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WILLKIE FARR & GALLAGHER

Philip L. Verveer

Washington, DC
New York
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April 15, 1998

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

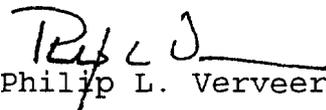
Ms. Magalie Roman Salas
Secretary
Federal Communications Commission
Room 222
1919 M Street, N.W.
Washington, D.C. 20554

Re: Ex Parte Presentation in MM Docket
No. 92-264, Implementation of Sections
11 and 13 of the 1992 Cable Act
Horizontal and Vertical Ownership
Limits, Cross-Ownership & Anti-
Trafficking Provision)

Dear Ms. Salas:

Yesterday, David Krone, Mike Hammer and I met with Jane Mago, Legal Advisor to Commissioner Michael Powell, on behalf of Tele-Communications, Inc. to discuss the horizontal ownership limits applicable to cable television. We discussed the importance of reviewing the horizontal limits and the cable attribution rules simultaneously.

Sincerely,


Philip L. Verveer

cc: Jane Mago

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TCI TO DECREASE ITS SIZE IN ORDER TO FOCUS ON REGIONAL CABLE SYSTEMS THAT BETTER SERVE THE NEEDS AND INTERESTS OF ITS CUSTOMERS

TCI is in the process of completing a series of transactions that will reduce by approximately one-third the number of cable subscribers TCI currently manages and controls. The transactions will decentralize TCI's operations and allow it to focus on more manageable, regional units. This will bring decision-making down to the local level where TCI managers can better serve the needs and interests of their customers.

TYPES OF DEALS

- The transactions (with one exception described below) involve the contribution of cable systems by TCI to new ventures that will be managed and controlled by other cable operators. TCI will play a passive role in these new ventures.
- In one transaction, TCI will contribute cable systems directly to Cablevision, an existing cable MSO. Cablevision will control and manage the contributed systems. TCI will obtain a minority interest in Cablevision, but TCI must vote its shares in proportion to all other shareholder "for" and "against" votes. As a result, TCI's role here also will be passive.
- The press releases for several of the primary transactions that recently have been announced are attached.

PURPOSE OF DEALS

- The transactions will create new regional cable system clusters that will be managed by other cable operators with a greater local presence than TCI. This will allow these other cable operators to better manage the systems and more effectively serve the needs and interests of consumers in those areas.
- Likewise, TCI will be able to better serve its customers by focusing on areas of the country where it currently operates regional clusters. This reflects TCI's new philosophy of getting smaller to be closer to its customers.

SIZE OF TCI

- After all the transactions are completed, TCI expects to have transferred control of approximately 4-5 million of its customers (about one-third of its current subscriber base) to other cable operators.
- TCI will have reduced its size from approximately 14 million customers to approximately 9-10 million customers.



NEWS

FOR IMMEDIATE RELEASE

April 2, 1997

Contacts: Media Relations, Mike Smith or Joann Dobbs, (303) 267-5273

TCI SELLS ITS JONESBORO, ARKANSAS SYSTEM TO TCA CABLE

ENGLEWOOD, COLORADO - Tele-Communications, Inc. ("TCI") announced today the sale of its subsidiary, East Arkansas Cablevision, Inc., to TCA Cable TV.

The cable system serves 21,000 customers in Jonesboro, Bay, Craighead County, Walnut Ridge, Hoxie, College City, Imoben and Ravenden, Arkansas .

The financial details of the transaction were not disclosed.

Tele-Communications, Inc. is traded through the TCI Group and the Liberty Media Group common stocks. TCI Group is traded on the Nasdaq National Market with Series A and Series B TCI Group Common Stock, under the symbols of TCOMA and TCOMB, respectively. Liberty Media Group is traded on the Nasdaq National Market with Series A and Series B Common Stock, under the symbols of LBTYA and LBTYB, respectively. Tele-Communications International, Inc., which is traded under the symbol TINTA, is attributed to the TCI Group. TCI Communications, Inc., the Company's domestic communications subsidiary, trades its Cumulative Exchangeable Preferred Stock, Series A on the Nasdaq National Market under the symbol TCICP, its Trust Originated Preferred Securities ("TOPrSSM") on the New York Stock Exchange under the symbol TFI/pr and its trust preferred securities on the New York Stock Exchange under the symbols TFII and TFIV.

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NEWS

CORRECTED COPY

FOR IMMEDIATE RELEASE

April 15, 1997

Contact: Joann Dobbs or Mike Smith, TCI Communications, 303-267-5273

TCI AND JONES COMPLETE EXCHANGE OF SYSTEMS IN MARYLAND AND COLORADO

ENGLEWOOD, CO -- TCI Communications, Inc. (TCIC) announced today that it has completed an exchange of assets of select cable systems in Colorado and Maryland with Jones Intercable, Inc.

According to the agreement, United CATV, Inc., a subsidiary of TCIC, has received the assets of cable television systems serving approximately 26,500 customers in Arapahoe, Jefferson and Clear Creek Counties, and the communities of Ken Caryl, Morrison, Idaho Springs, Empire, Georgetown and Silver Plume, Colorado. Jones has received the assets of the cable television systems serving approximately 25,750 customers in the communities of Annapolis and Anne Arundel County, Maryland, including the U.S. Naval Academy.

"We are very pleased to have the opportunity to serve these additional communities in the Denver metropolitan area," said Bill Fitzgerald, Senior Vice President of Corporate Development, TCI Communications. "These are terrific systems, several of which served as Glenn Jones' foundation in building his company. We're grateful to Glenn and enthused about bringing these systems into one of our more important strategic market clusters."

Financial details of the agreements were not disclosed. The initial agreement to trade assets was announced in October 1996.

Tele-Communications, Inc. is traded through the TCI Group and the Liberty Media Group common stocks. TCI Group is traded on the Nasdaq National Market with Series A and Series B TCI Group Common Stock, under the symbols of TCOMA and TCOMB, respectively. Liberty Media Group is traded on the Nasdaq National Market with Series A and Series B Common Stock, under the symbols of LBTYA and LBTYB, respectively. Tele-Communications International, Inc., which is traded under the symbol TINTA, is attributed to the TCI Group. TCI Communications, Inc., the Company's domestic communications subsidiary, trades its Cumulative Exchangeable Preferred Stock, Series A on the Nasdaq National Market under the symbol TCICP, its Trust Originated Preferred Securities ("TOPrSsm") on the New York Stock Exchange under the symbol TFI/pr and its trust preferred securities on the New York Stock Exchange under the symbols TFII and TFIV.



NEWS

FOR IMMEDIATE RELEASE

June 2, 1997

Contacts: TCI Media Relations, Joann Dobbs or Mike Smith, (303) 267-5273
The Washington Post Co., Guyon Knight (202) 334-6642

**TCI AND CABLE ONE, INC.
ANNOUNCE TRADE OF SELECT ASSETS**

ENGLEWOOD, COLORADO - Tele-Communications, Inc. ("TCI") and The Washington Post Company announced today that TCI American Cable Holdings II, L.P., a subsidiary of TCI, and Cable One, Inc., a subsidiary of The Washington Post Company, have completed the trade of assets of select cable television systems.

According to the terms of the exchange agreement, TCI will acquire the assets of Cable One's systems serving approximately 41,000 customers in the north Chicago suburbs of Highland Park, Winnetka, Deerfield and Glencoe, as well as the California communities of Burlingame and Union City. Cable One will acquire TCI assets serving 62,000 customers in the following areas: Biloxi, Mississippi; Moorhead, Minnesota; and several rural communities in Oklahoma.

Further details of the agreement are not available.

Tele-Communications, Inc. is traded through the TCI Group and the Liberty Media Group common stocks. TCI Group is traded on the Nasdaq National Market with Series A and Series B TCI Group Common Stock, under the symbols of TCOMA and TCOMB, respectively. Liberty Media Group is traded on the Nasdaq National Market with Series A and Series B Common Stock, under the symbols of LBTYA and LBTYB, respectively. Tele-Communications International, Inc., which is traded under the symbol TINTA, is attributed to the TCI Group. TCI Communications, Inc., the Company's domestic communications subsidiary, trades its Cumulative Exchangeable Preferred Stock, Series A on the Nasdaq National Market under the symbol TCICP, its Trust Originated Preferred Securities ("TOPrSsm") on the New York Stock Exchange under the symbol TFI/pr and its trust preferred securities on the New York Stock Exchange under the symbols TFII and TFIV.



NEWS

FOR IMMEDIATE RELEASE

June 6, 1997

Contact: Joann Dobbs (303) 267-5273
Timothy J. Rigas (814) 274-9830

**TCI AND ADELPHIA SIGN LETTER OF INTENT TO FORM
BUFFALO REGION PARTNERSHIP**

ENGLEWOOD, CO -- Tele-Communications, Inc., ("TCI") and Adelphia Communications Corporation, ("Adelphia") today announced that they have signed a letter of intent to establish a partnership in which TCI will contribute its cable systems in Buffalo, New York; Erie, Pennsylvania; and Ashtabula and Lake County, Ohio, totaling 166,000 subscribers, to the partnership. Adelphia will contribute its systems in western New York and Lorain, Ohio, totaling 298,000 subscribers. Upon closing of the transaction, TCI will hold a minority interest in the partnership. Adelphia will manage the partnership and consolidate the partnership results for financial reporting purposes. The venture will serve a total of nearly 465,000 customers in the region.

Additional terms of the agreement were not disclosed.

"This operating partnership will provide cable customers in the Buffalo region the advantages of a combined operation, including consistencies in marketing, communication, and service," said Leo J. Hindery, Jr., President and COO of TCI. "Cable television will have a more unified community presence alongside other local service providers."

Hindery continued, "We have enjoyed our relationship with Adelphia as partners in another venture and look forward to working with them on a broader basis. We believe that our systems

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in this region combined with theirs, create a vibrant and attractive mix of assets.”

“We look forward to continuing to work with TCI to form one of the premier cable operations in the country,” said John J. Rigas, Chairman and CEO of Adelphia. “Combining TCI’s preeminence in the cable television industry with Adelphia’s strong local presence and operational capability in western New York will allow us to accomplish this goal.”

Daniels & Associates assisted the parties with the transaction.

Tele-Communications, Inc. is traded through the TCI Group and the Liberty Media Group common stocks. TCI Group is traded on the Nasdaq National Market with Series A and Series B TCI Group Common Stock, under the symbols of TCOMA and TCOMB, respectively. Liberty Media Group is traded on the Nasdaq National Market with Series A and Series B Common Stock, under the symbols of LBTYA and LBTYB, respectively. Tele-Communications International, Inc., which is traded under the symbol TINTA, is attributed to the TCI Group. TCI Communications, Inc., the Company’s domestic communications subsidiary, trades its Cumulative Exchangeable Preferred Stock, Series A on the Nasdaq National Market under the symbol TCICP, its Trust Originated Preferred Securities (“TOPrSsm”) on the New York Stock Exchange under the symbol TFI/pr and its trust preferred securities on the New York Stock Exchange under the symbols TFII and TFIV.

Adelphia is traded on the Nasdaq National Market with Common Stock under the symbol ADLAC.



NEWS

FOR IMMEDIATE RELEASE

June 9, 1997

Contact: Lela Cocoros/Media Relations (303) 267-5741
Linda Dill/Investor Relations (303) 267-5048

**TCI TO TRANSFER OWNERSHIP OF NEW YORK AREA CABLE
SYSTEMS TO CABLEVISION IN EXCHANGE FOR EQUITY
POSITION**

ENGLEWOOD, CO -- Tele-Communications, Inc., ("TCI") and Cablevision Systems Corporation ("Cablevision") announced today that they have signed an agreement which provides for the contribution of TCI's New York metropolitan area cable systems to Cablevision for an equity position in the company. This strategic transaction will create a larger and more efficient cable operation which will serve over 2.5 million cable customers in the New York market.

Upon closing of the transaction, TCI's ten New York metropolitan area cable operations, serving approximately 820,000 customers, will be contributed to Cablevision. Cablevision, which currently serves 2.8 million customers in New York, Connecticut, Cleveland, Boston, and other locations, will provide service to more than 3.6 million customers throughout the country.

"This agreement brings tremendous long-term value to both companies," said Leo J. Hindery, Jr., TCI President and COO.

"Cablevision significantly enhances its presence in the country's largest and most important media market. At the same time, TCI becomes an investor in one of the country's leading telecommunications, sports and entertainment companies."

In the transaction, TCI will receive approximately 12.2 million newly issued Cablevision Class A shares, which represent 33% of

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Cablevision's total shares outstanding. Cablevision will also assume approximately \$669 million in TCI debt associated with the acquired systems. More than half of the systems have been upgraded to 550 MHz or more, and they generate in excess of \$200 million cash flow per year.

Cablevision will continue to be controlled by Dolan family interests. TCI will receive two seats on Cablevision's Board, which will come from the seats elected by the Class B shareholders. The percentage of the Board elected by the other Class A stockholders will not be reduced. The transaction is subject to regulatory approvals.

Hindery cited this agreement as one of the most important of several arrangements which TCI anticipates making with other cable companies through contributions of its cable systems in given markets or regions for equity interests in the respective company or venture. "The cable industry is shifting its model for ownership and management towards more market and region-focused system groupings," he said. "TCI will limit these transactions to only those that make good sense for the customers and for the company's shareholders. These arrangements, like the one announced today, will enhance customers' cable service, and will result in operational efficiency and more productive marketing and advertising. They also will give TCI management and operational control over fewer cable systems, helping to focus our company's efforts on better serving communities and customers at the local level."

Tele-Communications, Inc. is traded through the TCI Group and the Liberty Media Group common stocks. TCI Group is traded on the Nasdaq National Market with Series A and Series B TCI Group Common Stock, under the symbols of TCOMA and TCOMB, respectively. Liberty Media Group is traded on the Nasdaq National Market with Series A and Series B Common Stock, under the symbols of LBTYA and LBTYB, respectively. Tele-Communications International, Inc., which is traded under the symbol TINTA, is attributed to the TCI Group. TCI Communications, Inc., the Company's domestic communications subsidiary, trades its Cumulative Exchangeable Preferred Stock, Series A on the Nasdaq National Market under the symbol TCICP, its Trust Originated Preferred Securities ("TOPrSsm") on the New York Stock Exchange under the symbol TFI/pr and its trust preferred securities on the New York Stock Exchange under the symbols TFII and TFIV.

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FOR IMMEDIATE RELEASE

June 25, 1997

Contact: TCI, Lela Cocoros or Joann Dobbs (303) 267-5273

Falcon, Jon Lunsford (310) 824-9990 or Mike Menerey (626) 844-1779

**TCI AND FALCON
SIGN LETTER OF INTENT TO FORM PARTNERSHIP**

ENGLEWOOD, CO - Tele-Communications, Inc., ("TCI") and Falcon Holding Group, L.P. ("Falcon") announced today that they have signed a letter of intent to establish a partnership in which TCI will contribute certain cable systems in Oregon, Washington, Missouri, Alabama, and California, totaling 300,000 subscribers, which will be combined with Falcon's systems in 26 states, totaling 700,000 subscribers. Upon closing of the transaction, TCI will hold a minority interest in the partnership. Falcon will manage the partnership and consolidate the partnership results for financial reporting purposes. In addition, Falcon manages certain other systems.

Additional terms of the agreement were not disclosed.

"This partnership offers our cable customers, particularly those in less populated areas, the efficiencies of a combined operating structure," said Leo J. Hindery, Jr., President and COO of TCI. "The partnership will focus on meeting the particular service needs of these areas, which differ from those of larger urban and suburban communities."

"There is no one that I would rather be partners with than John Malone and Leo Hindery," said Marc B. Nathanson, Chairman and CEO of Falcon, "All of Falcon's management looks forward to a long and mutually beneficial relationship with TCI. This will enable Falcon to cluster nearly 70 percent of its subscribers in classic cable markets in five states."

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Tele-Communications, Inc. is traded through the TCI Group and the Liberty Media Group common stocks. TCI Group is traded on the Nasdaq National Market with Series A and Series B TCI Group Common Stock, under the symbols of TCOMA and TCOMB, respectively. Liberty Media Group is traded on the Nasdaq National Market with Series A and Series B Common Stock, under the symbols of LBTYA and LBTYB, respectively. Tele-Communications International, Inc., which is traded under the symbol TINTA, is attributed to the TCI Group. TCI Communications, Inc., the Company's domestic communications subsidiary, trades its Cumulative Exchangeable Preferred Stock, Series A on the Nasdaq National Market under the symbol TCICP, its Trust Originated Preferred Securities ("TOPrSsm") on the New York Stock Exchange under the symbol TFI/pr and its trust preferred securities on the New York Stock Exchange under the symbols TFII and TFIV.

List of TCI Systems

TCI will be transferring certain cable systems to the partnership totaling 300,000 customers, subject to all necessary government approvals and final agreements. These are the TCI systems that will become part of this combined partnership:

- Cape Girardeau, MO
- Wenatchee, WA
- Newport, OR
- Nevada/Clinton/
Knob Noster, MO
- Yakima, WA
- Medford, OR
- Pendleton, OR
- Decatur, AL
- Redding, CA
- LaGrande, OR
- Piedmont/Centre, AL
- Kennewick, WA
- Grants Pass, OR
- Walla-Walla, WA
- Klamath Falls, OR



NEWS

FOR IMMEDIATE RELEASE

July 1, 1997

Contact: TCI Media Relations, Joann Dobbs (303) 267-5273
ICM-VI, Bruce Stewart (615) 248-7480

TCI COMMUNICATIONS, INC., BLACKSTONE AND INTERMEDIA CAPITAL MANAGEMENT SIGN LETTER OF INTENT TO FORM PARTNERSHIP

ENGLEWOOD, CO — TCI Communications, Inc. ("TCIC"), affiliates of Blackstone Capital Partners Merchant Banking Fund L.P. ("Blackstone") and InterMedia Capital Management VI, L.P. ("ICM-VI") announced that they have signed a letter of intent to form a new partnership: InterMedia Partners VI, L.P. ("IP-VI"). IP-VI will own and operate cable systems in Kentucky serving approximately 425,000 customers. ICM-VI will be the General Partner, and TCIC and Blackstone will each be limited partners. TCIC will contribute its Kentucky cable system assets and approximately \$775 million in debt to the partnership. IP-VI is currently affiliated with other InterMedia entities serving about 800,000 customers in the Southeast.

"This partnership will provide TCIC's customers in Kentucky with an operator that has a very robust presence in the southeastern region," said Leo J. Hindery, Jr., President and CEO of TCIC. "In addition, this transaction is very important to our Company as we continue our strategy of better rationalizing certain of our cable operations by contributing them to partnerships with well-regarded cable companies with more established local operations."

With this transaction, InterMedia, whose operational headquarters is located in Nashville, Tennessee, will become the nation's ninth largest multiple systems operator.

"We are extremely pleased to have TCIC and Blackstone as our partners in IP-VI," said Robert J. Lewis, the Managing Member of ICM-VI. "These Kentucky systems will highly complement our other operations in the vibrant southeast region."

"We are pleased to be investing in quality cable systems while facilitating TCIC's cable strategy of consolidating geographic areas. We believe InterMedia's strong local presence and the joint venture's

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commitment to rapidly upgrade its program offerings will bring great value to the systems' customers and enhance the outlook for these systems," said Stephen A. Schwarzman, President and CEO of Blackstone.

Additional terms of the letter of intent were not disclosed. The transaction is subject to definitive agreements being entered into and regulatory approvals.

Donaldson, Lufkin & Jenrette represented TCIC and ICM-VI in this transaction.

Tele-Communications, Inc. is traded through the TCI Group and the Liberty Media Group common stocks. TCI Group is traded on the Nasdaq National Market with Series A and Series B TCI Group Common Stock, under the symbols of TCOMA and TCOMB, respectively. Liberty Media Group is traded on the Nasdaq National Market with Series A and Series B Common Stock, under the symbols of LBTYA and LBTYB, respectively. Tele-Communications International, Inc., which is traded under the symbol TINTA, is attributed to the TCI Group. TCI Communications, Inc., the Company's domestic communications subsidiary, trades its Cumulative Exchangeable Preferred Stock, Series A on the Nasdaq National Market under the symbol TCICP, its Trust Originated Preferred Securities ("TOPrSsm") on the New York Stock Exchange under the symbol TFI/pr and its trust preferred securities on the New York Stock Exchange under the symbols TFII and TFIV.

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Cable
Group

FOR IMMEDIATE RELEASE

July 3, 1997

Contact: Michael Anderson, US Cable, (201) 930-9000

- Joann Dobbs, TCI Media Relations, (303) 267-5273

US CABLE GROUP AND TCI COMMUNICATIONS INC. CLOSE DEAL
TCI Strengthens Local Presence in the Chicago Area

ENGLEWOOD, CO — TCI Communications, Inc. ("TCIC") and US Cable Group announced today the closing of an agreement announced last year in which TCIC would acquire US Cable's 50 percent partnership interests in cable properties serving approximately 160,000 customers in the Chicago metropolitan area.

Cable properties affected by the agreement are those owned by US Cable of Lake County Illinois and US Cable of Northern Indiana, serving the communities in and around Waukegan, Lake Forest and Gurnee, Illinois and Griffith, Merrillville, Munster and Michigan City, Indiana.

Terms of the agreement were not disclosed.

"This transaction allows us to expand our local presence in the Chicago area, where TCIC's commitment is already strong," said Bill Fitzgerald, Senior Vice President Corporate Development for TCIC. "The Chicago area is a strategically important market for us, and through the addition of these customers and systems we have further positioned TCIC as a leading telecommunications provider in this region."

According to Michael C. Anderson, Executive Vice President of US Cable: "The company's planned exodus from the domestic cable business it helped pioneer will enable it to pursue new opportunities in international cable and telecommunications. The company has shifted its cable focus to international markets including new cable and telephony ventures in Europe, South America and the Far East."

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Reflecting on the sale, James D. Pearson, President and CEO of US Cable, said he was particularly proud of the company's accomplishments in Illinois and Indiana. "Thanks to hard work and dedicated personnel, these cable systems have been one of our greatest success stories."

Tele-Communications, Inc. is traded through TCI Group and Liberty Media Group Common Stocks. TCI Group is traded on The Nasdaq National Market through its Series A and Series B TCI Group Common Stock, under the symbols TCOMA and TCOMB, respectively. Liberty Media Group is traded with Series A and Series B Common Stock, under the symbols LBTYA and LBTYB, respectively. TCI Group is a majority stockholder in Tele-Communications International, Inc., which is traded under the symbol TINTA. TCI Communications, Inc., the Company's domestic communications subsidiary, trades its Cumulative Exchangeable Preferred Stock, Series A on The Nasdaq National Market under the symbol TCICP and its Trust Originated Preferred Securities ("TOPrS") trades on the New York Stock Exchange under the symbol TFI/pr.

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FOR IMMEDIATE RELEASE

August 15, 1997

Contact: TCI Media Relations, Lela Cocoros or Joann Dobbs (303) 267-5273
TCA, Robert A. Roseman (903) 595-3701

**TCIC AND TCA SIGN LETTER OF INTENT
TO FORM PARTNERSHIP**

Venture to Include Selected Systems in Texas, Louisiana and New Mexico

ENGLEWOOD, CO AND TYLER, TX—TCI Communications, Inc. (TCIC) and TCA Cable TV, Inc. (TCA) today announced that they have signed a letter of intent to establish a partnership involving several communities in Texas, Louisiana and New Mexico. TCIC will contribute its systems in mid-Texas and Western Louisiana serving approximately 150,000 customers and approximately \$250 million in debt to the partnership. TCA will contribute its adjoining and complementary systems in the same geographic areas serving approximately 155,000 customers and approximately \$45 million in debt to the partnership. Upon closing of the transaction, TCIC will hold a 20 percent interest in the partnership and TCA will be the managing partner for the venture.

“We are pleased to have TCA as a partner as we continue our corporate strategy of joining with quality operators where it makes business sense in geographically attractive areas,” said Leo J. Hindery, Jr., President and Chief Executive Officer of TCIC. “The value in these agreements is that they create opportunities for better packaging, customer service and other operational efficiencies, while at the same time helping TCIC to make advances in our debt management plan.”

“We’re looking forward to this partnership with TCIC. Our aim is to improve system clusters and further strengthen our ability to effectively manage cable’s move to enhanced services in the future,” TCA President and Chief Operating Officer Fred R. Nichols said. “This move is a natural one for us because of our strong presence in the areas that will be served by the new partnership. It will benefit TCA’s customers and shareholders.”

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August 15, 1997
TCI/TCAT
Page 2

The transaction is subject to the signing of a definitive agreement, board of directors approval and all appropriate regulatory approvals.

The attached list details the specific areas included in the proposed transaction. Additional terms of the agreement were not disclosed.

Daniels & Associates assisted the parties with the transaction.

TCA is publicly traded on the NASDAQ National Market System under the symbol TCAT.

Tele-Communications, Inc. is traded through the TCI Group and the Liberty Media Group common stocks. TCI Group is traded on the National Market tier of the Nasdaq Market ("Nasdaq") with Series A and Series B TCI Group Common Stock, under the symbols TCOMA and TCOMB, respectively. Also, the Company's Class B 6% Cumulative Redeemable Exchangeable Junior Preferred Stock is traded on Nasdaq under the symbol TCOMP. Liberty Media Group is traded on the Nasdaq with Series A and Series B Common Stock, under the symbols LBTYA and LBTYB, respectively. Tele-Communications International, Inc., which is traded on Nasdaq under the symbol TINTA, is attributed to the TCI Group. TCI Communications, Inc., the Company's domestic communications subsidiary, trades its Cumulative Exchangeable Preferred Stock, Series A on Nasdaq under the symbol TCICP, its 8.72% Trust Originated Preferred Securities ("TOPrSsm") on the New York Stock Exchange under the symbol TFI/pr and its 10% and 9.72% Trust Preferred Securities on the New York Stock Exchange under the symbols TFII and TFIV, respectively.

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Systems Involved In TCI/TCA Transaction

TCI Will Contribute:

- Abilene, TX
- Mt. Pleasant, TX
- DeKalb, TX
- Gainesville, TX
- Hooks, TX
- Jacksonville, TX
- Mineral Wells, TX
- Sweetwater, TX
- Mt. Vernon, TX
- Maud, TX
- New Boston, TX
- Perryton, TX
- Pittsburg, TX
- Whitesboro, TX
- Sulphur, LA
- Bossier City, LA
- Lake Charles, LA
- Tyler, TX

TCA Will Contribute:

- Amarillo, TX
- Big Spring, TX
- Gladewater, TX
- Paris, TX
- Snyder, TX
- Andrews, TX
- Clovis, NM
- Henderson, TX
- Plainview, TX
- Sulphur Springs, TX
- Athens, TX
- Dalhart, TX
- Mineola, TX
- San Angelo, TX



FOR IMMEDIATE RELEASE

September 3, 1997

Contacts: TCI Media Relations, LaRae Marsik or Joann Dobbs (303) 267-5273
Time Warner Cable, Michael Luftman (203) 328-0613

**TCIC AND TIME WARNER ANNOUNCE
PARTNERSHIP AND CABLE SYSTEM TRADE AGREEMENTS
TO ENHANCE CLUSTERS, IMPROVE OPERATING EFFICIENCIES,
BETTER SERVE CUSTOMERS AND REDUCE DEBT**

ENGLEWOOD, CO/STAMFORD, CT — TCI Communications, Inc. ("TCIC") and Time Warner Inc., Time Warner Entertainment Company, L.P., and Time Warner Entertainment Advance/Newhouse (collectively, "Time Warner") announced today that they have signed a letter of intent to expand one of their existing partnerships, establish additional separate strategic partnerships and perform certain cable system trades that will create more efficient cable operations in areas serving approximately two million cable customers nationwide. The joint ventures will also allow TCIC and Time Warner to reduce debt on their respective consolidated balance sheets.

"This letter of intent between two of the nation's leading cable companies enables us to create highly focused and local operating models that will better serve our customers, their communities and our employees," said Leo J. Hindery, Jr., President and Chief Executive Officer of TCIC. "These trades and partnerships help to further establish TCIC and Time Warner as leading communications providers in locations which are very important to our respective companies. At the same time, the agreements allow TCIC to manage the disposition of a meaningful portion of its debt."

"The transaction will accomplish several key things for Time Warner," said Joseph J. Collins, Chairman and Chief Executive Officer of Time Warner Cable. "By expanding our managed base of cable systems in Kansas City and Texas it will make those operations more efficient and better able to serve our customers. The joint ventures will enhance our cable reach while at the same time reduce Time Warner's consolidated debt and strengthen the company's financial position."

"All of these trades and joint ventures involve key customer markets for TCIC, such as Chicago and Dallas, where we intend to expand and improve our regional presence as a cable programming and telecommunications provider," said Marvin Jones, Chief Operating Officer of TCIC.

The following are summaries of the specific transactions. The customer numbers reported are based on a connections calculation, which treats multiple dwelling units as individual customers.

Texas Joint Ventures:

Various TCIC and Time Warner entities will form two 50-50 joint ventures that together will serve approximately one million customers in the Houston, Texas area and portions of southern Texas. The joint ventures will be formed with TCIC contributing its Houston area systems, and systems in southern Texas serving approximately 555,000 customers, and Time Warner contributing certain systems in Houston, El Paso, Laredo, and southern Texas serving approximately 510,000 customers. The systems will be contributed to the joint ventures subject to agreed upon debt levels, with Time Warner managing the joint ventures.

Kansas City Joint Venture:

TCIC has also agreed to contribute, subject to agreed upon debt levels, its Overland Park, Kansas system serving approximately 95,000 customers to Kansas City Cable Partners, an existing 50-50 partnership between TCIC and Time Warner. Time Warner will make a small equity contribution to the expanded joint venture to preserve the 50-50 partnership structure, and will continue to manage the partnership which will serve approximately 300,000 customers.

Illinois/Florida/New Jersey/Pennsylvania Trade:

TCIC will exchange cable systems in central and northern Florida communities, serving approximately 200,000 customers, for Time Warner's cable systems in the Chicago suburbs, Avalon, New Jersey and Bucks County, Pennsylvania serving approximately 170,000 customers.

Illinois/Maine/Wisconsin Area Trade:

TCIC will trade its systems in Portland, Biddeford and Wells, Maine and Racine, Wisconsin serving approximately 77,000 customers for Time Warner's Champaign,

Urbana, Dekalb, Rochelle and Danville, Illinois systems serving approximately 72,000 customers.

New York/Pennsylvania/Wyoming/Missouri Area Trade:

TCIC will exchange systems in and around Schenectady, Amsterdam and Central Square, New York, serving approximately 62,000 customers, for Time Warner's Cannonsburg/Coraopolis, Pennsylvania, St. Louis, Missouri and Sheridan, Wyoming systems serving approximately 55,000 customers.

Oregon/Hawaii/Ohio/New York Trade:

TCIC will exchange systems serving approximately 133,000 customers in Maui and Oahu, Hawaii, Dayton, Ohio and Kingston and Poughkeepsie, New York for Time Warner's system in Portland, Oregon serving approximately 126,000 customers.

Texas Trade:

TCIC will exchange systems in southern Texas serving approximately 126,000 customers for Time Warner systems in the Dallas and Wichita Falls, Texas areas serving approximately 117,000 customers.

Additional terms of the letter of intent were not disclosed. The transactions are subject to the signing of definitive agreements, board of directors and partner approvals and all appropriate regulatory approvals and other consents.

Time Warner Cable owns and manages the world's most advanced, best clustered cable television operations, with 80 percent of its 12.4 million customers in systems of 100,000 subscribers or more. It is a division of Time Warner Entertainment Company, L.P.

Tele-Communications, Inc. is traded through the TCI Group and the Liberty Media Group common stocks. TCI Group is traded on the Nasdaq National Market with Series A and Series B TCI Group Common Stock, under the symbols of TCOMA and TCOMB, respectively. Liberty Media Group is traded on the Nasdaq National Market with Series A and Series B Common Stock, under the symbols of LBTYA and LBTYB, respectively. Tele-Communications International, Inc., which is traded under the symbol TINTA, is attributed to the TCI Group. TCI Communications, Inc., the Company's domestic communications subsidiary, trades its Cumulative Exchangeable Preferred Stock, Series A on the Nasdaq National Market under the symbol TCICP, its Trust Originated Preferred Securities ("TOPrSsm") on the New York Stock Exchange under the symbol TFI/pr and its trust preferred securities on the New York Stock Exchange under the symbols TFI and TFIIV.

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FOR IMMEDIATE RELEASE

September 30, 1997

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**TCI COMMUNICATIONS, INC., BRESNAN COMMUNICATIONS, INC.
AND KEYSTONE, INC. SIGN LETTER OF INTENT**
Companies To Form New Venture

ENGLEWOOD, CO — TCI Communications, Inc. ("TCIC"), Bresnan Communications, Inc. ("Bresnan") and Keystone, Inc. and affiliates announced today that they have signed a letter of intent to form a new venture. Upon formation, the new venture will own and operate cable systems in northern Michigan, Wisconsin, Minnesota, Nebraska, Georgia and Mississippi serving approximately 660,000 customers. These systems include those currently owned by the existing partnership between TCIC and Bresnan plus additional systems serving 445,000 customers which will be contributed by TCIC.

In the new venture, which Keystone, Inc. and its affiliates will be joining as an equity partner through a cash contribution, TCIC will hold a 50 percent equity interest, Keystone, Inc. will hold 39.3 percent and Bresnan will hold 10.7 percent. As a result of the venture's assumption of debt from TCIC and the termination of TCIC's consolidation of debt from the existing Bresnan partnership, the transaction will result in a reduction of approximately \$1 billion of TCIC's consolidated debt. Bresnan will continue to manage the venture.

"This partnership allows for a heightened local presence and a more unified cable product offering in each of these communities," said Leo J. Hindery, Jr., President and Chief Executive Officer of TCIC. "This is an opportunity to build on the excellent 13-year relationship we have enjoyed with Bill Bresnan, and it allows us to continue the rationalization of our markets while providing for improved service to the local customers."

"With our emphasis on markets in the upper Midwest, the addition of these systems to our

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partnership represents a perfect operational and organizational fit,” said William J. Bresnan, President and founder of Bresnan. “Throughout our company’s history, we have focused on developing a solid community presence and an in-depth knowledge of the markets in which we operate, while at the same time providing high quality service, technology and programming. This strategy will serve our customers well, and we eagerly look forward to expanding our partnership with TCIC.”

“We have always had the highest regard for TCIC’s industry leadership and for the management and market knowledge of Bresnan,” said Mark A. Wolfson, Vice President of Keystone, Inc. “We have successfully invested with TCIC in the past, and we are very enthusiastic about the prospects for this new venture.”

A list of the systems to be contributed to the partnership is attached. Additional terms of the letter of intent were not disclosed. The transaction is subject to the signing of a definitive agreement, boards of directors and partner approvals, regulatory approvals and other related consents.

Salomon Brothers Inc represented TCIC and Bresnan in this transaction.

Bresnan Communications is a privately held telecommunications and cable television company, headquartered in New York. The Company owns and operates cable systems in some 220 communities in the United States serving 213,000 customers in the Midwest and the South, including Michigan, Minnesota, Wisconsin, Georgia and Mississippi. Affiliated Bresnan companies operate internationally as Bresnan International Partners. These joint ventures presently serve 213,000 cable customers in Chile and 305,000 in Poland. The Company is also building telephone networks in Poland.

Closely held Keystone, Inc., formerly known as the Robert M. Bass Group, is the principal investment arm for the Texas investor Robert Bass and his associates.

Tele-Communications, Inc. is traded through the TCI Group, the Liberty Media Group and the TCI Ventures Group Common Stocks. TCI Group is traded on the National Market tier of The Nasdaq Stock Market (Nasdaq) with Series A and Series B TCI Group Common Stock, under the symbols of TCOMA and TCOMB, respectively. TCI Ventures Group is traded on Nasdaq, with Series A and Series B TCI Ventures Group Common Stock, under the symbols TCIVA and TCIVB, respectively. In addition, the Company’s Class B 6% Cumulative Redeemable Exchangeable Junior Preferred Stock is traded on Nasdaq under the symbol TCOMP. Liberty Media Group is traded on Nasdaq with Series A and Series B Common Stock, under the symbols of LBTYA and LBTYB, respectively. Tele-Communications International, Inc., which is traded on Nasdaq under the symbol TINTA, is attributed to the TCI Ventures Group. TCI Communications, Inc., the Company’s domestic communications subsidiary, trades its Cumulative Exchangeable Preferred Stock, Series A on Nasdaq under the symbol TCICP, its 8.72% Trust Originated Preferred Securities on the New York Stock Exchange under the symbol TFI/pr and its 10% and 9.72% Trust Preferred Securities on the New York Stock Exchange under the symbols TFII and TFIV, respectively.

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TCIC Will Contribute The Following Systems To The Bresnan Partnership:

- Alpena, MI
- Big Rapids, MI
- Muskegon, MI
- Petoskey, MI
- St. Charles/Saginaw, MI
- Albert Lea, MN
- Austin, MN
- Alexandria, MN
- Crookston, MN
- Faribault, MN
- Fergus Falls, MN
- International Falls, MN
- Rochester, MN
- St. Cloud, MN
- Wadena, MN
- Willmar, MN
- Winona, MN
- Alliance, NE
- Grand Island, NE
- Hastings, NE
- Ogallala, NE
- North Platte, NE
- Scottsbluff, NE
- Sidney, NE
- Baraboo, WI
- LaCrosse, WI
- Madison, WI
- Richland Center, WI
- Walworth/Fontana, WI

Existing Bresnan Partnership

- Hinesville./Jesup, GA
- Bay City, MI
- Escanaba, MI
- Houghton, MI
- Iron Mountain, MI
- Ironwood, MI
- Marquette, MI
- Midland, MI
- Sault St. Marie, MI
- Brainerd, MN
- Duluth, MN
- Mankato, MN
- Marshall/Montevideo, MN
- Grenada, MS
- Superior, WI