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**BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI**

In the Matter of the Application for Approval of)
Merger Between Charter Communications International)
Inc., OCI Acquisition Corp. and Overlook Communica-) Case No. TM-97-91
tions International Corporation.)

ORDER CLOSING CASE

On October 25, 1996, the Commission issued an Order Approving Merger, in which it directed the parties to file tariffs reflecting any change in corporate status. On September 2, 1997, the Commission issued an order directing Staff to file a pleading no later than October 1, 1997 indicating whether further compliance filings were necessary. On September 8, Staff filed its recommendation, informing the Commission that Staff believes it is not necessary for the parties to submit any compliance filings, because the merger did not result in a change of name, tariff or certification for Overlook Communications International Corporation, the surviving entity after the merger. No party filed a response to the Staff recommendation within ten days after the recommendation was filed.

IT IS THEREFORE ORDERED:

1. That this case is closed.
2. That this order shall become effective on September 24, 1997.

BY THE COMMISSION

(S E A L)

**Cecil I. Wright
Executive Secretary**

Amy E. Randles, Administrative Law
Judge, by delegation of authority
pursuant to 4 CSR 240-2.120(1)
(November 30, 1995) and
Section 386.240, RSMo 1994.

Dated at Jefferson City, Missouri,
on this 24th day of September, 1997.