

RESOLUTION NO.: 2014-58

**CONSENT TO COMCAST FRANCHISE ASSIGNMENT AND CHANGE
OF CONTROL AS AUTHORIZED BY ORDINANCE NO. 2010-1**

WHEREAS, Comcast of the South has been granted a Franchise to operate a Cable TV system within the Town of Signal Mountain by Ordinance No. 2010-1 which has a term up to and including January 11, 2015 with an option of Franchisee to extend the term of this Franchise Ordinance for any additional five (5) year term; and

WHEREAS, Franchisee Comcast has filed an FCC Form 394 with the Town as its Franchise Authority with respect to a transaction whereby the Franchise will be transferred to Comcast of Southern Tennessee, LLC ("New Franchisee") and immediately thereafter will become a wholly-owned subsidiary of Midwest Cable, Inc. ("Midwest Cable") (the "Transaction"); and

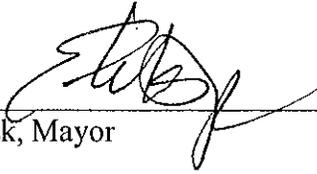
WHEREAS, the Town has considered and approves of the Transaction.

NOW, THEREFORE, BE IT RESOLVED BY THE TOWN COUNCIL OF THE TOWN OF SIGNAL MOUNTAIN IN ITS FRANCHISE AUTHORITY AS FOLLOWS:

The foregoing recitals are approved and incorporated herein by reference.

1. The Town Council in its capacity as Franchise Authority consents to the Transaction.
2. The Town Council as Franchise Authority confirms that the current Franchise is valid and outstanding and in full force and effect and there are no defaults under the Franchise Ordinance by Comcast as Franchisee. Subject to compliance with the terms of this Resolution, all action necessary to approve the pro forma assignment of the Franchisee and change of control of the New Franchisee to Midwest Cable has been duly and validly taken.
3. Midwest Cable or 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 Midwest Cable; (b) restructure debt or change the ownership interests among existing equity participants in Midwest Cable; (c) pledge or grant a security interest to any lender(s) of Midwest Cable's assets, including, but not limited to, its rights under the Franchise Ordinance, or of interest in Midwest Cable, for purposes of securing any indebtedness; and (d) sell equity interests in Midwest Cable or any of Midwest Cable's affiliates.
4. Upon closing of the Transaction, New Franchisee shall remain bound by the lawful terms and conditions of the Franchise Ordinance approved by the Town Council.
5. This Resolution shall be deemed effective upon adoption.
6. This Resolution shall have the force of a continuing agreement with New Franchisee under the terms of the Franchise Ordinance approved by the Town dated January 11, 2010 and the Town Council as Franchise Authority shall not amend or otherwise alter

this Resolution without the consent of New Franchisee and Midwest Cable unless authorized under the Franchise Ordinance.



Bill Lusk, Mayor

10/13/14
Date



Recorder

10-13-14
Date