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STATE of WASHINGTON SECRETARY of STATE

I, **Ralph Munro**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that the attached is a true and correct copy of the Amendment to the Certificate of Limited Partnership for;
"PEND OREILLE CABLE TV LIMITED PARTNERSHIP"
as filed in this office on: January 24, 1985.

Ralph H. Munro

Ralph Munro, Secretary of State

Dated: February 14, 1985

By:

Flavence Baker

FILED

JAN 24 1985

AMENDMENT
TO
CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP
OF
PEND OREILLE CABLE TV LIMITED PARTNERSHIP

SECRETARY OF STATE
STATE OF WASHINGTON

1. The name of the limited partnership is PEND OREILLE CABLE TV LIMITED PARTNERSHIP (the "Partnership").
2. This Amendment amends the Certificate and Agreement of Limited Partnership originally filed with the Office of the Secretary of State of Washington on November 2, 1983 and subsequently amended by filings on November 7, 1983 and December 30, 1983.
3. This Amendment amends and restates Schedule A; the revised Schedule A is attached.

IN WITNESS WHEREOF the undersigned hereby execute this Amendment on the 18th day of January, 1985.

NORTHLAND COMMUNICATIONS CORPORATION
for itself as General Partner and as
attorney-in-fact for and on behalf
of each limited partner

By


John S. Whetzell, President

PEND OREILLE CABLE TV ASSOCIATES
Investor List - Maximum Funding
(Limited Partnership Agreement)
January, 1985

INVESTOR NUMBER	INVESTOR NAME	STREET ADDRESS	CITY, STATE, ZIP	TOTAL INVESTMENT	TOTAL UNITS
001	Mr. and Mrs. Ronald S. Dunyah	18162 Foss Lane	Huntington Beach, California 92648	30000.00	30.00
002	Mr. Oscar W. Maier	1331 Hollidale Dr.	Fullerton, California 92631	30000.00	30.00
003	Mr. Frank L. Rusconi	27235 Regio	Mission Viejo, California 92692	30000.00	30.00
004	Ms. Vera Stone	14132 Livingston	Tustin, California 92680	30000.00	30.00
005	Mr. and Mrs. William L. Airis, Trustees	6416 East Mercer Way	Mercer Island, Washington 98040	30000.00	30.00
006	Mr. Edward A. Bayoob	2770 S.W. 99th Ave.	Portland, Oregon 97225	30000.00	30.00
007	Mr. Robert A. Garrera	21659 Ocean Vista Dr.	South Laguna Beach, California 92677	30000.00	30.00
008	Mr. and Mrs. Richard Egner, Jr.	2325 S.W. 11 Mile Dr.	Gresham, Oregon 97030	30000.00	30.00
009	Mr. and Mrs. Woody R. Wells	1325 N.W. 200th	Seattle, Washington 98177	30000.00	30.00
010	Mr. Stanley C. Morris	1730 S. E. Wendy Ct.	Gresham, Oregon 97030	15000.00	15.00
011	Mr. and Mrs. John Melnichuk	4895 N.W. 187th	Portland, Oregon 97229	30000.00	30.00
012	Mr. and Mrs. O. Jorg Bugge	3420 - 25th Ave. W. BC	Seattle, Washington 98199	30000.00	30.00
013	Mr. and Mrs. Carlson M. Mougert	826 Vista Del Gaviota Ave.	Orange, California 92665	18000.00	18.00
014	Mr. and Mrs. Ralph C. Youngs	1420 Southwest 137th	Seattle, Washington 98166	18000.00	18.00
015	Mr. and Mrs. Lelan C. Nishok	P.O. Box 1804	Lihue-Kaui, Hawaii 96766	30000.00	30.00
016	Mr. and Mrs. Homer V. Philpot	3251 S.W. 22nd Ct.	Gresham, Oregon 97030	30000.00	30.00
017	Mr. and Mrs. Joseph R. Sewell	16117 Motor Pl.	Lynnwood, Washington 98036	30000.00	30.00
018	Ms. Lucile Sanguard	36 Harbor Oak Dr., #32	Tiburon, California 94920	15000.00	15.00
019	Mr. and Mrs. Michael O. Somers	1312 S.W. Myrtle Dr.	Portland, Oregon 97201	18000.00	18.00
020	Mr. and Mrs. Donald E. Clark	819 S.E. 40th	Troutdale, Oregon 97060	18000.00	18.00
021	Mr. Samuel C. Nutt	22000 S. Bay Rd.	West Linn, Oregon 97068	30000.00	30.00
022	Mr. and Mrs. Joseph A. Walters	4442 Via La Jolla	Oceanside, California 92054	18000.00	18.00
023	Ms. Randi L. Martin	15143 La Palma	Whittier, California 90605	15000.00	15.00
024	Ms. Jorgene Giovannelli	3621 73rd Ave. S.E.	Mercer Island, Washington 98040	18000.00	18.00
025	Mr. and Mrs. Richard N. Elkins	5440 East Mercer Way	Mercer Island, Washington 98040	18000.00	18.00
026	Ms. Kathrine Sanders Bell	8824 - 172nd St. S.E.	Snohomish, Washington 98290	18000.00	18.00
027	Mr. Roy A. Long	881 Embarcadero Rd.	Palo Alto, California 94303	30000.00	30.00
028	Mr. and Mrs. Ralph L. Heritage	2221 - Fairmount Ave. S.W.	Seattle, Washington 98126	30000.00	30.00
029	Mr. and Mrs. William Tsoukalas	22388 - 33rd Pl. W.	Brier, Washington 98036	13000.00	13.00
030	Mr. and Mrs. Denny J. Bigley	5827 - 129th Ave. S.E.	Bellevue, Washington 98006	15000.00	15.00
031	Mr. and Mrs. Clarence R. Eldridge	6115 - 37th N.W.	Seattle, Washington 98107	18000.00	18.00
032	Mr. and Mrs. Harold D. Christensen	2017 Lake Heights Dr.	Everett, Washington 98204	18000.00	18.00
033	Mr. and Mrs. Norman C. Lange	2437 S. 130th Pl.	Seattle, Washington 98148	30000.00	30.00
034	Robert W. Jones, Partner	10212 - 5th Ave. N.E., Suite 200	Seattle, Washington 98125	120000.00	120.00
035	Mr. and Mrs. Wayne S. Barlow	14750 S.W. 141st Ave.	Tigard, Oregon 97223	15000.00	15.00
036	Mr. and Mrs. John C. Lassell	9710 S.E. Crystal View Dr.	Portland, Oregon 97266	15000.00	15.00
037	The ED Group/Interwest Pr. Sh. Plan & Tr	121 S.W. Salmon, Suite 1500	Portland, Oregon 97204	15000.00	15.00
038	Ms. Celia Heims	15670 S.W. Oakhill Lane	Tigard, Oregon 97223	18000.00	18.00
039	Mr. and Mrs. George G. Fax	2575 Fax Rd.	The Dalles, Oregon 97058	30000.00	30.00
040	Mr. Michael J. Zondos	250 N.E. 181st	Portland, Oregon 97230	15000.00	15.00
041	Mr. Nick J. Zondos	14316 N.E. Siskiyon Ct.	Portland, Oregon 97230	15000.00	15.00
042	Mr. Gary L. Holman	3605 N. Lombard	Portland, Oregon 97203	15000.00	15.00
043	Mr. Dale A. Turner	31543 S.E. Lusted Rd.	Gresham, Oregon 97030	15000.00	15.00
(GND-TOTAL)				1050000.00	1050.00