

ADDENDUM TO FRANCHISE AGREEMENT BY
AND BETWEEN THE TOWN OF FALMOUTH, MAINE AND TIME WARNER
ENTERTAINMENT COMPANY, L.P. d/b/a TIME WARNER NEW ENGLAND

This Addendum dated as of January 24, 2010 (this "Addendum"), by and between the TOWN OF FALMOUTH, MAINE, a municipal corporation, ("Town"), and TIME WARNER ENTERTAINMENT COMPANY, L.P. d/b/a TIME WARNER NEW ENGLAND ("Time Warner"), is hereby attached to and is made a part of the Cable Television Franchise Agreement ("Agreement") entered into between the parties on January 24, 2000.

WHEREAS, the Town is authorized to grant one or more franchises for the operation of a community antenna television (CATV) system within the Town for the benefit of the Town and all persons located therein; and

WHEREAS, the Town has the authority to renew a previously existing franchise agreement for the operation of a CATV system within the Town on such terms, conditions and fees as it deems in the best interest of the Town, subject to applicable provisions of federal law; and

WHEREAS, the Town and Time Warner are in the process of negotiating a renewal of the Agreement, but anticipate that the negotiations respecting such renewal will not be complete by January 24, 2010; and

WHEREAS, the Town and Time Warner now wish to extend the period in which they operate under the Agreement between the parties for an additional six (6) months to enable the parties to complete renewal negotiations;

NOW THEREFORE, notwithstanding any term or condition in the Agreement to the contrary, the Town and Time Warner hereby agree as follows:

The terms of the Agreement between the Parties shall govern the Parties' respective rights and responsibilities arising out of or in connection with Time Warner's operation of a cable television system within the Town of Falmouth for the period from January 24, 2010 through and including Monday, July 26, 2010.

IN WITNESS WHEREOF, the undersigned Town of Falmouth and Time Warner Entertainment Company, L.P. d/b/a Time Warner of New England have entered into this Addendum as of the date and year first above written.

Witness:

TOWN OF FALMOUTH

WITNESS:

BY: _____
TOWN OF FALMOUTH

WITNESS:

BY: _____
TIME WARNER
ENTERTAINMENT COMPANY,
L.P. d/b/a TIME WARNER NEW
ENGLAND
