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Feb 24 2 35 PM '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 Cable Communications Company ✓
SIFTA Milwaukee Cable Corporation
TA Milwaukee Cable Company, Inc.
Warner Cable of New York, Inc.
Warner Communications Inc.
Time Warner Operations Inc. (formerly
Time Warner Cable Inc.)

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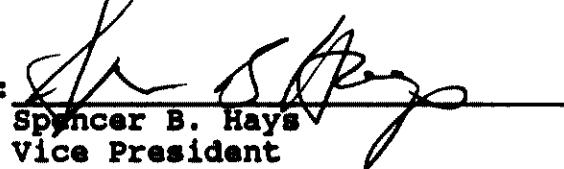
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The mailing address of each general partner of the Partnership is:

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

Signed on *Jan 18, 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 ^{11th} day of ~~January~~ 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. 30-4618753
Qualified In Nassau County
Certificate Filed in New York County
Commission Expires July 31, 1993

Capital Cablevision Systems, Inc.,
a General Partner of Time Warner Entertainment Company, L.P.

People's Cable Corporation,
a General Partner of Time Warner Entertainment Company, L.P.

Memphis CATV, Inc.,
a General Partner of Time Warner Entertainment Company, L.P.

Warner Cable Communications Inc.,
a General Partner of Time Warner Entertainment Company, L.P.

Warner Cable Communications Company,
a General Partner of Time Warner Entertainment Company, L.P.

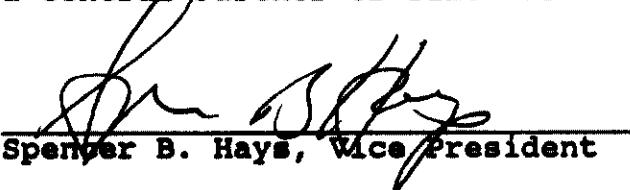
SIFTA Milwaukee Cable Corporation,
a General Partner of Time Warner Entertainment Company, L.P.

TA Milwaukee Cable Company, Inc.,
a General Partner of Time Warner Entertainment Company, L.P.

Warner Cable of New York, Inc.,
a General Partner of Time Warner Entertainment Company, L.P.

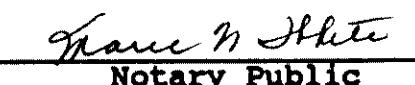
Warner Communications Inc.,
a General Partner of Time Warner Entertainment Company, L.P.

Time Warner Operations Inc.,
a General Partner of Time Warner Entertainment Company, L.P.

By: 
Spencer B. Hays, Vice President

State of New York)
)
County of New York)

Subscribed and sworn to before me this 18th day of January 1994.


Notary Public

My Commission Expires: 7/31/95

MARIE N. WHITE
Notary Public, State of New York
No. 30-4616753
Qualified in Nassau County
Certificates Filed in New York County
Commission Expires July 31, 1995