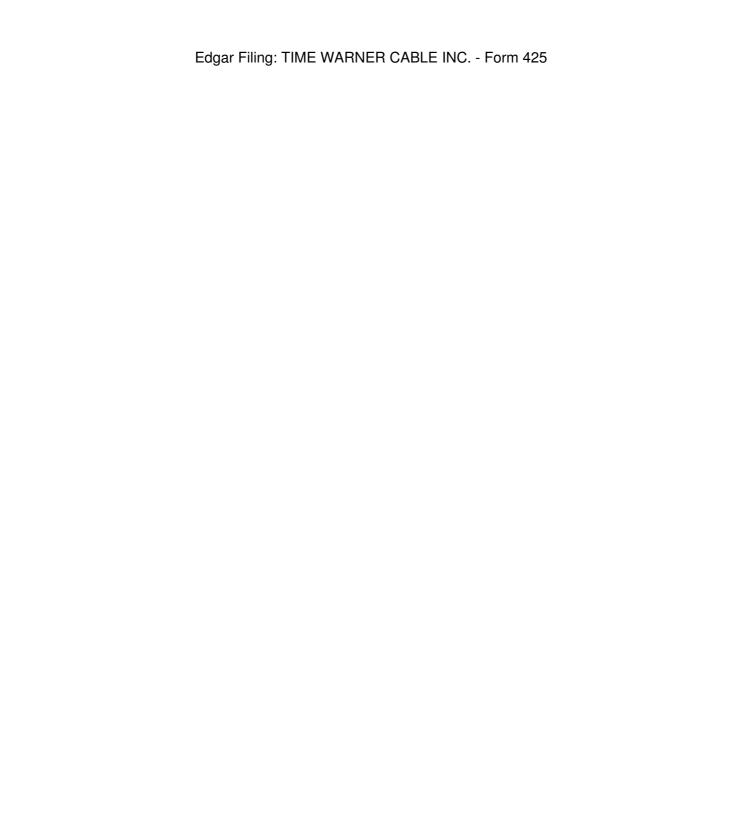
TIME WARNER CABLE INC. Form 425 July 06, 2015

Presentation to Investors Charter Communications Operating, LLC July 2015 Filed by Charter Communications, Inc. Pursuant to Rule 425 under the Securities Act of 1933 and deemed filed pursuant to Rule 14a-12 under the Securities Act of 1934 Subject Company: Time Warner Cable Inc. Commission File No. 001-33335 The following is an investor presentation made available on Charter's website.



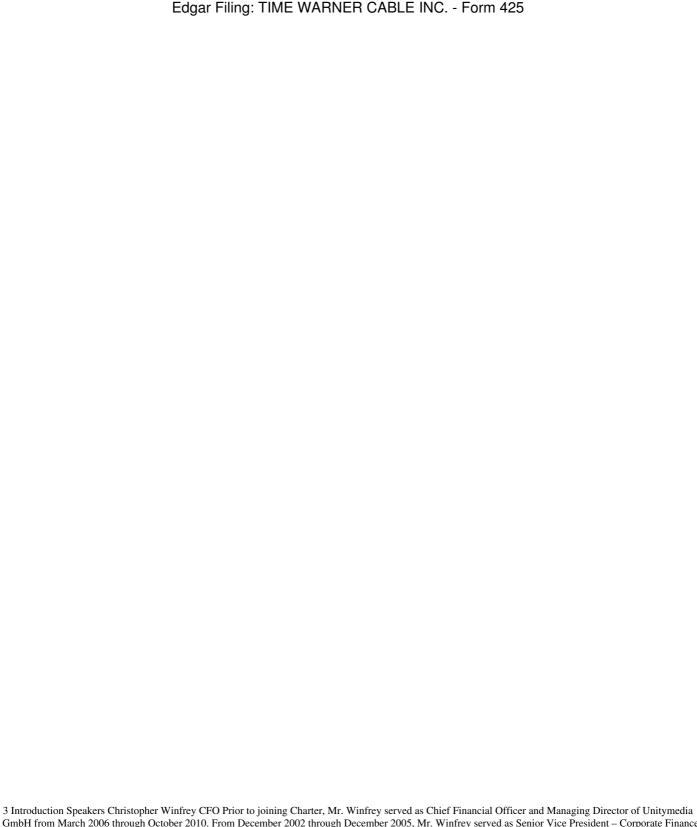
¹ Cautionary Statement Regarding Forward-Looking Statements Certain statements in this communication regarding the proposed transaction between Charter Communications, Inc. ("Charter") and Time Warner Cable Inc. ("Time Warner Cable") and the proposed transaction regarding Charter's acquisition of Bright House Networks, LLC ("Bright House"), including any statements regarding the expected timetable for completing the transactions, benefits and synergies of the transactions, future opportunities for the respective companies and products, and any other statements regarding Charter's, Time Warner Cable's and Bright House's future expectations, beliefs, plans, objectives, financial conditions, assumptions or future events or performance that are not historical facts are "forward-looking" statements made within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements are often, but not always, made through the use of words or phrases such as "believe," "expect," "anticipate," "should," "planned," "will," "may "intend," "estimated," "aim," "on track," "target," "opportunity," "tentative," "positioning," "designed," "create," "predict," "project," "seek," "would," "continu" "increases," and "potential" and similar expressions. All such forward-looking statements involve estimates and assumptions that are subject to risks, uncertainties and

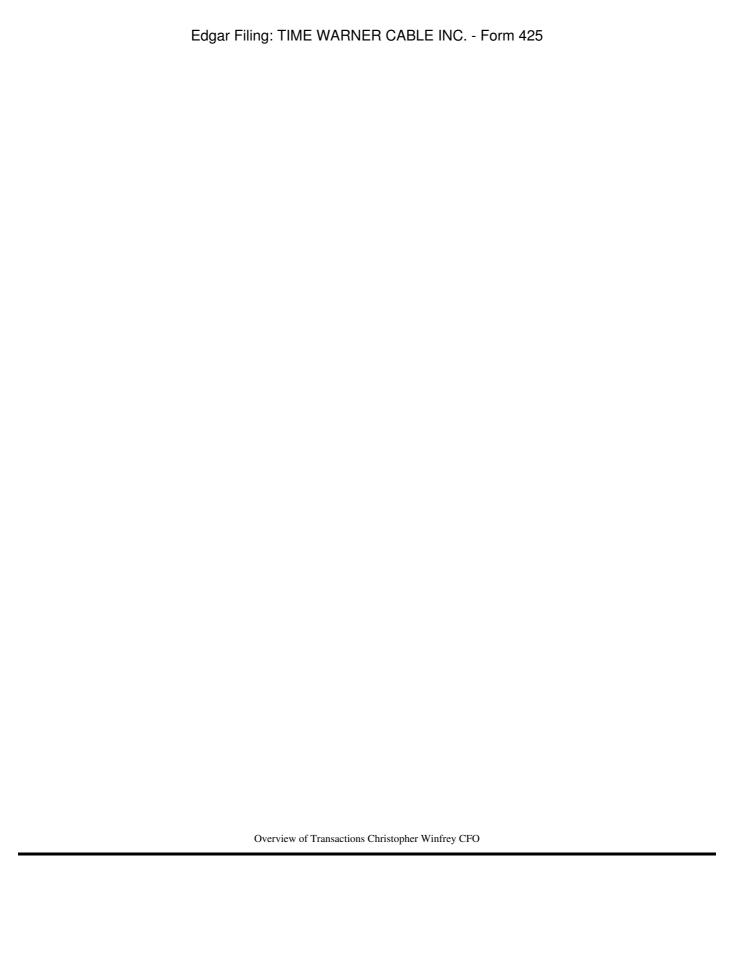
other factors that could cause actual results to differ materially from the results expressed in the statements. Among the key factors that could cause actual results to differ materially from those projected in the forward-looking statements are the following: the timing to consummate the proposed transactions; the risk that a condition to closing the proposed transactions may not be satisfied; the risk that a regulatory approval that may be required for the proposed transactions is not obtained or is obtained subject to conditions that are not anticipated; Charter's ability to achieve the synergies and value creation contemplated by the proposed transactions; Charter's ability to promptly, efficiently and effectively integrate acquired operations into its own operations; and the diversion of management time on transaction related issues. Additional information concerning these and other factors can be found in Charter's and Time Warner Cable's respective filings with the SEC, including Charter's and Time Warner Cable's most recent Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. Charter and Time Warner Cable assume no obligation to update any forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date hereof.



² Important Information for Investors and Shareholders This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. In connection with the proposed transaction between Time Warner Cable and Charter, on June 26, 2015, Charter's subsidiary, CCH I, LLC ("New Charter"), filed with the Securities and Exchange Commission ("SEC") a registration statement on Form S-4 that included a preliminary joint proxy statement of Charter and Time Warner Cable that also constitutes a prospectus of New Charter. After the registration statement is declared effective, Charter and Time Warner Cable will mail a definitive proxy statement/prospectus to stockholders of Charter and stockholders of Time Warner Cable. This material is not a substitute for the joint proxy statement/prospectus or registration statement or for any other document that Charter or Time Warner Cable may file with the SEC and send to Charter's and/or Time Warner Cable's stockholders in connection with the proposed transactions. INVESTORS AND SECURITY HOLDERS OF CHARTER AND TIME WARNER CABLE ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS AND OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL

CONTAIN IMPORTANT INFORMATION. Investors and security holders will be able to obtain free copies of the proxy statement/prospectus (when available) and other documents filed with the SEC by Charter or Time Warner Cable through the website maintained by the SEC at http://www.sec.gov. Copies of the documents filed with the SEC by Charter will be available free of charge on Charter's website at charter.com, in the "Investor and News Center" near the bottom of the page, or by contacting Charter's Investor Relations Department at 203-905-7955. Copies of the documents filed with the SEC by Time Warner Cable will be available free of charge on Time Warner Cable's website at www.twc.com/investors or by contacting Time Warner Cable's Investor Relations Department at 877-446-3689. Charter and Time Warner Cable and their respective directors and certain of their respective executive officers may be considered participants in the solicitation of proxies with respect to the proposed transactions under the rules of the SEC. Information about the directors and executive officers of Charter is set forth in its Annual Report on Form 10-K for the year ended December 31, 2014, which was filed with the SEC on February 24, 2015, and its proxy statement for its 2015 annual meeting of stockholders, which was filed with the SEC on March 18, 2015. Information about the directors and executive officers of Time Warner Cable is set forth in its Annual Report on Form 10-K for the year ended December 31, 2014, which was filed with the SEC on February 13, 2015, as amended April 27, 2015, its proxy statement for its 2015 annual meeting of stockholders, which was filed with the SEC on May 18, 2015 and its Current Report on Form 8-K, which was filed with the SEC on June 1, 2015. These documents can be obtained free of charge from the sources indicated above. Additional information regarding the participants in the proxy solicitations and a description of their direct and indirect interests, by security holdings or otherwise, will also be included in any proxy statement and other relevant materials to be filed with the SEC when they become available. New Charter In connection with the closing of the transaction with Time Warner Cable, Charter will undergo a tax-free reorganization that will result in a current subsidiary of Charter, CCH I, LLC becoming the new holding company owning 100% of Charter. The terms "Charter" and "New Charter" are used interchangeably throughout this presentation.





⁵ Transactions Overview1) 2) 1) See slides 23 and 37 for additional details, including the use of June 1, 2015 Charter stock valuation vs. May 20, 2015 for the transaction announcement. 2) See slide 40 for additional details, including the use of June 1, 2015 Charter stock valuation vs. \$173.00 reference price for the transaction announcement. 3) \$4.3 billion to be invested at equivalent of \$176.95 per share and represents Charter's closing price on May 20, 2015. \$700 million to be invested at equivalent of \$173.00, as previously announced on March 31, 2015 as part of the Charter-A/N transaction. Charter to acquire Time Warner Cable ("TWC") for \$196.90 per share \$100.00 in cash + \$96.90 in New Charter stock, equivalent to 0.5409 Charter shares = \$196.90 per TWC share Offer equates to TWC enterprise value of \$78.6 billion • \$56.4 billion equity valuation + \$22.7 billion net debt, less \$0.5 billion equity investments • EV/2014 pro forma TWC Adj. EBITDA = 9.2x, excluding synergies and tax benefits • TWC shareholders to own 44% of New Charter Charter to acquire Bright House Networks ("BHN") for \$10.7 billion • Purchase price = 7.7x 2014 pro forma BHN Adj. EBITDA, excluding synergies and tax benefits; closing conditioned on sale of Time Warner Cable to Charter (or another party in certain circumstances) • Consideration: \$2.0 billion in cash, \$2.5 billion of convertible preferred partnership units, and \$6.1 billion of

common partnership units Commitment from two of cable industry's most successful long-term investors • Liberty Broadband ("Liberty") to invest \$5.0 billion3); will own 19% of New Charter • Advance/Newhouse ("A/N") to own 13% of New Charter









achieves longer-dated maturity profile Combination in Best Interest of All Stakeholders





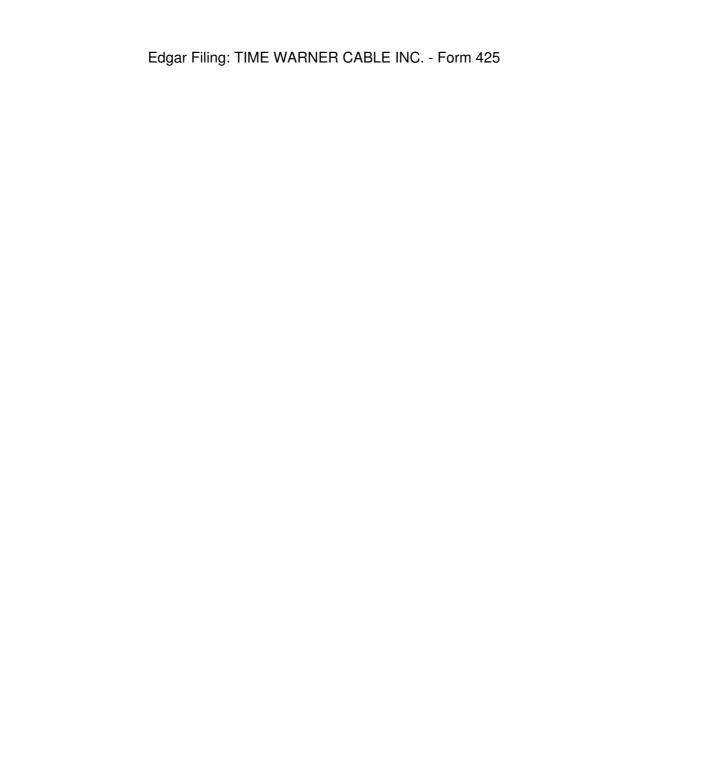












¹⁷ Residential Customer Trends 1) Represents the percentage of residential customers that subscribe to triple play service. Note: All results pro forma for certain acquisitions as if they occurred on January 1, 2012. 2) Expanded basic penetration represents the number of expanded basic residential video customers as a percentage of total residential video customers. 3) All-digital penetration represents the percent of total residential video customers in all-digital video service areas. Primary Service Units (PSUs) Triple Play Penetration1) Primary Service Units (PSUs) Net Gain Expanded Basics, Penetration2) and All-Digital3) (In '000s) (In '000s) 4,261 4,206 4,179 4,177 4,195 4,166 4,204 4,290 4,383 4,519 2,131 2,176 2,217 2,273 2,325 10,558 10,586 10,686 10,833 11,039 1Q13 1Q14 Video Internet Voice 4,261 4,206 4,179 4,177 4,195 4,166 4,204 4,290 4,383 4,519 2,131 2,176 2,217 2,273 2,3 5 10,558 10,558 10,586 10,686 10,833 11,039 1Q13 2Q13 3Q13 4Q 3 1Q14 Video Internet Voice 4,195 4,166 4,157 4,160 4,153 4,519 4,568 4,662 4,766 4,891 2,325 2,360 2,389 2,439 2,481 11,039 11,094 11,208 11,365 11,525 1Q14 2Q14 3Q14 4Q14 1Q15 18 (7) 136 125 52 42 6 160 1Q14 1Q15 29.7% 1.2% 32.6% 32.8% 1Q12 1Q13 1Q14 1Q15 Total Expanded Cust. (000s) Expanded Pen. % All-Digital Pen. % 3,915 3,907 3,939 3,973 88% 92% 94% 96% 0% 0% 32% 99% 2 3 1 14 1Q15





19 1) See notes on slide 30. 2) Includes payments on interest rate swaps. 3) Includes available cash on hand and revolver availability. 4) Leverage is total debt of \$14,157M divided by LTM Adjusted EBITDA1 of \$3,223M as of 3/31/15 and total debt of \$14,153M divided by LTM pro forma adjusted EBITDA1 of \$3,000M as of 3/31/14. Excludes \$3.5B Term Loan G at unrestricted subsidiary, CCO Safari, LLC and \$3.5B CCOH Safari, LLC notes. Free Cash Flow1) Free Cash Flow1) Quarterly Highlights (In Millions) Free Cash Flow1) • Better Y/Y Free Cash Flow offset by • Transition operating expenses and Capex, transaction-related costs in other operating expense, and \$36M of cash interest on \$7B of escrowed acquisition financing • Negative working capital contribution from timing of all-digital completion Financing and Leverage • Target total leverage of 4.0x-4.5x, ±0.5x to enable strategic activity 1Q15A 1Q14A Y/Y Var. Adjusted EBITDA(1) 800\$ 767\$ 33\$ Capex (351) (539) 188 Adjusted EBITDA(1) - Capex 449 228 221 Cash Paid for Interest(2) (255) (225) (30) Cash Taxes (1) (2) 1 Other Working Capital (78) 79 (157) Other (14) (6) (8) Free Cash Flow (1) 101 74 27 Financing Activities (70) (95) 25 M&A Activity - - - Other (14) 4 (18) Change in Cash 17\$ (17)\$ 34\$ Total Liquidity(3) 895\$ 1,175\$ (280)\$ Leverage (LTM Adj. EBITDA)(1,4) 4.4x 4.7x -0.3x



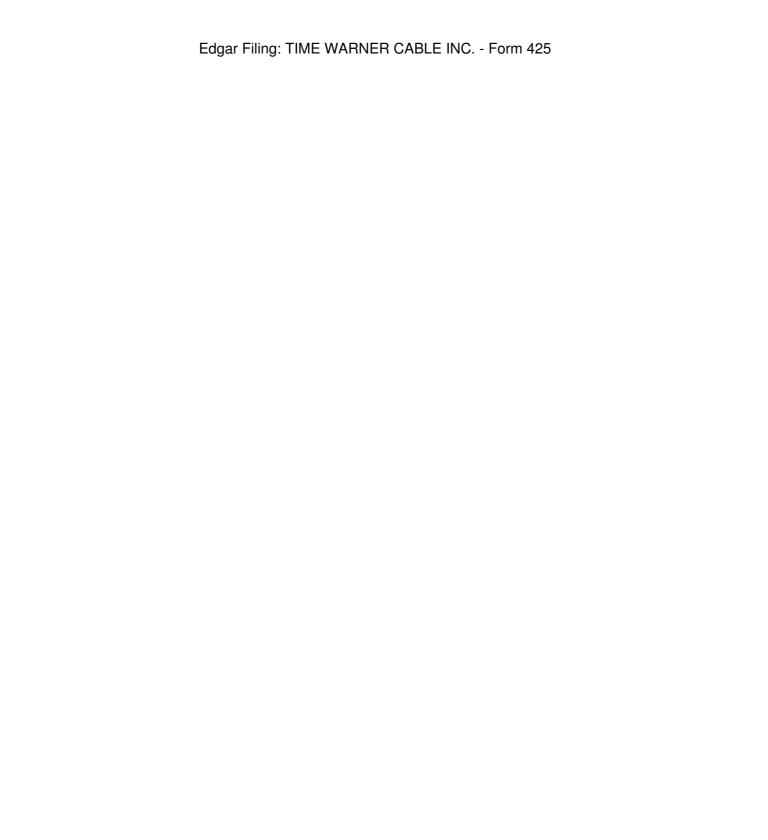


Approximately \$0.9B of liquidity at March 31, 2015 • Incremental \$1.7B in revolving credit facility as a part of this transaction • Estimated pro forma liquidity of approximately \$2.2B at March 31, 2015 Liquidity



²² Sources of Transactions Consideration Sources and Uses – At \$100 per Share in Cash and 0.5409 Equivalent Charter Shares 1) Sources \$B\$ Uses \$B\$ New Debt – TWC Transaction 23.6 TWC Equity Value 56.4 Assumed TWC Debt (Principal) 23.3 Existing TWC Debt (Principal) 23.3 Liberty Investment in TWC Rolled 1.5 Fees and Expenses 0.8 New Liberty Equity Investment at \$176.95 4.3 New Charter Equity to TWC Shareholders 2) 27.3 Cash on TWC Balance Sheet 3) 0.5 Total Sources – TWC Transaction 80.5 Total Uses – TWC Transaction 80.5 New Debt – Bright House Transaction 2.0 Bright House Enterprise Value 10.7 Preferred Units 2.5 Fees and Expenses 0.1 Common Units 6.1 Repayment on Charter Revolver 0.6 Liberty Equity Investment at \$173.00 0.7 Total Sources – Bright House Transaction 11.4 Total Uses – Bright House Transaction 11.4 Total Uses 91.8 T W C T rans a c tion Bright House to n Bright House Transaction 11.4 Total Uses of cable industry's most successful long-term investors – Liberty investing additional \$5.0 billion to own 19%1) of New Charter and Advance/Newhouse will own 13% of New Charter 1) Liberty and Liberty Interactive Corporation ("LIC") holding TWC shares have agreed to only take New Charter stock as consideration. \$4.3 billion to be invested at equivalent of \$176.95 per share and represents Charter's closing price on May 20, 2015. \$700 million

to be invested at equivalent of \$173.00, as previously announced on March 31, 2015 as part of the Charter-A/N transaction. 2) Estimated value based on 275.1 million TWC shares outstanding (excluding Liberty) on June 1, 2015 and CHTR closing price on June 1, 2015 of \$179.15, plus New Charter equity replacement awards to TWC employees with an estimated pre-combination vesting period value of \$607M. 3) Cash on balance sheet at TWC as of 03/31/2015.



subs of CCO \bullet Secured by substantially all operating assets \bullet Pledge of CCO equity \bullet CCOH and all operating subs of CCO \bullet None N/A \bullet None CC O Ban k Unsecured Notes Secured Notes (incl. TWC Notes) / Loans T W C N o te s CC O H N o te s CC O Ban k CC O S e c . CC O U n s e c . CC O H U n s e c .



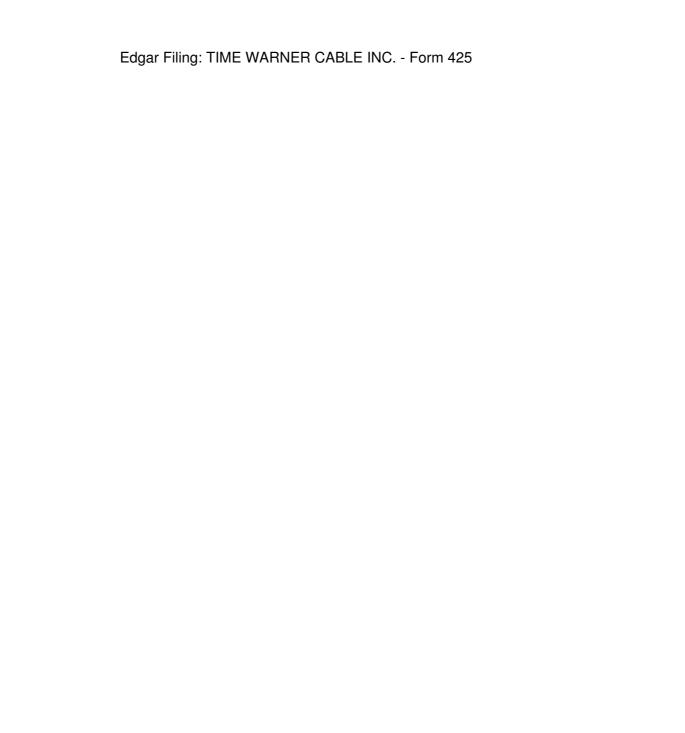
24 New Charter Credit Group Debt Structure1) 1) Tranching of new debt is illustrative and actual tranching may vary. Amounts reflect principal amounts of debt, and do not include other contractual obligations as disclosed in Charter's 10-K, TWC's 10-K and BHN financial statements. 2) Debt balances as of 3/31/2015 are pro forma for April 2015 CCOH senior unsecured notes offering, April and May 2015 CCOH senior unsecured note redemptions, and Safari I debt redemptions. 3) Calculated using aggregate principal amount of debt at 3/31/15 divided by 2014 Adjusted EBITDA8 of \$3,190M. See slide 31 for GAAP reconciliations. 4) Includes \$816M of intercompany notes and capital leases. Intercompany loan balances consolidate out at the applicable entities as follows: \$48M owed by CCO to Charter Communications Holding Company, LLC, \$285M owed by CCO to CCH II and \$483M owed by CCO to CCOH. Pro forma amount includes \$85M of TWC capital leases. 5) For CCOH, consists of \$191M of noncontrolling interest of CC VIII (the "Liquidation Preference"), an indirect subsidiary of CCO, held by CCH I, LLC and Charter, less \$483M owed by CCO to CCOH. The Liquidation Preference is included in the leverage calculation shown for CCOH. The CCO leverage calculation shown is consistent with the CCO Credit Facility and excludes the Liquidation Preference. 6) Includes \$285M of intercompany notes from

CCO to CCH II, \$48M of intercompany notes from CCO to Charter Communications Holding Company, LLC and elimination of the Liquidation Preference. 7) Calculated using aggregate principal amount of debt at 3/31/2015, pro forma for new debt and assumed TWC debt, divided by total pro forma entity 2014 Adjusted EBITDA8 of \$12,916M, including Charter 2014 Adjusted EBITDA8 of \$3,190M, TWC 2014 Adjusted EBITDA8 of \$8,354M, BHN 2014 Adjusted EBITDA8 of \$1,206M, and pro forma adjustments of \$166M. See slide 31 for GAAP Reconciliations. 8) See slide 30 for Use of Non-GAAP Financial Metrics. (\$ in millions) March 31, 20152) Leverage ratio3) March 31, 2015 Pro Forma for New Debt Pro Forma Leverage ratio7) First Lien bank debt due Q2 2015-2021 \$3,606 \$4,060 New Term Loan A - 2,000 New CCO Sr. Secured Debt - 19,000 Assumed TWC Notes - 23,177 Letters of Credit 71 71 Total CCO 1st Lien Debt \$3,677 1.2x \$48,308 3.7x Other CCO debt4) 816 901 Total CCO Debt \$4,493 1.4x \$49,209 3.8x CCOH Sr. Unsecured Notes - due 2019 - 2027 10,550 10,550 New CCOH Sr. Unsecured Notes - 3,500 Noncontrolling Interest, net of intercompany note from CCO5) (292) (292) Total CCOH Debt \$10,258 \$13,758 Total Debt through CCOH \$14,751 4.6x \$62,967 4.9x Intercompany eliminations6) (524) (524) Total Charter Communications, Inc. debt \$14,227 4.5x \$62,443 4.8x



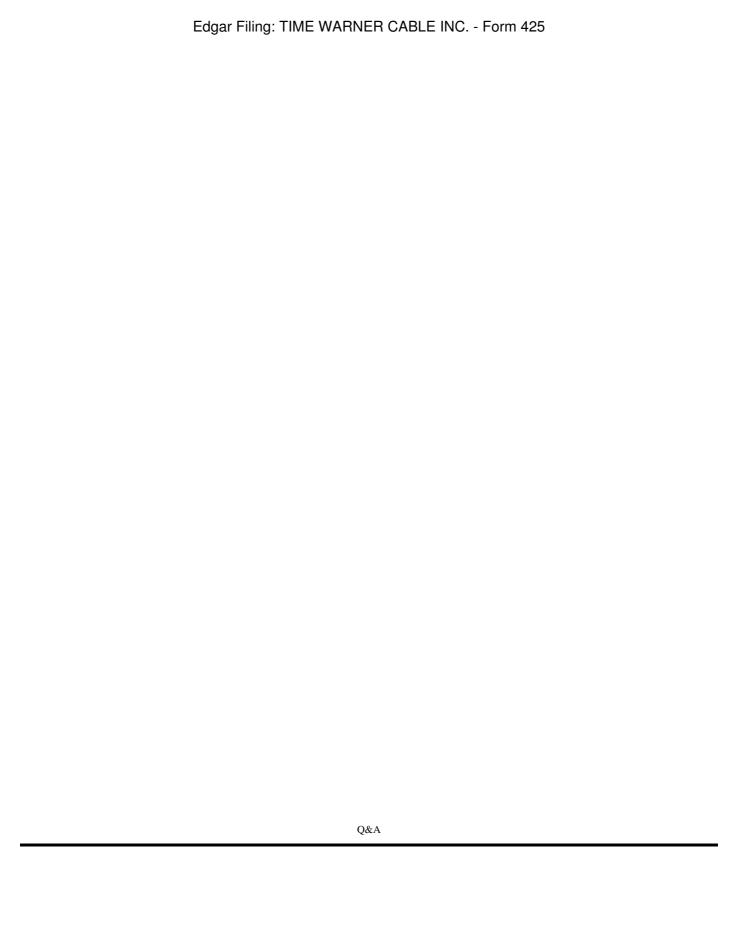
25 812 1,415 1,110 600 750 2,000 2,000 2,650 2,638 2,000 3,250 1,500 1,700 1,000 \$48 \$93 \$2,740 \$2,812 \$3,877 \$3,665 \$4,810 \$2,000 \$3,650 \$1,000 \$750 \$800 \$926 \$1,000 \$1,500 \$1,500 \$1,500 \$1,500 \$1,500 \$1,200 \$1,250 \$2,213 \$0 \$1,000 \$2,000 \$3,000 \$4,000 \$5,000 \$6,000 \$7,000 \$8,000 2015 2016 2017 2018 2019 2020 2021 2022 2023 2024 2025 2026 2027 2028 2029 2030 2031 2032 2033 2037 2038 2039 2040 2041 2042 \$ in milli ons Existing CCO Term Debt Existing CCOH Debt Assumed TWC Debt Existing Charter and TWC Maturity Profile1) 2) 1) Includes existing Charter and TWC debt as of 3/31/2015. Charter debt is pro forma for April 2015 CCOH senior unsecured notes offering, April and May 2015 CCOH senior unsecured notes redemptions and Safari I debt redemptions. 2) Amounts in pro forma maturity profile reflect amortization of principal amounts of debt, and do not include other contractual obligations as disclosed in Charter's 10-K and TWC's 10-K. • Flexible syndication strategy allows us to opportunistically access loan and bond markets, including investment grade and high yield, to minimize interest rate risk and maximize capital structure flexibility • Strategy aims to achieve optimal pricing while effectively managing pro forma maturity profile • Access to investment grade market enhances ability to issue longer-dated securities

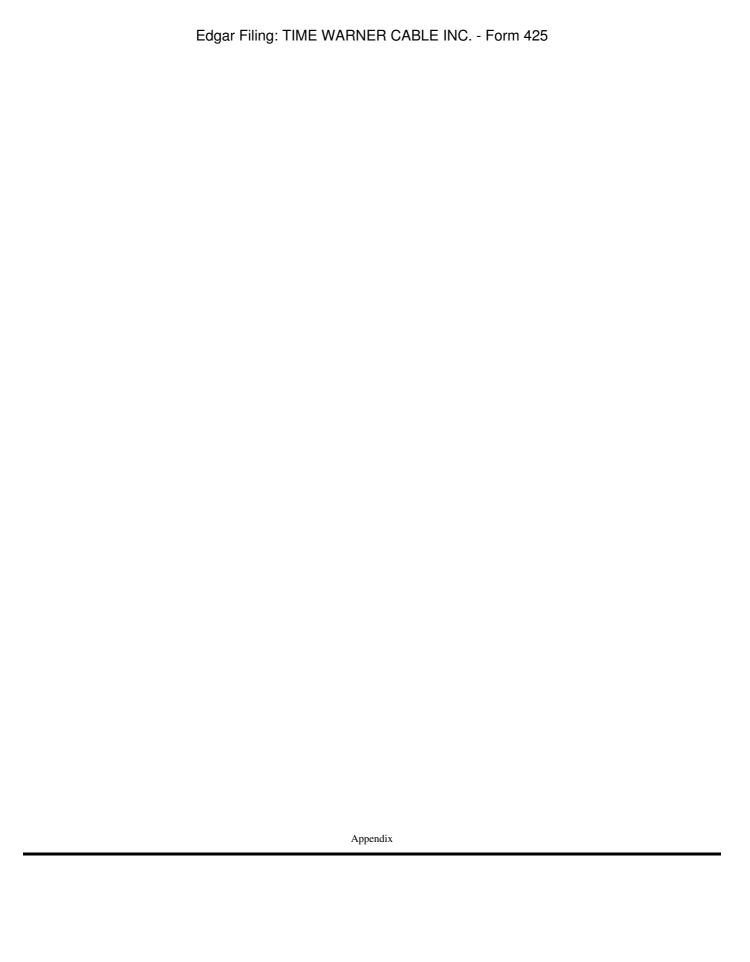




²⁷ New Charter Credit Group Will Be Well Positioned • Legacy Charter will continue to see benefits of proven operating strategy, including value-based pricing and packaging, and all-digital strategy • Enhanced scale and geographical footprint allows New Charter Credit Group to more effectively leverage national go-to-market approach and operating strategies Strong Platform and Enhanced Scale • Continued upside growth within Legacy Charter systems, combined with similar expected growth opportunity for TWC and BHN systems • Enhancing products and service to expand relationships, increase revenue per customer, and lower transaction costs Penetration and Operating Growth Upside • Market share growth strategy designed to generate attractive returns on invested capital and increase cash flow per home passed • Moderate leverage target and return-oriented use of cash • Anticipate no significant cash income taxes until after 2019 due to ~\$9.1B tax basis in assets as of 12/31/14 and ~\$9.5B tax loss carryforwards Unique and Attractive Financial Profile • Consumers will benefit from a broadband service that makes watching online video, gaming, etc., a great experience – including at peak times – for a great value • Deliver superior customer care, adding U.S. jobs • Increase facilities-based broadband competition • New Charter will not have market power in high speed broadband or video • Will be a leader in developing

open non-proprietary technical standards, prices and industry practices Confident in Ability to Close Transaction







is defined as net income (loss) plus net interest expense, income taxes, depreciation and amortization, stock compensation expense, loss on extinguishment of debt, (gain) loss on derivative instruments, and other operating expenses, such as equity in income of investees, merger and acquisition costs, special charges and (gain) loss on sale or retirement of assets. As such, it eliminates the significant non-cash depreciation and amortization expense that results from the capital-intensive nature of the Company's businesses as well as other non-cash or special items, and is unaffected by the Company's capital structure or investment activities.

However, this measure is limited in that it does not reflect the periodic costs of certain capitalized tangible and intangible assets used in generating revenues and the cash cost of financing. These costs are evaluated through other financial measures. Free cash flow is defined as net cash flows from operating activities, less purchases of property, plant and equipment and changes in accrued expenses related to capital expenditures. Management and the Company's Board use adjusted EBITDA and free cash flow to assess Charter's performance and its ability to service its debt, fund operations and make additional investments with internally generated funds. In addition, adjusted EBITDA generally correlates to the leverage ratio calculation under the Company's credit facilities or outstanding notes to determine compliance with the covenants contained in the credit facilities and notes (all such documents have been previously filed with the SEC). For the purpose of calculating compliance with leverage covenants, we use adjusted EBITDA, as presented, excluding certain expenses paid by our operating subsidiaries to other Charter entities. Our debt covenants refer to these expenses as management fees, which fees were in the amount of \$76 million and \$253 million for the three months ended March 31, 2015 and twelve months ended December 31, 2014, respectively. For a reconciliation of adjusted EBITDA to the most directly comparable GAAP financial measure, see slides 31 – 35.



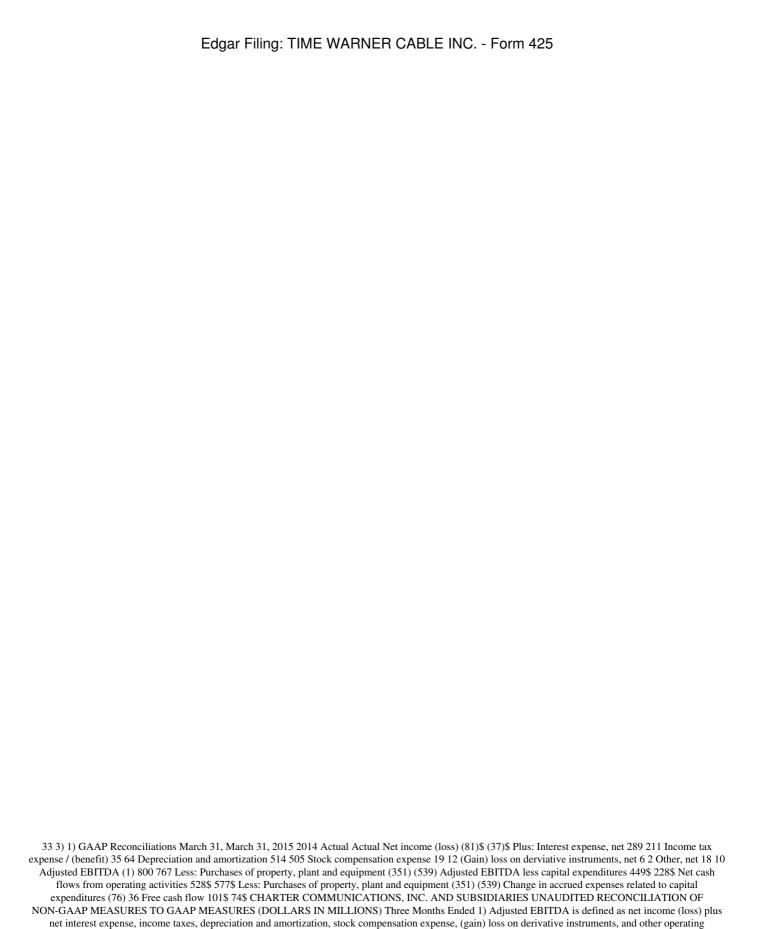
have continuing impact on the combined results of pro forma Charter as permitted under regulation S-X. The above schedules are presented in order to reconcile Adjusted EBITDA, a non-GAAP measure, to the most directly comparable GAAP measure in accordance with Section 401(b) of the Sarbanes-Oxley Act. Existing Charter Time Warner Cable Bright House New Charter Consolidated net income (loss) (183)\$ 2,031\$ 752\$ 2,600\$ Plus: Interest expense, net 911 1,419 38 2,368 Income tax expense 236 1,217 - 1,453 Depreciation and amortization 2,102 3,371 416 5,889 Stock compensation expense 55 126 5 186 Loss on derivative

instruments, net 7 - - 7 Other, net 62 190 (5) 247 Adjusted EBITDA per Audited Financials 1) 3,190\$ 8,354\$ 1,206\$ 12,750\$ S-X Pro Forma Adjustments 2) Plus: Bright House cap labor adjustment - - 112 112 Bright House adjustments related to pension and other items not included in the transaction - - 57 57 Time Warner Cable amortization of pension actuarial gains (losses) - (3) - (3) Pro Forma EBITDA 3,190\$ 8,351\$ 1,375\$ 12,916\$



Charter Time Warner Cable Bright House New Charter Consolidated net income (loss) (81)\$ 458\$ 193\$ 570\$ Plus: Interest expense, net 289 348 7 644 Income tax expense 35 288 - 323 Depreciation and amortization 514 886 111 1,511 Stock compensation expense 19 31 2 52 Loss on derivative instruments, net 6 - - 6

Other, net 18 16 (1) 33 Adjusted EBITDA per Audited Financials 1) 800\$ 2,027\$ 312\$ 3,139\$ S-X Pro Forma Adjustments 2) Plus: Bright House cap labor adjustment - - 24 24 Bright House adjustments related to pension and other items not included in the transaction - - 23 23 Time Warner Cable amortization of pension actuarial gains (losses) - 10 - 10 Pro Forma EBITDA 800\$ 2,037\$ 359\$ 3,196\$



expenses, such as equity in income of investees, merger and acquisitions costs, special charges and (gain) loss on sale or retirement of assets. As such, it eliminates the significant non-cash depreciation and amortization expense that results from the capital-intensive nature of our businesses as well as other non-cash or special

items, and is unaffected by our capital structure or investment activities. The above schedules are presented in order to reconcile Adjusted EBITDA, a non-GAAP measure, to the most directly comparable GAAP measure in accordance with Section 401(b) of the Sarbanes-Oxley Act.

^{34 3) 1)} GAAP Reconciliations March 31, December 31, September 30, June 30, March 31, 2015 2014 2014 2014 2014 Actual Actual Actual Actual Actual Net income (loss) (81)\$ (48)\$ (53)\$ (45)\$ (37)\$ Plus: Interest expense, net 289 273 217 210 211 Income tax expense (benefit) 35 48 59 65 64 Depreciation and amortization 514 534 535 528 505 Stock compensation expense 19 14 14 15 12 (Gain) loss on derviative instruments, net 6 4 (5) 6 2 Other, net 18 20 16 16 10 Adjusted EBITDA (1) 800 845 783 795 767 Less: Purchases of property, plant and equipment (351) (543) (569) (570) (539) Adjusted EBITDA less capital expenditures 449\$ 302\$ 214\$ 225\$ 228\$ CHARTER COMMUNICATIONS, INC. AND SUBSIDIARIES UNAUDITED RECONCILIATION OF NON-GAAP MEASURES TO GAAP MEASURES (DOLLARS IN MILLIONS) Three Months Ended 1) Adjusted EBITDA is defined as net income (loss) plus net interest expense, income taxes, depreciation and amortization, stock compensation expense, (gain) loss on derivative instruments, and other operating expenses, such as equity in income of investees, merger and acquisitions costs, special charges and (gain) loss on sale or retirement of assets. As such, it eliminates the significant non-cash depreciation and amortization expense that results from the capital-intensive nature of our businesses as well as other non-cash or special items, and is

unaffected by our capital structure or investment activities. The above schedules are presented in order to reconcile Adjusted EBITDA, a non-GAAP measure, to the most directly comparable GAAP measure in accordance with Section 401(b) of the Sarbanes-Oxley Act.



35 3) 1) GAAP Reconciliations 2015 2014 Actual Actual Net loss (227)\$ (163)\$ Plus: Interest expense, net 989 860 Income tax expense 207 179 Depreciation and amortization 2,111 1,961 Stock compensation expense 62 49 Loss on extinguishment of debt - 81 (Gain) loss on derivative instruments, net 11 (12) Other, net 70 45 Adjusted EBITDA (2) 3,223 3,000 Less: Purchases of property, plant and equipment (2,033) (1,970) Adjusted EBITDA less capital expenditures 1,190\$ 1,030\$ CHARTER COMMUNICATIONS, INC. AND SUBSIDIARIES UNAUDITED RECONCILIATION OF NON-GAAP MEASURES TO GAAP MEASURES (DOLLARS IN MILLIONS) Last Twelve Months Ended March 31, 1) Pro forma results reflect certain acquisitions of cable systems as if they occurred as of January 1, 2012. 2) Adjusted EBITDA is defined as net income (loss) plus net interest expense, income taxes, depreciation and amortization, stock compensation expense, loss on derivative instruments, and other operating expenses, such as equity in income of investees, merger and acquisition costs, special charges and (gain) loss on sale or retirement of assets. As such, it eliminates the significant non-cash depreciation and amortization expense that results from the capital-intensive nature of our businesses as well as other non-cash or special items, and is unaffected by our capital structure or investment activities. The above

schedules are presented in order to reconcile Adjusted EBITDA, a non-GAAP measure, to the most directly comparable GAAP measure in accordance with Section 401(b) of the Sarbanes-Oxley Act.



37 Time Warner Cable Transaction Overview Consideration and Valuation Highlights • EV/2014 pro forma TWC Adj. EBITDA = 9.2x, excluding synergies and tax benefits • Accretive to Charter shareholders and TWC shareholders receive 18% premium3) • TWC shareholders to own 44% of New Charter, with balance owned by legacy Charter shareholders and Advance/Newhouse • Election option for TWC stockholders to receive \$115 of cash and New Charter shares equivalent to 0.4562 shares of Charter • Liberty Broadband and Liberty Interactive Corporation ("LIC") to exchange TWC stock for New Charter stock; Liberty Broadband to invest \$4.3 billion in TWC transaction and \$700 million in BHN transaction in exchange for New Charter shares Cash \$100.00 + 0.5409 Equivalent New Charter Shares1) \$96.90 Offer per TWC Share \$196.90 Total Equity Value2) \$56.4B + Net Debt (Principal) \$22.7B - Est. Equity Investments \$0.5B TWC Enterprise Value \$78.6B - Est. Present Value of Tax Assets \$1.6B TWC Adjusted Enterprise Value \$77.0B 1) Value based on \$179.15 Charter closing price as of June 1, 2015. 2) Value based on 282.8 million TWC shares outstanding (including Liberty) on June 1, 2015 and CHTR closing price on June 1, 2015 of \$179.15, plus New Charter equity replacement awards to TWC employees with an estimated pre-combination vesting period value of \$607M and \$118M in cash paid for TWC

non-employee equity awards. 3) Based on \$179.15 Charter closing price as of June 1, 2015 and \$166.55 TWC closing price as of May 20, 2015.





already affiliated, and Charter isn't the largest operator in any of the top 20 DMAs. New Charter will be a strong competitor and a leader in developing open nonproprietary technical standards, prices and industry practices Regulatory Discussion



⁴⁰ Purchase Price and Debt Financing Bridge 1) Reflects increase in CHTR share price from \$176.95 on May 20, 2015 to \$179.15 on June 1, 2015, multiplied by 0.5409x 2) Transaction announcement applied deal stock/cash mix for former employees, directors (to receive all cash), and existing employees (to receive all stock), and S-4 reflects actual mix as of June 1, 2015. Decrease is a result of \$0.6B value associated with equity replacement awards for the post-combination period not included in TWC equity value, partially offset by \$0.3B related to higher share price assumption 3) Revised estimated fair value of TWC equity investments based on additional information 4) TWC purchase multiple in May 26 announcement based on Bloomberg consensus estimates for TWC's 2015 Adjusted EBITDA with and without synergies vs. multiple derived from S-4 filing based on 2014 pro forma Adjusted EBITDA* 5) Fair value based on \$173.00 reference price in May 26 announcement materials vs. CHTR closing price of \$179.15 on June 1, 2015 to correspond with S-4 treatment 6) Transaction announcement applied deal stock/cash mix for former employees, directors (to receive all cash), and existing employees (to receive all stock), and S-4 reflects actual mix as of June 1, 2015 7) May 26 materials were based on estimated year-end 2015 cash on balance sheet at Charter and TWC. June 26 S-4 materials were

based on actual cash on TWC's balance sheet as of March 31, 2015 8) Fees and expenses in May 26 materials included all estimated fees for both TWC and BHN transactions vs. S-4 filing which breaks out fees for each transaction separately Note: See slide 31 for additional details on GAAP reconciliation. Stats per Stats Derived May 26 Public from June 26 Announcement Adjustments S-4 Filing Cash \$100.00 \$100.00 + 0.5409 Equivalent New Charter Shares \$95.71 \$1.19 \$96.90 (1) Offer per TWC Share \$195.71 \$196.90 TWC Equity Value \$56.7 (\$0.3) \$56.4 (2) + TWC Net Debt (Principal) 22.7 22.7 - Est. Equity Investments 0.7 (0.2) 0.5 (3) TWC Enterprise Value \$78.7 (0.0) \$78.6 - Est. Present Value of Tax Assets 1.6 1.6 TWC Adjusted Enterprise Value \$77.0 \$77.0 TWC Pro Forma Adjusted EBITDA 8.442 (\$0.1) 8.351 (4) Purchase Multiple 8.3x / 9.1x 0.1x 9.2x Charter Holdings Common Units \$5.9 \$0.2 \$6.1 (5) Cash Paid to A/N 2.0 2.0 Charter Holdings Preferred Units 2.5 2.5 BHN Enterprise Value \$10.4 \$0.2 \$10.7 BHN Pro Forma Adjusted EBITDA 1.4 1.4 Purchase Multiple 7.6x 7.7x Cash Portion of TWC Purchase Price \$28.2 (0.6) \$27.6 (6) - Liberty Equity Investment (4.3) (4.3) - Cash on Balance Sheet (1.9) 1.3 (0.5) (7) + Fees and Expenses 1.0 (0.2) 0.8 (8) New Debt Requirement: TWC Transaction \$23.0 0.5 \$23.6 Cash Paid to A/N \$2.0 \$2.0 - Lib rty Equity Investment (0.7) (0.7) + Fees a d Expenses - 0.1 0.1 (8) New Debt Requirement: BHN Transaction 1.3 1.4 Total New Debt Requirement for Transactions \$24.4 \$25.0 T W C T ransa c tio n BHN T ransa c tio n P u rchas e P ric e B rid g e T W C B H N Debt Fi n ancin g B rid g e