
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2002

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: 000-14505

ENSTAR INCOME PROGRAM II-2, L.P.

(Exact name of registrant as specified in its charter)

Georgia

(State or other jurisdiction of incorporation or organization)

58-1628872

(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 ☐

Enstar Income Program II-2, L.P.
Quarterly Report on Form 10-Q for the Period ended September 30, 2002
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PART I. FINANCIAL INFORMATION.

ITEM 1. FINANCIAL STATEMENTS.

ENSTAR INCOME PROGRAM II-2, L.P.

CONDENSED BALANCE SHEETS

	September 30, 2002 (unaudited)	December 31, 2001
ASSETS		
ASSETS:		
Cash and cash equivalents.....	\$ 5,085,500	\$ 9,745,500
Accounts receivable.....	21,100	23,800
Prepaid expenses and other assets.....	6,800	2,400
Property, plant and equipment, net of accumulated depreciation of \$2,799,700 and \$2,699,600, respectively.....	543,600	542,200
Assets related to discontinued operations.....	--	2,002,500
Total assets.....	<u>\$ 5,657,000</u>	<u>\$ 12,316,400</u>
LIABILITIES AND PARTNERSHIP CAPITAL		
LIABILITIES:		
Accounts payable.....	\$ 15,800	\$ 65,000
Accrued liabilities.....	453,200	135,700
Due to affiliates.....	<u>1,557,200</u>	<u>876,300</u>
Total liabilities.....	<u>2,026,200</u>	<u>1,077,000</u>
PARTNERSHIP CAPITAL (DEFICIT):		
General Partners.....	(37,400)	38,700
Limited Partners.....	<u>3,668,200</u>	<u>11,200,700</u>
Total partnership capital.....	<u>3,630,800</u>	<u>11,239,400</u>
Total liabilities and partnership capital.....	<u>\$ 5,657,000</u>	<u>\$ 12,316,400</u>

See accompanying notes to condensed financial statements.

ENSTAR INCOME PROGRAM II-2, L.P.
CONDENSED STATEMENTS OF OPERATIONS

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2002	2001	2002	2001
	(unaudited)		(unaudited)	
REVENUES.....	\$ 213,900	\$ 225,000	\$ 650,000	\$ 689,800
OPERATING EXPENSES:				
Service costs.....	72,900	71,400	203,200	229,500
General and administrative expenses.....	23,700	30,000	81,700	92,000
General partner management fees and reimbursed expenses.....	23,200	54,600	91,300	165,400
Depreciation and amortization.....	23,700	29,900	80,500	90,200
	143,500	185,900	456,700	577,100
OPERATING INCOME.....	70,400	39,100	193,300	112,700
Interest income.....	33,600	62,000	114,500	228,900
Other income (expense).....	--	1,900	--	(43,000)
	33,600	63,900	114,500	185,900
INCOME FROM CONTINUING OPERATIONS.....	104,000	103,000	307,800	298,600
DISCONTINUED OPERATIONS:				
Income from discontinued operations.....	11,800	190,200	231,500	675,600
Gain on sale of cable systems.....	4,500	--	11,108,100	--
INCOME FROM DISCONTINUED OPERATIONS.....	16,300	190,200	11,339,600	675,600
NET INCOME.....	\$ 120,300	\$ 293,200	\$ 11,647,400	\$ 974,200
Net income allocated to General Partners.....	\$ 1,200	\$ 2,900	\$ 116,500	\$ 9,700
Net income allocated to Limited Partners.....	\$ 119,100	\$ 290,300	\$ 11,530,900	\$ 964,500
NET INCOME FROM CONTINUING OPERATIONS PER UNIT OF LIMITED PARTNERSHIP INTEREST	\$ 3.45	\$ 3.41	\$ 10.20	\$ 9.89
NET INCOME FROM DISCONTINUED OPERATIONS PER UNIT OF LIMITED PARTNERSHIP INTEREST	\$ 0.54	\$ 6.30	\$ 375.71	\$ 22.39
NET INCOME PER UNIT OF LIMITED PARTNERSHIP INTEREST	\$ 3.99	\$ 9.71	\$ 385.91	\$ 32.28
AVERAGE LIMITED PARTNERSHIP UNITS OUTSTANDING DURING PERIOD.....	29,880	29,880	29,880	29,880

See accompanying notes to condensed financial statements.

ENSTAR INCOME PROGRAM II-2, L.P.
CONDENSED STATEMENTS OF CASH FLOWS

	Nine Months Ended	
	September 30,	
	2002	2001
	(unaudited)	
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income.....	\$ 11,647,400	\$ 974,200
Adjustments to reconcile net income to net cash flows from operating activities:		
Depreciation and amortization.....	159,600	316,700
Gain on sale of cable systems.....	(11,108,100)	--
Changes in:		
Accounts receivable, prepaid expenses and other assets.....	68,500	78,800
Accounts payable, accrued liabilities and due to affiliates.....	716,900	535,400
Net cash flows from operating activities.....	1,484,300	1,905,100
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures.....	(88,100)	(59,800)
Proceeds from sale of cable systems, net of transaction costs.....	13,199,800	--
Other investing activities.....	--	2,000
Net cash flows from investing activities.....	13,111,700	(57,800)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Distributions to General Partners.....	(192,600)	--
Distributions to Limited Partners.....	(19,063,400)	--
Net cash flows from financing activities.....	(19,256,000)	--
NET INCREASE (DECREASE) IN CASH		
	(4,660,000)	1,847,300
CASH AND CASH EQUIVALENTS, beginning of period.....	9,745,500	7,186,600
CASH AND CASH EQUIVALENTS, end of period.....	\$ 5,085,500	\$ 9,033,900

See accompanying notes to condensed financial statements.

ENSTAR INCOME PROGRAM II-2, L.P.
NOTES TO CONDENSED FINANCIAL STATEMENTS
(UNAUDITED)

1. INTERIM FINANCIAL STATEMENTS

The accompanying condensed interim financial statements for Enstar Income Program II-2, L.P. (the Partnership) as of September 30, 2002, and for the three and nine months ended September 30, 2002 and 2001, 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, 2001. 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 and nine months ended September 30, 2002 are not necessarily indicative of results for the entire year.

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. DISCONTINUED OPERATIONS AND PROPOSED SALES TRANSACTION

On April 10, 2002, pursuant to an asset purchase agreement dated August 29, 2001, the Partnership completed the sale of its Illinois cable television systems in and around Hillsboro, Jerseyville, Nokomis and Pana, Illinois to Charter Communications Entertainment I, LLC (CCE-I), an affiliate of Enstar Communications Corporation (ECC), the Corporate General Partner, and a direct subsidiary of Charter Communications Holding Company, LLC (Charter), for a total sale price of approximately \$13,199,800 (the Charter Sale). As a pre-condition to the sale, based on approval by the Limited Partners, the partnership agreement was amended to allow the sale of assets to an affiliate of the Corporate General Partner.

After setting aside \$2,000,000 to fund the Malden, Missouri headend's working capital needs for foreseeable future, and paying or providing for the payment of the expenses of the Charter Sale, the Corporate General Partner will make one or more distributions of our allocable share of the remaining net sale proceeds, in accordance with our partnership agreement. We made an initial distribution of approximately \$15,890,500 on or about May 15, 2002, with a second distribution of \$3,365,500 made on or about September 24, 2002.

In accordance with Statement of Financial Accounting Standards (SFAS) No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets," adopted by the Partnership on January 1, 2002, the assets sold in the Charter Sale have been reclassified and presented as assets related to discontinued operations in the accompanying condensed balance sheets. The operating results and gain on sale of such cable systems are presented as discontinued operations in the accompanying condensed statements of operations. Discontinued operations classification was triggered in the second quarter of 2002 once approval of the sale was obtained and the sale became probable. For the period from January 1, 2002 to April 10, 2002 and the nine months ended September 30, 2001, revenues of the sold cable systems were \$803,500 and \$2,185,800, respectively, and income from discontinued operations, excluding the gain on sale of cable systems, totaled \$231,500 and \$675,600, respectively. For the three months ended September 30, 2001, revenue and income from discontinued operations, excluding the gain on sale of cable systems, approximated \$747,600 and \$190,200, respectively. The book value of the investment in the sold cable systems approximated \$2,091,700 at April 10, 2002. The Partnership recorded a gain of \$11,108,100 in the nine months ended September 30, 2002.

On November 8, 2002 the Partnership entered into an asset purchase agreement providing for the sale of the Malden, Missouri cable system to Telecommunications Management, LLC (Telecommunications Management) for a total sale price of approximately \$1,702,500 (approximately \$825 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

ENSTAR INCOME PROGRAM II-2, L.P.
NOTES TO CONDENSED FINANCIAL STATEMENTS
(UNAUDITED)

\$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 first half of 2003, although no assurance can be given regarding this matter.

Upon sale of the remaining cable system, the Partnership will be liquidated and all remaining assets distributed to the Limited Partners and the General Partners.

3. TRANSACTIONS WITH THE GENERAL PARTNERS AND AFFILIATES

The Partnership has a management and service agreement (the Management Agreement) with Enstar Cable Corporation (Enstar Cable), a wholly owned subsidiary of ECC, for a monthly management fee of 5% of gross revenues, as defined, from operations of the Partnership, excluding revenues from the sale of cable television systems or franchises, payable to Enstar Cable. Management fee expense approximated \$10,700 and \$48,700 (\$10,700 and \$11,300 related to continuing operations) for the three months ended September 30, 2002 and 2001, respectively, and \$72,700 and \$143,800 (\$32,500 and \$34,500 related to continuing operations) for the nine months ended September 30, 2002 and 2001, respectively.

The Management Agreement also provides that the Partnership reimburse Enstar Cable for direct expenses incurred on behalf of the Partnership and the Partnership's allocable share of Enstar Cable's operational costs. Additionally, Charter and its affiliates 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 was \$12,500 and \$134,200 (\$12,500 and \$43,300 related to continuing operations) for the three months ended September 30, 2002 and 2001, respectively, and \$148,000 and \$359,200 (\$58,800 and \$130,900 related to continuing operations) for the nine months ended September 30, 2002 and 2001, respectively.

All programming services have been purchased through Charter. Charter charges the Partnership for these costs based on an allocation of its costs. The Partnership recorded programming fee expense of \$47,100 and \$209,700 (\$47,100 and \$46,700 related to continuing operations) for the three months ended September 30, 2002 and 2001, respectively, and \$331,000 and \$630,700 (\$139,500 and \$141,800 related to continuing operations) for the nine months ended September 30, 2002 and 2001, respectively. Programming fees are included in service costs in the accompanying condensed statements of operations.

All amounts owed to the General Partner and affiliates are non-interest bearing.

4. NET INCOME PER UNIT OF LIMITED PARTNERSHIP INTEREST

Net income per unit of limited partnership interest is based on the average number of units outstanding during the periods presented. For this purpose, net income, excluding gain on sale of cable systems, has been allocated 99% to the Limited Partners and 1% to the General Partners. Gain on sale of cable systems has been allocated in accordance with the partnership agreement, first to the Limited Partners and to the General Partners to eliminate any negative equity balance on the date of sale, and then in the amount of 99% to the Limited Partners and 1% to the General Partners. Gains and losses will be allocated in this manner until the Limited Partners have received an amount equal to their adjusted subscription amount and liquidation preference, as defined, and thereafter 85% to the Limited Partners and 15% to the General Partners. The General Partners do not own units of partnership interest in the Partnership, but rather hold a participation interest in the income, losses and distributions of the Partnership.

Distributions have been allocated in accordance with the partnership agreement, 99% to the Limited Partners and 1% to the General Partners. Distributions will be allocated in this manner until the Limited Partners have received an amount equal to their adjusted subscription amount and liquidation preference, as defined, and thereafter 85% to the Limited Partners and 15% to the General Partners.

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, 2001 for additional information regarding such matters and the effect thereof on our business.

RESULTS OF OPERATIONS

On April 10, 2002, we completed the sale of our Illinois cable television systems in and around Hillsboro, Jerseyville, Nokomis and Pana, Illinois. The following discussion of our results of operations classifies all results from operations sold in discontinued operations for the nine months ended September 30, 2002 and 2001. Accordingly, the remaining discussion includes the results of operations for the Malden system only.

Revenues decreased \$11,100 from \$225,000 to \$213,900, or 4.9%, and \$39,800 from \$689,800 to \$650,000, or 5.8%, for the three and nine months ended September 30, 2002, respectively, compared to the corresponding periods in 2001. The decrease was due to a decline in the number of premium service customers. As of September 30, 2002 and 2001, we had approximately 2,100 basic service customers and 200 and 300 premium service customers, respectively. The decline in premium customers is primarily due to competition from satellite providers and customer reaction to increased prices.

Service costs increased \$1,500 from \$71,400 to \$72,900, or 2.1%, and decreased \$26,300 from \$229,500 to \$203,200 or 11.5%, for the three and nine months ended September 30, 2002, respectively, compared to the corresponding periods in 2001. Service costs represent programming costs and other costs directly attributable to providing cable services to customers. The decrease for the nine months ended September 30, 2002 was primarily due to the decline in customers described above.

General and administrative expenses decreased \$6,300 from \$30,000 to \$23,700, or 21.0%, and decreased \$10,300 from \$92,000 to \$81,700, or 11.2%, for the three and nine months ended September 30, 2002, respectively, compared to the corresponding periods in 2001. The decrease for the nine months ended September 30, 2002 and 2001 is primarily due to a decrease in property taxes.

General partner management fees and reimbursed expenses represent administrative costs reimbursed to Charter by us based on Charter's actual costs incurred. General partner management fees and reimbursed expenses decreased \$31,400 from \$54,600 to \$23,200, or 57.5%, and \$74,100 from \$165,400 to \$91,300, or 44.8%, for the three and nine months ended September 30, 2002, respectively, compared to the corresponding periods in 2001. The decrease was primarily due to a decrease in the level of such services being provided and billed to us by Charter.

Depreciation and amortization expense decreased \$6,200 from \$29,900 to \$23,700, or 20.7%, and \$9,700 from \$90,200 to \$80,500, or 10.8%, for the three and nine months ended September 30, 2002, respectively, compared to the corresponding periods in 2001. The decrease was due to certain fixed assets becoming fully depreciated during the fourth quarter of 2001 and the three months ended September 30, 2002.

Due to the factors described above, our operating income increased \$31,300 from \$39,100 to \$70,400, and \$80,600 from \$112,700 to \$193,300 for the three and nine months ended September 30, 2002, respectively, compared to the corresponding periods in 2001.

Interest income decreased from \$62,000 to \$33,600 and from \$228,900 to \$114,500 due to lower average cash

balances available for investment due to distributions made of proceeds from the sale of certain cable systems (the Charter Sale).

Other income of \$1,900 for the three months ended September 30, 2001 and other expense of \$43,000 for the nine months ended September 30, 2001 represent costs and other income associated with a previous unexecuted sales proposal.

Due to the factors described above, our income from continuing operations increased \$1,000 from \$103,000 to \$104,000 and \$9,200 from \$298,600 to \$307,800 for the three and nine months ended September 30, 2002, respectively, compared to the corresponding periods in 2001.

Our income from discontinued operations decreased \$178,400 from \$190,200 to \$11,800 and \$444,100 from \$675,600 to \$231,500 for the three and nine months ended September 30, 2002, respectively, compared to the corresponding periods in 2001. Income from discontinued operations for the three months ended September 30, 2002 represents adjustments to accruals of the system sold based on receipt of final invoices and information. Gain on sale of cable systems totaled \$4,500 and \$11,108,100 for the three and nine months ended September 30, 2002, respectively. Gain on sale of cable systems represents the difference between the sale proceeds and the net book value of investment. The additional gain on sale of cable systems in the three months ended September 30, 2002 resulted from revisions to estimates of taxes due as a result of the sale of cable systems.

Net income decreased \$172,900 from \$293,200 to \$120,300 and increased \$10,673,200 from \$974,200 to \$11,647,400 for the three and nine months ended September 30, 2002, respectively, compared to the corresponding periods in 2001, due to the factors described above.

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 relating to the expansion, improvement and upgrade of our remaining cable systems.

Operating activities provided \$1,484,300 and \$1,905,100 during the nine months ended September 30, 2002 and 2001, respectively. Changes in receivables, prepaid expenses and other assets provided \$68,500 and \$78,800 during the nine months ended September 30, 2002 and 2001, respectively, primarily due to fluctuations in receivable collections. Changes in liabilities owed to affiliates and third party creditors provided \$716,900 and \$535,400 during the nine months ended September 30, 2002 and 2001, respectively, due to differences in the timing of payments.

We provided \$13,111,700 and used \$57,800 in investing activities during the nine months ended September 30, 2002 and 2001, respectively, due primarily to proceeds from the Charter Sale in 2002 and capital expenditures in 2001.

Financing activities used \$19,256,000 during the nine months ended September 30, 2002 due to distributions to partners of proceeds received from the Charter Sale.

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 and other interactive services, as well as to increase channel capacity and allow a greater variety of video services. Our capital expenditures for upgrades have been made with available funds and have enhanced the economic value of our systems.

The estimated cost of completing a comprehensive upgrade of our system in order to activate two-way capability from the Malden, Missouri headend, as well as to increase channel capacity and allow additional video services,

would be approximately \$1.7 million (for an upgrade to 550 megahertz (MHz) capacity) to \$2.0 million (for an upgrade to 870 MHz capacity). Given the high cost of this comprehensive upgrade plan, the limited funds available, and the belief that such a plan is not economically prudent, the Corporate General Partner does not presently anticipate that it will proceed with a comprehensive upgrade plan. In light of the pending Telecommunications Management Sale, the Corporate General Partner will, however, continue to make upgrades required by franchise agreements.

FINANCING ACTIVITIES

Distributions to partners as a result of the Charter Sale totaled \$19,256,000 for the nine months ended September 30, 2002.

At September 30, 2002, we had no debt outstanding. We rely upon cash flow from operations to meet liquidity requirements and fund necessary capital expenditures. Although we currently maintain a cash balance, there can be no assurance that our future cash flows, combined with available cash, will be adequate to meet our future liquidity requirements or to fund future capital expenditures as required by franchise authorities.

DISCONTINUED OPERATIONS AND PROPOSED SALES TRANSACTION

On April 10, 2002, pursuant to an asset purchase agreement dated August 29, 2001, we completed the sale of our Illinois cable television systems in and around Hillsboro, Jerseyville, Nokomis and Pana, Illinois to Charter Communications Entertainment 1, LLC (CCE-I), an affiliate of the Corporate General Partner and an indirect subsidiary of Charter, for a total sale price of approximately \$13,199,800 (the Charter Sale). As a pre-condition to the sale, based on approval by the Limited Partners, our partnership agreement was amended to allow the sale of assets to an affiliate of the Corporate General Partner.

After setting aside \$2,000,000 to fund the Malden headend's working capital needs for foreseeable future, and paying or providing for the payment of the expenses of the Charter Sale, the Corporate General Partner will make one or more distributions of our allocable share of the remaining net sale proceeds, in accordance with our partnership agreement. We made an initial distribution of approximately \$15,890,500 on or about May 15, 2002, with a second distribution of \$3,365,500 made on or about September 24, 2002.

In accordance with Statement of Financial Accounting Standards (SFAS) No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets," adopted by the Partnership on January 1, 2002, the assets sold in the Charter Sale have been reclassified and presented as assets related to discontinued operations in the accompanying condensed balance sheets. The operating results and gain on sale of such cable systems are presented as discontinued operations in the accompanying condensed statements of operations. Discontinued operations classification was triggered in the second quarter of 2002 once approval of the sale was obtained and the sale became probable. For the period from January 1, 2002 to April 10, 2002 and the nine months ended September 30, 2001, revenues of the sold cable systems were \$803,500 and \$2,185,800, respectively, and income from discontinued operations, excluding the gain on sale of cable systems, totaled \$231,500 and \$675,600, respectively. For the three months ended September 30, 2001, revenue and income from discontinued operations, excluding the gain on sale of cable systems, approximated \$747,600 and \$190,200, respectively. The book value of the investment in the sold cable systems approximated \$2,091,700 at April 10, 2002. The Partnership recorded a gain of \$11,108,100 in the nine months ended September 30, 2002.

On November 8, 2002 the Partnership entered into an asset purchase agreement providing for the sale of the Malden, Missouri cable system to Telecommunications Management, LLC (Telecommunications Management) for a total sale price of approximately \$1,702,500 (approximately \$825 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 first half of 2003, although no assurance can be given regarding this matter. Subsequent to the signing of the Agreement, Telecommunications Management has raised an issue with respect to the fact that the city of Malden has authorized to raise funds to finance construction of a competing cable television system. This is an issue that may impact closing.

Upon sale of all of the remaining cable systems, the Partnership will be liquidated and all remaining assets distributed to the Limited Partners and the General Partners.

CERTAIN TRENDS AND UNCERTAINTIES

In November 2002, voters in the city of Malden, Missouri voted and approved a referendum giving city officials the authority to pursue the issuance of up to \$9.0 million in municipal bonds to finance the construction of a municipally owned 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 September 30, 2002, we had approximately 2,100 basic customers in the city of Malden.

Insurance coverage is maintained for all of the cable television properties owned or managed by us 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.

All of our customers are served by our system in Malden, Missouri, 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 that 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>
2.1	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. *
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

None.

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 II-2, L.P.

By: ENSTAR COMMUNICATIONS CORPORATION
Corporate General Partner

Date: November 13, 2002

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 II-2, 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: November 13, 2002

/s/ Steven A. Schumm

Steven A. Schumm
Executive Vice President and
Chief Administrative 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 II-2, 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: November 13, 2002

/s/ Paul E. Martin

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

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Document</u>
2.1	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. *
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