

WC 07-64
BINGHAM McCUTCHEN

March 28, 2007

Via Courier

FCC/MELLON

MAR 28 2007

Please Date Stamp & Return

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau – CPD – 214 Appls.
P.O. Box 358145
Pittsburgh, PA 15251-5145

Bingham McCutchen LLP
399 Park Avenue
New York, NY
10022-4689

212.705.7000

212.752.5378 fax

bingham.com

Boston
Hartford
London
Los Angeles
New York
San Francisco
Silicon Valley
Singapore
Walnut Creek
Washington

Re: Application for Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, to Complete a Transfer of Assets of an Authorized Domestic and International Section 214 Carrier

Dear Ms. Dortch:

On behalf of Champion Broadband California, LLC (“Champion”), enclosed please find an original and six (6) copies of an application for authority to complete a transaction whereby Charter Communications Entertainment II, LLC, CCO FiberLink, LLC and Charter Fiberlink CA-CCO, LLC will acquire assets from Champion.

Pursuant to Section 63.04(b) of the Commission’s rules, Applicants submit this filing as a combined international and domestic section 214 transfer of control application (“Combined Application”). Applicants have filed the Application with the International Bureau through the MyIBFS Filing System, IB Submission No. 2007000750.

Also enclosed is a check in the amount of \$965.00 made payable to the Federal Communications Commission, which satisfies the filing fee required for this Application under line 2.b of Section 1.1105 of the Commission’s rules.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,

Danielle Burt

Charles A. Rohe
Danielle Burt

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page 1 of 2

(1) LOCKBOX # 358145	SPECIAL USE ONLY	
		FCC USE ONLY
SECTION A - PAYER INFORMATION		
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Champion Broadband California, LLC	(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$965.00	
(4) STREET ADDRESS LINE NO. 1 380 Perry Street		
(5) STREET ADDRESS LINE NO. 2 Suite 230		
(6) CITY Castle Rock	(7) STATE CO	(8) ZIP CODE 80104
(9) DAYTIME TELEPHONE NUMBER (include area code) 303-445-9075	(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(11) PAYER (FRN) 0011-3329-39	(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(13) APPLICANT NAME Champion Broadband California, LLC		
(14) STREET ADDRESS LINE NO. 1 380 Perry Street		
(15) STREET ADDRESS LINE NO. 2 Suite 230		
(16) CITY Castle Rock	(17) STATE CO	(18) ZIP CODE 80104
(19) DAYTIME TELEPHONE NUMBER (include area code) (303) 445-9075	(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0011-3329-39	(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1
(26A) FEE DUE FOR (PTC) \$965.00	(27A) TOTAL FEE \$965.00	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23b) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	
SECTION D - CERTIFICATION		
CERTIFICATION STATEMENT I, <u>M. Renee Britt</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.		
SIGNATURE <u>M. Renee Britt</u>		DATE <u>03/28/2007</u>
SECTION E - CREDIT CARD PAYMENT INFORMATION		
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____		
ACCOUNT NUMBER _____		EXPIRATION DATE _____
I hereby authorize the FCC to charge my credit card for the service(s) authorization herein described.		
SIGNATURE _____		DATE _____

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2003 (REVISED)

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) Page No <u>2</u> of <u>2</u>		SPECIAL USE FCC ONLY
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME CCO Fiberlink, LLC		
(14) STREET ADDRESS LINE NO. 1 12405 Powerscourt Drive		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY St. Louis	(17) STATE MO	(18) ZIP CODE 63131
(19) DAYTIME TELEPHONE NUMBER (include area code) 314-965-0555	(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0014-7490-63	(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1	(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1	(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1	(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1	(29F) FCC CODE 2	

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC**

In the Matter of)
)
CHARTER COMMUNICATIONS)
ENTERTAINMENT II, LLC)
CCO FIBERLINK, LLC and)
CHARTER FIBERLINK CA-CCO, LLC,)
)
Transferees,)
)
and)
)
CHAMPION BROADBAND CALIFORNIA,)
LLC,)
)
Transferor,)
)
Joint Application for Consent to Transfer)
International and Domestic)
Authority Pursuant to Section 214)
of the Communications Act of)
1934, as amended)

File No. _____

**JOINT APPLICATION FOR CONSENT TO TRANSFER
INTERNATIONAL AND DOMESTIC AUTHORITY PURSUANT TO SECTION 214
OF THE COMMUNICATIONS ACT OF 1934, AS AMENDED**

Pursuant to Section 214 of the Communications Act of 1934, as amended (the “**Communications Act**”), 47 U.S.C. § 214, and Sections 63.03, 63.04 and 63.24 of the Commission’s Rules, 47 C.F.R. §§ 63.03, 63.04 and 63.24, Charter Communications Entertainment II, LLC (“**CCE II**”), CCO Fiberlink, LLC (“**CCO Fiberlink**”), Charter Fiberlink CA-CCO, LLC (“**Charter Fiberlink**”) (CCE II, CCO Fiberlink and Charter Fiberlink collectively referred to as “**Charter**”) and Champion Broadband California, LLC (“**Champion**”, and together with Charter, the “**Applicants**”) hereby request consent to transfer to Charter certain tangible and intangible assets and related liabilities of Champion used or useful in providing domestic interstate and international telecommunications services. The assets include a portion of the distribution system providing

facilities-based local and long distance telecommunications service, cable television service, and high speed data service to customers in and around the City of Pasadena, California (referred to herein as the “**System**”) and the customers of the System (referred to herein as the “**Champion Customer Group**”). Champion is a non-dominant carrier authorized by the Commission to provide international and domestic telecommunications services. CCO Fiberlink is a non-dominant carrier authorized by the Commission to provide international telecommunications services. Charter Fiberlink is a non-dominant carrier authorized by the Commission to provide domestic telecommunications services and provides international telecommunications services pursuant to 47 CFR § 63.21(h). CCE II is not authorized by the Commission to provide any telecommunications services. The Applicants seek streamlined processing of this Joint Application.¹

In support of this Joint Application, the Applicants respectfully submit the following information:

I. THE APPLICANTS

A. Charter

CCE II is a limited liability company organized under the laws of the State of Delaware. CCE II’s principal offices are located at 12405 Powerscourt Drive, St. Louis, Missouri 63131. CCE II is not authorized by the Commission to provide domestic or international telecommunications services.

CCO Fiberlink is a limited liability company organized under the laws of the State of Delaware. CCO Fiberlink’s principal offices are located at 12405 Powerscourt Drive, St. Louis, Missouri 63131. CCO Fiberlink is authorized by the Commission to provide international

¹ A Domestic Supplement containing the information required by 47 C.F.R. § 63.04 is attached hereto at Exhibit A.

telecommunications services² but provides such services only through its wholly-owned subsidiaries, of which Charter Fiberlink is one.

Charter Fiberlink is a limited liability company organized under the laws of the State of Delaware and a wholly-owned subsidiary of CCO Fiberlink. Charter Fiberlink's principal offices are located at 12405 Powerscourt Drive, St. Louis, Missouri 63131. Charter Fiberlink currently provides switched and unswitched intrastate and interstate telecommunications services and resold international telecommunications services to customers in California. Charter Fiberlink is authorized by the Commission to provide domestic interstate telecommunications services³ and provides resold international telecommunications services pursuant to the authorization granted to CCO Fiberlink.⁴

Charter Fiberlink has both the technical expertise and financial capability to provide telecommunications services to the Champion Customer Group. Charter Fiberlink currently provides a full array of intrastate, interstate and international telecommunications services to customers in California, including the geographic area where the Champion Customer Group is located. Moreover, affiliates of Charter Fiberlink provide switched and unswitched intrastate, interstate and international telecommunications services to over 500,000 customers in the States of Connecticut, Georgia, Illinois, Massachusetts, Michigan, Missouri, Minnesota, Nevada, North Carolina, Oregon, South Carolina, Tennessee, Texas, Washington and Wisconsin.⁵ Charter Fiberlink and its affiliates utilize the same dedicated telephone staff to manage their respective telecommunications operations. The telephone staff is competent in all areas of telephone system management including finance, operations, regulation, engineering, networking and sales. In addition, the telephone staff has, in the

² CCO Fiberlink is authorized by the Commission to provide resold international telecommunications services pursuant to File Number: ITC-214-20060309-00144.

³ Charter Fiberlink is authorized by the Commission to provide domestic interstate telecommunications services pursuant to a blanket license provided under Section 63.01(a) of the Commission's rules.

⁴ See Public Notice of International Authorizations Granted, DA 06-842 (April 13, 2006) at 6-7.

⁵ Cable affiliates of Charter Fiberlink also currently provide cable television services and high speed data services to customers in franchised areas in approximately thirty-five (35) states.

aggregate, over 100 years of industry experience in developing, managing, and operating all types of telephone networks and services. Attached hereto at Exhibit "B" is a copy of the consolidated financial statements of Charter Communications, Inc. and its subsidiaries. Neither CCE II, CCO Fiberlink, nor Charter Fiberlink has any affiliation, within the meaning of Section 63.09(e) of the Commission Rules (47 C.F.R. § 63.09(e)), with a dominant or foreign facilities-based carrier.

B. Champion

Champion is a limited liability company organized under the laws of the State of Wyoming. Champion's principal offices are located at 380 Perry Street, Suite 230, Castle Rock, Colorado 80104. Champion currently provides facilities-based local and long distance telecommunications service, cable television service, and high speed data service to the Champion Customer Group, as well as to customers in the Cities of Arcadia and Monrovia, California. Champion is authorized by the Commission to provide international and domestic interstate telecommunications services.⁶

II. DESCRIPTION OF TRANSACTION

On or about February 5, 2007, CCE II and Champion entered into an Asset Purchase Agreement (the "Asset Agreement"), as amended. Pursuant to the terms and subject to the conditions of the Agreement, CCE II and Charter Fiberlink will purchase from Champion substantially all of the distribution assets and assume certain liabilities relating to the System and the Champion Customer Group. The transaction is anticipated to close during the second quarter 2007. Upon consummation of the transactions contemplated in the Agreement, CCE II will acquire ownership of substantially all of the distribution assets used or useful in the operation of the System and Charter Fiberlink will acquire the Champion Customer Group and related intangible assets.

⁶ Champion is authorized by the Commission to provide domestic interstate telecommunications services pursuant to a blanket license provided under Section 63.01(a) of the Commission's rules. Champion is authorized by the Commission to provide facilities-based and resold international telecommunications services pursuant to File Number: ITC-214-20070220-00076.

CCE II already owns other facilities that it uses to offer cable television and high speed internet access services, and that Charter Fiberlink uses to offer telecommunications services, to customers in the geographic area encompassed by the System. CCE II and Champion have entered into a separate Transition Services Agreement (the "**Transition Agreement**") pursuant to which Champion will operate the assets acquired by CCE II to provide cable television and high speed internet access services on behalf of CCE II and telecommunications services on behalf of Charter Fiberlink to the Champion Customer Group for up to one hundred eighty (180) days while CCE II transitions the Champion Customer Group to the facilities already owned by CCE II. Once all of the Champion Customer Group has been transitioned to the existing CCE II facilities, CCE II expects to take the tangible assets acquired from Champion out of service because they will no longer be needed to provide the services that the Champion Customer Group currently receives from Champion and will receive from CCE II and Charter Fiberlink following the closing of the transaction.

After consummation of the proposed transaction, Champion will retain its authorizations to provide domestic interstate and international telecommunications services and will continue to provide intrastate, interstate and international telecommunications services to customers other than the Champion Customer Group in geographic areas that are not part of the System being acquired by CCE II.

III. PUBLIC INTEREST

Grant of consent to the transfer of Champion's assets to Charter will serve the public interest. The Applicants do not anticipate any change to the rates, terms or conditions of the telecommunications services provided to the Champion Customer Group immediately following the closing as a result of the transaction, but members of the Champion Customer Group will be

transitioned to the rates, terms and conditions of Charter Fiberlink's telecommunications service offerings as their services are transitioned to CCE II's existing facilities.⁷ Consummation of the proposed transaction will serve the public interest in promoting competition in the domestic and international telecommunications market by providing Charter Fiberlink the opportunity to strengthen its competitive position by combining the Champion Customer Group with Charter Fiberlink's current services, products and expertise. Moreover, approval of the transfer will permit Charter Fiberlink to realize economic and marketing efficiencies which will enhance its ability to provide high-quality, low-cost telecommunications services and to compete effectively in the telecommunications market. Accordingly, the proposed acquisition will benefit consumers through improved services, thereby promoting competition in the telecommunications market.

For each of the foregoing reasons, grant of consent to the transfer of Champion's assets to Charter is in the public interest.

IV. PART 64 INFORMATION

Pursuant to Section 63.24(e)(2) of the Commission's Rules, the Applicants submit the following information:⁸

⁷ The Applicants will notify each affected customer at least thirty (30) days in advance of consummation of the pending transaction to ensure a smooth transition from Champion to Charter. See sample customer notification letter at Exhibit E. Charter Fiberlink will also comply with applicable state and federal requirements when transitioning the Champion Customer Group to the rates, terms and conditions of Charter Fiberlink's telecommunications service offerings.

⁸ Charter Fiberlink provides international telecommunications services pursuant to the international Section 214 authority to provide resold international telecommunications services held by CCO Fiberlink, of which Charter Fiberlink is a wholly-owned subsidiary (see *supra* at notes 2 and 4). Champion holds international Section 214 authority to provide facilities-based and resold international telecommunications services (see *supra* at note 6). Both Charter Fiberlink and Champion hold authority to provide domestic interstate telecommunications services pursuant to blanket licenses provided under Section 63.01(a) of the Commission's rules. CCE II does not hold authority to provide either international or domestic interstate telecommunications services.

(a) Names, addresses and telephone numbers of the Applicants:

Transferees:

Charter Communications Entertainment II, LLC
12405 Powerscourt Drive
St. Louis, Missouri 63131
Telephone: (314) 965-0555

CCO Fiberlink, LLC
12405 Powerscourt Drive
St. Louis, Missouri 63131
Telephone: (314) 965-0555

Charter Fiberlink CA-CCO, LLC
12405 Powerscourt Drive
St. Louis, Missouri 63131
Telephone: (314) 965-0555

Transferor:

Champion Broadband California, LLC
380 Perry Street, Suite 230
Castle Rock, CO 80104
Telephone: (303) 445-9075

(b) The Government, State or Territory under the laws of which each of the Applicants is organized:

CCE II is a limited liability company organized under the laws of the State of Delaware.

CCO Fiberlink is a limited liability company organized under the laws of the State of Delaware.

Charter Fiberlink is a limited liability company organized under the laws of the State of Delaware.

Champion is a limited liability company organized under the laws of the State of Wyoming.

(c) Correspondence concerning this Joint Application should be addressed to:

Carrie L. Cox, Esq.
VP and Senior Counsel
Telephone Legal and Regulatory Affairs
Charter Communications, Inc.
12405 Powerscourt Drive
St. Louis, Missouri 63131
Telephone: (314) 543-2567
Facsimile: (314) 965-6640
Email: carrie.cox@chartercom.com

with a copy to:

Charles A. Hudak, Esq.
Charles V. Gerkin, Jr., Esq.
Friend, Hudak & Harris, LLP
Three Ravinia Drive
Suite 1450
Atlanta, Georgia 30346
Telephone: (770) 399-9500
Facsimile: (770) 395-0000
Email: chudak@fh2.com
cgerkin@fh2.com
Counsel to Charter

and

David Haverkate
President
Champion Broadband California, LLC
380 Perry Street, Suite 230
Castle Rock, CO 80104
Telephone: (303) 688-7768
Facsimile: (303) 814-3262
Email: dhaverkate@championbroadband.com

with a copy to:

Charles A. Rohe
Danielle C. Burt
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, D.C. 20006
Telephone: (202) 373-6000
Facsimile: (202) 373-6001
Email: charles.rohe@bingham.com
danielle.burt@bingham.com
Counsel to Champion

(d) Statement as to previous Section 214 authorization:

CCO Fiberlink previously received authority from the Commission under Section 214 of the Communications Act to provide resold international telecommunications services.⁹ Charter Fiberlink is a wholly-owned subsidiary of CCO Fiberlink and provides resold international

⁹ See note 2.

telecommunications services under CCO Fiberlink's authorization pursuant to Section 63.21(h) of the Commission's rules.¹⁰ Champion has been authorized by the Commission under Section 214 of the Communications Act to provide resold and facilities-based international telecommunications services.¹¹

(e) This Joint Application requests Commission consent to the sale and transfer of the System from Champion to Charter and the continued provision of services to the Champion Customer Group by Charter.

(f) Not applicable.

(g) Not applicable.

(h) The following entities hold a ten percent (10%) or greater ownership interest in Charter Communications Holding Company, LLC, which indirectly holds 100 percent (100%) ownership of CCE II, CCO Fiberlink and Charter Fiberlink through a series of intervening corporations and limited liability companies. The vertical ownership chain of intervening corporations and limited liability companies between the following entities and CCE II, together with an organizational chart depicting the entire ownership chain, is set forth on Schedule 1 of this Application. The vertical ownership chain of intervening corporations and limited liability companies between the following entities and CCO Fiberlink and Charter Fiberlink, together with the organizational chart depicting the entire ownership chain, is set forth on Schedule 2 of this Application.

Name and Address	Percent Held	Citizenship	Principal Business
P.G. Allen ¹² 505 Fifth Avenue South Suite 900 Seattle, Washington 98104	45.4%	USA	Investment
Charter Communications, Inc 12405 Powerscourt Drive St. Louis, Missouri 63131	54.6%	USA	Cable/ Telecommunications

¹⁰ See note 4.

¹¹ See note 6.

¹² Mr. Allen owns 9.3% of the equity securities and 90.7% of the voting securities of Charter Communications, Inc.

(i) Certification that Charter is not a foreign carrier and is not affiliated with a foreign carrier:

See Exhibit C.

(j) Certification that Charter does not intend to provide international telecommunications services to a destination country for which any of Sections 63.18(j)(1)-(4) of the Commission's Rules, 47 C.F.R. §§ 63.18(j)(1)-(4), is true:

See Exhibit C.

(k) Not applicable (see response to item (j)).

(l) Not applicable (see response to item (j)).

(m) Not applicable (see response to item (j)).

(n) Certification that Charter has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future:

See Exhibit C.

(o) Certifications by the Applicants that no party to this Joint Application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C. § 853(a):

See Exhibits C and D.

(p) Streamlined Processing.

Applicants request streamlined processing of this Joint Application pursuant to Section 63.12 of the Commission's Rules, 47 C.F.R. § 63.12. This Joint Application is eligible for streamlined processing pursuant to Section 63.12 of the Commission's Rules because: (1) neither CCE II, CCO Fiberlink nor Charter Fiberlink is affiliated with a foreign carrier; (2) neither CCE II, CCO Fiberlink nor Charter Fiberlink is affiliated with a dominant U.S. carrier; and (3) Charter does not seek authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines. *See* 47 C.F.R. §§ 63.12(a)-(c).

V. CONCLUSION

For the foregoing reasons, the Applicants respectfully submit that grant of this Joint Application would serve the public interest, convenience and necessity.

Respectfully submitted,

CHARTER COMMUNICATIONS ENTERTAINMENT
II, LLC
CCO FIBERLINK, LLC
CHARTER FIBERLINK CA - CCO, LLC

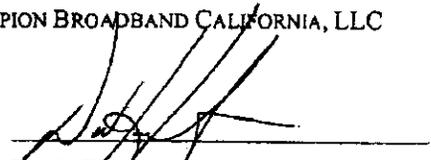
By: CHARTER COMMUNICATIONS, INC.
as Manager

By:


Ted Schremp
Senior Vice President and General
Manager
Charter Communications, Inc.
12405 Powerscourt Drive
St. Louis, Missouri 63131
Telephone: (314) 543-2371
Facsimile: (314) 288-3555
Email: ted.schremp@chartercom.com

CHAMPION BROADBAND CALIFORNIA, LLC

By:


David Haverkate
President
Champion Broadband California, LLC
380 Perry Street, Suite 230
Castle Rock, CO 80104
Telephone: (303) 688-7768
Facsimile: (303) 814-3262
Email:
dhaverkate@championbroadband.com

Dated: 3/27, 2007

EXHIBIT A

**DOMESTIC SUPPLEMENT TO
JOINT APPLICATION FOR CONSENT TO TRANSFER
INTERNATIONAL AND DOMESTIC AUTHORITY
PURSUANT TO SECTION 214 OF THE
COMMUNICATIONS ACT OF 1934, AS AMENDED**

Pursuant to 47 C.F.R. § 63.04(b), the following information required by 47 C.F.R. §§ 63.04(a)(6)-(a)(12) is supplied in connection with the preceding Joint Application for Consent to Transfer International and Domestic Authority Pursuant to Section 214 of the Communications Act of 1934, as amended:

(6) Description of the Transaction:

On or about February 5, 2007, CCE II and Champion entered into an Asset Purchase Agreement (the "**Asset Agreement**"), as amended. Pursuant to the terms and subject to the conditions of the Agreement, CCE II and Charter Fiberlink will purchase from Champion substantially all of the distribution assets and assume certain liabilities relating to the System and the Champion Customer Group. The transaction is anticipated to close during the second quarter 2007. Upon consummation of the transactions contemplated in the Agreement, CCE II will acquire ownership of substantially all of the distribution assets used or useful in the operation of the System and Charter Fiberlink will acquire the Champion Customer Group and related intangible assets.

CCE II already owns other facilities that it uses to offer cable television and high speed internet access services, and that Charter Fiberlink uses to offer telecommunications services, to customers in the geographic area encompassed by the System. CCE II and Champion have entered into a separate Transition Services Agreement (the "**Transition Agreement**") pursuant to which Champion will operate the assets acquired by CCE II to provide cable television and high speed internet access services on behalf of CCE II and telecommunications services on behalf of Charter Fiberlink to the Champion Customer Group for up to one hundred eighty (180) days while CCE II

transitions the Champion Customer Group to the facilities already owned by CCE II. Once all of the Champion Customer Group has been transitioned to the existing CCE II facilities, CCE II expects to take the tangible assets acquired from Champion out of service because they will no longer be needed to provide the services that the Champion Customer Group currently receives from Champion and will receive from CCE II and Charter Fiberlink following the closing of the transaction.

After consummation of the proposed transaction, Champion will retain its authorizations to provide domestic interstate and international telecommunications services and will continue to provide intrastate, interstate and international telecommunications services to customers other than the Champion Customer Group in geographic areas that are not part of the System being acquired by CCE II.

(7) A description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area:

CCE II is not authorized by the Commission to provide, and does not provide, domestic or international telecommunications services.

CCO Fiberlink, the immediate corporate parent of Charter Fiberlink, is authorized by the Commission to provide resold international telecommunications services but provides such services only through its wholly-owned subsidiaries, including Charter Fiberlink.

Charter Fiberlink currently provides intrastate, interstate and international telecommunications services to customers in the State of California. Telephone affiliates of Charter Fiberlink currently provide a full array of switched and unswitched intrastate, interstate and international telecommunications services to customers in the States of Connecticut, Georgia, Illinois, Massachusetts, Michigan, Missouri, Minnesota, Nevada, North Carolina, Oregon, South Carolina, Tennessee, Texas, Washington and Wisconsin. Cable affiliates of Charter Fiberlink

currently provide cable television services and high speed data services to customers in franchised areas in approximately thirty-five (35) states.

Champion currently provides intrastate, interstate and international telecommunications services, cable television services and high speed data services to customers in the State of California. Affiliates of Champion currently provide cable television services and high speed data services to customers in the States of Colorado and Wyoming. Following the transaction, Champion will continue to provide intrastate, interstate and international telecommunications services, cable television services and high speed data services to customers in the State of California other than the Champion Customer Group.

(8) A statement as to how the Joint Application fits into one or more of the presumptive streamlined categories in Section 63.03 or why it is otherwise appropriate for streamlined treatment:

Charter, as transferee, will have less than a ten percent (10%) market share in the interstate, interexchange market as a result of the transaction and will provide services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to this transaction. Further, neither Charter nor Champion is dominant with respect to any service. Therefore, this Joint Application is appropriate for streamlined treatment pursuant to 47 C.F.R. § 63.03(b)(2).

(9) Identification of all other Commission applications related to the same transaction:

The preceding Joint Application for Consent to the Transfer of Domestic and International authority related to the assets used in the provision of international telecommunications services is being submitted herewith.

(10) A statement of whether the Applicants are requesting special consideration because either party to the transaction is facing imminent business failure:

Applicants do not seek special consideration in this Joint Application.

(11) Identification of any separately filed waiver requests being sought in conjunction with the transaction:

None.

(12) A statement showing how grant of the Joint Application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets:

Grant of consent to the transfer of Champion's assets to Charter will serve the public interest.

The Applicants do not anticipate any change to the rates, terms or conditions of service to the Champion Customer Group immediately following the closing as a result of the transaction, but members of the Champion Customer Group will be transitioned to the rates, terms and conditions of Charter Fiberlink's telecommunications service offerings as their services are transitioned to CCE II's existing facilities.¹³ Consummation of the proposed transaction will serve the public interest in promoting competition in the domestic and international telecommunications market by providing Charter Fiberlink the opportunity to strengthen its competitive position by combining the Champion Customer Group with Charter Fiberlink's current services, products and expertise. Moreover, approval of the transfer will permit Charter Fiberlink to realize economic and marketing efficiencies which will enhance its ability to provide high-quality, low-cost telecommunications services and to compete effectively in the telecommunications market. Accordingly, the proposed acquisition will benefit consumers through improved services, thereby promoting competition in the telecommunications market.

For each of the foregoing reasons, grant of consent to the transfer of Champion's assets to Charter is in the public interest.

¹³ The Applicants will notify each affected customer at least thirty (30) days in advance of consummation of the pending transaction to ensure a smooth transition from Champion to Charter. See sample customer notification letter at Exhibit E. Charter Fiberlink will also comply with applicable state and federal requirements when transitioning the Champion Customer Group to the rates, terms and conditions of Charter Fiberlink's telecommunications service offerings.

EXHIBIT B

CHARTER COMMUNICATIONS, INC. FINANCIAL STATEMENTS

EXHIBIT C

CERTIFICATION OF CHARTER

The undersigned hereby certifies, on behalf of Charter Communications Entertainment II, LLC, CCO Fiberlink, LLC and Charter Fiberlink CA-CCO, LLC (collectively, "Charter") with respect to the foregoing application for section 214 authority to provide international services, that:

1. Charter is not affiliated with any foreign carrier.
2. Charter will comply with the terms and conditions contained in Section 63.21, 63.22 and 63.23 of the Commission's Rules (47 C.F.R. 63.21-.23).
3. Charter does not seek to provide international telecommunications service to any destination where: (1) Charter is a foreign carrier in that country; (2) Charter controls a foreign carrier in that country; (3) any entity that owns more than a 25% interest in Charter, or controls Charter, controls a foreign carrier in that country; or (4) two or more parties own, in the aggregate, more than 25% of Charter and are parties to, or the beneficiaries of, a contractual relationship that affects the provision or marketing of international basic telecommunications services in the United States.
4. Charter has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into such agreements in the future.
5. Charter is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.
6. The contents of the Application are true and correct to the best of my knowledge, information, and belief.

Charter Communications Entertainment II, LLC
CCO Fiberlink, LLC
Charter Fiberlink CA-CCO, LLC

By: Charter Communications, Inc.
as Manager

By:

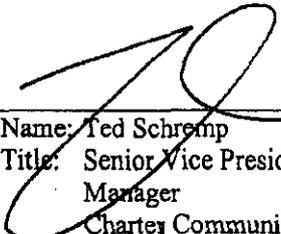
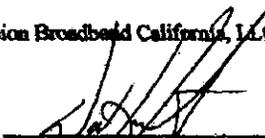

Name: Ted Schremp
Title: Senior Vice President and General
Manager
Charter Communications, Inc.
Date: 3/27/07

EXHIBIT D

CERTIFICATION OF CHAMPION

The undersigned hereby certifies, on behalf of Champion Broadband California, LLC ("Champion") that Champion is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

Champion Broadband California, LLC

By: 

Name: David Haverkate

Title: President

Date: MARCH 27, 2007

EXHIBIT E

FORM OF CUSTOMER NOTIFICATION LETTER

Champion Broadband California, LLC

Charter Fiberlink CA – CCO, LLC

_____, 2007

Dear Customer:

Champion Broadband California, LLC (“Champion”) currently provides your telephone service. Charter Fiberlink CA – CCO, LLC and its affiliate (“Charter”) have agreed to acquire assets of Champion in and around the City of Pasadena, California. Accordingly, Charter shortly will begin providing telephone service to customers currently being served by Champion.

Subject to obtaining state and federal regulatory approvals, we anticipate that the transition to Charter will occur on or about [DATE]. Unless you have begun using a service provider other than Champion prior to this date, Champion will transition your current telephone service to Charter.

The rates you currently pay for telephone service, as well as the terms and conditions of such service, will remain unchanged. If, in the future, there are any changes to your rates or the terms and conditions of your service, you will be notified of them by mail or by personal contact with a Charter representative.

If you do not currently have a term contract for your telephone service, you have the right to subscribe to telephone service from any service provider you wish. This decision is entirely up to you, and you may choose to switch to another provider either before or after the transfer to Charter occurs. Charter values your continued business and will gladly respond to any questions you may have about your service either prior to or during the change. Because of the transfer to Charter, a carrier change charge may appear on your bill. However, Charter will be happy to issue a credit against any such charge that appears on your bill due to the change to Charter. However, selecting a carrier other than Charter may also result in a charge being imposed for which Charter will not be responsible. If you have requested that no changes be made to your preferred local exchange telephone carrier without your written consent (commonly referred to as a “freeze order”), that freeze order will remain in effect, although Charter will be designated as your preferred carrier.

Until the actual transfer date, Champion will continue to be responsible for all customer service and billing issues. You should contact Champion with any questions, complaints or other customer service inquiries you may have prior to the transfer. After the transfer date, you should refer your questions to Charter.

If you have any questions regarding the transfer to Charter, please contact _____,
Charter’s _____ at _____.

Champion Broadband California, LLC
Charter Fiberlink CA – CCO, LLC

Schedule 1
Vertical Ownership Chain
For Charter Communications Entertainment II, LLC

Name/Address	% Held	Citizenship	Principal Business
Vulcan Cable III, Inc. 505 Fifth Avenue South Suite 900 Seattle, Washington 98104	15.6	USA	Investments
Charter Investment, Inc. 505 Fifth Avenue South Suite 900 Seattle, Washington 98104	29.8	USA	Cable/Telecommunications
Charter Communications Holding Company, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCHC, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
Charter Communications Holdings, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCH I Holdings, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCH I, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCH II, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCO Holdings, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
Charter Communications Operating, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
Cencom Cable Entertainment, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications

Schedule 1 (cont.)
Vertical Ownership Chain
For Charter Communications Entertainment II, LLC

Name/Address	% Held	Citizenship	Principal Business
Charter Communications Entertainment, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
Charter Communications Entertainment II, LLC (Applicant) 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications

Schedule 2
Vertical Ownership Chain
For Charter Fiberlink CA – CCO, LLC

Name/Address	% Held	Citizenship	Principal Business
Vulcan Cable III, Inc. 505 Fifth Avenue South Suite 900 Seattle, Washington 98104	15.6	USA	Investments
Charter Investment, Inc. 505 Fifth Avenue South Suite 900 Seattle, Washington 98104	29.8	USA	Cable/Telecommunications
Charter Communications Holding Company, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCHC, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
Charter Communications Holdings, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCH I Holdings, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCH I, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCH II, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCO Holdings, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
Charter Communications Operating, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCO Fiberlink, LLC (Applicant) 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications

**Schedule 2 (cont.)
Vertical Ownership Chain
For Charter Fiberlink CA – CCO, LLC**

Name/Address	% Held	Citizenship	Principal Business
Charter Fiberlink CA – CCO, LLC (Applicant) 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications