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Changes for Control of Viacom
Cable to TCI Cable

RESOLUTION NO. 1018

**A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF
REDMOND, WASHINGTON, APPROVING A CHANGE IN
CONTROL OF VIACOM CABLE.**

WHEREAS, Viacom Cable (the "Franchisee") is the duly authorized holder of a franchise authorizing the operation and maintenance of a cable television system within the City of Redmond, and

WHEREAS, Viacom International, Inc., a Delaware corporation (Viacom), a wholly owned subsidiary of Viacom, Inc. (VI), is an indirect parent corporation of the Franchisee, and

WHEREAS, under agreements between various corporations, TCI Communications, Inc., a Delaware corporation (TCIC), will acquire all of the outstanding common stock of Viacom and become the indirect parent corporation of the Franchisee, and

WHEREAS, such a change in control constitutes an assignment of the franchise under Section 5.60.430 of the Redmond Municipal Code, and as such requires the consent of the City Council, and

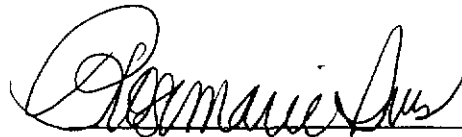
WHEREAS, at the request of the Franchisee and TCIC, the City Council has reviewed the proposed change of control and has determined to approve the same, now, therefore,

THE CITY COUNCIL OF THE CITY OF REDMOND, WASHINGTON,
HEREBY RESOLVES AS FOLLOWS:

Section 1. Approval. The change of control of the Franchisee as described in
the recital paragraphs of this Resolution is hereby approved.

RESOLVED this 5th day of March, 1996.

CITY OF REDMOND



MAYOR ROSEMARIE IVES

ATTEST/AUTHENTICATED:

Bonnie Mattson
BONNIE MATTSON, CITY CLERK

FILED WITH THE CITY CLERK: February 29, 1996
PASSED BY THE CITY COUNCIL: March 5, 1996
RESOLUTION NO. 1018