

ORDINANCE NO. 325

AN ORDINANCE OF THE BOARD OF DIRECTORS OF THE CITY OF BARLING, ARKANSAS, CONSENTING TO THE TRANSFER AND ASSIGNMENT OF THE CABLE FRANCHISE FROM TCA CABLE PARTNERS TO COXCOM, INC.

WHEREAS, TCA Cable Partners ("Franchisee") owns, operates, and maintains a cable system (the "System") in the City of Barling, Arkansas ("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"), CoxCom, Inc. ("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 ORDAINED AND ENACTED BY THE BOARD OF DIRECTORS OF THE CITY OF BARLING, ARKANSAS, THAT:

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, 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.

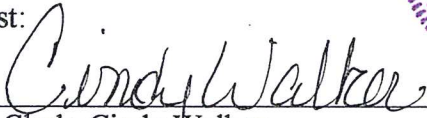
Section 5. This Ordinance shall be deemed effective upon the closing date of the Transaction(s).

Section 6. This Ordinance 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 AND APPROVED by the Board of Directors of the City of Barling, Arkansas this 8th day of November 2005.

Mayor Jerry Barling

Attest:


City Clerk, Cindy Walker

Clerk