A RESOLUTION introduced by Mayor James A. McClinton relating to transfer of the KMC franchise to CenturyTel Acquisition, LLC.

WHEREAS, KMC Telecom II, Inc. ("KMC") and the City of Topeka, Kansas (the "City") entered into a Nonexclusive Franchise Agreement ("Agreement") which took effect January 4, 1997, pursuant to Ordinance No. 17062 and expires on January 3, 2007. As a result of a pending Asset Purchase Agreement initiated by CenturyTel Acquisitions LLC ("CenturyTel") d/b/a KMC Telecom III to purchase the network assets of KMC in Topeka, KMC has notified the City of its intent to transfer and assign the rights and obligations of KMC to CenturyTel and has requested the consent of the City to transfer those rights and obligations pursuant to the Agreement; and

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

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

WHEREAS, CenturyTel has agreed to adhere to all applicable provisions of the Agreement;
WHEREAS, CenturyTel has represented that its acquisition of and continued
operation of KMC's network assets in the City of Topeka will result in positive benefits for
the Topeka community in that it will promote local exchange competition.

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

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

PASSED and APPROVED by City Council ________ MAR 2 2 2005 ________.

ATTEST:

James A. McClinton, Mayor

Iris E. Walker, City Clerk

CITY OF TOPEKA, KANSAS

APPROVED AS TO FORM AND LEGALITY
DATE 3 1 5 0 5 BY BBE

SEAL OF TOPEKA
KANSAS