

RESOLUTION 14-05

RESOLUTION CONSENTING TO TRANSFER OF FRANCHISE

WHEREAS, Knology, Inc. ("Franchisee") currently holds a cable television franchise("Franchise") granted by the City of Hurley, South Dakota ("Municipality") authorizing Franchisee to own and operate a cable television system in the Municipality;

WHEREAS, Franchisee and certain of its affiliates have entered into an Asset Purchase Agreement ("Agreement") with Clarity Telecom, LLC ("Clarity") dated June 12, 2014 under which Clarity will acquire the cable system assets (including the Franchise") of Franchisee ("Transaction");

WHEREAS, Franchisee and Clarity, according to the requirements of the Franchise and applicable law, have requested that Municipality consent to the Transaction as described in the FCC Form 394 filed with Municipality ("Transfer Application"); and

WHEREAS, Municipality has reviewed the Transfer Application and will consent to the Transfer of control as described in the Transfer Application/

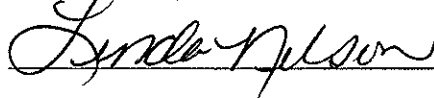
NOW, THEREFORE, MUNICIPALITY RESOLVES:

1. Municipality consents to the transfer of the Franchise to Clarity.
2. Municipality confirms the Franchise is valid and in full force and effect.
3. The Clerk of the Municipality is authorized to enter into, execute, and deliver on behalf of Municipality a certificate, along with other documents as many be necessary evidencing this Resolution without further action by the governing body.

ADOPTED AND APPROVED THIS 7th day of August, 2014.

CITY OF HURLEY

By: _____

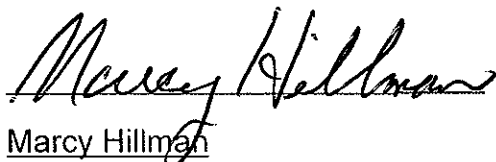


Name: Linda Nelson

Title: Mayor

ATTEST:

By: _____



Name: Marcy Hillman

Title: Finance Officer