

RESOLUTION

RESOLUTION OF THE COUNTY OF JAMES CITY APPROVING THE CONTINUED OPERATION OF THE CABLE SYSTEM BY CONTINENTAL

CABLEVISION OF VIRGINIA, INC.

WHEREAS, Continental Cablevision of Virginia, Inc., ("Franchisee") is the duly authorized holder of a franchise (as amended to date, the "Franchise") authorizing the operation and maintenance of a cable television system and authorizing Franchisee to serve the County of James City ("Franchise Authority"); and

WHEREAS, Franchisee is a subsidiary of Continental Cablevision, Inc., ("Parent Company"); and

WHEREAS, the Parent Company and U.S. WEST, Inc., have entered into an Agreement and Plan of Merger dated as of February 27, 1996, whereby by Parent Company will merge with a wholly-owned subsidiary of U.S. WEST ("U.S. WEST"); and

WHEREAS, in connection with the merger contemplated by the Agreement, the Parent Company will merge with U.S. WEST; and

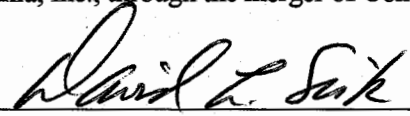
WHEREAS, Franchisee will remain in place and continue to hold the Franchise; and

WHEREAS, to the extent the Franchise requires, Franchisee seeks authorization to continue to operate the cable system; and

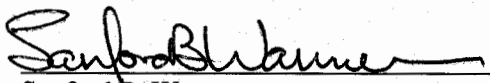
WHEREAS, Parent Company and U.S. WEST have assured the County of their commitment to provide high quality cable service at reasonable rates and to continue their commitment to provide the County with a usable fiber optic network.

NOW, THEREFORE, BE IT RESOLVED by the Board of Supervisors of James City County, Virginia, as follows:

The Franchise Authority hereby consents to the continued operation of the cable system by the Franchisee, Continental Cablevision of Virginia, Inc., through the merger of Continental Cablevision, Inc., and U.S. WEST, 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	ABSENT
DEPUE	AYE
EDWARDS	AYE
SISK	AYE

Adopted by the Board of Supervisors of James City County, Virginia, this 12th day of November, 1996.

ConCable.res