

RESOLUTION NO. ²⁰⁰²⁻~~X~~-XVII

**RESOLUTION OF FLOYD COUNTY, INDIANA
APPROVING THE TRANSFER OF THE CABLE FRANCHISE**

WHEREAS, InterMedia Partners Southeast ("Franchisee") owns a cable television system ("System") in the community of Floyd County, Indiana, pursuant to various ordinances, resolutions and other applicable documents comprising a franchise (the "Franchise"), and Franchisee is the duly authorized holder of the Franchise; and

WHEREAS, Franchisee and Insight Communications Midwest, LLC ("Insight Midwest") are parties to an Asset Exchange Agreement pursuant to which the System and the Franchise will be transferred by Franchisee to Insight Midwest (the "Transfer"); and

WHEREAS, Franchisee and Insight Midwest have requested the consent of the governing body of Floyd County, Indiana (the "Franchise Authority") to the Transfer in accordance with the requirements of the Franchise, 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, the Franchise Authority has investigated the qualifications of Insight Midwest 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 grants the Transfer Application and consents to the Transfer, all in accordance with the terms of the Franchise.

SECTION 2. The Franchise Authority confirms that (a) the Franchise was properly granted or transferred to Franchisee, (b) the Franchise is currently in full force and effect and will expire on September 20, 2005, subject to options in the Franchise, if any, to extend such term, (c) the Franchise supersedes all other agreements between the parties, (d) the Franchise represents the entire understanding of the parties and Franchisee has no obligations to the Franchise Authority other than those specifically stated in the Franchise, and (e) Franchisee is materially in compliance with the provisions of the Franchise 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 would allow the Franchise Authority to cancel or terminate the rights thereunder.

SECTION 3. Insight Midwest may further transfer the Franchise or control related thereto to any entity controlling, controlled by, or under common control with Insight Midwest, or to any successor entity to the assets of the cable television system serving Floyd County, Indiana.

SECTION 4. The Franchise Authority hereby consents to and approves the assignment, mortgage, pledge, or other encumbrance, if any, of the Franchise, the System, or assets relating thereto, as collateral for a loan.

SECTION 5. This resolution shall be deemed effective as of the closing of the Transfer (the "Closing Date").

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

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

PASSED, ADOPTED AND APPROVED this 6th day of November, 2002.

By: John C. Gessert

ATTEST:

Barbara Sillings
Clerk Auditor

I, the undersigned, being the duly appointed, qualified and acting Clerk of Floyd County, Indiana hereby certify that the foregoing Resolution No. ___ is a true, correct and accurate copy as duly and lawfully passed and adopted by the governing body of the County on the 6th day of November, 2002.

Barbara Sillings
Clerk Auditor