

RESOLUTION NO. 96-01

A RESOLUTION BY THE CITY OF LAKEVIEW, ARKANSAS, CONSENTING TO THE ASSIGNMENT OF THE FRANCHISE GRANTED BY ORDINANCE NO. 43 FROM TELESERVICE CORPORATION OF AMERICA, INC. TO TCA CABLE PARTNERS.

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF LAKEVIEW, ARKANSAS, AS FOLLOWS:

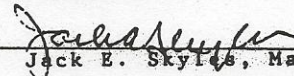
WHEREAS, the City of Lakeview, by Ordinance dated September 17, 1984, entered into a Franchise Agreement with the Teleservice Corporation of America, Inc.

AND WHEREAS, Teleservice Corporation of America, Inc. has requested the City of Lakeview to consent to the assignment of such franchise contract from Teleservice Corporation of America, Inc. to TCA Cable Partners, and whereas, the City of Lakeview finds that such transfer and assignment is acceptable to the City Council. The City of Lakeview does further declare that the aforesaid franchise has not been revoked, rescinded, or terminated, and is presently in full force and effect.

IT IS HEREBY RESOLVED, by the City Council of Lakeview, that Teleservice Corporation of America, Inc., may transfer and assign its obligations and interest in the original franchise contract with the City of Lakeview to TCA Cable Partners.

Executed, this 13th day of February, 1996.

APPROVED BY:

  
\_\_\_\_\_  
Jack E. Skyles, Mayor

ATTEST:





TELESERVICE CORPORATION OF AMERICA  
3015 SSE Loop 323  
Tyler, Texas 75701  
(903) 595-3701  
Fax (903) 595-1929

January 29, 1996

Honorable Mayor Jack Skyles  
Members of the City Council of Lakeview, Arkansas  
City of Lakeview, Arkansas

**RE: Transfer of Franchise for the City of Lakeview, Arkansas from Teleservice Corporation of America to TCA Cable Partners, a General Partnership.**

Honorable Mayor Skyles:

Please be advised that Teleservice Corporation of America has entered into a General Partnership with Donrey Media, a division of the Stephens Group of Little Rock, pursuant to which Teleservice Corporation of America has agreed to transfer its cable television assets with all the rights granted under the non-exclusive franchise agreement into this Partnership.

Under the foregoing Partnership agreement, TCA Cable Partners will be owned seventy-five (75%) percent by Teleservice Corporation of America and the other twenty-five (25%) percent being owned by Donrey Media, a division of the Stephens Group of Little Rock. We believe the formation of this new Partnership will bring even added strengths to TCA Cable TV and will assure a stronger, more technologically creative and exciting television company which can only benefit our customers.

In connection with this transfer of its cable television assets into the General Partnership, Teleservice Corporation of America's respective franchises, contracts, leases and other agreements, including Teleservice Corporation of America's franchise with the City of Lakeview, Arkansas, will be assigned to and accepted by TCA Cable Partners. This transfer will cause no interruption in cable television service, and the day-to-day management of the cable system in your community will remain the same through TCA Management Company. TCA Cable Partners will assume, comply with and accept all terms and conditions of the franchise.


The purpose of this letter is to request the consent of the City to the assignment of the Franchise by Teleservice Corporation of America to TCA Cable Partners, effective as of the

**date of consummation of Teleservice Corporation of America's transfer of the system to TCA Cable Partners.**

**The closing of the transaction between Teleservice Corporation of America and TCA Cable Partners is scheduled to occur within the next few months, as soon as all franchise approvals have been received, so the City's prompt action on this matter would be greatly appreciated.**

**Should you have any questions or need any additional information in connection with this request, please contact me as soon as possible at (903) 510-5165.**

Sincerely,

  
Randall L. Clark  
General Counsel

RLC/dk