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April 13, 2010

Jeff R. Derouen  
Executive Director  
Kentucky Public Service Commission  
211 Sower Boulevard  
Frankfort, Kentucky 40602-0615

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**APR 16 2010**

**PUBLIC SERVICE  
COMMISSION**

Re: Insight Phone of Kentucky, LLC  
Notice Change in Corporate Structure

Dear Mr. Derouen:


Insight Phone of Kentucky, LLC ("Insight Phone") hereby notifies the Commission that on April 1, 2010 its parent company, Insight Communications Company, Inc. ("Insight Communications"), consummated a corporate restructuring involving the sale of shares to an investor group led by Crestview Partners and MidOcean Partners. A copy of the press release describing the transaction is attached to this notice.

This transaction resulted in the investment group holding approximately 42 percent of the equity of Insight Communications. Following the transaction, the previous owners of Insight Communications continue to hold 58 percent of the equity of the company.

This transaction did not affect voting control of Insight Communications or Insight Phone. Voting control, including the power to elect a majority of the board of directors of Insight Communications, remains with Sidney R. Knafel, chairman of the board of Insight Communications, certain shareholders related to Mr. Knafel, and Michael Wilner, CEO of Insight Communications.

Please feel free to call me at 917 286-2254 if any questions should arise in connection with this notice.

Respectfully submitted,

  
Gregory Cameron  
VP Telecom Legal Affairs

Enclosure

 **Insight**  
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Contact: Sandy Colony | SVP, Corporate Communications | Insight Communications | 917-286-2300

## For Immediate Release

### **Insight Announces Equity Investment by Crestview and MidOcean Experienced Cable Investors Partner with Carlyle in Next Phase of Company Growth**

**NEW YORK – April 1, 2010** – Insight Communications Company, Inc., the ninth largest cable operator in the United States, today announced that an investor group led by Crestview Partners and MidOcean Partners has purchased a significant equity position in Insight from certain existing shareholders, including The Carlyle Group. At the conclusion of this transaction and the related share repurchases by Insight referred to below, Carlyle and the new investor group each will hold an approximate 42% equity interest in Insight, with the company's management, employees and certain other shareholders continuing to hold the remaining equity interests. The transactions are expected to be completed by the end of the second quarter.

Crestview and MidOcean have a successful history of partnering together in the cable sector, having jointly acquired OneLink Communications, a telecommunications company based in San Juan, Puerto Rico, in 2005. Carlyle and company management acquired Insight in December 2005 in a going-private merger.

Jeffrey Marcus, Partner at Crestview Partners and head of the firm's Media and Communications Group, said, "Insight is a company I have long admired, and I have the highest respect for their talented management team. We are proud to become their partners and hope to contribute to their continued success." Mr. Marcus added, "This is Crestview's third investment in the cable sector. We recently helped lead the successful restructuring of Charter Communications, the nation's fourth largest cable operator, and continue to hold a significant stake in that company."

Tyler Zachem, Managing Director at MidOcean said, "We are pleased to be partnering with Crestview, Carlyle and Insight management in this investment. We are impressed with Insight's market positioning and prospects for growth and look forward to bringing our resources and experience in the cable sector to help Insight achieve its strategic objectives."

Michael Willner, Insight's chief executive officer stated, "The investment by Crestview and MidOcean reflects a validation of our strategy for growth. Insight is a robust, healthy company in a dynamic industry. The addition of Crestview's Jeff Marcus, a hugely successful cable entrepreneur, and MidOcean's Tyler Zachem will bring new perspectives to our board as we position ourselves for a competitive and vibrant future."

"We are delighted to be bringing on experienced cable investors such as Crestview and MidOcean as our new partners in this investment," said James Attwood, Global Head of the Telecommunications and Media Group at The Carlyle Group. "Since our initial investment more than four years ago, the Insight team has done a tremendous job in creating value for our investors and we look forward to participating in the next stage of the company's growth."

Insight's chairman of the board Sidney R. Knafel, certain related holders and its CEO Michael S. Willner will continue to hold a series of shares enabling them to elect a majority of Insight's board of directors. The transactions will not have an impact on Insight's day-to-day business operations or its customers. The company's current management team will remain in place.

As part of the transactions, Insight will offer to purchase certain shares from its existing shareholders at the same price per share as in the Crestview and MidOcean transaction.

This press release is not an offer to purchase securities of Insight Communications or its subsidiaries, or a solicitation of an offer to sell securities of Insight Communications or its subsidiaries. The offer will be made to existing shareholders for certain shares through separate materials to be disseminated by the company to such holders.

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Any statements in this release that are not historical facts are forward-looking statements. These forward-looking statements are subject to risks and uncertainties and are subject to change based upon a variety of factors that could cause actual events and results to differ materially from those we anticipate. Insight does not undertake any obligation to update or release any revisions to these forward-looking statements to reflect events or circumstances after the date of this release or to reflect the occurrence of unanticipated events, except as required by law.

**About Insight Communications:**

Insight Communications is currently the ninth largest cable operator in the United States with approximately 775,700 customer relationships in the three contiguous states of Kentucky, Indiana and Ohio. Insight offers bundled, state-of-the-art video, high-speed Internet and voice telephony services to its customers.

**About The Carlyle Group:**

The Carlyle Group is a global private equity firm with \$88.6 billion of assets under management committed to 67 funds as of December 31, 2009. Carlyle invests in buyouts, growth capital, real estate and leveraged finance in Africa, Asia, Australia, Europe, North America and South America. Since 1987, the firm has invested \$59.6 billion of equity in 952 transactions for a total purchase price of approximately \$233.0 billion. The Carlyle Group employs more than 860 people in 19 countries. In the aggregate, Carlyle portfolio companies have more than \$84 billion in revenue and employ more than 398,000 people around the world. For more information, visit [www.carlyle.com](http://www.carlyle.com).

**About Crestview Partners:**

Founded in 2004, Crestview Partners is a value-oriented private equity firm based in New York with approximately \$4 billion of capital under management. Crestview is led by a group of partners and leaders in the private equity business, media business and former senior management of Goldman Sachs and Morgan Stanley. Crestview currently manages two private equity funds -- Fund I launched in 2005 with approximately \$1.5 billion of capital; Fund II started in 2007 with approximately \$2.5 billion in capital commitments. For more information, visit [www.crestview.com](http://www.crestview.com).

**About MidOcean Partners:**

MidOcean Partners is a premier private equity firm focused on the middle market. With offices in New York and London, MidOcean is committed to investing in high quality companies with stable market positions and multiple opportunities for growth. Targeted sectors include consumer and leisure, media and communications, business and financial services and industrial services. MidOcean brings significant expertise to its focus industries and leverages the firm's broad operational and strategic resources to create value for its investors and partners. For more information, visit [www.midoceanpartners.com](http://www.midoceanpartners.com).