

Exhibit
Request for Waiver

Inasmuch as the assignment subject to this notice occurred prior to the submission of this FCC Form 312 to the Commission, Massillon Cable TV, Inc., as Assignee, requests a waiver of Section 25.119(j) of the Commission's Rules to the extent required to permit acceptance of this notice after the 30-day deadline established under that rule. Generally, the Commission may waive a rule for good cause shown. See 47 C.F.R. § 1.3. Waiver is appropriate where the "particular facts would make strict compliance inconsistent with the public interest." See *Northeast Cellular Telephone Company v. FCC*, 418 2.d 1153 (D.C. Cir. 1969), cert. denied, 409 U.S. 1027 (1972). The Commission may take into account considerations of hardship, equity, or more effective implementation of overall policy on an individual basis. See *Id.* at 1159; *Northeast Cellular* at 1166. In this instance, waiver is appropriate in that the Commission had timely notice of the underlying transaction, the assignment will facilitate the continued use of cable headend facilities to provide multichannel video service to the public and no party will be prejudiced by the continuation of this use by Massillon Cable TV, Inc.