

Reference Copy Only. Do Not Mail to the FCC as an Application.

Submitted: 05/08/2009 at 15:49:54

File Number: 0003832342

DOCKET FILE COPY *MB* 09-77

FCC 603 **FCC Application for Assignments of Authorization and Transfers of Control:**
Main Form **Wireless Telecommunications Bureau**
 Public Safety and Homeland Security Bureau

Approved by OMB
 3060 - 0800
 See instructions for
 public burden estimate

General Information

1) Application Purpose (Select only one) (AA)	
AA - Assignment of Authorization TC - Transfer of Control	AM - Amendment WD - Withdrawal
NT - Required Notification (For Consummation of an Assignment or Transfer) EX - Request for Extension of Time (To Consummate an Assignment or Transfer)	
2) If this application is for an Amendment (AM) or Withdrawal (WD), enter the File Number of the pending or consented to application currently on file with the FCC.	File Number: _____
3a) Is this application for Assignment of Authorization or Transfer of Control part of a series of applications involving other wireless license(s) held by the licensee, affiliates of the licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that are not included on this application and for which Commission approval or notification is required?	(Y) <u>Yes</u> <u>No</u>
3b) If the answer to 3a is 'Y', provide the File Number of the lead application.	File Number: 0003832232
3c) Does this application for Assignment of Authorization or Transfer of Control involve the assignment or transfer of non-wireless licenses/authorizations for which Commission approval or notification is required?	(Y) <u>Yes</u> <u>No</u>
4) Are attachments being filed with this application?	(Y) <u>Yes</u> <u>No</u>

Fees and Waivers

5a) Is the applicant exempt from FCC application fees? If 'Y', attach an exhibit justifying how the applicant is exempt from FCC application fees.	(N) <u>Yes</u> <u>No</u>
5b) Is a waiver/deferral of the FCC application fees being requested and the application fees are not being submitted in conjunction with this application? If 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees.	(N) <u>Yes</u> <u>No</u>
6a) Does this application include a request for waiver of the Commission's rules (other than a request for application fee waivers)? If 'Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request.	(N) <u>Yes</u> <u>No</u>
6b) If 6a is 'Y', enter the number of rule sections involved.	Number of Rule Sections: _____

Additional Transaction Information

7) Has this application for Assignment of Authorization or Transfer of Control already occurred?	(N) <u>Yes</u> <u>No</u>
8a) The Assignment of Authorization or Transfer of Control is:	(X) Voluntary () Involuntary
8b) If 8a is 'Involuntary', provide the date that the event occurred:	(MM/DD/YYYY) / /
9a) Is this application a <i>pro forma</i> Assignment of Authorization or Transfer of Control?	(N) <u>Yes</u> <u>No</u>
9b) If 9a is 'Y', is this a post notification that is being filed under the Commission's forbearance procedures pursuant to Section 1.948(c)(1) of the Commission's Rules?	() <u>Yes</u> <u>No</u>
9c) If 9b is 'Y', provide the consummation date of the Assignment of Authorization or Transfer of Control.	(MM/DD/YYYY) / /
10a) Does this application involve the partitioning and/or disaggregation of geographic-area licenses? If 'Y', complete Schedule B and, if applicable, Schedule C.	(N) <u>Yes</u> <u>No</u>
10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?	(N) <u>Yes</u> <u>No</u>

11) How will/has the Assignment of Authorization or Transfer of Control be/been accomplished? Select One: (R)		
<u>S</u> ale or other assignment of assets	<u>C</u> ourt order	<u>R</u> eorganization or liquidation
<u>T</u> ransfer of stock or other ownership interests		
<u>O</u> ther (voting trust agreement, management contract, etc.): _____		

Designated Entity Information (If 12a, 12b or 12c is 'Y', Schedule A is required to be completed.)

12a) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally awarded with bidding credits within the last five years?	() <u>Y</u> es <u>N</u> o
12b) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally subject to the Commission's installment payment plan?	() <u>Y</u> es <u>N</u> o
12c) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally granted pursuant to closed bidding within the last five years?	() <u>Y</u> es <u>N</u> o

Competition-Related Information

13) Does this application for Assignment of Authorization or Transfer of Control involve a license(s) that may be used for interconnected mobile voice and/or data services that would, if assigned or transferred, create a geographic overlap with another license(s) in which the Assignee/Transferee already holds direct or indirect interests (of 10 percent or more), either as a licensee or spectrum lessee/sublessee, and that also could be used to provide interconnected mobile voice and/or data services?	() <u>Y</u> es <u>N</u> o
14a) Does the Assignee/Transferee hold direct or indirect interests (of 10 percent or more) in any entity that already has access to 10 MHz or more spectrum in the Cellular Radiotelephone, broadband PCS, or Specialized Mobile Radio (SMR) services through license(s), lease(s), or sublease(s) in the same geographic area?	() <u>Y</u> es <u>N</u> o
14b) Would/does this application for Assignment of Authorization or Transfer of Control reduce the number of entities providing service (using spectrum in any of the three services listed in item 14a) in the affected market(s)?	() <u>Y</u> es <u>N</u> o

Broadband Radio Service and Educational Broadband Service Information

15a) Will the requested facilities be used to provide multichannel video programming?	() <u>Y</u> es <u>N</u> o
15b) If 15a is 'Y', does the Assignee/Transferee operate, control or have attributable interest (as defined in Section 27.1202 of the Commission's Rules) in a cable television system whose franchise area is located within the geographic area of the requested facilities? If 'Y', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1202 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.	() <u>Y</u> es <u>N</u> o
16) Does the Assignee/Transferee comply with the programming requirements contained in Section 27.1203 of the Commission's Rules? If 'N', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1203 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.	() <u>Y</u> es <u>N</u> o

Assignor/Licensee Information

17) Assignor/Licensee is a(n): (Select One)			
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity
<input type="checkbox"/> Corporation	<input checked="" type="checkbox"/> Limited Liability Company		
<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Consortium
<input type="checkbox"/> Other: _____			
18) FCC Registration Number (FRN): 0005099890			
19) First Name (if individual):	MI:	Last Name:	Suffix:
20) Legal Entity Name (if not an individual): CC Michigan, LLC, Debtor-In-Possession			
21) Attention To: Alexi Anderten			
22) P.O. Box:	And /Or	23) Street Address: 12405 Powerscourt Drive	
24) City: St. Louis	25) State: MO	26) Zip Code: 63131	
27) Telephone Number: (303)323-1423		28) Fax Number: (303)323-1313	
29) E-Mail Address: CharterFCC@chartercom.com			

30) Demographics of Assignor/Licensee (Optional):

Race:	Ethnicity:	Gender:
<input type="checkbox"/> American Indian or Alaska Native	<input type="checkbox"/> Hispanic or Latino	<input type="checkbox"/> Male
<input type="checkbox"/> Asian	<input type="checkbox"/> Not Hispanic or Latino	<input type="checkbox"/> Female
<input type="checkbox"/> Black or African-American		
<input type="checkbox"/> Native Hawaiian or Other Pacific Islander		
<input type="checkbox"/> White		

Assignor/Licensee Contact Representative

31) First Name:	MI:	Last Name:	Suffix:
32) Company Name: CC Michigan, LLC, Debtor-In-Possession			
33) Attention To: Alexi Anderten			
34) P.O. Box:	And /Or	35) Street Address: 12405 Powerscourt Drive	
36) City: St. Louis	37) State: MO	38) Zip Code: 63131	
39) Telephone Number: (303)323-1423		40) Fax Number: (303)323-1313	
41) E-Mail Address: CharterFCC@charter.com			

Transferor Information (for Transfers of Control only)

42) Transferor is a(n): (Select One)			
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity
<input type="checkbox"/> Corporation	<input type="checkbox"/> Limited Liability Company	<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership
<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Consortium	<input type="checkbox"/> Other: _____	
43) FCC Registration Number (FRN):			
44) First Name (if individual):	MI:	Last Name:	Suffix:
45) Legal Entity Name (if not an individual):			
46) Attention To:			
47) P.O. Box:	And /Or	48) Street Address:	
49) City:	50) State:	51) Zip Code:	
52) Telephone Number:	53) Fax Number:		
54) E-Mail Address:			

55) Demographics of Transferor (Optional):

Race: <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White	Ethnicity: <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	Gender: <input type="checkbox"/> Male <input type="checkbox"/> Female
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Transferor Contact Representative

56) First Name:	MI:	Last Name:	Suffix:
57) Company Name:			
58) Attention To:			
59) P.O. Box:	And /Or	60) Street Address:	
61) City:	62) State:	63) Zip Code:	
64) Telephone Number:	65) Fax Number:		
66) E-Mail Address:			

Assignee/Transferee Information

67) Assignee/Transferee is a(n): (Select One)			
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity
<input type="checkbox"/> Corporation	<input checked="" type="checkbox"/> Limited Liability Company		
<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Consortium
<input type="checkbox"/> Other: _____			
68) FCC Registration Number (FRN): 0018767855			
69) First Name (if individual):	MI:	Last Name:	Suffix:
70) Legal Entity Name (if not an individual): CC Michigan, LLC			
71) Attention To: Alexis Anderten			
72) Real Party in Interest FCC Registration Number (FRN): 0018767855			
73) Name of Real Party in Interest: CC Michigan, LLC			
74) P.O. Box:	And /Or	75) Street Address: 12405 Powerscourt Drive	
76) City: St. Louis		77) State: MO	78) Zip Code: 63131
79) Telephone Number: (303)323-1423		80) Fax Number: (303)323-1313	
81) E-Mail Address: CharterFCC@chartercom.com			

82) Demographics of Assignee/Transferee (Optional):

Race:	Ethnicity:	Gender:
<input type="checkbox"/> American Indian or Alaska Native	<input type="checkbox"/> Hispanic or Latino	<input type="checkbox"/> Male
<input type="checkbox"/> Asian	<input type="checkbox"/> Not Hispanic or Latino	<input type="checkbox"/> Female
<input type="checkbox"/> Black or African-American		
<input type="checkbox"/> Native Hawaiian or Other Pacific Islander		
<input type="checkbox"/> White		

Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

83) First Name:	MI:	Last Name:	Suffix:
84) Company Name: CC Michigan, LLC			
85) Attention To: Alexis Anderten			
86) P.O. Box:	And /Or	87) Street Address: 12405 Powerscourt Drive	
88) City: St. Louis		89) State: MO	90) Zip Code: 63131
91) Telephone Number: (303)323-1423		92) Fax Number: (303)323-1313	
93) E-Mail Address: CharterFCC@chartercom.com			

Ownership Disclosure Information

94a) Is the Assignee/Transferee required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services?	(N) <u>Yes</u> No
94b) If 94a is 'Y', provide the File Number of the FCC Form 602 that is required to be submitted in conjunction with this application or already on file with the FCC.	File Number: _____

Alien Ownership Information

95) Is the Assignee/Transferee a foreign government or the representative of any foreign government?	(N) <u>Yes</u> No
96) Is the Assignee/Transferee an alien or the representative of an alien?	(N) <u>Yes</u> No
97) Is the Assignee/Transferee a corporation organized under the laws of any foreign government?	(N) <u>Yes</u> No
98) Is the Assignee/Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N) <u>Yes</u> No
99a) Is the Assignee/Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	(Y) <u>Yes</u> No
99b) If 99a is 'Y', has the Assignee/Transferee received a ruling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this application? If 99b is 'N', attach a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act.	(N) <u>Yes</u> No

Basic Qualification Information

100) Has the Assignee/Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission?	(N) <u>Yes</u> No
101) Has the Assignee/Transferee or any party to this application, or any party directly or indirectly controlling the Assignee/Transferee ever been convicted of a felony by any state or federal court?	(N) <u>Yes</u> No
102) Has any court finally adjudged the Assignee/Transferee, or any party directly or indirectly controlling the Assignee/Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?	(N) <u>Yes</u> No

Assignor/Transferor Certification Statements

- 1) The Assignor/Transferor certifies either that (1) the authorization will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See Section 1.948(c) (1) of the Commission's Rules.
- 2) The Assignor/Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 3) The Assignor/Transferor certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

Typed or Printed Name of Party Authorized to Sign

103) First Name: Carrie	MI: L	Last Name: Cox	Suffix:
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104) Title: Vice President and Senior Counsel

Signature: Carrie L Cox	105) Date: 05/08/2009
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**FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).**

Assignee/Transferee Certification Statements

1)	The Assignee/Transferee certifies either that (1) the authorization(s) will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See Section 1.948(c)(1) of the Commission's Rules.
2)	The Assignee/Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
3)	The Assignee/Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership or attribution rules.* *If the Assignee/Transferee has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4)	The Assignee/Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor/Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor/Transferor prior to this assignment/transfer.
5)	The Assignee/Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
6)	The Assignee/Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the Commission's Rules for the definition of "party to the application" as used in this certification.
7)	The Assignee/Transferee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

Typed or Printed Name of Party Authorized to Sign

106) First Name: Carrie	MI: L	Last Name: Cox	Suffix:
107) Title: Vice President and Senior Counsel			
Signature: Carrie L Cox			108) Date: 05/08/2009
FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.			
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

Authorizations To Be Assigned or Transferred

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
KNBN630	IG - Industrial/Business Pool, Conventional						Y
KNFE570	IG - Industrial/Business Pool, Conventional						Y
KNIZ214	IG - Industrial/Business Pool, Conventional						Y
KWZ611	IG - Industrial/Business Pool, Conventional						Y
KXJ747	IG - Industrial/Business Pool, Conventional						Y
WNCX595	IG - Industrial/Business Pool, Conventional						Y
WNLV978	IG - Industrial/Business Pool, Conventional						Y
WNML325	IG - Industrial/Business Pool, Conventional						Y
WQG943	IG - Industrial/Business Pool, Conventional						Y

Attachment(s):

Type	Description	Date Entered
O	<u>Description of Transaction and Public Interest Statement</u>	05/08/2009

**Description of Transaction and
Public Interest Statement**

This application is being filed pursuant to Section 1.948 of the rules of the Federal Communications Commission (“Commission”) and is one in a series of contemporaneously filed applications seeking Commission consent to the assignment of various wireless licenses resulting from the “prearranged” plan of reorganization of Charter Communications, Inc. (“Charter”) under Chapter 11 of the Bankruptcy Code of the United States.

I. Description of the Applicant

Charter Communications, Inc. (“Charter”) is a publicly held Delaware corporation that is headquartered at 12405 Powerscourt Drive, St. Louis, Missouri 63131. Charter 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 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 also sells advertising to national and local clients on advertising supported cable networks. As of December 31, 2008, Charter 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.¹

II. 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) (the “Bankruptcy Court filings”). On April 10, 2009, Charter filed a series of applications on FCC Form 603 seeking Commission consent to the March 27, 2009 *pro forma* assignments of various wireless licenses held by numerous operating subsidiaries of Charter to those same subsidiaries operating as debtors-in-possession. The Commission consented to those *pro forma* assignment applications on April 28, 2009. *See* FCC Public Notice, Report No. 4925, released May 6, 2009. In order to effectuate the Reorganization (as defined below), this application is one in a series of contemporaneously filed applications seeking Commission consent to the assignment of those same wireless licenses from the current debtor-in-possession Licensees to these same post-Chapter 11 Charter operating subsidiaries.

¹ Most customers subscribe to more than one service offered by a Charter operating subsidiary.

Prior to the Bankruptcy Court filings, Charter entered into separate agreements with the holders of certain of its subsidiaries' senior notes ("Noteholders"),² that collectively provide for its reorganization and recapitalization in a "prearranged" plan of reorganization ("Plan") under Chapter 11 of the Bankruptcy Code (collectively, the "Reorganization"). 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 will be cancelled and replaced by new Class A Common Stock and Class B Common Stock. The voting interest of Charter'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:

- the 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
- the 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 its Reorganization: Apollo Global Management, LLC; Crestview, L.L.C.; Oaktree Capital Group Holdings GP, LLC; and Franklin Resources, Inc. No other entities are anticipated to hold a 10% or greater equity or voting 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 (the "Rights Offering").

Under the Plan, Charter's current Chief Executive Officer and Chief Operating Officer shall remain the same as today. All of the FCC licenses held by Charter's wholly-owned subsidiaries will continue to be held by those same entities. 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 to the communities it serves and its customers.

² 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.

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 existing "public" company status.

The following list identifies each of the principal holders of the CCH I notes that are anticipated to hold 10% or more of the equity of Charter upon emergence from bankruptcy as a result of the exchange in the Reorganization of CCH I Notes for shares of Charter Class A Common Stock and the purchase of additional Charter shares in the Rights Offering or through the exercise of options to provide additional equity financing provided to certain Noteholders.

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 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). Leon Black, Marc Rowan, and Joshua Harris, all of whom are U.S. citizens, 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 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.³ 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 approximately 15.30% and 23.20% of the equity interests and 9.95% and 15.08% of the voting interests in Charter upon Charter’s emergence from bankruptcy. Two of these Franklin Funds, Franklin Income Fund (Delaware) and FTVIP Franklin Income Securities Fund (Delaware), will hold more than 96% of the total Charter stock held by all Franklin Funds in the aggregate. As noted above, FRI is a publicly traded company. No individual or entity

³ 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.

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 8.99% and 12.20% of the voting interests in Charter upon Charter’s emergence from bankruptcy. 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 Haghghi	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>.

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

III. Response to Item 99

As explained in Section II above (Description of the Reorganization), it is not possible at this time to determine the exact voting and equity ownership in Charter that will be held by current Charter Noteholders upon Charter's emergence from bankruptcy. Although the applicant currently anticipates that the total indirect foreign ownership in Charter will exceed 25%, it is possible, based on certain contingencies related to the \$3 billion of additional investment in Charter by certain Noteholders, that the total indirect foreign ownership in Charter will be below 25%. In any event, the level of foreign ownership in Charter upon its emergence from bankruptcy is not of decisional significance. Item 99 of the Form 603 inquires as to the foreign ownership of the proposed Assignee, as required by Section 310 of the Communications Act. Section 310(b) of the Act places direct and indirect foreign ownership restrictions on certain types of FCC licensees, namely broadcast, common carrier and aeronautical radio station licenses. However, the proposed transaction involves only private radio and non-common carrier licenses. The Commission has been clear that it "does not review foreign ownership under Section 310(b) for purposes of private radio station licenses."⁴ Since the proposed transaction does not involve any broadcast, common carrier or aeronautical radio station licenses, Section 310(b) is not implicated and the associated Section 310(b) foreign ownership restrictions do not apply to the subject transaction.

IV. Public Interest Statement

Charter respectfully submits that the proposed Reorganization serves the public interest. The Reorganization will not adversely affect Charter's managerial or technical qualifications, and will enhance the financial qualifications of Charter. The Reorganization primarily relates to the capital structure and ownership of Charter, and is not expected to affect Charter's day-to-day operations. As a result, the Reorganization is expected to be transparent to Charter's customers. 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, certain of Charter's existing indebtedness, currently estimated at approximately \$8 billion, will be converted into new common stock, and certain Noteholders will invest approximately \$3 billion of new capital into Charter.

Such financial restructuring and recapitalization transactions will provide Charter with access to additional financial resources and ensure that Charter can continue to invest in its networks and operations, provide high-quality communications services, and otherwise meet its contract and service obligations following its emergence from bankruptcy.⁵ Finally, the

⁴ *In Re Application of Orbital Communications Corporation and ORBCOMM Global, L.P.*, 17 FCC Rcd 4496, ¶ 17 (IB 2002), citing *In the Matter of Orion Satellite Corporation*, 5 FCC Rcd 4937, 4940 (1990).

⁵ The Commission has previously recognized that a transaction that increases the financial ability of a licensee with respect to its operations serves the public interest. See *In-flight Phone Corp. for Transfer of Control to MCI Telecommunications Corp.*, Declaratory Ruling and Order, 10 FCC Rcd 10448 (1995).

proposed Reorganization complies with all FCC rules and does not require any waivers. Since the Commission has previously determined that Charter is qualified to hold FCC licenses, Charter submits that Commission consent to the proposed Reorganization will serve the public interest, convenience and necessity.

V. Pending Applications

Three Charter licensees recently filed six applications for new Private Operational Fixed Microwave Service ("OFS") licenses, and these applications remain pending.⁶ In addition, other Charter licensees may now have on file, and may hereafter file, additional requests for authorizations for new or modified facilities that may be granted before the Commission takes action on the proposed assignment applications. Accordingly, Charter requests that any Commission approval of the applications filed for this transaction include authority for: (1) any authorization issued to the respective Charter licensees during the pendency of the Reorganization and the period required for consummation of that transaction; (2) any construction permits held by the respective Charter licensees that mature into licenses after closing; and (3) any applications that are pending at the time of consummation. Such action would be consistent with prior Commission decisions.⁷

⁶ Applicant names and File No. information for these six OFS applications are: Charter Communications VI, LLC, Debtor-In-Possession (File No. 0003830028); Falcon Cablevision, A California Limited Partnership, Debtor-In-Possession (File Nos. 0003829883, 0003829873); Falcon Cable Systems Company II, Debtor-In-Possession (File Nos. 0003829869, 0003829881, 0003829887).

⁷ See, e.g., *SBC/AT&T Order* at 18,392, ¶ 212; *Cingular/AT&T Wireless Order* at 21,626, ¶ 275; *In re Applications for Consent to the Transfer of Control of Licenses and Section 214 Authorizations from S. New Eng. Telecomms. Corp. to SBC Commc'ns, Inc.*, Memorandum Opinion and Order, 13 FCC Rcd. 21,292, 21,317, ¶ 49 (1998); *In re Applications of NYNEX Corp. and Bell Atl. Corp.*, Memorandum Opinion and Order, 12 FCC Rcd. 19,985, 20,097-98, ¶¶ 246-56 (1997); *In re Applications of Pac. Telesis Group and SBC Commc'ns, Inc.*, Memorandum Opinion and Order, 12 FCC Rcd. 2624, 2665, ¶ 93 (1997); *In re Applications of Craig O. McCaw and Am. Tel. & Tel. Co.*, Memorandum Opinion and Order, 9 FCC Red. 5836, 5909, ¶ 137 n.300 (1994), *aff'd sub nom. SBC Commc'ns Inc. v. FCC*, 56 F.3d 1484 (D.C. Cir. 1995), *recons. in part*, 10 FCC Rcd. 11,786 (1995).

MB 09-77

Approved by OMB
3060-0686

INTERNATIONAL SECTION 214 AUTHORIZATIONS FOR ASSIGNMENT OR TRANSFER OF CONTROL FCC FORM 214TC FOR OFFICIAL USE ONLY	
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APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:

Charter Fiberlink, LLC

1. Legal Name of Applicant			
Name:	Charter Fiberlink, LLC, Debtor in Possession	Phone Number:	(314) 965-0555
DBA Name:		Fax Number:	(314) 965-6640
Street:	12405 Powerscourt Dr	E-Mail:	carrie.cox@chartercom.com
City:	St Louis	State:	MO
Country:	USA	Zipcode:	63131 -
Attention:	Carrie L. Cox, Esq.		

2. Name of Contact Representative

Name:	Charles A. Hudak	Phone Number:	(770) 399-9500
Company:	Friend, Hudak & Harris, LLP	Fax Number:	(770) 395-0000
Street:	Three Ravinia Drive Suite 1450	E-Mail:	chudak@fh2.com
City:	Atlanta	State:	GA
Country:	USA	Zipcode:	30346-
Attention:		Relationship:	Legal Counsel

CLASSIFICATION OF FILING

3. Choose the button next to the classification that best describes this filing. Choose only one.

a. Assignment of Section 214 Authority

An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (Sec Section 63.24(b).)

b. Transfer of Control of Section 214 Authority

A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)

c. Notification of Pro Forma Assignment of Section 214 Authority (No fee required)

d. Notification of Pro Forma Transfer of Control of Section 214 Authority (No fee required)

Date of Consummation: Must be completed if you select c or d.

6. Name of Assignor / Transferor

Name:	Charter Fiberlink, LLC, Debtor-in-Possession	Phone Number:	(314) 965-0555
DBA Name:		Fax Number:	(314) 965-6640
Street:	12405 Powerscourt Drive	E-Mail:	carrie.cox@chartercom.com
City:	St Louis	State:	MO
Country:	USA	Zipcode:	63131
Attention:	Carrie L. Cox, Esq.		

7. Name of Assignee / Transferee

Name:	Charter Fiberlink. LLC	Phone Number:	(314) 965-0555
DBA Name:		Fax Number:	(314) 965-6640
Street:	12405 Powerscourt Drive	E-Mail:	carrie.cox@chartercom.com
City:	St. Louis	State:	MO
Country:	USA	Zipcode:	63131 -3674
Attention:	Carrie L. Cox, Esq.		

8a. Is a fee submitted with this application?

- If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).
- Governmental Entity Noncommercial educational licensee Notification of Pro Forma (No fee required.)
- Other (please explain):

8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.

Fee Classification CUT – Section 214 Authority

9. Description (Summarize the nature of the application.)

(If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

Application for Assignment of International Section 214 Authorization
from Charter Fiberlink, LLC, Debtor-in-Possession, to Charter
Fiberlink, LLC

10. In Attachment 1, please respond to paragraphs (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10".

11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules? Yes No

If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."

12. Does the assignee/transferee have any interlocking directorates with a foreign carrier? Yes No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and /or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a pro forma assignment or pro forma transfer of control, please respond to Questions 14-20 below. (See Section 63.24(d).) Otherwise, you may proceed to Question 21 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) The terms "foreign carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively. Yes No

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true?

Yes No

- (1) The Section 214 holder is a foreign carrier in that country; or
 - (2) The Section 214 holder controls a foreign carrier in that country; or
 - (3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.
 - (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.
- If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."

16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between the United States and any or all countries listed in response to Question 14? See Section 63.10 of the rules.

Yes No

If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

Yes, I certify that I agree to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in my provision of international service between the United States and the following foreign country(ies):

No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in Section 63.18(k) of the rules. Label your response, "Answer to Question 18."

19. If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10(a)(3) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by Section 43.61(c) of the rules; and/or state in Attachment 1 that the foreign carrier(s) for which the applicant has not made a showing under Section 63.10(c)(3) do(es) not collect settlement payments from U.S. international carriers. (See Section 63.18(l).)

Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in section 43.61(c) of the rules.

20. If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

Applicant certifies that its responses to questions 21 through 25 are true:

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a 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 any such agreements in the future. Yes No

22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for pro forma transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).) Yes No

23. If this filing is a notification of a pro forma assignment or transfer of control, the undersigned certify that the assignment or transfer of control was pro forma and that, together with all previous pro forma transactions, does not result in a change in the actual controlling party. Yes No
 Not a Pro Forma

24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith. Yes No

25. The assignee/transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification. Yes No

CERTIFICATION

26. Printed Name of Assignor / Transferor Charter Fiberlink, LLC, Debtor-in-Possession	29. Printed Name of Assignee / Transferee Charter Fiberlink, LLC
27. Title (Office Held by Person Signing) Associate General Counsel, Regulatory	30. Title (Office Held by Person Signing) Associate General Counsel, Regulatory
28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Carrie L. Cox, Esq.	31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Carrie L. Cox, Esq.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

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THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.