

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A
AMENDMENT NO. 1

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15 (d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): April 22, 2002

CC V HOLDINGS, LLC
(formerly known as Avalon Cable LLC)
CC V HOLDINGS FINANCE, INC.
(formerly known as Avalon Cable Holdings Finance, Inc.)
(Exact name of registrants as specified in their charters)

Delaware
Delaware
(State or Other Jurisdiction of Incorporation or Organization)

333-75415
333-75415-03
(Commission File Number)

13-4029965
13-4029969
(Federal Employer Identification Number)

12405 Powerscourt Drive
St. Louis, Missouri
(Address of Principal Executive Offices)

63131
(Zip Code)

(314) 965-0555
(Registrant's telephone number, including area code)

ITEM 4. CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTANT

Effective April 22, 2002, CC V Holdings, LLC (formerly known as Avalon Cable, LLC) and CC V Holdings Finance, Inc. (formerly known as Avalon Cable Holdings Finance, Inc.) (collectively, the "Registrants"), dismissed Arthur Andersen LLP ("Arthur Andersen") as the Registrants' independent public accountants and engaged KPMG LLP ("KPMG") to serve as the Registrants' independent public accountants for the fiscal year 2002. The decision was approved by Charter Communications, Inc., the manager of CC V Holdings, LLC (the "Manager") and the sole director CC V Holdings Finance, Inc. and was authorized by the Manager's Board of Directors.

Arthur Andersen's audit reports on the Registrants' consolidated financial statements for each of the fiscal years ended December 31, 2001 and 2000 did not contain an adverse opinion or disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope or accounting principles.

During the Registrants' two fiscal years ended December 31, 2001 and 2000 and the subsequent interim period through April 22, 2002, there were no disagreements with Arthur Andersen on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure which, if not resolved to Arthur Andersen's satisfaction would have caused them to make reference to the subject matter of the disagreement in connection with the audit reports on the Registrants' consolidated financial statements for such years, and there were no reportable events as defined in Item 304(a)(1)(v) of Regulation S-K.

The Registrants provided Arthur Andersen with a copy of the foregoing disclosures. Attached as Exhibit 16.1 is a copy of Arthur Andersen's letter, dated April 26, 2002, stating its agreement with such statements.

In the years ended December 31, 2001 and 2000 and through April 22, 2002, the Registrants did not consult KPMG with respect to the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Registrants' consolidated financial statements, or any other matters or reportable events as set forth in Items 304(a)(2)(i) and (ii) of Regulation S-K.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

(c) Exhibits

16.1 Letter from Arthur Andersen LLP to the Securities and Exchange Commission dated April 26, 2002. *

* filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this Current Report to be signed on their behalf by the undersigned hereunto duly authorized.

CC V HOLDINGS, LLC

Dated: April 26, 2002 By: CHARTER COMMUNICATIONS, INC.

Its Manager

By: /s/ KENT D. KALKWARF

Name: Kent D. Kalkwarf
Title: Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) of Charter Communications, Inc. (Manager) and CC V Holdings, LLC

CC V HOLDINGS FINANCE, INC.

Dated: April 26, 2002 By: /s/ KENT D. KALKWARF

Name: Kent D. Kalkwarf
Title: Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)

EXHIBIT INDEX

Exhibit Number -----	Description -----
16.1	Letter from Arthur Andersen LLP to the Securities and Exchange Commission dated April 26, 2002.

Office of the Chief Accountant
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

April 26, 2002

Dear Sir/Madam:

We have read the first, second, third and fourth paragraphs of Item 4 included in the Form 8-K/A Amendment No. 1 dated April 22, 2002, of CC V Holdings, LLC and CC V Holdings Finance, Inc. to be filed with the Securities and Exchange Commission and are in agreement with the statements contained therein.

Very truly yours,

/s/ ARTHUR ANDERSEN LLP

Arthur Andersen LLP