

RESOLUTION

COXCOM, INC., TRANSFER OF CABLE TELEVISION FRANCHISE TO

COX COMMUNICATIONS HAMPTON ROADS, L.L.C.

WHEREAS, CoxCom, Inc., is the duly authorized holder of a cable television franchise (as amended to date, the "Franchise") authorizing the operation and maintenance of a cable television system serving the residents of the County; and

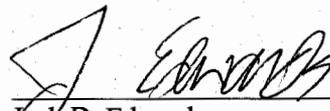
WHEREAS, CoxCom, Inc., is the sole member of Cox Communications Hampton Roads, L.L.C.; and

WHEREAS, in order to improve its operational efficiency, simplify its organizational structure and better serve its customers, CoxCom, Inc., desires to transfer the Franchise to Cox Communications Hampton Roads, L.L.C.; and

WHEREAS, Cox Communications of Hampton Roads, L.L.C., will hold cable television franchises for several localities in the Hampton Roads area; and

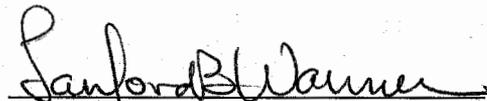
WHEREAS, the transfer and assignment of the Franchise to Cox Communications of Hampton Roads, L.L.C., is in the best interest of the citizens of James City County, Virginia.

NOW, THEREFORE, BE IT RESOLVED by the Board of Supervisors of James City County, Virginia, that the County, as a franchising authority, hereby consents to the transfer and assignment of the Franchise, all in accordance with the terms of the Franchise, to Cox Communications Hampton Roads, L.L.C. This consent shall be deemed effective upon the date of such transfer and assignment.



Jack D. Edwards
Chairman, Board of Supervisors

ATTEST:



Sanford B. Wanner
Clerk to the Board

<u>SUPERVISOR</u>	<u>VOTE</u>
NERVITT	AYE
SISK	AYE
MCGLENNON	AYE
BRADSHAW	AYE
EDWARDS	AYE

Adopted by the Board of Supervisors of James City County, Virginia, this 26th day of January, 1999.