FORM 10-K405

Annual report pursuant to section 13 and 15(d), Regulation S-K Item 405

Filing Date: **1999-03-26** | Period of Report: **1998-12-31**
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FILER

JONES PROGRAMMING PARTNERS 2-A LTD

CIK:**868610**| IRS No.: **841088829** | State of Incorp.:**CO** | Fiscal Year End: **1231**
Type: **10-K405** | Act: **34** | File No.: **000-20944** | Film No.: **99574422**
SIC: **7812** Motion picture & video tape production

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C/O JONES ENTERTAINMENT GROUP LTD
ENGLEWOOD CO 80155-3309
3037923111

FORM 10-K
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

(Mark One)
[x] Annual report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934 (Fee Required)
For the fiscal year ended December 31, 1998

OR

[ ] Transition report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934 (No Fee Required)
For the transition period from ______ to ______

Commission file number: 0-20944

JONES PROGRAMMING PARTNERS 2-A, LTD.
(Exact name of registrant as specified in its charter)

Colorado	84-1088819
(State of Organization)	(IRS Employer Identification No.)
P.O. Box 3309, Englewood, Colorado 80155-3309	(303) 792-3111
(Address of principal executive office and Zip Code)	(Registrant's telephone no. including area code)

Securities registered pursuant to Section 12(b) of the Act: None
Securities registered pursuant to Section 12(g) of the Act: Limited Partnership Interests

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 such reports), and (2) has been subject to such filing requirements for the past 90 days:
Yes x No ___

Aggregate market value of the voting stock held by non-affiliates of the registrant: N/A

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K ((S)229.405) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. X

DOCUMENTS INCORPORATED BY REFERENCE: None

(21743)

Information contained in this Form 10-K Report contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical facts, included in this Form 10-K Report that address activities, events or developments that the General Partner or the Partnership expects, believes or anticipates will or may occur in the future are forward-looking statements. These forward-looking statements are based upon certain assumptions and are subject to a number of risks and uncertainties. Actual results could differ materially from the results predicted by these forward-looking statements.

PART I.

ITEM 1. BUSINESS

Jones Programming Partners 2-A, Ltd. (the "Partnership") is a Colorado limited partnership that was formed in March 1992 pursuant to the public offering of limited partnership interests in the Jones Programming Partners Limited Partnership Program. Jones Entertainment Group, Ltd., a Colorado corporation engaged in the development, production, acquisition and distribution of its original entertainment programming, is the general partner of the Partnership (the "General Partner"). The Partnership was formed to acquire, develop, produce and distribute original programming to be owned by the Partnership. The Partnership generates revenues from the licensing of its programming. The General Partner's principal responsibilities to the Partnership are or have been the acquisition of programming projects for the Partnership, the negotiation of production and distribution agreements for Partnership programming, reviewing budgets, monitoring expenditure of Partnership funds, administering production and distribution agreements, and accounting and reporting to the limited partners. The General Partner charges the Partnership for direct costs incurred on the Partnership's behalf. See further discussion of such costs charged to the Partnership by the General Partner in Item 8, Financial Statements, Note 4. During 1998, the Partnership had two programming projects: "Charlton Heston Presents: The Bible" and "The Whipping Boy." It is not anticipated that the Partnership will invest in any additional programming, but instead will focus on the distribution and sale of its existing programming. Following is a description of these programming projects.

Charlton Heston Presents: The Bible

In May 1992, the General Partner, on behalf of the Partnership, entered into an agreement with Agamemnon Films, an unaffiliated party, to produce four one-hour programs for television, entitled "Charlton Heston Presents: The Bible" (the "Bible Programs"). The production costs of the Bible Programs were approximately $2,370,000, which included a $240,000 production and overhead fee paid to the General Partner. In return for agreeing to fund these production costs, the Partnership acquired all rights to the Bible Programs in all markets and in all media in perpetuity. The Partnership subsequently assigned half of its ownership of the Bible Programs to an unaffiliated party for an investment of $1,000,000 toward the production costs for the Bible Programs. After consideration of the reimbursement, the Partnership's total investment in the Bible Programs was $1,369,764. In June 1998, the Partnership fully recovered its remaining net investment in this film. From inception to December 31, 1998, the Partnership has recognized $1,770,906 of revenue from this film, of which $769,411 was retained by the distributors of the film for their fees and marketing costs and $938,907 was received by the Partnership as of December 31, 1998. The remaining $62,588 was received by the Partnership in March 1999.

The Whipping Boy

In August 1993, the Partnership acquired the rights to the Newbury Award-winning book, "The Whipping Boy." "The Whipping Boy" was produced as a two-hour telefilm which premiered in the North American television market on The Disney Channel. The film's final cost was approximately $4,100,000. As of December 31, 1998, the Partnership had invested $2,661,487 in the film, which included a $468,000 production and overhead fee paid to the General Partner. The film was co-produced by the General Partner and Gemini Films, a German company. The completed picture was delivered to The Disney Channel in the second quarter of

1994. From inception to December 31, 1998, the Partnership has recognized

$2,274,265 of gross revenue from this film, of which $2,100,000 represents the initial license fee from The Disney Channel that was used to finance the film's production. Of the remaining $174,265, $8,325 has been retained by the distributors of the film for their fees and marketing costs and $165,940 had been received by the Partnership as of December 31, 1998.

During the fourth quarter of 1996, the General Partner reassessed the anticipated total gross revenue remaining from the distribution of "The Whipping Boy" in available international and domestic television markets. Based on revised television sales projections by unexploited territory, a reduction was made to the Partnership's estimate of total gross revenue to be recognized from the future distribution of the film. Accordingly, based on the reduced revenue projections for the film (primarily in international television revenues), a determination was made by the General Partner that the Partnership's net investment in "The Whipping Boy" of $952,731 exceeded the film's estimated net realizable value of approximately $375,000 as of December 31, 1996. As a result, the Partnership recorded a write-down of film production cost of $575,000 to reduce the unamortized cost of the film to its estimated net realizable value as of December 31, 1996.

Likewise, in the fourth quarter 1998, the General Partner again reassessed the anticipated gross revenues remaining from the distribution of "The Whipping Boy" based on revised estimated television sales projections and actual results of the film's distribution in comparison to the film's prior projections. A determination was made by the General Partner that the Partnership's net investment in "The Whipping Boy" of $344,907 exceeded the film's estimated net realizable value of $150,000 as of December 31, 1998, resulting in a write-down of $194,907. The film's estimated net realizable value was calculated based on an estimate of anticipated revenues remaining over the life of the film from international and domestic television distribution, net of estimated distribution fees and costs, as of December 31, 1998.

As of December 31, 1998, the Partnership's net investment in the film, after consideration of amortization and the write-downs discussed above, was $150,000. The Partnership plans to recover its remaining investment in this film from net revenues generated from domestic and international television markets or from sale of the Partnership's interests in the film.

General Matters

The Partnership will seek to recover its investment in programming by relicensing its assets through international sales, domestic cable or syndication, home video and ancillary markets or by selling its remaining interests in its programming. The General Partner, on behalf of the Partnership, is currently considering opportunities available for the sale of the Partnership's interests in its programming projects. Any sale of all or substantially all of the Partnership's assets will be subject to the approval of the Partnership's limited partners prior to closing of the sale. See further discussion of the Partnership's distribution efforts concerning its film projects in Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations.

The Partnership has encountered and will continue to encounter intense competition in connection with its attempts to distribute its programming. There is competition within the television programming industry for exhibition time on cable television networks, broadcast networks and independent television stations. In most cases, potential customers of the Partnership's programming also produce their own competitive programs. In recent years, the number of television production companies and the volume of programming being distributed have increased, thereby intensifying this competition. Acceptance of the programming in certain distribution media may be limited and the programming will compete with other types of television programming in all domestic and international distribution media and markets. The success of programming is also dependent in part on public taste, which is unpredictable and susceptible to change. In international markets, the Partnership will encounter additional risks, such as foreign currency rate fluctuations, compliance and regulatory requirements, differences in tax laws, and economic and political environments. Profitability of the Partnership will depend largely on the programming's acceptance in various domestic and international television markets, on the level of distribution of the programming in such markets and the license fees and library values generated thereby, which are outside the control of the

Partnership.

Future distribution revenues from the Partnership's programming will rely heavily on the existence and size of remaining distribution markets and media, if any, that have not been exploited by the Partnership in its previous distribution efforts in the domestic and international theatrical, home video, television, and ancillary markets. There can be no assurance that the distribution efforts made by the Partnership, the General Partner or unaffiliated parties on behalf of the Partnership for the programming will be sufficient to recover the Partnership's investment or produce profits for the Partnership.

ITEM 2. PROPERTIES

See Item 1.

ITEM 3. LEGAL PROCEEDINGS

None.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None

PART II.

ITEM 5. MARKET FOR THE REGISTRANT'S COMMON STOCK AND RELATED SECURITY HOLDER MATTERS

While the Partnership is publicly held, there is no public market for the limited partnership interests and it is not expected that such a market will develop in the future. As of February 15, 1999, the number of equity security holders in the Partnership was 543.

ITEM 6. SELECTED FINANCIAL DATA

<TABLE>
<CAPTION>

	For the Years Ended December 31,				
	1994	1995	1996	1997	1998
<S>	<C>	<C>	<C>	<C>	<C>
Gross revenues	$2,673,557	$ 324,489	$ 329,875	$ 215,834	$ 292,569
Costs of filmed entertainment	2,123,180	303,817	281,451	199,899	19,829
Distribution fees and expenses	285,043	159,045	105,707	92,702	146,077
Loss on write-down of film production cost	-	-	575,000	-	194,907
Operating, general and administrative expenses	23,135	19,296	31,701	78,965	30,720
Operating income (loss)	242,199	(157,669)	(663,984)	(155,732)	(82,162)
Net income (loss)	247,629	(220,238)	(575,789)	(118,640)	(81,340)
Net income (loss) per limited partnership unit	21.83	(19.42)	(50.76)	(10.46)	(7.24)
Weighted average number of limited partnership units outstanding	11,229	11,229	11,229	11,229	11,229
General partner's deficit	(14,177)	(22,050)	(33,479)	(40,337)	(43,995)
Limited partners' capital	3,321,467	2,541,978	1,410,494	731,588	369,522
Total assets	3,456,501	2,670,155	1,555,607	965,564	340,863
General partner advances	(99,425)	2,446	29,106	8,622	7,511

</TABLE>

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of the Partnership's financial condition and results of operations contains, in addition to historical information, forward-looking statements that are based upon certain assumptions and are subject to a number of risks and uncertainties. The Partnership's actual results may differ significantly from the results predicted in such forward-looking statements.

Results of Operations

1998 Compared to 1997

Revenues of the Partnership increased $76,735, from $215,834 in 1997 to $292,569 in 1998. This increase in revenues was primarily related to a $108,502 increase in the sales of "The Bible Programs," from $183,538 in 1997 to $292,040 in 1998. This increase was offset by a decrease in domestic home video and non-theatrical sales of "The Whipping Boy", which totaled $32,296 in 1997 as compared to $529 in 1998.

Filmed entertainment costs decreased $180,070, from $199,899 in 1997 to $19,829 in 1998. This decrease was the result of the decrease in film revenues from the "The Whipping Boy" as discussed above. In addition, this decrease was the result of the full amortization of the capitalized production costs relating to "The Bible Programs" during 1998. Filmed entertainment costs are amortized over the life of each film in the ratio that current gross revenues bear to anticipated total gross revenues.

Distribution fees and expenses increased $53,375, from $92,702 in 1997 to $146,077 in 1998. This increase was the result of increased home video sales of the "Bible Programs" under the Partnership's distribution agreement with J/G Distribution Company, an affiliate of the General Partner. Distribution fees and expenses relate to the compensation due and costs incurred by unaffiliated parties in selling the Partnership's programming in the domestic and international markets. The timing and amount of distribution fees and expenses vary depending upon the individual market in which programming is distributed.

Loss on write-down of film production increased from $0 in 1997 to $194,907 in 1998. This increase was the result of a write-down of the Partnership's net investment in "The Whipping Boy" to the film's net realizable value of approximately $150,000 as of December 31, 1998.

Operating, general and administrative expenses decreased $48,245, from $78,965 in 1997 to $30,720 in 1998. This decrease was due primarily to decreased direct costs allocable to the operations of the Partnership that were charged to the Partnership by the General Partner and its affiliates in 1998 as compared to 1997. The decrease in direct costs allocable to the Partnership's operations resulted mainly from the decrease in General Partner personnel expenses and the decrease in direct time spent by the affiliates of the General Partner on the accounting and legal functions of the Partnership.

Interest income decreased $20,310, from $37,092 in 1997 to $16,782 in 1998. This decrease was due primarily to $14,207 in interest income recognized during 1997 related to the amortization of the discount on the promissory notes receivable from the General Partner due to the Partnership's June 1995 sale of the film "Household Saints" to the General Partner as compared to $0 in interest income recognized during 1998 related to the promissory notes receivable. This decrease was also due to lower levels of invested cash balances existing during 1998 as compared to 1997.

1997 Compared to 1996

Revenues of the Partnership decreased $114,041, from $329,875 in 1996 to $215,834 in 1997. This decrease in revenues was primarily related to a $97,214 decrease in the domestic home video and non-theatrical sales of "The

Whipping Boy," from $129,510 in 1996 to $32,296 in 1997. In addition, sales of "Charlton Heston Presents: The Bible" (the "Bible Programs") decreased $16,827, from $200,365 in 1996 to $183,538 in 1997.

Filmed entertainment costs decreased $81,552, from $281,451 in 1996 to $199,899 in 1997. This decrease was due primarily to the result of the decrease in film revenues from "The Whipping Boy" and the "Bible Programs" as discussed above. Filmed entertainment costs are amortized over the life of each film in the ratio that current gross revenues bear to anticipated total gross revenues.

Distribution fees and expenses decreased $13,005, from $105,707 in 1996 to $92,702 in 1997. This decrease was the result of decreased home video sales of the "Bible Programs" under the Partnership's distribution agreement with J/G Distribution Company, an affiliate of the General Partner. Distribution fees and expenses relate to the compensation due and costs incurred by unaffiliated parties in selling the Partnership's programming in the domestic and international markets. The timing and amount of distribution fees and expenses vary depending upon the individual market in which programming is distributed.

Loss on write-down of film production decreased from $575,000 in 1996 to $0 in 1997. This decrease was the result of a write-down of the Partnership's net investment in "The Whipping Boy" to the film's net realizable value of approximately $375,000 as of December 31, 1996. A write-down of the Partnership's net investment in its programming was not deemed necessary by the General Partner during the year ended December 31, 1997.

Operating, general and administrative expenses increased $47,264, from $31,701 in 1996 to $78,965 in 1997. This increase was due primarily to an increase in direct costs allocable to the operations of the Partnership that were charged to the Partnership by the General Partner in 1997 as compared to 1996. The increase in direct costs allocable to the Partnership's operations resulted mainly from the increased involvement of General Partner personnel required to properly administer the second cycle distribution and potential sale of the Partnership's programming.

Interest income decreased $51,103, from $88,195 in 1996 to $37,092 in 1997. This decrease was due primarily to $65,528 in interest income recognized during 1996 related to the amortization of the discount on the promissory notes receivable from the General Partner due to the Partnership's June 1995 sale of the film "Household Saints" to the General Partner as compared to $14,207 in interest income recognized during 1997 related to the promissory notes receivable. This decrease was also partially attributable to lower levels of invested cash balances existing during 1997 as compared to 1996.

Financial Condition

Liquidity and Capital Resources

The Partnership's principal sources of liquidity are cash on hand and amounts received from the domestic and international distribution of its programming. As of December 31, 1998, the Partnership had $128,275 in cash. It is not anticipated that the Partnership will invest in any additional programming projects, but instead will focus on the distribution and sale of its existing programming projects. The Partnership had outstanding amounts receivable totaling $62,588 as of December 31, 1998. These amounts were received by the Partnership in the first quarter of 1999.

Given the near completion of the second cycle of distribution of the Partnership's programming, as previously announced, regular quarterly distributions were suspended beginning with the quarter ended September 30, 1998. For the year ending December 31, 1998, the Partnership declared distributions to partners totaling $283,562, of which $141,781 was paid in May

1998 and $141,781 was paid in August 1998. These distributions were made using cash on hand, interest income, proceeds received from the sale of "Household Saints" and cash provided by operating activities. The Partnership will retain a certain level of working capital, including any necessary reserves, to fund its operating activities. Any amounts in excess of the Partnership's working capital needs

received from continued second cycle distribution of the Partnership's programming may be periodically distributed to partners. In addition, future distributions will also be made from proceeds received from the sale of the Partnership's assets.

The General Partner, on behalf of the Partnership, is currently considering opportunities available for the sale of the Partnership's interests in its programming projects. If the General Partner or one of its affiliates exercises its right to purchase the Partnership's interests in a programming project, however, the sales price for such a transaction will be at least equal to the average of three independent appraisals of the programming project's fair market value. The General Partner has no obligation to purchase any assets of the Partnership. Any sale of all or substantially all of the Partnership's assets will be subject to the approval of the Partnership's limited partners prior to closing of the sale.

The General Partner cannot predict at this time when or at what price the Partnership's interests in its programming projects ultimately will be sold. Any direct costs incurred by the General Partner on behalf of the Partnership in soliciting and arranging for the sale of the Partnership's programming projects will be charged to the Partnership. It is anticipated that the net proceeds from the sale of the Partnership's interests in its programming will be distributed to the partners after such sale. Based on the General Partner's estimates of value and indications of value obtained from unaffiliated parties, it is probable that the distributions of the proceeds from the sales of the Partnership's programming projects, together with all prior distributions paid to the limited partners, will return to the limited partners less than 70% of their initial capital contributions to the Partnership.

The General Partner believes that the Partnership has, and will continue to have, sufficient liquidity to fund its operations and to meet its obligations so long as quarterly distributions are suspended. Cash flow from operating activities will be generated primarily from the Partnership's programming projects as follows:

"Charlton Heston Presents: The Bible"

In 1992, the General Partner, on behalf of the Partnership, entered into an agreement with Agamemnon Films, an unaffiliated party, to produce four one-hour programs for television, entitled "Charlton Heston Presents: The Bible" (the "Bible Programs") for Arts and Entertainment Network ("A&E"). The production costs of the Bible Programs were approximately $2,370,000, which included a $240,000 production and overhead fee to the General Partner. In return for agreeing to fund these production costs, the Partnership acquired all rights to the Bible Programs in all markets and in all media in perpetuity.

In order to reduce the Partnership's financial exposure, the General Partner, on behalf of the Partnership, assigned one-half of the Partnership's interest in the Bible Programs to GoodTimes Home Video Corporation ("GoodTimes"), an unaffiliated entity directly involved in the specialty home video and international television distribution business, for an investment by GoodTimes of $1,000,000. The Partnership and GoodTimes funded Jones Documentary Film Corporation ("JDFC"), which in turn contracted with Agamemnon Films for the production of the Bible Programs. JDFC was formed to insulate the Partnership and GoodTimes from certain risks and potential liabilities associated with the production of programming in foreign countries because the Bible Programs were filmed on location in the Holy Lands.

The Partnership and JDFC granted the General Partner the exclusive rights to distribute the Bible Programs. To accomplish this, the General Partner, on its own behalf, and GoodTimes entered into an agreement to form J/G Distribution

Company to distribute the Bible Programs. J/G Distribution Company was formed in June 1992 and the Partnership granted it the sole and exclusive right to exhibit and distribute, and to license others to exhibit and distribute, the Bible Programs in all markets, all languages, and all media in perpetuity. J/G Distribution Company holds the copyright for the benefit of the Partnership (50 percent interest) and GoodTimes (50 percent interest). J/G Distribution Company is currently distributing the Bible Programs in the retail home video market. As of December 31, 1998, gross sales made by J/G Distribution Company totaled $3,041,644, of which $1,520,822 has been retained by J/G Distribution Company for its fees and marketing costs, with the remaining $1,520,822 belonging 50 percent to the Partnership and 50 percent to Goodtimes. Additionally, $250,000 was

received directly by the Partnership as its share of the initial license fee from A&E. As of December 31, 1998, the Partnership had received both $697,823 due from J/G Distribution and the $250,000 from A&E. The remaining $62,588 due from J/G Distribution was received in March 1999.

The Partnership recovered its remaining net investment in "The Bible Programs" in June 1998.

"The Whipping Boy"

In August 1993, the Partnership acquired the film rights to the Newbury Award-winning book "The Whipping Boy." The project was co-developed by the Partnership and The Disney Channel and produced by the General Partner and German and French co-production partners. The completed telefilm was delivered to The Disney Channel in the second quarter of 1994 and premiered in the North American television market in July 1994. As of December 31, 1998, the Partnership had invested $2,661,487 in the film, which included a $468,000 production and overhead fee payable to the General Partner. The Partnership has received approximately $2,100,000 from The Disney Channel for licensing certain rights to the film to The Disney Channel.

The Partnership was responsible for approximately one-half of the $4,100,000 production cost, with the balance of the production budget funded by Gemini Films and other co-production partners and/or territorial advances from the film's international distributors. The amount contributed to the production budget by the Partnership was partially reimbursed by the license advances totaling $2,100,000 received from the Disney Channel.

Gemini Films will have, in perpetuity, the copyright and all exploitation rights to the film in German language territories (defined as Germany, Austria, German-speaking Switzerland and German-speaking Luxembourg). Although these exploitation rights will remain the sole property of Gemini Films, Gemini Films will account to the Partnership for any revenue therefrom.

The Partnership will own the worldwide copyright, excluding German language territories, in perpetuity. Although the Partnership will own all exploitation rights in all media in North America, which is defined as the United States, Canada and their respective territories and possessions, the Partnership will account to Gemini Films for any revenue generated therefrom.

From the movie's North American revenues, the Partnership will first be entitled to recover its investment plus interest. Thereafter, the Partnership will receive 90 percent of all North American revenues and Gemini Films will receive 10 percent of such revenues. With respect to international revenues from the movie's distribution, after Gemini Films recovers $250,000 of its investment in the movie's production budget, any funded overages and interest out of net international revenues, the Partnership will receive 20 percent of net international revenues and Gemini Films will receive 80 percent.

In March 1995, the General Partner, on behalf of the Partnership, entered into an agreement with an unaffiliated party granting rights to distribute "The Whipping Boy" in the non-theatrical domestic markets. Non-theatrical markets include 16mm sales and rentals, in-flight, oil rigs, ships at sea, military installations, libraries, restaurants, hotels, motels or other institutional or commercial enterprises. As of December 31, 1998, gross sales made under this agreement totaled $38,348, of which $8,325 was retained by the distributor for its fees. The remaining $30,023 had been received by the Partnership as of December 31, 1998.

In May 1995, the General Partner, on behalf of the Partnership, entered into a distribution agreement with an unaffiliated party granting rights to distribute "The Whipping Boy" in the domestic home video market for a period not to exceed five years. As of December 31, 1998, net sales earned and received by the Partnership under this agreement totaled $135,121.

The General Partner and Gemini Films selected Canal Plus Distribution as the company that will distribute and exploit the movie outside of North America. Canal Plus Distribution will earn distribution fees of 15 percent of the film's gross receipts outside of North America, and it will be reimbursed for its expenses capped at 10 percent

of the film's gross receipts outside of North America (excluding dubbing costs). Canal Plus Distribution will be responsible for accounting and remitting to Gemini Films the net revenues from the film's distribution in all markets and in all media outside of North America. Gemini Films will be responsible for forwarding the Partnership's share of such revenues within 10 days of receipt of such funds from Canal Plus.

During the fourth quarter of 1996, the General Partner reassessed the anticipated total gross revenue remaining from the distribution of "The Whipping Boy" in available international and domestic television markets. Based on revised television sales projections by unexploited territory, a reduction was made to the Partnership's estimate of total gross revenue to be recognized from the future distribution of the film. Accordingly, based on the reduced revenue projections for the film (primarily in international television revenue), a determination was made by the General Partner that the Partnership's net investment in "The Whipping Boy" of $952,731 exceeded the film's estimated net realizable value of approximately $375,000 as of December 31, 1996. As a result, the Partnership recorded a write-down of film production cost of $575,000 to reduce the unamortized cost of the film to its estimated net realizable value as of December 31, 1996.

Likewise, in the fourth quarter of 1998, the General Partner again reassessed the anticipated gross revenue remaining from the distribution of the "The Whipping Boy" based on revised estimated television sales projections and actual results of the film's distribution in comparison to the film's prior projections. A determination was made by the General Partner that the Partnership's net investment in "the Whipping Boy" of $344,907 exceeded the film's estimated net realizable value of $150,000 as of December 31, 1998, resulting in a write-down of $194,907. The film's estimated net realizable value was calculated based on an estimate of anticipated revenues remaining over the life of the film from international and domestic television distribution, net of estimated distribution fees and costs, as of December 31, 1998.

These revenue projections were estimated by the General Partner and the film's distributor based on the film's prior distribution history, the remaining international and domestic territories available to the film for future television, and the General Partner's and the distributor's previous distribution experience with other films. As of December 31, 1998 the Partnership's net investment in the film, after consideration of amortization and the write-downs discussed above, was $150,000. The Partnership plans to recover its remaining net investment in this film from the net revenues generated from remaining international and domestic television markets or from sale of the Partnership's interests in the film.

Impact of the Year 2000 Issue (unaudited)

The Year 2000 issue is the result of many computer programs being written such that they will malfunction when reading a year of "00." This problem could cause system failure or miscalculations causing disruptions of business processes.

In connection with its affiliates, the General Partner has initiated an assessment of its computer applications to determine the extent of the problem. Based on this assessment, the General Partner has determined that the majority of its computer applications supporting business processes, including accounting and investor services, are designed to handle the Year 2000 appropriately. The General Partner believes there will be no financial impact to the Partnership due to the Year 2000 issue.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

The Partnership does not hold any financial instruments which present significant interest or market risk.

ITEM 8. FINANCIAL STATEMENTS

JONES PROGRAMMING PARTNERS 2-A, LTD.

Financial Statements

As of December 31, 1997 and 1998

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REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

To Jones Programming Partners 2-A, Ltd.:

We have audited the accompanying statements of financial position of Jones Programming Partners 2-A, Ltd. (a Colorado limited partnership) as of December 31, 1997 and 1998, and the related statements of operations, partners' capital (deficit) and cash flows for each of the three years in the period ended December 31, 1998. These financial statements are the responsibility of the General Partner's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Jones Programming Partners 2-A, Ltd. as of December 31, 1997 and 1998, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 1998 in conformity with generally accepted accounting principles.

ARTHUR ANDERSEN LLP

Denver, Colorado,
March 12, 1999

JONES PROGRAMMING PARTNERS 2-A, LTD.
(A Limited Partnership)

STATEMENTS OF FINANCIAL POSITION

<TABLE>
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ASSETS	December 31, 1997	December 31, 1998
<S>	<C>	<C>
CASH AND CASH EQUIVALENTS (Note 2)	$ 526,005	$ 128,275
ACCOUNTS RECEIVABLE (Note 5)	74,823	62,588
INVESTMENT IN AND ADVANCES FOR FILM PRODUCTION, net of accumulated amortization of $3,666,515 and $3,881,251 as of December 31, 1997 and 1998, respectively (Notes 2, 4 and 5)	364,736	150,000
Total assets	$ 965,564	$ 340,863
LIABILITIES AND PARTNERS' CAPITAL (DEFICIT)		
LIABILITIES:		
Accounts payable to affiliates	$ 8,622	$ 7,511
Accrued distributions to partners	141,781	-
Accrued liabilities	123,910	7,825
Total liabilities	274,313	15,336
PARTNERS' CAPITAL (DEFICIT) (Note 3):		
General partner -		
Contributed capital	1,000	1,000
Distributions	(30,431)	(33,267)
Accumulated deficit	(10,906)	(11,728)
Total general partner's deficit	(40,337)	(43,995)

Limited partners -		
Net contributed capital (11,229 units outstanding as of December 31, 1997 and 1998)	4,823,980	4,823,980
Distributions	(3,012,602)	(3,293,328)
Accumulated deficit	(1,079,790)	(1,161,138)
Total limited partners' capital	731,588	369,522
Total partners' capital (deficit)	691,251	325,527
Total liabilities and partners' capital (deficit)	$ 965,564	$ 340,863

</TABLE>

The accompanying notes to these financial statements are an integral part of these financial statements.

JONES PROGRAMMING PARTNERS 2-A, LTD.
(A Limited Partnership)

STATEMENTS OF OPERATIONS

<TABLE>
<CAPTION>

	For the Years Ended December 31,		
	1996	1997	1998
<S>	<C>	<C>	<C>
GROSS REVENUES (Notes 2 and 5)	$ 329,875	$ 215,834	$292,569
COSTS AND EXPENSES:			
Costs of filmed entertainment (Note 2)	281,451	199,899	19,829
Distribution fees and expenses (Notes 2 and 5)	105,707	92,702	146,077
Loss on write-down of film production cost (Note 5)	575,000	-	194,907
Operating, general and administrative expenses (Note 4)	31,701	78,965	30,720
Total costs and expenses	993,859	371,566	391,533
OPERATING LOSS	(663,984)	(155,732)	(98,964)
OTHER INCOME:			
Interest income	88,195	37,092	16,782
Other income	-	-	20
Total other income	88,195	37,092	16,802
NET LOSS	$ (575,789)	$(118,640)	$(82,162)
ALLOCATION OF NET LOSS:			
General partner	$ (5,758)	$ (1,186)	$ (822)
Limited partners	$ (570,031)	$(117,454)	$(81,340)

NET LOSS PER LIMITED PARTNERSHIP UNIT	$ (50.76)	$(10.46)	$ (7.24)
WEIGHTED AVERAGE NUMBER OF LIMITED PARTNERSHIP UNITS OUTSTANDING	11,229	11,229	11,229

</TABLE>

The accompanying notes to these financial statements are an integral part of these financial statements.

JONES PROGRAMMING PARTNERS 2-A, LTD.
(A Limited Partnership)

STATEMENTS OF PARTNERS' CAPITAL (DEFICIT)

<TABLE>
<CAPTION>

	For the Years Ended December 31,		
	1996	1997	1998
<S>	<C>	<C>	<C>
GENERAL PARTNER:			
Balance, beginning of period	$ (22,050)	$ (33,479)	$ (40,337)
Distributions	(5,671)	(5,672)	(2,836)
Net loss	(5,758)	(1,186)	(822)
Balance, end of period	$ (33,479)	$ (40,337)	$ (43,995)
LIMITED PARTNERS:			
Balance, beginning of period	$2,541,978	$1,410,494	$ 731,588
Distributions	(561,453)	(561,452)	(280,726)
Net loss	(570,031)	(117,454)	(81,340)
Balance, end of period	$1,410,494	$ 731,588	$ 369,522
TOTAL PARTNERS' CAPITAL (DEFICIT)	$1,377,015	$ 691,251	$ 325,527

</TABLE>

The accompanying notes to these financial statements are an integral part of these financial statements.

JONES PROGRAMMING PARTNERS 2-A, LTD.
(A Limited Partnership)

STATEMENTS OF CASH FLOWS

<TABLE>
<CAPTION>

	For the Years Ended December 31,		
	1996	1997	1998
<S>	<C>	<C>	<C>

CASH FLOWS FROM OPERATING ACTIVITIES:			
Net loss	$(575,789)	$(118,640)	$ (82,162)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:			
Amortization of filmed entertainment costs	281,451	199,899	19,829
Amortization of discount	(65,528)	(14,207)	-
Loss on write-down of film production cost	575,000	-	194,907
Decrease (increase) in accounts receivable	(15,486)	1,267	12,235
Decrease (increase) in other assets	(619)	2,285	-
Increase (decrease) in accrued liabilities	1,705	116,205	(116,085)
Increase (decrease) in accounts payable to affiliates	26,660	(20,484)	(1,111)
Net cash provided by operating activities	227,394	166,325	27,613
CASH FLOWS FROM INVESTING ACTIVITIES:			
Proceeds from note receivable from General Partner	500,000	389,166	-
Net cash provided by investing activities	500,000	389,166	-
CASH FLOWS FROM FINANCING ACTIVITIES:			
Distributions to partners	(567,124)	(567,124)	(425,343)
Net cash used in financing activities	(567,124)	(567,124)	(425,343)
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	$ 160,270	$ (11,633)	$(397,730)
CASH AND CASH EQUIVALENTS, beginning of period	377,368	537,638	526,005
CASH AND CASH EQUIVALENTS, end of period	$ 537,638	$ 526,005	$ 128,275

</TABLE>

The accompanying notes to these financial statements are an integral part of these financial statements.

JONES PROGRAMMING PARTNERS 2-A, LTD.
(A Limited Partnership)

NOTES TO FINANCIAL STATEMENTS

(1) ORGANIZATION AND BUSINESS

In March 1992, Jones Programming Partners 2-A, Ltd. (the "Partnership"), was formed as a limited partnership pursuant to the laws of the State of Colorado to engage in the acquisition, development, production, licensing and distribution of original entertainment programming. Jones Entertainment Group, Ltd. is the "General Partner" of the Partnership.

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Cash and Cash Equivalents - The Partnership considers all highly-liquid investments with a maturity when purchased of three months or less to be cash equivalents.

Film Revenue Recognition - The Partnership recognizes revenue in accordance with the provisions of Statement of Financial Accounting Standards No. 53 ("SFAS No. 53"). Pursuant to SFAS No. 53, revenues from domestic and international licensing agreements for programming are recognized when such amounts are known and the film is available for exhibition or telecast, and when certain other SFAS No. 53 criteria are met. Advances received for licensing or other purposes prior to exhibition or telecast are deferred and recognized as revenue when the above conditions are met.

Investment in and Advances for Film Productions - Investment in and advances for film production consists of advances to production entities for story rights, production, and film completion costs, and is stated at the lower of cost or estimated net realizable value. In addition, film production and overhead fees payable to the General Partner have been capitalized and included as investment in film production. Film production costs are amortized based upon the individual-film-forecast method. Estimated losses, if any, will be provided for in full when determined by the General Partner (see Note 5.)

Distribution Costs - Commissions, distribution expenses and marketing costs incurred in connection with domestic and international distribution are recorded at the time that the related license fees are recorded as revenue by the Partnership.

Impact of the Year 2000 Issue (unaudited) - The Year 2000 issue is the result of many computer programs being written such that they will malfunction when reading a year of "00." This problem could cause system failure or miscalculations causing disruptions of business processes.

In connection with its affiliates, the General Partner has performed an assessment of its computer applications to determine the extent of the problem. Based on this assessment, the General Partner has determined that the majority of its computer applications supporting business processes, including accounting and investor services, are designed to handle the Year 2000 appropriately. The General Partner believes there will be no financial impact to the Partnership due to the Year 2000 issue.

Use of Estimates - The preparation of financial statements in conformity with generally accepted accounting principles 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. Actual results could differ from those estimates.

(3) PARTNERS' CAPITAL (DEFICIT)

The capitalization of the Partnership is set forth in the accompanying Statements of Partners' Capital (Deficit). No existing limited partner is or will be obligated to make any additional contributions to the Partnership. The General Partner purchased its interest in the Partnership by contributing $1,000 to Partnership capital.

Profits, losses and distributions of the Partnership are allocated 99 percent to the limited partners and 1 percent to the General Partner until the limited partners have received distributions equal to 100 percent of their capital contributions plus an annual return thereon of 12 percent, cumulative and non-compounded. Thereafter, profits/losses and distributions will generally be allocated 80 percent to the limited partners and 20 percent to the General Partner.

(4) TRANSACTIONS WITH AFFILIATES

As of December 31, 1998, the General Partner, on behalf of the Partnership, has incurred home video and telecast distribution costs totaling $61,939 relating to "The Whipping Boy," of which $20,907 was reimbursed by the

Partnership out of film distribution proceeds earned during 1996. The General Partner generally will be entitled to reimbursement of these remaining costs from the Partnership contingent on the receipt of proceeds from future home video and telecast distribution of the film. Future proceeds received from the distribution of "The Whipping Boy" will be recognized as revenue by the Partnership, net of any remaining distribution costs reimbursed to the General Partner.

The General Partner is entitled to reimbursement from the Partnership for its direct and indirect expenses allocable to the operations of the Partnership, which shall include, but not be limited to, rent, supplies, telephone, travel, legal expenses, accounting expenses, preparation and distribution of reports to investors and salaries of any full or part-time employees. Because the indirect expenses incurred by the General Partner on behalf of the Partnership are immaterial, the General Partner generally does not charge indirect expenses to the Partnership. The General Partner charged direct expenses of $16,548, $35,028, and $0 to the Partnership for the years ended December 31, 1996, 1997 and 1998, respectively.

The Partnership reimburses affiliates of the General Partner for certain allocated administrative personnel expenses. These expenses generally consist of salaries and related benefits. Allocations of personnel costs are generally based on actual time spent by affiliated associates with respect to the Partnership. Such allocated expenses totaled $14,678, $19,005, and $9,605 for the years ended December 31, 1996, 1997 and 1998, respectively.

The Partnership and Jones Documentary Film Corporation ("JDFC") granted the General Partner the exclusive rights to distribute the Bible Programs. To accomplish this, the General Partner, on its own behalf, and GoodTimes Home Video Corporation ("GoodTimes"), an unaffiliated entity directly involved in the specialty home video and international television distribution business, entered into an agreement to form J/G Distribution Company to distribute the Bible Programs. J/G Distribution Company was formed in June 1992 and the Partnership granted it the sole and exclusive right to exhibit and distribute, and to license others to exhibit and distribute, the Bible Programs in all markets, all languages, and all media in perpetuity. J/G Distribution Company holds the copyright for the benefit of the Partnership (50 percent interest) and GoodTimes (50 percent interest). J/G Distribution Company is currently distributing the Bible Programs in the retail home video market. As of December 31, 1998, gross sales made by J/G Distribution Company totaled $3,041,644, of which $1,520,822 has been retained by J/G Distribution Company for its fees and marketing costs, with the remaining $1,520,822 belonging 50 percent to the Partnership and 50 percent to Goodtimes. Additionally, $250,000 was received directly by the Partnership as its share of the initial license fee

from A&E. As of December 31, 1998, the Partnership had received both the $697,823 due from J/G Distribution and the $250,000 from A&E. The remaining $62,588 due from J/G Distribution was received in March 1999.

(5) INVESTMENT IN AND ADVANCES FOR FILM PRODUCTION

"Charlton Heston Presents: The Bible"

In May 1992, the General Partner, on behalf of the Partnership, entered into an agreement with Agamemnon Films, an unaffiliated party, to produce four one-hour programs for television, entitled "Charlton Heston Presents: The Bible" (the "Bible Programs"). The production costs of the Bible Programs were approximately $2,130,000. In addition, the Partnership paid a $240,000 production and overhead fee to the General Partner. In return for agreeing to fund these production costs, the Partnership acquired all rights to the Bible Programs in all markets and in all media in perpetuity. The Partnership subsequently assigned half of its ownership of the Bible Programs to an unaffiliated party for an investment of $1,000,000 toward the production costs for the Bible Programs. After consideration of the reimbursement, the Partnership's total investment in the Bible Programs is $1,369,764. In June 1998, the Partnership fully recovered its remaining net investment in this film. From inception to December 31, 1998, the Partnership has recognized $1,770,906 of revenue from this film, of which $769,411 was retained by the distributors of the film for their fees and marketing costs and $938,907 has been received by the Partnership as of December 31,1998. The remaining $62,588 was received in March 1999.

"The Whipping Boy"

In August 1993, the Partnership acquired the rights to the Newbury Award-winning book "The Whipping Boy." "The Whipping Boy" was produced as a two hour telefilm which premiered in the North American television market on The Disney Channel. The film's final cost was approximately $4,100,000. As of December 31, 1997, the Partnership had invested $2,661,487 in the film, which included a $468,000 production and overhead fee paid to the General Partner. The film was co-produced by the General Partner and Gemini Films, a German company. The completed picture was delivered to The Disney Channel in the second quarter of 1994. From inception to December 31, 1997, the Partnership has recognized $2,273,736 of revenue from this film, of which $2,100,000 represents the initial license fee from The Disney Channel that was used to finance the film's production. Of the remaining $173,736, $8,325 has been retained by the distributors of the film for their fees and marketing costs and the remaining $165,411 had been received by the Partnership as of December 31, 1997.

During the fourth quarter of 1996, the General Partner reassessed the anticipated total gross revenue remaining from the distribution of "The Whipping Boy" in available international and domestic television markets. Based on revised television sales projections by unexploited territory, a reduction was made to the Partnership's estimate of total gross revenue to be recognized from the future distribution of the film. Accordingly, based on the reduced revenue projections for the film (primarily in international television revenue), a determination was made by the General Partner that the Partnership's net investment in "The Whipping Boy" of $952,731 exceeded the film's estimated net realizable value of approximately $375,000 as of December 31, 1996. As a result, the Partnership recorded a write-down of film production cost of $575,000 to reduce the unamortized cost of the film to its estimated net realizable value as of December 31, 1996.

Likewise, in the fourth quarter of 1998, the General Partner again reassessed the anticipated gross revenue remaining from the distribution of the "The Whipping Boy" based on revised estimated television sales projections and actual results of the film's distribution in comparison to the film's prior projections. A determination was made by the General Partner that the Partnership's net investment in

"The Whipping Boy" of $344,907 exceeded the film's estimated net realizable value of $150,000 as of December 31, 1998, resulting in a write-down of $194,907. The film's estimated net realizable value was calculated based on an estimate of anticipated revenues remaining over the life of the film from international and domestic television distribution, net of estimated distribution fees and costs, as of December 31, 1998.

These revenue projections were estimated by the General Partner and the film's distributor based on the film's prior distribution history, the remaining international and domestic territories available to the film for future television, and the General Partner's and the distributor's previous distribution experience with other films. As of December 31, 1998 the Partnership's net investment in the film, after consideration of amortization and the write-downs discussed above, was $150,000.

(6) INCOME TAXES

Income taxes are not reflected in the accompanying financial statements as such amounts accrue directly to the partners. The Federal and state income tax returns of the Partnership will be prepared and filed by the General Partner.

The Partnership's tax returns, the qualification of the Partnership as a limited partnership for tax purposes, and the amount of distributable Partnership income or loss are subject to examination by Federal and state taxing authorities. If such examinations result in changes with respect to the Partnership's tax status, or the Partnership's recorded income or loss, the tax liability of the General and limited partners would be adjusted accordingly.

The Partnership's only significant book-tax difference between the financial reporting and tax bases of the Partnership's assets and liabilities is associated with the difference between film production cost amortization and loss from write-down of film production cost recognized under generally accepted accounting principles and the amount of expense allowed for tax purposes. Film production cost recognized under generally accepted accounting principles exceeded the amount of expense recognized for tax purposes by approximately $174,000 and $214,000 for the years ended December 31, 1997 and 1998, respectively. For the year ended December 31, 1996, film production cost recognized for tax purposes exceeded that allowed under generally accepted accounting principles by approximately $396,000.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

PART III.

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

The Partnership itself has no officers or directors. Certain information concerning directors and executive officers of the General Partner of the Registrant is set forth below. Each of the directors serves until the next annual meeting of the shareholders of the General Partner and until their successors shall be elected and qualified.

<TABLE>
<CAPTION>

Name	Age	Positions with the General Partner
<S>	<C>	<C>
Glenn R. Jones	69	Chairman of the Board, Chief Executive Officer, and President
Steven W. Gampp	47	Vice President/Finance and Treasurer
Keith D. Thompson	32	Chief Accounting Officer
Elizabeth M. Steele	47	Secretary
Wilfred N. Cooper, Sr.	68	Director
J. Rodney Dyer	63	Director
Robert Kearney	62	Director
David K. Zonker	45	Director

</TABLE>

Mr. Glenn R. Jones has served as Chairman of the Board of Directors and Chief Executive Officer of the General Partner since its inception and he has served as President of the General Partner since April 1994. Mr. Jones is also the Chairman of the Board of Directors and Chief Executive Officer of the General Partner's principal shareholder, Jones 21st Century, Inc., a subsidiary of Jones International, Ltd. Mr. Jones has served as Chairman of the Board of Directors and Chief Executive Officer of Jones Intercable, Inc., one of the nation's largest cable television companies, since its formation in 1970, and he was President of that company from June 1984 until April 1988. Mr. Jones is the sole shareholder, President and Chairman of the Board of Directors of Jones International, Ltd. He is also Chairman of the Board of Directors of other affiliates of the General Partner. He is a member of the Board of Directors and the Executive Committee of the National Cable Television Association.

Additionally, Mr. Jones is a member of the Board of Governors for the American Society for Training and Development, and a member of the Board of Education Council of the National Alliance of Business. Mr. Jones is also a founding member of the James Madison Council of the Library of Congress. Mr. Jones has been the recipient of several awards including the Grand Tam Award in 1989, the highest award from the Cable Television Administration and Marketing Society; the President's Award from the Cable Television Public Affairs Association in recognition of Jones International's educational efforts through Mind Extension University (now Knowledge TV); the Donald G. McGannon Award for the advancement of minorities and women in cable from the United Church of Christ Office of Communications; the STAR Award from American Women in Radio and Television, Inc. for exhibition of a commitment to the issues and concerns of women in television and radio; the Cableforce 2000 Accolade awarded by Women in Cable in recognition of the General Partner's innovative employee programs; the Most Outstanding Corporate Individual Achievement Award from the International Distance Learning Conference for his contributions to distance education; the Golden Plate Award from the American Academy of Achievement for his advances in distance education; the Man of the Year named by the Denver chapter of the Achievement Rewards for College Scientists; and in 1994 Mr. Jones was inducted into Broadcasting and Cable's Hall of Fame.

Mr. Steven W. Gampp was elected Vice President/Finance and Treasurer of the General Partner in January 1997. Mr. Gampp serves as the Chief Financial Officer of Jones International, Ltd., an affiliate of the General Partner. Mr. Gampp was employed by Nu-West Industries, Inc., a publicly-held phosphate fertilizer manufacturer for seven years, most recently as the Vice President, Secretary and Treasurer. Mr. Gampp is a Certified Public Accountant and is a member of both the American and the Colorado societies of Certified Public Accountants.

Mr. Keith D. Thompson was elected the Chief Accounting Officer of the General Partner in March 1997. Mr. Thompson is also the Chief Accounting Officer of other affiliates of the General Partner. Mr. Thompson has also been associated with Jones International, Ltd., an affiliate of the General Partner, since October 1994, most recently as Controller from July 1997 to present. From July 1989 to October 1994, Mr. Thompson was an auditor for Deloitte & Touche LLP. Mr. Thompson is a Certified Public Accountant and is a member of both the American and the Colorado societies of Certified Public Accountants.

Ms. Elizabeth M. Steele is Secretary of the General Partner. She is Vice President/General Counsel and Secretary of Jones Intercable, Inc., and is also the Secretary of other affiliates of the General Partner. From August 1980 until joining Jones Intercable, Inc., Ms. Steele was an associate and then a partner at the Denver law firm of Davis, Graham & Stubbs, which serves as counsel to the General Partner.

Mr. Wilfred N. Cooper, Sr. became a director of the General Partner in December 1994. Mr. Cooper has been the principal shareholder and a Director of WNC & Associates, Inc. since its organization in 1971, of Shelter Resource Corporation since its organization in 1981 and of WNC Resources, Inc. from its organization in 1988 through its acquisition by WNC & Associates, Inc. in 1991, serving as President of those companies through June 1992 and as Chief Executive Officer since June 1992.

Mr. J. Rodney Dyer became a director of the General Partner in December 1994. Mr. Dyer has been the President and sole shareholder of Rod Dyer Group, Inc. since its formation in 1967. Rod Dyer Group, Inc. specializes in advertising, marketing and promotion. Rod Dyer Group, Inc. filed for protection under Chapter 11 of the Federal Bankruptcy Act in December 1991 and was released in March 1994.

Mr. Robert Kearney was appointed a director of the General Partner in July 1997. Mr. Kearney is a retired executive officer of Bell Canada. Prior to his retirement in December 1993, Mr. Kearney was the President and Chief Executive Officer of Bell Canada. He served as Chairman of BCE Canadian Telecom Group in 1994 and as Deputy Chairman of BCI Management Limited in 1995. During his career, Mr. Kearney served in a variety of capacities in the Canadian, American and International Standards organizations, and he has served on several corporate, professional and civic boards.

Mr. David K. Zonker became a director of the General Partner in December 1994. Mr. Zonker has been the President of Jones International Securities, Ltd. since January 1984 and he has been its Chief Executive Officer since January 1988. Mr. Zonker is a member of the Board of Directors of various affiliates of the General Partner. Mr. Zonker is licensed by the National Association of Securities Dealers, Inc. and he is the immediate past chairman of the Investment Program Association, a trade organization based in Washington, D.C. that promotes direct investments.

ITEM 11. EXECUTIVE COMPENSATION

The Partnership has no employees; however, various personnel are required to operate its business. Such personnel are employed by the General Partner and, pursuant to the terms of the Partnership's limited partnership agreement, the cost of such employment can be charged by the General Partner to the Partnership as a reimbursement item. See Item 13.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

As of March 4, 1999, no person or entity owns more than 5 percent of the limited partnership interests in the Partnership.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The General Partner and its affiliates engage in certain transactions with the Partnership as contemplated by the limited partnership agreement of the Partnership. The General Partner believes that the terms of such transactions, which are set forth in the Partnership's limited partnership agreement, are generally as favorable as could be obtained by the Partnership from unaffiliated parties. This determination has been made by the General Partner in good faith, but none of the terms were or will be negotiated at arm's-length and there can be no assurance that the terms of such transactions have been or will be as favorable as those that could have been obtained by the Partnership from unaffiliated parties.

As of December 31, 1998, the General Partner, on behalf of the Partnership, has incurred home video and telecast distribution costs totaling $61,939 relating to "The Whipping Boy," of which $20,907 has been reimbursed by the Partnership out of film distribution proceeds. The General Partner generally will be entitled to reimbursement of these remaining costs from the Partnership contingent on the receipt of proceeds from future home video and telecast distribution of the film. Future proceeds received from the distribution of "The Whipping Boy" will be recognized as revenue by the Partnership, net of any remaining distribution costs reimbursed to the General Partner.

In connection with the distribution of "Charlton Heston Presents: The Bible," J/G Distribution Company, an affiliate of the General Partner, is entitled to certain distribution rights and fees. See Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations for a description of these distribution rights and fees. As of December 31, 1998, gross sales made by J/G Distribution Company totaled $3,041,644, of which $1,520,822 has been retained by J/G Distribution Company for its fees and marketing costs, with the remaining $1,520,822 belonging 50 percent to the Partnership and 50 percent to Goodtimes. As of December 31, 1998, the Partnership had received $697,823 due from J/G Distribution, with the remaining $62,588 received in the first quarter of 1999.

PART IV.

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K

(a) The following documents are filed as part of this report:

1. Financial statements

2. Schedules - Financial Data Schedule.

3. The following exhibits are filed herewith:

4.1 Limited Partnership Agreement. (1)

(1) Incorporated by reference from the Partnership's Annual Report on Form 10-K for year ended December 31, 1989.

(b) Reports on Form 8-K:

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

JONES PROGRAMMING PARTNERS 2-A, LTD.,
a Colorado limited partnership
By Jones Entertainment Group, Ltd.,
its General Partner

By: /s/ Glenn R. Jones
Glenn R. Jones
Chairman of the Board, Chief Executive Officer
and President

Dated: March 24, 1999

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.

By: /s/ Glenn R. Jones
Glenn R. Jones
Chairman of the Board, Chief Executive Officer
and President
(Principal Executive Officer)

Dated: March 24, 1999

By: /s/ Steven W. Gampp

Steven W. Gampp
Vice President/Finance and Treasurer
(Principal Financial Officer)

Dated: March 24, 1999

By: /s/ Keith D. Thompson

Keith D. Thompson
Chief Accounting Officer
(Principal Accounting Officer)

Dated: March 24, 1999

By: /s/ Wilfred N. Cooper, Sr.

Wilfred N. Cooper, Sr.
Director

Dated: March 24, 1999

By: /s/ J. Rodney Dyer

J. Rodney Dyer
Director

Dated: March 24, 1999

By: /s/ Robert Kearney

Robert Kearney
Director

Dated: March 24, 1999

By: /s/ David K. Zonker

David K. Zonker
Director

Dated: March 24, 1999

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