

RESOLUTION OF THE BOROUGH OF INDIAN LAKE
APPROVING THE TRANSFER OF THE CABLE TELEVISION FRANCHISE

WHEREAS, TCI of Pennsylvania, Inc. ("Franchisee") owns, operates and maintains a cable television system (the "System") in the Borough of Indian Lake (the "Franchise Authority"), pursuant to a cable television franchise agreement (the "Franchise"), and Franchisee is the duly authorized holder of the Franchise;

WHEREAS, Franchisee and Adelpia Communications Corporation ("Adelpia") are parties to an Asset Purchase Agreement (the "Agreement"), pursuant to which the System and the Franchise will be transferred (the "Transfer") from Franchisee to Adelpia Central Pennsylvania, LLC (the "Transferee"), an affiliate of Adelpia, at the consummation of the transaction contemplated by the Agreement (the "Closing"); and

WHEREAS, Franchisee and Transferee have requested consent by the Franchise Authority to the Transfer in accordance with the requirements of the Franchise and have filed an FCC Form 394 with the Franchise Authority; and

WHEREAS, the Franchise Authority has investigated the qualifications of Transferee and finds it to be a suitable transferee;

**NOW THEREFORE BE IT RESOLVED BY THE FRANCHISE
AUTHORITY AS FOLLOWS:**

SECTION 1. The Franchise Authority hereby consents to and approves, subject to applicable law, the assignment by Franchisee of its right, title and interest in the Franchise to Transferee, and the assumption by Transferee of the obligations of Franchisee under the Franchise from and after the Closing.

SECTION 2. The Franchise Authority confirms that: (a) the Franchise was properly granted or transferred to the Franchisee; (b) the Franchise supersedes all other agreements between the parties; (c) the Franchise represents the entire understanding of the parties and the Franchisee has no obligations to the Franchise Authority other than those specifically stated in the Franchise; and (d) Franchisee is materially in compliance with the provisions of the Franchise and there exists no fact or circumstance known to the Franchise Authority which constitutes or which, with the passage of time or the giving of notice or both, would constitute a material default or breach under the Franchise or would allow the Franchise Authority to cancel or terminate the rights thereunder, except upon the expiration of the full term of the Franchise.

SECTION 3. Transferee may transfer the System and/or the Franchise, or control related thereto, to any entity controlling, controlled by, or under common control with Adelpia.

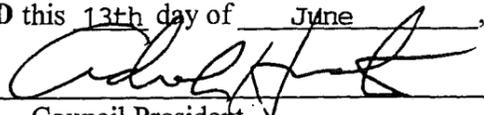
SECTION 4. The Franchise Authority hereby consents to and approves the assignment, mortgage, pledge, or other encumbrance, if any, of the Franchise, the System, or assets relating thereto, as collateral for a loan.

SECTION 5. This Resolution shall be deemed effective for purposes of the Transfer upon the Closing of the Transfer.

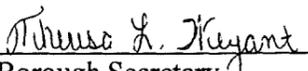
SECTION 6. The Franchise Authority releases Franchisee, effective upon the Closing, from all obligations and liabilities under the Franchise that accrue on and after the Closing; provided that Transferee shall be responsible for any obligations and liabilities under the Franchise that accrue on and after the Closing.

SECTION 7. This Resolution shall have the force of a continuing agreement with Franchisee and Transferee, and Franchise Authority shall not amend or otherwise alter this Resolution without the consent of Franchisee and Transferee.

PASSED, ADOPTED AND APPROVED this 13th day of June, 2001.

By: 
Council President

ATTEST:


Borough Secretary

I, the undersigned, being the duly appointed, qualified and acting Clerk of the Borough of Indian Lake, hereby certify that the foregoing Resolution No. 2001-2 is a true, correct and accurate copy as duly and lawfully passed and adopted by the governing body of the Borough on the 13th day of June, 2001.


Borough Secretary