WHEREAS, American Television and Communications Corporation ("ATC"), doing business as CableVision of Central Florida (the "Franchisee"), is the holder of a cable television franchise (the "Franchise") for Orange County; and

WHEREAS, ATC is a majority owned subsidiary of Time Warner, Inc. ("Time Warner"), a widely held New York Stock Exchange company which has created a new limited partnership entity comprised of the businesses and assets of its filmed entertainment, programming and cable divisions, which entity shall be known as Time Warner Entertainment Company, L.P. ("TWE"); and

WHEREAS, Time Warner will retain majority ownership as well as operating and management control of TWE and will operate TWE as a controlled subsidiary of Time Warner employing the assets of ATC, including the Franchise, and the assets of Warner Cable, Lorimar Telepictures, HBO, and Warner Bros.; and

WHEREAS, Time Warner has offered minority limited partnership interests in TWE to strategic partners in TWE, including Toshiba Corporation and C. Itoh & Co., Ltd.; and

WHEREAS, ATC will continue to exist as an operating division of TWE, with the existing management structure remaining at both the local and corporate levels and no change is anticipated in the manner in which the business and operations of the Franchisee are conducted; and

WHEREAS, the Franchisee has applied for the County's consent to the proposed transfer of control of the Franchise to TWE pursuant to the Orange County Cable Television Ordinance, codified as Chapter 12, Orange County Code.

BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF
ORANGE COUNTY:

Section 1. In accordance with the provisions of the Orange County Cable Television Ordinance, codified as Chapter 12, Orange County Code, Orange County consents to the
transfer of the Franchise and the cable television system
operating pursuant to the Franchise from the Franchisee to
TWE.

Section 2. This resolution shall become effective on the
date of its adoption.

ADOPTED THIS 5TH day of JANUARY, 1993.

ORANGE COUNTY, FLORIDA

BY: [Signature]
FOR: Linda W. Chapin
County Chairman

DATE: JAN 05 1993

ATTEST: Martha O. Haynie, County Comptroller
As Clerk of the Board of County Commissioners

BY: [Signature]
Asst. Deputy Clerk

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