



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

July 7, 2008

Mr. Deane Leavenworth
Vice President, External Affairs
Time Warner Cable
550 North Continental Boulevard
El Segundo, CA 90245

Dear Mr. Leavenworth:

The Commission has determined that your third application for an amended state video franchise, submitted by CAC Exchange I, LLC on June 6, 2008 is complete.

Accordingly the Commission hereby issues the enclosed amended state video franchise, effective on the dates indicated.

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

Sincerely,

A handwritten signature in blue ink, appearing to read "Paul Clanon". The signature is written in a cursive style and is positioned above a horizontal line.

Paul Clanon
Executive Director

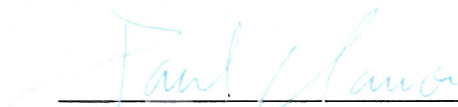


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CALIFORNIA VIDEO FRANCHISE CERTIFICATE¹
FRANCHISE NUMBER: 0016

- 1) Franchise Holder:
Name: CAC Exchange I, LLC d/b/a Time Warner Cable
Address: 550 North Continental Boulevard
El Segundo, CA 90245
- 2) Application Date: November 19, 2007
- 3) Application Number: 0711012
- 4) Franchise Effective Date: January 2, 2008
- 5) Franchise Expiration Date: January 2, 2018
- 6) Affected Local Entities² Attached

Issued at San Francisco this 19th Day of December, 2007.



Paul Claron
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. 0016, issued to CAC Exchange I, LLC
d/b/a Time Warner Cable on December 19, 2007:**

Los Angeles, City of (Area F West LA)
Los Angeles, City of (Area C East San Fern. Valley)
Los Angeles, City of (Area G Sherman Oaks)
Los Angeles, City of (Area H Eagle Rock)
Los Angeles, County of (Agoura/Calabassas)
Los Angeles, County of (Glendora/Covina)
Los Angeles, County of (La Habra Heights/Brea)
Los Angeles, County of (Marina Del Rey)
Los Angeles, County of (Rowland Heights)
San Bernardino, City of (Century TCI)
San Bernardino, County of (Yucca Valley)
San Bernardino, County of (Chino)
Camarillo, City of (West)
Beverly Hills, City of
Westlake Village, City of
Agoura Hills, City of
Santa Monica, City of
Yucca Valley, Town of
Yorba Linda, City of
Yucaipa, City of
Calimesa, City of
San Jacinto, City of
Brea, City of
Temecula, City of
Diamond Bar, City of
Glendora, City of
Hermosa Beach, City of
Anaheim, City of
Los Angeles, County of (Hacienda Heights)
Los Angeles, County of (South Whittier)



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CALIFORNIA VIDEO FRANCHISE CERTIFICATE
FRANCHISE NUMBER: 0016

Affected Local Entities for Franchise No. 0016, as amended by the grant on February 29, 2008 of CAC Exchange I, LLC's application for an amended franchise footprint, No. V0801004:

City of Monrovia



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CALIFORNIA VIDEO FRANCHISE CERTIFICATE
FRANCHISE NUMBER: 0016

Affected Local Entities for Franchise No. 0016, as amended by the grant on May 29, 2008 of CAC Exchange I, LLC d/b/a Time Warner Cable's second application for an amended franchise footprint, No. V0805002, to be effective June 2, 2008:

City of Manhattan Beach



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FRANCHISE NUMBER: 0016

Affected Local Entities for Franchise No. 0016, as amended by the grant on July 7, 2008 of CAC Exchange I, LLC d/b/a Time Warner Cable's third application for an amended franchise footprint, No. V0806003, effective July 7, 2008:

La Verne, City of
Pomona, City of
San Dimas, City of
Moorpark, City of
Ventura (Bell Canyon), County of
Ventura (Camarillo II), County of
Ventura (East Ventura), County of
Ventura (Fillmore, Piru), County of
Ventura (Oak Park/Agoura), County of
Ventura (Ojai), County of
Ventura (Santa Paula), County of
Chino, City of
Hemet, City of
Highland, City of
La Habra, City of
Moreno Valley, City of
Orange, County of (Unincorp., adj. to Yorba Linda)
San Bernardino, County of (Muscoy/Rialto/Mentone)
Villa Park, City of



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FRANCHISE NUMBER: 0016

Affected Local Entities for Franchise No. 0016, as amended by the grant on July 7, 2008 of CAC Exchange I, LLC d/b/a Time Warner Cable's third application for an amended franchise footprint, No. V0806003, to be effective November 23, 2008:

City of Rialto



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CALIFORNIA VIDEO FRANCHISE CERTIFICATE
FRANCHISE NUMBER: 0016

Affected Local Entities for Franchise No. 0016, as amended by the grant on July 7, 2008 of CAC Exchange I, LLC d/b/a Time Warner Cable's third application for an amended franchise footprint, No. V0806003, to be effective November 25, 2008:

City of Ojai