





POWER OF ATTORNEY

1. By this Power of Attorney given on the 30th day of October, 2001, each of the undersigned stockholders (each a "Founder") of UnitedGlobalCom, Inc., a Delaware corporation ("UGC"), hereby irrevocably constitutes and appoints Albert M. Carollo as Attorney-in-Fact (the "Attorney") of the undersigned, with full power and authority to act in the name of and for and on behalf of the undersigned with respect to all matters arising in connection with such Founder's rights and obligations as a holder of Class B common stock of UGC, par value \$.01 per share ("Class B Holder"), including but not limited to, the power and authority to take any and all of the following actions:
  - (a) To execute, complete or correct on behalf of each Founder, all documents to be executed by such Founder in connection with such Founder's rights and obligations as a Class B Holder, including without limitation, filling in or amending amounts, dates and other pertinent information in that certain Agreement and Plan of Restructuring and Merger (the "Merger Agreement") to be entered into by and among UGC, New UnitedGlobalCom, Inc., Liberty Media Corporation, Liberty Media International, Inc., Liberty Global, Inc., United/New United Merger Sub, Inc., certain other Class B Holders and each of the Founders and any agreements or other documents related to the obligations of the Founders pursuant to the Agreement;
  - (b) To make, exchange, acknowledge and deliver all such other contracts, powers of attorneys, orders, receipts, notices, requests, instructions, certificates, letters and other writings, and in general, to do all things and to take all actions, that the Attorney may consider necessary or proper to execute and give effect to the transactions contemplated the Merger Agreement as fully as could be undersigned if personally present and acting.
  - (c) It being understood that with respect to documents executed by the Attorney on behalf of the undersigned pursuant to this Power of Attorney they shall be in such form and shall contain such terms and conditions as the Attorney may approved in his discretion.
2. This Power of Attorney shall be deemed coupled with an interest, shall be irrevocable, shall survive the transfer of any Founder's shares in UGC and shall not be effected by the subsequent death, eligibility, incapacity, incompetency, termination, bankruptcy, insolvency or dissolution of such Founder.
3. Each Founder ratifies all that the Attorney has done or shall do pursuant to paragraph 1 of this Power of Attorney.
4. If a Founder is not a natural person, such undersigned Founder hereby represents and warrants to the Attorney that it has all requisite power and authority to execute and deliver this Power of Attorney.

5. The Attorney shall be entitled to act and rely upon any statement, request, notice or instruction respecting this Power of Attorney given to the Attorney by the undersigned.
6. This Power of Attorney shall be governed by, and construed in accordance with, the laws of the State of Colorado, without regard to principles of conflicts of law.
7. This Power of Attorney may be executed in any number of counterparts, and each such counterpart shall be deemed an original instrument, but all such counterparts together shall constitute but one agreement.

IN WITNESS WHEREOF, I hereunto set my hand as of the date first above written.

/s/ Albert M. Carollo

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Albert M. Carollo

Carollo Company,  
a Wyoming general partnership

By: /s/ Albert M. Carollo

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Albert M. Carollo, General Partner

Albert and Carolyn Company,  
a Wyoming Trust

By: /s/ Albert M. Carollo, Jr.

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Albert M. Carollo, Jr., Trustee

James R. Carollo Living Trust,  
a Wyoming Trust

By: /s/ James R. Carollo

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James R. Carollo, Trustee

John B. Carollo Living Trust,  
a Wyoming Trust

By: /s/ John B. Carollo

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John B. Carollo, Trustee