

DECLARATION OF QUINTIN LEW

EXHIBIT 26



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Come See Time Warner Cable at Booth 1825 at the SIA Technology Conference from June 21-23.

Private Networks

Time Warner Cable (TWC) has provided communication services to the business community in New York City for over 25 years. As part of our offering of new and advanced services, TWC has developed and implemented an extensive network throughout the NY Metropolitan area. Our ubiquitous fiber network utilizing DWDM technology provides our customers with an ideal solution for secure and reliable data transport.

Time Warner Cable has access into all major commercial buildings in Manhattan and with our Hybrid Fiber Network (HFC), it allows us to provide high end transport services with a quick turnaround time. These services include OC-n (OC-3 to OC-192), high end video transport, high speed Ethernet for private line, VLAN, Internet and Storage protocols.

TWC is not your typical communications company. We offer a completely diverse network independent of the ILEC network. We have our own fiber throughout the New York Metro area and access to over 2500 commercial buildings in our footprint.

Time Warner Cable Network

The quandary faced by RBOC and CLEC providers is that their networks are typically TDM based, and typical transport requirements in the past have been small thus making deployment of larger circuits uneconomical. Thus most companies are serviced by a single T1-line or multiple T1s where there is sufficient demand. These lines are normally ordered and deployed as bandwidth rises, with consequent time delays and costs involved. Thus, there exists in the market place an opportunity for communication providers that can provide higher bandwidth platforms that are easily upgraded, with a lower bit rate cost than TDM based networks.

The existing transport models do not hold up when examined from a diversity perspective, especially disruptions caused by major natural and man made disasters. Since both the primary transport modes of T1-lines, and the secondary/back up T1-lines (sometimes called Type II circuits from CLEC's) and Frame Relay networks, all terminate at the RBOC Central Office, the Branch to Data Center network is subject to failure if there is catastrophic failure at the RBOC central office. This lack of a true diverse path leaves the network subject to complete failure since both the primary and secondary pathways use the RBOC Central Office, exposing a company to the possibility of lack of connectivity to the Data Center in the event of equipment failure or other unforeseen circumstances at the Central Office.

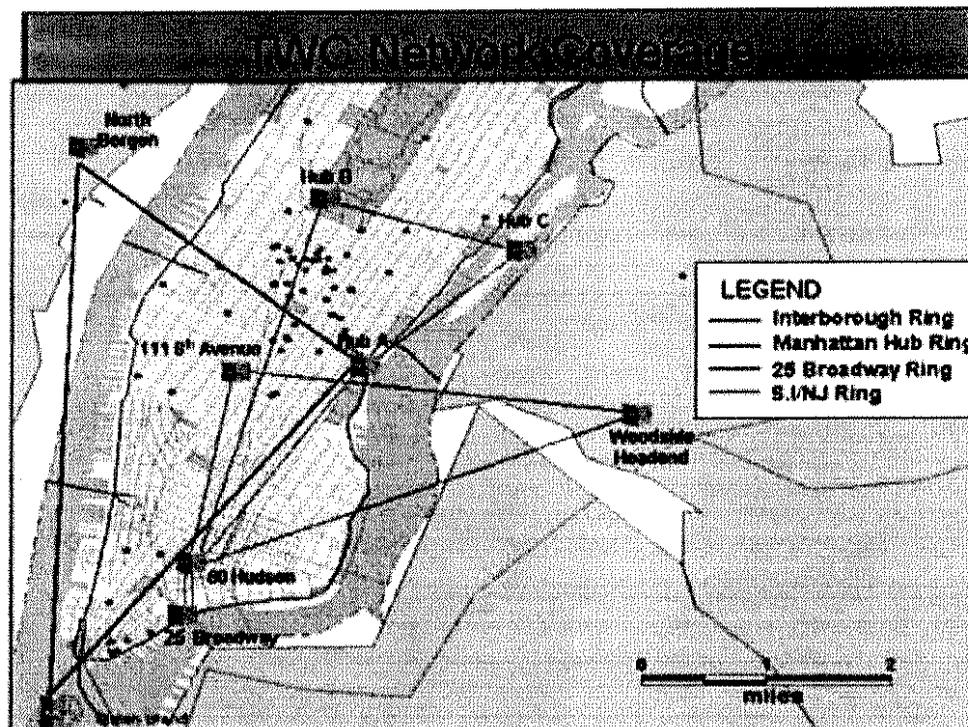
It is into this economic and technological challenge that Time Warner Cable's Business Service Division is providing a transport solution utilizing Time Warner Cable's ubiquitous Hybrid Fiber Coax (HFC) Network.

HFC Network Overview

Time Warner Cable's HFC Network was conceived and implemented to deliver high bandwidth intensive video and data products to end users. The network is made up of hub sites, which are interconnected with a fiber back bone. These hub sites are in turn connected by fiber rings to Nodes housed on each city block, servicing one or two city blocks or possibly single buildings. Last mile connectivity to the typical user is via

coaxial cable runs which terminate at the node.

It is over this fiber network that TWC's Business Services has built Dense Wave Division Multiplexing (DWDM) rings between our hub sites, to provide multi-protocol service in the NYC region. These DWDM rings are a self-healing, scaleable and protocol independent diverse network. Please see Figure Below:



Time Warner Cable has deployed Resilient Packet Ring (RPR) using one wavelength over the DWDM network, that combines the efficiency and low cost of Ethernet with the high availability and resiliency of SONET. RPR is aimed at solving the need for an efficient, reliable, packet based ring transport mechanism in an Ethernet format.

RPR provides the following benefits:

- Reduced operational and equipment costs
- Increased resiliency to faults and network availability
- Provides high through put and lower latency
- Enables rapid deployment and efficient bandwidth allocation
- Complete independence from protocol
- End to End Ethernet improves network performance

TWC has fiber in a large portion of buildings and conduit access to nearly all commercial buildings from 86th Street to lower Manhattan.

For further information or to have a Sales Representative contact you please e-mail us at biz_svcs@twcable.com or call at 212-379-5154.

Our services include:

TWC Ethernet Private Line Service (ELINE)

ELINE Product Details (PDF Format)

For enterprise customers, economical and scalable bandwidth with low end-to-end delay enables a host of applications never before possible. Ethernet Private Line service also provides an effective means of connectivity for other value-added services, including Internet access and LAN extension, Data back-up and Video applications. Ethernet Private Line is useful for an enterprise with many branch locations around a central metro office as well as connections with suppliers or partners. Much like Frame Relay does today, Ethernet Private lines can be used to connect branch offices back to the central hub for connectivity to the wide area, or the Internet, at significantly higher levels of performance.

Not only can an Ethernet Private Line service provide much higher bandwidth than a traditional Frame Relay/ATM or leased line service, it also delivers much greater flexibility and granularity. Additionally, with simplified provisioning made possible by Ethernet, increasing or decreasing bandwidth now takes days instead of months, therefore enabling services to be delivered to the customer more effectively. Just as with traditional Frame Relay services, Ethernet Private Line service can support specific and well defined service level agreements. There is a guaranteed level of service between the multi points of the Ethernet Private Line service as well other service parameters that are defined as part of the SLA including restoration times, end-to-end latency across TWC's network and packet delivery.

The ELINE service provides flexible bandwidth beginning at 50Mbps and can scale up to GIG-E speeds.

TWC Ethernet Private LAN Service (ELAN)

ELAN Product Details (PDF Format)

An Ethernet Private LAN (ELAN) Service is a packet-based connectivity service that delivers secure, fully managed any-to-any connectivity across a shared infrastructure. Ethernet Private LAN service interconnects multiple enterprise customers' sites and their various LANs together within the metro area. Extending customers LANs, it unites geographically disparate enterprise locations together as if they were in the same local campus-whether they are across town. Within an Ethernet Private LAN service, all endpoints of the LAN appear to the customer to be connected by a single logical Ethernet bridge.

Ethernet Private LAN service leverages the simplicity of Ethernet and resiliency of SONET. It provides highly reliable, economical and scalable bandwidth with low latency connectivity making it ideal for business-critical applications. TWC's ELAN service is fully managed and supports moves, adds, and changes easily. Additionally, an Ethernet Private LAN Service provides significant opportunity for savings in the IT budget.

Just as with traditional Frame Relay services, Ethernet Private LAN service can support specific and well defined service level agreements. There is a guaranteed level of service between the multi points of the Ethernet Private LAN service as well other service parameters that are defined as part of the SLA including restoration times, end-to-end latency across TWC's network and packet delivery.

TWC Ethernet Internet Access Service (ENET)

ENET Product Details (PDF Format)

For Enterprise customers, economical and scalable bandwidth with low end-to-end delay enables a host of

applications never before possible. ENET provides an effective means of connectivity at significantly higher levels of performance. Additionally, with simplified provisioning made possible by Ethernet, increasing or decreasing bandwidth now takes days instead of months, therefore enabling services to be delivered to the customer more effectively.

- Flexible and scalable connectivity over a packet-based infrastructure with Tier 1 ISP Peering.
- Designed predominantly for Medium and large enterprises seeking higher bandwidth levels.
- ENET offers unparalleled bandwidth flexibility "Instantaneous" bandwidth upgrades a large variety of connection speed options at low cost per bit, with superior service reliability levels.
- Access Levels: 10Mbps, 15Mbps, 20Mbps, 50Mbps, 100Mbps and higher

ENET service can support specific and well defined service level agreements. There is a guaranteed level of service between the clients' location and TWC Internet Edge Router, along with other service parameters including restoration times, end-to-end latency across TWC network and packet delivery to the Edge Router.

TWC Ethernet Private Storage Service (ESAN)

ESAN Product Details (PDF Format)

Utilizing Time Warner Cable extensive fiber footprint, TWC has built DWDM rings, each capable of 64 lambdas to provide highly available, multi-protocol services in the NY city region. The network utilizes the flexibility and the neutrality of DWDM technology and equipment to provide an array of diverse circuits speeds transmitted at virtually any protocol for use as a dedicated point to point service.

ESCON, FICON, Fibre Channel (Storage Connectivity)

As with traditional Optical Transport services there is a guaranteed level of service between the two points of the dedicated circuit. Other service parameters that are defined as part of the SLA include restoration times, end-to-end latency, packet delivery and more.

Optical Transport Services (OC-3 - OC-192)

Optical Product Details (PDF Format)

Utilizing Time Warner Cable extensive fiber footprint, TWC has built DWDM rings, each capable of 64 lambdas to provide highly available, multi-protocol services in the NY city region. The network utilizes the flexibility and the neutrality of DWDM technology and equipment to provide an array of diverse circuits speeds transmitted at virtually any protocol for use as a dedicated point to point service.

Optical Internet Access

SONET OC-3, 12, 48, 192

ESCON, FICON, Fiber Channel (Storage Connectivity)

As with traditional Optical Transport services there is a guaranteed level of service between the two points of the dedicated circuit. Other service parameters that are defined as part of the SLA include restoration times, end-to-end latency, packet delivery, and more.

Video Transport Service (TV-1/D-1/MPEG-2)

Video Product Details (PDF Format)

Time Warner Cable (TWC) has built a video transport network for the delivery of Digital video to provide specialized high bandwidth transport service. This high end video meets short, medium and long haul specifications with uncompressed digital circuits from 140 Mbps to 270 Mbps transmission speeds.

The following protocols are currently available for transmission:

- Compressed Video (MPEG-2 with a DVB/ASI Interface)
- NTSC 140 Mbps digital transmission (RS-250C)
- Serial Digital Video 270 Mbps (SMPTE 259-M/ITU-R601)
- Analog Video (RF) in a wideband format

These uncompressed signals meet the standards established by the American National Standards Institute (ANSI). TWC is collocated with Satellite transmission companies like Ascent Media (Waterfront Communications), Switch and GlobeCast in Staten Island.

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DECLARATION OF QUINTIN LEW

EXHIBIT 27

Charter Reports Fourth Quarter and Annual 2004 Financial and Operating Results

[Click here](#) to view the Fourth Quarter Release and Financial Addendum.

ST. LOUIS--(BUSINESS WIRE)--March 1, 2005--Charter Communications, Inc. (NASDAQ: CHTR) (along with its subsidiaries, the Company or Charter) today reported financial and operating results for the three and 12 months ended December 31, 2004. The Company also provided pro forma results, reflecting the sales of certain cable systems in March and April 2004 and October 2003 as if these sales occurred on January 1, 2003. (See the Addendum of this news release for further details on pro forma information.)

Overview

- Grew revenues 9% and adjusted EBITDA 11% for the fourth quarter of 2004 compared to the pro forma fourth quarter of 2003. (Adjusted EBITDA is defined in the "Use of Non-GAAP Financial Metrics" section of this news release.)
- Increased high-speed data (HSD) revenues \$53 million, or 35%, compared to the pro forma year ago quarter.
- Video revenues grew at a rate of 2% for the fourth quarter of 2004 compared to the pro forma year ago quarter primarily due to increased average revenue per customer, partially offset by analog customer losses during the year; Charter lost 83,100 analog and 14,200 digital video customers during the fourth quarter and lost 209,000 analog and gained 86,100 digital video customers during 2004.
- Issued \$862.5 million original purchase amount of 5.875% Convertible Senior Notes due 2009 in November 2004 and \$550 million Senior Floating Rate Notes due 2010 in December 2004, providing additional liquidity and further extending maturities.
- Redeemed \$588 million principal amount of 5.75% Convertible Senior Notes due 2005 in December 2004.

Fourth Quarter Results

Fourth quarter 2004 revenues were \$1.276 billion, an increase of \$103 million, or 9%, over pro forma fourth quarter 2003 revenues of \$1.173 billion and an increase of 5% over fourth quarter 2003 actual revenues of \$1.217 billion. The increases in revenues are principally the result of growth in HSD revenues as well as increased commercial revenues and advertising sales. For the three months ended December 31, 2004, HSD revenues increased \$53 million, or 35%, on a pro forma basis, reflecting 356,600 additional HSD customers since year end 2003 as well as a 9% increase in pro forma average revenue per HSD customer in the fourth quarter of 2004 compared to the same 2003 period. Commercial revenues increased \$12 million, or 24%, on a pro forma basis, and advertising sales revenues increased \$11 million, or 15%, on a pro forma basis compared to the year ago quarter. Video revenues increased 2% on a pro forma basis compared to the fourth quarter of 2003 primarily due to a 4% increase in pro forma average revenue per analog video customer.

Fourth quarter 2004 operating costs and expenses were \$764 million, an increase of \$54 million, or 8%, on a pro forma basis and an increase of \$31 million, or 4%, on an actual basis, compared to the year ago quarter. The rise in fourth quarter 2004 operating costs and expenses over pro forma 2003 was primarily a result of an 8% increase in programming costs and a 14% increase in service costs from ongoing infrastructure maintenance. Operating costs as a percentage of revenues decreased in the fourth quarter of 2004 compared to the same 2003 pro forma period due to the focus on controlling costs during the quarter.

Charter reported income from operations of \$108 million for the fourth quarter 2004 compared to fourth quarter 2003 income from operations

of \$178 million on a pro forma basis and \$210 million on an actual basis. Income from operations decreased on a pro forma basis primarily due to a \$41 million increase in depreciation and amortization, an \$18 million loss recorded on the sale of assets in 2004, and gains associated with the renegotiation of unfavorable programming contracts in 2003, partially offset by a \$49 million increase in adjusted EBITDA in 2004.

Net loss applicable to common stock and loss per common share for the fourth quarter of 2004 were \$340 million and \$1.12, respectively. For the fourth quarter of 2003, Charter reported actual net loss applicable to common stock and loss per common share of \$58 million and 20 cents, respectively. The differences between net loss applicable to common stock for fourth quarter 2004 and net income applicable to common stock for the same year ago period were primarily the result of the decrease in income from operations of \$102 million, a \$49 million increase in interest expense, an \$85 million decrease in the allocation of loss to minority interest and a \$37 million decrease in the income tax benefit.

Year to Date Results

For the year ended December 31, 2004, Charter generated pro forma revenues of \$4.948 billion, an increase of 7% over pro forma revenues of \$4.630 billion for the year ended December 31, 2003. Pro forma revenue growth is due primarily to a \$197 million, or 36%, increase in HSD revenues year over year. For the year ended December 31, 2004, pro forma commercial revenues increased \$48 million, or 26%, and pro forma advertising sales revenues increased \$33 million, or 13%, compared to pro forma annual 2003 results. Actual revenues for the year ended December 31, 2004 of \$4.977 billion increased 3% over actual revenues of \$4.819 billion for 2003.

Pro forma operating costs and expenses for the year ended December 31, 2004 totaled \$3.035 billion, up \$240 million, or 9%, compared to 2003 pro forma results, primarily a result of increased programming and service costs. Actual operating costs and expenses of \$3.051 billion for 2004 increased 5% compared to actual operating costs and expenses for 2003.

For the year ended December 31, 2004, pro forma loss from operations totaled \$2.158 billion compared to pro forma income from operations of \$445 million for 2003, primarily as a result of a \$2.433 billion charge for the impairment of franchises recorded in 2004 primarily due to the use of a lower projected growth rate in the Company's valuation, resulting in revised estimates of future cash flows. Charter also recorded special charges of \$104 million in 2004, primarily consisting of \$85 million related to the settlement of class action lawsuits, which are subject to final documentation and court approval. Option compensation costs of \$31 million and a \$76 million increase in depreciation and amortization expense also unfavorably impacted income (loss) from operations in the comparison of 2004 to 2003. For the year ended December 31, 2004, actual loss from operations totaled \$2.046 billion compared to income from operations of \$516 million for the actual year ago period due to the same factors impacting the change in pro forma results, partially offset by a \$91 million increase in pre-tax gain on the sale of assets recorded in 2004 compared to 2003.

Fourth Quarter Liquidity

Adjusted EBITDA totaled \$512 million for the three months ended December 31, 2004, an increase of \$49 million, or 11%, on a pro forma basis and an increase of \$28 million, or 6%, on an actual basis, compared to the year ago period. Actual net cash flows from operating activities for the fourth quarter of 2004 were \$89 million, compared to \$127 million for the year ago quarter, primarily as a result of a \$57 million increase in interest on cash pay obligations, partially offset by the growth in adjusted EBITDA.

Expenditures for property, plant and equipment for the fourth quarter of 2004 totaled \$285 million, a decrease of approximately 19% compared to actual fourth quarter 2003, primarily due to lower line extension and rebuild/upgrade activity.

Un-levered free cash flow of \$227 million for the fourth quarter of 2004 increased significantly compared to actual un-levered free cash flow of \$133 million in the fourth quarter of 2003, primarily due to a decrease in capital expenditures and improved adjusted EBITDA.

Charter reported negative free cash flow of \$129 million for the fourth quarter of 2004 compared to actual negative free cash flow of \$166 million for the fourth quarter of 2003.

Year to Date Liquidity

Pro forma adjusted EBITDA totaled \$1.913 billion for the year ended December 31, 2004, an increase of \$78 million, or 4%, compared to \$1.835 billion for the year 2003 on a forma basis. Actual adjusted EBITDA totaled \$1.926 billion for the year ended December 31, 2004,

essentially flat compared to actual 2003 adjusted EBITDA of \$1.927 billion.

Actual net cash flows from operating activities for the year ended December 31, 2004, were \$472 million, a decrease of 38% from \$765 million reported a year ago, primarily the result of the \$203 million increase in interest on cash pay obligations and a \$83 million increase in cash used by operating assets and liabilities, primarily due to the benefit in 2003 from the collection of receivables from programmers related to prior period network launches.

Actual expenditures for property, plant and equipment for the year ended December 31, 2004 totaled \$924 million, an increase of approximately 8% compared to 2003 capital expenditures of \$854 million. The increase in capital expenditures resulted primarily from increased purchases of customer premise equipment, primarily for high definition television and digital video recorders. Expenditures for scalable infrastructure related primarily to the deployment of these advanced services, telephony plant readiness and commercial and residential HSD services also increased during 2004. These increases were partially offset by the continued decline in upgrade/rebuild expenditures due to Charter's substantial completion of rebuild activity in 2002.

Charter reported actual un-levered free cash flow of \$1.002 billion for the year ended December 31, 2004, compared to actual un-levered free cash flow of \$1.073 billion in 2003. The decline in un-levered free cash flow was primarily the result of increased capital expenditures as previously discussed.

The increase in capital expenditures along with increased interest on cash pay obligations resulted in actual negative free cash flow of \$344 million for the year ended December 31, 2004, compared to actual negative free cash flow of \$70 million for 2003.

At December 31, 2004, the Company had \$19.5 billion of outstanding indebtedness, and \$650 million cash on hand. Net availability of funds under the Charter Operating credit facilities was approximately \$804 million at December 31, 2004.

Operating Statistics

All year-over-year changes in operating statistics are pro forma for the sales of certain cable systems to Atlantic Broadband Finance, LLC and WaveDivision Holdings, LLC. (See the customer statistics table and related footnotes in the Addendum to this release for more information.)

Charter ended 2004 with 10,596,000 revenue generating units (RGUs), a net increase of 254,200 RGUs, or 2%, during 2004. The increase in RGUs was driven by a net gain of 356,600 residential HSD customers and 86,100 digital video customers during the year, partially offset by the 209,000 decrease in analog video customers during 2004. The Company's telephony customers increased by 20,500 during 2004.

During the fourth quarter, Charter lost 83,100 analog video and 14,200 digital video customers, and gained 64,500 residential HSD and 5,200 telephony customers.

As of December 31, 2004, Charter served 5,991,500 analog video, 2,674,700 digital video and 1,884,400 residential high-speed data customers. The Company also served 45,400 telephony customers as of December 31, 2004.

Charter Interim President and CEO Robert May said, "With a renewed sense of operational excellence, we're focused on basic blocking and tackling, including service delivery, customer care and the deployment of new products. Our objective is to capitalize on the unrealized value of the Company and its delivery platform. By driving improvements in service delivery, customer care and new product offerings, we will improve the value proposition to our customers."

Financing

In November 2004, Charter issued \$862.5 million original purchase price amount of 5.875% Convertible Senior Notes due 2009. With the proceeds, the Company purchased a portfolio of U.S. Treasury securities as security for certain interest payments on the 5.875% Convertible Senior Notes and redeemed \$588 million principal amount of its 5.75% Convertible Senior Notes due 2005. In December 2004, the Company issued \$550 million Senior Floating Rate Notes due 2010 providing additional liquidity.

In addition, CC V Holdings, LLC (formerly known as Avalon Cable LLC), has called for redemption the CC V Holdings 11.875% Senior Discount

Notes due 2008 (the Notes). CC V Holdings will redeem approximately \$113 million of Notes, representing all of the outstanding Notes, at 103.958% of principal amount, plus accrued and unpaid interest to the anticipated date of redemption, on March 14, 2005. CC V Holdings called the Notes to comply with the Amended and Restated Credit Agreement (the Credit Agreement) of Charter Communications Operating, LLC (Charter Operating).

Charter Operating also provided additional guarantees and collateral for the benefit of the lenders under the Credit Agreement and holders of its 8% Senior Second Lien Notes due 2012 and 8.375% Senior Second Lien Notes due 2014. These actions were taken as required by the Credit Agreement upon the leverage ratio test of Charter Communications Holdings, LLC (as defined in its indentures) being met.

The Company believes cash on hand at December 31, 2004, cash flows from operating activities and the amounts available under our credit facilities will be sufficient to meet cash needs throughout 2005.

During 2005, Charter expects capital expenditures to total approximately \$1 billion. The increase in capital expenditures for 2005 compared to 2004 is the result of expected increases in telephony services and further deployment of advanced digital boxes. Charter expects that the nature of these expenditures will continue to be composed primarily of purchases of customer premise equipment and for scalable infrastructure costs. The Company expects to fund capital expenditures for 2005 primarily from cash flows from operating activities and borrowings under our credit facilities.

Use of Non-GAAP Financial Metrics

The Company uses certain measures that are not defined by GAAP (Generally Accepted Accounting Principles) to evaluate various aspects of its business. Adjusted EBITDA, un-levered free cash flow and free cash flow are non-GAAP financial measures and should be considered in addition to, not as a substitute for, net cash flows from operating activities reported in accordance with GAAP. These terms as defined by Charter may not be comparable to similarly titled measures used by other companies.

Adjusted EBITDA is defined as income from operations before special charges, non-cash depreciation and amortization, gain/loss on sale of assets, option compensation expense, unfavorable contracts and other settlements, and impairment of franchises. As such, it eliminates the significant non-cash depreciation and amortization expense that results from the capital intensive nature of our businesses and intangible assets recognized in business combinations as well as other non-cash or non-recurring items, and is unaffected by our capital structure or investment activities. Adjusted EBITDA is a liquidity measure used by Company management and the Board of Directors to measure our ability to fund operations and our financing obligations. For this reason, it is a significant component of Charter's annual incentive compensation program. However, this measure is limited in that it does not reflect the periodic costs of certain capitalized tangible and intangible assets used in generating revenues and the cash cost of financing for the Company. Company management evaluates these costs through other financial measures.

Un-levered free cash flow is defined as adjusted EBITDA less purchases of property, plant and equipment. We believe this is an important measure as it takes into account the period costs associated with capital expenditures used to upgrade, extend and maintain our plant without regard to our leverage structure.

Free cash flow is defined as un-levered free cash flow less interest on cash pay obligations. It can also be computed as net cash flows from operating activities, less capital expenditures and cash special charges, adjusted for the change in operating assets and liabilities, net of dispositions. As such, it is unaffected by fluctuations in working capital levels from period to period.

The Company believes that adjusted EBITDA, un-levered free cash flow and free cash flow provide information useful to investors in assessing our ability to service our debt, fund operations, and make additional investments with internally generated funds. In addition, adjusted EBITDA generally correlates to the leverage ratio calculation under the Company's credit facilities or outstanding notes to determine compliance with the covenants contained in the facilities and notes (all such documents have been previously filed with the United States Securities and Exchange Commission). Adjusted EBITDA, as presented, is reduced for management fees in the amounts of \$25 million and \$18 million for the three months ended December 31, 2004 and 2003, respectively, which amounts are added back for the purposes of calculating compliance with leverage covenants. As of December 31, 2004, Charter and its subsidiaries were in compliance with their debt covenants.

Conference Call

The Company will host a Conference Call on Tuesday, March 1, 2005 at 10:30 AM Eastern Time (ET) related to the contents of this release.

The Conference Call will be webcast live via the Company's website at www.charter.com. Access the webcast by clicking on "About Us" at the top right of the page, then again on "Investor Center." Participants should go to the call link at least 10 minutes prior to the start time to register. The call will be archived on the website beginning two hours after its completion.

Those participating via telephone should dial 888-233-1576. International participants should dial 706-643-3458.

A replay will be available at 800-642-1687 or 706-645-9291 beginning two hours after completion of the call through midnight March 8, 2005. The passcode for the replay is 3720607.

About Charter Communications

Charter Communications, Inc., a broadband communications company, provides a full range of advanced broadband services to the home, including cable television on an advanced digital video programming platform via Charter Digital(TM), Charter High-Speed(TM) Internet service and Charter Telephone(TM). Charter also provides business-to-business video, data and Internet protocol (IP) solutions through Charter Business(TM). Advertising sales and production services are sold under the Charter Media(R) brand. More information about Charter can be found at www.charter.com.

Cautionary Statement Regarding Forward-Looking Statements:

This release includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), regarding, among other things, our plans, strategies and prospects, both business and financial. Although we believe that our plans, intentions and expectations reflected in or suggested by these forward-looking statements are reasonable, we cannot assure you that we will achieve or realize these plans, intentions or expectations. Forward-looking statements are inherently subject to risks, uncertainties and assumptions. Many of the forward-looking statements contained in this release may be identified by the use of forward-looking words such as "believe," "expect," "anticipate," "should," "planned," "will," "may," "intend," "estimated" and "potential," among others. Important factors that could cause actual results to differ materially from the forward-looking statements we make in this release are set forth in reports or documents that we file from time to time with the SEC, and include, but are not limited to:

- our ability to sustain and grow revenues and cash flows from operating activities by offering video, high-speed data, telephony and other services and to maintain a stable customer base, particularly in the face of increasingly aggressive competition from other service providers;
- the availability of funds to meet interest payment obligations under our debt and to fund our operations and necessary capital expenditures, either through cash flows from operating activities, further borrowings or other sources;
- our ability to comply with all covenants in our indentures and credit facilities, any violation of which would result in a violation of the applicable facility or indenture and could trigger a default of other obligations under cross-default provisions;
- our ability to repay or refinance debt as it becomes due;
- any adverse consequences arising out of our restatement of our 2000, 2001 and 2002 financial statements;

- the results of the pending grand jury investigation by the United States Attorney's Office for the Eastern District of Missouri, and our ability to reach a final approved settlement with respect to the putative class action, the unconsolidated state action, and derivative shareholders litigation against us on the terms of the August 5, 2004 memoranda of understanding;
- our ability to obtain programming at reasonable prices or to pass cost increases on to our customers;
- general business conditions, economic uncertainty or slowdown; and
- the effects of governmental regulation, including but not limited to local franchise taxing authorities, on our business.

All forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by this cautionary statement. We are under no duty or obligation to update any of the forward-looking statements after the date of this release.

CHARTER COMMUNICATIONS, INC. AND SUBSIDIARIES
UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS AND OPERATING DATA
(DOLLARS IN MILLIONS, EXCEPT PER SHARE AND SHARE DATA)

	Three Months Ended December 31,		
	2004	2003	% Change
REVENUES:			
Video	\$ 839	\$ 854	(2)%
High-speed data	203	153	33%
Advertising sales	84	75	12%
Commercial	63	55	15%
Other	87	80	9%
Total revenues	1,276	1,217	5%
COSTS AND EXPENSES:			
Programming	328	315	4%
Advertising sales	26	23	13%
Service	174	157	11%
General and administrative	213	211	1%
Marketing	23	27	(15)%
Operating costs and expenses	764	733	4%
Adjusted EBITDA	512	484	6%
Adjusted EBITDA margin	40%	40%	
Depreciation and amortization	390	358	
Impairment of franchises	-	-	
(Gain) loss on sale of assets,			

net	18	(16)
Option compensation expense		
(income), net	(3)	3
Special charges, net	4	3
Unfavorable contracts and other settlements	(5)	(72)
	-----	-----
Income (loss) from operations	106	110
	-----	-----
OTHER INCOME AND EXPENSES:		
Interest expense, net	(443)	(394)
Gain on derivative instruments and hedging activities, net	21	30
Loss on debt to equity conversions	-	-
Gain (loss) on extinguishment of debt	(10)	-
Other, net	3	(7)
	-----	-----
	(429)	(371)
	-----	-----
Loss before minority interest, income taxes and cumulative effect of accounting change	(321)	(161)
Minority interest	(5)	60
	-----	-----
Loss before income taxes and cumulative effect of accounting change	(326)	(81)
Income tax benefit (expense)	(13)	24
	-----	-----
Loss before cumulative effect of accounting change	(339)	(57)
Cumulative effect of accounting change, net of tax	-	-
	-----	-----
Net loss	(339)	(57)
Dividends on preferred stock - redeemable	(1)	(1)
	-----	-----
Net loss applicable to common stock	\$ (340)	\$ (58)
	=====	=====
EARNINGS PER SHARE:		
Basic and diluted	\$ (1.12)	\$ (0.20)
	=====	=====
Weighted average common shares outstanding, basic and diluted	302,934,348	294,875,504
	=====	=====

CHARTER COMMUNICATIONS, INC. AND SUBSIDIARIES
 UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS AND OPERATING DATA
 (DOLLARS IN MILLIONS, EXCEPT PER SHARE AND SHARE DATA)

	Year Ended December 31,		
	2004	2003	% Change
REVENUES:			
Video	\$ 3,373	\$ 3,461	(3)%
High-speed data	741	556	33%
Advertising sales	289	263	10%
Commercial	238	204	17%
Other	336	335	-
Total revenues	4,977	4,819	3%
COSTS AND EXPENSES:			
Programming	1,319	1,249	6%
Advertising sales	98	88	11%
Service	663	615	8%
General and administrative	849	833	2%
Marketing	122	107	14%
Operating costs and expenses	3,051	2,892	5%
Adjusted EBITDA	1,926	1,927	-
Adjusted EBITDA margin	39%	40%	
Depreciation and amortization	1,495	1,453	
Impairment of franchises	2,433	-	
(Gain) loss on sale of assets, net	(86)	5	
Option compensation expense (income), net	31	4	
Special charges, net	104	21	
Unfavorable contracts and other settlements	(5)	(72)	
Income (loss) from operations	(2,046)	516	
OTHER INCOME AND EXPENSES:			
Interest expense, net	(1,670)	(1,557)	
Gain on derivative instruments and hedging activities, net	69	65	
Loss on debt to equity conversions	(23)	-	
Gain (loss) on extinguishment of debt	(31)	267	
Other, net	3	(16)	

	(1,602)	(1,441)
	-----	-----
Loss before minority interest, income taxes and cumulative effect of accounting change	(3,698)	(725)
Minority interest	19	377
	-----	-----
Loss before income taxes and cumulative effect of accounting change	(3,679)	(348)
Income tax benefit (expense)	103	110
	-----	-----
Loss before cumulative effect of accounting change	(3,576)	(238)
Cumulative effect of accounting change, net of tax	(765)	-
	-----	-----
Net loss	(4,341)	(238)
Dividends on preferred stock - redeemable	(4)	(4)
	-----	-----
Net loss applicable to common stock	\$ (4,345)	\$ (242)
	=====	=====
EARNINGS PER SHARE:		
Basic and diluted	\$ (14.47)	\$ (0.82)
	=====	=====
Weighted average common shares outstanding, basic and diluted	300,291,877	294,597,519
	=====	=====

NOTE: Certain 2003 amounts have been reclassified to conform with the 2004 presentation.

CHARTER COMMUNICATIONS, INC. AND SUBSIDIARIES
UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS AND OPERATING DATA
(DOLLARS IN MILLIONS, EXCEPT PER SHARE AND SHARE DATA)

	Three Months Ended December 31,		
	2004	2003	
	Actual	Pro Forma(a)	% Change
	-----	-----	-----
REVENUES:			
Video	\$ 839	\$ 822	2%
High-speed data	203	150	35%
Advertising sales	84	73	15%
Commercial	63	51	24%
Other	87	77	13%
	-----	-----	

Total revenues	1,276	1,173	9%

COSTS AND EXPENSES:			
Programming	329	303	8%
Advertising sales	26	23	13%
Service	174	152	14%
General and administrative	213	166	3%
Marketing	23	26	(12)%

Operating costs and expenses	764	710	8%

Adjusted EBITDA	512	463	11%

Adjusted EBITDA margin	40%	39%	

Depreciation and amortization	390	349	
Impairment of franchises	-	-	
Loss on sale of assets, net	18	2	
Option compensation expense (income), net	(5)	3	
Special charges, net	4	3	
Unfavorable contracts and other settlements	(5)	(72)	

Income (loss) from operations	108	178	

OTHER INCOME AND EXPENSES:			
Interest expense, net	(443)	(388)	
Gain on derivative instruments and hedging activities, net	21	30	
Loss on debt to equity conversions	-	-	
Gain (loss) on extinguishment of debt	(10)	-	
Other, net	3	(7)	

	(429)	(365)	

Loss before minority interest, income taxes and cumulative effect of accounting change	(321)	(187)	

Minority interest	(5)	94	

Loss before income taxes and cumulative effect of accounting change	(326)	(93)	

Income tax benefit (expense)	(13)	29	

Loss before cumulative effect of accounting change	(339)	(64)	

Cumulative effect of accounting			

change, net of tax	-	-
Net loss	(339)	(64)
Dividends on preferred stock - redeemable	(1)	(1)
Net loss applicable to common stock	\$ (340)	\$ (65)
EARNINGS PER SHARE:		
Basic and diluted	\$ (1.12)	\$ (0.22)
Weighted average common shares outstanding, basic and diluted	302,934,346	294,875,504

CHARTER COMMUNICATIONS, INC. AND SUBSIDIARIES
UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS AND OPERATING DATA
(DOLLARS IN MILLIONS, EXCEPT PER SHARE AND SHARE DATA)

	Twelve Months Ended December 31,		
	2004	2003	
	Pro Forma (a)	Pro Forma (a)	% Change
REVENUES:			
Video	\$ 3,350	\$ 3,324	1%
High-speed data	738	541	36%
Advertising sales	288	255	13%
Commercial	236	188	26%
Other	334	320	4%
Total revenues	4,946	4,630	7%
COSTS AND EXPENSES:			
Programming	1,310	1,198	9%
Advertising sales	96	86	14%
Service	660	597	11%
General and administrative	845	810	4%
Marketing	122	104	17%
Operating costs and expenses	3,035	2,795	9%
Adjusted EBITDA	1,913	1,835	4%
Adjusted EBITDA margin	39%	40%	
Depreciation and amortization	1,439	1,413	
Impairment of franchises	2,433	-	
Loss on sale of assets, net	19	24	
Option compensation expense			

(income), net	31	4
Special charges, net	104	21
Unfavorable contracts and other settlements	(5)	(72)
	-----	-----
Income (loss) from operations	(2,158)	445
	-----	-----
OTHER INCOME AND EXPENSES:		
Interest expense, net	(1,666)	(1,530)
Gain on derivative instruments and hedging activities, net	69	65
Loss on debt to equity conversions	(23)	-
Gain (loss) on extinguishment of debt	(21)	267
Other, net	3	(16)
	-----	-----
	(1,648)	(1,214)
	-----	-----
Loss before minority interest, income taxes and cumulative effect of accounting change	(3,806)	(769)
Minority interest	19	401
	-----	-----
Loss before income taxes and cumulative effect of accounting change	(3,787)	(368)
Income tax benefit (expense)	117	115
	-----	-----
Loss before cumulative effect of accounting change	(3,670)	(253)
Cumulative effect of accounting change, net of tax	(765)	-
	-----	-----
Net loss	(4,435)	(253)
Dividends on preferred stock - redeemable	(4)	(4)
	-----	-----
Net loss applicable to common stock	\$ (4,439)	\$ (257)
	=====	=====
EARNINGS PER SHARE:		
Basic and diluted	\$ (14.78)	\$ (0.87)
	=====	=====
Weighted average common shares outstanding, basic and diluted	300,391,877	294,597,519
	=====	=====

(a) Pro forma results reflect the sales of systems to Atlantic
Broadband Finance, LLC in March and April 2004 and

WaveDivision Holdings, LLC in October 2003, as if they both occurred as of January 1, 2003. Actual revenues exceeded pro forma revenues for the year ended December 31, 2004 and the three and twelve months ended December 31, 2003 by \$29 million, \$44 million and \$189 million, respectively. Actual adjusted EBITDA exceeded pro forma adjusted EBITDA by \$13 million, \$21 million and \$92 million for the year ended December 31, 2004 and the three and twelve months ended December 31, 2003, respectively. Pro forma net loss exceeded actual net loss by \$94 million, \$7 million and \$15 million for the year ended December 31, 2004 and the three and twelve months ended December 31, 2003, respectively. The unaudited pro forma financial information required allocation of certain revenues and expenses and such information has been presented for comparative purposes and does not purport to be indicative of the consolidated results of operations had these transactions been completed as of the assumed date or which may be obtained in the future. Adjusted EBITDA is a non-GAAP term. See page 7 of this addendum for the reconciliation of adjusted EBITDA to net cash flows from operating activities as defined by GAAP.

CHARTER COMMUNICATIONS, INC. AND SUBSIDIARIES
UNAUDITED CONSOLIDATED BALANCE SHEETS
(DOLLARS IN MILLIONS)

	December 31,	
	2004	2003
	-----	-----
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 650	\$ 127
Accounts receivable, net of allowance for doubtful accounts	190	189
Prepaid expenses and other current assets	82	34
	-----	-----
Total current assets	922	350
	-----	-----
INVESTMENT IN CABLE PROPERTIES:		
Property, plant and equipment, net	6,289	7,014
Franchises, net	9,678	13,680
	-----	-----
Total investment in cable properties, net	16,167	20,694
	-----	-----
OTHER NONCURRENT ASSETS		
	584	320
	-----	-----
Total assets	\$ 17,673	\$ 21,364
	-----	-----
LIABILITIES AND SHAREHOLDERS' DEFICIT		
CURRENT LIABILITIES:		
Accounts payable and accrued expenses	\$ 1,217	\$ 1,286

Total current liabilities	1,217	1,296
LONG-TERM DEBT	18,464	18,647
DEFERRED MANAGEMENT FEES - RELATED PARTY	14	14
OTHER LONG-TERM LIABILITIES	681	848
MINORITY INTEREST	648	689
PREFERRED STOCK - REDEEMABLE	55	55
SHAREHOLDERS' DEFICIT	(4,406)	(175)
Total liabilities and shareholders' deficit	\$ 17,673	\$21,364

NOTE: Certain 2003 amounts have been reclassified to conform with the 2004 presentation.

CHARTER COMMUNICATIONS, INC. AND SUBSIDIARIES
 UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS
 (DOLLARS IN MILLIONS)

	Year Ended	
	December 31,	
	2004	2003
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (4,341)	\$ (238)
Adjustments to reconcile net loss to net cash flows from operating activities:		
Minority interest	(19)	(377)
Depreciation and amortization	1,495	1,453
Impairment of franchises	2,433	-
Option compensation expense, net	27	4
Special charges, net	85	-
Noncash interest expense	324	414
Gain on derivative instruments and hedging activities, net	(69)	(65)
(Gain) loss on sale of assets, net	(86)	5
Loss on debt to equity conversions	23	-
(Gain) loss on extinguishment of debt	28	(267)
Deferred income taxes	(109)	(110)
Cumulative effect of accounting change, net	765	-
Unfavorable contracts and other settlements	(5)	(72)
Other, net	(3)	3
Changes in operating assets and liabilities, net of effects from dispositions:		
Accounts receivable	(7)	70
Prepaid expenses and other assets	(2)	5

Accounts payable, accrued expenses and other	(59)	(69)
Receivables from and payables to related party, including deferred management fees	-	9
	-----	-----
Net cash flows from operating activities	472	765
	-----	-----
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of property, plant and equipment	(924)	(854)
Change in accrued expenses related to capital expenditures	(43)	(33)
Proceeds from sale of assets	744	91
Purchases of investments	(17)	(11)
Other, net	(3)	(10)
	-----	-----
Net cash flows from investing activities	(243)	(817)
	-----	-----
CASH FLOWS FROM FINANCING ACTIVITIES:		
Borrowings of long-term debt	3,148	738
Repayments of long-term debt	(5,448)	(1,368)
Proceeds from issuance of debt	2,882	529
Payments for debt issuance costs	(145)	(41)
Purchase of pledge securities	(143)	-
	-----	-----
Net cash flows from financing activities	294	(142)
	-----	-----
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	523	(194)
CASH AND CASH EQUIVALENTS, beginning of period	127	321
	-----	-----
CASH AND CASH EQUIVALENTS, end of period	\$ 650	\$ 127
	=====	=====
CASH PAID FOR INTEREST	\$ 1,382	\$ 1,111
	=====	=====
NONCASH TRANSACTIONS:		
Debt exchanged for Charter Class A common stock	\$ 30	\$ -
	=====	=====
Issuance of debt by CCH II, LLC	\$ -	\$ 1,572
	=====	=====
Retirement of debt	\$ -	\$ 1,866
	=====	=====
Issuance of preferred stock - redeemable, as payment for acquisitions	\$ -	\$ 4
	=====	=====
Issuance of equity as partial payments for acquisitions	\$ -	\$ 2
	=====	=====

NOTE: Certain 2003 amounts have been reclassified to conform with the 2004 presentation.

CHARTER COMMUNICATIONS, INC. AND SUBSIDIARIES
UNAUDITED SUMMARY OF OPERATING STATISTICS

	Approximate as of		
	Dec. 31,	Sept. 30,	Dec. 31,
	2004 (a)	2004 (a)	2003
			Pro Forma (a)
Customer Summary:			
Customer Relationships:			
Residential (non-bulk) analog video customers (b)	5,739,900	5,825,000	5,963,000
Multi-dwelling (bulk) and commercial unit customers (c)	251,600	249,600	237,500
Total analog video customers (b) (c)	5,991,500	6,074,600	6,200,500
Non-video customers (b)	228,700	216,200	105,700
Total customer relationships (d)	6,220,200	6,290,800	6,306,200
Pro forma average monthly revenue per analog video customer (e)	\$70.50	\$68.15	\$62.86
Bundled customers (f)	1,659,700	1,617,600	1,422,100
Revenue Generating Units:			
Analog video customers (b) (c)	5,991,500	6,074,600	6,200,500
Digital video customers (g)	2,674,700	2,688,900	2,588,600
Residential high-speed data customers (h)	1,884,400	1,819,900	1,527,800
Telephony customers (i)	45,400	40,200	24,900
Total revenue generating units (j)	10,596,000	10,623,600	10,341,800
Cable Video Services:			
Analog Video:			
Estimated homes passed (k)	12,085,900	12,066,300	11,817,500
Analog video customers (b) (c)	5,991,500	6,074,600	6,200,500
Estimated penetration of analog video homes passed (b) (c) (k) (l)	50%	50%	52%
Pro forma average monthly analog revenue per analog video customer (m)	\$37.52	\$37.13	\$36.23
Analog video customers quarterly net loss (b) (c) (n)	(83,100)	(58,600)	(38,500)
Digital Video:			
Estimated digital homes passed (k)	12,000,500	11,966,400	11,716,400
Digital video customers (g)	2,674,700	2,688,900	2,588,600
Estimated penetration of digital homes passed (g) (k) (l)	22%	22%	22%

Digital percentage of analog video customers (b) (c) (d) (e)	45%	44%	40%
Digital set-top terminals deployed	2,731,600	3,720,900	2,634,500
Pro forma average incremental monthly digital revenue per digital video customer (m)	\$23.99	\$23.97	\$23.00
Digital video customers quarterly net gain (loss) (g) (n)	(14,200)	36,700	17,300

Non-Video Cable Services:

High-Speed Data Services:

Estimated high-speed data homes passed (k)	10,682,800	10,618,200	10,321,100
Residential high-speed data customers (h)	1,694,400	1,819,900	1,527,800
Estimated penetration of high-speed data homes passed (h) (k) (l)	16%	17%	15%
Pro forma average monthly high-speed data revenue per high-speed data customer (m)	\$36.53	\$35.68	\$33.95
Residential high-speed data customers quarterly net gain (h) (n)	84,500	108,500	86,500
Dial-up customers	3,800	7,300	5,600
Telephony customers (i)	45,400	40,200	24,900
Pro forma average monthly telephony revenue per telephony customer (m)	\$41.95	\$43.26	\$49.15

Pro forma results reflect the sales of systems to Atlantic Broadband Finance, LLC in March and April 2004 and WaveDivision Holdings, LLC which closed in October 2003, as if they both occurred as of January 1, 2003.

See footnotes to unaudited summary of operating statistics on page 6 of this Addendum.

- (a) "Customers" include all persons our corporate billing records show as receiving service (regardless of their payment status), except for complimentary accounts (such as our employees). As December 31, 2004, September 30, 2004, and December 31, 2003, "customers" include approximately 44,700, 46,000 and 72,700 persons whose accounts were over 60 days past due in payment, approximately 5,000, 5,500 and 6,500 persons whose accounts were over 90 days past due in payment and approximately 2,200, 2,000 and 3,000 of which were over 110 days past due in payment, respectively.
- (b) "Analog video customers" as of December 31, 2004 and September 30, 2004 include all customers who receive video services (including those who also purchase high-speed data and

telephony services) but excludes approximately 228,700 and 216,200 customer relationships at December 31, 2004 and September 30, 2004, respectively, who receive high-speed data service only or telephony service only and who are only counted as high-speed data customers or telephony customers, and therefore are shown as "non-video" customers. As of December 31, 2003, "analog video customers" include all customers who receive video services (including those who also purchase high-speed data and telephony services) but exclude approximately 105,700 customer relationships at December 31, 2003 who received high-speed data service only and who are only counted as high-speed data customers, and therefore are shown as "non-video customers." Telephony customers represented approximately 11,300 and 10,700 of the 228,700 and 216,200 "non-video customers" as of December 31, 2004 and September 30, 2004, respectively.

(c) Included within "video customers" are those in commercial and multi-dwelling structures, which are calculated on an equivalent bulk unit ("EBU") basis. EBU is calculated for a system by dividing the bulk price charged to accounts in an area by the most prevalent price charged to non-bulk residential customers in that market for the comparable tier of service. The EBU method of estimating analog video customers is consistent with the methodology used in determining costs paid to programmers and has been consistently applied year over year. As we increase our effective analog video prices to residential customers without a corresponding increase in the prices charged to commercial service or multi-dwelling customers, our EBU count will decline even if there is no real loss in commercial service or multi-dwelling customers.

(d) "Customer relationships" as of December 31, 2004 and September 30, 2004 include the number of customers that receive one or more levels of service, encompassing video, data and telephony services, without regard to which service(s) such customers receive. As of December 31, 2003, "customer relationships" include the number of customers that receive one or more levels of video and data services, without regard to which service(s) such customers receive. Telephony customers represented approximately 11,300 and 10,700 of the 6,220,200 and 6,290,800 "customer relationships" as of December 31, 2004 and September 30, 2004, respectively. This statistic is computed in accordance with the guidelines of the National Cable & Telecommunications Association (NCTA) that have been adopted by eleven publicly traded cable operators, including Charter.

(e) Pro forma average monthly revenue per analog customer is calculated as total pro forma quarterly revenue divided by three divided by average pro forma analog customers during the respective quarter. This calculation is pro forma giving affect to the reduction of monthly revenue and average analog customers for the disposition of systems sold to Atlantic

Broadband Finance, LLC and WaveDivision Holdings, LLC (as discussed on page 5 of this addendum).

- (f) "Bundled customers" as of December 31, 2004 and September 30, 2004 include customers receiving a combination of at least two different types of service, including Charter's video service, high-speed data service or telephony. As of December 31, 2003, "bundled customers" include customers subscribing to both Charter's video service and high-speed data service. "Bundled customers" do not include customers who only subscribe to video service. By including telephony customers, "bundled customers" include approximately 16,200 and 15,000 more customers as of December 31, 2004 and September 30, 2004, respectively.
- (g) "Digital video customers" include all households that have one or more digital set-top terminals. Included in "digital video customers" on December 31, 2004, September 30, 2004 and December 31, 2003 are approximately 10,100, 10,700 and 12,000 customers, respectively, that receive digital video service directly through satellite transmission.
- (h) All of these customers also receive video service and are included in the video statistics above. However, the video statistics do not include approximately 217,400, 205,500 and 105,700 of these customers at December 31, 2004, September 30, 2004 and December 31, 2003, respectively, who were high-speed data only customers.
- (i) "Telephony customers" include all households receiving telephone service.
- (j) "Revenue generating units" represent the sum total of all primary analog video, digital video, high-speed data and telephony customers, not counting additional outlets within one household. For example, a customer who receives two types of service (such as analog video and digital video) would be treated as two revenue generating units, and if that customer added on high-speed data service, the customer would be treated as three revenue generating units. This statistic is computed in accordance with the guidelines of the NCTA that have been adopted by eleven publicly traded cable operators, including Charter.
- (k) "Homes passed" represent our estimate of the number of living units, such as single family homes, apartment units and condominium units passed by our cable distribution network in the areas where we offer the service indicated. "Homes passed" exclude commercial units passed by our cable distribution network. These estimates are updated for all periods presented when estimates change.
- (l) Penetration represents customers as a percentage of homes passed.

- (m) "Pro forma average monthly revenue" represents pro forma quarterly revenue for the service indicated divided by three divided by the average number of pro forma customers for the service indicated during the respective quarter. This calculation is pro forma giving effect to the reduction of monthly revenue and average analog customers for the disposition of systems sold to Atlantic Broadband Finance, LLC and WaveDivision Holdings, LLC (as discussed on page 5 of this addendum).
- (n) "Quarterly net gain (loss)" represents the net gain or loss in the respective quarter for the service indicated.
- (o) Represents the number of digital video customers as a percentage of analog video customers.

CHARTER COMMUNICATIONS, INC. AND SUBSIDIARIES
 UNAUDITED RECONCILIATION OF NON-GAAP MEASURES TO GAAP MEASURES
 (DOLLARS IN MILLIONS)

	Three Months		Year Ended	
	Ended December 31,	Year Ended December 31,	Year Ended December 31,	Year Ended December 31,
	2004	2003	2004	2003
Adjusted EBITDA (a)	\$512	\$484	\$1,926	\$1,927
Less: Purchases of property, plant and equipment	(285)	(351)	(924)	(854)
Un-levered free cash flow	227	133	1,002	1,073
Less: Interest on cash pay obligations (b)	(356)	(299)	(1,346)	(1,143)
Free cash flow	(129)	(166)	(344)	(70)
Purchases of property, plant and equipment	285	351	924	854
Special charges, net	(4)	(3)	(19)	(21)
Other, net	(13)	(8)	(21)	(13)
Change in operating assets and liabilities	(50)	(47)	(68)	15
Net cash flows from operating activities	\$89	\$127	\$472	\$765

	Three Months		Year Ended	
	Ended Dec. 31,	Year Ended December 31,	Year Ended December 31,	Year Ended December 31,
	2003	2004	2003	2004

	Pro Forma	Pro Forma	Pro Forma
Adjusted EBITDA (a)	\$463	\$1,913	\$1,835
Less: Purchases of property, plant and equipment	(345)	(922)	(835)
Un-levered free cash flow	118	991	1,000
Less: Interest on cash pay obligations (b)	(293)	(1,342)	(1,116)
Free cash flow	(175)	(351)	(116)
Purchases of property, plant and equipment	345	922	835
Special charges, net	(3)	(19)	(21)
Other, net	(9)	(26)	(11)
Change in operating assets and liabilities	(36)	(57)	56
Net cash flows from operating activities	\$122	\$469	\$743

(a) See pages 1 and 2 of this addendum for detail of the components included within adjusted EBITDA.

(b) Interest on cash pay obligations excludes accretion of original issue discounts on certain debt securities and amortization of deferred financing costs that are reflected as interest expense in our consolidated statements of operations.

The above schedules are presented in order to reconcile adjusted EBITDA, un-levered free cash flows and free cash flows, all non-GAAP measures, to the most directly comparable GAAP measures in accordance with Section 401(b) of the Sarbanes-Oxley Act.

Pro forma results reflect the sales of systems to Atlantic Broadband Finance, LLC in March and April 2004 and WaveDivision Holdings, LLC in October 2003, as if they both occurred as of January 1, 2003.

CHARTER COMMUNICATIONS, INC. AND SUBSIDIARIES
 CAPITAL EXPENDITURES
 (DOLLARS IN MILLIONS)

Three Months			
Ended		Year Ended	
December 31,		December 31,	
-----		-----	
2004	2003	2004	2003
----	----	----	----

Customer premise equipment (a)	\$ 106	\$ 127	\$ 451	\$ 380
Scalable infrastructure (b)	53	32	109	67
Line extensions (c)	37	62	131	131
Upgrade/Rebuild (d)	21	56	49	132
Support capital (e)	68	74	185	144
	-----	-----	-----	-----
Total capital expenditures (f)	\$ 285	\$ 351	\$ 924	\$ 854
	=====	=====	=====	=====

(a) Customer premise equipment includes costs incurred at the customer residence to secure new customers, revenue units and additional bandwidth revenues. It also includes customer installation costs in accordance with SFAS 51 and customer premise equipment (e.g., set-top terminals and cable modems, etc.).

(b) Scalable infrastructure includes costs, not related to customer premise equipment or our network, to secure growth of new customers, revenue units and additional bandwidth revenues or provide service enhancements (e.g., headend equipment).

(c) Line extensions include network costs associated with entering new service areas (e.g., fiber/coaxial cable, amplifiers, electronic equipment, make-ready and design engineering).

(d) Upgrade/rebuild includes costs to modify or replace existing fiber/coaxial cable networks, including betterments.

(e) Support capital includes costs associated with the replacement or enhancement of non-network assets due to technological and physical obsolescence (e.g., non-network equipment, land, buildings and vehicles).

(f) Represents all capital expenditures made during the three months and year ended December 31, 2004 and 2003, respectively.

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SOURCE: Charter Communications, Inc.

DECLARATION OF QUINTIN LEW

EXHIBIT 28

Categories of End-Users Served by Competitors Using Verizon Special Access

Category	EU Count
Accountants	150
Advertising & Marketing	1136
Aerospace Manufacturer	14
Aerospace Research & Development	92
Aerospace Technology	39
Agricultural Products	27
Air Cargo & Package Express Services	27
Air Conditioning Contractors	16
Aircraft Flight Training Equipment	12
Aircraft Manufacturers	153
Aircraft Parts & Equipment	15
Airports	165
Alarm Systems & Security Services	508
Alcohol & Drug Abuse Rehabilitation Services	18
Ambulance Services	8
Antique Dealers	2
Antique Reproductions Retailers	7
Apartment Complexes	23
Appliance Service & Repair	1
Appraisal Service	5
Arcades & Amusements	36
Architectural Services	41
Armed Forces	1148
Armed Forces - Air Force	8
Armed Forces - Air Force Base	294
Armed Forces - Army	208
Armed Forces - Coast Guard	6
Armed Forces - Marine Corp	5
Armed Forces - National Guard	10
Armed Forces - Navy	77
Armed Forces - USMC	19
Art Collection	3
Art Supplies Retailers	4
Arts & Entertainment	144
Arts & Entertainment - Cinemas & Theatres	60
Arts & Entertainment - Music	48
Asset Management	3
Associations and Interest Groups	874
Auctioneers	25
Audiovisual Equipment Manufacturers	14
Audiovisual/Computer Rental & Leasing	6
Autioneers	3
Auto Clubs	3
Auto Dealers	2095
Auto Manufacturers	141
Auto Rentals	992
Automated Teller Machines	82

Category	EU Count
Automation Consultants	2
Automation Equipment & Systems Dealers	20
Automotive - Auction	7
Automotive - Parts, Supplies, Service	1188
Automotive - Truck Sales, Service	84
Aviation	91
Aviation Services	118
Bail Bonds	3
Bakery	3
Bank Equipment & Supplies	12
Bar Code Scanning Equipment & Supplies	2
Barrels & Drums	7
Bearings Wholesale & Manufacturers	3
Beauty Salon Equipment & Supplies Retail	5
Beverages Wholesale & Manufacturers	21
Biomedical Research	4
Biotechnology	162
Boat Manufacturers	6
Book & Music Stores	191
Books & Music Retailers	431
Builders & Contractors	275
Builders & Contractors - Commercial & Industrial	180
Builders & Contractors - Home Construction	101
Building Inspection & Pest Control Services	58
Building Materials & Supplies Dealers	163
Building Materials & Supplies Dealers - Fiberglass	9
Building Remodeling & Repair Contractors	9
Business & Professional Services	1442
Business Consultants & Advisors	7
Business Forms & Systems	2
Business Services - Distribution	270
Cable Manufacturers	3
Call Centers & Answering Services	54
Cameras & Camera Supplies	27
Camping & Backpacking Equipment & Supplies Dealers	2
Canners & Food Processors	44
Cargo Container Manufacturers	14
Casino	1
Catalog Shopping	6
Catering	4
CDs Tapes & Records Retail	2
Cell Phone Equipment & Supplies	56
Cement & Sand & Gravel Manufacturers	27
Certified & Registered Massage Therapists	2
Charitable & Nonprofit Organizations	22
Chauffeured Services	18
Chemical Manufacturers	474
Chemicals Manufacturers	135
Child Care	36

Category	EU Count
Chimney Cleaning Services	3
Churches & Religious Organizations	523
Civil Engineering Firm	11
Civil Engineers	26
Cleaning Services	24
Clinical Services - Social & Human Services	12
Clothing & Accessories (Designer) Retailers	31
Clothing & Accessories Manufacturers	254
Clothing & Accessories Retailers	1484
Cocoa Processors	1
Cold Storage Warehouses	6
Collection Services	8
Commuications - Video Conferencing	24
Commodity & Merchandise Warehouses	31
Common & Face Brick Dealers	3
Communication - Telecom	1
Communications	1985
Communications - Broadcasting	210
Communications - Cable	465
Communications - Cable & Satellite	104
Communications - Cellular	353
Communications - Internet Hosting	42
Communications - ISP	41
Communications - Major Media	62
Communications - Radio	82
Communications - Satellite & Cable	10
Communications - Telecom	16053
Communications - Television	222
Communications - Verizon	3017
Communications - Video Conferencing	5
Communications - Wireless	2989
Communications & Public Relations	9
Communications & Public Relations Consultants	11
Communications Equipment & Supplies	17
Computer & Equipment Dealers	95
Computer Networking Installation	4
Computer Peripherals - Printers, Laser Printers	12
Computer Supplies Parts & Accessories	13
Computer Systems Consultants & Designers	360
Computer Testing Services	14
Computers	1178
Computers - Equipment & Supplies	108
Computers - Equipment Repair & Maintenance	164
Computers & Equipment Repair	10
Computing Solutions	8
Concrete & Concrete Products Dealers	32
Concrete Contractors	12
Conference Call Services	14
Conference Facilities & Convention Centers	11

Category	EU Count
Construction & Contractors - Doors & Windows	9
Construction & Contractors - Floors & Flooring	38
Construction & Contractors - General Contractors	87
Construction & Contractors - Roofing	7
Construction Engineers	19
Construction Equipment & Supplies	28
Construction Equipment & Vehicle Rental	40
Construction Management Services	138
Consultants - General	15
Consultants - Navigation	4
Consulting Services - General	1385
Consumer Goods Manufacturers	848
Consumer Goods Retailer	1
Consumer Goods Retailers	436
Consumer Groups	5
Contractors - General	15
Contractors' Equipment & Supplies Dealers	24
Convenience Stores	87
Conveyor Belting & Belting Supplies Dealers	3
Copying, Printing & Graphics Services	912
Corporate Housing	6
Corrugated & Fiber Boxes Retail	66
Cosmetics	166
Cosmetics Retailers	39
Courier Services	43
Crafts Stores	25
Credit & Debt Counseling Services	36
Credit Collection & Reporting Agency	131
Cryogenics Equipment & Supplies	2
Currency Exchange Services	6
Customs Brokers & Consultants	35
Data Communications Equipment & Systems	29
Dating & Introduction Services	1
Defense Contractors	883
Department Store	105
Department Stores	2183
Design and Engineering	55
Discount Variety Stores	109
Document Management Services	152
Dog & Horse Racing	16
Door & Window Dealers	16
Drug Stores & Pharmacies	1108
Dry Cleaners	24
Education - Admin, Boards, Associations	133
Education - Colleges & Universities	2185
Education - Commercial Services	239
Education - K-12 Schools	842
Education - Professional Training/Devel	376
Education - Special Education	1

Category	EU Count
Electric Contractors	53
Electric Equipment & Supplies Dealers	90
Electric Motor Dealers	62
Electrolysis Treatments, Lasers	2
Electronic Broking Service	1
Electronic Equipment	32
Electronic Equipment & Supplies Retail	32
Electronic Instruments Retail	147
Electronic Research Design & Development	6
Electronic Testing Equipment Dealers	32
Electronics & Appliance Manufacturers	59
Electronics & Appliance Parts & Supplies	56
Electronics & Appliances Manufacturers	272
Electronics and Appliance Retailers	881
Electronics Manufacturers	1018
Electronics Wholesale Distributor	58
Elevator Equipment & Services	76
Employment Agencies	929
Employment Agencies - Temp Staffing	131
Engineering Consulting Firm	6
Engineers	51
Entertainment	241
Entertainment - Movie Studio	28
Envelopes Manufacturers & Wholesalers	8
Environmental & Ecological Consultants	85
Environmental Association	22
Environmental Engineers	60
Environmental Services	47
Equipment Manufacturers	5
Executive Suites	69
Fabrics Stores	14
Family & General Practice Physicians & Surgeons	11
Fast Food Stores	20
Fasteners Wholesale & Manufacturers	15
Feed Fertilizer & Power Equipment	1
Fiber Optic Equipment Systems & Supplies	7
Fiberglass & Materials	6
Financial - Advisor Services	40
Financial - Advisory Services	1014
Financial - Banks	14144
Financial - Credit Card Companies	355
Financial - Credit Unions	649
Financial - Electronic Payment Svcs	171
Financial - General Services	6580
Financial - Investment Services	6991
Financial - Loan Service	74
Financial - Loan Services	380
Financial - Mortgage Companies	2313
Financial - Mutual Services	120

Category	EU Count
Financial - Research Services	11
Financial -Banks	13
Financial Institution	33
Financial Institutions	142
Finger Printing Services & Equipment	11
Fire Alarms, Extinguishers & Sprinklers	35
Fire Departments	8
Fire Fighters Associations	6
Fireproofing & Firestopping Materials & Supplies	2
Fish & Wildlife	8
Flavoring Extracts	14
Florists	53
Flour Mill	1
Fnancial Institution	1
Food & Beverage Producers and Distributors	1969
Food & Beverage Providers and Distributors	102
Food & Beverage Retailers	83
Food & Beverages Producers and Distributors	1
Food Preservation Equipment & Supplies	16
Food Processing Equipment & Supplies	12
Food Services	2
Footwear Stores	25
Forklift & Industrial Truck Dealers	10
Fragrance & Cosmetics Stores	3
Funeral/Memorial Services	50
Furniture	49
Furniture Stores	256
Garage Doors & Openers	9
Gas Stations	54
General Merchandise Wholesale	54
Genetic Research	1
Genetics Research	16
Geographic Information Services	13
Gift/Houseware Retailers	271
Glass Wholesale & Manufacturers	33
Global Marketing, Communications, & Entertainment	12
Global Positioning System	6
Government	45
Government - Accounting	5
Government - Civil Defense - Power Authority	35
Government - Correctional Facility	103
Government - Courthouse	72
Government - Courts	205
Government - Customs	8
Government - Embassy/Consulate	94
Government - FBI	533
Government - Federal	6369
Government - Federal - Aviation	112
Government - Federal - Communications	51

Category	EU Count
Government - Federal - Courts	26
Government - Federal - Defense	1176
Government - Federal - Defense - Imagery & Mapping	1
Government - Federal - Food & Drug Admin	3
Government - Federal - Geological Surveys	8
Government - Federal - Health & Human Services	155
Government - Federal - House of Representatives	28
Government - Federal - Housing & Urban Development	14
Government - Federal - Info Systems	35
Government - Federal - Labor Relations	4
Government - Federal - Postal Services	105
Government - Federal - Senate	25
Government - Federal - Treasury	98
Government - Federal	1
Government - Foreign	13
Government - Foreign - Consulate	2
Government - Foreign - Embassy	13
Government - General Services Administration	257
Government - Immigration & Customs	141
Government - Local	636
Government - Local - Law Enforcement	56
Government - Local - Taxes & Finance	16
Government - Local - Transportation	148
Government - National Parks & Conservation Land	8
Government - Naval Shipyard	7
Government - Police/Sherriff	40
Government - Printing	16
Government - State	821
Government - State - Lottery	38
Government - State - Sentate	48
Government - State - State Senate	67
Government - Telecommunications	14
Government - Training	3
Government - US Congress Representatives	2
Government - Weather Service	38
Government Contractors - Computer Networks	3
Government Contractors - Computer Systems	4
Government Insurance Carriers	4
Greenhouses and Nurseries	17
Grocery Stores & Supermarkets	3314
Gypsum & Gypsum Products	31
Hair Dressers	5
Hair Restoration	2
Hardware Stores	56
Health & Beauty Products Manufacturers	80
Health & Diet Foods Stores	44
Health & Human Services - Leukemia	3
Health Agencies	8
Health Clubs & Gyms	14

Category	EU Count
Health Maintenance Organizations	60
Healthcare	1914
Healthcare - Clinics & Medical Centers	580
Healthcare - Dental	202
Healthcare - General	3825
Healthcare - Hearing	16
Healthcare - Home (Nursing, Convalescent, Rehab)	47
Healthcare - Homes (Nursing, Convalescent, Rehab)	572
Healthcare - Hospitals	1659
Healthcare - Physicians & Surgeons	16
Healthcare - Radiology	70
Healthcare - Research, Labs	374
Healthcare - Vision	100
Heating & Refrigeration Equipment Manufacturers	235
Heating & Ventilating Contractors	34
Heavy Equipment Manufacturers	25
Home Décor Retailers	223
Home Improvement Retailers	225
Home Improvement Services	14
Home Improvement Stores	616
Home Improvement, Repair, Lawns Services	186
Home Products - Siding	22
Hospice	18
Hospital Consultants & Management	1
Hospital Equipment & Supplies Retail	94
Hospitality	38
Hospitality Services	21
Hotel & Motel Equipment & Supplies	4
Hotel Reservations Service Provider	7
Hotel Services	2
Hotels & Lodging	4400
Household Linens & Furnishing Retailers	134
Housing Authority	4
Human Resource Business Services	301
Imaging Equipment Manufacturers	48
Incinerators Parts & Services	6
Industrial - Metals	1
Industrial Equipment & Supplies	199
Industrial Equipment & Supplies Dealers	69
Industrial Equipment Rental & Leasing	8
Industrial Parks Management	56
Industries - General	35
Industry - Aerospace	112
Industry - Metals	103
Industry - Mining/Natural Resources	8
Industry - Paper	283
Industry - Power, Fuel, Water, Energy	2263
Industry - Trade Association	186
Information Services	528

Category	EU Count
Information Technology & Automation	38
Ink Manufacturers' Materials	9
Instruments & Equipment Manufacturers	127
Insurance	9082
Insurance - Claims Processing Service & Adjusters	5
Insurance - Health Care Services	194
Insurance - Life Insurance	45
Insurance - Title Insurance	134
Insurance - Workers' Compensation Services	34
Interest Groups and Associations	13
Interior Design	7
Internet Services	1290
Investigation Services	16
IT Consulting & Business Services	2285
Jewelry Importers	3
Jewelry Stores	142
Journalism/News Service	154
Journalism/News Services	27
Kitchen & Bath Distributor	46
Labor Relations	2
Labor Unions	25
Laboratories	613
Laboratory Equipment & Supplies	1
Landscape Designers & Consultants	36
Landscape Equipment & Supplies Dealers	98
Landscaping	19
Laundry Service	7
Law Firms & Legal Services	1275
Lawn & Garden Equipment & Supplies	10
Leather Goods Manufacturers	3
Leather Goods Retailers	68
Libraries	129
Lighting Fixtures Manufacturers	9
Lighting Fixtures Retailers	61
Linen Supply Services & Uniforms Retail	41
Liquor Stores	3
Lithographers	75
Lumber	79
Mail Order & Catalog Sales	6
Malls & Shopping Centers	139
Management Consulting	612
Manufacturers -General	1
Manufacturers - General	1585
Manufacturers' Agents & Representatives	31
Marina	1
Materials & Packaging Manufacturers	380
Mechanical Contracting	14
Mechanical Contractors & Engineers	1
Mechanical Equipment & Supplies	6

Category	EU Count
Media & Communications - Sales Presentations	44
Medical	27
Medical - Blood Bank	5
Medical & Dental X-Ray Laboratories	3
Medical Advisors/Consultants	9
Medical Analysis	3
Medical Answering Services	4
Medical Association	4
Medical Billing & Collections Services	13
Medical Centers - Blood Center	8
Medical Consulting	44
Medical Device Manufacturers	30
Medical Equipment	27
Medical Exam Board	1
Medical Information Technology	22
Medical Laboratory	8
Medical Laboratory - Radiology	3
Medical Products and Services	409
Medical Research	47
Medical Services	89
Medical Specialties	55
Medical Specialties - Behavioral Health	29
Medical Specialties - Cancer Foundation	1
Medical Specialties - Cancer Treatment Centers	5
Medical Specialties - Cardiovascular	2
Medical Specialties - Cardiovascular Health	16
Medical Specialties - Cerebral Palsy	15
Medical Specialties - Counseling	1
Medical Specialties - Endoscopy	1
Medical Specialties - Eye Surgery Center	7
Medical Specialties - Home Care	6
Medical Specialties - MRI	25
Medical Specialties - Muscular Dystrophy	12
Medical Specialties - OB-GYN	8
Medical Specialties - Optometry	5
Medical Specialties - Orthopedics	55
Medical Specialties - Radiology	18
Medical Specialties - Ultrasounds	29
Medical Staffing Services	2
Medical Supplies	7
Medical Transcription	4
Merchandising	5
Merchandising Services & Systems	9
Metal Products	66
Metal Stamping Equipment & Supplies	9
Microfilming & Imaging Service Equipment/Supplies	11
Miscellaneous	68095
Mobile Offices & Commercial Units	5
Mobile Tracking Systems	8

Category	EU Count
Modeling Agency	1
Modular & Mobile Home & Buildings Dealers	6
Money Orders & Transfer Services	15
Mortgages	269
Motion Picture Distributors	20
Moving & Storage	135
Museums	83
Music Publishing/Supply	34
Musical Instrument - Rental and Sales	42
Newspaper Distributors	1
Newspaper Publishers	438
Non-Profit Organizations	482
Office Furniture & Equipment Dealers	61
Office Machinery & Supplies	11
Office Management Services	99
Office Space and Support Services	107
Office Supplies Stores	827
Office Supplies Wholesale & Manufacturers	13
Office Supply Stores	31
Online Services	85
On-line Stores	7
Organ Donation & Tissue Banks	6
Outdoor Advertising & Billboards	2
Outsourcing - Business Management	197
Packaging	34
Packaging & Shipping Services	1302
Paint & Paint Products	5
Paint Manufacturers	26
Painting & Paint Supplies	7
Paper Products	7
Parking	13
Parking & Traffic Consultants	4
Parks & Recreation	42
Party Supplies Stores	41
Payroll & Payment Services	484
Payroll Services	10
Perfumes & Colognes Raw Materials & Supplies	4
Pest Control Services	75
Pet Care	1
Pharmaceuticals	1838
Phone Equipment & Systems Dealers	2
Photographic Equipment & Supplies	69
Photographic Equipment & Supplies Retail	4
Photography Stores	5
Photography Studios & Picture Libraries	5
Physical Therapy	5
Physical Therapy Equipment and Supplies	7
Pipe Fabrication	5
Plastic Products	144

Category	EU Count
Plastic Raw Materials	8
Plumbing & Heating Supplies	143
Plumbing Services	9
Plumbing Supplies	29
Pneumatic Equipment & Suppliers Dealers	10
Pneumatic Tools & Equipment	6
Polyethylene Materials & Products	25
Postal Services	33
Product Packaging Labeling & Shipping	35
Production Studio	17
Property Management	8
Public Housing	2
Publications	1
Publishers	945
Race Track	1
Radio Phone Equipment & Systems	26
Real Estate - Agencies	1329
Real Estate - Commercial & Industrial	210
Real Estate - Commerical & Industrial	21
Real Estate - Corporate Housing	18
Real Estate - Developers & Subdividers	104
Real Estate - Time Shares	9
Real Estate Services	47
Recreational Vehicles	9
Recruiting Services	4
Recycling/Conservation Services	33
Recycling/Vonservation Services	1
Rentals - Furniture	52
Rentals - General	127
Rentals and Sales - Heavy Equipment	55
Research	437
Resorts	33
Restaurant Management & Consultants	2
Restaurant Services	3
Restaurants	474
Restuarants	1
Retail - General	12
Retail - Pet Supplies	3
Retail - Sporting Goods	3
Retail - Toys	3
Retail Sales	2
Retailers - General	11
Retirement Communities & Homes	56
Road & Highway Construction Machinery & Equipment	9
Robotics	2
Sales Training	2
Salons & Spas	10
Salvage Services	7
Sand & Gravel Dealers & Recycling Centers	28

Category	EU Count
Saw Sales Sharpening & Repair	3
Science	48
Science - Forensics	2
Science - Health	9
Science - Research	35
Science & Technology	22
Science and Engineering	344
Scientific Instruments & Supplies Dealers	104
Scoters & Powered Chairs	9
Semiconductors	65
Sewing Machines	1
Shipbuilding	17
Sign Dealers, Display Designers & Producers	13
Social & Human Services Organization	116
Social & Human Services Organizations	11
Social Clubs	4
Social Groups	25
Soda Fountain Equipment & Supplies	25
Software & CD ROM Sales & Services	9
Sound Equipment & Systems Sales Rental & Leasing	4
Space & Navigation	8
Space Communications	5
Space Exploration & Defense	7
Specialty Stores	200
Spices Wholesale & Manufacturers	2
Sporting Goods Retailers	246
Sports	17
Sports - Athletic/Fitness Clubs	259
Sports - Auto Clubs	40
Sports - Baseball	14
Sports - Basketball	36
Sports - Beach Club	1
Sports - Boxing	3
Sports - Clubs/Facilities	24
Sports - Equestrian	1
Sports - Football	37
Sports - Golf/Country Clubs	106
Sports - Hockey	3
Sports - Soccer	3
Sports - Yacht Clubs	4
Sports & Recreation	17
Sports & Recreation - Off-Track Betting	14
Sports & Recreation - Paint Ball	2
Sports & Recreation - Youth & Family Centers	17
Sports and Entertainment Tickets	1
Steam Boiler	5
Steamship Companies	4
Steel Manufacturers	114
Stock Exchanges	102

Category	EU Count
Swimming Pools Manufacturers & Installation	15
Systems & Integration Engineers	1
Tax Return Preparation	188
Taxi Cab Services	2
Technology - Computer Networks	44
Technology - Data	498
Technology - Engineering	269
Technology - General	1519
Technology - Network	1150
Technology - R&D	150
Technology - Software	1464
Technology & Engineering	1248
Technology Research and Development	926
Telecommunications Management	2
Telecommunications Wiring & Cabling	40
Telemarketing	19
Terminal & Container Services	5
Testing Equipment & Supplies Wholesale & Manufacturers	24
Textile & Fabric Manufacturers	108
Title Company	144
Title Insurance/Escrow Services	94
Tobacco & Tobacco Products	29
Tools	5
Tools Wholesale & Manufacturers	6
Tourist Attractions	9
Toy Manufacturers	41
Toy Stores	257
Traffic & Transportation Engineers	11
Translators & Interpreters	2
Transportation	391
Transportation - Airlines	652
Transportation - Bus	42
Transportation - Rail	334
Transportation - Shipping	160
Transportation - Trucking/Freight	974
Travel Agencies & Tourism	934
Vehicle Licensing Service	2
Veterans	24
Veterinary Services	47
Video Production Services	15
Wallpaper Wholesale & Manufacturers	12
Warehouses	46
Waste Management	174
Waste Mangement	1
Water Filtration & Purification Equipment Retail	23
Waterworks Equipment & Supplies	4
Welding Equipment & Retail Supples	3
Wholesale Distributor	3
Wholesale Distributors	5

Category	EU Count
Wire & Wire Products	3
Wireless Phone Stores	77
Wood Products	29
Wrecking & Demolition Contractors	8
Youth Organizations Centers & Clubs	6
Grand Total	248125

DECLARATION OF QUINTIN LEW

EXHIBIT 29

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In the Matter of

Unbundled Access to Network Elements

Review of the Section 251 Unbundling
Obligations of Incumbent Local Exchange
Carriers

WC Docket No. 04-313

CC Docket No. 01-338

**DECLARATION OF JUDY K. VERSES, RONALD H. LATAILLE,
MARION C. JORDAN AND LYNELLE J. RENEY**

1. My name is Judy Verses. My business address is 1880 Campus Commons Drive, Reston, Virginia 20191. I am Senior Vice President National Marketing and have worked for Verizon for twenty-one years, including positions in Sales and Product Line Management. My current responsibilities include marketing to all mass market Consumer and Business customers, including retention and winback marketing, market intelligence, geographic segmentation, channel and business development, and market planning. In this capacity, I have information and knowledge relating to the third party sources of data Verizon has used to identify competitive local exchange carrier ("CLEC") fiber transport and loop facilities and to determine the correlation between customer telecommunication spending and CLEC deployment of fiber facilities as described specifically in paragraphs 15-44 of this declaration.

2. My name is Ron Lataille. My business address is 1095 Avenue of the Americas, New York City, New York 10036. I am Vice President – Financial Planning and Analysis Domestic Telecom Finance and have worked for Verizon for more than twenty years. My current responsibilities include managing Domestic Telecom's financial objectives;

42. The modeling process results in a detailed “top-down” and “bottom-up” view of telecommunications products and services usage — including demand for non-switched, high-capacity service lines measured in terms of the number of lines installed — by business segments and geographic areas. Using Global Insight’s modeling methodology, it is possible to evaluate demand at the national, state, MSA, county, and wire-center levels. The data and forecasts typically cover five historical years, the current year, and five forecast years.⁴

43. Using the information from infoUSA on the occupants of each of the buildings that Verizon studied, as well as the demand estimates generated for those occupants by Global Insight’s model, Verizon was able to estimate, on a building-by-building basis, demand for the high-capacity lines for each of the multi-tenant buildings in a given MSA.

44. Exhibit 6 shows that where telecommunications expenditures per building increases, the deployment of fiber by competitive carriers to a building also increases. (Exhibit 6 was prepared using carrier deployment of fiber in the 20 MSAs with the greatest demand for Verizon’s high-capacity Special Access services.)

V. Selected Carriers’ Use of Verizon Special Access to Serve Customers

45. Verizon determined, in each of the MSAs that it studied, the extent to which carriers have been able to use Verizon’s Special Access services to provide business end users with high-capacity services.

46. To make this determination, Verizon began with a review of its December 2003 billing records to determine the carriers to which it had sold high-capacity circuits (*i.e.*, DS-1, DS-3, or synchronous optical networking (“SONET”) facilities). Next, from this information, Verizon identified a selection of at least 10 carriers that it determined rely on Verizon’s Special

⁴ The Global Insight model can also be used to assess demand for the residential segment, as well as demand by both the business and residential segments for wireless telecommunications services.

Access services to provide high-capacity services to business end users. All of these carriers are significant purchasers of Special Access services. Some of these carriers provide high-capacity services both through the use of their own facilities or a combination of their own facilities and Special Access services (and to a lesser extent UNEs), whereas others provide such services exclusively (or virtually exclusively) through the use of Verizon's Special Access services.

47. Through a series of queries to its billing records as of the last billing period in February 2004, Verizon obtained information regarding the high-capacity DS-1, DS-3, and SONET circuits that these purchasers of Verizon Special Access services use to provide services.⁵ Verizon obtained the following information for each circuit: (1) carrier code; (2) description of high-speed service (e.g., DS-1, DS-3, or SONET); (3) serving wire center common language location identifier ("CLLI") code; (4) end-user's name; and (5) end-user's address. Verizon also had information that allowed Verizon to obtain the central office address based on the CLLI code.

48. In each of the MSAs it studied, Verizon mapped information regarding the location of business end users served by 1 to 9 selected carriers using Verizon's Special Access services. Exhibit 7A shows for each MSA the carriers whose data is represented in the maps. In addition, Exhibit 7B shows the total number of Special Access circuits included in an MSA, information that may not be fully represented in the maps because the maps fail to reflect (i) where more than one carrier has used Special Access to serve customers in the same building and/or (ii) where one carrier has multiple Special Access circuits to serve one or more customers in a building.

⁵ Voice grade, wide-area telephone service, and digital data services were not included in this review. High-capacity services were identified using the service code modifier of circuit identification (where available), circuit class of service universal service order code (where available), billing account number, and class of service description.

49. Furthermore, the information included in Exhibit 7 and reflected in these maps is limited to those Special Access circuits for which Verizon was able to identify a business end user's address from its billing records. In many cases, Verizon's data showed that carriers had purchased a Special Access circuit, such as a DS-3, to a central office, but did not provide a corresponding business end user address for the circuit, suggesting that the circuit terminated at the central office. Verizon did not attempt to capture this use of its Special Access services, but instead mapped only that data that showed a single DS-1 or DS-3 circuit between the carriers' point of presence ("POP") and the business end user's premises. The maps, therefore, probably understate significantly the extent to which carriers are using Special Access services to provide high-capacity services.

50. Verizon also analyzed the data to determine the types of business end users these selection carriers were serving using Verizon's Special Access services. The end user names associated with the circuits were manually examined and assigned a business category. If a business category was not apparent, the examiner utilized an Internet lookup to determine the business function. If the examiner was unable to determine the business function, the category of "Miscellaneous" was assigned. This information is contained in Exhibits 8A-E, which, because of its size, has been submitted in CD-ROM format.

VI. Carriers Use of Special Access Services, Rather than UNEs, To Provide High-Capacity Facilities

51. Carriers make extensive use of Verizon's Special Access services to serve their own business end users. More than 80 percent of Verizon's total Special Access revenues are generated from sales to other carriers, rather than to retail end users. *See* Exhibit 9 (comparing total Special Access revenue generated by sales of DS-1 and greater capacity channel termination facilities assigned to Verizon's wholesale business units to Special Access revenue