

ORDINANCE 966

CONSENT TO CHANGE OF CONTROL BETWEEN TIME WARNER CABLE AND COMCAST WITHIN THE CITY OF PINEY POINT VILLAGE

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WHEREAS, Texas and Kansas City Cable Partners, L.P. ("Franchisee") owns a cable television system (the "System") in the City of Piney Point Village, Texas (the "Franchise Authority"); and

WHEREAS, through indirect subsidiaries, Comcast Corporation ("Comcast") and Time Warner Inc. ("Time Warner") each hold a 50% ownership interest in the Franchisee; and

WHEREAS, pursuant to the terms of a Limited Partnership Agreement entered into by subsidiaries of Comcast and Time Warner, Comcast will acquire the 50% ownership interest in the System currently held by Time Warner; and

WHEREAS, to effectuate Comcast's acquisition of the 50% ownership interest in the System currently held indirectly by Time Warner (1) the Franchisee cable system and franchise will be assigned to a wholly-owned subsidiary of Franchisee, Houston TKCCP Holding, LLC, and (2) immediately thereafter, Comcast TCP Holdings, Inc., will obtain the 100% ownership interest in Houston TKCCP Holdings, LLC (the "Transaction"); and

WHEREAS, Franchise Authority has concluded its approval is necessary for the above described Transaction and has been provided an FCC Form 394 and related information for such Transaction; and

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

NOW, THEREFORE, IT IS HEREBY ORDAINED AS FOLLOWS:

Section 1. The foregoing recitals are approved and incorporated herein by reference.

Section 2. The Franchise Authority consents to the Transaction described herein.

Section 3. This Ordinance shall be deemed effective upon adoption.

Section 4. This Ordinance shall have the force of a continuing agreement and the Franchise Authority shall not amend or otherwise alter this Ordinance without the consent of the Franchisee.

PASSED, ADOPTED, AND APPROVED this 27th day of November, 2006.

ATTEST:


Lorena Briel, City Administrator

SIGNED:


Carol Fox, Mayor