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PROFIT
CORPORATION
ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F96000003896

1. Corporation Name

TCI SPECTRUM HOLDINGS, INC.

Principal Place of Business

5619 DTC PARKWAY
ENGLEWOOD CO 80111

Mailing Address

5619 DTC PARKWAY
ENGLEWOOD CO 80111

2. Principal Place of Business

21 2330 Shawnee Mission Pkwy

Suite, Apt. #, etc.

22 MS: MOKCMW0609

City & State

23 Westwood Kansas

Zip

Country

24 66205 25 USA

2a. Mailing Address

26 2330 Shawnee Mission Pkwy

Suite, Apt. #, etc.

27 MS: MOKCMW0609

City & State

28 Westwood Kansas

Zip

Country

29 66205 30 USA

9. Name and Address of Current Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above named corporation 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 the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and, if applicable,

(NOTE: Registered Agent signature is required for all filings.)

(SEE)

12. OFFICERS AND DIRECTORS

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	DELETED
D	HINDERY, LEO J JR	5619 DTC PARKWAY	ENGLEWOOD CO 80111	☒
P	GAINES, GERALD W	5619 DTC PARKWAY	ENGLEWOOD CO	☒
V	BRACKEN, GARY K	5619 DTC PARKWAY	ENGLEWOOD CO	☒
VSD	BRETT, STEPHEN M	5619 DTC PARKWAY	ENGLEWOOD CO	☒
VT	SCHOTTERS II, BERNARD W	5619 DTC PARKWAY	ENGLEWOOD CO	☒
AV	NOSLER, DAVE	5619 DTC PARKWAY	ENGLEWOOD CO 80111	☒

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	12 NAME	13 STREET ADDRESS	14 CITY-ST-ZIP	21 TITLE	22 NAME	23 STREET ADDRESS	24 CITY-ST-ZIP	31 TITLE	32 NAME	33 STREET ADDRESS	34 CITY-ST-ZIP	41 TITLE	42 NAME	43 STREET ADDRESS	44 CITY-ST-ZIP	51 TITLE	52 NAME	53 STREET ADDRESS	54 CITY-ST-ZIP	61 TITLE	62 NAME	63 STREET ADDRESS	64 CITY-ST-ZIP
D VS	Don A. Jensen	2330 Shawnee Mission Parkway	Westwood, KS 66205	P	John P. Meyer	2330 Shawnee Mission Parkway	Westwood, KS 66205	V	William R. Blessing	4900 Main Street	Kansas City, MO 64112	VT	M. Jeanine Strandjord	2330 Shawnee Mission Parkway	Westwood, KS 66205	V	Thomas A. Gerke	2330 Shawnee Mission Parkway	Westwood, KS 66205				

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14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(b), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes, and that my name appears on Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF REGISTERING OFFICER OR DIRECTOR

FILED

02 APR 30 PM 3:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

07/31/1996

4. FEI Number

84-1286920

Applied For
Not Applicable

5. Certificate of Status Desired

\$8.75 Additional
Fee Required

6. Election Campaign Financing
Trust Fund Contribution

\$5.00 May Be
Added to Fees

8. This corporation owes the current year Intangible
Personal Property Tax

[] Yes [X] No

10. Name and Address of New Registered Agent

CR2E034 (11/98)