

**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.)	
)	

**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 in excess of (a) 5 million shares of Class A Common Stock or

(b) 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.

Dated: New York, New York
March 30, 2009

s/ James M. Peck

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

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

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.

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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
KIRKLAND & ELLIS LLP
Citigroup Center
153 East 53rd Street
New York, New York 10022-4611
Telephone: (212) 446-4800
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- and -

Ray C. Schrock
KIRKLAND & ELLIS LLP
200 East Randolph Drive
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Telephone: (312) 861-2000
Facsimile: (312) 861-2200

Proposed Counsel to the Debtors
and Debtors in Possession other than Charter
Investment, Inc.

