

RESOLUTION

WHEREAS, Time Warner NY Cable LLC ("**Franchisee**"), an indirect, wholly-owned subsidiary of Time Warner Cable Inc. ("**TWC**") currently holds a franchise granted by the City of Somerset, KY (the "**Community**") to own and operate a cable system in the Community (the "**Franchise**"); and

WHEREAS, TWC is undertaking an internal reorganization (the "**Transaction**") whereby, pursuant to a series of concurrent interim steps, the Franchise will be held by Time Warner Cable Midwest LLC, an indirect, wholly-owned subsidiary of TWC; and

WHEREAS, the Transaction will not result in a transfer of control; TWC will retain ultimate ownership and management authority over the local cable system; and

WHEREAS, TWC has filed FCC Form 394 with the Community and has provided the Community with all information regarding the Transaction required by applicable law (collectively, the "**Application**"); and

WHEREAS, the Community has reviewed the Application and has determined that the Transaction is in the best interests of the Community and its residents and that Time Warner Cable Midwest LLC has the legal, technical, and financial qualifications 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 and approves of 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 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 Midwest LLC shall be responsible for any obligations and liabilities under the Franchise.
4. This Resolution shall take effect upon its passage and publication in accordance with applicable law.

ADOPTED AND APPROVED THIS ___ day of _____, 2012.

ATTEST:

CITY OF SOMERSET, KY

By: _____

Name:

Title: