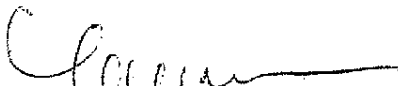
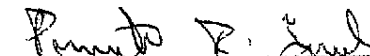
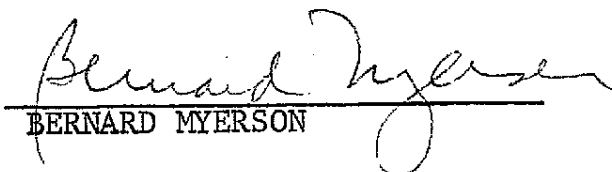


WE, the undersigned, being all of the members of
the Board of Directors of NEW-BROAD COMPANY,
a New Jersey Corporation, do hereby waive notice of
the time and place of holding of a meeting of the said Board
of Directors, and do hereby consent that the same be held
at 666 Fifth Avenue, New York, New York, on the 12th day of
June , 1979, for the purpose of transacting such business
as may properly come before said meeting; and we do hereby
consent to the taking of the action set forth in the minutes
annexed hereto without a meeting, and we do hereby direct
that the said minutes be filed with the minutes of proceedings
of the Board of Directors of the said Corporation.

Dated: New York, New York
June 12, 1979


LAURENCE A. TISCH


PRESTON R. TISCH


BERNARD MYERSON

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