FORM 8-K/A

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

CURRENT REPORT

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

Date of report : January 25, 2000

CHARTER COMMUNICATIONS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of Incorporation or Organization)

000-27927	43-1857213
(COMMISSION FILE NUMBER)	(FEDERAL EMPLOYER IDENTIFICATION NUMBER)

12444 Powerscourt Drive - Suite 400 St. Louis, Missouri	63131
(Address of Principal Executive Offices)	(Zip Code)

(Registrant's telephone number, including area code) (314) 965-0555

This Current Report on Form 8-K/A amends Charter Communications, Inc.'s previous Current Report on Form 8-K (dated November 12, 1999 and filed on November 29, 1999).

ITEM 7 FINANCIAL STATEMENTS AND EXHIBITS

On November 12, 1999, Charter Communications Holding Company, LLC (Charter Holdco), managed by and 40.6% owned by Charter Communications, Inc. (the "Company"), completed the acquisition of partnership interests in Falcon Communications, L.P. (FCLP) from Falcon Holding Group, L.P. and TCI Falcon Holdings, LLC, interests in a number of entities held by Falcon Cable Trust and Falcon Holding Group, Inc., specified interests in Enstar Communications Corporation and Enstar Finance Company, LLC held by Falcon Holding Group, L.P. and specified interests in Adlink held by DHN Inc. (collectively referred to as the "Falcon Acquisition" herein). Charter Investment, Inc., an affiliate of the Company, entered into the Falcon Acquisition purchase agreement in May 1999 and assigned its rights under the purchase agreement to Charter Holdco.

The purchase price for the Falcon Acquisition was $3.5 billion, subject to adjustment, and was comprised of $1.3 billion in cash, $550 million in equity of Charter Holdco and $1.7 billion in assumed debt. A portion of the proceeds from the Company's initial public offering of Class A common stock were used to fund the Falcon Acquisition.

The Falcon cable systems are located in California and the Pacific Northwest, Missouri, North Carolina, Alabama and Georgia and serve approximately 1,005,000 customers. For the nine months ended September 30, 1999, the Falcon cable systems had revenues of approximately $320.2 million. For the year ended December 31, 1998, the Falcon cable systems had revenues of approximately $307.6 million.

(a) Pro forma financial information.

Pursuant to Article 11 of Regulation S-X, pro forma unaudited financial statements are included herein.

UNAUDITED PRO FORMA FINANCIAL STATEMENTS

The following Unaudited Pro Forma Financial Statements of Charter Communications, Inc. are based on the historical financial statements of Charter Communications Inc. Prior to the issuance and sale by Charter Communications, Inc. of Class A common stock (the "Initial Public Offering"), Charter Communications, Inc. was a holding company with no material assets or operations. The net proceeds were used, directly or indirectly, by Charter Communications, Inc. to purchase membership units in Charter Communications Holding Company, LLC (Charter Communications Holdings Company), which used the funds to pay a portion of the purchase prices of the cable systems of Fanch Cablevision L.P. and affiliates (Fanch), Falcon Communications, L.P. (Falcon) and Avalon Cable LLC (Avalon) acquisitions. As a result, Charter Communications, Inc. consolidates the financial statements of Charter Communications Holding Company. Charter Communications, Inc.'s consolidated financial statements will include the assets and liabilities of Charter Communications Holding Company at their historical carrying values since both Charter Communications, Inc. and Charter Communications Holding Company were under the control of Paul G. Allen before and after the Initial Public Offering. Since January 1, 1999, Charter Communications Holding Company and Charter Communications Holdings, LLC, (Charter Holdings) have closed numerous acquisitions. In addition, a subsidiary of Charter Holdings merged with Marcus Cable Holdings, LLC (Marcus Holdings) in April 1999. Charter Communications, Inc.'s consolidated financial statements are adjusted on a pro forma basis to illustrate the estimated effects of the acquisition of cable systems from InterMedia Capital Partners IV, L.P., InterMedia Partners and affiliates (collectively "InterMedia" herein), and the Falcon acquisition as if these transactions had occurred on September 30, 1999 for the Unaudited Pro Forma Balance Sheet and to illustrate the estimated effects of the following transactions as if they had occurred on January 1, 1998 for the Unaudited Pro Forma Statements of Operations:

(1) the acquisition of Charter Communications Holding Company on December 23, 1998 by Mr. Allen;

(2) the acquisition of certain cable systems from Sonic Communications Inc. on May 20, 1998 by Charter Holdings for an aggregate purchase price net of cash acquired, of $228.4 million, comprised of $167.5 million in cash and $60.9 million in a note payable to the seller;

(3) the acquisition of Marcus Cable Company, L.L.C. (Marcus Cable) by Mr. Allen and Marcus Holdings' merger with and into Charter Holdings effective March 31, 1999;

(4) the acquisitions and dispositions during 1998 by Marcus Cable;

(5) the acquisitions by Charter Communications Holding Company, Charter Holdings and their subsidiaries completed from January 1, 1998 through October 1, 1999;

(6) the refinancing of all the debt of our subsidiaries through the issuance of the March 1999 Charter Holdings senior notes and senior discount notes and funding under Charter Operating's credit facilities; and

(7) the completion of the Falcon acquisition, including the repurchase of Falcon 8.375% senior debentures due 2010 and 9.285% senior discount debentures due 2010.

The Unaudited Pro Forma Balance Sheet also illustrates the effects of the issuance and sale by us of 195.5 million shares of Class A common stock at a price of $19.00, and the equity contribution of the net proceeds to Charter Communications Holding Company. The net proceeds purchased 195.5 million common membership units in Charter Communications Holding Company, representing a 47.3% economic interest and a 100% voting interest, prior to the equity contributions from Mr. Allen and the closing of any acquisitions by Charter Communications Holding Company. Prior to the initial public offering, Charter Investment, Inc. owned approximately 217.6 million common membership units of Charter Communications Holding Company.

After considering additional membership units issued by Charter Communications Holding Company to Mr. Allen, through Vulcan Cable III Inc., and to the sellers of Rifkin Acquisition Partners, L.L.L.P. and Interlink Communications Partners, LLLP (collectively "Rifkin" herein) and Falcon, the economic interest held by Charter Communications, Inc. is reduced to 40.6%. Based on the terms of the agreements with the sellers of Rifkin and Falcon, they received 6.9 million and 20.8 million membership units, respectively, at a price per membership unit of $19.19 and $26.32, respectively. Of the 20.8 million membership units issued to certain Falcon sellers, 1.6 million units were put to Mr. Allen. All remaining membership units were exchanged for Class A common stock of Charter Communications, Inc. Because of possible violations of Section 5 of the Securities Act of 1933, as amended, the holders of these equity interests may have unsecured creditor rights to require us to repurchase all of these equity interests in connection with the issuance of membership units. We have classified these potential obligations as short-term debt in the Unaudited Pro Forma Balance Sheet. Accordingly, we have decreased Charter Communications, Inc.'s equity interest in Charter Communications Holding Company to 37.6%.

Mr. Allen, through Vulcan Cable III Inc., received 41.4 million membership units in Charter Communications Holding Company for his $750 million equity investment made at the time of the Initial Public Offering. Prior to the Initial Public Offering, Mr. Allen contributed $1.325 billion in cash and equity interests and received 63.9 million membership units in Charter Communications Holdings Company. As such, the consolidated pro forma financial statements of Charter Communications, Inc. reflect a minority interest equal to 62.4% of the equity of Charter Communications Holding Company and depict 62.4% of the losses being allocated to minority interest.

The Unaudited Pro Forma Financial Statements reflect the application of the principles of purchase accounting to the transactions listed in items (1) through (5) and (7) above. The allocation of certain purchase prices is based, in part, on preliminary information, which is subject to adjustment upon obtaining complete valuation information of intangible assets and post-closing purchase price adjustments. We believe that finalization of the purchase prices will not have a material impact on the results of operations or financial position of Charter Communications, Inc.

The unaudited pro forma adjustments are based upon available information and certain assumptions that we believe are reasonable. In particular, the pro forma adjustments assume the following:

- We will transfer to sellers of the InterMedia cable systems the Indiana cable system that was retained at the time of the InterMedia closing pending receipt of the necessary regulatory approvals;

- We will repurchase the Falcon debentures at prices equal to 101% of their aggregate principal amount, plus accrued and unpaid interest, or accreted value, as applicable, using a portion of the net proceeds from the private placement of $1.5 billion of senior notes and senior discount notes (the "January 2000 High Yield Notes"); and

- After the completion of the Falcon acquisition, 62.4% of the membership units of Charter Communications Holding Company are exchangeable for Class A and Class B common stock of Charter Communications, Inc. at the option of the holders. We assume none of these membership units have been exchanged for Charter Communications, Inc.'s common stock.

The Unaudited Pro Forma Financial Statements of Charter Communications, Inc. do not purport to be indicative of what our financial position or results of operations would actually have been had the transactions described above been completed on the dates indicated or to project our results of operations for any future date.

UNAUDITED PRO FORMA STATEMENT OF OPERATIONS
NINE MONTHS ENDED SEPTEMBER 30, 1999

(DOLLARS IN THOUSANDS, EXCEPT PER SHARE DATA)

	CHARTER COMMUNICATIONS, INC. (NOTE A)	RECENT ACQUISITIONS (NOTE B)	SUBTOTAL	FALCON ACQUISITION (NOTE B)	OFFERING ADJUSTMENTS (NOTE C)	TOTAL
Revenues	$ 970,362	$ 396,598	$ 1,366,960	$ 322,739	$ --	$ 1,689,699
Operating expenses:						
Operating, general and administrative	505,041	201,163	706,204	156,962	--	863,166
Depreciation and amortization	505,059	203,492	708,551	204,040	--	912,591
Stock option compensation expense	59,288	--	59,288	--	--	59,288
Corporate expense charges (Note D)	18,309	32,113	50,422	12,221	--	62,643
Management fees	--	6,878	6,878	70	--	6,948
Total operating expenses	1,087,697	443,646	1,531,343	373,293	--	1,904,636
Loss from operations	(117,335)	(47,048)	(164,383)	(50,554)	--	(214,937)
Interest expense	(310,650)	(106,873)	(417,523)	(139,459)	(9,387)	(566,369)
Interest income	2,284	501	2,785	--	--	2,785
Other expense	(335)	(440)	(775)	--	--	(775)
Loss before minority interest and extraordinary item	(426,036)	(153,860)	(579,896)	(190,013)	(9,387)	(779,296)
Minority interest	380,369	--	380,369	--	105,912	486,281
Loss before extraordinary item	$ (45,667)	$ (153,860)	$ (199,527)	$ (190,013)	$ 96,525	$ (293,015)
Basic loss per share (Note E)						$ (4.19)
Diluted loss per share (Note E)						$ (4.19)
Weighted average shares outstanding:						
Basic (Note F)						69,914,573
Diluted (Note F)						69,914,573
OTHER FINANCIAL DATA:						
Adjusted EBITDA (Note G)	$ 465,321	$ 195,435	$ 660,756	$ 165,777		$ 826,533
Adjusted EBITDA margin (Note H)	48.0%	49.3%	48.3%	51.4%		48.9%

NOTES TO UNAUDITED PRO FORMA STATEMENT OF OPERATIONS

NOTE A: Pro forma operating results for Charter Communications, Inc. consist of the following (dollars in thousands):

	HISTORICAL 1/1/99 THROUGH 9/30/99 CHARTER COMMUNICATIONS, INC.	HISTORICAL 1/1/99 THROUGH 3/31/99 MARCUS HOLDINGS (A)	PRO FORMA ADJUSTMENTS		TOTAL
Revenues	$ 845,182	$ 125,180	$ --		$ 970,362
Operating expenses:					
Operating, general and administrative	436,057	68,984	--		505,041
Depreciation and amortization	441,391	51,688	11,980	(b)	505,059
Stock option compensation expense	59,288	--	--		59,288
Corporate expense charges	18,309	--	--		18,309
Management fees	--	4,381	(4,381)	(c)	--
Total operating expenses	955,045	125,053	7,599		1,087,697
Income (loss) from operations	(109,863)	127	(7,599)		(117,335)
Interest expense	(288,750)	(27,067)	5,167	(d)	(310,650)
Interest income	18,326	104	(16,146)	(e)	2,284
Other expense	(177)	(158)	--		(335)
Loss before minority interest and extraordinary item	(380,464)	(26,994)	(18,578)		(426,036)
Minority interest	380,369	--	--		380,369
Loss before extraordinary item	$ (95)	$ (26,994)	$ (18,578)		$ (45,667)

(a) Marcus Holdings represents the results of operations of Marcus Cable through March 31, 1999, the date of its merger with Charter Holdings.

(b) As a result of Mr. Allen acquiring a controlling interest in Marcus Cable, a large portion of the purchase price was recorded as franchises ($2.5 billion) that are amortized over 15 years. This resulted in additional amortization for the period from January 1, 1999 through March 31, 1999. The adjustment to depreciation and amortization expense consists of the following (dollars in millions):

	FAIR VALUE	WEIGHTED AVERAGE USEFUL LIFE (IN YEARS)	DEPRECIATION/ AMORTIZATION
Franchises	$2,500.0	15	$ 40.8
Cable distribution systems	720.0	8	21.2
Land, buildings and improvements	28.3	10	0.7
Vehicles and equipment	13.6	3	1.0
Total depreciation and amortization			63.7
Less-historical depreciation and amortization of Marcus Holdings			(51.7)
Adjustment			$ 12.0

(c) Reflects the elimination of management fees.

(d) As a result of the acquisition of Marcus Cable by Mr. Allen, the carrying value of outstanding debt was recorded at estimated fair value, resulting in a debt premium that is to be amortized as an offset to interest expense over the term of the debt. This resulted in a reduction of interest expense. Interest expense was further reduced by the effects of the extinguishment of substantially all of our long-term debt in March 1999, excluding borrowings of our previous credit facilities, and the refinancing of all previous credit facilities.

(e) Reflects the elimination of interest income on excess cash since we assumed substantially all such cash was used to acquire InterMedia.

NOTE B: Pro forma operating results for our recent acquisitions and the Falcon acquisition consist of the following (dollars in thousands):

	NINE MONTHS ENDED SEPTEMBER 30, 1999							
	RECENT ACQUISITIONS-HISTORICAL							
	RENAISSANCE(A)	AMERICAN CABLE(A)	GREATER MEDIA SYSTEMS(A)	HELICON(A)	RIFKIN(A)	INTERMEDIA SYSTEMS	OTHER(A)	TOTAL
Revenues	$ 20,396	$ 12,311	$ 42,348	$ 49,565	$ 152,364	$ 152,789	$ 11,303	$ 441,076
Operating expenses:								
Operating, general and administrative	9,382	6,465	26,067	31,693	95,077	84,174	6,213	259,071
Depreciation and amortization	8,912	5,537	5,195	16,617	7,985	79,325	3,746	197,317
Management fees	--	369	--	2,511	2,513	2,356	447	8,196
Total operating expenses	18,294	12,371	31,262	50,821	175,575	165,855	10,406	464,584
Income (loss) from operations	2,102	(60)	11,086	(1,256)	(23,211)	(13,066)	897	(23,508)
Interest expense	(6,321)	(3,218)	(565)	(20,682)	(34,926)	(17,636)	(1,944)	(85,292)
Interest income	122	32	--	124	--	187	--	465
Other income (expense)	--	2	(398)	--	(12,742)	(2,719)	(30)	(15,887)
Income (loss) before income tax expense (benefit)	(4,097)	(3,244)	10,123	(21,814)	(70,879)	(33,234)	(1,077)	(124,222)
Income tax expense (benefit)	(65)	5	4,535	--	(1,975)	(2,681)	--	(181)
Income (loss) before extraordinary item	$ (4,032)	$ (3,249)	$ 5,588	$ (21,814)	$ (68,904)	$ (30,553)	$ (1,077)	$(124,041)

	NINE MONTHS ENDED SEPTEMBER 30, 1999 FALCON ACQUISITION -HISTORICAL
Revenues	$ 320,228
Operating expenses:	
Operating, general and administrative	167,824
Depreciation and amortization	168,546
Equity-based deferred compensation	44,600
Total operating expenses	380,970
Loss from operations	(60,742)
Interest expense	(98,931)
Other income	8,085
Loss before income tax benefit	(151,588)
Income tax benefit	(3,022)
Loss before extraordinary item	$ (148,566)

	NINE MONTHS ENDED SEPTEMBER 30, 1999				
	RECENT ACQUISITIONS				
			PRO FORMA		
	HISTORICAL	ACQUISITIONS(B)	DISPOSITIONS(C)	ADJUSTMENTS	TOTAL
Revenues	$ 441,076	$ 8,286	$ (49,436)	$ (3,328) (e)	396,598
Operating expenses:					
Operating, general and administrative	259,071	4,358	(23,566)	(38,700) (e)(f)	201,163
Depreciation and amortization	197,317	1,126	(20,845)	25,894 (g)	203,492
Equity-based deferred compensation	-	-	-	-	-
Corporate expense charges	-	-	-	32,113 (f)	32,113
Management fees	8,196	395	(1,713)	-	6,878
Total operating expenses	464,584	5,879	(46,124)	19,307	443,646
Income (loss) from operations	(23,508)	2,407	(3,312)	(22,635)	(47,048)
Interest expense	(85,292)	(1,366)	11	(20,226) (i)	(106,873)
Interest income	465	36	-	-	501
Other income (expense)	(15,887)	9	(21)	15,459 (j)	(440)
Income (loss) before income tax expense (benefit)	(124,222)	1,086	(3,322)	(27,402)	(153,860)
Income tax expense (benefit)	(181)	(114)	-	295 (k)	-
Income (loss) before extraordinary item	$ (124,041)	$ 1,200	$ (3,322)	$ (27,697)	$(153,860)

	NINE MONTHS ENDED SEPTEMBER 30, 1999				
	FALCON ACQUISITION				
			PRO FORMA		
	HISTORICAL	ACQUISITIONS(B)	DISPOSITIONS(D)	ADJUSTMENTS	TOTAL
Revenues	$ 320,228	$ 2,968	$ (457)	$ -	$ 322,739
Operating expenses:					
Operating, general and administrative	167,824	1,599	(240)	(12,221) (f)	156,962
Depreciation and amortization	168,546	936	(195)	34,753 (g)	204,040
Equity-based deferred compensation	44,600	-	-	(44,600) (h)	-
Corporate expense charges	-	-	-	12,221 (f)	12,221
Management fees	-	70	-	-	70
Total operating expenses	380,970	2,605	(435)	(9,847)	373,293
Income (loss) from operations	(60,742)	363	(22)	9,847	(50,554)
Interest expense	(98,931)	(221)	2	(40,309) (i)	(139,459)
Interest income	-	-	-	-	-
Other income (expense)	8,085	73	(2,555)	(5,603) (j)	-
Income (loss) before income tax expense (benefit)	(151,588)	215	(2,575)	(36,065)	(190,013)
Income tax expense (benefit)	(3,022)	-	-	3,022 (k)	-
Income (loss) before extraordinary item	$(148,566)	$ 215	$(2,575)	$(39,087)	$(190,013)

(a) Renaissance represents the results of operations of Renaissance Media Group LLC through April 30, 1999, the date of acquisition by Charter Holdings. American Cable represents the results of operations of American Cable Entertainment, LLC (American Cable) through May 7, 1999, the date of acquisition by Charter Holdings. Greater Media Systems represents the results of operations of cable systems of Greater Media Cablevision, Inc. through June 30, 1999, the date of acquisition by Charter Holdings. Helicon represents the results of operations of Helicon Partners I, L.P. and affiliates through July 30, 1999, the date of acquisition by Charter Holdings. Rifkin includes its results of operations through September 13, 1999, the date of acquisition by Charter Holdings. Other represents the results of operations of Vista Broadband Communications, L.L.C. through July 30, 1999, the date of acquisition by Charter Holdings and the results of operations of cable systems of Cable Satellite of South Miami, Inc. through August 4, 1999, the date of acquisition by Charter Holdings.

(b) Represents the historical results of operations for the period from January 1, 1999 through the date of purchase for acquisitions completed by Rifkin and Falcon. These acquisitions were accounted for using the purchase method of accounting. The purchase price in millions and closing dates for significant acquisitions are as follows:

	RIFKIN
Purchase price............	$165.0
Closing date..............	February 1999
Purchase price............	$53.8
Closing date..............	July 1999

(c) Represents the elimination of the operating results related to the cable systems transferred to InterMedia as part of a swap of cable systems in October 1999. The agreed value of our systems transferred to InterMedia was $420.0 million. This number includes 30,000 customers served by an Indiana cable system that we did not transfer at the time of the InterMedia closing because some of the necessary regulatory approvals were still pending. We are obligated to transfer this system to InterMedia upon receipt of such regulatory approvals. We will have to pay $88.2 million to InterMedia if we do not obtain timely regulatory approvals for our transfer to InterMedia of the Indiana cable system and we are unable to transfer replacement systems. No material gain or loss is anticipated on the disposition as these systems were recently acquired and recorded at fair value at that time.

(d) Represents the elimination of the operating results related to the sale of a Falcon cable system sold in January 1999.

(e) Reflects the elimination of historical revenues and expenses associated with an entity not included in the purchase by Charter.

(f) Reflects a reclassification of expenses representing corporate expenses that would have occurred at Charter Investment, Inc. totaling $44.3 million and the elimination of stock compensation expenses that were included in operating, general and administrative expense.

(g) Represents additional depreciation and amortization as a result of our recent acquisitions and Falcon acquisition. A large portion of the purchase price was allocated to franchises ($6.8 billion) that are amortized over 15 years. The adjustment to depreciation and amortization expense consists of the following (dollars in millions):

	FAIR VALUE	WEIGHTED AVERAGE USEFUL LIFE	DEPRECIATION/ AMORTIZATION
Franchises	$ 6,792.2	15	$ 295.9
Cable distribution systems	1,108.9	8	97.6
Land, buildings and improvements	34.6	10	2.3
Vehicles and equipment	57.1	3	11.7
Total depreciation and amortization			407.5
Less-historical depreciation and amortization			(346.9)
Adjustment			$ 60.6

(h) Reflects the elimination of change in control payments under the terms of Falcon's equity-based compensation plans that were triggered by the acquisition of Falcon. These plans will be terminated and the employees will participate in the option plan of Charter Communications Holding Company. As such, these costs will not recur.

(i) Reflects additional interest expense on borrowings, which have been or will be used to finance the acquisitions as follows (dollars in millions):

$506.6 million 8% liability to sellers--Falcon	$ 30.4
$133.3 million 8% liability to sellers--Rifkin	10.7
$1.0 billion of credit facilities at a composite current rate of 7.9%--CC VII-Falcon	59.1
$375.0 million 8.375% senior debentures--Falcon	23.6
$435.3 million 9.285% senior discount debentures--Falcon	26.4
Interest expense for recent acquisitions prior to closing at composite current rate of 8.2%	96.1
Total pro forma interest expenses	246.3
Less-historical interest expense from acquired companies	(185.8)
Adjustment	$ 60.5

An increase in the interest rate of 0.125% on all variable rate debt would result in an increase in interest expense of $4.9 million.

(j) Represents the elimination of gain (loss) on sale of cable systems whose results of operations have been eliminated in (c) and (d) above.

(k) Reflects the elimination of income tax expense (benefit) as a result of expected recurring future losses. The losses will not be tax benefited and no net deferred tax assets will be recorded.

NOTE C: The offering adjustment to interest expense of approximately $9.4 million in higher interest expense consist of the following (dollars in millions):

DESCRIPTION	INTEREST EXPENSE
$726.4 million of January 2000 High Yield Notes (at a blended rate of 10.5%)	$ 57.5
Amortization of debt issuance costs	1.9
Total pro forma interest expense	59.4
Less-historical interest expense	(50.0)
Adjustment	$ 9.4

The offering adjustment to minority interest represents the allocation of 62.4% of the net loss of Charter Communications Holding Company to the minority interest.

NOTE D: Charter Investment, Inc. has provided corporate management and consulting services to Charter Operating. In connection with the Initial Public Offering, the existing management agreement was assigned to Charter Communications, Inc. and Charter Communications, Inc. entered into a new management agreement with Charter Communications Holding Company.

NOTE E: Basic loss per share assumed none of the membership units of Charter Communications Holding Company are exchanged for Charter Communications, Inc. common stock and none of the outstanding options to purchase membership units of Charter Communications Holding Company that will be automatically exchanged for Charter Communications, Inc. common stock are exercised. Basic loss per share equals loss before extraordinary item divided by weighted average shares outstanding. If all the membership units were exchanged or options exercised, the effects would be antidilutive.

NOTE F: Represents 50,000 Class B shares purchased by Mr. Allen on November 12, 1999 plus the number of shares issued in the Initial Public Offering used to finance a portion of the Falcon acquisition.

NOTE G: Adjusted EBITDA represents loss before extraordinary item, minority interest, income taxes, depreciation and amortization, stock option compensation expense, corporate expense charges, management fees, 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.

NOTE H: Adjusted EBITDA margin represents adjusted EBITDA as a percentage of revenues.

UNAUDITED PRO FORMA STATEMENT OF OPERATIONS
YEAR ENDED DECEMBER 31, 1998

(DOLLARS IN THOUSANDS, EXCEPT PER SHARE DATA)

	CHARTER COMMUNICATIONS, INC. (NOTE A)	MARCUS HOLDINGS (NOTE B)	RECENT ACQUISITIONS (NOTE C)	SUBTOTAL	FALCON ACQUISITION (NOTE C)	OFFERING ADJUSTMENTS (NOTE D)
Revenues	$ 601,953	$ 457,929	$ 597,471	$ 1,657,353	$ 427,118	$ -
Operating expenses:						
Operating, general and administrative	304,555	236,595	291,989	833,139	211,651	-
Depreciation and amortization	370,406	258,348	330,566	959,320	278,664	-
Stock option compensation expense	845	-	-	845	-	-
Corporate expense charges (Note E)	16,493	17,042	20,991	54,526	8,453	-
Management fees	-	-	14,668	14,668	85	-
Total operating expenses	692,299	511,985	658,214	1,862,498	498,853	-
Loss from operations	(90,346)	(54,056)	(60,743)	(205,145)	(71,735)	-
Interest expense	(200,794)	(137,627)	(239,681)	(578,102)	(184,471)	(15,237)
Other income (expense)	518	-	(5,825)	(5,307)	-	-
Loss before minority interest and extraordinary item	(290,622)	(191,683)	(306,249)	(788,554)	(256,206)	(15,237)
Minority interest	5,275	-	-	5,275	-	656,163
Loss before minority interest	$(285,347)	$ (191,683)	$ (306,249)	$ (783,279)	$ (256,206)	$ 640,926
Basic loss per share (Note F)						
Diluted loss per share (Note F)						
Weighted average shares outstanding:						
Basic (Note G)						
Diluted (Note G)						
OTHER FINANCIAL DATA:						
Adjusted EBITDA (Note H)	$ 297,398	$ 221,334	$ 305,482	$ 824,214	215,467	
Adjusted EBITDA margin (Note I)	49.4%	48.3%	51.1%	49.7%	50.4%	

UNAUDITED PRO FORMA STATEMENT OF OPERATIONS
YEAR ENDED DECEMBER 31, 1998

(DOLLARS IN THOUSANDS, EXCEPT PER SHARE DATA)

	TOTAL
Revenues	$ 2,084,471
Operating expenses:	
Operating, general and administrative	1,044,790
Depreciation and amortization	1,237,984
Stock option compensation expense	845
Corporate expense charges (Note E)	62,979
Management fees	14,753
Total operating expenses	2,361,351
Loss from operations	(276,880)
Interest expense	(777,810)
Other income (expense)	(5,307)
Loss before minority interest and extraordinary item	(1,059,997)
Minority interest	661,438
Loss before minority interest	$ (398,559)
Basic loss per share (Note F)	$ (5.70)
Diluted loss per share (Note F)	$ (5.70)
Weighted average shares outstanding:	
Basic (Note G)	69,914,573
Diluted (Note G)	69,914,573
OTHER FINANCIAL DATA:	
Adjusted EBITDA (Note H)	$ 1,039,681
Adjusted EBITDA margin (Note I)	49.9%

NOTES TO THE UNAUDITED PRO FORMA STATEMENT OF OPERATIONS

NOTE A: Pro forma operating results for Charter Communications, Inc. including the acquisition of us on December 23, 1998 by Mr. Allen and the acquisition of Sonic Communications, Inc. (Sonic), consist of the following (dollars in thousands):

	12/24/98 THROUGH 12/31/98	1/1/98 THROUGH 12/23/98			1/1/98 THROUGH 5/20/98		
	CHARTER COMMUNICATIONS, INC.	CCA GROUP	CHARTERCOMM HOLDINGS	CHARTER COMMUNICATIONS HOLDINGS COMPANY	SONIC	ELIMINATIONS	SUBTOTAL
Revenues	$ 13,713	$ 324,432	$ 196,801	$ 49,731	$ 17,276	$ -	$ 601,953
Operating expenses:							
Operating, general and administrative	7,134	164,145	98,331	25,952	8,993	-	304,555
Depreciation and amortization	8,318	136,689	86,741	16,864	2,279	-	250,891
Stock option compensation expense	845	-	-	-	-	-	845
Management fees/corporate expense charges	473	17,392	14,780	6,176	-	-	38,821
Total operating expenses	16,770	318,226	199,852	48,992	11,272	-	595,112
Income (loss) from operations	(3,057)	6,206	(3,051)	739	6,004	-	6,841
Interest expense	(2,353)	(113,824)	(66,121)	(17,277)	(2,624)	1,900 (c)	(200,299)
Other income (expense)	133	4,668	(1,684)	(684)	(15)	(1,900)(c)	518
Income (loss) before income taxes and minority interest	(5,277)	(102,950)	(70,856)	(17,222)	3,365	-	(192,940)
Provision for income taxes	-	-	-	-	1,346	-	1,346
Income (loss) before minority interest	(5,277)	(102,950)	(70,856)	(17,222)	2,019	-	(194,286)
Minority interest	5,275	-	-	-	-	-	5,275
Income (loss) before extraordinary item	$ (2)	$ (102,950)	$ (70,856)	$ (17,222)	$ 2,019	$ -	$ (189,011)

	PRO FORMA	
	ADJUSTMENTS	TOTAL
Revenues	$ -	$ 601,953
Operating expenses:		
Operating, general and administrative	-	304,555
Depreciation and amortization	119,515 (a)	370,406
Stock option compensation expense	-	845
Management fees/corporate expense charges	(22,328)(b)	16,493
Total operating expenses	97,187	692,299
Income (loss) from operations	(97,187)	(90,346)
Interest expense	(495)(d)	(200,794)
Other income (expense)	-	518
Income (loss) before income taxes and minority interest	(97,682)	(290,622)
Provision for income taxes	(1,346)(e)	-
Income (loss) before minority interest	(96,336)	(290,622)
Minority interest	-	5,275
Income (loss) before extraordinary item	$(96,336)	$ (285,347)

(a) Represents additional depreciation and amortization as a result of the acquisition of us by Mr. Allen. A large portion of the purchase price was allocated to franchises ($3.6 billion) that are amortized over 15 years. The adjustment to depreciation and amortization expense consists of the following (dollars in millions):

	FAIR VALUE	WEIGHTED AVERAGE USEFUL LIFE (IN YEARS)	DEPRECIATION/ AMORTIZATION
Franchises	$ 3,600.0	15	$ 240.0
Cable distribution systems	1,439.2	12	115.3
Land, buildings and improvements	41.3	11	3.5
Vehicles and equipment	61.2	5	11.6
Total depreciation and amortization			370.4
Less-historical depreciation and amortization			(250.9)
Adjustment			$ 119.5

(b) Reflects the reduction in corporate expense charges of approximately $7.9 million to reflect the actual costs incurred. Management fees charged to CCA Group and CharterComm Holdings, L.P., companies not controlled by Charter Investment, Inc. at that time, exceeded the allocated costs incurred by Charter Investment, Inc. on behalf of those companies by $7.9 million. Also reflects the elimination of approximately $14.4 million of change of control payments under the terms of the then-existing equity appreciation rights plans. Such payments were triggered by the acquisition of us by Mr. Allen. Such payments were made by Charter Investment, Inc. and were not subject to reimbursement by us, but were allocated to us for financial reporting purposes. The equity appreciation rights plans were terminated in connection with the acquisition of us by Mr. Allen, and these costs will not recur.

(c) Represents the elimination of intercompany interest on a note payable from Charter Holdings to CCA Group.

(d) Reflects additional interest expense on $228.4 million of borrowings under our previous credit facilities used to finance the Sonic acquisition offset by a reduction of interest expense related to the extinguishment of substantially all of our long-term debt in March 1999, excluding borrowings of our previous credit facilities, and the refinancing of all previous credit facilities.

(e) Reflects the elimination of provision for income taxes, as a result of future expected recurring losses. The losses will not be tax benefited and no net deferred tax assets will be recorded.

NOTE B: Pro forma operating results for Marcus Holdings consist of the following (dollars in thousands):

	YEAR ENDED DECEMBER 31, 1998	ACQUISITIONS(A)	DISPOSITIONS(B)	PRO FORMA ADJUSTMENTS	TOTAL
Revenues	$ 499,820	$ 2,620	$ (44,511)	$ --	$ 457,929
Operating expenses:					
Operating, general and administrative	271,638	1,225	(20,971)	(15,297)(c)	236,595
Depreciation and amortization	215,789	--	--	42,559 (d)	258,348
Corporate expense charges	--	--	--	17,042 (c)	17,042
Management fees	3,341	--	--	(3,341)(c)	--
Transaction and severance costs	135,379	--	--	(135,379)(e)	--
Total operating expenses	626,147	1,225	(20,971)	(94,416)	511,985
Income (loss) from operations	(126,327)	1,395	(23,540)	94,416	(54,056)
Interest expense	(159,985)	--	--	22,358 (d)	(137,627)
Other income (expense)	201,278	--	(201,278)	--	--
Income (loss) before extraordinary item	$ (85,034)	$ 1,395	$ (224,818)	$ 116,774	$ (191,683)

(a) Represents the results of operations of acquired cable systems prior to their acquisition in 1998 by Marcus Cable.

(b) Represents the elimination of operating results and the corresponding gain on sale of cable systems sold by Marcus Cable during 1998.

(c) Represents a reclassification of expenses totaling $15.3 million from operating, general and administrative to corporate expense charges. Also reflects the elimination of management fees and the addition of corporate expense charges of $1.7 million for actual costs incurred by Charter Investment, Inc. on behalf of Marcus Holdings. Management fees charged to Marcus Holdings exceeded the costs incurred by Charter Investment, Inc. by $1.3 million.

(d) As a result of the acquisition of Marcus Holdings by Mr. Allen, a large portion of the purchase price was recorded as franchises ($2.5 billion) that are amortized over 15 years. This resulted in additional amortization for year ended December 31, 1998. The adjustment to depreciation and amortization expense consists of the following (dollars in millions):

	FAIR VALUE	WEIGHTED AVERAGE USEFUL LIFE (IN YEARS)	DEPRECIATION/ AMORTIZATION
Franchises	$ 2,500.0	15	$ 167.2
Cable distribution systems	720.0	8	84.5
Land, buildings and improvements	28.3	10	2.7
Vehicles and equipment	13.6	3	4.0
Total depreciation and amortization			258.4
Less-historical depreciation and amortization			(215.8)
Adjustment			$ 42.6

Additionally, the carrying value of outstanding debt was recorded at estimated fair value, resulting in a debt premium that is to be amortized as an offset to interest expense over the term of the debt. This resulted in a reduction in interest expense for the year ended December 31, 1998.

(e) As a result of the acquisition of Marcus Holdings by Mr. Allen, Marcus Holdings recorded transaction costs of approximately $135.4 million. These costs were primarily comprised of approximately $90.2 million in compensation paid to employees of Marcus Holdings in settlement of specially designated Class B membership units, approximately $24.0 million of transaction fees paid to certain equity partners for investment banking services and $5.2 million of transaction fees paid primarily for professional fees. In addition, Marcus Holdings recorded costs related to employee and officer stay-bonus and severance arrangements of approximately $16.0 million.

NOTE C: Pro forma operating results for our recently completed and Falcon acquisition consist of the following (dollars in thousands):

	YEAR ENDED DECEMBER 31, 1998							
	RECENT ACQUISITIONS-HISTORICAL							
	RENAISSANCE	AMERICAN CABLE	GREATER MEDIA SYSTEMS	HELICON	RIFKIN(A)	INTERMEDIA SYSTEMS	OTHER	TOTAL
Revenues	$ 41,524	$ 15,685	$ 78,635	$ 75,577	$ 124,382	$ 176,062	$ 15,812	$ 527,677
Operating expenses:								
Operating, general and administrative	21,037	7,441	48,852	40,179	63,815	86,753	7,821	275,898
Depreciation and amortization	19,107	6,784	8,612	24,290	47,657	85,982	4,732	197,164
Management fees	--	471	--	3,496	4,106	3,147	--	11,220
Total operating expenses	40,144	14,696	57,464	67,965	115,578	175,882	12,553	484,282
Income (loss) from operations	1,380	989	21,171	7,612	8,804	180	3,259	43,395
Interest expense	(14,358)	(4,501)	(535)	(27,634)	(30,482)	(25,449)	(4,023)	(106,982)
Interest income	158	122	--	93	--	341	--	714
Other income (expense)	--	--	(493)	--	36,279	23,030	5	58,821
Income (loss) before income tax expense	(12,820)	(3,390)	20,143	(19,929)	14,601	(1,898)	(759)	(4,052)
Income tax expense (benefit)	135	--	7,956	--	(4,178)	1,623	--	5,536
Income (loss) before extraordinary item	$ (12,955)	$ (3,390)	$ 12,187	$ (19,929)	$ 18,779	$ (3,521)	$ (759)	$ (9,588)

	YEAR ENDED DECEMBER 31, 1998 FALCON ACQUISITION -HISTORICAL
Revenues	$ 307,558
Operating expenses:	
Operating, general and administrative	161,233
Depreciation and amortization	152,585
Total operating expenses	313,818
Income from operations	(6,260)
Interest expense	(102,591)
Other income (expense)	(3,093)
Loss before income tax expense	(111,944)
Income tax expense	1,897
Loss before extraordinary item	$ (113,841)

	YEAR ENDED DECEMBER 31, 1998				
	RECENT ACQUISITIONS				
		PRO FORMA			
	HISTORICAL	ACQUISITIONS(B)	DISPOSITIONS(C)	ADJUSTMENTS	TOTAL
Revenues................	$ 527,677	$ 127,429	$ (57,635)	$ -	$ 597,471
Operating expenses:					
Operating, general and administrative...	275,898	66,641	(29,559)	(20,991)(e)	291,989
Depreciation and amortization.........	197,164	31,262	(35,025)	137,165 (f)	330,566
Corporate expense Charges.............	-	-	-	20,991 (e)	20,991
Management fees........	11,220	4,042	(594)	-	14,668
Total operating expenses.........	484,282	101,945	(65,178)	137,165	658,214
Income (loss) from operations............	43,395	25,484	7,543	(137,165)	(60,743)
Interest expense.........	(106,982)	(30,354)	16,923	(119,268)(g)	(239,681)
Interest income..........	714	323	-	-	1,037
Other income (expense)...	58,821	(178)	235	(65,740)(h)	(6,862)
Income (loss) before income tax expense (benefit).............	(4,052)	(4,725)	24,701	(322,173)	(306,249)
Income tax expense (benefit).............	5,536	2,431	10	(7,977)(i)	-
Income (loss) before extraordinary item.....	$ (9,588)	$ (7,156)	$ 24,691	$(314,196)	$ (306,249)

	YEAR ENDED DECEMBER 31, 1998				
	FALCON ACQUISITION				
		PRO FORMA			
	HISTORICAL	ACQUISITIONS(B)	DISPOSITIONS(D)	ADJUSTMENTS	TOTAL
Revenues................	$ 307,558	$ 121,650	$ (2,090)	$ -	$ 427,118
Operating expenses:					
Operating, general and administrative...	161,233	56,997	(979)	(5,600)(e)	211,651
Depreciation and amortization.........	152,585	31,234	(956)	95,801 (f)	278,664
Corporate expense Charges.............	-	2,853	-	5,600 (e)	8,453
Management fees........	-	123	(38)	-	85
Total operating expenses.........	313,818	91,207	(1,973)	95,801	498,853
operations............	(6,260)	30,443	(117)	(95,801)	(71,735)
Interest expense.........	(102,591)	(12,985)	4	(68,899)(g)	(184,471)
Interest income..........	-	-	-	-	-
Other income (expense)	(3,093)	5,088	-	(1,995)(h)	-
Income (loss) before income tax expense (benefit).............	(111,944)	22,546	(113)	(166,695)	(256,206)
Income tax expense (benefit).............	1,897	-	-	(1,897)(i)	-
Income (loss) before extraordinary item.....	$ (113,841)	$ 22,546	$ (113)	$(164,798)	$(256,206)

(a) Rifkin includes the results of operations of Rifkin Acquisition Partners, L.L.L.P., as follows (dollars in thousands):

	RIFKIN ACQUISITION	OTHER	TOTAL
Revenues	$ 89,921	$ 34,461	$ 124,382
Income from operations	1,040	7,764	8,804
Income (loss) before extraordinary item	24,419	(5,640)	18,779

(b) Represents the historical results of operations for the period from January 1, 1998 through the date of purchase for acquisitions completed by Renaissance, the InterMedia systems, Helicon, Rifkin, and Falcon in 1998, and for the year ended December 31, 1998 for acquisitions completed in 1999.

These acquisitions were accounted for using the purchase method of accounting. Purchase prices and the closing dates for significant acquisitions are as follows (dollars in millions):

	RENAISSANCE	INTERMEDIA SYSTEMS	HELICON	RIFKIN	FALCON
Purchase price	$309.5	$29.1	$26.1	$165.0	$86.2
Closing date	April 1998	December 1998	December 1998	February 1999	July 1998
Purchase price				$53.8	$158.6
Closing date				July 1999	September 1998
Purchase price					$513.3
Closing date					September 1998

The InterMedia acquisition above was part of a "swap".

(c) Represents the elimination of the operating results primarily related to the cable systems transferred to InterMedia as part of a swap of cable systems in October 1999. The fair value of the systems transferred to InterMedia was $420.0 million. This number includes 30,000 customers served by an Indiana cable system that we did not transfer at the time of the InterMedia closing because some of the necessary regulatory approvals were still pending. We are obligated to transfer this system to InterMedia upon receipt of such regulatory approvals. We will have to pay $88.2 million to InterMedia if we do not obtain timely regulatory approvals for our transfer to InterMedia of the Indiana cable system and we are unable to transfer replacement systems. No material gain or loss is anticipated on the disposition as these systems were recently acquired and recorded at fair value at that time.

(d) Represents the elimination of the operating results related to the sale of a Falcon cable system sold in January 1999.

(e) Reflects a reclassification of expenses representing corporate expenses that would have occurred at Charter Investment, Inc.

(f) Represents additional depreciation and amortization as a result of our recently completed acquisitions and Falcon acquisition. A large portion of the purchase price was allocated to franchises ($6.8 billion) that are amortized over 15 years. The adjustments to depreciation and amortization expense consists of the following (dollars in millions):

	FAIR VALUE	WEIGHTED AVERAGE USEFUL LIFE (IN YEARS)	DEPRECIATION/ AMORTIZATION
Franchises	$ 6,792.2	15	$ 447.1
Cable distribution systems	1,108.9	8	141.6
Land, building and improvements	34.6	10	3.3
Vehicles and equipment	57.1	3	17.2
Total depreciation and amortization			609.2
Less-historical depreciation and amortization			(376.2)
Adjustment			$ 233.0

(g) Reflects additional interest expense on borrowings which have been or will be used to finance the acquisitions as follows (dollars in millions):

$2.7 billion of credit facilities at composite current rate of 8.2%	$ 217.9
$114.4 million 10% senior discount notes--Renaissance	10.7
$133.3 million 8% liability to sellers--Rifkin	11.0
$506.6 million 8% liability to sellers--Falcon	40.6
$1.0 billion of credit facilities at composite current rate of 7.9%--CC VII - Falcon	80.1
$375.0 million 8.375% senior debentures--Falcon	31.4
$435.3 million 9.285% senior discount debentures--Falcon	32.5
Total pro forma interest expenses	424.2
Less-historical interest expense from acquired companies	(236.0)
Adjustment	$ 188.2

An increase in the interest rate on all variable rate debt of 0.125% would result in an increase in interest expense of $6.6 million.

(h) Represents the elimination of gain (loss) on the sale of cable television systems whose results of operations have been eliminated in (c) and (d) above.

(i) Reflects the elimination of income tax expense (benefit) as a result of expected recurring future losses. The losses will not be tax benefited and no net deferred tax assets will be recorded.

NOTE D: The offering adjustment to interest expense of approximately $15.2 million in higher interest expense consist of the following (dollars in millions):

DESCRIPTION	INTEREST EXPENSE
$726.4 million of January 2000 High Yield Notes (at a blended rate of 10.5%)	$ 76.6
Amortization of debt issuance costs	2.5
Total pro forma interest expense	79.1
Less-historical interest expense	(63.9)
Adjustment	$ 15.2

The offering adjustment to minority interest represents the allocation of 62.4% of the net loss of Charter Communications Holding Company to minority interest.

NOTE E: Charter Investment, Inc. provided corporate management and consulting services to Charter Operating in 1998 and to Marcus Holdings beginning in October 1998.

NOTE F: Basic loss per share assumed none of the membership units of Charter Communications Holding Company are exchanged for Charter Communications, Inc. common stock and none of the outstanding options to purchase membership units of Charter Communications Holding Company that will be automatically exchanged for Charter Communications, Inc. common stock are exercised. Basic loss per share equals loss before extraordinary item divided by weighted average shares outstanding. If all the membership units were exchanged or options exercised, the effects would be antidilutive.

NOTE G: Represents 50,000 Class B shares purchased by Mr. Allen on November 12, 1999 plus the number of shares issued in the Initial Public Offering used to finance a portion of the Falcon acquisition.

NOTE H: Adjusted EBITDA represents loss before minority interest, interest, depreciation and amortization, stock option compensation expense, corporate expense charges, management fees 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.

NOTE I: Adjusted EBITDA margin represents adjusted EBITDA as a percentage of revenues.

UNAUDITED PRO FORMA BALANCE SHEET
AS OF SEPTEMBER 30, 1999

	HISTORICAL CHARTER COMMUNICATIONS, INC.	RECENT ACQUISITIONS (NOTE A)	SUBTOTAL	FALCON ACQUISITION (NOTE A)	OFFERING ADJUSTMENTS (NOTE B)	TOTAL
	(DOLLARS IN THOUSANDS)					
ASSETS						
Cash and cash equivalents	$ 434,183	$ (392,367)	$ 41,816	$ 4,196	$ 3,015,498	$ 3,061,510
Accounts receivable, net	48,470	2,230	50,700	16,236	--	66,936
Prepaid expenses and other	27,374	920	28,294	30,422	--	58,716
Total current assets	510,027	(389,217)	120,810	50,854	3,015,498	3,187,162
Property, plant and equipment	2,279,489	145,949	2,425,438	549,476	--	2,974,914
Franchises	8,268,021	771,585	9,039,606	3,084,626	--	12,124,232
Other assets	177,654	(51,882)	125,772	3,387	25,087	154,246
Total assets	$ 11,235,191	$ 476,435	$ 11,711,626	$ 3,688,343	$ 3,040,585	$ 18,440,554
LIABILITIES AND STOCKHOLDERS' EQUITY						
Short-term debt	$ 133,312	$ --	$ 133,312	$ 1,207,848	$ (701,272)	$ 639,888
Accounts payable and accrued expenses	380,530	11,441	391,971	147,949	--	539,920
Pending acquisition payable	--	--	--	1,276,372	(1,276,372)	--
Payables to manager of cable systems	10,071	--	10,071	--	--	10,071
Total current liabilities	523,913	11,441	535,354	2,632,169	(1,977,644)	1,189,879
Long-term debt	6,244,632	464,994	6,709,626	1,012,750	726,359	8,448,735
Deferred management fees	17,004	--	17,004	--	--	17,004
Other long-term liabilities	68,648	--	68,648	--	--	68,648
Minority interest	4,380,192	--	4,380,192	--	1,031,675	5,411,867
Stockholders' equity	802	--	802	43,424	3,260,195	3,304,421
Total liabilities and stockholders' equity	$ 11,235,191	$ 476,435	$ 11,711,626	$ 3,688,343	$ 3,040,585	$ 18,440,554

NOTES TO THE UNAUDITED PRO FORMA BALANCE SHEET

NOTE A: Pro forma balance sheets for our recently completed InterMedia Systems and the Falcon acquisitions consist of the following (dollars in thousands):

AS OF SEPTEMBER 30, 1999

	INTERMEDIA SYSTEMS ACQUISITION				FALCON ACQUISITION		
		PRO FORMA				PRO FORMA	
	HISTORICAL	DISPOSITIONS(A)	ADJUSTMENTS	TOTAL	HISTORICAL	ADJUSTMENTS	TOTAL
Cash and cash equivalents	$ -	$ (4,819)	$(387,548)(b)	$ (392,367)	$ 4,196	$ -	$ 4,196
Accounts receivable, net	14,971	(1,590)	(11,151)(c)	2,230	16,236	-	16,236
Receivable from related party	7,966	-	(7,966)(d)	-	2,414	(2,414)(d)	-
Prepaid expenses and other	1,286	(366)	-	920	30,422	-	30,422
Total current assets	24,223	(6,775)	(406,665)	(389,217)	53,268	(2,414)	50,854
Property, plant and equipment	228,676	(82,727)	-	145,949	549,476	-	549,476
Franchises	214,182	(334,137)	891,540 (e)	771,585	372,322	2,712,304 (e)	3,084,626
Deferred income taxes	15,279	-	(15,279)(f)	-	-	-	-
Other assets	544	(424)	(52,002)(g)	(51,882)	434,163	(430,776)(g)	3,387
Total assets	$482,904	$(424,063)	$ 417,594	$ 476,435	$ 1,409,229	$2,279,114	$3,688,343
Short-term debt	$ -	$ -	$ -	$ -	$ -	$1,207,848 (i)	$1,207,848
Accounts payable and accrued expenses	15,504	(4,063)	-	11,441	147,949	-	147,949
Current deferred revenue	11,151	-	(11,151)(c)	-	-	-	-
Note payable to related party	2,265	-	(2,265)(h)	-	-	-	-
Pending acquisition payable	-	-	-	-	-	1,276,372 (i)	1,276,372
Other current liabilities	-	-	-	-	-	-	-
Total current liabilities	28,920	(4,063)	(13,416)	11,441	147,949	2,484,220	2,632,169
Deferred revenue	3,583	-	(3,583)(c)	-	-	-	-
Long-term debt	-	(420,000)	884,994 (i)	464,994	1,681,454	(668,704)(i)	1,012,750
Note payable to related party, including accrued interest	406,975	-	(406,975)(h)	-	-	-	-
Other long-term liabilities, including redeemable preferred shares	14,934	-	(14,934)(j)	-	424,280	(424,280)(j)	-
Equity (deficit)	28,492	-	(28,492)(k)	-	(844,454)	887,878 (k)	43,424
Total liabilities and equity (deficit)	$482,904	$(424,063)	$ 417,594	$ 476,435	$ 1,409,229	$2,279,114	$3,688,343

(a) Represents the historical assets and liabilities as of September 30, 1999 of cable systems transferred to InterMedia on October 1, 1999 and one Indiana cable system we are required to transfer to InterMedia as part of a swap of cable systems. The cable system being swapped will be accounted for at fair value. No material gain or loss is anticipated in conjunction with the swap.

(b) Represents Charter Communications, Inc.'s historical cash used to finance a portion of the InterMedia acquisition.

(c) Represents the offset of advance billings against accounts receivable to be consistent with Charter Communications, Inc.'s accounting policy and the elimination of deferred revenue.

(d) Reflects assets retained by the seller.

(e) Substantial amounts of the purchase price have been allocated to franchises based on estimated fair values. This results in an allocation of purchase price as follows (dollars in thousands):

	INTERMEDIA SYSTEMS	FALCON	TOTAL
Working capital	$ (13,110)	$ (97,095)	$ (110,205)
Property, plant and equipment	145,949	549,476	695,425
Franchises	771,585	3,084,626	3,856,211
Other	(424)	3,387	2,963
	$ 904,000	$ 3,540,394	$ 4,444,394

The sources of cash for the InterMedia Systems and Falcon acquisitions are as follows (dollars in millions):

Current liabilities:			
8% liability to sellers--Falcon	$ 506.6		
Publicly held debt, at fair market value:			
8.375% senior debentures--Falcon	378.8		
9.285% senior discount debentures--Falcon	322.5	$ 1,207.9	
Long-term liabilities:			
Credit facilities drawn down upon close of acquisition - CC VII-Falcon	1,012.8		
Credit facilities drawn down--Charter Operating	903.9	1,916.7	$ 3,124.6
Funded equity contributions:			
Net proceeds related to Initial Public Offering			1,276.4
Falcon sellers' equity put to Mr. Allen			43.4
			$ 4,444.4

(f) Represents the elimination of deferred income tax assets and liabilities.

(g) Represents the elimination of the unamortized historical cost of various assets based on the allocation of purchase price (see (e) above) as follows (dollars in thousands):

Subscriber lists	$ (208,716)
Noncompete agreements	(5,869)
Deferred financing costs	(23,578)
Goodwill	(291,287)
Other assets	(56,931)
	(586,381)
Less-accumulated amortization	103,603
	$ (482,778)

(h) Represents liabilities retained by the seller.

(i) Represents the following (dollars in millions):

Long-term debt not assumed	$ (759.2)
Helicon notes (called)	(115.0)
Rifkin notes (tendered)	(125.0)
Falcon debentures (to be put)	(701.3)
Total pro forma debt not assumed	(1,700.5)
Short-term debt:	
8% liability to sellers--Falcon	506.6
8.375% senior debentures--Falcon	378.8
9.285% senior discount debentures--Falcon	322.5
Total short-term debt	1,207.9
Long-term debt:	
Credit facilities:	
Charter Operating	903.9
CC VII-Falcon	1,012.8
Total long-term debt	1,916.7
Pending acquisition payable	1,276.4
	$ 2,700.5

The liabilities to the Falcon and Rifkin sellers represent the potential obligations to repurchase equity interests issued to the sellers arising from possible violations of the Securities Act in connection with the issuance of equity interests to these sellers. The pending acquisition payable represents a portion of the purchase price of the Falcon acquisition funded by a portion of the proceeds of the Initial Public Offering.

(j) Represents the elimination of historical liabilities retained by the seller and the elimination of Falcon's historical redeemable preferred shares.

(k) Represents the elimination of historical deficit of $816.0 million related to the Falcon and InterMedia transfers.

NOTE B: Offering adjustments represent the issuance and sale by Charter Communications, Inc. of Class A common stock for net proceeds of $3.5 billion, the issuance and sale by Charter Communications Holding Company of a the January 2000 High Yield Notes used to repurchase the Falcon debentures, and the addition to other assets of a portion of the estimated expenses paid in connection with the issuance and sale of the the January 2000 High Yield Notes which were capitalized and will be amortized over the term of the related debt. The excess cash recorded in the pro forma balance sheet represents proceeds from the sale of common stock which was later used to finance a portion of the purchase of Avalon and Fanch and will be used to finance a portion of the purchase of Bresnan. Also included as an offering adjustment is the effect of consolidating Charter Communications Holding Company into Charter Communications, Inc., using historical carrying values based on Charter Communications, Inc.'s purchase of membership units, in Charter Communications Holding Company. This results in the $5.4 billion of members' equity in Charter Communications Holding Company becoming minority interest in the consolidated balance sheet of Charter Communications, Inc.

Minority interest is calculated as follows (dollars in thousands):

Charter Communications Holding Company historical member's equity.................	$ 4,380,994
Proceeds from Initial Public Offering...	4,291,870
Pro forma members' equity..	8,672,864
Minority interest percentage...	62.4%
Minority interest...	$ 5,411,867

Certain equity interests in Charter Communications Holding Company are exchangeable into common stock of Charter Communications, Inc. We assume no such equity interests have been exchanged. If all equity holders (other than Charter Communications, Inc.) in Charter Communications Holding Company exchanged all of their units for common stock, total stockholders' equity would increase by $5.4 billion and minority interest would decrease by $5.4 billion.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Charter Communications, Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CHARTER COMMUNICATIONS, INC.,
registrant

Dated January 25, 2000   By: /s/ KENT D. KALKWARF

Name: Kent D. Kalkwarf
Title: Senior Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)