

Section 623(d) of the Communications Act of 1934, as amended, exempts cable operators facing effective competition from uniform rate rules. If you are not subject to uniform rates, please complete Module "E". If you are subject to uniform rate rules, please skip to Module "F".

E1 As of July 1, 1998, were any subscribers in your franchise area subject to different price structures for BST and/or CPSTs based on geographic location (excluding bulk discounts provided to multiple dwelling units)? Answer "1" for yes or "2" for no

E2 As of July 1, 1998, enter the number of different subscriber groups in your franchise area.

Please provide the information required for equipment and programming services (BST and CPST only) for the two largest subscriber groups in your franchise area.

	July 1, 1998	
	Group A	Group B
E3 Total monthly subscriber charges for programming and equipment	\$ 00	\$.00
E4 Number of subscribers in each group		
E5 Number of channels		
E6 Please describe the basis for this grouping		
Group A:		
Group B:		

MODULE F: MONTHLY CHARGES FOR PROGRAMMING AND EQUIPMENT

Please provide the information required for equipment, programming and other services. If you are charging different rates for different subscriber groups, please answer the questions in this module for the group having the largest number of subscribers. If your equipment charges are bundled with programming charges, please enter the letter "B" on line F1 and F2.

F1 Monthly charges for equipment (break down below):	Jul 1, 1997	Jul 1, 1998
F1a Addressable Analog Converters	\$2.73	\$2.60
F1ai Number of Subscribers Taking Addressable Analog Converters	5,193	5,430
F1b Non-Addressable Converters	\$.81	\$.79
F1bi Number of Subscribers Taking Non-Addressable Converters	1,497	1,216
F1c Digital converters	\$.00	\$.00
F1ci Number of subscribers taking digital converters		
F1d Remotes	\$.22	\$.18
F1di Number of Subscribers Taking Remotes	6,133	7,300
F1e Additional Outlets	\$.00	\$.00
F1ei Number of subscribers with additional outlets	17,631	19,619
F1f Please indicate whether all of the above charges are applicable pursuant to section 623(d)(7)(A) of the Communications Act. Please enter "1" for yes or "2" for no.	2-No	1-Yes
F2 Monthly Charges for Programming (break down below):	Jul 1, 1997	Jul 1, 1998
F2a BST only	\$8.33	\$8.33
F2ai Number of BST subscribers	14,273	14,849
F2b CPST1 only	\$15.66	\$16.64
F2bi Number of CPST1 subscribers	13,752	14,162
F2c CPST2 only	\$.00	\$.00
F2ci Number of CPST2 subscribers		
F2d CPST3 only	\$.00	\$.00
F2di Number of CPST3 subscribers		

	July 1, 1996	Jul 1, 1997	Jul 1, 1998
F3 Total Monthly amount a typical subscriber pays for programming services and equipment (a typical subscriber is defined as one who takes BST, the most highly penetrated CPST, if offered, a converter, and a remote)	\$25.17	\$26.94	\$27.75
F3a Number of subscribers taking the services described on line F3	13,742	13,752	14,162
F3b Number of channels the subscribers taking the services described on line F3 receive	34	41	42

MODULE G: LIFE-LINE BASIC TIER INFORMATION

If you offer a tier of service that has fewer channels than the tier you designated as BST in Module D and F (this tier may be called "life-line basic" or may have some other designation), complete this module, otherwise skip Module G and go to Module H.

G Life-line basic tier:	Jul 1, 1997	Jul 1, 1998
G1 Number of life-line basic subscribers		
G2 Monthly charge for life-line basic service	\$.00	\$.00
G3 Number of channels devoted to each of the following categories:		
G3a Broadcast stations (Break down below):		
G3ai Local broadcast stations		
G3aii Other broadcast stations		
G3b PEG and other local origination programming (break down below):		
G3bi Public access channels		
G3bii Educational access channels		
G3biii Governmental access channels		

G3biv Other local origination programming
 G3bv Other programming channels

MODULE H: DIGITAL TIER INFORMATION

If you offer digital service, complete this module; otherwise skip Module H and go to Module I.

H	Digital tier:	Jul 1, 1997	Jul 1, 1998
H1	Do you offer digital service? Please enter "1" for yes or "2" for no	2-No	2-No
H2	If yes, how many analog channels are devoted to digital service?		
H3	How many digital channels are in your digital tier(s)?		
H4	How many digital tiers do you offer?		
H5	Monthly charge for digital tier 1	\$.00	\$.00
H5a	Number of digital tier 1 subscribers		
H5b	Number of digital channels on digital tier 1		
H6	Monthly charge for digital tier 2	\$.00	\$.00
H6a	Number of digital tier 2 subscribers		
H6b	Number of digital channels on digital tier 2		

MODULE I: REVENUES FROM ADVERTISING AND OTHER SERVICES

I1	Average charges for:	During 12 months ending July 1, 1997	During 12 months ending July 1, 1998
I1a	Installation	\$15.61	\$17.78
I1b	Disconnect	\$.00	\$.00
I1c	Reconnect	\$8.92	\$10.16
I1d	Tier Change	\$.00	\$.00

I2	Provide number of:	During 12 months ending July 1, 1997	During 12 months ending July 1, 1998
I2a	Installations	664	832
I2b	Disconnects	914	915
I2c	Reconnects	276	235
I2d	Tier changes	19	7

I3	Advertising Revenues:	During 12 months ending July 1, 1997	During 12 months ending July 1, 1998
I3a	Advertising revenue from BST	\$.00	\$.00
I3b	Advertising revenue from CPST(s)	\$178,067.00	\$172,096.00
I3c	Allocate the revenue shown on line 13b according to the following types of programming:		
I3ci	Sports	\$20,818.00	\$23,944.00
I3cii	News	\$21,668.00	\$24,734.00
I3ciii	Children's	\$6,678.00	\$5,057.00
I3civ	All other	\$128,903.00	\$118,361.00
I4	Revenue received from other sources such as commissions, launch fees, or leased access charges (provide amount and identify source)	\$25,406.92 source: HSN /QVC	\$28,212.17 source: HSN / QVC

MODULE J: LEASED ACCESS PROGRAMMING

J		Jul 1, 1998
J1	Number of leased access channels required under the FCC's leased access rules	2
J2	Number of channels with 8 hrs/day or more of leased access programming	
J2a	Average monthly charge to programmer on a per subscriber, per hour basis for carriage of 8 hrs/day or more of leased access programming	\$.00
J3	Number of channels with less than 8 hrs/day of leased access programming	1
J3a	Average monthly charge to programmer on a per subscriber, per hour basis for carriage of less than 8 hrs/day of leased access programming	\$29.41

MODULE K: EXPLANATION OF CHANGES IN RATES DURING 12 MONTH PERIODS ENDING JULY 1, 1997 AND 1998

If your rates changed during the 12 month periods ending July 1, 1997 and/or July 1, 1998, please provide an explanation of the changes according to the following categories. If this CUID is unregulated, please provide this information to the best of your knowledge. Please use the list of programming services (Attached) to identify the types of programming shown on lines K1a through K1d.

K		Change During 12 Months Ending July 1, 1997	Change During 12 Months Ending July 1, 1998
K1	Programming license fees (allocate programming cost increases according to the following types of programming):		
K1a	Sports	\$.20	\$.01
K1b	News	\$.07	\$.03
K1c	Children's	\$.00	\$.01
K1d	All other	\$.17	\$.33
K2	Copyright fees	\$.00	\$.00
K3	Channel conditions (Break down below):		
K3a	Programming costs attributable to new channels	\$.75	\$.09
K3b	Channel conditions attributable to existing channels		

	system upgrade costs	\$1.40	\$.00
4	System upgrades (Break down below):		
4a	Head end and distribution plant upgrades	\$.00	\$.00
4b	Upgrades under social contract	\$.00	\$.00
4c	Upgrades made pursuant to local franchise authority requirements	\$.00	\$.00
45	Inflation adjustments*	\$.73	\$.61
46	Franchise fee increases	\$.00	\$.00
47	Franchise related cost increases (excluding franchise fee increases and LFA required upgrades)	\$.00	\$.00
48	Equipment	\$.00	\$ -.17
49	Other	\$ -1.55	\$ -.10
410	Total change (the totals of lines K1 through K9 should equal the differences between the amounts shown on line F3)	\$1.77	\$.81

*If unregulated, please estimate to the best of your knowledge, but do not double-count inflation that may be included in other categories of Module K.

MODULE L: 1997 CABLE CHANNEL CAPACITY AND LINE-UP

Jul 1, 1997

1	Total channel capacity (on analog basis)	45				
2	Total number of activated channels	45				
2a	Number of activated channels carrying more than one programming service (shared channels)	4				
3	Number of channels devoted to premium and/or pay-per-view services	4				
4	Number of activated channels devoted to each of the following categories:		BST	CPST1	CPST2	CPST3
4a	Broadcast Stations (Break down below):					
4ai	Local broadcast stations	10				
4aii	Other broadcast stations	2				
4b	PEG (break down below):					
4bi	Public access channels					
4bii	Educational access channels	1				
4biii	Governmental access channels	0				
4c	Local origination programming	0	0			
4d	Satellite programming	0	28			
45	Number of channels in each tier	13	28			

MODULE M: 1998 CABLE CHANNEL CAPACITY AND LINE-UP

Jul 1, 1998

1	Total Channel capacity (on analog basis)	46				
2	Total number of activated channels	46				
2a	Number of activated channels carrying more than one programming service (shared channels)	3				
3	Number of channels devoted to premium and/or pay-per-view services	4				
4	Number of activated channels devoted to each of the following categories:		BST	CPST1	CPST2	CPST3
4a	Broadcast Stations (Break down below):					
4ai	Local broadcast stations	10				
4aii	Other broadcast stations	2				
4b	PEG:					
4bi	Public access channels					
4bii	Educational access channels	1				
4biii	Governmental access channels					
4c	Local origination programming					
4d	Satellite programming	0	29			
45	Number of channels in each tier	13	29			

CHANNEL LINE-UP FOR JULY 1, 1997

BASIC	CPST1	CPST2	CPST3
5	S7		
1	O211		
3	N10		
6	N17		
2	N9*		
8	O236		
205	S39		
4	S8		
4	O85		
4	O130		
3	O68*		
3	O129		
227	O72		
	O1		
	O10		
	O225		
	O93		
	C4		
	O250		
	O218		
	O174*		
	O27		
	O210*		
	O230		
	O143		
	N3		
	O110		
	O179		
	O224*		
	O55*		
	O191*		

CHANNEL LINE-UP FOR JULY 1, 1998

BASIC	CPST1	CPST2	CPST3
5	S7		
1	O211		
3	N10		
5	N17		
2	N9		
6	O236		
205	S39		
4	S8		
4	O85		
4	O130		
3	O68*		
3	O129		
227	O72		
	O1		
	O10		
	O225		
	O93		
	C4		
	O250		
	O218		
	O174		
	O27		
	O210*		
	O230		
	O143		
	N3		
	O110		
	O179		
	O224*		
	O55*		

MODULE A. OPERATOR INFORMATION

A1 System Name

A2 Ultimate Parent Entity Name

A3 System Address

A4 City

A5 State and Zip Code

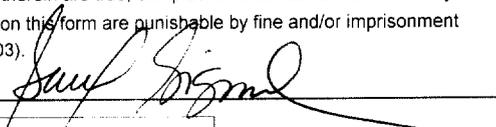
A6 Community Name

A7 Community Zip Code(s)

A8 Cuid

MODULE B. CERTIFICATION

I certify that I have examined this report, and that all statements of fact contained therein are true, complete and correct to the best of my knowledge, information and belief, and are made in good faith. Willful false statements made on this form are punishable by fine and/or imprisonment (US Code Title 18, Section 1001), and/or forfeiture (US Code, Title 47, Section 503).

B1 Signature Sign here if applicable 

B2 Printed Name / Title

B3 Date

B4 Telephone Number

B5 Fax Number

MODULE C. PENETRATION AND SYSTEM INFORMATION

	Franchise	System	Franchise	System
C1 Enter the number of households	41,175	41,175	41,175	41,175
C2 Enter the number of households passed	51,252	111,319	50,959	106,749
C3 Enter the number of subscribers	30,310	72,930	29,298	72,211
C4 Is the system part of a Multiple System Operator (MSO) of two or more systems. Please enter "1" for yes or "2" for no.				1-Yes <input type="checkbox"/>
C5 Enter system capacity in Mhz as of July 1, 1998	600			
C6 Enter the date when this system was upgraded to the capacity shown on line C5.	3/31/97			
C7 Does the system have two-way interactive capacity? Please enter "1" for yes or "2" for no.				2-No <input type="checkbox"/>
C8 Do you offer internet access service? Please enter "1" for yes or "2" for no.				2-No <input type="checkbox"/>
C9 If yes, how many internet access subscribers do you have?				
C10 Do you offer cable telephony service? Please enter "1" for yes or "2" for no.				2-No <input type="checkbox"/>
C11 If yes, how many telephony subscribers do you have?				

MODULE D. REGULATORY AND COMPETITIVE STATUS

D1 **As of July 1, 1997:** Please enter "1" for "Yes" or "2" for "No"

D1a Was this franchise's basic service tier (BST) regulated?

D1b Was this franchise's cable programming service tier (CPST) regulated?

D1c If BST and/or CPST are regulated, please identify the methodology that was used to set rates. Answer "1" for benchmark, "2" for cost of service, or "3" for other.

D1d Did the Commission find "effective competition" in your franchise area prior to July 1, 1997?

D2 **As of July 1, 1998:**

D2a Was this franchise's basic service tier (BST) regulated?

D2b Was this franchise's cable programming service tier (CPST) regulated?

D2c If BST and/or CPST are regulated, please identify the methodology that was used to set rates. Answer "1" for benchmark, "2" for cost of service, or "3" for other.

D2d Did the Commission find "effective competition" in your franchise area prior to July 1, 1998?

MODULE E: NONUNIFORM RATES

Section 625(a) of the Communications Act of 1934, as amended, exempts cable operators facing effective competition from uniform rate rules. If you are not subject to uniform rates, please complete Module "E". If you are subject to uniform rate rules, please skip to Module "F".

E1 As of July 1, 1998, were any subscribers in your franchise area subject to different price structures for BST and/or CPSTs based on geographic location (excluding bulk discounts provided to multiple dwelling units)? Answer "1" for yes or "2" for no

E2 As of July 1, 1998, enter the number of different subscriber groups in your franchise area.

Please provide the information required for equipment and programming services (BST and CPST only) for the two largest subscriber groups in your franchise area.

	July 1, 1998	
	Group A	Group B
E3 Total monthly subscriber charges for programming and equipment	\$.00	\$.00
E4 Number of subscribers in each group		
E5 Number of channels		
E6 Please describe the basis for this grouping		
Group A:		
Group B:		

MODULE F: MONTHLY CHARGES FOR PROGRAMMING AND EQUIPMENT

Please provide the information required for equipment, programming and other services. If you are charging different rates for different subscriber groups, please answer the questions in this module for the group having the largest number of subscribers. If your equipment charges are bundled with programming charges, please enter the letter "B" on line F1 and F2.

F1 Monthly charges for equipment (break down below):	Jul 1, 1997	Jul 1, 1998
F1a Addressable Analog Converters	\$2.05	\$2.05
F1ai Number of Subscribers Taking Addressable Analog Converters	18,544	18,683
F1b Non-Addressable Converters	\$.80	\$.80
F1bi Number of Subscribers Taking Non-Addressable Converters	6,985	5,936
F1c Digital converters	\$.00	\$.00
F1ci Number of subscribers taking digital converters		
F1d Remotes	\$.44	\$.44
F1di Number of Subscribers Taking Remotes	22,744	22,236
F1e Additional Outlets	\$.00	\$.00
F1ei Number of subscribers with additional outlets	32,227	34,345
F1f Please indicate whether or not your monthly equipment rates are aggregated pursuant to section 623(a)(7)(A) of the Communications Act. Please enter "1" for yes or "2" for no.	2-No	1-Yes

F2 Monthly Charges for Programming (break down below):	Jul 1, 1997	Jul 1, 1998
F2a BST only	\$8.75	\$10.75
F2ai Number of BST subscribers	30,310	29,298
F2b CPST1 only	\$17.95	\$18.95
F2bi Number of CPST1 subscribers	29,074	27,998
F2c CPST2 only	\$.00	\$.00
F2ci Number of CPST2 subscribers		
F2d CPST3 only	\$.00	\$.00
F2di Number of CPST3 subscribers		

F3	July 1, 1998	Jul 1, 1997	Jul 1, 1998
Total Monthly amount a typical subscriber pays for programming services and equipment (a typical subscriber is defined as one who takes BST, the most highly penetrated CPST, if offered, a converter, and a remote)	\$26.94	\$29.19	\$32.19
F3a Number of subscribers taking the services described on line F3	30,820	30,310	29,298
F3b Number of channels the subscribers taking the services described on line F3 receive	47	55	55

MODULE G: LIFE-LINE BASIC TIER INFORMATION

If you offer a tier of service that has fewer channels than the tier you designated as BST in Module D and F (this tier may be called "life-line basic" or may have some other designation), complete this module, otherwise skip Module G and go to Module H.

G Life-line basic tier:	Jul 1, 1997	Jul 1, 1998
G1 Number of life-line basic subscribers		
G2 Monthly charge for life-line basic service	\$.00	\$.00
G3 Number of channels devoted to each of the following categories:		
G3a Broadcast stations (Break down below):		
G3ai Local broadcast stations		
G3aii Other broadcast stations		
G3b PEG and other local origination programming (break down below):		
G3bi Public access channels		
G3bii Educational access channels		
G3biii Governmental access channels		

G3bv Other local origination programming

G3bv Other programming channels

MODULE H: DIGITAL TIER INFORMATION

If you offer digital service, complete this module, otherwise skip Module H and go to Module I

H	Digital tier:	Jul 1, 1997	Jul 1, 1998
H1	Do you offer digital service? Please enter "1" for yes or "2" for no		
H2	If yes, how many analog channels are devoted to digital service?		
H3	How many digital channels are in your digital tier(s)?		
H4	How many digital tiers do you offer?		
H5	Monthly charge for digital tier 1	\$ 00	\$ 00
H5a	Number of digital tier 1 subscribers		
H5b	Number of digital channels on digital tier 1		
H6	Monthly charge for digital tier 2	\$ 00	\$ 00
H6a	Number of digital tier 2 subscribers		
H6b	Number of digital channels on digital tier 2		

MODULE I: REVENUES FROM ADVERTISING AND OTHER SERVICES

I1	Average charges for:	During 12 months ending July 1, 1997	During 12 months ending July 1, 1998
I1a	Installation	\$11.25	\$11.25
I1b	Disconnect	\$ 00	\$ 00
I1c	Reconnect	\$11.25	\$11.25
I1d	Tier Change	\$1.99	\$1.99

I2	Provide number of:	During 12 months ending July 1, 1997	During 12 months ending July 1, 1998
I2a	Installations	8,836	20,790
I2b	Disconnects	12,148	27,425
I2c	Reconnects	2,822	5,981
I2d	Tier changes		

I3	Advertising Revenues:	During 12 months ending July 1, 1997	During 12 months ending July 1, 1998
I3a	Advertising revenue from BST	\$ 00	\$26,509.00
I3b	Advertising revenue from CPST(s)	\$408,542.00	\$400,832.00
I3c	Allocate the revenue shown on line 13b according to the following types of programming		
I3ci	Sports	\$70,689.00	\$68,463.00
I3cii	News	\$51,377.00	\$57,854.00
I3ciii	Children's	\$7,582.00	\$7,146.00
I3civ	All other	\$278,894.00	\$293,878.00
I4	Revenue received from other sources such as commissions, launch fees, or leased access charges (provide amount and identify source)	\$58,793.00 source: HSN COMMISSION	\$57,508.00 source: HSN COMMISSION

MODULE J: LEASED ACCESS PROGRAMMING

J1	Number of leased access channels required under the FCC's leased access rules	Jul 1, 1998
J1	Number of leased access channels required under the FCC's leased access rules	8
J2	Number of channels with 8 hrs/day or more of leased access programming	
J2a	Average monthly charge to programmer on a per-subscriber, per-hour basis for carriage of 8 hrs/day or more of leased access programming	\$ 00
J3	Number of channels with less than 8 hrs/day of leased access programming	
J3a	Average monthly charge to programmer on a per-subscriber, per-hour basis for carriage of less than 8 hrs/day of leased access programming	\$ 00

MODULE K: EXPLANATION OF CHANGES IN RATES DURING 12 MONTH PERIODS ENDING JULY 1, 1997 AND 1998

If your rates changed during the 12 month periods ending July 1, 1997 and/or July 1, 1998, please provide an explanation of the changes according to the following categories. If this CUID is unregulated, please provide this information to the best of your knowledge. Please use the list of programming services (Attached) to identify the types of programming shown on lines K1a through K1d.

K1	Programming license fees (allocate programming cost increases according to the following types of programming):	Change During 12 Months Ending July 1, 1997	Change During 12 Months Ending July 1, 1998
K1a	Sports	\$.11	\$.10
K1b	News	\$.02	\$.03
K1c	Children's	\$ -.01	\$.01
K1d	All other	\$.15	\$.39
K2	Copyright fees	\$ 00	\$ 00
K3	Channel additions (Break down below):		
K3a	Programming costs attributable to new channels	\$.48	\$.52
K3c	Channel additions excluding programming and		

	system upgrade costs	\$.80	\$1.00
K4	System upgrades (Break down below):		
K4a	Head end and distribution plant upgrades	\$.00	\$.00
K4b	Upgrades under social contract	\$.00	\$.00
K4c	Upgrades made pursuant to local franchise authority requirements	\$.00	\$.00
K5	Inflation adjustments*	\$.44	\$.35
K6	Franchise fee increases	\$.00	\$.00
K7	Franchise related cost increases (excluding franchise fee increases and LFA required upgrades)	\$.00	\$.00
K8	Equipment	\$.00	\$.00
K9	Other	\$.26	\$.60
K10	Total change (the totals of lines K1 through K9 should equal the differences between the amounts shown on line F3)	\$2.25	\$3.00

*If unregulated, please estimate to the best of your knowledge, but do not double-count inflation that may be included in other categories of Module K.

MODULE L: 1997 CABLE CHANNEL CAPACITY AND LINE-UP

Jul 1, 1997

L1	Total channel capacity (on analog basis)	97				
L2	Total number of activated channels	71				
L2a	Number of activated channels carrying more than one programming service (shared channels)	2				
L3	Number of channels devoted to premium and/or pay-per-view services	16				
L4	Number of activated channels devoted to each of the following categories:		BST	CPST1	CPST2	CPST3
L4a	Broadcast Stations (Break down below):					
L4ai	Local broadcast stations	6				
L4aii	Other broadcast stations	4				
L4b	PEG (break down below):					
L4bi	Public access channels	1				
L4bii	Educational access channels	1				
L4biii	Governmental access channels	1				
L4c	Local origination programming					
L4d	Satellite programming	3	39			
L5	Number of channels in each tier	16	39			

MODULE M: 1998 CABLE CHANNEL CAPACITY AND LINE-UP

Jul 1, 1998

M1	Total Channel capacity (on analog basis)	97				
M2	Total number of activated channels	72				
M2a	Number of activated channels carrying more than one programming service (shared channels)	1				
M3	Number of channels devoted to premium and/or pay-per-view services	17				
M4	Number of activated channels devoted to each of the following categories:		BST	CPST1	CPST2	CPST3
M4a	Broadcast stations (Break down below):					
M4ai	Local broadcast stations	6				
M4aii	Other broadcast stations	4				
M4b	PEG:					
M4bi	Public access channels	1				
M4bii	Educational access channels	1				
M4biii	Governmental access channels	1				
M4c	Local origination programming					
M4d	Satellite programming	3	39			
M5	Number of channels in each tier	16	39			

CHANNEL LINE-UP FOR JULY 1, 1997

BASIC	CPST1	CPST2	CPST3
B1	C4	O218	S8
B1	O174	O108	O110
B2	O225	C1	O14
B2	S7		
B3	O236		
B3	N10		
O248	N17		
B4	S18		
B5	O68		
B5	O211		
B6	O210		
B7	O85		
A3	O1		
A3	O130		
A3	O93		
N3	O10		
	O55		
	O27		
	O74		
	O58		
	O143		
	O230		
	O129		
	O82*		
	O215*		
	N9		
	O113		
	O184		
	O72		
	O35		
	N21		
	N4		
	O63		
	O224*		
	O213*		
	O155		
	S20		
	S31		
	O160		
	A2		

CHANNEL LINE-UP FOR JULY 1, 1998

BASIC	CPST1	CPST2	CPST3
B1	C4	O218	S8
B1	O174	O108	O201
B2	O225	C1	O141
B2	S7		
B3	O236		
B3	N10		
O248	N17		
B4	S16		
B5	O68		
B5	O211		
B6	O210		
B7	O85		
A3	O1		
A3	O130		
A3	O93		
N3	O10		
	O55		
	O27		
	O74		
	O58		
	O143		
	O230		
	O129		
	O82*		
	O215*		
	N9		
	O113		
	O184		
	O72		
	O35		
	N21		
	N4		
	O63		
	O224		
	O155		
	S20		
	S31		
	O160		
	O110		
	O14		
	A2		

MODULE A. OPERATOR INFORMATION

System Name: COXCOM, INC. D/B/A/ COX COMMUNICATIONS OMAHA
 Ultimate Parent Entity Name: COX ENTERPRISES, INC.
 System Address: 11505 W. DODGE ROAD
 City: OMAHA
 State and Zip Code: NE 68154-
 Community Name: OMAHA
 Community Zip Code(s): 68154-
 Cuid: NE0111

MODULE B. CERTIFICATION

I certify that I have examined this report, and that all statements of fact contained therein are true, complete and correct to the best of my knowledge, information and belief, and are made in good faith. Willful false statements made on this form are punishable by fine and/or imprisonment (US Code Title 18, Section 1001), and/or forfeiture (US Code, Title 47, Section 503).

Signature: Sign here if applicable *Sandra Sigmund*
 Printed Name / Title: SANDRA SIGMUND
 MANAGER, RATE REGULATION
 Date: 08/28/98
 Telephone Number: (404)843-7404
 Fax Number: (404)843-5845

MODULE C. PENETRATION AND SYSTEM INFORMATION

	Jul 1, 1997		Jul 1, 1998	
	Franchise	System	Franchise	System
Enter the number of households	152,124	250,000	152,136	252,800
Enter the number of households passed	148,066	243,331	150,791	250,565
Enter the number of subscribers	89,615	148,796	90,924	152,036
Is the system part of a Multiple System Operator (MSO) of two or more systems. Please enter "1" for yes or "2" for no.				1-Yes
Enter system capacity in Mhz as of July 1, 1998	750			
Enter the date when this system was upgraded to the capacity shown on line C5.	7/15/97			
Does the system have two-way interactive capacity? Please enter "1" for yes or "2" for no.				1-Yes
Do you offer internet access service? Please enter "1" for yes or "2" for no.				1-Yes
If yes, how many internet access subscribers do you have?				
Do you offer cable telephony service? Please enter "1" for yes or "2" for no.				1-Yes
If yes, how many telephony subscribers do you have?				

MODULE D. REGULATORY AND COMPETITIVE STATUS

As of July 1, 1997: Please enter "1" for "Yes" or "2" for "No"

01a Was this franchise's basic service tier (BST) regulated? 2-No

01b Was this franchise's cable programming service tier (CPST) regulated? 2-No

01c If BST and/or CPST are regulated, please identify the methodology that was used to set rates. Answer "1" for benchmark, "2" for cost of service, or "3" for other.

01d Did the Commission find "effective competition" in your franchise area prior to July 1, 1997? 2-No

As of July 1, 1998:

02a Was this franchise's basic service tier (BST) regulated? 2-No

02b Was this franchise's cable programming service tier (CPST) regulated? 2-No

02c If BST and/or CPST are regulated, please identify the methodology that was used to set rates. Answer "1" for benchmark, "2" for cost of service, or "3" for other.

02d Did the Commission find "effective competition" in your franchise area prior to July 1, 1998? 2-No

MODULE E: NONUNIFORM RATES

Section 623(b) of the Communications Act of 1934, as amended, exempts cable operators facing effective competition from uniform rate rules. If you are not subject to uniform rates, please complete Module "E". If you are subject to uniform rate rules, please skip to Module "F".

E1 As of July 1, 1998, were any subscribers in your franchise area subject to different price structures for BST and/or CPSTs based on geographic location (excluding bulk discounts provided to multiple dwelling units)? Answer "1" for yes or "2" for no

E2 As of July 1, 1998, enter the number of different subscriber groups in your franchise area.

Please provide the information required for equipment and programming services (BST and CPST only) for the two largest subscriber groups in your franchise area.

	July 1, 1998	
	Group A	Group B
E3 Total monthly subscriber charges for programming and equipment	\$.00	\$.00
E4 Number of subscribers in each group		
E5 Number of channels		
E6 Please describe the basis for this grouping		
Group A:		
Group B:		

MODULE F: MONTHLY CHARGES FOR PROGRAMMING AND EQUIPMENT

Please provide the information required for equipment, programming and other services. If you are charging different rates for different subscriber groups, please answer the questions in this module for the group having the largest number of subscribers. If your equipment charges are bundled with programming charges, please enter the letter "B" on line F1 and F2.

F1 Monthly charges for equipment (break down below):	<input type="text"/>	Jul 1, 1997	Jul 1, 1998
F1a Addressable Analog Converters		\$1.95	\$2.70
F1ai Number of Subscribers Taking Addressable Analog Converters		67,082	70,565
F1b Non-Addressable Converters		\$.93	\$.93
F1bi Number of Subscribers Taking Non-Addressable Converters		12,139	10,512
F1c Digital converters		\$.00	\$3.95
F1ci Number of subscribers taking digital converters			
F1d Remotes		\$.24	\$.00
F1di Number of Subscribers Taking Remotes		60,886	60,880
F1e Additional Outlets		\$.00	\$.00
F1ei Number of subscribers with additional outlets			
F1f Please indicate whether or not your monthly equipment rates are approved pursuant to section 623(a)(7)(A) of the Communications Act. Please enter "1" for yes or "2" for no.		2-No	1-Yes
F2 Monthly Charges for Programming (break down below):	<input type="text"/>	Jul 1, 1997	Jul 1, 1998
F2a BST only		\$10.28	\$10.76
F2ai Number of BST subscribers		89,615	90,924
F2b CPST1 only		\$3.71	\$3.99
F2bi Number of CPST1 subscribers		87,834	88,151
F2c CPST2 only		\$10.96	\$12.20
F2ci Number of CPST2 subscribers		84,911	84,284
F2d CPST3 only		\$.00	\$.00
F2di Number of CPST3 subscribers			

F3	July 1, 1996	Jul 1, 1997	Jul 1, 1998
F3 Total Monthly amount a typical subscriber pays for programming services and equipment (a typical subscriber is defined as one who takes BST, the most highly penetrated CPST, if offered, a converter, and a remote)	\$22.84	\$26.84	\$29.65
F3a Number of subscribers taking the services described on line F3	87,772	84,911	84,284
F3b Number of channels the subscribers taking the services described on line F3 receive	63	64	64

MODULE G: LIFE-LINE BASIC TIER INFORMATION

If you offer a tier of service that has fewer channels than the tier you designated as BST in Module D and F (this tier may be called "life-line basic" or may have some other designation), complete this module, otherwise skip Module G and go to Module H.

G Life-line basic tier:	Jul 1, 1997	Jul 1, 1998
G1 Number of life-line basic subscribers	6,603	5,712
G2 Monthly charge for life-line basic service	\$.00	\$.00
G3 Number of channels devoted to each of the following categories:		
G3a Broadcast stations (Break down below):		
G3ai Local broadcast stations	4	5
G3aii Other broadcast stations	3	2
G3b PEG and other local origination programming (break down below):		
G3bi Public access channels		
G3bii Educational access channels		
G3biii Governmental access channels	1	1

G3bv	Other local origination programming	2	2
G3bv	Other programming channels	3	3

MODULE H: DIGITAL TIER INFORMATION

If you offer digital service, complete this module, otherwise skip Module H and go to Module I

H	Digital tier:	Jul 1, 1997	Jul 1, 1998
H1	Do you offer digital service? Please enter '1' for yes or '2' for no	2-No	1-Yes
H2	If yes, how many analog channels are devoted to digital service?		63
H3	How many digital channels are in your digital tier(s)?		26
H4	How many digital tiers do you offer?		4
H5	Monthly charge for digital tier 1	\$.00	\$8.95
H5a	Number of digital tier 1 subscribers		
H5b	Number of digital channels on digital tier 1		14
H6	Monthly charge for digital tier 2	\$.00	\$4.00
H6a	Number of digital tier 2 subscribers		
H6b	Number of digital channels on digital tier 2		7

MODULE I: REVENUES FROM ADVERTISING AND OTHER SERVICES

I1	Average charges for:	During 12 months ending July 1, 1997	During 12 months ending July 1, 1998
I1a	Installation	\$19.95	\$19.95
I1b	Disconnect	\$.00	\$.00
I1c	Reconnect	\$19.95	\$19.95
I1d	Tier Change	\$1.99	\$1.99

I2	Provide number of:	During 12 months ending July 1, 1997	During 12 months ending July 1, 1998
I2a	Installations	32,893	30,782
I2b	Disconnects	33,495	28,126
I2c	Reconnects	116	532
I2d	Tier changes		

I3	Advertising Revenues:	During 12 months ending July 1, 1997	During 12 months ending July 1, 1998
I3a	Advertising revenue from BST	\$.00	\$36,243.00
I3b	Advertising revenue from CPST(s)	\$1,370,338.00	\$1,529,129.00
I3c	Allocate the revenue shown on line 13b according to the following types of programming		
I3ci	Sports	\$248,928.00	\$276,211.00
I3cii	News	\$193,323.00	\$188,056.00
I3ciii	Children's	\$42,480.00	\$41,375.00
I3civ	All other	\$885,608.00	\$1,059,730.00
I4	Revenue received from other sources such as commissions, launch fees, or leased access charges (provide amount and identify source)	\$171,216.00	\$195,731.00

MODULE J: LEASED ACCESS PROGRAMMING

J1	Number of leased access channels required under the FCC's leased access rules	Jul 1, 1998
J1	Number of leased access channels required under the FCC's leased access rules	14
J2	Number of channels with 8 hrs/day or more of leased access programming	
J2a	Average monthly charge to programmer and per subscriber, per hour basis for carriage of 8 hrs/day or more of leased access programming	\$.00
J3	Number of channels with less than 8 hrs/day of leased access programming	1
J3a	Average monthly charge to programmer and per subscriber, per hour basis for carriage of less than 8 hrs/day of leased access programming	\$44.00

MODULE K: EXPLANATION OF CHANGES IN RATES DURING 12 MONTH PERIODS ENDING JULY 1, 1997 AND 1998

If your rates changed during the 12 month periods ending July 1, 1997 and/or July 1, 1998, please provide an explanation of the changes according to the following categories. If this CUID is unregulated, please provide this information to the best of your knowledge. Please use the list of programming services (Attached) to identify the types of programming shown on lines K1a through K1d.

K1	Programming license fees (allocate programming cost increases according to the following types of programming):	Change During 12 Months Ending July 1, 1997	Change During 12 Months Ending July 1, 1998
K1a	Sports	\$.13	\$.20
K1b	News	\$.12	\$.07
K1c	Children's	\$.01	\$.02
K1d	All other	\$.74	\$.67
K2	Copyright fees	\$.00	\$.00
K3	Channel additions (Break down below):		
K3a	Programming costs attributable to new channels	\$.00	\$.00

K1	System upgrade costs	\$20	\$00
System upgrades (Break down below):			
K4a	Head end and distribution plant upgrades	\$00	\$00
K4b	Upgrades under social contract	\$00	\$00
K4c	Upgrades made pursuant to local franchise authority requirements	\$00	\$00
K5	Inflation adjustments*	\$46	\$27
K6	Franchise fee increases	\$00	\$00
K7	Franchise related cost increases (excluding franchise fee increases and LFA required upgrades)	\$00	\$00
K8	Equipment	\$94	\$72
K9	Other	\$1.40	\$86
K10	Total change (the totals of lines K1 through K9 should equal the differences between the amounts shown on line F3)	\$4.00	\$2.81

If unregulated, please estimate to the best of your knowledge, but do not double-count inflation that may be included in other categories of Module K.

MODULE L: 1997 CABLE CHANNEL CAPACITY AND LINE-UP

Jul 1, 1997

L1	Total channel capacity (on analog basis)	117				
L2	Total number of activated channels	87				
L2a	Number of activated channels carrying more than one programming service (shared channels)	11				
L3	Number of channels devoted to premium and/or pay-per-view services	23				
L4	Number of activated channels devoted to each of the following categories:		BST	CPST1	CPST2	CPST3
L4a	Broadcast Stations (Break down below):					
L4ai	Local broadcast stations	4				
L4aii	Other broadcast stations	3				
L4b	PEG (break down below):					
L4bi	Public access channels	1				
L4bii	Educational access channels	4				
L4biii	Governmental access channels	2				
L4c	Local origination programming	1	0	0	0	
L4d	Satellite programming	9	7	33	0	
L5	Number of channels in each tier	24	7	33		

MODULE M: 1998 CABLE CHANNEL CAPACITY AND LINE-UP

Jul 1, 1998

M1	Total Channel capacity (on analog basis)	117				
M2	Total number of activated channels	87				
M2a	Number of activated channels carrying more than one programming service (shared channels)	11				
M3	Number of channels devoted to premium and/or pay-per-view services	23				
M4	Number of activated channels devoted to each of the following categories:		BST	CPST1	CPST2	CPST3
M4a	Broadcast stations (Break down below):					
M4ai	Local broadcast stations	4				
M4aii	Other broadcast stations	3				
M4b	PEG:					
M4bi	Public access channels	1				
M4bii	Educational access channels	4				
M4biii	Governmental access channels	2				
M4c	Local origination programming	1	0	0	0	
M4d	Satellite programming	9	7	33	0	
M5	Number of channels in each tier	24	7	33		

CHANNEL LINE-UP FOR JULY 1, 1997

BASIC	CPST1	CPST2	CPST3
	O130	O142	
	O230	O211	
215	S7	O68	
	O225	O1	
	S4	O27	
215	C4	O85	
248*	O210	O74	
119*		N9	
2		O236	
4		N17	
248*		O10	
119*		O58	
2		S15	
4		O72	
5		O93	
1		S8	
3		C1	
4		O112	
126		O184	
4*		O218	
126*		O35	
129		O110	
13		O180	
82		S4	
4*		O160	
224*		S20	
179		N21	
205		O14	
174		S31	
39		O55	
39*		O250	
148*		A1	
248		O174	
43			

CHANNEL LINE-UP FOR JULY 1, 1998

BASIC	CPST1	CPST2	CPST3
	O130	O142	
	O230	O211	
15	S7	O68	
	O225	O1	
	S4	O27	
15	C4	O85	
248*	O210	O74	
19		N9	
		O236	
		N17	
248*	O210	O74	
119*		O58	
2		S15	
4		O72	
5		O93	
1		S8	
3		C1	
4		O112	
126		O184	
4*		O218	
126*		O35	
129		O110	
3		O180	
82		S4	
4*		O160	
224*		S20	
179		N21	
205		O14	
174		S31	
9		O55	
9*		O250	
148*		A1	
248		O174	
3			

CHANNEL LINE-UP FOR JULY 1, 1998

BASIC	CPST1	CPST2	CPST3
6	O174		
5	O225		
7	O68		
3	C4		
7	S7		
2	S8		
1	O72		
4	O85		
6	O10		
3	O1		
224	O130		
95	O211		
215	O129		
8	C1		
2	S19		
7	S18		
205	N17		
3	N9		
2	N10		
248	N21		
98	O27		
207	O230		
	O143		
	O58		
	O14		
	O93		
	O210		
	O55		
	O177		
	O160		
	S31		
	O250		
	O110		
	O35		
	O108		
	O218		
	O74		
	O220		
	O113		
	A1		
	O191		
	O179		
	O184		
	O119		

MODULE A. OPERATOR INFORMATION

A1 System Name

A2 Ultimate Parent Entity Name

A3 System Address

A4 City

A5 State and Zip Code

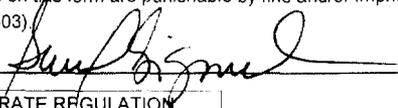
A6 Community Name

A7 Community Zip Code(s)

A8 Cuid

MODULE B. CERTIFICATION

I certify that I have examined this report, and that all statements of fact contained therein are true, complete and correct to the best of my knowledge, information and belief, and are made in good faith. Willful false statements made on this form are punishable by fine and/or imprisonment (US Code Title 18, Section 1001), and/or forfeiture (US Code, Title 47, Section 503).

B1 Signature Sign here if applicable 

B2 Printed Name / Title

B3 Date

B4 Telephone Number

B5 Fax Number

MODULE C. PENETRATION AND SYSTEM INFORMATION

	Jul 1, 1997		Jul 1, 1998	
	Franchise	System	Franchise	System
C1 Enter the number of households	11,087	827,066	11,087	827,066
C2 Enter the number of households passed	15,204	273,620	15,289	283,632
C3 Enter the number of subscribers	10,795	211,411	10,713	220,538
C4 Is the system part of a Multiple System Operator (MSO) of two or more systems. Please enter "1" for yes or "2" for no.				1-Yes <input checked="" type="checkbox"/>
C5 Enter system capacity in Mhz as of July 1, 1998				750
C6 Enter the date when this system was upgraded to the capacity shown on line C5.	11/1/97			
C7 Does the system have two-way interactive capacity? Please enter "1" for yes or "2" for no.				1-Yes <input checked="" type="checkbox"/>
C8 Do you offer internet access service? Please enter "1" for yes or "2" for no.				
C9 If yes, how many internet access subscribers do you have?				
C10 Do you offer cable telephony service? Please enter "1" for yes or "2" for no.				1-Yes <input checked="" type="checkbox"/>
C11 If yes, how many telephony subscribers do you have?				

MODULE D. REGULATORY AND COMPETITIVE STATUS

D1 **As of July 1, 1997:** Please enter "1" for "Yes" or "2" for "No"

D1a Was this franchise's basic service tier (BST) regulated?

D1b Was this franchise's cable programming service tier (CPST) regulated?

D1c If BST and/or CPST are regulated, please identify the methodology that was used to set rates. Answer "1" for benchmark, "2" for cost of service, or "3" for other.

D1d Did the Commission find "effective competition" in your franchise area prior to July 1, 1997?

D2 **As of July 1, 1998:**

D2a Was this franchise's basic service tier (BST) regulated?

D2b Was this franchise's cable programming service tier (CPST) regulated?

D2c If BST and/or CPST are regulated, please identify the methodology that was used to set rates. Answer "1" for benchmark, "2" for cost of service, or "3" for other.

D2d Did the Commission find "effective competition" in your franchise area prior to July 1, 1998?

MODULE E: NONUNIFORM RATES

Section 625(b) of the Communications Act of 1934, as amended, exempts cable operators facing effective competition from uniform rate rules. If you are not subject to uniform rates, please complete Module "E". If you are subject to uniform rate rules, please skip to Module "F".

E1 As of July 1, 1998, were any subscribers in your franchise area subject to different price structures for BST and/or CPSTs based on geographic location (excluding bulk discounts provided to multiple dwelling units)? Answer "1" for yes or "2" for no

E2 As of July 1, 1998, enter the number of different subscriber groups in your franchise area

Please provide the information required for equipment and programming services (BST and CPST only) for the two largest subscriber groups in your franchise area.

	July 1, 1998	
	Group A	Group B
E3 Total monthly subscriber charges for programming and equipment	\$.00	\$.00
E4 Number of subscribers in each group		
E5 Number of channels		
E6 Please describe the basis for this grouping		
Group A:		
Group B:		

MODULE F: MONTHLY CHARGES FOR PROGRAMMING AND EQUIPMENT

Please provide the information required for equipment, programming and other services. If you are charging different rates for different subscriber groups, please answer the questions in this module for the group having the largest number of subscribers. If your equipment charges are bundled with programming charges, please enter the letter "B" on line F1 and F2.

F1 Monthly charges for equipment (break down below):	Jul 1, 1997	Jul 1, 1998
F1a Addressable Analog Converters	\$1.25	\$1.75
F1ai Number of Subscribers Taking Addressable Analog Converters	6,062	5,845
F1b Non-Addressable Converters	\$.00	\$.00
F1bi Number of Subscribers Taking Non-Addressable Converters		
F1c Digital converters	\$.00	\$1.75
F1ci Number of subscribers taking digital converters		
F1d Remotes	\$.00	\$.00
F1di Number of Subscribers Taking Remotes	8,577	5,669
F1e Additional Outlets	\$.00	\$.00
F1ei Number of subscribers with additional outlets	11,331	13,176
F1f Please indicate whether or not your monthly equipment rates are aggregated pursuant to section 623(a)(7)(A) of the Communications Act. Please enter "1" for yes or "2" for no.	2-No	1-Yes

F2 Monthly Charges for Programming (break down below):	Jul 1, 1997	Jul 1, 1998
F2a BST only	\$14.70	\$15.15
F2ai Number of BST subscribers	10,795	10,713
F2b CPST1 only	\$10.80	\$12.35
F2bi Number of CPST1 subscribers	10,105	10,008
F2c CPST2 only	\$.00	\$.00
F2ci Number of CPST2 subscribers		
F2d CPST3 only	\$.00	\$.00
F2di Number of CPST3 subscribers		

	July 1, 1996	Jul 1, 1997	Jul 1, 1998
F3 Total Monthly amount a typical subscriber pays for programming services and equipment (a typical subscriber is defined as one who takes BST, the most highly penetrated CPST, if offered, a converter, and a remote)	\$24.47	\$26.75	\$29.25
F3a Number of subscribers taking the services described on line F3	5,454	10,105	10,008
F3b Number of channels the subscribers taking the services described on line F3 receive	50	50	61

MODULE G: LIFE-LINE BASIC TIER INFORMATION

If you offer a tier of service that has fewer channels than the tier you designated as BST in Module D and F (this tier may be called "life-line basic" or may have some other designation), complete this module, otherwise skip Module G and go to Module H.

G Life-line basic tier:	Jul 1, 1997	Jul 1, 1998
G1 Number of life-line basic subscribers		
G2 Monthly charge for life-line basic service	\$.00	\$.00
G3 Number of channels devoted to each of the following categories:		
G3a Broadcast stations (Break down below):		
G3ai Local broadcast stations		
G3aii Other broadcast stations		
G3b PEG and other local origination programming (break down below):		
G3bi Public access channels		
G3bii Educational access channels		
G3biii Governmental access channels		

G3biv Other local origination programming
 G3bv Other programming channels

MODULE H: DIGITAL TIER INFORMATION

If you offer digital service, complete this module, otherwise skip Module H and go to Module I

H	Digital tier:	Jul 1, 1997	Jul 1, 1998
H1	Do you offer digital service? Please enter '1' for yes or '2' for no	2-No	1-Yes
H2	If yes, how many analog channels are devoted to digital service?		23
H3	How many digital channels are in your digital tier(s)?		25
H4	How many digital tiers do you offer?		2
H5	Monthly charge for digital tier 1	\$ 00	\$5.95
H5a	Number of digital tier 1 subscribers		
H5b	Number of digital channels on digital tier 1		13
H6	Monthly charge for digital tier 2	\$ 00	\$10.95
H6a	Number of digital tier 2 subscribers		
H6b	Number of digital channels on digital tier 2		25

MODULE I: REVENUES FROM ADVERTISING AND OTHER SERVICES

I1	Average charges for:	During 12 months ending July 1, 1997	During 12 months ending July 1, 1998
I1a	Installation	\$17.42	\$21.37
I1b	Disconnect	\$ 00	\$ 00
I1c	Reconnect	\$17.42	\$21.37
I1d	Tier Change	\$ 00	\$ 00

I2	Provide number of:	During 12 months ending July 1, 1997	During 12 months ending July 1, 1998
I2a	Installations	164	110
I2b	Disconnects	2,515	2,641
I2c	Reconnects	2,187	1,839
I2d	Tier changes		

I3	Advertising Revenues:	During 12 months ending July 1, 1997	During 12 months ending July 1, 1998
I3a	Advertising revenue from BST	\$ 00	\$ 00
I3b	Advertising revenue from CPST(s)	\$78,873.00	\$93,384.00
I3c	Allocate the revenue shown on line 13b according to the following types of programming:		
I3ci	Sports	\$28,972.00	\$32,738.00
I3cii	News	\$20,593.00	\$25,166.00
I3ciii	Children's	\$ 00	\$ 00
I3civ	All other	\$29,308.00	\$35,480.00
I4	Revenue received from other sources such as commissions, launch fees, or leased access charges (provide amount and identify source)	\$14,453.56 source: Home Shopping Fees	\$15,789.59 source: Home Shopping Fees

MODULE J: LEASED ACCESS PROGRAMMING

J1	Number of leased access channels required under the FCC's leased access rules	Jul 1, 1998
J1	Number of leased access channels required under the FCC's leased access rules	8
J2	Number of channels with 8 hrs/day or more of leased access programming	1
J2a	Average monthly charge to programmer on a per subscriber, per hour basis for carriage of 8 hrs/day or more of leased access programming	\$96.92
J3	Number of channels with less than 8 hrs/day of leased access programming	
J3a	Average monthly charge to programmer on a per subscriber, per hour basis for carriage of less than 8 hrs/day of leased access programming	\$ 00

MODULE K: EXPLANATION OF CHANGES IN RATES DURING 12 MONTH PERIODS ENDING JULY 1, 1997 AND 1998

If your rates changed during the 12 month periods ending July 1, 1997 and/or July 1, 1998, please provide an explanation of the changes according to the following categories. If this CUID is unregulated, please provide this information to the best of your knowledge. Please use the list of programming services (Attached) to identify the types of programming shown on lines K1a through K1d.

K1	Programming license fees (allocate programming cost increases according to the following types of programming):	Change During 12 Months Ending July 1, 1997	Change During 12 Months Ending July 1, 1998
K1a	Sports	\$.19	\$.22
K1b	News	\$.02	\$.19
K1c	Children's	\$.01	\$.02
K1d	All other	\$.06	\$.33
K2	Copyright fees	\$.02	\$ -11
K3	Channel expansion (break down below):		
K3a	Programming costs attributable to new channels	\$.45	\$.97

	system upgrade costs	\$.40	\$.00
K4	System upgrades (Break down below):		
K4a	Head end and distribution plant upgrades	\$.00	\$.00
K4b	Upgrades under social contract	\$.00	\$.00
K4c	Upgrades made pursuant to local franchise authority requirements	\$.00	\$.00
K5	Inflation adjustments*	\$.48	\$.47
K6	Franchise fee increases	\$.00	\$.00
K7	Franchise related cost increases (excluding franchise fee increases and LFA required upgrades)	\$.00	\$.00
K8	Equipment	\$.14	\$.50
K9	Other	\$.51	\$ -.09
K10	Total change (the totals of lines K1 through K9 should equal the differences between the amounts shown on line F3)	\$ 2.28	\$ 2.50

*If unregulated, please estimate to the best of your knowledge, but do not double-count inflation that may be included in other categories of Module K

MODULE L: 1997 CABLE CHANNEL CAPACITY AND LINE-UP

Jul 1, 1997

L1	Total channel capacity (on analog basis)	62				
L2	Total number of activated channels	62				
L2a	Number of activated channels carrying more than one programming service (shared channels)	5				
L3	Number of channels devoted to premium and/or pay-per-view services	12				
L4	Number of activated channels devoted to each of the following categories:		BST	CPST1	CPST2	CPST3
L4a	Broadcast Stations (Break down below):					
L4ai	Local broadcast stations	18				
L4aii	Other broadcast stations	2				
L4b	PEG (break down below):					
L4bi	Public access channels	1				
L4bii	Educational access channels	1				
L4biii	Governmental access channels	1				
L4c	Local origination programming	1				
L4d	Satellite programming	5	21			
L5	Number of channels in each tier	29	21			

MODULE M: 1998 CABLE CHANNEL CAPACITY AND LINE-UP

Jul 1, 1998

M1	Total Channel capacity (on analog basis)	81				
M2	Total number of activated channels	79				
M2a	Number of activated channels carrying more than one programming service (shared channels)	5				
M3	Number of channels devoted to premium and/or pay-per-view services	18				
M4	Number of activated channels devoted to each of the following categories:		BST	CPST1	CPST2	CPST3
M4a	Broadcast stations (Break down below):					
M4ai	Local broadcast stations	18				
M4aii	Other broadcast stations	2				
M4b	PEG:					
M4bi	Public access channels	1				
M4bii	Educational access channels	1				
M4biii	Governmental access channels	1				
M4c	Local origination programming	1				
M4d	Satellite programming	5	32			
M5	Number of channels in each tier	29	32			

CHANNEL LINE-UP FOR JULY 1, 1997

BASIC	CPST1	CPST2	CPST3
2	N10		
4	S7		
4	O225		
5	O93		
O226	O35		
6	O126		
81	N9		
O227	N17		
88	C4		
66	O220		
83	S18		
86	O236		
87	O143		
84	O1		
O205	O85		
N3	O230		
84	N34		
N7	O157		
N4	O130		
A1	O74		
O191	S8		
O179	O160		
O224	O129		
84			
O207			
O174			
A4			
O82			
A4			
89			
O21			
89			

CHANNEL LINE-UP FOR JULY 1, 1998

BASIC	CPST1	CPST2	CPST3
B2	N10		
A4	S7		
N4	O225		
B5	O93		
O226	O35		
B6	O126		
B1	N9		
O227	N17		
B8	C4		
B6	O220		
B3	S18		
B6	O236		
B7	O143		
B4	O1		
O205	O85		
N3	O230		
B4	N34		
N7	O157		
N4	O130		
A1	O74		
O191	S8		
O179	O160		
O224	O129		
B4	S19		
O207	S3		
O174	O250		
A4	N21		
O82	O108		
A4	O184		
B9	O211		
O21	C1		
B9	O58		
	O110		
	O27		
	A1		

MODULE A. OPERATOR INFORMATION

A1 System Name

A2 Ultimate Parent Entity Name

A3 System Address

A4 City

A5 State and Zip Code

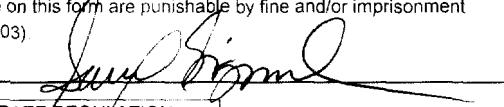
A6 Community Name

A7 Community Zip Code(s)

A8 Cuid

MODULE B. CERTIFICATION

I certify that I have examined this report, and that all statements of fact contained therein are true, complete and correct to the best of my knowledge, information and belief, and are made in good faith. Willful false statements made on this form are punishable by fine and/or imprisonment (US Code Title 18, Section 1001), and/or forfeiture (US Code, Title 47, Section 503)

B1 Signature Sign here if applicable 

B2 Printed Name / Title

B3 Date

B4 Telephone Number

B5 Fax Number

MODULE C. PENETRATION AND SYSTEM INFORMATION

	Jul 1, 1997		Jul 1, 1998	
	Franchise	System	Franchise	System
C1 Enter the number of households	25,174	827,066	25,174	827,066
C2 Enter the number of households passed	19,239	273,620	19,274	283,632
C3 Enter the number of subscribers	14,631	211,411	15,063	220,538
C4 Is the system part of a Multiple System Operator (MSO) of two or more systems. Please enter "1" for yes or "2" for no.				1-Yes
C5 Enter system capacity in Mhz as of July 1, 1998	750			
C6 Enter the date when this system was upgraded to the capacity shown on line C5	1/1/95			
C7 Does the system have two-way interactive capacity? Please enter "1" for yes or "2" for no.				1-Yes
C8 Do you offer internet access service? Please enter "1" for yes or "2" for no.				1-Yes
C9 If yes, how many internet access subscribers do you have?				
C10 Do you offer cable telephony service? Please enter "1" for yes or "2" for no.				1-Yes
C11 If yes, how many telephony subscribers do you have?				

MODULE D. REGULATORY AND COMPETITIVE STATUS

D1 **As of July 1, 1997:** Please enter "1" for "Yes" or "2" for "No"

D1a Was this franchise's basic service tier (BST) regulated?

D1b Was this franchise's cable programming service tier (CPST) regulated?

D1c If BST and/or CPST are regulated, please identify the methodology that was used to set rates. Answer "1" for benchmark, "2" for cost of service, or "3" for other.

D1d Did the Commission find "effective competition" in your franchise area prior to July 1, 1997?

D2 **As of July 1, 1998:**

D2a Was this franchise's basic service tier (BST) regulated?

D2b Was this franchise's cable programming service tier (CPST) regulated?

D2c If BST and/or CPST are regulated, please identify the methodology that was used to set rates. Answer "1" for benchmark, "2" for cost of service, or "3" for other.

D2d Did the Commission find "effective competition" in your franchise area prior to July 1, 1998?

MODULE E: NONUNIFORM RATES

2001-10-01 Communications Act of 1994, as amended, exempts cable operators facing effective competition from uniform rate rules.