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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 10-Q

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(Mark One)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2003

or

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 000-13333

**ENSTAR INCOME PROGRAM 1984-1, L.P.**

(Exact name of registrant as specified in its charter)

**Georgia**

(State or other jurisdiction of incorporation or organization)

**58-1581136**

(I.R.S. Employer Identification Number)

**12405 Powerscourt Drive**

**St. Louis, Missouri 63131**

(Address of principal executive offices including zip code)

**(314) 965-0555**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file reports), and (2) has been subject to such filing requirements for the past 90 days. YES ☒ NO ☐

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**Enstar Income Program 1984-1, L.P.**  
**Quarterly Report on Form 10-Q for the Period ended March 31, 2003**  
**Table of Contents**

<b>PART I. FINANCIAL INFORMATION</b>	<b><u>Page No.</u></b>
Item 1. Financial Statements - Enstar Income Program 1984-1, L.P.	
Condensed Balance Sheets as of March 31, 2003 and December 31, 2002	<u>3</u>
Condensed Statements of Operations for the three months ended March 31, 2003 and 2002	<u>4</u>
Condensed Statements of Cash Flows for the three months ended March 31, 2003 and 2002	<u>5</u>
Notes to Condensed Financial Statements	<u>6</u>
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	<u>9</u>
Item 4. Controls and Procedures	<u>12</u>
 <b>PART II. OTHER INFORMATION</b>	
Item 6. Exhibits and Reports on Form 8-K	<u>14</u>
 <b>Signatures</b>	<u>15</u>
 <b>Certifications</b>	<u>16</u>

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**PART I. FINANCIAL INFORMATION.**

**ITEM 1. FINANCIAL STATEMENTS.**

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**ENSTAR INCOME PROGRAM 1984-1, L.P.**

**CONDENSED BALANCE SHEETS**

	<b>March 31, 2003 (Unaudited)</b>	<b>December 31, 2002</b>
<b>ASSETS</b>		
ASSETS:		
Cash and cash equivalents.....	\$ 870,300	\$ 1,185,600
Accounts receivable, less allowance for doubtful accounts of \$9,600 and \$11,700, respectively.....	52,000	78,900
Prepaid expenses and other assets.....	51,000	39,800
Property, plant and equipment, net of accumulated depreciation of \$12,189,300 and \$11,933,400, respectively.....	3,157,700	3,403,700
Franchise cost, net of accumulated amortization of \$45,800 and \$43,900, respectively.....	<u>34,900</u>	<u>36,800</u>
Total assets.....	<u>\$ 4,165,900</u>	<u>\$ 4,744,800</u>
<b>LIABILITIES AND PARTNERSHIP CAPITAL</b>		
LIABILITIES:		
Accounts payable.....	\$ 39,000	\$ 120,800
Accrued liabilities.....	426,500	701,500
Due to affiliates.....	<u>1,433,500</u>	<u>1,429,200</u>
Total liabilities.....	<u>1,899,000</u>	<u>2,251,500</u>
PARTNERSHIP CAPITAL (DEFICIT):		
General Partner.....	(50,200)	(47,900)
Limited Partners.....	<u>2,317,100</u>	<u>2,541,200</u>
Total Partnership capital.....	<u>2,266,900</u>	<u>2,493,300</u>
Total liabilities and Partnership capital.....	<u>\$ 4,165,900</u>	<u>\$ 4,744,800</u>

See accompanying notes to condensed financial statements.

**ENSTAR INCOME PROGRAM 1984-1, L.P.**  
**CONDENSED STATEMENTS OF OPERATIONS**  
**(Unaudited)**

	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<b>2003</b>	<b>2002</b>
REVENUES.....	\$ 704,500	\$ 907,900
OPERATING EXPENSES:		
Service costs .....	346,000	349,400
General and administrative expenses.....	245,200	187,700
General partner management fees and reimbursed expenses.....	72,600	105,000
Depreciation and amortization.....	257,700	244,400
	<u>921,500</u>	<u>886,500</u>
Operating income (loss).....	<u>(217,000)</u>	<u>21,400</u>
OTHER INCOME (EXPENSE):		
Interest income.....	2,500	4,700
Other income (expense).....	<u>(11,900)</u>	<u>2,100</u>
	<u>(9,400)</u>	<u>6,800</u>
NET INCOME (LOSS).....	<u>\$ (226,400)</u>	<u>\$ 28,200</u>
NET INCOME (LOSS) ALLOCATED TO GENERAL PARTNER.....	<u>\$ (2,300)</u>	<u>\$ 300</u>
NET INCOME (LOSS) ALLOCATED TO LIMITED PARTNERS.....	<u>\$ (224,100)</u>	<u>\$ 27,900</u>
NET INCOME (LOSS) PER UNIT OF LIMITED PARTNERSHIP INTEREST.....	<u>\$ (7.48)</u>	<u>\$ 0.93</u>
LIMITED PARTNERSHIP UNITS OUTSTANDING DURING PERIOD.....	<u>29,940</u>	<u>29,940</u>

See accompanying notes to condensed financial statements.

**ENSTAR INCOME PROGRAM 1984-1, L.P.**  
**CONDENSED STATEMENTS OF CASH FLOWS**  
**(Unaudited)**

	Three Months Ended	
	March 31,	
	2003	2002
	(Unaudited)	
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss).....	\$ (226,400)	\$ 28,200
Adjustments to reconcile net income (loss) to net cash from operating activities:		
Depreciation and amortization.....	257,700	244,400
Changes in:		
Accounts receivable, prepaid expenses and other assets.....	15,700	2,400
Accounts payable, accrued liabilities and due to affiliates.....	<u>(352,500)</u>	<u>(343,700)</u>
Net cash from operating activities.....	<u>(305,500)</u>	<u>(68,700)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures.....	<u>(9,800)</u>	<u>(248,800)</u>
Net cash from investing activities.....	<u>(9,800)</u>	<u>(248,800)</u>
Net decrease in cash .....	(315,300)	(317,500)
CASH, beginning of period.....	<u>1,185,600</u>	<u>2,222,100</u>
CASH, end of period.....	\$ <u>870,300</u>	\$ <u>1,904,600</u>

See accompanying notes to condensed financial statements.

**ENSTAR INCOME PROGRAM 1984-1, L.P.**  
**NOTES TO CONDENSED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

**1. INTERIM FINANCIAL STATEMENTS**

The accompanying condensed interim financial statements for Enstar Income Program 1984-1, L.P. (the Partnership) as of March 31, 2003, and for the three months ended March 31, 2003 and 2002, are unaudited. These condensed interim financial statements should be read in conjunction with the audited financial statements and notes thereto included in the Partnership's Annual Report on Form 10-K for the year ended December 31, 2002. In the opinion of management, the condensed interim financial statements reflect all adjustments (consisting only of normal recurring adjustments) necessary for a fair presentation of the results of such periods. The results of operations for the three months ended March 31, 2003 are not necessarily indicative of results for the entire year. As discussed in Note 3 below, current franchise disputes and overbuild issues could have a material adverse effect on the Partnership's operations.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. These estimates include useful lives of property, plant and equipment, valuation of long-lived assets and allocated operating costs. Actual results could differ from those estimates.

**2. TRANSACTIONS WITH THE GENERAL PARTNER AND AFFILIATES**

The Partnership has a management and service agreement (the Management Agreement) with Enstar Cable Corporation ("Enstar Cable"), a wholly owned subsidiary of the Corporate General Partner for a monthly management fee of 5% of gross. Management fee expense approximated \$35,200 and \$45,400 for the three months ended March 31, 2003 and 2002. Management fees are non-interest bearing.

In addition to the monthly management fee, the Partnership reimburses Enstar Cable for direct expenses incurred on behalf of the Partnership, and for the Partnership's allocable share of operational costs associated with services provided by Enstar Cable. Additionally, Charter Communications Holding Company, LLC and its affiliates (collectively, Charter) provide other management and operational services for the Partnership. These expenses are charged to the properties served based primarily on the Partnership's allocable share of operational costs associated with the services provided. The total amount charged to the Partnership for these services and direct expenses was \$37,400 and \$59,600 for the three months ended March 31, 2003 and 2002, respectively.

Substantially all programming services had been purchased through Charter. Charter charges the Partnership for these costs based on its costs. The Partnership recorded programming fee expense of \$139,200 and \$211,400 for the three months ended March 31, 2003 and 2002, respectively. Programming fees are included in service costs in the accompanying statements of operations.

**3. CERTAIN TRENDS AND UNCERTAINTIES**

The Partnership's franchise agreement with the City of Covington, Tennessee ("the City") expired in 1994. By agreement with the City, the Partnership has continued to operate the cable system in Covington and pay franchise fees to the City on a month-to-month basis until a new franchise agreement is reached. In March 2000, the Corporate General Partner submitted a renewal proposal to the City on behalf of the Partnership. In November 2000, the City sold municipal bonds to finance construction of a municipally-owned cable system. The City completed the construction project in the first quarter of 2002 and is actively competing with the Partnership.

In July 2002, the Partnership received a letter from the City Attorney advising the Partnership that it may not operate within the city limits and demanding the Partnership discontinue service within thirty days. On August 7, 2002, the Corporate General Partner filed a lawsuit on behalf of the Partnership in the United States District Court for the Western District of Tennessee ("the Court") against the City, the Covington Electric System Board of Public Utilities and Covington Cable. The Partnership alleges that the City and other defendants are unlawfully attempting to shut down the Partnership's cable television system in Covington, in order to eliminate competition to the new

**ENSTAR INCOME PROGRAM 1984-1, L.P.**  
**NOTES TO CONDENSED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

City-owned cable system. The Partnership also alleges that the City failed to follow the federal statutory procedures governing the renewal of a cable television franchise and is now attempting to shut down the Partnership's cable system, without having complied with those procedures or even formally having denied the numerous renewal proposals, in contravention of federal law. The Partnership seeks a declaration from the Court that the City's actions are unlawful and violate the 1992 Cable Act, franchise provisions, federal antitrust laws, state common law, the Tennessee Consumer Protection Act and both the United States and Tennessee Constitutions. The Partnership is also seeking a preliminary injunction against all three defendants. The defendants have agreed to take no action against the Partnership's provision of services in Covington until the Court has ruled on the motion for preliminary injunction.

If the Partnership is unsuccessful in the lawsuit, the Partnership may have to terminate its operations in the City of Covington. The loss of the Partnership's franchise and the related loss of customers would have a significant adverse impact on the Partnership's financial condition and operating results. Brownsville's property, plant and equipment, which includes all properties served by the Brownsville headend, namely Covington, Bolivar and Brownsville collectively had a carrying value of \$2,467,300 at March 31, 2003. This is approximately 78.1% of the total property, plant and equipment of the Partnership.

In January 2000, the franchise authority in Bolivar, Tennessee authorized its municipal utility to construct and operate a competing cable system in that franchise area. The Partnership has continued to operate the cable system in Bolivar and pay franchise fees to the franchise authority. Although the municipal utility has not obtained funds to build a cable system, the Partnership believes that if a competing system were built, the loss of customers would have an adverse impact on the financial condition and results of operations of the Partnership. As March 31, 2003, the Partnership had approximately 500 and 1,000 basic customers in the cities of Covington and Bolivar, respectively.

As disclosed in Charter's Quarterly Report on Form 10-Q, the parent of the Corporate General Partner and the Manager is the defendant in twenty-two class action and shareholder lawsuits and is the subject of a grand jury investigation being conducted by the United States Attorney's Office for the Eastern District of Missouri and an SEC investigation. Charter is unable to predict the outcome of these lawsuits and government investigations. An unfavorable outcome of these matters could have a material adverse effect on Charter's results of operations and financial condition which could in turn have a material adverse effect on the Partnership.

#### **4. NET INCOME (LOSS) PER UNIT OF LIMITED PARTNERSHIP INTEREST**

The amended Partnership Agreement generally provides that all partnership profits, gains, losses, credits, and cash distributions (all as defined) from operations or liquidation be allocated 1% to the Corporate General Partner and 99% to the Limited Partners until the Limited Partners have received distributions of cash flow from operations and/or cash flow from sales, refinancing, or liquidation of systems equal to their initial investment. After the Limited Partners have received cash flow equal to their initial investment, the Corporate General Partner will only receive a 1% allocation of cash flow from liquidating a system until the Limited Partners have received an annual simple interest return of at least 18% of their initial investment less any distributions from previous system liquidations. Thereafter, allocations will be made 15% to the Corporate General Partner and 85% to the Limited Partners. All allocations to individual Limited Partners will be based on their respective capital accounts. The Partnership Agreement limits the amount of debt the Partnership may incur.

Upon the disposition of substantially all of the Partnership's assets, gains shall be allocated first to the Limited Partners having negative capital account balances until their capital accounts are increased to zero, next equally among the Corporate General Partner until their capital accounts are increased to zero, and thereafter as outlined in the preceding paragraph. Upon dissolution of the Partnership, any negative capital account balances remaining after all allocations and distributions are made must be funded by the respective partners.

**ENSTAR INCOME PROGRAM 1984-1, L.P.**  
**NOTES TO CONDENSED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

**5. PROPOSED SALES TRANSACTIONS**

On November 8, 2002 the Partnership entered into an asset purchase agreement providing for the sale of all of its cable systems to Telecommunications Management, LLC (Telecommunications Management) for a total sale price of approximately \$3,916,300 (an average of approximately \$643 per customer acquired). This sale is a part of a larger transaction in which the Partnership and nine other affiliated partnerships (which, together with the Partnership are collectively referred to as the "Selling Partnerships") would sell all of their remaining assets used in the operation of their respective cable systems to Telecommunications Management for a total cash sale price of approximately \$15,341,600 (the Telecommunications Management Sale). The Telecommunications Management Sale is subject to the approval of a majority of the holders of the Partnership's units and approval of the holders of the other Selling Partnerships. In addition, the transaction is subject to certain closing conditions, including regulatory and franchise approvals. If approved, it is expected that this sale will close in the second half of 2003, although no assurance can be given regarding this matter.

On February 6, 2003, the Partnership entered into a side letter amending the asset purchase agreement providing for the sale of all of its cable systems to Telecommunications Management. The February 6, 2003 side letter amends the asset purchase agreement and Deposit Escrow Agreement to extend the date of the second installment of the deposit and the Outside Closing Date each by 60 days. On April 7, 2003, the second installment of the escrow deposit was due and was not made.

On April 24, 2003, the Partnership entered into another side letter amending the asset purchase agreement providing for the sale of all of its cable systems to Telecommunications Management. The April 24, 2003 side letter amends the asset purchase agreement and Deposit Escrow Agreement to extend the date of the second installment of the deposit to May 15, 2003 and the Outside Closing Date to September 30, 2003.

Upon approval of the Limited Partners and the sale of all of the remaining cable systems to Telecommunications Management as discussed previously, the Partnership will be liquidated and all remaining assets distributed to the Limited Partners and the Corporate General Partner. The Partnership has not reflected the pending sale of these systems as discontinued operations since the Limited Partners have not yet approved the sale.

The Corporate General Partner's intention is to settle the outstanding obligations of the Partnership and terminate the Partnership as expeditiously as possible. Final dissolution of the Partnership and related cash distributions to the partners will occur upon obtaining final resolution of all liquidation issues.



## **ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

### **INTRODUCTION**

This report includes certain forward-looking statements regarding, among other things, our future results of operations, regulatory requirements, competition, capital needs and general business conditions applicable to us. Such forward-looking statements involve risks and uncertainties including, without limitation, the uncertainty of legislative and regulatory changes and the rapid developments in the competitive environment facing cable television operators such as us. In addition to the information provided herein, reference is made to our Annual Report on Form 10-K for the year ended December 31, 2002 for additional information regarding such matters and the effect thereof on our business.

### **RESULTS OF OPERATIONS**

Revenues decreased \$203,400 from \$907,900 to \$704,500, or 22.4%, for the three months March 31, 2003 compared to the corresponding period in 2002. The decrease was primarily due to a decline in basic and premium service customers partially offset by an increase in prices. As of March 31, 2003 and 2002, we had approximately 5,500 and 7,400 basic service customers, respectively, and 2,700 and 3,400 premium service customers, respectively. The decline in customers is primarily due to competition from satellite providers and Covington Cable.

Service costs decreased \$3,400 from \$349,400 to \$346,000, or 1.0% for the three months March 31, 2003 compared to the corresponding period in 2002. Service costs represent programming costs and other costs directly attributable to providing cable services to customers. The decrease for the three months ended March 31, 2003 was primarily due to a decrease in programming expenses due to the decline in basic and premium service customers offset by an increase in maintenance expenditures.

General and administrative expenses increased \$57,500 from \$187,700 to \$245,200, or 30.6% for the three months ended March 31, 2003 compared to the corresponding period in 2002. The increase was due primarily to an increase in digital programming expenses.

General partner management fees and reimbursed expenses decreased \$32,400 from \$105,000 to \$72,600, or 30.9% for the three months ended March 31, 2003 compared to the corresponding period in 2002. These costs represent administrative costs reimbursed to Charter by us based on Charter's actual costs incurred. The decrease was primarily due to a decrease in management fees related to the decrease in revenues.

Depreciation and amortization expense increased \$13,300 from \$244,400 to \$257,700, or 5.4%, for the three months ended March 31, 2003 compared to the corresponding period in 2002. The increase was due primarily to capital expenditures in 2002 relating to cable system upgrades.

Due to the factors described above, operating income decreased \$238,400 from income of \$21,400 to a loss of \$217,000 for the three months ended March 31, 2003 compared to the corresponding period in 2002.

Interest income decreased \$2,200 from \$4,700 to \$2,500, or 46.8%, for the three months ended March 31, 2003 compared to the corresponding period in 2002. The decrease was primarily due to lower average cash balances available for investment coupled with lower interest rates during the three months ended March 31, 2003 compared to the corresponding period in 2002.

Other expense of \$11,900 and other income of \$2,100 for the three months ended March 31, 2003 and 2002, respectively, represent costs incurred in connection with the proposed sales transaction in 2003 and a gain on the sale of fixed assets in 2002.

Due to the factors described above, our net income decreased \$254,600 from \$28,200 to a net loss of \$226,400 for the three months ended March 31, 2003 compared to the corresponding period in 2002.

## **LIQUIDITY AND CAPITAL RESOURCES**

Our primary objective, having invested net offering proceeds in cable television systems, is to distribute to our partners all available cash from the sale of cable systems and all cash flow, if any, from operations after providing for expenses and any planned capital requirements. In general, these capital requirements involve expansion, improvement and upgrade of our existing cable systems necessary to maintain compliance with franchise agreements and to effectively compete.

Cash and cash equivalents decreased \$315,300 from \$1,185,600 at December 31, 2002 to \$870,300 at March 31, 2003 primarily due to cash used by operating activities. Cash and cash equivalents decreased \$317,500 from \$2,222,100 at December 31, 2001 to \$1,904,600 at March 31, 2002 as a result of \$68,700 of cash used by operating activities and capital expenditures of \$248,800. Capital expenditures in the three months ended March 31, 2003 were \$9,800.

## **INVESTING ACTIVITIES**

Significant capital would be required for a comprehensive plant and headend upgrade particularly in light of the high cost of electronics to enable two-way service, to offer high speed cable modem Internet service and other interactive services, as well as to increase channel capacity and allow a greater variety of video services.

The estimated cost of all of these comprehensive upgrades would be approximately \$12.2 million (for an upgrade to 550 megahertz capacity) and \$14.6 million (for an upgrade to 870 megahertz capacity). Given the potential and existing overbuilds that exist in Tennessee, the high cost of this comprehensive upgrade plan, the limited funds available, pending sale transactions, and the belief that such a plan is not economically prudent, Enstar Communications Corporation (the Corporate General Partner) does not presently anticipate that it will proceed with a comprehensive upgrade plan. The Corporate General Partner will, however, continue to make upgrades required by franchise agreements.

Cash generated by our operations, together with available cash balances will be used to fund capital expenditures as required by franchise authorities. However, our cash reserves will be insufficient to fund a comprehensive upgrade program. If our pending sales transactions are not closed, we will need to rely on increased cash flow from operations or new sources of financing in order to meet our future liquidity requirements. There can be no assurance that such cash flow increases can be attained, or that additional future financing will be available on terms acceptable to us. If we are not able to attain such cash flow increases, or obtain new sources of borrowings, we will not be able to fully complete any comprehensive cable systems upgrades as required by franchise authorities. As a result, the value of our systems would be lower than that of systems built to a higher technical standard.

We believe it is critical to conserve cash to fund our future liquidity requirements and any anticipated capital expenditures as required by franchise authorities. Accordingly, we do not anticipate distributions to partners at this time, other than those resulting from the pending sales transactions.

## **PROPOSED SALES TRANSACTIONS**

On November 8, 2002 the Partnership entered into an asset purchase agreement providing for the sale of all of its cable systems to Telecommunications Management, LLC (Telecommunications Management) for a total sale price of approximately \$3,916,300 (an average of approximately \$643 per customer acquired). This sale is a part of a larger transaction in which the Partnership and nine other affiliated partnerships (which, together with the Partnership are collectively referred to as the "Selling Partnerships") would sell all of their remaining assets used in the operation of their respective cable systems to Telecommunications Management for a total cash sale price of approximately \$15,341,600 (the Telecommunications Management Sale). The Telecommunications Management Sale is subject to the approval of a majority of the holders of the Partnership's units and approval of the holders of the other Selling Partnerships. In addition, the transaction is subject to certain closing conditions, including regulatory and franchise approvals. If approved, it is expected that this sale will close in the second half of 2003, although no assurance can be given regarding this matter.

On February 6, 2003, the Partnership entered into a side letter amending the asset purchase agreement providing for the sale of all of its cable systems to Telecommunications Management. The February 6, 2003 side letter amends

the asset purchase agreement and Deposit Escrow Agreement to extend the date of the second installment of the deposit and the Outside Closing Date each by 60 days. On April 7, 2003, the second installment of the escrow deposit was due and was not made.

On April 24, 2003, the Partnership entered into another side letter amending the asset purchase agreement providing for the sale of all of its cable systems to Telecommunications Management. The April 24, 2003 side letter amends the asset purchase agreement and Deposit Escrow Agreement to extend the date of the second installment of the deposit to May 15, 2003 and the Outside Closing Date to September 30, 2003.

Upon approval of the Limited Partners and the sale of all of the remaining cable systems to Telecommunications Management as discussed previously, the Partnership will be liquidated and all remaining assets distributed to the Limited Partners and the Corporate General Partner. The Partnership has not reflected the pending sale of these systems as discontinued operations since the Limited Partners have not yet approved the sale.

The Corporate General Partner's intention is to settle the outstanding obligations of the Partnership and terminate the Partnership as expeditiously as possible. Final dissolution of the Partnership and related cash distributions to the partners will occur upon obtaining final resolution of all liquidation issues.

## **CERTAIN TRENDS AND UNCERTAINTIES**

Our franchise agreement with the City of Covington, Tennessee ("the City") expired in 1994. By agreement with the City, we have continued to operate the cable system in Covington and pay franchise fees to the City on a month-to-month basis until a new franchise agreement is reached. In March 2000, the Corporate General Partner submitted a renewal proposal to the City on our behalf. In November 2000, the City sold municipal bonds to finance construction of a municipally-owned cable system. The City completed the construction project in the first quarter of 2002 and is actively competing with us.

In July 2002, we received a letter from the City Attorney advising us that we may not operate within the city limits and demanding we discontinue service within thirty days. On August 7, 2002, the Corporate General Partner filed a lawsuit on behalf of us in the United States District Court for the Western District of Tennessee against the City, the Covington Electric System Board of Public Utilities and Covington Cable. We allege that the City and other defendants are unlawfully attempting to shut down our cable television system in Covington, in order to eliminate competition to the new City-owned cable system. We also allege that the City failed to follow the federal statutory procedures governing the renewal of a cable television franchise and is now attempting to shut down our cable system, without having complied with those procedures or even formally having denied the numerous renewal proposals, in contravention of federal law. We seek a declaration from the Court that the City's actions are unlawful and violate the 1992 Cable Act, franchise provisions, federal antitrust laws, state common law, the Tennessee Consumer Protection Act and both the United States and Tennessee Constitutions. We are also seeking a preliminary injunction against all three defendants. The defendants have agreed to take no action against our provision of services in Covington until the Court has ruled on the motion for preliminary injunction.

In January 2000, the franchise authority in Bolivar, Tennessee authorized its municipal utility to construct and operate a competing cable system in that franchise area. We have continued to operate the cable system in Bolivar and pay franchise fees to the franchise authority. Although the municipal utility has not obtained funds to build a cable system, we believe that if a competing system were built, the loss of customers would have an adverse impact on our financial condition and results of operations. As of March 31, 2003, we had approximately 500 and 1,000 basic customers in the cities of Covington and Bolivar, respectively.

If we are unsuccessful in the lawsuit, we may have to terminate our operations in the city of Covington. The loss of our franchise and the related loss of customers would have a significant adverse impact on our financial condition and operating results. Brownsville's property, plant and equipment, which includes all properties served by the Brownsville headend, namely Covington, Bolivar and Brownsville collectively had a carrying value of \$2,467,300 at March 31, 2003. The Brownsville headend constitutes approximately 78.1% of our total property, plant and equipment.

As disclosed in Charter's Quarterly Report on Form 10-Q, the parent of our Corporate General Partner and our Manager is the defendant in twenty-two class action and shareholder lawsuits and is the subject of a grand jury

investigation being conducted by the United States Attorney's Office for the Eastern District of Missouri and an SEC investigation. Charter is unable to predict the outcome of these lawsuits and government investigations. An unfavorable outcome of these matters could have a material adverse effect on Charter's results of operations and financial condition which could in turn have a material adverse effect on us.

Insurance coverage is maintained for all of the cable television properties owned or managed by Charter to cover damage to cable distribution systems, customer connections and against business interruptions resulting from such damage. This coverage is subject to a significant annual deductible which applies to all of the cable television properties owned or managed by Charter, including our properties.

Approximately 75.8% of our customers are served by our system in Brownsville, Tennessee, including those served off of the Brownsville headend, and neighboring communities. Significant damage to the system due to seasonal weather conditions or other events could have a material adverse effect on our liquidity and cash flows. We continue to purchase insurance coverage in amounts our management views as appropriate for all other property, liability, automobile, workers' compensation and other insurable risks.

Charter and our Corporate General Partner have had communications and correspondence with representatives of certain limited partners, and others, concerning certain Enstar partnerships of which our Corporate General Partner is also the Corporate General Partner. While we are not aware of any formal litigation which has been filed relating to the communications and correspondence, or the subject matter referred to therein, it is impossible to predict what actions may be taken in the future or what loss contingencies may result therefrom.

It is difficult to assess the impact the general economic slowdown will have on future operations. This could result in reduced spending by customers and advertisers, which could reduce our revenues and operating cash flow, as well as the collectibility of accounts receivable.

## **INFLATION**

Certain of our expenses, such as those for wages and benefits, equipment repair and replacement, and billing and marketing generally increase with inflation. However, we do not believe that our financial results have been, or will be, adversely affected by inflation in a material manner, provided that we are able to increase our service prices periodically, of which there can be no assurance.

## **ITEM 4. CONTROLS AND PROCEDURES.**

- (a) **EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES.** Within the 90 days prior to the date of this report, our Corporate General Partner carried out an evaluation, under the supervision and with the participation of our management, including our Chief Administrative Officer and Principal Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based upon that evaluation, our Chief Administrative Officer and Principal Financial Officer concluded that our disclosure controls and procedures are effective to ensure that information that is required to be disclosed by the Partnership in reports that it files in its periodic SEC reports is recorded, processed, summarized and reported within the terms specified in the SEC rules and forms.
- (b) **CHANGES IN INTERNAL CONTROLS.** There were no significant changes in our internal controls or in other factors that could significantly affect those controls subsequent to the date that our Corporate General Partner carried out this evaluation.

## PART II. OTHER INFORMATION

### ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K.

#### (a) EXHIBITS

<u>Exhibit Number</u>	<u>Description of Document</u>
2.1a	Asset Purchase Agreement, dated November 8, 2002, by and among Telecommunications Management, LLC and Enstar Income Program II-2, L.P., Enstar Income Program IV-3, L.P., Enstar Income Program 1984-1, L.P., Enstar Income/Growth Program Six-A, L.P., Enstar VII, L.P., Enstar VIII, L.P., Enstar X, L.P., Enstar XI, L.P., Enstar IV/PBD Systems Venture and Enstar Cable of Cumberland Valley (Incorporated by reference to Exhibit 2.1 to the quarterly report of Form 10-Q of Enstar Income Program II-2, L.P. filed on November 12, 2002 (File No. 000-14505)).
2.1b	Letter of Amendment, dated as of February 6, 2003, between Enstar Income Program II-2, L.P., Enstar Income Program IV-3, L.P., Enstar Income Program 1984-1, L.P., Enstar Income/Growth Program Six-A, L.P., Enstar VII, L.P., Enstar VIII, L.P., Enstar X, L.P., Enstar XI, L.P., Enstar IV/PBD Systems Venture and Enstar Cable of Cumberland Valley and Telecommunications Management, LLC (Incorporated by reference to Exhibit 2.1 to the current report on Form 8-K of Enstar Income/Growth Program Five-A, L.P. filed on February 14, 2003 (File No. 000-16779)).
2.1c	Letter of Amendment, dated as of April 24, 2003, between Enstar Income Program II-2, L.P., Enstar Income Program IV-3, L.P., Enstar Income Program 1984-1, L.P., Enstar Income/Growth Program Six-A, L.P., Enstar VII, L.P., Enstar VIII, L.P., Enstar X, L.P., Enstar XI, L.P., Enstar IV/PBD Systems Venture and Enstar Cable of Cumberland Valley and Telecommunications Management, LLC (Incorporated by reference to Exhibit 2.1 to the current report on Form 8-K of Enstar Income/Growth Program Five-A, L.P. filed on April 25, 2003 (File No. 000-16779)).
99.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Chief Administrative Officer). *
99.2	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Principal Financial Officer). *

\* filed herewith

#### (b) REPORTS ON FORM 8-K

On February 14, 2003 the registrant filed a current report on Form 8-K dated February 6, 2003 to announce it had entered into a side letter amending an asset purchase agreement.

On April 25, 2003 the registrant filed a current report on Form 8-K dated April 24, 2003 to announce it had entered into a side letter amending an asset purchase agreement.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ENSTAR INCOME PROGRAM 1984-1, L.P.

By: ENSTAR COMMUNICATIONS CORPORATION  
Corporate General Partner

Date: May 15, 2003

By: /s/ Paul E. Martin  
Name: Paul E. Martin  
Title: Senior Vice President and Corporate  
Controller (Principal Financial Officer and  
Principal Accounting Officer)

## CERTIFICATIONS

Certification of Chief Administrative Officer

I, Steven A. Schumm, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Enstar Income Program 1984-1, L.P.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
  - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
  - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
  - c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
  - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officer and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: May 15, 2003

/s/ Steven A. Schumm

Steven A. Schumm  
Director, Executive Vice President,  
Chief Administrative Officer and Interim  
Chief Financial Officer  
(Principal Executive Officer)

Certification of Principal Financial Officer

I, Paul E. Martin, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Enstar Income Program 1984-1, L.P.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
  - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
  - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
  - c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
  - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officer and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: May 15, 2003

/s/ Paul E. Martin

Paul E. Martin  
Senior Vice President and  
Corporate Controller (Principal Financial Officer and  
Principal Accounting Officer)



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