

RESOLUTION NO. 1091

A RESOLUTION OF THE CITY COUNCIL OF THE
CITY OF REDMOND, WASHINGTON, APPROVING
THE CHANGE OF CONTROL OF VISTA TELEVISION
CABLE, INC.

WHEREAS, Vista Television Cable, Inc. ("Franchisee") is duly authorized to operate and maintain a cable communications system in Redmond, Washington (the "System") by City of Redmond pursuant to a franchise granted by the City; 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 the Franchisee ("TCI"), dated as of June 23, 1998 (the "Merger Agreement"), Merger Sub will merge with and into TCI with TCI as the surviving corporation in the merger, and as a result of the transactions contemplated by the Merger Agreement, TCI will become a wholly owned subsidiary of AT&T (the "Transactions"); and

WHEREAS, the Franchisee will continue to hold the Franchise after consummation of the Transactions; and

WHEREAS, FCC Form 394 with respect to the Transactions has been filed with the City; and

WHEREAS, the parties have requested consent by the City to the Transactions pursuant to the franchise granted by the City; now, therefore,

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

Section 1. The City hereby consents to and approves the Transactions
to the extent that such consent is required by the terms of the franchise with the
Franchisee and applicable law.

RESOLVED this 15th day of December, 1998.

CITY OF REDMOND


ROSEMARIE IVES, MAYOR

ATTEST/AUTHENTICATED:


BONNIE MATTSON, CITY CLERK

FILED WITH THE CITY CLERK:
PASSED BY THE CITY COUNCIL:
RESOLUTION NO. 1091

December 9, 1998
December 15, 1998