

PROSPECTUS SUPPLEMENT NO. 3  
DATED JUNE 27, 2006

Charter Communications, Inc.

This document supplements the Prospectus, dated April 13, 2006, Prospectus Supplement No. 1, dated April 14, 2006 and Prospectus Supplement No. 2, dated May 30, 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Prospectus or delivered in connection therewith, the Prospectus and/or any SEC Report, as applicable, shall be deemed superseded by this Supplement.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, 2005;
- our quarterly report on Form 10-Q for the quarter ended March 31, 2006; and
- our current reports on Form 8-K dated January 6, 2006; January 10, 2006; January 27, 2006, February 1, 2006; February 15, 2006, February 28, 2006, March 3, 2006, April 6, 2006, April 21, 2006 and May 2, 2006.

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](http://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.

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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:

| Selling Securityholder                                    | Convertible Senior Notes              |  | Shares of Class A Common Stock                       |                         |
|---|---------------------------------------|--|--|-------------------------|
|   | 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 |
| ADAR Investment Fund LTD                                  | \$ 22,145,000                         | \$ 22,145,000                              | 9,150,825  | 9,150,825               |
| AG Offshore Convertibles, Ltd.                            | \$ 30,500,000                         | \$ 30,500,000                              | 12,603,304   | 12,603,304              |
| AHFP Context  | \$ 300,000                            | \$ 300,000                                 | 123,966  | 123,966                 |
| AIG Annuity Insurance Company                             | \$ 1,790,000                          | \$ 1,790,000                               | 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 Company      | \$ 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 of New York | \$ 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 II, L.P.        | \$ 350,000                            | \$ 350,000                                 | 144,625  | 144,628                 |
| Argent Classic Convertible Arbitrage Fund (Bermuda) Ltd.  | \$ 7,670,000                          | \$ 7,670,000                               | 3,169,421  | 3,169,421               |
| Argent Opportunities Fund LLC                             | \$ 150,000                            | \$ 150,000                                 | 61,983   | 61,983                  |
| Banc of America Securities LLC (1)                        | \$ 350,000                            | \$ 350,000                                 | 144,628  | 144,628                 |
| Basso Fund Ltd.   | \$ 2,392,000                          | \$ 2,392,000                               | 988,429  | 988,429                 |
| Basso Holdings Ltd.                                       | \$ 5,290,000                          | \$ 5,290,000                               | 2,185,950  | 2,185,950               |
| Basso Multi-Strategy Holding Fund Ltd.                    | \$ 11,290,000                         | \$ 11,290,000                              | 4,665,288  | 4,665,288               |
| BBT Fund, L.P.  | \$ 3,000,000                          | \$ 3,000,000                               | 1,239,669  | 1,239,669               |
| Bear, Stearns & Co., Inc. (1)                             | \$ 1,000,000                          | \$ 1,000,000                               | 413,223  | 413,223                 |
| BlackRock Liechtenstein Global Trust High Yield           | \$ 1,580,000                          | \$ 1,580,000                               | 652,892  | 652,892                 |
| BNY Capital Markets, Inc.                                 | \$ 885,000                            | \$ 885,000                                 | 365,702  | 365,702                 |
| Canyon Balanced Equity Master Fund, Ltd.                  | \$ 375,000                            | \$ 375,000                                 | 154,958  | 154,958                 |
| Canyon Value Realization Fund L.P.                        | \$ 760,000                            | \$ 760,000                                 | 314,049  | 314,049                 |
| Canyon Value Realization MAC 18, Ltd.                     | \$ 35,000                             | \$ 35,000                                  | 14,462   | 14,462                  |
| CC Convertible Arbitrage, Ltd.                            | \$ 4,950,000                          | \$ 4,950,000                               | 2,045,454  | 2,045,454               |
| Citadel Equity Fund Ltd.                                  | \$ 10,000,000                         | \$ 10,000,000                              | 4,132,231  | 4,132,231               |
| Citigroup Global Markets, Inc.(1)                         | \$ 23,751,000                         | \$ 23,751,000                              | 9,814,461  | 9,814,461               |
| Citigroup Global Markets Ltd.(1)                          | \$ 141,387,000                        | \$ 141,387,000                             | 58,424,374   | 58,424,374              |
| CNH CA Master Account, L.P.                               | \$ 1,500,000                          | \$ 1,500,000                               | 619,834  | 619,834                 |
| 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                               | 642,561  | 642,561                 |
| Corporate High Yield VI, Inc.                             | \$ 1,625,000                          | \$ 1,625,000                               | 671,487  | 671,487                 |

| Selling Securityholder  | Convertible Senior Notes              |  | Shares of Class A Common Stock                       |                         |
|---|---------------------------------------|--|--|-------------------------|
|   | 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 |
| 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               |
| CRT Capital Group LLC   | \$ 7,300,000                          | \$ 7,300,000                               | 3,016,528  | 3,016,528               |
| CSS, LLC  | \$ 1,500,000                          | \$ 1,500,000                               | 619,834  | 619,834                 |
| Cyrus Opportunities Master Fund II, Ltd.  | \$ 2,000,000                          | \$ 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               |
| 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   | \$ 500,000                            | \$ 500,000                                 | 206,611  | 206,611                 |
| Delaware Group Equity Funds I-Delaware Balanced Fund 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                 |
| 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 Advantage Fund (2)         | \$ 22,580,000                         | \$ 22,580,000                              | 9,330,578  | 9,330,578               |
| Fidelity Financial Trust: Fidelity Convertible Securities Fund (2)                  | \$ 11,300,000                         | \$ 11,300,000                              | 4,669,421  | 4,669,421               |
| Fidelity Financial Trust: Fidelity Strategic Dividend & Income Fund (2)             | \$ 700,000                            | \$ 700,000                                 | 289,256  | 289,256                 |
| Fidelity Management Trust Company on behalf of funds 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.   | \$ 179,000                            | \$ 179,000                                 | 73,966   | 73,966                  |
| Fore Multi Strategy Master Fund, Ltd.   | \$ 350,000                            | \$ 350,000                                 | 144,628  | 144,628                 |

| Selling Securityholder  | Convertible Senior Notes              |  | Shares of Class A Common Stock                       |                         |
|---|---------------------------------------|--|--|-------------------------|
|   | 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 |
| 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                  |
| Geode U.S. Convertible Arbitrage Fund, aggregated account of Geode Capital Master Fund Ltd. | \$ 3,000,000                          | \$ 3,000,000                               | 1,239,669  | 1,239,669               |
| Global Dividend & Income Fund   | \$ 40,000                             | \$ 40,000                                  | 16,528   | 16,528                  |
| Goldman Sachs & Co. (1)   | \$ 47,313,000                         | \$ 47,313,000                              | 19,550,824   | 19,550,824              |
| Grace Brothers, Ltd.  | \$ 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                 |
| 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 Account 20                                 | \$ 590,000                            | \$ 590,000                                 | 243,801  | 243,801                 |
| Lydian Overseas Partners Master Fund LP   | \$ 6,500,000                          | \$ 6,500,000                               | 2,685,950  | 2,685,950               |
| Lyxor/ Context Fund Ltd.  | \$ 1,075,000                          | \$ 1,075,000                               | 444,214  | 444,214                 |
| 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   | 12,809                  |
| National Bank of Canada   | \$ 700,000                            | \$ 700,000                                 | 289,256  | 289,256                 |
| 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                  |

| Selling Securityholder  | Convertible Senior Notes              |  | Shares of Class A Common Stock                       |                         |
|---|---------------------------------------|--|--|-------------------------|
|   | 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. | \$ 357,000                            | \$ 357,000                                 | 147,520  | 147,520                 |
| Saranac Capital Management L.P. on behalf of Citigroup Alternative Investments Enhanced Arbitrage Strategies Fund         | \$ 65,000                             | \$ 65,000                                  | 26,859   | 26,859                  |
| Saranac Capital Management L.P. on behalf of Citigroup Alternative Investments QIP Multi Strategy Arbitrage Portfolio     | \$ 1,692,000                          | \$ 1,692,000                               | 699,173  | 699,173                 |
| Saranac Capital Management L.P. on behalf of Saranac 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 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.   | \$ 2,260,000                          | \$ 2,260,000                               | 933,884  | 933,884                 |
| The High-Yield Bond Portfolio   | \$ 15,000                             | \$ 15,000                                  | 6,198  | 6,198                   |

| Selling Securityholder  | Convertible Senior Notes              |  | Shares of Class A Common Stock                       |                         |
|---|---------------------------------------|--|--|-------------------------|
|   | 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 |
| 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                  |
| Van Kampen Harbor Fund  | \$ 1,200,000                          | \$ 1,200,000                               | 495,867  | 495,867                 |
| 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 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.

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