

RESOLUTION 99 - 136

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF NASSAU COUNTY, FLORIDA, APPROVING THE MERGER BETWEEN MEDIA ONE OF GREATER FLORIDA, INC., AND AT&T.

WHEREAS, Media One of Greater Florida, Inc., is the duly authorized holder of a franchise (as amended to date, the "Franchisee") authorizing the operation and maintenance of a cable television system authorizing Franchisee to serve Nassau County, Florida, ("Franchise Authority"); and

WHEREAS, Media One of Greater Florida, Inc., and AT&T have entered into an Agreement and Plan of Merger; and

WHEREAS, The Media One of Greater Florida, Inc., subsidiary currently holds the Franchise and will continue to be responsible for all obligations contained in the Franchise Authority; and

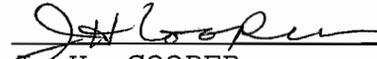
WHEREAS, to the extent the Franchise requires, Media One of Greater Florida, Inc., and AT&T now seek approval of the transfer.

NOW, BE IT RESOLVED this 11th day of October, 1999, by the Board of County Commissioners of Nassau County, Florida, as follows:

1. To the extent that the consent of the Franchise Authority is required by the terms of the Franchise and applicable law, the Franchise Authority hereby consents to the transfer of control of the Franchise, which is currently in full force and effect

with no known outstanding defaults or breaches thereunder.

BOARD OF COUNTY COMMISSIONERS
NASSAU COUNTY, FLORIDA



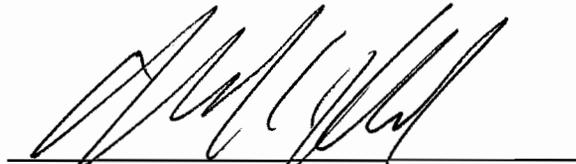
J. H. COOPER
Its: Chairman

ATTEST:



J. M. "CHIP" OXLEY, JR.
Its: Ex-Officio Clerk

Approved as to form by the
Nassau County Attorney



MICHAEL S. MULVIN

I, the undersigned, being duly appointed, qualified and acting Clerk of the County of Nassau, hereby certify that the foregoing Resolution No. 99 - 136 is a true, correct, and accurate copy as duly and lawfully passed and adopted by the governing body of the Board of County Commissioners of Nassau County, Florida, on the 11th day of October, 1999.



Ex-Officio Clerk