

**AMENDMENT TO THE CABLE TELEVISION FRANCHISE AGREEMENT
BETWEEN THE COUNTY OF SAN MATEO
AND TCI CABLE PARTNERS OF ST. LOUIS, L.P.**

This amendment, made and entered into this _____ day of _____, 2002, by and between the COUNTY OF SAN MATEO, a political subdivision of the State of California, herein called "COUNTY" and TCI Cable Partners of St. Louis, L.P.

WITNESSETH

WHEREAS, TCI Cable Partners of St. Louis, LP, currently marketing its services as AT&T Broadband ("AT&T") holds a cable franchise ("Franchise") with the County of San Mateo, California ("County"), which AT&T lawfully acquired from USA Media Group, LLC; and

WHEREAS, the term of AT&T's Franchise with the County is currently scheduled to expire on April 30, 2010; and

WHEREAS, AT&T entered into an agreement with Mid-Coast Television, Inc. ("MCTV"), the current provider of PEG programming for this Franchise area, whereby AT&T agreed to shorten the term of the Franchise as part of receiving MCTV's agreement to transfer the PEG Access Agreement from USA Media Group, LLC to AT&T; and

WHEREAS, an amendment to the Franchise agreement between County and AT&T is necessary in order to memorialize the agreement between AT&T and MCTV.

NOW THEREFORE, it is mutually agreed as follows:

SECTION 1. The term of the Franchise shall expire on December 31, 2004.

SECTION 2. Except as amended herein, all existing terms and conditions established by the Franchise shall remain in full force and effect subject to applicable law.

IN WITNESS WHEREOF, the parties hereto have caused this agreement to be executed by their duly authorized representatives on the day and year first above written.

"County"

COUNTY OF SAN MATEO

BY

Jerry Hill, President
Board of Supervisors
County of San Mateo, State of California

ATTEST:

Clerk of said Board / County Manager

TCI Cable Partners of St. Louis, LP

By: _____

Name/Title: _____