

A RESOLUTION APPROVING A TRANSFER OF CONTROL OF INSIGHT COMMUNICATIONS COMPANY, INC. TO TIME WARNER CABLE INC.

WHEREAS, Ordinance No. 163-92 creates a fifteen (15) year franchise for a cable television system within the confines of the Lexington-Fayette Urban County Government; and

WHEREAS, Ordinance No. 164-92 accepts the proposal of Telecable of Lexington, Inc. for a renewal of fifteen (15) year franchise for a cable television system pursuant to Ordinance No. 163-92; and

WHEREAS, Ordinance No. 163-92 has been amended from time to time (Ordinance No.s 206-93, 183-95, 48-2000, 287-2002, 789-2002, 315-2004 and 301-2007 and Resolution No.'s 532-94, 108-98 and 483-99) to now be collectively known as the "Cable Franchise Agreement"; and

WHEREAS, Resolution No. 532-94 approved the transfer of control from Telecable of Lexington, Inc. to TCI Communications and its parent corporation, Tele-Communications, Inc.; and

WHEREAS, Resolution No. 108-98 approved the transfer of control from TCI Communications to InterMedia Partners of Kentucky, L.P.; and

WHEREAS, Resolution No. 483-99 approved the transfer of control from InterMedia Partners of Kentucky, L.P. to Insight Communications Company L.P. ("Insight"); and

WHEREAS, Ordinance No. 301-2007 authorized the Mayor to enter into an Agreement with Insight to Amend Ordinance No. 163-92 ("Franchise Amendment Agreement") to extend and renew the terms of Ordinance No. 163-92 for a term of five (5) years from fifteen (15) years to twenty (20) years with an effective date retroactive to September 3, 2007; that recognizes that the Cable Franchise Agreement is now held by Insight Kentucky Partners II, L.P. ("Franchisee"); and provides that Franchisee shall, at no cost, provide certain equipment, services and facilities;

and

WHEREAS, Franchisee has fully satisfied its obligation to provide such equipment, services and facilities referenced in the Franchise Amendment Agreement; and

WHEREAS, the Cable Franchise Agreement is in full force and effect; and

WHEREAS, Section 42 of Ordinance No. 163-92 provides that no transfer of control of the cable system shall take place without the approval of the Lexington-Fayette Urban County Council; and

WHEREAS, on August 15, 2011, Insight entered into an Agreement and Plan of Merger (the "Agreement") with Time Warner Cable Inc. ("Time Warner Cable"), whereby Insight will become a wholly-owned subsidiary of Time Warner Cable (the "Transaction"); and

WHEREAS, Insight and Time Warner Cable have filed an FCC Form 394 with the Lexington Fayette Urban County Government and have requested the Lexington-Fayette Urban County Council's approval of a transfer of control of Insight under the Cable Franchise Agreement;

NOW, THEREFORE, BE IT THE RESOLVED BY THE COUNCIL OF THE LEXINGTON-FAYETTE URBAN COUNTY GOVERNMENT:

Section 1 - That the Lexington-Fayette Urban County Council consents to the Transaction and approves the transfer of control of Insight as set forth in the Agreement, which is attached hereto and incorporated as Exhibit A.

Section 2 - The consent herein granted does not constitute and shall not be construed to constitute a waiver of any obligations Insight and/or Time Warner Cable under the Cable Franchise Agreement.

Section 3- As a condition of the approval of the transfer of control, effective upon the closing of the Transaction (the "Closing Date"), Franchisee, as a wholly-owned subsidiary of

Time Warner Cable, agrees to assume and be responsible for any all of the following obligations and liabilities that accrue on and after the Closing Date under:

- (a) The Cable Franchise Agreement;
- (b) Lexington Fayette Urban County Government Code of Ordinances;
- (c) All federal, state, and local statutes, ordinances, codes and/or regulations that accrue on and after the Closing Date; and
- (d) The Agreement between Franchisee, Time Warner Cable, Insight and the Government, which is attached hereto and incorporated by reference as Exhibit B and the Mayor is authorized and directed to execute the Transfer of Control Agreement for and on behalf of the Urban County Government.

Section 4 - As a condition of the approval of the transfer of control, effective upon the Closing Date, Franchisee, as a wholly-owned subsidiary of Time Warner Cable, agrees to cure all existing defaults and will assume the duties, obligations, liabilities and responsibility for all acts and omissions, known and unknown, of Insight and all prior franchisees under:

- (a) The Cable Franchise Agreement;
- (b) Lexington Fayette Urban County Government Code of Ordinances; and
- (c) All federal, state, and local statutes, ordinances, codes and/or regulations that accrue on and after the Closing Date.

Section 5 - This Resolution shall take effect upon its passage and publication in accordance with applicable law.

PASSED URBAN COUNTY COUNCIL:

MAYOR

ATTESTED:

CLERK OF URBAN COUNTY COUNCIL

PUBLISHED: