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09-420-TP-CIO 29
90-6203-CT-TRF
FRIEND, HUDAK & HARRIS, LLP

ATTORNEYS AT LAW

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May 18, 2009

VIA OVERNIGHT DELIVERY

Renee J. Jenkins
Commission Secretary
Public Utilities Commission of Ohio
Docketing Division
180 East Broad Street
Columbus, OH 43215-3793

PUCO

2009 MAY 19 AM 9:51

RECEIVED-DOCKETING DIV

Re: Notice of Charter Fiberlink OH-CCO, LLC, Debtor-in-Possession, Regarding
Emergence from Bankruptcy Pursuant to a Plan of Reorganization

Dear Ms. Jenkins:

Charter Fiberlink OH-CCO, LLC, Debtor-in-Possession ("Charter Fiberlink"), through its undersigned counsel, hereby notifies the Public Utilities Commission of Ohio (the "Commission") that Charter Communications, Inc., Debtor-in-Possession, and its subsidiaries, including Charter Fiberlink, will be effectuating a "pre-arranged" plan of reorganization under Chapter 11 of the United States Bankruptcy Code whereby Charter Communications, Inc. and its subsidiaries will emerge from bankruptcy.

Charter Fiberlink understands that, pursuant to Ohio Admin Code § 4901:1-6-14, no prior approval is required from the Commission to complete the reorganization transaction described herein.¹ Accordingly, in compliance with Ohio Admin Code § 4901:1-6-14, Charter Fiberlink is providing the attached completed Change in Operations ("CIO") form to the Commission in order to ensure the continuing accuracy of the Commission's records.

¹ Charter Fiberlink understands that the reorganization transaction is subject only to a zero-day notice process.

This is to certify that the images appearing are an
accurate and correct reproduction of a case file
document delivered in the regular course of business.
Technician SM Date Processed MAY 19 2009

FRIEND, HUDAK & HARRIS, LLP
ATTORNEYS AT LAW

Renee J. Jenkins
Commission Secretary
May 18, 2009
Page 2

Enclosed for filing are the original and eight (8) copies of this notice. Please date-stamp and return one copy in the postage-paid envelope provided. If there are any questions concerning this letter, please contact the undersigned at (770) 399-9500 or via email at chudak@fh2.com. Thank you for your assistance.

Very truly yours,

A handwritten signature in black ink, appearing to read "Charles A. Hudak", written over a horizontal line.

Charles A. Hudak
Counsel for Charter Fiberlink OH-CCO, LLC,
Debtor-in-Possession

CAH/nah

cc: Carrie L. Cox, Esq.
Associate General Counsel, Regulatory
Charter Communications, Inc., Debtor-in-Possession

The Public Utilities Commission of Ohio
TELECOMMUNICATIONS APPLICATION FORM for ROUTINE PROCEEDINGS
(Effective: 01/18/2008)

In the Matter of the Notice of)
Charter Fiberlink OH-CCO, LLC, Debtor-in-Possession,)
Regarding Emergence from Bankruptcy Pursuant to a Plan of)
Reorganization)

TRF Docket No. 90-

Case No. 09-420-TP-CIO

NOTE: Unless you have reserved a Case # or are filing a Contract, leave the "Case No" fields BLANK.

Name of Registrant(s) **Charter Fiberlink OH-CCO, LLC, Debtor-in-Possession**

DBA(s) of Registrant(s) **None**

Address of Registrant(s) **12405 Powerscourt Drive, St. Louis, Missouri 63131-3674**

Company Web Address **www.charter.com**

Regulatory Contact Person(s) **Carrie L. Cox**

Phone (314) 543-2567 Fax (314) 965-6640

Regulatory Contact Person's Email Address **carrie.cox@chartercom.com**

Contact Person for Annual Report **Carrie L. Cox**

Phone (314) 543-2567

Address (if different from above)

Consumer Contact Information **Customer Service**

Phone (888) 438-2427

Address (if different from above)

Motion for protective order included with filing? ☐ Yes ☒ No

Motion for waiver(s) filed affecting this case? ☐ Yes ☒ No [Note: Waivers may toll any automatic timeframe.]

Section I – Pursuant to Chapter 4901:11-6 OAC – Part I – Please indicate the Carrier Type and the reason for submitting this form by checking the boxes below. CMRS providers: Please see the bottom of Section II.

NOTES: (1) For requirements for various applications, see the identified section of Ohio Administrative Code Section 4901 and/or the supplemental application form noted.

(2) Information regarding the number of copies required by the Commission may be obtained from the Commission's web site at www.puco.ohio.gov under the docketing information system section, by calling the docketing division at 614-466-4095, or by visiting the docketing division at the offices of the Commission.

Carrier Type <input type="checkbox"/> Other (explain below)	<input type="checkbox"/> ILEC	<input type="checkbox"/> CLEC	<input checked="" type="checkbox"/> CTS	<input type="checkbox"/> AOS/IOS
Tier 1 Regulatory Treatment				
Change Rates within approved Range	<input type="checkbox"/> TRF 1-6-04(B) (0 day Notice)	<input type="checkbox"/> TRF 1-6-04(B) (0 day Notice)		
New Service, expanded local calling area, correction of textual error	<input type="checkbox"/> ZTA 1-6-04(B) (0 day Notice)	<input type="checkbox"/> ZTA 1-6-04(B) (0 day Notice)		
Change Terms and Conditions, Introduce non-recurring service charges	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)		
Introduce or Increase Late Payment or Returned Check Charge	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)		
Business Contract	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)		
Withdrawal	<input type="checkbox"/> ATW 1-6-12(A) (Non-Auto)	<input type="checkbox"/> ATW 1-6-12(A) (Auto 30 days)		
Raise the Ceiling of a Rate	Not Applicable	<input type="checkbox"/> SLF 1-6-04(B) (Auto 30 days)		
Tier 2 Regulatory Treatment				
Residential - Introduce non-recurring service charges	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)		
Residential - Introduce New Tariffed Tier 2 Service(s)	<input type="checkbox"/> TRF 1-6-05(C) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(C) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(C) (0 day Notice)	
Residential - Change Rates, Terms and Conditions, Promotions, or Withdrawal	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	
Residential - Tier 2 Service Contracts	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	
Commercial (Business) Contracts	Not Filed	Not Filed	Not Filed	
Business Services (see "Other" below)	Detariffed	Detariffed	Detariffed	
Residential & Business Toll Services (see "Other" below)	Detariffed	Detariffed	Detariffed	

Section I – Part II – Certificate Status and Procedural

Certificate Status	ILEC	CLEC	CTS	AOS/IOS
Certification (See Supplemental ACE form)		<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)	<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)	<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)
Add Exchanges to Certificate	<input type="checkbox"/> ATA 1-6-09(C) (Auto 30 days)	<input type="checkbox"/> AAC 1-6-10(F) (0 day Notice)	CLECs must attach a current CLEC Exchange Listing Form	
Abandon all Services - With Customers	<input type="checkbox"/> ABN 1-6-11(A) (Non-Auto)	<input type="checkbox"/> ABN 1-6-11(A) (Auto 90 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)
Abandon all Services - Without Customers		<input type="checkbox"/> ABN 1-6-11(A) (Auto 30 days)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)
Change of Official Name (See below)	<input type="checkbox"/> ACN 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ACN 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Change in Ownership (See below)	<input type="checkbox"/> ACO 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ACO 1-6-14(B) (Auto 30 days)	<input checked="" type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Merger (See below)	<input type="checkbox"/> AMT 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> AMT 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Transfer a Certificate (See below)	<input type="checkbox"/> ATC 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ATC 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Transaction for transfer or lease of property, plant or business (See below)	<input type="checkbox"/> ATR 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ATR 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Procedural				
Designation of Process Agent(s)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)

Section II – Carrier to Carrier (Pursuant to 4901:1-7), CMRS and Other

Carrier to Carrier	ILEC	CLEC		
Interconnection agreement, or amendment to an approved agreement	<input type="checkbox"/> NAG 1-7-07 (Auto 90 day)	<input type="checkbox"/> NAG 1-7-07 (Auto 90 day)		
Request for Arbitration	<input type="checkbox"/> ARB 1-7-09 (Non-Auto)	<input type="checkbox"/> ARB 1-7-09 (Non-Auto)		
Introduce or change c-t-c service tariffs,	<input type="checkbox"/> ATA 1-7-14 (Auto 30 day)	<input type="checkbox"/> ATA 1-7-14 (Auto 30 day)		
Introduce or change access service pursuant to 07-464-TP-COI	<input type="checkbox"/> ATA (Auto 30 day)			
Request rural carrier exemption, rural carrier suspension or modification	<input type="checkbox"/> UNC 1-7-04 or (Non-Auto) 1-7-05	<input type="checkbox"/> UNC 1-7-04 or (Non-Auto) 1-7-05		
Pole attachment changes in terms and conditions and price changes.	<input type="checkbox"/> UNC 1-7-23(B) (Non-Auto)	<input type="checkbox"/> UNC 1-7-05 (Non-Auto)		
CMRS Providers See 4901:1-6-15	<input type="checkbox"/> RCC (Registration & Change in Operations) (0 day)		<input type="checkbox"/> NAG (Interconnection Agreement or Amendment) (Auto 90 days)	
Other* (explain) _____				

*NOTE: During the interim period between the effective date of the rules and an Applicant's Detariffing Filing, changes to existing business Tier 2 and all toll services, including the addition of new business Tier 2 and all new toll services, will be processed as 0-day TRF filings, and briefly described in the "Other" section above.

All Section I and II applications that result in a change to one or more tariff pages require, at a minimum, the following exhibits. Other exhibits may be required under the applicable rule(s). ACN, ACO, AMT, ATC, ATR and CIO applications see the 4901:1-6-14 Filing Requirements on the Commission's Web Page for a complete list of exhibits.

Exhibit	Description:
A	The tariff pages subject to the proposed change(s) as they exist before the change(s)
B	The Tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin.
C	A short description of the nature of the change(s), the intent of the change(s), and the customers affected.
D	A copy of the notice provided to customers, along with an affidavit that the notice was provided according to the applicable rule(s).

Section III. – Attestation

Registrant hereby attests to its compliance with pertinent entries and orders issued by the Commission.

AFFIDAVIT

Compliance with Commission Rules and Service Standards

I am an officer/agent of the applicant corporation, _____, and am authorized to make this statement on its behalf.
(Name)

I attest that these tariffs comply with all applicable rules, including the Minimum Telephone Service Standards (MTSS) Pursuant to Chapter 4901:1-5 OAC for the state of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules, including the Minimum Telephone Service Standards, as modified and clarified from time to time, supersede any contradictory provisions in our tariff. We will fully comply with the rules of the state of Ohio and understand that noncompliance can result in various penalties, including the suspension of our certificate to operate within the state of Ohio.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on (Date) _____ at (Location) _____

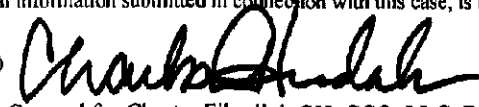
*(Signature and Title) _____ (Date) _____

- This affidavit is required for every tariff-affecting filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.

VERIFICATION

I, Charles A. Hudak, verify that I have utilized the Telecommunications Application Form for Routine Proceedings provided by the Commission and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct to the best of my knowledge.

*(Signature and Title)



(Date)

May 18, 2009

Counsel for Charter Fiberlink OH-CCO, LLC, Debtor-in-Possession

-----*Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.-----

Send your completed Application Form, including all required attachments as well as the required number of copies, to:

**Public Utilities Commission of Ohio
Attention: Docketing Division
180 East Broad Street, Columbus, OH 43215-3793**

Or

Make such filing electronically as directed in Case No 06-900-AU-WVR

LIST OF EXHIBITS

- | | |
|-----------|---|
| Exhibit A | Description of and Rationale for the Reorganization |
| Exhibit B | Ownership Diagrams of Charter Before and After Reorganization |
| Exhibit C | Noteholders that May Hold a Voting or Equity Interest in Charter in Excess of 10% |
| Exhibit D | Certification from Ohio Secretary of State and Certificate of Good Standing |
| Exhibit E | List of Officers and Directors |

EXHIBIT A

DESCRIPTION OF AND RATIONALE FOR THE REORGANIZATION

Description of and Rationale for the Reorganization

Charter Fiberlink OH-CCO, LLC, Debtor-in-Possession ("Charter Fiberlink"), hereby notifies the Public Utilities Commission of Ohio (the "Commission") that Charter Communications, Inc., Debtor-in-Possession ("Charter-DIP") and its subsidiaries, including Charter Fiberlink, will be effectuating a "pre-arranged" plan of reorganization under Chapter 11 of the United States Bankruptcy Code whereby Charter Communications, Inc. ("Charter") and its subsidiaries will emerge from bankruptcy.

Charter Fiberlink understands that, pursuant to Ohio Admin Code § 4901:1-6-14, no prior approval is required from the Commission to complete the reorganization transaction described herein.¹ Accordingly, in compliance with Ohio Admin Code § 4901:1-6-14, Charter Fiberlink is providing this notice to the Commission in order to ensure the continuing accuracy of the Commission's records.

This notice is being submitted to the Commission because Charter Fiberlink, an indirect wholly-owned subsidiary of Charter-DIP, is authorized to provide interexchange and private line services in Ohio.² The reorganization transaction described herein will result in certain changes in the ownership of Charter-DIP, the ultimate corporate parent of Charter Fiberlink, and, thus, will only indirectly affect Charter Fiberlink. The reorganization transaction described herein does not involve a transfer of Charter Fiberlink's authorizations to provide interexchange and private line services in Ohio, the transfer of any of Charter Fiberlink's assets or customers in Ohio, the issuance of any stock, bonds, notes or other evidence of indebtedness by Charter Fiberlink, or any change affecting Charter Fiberlink's day-to-day operations.

Throughout the reorganization process and after its emergence from bankruptcy, Charter Fiberlink will continue to provide high quality services in an uninterrupted manner. In addition, Charter Fiberlink will continue to provide interexchange and private line services in Ohio under its same name and pursuant to its existing authorizations and tariffs. Thus, the reorganization transaction will be transparent to, and will not adversely affect, customers in Ohio. Accordingly, no customer notice of the reorganization transaction is necessary.

I. Description of Charter-DIP and Charter Fiberlink

Charter-DIP. Charter-DIP is a publicly held Delaware corporation that is headquartered at 12405 Powerscourt Drive, St. Louis, Missouri 63131. Charter-DIP is the ultimate corporate parent of Charter Fiberlink. Charter-DIP is a leading, diversified broadband communications company with operations in 27 states and is the fourth-largest cable operator in the United States. Through its operating subsidiaries, Charter-DIP offers residential and commercial customers traditional cable video programming (basic and digital video), high-speed Internet services, and telephone services, as well as advanced broadband services such as high definition television, on-demand video programming, and digital video recorder services. Charter-DIP also sells advertising to national and local clients on advertising supported cable networks. As of

¹ Charter Fiberlink understands that the reorganization transaction is subject only to a zero-day notice process.

² See *Certificate of Public Convenience and Necessity, Certificate No. 90-6203*, Case No. 04-1180-TP-ACE (September 8, 2004).

December 31, 2008, Charter-DIP and its subsidiaries served approximately 5.5 million customers throughout its service territories, including approximately 5.0 million video customers, 2.9 million high-speed Internet customers, and 1.3 million telephone customers.³

Through its telephone operating subsidiaries, Charter-DIP currently provides a full array of intrastate, interstate and international telephone services to residential and/or small business customers located in Alabama, California, Connecticut, Georgia, Illinois, Louisiana, Massachusetts, Michigan, Minnesota, Missouri, Nebraska, Nevada, North Carolina, Oregon, South Carolina, Texas, Tennessee, Virginia, Washington and Wisconsin. Such telephone services include unlimited nationwide and in-state calling, voicemail, call waiting, caller ID, call forwarding and other features, including international calling capability either by the minute or in a package of 250 minutes per month. In addition, in New Hampshire and New York, as well as in the aforementioned states, Charter-DIP's telephone operating subsidiaries provide telephone and communications services to large business, commercial and governmental customers, including business telephone, point-to-point private line and data networking services.

Charter Fiberlink. Charter Fiberlink is a limited liability company organized under the laws of the State of Delaware and is an indirect wholly-owned subsidiary of Charter-DIP. Charter Fiberlink's principal office is located at 12405 Powerscourt Drive, St. Louis, Missouri 63131. Charter Fiberlink is authorized by the Commission to provide interexchange and private line services in Ohio.

Throughout the reorganization process and after its emergence from bankruptcy, Charter Fiberlink will continue to provide high quality interexchange and private line services in an uninterrupted manner under its same name and pursuant to its existing authorizations and tariffs. No changes are contemplated with respect to the management or personnel, assets, properties, location of books or records, Commission contact representatives, or other aspects of Charter Fiberlink as a result of the reorganization transaction. Accordingly, Charter Fiberlink will continue to possess the managerial, technical and financial qualifications to provide the high quality services that Charter Fiberlink has provided in the past. Thus, the reorganization transaction will be transparent to, and will not adversely affect, customers in Ohio.

II. Description of the Reorganization

Charter voluntarily began a Chapter 11 bankruptcy reorganization process on March 27, 2009, through filings with the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), jointly captioned *In re Charter Communications, Inc.*, Case No 09-11435 (Bankr. S.D.N.Y. Mar. 27, 2009). Prior to those filings, Charter entered into separate agreements (the "Restructuring Agreements") with the holders of certain of its subsidiaries' senior notes ("Noteholders")⁴ that collectively provide for the reorganization and recapitalization of Charter and its subsidiaries in a "pre-arranged" plan of reorganization (the "Plan") under Chapter 11 of the Bankruptcy Code (collectively, the "Reorganization"). The Chapter 11

³ Most customers subscribe to more than one service offered by a Charter-DIP operating subsidiary.

⁴ The term "Noteholders" is used broadly herein to refer both to direct holders of Charter's subsidiaries' senior notes as well as certain of their affiliates that may hold the Rights (as defined herein).

process is specifically designed to enable companies to continue to operate as usual while they develop and implement financial restructuring plans.

As a result of the Reorganization, the current stock in Charter-DIP will be cancelled and replaced by new Class A Common Stock and Class B Common Stock in Charter. The voting interest of Charter-DIP's current principal stockholder, Paul G. Allen and his affiliated entities (collectively, the "Allen Entities"), will be reduced from approximately 91% to 35%, and new stockholders (including each of the Noteholders) will acquire the remainder of the voting interests in Charter. Following the Reorganization, Charter will have two classes of outstanding common stock:

- Class A Common Stock, which will represent 65% of the voting interests in Charter, which will be held by various stockholders including the Noteholders; and
- Class B Common Stock, which will represent 35% of the voting interests in Charter, which will be held by the Allen Entities.

Each of the following four Noteholders may hold a voting or equity interest in Charter in excess of 10% following the Reorganization: Apollo Global Management, LLC; Crestview, L.L.C.; Oaktree Capital Group Holdings GP, LLC; and Franklin Resources, Inc.⁵ No other entities are anticipated to hold a 10% or greater voting or equity interest in Charter. In addition, no Noteholder will hold a greater voting interest than the 35% held by Mr. Allen and the Allen Entities. There are no agreements among the Noteholders regarding voting their respective Charter stock or any other aspect of their individual interests in Charter. The Plan provides that each holder of senior notes of Charter subsidiary CCH I, LLC, including the Noteholders, will be issued a transferable right (the "Rights") entitling it to purchase additional shares of Charter's Class A Common Stock pursuant to a rights offering to be completed prior to the closing of the Reorganization.

Under the agreements, Charter's current Chief Executive Officer and Chief Operating Officer shall remain the same as today. All of the authorizations held by Charter's wholly-owned subsidiaries, including Charter Fiberlink, will continue to be held by those same entities, as described in the before and after charts set forth in Exhibit B. The current local management and employees of Charter will also remain in place.

Certain of the Noteholders will also be investing up to an additional \$3 billion in Charter. The Reorganization, once approved and effective, will reduce Charter's debt by \$8 billion and allow the company to emerge from the bankruptcy process as a stronger, more competitive company and a valuable partner both to the communities and the customers it serves.

Upon completion of the Reorganization, Charter will be privately held and its common stock will not be traded publicly. However, Charter will seek to list its Class A Common Stock for trading on the NASDAQ market prior to the later of (i) the 46th day after Charter's

⁵ A description of each of the four Noteholders that may hold a voting or equity interest in Charter in excess of 10% following the Reorganization is attached hereto at Exhibit C.

emergence from bankruptcy and (ii) October 15, 2009. Upon NASDAQ approval, Charter will regain its "public" company status.

In sum, the Reorganization represents a financial restructuring at the holding company level and will not result in any transfer or assignment of the authorizations or customers of Charter Fiberlink to a third party or affect the rates, terms and conditions under which Charter Fiberlink currently provides services to customers. As a result, the Reorganization will be transparent to customers of Charter Fiberlink in terms of the services that those customers receive.

III. Public Interest Statement

Charter Fiberlink respectfully submits that the Reorganization serves the public interest. In particular, Charter Fiberlink submits that the Reorganization: (1) will not adversely affect Charter Fiberlink's managerial or technical qualifications, and will enhance the financial qualifications of Charter Fiberlink; (2) will benefit competition in the Ohio telecommunications market by enabling Charter Fiberlink to continue to expand its provision of competitive services; and (3) will assure that there is no disruption of service by, and will be virtually transparent to existing customers of, Charter Fiberlink.

The Reorganization will not adversely affect Charter Fiberlink's managerial or technical qualifications, and will enhance the financial qualifications of Charter Fiberlink. The Reorganization primarily relates to the capital structure and ownership of Charter-DIP and is not expected to affect the operations of Charter Fiberlink. The Reorganization is also not expected to adversely affect the managerial or technical capabilities or qualifications of Charter Fiberlink to provide service. As a result, the Reorganization is expected to be transparent to both the customers and the operations of Charter Fiberlink and is not expected to substantially affect the managers and technical employees of Charter Fiberlink who have responsibility for overseeing its day-to-day operations.

At the same time, however, the Reorganization is expected to improve Charter's capital structure by substantially reducing Charter's long term debt and debt servicing requirements. In particular, through the Reorganization, certain of Charter's existing indebtedness, currently estimated at approximately \$8 billion, will be converted into new common stock of Charter, and certain Noteholders will invest approximately \$3 billion of new capital into Charter. Such financial restructuring and recapitalization transactions will provide Charter access to additional financial resources and ensure that Charter Fiberlink may continue to invest in its network and operations, provide high-quality communications services, and otherwise meet its contract and service obligations following its emergence from bankruptcy.

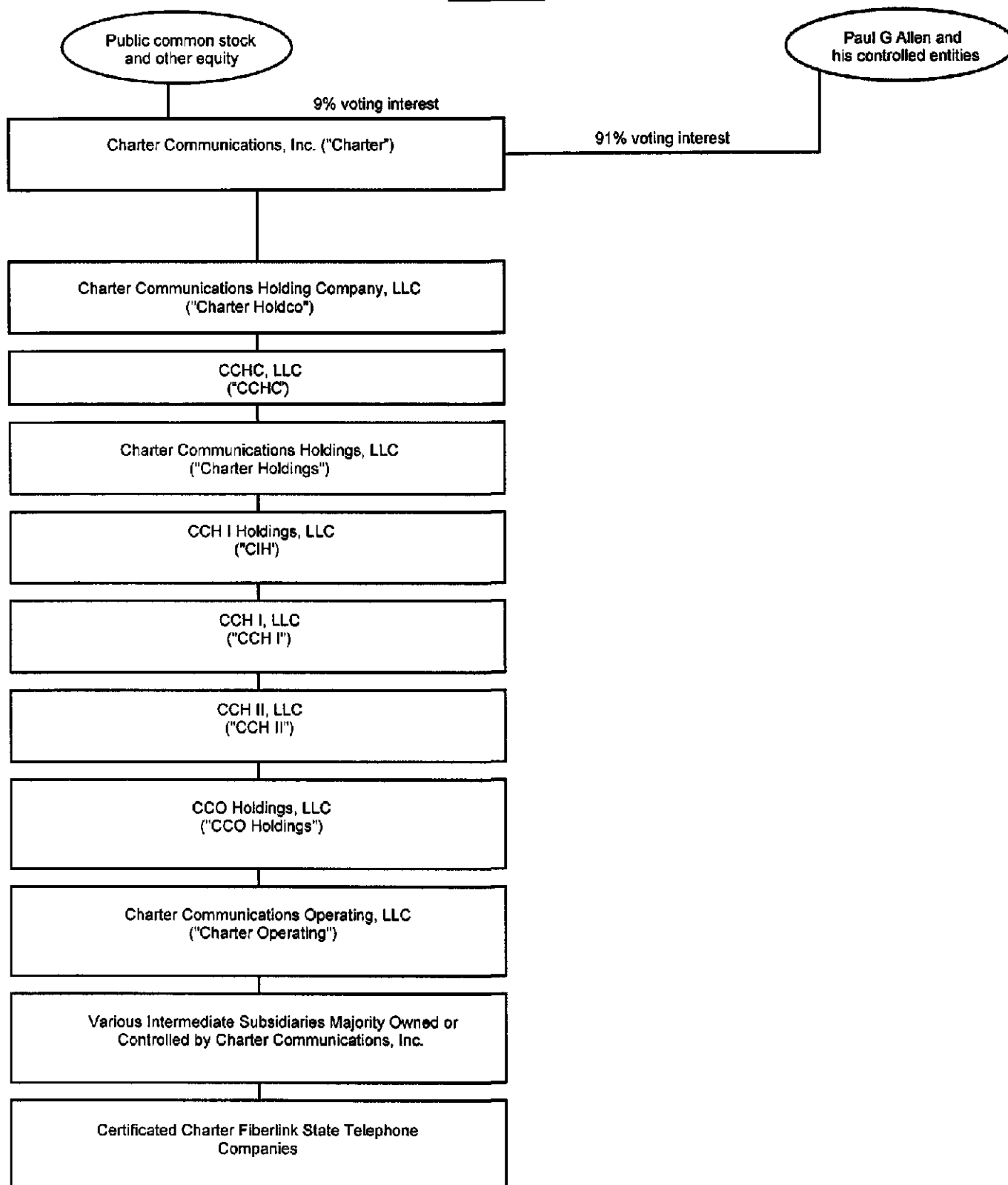
The Reorganization will also further the public interest by improving the ability of Charter Fiberlink to compete against larger incumbent providers in both the local telephone and video service markets. After completion of the financial restructuring and recapitalization transactions, the improved financial and competitive position of Charter and Charter Fiberlink will allow Charter to build upon its strengthened balance sheet, significantly reduced debt and additional capital to offer and expand the high-quality, competitively priced services of its

operating subsidiaries, including Charter Fiberlink. The Reorganization thus will allow Charter Fiberlink to continue as a strong competitor, by providing Charter Fiberlink with the necessary funding to support its business plan and to expand its operations and services. This will benefit both consumers and businesses alike by ensuring the availability of reasonable market prices for telephone services due to the continued presence of Charter Fiberlink as a viable alternative provider of interexchange and private line services in Ohio.

EXHIBIT B

**OWNERSHIP DIAGRAMS OF CHARTER BEFORE AND AFTER
REORGANIZATION**

BEFORE



AFTER

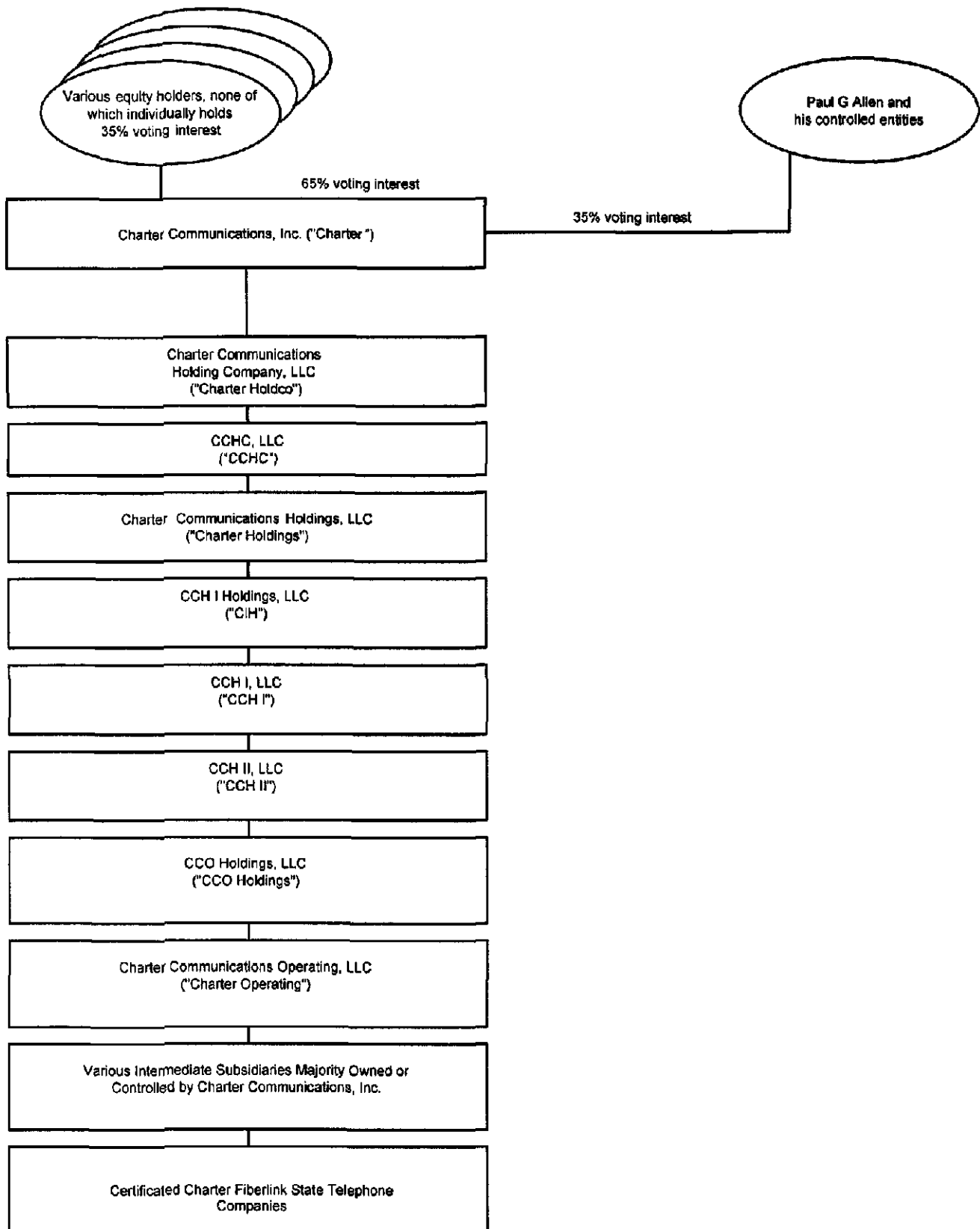


EXHIBIT C

**NOTEHOLDERS THAT MAY HOLD
A VOTING OR EQUITY INTEREST IN CHARTER IN EXCESS OF 10%**

Apollo Global Management, LLC

Apollo Global Management, LLC ("Apollo Global"), a Delaware limited liability company (collectively with all relevant Apollo affiliates, "Apollo"), controls through a series of intermediate subsidiaries and management arrangements certain investment vehicles that in the aggregate are anticipated directly to hold Charter stock representing between approximately 11.77% and 38.46% of the equity interests and between approximately 7.89% and 25.77% of the voting interests in Charter upon Charter's emergence from bankruptcy. The following Apollo entities will directly hold Charter stock: Red Bird, L.P. (Cayman); Green Bird, L.P. (Cayman); Blue Bird, L.P. (Cayman); and AP Charter Holdings, L.P. (Delaware) ("AP Charter"). Of these, only AP Charter is anticipated to hold a direct voting or equity interest in Charter in excess of 10%. One limited partner of AP Charter may hold an indirect equity interest in Charter of 10% or more, Apollo Investment Fund VII, L.P. (Delaware) ("AIF VII"). The general partner of both AP Charter and AIF VII is Apollo Advisors VII, L.P. (Delaware) ("Apollo Advisors II"). The general partner of Apollo Advisors II is Apollo Capital Management VII, LLC (Delaware) ("ACM VII"). The sole member of ACM VII is Apollo Principal Holdings I, L.P. (Delaware) ("APH I"). The general partner of APH I is Apollo Principal Holdings I GP, LLC (Delaware) ("APH I GP"). The sole member of APH I GP is APO Asset Co. LLC (Delaware) ("APO"). The sole member of APO is Apollo Global. The manager of Apollo Global is AGM Management, LLC (Delaware) ("AGM"). The 86.5% voting member of Apollo Global and the sole member and manager of AGM is BRH Holdings GP, Ltd. (Cayman) ("BRH"). Leon Black, Marc Rowan, and Joshua Harris, all of whom are U.S. citizens, are the sole directors and shareholders of BRH and therefore ultimately control Apollo Global. The officers and directors of Apollo Global are as follows:

NAME	TITLE
Leon D. Black	Chairman of the Board and Chief Executive Officer
Barry J. Giarraputo	Chief Accounting Officer, Controller and Vice President
John J. Suydam	Chief Legal Officer, Vice President and Secretary
Marc J. Rowan	Senior Managing Director
Joshua J. Harris	Senior Managing Director
Jessica L. Lomm	Assistant Secretary
Laurie D. Medley	Assistant Secretary
Patricia M. Navis	Assistant Secretary
Wendy Dulman	Assistant Secretary
Joseph Glatt	Assistant Secretary
Kenneth A. Vecchione	Chief Financial Officer and Vice President
Henry Silverman	Chief Operating Officer and Vice President

Apollo is a global alternative asset manager. The principal offices of Apollo Global are located at 9 West 57th Street, New York, NY 10019, and Apollo Global's telephone number is (212) 515-3493.

Crestview, L.L.C.

Crestview, L.L.C. ("Crestview LLC"), a Delaware limited liability company (collectively with all relevant Crestview LLC affiliates, "Crestview"), controls through a series of intermediate subsidiaries and management arrangements certain investment vehicles that in the aggregate are anticipated directly to hold Charter stock representing between approximately 3.35% and 11.44% of the equity interests and between approximately 2.24% and 7.66% of the voting interests in Charter upon Charter's emergence from bankruptcy. The following Crestview entities will directly hold Charter stock: Encore, LLC and Encore II, LLC.⁶ Neither, however, is anticipated individually to hold a 10% or greater voting or equity interest in Charter. In addition, none of the intermediate subsidiaries in the ownership chain between Encore I, LLC and Crestview LLC, or between Encore II, LLC and Crestview LLC, are anticipated individually to hold a 10% or greater voting or equity interest in Charter. Crestview LLC is wholly owned by the following four members, each of which is a Delaware limited partnership and each of which has the indicated percentage ownership interest in Crestview LLC: (i) Volpert Investors, L.P. (45.46%); (ii) Murphy Investors, L.P. (20.78%); (iii) DeMartini Investors, L.P. (18.18%); and (iv) RJH Investment Partners, L.P. (15.58%). Each of these four limited partnerships is owned solely by family members of its related senior manager, who are: Barry Volpert, Thomas S. Murphy, Jr., Richard DeMartini and Robert J. Hurst, respectively. Each of these individuals is a U.S. citizen. The officers and directors of Crestview LLC are as follows:

NAME	TITLE
Barry Volpert	Chief Executive Officer
Thomas S. Murphy, Jr.	President
Robert J. Hurst	Managing Director
Richard DeMartini	Managing Director
Jeff Marcus	Managing Director
Bob Delaney	Managing Director

Crestview is a private equity firm. The principal offices of Crestview are located at 667 Madison Avenue 10th Floor, New York, NY 10065, and Crestview's telephone number is (212) 906-0700. Additional information regarding Crestview is available at <http://www.crestview.com/index.html>.

Franklin Resources, Inc.

Franklin Resources, Inc. ("FRI"), a publicly traded Delaware corporation (collectively with all relevant FRI affiliates, "Franklin"), through its wholly owned subsidiary, Franklin Advisers, Inc. (a California corporation), is the investment manager for certain investment companies ("Franklin Funds") that are anticipated directly to hold, in the aggregate, Charter stock representing between 15.30% and 23.20% of the equity interests and between approximately 9.95% and 15.08% of the voting interests in Charter upon

⁶ Encore II, LLC has not yet been formed by Crestview, but will be formed prior to Charter's emergence from bankruptcy for the purpose of holding a direct stock interest in Charter.

Charter's emergence from bankruptcy. Only one of the Franklin Funds, Franklin Custodian Funds-Income Series (Delaware) is anticipated individually to hold a 10% or greater voting or equity interest in Charter. As noted above, FRI is a publicly traded company. No individual or entity holds a sufficient percentage of FRI's issued and outstanding stock to possess voting control over FRI or to hold an indirect 10% or greater voting or equity interest in Charter when calculated using the multiplier. The officers and directors of FRI are as follows:

NAME	TITLE
Charles B. Johnson	Chairman of the Board
Rupert H. Johnson, Jr.	Vice Chairman
Gregory E. Johnson	Chief Executive Officer & President
Kenneth A Lewis	Executive Vice President & Chief Financial Officer
Vijay C. Advani	Executive Vice President - Global Distribution
Jennifer J. Bolt	Executive Vice President -Operations and Technology
William Y. Yun	Executive Vice President -Alternative Strategies
Penelope S. Alexander	Vice President -Human Resources -U.S.
Rick Frisbie Jr.	Senior Vice President & Chief Administrative Officer
Holly E. Gibson	Vice President - Corporate communications
Maria Gray	Secretary
Donna S. Ikeda	Vice President -Human Resources International
Leslie M. Kratter	Senior Vice President & Assistant Secretary
John M. Lusk	Executive Vice President -Portfolio Operations
Robert C. Rosselot	Assistant Secretary
Murray L. Simpson	Executive Vice President
Craig S. Tyle	Executive Vice President & General Counsel
Lori A. Weber	Assistant Secretary
William Y. Yun	Executive Vice President -Alternative Strategies
Samuel H. Armacost	Director
Charles Crocker	Director
Joseph R. Hardiman	Director
Robert D. Joffe	Director
Thomas H. Kean	Director
Chutta Ratnathicam	Director
Peter M. Sacerdote	Director
Laura Stein	Director
Anne M. Tatlock	Director
Louis E. Woodworth	Director

Franklin is the manager of a family of investment companies. Franklin's principal offices are located at One Franklin Parkway, San Mateo, CA 94403, and Franklin's telephone number is (650) 312-2000. Additional Information regarding Franklin is available at <http://www.franklintempleton.com> and on the website of the U.S. Securities and

Exchange Commission at <http://www.sec.gov>.

Oaktree Capital Group Holdings GP, LLC

Oaktree Capital Group Holdings GP, LLC ("OCGH"), a Delaware limited liability company (collectively with all relevant OCGH affiliates, "Oaktree"), controls through a series of intermediate subsidiaries and management arrangements an investment vehicle, Oaktree Opportunities Investments, L.P., a Delaware limited partnership ("OOI"), which is anticipated directly to hold Charter stock representing between approximately 13.42% and 18.21% of the equity interests and between approximately 8.99% and 12.20% of the voting interests in Charter upon Charter's emergence from bankruptcy. OOI's general partner, which makes all decisions on its behalf, is Oaktree Fund GP, LLC (Delaware) ("OF GP"). The managing member of OF GP is Oaktree Fund GP I, L.P. (Delaware) ("OF GP I"). The general partner of OF GP I is Oaktree Capital I, L.P. (Delaware) ("OC I"). The general partner of OC I is OCM Holdings I, LLC (Delaware) ("OCM"). The managing member of OCM is Oaktree Holdings, LLC (Delaware) ("OH"). The managing member of OH is Oaktree Capital Group, LLC (Delaware) ("OCG"). The controlling member of OCG is Oaktree Capital Group Holdings, L.P. (Delaware) ("Oaktree Capital"). The general partner of Oaktree Capital is OCGH. The following principals of OCGH control OCGH with respect to its media company business and also serve as managers of OCGH, which as a limited liability company has no directors:

NAME	TITLE
Howard Marks	Manager and Chairman
Bruce Karsh	Manager and President
John Frank	Manager and Managing Principal
Steve Kaplan	Manager and Principal
David Kirchheimer	Manager and Chief Financial Officer and Chief Administrative Officer
Richard Masson	Manager and Principal

In addition, the other officers and managers of OCGH are as follows:

NAME	TITLE
Sheldon Stone	Manager and Principal
Larry Keele	Manager and Principal
Kevin Clayton	Manager and Principal
Stephen Kaplan	Manager and Principal
Todd Molz	Managing Director and General Counsel
Richard Ting	Managing Director and Associate General Counsel
Lisa Arakaki	Senior Vice President
Emily Alexander	Senior Vice President
Martin Boskovich	Vice President
Shawn Haghighi	Vice President

Oaktree is a global alternative and non-traditional investment manager. The principal offices of Oaktree are located at 333 South Grand Avenue 28th Floor, Los Angeles, CA 90071, and Oaktree's telephone number is (213) 830-6300. Additional information regarding Oaktree is available at <http://www.oaktreecapital.com>.

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

EXHIBIT D

CERTIFICATION FROM OHIO SECRETARY OF STATE
AND
CERTIFICATE OF GOOD STANDING



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
02/09/2004	200404001602	REGISTRATION OF FOREIGN LIMITED LIABILITY CO (LFA)	125.00	100.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

CSC/DIAMOND ACCESS
887 S HIGH STREET
COLUMBUS, OH 43206

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, J. Kenneth Blackwell**1438853**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

CHARTER FIBERLINK OH - CCO, LLC

and, that said business records show the filing and recording of:

Document(s)

REGISTRATION OF FOREIGN LIMITED LIABILITY CO

Document No(s):

200404001602

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 9th day of February, A.D.
2004.

J. Kenneth Blackwell
Ohio Secretary of State



Prescribed by **J. Kenneth Blackwell**

Ohio Secretary of State
Central Ohio: (614) 466-3910

Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.state.oh.us/sos

e-mail: busserv@sos.state.oh.us

Expedite this Form: (Select one)

Mail Form to one of the Following:

☐ Yes PO Box 1390
Columbus, OH 43216

*** Requires an additional fee of \$200 ***

☐ No PO Box 870
Columbus, OH 43216

ORGANIZATION / REGISTRATION OF LIMITED LIABILITY COMPANY

(Domestic or Foreign)

Filing Fee \$125.00

THE UNDERSIGNED DESIRING TO FILE A:

(CHECK ONLY ONE (1) BOX)

(1) ☐ Articles of Organization for
Domestic Limited Liability Company
(115-LCA)
ORC 1705

(2) ☒ Application for Registration of
Foreign Limited Liability Company
(108-LFA)
ORC 1706

1/20/2004

(Date of Formation)

Delaware

(State)

Complete the general information in this section for the box checked above.

Name Charter Fiberlink OH-CCO, LLC

☐ Check here if additional provisions are attached

* If box (1) is checked, name must include one of the following endings: limited liability company, limited Ltd, L.L.C., LLC, L.L.C.

Complete the information in this section if box (1) is checked.

This limited liability company shall exist for _____
(Optional) (Period of existence)

Purpose
(Optional)

The address to which interested persons may direct requests for copies of any operating agreement and any bylaws
of this limited liability company is

(Optional)

(Name)

(Street)

(City)

NOTE: P.O. Box Addresses are NOT acceptable.

(State)

(Zip Code)

Complete the information in this section if box (1) is checked Cont.

ORIGINAL APPOINTMENT OF AGENT

The undersigned, being at least a majority of the members of

(name of limited liability company)

hereby appoint the following to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the limited liability company may be served. The name and address of the agent is:

CSC-Lawyers Incorporating Service (Corporation Service Company)
(Name of Agent)

50 West Broad Street
(Street)

Columbus
(City)

Ohio
(State)

43215
(Zip Code)

NOTE: P.O. Box addresses are NOT acceptable.

Must be authenticated by an authorized representative

Authorized Representative

Date

Authorized Representative

Date

ACCEPTANCE OF APPOINTMENT

The undersigned, named herein as the statutory agent for

(name of limited liability company)

hereby acknowledges and accepts the appointment of agent for said limited liability Company.

(Agent's signature)

PLEASE SIGN PAGE (3) AND SUBMIT COMPLETED DOCUMENT

Complete the information in this section if box (2) is checked.

The address to which interested persons may direct requests for copies of any operating agreement and any bylaws of this limited liability company is

Legal Department

(Name)

12405 Powerscourt Dr.

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

St. Louis

(City)

MO

(State)

63131

(Zip Code)

The name under which the foreign limited liability company desires to transact business in Ohio is

Charter Fiberlink OH-CCO, LLC

The limited liability company hereby appoints the following as its agent upon whom process against the limited liability company may be served in the state of Ohio. The name and complete address of the agent is

CSC-Lawyers Incorporating Service (Corporation Service Company)

(Name)

50 West Broad Street

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

Columbus

(City)

Ohio

(State)

43215

(Zip Code)

The limited liability company irrevocably consents to service of process on the agent listed above as long as the authority of the agent continues, and to service of process upon the OHIO SECRETARY OF STATE if:

- a. the agent cannot be found, or
- b. the limited liability company fails to designate another agent when required to do so, or
- c. the limited liability company's registration to do business in Ohio expires or is cancelled.

REQUIRED

Must be authenticated (signed)
by an authorized representative
(See Instructions)

Patricia M. Carroll
Authorized Representative

2/4/2004
Date

Patricia M. Carroll, Vice President
Print Name

Authorized Representative

Date

Print Name

**United States of America
State of Ohio
Office of the Secretary of State**

I, Jennifer Brunner, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show CHARTER FIBERLINK OH - CCO, LLC, a Delaware Limited Liability Company, Registration Number 1438853, filed on February 09, 2004, is currently in FULL FORCE AND EFFECT upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 5th day of May, A.D. 2009*

A handwritten signature in cursive script, appearing to read "Jennifer Brunner".

Ohio Secretary of State

Validation Number: V2009125M9846E

EXHIBIT E

LIST OF OFFICERS AND DIRECTORS

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Neil Smit	President and Chief Executive Officer	12405 Powerscourt Drive St. Louis, Missouri 63131-3674
Eloise E. Schmitz	Executive Vice President And Chief Financial Officer	12405 Powerscourt Drive St. Louis, Missouri 63131-3674
Michael J. Lovett	Executive Vice President And Chief Operating Officer	12405 Powerscourt Drive St. Louis, Missouri 63131-3674
Marwan Fawaz	Executive Vice President And Chief Technology Officer	12405 Powerscourt Drive St. Louis, Missouri 63131-3674
Grier C. Raclin	Executive Vice President, General Counsel And Corporate Secretary	12405 Powerscourt Drive St. Louis, Missouri 63131-3674
Gregory L. Doody	Chief Restructuring Officer & Senior Counsel	12405 Powerscourt Drive St. Louis, Missouri 63131-3674
Kevin D. Howard	Vice President, Chief Accounting Officer And Controller	12405 Powerscourt Drive St. Louis, Missouri 63131-3674
Ted W. Schremp	Executive Vice President And Chief Marketing Officer	12405 Powerscourt Drive St. Louis, Missouri 63131-3674
Thomas M. Degnan	Vice President - Finance And Corporate Treasurer	12405 Powerscourt Drive St. Louis, Missouri 63131-3674
Paul J. Rutterer	Assistant Secretary	12405 Powerscourt Drive St. Louis, Missouri 63131-3674
Richard R. Dykhouse	Vice President, Senior Counsel – Corporate And Securities And Assistant Secretary	12405 Powerscourt Drive St. Louis, Missouri 63131-3674
Carrie Cox	Associate General Counsel, Regulatory	12405 Powerscourt Drive St. Louis, Missouri 63131-3674
Greg S. Rigdon	Senior Vice President - Corporate Development	12405 Powerscourt Drive St. Louis, Missouri 63131-3674
Joshua L. Jamison	Senior Vice President - Division President/East Operations	12405 Powerscourt Drive St. Louis, Missouri 63131-3674
Steven E. Apodaca	Senior Vice President - Division President/West Operations	12405 Powerscourt Drive St. Louis, Missouri 63131-3674