



CODE OF CONDUCT

OUR COMMITMENT TO ETHICAL BUSINESS PRACTICES

The Charter Communications Code of Conduct ("Code") is a guide for all employees, including directors and officers, ("Employees") as to the legal and ethical standard we apply at Charter. This Code describes not only the areas of the law that are likely to affect Charter Communications and its affiliated entities ("Charter"), but also references policies applicable to all Employees, which are set forth on our Intranet site and/or in Charter's Employee Handbook. We must manifest and tolerate only fair, honest and ethical conduct in our daily business activities. To the extent it is applicable, Charter also expects its vendors, contractors, outside legal counsel, and other agents who act on its behalf to comply fully with this Code.

Charter's General Counsel currently serves as our Chief Compliance Officer ("CCO"). The CCO administers and oversees enforcement of this Code. He or she works closely with Charter's Deputy Compliance Officers (the members of the Corporate Compliance Committee and the Division Human Resources Vice Presidents), all of whom provide advice and assist in its administration. The CCO chairs the Compliance Committee, which reports to Charter's CEO and Board Audit Committee.

Every Charter Employee must accept personal responsibility for complying with this Code and reporting any observed or suspected violations of this Code. We expect everyone's good faith and uncompromised commitment to the highest ethical standards and compliance with the law and our policies to ensure Charter's success. Thank you for your support.

Neil Smit
President and Chief Executive Officer

I. PURPOSE, IMPORTANCE, AND APPLICATION OF CODE

This Code provides guidance as to ethical behavior in recognition of today's complex legal and regulatory environment. The policies set forth and described in this Code will enable you to understand your legal and ethical obligations, Charter's commitment to these principles, and our expectations of each of you. Charter is committed to compliance with all applicable laws, rules, and regulations and expects its directors, officers, and employees to carry out their responsibilities on behalf of Charter in full compliance with such laws, rules, and regulations, and to maintain the highest ethical standards.

This Code provides basic guidelines for conduct. Although it covers a wide range of business practices and identifies a number of corporate policies, no code of conduct can cover every issue or situation that may arise. You are expected to use common sense, adhere to the highest standards of ethical behavior, seek guidance should you be unsure about the applicability of any provisions of this Code, and report any instances of violations of any policies in this Code.

This Code addresses topics similar to, and is supplemented by, certain policies set forth on our Intranet site and/or in the Charter Communications Employee Handbook ("Employee Handbook"). This Code, the Intranet Site and the Employee Handbook will be updated from time to time to supplement existing policies and to incorporate new policies, as appropriate.

II. REPORTING AND ENFORCEMENT

A. Seeking Guidance or Reporting Suspected Non-Compliance

It is only with your help that we can ensure compliance with this Code. No code or policy can anticipate every situation or provide definitive answers to all questions that may arise. Therefore, if you have any questions about policies in this Code, you should seek guidance from the CCO or the Deputy Compliance Officers identified below.

You are *required* to report violations of any of the policies in this Code, or other behavior that you believe to be illegal or unethical. Any person who knows of such behavior and fails to promptly report it will be subject to disciplinary action, up to and including, termination of his or her employment with Charter.

In order to make the process for reporting violations as simple and accessible as possible, Charter has established a website and toll-free number to allow anonymous reporting of instances of observed or suspected violations of this Code. Charter has contracted with **EthicsPoint**, an independent vendor, to receive and process such reports. Reports using either the website or toll-free number may be made on an anonymous and confidential basis; however, the process of obtaining follow-up and clarifying information will be made much more effective if you identify yourself.

The toll-free number for reporting suspected violations is **1-866-ETHICSP (1-866-384-4277)** and the website address is **www.ethicspoint.com**. Both are available 24 hours per day, 7 days per week. Reports can also be made directly to (i) the CCO at (314) 543-2308; or (ii) the Deputy Compliance Officers at the following locations:

East Division	(203) 304-4084
Central Division	(608) 826-1362
West Division	(626) 430-2447
Corporate	(314) 543-2409

In addition, any supervisor, manager, member of the Legal or Human Resources Departments, or other individual who receives a report of improper conduct should pass this information along immediately via the toll-free number or website.

As further described below under the heading "Proper Documentation and Controls," should you have a concern about questionable accounting or auditing matters, you should promptly report such matter to Charter's Chief Financial Officer at (314) 543-2410; the CCO at the locations noted above; the Chief Accounting Officer at (314) 543-5787; the Vice President of Corporate Audit at (314) 543-2232; or the Chairman of the Audit Committee of the Board of Directors at (310) 806-4202.

Members of the Board of Directors should contact the CCO, Charter's General Counsel (if different from the CCO), the Chairman of the Board of Directors, or the Chairman of the Audit Committee should they wish to report suspected non-compliance or seek guidance about the applicability of any provisions of this Code.

B. Enforcement

Charter will promptly investigate all reported Code violations. Violations of this Code will be treated seriously and will result in disciplinary action, up to and including termination of employment with

Charter. In addition, Charter may take other appropriate legal action for violations of this Code, including reporting illegal behavior to the proper law enforcement or other government authorities, or pursuing a civil lawsuit.

Charter also will monitor and audit compliance with this Code. You must cooperate fully with any such inquiry or audits and provide truthful, complete, and accurate information to the auditors, as well as any investigations of Code violations.

C. Cooperation With Investigations and Retaliation Prohibition

Charter will not retaliate, either directly or indirectly, against any individual who in good faith reports a violation of this Code. Anyone who engages in retaliation in violation of this policy will be subject to disciplinary action, up to and including termination of his or her employment with Charter. Anyone who believes that retaliation has occurred should promptly inform the CCO or Deputy Compliance Officers, or report the incident via the EthicsPoint toll-free number or the website.

Charter will fully cooperate in connection with any investigation by a government body or agency. You are expected to follow any instructions given by management to assist and cooperate in connection with such an investigation.

Retaliation for cooperating in an investigation or for providing information in good faith to a government or law enforcement entity, or a Company investigator is expressly prohibited. Employees can report incidents of retaliation to their supervisor, manager, the Chief Compliance Officer or Deputy Compliance Officers, or through EthicsPoint via the toll-free number or website.

Any request for inspection, documents, or other information from a government entity should be referred immediately to the head of the facility from which the information is sought and to the CCO. Moreover, any Charter employee, including officers and directors, who is contacted by a government entity concerning Charter should promptly inform his or her supervisor, as well as the CCO.

III. APPLICABLE POLICIES

A. General Business Conduct Guidelines

Charter strives to be a good corporate citizen and to achieve our business objectives in a manner that is ethical and in compliance with applicable laws. In keeping with these principles, proper conduct includes, but is not limited to, the following:

- Complying with all obligations to completely and accurately report business and financial information (including subscriber counts, revenues, categories of service, subscribers, expenses, and capitalization) within Charter, to the public, to the SEC and other governmental agencies, and to the investment community;
- Acting in good faith and dealing fairly with respect to and comply with all contractual and business obligations to third parties (including customers, suppliers, competitors, programmers, software licensors, equipment vendors, contractors, and franchising authorities);
- Entering into contracts and business relationships with third parties on behalf of Charter only where there is a legitimate business purpose and only where all terms of the contract or relationship are reasonably believed to be in the best interest of Charter;

- Recording the financial results of contracts and business relationships (as well as non-financial information) on Charter's books and records, as well as in reports to the Securities and Exchange Commission and other public communications, accurately, completely, timely and in accordance with established and acceptable accounting standards;
- Ensuring that proper compensation is received by Charter for all Charter services, facilities, and property, and that courtesy or discounted services are provided only in compliance with policy and with the proper authorization;
- Ensuring proper handling of deposits, cash, receipts, inventory, payments, customer contracts, and records in the best interest of Charter;
- Placing the interests of Charter, as well as the public's right to have accurate information about Charter, first, and always above your personal interests or the interests of third parties; and
- Otherwise complying with all laws, rules, and regulations applicable to Charter, this Code, and/or the Employee Handbook.

B. Proper Documentation and Controls

You are responsible for following any operational, administrative, documentation, and accounting procedures and controls applicable to your areas of responsibility. Internal controls and procedures provide assurance and evidence that Charter's interests and assets are protected and properly used; that Charter's reports are truthful, accurate, and complete; that procedures are appropriate to achieve Charter's business objectives; and that administrative and accounting policies and procedures are complied with throughout the organization.

In carrying out your responsibilities in this area, you must assure that:

- Charter's accounting and documentation policies and procedures are followed;
- All funds, assets, and transactions are fully and accurately recorded and entered in Charter's books and records in accordance with Charter's written procedures and with applicable accounting standards, so that accounting records accurately and fairly reflect all business transactions;
- No records are falsified in any manner;
- There are no unrecorded or "off the books" funds, assets, or transactions;
- Each entry for expenditure is coded into the account that accurately and fairly reflects the true nature of the transaction;
- Reasonable steps are taken to protect Charter data from errors, disasters, misuse, unauthorized access, and fraud, including data that is transmitted and/or stored electronically; and
- Full access to the Company's books and records is given to the Company's independent public accountants.

Any deviation from or deficiency in internal accounting, documentation, or administrative control must be promptly reported to Charter's Chief Financial Officer, the Chief Compliance Officer or to the Chair of the Audit Committee of Charter's Board of Directors. In addition, as with all other provisions of this Code, a violation may be reported using the EthicsPoint toll-free number or website. Members of Charter's Board of Directors should contact Charter's CCO or General Counsel, or the Chairman of the Audit Committee with respect to such matters. For a more in-depth explanation of your responsibilities and obligations, you should review the *Accurate Records and Expense Reports* policy set forth in the Employee Handbook.

C. Contracts and Business Relationships

Contracts and business relationships should only be entered into in situations in which there is a legitimate business purpose. All terms of the transaction should be disclosed and included in the legal documentation supporting the transactions. Transaction documents should only be signed by duly authorized officers and in compliance with (and after obtaining any approvals required by) Charter's Approval Authority Matrix, and all agreements binding upon Charter and all documents manifesting transactions must first be reviewed and approved by the Legal Department before being executed unless in an exact form previously approved by the Legal Department.

Compliance with the terms of Charter's contracts is a necessity. Contracts must be negotiated in good faith with the intended purpose of protecting or furthering Charter's interests. It is the responsibility of the directors and officers, as well as the employees administering these contracts, to assure Charter's good faith compliance with such agreements. Any reports of business information provided by Charter to third parties must be accurate, complete, and in accordance with contractual requirements. Any question concerning the interpretation of a contract should be referred to the Legal Department.

D. Conflicts of Interest

Directors, officers, and employees should avoid business and personal situations that may give rise to a conflict of interest. A conflict of interest occurs when an individual's private interest interferes, or even *appears* to interfere, in any way with the interests of Charter. No one should utilize his or her position with Charter for personal advantage or gain outside of the compensation and benefits received in the normal course of employment. Because conflicts of interest may not always be clear-cut, employees are encouraged to bring questions about particular situations to the attention of the senior Human Resources representative where the individual is employed and/or to the Legal Department. Members of the Board of Directors should direct questions to Charter's General Counsel. Examples of some situations in which a conflict of interest may arise (including policies relating to the acceptance of gifts) are contained in the Company's Employee Handbook under the *Conflict of Interest* subsection.

1. Addressing Conflicts of Interest

Many conflicts of interest or potential conflicts of interest may be resolved or avoided if they are appropriately disclosed and approved. In some instances, disclosure may not be sufficient and Charter may require that the conduct in question be discontinued or that action taken be reversed where possible. You should disclose any situation, transaction, or relationship that may give rise to an actual or potential conflict of interest to your manager, the Human Resources Department, or the Legal Department. Executive officers should report actual or potential conflicts to the General Counsel and members of the Board of Directors should report actual or potential conflicts to the Chair of the Audit Committee.

2. Corporate Opportunities

Directors, officers, and employees should not take for themselves a potential business opportunity in which it can reasonably anticipate that Charter may have an interest, or that is discovered through the use of Charter property or information or through their position with Charter.

E. Protection of Company Information, Privileged Information, and Intellectual Property

Directors, officers, and employees should protect the confidentiality of Charter's proprietary information and any other confidential information that comes to them in the course of their responsibilities as a director, officer or employee, except when disclosure is specifically authorized by the Legal Department or required by laws, rules, regulations or legal process. Provided below is an overview of Charter's guidelines on protection of such information. A more detailed discussion of these topics is contained in the following subsections of the Employee Handbook: (i) *Protection of Proprietary, Confidential, and Privileged Information and Intellectual Property* and (ii) *Company Computers, Electronic Media, Vehicles, and Other Company Property*.

1. Proprietary and Confidential Information

Proprietary information developed or acquired by Charter and not freely available to others is a valuable asset that must be protected against theft, loss, or inadvertent public disclosure. Proprietary information includes, for example, marketing, financial or other plans, prices, and sensitive or restricted information about Charter customers, suppliers, contractors, vendors, or joint venture partners. Therefore, disclosure of such information should be limited to those within the Company who have a need to know such information in the course of their employment with Charter and should not be disclosed outside the Company without authorization from the Legal Department. Because these limitations on disclosure apply even after association with Charter ends, upon separation from Charter for any reason, employees must return any material containing proprietary information and must refrain from disclosing any such protected information.

2. Privileged Information

The law recognizes an attorney-client privilege that shields certain confidential communications between its attorneys and its directors, officers, and employees. To protect this privilege, communications to and from Charter's attorneys, work done under the direction of an attorney, and any information designated as privileged, must not be disclosed to others unless authorized by the Legal Department.

3. Trademarks, Copyrights, and Other Intellectual Property

Charter's corporate identity, logo, trademarks, and service marks are valuable business assets that represent Charter's good will and reputation. Charter's rights may be destroyed or diluted by improper use of the trademarks or service marks. Accordingly, Charter employees should use Charter's trademarks or service marks only as properly authorized.

Other materials, including articles, software, photographs, books, magazines, and other items used in the course of employment, are protected by copyright laws. Reproducing, distributing, or altering copyrighted materials without permission of the copyright owner is illegal and may result in violations subject to civil penalties.

F. Government Relations, Campaign Finance, and Franchise Compliance

Charter engages in various activities to foster and maintain positive relationships with government entities and to express its views and the views of the industry within the political process. To that end, the members of the Government Relations Department, members of Charter's Board of Directors, management, and all employees should strive to maintain good relations with our franchising communities and other governmental officials and should comply with the terms of each franchise agreement.

Charter may make corporate campaign contributions to certain state or local political parties, political committees, and candidates for elective public office, as permitted by applicable law. As a corporate citizen, Charter may also express its views on public issues affecting its organization, its shareholders and employees, or the geographic areas in which it operates. Charter may also contribute to organizations that represent the industry in the political process. Any political contribution by Charter, or by an employee in Charter's name, must be approved by the Vice President of Governmental Relations and, if more than \$10,000 by Charter's General Counsel.

A more detailed description of Charter's policies on these topics is contained in the *Government Relations, Campaign Finance, and Franchise Compliance* subsection of the Employee Handbook.

G. Equal Employment

Charter provides equal employment opportunities to all qualified persons and requires all of its officers, directors, and employees to adhere to laws, regulations, and corporate policies relating to equal opportunity and non-discrimination. A more detailed description of Charter's policies on equal employment opportunity is contained in the *Equal Employment Opportunities, Prohibition Against Harassment, and Accommodation of Disabilities* policies in the Employee Handbook.

H. Electronic Communications and Use of the Internet

Everyone who works with Charter's computer resources may use these resources appropriately and only in a manner that has been authorized. A more detailed description of Charter's policy on this topic is contained in the *Company Computers, Electronic Media, Vehicles, and Other Company Property* subsection of the Employee Handbook.

In addition, as an internet service provider, Charter has the right to protect itself from liability for copyright infringement, violation of child pornography laws, and the transmission of other illegal materials over the internet by Charter customers. However, in order to preserve these protections, Charter must take certain steps to comply with applicable laws and legal reporting requirements. Therefore, any employee who becomes aware of such content must promptly inform the Legal Department or Charter's designated Internet Security Manager.

I. Safety and the Environment

Charter is committed to providing a safe and healthy work environment. Charter will and its Employees are required to comply with all applicable occupational, safety, health, transportation, and environmental laws, and will conduct its business in such a way that minimizes the risk of injury and addresses environmental issues and concerns in a responsible manner. A more detailed description of the Company's policies on these topics is contained in the *General Safety and Workers' Compensation and Accident Reporting* subsections of the Employee Handbook.

In addition to the EthicsPoint toll-free number and website, any questions regarding safety, health, or environmental concerns, or reports of unsafe practices may be directed to your supervisor, the local safety head, the Corporate Safety Department, or the Corporate Risk Management Department. All governmental agency inspections and inquiries (for example, from the Occupational Safety and Health Administration, the Environmental Protection Agency, the Department of Transportation, and the Department of Labor) should be immediately reported to the Legal Department, Corporate Safety Department, Corporate Risk Management Department, or Charter's Chief Compliance Officer.

J. Document Retention

To safeguard company records, employees must always retain or discard records relating to Charter's business according to its *Records Management Program* as well as any applicable legal requirements. You should periodically review hard copy, computer, electronic mail, and other files, and discard documents and records in compliance with Charter's record retention guidelines. Note, however, that Charter may, on occasion, be a party to litigation or subject to a government investigation that requires the suspension or other modification of the record retention policy or practice and the retention of all records related to a specific matter or matters. During any pending lawsuit, or in relation to or in contemplation of litigation, government investigation, or audit, the ordinary means of discarding or otherwise disposing of documents relating to such matters must be immediately suspended. Questions about the retention of records that may be related to litigation or a government inquiry should be directed to the Chief Compliance Officer or the Legal Department.

K. Compliance With Antitrust and Fair Competition Laws

Antitrust laws exist to protect competition and fair trade among businesses, and to promote an open and competitive marketplace. In general, the following types of behavior could create antitrust problems for companies and individuals:

- Entering agreements between competitors to fix the prices to be charged to customers. Even communicating pricing data between competitors will generally be suspect, although not necessarily illegal, as in the case of legitimate market surveys;
- Allocating business, customers or territories in order to avoid competition;
- A concerted refusal by two or more entities to deal with a third party in order to influence price or market share;
- Pricing below cost in order to gain market share or injure a competitor, unless the pricing is part of legitimate promotional or introductory offers;
- Refusing to sell a product that can only be obtained from a single source unless the purchaser also buys an undesired product;
- Knowingly interfering with a competitor's relationships with suppliers, contractors, customers or even employees;
- Taking, or using, a competitor's trade secrets; and
- Knowingly making false or misleading statements or information about a competitor or its services, as opposed to mere "puffing" (for example, through advertisements or written or oral statements to customers or other third parties).

It is sometimes difficult to distinguish proper from improper activity. For example, the antitrust laws permit:

- competitive pricing or quantity discounts;
- long term exclusive agreement; and
- comparative advertising and making critical statements about the price, terms or quality of a competitor's product or service, so long as those statements are not substantially or intentionally misleading.

You should also know that antitrust laws permit some cooperation and joint action among competitors, such as:

- joint ventures that demonstrably promote efficiency;
- technical standards established either through trade associations or regulatory bodies so long as they are not exclusionary or used as a pretext for eliminating competition;
- participating in market surveys conducted by industry groups, so long as they are not intended to be, or actually used as, a means of engaging in prohibited exchanges of information; and
- joint purchasing, training, etc., where it is undertaken to promote efficiency and not to coerce prices, suppliers or customers.

Please contact the Legal Department if you ever have a question of whether a particular activity is legal or improper under the antitrust laws.

L. Prohibition on Insider Trading and Disclosure of Inside Information

Trading in Charter's securities when in possession of inside information or unauthorized disclosure to others of such information is illegal and strictly prohibited. Violations of these prohibitions may result in civil penalties of up to three times the profit gained or losses avoided on a transaction and criminal fines of up to \$5 million. A violation could also result in an individual having to serve a jail sentence of up to 20 years, as well as disciplinary action by the Company, up to and including termination.

Inside information includes information, either positive or negative, about Charter's business, operations, assets, or ownership that has not been publicly disclosed and that would reasonably be expected to result in a change in the market price or value of Charter's securities.

Examples of inside information include, but are not limited to, financial information or projections; news of a pending or proposed merger, acquisition, or sale of cable systems, alliances, or strategic partnerships; gain or loss of a substantial supplier or contract; significant new product announcements or technological developments; significant pricing changes; financial liquidity problems; significant actions by regulatory bodies; major changes in senior management; or major disputes with material contractors or suppliers. You are prohibited from trading based on inside information about Charter or any other company.

In addition, you may not convey material non-public information about Charter or another company with which Charter has or is contemplating a relationship. You also may not suggest that anyone purchase or sell a company's securities while you are aware of material non-public information about that company. This practice, known as "tipping," also violates the U.S. securities laws and can result in the same civil

and criminal penalties that apply if you engage in insider trading directly, even if you do not receive any money or derive any benefit from trades made by persons to whom you passed material non-public information.

Directors, officers, and employees are subject to additional limitations with regard to trading Charter securities and should consult the *Securities Trading Policy* which is available on the Company's intranet website and from the Legal Department.

M. Waivers to the Code

Waivers of this Code will be granted only in exceptional circumstances. Waivers of a Code provision for directors and executive officers must be approved in writing by the Board of Directors or its designated committee composed solely of independent directors and promptly disclosed in accordance with applicable law. Waivers for other individuals must be approved in writing by Charter's General Counsel or Chief Executive Officer.

N. Amendments to the Code

Amendments to this Code, other than changes reflecting change in personnel at Charter or which are non-substantive as determined by Charter's Chief Compliance Officer, shall be approved by the Audit Committee or the Board of Directors.