

RESOLUTION NO. RES-39-071805

**A RESOLUTION PROVIDING APPROVAL FOR AN ASSIGNMENT OF THE
FRANCHISE
AND THE CABLE SYSTEM TO TIME WARNER NY CABLE LLC**

WHEREAS, the City of Bunn, North Carolina ("Franchising Authority") has granted a cable television franchise to an entity (the "Franchisee") presently controlled by Adelphia Communications Corporation ("Adelphia"), as debtor-in-possession; and

WHEREAS, Adelphia and Time Warner NY Cable LLC ("TWNY") have entered into an agreement whereby the cable system serving your community operated by Adelphia will be acquired by TWNY (the "Transaction"); and

WHEREAS, upon closing of the Transaction, TWNY expressly agrees to assume the obligations under the Franchise; and

WHEREAS, Adelphia and TWNY have filed an FCC Form 394 providing details regarding the Transaction and establishing the qualifications of TWNY; and

WHEREAS, the Franchising Authority wishes to grant its approval for the Transaction as described above.

NOW, THEREFORE, BE IT RESOLVED BY FRANCHISING AUTHORITY:

- Section 1. The Franchising Authority hereby approves the Transaction.
- Section 2. Upon the closing of the Transaction, TWNY shall assume the obligations under the Franchise.
- Section 3. This Resolution shall become effective immediately upon passage by the Franchising Authority.

PASSED, ADOPTED AND APPROVED this 18 day of July, 2005.

By: Marcia W. Stramling

ATTEST:

David M. J. [Signature]

