

**CONSENT TO ASSIGNMENT OF CABLE
TELEVISION RENEWAL LICENSE AGREEMENT**

Agreement No. C-2190A

The City of Glendale, an Arizona municipal corporation ("City"), hereby consents to assignment of the Cable Television Renewal License Agreement executed to be effective on January 7, 1999, between CoxCom, Inc., a Delaware corporation and the City of Glendale, Arizona ("the License") to Cox Communications Arizona, LLC, a Delaware limited liability company ("Arizona LLC").

RECITALS

- A. On January 7, 1999, City issued the License to CoxCom, Inc.
- B. In June 2011, CoxCom, Inc. converted to CoxCom, LLC, a Delaware limited liability company.
- C. As a result of such conversion, CoxCom, LLC currently holds the License granted by the City to construct and operate a cable television system in the City.
- D. In August 2011, CoxCom, LLC formed Cox Communications Arizona, LLC as a wholly-owned subsidiary of CoxCom, LLC.
- E. CoxCom, LLC and Arizona LLC have entered into an Assignment and Assumption of Licenses and a Bill of Sale and Assignment of Assets (the "Agreements"). Under the Agreement, Arizona LLC is scheduled to acquire all CoxCom, LLC's assets in the state of Arizona, including the License (the "Transaction") on January 1, 2012.
- F. CoxCom, LLC and Arizona LLC have submitted to the City FCC Form 394 and all other information regarding the Transaction required by Glendale City Code sec. 10-26 and other applicable law (collectively, the "Application").
- G. Arizona LLC has agreed that it will be subject to, and has committed to comply with, all the terms and conditions of the License and applicable laws.
- H. The City has reviewed the Application, the license, and applicable federal, state and local law. Based on Arizona LLC's representation in the Application, City determines the Application meets all the requirements set forth in Glendale City Code sec. 10-26(d) and all other applicable laws.
- I. The City finds that it is in the best interests of the City and its residents to approve the Application.

AGREEMENT

- 1. The City hereby approves the Application and consents to the transfer of the License from CoxCom, LLC to Arizona LLC.
- 2. The City hereby affirms that the License is valid and remains in full force and effect in the annexed area within the City being served by CoxCom, LLC.

3. Arizona LLC has read, accepts and agrees to be bound by the License.

4. Effective on the closing date of the Transaction, Arizona LLC will become the Licensee under the License and assumes all obligations, liabilities and responsibility under the License whether occurring either before or after the closing date of the Transaction, including any acts and omissions of CoxCom, Inc. or CoxCom, LLC related to the License known and unknown occurring before the closing date of the Transaction. Transfer of control of the License to Arizona LLC shall not permit Arizona LLC to take any position or exercise any right which CoxCom LLC could not have exercised.

5. Effective on the closing date of the Transaction, the City will no longer send any notice to CoxCom, Inc. or CoxCom, LLC. All notices to Arizona LLC for purposes of the License shall be sent to:

Ivan D. Johnson, Vice President Public Affairs
Cox Communications Arizona, LLC
1550 West Deer Valley Road
Phoenix, Arizona 85027
(623) 328-3250

With a copy to:

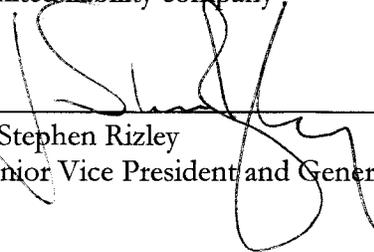
Vice President
Cox Communications Arizona, LLC
1400 Lake Hearn Drive
Atlanta, Georgia 30319
(404) 843-5000

All notices to the City will be delivered to the designated representatives of the City as set forth in Section 30 of the License.

[SIGNATURES TO FOLLOW]

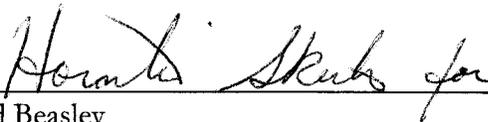
IN WITNESS WHEREOF, in consideration of their respective covenants hereunder the parties have executed this Consent to Assignment on ~~INSERT DATE~~ December 13, 2011.

Cox Communications Arizona, LLC, a Delaware limited liability company,



J. Stephen Rizley
Senior Vice President and General Manager

CITY OF GLENDALE, an Arizona municipal corporation



Ed Beasley
City Manager

ATTEST:



Pamela Hanna, City Clerk (SEAL)

APPROVED AS TO FORM:



Craig Tindall, City Attorney