

2/4/99

2/8/99

10-R-99

A Resolution

**Approving the Change of Control
of the Cable Communications Franchise**

WHEREAS, Media One Acquisition of Northern Illinois, Inc., ("Media One") is the duly authorized holder of a franchise, as amended to date, with the City of Evanston, Illinois (the "Franchise Authority") pursuant to the Franchise Agreement between the City of Evanston and Continental Cablevision Acquisitions of Northern Illinois, Inc. Dated July 16, 1996; Ordinance 69-0-96 dated June 24, 1996; Resolution 37-R-96 dated June 24, 1996; Acceptance of Franchise dated July 16, 1996; the foregoing authorize MediaOne to serve the City of Evanston, Illinois ("the Franchise") and to operate and maintain a cable television system ("System"); and

WHEREAS, TCI TKR of South Dade, Inc. ("TCI"), MediaOne and certain of their affiliates have entered into an Asset Exchange Agreement dated October 9, 1998 (the "Agreement"), whereby MediaOne has agreed to transfer to TCI or another direct or indirect subsidiary of TCI Communications, Inc. (a "TCI Affiliate") the assets of the System, including all right, title and interest of MediaOne in the Franchise, subject to any required approval of the local franchise authority with respect thereto (the transactions contemplated by the Agreement are referred to as the "Transactions"); and

WHEREAS, the Franchise Authority has investigated the qualifications of the transferees and finds no reason to deny the transfer; and

WHEREAS, pursuant to the Agreement and Plan of Restructuring and Merger among AT&T Corp. ("AT&T"), a newly formed wholly owned subsidiary of AT&T ("Merger Sub"), and TeleCommunications, Inc., the parent of TCI ("TCInc."), dated as of June 23, 1998 (the "Merger Agreement"), Merger Sub will merge with and into TCInc. with TCInc as the surviving corporation in the merger, and as a result of the transactions contemplated by the Merger Agreement, TCInc. will become a wholly owned subsidiary of AT&T (the "AT&T Transactions"); and

WHEREAS, to the extent the Franchise requires, TCI and MediaOne now seek approval of the Transactions and the AT&T Transactions and have filed FCC Form 394s with the Franchise Authority; and

NOW THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF EVANSTON, COOK COUNTY, ILLINOIS:

SECTION 1: The Franchise Authority hereby consents to and approves the Transactions and the AT&T Transactions, to the extent that said Transactions and the AT&T Transactions are in accordance with the terms of the Franchise.

SECTION 2: The consent to the hereinabove transfer(s) does not waive any rights which the Franchise Authority may have against Media One, TCI, AT&T and parent corporation of TCI or TCI Affiliate.

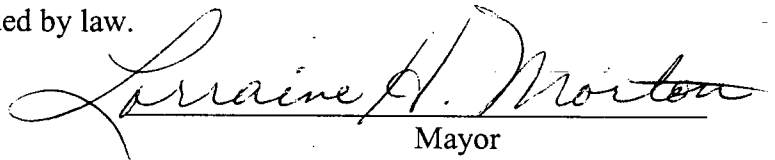
SECTION 3: The consent granted by the Franchise Authority is contingent upon the acceptance by all Transferees, TCI, TCI Affiliate, AT&T, and the parent corporation of TCI or its TCI Affiliate of all of the obligations contained in the Agreement and Merger Agreement the Franchise and in three Letters of Agreement between Continental Cablevision and the City of

Evanston dated June 4, 1996, June 4, 1996 and July 5, 1996 (Letters) and any earlier Agreement and Franchise to which the current Agreement and Franchise is an extension. The Franchise Authority does not, through the consent to the transfer, waive any rights which it may possess pursuant to the Agreement, Merger Agreement, Franchise and Letters.

SECTION 4: Because of the limited scope of review which the Franchise Authority possesses pursuant to federal law, its consent to the transfer is conditioned upon the written assurance received from the all Transferees, TCI, TCI Affiliate, AT&T and parent corporation of TCI, or TCI Affiliate to comply with all lawful provisions of the Agreement, Merger Agreement, Franchise and Letters and applicable Ordinances, including provisions for customer service standards and the National Electrical Safety Codes and National Electrical Code or such similar national codes as the Franchise Authority may have in force from time to time.

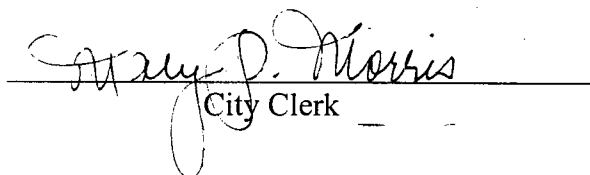
SECTION 5: This Resolution shall be deemed effective upon the closing of the Transactions.

SECTION 6: That this Resolution shall be in full force and effect from and after its passage and approval in the manner provided by law.



Mayor

ATTEST:



City Clerk

Adopted: February 8, 1999

