

CHARTER COMMUNICATIONS, INC.

Audit Committee Charter As Restated and Amended on December 1, 2009

A. Purpose

The purpose of the Audit Committee is to represent and assist the Board of Directors in discharging its oversight responsibility relating to (1) the accounting and financial reporting practices of Charter Communications, Inc. (the "Company") and its subsidiaries, including the integrity of the Company's financial statements; (2) administration and financial controls and the Company's compliance with legal and regulatory requirements; (3) the Company's registered public accounting firm's qualifications and independence; and (4) the performance of the Company's internal audit function and the Company's registered public accounting firm. The Audit Committee shall also prepare the report required by the rules of the Securities and Exchange Commission (the "SEC") to be included in the Company's annual proxy statement.

B. Committee Membership

The Board of Directors appoints an Audit Committee of at least three members, consisting entirely of independent directors, and designates one member as chairperson or delegates the authority to designate a chairperson to the Audit Committee. For purposes hereof, the term "independent" shall mean a director who meets the NASDAQ Stock Market, Inc. ("NASDAQ") Standards of Independence for Directors and Audit Committee Members, as determined by the Board of Directors. In addition, no Audit Committee member may have participated in the preparation of the financial statements of the Company or any of the Company's current subsidiaries at any time during the past three years.

Each member of the Audit Committee must be financially literate, as determined by the Board of Directors. In addition, at least one member of the Audit Committee must be an "audit committee financial expert," as determined by the Board of Directors in accordance with SEC rules.

C. Administrative Matters

The Audit Committee shall meet at least four times per year, either in person or telephonically, and at such times and places as the Audit Committee shall determine. The majority of the members of the Audit Committee shall constitute a quorum.

The Audit Committee shall meet separately in executive session, at least four times a year, with each of management, the principal internal auditor of the Company, the registered public accounting firm and the general counsel. The Audit Committee may request that any officer or employee of the Company or the Company's outside counsel or registered public accounting firm, or any other person, attend a meeting of the Audit Committee or meet with any member of, or consultant to, the Audit Committee.

The Audit Committee shall have the authority to retain such outside counsel, accountants, experts and other advisors as it determines appropriate to assist it in the performance of its

functions and shall receive appropriate funding, as determined by the Audit Committee, from the Company for payment of compensation to any such advisors.

The Committee may invite to its meetings other members of the Board of Directors, members of the Company's management and such other persons as the Committee deems appropriate. The Committee may exclude any person (other than a member of the Committee) from a meeting as the Committee deems appropriate.

The Audit Committee shall report regularly to the full Board of Directors with respect to its activities.

D. Committee Authority and Responsibilities

Among its specific duties and responsibilities, the Audit Committee shall:

- *Appointment of Registered Public Accounting Firm.* Appoint, retain, compensate, evaluate and terminate when appropriate, the registered public accounting firm (subject, if deemed desirable, to shareholder ratification), which shall report directly to the Audit Committee. The Audit Committee shall also oversee the work of the registered public accounting firm (including resolution of any disagreement between management and the registered public accounting firm regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services.
- *Periodic Reports and the Disclosure Process.* Meet to review and discuss with management, internal audit and the registered public accounting firm: (a) the annual audited and quarterly financial statements of the Company and its reporting subsidiaries; (b) specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations;" (c) the matters required to be discussed pursuant to Statement on Auditing Standards No. 114; (d) significant deficiencies and material weaknesses in the design or operation of internal controls and procedures for financial reporting, any changes made or proposed to such controls and procedures, and any fraud by any person involved therewith; (e) any reports of the registered public accounting firm and disclosures concerning internal controls and procedures for financial reporting and disclosure controls and procedures; and (f) anything else the Committee deemed appropriate. The Audit Committee shall recommend to the Board of Directors whether the financial statements should be included in the Company's Form 10-K.
- *Review of Accounting Matters.* Review and discuss with management and the registered public accounting firm, as applicable: (a) the scope of any audit, the results of the annual audit examination by the registered public accounting firm, and any problems or difficulties the auditor encountered in the course of its audit work and management's response; (b) any reports of the registered public accounting firm with respect to interim periods; (c) major issues regarding accounting principles, alternative accounting treatments, accounting estimates and financial statement presentations and disclosures; (d) major issues as to the adequacy of the Company's internal controls and special audit steps adopted in light of material control deficiencies; (e) material written communications between the registered public accounting firm and management; (f)

accounting treatment for unusual transactions; (g) the effect of regulatory and accounting initiatives on the financial statements of the Company; (h) earnings press releases, and corporate practices with respect to earnings press releases and financial information and earnings guidance provided to analysts and ratings agencies; and (i) anything else the Committee deemed appropriate.

- *Financial Risk Exposure.* Discuss with management the Company's and its subsidiaries' material financial risk exposures and the steps management have taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.
- *Internal Audit Review.* With respect to the Company's internal auditing and controls, on an annual basis, review (a) the quality and composition of the Company's internal audit staff and the reporting relationship amongst the internal auditor, financial management and the Audit Committee; (b) the risk assessment process, scopes and procedures to determine whether they are adequate to attain the internal audit objectives, as determined by management; (c) the internal audit plan developed by the Company and explanations of deviations therefrom and proposed changes thereto; (d) significant fraud or regulatory non-compliance; (e) any difficulties encountered by internal audit in the course of their audits; and (f) anything else the Committee deemed appropriate.
- *Tax Matters.* Review tax compliance and issues with internal tax staff and external advisors, as needed.
- *Relationship With Registered Public Accounting Firm.* Evaluate the qualifications, performance and consider, at least annually, the independence of the registered public accounting firm and obtain and review a report by the registered public accounting firm describing any relationships between the registered public accounting firm and the Company and any other relationships that may adversely affect the independence of the registered public accounting firm and, based on such review, assess their independence consistent with Independence Standards Board Standard 1. The Audit Committee shall actively engage in a dialogue with the registered public accounting firm with respect to any disclosed relationships or services that may impact their objectivity and independence and take, or recommend that the Board of Directors take, appropriate action to oversee the independence of the registered public accounting firm. The Audit Committee shall also (a) review and evaluate the lead partner of the registered public accounting firm and take into account the opinions of management and the Company's internal auditors and (b) evaluate the composition of the audit team to confirm that members would comply with rotation requirements imposed by SEC regulations and professional accounting standards.
- *Review of Registered Public Accounting Firm.* Obtain and review, at least annually, a report by the registered public accounting firm describing (a) the registered public accounting firm's internal quality control procedures and (b) any material issues raised by the most recent internal quality control review, or peer review, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years,

respecting one or more independent audits carried out by the registered public accounting firm, and any steps taken to deal with such issues.

- *Approval of Services.* Approve in advance all audit and non-audit services to be provided by the registered public accounting firm, and establish policies and procedures for the pre-approval of audit and non-audit services to be provided by the registered public accounting firm.
- *Hiring Regarding Registered Public Accounting Firm.* Oversee that hiring of employees and former employees of the registered public accounting firm is in compliance with NASDAQ and SEC rules.
- *Confidential Complaint Procedure.* Annually review procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
- *Legal and Regulatory Compliance.* Review the Company's compliance systems with respect to legal and regulatory requirements that affect financial reporting, including reviewing the Company's codes of conduct and compliance programs.
- *Related Party Transactions.* Review and approve all related party transactions in accordance with applicable NASDAQ rules.
- *Annual Assessments.* Annually evaluate the performance of the Audit Committee and assess the adequacy of the Audit Committee Charter.
- *Other.* Perform any other activities consistent with this Charter, the Company's by-laws and governing law, as the Audit Committee or the Board of Directors deems necessary or appropriate.

Limitation of Committee's Responsibilities

Although the Committee has the responsibilities and powers set forth in this charter, it is not the duty of the Committee to prepare financial statements, plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the independent auditors of the Company.