

RESOLUTION NO. 30-1999

**A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF ABILENE, TEXAS,
APPROVING THE TRANSFER OF CONTROL OF THE CABLE TELEVISION
FRANCHISE.**

WHEREAS, TCA Cable Partners II ("Franchisee") owns, operates, and maintains a cable television system ("System") in Abilene, Texas (the "Franchise Authority"), pursuant to a franchise (Ordinance 64-1998) granted by the Franchise Authority under the authority of Ordinance 63-1998 (the "Franchise"), and Franchisee is the duly authorized holder of the Franchise; and

WHEREAS, Franchisee's parent, TCA Cable TV, Inc. ("TCA"), and Cox Communications, Inc., ("Cox") are parties to an Agreement and Plan of Merger ("Merger") dated May 11, 1999, which will result in TCA merging into Cox Classic Cable, Inc., a wholly-owned subsidiary of Cox; and

WHEREAS, TCA and Cox have jointly submitted to the Franchise Authority an application on Federal Communications Commission Form 394, requesting for the transfer of control of the Franchise and have submitted such other information concerning the transfer of control and Cox, in accordance with the requirements of the Franchise; and

WHEREAS, Franchisee will continue to hold the Franchise and operate the System subsequent to the transfer of control of Franchisee to Cox; and

WHEREAS, the Franchise Authority has found Cox to be legally, technically and financially qualified to control the Franchisee so as to own and operate the System in accordance with the Franchise; and

WHEREAS, the Transfer is deemed to be in the best interest of the residents of Abilene, Texas; now, therefore,

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF ABILENE, TEXAS:

PART 1: The Franchise Authority hereby consents to the Transfer of control, all in accordance with the terms of the Franchise.

PART 2: The Franchise Authority confirms (a) the Franchise was properly granted to Franchisee, (b) the Franchise is currently in full force and effect, with a term as delineated in Ordinance 64-1998, (c) the Franchise supersedes all other agreements between Franchisee and Franchise Authority and represents the entire understanding of the parties, and (d) Franchisee is in compliance with the provisions of the Franchise and there exists no fact or circumstance known to the Franchise Authority which constitutes or which, with the passage of time or the giving of notice or both, would constitute a default or breach under the Franchise

or would allow the Franchise Authority to cancel or terminate the rights thereunder except upon the expiration of the term of the Franchise.

PART 3: This Resolution shall be deemed effective for purposes of the Transfer upon the closing date of the Merger.

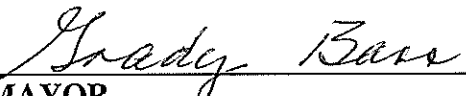
PART 4: This Resolution shall have the force of a continuing agreement with Franchisee and Cox and Franchise Authority shall not amend or otherwise alter this Resolution without the consent of Franchisee and Transferee.

ADOPTED this 12 day of August, A.D. 19 99.

ATTEST:



CITY SECRETARY



MAYOR

APPROVED:



CITY ATTORNEY