



**Continental
Cablevision®**

February 27, 1996

Dear Franchising Authority:

RE: Continental Cablevision/US WEST Media Group Merger

The recent enactment of The Telecommunications Act of 1996, the first major overhaul of our nation's communications laws in six decades, signaled the dawn of a new competitive era. In this new environment, American consumers will have a choice of local telephone and cable television providers, as they do today for long distance telephone service, and each provider will be able to offer consumers a broad array of telephone, entertainment and information products.

The world has changed greatly since Continental Cablevision began 32 years ago when our main business objective was to provide television signals to communities that could not receive the three available broadcast TV networks. Since that time, our industry has developed from what was essentially a TV retransmission service to become the leading provider of multi-channel video entertainment around the globe. In 1964, Continentals business plan contemplated someday serving 20,000 customers. Three decades later, we are humbled by the confidence and trust that 4.2 million customers and 750 U.S. cities and towns have placed in Continental Cablevision.

With the rapid advances in technology and sweeping regulatory changes that are taking place, we have come to recognize the importance of forging a strategic alliance with a major telecommunications company. Such an alliance is critical if our business is to remain competitive and able to offer consumers the most advanced communications services at a reasonable price.

The purpose of this letter is to inform you that subject to required regulatory approvals, Continental has agreed to merge its business into U S WEST Media Group, the multimedia subsidiary of U S WEST, Inc. U S WEST, a worldwide leader in telecommunications, was spun off from AT&T in 1983 and today provides telephone service throughout 14 states, primarily in the Northwest and Rocky Mountain regions.

The Media Group is comprised of U S WEST's cable and telecommunications businesses outside of the company's 14 state region, including its cable systems in the Atlanta, Georgia metropolitan area and its investments in Time Warner Entertainment Company and TeleWest Communications. The Media Group also consists of U S WEST's wireless communications businesses, including its joint venture with AirTouch Communications and a personal communications services joint venture in the U.K. In addition, the Media Group consists of U S WEST's multimedia content and services businesses, including its directory publishing operations.

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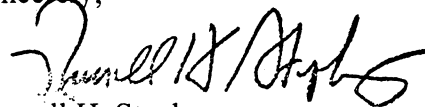
Under the merger, Continental's cable television systems will become the nucleus of the Media Group's cable operations, with existing Continental management and employees principally continuing to direct and service these operations.

As we provide you with more detail about U S WEST Media Group in the coming weeks, we hope you will share our excitement about the consumer benefits that will flow from this merger.

Continental has always prided itself on having strong local management and empowering local managers to make the decisions that enable us to be responsive to our customers and the communities that we serve. Being able to draw on an organization that has more than 100 years of expertise in the telecommunications field should only enhance our ability to provide you and your community with the best quality entertainment, information and telephone services.

I apologize for the lack of personalized correspondence but we wanted to get the information to you as soon as possible. We look forward to discussing the merger more fully with you, and again appreciate the continued opportunity to serve you.

Sincerely,



Russell H. Stephens
Senior Vice President

Consent Communication #25

S-114

Communication was received from Russell H. Stephens, Senior Vice President, Continental Cablevision, transmitting information regarding Continental Cablevision/US West Media Group Merger.

In City Council March 4, 1996

3/4/96

Referred to Cable TV Committee

sent to. C. Galluccio 3/6/96