

RESOLUTION NO. 2006:11

RESOLUTION OF THE CITY OF JONESBORO, AR, APPROVING THE ASSIGNMENT OF THE CABLE TELEVISION FRANCHISE

WHEREAS, TCA Cable Partners ("Franchisee") owns, operates, and maintains a cable television system ("System") serving the **City of Jonesboro, AR** pursuant to a franchise agreement (the "Franchise") issued by the **City of Jonesboro, AR** (the "Franchise Authority"), and Franchisee is the duly authorized holder of the Franchise; and

WHEREAS, Franchisee and other entities controlled by Cox Communications, Inc. have entered into an Asset Purchase Agreement dated October 31, 2005 (the "Agreement") with Cebridge Acquisition Co. LLC in which, among other things, the Franchisee proposes to sell and assign to Cebridge Acquisition Co. LLC certain of the assets, including the Franchise, used by Franchisee in the operation of the System (the "Transaction"); and

WHEREAS, Cebridge Acquisition Co. LLC will assign, among other things, its right to acquire the Franchise and System under the Agreement to Cebridge Acquisition, L.P. d/b/a Cebridge Connections ("Cebridge") prior to the closing of the Transaction; and

WHEREAS, Franchisee and Cebridge have requested the consent of the Franchise Authority for the assignment of the Franchise in accordance with the requirements of the Franchise and applicable law and have filed with the Franchise Authority a franchise assignment application on FCC Form 394 that includes relevant information concerning the Transaction and the legal, technical and financial qualifications of Cebridge (collectively, the "Application"); and

WHEREAS, the Franchise Authority has reviewed the Application, examined the legal, financial and technical qualifications of Cebridge, followed all required procedures to consider and act upon the Application, and considered the comments of all interested parties; and

WHEREAS, the Franchise Authority believes it is in the interest of the community to approve the Application and the assignment of the Franchise and the System to Cebridge, as described in the Application.

NOW THEREFORE BE IT RESOLVED BY THE FRANCHISE AUTHORITY AS FOLLOWS:

SECTION 1. The Franchise Authority hereby approves the Application and consents to the assignment of the Franchise and System to Cebridge, all in accordance with the terms of the Franchise and applicable law.

SECTION 2. The Franchise Authority confirms that (a) the Franchise was properly granted or assigned to Franchisee and is in full force and effect, (b) the Franchisee is in material compliance with the provisions of the Franchise, and (c) 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 material default or breach under the Franchise or would allow the Franchise Authority to cancel or terminate the rights of Franchisee thereunder.

SECTION 3. The Franchise Authority hereby consents to and approves (a) the pledge or grant of a security interest to any lender(s) in Cebridge's assets, including, but not limited to, the Franchise, or of interests in Cebridge, for purposes of securing any indebtedness; and (b) the assignment or transfer of Cebridge's assets, including the Franchise, provided that such assignment or transfer is to an entity directly or indirectly controlling, controlled by or under common control with Cebridge.

SECTION 4. The Franchise Authority's approval of the Application and its consent to the assignment of the Franchise to Cebridge shall be effective immediately, and Cebridge shall notify the Franchise Authority upon the closing of the Transaction (the "Closing Date").

SECTION 5. The Franchise Authority releases Franchisee, effective upon the Closing Date, from all obligations and liabilities under the Franchise that accrue on and after the Closing Date; and Cebridge shall be responsible for any obligations and liabilities under the Franchise that accrue on and after the Closing Date.

SECTION 6. This Resolution shall have the force of a continuing agreement with Franchisee and Cebridge, and the Franchising Authority shall not revoke, amend or otherwise alter this Resolution without the consent of the Franchisee and Cebridge.

PASSED, ADOPTED AND APPROVED this 7th day of February, 2006.

I, the undersigned, being the duly appointed, qualified and acting Clerk of the **City of Jonesboro, AR** hereby certify that the foregoing Resolution No. 2006:11 is a true, correct and accurate copy as duly and lawfully passed and adopted by the governing body of the **City of Jonesboro, AR** on the 7th day of February, 2006.