

APR 1 7 2006

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 General Exchange Service Tariff-CATV pole Attachment Arrangements effective May 1, 1983 from the Kentucky Public Service Commission for Thacker-Grigsby Telephone Company, Inc. (the "Agreement")

## Ladies and Gentlemen:

Charter Communications VI, LLC 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 VI, LLC
The Mal
Ms. Shannon Dunham, Vice President Charter Communications
Agreed and Accepted:
TELECOMMUNICATIONS MANAGEMENT, LLC D/B/A NEWWAVE COMMUNICATIONS
Mul Carrieron
Mr. J. Keith Davidson
Executive Vice President, CFO
Acknowledged and Agreed:
Kentucky Public Service Commission
By:
Name:
Title:
Date:

P.O. Box 789

Hindman, Kentucky 41822