

MUNICIPAL AUTHORITY CONSENT

RESOLUTION NO. 1996-5

WHEREAS, by the Franchise Ordinance No. , dated July 8, 1980 the City of Brookland has granted to Douglas Communications Mid-South Limited Partnership ("Douglas") the authority to operate a cable television system, and

WHEREAS, Douglas has notified the City of Brookland AR of the proposed sale and assignment of the Franchise Ordinance by Douglas to Friendship Cable of Arkansas, Inc., a Texas Corporation ("Friendship");

NOW, THEREFORE, BE IT ORDAINED BY THE FRANCHISING AUTHORITY OF THE CITY OF Brookland, AR:

Section 1. Ordinance Affirmed & Term Extended All terms and provision of the Franchise Ordinance shall continue in full force and effect except that the remaining term of the Franchise Ordinance shall be extended until January 1, 2007. Further, the City of Brookland hereby certifies that said Ordinance is valid and binding and in full force and effect and that Douglas is the presenet franchise thereunder and is in full compliance with said Ordinance, without default thereunder, and that there are no impediments to future renewals.

Section 3. Effective Date. The transfer and extension of the Franchise Ordinance shall be effective upon the closing of the sale by Douglas to Friendship of the cable television facilities serving the City of Brookland, AR.

Section 4. Inconsistency. In the event any of the terms and provisions of any other ordinance or regulation of the City of Brookland are inconsistent with the terms and provisions of this Ordinance, the terms and provisions of this Ordinance shall govern and control.

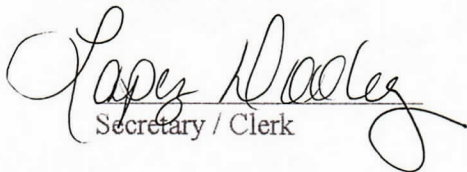
Passed and approved on this the 18 day of OCT, 1996.

The City of Brookland, AR

By: 

Title: MAYOR

ATTEST:


Secretary / Clerk