

HIGH SPEED ACCESS CORP  
Form SC 13D/A  
August 01, 2001

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS PURSUANT TO RULE 13d-2(a)

(Amendment No. 5)\*

HIGH SPEED ACCESS CORP.  
(Name of Issuer)

COMMON STOCK  
(Title of Class of Securities)

42979U-102  
(CUSIP Number)

William D. Savoy  
Vulcan Ventures Incorporated  
110 - 110th Avenue N.E., Suite 550  
Bellevue, WA 98004  
(206) 453-1940

Alvin G. Segel, Esq.  
Irell & Manella LLP  
1800 Avenue of the Stars  
Suite 900  
Los Angeles, CA 90067  
(310) 277-1010

Curtis S. Shaw, Esq.  
Charter Communications Ventures, LLC  
1244 Powerscourt Drive, Suite 100  
St. Louis, MO 63131  
(314) 965-0555

Leigh P. Ryan, Esq.  
Paul, Hastings, Janofsky & Walker LLP  
399 Park Avenue, 31st Fl.  
New York, NY 10022  
(212) 318-6000

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

July 31, 2001  
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

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

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange

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Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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- 1. NAMES OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Vulcan Ventures Incorporated  
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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)   
(b)

3. SEC USE ONLY  
-----

4. SOURCE OF FUNDS\*

WC  
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5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) or 2(E)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

State of Washington  
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NUMBER OF	7. SOLE VOTING POWER
SHARES	-0- SHARES
BENEFICIALLY	8. SHARED VOTING POWER
OWNED BY EACH	27,798,278 SHARES (1)
REPORTING	9. SOLE DISPOSITIVE POWER
PERSON	-0- SHARES
WITH	10. SHARED DISPOSITIVE POWER
	27,798,278 SHARES (1)

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11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

27,798,278 SHARES (1)  
-----

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES\*

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

41.9% based on 58,697,128 shares of common stock outstanding as of  
June 4, 2001, as reported by the Issuer in its Proxy Statement on

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Schedule 14A filed with the Securities and Exchange Commission on July 11, 2001.

14. TYPE OF REPORTING PERSON\*

CO

(1) These shares are directly owned by Vulcan Ventures Incorporated. Paul G. Allen is the sole shareholder of Vulcan Ventures Incorporated and may be deemed to have shared voting and dispositive power with respect to such shares. The reported shares include 20,222,139 shares of common stock owned by Vulcan Ventures Incorporated and 7,576,139 shares of common stock that may be obtained upon conversion (at the conversion price in effect as of the date hereof) of 38,000 shares of Series D Senior Convertible Preferred Stock owned by Vulcan Ventures Incorporated.

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAMES OF REPORTING PERSONS

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Paul G. Allen

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) [ ] (b) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS\*

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(E) [ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7. SOLE VOTING POWER -0- SHARES 8. SHARED VOTING POWER 37,750,198 SHARES (1) 9. SOLE DISPOSITIVE SHARES -0- SHARES 10. SHARED DISPOSITIVE POWER 37,750,198 SHARES (1)
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11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

37,750,198 SHARES (1)

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12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

49.5% based on 58,697,128 shares of common stock outstanding as of June 4, 2001, as reported by the Issuer in its Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on July 11, 2001.

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14. TYPE OF REPORTING PERSON\*

IN

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(1) 27,798,278 of these shares are directly owned by Vulcan Ventures Incorporated. Paul G. Allen is the sole shareholder of Vulcan Ventures Incorporated and may be deemed to have shared voting and dispositive power with respect to such shares. Such shares include 20,222,139 shares of common stock owned by Vulcan Ventures Incorporated and 7,576,139 shares of common stock that may be obtained upon conversion (at the conversion price in effect as of the date hereof) of 38,000 shares of Series D Senior Convertible Preferred Stock owned by Vulcan Ventures Incorporated. The reported shares also include 2,575,153 shares of common stock issuable upon exercise of warrants held by Charter Communications, Inc., an affiliate of Mr. Allen. Mr. Allen may be deemed to have shared voting and dispositive power with respect to such shares. The reported shares also include 7,376,767 shares of common stock that may be obtained upon conversion (at the conversion price in effect as of the date hereof) of 37,000 shares of Series D Senior Preferred Stock owned by Charter Communications Ventures, LLC, an affiliate of Mr. Allen. Mr. Allen may be deemed to have shared voting and dispositive power with respect to such shares.

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAMES OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Charter Communications Ventures, LLC

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)   
(b)

-----  
3. SEC USE ONLY

-----  
4. SOURCE OF FUNDS\*

WC

-----  
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) or 2(E)

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6. CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7. SOLE VOTING POWER  
-0- SHARES

8. SHARED VOTING POWER  
9,951,920 SHARES (1)

9. SOLE DISPOSITIVE SHARES  
-0- SHARES

10. SHARED DISPOSITIVE POWER  
9,951,920 SHARES (1)

-----

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,951,920 SHARES (1)

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.5% based on 58,697,128 shares of common stock outstanding as of June 4, 2001, as reported by the Issuer in its Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on July 11, 2001.

14. TYPE OF REPORTING PERSON\*

OO

(1) The reported shares include 2,575,153 shares of common stock issuable upon exercise of warrants held by Charter Communications, Inc., an affiliate of Charter Communications Ventures, LLC. Charter Communications Ventures, LLC may be deemed to have shared voting and dispositive power with respect to such shares. The reported shares also include 7,376,767 shares of common stock that may be obtained upon conversion (at the conversion price in effect as of the date hereof) of 37,000 shares of Series D Senior Convertible Preferred Stock owned by Charter Communications Ventures, LLC.

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1. NAMES OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Charter Communications Holdings, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)   
(b)

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3. SEC USE ONLY

4. SOURCE OF FUNDS\*

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(E)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

NUMBER OF	7. SOLE VOTING POWER
SHARES	-0- SHARES
BENEFICIALLY	8. SHARED VOTING POWER
OWNED BY EACH	9,951,920 SHARES (1)
REPORTING	9. SOLE DISPOSITIVE SHARES
PERSON	-0- SHARES
WITH	10. SHARED DISPOSITIVE POWER
	9,951,920 SHARES (1)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,951,920 SHARES (1)

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.5% based on 58,607,128 shares of common stock outstanding as of June 4, 2001, as reported by the Issuer in its Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on July 11, 2001.

14. TYPE OF REPORTING PERSON\*

OO

(1) The reported shares include 2,575,153 shares of common stock issuable upon exercise of warrants held by Charter Communications, Inc., an affiliate of Charter Communications Holdings, LLC. Charter Communications Holdings, LLC may be deemed to have shared voting and dispositive power with respect to such shares. The reported shares also include 7,376,767 shares of common stock that may be obtained upon conversion (at the conversion price in effect as of the date hereof) of 37,000 shares of Series D Senior Convertible Preferred Stock owned by Charter Communications Ventures, LLC, an affiliate of Charter Communications Holdings, LLC. Charter Communications Holdings, LLC may be deemed to have shared voting and dispositive power with respect to such shares.

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1. NAMES OF REPORTING PERSONS

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Charter Communications Holding Company, LLC

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)   
(b)

-----  
3. SEC USE ONLY

-----  
4. SOURCE OF FUNDS \*

AF

-----  
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) or 2(E)

-----  
6. CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

-----  
NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
WITH  
7. SOLE VOTING POWER  
-0- SHARES  
-----  
8. SHARED VOTING POWER  
9,951,920 SHARES (1)  
-----  
9. SOLE DISPOSITIVE SHARES  
-0- SHARES  
-----  
10. SHARED DISPOSITIVE POWER  
9,951,920 SHARES (1)  
-----

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11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,951,920 SHARES (1)

-----  
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

-----  
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.5% based on 58,697,128 shares of common stock outstanding as of June 4,  
2001, as reported by the Issuer in its Proxy Statement on Schedule 14A filed  
with the Securities and Exchange Commission on July 11, 2001.

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14. TYPE OF REPORTING PERSON\*

OO

-----  
(1) The reported shares include 2,575,153 shares of common stock issuable upon

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exercise of warrants held by Charter Communications, Inc., an affiliate of Charter Communications Holding Company, LLC. Charter Communications Holding Company, LLC may be deemed to have shared voting and dispositive power with respect to such shares. The reported shares also include 7,376,767 shares of common stock that may be obtained upon conversion (at the conversion price in effect as of the date hereof) of 37,000 shares of Series D Senior Convertible Preferred Stock owned by Charter Communications Ventures, LLC, an affiliate of Charter Communications Holding Company, LLC. Charter Communications Holding Company, LLC may be deemed to have shared voting and dispositive power with respect to such shares.

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- 1. NAMES OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Charter Communications, Inc.

- 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)   
(b)

- 3. SEC USE ONLY

- 4. SOURCE OF FUNDS\*

AF

- 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) or 2(E)

- 6. CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

	7. SOLE VOTING POWER
NUMBER OF	-0- SHARES
SHARES	-----
BENEFICIALLY	8. SHARED VOTING POWER
OWNED BY EACH	9,951,920 SHARES (1)
REPORTING	-----
PERSON	9. SOLE DISPOSITIVE SHARES
WITH	-0- SHARES
	-----
	10. SHARED DISPOSITIVE POWER
	9,951,920 SHARES (1)

- 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,951,920 SHARES (1)

- 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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-----  
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.5% based on 58,697,128 shares of common stock outstanding as of June 4, 2001, as reported by the Issuer in its Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on July 11, 2001.

-----  
14. TYPE OF REPORTING PERSON\*

CO

- (1) The reported shares include 2,575,153 shares of common stock issuable upon exercise of warrants held by Charter Communications, Inc. The reported shares also include 7,376,767 shares of common stock that may be obtained upon conversion (at the conversion price in effect as of the date hereof) of 37,000 shares of Series D Senior Convertible Preferred Stock owned by Charter Communications Ventures, LLC, an affiliate of Charter Communications, Inc.. Charter Communications, Inc. may be deemed to have shared voting and dispositive power with respect to such shares.

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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SCHEDULE 13D

This statement, which is being filed by Vulcan Ventures Incorporated, a Washington corporation ("Vulcan Ventures"), Charter Communications Ventures, LLC, a Delaware limited liability company ("Charter Ventures"), Charter Communications Holdings, LLC, a Delaware limited liability company ("Charter Holdings"), Charter Communications Holding Company, LLC, a Delaware limited liability company ("Charter Holdco"), Charter Communications, Inc., a Delaware corporation ("Charter" and together with Charter Ventures, Charter Holdings and Charter Holdco, the "Charter Reporting Persons"), and Paul G. Allen, the Chairman, President and sole shareholder of Vulcan Ventures and the Chairman of Charter ("Mr. Allen", and together with Vulcan Ventures and the Charter Reporting Persons, the "Reporting Persons"), constitutes Amendment No. 5 to the Schedule 13D originally filed with the Securities and Exchange Commission (the "SEC") on June 21, 1999, on Schedule 13D (the "Schedule 13D"), as amended by Amendment No. 1 filed with the SEC on June 28, 1999, Amendment No. 2 filed with the SEC on August 24, 1999, Amendment No. 3 filed with the SEC on November 17, 2000 and Amendment No. 4 filed with the SEC on December 13, 2000. The Schedule 13D relates to the common stock, par value \$.01 per share, of High Speed Access Corp., a Delaware corporation (the "Issuer"). The item numbers and responses thereto below are in accordance with the requirements of Schedule 13D. Capitalized terms used herein and not defined shall have the meaning set forth in the Schedule 13D.

Each of the Reporting Persons acknowledges responsibility with respect to the information provided as to such signatory, but assumes no responsibility with respect to the information provided as to any other signatory.

ITEM 4. PURPOSE OF TRANSACTION.

Item 4 of the Schedule 13D is hereby amended by adding the following:



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William D. Savoy, President and a Director of Vulcan Ventures and a Director of Charter, Charter Holdco, and Charter Holdings, beneficially owns immediately exercisable options to acquire 39,009 shares of the Issuer's common stock. Mr. Savoy resigned as a Director of the Issuer on July 30, 2001. Vulcan Ventures and the Charter Reporting Persons disclaim beneficial ownership of such options.

Jerald L. Kent, President, Chief Executive Officer and a Director of the Charter Reporting Persons, beneficially owns 8,000 shares of the Issuer's common stock and immediately exercisable options to acquire 50,375 shares of the Issuer's common stock. Vulcan Ventures and the Charter Reporting Persons disclaim beneficial ownership of such shares and options. Mr. Kent resigned as a Director of the Issuer on July 30, 2001.

David G. Barford, Executive Vice President and Chief Operating Officer of the Charter Reporting Persons, beneficially owns 5,700 shares of the Issuer's common stock as the sole trustee of a family trust. Vulcan Ventures and the Charter Reporting Persons disclaim beneficial ownership of such shares.

Thomas R. Jokerst, Senior Vice President - Advanced Technology Development of the Charter Reporting Persons, beneficially owns 35,250 shares of the Issuer's common stock. Vulcan Ventures and the Charter Reporting Persons disclaim beneficial ownership of such shares.

Kent D. Kalkwarf, Executive Vice President and Chief Financial Officer of the Charter Reporting Persons, together with his wife, beneficially owns 6,000 shares of the Issuer's common stock. Vulcan Ventures and the Charter Reporting Persons disclaim beneficial ownership of such shares.

David L. McCall, Senior Vice President of Operations - Eastern Division of the Charter Reporting Persons, beneficially owns 3,850 shares of the Issuer's common stock. Vulcan Ventures and the Charter Reporting Persons disclaim beneficial ownership of such shares.

John C. Pietri, Senior Vice President - Engineering of the Charter Reporting Persons, beneficially owns 3,850 shares of the Issuer's common stock. Vulcan Ventures and the Charter Reporting Persons disclaim beneficial ownership of such shares.

Steven A. Schumm, Executive Vice President, Assistant to the President of the Charter Reporting Persons, beneficially owns 2,300 shares of the Issuer's common stock, 1,150 shares of which are owned jointly with his wife and 1,150 shares of which are subject to a trust for the benefit of his mother of which he is the trustee. Vulcan Ventures and the Charter Reporting Persons disclaim beneficial ownership of such shares.

Stephen E. Silva, Senior Vice President - Corporate Development and Technology of the Charter Reporting Persons, beneficially owns 19,250 shares of the Issuer's common stock and immediately exercisable options to acquire 38,750 shares of the Issuer's common stock. Mr. Silva resigned as a Director of the Issuer on July 30, 2001. Vulcan Ventures and the Charter Reporting Persons disclaim beneficial ownership of such shares and options.

(b) Vulcan Ventures and Mr. Allen have shared voting and dispositive power with respect to the 27,798,278 shares of the Issuer's common stock owned directly by Vulcan Ventures. Mr. Allen and the Charter Reporting Persons have shared voting and dispositive power with respect to the 2,575,153 shares of the Issuer's common stock issuable upon the exercise of warrants held by Charter and the 7,376,767 shares of the Issuer's common stock owned directly by Charter Ventures.

(c) None of Vulcan Ventures, Mr. Allen or the Charter Reporting



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William D. Savoy as Attorney in Fact for  
Paul G. Allen pursuant to a Power of  
Attorney filed on August 30, 1999, with  
the Schedule 13G of Vulcan Ventures  
Incorporated and Paul G. Allen for  
Pathogenesis, Inc., and incorporated  
herein by reference

Dated: July 31, 2001

CHARTER COMMUNICATIONS VENTURES, LLC

By: /s/ Curtis S. Shaw  
-----

Name: Curtis S. Shaw  
Title: Senior Vice President,  
General Counsel and  
Secretary

Dated: July 31, 2001

CHARTER COMMUNICATIONS HOLDINGS, LLC

By: /s/ Curtis S. Shaw  
-----

Name: Curtis S. Shaw  
Title: Senior Vice President,  
General Counsel and  
Secretary

Dated: July 31, 2001

CHARTER COMMUNICATIONS HOLDING COMPANY,  
LLC

By: /s/ Curtis S. Shaw  
-----

Name: Curtis S. Shaw  
Title: Senior Vice President,  
General Counsel and  
Secretary

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CUSIP NO. 42979U-102  
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Dated: July 31, 2001

CHARTER COMMUNICATIONS, INC.

By: /s/ Curtis S. Shaw  
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Name: Curtis S. Shaw  
Title: Senior Vice President,

