

RESOLUTION NO. 230

A RESOLUTION OF THE CITY OF PARKER, FLORIDA, CONSENTING  
TO THE TRANSFER OF CONTROL AND INTERNAL REORGANIZATION  
OF A CABLE FRANCHISEE AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, Comcast Cablevision of Panama City, Inc. (Franchisee"), is an indirect subsidiary of Comcast Corporation ("Comcast"), and Comcast intends to merge with AT&T Broadband Corp. to create a new company to be known as AT&T Comcast Corporation ("Merger"), following which Franchisee will remain an indirect subsidiary of Comcast and the Franchisee's ultimate parent will be AT&T Comcast Corporation; and

WHEREAS, Franchisee has requested that the City of Parker as the franchising authority ("Franchise Authority") for a cable television system serving property located within the City of Parker ("System") to consent to the Merger and, in accordance with the requirements of the Franchise, has filed an FCC Form 394 ("Application") with the Franchise Authority; and

WHEREAS, Franchisee may elect as permitted by law to convert or reorganize it's legal form to limited liability company ("LLC Conversion"); and

WHEREAS, following the Merger and any LLC Conversion, the resulting entity controlled by AT&T Comcast Corporation will continue to operate the System and continue to hold and be responsible for performance of the Franchise; and

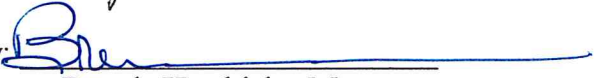
WHEREAS, the City of Parker as the Franchise Authority is willing to consent to the Merger and LLC Conversion described above;


NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

SECTION 1. The City of Parker as the Franchise Authority consents (i) to a change in control of the Franchisee arising from the Merger, and (ii) to an LCC Conversion by Franchisee as it relates to the System.

SECTION 2. This Resolution shall become effective immediately upon adoption.

PASSED, ADOPTED, AND APPROVED this 16<sup>th</sup> day of April, 2002.

By:   
Brenda Hendricks, Mayor

Attest:   
Lois La Seur, City Clerk