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May 6, 2004

VIA ELECTRONIC MAIL AND U.S. MAIL

Director - Contract Management
SBC Telecommunications, Inc.
4 Bell Plaza, 311 S. Akard, 9th Flr.
Dallas, Texas 75202

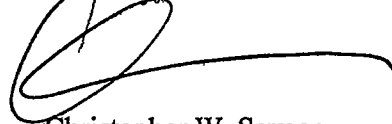
Re: *Charter Communications, Inc. Request for Negotiations of a New Multi-State Interconnection Agreement Pursuant to 47 U.S.C. § 252(a)*

Dear Sir or Madam:

The purpose of this letter is to initiate negotiations between SBC and Charter Communications, Inc., ("Charter"), on behalf of its affiliated, certificated entities in Wisconsin, Michigan, Illinois, Missouri, Arkansas, Kansas, Oklahoma, Texas, California, Nevada, with regard to a new multi-state interconnection agreement under 47 U.S.C. §§ 251 and 252. Accordingly, pursuant to 47 U.S.C. § 252(a) Charter hereby requests that the parties immediately commence negotiations for such an agreement.

Please provide the name, telephone number and any other suitable contact information for the appropriate SBC representative for these negotiations. Also, please forward an electronic copy of SBC's model interconnection agreement to us at the following e-mail addresses: chris.savage@crblaw.com and khalm@crblaw.com. Should you have any questions about this request, please contact us at the number listed above.

Sincerely,



Christopher W. Savage

K.C. Halm

Counsel for Charter Communications, Inc.

cc: Carrie Cox, Esq.
Charter Communications, Inc.



May 14, 2004

Mr. Christopher W. Savage &
Mr. K. C. Halm
Counsels to Charter Communications, Inc.
Cole, Raywid & Braverman, L.L.P.
1919 Pennsylvania Avenue, N.W.
Suite 200
Washington, DC 20006-3458

Dear Messrs. Savage & Halm:

Your letter dated May 6, 2004 on behalf of Charter Communications, Inc., including its affiliated, certified entities in Arkansas, California, Illinois, Kansas, Michigan, Missouri, Nevada, Oklahoma, Texas and Wisconsin (collectively "Charter"), requesting commencement of negotiations in compliance with our mutual good faith obligations under the Telecommunications Act of 1996 was received via U.S. Mail on May 11, 2004. The aforementioned letter states that Charter desires a new multi-state interconnection agreement in the states of Arkansas, California, Illinois, Kansas, Michigan, Missouri, Nevada, Oklahoma, Texas and Wisconsin.

In accordance with your request, I understand that Karla Minnick of my staff has forwarded you and an electronic draft of the SBC 13-State Interconnection Agreement for Arkansas, California, Illinois, Kansas, Michigan, Missouri, Nevada, Oklahoma, Texas and Wisconsin for your review.

Susan Kemp will continue to be the SBC Lead Negotiator assigned to Charter. She may be reached at 214-858-0706. Please contact Susan with any questions you may have.

To facilitate any upcoming discussions, I have signed and enclosed for your consideration two copies of our Mutual Confidentiality and Nondisclosure Agreement to mutually protect the proprietary nature of all informational exchanges. Please sign both documents and return one **original** to me.

In order to avoid delays in approval time and ensure that your agreement(s) will be prepared in the name exactly as certified by each individual commission, please fax proof of your certification(s), or your application(s) for certification if not yet approved, to Karla Minnick at 1-800-404-4548. Also include OCN and ACNA information for each state requested.

The CLEC web site <https://clec.sbc.com/clec> provides additional information with regard to doing business as a CLEC with SBC.

We look forward to negotiating a mutually acceptable agreement that will meet the approval of the appropriate public utility commission.

Sincerely,

Eddie A. Reed, Jr.

Enclosures

bcc: Susan Kemp
Marta Sheridan
Colleen O'Grady Diamond
Dan Jacobsen
Gale Jones
Joe Kieren
Paul Lane
Shirley McReynolds
Mike Scott
Dave Egan