



STATE OF CALIFORNIA
PUBLIC UTILITIES COMMISSION
505 Van Ness Avenue San Francisco, CA 94102
www.cpuc.ca.gov

October 16, 2008

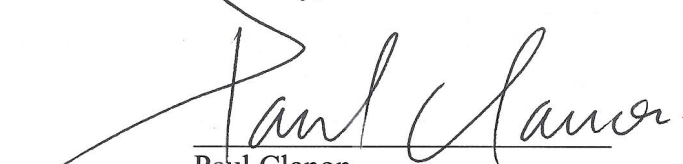
Mr. David Hankin
Vice President and Senior Counsel
200 Paul Avenue, Suite 301
San Francisco, CA 94124

Dear Mr. Hankin:

The Commission has determined that the application for a state video franchise submitted by Astound Broadband, LLC on September 17, 2008, is complete, and accordingly issues the enclosed state franchise certificate, effective on the date indicated.

Should you have any questions, please contact Michael Morris at 415.703.2112.

Sincerely,


Paul Clanon
Executive Director



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CALIFORNIA VIDEO FRANCHISE CERTIFICATE¹
FRANCHISE NUMBER: 0028

1) Franchise Holder:

Name: Astound Broadband, LLC d/b/a Astound Broadband

Address: 401 Kirkland Parkplace, Suite 500
Kirkland, WA 98033

2) Application Date: September 17, 2008

3) Application Number: 0809002

4) Franchise Effective Date: October 26, 2008

5) Franchise Expiration Date: October 26, 2018

6) Affected Local Entities² Attached

Issued at San Francisco this 16th Day of October, 2008.

Paul Clanon
Executive Director

¹ This Certificate constitutes a grant of authority to provide video service in the service area footprint requested in the Application referenced herein, including but not limited to authority to use the public rights-of-way in exchange for the franchise fee adopted in CAL. PUB. UTIL. CODE §. 5840(q), subject to the laws of this state. This grant of authority is subject to lawful operation of the cable service or video service by the applicant or its successor in interest.

² The state video franchise granted herein may include all or part of the affected local entities' territory. For more information on the video service area covered by this franchise, contact the California Public Utilities Commission.



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**Affected Local Entities for Franchise No. 0028, issued to Astound Broadband, LLC d/b/a
Astound Broadband on October 16, 2008 to be effective October 26, 2008:**

San Francisco