

BEFORE THE
DIRECTOR OF COMMERCE AND CONSUMER AFFAIRS
OF THE STATE OF HAWAII

In the Matter of the Application of)
)
INTERMEDIA PARTNERS)
)
) Docket No. 96-03
)
For Consent to Amendment of)
Credit Facility - Kauai Cablevision)


DECISION AND ORDER NO. 189

The Director reviewed the proposed First Amendment to Amended and Restated Revolving Credit Agreement (hereinafter referred to as the "Paradise Loan Agreement") and related documents, 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 upon on all of the information presented by Intermedia Partners and the evaluation of the same, the Director believes it is in the public interest to approve this proposed amendment to the Paradise Loan Agreement. Because Term and Condition 3.11 of Decision and Order No. 152, as amended by Decision and Order No. 160, defines the Paradise Loan Agreement, said Term and Condition 3.11 shall be amended accordingly.

NOW, THEREFORE, it is hereby ordered that this amendment to the Paradise Loan Agreement is approved, subject to the attached term and condition which is incorporated herein. Except as amended herein, Decision and Order Nos. 152 and 160 and the terms and conditions incorporated therein, respectively, are hereby ratified and shall remain in full force and effect.

DATED: Honolulu, Hawaii October 29, 1996.


Kathryn S. Matayoshi
Director of Commerce and
Consumer Affairs

AMENDED TERM AND CONDITION 3.11

Term and Condition 3.11 of Decision and Order No. 152, as amended by Decision and Order No. 160, is amended in its entirety to read as follows:

3.11 Paradise Loan Agreement

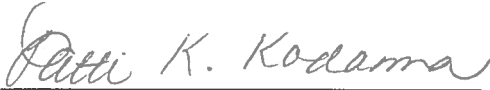
As used in this Order, "Paradise Loan Agreement" means the Revolving Credit and Term Loan Agreement dated as of June 1, 1990, among InterMedia Partners (the "Borrower"), each of the Banks identified on the signature pages thereto (the "Banks"), and The Bank of New York, as Agent for the Banks (the "Agent"), 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, the Amended and Restated Revolving Credit Agreement dated as of April 19, 1994, and as further amended by the First Amendment to Amended and Restated Revolving Credit Agreement dated as of September 5, 1996, and all other documents related to such transactions.

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing DECISION AND ORDER NO. 189 in Docket No. 96-03 was served upon the following parties at the address shown below by mailing the same, postage prepaid, on this 29th day of October, 1996.

MR. DEREK CHANG
Assistant Treasurer &
Director of Treasury Operations
Intermedia Partners
235 Montgomery Street, Suite 420
San Francisco, California 94104

MR. RICHARD ARGUS
Kauai Cablevision
3022 Peleke Street
Lihue, Hawaii 96766



Patti K. Kodama
Secretary