

RESOLUTION NO. 3-02

A RESOLUTION OF THE TOWN OF BERTHOUD, LARIMER AND WELD COUNTIES, COLORADO, CONSENTING TO THE CHANGE OF CONTROL AND INTERNAL RESTRUCTURING OF AT&T CORP.

WHEREAS, the cable franchise holder ("Franchisee") in the Town of Berthoud ("Franchise Authority" is an indirect subsidiary of AT&T Corp. ("AT&T"), and AT&T intends to merge with Comcast Corporation ("Comcast") to create a new company to be known as AT&T Comcast Corporation ("AT&T Comcast") pursuant to the terms of an Agreement and Plan of Merger dated December 19, 2001 by and among AT&T Corp., AT&T Broadband Corp., Comcast Corporation and certain of their respective affiliates, and a Separation and Distribution Agreement dated December 19, 2001 by and between AT&T Corp. and AT&T Broadband Corp. (the "Merger"); and

WHEREAS, prior to the Merger, pursuant to an internal corporate restructuring, the cable franchise or stock of the Franchisee, or indirect ownership of the Franchisee, may be transferred through one or more internal transfers or mergers to another direct or indirect subsidiary of AT&T, or Franchisee may elect as permitted by law to convert or reorganize its legal form to a limited liability company (together with the Merger, the "Transactions"); and

WHEREAS, following the Transactions, the resulting entity will be controlled by AT&T Comcast but will continue to operate the System and continue to hold and be responsible for performance of the cable franchise; and

WHEREAS, Franchisee and AT&T Comcast have requested that Franchise Authority consent to the Transactions in accordance with the requirements of the cable franchise and have filed an FCC Form 394 ("Transfer Application") with the Franchise Authority requesting such consent Transactions; and

WHEREAS, the Franchise Authority is willing to consent to the Transactions.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF TRUSTEES OF THE TOWN OF BERTHOUD, LARIMER AND WELD COUNTIES, COLORADO THAT:

SECTION 1. The Franchise Authority hereby consents to the Transactions in accordance with the terms of the cable franchise and applicable law.

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

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

PASSED, ADOPTED AND APPROVED this 23rd day of April, 2002 by a vote of 5 in favor and 0 opposed.

TOWN OF BERTHOUD

Milan Karspeck
Milan Karspeck, Mayor

ATTEST:

Mary K. Cowdin
Mary K. Cowdin - Town Clerk