

RESOLUTION NO. 2006-5

CONSENT TO ASSIGNMENT OF FRANCHISE

WHEREAS, SBC Cable Co. ("Franchisee") is the duly authorized holder of a franchise, as amended to date (the "Franchise"), authorizing Franchisee to serve the City of Rising Sun, Indiana (the "Franchise Authority") and to operate and maintain a cable television system therein (the "System"); and

WHEREAS, Susquehanna Cable Co. ("Susquehanna Cable") is the parent company of Franchisee; and

WHEREAS, on October 31, 2005, Susquehanna Cable and Comcast Corporation ("Comcast") entered into an Asset Purchase Agreement (the "Agreement"), pursuant to which Comcast will acquire the cable assets held by Susquehanna Cable and its subsidiaries, including those that comprise the System (the "Transaction"); and

WHEREAS, in order to implement this Transaction, Comcast will assign its right to purchase the cable assets held by Franchisee that comprise the System, including the Franchise, to Comcast of Indiana/Kentucky/Utah ("Assignee"), its wholly-owned, indirect subsidiary; and

WHEREAS, Franchisee now seeks approval of the Transaction and has filed an FCC Form 394 with the Franchise Authority with respect thereto; and

WHEREAS, the Franchise Authority has considered and approves of the Transaction.

NOW, THEREFORE, BE IT RESOLVED BY THE FRANCHISE AUTHORITY AS FOLLOWS:

1. The foregoing recitals are approved and incorporated herein by reference.
2. The Franchise Authority consents to the Transaction.
3. The Franchise Authority hereby confirms that, to its knowledge: (a) the Franchise is valid and outstanding and in full force and effect; (b) Franchisee is currently the valid holder and authorized grantee of the Franchise; (c) there have been no amendments or modifications to the Franchise except as set forth herein; (d) Franchisee is in compliance in all material respects with the provisions of the Franchise; and (e) there are no defaults under the Franchise or events that, with the giving of notice of passage of time or both, could constitute

events of default thereunder. Subject to compliance with the terms of this Resolution, all action necessary to approve the transfer of the Franchise to Assignee has been duly and validly taken.

4. Assignee may (a) assign or transfer its assets, including the Franchise, provided that such assignment or transfer is to an entity directly or indirectly controlling, controlled by or under common control with Assignee; (b) restructure debt or change the ownership interests among existing equity participants in Assignee; (c) pledge or grant a security interest to any lender(s) of Assignee's assets, including, but not limited to, the Franchise, or of interest in Assignee, for purposes of securing any indebtedness; and (d) sell equity interests in Assignee or any of Assignee's affiliates.

5. This Resolution shall be deemed effective upon adoption.

6. This Resolution shall have the force of a continuing agreement with the Franchisee, and the Franchise Authority shall not amend or otherwise alter this Resolution without the consent of the Franchisee and Assignee.

PASSED, ADOPTED AND APPROVED this 2 day of Feb, 2006.

By: WILLIAM R. PARKSBERRY
Name: Wm R Markberry
Title: Mayor

ATTEST:

Rae Ann Lyon
Clerk