

A RESOLUTION OF THE CITY OF ABILENE, TEXAS APPROVING THE CORPORATE REORGANIZATION OF TELE-COMMUNICATIONS, INC., THE PARENT COMPANY OF THE FRANCHISE HOLDER, AND LIBERTY MEDIA CORPORATION

WHEREAS, Television Cable Service, Inc. ("Grantee") is the duly authorized holder of a franchise (as amended to date, the "Franchise") authorizing the operation and maintenance of a cable television system and authorizing Grantee to serve the City of Abilene, Texas (the "Grantor") with cable television services; and

WHEREAS, Grantee has advised the Grantor that TCI and Liberty Media Corporation are entering into a corporate reorganization and after such reorganization will be subsidiaries of a new parent company, TCI/Liberty Holding Company; and

WHEREAS, although Grantee believes the above-described transaction does not constitute a change in, transfer of, or acquisition of control of Grantee and therefore may not be a transaction requiring the consent of the Grantor, Grantee nevertheless has informed the Grantor of such pending transaction and has requested that the Grantor consent thereto in the form hereinafter set forth.

NOW, THEREFORE, be it RESOLVED by the City of Abilene, that:

Section 1. To the extent that the consent of Grantor is required by the terms of the Franchise and applicable law, the Grantor hereby consents to the business reorganization described in the recitals hereto.


Section 2. The consent herein granted does not constitute and shall not be construed to constitute a waiver of any obligations of Grantee under the Franchise.

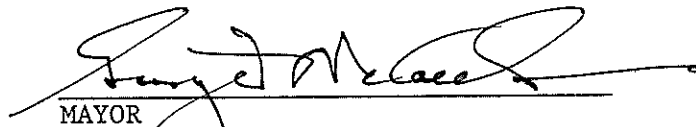
Section 3. The Grantor hereby affirms that the Franchise is validly held in the name of Grantee and is in full force and effect.

Section 4. This Resolution shall take effect and continue and remain in effect from and after the date of its passage, approval and adoption.


APPROVED AND ADOPTED this 10 day of February, 1994

ATTEST:


CITY SECRETARY


MAYOR

APPROVED:


CITY ATTORNEY