

COUNTY OF CHATHAM

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RESOLUTION TRANSFERRING A CABLETELEVISION FRANCHISE FROM TIME WARNER ENTERTAINMENT TO TIME WARNER ENTERTAINMENT - ADVANCE/NEWHOUSE PARTNERSHIP

WHEREAS, Time Warner Entertainment Company, L.P. ("TWE") is the holder of a franchise (the "Franchise") to provide cable television service for the County of Chatham; and

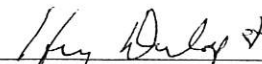
WHEREAS, TWE with Advance Publications and Newhouse Broadcasting Corporation will create a new joint venture cable operation to be called Time Warner Entertainment-Advance/Newhouse Partnership; and

WHEREAS, the joint venture will be managed by TWE and be two-thirds owned by TWE and one-third owned by Advance/Newhouse, a partnership of Newhouse Broadcasting and Advance Publications Inc.; and


WHEREAS, the Time Warner Entertainment - Advance Newhouse Partnership will be bound by the terms and conditions of the Franchise subject to applicable law.

NOW, THEREFORE, BE IT RESOLVED THAT, insofar as may be necessary or advisable under the Franchise, transfer of the Franchise and the cable television system operating pursuant to the Franchise from TWE to Time Warner Entertainment-Advance/Newhouse Partnership (including any necessary transfers through one or more Time Warner entities) is hereby authorized and consented to in all respects.

Adopted this, the 21ST day of November, 1994.


Henry Dunlap, Jr., Chairman
Chatham County Board of Commissioners

ATTEST


Sandra B. Lee, Clerk to the Board
Chatham County