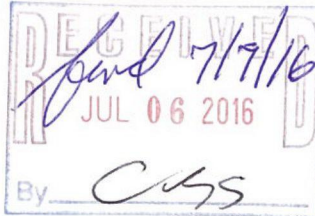


DENNIS C. LINKEN | Partner
dlinken@sh-law.com
Phone: 201-806-3426 | Direct Fax: 201-806-3454



Board of Public Utilities

July 5, 2016

JUL 06 2016

MAIL RECEIVED

Via Electronic Mail (irene.asbury@bpu.state.nj.us) 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

Statement Regarding Financing of Transactions

Dear Secretary Asbury:

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

Ordering paragraph 5) on page 14 of the Board's Order Approving Stipulation of Settlement dated March 31, 2016 requires Petitioners to notify the Board of any material changes in the proposed financing. Although Petitioners do not believe that any filing is required to comply with the provision, Petitioners are filing this letter to advise the Board of two non-material changes relating to the financing of the transactions:

First, as described in the Board's Order, Charter expected to fund part of the purchase price for the Transaction with unsecured notes issued or assumed by one of Charter's subsidiaries, CCO Holdings, LLC ("CCOH"). Order at 5. As the Board's Order explained, if CCOH was "unable to issue the CCOH Unsecured Notes in an amount sufficient to fund the necessary portion of the

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.

*Case mgmt a. nyman
c. auto Teleco*

Irene Kim Asbury, Esq., Secretary

July 5, 2016

Page 2

purchase price for the Transaction,” another Charter subsidiary, Charter Communications Operating, LLC (“Charter Operating”) was “expected to draw on its commitment for up to \$3.2 billion in senior unsecured bridge facilities.” Order at 6. In fact, CCOH was able to fund the necessary portion of the purchase price for the Transaction using CCOH Unsecured Notes, and therefore it was not necessary to draw on Charter Operating’s senior unsecured bridge facilities. Moreover, the portion of the purchase price funded through CCOH Unsecured Notes was \$2.5 billion, which was less than initially expected.

Second, the Order notes that, as a result of the Transaction, “TWC stockholders would receive a combination of cash and stock that values TWC at approximately \$79.3 billion including acquired debt, and A/N would receive a combination of cash and partnership units that values BHN at approximately \$10.4 billion.” Order at 3. The final headline valuations for TWC and BHN were slightly higher than the amounts listed in the Order – \$85 billion for TWC and \$11.5 billion for BHN, respectively. These increases were not caused by a change to the financing or terms of the Transaction; rather, they resulted from the fact that the price of the Charter shares given to TWC stockholders and A/N as part of the Transaction appreciated in value prior to the closing.

As noted above, none of these changes to the financing of the Transaction constitute a material change that require a filing pursuant to the terms of the Board’s Order. Rather, Petitioners are filing this letter as a courtesy to the Board and out of an abundance of caution.

It would be appreciated if you would kindly date stamp the extra copy of this letter and return same in the self-addressed, stamped envelope provided herein.

Very truly yours,

Dennis Linken / dp

Dennis C. Linken

For the Firm

DCL/dp

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)