

**RESOLUTION OF THE CITY OF SMITHS GROVE,
KENTUCKY APPROVING A TRANSFER OF CONTROL
OF INTERMEDIA PARTNERS OF KENTUCKY, L.P.
FROM INTERMEDIA CAPITAL MANAGEMENT VI,
LLC TO INSIGHT COMMUNICATIONS COMPANY, L.P.**

WHEREAS, InterMedia Partners of Kentucky, L.P. ("franchisee") owns, operates, and maintains a cable television system ("System") in the City of Smiths Grove ("franchise Authority"), pursuant to Ordinance #95-1 405.3, dated October 23, 1995 (the "franchise") and franchisee is the current authorized holder of the Franchise; and

WHEREAS, InterMedia Capital Management VI, LLC ("ICM-VI"), the general partner of InterMedia Capital Partners VI, L.P. (the "Partnership"), the partnership that controls the franchisee, is proposing to close a transaction (the "Transaction") involving the transfer of control of the Franchisee and System to Insight Communications Company, L.P., a Delaware limited partnership ("Insight"), subject to, among other conditions. any required approval of the Franchise Authority with respect thereto; and

WHEREAS, on April 18, 1999, ICM-VI and Insight, along with other limited partners in the Partnership, entered into a Purchase Agreement whereby Insight will acquire fifty percent (50%) in the aggregate of the general and limited partnership interests in the Partnership, including certain limited partnership interests in its subsidiary partnerships. Specifically, in the Transaction Insight will acquire the general partnership interest in the Partnership held by ICM-VI and thereby will acquire control of the Franchisee and the System; and

WHEREAS, Franchisee and Insight have requested consent from the Franchise Authority to the transfer of control of the Franchise and the System to Insight as described in FCC Form 394 submitted in accordance with the requirements of the Franchise and applicable law; and

WHEREAS, the Franchise Authority has determined that the Transaction and the approval of the transfer of control of the Franchisee and the System to Insight is in the best interests of the residents of the City of Smiths Grove.

**NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE
CITY OF SMITHS GROVE AS FOLLOWS:**

Section 1. The Franchise Authority hereby consents. to and approves of the Transaction and the transfer of control to Insight of the Franchisee and the System.

Section 2. The Franchise Authority confirms that, as of the date of this Resolution:
(a) the franchise is valid and remains in full force and effect, and expires on October 23, 2010, subject to options in the Franchise, if any, to extend such term; (b) the Franchise represents the entire understanding of the parties and supersedes all other agreements between the parties; and (c) Franchisee is materially in compliance with the provisions of the Franchise, and there exists no known fact or circumstance which constitutes or which, with the passage of time or the giving

of notice or both, would constitute a default or breach under the Franchise, or would allow the Franchise Authority to cancel or terminate the rights thereunder except upon the expiration of the full term thereof.

Section 3. Insight may transfer and assign the Franchise or control related thereto may be transferred to any entity, directly or indirectly, owned or controlled by, controlling or under common control with Insight, upon notice to the Franchise Authority of any such transfer. The Franchise Authority hereby consents to and approves the assignment, mortgage, pledge or other encumbrance, if any, of the Franchise, System or assets relating thereto, or the interests in the permitted holder thereof, as collateral for a loan.

Section 4. This Resolution shall be deemed effective as of the date of its passage.

PASSED, ADOPTED AND APPROVED by the City Council of the City of Smiths Grove this 28th day of June, 1999.

By: Walter J. McLaughlin, Jr.
Mayor

ATTEST:

Dorothy J. Neal
Clerk

APPROVED AS TO FORM:

City Clerk
[Title]

I, the undersigned, being duly appointed, qualified and acting as Clerk of the City of Smiths Grove, Kentucky, hereby certify that the foregoing Resolution No. 99-1 is a true, correct and accurate copy as duly and lawfully passed and adopted by the City Council on the 28th day of June, 1999.

Dorothy J. Neal
Clerk