



August 14, 2002

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Via Facsimile and Federal Express

Mr. Jonathan G. Katz
Secretary
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

Re: Charter Communications, Inc. (File No. 000-27927)

Dear Mr. Katz:

Pursuant to the June 27, 2002 Order of the Securities and Exchange Commission, requiring the filing of sworn statements pursuant to Section 21(a) of the Exchange Act of 1934 (File No. 4-460), enclosed please find the sworn statements of the Chief Executive Officer and Chief Financial Officer of Charter Communications, Inc.).

An original and a photocopy of the sworn statements will be forwarded to you via federal express today as well. Upon receipt, please acknowledge receipt of this letter and the sworn statements on the enclosed extra copies included with the federal express delivery and return them in this self-addressed stamped envelope supplied therewith.

If you have any questions or comments with regard to this matter, please call me at (314) 543-2308.

Very truly yours,

Curtis S. Shaw *CS*
Senior Vice President,
General Counsel and Secretary

Enclosures (2)

cc: Alvin G. Segel (w/encls.)

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STATEMENT UNDER OATH OF PRINCIPAL FINANCIAL OFFICER REGARDING FACTS AND CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS

I, Kent D. Kalkwarf, state and attest that:

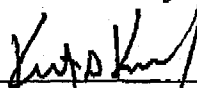
(1) To the best of my knowledge, based upon a review of the covered reports of Charter Communications, Inc., and, except as corrected or supplemented in a subsequent covered report:

- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the Company's audit committee.


(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- The Annual Report on Form 10-K filed with the Commission on March 29, 2002 of Charter Communications, Inc.;
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Charter Communications, Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.



Kent D. Kalkwarf
August 14, 2002

Subscribed and sworn to
before me this 14th day of
August, 2002.



Notary Public

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My Commission Expires: 4/12/2005

