



**NOTICE OF BANKRUPTCY PLAN DISTRIBUTION
To Holders of CCH II, LLC NOTES
10.250% Notes due 2010 and 2013
CUSIP #s 12599 AQP7, AQQ5, AQS1, AQT9, U1299ABP6**

November 30, 2009

This Notice contains important information that is of interest to the registered and beneficial owners of the subject securities. If applicable, all depositories, custodians, and other intermediaries receiving this notice are requested to expedite re-transmittal to beneficial owners of the securities in a timely manner. Each registered holder of the Notes should forward a copy of this Notice immediately to any beneficial owner(s) of the Notes for whom the holder acts as nominee or in any other capacity.

The Bank of New York Mellon Trust Company, N.A., is Indenture Trustee (the “Indenture Trustee”) under Indentures as supplemented, (the “Indenture”), with CCH II, LLC and CCH II Capital Corp., as issuers (the “Issuers”) and Charter Communications Holdings, LLC, as Parent Guarantor (“Charter”), and, pursuant to which the Notes were issued.

Chapter 11 Bankruptcy Filing and Event of Default

On March 27, 2009 (the “Petition Date”), Charter and certain affiliates (collectively the “Debtors”) filed voluntary petitions for relief under chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”). The main case number is 09-11435. Under Section 6.01 of the Indenture, the chapter 11 filing constituted an Event of Default under the Indenture.

Pleadings filed in the Debtors’ bankruptcy cases are available at the website of the Debtors’ claims and noticing agent, Kurtzman Carson Consultants, LLC
<http://www.kccllc.net/charter>.

Filing of Chapter 11 Plan and Disclosure Statement

Also, on March 27, 2009, the Debtors filed their Joint Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code (as subsequently amended, the “Plan”)¹ and

¹ Capitalized terms used but not defined herein shall have the meaning given them in the Plan.

their Disclosure Statement Pursuant to Chapter 11 of the Bankruptcy Code with respect to the Debtors' Joint Plan of Reorganization (as subsequently amended, the "Disclosure Statement"). On May 7, 2009, the Bankruptcy Court entered an order, among other things, approving the Disclosure Statement (the "Disclosure Statement Order"). Pursuant to the Disclosure Statement Order, the designated balloting agent mailed ballots to all creditors eligible to vote with respect to the Plan.

Confirmation of Chapter 11 Plan

On November 17, 2009, the Bankruptcy Court entered an order confirming the Plan. The Trustee has been informed by the Debtors that the Effective Date of the Plan is November 30, 2009.

Distributions to Noteholders Receiving Both Cash and New Notes Under Plan

The Plan placed the claims of the Noteholders in Class H-4. Each Class H-4 Noteholder is entitled to receive distributions in cash equal to the amount of its allowed claim, plus post-petition interest, unless the Noteholder elected to exchange its existing CCH II Notes for new CCH II Notes pursuant to the Exchange provided for in the Plan.

The Debtors have provided the Indenture Trustee with details of the distribution for Noteholders who will receive both New CCH II Notes and cash. The distributions vary depending on whether the original particular Notes are considered as having original issued discount treated as unmatured interest in the bankruptcy cases. A total of \$764,292,098 New CCH II Notes and \$438,087,424 cash is being distributed to Noteholders owning original Notes in the following Cusips. Included in the cash portion of the distribution is a rollover fee being paid to Noteholders.

10.25% Sr Sec Notes due 2010 Cusip 12599AQP7 (formerly Cusip 12502CAD3)

Cash Portion of the Distribution

	Gross Cash Amount	Amount Per \$1,000 Investment
Principal	\$217,596,480	\$358.23127098
Interest	\$31,060,789	\$51.13568938
Rollover Fee	\$6,682,015	\$11.00066920
Total	\$255,339,285	\$420.36762956

New CCH Notes Portion of the Distribution

Total New Notes	Total New Notes Per \$1,000 Investment
\$445,467,699	\$733.37794643

Note: The portion of the New Notes reflecting payment of principal on the original notes is \$641.76872903 and the portion of the New Notes reflecting payment of interest on the original notes is \$91.60921740.

10.25% Sr Sec Notes due 2010 Cusip 12599AQQ5 (formerly Cusip 12502CAM3)

Cash Portion of the Distribution

	Gross Cash Amount	Amount Per \$1,000 Investment
Principal	\$78,226,265	\$356.85211240
Interest	\$11,184,558	\$51.02164977
Rollover Fee	<u>\$2,402,683</u>	<u>\$10.96054339</u>
Total	\$91,813,506	\$418.83430556

New CCH Notes Portion of the Distribution

Total New Notes	Total New Notes Per \$1,000 Investment
\$160,178,845	\$730.70290404

Note: The portion of the New Notes reflecting payment of principal on the original notes is \$639.29798778 and the portion of the New Notes reflecting payment of interest on the original notes is \$91.40491626.

10.25% Sr Sec Notes due 2013 Cusip 12599AQS1 (formerly Cusip 12502CAQ4)

Cash Portion of the Distribution

	Gross Cash Amount	Amount Per \$1,000 Investment
Principal	\$16,525,925	\$358.23127098
Interest	\$2,028,816	\$43.97850286
Rollover Fee	<u>\$498,611</u>	<u>\$10.80833848</u>
Total	\$19,053,352	\$413.01811232

New CCH Notes Portion of the Distribution

Total New Notes	Total New Notes Per \$1,000 Investment
\$33,240,687	\$720.55594815

Note: The portion of the New Notes reflecting payment of principal on the original notes is \$641.76877859 and the portion of the New Notes reflecting payment of interest on the original notes is \$78.78716956.

10.25% Sr Sec Notes due 2013 Cusip 12599AQT9 (formerly Cusip 12502CAR2)

Cash Portion of the Distribution

	Gross Cash Amount	Amount Per \$1,000 Investment
Principal	\$61,255,340	\$339.44750962
Interest	\$7,701,663	\$42.67890138
Rollover Fee	<u>\$1,853,040</u>	<u>\$10.26865049</u>
Total	\$70,810,043	\$392.39506149

New CCH Notes Portion of the Distribution

Total New Notes	Total New Notes Per \$1,000 Investment
\$123,535,973	\$684.57669941

Note: The portion of the New Notes reflecting payment of principal on the original notes is \$608.11775651 and the portion of the New Notes reflecting payment of interest on the original notes is \$76.45894290.

10.25% Sr Sec Notes due 2013 Cusip U1299ABP6 (formerly Cusip U125WAE1)

Cash Portion of the Distribution

	Gross Cash Amount	Amount Per \$1,000 Investment
Principal	\$926,692	\$339.44750962
Interest	\$116,513	\$42.67890138
Rollover Fee	<u>\$28,033</u>	<u>\$10.26865049</u>
Total	\$1,071,239	\$392.39506149

New CCH Notes Portion of the Distribution

Total New Notes	Total New Notes Per \$1,000 Investment
\$1,868,894	\$684.57669941

Note: The portion of the New Notes reflecting payment of principal on the original notes is \$608.11775651 and the portion of the New Notes reflecting payment of interest on the original notes is \$76.45894290.

Fractional Interests

No fractional New CCH II Notes will be issued. New CCH II Notes are being issued in integral multiples of \$1.00. The distribution of New CCH II Notes shall be rounded to the next higher or lower whole number, as follows: (a) fractions one-half (1/2) or greater shall be rounded to the next higher, and (b) fractions of less than one-half (1/2) shall be rounded to the next lower whole number. If after rounding a Noteholder would result in such Noteholder receiving zero dollars worth of new notes, such Noteholder shall receive a New CCH II Note in the principal amount of \$1.00 (One Dollar).

Cancellation of Notes Under the Plan

Article IX.C.8 of the Plan provides for the cancellation of the Notes and the Indenture.

Miscellaneous

This is the final notice that will be issued to holders of the above listed Cusips, and the

final payment of cash and new notes.

Noteholders with questions about this notice may contact Gary Bush, Vice President, The Bank of New York Mellon at (212) 815-2747, or gary.bush@bnymellon.com.

The Bank of New York Mellon Trust Company, N.A., as
Indenture Trustee

Note: The CUSIP numbers appearing herein have been included solely for the convenience of the Noteholders. The Bank of New York Mellon Trust Company, N.A. assumes no responsibility for the selection or use of such numbers and makes no representation as to the correctness of the CUSIP numbers listed above.