SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (D) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 1999

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (D) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM ______ TO ______.

COMMISSION FILE NUMBER:

RENAISSANCE MEDIA GROUP LLC - 333-56679
RENAISSANCE MEDIA (TENNESSEE) LLC - 333-56679-01
RENAISSANCE MEDIA (LOUISIANA) LLC - 333-56679-02
RENAISSANCE MEDIA CAPITAL CORPORATION - 333-56679-03

(Exact names of Registrants as specified in their charters)

Delaware	14-1803051
Delaware	14-1801165
Delaware	14-1801164
Delaware	14-1803049
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Numbers)

12444 Powerscourt Drive - Suite 100
St. Louis, Missouri 63131
(Address of principal executive offices)

(314) 965-0555
(Registrants' telephone number including area code)

Indicate by check mark whether the Registrants: (1) have filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days:

Yes X No ______

State the aggregate market value of the voting equity securities held by non-affiliates of the Registrants:

All of the limited liability company membership interests of Renaissance Media (Tennessee) LLC and Renaissance Media (Louisiana) LLC are held by Renaissance Media Group LLC. All of the issued and outstanding shares of capital stock of Renaissance Media Capital Corporation are held by Renaissance Media Group LLC. All of the limited liability company membership interests of Renaissance Media Group LLC are held by one member. There is no public trading market for any of the aforementioned limited liability company membership interests or shares of capital stock.

RENAISSANCE MEDIA GROUP LLC AND SUBSIDIARIES

QUARTERLY REPORT AS OF SEPTEMBER 30, 1999

INDEX

Separate Financial Statements of Renaissance Media Capital Corporation have not been presented as this entity had no operations and substantially no assets or equity.

RENAISSANCE MEDIA GROUP LLC AND SUBSIDIARIES

QUARTERLY REPORT AS OF SEPTEMBER 30, 1999

RENAISSANCE MEDIA GROUP LLC AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(DOLLARS IN THOUSANDS)

ASSETS	SUCCESSOR SEPTEMBER 30, 1999 (UNAUDITED)	PREDECESSOR DECEMBER 31, 1998
Cash and cash equivalents	$ 2,847	$ 8,482
Accounts receivable - trade (less allowance for doubtful accounts of $96 in 1999 and $92 in 1998)	1,793	118
Accounts receivable - other	--	584
Prepaid expenses and other assets	263	340
Escrow deposit	--	150
Receivable from related party	13,500	--
Investment in cable systems:		
Property, plant and equipment	69,388	71,246
Less: accumulated depreciation	(3,408)	(7,294)
	65,980	63,952
Cable franchises	399,739	236,489
Less: accumulated amortization	(11,162)	(11,473)
	388,577	225,016
Intangible assets	--	17,559
Less: accumulated amortization	--	(1,059)
	--	16,500
Total investment in cable television systems	454,557	305,468
TOTAL ASSETS	$ 472,960	$ 315,142
LIABILITIES AND MEMBER'S EQUITY		
Accounts payable	$ 1,594	$ 2,042
Accrued expenses	5,909	7,470
Advances from affiliates	--	135
Payables to manager of cable systems - related party	1,647	--
Debt	83,800	209,874
TOTAL LIABILITIES	92,950	219,521
MEMBER'S EQUITY:		
Paid-in capital	384,261	108,600
Accumulated deficit	(4,251)	(12,979)
Total member's equity	380,010	95,621
TOTAL LIABILITIES AND MEMBER'S EQUITY	$ 472,960	$ 315,142

SEE ACCOMPANYING NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

RENAISSANCE MEDIA GROUP LLC AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(DOLLARS IN THOUSANDS)
(UNAUDITED)

	SUCCESSOR THREE MONTHS ENDED SEPTEMBER 30, 1999	PREDECESSOR THREE MONTHS ENDED SEPTEMBER 30, 1998
Revenues	$ 15,782	$ 14,246
Cost and expenses:		
Operating, general and administrative	7,709	7,198
Depreciation and amortization	8,777	6,802
Corporate expense charges - related party	311	-
Operating income (loss)	(1,015)	246
Interest income	38	31
Interest expense	(1,050)	(4,679)
Loss before provision for income taxes	(2,027)	(4,402)
Provision for income taxes	19	30
Net loss	$ (2,046)	$ (4,432)

SEE ACCOMPANYING NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

RENAISSANCE MEDIA GROUP LLC AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(DOLLARS IN THOUSANDS)
(UNAUDITED)

	SUCCESSOR	PREDECESSOR	
	FIVE MONTHS ENDED SEPTEMBER 30, 1999	FOUR MONTHS ENDED APRIL 30, 1999	NINE MONTHS ENDED SEPTEMBER 30, 1998
Revenues	$ 26,193	$ 20,396	$ 27,167
Cost and expenses:			
Operating, general and administrative	12,589	9,382	13,855
Depreciation and amortization	14,570	8,912	12,259
Corporate expense charges - related party	511	-	-
Operating income (loss)	(1,477)	2,102	1,053
Interest income	38	122	91
Interest expense	(2,793)	(6,321)	(9,069)
Loss before provision (benefit) for income taxes	(4,232)	(4,097)	(7,925)
Provision (benefit) for income taxes	19	(65)	105
Net loss	$ (4,251)	$ (4,032)	$ (8,030)

SEE ACCOMPANYING NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

RENAISSANCE MEDIA GROUP LLC AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN MEMBER'S EQUITY
(DOLLARS IN THOUSANDS)
(UNAUDITED)

	PREDECESSOR		
	PAID-IN CAPITAL	ACCUMULATED DEFICIT	TOTAL MEMBER's EQUITY
Balance at December 31, 1998	$ 108,600	$ (12,979)	$ 95,621
Net loss	--	(4,032)	(4,032)
Balance at April 30, 1999	$ 108,600	$ (17,011)	$ 91,589

	SUCCESSOR		
	PAID-IN CAPITAL	ACCUMULATED DEFICIT	TOTAL MEMBER's EQUITY
Initial capitalization, May 1, 1999	$ 350,444	$ --	$ 350,444
Contribution	34,223	--	34,223
Distributions	(406)	--	(406)
Net loss	--	(4,251)	(4,251)
Balance at September 30, 1999	$ 384,261	$ (4,251)	$ 380,010

SEE ACCOMPANYING NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

RENAISSANCE MEDIA GROUP LLC AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(DOLLARS IN THOUSANDS)
(UNAUDITED)

	SUCCESSOR	PREDECESSOR	
	FIVE MONTHS ENDED SEPTEMBER 30, 1999	FOUR MONTHS ENDED APRIL 30, 1999	NINE MONTHS ENDED SEPTEMBER 30, 1998
OPERATING ACTIVITIES:			
Net loss	$ (4,251)	$ (4,032)	$ (8,030)
Adjustments to reconcile net loss to net cash provided by operating activities:			
Depreciation and amortization	14,570	8,912	12,259
Accretion on senior discount notes and non-cash interest expense	2,744	3,850	4,835
Changes in operating assets and liabilities, net of effects from acquisitions:			
Accounts receivable, net	(14,816)	298	(1,546)
Prepaid expenses and other assets	139	(75)	(530)
Accounts payable and accrued expenses	2,026	(5,046)	8,574
Payables to manager of cable systems - related party	1,646	-	-
Deferred marketing support	-	-	478
Advances from affiliates	-	(135)	104
Net cash provided by operating activities	2,058	3,772	16,144
INVESTING ACTIVITIES:			
Acquisitions of cable systems	(268)	(2,770)	(309,600)
Escrow deposit	-	150	-
Capital expenditures	(3,937)	(4,250)	(2,260)
Cable franchises	-	-	(1,510)
Other intangible assets	-	16	(463)
Net cash used in investing activities	(4,205)	(6,854)	(313,833)
FINANCING ACTIVITIES:			
Debt acquisition costs	-	-	(8,344)
Repayments on bank debt	-	-	(7,500)
Proceeds from bank debt	-	-	110,000
Net proceeds from issuance of 10% senior discount notes	-	-	100,012
Capital contributions	-	-	108,600
Distributions to parent	(406)	-	-
Net cash provided by (used in) financing activities	(406)	-	302,768
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(2,553)	(3,082)	5,079
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	5,400	8,482	-
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 2,847	$ 5,400	$ 5,079
CASH PAID FOR INTEREST	$ 2,525	$ 4,210	$ 2,464

SEE ACCOMPANYING NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

RENAISSANCE MEDIA GROUP LLC AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 1999
(DOLLARS IN THOUSANDS EXCEPT WHERE INDICATED)
(UNAUDITED)

1. ORGANIZATION

Renaissance Media Group LLC ("Group") was formed on March 13, 1998, by Renaissance Media Holdings LLC ("Holdings"). On March 20, 1998, Holdings contributed to Group its membership interests in two wholly owned subsidiaries; Renaissance Media (Louisiana) LLC ("Louisiana") and Renaissance Media (Tennessee) LLC ("Tennessee"). Louisiana and Tennessee acquired a 76% interest and 24% interest, respectively, in Renaissance Media LLC ("Media") from Morgan Stanley Capital Partners III, Inc. ("MSCP III") on February 13, 1998 for a nominal amount. As a result, Media became a subsidiary of Holdings. The transfer was accounted for as a reorganization of entities under common control similar to a pooling of interests since an entity affiliated with MSCP III had a controlling interest in Holdings. Group and its subsidiaries are collectively referred to as the "Company" herein. On April 9, 1998, the Company acquired (the "TWI Acquisition") six cable television systems (the "TWI Systems") from TWI Cable, Inc. ("TWI Cable") a subsidiary of Time Warner Inc. ("Time Warner"). Prior to TWI Acquisition, the Company had no operations other than start-up related activities.

On February 23, 1999, Holdings, Charter Communications, Inc., presently doing business as Charter Investment, Inc. ("Charter") and Charter Communications, LLC ("Buyer" or "CC LLC") executed a purchase agreement (the "Charter Purchase Agreement"), providing for Holdings to sell and Buyer to purchase, all the outstanding limited liability company membership interests in Group held by Holdings (the "Charter Transaction") subject to certain covenants and restrictions pending closing and satisfaction of certain conditions prior to closing. The purchase price was $459 million, consisting of $348 million in cash and $111 million in carrying value of debt assumed. On April 30, 1999, the Charter Transaction was consummated.

2. BASIS OF PRESENTATION

The accompanying financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles. The interim financial statements are unaudited but include all adjustments, which are of normal recurring nature that the Company considers necessary for a fair presentation of the financial position and the results of operations and cash flows for such periods. Operating results of interim periods are not necessarily indicative of results for a full year.

For further information, refer to the Company's Annual Report on Form 10-K for the year ended December 31, 1998 for additional disclosures and information.

RENAISSANCE MEDIA GROUP LLC AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 1999
(DOLLARS IN THOUSANDS EXCEPT WHERE INDICATED)
(UNAUDITED)

3. ACQUISITIONS:

As a result of the change in ownership of Group, the Company has applied push-down accounting in the preparation of the accompanying financial statements effective April 30, 1999. Accordingly, the Company increased its member's equity to $350.4 million to reflect the amounts paid by Charter. The purchase price was allocated to assets acquired and liabilities assumed based on their relative fair values including amounts assigned to franchises of $399.5 million. The allocation of the purchase price is based, in part, on preliminary information which is subject to adjustment upon obtaining complete valuation information of intangible assets. Management believes that the finalization of the purchase price will not have a material impact on the results of operations or financial position of the Company.

As a result of the Charter Transaction, application of push-down accounting and the allocation of purchase price, the financial information of the Company in the accompanying condensed consolidated financial statements and notes thereto as of September 30, 1999, and for the successor period (May 1, 1999 through September 30, 1999) is presented on a different cost basis than the financial information of the Company as of December 31, 1998, and for the predecessor periods (January 1, 1999 through April 30, 1999, and the nine months ended September 30, 1998) and therefore, such information is not comparable.

Pro forma operating results as though the Charter Transaction and the TWI Acquisition (discussed in Note 1) had been consummated on January 1, 1998 with pro forma adjustments to give effect to amortization of franchises, interest expense and certain other adjustments are as follows:

	Three Months Ended September 30		Nine Months Ended September 30	
	1999	1998	1999	1998
Revenues	$15,782	$14,660	$46,667	$42,932
Operating income (loss)	1,668	6,461	634	2,894
Net income (loss)	5,067	2,652	(1,009)	(6,084)

The pro forma information has been presented for comparative purposes and does not purport to be indicative of the results of operations had these transactions been completed as of the assumed date or which may be obtained in the future.

4. DEBT

Media maintained a credit agreement (the "Credit Agreement"). The aggregate commitments under the Credit Agreement totaled $150,000, consisted of a $40,000 revolver, $60,000 Tranche A Term Loans and $50,000 Tranche B Term Loans. In connection with the Charter Transaction all amounts outstanding, including accrued interest and unpaid fees, under the Credit Agreement were paid in full and the Credit Agreement was terminated on April 30, 1999.

RENAISSANCE MEDIA GROUP LLC AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 1999
(DOLLARS IN THOUSANDS EXCEPT WHERE INDICATED)
(UNAUDITED)

On May 28, 1999, as a result of the Charter Transaction (i.e., change of control) and in accordance with the terms and conditions of the indenture governing the 10% senior discount notes (the "Notes"), the Company made an offer (the "Tender Offer") to purchase any and all of the Notes at 101% of their accreted value, plus accrued and unpaid interest, if any, through June 28, 1999. The Tender Offer expired on June 23, 1999, whereby 48,762 notes ($1 face amount at maturity) were validly tendered and accepted for purchase. On June 28, 1999, Charter Communications Operating, LLC ("CCO"), the indirect parent of the Company, paid a sum of $34,223 for all of the Notes validly tendered. Accordingly, the Company recorded this payment for the extinguishment of debt as a capital contribution.

The indenture governing the Notes limits cash payments by the Company to the sum of: i) the amount by which consolidated EBITDA (as defined) exceeds 130% of consolidated interest expense (as defined) determined on a cumulative basis, ii) capital contributions, and iii) an amount equal to the net reduction in investments (as defined). Excess cash will be made available to CCO, parent entity of CC LLC, as permitted by the indenture, including the funding of CCO's credit facility (the "CCO Credit Agreement").

The Company and all subsidiaries of CCO have guaranteed payment and performance by CCO of its obligations inherent in the CCO Credit Agreement. In addition, Group and its wholly owned subsidiaries, and all subsidiaries of CCO have pledged their ownership interests as collateral to the CCO Credit Agreement.

5. RELATED PARTY TRANSACTIONS

In connection with the TWI Acquisition, Media entered into an agreement with Time Warner, pursuant to which Time Warner would manage the Company's cable programming services in exchange for providing the Company access to certain Time Warner programming arrangements (the "Time Warner Agreement"). Management believes that these programming rates made available through its relationship with Time Warner are lower than the Company could obtain separately. Such volume rates are not available after the Charter Transaction.

In connection with the Charter Transaction, the Time Warner Agreement was terminated and Media returned to Time Warner $650 in deferred marketing credits owed to program providers under the programming arrangements.

Currently, the Company is charged a management fee equal to 3.5% of revenues, as stipulated in the management agreement between Charter and CCO. To the extent that management fees charged to the Company are greater (less) than the corporate expenses incurred by Charter, the Company will record distributions to (capital contributions from) Charter. For the period from May 1, 1999 through September 30, 1999, the management fee charged to the Company exceeded the corporate expenses incurred by Charter on behalf of the Company by $406, which is reflected as a capital distribution. Management fees currently payable of $917 are included in payables to manager of cable systems - related party as of September 30, 1999.

Receivable from related party represents temporary non-interest bearing loans to CCO.

PART I FINANCIAL INFORMATION

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

INTRODUCTION AND RECENT DEVELOPMENTS

Renaissance Media Group LLC ("Group") was formed by Renaissance Media Holdings LLC ("Holdings") on March 13, 1998. Group was formed to acquire, operate and develop cable television systems through its subsidiaries in markets within the United States primarily located in the Southeast. Group and its wholly owned subsidiaries are collectively referred to as the "Company" herein. Prior to March 13, 1998, the Company's start-up activities were conducted by Holdings and Renaissance Media LLC ("Media").

On April 9, 1998, the Company completed its first acquisition (the "TWI Acquisition"). Pursuant to an asset purchase agreement with TWI Cable, the Company acquired cable television systems clustered in southern Louisiana, western Mississippi and western Tennessee (the "TWI Systems").

On February 23, 1999, Holdings, Charter Communications, Inc. ("Charter"), presently doing business as Charter Investment, Inc., and Charter Communications, LLC ("Buyer" or "CC LLC") executed a purchase agreement (the "Charter Purchase Agreement"), providing for Holdings to sell and Buyer to purchase, all the outstanding limited liability company membership interests in Group held by Holdings (the "Charter Transaction") subject to certain covenants and restrictions pending closing, and satisfaction of certain conditions prior to closing. On April 30, 1999, the Charter Transaction was consummated. In connection therewith, all amounts outstanding, including accrued interest and unpaid fees, under the Credit Agreement were paid in full and the Credit Agreement was terminated.

OVERVIEW

Historically, the Company's strategy has been to increase its revenues and EBITDA, (as defined herein), by acquiring, operating and developing cable television systems and capitalizing on the expertise of management, as well as the Company's relationship with the management investors and Time Warner.

Following the completion of the Charter Transaction, the Company intends to continue to increase its subscriber base and operating cash flow by improving and upgrading its technical plant and expanding its service offerings. The Company believes that by clustering systems it is able to realize economies of scale, such as reduced payroll, reduced billing and technical costs per subscriber, reduced advertising sales costs, increased local advertising sales, more efficient roll-out and utilization of new technologies and consolidation of its customer service functions. The Company plans to improve and upgrade its technical plant, which should allow it to provide a wide array of new services and service tiers, as well as integrate new interactive features into advanced analog and digital set-top consumer equipment. The Company also plans to develop and provide new cable and broadband services and develop ancillary businesses including digital video and high-speed Internet access services.

RESULTS OF OPERATIONS

The comparability of operating results between the three and nine months ended September 30, 1999 and the corresponding periods for 1998 are affected by two events which occurred during 1998 and 1999: 1) the Charter Transaction on April 30, 1999 and 2) the TWI Acquisition on April 9, 1998.

The following table summarizes the operating results for the three and nine months ended September 30, 1999 in comparison to the same periods in 1998, the 1999 results for the predecessor period (January 1 through April 30) have been combined with the successor period (May 1 through September 30) and exclude any pro forma adjustments related to the Charter Transaction. The most significant impact of the Charter Transaction on the operating results was the increase in amortization expense as a result of the allocation of $399.5 million to cable franchises and the reduction in interest expense as a result of the extinguishment of debt. In conjunction with the Charter Transaction, our debt has been reduced to $83.8 million. The remainder of our operations is being financed by CCO.

	Three Months Ended September 30		Nine Months Ended September 30	
	1999	1998	1999	1998
Revenues	$ 15,782	$ 14,246	$ 46,589	$ 27,167
Operating expenses	16,797	14,000	45,964	26,114
Operating income (loss)	(1,015)	246	625	1,053
Interest and other expenses	1,031	4,678	8,908	9,083
Net loss	$ (2,046)	$ (4,432)	$ (8,283)	$ (8,030)

THREE MONTHS ENDED SEPTEMBER 30, 1999 COMPARED WITH THREE MONTHS ENDED SEPTEMBER 30, 1998

The Systems served 132,258 basic subscribers at September 30, 1999 compared with 127,919 basic subscribers at September 30, 1998, an increase of 4,339 subscribers or 3.4%. Premium service units increased to 60,750 at September 30, 1999 from 59,831 at September 30, 1998.

Revenues. Revenues increased $1.6 million, or 10.8%, to $15.8 million for the three months ended September 30, 1999 from $14.2 million for the three months ended September 30, 1998. The increase in revenues for the three months ended September 30, 1999 resulted primarily from the increase in basic customers and an increase in the basic and expanded basic rates charged to these customers.

Operating Expenses. Operating expenses include operating, general and administrative, depreciation and amortization, and corporate expense charges and increased $2.8 million or 20.0% from $14.0 million for the three months ended September 30, 1998 to $16.8 million for the three months ended September 30, 1999. The increase in operating expenses for the three months ended September 30, 1999 resulted primarily from the increase in programming costs and severance costs associated with the Charter Transaction. Programming rates previously made available to the Company through its relationship with Time Warner are lower than such volume rates available after the Charter Transaction.

Operating Income (Loss). Operating income decreased $1.2 million from $0.2 million for the three months ended September 30, 1998 to an operating loss of $1.0 million for the three months ended September 30, 1999. The increase in revenues that resulted from customer growth and price increases was not sufficient to offset the increase in operating expenses.

Interest Expense and other expenses. Interest expense and other expenses, decreased $3.7 million or 78.0% to $1.0 million for the three months ended September 30, 1999 from $4.7 million for the three months ended September 30, 1998. This decrease was due to lower interest expense in connection with the extinguishment of debt on May 1, 1999.

Net Loss. For the reasons discussed above, net loss decreased $2.4 million, or 53.8%, to $2.0 million for the three months ended September 30, 1999 from $4.4 million for the three months ended September 30, 1998.

NINE MONTHS ENDED SEPTEMBER 30, 1999 COMPARED WITH NINE MONTHS ENDED SEPTEMBER 30, 1998

Revenues. Revenues increased $19.4 million, or 71.5%, to $46.6 million for the nine months ended September 30, 1999 from $27.2 million for the nine months ended September 30, 1998. The increase in revenues for the nine months ended September 30, 1999 resulted primarily from the TWI Acquisition.

Operating Expenses. Operating expenses increased $19.9 million or 76.0% from $26.1 million for the nine months ended September 30, 1998 to $46.0 for the nine months ended September 30, 1999. The increase in operating expenses for the nine months ended September 30, 1999 resulted primarily from the Charter Transaction and the TWI Acquisition.

Operating Income (Loss). Operating income decreased $0.5 million or 40.6% to $0.6 million for the nine months ended September 30, 1999 from $1.1 million for the nine months ended September 30, 1998. The decrease in operating income resulted from the Charter Transaction and the TWI Acquisition.

Interest Expense and other expenses. Interest expense and other expenses, decreased $0.2 million or 1.9% to $8.9 million for the nine months ended September 30, 1999 from $9.1 million for the nine months ended September 30, 1998. This decrease was due to the extinguishment of debt on May 1, 1999.

Net Loss. For the reasons discussed above, net loss increased $0.3 million, or 3.2% to $8.3 million for the nine months ended September 30, 1999 from $8.0 million for the nine months ended September 30, 1998.

REGULATION AND LEGISLATION

The operation of a cable system is extensively regulated by the Federal Communications Commission, some state governments and most local governments. The 1996 Telecom Act has altered the regulatory structure governing the nation's communications providers. It removes barriers to competition in both the cable television market and the local telephone market. Among other things, it reduces the scope of cable rate regulation and encourages additional competition in the video programming industry by allowing local telephone companies to provide video programming in their own telephone service areas.

The 1996 Telecom Act requires the Federal Communications Commission to undertake a host of rulemakings. Moreover, Congress and the Federal Communications Commission have frequently revisited the subject of cable regulation. Future legislative and regulatory changes could adversely affect our operations, and there have been calls in Congress and at the Federal Communications Commission to maintain or even tighten cable regulation in the absence of widespread effective competition.

The 1992 Cable Act imposed an extensive rate regulation regime on the cable television industry, which limited the ability of cable companies to increase subscriber fees. Under the regime, all cable systems are subject to rate regulation, unless they fact "effective competition" in their local franchise area. Federal law now defines "effective competition" on a community-specific basis as requiring satisfaction of conditions rarely satisfied in the current marketplace.

The Federal Communications Commission's authority to regulate cable programming service tier rates effectively expired on March 31, 1999. The Federal Communications Commission has taken the position that it will still adjudicate cable programming service tier complaints filed after this sunset date, but no later than 180 days after the last cable programming service tier rate increase imposed prior to March 31, 1999, and will strictly limit its review, and possibly refund orders, to the time period predating the sunset date. We do not believe any adjudications regarding these pre-sunset complaints will have a material adverse effect on our business. The elimination of cable programming service tier regulation, which is the rate regulation of a particular level of packaged programming services, typically referring to the expanded basic level of service, on a prospective basis affords us substantially greater pricing flexibility.

LIQUIDITY AND CAPITAL RESOURCES

The cable business requires substantial capital for the upgrading, expansion and maintenance of signal distribution equipment, as well as for home subscriber devices and wiring, and service vehicles. The Company will continue to deploy fiber optic technology and to upgrade the Systems to a minimum of 550 MHz. The deployment of fiber optic technology will allow the Company to complete future upgrades to its systems in a cost-effective manner.

The working capital requirements of a cable business are generally not significant since subscribers are billed for services monthly in advance, while the majority of expenses incurred (except for payroll) are paid generally 30-60 days after their incurrence.

Net cash provided by operations was $5.7 million and $5.8 million for the three months ended and nine months ended September 30, 1999, respectively. Net cash used in investing activities was $3.5 million and $11.1 million for the three months ended and nine months ended September 30, 1999. Net cash used in financing activities was $-0- and $0.4 million for the three months ended and nine months ended September 30, 1999.

The Company expects to make substantial investments in capital to: (i) upgrade its cable plant; (ii) build line extensions; (iii) purchase new equipment; and (iv) acquire the equipment necessary to implement its digital, Internet and data transmission strategies. In 1999, the Company estimates capital expenditures will range from approximately $10 million to $12 million. However, the actual amount and timing of the Company's capital requirements may differ materially from the Company's estimates as a result of, among other things, the demand for the Company's services and regulatory, technological and competitive developments (including additional market developments and new opportunities) in the Company's industry. During the nine months ended September 30, 1999, the Company made capital expenditures of approximately $8.2 million.

Borrowings under Media's Credit Agreement bore interest at floating rates, although the Company was required to maintain interest rate protection programs. Media's obligations under the Credit Agreement were secured by substantially all the assets of Media. On April 30, 1999, all outstanding indebtedness under the Credit Agreement was repaid and the facility was terminated.

On May 28, 1999, as a result of the Charter Transaction (i.e., change of control) and in accordance with the terms and conditions of the indenture governing the 10% senior discount notes (the "Notes"), the Company made an offer (the "Tender Offer") to purchase any and all of the Notes at 101% of their accreted value, plus accrued and unpaid interest, if any, through June 28, 1999. The Tender Offer expired on June 23, 1999, whereby 48.8 million notes ($1,000 face amount at maturity) were validly tendered and accepted for purchase. On June 28, 1999, Charter Communications Operating, LLC ("CCO"), parent entity of CC LLC, paid a sum of $34.2 million for all the Notes validly tendered. Accordingly, the Company recorded this payment for the extinguishment of debt as a capital contribution.

The indenture governing the 10% Notes limits cash payments by the Company to the sum of: i) the amount by which consolidated EBITDA (as defined) exceeds 130% of consolidated interest expense (as defined) determined on a cumulative basis, ii) capital contributions, and iii) an amount equal to the net reduction in investments (as defined). Excess cash will be made available to CCO, as permitted by the indenture, including the funding of CCO's credit facility (the "CCO Credit Agreement").

The Company and all subsidiaries of CCO have guaranteed payment and performance by CCO of its obligations inherent in the CCO Credit Agreement. In addition, Group and its wholly owned subsidiaries, Renaissance (Louisiana) Media LLC and Renaissance (Tennessee) Media LLC, and all subsidiaries of CCO have pledged their ownership interests as collateral to the CCO Credit Agreement.

YEAR 2000 ISSUES

The Company relies on computer systems, related software applications and other control devices in operating and monitoring all major aspects of its business, including, but not limited to, its financial systems (such as general ledger, accounts payable, payroll and fixed asset modules), subscriber billing systems, internal networks and telecommunications equipment. The Company also relies, directly and indirectly, on the external systems of various independent business enterprises, such as its suppliers and financial organizations, for the accurate exchange of data.

The Company continues to assess the likely impact of Year 2000 issues on its business operations, including its material information technology ("IT") and non-IT applications. These material applications include all billing and subscriber information systems, general ledger software, payroll systems, accounting software, phone switches and certain headend applications, all of which are third party supported.

The Company believes it has identified all systems that may be affected by Year 2000 issues. Concurrent with the identification phase, the Company is securing compliance determinations relative to all identified systems. For those systems that the Company believes are material, compliance programs have been received or such systems have been certified by independent parties as Year 2000 compliant. For those material systems that are subject to compliance programs, the Company has received Year 2000 certifications from independent parties by the second quarter of 1999. Determinations of Year 2000 compliance requirements for less mission critical systems have been completed by the end of third quarter of 1999.

With respect to third parties with which the Company has a material relationship, the Company believes its most significant relationships are with financial institutions, who receive subscriber monthly payments and maintain Company bank accounts, and subscriber billing and management systems providers. We have received compliance programs, which should provide a high degree of assurance that all Year 2000 third party issues described herein will be addressed by late 1999.

The Company has incurred $100,000 in Year 2000 costs to date, and excluding the need for contingency plans, does not expect to incur any additional significant Year 2000 costs in the future because most of its applications are maintained by third parties who have borne Year 2000 compliance costs.

The Company cannot be certain that it or third parties supporting its systems have resolved or will resolve all Year 2000 issues in a timely manner. Failure by the Company or any such third party to successfully address the relevant Year 2000 issues could result in disruptions of the Company's business and the incurrence of significant expenses by the Company. Additionally, the Company could be affected by any disruption to third parties with which the Company does business if such third parties have not successfully addressed their Year 2000 issues.

Failure to resolve Year 2000 issues could result in improper billing to the Company's subscribers which could have a major impact on the recording of revenue and the collection of cash as well as create significant customer dissatisfaction. In addition, failure on the part of the financial institutions with which the Company relies on for its cash collection and management services could also have significant impact on collections, results of operations and the liquidity of the Company.

The Company has developed contingency plans necessary to handle the most likely worst case scenarios and distributed those plans to field personnel outlining specific manual override procedures and a communication program. These plans have been developed in concert with out third party suppliers.

IMPACT OF INFLATION

With the exception of cable programming costs, the Company does not believe that inflation has had or will have a significant effect on its results of operations or capital expenditure programs. Cable programming cost increases in the past have tended to exceed inflation and may continue to do so in the future. The Company, in accordance with FCC regulations, may pass along programming cost increases to its subscribers.

NEW ACCOUNTING PRONOUNCEMENTS

During 1998, the Financial Accounting Standards Board issued Statement No. 133, entitled "Accounting for Derivative Instruments and Hedging Activities" ("SFAS No. 133"). SFAS No. 133 established accounting and reporting standards requiring that every derivative instrument (including certain derivative instruments embedded in other contracts) be recorded in the balance sheet as either an asset or liability measured at its fair value and that changes in the derivative's fair value be recognized currently in earnings unless specific hedging accounting criteria are met. Special accounting for qualifying hedges allows a derivative's gains and losses to offset related results on the hedged item in the statement of operations, and requires that a company must formally document, designate and assess the effectiveness of transactions that receive hedge accounting. SFAS No. 137 "Accounting for Derivative Instruments and Hedging Activities - Deferral of the Effective Date of FASB Statement No. 133 -- An Amendment of FASB Statement No. 133" has delayed the effective date of SFAS No. 133 to fiscal years beginning after June 15, 2000. We have not yet quantified the impacts of adopting SFAS No. 133 on our consolidated financial statements nor have we determined the timing or method of our adoption of SFAS No. 133. However, SFAS No. 133 could increase volatility in earnings (losses).

FORWARD-LOOKING STATEMENTS

This report contains forward-looking statements within the meaning of the Securities Exchange Act of 1934, as amended, and of the Securities Act of 1933, as amended, and is subject to the safe harbors created by those sections. The Company's actual results could differ materially from those discussed herein and its current business plans could be altered in response to market conditions and other factors beyond the Company's control. The forward-looking statements within this Form 10-Q are identified by words such as "believes", "anticipates", "accepts", "intends", "may", "will" and other similar expressions. However, these words are not the exclusive means of identifying such statements. In addition, any statements that refer to expectations, projections or other characterizations of future events or circumstances are forward-looking statements. The Company undertakes no obligation to release publicly the results of any revisions to these forward-looking statements that may be made to reflect events or circumstances occurring subsequent to the filing of this Form 10-Q with the SEC.

Important factors that could cause actual results to differ materially from the forward-looking statements contained herein include, but are not limited to:

- our anticipated capital expenditures for our planned upgrades and the ability to fund these expenditures; and

- our expectations to be ready for any Year 2000 problem.

Readers are urged to review and consider carefully the various disclosures made by the Company in this report and in the Company's other reports filed with the SEC that attempt to advise interested parties of the risks and factors that may effect the Company's business.

PART II OTHER INFORMATION

ITEM 1: LEGAL PROCEEDINGS - None

ITEM 2: CHANGES IN SECURITIES - None

ITEM 3: DEFAULTS UPON SENIOR SECURITIES - None

ITEM 4: SUBMISSION OF MATTERS TO VOTE OF SECURITY HOLDERS - None

ITEM 5. OTHER INFORMATION - None

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) EXHIBITS

Included in this report:

27.1 Financial Data Schedule (supplied for the information of the Commission)

(b) REPORTS OF FORM 8-K - none during the quarter.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

RENAISSANCE MEDIA GROUP LLC
RENAISSANCE MEDIA (TENNESSEE) LLC
RENAISSANCE MEDIA (LOUISIANA) LLC

Dated November 12, 1999

By: CHARTER INVESTMENT, INC.
its Manager

By: /s/ JERALD L. KENT
Name: Jerald L. Kent
Title: President, Chief Executive Officer

RENAISSANCE MEDIA CAPITAL CORPORATION

Dated November 12, 1999

By: /s/ JERALD L. KENT
Name: Jerald L. Kent
Title: President, Chief Executive Officer

By: /s/ JERALD L. KENT
Name: Jerald L. Kent
Title: President, Chief Executive Officer

November 12, 1999

By: /s/ KENT D. KALKWARF
Name: Kent D. Kalkwarf
Title: Senior Vice President and
Chief Financial Officer

November 12, 1999

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