

A RESOLUTION CONSENTING AND APPROVING OF THE ASSIGNMENT OF THE CABLE FRANCHISE AND SYSTEM TO TIME WARNER NY CABLE LLC

WHEREAS, Telecommunications Management, LLC ("**NewWave**") currently holds a franchise granted by the City of Somerset, Kentucky (the "**Community**") to own and operate a cable system in the Community (the "**Franchise**");

WHEREAS, on June 11, 2011, NewWave entered into an Asset Purchase Agreement (the "**Agreement**") with Time Warner NY Cable LLC ("**Time Warner Cable**") whereby Time Warner Cable will purchase and acquire certain cable system assets, including the Franchise, from NewWave (the "**Transaction**");

WHEREAS, NewWave and Time Warner Cable have filed an FCC Form 394 with the Community and have provided to the Community all information regarding the Transaction required by applicable law (collectively, the "**Application**"); and

WHEREAS, the Community has reviewed the Application and has determined that Time Warner Cable meets the legal, technical, and financial criteria to operate the cable system under the Franchise and all applicable local, state and federal laws.

NOW, THEREFORE, THE COMMUNITY DOES RESOLVE:

1. The Community consents to the Transaction to the extent required by the terms of the Franchise and applicable law.
2. The Community confirms that the Franchise is valid and outstanding and in full force and effect and there are no defaults under the Franchise.
3. Effective upon the closing of the Transaction (the "Closing Date"), Time Warner Cable shall assume and be responsible for any all of the following obligations and liabilities that accrue on and after the Closing Date under: (1) the Franchise and (2) all federal, state, and local statues, codes and/or regulations that accrue on and after the Closing Date, and NewWave shall be released from any of the above-mentioned obligations and liabilities under the Franchise that accrue on and after the Closing Date.
4. This Resolution shall take effect upon its passage and publication in accordance with applicable law.

ADOPTED AND APPROVED THIS ___ day of _____, 2011.

ATTEST:

By: _____

Name:

Title: