

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
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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 June 30, 2000.

OR

/ / TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the Transition Period From \_\_\_\_\_ to \_\_\_\_\_ .

Commission File Numbers:

333-56679  
333-56679-02  
333-56679-01  
333-56679-03

RENAISSANCE MEDIA GROUP LLC\*  
RENAISSANCE MEDIA (LOUISIANA) LLC\*  
RENAISSANCE MEDIA (TENNESSEE) LLC\*  
RENAISSANCE MEDIA CAPITAL CORPORATION\*

-----  
(Exact names of registrants as specified in their charters)

Delaware 14-1803051  
Delaware 14-1801165  
Delaware 14-1801164  
Delaware 14-1803049  
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(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

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

(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  
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Indicate the number of shares outstanding of each of the issuers' classes of common stock, as of the latest practicable date:

All of the limited liability company membership interests of Renaissance Media (Louisiana) LLC and Renaissance Media (Tennessee) 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 Charter Communications, LLC (and indirectly by Charter Communications Holdings, LLC, a reporting company under the Exchange Act). 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, Renaissance Media (Louisiana) LLC, Renaissance Media (Tennessee) LLC and Renaissance Media Capital Corporation meet the conditions set forth in General Instruction (H) (1)(a) and (b) of Form 10-Q and are therefore filing this Form with the reduced disclosure format.

RENAISSANCE MEDIA GROUP LLC  
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RENAISSANCE MEDIA (LOUISIANA) LLC  
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RENAISSANCE MEDIA (TENNESSEE) LLC  
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RENAISSANCE MEDIA CAPITAL CORPORATION  
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FORM 10-Q - FOR THE QUARTER ENDED JUNE 30, 2000  
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NOTE: Separate financial statements of Renaissance Media Capital Corporation have not been presented as this entity had no operations and substantially no assets or equity. Accordingly, management has determined that such financial statements are not material.

PART I. FINANCIAL INFORMATION.  
ITEM 1. FINANCIAL STATEMENTS.

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

	SUCCESSOR	
	JUNE 30, 2000	DECEMBER 31, 1999*
	(UNAUDITED)	
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 618	\$ 3,521
Accounts receivable, less allowance for doubtful accounts of \$80 for both periods	969	1,084
Prepaid expenses and other	193	157
Receivable from related party	--	12,500
Total current assets	1,780	17,262
INVESTMENT IN CABLE PROPERTIES:		
Property, plant and equipment, net of accumulated depreciation of \$6,864 and \$4,673, respectively	93,379	67,396
Franchises, net of accumulated amortization of \$32,888 and \$18,445, respectively	382,563	396,416
	475,942	463,812
	\$ 477,722	\$ 481,074
LIABILITIES AND MEMBER'S EQUITY		
CURRENT LIABILITIES:		
Accounts payable and accrued expenses	\$ 22,327	\$ 16,405
Payables to manager of cable systems - related parties	3,564	2,289
Total current liabilities	25,891	18,694
LONG-TERM DEBT	90,426	86,507
MEMBER'S EQUITY	361,405	375,873
	\$ 477,722	\$ 481,074

The accompanying notes are an integral part of these consolidated statements.

\* Agrees with the audited consolidated balance sheet included in the Company's Annual Report on Form 10-K for the year ended December 31, 1999.

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

	SUCCESSOR		PREDECESSOR
	THREE MONTHS ENDED JUNE 30, 2000	TWO MONTHS ENDED JUNE 30, 1999	ONE MONTH ENDED APRIL 30, 1999
REVENUES	\$ 17,074	\$ 10,411	\$ 5,142
OPERATING EXPENSES:			
Operating, general and administrative	8,199	4,880	2,370
Depreciation and amortization	14,486	5,793	2,257
Corporate expense charges - related parties	372	200	--
	23,057	10,873	4,627
Income (loss) from operations	(5,983)	(462)	515
OTHER INCOME (EXPENSE):			
Interest expense	(1,994)	(1,743)	(1,524)
Interest income	--	--	32
Other, net	(521)	--	--
	(2,515)	(1,743)	(1,492)
Net loss	\$(8,498)	\$ (2,205)	\$(977)

The accompanying notes are an integral part of these consolidated statements.

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

	SUCCESSOR		PREDECESSOR
	SIX MONTHS ENDED JUNE 30, 2000	TWO MONTHS ENDED JUNE 30, 1999	FOUR MONTHS ENDED APRIL 30, 1999
REVENUES	\$ 33,615	\$ 10,411	\$ 20,396
OPERATING EXPENSES:			
Operating, general and administrative	16,158	4,880	9,317
Depreciation and amortization	26,823	5,793	8,912
Corporate expense charges - related parties	666	200	--
	43,647	10,873	18,229
Income (loss) from operations	(10,032)	(462)	2,167
OTHER INCOME (EXPENSE):			
Interest expense	(3,922)	(1,743)	(6,321)
Interest income	--	--	122
Other, net	(514)	--	--
	(4,436)	(1,743)	(6,199)
Net loss	\$ (14,468)	\$ (2,205)	\$ (4,032)

The accompanying notes are an integral part of these consolidated statements.

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

	SUCCESSOR		PREDECESSOR
	SIX MONTHS ENDED JUNE 30, 2000	TWO MONTHS ENDED JUNE 30, 1999	FOUR MONTHS ENDED APRIL 30, 1999
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net loss	\$ (14,468)	\$ (2,205)	\$ (4,032)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:			
Depreciation and amortization	26,823	5,793	8,912
Non-cash interest expense	3,922	1,754	3,850
Changes in assets and liabilities, net of effects from acquisitions:			
Accounts receivable	115	(10,015)	298
Prepaid expenses and other	(36)	232	(75)
Receivable from related party	12,500	--	--
Accounts payable and accrued expenses	5,922	363	(5,046)
Payables to manager of cable systems - related parties	1,275	129	--
Other operating activities	(3)	--	(135)
Net cash provided by (used in) operating activities	36,050	(3,949)	3,772
CASH FLOWS FROM INVESTING ACTIVITIES:			
Payments for acquisitions, net of cash acquired	--	--	(2,770)
Purchase of property, plant and equipment	(38,307)	(659)	(4,250)
Other investing activities	(646)	--	166
Net cash used in investing activities	(38,953)	(659)	(6,854)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Net cash used in financing activities	--	--	--
NET DECREASE IN CASH AND CASH EQUIVALENTS	(2,903)	(4,608)	(3,082)
CASH AND CASH EQUIVALENTS, beginning of period	3,521	5,400	8,482
CASH AND CASH EQUIVALENTS, end of period	\$ 618	\$ 792	\$ 5,400
CASH PAID FOR INTEREST	\$ --	\$ 2,515	\$ 4,210

The accompanying notes are an integral part of these consolidated statements.

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

1. ORGANIZATION AND BASIS OF PRESENTATION

Renaissance Media Group LLC (Group) owns and operates cable systems that provide programming and related services to subscribers. Group and its subsidiaries are collectively referred to as the Company herein. All material intercompany transactions and balances have been eliminated in consolidation.

On April 30, 1999, Charter Communications, LLC acquired all of the outstanding membership interests in Group (the "Charter Transaction"). The purchase price was \$459 million, consisting of \$348 million in cash and \$111 million in accreted value of debt assumed.

As a result of the Charter Transaction, the application of push-down accounting, and the allocation of purchase price, the financial information of the Company in the accompanying consolidated financial statements for periods subsequent to April 30, 1999 (the successor periods), is presented on a different cost basis than the financial information of the Company for the period prior to and through April 30, 1999 (the predecessor period). Therefore, such information is not comparable.

2. RESPONSIBILITY FOR INTERIM FINANCIAL STATEMENTS

The accompanying consolidated financial statements of the Company have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission. Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted.

The accompanying consolidated financial statements are unaudited; however, in the opinion of management, such statements include all adjustments, which consist of only normal recurring adjustments, necessary for a fair presentation of the results for the periods presented. Interim results are not necessarily indicative of results for a full year. For further information, see the Company's Annual Report on Form 10-K for the year ended December 31, 1999.

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

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This Report includes 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 acts. 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," "expects," "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, the following:

- - General economic and business conditions, both nationally and in the regions where the Company operates;
- - Anticipated capital expenditures for planned upgrades and the ability to fund these expenditures;
- - Technology changes;
- - The Company's ability to effectively compete in a highly competitive environment;
- - Changes in business strategy or development plans;
- - Beliefs regarding the effects of governmental regulation on the Company's business;
- - The ability to attract and retain qualified personnel; and
- - Liability and other claims asserted against the Company.

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 affect the Company's business.

## RESULTS OF OPERATIONS

The following table summarizes amounts and the percentages of total revenues for certain items for the periods indicated (dollars in thousands):

	SIX MONTHS ENDED JUNE 30, 2000		SIX MONTHS ENDED JUNE 30, 1999	
	Amount	%	Amount	%
STATEMENT OF OPERATIONS:				
Revenues (a)	\$33,615	100.0	\$ 31,521	100.0
Operating expenses:				
Operating, general and administrative (a)	16,158	48.0	14,911	47.3
Depreciation and amortization	26,823	79.8	14,705	46.7
Corporate expense charges-related parties	666	2.0	200	0.6
	43,647	129.8	29,816	94.6
Income (loss) from operations	(10,032)	(29.8)	1,705	5.4
Other income (expense):				
Interest expense	(3,922)	(11.7)	(8,064)	(25.6)
Interest income	--	--	122	0.4
Other, net	(514)	(1.5)	--	--
	(4,436)	(13.2)	(7,942)	(25.2)
Net loss	\$(14,468)	(43.0)	\$(6,237)	(19.8)

Other financial data is as follows for the periods indicated (dollars in thousands, except Average Monthly Revenue per Basic Customer):

	SIX MONTHS ENDED JUNE 30, 2000		SIX MONTHS ENDED JUNE 30, 1999	
	EBITDA (b)	\$ 16,277		\$ 16,410
Adjusted EBITDA (c)	17,457		16,610	
Homes Passed (at period end)	193,100		189,400	
Basic Customers (at period end)	135,000		131,400	
Basic Penetration (at period end)	69.9%		69.4%	
Premium Units (at period end)	71,400		54,300	
Premium Penetration (at period end)	52.9%		41.3%	
Average Monthly Revenue per Basic Customer	\$41.50		\$39.98	

(a) Local governmental authorities impose franchise fees on the Company ranging up to a federally mandated maximum of 5.0% of gross revenues. On a monthly basis, such fees are collected from the Company's customers and are periodically remitted to local franchises. Revenues and operating, general and administrative expenses presented here have been restated for the period prior to April 30, 1999, to include the franchise fees collected from customers and then remitted to local franchises as revenues.

(b) EBITDA represents earnings (loss) before interest and depreciation and amortization. EBITDA is presented because it is a widely accepted financial indicator of a cable company's ability to service indebtedness. However, EBITDA should not be considered as an alternative to income from operations or to cash flows from operating, investing or financing activities, as determined in accordance with generally accepted accounting principles. EBITDA should also not be construed as an indication of a company's operating performance or as a measure of liquidity. In addition, because EBITDA is not calculated identically by all companies, the presentation here may not be comparable to other similarly titled measures of other companies. Management's discretionary use of funds depicted by EBITDA may be limited by working capital, debt service and capital expenditure requirements and by restrictions related to legal requirements, commitments and uncertainties.

(c) Adjusted EBITDA means EBITDA before corporate expense charges and other income (expense). Adjusted EBITDA is presented because it is a widely accepted financial indicator of a cable company's ability to service indebtedness. However, adjusted EBITDA should not be considered as an alternative to income from operations or to cash flows from operating, investing or financing activities, as determined in accordance with generally accepted accounting principles. Adjusted EBITDA should also not be construed as an indication of a company's operating performance or as a measure of liquidity. In addition, because adjusted EBITDA is not calculated identically by all companies, the presentation here may not be comparable to other similarly titled measures of other companies. Management's discretionary use of funds depicted by adjusted EBITDA may be limited by working capital, debt service and capital expenditure requirements and by restrictions related to legal requirements, commitments and uncertainties.

#### COMPARISON OF RESULTS

For purposes of the above comparison, the results for the predecessor period (January 1, 1999 to April 30, 1999) have been combined with those for the successor period (May 1, 1999 to June 30, 1999). As a result of the acquisition of the Company by Charter Communications, LLC (the "Charter Transaction"), the application of push-down accounting, and the allocation of purchase price, the financial results for the periods presented above are not comparable.

**REVENUES.** Revenues increased \$2.1 million, or 6.6%, to \$33.6 million for the six months ended June 30, 2000, from \$31.5 million for the six months ended June 30, 1999. The increase in revenues for the six months ended June 30, 2000, resulted primarily from net gains in basic subscribers and retail rate increases implemented. In addition, premium penetration increased significantly.

**OPERATING, GENERAL AND ADMINISTRATIVE EXPENSES.** Operating, general and administrative expenses increased \$1.2 million, or 8.4%, to \$16.2 million for the six months ended June 30, 2000, from \$14.9 million for the six months ended June 30, 1999. This increase was primarily due to increases in license fees paid for programming due in part to an increase in license fees per subscriber paid to programmers and in part to an increase in the number of channels available to subscribers.

**DEPRECIATION AND AMORTIZATION EXPENSE.** Depreciation and amortization expense increased \$12.1 million, or 82.4%, to \$26.8 million for the six months ended June 30, 2000, from \$14.7 million for the six months ended June 30, 1999. This increase is primarily due to the Charter Transaction and the application of push-down accounting, which significantly increased the carrying value of franchises and

related amortization. In addition, capital expenditures for system upgrades have increased, resulting in greater property, plant and equipment balances and a corresponding increase in depreciation expense.

**CORPORATE EXPENSE CHARGES - RELATED PARTIES.** These charges for the six months ended June 30, 2000, and for the two months ended June 30, 1999, represent costs incurred by Charter Investment, Inc. and Charter Communications, Inc., both affiliates of the Company, on the Company's behalf.

**INTEREST EXPENSE.** Interest expense decreased \$4.1 million, or 51.4%, to \$3.9 million for the six months ended June 30, 2000, from \$8.1 million for the six months ended June 30, 1999. This decrease is due to a decrease in debt outstanding. In connection with the closing of the Charter Transaction on April 30, 1999, all amounts outstanding under the Company's then-existing credit agreement were paid in full, and the credit agreement was terminated. In June 1999, pursuant to a change of control offer, Charter Communications Operating, LLC, an indirect parent of the Company, repurchased 48,762 of the Company's 10% Senior Discount Notes due 2008.

**NET LOSS.** Net loss increased by \$8.2 million for the six months ended June 30, 2000, compared to the six months ended June 30, 1999. The increase in revenues and the decrease in interest expense were not sufficient to offset the increases in operating, general and administrative, and depreciation and amortization expenses discussed above.

PART II. OTHER INFORMATION.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K.

(a) Exhibits (listed by numbers corresponding to the exhibit table in Item 601 of Regulation S-K):

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

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\* Filed herewith.

(b) Reports on Form 8-K. No reports on form 8-K were filed during the quarter ended June 30, 2000.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrants have duly caused this report to be signed on their behalf by the undersigned thereunto duly authorized.

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

Dated August 10, 2000

By: CHARTER COMMUNICATIONS, INC.  
-----  
their Manager

By: /s/ Kent D. Kalkwarf  
-----  
Name: Kent D. Kalkwarf  
Title: Executive Vice President and  
Chief Financial Officer (Principal  
Financial Officer and Principal  
Accounting Officer) of Charter  
Communications, Inc. (Manager);  
Renaissance Media Group LLC;  
Renaissance Media (Louisiana) LLC;  
and Renaissance Media (Tennessee)  
LLC

RENAISSANCE MEDIA CAPITAL CORPORATION

Dated August 10, 2000

By: /s/ Kent D. Kalkwarf  
-----  
Name: Kent D. Kalkwarf  
Title: Executive Vice President and  
Chief Financial Officer (Principal  
Financial Officer and Principal  
Accounting Officer)

6-MOS		
	DEC-31-2000	
	JAN-01-2000	
	JUN-30-2000	
		618
	0	
	1,049	
	80	
	0	
	1,780	
		100,243
	6,864	
	477,722	
25,891		
		90,426
0		
	0	
		0
	361,405	
477,722		
		0
	33,615	
		0
	0	
	43,647	
	0	
	3,922	
	(14,468)	
		0
(14,468)		
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	(14,468)	
		0
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