



**GRANTED**

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN AND FOR NEW CASTLE COUNTY

IN RE COX COMMUNICATIONS, INC. ) Consolidated  
SHAREHOLDERS LITIGATION ) C.A. No. 613-N

**FINAL ORDER AND JUDGMENT APPROVING SETTLEMENT**

Hearings having been held before this Court (the "Court") on January 26, 2005 and March 16, 2005, pursuant to the Court's Order of November 18, 2004 (the "Scheduling Order"), upon a Stipulation of Settlement, filed on November 10, 2004 (the "Stipulation"), of the above-captioned consolidated action (the "Action"), which is incorporated herein by reference; it appearing that due notice of said hearing has been given in accordance with the aforesaid Scheduling Order; the respective parties having appeared by their attorneys of record; the Court having heard and considered evidence in support of the proposed Settlement; the attorneys for the respective parties having been heard; an opportunity to be heard having been given to all other persons requesting to be heard in accordance with the Scheduling Order; the Court having determined that notice to the Class, preliminarily certified pursuant to the aforesaid Scheduling Order, was adequate and sufficient; and the entire matter of the proposed Settlement having been heard and considered by the Court;

**IT IS HEREBY ORDERED, ADJUDGED AND DECREED** this \_\_\_\_ day of March, 2005, that:

1. Unless otherwise defined herein, all defined terms shall have the meaning

set forth in the Stipulation.

2. The Notice of Pendency of Class Action, Proposed Settlement of Class Action and Settlement Hearing has been given to the Class, pursuant to and in the manner directed by the Scheduling Order, proof of mailing of the Notice to the Class was filed with the Court, and full opportunity to be heard has been offered to all parties, the Class and persons in interest. The form and manner of the Notice is hereby determined to have been the best notice practicable under the circumstances and to have been given in full compliance with each of the requirements of Delaware Court of Chancery Rule 23 and due process, and it is further determined that all members of the Class are bound by this Final Order And Judgment Approving Settlement.

3. Based on the record in the Action, each of the provisions of Court of Chancery Rule 23 has been satisfied and the Action has been properly maintained according to the provisions of Court of Chancery Rules 23(a), 23(b)(1) and (b)(2). Specifically, this Court finds that (1) the Class contemplated in the Action is so numerous that joinder of all members is impracticable; (2) there are questions of law or fact common to the Class; (3) the claims of the representative plaintiffs are typical of the claims of the Class; and (4) the representative plaintiffs have fairly and adequately protected the interests of the Class.

4. The Action is certified as a class action, pursuant to Court of Chancery Rules 23(a), 23(b)(1) and (b)(2), on behalf of a class composed of all record and beneficial owners of CCI Class A common stock, other than CEI and its subsidiaries,

during the period beginning on and including August 2, 2004, through and including the date of the consummation of the Merger, including any and all of their respective successors in interest, predecessors in interest, representatives, trustees, executors, administrators, heirs, assigns or transferees, immediate and remote, and any person or entity acting for or on behalf of, or claiming under, any of them, and each of them, and excluding the Defendants.

5. The Stipulation and the Settlement and all transactions preparatory or incident thereto are found to be fair, reasonable, adequate and in the best interests of the Class, and are hereby approved pursuant to Court of Chancery Rule 23(e).

6. This Order shall not constitute any evidence of or admission by any party herein that any acts of wrongdoing have been committed by any of the parties to the Action and shall not be deemed to create any inference that there is any liability therefor.

7. The Action is hereby dismissed with prejudice as to all defendants named in the Action and against plaintiffs and all other members of the Class on the merits and, except as provided in the Stipulation, without costs.

8. All claims, demands, rights, actions or causes of action, liabilities, damages, losses, obligations, judgments, suits, fees, expenses, costs, matters and issues of any kind or nature whatsoever, whether known or unknown, contingent or absolute, suspected or unsuspected, disclosed or undisclosed, hidden or concealed, matured or unmatured, that have been, could have been, or in the future can or might be asserted in the Action or in any court, tribunal or proceeding (including, but not limited to, any

claims arising under federal or state statutory or common law relating to alleged fraud, breach of any duty, negligence, violations of the federal securities laws or otherwise) by or on behalf of any member of the Class, as against any of the Defendants and/or their respective families, parent entities, associates, affiliates or subsidiaries, and each and all of their respective past, present or future officers, directors, stockholders, agents, representatives, employees, attorneys, financial or investment advisors, advisors, consultants, accountants, investment bankers, commercial bankers, trustees, engineers, agents, insurers, co-insurers and reinsurers, heirs, executors, trustees, general or limited partners or partnerships, limited liability companies, members, heirs, executors, personal or legal representatives, estates, administrators, predecessors, successors and assigns (collectively, the "Released Persons"), whether or not any such Released Persons were named, served with process or appeared in the Action, whether individual, class, derivative, representative, legal, equitable or any other type or in any other capacity, which have arisen, arise now or hereafter arise out of, or relate in any manner to the allegations, facts, events, transactions, matters, acts, occurrences, statements, representations, misrepresentations, omissions, or any other matter, thing or cause whatsoever, or any series thereof, embraced, involved or set forth in, or referred to or otherwise related, directly or indirectly, in any way to, the Action or the subject matter of the Action, and including without limitation any claims in any way related to (i) the Proposed Transaction, (ii) the Tender Offer, (iii) the Merger, (iv) the Merger Agreement, (v) the fiduciary obligations of any of the Defendants or Released Persons in connection

with the Tender Offer, the Merger or the Merger Agreement, (vi) the negotiations preceding the Tender Offer, the Merger or the Merger Agreement, and (vii) the disclosure obligations of any of the Defendants or Released Persons (collectively, the "Settled Claims") are hereby individually and collectively fully, finally, and forever compromised, settled, discharged, dismissed with prejudice and released, provided, however, that Settled Claims shall not include the rights to enforce the terms of this Settlement or any properly perfected claims for appraisal in connection with the Merger.

9. The release set forth herein extends to claims that the parties granting the release (the "Releasing Parties") do not know or suspect to exist at the time of the release, which if known, might have affected the Releasing Parties' decision to enter into the release; (i) the Releasing Parties shall be deemed to relinquish, to the extent applicable, and to the full extent permitted by law, the provisions, rights and benefits of Section 1542 of the California Civil Code; and (ii) the Releasing Parties shall be deemed to waive any and all provisions, rights and benefits conferred by any law of any state or territory of the United States, or principle of common law, which is similar, comparable or equivalent to California Civil Code Section 1542.

10. Plaintiffs and all members of the Class, or any of them, are hereby individually, jointly and severally permanently barred and enjoined from commencing, prosecuting, instigating or in any way participating in the commencement or prosecution of any action asserting any Settled Claims, either directly, representatively, derivatively or in any other capacity, against any Released Person.

11. Pursuant to Court of Chancery Rule 54(b), the Court expressly determines that there is no just reason for delay in entering this Final Order And Judgment Approving Settlement and the Register in Chancery is directed to enter and docket this Final Order And Judgment Approving Settlement forthwith. Without affecting the finality of this Final Order And Judgment Approving Settlement in any way, the Court reserves jurisdiction over (a) all matters relating to the administration and consummation of the Settlement and (b) for the sole purpose of adjudicating plaintiffs' application for an award of attorneys' fees and reimbursement of expenses.

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Vice Chancellor

Court: DE Court of Chancery

Judge: Leo E Strine Jr

LexisNexis File & Serve Reviewed Filing ID: 5381683

Date: 3/18/2005

Case Number: 613-N

Case Name: CONF ORDER In Re: Cox Communications Inc Shareholders Litigation

/s/ Judge Leo E Strine Jr

