

APPENDIX "A"

**CONSENT AND APPROVAL OF LOCAL FRANCHISING AUTHORITY FOR
EXTENSION OF CATV FRANCHISE**

WHEREAS, Telecommunications Management, LLC d/b/a NewWave Communications currently owns and operates the cable television system (the "System") operating in Evansville, Illinois ("Grantor") and is the duly authorized holder of a Franchise, permit, license, or other authorization granted by Grantor (as amended to date, the "Franchise"); and

WHEREAS, Grantee seeks an extension of said franchise for a term of five (5) years, so that the Franchise shall be extended for five (5) years beyond the date that this document is adopted; and

WHEREAS, the new expiration date of the Franchise that is five (5) years beyond this approval shall be November 12, 2012; and

WHEREAS, following review and investigation, Grantor has concluded that Grantee meets the necessary criteria to operate the cable television system and has satisfied the criteria set forth in and/or under any applicable laws, rules and regulations.

NOW, THEREFORE, BE IT RESOLVED, that in consideration of the foregoing and the premises set forth herein, Grantor resolves as follows:

1. Grantor hereby consents to the extension of said Franchise for a term of five (5) years, so that the Franchise shall be extended to November 12, 2012.
2. Grantor confirms that (a) the Franchise was properly granted to or transferred to the Grantee, (b) the Franchise represents the entire understanding of the parties and Grantee has no obligations to Grantor other than those specifically stated in the Franchise, and (c) Grantee is materially in compliance with the provisions of the Franchise, and there are no material defaults under the Franchise or events which, with the giving of notice or passage of time or both, could constitute events of default thereunder.
3. Grantor hereby consents to and approves the assignment, mortgage, pledge, or other encumbrance, if any of the Franchise, the System, or assets relating thereto, are used as collateral for a loan.

ADOPTED AND APPROVED THIS 12TH DAY OF NOVEMBER, 2007.

By: _____
Village of Evansville
Erwin C. Becker

Name: _____
/s/ Erwin C. Becker

Title: _____
Village President