

RESOLUTION NO. 13 of 2005

CONSENT TO ASSIGNMENT AND CHANGE OF CONTROL

WHEREAS, a cable television franchise has been granted by the Township of Mount Joy, PA (“Franchise Authority”) to an entity (“Franchisee”) that is an indirect subsidiary of Adelphia Communications Corporation (“Adelphia”); and

WHEREAS, Adelphia is currently in Chapter 11 bankruptcy proceedings; and

WHEREAS, pursuant to an Asset Purchase Agreement dated April 20, 2005 between Adelphia and Time Warner NY Cable LLC (“TWNKY”), the right to purchase the Franchisee cable system will be assigned by TWNKY to a wholly owned subsidiary of TWNKY, Cable Holdco Exchange I LLC which will purchase the cable system and franchise (the “Adelphia Transaction”); and

WHEREAS, pursuant to an Exchange Agreement dated April 20, 2005 between Time Warner Cable Inc. and Comcast Corporation (“Comcast”), 100% of the equity securities in the Comcast subsidiary CAC Exchange I, LLC will be exchanged for 100 percent of the equity securities of Cable Holdco Exchange I LLC whereby that entity will become a 100 percent indirect subsidiary of Comcast (the “Exchange Transaction”); and

WHEREAS, Franchise Authority has concluded its approval is necessary for the above described Adelphia Transaction and Exchange Transaction and has been provided an FCC Form 394 and related information for such Transactions; and

WHEREAS, the Franchise Authority is willing to consent to the Adelphia Transaction and the Exchange Transaction described above.

NOW, THEREFORE, IT IS RESOLVED AS FOLLOWS:

SECTION 1. The foregoing recitals are approved and incorporated herein by reference.

SECTION 2. The Franchise Authority consents to the Adelphia Transaction described herein.

SECTION 3. The Franchise Authority consents to the Exchange Transaction described herein.

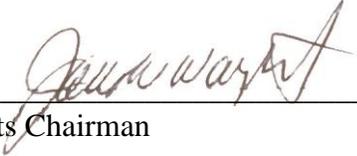
SECTION 4. This Resolution shall be deemed effective upon adoption.

SECTION 5. This Resolution shall have the effect of continuing the existing agreement for cable television and related services currently in existence between Mount Joy Township and Adelphia by the new Franchisee, pursuant to the terms and conditions of that agreement.

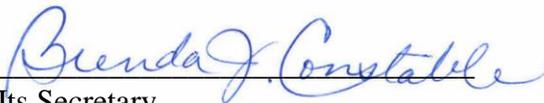
ADOPTED this 15th day of September, 2005

TOWNSHIP OF MOUNT JOY

Attest:



Its Chairman



Its Secretary