

RESOLUTION NO. 02-15

**A RESOLUTION OF THE CITY OF MARCO ISLAND, FLORIDA
APPROVING THE CHANGE OF CONTROL OF
THE CABLE COMMUNICATIONS FRANCHISE**

WHEREAS, Comcast Cablevision of the South, Inc. ("Franchisee"), a wholly-owned subsidiary of Comcast Corporation, is duly authorized to operate and maintain a cable communications system in the City of Marco Island, Florida ("City") by Franchisee ("the System") pursuant to a franchise (the "Franchise") granted by the City; and

WHEREAS, pursuant to the Separation and Distribution Agreement between AT&T Corp. ("AT&T") and AT&T Broadband Corp. and the Agreement and Plan of Merger between AT&T and Comcast Corporation ("Comcast"), a newly formed entity, AT&T Comcast Corporation ("Transferee"), will assume ultimate parent company ownership and control of the Franchisee (the "Transactions"); and

WHEREAS, Franchisee will continue to hold the Franchise after consummation of the Transactions; and

WHEREAS, FCC Form 394 and supplemental information in response to the City's inquiry with respect to the Transactions has been filed with the City; and

WHEREAS, the Franchisee and Transferee have requested consent by the City to the Transactions; and

WHEREAS, the Franchisee has provided supplemental information in support of the Application, including representations that the terms of the Transactions do not require an increase in cable television subscriber rates in the City or a reduction in the quality of customer service or cable service in the City; and

WHEREAS, after review of FCC Form 394, and evaluation of a report prepared by consultants for the City, the City consents to the Transactions subject to the written Acknowledgment and Acceptance and their filing an executed copy of the Acknowledgment and Acceptance with the City within 30 days of the closing of the Transactions between Comcast and AT&T. The Acknowledgment and Acceptance is part of this Resolution.

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

SECTION 1. The City hereby consents to and approves the Transactions, subject to execution of the attached written Acknowledgment and Acceptance by Transferee and Franchisee and filing the same with the City within thirty (30) days of closing of the Transactions between Comcast and AT&T.

SECTION 2. This Resolution is conditioned on Transferee obtaining all required federal and state approvals, licenses, and permits required with respect to the Transactions.

SECTION 3. The approval granted by this Resolution is limited to the Transactions. Any subsequent change of control or transfer to another entity shall be subject to the transfer provisions in the Franchise and applicable state and federal law.

SECTION 4. This Resolution shall be deemed effective in accordance with applicable law, and upon receipt by City from Franchisee within 30 days after the closing of the Transactions an executed copy of the Acknowledgment and Acceptance, attached and which is made part of this Resolution by reference.

SECTION 5. The City Attorney shall mail a certified copy of this Resolution and the attached draft Acknowledgment and Acceptance to Franchisee and Transferee the next day after passage of this Resolution.

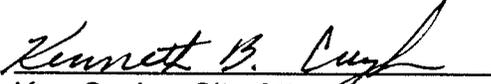
PASSED, ADOPTED, AND APPROVED this 17th day of June, 2002.

By: 
E. Glenn Tucker, Chairman

ATTEST:


A. William Moss
City Manager/City Clerk

APPROVED AS TO FORM:


Ken Cuyler, City Attorney