

~~MAY 23 1995~~

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RESOLUTION NO. 95-M-32

A RESOLUTION BY THE BOARD OF COUNTY COMMISSIONERS OF ORANGE COUNTY, FLORIDA, APPROVING AN ASSIGNMENT OF FRANCHISE FROM THE TIME WARNER ENTERTAINMENT COMPANY, L.P. TO THE JOINT VENTURE OF TIME WARNER ENTERTAINMENT AND THE PARTNERSHIP OF ADVANCE PUBLICATIONS AND NEWHOUSE BROADCASTING CORP.; AND PROVIDING AN EFFECTIVE DATE.

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

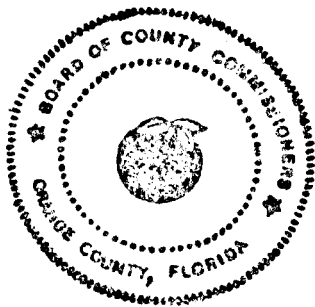
WHEREAS, the joint venture will be managed by TWE and be two-thirds owned by TWE and one-third owned by Advance/Newhouse, a partnership of Advance Publications and Newhouse Broadcasting; and

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 is hereby approved, authorized and consented to in all respects, except this approval does not imply or intimate that the Board will approve any other request for a transfer of control involving Time Warner Entertainment-Advance/Newhouse Partnership.

This Resolution shall become effective when Time Warner Entertainment - Advance/Newhouse Partnership has become a signatory to the license.



ORANGE COUNTY, FLORIDA

BY: *John C. Bennett*
for County Chairman

DATE: MAY 23 1995

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

BY: *[Signature]*
Asst Deputy Clerk