

**TOWNSHIP OF WASHINGTON
FRANKLIN COUNTY, PENNSYLVANIA
RESOLUTION # 273**

**OF THE BOARD OF SUPERVISORS OF THIS
TOWNSHIP CONSENTING TO THE TRANSFER
AND ASSIGNMENT OF A CABLE TELEVISION
FRANCHISE OF RAYSTAY CO. TO SUBURBAN
CABLE TV CO. INC.**

WHEREAS, the Washington Township Supervisors of Franklin County (the "Township") granted to Raystay Co., a Pennsylvania corporation ("Raystay"), a franchise (the "Franchise") to provide T.V. cable service to Washington Township on May 1, 1996; and

WHEREAS, Raystay has negotiated a Stock Purchase Agreement among its shareholders whereby Suburban Cable TV Co. Inc. ("SCTV"), through its wholly owned subsidiary, Lenfest Raystay Holdings, Inc., will control and operate substantially all of the assets of Raystay's cable television systems serving the Township (the "System"), and SCTV will acquire and assume all of Raystay's rights and obligations under the Franchise, and will thereafter operate the System under the name "Suburban Cable"; and

WHEREAS, SCTV and Raystay have filed Form 394 with the Township; and

WHEREAS, Section 16 of the Franchise requires that prior to any transfer of control or assignment of the Franchise, the Township grant its consent thereto; and

WHEREAS, the Township believes SCTV is a suitable transferee of the rights, titles, and interests of Raystay under the Franchise;

NOW, THEREFORE, BE IT RESOLVED by the Board of Supervisors of this Township, as follows:

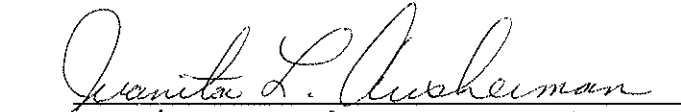
Section 1. The Township authorizes and consents to, in all respects, the assignment and transfer by Raystay of the Franchise, and all its rights, titles, and interests in the Franchise, to SCTV, and consents to the assumption by SCTV of the obligations under the Franchise that relate to periods from and after the date this Resolution becomes effective.

Section 2. This Resolution shall not become effective until SCTV acquires control of Raystay and the System at the date of closing under a certain Stock Purchase Agreement dated January 25, 1999, at which time, SCTV shall acquire all rights, titles, and interests in the Franchise, and shall assume all obligations and liabilities under the Franchise that relate to periods and after such closing date.

DULY RESOLVED this 5th day of April 1999, by the Board of Supervisors of Washington Township, Franklin County, Pennsylvania, in lawful session duly assembled.

TOWNSHIP OF WASHINGTON
FRANKLIN COUNTY, PENNSYLVANIA

Attest:



Juanita L. Ausherman, Secretary



Quinter D. Baumgardner, Chairman