

RESOLUTION NO. 7547

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3 A RESOLUTION introduced by Mayor James A. McClinton consenting to the purchase of
4 the outstanding publicly held Class A common stock of Cox
5 Communications Kansas, L.L.C. by subsidiaries of Cox Enterprises,
6 Inc.
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8 WHEREAS, Cox Communications Kansas, L.L.C. ("Franchisee") owns, operates,
9 and maintains a cable system ("System") serving the City of Topeka, Kansas ("Franchising
10 Authority") pursuant to a cable franchise (the "Franchise") issued by the Franchising
11 Authority, and Franchisee is the duly authorized holder of the Franchise;

12 WHEREAS, Franchisee is a wholly-owned subsidiary of Cox Communications, Inc.
13 ("CCI");

14 WHEREAS, approximately sixty-two point zero five percent (62.05%) of the Class A
15 common stock of CCI and seventy-two point seven four percent (72.74%) of the voting
16 power in CCI is currently owned by Cox Enterprises, Inc. ("CEI") and its subsidiaries;

17 WHEREAS, pursuant to a joint tender offer and proforma merger (the "Transaction")
18 described in the Agreement and Plan of Merger by and among CEI, CCI, Cox Holdings,
19 Inc. ("CHI"), and CEI-M Corporation ("CEIM") dated as of October 19, 2004 (the
20 "Agreement"), CEI will acquire through its subsidiaries all of the remaining common stock
21 of CCI that is not currently owned by CEI and its subsidiaries;

22 WHEREAS, CEI currently has a controlling interest in CCI and Franchisee;

23 WHEREAS, after the Transaction is consummated, CEI will continue to have a
24 controlling interest in CCI and Franchisee;

25 WHEREAS, there will be no change in the control, management or operation of the
26 System as a result of the Transaction;

27 WHEREAS, it is anticipated that the Transaction will be completed by approximately
28 December 6, 2004;

29 WHEREAS, the Franchise will continue to be held by Franchisee after the
30 Transaction is consummated; and

31 WHEREAS, Franchisee has filed in FCC Form 394 with the Franchising Authority
32 with respect to the Transaction.

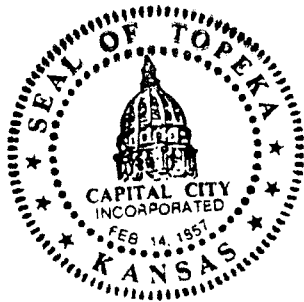
33 NOW, THEREFORE, BE IT RESOLVED by the Council of the City of Topeka,
34 Kansas, that:

35 Section 1. The Franchising Authority, in accordance with the terms of the
36 Franchise, hereby consents to and approves the Transaction.

37 Section 2. This Resolution shall be deemed effective upon the closing date of the
38 Transaction.

39 Section 3. This Resolution shall have the force of a continuing agreement with
40 Franchisee, and the Franchising Authority shall not revoke, amend or otherwise alter this
41 Resolution without the consent of Franchisee.

42 PASSED and APPROVED by City Council NOV 16 2004.



CITY OF TOPEKA, KANSAS

James A. McClinton
James A. McClinton, Mayor

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49 ATTEST:

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51 *Iris E. Walker*
52 Iris E. Walker, City Clerk
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|---|
| APPROVED AS TO FORM AND LEGALITY |
| DATE <u>11/5/04</u> BY <u>[Signature]</u> |

55 I, the undersigned, being the duly appointed, qualified and acting Clerk of the City of
56 Topeka, Kansas, hereby certify that the foregoing Resolution No. _____ is a true,
57 correct and accurate copy as duly and lawfully passed and adopted by the governing body
58 of the City of Topeka, Kansas on the _____ day of _____, 2004.
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Iris E. Walker, City Clerk