

FRIEND, HUDAK & HARRIS, LLP
ATTORNEYS AT LAW
SUITE 1450
THREE RAVINIA DRIVE
ATLANTA, GEORGIA 30346-2117
(770) 399-9500
FACSIMILE (770) 395-0000
EMAIL: fh2@fh2.com

RECEIVED

2009 MAY 15 AM 9:23

T.R.A. DOCKET ROOM

Writer's email: chudak@fh2.com

May 14, 2009

VIA OVERNIGHT DELIVERY

Chairman Eddie Roberson
c/o Sharla Dillon, Dockets and Records Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

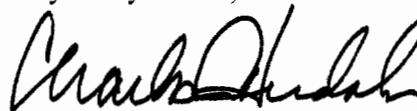
Re: Application of Charter Fiberlink - Tennessee, LLC, Debtor-In-Possession, for Authority to Engage in a Reorganization Transaction Under Chapter 11 of the United States Bankruptcy Code and to Emerge from Bankruptcy

Dear Mr. Roberson:

On behalf of Charter Fiberlink - Tennessee, LLC, Debtor-In-Possession, please find enclosed for filing with the Tennessee Regulatory Authority an original and six (6) copies of the above-referenced Application.

Please date-stamp the enclosed extra copy of this filing and return it in the attached self-addressed, postage prepaid envelope provided. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned at (770) 399-9500.

Very Truly Yours,



Charles A. Hudak
Counsel for Charter Fiberlink - Tennessee, LLC,
Debtor-In-Possession

CAH/jwh
Enclosures

cc: Carrie L. Cox
Associate General Counsel, Regulatory
Charter Communications, Inc., Debtor-in-Possession

**BEFORE THE
TENNESSEE REGULATORY AUTHORITY**

In the Matter of)	
)	
Charter Fiberlink - Tennessee, LLC, Debtor-)	Docket/Case No. _____
In-Possession)	
)	
Application for Authority to Engage in a)	
Reorganization Transaction Under Chapter 11)	
of the United States Bankruptcy Code and to)	
Emerge from Bankruptcy)	

APPLICATION

COMES NOW Charter Fiberlink - Tennessee, LLC, Debtor-In-Possession ("Charter Fiberlink" or "Applicant"), through its undersigned counsel, and hereby respectfully requests that the Tennessee Regulatory Authority (the "Authority") grant approval, to the extent such approval is required, for Charter Communications, Inc., Debtor-in-Possession ("Charter-DIP") and its subsidiaries, including Charter Fiberlink, to effectuate a "pre-arranged" plan of reorganization under Chapter 11 of the United States Bankruptcy Code whereby Charter Communications, Inc. ("Charter") and its subsidiaries will emerge from bankruptcy. Applicant respectfully requests expedited approval of this Application to permit completion of the reorganization as soon as possible, and in any event, no later than July 20, 2009. In addition, Applicant requests a waiver of any applicable hearing requirement in connection with this Application, to the extent such a waiver is permissible under the Authority's rules or practices.

In support of its requests, Applicant provides the following information.

I. INTRODUCTION

This Application is being submitted to the Authority because Applicant, an indirect wholly-owned subsidiary of Charter-DIP, is authorized to provide local exchange and interexchange services

in Tennessee.¹ The reorganization transaction described herein will result in certain changes in the ownership of Charter-DIP, the ultimate corporate parent of Charter Fiberlink, and, thus, will only indirectly affect Charter Fiberlink. This Application does not involve, and does not seek the Authority's approval for, a transfer of Charter Fiberlink's authorizations to provide local exchange and interexchange services in Tennessee, the transfer of any of Charter Fiberlink's assets or customers in Tennessee, the issuance of any stock, bonds, notes or other evidence of indebtedness by Charter Fiberlink, or any change affecting Charter Fiberlink's day-to-day operations.

Throughout the reorganization process and after its emergence from bankruptcy, Charter Fiberlink will continue to provide high quality services in an uninterrupted manner. In addition, Charter Fiberlink will continue to provide local exchange and interexchange services in Tennessee under its same name and pursuant to its existing authorizations and tariffs. Thus, the reorganization transaction will be transparent to, and will not adversely affect, customers in Tennessee.

II. DESCRIPTION OF CHARTER-DIP AND CHARTER FIBERLINK

A. Charter-DIP. Charter-DIP is a publicly held Delaware corporation that is headquartered at 12405 Powerscourt Drive, St. Louis, Missouri 63131. Charter-DIP is the ultimate corporate parent of Charter Fiberlink. Charter-DIP is a leading, diversified broadband communications company with operations in 27 states and is the fourth-largest cable operator in the United States. Through its operating subsidiaries, Charter-DIP offers residential and commercial customers traditional cable video programming (basic and digital video), high-speed Internet services, and telephone services, as well as advanced broadband services such as high definition television, on-demand video programming, and digital video recorder services. Charter-DIP also

¹ See *In re: Application of Charter Fiberlink - Tennessee, LLC for a Certificate of Public Convenience and Necessity to Provide Competing Facilities-Based Local Exchange, Interexchange and Resold Local Exchange Telecommunications Services within the State of Tennessee*, Initial Order Granting Certificate of Public Convenience and Necessity, Docket No. 03-00521 (February 23, 2004).

sells advertising to national and local clients on advertising supported cable networks. As of December 31, 2008, Charter-DIP and its subsidiaries served approximately 5.5 million customers throughout its service territories, including approximately 5.0 million video customers, 2.9 million high-speed Internet customers, and 1.3 million telephone customers.²

Through its telephone operating subsidiaries, Charter-DIP currently provides a full array of intrastate, interstate and international telephone services to residential and/or small business customers located in Alabama, California, Connecticut, Georgia, Illinois, Louisiana, Massachusetts, Michigan, Minnesota, Missouri, Nebraska, Nevada, North Carolina, Oregon, South Carolina, Texas, Tennessee, Virginia, Washington and Wisconsin. Such telephone services include unlimited nationwide and in-state calling, voicemail, call waiting, caller ID, call forwarding and other features, including international calling capability either by the minute or in a package of 250 minutes per month. In addition, in New Hampshire and New York, as well as in the aforementioned states, Charter-DIP's telephone operating subsidiaries provide telephone and communications services to large business, commercial and governmental customers, including business telephone, point-to-point private line and data networking services.

B. Charter Fiberlink. Charter Fiberlink is a limited liability company organized under the laws of the State of Delaware and is an indirect wholly-owned subsidiary of Charter-DIP. Charter Fiberlink's principal office is located at 12405 Powerscourt Drive, St. Louis, Missouri 63131. Charter Fiberlink is authorized by the Authority to provide facilities-based local exchange and interexchange services in Tennessee. Currently, Charter Fiberlink provides telephone services to approximately 114,000 customers in Tennessee. Throughout the reorganization process and after its emergence from bankruptcy, Charter Fiberlink will continue to provide high quality local

² Most customers subscribe to more than one service offered by a Charter-DIP operating subsidiary.

exchange and interexchange services in an uninterrupted manner under its same name and pursuant to its existing authorizations and tariffs. No changes are contemplated with respect to the management or personnel, assets, properties, location of books or records, Authority contact representatives, or other aspects of Charter Fiberlink as a result of the reorganization transaction. Accordingly, Charter Fiberlink will continue to possess the managerial, technical and financial qualifications to provide the high quality services that Charter Fiberlink has provided in the past. Thus, the reorganization transaction will be transparent to, and will not adversely affect, customers in Tennessee.

III. DESIGNATED CONTACTS

The designated contacts for questions concerning this Application are:

Charles A. Hudak, Esq.
Kennard B. Woods, Esq.
Jon C. Martin, Esq.
Friend, Hudak & Harris, LLP
Three Ravinia Drive, Suite 1450
Atlanta, Georgia 30346
Tel: (770) 399-9500
Fax: (770) 395-0000

Copies of any correspondence should also be sent to the following designated representative of Charter Fiberlink:

Carrie L. Cox, Esq.
Associate General Counsel, Regulatory
Charter Communications, Inc.
12405 Powerscourt Drive
St. Louis, Missouri 63131
Tel: (314) 543-2567
Fax: (314) 965-6640

IV. DESCRIPTION OF THE REORGANIZATION

Charter voluntarily began a Chapter 11 bankruptcy reorganization process on March 27, 2009, through filings with the United States Bankruptcy Court for the Southern District of New York

(the “Bankruptcy Court”), jointly captioned *In re Charter Communications, Inc.*, Case No 09-11435 (Bankr. S.D.N.Y. Mar. 27, 2009). Prior to those filings, Charter entered into separate agreements (the “Restructuring Agreements”) with the holders of certain of its subsidiaries’ senior notes (“Noteholders”)³ that collectively provide for the reorganization and recapitalization of Charter and its subsidiaries in a “pre-arranged” plan of reorganization (the “Plan”) under Chapter 11 of the Bankruptcy Code (collectively, the “Reorganization”).⁴ The Chapter 11 process is specifically designed to enable companies to continue to operate as usual while they develop and implement financial restructuring plans.

As a result of the Reorganization, the current stock in Charter-DIP will be cancelled and replaced by new Class A Common Stock and Class B Common Stock in Charter. The voting interest of Charter-DIP’s current principal stockholder, Paul G. Allen and his affiliated entities (collectively, the “Allen Entities”), will be reduced from approximately 91% to 35%, and new stockholders (including each of the Noteholders) will acquire the remainder of the voting interests in Charter. Following the Reorganization, Charter will have two classes of outstanding common stock:

- Class A Common Stock, which will represent 65% of the voting interests in Charter, which will be held by various stockholders including the Noteholders; and
- Class B Common Stock, which will represent 35% of the voting interests in Charter, which will be held by the Allen Entities.

Each of the following four Noteholders may hold a voting or equity interest in Charter in excess of 10% following the Reorganization: Apollo Global Management, LLC; Crestview, L.L.C.;

³ The term “Noteholders” is used broadly herein to refer both to direct holders of Charter’s subsidiaries’ senior notes as well as certain of their affiliates that may hold the Rights (as defined herein).

⁴ The Disclosure Statement, Joint Plan of Reorganization, and Supplement to the Joint Plan of Reorganization, all as filed with the Bankruptcy Court, are provided on the enclosed CD-ROM.

Oaktree Capital Group Holdings GP, LLC; and Franklin Resources, Inc.⁵ No other entities are anticipated to hold a 10% or greater voting or equity interest in Charter. In addition, no Noteholder will hold a greater voting interest than the 35% held by Mr. Allen and the Allen Entities. There are no agreements among the Noteholders regarding voting their respective Charter stock or any other aspect of their individual interests in Charter. The Plan provides that each holder of senior notes of Charter subsidiary CCH I, LLC, including the Noteholders, will be issued a transferable right (the “Rights”) entitling it to purchase additional shares of Charter’s Class A Common Stock pursuant to a rights offering to be completed prior to the closing of the Reorganization.

Under the agreements, Charter’s current Chief Executive Officer and Chief Operating Officer shall remain the same as today. All of the authorizations held by Charter’s wholly-owned subsidiaries, including Charter Fiberlink, will continue to be held by those same entities, as described in the before and after charts set forth in Exhibit A. The current local management and employees of Charter will also remain in place.

Certain of the Noteholders will also be investing up to an additional \$3 billion in Charter. The Reorganization, once approved and effective, will reduce Charter’s debt by \$8 billion and allow the company to emerge from the bankruptcy process as a stronger, more competitive company and a valuable partner both to the communities and the customers it serves.

Upon completion of the Reorganization, Charter will be privately held and its common stock will not be traded publicly. However, Charter will seek to list its Class A Common Stock for trading on the NASDAQ market prior to the later of (i) the 46th day after Charter’s emergence from bankruptcy and (ii) October 15, 2009. Upon NASDAQ approval, Charter will regain its “public” company status.

⁵ A description of each of the four Noteholders that may hold a voting or equity interest in Charter in excess of 10% following the Reorganization is attached hereto at Exhibit B.

In sum, the Reorganization represents a financial restructuring at the holding company level and will not result in any transfer or assignment of the authorizations or customers of Charter Fiberlink to a third party or affect the rates, terms and conditions under which Charter Fiberlink currently provides services to customers. As a result, the Reorganization will be transparent to customers of Charter Fiberlink in terms of the services that those customers receive.

V. PUBLIC INTEREST STATEMENT

Charter Fiberlink respectfully submits that the Reorganization serves the public interest. In particular, Charter Fiberlink submits that the Reorganization: (1) will not adversely affect Charter Fiberlink's managerial or technical qualifications, and will enhance the financial qualifications of Charter Fiberlink; (2) will benefit competition in the Tennessee telecommunications market by enabling Charter Fiberlink to continue to expand its provision of competitive services; and (3) will assure that there is no disruption of service by, and will be virtually transparent to existing customers of, Charter Fiberlink.

The Reorganization will not adversely affect Charter Fiberlink's managerial or technical qualifications, and will enhance the financial qualifications of Charter Fiberlink. The Reorganization primarily relates to the capital structure and ownership of Charter-DIP and is not expected to affect the operations of Charter Fiberlink. The Reorganization is also not expected to adversely affect the managerial or technical capabilities or qualifications of Charter Fiberlink to provide service. As a result, the Reorganization is expected to be transparent to both the customers and the operations of Charter Fiberlink and is not expected to substantially affect the managers and technical employees of Charter Fiberlink who have responsibility for overseeing its day-to-day operations.

At the same time, however, the Reorganization is expected to improve Charter's capital structure by substantially reducing Charter's long term debt and debt servicing requirements. In particular, through the Reorganization, certain of Charter's existing indebtedness, currently estimated at approximately \$8 billion, will be converted into new common stock of Charter, and certain Noteholders will invest approximately \$3 billion of new capital into Charter. Such financial restructuring and recapitalization transactions will provide Charter access to additional financial resources and ensure that Charter Fiberlink may continue to invest in its network and operations, provide high-quality communications services, and otherwise meet its contract and service obligations following its emergence from bankruptcy.

The Reorganization will also further the public interest by improving the ability of Charter Fiberlink to compete against larger incumbent providers in both the local telephone and video service markets. After completion of the financial restructuring and recapitalization transactions, the improved financial and competitive position of Charter and Charter Fiberlink will allow Charter to build upon its strengthened balance sheet, significantly reduced debt and additional capital to offer and expand the high-quality, competitively priced services of its operating subsidiaries, including Charter Fiberlink. The Reorganization thus will allow Charter Fiberlink to continue as a strong competitor, by providing Charter Fiberlink with the necessary funding to support its business plan and to expand its operations and services. This will benefit both consumers and businesses alike by ensuring the availability of reasonable market prices for telephone services due to the continued presence of Charter Fiberlink as a viable alternative provider of local exchange and interexchange services in Tennessee.

VI. CONCLUSION

For the reasons set forth above, Charter Fiberlink respectfully requests that the Authority issue an order:

- (A) Approving this Application in all respects;
- (B) Approving the transactions described herein;
- (C) Waiving any hearing for this Application; and
- (D) Granting any other and additional relief that the Authority may deem just and proper.

Dated this 14th day of May, 2009

Respectfully submitted,



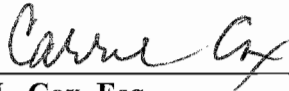
Charles A. Hudak, Esq.
Kennard B. Woods, Esq.
Jon C. Martin, Esq.
Friend, Hudak & Harris, LLP
Three Ravinia Drive, Suite 1450
Atlanta, Georgia 30346
Tel: (770) 399-9500
Fax: (770) 395-0000

Counsel for Charter Fiberlink - Tennessee,
LLC, Debtor-in-Possession

VERIFICATION

I, Carrie L. Cox, am Associate General Counsel, Regulatory of Charter Communications, Inc., Debtor-in-Possession, and am authorized to represent it and its subsidiaries, and to make this verification on their behalf. The statements in the foregoing document relating to Charter Communications, Inc. and its subsidiaries, except as otherwise specifically attributed, are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct.



**Carrie L. Cox, Esq.
Associate General Counsel, Regulatory
Charter Communications, Inc., Debtor-in-Possession**

Subscribed and sworn to before me this 13th day of
May, 2009.



Notary Public

My Commission expires:

4/25/2013

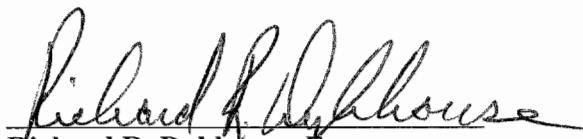


JANEEN DOMAGALSKI
My Commission Expires
April 25, 2013
St. Louis County
Commission #09405360

VERIFICATION

I, Richard R. Dykhouse, am Vice President, Senior Counsel – Corporate and Securities and Assistant Secretary of Charter Communications, Inc., Debtor-in-Possession, and am authorized to represent it and its subsidiaries, and to make this verification on their behalf. The statements in the foregoing document relating to Charter Communications, Inc. and its subsidiaries, except as otherwise specifically attributed, are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct.



Richard R. Dykhouse, Esq.
Vice President, Senior Counsel – Corporate and Securities and Assistant Secretary
Charter Communications, Inc., Debtor-in-Possession

Subscribed and sworn to before me this 1st day of May, 2009.


Notary Public

My Commission expires: 4/25/2013

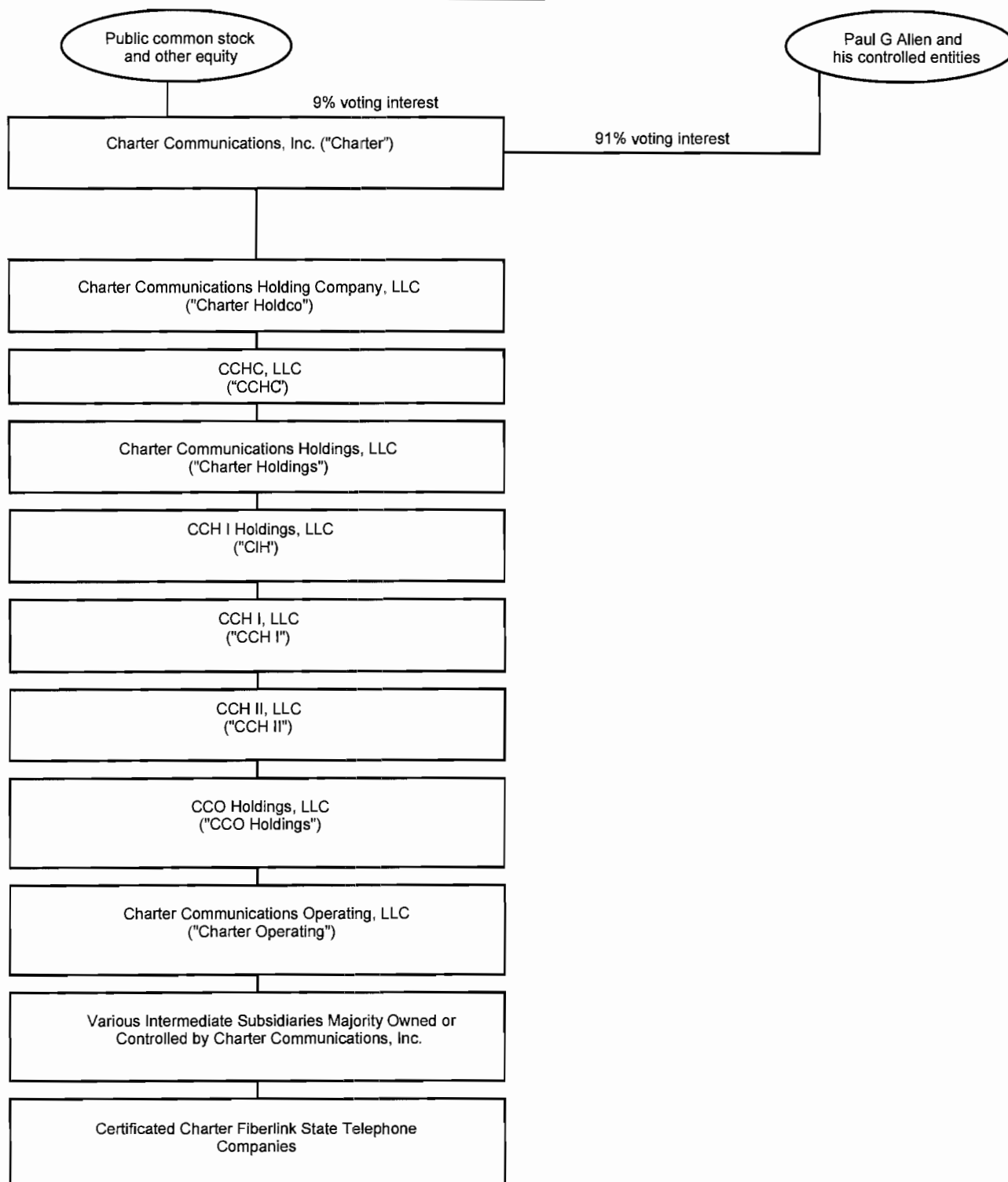


JANEEN DOMAGALSKI
My Commission Expires
April 25, 2013
St. Louis County
Commission #09405360

EXHIBIT A

**OWNERSHIP DIAGRAMS OF CHARTER BEFORE AND AFTER
REORGANIZATION**

BEFORE



AFTER

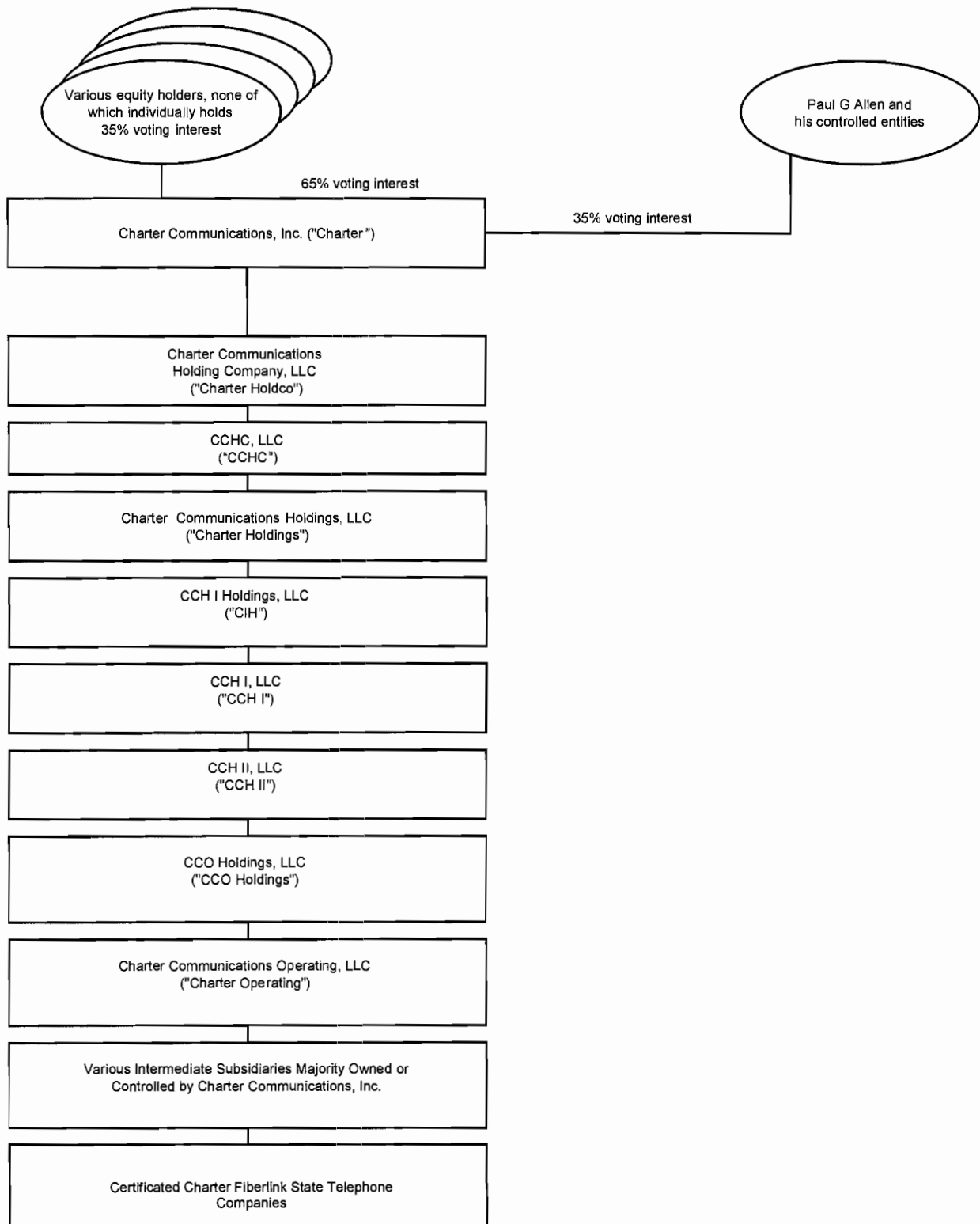


EXHIBIT B

**NOTEHOLDERS THAT MAY HOLD
A VOTING OR EQUITY INTEREST IN CHARTER IN EXCESS OF 10%**

Apollo Global Management, LLC

Apollo Global Management, LLC ("Apollo Global"), a Delaware limited liability company (collectively with all relevant Apollo affiliates, "Apollo"), controls through a series of intermediate subsidiaries and management arrangements certain investment vehicles that in the aggregate are anticipated directly to hold Charter stock representing between approximately 11.77% and 38.46% of the equity interests and between approximately 7.89% and 25.77% of the voting interests in Charter upon Charter's emergence from bankruptcy. The following Apollo entities will directly hold Charter stock: Red Bird, L.P. (Cayman); Green Bird, L.P. (Cayman); Blue Bird, L.P. (Cayman); and AP Charter Holdings, L.P. (Delaware) ("AP Charter"). Of these, only AP Charter is anticipated to hold a direct voting or equity interest in Charter in excess of 10%. One limited partner of AP Charter may hold an indirect equity interest in Charter of 10% or more, Apollo Investment Fund VII, L.P. (Delaware) ("AIF VII"). The general partner of both AP Charter and AIF VII is Apollo Advisors VII, L.P. (Delaware) ("Apollo Advisors II"). The general partner of Apollo Advisors II is Apollo Capital Management VII, LLC (Delaware) ("ACM VII"). The sole member of ACM VII is Apollo Principal Holdings I, L.P. (Delaware) ("APH I"). The general partner of APH I is Apollo Principal Holdings I GP, LLC (Delaware) ("APH I GP"). The sole member of APH I GP is APO Asset Co. LLC (Delaware) ("APO"). The sole member of APO is Apollo Global. The manager of Apollo Global is AGM Management, LLC (Delaware) ("AGM"). The 86.5% voting member of Apollo Global and the sole member and manager of AGM is BRH Holdings GP, Ltd. (Cayman) ("BRH"). Leon Black, Marc Rowan, and Joshua Harris, all of whom are U.S. citizens, are the sole directors and shareholders of BRH and therefore ultimately control Apollo Global. The officers and directors of Apollo Global are as follows:

NAME	TITLE
Leon D. Black	Chairman of the Board and Chief Executive Officer
Barry J. Giarraputo	Chief Accounting Officer, Controller and Vice President
John J. Suydam	Chief Legal Officer, Vice President and Secretary
Marc J. Rowan	Senior Managing Director
Joshua J. Harris	Senior Managing Director
Jessica L. Lomm	Assistant Secretary
Laurie D. Medley	Assistant Secretary
Patricia M. Navis	Assistant Secretary
Wendy Dulman	Assistant Secretary
Joseph Glatt	Assistant Secretary
Kenneth A. Vecchione	Chief Financial Officer and Vice President
Henry Silverman	Chief Operating Officer and Vice President

Apollo is a global alternative asset manager. The principal offices of Apollo Global are located at 9 West 57th Street, New York, NY 10019, and Apollo Global's telephone number is (212) 515-3493.

Crestview, L.L.C.

Crestview, L.L.C. ("Crestview LLC"), a Delaware limited liability company (collectively with all relevant Crestview LLC affiliates, "Crestview"), controls through a series of intermediate subsidiaries and management arrangements certain investment vehicles that in the aggregate are anticipated directly to hold Charter stock representing between approximately 3.35% and 11.44% of the equity interests and between approximately 2.24% and 7.66% of the voting interests in Charter upon Charter's emergence from bankruptcy. The following Crestview entities will directly hold Charter stock: Encore, LLC and Encore II, LLC.⁶ Neither, however, is anticipated individually to hold a 10% or greater voting or equity interest in Charter. In addition, none of the intermediate subsidiaries in the ownership chain between Encore I, LLC and Crestview LLC, or between Encore II, LLC and Crestview LLC, are anticipated individually to hold a 10% or greater voting or equity interest in Charter. Crestview LLC is wholly owned by the following four members, each of which is a Delaware limited partnership and each of which has the indicated percentage ownership interest in Crestview LLC: (i) Volpert Investors, L.P. (45.46%); (ii) Murphy Investors, L.P. (20.78%); (iii) DeMartini Investors, L.P. (18.18%); and (iv) RJH Investment Partners, L.P. (15.58%). Each of these four limited partnerships is owned solely by family members of its related senior manager, who are: Barry Volpert, Thomas S. Murphy, Jr., Richard DeMartini and Robert J. Hurst, respectively. Each of these individuals is a U.S. citizen. The officers and directors of Crestview LLC are as follows:

NAME	TITLE
Barry Volpert	Chief Executive Officer
Thomas S. Murphy, Jr.	President
Robert J. Hurst	Managing Director
Richard DeMartini	Managing Director
Jeff Marcus	Managing Director
Bob Delaney	Managing Director

Crestview is a private equity firm. The principal offices of Crestview are located at 667 Madison Avenue 10th Floor, New York, NY 10065, and Crestview's telephone number is (212) 906-0700. Additional information regarding Crestview is available at <http://www.crestview.com/index.html>.

Franklin Resources, Inc.

Franklin Resources, Inc. ("FRI"), a publicly traded Delaware corporation (collectively with all relevant FRI affiliates, "Franklin"), through its wholly owned subsidiary, Franklin Advisers, Inc. (a California corporation), is the investment manager for certain investment companies ("Franklin Funds") that are anticipated directly to hold, in the aggregate, Charter stock representing between 15.30% and 23.20% of the equity interests and between approximately 9.95% and 15.08% of the voting interests in Charter upon Charter's emergence from bankruptcy. Only one of the Franklin Funds, Franklin Custodian Funds-

⁶ Encore II, LLC has not yet been formed by Crestview, but will be formed prior to Charter's emergence from bankruptcy for the purpose of holding a direct stock interest in Charter.

Income Series (Delaware) is anticipated individually to hold a 10% or greater voting or equity interest in Charter. As noted above, FRI is a publicly traded company. No individual or entity holds a sufficient percentage of FRI's issued and outstanding stock to possess voting control over FRI or to hold an indirect 10% or greater voting or equity interest in Charter when calculated using the multiplier. The officers and directors of FRI are as follows:

NAME	TITLE
Charles B. Johnson	Chairman of the Board
Rupert H. Johnson, Jr.	Vice Chairman
Gregory E. Johnson	Chief Executive Officer & President
Kenneth A Lewis	Executive Vice President & Chief Financial Officer
Vijay C. Advani	Executive Vice President - Global Distribution
Jennifer J. Bolt	Executive Vice President -Operations and Technology
William Y. Yun	Executive Vice President -Alternative Strategies
Penelope S. Alexander	Vice President -Human Resources -U.S.
Rick Frisbie Jr.	Senior Vice President & Chief Administrative Officer
Holly E. Gibson	Vice President - Corporate communications
Maria Gray	Secretary
Donna S. Ikeda	Vice President -Human Resources International
Leslie M. Kratter	Senior Vice President & Assistant Secretary
John M. Lusk	Executive Vice President -Portfolio Operations
Robert C. Rosselot	Assistant Secretary
Murray L. Simpson	Executive Vice President
Craig S. Tyle	Executive Vice President & General Counsel
Lori A. Weber	Assistant Secretary
William Y. Yun	Executive Vice President -Alternative Strategies
Samuel H. Armacost	Director
Charles Crocker	Director
Joseph R. Hardiman	Director
Robert D. Joffe	Director
Thomas H. Kean	Director
Chutta Ratnathicam	Director
Peter M. Sacerdote	Director
Laura Stein	Director
Anne M. Tatlock	Director
Louis E. Woodworth	Director

Franklin is the manager of a family of investment companies. Franklin's principal offices are located at One Franklin Parkway, San Mateo, CA 94403, and Franklin's telephone number is (650) 312-2000. Additional Information regarding Franklin is available at <http://www.franklintempleton.com> and on the website of the U.S. Securities and Exchange Commission at <http://www.sec.gov>.

Oaktree Capital Group Holdings GP, LLC

Oaktree Capital Group Holdings GP, LLC ("OCGH"), a Delaware limited liability company (collectively with all relevant OCGH affiliates, "Oaktree"), controls through a series of intermediate subsidiaries and management arrangements an investment vehicle, Oaktree Opportunities Investments, L.P., a Delaware limited partnership, which is anticipated directly to hold Charter stock representing between approximately 13.42% and 18.21% of the equity interests and between approximately 8.99% and 12.20% of the voting interests in Charter upon Charter's emergence from bankruptcy. OOI's general partner, which makes all decisions on its behalf, is Oaktree Fund GP, LLC (Delaware) ("OF GP"). The managing member of OF GP is Oaktree Fund GP I, L.P. (Delaware) ("OF GP I"). The general partner of OF GP I is Oaktree Capital I, L.P. (Delaware) ("OC I"). The general partner of OC I is OCM Holdings I, LLC (Delaware) ("OCM"). The managing member of OCM is Oaktree Holdings, LLC (Delaware) ("OH"). The managing member of OH is Oaktree Capital Group, LLC (Delaware) ("OCG"). The controlling member of OCG is Oaktree Capital Group Holdings, L.P. (Delaware) ("Oaktree Capital"). The general partner of Oaktree Capital is OCGH. The following principals of OCGH control OCGH with respect to its media company business and also serve as managers of OCGH, which as a limited liability company has no directors:

NAME	TITLE
Howard Marks	Manager and Chairman
Bruce Karsh	Manager and President
John Frank	Manager and Managing Principal
Steve Kaplan	Manager and Principal
David Kirchheimer	Manager and Chief Financial Officer and Chief Administrative Officer
Richard Masson	Manager and Principal

In addition, the other officers and managers of OCGH are as follows:

NAME	TITLE
Sheldon Stone	Manager and Principal
Larry Keele	Manager and Principal
Kevin Clayton	Manager and Principal
Stephen Kaplan	Manager and Principal
Todd Molz	Managing Director and General Counsel
Richard Ting	Managing Director and Associate General Counsel
Lisa Arakaki	Senior Vice President
Emily Alexander	Senior Vice President
Martin Boskovich	Vice President
Shawn Haghighi	Vice President

Oaktree is a global alternative and non-traditional investment manager. The principal offices of Oaktree are located at 333 South Grand Avenue 28th Floor, Los Angeles, CA 90071, and

Oaktree's telephone number is (213) 830-6300. Additional information regarding Oaktree is available at <http://www.oaktreecapital.com>.

The foregoing information is subject to change in the Chapter 11 and reorganization process.