

CHARTER COMMUNICATIONS INC /MO/
Form 424B3
December 14, 2005

As filed pursuant to Rule 424(b)(3)
Registration Statement File No. 333-121561

PROSPECTUS SUPPLEMENT NO. 7
DATED DECEMBER 14, 2005

Charter Communications, Inc.

This document supplements the Prospectus, dated July 19, 2005, Prospectus Supplement No. 1, dated August 9, 2005, Prospectus Supplement No. 2, dated August 30, 2005, Prospectus Supplement No. 3, dated September 15, 2005, Prospectus Supplement No. 4, dated September 23, 2005, Prospectus Supplement No. 5, dated October 18, 2005 and Prospectus Supplement No. 6, dated November 10, 2005 (collectively, the "Prospectus"), relating to the resale by certain holders of up to \$862,500,000 aggregate principal amount of Charter Communications, Inc.'s 5.875% convertible senior notes due 2009 (the "Notes") and shares of common stock issuable upon conversion thereof.

This Prospectus Supplement relates to the resale by the holders of the Notes.

The Prospectus is hereby amended by the information contained in the attached Current Reports on Form 8-K filed on November 14, 2005, November 28, 2005 and December 13, 2005. In addition, the information appearing in the Selling Securityholder table included in this Prospectus Supplement, as of the date hereof, supersedes the information in the table appearing under the heading "Selling Securityholders" in the Prospectus.

If the information in this Prospectus Supplement is inconsistent with any information contained in the Prospectus or in the reports, proxy statements or other documents previously filed with the Securities and Exchange Commission (collectively, the "SEC Reports") incorporated by reference in the Prospectus or delivered in connection therewith, the Prospectus and/or any SEC Report, as applicable, shall be deemed superseded by this Supplement.

In all other ways, the Prospectus shall remain unchanged.

This Prospectus Supplement should be read in conjunction with, and may not be delivered or utilized without, the Prospectus.

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

Current Report

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 14, 2005

Charter Communications, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

000-27927	43-1857213
<i>(Commission File Number)</i>	<i>(I.R.S. Employer Identification Number)</i>

12405 Powerscourt Drive
St. Louis, Missouri 63131

(Address of principal executive offices including zip code)

(314) 965-0555

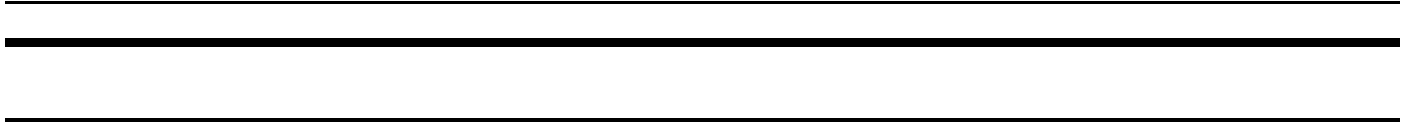
(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

On November 14, 2005, Charter Communications, Inc. ("Charter"), executed an employment agreement with Grier C. Raclin, effective as of October 10, 2005. The agreement provides that Mr. Raclin shall be employed in an executive capacity as Executive Vice President and General Counsel with management responsibility for Charter's legal affairs, governmental affairs, compliance and regulatory functions and to perform such other legal, executive, managerial and administrative duties as are assigned or delegated by the Chief Executive Officer or the equivalent position, at a salary of \$425,000, to be reviewed on an annual basis. The agreement also provides for a one time signing bonus of \$200,000, the grant of 50,000 restricted shares, an option to purchase 100,000 shares of Charter common stock under the Incentive Stock Plan, an option to purchase 145,800 shares of Charter common stock under the Long Term Incentive portion of the Incentive Stock Plan, and 62,775 performance shares under the Incentive Stock Plan. He shall be eligible to participate in the incentive bonus plan, the 2005 Executive Cash Award Plan, and to receive such other employee benefits as are available to other senior executives. The term of this agreement is two years from the effective date of the agreement. In the event that Mr. Raclin is terminated by Charter without "cause" or by Mr. Raclin for "good reason," as those terms are defined in the employment agreement, Raclin will receive (a), if such termination occurs before the first scheduled payout of the executive cash award plan (unless that failure is due to his failure to execute the required related agreement), or at any time within one year after a change of control as defined in the agreement, two (2) time his salary or (b) if such termination occurs at any other time, his salary for the remainder of the term of the agreement or twelve months' salary, whichever is greater; a pro rata bonus for the year of termination; a lump sum payment equal to payments due under COBRA for the greater of twelve months or the number of full months remaining in the term of the agreement; and the vesting of options and restricted stock for as long as severance payments are made. The employment agreement contains a one-year non-compete provision (or until the end of the term of the agreement, if longer) in a Competitive Business, as such term is defined in the agreements, and two-year non-solicitation clauses. Mr. Raclin is entitled to relocation assistance pursuant to Charter's executive homeowner relocation plan and the costs for temporary housing until he consummates the purchase of a home in the St. Louis area or August 16, 2006, whichever occurs first.

The full text of Mr. Raclin's employment agreement was previously filed as Exhibit 99.1 to Charter's Current Report on Form 8-K filed on November 14, 2005.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

The following exhibit is filed pursuant to Item 1.01:

Exhibit Number	Description
99.1	Employment Agreement of Grier C. Raclin (Exhibit 99.1 is not included in this Prospectus Supplement).

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

Current Report

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 21, 2005

Charter Communications, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

000-27927	43-1857213
<i>(Commission File Number)</i>	<i>(I.R.S. Employer Identification Number)</i>

**12405 Powerscourt Drive
St. Louis, Missouri 63131**

(Address of principal executive offices including zip code)

(314) 965-0555

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

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- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

Effective November 21, 2005, Charter Communications, Inc. ("Charter") entered into an underwriting agreement with Citigroup Global Markets Inc. pursuant to which Charter agreed to issue to the underwriter 67,741,300 shares of Class A common stock in a registered public offering. The issuance and sale of the shares under the underwriting agreement was consummated on November 28, 2005.

The shares issued under the underwriting agreement were issued pursuant to a share lending agreement, pursuant to which Charter had previously agreed to loan to the underwriter, acting as agent for Citigroup Global Markets Limited, up to 150 million shares of Class A common stock. Accordingly, under the underwriting agreement, Charter did not receive any of the proceeds from the sale of this Class A common stock. However, under the underwriting agreement, Charter received a loan fee of \$.001 for each share that it issued to the underwriter.

The underwriting agreement was previously filed as Exhibit 99.1 to Charter's Current Report on Form 8-K filed on November 28, 2005.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

Exhibit

Number Description

99.1 Underwriting Agreement dated November 21, 2005 (Exhibit 99.1 is not included in this Prospectus Supplement).

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

Current Report

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 9, 2005

Charter Communications, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

000-27927	43-1857213
<i>(Commission File Number)</i>	<i>(I.R.S. Employer Identification Number)</i>

**12405 Powerscourt Drive
St. Louis, Missouri 63131**

(Address of principal executive offices including zip code)

(314) 965-0555

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

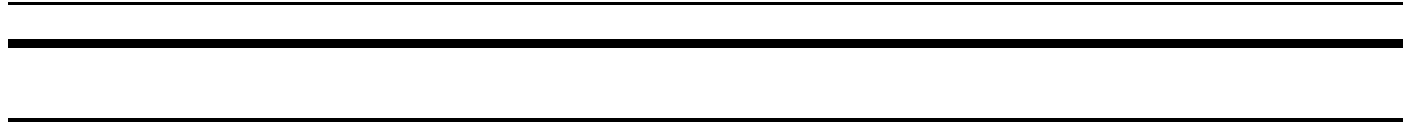
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o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
(17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
(17 CFR 240.13e-4(c))



ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

On December 9, 2005, Charter Communications, Inc. ("Charter") executed an employment agreement with Robert A. Quigley. The agreement provides that Mr. Quigley shall be employed in an executive capacity to perform such executive, managerial and administrative duties as are assigned or delegated by the President and Chief Executive Officer or the designee thereof, at a salary of \$450,000. He shall be eligible to participate in the incentive bonus plan, stock option plan and to receive such other employee benefits as are available to other senior executives. The term of this agreement is two years from the effective date of the agreement. In the event that Mr. Quigley is terminated by Charter without "cause" or by Mr. Quigley for "good reason," as those terms are defined in the employment agreement, Mr. Quigley will receive his salary for the remainder of the term of the agreement or twelve months' salary, whichever is greater; a pro rata bonus for the year of termination; a lump sum payment equal to payments due under COBRA for the greater of twelve months or the number of full months remaining in the term of the agreement; and the vesting of options and restricted stock for as long as severance payments are made. The employment agreement contains a one-year non-compete provision (or until the end of the term of the agreement, if longer) in a Competitive Business, as such term is defined in the agreements, and two-year non-solicitation clauses.

The full text of Mr. Quigley's employment agreement was previously filed as Exhibit 99.1 to Charter's Current Report on Form 8-K filed on December 13, 2005.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

Exhibit

Number Description

99.1	Employment Agreement of Robert A. Quigley (Exhibit 99.1 is not included in this Prospectus Supplement).
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The information appearing in the table below, as of the date hereof, supersedes the information in the table appearing under the heading "Selling Securityholders" in the Prospectus:

Selling Securityholder	Convertible Senior Notes		Shares of Class A Common Stock	
	Amount of Notes Owned Before Offering	Principal Amount of Notes That May Be Sold	Shares of Class A Common Stock Owned Before Offering	Shares That May Be Sold
ADAR Investment Fund LTD	\$ 22,145,000	\$ 22,145,000	9,150,825	9,150,825
AG Offshore Convertibles, Ltd.	\$ 30,500,000	\$ 30,500,000	12,603,304	12,603,304
AHFP Context	\$ 300,000	\$ 300,000	123,966	123,966
Akanthos Arbitrage Master Fund, LP	\$ 16,000,000	\$ 16,000,000	6,611,569	6,611,569
Argent Classic Convertible Arbitrage Fund L.P.	\$ 2,590,000	\$ 2,590,000	1,070,247	1,070,247
Argent Classic Convertible Arbitrage Fund II, L.P.	\$ 350,000	\$ 350,000	144,625	144,628
Argent Classic Convertible Arbitrage Fund (Bermuda) Ltd.	\$ 7,670,000	\$ 7,670,000	3,169,421	3,169,421
Argent Opportunities Fund LLC	\$ 150,000	\$ 150,000	61,983	61,983
Banc of America Securities LLC (1)	\$ 350,000	\$ 350,000	144,628	144,628
Basso Fund Ltd.	\$ 2,392,000	\$ 2,392,000	988,429	988,429
Basso Holdings Ltd.	\$ 5,290,000	\$ 5,290,000	2,185,950	2,185,950
Basso Multi-Strategy Holding Fund Ltd.	\$ 11,290,000	\$ 11,290,000	4,665,288	4,665,288
BBT Fund, L.P.	\$ 3,000,000	\$ 3,000,000	1,239,669	1,239,669
Bear, Stearns & Co., Inc. (1)	\$ 1,000,000	\$ 1,000,000	413,223	413,223
Canyon Balanced Equity Master Fund, Ltd.	\$ 375,000	\$ 375,000	154,958	154,958
Canyon Value Realization Fund L.P.	\$ 760,000	\$ 760,000	314,049	314,049
Canyon Value Realization MAC 18, Ltd.	\$ 35,000	\$ 35,000	14,462	14,462
CC Convertible Arbitrage, Ltd.	\$ 4,950,000	\$ 4,950,000	2,045,454	2,045,454
Citadel Equity Fund Ltd.	\$ 10,000,000	\$ 10,000,000	4,132,231	4,132,231
Citigroup Global Markets, Inc.(1)	\$ 23,751,000	\$ 23,751,000	9,814,461	9,814,461
Citigroup Global Markets Ltd.(1)	\$ 141,387,000	\$ 141,387,000	58,424,374	58,424,374
CNH CA Master Account, L.P.	\$ 1,500,000	\$ 1,500,000	619,834	619,834
Concentrated Alpha Partners, L.P.	\$ 1,050,000	\$ 1,050,000	433,884	433,884
Context Convertible Arbitrage Fund, LP	\$ 1,725,000	\$ 1,725,000	712,809	712,809
Context Convertible Arbitrage Offshore, Ltd.	\$ 5,400,000	\$ 5,400,000	2,231,404	2,231,404
Corporate High Yield III, Inc.	\$ 945,000	\$ 945,000	390,495	390,495

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Corporate High Yield V, Inc.	\$ 1,555,000	\$ 1,555,000	642,561	642,561
Corporate High Yield VI, Inc.	\$ 1,625,000	\$ 1,625,000	671,487	671,487
Corporate High Yield Fund, Inc.	\$ 875,000	\$ 875,000	361,570	361,570
Credit Suisse First Boston Europe LTD (1)	\$ 25,000,000	\$ 25,000,000	10,330,577	10,330,577
Credit Suisse First Boston LLC (1)	\$ 3,000,000	\$ 3,000,000	1,239,669	1,239,669
CRT Capital Group LLC (1)	\$ 7,300,000	\$ 7,300,000	3,016,528	3,016,528
CSS, LLC	\$ 1,500,000	\$ 1,500,000	619,834	619,834
DBAG London	\$ 13,600,000	\$ 13,600,000	5,619,834	5,619,834
D.E. Shaw Investment Group, L.L.C.	\$ 400,000	\$ 400,000	165,289	165,289
D.E. Shaw Valence Portfolios, L.L.C.	\$ 3,100,000	\$ 3,100,000	1,280,991	1,280,991
Deephaven Domestic Convertible Trading Ltd.	\$ 4,650,000	\$ 4,650,000	1,921,487	1,921,487
Delaware Delchester Fund	\$ 1,080,000	\$ 1,080,000	446,280	446,280
Delaware Diversified Income Fund	\$ 415,000	\$ 415,000	171,487	171,487
Delaware Dividend Income Fund	\$ 500,000	\$ 500,000	206,611	206,611
Delaware Group Equity Funds				
I-Delaware Balanced Fund Series	\$ 10,000	\$ 10,000	4,132	4,132
Delaware High-Yield Opportunities Fund	\$ 290,000	\$ 290,000	119,834	119,834
Delaware VIP Diversified Income Series	\$ 45,000	\$ 45,000	18,595	18,595
Delaware VIP High Yield Series	\$ 655,000	\$ 655,000	270,661	270,661
Deutsche Bank Securities Inc. (1)	\$ 4,584,000	\$ 4,584,000	1,894,214	1,894,214
Dividend & Income Fund	\$ 165,000	\$ 165,000	68,181	68,181
DKR Saturn Multi-Strategy Holding Fund Ltd.	\$ 2,000,000	\$ 2,000,000	826,446	826,446
Duma Master Fund, L.P.	\$ 1,000,000	\$ 1,000,000	413,223	413,223
Edge Investment Master Fund, LTD	\$ 3,500	\$ 3,500	1,446	1,446
Eton Park Fund, L.P.	\$ 1,872,000	\$ 1,872,000	773,553	773,553
Eton Park Master Fund, Ltd.	\$ 2,928,000	\$ 2,928,000	1,209,917	1,209,917
Fidelity Advisor Series II: Fidelity Advisor High Income Advantage Fund (2)	\$ 22,580,000	\$ 22,580,000	9,330,578	9,330,578
Fidelity Financial Trust: Fidelity Convertible Securities Fund (2)	\$ 11,300,000	\$ 11,300,000	4,669,421	4,669,421
Fidelity Financial Trust: Fidelity Strategic Dividend & Income Fund (2)	\$ 700,000	\$ 700,000	289,256	289,256
Fidelity Management Trust Company on behalf of funds and accounts managed by it (3)	\$ 7,420,000	\$ 7,420,000	3,066,115	3,066,115
Finch Tactical Plus Class B	\$ 200,000	\$ 200,000	82,644	82,644
Fore Convertible Master Fund, Ltd.	\$ 1,500,000	\$ 1,500,000	619,834	619,834
Fore ERISA Fund, Ltd.	\$ 179,000	\$ 179,000	73,966	73,966
Fore Multi Strategy Master Fund, Ltd.	\$ 350,000	\$ 350,000	144,628	144,628
Fore Opportunity Fund, LP	\$ 69,000	\$ 69,000	28,512	28,512
	\$ 231,000	\$ 231,000	95,454	95,454

Fore Opportunity Offshore Fund, Ltd				
Geode U.S. Convertible Arbitrage Fund, aggregated account of Geode Capital Master Fund Ltd.	\$ 3,000,000	\$ 3,000,000	1,239,669	1,239,669
Global Dividend & Income Fund	\$ 40,000	\$ 40,000	16,528	16,528
Goldman Sachs & Co. (1)	\$ 47,313,000	\$ 47,313,000	19,550,824	19,550,824
Grace Brothers, Ltd.	\$ 1,500,000	\$ 1,500,000	619,834	619,834
Greywolf Capital Overseas Fund	\$ 6,475,000	\$ 6,475,000	2,675,619	2,675,619
Greywolf Capital Partners II LP	\$ 1,525,000	\$ 1,525,000	630,165	630,165
Greywolf High Yield Master Fund	\$ 2,000,000	\$ 2,000,000	826,446	826,446
Guggenheim Portfolio Company VIII (Cayman), Ltd.	\$ 1,138,000	\$ 1,138,000	470,247	470,247
HFR RVA Combined Master Trust	\$ 125,000	\$ 125,000	51,652	51,652
Highbridge International LLC	\$ 36,520,000	\$ 36,520,000	15,090,907	15,090,907
Institutional Benchmarks Master Fund, Ltd.	\$ 35,000	\$ 35,000	14,462	14,462
Kamunting Street Master Fund, LTD	\$ 22,500,000	\$ 22,500,000	9,297,519	9,297,519
KBC Financial Products USA Inc.	\$ 4,885,000	\$ 4,885,000	2,018,594	2,018,594
KDC Convertible Arbfund L.P.	\$ 2,000,000	\$ 2,000,000	826,446	826,446
Laurel Ridge Capital, LP	\$ 5,000,000	\$ 5,000,000	2,066,115	2,066,115
LDG Limited	\$ 322,000	\$ 322,000	133,057	133,057
Lincoln National Life Insurance Company Separate Account 20	\$ 590,000	\$ 590,000	243,801	243,801
Lyxor/ Context Fund Ltd.	\$ 1,075,000	\$ 1,075,000	444,214	444,214
Man Mac I, Limited	\$ 3,391,000	\$ 3,391,000	1,401,239	1,401,239
Marathon Global Convertible Master Fund Ltd.	\$ 1,500,000	\$ 1,500,000	619,834	619,834
Merced Partners Limited Partnership	\$ 2,500,000	\$ 2,500,000	1,033,057	1,033,057
Merrill Lynch Bond High Income Fund (1)	\$ 9,000,000	\$ 9,000,000	3,719,007	3,719,007
Merrill Lynch Global Investment Series: Income Strategies Fund (1)	\$ 5,000,000	\$ 5,000,000	2,066,115	2,066,115
MLIF US High Yield Fund, Inc. (1)	\$ 500,000	\$ 500,000	206,611	206,611
ML Master US High Yield Fund, Inc. (1)	\$ 2,200,000	\$ 2,200,000	909,090	909,090
Mohican VCA Master Fund, Ltd.	\$ 500,000	\$ 500,000	206,611	206,611
Morgan Stanley Convertible Securities Trust	\$ 800,000	\$ 800,000	330,578	330,578
MSS Convertible Arbitrage 1 c/o TQA Investors, LLC	\$ 31,000	\$ 31,000	12,809	12,809
National Bank of Canada	\$ 700,000	\$ 700,000	289,256	289,256
Oppenheimer Convertible Securities Fund	\$ 1,000,000	\$ 1,000,000	413,223	413,223
Optimum Fixed Income Fund	\$ 65,000	\$ 65,000	26,859	26,859
PIMCO Convertible Fund	\$ 275,000	\$ 275,000	113,636	113,636
President and Fellows of Harvard College	\$ 350,000	\$ 350,000	144,628	144,628
PSEG Master Employee Benefit Plan Trust	\$ 200,000	\$ 200,000	82,644	82,644
	\$ 8,425,000	\$ 8,425,000	3,481,404	3,481,404

Putnam Convertible Income-Growth
Trust

Putnam High Income Bond Fund	\$	2,075,000	\$	2,075,000	857,437	857,437
Quattro Fund Ltd.	\$	1,250,000	\$	1,250,000	516,528	516,528
Raytheon Savings & Investment Plan Trust	\$	150,000	\$	150,000	61,983	61,983
Regiment Capital, Ltd.	\$	650,000	\$	650,000	268,595	268,595
Ritchie Capital Structure Arbitrage Trading, Ltd.	\$	12,000,000	\$	12,000,000	4,958,677	4,958,677
Royal Bank of Canada (Norshield) (1)	\$	100,000	\$	100,000	41,322	41,322
Royal Bank of Ontario	\$	2,000,000	\$	2,000,000	826,446	826,446
Salomon Brothers Asset Management, Inc. (1)	\$	9,350,000	\$	9,350,000	3,863,635	3,863,635
Saranac Capital Management L.P. on behalf of Citigroup Alternative Investments Diversified Arbitrage Strategies Fund Ltd.	\$	357,000	\$	357,000	147,520	147,520
Saranac Capital Management L.P. on behalf of Citigroup Alternative Investments Enhanced Arbitrage Strategies Fund	\$	65,000	\$	65,000	26,859	26,859
Saranac Capital Management L.P. on behalf of Citigroup Alternative Investments QIP Multi Strategy Arbitrage Portfolio	\$	1,692,000	\$	1,692,000	699,173	699,173
Saranac Capital Management L.P. on behalf of Saranac Erisa Arbitrage LTD	\$	698,000	\$	698,000	288,429	288,429
Saranac Capital Management L.P. on behalf of Saranac Erisa Arbitrage LP	\$	48,000	\$	48,000	19,834	19,834
Saranac Capital Management L.P. on behalf of Saranac Arbitrage LTD	\$	40,000	\$	40,000	16,528	16,528
Satellite Asset Management, L.P.	\$	12,300,000	\$	12,300,000	5,082,644	5,082,644
Severn River Master Fund, Ltd.	\$	8,000,000	\$	8,000,000	3,305,784	3,305,784
Sphinx Convertible Arbitrage Fund SPC	\$	350,000	\$	350,000	144,628	144,628
Sphinx Fund c/o TQA Investors, LLC	\$	496,000	\$	496,000	204,958	204,958
Sphinx Special Situations Fund SPC	\$	35,000	\$	35,000	14,462	14,462
SRI Fund, L.P.	\$	180,000	\$	180,000	74,380	74,380
St. Albans Partners Ltd.	\$	1,000,000	\$	1,000,000	413,223	413,223
Sturgeon Limited	\$	71,000	\$	71,000	29,338	29,338
Susquehanna Capital Group	\$	6,980,000	\$	6,980,000	2,884,297	2,884,297
SuttonBrook Capital Portfolio LP	\$	12,500,000	\$	12,500,000	5,165,288	5,165,288
Tamarack International, Ltd.	\$	2,500,000	\$	2,500,000	1,033,057	1,033,057
Tempo Master Fund, LP	\$	2,000,000	\$	2,000,000	826,446	826,446
Tenor Opportunity Master Fund Ltd.	\$	4,200,000	\$	4,200,000	1,735,537	1,735,537
The Canyon Value Realization Fund (Cayman) Ltd.	\$	2,260,000	\$	2,260,000	933,884	933,884

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The High-Yield Bond Portfolio	\$	15,000	\$	15,000	6,198	6,198
TQA Master Fund, Ltd.	\$	2,836,000	\$	2,836,000	1,171,900	1,171,900
TQA Master Plus Fund, Ltd.	\$	4,551,000	\$	4,551,000	1,880,578	1,880,578
Tribeca Global Convertible Investments LTD	\$	12,000,000	\$	12,000,000	4,958,677	4,958,677
UBS AG London Branch	\$	45,500,000	\$	45,500,000	18,801,651	18,801,651
UBS AG London F/ B/ O HFS	\$	5,000,000	\$	5,000,000	2,066,115	2,066,115
UBS O'Connor LLC F/B/O O'Connor Global Convertible Arbitrage Master Limited	\$	6,000,000	\$	6,000,000	2,479,338	2,479,338
Univest Convertible Arbitrage Fund II Ltd. (Norshield)	\$	100,000	\$	100,000	41,322	41,322
Van Kampen Harbor Fund	\$	1,200,000	\$	1,200,000	495,867	495,867
Whitebox Convertible Arbitrage Partners, L.P.	\$	3,000,000	\$	3,000,000	1,239,669	1,239,669
Whitebox Hedged High Yield Partners, L.P.	\$	1,000,000	\$	1,000,000	413,223	413,223
White River Securities LLC	\$	1,000,000	\$	1,000,000	413,223	413,223
Wolverine Convertible Arbitrage Fund Limited	\$	250,000	\$	250,000	103,305	103,305
World Income Fund, Inc.	\$	800,000	\$	800,000	330,578	330,578
Yield Strategies Fund I, L.P.	\$	500,000	\$	500,000	206,611	206,611
Yield Strategies Fund II, L.P.	\$	500,000	\$	500,000	206,611	206,611
Zurich Institutional Benchmarks Master Fund Ltd. c/o TQA Investors, LLC	\$	696,000	\$	696,000	287,603	287,603

(1) These entities and/or their affiliates have provided, and may from time to time provide, investment banking services to Charter Communications, Inc. and its subsidiaries, including, among other things, acting as lead and/or co-manager with respect to offerings of debt and equity securities.

(2) The entity is a registered investment fund (the "Fund") advised by Fidelity Management & Research Company ("FMR Co."), a registered investment adviser under the Investment Advisers Act of 1940, as amended. FMR Co., 82 Devonshire Street, Boston, Massachusetts 02109, a wholly-owned subsidiary of FMR Corp. and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, is the beneficial owner of 14,961,471 shares (not including the shares into which the notes are convertible) of the Common Stock outstanding of the Company as a result of acting as investment adviser to various investment companies registered under Section 8 of the Investment Company Act of 1940.

Edward C. Johnson 3d, FMR Corp., through its control of FMR Co., and the Fund each has sole power to dispose of the Securities owned by the Fund.

Neither FMR Corp. nor Edward C. Johnson 3d, Chairman of FMR Corp., has the sole power to vote or direct the voting of the shares owned directly by the Fund, which power resides with the Fund's Board of Trustees.

The Fund is an affiliate of a broker-dealer. The Fund purchased the Securities in the ordinary course of business and, at the time of the purchase of the Securities to be resold, the Fund did not have any agreements or understandings, directly or indirectly, with any person to distribute the notes or conversion shares.

(3) Shares indicated as owned by such entity are owned directly by various private investment accounts, primarily employee benefit plans for which Fidelity Management Trust Company ("FMTC") serves as trustee or managing

agent. FMTC is a wholly-owned subsidiary of FMR Corp. and a bank as defined in Section 3(a)(6) of the Securities Exchange Act of 1934, as amended. FMTC is the beneficial owner of 0 shares (not including the shares into which the notes are convertible) of the Common Stock outstanding of the Company as a result of its serving as investment manager of the institutional account(s).

Edward C. Johnson 3d and FMR Corp., through its control of Fidelity Management Trust Company, each has sole dispositive power over 0 shares and sole power to vote or to direct the voting of 0 shares of Common Stock owned by the institutional account(s) as reported above.

If, after the date of this prospectus, a securityholder notifies us pursuant to the registration rights agreement of its intent to dispose of convertible senior notes pursuant to the registration statement, we may supplement this prospectus to include that information.