

## MEMORANDUM OF UNDERSTANDING

**WHEREAS**, Comcast of Maine/ New Hampshire, Inc., (“Comcast”) currently holds a cable television franchise with the Town of Exeter, NH (“Town”), with an effective date of October 25, 2010 (“Effective Date”), granted by Franchise Agreement (“Franchise”); and

**WHEREAS**, Comcast and the Town wish to enter into this Memorandum of Understanding (“MOU”) regarding certain sections of the Franchise as set forth herein; and

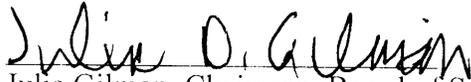
**WHEREAS**, it is in the public interest to enter into this MOU as described herein;

**NOW, THEREFORE**, in consideration of the foregoing, Comcast and the Town agree as follows:

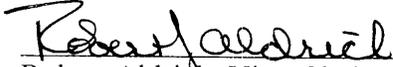
1. It is the understanding of the Town and Comcast that they will narrow the definition of Gross Annual Revenue in Section 1.1(n) on which the Franchise Fees are calculated, to eliminate non-subscriber revenue from the computation, and thereby to reduce the Franchise Fees collected from Subscribers and paid to the Town. This understanding shall be in effect from April 1, 2011, until the end of the term of the Franchise.
2. It is the further understanding of the Town and Comcast that the Franchise Fees required to be paid pursuant the Section 9.4(a) of the Franchise in the first year of the term of the Franchise shall be reduced from three percent (3%) of Gross Annual Revenue as defined in Section 1.1(n) of the Franchise to two and a half percent (2.5%) of Gross Annual Revenue as herein defined, so that the Franchise Fee listed on Subscribers’ cable bills in the Town does not exceed three percent (3%) during that year. This understanding shall be in effect from April 1, 2011.
3. It is the further understanding of the Town and Comcast that the date for the change in the Franchise Fee to four percent (4%) as specified in Section 9.4(a) of the Franchise will be delayed until January 1, 2012 and will not be on the one-year anniversary of the Effective Date. The increase to four percent (4%) will result in not more that a four percent (4%) Franchise Fee appearing on Subscribers’ cable bills beginning in January 2012.
4. All other terms and conditions of the Franchise shall continue in full force and effect, subject to all applicable laws.

Considered and approved this 28th day of February, 2011.

**Town of Exeter**

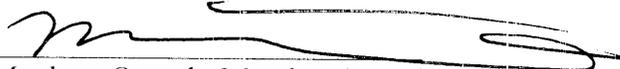


Julie Gilman, Chairman, Board of Selectmen



Robert Aldrich, Vice-Chairman, Board of Selectmen

William Campbell, Member, Board of Selectmen



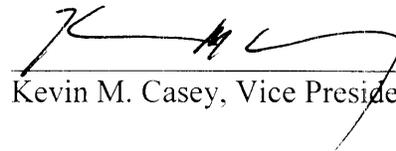
Matthew Quandt, Member, Board of Selectmen

Donald Clement, Member, Board of Selectmen

ACCEPTED this 28 day of February, 2011.

**Comcast of Maine/New Hampshire, Inc.**

By:



Kevin M. Casey, Vice President