RESOLUTION NO. 88-33

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF RIDGECREST APPROVING A NAME CHANGE FOR THREE PALMS SATELLITE CABLE, INC., AND CONSENTING TO A PARTIAL CHANGE OF OWNERSHIP.

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF RIDGECREST as follows:

Section 1. **Purpose and Scope**

Three Palms Satellite Cable, Inc. is the holder of a franchise from the City to operate a CATV system. The franchisee desires to obtain the City's consent to change its name to Three Palms, Ltd. Franchisee also proposes to convey a controlling interest to limited partners. The franchisee also requests the Council's consent to the transfer. This resolution deals with the franchisee's requests.

Section 2. **Change of Name**

The City does hereby consent to the change of name of the franchisee from Three Palms Satellite Cable, Inc. to Three Palms, Ltd.

Section 3. **Change of Ownership**

The City does hereby consent to transfer of less than a controlling interest of the franchise to a limited partnership(s).

Section 4. **Conditions**

The consents set forth in this resolution are conditioned upon franchisee filing with the City Clerk copies of documents of transfer within not less than thirty (30) days of the transfer with a verified statement indicating that the transferee agrees to be bound by the terms and conditions of the franchise.

APPROVED AND ADOPTED this 16th day of March 1988, by the following vote:

AYES: Mayor Mower, Councilmembers Wiknich, Bergens, Condos and Corlett.

NOES: None.

ABSTAIN: None.

ABSENT: None.

Michael R. Mower

Michael R. Mower, Mayor

ATTEST:

Joyce M. Taft

Joyce M. Taft, City Clerk

RIDGECREST CATV, INC
FINANCIAL STATEMENT

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MARCH 1, 1988

The accompanying financial statement of Ridgecrest CATV, Inc. as of March 1, 1988 was prepared in accordance with generally accepted accounting principles.

All information included in the financial statement, including the "notes to financial statement", is the representation of Ridgecrest CATV, Inc.

I am not aware of any material modification that should be made to the accompanying financial statement in order for it present fairly the financial condition of Ridgecrest CATV, Inc. as of March 1, 1988 or be in conformity with generally accepted accounting principles.

George S Christensen
President and Chief Financial Officer
Ridgecrest CATV, Inc.

March 10, 1988

RIDGECREST CATV, INC

NOTES TO FINANCIAL STATEMENT

MARCH 1, 1988

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Ridgecrest CATV, Inc (Company) was formed under the laws of the State of California on March 1, 1988. The company's primary purpose is to act as a general partner in the syndication of limited partnerships to construct, acquire and operate cable television systems (CATV systems) in California. The company is the General Partner of Three Palms, Ltd , a limited partnership, formed to operate a CATV system in Ridgecrest, California.

The books of Ridgecrest CATV, Inc are maintained on the accrual basis of accounting.

Fixed assets are recorded at cost and depreciated over their estimated useful lives, utilizing the straight line method, for financial reporting purposes.

NOTE 2 – INVESTMENT IN PARTNERSHIP

The Company has an investment interest in Three Palms, Ltd , a limited partnership, of which the company is the general partner. The company has agreed to make a cash capital contribution, in return for its share of the partnership profits or losses, in the amount of $250,000.

Investment in partnership	$ 7,000

RIDGECREST CATV, INC

BALANCE SHEET

MARCH 1, 1988

ASSETS

CURRENT ASSETS		
Cash in bank	$150,000	
Stock subscription receivable *(Note 4)*	100,000	
Total Current Assets		$250,000
OTHER ASSETS		
Investment in partnership *(Note 2)*		7,000
Total Assets		$257,000

LIABILITIES AND STOCKHOLDER'S EQUITY

CURRENT LIABILITIES	
Payable – Officer	$ 7,000
LONG–TERM DEBT	
Note payable less current portion *(Note 3)*	150,000
STOCKHOLDERS EQUITY	
Capital Stock *(Note 4)*	100,000
Total Liabilities and Stockholder's Equity	$257,000

See accompanying notes to financial statement

RIDGECREST CATV, INC

NOTES TO FINANCIAL STATEMENT

MARCH 1, 1988

NOTE 3 – LONG-TERM DEBT

Payable to County Cable Corporation, a California corporation, of which the stockholders of the Company are also stockholders.

* Note with interest at ten percent (10 %), payable in quarterly, interest only, installments of $3,750 until January 1, 1990 at which time the outstanding principal and interest is to be amortized ratably over three (3) years. This note is secured by the Company's investment in Three Palms, Ltd , a California limited partnership.	$150,000

NOTE 4 – CAPITAL STOCK

Shares authorized (Par value $1.00)	1,000,000
Shares subscribed for:	
Issued and outstanding	100,000