

CHARTER COMMUNICATIONS INC /MO/

Form DEF 14A

March 17, 2008

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SCHEDULE 14A
(Rule 14a-101)
Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Under Rule 14a-12

Charter Communications, Inc.

(Name of Person(s) Filing Proxy Statement, if other than Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a) (2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

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March 17, 2008

Dear Stockholder:

You are cordially invited to attend the annual meeting of stockholders of Charter Communications, Inc. (the Company or Charter), which will be held at the Hyatt Regency Bellevue, 900 Bellevue Way N.E., Bellevue, Washington 98004 on Tuesday, April 29, 2008 at 10:00 a.m. (Pacific Daylight Time).

All stockholders of record at the close of business on February 29, 2008 are invited to attend the meeting. For security reasons, however, to gain admission to the meeting you may be required to present identification containing a photograph and to comply with other security measures. Parking at the Hyatt Regency Bellevue for the Annual Meeting will be complimentary. Please inform the attendant you are attending the Charter Annual Meeting.

Details of the business to be conducted at the annual meeting are provided in the attached Notice of Annual Meeting and Proxy Statement.

Whether or not you attend the annual meeting, it is important that your shares be represented and voted at the meeting. Therefore, I urge you to sign, date, and promptly return the enclosed proxy in the postage-paid envelope that is provided, or you may vote via the Internet pursuant to the instructions on the proxy card. If you decide to attend the annual meeting, you will have the opportunity to vote in person.

On behalf of the Board of Directors, I would like to express our appreciation for your continued interest in the affairs of the Company.

Sincerely,

Neil Smit
President and Chief Executive Officer

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**Charter Plaza
12405 Powerscourt Drive
St. Louis, Missouri 63131**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
OF
CHARTER COMMUNICATIONS, INC.**

Date: Tuesday, April 29, 2008
Time: 10:00 a.m. (Pacific Daylight Time)
Place: Hyatt Regency Bellevue
900 Bellevue Way N.E.
Bellevue, Washington

Matters to be voted on:

1. Election of twelve directors, as follows:

One Class A/Class B director; and

Eleven Class B directors.

2. Ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ended December 31, 2008.

3. Any other matters properly brought before the stockholders at the meeting.

By order of the Board of Directors,

Grier C. Raclin
Corporate Secretary

March 17, 2008

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CHARTER COMMUNICATIONS, INC.

PROXY STATEMENT

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to Be Held on April 29, 2008. The 2008 notice and proxy statement and the 2007 annual report to stockholders are available at www.proxyvote.com.

This proxy statement and The Notice of Internet Availability of Proxy Materials were first mailed to stockholders on or about March 17, 2008.

General Information about Voting and the Meeting

What are you voting on at the meeting?

As a holder of Class A common stock, you are being asked to vote, together with the holder of Class B common stock, **FOR** the following:

election of Robert P. May as the one director to serve as the Class A/Class B director on the board of directors of the Company (the Class A/Class B director); and

ratification of the appointment of KPMG LLP (KPMG) as the Company s independent registered public accounting firm for the year ended December 31, 2008.

Why are you voting on only one director?

There currently are a total of twelve members of the board of directors. Our Certificate of Incorporation provides that all but one of the directors will be elected by vote of the holder of the Class B common stock voting alone (the Class B directors), and that the remaining director (the Class A/Class B director) will be elected by the holders of the Class A and Class B common stock voting together.

Who has been nominated for election as directors at the annual meeting?

The board of directors has nominated the twelve current directors for re-election. As noted above, however, the holders of Class A shares will be voting for only one director. The Class A/Class B director nominee who has been nominated by the board of directors for election by vote of the Class A and Class B shares voting together at the annual meeting is Robert P. May.

The other eleven directors who have been nominated by the board of directors to serve as Class B directors are: Paul G. Allen, W. Lance Conn, Nathaniel A. Davis, Jonathan L. Dolgen, Rajive Johri, David C. Merritt, Marc B. Nathanson, Jo Allen Patton, Neil Smit, John H. Tory and Larry W. Wangberg.

Who can vote?

For all matters except the election of the eleven Class B directors, holders of a total of 398,227,512 shares of Class A common stock, representing approximately 10.5% of the total voting power of all of our issued and outstanding common stock, and 50,000 shares of Class B common stock, representing approximately 90.2% of the total voting power of all our issued and outstanding common stock, are entitled to vote. Each holder of Class A common stock is

entitled to one vote per share. Each holder of Class B common stock is entitled to ten votes per share plus ten votes per share of Class B common stock for which membership units in Charter Communications Holding Company, LLC held by Mr. Allen and his affiliates are exchangeable. Accordingly, each outstanding share of Class B common stock was entitled to 67,836.4 votes at February 29, 2008.

You can vote your Class A shares if our records show that you owned the shares at the close of business on February 29, 2008 (the Record Date). The enclosed proxy card indicates the number of Class A shares that our records show you are entitled to vote.

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You will not have a vote in the election of the Class B directors. Mr. Allen, the sole holder of Class B shares, will be the only stockholder voting in that election.

What is the quorum required for the meeting?

We will hold the annual meeting if holders of shares having a majority of the combined voting power of the Class A and Class B common stock as of the Record Date either sign and return their proxy cards, vote via the Internet or attend the meeting. If you sign and return your proxy card or vote via the Internet, your shares will be counted to determine whether we have a quorum, even if you fail to indicate your vote.

Based on the voting power of the Class A and Class B common stock, the presence or absence of Mr. Allen at the meeting (in person or by proxy) will determine if a quorum is present.

Abstentions and broker non-votes will be counted as present for purposes of determining whether a quorum exists at the annual meeting.

What is a broker non-vote ?

A broker non-vote occurs when a nominee holding shares for a beneficial owner votes on one proposal but does not vote on another proposal because the nominee does not have discretionary voting power for that particular proposal and has not received voting instructions from the beneficial owner.

What is the vote required for the proposals on the agenda?

A plurality of Class A and Class B votes cast, voting together as a single class, is required for the election of the Class A/Class B director. The affirmative vote of the holders of a majority of Class A and Class B shares present in person or represented by proxy at the meeting and entitled to vote, voting together as a single class, is required for ratification of the appointment of KPMG as our independent registered public accounting firm.

Under our Certificate of Incorporation and Bylaws, for purposes of determining whether votes have been cast, abstentions and broker non-votes will not be counted except with respect to the election of directors where abstentions and broker non-votes will result in the respective nominee receiving fewer votes, but will have no effect on the outcome of the vote since only a plurality is needed to elect the directors.

A stockholder may vote to abstain on the ratification of the appointment of KPMG as our independent registered public accounting firm and the other proposals which may properly come before the annual meeting. If you vote to abstain, your shares will be counted as present at the meeting for purposes of determining a quorum on all matters, but will not be considered to be votes cast with respect to such matters. Abstentions will not be voted and will have the effect of a vote against the proposals. If an executed proxy is returned by a broker holding shares in street name that indicates that the broker does not have discretionary authority as to certain shares to vote on one or more matters (a broker non-vote), such shares will be considered present at the meeting for purposes of determining a quorum on all matters, but will not be considered to be votes cast with respect to such matters. Therefore, broker non-votes will have no effect on the outcome of the election of directors, but will have the effect of a vote against the ratification of the appointment of KPMG as our independent registered public accounting firm. In addition, in the election of directors, a stockholder may withhold such stockholder's vote.

We have been advised by Mr. Allen, the sole holder of Class B shares, that he intends to vote **FOR** all of the twelve director nominees identified above, including the Class A/Class B director nominee, which would result in the election of the Class A/Class B nominee, and that he intends to vote **FOR** the ratification of the appointment of

KPMG as our independent registered public accounting firm.

What are my choices in the proposals on the agenda?

You can vote your shares FOR, or you can withhold your vote for, the Class A/Class B director nominee, Robert P. May. On the proposals not involving the election of directors, you can (1) vote for a proposal, (2) vote against a proposal, or (3) abstain from voting.

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How do I vote by proxy?

Follow the instructions on the enclosed proxy card. Sign and date the proxy card and mail it back to us in the enclosed envelope. If you receive more than one proxy card it may mean that you hold shares in more than one account. Sign and return all proxy cards to ensure that all of your shares are voted. The proxy holder named on the proxy card will vote your shares as you instruct. If you sign and return the proxy card but do not indicate your vote, the proxy holder will vote on your behalf **FOR** the named Class A/Class B director nominee or his substitute and **FOR** ratification of KPMG as our independent registered public accounting firm.

Can I vote via the Internet?

Stockholders with shares registered in their names with BNY Mellon Shareowner Services, our transfer agent, may authorize a proxy via the Internet at the following address: <http://www.proxyvote.com>. A number of brokerage firms and banks participate in a program that permits Internet voting. If your shares are held in an account at a brokerage firm or bank that participates in such a program, you may direct the vote of those shares by following the instructions on the voting form enclosed with the proxy from the brokerage firm or bank.

Proxies submitted via the Internet must be received by 11:59 p.m. (EDT) on April 28, 2008. Please refer to your voting instruction form and/or your proxy card for specific voting instructions. If you vote this year's proxy via the Internet, you may also elect to receive future proxy and other materials electronically by following the instructions when you vote. Making this election will save the Company the cost of producing and mailing these documents.

What if other matters come up at the annual meeting?

The items listed on the Notice of Annual Meeting of Stockholders are the only matters that we know will be voted on at the annual meeting. On such other business as may properly come before the meeting, your shares will be voted in the discretion of the proxy holder.

Can I change my vote after I return my proxy card?

Yes. At any time before the vote at the annual meeting, you can change your vote either by giving our Corporate Secretary a written notice revoking your proxy card, or by signing, dating and submitting a new proxy card. We will honor the latest dated proxy card which has been received prior to the closing of the voting. You may also attend the meeting and vote in person.

Can I vote in person at the annual meeting rather than by completing the proxy card?

Although we encourage you to complete and return the proxy card to ensure that your vote is counted, you can attend the annual meeting and vote your shares in person.

What do I do if my shares are held in street name ?

If your shares are held in the name of your broker, a bank or other nominee, you should return your proxy in the envelope provided by such broker, bank or nominee or instruct the person responsible for holding your shares to execute a proxy on your behalf. In either case, your shares will be voted according to your instructions.

If you wish to attend the annual meeting and vote your shares in person, you should obtain the documents required to vote your shares in person at the annual meeting from your broker, bank or other nominee.

Who is soliciting my vote?

The board of directors is soliciting your vote.

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Who pays for this proxy solicitation?

The Company pays for the proxy solicitation. We will ask banks, brokers and other nominees and fiduciaries to forward the proxy material to the beneficial owners of the Class A common stock and to obtain the authority of executed proxies. We will reimburse them for their reasonable expenses.

**Proposal No. 1: Election of Class A/Class B Director
(Item 1 on Proxy Card)**

The Company currently has twelve directors, each of whom is elected on an annual basis. The Company's Certificate of Incorporation and Bylaws provide that the holders of the Class B common stock elect all but one of the directors. The holders of the Class A common stock and Class B common stock, voting together, elect one director (the Class A/Class B director). This election of one Class A/Class B director by the holders of Class A and Class B common stock voting together is scheduled to take place at the annual meeting of stockholders. The board of directors is soliciting your vote for the Class A/Class B director to be elected at the annual meeting of stockholders. Once elected, the Class A/Class B director will hold office until his or her successor is elected, which we expect to occur at next year's annual meeting of stockholders. You do not have a vote, and your vote is not being solicited, with respect to the election of the eleven Class B directors who will be elected at the meeting.

Nominations. Robert P. May has been nominated for election as the Class A/Class B director. Although we do not know of any reason why Mr. May might not be able to serve, the board of directors will propose a substitute nominee to serve if Mr. May is not available for election for any reason.

By virtue of Mr. Allen's control of more than 50% of the voting power of the Company as of the Record Date, the Company is a controlled company under NASDAQ rule 4350(c)(5). As such, the Company is not subject to requirements that a majority of our directors be independent (as defined in NASDAQ's rules) or that there be a nominating committee of the board, responsible for nominating director candidates. The Company does not have a nominating committee. Candidates for director are nominated by the board of directors, based on the recommendation of one or more of our directors. Given the significance of Mr. Allen's investment in the Company and the high caliber of the individuals who have been recruited to serve on our board of directors, we believe that the Company's nomination process is appropriate. Criteria and qualifications for new board members considered by the Company's directors include a high level of integrity and ability, industry experience or knowledge, and operating company experience as a member of senior management (operational or financial). In addition, director candidates must be individuals with the time and commitment necessary to perform the duties of a board member and other special skills that complement or supplement the skill sets of current directors.

Stockholders may nominate persons to be directors by following the procedures set forth in our Bylaws. These procedures require the stockholder to deliver timely notice to the Corporate Secretary at our principal executive offices. That notice must contain the information required by the Bylaws about the stockholder proposing the nominee and about the nominee. No stockholder nominees have been proposed for this year's meeting.

Stockholders also are free to suggest persons for the board of directors to consider as nominees. The board of directors will consider those individuals if adequate information is submitted in a timely manner (see Stockholders Proposal for 2009 Annual Meeting below for deadline requirements) in writing to the board of directors at the Company's principal executive offices, in care of the General Counsel. The board of directors may, however, give less serious consideration to individuals not personally known by the current board members.

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General Information about the Class A/Class B Director Nominee

Robert P. May is the director nominee proposed for election by the holders of the Company's Class A and Class B common stock. Mr. May has agreed to be named in this proxy statement and to serve as a director if elected.

Robert P. May, 58, was elected to Charter's board of directors in October 2004 and was Charter's Interim President and Chief Executive Officer from January until August 2005. Mr. May was named Chief Executive Officer and a director of Calpine Corporation, a power company, in December 2005. Calpine filed for Chapter 11 bankruptcy reorganization in December 2005. He served on the board of directors of HealthSouth Corporation, a national provider of healthcare services, from October 2002 until October 2005, and was its Chairman from July 2004 until October 2005. Mr. May also served as HealthSouth Corporation's Interim Chief Executive Officer from March 2003 until May 2004, and as Interim President of its Outpatient and Diagnostic Division from August 2003 to January 2004. Since March 2001, Mr. May has been a private investor and principal of RPM Systems, which provides strategic business consulting services. From March 1999 to March 2001, Mr. May served on the board of directors and was Chief Executive of PNV Inc., a national telecommunications company. Prior to his employment at PNV Inc., Mr. May was Chief Operating Officer and a member of the board of directors of Cablevision Systems Corporation from October 1996 to February 1998, and from 1973 to 1993 he held several senior executive positions with Federal Express Corporation, including President, Business Logistics Services. Mr. May was educated at Curry College and Boston College and attended Harvard Business School's Program for Management Development. He is a member of Deutsche Bank of Americas Advisory Board.

THE BOARD OF DIRECTORS RECOMMENDS VOTING FOR THE CLASS A/CLASS B DIRECTOR NOMINEE.

Election of Class B Directors

Information about the Class B Director Nominees

The following information concerns the eleven individuals who have been nominated by the board of directors for election by the Class B holder, voting as a separate class. Each of the following individuals currently serves as a Class B director.

Paul G. Allen, 55, has been Chairman of Charter's board of directors since July 1999, and Chairman of the board of directors of Charter Investment, Inc. (a predecessor to, and currently an affiliate of, Charter) since December 1998. Mr. Allen, co-founded Microsoft Corporation with Bill Gates in 1975 and remained the company's chief technologist until he left Microsoft Corporation in 1983. Mr. Allen is the founder and chairman of Vulcan Inc., Mr. Allen's project and investment management company that oversees stakes in DreamWorks Animation SKG, Digeo, Inc., real estate and more than 40 other technology, media and content companies. In 2004, Mr. Allen funded SpaceShipOne, the first privately-funded effort to successfully put a civilian in suborbital space and winner of the Ansari X-Prize competition. Mr. Allen also owns the Seattle Seahawks NFL and Portland Trail Blazers NBA franchises. In addition, Mr. Allen is a director of Vulcan Ventures, Inc., Vulcan Inc., and numerous privately held companies.

W. Lance Conn, 39, was elected to the board of directors of Charter in September 2004. Since July 2004, Mr. Conn has served as Executive Vice President, Investment Management for Vulcan Inc., the investment and project management company that oversees a diverse multi-billion dollar portfolio across diverse industry sectors and investment asset classes. Prior to joining Vulcan Inc., Mr. Conn was employed by America Online, Inc., an interactive online services company, from March 1996 to May 2003. From 1997 to 2000, Mr. Conn served in various senior business development roles at America Online. In 2000, Mr. Conn began supervising all of America Online's European investments, alliances and business initiatives. In 2002, he became Senior Vice President of America Online

U.S. where he led a company-wide effort to restructure and optimize America Online's operations. From September 1994 until February 1996, Mr. Conn was an attorney with the Shaw Pittman law firm in Washington, D.C. Mr. Conn is a director at Plains All American Pipeline, L.P., Plains GP Holdings, L.P. and Vulcan Energy

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Corp. Mr. Conn holds a J.D. degree from the University of Virginia, a M.A. degree in history from the University of Mississippi and an A.B. degree in history from Princeton University.

Nathaniel A. Davis, 54, was elected to the board of directors of Charter in August 2005. In July 2007, Mr. Davis became President and Chief Executive Officer of XM Satellite Radio Holdings, Inc. where he is also a director. Prior to that, he served as XM's President and Chief Operating Officer from July 2006 to July 2007. From June 2003 until July 2006, Mr. Davis had been Managing Director and owner of RANND Advisory Group, a technology consulting group, which advises venture capital, telecom and other technology related firms. From January 2000 through May 2003, he was President and Chief Operating Officer of XO Communication, Inc. From October 1998 to December 1999 he was Executive Vice President, Network and Technical Services of Nextel Communications, Inc. Prior to that, he worked for MCI Communications from 1982 until 1998 in a number of positions, including Chief Financial Officer of MCIT from November 1996 until October 1998. Previously, Mr. Davis served in a variety of roles that include Senior Vice President of Network Operations, Chief Operating Officer of MCImetro, Sr. Vice President of Finance, Vice President of Systems Development. Mr. Davis holds a B.S. degree from Stevens Institute of Technology, an M.S. degree from Moore School of Engineering and an M.B.A. degree from the Wharton School at the University of Pennsylvania. He is a member of the board of Mutual of America Capital Management Corporation.

Jonathan L. Dolgen, 62, was elected to the board of directors of Charter in October 2004. Since October 2006, Mr. Dolgen has served as senior consultant for ArtistDirect, Inc. Since July 2004, Mr. Dolgen has also been a Senior Advisor to Viacom, Inc. (Old Viacom), a worldwide entertainment and media company, where he provided advisory services to the Chief Executive Officer of Old Viacom, or others designated by him, on an as requested basis. Effective December 31, 2005, Old Viacom was separated into two publicly traded companies, Viacom Inc. (New Viacom) and CBS Corporation. Since the separation of Old Viacom, Mr. Dolgen provides advisory services to the Chief Executive Officer of New Viacom, or others designated by him, on an as requested basis. Since July 2004, Mr. Dolgen has been a private investor and since September 2004, Mr. Dolgen has been a principal of Wood River Ventures, LLC, (Wood River) a private start-up entity that seeks investment and other opportunities primarily in the media sector. Since April 2005, Mr. Dolgen, through Wood River, has had an arrangement with Madison Dearborn Partners, LLC to seek investment opportunities primarily in the media sector. Mr. Dolgen is also a member of the board of directors of Expedia, Inc. From April 1994 to July 2004, Mr. Dolgen served as Chairman and Chief Executive Officer of the Viacom Entertainment Group, a unit of Old Viacom, where he oversaw various operations of Old Viacom's businesses, which during 2003 and 2004 primarily included the operations engaged in motion picture production and distribution, television production and distribution, regional theme parks, theatrical exhibition and publishing. As a result of the separation of Old Viacom, Old Viacom's motion picture production and distribution and theatrical exhibition business became part of New Viacom's businesses, and substantially all of the remaining businesses of Old Viacom overseen by Mr. Dolgen remained with CBS Corporation. Mr. Dolgen began his career in the entertainment industry in 1976, and until joining the Viacom Entertainment Group, served in executive positions at Columbia Pictures Industries, Inc., Twentieth Century Fox and Fox, Inc., and Sony Pictures Entertainment. Mr. Dolgen holds a B.S. degree from Cornell University and a J.D. degree from New York University.

Rajive Johri, 58, was elected to the board of directors of Charter in April 2006. Since June 2006, Mr. Johri has served as President and Director of First National Bank of Omaha. From September 2005 to June 2006, he served as President of First National Credit Cards Center for First National Bank of Omaha., Mr. Johri served as Executive Consultant for Park Li Group in New York from August 2004 to September 2005. Prior to that, he served as Executive Vice President, Marketing for J.P. Morgan Chase Bank from September 1999 until August 2004. Mr. Johri is a director and Executive Vice President of First National Bank of Nebraska, Inc., a director of First National Credit Card Center, Inc. and High Credit Information Services Pvt Ltd in India. Mr. Johri received a bachelor's of technology degree in Mechanical Engineering from Indian Institute of Technology in New Delhi, India and a M.B.A. degree in Marketing and Finance from Indian Institute of Management in Calcutta, India.

David C. Merritt, 53, was elected to the board of directors of Charter in July 2003, and was also appointed as Chairman of Charter's Audit Committee at that time. In October 2007, Mr. Merritt joined iCRETE, LLC as Senior Vice President and Chief Financial Officer. From October 2003 to September 2007, Mr. Merritt was a Managing Director of Salem Partners, LLC, an investment banking firm. He was a Managing Director in the Entertainment

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Media Advisory Group at Gerard Klauer Mattison & Co., Inc., a company that provided financial advisory services to the entertainment and media industries from January 2001 through April 2003. In December 2003, he became a director of Outdoor Channel Holdings, Inc. and serves as Chairman of its audit committee. From 1975 to 1999, Mr. Merritt was an audit and consulting partner of KPMG serving in a variety of capacities during his years with the firm, including national partner in charge of the media and entertainment practice. In February 2006, Mr. Merritt became a director of Calpine Corporation and serves as Chairman of its Audit Committee. Mr. Merritt holds a B.S. degree in business and accounting from California State University Northridge.

Marc B. Nathanson, 62, has been a director of Charter since January 2000 and serves as Vice Chairman of Charter's board of directors, a non-executive position. Mr. Nathanson is the Chairman of Mapleton Investments LLC, an investment vehicle formed in 1999. He also founded and served as Chairman and Chief Executive Officer of Falcon Holding Group, Inc., a cable operator, and its predecessors, from 1975 until 1999. He served as Chairman and Chief Executive Officer of Enstar Communications Corporation, a cable operator, from 1988 until November 1999. Prior to 1975, Mr. Nathanson held executive positions with Teleprompter Corporation, Warner Cable and Cypress Communications Corporation. In 1995, he was appointed by the President of the United States to the Broadcasting Board of Governors, and from 1998 through September 2002, served as its Chairman. Mr. Nathanson holds a B.A. in Mass Communications from the University of Denver and a M.A. in political science from University of California/Santa Barbara.

Jo Allen Patton, 50, has been a director of Charter since April 2004. Ms. Patton co-founded Vulcan Inc., Mr. Allen's project and investment management firm, in 1986. Since that time she has served as an officer and director of many affiliates of Mr. Allen, including her current position as President and Chief Executive Officer of Vulcan Inc. since July 2001. Also in 2001, Ms. Patton co-founded the Allen Institute for Brain Science, a non-profit institute established to identify and address key issues in neuroscience, particularly those that can advance the understanding of human behavior. Ms. Patton is also President of Vulcan Productions, an independent feature film and documentary production company, Vice Chair of First & Goal, Inc., which developed and operated the Seattle Seahawks NFL stadium, and serves as Executive Director of The Paul G. Allen Family Foundation. Ms. Patton is a co-founder of the Experience Music Project museum, as well as the Science Fiction Museum and Hall of Fame. Ms. Patton is the sister of Mr. Allen.

Neil Smit, 49, was elected a director and President and Chief Executive Officer of Charter in August 2005. He had previously worked at Time Warner, Inc. since 2000, most recently serving as the President of Time Warner's America Online Access Business. He also served at America Online (AOL) as Executive Vice President, Member Development, Chief Operating Officer of AOL Local and Chief Operating Officer of MapQuest. Prior to that he was a Regional President with Nabisco and was with Pillsbury in a number of management positions. Mr. Smit has a B.S. degree from Duke University and a M.A. degree with a focus in international business from Tufts University's Fletcher School of Law and Diplomacy.

John H. Tory, 53, has been a director of Charter since December 2001. Mr. Tory served as the Chief Executive Officer of Rogers Cable Inc., Canada's largest broadband cable operator, from 1999 until 2003. From 1995 to 1999, Mr. Tory was President and Chief Executive Officer of Rogers Media Inc., a broadcasting and publishing company. Prior to joining Rogers, Mr. Tory was a Managing Partner and member of the executive committee at Tory Tory DesLauriers & Binnington, one of Canada's largest law firms. Mr. Tory serves on the board of directors of Rogers Telecommunications Limited and Cara Operations Limited and is Chairman of Cara Operations' Audit Committee. Mr. Tory was educated at University of Toronto Schools, Trinity College (University of Toronto) and Osgoode Hall Law School. Since September 2004, Mr. Tory has served as Leader of the Ontario Progressive Conservative Party. In March 2005, he was elected a Member of the Provincial Parliament and became the Leader of Her Majesty's Loyal Opposition.

Larry W. Wangberg, 65, has been a director of Charter since January 2002. Since July 2002, Mr. Wangberg has been an independent business consultant. From August 1997 to May 2004, Mr. Wangberg was a director of TechTV L.L.C., a cable television network then-controlled by Paul Allen. He also served as its Chairman and Chief Executive Officer from August 1997 through July 2002. Prior to joining TechTV L.L.C., Mr. Wangberg was Chairman and Chief Executive Officer of StarSight Telecast Inc., an interactive navigation and program guide company which later merged with Gemstar International, from 1994 to 1997. Mr. Wangberg was Chairman and

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Chief Executive Officer of Times Mirror Cable Television and Senior Vice President of its corporate parent, Times Mirror Co., from 1983 to 1994. He currently serves on the boards of Autodesk Inc. and ADC Telecommunications, Inc. Mr. Wangberg holds a B.S. degree in mechanical engineering and a M.S. degree in industrial engineering, both from the University of Minnesota.

Board of Directors

Our board of directors meets regularly throughout the year on a set schedule. The board also holds special meetings and acts by written consent from time to time as necessary. Eleven of the twelve directors then serving attended last year's annual meeting of stockholders, and members of the board of directors are encouraged to attend the annual meeting each year. In 2007, the full board of directors held eight meetings and acted two times by written consent. No incumbent director attended fewer than 75% of the total number of meetings of the board and of committees on which he or she served.

The board of directors has determined that all of the members of the Audit Committee are independent directors, as required by the NASDAQ Global Select Market listing standards. As previously noted, by virtue of Mr. Allen's control of more than 50% of the voting power of the Company, the remaining director independence requirements of NASDAQ do not apply to the Company, as it is a controlled company under the NASDAQ listing standards, except for the provision that the Company's independent directors must have regularly scheduled meetings at which only independent directors are present. The Company's Corporate Governance Committee of the board of directors has determined that except for Messrs. Allen, Conn and Smit and Ms. Patton, all directors are independent under NASDAQ rules.

Stockholder Contact with Directors

Individuals may communicate directly with members of the board of directors or members of the board's standing committees by writing to the following address:

Charter Communications, Inc.
Charter Plaza
12405 Powerscourt Drive
St. Louis, Missouri 63131
Attn: Corporate Secretary

The Corporate Secretary will summarize all correspondence received, subject to the standards below, and periodically forward summaries to the board. Members of the board may at any time request copies of any such correspondence. Communications may be addressed to the attention of the board, a standing committee of the board, or any individual member of the board or a committee. Communication that is primarily commercial in nature, relates to an improper or irrelevant topic, or requires investigation to verify its content may not be forwarded.

Committees of the Board

The board of directors delegates authority to act with respect to certain matters to board committees whose members are appointed by the board. The committees of the board of directors include the following: Audit Committee, Finance Committee, Compensation and Benefits Committee, Executive Committee, and Corporate Governance Committee.

Charter's Audit Committee, which has a written charter approved by the board, consists of Messrs. Davis, Johri and Merritt, all of whom were determined by the board of directors to be independent in accordance with the applicable corporate governance listing standards of the NASDAQ Global Select Market. A copy of the Audit Committee's

charter is available on the Company's website, www.charter.com. The Company's board of directors has determined that, in its judgment, Mr. Merritt is an audit committee financial expert within the meaning of the applicable federal regulations. The Audit Committee held six meetings in 2007 and executed one unanimous consent in lieu of a meeting.

The Compensation and Benefits Committee, which has a written charter approved by the board, reviews and approves the Company's compensation of the senior management of the Company and its subsidiaries. The charter is available on the Company's website, www.charter.com. The Committee is comprised of Messrs. Allen, May,

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Merritt, and Nathanson. The Compensation and Benefits Committee met six times in 2007 and executed two unanimous consents in lieu of meetings.

The Finance Committee reviews the Company's financing activities and approves the terms and conditions of any financing transactions referred to it by the board, in consultation with the Company's legal and financial advisors. The Finance Committee in 2007 consisted of Messrs. Allen and Merritt. The Finance Committee met four times in 2007 and executed one unanimous written consent in lieu of a meeting.

The Executive Committee has the authority to act in place of the full board of directors and exercise such powers of the full board as the board may delegate to the Executive Committee from time to time. The Executive Committee consisted of directors Messrs. Allen, Nathanson and Smit. The Executive Committee did not meet in 2007.

The Corporate Governance Committee was formed in August 2006 to develop and recommend to the board corporate governance guidelines and to perform a leadership role in shaping the Company's corporate governance. The Committee consists of Messrs. Conn, May and Wangberg. The Corporate Governance Committee met three times in 2007.

2007 Non-Employee Director Compensation

The following table sets forth information as of December 31, 2007 regarding the compensation to those non-employee directors listed below for services rendered for the fiscal year ended December 31, 2007. Non-employee directors are not eligible for option awards within the 2001 Stock Incentive Plan or non-equity incentive compensation within the 2007 Executive Bonus Plan.

Name	Fees Earned	Stock	Total (\$)
	(\$) (1)	Awards (\$) (2)	
Paul Allen	83,000	65,000	148,000
W. Lance Conn	55,000	65,000	120,000
Nathaniel A. Davis	60,000	65,000	125,000
Jonathan L. Dolgen	53,000	65,000	118,000
Rajive Johri	60,000	65,000	125,000
Robert P. May	63,000	65,000	128,000
David C. Merritt	95,000	65,000	160,000
Marc B. Nathanson	68,000	65,000	133,000
Jo Allen Patton	52,000	65,000	117,000
John H. Tory	52,000	65,000	117,000
Larry W. Wangberg	64,000	65,000	129,000

- (1) Amount attributed to an annual retainer of \$40,000 in cash, \$1,000 for attendance at each committee meeting and telephonic meeting of the full board and \$2,000 for in-person attendance for full board meetings. Mr. Allen received an additional \$20,000 for service as committee chair of two committees; Messrs. Nathanson and Wangberg each received an additional \$10,000 for service as committee chairs, and Mr. Merritt received an additional \$25,000 for service as Audit Committee Chair.

- (2) Amounts Attributed to the annual restricted stock grant for all directors vesting one year after the date of grant, with a fair value on the date of grant (July 26, 2007) of \$65,000. The grant date fair value amount was calculated in accordance with SFAS No. 123R. For more information on SFAS No. 123R, see *Impact of Tax and Accounting* under Compensation Discussion and Analysis. The aggregate number of shares of restricted stock outstanding at fiscal year end for each director was 14,254.

Cash and Equity Compensation. Each non-employee member of the board receives an annual retainer of \$40,000 in cash plus restricted shares of Class A common stock, vesting one year after the date of grant, with a value on the date of grant of \$65,000. In addition, the Audit Committee chair receives \$25,000 per year, and the chair of each other committee receives \$10,000 per year. Each committee member also received \$1,000 for attendance at

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each committee meeting. Each director receives \$1,000 for telephonic attendance at each meeting of the full board and \$2,000 for in-person attendance. Each director of Charter is entitled to reimbursement for costs incurred in connection with attendance at board and committee meetings. Vulcan has informed us that, in accordance with its internal policy, Mr. Conn turns over to Vulcan all cash compensation he receives for his participation on Charter's board of directors or committees thereof.

Directors who are employees do not receive additional compensation for board participation. Mr. Smit, our President and Chief Executive Officer, is the only director who was also an employee during 2007.

Our Bylaws provide that all directors are entitled to indemnification to the maximum extent permitted by law from and against any claims, damages, liabilities, losses, costs or expenses incurred in connection with or arising out of the performance by them of their duties for us or our subsidiaries.

Executive Officers

Our executive officers as of the date hereof, listed below, are elected by the board of directors annually, and each serves until his or her successor is elected and qualified or until his or her earlier resignation or removal.

Executive Officers

Position

Neil Smit	President and Chief Executive Officer
Michael J. Lovett	Executive Vice President and Chief Operating Officer
Jeffrey T. Fisher	Executive Vice President and Chief Financial Officer
Grier C. Raclin	Executive Vice President, General Counsel and Corporate Secretary
Marwan Fawaz	Executive Vice President and Chief Technology Officer
Robert A. Quigley	Executive Vice President and Chief Marketing Officer
Joshua L. Jamison	East Division President
Paula J. Trustdorf	West Division President
Mary L. White	Central Division President
Eloise E. Schmitz	Senior Vice President, Strategic Planning
Lynne F. Ramsey	Senior Vice President, Human Resources
Kevin D. Howard	Vice President and Chief Accounting Officer

Mr. Fisher has announced his intention to resign on April 4, 2008 as Executive Vice President and Chief Financial Officer. The Company has announced that Ms. Schmitz will be appointed interim Chief Financial Officer at the time of Mr. Fisher's resignation.

Information regarding our executive officers, other than Mr. Smit who serves as a director, is set forth below.

Michael J. Lovett, 46, *Executive Vice President and Chief Operating Officer*. Mr. Lovett was promoted to his current position in April 2005. Prior to that he served as Executive Vice President, Operations and Customer Care from September 2004 through March 2005, and as Senior Vice President, Midwest Division Operations and as Senior Vice President of Operations Support, since joining Charter in August 2003 until September 2004. Mr. Lovett was Chief Operating Officer of Voyant Technologies, Inc., a voice conferencing hardware/software solutions provider, from December 2001 to August 2003. From November 2000 to December 2001, he was Executive Vice President of Operations for OneSecure, Inc., a startup company delivering management/monitoring of firewalls and virtual private networks. Prior to that, Mr. Lovett was Regional Vice President at AT&T from June 1999 to November 2000 where he was responsible for operations. Mr. Lovett was Senior Vice President at Jones Intercable from October 1989 to

June 1999 where he was responsible for operations in nine states.

Jeffrey T. Fisher, 45, *Executive Vice President and Chief Financial Officer*. Mr. Fisher was appointed to the position of Executive Vice President and Chief Financial Officer, in February 2006. He has announced his intention to resign from that position effective April 4, 2008. Prior to joining Charter, Mr. Fisher was employed by Delta Airlines, Inc. from 1998 to 2006 in a number of positions including Senior Vice President Restructuring from September 2005 until January 2006, President and General Manager of Delta Connection, Inc. from January to September 2005, Chief Financial Officer of Delta Connection from 2001 until January 2005, Vice President of Finance, Marketing and Sales

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Controller of Delta Airlines in 2001 and Vice President of Financial Planning and Analysis of Delta Airlines from 2000 to 2001. Delta Airlines filed a petition under Chapter 11 of the Bankruptcy Code on September 14, 2005. Mr. Fisher received a B.B.M. degree from Embry-Riddle University and a M.B.A. degree in International Finance from University of Texas in Arlington, Texas.

Grier C. Raclin, 55, Executive Vice President, General Counsel and Corporate Secretary. Mr. Raclin joined Charter in his current position in October 2005. Prior to joining Charter, Mr. Raclin had served as the Chief Legal Officer and Corporate Secretary of Savvis Communications Corporation from January 2003 until October 2005. Prior to joining Savvis, Mr. Raclin served as Executive Vice President, Chief Administrative Officer, General Counsel and Corporate Secretary from 2000 to 2002 and as Senior Vice President of Corporate Affairs, General Counsel and Corporate Secretary from 1997 to 2000 of Global TeleSystems Inc. (GTS). Prior to joining GTS, Mr. Raclin was Vice-Chairman and a Managing Partner of Gardner, Carton and Douglas in Washington, D.C. Mr. Raclin earned a J.D. degree from Northwestern University Law School, where he served on the Editorial Board of the Northwestern University Law School Law Review, attended business school at the University of Chicago Executive Program and earned a B.A. degree from Northwestern University, where he was a member of Phi Beta Kappa.

Marwan Fawaz, 45, Executive Vice President and Chief Technology Officer. Mr. Fawaz joined Charter in his current position in August 2006. Prior to that, he served as Senior Vice President and Chief Technical Officer for Adelphia Communications Corporation (Adelphia) from March 2003 until July 2006. Adelphia filed a petition under Chapter 11 of the Bankruptcy Code in June 2002. From May 2002 to March 2003, he served as Investment Specialist/Technology Analyst for Vulcan, Inc. Mr. Fawaz served as Regional Vice President of Operations for the Northwest Region for Charter from July 2001 to March 2002. From July 2000 to December 2000, he served as Chief Technology Officer for Infinity Broadband. He served as Vice President Engineering and Operations at MediaOne, Inc. from January 1996 to June 2000. Mr. Fawaz received a B.S. degree in electrical engineering and a M.S. in electrical/communication-engineering from California State University Long Beach.

Robert A. Quigley, 64, Executive Vice President and Chief Marketing Officer. Mr. Quigley joined Charter in his current position in December 2005. Prior to joining Charter, Mr. Quigley was President and CEO at Quigley Consulting Group, LLC, a private consulting group, from April 2005 to December 2005. From March 2004 to March 2005, he was Executive Vice President of Sales and Marketing at Cardean Education Group (formerly UNext com LLC), a private online education company. From February 2000 to March 2004, Mr. Quigley was Executive Vice President of America Online and Chief Operating Officer of its Consumer Marketing division. Prior to America Online, he was owner, President and CEO of Wordsquare Publishing Co. from July 1994 to February 2000. Mr. Quigley is a graduate of Wesleyan University with a B.A. degree in history and is a member of the Direct Marketing Association board of directors.

Joshua L. Jamison, 52, East Division President. Mr. Jamison was promoted to his current position in July 2006. He joined Charter in May 1999 as Vice President of Operations for the company s former Northeast Region and promoted to divisional leadership in January 2003. Prior to joining Charter, Mr. Jamison held several management positions during his 18 years at Time Warner Cable. Mr. Jamison received a bachelor s degree in human development from the University of Nebraska at Lincoln and a master s degree in business administration from the University of New Haven.

Paula Trustdorf, 61, West Division President. Ms. Trustdorf joined Charter in her current position in June 2007. Before joining Charter, she served as Senior Vice President Central Region at Adelphia Communications from September 2003 to July 2006. Prior to her role at Adelphia, she served as Senior Vice President Dallas Region for AT&T Broadband from June 2000 to March 2003 and Regional Vice President,