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PUBLIC SERVICE
COMMISSION

April 13, 2006

Kentucky Public Service Commission
P.O. Box 615
211 Sower Blvd.
Frankfort, Kentucky 40601

Re: Consent to Assignment of Pole and Anchor Attachment and Conduit
Occupancy Tariff for CATV (Tariff 1F) effective October 13, 1984 from the
Kentucky Public Service Commission and South Central Bell Telephone
Company (the "Agreement")

Ladies and Gentlemen:

Charter Communications or its affiliate providing services as Charter Communications ("Charter"), has agreed to transfer and assign (the "Transaction") certain of the cable system assets (including the Agreement) owned by Charter in the state of Kentucky to Telecommunications Management, LLC, a Missouri limited liability company doing business as NewWave Communications ("NewWave").

Charter and you are currently parties to the Agreement. At the closing of the Transaction, Charter will assign its right, title and interest in and to the Agreement to NewWave (the "Assignment"). Effective upon the day of closing, NewWave will assume Charter's obligations under the Agreement that accrue from and after the day of closing. To the extent required by the Agreement, Charter respectfully requests your consent to the Assignment. We also request your confirmation that the Agreement is in full force and effect, without default, and that the Assignment will not trigger any breach of the Agreement or permit you to seek any remedy against either Charter or NewWave. Further, you agree that NewWave, its successors and assigns, may assume the Agreement and continue making payments to you according to the original Agreement terms.

Please acknowledge your confirmation and acceptance of the foregoing and your consent to the Assignment by signing this letter below where indicated for your signature and returning it to Maxi Lyons as soon as possible in the enclosed self-addressed, stamped envelope provided.

Your assistance and prompt attention to this request are appreciated. If you have any questions, please call Maxi Lyons at 303-299-8328.

Sincerely,

Charter Communications



Ms. Shannon Dunham, Vice President
Charter Communications

Agreed and Accepted:

TELECOMMUNICATIONS MANAGEMENT, LLC
D/B/A NEWWAVE COMMUNICATIONS



Mr. J. Keith Davidson
Executive Vice President, CFO

Acknowledged and Agreed:

Kentucky Public Service Commission

By: _____

Name:

Title:

Date: _____