

## **RESOLUTION**

**WHEREAS**, effective June 24, 1996, 21st Century Cable TV of Chicago, Inc. was awarded a cable television franchise for Area 1 of the City ("Area 1 Franchise"); and

**WHEREAS**, on or about April 28, 2000, the Area 1 Franchise was acquired by RCN Cable TV of Chicago, Inc. a Delaware corporation, with its principal place of business at 350 North Orleans Street, Chicago, Illinois ("RCN Chicago"); and

**WHEREAS**, effective December 7, 2000, RCN Chicago was awarded a cable television franchise for Area 2 of the City, which franchise was modified by agreement of the parties on November 12, 2004 ("Area 2 Franchise"); and

**WHEREAS**, under the Area 1 Franchise and Area 2 Franchise (together, the "RCN Franchises"), RCN Chicago operates a cable television system ("System") that provides cable services and other communications services in portions of the City; and

**WHEREAS**, on or about March 5, 2010, Yankee Cable Acquisition, LLC, a Delaware limited liability company ("Yankee") and RCN Corporation, a Delaware corporation, ("RCN") entered into an Agreement and Plan of Merger (the "Merger Agreement") that provides for the indirect acquisition of RCN Chicago by Yankee; and

**WHEREAS**, the Merger Agreement provides for a series of transactions whereby Yankee and its sister entity, Yankee Metro Parent, Inc., a Delaware corporation, will acquire all of the assets and operations of RCN, including its broadband services and its fiber-based high-capacity data transport services businesses, for approximately \$1.2 billion (the "Transaction"); and

**WHEREAS**, on or about March 26, 2010, RCN Chicago provided to the City's Office of Cable Communications an FCC Form 394 and associated exhibits (the "Application"), which seeks consent to the transfer of control of RCN Chicago to Yankee (the "Transfer"); and

**WHEREAS**, under applicable federal law, the RCN Franchises, and Section 4-280-200 of the Municipal Code, the Transfer requires the written consent of the City; and

**WHEREAS**, RCN Chicago has represented to the City that after the Transaction is completed, RCN Chicago will remain the legal entity which holds the RCN Franchises and RCN Chicago will continue to operate the System; and

**WHEREAS**, RCN Chicago has agreed to comply with the RCN Franchises and applicable law from and after the completion of the Transaction; and

**WHEREAS**, The City has reviewed the Application, has examined the legal, financial and technical qualifications of the Transferee, has followed all required procedures in order to

consider and act upon the request for approval of the Transfer, and has considered the comments of all interested parties; and

**WHEREAS**, pursuant to its review, the City has determined that following completion of the Transaction, RCN Chicago will possess the requisite legal, technical and financial qualifications to own, operate and maintain the System; and

**WHEREAS**, the City believes it is in the interest of the City to approve the Transfer as described in the Application, and in reliance upon the foregoing representations made by RCN Chicago; now, therefore,

**BE IT RESOLVED**, The foregoing recitals are hereby incorporated by reference; and

**BE IT FURTHER RESOLVED**, The City hereby consents to and approves the Transfer.

Document No. PR2010-52

Document No. R2010-753

REFERRED TO COMMITTEE ON FINANCE	
JUN 30 2010	
<i>Miguel del Valle</i> City Clerk	<i>Miguel del Valle</i> City of Chicago

ADOPTED  
by the City Council of the  
City of Chicago

*Miguel del Valle*  
City Clerk City of Chicago

JUL 28 2010