DIRECTOR OF COMMERCE AND CONSUMER AFFAIRS OF THE STATE OF HAWAII

In the Matter of the Application of INTERMEDIA PARTNERS

For Approval of Refinancing of Kauai Cable Vision

Docket No. 94-06

DECISION AND ORDER NO. 160

The Director reviewed the refinancing transaction submitted by InterMedia Partners in accordance with Term and Condition 3.1 of Decision and Order No. 152, which requires the approval of the Director for any material amendment or modification to the Paradise Loan Agreement. InterMedia Partners is the General Partner of Kauai CableVision and is the Borrower under the Paradise Loan Agreement.

Based on the information presented by InterMedia Partners and the evaluation of this information, the Director believes it is in the public interest to approve the proposed amendment and restatement of the Paradise Loan Agreement. Terms and Conditions 3.7 and 3.11 of Order No. 152 are superseded with this Order.

NOW, THEREFORE, it is hereby ordered that the amendment and restatement of the Paradise Loan Agreement is APPROVED, subject to the attached terms and conditions which are incorporated herein.

DATED: Honolulu, Hawaii, August 2, 1994.

CLIPFORD K. HIGA

Director of Commerce and Consumer Affairs

AMENDED TERMS AND CONDITIONS OF DECISION AND ORDER NO. 160

Terms and Conditions 3.7 and 3.11 of Decision and Order No. 152 are amended and superceded to read as follows:

3.7 Reporting of Communications - Kauai Cable Vision

Kauai CableVision shall within thirty (30) days of receipt submit to the Director a copy of any letter or opinion of the accountants delivered to InterMedia Partners pursuant to Section 8.01(a)(iv) of the Paradise Loan Agreement.

3.11 Paradise Loan Agreement

As used in this Order, "Paradise Loan Agreement" means the Revolving Credit and Term Loan Agreement, dated as of June 1, 1990, among InterMedia Partners (the "Borrower"), each of the Banks identified on the signature pages thereto (the "Banks") and The Bank of New York, as Agent for the Banks (the "Agent"), as amended by the Consent and First Amendment, dated as of July 16, 1990, the Second Amendment, dated as of August 31, 1990, the Third Amendment, and no further amended by Amended and Restated Revolving Credit Agreement, dated as of April 19, 1994, the Borrower and each of the Banks identified on the signature pages thereto and the Bank of New York, as Agent for said Banks, and all other documents related to such transactions.

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing Decision and Order No. 160 in Docket No. 94-06 was served upon the following parties at the addresses shown below by mailing the same, postage prepaid, on this 2nd day of August, 1994:

Ms. Karen J. Linder Partner InterMedia Partners 234 Montgomery Street, Suite 420 San Francisco, CA 94104

Mr. Richard J. Argus General Manager Kauai CableVision Box 2116 3-1866 Kaumualii Highway Lihue, HI 96766

Patti K. Kodama

Secretary