

RESOLUTION NO. 98-5

A RESOLUTION OF THE BIRCH RUN TOWNSHIP APPROVING THE CHANGE OF CONTROL OF THE CABLE COMMUNICATIONS FRANCHISE

WHEREAS, Bresnan Communications Company Limited Partnership ("Franchise") is duly authorized to operate and maintain a cable communications system in the Birch Run Township (the "System") by the Birch Run Township ("Franchising Authority") pursuant to a franchise (the "Franchise") granted by the Franchising Authority; 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 Tele-Communications, Inc., a parent of 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, FCC Form 394 with respect to the Transactions has been filed with the Franchising Authority; and

WHEREAS, the parties have requested consent by the Franchising Authority to the Transactions.

NOW, THEREFORE BE IT RESOLVED AS FOLLOWS:

Section 1. The Franchising Authority hereby consents to and approves the Transactions to the extent that such consent is required by the terms of the Franchise and applicable law.

Section 2. This Resolution shall be deemed effective in accordance with applicable law.

PASSED, ADOPTED AND APPROVED THIS 8th **DAY OF**
December, **1998.**

By:


Supervisor Harold Johnson

The undersigned, being the duly appointed, qualified, and acting Clerk of the Township of Birch Run, hereby certifies that the foregoing Resolution No. 98-5 is a true, correct, and accurate copy of Resolution 98-5 duly and lawfully passed and adopted by the Township of Birch Run on the 8th day of December, 1998.


Clerk Sheila DiBerardino