
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. 3)

Rule 13e-3 Transaction Statement

under Section 13(e) of the Securities Exchange Act of 1934

HIGH SPEED ACCESS CORP.
(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
(Title of Class of Securities)

42979U-102
(CUSIP Number of Class of Securities)

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.
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153-0019
(212) 310-8000

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

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

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
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*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. 3 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 and Amendment No. 2 filed on January 28, 2002 (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.

This Amendment No. 3 to the Schedule 13E-3 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)(4) Definitive Proxy Statement filed by High Speed Access Corp. with the Securities and Exchange Commission on February 1, 2002, is incorporated herein by reference.

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: February 1, 2002

HIGH SPEED ACCESS CORP.

By: /s/ Daniel J. O'Brien

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

CHARTER COMMUNICATIONS HOLDING COMPANY, LLC

By: /s/ Curtis S. Shaw

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

Name: William D. Savoy
Title: President

PAUL G. ALLEN

By: /s/ William D. Savoy

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)(4) Definitive Proxy Statement filed by High Speed Access Corp. with the Securities and Exchange Commission on February 1, 2002, is incorporated herein by reference.