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April 11, 2007

HAND DELIVERY

Honorable Sara Kyle, Chairman
c/o Sharla Dillon, Docket & Records Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

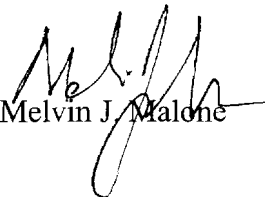
**RE: In Re: Petition of Knology Inc. and Knology of Tennessee, Inc.
For Financing Approval, TRA Docket No. 07-00085**

Dear Chairman Kyle:

In relation to the above-captioned matter, enclosed please find fourteen (14) copies of the Amended and Restated Guaranty and the Amended and Restated Pledge and Security Agreement. These items represent **Exhibit "A-2"** and **"A-3,"** respectively, and are being submitted under seal as **CONFIDENTIAL AND PROPRIETARY**.

Also enclosed are two (2) additional copies to be "File Stamped" for our records. If you have any questions or require additional information, please let me know.

Very truly yours,



Melvin J. Malone

MJM:cgb

Enclosures

cc: Felix Boccucci

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