



PUBLIC NOTICE

FEDERAL COMMUNICATIONS COMMISSION
445 TWELFTH STREET, S.W.
WASHINGTON, D.C. 20554

DA 09-914

News media information 202/418-0500 Fax-On-Demand 202/418-2830 Internet: <http://www.fcc.gov> <ftp.fcc.gov>

Released: May 21, 2009

CHARTER SEEKS FCC CONSENT TO ASSIGN OR TRANSFER CONTROL OF LICENSES AND AUTHORIZATIONS IN CONNECTION WITH BANKRUPTCY

MB Docket No. 09-77

PLEADING CYCLE ESTABLISHED

Petitions to Deny/Comments Due: June 22, 2009

Oppositions/Reply Comments Due: July 7, 2009

I. INTRODUCTION

Charter Communications, Inc. ("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. In April, 2009, Charter filed a series of applications for the assignment of licenses held by the operating subsidiaries of Charter to those same subsidiaries operating as debtors-in-possession. Charter has now filed a series of applications pursuant to Sections 214 and 310(d) of the Communications Act, as amended.¹ In these applications, Charter seeks Commission approval of the assignment of licenses and authorizations held by the debtors-in-possession to the same post-Chapter 11 Charter operating subsidiaries with a new ownership structure.

A detailed description of the reorganization is included in each of the assignment applications.² In summary, as a result of the reorganization, the current stock in Charter will be cancelled and replaced by new Class A Common Stock and Class B Common Stock. The voting interest of Charter's current principal stockholder, Paul G. Allen and his affiliated entities, will be reduced from approximately 91% to 35%, and new stockholders including holders of certain senior notes of subsidiaries of Charter ("Noteholders"), will acquire the remainder of the voting interest in Charter. In addition, certain Noteholders will invest up to an additional \$3 billion of capital in Charter.

Following the Reorganization, Charter will have two classes of outstanding common stock:

- the Class A Common Stock, which will represent 65% of the voting interest in Charter, which will be held by various stockholders including the Noteholders; and
- the Class B Common stock, which will represent 35% of the voting interest in Charter, which will be held by Paul Allen and his affiliated entities.

¹ 47 U.S.C. §§ 214, 310(d).

² See, e.g., Description of the Transaction, File No. CAR-20090513AA-08, Exhibit B-2.

Four Noteholders may hold a voting or equity interest in Charter of 10% or greater following the reorganization: Apollo Global Management, LLC;³ Crestview L.L.C.;⁴ Oaktree Capital Group Holdings GP, LLC;⁵ and, Franklin Resources Inc.⁶

These assignment applications pertain specifically to Cable Television Relay Service (“CARS”) licenses issued under Part 78 of the Commission’s Rules, private land mobile radio licenses issued under Part 90 of the Commission’s Rules, point-to-point microwave licenses issued under Part 101 of the Commission’s Rules, and domestic and international Section 214 authorizations issued under Section 63 of the Commission’s Rules. See Appendix for a complete list of licenses.

Charter filed an application for consent to assignment of the domestic section 214 authority held by the subsidiaries of the debtors-in-possession. Charter, a Delaware corporation, is the ultimate corporate parent of 39 subsidiaries (“Charter Fiberlink Domestic Companies”) that provide facilities-based point-to-point private line telecommunications service in 22 states.⁷ Charter asserts that this transaction is entitled to presumptive streamlined treatment under section 63.03(b)(2)(i) of the Commission’s rules because: (1) Charter and its Affiliates combined will hold less than a 10 percent share of the interstate, interexchange market; (2) Charter or its Affiliates will provide competitive local exchange service, if at all, only in areas served by dominant local exchange carriers (none of which is a party to the proposed reorganization); and (3) neither Charter nor its Affiliates are dominant with respect to any service.⁸ Moreover, Charter asserts that the reorganization will not cause the Charter Fiberlink Domestic Companies to become affiliated with any new telecommunications provider. Charter has

³ Apollo Global Management, LLC controls through a series of intermediate subsidiaries, including some organized in the Cayman Islands, and management arrangements certain investment vehicles that in the aggregate are anticipated to hold Charter stock representing between approximately 11.77% and 38.46% of the equity interests and between approximately 7.89% and 25.77% of the voting interests in Charter. One entity is anticipated to hold a 10% or greater direct voting or equity interest in Charter: AP Charter Holdings, L.P.

⁴ Crestview L.L.C. controls through a series of intermediate subsidiaries and management arrangements certain investment vehicles that in the aggregate are anticipated to hold Charter stock representing between approximately 3.35% and 11.44% of the equity interests and between approximately 2.24% and 7.66% of the voting interests in Charter.

⁵ Oaktree Capital Group Holdings GP, LLC controls through a series of intermediate subsidiaries and management arrangements Oaktree Opportunities Investments, L.P. which is anticipated to hold Charter stock representing between approximately 13.42% and 18.21% of the equity interests and between approximately 8.89% and 12.20% of the voting interests in Charter.

⁶ Franklin Resources Inc. through its wholly-owned subsidiary, Franklin Advisers Inc., is the investment manager for certain investment companies that are anticipated to hold directly, in the aggregate, Charter stock representing between approximately 15.30% and 23.20% of the equity interests and between approximately 9.95% and 15.08% of the voting interests in Charter. One entity is anticipated to hold a 10% or greater direct voting or equity interest in Charter: Franklin Custodian Funds-Income Series.

⁷ The Charter Fiberlink Domestic Companies are listed in Exhibit A of Charter’s Domestic Section 214 Application. The states where the Charter Fiberlink Domestic Companies provide service are: Alabama, California, Connecticut, Georgia, Illinois, Louisiana, Massachusetts, Michigan, Minnesota, Missouri, Nebraska, Nevada, New Hampshire, New York, North Carolina, Oregon, South Carolina, Texas, Tennessee, Virginia, Washington, and Wisconsin. See Charter Communications Inc., Debtor-in-Possession Application for Authority Pursuant to Section 214 of the Communications Act of 1934, as Amended, and Sections 63.03, 63.04 and 63.24 of the Commission’s Rules for Authorized International and Domestic Communications Common Carriers to Emerge from Bankruptcy Pursuant to a Plan of Reorganization at 17, Exhibit A (filed May 11, 2009).

⁸ 47 C.F.R. § 63.03(b)(2)(i).

agreed to notify the Commission within 30 days of the completion of the reorganization as to the final ownership interests, including any individual or entity that has shares constituting 10 percent or more of the equity or voting interests in Charter Communications, Inc. In light of the multiple applications pending before the Commission in this transaction and the public interest review associated with them, however, we conclude that the domestic section 214 assignment application is not subject to streamlined treatment.

II. *EX PARTE* STATUS OF THIS PROCEEDING

Pursuant to Section 1.1200(a) of the Commission's rules,⁹ the Commission may adopt modified or more stringent *ex parte* procedures in particular proceedings if the public interest so requires. We announce that this proceeding will be governed by permit-but-disclose *ex parte* procedures that are applicable to non-restricted proceedings under Section 1.1206 of the Commission's rules.¹⁰

Parties making oral *ex parte* presentations are directed to the Commission's statement reemphasizing the public's responsibility in permit-but-disclose proceedings and are reminded that memoranda summarizing the presentation must contain the presentation's substance and not merely list the subjects discussed.¹¹ More than a one- or two-sentence description of the views and arguments presented is generally required.¹² Other rules pertaining to oral and written presentations are set forth in Section 1.1206(b) as well.¹³ We urge parties to use the Electronic Comment Filing System ("ECFS") to file *ex parte* submissions.¹⁴

III. GENERAL INFORMATION

The assignment applications referenced herein have been found, upon initial review, to be acceptable for filing. The Commission reserves the right to return any application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules or policies. Final action on these applications will not be taken earlier than thirty-one days following the date of this Public Notice.¹⁵

Interested parties must file petitions to deny or comments no later than June 22, 2009. If such petitions or comments are filed, parties shall have an opportunity to respond no later than July 7, 2009. Persons and entities that file petitions to deny become parties to the proceeding. They may participate fully in the proceeding, including seeking access to any confidential information that may be filed under a protective order, seeking reconsideration of decisions, and filing appeals of a final decision to the courts. All filings concerning matters referenced in this Public Notice should refer to DA 09-914 and

⁹ 47 C.F.R. § 1.1200(a).

¹⁰ *Id.* § 1.1206.

¹¹ See Commission Emphasizes the Public's Responsibilities in Permit-But-Disclose Proceedings, *Public Notice*, 15 FCC Rcd 19945 (2000).

¹² See 47 C.F.R. § 1.1206(b)(2).

¹³ *Id.* § 1.1206(b).

¹⁴ See discussion *infra* Part III.

¹⁵ See 47 U.S.C. § 309(b).

MB Docket No. 09-77, as well as the specific file numbers of the individual applications or other matters to which the filings pertain.

Under the Commission's current procedures for the submission of filings and other documents,¹⁶ submissions in this matter may be filed electronically (*i.e.*, though ECFS) or by hand delivery to the Commission's Massachusetts Avenue location.

- **If filed by ECFS,**¹⁷ comments shall be sent as an electronic file via the Internet to <http://www.fcc.gov/e-file/ecfs.html>. In completing the transmittal screen, commenters should include their full name, Postal Service mailing address, and the applicable docket number. Parties may also submit an electronic comment by Internet e-mail. To get filing instructions for e-mail comments, commenters should send an e-mail to ecfs@fcc.gov, and should include the following words in the body of the message, "get form <your e-mail address>." A sample form and directions will be sent in reply.
- **If filed by paper,** the original and four copies of each filing must be filed by hand or messenger delivery, by commercial overnight courier, or by first-class or overnight U.S. Postal Service mail (although we continue to experience delays in receiving U.S. Postal Service mail). The Commission's contractor, Natek, Inc., will receive hand-delivered or messenger-delivered paper filings for the Commission's Secretary at 236 Massachusetts Avenue, N.E., Suite 110, Washington, D.C. 20002. The filing hours at this location are 8:00 a.m. to 7:00 p.m. All hand deliveries must be held together with rubber bands or fasteners. Any envelopes must be disposed of before entering the building. Commercial overnight mail (other than U.S. Postal Service Express Mail and Priority Mail) must be sent to 9300 East Hampton Drive, Capitol Heights, MD 20743. U.S. Postal Service first-class mail, Express Mail, and Priority Mail should be addressed to 445 12th Street, S.W., Washington, D.C. 20554. All filings must be addressed to the Commission's Secretary, Office of the Secretary, Federal Communications Commission.

One copy of each pleading must be delivered electronically, by e-mail or facsimile, or if delivered as paper copy, by hand or messenger delivery, by commercial overnight courier, or by first-class or overnight U.S. Postal Service mail (according to the procedures set forth above for paper filings), to: (1) the Commission's duplicating contractor, Best Copy and Printing, Inc., at FCC@BCPIWEB.COM or (202) 488-5563 (facsimile); (2) Gloria Conway, Media Bureau, at gloria.conway@fcc.gov or (202) 418-1189 (facsimile) (3) Jeff Tobias, Mobility Division, Wireless Telecommunications Bureau, at jeff.tobias@fcc.gov or (202) 418-7447 (facsimile); (4) Linda Ray, Broadband Division, Wireless Telecommunications Bureau, at linda.ray@fcc.gov or (202) 418-8188 (facsimile); (5) Jim Bird, Office of General Counsel, at jim.bird@fcc.gov or (202) 418-2822 (facsimile); (6) Mania Baghdadi, Media Bureau, at mania.baghdadi@fcc.gov or (202) 418-2053 (facsimile); (7) Rebekah Goodheart, Media Bureau, at Rebekah.goodheart@fcc.gov or (202) 418-2053 (facsimile); (8) David Krech, Policy Division, International Bureau, at david.krech@fcc.gov or (202) 418-2824 (facsimile); and (9) Heather Hendrickson, Competition Policy Division, Wireline Competition Bureau, at heather.hendrickson@fcc.gov or (202) 418-1580 (facsimile).

¹⁶ See Implementation of Interim Electronic Filing Procedures for Certain Commission Filings, *Order*, 16 FCC Rcd 21483 (2001); see also FCC Announces a New Filing Location for Paper Documents and a New Fax Number for General Correspondence, *Public Notice*, 16 FCC Rcd 22165 (2001); Reminder: Filing Locations for Paper Documents and Instructions for Mailing Electronic Media, *Public Notice*, 18 FCC Rcd 16705 (2003).

¹⁷ See Electronic Filing of Documents in Rulemaking Proceedings, GC Docket No. 97-113, *Report and Order*, 13 FCC Rcd 11322 (1998).

Copies of the applications and any subsequently-filed documents in this matter may be obtained from Best Copy and Printing, Inc. in person at 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554, via telephone at (202) 488-5300, via facsimile at (202) 488-5563, or via e-mail at FCC@BCPIWEB.COM. The applications and any associated documents are also available for public inspection and copying during normal reference room hours at the following Commission office: FCC Reference Information Center, 445 12th Street, S.W., Room CY-A257, Washington, D.C. 20554. The applications are also available electronically through the Commission's ECFS, which may be accessed on the Commission's Internet website at <http://www.fcc.gov>. In addition, applications filed under Parts 22, 24, 90, and 101 of the Commission's rules are available electronically through ULS, which may be accessed on the Commission's Internet website. Additional information regarding the transaction will be available on the FCC's Office of General Counsel's website, <http://www.fcc.gov/ogc>, which will contain a fully indexed, unofficial listing and electronic copies of all materials in this docket. To request materials in accessible formats for people with disabilities (Braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at 202-418-0530 (voice), 202-418-0432 (tty).

For further information, contact Wayne McKee or Alison Neplokh, Engineering Division, Media Bureau, at (202) 418-2355 or (202) 418-1083, respectively.

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APPENDIX

CARS Licenses

Licensee	Call Sign	File Number
CC 10, LLC	WEF-80	CAR-20090513AA-08
CC Michigan	WLY-782	CAR-20090513AB-08
CC VIII Operating, LLC	KQQ-26	CAR-20090513AC-08
	KWU-541	CAR-20090513AD-08
	WHZ-938	CAR-20090513AE-08
	WLY-669	CAR-20090513AF-08
	WLY-689	CAR-20090513AG-08
Charter Cable Partners, LLC	WGI-771	CAR-20090514AA-08
	WGI-772	CAR-20090514AB-08
	WGI-798	CAR-20090514AC-08
	WGI-799	CAR-20090514AD-08
	WGI-974	CAR-20090514AE-08
	WGJ-444	CAR-20090514AF-08
	WHZ-918	CAR-20090514AG-08
	WLY-637	CAR-20090514AH-08
Charter Communications Properties, LLC	WGV-505	CAR-20090514AI-08
	WHZ-510	CAR-20090514AJ-08
	WHZ-511	CAR-20090514AK-08
	WHZ-662	CAR-20090514AL-08
	WLY-397	CAR-20090514AM-08
Charter Communications VI, LLC	WHZ-407	CAR-20090514AN-08
	WLY-222	CAR-20090514AO-08
	WLY-648	CAR-20090514AP-08
	WLY-779	CAR-20090514AQ-08
Falcon Cable Systems Company II, LP,	KPW-66	CAR-20090515AA-08
	KQJ-96	CAR-20090515AB-08
	WAM-603	CAR-20090515AC-08
	WAM-609	CAR-20090515AD-08
	WAP-961	CAR-20090515AE-08
	WBW-21	CAR-20090515AF-08
	WGV-934	CAR-20090515AG-08
	WGZ-317	CAR-20090515AH-08
	WHZ-403	CAR-20090515AI-08
	WHZ-578	CAR-20090515AJ-08
	WHZ-632	CAR-20090515AK-08
	WHZ-645	CAR-20090515AL-08
	WHZ-720	CAR-20090515AM-08
	WHZ-856	CAR-20090515AN-08
	WHZ-899	CAR-20090515AO-08
	WLY-381	CAR-20090515AP-08
	WLY-695	CAR-20090515AQ-08
	WSA-52	CAR-20090515AR-08
	WSJ-78	CAR-20090515AS-08

Falcon Cablevision, A CA LP	WHZ-637 WHZ-764	CAR-20090515AT-08 CAR-20090515AU-08
Falcon Community Ventures I, LP	WAY-753 WHZ-908 WLY-441 WLY-446	CAR-20090515AV-08 CAR-20090515AW-08 CAR-20090515AX-08 CAR-20090515AY-08
Falcon Telecable, A CA, LP	WAA-813 WGV-576	CAR-20090515AZ-08 CAR-20090515BA-08
Falcon Video Communications, LP	KB-60107 WGJ-868	CAR-20090515BB-08 CAR-20090515BC-08
Long Beach, LLC	WLY-781	CAR-20090515BD-08
Rifkin Acquisition Partners, LLC	WGZ-305	CAR-20090515BE-08

INTERNATIONAL SECTION 214 APPLICATIONS

File No.	Authorization Holder	Authorization Number
ITC-ASG-20090508-00211	Charter Fiberlink, LLC, Debtor-in-Possession	ITC-214-20030127-00071
ITC-ASG-20090508-00212	CC Fiberlink, LLC, Debtor-in-Possession	ITC-214-20030127-00070
ITC-ASG-20090508-00213	Charter Fiberlink CC VII, LLC, Debtor-in-Possession	ITC-214-20090313-00122
ITC-ASG-20090508-00214	CCO Fiberlink, LLC Debtor-in-Possession	ITC-214-20060309-00144
ITC-ASG-20090508-00215	CCVII Fiberlink, LLC Debtor-in-Possession	ITC-214-20060309-00145

WIRELESS APPLICATIONS

File Number	Type	Call Sign	Assignee
0003832342	PLMRS	KNBN630	CC Michigan, LLC
0003832342	PLMRS	KNFE570	CC Michigan, LLC
0003832342	PLMRS	KNIZ214	CC Michigan, LLC
0003832342	PLMRS	KWZ611	CC Michigan, LLC
0003832342	PLMRS	KXJ747	CC Michigan, LLC
0003832342	PLMRS	WNCX595	CC Michigan, LLC
0003832342	PLMRS	WNLV978	CC Michigan, LLC
0003832342	PLMRS	WNML325	CC Michigan, LLC
0003832342	PLMRS	WQG943	CC Michigan, LLC
0003832260	PLMRS	WQDH989	CC Michigan, LLC

0003832372	Broadband Radio Service	B167	CC VIII Operating, LLC
0003832372	Broadband Radio Service	B185	CC VIII Operating, LLC
0003832372	PLMRS	KDK475	CC VIII Operating, LLC
0003832372	PLMRS	KJA868	CC VIII Operating, LLC
0003832372	PLMRS	KNBP571	CC VIII Operating, LLC
0003832372	PLMRS	KNDS410	CC VIII Operating, LLC
0003832372	PLMRS	KST411	CC VIII Operating, LLC
0003832372	PLMRS	KTW939	CC VIII Operating, LLC
0003832372	PLMRS	KUZ323	CC VIII Operating, LLC
0003832372	Broadband Radio Service	WFY431	CC VIII Operating, LLC
0003832372	Broadband Radio Service	WLW922	CC VIII Operating, LLC
0003832372	PLMRS	WNPE531	CC VIII Operating, LLC
0003832372	PLMRS	WNPE620	CC VIII Operating, LLC
0003832372	Broadband Radio Service	WNTK371	CC VIII Operating, LLC
0003832372	PLMRS	WNUT813	CC VIII Operating, LLC
0003832372	PLMRS	WNYA724	CC VIII Operating, LLC
0003832372	PLMRS	WPAA761	CC VIII Operating, LLC
0003832372	PLMRS	WPOY979	CC VIII Operating, LLC
0003832390	PLMRS	KNDE969	Charter Cable Partners, LLC
0003832390	PLMRS	WNII211	Charter Cable Partners, LLC
0003832390	PLMRS	WPTH868	Charter Cable Partners, LLC
0003832390	PLMRS	WRE587	Charter Cable Partners, LLC
0003832428	PLMRS	KCT380	Charter Communications Entertainment I, DST
0003832428	PLMRS	WNPO467	Charter Communications Entertainment I, DST
0003832428	PLMRS	WNQR342	Charter Communications Entertainment I, DST
0003832428	PLMRS	WPEX656	Charter Communications Entertainment I, DST
0003832428	PLMRS	WYP385	Charter Communications Entertainment I, DST
0003832583	PLMRS	KNCF530	Charter Communications Entertainment I, LLC
0003832583	PLMRS	KXY456	Charter Communications Entertainment I, LLC
0003832583	PLMRS	WNAL440	Charter Communications Entertainment I, LLC
0003832583	PLMRS	WNLU419	Charter Communications Entertainment I, LLC
0003832583	PLMRS	WNZD729	Charter Communications Entertainment I, LLC
0003832588	PLMRS	KGM946	Charter Communications Entertainment II, LLC
0003832588	PLMRS	WNTK950	Charter Communications Entertainment II, LLC
0003832625	PLMRS	KVM918	Charter Communications Properties LLC
0003832625	PLMRS	WNHT399	Charter Communications Properties LLC

0003832232	PLMRS	KNGE988	Charter Communications VI,LLC
0003832232	PLMRS	WNGW425	Charter Communications VI,LLC
0003832232	PLMRS	WPUK479	Charter Communications VI,LLC
0003832232	PLMRS	WQKG925	Charter Communications VI,LLC
0003832609	PLMRS	KLP528	Charter Communications, LLC
0003832609	PLMRS	KNFR777	Charter Communications, LLC
0003832609	PLMRS	KNIE731	Charter Communications, LLC
0003832609	PLMRS	KUF899	Charter Communications, LLC
0003832609	PLMRS	KUT933	Charter Communications, LLC
0003832609	PLMRS	KYE970	Charter Communications, LLC
0003832609	PLMRS	WNAG335	Charter Communications, LLC
0003832609	PLMRS	WNBj579	Charter Communications, LLC
0003832609	PLMRS	WNDJ222	Charter Communications, LLC
0003832609	PLMRS	WNKS910	Charter Communications, LLC
0003832609	PLMRS	WNND840	Charter Communications, LLC
0003832609	PLMRS	WPAT365	Charter Communications, LLC
0003832609	PLMRS	WPBG594	Charter Communications, LLC
0003832609	PLMRS	WPTQ842	Charter Communications, LLC
0003832609	PLMRS	WPUB406	Charter Communications, LLC
0003832641	PLMRS	WPTe862	Falcon Cable Media, a CA Limited Partnership
0003832641	PLMRS	WZY700	Falcon Cable Media, a CA Limited Partnership
0003832530	PLMRS	KCB286	Falcon Cable Systems Company II, LP
0003832530	PLMRS	KD23552	Falcon Cable Systems Company II, LP
0003832530	PLMRS	KEA369	Falcon Cable Systems Company II, LP
0003832530	PLMRS	KFC878	Falcon Cable Systems Company II, LP
0003832530	PLMRS	KFC879	Falcon Cable Systems Company II, LP
0003832530	PLMRS	KGH888	Falcon Cable Systems Company II, LP
0003832530	PLMRS	KGK779	Falcon Cable Systems Company II, LP
0003832530	PLMRS	WNNS923	Falcon Cable Systems Company II, LP
0003832530	PLMRS	WQDS378	Falcon Cable Systems Company II, LP
0003832530	PLMRS	WQKG920	Falcon Cable Systems Company II, LP
0003832530	PLMRS	WQKY922	Falcon Cable Systems Company II, LP
0003832530	PLMRS	WQKG923	Falcon Cable Systems Company II, LP
0003832627	PLMRS	KII800	Falcon Cablevision, A CA. Limited Partnership
0003832627	PLMRS	KNIK242	Falcon Cablevision, A CA. Limited Partnership
0003832627	PLMRS	WNHV269	Falcon Cablevision, A CA. Limited Partnership
0003832627	PLMRS	WNHV270	Falcon Cablevision, A CA. Limited Partnership
0003832627	PLMRS	WNMX500	Falcon Cablevision, A CA. Limited Partnership
0003832627	PLMRS	WPRL208	Falcon Cablevision, A CA. Limited Partnership
0003832627	PLMRS	WPTQ843	Falcon Cablevision, A CA. Limited Partnership
0003832627	PLMRS	WPXP483	Falcon Cablevision, A CA. Limited Partnership

0003832627	PLMRS	WQKG921	Falcon Cablevision, A CA. Limited Partnership
0003832627	PLMRS	WQKG924	Falcon Cablevision, A CA. Limited Partnership
0003832632	PLMRS	KFC877	Falcon Community Ventures I, LP
0003832632	PLMRS	WNGM900	Falcon Community Ventures I, LP
0003832645	PLMRS	KNCD696	Falcon Telecable, a CA. Limited Partnership
0003832645	PLMRS	WSX285	Falcon Telecable, a CA. Limited Partnership
0003832645	PLMRS	WZW230	Falcon Telecable, a CA. Limited Partnership
0003832650	PLMRS	KNID580	Falcon Video Communications, LP
0003832650	PLMRS	KOL754	Falcon Video Communications, LP
0003832647	PLMRS	KFT413	HPI Acquisitions Co. LLC
0003832647	PLMRS	WPPH544	HPI Acquisitions Co. LLC
0003832655	PLMRS	KNHY703	Interlink Communications Partners, LLC
0003832658	PLMRS	KNNL342	Marcus Cable Associates, LLC
0003832658	PLMRS	WNJZ880	Marcus Cable Associates, LLC
0003832658	PLMRS	WNVU815	Marcus Cable Associates, LLC
0003832658	PLMRS	WPDX445	Marcus Cable Associates, LLC
0003832662	PLMRS	KVE945	Plattsburgh Cablevision, Inc.
0003832669	PLMRS	KNBU813	Renaissance Media, LLC
0003832669	PLMRS	KNDP762	Renaissance Media, LLC
0003832669	PLMRS	KNJF340	Renaissance Media, LLC
0003832669	PLMRS	KRU857	Renaissance Media, LLC
0003832669	PLMRS	KUT932	Renaissance Media, LLC
0003832669	PLMRS	KUV371	Renaissance Media, LLC
0003832669	PLMRS	KZG893	Renaissance Media, LLC
0003832669	PLMRS	WP11643	Renaissance Media, LLC
0003832673	PLMRS	KNBR995	Rifkin Acquisition Partners, LLC
0003832673	PLMRS	WPTV297	Rifkin Acquisition Partners, LLC
0003832673	PLMRS	WPVV790	Rifkin Acquisition Partners, LLC
0003833584	PLMRS	WPFU580	The Helicon Group, LP