

5-10-10 - Mailed to Connections for their
Signature - C. Stevens

RESOLUTION NO. 10-02

**RESOLUTION ACKNOWLEDGING THE CHANGE IN LAKEDALE TELEPHONE
COMPANY'S ULTIMATE CORPORATE PARENT HOLDING COMPANY**

RECITALS:

1. On or about May 4, 2009, the Township of Baldwin, Minnesota ("Township"), passed and adopted Ordinance No. 09-04, granting a franchise ("Franchise") to Lakedale Telephone Company ("Lakedale").
2. Lakedale owns, operates and maintains a cable television system in the Township ("System"), pursuant to the terms and conditions of the Franchise.
3. Iowa Telecom Systems, Inc. ("Iowa Telecom"), the indirect owner and holding company of Lakedale, has entered into an Agreement and Plan of Merger dated November 23, 2009 ("Agreement") with Windstream Corporation ("Windstream").
4. Under the Agreement, Windstream will become the indirect owner and ultimate holding company of Lakedale and other Minnesota regulated companies currently owned by Iowa Telecom, although Lakedale will continue to hold the Franchise and operate and provide cable television services under the Franchise.
5. Although the Franchise and Minn. Stat. Section 238.083 do not require the Township's approval of the change in Lakedale's ultimate parent company, the Township is taking this action to acknowledge the change out of an abundance of caution.

NOW, THEREFORE, BE IT RESOLVED by the Township of Baldwin, Minnesota:

1. The Township confirms that
 - a) the Franchise was properly granted; and
 - b) the Franchise is currently in full force and effect.

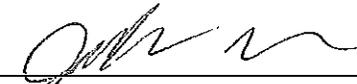
2. The Township hereby acknowledges and approves the change in the ultimate parent company of Lakedale from Iowa Telecom to Windstream, and affirms that the Franchise will remain with Lakedale.

3. The Township hereby waives and releases any claim or right under the Franchise and Minnesota Statutes Chapter 238 to purchase all or any portion of the System in connection with such parent company change.

This Resolution shall take effect and continue and remain in effect from and after the date of its passage, approval, and adoption.

Passed and adopted by the Board of Supervisors of Baldwin Township, Minnesota this 3rd day of May, 2010.

TOWNSHIP OF BALDWIN, MINNESOTA

By: 
Its: Chairman

ATTEST:


Township Clerk/Treasurer