

RESOLUTION NO. _____

**A RESOLUTION OF CARLOS TOWNSHIP APPROVING THE CHANGE OF
CONTROL OF THE CABLE COMMUNICATIONS FRANCHISE**

WHEREAS, Westmarc Communications of Minnesota, Inc. ("Franchisee") is duly authorized to operate and maintain a cable communications system in Carlos, Minnesota (the "System") by Carlos Township ("Franchise Authority") pursuant to a franchise (the "Franchise") granted by the Franchise 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., the 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 Franchise Authority; and

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

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

SECTION 1. The Franchise 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 October, 1998.

By: *Red Steed*

ATTEST:

Lynn Jern
Clerk