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Jul 1 11 07 AM '94  
SECRETARY OF STATE

**CORRECTION OF APPLICATION FOR REGISTRATION**

To the Secretary of State  
State of Idaho

The undersigned, a general partner of the foreign limited partnership hereinafter named, hereby certifies that:

1. The name of the foreign limited partnership as it presently appears on the records of the Secretary of State of the State of Idaho is Time Warner Entertainment Company, L.P.

2. The foreign limited partnership's original application for registration was filed on June 12, 1992.

3. The statement in the Application for Registration, as now in force and effect, relating to the General Partner is hereby amended to read as follows: The General Partners of Time Warner Entertainment Company, L.P. are:

American Television and Communications Corporation  
Capital Cablevision Systems, Inc.  
People's Cable Corporation  
Memphis CATV, Inc.  
Warner Cable Communications Inc.  
Warner Communications Inc.  
Time Warner Operations Inc.

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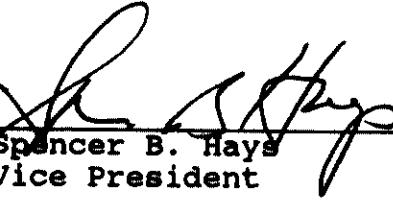
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The mailing address of each general partner of the Partnership is:

c/o Time Warner Inc.  
75 Rockefeller Plaza  
New York, New York 10019

Signed on *May 13* 1994.

AMERICAN TELEVISION AND  
COMMUNICATIONS CORPORATION,  
a Managing General Partner of  
Time Warner Entertainment  
Company, L.P.

By: 

Spencer B. Hays  
Vice President

State of New York )  
 )  
County of New York )

I, Marie White, a notary public, do hereby certify that on this 13<sup>th</sup> day of *May* 1994, personally appeared before me Spencer B. Hays, who being by me first duly sworn, declared that he is a general partner of the limited partnership and that the statements contained therein are true.

*Marie N. White*  
\_\_\_\_\_  
Notary Public

Commission expires: 7/31/95

MARIE N. WHITE  
Notary Public, State of New York  
No. 304618753  
Qualified in Nassau County  
Certificate Filed in New York County  
Commission Expires July 31, 1995