

RESOLUTION NO. \_\_\_\_\_

CONSENT TO ASSIGNMENT AND CHANGE OF CONTROL

WHEREAS, Comcast of Colorado/Florida/Michigan/New Mexico/Pennsylvania/Washington, LLC ("Franchisee") is the duly authorized holder of a franchise, as amended to date (the "Franchise"), authorizing Franchisee to serve the City of Ann Arbor, MI (the "Franchise Authority") and to operate and maintain a cable television system therein; and

WHEREAS, Comcast Corporation ("Comcast") is the ultimate parent company of Franchisee; and

WHEREAS, on April 25, 2014, Comcast and Charter Communications, Inc. ("Charter") entered into the Comcast/Charter Transactions Agreement (the "Agreement"), pursuant to which the Franchisee, through a restructuring under Comcast's ownership, will become Comcast of Michigan IV, LLC ("New Franchisee") and immediately thereafter will become a wholly-owned subsidiary of Midwest Cable, Inc. ("Midwest Cable") (the "Transaction"); and

WHEREAS, Franchisee has filed an FCC Form 394 with the Franchise Authority with respect thereto; and

WHEREAS, the Franchise Authority has considered and approves of the Transaction.

NOW, THEREFORE, BE IT RESOLVED BY THE FRANCHISE AUTHORITY AS FOLLOWS:

The foregoing recitals are approved and incorporated herein by reference.

1. The Franchise Authority consents to the Transaction.
2. The Franchise Authority confirms that the Franchise is valid and outstanding and in full force and effect and there are no defaults under the Franchise. 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, the Franchise, 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.
5. This Resolution shall be deemed effective upon adoption.

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

PASSED, ADOPTED AND APPROVED this \_\_\_\_\_ day of \_\_\_\_\_, 2014.

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

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

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

ATTEST:

\_\_\_\_\_

Clerk