

PASSED

IN THE BOARD OF COUNTY COMMISSIONERS, LANE COUNTY OREGON

)	IN THE MATTER OF CONSENTING
)	TO A CHANGE IN CONTROL OF
ORDER No. 02-5-29-1)	TCI CABLEVISION OF OREGON,
)	INC. (DBA AS AT&T BROADBAND)
)	FROM AT&T TO AT&T COMCAST
)	

WHEREAS, Lane County (“Franchise Authority”) has granted TCI Cablevision of Oregon, Inc., also known as AT&T Broadband (“Franchisee”), a non-exclusive franchise for the operation of a cable communications system in unincorporated areas of the Eugene-Springfield Urban Growth Boundary; and

WHEREAS, TCI Cablevision of Oregon, Inc., aka AT&T Broadband, the cable franchise holder in portions of Lane County is an indirect subsidiary of AT&T Corp. (“AT&T”), and AT&T intends to merge its cable systems with Comcast Corporation (“Comcast”) to create a new company to be known as AT&T Comcast Corporation (“AT&T Comcast”) pursuant to the terms of an Agreement and Plan of Merger dated December 19, 2001, by and among AT&T, AT&T Broadband Corp., Comcast and certain of their respective affiliates, and a Separation and Distribution Agreement dated December 19, 2001, by and between AT&T and AT&T Broadband Corp. (the “Merger”) ; and

WHEREAS, Prior to the Merger, pursuant to an internal corporate restructuring, the stock of the Franchisee, or indirect ownership of the Franchisee, may be transferred through one or more internal transfers or mergers to another direct or indirect subsidiary of AT&T, or Franchisee may elect as permitted by law to convert or reorganize its legal form to a limited company (together with the Merger, the “Transactions”); and

WHEREAS, Following the Transactions, the resulting entity will be controlled by AT&T Comcast but will continue to operate the cable system and continue to hold and be responsible for performance of the cable franchise; and

WHEREAS, On March 4, 2002, the companies gave notice to the Franchise Authority of the proposed change in control that would result from the merger of AT&T Broadband and Comcast by filing an FCC Form 394, together with attached exhibits (“Application”), and requested that the Franchise Authority consent to the Transactions in accordance with the requirements of the cable franchise and applicable federal law; and

WHEREAS, As provided in the franchise agreement of the Franchise Authority, on March 11, 2002, the Franchise Authority requested that the Metropolitan Policy Committee initiate an inquiry into the Merger; and

WHEREAS, The franchise provides, inter alia, that AT&T Comcast must show financial responsibility as determined by the Franchise Authority, and that consent of the Franchise Authority will not be unreasonably withheld; and

WHEREAS, AT&T Comcast has stated that Franchisee will, following the merger, continue to comply with the lawful terms and provisions of the existing franchise and agreements; and

WHEREAS, The Franchise Authority has reviewed the Application, examined the legal, financial and technical qualifications of AT&T Comcast, followed all required procedures in order to consider and act upon the Application; and

WHEREAS, The Franchisee and Franchising Authority have, in a separate agreement, noted the existence of certain identified issues, and agreed to exercise good faith efforts to resolve such issues separate and apart from the consent process; and

WHEREAS, The Franchise Authority is willing to consent to the Transactions, as set forth below.

NOW THEREFORE IT IS HEREBY RESOLVED by the Lane County Board of Commissioners as follows:

SECTION 1. The Franchise Authority hereby consents to the Transactions in accordance with the terms of the franchise and applicable law, subject to the following conditions:

- (A) That Franchisee comply with all valid local laws, agreements and franchise requirements consistent with applicable federal and state law; and
- (B) That the Franchise Authority's consent to the Transactions shall not be construed to constitute a waiver or release of any rights the Franchise Authority has under the franchise, whether those rights arise before or after the change in control to AT&T Comcast.

SECTION 2. This Order shall be deemed effective upon adoption.

SECTION 3. This Order shall have the force of a continuing agreement with Franchisee and AT&T Comcast, and Franchise Authority shall not amend or otherwise alter this Order without the consent of Franchisee and AT&T Comcast.

SECTION 4. The County Administrator is hereby authorized to sign, in substantially similar form, the attached letter agreement between the Franchisee and the Franchise Authority.

DATED this 4th day of June, 2002.


Chair, Lane County Board of Commissioners