

RESOLUTION NUMBER 3507

A RESOLUTION PROVIDING APPROVAL FOR TRANSFER OF CONTROL OF THE CABLE TELEVISION FRANCHISE TO TIME WATER CABLE INC.

WHEREAS, the City of Perris, California (“Franchising Authority”) has granted a cable television Franchise to an entity (the “Franchisee”) presently controlled by Adelphia Communications Corporation (“Adelphia”), which is currently in Chapter 11 bankruptcy proceedings; and

WHEREAS, pursuant to an Asset Purchase Agreement dated April 20, 2005, between Adelphia and Comcast Corporation (“Comcast”), an indirect wholly-owned subsidiary of Comcast will acquire Adelphia’s interest in the Franchisee (the “Adelphia Transaction”); and

WHEREAS, pursuant to an Exchange Agreement between Time Warner Cable Inc. (“Time Warner Cable”) and Comcast dated as of April 20, 2005, Comcast will cause the Franchisee to assign the Franchise to CAC Exchange I, LLC (the “New Franchisee”) and the New Franchisee will become an indirect subsidiary of, and will do business as, Time Warner Cable (the “Exchange”); and

WHEREAS, upon closing of the Exchange, New Franchisee expressly agrees to assume the obligations under the Franchise;

WHEREAS, Comcast and Time Warner Cable have filed FCC Forms 394 to provide details regarding the Adelphia Transaction and the Exchange and to establish the qualifications of the New Franchisee; and

WHEREAS, the Franchising Authority wishes to grant its approval for the Adelphia Transaction and the Exchange as described above;

NOW, THEREFORE, BE IT RESOLVED BY FRANCHISING AUTHORITY:

Section 1. The Franchising Authority hereby approves the Adelphia Transaction.

Section 2. The Franchising Authority hereby approves the Exchange.

Section 3. Upon the closing of the Exchange, New Franchisee shall assume the obligations under the Franchise.

Section 4. This Resolution shall have the force of a continuing agreement with Comcast and Time Warner Cable, and the Franchising Authority shall not amend or otherwise alter this Resolution without the consent of Comcast and Time Warner Cable.

Section 5. This Resolution shall become effective immediately upon passage by the Franchising Authority.

ADOPTED, SIGNED and **APPROVED** this 27th day of September, 2005.

Mayor, Daryl R. Busch

ATTEST:

City Clerk, Margaret Rey

STATE OF CALIFORNIA)
COUNTY OF RIVERSIDE) §
CITY OF PERRIS)

I, Margaret Rey, CITY CLERK OF THE CITY OF PERRIS, CALIFORNIA, DO HEREBY CERTIFY that the foregoing Resolution Number 3507 was duly and regularly adopted by the City Council of the City of Perris at a regular meeting thereof held the 27th day of September, 2005, and that it was so adopted by the following called vote:

AYES: Yarbrough, Landers, Motte, Rogers, Busch
NOES:
ABSENT:
ABSTAIN:

City Clerk, Margaret Rey