

RESOLUTION NO. 003

**A Resolution Providing For The Change In Control  
Of A Cable Television Franchisee**

WHEREAS, the Town of Harpersfield ("Franchising Authority") has granted a franchise to a subsidiary (the "Franchisee") of Time Warner Inc. ("TWI") to provide cable television service:

WHEREAS, the TWI and America Online, Inc. ("AOL") have entered into an Agreement and Plan of Merger (the "Merger Agreement") dated as of January 10, 2000;

WHEREAS, the Merger Agreement will result in a stock-for-stock merger (the "Transaction") in which TWI and AOL will merge with subsidiaries of a newly formed holding company; and

WHEREAS, as a result of the Transaction both TWI and AOL will become wholly owned subsidiaries of the new company, AOL Time Warner Inc.; and

WHEREAS, the Franchising Authority has concluded the Transaction will result in a change of the Franchisee.

NOW, THEREFORE, BE IT RESOLVED BY FRANCHISING AUTHORITY:

1. To the extent required under the terms of the Franchise, the Franchising Authority authorizes and consents to any change in control of the Franchisee resulting from the Transaction.
2. The Franchisee shall remain responsible for all obligations under the Franchise.
3. The foregoing consent shall be effective upon the closing of the Transaction.

PASSED, ADOPTED AND APPROVED this 6th day of March, 2000.

By: James Eisel Sr. Supervisor  
~~XXXX~~ Harold Bedford Councilman  
Morris Ridell Jr. Councilman  
Norma Voegel Councilwoman  
David Ogborn Councilman

ATTESTATION AND CERTIFICATION:

By: Linda E. Goss  
Title: Town Clerk

