

RESOLUTION NO. 14-12

CONSENT TO TRANSFER OF CONTROL

WHEREAS, Time Warner Cable Midwest LLC ("Franchisee") is the duly authorized holder of a franchise, as amended to date (the "Franchise"), authorizing Franchisee to serve the City of Somerset, Kentucky (the "City") and to operate and maintain a cable television system there; and

WHEREAS, on February 12, 2014, Comcast Corporation ("Comcast") and Time Warner Cable Inc. ("TWC"), the ultimate parent company of Franchisee, and Tango Acquisition Sub, Inc. ("Tango"), entered into an Agreement and Plan of Merger, pursuant to which TWC will merge with Tango, a wholly-owned subsidiary of Comcast, with TWC as the surviving company, TWC becoming a wholly-owned subsidiary of Comcast and, Comcast, after the consummation of its merger with TWC, becoming the ultimate parent company of Franchisee (the "Comcast Transaction"); and

WHEREAS, on or about April 9, 2014 Comcast submitted an FCC Form 394 to the City; and

WHEREAS, on April 25, 2014, Charter Communications, Inc. ("Charter") and Comcast entered into the Comcast/Charter Transactions Agreement, and contingent upon Comcast's consummation of its acquisition of TWC, pursuant to which the Franchisee, through a restructuring under Comcast's ownership, will become CTW Sale, LLC, a Delaware limited liability company ("New Franchisee") and immediately thereafter will become a wholly-owned subsidiary of Charter (the "Charter Transaction"); and

WHEREAS, Charter has filed an FCC Form 394 with the City with respect thereto; and

WHEREAS, the City has considered and approves of the Comcast Transaction and the Charter Transaction subject to the conditions set forth in the body of this Resolution.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF SOMERSET, KENTUCKY AS FOLLOWS:

The foregoing recitals are approved and incorporated herein by reference.

- The City consents to the Comcast and the Charter Transactions contingent on the receipt of required approvals of the Transactions from the Federal Communications Commission and the United States Department of Justice. Said consent does not constitute and shall not be construed to constitute a waiver of any lawful obligations of the Franchisee, New Franchisee, Comcast and/or Charter under the Franchise.
- The City confirms that the Franchise is valid and outstanding and in full force and effect. Subject to compliance with the terms of this Resolution, all action necessary

to approve the transfer of control of the Franchisee to Comcast, and the transfer of New Franchisee to Charter has been duly and validly taken.

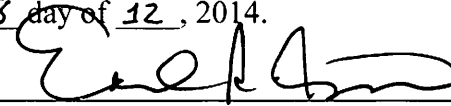
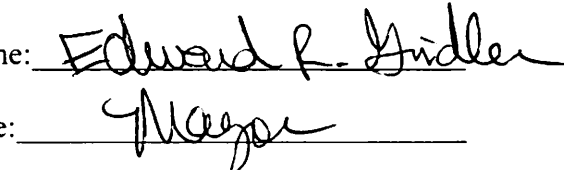
- Charter or the New Franchisee may (a) assign or transfer its assets, including the Franchise, provided that such assignment or transfer is to an entity directly or indirectly controlling, controlled by or under common control with Charter; (b) restructure debt or change the ownership interests among existing equity participants in Charter; (c) pledge or grant a security interest to any lender(s) of Charter's assets, including, but not limited to, the Franchise, or of interest in Charter, for purposes of securing any indebtedness; and (d) sell equity interests in Charter or any of Charter's affiliates.
- Comcast or the Franchisee may (a) assign or transfer its assets, including the Franchise, provided that such assignment or transfer is to an entity directly or indirectly controlling, controlled by or under common control with Comcast; (b) restructure debt or change the ownership interests among existing equity participants in Comcast; (c) pledge or grant a security interest to any lender(s) of Comcast's assets, including, but not limited to, the Franchise, or of interest in Comcast, for purposes of securing any indebtedness; and (d) sell equity interests in Comcast or any of Comcast's affiliates.
- The New Franchisee shall remain bound by the lawful terms and conditions of the Franchise and the Settlement Agreement, attached hereto and incorporated herein by reference as Exhibit A.
- Upon closing of the Comcast Transaction, Comcast shall remain bound by the lawful terms and conditions of the Franchise and the Comcast Assumption Agreement, attached hereto and incorporated herein by reference as Exhibit B.
- Upon closing of the Charter Transaction, Charter shall remain bound by the lawful terms and conditions of the Franchise and the Charter Assumption Agreement, attached hereto and incorporated herein by reference as Exhibit C.
- This Resolution shall be deemed effective upon adoption.
- This Resolution shall have the force of a continuing agreement with Charter, Comcast, Franchisee, New Franchisee, and the City, and the City shall not amend or otherwise alter this Resolution without the consent of New Franchisee and Charter.

PASSED, ADOPTED AND APPROVED this 8 day of 12, 2014.

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

ATTEST:

  
Clerk \_\_\_\_\_