

## ATTACHMENT 1

### Notification of Pro Forma Assignment of a Portion of Charter Fiberlink, LLC's Operations and Assets to Charter Fiberlink CC VIII, LLC

Pursuant to Sections 63.24(d) and 63.24(f) of the Commission's Rules,<sup>1</sup> Charter Fiberlink CC VIII, LLC ("Charter Fiberlink CC VIII"), a Delaware limited liability company, notifies the Commission of the *pro forma* assignment of a portion of the operations and assets, including a portion of the customer base, of Charter Fiberlink, LLC ("Charter Fiberlink"), as follows.

#### **Answer to Question 10:**

##### ***Contact Information For All Parties To This Notification:***

Michael R. Moore, Esq.  
Director and Senior Counsel, Regulatory Affairs  
Charter Communications, Inc.  
12405 Powerscourt Drive  
St. Louis, Missouri 63131  
Tel: (314) 543-2414

*With a Copy to:*  
Charles A. Hudak, Esq.  
Friend, Hudak & Harris, LLP  
Three Ravinia Drive  
Suite 1450  
Atlanta, Georgia 30346  
Tel: (770) 399-9500

##### ***Prior International Section 214 Authorizations:***

Charter Fiberlink holds the following international Section 214 authorization:

Authorization Number:	ITC-214-20030127-00071
Type of Authorization:	Global or Limited Global Resale Authority Pursuant to Section 63.18(e)(2) of the FCC's Rules to All International Points

Charter Fiberlink CC VIII holds the following international Section 214 authorization:

Authorization Number:	ITC-214-20090313-00122
Type of Authorization:	Global or Limited Global Resale Authority Pursuant to Section 63.18(e)(2) of the FCC's Rules to All International Points

#### **Answer to Question 11:**

Pursuant to Section 63.18(h) of the Commission's Rules,<sup>2</sup> the following persons or entities hold a ten percent (10%) or greater voting or equity interest in Charter Fiberlink CC VIII's ultimate corporate parent, Charter Communications, Inc. ("Charter"), and in Charter Fiberlink CC VIII (through a series of intervening corporations and limited liability companies). The equity and voting interest percentages that follow are calculated as of December 30, 2009.<sup>3</sup>

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<sup>1</sup> 47 C.F.R. §§ 63.24(d), 63.24(f).

<sup>2</sup> 47 C.F.R. § 63.18(h).

<sup>3</sup> The equity and voting interests described in the text above do not give effect to any exercise, conversion or exchange of then outstanding options, preferred stock, warrants, convertible notes, or other convertible or exchangeable

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Name and Address	Voting Percentage	Citizenship	Principal Business
P.G. Allen 505 Fifth Avenue South Suite 900 Seattle, Washington 98104	37.2%	USA	Investments
Apollo Global Management, LLC (through certain of its affiliates as set forth below)	19.6%	See below	See below
Oaktree Capital Group Holdings GP, LLC (through certain of its affiliates as set forth below)	11.1%	See below	See below
Franklin Resources, Inc. (through certain of its affiliates and investment companies managed by such affiliates)	10.7%	See below	See below

#### ***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 hold Charter stock representing 30.2% of the equity interests and 19.6% of the voting interests in Charter. The following Apollo entities will directly hold Charter stock: Red Bird, L.P. (Cayman) (1.1% equity interest and 0.7% voting interest); Green Bird, L.P. (Cayman) (0.2% equity interest and 0.1% voting interest); Blue Bird, L.P. (Cayman) (0.4% equity interest and 0.3% voting interest); and AP Charter Holdings, L.P. (Delaware) (“AP Charter”) (28.6% equity interest and 18.5% voting interest). One limited partner of AP Charter holds an indirect equity interest in Charter of 10% or more, Apollo Investment Fund VII, L.P. (Delaware) (“AIF VII”) (28.6% equity interest and 18.5% voting

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securities. *See, e.g., Stratos Global Corporation, Transferor; Robert M. Franklin, Transferee; Consolidated Application for Consent to Transfer of Control, Memorandum Opinion and Order and Declaratory Ruling, 22 FCC Rcd 21328 (2007)* (stating that “[t]he Commission has long held that future interests such as warrants, options and convertible debt do not constitute capital stock until exercised or converted and, thus, are not relevant to the ... ownership analysis.”). On January 15, 2010, two Charter affiliates, CCH II, LLC and CCH II Capital Corp., filed a Registration Statement on Form S-4 with the U.S. Securities and Exchange Commission (“SEC”) that, among other things, described the beneficial ownership of Charter’s Class A Common Stock held by the persons and entities described herein. The SEC’s rules generally provide that a person is the beneficial owner of securities if such person has or shares the power to vote or direct the voting thereof, or to dispose or direct the disposition thereof or has the right to acquire such powers within sixty (60) days and that common stock subject to options that are currently exercisable or exercisable within sixty (60) days of December 30, 2009 are deemed to be outstanding and beneficially owned by the person holding the options. Under the SEC’s beneficial ownership methodology, the equity and voting interests of the persons and entities described herein are as follows: (i) P.G. Allen – 7.21% equity interest and 39.91% voting interest; (ii) Apollo Global Management, LLC (*i.e.*, Funds affiliated with AP Charter Holdings, L.P.) – 31.44% equity interest and 19.68% voting interest; (iii) Franklin Resources, Inc. (*i.e.*, Funds affiliated with Franklin Advisers, Inc.) – 18.80% equity interest and 11.83% voting interest; and (iv) Oaktree Capital Group Holdings GP, LLC (*i.e.*, Oaktree Opportunities Investments, L.P.) – 17.83% equity interest and 11.15% voting interest.

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interest).<sup>4</sup> The general partner of AP Charter is AP Charter Holdings GP, LLC (Delaware) ("AP Charter GP"). The non-member managers of AP Charter GP are Apollo Management VI, L.P. (Delaware) ("AM VI") and Apollo Management VII, L.P. (Delaware) ("AM VII"). The sole general partner of AM VI is AIF VI Management, LLC (Delaware) ("AIF VI Management") and the sole general partner of AM VII is AIF VII Management, LLC (Delaware) ("AIF VII Management"). The sole member and manager of AIF VI Management and AIF VII Management is Apollo Management, L.P. (Delaware) ("AM") and the sole general partner of AM, in turn, is Apollo Management GP, LLC (Delaware) ("AM GP"). The sole member and manager of AM GP is Apollo Management Holdings, L.P. (Delaware) ("AM Holdings") and its sole general partner is Apollo Management Holdings GP, LLC (Delaware) ("AM Holdings GP"). The sole member and manager of AM Holdings GP is APO Corp. (Delaware) ("APO"). The sole stockholder of APO is Apollo Global.

The investment manager of AIF VII is AM VII and AIF VII's sole general partner is Apollo Advisors VII, L.P. (Delaware) ("AA VII"). The sole general partner of AA VII 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 Asset"). The sole member of APO Asset is Apollo Global.

The manager of Apollo Global is AGM Management, LLC (Delaware) ("AGM"). The 87.1% 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
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

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<sup>4</sup> Because AIF VII's ownership interest in AP Charter exceeds fifty percent (50%), all of AP Charter's equity and voting interests in Charter have been attributed to AIF VII. See 47 C.F.R. § 63.18(h) (including the Note to paragraph (h)).

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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.

#### *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 hold, in the aggregate, Charter stock representing 16.6% of the equity interests and 10.7% of the voting interests in Charter. The Franklin Custodian Funds-Franklin Income Fund (Delaware) holds a 13.9% equity interest and 9.0% voting interest in Charter. No other Franklin Fund individually holds 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:

<b>NAME</b>	<b>TITLE</b>
Charles B. Johnson	Chairman of the Board
Rupert H. Johnson, Jr.	Vice Chairman
Gregory E. Johnson	Chief Executive Officer, President, and Director
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
Craig S. Tyle	Executive Vice President & General Counsel
Lori A. Weber	Assistant Secretary
Samuel H. Armacost	Director
Charles Crocker	Director
Joseph R. Hardiman	Director
Robert D. Joffe	Director
Thomas H. Kean	Director
Chutta Ratnathicam	Director

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Peter M. Sacerdote	Director
Laura Stein	Director
Anne M. Tatlock	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 holds, in the aggregate, Charter stock representing 17.2% of the equity interests and 11.1% of the voting interests in Charter. 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:

<b>NAME</b>	<b>TITLE</b>
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

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

<b>NAME</b>	<b>TITLE</b>
Sheldon Stone	Manager and Principal
Larry Keele	Manager and Principal
Kevin Clayton	Manager and Principal
Stephen Kaplan	Manager and Principal

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Todd Molz	Managing Director and General Counsel
Richard Ting	Managing Director and Associate General Counsel
Lisa Arakaki	Senior Vice President
Emily Alexander	Senior Vice President
Martin Boskovich	Vice President
Shawn Haghghi	Vice President

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

#### *Vertical Ownership Chain*

The vertical ownership chain of intervening corporations and limited liability companies between Charter and Charter Fiberlink CC VIII is as follows:

<b>Name and Address</b>	<b>Percent Held</b>	<b>Citizenship</b>	<b>Principal Business</b>
Charter Communications, Inc. 12405 Powerscourt Drive St. Louis, Missouri 63131	99% of Charter Communications Holding Company, LLC and 100% of CCI Exchange I, Inc.	USA	Cable/ Telecommunications/ Interconnected VoIP
CCI Exchange I, Inc. 12405 Powerscourt Drive St. Louis, Missouri 63131	0.8% of Charter Communications Holding Company, LLC	USA	Cable/ Telecommunications/ Interconnected VoIP
Charter Investment, Inc. 505 Fifth Avenue South Suite 900 Seattle, Washington 98104	0.2% of Charter Communications Holding Company, LLC	USA	Investments
Charter Communications Holding Company, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100% of CCHC, LLC	USA	Cable/ Telecommunications/ Interconnected VoIP
CCHC, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100% of Charter Communications Holdings, LLC	USA	Cable/ Telecommunications/ Interconnected VoIP
Charter Communications Holdings, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100% of CCH I Holdings, LLC	USA	Cable/ Telecommunications/ Interconnected VoIP
CCH I Holdings, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100% of CCH I, LLC	USA	Cable/ Telecommunications/ Interconnected VoIP
CCH I, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100% of CCH II, LLC	USA	Cable/ Telecommunications/ Interconnected VoIP

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Name and Address	Percent Held	Citizenship	Principal Business
CCH II, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100% of CCO Holdings, LLC	USA	Cable/ Telecommunications/ Interconnected VoIP
CCO Holdings, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100% of Charter Communications Operating, LLC	USA	Cable/ Telecommunications/ Interconnected VoIP
Charter Communications Operating, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100% of CCO NR Holdings, LLC	USA	Cable/ Telecommunications/ Interconnected VoIP
CCO NR Holdings, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100% of CC V Holdings, LLC	USA	Cable/ Telecommunications/ Interconnected VoIP
CC V Holdings, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100% of CC VIII, LLC	USA	Cable/ Telecommunications/ Interconnected VoIP
CC VIII, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100% of CC VIII Holdings, LLC	USA	Cable/ Telecommunications/ Interconnected VoIP
CC VIII Holdings, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100% of CC VIII Operating, LLC	USA	Cable/ Telecommunications/ Interconnected VoIP
CC VIII Operating, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100% of Charter Fiberlink CC VIII, LLC	USA	Cable/ Telecommunications/ Interconnected VoIP
Charter Fiberlink CC VIII, LLC ( <b>Applicant</b> ) 12405 Powerscourt Drive St. Louis, Missouri 63131		USA	Cable/ Telecommunications/ Interconnected VoIP

#### **Answer to Question 13:**

At midnight on December 31, 2009, Charter Fiberlink assigned a portion of its operations and assets, including a portion of its customer base, to Charter Fiberlink CC VIII pursuant to an internal corporate reorganization. Charter Fiberlink retains its international Section 214 authorization, File No. ITC-214-20030127-00071. Charter Fiberlink CC VIII operates the assigned assets and serves the assigned customer base under its international Section 214 authorization, File No. ITC-214-20090313-00122. Ultimate corporate control of both Charter Fiberlink and Charter Fiberlink CC VIII remains with their corporate parent, Charter. Therefore, the assignment of assets and customer base between Charter Fiberlink and Charter Fiberlink CC VIII is *pro forma*.