

# Charter Corporate Structure

as of March 31, 2007

*Pro Forma* for Financing Transactions After March 31, 2007

(\$ millions)		Accreted value of Issuer debt <sup>1</sup>	Aggregate debt <sup>1</sup>	OCF basis <sup>2</sup>	Covenant
\$413 mm Convertible Sr. Notes due 2009	Charter Communications, Inc. ("CCP")	\$413	\$19,602		
Mirror Notes at Holdco	Charter Communications Holding Company, LLC ("Charter Holdco")				
\$59 million note to Paul Allen	CCHC, LLC ("CCHC")	\$59	\$19,193		
\$578 mm Sr. and Sr. Discount Notes	Charter Communications Holdings, LLC ("Charter Holdings")	\$578	\$19,134	9.06x	<b>8.75x</b>
\$2.4 bn Sr. and Sr. Discount Notes	CCH I Holdings, LLC ("CIH")	\$2,407	\$18,669	8.84x	<b>8.75x</b>
\$4.0 bn Sr. Notes due 2015 CC VIII, LLC Interest	CCH I, LLC ("CCH I")	\$3,987	\$16,262 <sup>3</sup>	7.70x	<b>7.50x</b>
\$2.2 bn Sr. Notes due 2010 \$250 mm Sr Note dues 2013	CCH II, LLC ("CCH II")	\$2,448	\$12,338	5.84x	<b>5.50x</b>
\$800 mm Sr. Notes due 2013 \$350 mm Third Lien Loan due 2014	CCO Holdings, LLC ("CCO Holdings")	\$1,150	\$10,099 <sup>3</sup>	4.78x	<b>4.50x</b>
\$8.0 bn Sr. Secured Bank Facility \$1.9 bn Sr. Second Lien Notes	Charter Communications Operating, LLC ("Charter Operating")	\$9,134	\$9,134 <sup>4</sup>	4.32x	<b>5.00x<sup>5</sup></b>
CC VIII, LLC	Operating Subsidiaries <sup>3</sup>			N/A	N/A

# Charter Corporate Structure

Actual as of March 31, 2007- with *Pro Forma* Adjustments

(\$ millions)

		Actual Accreted Value of Issuer Debt	Pro Forma Adjustments	Pro Forma Accreted Value of Issuer Debt
\$413 mm Convertible Sr. Notes due 2009	Charter Communications, Inc. ("CCP")	\$413		\$413
Mirror Notes at Holdco	Charter Communications Holding Company, LLC ("Charter Holdco")			
\$59 million note to Paul Allen	CCHC, LLC ("CCHC")	\$59		\$59
\$578 mm Sr. and Sr. Discount Notes	Charter Communications Holdings, LLC ("Charter Holdings")	\$967	<b>Charter Holdings</b> (\$105) Redeem 8 1/4% '07 (\$187) Redeem 8 5/8% '09 (\$ 97) CCH Tender Offer <b>(\$389)</b>	<b>\$578</b>
\$2.4 bn Sr. and Sr. Discount Notes	CCH I Holdings, LLC ("CIH")	\$2,407		\$2,407
\$4.0 bn Sr. Notes due 2015 CC VIII, LLC Interest	CCH I, LLC ("CCH I")	\$3,987		\$3,987
\$2.2 bn Sr. Notes due 2010 \$250 mm Sr Note dues 2013	CCH II, LLC ("CCH II")	\$2,448		\$2,448
\$800 mm Sr. Notes due 2013 \$350 mm Third Lien Loan due 2014	CCO Holdings, LLC ("CCO Holdings")	\$1,460	<b>CCO Holdings</b> (\$550) Redeem FRNs \$187 Redeem 8 5/8% '09 \$ 53 Fund \$100M CCH Tender <b>(\$310)</b>	<b>\$1,150</b>
\$8.0 bn Sr. Secured Bank Facility \$1.9 bn Sr. Second Lien Notes	Charter Communications Operating, LLC ("Charter Operating")	\$8,134	<b>Charter Operating</b> \$550 Redeem FRNs \$ 47 Fund \$100M CCH Tender \$403 Accrued Interest, Fees, & Cash <b>\$1,000</b>	<b>\$9,134</b>
CC VIII, LLC	Operating Subsidiaries <sup>3</sup>			

# Footnotes to Charter Corporate Structure

- 1 Estimated debt is accreted book value as adjusted for legal and indenture purposes. It also reflects the elimination of intercompany debt due to consolidation (at the relevant levels) as of 03/31/2007 in accordance with GAAP.
- 2 Approximate leverage multiples calculated using first quarter 2007 aggregate outstanding pro forma debt (*pro forma* for the bank refinancing, redemption of the CCO Holdings FRNs, 8.25% Notes due 2007, 8.625% Notes due 2009, and Charter Holdings tender offer) and first quarter 2007 operating cash flow (OCF) of \$528 million (as defined for the indentures including *pro forma* adjusted EBITDA of \$496 million plus corporate overhead). Note that the leverage ratios represent approximations based on the latest publicly available information, while actual ratios calculated in accordance with the indentures use current debt and last quarter annualized OCF *pro forma* for acquisitions and divestitures.
- 3 CC VIII is an indirect subsidiary of Charter Operating with a minority interest held by CCH I, LLC and Charter Investments which is more fully described in Charter's SEC filings. The minority interest has a liquidation preference which as of March 31, 2007 was \$90 million. This amount is excluded from the leverage calculation under the Credit Agreements but is included for bond indenture calculations at Charter Operating, CCO Holdings and CCH II; however, only \$27 million is included for CCH I, CIH and Charter Holdings.
- 4 Includes \$602 million of intercompany loans and \$162 million of letters of credit and other debt included in the Leverage Ratio calculation as defined in the Credit Agreement.
- 5 The 5.00x ratio is for the Credit Facility covenants. The second lien bond indentures have a 4.25x leverage ratio which is unrelated to credit facility covenants.