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July 22, 2019

VIA EMAIL: PSC@UTAH.GOV

State of Utah
Public Service Commission
Heber M. Wells Building, 4th Floor
160 East 300 South
Salt Lake City, UT 84111
Attn: Mr. Gary Widerburg

Re: Time Warner Cable Business LLC; Application for Certificate of Public Convenience and Necessity to Provide Interexchange Services

Dear Sir/Madam:

Time Warner Cable Business LLC, by its undersigned counsel, hereby electronically files its application for a Certificate of Public Convenience and Necessity for authorization to operate as a provider of Interexchange Services in the State of Utah. The filing fee is being transmitted to you via overnight courier.

Should you have any questions regarding this filing, please do not hesitate to contact the undersigned.

Very truly yours,

FRIEND, HUDAK & HARRIS, LLP

A handwritten signature in blue ink, appearing to read 'Laura Arredondo-Santisteban'.

Laura Arredondo-Santisteban
Counsel to Time Warner Cable Business LLC

LAS/nh

Enclosure

cc: Michael R. Moore, Esq. (*via Electronic Mail and with Enclosure*)
Group Vice President – Telephone Regulatory
Charter Communications, Inc.
Charles A. Hudak, Esq. (*via Electronic Mail and with Enclosure*)

BEFORE THE UTAH PUBLIC SERVICE COMMISSION

In The Matter of the Application of)
)
Time Warner Cable Business LLC) Docket No. _____
)
For Certificate of Public)
Convenience and Necessity) APPLICATION
to Provide Interexchange)
Telecommunications Services)
within the State of Utah)

APPLICATION

Time Warner Cable Business LLC (“Time Warner Cable Business” or “Applicant”), pursuant to Chapter 8b of Title 54 of the Utah Code, Utah Admin Code. R 746-349-1 et seq., and the Utah Public Service Commission (“Commission”) Rules of Practice and Procedure, hereby respectfully applies for a Certificate of Public Convenience and Necessity to provide interexchange telecommunications services in the State of Utah. Applicant is a subsidiary of Charter Communications, Inc. (“Charter”), a leading broadband communications company and the second largest cable operator in the United States. Applicant seeks certification to provide new and existing business customers with seamless services on a nationwide basis.

Applicant submits the following information in support of its application:

1. Applicant’s legal name is Time Warner Cable Business LLC. Its corporate office is located at:

12405 Powerscourt Drive
St. Louis, Missouri 63131
Tel: (833) 224-6603
Fax: (314) 288-3555
Web: www.spectrum.com

2. Questions concerning Applicant’s ongoing operations and regulatory compliance should be directed to:

Betty Sanders
Vice President - Telephone Regulatory
Charter Communications, Inc.

12405 Powerscourt Drive
St. Louis, Missouri 63131
Tel: (314) 394-9876
Email: betty.sanders@charter.com

3. Time Warner Cable Business LLC is a limited liability company organized under the laws of the state of Delaware. As indicated above, Time Warner Cable Business is an indirect subsidiary of and managed by Charter, which is a publicly traded communications company that provides a full range of advanced broadband services, including Spectrum TV® video entertainment programming, Spectrum Internet® access, and Spectrum Voice®. Spectrum Business® similarly provides scalable, tailored, and cost-effective broadband communications solutions to business organizations, such as business-to-business Internet access, data networking, business telephone, video and music entertainment services, and wireless backhaul. A copy of the Applicant's Certificate of Formation is attached as Attachment 1.

Bresnan Broadband of Utah, LLC ("Bresnan Broadband"), which is also a subsidiary of Charter, is authorized by the Utah Public Service Commission to provide local exchange and interexchange telecommunications services in and around Cedar City, Utah in Docket 07-2476-02.

4. R746-349-3(A)(1) Technical, Financial, and Managerial Abilities: As indicated above, Time Warner Cable Business's parent company, Charter, is a well-established participant in the retail communications marketplace with the managerial and technical ability to provide the services proposed herein. Through arrangements with its parent, Time Warner Cable Business will have sufficient managerial and technical capability to ensure that it can provide the services for which it seeks certification. The management teams at Charter include individuals with extensive experience in successfully developing and operating communications businesses. Accordingly, Charter possesses the internal managerial resources to support Time Warner Cable Business's operations in Utah.

5. R746-349-3(A)(2) Proof of Bond in the Amount of \$100,000: Applicant does not plan to collect customer deposits or offer any prepaid services in the State of Utah. Accordingly, Applicant hereby respectfully requests a waiver of this bond requirement.

6. R746-349-3(A)(3) Construction or Acquisition of Facilities: Applicant does not currently own facilities or property in the State of Utah, but will acquire or lease any facilities in the state as necessary in order to provide its services. Where Applicant provides its services using the facilities of underlying carriers, Applicant will employ any and all equipment types used by the underlying carrier in the provision of its service as necessary.

7. R746-349-3(A)(4) Services to be Offered: Applicant seeks authority to provide facilities-based interexchange services in the entire State of Utah in all exchanges to the extent open to competition. Applicant proposes to offer point-to-point, point-to-multipoint, and multipoint-to-multipoint dedicated non-voice high capacity transmission services that connect one or more customer-designated locations and/or to the company. The service may utilize Ethernet interfaces, optical fiber and/or coaxial cable facilities, and will be designed and provisioned on an individual case basis pursuant to contracts with customers. Applicant's customer base will consist solely of business and enterprise customers, and no residential customers.

8. R746-349-3(A)(5) Standard Services: Applicant will not be providing traditional switched local exchange services within Utah. Applicant will provide primarily facilities-based private line, Ethernet, and data/wide area network (WAN) services to business customers. Therefore, Applicant will not have any interaction with emergency services such as 911 or enhanced 911, operator services, directory assistance, and telecommunications relay services.

9. R746-349-3(A)(6) and R746-349-3(A)(13) Implementation Schedule: Pursuant to Section 252(c)(3) of the Telecommunications Act of 1996, 47 U.S.C. § 252(c)(3), Applicant intends to initiate its interexchange operations in the State of Utah upon receipt of authority from the Commission and upon expression of customer interest.

10. R746-349-3(A)(7) Managerial Personnel: Applicant does not plan to operate an office within the State of Utah. Responsibility for Utah operations will be handled by Charter and its management team from its place of business in St. Louis, Missouri. The management teams at Charter include individuals with extensive experience in successfully developing and operating communications businesses. To further demonstrate managerial and technical ability, Applicant advises that the biographies of its officers and key personnel can be found on its website at <https://charter.gcs-web.com/corporate-governance/company-leadership>.

11. R746-349-3(A)(8) Organizational Chart: Applicant does not have any employees specifically designated or responsible for Utah operations. Instead, as noted above, responsibility for Utah operations will be handled by personnel and management teams at Charter. Customers will be supported by Charter's customer service and management teams located in its St. Louis, Missouri office.

12. R746-349-3(A)(9) Chart of Accounts: Applicant does not yet operate or offer services in Utah. It, therefore, does not have any accounts in the state.

13. R746-349-3(A)(10) Financial Statements: Please see Attachment 2, attached hereto, for a copy of Charter's most recent annual financial statements, demonstrating that Applicant has sufficient resources to initiate operations and provide the services for which it seeks authority. Applicant does not separately report its financial results from its parent company, Charter. For purposes of this application, Applicant will rely on the consolidated financial statements of its parent to demonstrate Applicant's financial qualification to operate in Utah.

14. R746-349-3(A)(11) Bond Requirement: Applicant will not request customer deposits for the provision of interexchange service. Accordingly, Applicant respectfully requests a waiver of this bond requirement.

15. R746-349-3(A)(12) Five-Year Projection of expected operations.

15. (a) R746-349-3(A)(12)(a) Pro forma income and cash flow statements: As indicated above, Applicant does not keep separate its financial results from its parent company.

Please see Attachment 2, for a copy of Charter's most recent annual financial results, which include Charter's income statements and cash flow statements.

15. (b) R746-349-3(A)(12)(b) Types of Technology to be Deployed: Applicant proposes to offer point-to-point, point-to-multipoint, and multipoint-to-multipoint dedicated non-voice high-capacity transmission services that connect one or more customer-designated locations and/or to the company. The service may utilize Ethernet interfaces, optical fiber and/or coaxial cable facilities, and will be designed and provisioned on an individual case basis pursuant to contracts with customers.

15. (c) R746-349-3(A)(12)(c) Proposed Locations of Facilities: Applicant does not own switching or plan to construct facilities in Utah at this time. Applicant, through its parent company, will support customers on a nationwide basis. As customer demand in Utah increases, Applicant will deploy and/or lease facilities from other third party carriers to support its customers in Utah.

16. R746-349-3(A)(14) Managerial and Technical Experience: Time Warner Cable Business LLC's parent company and manager, Charter, is a well-established participant in the retail communications marketplace with the managerial and technical ability to provide the services proposed herein.

Through arrangements with its parent, Charter, Time Warner Cable Business will have sufficient managerial and technical capability to ensure that it can provide the interexchange services for which it seeks certification. The management teams at Charter include individuals with extensive experience in successfully developing and operating communications businesses. Accordingly, Charter possesses the internal managerial resources to support Time Warner Cable Business's operations. To further demonstrate managerial and technical ability, Applicant advises that the biographies of its officers and key personnel can be found on its website at <https://charter.qcs-web.com/corporate-governance/company-leadership>.

16. (a) R746-349-3(A)(14)(a) Proof of Certification: Applicant is currently registered and providing interexchange services in the following states: Alabama, Arizona, California, Colorado, Florida, Hawaii, Idaho, Illinois, Indiana, Kansas, Kentucky, Maine, Massachusetts, Michigan, Missouri, Nebraska, New Hampshire, New Jersey, New Mexico, New York, North Carolina, Ohio, Pennsylvania, South Carolina, Tennessee, Texas, Virginia, Washington, West Virginia, and Wisconsin.

17. R746-349-3(A)(15) Public Interest: Time Warner Cable Business's expansion of services into the Utah marketplace would be in the public interest. Its provision of interexchange service will ensure the universal availability and accessibility of high-quality, affordable telecommunications services to business subscribers. Approval of Applicant's request for certification increases competitive options, which will drive prices downward, and creates competitor incentives to innovate.

18. R746-349-3(A)(16) Authority to Transact Business: Applicant is authorized to do business as a foreign limited liability company in the State of Utah. A copy of Applicant's Certificate of Existence evidencing its authority to transact business in the State of Utah is attached hereto as Attachment 3.

19. R746-349-3(A)(17) Unauthorized Switching: As described above, Applicant will not be providing switched long distance services for which unauthorized switching ("slamming") is of concern. However, to the extent applicable, Applicant has detailed anti-slamming measures in place and routinely uses third-party verification to verify carrier change requests in accordance with federal and state requirements. To the best of Applicant's knowledge, no complaints have been made nor has any investigation been taken against Applicant for slamming.

20. R746-349-3(A)(18) Customer Solicitation: Applicant's customer base will consist solely of business and enterprise customers, and no residential customers. Applicant intends to solicit new customers from its existing customer base for other services, and through business-to-business marketing. Applicant typically provides its services on an individual contract basis

("ICB") with particular customers. Regardless, Applicant has anti-slamming measures in place and pledges to follow all federal and state-specific anti-slamming rules, and will not engage in any unauthorized switching or slamming practices.

WHEREFORE, Time Warner Cable Business LLC respectfully requests that the Commission grant a Certificate of Public Convenience and Necessity to provide facilities-based interexchange telecommunications services in the State of Utah.

Respectfully submitted this 22 day of July, 2019.

Time Warner Cable Business, LLC

By: Charter Communications, Inc., its Manager



Betty J. Sanders

Vice President – Telephone Regulatory

ATTACHMENT 1
CERTIFICATE OF FORMATION

See attached.

Delaware

PAGE 1

The First State


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "TIME WARNER CABLE BUSINESS LLC", FILED IN THIS OFFICE ON THE TENTH DAY OF JANUARY, A.D. 2013, AT 12:48 O'CLOCK P.M.

5272752 8100

130034193

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0135777

DATE: 01-10-13

ATTACHMENT 2
FINANCIAL STATEMENTS

See attached.

Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors
Charter Communications, Inc.:

Opinions on the Consolidated Financial Statements and Internal Control Over Financial Reporting

We have audited the accompanying consolidated balance sheets of Charter Communications, Inc. and subsidiaries (the Company) as of December 31, 2018 and 2017, the related consolidated statements of operations, comprehensive income, changes in shareholders' equity (deficit), and cash flows for each of the years in the three-year period ended December 31, 2018, and the related notes (collectively, the consolidated financial statements). We also have audited the Company's internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2018, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's consolidated financial statements and an opinion on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable

assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

(signed) KPMG LLP

We have served as the Company's auditor since 2002.

St. Louis, Missouri
January 30, 2019

CHARTER COMMUNICATIONS, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(dollars in millions, except share data)

ASSETS	December 31,	
	2018	2017
CURRENT ASSETS:		
Cash and cash equivalents	\$ 551	\$ 621
Accounts receivable, less allowance for doubtful accounts of \$129 and \$113, respectively	1,733	1,635
Prepaid expenses and other current assets	446	299
Total current assets	2,730	2,555
RESTRICTED CASH	214	—
INVESTMENT IN CABLE PROPERTIES:		
Property, plant and equipment, net of accumulated depreciation of \$23,075 and \$18,077, respectively	35,126	33,888
Customer relationships, net	9,565	11,951
Franchises	67,319	67,319
Goodwill	29,554	29,554
Total investment in cable properties, net	141,564	142,712
OTHER NONCURRENT ASSETS	1,622	1,356
Total assets	\$ 146,130	\$ 146,623
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable and accrued liabilities	\$ 8,805	\$ 9,045
Current portion of long-term debt	3,290	2,045
Total current liabilities	12,095	11,090
LONG-TERM DEBT	69,537	68,186
DEFERRED INCOME TAXES	17,389	17,314
OTHER LONG-TERM LIABILITIES	2,837	2,502
SHAREHOLDERS' EQUITY:		
Class A common stock; \$.001 par value; 900 million shares authorized; 225,353,807 and 238,506,059 shares issued and outstanding, respectively	—	—
Class B common stock; \$.001 par value; 1,000 shares authorized; 1 share issued and outstanding	—	—
Preferred stock; \$.001 par value; 250 million shares authorized; no shares issued and outstanding	—	—
Additional paid-in capital	33,507	35,253
Retained earnings	2,780	3,832
Accumulated other comprehensive loss	(2)	(1)
Total Charter shareholders' equity	36,285	39,084
Noncontrolling interests	7,987	8,447
Total shareholders' equity	44,272	47,531
Total liabilities and shareholders' equity	\$ 146,130	\$ 146,623

The accompanying notes are an integral part of these consolidated financial statements.

CHARTER COMMUNICATIONS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(dollars in millions, except per share and share data)

	Year Ended December 31,		
	2018	2017	2016
REVENUES	\$ 43,634	\$ 41,581	\$ 29,003
COSTS AND EXPENSES:			
Operating costs and expenses (exclusive of items shown separately below)	27,860	26,541	18,655
Depreciation and amortization	10,318	10,588	6,907
Other operating expenses, net	235	346	985
	<u>38,413</u>	<u>37,475</u>	<u>26,547</u>
Income from operations	<u>5,221</u>	<u>4,106</u>	<u>2,456</u>
OTHER EXPENSES:			
Interest expense, net	(3,540)	(3,090)	(2,499)
Loss on extinguishment of debt	—	(40)	(111)
Gain (loss) on financial instruments, net	(110)	69	89
Other pension benefits	192	1	899
Other expense, net	(77)	(18)	(14)
	<u>(3,535)</u>	<u>(3,078)</u>	<u>(1,636)</u>
Income before income taxes	1,686	1,028	820
Income tax benefit (expense)	(180)	9,087	2,925
Consolidated net income	1,506	10,115	3,745
Less: Net income attributable to noncontrolling interests	(276)	(220)	(223)
Net income attributable to Charter shareholders	<u>\$ 1,230</u>	<u>\$ 9,895</u>	<u>\$ 3,522</u>
EARNINGS PER COMMON SHARE ATTRIBUTABLE TO CHARTER SHAREHOLDERS:			
Basic	<u>\$ 5.29</u>	<u>\$ 38.55</u>	<u>\$ 17.05</u>
Diluted	<u>\$ 5.22</u>	<u>\$ 34.09</u>	<u>\$ 15.94</u>
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING:			
Basic	<u>232,356,665</u>	<u>256,720,715</u>	<u>206,539,100</u>
Diluted	<u>235,525,226</u>	<u>296,703,956</u>	<u>234,791,439</u>

The accompanying notes are an integral part of these consolidated financial statements.

CHARTER COMMUNICATIONS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(dollars in millions)

	Year Ended December 31,		
	2018	2017	2016
Consolidated net income	\$ 1,506	\$ 10,115	\$ 3,745
Net impact of interest rate derivative instruments	—	5	8
Foreign currency translation adjustment	(1)	1	(2)
Consolidated comprehensive income	1,505	10,121	3,751
Less: Comprehensive income attributable to noncontrolling interests	(276)	(220)	(223)
Comprehensive income attributable to Charter shareholders	\$ 1,229	\$ 9,901	\$ 3,528

The accompanying notes are an integral part of these consolidated financial statements.

CHARTER COMMUNICATIONS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIT)
(dollars in millions)

	Class A Common Stock	Class B Common Stock	Additional Paid-in Capital	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Loss	Total Charter Shareholders' Equity (Deficit)	Non- controlling Interests	Total Shareholders' Equity (Deficit)
BALANCE, December 31, 2015	\$ —	\$ —	\$ 2,028	\$ (2,061)	\$ (13)	\$ (46)	\$ —	\$ (46)
Consolidated net income	—	—	—	3,522	—	3,522	223	3,745
Stock compensation expense	—	—	244	—	—	244	—	244
Accelerated vesting of equity awards	—	—	248	—	—	248	—	248
Settlement of restricted stock units	—	—	(59)	—	—	(59)	—	(59)
Exercise of stock options	—	—	86	—	—	86	—	86
Changes in accumulated other comprehensive loss, net	—	—	—	—	6	6	—	6
Purchases and retirement of treasury stock	—	—	(834)	(728)	—	(1,562)	—	(1,562)
Issuance of shares to Liberty Broadband for cash	—	—	5,000	—	—	5,000	—	5,000
Converted TWC awards in the TWC Transaction	—	—	514	—	—	514	—	514
Issuance of shares in TWC Transaction	—	—	32,164	—	—	32,164	—	32,164
Issuance of subsidiary equity in Bright House Transaction	—	—	—	—	—	—	10,134	10,134
Partnership formation and change in ownership, net of tax	—	—	(364)	—	—	(364)	589	225
Purchase of noncontrolling interest, net of tax	—	—	(19)	—	—	(19)	(187)	(206)
Exchange of Charter Holdings units held by A/N, net of tax and TRA effects	—	—	405	—	—	405	(460)	(55)
Distributions to noncontrolling interest	—	—	—	—	—	—	(96)	(96)
Noncontrolling interests assumed in acquisitions	—	—	—	—	—	—	24	24
BALANCE, December 31, 2016	—	—	39,413	733	(7)	40,139	10,227	50,366
Consolidated net income	—	—	—	9,895	—	9,895	220	10,115
Stock compensation expense	—	—	261	—	—	261	—	261
Accelerated vesting of equity awards	—	—	49	—	—	49	—	49
Exercise of stock options	—	—	116	—	—	116	—	116
Changes in accumulated other comprehensive loss, net	—	—	—	—	6	6	—	6
Cumulative effect of accounting change	—	—	9	131	—	140	—	140
Purchases and retirement of treasury stock	—	—	(4,788)	(6,927)	—	(11,715)	—	(11,715)
Purchase of noncontrolling interest, net of tax	—	—	(295)	—	—	(295)	(1,187)	(1,482)
Exchange of Charter Holdings units held by A/N, net of tax and TRA effects	—	—	265	—	—	265	(298)	(33)
Change in noncontrolling interest ownership, net of tax	—	—	223	—	—	223	(362)	(139)
Distributions to noncontrolling interest	—	—	—	—	—	—	(153)	(153)
BALANCE, December 31, 2017	—	—	35,253	3,832	(1)	39,084	8,447	47,531
Consolidated net income	—	—	—	1,230	—	1,230	276	1,506
Stock compensation expense	—	—	285	—	—	285	—	285
Accelerated vesting of equity awards	—	—	5	—	—	5	—	5
Exercise of stock options	—	—	69	—	—	69	—	69
Changes in accumulated other comprehensive loss, net	—	—	—	—	(1)	(1)	—	(1)
Cumulative effect of accounting changes	—	—	—	62	—	62	7	69
Purchases and retirement of treasury stock	—	—	(2,055)	(2,344)	—	(4,399)	—	(4,399)
Purchase of noncontrolling interest, net of tax	—	—	(104)	—	—	(104)	(518)	(622)
Change in noncontrolling interest ownership, net of tax	—	—	54	—	—	54	(72)	(18)
Distributions to noncontrolling interest	—	—	—	—	—	—	(153)	(153)
BALANCE, December 31, 2018	\$ —	\$ —	\$ 33,507	\$ 2,780	\$ (2)	\$ 36,285	\$ 7,987	\$ 44,272

The accompanying notes are an integral part of these consolidated financial statements.

CHARTER COMMUNICATIONS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(dollars in millions)

	Year Ended December 31,		
	2018	2017	2016
CASH FLOWS FROM OPERATING ACTIVITIES:			
Consolidated net income	\$ 1,506	\$ 10,115	\$ 3,745
Adjustments to reconcile consolidated net income to net cash flows from operating activities:			
Depreciation and amortization	10,318	10,588	6,907
Stock compensation expense	285	261	244
Accelerated vesting of equity awards	5	49	248
Noncash interest income, net	(307)	(370)	(256)
Other pension benefits	(192)	(1)	(899)
Loss on extinguishment of debt	—	40	111
(Gain) loss on financial instruments, net	110	(69)	(89)
Deferred income taxes	110	(9,116)	(2,958)
Other, net	175	16	8
Changes in operating assets and liabilities, net of effects from acquisitions and dispositions:			
Accounts receivable	(98)	(84)	(160)
Prepaid expenses and other assets	(270)	76	111
Accounts payable, accrued liabilities and other	125	449	1,029
Net cash flows from operating activities	<u>11,767</u>	<u>11,954</u>	<u>8,041</u>
CASH FLOWS FROM INVESTING ACTIVITIES:			
Purchases of property, plant and equipment	(9,125)	(8,681)	(5,325)
Change in accrued expenses related to capital expenditures	(470)	820	603
Purchases of cable systems, net	—	(9)	(28,810)
Real estate investments through variable interest entities	(21)	(105)	—
Other, net	(120)	(123)	(22)
Net cash flows from investing activities	<u>(9,736)</u>	<u>(8,098)</u>	<u>(33,554)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:			
Borrowings of long-term debt	13,820	25,276	12,344
Repayments of long-term debt	(10,769)	(16,507)	(10,521)
Payments for debt issuance costs	(29)	(111)	(284)
Issuance of equity	—	—	5,000
Purchase of treasury stock	(4,399)	(11,715)	(1,562)
Proceeds from exercise of stock options	69	116	86
Settlement of restricted stock units	—	—	(59)
Purchase of noncontrolling interest	(656)	(1,665)	(218)
Distributions to noncontrolling interest	(153)	(153)	(96)
Borrowings for real estate investments through variable interest entities	342	—	—
Distributions to variable interest entities noncontrolling interest	(107)	—	—
Proceeds from termination of interest rate derivatives	—	—	88
Other, net	(5)	(11)	1
Net cash flows from financing activities	<u>(1,887)</u>	<u>(4,770)</u>	<u>4,779</u>
NET INCREASE (DECREASE) IN CASH, CASH EQUIVALENTS AND RESTRICTED CASH	144	(914)	(20,734)
CASH, CASH EQUIVALENTS AND RESTRICTED CASH, beginning of period	621	1,535	22,269
CASH, CASH EQUIVALENTS AND RESTRICTED CASH, end of period	<u>\$ 765</u>	<u>\$ 621</u>	<u>\$ 1,535</u>
CASH PAID FOR INTEREST	\$ 3,865	\$ 3,421	\$ 2,685
CASH PAID FOR TAXES	\$ 45	\$ 41	\$ 63

The accompanying notes are an integral part of these consolidated financial statements.

ATTACHMENT 3

CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS

See attached.



Utah Department of Commerce
Division of Corporations & Commercial Code
160 East 300 South, 2nd Floor, PO Box 146705
Salt Lake City, UT 84114-6705
Service Center: (801) 530-4849
Toll Free: (877) 526-3994 Utah Residents
Fax: (801) 530-6438
Web Site: <http://www.commerce.utah.gov>

07/19/2019
8910651-016107192019-3112160

CERTIFICATE OF EXISTENCE

Registration Number: 8910651-0161
Business Name: TIME WARNER CABLE BUSINESS LLC
Registered Date: January 10, 2014
Entity Type: LLC - Foreign
Status: Current

The Division of Corporations and Commercial Code of the State of Utah, custodian of the records of business registrations, certifies that the business entity on this certificate is authorized to transact business and was duly registered under the laws of the State of Utah. The Division also certifies that this entity has paid all fees and penalties owed to this state; its most recent annual report has been filed by the Division (unless Delinquent); and, that Articles of Dissolution have not been filed.



Jason Sterzer
Director
Division of Corporations and Commercial Code



Francine Giani
Executive Director
Department of Commerce

Gary Herbert
Governor
State of Utah

Kathy Berg
Director
Division of Corporations
& Commercial Code

STATE OF UTAH
DEPARTMENT OF COMMERCE
DIVISION OF CORPORATIONS & COMMERCIAL CODE
CERTIFICATE OF REGISTRATION

C T CORPORATION SYSTEM
TIME WARNER CABLE BUSINESS LLC
1108 E SOUTH UNION AVE
MIDVALE UT 84047

Access Code
Code: 5195898



State of Utah
Department of Commerce
Division of Corporations & Commercial Code

CERTIFICATE OF REGISTRATION

LLC - Foreign

This certifies that **TIME WARNER CABLE BUSINESS LLC** has been filed and approved on **January 10, 2014** and has been issued the registration number **8910651-0161** in the office of the Division and hereby issues this Certification thereof.

KATHY BERG
Division Director

*The Access Code is used for Online Applications used by this Division only.

Date 01/10/2014

Receipt Number: 5471097

Amount Paid: \$724.00



State of Utah
Department of Commerce
Division of Corporations & Commercial Code
Foreign Registration Statement (Foreign Limited Liability Company)

This form must be type written or computer generated.

RECEIVED

JAN 10 2014

Utah Div. of Corp. & Comm. Code

EXPEDITE

Important: Read instructions before completing form

Non-Refundable Processing Fee: \$70.00

1. Exact Name of Foreign Limited Liability Company:		Time Warner Cable Business LLC			
2. Jurisdiction of Formation:		Delaware			
3. Principal office address:		60 Columbus Circle	New York	NY	10023
		Address	City	State	Zip
4. The name of the Registered Agent (Individual or Business Entity or Commercial Registered Agent): C T Corporation System ID# 7140008-0250					
<i>The address must be listed if you have a non-commercial registered agent. See instructions for further details.</i>					
Address of the Registered Agent: _____ Utah Street Address Required, PO Boxes can be listed after the Street Address					
City: _____ State UT Zip: _____					
5. The Limited Liability Company shall use as its name in Utah: Time Warner Cable Business LLC					
Must be the same as number (1) unless the name is not available or permitted in Utah.					
6. Purpose of the Limited Liability Company: (optional)					
7. Managers/Members of the Limited Liability Company: (optional)					
Position	Name	Address	City	State	Zip
MANAGER:					
MANAGER:					
MEMBER:	TWCIS Holdco LLC	60 Columbus Circle	New York	NY	10023
MEMBER:					
Under penalties of perjury, I declare that this application for authority to transact business has been examined by me and is, to the best of my knowledge and belief, true, correct and complete.					
Authorized Signature: <u>Julie P. Laine</u>		Name & Title: Julie P Laine, GVP & Secretary			
Under GRAMA (63-2-201) all registration information maintained by the Division is classified as public record. For confidentiality purposes, you may use the business entity physical address rather than the residential or private address of any individual affiliated with the entity.					
Optional Inclusion of Ownership Information: This information is not required.					
Is this a female owned business?		<input type="radio"/> Yes	<input checked="" type="radio"/> No		
Is this a minority owned business?		<input type="radio"/> Yes	<input checked="" type="radio"/> No	If yes, please specify: <input type="text" value="Select/Type the race of the owner here"/>	

01-10-14P01:33 RCVD

State of Utah
Department of Commerce
Division of Corporations and Commercial Code
I hereby certified that the foregoing has been filed
and approved on this 10 day of Jan 2014
in this office of this Division and hereby issued
This Certificate thereof.

Examiner MS Date 1-13-14



Kathy Berg
Kathy Berg
Division Director