

**EXHIBIT A**  
**ACCEPTANCE OF EXTENSION OF TERM OF CABLE FRANCHISES**  
**COMCAST/CITY OF PORTLAND**

Karla Moore-Love  
Council Clerk  
City Hall  
1221 SW 4<sup>th</sup> Ave Room 140  
Portland, OR 97204

This is to advise the City of Portland, Oregon that Franchisee and Franchisee's Guarantor Comcast Corporation hereby unqualifiedly accept the provisions applicable to them of Ordinance No. \_\_\_\_\_, passed by the City of Portland, Oregon on the \_\_\_\_ of \_\_\_\_\_, 2011, further extending until December 31, 2011, the terms of the following cable franchises, as applicable:

- (1) the cable franchise issued by the City of Portland to KBL-Portland Cablesystems, L.P, presently operated by Comcast Of Illinois/Ohio/Oregon, LLC as successor to AT&T Broadband of Ohio LLC ("Franchisee"); and
- (2) the cable franchise ("West Portland franchise") issued by the City of Portland to TCI Cablevision of Oregon, Inc., presently operated by Comcast Of Oregon II, Inc. as successor to TCI Cablevision of Oregon, Inc. ("Franchisee")

and agree, as applicable, to abide by the following terms and conditions:

- a. In all respects and without exception, Franchisees and Franchisees' Guarantor Comcast Corporation agree and acknowledge that the extension of the term of the cable franchises will not affect, diminish, impair or supersede the binding nature of the existing valid ordinances, franchises, resolutions and agreements applicable to operation of the cable system, including, but not limited to any existing guarantees, and that during the term of the extension Franchisees shall comply with each and every provision of the franchises 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 of the term extension that is the subject of this Acceptance.
- b. Franchisees and Franchisees' Guarantor Comcast Corporation do not waive and expressly reserve all legal rights they may have under the current Franchises and applicable law, and Franchisees and Franchisees' Guarantor Comcast Corporation specifically acknowledge and expressly accept 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 applicable Franchises that may now exist or may later be discovered to have existed during the term of the Franchises, whether prior or subsequent to the date of the term extension that is the subject of this Acceptance.

**COMCAST OF ILLINOIS/OHIO/OREGON, LLC**  
as successor to AT&T Broadband of Ohio, LLC

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

By \_\_\_\_\_  
Name:  
Title:

This Acceptance was acknowledged before me on the \_\_\_\_\_ day of \_\_\_\_\_, 2011, by \_\_\_\_\_ as \_\_\_\_\_, a duly authorized officer of Comcast Of Illinois/Ohio/Oregon, LLC

Date: \_\_\_\_\_, 2011

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

**COMCAST OF OREGON II, Inc.**  
as successor to TCI Cablevision of Oregon, Inc.

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

By \_\_\_\_\_  
Name:  
Title:

This Acceptance was acknowledged before me on the \_\_\_\_\_ day of \_\_\_\_\_, 2011, by \_\_\_\_\_ as \_\_\_\_\_, a duly authorized officer of Comcast Of Oregon II, Inc.

Date: \_\_\_\_\_, 2011

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

**COMCAST CORPORATION, Guarantor**

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

By \_\_\_\_\_  
Name:  
Title:

This Acceptance was acknowledged before me on the \_\_\_\_\_ day of \_\_\_\_\_, 2011, by \_\_\_\_\_ as \_\_\_\_\_, a duly authorized officer of Comcast Corporation.

Date: \_\_\_\_\_, 2011

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

APPROVED AS TO FORM:

Benjamin Walter  
City Attorney *5/5/2011*

C: Office of Cable Communications and Franchise Management  
1120 SW 5<sup>th</sup> Ave Room 1305  
Portland, OR 97204