

RESOLUTION NO. 7599

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4 A RESOLUTION introduced by Mayor James A. McClinton relating to transfer of the
5 KMC franchise to CenturyTel Acquisition, LLC.
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7 WHEREAS, KMC Telecom II, Inc. ("KMC") and the City of Topeka, Kansas (the
8 "City") entered into a Nonexclusive Franchise Agreement ("Agreement") which took effect
9 January 4, 1997, pursuant to Ordinance No. 17062 and expires on January 3, 2007. As a
10 result of a pending Asset Purchase Agreement initiated by CenturyTel Acquisitions LLC
11 ("CenturyTel") d/b/a KMC Telecom III to purchase the network assets of KMC in Topeka,
12 KMC has notified the City of its intent to transfer and assign the rights and obligations of
13 KMC to CenturyTel and has requested the consent of the City to transfer those rights and
14 obligations pursuant to the Agreement; and

15 WHEREAS, CenturyTel and KMC have jointly filed notice at the Kansas Public
16 Service Commission pursuant to Commission's Order in Case Nos. 359 and 370 (August
17 2000) of the transfer of assets and customers from KMC Telecom III LLC (f/k/a KMC
18 Telecom, LLC; KMS Telecom III, Inc.), a wholly owned subsidiary of KMC Telecom
19 Holdings, Inc. to KMC Telecom III LLC, a wholly owned subsidiary of CenturyTel
20 Acquisition, LLC; and

21 WHEREAS, CenturyTel has represented that it is qualified to provide the same
22 services that KMC has been providing in Topeka; and

23 WHEREAS, CenturyTel has agreed to adhere to all applicable provisions of the
24 Agreement;

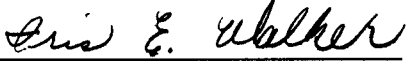
25 WHEREAS, CenturyTel has represented that its acquisition of and continued
26 operation of KMC's network assets in the City of Topeka will result in positive benefits for
27 the Topeka community in that it will promote local exchange competition.

28 NOW, THEREFORE, BE IT RESOLVED by the Council of the City of Topeka,
29 Kansas, that it consents to the transfer and assignment of the rights and obligations of
30 KMC pursuant to the terms of the Nonexclusive Franchise Agreement to CenturyTel.

31 BE IT FURTHER RESOLVED that this Consent shall become effective as of the date
32 of the closing of the Asset Purchase of KMC Telecom III LLC's assets in Topeka by
33 CenturyTel which is anticipated to be on or near June 30, 2005. In the event that the Asset
34 Purchase is not closed before or within ninety (90) days after June 30, 2005, this Consent
35 shall be null and void.

36 PASSED and APPROVED by City Council MAR 22 2005.

37 CITY OF TOPEKA, KANSAS
38
39 
40 James A. McClinton, Mayor

41 ATTEST:
42 
43 Iris E. Walker, City Clerk

APPROVED AS TO FORM AND LEGALITY
DATE 3/15/05 BY BBC

