

RESOLUTION NO. 2006-02

RESOLUTION OF THE CITY OF TATUM TEXAS APPROVING THE TRANSFER OF
THE CABLE FRANCHISE

WHEREAS Friendship Cable of Texas, Inc. ("Franchisee") owns, operates and maintains a cable television system (the "System") in the City of Tatum Texas pursuant to a valid franchise agreement (the "Franchise");

WHEREAS, Rapid Communications LLC ("Rapid") entered into an Asset Purchase Agreement dated March 7, 2006 (the "Agreement") with Franchisee, pursuant to which the System and the Franchise will be transferred to Rapid (the "Transfer");

WHEREAS, Franchisee and Rapid have requested consent of the City of Tatum Texas (the "Franchise Authority") to the Transfer in accordance with the requirements of the Franchise, have filed an FCC Form 394 with the Franchise Authority, and have provided all information required by applicable law (collectively, the "Transfer Application");

WHEREAS, the Franchise Authority has investigated the qualifications of Rapid and finds it to be a suitable transferee; and

NOW THEREFORE, BE ITS RESOLVED BY THE FRANCHISE AUTHORITY AS FOLLOWS:

SECTION 1. The Franchise Authority hereby consents to the Transfer, to the extent required by the terms of the Franchise.

SECTION 2. The Franchise Authority confirms that (a) the Franchise is currently in full force and effect and the Franchisee is the duly authorized holder of the Franchise; [(b) Franchisee has properly invoked its franchise renewal rights under Section 626 of the Cable Communications Policy Act of 1984, as amended, if applicable (c) the Franchise represents the entire understanding of the parties and Franchisee has no obligations to the Franchise Authority other than those specifically stated in the Franchise, and (d) Franchisee is materially in compliance with the provisions of the Franchise and there exists no fact or circumstance known to the Franchise Authority which constitutes or which, with the passage of time or the giving of notice or both, would constitute a material default or breach under the Franchise or would allow the Franchise Authority to cancel or terminate the rights thereunder.

SECTION 3. The Franchise Authority consents to and approves Rapid's granting a security interest in all of Rapid's rights, powers and privileges under the Franchise and all of its other properties to such lender or lenders (as may be designated by Rapid) for financing purposes, under which such lender or lenders shall have the rights and remedies of a secured party under the applicable Uniform Commercial Code.

SECTION 4. This Resolution shall take effect immediately.

SECTION 5. The Franchise Authority releases Franchisee, effective upon the closing of the transaction as described in the Agreement (the "Closing Date"), from all obligations and liabilities under the Franchise that accrue on and after the Closing Date; provided that Rapid shall be responsible for any obligations and liabilities under the Franchise that accrue on and after the Closing Date.

SECTION 6. This Resolution shall have the force of a continuing agreement with Franchisee and Rapid, and Franchise Authority shall not amend or otherwise alter this Resolution without the consent of Franchisee and Rapid.

PASSED, ADOPTED AND APPROVED this 8th day of May, 2006.

City of Tatum Texas

By:

Name:

Title:

Phil Cory
Phil Cory
Mayor

ATTEST:

Shelly Williams
City/City/Town Clerk

