

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN AND FOR NEW CASTLE COUNTY

IN RE: COX COMMUNICATIONS, INC.) CONSOLIDATED
SHAREHOLDERS LITIGATION) CIVIL ACTION NO. 613-N

ANSWER OF COX COMMUNICATIONS, INC. AND
JAMES O. ROBBINS TO AMENDED COMPLAINT

Defendants Cox Communications, Inc. ("CCI") and James O. Robbins ("Mr. Robbins") (collectively, "Defendants"), by and through their undersigned attorneys, as and for their Answer to the Amended Complaint (the "Amended Complaint"), state as follows¹:

1. Defendants deny the allegations in the first, second, third, fourth and fifth sentences of paragraph 1 of the Amended Complaint, except admit that Cox Enterprises, Inc. ("CEI") made a proposal to pursue the acquisition of CCI through a negotiated merger agreement, and that CCI announced that a special committee of independent directors has been formed to consider the CEI proposal.

2. Defendants deny the allegations in the first and second sentences of paragraph 2 of the Amended Complaint.

3. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 3 of the Amended Complaint.

¹ To the extent a response is required to the allegations contained in the introductory paragraph of the Amended Complaint, Defendants respond as follows. The first and second sentences of the introductory paragraph of the Amended Complaint state legal conclusions and/or Plaintiffs' characterizations of this action as to which no responsive pleading is required. Defendants deny the allegations in the third sentence of the introductory paragraph, except admit that Cox Enterprises, Inc. made a proposal to purchase the outstanding public shares of CCI for \$32.00 per share. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in the fourth sentence of the introductory paragraph.

4. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 4 of the Amended Complaint.

5. Defendants admit the allegations in the first, second, third and sixth sentences of paragraph 5 of the Amended Complaint. Defendants deny the allegations in the fourth and fifth sentences of paragraph 5 of the Amended Complaint.

6. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in the first, second, third, and fourth sentences of paragraph 6 of the Amended Complaint.

7. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in the first, second, third, fourth, fifth and sixth sentences of paragraph 7 of the Amended Complaint, except admit that Mr. Kennedy is Chairman of the Board of CCI, Chairman of CCI's Executive Committee and a member of CCI's Community Relations Committee.

8. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in the first and second sentences of paragraph 8 of the Amended Complaint.

9. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in the first, second, third and fourth sentences of paragraph 9 of the Amended Complaint, except admit that Mr. Berry is a director of CCI and a member of CCI's Executive Committee.

10. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in the first, second and third sentences of paragraph 10 of the Amended Complaint, except admit that Mr. O'Leary is a director of CCI.

11. Defendants deny the allegations in the first, second, third and fourth sentences of paragraph 11 of the Amended Complaint, except admit that Mr. Robbins is the President, Chief Executive Officer and a director of CCI serving on CCI's Executive and Community Relations Committees.

12. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in the first sentence of paragraph 12 of the Amended Complaint, except admit that Mr. Schrock is a director of CCI, Chair of CCI's Compensation Committee and a member of CCI's Audit Committee.

13. (Andrew J. Young) - - Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in the first, second, third, fourth, fifth, sixth, seventh and eighth sentences of paragraph 13 (Andrew J. Young) of the Amended Complaint, except admit that Mr. Young is a director of CCI, Chair of CCI's Community Relations Committee and a member of the Compensation and Audit Committees.

13.² (Janet M. Clarke) - Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in the first, second and third sentences of paragraph 13 (Janet M. Clarke) of the Amended Complaint, except admit Ms. Clarke is a director of CCI, Chair of CCI's Audit Committee and a member of the Executive and Compensation Committees.

14. Defendants deny the allegations in the first, second, third and fourth sentences of paragraph 14 of the Amended Complaint, except admit that Mr. Kennedy is chairman of the CCI board, CCI was formed as a public company in 1977 as a result of the

² Defendants note that the Amended Complaint contains two paragraphs designated as "13."

merger of Cox Cable and Cox Broadcasting, CCI became a privately-held company in 1985 and remained a privately-held company until it went public again in 1995. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in the fifth sentence of paragraph 14 of the Amended Complaint.

15. Defendants deny the allegations in the first, second, third and fourth sentences of paragraph 15 of the Amended Complaint, except admit that CCI has experienced an increase in its customer base in the last nine years.

16. Defendants deny the allegations in the first sentence of paragraph 16 of the Amended Complaint. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in the second, third, fourth, fifth, sixth and seventh sentences of paragraph 16 of the Amended Complaint, except admit that Mr. Kennedy is chairman of the CCI board, and that plaintiffs purport to quote an April 14, 2002 *New York Times* article and, for a further response, respectfully refer the Court to the referenced article for its true and complete contents.

17. Defendants deny the allegations in paragraph 17 of the Amended Complaint, except admit that CCI is a "controlled company" under the Corporate Governance Listing Standards of the NYSE.

18. Defendants deny the allegations in the first, second, third, fourth and fifth sentences of paragraph 18 of the Amended Complaint, except admit that CEI made a proposal to purchase the outstanding public shares of CCI for \$32.00 per share and, for a further response, respectfully refer the Court to Mr. Kennedy's August 1, 2004 letter for its true and complete contents.

19. Defendants deny the allegations in the first sentence of paragraph 19 of the Amended Complaint and, for further response, respectfully refer the Court to Mr. Kennedy's August 1, 2004 letter for its true and complete contents. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in the second sentence of paragraph 19 of the Amended Complaint, except admit that plaintiffs purport to cite CEI's press release and, for a further response, respectfully refer the Court to the press release for its true and complete contents.

20. Defendants deny the allegations in the first, second, fourth, fifth and sixth sentences of paragraph 20 of the Amended Complaint. Defendants are without knowledge or information sufficient to form a belief as to the truth of the allegations in the third sentence of paragraph 20 of the Amended Complaint.

21. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 21, except admit that plaintiffs purport to quote a portion of an August 2, 2004 Credit Suisse First Boston report, and respectfully refer the Court to that document for its true and complete contents.

22. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in the first, second and third sentences of paragraph 22 of the Amended Complaint, except admit that plaintiffs purport to quote a portion of an August 2, 2004 report by Matthew J. Harrigan for Janco Partners, Inc., and respectfully refer the Court to that document for its true and complete contents.

23. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in the first and second sentences of paragraph 23 of the Amended Complaint, except admit that plaintiffs purport to quote a portion of an August 2, 2004 report by

Friedman Billings Ramsey, and respectfully refer the Court to that document for its true and complete contents.

24. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in the first and second sentences of paragraph 24 of the Amended Complaint, except admit that plaintiffs purport to quote a portion of an August 2, 2004 report by A.G. Edwards & Sons, Inc., and respectfully refer the Court to that document for its true and complete contents.

25. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in the first, second and third sentences of paragraph 25 of the Amended Complaint, except admit that plaintiffs purport to quote a portion of an August 2, 2004 report by Sturdivant & Co., and respectfully refer the Court to that document for its true and complete contents.

26. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations the first and second sentences of paragraph 26 of the Amended Complaint, except admit that plaintiffs purport to quote a portion of an August 2, 2004 Bear Stearns report, and respectfully refer the Court to that document for its true and complete contents.

27. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in the first, second and third sentences of paragraph 27 of the Amended Complaint.

28. Defendants deny the allegations in the first, second, third, fourth, fifth, sixth, seventh and eighth sentences of paragraph 28 of the Amended Complaint.

29. Defendants deny the allegations in the first, second, third, fourth, fifth and sixth sentences of paragraph 29 of the Amended Complaint and, for further response, respectfully refer the Court to the published reports of CCI's share prices and trading volume for their true and complete contents.

30. Defendants deny the allegations in the first, second, third, fourth and fifth sentences of paragraph 30 of the Amended Complaint, except admit that plaintiffs purport to quote a portion of CCI's July 29, 2004 press release, and respectfully refer the Court to that document for its true and complete contents.

31. Defendants deny the allegations in the first, second and third sentences of paragraph 31 of the Amended Complaint.

32. Defendants deny the allegations in the first, second and third sentences of paragraph 32 of the Amended Complaint and, for a further response, respectfully refer the Court to the published reports of CCI's share prices and trading volume for their true and complete contents.

33. Defendants deny the allegations in the first, second and third sentences of paragraph 33 of the Amended Complaint and, for a further response, respectfully refer the Court to CEI's Commitment Letter for its true and complete contents.

34. Defendants deny the allegations in the first, second and third sentences of paragraph 34 of the Amended Complaint and, for a further response, respectfully refer the Court to CEI's Commitment Letter for its true and complete contents.

35. Defendants deny the allegations in the first and second sentences of paragraph 35 of the Amended Complaint and, for a further response, respectfully refer the Court to CEI's Commitment Letter for its true and complete contents.

36. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in the first, second, third, fourth, fifth and sixth sentences of paragraph 36 of the Amended Complaint, except admit that plaintiffs purport to quote a portion of CEI's August 1, 2004 letter to the CCI Board, and respectfully refer the Court to that document for its true and complete contents.

37. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in the first, second, third, fourth, fifth, sixth, seventh and eighth sentences of paragraph 37 of the Amended Complaint, except admit that plaintiffs purport to quote a portion of CEI's August 1, 2004 letter to the CCI Board, and respectfully refer the Court to that document for its true and complete contents, and to the published reports of CCI's share prices and trading volume for their true and complete contents.

38. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in the first, second, third, fourth, fifth and sixth sentences of paragraph 38 of the Amended Complaint, except admit that plaintiffs purport to quote from CEI's August 2, 2004, Schedule TO, and respectfully refer the Court to that document for its true and complete contents.

39. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in the first, second, third, fourth, fifth and sixth sentences of paragraph 39 of the Amended Complaint.

40. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in the first, second, third and fourth sentences of paragraph 40 of the Amended Complaint, except admit that CEI made a proposal to purchase the outstanding public shares of CCI for \$32.00 per share.

41. Defendants deny the allegations in the first, second, third, fourth, fifth, sixth and seventh sentences of paragraph 41 of the Amended Complaint, except respectfully refer the Court to the documents cited therein for their true and complete contents.

42. Defendants deny the allegations in paragraph 42 of the Amended Complaint, except admit that plaintiffs purport to quote a portion of Article LX of CCI's Certificate of Incorporation, and respectfully refer the Court to that document for its true and complete contents.

43. The allegations in the first, second, third, fourth, fifth, sixth and seventh sentences of paragraph 43 of the Amended Complaint state legal conclusions as to which no responsive pleading is required.

44. Defendants deny the allegations in the first, second, third, and fourth sentences of paragraph 44 of the Amended Complaint.

45. Defendants deny the allegations in the first, second, third, fourth, and fifth sentences of paragraph 45 of the Amended Complaint and, for a further response, respectfully refer the Court to CCI's Certificate of Incorporation for its true and complete contents.

46. The allegations in paragraph 46(a)-(d) of the Amended Complaint state legal conclusions and/or Plaintiffs' characterizations of this action as to which no responsive pleading is required.

47. The allegations in paragraph 47 of the Amended Complaint state legal conclusions as to which no responsive pleading is required.

48. Defendants deny the allegations in paragraph 48 of the Amended Complaint.

COUNT I

49. Defendants repeat and reincorporate their responses to paragraphs 1-48 of the Amended Complaint as if fully set forth herein.

50. The allegations in the first, second, third, fourth, fifth, sixth, seventh, eighth, ninth, tenth, eleventh, twelfth and thirteenth sentences of paragraph 50 of the Amended Complaint state legal conclusions as to which no responsive pleading is required.

51. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in the first, second, third, fourth, and fifth sentences of paragraph 51 of the Amended Complaint.

52. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in the first, second, third, fourth, and fifth sentences of paragraph 52 of the Amended Complaint.

53. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in the first and second sentences of paragraph 53 of the Amended Complaint.

54. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in the first, second, third, and fourth sentences of paragraph 54 of the Amended Complaint.

55. Defendants deny the allegations in the first, second, third, and fourth sentences of paragraph 55 of the Amended Complaint, except admit that plaintiffs purport to quote from CEI's Schedule 13-D Amendment and respectfully refer the Court to that document for its true and complete contents.

56. Defendants deny the allegations in the first, second, and third sentences of paragraph 56 of the Amended Complaint, except admit that plaintiffs purport to quote from CEI's Schedule 13-D Amendment and Commitment Letter and respectfully refer the Court to those documents for their true and complete contents.

57. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in the first, second, third, and fourth sentences of paragraph 57 of the Amended Complaint.

58. Defendants deny the allegations in the first, second, third, fourth, fifth, sixth, seventh, and eighth sentences of paragraph 58 of the Amended Complaint.

59. Defendants deny the allegations in the first, second, and third sentences of paragraph 59 of the Amended Complaint, except admit that plaintiffs purport to quote from CEI's Commitment Letter and respectfully refer the Court to that document for its true and complete contents.

60. Defendants deny the allegations in the first, second, third, fourth and fifth sentences of paragraph 60 of the Amended Complaint.

61. Defendants deny the allegations in the first, second and fourth sentences of paragraph 61 of the Amended Complaint. Defendants deny the allegations in the third sentence of paragraph 61 of the Amended Complaint and, for further response, respectfully refer the Court to the published reports of CCI's trading volume for their true and complete contents.

62. Defendants deny knowledge sufficient to form a belief as to the truth of the allegations in the first, second, third, fourth, fifth, and sixth sentences of paragraph 62 of the Amended Complaint.

63. Defendants deny the allegations in the first and second sentences of paragraph 63 of the Amended Complaint.

COUNT II

64. Defendants repeat and reincorporate their responses to paragraphs 1-63 of the Amended Complaint as if fully set forth herein.

65. Defendants deny the allegations contained in the first, second, third, fourth, fifth, sixth and seventh sentences of paragraph 65 of the Amended Complaint Defendants except admit that CCI does not utilize a separate nominating committee to select candidates for director.

66. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in the first, second, third, fourth, fifth, sixth and seventh sentences of paragraph 66 of the Amended Complaint.

67. The allegations in the first and second sentences of paragraph 67 of the Amended Complaint state legal conclusions as to which no responsive pleading is required.

68. The allegations in the first, second, third, fourth, fifth, sixth and seventh sentences of paragraph 68 of the Amended Complaint state legal conclusions as to which no responsive pleading is required.

69. The allegations in paragraph 69 of the Amended Complaint state a legal conclusion as to which no responsive pleading is required.

AFFIRMATIVE DEFENSES

FIRST AFFIRMATIVE DEFENSE

70. The Amended Complaint fails to state claims upon which relief can be granted.

SECOND AFFIRMATIVE DEFENSE

71. Plaintiffs' claims are barred in whole or in part because they are not ripe.

THIRD AFFIRMATIVE DEFENSE

72. Plaintiffs' claims for monetary damages against Mr. Robbins are barred in whole or in part by Section 102(b)(7) of the Delaware General Corporation Law and Article VI, B of CCI's Certificate of Incorporation.

FOURTH AFFIRMATIVE DEFENSE

73. Plaintiffs' claims are barred by the doctrine of waiver to the extent that they purchased CCI's stock following the announcement of CEI's proposal to purchase the outstanding public shares of CCI.

FIFTH AFFIRMATIVE DEFENSE

74. Plaintiffs' claims are barred by the doctrine of estoppel to the extent that they purchased CCI's stock following the announcement of CEI's proposal to purchase the outstanding public shares of CCI.

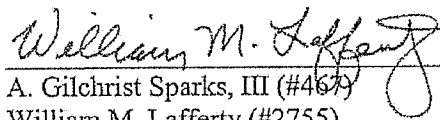
SIXTH AFFIRMATIVE DEFENSE

75. Plaintiffs' claims are barred by the doctrines of acquiescence and/or ratification to the extent that they purchased CCI's stock following the announcement of CEI's proposal to purchase the outstanding public shares of CCI.

The Defendants reserve the right to assert other defenses and claims when and if it becomes appropriate during this action. The Defendants hereby specifically deny any allegations contained in the Amended Complaint which were not specifically admitted.

WHEREFORE, the Defendants respectfully request that (i) Plaintiffs recover nothing, (ii) this Court enter a judgment in the Defendants' favor in all respects, including an award for all of their costs and expenses (including reasonable attorneys' fees), and (iii) the Defendants be granted such other and further relief as to which the Court may deem just and proper.

MORRIS, NICHOLS, ARSHT & TUNNELL



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August 31, 2004

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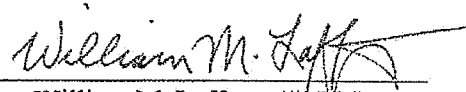
CERTIFICATE OF SERVICE

I hereby certify that on August 31, 2004, the foregoing **ANSWER OF COX COMMUNICATIONS, INC. AND JAMES O. ROBBINS TO AMENDED COMPLAINT** was served electronically upon the following counsel of record:

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