



UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

Bureau of Competition

DEC 10 1996

Gale T. Miller, Esq.
Davis, Graham & Stubbs LLP
Suite 4700
370 Seventeenth Street
P.O. Box 185
Denver, Colorado 80201-0185

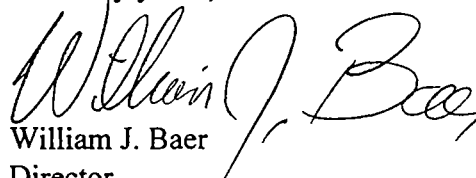
Re: Jones Intercable, Inc./InterMedia Partners III, L.P., File No. 961-0040.

Dear Mr. Miller:

The Commission has conducted an investigation to determine whether the proposed acquisition by Jones Intercable, Inc. of the Anne Arundel, Maryland cable television assets of InterMedia Partners III, L.P. ("InterMedia") may violate Section 7 of the Clayton Act or Section 5 of the Federal Trade Commission Act.

By letter dated November 18, 1996, you notified the Bureau of Competition that Glenn R. Jones and Jones Intercable, Inc. have formally abandoned the proposed acquisition. InterMedia, by letter dated November 20, 1996, also formally abandoned the transaction. Based upon these representations, it now appears that no further action is warranted by the Commission at this time. Accordingly, pursuant to authority delegated by the Commission, 49 Fed. Reg. 6171 (1984), the investigation has been closed. This action is not to be construed as a determination that a violation may not have occurred, just as the pendency of an investigation should not be construed as a determination that a violation has occurred. The Commission reserves the right to take such further action as the public interest may require.

Sincerely yours,


William J. Baer
Director