RESOLUTION EXTENDING THE CABLE TELEVISION FRANCHISE TO JUNE 30, 1997 FOR CENCOM PARTNERS, L.P. BY CHATHAM COUNTY, NC-0655

Whereas, Chatham County granted a 10-year non-exclusive cable franchise to Freedom Cable, Inc., on June 4, 1984, pursuant to Cable Television Ordinance dated June 4, 1984;

Whereas, the cable television franchise was transferred from Freedom Cable, Inc., to Insight Communications Company, L.P., subsequent to the adoption of the June 4, 1984, cable television franchise;

Whereas, said cable television franchise was transferred from Insight Communications Company, L.P., to Cencom Partners, L.P., by Resolution dated July 31, 1990;

Whereas, said cable television franchise will soon be transferred from Cencom Partners, L.P., to Charter Communications, II, L.P.;

Whereas, provisions of said cable television franchise expired on July 7, 1995, but were extended by 12 months to January 7, 1996, and extended again by 12 months to January 7, 1997;

Whereas, Cencom Partners, L.P., is the rightful and sole assignee of the above described franchise, serving unincorporated Chatham County, NC-0655; and,

Whereas, it is understood that the resolution to extend the term of the franchise from January 7, 1997, to June, 30, 1997, does not in any way serve to prejudice any franchise renewal rights of Cencom Partners, L.P., nor does it require the refiling of any notice of intent to renew the franchise granted pursuant to Ordinance adopted June 4, 1984.

Now, Therefore, Be It Resolved:

That, Chatham County hereby approves an extension of the terms set by the Cable Television Franchise Ordinance (dated June 4, 1984), and Transfer Resolution (dated July 31, 1990), and all subsequent franchise extension resolutions for Cencom Partners, L.P.;

That, this franchise extension shall expire on June, 30, 1997; and,

That, this action shall be entered into the Minute Book of the Board of Commissioners.

Adopted this the 3rd day of bernary, 1997

Sandra D. Jee Clerk to the Board

Margaret Bryant Pollard

Chair, Board of Commissioners

seal

Attest: