

RESOLUTION CONSENTING TO TRANSFER OF CONTROL

The City of Rapid City, SD, having received and reviewed a request to transfer control of the Cable Television Franchise ("Franchise"), previously awarded to PrairieWave Telecommunications, Inc., ("PrairieWave"), from its existing ultimate parent, PrairieWave Holdings, Inc. to its new ultimate parent, Knology, Inc. pursuant to an Agreement and Plan of Merger, dated January 8, 2007 ("Request"); and

The City having reviewed the Request and the attachments, and having had a Hearing, discussion and vote on the transfer;

The City finds that the transfer is acceptable and thus GRANTS ITS CONSENT to the transfer; transferring the Franchise from PrairieWave Holdings, Inc. to Knology, Inc., transferring all rights, duties, and obligations of the Franchise, and continuing said Franchise in full force and effect for its term.

Date _____

City of Rapid City

By: _____

Title: _____

ATTEST:
