

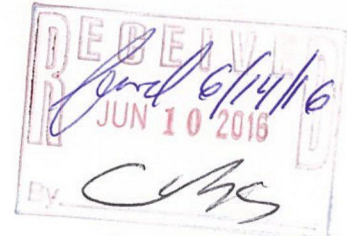
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June 9, 2016

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BOARD OF PUBLIC UTILITIES
MAIL ROOM



Case report
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Via Electronic Mail and FedEx Overnight Mail

Irene Kim Asbury, Secretary
NJ Board of Public Utilities
44 South Clinton Avenue
3rd Floor, Suite 314
Trenton, NJ 08625

Re: In the Matter of the Petition of Time Warner Cable Inc., Charter Communications, Inc. and Time Warner Cable New York City LLC, for Approval of the Transfer of Control of Time Warner Cable New York, LLC and Approval of Transaction Financing
Docket No. CM15070770; and

In the Matter of the Petition of Charter Communications, Inc., and Time Warner Cable Inc., for Approval of the Transfer of Control of Time Warner Cable Information Services (New Jersey), LLC and the Petition of Time Warner Cable Information Services (New Jersey), LLC for Approval of Transaction Financing
Docket No.: TM15070772

Corporate Resolutions Authorizing Transaction

Dear Secretary Asbury:

Please be advised that our office represents Joint Petitioners Charter Communications, Inc. (“Charter”), Time Warner Cable Inc. (“Time Warner Cable”), Time Warner Cable New York City LLC (“TWCNY”) and Time Warner Cable Information Services (New Jersey), LLC (“TWCIS”) (collectively, the “Petitioners”), in the above-captioned matters.¹

Pursuant to ordering paragraph 11) on page 15 of the Board’s March 31, 2016 Order Approving Stipulation of Settlement dated March 31, 2016, this letter attaches copies of corporate resolutions of Charter, Time Warner Cable, and their respective subsidiaries authorizing various elements of the Transaction pertinent to the transfers of control of TWCNY and TWCIS. Resolutions of Charter and its relevant subsidiaries authorizing relevant elements of the Transaction are attached as Exhibit A; resolutions of Charter and its relevant subsidiaries authorizing the restructuring of Charter in connection with the Transaction are attached as Exhibit B; and resolutions of Time Warner Cable and its subsidiaries are attached as Exhibit C. Minutes and reports reflecting approval by Charters and Time Warner Cables respective

¹ As the transactions that were the subject of the above-referenced petitions have now closed, the Petitioners are now all part of “New Charter” as set forth in the petitions.

Irene Kim Asbury, Esq., Secretary

June 9, 2016

Page 2

shareholders are included as well.

Although materials reflecting the approval of the Transaction by Charter's and Time Warner Cable's respective shareholders are not confidential, Charter requests confidential treatment of several internal corporate resolutions being provided in connection with this response, which it believes to be sensitive and proprietary for reasons explained in more detail in the accompanying affidavit.

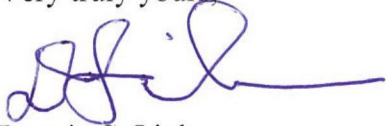
We are providing in a separate envelope, marked "CONFIDENTIAL", a confidential and unredacted copy of this letter and its attachments. In addition, we are providing herewith a "public" copy thereof, with the confidential information having been redacted therefrom.

In accordance with N.J.A.C. 14:1-12.8, the Petitioners submit herewith the Affidavit of Daniel J. Bollinger, Vice President and Associate General Counsel of Charter. As you will see, Mr. Bollinger sets forth in his Affidavit a description of the information deemed confidential and proprietary by the Petitioners as to which protection is sought.

Please direct any communications concerning this matter to the undersigned. Should you require additional information or should any questions arise, please do not hesitate to contact me.

It would be appreciated if you would kindly date stamp the extra copy of this submission and return same in the envelope provided herein.

Very truly yours,



Dennis C. Linken

For the Firm

DCL/dp

Enclosures

cc: Stefanie A. Brand, Director (sbrand@rpa.state.nj.us)
Maria T. Novas-Ruiz, Assistant Deputy Rate Counsel (mnovas-ruiz@rpa.state.nj.us)
Veronica Beke, Deputy Attorney General (veronica.beke@dol.lps.state.nj.us)
Lawanda R. Gilbert, Director (lawanda.gilbert@bpu.state.nj.us)
Carol Ann Entenza-Artale, Legal Specialist (carol.artale@bpu.state.nj.us)
William H. Furlong, Bureau Chief (william.furlong@bpu.state.nj.us)
Patricia Krogman, Deputy Attorney General (Patricia.Krogman@dol.lps.state.nj.us)
Rocco Della Serra, Administrative Analyst II (rocco.della-serra@bpu.state.nj.us)
Harold Bond, Chief, Engineering and Rates (harold.bond@bpu.state.nj.us)

Exhibit A	<i>Resolutions of Charter and relevant subsidiaries authorizing relevant elements of the Transaction</i>
Exhibit A-1	Written Consent of the Members of the Entities Listed in Annexes and B Hereto
Exhibit A-2	Written Consent of the Sole Director of the Board of Directors of Charter Communications, Inc., May 18, 2016
Exhibit A-3	Written Consent of the Sole Manager of CCH I, LLC, May 18, 2016
Exhibit A-4	Written Consent of the Sole Stockholder in Lieu of a Meeting of the Stockholders, May 18, 2016
Exhibit A-5	Resolutions of the Board of Directors of Charter Communications, Inc., May 17, 2016
Exhibit A-6	Final Report of the Inspector of Election, September 21, 2015
Exhibit B	<i>Resolutions of Charter and relevant subsidiaries authorizing the restructuring of Charter in connection with the Transaction</i>
Exhibit B-1	Written Consent of the Sole Managers of CCO Holdings, LLC, and CCOH Safari, LLC, May 18, 2016
Exhibit B-2	Written Consent of the Sole Managers of Charter Communications Operating LLC, CCO Safari II, LLC and CCO Safari III, LLC, May 18, 2016
Exhibit B-3	Written Consent of the Sole Managers of the Entities Described Below, May 18, 2016 (CCI Exchange I, LLC, et al.)
Exhibit B-4	Written Consent of the Sole Managers of the Entities Described Below, May 18, 2016 (Charter Investment, LLC, et al.)
Exhibit B-5	Written Consent of the Sole Managers of the Entities Described Below, May 18, 2016 (CCO Holdings, LLC, et al.)
Exhibit B-6	Written Consent of the Sole Members of the Entities Described Below, May 18, 2016 (CCO Holdings, LLC, et al.)
Exhibit B-7	Written Consent of the Sole Members of CCO Holdings, LLC, and CCOH Safari, LLC, May 18, 2016
Exhibit B-8	Written Consent of the Sole Members of Charter Communications Operating, LLC, CCO Safari II, LLC, and CCOH Safari III, LLC, May 18, 2016
Exhibit B-9	Written Consent of Time Warner Cable Inc., Time Warner Cable Enterprises LLC and TWC NEWCO LLC Regarding the NEWCO Contribution Agreement and TWCE Assignment Agreement, May 18, 2016
Exhibit C	<i>Resolutions of Time Warner Cable and subsidiaries</i>
Exhibit C-1	Report of the Inspectors of Election, September 21, 2015
Exhibit C-2	Resolutions of the Board of Directors of Time Warner Cable Inc.

Exhibit A

Exhibit A-1
CONFIDENTIAL
(Submitted under seal)

Exhibit A-2
CONFIDENTIAL
(Submitted under seal)

Exhibit A-3
CONFIDENTIAL
(Submitted under seal)

Exhibit A-4
CONFIDENTIAL
(Submitted under seal)

Exhibit A-5
CONFIDENTIAL
(Submitted under seal)

Exhibit A-6

Charter Communications, Inc.
FINAL REPORT OF THE INSPECTOR OF ELECTION

I, the undersigned, having been duly appointed to serve as the Inspector of Election for the 2015 Special Meeting of Shareholders of Charter Communications Inc. , and having sworn an oath to faithfully execute the duties of Inspector of Election with strict impartiality and according to the best of my abilities, hereby certify as follows:

1. The Special Meeting of Shareholders was held on September 21, 2015 at 10:00a.m., at the offices of Charter Communications, Inc. at 400 Atlantic Street, Stamford, Ct 06901, pursuant to notice duly given.
2. As of August 14, 2015, the record date for the meeting, there were 112,171,006 shares of common stock entitled to vote at the meeting.

3. There were 101,801,879 shares of common stock present at the meeting in person or by proxy, which represented 90.76% of the shares entitled to vote, and which constituted a quorum for the transaction of business.

The undersigned canvassed the votes of the shareholders cast by ballot or by proxy on the matters presented to the meeting, and the shares present were voted as follows:

RE: PROPOSAL 1; To approve the adoption of the merger agreement pursuant to which, among other things, (i) TWC will be merged with and into Merger Subsidiary Two, with Merger Subsidiary Two continuing as the surviving entity and wholly owned subsidiary of New Charter and (ii) Charter will be merged with and into Merger Subsidiary Three,with Merger Subsidiary Three continuing as the surviving entity and a wholly owned subsidiary of New Charter;

	For		Against		Abstain		Total
	101,079,334	90.11%	9,862	0.01%	712,683	0.64%	101,801,879
Votes excluding shares held by Liberty and its affiliates	72,240,616	86.69%	9,862	0.01%	712,683	0.86%	72,963,161

RE: PROPOSAL 2; To approve the issuance of Class A common stock of New Charter in connection with the mergers contemplated by the merger agreement;

	FOR		Against		Abstain		Total
	101,079,315	99.29%	9,877	0.01%	712,687	0.70%	101,801,879

RE: PROPOSAL 3; To approve the issuance of (i) anewly created Class B common stock of New Charter or Charter, as applicable, and (ii) common units and preferred units of Charter Communications Holdings, LLC (including shares of Class A Common Stock of the New Charter or Charter, as applicable, which may be issued upon conversion or exchange of such common units or preferred units), in each case in connection with the BHN transactions;

FOR		AGAINST		ABSTAIN		TOTAL
101,034,963	99.25%	54,228	0.05%	712,688	0.70%	101,801,879

RE: PROPOSAL 4; To approve the BHN/Liberty stockholders agreement (including the issuance of shares of New Charter or Charter Class A common stock to Liberty Broadband thereunder), the Liberty investment agreement (including the issuance of New Charter Class A common stock to Liberty Broadband thereunder), the Liberty contribution agreement and other transactions contemplated by the merger agreement and the foregoing agreements with Liberty Broadband and Liberty Interactive, as required by Charter's existing certificate of incorporation;

FOR		AGAINST		ABSTAIN		TOTAL
101,079,365	90.11%	9,755	0.01%	712,759	0.64%	101,801,879

Votes excluding shares held by Liberty and its affiliates

72,240,647	86.69%	9,755	0.01%	712,759	0.86%	72,963,161
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RE: PROPOSAL 5; To approve the adoption of the amended and restated certificate of incorporation (which will include the creation of the new class of Class B common stock of the New Charter or Charter, as applicable) that will either be amended and restated certificate of incorporation of New Charter if the mergers are consummated or the amended and restated certificate of incorporation of Charter if the mergers are not consummated but the BHN transactions are consummated;

FOR		AGAINST		ABSTAIN		TOTAL
101,079,175	90.11%	10,234	0.01%	712,470	0.64%	101,801,879

Votes excluding shares held by Liberty and its affiliates

72,240,457	86.69%	10,234	0.01%	712,470	0.85%	72,963,161
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RE: PROPOSAL 6; To approve separately a feature of the amended and restated certificate of incorporation of New Charter or Charter, as applicable, that will provide that the special approval requirements for certain business combination transactions contained in Article Eighth of Charters existing certificate of incorporation will only be effective upon the termination of the BHN contribution agreement and will not apply to any transaction agreed or consummated prior to such time;

	FOR		AGAINST		ABSTAIN		TOTAL
	101,079,229	90.11%	10,090	0.01%	712,560	0.64%	101,801,879
Votes excluding shares held by Liberty and its affiliates	72,240,511	86.69%	10,090	0.01%	712,560	0.86%	72,963,161

RE: PROPOSAL 7; To approve separately a feature of the amended and restated certificate of incorporation of New Charter or Charter, as applicable, that will set forth the size and composition requirements for the board of directors that are required by the BHN/Liberty stockholders agreement;

	FOR		AGAINST		ABSTAIN		TOTAL
	101,069,342	90.10%	20,036	0.02%	712,501	0.64%	101,801,879
Votes excluding shares held by Liberty and its affiliates	72,230,624	86.68%	20,036	0.02%	712,501	0.86%	72,963,161

RE: PROPOSAL 8; To approve separately a feature of the amended and restated certificate of incorporation of New Charter or Charter, as applicable, that will specify standards for decisions by the board of directors that are required by the BHN/Liberty stockholders agreement;

	FOR		AGAINST		ABSTAIN		TOTAL
	101,077,719	90.11%	11,693	0.01%	712,467	0.64%	101,801,879
Votes excluding shares held by Liberty and its affiliates	72,239,001	86.69%	11,693	0.01%	712,467	0.85%	72,963,161

RE: PROPOSAL 9; To approve separately a feature of the amended and restated certificate of incorporation of New Charter or Charter, as applicable, that will provide for certain voting restrictions on Liberty Broadband and A/N as required by the BHN/Liberty stockholders agreement;

	FOR		AGAINST		ABSTAIN		TOTAL
	101,077,985	90.11%	11,393	0.01%	712,501	0.64%	101,801,879
Votes excluding shares held by Liberty and its affiliates	72,239,267	86.69%	11,393	0.01%	712,501	0.86%	72,963,161

RE: PROPOSAL 10; To approve, on an advisory (nonbinding) basis, certain specified compensation that will or may be paid by Charter to its named executive officers in connection with the transactions.

	FOR		AGAINST		ABSTAIN		TOTAL
	100,378,519	98.60%	702,351	0.69%	721,009	0.71%	101,801,879

Respectfully submitted this 21st day of September, 2015

By: Raymond J. Riley, Inspector of Election

Exhibit B

Exhibit B-1
CONFIDENTIAL
(Submitted under seal)

Exhibit B-2
CONFIDENTIAL
(Submitted under seal)

Exhibit B-3
CONFIDENTIAL
(Submitted under seal)

Exhibit B-4
CONFIDENTIAL
(Submitted under seal)

Exhibit B-5
CONFIDENTIAL
(Submitted under seal)

Exhibit B-6
CONFIDENTIAL
(Submitted under seal)

Exhibit B-7
CONFIDENTIAL
(Submitted under seal)

Exhibit B-8
CONFIDENTIAL
(Submitted under seal)

Exhibit B-9
CONFIDENTIAL
(Submitted under seal)

Exhibit C

Exhibit C-1

REPORT OF THE INSPECTORS OF ELECTION

We, Tracy Oats and Christian Nolan, being Inspectors of Election with respect to the Common Stock of TIME WARNER CABLE INC., a Delaware corporation (the "Corporation"), duly appointed to act as such at the Special Meeting (the "Meeting") of Stockholders of the Corporation, held at the New York Institute of Technology, New York, New York, commencing at 10:00 a.m., local time, on Monday, September 21, and at any adjournment or adjournments thereof

DO REPORT THAT

1. At the close of business on July 28, 2015, a total of 282,974,273 shares of Common Stock of the Corporation ("Common Stock") were issued and outstanding and entitled to vote at the Meeting.
2. The Common Stock is the only class of the capital stock of the Corporation entitled to vote at the Meeting.
3. Each share of Common Stock entitles the holder thereof to one vote on each matter to be acted upon at the Meeting.
4. Quorum. 240,722,028 shares of Common Stock are present at the Meeting, either in person or by proxy, representing [85.06%] % of the total number of shares of Common Stock entitled to vote at the Meeting. Consequently, a quorum with respect to the shares of Common Stock is present.
5. Vote Required. The affirmative vote of holders of a majority of the outstanding shares of Common Stock entitled to vote, either in person or by proxy, is required to adopt the Merger Agreements. The affirmative vote of a majority of the votes

cast by the holders of the Common Stock entitled to vote, either in person or by proxy, is required to approve, on an advisory basis, the executive compensation proposal.

6. Adoption of the Merger Agreement. We have canvassed the votes submitted at the Meeting by holders of Common Stock voting for, against and the abstentions from voting on the following resolution:

RESOLVED that the stockholders of Time Warner Cable Inc. adopt the Agreement and Plan of Mergers, dated as of May 23, 2015, as may be amended, among Time Warner Cable Inc., CCH I, LLC, Nina Corporation I, Inc., Nina Company II, LLC and Nina Company III, LLC.

and have decided upon the qualifications of the voters, accepted their votes and, when the vote was completed, counted and ascertained (i) the number of votes cast for said resolution by the holders of Common Stock, (ii) the number of votes cast against said resolution by the holders of Common Stock, (iii) the number of abstentions with respect to said resolution by the holders of Common Stock, (iv) the number of broker non-votes, (v) the number of shares not voted which were as follows:

	<u>Votes Cast</u>	<u>Percent of Outstanding Shares</u>
FOR	___ 237,646,242 ___	___ 83.98 ___ %
AGAINST	___ 948,395 ___	___ 0.33 ___ %
ABSTENTIONS	___ 2,127,391 ___	___ 0.75 ___ %
BROKER NON-VOTES	___ 0 ___	___ 0.0 ___ %
SHARES NOT VOTED	___ 42,252,345 ___	___ 14.93 ___ %
Total		100%

We, therefore, certify that a majority of the total number of outstanding shares of Common Stock entitled to vote, either in person or by proxy, at the

Meeting were cast **FOR/AGAINST** said resolution and that said resolution **WAS/WAS NOT** adopted.

7. Advisory Vote on Certain Specified Compensation. We have canvassed the votes submitted at the Meeting by holders of Common Stock voting for, against and the abstentions from voting on the following resolution:

RESOLVED that the stockholders of Time Warner Cable Inc. (the "Company") approve, on an advisory basis, certain specified compensation that will or may be paid by the Company to its named executive officers in connection with the merger


and have decided upon the qualifications of the voters, accepted their votes and, when the vote was completed, counted and ascertained (i) the number of votes cast for said resolution by the holders of Common Stock, (ii) the number of votes cast against said resolution by the holders of Common Stock, (iii) the number of abstentions with respect to said resolution by the holders of Common Stock and (iv) the number of broker non-votes, which were as follows:

	<u>Votes Cast</u>	<u>Percent of Total</u>
FOR	139,143,571	58.44 %
AGAINST	98,953,090	41.56 %
Total		100%
		<u>Percent of Voting Power Present</u>
ABSTENTIONS	2,625,367	1.10 %
BROKER NON-VOTES	0	0 %

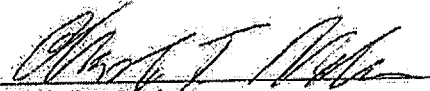
We, therefore, certify that a majority of the total number of votes cast, either in person or by proxy, and entitled to be voted at the Meeting, were cast

FOR/AGAINST said resolution.

Respectfully submitted,



Tracy Oats



Christian Nolan
Inspectors of Election

Date: September 21, 2015

Exhibit C-2
CONFIDENTIAL
(Submitted under seal)

**STATE OF NEW JERSEY
BOARD OF PUBLIC UTILITIES**

In the Matter of the Petition of
TIME WARNER CABLE INC.,
CHARTER COMMUNICATIONS, INC.
and
TIME WARNER CABLE NEW YORK CITY
for Approval of the Transfer of Control of Time
Warner Cable New York, LLC and Approval of
Transaction Financing

Docket No. CM15070770

In the Matter of the Verified Petition of
CHARTER COMMUNICATIONS, INC.,
and
TIME WARNER CABLE INC.
For Approval of the Transfer of Control of Time
Warner Cable Information Services (New
Jersey), LLC
and the Petition of
**TIME WARNER CABLE INFORMATION
SERVICES (NEW JERSEY), LLC,**
For Approval of Transaction Financing

Docket No. TM15070772

AFFIDAVIT

Daniel J. Bollinger, being of full age and duly sworn according to law, does hereby
depose and state as follows:

1. I am Vice President and Associate General Counsel of Charter Communications,
Inc. ("Charter").

2. Among other responsibilities, I lead and direct Charter's public company securities compliance and mergers and acquisitions legal functions. I am also charged with reviewing and preparing resolutions of the Board of Directors of Charter and its subsidiaries. As such, I am generally familiar with the manner in which Charter's corporate and financial records are kept and, hence, Charter's request for confidentiality in this matter.

3. In approving the above-captioned transaction, the Board of Public Utilities of the State of New Jersey ("BPU") required that Charter provide "copies of the corporate resolutions of the stockholders, members or other authorizing person(s) of each of the corporation, Limited Liability company or other entity or group (e.g. shareholder approvals) authorizing the Transaction ..." BPU Docket No. CM15070770 and TM 15070772, at 15. Although some of the information Charter is submitting to comply with the above-referenced condition is publicly available, Charter deems some items being submitted to the BPU Staff to be highly sensitive and proprietary. In particular, it seeks to keep confidential the resolutions of the boards of directors of Charter subsidiaries relating to various parts of the merger and accompanying restructuring, which are attached to Charter's submission as Exhibits A-1 through A-5, B, and C-2. Charter requests that these items, for the reasons identified more specifically below, be deemed confidential and proprietary and therefore not be disclosed to members of the public. I refer to these items below as Charter's "Confidential Information."

5. I make this affidavit in accordance with N.J.A.C. 14:1-12:8 to substantiate Charter's claim of confidentiality.

6. The Confidential Information consists of highly sensitive information pertaining to Charter's finances and operations that is confidential, proprietary, and non-public, and which therefore does not constitute a "government record" under N.J.S.A. 47:1A-1.1. The Confidential Information is not otherwise available to the public, investors, or to Charter's competitors or


potential competitors.

7. Disclosure of the Confidential Information would have a deleterious effect on Charter. The various resolutions of the Boards of Directors of the Charter subsidiaries involved in the Transaction describe internal processes at the company have not been publicly disclosed, and which will not otherwise be publicly disclosed, as the company takes efforts to prevent public dissemination or disclosure of such internal materials. Disclosure of the private workings of the Boards of Directors would provide competitors or potential competitors with valuable insight into Charter's operations and those of its subsidiaries, and thus access to this type of proprietary and sensitive information about the company could provide a strategic advantage to those competitors and/or potential competitors.

8. The Confidential Information is protected by Charter by making it available only to either senior management of Charter or such other management or employees who have a need to know such information in order to perform their functions on behalf of Charter. The Confidential Information may also be made available to Charter's lenders or outside accounting and legal professionals. However, to the extent that Confidential Information has been or may be disclosed to others, Charter has done so or will do so by way of a confidentiality agreement, whereby it is or will be agreed by the parties thereto that the Confidential Information: (i) shall be used solely for purposes relating to the matter specified therein, and (ii) shall be maintained in secure files, separate from public information.

9. For the foregoing reasons, Charter respectfully requests that the BPU issue a determination that the Confidential Information is confidential and proprietary and, as such, that it should be exempt from public disclosure.

9. The foregoing statements are true and accurate to the best of my information, knowledge and belief.


Daniel J. Bollinger
Vice President, Associate General Counsel
and Assistant Secretary

State of Missouri
County of St. Charles
Subscribed and sworn to (or affirmed) before me this
9th day of June, 2016
By Daniel J. Bollinger
Personally known OR produced identification _____
Type identification produced _____
Cindy L. Minahan
Notary Public



CINDY L. MINAHAN
My Commission Expires
December 22, 2016
St. Charles County
Commission #12713296