

STATE OF NEW MEXICO
COUNTY OF GRANT

RESOLUTION NO. 02-14

CONSENT TO TRANSFER OF CONTROL AND INTERNAL
REORGANIZATION OF CABLE FRANCHISEE

WHEREAS, Comcast Cablevision Corporation of California (“Franchisee”) is an indirect subsidiary of Comcast Corporation (“Comcast”), and Comcast intends to merge with AT&T Broadband Corp. to create a new company to be known as AT&T Comcast Corporation (the “Merger”). Following the Merger, Franchisee will remain an indirect subsidiary of Comcast and the Franchisee’s ultimate parent will be AT&T Comcast Corporation; and

WHEREAS, Franchisee has requested that the County of Grant (“Franchise Authority”) consent to the Merger and in accordance with the requirements of the Franchise has filed an FCC Form 394 (“Application”) with the Franchise Authority; and

WHEREAS, Franchisee may elect as permitted by law to convert or reorganize its legal form to a limited liability company (“LLC Conversion”); and

WHEREAS, following the Merger and any LLC Conversion, the resulting entity controlled by AT&T Comcast Corporation will continue to operate the System and continue to hold and be responsible for performance of the Franchise; and

WHEREAS, the Franchise Authority is willing to consent to the Merger and LLC Conversion described above.

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

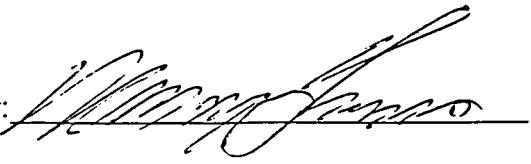
SECTION 1. The Franchise Authority consents (i) to a change in control of the Franchisee arising from the Merger and (ii) to an LLC Conversion by Franchisee.

SECTION 2. This Resolution shall be deemed effective upon adoption.

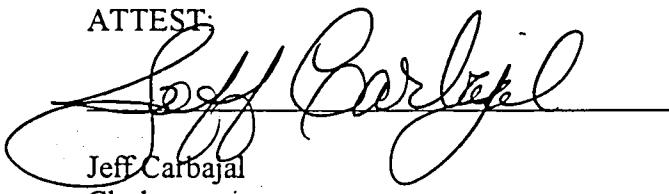
SECTION 3. This Resolution shall have the force of a continuing agreement with the Franchisee and the Franchise Authority shall not amend or otherwise alter this Resolution without the consent of the Franchisee.

PASSED, APPROVED, AND ADOPTED this 24th day of April, 2002.

By:


Henry Torres
Chairman, Grant County Commission

ATTEST:


Jeff Carbalal
Clerk

Approved As To Form:


Sherry Tippeit
County Attorney