

RESOLUTION NO. 43-2003

A RESOLUTION OF THE CITY OF ABILENE, TEXAS, CONSENTING TO THE TRANSFER AND ASSIGNMENT OF THE CABLE FRANCHISE FROM TCA CABLE PARTNERS II TO COX SOUTHWEST HOLDINGS, L.P.

WHEREAS, TCA Cable Partnership II, d/b/a Cox Communications ("Franchisee") owns, operate, and maintains a cable system (the "System") in the City of Abilene, Texas ("Franchising Authority") pursuant to a cable franchise (the "Franchise") issued by the Franchising Authority, and Franchisee is the duly authorized holder of the Franchise;

WHEREAS, pursuant to a series of transactions among Franchisee and affiliated entities of Franchisee (the "Transactions"), Cox Southwest Holdings, L.P., ("Cox") will acquire the assets of Franchisee used in the operation of the System, including the Franchise; and

WHEREAS, Franchisee and Cox have filed an FCC Form 394 with the Franchising Authority; now, therefore,

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

Section 1. The Franchising Authority, in accordance with the terms of the Franchise, hereby consents to and approves the Transactions and the resulting transfer and assignment of the System, including the Franchise and all rights thereunder, from Franchisee to Cox.

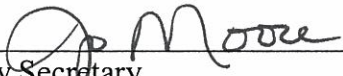
Section 2. The Franchising Authority confirms that (a) the Franchise was properly granted or transferred to Franchisee and is in full force and effect, (b) to the best of our knowledge, Franchisee is in compliance with the provisions of the Franchise and there exists no fact or circumstance known to the Franchising 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 Franchise or would allow the Franchising Authority to cancel or terminate the rights thereunder, and (c) Franchisee will continue to comply with all City rules, ordinances and regulations concerning the use of said Franchise.

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 Franchisee and Cox, and the Franchising Authority shall not revoke, amend or otherwise alter this Resolution without the consent of Franchisee and Cox, so long as Franchisee is in compliance with all Franchise requirements.


ADOPTED this 13 day of NOVEMBER, 2003.

ATTEST:

  
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City Secretary

  
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Mayor

APPROVED:

  
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City Attorney