City of Charlottesville, Virginia
Resolution
Approving the Proposed Assignment
and Transfer of Control

RECITALS:

1. On or about November 21, 2003, the City of Charlottesville, Virginia (“City”) granted a Cable Television Franchise Ordinance (“Franchise”) to Chelsea Communications, L.L.C., d/b/a Adelphia Cable Communications (“Franchisee”).

2. Pursuant to an Asset Purchase Agreement dated April 20, 2005 between Adelphia Communications Corporation (“Adelphia”) and Time Warner NY Cable LLC (“TWNY”), the right to purchase the cable system will be assigned by TWNY to a wholly owned subsidiary of TWNJY, Cable Holdco Exchange V LLC (“Holdco V”), which will purchase the cable system and Franchise (the “Adelphia Transaction”).

3. Pursuant to an Exchange Agreement dated April 20, 2005 between Time Warner Cable Inc. (“TWC”) and Comcast Corporation (“Comcast”), 100% of the equity securities in the Comcast subsidiary C-Native Exchange III, L.P. will be exchanged for 100% of the equity securities of Holdco V whereby that entity will become a 100% indirect subsidiary of Comcast (the “Exchange Transaction”).

4. On or about June 10, 2005: (1) Adelphia and TWC submitted to the City an FCC Form 394 requesting the City’s consent to the proposed transfer of the Franchise to Holdco V; and (2) TWC and Comcast submitted an FCC Form 394 requesting the City’s consent to transfer control of Holdco V to Comcast of Indiana/Michigan/Texas, LP (“CIMT”), a wholly-owned subsidiary of Comcast.

5. Under the City’s Franchise and applicable law, both the Adelphia Transaction and Exchange Transaction require consent from the City.

6. The City has reviewed the Adelphia Transaction and Exchange Transaction and the legal, technical, and financial qualifications of the proposed franchisee, Holdco V, and its corporate parent entities.

7. Based on information obtained, and on the reports and information received by the City, the City has elected to consent to both the Adelphia Transaction and Exchange Transaction subject to the conditions specified below.
NOW, THEREFORE, the City of Charlottesville Virginia hereby resolves as follows:

1. The Franchise is in full force and effect, and Franchisee is the lawful holder of the Franchise.

2. Each of the foregoing recitals is hereby incorporated by reference.

3. The City hereby consents and approves of the Adelphia Transaction resulting in Holdco V becoming the franchisee under the Franchise and the Exchange Transaction transferring control of Holdco V to CIMT, subject to:
   
   a. Holdco V, within thirty (30) days of the date of closing the Adelphia Transaction and/or the Exchange Transaction, notifying the City in writing of the completion of the Adelphia Transaction and/or the Exchange Transaction.

   b. Holdco V, within thirty (30) days of the date of closing, providing the City with a Certificate of Authority to conduct business in the State of Virginia.

   c. Holdco V, within thirty (30) days of the date of closing, providing the City with a signed acceptance of this Resolution in the form attached hereto and incorporated by reference.

   d. Holdco V, within thirty (30) days of the date of adoption of this Resolution, reimbursing the City for actual, documented, out-of-pocket costs, expenses and professional fees incurred by the City related to the City’s review and consent of both the Adelphia Transaction and Exchange Transaction not to exceed Four Thousand Five Hundred and No/100 Dollars ($4,500) which reimbursement shall not in any way be deducted or offset from past, present or future franchise fees due the City.

4. The City hereby waives any right of first refusal which the City may have to purchase the Franchise, or the cable system serving the City, but only as such right of first refusal applies to the request for approval of the transactions now before the City.

5. By this consent the City does not make any representation that Franchisee is in compliance with its obligations under the Franchise.

6. By this consent the City does not waive any of Franchisee’s
Commitments, duties and obligations under the Franchise, including any accrued and unfulfilled obligation of the Franchisee, whether known or unknown, relating to the Franchise, subject to the bankruptcy assumption and assignment process.

7. In the event the Adelphia Transaction is not completed, for any reason, or is modified in any material manner, the City’s consent for that Transaction provided hereunder shall be voidable by the City Council.

8. In the event the Exchange Transaction is not completed, for any reason, or is modified in any material manner, the City’s consent for that Transaction provided hereunder shall be voidable by the City Council.

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

A motion to approve the foregoing Resolution was made by City Council Member Lynch and duly seconded by City Council Member Schilling.

The following City Council Members voted in the affirmative: Dr. Brown, Mr. Caravati, Ms. Hamilton, Mr. Lynch, Mr. Schilling.

The following City Council Members voted in the negative: None.

Passed and adopted by the City Council for the City of Charlottesville, Virginia this 3rd day of October, 2005.

s/ Jeanne Cox
Clerk of City Council
ACCEPTANCE AND AGREEMENT

Cable Holdco Exchange V, LLC, hereby accepts the City of Charlottesville, Virginia Resolution Approving the Proposed Assignment and Transfer of Control adopted on October 3, 2005 (“Resolution”) and agrees to be bound by the terms and conditions of this Resolution and the lawful terms and conditions of the Franchise referenced within the Resolution.

Dated this 23rd day of August, 2006.

CABLE HOLDCO EXCHANGE V, LLC
By: Thomas R. Nathan
Its: Senior Vice President

STATE OF PENNSYLVANIA
COUNTY OF PHILA

The foregoing instrument was subscribed and sworn to before me this 23rd day of August, 2006, by Thomas R. Nathan, the Senior Vice President of Cable Holdco Exchange V, LLC.

SEAL s/ Betsy J. Wilkinson Notary Public

COMMONWEALTH OF PENNSYLVANIA