

CHARTER COMMUNICATIONS, INC. /MO/  
Form SC 13G  
February 14, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**OMB APPROVAL**  
OMB Number: 3235-0145  
Expires: February 28, 2011  
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hours per response..... 10.4

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**CHARTER COMMUNICATIONS, INC.**

(Name of Issuer)

**Common Stock, par value \$0.001**

(Title of Class of Securities)

**16117M305**

(CUSIP Number)

**December 31, 2010**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 16117M305

1 Name of Reporting Persons.  
 I.R.S. Identification Nos. of Above Persons (Entities Only).  
 AP Charter Holdings (Sub), LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)  
 (a)  o  
 (b)  x

3 SEC Use Only

4 Citizenship or Place of Organization  
 Delaware

	5	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6	Shared Voting Power 30,621,376 shares of Class A common stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 30,621,376 shares of Class A common stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
 30,621,376 shares of Class A common stock

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  x

11 Percent of Class Represented by Amount in Row (9)  
 29.2%

12 Type of Reporting Person (See Instructions)  
 OO

CUSIP No. 16117M305

- 1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).  
Red Bird, L.P.
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  o  
(b)  x
- 3 SEC Use Only
- 4 Citizenship or Place of Organization  
Cayman Islands
- |  |   |  |
|--|---|--|
|  | 5 | Sole Voting Power  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With: | 6 | Shared Voting Power<br>1,386,366 shares of Class A common stock  |
|  | 7 | Sole Dispositive Power   |
|  | 8 | Shared Dispositive Power<br>1,386,366 shares of Class A common stock                                     |
|  | 9 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>1,386,366 shares of Class A common stock |
- 10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  x
- 11 Percent of Class Represented by Amount in Row (9)  
1.2%
- 12 Type of Reporting Person (See Instructions)  
PN

CUSIP No. 16117M305

1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).  
Blue Bird, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)

3 SEC Use Only

4 Citizenship or Place of Organization  
Cayman Islands

5 Sole Voting Power

Number of Shares Beneficially Owned by Each Reporting Person With: 6 Shared Voting Power  
495,896 shares of Class A common stock

7 Sole Dispositive Power

8 Shared Dispositive Power  
495,896 shares of Class A common stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
495,896 shares of Class A common stock

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row (9)  
0.4%

12 Type of Reporting Person (See Instructions)  
PN

CUSIP No. 16117M305

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Green Bird, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Cayman Islands
5	Sole Voting Power
6	Shared Voting Power 204,929 shares of Class A common stock
7	Sole Dispositive Power
8	Shared Dispositive Power 204,929 shares of Class A common stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 204,929 shares of Class A common stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.2%
12	Type of Reporting Person (See Instructions) PN

CUSIP No. 16117M305

1 Name of Reporting Persons.  
 I.R.S. Identification Nos. of Above Persons (Entities Only).  
 AAA Co-Invest VI BC, Ltd.

2 Check the Appropriate Box if a Member of a Group (See Instructions)  
 (a)   
 (b)

3 SEC Use Only

4 Citizenship or Place of Organization  
 Cayman Islands

	5	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6	Shared Voting Power 1,362,618 shares of Class A common stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 1,362,618 shares of Class A common stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
 1,362,618 shares of Class A common stock

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row (9)  
 1.2%

12 Type of Reporting Person (See Instructions)  
 CO

CUSIP No. 16117M305

1 Name of Reporting Persons.  
 I.R.S. Identification Nos. of Above Persons (Entities Only).  
 AAA Co-Invest VII BC, Ltd.

2 Check the Appropriate Box if a Member of a Group (See Instructions)  
 (a)   
 (b)

3 SEC Use Only

4 Citizenship or Place of Organization  
 Cayman Islands

	5	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6	Shared Voting Power 925,488 shares of Class A common stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 925,488 shares of Class A common stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
 925,488 shares of Class A common stock

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row (9)  
 0.8%

12 Type of Reporting Person (See Instructions)  
 CO

CUSIP No. 16117M305

1 Name of Reporting Persons.  
 I.R.S. Identification Nos. of Above Persons (Entities Only).  
 AP Charter Holdings, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)  
 (a)  o  
 (b)  x

3 SEC Use Only

4 Citizenship or Place of Organization  
 Delaware

	5	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6	Shared Voting Power 31,315,736 shares of Class A common stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 31,315,736 shares of Class A common stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
 31,315,736 shares of Class A common stock

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  x

11 Percent of Class Represented by Amount in Row (9)  
 27.9%

12 Type of Reporting Person (See Instructions)  
 PN



CUSIP No. 16117M305

1 Name of Reporting Persons.  
 I.R.S. Identification Nos. of Above Persons (Entities Only).  
 Apollo Advisors VI, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)  
 (a)  o  
 (b)  x

3 SEC Use Only

4 Citizenship or Place of Organization  
 Delaware

	5	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6	Shared Voting Power 31,315,736 shares of Class A common stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 31,315,736 shares of Class A common stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
 31,315,736 shares of Class A common stock

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  x

11 Percent of Class Represented by Amount in Row (9)  
 27.9%

12 Type of Reporting Person (See Instructions)  
 PN

CUSIP No. 16117M305

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Capital Management VI, LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 31,315,736 shares of Class A common stock
7	Sole Dispositive Power
8	Shared Dispositive Power 31,315,736 shares of Class A common stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 31,315,736 shares of Class A common stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 27.9%
12	Type of Reporting Person (See Instructions) OO

CUSIP No. 16117M305

1 Name of Reporting Persons.  
 I.R.S. Identification Nos. of Above Persons (Entities Only).  
 Apollo Advisors VII, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)  
 (a)   
 (b)

3 SEC Use Only

4 Citizenship or Place of Organization  
 Delaware

	5	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6	Shared Voting Power 31,315,736 shares of Class A common stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 31,315,736 shares of Class A common stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
 31,315,736 shares of Class A common stock

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row (9)  
 27.9%

12 Type of Reporting Person (See Instructions)  
 PN

CUSIP No. 16117M305

1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).  
Apollo Capital Management VII, LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)

3 SEC Use Only

4 Citizenship or Place of Organization  
Delaware

	5	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6	Shared Voting Power 31,315,736 shares of Class A common stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 31,315,736 shares of Class A common stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
31,315,736 shares of Class A common stock

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row (9)  
27.9%

12 Type of Reporting Person (See Instructions)  
OO

CUSIP No. 16117M305

1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).  
Apollo Principal Holdings I, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)

3 SEC Use Only

4 Citizenship or Place of Organization  
Delaware

	5	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6	Shared Voting Power 31,315,736 shares of Class A common stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 31,315,736 shares of Class A common stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
31,315,736 shares of Class A common stock

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row (9)  
27.9%

12 Type of Reporting Person (See Instructions)  
PN

CUSIP No. 16117M305

1 Name of Reporting Persons.  
 I.R.S. Identification Nos. of Above Persons (Entities Only).  
 Apollo Principal Holdings I GP, LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)  
 (a)   
 (b)

3 SEC Use Only

4 Citizenship or Place of Organization  
 Delaware

	5	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6	Shared Voting Power 31,315,736 shares of Class A common stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 31,315,736 shares of Class A common stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
 31,315,736 shares of Class A common stock

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row (9)  
 27.9%

12 Type of Reporting Person (See Instructions)  
 OO

CUSIP No. 16117M305

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Red Bird GP, Ltd.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Cayman Islands
5	Sole Voting Power
6	Shared Voting Power 1,386,366 shares of Class A common stock
7	Sole Dispositive Power
8	Shared Dispositive Power 1,386,366 shares of Class A common stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,386,366 shares of Class A common stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 1.2%
12	Type of Reporting Person (See Instructions) CO

CUSIP No. 16117M305

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Blue Bird GP, Ltd.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Cayman Islands
5	Sole Voting Power
6	Shared Voting Power 495,896 shares of Class A common stock
7	Sole Dispositive Power
8	Shared Dispositive Power 495,896 shares of Class A common stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 495,896 shares of Class A common stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.4%
12	Type of Reporting Person (See Instructions) CO



CUSIP No. 16117M305

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Green Bird GP, Ltd.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Cayman Islands
5	Sole Voting Power
6	Shared Voting Power 204,929 shares of Class A common stock
7	Sole Dispositive Power
8	Shared Dispositive Power 204,929 shares of Class A common stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 204,929 shares of Class A common stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.2%
12	Type of Reporting Person (See Instructions) CO

CUSIP No. 16117M305

- 1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).  
AAA Guarantor Co-Invest VI, L.P.
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
- 3 SEC Use Only
- 4 Citizenship or Place of Organization  
Guernsey
- |  |   |  |
|--|---|--|
|  | 5 | Sole Voting Power  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With: | 6 | Shared Voting Power<br>1,362,618 shares of Class A common stock  |
|  | 7 | Sole Dispositive Power   |
|  | 8 | Shared Dispositive Power<br>1,362,618 shares of Class A common stock                                     |
|  | 9 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>1,362,618 shares of Class A common stock |
- 10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
- 11 Percent of Class Represented by Amount in Row (9)  
1.2%
- 12 Type of Reporting Person (See Instructions)  
PN

CUSIP No. 16117M305

1 Name of Reporting Persons.  
 I.R.S. Identification Nos. of Above Persons (Entities Only).  
 AAA Guarantor Co-Invest VII, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)  
 (a)   
 (b)

3 SEC Use Only

4 Citizenship or Place of Organization  
 Guernsey

	5	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6	Shared Voting Power 925,488 shares of Class A common stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 925,488 shares of Class A common stock
	9	Aggregate Amount Beneficially Owned by Each Reporting Person 925,488 shares of Class A common stock

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row (9)  
 0.8%

12 Type of Reporting Person (See Instructions)  
 PN

CUSIP No. 16117M305

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo SVF Management, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 1,882,262 shares of Class A common stock
7	Sole Dispositive Power
8	Shared Dispositive Power 1,882,262 shares of Class A common stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,882,262 shares of Class A common stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 1.7%
12	Type of Reporting Person (See Instructions) PN

CUSIP No. 16117M305

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo SVF Management GP, LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 1,882,262 shares of Class A common stock
7	Sole Dispositive Power
8	Shared Dispositive Power 1,882,262 shares of Class A common stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,882,262 shares of Class A common stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/> x
11	Percent of Class Represented by Amount in Row (9) 1.7%
12	Type of Reporting Person (See Instructions) OO

CUSIP No. 16117M305

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Value Management, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 204,929 shares of Class A common stock
7	Sole Dispositive Power
8	Shared Dispositive Power 204,929 shares of Class A common stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 204,929 shares of Class A common stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.2%
12	Type of Reporting Person (See Instructions) PN

CUSIP No. 16117M305

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Value Management GP, LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 204,929 shares of Class A common stock
7	Sole Dispositive Power
8	Shared Dispositive Power 204,929 shares of Class A common stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 204,929 shares of Class A common stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.2%
12	Type of Reporting Person (See Instructions) OO

CUSIP No. 16117M305

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Capital Management, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 2,087,191 shares of Class A common stock
7	Sole Dispositive Power
8	Shared Dispositive Power 2,087,191 shares of Class A common stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 2,087,191 shares of Class A common stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 1.8%
12	Type of Reporting Person (See Instructions) PN



CUSIP No. 16117M305

1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).  
Apollo Capital Management GP, LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  o  
(b)  x

3 SEC Use Only

4 Citizenship or Place of Organization  
Delaware

	5	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6	Shared Voting Power 2,087,191 shares of Class A common stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 2,087,191 shares of Class A common stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
2,087,191 shares of Class A common stock

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  x

11 Percent of Class Represented by Amount in Row (9)  
1.8%

12 Type of Reporting Person (See Instructions)  
OO

CUSIP No. 16117M305

- 1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).  
Apollo SOMA Advisors, L.P.
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  o  
(b)  x
- 3 SEC Use Only
- 4 Citizenship or Place of Organization  
Delaware
- |  |   |  |
|--|---|--|
|  | 5 | Sole Voting Power  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With: | 6 | Shared Voting Power<br>1,386,366 shares of Class A common stock  |
|  | 7 | Sole Dispositive Power   |
|  | 8 | Shared Dispositive Power<br>1,386,366 shares of Class A common stock                                     |
|  | 9 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>1,386,366 shares of Class A common stock |
- 10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  x
- 11 Percent of Class Represented by Amount in Row (9)  
1.2%
- 12 Type of Reporting Person (See Instructions)  
PN

CUSIP No. 16117M305

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo SOMA Capital Management, LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 1,386,366 shares of Class A common stock
7	Sole Dispositive Power
8	Shared Dispositive Power 1,386,366 shares of Class A common stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,386,366 shares of Class A common stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/> x
11	Percent of Class Represented by Amount in Row (9) 1.2%
12	Type of Reporting Person (See Instructions) OO

CUSIP No. 16117M305

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo SVF Advisors, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 495,896 shares of Class A common stock
7	Sole Dispositive Power
8	Shared Dispositive Power 495,896 shares of Class A common stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 495,896 shares of Class A common stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/> x
11	Percent of Class Represented by Amount in Row (9) 0.4%
12	Type of Reporting Person (See Instructions) PN

CUSIP No. 16117M305

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo SVF Capital Management, LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 495,896 shares of Class A common stock
7	Sole Dispositive Power
8	Shared Dispositive Power 495,896 shares of Class A common stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 495,896 shares of Class A common stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.4%
12	Type of Reporting Person (See Instructions) OO

CUSIP No. 16117M305

1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).  
Apollo Value Advisors, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)

3 SEC Use Only

4 Citizenship or Place of Organization  
Delaware

	5	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6	Shared Voting Power 204,929 shares of Class A common stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 204,929 shares of Class A common stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
204,929 shares of Class A common stock

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row (9)  
0.2%

12 Type of Reporting Person (See Instructions)  
PN

CUSIP No. 16117M305

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Value Capital Management, LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 204,929 shares of Class A common stock
7	Sole Dispositive Power
8	Shared Dispositive Power 204,929 shares of Class A common stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 204,929 shares of Class A common stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.2%
12	Type of Reporting Person (See Instructions) OO

CUSIP No. 16117M305

1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).  
Apollo Principal Holdings II, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  o  
(b)  x

3 SEC Use Only

4 Citizenship or Place of Organization  
Delaware

5 Sole Voting Power

Number of Shares Beneficially Owned by Each Reporting Person With: 6 Shared Voting Power  
2,087,191 shares of Class A common stock

7 Sole Dispositive Power

8 Shared Dispositive Power  
2,087,191 shares of Class A common stock

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
2,087,191 shares of Class A common stock

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  x

11 Percent of Class Represented by Amount in Row (9)  
1.8%

12 Type of Reporting Person (See Instructions)  
PN



CUSIP No. 16117M305

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Principal Holdings II GP, LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 2,087,191 shares of Class A common stock
7	Sole Dispositive Power
8	Shared Dispositive Power 2,087,191 shares of Class A common stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 2,087,191 shares of Class A common stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 1.8%
12	Type of Reporting Person (See Instructions) OO

CUSIP No. 16117M305

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). AAA MIP Limited
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Guernsey
5	Sole Voting Power
6	Shared Voting Power 2,288,106 shares of Class A common stock
7	Sole Dispositive Power
8	Shared Dispositive Power 2,288,106 shares of Class A common stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 2,288,106 shares of Class A common stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 2.0%
12	Type of Reporting Person (See Instructions) CO

CUSIP No. 16117M305

- 1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).  
Apollo Alternative Assets, L.P.
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  o  
(b)  x
- 3 SEC Use Only
- 4 Citizenship or Place of Organization  
Cayman Islands
- |  |   |  |
|--|---|--|
|  | 5 | Sole Voting Power  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With: | 6 | Shared Voting Power<br>2,288,106 shares of Class A common stock  |
|  | 7 | Sole Dispositive Power   |
|  | 8 | Shared Dispositive Power<br>2,288,106 shares of Class A common stock                                     |
|  | 9 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>2,288,106 shares of Class A common stock |
- 10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  x
- 11 Percent of Class Represented by Amount in Row (9)  
2.0%
- 12 Type of Reporting Person (See Instructions)  
PN

CUSIP No. 16117M305

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo International Management, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 2,288,106 shares of Class A common stock
7	Sole Dispositive Power
8	Shared Dispositive Power 2,288,106 shares of Class A common stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 2,288,106 shares of Class A common stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 2.0%
12	Type of Reporting Person (See Instructions) PN

CUSIP No. 16117M305

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo International Management GP, LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 2,288,106 shares of Class A common stock
7	Sole Dispositive Power
8	Shared Dispositive Power 2,288,106 shares of Class A common stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 2,288,106 shares of Class A common stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/> x
11	Percent of Class Represented by Amount in Row (9) 2.0%
12	Type of Reporting Person (See Instructions) OO

CUSIP No. 16117M305

- 1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).  
Apollo Management Holdings, L.P.
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  o  
(b)  x
- 3 SEC Use Only
- 4 Citizenship or Place of Organization  
Delaware
- |  |   |  |
|--|---|--|
|  | 5 | Sole Voting Power  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With: | 6 | Shared Voting Power<br>2,288,106 shares of Class A common stock  |
|  | 7 | Sole Dispositive Power   |
|  | 8 | Shared Dispositive Power<br>2,288,106 shares of Class A common stock                                     |
|  | 9 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>2,288,106 shares of Class A common stock |
- 10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  x
- 11 Percent of Class Represented by Amount in Row (9)  
2.0%
- 12 Type of Reporting Person (See Instructions)  
PN

CUSIP No. 16117M305

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Management Holdings GP, LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 2,288,106 shares of Class A common stock
7	Sole Dispositive Power
8	Shared Dispositive Power 2,288,106 shares of Class A common stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 2,288,106 shares of Class A common stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/> x
11	Percent of Class Represented by Amount in Row (9) 2.0%
12	Type of Reporting Person (See Instructions) OO

**Item 1.**

- (a) Name of Issuer  
Charter Communications, Inc.
- (b) Address of Issuer's Principal Executive Offices  
12405 Powerscourt Drive  
  
St. Louis, Missouri 63131

**Item 2.**

- (a) Name of Person Filing

This statement reflects the reorganization of AP Charter Holdings, L.P. that occurred in February 2011, including the formation of, and contribution of shares of the Class A common stock of the Issuer to, a wholly-owned subsidiary of AP Charter Holdings, L.P., the distribution by AP Charter Holdings, L.P. of certain shares of the Issuer's Class A common stock, and warrants to purchase shares of Class A common stock issued by the Issuer, to certain of its limited partners, and the substitution of new general partners of AP Charter Holdings, L.P. Accordingly, the record ownership and the beneficial ownership of the Issuer's Class A common stock and warrants to purchase Class A common stock reported herein is reported as of the date this statement is filed.

This statement is filed by (i) AP Charter Holdings (Sub), LLC ( AP Charter Sub ), (ii) Red Bird, L.P. ( Red Bird ), (iii) Blue Bird, L.P. ( Blue Bird ), (iv) Green Bird, L.P. ( Green Bird ), (v) AAA Co-Invest VI BC, Ltd. ( AAA VI ), (vi) AAA Co-Invest VII BC, Ltd. ( AAA VII ), (vii) AP Charter Holdings, L.P. ( AP Charter ), (viii) Apollo Advisors VI, L.P. ( Advisors VI ), (ix) Apollo Capital Management VI, LLC ( ACM VI ), (x) Apollo Advisors VII, L.P. ( Advisors VII ), (xi) Apollo Capital Management VII, LLC ( ACM VII ), (xii) Apollo Principal Holdings I, L.P. ( Principal I ), (xiii) Apollo Principal Holdings I GP, LLC ( Principal I GP ), (xiv) Red Bird GP, Ltd. ( Red Bird GP ), (xv) Blue Bird GP, Ltd. ( Blue Bird GP ), (xvi) Green Bird GP, Ltd. ( Green Bird GP ), (xvii) AAA Guarantor Co-Invest VI, L.P. ( AAA Guarantor VI ), (xviii) AAA Guarantor Co-Invest VII, L.P. ( AAA Guarantor VII ), (xix) Apollo SVF Management, L.P. ( SVF Management ), (xx) Apollo SVF Management GP, LLC ( SVF Management GP ), (xxi) Apollo Value Management, L.P. ( Value Management ), (xxii) Apollo Value Management GP, LLC ( Value Management GP ), (xxiii) Apollo Capital Management, L.P. ( Capital Management ), (xxiv) Apollo Capital Management GP, LLC ( Capital Management GP ), (xxv) Apollo SOMA Advisors, L.P. ( SOMA Advisors ), (xxvi) Apollo SOMA Capital Management, LLC ( SOMA Capital Management ), (xxvii) Apollo SVF Advisors, L.P. ( SVF Advisors ), (xxviii) Apollo SVF Capital Management, LLC ( SVF Capital Management ), (xxix) Apollo Value Advisors, L.P. ( Value Advisors ), (xxx) Apollo Value Capital Management, LLC ( Value Capital Management ), (xxxi) Apollo Principal Holdings II, L.P. ( Principal II ), (xxxii) Apollo Principal Holdings II GP, LLC ( Principal II GP ), (xxxiii) AAA MIP Limited ( AAA MIP ), (xxxiv) Apollo Alternative Assets, L.P. ( Alternative Assets ), (xxxv) Apollo International Management, L.P. ( Intl Management ), (xxxvi) Apollo International Management GP, LLC ( International GP ), (xxxvii) Apollo Management Holdings, L.P. ( Management Holdings ), and (xxxviii) Apollo Management Holdings GP, LLC ( Management Holdings GP ), all of which are collectively referred to herein as the Reporting Persons.



AP Charter Sub, Red Bird, Blue Bird, Green Bird, AAA VI and AAA VII each hold shares of the Class A common stock of the Issuer. AP Charter serves as the sole member and manager of AP Charter Sub. Advisors VI and Advisors VII serve as the general partners of AP Charter. ACM VI serves as the general partner of Advisors VI and ACM VII serves as the general partner of Advisors VII. Principal Holdings I serves as the sole member and manager of each of ACM VI and ACM VII. Principal I GP serves as the general partner of Principal I. Red Bird GP serves as the general partner of Red Bird, Blue Bird GP serves as the general partner of Blue Bird, and Green Bird GP serves as the general partner of Green Bird. AAA Guarantor VI serves as the sole shareholder of AAA VI, and AAA Guarantor VII serves as the sole shareholder of AAA VII. SVF Management serves as the director of each of Red Bird GP and Blue Bird GP, and Value Management serves as the director of Green Bird GP. SVF Management GP serves as the general partner of SVF Management and Value Management GP serves as the general partner of Value Management. Capital Management serves as the sole member and manager of each of SVF Management GP and Value Management GP. Capital Management GP serves as the general partner of Capital Management. SOMA Advisors serves as the sole shareholder of Red Bird GP, SVF Advisors serves as the sole shareholder of Blue Bird GP, and Value Advisors serves as the sole shareholder of Green Bird GP. SOMA Capital Management serves as the general partner of SOMA Advisors, SVF Capital Management serves as the general partner of SVF Advisors, and Value Capital Management serves as the general partner of Value Advisors. Principal II serves as the sole member and manager of each of SOMA Capital Management, SVF Capital Management and Value Capital Management. Principal II GP serves as the general partner of Principal II. AAA MIP serves as the general partner of each of AAA Guarantor VI and AAA Guarantor VII. Alternative Assets provides management services to AAA MIP. Intl Management serves as the managing general partner of Alternative Assets, and International GP serves as the general partner of Intl Management. Management Holdings serves as the sole member and manager of each of Capital Management GP and International GP, and Management Holdings GP serves as the general partner of Management Holdings.

- (b) Address of Principal Business Office or, if none, Residence

The principal address of AP Charter Sub, AP Charter, Advisors VI, ACM VI, Advisors VII, ACM VII, Principal I, Principal I GP, SOMA Advisors, SOMA Capital Management, SVF Advisors, SVF Capital Management, Value Advisors, Value Capital Management, Principal II, Principal II GP and Alternative Assets is One Manhattanville Road, Suite 201, Purchase, New York 10577. The principal address of Red Bird, Red Bird GP, Blue Bird, Blue Bird GP, Green Bird, Green Bird GP, AAA VI and AAA VII is Walkers Corporate Services Limited, P.O. Box 908-GT, Walker House, 87 Mary Street, George Town, Grand Cayman KY1-9005, Cayman Islands. The principal address of AAA Guarantor VI, AAA Guarantor VII and AAA MIP is Trafalgar Court, Les Banques, GY1 3QL, St. Peter Port, Guernsey, Channel Islands. The principal address of SVF Management, SVF Management GP, Value Management, Value Management GP, Capital Management, Capital Management GP, Intl Management, International GP, Management Holdings and Management Holdings GP is 9 W. 57th Street, 43rd Floor, New York, NY 10019.

(c) Citizenship

AP Charter, Advisors VI, Advisors VII, Principal I, SVF Management, Value Management, Capital Management, SOMA Advisors, SVF Advisors, Value Advisors, Principal II, Intl Management and Management Holdings are each Delaware limited partnerships. AP Charter Sub, ACM VI, ACM VII, Principal I GP, SVF Management GP, Value Management GP, Capital Management GP, SOMA Capital Management, SVF Capital Management, Value Capital Management, Principal II GP, International GP and Management Holdings GP are each Delaware limited liability companies. Red Bird, Blue Bird, Green Bird and Alternative Assets are each exempted limited partnerships registered in the Cayman Islands. Red Bird GP, Blue Bird GP, Green Bird GP, AAA VI and AAA VII are each exempted companies incorporated in the Cayman Islands with limited liability. AAA Guarantor VI and AAA Guarantor VII are each Guernsey limited partnerships, and AAA MIP is a limited company incorporated in Guernsey.

(d) Title of Class of Securities

(e) Class A common stock, par value \$0.001 (the Common Stock ).  
CUSIP Number

16117M305

**Item 3.** If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:  
Not applicable.

**Item 4. Ownership.**

(a) Amount beneficially owned:

AP Charter Sub:	30,621,376 shares of Class A common stock
Red Bird:	1,386,366 shares of Class A common stock
Blue Bird:	495,896 shares of Class A common stock
Green Bird:	204,929 shares of Class A common stock
AAA VI:	1,362,618 shares of Class A common stock
AAA VII:	925,488 shares of Class A common stock
AP Charter:	31,315,736 shares of Class A common stock
Advisors VI:	31,315,736 shares of Class A common stock
Advisors VII:	31,315,736 shares of Class A common stock
ACM VI:	31,315,736 shares of Class A common stock
ACM VII:	31,315,736 shares of Class A common stock
Principal I:	31,315,736 shares of Class A common stock
Principal I GP:	31,315,736 shares of Class A common stock
Red Bird GP:	1,386,366 shares of Class A common stock
Blue Bird GP:	495,896 shares of Class A common stock
SVF Management:	1,882,262 shares of Class A common stock
SFV Management GP:	1,882,262 shares of Class A common stock
Green Bird GP:	204,929 shares of Class A common stock
Value Management:	204,929 shares of Class A common stock
Value Management GP:	204,929 shares of Class A common stock

Capital Management: 2,087,191 shares of Class A common stock

Capital Management GP:	2,087,191 shares of Class A common stock
SOMA Advisors:	1,386,366 shares of Class A common stock
SOMA Capital Management:	1,386,366 shares of Class A common stock
SVF Advisors:	495,896 shares of Class A common stock
SVF Capital Management:	495,896 shares of Class A common stock
Value Advisors:	204,929 shares of Class A common stock
Value Capital Management:	204,929 shares of Class A common stock
Principal II:	2,087,191 shares of Class A common stock
Principal II GP:	2,087,191 shares of Class A common stock
AAA Guarantor VI:	1,362,618 shares of Class A common stock
AAA Guarantor VII:	925,488 shares of Class A common stock
AAA MIP:	2,288,106 shares of Class A common stock
Alternative Assets:	2,288,106 shares of Class A common stock
Intl Management:	2,288,106 shares of Class A common stock
International GP:	2,288,106 shares of Class A common stock
Management Holdings:	2,288,106 shares of Class A common stock
Management Holdings GP:	2,288,106 shares of Class A common stock

The number of shares reported as beneficially owned by the Reporting Persons includes an aggregate of 931,368 shares of Common Stock issuable upon the exercise of warrants held by AP Charter, Red Bird, Blue Bird, Green Bird, AAA VI and AAA VII respectively, of which AP Charter holds warrants exercisable for 694,360 shares of Common Stock, Red Bird holds warrants exercisable for 121,370 shares of Common Stock, Blue Bird holds warrants exercisable for 45,243 shares of Common Stock, Green Bird holds warrants exercisable for 19,661 shares of Common Stock, AAA VI holds warrants exercisable for 30,213 shares of Common Stock and AAA VII holds warrants exercisable for 20,521 shares of Common Stock.

AP Charter Sub, Red Bird, Blue Bird, Green Bird, AAA VI, AAA VII, AP Charter, Advisors VI, ACM VI, Advisors VII, ACM VII, Principal I, Principal I GP, Red Bird GP, Blue Bird GP, Green Bird GP, AAA Guarantor VI, AAA Guarantor VII, SVF Management, SVF Management GP, Value Management, Value Management GP, Capital Management, Capital Management GP, SOMA Advisors, SOMA Capital Management, SVF Advisors, SVF Capital Management, Value Advisors, Value Capital Management, Principal II, Principal II GP, AAA MIP, Alternative Assets, Intl Management, International GP, Management Holdings, Management Holdings GP, and Messrs. Leon Black, Joshua Harris and Marc Rowan, the principal executive officers and managers of Principal I GP, Principal II GP and Management Holdings GP, disclaim beneficial ownership of all shares of the Common Stock held of record, or issuable upon the exercise of warrants held by, AP Charter Sub, Red Bird, Blue Bird, Green Bird, AAA VI, AAA VII or AP Charter, as applicable, in excess of their pecuniary interests, if any, and this report shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(b) Percent of class:

AP Charter Sub:	29.2%
Red Bird:	1.2%
Blue Bird:	0.4%



Green Bird:	0.2%
AAA VI:	1.2%
AAA VII:	0.8%
AP Charter:	27.9%
Advisors VI:	27.9%
Advisors VII:	27.9%
ACM VI:	27.9%
ACM VII:	27.9%
Principal I:	27.9%
Principal I GP:	27.9%
Red Bird GP:	1.2%
Blue Bird GP:	0.4%
SVF Management:	1.7%
SFV Management GP:	1.7%
Green Bird GP:	0.2%
Value Management:	0.2%
Value Management GP:	0.2%
Capital Management:	1.8%
Capital Management GP:	1.8%
SOMA Advisors:	1.2%
SOMA Capital Management:	1.2%
SVF Advisors:	0.4%
SVF Capital Management:	0.4%
Value Advisors:	0.2%
Value Capital Management:	0.2%
Principal II:	1.8%
Principal II GP:	1.8%
AAA Guarantor VI:	1.2%
AAA Guarantor VII:	0.8%
AAA MIP:	2.0%
Alternative Assets:	2.0%
Intl Management:	2.0%
International GP:	2.0%
Management Holdings:	2.0%
Management Holdings GP:	2.0%

The percentage amounts are based on 112,394,748 shares of Class A Common Stock outstanding as of September 30, 2010 according to the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 3, 2010.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

- (ii) 0 for all Reporting Persons.  
Shared power to vote or to direct the vote:

AP Charter Sub:	30,621,376 shares of Class A common stock
Red Bird:	1,386,366 shares of Class A common stock
Blue Bird:	495,896 shares of Class A common stock
Green Bird:	204,929 shares of Class A common stock
AAA VI:	1,362,618 shares of Class A common stock

AAA VII:	925,488 shares of Class A common stock
AP Charter:	31,315,736 shares of Class A common stock
Advisors VI:	31,315,736 shares of Class A common stock
Advisors VII:	31,315,736 shares of Class A common stock
ACM VI:	31,315,736 shares of Class A common stock
ACM VII:	31,315,736 shares of Class A common stock
Principal I:	31,315,736 shares of Class A common stock
Principal I GP:	31,315,736 shares of Class A common stock
Red Bird GP:	1,386,366 shares of Class A common stock
Blue Bird GP:	495,896 shares of Class A common stock
SVF Management:	1,882,262 shares of Class A common stock
SFV Management GP:	1,882,262 shares of Class A common stock
Green Bird GP:	204,929 shares of Class A common stock
Value Management:	204,929 shares of Class A common stock
Value Management GP:	204,929 shares of Class A common stock
Capital Management:	2,087,191 shares of Class A common stock
Capital Management GP:	2,087,191 shares of Class A common stock
SOMA Advisors:	1,386,366 shares of Class A common stock
SOMA Capital Management:	1,386,366 shares of Class A common stock
SVF Advisors:	495,896 shares of Class A common stock
SVF Capital Management:	495,896 shares of Class A common stock
Value Advisors:	204,929 shares of Class A common stock
Value Capital Management:	204,929 shares of Class A common stock
Principal II:	2,087,191 shares of Class A common stock
Principal II GP:	2,087,191 shares of Class A common stock
AAA Guarantor VI:	1,362,618 shares of Class A common stock
AAA Guarantor VII:	925,488 shares of Class A common stock
AAA MIP:	2,288,106 shares of Class A common stock
Alternative Assets:	2,288,106 shares of Class A common stock
Intl Management:	2,288,106 shares of Class A common stock
International GP:	2,288,106 shares of Class A common stock
Management Holdings:	2,288,106 shares of Class A common stock
Management Holdings GP:	2,288,106 shares of Class A common stock

(iii) Sole power to dispose or to direct the disposition of:

0 for all Reporting Persons.

(iv) Shared power to dispose or to direct the disposition of:

AP Charter Sub:	30,621,376 shares of Class A common stock
Red Bird:	1,386,366 shares of Class A common stock
Blue Bird:	495,896 shares of Class A common stock
Green Bird:	204,929 shares of Class A common stock
AAA VI:	1,362,618 shares of Class A common stock
AAA VII:	925,488 shares of Class A common stock



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AP Charter:	31,315,736 shares of Class A common stock
Advisors VI:	31,315,736 shares of Class A common stock
Advisors VII:	31,315,736 shares of Class A common stock
ACM VI:	31,315,736 shares of Class A common stock
ACM VII:	31,315,736 shares of Class A common stock
Principal I:	31,315,736 shares of Class A common stock
Principal I GP:	31,315,736 shares of Class A common stock
Red Bird GP:	1,386,366 shares of Class A common stock

Blue Bird GP:	495,896 shares of Class A common stock
SVF Management:	1,882,262 shares of Class A common stock
SFV Management GP:	1,882,262 shares of Class A common stock
Green Bird GP:	204,929 shares of Class A common stock
Value Management:	204,929 shares of Class A common stock
Value Management GP:	204,929 shares of Class A common stock
Capital Management:	2,087,191 shares of Class A common stock
Capital Management GP:	2,087,191 shares of Class A common stock
SOMA Advisors:	1,386,366 shares of Class A common stock
SOMA Capital Management:	1,386,366 shares of Class A common stock
SVF Advisors:	495,896 shares of Class A common stock
SVF Capital Management:	495,896 shares of Class A common stock
Value Advisors:	204,929 shares of Class A common stock
Value Capital Management:	204,929 shares of Class A common stock
Principal II:	2,087,191 shares of Class A common stock
Principal II GP:	2,087,191 shares of Class A common stock
AAA Guarantor VI:	1,362,618 shares of Class A common stock
AAA Guarantor VII:	925,488 shares of Class A common stock
AAA MIP:	2,288,106 shares of Class A common stock
Alternative Assets:	2,288,106 shares of Class A common stock
Intl Management:	2,288,106 shares of Class A common stock
International GP:	2,288,106 shares of Class A common stock
Management Holdings:	2,288,106 shares of Class A common stock
Management Holdings GP:	2,288,106 shares of Class A common stock

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not applicable.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

[The remainder of this page intentionally left blank.]

**Item 10. Certification.**  
Not applicable.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2011

**AP CHARTER HOLDINGS (SUB), LLC**

By: AP Charter Holdings, L.P.  
its sole member and manager

By: Apollo Advisors VI, L.P.  
its general partner

By: Apollo Capital Management VI, LLC,  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

**RED BIRD, L.P.**

By: Red Bird GP, Ltd.  
its general partner

By: Apollo SVF Management, L.P.  
its director

By: Apollo SVF Management GP, LLC  
its general partner

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President

BLUE BIRD, L.P.

By: Blue Bird GP, Ltd.  
its general partner

By: Apollo SVF Management, L.P.  
its director

By: Apollo SVF Management GP, LLC  
its general partner

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President

GREEN BIRD, L.P.

By: Green Bird GP, Ltd.  
its general partner

By: Apollo Value Management, LP.  
its director

By: Apollo Value Management GP, LLC  
its general partner

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President

AAA CO-INVEST VI BC, LTD.

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Director

AAA CO-INVEST VII BC, LTD.

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Director

AP CHARTER HOLDINGS, L.P.

By: Apollo Advisors VI, L.P.  
its general partner

By: Apollo Capital Management VI, LLC,  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO ADVISORS VI, L.P.

By: Apollo Capital Management VI, LLC,  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO CAPITAL MANAGEMENT VI, LLC

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO ADVISORS VII, L.P.

By: Apollo Capital Management VII, LLC,  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO CAPITAL MANAGEMENT VII, LLC

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO PRINCIPAL HOLDINGS I, L.P.

By: Apollo Principal Holdings I GP, LLC,  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO PRINCIPAL HOLDINGS I GP, LLC

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

RED BIRD GP, LTD.

By: Apollo SVF Management, L.P.  
its director

By: Apollo SVF Management GP, LLC  
its general partner

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President

BLUE BIRD GP, LTD.

By: Apollo SVF Management, L.P.  
its director

By: Apollo SVF Management GP, LLC  
its general partner

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President

GREEN BIRD GP, LTD.

By: Apollo Value Management, L.P.  
its director

By: Apollo Value Management GP, LLC  
its general partner

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President

AAA GUARANTOR CO-INVEST VI, L.P.

By: AAA MIP Limited  
its general partner

By: Apollo Alternative Assets, L.P.  
its investment manager

By: Apollo International Management, L.P.  
its managing general partner

By: Apollo International Management GP, LLC  
its general partner

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President

AAA GUARANTOR CO-INVEST VII, L.P.

By: AAA MIP Limited  
its general partner

By: Apollo Alternative Assets, L.P.  
its investment manager

By: Apollo International Management, L.P.  
its managing general partner

By: Apollo International Management GP, LLC  
its general partner

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President

APOLLO SVF MANAGEMENT, L.P.

By: Apollo SVF Management GP, LLC  
its general partner

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President

APOLLO SVF MANAGEMENT GP, LLC

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President

APOLLO VALUE MANAGEMENT, L.P.

By: Apollo Value Management GP, LLC  
its general partner

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President

APOLLO VALUE MANAGEMENT GP, LLC

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President

APOLLO CAPITAL MANAGEMENT, L.P.

By: Apollo Capital Management GP, LLC  
its general partner

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President

APOLLO CAPITAL MANAGEMENT GP, LLC

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President



APOLLO SOMA ADVISORS, L.P.

By: Apollo SOMA Capital Management, LLC  
its general partner

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President

APOLLO SOMA CAPITAL MANAGEMENT, LLC

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President

APOLLO SVF ADVISORS, L.P.

By: Apollo SVF Capital Management, LLC  
its general partner

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President

APOLLO SVF CAPITAL MANAGEMENT, LLC

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President

APOLLO VALUE ADVISORS, L.P.

By: Apollo Value Capital Management, LLC  
its general partner

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President

APOLLO VALUE CAPITAL MANAGEMENT, LLC

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President

APOLLO PRINCIPAL HOLDINGS II, L.P.

By: Apollo Principal Holdings II GP, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO PRINCIPAL HOLDINGS II GP, LLC

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

AAA MIP LIMITED

By: Apollo Alternative Assets, L.P.  
its investment manager

By: Apollo International Management, L.P.  
its managing general partner

By: Apollo International Management GP, LLC,  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO ALTERNATIVE ASSETS, L.P.

By: Apollo International Management, L.P.  
its managing general partner

By: Apollo International Management GP, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO INTERNATIONAL MANAGEMENT, L.P.

By: Apollo International Management GP, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO INTERNATIONAL MANAGEMENT GP, LLC

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO MANAGEMENT HOLDINGS, L.P.

By: Apollo Management Holdings GP, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO MANAGEMENT HOLDINGS GP, LLC

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President