

RESOLUTION NO. 4-2003

A RESOLUTION OF THE CITY OF CLARK FORK, IDAHO APPROVING THE TRANSFER AND ASSIGNMENT OF THE CABLE TELEVISION FRANCHISE, ORDINANCE 195

WHEREAS, on July 8, 1992, the city council of the city of Clark Fork passed and adopted Ordinance 195 granting a non-exclusive Franchise to Pend Oreille Cable TV Limited Partnership, a Washington limited partnership, (hereinafter "Pend Oreille") to construct, install, maintain and operate a cable television system within the city limits of Clark Fork; and

WHEREAS, by that certain Assignment and Assumption Agreement, dated May 31, 1995, Pend Oreille assigned the Franchise to Northland Cable Properties, Inc., doing business as Northland Cable Television, an affiliate of Northland Communications Corporation as allowed under Section 17 of the Franchise; and

WHEREAS, Northland has entered into negotiations with Darrell and Dawn Northouse, husband and wife, for the sale of Northland's cable television system serving Clark Fork, Idaho, including the assignment and transfer of the Franchise effective as of the date of the closing of such sale, which is anticipated to occur, if at all, no later than December 31, 2003; and

WHEREAS, Northland is not in default under the Franchise and the City Council is unaware of any event that could become an event of default with the passage of time or the giving of notice, or both; and

WHEREAS, Northland and Northouse have requested that an assignment and transfer of the Franchise be approved by the city council pursuant to Section 17 of the Franchise;

NOW THEREFORE, BE IT RESOLVED by the City Council for the city of Clark Fork, Idaho as follows:

The City hereby approves and consents to the transfer and assignment of the Franchise (Ordinance 195) from Northland Cable Properties, Inc., doing business as Northland Cable Television, to Darrell and Dawn Northouse, husband and wife contingent upon the execution of an acceptance of such assignment by Northouse.

IT IS FURTHER RESOLVED that such transfer and assignment shall not be effective until the acceptance of the assignment executed by Northouse is received by the Clark Fork City Clerk.

Passed by the City Council on the 8th day of December, 2003 and approved by the Mayor this 8th day of December, 2003.



Tom Shields, Mayor

ATTEST:



Elizabeth Parenti, City Clerk

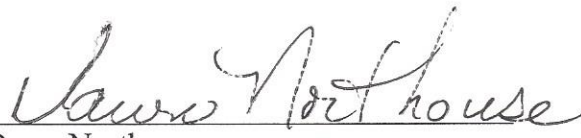
ACCEPTANCE OF TRANSFER AND ASSIGNMENT OF FRANCHISE

DARRELL NORTHOUSE and DAWN NORTHOUSE, husband and wife, hereby accept the assignment of that certain Franchise granted to Pend Oreille Cable TV Limited Partnership, as previously assigned to Northland Cable Properties, Inc., doing business as Northland Cable Television, by the City of Clark Fork, Idaho, under Ordinance No.195, passed July 8, 1992, and agree to be bound by the terms of such Franchise and comply with the obligations and duties of the franchisee contained therein.

DATED this 9 day of Dec, 2003.



Darrell Northouse



Dawn Northouse

Received by the Clark Fork City Clerk on the 9th day of December, 2003



Elizabeth Parenti, City Clerk