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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
)	
CHARTER COMMUNICATIONS, INC., <u>et al.</u>,	)	Case No. 09-_____
)	
Debtors.	)	Joint Administration Requested
)	

**DEBTORS' MOTION FOR ENTRY OF INTERIM
AND FINAL ORDERS ESTABLISHING NOTIFICATION AND
HEARING PROCEDURES FOR TRANSFERS OF COMMON STOCK**



The above-captioned debtors and debtors in possession (collectively, the “Debtors” or “Charter”)¹ hereby move the Court, pursuant to this motion (the “Motion”), for the entry of interim and final order, substantially in the forms attached hereto as **Exhibit A** and **Exhibit B**, establishing notification and hearing procedures that must be satisfied before certain transfers of common stock in Charter Communications, Inc. (“CCI”) or of any Beneficial Ownership

¹ The Debtors in these cases include: Ausable Cable TV, Inc.; Hometown TV, Inc.; Plattsburgh Cablevision, Inc.; Charter Communications Entertainment I, LLC; Falcon First Cable of New York, Inc.; Charter Communications, Inc.; Charter Communications Holding Company, LLC; CCHC, LLC; Charter Communications Holdings, LLC; CCH I Holdings, LLC; CCH I, LLC; CCH II, LLC; CCO Holdings, LLC; Charter Communications Operating, LLC; American Cable Entertainment Company, LLC; Athens Cablevision, Inc.; Cable Equities Colorado, LLC; Cable Equities of Colorado Management Corp.; CC 10, LLC; CC Fiberlink, LLC; CC Michigan, LLC; CC Systems, LLC; CC V Holdings, LLC; CC VI Fiberlink, LLC; CC VI Operating, LLC; CC VII Fiberlink, LLC; CC VIII Fiberlink, LLC; CC VIII Holdings, LLC; CC VIII Leasing of Wisconsin, LLC; CC VIII Operating, LLC; CC VIII, LLC; CCH I Capital Corp.; CCH I Holdings Capital Corp.; CCH II Capital Corp.; CCO Fiberlink, LLC; CCO Holdings Capital Corp.; CCO NR Holdings, LLC; CCO Purchasing, LLC; Charter Advertising of Saint Louis, LLC; Charter Cable Leasing of Wisconsin, LLC; Charter Cable Operating Company, L.L.C.; Charter Cable Partners, L.L.C.; Charter Communications Entertainment, LLC; Charter Communications Entertainment I, DST; Charter Communications Entertainment II, LLC; Charter Communications Holdings Capital Corporation; Charter Communications Operating Capital Corp.; Charter Communications Properties LLC; Charter Communications V, LLC; Charter Communications Ventures, LLC; Charter Communications VI, LLC; Charter Communications VII, LLC; Charter Communications, LLC; Charter Distribution, LLC; Charter Fiberlink – Alabama, LLC; Charter Fiberlink AR-CCVII, LLC; Charter Fiberlink AZ-CCVII, LLC; Charter Fiberlink CA-CCO, LLC; Charter Fiberlink CA-CCVII, LLC; Charter Fiberlink CC VIII, LLC; Charter Fiberlink CCO, LLC; Charter Fiberlink CT-CCO, LLC; Charter Fiberlink – Georgia, LLC; Charter Fiberlink ID-CCVII, LLC; Charter Fiberlink – Illinois, LLC; Charter Fiberlink IN-CCO, LLC; Charter Fiberlink KS-CCO, LLC; Charter Fiberlink LA-CCO, LLC; Charter Fiberlink MA-CCO, LLC; Charter Fiberlink – Michigan, LLC; Charter Fiberlink – Missouri, LLC; Charter Fiberlink MS-CCVI, LLC; Charter Fiberlink NC-CCO, LLC; Charter Fiberlink NC-CCVII, LLC; Charter Fiberlink – Nebraska, LLC; Charter Fiberlink NH-CCO, LLC; Charter Fiberlink NM-CCO, LLC; Charter Fiberlink NV-CCVII, LLC; Charter Fiberlink NY-CCO, LLC; Charter Fiberlink NY-CCVII, LLC; Charter Fiberlink OH-CCO, LLC; Charter Fiberlink OK-CCVII, LLC; Charter Fiberlink OR-CCVII, LLC; Charter Fiberlink SC-CCO, LLC; Charter Fiberlink SC-CCVII, LLC; Charter Fiberlink – Tennessee, LLC; Charter Fiberlink TX-CCO, LLC; Charter Fiberlink UT-CCVII, LLC; Charter Fiberlink VA-CCO, LLC; Charter Fiberlink VT-CCO, LLC; Charter Fiberlink WA-CCVII, LLC; Charter Fiberlink – Wisconsin, LLC; Charter Fiberlink WV-CCO, LLC; Charter Fiberlink, LLC; Charter Gateway, LLC; Charter Helicon, LLC; Charter Investment, Inc.; Charter RMG, LLC; Charter Stores FCN, LLC; Charter Video Electronics, Inc.; Dalton Cablevision, Inc.; Enstar Communications Corporation; Falcon Cable Communications, LLC; Falcon Cable Media, a California Limited Partnership; Falcon Cable Systems Company II, L.P.; Falcon Cablevision, a California Limited Partnership; Falcon Community Cable, L.P.; Falcon Community Ventures I, LP; Falcon First Cable of the Southeast, Inc.; Falcon First, Inc.; Falcon Telecable, a California Limited Partnership; Falcon Video Communications, L.P.; Helicon Partners I, L.P.; HPI Acquisition Co., L.L.C.; Interlink Communications Partners, LLC; Long Beach, LLC; Marcus Cable Associates, L.L.C.; Marcus Cable of Alabama, L.L.C.; Marcus Cable, Inc.; Midwest Cable Communications, Inc.; Peachtree Cable TV, L.P.; Peachtree Cable T.V., LLC; Renaissance Media LLC; Rifkin Acquisition Partners, LLC; Robin Media Group, Inc.; Scottsboro TV Cable, Inc.; Tennessee, LLC; The Helicon Group, L.P.; Tioga Cable Company, Inc.; and Vista Broadband Communications, LLC.

(defined below) thereof (the existing Class A and Class B common stock of CCI and any Beneficial Ownership thereof, including Options (defined below) to acquire such stock, collectively, the “Common Stock”) are deemed effective. In support of this Motion, the Debtors respectfully state as follows:

Jurisdiction

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).
2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The statutory bases for the relief requested herein are sections 105, 362, and 541 of the Bankruptcy Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”) and Rules 3002 and 9014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

Background²

4. Charter is one of the largest providers of broadband entertainment and communications services in the United States. Specifically, Charter is the fourth-largest cable operator in the country, with operations in 27 states and approximately 5.5 million residential and commercial customers. As of the date hereof (the “Petition Date”), Charter has approximately 16,500 employees, of which approximately 100 employees are represented by one collective bargaining agreement. Unlike many companies entering chapter 11, Charter comes before this Court at a time when its business is continuing to grow. Charter is operationally sound and by all accounts heading in the right direction as a functioning business. Charter

² A description of the Debtors’ business, the reasons for filing these Chapter 11 Cases and the relief sought from this Court to allow for a smooth transition into chapter 11 are set forth in the Declaration of Gregory L. Doody, Chief Restructuring Officer and Senior Counsel of Charter Communications, Inc., in Support of First Day Pleadings (the “First Day Declaration”) filed contemporaneously with this Motion.

generates significant positive cash flow before debt service and has achieved upward, favorable trends as an operating enterprise. Charter is before this Court primarily because of recent deteriorating capital market conditions and its significant debt load of approximately \$21.7 billion.

5. After lengthy negotiations, Charter reached agreement with the holders of approximately 73% (approximately \$2.9 billion in principal amount) of the CCH I, LLC ("CCH I") notes, holders of approximately 52% (approximately \$1.3 billion in principal amount) of the CCH II ("CCH II") notes (collectively, the "Crossover Committee"), and Paul G. Allen ("Mr. Allen") on the terms of a consensual, prearranged plan of reorganization (the "Plan"). Since reaching an agreement on the material terms of the Plan, the parties have engaged in extensive negotiations relating to the documentation of the Plan, the accompanying disclosure statement, and the exhibits thereto.

6. The Plan essentially provides for a balance sheet restructuring that will leave intact both Charter's operations and the senior portion of its capital structure. The Plan also provides that Charter's trade creditors will be paid in full. To that end, Charter has filed a motion with the Court seeking to pay its trade creditors in the ordinary course of business. Charter believes that such payment will allow it to continue its operations with minimal disruption and preserve its enterprise value for the benefit of the Debtors' estates, creditors, and all parties in interest. The secured prepetition lenders of Charter's operating subsidiary, whose cash collateral is being used to pay these trade creditors, support this relief.

7. The Plan will be funded with (a) cash on hand and cash generated from Charter's operations, (b) an exchange of CCH II notes (the "Notes Exchange"), (c) an additional debt commitment by certain holders of CCH II notes (the "New Debt Commitment"), and (d) the

proceeds of an equity rights offering (the “Rights Offering”) that certain members of the Crossover Committee have agreed to backstop. Charter expects to raise an aggregate amount of approximately \$1.2 billion through the Notes Exchange, \$267 million through the New Debt Commitment, and up to \$2 billion through the Rights Offering. Importantly, other than the Plan funding described above, Charter is not seeking to enter into debtor-in-possession financing. Charter intends to fund these chapter 11 cases (the “Chapter 11 Cases”) using cash on hand and significant positive cash flow from operations. As of March 27, 2009, Charter had approximately \$700 million in cash on hand and cash equivalents.

8. On the Petition Date, each of the Debtors filed a petition with the Court under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in the Chapter 11 Cases, and no committees have been appointed or designated. Concurrently with the filing of this Motion, the Debtors have requested procedural consolidation and joint administration of the Chapter 11 Cases.

The Debtors’ Net Operating Losses and Tax Credits

9. The Debtors have incurred, and are currently incurring, significant net operating losses (“NOLs”). As of December 31, 2008, the Debtors had NOL carryforwards of approximately \$8.7 billion. By this Motion, the Debtors seek authorization to protect and preserve their valuable tax attributes, including NOL carryforwards and certain other tax credits (“Tax Credits” and with the NOLs, the “Tax Attributes”) by establishing notification and hearing procedures regarding the trading of Common Stock during the pendency of this bankruptcy case that must be complied with before trades or transfers of such securities become effective. If no restrictions on trading are imposed by this Court, such trading could severely limit the Debtors’

ability to use their Tax Attributes (including their NOLs)—a valuable asset of the Debtors’ estates—which could lead to significant negative consequences for the Debtors, their estates, and the overall reorganization process.

10. The NOLs are of significant value to the Debtors and their estates because the Debtors can carry forward their NOLs to offset their future taxable income for up to 20 taxable years, thereby reducing their future aggregate tax obligations. See 26 U.S.C. § 172. Such NOLs may also be utilized by the Debtors to offset any taxable income generated by transactions completed during the chapter 11 cases at a combined federal and state tax rate of approximately 40%. Accordingly, the Debtors’ NOLs could result in a future tax savings of approximately \$3.4 billion.

11. Unrestricted trading of the Common Stock could adversely affect the Debtors’ NOLs if (a) too many 5% or greater blocks of Common Stock are created or (b) too many shares are added to or sold from such blocks such that, together with previous trading by 5% shareholders during the preceding three-year period, an ownership change (an “Ownership Change”) within the meaning of section 382 of the Internal Revenue Code of 1986 (as amended, the “IRC”) is triggered prior to emergence and outside the context of a confirmed chapter 11 plan (a “Pre-Effective Date Ownership Change”).

12. To preserve to the fullest extent possible the flexibility to craft a chapter 11 plan that maximizes the use of their NOLs, the Debtors seek limited relief that will enable them to closely monitor certain transfers of Common Stock so as to be in a position to act expeditiously to prevent such transfers, if necessary, with the purpose of preventing a Pre-Effective Date Ownership Change.

Relief Requested

13. The Debtors request that this Court grant relief immediately, thereby preserving the status quo in this regard, ordering that any purchase, sale, or other transfer of Common Stock in violation of the procedures set forth below (including the notification procedures set forth in paragraphs 27-36 hereof) shall be void ab initio (the “Order”). Importantly, the relief requested herein directly affects only holders of the equivalent of more than 20 million shares³ of Common Stock and parties who are interested in purchasing sufficient Common Stock to result in such party becoming a holder of the equivalent of at least 20 million shares of Common Stock.

I. Equity Trading

14. By establishing procedures for continuously monitoring the trading of Common Stock by persons or shareholders who could contribute to an Ownership Change, the Debtors can preserve their ability to seek substantive relief at the appropriate time, particularly if it appears that additional trading is reasonably likely to cause a Pre-Effective Date Ownership Change. Accordingly, the Debtors seek entry of an order establishing the following procedures (collectively, the “Procedures for Trading in Common Stock”):

- a. Any entity (as such term is defined in section 101(15) of the Bankruptcy Code, which includes a person or individual) who currently is or becomes a Substantial Shareholder (as such term is defined in paragraph (e) below) must file with the Court, and serve upon counsel to the Debtors, a declaration of such status, substantially in the form of **Exhibit 1** annexed to **Exhibit A** attached hereto, on or before the later of (i) twenty (20) days after the date of the Notice of Order (defined below) and (ii) ten (10) days after becoming a Substantial Shareholder.

³ Twenty million shares represents approximately 4.86% of the 411,787,894 shares of Common Stock outstanding as of December 31, 2008.

- b. Before effectuating any Pre-Effective Date transfer of Common Stock that would result in an increase in the amount of Common Stock of which a Substantial Shareholder has Beneficial Ownership or would result in an entity becoming a Substantial Shareholder, such Substantial Shareholder or entity, as applicable, must file with the Court, and serve upon counsel to the Debtors, an advance written declaration of the intended transfer of Common Stock in the form of **Exhibit 2** annexed to **Exhibit A** attached hereto (each, a “Declaration of Intent to Purchase, Acquire or Otherwise Accumulate Common Stock”).
- c. Before effectuating any Pre-Effective Date transfer of Common Stock that would result in a decrease in the amount of Common Stock of which a Substantial Shareholder has Beneficial Ownership or would result in a Substantial Shareholder ceasing to be a Substantial Shareholder, such Substantial Shareholder must file with the Court, and serve upon counsel to the Debtors, an advance written declaration of the intended transfer of Common Stock in the form of **Exhibit 3** annexed to **Exhibit A** attached hereto (each, a “Declaration of Intent to Sell, Trade, or Otherwise Transfer Common Stock” and with a Declaration of Intent to Purchase, Acquire or Accumulate Common Stock, each, a “Declaration of Proposed Transfer”).
- d. The Debtors shall have fifteen (15) calendar days after receipt of a Declaration of Proposed Transfer to file with the Court and serve on such Substantial Shareholder an objection to any proposed Pre-Effective Date transfer of Common Stock described in the Declaration of Proposed Transfer on the basis that such transfer is reasonably likely to result in a Pre-Effective Date Ownership Change. If the Debtors file such an objection, such transaction would not be effective unless and until such objection is withdrawn by the Debtors or until the end of the 10th day after the Court enters an order overruling such objection. If the Debtors do not object within such 15-day period, such transaction could proceed solely as set forth in the Declaration of Proposed Transfer. Further transactions within the scope of this paragraph must be the subject of additional notices in accordance with the procedures set forth herein, with an additional 15-day waiting period for each Declaration of Proposed Transfer. The Debtors shall review each Declaration of Proposed Transfer and decide whether to object to, or waive any objection to, any proposed transfer of Common Stock described therein in the order each such Declaration of Transfer is filed with the Court.
- e. For purposes of these procedures: (i) a “Substantial Shareholder” is any entity (including an individual) that has Beneficial Ownership of either at least 20 million shares of Class A Common Stock or 20 million shares of Class A and Class B Common Stock in the aggregate; (ii) “Beneficial Ownership” of Common Stock means, with respect to any holder, (A) ownership of Common Stock directly by such holder, (B) ownership of Common Stock by subsidiaries of such holder,

immediate family members of such holder and entities acting in concert with such holder to make a coordinated acquisition of Common Stock, and (C) Common Stock that such holder has an Option to acquire; and (iii) an “Option” to acquire Common Stock means any contingent purchase, warrant, convertible debt, put, Common Stock subject to risk of forfeiture, contract to acquire Common Stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.

B. The Debtors’ Right to Waive

15. With respect to the Procedures for Trading in Common Stock, the Debtors request that the Court permit the Debtors to waive, in their sole discretion, any and all restrictions, stays and notification procedures contained in this Motion or in any order entered with respect hereto.

Basis for Relief

A. The Significance of the Debtors’ Tax Attributes

16. As of the Petition Date, the Debtors had NOL carryforwards of approximately \$8.5 billion. These NOLs could translate into a potential future tax savings of approximately \$3.4 billion.

17. Sections 39(a), 59(e), 172(b) and 904(c) of the IRC permit corporations to carry forward Tax Attributes to offset future taxable income and tax liability, thereby significantly improving such corporations’ liquidity in the future. Thus, the Debtors’ Tax Attributes are a valuable asset of the Debtors’ estates whose availability will facilitate the Debtors’ successful reorganization and serve to improve creditor recoveries. The Debtors’ ability to use their Tax Attributes, however, could be limited severely under sections 382 and 383 of the IRC as a result of the trading and accumulation of Common Stock prior to the consummation of a chapter 11 plan if a Pre-Effective Date Ownership Change occurs. Given the significant benefit to the estates of preserving the Tax Attributes, cause exists to grant the relief requested.

II. The Provisions of Sections 382 and 383 of the IRC

18. Section 382 limits the amount of taxable income that can be offset by a corporation's NOLs in taxable years (or a portion thereof) following an Ownership Change.⁴ Generally, an Ownership Change occurs if the percentage (by value) of the stock of a corporation owned by one or more 5% shareholders has increased by more than 50 percentage points over the lowest percentage of stock owned by such shareholders at any time during the three-year testing period ending on the date of the Ownership Change.⁵ For example, an Ownership Change would occur in the following situation:

An individual (“U”) owns 50.1% of the stock of corporation XYZ. U sells her 50.1 % interest to another individual (“B”), who owns 5% of XYZ’s stock. Under section 382, an ownership change has occurred because B’s interest in XYZ has increased more than 50 percentage points (from 5% to 55.1%) during the testing period. The same result would follow even if B owned no XYZ stock prior to the transaction with U because B both becomes a 5% shareholder and increases his ownership by more than 50% percentage points during the testing period.

19. If an Ownership Change occurs, section 382 generally limits the amount of a corporation’s future income that may be offset by its “pre-change losses” to an annual amount equal to the value of the corporation prior to the Ownership Change multiplied by the long-term

⁴ Similarly, section 383 of the IRC limits the amount of tax liability that can be offset by Tax Credits following an Ownership Change.

⁵ In general, under section 382(g)(4)(A), all stockholders who individually hold less than 5% of the stock of a company are deemed to be a single 5% stockholder throughout the three-year testing period and transfers between such shareholders are disregarded for purposes of determining whether an ownership change has occurred. Thus, so long as 50% or more of the stock is owned by less than 5% stockholders throughout the three-year testing period, there will be no change of control under section 382. Accordingly, the Debtors only seek to impose the requested notice and hearing procedures on trading by stockholders who hold, or seek to acquire Common Stock that will cause them to hold 20 million shares of Common Stock.

tax exempt rate. See 26 U.S.C. § 382(b). “Pre-change losses” would include (a) NOLs and (b) any net unrealized built-in loss (as defined in section 382(h)(3)).

20. In addition, section 383 of the IRC limits the amount of tax liability that may be offset by “pre-change tax credits” to the liability attributable to the amount of income that could have been offset by pre-change losses but was not so offset. “Pre-change tax credits” would include Tax Credits.

21. The formulaic limitations under sections 382 and 383 of the IRC can severely restrict the ability to use “pre-change losses” and “pre-change tax credits” because the value of the stock of a distressed company may be quite low.

22. The problem facing the Debtors, which this Motion seeks to resolve, is that if prior to the effective date of a chapter 11 plan too many equity holders transfer their equity interests, such transfers may, individually or in the aggregate, trigger a Pre-Effective Date Ownership Change. The risk of losing the ability to use even a portion of their Tax Attributes as a result of an such Pre-Effective Date Ownership Change means that the Debtors need the ability to monitor, and possibly object to, changes in ownership of Common Stock that are reasonably likely to cause a Pre-Effective Date Ownership Change in order to preserve flexibility in operating their business during the pendency of the chapter 11 cases, in implementing their reorganization plan and, finally, in maximizing their ability to reduce future federal income taxes by offsetting their post-reorganization income with the NOLs.

III. The Requested Relief is Narrowly Tailored

23. The requested relief does not bar all trading of Common Stock. Moreover, the requested relief does not prohibit the trading in the Debtors’ claims. At this early juncture, the Debtors seek to establish procedures only to monitor those types of stock trading that would pose

a serious risk under the section 382 Ownership Change test to preserve the Debtors' ability to seek substantive relief if it appears that a proposed trade is reasonably likely to cause a Pre-Effective Date Ownership Change. The procedures requested by the Debtors in this Motion would permit most stock and all claims trading to continue, subject to applicable law.

IV. The Requested Relief Is Necessary to Avoid Irreparable Harm to the Debtors

24. Once a Tax Attribute is limited under section 382, its use is limited forever, and once an equity interest is transferred, it cannot be undone. The relief sought herein is necessary to avoid an irrevocable limitation of the Tax Attributes and the irreparable harm that could be caused by unrestricted trading in Common Stock and the Debtors' resulting inability to offset taxable income with their Tax Attributes in the event of a Pre-Effective Date Ownership Change.

25. Absent granting the relief requested herein on an immediate basis, the Debtors could be irreparably harmed by the mere filing of this Motion. If the Debtors filed this Motion in accordance with the usual notice procedures set forth in the Bankruptcy Rules, the Debtors believe a flurry of trading in Common Stock could follow. Parties holding Common Stock could rush to transfer such Common Stock before the restrictions on such trading are imposed by this Court. Such trading would put the Tax Attributes in jeopardy and would be counterproductive to the Debtors' objectives in seeking this relief. Accordingly, the Debtors request that the procedures described herein be approved.

V. Provisions of the Proposed Order

26. No later than two (2) business days following entry of the Order, the Debtors shall serve by first class mail, postage prepaid a notice in substantially the form of **Exhibit 4** annexed to **Exhibit A** attached hereto (the "**Notice of Order**") to (a) holders of the equivalent of more than 5 million shares of Common Stock; (b) the entities listed on the Consolidated List of

Creditors Holding the 80 Largest Unsecured Claims filed pursuant to Bankruptcy Rule 1007(d), (c) the transfer agents for any Common Stock, (d) the Securities and Exchange Commission, (e) the Internal Revenue Service, and (f) those parties who have requested service of papers pursuant to Bankruptcy Rule 2002.

27. All transfer agents for any Common Stock shall be required to serve the Notice of Order on all holders of (a) shares of Common Stock in excess of 5 million shares of Class A Common Stock or 5 million shares of Class A and Class B Common Stock combined, registered with such transfer agent no later than five (5) business days after being served with the Notice of Order; provided, however, that if any transfer agent provides the Debtors' undersigned counsel with the names and addresses of all holders of such shares of Common Stock registered with such transfer agent no later than three (3) business days after being served with the Notice of Order, the Debtors' undersigned counsel shall be required to serve the Notice of Order on such holders.

28. All registered holders described in Paragraph 27 hereof shall be required to serve the Notice of Order on any holder for whose account such registered holder holds Common Stock in excess of 5 million shares of Common Stock and so on down the chain of ownership for all such holders of Common Stock in excess of 5 million shares.

29. Until a Notice of Final Order (defined below) is served, any entity or broker or agent acting on such entity's behalf who sells in excess of 5 million shares of Common Stock to another entity shall be required to serve a copy of the Notice of Order on such purchaser of such Common Stock or any broker or agent acting on such purchaser's behalf.

30. Additionally, the Debtors will publish the Notice of Order (modified for publication) in *The Wall Street Journal*, and will submit the Notice of Order (modified for publication) to Bloomberg Professional Service for potential publication by Bloomberg.

31. The Order shall be conditional, on the terms set forth therein. This will allow parties in interest to file an objection pursuant to the procedures set forth in the Order and seek to be heard with respect to the Motion, if necessary. If no objections are timely filed (or if any such timely filed objections are withdrawn before a hearing), the Order shall become final (the "Final Order"). If the Order becomes final, the Debtors shall serve a Notice of Order modified to reflect that the Order has become final (the "Notice of Final Order") to the same entities that received the Notice of Order, as set forth in Paragraph 26 above.

32. All transfer agents for any Common Stock shall be required to serve the Notice of Final Order on all holders of such Common Stock registered with such transfer agent no later than five (5) business days after being served with the Notice of Final Order; provided, however, that if any transfer agent provides the Debtors' undersigned counsel with the names and addresses of all holders of such Common Stock registered with such transfer agent no later than three (3) business days after being served with the Notice of Final Order, the Debtors shall be required to serve the Notice of Final Order on such holders.

33. All registered holders described in Paragraph 32 hereof shall be required to serve the Notice of Final Order on any holder for whose account such registered holder holds Common Stock in excess of 5 million shares of Common Stock and so on down the chain of ownership for all such holders of Common Stock in excess of 5 million shares.

34. At least on the first business day of each calendar quarter after the date of the entry of the Order during these chapter 11 cases, all transfer agents for any Common Stock shall

be required to serve the Notice of Order until the Notice of Final Order has been served, and then the Notice of Final Order, on all holders of shares of Common Stock in excess of 5 million shares of Common Stock registered with such transfer agent; provided, however, that if any transfer agent provides the Debtors' undersigned counsel with the names and addresses of all holders of such shares of Common Stock registered with such transfer agent no later than five (5) business days prior to the expiration of an applicable calendar quarter, the Debtors shall be required to serve the Notice of Final Order on such holders.

35. All registered holders described in Paragraph 34 hereof shall be required to serve the Notice of Final Order on any holder for whose account such registered holder holds such Common Stock in excess of 5 million shares of Common Stock and so on down the chain of ownership for all such holders of Common Stock in excess of 5 million shares.

36. Additionally, any entity or broker or agent acting on such entity's behalf who sells in excess of 5 million shares of Common Stock to another entity would be required to serve a copy of the Notice of Final Order on such purchaser of such Common Stock or any broker or agent acting on such purchaser's behalf.

37. The foregoing notice procedures satisfy due process and the strictures of Bankruptcy Rule 9014 by providing the relevant counterparties with a notice and an opportunity to object and attend a hearing. See, e.g., In re Colorado Mountain Cellars, Inc., 226 B.R. 244, 246 (D. Colo. 1998) (noting that a hearing is not required to satisfy Bankruptcy Rule 9014). Further, the proposed notice procedures protect the due process rights of the parties in interest without unnecessarily exposing the Debtors' estates to unwanted administrative expenses.

VI. NOLs Are Property of the Debtor's Estate and Are Entitled to Protection Under the Automatic Stay

38. Courts have uniformly held that a debtor's NOLs constitute property of the estate under section 541 of the Bankruptcy Code and, as such, courts have the authority to implement certain protective measures to preserve the NOLs. The seminal case articulating this rule is In re Prudential Lines, Inc., 107 B.R. 832 (Bankr. S.D.N.Y. 1989), aff'd, 119 B.R. 430 (S.D.N.Y. 1990), aff'd, 928 F.2d 565 (2d Cir. 1991), cert. denied 502 U.S. 821 (1991). In Prudential Lines, the Bankruptcy Court for the Southern District of New York enjoined a parent corporation from taking a worthless stock deduction with respect to its wholly-owned debtor subsidiary on the grounds that allowing the parent to do so would destroy its debtor-subsidiary's NOLs. In issuing the injunction, the court held that the "debtor's potential ability to utilize NOLs is property of an estate," and that "the taking of a worthless stock deduction is an exercise of control over a debtor's NOLs," and thus was properly subject to the automatic stay provisions of section 362 of the Bankruptcy Code. 107 B.R. at 839-42; see also In re White Metal Rolling & Stamping Corp., 222 B.R. 417, 424 (Bankr. S.D.N.Y. 1998) ("It is beyond peradventure that NOL carrybacks and carryovers are property of the estate of the loss corporation that generated them"); In re Southeast Banking Corp., Case No. 91-14561-BKC (Bankr. S.D. Fla. July 21, 1994) (debtor's interest in their NOLs "constitutes property of the estate within the scope of 11 U.S.C. Section 541(a)(i) and is entitled to the protection of the automatic stay"); In re Phar-Mor, Inc., 152 B.R. 924, 927 (Bankr. N.D. Ohio 1993) ("the sale of stock is prohibited by § 362(a)(3) as an exercise of control over the NOL, which is property of the estate"); In re Grossman's, Inc., Case No. 97-695 (Bankr. D. Del. Oct. 9, 1997) (debtors' NOL carryforwards are property of debtors' estates protected by the automatic stay provisions of the Bankruptcy Code). Because the Debtors' NOLs are property of their estates, this Court has the

authority under section 362 to enforce the automatic stay by restricting the transfer of Common Stock that is reasonably likely to cause a Pre-Effective Date Ownership Change (which would adversely affect the use of this valuable asset).

VII. Bankruptcy Courts Routinely Grant the Relief Requested in the Motion

39. Courts in this jurisdiction and others have routinely granted first-day relief to Debtors by restricting or enjoining transfers of common stock or claims to protect against the possible loss of its NOL carryforwards. See, e.g., In re DJK Residential LLC, No. 08-10375 (Bankr. S.D.N.Y. Feb. 26, 2008) (approving notification procedures and restricting certain transfers of equity interests); In re Calpine Corp., No. 05-60200 (Bankr. S.D.N.Y. Dec. 21, 2005) (same); In re Delta Air Lines, Inc., Case No. 05-17923 (Bankr. S.D.N.Y. Sept. 16, 2005) (same); In re Northwest Airlines Corp., Case No. 05-17930 (Bankr. S.D.N.Y. Sept. 15, 2005) (same); see also In re Dura Auto. Sys., Inc., No. 06-11202 (Bankr. D. Del. Nov. 20, 2006) (same); In re the Boyds Collection, Ltd., Case. No. 05-43793 (Bankr. E.D. Md. Nov. 1, 2005) (same); In re J.L. French Auto. Castings, Inc., Case No. 06-10119 (Bankr. D. Del. March 3, 2006) (same).

40. Courts granting such relief generally have done so by imposing notice and hearing requirements on any proposed transfer of stock to or by an entity whose holdings of such stock exceeds, or would exceed as a result of the proposed transfer, a certain threshold amount. To accomplish this, the court and the debtor are given notice of any proposed transfers of stock by entities whose aggregate stock holdings exceed a certain dollar or share threshold, giving the debtor an opportunity to object to such transfer at a hearing. The order in First Merchants Acceptance was typical in this regard. See (No. 97-01500) (Bankr. D. Del. 1998). In that case, the court entered an order imposing on any entity intending to (a) acquire, accumulate, or sell more than a prescribed number of shares of the debtor, or to add additional shares to such a

block, or (b) acquire or sell any subordinated reset notes or unsecured claims against the debtors, a duty to provide notice to the court and to the debtor's counsel, after which the debtor was afforded 30 days to object to such transaction with a hearing to be held so that the court could decide whether to allow any such transfer to be consummated. See e.g., In re Dura Auto. Sys., Inc., No. 06-11202 (Bankr. D. Del. Nov. 20, 2006) (stock trading restrictions applied to persons who were, or would become as a result of the proposed transfer, a 4.5% stockholder); In re Calpine Corp., No. 05-60200 (Bankr. S.D.N.Y. Dec. 21, 2005) (same); In re the Boyds Collection, Ltd., Case. No. 05-43793 (Bankr. E.D. Md. Nov. 1, 2005) (claims trading restrictions applied to claimholders expected to fall outside a *de minimis* amount). Although the relief that the Debtors request in this Motion is similar to that granted in First Merchants Acceptance, it excludes transfers by claimholders from the scope of the notice and hearing procedures, thus making the requested relief significantly less burdensome than the relief granted in First Merchants Acceptance.

41. The Debtors' Tax Attributes are valuable assets of their estates that will inure to the benefit of their stakeholders and facilitate the Debtors' reorganization. Unrestricted trading in the Common Stock with no advance warning of such trades jeopardizes these assets and impairs their value for the Debtors' stakeholders at large. The requested relief imposes a minimal burden to achieve a substantial benefit for the Debtors and their creditors and other interested parties. Accordingly, this Court should grant the requested relief and establish a notice and hearing procedure governing the trading of Common Stock.

Motion Practice

42. This Motion includes citations to the applicable rules and statutory authorities upon which the relief requested herein is predicated, and a discussion of their application to this

Motion. Accordingly, the Debtors submit that this Motion satisfies Rule 9013-1(a) of the Local Rules for the Southern District of New York.

Notice

43. The Debtors have provided notice of this Motion to: (a) the Office of the United States Trustee for the Southern District of New York; (b) the entities listed on the Consolidated List of Creditors Holding the 80 Largest Unsecured Claims filed pursuant to Bankruptcy Rule 1007(d); (c) counsel to the agent under the Debtors' prepetition first lien credit facility; (d) counsel to the agent under the Debtors' prepetition second lien credit facility; (e) the counterparties to those certain interest rate swap agreements with CCO; (f) counsel to the unofficial committee of unaffiliated holders of those certain CCH I and CCH II notes issuances; (g) counsel to the unofficial committee of unaffiliated holders of those certain CCH II note issuances; (h) the indenture trustees for those indentures to which a Debtor is a party; (i) counsel to Vulcan Inc.; (j) the Internal Revenue Service; (k) the Securities and Exchange Commission; (l) the Federal Communications Commission; (m) the Office of the Attorney General in all of the states in which the Debtors operate; (n) any applicable state public utilities commissions required to receive notice under the Bankruptcy Rules or Local Rules, and (o) holders of the equivalent of more than 5 million shares of Common Stock. In light of the nature of the relief requested, the Debtors respectfully submit that no further notice is necessary.

No Prior Request

44. No prior request for the relief sought herein has been made to this or any other court.

WHEREFORE, the Debtors respectfully request entry of interim and final orders, substantially in the form attached hereto as **Exhibit A** and **Exhibit B**, (a) authorizing the implementation of notification and hearing procedures governing the transfer of Common Stock, (b) ordering that any purchase, sale, or other transfer of Common Stock in violation of the procedures set forth in this Motion shall be void ab initio as an act in violation of, among other things, the automatic stay and (c) granting such other and further relief as is just and proper.

New York, New York
Dated: March 27, 2009

/s/ Paul M. Basta
Richard M. Cieri
Paul M. Basta
Stephen E. Hessler
KIRKLAND & ELLIS LLP
Citigroup Center
153 East 53rd Street
New York, New York 10022-4611
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- and -

Ray C. Schrock
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Facsimile: (312) 861-2200

Proposed Counsel to the Debtors
and Debtors in Possession Other Than Charter
Investment, Inc.

EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	Chapter 11
)	
CHARTER COMMUNICATIONS, INC., <u>et al.</u>,	)	Case No. 09-_____
)	
Debtors.	)	Joint Administration Requested
)	

**INTERIM ORDER ESTABLISHING NOTIFICATION AND
HEARING PROCEDURES FOR TRANSFERS OF COMMON STOCK**

Upon the motion (the “Motion”)¹ of the above-captioned debtors and debtors in possession (collectively, the “Debtors”)² for the entry of an order (the “Order”) pursuant to

¹ Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.

² The Debtors in these cases include: Ausable Cable TV, Inc.; Hometown TV, Inc.; Plattsburgh Cablevision, Inc.; Charter Communications Entertainment I, LLC; Falcon First Cable of New York, Inc.; Charter Communications, Inc.; Charter Communications Holding Company, LLC; CCHC, LLC; Charter Communications Holdings, LLC; CCH I Holdings, LLC; CCH I, LLC; CCH II, LLC; CCO Holdings, LLC; Charter Communications Operating, LLC; American Cable Entertainment Company, LLC; Athens Cablevision, Inc.; Cable Equities Colorado, LLC; Cable Equities of Colorado Management Corp.; CC 10, LLC; CC Fiberlink, LLC; CC Michigan, LLC; CC Systems, LLC; CC V Holdings, LLC; CC VI Fiberlink, LLC; CC VI Operating, LLC; CC VII Fiberlink, LLC; CC VIII Fiberlink, LLC; CC VIII Holdings, LLC; CC VIII Leasing of Wisconsin, LLC; CC VIII Operating, LLC; CC VIII, LLC; CCH I Capital Corp.; CCH I Holdings Capital Corp.; CCH II Capital Corp.; CCO Fiberlink, LLC; CCO Holdings Capital Corp.; CCO NR Holdings, LLC; CCO Purchasing, LLC; Charter Advertising of Saint Louis, LLC; Charter Cable Leasing of Wisconsin, LLC; Charter Cable Operating Company, L.L.C.; Charter Cable Partners, L.L.C.; Charter Communications Entertainment, LLC; Charter Communications Entertainment I, DST; Charter Communications Entertainment II, LLC; Charter Communications Holdings Capital Corporation; Charter Communications Operating Capital Corp.; Charter Communications Properties LLC; Charter Communications V, LLC; Charter Communications Ventures, LLC; Charter Communications VI, LLC; Charter Communications VII, LLC; Charter Communications, LLC; Charter Distribution, LLC; Charter Fiberlink – Alabama, LLC; Charter Fiberlink AR-CCVII, LLC; Charter Fiberlink AZ-CCVII, LLC; Charter Fiberlink CA-CCO, LLC; Charter Fiberlink CA-CCVII, LLC; Charter Fiberlink CC VIII, LLC; Charter Fiberlink CCO, LLC; Charter Fiberlink CT-CCO, LLC; Charter Fiberlink – Georgia, LLC; Charter Fiberlink ID-CCVII, LLC; Charter Fiberlink – Illinois, LLC; Charter Fiberlink IN-CCO, LLC; Charter Fiberlink KS-CCO, LLC; Charter Fiberlink LA-CCO, LLC; Charter Fiberlink MA-CCO, LLC; Charter Fiberlink – Michigan, LLC; Charter Fiberlink – Missouri, LLC; Charter Fiberlink MS-CCVI, LLC; Charter Fiberlink NC-CCO, LLC; Charter Fiberlink NC-CCVII, LLC; Charter Fiberlink – Nebraska, LLC; Charter Fiberlink NH-CCO, LLC; Charter Fiberlink NM-CCO, LLC; Charter Fiberlink NV-CCVII, LLC; Charter Fiberlink NY-CCO, LLC; Charter Fiberlink NY-CCVII, LLC; Charter Fiberlink OH-CCO, LLC; Charter Fiberlink OK-CCVII, LLC; Charter Fiberlink OR-CCVII, LLC; Charter Fiberlink SC-CCO, LLC; Charter Fiberlink SC-CCVII, LLC; Charter Fiberlink – Tennessee, LLC; Charter Fiberlink TX-CCO, LLC; Charter Fiberlink UT-CCVII, LLC; Charter Fiberlink VA-CCO, LLC; Charter Fiberlink VT-CCO, LLC; Charter Fiberlink WA-CCVII, LLC; Charter Fiberlink – Wisconsin, LLC; Charter Fiberlink WV-CCO,

sections 105, 362, and 541 of the Bankruptcy Code establishing notification and hearing procedures that must be satisfied before certain transfers of existing common stock of Charter Communications, Inc. (“CCI”) or of any beneficial interest therein are deemed effective and for related relief and upon the First Day Declaration; it appearing that the relief requested is in the best interests of the Debtors’ estates, their creditors and other parties in interest; the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); venue being proper before this court pursuant to 28 U.S.C. §§ 1408 and 1409; notice of the Motion having been adequate and appropriate under the circumstances; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED:

1. The Motion is granted as set forth herein on an interim basis.
2. Any purchase, sale, or other transfer of common stock in CCI or of any Beneficial Ownership thereof (the existing Class A and Class B common stock of CCI and any Beneficial Ownership thereof, including Options to acquire such stock, collectively, the “Common Stock”) before the effective date of a confirmed chapter 11 plan of reorganization

LLC; Charter Fiberlink, LLC; Charter Gateway, LLC; Charter Helicon, LLC; Charter Investment, Inc.; Charter RMG, LLC; Charter Stores FCN, LLC; Charter Video Electronics, Inc.; Dalton Cablevision, Inc.; Enstar Communications Corporation; Falcon Cable Communications, LLC; Falcon Cable Media, a California Limited Partnership; Falcon Cable Systems Company II, L.P.; Falcon Cablevision, a California Limited Partnership; Falcon Community Cable, L.P.; Falcon Community Ventures I, LP; Falcon First Cable of the Southeast, Inc.; Falcon First, Inc.; Falcon Telecable, a California Limited Partnership; Falcon Video Communications, L.P.; Helicon Partners I, L.P.; HPI Acquisition Co., L.L.C.; Interlink Communications Partners, LLC; Long Beach, LLC; Marcus Cable Associates, L.L.C.; Marcus Cable of Alabama, L.L.C.; Marcus Cable, Inc.; Midwest Cable Communications, Inc.; Peachtree Cable TV, L.P.; Peachtree Cable T.V., LLC; Renaissance Media LLC; Rifkin Acquisition Partners, LLC; Robin Media Group, Inc.; Scottsboro TV Cable, Inc.; Tennessee, LLC; The Helicon Group, L.P.; Tioga Cable Company, Inc.; and Vista Broadband Communications, LLC.

(the “Pre-Effective Date”) in violation of the procedures set forth herein (including the notice requirements set forth below) shall be null and void ab initio.

3. The following procedures for monitoring the trading of Common Stock (collectively, the “Procedures for Trading in Common Stock”) are hereby approved:

- a. Any entity (as such term is defined in section 101(15) of the Bankruptcy Code, which includes a person or individual) who currently is or becomes a Substantial Shareholder (as such term is defined in paragraph (e) below) must file with the Court, and serve upon counsel to the Debtors, a declaration of such status, substantially in the form of **Exhibit 1** attached hereto, on or before the later of (i) twenty (20) days after the date of the Notice of Order (defined below) and (ii) ten (10) days after becoming a Substantial Shareholder.
- b. Before effectuating any Pre-Effective Date transfer of Common Stock that would result in an increase in the amount of Common Stock of which a Substantial Shareholder has Beneficial Ownership or would result in an entity becoming a Substantial Shareholder, such Substantial Shareholder or entity, as applicable, must file with the Court, and serve upon counsel to the Debtors, an advance written declaration of the intended transfer of Common Stock in the form of **Exhibit 2** attached hereto (each, a “Declaration of Intent to Purchase, Acquire or Otherwise Accumulate Common Stock”).
- c. Before effectuating any Pre-Effective Date transfer of Common Stock that would result in a decrease in the amount of Common Stock of which a Substantial Shareholder has Beneficial Ownership or would result in a Substantial Shareholder ceasing to be a Substantial Shareholder, such Substantial Shareholder must file with the Court, and serve upon counsel to the Debtors, an advance written declaration of the intended transfer of Common Stock in the form of **Exhibit 3** attached hereto (each, a “Declaration of Intent to Sell, Trade, or Otherwise Transfer Common Stock” and with a Declaration of Intent to Purchase, Acquire or Accumulate Common Stock, each, a “Declaration of Proposed Transfer”).
- d. The Debtors shall have fifteen (15) calendar days after receipt of a Declaration of Proposed Transfer to file with the Court and serve on such Substantial Shareholder an objection to any proposed Pre-Effective Date transfer of Common Stock described in the Declaration of Proposed Transfer on the basis that such transfer is reasonably likely to result in a Pre-Effective Date Ownership Change. If the Debtors file such an objection, such transaction would not be effective unless and until such objection is withdrawn by the Debtors or until the end of the 10th day after the Court enters an order overruling such objection. If the Debtors do not

object within such 15-day period, such transaction could proceed solely as set forth in the Declaration of Proposed Transfer. Further transactions within the scope of this paragraph must be the subject of additional notices in accordance with the procedures set forth herein, with an additional 15-day waiting period for each Declaration of Proposed Transfer. The Debtors shall review each Declaration of Proposed Transfer and decide whether to object to, or waive any objection to, any proposed transfer of Common Stock described therein in the order each such Declaration of Transfer is filed with the Court.

- e. For purposes of these procedures: (i) a “Substantial Shareholder” is any entity that has Beneficial Ownership of either at least 20 million shares of Class A Common Stock or 20 million shares of Class A and Class B Common Stock in the aggregate; (ii) “Beneficial Ownership” of Common Stock means, with respect to any holder, (A) ownership of Common Stock directly by such holder, (B) ownership of Common Stock by subsidiaries of such holder, immediate family members of such holder and entities acting in concert with such holder to make a coordinated acquisition of Common Stock, and (C) Common Stock that such holder has an Option to acquire; and (iii) an “Option” to acquire Common Stock means any contingent purchase, warrant, convertible debt, put, Common Stock subject to risk of forfeiture, contract to acquire Common Stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.

4. The Debtors may waive in writing, in their sole discretion, any and all restrictions, stays and notification procedures contained in this Order.

5. The Debtors shall serve by first class mail, postage prepaid, a notice of the entry of this Order substantially in the form of **Exhibit 4** attached hereto (the “Notice of Order”) to (a) holders of the equivalent of more than 5 million shares of Common Stock; (b) the entities listed on the Consolidated List of Creditors Holding the 80 Largest Claims filed pursuant to Bankruptcy Rule 1007(d), (c) the transfer agents for any Common Stock, (d) the Securities and Exchange Commission, (e) the Internal Revenue Service, and (f) those parties who have requested service of papers pursuant to Bankruptcy Rule 2002.

6. All transfer agents for any Common Stock shall be required to serve the Notice of Order on all holders of at least 5 million shares of Class A Common Stock or 5 million

shares of Class A and Class B Common Stock combined, registered with such transfer agent no later than five (5) business days after being served with the Notice of Order; provided, however, that if any transfer agent provides the Debtors' undersigned counsel with the names and addresses of all holders of such shares of Common Stock registered with such transfer agent no later than three (3) business days after being served with the Notice of Order, the Debtors' undersigned counsel shall be required to serve the Notice of Order on such holders.

7. All registered holders described in Paragraph 6 of this Order shall serve the Notice of Order on any holder for whose account such registered holder holds such Common Stock in excess of 5 million shares of Common Stock and so on down the chain of ownership for all such holders of Common Stock in excess of such amounts.

8. Until this Order becomes final as set forth herein, any entity or broker or agent acting on such entity's behalf who sells in excess of 5 million shares of Common Stock to another entity shall serve a copy of the Notice of Order on such purchaser of such Common Stock or any broker or agent acting on such purchaser's behalf.

9. As soon as practicable after entry of this Order, the Debtors shall publish a copy of the Notice of Order (modified for publication) in *The Wall Street Journal* and submit a copy of the Notice of Order (modified for publication) to Bloomberg Professional Service for potential publication by Bloomberg.

10. The entry of this Order is conditional on the terms set forth herein. Any party in interest may object to the entry of this Order within ten days after the date of entry of this Order (each, an "Objection"). If any such Objection is timely filed and not withdrawn before such hearing, the Objection shall be heard at the next regularly-scheduled omnibus hearing date (the "Hearing"). At the Hearing, the Court may vacate this Order, modify it, or make it final. If

no timely Objection is filed (or is filed and subsequently withdrawn), the Court shall enter a final order with respect to the Motion at the Hearing. This Order shall remain in effect until further order of the Court. The modification or vacation of this Order shall not impair any action taken pursuant to it prior to its modification or vacation.

11. If this Order becomes final, the Debtors shall serve the Notice of Order (modified as appropriate, the “Notice of Final Order”) to (a) holders of the equivalent of more than 5 million shares of Common Stock; (b) the entities listed on the Consolidated List of Creditors Holding the 80 Largest Claims filed pursuant to Bankruptcy Rule 1007(d), (c) the transfer agents for any Common Stock, (d) the Securities and Exchange Commission, (e) the Internal Revenue Service, and (f) those parties who have requested service of papers pursuant to Bankruptcy Rule 2002.

12. All transfer agents for any Common Stock shall serve the Notice of Final Order on all holders of such Common Stock registered with such transfer agent no later than five (5) business days after being served with the Notice of Final Order; provided, however, that if any transfer agent provides the Debtors’ undersigned counsel with the names and addresses of all holders of such Common Stock registered with such transfer agent no later than three (3) business days after being served with the Notice of Final Order, the Debtors shall serve the Notice of Final Order on such holders.

13. All registered holders described in Paragraph 11 of this Order shall serve the Notice of Final Order on any holder for whose account such registered holder holds such Common Stock in excess of 5 million shares of Common Stock and so on down the chain of ownership for all such holders of Common Stock in excess of 5 million shares.

14. At least on the first business day of each calendar quarter after the date of the entry of the Order during the chapter 11 cases, all transfer agents for any Common Stock shall serve the Notice of Order until a Notice of Final Order has been served, and then the Notice of Final Order, on all holders of shares of Common Stock in excess of 5 million shares of Common Stock registered with such transfer agent; provided, however, that if any transfer agent provides the Debtors' counsel, at the addresses set forth above, with the names and addresses of all holders of such shares of Common Stock registered with such transfer agent no later than five (5) business days prior to the expiration of an applicable calendar quarter, the Debtors shall serve the Notice of Final Order on such holders.

15. All registered holders described in Paragraph 13 of this Order shall serve the Notice of Final Order on any holder for whose account such registered holder holds such Common Stock in excess of 5 million shares of Common Stock and so on down the chain of ownership for all such holders of Common Stock in excess of 5 million shares.

16. After this Order becomes final as set forth herein, any entity or broker or agent acting on such entity's behalf who sells in excess of 5 million shares of Common Stock to another entity shall serve a copy of the Notice of Final Order on such purchaser of such Common Stock or any broker or agent acting on such purchaser's behalf.

17. The requirements set forth in this Order are in addition to the requirements of all applicable law and do not excuse compliance therewith.

18. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

19. Notwithstanding the possible applicability of Rules 6004(h), 7062, 9014 of the Federal Rules of Bankruptcy Procedure or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

20. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

New York, New York
Date: March ____, 2009

United States Bankruptcy Judge

EXHIBIT 1

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
	)	Chapter 11
CHARTER COMMUNICATIONS, INC., <u>et al.</u>,	)	Case No. 09-_____
)	
Debtors.	)	Joint Administration Requested
)	

DECLARATION OF STATUS AS A SUBSTANTIAL SHAREHOLDER¹

PLEASE TAKE NOTICE that, _____ is/has become a Substantial Shareholder with respect to the existing common stock in Charter Communications, Inc. (“CCI”) or of any Beneficial Ownership (defined below) thereof (the existing Class A and Class B common stock of CCI and any Beneficial Ownership thereof, including Options (defined below) to acquire such stock, collectively, the “Common Stock”). As needed and upon CCI’s reasonable request, the Substantial Shareholder will provide to CCI on a confidential basis the last four digits of the Substantial Shareholder’s taxpayer identification number.

PLEASE TAKE FURTHER NOTICE that, as of _____, 2009, _____ has Beneficial Ownership of _____ shares of Common Stock. The following table sets forth the date(s) on which _____ acquired Beneficial Ownership or otherwise has Beneficial Ownership of such Common Stock:

Number of Shares of Common Stock	Date Acquired

(Attach additional page(s) if necessary)

¹ For purposes of this Declaration: (a) a “Substantial Shareholder” is any entity that has Beneficial Ownership of either at least 20 million shares of Class A Common Stock or 20 million shares of Class A and Class B Common Stock in the aggregate; (b) “Beneficial Ownership” of Common Stock means with respect to any holder (A) ownership of Common Stock directly by such holder, (B) ownership of common stock by subsidiaries of such holder, immediate family members of such holder and entities acting in concert with such holder to make a coordinated acquisition of Common Stock, and (C) Common Stock that such holder has an Option to acquire; and (c) an “Option” to acquire Common Stock means any contingent purchase, warrant, convertible debt, put, Common Stock subject to risk of forfeiture, contract to acquire Common Stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.

PLEASE TAKE FURTHER NOTICE that, pursuant to that certain *Order Establishing Notification and Hearing Procedures for Transfers of Certain Common Stock*, this Declaration is being filed with the Court and served upon counsel to the above-captioned debtors.

PLEASE TAKE FURTHER NOTICE that, pursuant to 28 U.S.C. § 1746, under penalties of perjury, _____ hereby declares that he or she has examined this Declaration and accompanying attachments (if any), and, to the best of his or her knowledge and belief, this Declaration and any attachments which purport to be part of this Declaration, are true, correct, and complete.

Respectfully submitted,

(Name of Substantial Shareholder)

By: _____

Name: _____

Address: _____

Telephone: _____

Facsimile: _____

Dated: _____

EXHIBIT 2

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	Chapter 11
)	
CHARTER COMMUNICATIONS, INC., <u>et al.</u>,	)	Case No. 09-_____
)	
Debtors.	)	Joint Administration Requested
)	

**DECLARATION OF INTENT TO PURCHASE,
ACQUIRE OR OTHERWISE ACCUMULATE COMMON STOCK**

PLEASE TAKE NOTICE that, _____ hereby provides notice of its intention to purchase, acquire or otherwise accumulate one or more shares of common stock in Charter Communications, Inc. (“CCI”) or a Beneficial Ownership (defined below) thereof (the existing Class A and Class B common stock of CCI and any Beneficial Ownership thereof, including Options (defined below) to acquire such stock, collectively, the “Common Stock”) (the “Proposed Transfer”). As needed and upon CCI’s reasonable request, the Substantial Shareholder will provide to CCI on a confidential basis the last four digits of the Substantial Shareholder’s taxpayer identification number.

PLEASE TAKE FURTHER NOTICE that, if applicable, on _____, 2009 _____ filed a Declaration of Status as a Substantial Shareholder¹ with the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) and served copies thereof as set forth therein.

PLEASE TAKE FURTHER NOTICE that, _____ currently has Beneficial Ownership of _____ shares of Common Stock.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Proposed Transfer, _____ proposes to purchase, acquire or otherwise accumulate _____ shares of Common Stock or an Option with respect to _____ shares of Common Stock. If the Proposed Transfer is permitted to occur, _____ will have Beneficial Ownership of _____ shares of Common Stock after such transfer becomes effective.

¹ For purposes of this Declaration: (a) a “Substantial Shareholder” is any entity that has Beneficial Ownership of either at least 20 million shares of Class A Common Stock or 20 million shares of Class A and Class B Common Stock in the aggregate; (b) “Beneficial Ownership” of Common Stock means with respect to any holder (i) ownership of Common Stock directly by such holder, (ii) ownership of common stock by subsidiaries of such holder, immediate family members of such holder and entities acting in concert with such holder to make a coordinated acquisition of Common Stock, and (iii) Common Stock that such holder has an Option to acquire; and (c) an “Option” to acquire Common Stock means any contingent purchase, warrant, convertible debt, put, Common Stock subject to risk of forfeiture, contract to acquire Common Stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.

PLEASE TAKE FURTHER NOTICE that, pursuant to that certain *Order Establishing Notification and Hearing Procedures for Transfers of Certain Common Stock*, this Declaration is being filed with the Court and served upon counsel to the above-captioned debtors (collectively, the “Debtors”).

PLEASE TAKE FURTHER NOTICE that, the Debtors have fifteen (15) calendar days after receipt of this Declaration to object to the Proposed Transfer described herein. If the Debtors file an objection, such Proposed Transfer will not be effective unless and until the end of the 10th day after the Bankruptcy Court enters an order overruling such objection. If the Debtors do not object within such 15-day period, then after expiration of such period the Proposed Transfer may proceed solely as set forth in this Declaration.

PLEASE TAKE FURTHER NOTICE that, any further transactions that may result in purchasing, acquiring or otherwise accumulating additional shares of Common Stock or an Option with respect thereto will require an additional notice filed with the Court to be served in the same manner as this Declaration.

PLEASE TAKE FURTHER NOTICE that, pursuant to 28 U.S.C. § 1746, under penalties of perjury, _____ hereby declares that he or she has examined this Declaration and accompanying attachments (if any), and, to the best of his or her knowledge and belief, this Declaration and any attachments, which purport to be part of this Declaration, are true, correct, and complete.

Respectfully submitted,

(Name of Substantial Shareholder)

By: _____
Name: _____
Address: _____

Telephone: _____
Facsimile: _____
Dated: _____

EXHIBIT 3

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	Chapter 11
)	
CHARTER COMMUNICATIONS, INC., <u>et al.</u>,	)	Case No. 09-_____
)	
Debtors.	)	Joint Administration Requested
)	

**DECLARATION OF INTENT TO SELL,
TRADE OR OTHERWISE TRANSFER COMMON STOCK**

PLEASE TAKE NOTICE that, _____ hereby provides notice of its intention to sell, trade or otherwise transfer shares of common stock in Charter Communications, Inc. (“CCI”) or a Beneficial Ownership (defined below) thereof (the existing Class A and Class B common stock of CCI and any Beneficial Ownership thereof, including Options (defined below) to acquire such stock, collectively, the “Common Stock”) (the “Proposed Transfer”). As needed and upon CCI’s reasonable request, the Substantial Shareholder will provide to CCI on a confidential basis the last four digits of the Substantial Shareholder’s taxpayer identification number.

PLEASE TAKE FURTHER NOTICE that, if applicable, on _____, 2009 _____ filed a Declaration of Status as a Substantial Shareholder¹ with the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) and served copies thereof as set forth therein.

PLEASE TAKE FURTHER NOTICE that, _____ currently has Beneficial Ownership of _____ shares of Common Stock.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Proposed Transfer, _____ proposes to sell, trade, or otherwise transfer _____ shares of Common Stock or an Option with respect to _____ shares of Common Stock. If the Proposed Transfer is permitted to occur, _____ will have Beneficial Ownership of _____ shares of Common Stock after such transfer becomes effective.

¹ For purposes of this Declaration: (a) a “Substantial Shareholder” is any entity that has Beneficial Ownership of either at least 20 million shares of Class A Common Stock or 20 million shares of Class A and Class B Common Stock in the aggregate; (b) “Beneficial Ownership” of Common Stock means with respect to any holder (i) ownership of Common Stock directly by such holder, (ii) ownership of common stock by subsidiaries of such holder, immediate family members of such holder and entities acting in concert with such holder to make a coordinated acquisition of Common Stock, and (iii) Common Stock that such holder has an Option to acquire; and (c) an “Option” to acquire Common Stock means any contingent purchase, warrant, convertible debt, put, Common Stock subject to risk of forfeiture, contract to acquire Common Stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.

PLEASE TAKE FURTHER NOTICE that, pursuant to that certain *Order Establishing Notification and Hearing Procedures for Transfers of Common Stock*, this Declaration is being filed with the Court and served upon counsel to the above-captioned debtors (collectively, the “Debtors”).

PLEASE TAKE FURTHER NOTICE that, the Debtors have fifteen (15) calendar days after receipt of this Declaration to object to the Proposed Transfer described herein. If the Debtors file an objection, such Proposed Transfer will not be effective unless and until the end of the 10th day after the Bankruptcy Court enters an order overruling such objection. If the Debtors do not object within such 15-day period, then after expiration of such period the Proposed Transfer may proceed solely as set forth in this Declaration.

PLEASE TAKE FURTHER NOTICE that, any further transactions, not contemplated by this Notice, that may result in selling, trading, or otherwise transferring of Common Stock or an Option with respect thereto will require an additional notice filed with the Court to be served in the same manner as this Declaration.

PLEASE TAKE FURTHER NOTICE that, pursuant to 28 U.S.C. § 1746, under penalties of perjury, _____ hereby declares that he or she has examined this Declaration and accompanying attachments (if any), and, to the best of his or her knowledge and belief, this Declaration and any attachments, which purport to be part of this Declaration, are true, correct, and complete.

Respectfully submitted,

(Name of Substantial Shareholder)

By: _____
Name: _____
Address: _____

Telephone: _____
Facsimile: _____
Dated: _____

EXHIBIT 4

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	Chapter 11
)	
CHARTER COMMUNICATIONS, INC., <u>et al.</u>,	)	Case No. 09-_____
)	
Debtors.	)	Joint Administration Requested
)	

**NOTICE OF (A) NOTIFICATION PROCEDURES APPLICABLE TO SUBSTANTIAL
HOLDERS AND 50% HOLDERS OF COMMON STOCK, (B) NOTIFICATION AND
HEARING PROCEDURES FOR TRADING IN COMMON STOCK, AND
(C) ALLOWING A HEARING ON THE PROSPECTIVE APPLICATION THEREOF**

TO: ALL ENTITIES (AS DEFINED BY SECTION 101(15) OF THE BANKRUPTCY CODE)
THAT HOLD COMMON STOCK IN CHARTER COMMUNICATIONS, INC.:

PLEASE TAKE NOTICE that, on _____ (the “Petition Date”), the above-captioned debtors and debtors in possession (the “Debtors”) filed petitions with the Court under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”). Subject to certain exceptions, section 362 of the Bankruptcy Code operates as a stay of any act to obtain possession of property of the Debtors’ estates or property from the Debtors’ estates or to exercise control over property of the Debtors’ estates.

PLEASE TAKE FURTHER NOTICE that, on _____, 2009 the Debtors filed the *Debtors’ Motion for the Entry of an Order Establishing Notification and Hearing Procedures for Transfers of Common Stock* (the “Motion”).

PLEASE TAKE FURTHER NOTICE that, on _____, 2009 the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) entered the *Order Establishing Notification and Hearing Procedures for Transfers of Common Stock* approving the procedures set forth below in order to preserve the Debtors’ NOLs and Tax Attributes (each as defined below) (the “Order”).

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, the following procedures shall apply to holding and trading the common stock of Charter Communications, Inc. (“CCI”) or of any Beneficial Ownership (defined below) thereof (the existing Class A and Class B common stock of CCI and any Beneficial Ownership thereof, including Options (defined below) to acquire such stock, collectively, the “Common Stock”) before the effective date of a confirmed chapter 11 plan of reorganization (“Pre-Effective Date”):

Procedures for Trading in Common Stock

- Any entity (as such term is defined in section 101(15) of the Bankruptcy Code) who currently is or becomes a Substantial Shareholder (as such term is defined in paragraph (e) below) must file with the Court, and serve upon counsel to the Debtors, a declaration of such status, substantially in the form of **Exhibit 1** attached to the Order, on or before the later of (i) twenty (20) days after the date of the Notice of Order (defined below) and (ii) ten (10) days after becoming a Substantial Shareholder.
- Before effectuating any Pre-Effective Date transfer of Common Stock that would result in an increase in the amount of Common Stock of which a Substantial Shareholder has Beneficial Ownership or would result in an entity becoming a Substantial Shareholder, such Substantial Shareholder or entity, as applicable, must file with the Court, and serve upon counsel to the Debtors, an advance written declaration of the intended transfer of Common Stock in the form of **Exhibit 2** attached to the Order (each, a “Declaration of Intent to Purchase, Acquire or Otherwise Accumulate Common Stock”).
- Before effectuating any Pre-Effective Date transfer of Common Stock that would result in a decrease in the amount of Common Stock of which a Substantial Shareholder has Beneficial Ownership or would result in a Substantial Shareholder ceasing to be a Substantial Shareholder, such Substantial Shareholder must file with the Court, and serve upon counsel to the Debtors, an advance written declaration of the intended transfer of Common Stock in the form of **Exhibit 3** attached to the Order (each, a “Declaration of Intent to Sell, Trade, or Otherwise Transfer Common Stock” and with a Declaration of Intent to Purchase, Acquire or Accumulate Common Stock, each, a “Declaration of Proposed Transfer”).
- The Debtors shall have fifteen (15) calendar days after receipt of a Declaration of Proposed Transfer to file with the Court and serve on such Substantial Shareholder an objection to any proposed Pre-Effective Date transfer of Common Stock described in the Declaration of Proposed Transfer on the basis that such transfer is reasonably likely to result in an ownership change (an “Ownership Change”) within the meaning of section 382 of the Internal Revenue Code of 1986 prior to emergence and outside the context of a confirmed chapter 11 plan (a “Pre-Effective Date Ownership Change”). If the Debtors file such an objection, such transaction would not be effective unless and until such objection is withdrawn by the Debtors or until the end of the 10th day after the Court enters an order overruling such objection. If the Debtors do not object within such 15-day period, such transaction could proceed solely as set forth in the Declaration of Proposed Transfer. Further transactions within the scope of this paragraph must be the subject of additional notices in accordance with the procedures set forth herein, with an additional 15-day waiting period for each Declaration of Proposed Transfer. The Debtors shall review each Declaration of Proposed Transfer and decide whether to object to, or waive any objection to, any

proposed transfer of Common Stock described therein in the order each such Declaration of Transfer is filed with the Court.

- For purposes of these procedures: (i) a “Substantial Shareholder” is any entity that has Beneficial Ownership of either at least 20 million shares of Class A Common Stock or 20 million shares of Class A and Class B Common Stock in the aggregate; (ii) “Beneficial Ownership” of Common Stock means, with respect to any holder, (A) ownership of Common Stock directly by such holder, (B) ownership of Common Stock by subsidiaries of such holder, immediate family members of such holder and entities acting in concert with such holder to make a coordinated acquisition of Common Stock, and (C) Common Stock that such holder has an Option to acquire; and (iii) an “Option” to acquire stock means any contingent purchase, warrant, convertible debt, put, Common Stock subject to risk of forfeiture, contract to acquire Common Stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.

PLEASE TAKE FURTHER NOTICE that, upon the request of any entity, the notice, claims, and balloting agent for the Debtors, Kurtzman Carson Consultants LLC (“KCC”), will provide a form of each of the required declarations described above and a copy of the Order in a reasonable period of time. Such declarations are also available at www.kccllc.com/charter.

PLEASE TAKE FURTHER NOTICE that, failure to follow the procedures set forth in this notice shall constitute a violation of, among other things, the automatic stay provisions of section 362 of the Bankruptcy Code.

PLEASE TAKE FURTHER NOTICE that, any prohibited purchase, sale, trade, or other transfer of Common Stock or an Option with respect thereto in violation of the Order shall be null and void ab initio and may be punished by contempt or other sanctions imposed by the Bankruptcy Court.

PLEASE TAKE FURTHER NOTICE that, the requirements set forth in this Notice are in addition to the requirements of applicable law and do not excuse compliance therewith.

New York, New York
Dated:

/s/

Richard M. Cieri
Paul M. Basta
Stephen E. Hessler
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Proposed Counsel to the Debtors
and Debtors in Possession other than Charter
Investment, Inc.

EXHIBIT B

Final Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	Chapter 11
)	
CHARTER COMMUNICATIONS, INC., <u>et al.</u>,	)	Case No. 09-_____
)	
Debtors.	)	Joint Administration Requested
)	

**FINAL ORDER ESTABLISHING NOTIFICATION AND HEARING
PROCEDURES FOR TRANSFERS OF COMMON STOCK**

Upon the motion (the “Motion”)¹ of the above-captioned debtors and debtors in possession (collectively, the “Debtors”)² for the entry of an order (the “Order”) pursuant to

¹ Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.

² The Debtors in these cases include: Ausable Cable TV, Inc.; Hometown TV, Inc.; Plattsburgh Cablevision, Inc.; Charter Communications Entertainment, LLC; Falcon First Cable of New York, Inc.; Charter Communications, Inc.; Charter Communications Holding Company, LLC; CCHC, LLC; Charter Communications Holdings, LLC; CCH I Holdings, LLC; CCH I, LLC; CCH II, LLC; CCO Holdings, LLC; Charter Communications Operating, LLC; American Cable Entertainment Company, LLC; Athens Cablevision, Inc.; Cable Equities Colorado, LLC; Cable Equities of Colorado Management Corp.; CC 10, LLC; CC Fiberlink, LLC; CC Michigan, LLC; CC Systems, LLC; CC V Holdings, LLC; CC VI Fiberlink, LLC; CC VI Operating, LLC; CC VII Fiberlink, LLC; CC VIII Fiberlink, LLC; CC VIII Holdings, LLC; CC VIII Leasing of Wisconsin, LLC; CC VIII Operating, LLC; CC VIII, LLC; CCH I Capital Corp.; CCH I Holdings Capital Corp.; CCH II Capital Corp.; CCO Fiberlink, LLC; CCO Holdings Capital Corp.; CCO NR Holdings, LLC; CCO Purchasing, LLC; Charter Advertising of Saint Louis, LLC; Charter Cable Leasing of Wisconsin, LLC; Charter Cable Operating Company, L.L.C.; Charter Cable Partners, L.L.C.; Charter Communications Entertainment I, DST; Charter Communications Entertainment I, LLC; Charter Communications Entertainment II, LLC; Charter Communications Holdings Capital Corporation; Charter Communications Operating Capital Corp.; Charter Communications Properties LLC; Charter Communications V, LLC; Charter Communications Ventures, LLC; Charter Communications VI, LLC; Charter Communications VII, LLC; Charter Communications, LLC; Charter Distribution, LLC; Charter Fiberlink – Alabama, LLC; Charter Fiberlink AR-CCVII, LLC; Charter Fiberlink AZ-CCVII, LLC; Charter Fiberlink CA-CCO, LLC; Charter Fiberlink CA-CCVII, LLC; Charter Fiberlink CC VIII, LLC; Charter Fiberlink CCO, LLC; Charter Fiberlink CT-CCO, LLC; Charter Fiberlink – Georgia, LLC; Charter Fiberlink ID-CCVII, LLC; Charter Fiberlink – Illinois, LLC; Charter Fiberlink IN-CCO, LLC; Charter Fiberlink KS-CCO, LLC; Charter Fiberlink LA-CCO, LLC; Charter Fiberlink MA-CCO, LLC; Charter Fiberlink – Michigan, LLC; Charter Fiberlink – Missouri, LLC; Charter Fiberlink MS-CCVI, LLC; Charter Fiberlink NC-CCO, LLC; Charter Fiberlink NC-CCVII, LLC; Charter Fiberlink – Nebraska, LLC; Charter Fiberlink NH-CCO, LLC; Charter Fiberlink NM-CCO, LLC; Charter Fiberlink NV-CCVII, LLC; Charter Fiberlink NY-CCO, LLC; Charter Fiberlink NY-CCVII, LLC; Charter Fiberlink OH-CCO, LLC; Charter Fiberlink OK-CCVII, LLC; Charter Fiberlink OR-CCVII, LLC; Charter Fiberlink SC-CCO, LLC; Charter Fiberlink SC-CCVII, LLC; Charter Fiberlink – Tennessee, LLC; Charter Fiberlink TX-CCO, LLC; Charter Fiberlink UT-CCVII, LLC; Charter Fiberlink VA-CCO, LLC; Charter Fiberlink VT-CCO, LLC; Charter Fiberlink WA-CCVII, LLC; Charter Fiberlink – Wisconsin, LLC; Charter Fiberlink WV-CCO,

sections 105, 362, and 541 of the Bankruptcy Code establishing notification and hearing procedures that must be satisfied before certain transfers of existing common stock of Charter Communications, Inc. (“CCI”) or of any beneficial interest therein are deemed effective and for related relief and upon the Doody Declaration; it appearing that the relief requested is in the best interests of the Debtors’ estates, their creditors and other parties in interest; the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); venue being proper before this court pursuant to 28 U.S.C. §§ 1408 and 1409; notice of the Motion having been adequate and appropriate under the circumstances; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED:

1. The Motion is granted as set forth herein on a final basis.
2. Any purchase, sale, or other transfer of common stock in CCI or of any Beneficial Ownership thereof (the existing Class A and Class B common stock of CCI and any Beneficial Ownership thereof, including Options to acquire such stock, collectively, the “Common Stock”) before the effective date of a confirmed chapter 11 plan of reorganization

LLC; Charter Fiberlink, LLC; Charter Gateway, LLC; Charter Helicon, LLC; Charter Investment, Inc.; Charter RMG, LLC; Charter Stores FCN, LLC; Charter Video Electronics, Inc.; Dalton Cablevision, Inc.; Enstar Communications Corporation; Falcon Cable Communications, LLC; Falcon Cable Media, a California Limited Partnership; Falcon Cable Systems Company II, L.P.; Falcon Cablevision, a California Limited Partnership; Falcon Community Cable, L.P.; Falcon Community Ventures I, LP; Falcon First Cable of the Southeast, Inc.; Falcon First, Inc.; Falcon Telecable, a California Limited Partnership; Falcon Video Communications, L.P.; Helicon Partners I, L.P.; HPI Acquisition Co., L.L.C.; Interlink Communications Partners, LLC; Long Beach, LLC; Marcus Cable Associates, L.L.C.; Marcus Cable of Alabama, L.L.C.; Marcus Cable, Inc.; Midwest Cable Communications, Inc.; Peachtree Cable TV, L.P.; Peachtree Cable T.V., LLC; Renaissance Media LLC; Rifkin Acquisition Partners, LLC; Robin Media Group, Inc.; Scottsboro TV Cable, Inc.; Tennessee, LLC; The Helicon Group, L.P.; Tioga Cable Company, Inc.; and Vista Broadband Communications, LLC.

(the “Pre-Effective Date”) in violation of the procedures set forth herein (including the notice requirements set forth below) shall be null and void ab initio.

3. The following procedures for monitoring the trading of Common Stock (collectively, the “Procedures for Trading in Common Stock”) are hereby approved:

- a. Any entity (as such term is defined in section 101(15) of the Bankruptcy Code, which includes a person or individual) who currently is or becomes a Substantial Shareholder (as such term is defined in paragraph (e) below) must file with the Court, and serve upon counsel to the Debtors, a declaration of such status, substantially in the form of Exhibit 1 attached hereto, on or before the later of (i) twenty (20) days after the date of the Notice of Order (defined below) and (ii) ten (10) days after becoming a Substantial Shareholder.
- b. Before effectuating any Pre-Effective Date transfer of Common Stock that would result in an increase in the amount of Common Stock of which a Substantial Shareholder has Beneficial Ownership or would result in an entity becoming a Substantial Shareholder, such Substantial Shareholder or entity, as applicable, must file with the Court, and serve upon counsel to the Debtors, an advance written declaration of the intended transfer of Common Stock in the form of Exhibit 2 attached hereto (each, a “Declaration of Intent to Purchase, Acquire or Otherwise Accumulate Common Stock”).
- c. Before effectuating any Pre-Effective Date transfer of Common Stock that would result in a decrease in the amount of Common Stock of which a Substantial Shareholder has Beneficial Ownership or would result in a Substantial Shareholder ceasing to be a Substantial Shareholder, such Substantial Shareholder must file with the Court, and serve upon counsel to the Debtors, an advance written declaration of the intended transfer of Common Stock in the form of Exhibit 3 attached hereto (each, a “Declaration of Intent to Sell, Trade, or Otherwise Transfer Common Stock” and with a Declaration of Intent to Purchase, Acquire or Accumulate Common Stock, each, a “Declaration of Proposed Transfer”).
- d. The Debtors shall have fifteen (15) calendar days after receipt of a Declaration of Proposed Transfer to file with the Court and serve on such Substantial Shareholder an objection to any proposed Pre-Effective Date transfer of Common Stock described in the Declaration of Proposed Transfer on the basis that such transfer is reasonably likely to result in a Pre-Effective Date Ownership Change. If the Debtors file such an objection, such transaction would not be effective unless and until such objection is withdrawn by the Debtors or until the end of the 10th day after the Court enters an order overruling such objection. If the Debtors do not

object within such 15-day period, such transaction could proceed solely as set forth in the Declaration of Proposed Transfer. Further transactions within the scope of this paragraph must be the subject of additional notices in accordance with the procedures set forth herein, with an additional 15-day waiting period for each Declaration of Proposed Transfer. The Debtors shall review each Declaration of Proposed Transfer and decide whether to object to, or waive any objection to, any proposed transfer of Common Stock described therein in the order each such Declaration of Transfer is filed with the Court.

- e. For purposes of these procedures: (i) a “Substantial Shareholder” is any entity that has Beneficial Ownership of either at least 20 million shares of Class A Common Stock or 20 million shares of Class A and Class B Common Stock in the aggregate; (ii) “Beneficial Ownership” of Common Stock means, with respect to any holder, (A) ownership of Common Stock directly by such holder, (B) ownership of Common Stock by subsidiaries of such holder, immediate family members of such holder and entities acting in concert with such holder to make a coordinated acquisition of Common Stock, and (C) Common Stock that such holder has an Option to acquire; and (iii) an “Option” to acquire Common Stock means any contingent purchase, warrant, convertible debt, put, Common Stock subject to risk of forfeiture, contract to acquire Common Stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.

4. The Debtors may waive in writing, in their sole discretion, any and all restrictions, stays and notification procedures contained in this Order.

5. The Debtors shall serve by first class mail, postage prepaid, a notice of the entry of this Order substantially in the form of **Exhibit 4** attached hereto (the “Notice of Order”) to (a) holders of the equivalent of more than 5 million shares of Common Stock; (b) the entities listed on the Consolidated List of Creditors Holding the 80 Largest Claims filed pursuant to Bankruptcy Rule 1007(d), (c) the transfer agents for any Common Stock, (d) the Securities and Exchange Commission, (e) the Internal Revenue Service, and (f) those parties who have requested service of papers pursuant to Bankruptcy Rule 2002.

6. All transfer agents for any Common Stock shall be required to serve the Notice of Order on all holders of at least 5 million shares of Class A Common Stock or 5 million

shares of Class A and Class B Common Stock combined, registered with such transfer agent no later than five (5) business days after being served with the Notice of Order; provided, however, that if any transfer agent provides the Debtors' undersigned counsel with the names and addresses of all holders of such shares of Common Stock registered with such transfer agent no later than three (3) business days after being served with the Notice of Order, the Debtors' undersigned counsel shall be required to serve the Notice of Order on such holders.

7. All registered holders described in Paragraph 6 of this Order shall serve the Notice of Order on any holder for whose account such registered holder holds such Common Stock in excess of 5 million shares of Common Stock and so on down the chain of ownership for all such holders of Common Stock in excess of such amounts.

8. Until this Order becomes final as set forth herein, any entity or broker or agent acting on such entity's behalf who sells in excess of 5 million shares of Common Stock to another entity shall serve a copy of the Notice of Order on such purchaser of such Common Stock or any broker or agent acting on such purchaser's behalf.

9. As soon as practicable after entry of this Order, the Debtors shall publish a copy of the Notice of Order (modified for publication) in *The Wall Street Journal* and submit a copy of the Notice of Order (modified for publication) to Bloomberg Professional Service for potential publication by Bloomberg.

10. If this Order becomes final, the Debtors shall serve the Notice of Order (modified as appropriate, the "Notice of Final Order") to (a) holders of the equivalent of more than 5 million shares of Common Stock; (b) the entities listed on the Consolidated List of Creditors Holding the 80 Largest Claims filed pursuant to Bankruptcy Rule 1007(d), (c) the transfer agents for any Common Stock, (d) the Securities and Exchange Commission, (e) the Internal Revenue

Service, and (f) those parties who have requested service of papers pursuant to Bankruptcy Rule 2002.

11. All transfer agents for any Common Stock shall serve the Notice of Final Order on all holders of such Common Stock registered with such transfer agent no later than five business days after being served with the Notice of Final Order; provided, however, that if any transfer agent provides the Debtors' undersigned counsel with the names and addresses of all holders of such Common Stock registered with such transfer agent no later than three (3) business days after being served with the Notice of Final Order, the Debtors shall serve the Notice of Final Order on such holders.

12. All registered holders described in Paragraph 11 of this Order shall serve the Notice of Final Order on any holder for whose account such registered holder holds such Common Stock in excess of 5 million shares of Common Stock and so on down the chain of ownership for all such holders of Common Stock in excess of 5 million shares.

13. At least on the first business day of each calendar quarter after the date of the entry of the Order during the chapter 11 cases, all transfer agents for any Common Stock shall serve the Notice of Order until a Notice of Final Order has been served, and then the Notice of Final Order, on all holders of shares of Common Stock in excess of 5 million shares of Common Stock registered with such transfer agent; provided, however, that if any transfer agent provides the Debtors' counsel, at the addresses set forth above, with the names and addresses of all holders of such shares of Common Stock registered with such transfer agent no later than five (5) business days prior to the expiration of an applicable calendar quarter, the Debtors shall serve the Notice of Final Order on such holders.

14. All registered holders described in Paragraph 13 of this Order shall serve the Notice of Final Order on any holder for whose account such registered holder holds such Common Stock in excess of 5 million shares of Common Stock and so on down the chain of ownership for all such holders of Common Stock in excess of 5 million shares.

15. After this Order becomes final as set forth herein, any entity or broker or agent acting on such entity's behalf who sells in excess of 5 million shares of Common Stock to another entity shall serve a copy of the Notice of Final Order on such purchaser of such Common Stock or any broker or agent acting on such purchaser's behalf.

16. The requirements set forth in this Order are in addition to the requirements of all applicable law and do not excuse compliance therewith.

17. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

18. Notwithstanding the possible applicability of Rules 6004(h), 7062, 9014 of the Federal Rules of Bankruptcy Procedure or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

19. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

New York, New York
Date: _____, 2009

United States Bankruptcy Judge