

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

In re:)	
)	Chapter 11
)	
CHARTER COMMUNICATIONS, INC., <u>et al.</u> ,)	Case No. 09-11435
)	
Debtors.)	
)	

**ORDER ESTABLISHING CERTAIN NOTICE, CASE MANAGEMENT AND
ADMINISTRATIVE PROCEDURES**

Upon the motion (the “Motion”)¹ of the above-captioned debtors (collectively, the “Debtors”)² for the entry of an order (the “Order”) establishing certain notice, case management

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-

and administrative procedures and upon the First Day Declaration; it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates and other parties in interest; the Court having jurisdiction over the matters raised in the Motion pursuant to 28 U.S.C. §§ 157 and 1334; consideration of this Motion and the relief requested herein being a core proceeding pursuant to 28 U.S.C. §157(b)(2); 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 in its entirety.
2. The Debtors shall serve a printed copy of the Order on the Core Group and the 2002 List (each as defined herein) as soon as is reasonably practicable after the Order is entered.
3. The case management procedures provided herein (the “Case Management Procedures”) are approved in all respects and shall govern all aspects of the Chapter 11 Cases except as otherwise ordered by the Court.
4. All Documents shall be served on the Core Group, the 2002 List and any Affected Entity (each as defined herein) according to the Case Management Procedures.

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.

5. All Documents filed in the Chapter 11 Cases shall be filed electronically with the Court on the docket of In re Charter Communications, Inc., Case No. 09-11435, in accordance with the Court's General Order M-242, by registered users of this Court's electronic case filing system and by all other parties in interest on a 3.5 inch floppy disk in searchable Portable Document Format (PDF).

6. All Documents filed in the Chapter 11 Cases shall be served on the "Core Group," which shall be comprised of the following:

- a. the Debtors and their counsel (Kirkland & Ellis LLP (Attn: Richard M. Cieri, Paul M. Basta, Ray C. Schrock and Stephen E. Hessler) and Togut, Segal & Segal (Attn: Albert Togut and Frank Oswald));
- b. the Office of the United States Trustee for the Southern District of New York (Attn: Paul K. Schwartzberg) (the "U. S. Trustee");
- c. counsel to Paul Allen (Skadden, Arps, Slate, Meagher & Flom LLP & Affiliates (Attn: Andrew Garelick, Jay Goffman and Kurt Ramlo));
- d. counsel to the Crossover Committee (Paul, Weiss, Rifkind, Wharton & Garrison LLP (Attn: Alan W. Kornberg);
- e. counsel for the agent for the Debtors' prepetition secured lenders, Simpson Thacher (Attn: Peter V. Pantaleo); and
- f. counsel to any official committees appointed by the U. S. Trustee (the "Committee") or those creditors listed on the Debtors' Consolidated List of Creditors Holding the 80 Largest Unsecured Claims until an official committee is appointed.

7. Pursuant to Local Rule 9070-1, at least one hard copy of any Document filed with the Court (other than proofs of claim) shall be (a) marked "Chambers Copy" and delivered in an unsealed envelope to the chambers of the Honorable Judge James M. Peck, United States Bankruptcy Court, U.S. Custom House, One Bowling Green, New York, New York 10004, not later than the next business day following the date on which such Document is electronically filed; and (b) delivered to the U. S. Trustee.

8. The Debtors and the Committee shall serve any Documents on the Core Group and any entities with a particularized interest in the subject matter of the particular Document (each, an “Affected Entity”) by U.S. mail, hand delivery or facsimile; provided that any member of the Core Group or Affected Entity may consent to service by email by filing such request with the Court or pursuant to a notice of appearance and request for service in the Chapter 11 Cases. If such request is made, the requesting party may be served by email as otherwise provided herein, and such email service shall constitute good and sufficient service.

9. The Debtors shall maintain a list of all persons and entities that have formally appeared and requested service in these cases pursuant to Bankruptcy Rule 2002 (collectively, the “2002 List”), and such request for service shall include an email address to which service may be provided.

10. The Debtors, or their Court-appointed notice and claims agent, shall update the Core Group and the 2002 List on a monthly basis to include the names and addresses of any party in interest who has made a written request for notice in accordance with Bankruptcy Rule 2002 since the prior month. In the event any changes are made to the Core Group or the 2002 List, the Debtors, or their Court-appointed notice and claims agent, shall file the updated Core Group or 2002 List with the Court. The Debtors’ Court-appointed notice and claims agent shall post the updated Core Group and 2002 List on the Case Website on a monthly basis.

11. The Debtors and the Committee shall be authorized to serve all Documents to the 2002 List by email. Any entity filing a notice of appearance and request for service pursuant to Bankruptcy Rule 2002 who does not maintain and cannot practically obtain an email address must include in its notice of appearance a certification to that effect. Notice will be provided to

such entities by U.S. mail or facsimile, in the sole discretion of the Debtors or the Committee, as applicable.

12. Parties other than the Debtors and the Committee shall serve any Documents on the Core Group, the 2002 List and any Affected Entity in accordance with the Bankruptcy Code, the Bankruptcy Rules and the Local Rules and are not authorized to serve any Documents on the Core Group or the 2002 List by email except as otherwise provided herein.

13. Service by email shall be effective as of the date the Document is sent to the email address provided by the relevant party, and the Debtors shall not be required to serve a paper copy of such Documents on interested parties except as otherwise provided herein.

14. The Debtors are authorized to limit notice of all Documents and matters filed in the Chapter 11 Cases to the Core Group, the 2002 List and any Affected Entity; provided that, notwithstanding anything herein to the contrary, the Debtors shall provide notice to all parties in interest of: (a) the commencement of the Chapter 11 Cases; (b) the meeting of creditors pursuant to section 341 of the Bankruptcy Code; (c) the time fixed for filing proofs of claim pursuant to Bankruptcy Rule 3003(c); (d) the time fixed for filing objections to and for the hearing to consider approval of a disclosure statement; (e) the time fixed for filing objections to and for the hearing to consider confirmation of a plan of reorganization; (f) the hearing on dismissal of the Chapter 11 Cases or their conversion to another chapter; (g) the time fixed for accepting or rejecting a proposed modification to a plan of reorganization; and (h) notice of a sale of all or substantially all of the Debtors' assets (collectively, the "Rule 2002 Matters"). Notice of the Rule 2002 Matters shall be given to all parties in accordance with Bankruptcy Rule 2002 except as otherwise required by the Bankruptcy Code or otherwise ordered by the Court. The Debtors shall comply with the notice requirements of Bankruptcy Rules 2002(d), 4006 and 4007.

15. A notice shall be affixed to the front of each Pleading, and the notice shall set forth (a) the title of the Pleading, (b) the time and date of the objection deadline (as determined herein), (c) the omnibus hearing date at which the party intends to present the pleading and (d) a statement that the relief requested therein may be granted without a hearing if no objection is timely filed and served in accordance with the Case Management Procedures.

16. So long as the notice filed with a Pleading includes a statement that the relief requested therein may be granted without a hearing unless a timely objection is filed and served as provided herein, after the objection deadline has passed and no objection has been filed and served in accordance with the procedures set forth herein, counsel to the entity who has filed a Pleading may file a certification that no objection has been filed or served on the entity who has filed the Pleading.

17. The Court shall conduct omnibus hearings on a monthly basis in the Chapter 11 Cases (each, an “Omnibus Hearing”). The first three monthly Omnibus Hearings shall be held on April 15, 2009 at 9:45 a.m., May 20, 2009 at 10:00 a.m., and June 17, 2009 at 10:00 a.m., respectively.

18. Omnibus Hearings will occur thereafter as may be scheduled by the Court.

19. The Omnibus Hearings shall be heard in Courtroom 601, United States Bankruptcy Court, U.S. Custom House, One Bowling Green, New York, New York 10004, unless otherwise ordered by the Court.

20. All Pleadings and matters requiring a hearing in the Chapter 11 Cases shall be set for and heard at Omnibus Hearings unless otherwise ordered by the Court for good cause shown. Relief requested by Pleadings or other matters requiring a hearing by the Court shall be scheduled and heard by the Court as follows:

- a. In the event a party files and serves a Pleading on or before 20 calendar days prior to the next regularly scheduled Omnibus Hearing, the matter shall be set for hearing on the next regularly scheduled Omnibus Hearing date, and the objection deadline shall be no later than 4:00 p.m. (prevailing Eastern Time) on the 7th calendar day before the applicable Omnibus Hearing.
- b. In the event a party files and serves a Pleading at least 10 calendar days, but less than 20 calendar days, prior to the next regularly scheduled Omnibus Hearing, the matter shall be set for hearing on the next regularly scheduled Omnibus Hearing date, and the objection deadline shall be no later than 4:00 p.m. (prevailing Eastern Time) on the 3rd calendar day before the applicable Omnibus Hearing.
- c. In the event a party files and serves a Pleading fewer than 10 calendar days prior to the next regularly scheduled Omnibus Hearing and an expedited hearing date is not otherwise granted by the Court, the matter shall be scheduled for the next Omnibus Hearing that is more than 10 calendar days from the date such Pleading is filed with the Court, and the objection deadline shall be no later than 4:00 p.m. (prevailing Eastern Time) on the 7th calendar day before the applicable Omnibus Hearing.
- d. If a Pleading is filed and served by a non-Debtor party and purports to set a hearing date inconsistent with the Case Management Procedures, the hearing shall be scheduled for the first Omnibus Hearing occurring after the applicable notice period has expired without further order of the Court.

21. Notwithstanding anything herein to the contrary, any Document filed with the Court shall be filed as a text-searchable Portable Document Format (PDF) document, which requirement shall not apply to any exhibits attached to such Document.

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

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

Dated: New York, New York
March 30, 2009

s/ James M. Peck
United States Bankruptcy Judge