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Ann D. Christ, Of Counsel

March 8, 2006

City Council  
c/o Ms. Susan Galeczka  
City of Rochester Hills  
1000 Rochester Hills Drive  
Rochester Hills, Michigan 48309-3033

Re: ***Transfer of Control of WideOpenWest Holdings, LLC to  
Racecar Acquisitions, LLC***

Dear Council Members:

WideOpenWest Holdings, LLC (WOW) is intending to transfer control of the WideOpenWest Michigan, LLC cable television system serving the Rochester Hills area, along with the rest of its cable television network systems, to Racecar Acquisitions, LLC. The Intergovernmental Cable Communications Authority (ICCA) of which Rochester Hills is a member, reviewed the proposed transfer application and supporting documents, and has determined that the merger agreement is acceptable based on a showing that Racecar Acquisitions has the technical, financial, legal and management capabilities to operate the cable franchise. ICCA passed a resolution recommending its member communities approve the franchise transfer via a resolution with reasonable conditions. (Both resolutions are attached.)

We have reviewed the recommendation of ICCA's counsel and the supporting documents provided by WOW and concur with the ICCA resolutions. The key points of consideration in the merger proposal are the operational capabilities along with Racecar's certification that it will assume all WOW obligations, known and unknown, and that the merger will not cause subscriber prices to increase.

Pursuant to law, the City is required to act on the transfer request within 120 days of receipt of FCC Form 394. The WOW transmittal letter was dated December 22, 2005, and received, with supporting documentation, on or about December 27, 2005. The City does not appear to have a date-stamped copy indicating the actual date received; therefore, the City should act on the transfer application by April 22, 2006 (120 days from December 22, 2005), if not sooner. At least a few of the ICCA local franchise authorities have already approved the transfer application (City of Rochester and City of Ferndale).

In considering the transfer application, the City has four options:

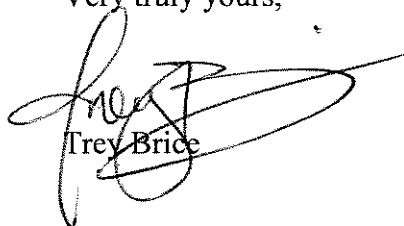
1. Consent to the transfer.
2. Take no action prior to the expiration of the 120-day period from the receipt of the transfer application, in which case consent will be deemed unconditionally granted.
3. Disapprove the application. It is expressly provided under the franchise agreement and presumed under applicable law, that the City may not unreasonably withhold its consent and, hence, must have reasonable grounds for any disapproval.
4. Consent to the transfer subject to reasonable conditions.

The applicants provided a model resolution to approve the transfer without conditions. ICCA, however, has recommended consent subject to specific conditions and has provided a proposed resolution, attached hereto for Council's review. The proposed conditions require Racecar Acquisitions, as the transferee, to (1) notify the City and other local franchise authorities of any change in service or operation, or change in system operation personnel; (2) remediate any existing defaults, whether known or unknown, in the current franchise agreement; (3) cooperate in a franchise fee review; (4) agree to be bound by local ordinances; and (5) reimburse the City its reasonable expenses incurred in the review of the transfer application.

Having reviewed the transfer application materials and being apprised of the circumstances of the transfer, it is our opinion that the transfer of the cable system franchise from WideOpenWest to Racecar Acquisitions would not be detrimental to the City or any of its subscriber citizens.

If there are any questions or concerns, please feel free to contact us.

Very truly yours,



Trey Brice

TB/ab  
Enclosures

cc: Mayor Somerville (w/enc)  
Mr. Edward Anzek (w/enc)  
Mr. Jason Dale (w/enc)

LAWRENCE R. TERNAN  
STEPHEN W. JONES  
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February 16, 2006

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(1917 - 2003)

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To All ICCA Attorneys

**Re: Transfer Control of WideOpen West  
Holdings, LLC to Racecar Acquisition LLC**

Dear Ladies and Gentlemen:

An informational meeting with respect to the above matter is scheduled for Thursday, February 23, 2006 at 4:00 p.m. at Beier Howlett. Please contact my legal assistant, Janine A. Cochran at (248) 645-9400 ext. 254, if you are able to attend.

Very truly yours,

**BEIER HOWLETT, P.C.**

  
Timothy J. Currier

TJC/jc

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TO: ICCA City Managers, City Attorneys  
And ICCA Delegates

**Re: Transfer Control of WideOpen West  
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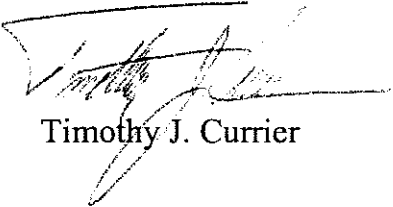
Enclosed you will find the following with respect to the above matter:

1. A letter dated February 14, 2006 to the members of the ICCA Board;
2. A letter dated February 15, 2006 to the communities of the ICCA;
3. A Resolution of the ICCA Recommending to the Member Communities the Adoption of the Resolution Granting Consent to the Transfer of Control of the Cable Television System; and,
4. A Resolution Granting Consent to the Transfer Control of the Cable Television System.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

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Timothy J. Currier

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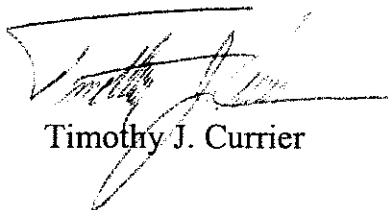
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February 14, 2006

Intergovernmental Cable Communications Authority  
26815 Scotia Road  
Huntington Woods, MI 48070

**Re: Transfer Control of WideOpen West  
Holdings, LLC to Racecar Acquisition LLC**

Dear Members of the ICCA Board:

We have completed our review of the documents furnished by the parties of the above referenced transfer. This letter contains our report and recommendation regarding this matter:

**A. Timing.** As you are aware, the Local Franchising Authority (LFA) must generally act upon an application for franchise authority consent to transfer control of a cable television franchise (FCC Form 394) prior to the expiration of 120 days from the LFA's receipt of Form 394.

WideOpen West's transmittal letter to Form 394 is dated December 22, 2005. The LFAs received Form 394 on December 27, 2005. Therefore, the LFA must act upon the application for consent on or before 120 days from the date your community received Form 394. If the LFA fails to do so, it will be deemed to have given its unconditional consent to the transfer. We stated that the LFA's must "generally" respond to the application prior to the expiration of the 120-day period. That period is subject to an extension that the applicants, or either of them, failed to file in a timely fashion the information required by Form 394 or such information as reasonably required by the LFA. Section 617 of the Communications Act of 1934, as amended (47 USC 537) states a franchise authority shall have 120 days to act upon a request for transfer of approval if the request "...contains or is accompanied by such information as required in accordance with Commission regulations by the Franchising Authority".

The LFA may require, either in its regulatory ordinance, or in the Franchise Agreement, or otherwise, additional information which is relevant and reasonable to request. It is in this regard that you are in receipt of all written inquiries dated January

February 14, 2006

Page 2

18, 2006 and the January 26, 2006, January 27, 2006, and the January 30, 2006 responses thereto. Further, Mr. Mark Dineen and Mr. Craig D. Martin, representatives from WideOpen West, conferred with the undersigned on February 9, 2006 at the offices of Beier Howlett. Representatives of WideOpen West plan to appear before the ICCA Board meeting of February 15, 2006.

**B. Possible Actions by the LFA.** We believe you are aware, but it is worth repeating, the possible actions of the LFA in response to an application for consent to transfer control are:

1. Consent to the Transfer;
2. Failure to take any action prior to the expiration of a 120-day period from the LFA's receipt of the application for consent in which case consent will be deemed unconditionally granted unless the LFA applicants agree to an extension of time.
3. Disapprove the application. It is expressly provided under the Franchise Agreement, and is presumed under application law, the LFA may not withhold its consent unreasonably and hence must have reasonable grounds for this disapproval.
4. Consent, subject to reasonable conditions.

**C. Parties involved in the transfer.** The transferor is WideOpen West Holdings, LLC, which is a Delaware Limited Liability Company. WideOpen West's Network, Inc., WideOpen West, Illinois, Inc., WideOpen West, Ohio, Inc. and WideOpen West Cleveland, Inc. are wholly owned subsidiaries of WideOpen West Holdings, LLC. WideOpen West Finance, LLC is a wholly owned subsidiary of WideOpen West Illinois, Inc., WideOpen West of Ohio, Inc. and WideOpen West Cleveland, Inc. In turn, WideOpen West Finance, LLC owns WideOpen West Illinois, LLC, WideOpen West Michigan, LLC, WideOpen West of Ohio, LLC and Wide Open West Cleveland LLC. The transferee in this transaction is Racecar Acquisition, LLC, which is a Delaware Limited Liability Company. Racecar Acquisition, LLC is a wholly owned subsidiary of Racecar Holdings, LLC, also a Delaware Limited Liability Company. Racecar Holdings, LLC is owned by Avista Capital Partners, (which is the control investor), certain minority co-investors and Management Investors. Messrs. Thompson Dean and Steven Webster control Avista. Mr. Dean is from New York City, New York, and Mr. Webster is from Houston, Texas.



**D. Documents Reviewed.** Documents furnished to the ICCA Communities in connection with the transfer and reviewed by our office include the following:

1. Transmittal correspondence dated December 22, 2005 from Mr. Mark Dineen, Senior Vice President/General Manager of WideOpen West.
2. A proposed Resolution authorizing the consent to transfer the control of the LFA's cable franchise.
3. FCC Form 394 dated December 22, 2005 (application for Franchise Authority Consent to Assignment or Transfer of Control of cable television franchise) and related exhibits and documents.
4. The January 26, 2006 letter from Mr. D. Craig Martin, General Counsel of WideOpen West to the undersigned, the January 27, 2006 letter from D. Craig Martin to the undersigned and the January 30, 2006 letter to the undersigned. In addition, the January 26, 2006 letter had attached thereto several exhibits including a September 13, 2005 letter from Thompson Dean and Steven Webster describing the financing arrangements, which were received pursuant to an understanding of confidentiality. A December 12, 2005 letter from Credit Suisse First Boston LLC regarding financing also received pursuant to an understanding of confidentiality; proforma projected income statements and balance sheets also received pursuant to an understanding of confidentiality.
5. An unredacted copy of the Agreement and Plan of Merger by WideOpen West, LLC, Racecar Acquisitions, LLC and other parties thereto dated December 13, 2005 and accompanying schedules which were received pursuant to an understanding of confidentiality as to the heretofore redacted material.

**E. Summary of Pertinent Information.** Pertinent information furnished in the various sections and exhibits of Form 394 as well as the additional information that is identified above are set forth below:

1. Agreement and Plan of Merger dated December 13, 2005. The purchase price, subject to the adjustments set forth in the Agreement, has been redacted from the 394 application provided to the LFAs and pursuant to the understanding of confidentiality will not be discussed in this report.

In response to my inquiry of January 18, 2006, Mr. D. Craig Martin, WOW's general counsel advised as follows:

Racecar Acquisition, LLC hereby certifies that the consummation of the Agreement and Plan of Merger by and among WideOpen West, LLC and Racecar Acquisition, LLC dated as of December 13, 2005 will not cause any increases in subscriber prices in the membership communities of the Intergovernmental Cable Communications Authority signed by Ben Silbert, Vice President of Racecar Acquisition, LLC dated January 26, 2006.

Further, in response to my letter of January 18, 2006 Mr. Martin advises as follows:

"Racecar Acquisition, LLC hereby certifies that upon consummation of the Agreement and Plan of Merger by and among WideOpen West Holdings, LLC and Racecar Acquisition, LLC dated as of December 13, 2005 Racecar Acquisition, LLC will assume all obligations known or unknown of each franchise between WideOpen West, LLC and the member communities of the Intergovernmental Cable Communications Authority signed by Racecar Acquisitions, LLC Ben Silbert, Vice President January 26, 2006." (Exhibit 5)

2. Statement Regarding Completeness. (Exhibit 1) The Agreement states that the closing of the transaction will be July 31, 2006.

This appears to us to constitute a guarantee by Racecar Acquisitions, LLC of the obligations of WideOpen West under the franchise.

3. Financial Data (Exhibits 9 to the 394 Application and Exhibits 2, 3 and 4 (all received under an understanding of confidentiality) to the letter of January 26, 2006 from D. Craig Martin.

Under these tabs, the transferee explains that it is a newly formed privately held limited liability company that does not issue stock and that the assets of WideOpen West may be pledged to secure indebtedness at sometime in the future. Under Exhibit 9 attached to the 394 application, the following statement regarding the financial statements of the transferee is made:

Upon consummation of the transaction, the transferee will succeed to own and control, all of the assets and operations of WOW! as it presently

exists. Attached are the most recent financial statements for WOW!, prepared in accordance with generally accepted accounting principles, including a balance sheet and an income statement for at least one full year that has been prepared in the ordinary course of business. The financial statements are marked "CONFIDENTIAL" and are to be maintained by the franchise authority and its agents as confidential to the extent permissible by law. The WideOpen West consolidated balance sheet for December 31, 2004 shows total assets of \$283,334,340 of which \$4,668,764 is in cash and \$252,358,226 is the plant property equipment net of accumulated depreciation.

**F. Statement Regarding Technical Qualification (Exhibit 10).** A response to our January 18, 2006 letter and the January 26, 2006 response by Mr. Martin. As you are aware, ICCA and its member communities previously considered and approved the technical qualifications of the current franchise holder pursuant to a 394 application dated June 6, 2001 franchise to franchise from Ameritech New Media, Inc. to WideOpen West Holdings, LLC. We are informed that the WOW! senior management team consisting of Colleen Abdoulah, President and CEO; Steven Cochran, Chief Financial Officer; Michael Brody, Chief Technical Officer; Kathy Kuo, Senior Vice President of Marketing and Sales; Mark Dineen, Senior Vice President; Calvin Fee; Randy Nungester; Michael Furst; Janice Turner and Craig Martin, General Counsel and Secretary will all be remaining with WideOpen West after the Agreement and Plan of Merger has been fully implemented. In addition, we are informed that WideOpen West has a total of 225 employees in Michigan that services 42 LFA's including the member communities of the ICCA. In addition, WideOpen West Michigan, LLC is serviced by the Customer Care Center in Colorado Springs, Colorado with 275 employees. Of the employees identified above, 146 are service (broadband) technicians, 59 are Michigan administrators, managers and supervisors, and 275 are the service representatives, managers and support staff at the Customer Care Center in Colorado. In addition, WideOpen West engages four independent contractors to meet the franchise needs of the member communities with respect to service matters.

**G. Resolution and Ordinance Granting to the Transfer Control of the Cable Television System and Franchise.**

Contained with the material, but not in tab form, was a model Resolution prepared by the applicants for adoption by the local franchise authorities of ICCA. It is our recommendation for the reasons set forth below that the LFAs of ICCA should approve the transfer, but not by adoption of the model resolution. Instead, the LFA should adopt a different Resolution by ordinance, if that method of adoption is required by your charter, one which approves the transfer subject to specific conditions. We are

February 14, 2006

Page 6

mindful that back in 2001 we approached the transfer of the franchise from Ameritech New Media with some serious concerns. Over the last 4 ½ years WideOpen West has demonstrated that it is a very capable provider of cable television services to our communities with a particularly good record regarding customer service. In addition, we are informed that its customer base has grown from 293,000 basic customers to over 344,000. We, therefore, recommend that the ICCA and the municipalities adopt the attached form of Resolution of approval subject to conditions.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

**BEIER HOWLETT, P.C.**

A handwritten signature in black ink, appearing to read "Timothy J. Currier", written over a horizontal line.

Timothy J. Currier  
Attorney for the  
Intergovernmental Cable Communications Authority

TJC/jc

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February 15, 2006

Communities in the Intergovernmental  
Cable Communications Authority

**Re: Transfer to Racecar Acquisitions, LLC**

Dear Members of the Intergovernmental  
Cable Communications Authority:

All of the members of the ICCA, with the exception of Auburn Hills and Oakland Township have been using WideOpen West Michigan, LLC as one (1) of their (2) cable television providers. As I am sure you are aware, recently ICCA and the communities have been in receipt of a request to the transfer control of the WideOpen West Michigan, LLC cable television system to Racecar Acquisitions, LLC. Enclosed you will find our report to ICCA regarding the review of the transfer documents as well as additional information, which we received with respect to this matter.

ICCA has recommended that the transfer be approved with conditions. The Resolution adopted by ICCA and recommended by ICCA to your community for adoption is enclosed. From a review of our report, and from discussions with each of your individual delegates to ICCA, I am sure you will appreciate the effort that ICCA put in to review this matter resulting in this recommendation.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

**BEIER HOWLETT, P.C.**



Timothy J. Currier  
Attorney for the  
Intergovernmental Cable Communications Authority

TJC/jc

**RESOLUTION OF THE ICCA  
RECOMMENDING TO THE MEMBER COMMUNITIES  
THE ADOPTION OF THE RESOLUTION GRANTING CONSENT TO  
THE TRANSFER OF CONTROL OF THE CABLE TELEVISION SYSTEM**

Moved by Tom Werth Supported by Tony Lehmann

**WHEREAS**, WideOpen West Michigan, LLC (WOW!) is the current franchisee for the Local Franchise Authorities within the Intergovernmental Cable Communications Authority (ICCA); and,

**WHEREAS**, WideOpen West Holdings, LLC and Racecar Acquisition, LLC submitted an application on December 27, 2005 for Franchise Authority Consent to the transfer control of the cable television franchise; and,

**WHEREAS**, the ICCA has reviewed the information contained in FCC Form 394 application, documents and additional information provided by WideOpen West Holdings, LLC and does recommend consent to the transfer be granted with conditions.

**NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:**

1. That the ICCA does hereby recommend that the consent to the transfer of control of the franchise from WideOpen West Holdings, LLC to Racecar Acquisition, LLC be granted and that the member communities adopt the Resolution which is attached hereto and incorporated by reference.

AYES: City of Clawson, City of Pleasant Ridge, City of Royal Oak, City of Berkley, City of Troy, City of Huntington Woods, City of Rochester and City of Rochester Hills

NAYS: \_\_\_\_\_

PRESENT: City of Clawson, City of Pleasant Ridge, City of Royal Oak, City of Berkley, City of Troy, City of Huntington Woods, City of Rochester and City of Rochester Hills

ABSENT: City of Ferndale, City of Auburn Hills, and Oakland Township

\_\_\_\_\_  
Clerk

LAWRENCE R. TERNAN  
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(1917 - 2003)

OF COUNSEL  
JAMES L. HOWLETT  
DANIEL C. DEVINE, SR.  
ROBERT G. WADDELL  
PHYLLIS AIUTO ZIMMERMAN  
JOHN F. SHANTZ

SPECIAL COUNSEL  
DONALD H. GILLIS

PONTIAC TELEPHONE  
(248) 338-9903

FACSIMILE  
(248) 645-9344

beierhowlett.com

January 18, 2006

Mr. D. Craig Martin, Esquire  
General counsel and Secretary  
WOW Internet and Cable  
259 East Michigan Avenue, Suite #206  
Kalamazoo, MI 49007

Mr. Mark Dineen  
General Manager & Senior Vice President  
WideOpen West Michigan, LLC  
950 Whitcomb  
Madison Heights, MI 48071

Ms. Elizabeth A. Hammond  
Dranker, Biddle and Reath LLP  
1500 Kay Street NW  
Suite #1100  
Washington, DC 20005

**Re: FCC Form 394 Application For Franchise Authority Consent to Assignment for Transfer Control of Cable Television Franchise From WideOpen West Holdings, LLC to Racecar Acquisition, LLC**

Dear Ms. Hammond and Messrs Martin and Dineen:

This office represents the Intergovernmental Cable Communications Authority (the ICCA), which is a consortium of communities through an Intergovernmental Agreement which administers cable franchises with WideOpen West. The member communities of the ICCA that have WideOpen West as a provider are Troy, Royal Oak, Pleasant Ridge, Huntington Woods, Ferndale, Clawson, Berkley, Rochester Hills and Rochester. We are in receipt of the above referenced application and documents. The ICCA cable communities received them on December 27, 2005. We are in need of the following information in order to process your request:

1. In FCC-394 Section 2, question 3, it states that you are not qualified to transact business in the State in which this system operates. In Exhibit number 6 you provide the following statement:

“Transferee is a Delaware Limited Liability Company that indirectly will own and control the current franchise holder, which, in turn, is qualified to transact business in the State.”

Please provide an organizational chart on how Racecar Acquisition, LLC will "indirectly" own and control the current franchise holder. Please provide WideOpen West's Certificate of Good Standing for doing business in the State of Michigan, or a current and valid Certificate of Authority to do business in the State of Michigan. Further, please advise whether this transaction will in any way jeopardize the current standing of WideOpen West to conduct business in the State of Michigan.

2. In FCC-394 Section 2, question 6, and related tab 7 you state that it is possible that, in certain circumstances, that Dean and Webster could be required to fund Avista's and investment directly at the closing of the acquisition of WOW! Please describe in detail the "certain circumstances" that you refer to.

3. In FCC-394 Section 2, question 7 and Exhibit 8 you state as follows:

"As a part of this transaction, the Transferee intends to enter into a debt finance arrangement with the third party. The documents for such financing have not been drafted or agreed to at this time."

Please identify the third party with whom the debt financing was going to be placed. Further, please advise when the debt financing documents will be ready for review and provide a copy of same as soon as they are available.

4. In FCC-394 Section 3, question 1 you certify that the Transferee/Assignee has sufficient net liquidate assets on hand or available from committed resources to consummate the transaction and operate the facilities for three months. However, in Exhibit 9 you attach the financial statements of WideOpen West Finance, LLC for the years ending in 2004 and 2003. The Transferee in this transaction is Racecar Acquisition, LLC. Please provide the financial statements of Racecar Acquisition, LLC or its members to demonstrate the certification you made in Section 3, question 1.

5. Under tab 1 you have included a statement which, in part reads as follows:

"A redacted copy of the executed Agreement of Plan of Merger, dated December 13, 2005 between WideOpen West Holdings, LLC ("WOW") and Racecar Acquisition, LLC ("Racecar"), which includes Racecars' acceptance of the terms of the municipality's cable ordinance and Racecar's covenant to perform all conditions under such ordinance is attached hereto as Exhibit 2."

At the present time we request the statement from the Transferee as a formal part of the transfer request that reads as follows:

"In all instances, the Transferee will assume all obligations known or unknown of the existing franchise."



6. We request a statement from the Transferee that the proposed transaction will not cause any increases in subscriber prices.

7. The application provides a copy of a redacted Agreement and Plan of Merger by and among WideOpen West Holdings, LLC, Racecar Acquisition, LLC and other parties hereto. Please provide an unredacted copy of the Agreement and Plan of Merger, including, but not limited to a full disclosure of the purchase price, payment terms and conditions.

8. Please identify all existing defaults that you are aware of that have not been brought to the attention of the franchisor. If you are not aware of any defaults, please certify that you have made a due diligence inquiry as to the existence of such default and provide a description of the due diligence efforts that you have taken with regard to this certification.

9. Please provide copies of the current franchisee's existing Lease or Sub-Lease Agreements. In addition, provide a copy of all telecommunication right-of-way permits issued to the Transferee or Transferor or any related company of the Transferee or Transferor that is using the excess fiber optic capacity of the cable television system. Further, provide a statement as to whether the transfer of the cable franchise related transaction contemplates a sale, lease, assignment, exchange, transfer or any other way affects existing agreements from the cable television franchise and the telecommunications provider.

10. Provide a statement acknowledging any lease or sublease payments by the third parties to the franchisee are within the definition of gross revenues of the cable franchise agreement as defined by the Cable Regulatory Ordinance.

11. Please write a statement that the Transferee and the Transferor will provide full and immediate cooperation with respect to any audit or franchise fee examination being conducted by local franchise authorities including, but not limited to the transmission of any necessary information to the ICCA or its designated auditors or attorneys upon their request within ten (10) days from the date of the request of said information.

12. Please identify the number of employees WOW! has in the ICCA franchise area.

13. Please identify the number of employees in the franchise area by employment classification i.e. service technician, service representatives, administrators, etc.

14. Please identify the number of employees WOW! intends to maintain on staff to service the ICCA franchise area after the FCC-394 transfer is completed.

15. Please identify the number of employees that are independent contractors that are needed to meet the ICCA franchise needs.

January 18, 2006

Page 4

16. Please estimate the amount of WOW's operating capital for the year following the transfer of this franchise is approved. In this regard, please identify any finance arrangements with respect to such operating capital.

Very truly yours,

**BEIER HOWLETT, P.C.**

Timothy J. Currier  
Attorney for the  
Intergovernmental Cable Communications Authority

TJC/jc

cc: ICCA Communities & Attorneys for the Communities  
ICCA Board Members  
Mr. Donald H. Gillis, Esquire



**D. Craig Martin**  
E-Mail: [cmartin@wideopenwest.com](mailto:cmartin@wideopenwest.com)

Direct Dial: 269-567-4200

January 26, 2006

**Via Federal Express**  
**Timothy Currier, Esq.**  
Beier Howlett  
200 E. Long Lake Road, Suite 110  
Bloomfield Hills, MI 48304

**Re: Application of WideOpenWest Holdings, LLC and Racecar Acquisition, LLC (FCC Form 394) for Consent to Change of Control; Response to Request of ICCA Request for Supplemental Information**

Dear Tim:

As requested pursuant to your letter dated January 18, 2006, we enclose three (3) copies of the referenced Response.

We look forward to meeting with you at your earliest convenience to discuss any questions that your member communities may have.

Very truly yours,

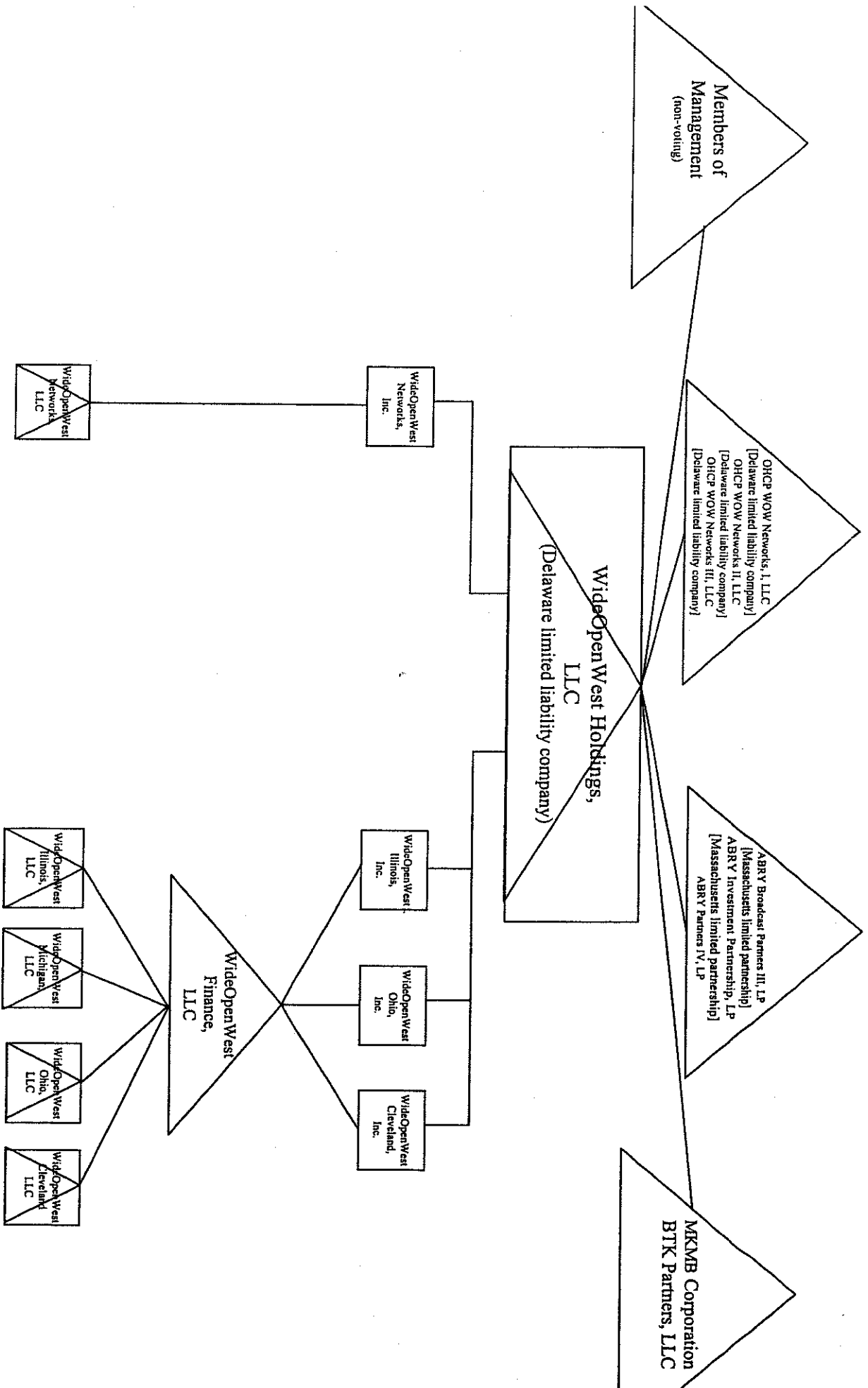
WOW!

  
**D. Craig Martin**  
**General Counsel**

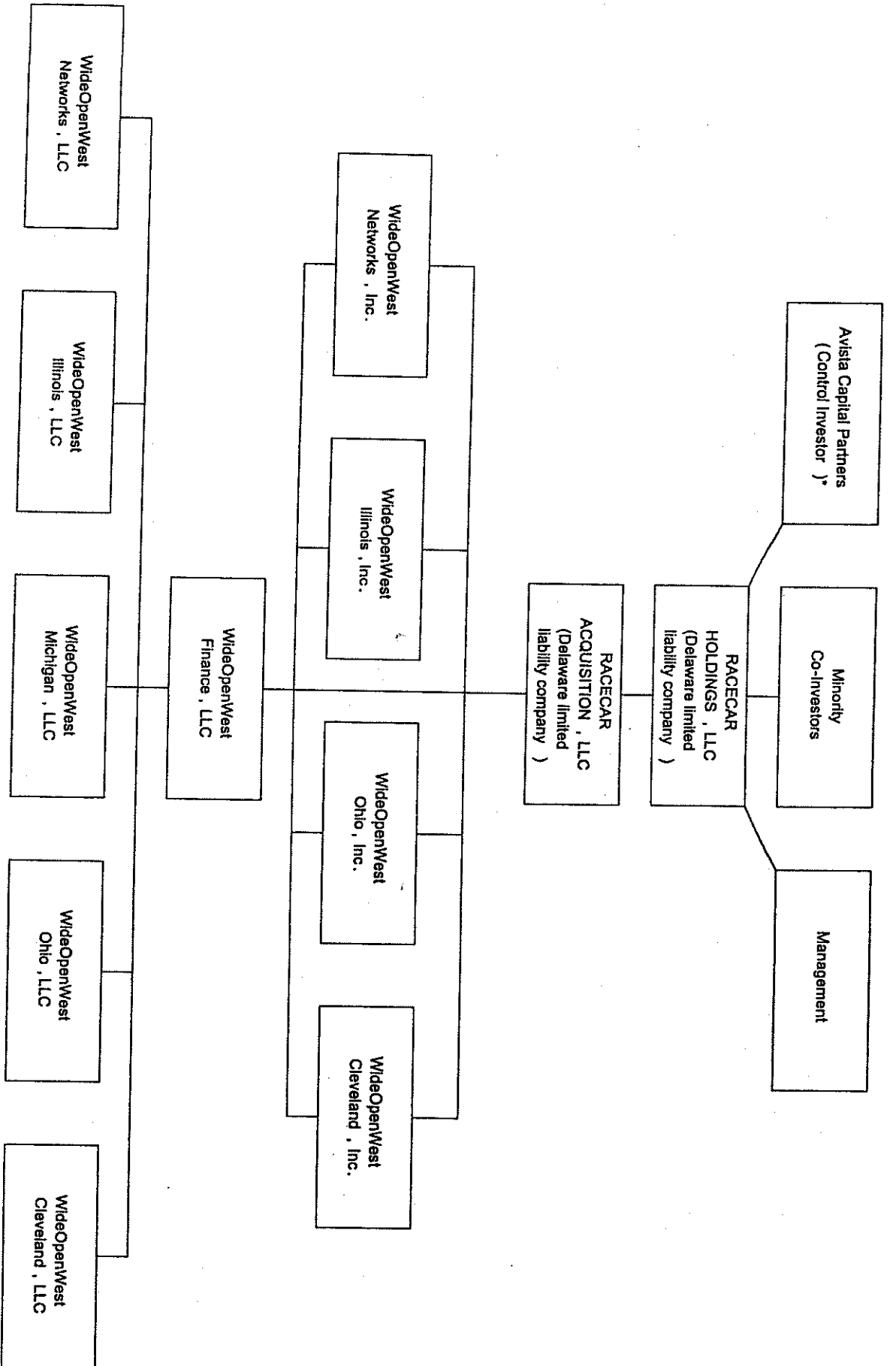
cc: Mark Dineen  
Elizabeth Hammond  
Ben Silbert, Esq.

# EXHIBIT A

# Pre-Merger Organizational Diagram



# POST-MERGER ORGANIZATIONAL DIAGRAM



\* Control Investor with ownership of more than 50% of the voting securities of Racecar Holdings, LLC.

# EXHIBIT B

**MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES**  
**BUREAU OF COMMERCIAL SERVICES**

Date Received:

**MAY 17 2001**

(FOR BUREAU USE ONLY)

This document is effective on the date filed, unless  
 a subsequent effective date within 90 days after  
 received date is stated in the document.

**FILED****MAY 17 2001**

Administrator  
 BUREAU OF COMMERCIAL SERVICES

EFFECTIVE DATE:

Name

517-663-2525 Ref #13437  
 Attn: Cheryl J. Bixby  
 MICHIGAN RUNNER SERVICE  
 P.O. Box 266  
 Eaton Rapids, MI 48827

Zip Code

- Document will be returned to the name and address you enter above.  
 If left blank document will be mailed to the registered office.

**B**

**APPLICATION FOR CERTIFICATE OF AUTHORITY  
 TO TRANSACT BUSINESS IN MICHIGAN**

For use by Foreign Limited Liability Companies  
 (Please read information and instructions on last page)

*Pursuant to the provisions of Act 23, Public Acts of 1993, the undersigned limited liability company executes  
 the following Application:*

1. The name of the limited liability company is:

WideOpenWest Michigan, LLC ✓

2. (Complete this item only if the limited liability company name in item 1 is not available for use in Michigan.)  
 The assumed name of the limited liability company to be used in all its dealings with the Bureau and in the  
 transaction of its business in Michigan is:

3. It is organized under the laws of Delaware

The date of its organization is May 4, 2001

The duration of the limited liability company if other than perpetual is \_\_\_\_\_

4. The address of the office required to be maintained in the state of organization or, if not so required, the principal  
 office of the limited liability company is:

1040 Stony Hill Road, Suite 325      Yardley      PA      19067

(Street Address)

(City)

(State)

(ZIP Code)



5. a. The address of its registered office in Michigan is:

601 Abbott Road East Lansing, Michigan 48823  
(Street Address) (City) (ZIP Code)

b. The mailing address of the registered office if different than above:

\_\_\_\_\_, Michigan \_\_\_\_\_  
(Street Address or P.O. Box) (City) (ZIP Code)

c. The name of the resident agent at the registered office is:

CSC-Lawyers Incorporating Service (Company)\*

6. The Department is appointed the agent of the foreign limited liability company for service of process if no agent has been appointed, or if appointed, the agent's authority has been revoked, the agent has resigned, or the agent cannot be found or served through the exercise of reasonable diligence.

The name and address of a member or manager or other person to whom the administrator is to send copies of any process served on the administrator is: (Must be different than agent shown in Item 5c)

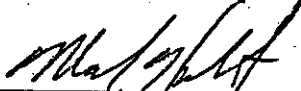
WideOpenWest Networks, LLC  
(Name)

1040 Stony Hill Road, Suite 325 Yardley PA 19067  
(Street Address) (City) (State) (ZIP Code)

7. The specific business which the limited liability company is to transact in Michigan is as follows:  
High speed internet and cable television services.

The limited liability company is authorized to transact such business in the jurisdiction of its organization.

Signed this 11<sup>th</sup> day of May, 2001

By   
(Signature)

Mark Haverkate, President  
(Type or Print Name) (Type or Print Title)

## EXHIBIT 2

Privileged Confidential  
Information provided  
under separate cover

## EXHIBIT 3

Privileged Confidential  
Information provided  
under separate cover

# EXHIBIT 5

Exhibit 5

Assumption of Franchise Obligations

Racecar Acquisition, LLC hereby certifies that upon consummation of the Agreement and Plan of Merger by and among WideOpenWest Holdings, LLC and Racecar Acquisition, LLC dated as of December 13, 2005, Racecar Acquisition will assume all obligations known or unknown of each franchise between WideOpenWest Michigan, LLC and the member communities of the Intergovernmental Cable Communications Authority.

**Racecar Acquisition, LLC**

By: 

Its: Ben Silbert, Vice President

Dated: 1/26/06

# EXHIBIT 6

Exhibit 6

Statement Concerning Subscriber Prices

Racecar Acquisition, LLC, hereby certifies that consummation of the Agreement and Plan of Merger by and among WideOpenWest Holdings, LLC and Racecar Acquisition, LLC, dated as of December 13, 2005, will not cause any increases in subscriber prices in the membership communities of the Intergovernmental Cable Communications Authority.

**Racecar Acquisition, LLC**

By: 

Its: Ben Silbert, Vice President

Dated: 1/20/06

# EXHIBIT 9

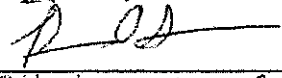


Exhibit 9

Statement of Transaction Effects

Racecar Acquisition, LLC, hereby certifies that consummation of the Agreement and Plan of Merger by and among WideOpenWest Holdings, LLC and Racecar Acquisition, LLC, dated as of December 13, 2005, will not result in the sale, lease, assignment, exchange, transfer or any other way effect existing agreements from the cable television franchise and the telecommunications provider.

**Racecar Acquisition, LLC**

By:   
Its: Ben Silbert, Vice President  
Dated: 1/26/06


# EXHIBIT 11

Exhibit 11


Statement of Audit Cooperation

Racecar Acquisition, LLC and WideOpenWest Holdings, LLC will provide full and immediate cooperation with respect to any audit or franchise fee examination being conducted by community members of the ICCA, including but not limited to the transmission of any necessary information to the ICCA or its designated auditors or attorneys upon their request within ten (10) days from the date of the requested information.

**Racecar Acquisition, LLC**

By:   
Its: Brian Silbert, Vice President  
Dated: 1/26/06

**WideOpenWest Holdings, LLC**

By:   
Its: Craig Martin, General Counsel + Secretary  
Dated: 1-26-06

**D. Craig Martin**

E-Mail: [cmartin@wideopenwest.com](mailto:cmartin@wideopenwest.com)

**Direct Dial: 269-567-4200**

January 27, 2006

**Timothy Currier, Esq.**  
Beier Howlett  
200 E. Long Lake Road, Suite 110  
Bloomfield Hills, MI 48304

**Re: Application of WideOpenWest Holdings, LLC and Racecar Acquisition, LLC (FCC Form 394) for Consent to Change of Control; Response to Request of ICCA Request for Supplemental Information**

Dear Tim:

In connection with the subject Response we erroneously referenced in the Background Information 550,000 homes passed by WideOpenWest Michigan, LLC in the ICCA communities. In actuality, we pass 95,000 homes in the ICCA and 550,000 homes throughout the entire Michigan area that we service.

Very truly yours,

WOW!

  
**D. Craig Martin**  
General Counsel

cc: Mark Dineen  
Elizabeth Hammond  
Ben Silbert, Esq.

**D. Craig Martin**  
E-Mail: [cmartin@wideopenwest.com](mailto:cmartin@wideopenwest.com)

**Direct Dial: 269-567-4200**

January 30, 2006

**Timothy Currier, Esq.**  
Beier Howlett  
200 E. Long Lake Road, Suite 110  
Bloomfield Hills, MI 48304

**Re: Application of WideOpenWest Holdings, LLC and Racecar Acquisition, LLC (FCC Form 394) for Consent to Change of Control; Response to Request of ICCA Request for Supplemental Information; Certification of Due Diligence Inquiry**

Dear Tim:

As a follow-up to our conversation today, this letter will confirm on behalf of the Transferor and Transferee (based upon discussions with Mark Dineen, Senior Vice President of the Michigan Region for WideOpenWest Michigan, LLC), that in response to Question 8 of the referenced Response there are no existing defaults. We also note that the level of customer service provided by WideOpenWest Michigan, LLC to the ICCA communities is consistent with industry practice. Nevertheless, from time to time we may not be in compliance with certain customer service metrics. When they are identified, immediate corrective measures are undertaken.

The success of our customer service commitment is borne out by the penetration data reflected in the referenced Response along with the national recognition accorded to WOW as being "#1 in Customer Satisfaction Among Cable/Satellite TV Subscribers" (J.D. Power and Associates 2005 Syndicated Residential Cable/Satellite TV Customer Satisfaction Study).

Very truly yours,

**WideOpenWest Holdings, LLC**

  
**D. Craig Martin**  
General Counsel

cc: Mark Dineen

**D. Craig Martin**  
E-Mail: [cmartin@wideopenwest.com](mailto:cmartin@wideopenwest.com)

**Direct Dial: 269-567-4200**

February 13, 2006

**Timothy Currier, Esq.**  
Beier Howlett  
200 E. Long Lake Road, Suite 110  
Bloomfield Hills, MI 48304

**Re: Application of WideOpenWest Holdings, LLC ("WOW") and Racecar Acquisition, LLC (FCC Form 394) for Consent to Change of Control; Additional Response to Request of ICCA Request for Supplemental Information**

Dear Tim:

As a follow-up to our meeting with you and Don Gillis on Thursday, February 9, 2006, this letter will confirm the following:

- A. Unlike the acquisition of the cable systems at issue from Ameritech New Media, Inc. where the systems had been for sale for almost two years and there were no other buyers expressing any interest, twelve companies submitted bids for WOW when it became available for purchase. Because of the financial performance and prospects of WOW, along with the robust sale process, WOW's investors established a minimum price below which they would not sell the company. Our investors would prefer to not publicly disclose the purchase price and in that regard we would ask that if disclosure is deemed necessary it be done in a setting or manner that is subject to our confidential submittals and not likely to be disseminated to the public.
- B. WideOpenWest Michigan, LLC, will continue to make capital improvements to support continued growth of the company and expansion of existing services within the communities we serve in addition to deployment of new services based on sufficient market demand. As reflected in the Pro Forma Statements (see Exhibit 4 to the Response to the Supplemental Information Request), forecasted capital expenditures for the entire company in each of the next five years range between \$57 million and \$63 million for a total of \$298 million through 2010.
- C. The Change of Control Transaction and payment of the Transaction Price itself will be as set forth in the Avista Equity Commitment Letter (see Exhibit 2 to the Response to the Supplemental Information Request), financed through \$660 million of credit facilities that are being secured through the CSFB Engagement

**Timothy Currier, Esq.**  
**February 13, 2006**  
**Page 2**

(see Exhibit 3 to the Response to the Supplemental Information Request) and \$172 million in equity funding which will come from a variety of sources as described in the Avista Equity Commitment Letter. Of the \$172 million in equity funding, \$96 million will be in the form of an investment by Avista with Avista's funding coming from a combination of third parties and/or Thompson Dean and Steven Webster.

**In the event the credit facility or equity funding is not in place as of the projected date of Closing, the Transaction will not occur and WideOpenWest Michigan, LLC, will continue to operate its systems in the ICCA communities with the existing investors in place. As such, the Transaction like most business acquisitions or substantial purchases is conditioned upon the procurement of financing which we fully expect to have in place by the time of the projected Closing Date.**

Finally, we enclose a proposed mark up of the proposed Resolution granting consent.

**Very truly yours,**

**WideOpenWest Holdings, LLC**

**D. Craig Martin**  
**General Counsel**

cc: Don Gillis  
Mark Dineen  
Kim Crooks, Esq.