

TOWN OF GRANITE FALLS

RESOLUTION NO. 87-1

WHEREAS, Tele-Vue Systems, Inc., a wholly-owned subsidiary of Viacom International Inc. ("Viacom"), is franchised to provide cable television in Granite Falls; and

WHEREAS, an investor group led by Viacom's senior management is engaged in a transaction involving a merger between Viacom and a newly created corporation as fully explained in a letter dated October 24, 1986; and

WHEREAS, Viacom desires to reorganize its corporate structure, and

WHEREAS, a wholly-owned subsidiary of the new merged corporation, Viacom Cablevision of Pacific Northwest Inc., has agreed to assume and be bound by all applicable cable television franchise terms and conditions in Granite Falls;

NOW, THEREFORE, BE IT RESOLVED that the Town Council hereby grants its approval to permit the assignment of all applicable cable television franchise obligations to Viacom Cablevision of Pacific Northwest Inc.

Said Resolution was passed in open session by the Town Council of the Town of Granite Falls on the 15 day of January, 1987.

Approved by the Mayor this 15 day of January, 1987.


MAYOR

Attest:

Gerry James
Town Clerk

I, Gerry James, being first duly appointed, qualified and acting Clerk of the Town of Granite Falls, Washington, a Municipal Corporation, do hereby certify that the foregoing Resolution NO. 87-1 is a full, true and correct copy of the original Resolution passed on the 15 day of January, 1987, as said Resolution appears in the book of Resolutions of the Town and said Resolution became effective on this 15 day of January, 1987, and that the same was duly posted on the 15 day of January, 1987, at the following three public places of said Town:

1. U.S. Post Office
2. Town Hall
3. Konnerups

CERTIFICATE

This will certify that Viacom Cablevision of Pacific Northwest Inc. will assume and be bound by all of the applicable cable franchise terms and conditions in Granite Falls, Washington following the transaction involving the merger of Viacom International Inc. and a new corporation, of which Viacom will be the surviving corporation.

A handwritten signature in cursive script, appearing to read "John W. Goddard", is written over a horizontal line.

John W. Goddard

President

December 19, 1986