

APN 1220-05-601-005

2001-43082 SLL

RPT 399⁵⁴
400 40 SLL

When recorded return to:

Irell & Manella LLP
1800 Avenue of the Stars
Suite 900
Los Angeles, California 90067
Attention: Wendy Glenn, Esq.

A.P. #1220-05-601-005

GRANT, BARGAIN AND SALE DEED

THIS INDENTURE WITNESSETH that for valuable consideration, the receipt and sufficiency of which are hereby acknowledged, TCI WASHINGTON ASSOCIATES, L.P., a Delaware limited partnership, formerly known as Columbia Associates, L.P., a Delaware limited partnership ("Grantor"), does hereby Grant, Bargain and Sell to FALCON CABLE COMPANY SYSTEMS II, L.P., a California limited partnership ("Grantee"), all that real property situate in the County of Douglas, State of Nevada, more particularly described on Exhibit A attached hereto and incorporated herein by this reference.

TOGETHER WITH all and singular the tenements, hereditaments and appurtenances thereunto belonging or in anywise appertaining.

TO HAVE AND TO HOLD, all and singular the said premises together with the appurtenances unto Grantee, subject to the permitted encumbrances set forth on Exhibit B attached hereto and incorporated herein by this reference.

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EXHIBIT A
TO GRANT, BARGAIN AND SALE DEED

(Legal Description)

Being in the Southeast 1/4 of the Northeast 1/4 of Section 5, Township 12 North, Range 20 East, M.D.B. & M., Douglas County, Nevada, more particularly described as follows:

Commencing at the Northeast corner of Section 4, Township 12 North, Range 20 East, proceed South 60°29'45" West, 5,398.98 feet to a point; said point being on the Westerly right-of-way line of Highway 56, Centerville Lane; thence along said right-of-way line North 49°23'39" West, 791.23 feet to a point; thence continuing along said right-of-way line North 01°30'09" West, 86.21 feet to the True Point of Beginning, which is the Southeast corner of the parcel; thence continuing along said right-of-way line, North 01°30'09" West, 218.00 feet to the Northeast corner, thence North 74°36'32" West, 291.87 feet to a point; thence South 65°59'21" West, 150.00 feet to the Northwest corner; thence South 31°28'28" East, 376.00 feet to the South corner; thence north 69°14'57" East, 243.63 feet to the True Point of Beginning.

County of Douglas,
State of Nevada.

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[1338 Centerville Road]

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EXHIBIT B
TO GRANT, BARGAIN AND SALE DEED

Permitted Encumbrances. Any: (a) liens for Taxes (defined below), assessments and governmental charges not yet due and payable; (b) zoning laws and ordinances and similar Legal Requirements (defined below); (c) any right reserved to any Governmental Authority (defined below) to regulate the property; (d) inchoate materialmen's, mechanics', workmen's, repairmen's or other like inchoate Encumbrances (defined below) arising in the ordinary course of business; (e) easements, rights-of-way, servitudes, permits, restrictions and minor imperfections or irregularities in title which do not individually or in the aggregate materially interfere with the right or ability to use, own, enjoy or operate the property as currently being used and which do not impair the value of the property or interfere with Grantor's ability or right to convey good, marketable and indefeasible fee simple title to the property; and (f) any Encumbrance (other than an Encumbrance securing a monetary obligation) that does not individually or in the aggregate interfere with the continued use of the property as currently being used.

The following are used for definitional purposes only and except as used above, are not permitted encumbrances or liens on the property transferred by this deed:

Encumbrance. Any mortgage, lien, security interest, security agreement, conditional sale or other title retention agreement, consignment or bailment given for purposes of security, indenture, pledge, option, encumbrance, deed of trust, constructive trust or other trust, claim, attachment, charge, assessment, restriction on transfer or any exception to or defect in title or other ownership (legal or equitable) interest (including reservations, rights of way, possibilities of reverter, encroachments, protrusions, easements, rights of entry, rights of first refusal, rights of first offering, restrictive covenants, conditions, leases and licenses) of any kind, which constitutes an interest in property.

Governmental Authority. (a) The United States of America; (b) any state, commonwealth, territory or possession of the United States of America and any political subdivision thereof (including counties, municipalities and the like); or (c) any agency, authority or instrumentality of any of the foregoing, including any court, tribunal, department, bureau, commission, board or quasi-governmental authority.

Legal Requirements. Any statute, ordinance, code, law, rule, regulation, permit, approval, order or other written requirement, standard or procedure enacted, adopted or applied by any Governmental Authority, including any judgment, writ, order, injunction, award or decree of any court, judge, justice or magistrate, including any bankruptcy court or judge or the arbitrator in any binding arbitration.

Taxes. All levies and assessments of any kind or nature imposed by any Governmental Authority, including all income, sales, use, offer, registration, ad valorem, value added, alternative or add-on minimum, franchise, severance, net or gross proceeds, withholding, payroll, employment, social security (or similar), unemployment, disability, excise, real or personal property taxes and levies or assessments related to unclaimed property, together with any interest thereon and any penalties, additions to tax or additional amounts applicable thereto, whether disputed or not.

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COPY

REQUESTED BY
FIRST AMERICAN TITLE CO.

IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

2001 JUL -2 AM 11:41

LINDA SLATER
RECORDER

\$ 11.00 PAID K2 DEPUTY

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