CHARTER COMMUNICATIONS INC /MO/ Form 424B3 August 07, 2007

> As filed pursuant to Rule 424(b)(3) Registration Statement File No. 333-121561

PROSPECTUS SUPPLEMENT NO. 10 DATED AUGUST 6, 2007

Charter Communications, Inc.

This document supplements the Prospectus, dated April 13, 2006, Prospectus Supplement No. 1, dated April 14, 2006, Prospectus Supplement No. 2, dated May 30, 2006, Prospectus Supplement No. 3, dated June 27, 2006, Prospectus Supplement No. 4, dated September 20, 2006, Prospectus Supplement No. 5, dated October 4, 2006, Prospectus Supplement No. 6, dated November 14, 2006, Prospectus Supplement No. 7, dated December 13, 2006, Prospectus Supplement No. 8, dated December 21, 2006, Prospectus Supplement No. 9, dated June 1, 2007 and Prospectus Supplement No. 9A, dated June 26, 2007 (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Prospectus or delivered in connection therewith, the Prospectus and/or any SEC Report, as applicable, shall be deemed superseded by this Supplement.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, 2006;
- our quarterly reports on Form 10-Q for the quarter ended March 31, 2007 and June 30, 2007, and

• our current reports on Form 8-K filed on February 9, 2007, February 28, 2007, March 12, 2007, March 14, 2007, April 11, 2007, May 3, 2007, May 15, 2007 and August 2, 2007.

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.

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.

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:

		Convertible S	Shares of Commo Shares of Class A	f Class A on Stock		
	Amou Notes (Princ Amou Notes	int of	Common Stock Owned Before	Shares That
Selling Securityholder	Before (Offering	May B	e Sold	Offering	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	ψ	2,390,000	ψ	2,390,000	1,070,247	1,070,247
Convertible Arbitrage						
Fund II, L.P.	\$	350,000	\$	350,000	144,628	144,628
Argent Classic						
Convertible Arbitrage	¢	7 (70,000	¢	7 (70,000	2 1 (0 421	2 1 (0 421
Fund (Bermuda) Ltd. Argent Opportunities	\$	7,670,000	\$	7,670,000	3,169,421	3,169,421
Fund LLC	\$	150,000	\$	150,000	61,983	61,983
Banc of America	Ψ	150,000	Ψ	150,000	01,705	01,705
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

		Convertible	e S	S	Shares Comm hares of Class A	on St		
		Amount of Notes Owned		Princij Amoun Notes T	t of `hat	Common Stock Owned S Before		es That ay Be
Selling Securityholder	B	efore Offering		May Be	Sold (Offering	2	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				
Credit Suisse First Boston LLC (1)	\$	3,000,000	\$, ,	1,239,669			
CRT Capital Group LLC	\$	7,300,000	\$					
CSS, LLC	\$	1,500,000	\$	1,500,000	619,834	619	,834	
Cyrus Opportunities Master Fund	¢	0 000 000	¢	0 000 000	006.446	0.0	115	
II, Ltd.	\$	2,000,000	\$		826,446		,446	
DBAG London	\$	13,600,000	\$	13,600,000	5,619,834	5,619	,834	
D.E. Shaw Valence Portfolios,	¢	2 500 000	ሰ	2 500 000	1 446 000	1 4 4 6	200	
L.L.C.	\$	3,500,000	\$	3,500,000	1,446,280	1,446	,280	
Deephaven Domestic Convertible	¢	4 650 000	ሰ	4 (50 000	1 001 407	1 00 1	407	
Trading Ltd.	\$	4,650,000	\$		1,921,487			
Delaware Delchester Fund	\$ \$	1,080,000	\$, ,	446,280		6,280	
Delaware Diversified Income Fund Delaware Dividend Income Fund	ֆ \$	415,000	\$ \$		171,487		,487	
	Ф	557,000	ф	557,000	230,165	250	,165	
Delaware Group Equity Funds I-Delaware Balanced Fund Series	\$	10,000	\$	10,000	4,132	1	,132	
	φ	10,000	φ	10,000	4,132	4	,132	
Delaware High-Yield Opportunities Fund	\$	300,000	\$	300,000	123,966	122	,966	
Delaware VIP Diversified Income	φ	300,000	φ	300,000	125,900	125	,900	
Series	\$	65,000	\$	65,000	26,859	26	,859	
Delaware VIP High Yield Series	ֆ \$	655,000	ф \$		20,839		,661	
Deutsche Bank Securities Inc. (1)	.թ \$	4,584,000	۰ \$					
Dividend & Income Fund	ֆ \$	4,384,000	ф \$		68,181		,181	
DKR Saturn Multi-Strategy	φ	105,000	φ	105,000	00,101	08	,101	
Holding Fund Ltd.	\$	2,000,000	\$	2,000,000	826,446	826	,446	
Duma Master Fund, L.P.	ф \$	1,000,000	\$		413,223		,223	
Edge Investment Master Fund,	φ	1,000,000	φ	1,000,000	415,225	415	,225	
LTD	\$	3,500	\$	3,500	1,446	1	,446	
Empyrean Capital Fund, LP	\$	4,315,000	\$		1,783,057			
Empyrean Capital Overseas	Ψ	1,515,000	Ψ	1,515,000	1,705,057	1,705	,057	
Benefit Plan Fund, Ltd	\$	832,000	\$	832,000	343,801	343	,801	
Empyrean Capital Overseas Fund,	Ψ	002,000	Ψ	002,000	0.10,001	515	,001	
Ltd	\$	7,353,000	\$	7,353,000	3,038,429	3,038	.429	
Eton Park Fund, L.P.	\$	1,872,000	\$		773,553		,553	
Eton Park Master Fund, Ltd.	\$	2,928,000	\$		1,209,917			
Fidelity Advisor Series II: Fidelity	+	_,, _ ,,	Ŷ	_,, _0,000	-,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	-,=37	, 1	
Advisor High Income Advantage								
Fund (2)	\$	22,580,000	\$	22,580,000	9,330,578	9,330	,578	
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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

Amount of Amount of Notes OwnedPrincipal Amount of Notes OwnedStock Stock Notes OwnedStock May Be BeforeStock May Be BeforeStock May Be BeforeStock May Be BeforeStock May Be BeforeMay Be BeforeStock May Be BeforeMay Be BeforeStock May Be BeforeMay Be BeforeStock May Be May Be StockStock May Be StockStock May Be StockFore Opportunity Offshore Fund, Edode U.S. Convertible Arbitrage Fund, aggregated account of Geode Capital Master Fund Ltd. S Giobal Dividend & Incoment S Grave Mathed & Stock\$ 49,638,000\$ 1,239,6691,239,6691,239,669Grave Mathed & Stock Grave Mathed & Stock\$ 49,638,000\$ 5,000,0002,675,6192,675,6192,675,619Greywolf Capital Overseas Fund S Greywolf Capital Overseas Fund S Godyman, Ltd.\$ 1,525,000\$ 1,252,000630,165630,165Greywolf May Bertermational U.S. Bigberdige International U.S. Mathed Master Fund, S\$ 3,000,000\$ 1,230,06914,462VIII (Cayman), Ltd.\$ 3,000,000\$ 3,000,000\$ 3,000,0001,239,6691,440VIII (Cayman), Ltd.\$ 4,850,000\$ 1,230,0001,239,6691,440JP Morga Mathed Mas			Convertible	Sh	Shares of Common ares of lass A		
Selling SecurityholderBe/ore OfferingMay Be SolOfferingSoldFore Opportunity Fund, LP\$69,000\$28,51228,51228,512Fore Opportunity Offshore Fund, Ltd\$231,000\$231,00095,45495,454Gaia Offshore Master Fund Ltd\$77,000\$77,00031,81895,454Geode U.S. Convertible Arbitrage Fund, aggregated account of Geode**40,000\$40,0001,239,6691,239,669Global Dividend & Income Fund\$40,000\$40,0001,652816,528Goldman, Sachs & Co. (1)\$49,638,000\$4,053,0006,175,0002,675,619Grace Brothers, Ltd\$1,520,000\$1,525,000630,165Graveoff Capital Partners II LP\$1,525,000\$3,000,000826,446Guegenheim Portfolio Company VIII (Cayman), Ltd.\$1,525,000\$3,500051,652VIII (Qayman), Ltd.\$3,5000\$3,50001,44621,4462JP Morgan Securities LTD\$2,500,000\$2,97,5199,297,519KBC Financial Products USA Inc.\$4,885,000\$1,239,6691,239,669KBG Financial Products USA Inc.\$4,885,000\$2,017,2721,727,272Kindon Associates Kinghon Sacciates\$4,810,000\$3,475,2063,475,206Kinghon Sacciates\$4,810,000\$5,000,000\$2,661,15<		ľ		Amoun	t of S That C	Stock Dwned Sl	
Fore Opportunity Offshore Fund, Ltd\$ 231,000\$ 231,000 $95,454$ $95,454$ Gaia Offshore Master Fund Ltd.\$ 77,000\$ 77,000 $31,818$ $31,818$ 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)\$ 49,638,000\$ 49,638,000 $20,511,568$ $20,511,568$ Graveolf Capital Overseas Fund\$ $6,475,000$ \$ $6,775,000$ \$ $6,775,019$ $26,775,619$ Greywolf Capital Overseas Fund\$ $2,000,000$ \$ $2,200,000$ $826,446$ $826,446$ Guggenheim Portfolio Company¥ $1,138,000$ \$ $1,138,000$ $470,247$ $470,247$ HFR RVA Combined Master Trust\$ $125,000$ \$ $3,5000$ $12,39,669$ $1,239,669$ Institutional Benchmarks Master\$ $30,00,000$ \$ $3,000,000$ \$ $3,000,000$ $1,239,669$ Institutional Benchmarks Master\$ $30,000,000$ \$ $3,000,000$ $1,239,669$ $1,239,669$ Kamunting Street Master Fund,\$ $22,500,000$ \$ $2,2500,000$ $2,275,19$ $9,297,519$ KBC Financial Products USA Inc.\$ $4,885,000$ $20,18,594$ $20,18,594$ KDC Convertible Arbfund L.P.\$ $20,00,000$ \$ $2,000,000$ $26,6416$ $826,446$ Kingdon Associates\$ $4,180,000$ \$ $4,180,000$ $1,727,272$ $1,72,727$ Kingdon Associates\$ $4,180,000$ \$ $5,000,000$ </th <th>Selling Securityholder</th> <th>В</th> <th>efore Offering</th> <th>May Be</th> <th></th> <th></th> <th>•</th>	Selling Securityholder	В	efore Offering	May Be			•
Fore Opportunity Offshore Fund, Ltd\$ 231,000\$ 231,000\$ 231,000 $95,454$ $95,454$ Gaia Offshore Master Fund Ltd.\$ 77,000\$ 77,000 $31,818$ $31,818$ Geode U.S. Convertible Arbitrage Fund, aggregated account of Geode Capital Master Fund Ltd.\$ 3,000,000 $1,239,669$ $1,239,669$ Global Dividend & Income Fund\$ 49,638,000\$ 40,000 $16,528$ $16,528$ Goldman, Sachs & Co. (1)\$ 49,638,000\$ 49,638,000 $20,511,568$ $20,511,568$ Grave Brothers, Ltd.\$ 1,500,000\$ 1,500,000 $619,834$ $619,834$ Greywolf Capital Overseas Fund\$ 2,000,000\$ 2,000,000\$ 2,000,000\$ 26,446Guggenheim Portfolio Company\$ 1,138,000\$ 1,138,000 $470,247$ $470,247$ HFR RVA Combined Master Trust\$ 125,000\$ 125,000 $51,652$ $51,652$ High bridge International LLC\$ 36,520,000\$ 3,000,000 $1,239,669$ $1,239,669$ Kamunting Street Master Fund, LTD\$ 30,00,000\$ 3,000,000 $1,239,669$ $1,239,669$ Kamunting Street Master Fund, LTD\$ 22,500,000\$ 2,2500,000 $2,297,519$ $9,297,519$ KBC Financial Products USA Inc. KAGC Financial Products USA Inc. S 4,4180,000\$ 4,485,000 $2,18,594$ $20,18,594$ Lurde Ridge Capital, LP\$ 5,000,000\$ 5,000,000 $2,666,115$ $2,066,115$ Loba Convertible Arbfund L.P. S 5,000,000\$ 5,000,000 $2,43,801$ $243,801$ Lurde Ridge Capital, LP\$ 5,000,000\$	Fore Opportunity Fund, LP	\$	69,000	\$ 69,000	28,512	28,51	2
Gaia Offshore Master Fund Ltd. \$ 77,000 \$ 77,000 31,818 31,818 Geode U.S. Convertible Arbitrage Fund, aggregated account of Geode Capital Master Fund Ltd. \$ 3,000,000 \$ 2,300,000 1,239,669 1,239,669 Global Dividend & Income Fund \$ 40,000 \$ 40,000 16,528 16,528 Goldman, Sachs & Co. (1) \$ 49,638,000 \$ 47,638,000 2,675,619 2,675,619 Greve Brothers, Ltd. \$ 1,500,000 \$ 1,502,000 \$ 2,000,000 \$ 2,000,000 \$ 2,000,000 \$ 2,675,619 Greywolf Capital Partners II LP \$ 1,138,000 \$ 1,138,000 \$ 470,247 470,247 VIII (Cayman), Ltd. \$ 1,138,000 \$ 1,138,000 \$ 470,247 470,247 HFR RVA Combined Master Fund \$ 3,000,000 \$ 3,000,000 \$ 1,000,000 \$ 1,000,000 \$ 1,000,000 Institutional Benchmarks Master \$ 3,000,000 \$ 3,000,000 \$ 3,000,000 \$ 3,000,000 1,239,669 1,239,669 Kamunting Street Master Fund, \$ 2,2500,000 \$ 3,000,000 1,239,669 1,239,669 Kagoon Family Partnership \$ 4,885,000 2,018,594 2,018,594 2,018,594	Fore Opportunity Offshore Fund,						
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)\$ $49,638,000$ \$ $49,638,000$ $20,511,568$ $20,511,568$ Grace Brothers, Ltd.\$ $1,500,000$ \$ $1,500,000$ $619,834$ $619,834$ Greywolf Capital Overseas Fund\$ $6,475,000$ \$ $6,475,000$ $630,165$ $630,165$ 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 CompanyVIII (Cayman), Ltd.\$ $1,138,000$ \$ $1,138,000$ $470,247$ $470,247$ HFR RVA Combined Master Trust\$ $1,138,000$ \$ $1,239,669$ $1,590,907$ $15,090,907$ Institutional Benchmarks Master\$ $35,000$ \$ $3,000,000$ $1,239,669$ $1,239,669$ Kamunting Street Master Fund,\$ $35,000$ \$ $3,000,000$ $1,239,669$ $1,239,669$ Kamunting Street Master Fund,\$ $22,500,000$ \$ $2,2500,000$ $9,297,519$ $9,297,519$ KBC Financial Products USA Inc.\$ $4,885,000$ \$ $4,885,000$ $2,018,594$ $2,018,594$ KDC Convertible Arbfund L.P.\$ $2,000,000$ \$ $2,000,000$ $2,066,115$ $2,066,115$ Lugen Family Partnership\$ $6,34,000$ \$ $4,180,000$ $1,727,272$ $1,727,272$ Kingdon As	Ltd	\$	231,000	\$ 231,000	95,454	95,45	54
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 1,558 Goldman, Sachs & Co. (1) \$ 49,638,000 \$ 49,638,000 2,675,619 2,675,619 Grace Brothers, Ltd. \$ 1,500,000 \$ 1,500,000 \$ 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 \$ 1,138,000 \$ 1,138,000 470,247 470,247 HFR RVA Combined Master Turus \$ 125,000 \$ 1,520,000 15,090,907 15,090,907 Institutional Benchmarks Master \$ 3,000,000 \$ 3,000,000 1,239,669 1,239,669 Kamunting Street Master Fund, \$ 3,000,000 \$ 3,000,000 1,239,669 1,239,669 Kamunting Street Master Fund, \$ 2,2500,000 \$ 2,2500,000 9,297,519 9,297,519 Kamunting Street Master Fund, \$ 2,000,000 \$ 4,885,	Gaia Offshore Master Fund Ltd.	\$	77,000	\$ 77,000	31,818	31,81	8
Capital Master Fund Ltd.\$ 3,000,000\$ 3,000,0001,239,6691,239,669Global Dividend & Income Fund $40,000$ \$ 40,00016,52816,528Goldman, Sachs & Co. (1)\$ 49,638,000\$ 49,638,00020,511,56820,511,568Grace Brothers, Ltd.\$ 1,500,000\$ 1,500,000619,834Greywolf Capital Overseas Fund\$ 6,475,000\$ 6,475,000619,834Greywolf Capital Partners II LP\$ 1,525,000\$ 1,525,000630,165Gugenheim Portfolio Company\$ 1,138,000\$ 1,138,000470,247470,247HTR RVA Combined Master Trust\$ 125,000\$ 16,52051,65251,652Highbridge International LLC\$ 36,520,000\$ 36,520,00051,65251,652Nutritional Benchmarks Master\$ 35,000\$ 35,0001,239,6691,239,669Kamunting Street Master Fund,\$ 22,500,000\$ 22,500,0009,297,5199,297,519KBC Financial Products USA Inc.\$ 4,885,000\$ 4,885,0002,018,5942,018,594KDC Convertible Arbfund L.P.\$ 2,000,000\$ 2,000,0002,66,1152,066,115Lodined\$ 322,000\$ 5,000,0002,066,1152,066,115Lehman Brothers, Inc.\$ 5,000,000\$ 5,000,0002,066,1152,066,115Lehman Brothers, Inc.\$ 5,000,000\$ 5,000,0002,68,5152,066,115Lehman Brothers, Inc.\$ 5,000,000\$ 5,000,0002,685,5152,664,15Lehman Brothers, Inc.\$ 5,000,000\$ 5,000,0002,685,5152,666,115<	Geode U.S. Convertible Arbitrage						
Global Dividend & Income Fund \$ 40,000 \$ 40,000 16,528 16,528 Goldman, Sachs & Co. (1) \$ 49,638,000 \$ 49,638,000 20,511,568 20,511,568 Grace Brothers, Ltd. \$ 1,500,000 \$ 1,500,000 6,475,000 2,675,619 2,675,619 Greywolf Capital Overseas Fund \$ 2,000,000 \$ 2,000,000 82,6446 826,446 Guggenheim Portfolio Company \$ 1,138,000 \$ 1,138,000 470,247 470,247 HFR RVA Combined Master Trust \$ 125,000 \$ 1,250,000 51,652 51,652 Highbridge International LLC \$ 36,520,000 \$ 36,520,000 15,090,907 15,090,907 Institutional Benchmarks Master \$ 35,000 \$ 3,000,000 1,239,669 1,239,669 Kamunting Street Master Fund, \$ 22,500,000 \$ 2,201,8594 2,018,594 2,018,594 KDC Convertible Arbfund L.P. \$ 2,200,000 \$ 2,200,000 82,446 826,446 Kingdon Associates \$ 4,180,000 \$ 4,180,000 1,727,272 1,727,272 Kingdon Family Partnership \$ 634,000 \$ 4,180,000 1,727,272 1,727,272 Kingdon Family Partnership <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td>							
Goldman, Sachs & Co. (1)\$49,638,000\$\$ $49,638,000$ $20,511,568$ $20,511,568$ Grace Brothers, Ltd.\$1,500,000\$1,500,000 $619,834$ $619,834$ Greywolf Capital Partners II LP\$1,525,000\$ $630,165$ $630,165$ Greywolf High Yield Master Fund\$ $2,000,000$ $22,000,000$ $826,446$ Guggenheim Portfolio Company* $1,138,000$ $470,247$ $470,247$ VIII (Cayman), Ltd.\$ $1,138,000$ $$1,138,000$ $470,247$ $470,247$ HFR RVA Combined Master Trust\$ $125,000$ $$1652$ $51,652$ Highbridge International LLC\$ $36,520,000$ $$36,520,000$ $15,090,907$ Institutional Benchmarks MasterFund, Ltd.\$ $35,000$ $$3,000,000$ $1,239,669$ $1,239,669$ Kamunting Street Master Fund,LTD\$ $22,500,000$ $$2,000,000$ $826,446$ KDC Convertible Arbfund L.P.\$ $2,000,000$ $$2,000,000$ $826,446$ Kingdon Associates\$ $4,180,000$ $$4,180,000$ $2,72,72$ $1,72,727,727,727$ Kingdon Family Partnership\$ $634,000$ \$ $5,000,000$ $2,066,115$ LDG Limited\$ $322,000$ \$ $322,000$ $33,057$ $133,057$ Lawrel Ridge Capital, LP\$ $5,000,000$ $$5,000,000$ $2,066,115$ $2,066,115$ LDG Limited\$ $322,000$ \$ $$322,000$ $33,475,206$ $3,475,206$ <	•		3,000,000				
Grace Brothers, Ltd. \$ 1,500,000 \$ 1,500,000 \$ 6,475,000 2,675,619 2,675,619 Greywolf Capital Partners II LP \$ 1,525,000 \$ 1,525,000 \$ 2,675,619 2,675,619 Greywolf Migh Yield Master Fund \$ 2,000,000 \$ 2,000,000 \$ 26,446 826,446 Guggenheim Portfolio Company * 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 * * 35,000 \$ 35,000 1,462 14,462 JP Morgan Securities * * * 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 \$ 2,000,000 \$ 26,446 826,446 Kingdon Family Partnership \$ 634,000 \$ 4,180,000 1,727,272 1,727,272 Kingdon Family Partnership \$ 5,000,000	Global Dividend & Income Fund		40,000			,	
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 \$22,000,000 826,446 Guggenheim Portfolio Company * 1,138,000 470,247 470,247 VIII (Cayman), Ltd. \$ 1,138,000 \$36,520,000 \$1,652 51,652 Highbridge International LLC \$ 36,520,000 \$36,520,000 14,462 14,462 JP Morgan Securities * * * 1239,069 1,239,669 1,239,669 Kamunting Street Master Fund, * * 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 Kingdon Associates \$ 4,180,000 \$634,000 26,148 826,446 Kingdon Family Partnership \$643,000 \$5,000,000 \$26,446 82,6446 Lurel Ridge Capital, LP	Goldman, Sachs & Co. (1)	\$	49,638,000	\$ 49,638,000	20,511,568	20,511,56	8
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 \$ 1,652 51,652 Highbridge International LLC \$ 36,520,000 \$ 36,520,000 15,090,907 15,090,907 Institutional Benchmarks Master \$ 35,000 \$ 35,000 14,462 14,462 IP Morgan Securities \$ 3,000,000 \$ 3,000,000 1,239,669 1,239,669 Kamunting Street Master Fund, \$ 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 Kingdon Family Partnership \$ 634,000 \$ 4,180,000 1,727,272 1,727,272 Kingdon Family Partnership \$ 5,000,000 \$ 5,000,000 2,066,115 2,066,115 LDG Lim	Grace Brothers, Ltd.		1,500,000	\$ 1,500,000	619,834	619,83	4
Greywolf High Yield Master Fund \$ 2,000,000 \$ 2,000,000 \$ 26,446 826,446 Guggenheim Portfolio Company * 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 * 35,000 \$ 3,000,000 1,462 14,462 JP Morgan Securities * * * 1,239,669 1,239,669 Kamunting Street Master Fund, * * 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 Kingdon Associates \$ 4,180,000 \$ 4,180,000 1,727,272 1,727,272 Kingdon Family Partnership \$ 634,000 \$ 634,000 261,983 261,983 Laurel Ridge Capital, LP \$ 5,000,000 \$ 5,000,000 2,066,115 2,066,115 <t< td=""><td>Greywolf Capital Overseas Fund</td><td></td><td>6,475,000</td><td>\$ 6,475,000</td><td>2,675,619</td><td></td><td></td></t<>	Greywolf Capital Overseas Fund		6,475,000	\$ 6,475,000	2,675,619		
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\$ 35,000\$ 35,000 $14,462$ $14,462$ IP Morgan Securities\$ 3,000,000\$ 3,000,000 $1,239,669$ $1,239,669$ Kamunting Street Master Fund, LTD\$ 22,500,000\$ 22,500,000 $9,297,519$ 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 $826,446$ $826,446$ Kingdon Associates\$ 4,180,000\$ 4,180,000 $1,727,272$ $1,727,272$ Kingdon Family Partnership\$ 634,000\$ 634,000 $2,066,115$ $2,066,115$ 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 $3,475,206$ Lincoln National Life Insurance $590,000$ \$ 590,000 $2,43,801$ $243,801$ Lydian Overseas Partners Master $41,075,000$ \$ 1,075,000 $444,214$ $444,214$ Lyxor Context Fund Ltd.\$ 23,000\$ 2,3000 $9,504$ $9,504$ Lyxor Context Fund Ltd.\$ 1,075,000\$ 1,075,000 $4,539,668$ <td>Greywolf Capital Partners II LP</td> <td>\$</td> <td>1,525,000</td> <td>\$ 1,525,000</td> <td>630,165</td> <td>630,16</td> <td>5</td>	Greywolf Capital Partners II LP	\$	1,525,000	\$ 1,525,000	630,165	630,16	5
VIII (Cayman), Ltd.\$1,138,000\$1,138,000470,247470,247HFR RVA Combined Master Trust\$125,000\$125,00051,65251,652Highbridge International LLC\$36,520,000\$36,520,00015,090,90715,090,907Institutional Benchmarks Master*****Fund, Ltd.\$35,000\$35,00014,46214,462JP Morgan Securities*****(1)\$3,000,000\$3,000,0001,239,6691,239,669Kamunting Street Master Fund,*****LTD\$22,500,000\$22,500,0009,297,5199,297,519KBC Financial Products USA Inc.\$4,885,000\$4,885,0002,018,5942,018,594KDC Convertible Arbfund L.P.\$2,000,000\$2,000,000826,446826,446Kingdon Family Partnership\$634,000\$4,180,0001,727,2721,727,272Kingdon Family Partnership\$5,000,000\$5,000,0002,066,1152,066,115LDG Limited\$322,000\$322,000133,057133,057Lehman Brothers, Inc.\$5,000,000\$\$,000,0002,066,1152,066,115Lehman Brothers International****443,801Lyvari Context Fund Ltd.\$590,000\$\$,90,0002,43,801Lyvaror Co	Greywolf High Yield Master Fund	\$	2,000,000	\$ 2,000,000	826,446	826,44	-6
HFR RVA Combined Master Trust\$125,000\$125,00051,65251,652Highbridge International LLC\$36,520,000\$36,520,00015,090,90715,090,907Institutional Benchmarks Master\$35,000\$35,00014,46214,462JP Morgan Securities\$\$30,00,000\$3,000,0001,239,6691,239,669(1)\$3,000,000\$\$3,000,000\$2,297,5199,297,519Kamunting Street Master Fund,\$22,500,000\$2,208,0008,26,446826,446KDC Convertible Arbfund L.P.\$2,000,000\$2,000,0008,26,446826,446Kingdon Associates\$4,180,000\$4,180,0001,727,2721,727,272Kingdon Family Partnership\$634,000\$634,0002,61,983261,983Laurel Ridge Capital, LP\$5,000,000\$5,000,0002,066,1152,066,115LDG Limited\$322,000\$3,22,0003,475,2063,475,206Lincoln National Life Insurance\$\$5,900,000\$5,900,0002,43,801Company Separate Account 20\$\$590,000\$6,500,0002,685,9502,685,950Lydar Overseas Partners Master\$1,075,000\$1,075,00044,214444,214Lyxor Context Fund Ltd.\$1,075,000\$1,075,0004,539,6684,539,668	Guggenheim Portfolio Company						
Highbridge International LLC\$ 36,520,000\$ 36,520,00015,090,90715,090,907Institutional Benchmarks Master\$ 35,000\$ 35,00014,46214,462Fund, Ltd.\$ 3,000,000\$ 3,000,0001,239,6691,239,669Kamunting Street Master Fund,\$ 22,500,000\$ 22,500,0009,297,5199,297,519KBC Financial Products USA Inc.\$ 4,885,000\$ 4,885,0002,018,5942,018,594KDC Convertible Arbfund L.P.\$ 2,000,000\$ 2,000,000826,446826,446Kingdon Associates\$ 4,180,000\$ 4,180,000\$ 4,180,000261,983261,983Laurel Ridge Capital, LP\$ 5,000,000\$ 5,000,0002,066,1152,066,115LDG Limited\$ 322,000\$ 322,0003,3057133,057Lehman Brothers, Inc.\$ 5,000,000\$ 5,000,0002,446,8152,066,115Lerope\$ 8,410,000\$ 8,410,0003,475,2063,475,206Lincoln National Life Insurance\$ 590,000\$ 590,0002,685,9502,685,950Lydian Overseas Partners Master\$ 1,075,000\$ 1,075,000444,214Lyxor Gaia II Fund, Ltd.\$ 23,000\$ 23,0009,5049,504M Kingdon Offshore Ltd.\$ 10,986,000\$ 10,986,0004,539,6684,539,668	VIII (Cayman), Ltd.		1,138,000	\$ 1,138,000	470,247	470,24	-7
Institutional Benchmarks Master Fund, Ltd. \$ 35,000 \$ 35,000 14,462 14,462 JP Morgan Securities	HFR RVA Combined Master Trust	\$	125,000	\$ 125,000	51,652	51,65	52
Fund, Ltd.\$35,000\$35,00014,46214,462JP Morgan Securities	Highbridge International LLC	\$	36,520,000	\$ 36,520,000	15,090,907	15,090,90	07
JP Morgan Securities(1)\$ 3,000,000\$ 3,000,0001,239,669Kamunting Street Master Fund,LTD\$ 22,500,000\$ 22,500,0009,297,519KBC Financial Products USA Inc.\$ 4,885,000\$ 4,885,0002,018,594KDC Convertible Arbfund L.P.\$ 2,000,000\$ 2,000,000826,446Kingdon Associates\$ 4,180,000\$ 4,180,0001,727,272Kingdon Family Partnership\$ 634,000\$ 6,34,000261,983Laurel Ridge Capital, LP\$ 5,000,000\$ 5,000,0002,066,115LDG Limited\$ 322,000\$ 322,000133,057Lehman Brothers, Inc.\$ 5,000,000\$ 5,000,0002,066,115Lerope\$ 8,410,000\$ 4,114,0003,475,206Lincoln National Life Insurance V V Company Separate Account 20\$ 590,000\$ 590,0002,685,950Lyxor/ Context Fund Ltd.\$ 1,075,000\$ 1,075,000444,214Lyxor Gaia II Fund, Ltd.\$ 23,000\$ 23,0009,504M Kingdon Offshore Ltd.\$ 10,986,000\$ 10,986,0004,539,668	Institutional Benchmarks Master						
(1)\$ 3,000,000\$ 3,000,0001,239,6691,239,669Kamunting Street Master Fund, LTD\$ 22,500,000\$ 22,500,0009,297,5199,297,519KBC Financial Products USA Inc.\$ 4,885,000\$ 4,885,0002,018,5942,018,594KDC Convertible Arbfund L.P.\$ 2,000,000\$ 2,000,000826,446826,446Kingdon Associates\$ 4,180,000\$ 4,180,0001,727,2721,727,272Kingdon Family Partnership\$ 634,000\$ 634,000261,983261,983Laurel Ridge Capital, LP\$ 5,000,000\$ 5,000,0002,066,1152,066,115LDG Limited\$ 322,000\$ 322,000133,057133,057Lehman Brothers, Inc.\$ 5,000,000\$ 5,000,0002,066,1152,066,115Lehman Brothers International Europe\$ 8,410,000\$ 8,410,0003,475,2063,475,206Lincoln National Life Insurance Company Separate Account 20\$ 590,000\$ 590,0002,685,9502,685,950Lyxor / Context Fund Ltd.\$ 1,075,000\$ 1,075,000444,214444,214Lyxor Gaia II Fund, Ltd.\$ 23,000\$ 23,0009,5049,504M Kingdon Offshore Ltd.\$ 10,986,000\$ 10,986,0004,539,6684,539,668	Fund, Ltd.	\$	35,000	\$ 35,000	14,462	14,46	52
Kamunting Street Master Fund, LTD\$ 22,500,000\$ 22,500,0009,297,5199,297,519KBC Financial Products USA Inc.\$ 4,885,000\$ 4,885,0002,018,5942,018,594KDC Convertible Arbfund L.P.\$ 2,000,000\$ 2,000,000826,446826,446Kingdon Associates\$ 4,180,000\$ 4,180,0001,727,2721,727,272Kingdon Family Partnership\$ 634,000\$ 634,0002,066,1152,066,115Laurel Ridge Capital, LP\$ 5,000,000\$ 5,000,0002,066,1152,066,115LDG Limited\$ 322,000\$ 322,000133,057133,057Lehman Brothers, Inc.\$ 5,000,000\$ 5,000,0002,066,1152,066,115Lehman Brothers International10,900\$ 5,90,0003,475,206Lincoln National Life Insurance590,000\$ 590,0002,685,9502,685,950Lydian Overseas Partners Master1,075,000\$ 1,075,000444,214444,214Lydor Context Fund Ltd.\$ 1,075,000\$ 1,075,0004,539,6684,539,668	JP Morgan Securities						
LTD\$ 22,500,000\$ 22,500,0009,297,5199,297,519KBC Financial Products USA Inc.\$ 4,885,000\$ 4,885,0002,018,5942,018,594KDC Convertible Arbfund L.P.\$ 2,000,000\$ 2,000,000826,446826,446Kingdon Associates\$ 4,180,000\$ 4,180,0001,727,2721,727,272Kingdon Family Partnership\$ 634,000\$ 634,000261,983261,983Laurel Ridge Capital, LP\$ 5,000,000\$ 5,000,0002,066,1152,066,115LDG Limited\$ 322,000\$ 322,000133,057133,057Lehman Brothers, Inc.\$ 5,000,000\$ 5,000,0002,066,1152,066,115Lehman Brothers International\$ 8,410,000\$ 4,410,0003,475,2063,475,206Lincoln National Life Insurance\$ 590,000\$ 590,0002,685,9502,685,950Company Separate Account 20\$ 590,000\$ 6,500,0002,685,9502,685,950Lyxor / Context Fund Ltd.\$ 1,075,000\$ 1,075,000444,214444,214Lyxor Gaia II Fund, Ltd.\$ 23,000\$ 23,0009,5049,504M Kingdon Offshore Ltd.\$ 10,986,000\$ 10,986,0004,539,6684,539,668	(1)	\$	3,000,000	\$ 3,000,000	1,239,669	1,239,66	i9
KBC Financial Products USA Inc.\$4,885,000\$4,885,0002,018,5942,018,594KDC Convertible Arbfund L.P.\$2,000,000\$2,000,000826,446826,446Kingdon Associates\$4,180,000\$4,180,0001,727,2721,727,272Kingdon Family Partnership\$634,000\$634,000261,983261,983Laurel Ridge Capital, LP\$5,000,000\$5,000,0002,066,1152,066,115LDG Limited\$322,000\$322,000133,057133,057Lehman Brothers, Inc.\$5,000,000\$5,000,0002,066,1152,066,115Lehman Brothers International\$\$322,000\$3,475,2063,475,206Lincoln National Life Insurance\$\$590,000\$\$590,0002,685,9502,685,950Lydian Overseas Partners Master\$6,500,000\$6,500,0002,685,9502,685,9502,685,950Lyxor/ Context Fund Ltd.\$1,075,000\$1,075,0004,42,14444,214Lyxor Gaia II Fund, Ltd.\$23,000\$23,0009,5049,504M Kingdon Offshore Ltd.\$10,986,000\$10,986,0004,539,6684,539,668	Kamunting Street Master Fund,						
KDC Convertible Arbfund L.P.\$2,000,000\$2,000,000826,446826,446Kingdon Associates\$4,180,000\$4,180,0001,727,2721,727,272Kingdon Family Partnership\$634,000\$634,000261,983261,983Laurel Ridge Capital, LP\$5,000,000\$5,000,0002,066,1152,066,115LDG Limited\$322,000\$322,000133,057133,057Lehman Brothers, Inc.\$5,000,000\$5,000,0002,066,1152,066,115Lehman Brothers International\$\$5,000,000\$5,000,0003,475,206Lincoln National Life Insurance\$\$\$590,000\$\$\$Company Separate Account 20\$\$\$\$\$2,000,000\$\$Lydian Overseas Partners Master\$6,500,000\$6,500,0002,685,9502,685,950Lyxor/ Context Fund Ltd.\$1,075,000\$1,075,000\$23,000\$9,504M Kingdon Offshore Ltd.\$10,986,000\$10,986,0004,539,6684,539,668	LTD	\$	22,500,000	\$ 22,500,000	9,297,519	9,297,51	9
Kingdon Associates\$4,180,000\$4,180,0001,727,2721,727,272Kingdon Family Partnership\$634,000\$634,000261,983261,983Laurel Ridge Capital, LP\$5,000,000\$5,000,0002,066,1152,066,115LDG Limited\$322,000\$322,000133,057133,057Lehman Brothers, Inc.\$5,000,000\$5,000,0002,066,1152,066,115Lehman Brothers International\$5,000,000\$5,000,0002,066,1152,066,115Lehman Brothers International\$\$8,410,000\$8,410,0003,475,2063,475,206Lincoln National Life Insurance\$\$\$\$\$9,000\$\$243,801Lydian Overseas Partners Master\$\$\$\$\$9,000\$\$2,685,9502,685,950Lyxor/ Context Fund Ltd.\$1,075,000\$1,075,000\$444,214444,214Lyxor Gaia II Fund, Ltd.\$23,000\$23,0009,5049,504M Kingdon Offshore Ltd.\$10,986,000\$10,986,0004,539,6684,539,668	KBC Financial Products USA Inc.	\$	4,885,000	\$ 4,885,000	2,018,594	2,018,59	94
Kingdon Family Partnership\$634,000\$634,000261,983261,983Laurel Ridge Capital, LP\$5,000,000\$5,000,0002,066,1152,066,115LDG Limited\$322,000\$322,000133,057133,057Lehman Brothers, Inc.\$5,000,000\$5,000,0002,066,1152,066,115Lehman Brothers International\$\$5,000,000\$5,000,0002,066,1152,066,115Lehman Brothers International\$\$8,410,000\$8,410,0003,475,2063,475,206Lincoln National Life Insurance\$\$590,000\$\$590,000243,801243,801Lydian Overseas Partners Master\$\$6,500,000\$\$6,500,0002,685,9502,685,950Lyxor/ Context Fund Ltd.\$1,075,000\$1,075,000444,214444,214Lyxor Gaia II Fund, Ltd.\$23,000\$23,0009,5049,504M Kingdon Offshore Ltd.\$10,986,000\$10,986,0004,539,6684,539,668	KDC Convertible Arbfund L.P.	\$	2,000,000	\$ 2,000,000	826,446	826,44	-6
Laurel Ridge Capital, LP\$ 5,000,000\$ 5,000,0002,066,1152,066,115LDG Limited\$ 322,000\$ 322,000133,057133,057Lehman Brothers, Inc.\$ 5,000,000\$ 5,000,0002,066,1152,066,115Lehman Brothers International\$ 5,000,000\$ 5,000,0002,066,1152,066,115Europe\$ 8,410,000\$ 8,410,0003,475,2063,475,206Lincoln National Life Insurance\$ 590,000\$ 590,000243,801243,801Lydian Overseas Partners Master\$ 6,500,000\$ 6,500,0002,685,9502,685,950Lyxor/ Context Fund Ltd.\$ 1,075,000\$ 1,075,000444,214444,214Lyxor Gaia II Fund, Ltd.\$ 23,000\$ 23,0009,5049,504M Kingdon Offshore Ltd.\$ 10,986,000\$ 10,986,0004,539,6684,539,668	Kingdon Associates	\$	4,180,000	\$ 4,180,000	1,727,272	1,727,27	2
LDG Limited\$ 322,000\$ 322,000133,057133,057Lehman Brothers, Inc.\$ 5,000,000\$ 5,000,0002,066,1152,066,115Lehman Brothers InternationalEurope\$ 8,410,000\$ 8,410,0003,475,2063,475,206Lincoln National Life InsuranceCompany Separate Account 20\$ 590,000\$ 590,000243,801Lydian Overseas Partners MasterFund LP\$ 6,500,000\$ 6,500,0002,685,9502,685,950Lyxor/ Context Fund Ltd.\$ 1,075,000\$ 1,075,000444,214Lyxor Gaia II Fund, Ltd.\$ 23,000\$ 23,0009,5049,504M Kingdon Offshore Ltd.\$ 10,986,000\$ 10,986,0004,539,6684,539,668	Kingdon Family Partnership	\$	634,000	\$ 634,000	261,983	261,98	33
Lehman Brothers, Inc.\$ 5,000,000\$ 5,000,0002,066,1152,066,115Lehman Brothers InternationalEurope\$ 8,410,000\$ 8,410,0003,475,2063,475,206Lincoln National Life InsuranceCompany Separate Account 20\$ 590,000\$ 590,000243,801243,801Lydian Overseas Partners MasterFund LP\$ 6,500,000\$ 6,500,0002,685,9502,685,950Lyxor/ Context Fund Ltd.\$ 1,075,000\$ 1,075,000444,214444,214Lyxor Gaia II Fund, Ltd.\$ 23,000\$ 23,0009,5049,504M Kingdon Offshore Ltd.\$ 10,986,000\$ 10,986,0004,539,6684,539,668	Laurel Ridge Capital, LP	\$	5,000,000	\$ 5,000,000	2,066,115	2,066,11	.5
Lehman Brothers International \$ 8,410,000 \$ 8,410,000 3,475,206 3,475,206 Lincoln National Life Insurance \$ 590,000 \$ 590,000 243,801 243,801 Lydian Overseas Partners Master \$ 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 Lyxor Gaia II Fund, Ltd. \$ 23,000 \$ 23,000 9,504 9,504 M Kingdon Offshore Ltd. \$ 10,986,000 \$ 10,986,000 4,539,668 4,539,668	LDG Limited	\$	322,000	\$ 322,000	133,057	133,05	57
Europe\$8,410,000\$8,410,0003,475,2063,475,206Lincoln National Life Insurance590,000\$590,000243,801243,801Company Separate Account 20\$590,000\$590,000243,801243,801Lydian Overseas Partners Master*****Fund LP\$6,500,000\$6,500,0002,685,9502,685,950Lyxor/ Context Fund Ltd.\$1,075,000\$1,075,000444,214Lyxor Gaia II Fund, Ltd.\$23,000\$23,0009,5049,504M Kingdon Offshore Ltd.\$10,986,000\$10,986,0004,539,6684,539,668	Lehman Brothers, Inc.	\$	5,000,000	\$ 5,000,000	2,066,115	2,066,11	5
Lincoln National Life Insurance590,000590,000243,801243,801Company Separate Account 20\$590,000\$590,000243,801243,801Lydian Overseas Partners Master\$6,500,000\$6,500,0002,685,9502,685,950Fund LP\$6,500,000\$6,500,0002,685,9502,685,950Lyxor/ Context Fund Ltd.\$1,075,000\$1,075,000444,214Lyxor Gaia II Fund, Ltd.\$23,000\$23,0009,5049,504M Kingdon Offshore Ltd.\$10,986,000\$10,986,0004,539,6684,539,668	Lehman Brothers International						
Company Separate Account 20\$ 590,000\$ 590,000243,801243,801Lydian Overseas Partners MasterFund LP\$ 6,500,000\$ 6,500,0002,685,9502,685,950Lyxor/ Context Fund Ltd.\$ 1,075,000\$ 1,075,000444,214444,214Lyxor Gaia II Fund, Ltd.\$ 23,000\$ 23,0009,5049,504M Kingdon Offshore Ltd.\$ 10,986,000\$ 10,986,0004,539,6684,539,668	Europe	\$	8,410,000	\$ 8,410,000	3,475,206	3,475,20	6
Lydian Överseas Partners MasterFund LP\$ 6,500,000\$ 6,500,0002,685,9502,685,950Lyxor/ Context Fund Ltd.\$ 1,075,000\$ 1,075,000444,214444,214Lyxor Gaia II Fund, Ltd.\$ 23,000\$ 23,0009,5049,504M Kingdon Offshore Ltd.\$ 10,986,000\$ 10,986,0004,539,6684,539,668	Lincoln National Life Insurance						
Lydian Överseas Partners MasterFund LP\$ 6,500,000\$ 6,500,0002,685,9502,685,950Lyxor/ Context Fund Ltd.\$ 1,075,000\$ 1,075,000444,214444,214Lyxor Gaia II Fund, Ltd.\$ 23,000\$ 23,0009,5049,504M Kingdon Offshore Ltd.\$ 10,986,000\$ 10,986,0004,539,6684,539,668	Company Separate Account 20	\$	590,000	\$ 590,000	243,801	243,80	01
Lyxor/ Context Fund Ltd.\$ 1,075,000\$ 1,075,000444,214444,214Lyxor Gaia II Fund, Ltd.\$ 23,000\$ 23,0009,5049,504M Kingdon Offshore Ltd.\$ 10,986,000\$ 10,986,0004,539,6684,539,668							
Lyxor/ Context Fund Ltd.\$ 1,075,000\$ 1,075,000444,214444,214Lyxor Gaia II Fund, Ltd.\$ 23,000\$ 23,0009,5049,504M Kingdon Offshore Ltd.\$ 10,986,000\$ 10,986,0004,539,6684,539,668	Fund LP	\$	6,500,000	\$ 6,500,000	2,685,950	2,685,95	50
Lyxor Gaia II Fund, Ltd.\$ 23,000\$ 23,0009,5049,504M Kingdon Offshore Ltd.\$ 10,986,000\$ 10,986,0004,539,6684,539,668	Lyxor/ Context Fund Ltd.		1,075,000	\$ 1,075,000	444,214	444,21	4
M Kingdon Offshore Ltd. \$ 10,986,000 \$ 10,986,000 4,539,668 4,539,668	-	\$	23,000	\$ 23,000	9,504	9,50	94
		\$		\$ 3,391,000			

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
Nader Tavakoli	\$ 400,000	\$ 400,000	165,289	165,289
National Bank of Canada	\$ 700,000	\$ 700,000	289,256	289,256
Oppenheimer Capital Income Fund	\$ 5,000,000	\$ 5,000,000	2,066,115	2,066,115
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

		Convertible	Sh		f Class A on Stock		
	Amount of Notes Owned			Princij Amoun Notes T	tof S That C	ommon Stock Owned Before	Shares That May Be
Selling Securityholder	Be	efore Offering		May Be	Sold O	ffering	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	.	0.405.000	<i>(</i>	0.405.000	0.401.403	0.404	40.4
Income-Growth Trust	\$	8,425,000	\$	8,425,000	3,481,404	3,481,4	
Putnam High Income Bond Fund	\$	2,075,000	\$	2,075,000	857,437	857,4	
Quattro Fund Ltd.	\$	1,250,000	\$	1,250,000	516,528	516,	528
Raytheon Savings & Investment	¢	150.000	¢	150.000	(1.002	(1)	002
Plan Trust	\$ \$	150,000	\$	150,000	61,983	61,9	
Regiment Capital, Ltd.	Э	650,000	\$	650,000	268,595	268,	393
Ritchie Capital Structure Arbitrage	\$	12 000 000	¢	12 000 000	1 059 677	4 059	(77
Trading, Ltd. Bough Bank of Conada (Nershield)	Ф	12,000,000	Э	12,000,000	4,938,077	4,958,0	0//
Royal Bank of Canada (Norshield) (1)	\$	100,000	\$	100,000	41,322	<i>4</i> 1 ⁷	211
(1) Royal Bank of Ontario	.թ \$	2,000,000	ф \$	2,000,000	826,446	41,1 826,4	
Salomon Brothers Asset	ψ	2,000,000	φ	2,000,000	020,440	020,	++0
Management, Inc. (1)	\$	9,350,000	\$	9,350,000	3 863 635	3,863,	635
Saranac Capital Management L.P.	Ψ	7,550,000	ψ	7,550,000	5,005,055	5,005,	055
on behalf of Citigroup Alternative							
Investments Diversified Arbitrage							
Strategies Fund Ltd.	\$	357,000	\$	357,000	147,520	147,	520
Saranac Capital Management L.P.	Ψ	557,000	Ψ	557,000	117,520	117,	320
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

		Convertible Se	enior I		f Class A on Stock	
		mount of tes Owned	Aı	rincipal nount of otes That	Common Stock Owned Before	Shares That May Be
Selling Securityholder	Befo	ore Offering	May Be Sold		Offering	Sold
The PRS Convertible Arbitrage						
Master Fund	\$	75,000	\$	75,000	30,9	91 30,991
The PRS Convertible Arbitrage	*			10.000		
Master Fund II	\$	40,000	\$	40,000	16,5	28 16,528
The United States Life Insurance	¢	10,000	¢	40.000	165	16 500
Company in the City of New York	\$	40,000	\$	40,000	16,5	
TQA Master Fund, Ltd.	\$	2,836,000	\$	2,836,000	1,171,9	
TQA Master Plus Fund, Ltd.	\$	4,551,000	\$	4,551,000	1,880,5	78 1,880,578
Tribeca Global Convertible	¢	12 000 000	¢	12 000 000	4 059 6	77 4 059 677
Investments LTD UBS AG London Branch	\$ \$	12,000,000 45,500,000	\$	12,000,000 45,500,000	4,958,6 18,801,6	
UBS AG London F/ B/ O HFS	ֆ \$	5,000,000	\$ \$	43,300,000	2,066,1	
UBS O'Connor LLC F/B/O	φ	5,000,000	φ	3,000,000	2,000,1	15 2,000,115
O'Connor Global Convertible						
Arbitrage II Master Limited	\$	176,000	\$	176,000	72,7	27 72,727
UBS O'Connor LLC F/B/O	Ψ	170,000	Ψ	170,000	12,1	21 12,121
O'Connor Global Convertible						
Arbitrage Master Limited	\$	6,000,000	\$	6,000,000	2,479,3	38 2,479,338
Univest Convertible Arbitrage	Ψ	0,000,000	Ψ	0,000,000	2,477,5	2,177,550
Fund II Ltd. (Norshield)	\$	100,000	\$	100,000	41,3	22 41,322
USAA High-Yield Opportunities	Ψ	100,000	Ψ	100,000	11,5	
Fund	\$	50,000	\$	50,000	20,6	61 20,661
Van Kampen Harbor Fund	\$	1,200,000	\$	1,200,000	495,8	
Wachovia Bank National	Ŧ		Ŧ	_,,	.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	
Association	\$	2,295,000	\$	2,295,000	948,3	47 948,347
Whitebox Convertible Arbitrage		, ,		, ,	,	,
Partners, L.P.	\$	3,000,000	\$	3,000,000	1,239,6	69 1,239,669
Whitebox Hedged High Yield						
Partners, L.P.	\$	1,000,000	\$	1,000,000	413,2	413,223
White River Securities LLC	\$	1,000,000	\$	1,000,000	413,2	413,223
Wolverine Convertible Arbitrage						
Fund Limited	\$	250,000	\$	250,000	103,3	05 103,305
World Income Fund, Inc.	\$	800,000	\$	800,000	330,5	78 330,578
Yield Strategies Fund I, L.P.	\$	500,000	\$	500,000	206,6	11 206,611
Yield Strategies Fund II, L.P.	\$	500,000	\$	500,000	206,6	11 206,611
Zurich Institutional Benchmarks						
Master Fund Ltd. c/o TQA						
Investors, LLC	\$	696,000	\$	696,000	287,6	03 287,603

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.

If, after the date of this prospectus, a secultyholder 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.