.com.

Thank you very much for your consideration and please do not hesitate to contact either of us if we can provide any additional information.

Sincerely,


Keith Davidson
NewWave Communications


Shannon Dunham
Charter Communications