

RESOLUTION NO. 9603

A RESOLUTION APPROVING THE TRANSFER OF THE CABLE TELEVISION
FRANCHISE FOR THE BOROUGH OF SOUTHMONT, PENNSYLVANIA FROM
TIME WARNER ENTERTAINMENT COMPANY, L.P.

WHEREAS, the Borough of Southmont, Pennsylvania (the "Borough") adopted Resolution No. 9603 dated July 15, 1996 granting to Time Warner Entertainment Company, L.P. ("TWE"), a franchise to operate a cable television system pursuant to a Cable System Franchise Agreement between the Borough of Southmont (the "Borough") and TWE dated July 15, 1996;

WHEREAS, Fanch Cablevision of Indiana, L.P. ("Fanch"), Hornell Television Service, Inc., a wholly-owned subsidiary of Fanch ("Hornell"), general partners of Fanch and TWE have negotiated a System Contribution Agreement (the "Agreement") pursuant to which TWE will contribute substantially all of the assets of its cable television system serving the Borough (the "System"), including its rights under the Franchise, to TWFanch-one Co., a partnership formed between TWE, Fanch and Hornell (the "Partnership");

WHEREAS, the Franchise requires that the Borough grant its consent to an assignment of the Franchise by TWE; and

WHEREAS, TWE and the Partnership have requested that the Borough consent to the assignment and transfer of the Franchise by TWE to the Partnership.

NOW, THEREFORE, BE IT RESOLVED BY THE BOROUGH COUNCIL OF THE BOROUGH OF SOUTHMONT, PENNSYLVANIA:

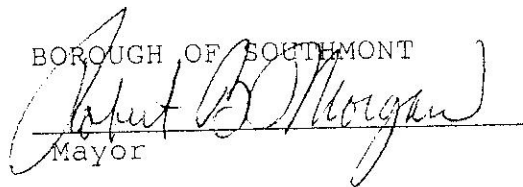
1. The Borough does hereby consent to the transfer of the Franchise and all of TWE's rights, powers and privileges under the Franchise from TWE to the Partnership.

2. The foregoing consent to the transfer and assignment of the Franchise shall be effective upon the closing of the contribution of the System by TWE to the Partnership, at which time the Borough automatically shall release TWE and its predecessors from all obligations and liabilities under the Franchise that relate to periods from and after such date. Notice of the date of such contribution shall be given to the Borough.

3. The Borough hereby confirms that, to its knowledge: (a) the Franchise is currently in full force and effect and expires on as defined, Sect. 2.3; (b) TWE is currently the valid holder and authorized grantee of the Franchise; (c) TWE is in compliance in all material respects with the Franchise; and (d) no event has occurred or exists which would permit the Borough to revoke or terminate the Franchise. Subject to compliance with the terms of

this Resolution, all action necessary to approve the transfer of the Franchise to the Partnership has been duly and validly taken.

Adopted by the Council of the Borough of Southmont, Pennsylvania on this 15th day of July, 1996.

BOROUGH OF SOUTHMONT

Mayor

ATTEST:
