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May 14, 2009

VIA OVERNIGHT DELIVERY

Jaclyn Brillling
Secretary to the Commission
New York Public Service Commission
3 Empire State Plaza, 4th Floor
Albany, NY 12223-1350

Re: Joint Application of Charter Fiberlink NY-CCO, LLC and Charter Fiberlink NY-CCVII, LLC, Debtors-in-Possession, for Authority to Engage in a Reorganization Transaction Under Chapter 11 of the United States Bankruptcy Code and to Emerge from Bankruptcy

Dear Ms. Brillling:

On behalf of Charter Fiberlink NY-CCO, LLC and Charter Fiberlink NY-CCVII, LLC, Debtors-in-Possession, please find enclosed for filing with the New York Public Service Commission an original and seven (7) copies of the above-referenced Application.

Please date-stamp the enclosed extra copy of this filing and return it in the attached self-addressed, postage prepaid envelope provided. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned at (770) 399-9500.

Very Truly Yours,



Charles A. Hudak
Counsel for Charter Fiberlink NY-CCO, LLC and
Charter Fiberlink NY-CCVII, LLC, Debtors-in-
Possession

CAH/jwh
Enclosures

cc: Carrie L. Cox
Associate General Counsel, Regulatory
Charter Communications, Inc., Debtor-in-Possession

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**BEFORE THE
NEW YORK PUBLIC SERVICE COMMISSION**

In the Matter of)	
)	
Charter Fiberlink NY-CCO, LLC and Charter)	Docket/Case No. _____
Fiberlink NY-CCVII, LLC, Debtors-in-)	
Possession)	
)	
Joint Application for Authority to Engage in a)	
Reorganization Transaction Under Chapter 11)	
of the United States Bankruptcy Code and to)	
Emerge from Bankruptcy)	
)	

APPLICATION

COMES NOW Charter Fiberlink NY-CCO, LLC and Charter Fiberlink NY-CCVII, LLC, Debtors-In-Possession (“Applicants”), through their undersigned counsel, and hereby respectfully request that the New York Public Service Commission (the “Commission”) grant approval, to the extent such approval is required, for Charter Communications, Inc., Debtor-in-Possession (“Charter-DIP”) and its subsidiaries, including the Applicants, to effectuate a “pre-arranged” plan of reorganization under Chapter 11 of the United States Bankruptcy Code whereby Charter Communications, Inc. (“Charter”) and its subsidiaries will emerge from bankruptcy. Applicants respectfully request expedited approval of this Application to permit completion of the reorganization as soon as possible, and in any event, no later than July 20, 2009. In addition, Applicants request a waiver of any applicable hearing requirement in connection with this Application, to the extent such a waiver is permissible under the Commission’s rules or practices.

In support of their requests, Applicants provide the following information.

I. INTRODUCTION

This Application is being submitted to the Commission because Applicants, indirect wholly-owned subsidiaries of Charter-DIP, are authorized to provide local exchange and interexchange services in New York.¹ The reorganization transaction described herein will result in certain changes in the ownership of Charter-DIP, the ultimate corporate parent of the Applicants, and, thus, will only indirectly affect the Applicants. This Application does not involve, and does not seek the Commission's approval for, a transfer of the Applicants' authorizations to provide local exchange and interexchange services in New York, the transfer of any of the Applicants' assets or customers in New York, the issuance of any stock, bonds, notes or other evidence of indebtedness by the Applicants, or any change affecting the Applicants' day-to-day operations.

Throughout the reorganization process and after their emergence from bankruptcy, the Applicants will continue to provide high quality services in an uninterrupted manner. In addition, the Applicants will continue to provide local exchange and interexchange services in New York under their same names and pursuant to their existing authorizations and tariffs. Thus, the reorganization transaction will be transparent to, and will not adversely affect, customers in New York.

II. DESCRIPTION OF CHARTER-DIP AND CHARTER FIBERLINK

A. Charter-DIP. Charter-DIP is a publicly held Delaware corporation that is headquartered at 12405 Powerscourt Drive, St. Louis, Missouri 63131. Charter-DIP is the ultimate corporate parent of the Applicants. Charter-DIP is a leading, diversified broadband communications

¹ See *Application of Charter Fiberlink NY-CCO, LLC for a Certificate of Public Convenience and Necessity to Provide Local Exchange and Intrastate Interexchange Telecommunications Services as a Common Carrier in the State of New York*, Case No. 03-C-1765 (approved April 28, 2004); *Application Of Charter Fiberlink NY-CCVII, LLC for a Certificate of Public Convenience and Necessity to Provide Local Exchange and Intrastate Interexchange Telecommunications Services as a Common Carrier in the State of New York*, Case No. 03-C-1765 (approved July 29, 2004).

company with operations in 27 states and is the fourth-largest cable operator in the United States. Through its operating subsidiaries, Charter-DIP offers residential and commercial customers traditional cable video programming (basic and digital video), high-speed Internet services, and telephone services, as well as advanced broadband services such as high definition television, on-demand video programming, and digital video recorder services. Charter-DIP also sells advertising to national and local clients on advertising supported cable networks. As of December 31, 2008, Charter-DIP and its subsidiaries served approximately 5.5 million customers throughout its service territories, including approximately 5.0 million video customers, 2.9 million high-speed Internet customers, and 1.3 million telephone customers.²

Through its telephone operating subsidiaries, Charter-DIP currently provides a full array of intrastate, interstate and international telephone services to residential and/or small business customers located in Alabama, California, Connecticut, Georgia, Illinois, Louisiana, Massachusetts, Michigan, Minnesota, Missouri, Nebraska, Nevada, North Carolina, Oregon, South Carolina, Texas, Tennessee, Virginia, Washington and Wisconsin. Such telephone services include unlimited nationwide and in-state calling, voicemail, call waiting, caller ID, call forwarding and other features, including international calling capability either by the minute or in a package of 250 minutes per month. In addition, in New Hampshire and New York, as well as in the aforementioned states, Charter-DIP's telephone operating subsidiaries provide telephone and communications services to large business, commercial and governmental customers, including business telephone, point-to-point private line and data networking services.

B. Applicants. The Applicants are both limited liability companies organized under the laws of the State of Delaware and are indirect wholly-owned subsidiaries of Charter-DIP. The

² Most customers subscribe to more than one service offered by a Charter-DIP operating subsidiary.

Applicants' principal offices are both located at 12405 Powerscourt Drive, St. Louis, Missouri 63131. The Applicants are authorized by the Commission to provide facilities-based local exchange and interexchange services in New York. Currently, Charter Fiberlink does not provide telephone services to any residential customers in New York, but does provide communications services, including point-to-point private line and data networking services to large business, commercial and governmental customers. Throughout the reorganization process and after their emergence from bankruptcy, the Applicants will continue to provide high quality local exchange and interexchange services in an uninterrupted manner under their same names and pursuant to their existing authorizations and tariffs. No changes are contemplated with respect to the management or personnel, assets, properties, location of books or records, Commission contact representatives, or other aspects of the Applicants as a result of the reorganization transaction. Accordingly, the Applicants will continue to possess the managerial, technical and financial qualifications to provide the high quality services that the Applicants have provided in the past. Thus, the reorganization transaction will be transparent to, and will not adversely affect, customers in New York.

III. DESIGNATED CONTACTS

The designated contacts for questions concerning this Application are:

Charles A. Hudak, Esq.
Kennard B. Woods, Esq.
Jon C. Martin, Esq.
Friend, Hudak & Harris, LLP
Three Ravinia Drive, Suite 1450
Atlanta, Georgia 30346
Tel: (770) 399-9500
Fax: (770) 395-0000

Copies of any correspondence should also be sent to the following designated representative of Applicants:

Carrie L. Cox, Esq.
Associate General Counsel, Regulatory
Charter Communications, Inc.
12405 Powerscourt Drive
St. Louis, Missouri 63131
Tel: (314) 543-2567
Fax: (314) 965-6640

IV. DESCRIPTION OF THE REORGANIZATION

Charter voluntarily began a Chapter 11 bankruptcy reorganization process on March 27, 2009, through filings with the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), jointly captioned *In re Charter Communications, Inc.*, Case No 09-11435 (Bankr. S.D.N.Y. Mar. 27, 2009). Prior to those filings, Charter entered into separate agreements (the "Restructuring Agreements") with the holders of certain of its subsidiaries' senior notes ("Noteholders")³ that collectively provide for the reorganization and recapitalization of Charter and its subsidiaries in a "pre-arranged" plan of reorganization (the "Plan") under Chapter 11 of the Bankruptcy Code (collectively, the "Reorganization").⁴ The Chapter 11 process is specifically designed to enable companies to continue to operate as usual while they develop and implement financial restructuring plans.

As a result of the Reorganization, the current stock in Charter-DIP will be cancelled and replaced by new Class A Common Stock and Class B Common Stock in Charter. The voting interest of Charter-DIP's current principal stockholder, Paul G. Allen and his affiliated entities (collectively, the "Allen Entities"), will be reduced from approximately 91% to 35%, and new stockholders (including each of the Noteholders) will acquire the remainder of the voting interests in Charter. Following the Reorganization, Charter will have two classes of outstanding common stock:

³ The term "Noteholders" is used broadly herein to refer both to direct holders of Charter's subsidiaries' senior notes as well as certain of their affiliates that may hold the Rights (as defined herein).

⁴ The Disclosure Statement, Joint Plan of Reorganization, and Supplement to the Joint Plan of Reorganization, all as filed with the Bankruptcy Court, are provided on the enclosed CD-ROM.

- Class A Common Stock, which will represent 65% of the voting interests in Charter, which will be held by various stockholders including the Noteholders; and
- Class B Common Stock, which will represent 35% of the voting interests in Charter, which will be held by the Allen Entities.

Each of the following four Noteholders may hold a voting or equity interest in Charter in excess of 10% following the Reorganization: Apollo Global Management, LLC; Crestview, L.L.C.; Oaktree Capital Group Holdings GP, LLC; and Franklin Resources, Inc.⁵ No other entities are anticipated to hold a 10% or greater voting or equity interest in Charter. In addition, no Noteholder will hold a greater voting interest than the 35% held by Mr. Allen and the Allen Entities. There are no agreements among the Noteholders regarding voting their respective Charter stock or any other aspect of their individual interests in Charter. The Plan provides that each holder of senior notes of Charter subsidiary CCH I, LLC, including the Noteholders, will be issued a transferable right (the “Rights”) entitling it to purchase additional shares of Charter’s Class A Common Stock pursuant to a rights offering to be completed prior to the closing of the Reorganization.

Under the agreements, Charter’s current Chief Executive Officer and Chief Operating Officer shall remain the same as today. All of the authorizations held by Charter’s wholly-owned subsidiaries, including the Applicants, will continue to be held by those same entities, as described in the before and after charts set forth in Exhibit A. The current local management and employees of Charter will also remain in place.

Certain of the Noteholders will also be investing up to an additional \$3 billion in Charter. The Reorganization, once approved and effective, will reduce Charter’s debt by \$8 billion and allow

⁵ A description of each of the four Noteholders that may hold a voting or equity interest in Charter in excess of 10% following the Reorganization is attached hereto at Exhibit B.

the company to emerge from the bankruptcy process as a stronger, more competitive company and a valuable partner both to the communities and the customers it serves.

Upon completion of the Reorganization, Charter will be privately held and its common stock will not be traded publicly. However, Charter will seek to list its Class A Common Stock for trading on the NASDAQ market prior to the later of (i) the 46th day after Charter's emergence from bankruptcy and (ii) October 15, 2009. Upon NASDAQ approval, Charter will regain its "public" company status.

In sum, the Reorganization represents a financial restructuring at the holding company level and will not result in any transfer or assignment of the authorizations or customers of the Applicants to a third party or affect the rates, terms and conditions under which the Applicants currently provide services to customers. As a result, the Reorganization will be transparent to customers of the Applicants in terms of the services that those customers receive.

V. STATE-SPECIFIC DISCLOSURES

In accordance with NY Pub Serv §§ 100, 101-a and NY Comp Codes R. & Regs., tit. 16, §§ 38.1, 38.2, 38.3, 37.1, the Applicants provide the following additional information in support of this Application:

- (a) The purpose of the Reorganization is to restructure Charter-DIP's balance sheet by exchanging certain of Charter-DIP's long-term debt obligations for equity interests in Charter, as described above.
- (b) Due to the voluminous nature of the bankruptcy filing, Charter has made the public versions of the bankruptcy filings available at www.kccllc.net/charter. Additionally, the Disclosure Statement, Joint Plan of Reorganization, and Supplement to the Joint Plan of Reorganization, all as filed with the Bankruptcy Court, are provided on the enclosed CD-ROM.

- (c) The Applicants' possess a *de minimis* amount of non-operating property with correspondingly *de minimis* present market value.
- (d) As disclosed in its *pro forma* financial statements filed with the Bankruptcy Court as part of the Disclosure Statement, Charter estimates the Reorganization costs to be approximately \$166 million.
- (e) Inasmuch as the Applicants' financial statements are consolidated into those of their ultimate corporate parent, Charter, the financial statements of Charter are provided as Exhibit C.
- (f) Inasmuch as the Applicants' financial statements are consolidated into those of their ultimate corporate parent, Charter, Charter's balance sheets for the last five years are attached hereto as Exhibit D.
- (g) Inasmuch as the Applicants' financial statements are consolidated into those of their ultimate corporate parent, Charter, Charter's income statements for the last five years are attached hereto as Exhibit E.

VI. PUBLIC INTEREST STATEMENT

The Applicants respectfully submit that the Reorganization serves the public interest. In particular, the Applicants submit that the Reorganization: (1) will not adversely affect the Applicants' managerial or technical qualifications, and will enhance the financial qualifications of the Applicants; (2) will benefit competition in the California telecommunications market by enabling the Applicants to continue to expand their provision of competitive services; and (3) will assure that there is no disruption of service by, and will be virtually transparent to existing customers of, the Applicants.

The Reorganization will not adversely affect the Applicants' managerial or technical qualifications, and will enhance the financial qualifications of the Applicants. The Reorganization

primarily relates to the capital structure and ownership of Charter-DIP and is not expected to affect the operations of the Applicants. The Reorganization is also not expected to adversely affect the managerial or technical capabilities or qualifications of the Applicants to provide service. As a result, the Reorganization is expected to be transparent to both the customers and the operations of the Applicants and is not expected to substantially affect the managers and technical employees of the Applicants who have responsibility for overseeing their day-to-day operations.

At the same time, however, the Reorganization is expected to improve Charter's capital structure by substantially reducing Charter's long term debt and debt servicing requirements. In particular, through the Reorganization, certain of Charter's existing indebtedness, currently estimated at approximately \$8 billion, will be converted into new common stock of Charter, and certain Noteholders will invest approximately \$3 billion of new capital into Charter. Such financial restructuring and recapitalization transactions will provide Charter access to additional financial resources and ensure that the Applicants may continue to invest in their networks and operations, provide high-quality communications services, and otherwise meet their contract and service obligations following their emergence from bankruptcy.

The Reorganization will also further the public interest by improving the ability of the Applicants to compete against larger incumbent providers in both the local telephone and video service markets. After completion of the financial restructuring and recapitalization transactions, the improved financial and competitive position of Charter and the Applicants will allow Charter to build upon its strengthened balance sheet, significantly reduced debt and additional capital to offer and expand the high-quality, competitively priced services of its operating subsidiaries, including the Applicants. The Reorganization thus will allow the Applicants to continue as strong competitors, by providing the Applicants with the necessary funding to support their business plans and to expand

their operations and services. This will benefit both consumers and businesses alike by ensuring the availability of reasonable market prices for telephone services due to the continued presence of the Applicants as viable alternative providers of local exchange and interexchange services in New York.

VII. CONCLUSION

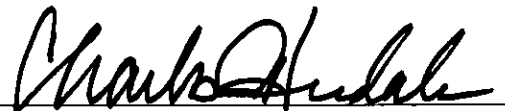
For the reasons set forth above, Applicants respectfully request that the Commission issue an order:

- (A) Approving this Application in all respects;
- (B) Approving the transactions described in this Application;
- (C) Waiving any hearing for this Application; and
- (D) Granting any other and additional relief that the Commission may deem just and

proper.

Dated this 14th day of May, 2009

Respectfully submitted,



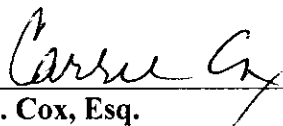
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Counsel for Charter Fiberlink NY-CCO, LLC
and Charter Fiberlink NY-CCVII, LLC,
Debtors-in-Possession

VERIFICATION


I, Carrie L. Cox, am Associate General Counsel, Regulatory of Charter Communications, Inc., Debtor-in-Possession, and am authorized to represent it and its subsidiaries, and to make this verification on their behalf. The statements in the foregoing document relating to Charter Communications, Inc. and its subsidiaries, except as otherwise specifically attributed, are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct.



Carrie L. Cox, Esq.
Associate General Counsel, Regulatory
Charter Communications, Inc., Debtor-in-Possession

Subscribed and sworn to before me this 13th day of
May, 2009.


Notary Public

My Commission expires: 4/25/2013




JANEEN DOMAGALSKI
My Commission Expires
April 25, 2013
St. Louis County
Commission #09405360

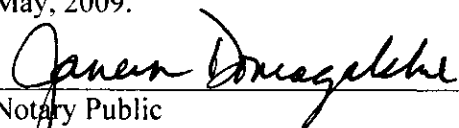
VERIFICATION

I, Richard R. Dykhouse, am Vice President, Senior Counsel – Corporate and Securities and Assistant Secretary of Charter Communications, Inc., Debtor-in-Possession, and am authorized to represent it and its subsidiaries, and to make this verification on their behalf. The statements in the foregoing document relating to Charter Communications, Inc. and its subsidiaries, except as otherwise specifically attributed, are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct.


Richard R. Dykhouse, Esq.
Vice President, Senior Counsel – Corporate and Securities and Assistant Secretary
Charter Communications, Inc., Debtor-in-Possession

Subscribed and sworn to before me this 1st day of May, 2009.


Notary Public

My Commission expires: 4/25/2013



JANEEN DOMAGALSKI
My Commission Expires
April 25, 2013
St. Louis County
Commission #09405360