

## ACCEPTANCE

184206

Karla Moore-Love  
Council Clerk  
City Hall  
1221 SW 4th Ave Room 140  
Portland, Oregon 97204

This is to advise the City of Portland, Oregon that Franchisee Qwest Broadband Services, Inc. ("Qwest BSI"), and CenturyLink, Inc. (the "Transferee") hereby unqualifiedly accept the provisions applicable to them of Ordinance No. \_\_\_\_\_, passed by the City of Portland, Oregon on \_\_\_\_\_, regarding the parent level change in control to the Transferee of the cable franchise issued by the City of Portland ("City") to Qwest Broadband Services, Inc. ("Qwest BSI") pursuant to Ord. No. 181414, passed by the Council on November 14, 2007 and agree, as applicable, to abide by the following terms and conditions:

- a. In all respects and without exception, Transferee agrees and acknowledges that the change of control will not affect, diminish, impair or supersede the binding nature of the existing applicable ordinances, franchises, resolutions and agreements applicable to operation of the cable system authorized by the franchise, and that Qwest BSI shall comply with each and every provision of the franchise including all lawful applicable ordinances, orders, contracts, agreements, commitments, side letters, and regulatory actions taken pursuant thereto, as applicable, whether prior or subsequent to the date Transferee assumed control of Qwest BSI and its indirect parent company Qwest Communications International Inc.
- b. Qwest BSI, as a subsidiary of Transferee, will comply with all requirements of the franchise consistent with applicable federal and state law;
- c. Transferee specifically acknowledges and expressly accepts that the City of Portland does not waive and expressly reserves all legal rights and authority in regard to any and all non-compliance under the cable franchise that may now exist or may later be discovered to have existed during the term of the franchise, even if prior to the parent level change of control authorized by the Ordinance that is the subject of this Acceptance.
- d. If for any reason the transaction between CenturyLink and Qwest Communications International Inc. which is the subject of the request for consent to parent level change in control is not finally consummated, or if the closure is reached on terms which are substantially and materially different to the terms identified in the FCC Forms 394 and related information provided by the Transferee and relied upon by the MHCRC and the City of Portland, the Transferee shall provide written notice to the MHCRC and the City of Portland providing a detailed description of what has occurred and the Transferee's application for a parent level change in control of the Franchisees shall then be null and void.

**QWEST BROADBAND SERVICES, INC.**

STATE OF \_\_\_\_\_ )  
 ) ss.  
 County of \_\_\_\_\_ )

By \_\_\_\_\_

Name:

Title:

Date: \_\_\_\_\_, 2010

This Acceptance was acknowledged before me on the \_\_\_\_\_ day of \_\_\_\_\_, 2002, by \_\_\_\_\_ as \_\_\_\_\_, a duly authorized officer of Qwest Broadband Services, Inc.

\_\_\_\_\_  
 Notary Public for \_\_\_\_\_  
 My Commission Expires \_\_\_\_\_

**CENTURYLINK, INC.**

STATE OF \_\_\_\_\_ )  
 ) ss.  
 County of \_\_\_\_\_ )

By \_\_\_\_\_

Name:

Title:

Date: \_\_\_\_\_, 2010

This Acceptance was acknowledged before me on the \_\_\_\_\_ day of \_\_\_\_\_, 2002, by \_\_\_\_\_ as \_\_\_\_\_, a duly authorized officer of CenturyLink, Inc.

\_\_\_\_\_  
 Notary Public for \_\_\_\_\_  
 My Commission Expires \_\_\_\_\_

APPROVED AS TO FORM:

\_\_\_\_\_  
 City Attorney

c: Office of Cable Communications and Franchise Management  
 1120 SW Fifth Ave., Room 1305  
 Portland, OR 97204