

**RESOLUTION APPROVING PROPOSED CHANGE OF CONTROL
OF LOCAL CABLE FRANCHISE FROM INSIGHT COMMUNICATIONS
MIDWEST, LLC, TO COMCAST CORPORATION**

WHEREAS, on or about February 28, 1994, the City of Urbana, Illinois ("City") entered into a franchise agreement for cable television services ("Franchise") with Time Warner Entertainment Company, L.P. which Franchise is now held by Insight Communications Midwest, LLC ("Grantee"); and

WHEREAS, Grantee, through direct or indirect subsidiaries is owned 50% by Insight Communications Company, L.P. ("Insight") and 50% by Comcast Corporation ("Comcast"); and

WHEREAS, according to the Second Amendment to Amended and Restated Limited Partnership Agreement of Insight Midwest, L.P. dated effective April 1, 2007, Comcast, through a wholly owned subsidiary, will acquire the 50% ownership interest in the Franchise and cable television system ("System") currently held by Insight; and

WHEREAS, to effectuate Comcast's acquisition of the 50% ownership interest in the Franchise and System currently held indirectly by Insight (a) the Grantee will assign the System and Franchise to Illinois/Indiana Systems Group, LLC, a wholly-owned subsidiary of Insight Midwest, L.P. and (b) immediately thereafter, TCI of Indiana Holdings, LLC, will obtain the 100% ownership interest in Illinois/Indiana Systems Group, LLC (collectively, the "Transaction"); and

WHEREAS, as a result of the Transaction, Grantee and Comcast have requested consent from the City to the change of control of Grantee; and

WHEREAS, on or about May 28, 2007 the City received FCC Form 394 - Application for Franchise Authority Consent to Assignment or Transfer of Control of Cable Television Franchise which requires that the City take action on the proposed change of control within 120 days or on or before August 25, 2007; and

WHEREAS, under the Franchise and applicable law, the proposed change of control requires consent from the City; and

WHEREAS, specifically, section 6.7 of the Franchise requires the City's advance written consent and further requires that the Grantee reimburse the City for its reasonable processing and review expenses (See section 6.7 (F) of the Franchise); and

WHEREAS, on or about June 13, 2006, Grantee submitted to the City a letter requesting renewal of the Franchise in accordance with 47 U.S.C. 546 ("Renewal Request"); and

WHEREAS, the City responded to the Renewal Request by soliciting proposals from qualified bidders to conduct an assessment of the past performance of the Grantee under the Franchise as well as an assessment of the future cable related community needs and interests in compliance with 47 U.S.C. 546 (a) ("Needs Assessment"); and

WHEREAS, as part of the Needs Assessment the City conducted a review of past franchise fee payments made by the Grantee to the City which revealed certain underpayments in violation of the Franchise as set forth in the report prepared by Dr. Barry Orton hereby incorporated by reference and attached hereto as Exhibit A ("Franchise Fee Report"); and

WHEREAS, the City in the process of completing the Needs Assessment and is preparing to conduct informal renewal negotiations with the Grantee pursuant to 47 U.S.C. 546 (h) as well as soliciting a formal proposal from Grantee pursuant to 47 U.S.C. 546 (a-g) in response to the Needs Assessment; and

WHEREAS, the City has expended significant personnel resources and public funds in preparation of the Needs Assessment and will not agree to duplicate those efforts as a result of the proposed change of control; and

WHEREAS, given that the Transaction is scheduled to close on or about January 1, 2008, the City will not agree to process the proposed change of control if it will require that the City must reassess the performance of the

Grantee following the change of control or will require a reassessment of the City's future cable related community needs and interests; and

WHEREAS, Grantee and Comcast recognize that the City has no control over the timing of the Transaction nor its impact on the pending renewal process triggered by the Grantee and therefore Grantee and Comcast are in agreement that the Needs Assessment need not be restarted, modified or supplemented in any way as a result of the Transaction and proposed transfer of control. Grantee and Comcast further agree that neither party will contest the findings of the Needs Assessment on the basis of the Transaction or change of control of Grantee; and

WHEREAS, the City has reviewed the proposed change of control and the legal, technical, and financial qualifications of Comcast proposed to be the new parent company of Grantee following the proposed change of control; and

WHEREAS, based on information provided by Grantee and Comcast and on the reports and information received by City, City has elected to approve the proposed change of control subject to certain conditions as set forth herein.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF URBANA, ILLINOIS, as follows:

1. That the Franchise is in full force and effect and Grantee is the lawful holder of the Franchise.
2. That Grantee will remain the lawful holder of the Franchise after consummation of the Transaction.
3. That the City hereby consents and approves of the proposed change of control of Grantee subject to:
 - a. Closing of the Transaction described in information provided to the City by Grantee and Comcast. Comcast shall, within thirty (30) days of the date of closing, notifying the City in writing of the completion of the Transaction.
 - b. Pursuant to Section 6.7 of the Franchise, Grantee shall, within thirty (30) days of the date of adoption of this

Resolution, fully reimburse City for all of City's reasonable processing and review expenses in connection with the change of control including without limitation costs of administrative review, financial, legal and technical evaluation of Comcast, consultants (including technical and legal experts and all costs incurred by such experts), notice and publication costs and document preparation expenses.

c. With thirty (30) days of the date of adoption of this Resolution, fully reimburse City for all past due franchise fees due, including applicable interest, as set forth in the Franchise Fee Report, attached as Exhibit A.

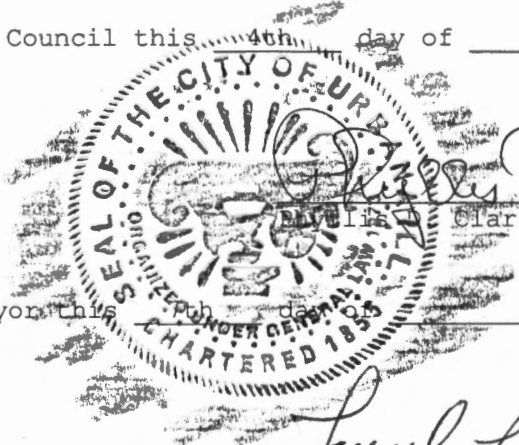
d. Within thirty (30) days of the date of adoption of this Resolution provide City with a fully executed "Acceptance and Agreement" in the form attached hereto and hereby incorporated by reference in this Resolution.

4. That in the event the change of control of Grantee contemplated by the foregoing resolutions is not completed, for any reason, the City's consent shall not be effective.

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

PASSED by the City Council this 4th day of September,
2007.

APPROVED by the Mayor this 4th day of September,
2007.



D. Clark
Clark, City Clerk

Laurel Lunt Prussing
Laurel Lunt Prussing, Mayor