

RESOLUTION NO. 2005-3**CONSENT TO ASSIGNMENT AND CHANGE OF CONTROL**

WHEREAS, a cable television franchise has been granted by the Borough of Indian Lake, 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 TWNY to a wholly owned subsidiary of TWNY, 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.

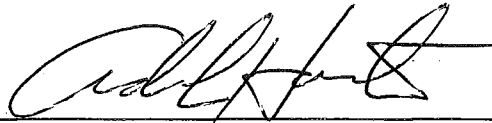
SECTION 2. The Franchise Authority consents to the Adelphia Transaction described herein.

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 force of a continuing agreement with the Franchisee and the Franchise Authority shall not amend or otherwise alter this Resolution without the consent of the Franchisee.

PASSED, ADOPTED AND APPROVED this 10th day of August, 2005

By:  _____

ATTEST:

Clerk *Theresa L. Keyant*