

FILE ON OR BEFORE APRIL 7, 1999 TO AVOID
REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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FILED

99 MAR 23 PM 3: 22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



1. Name of Limited Partnership FALCON COMMUNICATIONS, L.P.	1a. DOCUMENT # B98000000569
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Mailing Address 10900 WILSHIRE BOULEVARD, 15TH FLOOR LOS ANGELES CA 90024	Principal Office Address 10900 WILSHIRE BOULEVARD, 15TH FLOOR LOS ANGELES CA 90024	3. Date Formed or Registered 09/22/1998	5a. Capital Contributions as Shown on Record \$0.00
2. Mailing Address Suite, Apt. #, etc. City & State Zip Country		3a. Date of Last Report 4. State or Country of Formation CA	
2a. Principal Office Address Suite, Apt. #, etc. City & State Zip Country		5b. Amount of Capital Contributions in FLORIDA to date 6. FEI Number 95-4654565	
		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
		7. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
8. Make check payable to: Dept. of State (See reverse side for fee information)			

9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324

10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number Is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code
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10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) _____ DATE _____

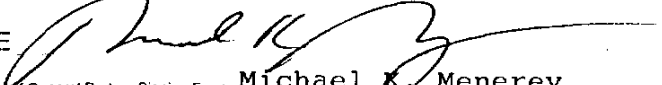
A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

11. Name(s) of General Partner(s)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration/Document Number
FALCON HOLDING GROUP, L.P.	10900 WILSHIRE BOULEV	LOS ANGELES CA 90024	B93000000118
TCI FALCON HOLDINGS, LLC	5619 DTC PARKWAY	ENGLEWOOD CO 80111	M98000001068

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 -03/30/99--U1084--U15
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 SC
 3-26-99

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE  Typed or Printed Name of General Partner Signing Form Michael K. Menerey for Falcon Holding Group LP	DATE 3/11/99 Daytime Telephone Number (626) 844-1700
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CR2E003 (12/98)