

Proposed Resolution
Acquisitions Cogeco Cable II Inc.

BOROUGH OF SMITHTON, PA

**RESOLUTION GRANTING CONSENT TO THE
TRANSFER OF CONTROL OF CABLE TELEVISION FRANCHISEE**

Resolution # 4-2012

WHEREAS, the Borough of Smithton ("LFA") has granted a cable television franchise pursuant to a Cable Television Franchise Agreement, a copy of which is attached hereto ("Franchise"), to Atlantic Broadband (Penn), LLC ("Franchisee"); and

WHEREAS, on July 18, 2012, Atlantic Broadband Group, LLC ("Seller") and Cogeco Cable Inc. ("Cogeco Cable") executed a Stock Purchase Agreement (the "Agreement") pursuant to which control over the Franchisee will be transferred to Acquisitions Cogeco Cable II Inc. ("Cogeco Cable II"); and

WHEREAS, Seller, as Transferor, and Cogeco Cable II, as Transferee, submitted an Application for Franchise Authority Consent to Assignment or Transfer of Control of Cable Television Franchise (FCC Form 394) on August 2, 2012, to LFA (the "Application") requesting consent to the transfer of control of the Franchisee as a result of the Agreement; and,

WHEREAS, LFA intends to consent to the transfer of control of the Franchisee, subject to acceptance of the terms and conditions set forth herein, having determined that such consent is consistent with the terms of the Franchise and in the best interest of the LFA.

NOW, THEREFORE, BE IT RESOLVED BY FRANCHISING AUTHORITY:

Section 1. LFA does hereby consent to the transfer of control of the Franchisee to Cogeco Cable II effective as of the Closing Date pursuant to the Agreement, and to the corporate reorganization described in the Application.

Section 2. Upon closing of the Transaction, the Franchisee shall remain subject to its obligations under the Franchise.

Section 3. LFA hereby confirms that (a) the Franchise is valid and in full force and effect; (b) there have been no amendments or modifications to the Franchise, except as set forth herein; (c) to the best of LFA's knowledge, the Franchisee is materially in compliance with the provisions of the Franchise; and (d) to the best of LFA's knowledge, there are no defaults under the Franchise, or events which, with the giving of notice or passage of time or both, could constitute events of default thereunder.

Section 4. This resolution shall take effect immediately.

Section 5. The Mayor of the Borough of Smithton is hereby authorized to enter into, execute and deliver in the name of and on behalf the LFA a certificate along with such other documents as may be necessary evidencing the Resolution without further act or resolution of this governing body.

ADOPTED, SIGNED and APPROVED this 8th day of October, 2012.

David Baul
President of Council

ATTEST:

Melinda Radzwin
Secretary