

RESOLUTION NO. 42-2003

A RESOLUTION OF THE CITY OF ABILENE, TEXAS, CONSENTING TO THE TRANSFER AND ASSIGNMENT OF AN INTERNAL FACILITIES LINK FOR A LONG DISTANCE TELECOMMUNICATIONS SYSTEM OPERATED BY IXC CARRIER, INC. TO C III COMMUNICATIONS OPERATIONS, LLC.

WHEREAS, Broadwing Communications Services, Inc., f/k/a IXC Carrier, Inc., ("Licensee") owns, operates and maintains an internal facilities link for a long distance telecommunications system (the "System") in the City of Abilene, Texas ("Licensing Authority") pursuant to a public-right-of-way license issued by the Licensing Authority, and Licensee is the duly authorized holder of the License.

WHEREAS, pursuant to a series of transactions among Licensee and affiliated entities of Licensee (the "Transactions"), C III Communications Operations, LLC, d/b/a Broadwing Communications, LLC. ("Broadwing Communications, LLC.") will acquire the assets of Licensee used in the operation of the System, including the License; and

WHEREAS, Licensee has filed an Amended Certificate of Authority with the Office of the Secretary of State and a Name Change Notification with the Public Utilities Commission of Texas, attached as Exhibits A and B, and these are on file with the Licensing Authority;

WHEREAS, pursuant to Ordinance No. 13-1996 the Licensee may assign its rights under this ordinance to a successor entity; now, therefore,

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

Section 1. The Licensing Authority, in accordance with the terms of the Ordinance, hereby consents to and approves the Transactions and the resulting transfer and assignment of the System, including the License and all rights thereunder, from Licensee to Broadwing Communications, LLC.


Section 2. The Licensing Authority confirms that (a) the License was properly granted or transferred to Licensee and is in full force and effect, (b) to the best of our knowledge, Licensee is in compliance with the provisions of the License and there exists no fact or circumstance known to the Licensing Authority which constitutes or which, with the passage of time or the giving of notice or both, would constitute a material default or breach under the License or would allow the Licensing Authority to cancel or terminate the rights thereunder, and (c) Licensee will continue to comply with all City rules, ordinances and regulations concerning the use of said License.

Section 3. This Resolution shall be deemed effective upon the closing date of the Transactions.

Section 4. This Resolution shall have the force of a continuing agreement with Licensee and Broadwing Communications, LLC. and the Licensing Authority shall not revoke, amend or otherwise alter this Resolution without the consent of Licensee and Broadwing Communications, LLC., so long as Broadwing Communications, LLC. is in compliance with the License requirements.

ADOPTED this 13 day of NOVEMBER, 2003.

ATTEST:



City Secretary



Mayor

APPROVED:



City Attorney