

TCI FRANCHISE AMENDMENT

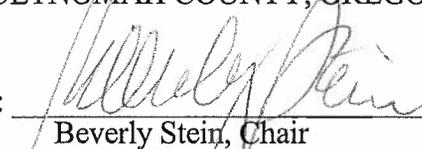
This amendment is to the Franchise Agreement (Agreement) entered into by Multnomah County, Oregon (County) and TCI Oregon, Inc. (TCI) on June 25, 1987.

1. The parties agree that the Agreement is hereby amended to extend the expiration date of the Agreement from June 25, 1997 to July 31, 1997, or until the parties have executed a Renewal Franchise Agreement (Renewal Agreement), whichever comes first.
2. The parties also agree that should the parties enter a Renewal Agreement that is retroactive to July 1, 1997, any disputes arising between the parties regarding the subject matter of either the Agreement or the Renewal Agreement, and concerning the time period from July 1, 1997 to the expiration of this franchise amendment, shall be resolved under the terms of the Renewal Agreement.
3. The parties agree that all terms and conditions of the Agreement not expressly superseded by the provisions of this amendment remain in full force and effect.

ENTERED INTO THIS 30 day of May, 1997.

BOARD OF COUNTY COMMISSIONERS
MULTNOMAH COUNTY, OREGON

By: _____


Beverly Stein, Chair

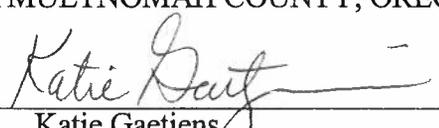
By: _____


TCI of Oregon, Inc.

REVIEWED:

SANDRA N. DUFFY, ACTING COUNTY COUNSEL
FOR MULTNOMAH COUNTY, OREGON

By: _____


Katie Gaetjens
Assistant County Counsel

TCI Franchise Amendment.doc