

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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SCHEDULE 13E-3/A

(Rule 13e-100)

Transaction Statement under Section 13(e) of the Securities  
Exchange Act of 1934 and Rule 13e-3 Thereunder

(Amendment No. 2)

Rule 13e-3 Transaction Statement  
under Section 13(e) of the Securities Exchange Act of 1934

HIGH SPEED ACCESS CORP.

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(Name of Issuer)

HIGH SPEED ACCESS CORP.  
CHARTER COMMUNICATIONS, INC.  
CHARTER COMMUNICATIONS HOLDING COMPANY, LLC  
CHARTER COMMUNICATIONS VENTURES, LLC  
CC SYSTEMS, LLC  
VULCAN VENTURES INCORPORATED  
PAUL G. ALLEN

-----  
(Name of Person(s) Filing Statement)

Common Stock

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(Title of Class of Securities)

42979U-102

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(CUSIP Number of Class of Securities)  
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John G. Hundley  
High Speed Access Corp.  
10901 West Toller Drive  
Littleton, Colorado 80127  
(720) 922-5200

William D. Savoy  
Vulcan Ventures Incorporated  
Paul G. Allen  
505 Union Station  
505 Fifth Avenue South,  
Suite 900  
Seattle, WA 98104  
(206) 342-2000

Curtis S. Shaw, Esq.  
Charter Communications Holding Company, LLC  
CC Systems, LLC  
Charter Communications Ventures, LLC  
Charter Communications, Inc.  
12405 Powerscourt Drive, Suite 100  
St. Louis, Missouri 63131  
(314) 965-0555

(Name, Address and Telephone Numbers of Person Authorized to Receive Notices  
and Communications on Behalf of the Persons Filing Statement)

Copy of Communications To:

Howard Chatzinoff, Esq.  
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Leigh P. Ryan, Esq.  
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LLP  
399 Park Avenue, 31st Floor  
New York, New York 10022  
(212) 318-6000

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This statement is filed in connection with (check the appropriate box):

- a.  The filing of solicitation materials or an information statement subject to Regulation 14A, Regulation 14C or Rule 13e-3(c) under the Securities Exchange Act of 1934.
- b.  The filing of a registration statement under the Securities Act of 1933.
- c.  A tender offer.
- d.  None of the above.

Check the following box if the soliciting materials or information statement referred to in checking box (a) are preliminary copies:

Check the following box if the filing is a final amendment reporting the results of the transaction:

CALCULATION OF FILING FEE

Transaction Valuation \$96,889,473.68\*                      Amount of Filing Fee \$19,377.89

\*For purposes of calculating the filing fee only. The filing fee has been calculated in accordance with Rule 0-11 under the Exchange Act and is equal to 1/50 of one percent of the aggregate value of the consideration to be received by the issuer, which consists of a cash payment of \$81,100,000 and the transfer of 75,000 shares of the issuer's Series D Convertible Preferred Stock, valued at an aggregate of \$15,789,473.68 (or approximately \$210.53 per share). The valuation of the shares of Series D Convertible Preferred Stock is based on the per share price to be paid by CC Systems, Inc. to acquire 38,000 such shares from Vulcan Ventures Incorporated in a transaction to occur immediately prior to the transaction described herein.

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

Amount Previously Paid:    \$19,377.89  
Form or Registration No.: Schedule 14A  
Filing Party:                      High Speed Access Corp.  
Date Filed:                              November 2, 2001

## INTRODUCTION

This Amendment No. 2 amends and supplements the Transaction Statement on Schedule 13E-3 filed with the Securities and Exchange Commission on November 5, 2001, as amended and supplemented by Amendment No. 1 filed on December 24, 2001 (the "Schedule 13E-3") by High Speed Access Corp., a Delaware corporation, the subject company, Charter Communications Holding Company, LLC, a Delaware limited liability company, a subsidiary of Charter Communications, Inc., a Delaware corporation, CC Systems, Inc., a Delaware limited liability company, Charter Communications Ventures, LLC, a Delaware limited liability company, Vulcan Ventures Incorporated, a Washington corporation and Paul G. Allen, an individual.

For purposes of making the cross references in the Schedule 13E-3 to the Proxy Statement consistent with the revised Proxy Statement filed concurrently herewith, this Amendment No. 2 to the Schedule 13E-3 hereby amends the Schedule 13E-3 to change certain cross references to the Proxy Statement as follows:

1. All cross references to the sections of the Proxy Statement entitled "SPECIAL FACTORS: Position of the Company as to the Fairness to Stockholders Unaffiliated with Charter Holdco, Charter or Vulcan of the Sale of Substantially All of the Assets of the Company and the Purchase of the Common Stock from Vulcan" to "SPECIAL FACTORS: Position of the Company as to the Fairness to Stockholders Unaffiliated with any of the Charter Entities or Vulcan of the Sale of Substantially All of the Assets of the Company and the Purchase of the Common Stock from Vulcan"; and

2. All cross references to the sections of the Proxy Statement entitled "SPECIAL FACTORS: Position of the Charter Entities as to the Fairness to Stockholders Unaffiliated with any of the Charter Entities or Vulcan of the Sale of Substantially All of the Company's assets and the Management Agreement with CCI and the Position of Vulcan as to the Fairness to Stockholders Unaffiliated with any of the Charter Entities or Vulcan of the Common Stock Purchase from Vulcan" to "SPECIAL FACTORS: Position of the Charter Entities as to the Fairness to Stockholders Unaffiliated with any of the Charter Entities or Vulcan of the Sale of Substantially All of the Company's assets and the Management Agreement with CCI, the Position of Vulcan as to the Fairness to Stockholders Unaffiliated with any of the Charter Entities or Vulcan of the Common Stock Purchase from Vulcan and Concurrence of Mr. Allen".

This Amendment No. 2 to the Schedule 13E-3 also amends the following item as follows:

Item 16. Exhibits.

Item 1016.

Item 16 of the Schedule 13E-3 is hereby amended by adding the following thereto:

- (a)(3) Preliminary Proxy Statement filed by High Speed Access Corp. with the Securities and Exchange Commission on January 24, 2002, is incorporated herein by reference.
- (b)(6) Credit Agreement, dated as of March 18, 1999, as amended and restated on January 2, 2002, between Charter Communications Operating, LLC, Charter Communications Holdings, LLC and certain lenders and agents named therein (Incorporated by reference to the Current Report on Form 8-K filed by Charter Communications, Inc. on January 24, 2002 (File No. 000-27927)).
- (b)(7) Credit Agreement, dated as of June 30, 1998, as amended and restated as of September 26, 2001, among Falcon Cable Communications, LLC, certain guarantors, and several financial institutions or entities named therein (Incorporated by reference to the quarterly report on Form 10-Q filed by Charter Communications, Inc. on November 14, 2001 (File No. 000-27927)).

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 28, 2002

HIGH SPEED ACCESS CORP.

By: /s/ Daniel J. O'Brien

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Name: Daniel J. O'Brien  
Title: President, Chief Executive Officer  
and Director

CHARTER COMMUNICATIONS HOLDING  
COMPANY, LLC

By: /s/ Curtis S. Shaw

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

CC SYSTEMS, LLC

By: /s/ Curtis S. Shaw

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

CHARTER COMMUNICATIONS VENTURES, LLC

By: /s/ Curtis S. Shaw

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

CHARTER COMMUNICATIONS, INC.

By: /s/ Curtis S. Shaw

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

VULCAN VENTURES INCORPORATED

By: /s/ William D. Savoy

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Name: William D. Savoy  
Title: President

PAUL G. ALLEN

By: /s/ William D. Savoy

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William D. Savoy as Attorney in Fact  
for Paul G. Allen pursuant to a Power  
of Attorney dated December 12, 2001  
(filed as an exhibit to Amendment No.  
1 to the Schedule 13E-3 filed on  
December 24, 2001).

## EXHIBIT INDEX

The Exhibit Index for the Schedule 13E-3 is hereby amended by adding the following thereto:

- (a)(3) Preliminary Proxy Statement filed by High Speed Access Corp. with the Securities and Exchange Commission on January 24, 2002, is incorporated herein by reference.
- (b)(6) Credit Agreement, dated as of March 18, 1999, as amended and restated on January 2, 2002, between Charter Communications Operating, LLC, Charter Communications Holdings, LLC and certain lenders and agents named therein (Incorporated by reference to the Current Report on Form 8-K filed by Charter Communications, Inc. on January 24, 2002 (File No. 000-27927)).
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