

MB 09-77



FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, DC 20554

APPLICATION FOR CABLE TELEVISION RELAY SERVICE STATION LICENSE

FCC Form 327

SCHEDULE A. Type of Application, Applicant Information, Contact Information, and Station Record Information

1. (a) Type of Application: (Check only one box)

- New License
- Major Amendment of Application
- Transfer of Control
- Minor Amendment of Application
- Assignment of License (Reorganization Upon Emergence from Bankruptcy)
- Modification of License
- Renewal of License

(b) Type(s) of Amendment(s) or Modification(s):
(Check the appropriate the box(es)).

- Add Channel(s)
- Change Antenna Height
- Change Transmitter
- Change Antenna Structure Height
- Change Transmit Site
- Change Antenna System
- Increase Operating Power
- Add Receive Site(s)
- Change Emission Code
- Change Receive Site(s)
- Minor Modifications
- Other (specify in item 8)

(c) If this application modifies an existing station, provide the call sign: (See Exhibit A)
If this application amends a pending application, provide the file number:

2. (a) Applicant Information

FRN See Exhibit A		EIN or SSN	
Legal Name		Business Name (if applicable)	
Mailing Address 12405 Powerscourt Drive			
City St. Louis	State MO	Zip Code 63131	Telephone 303-323-1423

(b) Contact Information

Contact Name James F. Ireland		Business Name Davis Wright Tremaine, LLP	
Mailing Address 1919 Pennsylvania Avenue, NW - Suite 200		E-mail Address jayireland@dwt.com	
City Washington	State DC	Zip Code 20006	Telephone 202-973-4200

(c) Address where Station's Records will be Maintained

Street Address On File			
City	State	Zip Code	Telephone

	YES	NO
<p>3. Will the applicant provide program material to eligible systems other than those which the applicant owns or operates?</p> <p>If "YES," attach as Exhibit A-1 a copy of a written contract specifying that service will be provided on a non-profit, cost-sharing basis; or a copy of a written statement specifying that service will be provided without charge.</p>		X
<p>4. (a) Has the applicant or any of its controlling parties had any FCC station license, permit, or authorization revoked?</p> <p>If "YES," attach as Exhibit A-2 a statement identifying the license, permit, or authorization revoked and the circumstances relevant to the revocation.</p>		X
<p>(b) Is the applicant or any of its partners, members, or owners, a foreign government or the representative thereof?</p>		X
<p>5. If this is a renewal, indicate whether legal or engineering changes have been made since the last license application.</p>		N/A
<p>6. Attach as Exhibit A-3 a statement showing that the applicant is eligible pursuant to 47 C.F.R. § 78.13 to be a licensee.</p>		
<p>7. For a new station or major change, (e.g., a change in azimuth or transmit antenna or an increase in power or frequency, etc.) attach as Exhibit A-4 a statement or showing detailing the results of a frequency coordination study performed pursuant to 47 C.F.R. § 78.36 by a technically qualified person or entity (e.g., local coordinating committees, frequency coordinator, etc.).</p>		
<p>8. List all attachments, exhibits, and or specifications that will be included on this schedule:</p> <p>Exhibit A: List of Licenses Exhibit A-3: Eligibility Exhibit B-1: Ownership Information Exhibit B-2: Description of Transaction</p>		

CERTIFICATION

All the statements made in this application and attached exhibits are considered material representations, and all the exhibits are a material part hereof and are incorporated herein as if set out in full in the application.

The applicant certifies that neither the applicant nor any other party to the application is subject to a denial of Federal benefits pursuant to 47 C.F.R. § 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. This certification does not apply to applications filed in services exempted under 47 C.F.R. § 1.2002(c). See 47 C.F.R. § 1.2002(b) for the definition of "party to the application" as used in this certification.

The applicant certifies that the applicant has a current copy of the Commission's rules governing the Cable Television Relay Service (CARS).

The applicant waives any claim to the use of any particular frequency 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.

<p>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE OR IMPRISONMENT OR BOTH. See 18 U.S.C. § 1001.</p>	<p>I CERTIFY that the statements in this application are true, complete, and correct to the best of my knowledge and belief and are made in good faith.</p>
<p>Print Full Name Megan Delany</p>	<p>Print Title Vice President and Senior Counsel</p>
<p>Signature <i>Megan M. Delany</i></p>	<p>Date (mm/dd/yyyy) 5/7/2009</p>

APPLICATION FOR CABLE TELEVISION RELAY SERVICE STATION LICENSE

SCHEDULE B. Control and Ownership Information *(The information submitted in this schedule should enable the Commission to identify all entities which either directly or indirectly control the applicant.)*

SECTION I. Control and Ownership

1. The following information must be provided for the applicant; for each member or partner, if the applicant is an unincorporated association or partnership; and for each cable television owner or operator, if the applicant is a cooperative enterprise wholly owned by cable television owners or operators. Indicate the legal name; the entity (if the entity has no EIN use Social Security Number (SSN)), the type of entity (1 = Individual, 2 = Partnership, 3 = Corporation, 4 = Unincorporated Association, or 5 = Governmental Entity); the Internal Revenue Service Employer Identification Number (EIN) used by the entity (if the entity has no EIN, use the applicant's Social Security Number (SSN)). If the entity is a non-governmental corporation, indicate the state under whose laws the corporation is organized.

Legal Name (if person, last name first)	EIN or SSN	Entity Code	State
See Exhibit A			

2. Attach as **Exhibit B-1** the information requested of the applicant in item 1 for each entity which either directly or indirectly controls the applicant. Place this information in a detailed block diagram or family tree showing the direct or indirect control of the applicant, including percentage of control, including the final controlling entity or entities. The final controlling entity or entities should be specifically identified.

SECTION II. Assignment of License or Transfer of Control

Attach as **Exhibit B-2** a statement describing the proposed assignment of license or transfer of control. The assignment of license or transfer of control shall not be completed until authorized by the Commission. The Commission must be notified of consummation no later than 30 days after it occurs.

Licensee Information

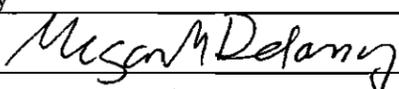
FRN See Exhibit A			
Legal Name (if person, last name first)		Business Name	
Mailing Address 12405 Powerscourt Drive	City St. Louis	State MO	Zip Code 63131
Telephone No. (303) 323-1423	E-mail Address CharterFCC@chartercom.com		
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE OR IMPRISONMENT OR BOTH. See 18 U.S.C. § 1001.			
Print Full Name Megan Delany		Print Title Vice President and Senior Counsel	
Signature 		Date (mm/dd/yyyy) 5/7/2009	

Exhibit A

<u>Applicant</u>	<u>Licensee</u>	<u>Call Sign</u>	<u>Location</u>	<u>State</u>	<u>FRN#</u>	<u>EIN#</u>
CC 10, LLC, Debtor-In-Possession	CC 10, LLC	WEF-80	Decatur Township	MI	0005100235	43-1933057
CC Michigan, Debtor-In-Possession	CC Michigan, LLC	WLY-782	Richfield	MI	0005099403	23-2687142
CC VIII Operating, LLC, Debtor-In-Possession	CC VIII Operating, LLC	KQQ-26	Near Winona	MN	0002753168	38-2558446
CC VIII Operating, LLC, Debtor-In-Possession	CC VIII Operating, LLC	KWU-541	Mackinaw City	MI	0002753168	38-2558446
CC VIII Operating, LLC, Debtor-In-Possession	CC VIII Operating, LLC	WHZ-938	Rice Lake	WI	0002753168	38-2558446
CC VIII Operating, LLC, Debtor-In-Possession	CC VIII Operating, LLC	WLY-669	Jim Falls	WI	0002753168	38-2558446
CC VIII Operating, LLC, Debtor-In-Possession	CC VIII Operating, LLC	WLY-689	Iron Mountain	MI	0002753168	38-2558446
Charter Cable Partners, LLC, Debtor-In-Possession	Charter Cable Partners, LLC	WGI-771	Near Spencer	WI	0004542585	75-2775562
Charter Cable Partners, LLC, Debtor-In-Possession	Charter Cable Partners, LLC	WGI-772	Wautoma	WI	0004542585	75-2775562
Charter Cable Partners, LLC, Debtor-In-Possession	Charter Cable Partners, LLC	WGI-798	Two Rivers	WI	0004542585	75-2775562
Charter Cable Partners, LLC, Debtor-In-Possession	Charter Cable Partners, LLC	WGI-799	Manitowoc	WI	0004542585	75-2775562
Charter Cable Partners, LLC, Debtor-In-Possession	Charter Cable Partners, LLC	WGI-974	Cleveland	WI	0004542585	75-2775562
Charter Cable Partners, LLC, Debtor-In-Possession	Charter Cable Partners, LLC	WGJ-444	Cleveland	WI	0003746468	75-2775562
Charter Cable Partners, LLC, Debtor-In-Possession	Charter Cable Partners, LLC	WHZ-918	Biramwood	WI	0004542585	75-2775562
Charter Cable Partners, LLC, Debtor-In-Possession	Charter Cable Partners, LLC	WLY-637	Lancaster	WI	0004542585	75-2775562
Charter Communications Properties LLC, Debtor-In-Possession	Charter Communications Properties LLC	WGV-505	Blue Ridge	CA	0005100573	43-1792671
Charter Communications Properties LLC, Debtor-In-Possession	Charter Communications Properties LLC	WHZ-510	Pixley	CA	0005100573	43-1792671
Charter Communications Properties LLC, Debtor-In-Possession	Charter Communications Properties LLC	WHZ-511	Porterville	CA	0005100573	43-1792671
Charter Communications Properties LLC, Debtor-In-Possession	Charter Communications Properties LLC	WHZ-662	Venice Hills	CA	0003746468	43-1792671
Charter Communications Properties LLC, Debtor-In-Possession	Charter Communications Properties LLC	WLY-397	Lewis Hill	CA	0005100573	43-1792671
Charter Communications VI, LLC, Debtor-In Possession	Charter Communications VI, LLC	WHZ-407	LEVELLAND	TX	0002526416	43-1854208
Charter Communications VI, LLC, Debtor-In Possession	Charter Communications VI, LLC	WLY-222	OAKDALE	LA	0018269993	43-1854208
Charter Communications VI, LLC, Debtor-In Possession	Charter Communications VI, LLC	WLY-646	LEVELLAND	TX	0002526416	43-1854208
Charter Communications VI, LLC, Debtor-In Possession	Charter Communications VI, LLC	WLY-779	Rockett	TX	0002526416	43-1854208
Falcon Cable Systems Company II, LP, Debtor-In-Possession	Falcon Cable Systems Company II, LP	KPW-66	Georgetown	CA	0001529916	95-4582801
Falcon Cable Systems Company II, LP, Debtor-In-Possession	Falcon Cable Systems Company II, LP	KQJ-96	Ward Peak	CA	0001529916	95-4582801
Falcon Cable Systems Company II, LP, Debtor-In-Possession	Falcon Cable Systems Company II, LP	WAM-603	Salinas	CA	0001529916	95-4582801
Falcon Cable Systems Company II, LP, Debtor-In-Possession	Falcon Cable Systems Company II, LP	WAM-609	Spring Hill	CA	0001529916	95-4582801
Falcon Cable Systems Company II, LP, Debtor-In-Possession	Falcon Cable Systems Company II, LP	WAP-961	Near Reno	NV	0001529916	95-4582801
Falcon Cable Systems Company II, LP, Debtor-In-Possession	Falcon Cable Systems Company II, LP	WBW-21	Soledad	CA	0001529916	95-4582801
Falcon Cable Systems Company II, LP, Debtor-In-Possession	Falcon Cable Systems Company II, LP	WGV-934	Bandon	OR	0001529916	95-4582801
Falcon Cable Systems Company II, LP, Debtor-In-Possession	Falcon Cable Systems Company II, LP	WGZ-317	Northstar	CA	0001529916	95-4582801
Falcon Cable Systems Company II, LP, Debtor-In-Possession	Falcon Cable Systems Company II, LP	WHZ-403	Silver Spring	NV	0001529916	95-4582801
Falcon Cable Systems Company II, LP, Debtor-In-Possession	Falcon Cable Systems Company II, LP	WHZ-578	Slide Mountain	NV	0001529916	95-4582801
Falcon Cable Systems Company II, LP, Debtor-In-Possession	Falcon Cable Systems Company II, LP	WHZ-632	Bear Mountain	OR	0001529916	95-4582801
Falcon Cable Systems Company II, LP, Debtor-In-Possession	Falcon Cable Systems Company II, LP	WHZ-645	Dallas	OR	0001529916	95-4582801
Falcon Cable Systems Company II, LP, Debtor-In-Possession	Falcon Cable Systems Company II, LP	WHZ-720	Adelanto	CA	0001529916	95-4582801
Falcon Cable Systems Company II, LP, Debtor-In-Possession	Falcon Cable Systems Company II, LP	WHZ-856	Oak Ridge- Cottage	OR	0001529916	95-4582801
Falcon Cable Systems Company II, LP, Debtor-In-Possession	Falcon Cable Systems Company II, LP	WHZ-899	North Edwards	CA	0001529916	95-4582801
Falcon Cable Systems Company II, LP, Debtor-In-Possession	Falcon Cable Systems Company II, LP	WLY-381	Reno	NV	0001529916	95-4582801
Falcon Cable Systems Company II, LP, Debtor-In-Possession	Falcon Cable Systems Company II, LP	WLY-695	Cottage Grove	OR	0001529916	95-4582801
Falcon Cable Systems Company II, LP, Debtor-In-Possession	Falcon Cable Systems Company II, LP	WSA-52	Gilroy	CA	0001529916	95-4582801
Falcon Cable Systems Company II, LP, Debtor-In-Possession	Falcon Cable Systems Company II, LP	WSJ-78	Soledad	CA	0001529916	95-4582801

Exhibit A

<u>Applicant</u>	<u>Licensee</u>	<u>Call Sign</u>	<u>Location</u>	<u>State</u>	<u>FRN#</u>	<u>EIN#</u>
Falcon Cablevision, A CA. Limited Partnership, Debtor-In-Possession	Falcon Cablevision, A CA. Limited	WHZ-637	Lake Arrowhead	CA	0001530872	95-3922847
Falcon Cablevision, A CA. Limited Partnership, Debtor-In-Possession	Falcon Cablevision, A CA. Limited	WHZ-764	Wrightwood	CA	0001530872	95-3922847
Falcon Community Ventures I, LP, Debtor-In-Possession	Falcon Community Ventures I, LP	WAY-753	Megler	WA	0001530856	95-4455185
Falcon Community Ventures I, LP, Debtor-In-Possession	Falcon Community Ventures I, LP	WHZ-908	Deer Lake Mtn.	WA	0001530856	95-4455185
Falcon Community Ventures I, LP, Debtor-In-Possession	Falcon Community Ventures I, LP	WLY-441	Wickiup	OR	0001530856	95-4455185
Falcon Community Ventures I, LP, Debtor-In-Possession	Falcon Community Ventures I, LP	WLY-446	Warrenton	OR	0001530856	95-4455185
Falcon Telecable, a CA. Limited Partnership, Debtor-In-Possession	Falcon Telecable, a CA. Limited Partnership	WAA-813	Mary's Peak	OR	0001530898	95-4087325
Falcon Telecable, a CA. Limited Partnership, Debtor-In-Possession	Falcon Telecable, a CA. Limited Partnership	WGV-576	Columbia	MO	0001530898	95-4087325
Falcon Video Communications, LP, Debtor-In-Possession	Falcon Video Communications, LP	KB60107	Kennewick	WA	0001531482	95-4375518
Falcon Video Communications, LP, Debtor-In-Possession	Falcon Video Communications, LP	WGJ-868	Elmer	WA	0001531482	95-4375518
Long Beach, LLC, Debtor-In-Possession	Long Beach, LLC	WLY-781	Long Beach	CA	0005100508	43-1831549
Rifkin Acquisition Partners, LLC, Debtor-In Possession	Rifkin Acquisition Partners, LLC	WGZ-305	Hohenwald	TN	0001605492	83-1317714

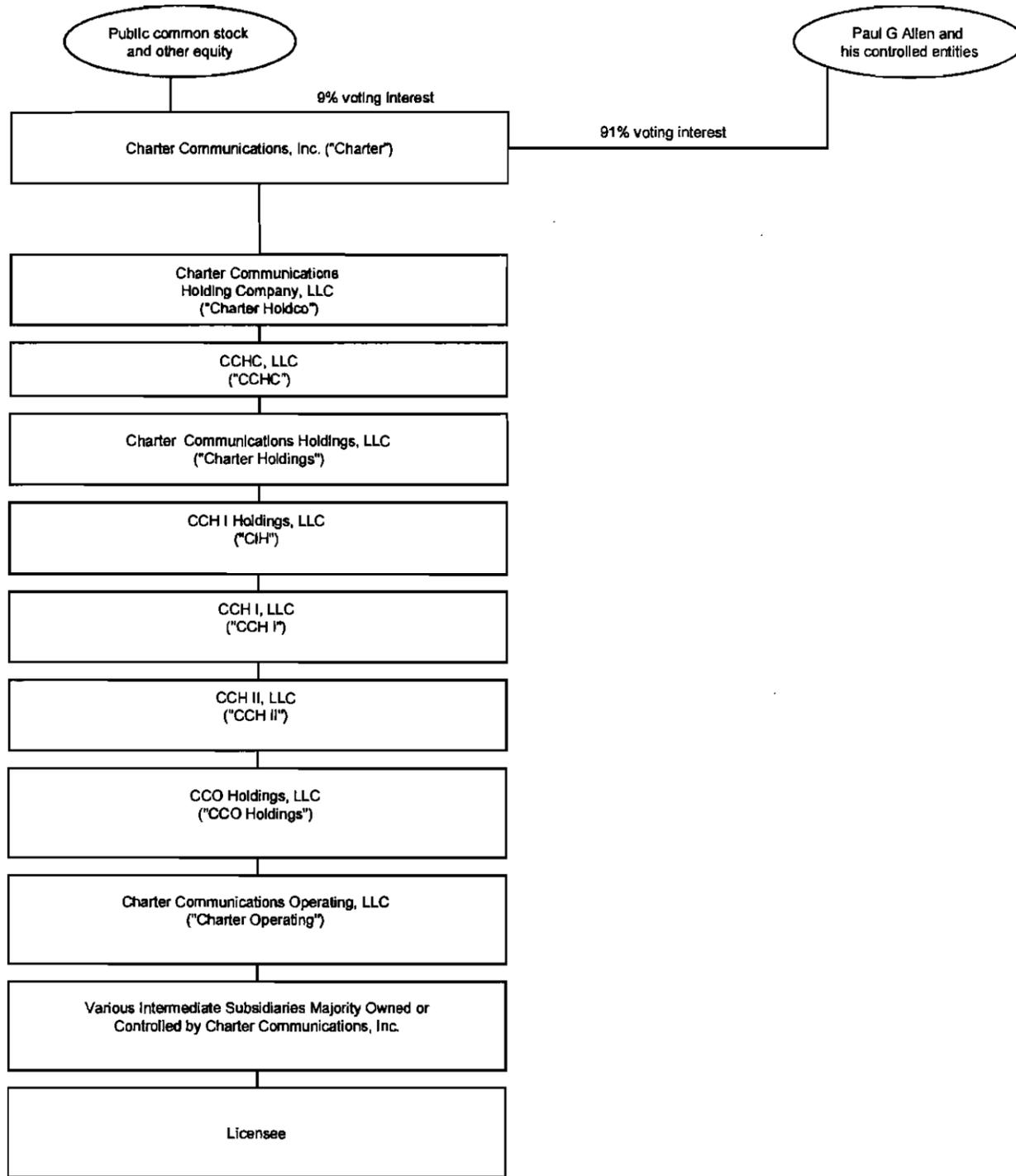
EXHIBIT A-3

Applicants are owners and operators of the cable television systems using the subject CARS facilities and therefore meet the eligibility requirements of Section 78.13 of the Commission's Rules.

Applicant certifies that its operation of the CARS facilities will be in conformity with Section 76.501 of the Commission's cross-ownership regulations.

EXHIBIT B-1 – Ownership Information

BEFORE



AFTER

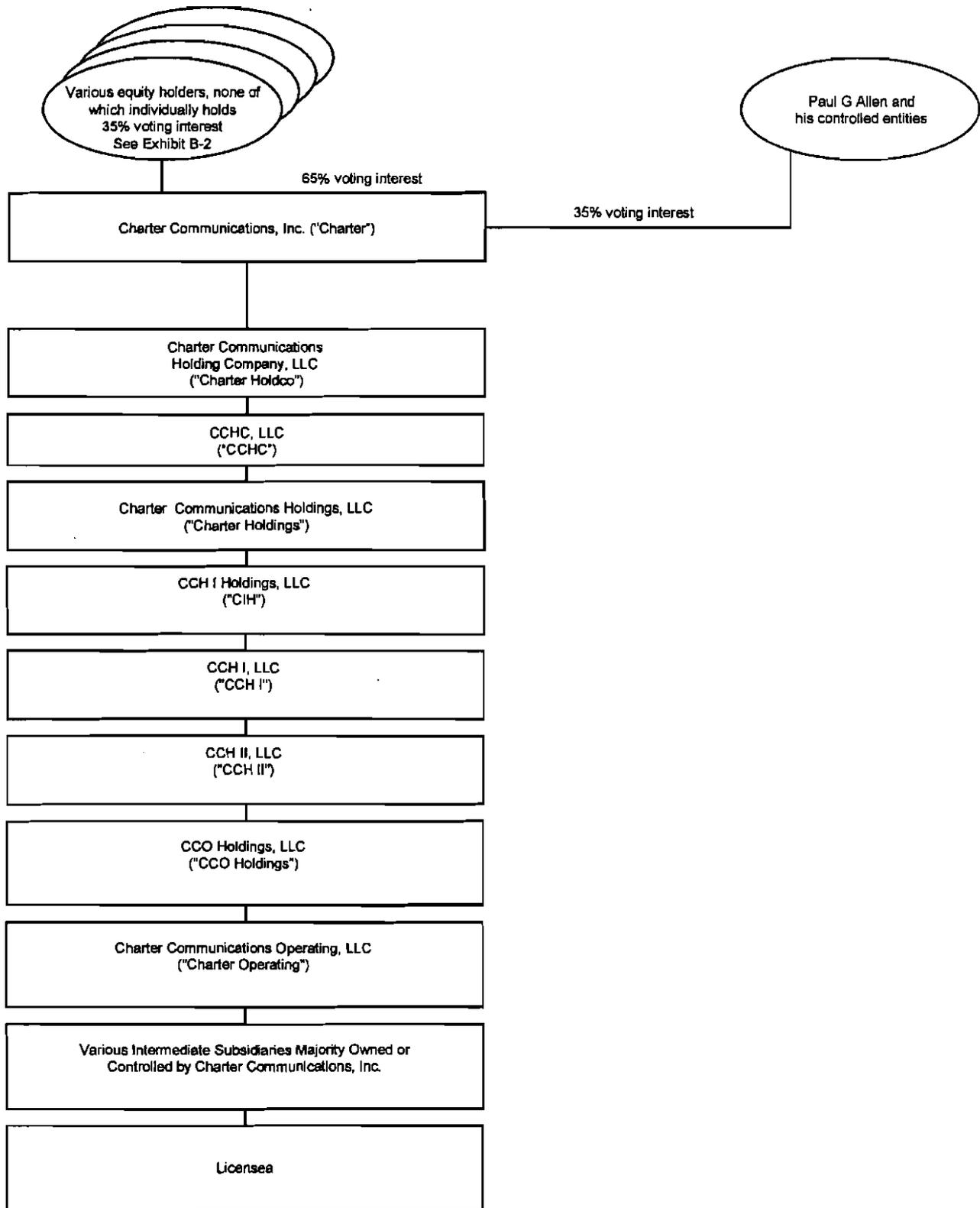


EXHIBIT B-2

Charter Communications, Inc. ("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). On April 10, 2009, Charter filed its application seeking the consent of the Federal Communications Commission ("Commission") to the March 27, 2009 pro forma assignments of the CARS station licenses held by the operating subsidiaries of Charter to those same subsidiaries operating as debtors-in-possession. That pro forma assignment application was granted on April 22, 2009. See Report No. 4139. The purpose of this application is to request Commission approval of the assignment of the CARS station licenses listed on Exhibit A hereto from the debtor-in-possession Licensees to these same post-Chapter 11 Charter operating subsidiaries identified as the Applicants on Exhibit A, to effectuate the Reorganization (as defined below).

Prior to the Bankruptcy Court filings, Charter entered into separate agreements (the "Restructuring Agreements") with the holders of certain of its subsidiaries' senior notes ("Noteholders"),¹ 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

¹ 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.

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 licenses held by Charter's wholly-owned subsidiaries will continue to be held by those same entities, as described in the before and after charts set forth in Exhibit B-1. 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.

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.² 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>.

² 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.

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 holds a sufficient percentage of FRI's issued and outstanding stock to possess voting control over FRI. 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
Stephen 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>.

14
This information is subject to change in the Chapter 11 and reorganization process.

As demonstrated herein, grant of this application will serve the public interest. Because Charter's licensee subsidiaries will continue to own and manage their assets during and following the Reorganization process, Charter's established managerial and technical qualifications are unaffected and its financial qualifications will be enhanced as a result of the Reorganization. In addition, grant of this application will assure the continuation of service to the communities and customers served by Charter's franchisee subsidiaries.