

RESOLUTION NO. 17

SERIES 1998

A RESOLUTION OF THE TOWN COUNCIL OF THE TOWN OF BRECKENRIDGE, CONSENTING TO THE ASSIGNMENT OF AN EQUIPMENT STORAGE AREA LEASE FROM UNIVERSAL CABLE HOLDINGS, INC. TO G FORCE, LLC.

WHEREAS, on December 1, 1997, the Town of Breckenridge, Colorado (the "Town") entered into an equipment area storage lease (the "Lease") with Universal Cable Holdings, Inc., d/b/a Classic Cable ("Classic");

WHEREAS, the Lease requires the Town's consent to any assignment thereof;

WHEREAS, Classic has entered into an asset purchase agreement (the "Purchase Agreement") with G Force, LLC, a North Carolina limited liability company ("G Force"), for the sale and conveyance to G Force of the cable television system that serves the Town (the "System"), and related assets, including its right, title and interest in the Lease.

NOW THEREFORE, BE IT RESOLVED BY THE TOWN COUNCIL OF THE TOWN OF BRECKENRIDGE, AS FOLLOWS:

Section 1. The Town hereby consents to and approves the assignment by Classic of its right, title and interest in the Lease to G Force and the assumption by G Force of the obligations of Classic under the Lease which accrue from and after the date of closing of the purchase of the System by G Force, subject to applicable law.

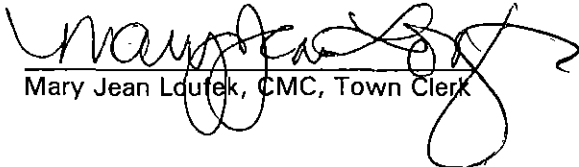
Section 2. The Town confirms that (a) the Lease is currently in full force and effect and expires November 30, 1998; (b) all rents under the Lease have been paid in advance by Classic; and (c) there exists no known fact or circumstance which constitutes or which, with the passage of time or the giving of notice or both, would constitute a default or breach under the Lease, or would allow the Town to cancel or terminate the rights thereunder except upon the expiration of the full term thereof.

Section 3. This consent to assignment is contingent upon receipt by the Town on or before April 30, 1998 of a sworn acceptance from a duly authorized officer of G Force, indicating G Force's agreement to abide by each and every provision of the Lease.

PASSED, ADOPTED AND APPROVED by the Town Council of the Town of Breckenridge, Colorado, this 28th day of April, 1998.

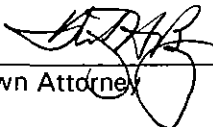
ATTEST:

TOWN OF BRECKENRIDGE


Mary Jean Loufek, CMC, Town Clerk

By 
Stephen C. West, Mayor

APPROVED IN FORM


Town Attorney

4/28/98
Date