

ACCEPTANCE

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. 184206, passed by the City of Portland, Oregon on November 3, 2010, 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:

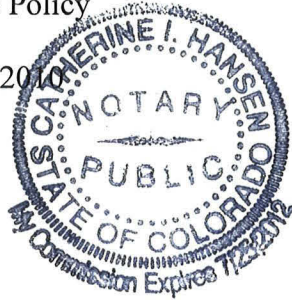
- a. In all respects and without exception, Transferee agrees and acknowledges that the change of control will not affect, diminish, impair or supersede the binding nature of the existing applicable ordinances, franchises, resolutions and agreements applicable to operation of the cable system authorized 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.

By [Signature]

Name: R. Steven Davis
Title: Sr. VP Public Policy

Date: November 15, 2010



STATE OF Colorado)
) ss.
County of Denver)

This Acceptance was acknowledged before me on the 13th day of January, 2010, by R. Steven Davis as Sr. VP Public Policy, a duly authorized officer of Qwest Broadband Services, Inc.

Catherine Hansen
Notary Public for Colorado
My Commission Expires 7/25/2012

CENTURYLINK, INC.

By [Signature]

Name: Vickey Callen
Title: Vice President

Date: 1/17/2010, 2010

STATE OF Louisiana)
) ss.
County of Orachita)

This Acceptance was acknowledged before me on the 17 day of January, 2010, by Vickey Callen as Vice President, a duly authorized officer of CenturyLink, Inc.

Sherry S. Bourn #61196
Notary Public for Louisiana
My Commission Expires at death

APPROVED AS TO FORM:

[Signature]
City Attorney 2/6/11

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