

RESOLUTION #135

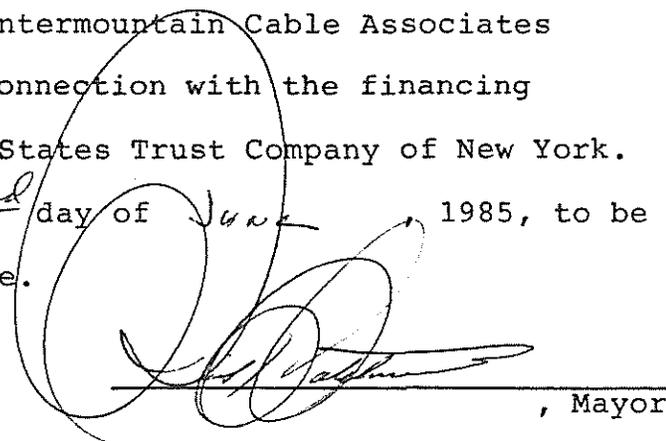
A RESOLUTION GRANTING CITY COUNCIL APPROVAL TO THE GRANT OF A SECURITY INTEREST IN THE ASSETS AND FRANCHISE OF INTERMOUNTAIN CABLE ASSOCIATES LIMITED PARTNERSHIP BY THE CITY COUNCIL OF THE CITY OF PAYETTE, IDAHO:

WHEREAS, by resolution dated December 19, 1983 the City Council consented to the transfer of a certain cable television franchise (the "franchise") from Metro Cable Corporation to Intermountain Cable Associates Limited Partnership (the "Partnership") and a grant of a security interest in, among other assets, the franchise, to American Security Bank, N.A. as part of a loan transaction with said bank (the "Loan"); and

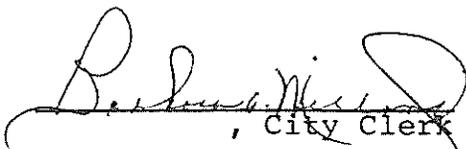
WHEREAS, the Partnership proposes to refinance the Loan with United States Trust Company of New York.

NOW, THEREFORE, BE IT RESOLVED by the City Council of Payette, Idaho, that it hereby consents as requested to the grant of a security interest in the franchise as well as other of its assets by Intermountain Cable Associates Limited Partnership in connection with the financing transaction with United States Trust Company of New York.

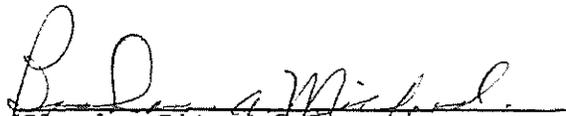
PASSED this 3<sup>rd</sup> day of June 1985, to be effective as of this date.

  
\_\_\_\_\_, Mayor

ATTEST:

  
\_\_\_\_\_, City Clerk

I, Barbara A. Millard, city clerk of  
the city of Payette, Idaho, do hereby certify that the  
foregoing resolution was duly and properly adopted by the  
City Council of the City of Payette, Idaho on ~~May~~ June 3  
1985.

  
Clerk, City of Payette