

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2018

or

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

For the Transition Period From to

Commission File Number: 001-37789

333-112593-01

CCO Holdings, LLC
CCO Holdings Capital Corp.

(Exact name of registrant as specified in its charter)

Delaware

86-1067239

Delaware

20-0257904

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification Number)

400 Atlantic Street
Stamford, Connecticut 06901

(Address of principal executive offices including zip code)

(203) 905-7801

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrants have submitted electronically and posted on their corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrants were required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

All of the issued and outstanding shares of capital stock of CCO Holdings Capital Corp. are held by CCO Holdings, LLC. All of the limited liability company membership interests of CCO Holdings, LLC are held by CCH I Holdings, LLC (a subsidiary of Charter Communications, Inc., a reporting company under the Exchange Act). There is no public trading market for any of the aforementioned limited liability company membership interests or shares of capital stock.

CCO Holdings, LLC and CCO Holdings Capital Corp. meet the conditions set forth in General Instruction I(1)(a) and (b) to Form 10-K and are therefore filing with the reduced disclosure format.

Number of shares of common stock of CCO Holdings Capital Corporation outstanding as of September 30, 2018: 1

CCO HOLDINGS, LLC
CCO HOLDINGS CAPITAL CORP.
QUARTERLY REPORT ON FORM 10-Q FOR THE PERIOD ENDED SEPTEMBER 30, 2018

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This quarterly report on Form 10-Q is for the three and nine months ended September 30, 2018. The United States Securities and Exchange Commission ("SEC") allows us to "incorporate by reference" information that we file with the SEC, which means that we can disclose important information to you by referring you directly to those documents. In this quarterly report, "CCO Holdings," "we," "us" and "our" refer to CCO Holdings, LLC and its subsidiaries.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This quarterly report includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), regarding, among other things, our plans, strategies and prospects, both business and financial including, without limitation, the forward-looking statements set forth in the “Results of Operations” and “Liquidity and Capital Resources” sections under Part I, Item 2. “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in this quarterly report. Although we believe that our plans, intentions and expectations as reflected in or suggested by these forward-looking statements are reasonable, we cannot assure you that we will achieve or realize these plans, intentions or expectations. Forward-looking statements are inherently subject to risks, uncertainties and assumptions including, without limitation, the factors described under “Risk Factors” under Part I, Item 1A of our most recent Form 10-K filed with the SEC. Many of the forward-looking statements contained in this quarterly report may be identified by the use of forward-looking words such as “believe,” “expect,” “anticipate,” “should,” “planned,” “will,” “may,” “intend,” “estimated,” “aim,” “on track,” “target,” “opportunity,” “tentative,” “positioning,” “designed,” “create,” “predict,” “project,” “initiatives,” “seek,” “would,” “could,” “continue,” “ongoing,” “upside,” “increases” and “potential,” among others. Important factors that could cause actual results to differ materially from the forward-looking statements we make in this quarterly report are set forth in this quarterly report on Form 10-Q, in our annual report on Form 10-K, and in other reports or documents that we file from time to time with the SEC, and include, but are not limited to:

- our ability to efficiently and effectively integrate acquired operations;
- our ability to sustain and grow revenues and cash flow from operations by offering video, Internet, voice, mobile, advertising and other services to residential and commercial customers, to adequately meet the customer experience demands in our markets and to maintain and grow our customer base, particularly in the face of increasingly aggressive competition, the need for innovation and the related capital expenditures;
- the impact of competition from other market participants, including but not limited to incumbent telephone companies, direct broadcast satellite operators, wireless broadband and telephone providers, digital subscriber line (“DSL”) providers, fiber to the home providers, video provided over the Internet by (i) market participants that have not historically competed in the multichannel video business, (ii) traditional multichannel video distributors, and (iii) content providers that have historically licensed cable networks to multichannel video distributors, and providers of advertising over the Internet;
- general business conditions, economic uncertainty or downturn, unemployment levels and the level of activity in the housing sector;
- our ability to obtain programming at reasonable prices or to raise prices to offset, in whole or in part, the effects of higher programming costs (including retransmission consents);
- our ability to develop and deploy new products and technologies including mobile products, our cloud-based user interface, Spectrum Guide®, and downloadable security for set-top boxes, and any other cloud-based consumer services and service platforms;
- the effects of governmental regulation on our business including costs, disruptions and possible limitations on operating flexibility related to, and our ability to comply with, regulatory conditions applicable to us as a result of the Time Warner Cable Inc. and Bright House Networks, LLC transactions;
- any events that disrupt our networks, information systems or properties and impair our operating activities or our reputation;
- the ability to retain and hire key personnel;
- the availability and access, in general, of funds to meet our debt obligations prior to or when they become due and to fund our operations and necessary capital expenditures, either through (i) cash on hand, (ii) free cash flow, or (iii) access to the capital or credit markets; and
- our ability to comply with all covenants in our indentures and credit facilities, any violation of which, if not cured in a timely manner, could trigger a default of our other obligations under cross-default provisions.

All forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by this cautionary statement. We are under no duty or obligation to update any of the forward-looking statements after the date of this quarterly report.

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements.

CCO HOLDINGS, LLC AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(dollars in millions)

	September 30, 2018	December 31, 2017
	(unaudited)	
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 351	\$ 330
Accounts receivable, less allowance for doubtful accounts of \$125 and \$113, respectively	1,707	1,611
Prepaid expenses and other current assets	335	243
Total current assets	<u>2,393</u>	<u>2,184</u>
INVESTMENT IN CABLE PROPERTIES:		
Property, plant and equipment, net of accumulated depreciation of \$21,475 and \$18,049, respectively	34,293	33,552
Customer relationships, net	10,136	11,951
Franchises	67,319	67,319
Goodwill	29,554	29,554
Total investment in cable properties, net	<u>141,302</u>	<u>142,376</u>
OTHER NONCURRENT ASSETS	<u>1,347</u>	<u>1,133</u>
Total assets	<u>\$ 145,042</u>	<u>\$ 145,693</u>
LIABILITIES AND MEMBER'S EQUITY		
CURRENT LIABILITIES:		
Accounts payable and accrued liabilities	\$ 7,646	\$ 8,141
Payables to related party	523	635
Current portion of long-term debt	3,339	2,045
Total current liabilities	<u>11,508</u>	<u>10,821</u>
LONG-TERM DEBT	<u>69,135</u>	<u>68,186</u>
LOANS PAYABLE - RELATED PARTY	<u>920</u>	<u>888</u>
DEFERRED INCOME TAXES	<u>—</u>	<u>32</u>
OTHER LONG-TERM LIABILITIES	<u>1,942</u>	<u>2,184</u>
MEMBER'S EQUITY:		
Member's equity	61,515	63,559
Accumulated other comprehensive loss	(2)	(1)
Total CCO Holdings member's equity	<u>61,513</u>	<u>63,558</u>
Noncontrolling interests	24	24
Total member's equity	<u>61,537</u>	<u>63,582</u>
Total liabilities and member's equity	<u>\$ 145,042</u>	<u>\$ 145,693</u>

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

CCO HOLDINGS, LLC AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(dollars in millions)
Unaudited

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
REVENUES	\$ 10,887	\$ 10,458	\$ 32,390	\$ 30,979
COSTS AND EXPENSES:				
Operating costs and expenses (exclusive of items shown separately below)	7,018	6,705	20,742	19,871
Depreciation and amortization	2,479	2,699	7,776	7,839
Other operating expenses, net	18	145	112	374
	<u>9,515</u>	<u>9,549</u>	<u>28,630</u>	<u>28,084</u>
Income from operations	1,372	909	3,760	2,895
OTHER EXPENSES:				
Interest expense, net	(912)	(795)	(2,658)	(2,268)
Loss on extinguishment of debt	—	—	—	(35)
Gain (loss) on financial instruments, net	12	17	—	(15)
Other pension benefits (costs)	207	(17)	247	9
Other expense, net	(4)	(2)	(49)	(2)
	<u>(697)</u>	<u>(797)</u>	<u>(2,460)</u>	<u>(2,311)</u>
Income before income taxes	675	112	1,300	584
Income tax expense	(8)	(6)	(13)	(35)
Consolidated net income	667	106	1,287	549
Less: Net income attributable to noncontrolling interests	—	—	(1)	(1)
Net income attributable to CCO Holdings member	<u>\$ 667</u>	<u>\$ 106</u>	<u>\$ 1,286</u>	<u>\$ 548</u>

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

CCO HOLDINGS, LLC AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(dollars in millions)
Unaudited

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Consolidated net income	\$ 667	\$ 106	\$ 1,287	\$ 549
Foreign currency translation adjustment	—	1	(1)	1
Net impact of interest rate derivative instruments	—	1	—	4
Consolidated comprehensive income	667	108	1,286	554
Less: Comprehensive income attributable to noncontrolling interests	—	—	(1)	(1)
Comprehensive income attributable to CCO Holdings member	\$ 667	\$ 108	\$ 1,285	\$ 553

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

CCO HOLDINGS, LLC AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(dollars in millions)
Unaudited

	Nine Months Ended September 30,	
	2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES:		
Consolidated net income	\$ 1,287	\$ 549
Adjustments to reconcile consolidated net income to net cash flows from operating activities:		
Depreciation and amortization	7,776	7,839
Stock compensation expense	213	198
Accelerated vesting of equity awards	5	43
Noncash interest income, net	(243)	(284)
Other pension benefits	(247)	(9)
Loss on extinguishment of debt	—	35
Loss on financial instruments, net	—	15
Deferred income taxes	4	14
Other, net	54	82
Changes in operating assets and liabilities, net of effects from acquisitions:		
Accounts receivable	(96)	(77)
Prepaid expenses and other assets	(101)	64
Accounts payable, accrued liabilities and other	(60)	6
Receivables from and payables to related party, including deferred management fees	(88)	46
Net cash flows from operating activities	8,504	8,521
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of property, plant and equipment	(6,692)	(6,096)
Change in accrued expenses related to capital expenditures	(620)	276
Other, net	(93)	(63)
Net cash flows from investing activities	(7,405)	(5,883)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Borrowings of long-term debt	11,552	12,115
Repayments of long-term debt	(8,964)	(5,534)
Borrowings of loans payable - related parties	7	163
Payments for debt issuance costs	(29)	(83)
Contributions from parent	127	—
Distributions to parent	(3,763)	(8,641)
Distributions to noncontrolling interest	(1)	—
Other, net	(7)	(8)
Net cash flows from financing activities	(1,078)	(1,988)
NET INCREASE IN CASH AND CASH EQUIVALENTS	21	650
CASH AND CASH EQUIVALENTS, beginning of period	330	1,324
CASH AND CASH EQUIVALENTS, end of period	\$ 351	\$ 1,974
CASH PAID FOR INTEREST	\$ 2,920	\$ 2,544
CASH PAID FOR TAXES	\$ 19	\$ 21

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

CCO HOLDINGS, LLC AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)
(dollars in millions, except where indicated)

1. Organization and Basis of Presentation

Organization

CCO Holdings, LLC (together with its subsidiaries, “CCO Holdings,” or the “Company”) is the second largest cable operator in the United States and a leading broadband communications company providing video, Internet and voice services to residential and business customers. The Company also recently launched its mobile service to residential customers. In addition, the Company sells video and online advertising inventory to local, regional and national advertising customers and fiber-delivered communications and managed information technology solutions to larger enterprise customers. The Company also owns and operates regional sports networks and local sports, news and lifestyle channels and sells security and home management services to the residential marketplace.

CCO Holdings is a holding company whose principal assets are the equity interests in its operating subsidiaries. CCO Holdings is a direct subsidiary of CCH I Holdings, LLC (“CCH I”), which is an indirect subsidiary of Charter Communications, Inc. (“Charter”), Charter Communications Holdings, LLC (“Charter Holdings”) and Spectrum Management Holding Company, LLC (“Spectrum Management”). The consolidated financial statements include the accounts of CCO Holdings and all of its subsidiaries where the underlying operations reside. All significant intercompany accounts and transactions among consolidated entities have been eliminated. Charter, Charter Holdings and Spectrum Management have performed financing, cash management, treasury and other services for CCO Holdings on a centralized basis. Changes in member’s equity in the consolidated balance sheets related to these activities have been considered cash receipts (contributions) and payments (distributions) for purposes of the consolidated statements of cash flows and are reflected in financing activities.

The Company’s operations are managed and reported to its Chairman and Chief Executive Officer (“CEO”), the Company’s chief operating decision maker, on a consolidated basis. The CEO assesses performance and allocates resources based on the consolidated results of operations. Under this organizational and reporting structure, the Company has one reportable segment, cable services.

Basis of Presentation

The accompanying consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (“GAAP”) and the rules and regulations of the Securities and Exchange Commission (the “SEC”). Accordingly, certain information and footnote disclosures typically included in CCO Holdings' Annual Report on Form 10-K have been condensed or omitted for this quarterly report. The accompanying consolidated financial statements are unaudited and are subject to review by regulatory authorities. However, in the opinion of management, such financial statements include all adjustments, which consist of only normal recurring adjustments, necessary for a fair presentation of the results for the periods presented. Interim results are not necessarily indicative of results for a full year.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Areas involving significant judgments and estimates include capitalization of labor and overhead costs; depreciation and amortization costs; impairments of property, plant and equipment, intangibles and goodwill; pension benefits; income taxes; contingencies and programming expense. Actual results could differ from those estimates.

Certain prior period amounts have been reclassified to conform with the 2018 presentation.

CCO HOLDINGS, LLC AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)
(dollars in millions, except where indicated)

2. Franchises, Goodwill and Other Intangible Assets

Indefinite-lived and finite-lived intangible assets consist of the following as of September 30, 2018 and December 31, 2017:

	September 30, 2018			December 31, 2017		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Indefinite-lived intangible assets:						
Franchises	\$ 67,319	\$ —	\$ 67,319	\$ 67,319	\$ —	\$ 67,319
Goodwill	29,554	—	29,554	29,554	—	29,554
	<u>\$ 96,873</u>	<u>\$ —</u>	<u>\$ 96,873</u>	<u>\$ 96,873</u>	<u>\$ —</u>	<u>\$ 96,873</u>
Finite-lived intangible assets:						
Customer relationships	\$ 18,229	\$ (8,093)	\$ 10,136	\$ 18,229	\$ (6,278)	\$ 11,951
Other intangible assets	397	(82)	315	731	(201)	530
	<u>\$ 18,626</u>	<u>\$ (8,175)</u>	<u>\$ 10,451</u>	<u>\$ 18,960</u>	<u>\$ (6,479)</u>	<u>\$ 12,481</u>

Amortization expense related to customer relationships and other intangible assets for the three and nine months ended September 30, 2018 was \$583 million and \$1.8 billion, respectively, and \$664 million and \$2.1 billion for the three and nine months ended September 30, 2017, respectively. Effective January 1, 2018 with the adoption of Accounting Standards Update (“ASU”) 2014-09, up-front fees paid to market and serve customers who reside in residential multiple dwelling units (“MDUs”) are no longer recorded as intangibles and amortized to depreciation and amortization expense, but are now being recorded as noncurrent assets and are amortized to operating costs and expenses. See Note 15.

The Company expects amortization expense on its finite-lived intangible assets will be as follows:

Three months ended December 31, 2018	\$ 582
2019	2,153
2020	1,871
2021	1,596
2022	1,326
Thereafter	2,923
	<u>\$ 10,451</u>

Actual amortization expense in future periods will differ from these estimates as a result of new intangible asset acquisitions or divestitures, changes in useful lives, impairments and other relevant factors.

CCO HOLDINGS, LLC AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)
(dollars in millions, except where indicated)

3. Accounts Payable and Accrued Liabilities

Accounts payable and accrued liabilities consist of the following as of September 30, 2018 and December 31, 2017:

	September 30, 2018	December 31, 2017
Accounts payable – trade	\$ 551	\$ 673
Deferred revenue	498	395
Accrued liabilities:		
Programming costs	2,055	1,907
Labor	712	747
Capital expenditures	1,318	1,935
Interest	1,011	1,054
Taxes and regulatory fees	563	548
Other	938	882
	<u>\$ 7,646</u>	<u>\$ 8,141</u>

4. Long-Term Debt

Long-term debt consists of the following as of September 30, 2018 and December 31, 2017:

	September 30, 2018		December 31, 2017	
	Principal Amount	Accreted Value	Principal Amount	Accreted Value
CCO Holdings, LLC:				
5.250% senior notes due March 15, 2021	\$ 500	\$ 498	\$ 500	\$ 497
5.250% senior notes due September 30, 2022	1,250	1,237	1,250	1,235
5.125% senior notes due February 15, 2023	1,000	993	1,000	993
4.000% senior notes due March 1, 2023	500	496	500	495
5.125% senior notes due May 1, 2023	1,150	1,143	1,150	1,143
5.750% senior notes due September 1, 2023	500	497	500	496
5.750% senior notes due January 15, 2024	1,000	993	1,000	992
5.875% senior notes due April 1, 2024	1,700	1,688	1,700	1,687
5.375% senior notes due May 1, 2025	750	745	750	745
5.750% senior notes due February 15, 2026	2,500	2,466	2,500	2,464
5.500% senior notes due May 1, 2026	1,500	1,490	1,500	1,489
5.875% senior notes due May 1, 2027	800	795	800	794
5.125% senior notes due May 1, 2027	3,250	3,218	3,250	3,216
5.000% senior notes due February 1, 2028	2,500	2,465	2,500	2,462
Charter Communications Operating, LLC:				
3.579% senior notes due July 23, 2020	2,000	1,991	2,000	1,988
4.464% senior notes due July 23, 2022	3,000	2,981	3,000	2,977
Senior floating rate notes due February 1, 2024	900	903	—	—
4.500% senior notes due February 1, 2024	1,100	1,091	—	—
4.908% senior notes due July 23, 2025	4,500	4,465	4,500	4,462
3.750% senior notes due February 15, 2028	1,000	986	1,000	985
4.200% senior notes due March 15, 2028	1,250	1,239	1,250	1,238
6.384% senior notes due October 23, 2035	2,000	1,982	2,000	1,981
5.375% senior notes due April 1, 2038	800	785	—	—

CCO HOLDINGS, LLC AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)
(dollars in millions, except where indicated)

6.484% senior notes due October 23, 2045	3,500	3,466	3,500	3,466
5.375% senior notes due May 1, 2047	2,500	2,506	2,500	2,506
5.750% senior notes due April 1, 2048	1,700	1,683	—	—
6.834% senior notes due October 23, 2055	500	495	500	495
Credit facilities	9,576	9,493	9,479	9,387
Time Warner Cable, LLC:				
6.750% senior notes due July 1, 2018	—	—	2,000	2,045
8.750% senior notes due February 14, 2019	1,250	1,279	1,250	1,337
8.250% senior notes due April 1, 2019	2,000	2,060	2,000	2,148
5.000% senior notes due February 1, 2020	1,500	1,551	1,500	1,579
4.125% senior notes due February 15, 2021	700	723	700	730
4.000% senior notes due September 1, 2021	1,000	1,036	1,000	1,045
5.750% sterling senior notes due June 2, 2031 ^(a)	815	876	845	912
6.550% senior debentures due May 1, 2037	1,500	1,682	1,500	1,686
7.300% senior debentures due July 1, 2038	1,500	1,782	1,500	1,788
6.750% senior debentures due June 15, 2039	1,500	1,720	1,500	1,724
5.875% senior debentures due November 15, 2040	1,200	1,257	1,200	1,258
5.500% senior debentures due September 1, 2041	1,250	1,258	1,250	1,258
5.250% sterling senior notes due July 15, 2042 ^(b)	847	817	879	847
4.500% senior debentures due September 15, 2042	1,250	1,139	1,250	1,137
Time Warner Cable Enterprises LLC:				
8.375% senior debentures due March 15, 2023	1,000	1,202	1,000	1,232
8.375% senior debentures due July 15, 2033	1,000	1,302	1,000	1,312
Total debt	71,538	72,474	69,003	70,231
Less current portion:				
6.750% senior notes due July 1, 2018	—	—	(2,000)	(2,045)
8.750% senior notes due February 14, 2019	(1,250)	(1,279)	—	—
8.250% senior notes due April 1, 2019	(2,000)	(2,060)	—	—
Long-term debt	\$ 68,288	\$ 69,135	\$ 67,003	\$ 68,186

^(a) Principal amount includes £625 million remeasured at \$815 million and \$845 million as of September 30, 2018 and December 31, 2017, respectively, using the exchange rate at the respective dates.

^(b) Principal amount includes £650 million remeasured at \$847 million and \$879 million as of September 30, 2018 and December 31, 2017, respectively, using the exchange rate at the respective dates.

The accreted values presented in the table above represent the principal amount of the debt less the original issue discount at the time of sale, deferred financing costs, and, in regards to Time Warner Cable, LLC and Time Warner Cable Enterprises LLC debt assumed, fair value premium adjustments as a result of applying acquisition accounting plus the accretion of those amounts to the balance sheet date. However, the amount that is currently payable if the debt becomes immediately due is equal to the principal amount of the debt. In regards to the fixed-rate British pound sterling denominated notes (the “Sterling Notes”), the principal amount of the debt and any premium or discount is remeasured into U.S. dollars as of each balance sheet date. See Note 6. The Company has availability under the Charter Operating credit facilities of approximately \$3.4 billion as of September 30, 2018.

In April 2018, Charter Operating and Charter Communications Operating Capital Corp. jointly issued \$800 million aggregate principal amount of 5.375% senior notes due April 1, 2038 at a price of 98.846% of the aggregate principal amount and \$1.7 billion aggregate principal amount of 5.750% senior notes due April 1, 2048 at a price of 99.706% of the aggregate principal amount. The net proceeds, together with cash on hand, were used to repay certain existing indebtedness, including the redemption of all of the outstanding \$2.0 billion in aggregate principal amount of Time Warner Cable, LLC’s 6.750% notes due July 1, 2018, to pay related fees and expenses and for general corporate purposes, including distributions to the Company’s parent companies for funding buybacks of Charter Class A common stock and Charter Holdings common units.

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In July 2018, Charter Operating and Charter Communications Operating Capital Corp. jointly issued \$400 million aggregate principal amount of senior floating rate notes due February 1, 2024 at par and \$1.1 billion aggregate principal amount of 4.500% senior notes due February 1, 2024 at a price of 99.893% of the aggregate principal amount. In August 2018, Charter Operating and Charter Communications Operating Capital Corp. jointly issued an additional \$500 million aggregate principal amount of senior floating rate notes due February 1, 2024 at a price of 101.479% of the aggregate principal amount. Interest on the floating rate notes accrues at LIBOR plus 1.650%. The net proceeds were used to pay related fees and expenses and for general corporate purposes, including distributions to the Company's parent companies for funding buybacks of Charter Class A common stock and Charter Holdings common units.

The Charter Operating notes are guaranteed by CCO Holdings and substantially all of the operating subsidiaries of Charter Operating. In addition, the Charter Operating notes are secured by a perfected first priority security interest in substantially all of the assets of Charter Operating to the extent such liens can be perfected under the Uniform Commercial Code by the filing of a financing statement and the liens rank equally with the liens on the collateral securing obligations under the Charter Operating credit facilities. Charter Operating may redeem some or all of the Charter Operating notes at any time at a premium.

The Charter Operating notes are subject to the terms and conditions of the indenture governing the Charter Operating notes. The Charter Operating notes contain customary representations and warranties and affirmative covenants with limited negative covenants. The Charter Operating indenture also contains customary events of default.

Loss on extinguishment of debt consisted of the following for the nine months ended September 30, 2017.

	Nine Months Ended September 30, 2017
CCO Holdings notes redemption	\$ (33)
Time Warner Cable, LLC notes redemption	(1)
Charter Operating credit facility refinancing	(1)
	\$ (35)

5. Loans Payable - Related Party

Loans payable - related party as of September 30, 2018 and December 31, 2017 consists of loans from Charter Communications Holdings Company, LLC ("Charter Holdco") to the Company of \$674 million and \$655 million, respectively, and loans from Charter to the Company of \$246 million and \$233 million, respectively. Interest accrued on loans payable - related party at LIBOR plus 1.50% and 1.75% during the periods ending September 30, 2018 and December 31, 2017, respectively.

6. Accounting for Derivative Instruments and Hedging Activities

The Company uses derivative instruments to manage foreign exchange risk on the Sterling Notes, and does not hold or issue derivative instruments for speculative trading purposes.

Cross-currency derivative instruments are used to effectively convert £1.275 billion aggregate principal amount of fixed-rate British pound sterling denominated debt, including annual interest payments and the payment of principal at maturity, to fixed-rate U.S. dollar denominated debt. The cross-currency swaps have maturities of June 2031 and July 2042. The Company is required to post collateral on the cross-currency derivative instruments when the derivative contracts are in a liability position. In May 2016, the Company entered into a collateral holiday agreement for 80% of both the 2031 and 2042 cross-currency swaps, which eliminates the requirement to post collateral for three years. The fair value of the Company's cross-currency derivatives on its consolidated balance sheets was \$88 million and \$25 million included in other long-term liabilities as of September 30, 2018 and December 31, 2017, respectively.

The Company's derivative instruments are not designated as hedges and are marked to fair value each period, with the impact recorded as a gain or loss on financial instruments, net in the consolidated statements of operations. While these derivative

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instruments are not designated as hedges for accounting purposes, management continues to believe such instruments are closely correlated with the respective debt, thus managing associated risk.

The effect of financial instruments on the consolidated statements of operations is presented in the table below.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Gain (Loss) on Financial Instruments, Net:				
Change in fair value of cross-currency derivative instruments	(10)	68	\$ (63)	\$ 126
Foreign currency remeasurement of Sterling Notes to U.S. dollars	22	(50)	63	(141)
Other, net	—	(1)	—	—
	\$ 12	\$ 17	\$ —	\$ (15)

7. Fair Value Measurements

Accounting guidance establishes a three-level hierarchy for disclosure of fair value measurements, based on the transparency of inputs to the valuation of an asset or liability as of the measurement date, as follows:

- Level 1 – inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2 – inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
- Level 3 – inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Financial Assets and Liabilities

The Company has estimated the fair value of its financial instruments as of September 30, 2018 and December 31, 2017 using available market information or other appropriate valuation methodologies. Considerable judgment, however, is required in interpreting market data to develop the estimates of fair value. Accordingly, the estimates presented in the accompanying consolidated financial statements are not necessarily indicative of the amounts the Company would realize in a current market exchange.

The carrying amounts of cash and cash equivalents, receivables, payables and other current assets and liabilities approximate fair value because of the short maturity of those instruments. As of September 30, 2018 and December 31, 2017, there were no significant concentrations of financial instruments in a single investee, industry or geographic location.

Financial instruments accounted for at fair value on a recurring basis are presented in the table below.

	September 30, 2018		December 31, 2017	
	Level 1	Level 2	Level 1	Level 2
Liabilities				
Cross-currency derivative instruments	\$ —	\$ 88	\$ —	\$ 25

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A summary of the carrying value and fair value of debt as of September 30, 2018 and December 31, 2017 is as follows:

	September 30, 2018		December 31, 2017	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Senior notes and debentures	\$ 62,981	\$ 62,966	\$ 60,844	\$ 63,443
Credit facilities	\$ 9,493	\$ 9,577	\$ 9,387	\$ 9,440

The estimated fair value of the Company's senior notes and debentures as of September 30, 2018 and December 31, 2017 is based on quoted market prices in active markets and is classified within Level 1 of the valuation hierarchy, while the estimated fair value of the Company's credit facilities is based on quoted market prices in inactive markets and is classified within Level 2.

Nonfinancial Assets and Liabilities

The Company's nonfinancial assets such as equity-method investments, franchises, property, plant, and equipment, and other intangible assets are not measured at fair value on a recurring basis; however, they are subject to fair value adjustments in certain circumstances, such as when there is evidence that an impairment may exist. No material impairments were recorded during the three and nine months ended September 30, 2018 and 2017.

8. Operating Costs and Expenses

Operating costs and expenses, exclusive of items shown separately in the consolidated statements of operations, consist of the following for the periods presented:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Programming	\$ 2,778	\$ 2,699	\$ 8,333	\$ 7,952
Regulatory, connectivity and produced content	546	523	1,639	1,553
Costs to service customers	1,854	1,823	5,492	5,385
Marketing	790	761	2,310	2,286
Mobile	94	—	135	—
Other	956	899	2,833	2,695
	\$ 7,018	\$ 6,705	\$ 20,742	\$ 19,871

Programming costs consist primarily of costs paid to programmers for basic, premium, digital, video on demand and pay-per-view programming. Regulatory, connectivity and produced content costs represent payments to franchise and regulatory authorities, costs directly related to providing video, Internet and voice services as well as payments for sports, local and news content produced by the Company. Included in regulatory, connectivity and produced content costs is content acquisition costs for the Los Angeles Lakers' basketball games and Los Angeles Dodgers' baseball games, which are recorded as games are exhibited over the applicable season. Costs to service customers include costs related to field operations, network operations and customer care for the Company's residential and small and medium business customers, including internal and third-party labor for the non-capitalizable portion of installations, service and repairs, maintenance, bad debt expense, billing and collection, occupancy and vehicle costs. Marketing costs represent the costs of marketing to current and potential commercial and residential customers including labor costs. Mobile costs represent costs associated with the Company's mobile service such as device and service costs, marketing, sales and commissions, retail stores, personnel costs and taxes, among others. Other includes corporate overhead, advertising sales expenses, indirect costs associated with the Company's enterprise business customers and regional sports and news networks, property tax and insurance expense and stock compensation expense, among others.

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9. Other Operating Expenses, Net

Other operating expenses, net consist of the following for the periods presented:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Merger and restructuring costs	\$ 14	\$ 67	\$ 90	\$ 293
Special charges, net	—	80	31	86
(Gain) loss on sale of assets, net	4	(2)	(9)	(5)
	<u>\$ 18</u>	<u>\$ 145</u>	<u>\$ 112</u>	<u>\$ 374</u>

Merger and restructuring costs

Merger and restructuring costs represent costs incurred in connection with merger and acquisition transactions and related restructuring, such as advisory, legal and accounting fees, employee retention costs, employee termination costs related to the acquisition in 2016 of Time Warner Cable Inc. ("TWC") and Bright House Networks, LLC ("Bright House") and other exit costs. Changes in accruals for merger and restructuring costs are presented below:

	Employee Retention Costs	Employee Termination Costs	Transaction and Advisory Costs	Other Costs	Total
Liability, December 31, 2016	\$ 7	\$ 244	\$ 25	\$ —	\$ 276
Costs incurred	4	226	4	68	302
Cash paid	(10)	(298)	(12)	(60)	(380)
Remaining liability, December 31, 2017	1	172	17	8	198
Costs incurred	—	59	1	25	85
Cash paid	—	(155)	—	(23)	(178)
Remaining liability, September 30, 2018	<u>\$ 1</u>	<u>\$ 76</u>	<u>\$ 18</u>	<u>\$ 10</u>	<u>\$ 105</u>

In addition to the costs incurred indicated above, the Company recorded \$5 million of expense related to accelerated vesting of equity awards of terminated employees during the nine months ended September 30, 2018, and \$6 million and \$43 million during the three and nine months ended September 30, 2017, respectively.

Special charges, net

Special charges, net primarily includes employee termination costs not related to the acquisition of TWC and Bright House and net amounts of litigation settlements. The nine months ended September 30, 2018 includes a \$22 million charge related to the Company's withdrawal liability from a multiemployer pension plan while the three and nine months ended September 30, 2017 includes an \$83 million charge related to the Company's withdrawal liability from a multiemployer pension plan.

(Gain) loss on sale of assets, net

(Gain) loss on sale of assets, net represents the net (gain) loss recognized on the sales and disposals of fixed assets and cable systems.

10. Income Taxes

CCO Holdings is a single member limited liability company not subject to income tax. CCO Holdings holds all operations through indirect subsidiaries. The majority of these indirect subsidiaries are limited liability companies that are not subject to income tax. Certain indirect subsidiaries that are required to file separate returns are subject to federal and state tax. CCO Holdings' tax provision reflects the tax provision of the entities required to file separate returns.

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Generally, the taxable income, gains, losses, deductions and credits of CCO Holdings are passed through to its indirect members, Charter and Advance/Newhouse Partnership ("A/N"). Charter is responsible for its share of taxable income or loss of CCO Holdings allocated to it in accordance with the Charter Holdings Limited Liability Company Agreement ("LLC Agreement") and partnership tax rules and regulations. Charter also records financial statement deferred tax assets and liabilities related to its investment, and its underlying net assets, in CCO Holdings.

The Company recorded income tax expense of \$8 million and \$13 million for the three and nine months ended September 30, 2018, respectively, and \$6 million and \$35 million for the three and nine months ended September 30, 2017, respectively. Income tax expense decreased during the nine months ended September 30, 2018 compared to the corresponding prior period primarily due to audit settlements previously recorded as uncertain tax positions offset by state income tax accruals.

The Company has reported provisional amounts for the income tax effects of Tax Cuts & Jobs Act ("Tax Reform") for which the accounting is incomplete but a reasonable estimate could be determined. There were no specific impacts of Tax Reform that could not be reasonably estimated which the Company accounted for under prior tax law. Based on a continued analysis of the estimates and further guidance on the application of the law, it is anticipated that additional revisions may occur throughout the allowable measurement period.

In determining the Company's tax provision for financial reporting purposes, the Company establishes a reserve for uncertain tax positions unless such positions are determined to be "more likely than not" of being sustained upon examination, based on their technical merits. There is considerable judgment involved in making such a determination. The Company has recorded unrecognized tax benefits totaling approximately \$124 million and \$134 million, excluding interest and penalties, as of September 30, 2018 and December 31, 2017, respectively. The Company does not currently anticipate that its reserve for uncertain tax positions will significantly increase or decrease during 2018; however, various events could cause the Company's current expectations to change in the future. These uncertain tax positions, if ever recognized in the financial statements, would be recorded in the consolidated statements of operations as part of the income tax provision.

No tax years for Charter or Charter Holdco, the Company's indirect parent companies, for income tax purposes, are currently under examination by the Internal Revenue Service ("IRS"). Charter's 2016 and 2017 tax years remain open for examination and assessment. Charter's tax years ending 2015 through the short period return dated May 17, 2016 (prior to the acquisition of TWC and Bright House) remain subject to examination and assessment. Years prior to 2015 remain open solely for purposes of examination of Charter's loss and credit carryforwards. The IRS is currently examining Charter Holdings' income tax return for 2016. Charter Holdings' 2017 tax year remains open for examination. The IRS is currently examining TWC's income tax returns for 2011 through 2014. TWC's tax year 2015 remains subject to examination and assessment. Prior to TWC's separation from Time Warner Inc. ("Time Warner") in March 2009 (the "Separation"), TWC was included in the consolidated U.S. federal and certain state income tax returns of Time Warner. The IRS is currently examining Time Warner's 2008 through 2010 income tax returns. The Company does not anticipate that these examinations will have a material impact on the Company's consolidated financial position or results of operations. In addition, the Company is also subject to ongoing examinations of the Company's tax returns by state and local tax authorities for various periods. Activity related to these state and local examinations did not have a material impact on the Company's consolidated financial position or results of operations during the three and nine months ended September 30, 2018, nor does the Company anticipate a material impact in the future.

11. Related Party Transactions

The following sets forth certain transactions in which the Company and the directors, executive officers, and affiliates of the Company are involved.

Liberty Broadband and A/N

Under the terms of the Amended and Restated Stockholders Agreement with Liberty Broadband Corporation ("Liberty Broadband"), A/N and Charter, dated May 23, 2015, the number of Charter's directors is fixed at 13, and includes its CEO. Two designees selected by A/N are members of the board of directors of Charter and three designees selected by Liberty Broadband are members of the board of directors of Charter. The remaining eight directors are not affiliated with either A/N or Liberty Broadband. Each of A/N and Liberty Broadband is entitled to nominate at least one director to each of the committees of Charter's board of directors, subject to applicable stock exchange listing rules and certain specified voting or equity ownership thresholds

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for each of A/N and Liberty Broadband, and provided that the Nominating and Corporate Governance Committee and the Compensation and Benefit Committee each have at least a majority of directors independent from A/N, Liberty Broadband and Charter (referred to as the “unaffiliated directors”). Each of the Nominating and Corporate Governance Committee and the Compensation and Benefits Committee is currently comprised of three unaffiliated directors and one designee of each of A/N and Liberty Broadband. A/N and Liberty Broadband also have certain other committee designation and other governance rights. Mr. Thomas Rutledge, the Company’s CEO, is the chairman of the board of Charter.

In December 2017, Charter and A/N entered into an amendment to the letter agreement (the “Letter Agreement”) that requires A/N to sell to Charter or to Charter Holdings, on a monthly basis, a number of shares of Charter Class A common stock or Charter Holdings common units that represents a pro rata participation by A/N and its affiliates in any repurchases of shares of Charter Class A common stock from persons other than A/N effected by Charter during the immediately preceding calendar month, at a purchase price equal to the average price paid by Charter for the shares repurchased from persons other than A/N during such immediately preceding calendar month. A/N and Charter both have the right to terminate or suspend the pro rata repurchase arrangement on a prospective basis once Charter or Charter Holdings have repurchased shares of Class A common stock or Charter Holdings common units from A/N and its affiliates for an aggregate purchase price of \$400 million which threshold has been reached.

The Company is aware that Dr. John Malone, a director emeritus of Charter and Chairman of the board of directors and holder of 47.1% of voting interest in Liberty Broadband, may be deemed to have a 37.5% voting interest in Qurate Retail, Inc. (“Qurate,” formerly known as Liberty Interactive Corporation) and is on the board of directors of Qurate. Qurate wholly owns HSN, Inc. (“HSN”) and QVC, Inc. (“QVC”). The Company has programming relationships with HSN and QVC. For the three and nine months ended September 30, 2018, the Company recorded revenue in aggregate of approximately \$18 million and \$51 million, respectively, and for the three and nine months ended September 30, 2017, the Company recorded revenue in aggregate of approximately \$17 million and \$50 million, respectively, from HSN and QVC as part of channel carriage fees and revenue sharing arrangements for home shopping sales made to customers in the Company’s footprint.

Dr. Malone and Mr. Steven Miron, a member of Charter’s board of directors, also serve on the board of directors of Discovery Communications, Inc., (“Discovery”). The Company is aware that Dr. Malone owns 93.6% of the series B common stock of Discovery, 6% of the series C common stock of Discovery and has a 28% voting interest in Discovery for the election of directors. The Company is aware that Advance/Newhouse Programming Partnership (“A/N PP”), an affiliate of A/N and of which Mr. Miron is the CEO, owns 100% of the Series A-1 preferred stock of Discovery and 100% of the Series C-1 preferred stock of Discovery and has a 24.2% voting interest for the election of directors. A/N PP has the right to appoint three directors out of a total of eleven directors to Discovery’s board to be elected by the holders of Discovery’s Series A-1 preferred stock. The Company purchases programming from Discovery pursuant to agreements entered into prior to Dr. Malone and Mr. Miron joining Charter’s board of directors. Based on publicly available information, the Company does not believe that Discovery would currently be considered a related party. The amount paid in the aggregate to Discovery represents less than 3% of total operating costs and expenses for the three and nine months ended September 30, 2018 and 2017.

Equity Investments

The Company and its parent companies have agreements with certain equity-method investees pursuant to which the Company has made or received related party transaction payments. The Company and its parent companies recorded payments to equity-method investees totaling \$99 million and \$248 million during the three and nine months ended September 30, 2018, respectively, and \$62 million and \$208 million during the three and nine months ended September 30, 2017, respectively.

12. Contingencies

In August 2015, a purported stockholder of Charter, Matthew Sciabacucchi, filed a lawsuit in the Delaware Court of Chancery, on behalf of a putative class of Charter stockholders, challenging the transactions involving Charter, TWC, A/N, and Liberty Broadband announced by Charter on May 26, 2015. The lawsuit, which named as defendants Charter and its board of directors, alleged that the transactions resulted from breaches of fiduciary duty by Charter’s directors and that Liberty Broadband improperly benefited from the challenged transactions at the expense of other Charter stockholders. The lawsuit has proceeded to the discovery phase. Charter denies any liability, believes that it has substantial defenses, and intends to vigorously defend this lawsuit. Although Charter is unable to predict the outcome of this lawsuit, it does not expect the outcome will have a material effect on its operations, financial condition or cash flows.

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The California Attorney General and the Alameda County, California District Attorney are investigating whether certain of Charter's waste disposal policies, procedures and practices are in violation of the California Business and Professions Code and the California Health and Safety Code. That investigation was commenced in January 2014. A similar investigation involving TWC was initiated in February 2012. Charter is cooperating with these investigations. While the Company is unable to predict the outcome of these investigations, it does not expect that the outcome will have a material effect on its operations, financial condition, or cash flows.

On December 19, 2011, Sprint Communications Company L.P. ("Sprint") filed a complaint in the U.S. District Court for the District of Kansas alleging that TWC infringed certain U.S. patents purportedly relating to Voice over Internet Protocol ("VoIP") services. A trial began on February 13, 2017. On March 3, 2017 the jury returned a verdict of \$140 million against TWC and further concluded that TWC had willfully infringed Sprint's patents. The court subsequently declined to enhance the damage award as a result of the purported willful infringement and awarded Sprint an additional \$6 million, representing pre-judgment interest on the damages award. The Company has appealed the case to the United States Court of Appeals for the Federal Circuit. In addition to its appeal, the Company continues to pursue indemnity from one of its vendors and has brought a patent suit against Sprint (TC Tech, LLC v. Sprint) in the U.S. District Court for the District of Delaware implicating Sprint's LTE technology. The impact of the Sprint verdict was reflected in the measurement period adjustments to net current liabilities. The Company does not expect that the outcome of this litigation will have a material adverse effect on its operations or financial condition. The ultimate outcome of this litigation or the pursuit of indemnity against the Company's vendor cannot be predicted.

Sprint filed a second suit against Charter on December 2, 2017 in the United States District Court for the District of Delaware. This suit alleges infringement of 15 patents related to the Company's provision of VoIP services (ten of which were already asserted against Legacy TWC in the matter described above). Charter will vigorously defend this case. While the Company is unable to predict the outcome of this Sprint suit, it does not expect that this litigation will have a material effect on its operations, financial condition, or cash flows.

Sprint filed a third suit against Charter on May 17, 2018 in the United States District Court for the Eastern District of Virginia. This suit alleges infringement of three patents related to the Company's video on demand services. The Company will vigorously defend this case. While the Company is unable to predict the outcome of this litigation, it does not expect that this litigation will have a material effect on its operations, financial condition, or cash flows.

The New York Public Service Commission (the "PSC") has issued multiple orders against Charter including two orders on July 27, 2018 relating to the agreement by which the PSC approved Charter's merger with TWC. One order finds that Charter had failed to satisfy one of its merger conditions by not extending its high speed broadband network according to the PSC's recent interpretation of which homes and businesses Charter built to should count, and it directs the initiation of a court action to impose financial and other penalties on Charter. The second order, rescinds the PSC's January 2016 approval of Charter's acquisition of TWC's New York operations and directs Charter to submit a plan to effect an orderly transition to a successor provider or providers for Charter to cease operations in New York within six months of the order. As the PSC and Charter have entered into discussions with the possibility of resolving the PSC related matters, the PSC has extended such deadline on three occasions with the last extension requiring submission of an exit plan by December 24, 2018. On July 30, 2018, the PSC filed a petition for penalties and injunctive relief in the Supreme Court of the State of New York seeking penalties of \$100,000 per day from June 18, 2018 and until Charter complies with the PSC order and also seeks injunctive relief from the court to enjoin failure to comply with the New York Public Service Laws or any regulation or order of the PSC. While the Company believes the actions by the PSC are without merit and intends to defend the actions vigorously and does not believe the results of the proceedings will have a material adverse effect on Charter, no assurance can be given that, should an adverse outcome result, it would not be material to its consolidated financial condition, results of operations or liquidity. The Company cannot predict the outcome of the PSC claims, including any negotiations, nor can it reasonably estimate a range of possible loss in the event of an adverse result.

On October 23, 2015, the New York Office of the Attorney General (the "NY AG") began an investigation of TWC's advertised Internet speeds and other Internet product advertising. On February 1, 2017, the NY AG filed suit in the Supreme Court for the State of New York alleging that TWC's advertising of Internet speeds was false and misleading. The suit seeks restitution and injunctive relief. The Company continues to defend itself vigorously. Although no assurances can be made that such defenses would ultimately be successful, the Company does not expect that the outcome of this litigation will have a material adverse effect on its operations, financial condition or cash flows.

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In addition to the Sprint litigation described above, the Company and its parent companies are defendants or co-defendants in several additional lawsuits involving alleged infringement of various patents relating to various aspects of their businesses. Other industry participants are also defendants in certain of these cases. In the event that a court ultimately determines that the Company infringes on any intellectual property rights, the Company may be subject to substantial damages and/or an injunction that could require the Company or its vendors to modify certain products and services the Company offers to its subscribers, as well as negotiate royalty or license agreements with respect to the patents at issue. While the Company believes the lawsuits are without merit and intends to defend the actions vigorously, no assurance can be given that any adverse outcome would not be material to the Company's consolidated financial condition, results of operations, or liquidity. The Company cannot predict the outcome of any such claims nor can it reasonably estimate a range of possible loss.

The Company and its parent companies are parties to other lawsuits, claims and regulatory inquiries that arise in the ordinary course of conducting their business. The ultimate outcome of these other legal matters pending against the Company cannot be predicted, and although such lawsuits and claims are not expected individually to have a material adverse effect on the Company's consolidated financial condition, results of operations or liquidity, such lawsuits could have, in the aggregate, a material adverse effect on the Company's consolidated financial condition, results of operations or liquidity. Whether or not the Company ultimately prevails in any particular lawsuit or claim, litigation can be time consuming and costly and injure the Company's reputation.

13. Stock Compensation Plans

Charter's 2009 Stock Incentive Plan provides for grants of nonqualified stock options, incentive stock options, stock appreciation rights, dividend equivalent rights, performance units and performance shares, share awards, phantom stock, restricted stock units and restricted stock. Directors, officers and other employees of the Company and its subsidiaries, as well as others performing consulting services for the Company, are eligible for grants under the 2009 Stock Incentive Plan.

Charter granted the following equity awards for the periods presented.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Stock options	24,200	20,900	1,490,700	1,167,100
Restricted stock	500	—	10,200	9,500
Restricted stock units	13,500	5,100	518,900	283,000

Charter stock options and restricted stock units generally cliff vest upon the three year anniversary of each grant. Certain stock options and restricted stock units vest based on achievement of stock price hurdles. Stock options generally expire ten years from the grant date and restricted stock units have no voting rights. Restricted stock generally vests one year from the date of grant. TWC restricted stock units that were converted into Charter restricted stock units generally vest 50% on each of the third and fourth anniversary of the grant date.

As of September 30, 2018, total unrecognized compensation remaining to be recognized in future periods totaled \$235 million for stock options, \$2 million for restricted stock and \$224 million for restricted stock units and the weighted average period over which they are expected to be recognized is two years for stock options, one year for restricted stock and two years for restricted stock units.

The Company recorded \$71 million and \$213 million of stock compensation expense for the three and nine months ended September 30, 2018, respectively, and \$64 million and \$198 million for the three and nine months ended September 30, 2017, respectively, which is included in operating costs and expenses. The Company also recorded \$5 million for the nine months ended September 30, 2018, and \$6 million and \$43 million for the three and nine months ended September 30, 2017, respectively, of expense related to accelerated vesting of equity awards of terminated employees, which is recorded in merger and restructuring costs in other operating expenses, net in the consolidated statements of operations.

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14. Employee Benefit Plans

The Company sponsors two qualified defined benefit pension plans, the TWC Pension Plan and the TWC Union Pension Plan, that provide pension benefits to a majority of employees who were employed by TWC before the acquisition of TWC. The Company also provides a nonqualified defined benefit pension plan for certain employees under the TWC Excess Pension Plan.

Pension benefits are based on formulas that reflect the employees' years of service and compensation during their employment period. Actuarial gains or losses are changes in the amount of either the benefit obligation or the fair value of plan assets resulting from experience different from that assumed or from changes in assumptions. The Company has elected to follow a mark-to-market pension accounting policy for recording the actuarial gains or losses annually during the fourth quarter, or earlier if a remeasurement event occurs during an interim period. No future compensation increases or future service will be credited to participants of the pension plans given the frozen nature of the plans.

The components of net periodic pension benefit (costs) for the three and nine months ended September 30, 2018 and 2017 are recorded in other pension benefits (costs) in the consolidated statements of operations and consisted of the following:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Interest cost	\$ (32)	\$ (33)	\$ (96)	\$ (101)
Expected return on plan assets	52	46	156	140
Remeasurement gain (loss), net	187	(30)	187	(30)
Net periodic pension benefit (costs)	\$ 207	\$ (17)	\$ 247	\$ 9

During the three and nine months ended September 30, 2018 and 2017, settlements for lump-sum distributions to qualified and nonqualified pension plan participants exceeded the estimated annual interest cost of the plans. As a result, the pension liability and pension asset values were reassessed as of September 30, 2018 and 2017 utilizing remeasurement date assumptions in accordance with the Company's mark-to-market pension accounting policy to record gains and losses in the period in which a remeasurement event occurs. The \$187 million remeasurement gain recorded during the three and nine months ended September 30, 2018 was primarily driven by the effects of an increase of the discount rate from 3.68% at December 31, 2017 to 4.24% at September 30, 2018. This was partially offset by a loss to record pension assets to fair value at September 30, 2018. The \$30 million remeasurement loss recorded during the three and nine months ended September 30, 2017 was primarily driven by the adoption of the revised lump sum conversion mortality tables published by the Internal Revenue Service effective January 1, 2018, and the effects of a decrease of the discount rate from 4.20% at December 31, 2016 to 3.88% at September 30, 2017. The effects of these changes were partially offset by a gain to record pension assets to fair value at September 30, 2017. The expected long-term rate of return on plan assets has decreased from 6.50% at December 31, 2017 to 5.75% at September 30, 2018 reflecting changes in the mix of plan assets.

The Company made no cash contributions to the qualified pension plans during the three and nine months ended September 30, 2018 and 2017; however, the Company may make discretionary cash contributions to the qualified pension plans in the future. Such contributions will be dependent on a variety of factors, including current and expected interest rates, asset performance, the funded status of the qualified pension plans and management's judgment. For the nonqualified unfunded pension plan, the Company will continue to make contributions during 2018 to the extent benefits are paid.

15. Recently Issued Accounting Standards

Accounting Standards Adopted January 1, 2018

ASU No. 2014-09, Revenue from Contracts with Customers ("ASU 2014-09")

In May 2014, the Financial Accounting Standards Board ("FASB") issued ASU 2014-09 which is a comprehensive revenue recognition standard that superseded nearly all revenue recognition guidance under U.S. GAAP. ASU 2014-09 provides a single principles-based, five step model to be applied to all contracts with customers, which steps are to (1) identify the contract(s) with

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the customer, (2) identify the performance obligations in the contract, (3) determine the transaction price, (4) allocate the transaction price to the performance obligations in the contract and (5) recognize revenue when each performance obligation is satisfied.

The Company adopted ASU 2014-09 as of January 1, 2018 using the modified retrospective transition method with a cumulative-effect adjustment to equity. The adoption of ASU 2014-09 did not have a material impact on the Company's financial position or results of operation. Previously reported results will not be restated under this transition method. The adoption results in the deferral of residential and small and medium business installation revenues and enterprise commission expenses over a period of time instead of recognized immediately. The adoption also results in the reclassification of the amortization of up-front fees paid to market and serve customers who reside in residential MDUs to operating costs and expenses instead of amortized as an intangible to depreciation and amortization expense.

The January 1, 2018 adoption cumulative-effect adjustment consisted of an increase to other noncurrent assets of \$120 million, an increase to accounts payable and accrued liabilities of \$71 million, an increase to deferred income tax liabilities of \$11 million and an increase to total shareholders' equity of \$38 million. The Company applied the cumulative-effect adjustment to all contracts as of January 1, 2018. Operating results for the three and nine months ended September 30, 2018 are not materially different than results that would have been reported under guidance in effect before application of ASU 2014-09.

Nature of Services

Residential Services

Residential customers are offered video, Internet and voice services primarily on a subscription basis. Residential customers may generally cancel their subscriptions at any time without penalty. Each subscription service provided is accounted for as a distinct performance obligation and revenue is recognized ratably over a one month service period as the subscription services are delivered. Each optional service purchased is generally accounted for as a distinct performance obligation when purchased and revenue is recognized when the service is provided.

Residential video customers have the option to purchase additional tiers of services, as well as video-on-demand ("VOD") programming and pay-per-view programming on a per-event basis. Video revenues consist primarily of revenues from the selected programming service tier, as well as VOD fees, pay-per-view fees, retransmission fees, regulatory fees, equipment service fees and video installation fees.

Residential Internet customers receive data download and upload services with speeds dependent on the selected tier of service. Customers are also offered a security suite, an in-home WiFi product, and an out-of-home WiFi service. Internet revenues consist primarily of data services, WiFi service fees and Internet installation fees.

Residential voice customers receive unlimited local and long distance calling to United States, Canada, Mexico, and Puerto Rico, voicemail, call waiting, caller ID, call forward and other features. Customers may also purchase international calling either by the minute, or through packages of minutes per month. Voice revenues consist primarily of voice services and regulatory fees.

Small and Medium Business

Small and medium business customers are offered video, Internet and voice services similar to those provided to residential customers. Small and medium business customers may generally cancel their subscriptions at any time without penalty. Each subscription service provided is accounted for as a distinct performance obligation and revenue is recognized ratably over a one month service period as the subscription services are delivered.

Enterprise Solutions

Enterprise Solutions include fiber-delivered communications and managed information technology solutions to larger businesses, as well as high-capacity last-mile data connectivity services to mobile and wireline carriers, Internet service providers, and other competitive carriers on a wholesale basis. Services are primarily offered on a subscription basis with a contractually specified and non-cancelable service period. The non-cancelable contract terms for enterprise services generally range from two to seven years. Each subscription service provided is accounted for as a distinct performance obligation and revenue is recognized ratably over the contract period as the subscription services are delivered. Enterprise subscription services are billed as monthly recurring

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charges to customers and related installation services, if applicable, are billed upon completion of the customer installation. Installation services are not accounted for as distinct performance obligations, but rather a component of the connectivity services, and therefore upfront installation fees are deferred and recognized as revenue over the related contract period.

Advertising Services

The Company offers local, regional and national businesses the opportunity to advertise in individual and multiple markets on cable television networks and digital outlets. Placement of advertising is accounted for as a distinct performance obligation and revenue is recognized at the point in time when the advertising is distributed. In some markets, the Company has formed advertising interconnects or entered into representation agreements with other video distributors, under which the Company sells advertising on behalf of those distributors. In other markets, the Company has entered into representation agreements under which another operator in the area will sell advertising on the Company's behalf. For representation arrangements in which the Company controls the sale of advertising and acts as the principal to the transaction, the Company recognizes revenue earned from the advertising customer on a gross basis and the amount remitted to the distributor as an operating expense. For other representation arrangements in which the Company does not control the sale of advertising and acts as an agent to the transaction, the Company recognizes revenue net of any fee remitted to the distributor.

Mobile

At the end of the second quarter of 2018, the Company launched its mobile product which is available to residential customers subscribing to its Internet service. Mobile services are sold under an unlimited data plan or a by-the-gig data usage plan and revenue is recognized as the services are provided. Customers can purchase mobile devices and accessory products and have the option to pay for devices under an installment plan. Revenue is recognized from the sale of devices at the time of shipment.

The Company's revenues by product line are as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Video	\$ 4,332	\$ 4,208	\$ 12,987	\$ 12,401
Internet	3,809	3,555	11,286	10,464
Voice	512	611	1,599	1,955
Residential revenue	8,653	8,374	25,872	24,820
Small and medium business	922	896	2,737	2,652
Enterprise	632	594	1,881	1,761
Commercial revenue	1,554	1,490	4,618	4,413
Advertising sales	440	373	1,223	1,091
Mobile	17	—	17	—
Other	223	221	660	655
	<u>\$ 10,887</u>	<u>\$ 10,458</u>	<u>\$ 32,390</u>	<u>\$ 30,979</u>

Fees imposed on the Company by various governmental authorities are passed through on a monthly basis to the Company's customers and are periodically remitted to authorities. Fees of \$239 million and \$730 million for the three and nine months ended September 30, 2018, respectively, and \$244 million and \$717 million for the three and nine months ended September 30, 2017, respectively, are reported in video, voice, mobile and commercial revenues, on a gross basis with a corresponding operating expense because the Company is acting as a principal. Certain taxes, such as sales taxes imposed on the Company's customers, collected and remitted to state and local authorities, are recorded on a net basis because the Company is acting as an agent in such situation.

A significant portion of our revenue is derived from customers who may generally cancel their subscriptions at any time without penalty. As such, the amount of revenue related to unsatisfied performance obligations is not necessarily indicative of the future revenue to be recognized from our existing customer base. Revenue from customers with a contractually specified term and non-

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cancelable service period will be recognized over the term of such contracts, which is generally two to seven years for our enterprise contracts.

Significant Judgments

The Company often provides multiple services to a customer. Provision of customer premise equipment, installation services, and additional service tiers may have a significant level of integration and interdependency with the subscription video, Internet, voice, or connectivity services provided. Judgment is required to determine whether provision of customer premise equipment, installation services, and additional service tiers are considered distinct and accounted for separately, or not distinct and accounted for together with the subscription services.

Allocation of the transaction price to the distinct performance obligations in bundled residential service subscriptions requires judgment. The transaction price for a bundle of residential services is frequently less than the sum of the standalone selling prices of each individual service. The Company allocates the residential services bundle discount among the services to which the discount relates based on the relative standalone selling prices of those services. Standalone selling prices for the Company's residential video and Internet services are directly observable, while standalone selling price for the Company's residential voice service is estimated using the adjusted market assessment approach which relies upon information from peers and competitors who sell residential voice services individually.

The Company believes residential and small and medium business non-refundable upfront installation fees charged to customers result in a material right to renew the contract as such fees are not required to be paid upon subsequent renewals. The residential and small and medium business upfront fee is deferred over the period the fee remains material to the customer, which the Company has estimated to be approximately six months. Estimation of the period the fee remains material to the customer requires consideration of both quantitative and qualitative factors including average installation fee, average revenue per customer, and customer behavior, among others.

Contract Liabilities

Timing of revenue recognition may differ from the timing of invoicing to customers. Residential, small and medium business, and enterprise customers are invoiced for subscription services in advance of the service period. Deferred revenue liabilities, or contract liabilities, are recorded when the Company collects payments in advance of performing the services. Deferred revenue liabilities, or contract liabilities, are also recorded when the Company invoices customers upfront for installation services that are recognized as revenue over time. Residential and small and medium business installation revenues are deferred over the period the fee remains material to the customer. Enterprise installation revenues are deferred using a portfolio approach over the average contract life of each enterprise service category. As of September 30, 2018, current deferred revenue liabilities consisting of refundable customer prepayments of \$410 million and upfront installation fees of \$88 million were included in accounts payable and accrued liabilities. As of September 30, 2018, long-term deferred revenue liabilities consisting of enterprise upfront installation fees of \$34 million were included in other long-term liabilities.

Contract Costs

The Company recognizes an asset for incremental costs of obtaining a contract with a customer if the amortization period of those costs is expected to be longer than one year and the costs are expected to be recovered. Enterprise sales commission costs meet the requirements to be deferred and, as a result, are recognized using a portfolio approach over a commission expense weighted-average enterprise contract period. Deferred enterprise commission costs are included in other noncurrent assets in the consolidated balance sheet and totaled \$138 million as of September 30, 2018. As the amortization period of residential and small and medium business commissions costs is less than one year, the Company applies the practical expedient that allows such costs to be expensed as incurred. The Company has determined that the amortization period associated with residential and small and medium business commission costs is less than one year based on qualitative and quantitative factors.

The Company recognizes an asset for costs incurred to fulfill a contract when those costs are directly related to services provided under the contract, generate or enhance resources of the entity that will be used in performing service obligations under the contract, and are expected to be recovered. Up-front fees paid to MDUs, such as apartment building owners, in order to gain access to market and serve tenants who reside within the MDU meet the requirements to be deferred and, as a result, are recognized over the term of the MDU contract. Deferred upfront MDU fees are amortized on a straight-line basis and are included in other noncurrent

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assets in the consolidated balance sheet and totaled \$266 million as of September 30, 2018. Amortization expense of \$16 million and \$46 million was included in regulatory, connectivity and produced content within operating expenses in the consolidated statements of operations for the three and nine months ended September 30, 2018, respectively. Residential and small and medium business installation costs not capitalized into property, plant and equipment are expensed as incurred under cable industry-specific guidance.

ASU No. 2016-15, Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments ("ASU 2016-15")

In August 2016, the FASB issued ASU 2016-15 which clarifies how entities should classify cash receipts and cash payments related to eight specific cash flow matters on the statement of cash flows, with the objective of reducing existing diversity in practice. The Company adopted ASU 2016-15 on January 1, 2018. The adoption of ASU 2016-15 did not have a material impact to the Company's consolidated financial statements.

ASU No. 2016-16, Income Taxes (Topic 740): Intra-Entity Transfers of Assets Other Than Inventory ("ASU 2016-16")

In October 2016, the FASB issued ASU 2016-16 which requires both the selling entity and the buying entity in an intra-entity asset transfer (other than the transfer of inventory) to immediately recognize the current and deferred income tax consequences of the transaction. Income tax effects of intra-entity transfers of inventory will continue to be deferred until the inventory has been sold to a third party. The Company adopted the standard on January 1, 2018, using a modified retrospective approach, with the cumulative-effect adjustment recognized directly to shareholders equity for the income tax effects of intra-entity asset transfers (other than transfers of inventory) that happened before the adoption date. The Company identified a \$39 million increase to total shareholders' equity and corresponding increase to deferred tax assets related to the adoption, which was recorded during the three months ended September 30, 2018.

ASU No. 2016-18, Statement of Cash Flows (Topic 230): Restricted Cash ("ASU 2016-18")

In November 2016, the FASB issued ASU 2016-18 which requires that amounts generally described as restricted cash to be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. ASU 2016-18 does not provide a definition of restricted cash or restricted cash equivalents. The Company adopted ASU 2016-18 on January 1, 2018. The new guidance will only be applicable to amounts described by the Company as restricted cash. The adoption of ASU 2016-18 did not have a material impact to the Company's consolidated financial statements.

ASU No. 2017-09, Scope of Modification Accounting ("ASU 2017-09")

In May 2017, the FASB issued ASU 2017-09 which amends the scope of modification accounting for share-based payment arrangements. The ASU provides guidance on the types of changes to the terms or conditions of share-based payment awards to which an entity would be required to apply modification accounting. ASU 2017-09 is applied prospectively to awards modified on or after the effective date. The Company adopted ASU 2017-09 on January 1, 2018. The adoption of ASU 2017-09 did not have a material impact to the Company's consolidated financial statements.

Accounting Standards Not Yet Adopted

ASU No. 2016-02, Leases ("ASU 2016-02")

In February 2016, the FASB issued ASU 2016-02 which requires lessees to recognize almost all leases on their balance sheet as a right-of-use asset and a lease liability. Lessees are allowed to account for short-term leases (i.e., leases with a term of 12 months or less) off-balance sheet, consistent with current operating lease accounting. For income statement purposes, the FASB retained a dual model, requiring leases to be classified as either operating or finance. Classification will be based on criteria that are largely similar to those applied in current lease accounting, but without explicit bright lines.

The Company plans to adopt ASU 2016-02 using the modified retrospective approach with a cumulative-effect adjustment recorded at the beginning of the period of adoption (January 1, 2019). Therefore, upon adoption, the Company will recognize and measure operating leases on the consolidated balance sheet without revising comparative period information or disclosure. The modified retrospective approach includes a number of optional practical expedients that entities may elect to apply. The Company anticipates

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electing the transition package practical expedient which would eliminate the reassessment of past leases, classification and initial direct costs. The Company anticipates adopting the land easements practical expedient which allows adopters the ability not to retrospectively treat land easements as leases; however, must apply lease accounting prospectively to land easements if they meet the definition of a lease.

The Company's adoption process of ASU 2016-02 is ongoing, including evaluating and quantifying the impact on its consolidated financial statements, identifying the population of leases (and embedded leases), implementing a selected technology solution and collecting and validating lease data. Although the Company has not yet completed the evaluation of the new standard, or quantified its impact, the Company expects its lease obligations designated as operating leases (as disclosed in Note 18 to the audited consolidated financial statements in its most recent Annual Report on Form 10-K) will be reported on the consolidated balance sheet upon adoption.

ASU No. 2017-04, Simplifying the Test for Goodwill Impairment ("ASU 2017-04")

In January 2017, the FASB issued ASU 2017-04 which eliminates step two from the goodwill impairment test. Under the new standard, to the extent the carrying amount of a reporting unit exceeds the fair value, the Company will record an impairment charge equal to the difference. The impairment charge recognized should not exceed the total amount of goodwill allocated to the reporting unit. ASU 2017-04 will be effective for interim and annual periods beginning after December 15, 2019 (January 1, 2020 for the Company). Early adoption is permitted for interim or annual goodwill impairment tests performed after January 1, 2017. The Company is currently in the process of evaluating the impact that the adoption of ASU 2017-04 will have on its consolidated financial statements.

ASU No. 2018-13, Changes to the Disclosure Requirements for Fair Value Measurement ("ASU 2018-13")

In August 2018, the FASB issued ASU 2018-13 which amends fair value measurement disclosure requirements aiming to improve the overall usefulness of disclosures to financial statement users and reduce unnecessary costs to companies when preparing the disclosures. ASU 2018-13 will be effective for interim and annual periods beginning after December 15, 2019 (January 1, 2020 for the Company). Early adoption is permitted. The Company does not expect the adoption of ASU 2018-13 to have a material impact on its consolidated financial statements.

ASU No. 2018-14, Changes to the Disclosure Requirements for Defined Benefit Plans ("ASU 2018-14")

In August 2018, the FASB issued ASU 2018-14 which amends Accounting Standards Codification 715 to add, remove, and clarify disclosure requirements related to defined benefit pension and other postretirement plans. ASU 2018-14 will be effective for interim and annual periods beginning after December 15, 2021 (January 1, 2022 for the Company). Early adoption is permitted. The Company does not expect the adoption of ASU 2018-14 to have a material impact on its consolidated financial statements.

ASU No. 2018-15, Customer's Accounting for Implementation Costs in a Cloud Computing Arrangement That Is a Service Contract ("ASU 2018-15")

In August 2018, the FASB issued ASU 2018-15 which requires upfront implementation costs incurred in a cloud computing arrangement (or hosting arrangement) that is a service contract to be amortized to hosting expense over the term of the arrangement, beginning when the module or component of the hosting arrangement is ready for its intended use. ASU 2018-15 will be effective for annual and interim periods beginning after December 15, 2019 (January 1, 2020 for the Company). Early adoption is permitted. The Company is currently in the process of evaluating the impact that the adoption of ASU 2018-15 will have on its consolidated financial statements.

16. Consolidating Schedules

Each of Charter Operating, TWC, LLC, TWCE, CCO Holdings and certain subsidiaries jointly, severally, fully and unconditionally guarantee the outstanding debt securities of the others (other than the CCO Holdings notes) on an unsecured senior basis and the condensed consolidating financial information has been prepared and presented pursuant to SEC Regulation S-X Rule 3-10, *Financial Statements of Guarantors and Issuers of Guaranteed Securities Registered or Being Registered*. Certain Charter Operating subsidiaries that are regulated telephone entities only become guarantor subsidiaries upon approval by regulators. This information is not intended

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to present the financial position, results of operations and cash flows of the individual companies or groups of companies in accordance with generally accepted accounting principles.

The “Charter Operating and Restricted Subsidiaries” column is presented to comply with the terms of the Credit Agreement.

Condensed consolidating financial statements as of September 30, 2018 and December 31, 2017 and for the nine months ended September 30, 2018 and 2017 follow.

CCO Holdings, LLC and Subsidiaries
Condensed Consolidating Balance Sheets
As of September 30, 2018

	Guarantor Subsidiaries			CCO Holdings Consolidated
	CCO Holdings	Charter Operating and Restricted Subsidiaries	Eliminations	
ASSETS				
CURRENT ASSETS:				
Cash and cash equivalents	\$ —	\$ 351	\$ —	\$ 351
Accounts receivable, net	—	1,707	—	1,707
Receivables from related party	53	—	(53)	—
Prepaid expenses and other current assets	—	335	—	335
Total current assets	<u>53</u>	<u>2,393</u>	<u>(53)</u>	<u>2,393</u>
INVESTMENT IN CABLE PROPERTIES:				
Property, plant and equipment, net	—	34,293	—	34,293
Customer relationships, net	—	10,136	—	10,136
Franchises	—	67,319	—	67,319
Goodwill	—	29,554	—	29,554
Total investment in cable properties, net	<u>—</u>	<u>141,302</u>	<u>—</u>	<u>141,302</u>
INVESTMENT IN SUBSIDIARIES	79,969	—	(79,969)	—
LOANS RECEIVABLE – RELATED PARTY	526	—	(526)	—
OTHER NONCURRENT ASSETS	—	1,347	—	1,347
Total assets	<u>\$ 80,548</u>	<u>\$ 145,042</u>	<u>\$ (80,548)</u>	<u>\$ 145,042</u>
LIABILITIES AND MEMBER’S EQUITY				
CURRENT LIABILITIES:				
Accounts payable and accrued liabilities	\$ 311	\$ 7,335	\$ —	\$ 7,646
Payables to related party	—	576	(53)	523
Current portion of long-term debt	—	3,339	—	3,339
Total current liabilities	<u>311</u>	<u>11,250</u>	<u>(53)</u>	<u>11,508</u>
LONG-TERM DEBT	18,724	50,411	—	69,135
LOANS PAYABLE – RELATED PARTY	—	1,446	(526)	920
OTHER LONG-TERM LIABILITIES	—	1,942	—	1,942
MEMBER’S EQUITY				
Controlling interest	61,513	79,969	(79,969)	61,513
Noncontrolling interests	—	24	—	24
Total member’s equity	<u>61,513</u>	<u>79,993</u>	<u>(79,969)</u>	<u>61,537</u>
Total liabilities and member’s equity	<u>\$ 80,548</u>	<u>\$ 145,042</u>	<u>\$ (80,548)</u>	<u>\$ 145,042</u>

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CCO Holdings, LLC and Subsidiaries
Condensed Consolidating Balance Sheets
As of December 31, 2017

	Guarantor Subsidiaries			CCO Holdings Consolidated
	CCO Holdings	Charter Operating and Restricted Subsidiaries	Eliminations	
ASSETS				
CURRENT ASSETS:				
Cash and cash equivalents	\$ —	\$ 330	\$ —	\$ 330
Accounts receivable, net	—	1,611	—	1,611
Receivables from related party	55	—	(55)	—
Prepaid expenses and other current assets	—	243	—	243
Total current assets	<u>55</u>	<u>2,184</u>	<u>(55)</u>	<u>2,184</u>
INVESTMENT IN CABLE PROPERTIES:				
Property, plant and equipment, net	—	33,552	—	33,552
Customer relationships, net	—	11,951	—	11,951
Franchises	—	67,319	—	67,319
Goodwill	—	29,554	—	29,554
Total investment in cable properties, net	<u>—</u>	<u>142,376</u>	<u>—</u>	<u>142,376</u>
INVESTMENT IN SUBSIDIARIES	81,980	—	(81,980)	—
LOANS RECEIVABLE – RELATED PARTY	511	—	(511)	—
OTHER NONCURRENT ASSETS	—	1,133	—	1,133
Total assets	<u>\$ 82,546</u>	<u>\$ 145,693</u>	<u>\$ (82,546)</u>	<u>\$ 145,693</u>
LIABILITIES AND MEMBER'S EQUITY				
CURRENT LIABILITIES:				
Accounts payable and accrued liabilities	\$ 280	\$ 7,861	\$ —	\$ 8,141
Payables to related party	—	690	(55)	635
Current portion of long-term debt	—	2,045	—	2,045
Total current liabilities	<u>280</u>	<u>10,596</u>	<u>(55)</u>	<u>10,821</u>
LONG-TERM DEBT	18,708	49,478	—	68,186
LOANS PAYABLE – RELATED PARTY	—	1,399	(511)	888
DEFERRED INCOME TAXES	—	32	—	32
OTHER LONG-TERM LIABILITIES	—	2,184	—	2,184
MEMBER'S EQUITY				
Controlling interest	63,558	81,980	(81,980)	63,558
Noncontrolling interests	—	24	—	24
Total member's equity	<u>63,558</u>	<u>82,004</u>	<u>(81,980)</u>	<u>63,582</u>
Total liabilities and member's equity	<u>\$ 82,546</u>	<u>\$ 145,693</u>	<u>\$ (82,546)</u>	<u>\$ 145,693</u>

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CCO Holdings, LLC and Subsidiaries
Condensed Consolidating Statements of Operations
For the nine months ended September 30, 2018

	<u>Guarantor Subsidiaries</u>			<u>CCO Holdings Consolidated</u>
	<u>CCO Holdings</u>	<u>Charter Operating and Restricted Subsidiaries</u>	<u>Eliminations</u>	
REVENUES	\$ —	\$ 32,390	\$ —	\$ 32,390
COSTS AND EXPENSES:				
Operating costs and expenses (exclusive of items shown separately below)	—	20,742	—	20,742
Depreciation and amortization	—	7,776	—	7,776
Other operating expenses, net	—	112	—	112
	—	28,630	—	28,630
Income from operations	—	3,760	—	3,760
OTHER INCOME (EXPENSES):				
Interest income (expense), net	(762)	(1,896)	—	(2,658)
Other pension benefits	—	247	—	247
Other expense, net	—	(49)	—	(49)
Equity in income of subsidiaries	2,048	—	(2,048)	—
	1,286	(1,698)	(2,048)	(2,460)
Income before income taxes	1,286	2,062	(2,048)	1,300
Income tax expense	—	(13)	—	(13)
Consolidated net income	1,286	2,049	(2,048)	1,287
Less: Net income attributable to noncontrolling interests	—	(1)	—	(1)
Net income	\$ 1,286	\$ 2,048	\$ (2,048)	\$ 1,286

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	<u>Guarantor Subsidiaries</u>			<u>CCO Holdings Consolidated</u>
	<u>CCO Holdings</u>	<u>Charter Operating and Restricted Subsidiaries</u>	<u>Eliminations</u>	
REVENUES	\$ —	\$ 30,979	\$ —	\$ 30,979
COSTS AND EXPENSES:				
Operating costs and expenses (exclusive of items shown separately below)	—	19,871	—	19,871
Depreciation and amortization	—	7,839	—	7,839
Other operating expenses, net	—	374	—	374
	—	28,084	—	28,084
Income from operations	—	2,895	—	2,895
OTHER INCOME (EXPENSES):				
Interest income (expense), net	(631)	(1,637)	—	(2,268)
Loss on extinguishment of debt	(33)	(2)	—	(35)
Loss on financial instruments, net	—	(15)	—	(15)
Other pension benefits	—	9	—	9
Other expense, net	—	(2)	—	(2)
Equity in income of subsidiaries	1,212	—	(1,212)	—
	548	(1,647)	(1,212)	(2,311)
Income before income taxes	548	1,248	(1,212)	584
Income tax expense	—	(35)	—	(35)
Consolidated net income	548	1,213	(1,212)	549
Less: Net income attributable to noncontrolling interests	—	(1)	—	(1)
Net income	\$ 548	\$ 1,212	\$ (1,212)	\$ 548

CCO HOLDINGS, LLC AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)
(dollars in millions, except where indicated)

CCO Holdings, LLC and Subsidiaries
Condensed Consolidating Statements of Comprehensive Income
For the nine months ended September 30, 2018

	<u>Guarantor Subsidiaries</u>			<u>CCO Holdings Consolidated</u>
	<u>CCO Holdings</u>	<u>Charter Operating and Restricted Subsidiaries</u>	<u>Eliminations</u>	
Consolidated net income	\$ 1,286	\$ 2,049	\$ (2,048)	\$ 1,287
Foreign currency translation adjustment	(1)	(1)	1	(1)
Consolidated comprehensive income	1,285	2,048	(2,047)	1,286
Less: Comprehensive income attributable to noncontrolling interests	—	(1)	—	(1)
Comprehensive income	<u>\$ 1,285</u>	<u>\$ 2,047</u>	<u>\$ (2,047)</u>	<u>\$ 1,285</u>

CCO Holdings, LLC and Subsidiaries
Condensed Consolidating Statements of Comprehensive Income
For the nine months ended September 30, 2017

	<u>Guarantor Subsidiaries</u>			<u>CCO Holdings Consolidated</u>
	<u>CCO Holdings</u>	<u>Charter Operating and Restricted Subsidiaries</u>	<u>Eliminations</u>	
Consolidated net income	\$ 548	\$ 1,213	\$ (1,212)	\$ 549
Net impact of interest rate derivative instruments	4	4	(4)	4
Foreign currency translation adjustment	1	1	(1)	1
Consolidated comprehensive income	553	1,218	(1,217)	554
Less: Comprehensive income attributable to noncontrolling interests	—	(1)	—	(1)
Comprehensive income	<u>\$ 553</u>	<u>\$ 1,217</u>	<u>\$ (1,217)</u>	<u>\$ 553</u>

CCO HOLDINGS, LLC AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)
(dollars in millions, except where indicated)

CCO Holdings, LLC and Subsidiaries
Condensed Consolidating Statements of Cash Flows
For the nine months ended September 30, 2018

	<u>Guarantor Subsidiaries</u>			<u>CCO Holdings Consolidated</u>
	<u>CCO Holdings</u>	<u>Charter Operating and Restricted Subsidiaries</u>	<u>Eliminations</u>	
NET CASH FLOWS FROM OPERATING ACTIVITIES	\$ (728)	\$ 9,232	\$ —	\$ 8,504
CASH FLOWS FROM INVESTING ACTIVITIES:				
Purchases of property, plant and equipment	—	(6,692)	—	(6,692)
Change in accrued expenses related to capital expenditures	—	(620)	—	(620)
Contributions to subsidiaries	(127)	—	127	—
Distributions from subsidiaries	4,491	—	(4,491)	—
Other, net	—	(93)	—	(93)
Net cash flows from investing activities	4,364	(7,405)	(4,364)	(7,405)
CASH FLOWS FROM FINANCING ACTIVITIES:				
Borrowings of long-term debt	—	11,552	—	11,552
Repayments of long-term debt	—	(8,964)	—	(8,964)
Borrowings of loans payable - related parties	—	7	—	7
Payments for debt issuance costs	—	(29)	—	(29)
Distributions to noncontrolling interest	—	(1)	—	(1)
Contributions from parent	127	127	(127)	127
Distributions to parent	(3,763)	(4,491)	4,491	(3,763)
Other, net	—	(7)	—	(7)
Net cash flows from financing activities	(3,636)	(1,806)	4,364	(1,078)
NET INCREASE IN CASH AND CASH EQUIVALENTS	—	21	—	21
CASH AND CASH EQUIVALENTS, beginning of period	—	330	—	330
CASH AND CASH EQUIVALENTS, end of period	\$ —	\$ 351	\$ —	\$ 351

CCO HOLDINGS, LLC AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)
(dollars in millions, except where indicated)

CCO Holdings, LLC and Subsidiaries
Condensed Consolidating Statements of Cash Flows
For the nine months ended September 30, 2017

	Guarantor Subsidiaries			CCO Holdings Consolidated
	CCO Holdings	Charter Operating and Restricted Subsidiaries	Eliminations	
NET CASH FLOWS FROM OPERATING ACTIVITIES	\$ (504)	\$ 9,025	\$ —	\$ 8,521
CASH FLOWS FROM INVESTING ACTIVITIES:				
Purchases of property, plant and equipment	—	(6,096)	—	(6,096)
Change in accrued expenses related to capital expenditures	—	276	—	276
Contribution to subsidiary	(693)	—	693	—
Distributions from subsidiaries	5,912	—	(5,912)	—
Other, net	—	(63)	—	(63)
Net cash flows from investing activities	<u>5,219</u>	<u>(5,883)</u>	<u>(5,219)</u>	<u>(5,883)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:				
Borrowings of long-term debt	4,747	7,368	—	12,115
Repayments of long-term debt	(775)	(4,759)	—	(5,534)
Borrowings of loans payable - related parties	—	163	—	163
Payments for debt issuance costs	(46)	(37)	—	(83)
Contributions from parent	—	693	(693)	—
Distributions to parent	(8,641)	(5,912)	5,912	(8,641)
Other, net	—	(8)	—	(8)
Net cash flows from financing activities	<u>(4,715)</u>	<u>(2,492)</u>	<u>5,219</u>	<u>(1,988)</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	—	650	—	650
CASH AND CASH EQUIVALENTS, beginning of period	—	1,324	—	1,324
CASH AND CASH EQUIVALENTS, end of period	<u>\$ —</u>	<u>\$ 1,974</u>	<u>\$ —</u>	<u>\$ 1,974</u>

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

General

CCO Holdings, LLC ("CCO Holdings") is a holding company whose principal assets are the equity interests in its operating subsidiaries. CCO Holdings is a direct subsidiary of CCH I Holdings, LLC ("CCH I"), which is an indirect subsidiary of Charter Communications, Inc. ("Charter"), Charter Communications Holdings, LLC ("Charter Holdings") and Spectrum Management Holding Company, LLC ("Spectrum Holdings"). The consolidated financial statements include the accounts of CCO Holdings and all of its subsidiaries where the underlying operations reside. All significant intercompany accounts and transactions among consolidated entities have been eliminated.

We are the second largest cable operator in the United States and a leading broadband communications services company providing video, Internet and voice services to approximately 27.9 million residential and business customers at September 30, 2018. We also recently launched our mobile service to residential customers. In addition, we sell video and online advertising inventory to local, regional and national advertising customers and fiber-delivered communications and managed information technology ("IT") solutions to larger enterprise customers. We also own and operate regional sports networks and local sports, news and community channels and sell security and home management services in the residential marketplace.

Overview

In 2017, we completed the roll-out of Spectrum pricing and packaging ("SPP") to Time Warner Cable Inc. ("TWC") and Bright House Networks, LLC ("Bright House") markets simplifying our offers and improving our packaging of products, allowing us to deliver more value to new and existing customers. As of September 30, 2018, over 70% of our residential customers are in an SPP package. In 2017, we also began converting the remaining TWC and Bright House analog markets to an all-digital platform enabling us to deliver more HD channels and higher Internet speeds. As of September 30, 2018, 96% of our footprint was all-digital. Our corporate organization, as well as our marketing, sales and product development departments, are centralized. Field operations are managed through eleven regional areas, each designed to represent a combination of designated marketing areas. In 2017, we began migrating TWC and Bright House customer care centers to our model of using virtualized, U.S.-based in-house call centers. We are focused on deploying superior products and service with minimal service disruptions as we integrate our information technology and network operations. We intend to continue to insource the TWC and Bright House workforces in our call centers and in our field operations, which we expect to lead to lower customer churn and longer customer lifetimes. Our integration activities will continue in 2018 with the expectation that by 2019, we will have substantially integrated the practices and systems of Charter, TWC and Bright House.

At the end of the second quarter of 2018, we launched our mobile product, Spectrum Mobile, under our mobile virtual network operator ("MVNO") reseller agreement with Verizon Communications Inc. ("Verizon"). Our Spectrum mobile service is offered to our residential customers subscribing to our Internet service and runs on Verizon's mobile network combined with our existing network of in-home and outdoor WiFi hotspots. We began mass market advertising of Spectrum Mobile in September 2018. In the future, we may also offer our mobile service to small and medium business customers on similar terms. During the nine months ended September 30, 2018, we invested in our mobile operating partnership with Comcast Corporation, with a portion representing our equity investment in the partnership and a portion representing a prepayment of software development and related services for the mobile back office platform. As the partnership delivers services, we will reflect such services as capital or operating expense depending on the nature of services delivered. As a result of growth costs for a new product line and implementing our operating strategy across TWC and Bright House, we cannot be certain that we will be able to grow revenues or maintain our margins at recent historical rates. During the three and nine months ended September 30, 2018, revenues increased by \$17 million, Adjusted EBITDA was reduced by approximately \$77 million and \$118 million, respectively, and free cash flow was reduced by approximately \$149 million and \$290 million, respectively, related to mobile.

We realized revenue, Adjusted EBITDA and income from operations during the periods presented as follows (in millions; all percentages are calculated using whole numbers. Minor differences may exist due to rounding):

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2018	2017	% Change	2018	2017	% Change
Revenues	\$ 10,887	\$ 10,458	4.1%	\$ 32,390	\$ 30,979	4.6%
Adjusted EBITDA	\$ 3,940	\$ 3,817	3.2%	\$ 11,861	\$ 11,306	4.9%
Income from operations	\$ 1,372	\$ 909	50.9%	\$ 3,760	\$ 2,895	29.9%

Adjusted EBITDA is defined as consolidated net income plus net interest expense, income taxes, depreciation and amortization, stock compensation expense, loss on extinguishment of debt, (gain) loss on financial instruments, net, other expense, net and other operating (income) expenses, such as merger and restructuring costs, special charges and (gain) loss on sale or retirement of assets. See “—Use of Adjusted EBITDA and Free Cash Flow” for further information on Adjusted EBITDA and free cash flow.

Growth in total revenue, Adjusted EBITDA and income from operations for the three and nine months ended September 30, 2018 compared to the corresponding prior periods was primarily due to growth in our residential Internet and commercial business customers. In addition to the items noted above, Adjusted EBITDA growth was offset by increases in operating costs and expenses primarily programming and mobile. Income from operations for the nine months ended September 30, 2018 was additionally affected by a decrease in depreciation and amortization, merger and restructuring costs and special charges, net.

The following table summarizes our customer statistics for video, Internet and voice as of September 30, 2018 and 2017 (in thousands except per customer data and footnotes).

	Approximate as of September 30,	
	2018 ^(b)	2017 ^{(a)(b)}
Customer Relationships ^(c)		
Residential	26,063	25,329
Small and Medium Business	1,792	1,623
Total Customer Relationships	27,855	26,952
Residential Primary Service Units (“PSU”)		
Video	16,140	16,398
Internet	23,336	22,255
Voice	10,218	10,401
	49,694	49,054
Monthly Residential Revenue per Residential Customer ^(d)	\$ 111.13	\$ 110.66
Small and Medium Business PSUs		
Video	488	438
Internet	1,594	1,429
Voice	1,024	898
	3,106	2,765
Monthly Small and Medium Business Revenue per Customer ^(e)	\$ 173.52	\$ 186.66
Enterprise PSUs ^(f)	243	210

(a) Between the closing of the TWC and Bright House transactions in May 2016 through the first quarter of 2018, we reported our customer data and results using legacy company reporting methodologies. During the second quarter of 2018, we implemented certain reporting changes on a retrospective basis which allowed for the recasting of historical customer data and results using consistent definitions and reporting methodologies across all three legacy companies. TWC Hawaii customer statistics are expected to move to our standard methodology in 2019 and variances, if any, will be disclosed at that time.

(b) We calculate the aging of customer accounts based on the monthly billing cycle for each account. On that basis, as of September 30, 2018 and 2017, customers include approximately 231,400 and 221,400 customers, respectively, whose accounts were over 60 days past due, approximately 23,100 and 21,100 customers, respectively, whose accounts were over 90 days past due and approximately 18,500 and 12,500 customers, respectively, whose accounts were over 120 days past due.

(c) Customer relationships include the number of customers that receive one or more levels of service, encompassing video, Internet and voice services, without regard to which service(s) such customers receive. Customers who reside in residential multiple dwelling units (“MDUs”) and that are billed under bulk contracts are counted based on the number of billed units within each bulk MDU. Total customer relationships excludes enterprise customer relationships.

(d) Monthly residential revenue per residential customer is calculated as total residential video, Internet and voice quarterly revenue divided by three divided by average residential customer relationships during the respective quarter.

- (e) Monthly small and medium business revenue per customer is calculated as total small and medium business quarterly revenue divided by three divided by average small and medium business customer relationships during the respective quarter.
- (f) Enterprise PSUs represent the aggregate number of fiber service offerings counting each separate service offering as an individual PSU.

Critical Accounting Policies and Estimates

For a discussion of our critical accounting policies and the means by which we develop estimates therefore, see “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our 2017 Annual Report on Form 10-K. There have been no material changes from the critical accounting policies described in our Form 10-K.

Results of Operations

In the second quarter of 2018, certain revenue line items and associated expenses were recast to reflect the customer changes described in note (a) under "Overview" above and to classify certain expenses more closely with organizational responsibility. There were no changes to total revenue, Adjusted EBITDA, capital expenditures, free cash flow or net income. The following table sets forth the consolidated statements of operations for the periods presented (dollars in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Revenues	\$ 10,887	\$ 10,458	\$ 32,390	\$ 30,979
Costs and Expenses:				
Operating costs and expenses (exclusive of items shown separately below)	7,018	6,705	20,742	19,871
Depreciation and amortization	2,479	2,699	7,776	7,839
Other operating expenses, net	18	145	112	374
	<u>9,515</u>	<u>9,549</u>	<u>28,630</u>	<u>28,084</u>
Income from operations	<u>1,372</u>	<u>909</u>	<u>3,760</u>	<u>2,895</u>
Other Expenses:				
Interest expense, net	(912)	(795)	(2,658)	(2,268)
Loss on extinguishment of debt	—	—	—	(35)
Gain (loss) on financial instruments, net	12	17	—	(15)
Other pension benefits (costs)	207	(17)	247	9
Other expense, net	(4)	(2)	(49)	(2)
	<u>(697)</u>	<u>(797)</u>	<u>(2,460)</u>	<u>(2,311)</u>
Income before income taxes	675	112	1,300	584
Income tax expense	(8)	(6)	(13)	(35)
Consolidated net income	<u>667</u>	<u>106</u>	<u>1,287</u>	<u>549</u>
Less: Net income attributable to noncontrolling interests	—	—	(1)	(1)
Net income attributable to CCO Holdings member	<u>\$ 667</u>	<u>\$ 106</u>	<u>\$ 1,286</u>	<u>\$ 548</u>

Revenues. Total revenues grew \$429 million and \$1.4 billion for the three and nine months ended September 30, 2018, respectively, compared to the corresponding periods in 2017 primarily due to increases in the number of residential Internet and commercial business customers, price adjustments as well as the launch of our mobile service offset by a decrease in limited basic video customers.

Revenues by service offering were as follows (dollars in millions; all percentages are calculated using whole numbers. Minor differences may exist due to rounding):

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2018	2017	% Change	2018	2017	% Change
Video	\$ 4,332	\$ 4,208	2.9 %	\$ 12,987	\$ 12,401	4.7 %
Internet	3,809	3,555	7.2 %	11,286	10,464	7.9 %
Voice	512	611	(16.2)%	1,599	1,955	(18.2)%
Residential revenue	8,653	8,374	3.3 %	25,872	24,820	4.2 %
Small and medium business	922	896	2.8 %	2,737	2,652	3.2 %
Enterprise	632	594	6.4 %	1,881	1,761	6.8 %
Commercial revenue	1,554	1,490	4.3 %	4,618	4,413	4.7 %
Advertising sales	440	373	18.1 %	1,223	1,091	12.1 %
Mobile	17	—	NM	17	—	NM
Other	223	221	0.9 %	660	655	0.8 %
	<u>\$ 10,887</u>	<u>\$ 10,458</u>	4.1 %	<u>\$ 32,390</u>	<u>\$ 30,979</u>	4.6 %

Video revenues consist primarily of revenues from basic and digital video services provided to our residential customers, as well as franchise fees, equipment service fees and video installation revenue. The increase in video revenues is attributable to the following (dollars in millions):

	Three months ended September 30, 2018 compared to three months ended September 30, 2017 Increase / (Decrease)	Nine months ended September 30, 2018 compared to nine months ended September 30, 2017 Increase / (Decrease)
Increase related to rate changes	\$ 247	\$ 878
Decrease in average residential video customers	(69)	(222)
Decrease in video on demand and pay-per-view	(54)	(70)
	<u>\$ 124</u>	<u>\$ 586</u>

The increases related to rate changes were primarily due to price adjustments including promotional roll-off, service level changes and bundle revenue allocation. Residential video customers decreased by 258,000 from September 30, 2017 to September 30, 2018.

The increase in Internet revenues from our residential customers is attributable to the following (dollars in millions):

	Three months ended September 30, 2018 compared to three months ended September 30, 2017 Increase / (Decrease)	Nine months ended September 30, 2018 compared to nine months ended September 30, 2017 Increase / (Decrease)
Increase in average residential Internet customers	\$ 174	\$ 519
Increase related to rate changes	80	303
	<u>\$ 254</u>	<u>\$ 822</u>

Residential Internet customers grew by 1,081,000 customers from September 30, 2017 to September 30, 2018. The increases related to rate changes were primarily due to price adjustments including promotional roll-off and bundle revenue allocation.

The decrease in voice revenues from our residential customers is attributable to the following (dollars in millions):

	Three months ended September 30, 2018 compared to three months ended September 30, 2017 Increase / (Decrease)	Nine months ended September 30, 2018 compared to nine months ended September 30, 2017 Increase / (Decrease)
Decrease related to rate changes	\$ (92)	\$ (351)
Decrease in average residential voice customers	(7)	(5)
	<u>\$ (99)</u>	<u>\$ (356)</u>

The decreases related to rate changes were primarily due to value-based pricing and bundle revenue allocation. Residential voice customers decreased by 183,000 customers from September 30, 2017 to September 30, 2018.

The increase in small and medium business commercial revenues is attributable to the following (dollars in millions):

	Three months ended September 30, 2018 compared to three months ended September 30, 2017 Increase / (Decrease)	Nine months ended September 30, 2018 compared to nine months ended September 30, 2017 Increase / (Decrease)
Increase in small and medium business customers	\$ 95	\$ 285
Decrease related to rate changes	(69)	(200)
	<u>\$ 26</u>	<u>\$ 85</u>

Small and medium business PSUs grew by 341,000 from September 30, 2017 to September 30, 2018. The decreases related to rate changes were primarily due to value pricing related to SPP, net of promotional roll-off and price adjustments.

Enterprise PSUs increased 33,000 from September 30, 2017 to September 30, 2018. Enterprise revenues increased \$38 million and \$120 million during the three and nine months ended September 30, 2018 compared to the corresponding periods in 2017 primarily due to growth in customers.

Advertising sales revenues consist primarily of revenues from commercial advertising customers, programmers and other vendors, as well as local cable and advertising on regional sports and news channels. Advertising sales revenues increased \$67 million and \$132 million during the three and nine months ended September 30, 2018, respectively, compared to the corresponding periods in 2017 primarily due to an increase in political and continued roll-out of addressability and newer advanced advertising products that allows for more targeted media purchases using our inventory.

Mobile revenues represent approximately \$16 million of device revenues and approximately \$1 million of service revenues related to our mobile service.

Other revenues consist of revenue from regional sports and news channels (excluding intercompany charges or advertising sales on those channels), home shopping, late payment fees, wire maintenance fees and other miscellaneous revenues. Other revenues increased \$2 million and \$5 million during the three and nine months ended September 30, 2018, respectively, compared to the corresponding periods in 2017 primarily due to an increase in late payment fees.

Operating costs and expenses. The increases in our operating costs and expenses, exclusive of items shown separately in the consolidated statements of operations, are attributable to the following (dollars in millions):

	Three months ended September 30, 2018 compared to three months ended September 30, 2017 Increase / (Decrease)	Nine months ended September 30, 2018 compared to nine months ended September 30, 2017 Increase / (Decrease)
Programming	\$ 79	\$ 381
Regulatory, connectivity and produced content	23	86
Costs to service customers	31	107
Marketing	29	24
Mobile	94	135
Other	57	138
	<u>\$ 313</u>	<u>\$ 871</u>

Programming costs were approximately \$2.8 billion and \$2.7 billion, representing 40% of total operating costs and expenses for each of the three months ended September 30, 2018 and 2017, respectively, and \$8.3 billion and \$8.0 billion, representing 40% of total operating costs and expenses for each of the nine months ended September 30, 2018 and 2017, respectively. Programming costs consist primarily of costs paid to programmers for basic, digital, premium, video on demand and pay-per-view programming. The increase in programming costs is primarily a result of contractual rate adjustments, including renewals and increases in amounts paid for retransmission consents partly offset by lower video customers, pay-per-view and one-time programming benefits during the three and nine months ended September 30, 2018. We expect programming expenses will continue to increase due to a variety of factors, including annual increases imposed by programmers with additional selling power as a result of media consolidation, increased demands by owners of broadcast stations for payment for retransmission consent or linking carriage of other services to retransmission consent, and additional programming, particularly new services. We have been unable to fully pass these increases on to our customers nor do we expect to be able to do so in the future without a potential loss of customers.

Regulatory, connectivity and produced content increased \$23 million and \$86 million during the three and nine months ended September 30, 2018, respectively, compared to the corresponding periods in 2017 primarily due to the adoption of Accounting Standards Update 2014-09 as of January 1, 2018, which results in the reclassification of expenses related to the amortization of up-front fees paid to market and serve customers who reside in MDUs that were recorded in depreciation and amortization expense in the prior-year period to regulatory, connectivity and produced content expenses, as well as higher regulatory fees related to higher video revenue. For more information, see Note 18 to the accompanying consolidated financial statements contained in "Item 1. Financial Statements."

Costs to service customers increased \$31 million and \$107 million during the three and nine months ended September 30, 2018, respectively, compared to the corresponding periods in 2017 primarily due to an increase in bad debt expense.

Mobile costs of \$94 million and \$135 million for the three and nine months ended September 30, 2018, respectively, were comprised of mobile launch costs, device costs and mobile service and operating costs.

The change in other expense is attributable to the following (dollars in millions):

	Three months ended September 30, 2018 compared to three months ended September 30, 2017 Increase / (Decrease)	Nine months ended September 30, 2018 compared to nine months ended September 30, 2017 Increase / (Decrease)
Advertising sales expense	\$ 23	\$ 51
Property tax and insurance	8	28
Corporate costs	10	18
Enterprise	6	18
Stock compensation expense	7	15
Other	3	8
	<u>\$ 57</u>	<u>\$ 138</u>

Depreciation and amortization. Depreciation and amortization expense decreased by \$220 million and \$63 million during the three and nine months ended September 30, 2018, respectively, compared to the corresponding periods in 2017. The decrease was primarily due to a decrease in depreciation and amortization as certain assets acquired from TWC and Bright House become fully depreciated offset by an increase in depreciation as a result of more recent capital expenditures.

Other operating expenses, net. The decrease in other operating expenses, net are attributable to the following (dollars in millions):

	Three months ended September 30, 2018 compared to three months ended September 30, 2017 Increase / (Decrease)	Nine months ended September 30, 2018 compared to nine months ended September 30, 2017 Increase / (Decrease)
Merger and restructuring costs	\$ (53)	\$ (203)
Special charges, net	(80)	(55)
(Gain) loss on sale of assets, net	6	(4)
	<u>\$ (127)</u>	<u>\$ (262)</u>

The decrease in merger and restructuring costs during the three and nine months ended September 30, 2018 compared to the corresponding periods in 2017 is primarily due to a decrease of approximately \$33 million and \$169 million of employee termination and retention costs, respectively. The decrease in special charges, net during the three and nine months ended September 30, 2018 compared to the corresponding prior periods is primarily due to a withdrawal liability from a multiemployer pension plan of approximately \$22 million recorded during the nine months ended September 30, 2018 versus \$83 million recorded during the three and nine months ended September 30, 2017. See Note 9 to the accompanying consolidated financial statements contained in "Item 1. Financial Statements."

Interest expense, net. Net interest expense increased by \$117 million and \$390 million for the three and nine months ended September 30, 2018, respectively, compared to the corresponding periods in 2017 primarily as a result of an increase in weighted average debt outstanding of approximately \$8 billion primarily due to the issuance of notes throughout 2017 and 2018 for general corporate purposes including distributions to parent companies for stock buybacks.

Loss on extinguishment of debt. Loss on extinguishment of debt of \$35 million for the nine months ended September 30, 2017 primarily represents losses recognized as a result of repurchases of CCO Holdings notes. For more information, see Note 4 to the accompanying consolidated financial statements contained in "Item 1. Financial Statements."

Gain (loss) on financial instruments, net. We recorded a gain of \$12 million during the three months ended September 30, 2018, and a gain of \$17 million and loss of \$15 million during the three and nine months ended September 30, 2017, respectively. Gains and losses on financial instruments are primarily recognized due to changes in the fair value of our cross currency derivative instruments and the foreign currency remeasurement of the fixed-rate British pound sterling denominated notes (the "Sterling

Notes”) into U.S. dollars. For more information, see Note 6 to the accompanying consolidated financial statements contained in “Item 1. Financial Statements.”

Other pension benefits (costs). Other pension benefits (costs) increased by \$224 million and \$238 million during the three and nine months ended September 30, 2018, respectively, compared to the corresponding periods in 2017. The increase during the three and months ended September 30, 2018 compared to the corresponding periods in 2017 was primarily due to third quarter remeasurements as a result of significant lump sum settlement payments to participants. The remeasurements resulted in a \$187 million gain in the third quarter of 2018 versus a \$30 million loss in the third quarter of 2017. For more information, see Note 14 to the accompanying consolidated financial statements contained in “Item 1. Financial Statements.”

Other expense, net. Other expense, net primarily represents equity losses on our equity-method investments.

Income tax expense. We recognized income tax expense of \$8 million and \$13 million for the three and nine months ended September 30, 2018, respectively, and \$6 million and \$35 million for the three and nine months ended September 30, 2017, respectively. Income tax expense increased during the nine months ended September 30, 2018 compared to the corresponding prior period primarily due to audit settlements previously recorded as uncertain tax positions offset by state income tax accruals. For more information, see Note 10 to the accompanying consolidated financial statements contained in “Item 1. Financial Statements.”

Net income attributable to noncontrolling interest. Net income attributable to noncontrolling interest relates to our third-party interest in CV of Viera, LLP, a consolidated joint venture in a small cable system in Florida.

Net income attributable to CCO Holdings member. Net income attributable to CCO Holdings member increased from \$106 million for the three months ended September 30, 2017 to \$667 million for the three months ended September 30, 2018, and from \$548 million for the nine months ended September 30, 2017 to \$1,286 million for the nine months ended September 30, 2018 primarily as a result of the factors described above.

Use of Adjusted EBITDA and Free Cash Flow

We use certain measures that are not defined by GAAP to evaluate various aspects of our business. Adjusted EBITDA and free cash flow are non-GAAP financial measures and should be considered in addition to, not as a substitute for, consolidated net income and net cash flows from operating activities reported in accordance with GAAP. These terms, as defined by us, may not be comparable to similarly titled measures used by other companies. Adjusted EBITDA and free cash flow are reconciled to consolidated net income and net cash flows from operating activities, respectively, below.

Adjusted EBITDA 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. 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 our 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 capital expenditures and changes in accrued expenses related to capital expenditures.

Management and Charter’s board of directors use Adjusted EBITDA and free cash flow to assess our performance and our ability to service our debt, fund operations and make additional investments with internally generated funds. In addition, Adjusted EBITDA generally correlates to the leverage ratio calculation under our credit facilities or outstanding notes to determine compliance with the covenants contained in the facilities and notes (all such documents have been previously filed with the Securities and Exchange Commission (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 were \$278 million and \$816 million for the three and nine months ended September 30, 2018, respectively, and \$262 million and \$791 million for the three and nine months ended September 30, 2017, respectively.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Consolidated net income	\$ 667	\$ 106	\$ 1,287	\$ 549
Plus: Interest expense, net	912	795	2,658	2,268
Income tax expense	8	6	13	35
Depreciation and amortization	2,479	2,699	7,776	7,839
Stock compensation expense	71	64	213	198
Loss on extinguishment of debt	—	—	—	35
(Gain) loss on financial instruments, net	(12)	(17)	—	15
Other pension (benefits) costs	(207)	17	(247)	(9)
Other, net	22	147	161	376
Adjusted EBITDA	\$ 3,940	\$ 3,817	\$ 11,861	\$ 11,306
Net cash flows from operating activities	\$ 2,788	\$ 2,893	\$ 8,504	\$ 8,521
Less: Purchases of property, plant and equipment	(2,118)	(2,393)	(6,692)	(6,096)
Change in accrued expenses related to capital expenditures	(154)	79	(620)	276
Free cash flow	\$ 516	\$ 579	\$ 1,192	\$ 2,701

Liquidity and Capital Resources

Introduction

This section contains a discussion of our liquidity and capital resources, including a discussion of our cash position, sources and uses of cash, access to credit facilities and other financing sources, historical financing activities, cash needs, capital expenditures and outstanding debt.

Recent Events

In April 2018, Charter Operating and Charter Communications Operating Capital Corp. jointly issued \$800 million aggregate principal amount of 5.375% senior notes due April 1, 2038 at a price of 98.846% of the aggregate principal amount and \$1.7 billion aggregate principal amount of 5.750% senior notes due April 1, 2048 at a price of 99.706% of the aggregate principal amount. The net proceeds, together with cash on hand, were used to repay certain existing indebtedness, including the redemption of all of the outstanding \$2.0 billion in aggregate principal amount of Time Warner Cable, LLC's 6.750% notes due July 1, 2018, to pay related fees and expenses and for general corporate purposes, including distributions to our parent companies for funding buybacks of Charter Class A common stock and Charter Holdings common units.

In July 2018, Charter Operating and Charter Communications Operating Capital Corp. jointly issued \$400 million aggregate principal amount of senior floating rate notes due February 1, 2024 at par and \$1.1 billion aggregate principal amount of 4.500% senior notes due February 1, 2024 at a price of 99.893% of the aggregate principal amount. In August 2018, Charter Operating and Charter Communications Operating Capital Corp. jointly issued an additional \$500 million aggregate principal amount of senior floating rate notes due February 1, 2024 at a price of 101.479% of the aggregate principal amount. Interest on the floating rate notes accrues at LIBOR plus 1.650%. The net proceeds were used to pay related fees and expenses and for general corporate purposes, including distributions to our parent companies for funding buybacks of Charter Class A common stock and Charter Holdings common units.

Overview of Our Contractual Obligations and Liquidity

We have significant amounts of debt. The principal amount of our debt as of September 30, 2018 was \$71.5 billion, consisting of \$9.6 billion of credit facility debt, \$43.1 billion of investment grade senior secured notes and \$18.9 billion of high-yield senior unsecured notes. Our business requires significant cash to fund principal and interest payments on our debt.

Our projected cash needs and projected sources of liquidity depend upon, among other things, our actual results, and the timing and amount of our expenditures. As we launch our new mobile services, we expect an initial funding period to grow a new product as well as negative working capital impacts from the timing of device-related cash flows when we provide the handset or tablet

to customers pursuant to equipment installment plans. Free cash flow was \$516 million and \$1.2 billion for the three and nine months ended September 30, 2018, respectively, and \$579 million and \$2.7 billion for the three and nine months ended September 30, 2017, respectively. The decrease in free cash flow for the nine months ended September 30, 2018 compared to the corresponding prior period is primarily due to an unfavorable change in working capital as well as an increase in capital expenditures partially offset by higher Adjusted EBITDA. As of September 30, 2018, the amount available under our credit facilities was approximately \$3.4 billion and cash on hand was approximately \$351 million. We expect to utilize free cash flow, cash on hand and availability under our credit facilities as well as future refinancing transactions to further extend the maturities of our obligations. The timing and terms of any refinancing transactions will be subject to market conditions among other considerations. Additionally, we may, from time to time, and depending on market conditions and other factors, use cash on hand and the proceeds from securities offerings or other borrowings to retire our debt through open market purchases, privately negotiated purchases, tender offers or redemption provisions. We believe we have sufficient liquidity from cash on hand, free cash flow and Charter Operating's revolving credit facility as well as access to the capital markets to fund our projected cash needs.

We continue to evaluate the deployment of our cash on hand and anticipated future free cash flow including to invest in our business growth and other strategic opportunities, including mergers and acquisitions as well as distributions to our parent companies for stock repurchases and dividends. Charter's target leverage remains at 4 to 4.5 times, and up to 3.5 times at the Charter Operating level. Our leverage was 4.5 as of September 30, 2018. We may increase the total amount of our indebtedness to maintain leverage within Charter's target leverage range. During the three and nine months ended September 30, 2018, Charter purchased approximately 3.0 million and 10.3 million shares, respectively, of Charter Class A common stock for approximately \$929 million and \$3.1 billion, respectively, and during the three and nine months ended September 30, 2017, Charter purchased approximately 9.5 million and 21.9 million shares, respectively, of Charter Class A common stock for approximately \$3.5 billion and \$7.6 billion, respectively.

In December 2017, Charter and A/N entered into an amendment to the letter agreement (the "Letter Agreement") that requires A/N to sell to Charter or to Charter Holdings, on a monthly basis, a number of shares of Charter Class A common stock or Charter Holdings common units that represents a pro rata participation by A/N and its affiliates in any repurchases of shares of Charter Class A common stock from persons other than A/N effected by Charter during the immediately preceding calendar month, at a purchase price equal to the average price paid by Charter for the shares repurchased from persons other than A/N during such immediately preceding calendar month. A/N and Charter both have the right to terminate or suspend the pro rata repurchase arrangement on a prospective basis once Charter or Charter Holdings have repurchased shares of Class A common stock or Charter Holdings common units from A/N and its affiliates for an aggregate purchase price of \$400 million which threshold has been reached. Charter Holdings purchased from A/N 0.5 million and 1.5 million Charter Holdings common units at an average price per unit of \$292.81 and \$306.11, or \$145 million and \$473 million, during the three and nine months ended September 30, 2018, respectively. Charter Holdings purchased from A/N 1.4 million and 2.7 million Charter Holdings common units at an average price per unit of \$355.83 and \$341.49, or \$493 million and \$922 million, during the three and nine months ended September 30, 2017, respectively.

As of September 30, 2018, Charter had remaining board authority to purchase an additional \$788 million of Charter's Class A common stock and/or Charter Holdings common units. Charter is not obligated to acquire any particular amount of common stock, and the timing of any purchases that may occur cannot be predicted and will largely depend on market conditions and other potential uses of capital. Purchases may include open market purchases, tender offers or negotiated transactions. To the extent such purchases occur, CCO Holdings and its subsidiaries are the primary source for funding such purchases through distributions to their parent companies.

As possible acquisitions, swaps or dispositions arise, we actively review them against our objectives including, among other considerations, improving the operational efficiency, geographic clustering of assets, product development or technology capabilities of our business and achieving appropriate return targets, and we may participate to the extent we believe these possibilities present attractive opportunities. However, there can be no assurance that we will actually complete any acquisitions, dispositions or system swaps, or that any such transactions will be material to our operations or results.

Free Cash Flow

Free cash flow decreased \$63 million and \$1.5 billion during the three and nine months ended September 30, 2018, respectively, compared to the corresponding prior periods in 2017 due to the following (dollars in millions).

	Three months ended September 30, 2018 compared to three months ended September 30, 2017 Increase / (Decrease)	Nine months ended September 30, 2018 compared to nine months ended September 30, 2017 Increase / (Decrease)
Changes in working capital, excluding change in accrued interest	\$ (364)	\$ (1,246)
Decrease (increase) in capital expenditures	275	(596)
Increase in cash paid for interest, net	(141)	(379)
Increase in Adjusted EBITDA	123	555
Decrease in merger and restructuring costs	47	165
Other, net	(3)	(8)
	<u>\$ (63)</u>	<u>\$ (1,509)</u>

Free cash flow was reduced by \$149 million and \$290 million due to mobile during the three and nine months ended September 30, 2018, respectively, compared to the corresponding prior periods with impacts negatively affecting working capital, capital expenditures and Adjusted EBITDA. The decrease in working capital during the nine months ended September 30, 2018 compared to the corresponding prior period, excluding change in accrued interest, is primarily due to the timing of fourth quarter 2017 capital expenditures and other payments.

Limitations on Distributions

Distributions by us and our subsidiaries to a parent company for payment of principal on parent company notes are restricted under indentures and credit facilities governing our indebtedness, unless there is no default under the applicable indenture and credit facilities, and unless each applicable subsidiary's leverage ratio test is met at the time of such distribution. As of September 30, 2018, there was no default under any of these indentures or credit facilities, and each subsidiary met its applicable leverage ratio tests based on September 30, 2018 financial results. There can be no assurance that they will satisfy these tests at the time of the contemplated distribution. Distributions by Charter Operating for payment of principal on parent company notes are further restricted by the covenants in its credit facilities.

However, without regard to leverage, during any calendar year or any portion thereof during which the borrower is a flow-through entity for tax purposes, and so long as no event of default exists, the borrower may make distributions to the equity interests of the borrower in an amount sufficient to make permitted tax payments.

In addition to the limitation on distributions under the various indentures, distributions by our subsidiaries may be limited by applicable law, including the Delaware Limited Liability Company Act, under which our subsidiaries may only make distributions if they have "surplus" as defined in the act.

Historical Operating, Investing, and Financing Activities

Cash and Cash Equivalents. We held \$351 million and \$330 million in cash and cash equivalents as of September 30, 2018 and December 31, 2017, respectively.

Operating Activities. Net cash provided by operating activities decreased \$17 million during the nine months ended September 30, 2018 compared to the nine months ended September 30, 2017, primarily due to changes in working capital, excluding the change in accrued interest and accrued expenses related to capital expenditures, that used \$350 million more cash and an increase in cash paid for interest, net of \$379 million offset by an increase in Adjusted EBITDA of \$555 million and a decrease in merger and restructuring costs of \$165 million.

Investing Activities. Net cash used in investing activities was \$7.4 billion and \$5.9 billion for the nine months ended September 30, 2018 and 2017, respectively. The increase in cash used was primarily due to an increase in capital expenditures and changes in accrued expenses related to capital expenditures.

Financing Activities. Net cash used in financing activities was \$1.1 billion and \$2.0 billion for the nine months ended September 30, 2018 and 2017, respectively. The decrease in cash used was primarily due to a decrease in distributions to parent companies offset by a decrease in the amount by which borrowings of long-term debt exceeded repayments.

Capital Expenditures

We have significant ongoing capital expenditure requirements. Capital expenditures were \$2.1 billion and \$6.7 billion for the three and nine months ended September 30, 2018, respectively, and \$2.4 billion and \$6.1 billion for the three and nine months ended September 30, 2017, respectively. The increase during the nine months ended September 30, 2018 compared to the corresponding prior period was primarily due to higher scalable infrastructure related to the timing of spend and planned product improvements, higher support capital investments due to the timing of spend and mobile and higher line extensions as a result of regulatory merger conditions, offset by a decrease in CPE expenditures due to timing. See the table below for more details.

The actual amount of our capital expenditures in 2018 will depend on a number of factors, including our all-digital transition in the TWC and Bright House markets, further spend related to product development and growth rates of both our residential and commercial businesses.

Our capital expenditures are funded primarily from cash flows from operating activities and borrowings on our credit facility. In addition, our accrued liabilities related to capital expenditures decreased by \$620 million and increased by \$276 million for the nine months ended September 30, 2018 and 2017, respectively.

The following tables present our major capital expenditures categories in accordance with National Cable and Telecommunications Association (“NCTA”) disclosure guidelines for the three and nine months ended September 30, 2018 and 2017. These disclosure guidelines are not required disclosures under GAAP, nor do they impact our accounting for capital expenditures under GAAP (dollars in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Customer premise equipment (a)	\$ 675	\$ 855	\$ 2,437	\$ 2,579
Scalable infrastructure (b)	505	632	1,578	1,282
Line extensions (c)	348	319	992	864
Upgrade/rebuild (d)	190	163	522	415
Support capital (e)	400	424	1,163	956
Total capital expenditures	\$ 2,118	\$ 2,393	\$ 6,692	\$ 6,096
Capital expenditures included in total related to:				
Commercial services	\$ 342	\$ 342	\$ 934	\$ 945
All-digital transition	\$ 42	\$ 47	\$ 316	\$ 53
Mobile	\$ 66	\$ —	\$ 136	\$ —

- (a) Customer premise equipment includes costs incurred at the customer residence to secure new customers and revenue generating units, including customer installation costs and customer premise equipment (e.g., set-top boxes and cable modems).
- (b) Scalable infrastructure includes costs not related to customer premise equipment, to secure growth of new customers and revenue generating units, or provide service enhancements (e.g., headend equipment).
- (c) Line extensions include network costs associated with entering new service areas (e.g., fiber/coaxial cable, amplifiers, electronic equipment, make-ready and design engineering).
- (d) Upgrade/rebuild includes costs to modify or replace existing fiber/coaxial cable networks, including betterments.
- (e) Support capital includes costs associated with the replacement or enhancement of non-network assets due to technological and physical obsolescence (e.g., non-network equipment, land, buildings and vehicles).

Recently Issued Accounting Standards

See Note 15 to the accompanying consolidated financial statements contained in “Item 1. Financial Statements” for a discussion

of recently issued accounting standards.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

We use derivative instruments to manage foreign exchange risk on the Sterling Notes, and do not hold or issue derivative instruments for speculative trading purposes.

Cross-currency derivative instruments are used to effectively convert £1.275 billion aggregate principal amount of fixed-rate British pound sterling denominated debt, including annual interest payments and the payment of principal at maturity, to fixed-rate U.S. dollar denominated debt. The cross-currency derivative instruments have maturities of June 2031 and July 2042. We are required to post collateral on the cross-currency derivative instruments when such instruments are in a liability position. In May 2016, we entered into a collateral holiday agreement for 80% of both the 2031 and 2042 cross-currency swaps, which eliminates the requirement to post collateral for three years. For more information, see Note 6 to the accompanying consolidated financial statements contained in “Item 1. Financial Statements.”

As of September 30, 2018 and December 31, 2017, the weighted average interest rate on the credit facility debt was approximately 4.1% and 3.4%, respectively, and the weighted average interest rate on the senior notes was approximately 5.6% and 5.7%, respectively, resulting in a blended weighted average interest rate of 5.4% as of both time periods. The interest rate on approximately 85% and 86% of the total principal amount of our debt was effectively fixed as of September 30, 2018 and December 31, 2017, respectively.

The table set forth below summarizes the fair values and contract terms of financial instruments subject to interest rate risk maintained by us as of September 30, 2018 (dollars in millions).

	2018	2019	2020	2021	2022	Thereafter	Total	Fair Value
Debt:								
Fixed-Rate	\$ —	\$ 3,250	\$ 3,500	\$ 2,200	\$ 4,250	\$ 47,862	\$ 61,062	\$ 62,046
Average Interest Rate	—%	8.44%	4.19%	4.32%	4.70%	5.66%	5.61%	
Variable Rate	\$ 52	\$ 207	\$ 207	\$ 207	\$ 207	\$ 9,596	\$ 10,476	\$ 10,497
Average Interest Rate	3.97%	4.44%	4.68%	4.68%	4.63%	4.84%	4.81%	

Interest rates on variable-rate debt are estimated using the average implied forward LIBOR for the year of maturity based on the yield curve in effect at September 30, 2018 including applicable bank spread.

Item 4. Controls and Procedures.

As of the end of the period covered by this report, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we have evaluated the effectiveness of our design and operation of disclosure controls and procedures with respect to the information generated for use in this quarterly report. The evaluation was based upon reports and certifications provided by a number of executives. Based on, and as of the date of that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that the disclosure controls and procedures were effective to provide reasonable assurances that information required to be disclosed in the reports we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms.

In designing and evaluating the disclosure controls and procedures, our management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable, not absolute, assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based upon the evaluation, we believe that our controls provide such reasonable assurances.

During the quarter ended September 30, 2018, there was no change in our internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. *Legal Proceedings.*

Our Annual Report on Form 10-K for the year ended December 31, 2017 includes "Legal Proceedings" under Item 3 of Part I. Other than as described below and in Note 12 to the accompanying consolidated financial statements contained in "Item 1. Financial Statements," there have been no material changes from the legal proceedings described in our Form 10-K.

On March 28, 2017, prior to the expiration of the collective bargaining agreement on March 31, 2017, approximately 1,600 of our employees in New York City and New Jersey, represented by Local 3 of the International Brotherhood of Electrical Workers (the "IBEW") commenced a strike. Local 3 called the strike because it rejected Charter's proposal of substantial increases in wages and enrolling employees in Charter's robust health and retirement benefits, preferring relatively flat wages and continuing to participate in the IBEW sponsored multi-employer pension and medical plans. During the strike, Charter and the IBEW continued to negotiate but ultimately reached an impasse. As a result of the impasse, Charter implemented the terms of its proposal, which terms are consistent with terms adopted in contracts between Charter and two other local IBEW union groups negotiated during the same period. A group of employees represented by Local 3 have subsequently petitioned for an election to decertify the IBEW as the collective bargaining representative for the New York City and New Jersey bargaining unit employees.

During this period, the New York Public Service Commission (the "PSC") has issued multiple orders against Charter including denying a simple franchise transfer of a small upstate New York cable system that Charter had planned to quickly upgrade to bring robust broadband services to the community for the first time. These orders include two orders on July 27, 2018 relating to the agreement by which the PSC approved Charter's merger with Time Warner Cable. One order rejected Charter's arguments as to why Charter has complied with the merger conditions and finds that Charter had failed to satisfy one of its merger conditions by not extending its high speed broadband network according to the PSC's recent interpretation of which homes and businesses Charter built to should count, and it directs the initiation of a court action to impose financial and other penalties on Charter. The second order, based primarily upon Charter's progress in meeting its broadband expansion commitment as judged by the PSC, rescinds the PSC's January 2016 approval of Charter's acquisition of Time Warner Cable's New York operations and directs Charter to submit a plan to effect an orderly transition to a successor provider or providers for Charter to cease operations in New York within six months of the order. Such plan had been ordered to be submitted within 60 days of the July 27, 2018 order. However, as the PSC and Charter have entered into discussions with the possibility of resolving the PSC related matters, the PSC has extended such deadline on three occasions with the last extension requiring submission of an exit plan by December 24, 2018. On July 30, 2018, the PSC filed a petition for penalties and injunctive relief in the Supreme Court of the State of New York seeking penalties of \$100,000 per day from June 18, 2018 and until Charter complies with the PSC order and also seeks injunctive relief from the court to enjoin failure to comply with the New York Public Service Laws or any regulation or order of the PSC. Charter continues to believe that its plain reading of the merger conditions is correct and that it is in compliance with the merger conditions. Although Charter has entered into discussions with the PSC with the possibility of resolving the PSC matters, Charter has substantial defenses and appeal rights regarding the actions of the PSC and will aggressively defend against these unprecedented actions by the PSC. We expect these proceedings to continue for up to several years unless a settlement is reached. While we believe the actions by the PSC are without merit and intend to defend the actions vigorously and do not believe the results of the proceedings will have a material adverse effect on Charter, no assurance can be given that, should an adverse outcome result, it would not be material to our consolidated financial condition, results of operations or liquidity. We cannot predict the outcome of the PSC claims, including any negotiations, nor can we reasonably estimate a range of possible loss in the event of an adverse result.

Item 1A. *Risk Factors.*

Our Annual Report on Form 10-K for the year ended December 31, 2017 includes "Risk Factors" under Item 1A of Part I. There have been no material changes from the updated risk factors described in our Form 10-K.

Item 6. *Exhibits.*

See Exhibit Index.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, CCO Holdings, LLC and CCO Holdings Capital Corp. has duly caused this quarterly report to be signed on their behalf by the undersigned, thereunto duly authorized.

CCO HOLDINGS, LLC,
Registrant

By: /s/ Kevin D. Howard
Kevin D. Howard
Senior Vice President - Finance, Controller and
Chief Accounting Officer

Date: October 29, 2018

CCO HOLDINGS CAPITAL CORP.
Registrant

By: /s/ Kevin D. Howard
Kevin D. Howard
Senior Vice President - Finance, Controller and
Chief Accounting Officer

Date: October 29, 2018

Exhibit Index

Exhibit	Description
10.1	<u>Underwriting Agreement, dated as of June 28, 2018, among Charter Communications Operating, LLC, Charter Communications Operating Capital Corp., CCO Holdings, LLC, as parent guarantor, the subsidiary guarantors party thereto and Citigroup Global Markets Inc. and Morgan Stanley & Co. LLC, as representatives of the several underwriters named therein (incorporated by reference to Exhibit 99.1 to the current report on Form 8-K filed by Charter Communications, Inc. on July 3, 2018 (File No. 001-33664)).</u>
10.2	<u>Tenth Supplemental Indenture, dated as of July 3, 2018, among Charter Communications Operating, LLC, Charter Communications Operating Capital Corp., as issuers, CCO Holdings, LLC, the subsidiary guarantors party thereto and The Bank of New York Mellon Trust Company, N.A., as trustee and collateral agent (incorporated by reference to Exhibit 4.2 to the current report on Form 8-K filed by Charter Communications, Inc. on July 9, 2018 (File No. 001-33664)).</u>
10.3	<u>Underwriting Agreement, dated as of August 9, 2018, among Charter Communications Operating, LLC, Charter Communications Operating Capital Corp., CCO Holdings, LLC, as parent guarantor, the subsidiary guarantors party thereto and Morgan Stanley & Co. LLC, as underwriter (incorporated by reference to Exhibit 99.1 to the current report on Form 8-K filed by Charter Communications, Inc. on August 15, 2018 (File No. 001-33664)).</u>
31.1*	<u>Certificate of Chief Executive Officer pursuant to Rule 13a-14(a)/Rule 15d-14(a) under the under the Securities Exchange Act of 1934.</u>
31.2*	<u>Certificate of Chief Financial Officer pursuant to Rule 13a-14(a)/Rule 15d-14(a) under the Securities Exchange Act of 1934.</u>
32.1*	<u>Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Chief Executive Officer).</u>
32.2*	<u>Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Chief Financial Officer).</u>
101**	The following financial statements from CCO Holdings, LLC's Quarterly Report on Form 10-Q for the three and nine months ended September 30, 2018, filed with the Securities and Exchange Commission on October 29, 2018, formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Balance Sheets; (ii) the Consolidated Statements of Operations; (iii) the Consolidated Statements of Comprehensive Income; (iv) the Consolidated Statements of Cash Flows; and (vi) the Notes to the Consolidated Financial Statements.

* Filed herewith.

** This exhibit will not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (15 U.S.C. 78r) or otherwise subject to the liability of that section. Such exhibit will not be deemed to be incorporated by reference into any filing under the Securities Act or Securities Exchange Act, except to the extent that the company specifically incorporates it by reference.

I, Thomas M. Rutledge, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of CCO Holdings, LLC and CCO Holdings Capital Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 29, 2018

/s/ Thomas M. Rutledge

Thomas M. Rutledge
Chairman and Chief Executive Officer

I, Christopher L. Winfrey, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of CCO Holdings, LLC and CCO Holdings Capital Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 29, 2018

/s/ Christopher L. Winfrey

Christopher L. Winfrey
Chief Financial Officer
(Principal Financial Officer)

**CERTIFICATION OF CHIEF EXECUTIVE
OFFICER REGARDING PERIODIC REPORT CONTAINING
FINANCIAL STATEMENTS**

I, Thomas M. Rutledge, the Chairman and Chief Executive Officer of CCO Holdings, LLC and CCO Holdings Capital Corp. (the "Company") in compliance with 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, hereby certify that, the Company's Quarterly Report on Form 10-Q for the three and nine months ended September 30, 2018 (the "Report") filed with the Securities and Exchange Commission:

- fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934; and
- the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Thomas M. Rutledge
Thomas M. Rutledge
Chairman and Chief Executive Officer
October 29, 2018

**CERTIFICATION OF CHIEF FINANCIAL
OFFICER REGARDING PERIODIC REPORT CONTAINING
FINANCIAL STATEMENTS**

I, Christopher L. Winfrey, the Chief Financial Officer of CCO Holdings, LLC and CCO Holdings Capital Corp. (the "Company"), in compliance with 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, hereby certify that, the Company's Quarterly Report on Form 10-Q for the three and nine months ended September 30, 2018 (the "Report") filed with the Securities and Exchange Commission:

- fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934; and
- the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Christopher L. Winfrey

Christopher L. Winfrey
Chief Financial Officer
(Principal Financial Officer)
October 29, 2018

