

'98 SEP 30 AM 1:23

Until a change is requested, all tax statements shall be sent to:

Falcon Cable Systems Company II, L.P.
474 South Raymond Street, Suite 200
Pasadena, CA 91105
Attn.: Judy Taylor

After recording, send to:

Sarah J. Welch
Dow, Lohnes & Albertson, PLLC
1200 New Hampshire Ave., N.W.
Washington, D.C. 20036

K-52407

SPECIAL WARRANTY DEED

KNOW ALL MEN BY THESE PRESENTS, That TCI Cablevision of Oregon, Inc., an Oregon corporation, hereinafter called grantor, for the consideration hereinafter stated, does hereby convey and specially warrants, except as set forth below, unto Falcon Cable Systems Company II, L.P., a California limited partnership, hereinafter called grantee, all of that certain real property with the tenements, hereditaments and appurtenances thereunto belonging or in any way appertaining, situated in the County of Klamath, State of Oregon, more particularly described on Exhibit A, attached hereto and by this reference incorporated herein.

The grantor hereby covenants to and with the grantee that the real property is free from encumbrances created or suffered thereon by grantor except as set forth herein and that grantor will warrant and defend the same and every part and parcel thereof against the lawful claims and demands of all persons claiming by, through, or under the grantor, and in each case subject to all taxes and assessments for the current year and all subsequent years and governmental charges not yet due or payable, zoning laws or ordinances or similar legal requirements, rights reserved to any governmental authority, matters disclosed by a visual inspection or an accurate survey of the property, and covenants, conditions, restrictions, encumbrances, limitations, easements, servitudes, permits, rights and rights-of-way of record.

The true and actual consideration paid for this transfer consists of or includes other property or other value given or promised which is the whole consideration.

THIS INSTRUMENT WILL NOT ALLOW USE OF THE PROPERTY DESCRIBED IN THIS INSTRUMENT IN VIOLATION OF APPLICABLE LAND USE LAWS AND REGULATIONS. BEFORE SIGNING OR ACCEPTING THIS INSTRUMENT, THE PERSON ACQUIRING FEE TITLE TO THE PROPERTY SHOULD CHECK WITH THE APPROPRIATE CITY OR COUNTY PLANNING DEPARTMENT TO VERIFY APPROVED USES AND TO DETERMINE ANY LIMITS ON LAWSUITS AGAINST FARMING OR FOREST PRACTICES AS DEFINED IN ORS 30.930.

In witness whereof, the grantor has executed this instrument this 29th day of September 1998; if a corporate grantor, it has caused its name to be signed and its seal, if any, affixed by an officer or other person duly authorized thereto by order of its board of directors.

TCI Cablevision of Oregon, Inc., an Oregon corporation

By:

Name: William R. Fitzgerald

Title: Vice President

STATE OF COLORADO)
COUNTY OF ARAPAHOE) ss.

This instrument was acknowledged before me on September 29, 1998, by William E. Fitzgerald as Vice President of TCI Cablevision of Oregon, Inc., an Oregon corporation.

My commission expires

3/14/08

Notary Public for said County and State

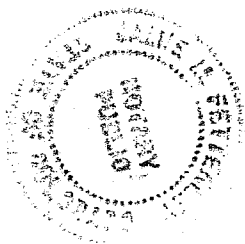


Exhibit A

Lots 32, 33, 34, 35 and 36 in Block 14 of INDUSTRIAL ADDITION to the City of Klamath Falls, Oregon, according to the official plat thereof on file in the office of the County Clerk of Klamath County, Oregon.

STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of First American Title the 30th day
of September A.D., 19 98 at 11:23 o'clock A M., and duly recorded in Vol. M98
of Deeds on Page 35822.

FEE \$40.00

Bernetha G. Letsch, County Clerk
By Kathleen Ross