

RESOLUTION

TRANSFER OF CABLE TELEVISION FRANCHISE

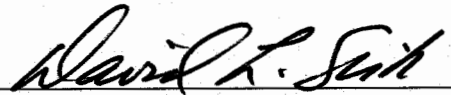
TO COX COMMUNICATIONS, INC.

WHEREAS, Continental Cablevision of Virginia, Inc., ("Continental") is the duly authorized holder of a Franchise (as amended to date, the "Franchise") authorizing the operation and maintenance of a cable television system serving residents of the County; and

WHEREAS, Continental, through its parent company, has entered into an asset exchange agreement with Cox Communications, Inc., the Franchise would be transferred to a wholly owned subsidiary of Cox Communications, Inc., known as CoxCom, Inc., ("Cox"); and

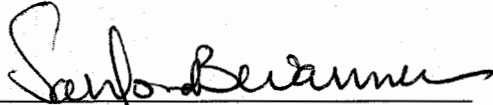
WHEREAS, Cox has assured the County of its commitment to provide high quality cable service at reasonable rates and to continue Continental's commitments to provide the County with a usable fiber optic network.

NOW, THEREFORE, BE IT RESOLVED by the Board of Supervisors of James City County, Virginia, that the County consents to the transfer of the cable television franchise from Continental Cablevision of Virginia, Inc., to CoxCom, Inc.



David L. Sisk
Chairman, Board of Supervisors

ATTEST:



Sanford B. Wanner
Clerk to the Board

<u>SUPERVISOR</u>	<u>VOTE</u>
TAYLOR	AYE
MAGOON	AYE
DEPUE	ABSENT
EDWARDS	AYE
SISK	AYE

Adopted by the Board of Supervisors of James City County, Virginia, this 10th day of December, 1996.

cabletv.res