PROSPECTUS SUPPLEMENT NO. 9 DATED JUNE 1, 2007

Charter Communications, Inc.

This document supplements the Prospectus, dated April 13, 2006, Prospectus Supplement No. 1, dated April 14, 2006, Prospectus Supplement No. 2, dated May 30, 2006, Prospectus Supplement No. 3, dated June 27, 2006, Prospectus Supplement No. 4, dated September 20, 2006, Prospectus Supplement No. 5, dated October 4, 2006, Prospectus Supplement No. 6, dated November 14, 2006, Prospectus Supplement No. 7, dated December 13, 2006 and Prospectus Supplement No. 8, dated December 21, 2006 (collectively, the "Prospectus"), relating to the resale by certain holders of up to \$862,500,000 aggregate principal amount of Charter Communications, Inc.'s 5.875% convertible senior notes due 2009 (the "Notes") and shares of common stock issuable upon conversion thereof.

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

The information appearing in the Selling Securityholder table included in this Prospectus Supplement, as of the date hereof, supersedes the information in the table appearing under the heading "Selling Securityholders" in the Prospectus.

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Prospectus or delivered in connection therewith, the Prospectus and/or any SEC Report, as applicable, shall be deemed superseded by this Supplement.

In all other ways, the Prospectus shall remain unchanged.

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

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

We file annual, quarterly, special reports and other information with the SEC. We are incorporating by reference certain information we have filed with the SEC, which means that we disclose important information to you by referring you to those documents. The information incorporated by reference is an important part of this document, and information that we file later with the SEC will automatically update and supersede this information. Specifically, we incorporate by reference the documents listed below and any future filings made with the SEC under Section 13 or 15(d) of the Exchange Act (excluding any information furnished but not filed) prior to the termination of this offering (collectively, the "SEC Reports"):

- our annual report on Form 10-K for the year ended December 31, 2006;
- our quarterly report on Form 10-Q for the quarter ended March 31, 2007, and
- our current reports on Form 8-K filed on February 9, 2007, February 28, 2007, March 12, 2007, March 14, 2007, April 11, 2007, May 3, 2007 and May 15, 2007.

In addition, all documents filed by us under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 after the date of this prospectus supplement and before the sale of all of the common stock covered hereby or the termination of this offering shall be deemed to be incorporated by reference into this prospectus supplement from the respective dates of filing of such documents.

Upon request, we will provide you without charge, a copy of any or all of the documents incorporated by reference, other than exhibits to such documents unless the exhibits are specifically incorporated by reference in the documents. Please direct requests to:

Secretary Charter Communications, Inc. 12405 POWERSCOURT DRIVE ST. LOUIS, MISSOURI 63131 (314) 965-0555

The information in the above reports and any future filings we make with the SEC speak only as of the respective dates thereof or, where applicable, the dates identified therein. You may read and copy any document we file at the SEC's public reference room at 450 Fifth Street, N.W., Washington, D.C., as well as the SEC's regional offices. Please call the SEC at 1-800-SEC-0330 for further information relating to the public reference rooms. These SEC filings are also available to the public at the SEC's web site at www.sec.gov.

You should rely only on the information incorporated by reference or provided in this prospectus supplement. We have not authorized anyone else to provide you with other information.

The information appearing in the table below, as of the date hereof, supersedes the information in the table appearing under the heading "Selling Securityholders" in the Prospectus:

Shares of class A Principal Common Amount of Notes Owned Principal Common Abox Owned Notes Owned Notes Owned Stock ADAR Investment Fund LTD \$ 22,145,000 \$ 22,145,000 \$ 20,000,000 12,003,000 12,000			Convertible Seni	Shares of Class A Common Stock			
AG Offshore Convertibles, Ltd. \$ 30,500,000 \$ 30,500,000 12,603,304 12,603,304 AHFP Context \$ 300,000 \$ 300,000 12,9066 123,966 AIG Amuity Insurance Company \$ 520,000 \$ 1,700,000 73,9669 739,669 AIG Life Insurance Company \$ 520,000 \$ 520,000 6,611,569 6,611,569 American General Life and Accident Insurance	Selling Securityholder	Notes Ow	Notes Owned		of nat	Class A Common Stock Owned Before	
AG Offshore Convertibles, Ltd. \$ 30,500,000 \$ 30,500,000 12,603,304 12,603,304 AHFP Context \$ 300,000 \$ 300,000 12,966 123,966 AIG Amuity Insurance Company \$ 520,000 \$ 1,700,000 72,9669 729,669 AIG Amuity Insurance Company \$ 520,000 \$ 520,000 6,611,569 6,611,569 American General Life and Accident Insurance		¢	22.4.5.000	¢	00445000	0.450.005	0.450.005
AHFP Context \$ 300,000 \$ 300,000 \$ 300,000 123,966 AIG Annuity Insurance Company \$ 520,000 \$ 520,000 739,669 739,669 AIG Life Insurance Company \$ 520,000 \$ 520,000 214,876 214,876 Akanthos Arbitrage Master Fund, LP \$ 16,000,000 \$ 16,000,000 6,611,569 6,611,569 American General Life and Accident Insurance T T 700,000 \$ 10,70,000 442,148 442,148 American International Life Assurance Company \$ 1070,000 \$ 40,000 16,528 16,528 Argent Classic Convertible Arbitrage Fund L.P. \$ 2,590,000 \$ 50,000 1,070,247 1,070,247 Argent Classic Convertible Arbitrage Fund \$ 7,670,000 \$ 16,003 61,983 61,983 Bare of America Securities LLC (1) \$ 350,000 \$ 350,000 144,628 144,628 Basso Fund Ltd \$ 11,290,000 \$ 11,290,000 \$ 11,290,000 \$ 11,290,000 1,239,669 1,239,669 Basso Fund Ltd \$ 300,000 \$ 300,000 \$ 300,000 1,239,669 1,239,669							
AIG Annuity Insurance Company \$ 1,790,000 \$ 1,790,000 739,669 739,669 AIG Life Insurance Company \$ 520,000 \$ 16,000,000 6,611,569 6,611,569 American General Life and Accident Insurance 723,669 223,140 American General Life Insurance Company \$ 540,000 \$ 1,070,000 442,148 442,148 American General Life Assurance Company \$ 1,070,000 \$ 40,000 1,6528 16,528 Argent Classic Convertible Arbitrage Fund L.P. \$ 2,590,000 \$ 2,590,000 1,070,247 1,070,247 Argent Classic Convertible Arbitrage Fund I, L.P. \$ 7,670,000 \$ 1,69,421 3,169,421 Argent Classic Convertible Arbitrage Fund I, L.P. \$ 350,000 \$ 350,000 1,44,628 144,628 Basen Coldings Ld. \$ 7,670,000 \$ 1,50,000 61,983 61,983 Banc of America Securities LLC (1) \$ 150,000 \$ 1,50,000 1,4462 144,628 Basso Holdings Ld. \$ 3,000,000							
AlG Life Insurance Company \$ 520,000 \$ 520,000 6,611,669 6,611,569 Akanthos Arbitrage Master Fund, LP \$ 16,000,000 \$ 16,000,000 6,611,569 6,611,569 Company \$ 5,40,000 \$ 5,40,000 \$ 23,140 223,140 American General Life Insurance Company \$ 1,070,000 \$ 442,148 442,148 American International Life Assurance Company \$ 40,000 \$ 40,000 1,65,28 16,528 Argent Classic Convertible Arbitrage Fund I.P. \$ 2,559,000 \$ 350,000 1,070,247 1,070,0247 Argent Classic Convertible Arbitrage Fund II, L.P. \$ 350,000 \$ 7,670,000 \$ 1,69,421 3,169,421 <t< td=""><td></td><td></td><td></td><td></td><td></td><td></td><td></td></t<>							
Akanthos Arbitrage Master Fund, LP \$ 16,000,000 \$ 16,000,000 \$ 6,611,569 American General Life and Accident Insurance \$ 540,000 \$ 540,000 223,140 223,140 American General Life Insurance Company \$ 1,070,000 \$ 1,070,000 442,148 442,148 American International Life Assurance Company \$ 40,000 \$ 40,000 16,528 16,528 Argent Classic Convertible Arbitrage Fund L.P. \$ 2,590,000 \$ 2,590,000 1,070,247 1,070,247 Argent Classic Convertible Arbitrage Fund \$ 7,670,000 \$ 7,670,000 \$ 1,070,000 144,628 Argent Classic Convertible Arbitrage Fund \$ 530,000 \$ 150,000 61,983 61,983 Barc of America Securities LLC (1) \$ 350,000 \$ 330,000 144,628 144,628 Basso Fund Ltd. \$ 5290,000 \$ 2,392,000 \$ 2,392,000 9,88,429 988,429 Basso Fund Ltd. \$ 11,290,000 \$ 1,290,000 \$ 1,290,600 2,185,950 2,185,950 Basso MultisStrategy Holding Fund Ltd. \$ 1,290,000 \$ 1,290,000 4,665,288 BBT Fund, L.P. \$ 360,000	· · · ·						
American General Life and Accident Insurance S 540,000 \$ 540,000 \$ 540,000 \$ 223,140 American General Life Insurance Company \$ 1,070,000 \$ 1,070,000 \$ 223,140 223,140 American International Life Assurance Company \$ 1,070,000 \$ 1,070,000 \$ 1,070,000 \$ 2,590,000 1,6528 Argent Classic Convertible Arbitrage Fund IL.P. \$ 2,590,000 \$ 2,590,000 1,44,628 144,628 Argent Classic Convertible Arbitrage Fund IL.P. \$ 350,000 \$ 7,670,000 \$ 1,69,421 3,169,421 Argent Classic Convertible Arbitrage Fund LLC \$ 150,000 \$ 150,000 \$ 1,69,821 4,628 Basic Of America Securities LLC (1) \$ 350,000 \$ 3,50,000 \$ 144,628 144,628 Basic Fund Ltd. \$ 2,392,000 \$ 5,290,000 \$ 1,290,000 \$ 1,280,650 2,185,950 Basic Multi-Strategy Holding Fund Ltd. \$ 11,290,000 \$ 1,230,669 1,233,669 1,233,669 Basic Multi-Strategy Holding Fund Ltd. \$ 1,000,000 \$ 1,230,600 \$ 1,230,669 1,233,669 2,350,00 1,233,669 2,369,000 1,233,669 1,233,669 <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td>							
Company \$ 540,000 \$ 540,000 223,140 American General Life Insurace Company \$ 1,070,000 \$ 1,070,000 \$ 442,148 442,148 American International Life Assurance Company \$ 40,000 \$ 2,590,000 16,528 16,528 Argent Classic Convertible Arbitrage Fund IL, P. \$ 350,000 \$ 350,000 144,628 144,628 Argent Classic Convertible Arbitrage Fund IL, P. \$ 7,670,000 \$ 7,670,000 \$ 7,670,000 \$ 144,628 144,628 Argent Classic Convertible Arbitrage Fund LLC \$ 7,670,000 \$ 3,169,421 <td></td> <td>\$</td> <td>16,000,000</td> <td>\$</td> <td>16,000,000</td> <td>6,611,569</td> <td>6,611,569</td>		\$	16,000,000	\$	16,000,000	6,611,569	6,611,569
American International Life Insurance Company Of New York \$ 1,070,000 \$ 1,070,000 442,148 442,148 American International Life Assurance Company Of New York \$ 0,000 \$ 2,590,000 \$ 2,590,000 16,528 16,528 Argent Classic Convertible Arbitrage Fund II, L.P. \$ 350,000 \$ 350,000 \$ 350,000 144,628 144,628 Argent Classic Convertible Arbitrage Fund II, L.P. \$ 7,670,000 \$ 7,670,000 \$ 7,670,000 \$ 150,000 61,983 61,983 Barc of America Securities LLC (1) \$ 350,000 \$ 350,000 \$ 350,000 \$ 442,148 442,148 Basso Fund Ltd. \$ 2,392,000 \$ 2,392,000 \$ 988,429 988,429 Basso Fund Ltd. \$ 1,290,000 \$ 1,290,000 \$ 1,290,000 \$ 1,239,669 2,185,950 Basso Multi-Strategy Holding Fund Ltd. \$ 1,000,000 \$ 1,000,000 \$ 1,239,669 2,238,690 2,238,690 2,238,690 2,238,690 2,238,690 2,238,690 2,238,690 2,238,690 2,238,690 2,238,690 2,238,690 2,238,690 2,239,690 2,44,665,288 2,590,000 \$ 1,590,000		\$	540.000	\$	540.000	223 1/0	223 1/0
American International Life Assurance Company of New York \$ 40,000 \$ 40,000 16,528 16,528 Argent Classic Convertible Arbitrage Fund LP. \$ 2,590,000 \$ 2,590,000 \$ 1,070,247 Argent Classic Convertible Arbitrage Fund II, LP. \$ 350,000 \$ 7,670,000 \$ 144,628 Argent Classic Convertible Arbitrage Fund II \$ 7,670,000 \$ 7,670,000 \$ 1,69,421 3,169,421 Argent Opportunities Fund LLC \$ 7,670,000 \$ 3,169,421 3,169,421 Bass or Fund Ltd. \$ 7,670,000 \$ 1,50,000 \$ 1,69,201 Bass or Holdings Ltd. \$ 2,392,000 \$ 2,392,000 9,88,429 988,429 Bass or Multi-Strategy Holding Fund Ltd. \$ 11,290,000 \$ 1,290,000 1,239,669 1,239,669 Bear, Steams & Co., Inc. (1) \$ 1,000,000 \$ 1,000,000 \$ 1,000,000 \$ 1,020,01 143,223 1652,892 652,892 652,8							
of New York \$ 40,000 \$ 40,000 16,528 16,528 Argent Classic Convertible Arbitrage Fund II, L.P. \$ 2,590,000 \$ 350,000 \$ 350,000 144,628 144,628 Argent Classic Convertible Arbitrage Fund II, L.P. \$ 7,670,000 \$ 7,670,000 \$ 3,169,421 Argent Opportunities Fund LLC \$ 7,670,000 \$ 7,670,000 \$ 144,628 Basso Fund Ltd. \$ 350,000 \$ 350,000 \$ 144,628 Basso Fund Ltd. \$ 350,000 \$ 350,000 \$ 144,628 Basso Fund Ltd. \$ 3,000,000 \$ 3,000,000 \$ 1,290,000 \$ 1,290,000 \$ 1,290,000 \$ 1,290,609 1,239,669 <		Ψ	1,070,000	Ψ	1,070,000	442,140	442,140
Argent Classic Convertible Arbitrage Fund\$350,000\$350,000144,628144,628Argent Classic Convertible Arbitrage Fund\$7,670,000\$7,670,0003,169,421Argent Opportunities Fund LLC\$150,000\$150,00061,98361,983Banc of America Securities LLC (1)\$350,000\$2,380,000144,628144,628Basso Fund Ltd.\$2,392,000\$2,382,000988,429988,429Basso Holdings Ltd.\$5,290,000\$5,290,0002,185,9502,185,950Basso Holdings Ltd.\$1,290,000\$1,200,0004,665,2884,665,288BBT Fund, L.P.\$3,000,000\$1,000,0001,239,6691,239,669Bear, Stearns & Co, Inc. (1)\$1,000,000\$1,000,00041,3223413,223BlackRock Liechtenstein Global Trust High Yield\$375,000\$885,000652,892BNY Capital Markets, Inc.\$375,000\$375,000154,958154,958Canyon Value Realization Fund L.P.\$760,000\$35,00014,46214,462CC Convertible Arbitrage, Inc.\$35,000\$35,0002,045,4542,045,454Citadel Equity Fund Ltd.\$10,000,000\$4,132,2314,132,231Citigroup Global Markets, Inc.(1)\$2,375,1000\$3,64,43758,424,374Citigroup Global Markets, Inc.(1)\$1,41,887,000 <t< td=""><td></td><td>\$</td><td>40,000</td><td>\$</td><td>40,000</td><td>16,528</td><td>16,528</td></t<>		\$	40,000	\$	40,000	16,528	16,528
Argent Classic Convertible Arbitrage Fund\$350,000\$350,000144,628144,628Argent Classic Convertible Arbitrage Fund\$7,670,000\$7,670,0003,169,421Argent Opportunities Fund LLC\$150,000\$150,00061,98361,983Banc of America Securities LLC (1)\$350,000\$2,380,000144,628144,628Basso Fund Ltd.\$2,392,000\$2,382,000988,429988,429Basso Holdings Ltd.\$5,290,000\$5,290,0002,185,9502,185,950Basso Holdings Ltd.\$1,290,000\$1,200,0004,665,2884,665,288BBT Fund, L.P.\$3,000,000\$1,000,0001,239,6691,239,669Bear, Stearns & Co, Inc. (1)\$1,000,000\$1,000,00041,3223413,223BlackRock Liechtenstein Global Trust High Yield\$375,000\$885,000652,892BNY Capital Markets, Inc.\$375,000\$375,000154,958154,958Canyon Value Realization Fund L.P.\$760,000\$35,00014,46214,462CC Convertible Arbitrage, Inc.\$35,000\$35,0002,045,4542,045,454Citadel Equity Fund Ltd.\$10,000,000\$4,132,2314,132,231Citigroup Global Markets, Inc.(1)\$2,375,1000\$3,64,43758,424,374Citigroup Global Markets, Inc.(1)\$1,41,887,000 <t< td=""><td>Argent Classic Convertible Arbitrage Fund L.P.</td><td>\$</td><td>2,590,000</td><td>\$</td><td>2,590,000</td><td>1,070,247</td><td>1,070,247</td></t<>	Argent Classic Convertible Arbitrage Fund L.P.	\$	2,590,000	\$	2,590,000	1,070,247	1,070,247
Argent Classic Convertible Arbitrage Fund (Bermuda) Ltd.\$7,670,000\$7,670,000\$3,169,4213,169,421Argent Opportunities Fund LLC\$150,000\$150,00061,98361,983Banc of America Securities LLC (1)\$350,000\$350,000144,628Basso Fund Ltd.\$2,392,000\$2,392,000988,429988,429Basso Fund Ltd.\$5,290,000\$5,290,0002,185,9502,185,950Basso Multi-Strategy Holding Fund Ltd.\$11,290,000\$1,200,0004,665,2884,665,288BBT Fund, L.P.\$3,000,000\$3,000,0001,230,6691,239,669Bear, Stearns & Co., Inc. (1)\$1,000,000\$1,580,000652,892652,892BNY Capital Markets, Inc.\$885,000\$885,000365,702365,702Canyon Value Realization Fund L.P.\$760,000\$154,958154,958Canyon Value Realization MAC 18, Ltd.\$350,000\$375,000314,462144,622CC Convertible Arbitrage, Ltd.\$10,000,000\$14,000,0004,132,2314,132,231Citigroup Global Markets, Inc.(1)\$14,387,000\$4,951,4009,814,461Citigroup Global Markets, Inc.(1)\$14,387,000\$4,914,41Citigroup Global Markets, Inc.(1)\$14,387,000\$14,1387,000\$Citigroup Global Markets, Inc.(1)\$1,500,000							
Argent Opportunities Fund LLC\$150,000\$150,00061,98361,983Banc of America Securities LLC (1)\$350,000\$350,000\$144,628144,628Basso Fund Ltd.\$2,392,000\$2,392,000988,429988,429Basso Holdings Ltd.\$5,290,000\$5,290,0002,185,9502,185,950Basso Multi-Strategy Holding Fund Ltd.\$11,290,000\$11,290,000\$4,665,288BBT Fund, L.P.\$3,000,000\$1,000,000413,223413,223BackRock Liechtenstein Global Trust High Yield\$1,580,000\$1,580,000652,892BNY Capital Markets, Inc.\$885,000\$885,000652,892652,792Canyon Balanced Equity Master Fund, Ltd.\$375,000\$375,000154,958154,958Canyon Value Realization Fund L.P.\$350,000\$35,000314,049314,049Canyon Value Realization MAC 18, Ltd.\$4,950,000\$4,950,0004,132,2314,322,31Citadel Equity Fund Ltd.\$10,000,000\$1,000,0004,132,2314,322,31Citagoop Global Markets, Inc.(1)\$141,387,000\$3,751,000\$3,751,000\$3,751,000\$1,322,314,322,31Citagoop Global Markets, Inc.(1)\$141,387,000\$1,550,000\$1,432,314,322,314,322,31Citigroop Global Markets, Inc.(1)\$ <td>Argent Classic Convertible Arbitrage Fund</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td>	Argent Classic Convertible Arbitrage Fund						
Banc of America Securities LLC (1)\$350,000\$350,000144,628144,628Basso Fund Ltd.\$2,392,000\$2,392,000\$2,392,000988,429Basso Holdings Ltd.\$5,290,000\$5,290,0002,185,9502,185,950Basso Multi-Strategy Holding Fund Ltd.\$11,290,000\$11,290,0004(65,2884,665,288BBT Fund, L.P.\$3,000,000\$3,000,0001,239,6691,239,669Back Acck Liechtenstein Global Trust High Yield\$1,580,000\$1,580,000652,892BNY Capital Markets, Inc.\$885,000\$885,000652,892652,892Canyon Balanced Equity Master Fund, Ltd.\$375,000\$375,000314,049314,049Canyon Value Realization Fund L.P.\$760,000\$30,000,000413,223413,231Canyon Value Realization MAC 18, Ltd.\$375,000\$35,000344,66244,662CC Convertible Arbitrage, Ltd.\$10,000,000\$10,000,000413,22314,132,231Citadel Equity Fund Ltd.\$10,000,000\$10,000,0004,132,2314,132,231Citagroup Global Markets, Inc.(1)\$141,387,000\$1,500,000619,834619,834Concentrated Alpha Partners, L.P.\$1,500,000\$1,050,00043,384433,884Concentrated Alpha Partners, L.P.\$1,725,000\$1,725,000712,809712,809	(Bermuda) Ltd.	\$	7,670,000	\$	7,670,000	3,169,421	3,169,421
Basso Fund Ltd.\$ 2,392,000\$ 2,392,000\$ 2,392,000988,429Basso Holdings Ltd.\$ 5,290,000\$ 5,290,0002,185,950Basso Multi-Strategy Holding Fund Ltd.\$ 11,290,000\$ 11,290,0004,665,288BBT Fund, L.P.\$ 3,000,000\$ 3,000,0001,239,669Back Rock Liechtenstein Global Trust High Yield\$ 1,000,000\$ 1,580,000413,223Black Rock Liechtenstein Global Trust High Yield\$ 1,580,000\$ 1,580,000652,892BNY Capital Markets, Inc.\$ 885,000\$ 885,000652,892652,892Canyon Balanced Equity Master Fund, Ltd.\$ 375,000\$ 375,000\$ 375,000314,049Canyon Value Realization Fund L.P.\$ 760,000\$ 375,000314,049314,049Canyon Value Realization Fund L.P.\$ 4950,000\$ 35,0002,045,4542,045,454Citade Equity Fund Ltd.\$ 10,000,000\$ 10,000,0004,132,2314,132,231Citigroup Global Markets, Inc.(1)\$ 141,387,000\$ 10,000,000\$ 14,2234,132,231Citigroup Global Markets, Inc.(1)\$ 141,387,000\$ 1,500,000\$ 1,32,2314,132,231Citigroup Global Markets, Inc.(1)\$ 141,387,000\$ 1,41,387,000\$ 1,422,31458,424,374CNH CA Master Account, L.P.\$ 1,500,000\$ 1,500,000\$ 1,725,000\$ 1,725,000712,809Context Convertible Arbitrage Fund, LP\$ 1,725,000\$ 1,725,000\$ 1,725,000712,809Context Convertible Arbitrage Gffshore, Ltd.\$ 5,400,000\$ 5,400,0002,231,404<	Argent Opportunities Fund LLC	\$	150,000	\$	150,000	61,983	61,983
Basso Holdings Ltd.\$5,290,000\$5,290,0002,185,9502,185,950Basso Multi-Strategy Holding Fund Ltd.\$11,290,000\$11,290,0004,665,2884,665,288BBT Fund, L.P.\$3,000,000\$3,000,0001,239,6691,239,669Bear, Stearns & Co., Inc. (1)\$1,000,000\$1,000,000413,223413,223BlackRock Liechtenstein Global Trust High Yield\$1,580,000\$1,580,000652,892652,892BNY Capital Markets, Inc.\$885,000\$885,000365,702365,702365,702Canyon Balanced Equity Master Fund, Ltd.\$375,000\$375,00014,494314,049Canyon Value Realization MAC 18, Ltd.\$760,000\$375,00014,46214,462CC convertible Arbitrage, Ltd.\$10,000,000\$10,000,0004,132,2314,132,231Citigroup Global Markets, Inc.(1)\$141,387,000\$14,3008,42,437458,424,374Citigroup Global Markets, Inc.(1)\$141,387,000\$141,387,000\$8,424,37458,424,374Citigroup Global Markets, Inc.(1)\$141,387,000\$1,500,000619,834619,834Concentrated Alpha Partners, L.P.\$1,500,000\$1,500,000433,88443,884Context Convertible Arbitrage Fund, LP\$1,725,000\$12,809712,809712,809Context Convertible Arbitrage Fund, LP\$5,400,000 <t< td=""><td>Banc of America Securities LLC (1)</td><td>\$</td><td>350,000</td><td>\$</td><td>350,000</td><td>144,628</td><td>144,628</td></t<>	Banc of America Securities LLC (1)	\$	350,000	\$	350,000	144,628	144,628
Basso Multi-Strategy Holding Fund Ltd.\$11,290,000\$11,290,0004,665,2884,665,288BBT Fund, L.P.\$3,000,000\$3,000,0001,239,6691,239,669Bear, Stearns & Co., Inc. (1)\$1,000,000\$1,000,000413,223413,223BlackRock Liechtenstein Global Trust High Yield\$1,580,000\$1,580,000652,892652,892BNY Capital Markets, Inc.\$885,000\$885,000652,892652,892Canyon Balanced Equity Master Fund, Ltd.\$375,000\$375,000154,958154,958Canyon Value Realization Fund L.P.\$760,000\$760,000314,049314,049CC Convertible Arbitrage, Ltd.\$35,000\$35,00014,46214,462Citigroup Global Markets, Inc.(1)\$141,387,000\$10,00,0004,132,2314,132,231Citigroup Global Markets, Inc.(1)\$141,387,000\$14,4629,814,461Citigroup Global Markets, Inc.(1)\$141,387,000\$14,4629,814,461Citigroup Global Markets, Inc.(1)\$141,387,000\$1,500,0004,132,2314,132,231Citigroup Global Markets, Inc.(1)\$141,387,000\$1,500,000619,834619,834Concentrated Alpha Partners, L.P.\$1,500,000\$1,000,000433,884433,884Concent Convertible Arbitrage Fund, LP\$1,725,000\$1,725,000712,809 <t< td=""><td>Basso Fund Ltd.</td><td>\$</td><td>2,392,000</td><td>\$</td><td>2,392,000</td><td>988,429</td><td>988,429</td></t<>	Basso Fund Ltd.	\$	2,392,000	\$	2,392,000	988,429	988,429
BBT Fund, L.P.\$ 3,000,000\$ 3,000,0001,239,6691,239,669Bear, Stearns & Co., Inc. (1)\$ 1,000,000\$ 1,000,000413,223413,223BlackRock Liechtenstein Global Trust High Yield\$ 1,580,000\$ 1,580,000652,892652,892BNY Capital Markets, Inc.\$ 885,000\$ 885,000\$ 885,000365,702365,702Canyon Balanced Equity Master Fund, Ltd.\$ 375,000\$ 375,000314,049314,049Canyon Value Realization Fund L.P.\$ 760,000\$ 760,000314,049314,049Canyon Value Realization MAC 18, Ltd.\$ 35,000\$ 4,950,0002,045,4542,045,454Canyon Value Realization MAC 18, Ltd.\$ 10,000,000\$ 4,950,0004,132,2314,132,231Citadel Equity Fund Ltd.\$ 10,000,000\$ 10,000,0004,132,2314,132,231Citigroup Global Markets, Inc.(1)\$ 141,387,000\$ 141,387,000\$ 141,387,000\$ 141,387,000Citigroup Global Markets Ltd.(1)\$ 1,050,000\$ 1,050,000619,834619,834Concentrated Alpha Partners, L.P.\$ 1,050,000\$ 1,050,000619,834619,834Context Convertible Arbitrage Fund, LP\$ 1,725,000\$ 1,725,000712,809712,809Context Convertible Arbitrage Fund, LP\$ 1,725,000\$ 5,400,000\$ 2,231,4042,231,404Context Convertible Arbitrage Fund, LP\$ 1,725,000\$ 1,725,000712,809712,809Context Convertible Arbitrage Fund, LP\$ 5,400,000\$ 5,400,000\$ 2,231,4042,231,404Con	Basso Holdings Ltd.	\$	5,290,000	\$	5,290,000	2,185,950	2,185,950
Bear, Stearns & Co., Inc. (1)\$1,000,000\$1,000,000413,223413,223BlackRock Liechtenstein Global Trust High Yield\$1,580,000\$1,580,000652,892652,892BNY Capital Markets, Inc.\$885,000\$885,000365,702365,702Canyon Balanced Equity Master Fund, Ltd.\$375,000\$375,000314,049314,049Canyon Value Realization Fund L.P.\$760,000\$760,000314,049314,049Canyon Value Realization MAC 18, Ltd.\$35,000\$35,00014,46214,462CC Convertible Arbitrage, Ltd.\$4,950,000\$4,950,0004,132,2314,132,231Citadel Equity Fund Ltd.\$10,000,000\$10,000,0004,132,2314,132,231Citigroup Global Markets, Inc.(1)\$141,387,000\$14,387,00058,424,37458,424,374Citigroup Global Markets Ltd.(1)\$141,387,000\$14,388,443619,834Concentrated Alpha Partners, L.P.\$1,050,000\$1,050,000433,884433,884Context Convertible Arbitrage Fund, LP\$1,725,000\$1,725,000712,809712,809Context Convertible Arbitrage Offshore, Ltd.\$5,400,000\$5,400,0002,231,4042,231,404Corporate High Yield III, Inc.\$945,000\$945,000300,495390,495Corporate High Yield V, Inc.\$1,555,000\$1,555,000	Basso Multi-Strategy Holding Fund Ltd.	\$	11,290,000	\$	11,290,000	4,665,288	4,665,288
BlackRock Liechtenstein Global Trust High Yield\$ 1,580,000\$ 1,580,000652,892652,892BNY Capital Markets, Inc.\$ 885,000\$ 885,000\$ 885,000365,702365,702Canyon Balanced Equity Master Fund, Ltd.\$ 375,000\$ 375,000\$ 375,000314,049314,049Canyon Value Realization Fund L.P.\$ 760,000\$ 760,000\$ 314,049314,049Canyon Value Realization MAC 18, Ltd.\$ 35,000\$ 35,000\$ 4,950,0002,045,4542,045,454CC Convertible Arbitrage, Ltd.\$ 10,000,000\$ 10,000,0004,132,2314,132,231Citigroup Global Markets, Inc.(1)\$ 23,751,000\$ 23,751,000\$ 14,0379,814,461Citigroup Global Markets Ltd.(1)\$ 141,387,000\$ 14,387,000\$ 14,387,000\$ 58,424,374Concentrated Alpha Partners, L.P.\$ 1,500,000\$ 1,500,000\$ 1,500,000\$ 43,3884Context Convertible Arbitrage Fund, LP\$ 1,725,000\$ 1,725,000\$ 1,725,000\$ 2,231,404Context Convertible Arbitrage Fund, LP\$ 1,725,000\$ 1,725,000\$ 2,231,4042,231,404Context Convertible Arbitrage Offshore, Ltd.\$ 5,400,000\$ 5,400,000\$ 2,231,4042,231,404Corporate High Yield III, Inc.\$ 945,000\$ 945,000\$ 945,000\$ 390,495390,495Corporate High Yield V, Inc.\$ 1,555,000\$ 1,555,000\$ 642,561642,561	BBT Fund, L.P.	\$	3,000,000	\$	3,000,000	1,239,669	1,239,669
BNY Capital Markets, Inc.\$885,000\$885,000\$865,702365,702Canyon Balanced Equity Master Fund, Ltd.\$375,000\$375,000154,958154,958Canyon Value Realization Fund L.P.\$760,000\$760,000314,049314,049Canyon Value Realization MAC 18, Ltd.\$35,000\$35,00014,46214,462CC Convertible Arbitrage, Ltd.\$4,950,000\$4,950,0002,045,4542,045,454Citadel Equity Fund Ltd.\$10,000,000\$10,000,0004,132,2314,132,231Citigroup Global Markets, Inc.(1)\$23,751,000\$23,751,0009,814,461Citigroup Global Markets, Inc.(1)\$141,387,000\$14,387,000619,834Citigroup Global Markets, Inc.(1)\$141,387,000\$1,500,000619,834Concentrated Alpha Partners, L.P.\$1,500,000\$1,050,000433,884433,884Context Convertible Arbitrage Fund, LP\$1,725,000\$1,725,000712,809712,809Context Convertible Arbitrage Offshore, Ltd.\$5,400,000\$5,400,0002,231,4042,231,404Corporate High Yield III, Inc.\$945,000\$945,000390,495390,495Corporate High Yield V, Inc.\$1,555,000\$1,555,000642,561642,561	Bear, Stearns & Co., Inc. (1)	\$	1,000,000	\$	1,000,000	413,223	413,223
Canyon Balanced Equity Master Fund, Ltd.\$ 375,000\$ 375,000154,958154,958Canyon Value Realization Fund L.P.\$ 760,000\$ 760,000314,049314,049Canyon Value Realization MAC 18, Ltd.\$ 35,000\$ 35,00014,46214,462CC Convertible Arbitrage, Ltd.\$ 4,950,000\$ 4,950,0002,045,4542,045,454Citadel Equity Fund Ltd.\$ 10,000,000\$ 10,000,0004,132,2314,132,231Citigroup Global Markets, Inc.(1)\$ 23,751,000\$ 23,751,0009,814,4619,814,461Citigroup Global Markets Ltd.(1)\$ 141,387,000\$ 141,387,00058,424,37458,424,374CNH CA Master Account, L.P.\$ 1,500,000\$ 1,500,000619,834619,834Concentrated Alpha Partners, L.P.\$ 1,725,000\$ 1,725,000433,884433,884Context Convertible Arbitrage Fund, LP\$ 1,725,000\$ 5,400,0002,231,4042,231,404Corporate High Yield III, Inc.\$ 945,000\$ 945,000\$ 945,000390,495390,495Corporate High Yield V, Inc.\$ 1,555,000\$ 1,555,000\$ 642,561642,561	BlackRock Liechtenstein Global Trust High Yield	\$	1,580,000	\$	1,580,000	652,892	652,892
Canyon Value Realization Fund L.P.\$ 760,000\$ 760,000314,049314,049Canyon Value Realization MAC 18, Ltd.\$ 35,000\$ 35,000\$ 4,950,0002,045,4542,045,454CC Convertible Arbitrage, Ltd.\$ 4,950,000\$ 4,950,000\$ 4,950,0002,045,4542,045,454Citadel Equity Fund Ltd.\$ 10,000,000\$ 10,000,0004,132,2314,132,231Citigroup Global Markets, Inc.(1)\$ 23,751,000\$ 23,751,0009,814,4619,814,461Citigroup Global Markets Ltd.(1)\$ 141,387,000\$ 141,387,00058,424,37458,424,374CNH CA Master Account, L.P.\$ 1,500,000\$ 1,500,000619,834619,834Concentrated Alpha Partners, L.P.\$ 1,050,000\$ 1,725,000433,884433,884Context Convertible Arbitrage Fund, LP\$ 1,725,000\$ 1,725,000712,809712,809Context Convertible Arbitrage Offshore, Ltd.\$ 5,400,000\$ 5,400,0002,231,4042,231,404Corporate High Yield III, Inc.\$ 945,000\$ 1,555,000\$ 1,555,000642,561642,561	BNY Capital Markets, Inc.	\$	885,000	\$	885,000	365,702	365,702
Canon Value Realization MAC 18, Ltd.\$ 35,000\$ 35,000\$ 35,00014,46214,462CC Convertible Arbitrage, Ltd.\$ 4,950,000\$ 4,950,000\$ 4,950,0002,045,4542,045,454Citadel Equity Fund Ltd.\$ 10,000,000\$ 10,000,0004,132,2314,132,231Citigroup Global Markets, Inc.(1)\$ 23,751,000\$ 23,751,0009,814,4619,814,461Citigroup Global Markets Ltd.(1)\$ 141,387,000\$ 141,387,000\$ 8,424,37458,424,374CNH CA Master Account, L.P.\$ 1,500,000\$ 1,500,000619,834619,834Concentrated Alpha Partners, L.P.\$ 1,050,000\$ 1,050,000433,884433,884Context Convertible Arbitrage Fund, LP\$ 1,725,000\$ 1,725,000712,809712,809Context Convertible Arbitrage Offshore, Ltd.\$ 5,400,000\$ 5,400,0002,231,4042,231,404Corporate High Yield III, Inc.\$ 945,000\$ 945,000\$ 945,000390,495390,495Corporate High Yield V, Inc.\$ 1,555,000\$ 1,555,000\$ 42,561642,561	Canyon Balanced Equity Master Fund, Ltd.	\$	375,000	\$	375,000	154,958	154,958
CC Convertible Arbitrage, Ltd.\$ 4,950,000\$ 4,950,0002,045,4542,045,454Citadel Equity Fund Ltd.\$ 10,000,000\$ 10,000,0004,132,2314,132,231Citigroup Global Markets, Inc.(1)\$ 23,751,000\$ 23,751,0009,814,4619,814,461Citigroup Global Markets Ltd.(1)\$ 141,387,000\$ 141,387,00058,424,37458,424,374CNH CA Master Account, L.P.\$ 1,500,000\$ 1,500,000619,834619,834Concentrated Alpha Partners, L.P.\$ 1,050,000\$ 1,050,000433,884433,884Context Convertible Arbitrage Fund, LP\$ 1,725,000\$ 1,725,000712,809712,809Context Convertible Arbitrage Offshore, Ltd.\$ 5,400,000\$ 5,400,0002,231,4042,231,404Corporate High Yield III, Inc.\$ 945,000\$ 945,000\$ 945,000390,495390,495Corporate High Yield V, Inc.\$ 1,555,000\$ 1,555,000642,561642,561	Canyon Value Realization Fund L.P.	\$	760,000	\$	760,000	314,049	314,049
Citadel Equity Fund Ltd.\$10,000,000\$10,000,0004,132,2314,132,231Citigroup Global Markets, Inc.(1)\$23,751,000\$23,751,0009,814,4619,814,461Citigroup Global Markets Ltd.(1)\$141,387,000\$141,387,00058,424,37458,424,374CNH CA Master Account, L.P.\$1,500,000\$1,500,000619,834619,834Concentrated Alpha Partners, L.P.\$1,050,000\$1,050,000433,884433,884Context Convertible Arbitrage Fund, LP\$1,725,000\$1,725,000712,809712,809Context Convertible Arbitrage Offshore, Ltd.\$5,400,000\$5,400,0002,231,4042,231,404Corporate High Yield III, Inc.\$945,000\$945,000390,495390,495Corporate High Yield V, Inc.\$1,555,000\$1,555,000642,561642,561		\$		\$			
Citigroup Global Markets, Inc.(1)\$ 23,751,000\$ 23,751,0009,814,4619,814,461Citigroup Global Markets Ltd.(1)\$ 141,387,000\$ 141,387,000\$ 141,387,00058,424,37458,424,374CNH CA Master Account, L.P.\$ 1,500,000\$ 1,500,000619,834619,834Concentrated Alpha Partners, L.P.\$ 1,050,000\$ 1,050,000433,884433,884Context Convertible Arbitrage Fund, LP\$ 1,725,000\$ 1,725,000712,809712,809Context Convertible Arbitrage Offshore, Ltd.\$ 5,400,000\$ 5,400,0002,231,4042,231,404Corporate High Yield III, Inc.\$ 945,000\$ 945,000\$ 0,555,000642,561642,561	CC Convertible Arbitrage, Ltd.	\$	4,950,000	\$	4,950,000	2,045,454	2,045,454
Citigroup Global Markets Ltd.(1)\$ 141,387,000\$ 141,387,000\$ 58,424,37458,424,374CNH CA Master Account, L.P.\$ 1,500,000\$ 1,500,000619,834619,834Concentrated Alpha Partners, L.P.\$ 1,050,000\$ 1,050,000433,884433,884Context Convertible Arbitrage Fund, LP\$ 1,725,000\$ 1,725,000712,809712,809Context Convertible Arbitrage Offshore, Ltd.\$ 5,400,000\$ 5,400,0002,231,4042,231,404Corporate High Yield III, Inc.\$ 945,000\$ 945,000\$ 0,555,000390,495390,495Corporate High Yield V, Inc.\$ 1,555,000\$ 1,555,000\$ 642,561642,561			10,000,000	\$	10,000,000	4,132,231	4,132,231
CNH CA Master Account, L.P.\$ 1,500,000\$ 1,500,000619,834619,834Concentrated Alpha Partners, L.P.\$ 1,050,000\$ 1,050,000433,884433,884Context Convertible Arbitrage Fund, LP\$ 1,725,000\$ 1,725,000712,809712,809Context Convertible Arbitrage Offshore, Ltd.\$ 5,400,000\$ 5,400,0002,231,4042,231,404Corporate High Yield III, Inc.\$ 945,000\$ 945,000\$ 945,000390,495390,495Corporate High Yield V, Inc.\$ 1,555,000\$ 1,555,000\$ 642,561642,561	Citigroup Global Markets, Inc.(1)	\$	23,751,000	\$	23,751,000	9,814,461	9,814,461
Concentrated Alpha Partners, L.P. \$ 1,050,000 \$ 1,050,000 433,884 433,884 Context Convertible Arbitrage Fund, LP \$ 1,725,000 \$ 1,725,000 712,809 712,809 Context Convertible Arbitrage Offshore, Ltd. \$ 5,400,000 \$ 5,400,000 2,231,404 2,231,404 Corporate High Yield III, Inc. \$ 945,000 \$ 945,000 \$ 390,495 390,495 Corporate High Yield V, Inc. \$ 1,555,000 \$ 1,555,000 \$ 422,561 642,561			141,387,000	\$	141,387,000	58,424,374	58,424,374
Context Convertible Arbitrage Fund, LP\$ 1,725,000\$ 1,725,000712,809712,809Context Convertible Arbitrage Offshore, Ltd.\$ 5,400,000\$ 5,400,0002,231,4042,231,404Corporate High Yield III, Inc.\$ 945,000\$ 945,000\$ 945,000390,495390,495Corporate High Yield V, Inc.\$ 1,555,000\$ 1,555,000\$ 642,561642,561							
Context Convertible Arbitrage Offshore, Ltd. \$ 5,400,000 \$ 5,400,000 2,231,404 2,231,404 Corporate High Yield III, Inc. \$ 945,000 \$ 945,000 \$ 945,000 \$ 390,495 390,495 Corporate High Yield V, Inc. \$ 1,555,000 \$ 1,555,000 \$ 642,561 642,561	-						
Corporate High Yield III, Inc. \$ 945,000 \$ 945,000 \$ 945,000 390,495 390,495 Corporate High Yield V, Inc. \$ 1,555,000 \$ 1,555,000 \$ 42,561 642,561							
Corporate High Yield V, Inc. \$ 1,555,000 \$ 1,555,000 642,561 642,561	-						
			945,000		945,000		
Corporate High Yield VI, Inc. \$ 1,625,000 \$ 1,625,000 671,487 671,487							
	Corporate High Yield VI, Inc.	\$	1,625,000	\$	1,625,000	671,487	671,487

	Convertible Senior Notes				Shares of Class A Common Stock		
Selling Securityholder	Amount of Notes Owned Before Offering		Principal Amount of Notes That May Be Sold		Shares of Class A Common Stock Owned Before Offering	Shares That May Be Sold	
	¢		¢	075 000			
Corporate High Yield Fund, Inc.	\$ ¢	875,000	\$	875,000	361,570	361,570	
Credit Suisse First Boston Europe LTD (1)	\$	25,000,000	\$	25,000,000	10,330,577	10,330,577	
Credit Suisse First Boston LLC (1)	\$ \$	3,000,000	\$ \$	3,000,000	1,239,669	1,239,669 3,016,528	
CRT Capital Group LLC CSS, LLC	5 \$	7,300,000	э \$	7,300,000	3,016,528 619,834	619,834	
Cyrus Opportunities Master Fund II, Ltd.	5 5	1,500,000 2,000,000	э \$	1,500,000 2,000,000	826,446	826,446	
DBAG London	\$	13,600,000	\$	13,600,000	5,619,834	5,619,834	
D.E. Shaw Valence Portfolios, L.L.C.	\$	3,500,000	\$	3,500,000	1,446,280	1,446,280	
Deephaven Domestic Convertible Trading Ltd.	\$	4,650,000	\$	4,650,000	1,921,487	1,921,487	
Deephaven Domestic Convertible Trading Ltd. Delaware Delchester Fund	\$	1,080,000	\$	1,080,000	446,280	446,280	
Delaware Diversified Income Fund	\$	415,000	\$	415,000	171,487	171,487	
Delaware Dividend Income Fund	\$ \$	557,000	\$	557,000	230,165	230,165	
Delaware Group Equity Funds I-Delaware Balanced Fund	φ	557,000	φ	557,000	250,105	250,105	
Series	\$	10,000	\$	10,000	4,132	4,132	
Delaware High-Yield Opportunities Fund	\$	300,000	\$	300,000	123,966	123,966	
Delaware VIP Diversified Income Series	\$	65,000	\$	65,000	26,859	26,859	
Delaware VIP High Yield Series	\$	655,000	\$	655,000	270,661	270,661	
Deutsche Bank Securities Inc. (1)	\$	4,584,000	\$	4,584,000	1,894,214	1,894,214	
Dividend & Income Fund	\$	165,000	\$	165,000	68,181	68,181	
DKR Saturn Multi-Strategy Holding Fund Ltd.	\$	2,000,000	\$	2,000,000	826,446	826,446	
Duma Master Fund, L.P.	\$	1,000,000	\$	1,000,000	413,223	413,223	
Eagle Rock Capital Management, LLC	\$	400,000	\$	400,000	165,289	165,289	
Edge Investment Master Fund, LTD	\$	3,500	\$	3,500	1,446	1,446	
Empyrean Capital Fund, LP	\$	4,315,000	\$	4,315,000	1,783,057	1,783,057	
Empyrean Capital Overseas Benefit Plan Fund, Ltd	\$	832,000	\$	832,000	343,801	343,801	
Empyrean Capital Overseas Fund, Ltd	\$	7,353,000	\$	7,353,000	3,038,429	3,038,429	
Eton Park Fund, L.P.	\$	1,872,000	\$	1,872,000	773,553	773,553	
Eton Park Master Fund, Ltd.	\$	2,928,000	\$	2,928,000	1,209,917	1,209,917	
Fidelity Advisor Series II: Fidelity Advisor High Income	Ф	2,920,000	Ф	2,920,000	1,209,917	1,209,917	
Advantage Fund (2)	\$	22,580,000	\$	22,580,000	9,330,578	9,330,578	
Fidelity Financial Trust: Fidelity Convertible Securities	Ψ	22,500,000	Ψ	22,500,000	5,550,570	5,550,570	
Fund (2)	\$	11,300,000	\$	11,300,000	4,669,421	4,669,421	
Fidelity Financial Trust: Fidelity Strategic Dividend &	φ	11,300,000	φ	11,500,000	4,005,421	4,005,421	
Income Fund (2)	\$	700,000	\$	700,000	289,256	289,256	
Fidelity Management Trust Company on behalf of funds	ψ	/00,000	ψ	/00,000	209,230	209,230	
and accounts managed by it (3)	\$	7,420,000	\$	7,420,000	3,066,115	3,066,115	
Finch Tactical Plus Class B	\$	200,000	\$	200,000	82,644	82,644	
Fore Convertible Master Fund, Ltd.	\$	1,500,000	\$	1,500,000	619,834	619,834	
Fore ERISA Fund, Ltd.	5 \$	179,000	э \$	1,500,000	73,966	73,966	
Fore Multi Strategy Master Fund, Ltd.	\$	350,000	\$	350,000	144,628	144,628	
Tore main outlingy musici i unu, Elu,	Ψ	550,000	Ψ	550,000	144,020	144,020	

		Convertible Seni	Shares of Class A Common Stock			
-			Pr	incipal	Shares of Class A Common	
	А	mount of		ount of	Stock	
	No	tes Owned	Not	tes That	Owned	Shares That
Selling Securityholder	Befo	ore Offering	May	v Be Sold	Before Offering	May Be Sold
Fore Opportunity Fund, LP	\$	69,000	\$	69,000	28,512	28,512
Fore Opportunity Offshore Fund, Ltd	\$	231,000	\$	231,000	95,454	95,454
Gaia Offshore Master Fund Ltd.	\$	77,000	\$	77,000	31,818	31,818
Geode U.S. Convertible Arbitrage Fund, aggregated	¢	2 000 000	¢	2 000 000	1 220 660	1 220 000
account of Geode Capital Master Fund Ltd. Global Dividend & Income Fund	\$ \$	3,000,000	\$ \$	3,000,000	1,239,669	1,239,669
Goldman, Sachs & Co. (1)	5 \$	40,000 47,638,000	ծ \$	40,000 47,638,000	16,528 19,685,122	16,528 19,685,122
Grace Brothers, Ltd.	ֆ \$	1,500,000	\$	1,500,000	619,834	619,834
Greywolf Capital Overseas Fund	\$	6,475,000	\$	6,475,000	2,675,619	2,675,619
Greywolf Capital Partners II LP	\$	1,525,000	\$	1,525,000	630,165	630,165
Greywolf High Yield Master Fund	\$	2,000,000	\$	2,000,000	826,446	826,446
Guggenheim Portfolio Company VIII (Cayman), Ltd.	\$	1,138,000	\$	1,138,000	470,247	470,247
HFR RVA Combined Master Trust	\$	125,000	\$	125,000	51,652	51,652
Highbridge International LLC	\$	36,520,000	\$	36,520,000	15,090,907	15,090,907
Institutional Benchmarks Master Fund, Ltd.	\$	35,000	\$	35,000	14,462	14,462
JP Morgan Securities (1)	\$	3,000,000	\$	3,000,000	1,239,669	1,239,669
Kamunting Street Master Fund, LTD	\$	22,500,000	\$	22,500,000	9,297,519	9,297,519
KBC Financial Products USA Inc.	\$	4,885,000	\$	4,885,000	2,018,594	2,018,594
KDC Convertible Arbfund L.P.	\$	2,000,000	\$	2,000,000	826,446	826,446
Kingdon Associates	\$	4,180,000	\$	4,180,000	1,727,272	1,727,272
Kingdon Family Partnership	\$	634,000	\$	634,000	261,983	261,983
Laurel Ridge Capital, LP	\$	5,000,000	\$	5,000,000	2,066,115	2,066,115
LDG Limited	\$	322,000	\$	322,000	133,057	133,057
Lehman Brothers, Inc.	\$	5,000,000	\$	5,000,000	2,066,115	2,066,115
Lehman Brothers International Europe	\$	8,410,000	\$	8,410,000	3,475,206	3,475,206
Lincoln National Life Insurance Company Separate	¢	F00 000	¢	500.000	242.001	242.001
Account 20 Lydian Overseas Partners Master Fund LP	\$ \$	590,000	\$ \$	590,000 6,500,000	243,801	243,801
Lyxor/ Context Fund Ltd.	ֆ \$	6,500,000 1,075,000	э \$	1,075,000	2,685,950 444,214	2,685,950 444,214
Lyxor Gaia II Fund, Ltd.	\$	23,000	\$	23,000	9,504	9,504
M Kingdon Offshore Ltd.	\$	10,986,000	\$	10,986,000	4,539,668	4,539,668
Man Mac I, Limited	\$	3,391,000	\$	3,391,000	1,401,239	1,401,239
Managed Account Series: Bond High Income	\$	200,000	\$	200,000	82,644	82,644
Managed Account Series: High Income Portfolio	\$	325,000	\$	325,000	134,297	134,297
Marathon Global Convertible Master Fund Ltd.	\$	1,500,000	\$	1,500,000	619,834	619,834
Merced Partners Limited Partnership	\$	2,500,000	\$	2,500,000	1,033,057	1,033,057
Merrill Lynch Bond High Income Fund (1)	\$	9,000,000	\$	9,000,000	3,719,007	3,719,007
Merrill Lynch Global Investment Series: Income Strategies						
Fund (1)	\$	5,000,000	\$	5,000,000	2,066,115	2,066,115
MLIF US High Yield Fund, Inc. (1)	\$	500,000	\$	500,000	206,611	206,611
ML Master US High Yield Fund, Inc. (1)	\$	2,200,000	\$	2,200,000	909,090	909,090
Mohican VCA Master Fund, Ltd.	\$	500,000	\$	500,000	206,611	206,611
Morgan Stanley Convertible Securities Trust	\$	800,000	\$	800,000	330,578	330,578
MSS Convertible Arbitrage 1 c/o TQA Investors, LLC	\$	31,000	\$	31,000		12,809
National Bank of Canada	\$	700,000	\$	700,000	289,256	289,256
Oppenheimer Capital Income Fund	\$	5,000,000	\$	5,000,000	2,066,115	2,066,115
Oppenheimer Convertible Securities Fund	\$	2,000,000	\$	2,000,000	826,446	826,446
Optimum Fixed Income Fund	\$	65,000	\$	65,000	26,859	26,859

	Convertible Senior Notes				Shares of Class A Common Stock		
Selling Securityholder	Amount of Notes Owned Before Offering		Principal Amount of Notes That May Be Sold		Shares of Class A Common Stock Owned Before Offering	Shares That May Be Sold	
PIMCO Convertible Fund	\$	275,000	\$	275,000	113,636	113,636	
President and Fellows of Harvard College	\$	350,000	\$	350,000	144,628	144,628	
PSEG Master Employee Benefit Plan Trust	\$	200,000	\$	200,000	82,644	82,644	
Putnam Convertible Income-Growth Trust	\$	8,425,000	\$	8,425,000	3,481,404	3,481,404	
Putnam High Income Bond Fund	\$	2,075,000	\$	2,075,000	857,437	857,437	
Quattro Fund Ltd.	\$	1,250,000	\$	1,250,000	516,528	516,528	
Raytheon Savings & Investment Plan Trust	\$	150,000	\$	150,000	61,983	61,983	
Regiment Capital, Ltd.	\$	650,000	\$	650,000	268,595	268,595	
Ritchie Capital Structure Arbitrage Trading, Ltd.	\$	12,000,000	\$	12,000,000	4,958,677	4,958,677	
Royal Bank of Canada (Norshield) (1)	\$	100,000	\$	100,000	41,322	41,322	
Royal Bank of Ontario	\$	2,000,000	\$	2,000,000	826,446	826,446	
Salomon Brothers Asset Management, Inc. (1)	\$	9,350,000	\$	9,350,000	3,863,635	3,863,635	
Saranac Capital Management L.P. on behalf of Citigroup Alternative Investments Diversified Arbitrage Strategies Fund Ltd. Saranac Capital Management L.P. on behalf of Citigroup	\$	357,000	\$	357,000	147,520	147,520	
Alternative Investments Enhanced Arbitrage Strategies	<u>,</u>		<u>_</u>				
Fund Saranac Capital Management L.P. on behalf of Citigroup Alternative Investments QIP Multi Strategy Arbitrage Portfolio	\$ \$	65,000	\$	65,000	26,859	26,859	
Saranac Capital Management L.P. on behalf of Saranac		1,692,000	\$	1,692,000	699,173	699,173	
Erisa Arbitrage LTD	\$	698,000	\$	698,000	288,429	288,429	
Saranac Capital Management L.P. on behalf of Saranac Erisa Arbitrage LP	\$	48,000	\$	48,000	19,834	19,834	
Saranac Capital Management L.P. on behalf of Saranac	<u>,</u>	40.000	<u>_</u>	10.000			
Arbitrage LTD	\$	40,000	\$	40,000	16,528	16,528	
Satellite Asset Management, L.P.	\$	12,300,000	\$	12,300,000	5,082,644	5,082,644	
Severn River Master Fund, Ltd.	\$	8,000,000	\$	8,000,000	3,305,784	3,305,784	
Sphinx Convertible Arbitrage Fund SPC	\$	350,000	\$	350,000	144,628	144,628	
Sphinx Fund c/o TQA Investors, LLC	\$	496,000	\$	496,000	204,958	204,958	
Sphinx Special Situations Fund SPC	\$	35,000	\$	35,000	14,462	14,462	
SRI Fund, L.P.	\$	180,000	\$	180,000	74,380	74,380	
St. Albans Partners Ltd.	\$	1,000,000	\$	1,000,000	413,223	413,223	
Sturgeon Limited	\$	71,000	\$	71,000	29,338	29,338	
Susquehanna Capital Group	\$	6,980,000	\$	6,980,000	2,884,297	2,884,297	
SuttonBrook Capital Portfolio LP	\$	12,500,000	\$	12,500,000	5,165,288	5,165,288	
Tamarack International, Ltd.	\$	2,500,000	\$	2,500,000	1,033,057	1,033,057	
Tempo Master Fund, LP	\$	2,000,000	\$	2,000,000	826,446	826,446	
Tenor Opportunity Master Fund Ltd.	\$	4,200,000	\$	4,200,000	1,735,537	1,735,537	
The Canyon Value Realization Fund (Cayman) Ltd. The High-Yield Bond Portfolio	\$ \$	2,260,000 15,000	\$ \$	2,260,000 15,000	933,884 6,198	933,884 6,198	

	Convertible Senior Notes				Shares of Class A Common Stock		
				incipal	Shares of Class A Common		
		mount of	Amount of		Stock		
Selling Securityholder		tes Owned ore Offering	Notes That May Be Sold		Owned Before Offering	Shares That May Be Sold	
	Delu	ore Offering	widy	De Solu	Defore Offering	May De Solu	
The PRS Convertible Arbitrage Master Fund	\$	75,000	\$	75,000	30,991	30,991	
The PRS Convertible Arbitrage Master Fund II	\$	40,000	\$	40,000	16,528	16,528	
The United States Life Insurance Company in the City of							
New York	\$	40,000	\$	40,000	16,528	16,528	
TQA Master Fund, Ltd.	\$	2,836,000	\$	2,836,000	1,171,900	1,171,900	
TQA Master Plus Fund, Ltd.	\$	4,551,000	\$	4,551,000	1,880,578	1,880,578	
Tribeca Global Convertible Investments LTD	\$	12,000,000	\$	12,000,000	4,958,677	4,958,677	
UBS AG London Branch	\$	45,500,000	\$	45,500,000	18,801,651	18,801,651	
UBS AG London F/ B/ O HFS	\$	5,000,000	\$	5,000,000	2,066,115	2,066,115	
UBS O'Connor LLC F/B/O O'Connor Global Convertible							
Arbitrage Master Limited	\$	6,000,000	\$	6,000,000	2,479,338	2,479,338	
Univest Convertible Arbitrage Fund II Ltd. (Norshield)	\$	100,000	\$	100,000	41,322	41,322	
USAA High-Yield Opportunities Fund	\$	50,000	\$	50,000	20,661	20,661	
Van Kampen Harbor Fund	\$	1,200,000	\$	1,200,000	495,867	495,867	
Wachovia Bank National Association	\$	2,295,000	\$	2,295,000	948,347	948,347	
Whitebox Convertible Arbitrage Partners, L.P.	\$	3,000,000	\$	3,000,000	1,239,669	1,239,669	
Whitebox Hedged High Yield Partners, L.P.	\$	1,000,000	\$	1,000,000	413,223	413,223	
White River Securities LLC	\$	1,000,000	\$	1,000,000	413,223	413,223	
Wolverine Convertible Arbitrage Fund Limited	\$	250,000	\$	250,000	103,305	103,305	
World Income Fund, Inc.	\$	800,000	\$	800,000	330,578	330,578	
Yield Strategies Fund I, L.P.	\$	500,000	\$	500,000	206,611	206,611	
Yield Strategies Fund II, L.P.	\$	500,000	\$	500,000	206,611	206,611	
Zurich Institutional Benchmarks Master Fund Ltd. c/o	¢	606.000	<i>•</i>				
TQA Investors, LLC	\$	696,000	\$	696,000	287,603	287,603	

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

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

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

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

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

(3) Shares indicated as owned by such entity are owned directly by various private investment accounts, primarily employee benefit plans for which Fidelity Management Trust Company ("FMTC") serves as trustee or managing agent. FMTC is a wholly-owned subsidiary of FMR Corp. and a bank as defined in Section 3(a)(6) of the Securities Exchange Act of 1934, as amended. FMTC is the beneficial owner of 0 shares (not including the shares into which the notes are convertible) of the Common Stock outstanding of the Company as a result of its serving as investment manager of the institutional account(s).

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

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

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