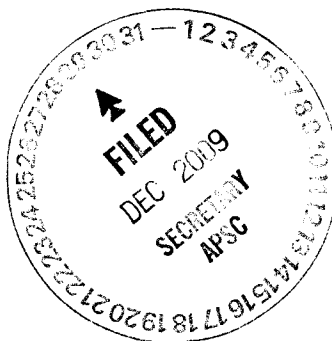


Hearing Date and Time: January 20, 2010 @ 10:00 a.m. (prevailing Eastern Time)

Objection Deadline: January 13, 2010 @ 4:00 p.m. (prevailing Eastern Time)

**CURTIS, MALLET-PREVOST,  
COLT & MOSLE LLP**

101 Park Avenue  
New York, New York 10178-0061  
Telephone: (212) 696-6000  
Facsimile: (212) 697-1559  
Steven J. Reisman  
L. P. Harrison 3rd



*Conflicts Counsel for the Debtors  
and Debtors In Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	Chapter 11
	:	
CHARTER COMMUNICATIONS, INC., <i>et al.</i> ,	:	Case No. 09-11435 (JMP)
	:	
Debtors.	:	(Jointly Administered)
	:	

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**SECOND INTERIM AND FINAL APPLICATION OF CURTIS, MALLET-PREVOST,  
COLT & MOSLE LLP, AS CONFLICTS COUNSEL FOR THE DEBTORS AND  
DEBTORS IN POSSESSION, FOR ALLOWANCE OF COMPENSATION FOR  
PROFESSIONAL SERVICES RENDERED AND FOR REIMBURSEMENT OF  
ACTUAL AND NECESSARY EXPENSES INCURRED FOR THE SECOND INTERIM  
PERIOD OF JULY 1, 2009 THROUGH NOVEMBER 30, 2009 AND FOR THE ENTIRE  
REPRESENTATION PERIOD OF MARCH 27, 2009 THROUGH NOVEMBER 30, 2009**

NAME OF APPLICANT:	<u>CURTIS, MALLET-PREVOST, COLT &amp; MOSLE LLP</u>
AUTHORIZED TO PROVIDE PROFESSIONAL SERVICES TO:	<u>DEBTORS AND DEBTORS IN POSSESSION</u>
DATE OF RETENTION:	<u>APRIL 15, 2009 <i>NUNC PRO TUNC</i> TO MARCH 27, 2009</u>
PERIOD COVERED BY SECOND INTERIM APPLICATION:	<u>JULY 1, 2009, THROUGH NOVEMBER 30, 2009</u>
AMOUNT OF INTERIM COMPENSATION REQUESTED:	<u>\$ 128,951.50</u>

AMOUNT OF INTERIM EXPENSE REIMBURSEMENT REQUESTED:	\$ 5,794.58
TOTAL INTERIM COMPENSATION AND EXPENSE REIMBURSEMENT REQUESTED:	\$ 134,746.08
BLENDED RATE OF PROFESSIONALS FOR SECOND INTERIM PERIOD:	\$ 388.84
PERIOD COVERED BY FINAL COMPENSATION REQUESTED:	MARCH 27, 2009 THROUGH NOVEMBER 30, 2009
AMOUNT OF FINAL COMPENSATION REQUESTED:	\$ 536,116.00
AMOUNT OF FINAL EXPENSE REIMBURSEMENT REQUESTED:	\$ 21,735.79
FINAL COMPENSATION AND EXPENSE REIMBURSEMENT REQUESTED:	\$ 557,851.79
BLENDED RATE OF PROFESSIONALS FOR ENTIRE REPRESENTATION PERIOD:	\$ 511.24

**PRIOR FEE APPLICATION**

Period Covered	Requested		Awarded		Holdback
	Fees	Expenses	Fees	Expenses	Fees
First Interim Period: 3/27/2009 – 6/30/2009	\$407,164.50	\$15,941.21	N/A	N/A	\$81,432.90

**Exhibits to Current Fee Application**

The following exhibits are attached hereto and incorporated herein by reference:

- Exhibit A** Certification Under Guidelines for Fees and Disbursements for Professionals in Respect of the Second Interim and Final Application of Curtis, Mallet-Prevost, Colt & Mosle LLP for Compensation and Reimbursement of Expenses
- Exhibit B** By-Timekeeper Summary of Hours Devoted and Compensation Sought in Respect of Second Interim Period (includes billing rate and year of admission to practice)
- Exhibit C** By-Timekeeper Summary of Hours Devoted and Compensation Sought in Respect of Representation Period (includes billing rate and year of admission to practice)
- Exhibit D** Summary of Expenses in Respect of Second Interim Period
- Exhibit E** Summary of Expenses in Respect of Representation Period

**Exhibit F** By-Matter Summary of Hours Devoted and Compensation Sought in Respect of Second Interim Period

**Exhibit G** By-Matter Summary of Hours Devoted and Compensation Sought in Respect of Representation Period

Hearing Date and Time: January 20, 2010 @ 10:00 a.m. (prevailing Eastern Time)  
Objection Deadline: January 13, 2010 @ 4:00 p.m. (prevailing Eastern Time)

**CURTIS, MALLET-PREVOST,  
COLT & MOSLE LLP**

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Steven J. Reisman  
L. P. Harrison 3rd

*Conflicts Counsel for the Debtors  
and Debtors In Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11  
: :  
CHARTER COMMUNICATIONS, INC., *et al.*, : Case No. 09-11435 (JMP)  
: :  
Debtors. : (Jointly Administered)  
: :  
----- X

**SECOND INTERIM AND FINAL APPLICATION OF CURTIS, MALLET-PREVOST,  
COLT & MOSLE LLP, AS CONFLICTS COUNSEL FOR THE DEBTORS AND  
DEBTORS IN POSSESSION, FOR ALLOWANCE OF COMPENSATION FOR  
PROFESSIONAL SERVICES RENDERED AND FOR REIMBURSEMENT OF  
ACTUAL AND NECESSARY EXPENSES INCURRED FOR THE SECOND INTERIM  
PERIOD OF JULY 1, 2009 THROUGH NOVEMBER 30, 2009 AND FOR THE ENTIRE  
REPRESENTATION PERIOD OF MARCH 27, 2009 THROUGH NOVEMBER 30, 2009**

TO THE HONORABLE JAMES M. PECK,  
UNITED STATES BANKRUPTCY JUDGE:

Curtis, Mallet-Prevost, Colt & Mosle LLP (“Curtis”), as conflicts counsel for  
Charter Communications, Inc., and certain of its direct and indirect subsidiaries, as debtors and  
debtors in possession (collectively, the “Debtors”)<sup>1</sup> in the above-captioned Chapter 11 cases (the

<sup>1</sup> The Debtors in these cases include: Ausable Cable TV, Inc.; Hometown TV, Inc.; Plattsburgh Cablevision, Inc.; Charter Communications Entertainment I, LLC; Falcon First Cable of New York, Inc.; Charter Communications, Inc.; Charter Communications Holding Company, LLC; CCHC, LLC; Charter Communications Holdings, LLC; CCH I Holdings, LLC; CCH I, LLC; CCH II, LLC; CCO Holdings, LLC; Charter Communications Operating, LLC; American Cable Entertainment Company, LLC; Athens Cablevision, Inc.; Cable Equities Colorado, LLC; Cable Equities of Colorado Management Corp.; CC 10, LLC; CC Fiberlink, LLC; CC Michigan, LLC; CC Systems, LLC; CC V Holdings, LLC; CC VI Fiberlink, LLC; CC VI Operating, LLC; CC VII Fiberlink, LLC; CC VIII Fiberlink, LLC; CC VIII Holdings, LLC; CC VIII Leasing of Wisconsin, LLC; CC VIII Operating, LLC; CC VIII, LLC; CCH I Capital Corp.; CCH I Holdings Capital Corp.; CCH II Capital Corp.; CCO Fiberlink, LLC; CCO Holdings Capital Corp.; CCO NR Holdings, LLC; CCO Purchasing, LLC; Charter Advertising of Saint Louis, LLC; Charter Cable Leasing of Wisconsin, LLC; Charter Cable Operating Company, L.L.C.; Charter Cable Partners,

“Chapter 11 Cases”), respectfully submits this application (the “Application”) for (i) allowance of compensation for professional services and reimbursement of expenses in connection with such services for the second interim period of July 1, 2009 through and including November 30, 2009 (the “Second Interim Period”); (ii) for allowance and payment (to the extent not already received) and approval, on a final basis, of compensation for professional services and reimbursement of expenses incurred in connection with such services for the entire representation period of March 27, 2009 through and including November 30, 2009 (the “Representation Period”); and (iii) authorizing the Debtors to pay the Holdback (as hereinafter defined). In support of this Application, Curtis respectfully states as follows:

### **JURISDICTION**

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334.

This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief sought in the Application are Sections 105, 330 and 331 of title 11 of the United States Code (the “Bankruptcy

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L.L.C.; Charter Communications Entertainment, LLC; Charter Communications Entertainment I, DST; Charter Communications Entertainment II, LLC; Charter Communications Holdings Capital Corporation; Charter Communications Operating Capital Corp.; Charter Communications Properties LLC; Charter Communications V, LLC; Charter Communications Ventures, LLC; Charter Communications VI, LLC; Charter Communications VII, LLC; Charter Communications, LLC; Charter Distribution, LLC; Charter Fiberlink – Alabama, LLC; Charter Fiberlink AR-CCVII, LLC; Charter Fiberlink AZ-CCVII, LLC; Charter Fiberlink CA-CCO, LLC; Charter Fiberlink CA-CCVII, LLC; Charter Fiberlink CC VIII, LLC; Charter Fiberlink CCO, LLC; Charter Fiberlink CT-CCO, LLC; Charter Fiberlink – Georgia, LLC; Charter Fiberlink ID-CCVII, LLC; Charter Fiberlink – Illinois, LLC; Charter Fiberlink IN-CCO, LLC; Charter Fiberlink KS-CCO, LLC; Charter Fiberlink LA-CCO, LLC; Charter Fiberlink MA-CCO, LLC; Charter Fiberlink – Michigan, LLC; Charter Fiberlink – Missouri, LLC; Charter Fiberlink MS-CCVI, LLC; Charter Fiberlink NC-CCO, LLC; Charter Fiberlink NC-CCVII, LLC; Charter Fiberlink – Nebraska, LLC; Charter Fiberlink NH-CCO, LLC; Charter Fiberlink NM-CCO, LLC; Charter Fiberlink NV-CCVII, LLC; Charter Fiberlink NY-CCO, LLC; Charter Fiberlink NY-CCVII, LLC; Charter Fiberlink OH-CCO, LLC; Charter Fiberlink OK-CCVII, LLC; Charter Fiberlink OR-CCVII, LLC; Charter Fiberlink SC-CCO, LLC; Charter Fiberlink SC-CCVII, LLC; Charter Fiberlink – Tennessee, LLC; Charter Fiberlink TX-CCO, LLC; Charter Fiberlink UT-CCVII, LLC; Charter Fiberlink VA-CCO, LLC; Charter Fiberlink VT-CCO, LLC; Charter Fiberlink WA-CCVII, LLC; Charter Fiberlink – Wisconsin, LLC; Charter Fiberlink WV-CCO, LLC; Charter Fiberlink, LLC; Charter Gateway, LLC; Charter Helicon, LLC; Charter Investment, Inc.; Charter RMG, LLC; Charter Stores FCN, LLC; Charter Video Electronics, Inc.; Dalton Cablevision, Inc.; Enstar Communications Corporation; Falcon Cable Communications, LLC; Falcon Cable Media, a California Limited Partnership; Falcon Cable Systems Company II, L.P.; Falcon Cablevision, a California Limited Partnership; Falcon Community Cable, L.P.; Falcon Community Ventures I, LP; Falcon First Cable of the Southeast, Inc.; Falcon First, Inc.; Falcon Telecable, a California Limited Partnership; Falcon Video Communications, L.P.; Helicon Partners I, L.P.; HPI Acquisition Co., L.L.C.; Interlink Communications Partners, LLC; Long Beach, LLC; Marcus Cable Associates, L.L.C.; Marcus Cable of Alabama, L.L.C.; Marcus Cable, Inc.; Midwest Cable Communications, Inc.; Peachtree Cable TV, L.P.; Peachtree Cable T.V., LLC; Renaissance Media LLC; Rifkin Acquisition Partners, LLC; Robin Media Group, Inc.; Scottsboro TV Cable, Inc.; Tennessee, LLC; The Helicon Group, L.P.; Tioga Cable Company, Inc.; and Vista Broadband Communications, LLC.

Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure and Rule 2016-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York.

**SUMMARY OF PROFESSIONAL FEES AND  
REIMBURSEMENT OF EXPENSES REQUESTED**

2. This Application has been prepared in accordance with the *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases* adopted by the Court on November 25, 2009 (the “Local Guidelines”), the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330* adopted on January 30, 1996 (the “UST Guidelines”), the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 174] (the “Interim Compensation Order,” and collectively with the Local Guidelines and UST Guidelines, the “Guidelines”) and the *Findings of Fact, Conclusions of Law, and Order Confirming Debtors’ Joint Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code* [Docket No. 921] (the “Confirmation Order”). Pursuant to the Local Guidelines, a certification regarding compliance with the same is attached hereto as **Exhibit A**.<sup>2</sup>

3. By this Application, Curtis seeks final approval of compensation for professional services rendered to the Debtors during the Representation Period, including the Second Interim Period, in the aggregate amount of \$536,116, and for reimbursement of actual and necessary expenses incurred in connection with the rendition of such services in the aggregate amount of \$21,735.79 (the “Final Allowed Amount”). Included within the Final Allowed Amount is the amount held back (the “Holdback”) during the Representation Period and \$128,951.50 for compensation for services rendered to the Debtors (and \$5,794.58 for

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<sup>2</sup> As to contested matters, existing litigation, or possible additional litigation to be brought by, or against, the Debtors, adversary proceedings, and other actions or threatened actions, this Application shall not constitute or be construed as an admission of any fact or any issue of liability, nor shall it constitute a stipulation, or a waiver, but rather as statements made without prejudice to the Debtors’ rights and interests in the Chapter 11 Cases.

reimbursement of expenses) during the Second Interim Period, of which \$46,808.17 remains outstanding as of the date hereof, which amount includes all amounts due under the October and November 2009 Fee Statements and \$20,662.20 representing the 20% of fees held back during the first (3) months of the Second Interim Period. As such, Curtis also seeks entry of an order requesting the Debtors to pay the Holdback as a portion of the Final Allowed Amount as well as any other amounts not yet paid under the Fee Statements (as hereinafter defined).

4. The fees charged by Curtis in the Chapter 11 Cases are billed in accordance with its existing billing rates and procedures in effect during the Representation Period. The rates Curtis charges for the services rendered by its professionals and paraprofessionals in the Chapter 11 Cases are the same rates Curtis charges for professional and paraprofessional services rendered in comparable non-bankruptcy related matters. Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable nonbankruptcy-related matters in a competitive national legal market.

5. Pursuant to the UST Guidelines, annexed hereto as **Exhibit B** is a schedule setting forth all Curtis professionals and paraprofessionals who have performed services in the Chapter 11 Cases during the Second Interim Period, the capacity in which each such individual is employed by Curtis, the hourly billing rate charged by Curtis for services performed by such individual, the aggregate number of hours expended in these proceedings and fees billed therefor, and the year in which each professional was first licensed to practice law in the State of New York.

6. Annexed hereto as **Exhibit C** is a schedule setting forth Curtis professionals and paraprofessionals who have performed services in the Chapter 11 cases during the Representation Period, the capacity in which each such individual is employed by Curtis, the hourly billing rate charged by Curtis for services performed by such individual, the aggregate

number of hours expended in these proceedings and fees billed therefor, and the year in which each professional was first licensed to practice law in the State of New York.

7. Annexed hereto as **Exhibit D** is a schedule specifying the categories of expenses incurred or billed during the Second Interim Period for which Curtis is seeking reimbursement and the total amount sought for each individual expense category.

8. Annexed hereto as **Exhibit E** is a schedule specifying the categories of expenses incurred or billed during the Representation Period for which Curtis is seeking reimbursement and the total amount sought for each individual expense category.

9. Pursuant to the UST Guidelines, annexed hereto as **Exhibit F** is a summary of Curtis's time records billed during the Second Interim Period by project categories.

10. Pursuant to the UST Guidelines, annexed hereto as **Exhibit G** is a summary of Curtis's time records billed during the Representation Period by project categories.

#### **MONTHLY FEE STATEMENTS**

11. Curtis has provided the Debtors, the United States Trustee for the Southern District of New York (the "United States Trustee"), the Debtors' lead bankruptcy counsel and the counsel for any official committee appointed in these cases with a monthly fee statement (each, a "Fee Statement") for professional services rendered and expenses incurred on behalf of the Debtors, along with a detailed report of time entries and expenses during such time period. Pursuant to such Fee Statements, and in accordance with the Interim Compensation Order, Curtis has requested that the Debtors pay Curtis 80% of its fees for professional services rendered and 100% of the expenses incurred. During the Second Interim Period, Curtis submitted the following Fee Statements:

(a) Pursuant to the Interim Compensation Order, Curtis served its Fee Statement for the period from July 1, 2009 through and including July 31, 2009 (the "July Fee Statement"). The July Fee Statement sought the payment of \$36,289.00 in fees for



services rendered, less the 20% holdback pursuant to the Interim Compensation Order of \$7,257.80, and the reimbursement of \$2,563.43 in expenses. In accordance with the Interim Compensation Order, as of the date hereof, Curtis has received a total of \$31,594.63 with respect to the July Fee Statement, which represents payment for 80% of fees and 100% of expenses requested in the July Fee Statement.

(b) Pursuant to the Interim Compensation Order, Curtis served its Fee Statement for the period from August 1, 2009 through and including August 31, 2009 (the "August Fee Statement"). The August Fee Statement sought the payment of \$22,021.50 in fees for services rendered, less the 20% holdback pursuant to the Interim Compensation Order of \$4,404.30 and the reimbursement of \$1,003.85 in expenses. In accordance with the Interim Compensation Order, as of the date hereof, Curtis has received a total of \$18,621.05 with respect to the August Fee Statement, which represents payment for 80% of fees and 100% of expenses requested in the August Fee Statement.

(c) Pursuant to the Interim Compensation Order, Curtis served its Fee Statement for the period from September 1, 2009 through and including September 30, 2009 (the "September Fee Statement"). The September Fee Statement sought the payment of \$45,000.50 in fees for services rendered, less the 20% holdback pursuant to the Interim Compensation Order of \$9,000.10 and the reimbursement of \$1,721.83 in expenses. In accordance with the Interim Compensation Order, as of the date hereof, Curtis has received a total of \$37,722.23 with respect to the September Fee Statement, which represents payment for 80% of fees and 100% of expenses requested in the September Fee Statement.

(d) Pursuant to the Interim Compensation Order, Curtis served its Fee Statement for the period from October 1, 2009 through and including October 31, 2009 (the "October Fee Statement"). The October Fee Statement sought the payment of

\$8,454.50 in fees for services rendered, less the 20% holdback pursuant to the Interim Compensation Order of \$1,690.90 and the reimbursement of \$262.55 in expenses. In accordance with the Interim Compensation Order, as of the date hereof, Curtis has not received any payment with respect to the October Fee Statement.

(e) Pursuant to the Interim Compensation Order, Curtis served its Fee Statement for the period from November 1, 2009 through and including November 30, 2009 (the "November Fee Statement"). The November Fee Statement sought the payment of \$17,186 in fees for services rendered, less the 20% holdback pursuant to the Interim Compensation Order of \$3,437.20 and the reimbursement of \$242.92 in expenses. In accordance with the Interim Compensation Order, as of the date hereof, Curtis has not received any payment with respect to the November Fee Statement.

12. As of the date hereof, Curtis has received a total of \$87,937.91 with respect to the fees and expenses sought in the Fee Statements during the Second Interim Period, which represents payment for 80% of fees and 100% of expenses sought.

13. As of the date hereof, Curtis has not received full payment for all fees and expenses incurred in connection with services rendered by Curtis during the Second Interim Period, which amount represents \$7,026.15 for the October Fee Statement, \$13,991.72 for the November Fee Statement and \$25,790.30 representing the 20% of fees held back during the Second Interim Period.

14. During the Representation Period, other than pursuant to the Interim Compensation Order, Curtis has received no payments and no promises of payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered in this Application. There is no agreement or understanding between Curtis and any other person, other than members of the firm, for the sharing of compensation to be received in these cases.

15. Curtis maintains computerized records of the time spent by all Curtis attorneys and paraprofessionals in connection with the prosecution of the Debtors' Chapter 11 Cases. Subject to redaction for the attorney-client privilege where necessary to protect the Debtors' estates, copies of these computerized records will be furnished to: (i) the Court; (ii) the Debtors; (iii) lead bankruptcy counsel for the Debtors; (iv) the United States Trustee; and (v) counsel for the Official Committee of Unsecured Creditors (the "Creditors' Committee"), in the format specified by the UST Guidelines.<sup>3</sup>

16. Curtis incorporates herein and respectively refers the Court to the *First Interim Application of Curtis, Mallet-Prevost, Colt & Mosle LLP, as Conflicts Counsel, for the Debtors and Debtors In Possession for Allowance of Compensation for Professional Services Rendered and for Reimbursement of Actual and Necessary Expenses Incurred for the Period March 27, 2009 Through June 30, 2009* dated August 20, 2009 [Docket No. 776] (the "First Interim Fee Application"), for substantiating materials including time records, charts and appropriate certifications with respect to those portions of the Final Allowed Amount not incurred during the Second Interim Period. Additionally, rather than recite a summary of all services provided by Curtis in connection with each matter for which Curtis incurred fees and expenses during the Representation Period, Curtis incorporates the summaries set forth in the First Interim Fee Application.

17. As of the date hereof, Curtis has not received any objections to any of the Fee Statements from the Debtors or any other party under the Interim Compensation Order.

### **BACKGROUND**

18. On March 27, 2009 (the "Petition Date"), each of the Debtors filed with this Court a voluntary petition for relief under Chapter 11 of the Bankruptcy Code. The Debtors

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<sup>3</sup> Providing the Court, the United States Trustee, the Creditors' Committee or any other party or creditor with the time records shall not be deemed a waiver of any attorney/client privilege.

are continuing to operate their business and manage their properties as debtors in possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code.

19. On April 23, 2009, pursuant to Section 1102 of the Bankruptcy Code, the United States Trustee appointed the Creditors' Committee. No trustee or examiner has been appointed for the Chapter 11 Cases.

20. On November 17, 2009, this Court entered the Confirmation Order confirming the Debtors' Joint Plan of Reorganization (the "Plan"). The effective date of the Plan was November 30, 2009.

21. Curtis, through its co-counsel Kirkland & Ellis LLP ("K&E"), has confirmed that, to date, the Debtors have paid all quarterly fees due to the United States Trustee.

#### **RETENTION OF CURTIS**

22. Pursuant to the Order of this Court dated April 15, 2009, Curtis was retained by the Debtors, *nunc pro tunc* to the Petition Date, to serve as conflicts counsel for the Debtors. Among other matters, Curtis is responsible for handling all bankruptcy, corporate and litigation related matters where K&E or other counsel for the Debtors has an actual or perceived conflict, and performing discrete duties as assigned by K&E and other Debtors' counsel that could be more efficiently handled by Curtis.

23. Since its retention, Curtis and K&E have coordinated their efforts so that their work is complementary, not duplicative.

24. Curtis has experience working as conflicts counsel in large bankruptcy cases pending before this court. Curtis is presently acting as conflicts counsel in *In re CIT Group Inc., et al.*, Case No. 09-16565 (ALG) (Bankr. S.D.N.Y. 2009), *In re The Reader's Digest Association, Inc., et al.*, Case No. 09-23529 (RDD) (Bankr. S.D.N.Y. 2009), *In re Charter Communications, Inc., et al.*, Case No. 09-11435 (JMP) (Bankr. S.D.N.Y. 2009), *In re Star Tribune Holdings Corporation*, Case No. 09-10244 (RDD) (Bankr. S.D.N.Y. 2009), *In re*

*Lehman Brothers Holdings, Inc., et al.*, Case No. 08-13555 (JMP) (Bankr. S.D.N.Y. 2008) and *In re Bally Total Fitness of Greater New York, Inc., et al.*, Case No. 08-14818 (BRL) (Bankr. S.D.N.Y. 2008). As a result of this experience and Curtis's representation as conflicts counsel in other cases, the assignment of tasks between K&E and Curtis is being maintained efficiently and with a clear delineation of duties.

25. The work encompassed by this Application for which Curtis seeks compensation was performed efficiently and at the lowest cost to the estates. All of the work summarized in this Application was performed in a manner to ensure minimal duplication of services in an effort to keep the administrative expense to the Debtors' estates to a minimum.

#### **PREVIOUS CURTIS INTERIM FEE APPLICATION**

26. On August 24, 2009, Curtis filed its First Interim Fee Application, which covered the period beginning March 27, 2009 through and including June 30, 2009 (the "First Interim Fee Application Period"). By the First Interim Fee Application, Curtis sought allowance of \$407,164.50 in fees and \$15,941.21 in expenses relating to the First Interim Fee Application Period.

27. As of the date hereof, \$81,432.90 remains unpaid by the Debtors with respect to the First Interim Fee Application.

#### **SUMMARY OF SERVICES RENDERED BY CURTIS DURING THE SECOND INTERIM PERIOD**

28. During the Second Interim Period, Curtis performed substantial services for the Debtors. These services were necessary to effectively administer the Chapter 11 Cases.

29. The services provided by Curtis are set forth in Curtis's detailed time records. Copies of the detailed time records will be presented to: (i) the Debtors; (ii) lead bankruptcy counsel for the Debtors; (iii) counsel for the Creditors' Committee; and (iv) the United States Trustee as part of the Fee Statements.

30. Curtis attorneys and paraprofessionals expended a total of 358.60 hours representing the Debtors during the Second Interim Period for which Curtis requests compensation. Pursuant to this Application, Curtis seeks allowance of interim compensation for services rendered to the Debtors during the Second Interim Period in the amount of \$128,951.50 and for reimbursement of expenses incurred in connection with the rendering of such services in the aggregate amount of \$5,794.58, as well as authorization for the Debtors to pay Curtis \$134,746.08, representing 100% of the fees incurred during the Second Interim Period and 100% of the expenses incurred during the Second Interim Period.

31. In accordance with the Guidelines and Curtis's internal billing procedures, Curtis has established separate matter numbers and matter names for distinct project categories in these Chapter 11 Cases. The following summary is not a detailed description of the work performed, as the day-to-day services and the time expended in performing such services will be provided in accordance with the Interim Compensation Order. The summary highlights certain areas in which services were rendered to the Debtors, and identifies some of the issues to which Curtis directed its attention during the Second Interim Period.

32. **Case Administration.** A total of 25 hours of services were performed and Curtis is seeking allowance of \$8,376.50 in fees. This matter covers a variety of different services undertaken by Curtis attorneys and paraprofessionals in the general administration of the Debtors' Chapter 11 Cases. Given the scale and complexity of the matters on which Curtis advises the Debtors, Curtis attorneys and paraprofessionals spent time on case administration in order to keep involved and informed with respect to the matters on which Curtis advises the Debtors, as well as communicate with the conflict parties and other stakeholders of the Debtors with respect to ongoing matters in the Debtors' case. To the extent possible, Curtis attorneys and paraprofessionals billed administrative matters under the appropriate matter and the relatively small amount of time billed to case administration was necessary to Curtis's smooth and

effective administration of the matters assigned to it in these Chapter 11 Cases. Services rendered by Curtis in connection with this matter included the daily monitoring of the case docket for pleadings with potential conflict implications, and reviewing and maintaining a case docket of significant pleadings filed with the Court and keeping a calendar of critical dates in the Chapter 11 Cases.

33. **Contracts/Leases Assumption and Rejection.** A total of 3 hours of services were performed and Curtis is seeking allowance of \$1,454.50 in fees. During the Second Interim Period, Curtis attended to matters relating to the posting of funds as contemplated by the stipulation with Verizon Communications Inc. ("Verizon"), which resolved Verizon's request for additional adequate assurance of payment for future utility services.

34. **Adversary Proceedings and Contested Matters.** A total of 5.20 hours of services were performed and Curtis is seeking allowance of \$3,159.50 in fees. During the Second Interim Period, Curtis reviewed pleadings filed in the Adversary Proceeding commenced by JPMorgan Chase Bank, N.A. and attended the pretrial conference regarding the trial in the Adversary Proceeding and the hearing on confirmation of the Plan (the "Confirmation Hearing").

35. **Automatic Stay Matters.** A total of 48.30 hours of services were performed and Curtis is seeking allowance of \$24,971 in fees. Curtis attended to matters concerning the treatment of pre-petition litigation claims and the applicability of the automatic stay. Specifically, during the Second Interim Period, Curtis reviewed and analyzed the *Motion of Verizon Seeking an Order Lifting the Automatic Stay to Allow a Pending Property Damage Action to Continue Against Defendant Charter Communications, Inc.* [Docket No. 820] (the "Lift Stay Motion") and the underlying property litigation in the Circuit Court of Dane County in the State of Wisconsin. After conducting research as to the legal positions of the parties, Curtis drafted the response to the Lift Stay Motion and engaged in negotiations with Verizon, culminating in Verizon's withdrawal of the Lift Stay Motion.

36. **Plan and Disclosure Statements.** A total of 221.20 hours of services were performed and Curtis is seeking allowance of \$76,512.50 in fees. Curtis reviewed the various objections to confirmation of the Plan, including that filed by Verizon, and negotiated language to be included in the Confirmation Order to resolve said objection. Moreover, Curtis attended the Confirmation Hearing and reviewed pleadings in connection therewith. In a continuing effort to remain cost conscious, Curtis determined that a junior associate alone should attend the lengthy Confirmation Hearing and provide written updates to the Curtis team. Curtis also reviewed the post-trial memoranda of law in support of, or in opposition to, the Plan, the amendments to the restructuring agreements in support of the Plan, this Court's opinion on confirmation of the Plan, the Confirmation Order and various parties' motions seeking a stay of the Confirmation Order pending appeal (collectively, the "Motions for Stay Pending Appeal"). Lastly, Curtis attended the hearing on the Motions for Stay Pending Appeal and reviewed the Order denying such motions.

37. **Curtis Fee Applications and Monthly Statements.** A total of 55.90 hours of services were performed and Curtis is seeking allowance of \$14,477.50 in fees. Curtis prepared and served its monthly Fee Statements and the Second Interim Fee Application, all in accordance with the Guidelines.

**THE REQUESTED COMPENSATION SHOULD BE ALLOWED**

38. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of Section 330 to govern the Court's award of such compensation. *See* 11 U.S.C. § 331. The awarding of interim compensation should be based upon the circumstances of the particular case. *In re Nana Daly's Pub., Ltd.*, 67 B.R. 782, 787 (Bankr. E.D.N.Y. 1986).

39. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under Section 327 of the Bankruptcy Code "reasonable compensation for



actual necessary services rendered . . . and reimbursement for actual, necessary expenses.” 11 U.S.C. § 330(a)(1). The Court has broad discretion in determining whether to allow compensation and in determining the amount of the compensation. *In re Nine Assocs., Inc.*, 76 B.R. 943, 944 (Bankr. S.D.N.Y. 1987).

40. Section 330(a)(3) of the Bankruptcy Code sets forth criteria to be considered in reviewing requests for compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded . . . the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed . . . ; and
- (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

41. Courts within the Second Circuit have employed the “lodestar approach” for calculating judicial awards of compensation to attorneys. The lodestar approach was articulated by the Second Circuit in *New York State Ass’n for Retarded Children, Inc. v. Carey*, 711 F.2d 1136 (2d Cir. 1983). The lodestar method of determining reasonable compensation involves multiplying the hours spent on a case, based on attorney time records, by a reasonable hourly rate of compensation for each attorney based on prevailing market rates for private law firms performing services for non-governmental clients. *In re McLean Industries, Inc.*, 88 B.R. 36, 39 (Bankr. S.D.N.Y. 1988). Once calculated, this lodestar figure may be adjusted upward or

downward to take into account the facts of the particular case. *In re Baldwin United Corp.*, 79 B.R. 321, 347 (Bankr. S.D. Ohio 1987). Factors regarding the difficulty, complexity and contingent nature of the case may thereafter be employed to arrive at a reasonable and just compensation in excess of the lodestar figure. *In re Stable Mews Assocs.*, 49 B.R. 395, 398 (Bankr. S.D.N.Y. 1985); *In re Chriss*, 38 B.R. 655, 657 (Bankr. S.D.N.Y. 1984).

42. In the instant case, Curtis respectfully submits that the services for which it seeks compensation in this Application meet or exceed the standards set forth in Section 330 of the Bankruptcy Code and applied by bankruptcy courts in this Circuit to determine the reasonableness of professional fees sought from a debtor's estate. Curtis respectfully submits that the services provided to the Debtors during the Second Interim Period were necessary and beneficial to the Debtors' efforts to reorganize their estates. The professional services that Curtis rendered were focused on pursuing an efficient reorganization of the Debtors' businesses that maximizes the value of the estates and recovery to creditors. Curtis's rates charged to the Debtors are identical to the rates charged by Curtis for comparable services in a non-Chapter 11 context. Such services were not only necessary to benefit the Debtors' estates, but also to enhance potential recovery to creditors. Accordingly, Curtis further submits that the compensation requested herein is reasonable and warranted in light of the nature, extent, and value of such services to the Debtors, their estates and all parties in interest.

#### **FINAL FEES AND ACTUAL AND NECESSARY DISBURSEMENTS OF CURTIS**

43. Curtis has devoted 358.60 hours of actual recorded time for attorneys and paraprofessionals during the Second Interim Period, resulting in time charges of \$128,951.50 and 1,116.20 hours of actual recorded time during the Representation Period, including the Second Interim Period, resulting in time charges of \$536,116. During the Second Interim Period, Curtis's billing rates for attorneys ranged from approximately \$290 to \$785, resulting in an average blended rate for attorney work of approximately \$388.84 per hour. During the

Representation Period, Curtis' billing rates for attorneys ranged from approximately \$280 to \$785, resulting in an average blended rate for attorney work of approximately \$511.24 per hour.

44. Throughout the Representation Period, Curtis sought to assign projects in the Chapter 11 Cases to partners, associates and paraprofessionals who could handle them most efficiently and expeditiously. Curtis respectfully submits that the legal services reflected in this Application are fair and reasonable and the compensation requested is commensurate with the quality of services provided to the Debtors.

45. Curtis has incurred \$5,794.58 in out-of-pocket expenses and disbursements during the Second Interim Period directly attributable, and necessary, to Curtis's representation of the Debtors in the Chapter 11 Cases.<sup>4</sup> Curtis has advanced all of the expenses for which reimbursement is sought prior to seeking reimbursement for such expenses in this Application. The charges for expenses are intended to reimburse Curtis for its direct operating costs that are not built into the hourly rates charged by Curtis. Curtis's expenses include charges for services such as duplicating, word processing, postage, long-distance telephone calls, telephone audio conferencing, Lexis/Nexis and Westlaw research, corporate search fees, courier service, transportation, working meals, Pacer – ECF, telefax and travel expenses. Curtis only charges clients for expenses incurred by that particular client. This billing structure is designed to pass expenses on to the clients who actually benefit from their use while keeping the hourly rates more reasonable for clients that do not require extensive use of such reimbursable services. Curtis includes in this Application only those items of expense, in addition to fees, that it normally charges its clients.

46. No part of the compensation to be received pursuant to this Application will be shared with any other person or firm, and no other agreements, either express or implied, to share any compensation received as attorneys for the Debtors have been, or will be, made by

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<sup>4</sup> Curtis' standard practice is to treat certain expenses as having been incurred when such obligations are recorded and

Curtis. All of the services for which compensation is sought in this Application were rendered at the request of, and solely on behalf of, the Debtors.

47. Lastly, Curtis requests permission for the Debtors to pay the Final Allowed Amount in the total amount of \$557,851.79, including the Holdback from the First Interim Fee Application. While Curtis is mindful that the purpose of the “holdback” is to incentivize professionals retained by estates to prosecute Chapter 11 cases expeditiously, Curtis submits that, given the confirmation of the Plan and the overall success of the Chapter 11 Cases, there is no necessity to require that compensation remain subject to a holdback.

#### NOTICE

48. A copy of this Application has been presented to: (i) the Debtors; (ii) Kirkland & Ellis LLP, as lead bankruptcy counsel for the Debtors; (iii) the United States Trustee; and (iv) counsel for the Creditors’ Committee. In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is required. A copy of this Application is also available on the website of the Debtors’ notice and claims agent, Kurtzman Carson Consultants LLC, at <http://www.kccllc.net/charter>.

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**CONCLUSION**

**WHEREFORE**, Curtis respectfully requests that this Court enter an order:

(i) granting this Application; (ii) allowing Curtis final compensation for professional services rendered during the Representation Period, in the amount of \$536,116, including \$128,951.50 requested for the Second Interim Period, and reimbursement for necessary expenses Curtis incurred during the Representation Period, in the amount of \$21,735.79, including \$5,794.58 incurred during the Second Interim Period; (iii) authorizing and directing the Debtors to pay Curtis (\$107,223.20) in fees for the Representation Period which were held back by the Court pursuant to the Interim Compensation Order and release any other amounts held back under the Fee Statements pursuant to the Interim Compensation Order; (iv) authorizing and directing the Debtors to pay any and all amounts for the Representation Period to the extent not previously paid; and (v) granting such other further relief as may be just and proper.

Dated: December 22, 2009  
New York, New York

Respectfully submitted,

**CURTIS, MALLET-PREVOST,  
COLT & MOSLE LLP**

By: /s/ Steven J. Reisman  
Steven J. Reisman  
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*Conflicts Counsel for the Debtors  
and Debtors In Possession*

**EXHIBIT A**

**CURTIS, MALLET-PREVOST,  
COLT & MOSLE LLP**  
 101 Park Avenue  
 New York, New York 10178-0061  
 Telephone: (212) 696-6000  
 Facsimile: (212) 697-1559  
 Steven J. Reisman  
 L. P. Harrison 3rd

*Conflicts Counsel for the Debtors  
and Debtors In Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

----- X  
 :  
 In re: : Chapter 11  
 :  
 CHARTER COMMUNICATIONS, INC., *et al.*, : Case No. 09-11435 (JMP)  
 :  
 Debtors. : (Jointly Administered)  
 :  
 ----- X

**CERTIFICATION UNDER GUIDELINES FOR FEES AND DISBURSEMENTS FOR  
PROFESSIONALS IN RESPECT OF THE SECOND INTERIM AND FINAL  
APPLICATION OF CURTIS, MALLET-PREVOST, COLT & MOSLE LLP  
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES**

I, Steven J. Reisman, hereby certify that:

1. I am a partner with the applicant firm, Curtis, Mallet-Prevost, Colt & Mosle LLP ("Curtis"), with primary responsibility for the Chapter 11 cases of Charter Communications, Inc., and certain of its direct and indirect subsidiaries, as debtors and debtors in possession (collectively, the "Debtors"), in respect of compliance with the *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases*, adopted by the Court on November 25, 2009 (the "Local Guidelines"), the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330*, adopted on January 30, 1996 (the "UST Guidelines") and

the *Order to Establish Procedures for Interim Monthly Compensation and Reimbursement of Expenses for Professionals* (the “Interim Compensation Order,” collectively with the Local Guidelines and UST Guidelines, the “Guidelines”).

2. This certification is made in respect of Curtis’s application, dated December 22, 2009 (the “Application”), in accordance with the Guidelines for (i) interim compensation and reimbursement of expenses for the period commencing July 1, 2009 through and including November 30, 2009 (the “Second Interim Period”); (ii) allowance and payment (to the extent not already received) and approval, on a final basis, of compensation for the entire representation period of March 27, 2009 through and including November 30, 2009 (the “Representation Period”); and (iii) authorization of the Debtors to pay to Curtis the fees for the Representation Period which were held back by the Court during such period.

3. In respect of Section A.1 of the Local Guidelines, I certify that:

- I have read the Application;
- to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Local Guidelines and the UST Guidelines;
- other than the discounts disclosed in the Application, the fees and expenses sought are billed at rates in accordance with practices customarily employed by Curtis and generally accepted by Curtis’s clients; and
- in providing a reimbursable service, Curtis does not make a profit on that service, whether the service is performed by Curtis in house or through a third party.

4. In respect of Section A.2 of the Local Guidelines, I certify that Curtis has complied with these provisions requiring it to provide the Debtors, counsel for the committee of unsecured creditors appointed in these cases (the “Creditors’ Committee”) and the United States



Trustee for the Southern District of New York (the "United States Trustee") with, on a monthly basis, a statement of Curtis's fees and expenses accrued during the previous month.

5. In respect of Section A.3 of the Local Guidelines, I certify that the Debtors, the United States Trustee and counsel for the Creditors' Committee are each being provided with a copy of the Application.

Dated: December 22, 2009  
New York, New York

/s/ Steven J. Reisman  
STEVEN J. REISMAN  
A Member of the Firm

**CHARTER COMMUNICATIONS, INC., et al.**  
**CHAPTER 11**  
**CASE NO. 09-11435 (JMP)**

**Summary Of Fees For Second Interim Application  
Of Curtis, Mallet-Prevost, Colt & Mosle LLP,  
As Conflicts Counsel For The Debtors And Debtors In Possession,  
For Allowance Of Compensation For Services Rendered  
And For Reimbursement Of Actual And Necessary Expenses Incurred  
For The Period July 1, 2009 Through November 30, 2009**

<u>Name of Professional(s)</u>	<u>Year Admitted (NY)</u>	<u>Hourly Rate</u>	<u>Hours Engaged</u>	<u>Total Value(s)</u>
<b><u>PARTNERS</u></b>				
Steven J. Reisman	1991	\$785.00	32.70	\$ 25,669.50
L. P. Harrison 3rd	1984	785.00	4.20	3,297.00
		730.00	2.80	2,044.00
Turner P. Smith	1980	730.00	11.00	8,030.00
<b><u>ASSOCIATES</u></b>				
Cindi M. Eilbott	2007	\$415.00	.30	\$ 124.50
Christina M. Manthei	2008	375.00	60.90	22,573.50
		335.00	9.20	3,082.00
Dienna Ching	2009	290.00	179.40	52,026.00
<b><u>PARALEGALS/CLERKS</u></b>				
Oleg Bitman	Not Applicable	\$210.00	43.90	\$ 9,219.00
Andrew Russo	Not Applicable	210.00	5.20	1,092.00
Roman Vengerovskiy	Not Applicable	210.00	4.20	882.00
Samuel Coe	Not Applicable	190.00	1.10	209.00
Laura Raposo	Not Applicable	190.00	3.70	703.00
<b>TOTAL</b>			<b>358.60</b>	<b>\$ 128,951.50</b>

**CHARTER COMMUNICATIONS, INC., et al.**  
**CHAPTER 11**  
**CASE NO. 09-11435 (JMP)**

**Summary Of Fees For Entire Representation Period  
Of Curtis, Mallet-Prevost, Colt & Mosle LLP,  
As Conflicts Counsel For The Debtors And Debtors In Possession,  
For Allowance Of Compensation For Services Rendered  
And For Reimbursement Of Actual and Necessary Expenses Incurred  
For The Period of March 27, 2009 Through November 30, 2009**

<u>Name of Professional(s)</u>	<u>Year Admitted (NY)</u>	<u>Hourly Rate</u>	<u>Hours Engaged</u>	<u>Total Value(s)</u>
<b><u>PARTNERS</u></b>				
Eliot Lauer	1975	\$785.00	1.90	\$ 1,491.50
Steven J. Reisman	1991	785.00	149.50	117,357.50
L. P. Harrison 3rd	1984	785.00	4.20	3,297.00
		730.00	38.70	28,251.00
Turner P. Smith	1980	730.00	25.10	18,323.00
Theresa A. Foudy	1994	675.00	130.40	88,020.00
<b><u>COUNSEL</u></b>				
Myles Bartley	1999	\$595.00	67.10	\$ 39,924.50
Jerrold Bregman	1990	595.00	92.50	55,037.50
Maryann Gallagher	1988	595.00	11.30	6,723.50
<b><u>ASSOCIATES</u></b>				
James V. Drew	2002	\$575.00	9.40	\$ 5,405.00
Andrew B. Zinman	1996	455.00	.70	318.50
Cindi M. Eilbott	2007	415.00	.30	124.50
		375.00	.30	112.50
Katherine Smith	2007	375.00	21.10	7,912.50
Christina Manthei	2008	375.00	60.90	22,573.50
		335.00	124.40	41,674.00
Dienna Ching	2009	290.00	199.00	57,710.00
Naomi Reinharz	2009	290.00	46.10	13,369.00
Brian White	2009	290.00	7.30	2,117.00
Chelsea McLean	2009	280.00	15.20	4,256.00
<b><u>PARALEGALS/CLERKS</u></b>				
Oleg Bitman	Not Applicable	\$210.00	43.90	\$ 9,219.00
		190.00	11.80	2,242.00
Andrew Russo	Not Applicable	210.00	5.20	1,092.00
Roman Vengerovskiy	Not Applicable	210.00	4.20	882.00
Samuel Coe	Not Applicable	190.00	19.50	3,705.00
Christopher Glen	Not Applicable	190.00	5.60	1,064.00
Ramon Miyar	Not Applicable	190.00	1.40	266.00
Laura Raposo	Not Applicable	190.00	19.20	3,648.00
<b>TOTAL</b>			<b>1,116.20</b>	<b>\$ 536,116.00</b>

**CHARTER COMMUNICATIONS, INC., et al.**  
**CHAPTER 11**  
**CASE NO. 09-11435 (JMP)**

**Summary Of Expenses For Second Interim Application  
Of Curtis, Mallet-Prevost, Colt & Mosle LLP,  
As Conflicts Counsel For The Debtors And Debtors In Possession,  
For Allowance Of Compensation For Services Rendered  
And For Reimbursement Of Actual and Necessary Expenses Incurred  
For The Period of July 1, 2009 Through November 30, 2009<sup>1</sup>**

<b>DESCRIPTION</b>	<b>AMOUNT</b>
DUPLICATING	\$ 456.60
WORD PROCESSING	844.16
LEXIS/NEXIS, WESTLAW RESEARCH	479.33
CORPORATE SEARCH FEES	11.70
COURIER SERVICE	551.86
MEALS EXPENSE	479.66
PACER – ECF	248.00
TELEFAX	2.64
TELEPHONE AUDIO CONFERENCING	42.15
TELEPHONE EXPENSE	3.52
TRANSPORTATION EXPENSE	1,073.86
TRAVEL EXPENSES	1,600.66
POSTAGE	.44
<b>TOTAL:</b>	<b><u>\$ 5,794.58</u></b>

<sup>1</sup> All expenses have been billed in accordance with Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases.

**CHARTER COMMUNICATIONS, INC., et al.**  
**CHAPTER 11**  
**CASE NO. 09-11435 (JMP)**

**Summary Of Expenses For Entire Representation Period  
Of Curtis, Mallet-Prevost, Colt & Mosle LLP,  
As Conflicts Counsel For The Debtors And Debtors In Possession,  
For Allowance Of Compensation For Services Rendered  
And For Reimbursement Of Actual and Necessary Expenses Incurred  
For The Period of March 27, 2009 Through November 30, 2009<sup>1</sup>**

<u>DESCRIPTION</u>	<u>AMOUNT</u>
DUPLICATING	\$ 2,145.50
WORD PROCESSING	2,782.77
LEXIS/NEXIS, WESTLAW RESEARCH	3,298.93
CORPORATE SEARCH FEES	11.70
COURIER SERVICE	637.61
MEALS EXPENSE	752.67
PACER – ECF	300.96
TELEFAX	2.64
TELEPHONE AUDIO CONFERENCING	124.47
TELEPHONE EXPENSE	88.20
TRANSPORTATION EXPENSE	2,881.45
TRAVEL EXPENSES	8,708.01
POSTAGE	<u>.88</u>
<b>TOTAL:</b>	<b><u>\$ 21,735.79</u></b>

<sup>1</sup> All expenses have been billed in accordance with Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases.

**CHARTER COMMUNICATIONS, INC., et al.**  
**CHAPTER 11**  
**CASE NO. 09-11435 (JMP)**

**Summary Of Curtis, Mallet-Prevost, Colt & Mosle LLP's**  
**Time Records Billed During The Second Interim Period**  
**By Project Category For The Period July 1, 2009 Through November 30, 2009**

	DESCRIPTION	HOURS	AMOUNT
Matter No. 10	Case Administration	25.00	\$ 8,376.50
Matter No. 100	Contracts/Leases Assumption and Rejection	3.00	1,454.50
Matter No. 120	Adversary Proceedings and Contested Matters	5.20	3,159.50
Matter No. 140	Automatic Stay Matters	48.30	24,971.00
Matter No. 170	Plan and Disclosure Statements	221.20	76,512.50
Matter No. 190	Curtis' Fee Applications & Monthly Fee Statements	55.90	14,477.50
<b>TOTAL</b>		<b>358.60</b>	<b>\$ 128,951.50</b>

**CHARTER COMMUNICATIONS, INC., et al.**  
**CHAPTER 11**  
**CASE NO. 09-11435 (JMP)**

**Summary Of Curtis, Mallet-Prevost, Colt & Mosle LLP's**  
**Time Records Billed During The Entire Representation Period**  
**By Project Category For The Period March 27, 2009 Through November 30, 2009**

<b>MATTER NO.</b>	<b>DESCRIPTION</b>	<b>HOURS</b>	<b>AMOUNT</b>
Matter No. 10	Case Administration	93.20	\$ 33,045.00
Matter No. 20	Court Appearances	21.30	9,920.00
Matter No. 100	Contracts/Leases Assumption and Rejection	49.80	31,575.50
Matter No. 110	General Litigation Matters	520.40	295,093.00
Matter No. 120	Adversary Proceedings and Contested Matters	8.40	5,295.00
Matter No. 140	Automatic Stay Matters	95.40	49,048.00
Matter No. 170	Plan and Disclosure Statements	258.60	94,359.50
Matter No. 190	Curtis' Fee Applications & Monthly Fee Statements	69.10	17,780.00
<b>TOTAL</b>		<b>1,116.20</b>	<b>\$ 536,116.00</b>