

RESOLUTION NO. 00-52

**A RESOLUTION APPROVING THE TRANSFER OF THE CABLE
TELEVISION FRANCHISE.**

WHEREAS, MediaOne Enterprises, Inc. ("Franchisee") is duly authorized to operate and maintain a cable communications system in the City of Marco Island, Florida (the "System") by the City of Marco Island ("Franchise Authority") pursuant to a franchise (the "Franchise") granted by the Franchise Authority; and

WHEREAS, AT&T Corp., the ultimate parent of Franchisee ("AT&T"), and Comcast Corporation ("Comcast") are parties to an Asset Exchange Agreement dated as of August 11, 2000 (the "Exchange Agreement"). The Exchange Agreement provides for the transfer of the System and the Franchise to Comcast Cablevision of the South, Inc. ("Transferee") at the closing of the transaction contemplated by the Exchange Agreement (collectively, the "Transfer"); and

WHEREAS, Franchisee and Transferee have requested consent by the Franchise Authority to the Transfer in accordance with the requirements of the Franchise and have filed an FCC Form 394 ("Transfer Application") with the Franchise Authority requesting consent to the Transfer; and

WHEREAS, Comcast Cablevision of the South, Inc. will hold the Franchise after consummation of the Transaction; and

WHEREAS, the parties have requested consent by the Franchise Authority to the Transaction.

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Marco Island, Florida, as follows:

SECTION 1. The Franchise Authority hereby consents to and approves the Transaction to the extent that such consent is required by the terms of the Franchise and applicable law.

SECTION 2. This Resolution shall be deemed effective in accordance with applicable law.

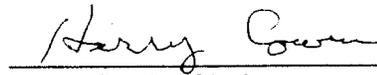
SECTION 3. This Resolution shall take effect immediately upon its adoption.

Passed in open and regular session of the City Council of the City of Marco Island, Florida, this 6th day of November, 2000.

Attest:



A. William Moss
City Manager/City Clerk



Harry Cowin, Chairman