

RESOLUTION NO. 08-11-11

A RESOLUTION PROVIDING APPROVAL FOR ASSIGNMENT OF THE CABLE TELEVISION FRANCHISE TO MCC MISSOURI LLC

WHEREAS, the City of Baldwin City, Kansas (“Franchising Authority”) has granted a cable television Franchise (authorized by Ordinance No. 1037, effective until 28 March, 2010) to Mediacom Southeast, LLC, a wholly-owned indirect subsidiary of Mediacom Communications Corporation (“Mediacom”); and

WHEREAS, Mediacom is undertaking an internal reorganization to better align systems with geographical proximity under common ownership by the same wholly-owned Mediacom subsidiary and thus plans to assign the Franchise and cable system serving the City of Baldwin City to MCC Missouri LLC (“Transaction”); and

WHEREAS, to effectuate this change, the Franchise and cable system will be assigned by Mediacom Southeast LLC to its ultimate parent, Mediacom, which will then immediately assign the Franchise and cable system to its indirect subsidiary, MCC Missouri LLC; and

WHEREAS, upon closing of the Transaction, MCC Missouri LLC expressly agrees to assume the obligations under the Franchise; and

WHEREAS, Mediacom Southeast LLC and MCC Missouri LLC have filed FCC Form 394 to provide details regarding the Transaction; and

WHEREAS, the Franchising Authority wishes to grant its approval for the Transaction as described above.

NOW, THEREFORE, BE IT RESOLVED by the Governing Body of the City of Baldwin City, Kansas:

Section 1. The Franchising Authority hereby approves the Transaction.

Section 2. Upon closing of the Transaction, MCC Missouri LLC shall assume the obligations under the Franchise.

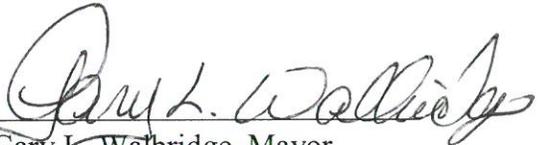
Section 3. MCC Missouri LLC may assign the cable system and the Franchise to any entity under common ownership or control with MCC Missouri LLC.

Section 4. This Resolution shall have the force of a continuing agreement with Mediacom, and the Franchising Authority recognizes that it shall not amend or otherwise alter this Resolution without the consent of Mediacom.

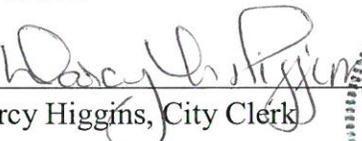
Section 5. This Resolution shall become effective immediately upon passage by the Franchising Authority.

ADOPTED, SIGNED, AND APPROVED this 3<sup>rd</sup> day of November, 2008.

APPROVED:

  
Gary L. Walbridge, Mayor

ATTEST:

  
Darcy Higgins, City Clerk

