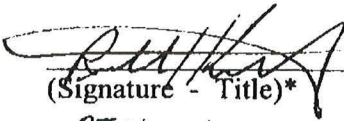


ACCEPTANCE

December 8, 2011

Auditor of the City of Portland
City Hall Room 140
1221 SW 4th Avenue
Portland, Oregon 97204

This is to advise the City of Portland, Oregon that Level 3 Communications, LLC. hereby accepts the terms and provisions of Ordinance No. 185049, passed by the Portland City Council on December 7, 2011, **Extend term of franchise granted to Level 3 Communications, LLC to build and operate telecommunications facilities within City streets (Ordinance; amend Ordinance No. 173930)** and in consideration of the benefits received thereunder by the corporation, Level 3 Communications, LLC hereby agrees to abide by and perform each and all of the applicable terms and provisions thereof.


(Signature - Title)* SR. Manager
RJ Krusley

Level 3 Communications
James Nickerson
1025 Eldora Drive
Broomfield, CO 80021
James.Nickerson@Level3.com
720-888-5648

Approved as to form: **APPROVED AS TO FORM**

CITY ATTORNEY
City Attorney

*When an acceptance is signed by an officer of a firm or corporation, his or her official title must be stated.