

**RESOLUTION
2003-R-24**

**A RESOLUTION OF THE VERMILION PARISH POLICE JURY, LOUISIANA,
CONSENTING TO THE TRANSFER AND ASSIGNMENT OF THE CABLE
FRANCHISE FROM TELECABLE ASSOCIATES, L.L.C. TO COX
COMMUNICATIONS LOUISIANA, L.L.C.**

WHEREAS, Telecable Associates, L.L.C., d/b/a Cox Communications (“Franchisee”) owns, operates, and maintains a cable system (the “System”) in Vermilion Parish, Louisiana (“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 Communications Louisiana, L.L.C. (“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 VERMILION PARISH
POLICE JURY, LOUISIANA, 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 to the best of its knowledge, (a) the Franchise was properly granted or transferred to Franchisee and is in full force and effect, and (b) Franchisee is materially 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.

Section 3. The Franchising Authority hereby consents to any subsequent transfer of the Franchise or control related thereto to any entity controlling, controlled by, or under common control with Cox.

Section 4. The Franchising Authority hereby consents to and approves the assignment, mortgage, pledge, or other encumbrance, if any, of the Franchise and the System as collateral for a loan.

Section 5. This Resolution shall be deemed effective upon the closing date of the Transactions.

Section 6. 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.

PASSED, ADOPTED AND APPROVED this 15th day of September, 2003.

I, Michael J. Bertrand, Secretary-Treasurer, do hereby certify that the above is a true and exact copy of resolution adopted by the Vermilion Parish Police Jury on the 15th day of September of 2003 at which time a quorum was present and voting.

MICHAEL J. BERTRAND
SECRETARY-TREASURER
VERMILION PARISH POLICE JURY