

RESOLUTION R-4350*

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF KIRKLAND
CONSENTING TO CHANGE OF CONTROL OF TELE-VUE SYSTEMS, INC. FROM
AT&T CORP. TO AT&T COMCAST CORPORATION.

WHEREAS, Tele-Vue Systems, Inc., is the current cable franchise holder (the "Franchisee") in the City of Kirkland (the "City") pursuant to Ordinance No. 3438 (the "Franchise"); and

WHEREAS, the Franchisee is an indirect subsidiary of AT&T Corp. ("AT&T"); and

WHEREAS, AT&T Broadband Corp. is a newly formed, wholly-owned subsidiary of AT&T that will hold directly and indirectly all of the assets and liabilities of certain other AT&T entities, including the Franchise; and

WHEREAS, AT&T Broadband Corp. intends to merge with Comcast Corporation to create a new company to be known as AT&T Comcast Corporation ("AT&T Comcast"); and

WHEREAS, the companies seek the City's consent to the change of control of the Franchisee resulting from the merger; and

WHEREAS, on or about March 4, 2002, AT&T and Comcast filed an FCC Form 394 requesting City consent to the change of control (the "Application"); and

WHEREAS, the City has reviewed the Application and is willing to consent to the change of control of the Franchisee, as set forth below;

NOW, THEREFORE, be it resolved by the City Council of the City of Kirkland as follows:

Section 1. The City hereby consents to the change of control of the Franchisee from AT&T to AT&T Comcast, in accordance with the terms of the Franchise and applicable law, subject to the following conditions:

- a. That the Franchisee comply with all valid applicable local laws, franchise requirements and agreements with the City, consistent with applicable state and federal law; and
- b. That the City's consent to the change of control shall not be construed to constitute a waiver or release of any right the City has under the Franchise, whether those rights arise before or after the change of control to AT&T Comcast.

Section 2. This Resolution shall have the force of a continuing agreement between the City, the Franchisee and AT&T Comcast and shall not be amended or revoked without the consent of the Franchisee and AT&T Comcast.

Passed by majority vote of the Kirkland City Council in open meeting
this 18th day of June, 2002.

Signed in authentication thereof this 18th day of June, 2002.

MAYOR

Attest:


City Clerk
Reso\AT&Tcomcast