
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

**Charter Communications, Inc.
Charter Communications Operating, LLC
Charter Communications Operating Capital Corp.
CCO Holdings, LLC
CCO Holdings Capital Corp.***

(Exact name of registrants as specified in their charters)

| | | |
|---|---|--|
| Delaware | 4841 | 84-1496755 |
| Delaware | 4841 | 43-1843260 |
| Delaware | 4841 | 20-1044453 |
| Delaware | 4841 | 86-1067239 |
| Delaware | 4841 | 20-0257904 |
| (State or other jurisdiction of incorporation or organization) | (Primary Standard Industrial Classification Code Number) | (I.R.S. Employer Identification Number) |

400 Atlantic Street
Stamford, Connecticut 06901
(203) 905-7801

(Address, including zip code, and telephone number, including area code, of registrants' principal executive offices)

Richard R. Dykhouse
Executive Vice President, General Counsel and
Corporate Secretary
400 Atlantic Street
Stamford, Connecticut 06901
(203) 905-7801

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:
Christian O. Nagler
Kirkland & Ellis LLP
601 Lexington Avenue
New York, New York 10022-4611
(212) 446-4800

* The companies listed below in the Table of Additional Registrant Guarantors are also included in this registration statement on Form S-3 as additional Registrant Guarantors.

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

[Table of Contents](#)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering..

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
 Non-accelerated filer (Do not check if a smaller reporting company) 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 7(a)(2)(B) of Securities Act.

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered(1) | Proposed Maximum Offering Price Per Unit(1) | Proposed Maximum Aggregate Offering Price (1) | Amount of Registration Fee(1)(2)(3)(4)(5) |
|--|----------------------------|---|---|---|
| CHARTER COMMUNICATIONS OPERATING, LLC AND CHARTER COMMUNICATIONS OPERATING CAPITAL CORP. | | | | |
| Debt Securities | — | — | — | — |
| Guarantees of Debt Securities of CCO Holdings, LLC and CCO Holdings Capital Corp. and/or Charter Communications, Inc.(2) | — | — | — | — |
| CCO HOLDINGS, LLC AND CCO HOLDINGS CAPITAL CORP. | | | | |
| Debt Securities | — | — | — | — |
| Guarantees of Debt Securities of Charter Communications Operating, LLC and Charter Communications Operating Capital Corp. and/or Charter Communications, Inc.(3) | — | — | — | — |
| CHARTER COMMUNICATIONS, INC. | | | | |
| Debt Securities | — | — | — | — |
| Guarantees of Debt Securities of Charter Communications Operating, LLC and Charter Communications Operating Capital Corp. and/or CCO Holdings, LLC and CCO Holdings Capital Corp.(4) | — | — | — | — |
| ADDITIONAL REGISTRANT GUARANTORS | | | | |
| Guarantees of Debt Securities of Charter Communications Operating, LLC and Charter Communications Operating Capital Corp., CCO Holdings, LLC and CCO Holdings Capital Corp. and/or Charter Communications, Inc.(5) | — | — | — | — |

- (1) An unspecified aggregate initial offering price or number of the securities of each identified class is being registered as may from time to time be at unspecified prices. In accordance with Rules 456(b) and 457(r), the Registrants are deferring payment of all the registration fee.
- (2) Charter Communications Operating, LLC and/or Charter Communications Operating Capital Corp. may provide a guarantee of the the payment of principal and interest on the Debt Securities issued by CCO Holdings, LLC and CCO Holdings Capital Corp. or the Debt securities issued by Charter Communications, Inc. Pursuant to Rule 457(n) under the Securities Act, no separate filing fee is required for such guarantees.
- (3) CCO Holdings, LLC and/or CCO Holdings Capital Corp. may provide a guarantee of the the payment of principal and interest on the Debt Securities issued by Charter Communications Operating, LLC and Charter Communications Operating Capital Corp. or the Debt securities issued by Charter Communications, Inc. Pursuant to Rule 457(n) under the Securities Act, no separate filing fee is required for such guarantees.
- (4) Charter Communications, Inc. may provide a guarantee of the the payment of principal and interest on the Debt Securities issued by Charter Communications Operating, LLC and Charter Communications Operating Capital Corp. or the Debt securities issued by CCO Holdings, LLC and CCO Holdings Capital Corp. Pursuant to Rule 457(n) under the Securities Act, no separate filing fee is required for such guarantees.
- (5) The subsidiaries of Charter Communications Operating, LLC named below under “Table of Additional Registrant Guarantors” may provide a guarantee of the the payment of principal and interest on the Debt Securities issued by Charter Communications Operating, LLC and Charter Communications Operating Capital Corp, the Debt securities issued by CCO Holdings, LLC and CCO Holdings Capital Corp. or the Debt Securities issued by Charter Communications, Inc. Pursuant to Rule 457(n) under the Securities Act, no separate filing fee is required for such guarantees.

TABLE OF ADDITIONAL REGISTRANT GUARANTORS

The following subsidiaries of Charter Communications Operating, LLC may guarantee the Debt Securities issued hereunder and are additional Registrant Guarantors under this registration statement. The address, including zip code, and telephone number, including area code, for each of the additional Registrant Guarantors is c/o Charter Communications Operating, LLC, 400 Atlantic Street, Stamford, Connecticut 06901, (203) 905-7801. The primary standard industrial classification number for each of these additional Registrant Guarantors is 4841.

| <u>Exact Name of Additional Registrant Guarantor as Specified in Its Charter</u> | <u>Jurisdiction of Incorporation or Organization</u> | <u>I.R.S. Employer Identification Number</u> |
|--|--|--|
| AdCast North Carolina Cable Advertising, LLC | Delaware | 06-1611033 |
| Alabanza LLC | Delaware | 26-0665775 |
| America's Job Exchange LLC | Delaware | 14-1850188 |
| Athens Cablevision, LLC | Delaware | 38-2725702 |
| BHN Spectrum Investments, LLC | Delaware | 20-8141882 |
| Bresnan Broadband Holdings, LLC | Delaware | 13-4119839 |
| Bresnan Broadband of Colorado, LLC | Colorado | 35-2403834 |
| Bresnan Broadband of Montana, LLC | Montana | 32-0334681 |
| Bresnan Broadband of Utah, LLC | Utah | 30-0667318 |
| Bresnan Broadband of Wyoming, LLC | Wyoming | 61-1642737 |
| Bresnan Communications, LLC | Delaware | 90-0664229 |
| Bresnan Digital Services, LLC | Delaware | 38-3833973 |
| Bresnan Microwave of Montana, LLC | Delaware | 36-4691716 |
| Bright House Networks Information Services (Alabama), LLC | Delaware | 20-1544201 |
| Bright House Networks Information Services (California), LLC | Delaware | 20-1544390 |
| Bright House Networks Information Services (Florida), LLC | Delaware | 59-3758339 |
| Bright House Networks Information Services (Indiana), LLC | Delaware | 20-1544486 |
| Bright House Networks Information Services (Michigan), LLC | Delaware | 20-1544302 |
| Bright House Networks, LLC | Delaware | 02-0636401 |
| Cable Equities Colorado, LLC | Delaware | 84-1000716 |
| Cable Equities of Colorado Management LLC | Delaware | 84-1004751 |
| CC 10, LLC | Delaware | 11-3546155 |
| CC Fiberlink, LLC | Delaware | 43-1928509 |
| CC Michigan, LLC | Delaware | 13-4029981 |
| CC Systems, LLC | Delaware | 43-1925731 |
| CC V Holdings, LLC | Delaware | 13-4029965 |
| CC VI Fiberlink, LLC | Delaware | 20-0310684 |
| CC VI Operating Company, LLC | Delaware | 43-1864760 |
| CC VII Fiberlink, LLC | Delaware | 20-0310704 |
| CC VIII Fiberlink, LLC | Delaware | 20-0310844 |
| CC VIII Holdings, LLC | Delaware | 38-2558446 |
| CC VIII Operating, LLC | Delaware | 38-2558446 |
| CC VIII, LLC | Delaware | 13-4081498 |
| CCO Fiberlink, LLC | Delaware | 20-0310854 |
| CCO Holdco Transfers VII, LLC | Delaware | 47-0970548 |
| CCO LP, LLC | Delaware | 47-0981326 |
| CCO NR Holdings, LLC | Delaware | 86-1067241 |
| CCO Purchasing, LLC | Delaware | 43-1864759 |
| CCO SoCal I, LLC | Delaware | 80-0732570 |
| CCO SoCal II, LLC | Delaware | 90-0732400 |
| CCO SoCal Vehicles, LLC | Delaware | 45-2868853 |
| CCO Transfers, LLC | Delaware | 47-0970631 |
| Charter Advanced Services (AL), LLC | Delaware | 32-0400319 |

[Table of Contents](#)

| <u>Exact Name of Additional Registrant Guarantor as Specified in Its Charter</u> | <u>Jurisdiction of Incorporation or Organization</u> | <u>I.R.S. Employer Identification Number</u> |
|--|--|--|
| Charter Advanced Services (CA), LLC | Delaware | 80-0890397 |
| Charter Advanced Services (CO), LLC | Delaware | 32-0415082 |
| Charter Advanced Services (CT), LLC | Delaware | 80-0890773 |
| Charter Advanced Services (GA), LLC | Delaware | 38-3897585 |
| Charter Advanced Services (IL), LLC | Delaware | 46-1988793 |
| Charter Advanced Services (IN), LLC | Delaware | 47-1023144 |
| Charter Advanced Services (KY), LLC | Delaware | 47-1034561 |
| Charter Advanced Services (LA), LLC | Delaware | 90-0932382 |
| Charter Advanced Services (MA), LLC | Delaware | 30-0762559 |
| Charter Advanced Services (MD), LLC | Delaware | 81-1622833 |
| Charter Advanced Services (MI), LLC | Delaware | 38-3897532 |
| Charter Advanced Services (MN), LLC | Delaware | 32-0400643 |
| Charter Advanced Services (MO), LLC | Delaware | 32-0400433 |
| Charter Advanced Services (MS), LLC | Delaware | 61-1722677 |
| Charter Advanced Services (MT), LLC | Delaware | 32-0414720 |
| Charter Advanced Services (NC), LLC | Delaware | 80-0891281 |
| Charter Advanced Services (NE), LLC | Delaware | 90-0932594 |
| Charter Advanced Services (NH), LLC | Delaware | 30-0763042 |
| Charter Advanced Services (NV), LLC | Delaware | 30-0762819 |
| Charter Advanced Services (NY), LLC | Delaware | 36-4752850 |
| Charter Advanced Services (OH), LLC | Delaware | 47-1022897 |
| Charter Advanced Services (OR), LLC | Delaware | 61-1704031 |
| Charter Advanced Services (PA), LLC | Delaware | 47-1022857 |
| Charter Advanced Services (SC), LLC | Delaware | 46-1943109 |
| Charter Advanced Services (TN), LLC | Delaware | 80-0890880 |
| Charter Advanced Services (TX), LLC | Delaware | 46-1943601 |
| Charter Advanced Services (UT), LLC | Delaware | 46-3166882 |
| Charter Advanced Services (VA), LLC | Delaware | 90-0933316 |
| Charter Advanced Services (VT), LLC | Delaware | 90-0932933 |
| Charter Advanced Services (WA), LLC | Delaware | 80-0891340 |
| Charter Advanced Services (WI), LLC | Delaware | 46-1943751 |
| Charter Advanced Services (WV), LLC | Delaware | 47-1034638 |
| Charter Advanced Services (WY), LLC | Delaware | 38-3911344 |
| Charter Advanced Services VIII (MI), LLC | Delaware | 35-2466192 |
| Charter Advanced Services VIII (MN), LLC | Delaware | 90-0932548 |
| Charter Advanced Services VIII (WI), LLC | Delaware | 46-1943928 |
| Charter Advertising of Saint Louis, LLC | Delaware | 43-1475682 |
| Charter Cable Operating Company, LLC | Delaware | 75-2775557 |
| Charter Cable Partners, LLC | Delaware | 75-2775562 |
| Charter Communications Entertainment I, LLC | Delaware | 43-1720016 |
| Charter Communications Entertainment, LLC | Delaware | 43-1723475 |
| Charter Communications of California, LLC | Delaware | 47-0989093 |
| Charter Communications Properties LLC | Delaware | 43-1792671 |
| Charter Communications Ventures, LLC | Delaware | 43-1901566 |
| Charter Communications VI, L.L.C. | Delaware | 43-1854208 |
| Charter Communications VII, LLC | Delaware | 43-1867193 |
| Charter Communications, LLC | Delaware | 43-1659860 |
| Charter Distribution, LLC | Delaware | 74-3089287 |
| Charter Fiberlink – Alabama, LLC | Delaware | 20-0193389 |
| Charter Fiberlink – Georgia, LLC | Delaware | 20-0193674 |
| Charter Fiberlink – Illinois, LLC | Delaware | 43-1943035 |

Table of Contents

| <u>Exact Name of Additional Registrant Guarantor as Specified in Its Charter</u> | <u>Jurisdiction of Incorporation or Organization</u> | <u>I.R.S. Employer Identification Number</u> |
|---|---|---|
| Charter Fiberlink – Maryland II, LLC | Delaware | 81-2255084 |
| Charter Fiberlink – Michigan, LLC | Delaware | 43-1875389 |
| Charter Fiberlink – Missouri, LLC | Delaware | 43-1928511 |
| Charter Fiberlink – Nebraska, LLC | Delaware | 81-0547765 |
| Charter Fiberlink – Pennsylvania, LLC | Delaware | 20-0258623 |
| Charter Fiberlink – Tennessee, LLC | Delaware | 20-0193707 |
| Charter Fiberlink AR-CCVII, LLC | Delaware | 20-0709081 |
| Charter Fiberlink CA-CCO, LLC | Delaware | 43-1943040 |
| Charter Fiberlink CC VIII, LLC | Delaware | 43-1793439 |
| Charter Fiberlink CCO, LLC | Delaware | 43-1876029 |
| Charter Fiberlink CT-CCO, LLC | Delaware | 20-0339366 |
| Charter Fiberlink LA-CCO, LLC | Delaware | 20-0709283 |
| Charter Fiberlink MA-CCO, LLC | Delaware | 20-0258357 |
| Charter Fiberlink MS-CCVI, LLC | Delaware | 20-0709405 |
| Charter Fiberlink NC-CCO, LLC | Delaware | 20-0258604 |
| Charter Fiberlink NH-CCO, LLC | Delaware | 20-0709514 |
| Charter Fiberlink NV-CCVII, LLC | Delaware | 20-0474139 |
| Charter Fiberlink NY-CCO, LLC | Delaware | 20-0426827 |
| Charter Fiberlink OH-CCO, LLC | Delaware | 20-0709711 |
| Charter Fiberlink OR-CCVII, LLC | Delaware | 20-0474232 |
| Charter Fiberlink SC-CCO, LLC | Delaware | 43-1943037 |
| Charter Fiberlink TX-CCO, LLC | Delaware | 43-1943038 |
| Charter Fiberlink VA-CCO, LLC | Delaware | 20-0709822 |
| Charter Fiberlink VT-CCO, LLC | Delaware | 20-0258644 |
| Charter Fiberlink WA-CCVII, LLC | Delaware | 20-0474261 |
| Charter Helicon, LLC | Delaware | 43-1855018 |
| Charter Leasing Holding Company, LLC | Delaware | 47-4669203 |
| Charter Leasing of Wisconsin, LLC | Delaware | 47-4657690 |
| Charter RMG, LLC | Delaware | 43-1854203 |
| Charter Stores FCN, LLC | Delaware | 03-0475570 |
| Charter Video Electronics, LLC | Delaware | 39-1029927 |
| DukeNet Communications Holdings, LLC | Delaware | 27-2958210 |
| DukeNet Communications, LLC | Delaware | 27-2985707 |
| Falcon Cable Communications, LLC | Delaware | 52-2095705 |
| Falcon Cable Media, a California Limited Partnership | California | 95-4455189 |
| Falcon Cable Systems Company II, L.P. | California | 95-4582801 |
| Falcon Cablevision, a California Limited Partnership | California | 95-4455183 |
| Falcon Community Cable, L.P. | Delaware | 95-4455187 |
| Falcon Community Ventures I Limited Partnership | California | 95-4455185 |
| Falcon First Cable of the Southeast, LLC | Delaware | 95-4258089 |
| Falcon First, LLC | Delaware | 95-4258093 |
| Falcon Telecable, a California Limited Partnership | California | 95-4455179 |
| Falcon Video Communications, L.P. | Delaware | 95-4375518 |
| Helicon Partners I, L.P. | Delaware | 22-3337392 |
| Hometown T.V., LLC | Delaware | 14-1749551 |
| HPI Acquisition Co. LLC | Delaware | 22-3441341 |
| ICI Holdings, LLC | Delaware | 13-4074206 |
| Insight Blocker LLC | Delaware | 81-2564976 |
| Insight Capital LLC | Delaware | 13-4079679 |
| Insight Communications Company, L.P. | Delaware | 13-3290944 |
| Insight Communications Midwest, LLC | Delaware | 13-4013377 |

Table of Contents

| <u>Exact Name of Additional Registrant Guarantor as Specified in Its Charter</u> | <u>Jurisdiction of Incorporation or Organization</u> | <u>I.R.S. Employer Identification Number</u> |
|---|---|---|
| Insight Communications of Central Ohio, LLC | Delaware | 13-4017803 |
| Insight Communications of Kentucky, L.P. | Delaware | 94-3291448 |
| Insight Interactive, LLC | Delaware | 52-2200721 |
| Insight Kentucky Capital, LLC | Delaware | 13-4079233 |
| Insight Kentucky Partners I, L.P. | Delaware | 94-3291839 |
| Insight Kentucky Partners II, L.P. | Delaware | 94-3291449 |
| Insight Midwest Holdings, LLC | Delaware | 13-4147884 |
| Insight Midwest, L.P. | Delaware | 13-4079232 |
| Insight Phone of Indiana, LLC | Delaware | 30-0022765 |
| Insight Phone of Kentucky, LLC | Delaware | 30-0022773 |
| Insight Phone of Ohio, LLC | Delaware | 20-1397428 |
| Interactive Cable Services, LLC | Delaware | 01-0629142 |
| Interlink Communications Partners, LLC | Delaware | 84-1437911 |
| Intrepid Acquisition LLC | Delaware | 76-0732702 |
| Marcus Cable Associates, L.L.C. | Delaware | 75-2775560 |
| Marcus Cable of Alabama, L.L.C. | Delaware | 43-1548562 |
| Marcus Cable, LLC | Delaware | 75-2569103 |
| Midwest Cable Communications, LLC | Delaware | 41-0963108 |
| NaviSite LLC | Delaware | 52-2137343 |
| New Wisconsin Procurement LLC | Delaware | 81-2593009 |
| Oceanic Time Warner Cable LLC | Delaware | 45-4593273 |
| Parity Assets LLC | Delaware | None |
| Peachtree Cable TV, L.P. | Delaware | None |
| Peachtree Cable TV, LLC | Delaware | 43-1943639 |
| Renaissance Media LLC | Delaware | 14-1800030 |
| Rifkin Acquisition Partners, LLC | Delaware | 84-1317714 |
| Robin Media Group, LLC | Delaware | 54-1342676 |
| Scottsboro TV Cable, LLC | Delaware | 38-2691210 |
| Spectrum Mobile, LLC | Delaware | 82-2492552 |
| Spectrum Originals, LLC | Delaware | 82-3414467 |
| Spectrum Security, LLC | Delaware | 27-3884185 |
| The Helicon Group, L.P. | Delaware | 22-3248703 |
| Time Warner Cable Business LLC | Delaware | 35-2466312 |
| Time Warner Cable Enterprises LLC | Delaware | 45-4854395 |
| Time Warner Cable Information Services (Alabama), LLC | Delaware | 20-0639409 |
| Time Warner Cable Information Services (Arizona), LLC | Delaware | 20-4370232 |
| Time Warner Cable Information Services (California), LLC | Delaware | 20-0162970 |
| Time Warner Cable Information Services (Colorado), LLC | Delaware | 26-2375439 |
| Time Warner Cable Information Services (Hawaii), LLC | Delaware | 20-0162993 |
| Time Warner Cable Information Services (Idaho), LLC | Delaware | 20-8254896 |
| Time Warner Cable Information Services (Illinois), LLC | Delaware | 26-2375576 |
| Time Warner Cable Information Services (Indiana), LLC | Delaware | 20-1618562 |
| Time Warner Cable Information Services (Kansas), LLC | Delaware | 20-0163009 |
| Time Warner Cable Information Services (Kentucky), LLC | Delaware | 20-4370430 |
| Time Warner Cable Information Services (Maine), LLC | Delaware | 48-1296576 |
| Time Warner Cable Information Services (Massachusetts), LLC | Delaware | 20-0639517 |
| Time Warner Cable Information Services (Michigan), LLC | Delaware | 26-2376102 |
| Time Warner Cable Information Services (Missouri), LLC | Delaware | 20-0163031 |
| Time Warner Cable Information Services (Nebraska), LLC | Delaware | 20-0597251 |
| Time Warner Cable Information Services (New Hampshire), LLC | Delaware | 20-0834759 |
| Time Warner Cable Information Services (New Jersey), LLC | Delaware | 20-0605091 |

[Table of Contents](#)

| <u>Exact Name of Additional Registrant Guarantor as Specified in Its Charter</u> | <u>Jurisdiction of Incorporation or Organization</u> | <u>I.R.S. Employer Identification Number</u> |
|---|---|---|
| Time Warner Cable Information Services (New Mexico), LLC | Delaware | 20-8244978 |
| Time Warner Cable Information Services (New York), LLC | Delaware | 06-1530234 |
| Time Warner Cable Information Services (North Carolina), LLC | Delaware | 05-0563203 |
| Time Warner Cable Information Services (Ohio), LLC | Delaware | 20-0163449 |
| Time Warner Cable Information Services (Pennsylvania), LLC | Delaware | 20-0639607 |
| Time Warner Cable Information Services (South Carolina), LLC | Delaware | 20-0163480 |
| Time Warner Cable Information Services (Tennessee), LLC | Delaware | 20-0639795 |
| Time Warner Cable Information Services (Texas), LLC | Delaware | 20-0095157 |
| Time Warner Cable Information Services (Virginia), LLC | Delaware | 20-4370738 |
| Time Warner Cable Information Services (Washington), LLC | Delaware | 20-5690377 |
| Time Warner Cable Information Services (West Virginia), LLC | Delaware | 20-1620308 |
| Time Warner Cable Information Services (Wisconsin), LLC | Delaware | 20-0163685 |
| Time Warner Cable International LLC | Delaware | 32-0423657 |
| Time Warner Cable Internet Holdings III LLC | Delaware | 30-0800781 |
| Time Warner Cable Internet Holdings LLC | Delaware | 80-0845781 |
| Time Warner Cable Internet LLC | Delaware | 13-4008284 |
| Time Warner Cable, LLC | Delaware | 81-2545593 |
| Time Warner Cable Media LLC | Delaware | 27-4633156 |
| Time Warner Cable Midwest LLC | Delaware | 45-4593320 |
| Time Warner Cable New York City LLC | Delaware | 45-4593291 |
| Time Warner Cable Northeast LLC | Delaware | 45-4593341 |
| Time Warner Cable Pacific West LLC | Delaware | 45-4593361 |
| Time Warner Cable Services LLC | Delaware | 61-1446887 |
| Time Warner Cable Southeast LLC | Delaware | 45-4608839 |
| Time Warner Cable Sports LLC | Delaware | 45-1560066 |
| Time Warner Cable Texas LLC | Delaware | 45-4608769 |
| TWC Administration LLC | Delaware | 90-0882471 |
| TWC Communications, LLC | Delaware | 35-2205910 |
| TWC Digital Phone LLC | Delaware | 26-0354307 |
| TWC Media Blocker LLC | Delaware | 81-2620702 |
| TWC News and Local Programming Holdco LLC | Delaware | 45-4275480 |
| TWC News and Local Programming LLC | Delaware | 45-1560311 |
| TWC Regional Sports Network I LLC | Delaware | 45-1560617 |
| TWC Regional Sports Network II LLC | Delaware | None |
| TWC SEE Holdco LLC | Delaware | 20-5421447 |
| TWC Wireless LLC | Delaware | 20-3364329 |
| TWC/Charter Dallas Cable Advertising, LLC | Delaware | 26-2980350 |
| TWC/Charter Green Bay Cable Advertising, LLC | Delaware | 20-4932897 |
| TWC/Charter Los Angeles Cable Advertising, LLC | Delaware | 26-1900064 |
| TWCIS Holdco LLC | Delaware | 27-3481972 |
| Vista Broadband Communications, LLC | Delaware | 52-2085522 |
| Wisconsin Procurement Holdco LLC | Delaware | 81-2603589 |

PROSPECTUS

Charter Communications, Inc.
Charter Communications Operating, LLC
Charter Communications Operating Capital Corp.
CCO Holdings, LLC
CCO Holdings Capital Corp.

Debt Securities
Guarantees of Debt Securities

Charter Communications Operating, LLC (“CCO”) and Charter Communications Operating Capital Corp. (“CCO Capital,” and together with CCO, the “CCO Issuers”), CCO Holdings, LLC (“CCO Holdings”) and CCO Holdings Capital Corp. (“CCO Holdings Capital,” and together with CCO Holdings, the “CCOH Issuers”) or Charter Communications, Inc. (“Charter,” together with the CCO Issuers and the CCOH Issuers, the “Issuers,” “we,” “our” and “us,” and each an “Issuer”) may, from time to time, offer and sell debt securities. Such debt securities may be secured or unsecured. Debt securities issued by the CCO Issuers may be guaranteed by Charter, any of the CCOH Issuers and/or any of the additional Registrant Guarantors named in the Table of Additional Registrant Guarantors (the “additional Registrant Guarantors”) and secured by assets of the CCO Issuers, Charter, any of the CCOH Issuers and/or any of the additional Registrant Guarantors. Debt securities issued by CCOH Issuers may be guaranteed by Charter, any of the CCO Issuers and/or any of the additional Registrant Guarantors and secured by assets of the CCOH Issuers, Charter, any of the CCO Issuers and/or any of the additional Registrant Guarantors. Debt securities issued by Charter may be guaranteed by any of the CCO Issuers, any of the CCOH Issuers and/or any of the additional Registrant Guarantors and secured by assets of Charter, any of the CCO Issuers, any of the CCOH Issuers and/or any of the additional Registrant Guarantors.

We may offer and sell these debt securities separately or together, in one or more series and in amounts, at prices and on terms described in one or more offerings. When we decide to sell a particular series of these debt securities, the terms of the debt securities, including the initial offering price and the aggregate amount of the offering will be provided in one or more supplements to this prospectus.

The securities may be sold to or through one or more underwriters, dealers and agents, or directly to purchasers, on a continuous or delayed basis. The prospectus supplement for each offering of debt securities will describe in detail the plan of distribution for that offering. For general information about the distribution of securities offered, please see “Plan of Distribution” in this prospectus.

See “[Risk Factors](#)” beginning on page 4 of this prospectus for a discussion of certain risks that you should consider prior to investing in the debt securities.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

This prospectus is dated December 22, 2017.

You should rely only on the information contained in this prospectus or to which we have referred you. We have not authorized anyone to provide you with information that is different. This prospectus may only be used where it is legal to sell these securities. The information in this prospectus may only be accurate on the date of this prospectus.

TABLE OF CONTENTS

| | |
|--|-----|
| ABOUT THIS PROSPECTUS | ii |
| CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS | iii |
| WHERE YOU CAN FIND ADDITIONAL INFORMATION | v |
| INCORPORATION BY REFERENCE OF CERTAIN DOCUMENTS | vi |
| PROSPECTUS SUMMARY | 1 |
| RATIO OF EARNINGS TO FIXED CHARGES | 3 |
| RISK FACTORS | 4 |
| USE OF PROCEEDS | 4 |
| PLAN OF DISTRIBUTION | 4 |
| EXPERTS | 5 |
| LEGAL MATTERS | 6 |

ABOUT THIS PROSPECTUS

This prospectus is part of an automatic shelf registration statement that we filed with the Securities and Exchange Commission (the “SEC”), as a “well-known seasoned issuer” as defined in Rule 405 under the Securities Act of 1933 (the “Securities Act”). By using an automatic shelf registration statement, we may, at any time and from time to time, sell securities under this prospectus in one or more offerings in an unlimited amount. As allowed by the SEC rules, this prospectus does not contain all of the information included in the registration statement. For further information, we refer you to the registration statement, including its exhibits. Statements contained in this prospectus about the provisions or contents of any agreement or other document are not necessarily complete. If the SEC’s rules and regulations require that an agreement or document be filed as an exhibit to the registration statement, please see that agreement or document for a complete description of these matters.

This prospectus provides you with a general description of the securities we may offer. Each time we sell securities, we will provide a prospectus supplement that will contain specific information about the terms of the offering and the offered securities. This prospectus, together with applicable prospectus supplements, any information incorporated by reference, and any related free writing prospectuses we file with the SEC, includes all material information relating to these offerings and securities. We may also add, update or change in the prospectus supplement any of the information contained in this prospectus or in the documents that we have incorporated by reference into this prospectus, including without limitation, a discussion of any risk factors or other special considerations that apply to these offerings or securities or the specific plan of distribution. If there is any inconsistency between the information in this prospectus and a prospectus supplement or information incorporated by reference having a later date, you should rely on the information in that prospectus supplement or incorporated information having a later date. We urge you to read carefully this prospectus, any applicable prospectus supplement and any related free writing prospectus, together with the information incorporated herein by reference as described under the heading “Incorporation of Certain Documents By Reference” and the additional information described under the heading “Where You Can Find More Information,” before buying any of the securities being offered.

You should rely only on the information we have provided or incorporated by reference in this prospectus, any applicable prospectus supplement and any related free writing prospectus. We have not authorized anyone to provide you with different information. No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this prospectus, any applicable prospectus supplement or any related free writing prospectus.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus includes forward-looking statements within the meaning of Section 27A of 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. 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 in the section entitled “Risk Factors” in this prospectus and in the documents incorporated by reference in this prospectus, including the Annual Report. Many of the forward-looking statements contained in this prospectus 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 prospectus are set forth in this prospectus, in our annual report on Form 10-K for the year ended December 31, 2016, and our other periodic reports and other reports or documents that we file from time to time with the SEC, and include, but are not limited to:

- our ability to promptly, efficiently and effectively integrate acquired operations;
- our ability to sustain and grow revenues and cash flow from operations by offering video, Internet, voice, 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 wireless 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 or potential business combination transactions, 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 Transactions (as defined below);
- 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

[Table of Contents](#)

- 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 prospectus.

WHERE YOU CAN FIND ADDITIONAL INFORMATION

The Issuers have filed with the SEC a registration statement on Form S-3 under the Securities Act to register with the SEC their respective debt securities being offered in this prospectus and any guarantees thereof. This prospectus, which constitutes a part of the registration statement, does not contain all of the information set forth in the registration statement or the exhibits and schedules filed with it. For further information about the Issuers, reference is made to the registration statement and the exhibits and schedules filed with it. Statements contained in this prospectus regarding the contents of any contract or any other document that is filed as an exhibit to the registration statement are not necessarily complete, and each such statement is qualified in all respects by reference to the full text of such contract or other document filed as an exhibit to the registration statement. Charter and CCO Holdings file annual, quarterly and current reports, proxy and registration statements and other information with the SEC. You may read and copy any reports, statements, or other information that Charter and CCO Holdings file, including the registration statement, of which this prospectus forms a part, and the exhibits and schedules filed with it, without charge at the public reference room maintained by the SEC, located at 100 F Street, NE, Washington, D.C. 20549, and copies of all or any part of the registration statement may be obtained from the SEC on the payment of the fees prescribed by the SEC. Please call the SEC at 1-800-SEC-0330 for further information about the public reference room. The SEC also maintains an Internet website that contains reports, proxy and information statements and other information regarding registrants that file electronically with the SEC. The address of the site is www.sec.gov.

INCORPORATION BY REFERENCE OF CERTAIN DOCUMENTS

Each of Charter and CCO Holdings files annual, quarterly, special reports and other information with the SEC. This prospectus incorporates by reference certain information of Charter, of CCO Holdings, and of Time Warner Cable filed with the SEC, which means that Charter and the Issuers disclose important information to you by referring you to those documents. The information incorporated by reference is an important part of this prospectus, and information that Charter and CCO Holdings file later with the SEC will automatically update and supersede this information. Specifically, this prospectus incorporates by reference the documents listed below and any future filings of Charter or CCO Holdings made with the SEC under Section 13 or 15(d) of the Exchange Act (in each case excluding any information furnished but not filed) prior to the termination of this offering:

- Charter's Annual Report on Form 10-K for the year ended December 31, 2016, filed with the SEC on February 16, 2017;
- Portions of Charter's definitive proxy statement on Schedule 14A filed with the SEC on March 16, 2017 that are incorporated by reference into Charter's Annual Report on Form 10-K for the year ended December 31, 2016;
- Charter's Quarterly Reports on Form 10-Q for the three months ended March 31, 2017, filed with the SEC on May 2, 2017, for the three and six months ended June 30, 2017, filed with the SEC on July 27, 2017, and for the three and nine months ended September 30, 2017, filed with the SEC on October 26, 2017;
- Charter's Current Reports on Form 8-K filed with the SEC on April 7, 2016, May 18, 2016, May 19, 2016, May 20, 2016, July 29, 2016, January 17, 2017, February 6, 2017, March 9, 2017, March 31, 2017, April 26, 2017, May 1, 2017, May 8, 2017, July 12, 2017, August 14, 2017, September 21, 2017 and October 20, 2017;
- CCO Holdings' Annual Report on Form 10-K for the year ended December 31, 2016, filed with the SEC on March 3, 2017;
- CCO Holdings' Quarterly Reports on Form 10-Q for the three months ended March 31, 2017, filed with the SEC on May 4, 2017, for the three and six months ended June 30, 2017, filed with the SEC on August 1, 2017, and for the three and nine months ended September 30, 2017, filed with the SEC on October 27, 2017;
- CCO Holdings' Current Reports on Form 8-K filed with the SEC on January 17, 2017, February 6, 2017, March 9, 2017, March 31, 2017, April 26, 2017, May 1, 2017, May 8, 2017, June 21, 2017, July 12, 2017, August 14, 2017, September 21, 2017 and October 20, 2017;
- the audited consolidated financial statements of Time Warner Cable Inc. on pages 67 to 130 of Time Warner Cable Inc.'s Annual Report on Form 10-K for the year ended December 31, 2015, filed with the SEC on February 12, 2016; and
- the unaudited consolidated financial statements of Time Warner Cable Inc. on pages 20 to 46 of Time Warner Cable Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2016, filed with the SEC on April 28, 2016.

The information in the above filings speaks only as of the respective dates thereof, or, where applicable, the dates identified therein. Any statement contained in a document incorporated or deemed to be incorporated by reference into this prospectus will be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in this prospectus or any other subsequently filed document that is deemed to be incorporated by reference into this prospectus modifies or supersedes the statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

[Table of Contents](#)

Charter's and CCO Holdings' filings with the SEC, including Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports, are available free of charge on our website at www.charter.com as soon as reasonably practicable after they are filed with, or furnished to, the SEC. Our website and the information contained on that site, or connected to that site, are not incorporated into and are not a part of this prospectus. You may also obtain a copy of these filings at no cost by writing or telephoning us at the following address:

Charter Communications, Inc.
400 Atlantic Street
Stamford, Connecticut 06901
Attention: Investor Relations
Telephone: (203) 905-7801

WE HAVE NOT AUTHORIZED ANYONE TO GIVE ANY INFORMATION OR MAKE ANY REPRESENTATION ABOUT THE OFFERING THAT IS DIFFERENT FROM, OR IN ADDITION TO, THAT CONTAINED IN THIS PROSPECTUS OR IN ANY OF THE MATERIALS THAT ARE INCORPORATED INTO THIS PROSPECTUS. THEREFORE, IF ANYONE DOES GIVE YOU INFORMATION OF THIS SORT, YOU SHOULD NOT RELY ON IT. IF YOU ARE IN A JURISDICTION WHERE OFFERS TO EXCHANGE OR SELL, OR SOLICITATIONS OF OFFERS TO EXCHANGE OR PURCHASE, THE SECURITIES OFFERED BY THIS PROSPECTUS ARE UNLAWFUL, OR IF YOU ARE A PERSON TO WHOM IT IS UNLAWFUL TO DIRECT THESE TYPES OF ACTIVITIES, THEN THE OFFER PRESENTED IN THIS PROSPECTUS DOES NOT EXTEND TO YOU.

YOU SHOULD NOT ASSUME THAT THE INFORMATION CONTAINED IN THIS PROSPECTUS IS ACCURATE AS OF ANY DATE OTHER THAN THE DATE OF THIS PROSPECTUS AND NEITHER THE MAILING OF THIS PROSPECTUS NOR THE ISSUANCE OF THE DEBT SECURITIES PURSUANT TO THIS OFFERING SHALL CREATE AN IMPLICATION TO THE CONTRARY.

PROSPECTUS SUMMARY

The following summary highlights information contained elsewhere or incorporated by reference in this prospectus. It does not contain all the information that may be important to you in making an investment decision. You should read this entire prospectus carefully, including the documents incorporated by reference, which are described under “Incorporation by Reference of Certain Documents” and “Where You Can Find Additional Information.” You should also carefully consider, among other things, the matters discussed in the section titled “Risk Factors.”

CCO Holdings and CCO Holdings Capital are direct subsidiaries of CCH I Holdings, LLC, which is an indirect subsidiary of Charter. Charter and CCO Holdings are each holding companies with no operations of their own. CCO Holdings Capital is a company with no operations of its own and no subsidiaries. CCO and CCO Capital are direct, wholly owned subsidiaries of CCO Holdings. CCO is a holding company with no operations of its own. CCO Capital is a company with no operations of its own and no subsidiaries. CCO Holdings Capital, and CCO Holdings and its direct and indirect subsidiaries, including CCO and its direct and indirect subsidiaries as well as CCO Capital, are managed by Charter. The additional Registrant Guarantors are direct and indirect subsidiaries of CCO.

Charter is a holding company whose principal asset is a controlling equity interest in Charter Communications Holdings, LLC and an indirect owner of CCO under which all of the operations reside. Unless otherwise stated, the discussion in this prospectus of our business and operations includes the business of CCO Holdings and its direct and indirect subsidiaries. Unless otherwise stated, all business data included in this summary is as of September 30, 2017.

The terms “we,” “us” and “our” in this description of our business refer to Charter and its direct and indirect subsidiaries on a consolidated basis. The term “Transactions” refers to (i) the transactions completed pursuant to the Agreement and Plan of Mergers, dated as of May 23, 2015 (the “Merger Agreement”), by and among Time Warner Cable Inc. (“Legacy TWC”), Charter Communications, Inc. prior to the closing of the Merger Agreement (“Legacy Charter”), CCH I, LLC, previously a wholly owned subsidiary of Legacy Charter (now known as Charter Communications, Inc. and referred to herein as “Charter”) and certain other subsidiaries of Charter and (ii) the acquisition of Bright House Networks, LLC (“Legacy Bright House”) pursuant to the Contribution Agreement, dated March 31, 2015, by and among Legacy Charter, New Charter, Advance/Newhouse Partnership, A/NPC Holdings LLC, and Charter Communications Holdings, LLC, as amended.

Our Business

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 27.0 million residential and business customers at September 30, 2017. In addition, we sell 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. We also own and operate regional sports networks and local sports, news and community channels and sell security and home management services to the residential marketplace.

Since 2012, Legacy Charter has actively invested in its network and operations and has improved the quality and value of the products and packages that it offers. Through the roll-out of Spectrum pricing and packaging (“SPP”) across Legacy Charter, we have simplified our offers and improved our packaging of products, delivering more value to new and existing customers. Further, through the transition of our Legacy Charter markets to our all-digital platform, we increased our offerings to more than 200 HD channels in most of the Legacy Charter markets and offered Internet speeds of at least 60 or 100 Mbps, among other benefits. We believe

that this product set combined with improved customer service, as we insource our workforce in our call centers and in our field operations, has led to lower customer churn and longer customer lifetimes.

In September 2016, we began launching SPP to Legacy TWC and Legacy Bright House markets and as of September 30, 2017, we offer SPP in all Legacy TWC and Legacy Bright House markets. In the second half of 2017, we began converting the remaining Legacy TWC and Legacy Bright House analog markets to an all-digital platform. The bulk of this all-digital initiative will take place in 2018. Our corporate organization, as well as our marketing, sales and product development departments, are now centralized. Field operations are managed through eleven regional areas, each designed to represent a combination of designated marketing areas and managed with largely the same set of field employees that were with the three legacy companies prior to completion of the Transactions. Over a multi-year period, Legacy TWC and Legacy Bright House customer care centers will migrate to Legacy Charter's model of using segmented, 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 expect customer and financial results to trend similarly to Legacy Charter following the implementation of Legacy Charter's operating strategies across the Legacy TWC and Legacy Bright House markets. As a result of implementing our operating strategy across Legacy TWC and Legacy Bright House, we cannot be certain that we will be able to grow revenues or maintain our margins at recent historical rates.

Our Corporate Information

On May 18, 2016, Charter completed its previously reported merger transactions among Charter, Legacy TWC, Legacy Charter, and certain other subsidiaries of Charter. Also on May 18, 2016, Charter completed its previously reported acquisition of Legacy Bright House from Advance/Newhouse Partnership. As a result of the Transactions, Charter became the new public parent company that holds the combined operations of Legacy Charter, Legacy TWC and Legacy Bright House and was renamed Charter Communications, Inc. Substantially all of the operations acquired in the Transactions were contributed down to CCO Holdings or one of its subsidiaries.

Our principal executive offices are located at 400 Atlantic Street, 10th Floor, Stamford, Connecticut 06901. Our telephone number is (203) 905-7801, and we have a website accessible at www.charter.com. Our periodic reports and Current Reports on Form 8-K, and all amendments thereto, are available on this website free of charge as soon as reasonably practicable after they have been filed. The information posted on our website is not incorporated into this prospectus and is not part of this prospectus.

RATIO OF EARNINGS TO FIXED CHARGES

The following table sets forth CCO Holdings' and Charter's ratios of earnings to fixed charges on a historical basis for the periods indicated. This information should be read in conjunction with the consolidated financial statements and the accompanying notes incorporated by reference in this prospectus. See "Where You Can Find More Information" and "Incorporation by Reference; Additional Information."

CCO Holdings' Ratio of Earnings to Fixed Charges

| | For the Years Ended December 31, | | | | | For the Nine Months Ended September 30, |
|---|-------------------------------------|------|------|------|------|---|
| | 2012 | 2013 | 2014 | 2015 | 2016 | 2017 |
| Ratio of Earnings to Fixed Charges ⁽¹⁾ | 1.01 | — | 1.08 | 1.17 | 1.68 | 1.25 |

(1) Earnings for the year ended December 31, 2013 were insufficient to cover fixed charges by \$57 million. As a result of such deficiency, the ratio is not presented above.

For more information on CCO Holdings' ratio of earnings to fixed charges, see Exhibit 12.1 filed herewith.

Charter's Ratio of Earnings to Fixed Charges

| | For the Years Ended December 31, | | | | | For the Nine Months Ended September 30, |
|---|-------------------------------------|------|------|------|------|---|
| | 2012 | 2013 | 2014 | 2015 | 2016 | 2017 |
| Ratio of Earnings to Fixed Charges ⁽¹⁾ | — | — | 1.06 | — | 1.33 | 1.26 |

(1) Earnings for the years ended December 31, 2012, 2013 and 2015 were insufficient to cover fixed charges by \$47 million, \$49 million and \$331 million, respectively. As a result of such deficiencies, the ratios are not presented above.

For more information on Charter's ratio of earnings to fixed charges, see Exhibit 12.2 filed herewith.

RISK FACTORS

You should consider carefully all of the information set forth in any accompanying prospectus supplement and the documents incorporated by reference herein, unless expressly provided otherwise, and, in particular, the risk factors described in Charter's and CCO Holdings' Annual Reports on Form 10-K for the year ended December 31, 2016 filed with the SEC and incorporated by reference in this prospectus. The risks described in any document incorporated by reference herein are not the only ones we face, but are considered to be the most material. There may be other unknown or unpredictable economic, business, competitive, regulatory or other factors that could have material adverse effects on our future results. Past financial performance may not be a reliable indicator of future performance and historical trends should not be used to anticipate results or trends in future periods.

USE OF PROCEEDS

We intend to use the net proceeds from the sales of securities as set forth in the applicable prospectus supplement.

PLAN OF DISTRIBUTION

We may sell the offered securities: (a) through agents; (b) through underwriters or dealers; (c) directly to one or more purchasers; or (d) through a combination of any of these methods of sale. We will identify the specific plan of distribution, including any underwriters, dealers, agents or direct purchasers and their compensation in a prospectus supplement.

EXPERTS

The consolidated financial statements of CCO Holdings, LLC and subsidiaries as of December 31, 2016 and 2015, and for each of the years in the three-year period ended December 31, 2016, have been incorporated by reference herein in reliance upon the report of KPMG LLP, an independent registered public accounting firm, appearing in the CCO Holdings, LLC Annual Report on Form 10-K for the year ended December 31, 2016, filed with the SEC on March 3, 2017, incorporated by reference herein, and upon the authority of said firm as experts in accounting and auditing.

The consolidated financial statements of Charter Communications, Inc. and subsidiaries as of December 31, 2016 and 2015, and for each of the years in the three-year period ended December 31, 2016, and management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2016 have been incorporated by reference herein in reliance upon the report of KPMG LLP, an independent registered public accounting firm, appearing in the Charter Communications, Inc. Annual Report on Form 10-K for the year ended December 31, 2016, filed with the SEC on February 16, 2017, incorporated by reference herein, and upon the authority of said firm as experts in accounting and auditing.

The consolidated financial statements of Time Warner Cable Inc. appearing in Time Warner Cable Inc.'s Annual Report (Form 10-K) for the year ended December 31, 2015, and the effectiveness of Time Warner Cable Inc.'s internal control over financial reporting as of December 31, 2015 have been audited by Ernst & Young LLP, an independent registered public accounting firm, as set forth in their reports thereon, included therein, and incorporated herein by reference. Such consolidated financial statements are incorporated herein by reference in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

The consolidated financial statements of Bright House Networks, LLC and subsidiaries as of December 31, 2015 and 2014, and for each of the years in the three-year period ended December 31, 2015, have been incorporated by reference herein, in reliance upon the report of KPMG LLP, an independent auditor, appearing in Charter Communications, Inc.'s Current Report on Form 8-K filed with the SEC on April 7, 2016 incorporated by reference herein.

LEGAL MATTERS

Kirkland & Ellis LLP, New York, New York, will pass upon the validity of the securities offered in this offering.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution.

The following table shows the costs and expenses payable in connection with the sale and distribution of the securities being registered. All amounts except the SEC registration fee are estimated.

| | | |
|------------------------------|----|----|
| SEC registration fee | \$ | * |
| Accounting fees and expenses | | ** |
| Legal fees and expenses | | ** |
| Printing fees and expenses | | ** |
| Total | \$ | ** |

* In accordance with Rule 456(b) and 457(r), we are deferring payment of the registration fee.

** Estimated expenses are not presently known. The foregoing sets forth the general categories of expenses (other than underwriting discounts and commissions) that we anticipate we will incur in connection with the offering of securities under this registration statement on Form S-3. An estimate of the aggregate expenses in connection with the issuance and distribution of the securities being offered will be included in the applicable prospectus supplement.

Item 15. Indemnification of Directors and Officers.

Delaware

Each of Charter Communications, Inc., Charter Communications Operating, LLC, Charter Communications Operating Capital Corp., CCO Holdings, LLC, CCO Holdings Capital Corp., AdCast North Carolina Cable Advertising, LLC, Alabanza LLC, America's Job Exchange LLC, Athens Cablevision, LLC, BHN Home Security Services, LLC, BHN Spectrum Investments, LLC, Bresnan Broadband Holdings, LLC, Bresnan Broadband of Colorado, LLC, Bresnan Communications, LLC, Bresnan Digital Services, LLC, Bresnan Microwave of Montana, LLC, Bright House Networks Information Services (Alabama), LLC, Bright House Networks Information Services (California), LLC, Bright House Networks Information Services (Florida), LLC, Bright House Networks Information Services (Indiana), LLC, Bright House Networks Information Services (Michigan), LLC, Bright House Networks, LLC, Cable Equities Colorado, LLC, Cable Equities of Colorado Management LLC, CC 10, LLC, CC Fiberlink, LLC, CC Michigan, LLC, CC Systems, LLC, CC V Holdings, LLC, CC VI Fiberlink, LLC, CC VI Operating Company, LLC, CC VII Fiberlink, LLC, CC VIII Fiberlink, LLC, CC VIII Holdings, LLC, CC VIII Operating, LLC, CC VIII, LLC, CCO Fiberlink, LLC, CCO Holdco Transfers VII, LLC, CCO LP, LLC, CCO NR Holdings, LLC, CCO Purchasing, LLC, CCO SoCal I, LLC, CCO SoCal II, LLC, CCO SoCal Vehicles, LLC, CCO Transfers, LLC, Charter Advanced Services (AL), LLC, Charter Advanced Services (CA), LLC, Charter Advanced Services (CO), LLC, Charter Advanced Services (CT), LLC, Charter Advanced Services (GA), LLC, Charter Advanced Services (IL), LLC, Charter Advanced Services (IN), LLC, Charter Advanced Services (KY), LLC, Charter Advanced Services (LA), LLC, Charter Advanced Services (MA), LLC, Charter Advanced Services (MD), LLC, Charter Advanced Services (MI), LLC, Charter Advanced Services (MN), LLC, Charter Advanced Services (MO), LLC, Charter Advanced Services (MS), LLC, Charter Advanced Services (MT), LLC, Charter Advanced Services (NC), LLC, Charter Advanced Services (NE), LLC, Charter Advanced Services (NH), LLC, Charter Advanced Services (NV), LLC, Charter Advanced Services (NY), LLC, Charter Advanced Services (OH), LLC, Charter Advanced Services (OR), LLC, Charter Advanced Services (PA), LLC, Charter Advanced Services (SC), LLC, Charter Advanced Services (TN), LLC, Charter Advanced Services (TX), LLC, Charter Advanced Services (UT), LLC, Charter Advanced Services (VA), LLC, Charter Advanced Services (VT), LLC, Charter Advanced Services (WA), LLC, Charter Advanced Services (WI), LLC, Charter Advanced Services (WV), LLC, Charter Advanced Services (WY), LLC, Charter Advanced Services VIII (MI), LLC, Charter Advanced Services VIII (MN), LLC, Charter Advanced Services

[Table of Contents](#)

VIII (WI), LLC, Charter Advertising of Saint Louis, LLC, Charter Cable Operating Company, LLC, Charter Cable Partners, LLC, Charter Communications Entertainment I, LLC, Charter Communications Entertainment, LLC, Charter Communications of California, LLC, Charter Communications Properties LLC, Charter Communications Ventures, LLC, Charter Communications VI, L.L.C., Charter Communications VII, LLC, Charter Communications, LLC, Charter Distribution, LLC, Charter Fiberlink—Alabama, LLC, Charter Fiberlink—Georgia, LLC, Charter Fiberlink—Illinois, LLC, Charter Fiberlink—Maryland II, LLC, Charter Fiberlink—Michigan, LLC, Charter Fiberlink—Missouri, LLC, Charter Fiberlink—Nebraska, LLC, Charter Fiberlink—Pennsylvania, LLC, Charter Fiberlink—Tennessee, LLC, Charter Fiberlink AR-CCVII, LLC, Charter Fiberlink CA-CCO, LLC, Charter Fiberlink CC VIII, LLC, Charter Fiberlink CCO, LLC, Charter Fiberlink CT-CCO, LLC, Charter Fiberlink LA-CCO, LLC, Charter Fiberlink MA-CCO, LLC, Charter Fiberlink MS-CCVI, LLC, Charter Fiberlink NC-CCO, LLC, Charter Fiberlink NH-CCO, LLC, Charter Fiberlink NV-CCVII, LLC, Charter Fiberlink NY-CCO, LLC, Charter Fiberlink OH-CCO, LLC, Charter Fiberlink OR-CCVII, LLC, Charter Fiberlink SC-CCO, LLC, Charter Fiberlink TX-CCO, LLC, Charter Fiberlink VA-CCO, LLC, Charter Fiberlink VT-CCO, LLC, Charter Fiberlink WA-CCVII, LLC, Charter Helicon, LLC, Charter Home Security, LLC, Charter Leasing Holding Company, LLC, Charter Leasing of Wisconsin, LLC, Charter RMG, LLC, Charter Stores FCN, LLC, Charter Video Electronics, LLC, DukeNet Communications Holdings, LLC, DukeNet Communications, LLC, Falcon Cable Communications, LLC, Falcon Community Cable, L.P., Falcon First Cable of the Southeast, LLC, Falcon First, LLC, Falcon Video Communications, L.P., Helicon Partners I, L.P., Hometown T.V., LLC, HPI Acquisition Co. LLC, ICI Holdings, LLC, Insight Blocker LLC, Insight Capital LLC, Insight Communications Company, L.P., Insight Communications Midwest, LLC, Insight Communications of Central Ohio, LLC, Insight Communications of Kentucky, L.P., Insight Interactive, LLC, Insight Kentucky Capital, LLC, Insight Kentucky Partners I, L.P., Insight Kentucky Partners II, L.P., Insight Midwest Holdings, LLC, Insight Midwest, L.P., Insight Phone of Indiana, LLC, Insight Phone of Kentucky, LLC, Insight Phone of Ohio, LLC, Interactive Cable Services, LLC, Interlink Communications Partners, LLC, Intrepid Acquisition LLC, Marcus Cable Associates, L.L.C., Marcus Cable of Alabama, L.L.C., Marcus Cable, LLC, Midwest Cable Communications, LLC, NaviSite LLC, New Wisconsin Procurement LLC, Oceanic Time Warner Cable LLC, Parity Assets LLC, Peachtree Cable TV, L.P., Peachtree Cable TV, LLC, Renaissance Media LLC, Rifkin Acquisition Partners, LLC, Robin Media Group, LLC, Scottsboro TV Cable, LLC, The Helicon Group, L.P., Time Warner Cable Business LLC, Time Warner Cable Enterprises LLC, Time Warner Cable Information Services (Alabama), LLC, Time Warner Cable Information Services (Arizona), LLC, Time Warner Cable Information Services (California), LLC, Time Warner Cable Information Services (Colorado), LLC, Time Warner Cable Information Services (Hawaii), LLC, Time Warner Cable Information Services (Idaho), LLC, Time Warner Cable Information Services (Illinois), LLC, Time Warner Cable Information Services (Indiana), LLC, Time Warner Cable Information Services (Kansas), LLC, Time Warner Cable Information Services (Kentucky), LLC, Time Warner Cable Information Services (Maine), LLC, Time Warner Cable Information Services (Massachusetts), LLC, Time Warner Cable Information Services (Michigan), LLC, Time Warner Cable Information Services (Missouri), LLC, Time Warner Cable Information Services (Nebraska), LLC, Time Warner Cable Information Services (New Hampshire), LLC, Time Warner Cable Information Services (New Jersey), LLC, Time Warner Cable Information Services (New Mexico), LLC, Time Warner Cable Information Services (New York), LLC, Time Warner Cable Information Services (North Carolina), LLC, Time Warner Cable Information Services (Ohio), LLC, Time Warner Cable Information Services (Pennsylvania), LLC, Time Warner Cable Information Services (South Carolina), LLC, Time Warner Cable Information Services (Tennessee), LLC, Time Warner Cable Information Services (Texas), LLC, Time Warner Cable Information Services (Virginia), LLC, Time Warner Cable Information Services (Washington), LLC, Time Warner Cable Information Services (West Virginia), LLC, Time Warner Cable Information Services (Wisconsin), LLC, Time Warner Cable International LLC, Time Warner Cable Internet Holdings III LLC, Time Warner Cable Internet Holdings LLC, Time Warner Cable Internet LLC, Time Warner Cable, LLC, Time Warner Cable Media LLC, Time Warner Cable Midwest LLC, Time Warner Cable New York City LLC, Time Warner Cable Northeast LLC, Time Warner Cable Pacific West LLC, Time Warner Cable Services LLC, Time Warner Cable Southeast LLC, Time Warner Cable Sports LLC, Time Warner Cable Texas LLC, TWC Administration LLC, TWC Communications, LLC, TWC Digital Phone LLC, TWC Media Blocker LLC, TWC News and Local Programming Holdco LLC, TWC News and Local Programming LLC, TWC Regional Sports

Table of Contents

Network I LLC, TWC Regional Sports Network II, LLC, Spectrum Mobile, LLC, Spectrum Originals, LLC, Spectrum Security, LLC, TWC SEE Holdco LLC, TWC Wireless LLC, TWC/Charter Dallas Cable Advertising, LLC, TWC/Charter Green Bay Cable Advertising, LLC, TWC/Charter Los Angeles Cable Advertising, LLC, TWCIS Holdco LLC, Vista Broadband Communications, LLC and Wisconsin Procurement Holdco LLC, is formed or incorporated under the laws of the State of Delaware.

Limited Liability Companies

Section 18-108 of the Delaware Limited Liability Company Act authorizes a limited liability company to indemnify and hold harmless any member or manager or other person from and against any and all claims and demands whatsoever, subject to such standards and restrictions, if any, as are set forth in its limited liability company agreement.

The certificates of formation of CC VIII Operating, LLC, CC VIII, LLC, Falcon First Cable of the Southeast, LLC, Falcon First, LLC and Insight Capital LLC provide for indemnification of all persons who may be indemnified under Section 18-108 of the Delaware Limited Liability Company Act to the fullest extent permitted by such section.

The limited liability company agreements of Charter Communications Operating, LLC, CCO Holdings, LLC, AdCast North Carolina Cable Advertising, LLC, Alabanza LLC, America's Job Exchange LLC, Athens Cablevision, LLC, BHN Home Security Services, LLC, BHN Spectrum Investments, LLC, Bresnan Broadband Holdings, LLC, Bresnan Broadband of Colorado, LLC, Bresnan Communications, LLC, Bresnan Digital Services, LLC, Bresnan Microwave of Montana, LLC, Bright House Networks Information Services (Alabama), LLC, Bright House Networks Information Services (California), LLC, Bright House Networks Information Services (Florida), LLC, Bright House Networks Information Services (Indiana), LLC, Bright House Networks Information Services (Michigan), LLC, Bright House Networks, LLC, Cable Equities Colorado, LLC, Cable Equities of Colorado Management LLC, CC 10, LLC, CC Fiberlink, LLC, CC Michigan, LLC, CC Systems, LLC, CC V Holdings, LLC, CC VI Fiberlink, LLC, CC VI Operating Company, LLC, CC VII Fiberlink, LLC, CC VIII Fiberlink, LLC, CC VIII Holdings, LLC, CC VIII Operating, LLC, CCO Fiberlink, LLC, CCO Holdco Transfers VII, LLC, CCO LP, LLC, CCO NR Holdings, LLC, CCO Purchasing, LLC, CCO SoCal I, LLC, CCO SoCal II, LLC, CCO SoCal Vehicles, LLC, CCO Transfers, LLC, Charter Advanced Services (AL), LLC, Charter Advanced Services (CA), LLC, Charter Advanced Services (CO), LLC, Charter Advanced Services (CT), LLC, Charter Advanced Services (GA), LLC, Charter Advanced Services (IL), LLC, Charter Advanced Services (IN), LLC, Charter Advanced Services (KY), LLC, Charter Advanced Services (LA), LLC, Charter Advanced Services (MA), LLC, Charter Advanced Services (MD), LLC, Charter Advanced Services (MI), LLC, Charter Advanced Services (MN), LLC, Charter Advanced Services (MO), LLC, Charter Advanced Services (MS), LLC, Charter Advanced Services (MT), LLC, Charter Advanced Services (NC), LLC, Charter Advanced Services (NE), LLC, Charter Advanced Services (NH), LLC, Charter Advanced Services (NV), LLC, Charter Advanced Services (NY), LLC, Charter Advanced Services (OH), LLC, Charter Advanced Services (OR), LLC, Charter Advanced Services (PA), LLC, Charter Advanced Services (SC), LLC, Charter Advanced Services (TN), LLC, Charter Advanced Services (TX), LLC, Charter Advanced Services (UT), LLC, Charter Advanced Services (VA), LLC, Charter Advanced Services (VT), LLC, Charter Advanced Services (WA), LLC, Charter Advanced Services (WI), LLC, Charter Advanced Services (WV), LLC, Charter Advanced Services (WY), LLC, Charter Advanced Services VIII (MI), LLC, Charter Advanced Services VIII (MN), LLC, Charter Advanced Services VIII (WI), LLC, Charter Advertising of Saint Louis, LLC, Charter Cable Operating Company, LLC, Charter Cable Partners, LLC, Charter Communications Entertainment I, LLC, Charter Communications Entertainment, LLC, Charter Communications of California, LLC, Charter Communications Properties LLC, Charter Communications Ventures, LLC, Charter Communications VI, L.L.C., Charter Communications VII, LLC, Charter Communications, LLC, Charter Distribution, LLC, Charter Fiberlink—Alabama, LLC, Charter Fiberlink—Georgia, LLC, Charter Fiberlink—Illinois, LLC, Charter Fiberlink—Maryland II, LLC, Charter Fiberlink—Michigan, LLC, Charter Fiberlink—Missouri, LLC, Charter Fiberlink—Nebraska, LLC, Charter Fiberlink—Pennsylvania, LLC, Charter Fiberlink—Tennessee, LLC, Charter Fiberlink AR-CCVII, LLC, Charter Fiberlink CA-CCO, LLC, Charter Fiberlink CC VIII, LLC, Charter Fiberlink CCO, LLC, Charter Fiberlink CT-CCO, LLC, Charter Fiberlink LA-CCO, LLC, Charter Fiberlink MA-CCO, LLC, Charter Fiberlink

Table of Contents

MS-CCVI, LLC, Charter Fiberlink NC-CCO, LLC, Charter Fiberlink NH-CCO, LLC, Charter Fiberlink NV-CCVII, LLC, Charter Fiberlink NY-CCO, LLC, Charter Fiberlink OH-CCO, LLC, Charter Fiberlink OR-CCVII, LLC, Charter Fiberlink SC-CCO, LLC, Charter Fiberlink TX-CCO, LLC, Charter Fiberlink VA-CCO, LLC, Charter Fiberlink VT-CCO, LLC, Charter Fiberlink WA-CCVII, LLC, Charter Helicon, LLC, Charter Home Security, LLC, Charter Leasing Holding Company, LLC, Charter Leasing of Wisconsin, LLC, Charter RMG, LLC, Charter Stores FCN, LLC, Charter Video Electronics, LLC, DukeNet Communications Holdings, LLC, DukeNet Communications, LLC, Falcon Cable Communications, LLC, Falcon First Cable of the Southeast, LLC, Falcon First, LLC, Hometown T.V., LLC, HPI Acquisition Co. LLC, ICI Holdings, LLC, Insight Blocker LLC, Insight Capital LLC, Insight Communications Midwest, LLC, Insight Communications of Central Ohio, LLC, Insight Interactive, LLC, Insight Kentucky Capital, LLC, Insight Midwest Holdings, LLC, Insight Phone of Indiana, LLC, Insight Phone of Kentucky, LLC, Insight Phone of Ohio, LLC, Interactive Cable Services, LLC, Interlink Communications Partners, LLC, Intrepid Acquisition LLC, Marcus Cable Associates, L.L.C., Marcus Cable of Alabama, L.L.C., Marcus Cable, LLC, Midwest Cable Communications, LLC, NaviSite LLC, New Wisconsin Procurement LLC, Oceanic Time Warner Cable LLC, Parity Assets LLC, Peachtree Cable TV, LLC, Renaissance Media LLC, Rifkin Acquisition Partners, LLC, Robin Media Group, LLC, Scottsboro TV Cable, LLC, Time Warner Cable Business LLC, Time Warner Cable Enterprises LLC, Time Warner Cable Information Services (Alabama), LLC, Time Warner Cable Information Services (Arizona), LLC, Time Warner Cable Information Services (California), LLC, Time Warner Cable Information Services (Colorado), LLC, Time Warner Cable Information Services (Hawaii), LLC, Time Warner Cable Information Services (Idaho), LLC, Time Warner Cable Information Services (Illinois), LLC, Time Warner Cable Information Services (Indiana), LLC, Time Warner Cable Information Services (Kansas), LLC, Time Warner Cable Information Services (Kentucky), LLC, Time Warner Cable Information Services (Maine), LLC, Time Warner Cable Information Services (Massachusetts), LLC, Time Warner Cable Information Services (Michigan), LLC, Time Warner Cable Information Services (Missouri), LLC, Time Warner Cable Information Services (Nebraska), LLC, Time Warner Cable Information Services (New Hampshire), LLC, Time Warner Cable Information Services (New Jersey), LLC, Time Warner Cable Information Services (New Mexico), LLC, Time Warner Cable Information Services (New York), LLC, Time Warner Cable Information Services (North Carolina), LLC, Time Warner Cable Information Services (Ohio), LLC, Time Warner Cable Information Services (Pennsylvania), LLC, Time Warner Cable Information Services (South Carolina), LLC, Time Warner Cable Information Services (Tennessee), LLC, Time Warner Cable Information Services (Texas), LLC, Time Warner Cable Information Services (Virginia), LLC, Time Warner Cable Information Services (Washington), LLC, Time Warner Cable Information Services (West Virginia), LLC, Time Warner Cable Information Services (Wisconsin), LLC, Time Warner Cable International LLC, Time Warner Cable Internet Holdings III LLC, Time Warner Cable Internet Holdings LLC, Time Warner Cable Internet LLC, Time Warner Cable, LLC, Time Warner Cable Media LLC, Time Warner Cable Midwest LLC, Time Warner Cable New York City LLC, Time Warner Cable Northeast LLC, Time Warner Cable Pacific West LLC, Time Warner Cable Services LLC, Time Warner Cable Southeast LLC, Time Warner Cable Sports LLC, Time Warner Cable Texas LLC, TWC Administration LLC, TWC Communications, LLC, TWC Digital Phone LLC, TWC Media Blocker LLC, TWC News and Local Programming Holdco LLC, TWC News and Local Programming LLC, TWC Regional Sports Network I LLC, TWC Regional Sports Network II, LLC, Spectrum Mobile LLC, Spectrum Originals, LLC, Spectrum Security, LLC, SEE Holdco LLC, TWC Wireless LLC, TWC/Charter Dallas Cable Advertising, LLC, TWC/Charter Los Angeles Cable Advertising, LLC, TWCIS Holdco LLC, Vista Broadband Communications, LLC and Wisconsin Procurement Holdco LLC (each, an “LLC”) provide that a member, a manager, a director, any officer, their respective affiliates or any person who at any time serves or has served as a director, officer, employee or other agent of any member or any such affiliate, and who, in such capacity, engages or has engaged in activities on behalf of the applicable LLC, shall be indemnified and held harmless by such LLC to the fullest extent permitted by law from and against any losses, damages, expenses, including attorneys’ fees, judgments and amounts paid in settlement actually and reasonably incurred by or in connection with any claim, action, suit or proceeding to which such indemnifiable person is or was a party or is threatened to be made a party by reason of the fact that such person is or was engaged in activities on behalf of such LLC. Notwithstanding the foregoing, no indemnification is available under the limited liability company agreement of any of the LLCs in respect of any such claim adjudged to be primarily the result of bad faith, willful misconduct or fraud of an indemnifiable person. Any act

[Table of Contents](#)

or omission by an indemnifiable person done in reliance upon the opinion of independent legal counsel or public accountants selected with reasonable care shall not constitute bad faith, willful misconduct, or fraud on the part of such indemnifiable person. Payment of these indemnification obligations shall be made from the assets of the applicable LLC and the members shall not be personally liable to an indemnifiable person for payment of indemnification.

The limited liability company agreement of CC VIII, LLC (“CC VIII”) provides that, to the extent permitted by applicable law, a member, a manager, a director, or an officer, their respective affiliates shall be entitled to indemnification from CC VIII for any loss, damage, or claim incurred by such person by reason of any act or omission performed or omitted by such person in good faith on behalf of, or in connection with the business and affairs of, CC VIII and in a manner reasonably believed to be within the scope of authority conferred on such person; provided that any such indemnity shall be provided out of and to the extent of CC VIII’s assets only.

The limited liability company agreement of TWC/Charter Green Bay Cable Advertising, LLC (“Green Bay”) provides that Green Bay shall indemnify the members and their respective affiliates, shareholders, partners, members, employees, officers and directors, for, and hold them harmless from, any liability, whether civil or criminal, and any loss, damage, or expense, including reasonable attorneys’ fees, to the extent that such arise from and are the result of the ordinary and proper conduct of Green Bay’s business and the preservation of its business and property, or arise by reason of the fact that such person is or was a member or an officer, director or employee thereof; provided the member or person to be indemnified acted in good faith. The obligation of Green Bay to indemnify the members or any other person shall be satisfied out of Green Bay’s assets only.

Corporations

Section 145 of the Delaware General Corporation Law authorizes a corporation to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys’ fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person’s conduct was unlawful. In addition, the Delaware General Corporation Law does not permit indemnification in any threatened, pending or completed action or suit by or in the right of the corporation in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses, which such court shall deem proper. To the extent that a present or former director or officer of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above, or in defense of any claim, issue or matter, such person shall be indemnified against expenses, including attorneys’ fees, actually and reasonably incurred by such person. Indemnity is mandatory to the extent a claim, issue or matter has been successfully defended. The Delaware General Corporation Law also allows a corporation to provide for the elimination or limit of the personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that such provision shall not eliminate or limit the liability of a director

- (i) for any breach of the director’s duty of loyalty to the corporation or its stockholders,
- (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law,
- (iii) for unlawful payments of dividends or unlawful stock purchases or redemptions, or
- (iv) for any transaction from which the director derived an improper personal benefit. These provisions will not limit the liability of directors or officers under the federal securities laws of the United States.

[Table of Contents](#)

The bylaws of each of Charter, CCO Holdings Capital and CCO Capital (each a “corporation”) require the applicable corporation, to the fullest extent authorized by the Delaware General Corporation Law, to indemnify any person who was or is made a party or is threatened to be made a party or is otherwise involved in any action, suit or proceeding by reason of the fact that he or she is or was a director or officer of such corporation or is or was serving at the request of such corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other entity or enterprise, in each case, against all expense, liability and loss (including attorneys’ fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such person in connection therewith.

Charter has entered into indemnification agreements that require it to indemnify each of its directors and officers to the fullest extent permitted by law for any claims made against each of these persons because he or she is, was or may be deemed to be a stockholder, director, officer, employee, controlling person, agent or fiduciary of Charter or any of its subsidiaries. Charter is obligated to pay the expenses of these persons in connection with any claims that are subject to the applicable agreement.

Limited Partnerships

Section 17-108 of the Delaware Revised Uniform Limited Partnership Act provides that a limited partnership may, and shall have the power to, indemnify and hold harmless any partner or other person from and against any and all claims and demands whatsoever, subject to such standards and restrictions set forth in the partnership agreement.

The limited partnership agreements of Falcon Community Cable, L.P., Falcon Video Communications, L.P., Helicon Partners I, L.P., Peachtree Cable TV, L.P., The Helicon Group, L.P., Insight Communications Company, L.P., Insight Communications of Kentucky, L.P., Insight Kentucky Partners I, L.P., Insight Kentucky Partners II, L.P. and Insight Midwest, L.P. (each, a “Partnership”) provide that a partner, any of such partner’s affiliates or any person who at any time serves or has served as a director, officer, employee or other agent of any partner or any such affiliate, and who, in such capacity, engages or has engaged in activities on behalf of the applicable Partnership, shall be indemnified and held harmless by such Partnership against any losses, damages, expenses, including attorneys’ fees, judgments and amounts paid in settlement actually and reasonably incurred by or in connection with any claim, action, suit or proceeding to which such indemnifiable person is or was a party or is threatened to be made a party by reason of the fact that such person is or was engaged in activities on behalf of such Partnership. Notwithstanding the foregoing, no indemnification is available under the limited partnership agreement of any of the Partnerships in respect of any such claim adjudged to be primarily the result of bad faith, willful misconduct or fraud of an indemnifiable person. Any act or omission by an indemnifiable person done in reliance upon the opinion of independent legal counsel or public accountants selected with reasonable care shall not constitute bad faith, willful misconduct, or fraud on the part of such indemnifiable person. Payment of these indemnification obligations shall be made from the assets of the applicable Partnership and the partners shall not be personally liable to an indemnifiable person for payment of indemnification.

Colorado

Section 7-80-104(1)(k) of the Colorado Limited Liability Company Act permits a company to indemnify a member or manager or former member or manager of the limited liability company as provided in Section 7-80-407. Under Section 7-80-407, a limited liability company shall reimburse a member or manager for payments made, and indemnify a member or manager for liabilities incurred by the member or manager, in the ordinary conduct of the business of the limited liability company or for the preservation of its business or property if such payments were made or liabilities incurred without violation of the member’s or manager’s duties to the limited liability company.

The Limited Liability Company Agreement of Bresnan Broadband of Colorado, LLC provides for the indemnification of officers and directors to the fullest extent permitted by Colorado law.

[Table of Contents](#)

Montana

Section 38-8-504 of the Montana Limited Liability Company Act states that a limited liability company shall reimburse a member or manager for payments made and indemnify a member or manager for liabilities incurred by the member or manager in the ordinary course of the business of the company or for the preservation of its business or property.

The Limited Liability Company Agreement of Bresnan Broadband of Montana, LLC provides for the indemnification of officers and directors to the fullest extent permitted by Montana law.

Utah

Section 48-2c-1802 of the Utah Revised Limited Liability Company Act permits a company to indemnify an individual made a party to a proceeding because he is or was a manager against liability incurred in the proceeding if: (a) his conduct was in good faith; (b) he reasonably believed that his conduct was in, or not opposed to, the company's best interests; and (c) in the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful. A manager's conduct with respect to any employee benefit plan for a purpose he reasonably believed to be in, or not opposed to, the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirement of Subsection (1)(b).

The Limited Liability Company Agreement of Bresnan Broadband of Utah, LLC provides for the indemnification of officers and directors to the fullest extent permitted by Utah law.

Wyoming

Section 17-29-408 of the Wyoming Limited Liability Company Act permits a Wyoming limited liability company to indemnify any member of a member-manager company or any manager of a manager-managed company for any debt, obligation or other liability incurred by such member or manager in the course of the member's or manager's activities on behalf of the Wyoming limited liability company, if in making the payment or incurring the debt, obligation or other liability, the member or manager was acting within the scope of his or her duties.

The Limited Liability Company Agreement of Bresnan Broadband of Wyoming, LLC provides for the indemnification of officers and directors to the fullest extent permitted by Wyoming law.

California

The limited partnership agreements of Falcon Cable Media, a California Limited Partnership, Falcon Cable Systems Company II, L.P., Falcon Cablevision, a California Limited Partnership, Falcon Community Ventures I Limited Partnership and Falcon Telecable, a California Limited Partnership (each, a "California Partnership") provide that a partner, any of such partner's affiliates or any person who at any time serves or has served as a director, officer, employee or other agent of any partner or any such affiliate, and who, in such capacity, engages or has engaged in activities on behalf of the applicable California Partnership, shall be indemnified and held harmless by such California Partnership against any losses, damages, expenses, including attorneys' fees, judgments and amounts paid in settlement actually and reasonably incurred by or in connection with any claim, action, suit or proceeding to which such indemnifiable person is or was a party or is threatened to be made a party by reason of the fact that such person is or was engaged in activities on behalf of such California Partnership. Notwithstanding the foregoing, no indemnification is available under the limited partnership agreement of any of the California Partnerships in respect of any such claim adjudged to be primarily the result of bad faith, willful misconduct or fraud of an indemnifiable person. Any act or omission by an indemnifiable person done in reliance upon the opinion of independent legal counsel or public accountants selected with reasonable care shall not constitute bad faith, willful misconduct, or fraud on the part of such indemnifiable

[Table of Contents](#)

person. Payment of these indemnification obligations shall be made from the assets of the applicable California Partnership and the partners shall not be personally liable to an indemnifiable person for payment of indemnification.

Section 15904.06 (Operative January 1, 2008) of the 2008 California Revised Limited Partnership Act addresses the rights of a general partner with respect to its management and conduct of partnership activities. The 2008 California Revised Limited Partnership Act provides that a limited partnership shall reimburse a general partner for payments made, and indemnify a general partner for liabilities incurred by, the general partner in the ordinary course of the activities of the partnership or for the preservation of its activities or property.

Item 16. Exhibits and Financial Statement Schedules.

Exhibits

Reference is made to the exhibit index filed as part of this registration statement.

Financial Statement Schedules

Certain schedules have been omitted because of the absence of the conditions under which they are required or because the information required by such omitted schedules is set forth in the financial statements or the notes thereto.

Item 17. Undertakings

(a) The undersigned registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i), (a)(1)(ii) and (a)(1)(iii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof;

[Table of Contents](#)

- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering; and
- (4) That, for the purpose of determining liability under the Securities Act to any purchaser:
 - (i) Each prospectus filed by a registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement;
 - (ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5) or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii) or (x) for the purpose of providing the information required by section 10(a) of the Securities Act shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date; and
 - (iii) Each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.
- (5) That, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities: in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:
 - (i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
 - (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;
 - (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and
 - (iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

[Table of Contents](#)

- (b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers, and controlling persons of the registrants pursuant to the foregoing provisions, or otherwise, the registrants have been advised that in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrants of expenses incurred or paid by a director, officer, or controlling person of the registrants in the successful defense of any action, suit or proceeding) is asserted by such director, officer, or controlling person in connection with the securities being registered, the registrants will, unless in the opinion of their counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by them is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

INDEX TO EXHIBITS

| <u>Exhibit</u> | <u>Description</u> |
|----------------|---|
| 1.1† | Form of Underwriting Agreement |
| 2.1* | Agreement and Plan of Mergers, dated as of May 23, 2015, among Time Warner Cable Inc. (“TWC”), Charter Communications, Inc. (“Legacy Charter”), CCHI, LLC (now known as Charter Communications, Inc. “Charter”), and certain other parties thereto (incorporated herein by reference to Exhibit 2.1 to Charter’s Registration Statement on Form S-4 dated and filed with the SEC on June 25, 2015 (File No. 333-205240) (the “Merger Form S-4”)) |
| 2.2* | Contribution Agreement, dated as of March 31, 2015, as amended on May 23, 2015, by and among Legacy Charter, Charter, Advance/Newhouse Partnership (“A/N”) and certain other parties thereto (incorporated herein by reference to Exhibit 2.2 to the Merger Form S-4) |
| 4.1* | Indenture, dated as of July 23, 2015, among Charter Communications Operating, LLC, Charter Communications Operating Capital Corp., and CCO Safari II, LLC, as issuers, and The Bank of New York Mellon Trust Company, N.A., as trustee and collateral agent (incorporated herein by reference to Exhibit 4.1 to the current report on Form 8-K filed by Charter Communications, Inc. on July 27, 2015 (File No. 001-33664)) (including form of guarantee) |
| 4.2* | Second Supplemental Indenture, dated as of May 18, 2016, among Charter Communications Operating, LLC, Charter Communications Operating Capital Corp., CCO Safari II, LLC and The Bank of New York Mellon Trust Company, N.A., as trustee and collateral agent (incorporated herein by reference to Exhibit 4.1 to the Current Report on Form 8-K filed by CCO Holdings, LLC on May 24, 2016 (File No. 001-37789)) |
| 4.3* | Third Supplemental Indenture, dated as of May 18, 2016, among CCO Holdings, LLC, as parent guarantor, the subsidiary guarantors party thereto and The Bank of New York Mellon Trust Company, N.A., as trustee and collateral agent (incorporated herein by reference to Exhibit 4.2 to the Current Report on Form 8-K filed by CCO Holdings, LLC on May 24, 2016 (File No. 001-37789)) |
| 4.4* | Fourth Supplemental Indenture, dated as of November 1, 2016, among Charter Communications Operating, LLC and Charter Communications Operating Capital Corp., as issuers, CCO Holdings, LLC, as parent guarantor, the subsidiary guarantors party thereto and The Bank of New York Mellon Trust Company, N.A., as trustee and collateral agent (incorporated herein by reference to Exhibit 4.5 to the Registration Statement on Form S-4 filed by CCO Holdings, LLC on October 6, 2017 (File No. 333-220863)) |
| 4.5 | Eighth Supplemental Indenture, dated as of December 21, 2017, among Charter Communications Operating, LLC and Charter Communications Operating Capital Corp., as issuers, CCO Holdings, LLC, as parent guarantor, the subsidiary guarantors party thereto and The Bank of New York Mellon Trust Company, N.A., as trustee and collateral agent |
| 4.6* | Indenture, dated as of November 20, 2015, among CCO Holdings, LLC, CCO Holdings Capital Corp. and CCOH Safari, LLC, as issuers, and The Bank of New York Mellon Trust Company, N.A., as trustee (incorporated herein by reference to Exhibit 4.1 to the current report on Form 8-K filed by Charter Communications, Inc. on November 25, 2015 (File No. 001-33664)) |
| 4.7* | Second Supplemental Indenture, dated as of May 18, 2016, by and among CCO Holdings, LLC, CCO Holdings Capital Corp., CCOH Safari, LLC and The Bank of New York Mellon Trust Company, N.A., as trustee (incorporated herein by reference to Exhibit 4.3 to the current report on Form 8-K filed by CCO Holdings, LLC on May 24, 2016 (File No. 001-33664)) |
| 4.8† | Form of Charter Communications, Inc. Indenture |
| 4.9* | Form of Charter Communications Operating, LLC and Charter Communications Operating Capital Corp. Debt Security (included in Exhibit 4.1) |
| 4.10* | Form of CCO Holdings, LLC and CCO Holdings Capital Corp. Debt Security (included in Exhibit 4.6) |

Table of Contents

| <u>Exhibit</u> | <u>Description</u> |
|----------------|--|
| 4.11†† | Form of Charter Communications, Inc. Debt Security |
| 4.12* | Collateral Agreement, dated as of May 18, 2016, by Charter Communications Operating, LLC, Charter Communications Operating Capital Corp. and the other grantors party thereto in favor of The Bank of New York Mellon Trust Company, N.A., as collateral agent (incorporated herein by reference to Exhibit 10.6 to the current report on Form 8-K filed by CCO Holdings, LLC on May 24, 2016 (File No. 001-37789)) |
| 4.13* | First Lien Intercreditor Agreement, dated as of May 18, 2016, by and among Charter Communications Operating, LLC, the other grantors party thereto, Bank of America, N.A., as credit agreement collateral agent for the credit agreement secured parties, The Bank of New York Mellon Trust Company, N.A., as notes collateral agent for the indenture secured parties, and each additional agent from time to time party thereto (incorporated herein by reference to Exhibit 10.7 to the current report on Form 8-K filed by CCO Holdings, LLC on May 24, 2016 (File No. 001-37789)) |
| 5.1 | Legal Opinion of Kirkland & Ellis LLP relating to debt securities of Charter Communications Operating, LLC and Charter Communications Operating Capital Corp. |
| 5.2 | Legal Opinion of Kirkland & Ellis LLP relating to debt securities of CCO Holdings, LLC and CCO Holdings Capital Corp. |
| 5.3 | Legal Opinion of Kirkland & Ellis LLP relating to debt securities of Charter Communications, Inc. |
| 12.1 | CCO Holdings, LLC Computation of Ratio of Earnings to Fixed Charges |
| 12.2 | Charter Communications, Inc. Computation of Ratio of Earnings to Fixed Charges |
| 23.1 | Consent of Kirkland & Ellis LLP relating to the legal opinion with respect to debt securities of Charter Communications Operating, LLC and Charter Communications Operating Capital Corp. (included with Exhibit 5.1) |
| 23.2 | Consent of Kirkland & Ellis LLP relating to the legal opinion with respect to debt securities of CCO Holdings, LLC and CCO Holdings Capital Corp. (included with Exhibit 5.2) |
| 23.3 | Consent of Kirkland & Ellis LLP relating to the legal opinion with respect to debt securities of Charter Communications, Inc. (included with Exhibit 5.3) |
| 23.4 | Consent of KPMG LLP (St. Louis, MO) relating to the audit report on the financial statements of CCO Holdings, LLC |
| 23.5 | Consent of KPMG LLP (St. Louis, MO) relating to the audit report on the financial statements of Charter Communications, Inc. |
| 23.6 | Consent of Ernst & Young LLP (New York, NY) relating to the audit report on the financial statements of Time Warner Cable Inc. |
| 23.7 | Consent of KPMG LLP (New York, NY) relating to the audit report on the financial statements of Bright House Networks, LLC |
| 24.1 | Powers of Attorney (included on the signature pages of this Form S-3 and incorporated by reference) |
| 25.1 | Statement of Eligibility on Form T-1 of The Bank of New York Mellon Trust Company, N.A. with respect to the indenture, dated as of July 23, 2015, among Charter Communications Operating, LLC and Charter Communications Operating Capital Corp., as issuers, and The Bank of New York Mellon Trust Company, N.A., as trustee and collateral agent |
| 25.2 | Statement of Eligibility on Form T-1 of The Bank of New York Mellon Trust Company, N.A. with respect to the indenture, dated as of November 20, 2015, among CCO Holdings, LLC and CCO Holdings Capital Corp., as issuers, the guarantors party thereto from time to time and The Bank of New York Mellon Trust Company, N.A., as trustee |
| 25.3 | Statement of Eligibility on Form T-1 of The Bank of New York Mellon Trust Company, N.A. with respect to the Charter Communications, Inc. form of indenture among Charter Communications Inc., the guarantors party thereto from time to time and The Bank of New York Mellon Trust Company, N.A., as trustee |

† To be filed by amendment or as an exhibit with a subsequent Current Report on Form 8-K in connection with a specific offering.

* Incorporated by reference and not filed herewith.

†† To be filed by amendment.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrants have duly caused this registration statement to be signed on their behalf by the undersigned, thereunto duly authorized, in the County of St. Louis, State of Missouri, on December 21, 2017.

CHARTER COMMUNICATIONS OPERATING, LLC
Registrant

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

CHARTER COMMUNICATIONS OPERATING CAPITAL
CORP.
Registrant

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

CCO HOLDINGS, LLC
Registrant

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

CCO HOLDINGS CAPITAL CORP.
Registrant

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

CHARTER COMMUNICATIONS, INC.
Registrant

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

EACH OF THE ADDITIONAL REGISTRANT
GUARANTORS NAMED ON THE TABLE OF
ADDITIONAL REGISTRANT GUARANTORS

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

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Richard R. Dykhouse, Thomas E. Proost and Kevin D. Howard, and each of them singly, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement and any and all additional registration statements pursuant to Rule 462(b) of the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the SEC, granting unto each said attorney-in-fact and agents full power and authority to do and perform each and every act in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or either of them or his or her substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated below on behalf of each of Charter Communications Operating, LLC, CCO Holdings, LLC and each of the additional Registrant Guarantors named on the Table of Additional Registrant Guarantors.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---|--|-------------------|
| <u>/s/ Thomas M. Rutledge</u> Thomas M. Rutledge | Chairman and Chief Executive Officer (Principal Executive Officer) | December 21, 2017 |
| <u>/s/ Christopher L. Winfrey</u> Christopher L. Winfrey | Executive Vice President and Chief Financial Officer (Principal Financial Officer) | December 21, 2017 |
| <u>/s/ Kevin D. Howard</u> Kevin D. Howard | Senior Vice President—Finance, Controller and Chief Accounting Officer (Controller/Principal Accounting Officer) | December 21, 2017 |

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Richard R. Dykhouse, Thomas E. Proost and Kevin D. Howard, and each of them singly, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement and any and all additional registration statements pursuant to Rule 462(b) of the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the SEC, granting unto each said attorney-in-fact and agents full power and authority to do and perform each and every act in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or either of them or their or his or her substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated below on behalf of each of Charter Communications Operating Capital Corp. and CCO Holdings Capital Corp.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---|--|-------------------|
| <u>/s/ Thomas M. Rutledge</u> Thomas M. Rutledge | Chairman and Chief Executive Officer (Principal Executive Officer) | December 21, 2017 |
| <u>/s/ Christopher L. Winfrey</u> Christopher L. Winfrey | Executive Vice President and Chief Financial Officer, Sole Director (Principal Financial Officer) | December 21, 2017 |
| <u>/s/ Kevin D. Howard</u> Kevin D. Howard | Senior Vice President—Finance, Controller and Chief Accounting Officer (Controller/Principal Accounting Officer) | December 21, 2017 |

[Table of Contents](#)**POWER OF ATTORNEY**

Each person whose signature appears below constitutes and appoints Richard R. Dykhouse, Thomas E. Proost and Kevin D. Howard, and each of them singly, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement and any and all additional registration statements pursuant to Rule 462(b) of the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the SEC, granting unto each said attorney-in-fact and agents full power and authority to do and perform each and every act in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or either of them or their or his or her substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated below on behalf of Charter Communications, Inc.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---|--|-------------------|
| <u>/s/ Thomas M. Rutledge</u> Thomas M. Rutledge | Chairman and Chief Executive Officer (Principal Executive Officer) | December 21, 2017 |
| <u>/s/ Christopher L. Winfrey</u> Christopher L. Winfrey | Chief Financial Officer (Principal Financial Officer) | December 21, 2017 |
| <u>/s/ Kevin D. Howard</u> Kevin D. Howard | Senior Vice President—Finance, Controller and Chief Accounting Officer (Controller/Principal Accounting Officer) | December 21, 2017 |
| <u>/s/ Eric L. Zinterhofer</u> Eric L. Zinterhofer | Lead Independent Director | December 21, 2017 |
| <u>/s/ W. Lance Conn</u> W. Lance Conn | Director | December 21, 2017 |
| <u>/s/ Craig A. Jacobson</u> Craig A. Jacobson | Director | December 21, 2017 |
| <u>/s/ Gregory B. Maffei</u> Gregory B. Maffei | Director | December 21, 2017 |
| <u>/s/ John C. Malone</u> John C. Malone | Director | December 21, 2017 |
| <u>/s/ John D. Markley, Jr.</u> John D. Markley, Jr. | Director | December 21, 2017 |
| <u>/s/ David C. Merritt</u> David C. Merritt | Director | December 21, 2017 |
| <u>/s/ Steven A. Miron</u> Steven A. Miron | Director | December 21, 2017 |
| <u>/s/ Balan Nair</u> Balan Nair | Director | December 21, 2017 |
| <u>/s/ Mauricio Ramos</u> Mauricio Ramos | Director | December 21, 2017 |

EIGHTH SUPPLEMENTAL INDENTURE

EIGHTH SUPPLEMENTAL INDENTURE (this "*Supplemental Indenture*") dated as of December 21, 2017 among Charter Communications Operating, LLC, a Delaware limited liability company ("*CCO*"), Charter Communications Operating Capital Corp., a Delaware corporation (together with CCO, the "*Issuers*"), CCO Holdings, LLC, a Delaware limited liability company (the "*Parent Guarantor*"), and the subsidiary guarantors named on Schedule I hereto (collectively with the Parent Guarantor, the "*Guarantors*") and The Bank of New York Mellon Trust Company, N.A., a national banking association, as trustee (the "*Trustee*") and collateral agent (the "*Collateral Agent*") under the Indenture referred to below.

WITNESSETH:

WHEREAS, the Issuers and CCO Safari II, LLC, a Delaware limited liability company, have heretofore executed and delivered to the Trustee an indenture, dated as of July 23, 2015, as amended by the First Supplemental Indenture, dated as of July 23, 2015, the Second Supplemental Indenture, dated as of May 18, 2016, the Third Supplemental Indenture, dated as of May 18, 2016, the Fourth Supplemental Indenture, dated as of November 1, 2016, the Fifth Supplemental Indenture, dated as of April 20, 2017, the Sixth Supplemental Indenture, dated as of July 6, 2017, and the Seventh Supplemental Indenture, dated as of September 18, 2017 (as amended, supplemented or otherwise modified, the "*Indenture*"), providing for the issuance of the Issuers' Notes;

WHEREAS, Section 10.02(b)(iii) of the Indenture provides that a Note Guarantee by any Note Guarantor shall terminate and be of no further force or effect and such Note Guarantor shall be deemed to be released from all obligations under Article 10 of the Indenture upon the sale, disposition, exchange or other transfer (including through merger, consolidation, amalgamation or otherwise) of (i) all or substantially all the assets of or (ii) any Equity Interests of the Capital Stock (including any sale, disposition or other transfer following which the applicable Note Guarantor is no longer a Subsidiary), of such Note Guarantor if such sale, disposition, exchange or other transfer is made in a manner not in violation of the Indenture;

WHEREAS, BHN Home Security Services, LLC and Charter Home Security, LLC (together, the "*Released Guarantors*") have been merged out of existence in a manner not in violation of the Indenture;

WHEREAS, pursuant to Section 9.01(12) of the Indenture, the Issuer, the Guarantors, the Trustee and the Collateral Agent are authorized to execute and deliver this Supplemental Indenture to evidence the release of the Released Guarantors pursuant to the terms of the Indenture;

WHEREAS, the Issuers desire to add Spectrum Mobile, LLC, Spectrum Originals, LLC and TWC Regional Sports Network II LLC (together, the "*New Guarantors*") as Note Guarantors under the Indenture;

WHEREAS, pursuant to Section 9.01(4) of the Indenture, the Issuers, the Guarantors, the Trustee and the Collateral Agent are authorized to execute and deliver this Supplemental Indenture to add the Note Guarantees by the New Guarantors;

NOW THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt of which is hereby acknowledged, the Issuers, the Guarantors, the Trustee and the Collateral Agent mutually covenant and agree for the equal and ratable benefit of Holders as follows:

1. Defined Terms. As used in this Supplemental Indenture, terms defined in the Indenture or in the preamble or recital hereto are used herein as therein defined. The words “*herein*,” “*hereof*” and “*hereby*” and other words of similar import used in this Supplemental Indenture refer to this Supplemental Indenture as a whole and not to any particular section hereof.

2. Release of Guarantee. The Trustee and the Collateral Agent hereby acknowledge that the Note Guarantee of each of the Released Guarantors has been terminated as of the date hereof and shall be of no further force or effect, and each of the Released Guarantors has been released from all obligations under Article 10 of the Indenture.

3. Agreement to Guarantee. Each of the New Guarantors hereby agrees, jointly and severally with each other and all existing guarantors (if any), to unconditionally guarantee the Issuers’ Obligations under the Notes and the Indenture on the terms and subject to the conditions set forth in Article 10 of the Indenture and to be bound by all other applicable provisions of the Indenture and the Notes and to perform all of the obligations and agreements of a Note Guarantor under the Indenture until released pursuant to the terms of the Indenture. Each of the New Guarantors will be entitled to the benefits set forth in Article 10 of the Indenture, including the release provisions set forth in Section 10.02(b) thereof.

4. Notices. All notices or other communications to the New Guarantors shall be given as provided in Section 12.02 of the Indenture.

5. Ratification of Indenture; Supplemental Indentures Part of Indenture. Except as expressly amended hereby, the Indenture is in all respects ratified and confirmed and all the terms, conditions and provisions thereof shall remain in full force and effect. This Supplemental Indenture shall form a part of the Indenture for all purposes, and every Holder heretofore or hereafter authenticated and delivered shall be bound hereby.

6. Governing Law. THIS SUPPLEMENTAL INDENTURE SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK, WITHOUT REGARD TO PRINCIPLES OF CONFLICTS OF LAW.

7. Trustee Makes No Representation. The recitals contained herein shall be taken as the statements of the Issuers, and the Trustee assumes no responsibility for their correctness. The Trustee makes no representation as to the validity or sufficiency of this Supplemental Indenture.

8. Counterparts. The parties may sign any number of copies of this Supplemental Indenture. Each signed copy shall be an original, but all of them together represent the same agreement.

9. Effect of Headings. The section headings herein are for convenience only and shall not affect the construction hereof.

IN WITNESS WHEREOF, the parties hereto have caused this Eighth Supplemental Indenture to be duly executed as of the date first above written.

CHARTER COMMUNICATIONS
OPERATING, LLC

By: /s/ Daniel J. Bollinger
Name: Daniel J. Bollinger
Title: Vice President, Associate
General Counsel and Assistant
Corporate Secretary

CHARTER COMMUNICATIONS OPERATING CAPITAL
CORP.

By: /s/ Daniel J. Bollinger
Name: Daniel J. Bollinger
Title: Vice President, Associate
General Counsel and Assistant
Corporate Secretary

CCO HOLDINGS, LLC

By: /s/ Daniel J. Bollinger
Name: Daniel J. Bollinger
Title: Vice President, Associate
General Counsel and Assistant
Corporate Secretary

THE SUBSIDIARY GUARANTORS NAMED ON SCHEDULE
I HERETO

By: /s/ Daniel J. Bollinger
Name: Daniel J. Bollinger
Title: Vice President, Associate
General Counsel and Assistant
Corporate Secretary

[Signature Page to Eighth Supplemental Indenture]

THE BANK OF NEW YORK MELLON
TRUST COMPANY, N.A., as Trustee

By: /s/ R. Tamas
Name: R. Tamas
Title: Vice President

THE BANK OF NEW YORK MELLON
TRUST COMPANY, N.A., as Collateral
Agent

By: /s/ R. Tamas
Name: R. Tamas
Title: Vice President

[Signature Page to Eighth Supplemental Indenture]

Schedule I

Subsidiary Guarantors

AdCast North Carolina Cable Advertising, LLC
Alabanza LLC
America's Job Exchange LLC
Athens Cablevision, LLC
BHN Spectrum Investments, LLC
Bresnan Broadband Holdings, LLC
Bresnan Broadband of Colorado, LLC
Bresnan Broadband of Montana, LLC
Bresnan Broadband of Utah, LLC
Bresnan Broadband of Wyoming, LLC
Bresnan Communications, LLC
Bresnan Digital Services, LLC
Bresnan Microwave of Montana, LLC
Bright House Networks Information Services (Alabama), LLC
Bright House Networks Information Services (California), LLC
Bright House Networks Information Services (Florida), LLC
Bright House Networks Information Services (Indiana), LLC
Bright House Networks Information Services (Michigan), LLC
Bright House Networks, LLC
Cable Equities Colorado, LLC
Cable Equities of Colorado Management LLC
CC 10, LLC
CC Fiberlink, LLC
CC Michigan, LLC
CC Systems, LLC
CC V Holdings, LLC
CC VI Fiberlink, LLC
CC VI Operating Company, LLC
CC VII Fiberlink, LLC
CC VIII Fiberlink, LLC
CC VIII Holdings, LLC
CC VIII Operating, LLC
CC VIII, LLC
CCO Fiberlink, LLC
CCO Holdco Transfers VII, LLC
CCOLP, LLC
CCO NR Holdings, LLC
CCO Purchasing, LLC
CCO SoCal I, LLC
CCO SoCal II, LLC
CCO SoCal Vehicles, LLC
CCO Transfers, LLC
Charter Advanced Services (AL), LLC

Charter Advanced Services (CA), LLC
Charter Advanced Services (CO), LLC
Charter Advanced Services (CT), LLC
Charter Advanced Services (GA), LLC
Charter Advanced Services (IL), LLC
Charter Advanced Services (IN), LLC
Charter Advanced Services (KY), LLC
Charter Advanced Services (LA), LLC
Charter Advanced Services (MA), LLC
Charter Advanced Services (MD), LLC
Charter Advanced Services (MI), LLC
Charter Advanced Services (MN), LLC
Charter Advanced Services (MO), LLC
Charter Advanced Services (MS), LLC
Charter Advanced Services (MT), LLC
Charter Advanced Services (NC), LLC
Charter Advanced Services (NE), LLC
Charter Advanced Services (NH), LLC
Charter Advanced Services (NV), LLC
Charter Advanced Services (NY), LLC
Charter Advanced Services (OH), LLC
Charter Advanced Services (OR), LLC
Charter Advanced Services (PA), LLC
Charter Advanced Services (SC), LLC
Charter Advanced Services (TN), LLC
Charter Advanced Services (TX), LLC
Charter Advanced Services (UT), LLC
Charter Advanced Services (VA), LLC
Charter Advanced Services (VT), LLC
Charter Advanced Services (WA), LLC
Charter Advanced Services (WI), LLC
Charter Advanced Services (WV), LLC
Charter Advanced Services (WY), LLC
Charter Advanced Services VIII (MI), LLC
Charter Advanced Services VIII (MN), LLC
Charter Advanced Services VIII (WI), LLC
Charter Advertising of Saint Louis, LLC
Charter Cable Operating Company, LLC
Charter Cable Partners, LLC
Charter Communications Entertainment I, LLC
Charter Communications Entertainment, LLC
Charter Communications of California, LLC
Charter Communications Properties LLC
Charter Communications Ventures, LLC
Charter Communications VI, L.L.C.
Charter Communications VII, LLC

Charter Communications, LLC
Charter Distribution, LLC
Charter Fiberlink – Alabama, LLC
Charter Fiberlink – Georgia, LLC
Charter Fiberlink – Illinois, LLC
Charter Fiberlink – Maryland II, LLC
Charter Fiberlink – Michigan, LLC
Charter Fiberlink – Missouri, LLC
Charter Fiberlink – Nebraska, LLC
Charter Fiberlink – Pennsylvania, LLC
Charter Fiberlink – Tennessee, LLC
Charter Fiberlink AR-CCVII, LLC
Charter Fiberlink CA-CCO, LLC
Charter Fiberlink CC VIII, LLC
Charter Fiberlink CCO, LLC
Charter Fiberlink CT-CCO, LLC
Charter Fiberlink LA-CCO, LLC
Charter Fiberlink MA-CCO, LLC
Charter Fiberlink MS-CCVI, LLC
Charter Fiberlink NC-CCO, LLC
Charter Fiberlink NH-CCO, LLC
Charter Fiberlink NV-CCVII, LLC
Charter Fiberlink NY-CCO, LLC
Charter Fiberlink OH-CCO, LLC
Charter Fiberlink OR-CCVII, LLC
Charter Fiberlink SC-CCO, LLC
Charter Fiberlink TX-CCO, LLC
Charter Fiberlink VA-CCO, LLC
Charter Fiberlink VT-CCO, LLC
Charter Fiberlink WA-CCVII, LLC
Charter Helicon, LLC
Charter Leasing Holding Company, LLC
Charter Leasing of Wisconsin, LLC
Charter RMG, LLC
Charter Stores FCN, LLC
Charter Video Electronics, LLC
DukeNet Communications Holdings, LLC
DukeNet Communications, LLC
Falcon Cable Communications, LLC
Falcon Cable Media, a California Limited Partnership
Falcon Cable Systems Company II, L.P.
Falcon Cablevision, a California Limited Partnership
Falcon Community Cable, L.P.
Falcon Community Ventures I Limited Partnership
Falcon First Cable of the Southeast, LLC
Falcon First, LLC

Falcon Telecable, a California Limited Partnership
Falcon Video Communications, L.P.
Helicon Partners I, L.P.
Hometown T.V., LLC
HPI Acquisition Co. LLC
ICI Holdings, LLC
Insight Blocker LLC
Insight Capital LLC
Insight Communications Company, L.P.
Insight Communications Midwest, LLC
Insight Communications of Central Ohio, LLC
Insight Communications of Kentucky, L.P.
Insight Interactive, LLC
Insight Kentucky Capital, LLC
Insight Kentucky Partners I, L.P.
Insight Kentucky Partners II, L.P.
Insight Midwest Holdings, LLC
Insight Midwest, L.P.
Insight Phone of Indiana, LLC
Insight Phone of Kentucky, LLC
Insight Phone of Ohio, LLC
Interactive Cable Services, LLC
Interlink Communications Partners, LLC
Intrepid Acquisition LLC
Marcus Cable Associates, L.L.C.
Marcus Cable of Alabama, L.L.C.
Marcus Cable, LLC
Midwest Cable Communications, LLC
NaviSite LLC
New Wisconsin Procurement LLC
Oceanic Time Warner Cable LLC
Parity Assets LLC
Peachtree Cable TV, L.P.
Peachtree Cable TV, LLC
Renaissance Media LLC
Rifkin Acquisition Partners, LLC
Robin Media Group, LLC
Scottsboro TV Cable, LLC
Spectrum Mobile, LLC
Spectrum Originals, LLC
Spectrum Security, LLC
The Helicon Group, L.P.
Time Warner Cable Business LLC
Time Warner Cable Enterprises LLC
Time Warner Cable Information Services (Alabama), LLC
Time Warner Cable Information Services (Arizona), LLC

Time Warner Cable Information Services (California), LLC
Time Warner Cable Information Services (Colorado), LLC
Time Warner Cable Information Services (Hawaii), LLC
Time Warner Cable Information Services (Idaho), LLC
Time Warner Cable Information Services (Illinois), LLC
Time Warner Cable Information Services (Indiana), LLC
Time Warner Cable Information Services (Kansas), LLC
Time Warner Cable Information Services (Kentucky), LLC
Time Warner Cable Information Services (Maine), LLC
Time Warner Cable Information Services (Massachusetts), LLC
Time Warner Cable Information Services (Michigan), LLC
Time Warner Cable Information Services (Missouri), LLC
Time Warner Cable Information Services (Nebraska), LLC
Time Warner Cable Information Services (New Hampshire), LLC
Time Warner Cable Information Services (New Jersey), LLC
Time Warner Cable Information Services (New Mexico), LLC
Time Warner Cable Information Services (New York), LLC
Time Warner Cable Information Services (North Carolina), LLC
Time Warner Cable Information Services (Ohio), LLC
Time Warner Cable Information Services (Pennsylvania), LLC
Time Warner Cable Information Services (South Carolina), LLC
Time Warner Cable Information Services (Tennessee), LLC
Time Warner Cable Information Services (Texas), LLC
Time Warner Cable Information Services (Virginia), LLC
Time Warner Cable Information Services (Washington), LLC
Time Warner Cable Information Services (West Virginia), LLC
Time Warner Cable Information Services (Wisconsin), LLC
Time Warner Cable International LLC
Time Warner Cable Internet Holdings III LLC
Time Warner Cable Internet Holdings LLC
Time Warner Cable Internet LLC
Time Warner Cable, LLC
Time Warner Cable Media LLC
Time Warner Cable Midwest LLC
Time Warner Cable New York City LLC
Time Warner Cable Northeast LLC
Time Warner Cable Pacific West LLC
Time Warner Cable Services LLC
Time Warner Cable Southeast LLC
Time Warner Cable Sports LLC
Time Warner Cable Texas LLC
TWC Administration LLC
TWC Communications, LLC
TWC Digital Phone LLC
TWC Media Blocker LLC
TWC News and Local Programming Holdco LLC

TWC News and Local Programming LLC
TWC Regional Sports Network I LLC
TWC Regional Sports Network II LLC
TWC SEE Holdco LLC
TWC Wireless LLC
TWC/Charter Dallas Cable Advertising, LLC
TWC/Charter Green Bay Cable Advertising, LLC
TWC/Charter Los Angeles Cable Advertising, LLC
TWCIS Holdco LLC
Vista Broadband Communications, LLC
Wisconsin Procurement Holdco LLC

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

(212) 446-4800
www.kirkland.com

Facsimile:
(212) 446-4900

December 21, 2017

Charter Communications Operating, LLC
Charter Communications Operating Capital Corp.
400 Atlantic Street, 10th Floor
Stamford, Connecticut 06901

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

We are issuing this opinion letter in our capacity as special legal counsel to Charter Communications Operating, LLC, a Delaware limited liability company ("CCO"), Charter Communications Operating Capital Corp., a Delaware corporation ("CCO Capital") and, together with CCO, the "Issuers"), and each of the entities listed on Exhibit A hereto (the "Guarantors") and, together with the Issuers, the "Registrants") in connection with the proposed registration by the Registrants of the issuance and sale from time to time, pursuant to Rule 415 of the General Rules and Regulations promulgated under the Securities Act of 1933, as amended (the "Act"), of an unspecified amount of senior debt securities (the "Securities") to be issued by the Issuers pursuant to an indenture, dated as of July 23, 2015, by and among the Issuers, CCO Safari II, LLC, and The Bank of New York Mellon Trust Company, N.A., as trustee and as collateral agent (as amended and supplemented through the date hereof, and as further amended and supplemented from time to time, the "Indenture") and the guarantees of the Securities (the "Guarantees") by the Guarantors.

The companies listed on Exhibit A hereto under the headings "Delaware Guarantors" and "California Guarantors" are collectively referred to herein as the "Delaware and California Guarantors." The companies listed on Exhibit A hereto under the heading "Other Guarantors" are collectively referred to herein as the "Other Guarantors."

As such counsel, we have examined originals, or copies certified or otherwise identified to our satisfaction, of such documents, corporate records and other instruments as we have deemed necessary for the purposes of this opinion, including (i) the certificates of incorporation, certificates of formation, bylaws, limited liability agreements, partnership agreements and other organizational documents of the Issuers and the Delaware and California Guarantors, as

Beijing Boston Hong Kong Houston London Los Angeles Munich New York Palo Alto San Francisco Shanghai Washington, D.C.

KIRKLAND & ELLIS LLP

December 21, 2017

Page 2

applicable, (ii) the registration statement (the "Registration Statement") to which this letter is an exhibit, (iii) the resolutions or written consents of the board of directors, sole director, board of managers, managing committee, manager or sole member, as applicable, of each of the Issuers and each of the Delaware and California Guarantors with respect to the Registration Statement, (iv) the Indenture (including the Guarantees), and (v) forms of the Securities.

For purposes of this opinion, we have assumed the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as copies and the authenticity of the originals of all documents submitted to us as copies. We have also assumed the genuineness of the signatures of persons signing all documents in connection with which this opinion is rendered, the authority of such persons signing on behalf of the parties thereto other than the Issuers and the Delaware and California Guarantors, and the due authorization, execution and delivery of all documents by the parties thereto other than the Issuers and the Delaware and California Guarantors. As to any facts material to the opinions expressed herein that we have not independently established or verified, we have relied upon statements and representations of officers and other representatives of the Issuers and the Guarantors.

Our opinion expressed below is subject to the qualifications that we express no opinion as to the applicability of, compliance with, or effect of (i) any bankruptcy, insolvency, reorganization, fraudulent transfer, fraudulent conveyance, moratorium or other similar law affecting the enforcement of creditors' rights generally, (ii) general principals of equity (regardless of whether enforcement is considered in a proceeding in equity or at law) and (iii) public policy considerations that may limit the rights of parties to obtain certain remedies.

Based upon and subject to the foregoing qualifications, assumptions and limitations and the further limitations set forth below, we are of the opinion that when (i) the Securities are duly authorized for issuance by and executed by the Issuers and the Guarantees are authorized and executed by the Guarantors (assuming the due authorization, execution and delivery of the Guarantees by the Other Guarantors), and (ii) the Securities have been duly executed and authenticated in accordance with the provisions of the Indenture and paid for pursuant to the documents governing their issuance and sale, (1) the Securities will be validly issued and binding obligations of the Issuers and (2) the Guarantees will be validly issued under the Indenture and will be binding obligations of the Guarantors.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. We also consent to the reference to our firm under the heading "Legal Matters" in the Registration Statement. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission thereunder.

KIRKLAND & ELLIS LLP

December 21, 2017
Page 3

Our advice on every legal issue addressed in this letter is based exclusively on the internal law of the State of New York, the General Corporation Law of the State of Delaware, the Delaware Limited Liability Company Act, the Delaware Revised Uniform Limited Partnership Act and the California Uniform Limited Partnership Act and represents our opinion as to how that issue would be resolved were it to be considered by the highest court in the jurisdiction which enacted such law. The manner in which any particular issue relating to the opinions would be treated in any actual court case would depend in part on facts and circumstances particular to the case and would also depend on how the court involved chose to exercise the wide discretionary authority generally available to it. We are not qualified to practice law in the State of Delaware and our opinions herein regarding Delaware law are limited solely to our review of provisions of the General Corporation Law of the State of Delaware, the Delaware Limited Liability Company Act and the Delaware Revised Uniform Limited Partnership Act, which we consider normally applicable to transactions of this type, without our having made any special investigation as to the applicability of another statute, law, rule or regulation. None of the opinions or other advice contained in this letter considers or covers any foreign or state securities (or "blue sky") laws or regulations.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. This opinion speaks only as of the date hereof and we assume no obligation to revise or supplement this opinion.

We have also assumed that the execution and delivery of the Indenture, the Securities and the Guarantees and the performance by the Issuers and the Guarantors of their obligations thereunder do not and will not violate, conflict with or constitute a default under any agreement or instrument to which any Issuer or any of the Guarantors is bound.

This opinion is furnished to you in connection with the filing of the Registration Statement and in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Act, and is not to be used, circulated, quoted or otherwise relied upon for any other purposes.

KIRKLAND & ELLIS LLP

December 21, 2017
Page 4

Very truly yours,

/s/ Kirkland & Ellis LLP

KIRKLAND & ELLIS LLP

EXHIBIT A

Guarantors

California Guarantors:

Falcon Cable Media, a California Limited Partnership
Falcon Cable Systems Company II, L.P., a California limited partnership
Falcon Cablevision, a California Limited Partnership
Falcon Community Ventures I Limited Partnership, a California limited partnership
Falcon Telecable, a California Limited Partnership

Delaware Guarantors:

AdCast North Carolina Cable Advertising, LLC, a Delaware limited liability company
Alabanza LLC, a Delaware limited liability company
America's Job Exchange LLC, a Delaware limited liability company
Athens Cablevision, LLC, a Delaware limited liability company
BHN Spectrum Investments, LLC, a Delaware limited liability company
Bresnan Broadband Holdings, LLC, a Delaware limited liability company
Bresnan Communications, LLC, a Delaware limited liability company
Bresnan Digital Services, LLC, a Delaware limited liability company
Bresnan Microwave of Montana, LLC, a Delaware limited liability company
Bright House Networks Information Services (Alabama), LLC, a Delaware limited liability company
Bright House Networks Information Services (California), LLC, a Delaware limited liability company
Bright House Networks Information Services (Florida), LLC, a Delaware limited liability company
Bright House Networks Information Services (Indiana), LLC, a Delaware limited liability company
Bright House Networks Information Services (Michigan), LLC, a Delaware limited liability company
Bright House Networks, LLC, a Delaware limited liability company
Cable Equities Colorado, LLC, a Delaware limited liability company
Cable Equities of Colorado Management LLC, a Delaware limited liability company
CC 10, LLC, a Delaware limited liability company
CC Fiberlink, LLC, a Delaware limited liability company
CC Michigan, LLC, a Delaware limited liability company
CC Systems, LLC, a Delaware limited liability company

December 21, 2017
Page 6

CC V Holdings, LLC, a Delaware limited liability company
CC VI Fiberlink, LLC, a Delaware limited liability company
CC VI Operating Company, LLC, a Delaware limited liability company
CC VII Fiberlink, LLC, a Delaware limited liability company
CC VIII Fiberlink, LLC, a Delaware limited liability company
CC VIII Holdings, LLC, a Delaware limited liability company
CC VIII Operating, LLC, a Delaware limited liability company
CC VIII, LLC, a Delaware limited liability company
CCO Fiberlink, LLC, a Delaware limited liability company
CCO Holdco Transfers VII, LLC, a Delaware limited liability company
CCO Holdings Capital Corporation, a Delaware corporation
CCO Holdings, LLC, a Delaware limited liability company
CCO LP, LLC, a Delaware limited liability company
CCO NR Holdings, LLC, a Delaware limited liability company
CCO Purchasing, LLC, a Delaware limited liability company
CCO SoCal I, LLC, a Delaware limited liability company
CCO SoCal II, LLC, a Delaware limited liability company
CCO SoCal Vehicles, LLC, a Delaware limited liability company
CCO Transfers, LLC, a Delaware limited liability company
Charter Advanced Services (AL), LLC, a Delaware limited liability company
Charter Advanced Services (CA), LLC, a Delaware limited liability company
Charter Advanced Services (CO), LLC, a Delaware limited liability company
Charter Advanced Services (CT), LLC, a Delaware limited liability company
Charter Advanced Services (GA), LLC, a Delaware limited liability company
Charter Advanced Services (IL), LLC, a Delaware limited liability company
Charter Advanced Services (IN), LLC, a Delaware limited liability company
Charter Advanced Services (KY), LLC, a Delaware limited liability company
Charter Advanced Services (LA), LLC, a Delaware limited liability company
Charter Advanced Services (MA), LLC, a Delaware limited liability company
Charter Advanced Services (MD), LLC, a Delaware limited liability company
Charter Advanced Services (MI), LLC, a Delaware limited liability company
Charter Advanced Services (MN), LLC, a Delaware limited liability company
Charter Advanced Services (MO), LLC, a Delaware limited liability company
Charter Advanced Services (MS), LLC, a Delaware limited liability company
Charter Advanced Services (MT), LLC, a Delaware limited liability company
Charter Advanced Services (NC), LLC, a Delaware limited liability company
Charter Advanced Services (NE), LLC, a Delaware limited liability company
Charter Advanced Services (NH), LLC, a Delaware limited liability company
Charter Advanced Services (NV), LLC, a Delaware limited liability company
Charter Advanced Services (NY), LLC, a Delaware limited liability company

December 21, 2017
Page 7

Charter Advanced Services (OH), LLC, a Delaware limited liability company
Charter Advanced Services (OR), LLC, a Delaware limited liability company
Charter Advanced Services (PA), LLC, a Delaware limited liability company
Charter Advanced Services (SC), LLC, a Delaware limited liability company
Charter Advanced Services (TN), LLC, a Delaware limited liability company
Charter Advanced Services (TX), LLC, a Delaware limited liability company
Charter Advanced Services (UT), LLC, a Delaware limited liability company
Charter Advanced Services (VA), LLC, a Delaware limited liability company
Charter Advanced Services (VT), LLC, a Delaware limited liability company
Charter Advanced Services (WA), LLC, a Delaware limited liability company
Charter Advanced Services (WI), LLC, a Delaware limited liability company
Charter Advanced Services (WV), LLC, a Delaware limited liability company
Charter Advanced Services (WY), LLC, a Delaware limited liability company
Charter Advanced Services VIII (MI), LLC, a Delaware limited liability company
Charter Advanced Services VIII (MN), LLC, a Delaware limited liability company
Charter Advanced Services VIII (WI), LLC, a Delaware limited liability company
Charter Advertising of Saint Louis, LLC, a Delaware limited liability company
Charter Cable Operating Company, LLC, a Delaware limited liability company
Charter Cable Partners, LLC, a Delaware limited liability company
Charter Communications Entertainment I, LLC, a Delaware limited liability company
Charter Communications Entertainment, LLC, a Delaware limited liability company
Charter Communications, Inc., a Delaware corporation
Charter Communications of California, LLC, a Delaware limited liability company
Charter Communications Properties LLC, a Delaware limited liability company
Charter Communications Ventures, LLC, a Delaware limited liability company
Charter Communications VI, L.L.C., a Delaware limited liability company
Charter Communications VII, LLC, a Delaware limited liability company
Charter Communications, LLC, a Delaware limited liability company
Charter Distribution, LLC, a Delaware limited liability company
Charter Fiberlink – Alabama, LLC, a Delaware limited liability company
Charter Fiberlink – Georgia, LLC, a Delaware limited liability company
Charter Fiberlink – Illinois, LLC, a Delaware limited liability company
Charter Fiberlink – Maryland II, LLC, a Delaware limited liability company
Charter Fiberlink – Michigan, LLC, a Delaware limited liability company
Charter Fiberlink – Missouri, LLC, a Delaware limited liability company
Charter Fiberlink – Nebraska, LLC, a Delaware limited liability company
Charter Fiberlink – Pennsylvania, LLC, a Delaware limited liability company
Charter Fiberlink – Tennessee, LLC, a Delaware limited liability company
Charter Fiberlink AR-CCVII, LLC, a Delaware limited liability company
Charter Fiberlink CA-CCO, LLC, a Delaware limited liability company

December 21, 2017

Page 8

Charter Fiberlink CC VIII, LLC, a Delaware limited liability company
Charter Fiberlink CCO, LLC, a Delaware limited liability company
Charter Fiberlink CT-CCO, LLC, a Delaware limited liability company
Charter Fiberlink LA-CCO, LLC, a Delaware limited liability company
Charter Fiberlink MA-CCO, LLC, a Delaware limited liability company
Charter Fiberlink MS-CCVI, LLC, a Delaware limited liability company
Charter Fiberlink NC-CCO, LLC, a Delaware limited liability company
Charter Fiberlink NH-CCO, LLC, a Delaware limited liability company
Charter Fiberlink NV-CCVII, LLC, a Delaware limited liability company
Charter Fiberlink NY-CCO, LLC, a Delaware limited liability company
Charter Fiberlink OH-CCO, LLC, a Delaware limited liability company
Charter Fiberlink OR-CCVII, LLC, a Delaware limited liability company
Charter Fiberlink SC-CCO, LLC, a Delaware limited liability company
Charter Fiberlink TX-CCO, LLC, a Delaware limited liability company
Charter Fiberlink VA-CCO, LLC, a Delaware limited liability company
Charter Fiberlink VT-CCO, LLC, a Delaware limited liability company
Charter Fiberlink WA-CCVII, LLC, a Delaware limited liability company
Charter Helicon, LLC, a Delaware limited liability company
Charter Leasing Holding Company, LLC, a Delaware limited liability company
Charter Leasing of Wisconsin, LLC, a Delaware limited liability company
Charter RMG, LLC, a Delaware limited liability company
Charter Stores FCN, LLC, a Delaware limited liability company
Charter Video Electronics, LLC, a Delaware limited liability company
DukeNet Communications Holdings, LLC, a Delaware limited liability company
DukeNet Communications, LLC, a Delaware limited liability company
Falcon Cable Communications, LLC, a Delaware limited liability company
Falcon Community Cable, L.P., a Delaware limited partnership
Falcon First Cable of the Southeast, LLC, a Delaware limited liability company
Falcon First, LLC, a Delaware limited liability company
Falcon Video Communications, L.P., a Delaware limited partnership
Helicon Partners I, L.P., a Delaware limited partnership
Hometown T.V., LLC, a Delaware limited liability company
HPI Acquisition Co. LLC, a Delaware limited liability company
ICI Holdings, LLC, a Delaware limited liability company
Insight Blocker LLC, a Delaware limited liability company
Insight Capital LLC, a Delaware limited liability company
Insight Communications Company, L.P., a Delaware limited partnership
Insight Communications Midwest, LLC
Insight Communications of Central Ohio, LLC
Insight Communications of Kentucky, L.P., a Delaware limited partnership

December 21, 2017
Page 9

Insight Interactive, LLC
Insight Kentucky Capital, LLC, a Delaware limited liability company
Insight Kentucky Partners I, L.P., a Delaware limited partnership
Insight Kentucky Partners II, L.P., a Delaware limited partnership
Insight Midwest Holdings, LLC, a Delaware limited liability company
Insight Midwest, L.P., a Delaware limited partnership
Insight Phone of Indiana, LLC, a Delaware limited liability company
Insight Phone of Kentucky, LLC, a Delaware limited liability company
Insight Phone of Ohio, LLC, a Delaware limited liability company
Interactive Cable Services, LLC, a Delaware limited liability company
Interlink Communications Partners, LLC, a Delaware limited liability company
Intrepid Acquisition LLC, a Delaware limited liability company
Marcus Cable Associates, L.L.C., a Delaware limited liability company
Marcus Cable of Alabama, L.L.C., a Delaware limited liability company
Marcus Cable, LLC, a Delaware limited liability company
Midwest Cable Communications, LLC, a Delaware limited liability company
NaviSite LLC, a Delaware limited liability company
New Wisconsin Procurement LLC, a Delaware limited liability company
Oceanic Time Warner Cable LLC, a Delaware limited liability company
Parity Assets LLC, a Delaware limited liability company
Peachtree Cable TV, L.P., a Delaware limited partnership
Peachtree Cable TV, LLC, a Delaware limited liability company
Renaissance Media LLC, a Delaware limited liability company
Rifkin Acquisition Partners, LLC, a Delaware limited liability company
Robin Media Group, LLC, a Delaware limited liability company
Scottsboro TV Cable, LLC, a Delaware limited liability company
Spectrum Mobile, LLC, a Delaware limited liability company
Spectrum Originals, LLC, a Delaware limited liability company
Spectrum Security, LLC, a Delaware limited liability company
The Helicon Group, L.P., a Delaware limited partnership
Time Warner Cable Business LLC, a Delaware limited liability company
Time Warner Cable Enterprises LLC, a Delaware limited liability company
Time Warner Cable Information Services (Alabama), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Arizona), LLC, a Delaware limited liability company
Time Warner Cable Information Services (California), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Colorado), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Hawaii), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Idaho), LLC, a Delaware limited liability company

KIRKLAND & ELLIS LLP

December 21, 2017
Page 10

Time Warner Cable Information Services (Illinois), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Indiana), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Kansas), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Kentucky), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Maine), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Massachusetts), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Michigan), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Missouri), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Nebraska), LLC, a Delaware limited liability company
Time Warner Cable Information Services (New Hampshire), LLC, a Delaware limited liability company
Time Warner Cable Information Services (New Jersey), LLC, a Delaware limited liability company
Time Warner Cable Information Services (New Mexico) LLC, a Delaware limited liability company
Time Warner Cable Information Services (New York), LLC, a Delaware limited liability company
Time Warner Cable Information Services (North Carolina), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Ohio), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Pennsylvania), LLC, a Delaware limited liability company
Time Warner Cable Information Services (South Carolina), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Tennessee), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Texas), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Virginia), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Washington), LLC, a Delaware limited liability company
Time Warner Cable Information Services (West Virginia), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Wisconsin), LLC, a Delaware limited liability company
Time Warner Cable International LLC, a Delaware limited liability company
Time Warner Cable Internet Holdings III LLC, a Delaware limited liability company

December 21, 2017

Page 11

Time Warner Cable Internet Holdings LLC, a Delaware limited liability company
Time Warner Cable Internet LLC, a Delaware limited liability company
Time Warner Cable, LLC, a Delaware limited liability company
Time Warner Cable Media LLC, a Delaware limited liability company
Time Warner Cable Midwest LLC, a Delaware limited liability company
Time Warner Cable New York City LLC, a Delaware limited liability company
Time Warner Cable Northeast LLC, a Delaware limited liability company
Time Warner Cable Pacific West LLC, a Delaware limited liability company
Time Warner Cable Services LLC, a Delaware limited liability company
Time Warner Cable Southeast LLC, a Delaware limited liability company
Time Warner Cable Sports LLC, a Delaware limited liability company
Time Warner Cable Texas LLC, a Delaware limited liability company
TWC Administration LLC, a Delaware limited liability company
TWC Communications, LLC, a Delaware limited liability company
TWC Digital Phone LLC, a Delaware limited liability company
TWC Media Blocker LLC, a Delaware limited liability company
TWC News and Local Programming Holdco LLC, a Delaware limited liability company
TWC News and Local Programming LLC, a Delaware limited liability company
TWC Regional Sports Network I LLC, a Delaware limited liability company
TWC Regional Sports Network II LLC, a Delaware limited liability company
TWC SEE Holdco LLC, a Delaware limited liability company
TWC Wireless LLC, a Delaware limited liability company
TWC/Charter Dallas Cable Advertising, LLC, a Delaware limited liability company
TWC/Charter Green Bay Cable Advertising, LLC, a Delaware limited liability company
TWC/Charter Los Angeles Cable Advertising, LLC, a Delaware limited liability company
TWCIS Holdco LLC, a Delaware limited liability company
Vista Broadband Communications, LLC, a Delaware limited liability company
Wisconsin Procurement Holdco LLC, a Delaware limited liability company

Other Guarantors:

Bresnan Broadband of Colorado, LLC, a Colorado limited liability company
Bresnan Broadband of Montana, LLC, a Montana limited liability company
Bresnan Broadband of Utah, LLC, a Utah limited liability company
Bresnan Broadband of Wyoming, LLC, a Wyoming limited liability company

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

(212)446-4800

www.kirkland.com

December 21, 2017

Facsimile:
(212) 446-4900

Charter Communications, Inc.
CCO Holdings, LLC
CCO Holdings Capital Corp.
400 Atlantic Street, 10th Floor
Stamford, Connecticut 06901

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

We are issuing this opinion letter in our capacity as special legal counsel to Charter Communications, Inc., a Delaware corporation (the "Company"), CCO Holdings Capital Corp., a Delaware corporation ("CCOH Capital"), CCO Holdings, LLC, a Delaware limited liability company ("CCO Holdings" and, together with CCOH Capital, the "Issuers"), and each of the entities listed on Exhibit A hereto (the "Guarantors" and, together with the Issuers, the "Registrants") in connection with the proposed registration by the Registrants of the issuance and sale from time to time, pursuant to Rule 415 of the General Rules and Regulations promulgated under the Securities Act of 1933, as amended (the "Act"), of an unspecified amount of senior debt securities (the "Securities") to be issued by the Issuers pursuant to an indenture, dated as of November 20, 2015, by and among the Issuers, CCOH Safari, LLC and The Bank of New York Mellon Trust Company, N.A., as trustee and as collateral agent (as amended and supplemented through the date hereof, and as further amended and supplemented from time to time, the "Indenture") and the guarantees of the Securities (the "Guarantees") by the Guarantors.

The companies listed on Exhibit A hereto under the headings "Delaware Guarantors" and "California Guarantors" are collectively referred to herein as the "Delaware and California Guarantors." The companies listed on Exhibit A hereto under the heading "Other Guarantors" are collectively referred to herein as the "Other Guarantors."

As such counsel, we have examined originals, or copies certified or otherwise identified to our satisfaction, of such documents, corporate records and other instruments as we have deemed necessary for the purposes of this opinion, including (i) the certificates of incorporation, certificates of formation, bylaws, limited liability agreements, partnership agreements and other

Beijing Boston Hong Kong Houston London Los Angeles Munich New York Palo Alto San Francisco Shanghai Washington, D.C.

KIRKLAND & ELLIS LLP

December 21, 2017

Page 2

organizational documents of the Issuers and the Delaware and California Guarantors, as applicable, (ii) the registration statement (the "Registration Statement") to which this letter is an exhibit, (iii) the resolutions or written consents of the board of directors, sole director, board of managers, managing committee, manager or sole member, as applicable, of each of the Issuers and each of the Delaware and California Guarantors with respect to the Registration Statement, (iv) the Indenture (including the Guarantees), and (v) forms of the Securities.

For purposes of this opinion, we have assumed the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as copies and the authenticity of the originals of all documents submitted to us as copies. We have also assumed the genuineness of the signatures of persons signing all documents in connection with which this opinion is rendered, the authority of such persons signing on behalf of the parties thereto other than the Issuers and the Delaware and California Guarantors, and the due authorization, execution and delivery of all documents by the parties thereto other than the Issuers and the Delaware and California Guarantors. As to any facts material to the opinions expressed herein that we have not independently established or verified, we have relied upon statements and representations of officers and other representatives of the Issuers and the Guarantors.

Our opinion expressed below is subject to the qualifications that we express no opinion as to the applicability of, compliance with, or effect of (i) any bankruptcy, insolvency, reorganization, fraudulent transfer, fraudulent conveyance, moratorium or other similar law affecting the enforcement of creditors' rights generally, (ii) general principals of equity (regardless of whether enforcement is considered in a proceeding in equity or at law) and (iii) public policy considerations that may limit the rights of parties to obtain certain remedies.

Based upon and subject to the foregoing qualifications, assumptions and limitations and the further limitations set forth below, we are of the opinion that when (i) the Securities are duly authorized for issuance by and executed by the Issuers and the Guarantees are authorized and executed by the Guarantors (assuming the due authorization, execution and delivery of the Guarantees by the Other Guarantors), and (ii) the Securities have been duly executed and authenticated in accordance with the provisions of the Indenture and paid for pursuant to the documents governing their issuance and sale, (1) the Securities will be validly issued and binding obligations of the Issuers and (2) the Guarantees will be validly issued under the Indenture and will be binding obligations of the Guarantors.

We hereby consent to the filing of this opinion as Exhibit 5.2 to the Registration Statement. We also consent to the reference to our firm under the heading "Legal Matters" in the Registration Statement. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission thereunder.

KIRKLAND & ELLIS LLP

December 21, 2017
Page 3

Our advice on every legal issue addressed in this letter is based exclusively on the internal law of the State of New York, the General Corporation Law of the State of Delaware, the Delaware Limited Liability Company Act, the Delaware Revised Uniform Limited Partnership Act and the California Uniform Limited Partnership Act and represents our opinion as to how that issue would be resolved were it to be considered by the highest court in the jurisdiction which enacted such law. The manner in which any particular issue relating to the opinions would be treated in any actual court case would depend in part on facts and circumstances particular to the case and would also depend on how the court involved chose to exercise the wide discretionary authority generally available to it. We are not qualified to practice law in the State of Delaware and our opinions herein regarding Delaware law are limited solely to our review of provisions of the General Corporation Law of the State of Delaware, the Delaware Limited Liability Company Act and the Delaware Revised Uniform Limited Partnership Act, which we consider normally applicable to transactions of this type, without our having made any special investigation as to the applicability of another statute, law, rule or regulation. None of the opinions or other advice contained in this letter considers or covers any foreign or state securities (or "blue sky") laws or regulations.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. This opinion speaks only as of the date hereof and we assume no obligation to revise or supplement this opinion.

We have also assumed that the execution and delivery of the Indenture, the Securities and the Guarantees and the performance by the Issuers and the Guarantors of their obligations thereunder do not and will not violate, conflict with or constitute a default under any agreement or instrument to which any Issuer or any of the Guarantors is bound.

This opinion is furnished to you in connection with the filing of the Registration Statement and in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Act, and is not to be used, circulated, quoted or otherwise relied upon for any other purposes.

KIRKLAND & ELLIS LLP

December 21, 2017
Page 4

Very truly yours,

/s/ Kirkland & Ellis LLP

KIRKLAND & ELLIS LLP

EXHIBIT A

Guarantors

California Guarantors:

Falcon Cable Media, a California Limited Partnership
Falcon Cable Systems Company II, L.P., a California limited partnership
Falcon Cablevision, a California Limited Partnership
Falcon Community Ventures I Limited Partnership, a California limited partnership
Falcon Telecable, a California Limited Partnership

Delaware Guarantors:

AdCast North Carolina Cable Advertising, LLC, a Delaware limited liability company
Alabanza LLC, a Delaware limited liability company
America's Job Exchange LLC, a Delaware limited liability company
Athens Cablevision, LLC, a Delaware limited liability company
BHN Spectrum Investments, LLC, a Delaware limited liability company
Bresnan Broadband Holdings, LLC, a Delaware limited liability company
Bresnan Communications, LLC, a Delaware limited liability company
Bresnan Digital Services, LLC, a Delaware limited liability company
Bresnan Microwave of Montana, LLC, a Delaware limited liability company
Bright House Networks Information Services (Alabama), LLC, a Delaware limited liability company
Bright House Networks Information Services (California), LLC, a Delaware limited liability company
Bright House Networks Information Services (Florida), LLC, a Delaware limited liability company
Bright House Networks Information Services (Indiana), LLC, a Delaware limited liability company
Bright House Networks Information Services (Michigan), LLC, a Delaware limited liability company
Bright House Networks, LLC, a Delaware limited liability company
Cable Equities Colorado, LLC, a Delaware limited liability company
Cable Equities of Colorado Management LLC, a Delaware limited liability company
CC 10, LLC, a Delaware limited liability company
CC Fiberlink, LLC, a Delaware limited liability company
CC Michigan, LLC, a Delaware limited liability company
CC Systems, LLC, a Delaware limited liability company

December 21, 2017

Page 6

CC V Holdings, LLC, a Delaware limited liability company
CC VI Fiberlink, LLC, a Delaware limited liability company
CC VI Operating Company, LLC, a Delaware limited liability company
CC VII Fiberlink, LLC, a Delaware limited liability company
CC VIII Fiberlink, LLC, a Delaware limited liability company
CC VIII Holdings, LLC, a Delaware limited liability company
CC VIII Operating, LLC, a Delaware limited liability company
CC VIII, LLC, a Delaware limited liability company
CCO Fiberlink, LLC, a Delaware limited liability company
CCO Holdco Transfers VII, LLC, a Delaware limited liability company
CCO LP, LLC, a Delaware limited liability company
CCO NR Holdings, LLC, a Delaware limited liability company
CCO Purchasing, LLC, a Delaware limited liability company
CCO SoCal I, LLC, a Delaware limited liability company
CCO SoCal II, LLC, a Delaware limited liability company
CCO SoCal Vehicles, LLC, a Delaware limited liability company
CCO Transfers, LLC, a Delaware limited liability company
Charter Advanced Services (AL), LLC, a Delaware limited liability company
Charter Advanced Services (CA), LLC, a Delaware limited liability company
Charter Advanced Services (CO), LLC, a Delaware limited liability company
Charter Advanced Services (CT), LLC, a Delaware limited liability company
Charter Advanced Services (GA), LLC, a Delaware limited liability company
Charter Advanced Services (IL), LLC, a Delaware limited liability company
Charter Advanced Services (IN), LLC, a Delaware limited liability company
Charter Advanced Services (KY), LLC, a Delaware limited liability company
Charter Advanced Services (LA), LLC, a Delaware limited liability company
Charter Advanced Services (MA), LLC, a Delaware limited liability company
Charter Advanced Services (MD), LLC, a Delaware limited liability company
Charter Advanced Services (MI), LLC, a Delaware limited liability company
Charter Advanced Services (MN), LLC, a Delaware limited liability company
Charter Advanced Services (MO), LLC, a Delaware limited liability company
Charter Advanced Services (MS), LLC, a Delaware limited liability company
Charter Advanced Services (MT), LLC, a Delaware limited liability company
Charter Advanced Services (NC), LLC, a Delaware limited liability company
Charter Advanced Services (NE), LLC, a Delaware limited liability company
Charter Advanced Services (NH), LLC, a Delaware limited liability company
Charter Advanced Services (NV), LLC, a Delaware limited liability company
Charter Advanced Services (NY), LLC, a Delaware limited liability company
Charter Advanced Services (OH), LLC, a Delaware limited liability company
Charter Advanced Services (OR), LLC, a Delaware limited liability company

December 21, 2017
Page 7

Charter Advanced Services (PA), LLC, a Delaware limited liability company
Charter Advanced Services (SC), LLC, a Delaware limited liability company
Charter Advanced Services (TN), LLC, a Delaware limited liability company
Charter Advanced Services (TX), LLC, a Delaware limited liability company
Charter Advanced Services (UT), LLC, a Delaware limited liability company
Charter Advanced Services (VA), LLC, a Delaware limited liability company
Charter Advanced Services (VT), LLC, a Delaware limited liability company
Charter Advanced Services (WA), LLC, a Delaware limited liability company
Charter Advanced Services (WI), LLC, a Delaware limited liability company
Charter Advanced Services (WV), LLC, a Delaware limited liability company
Charter Advanced Services (WY), LLC, a Delaware limited liability company
Charter Advanced Services VIII (MI), LLC, a Delaware limited liability company
Charter Advanced Services VIII (MN), LLC, a Delaware limited liability company
Charter Advanced Services VIII (WI), LLC, a Delaware limited liability company
Charter Advertising of Saint Louis, LLC, a Delaware limited liability company
Charter Cable Operating Company, LLC, a Delaware limited liability company
Charter Cable Partners, LLC, a Delaware limited liability company
Charter Communications Entertainment I, LLC, a Delaware limited liability company
Charter Communications Entertainment, LLC, a Delaware limited liability company
Charter Communications, Inc., a Delaware corporation
Charter Communications of California, LLC, a Delaware limited liability company
Charter Communications Operating Capital Corp., a Delaware corporation
Charter Communications Operating, LLC, a Delaware limited liability company
Charter Communications Properties LLC, a Delaware limited liability company
Charter Communications Ventures, LLC, a Delaware limited liability company
Charter Communications VI, L.L.C., a Delaware limited liability company
Charter Communications VII, LLC, a Delaware limited liability company
Charter Communications, LLC, a Delaware limited liability company
Charter Distribution, LLC, a Delaware limited liability company
Charter Fiberlink – Alabama, LLC, a Delaware limited liability company
Charter Fiberlink – Georgia, LLC, a Delaware limited liability company
Charter Fiberlink – Illinois, LLC, a Delaware limited liability company
Charter Fiberlink – Maryland II, LLC, a Delaware limited liability company
Charter Fiberlink – Michigan, LLC, a Delaware limited liability company
Charter Fiberlink – Missouri, LLC, a Delaware limited liability company
Charter Fiberlink – Nebraska, LLC, a Delaware limited liability company
Charter Fiberlink – Pennsylvania, LLC, a Delaware limited liability company
Charter Fiberlink – Tennessee, LLC, a Delaware limited liability company
Charter Fiberlink AR-CCVII, LLC, a Delaware limited liability company
Charter Fiberlink CA-CCO, LLC, a Delaware limited liability company

December 21, 2017

Page 8

Charter Fiberlink CC VIII, LLC, a Delaware limited liability company
Charter Fiberlink CCO, LLC, a Delaware limited liability company
Charter Fiberlink CT-CCO, LLC, a Delaware limited liability company
Charter Fiberlink LA-CCO, LLC, a Delaware limited liability company
Charter Fiberlink MA-CCO, LLC, a Delaware limited liability company
Charter Fiberlink MS-CCVI, LLC, a Delaware limited liability company
Charter Fiberlink NC-CCO, LLC, a Delaware limited liability company
Charter Fiberlink NH-CCO, LLC, a Delaware limited liability company
Charter Fiberlink NV-CCVII, LLC, a Delaware limited liability company
Charter Fiberlink NY-CCO, LLC, a Delaware limited liability company
Charter Fiberlink OH-CCO, LLC, a Delaware limited liability company
Charter Fiberlink OR-CCVII, LLC, a Delaware limited liability company
Charter Fiberlink SC-CCO, LLC, a Delaware limited liability company
Charter Fiberlink TX-CCO, LLC, a Delaware limited liability company
Charter Fiberlink VA-CCO, LLC, a Delaware limited liability company
Charter Fiberlink VT-CCO, LLC, a Delaware limited liability company
Charter Fiberlink WA-CCVII, LLC, a Delaware limited liability company
Charter Helicon, LLC, a Delaware limited liability company
Charter Leasing Holding Company, LLC, a Delaware limited liability company
Charter Leasing of Wisconsin, LLC, a Delaware limited liability company
Charter RMG, LLC, a Delaware limited liability company
Charter Stores FCN, LLC, a Delaware limited liability company
Charter Video Electronics, LLC, a Delaware limited liability company
DukeNet Communications Holdings, LLC, a Delaware limited liability company
DukeNet Communications, LLC, a Delaware limited liability company
Falcon Cable Communications, LLC, a Delaware limited liability company
Falcon Community Cable, L.P., a Delaware limited partnership
Falcon First Cable of the Southeast, LLC, a Delaware limited liability company
Falcon First, LLC, a Delaware limited liability company
Falcon Video Communications, L.P., a Delaware limited partnership
Helicon Partners I, L.P., a Delaware limited partnership
Hometown T.V., LLC, a Delaware limited liability company
HPI Acquisition Co. LLC, a Delaware limited liability company
ICI Holdings, LLC, a Delaware limited liability company
Insight Blocker LLC, a Delaware limited liability company
Insight Capital LLC, a Delaware limited liability company
Insight Communications Company, L.P., a Delaware limited partnership
Insight Communications Midwest, LLC
Insight Communications of Central Ohio, LLC
Insight Communications of Kentucky, L.P., a Delaware limited partnership

December 21, 2017
Page 9

Insight Interactive, LLC
Insight Kentucky Capital, LLC, a Delaware limited liability company
Insight Kentucky Partners I, L.P., a Delaware limited partnership
Insight Kentucky Partners II, L.P., a Delaware limited partnership
Insight Midwest Holdings, LLC, a Delaware limited liability company
Insight Midwest, L.P., a Delaware limited partnership
Insight Phone of Indiana, LLC, a Delaware limited liability company
Insight Phone of Kentucky, LLC, a Delaware limited liability company
Insight Phone of Ohio, LLC, a Delaware limited liability company
Interactive Cable Services, LLC, a Delaware limited liability company
Interlink Communications Partners, LLC, a Delaware limited liability company
Intrepid Acquisition LLC, a Delaware limited liability company
Marcus Cable Associates, L.L.C., a Delaware limited liability company
Marcus Cable of Alabama, L.L.C., a Delaware limited liability company
Marcus Cable, LLC, a Delaware limited liability company
Midwest Cable Communications, LLC, a Delaware limited liability company
NaviSite LLC, a Delaware limited liability company
New Wisconsin Procurement LLC, a Delaware limited liability company
Oceanic Time Warner Cable LLC, a Delaware limited liability company
Parity Assets LLC, a Delaware limited liability company
Peachtree Cable TV, L.P., a Delaware limited partnership
Peachtree Cable TV, LLC, a Delaware limited liability company
Renaissance Media LLC, a Delaware limited liability company
Rifkin Acquisition Partners, LLC, a Delaware limited liability company
Robin Media Group, LLC, a Delaware limited liability company
Scottsboro TV Cable, LLC, a Delaware limited liability company
Spectrum Mobile, LLC, a Delaware limited liability company
Spectrum Originals, LLC, a Delaware limited liability company
Spectrum Security, LLC, a Delaware limited liability company
The Helicon Group, L.P., a Delaware limited partnership
Time Warner Cable Business LLC, a Delaware limited liability company
Time Warner Cable Enterprises LLC, a Delaware limited liability company
Time Warner Cable Information Services (Alabama), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Arizona), LLC, a Delaware limited liability company
Time Warner Cable Information Services (California), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Colorado), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Hawaii), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Idaho), LLC, a Delaware limited liability company

KIRKLAND & ELLIS LLP

December 21, 2017
Page 10

Time Warner Cable Information Services (Illinois), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Indiana), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Kansas), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Kentucky), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Maine), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Massachusetts), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Michigan), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Missouri), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Nebraska), LLC, a Delaware limited liability company
Time Warner Cable Information Services (New Hampshire), LLC, a Delaware limited liability company
Time Warner Cable Information Services (New Jersey), LLC, a Delaware limited liability company
Time Warner Cable Information Services (New Mexico) LLC, a Delaware limited liability company
Time Warner Cable Information Services (New York), LLC, a Delaware limited liability company
Time Warner Cable Information Services (North Carolina), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Ohio), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Pennsylvania), LLC, a Delaware limited liability company
Time Warner Cable Information Services (South Carolina), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Tennessee), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Texas), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Virginia), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Washington), LLC, a Delaware limited liability company
Time Warner Cable Information Services (West Virginia), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Wisconsin), LLC, a Delaware limited liability company
Time Warner Cable International LLC, a Delaware limited liability company
Time Warner Cable Internet Holdings III LLC, a Delaware limited liability company

December 21, 2017

Page 11

Time Warner Cable Internet Holdings LLC, a Delaware limited liability company
Time Warner Cable Internet LLC, a Delaware limited liability company
Time Warner Cable, LLC, a Delaware limited liability company
Time Warner Cable Media LLC, a Delaware limited liability company
Time Warner Cable Midwest LLC, a Delaware limited liability company
Time Warner Cable New York City LLC, a Delaware limited liability company
Time Warner Cable Northeast LLC, a Delaware limited liability company
Time Warner Cable Pacific West LLC, a Delaware limited liability company
Time Warner Cable Services LLC, a Delaware limited liability company
Time Warner Cable Southeast LLC, a Delaware limited liability company
Time Warner Cable Sports LLC, a Delaware limited liability company
Time Warner Cable Texas LLC, a Delaware limited liability company
TWC Administration LLC, a Delaware limited liability company
TWC Communications, LLC, a Delaware limited liability company
TWC Digital Phone LLC, a Delaware limited liability company
TWC Media Blocker LLC, a Delaware limited liability company
TWC News and Local Programming Holdco LLC, a Delaware limited liability company
TWC News and Local Programming LLC, a Delaware limited liability company
TWC Regional Sports Network I LLC, a Delaware limited liability company
TWC Regional Sports Network II LLC, a Delaware limited liability company
TWC SEE Holdco LLC, a Delaware limited liability company
TWC Wireless LLC, a Delaware limited liability company
TWC/Charter Dallas Cable Advertising, LLC, a Delaware limited liability company
TWC/Charter Green Bay Cable Advertising, LLC, a Delaware limited liability company
TWC/Charter Los Angeles Cable Advertising, LLC, a Delaware limited liability company
TWCIS Holdco LLC, a Delaware limited liability company
Vista Broadband Communications, LLC, a Delaware limited liability company
Wisconsin Procurement Holdco LLC, a Delaware limited liability company

Other Guarantors:

Bresnan Broadband of Colorado, LLC, a Colorado limited liability company
Bresnan Broadband of Montana, LLC, a Montana limited liability company
Bresnan Broadband of Utah, LLC, a Utah limited liability company
Bresnan Broadband of Wyoming, LLC, a Wyoming limited liability company

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

(212) 446-4800

www.kirkland.com

December 21, 2017

Facsimile:
(212) 446-4900

Charter Communications, Inc.
400 Atlantic Street, 10th Floor
Stamford, Connecticut 06901

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

We are issuing this opinion letter in our capacity as special legal counsel to Charter Communications, Inc., a Delaware corporation (the “Issuer”), and each of the entities listed on Exhibit A hereto (the “Guarantors” and, together with the Issuer, the “Registrants”) in connection with the proposed registration by the Registrants of the issuance and sale from time to time, pursuant to Rule 415 of the General Rules and Regulations promulgated under the Securities Act of 1933, as amended (the “Act”), of an unspecified amount of senior debt securities (the “Securities”) to be issued by the Issuer pursuant to one or more indentures and supplemental indentures to be entered into by the Issuer, the guarantors party thereto from time to time and the Bank of New York Mellon Trust Company, N.A. as trustee (the “Indentures”) and the guarantees of the Securities (the “Guarantees”) by the Guarantors.

The companies listed on Exhibit A hereto under the headings “Delaware Guarantors” and “California Guarantors” are collectively referred to herein as the “Delaware and California Guarantors.” The companies listed on Exhibit A hereto under the heading “Other Guarantors” are collectively referred to herein as the “Other Guarantors.”

As such counsel, we have examined originals, or copies certified or otherwise identified to our satisfaction, of such documents, corporate records and other instruments as we have deemed necessary for the purposes of this opinion, including (i) the certificates of incorporation, certificates of formation, bylaws, limited liability agreements, partnership agreements and other organizational documents of the Issuer and the Delaware and California Guarantors, as applicable, (ii) the registration statement (the “Registration Statement”) to which this letter is an exhibit, and (iii) the resolutions or written consents of the board of directors, sole director, board of managers, managing committee, manager or sole member, as applicable, of the Issuer and each of the Delaware and California Guarantors with respect to the Registration Statement.

Beijing Boston Hong Kong Houston London Los Angeles Munich New York Palo Alto San Francisco Shanghai Washington, D.C.

KIRKLAND & ELLIS LLP

December 21, 2017

Page 2

For purposes of this opinion, we have assumed the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as copies and the authenticity of the originals of all documents submitted to us as copies. We have also assumed the genuineness of the signatures of persons signing all documents in connection with which this opinion is rendered, the authority of such persons signing on behalf of the parties thereto other than the Issuer and the Delaware and California Guarantors, and the due authorization, execution and delivery of all documents by the parties thereto other than the Issuer and the Delaware and California Guarantors. As to any facts material to the opinions expressed herein that we have not independently established or verified, we have relied upon statements and representations of officers and other representatives of the Issuer and the Guarantors.

Our opinion expressed below is subject to the qualifications that we express no opinion as to the applicability of, compliance with, or effect of (i) any bankruptcy, insolvency, reorganization, fraudulent transfer, fraudulent conveyance, moratorium or other similar law affecting the enforcement of creditors' rights generally, (ii) general principals of equity (regardless of whether enforcement is considered in a proceeding in equity or at law) and (iii) public policy considerations that may limit the rights of parties to obtain certain remedies.

Based upon and subject to the foregoing qualifications, assumptions and limitations and the further limitations set forth below, we are of the opinion that when (i) the Indentures are duly authorized, executed and delivered by the Issuer and the applicable Guarantors, (ii) the Securities are duly authorized for issuance by and executed by the Issuer and the Guarantees are authorized and executed by the applicable Guarantors (assuming the due authorization, execution and delivery of the Guarantees by the Other Guarantors, as applicable), and (ii) the Securities have been duly executed and authenticated in accordance with the provisions of the Indentures and paid for pursuant to the documents governing their issuance and sale, (1) the Securities will be validly issued and binding obligations of the Issuer and (2) the Guarantees will be validly issued under the Indentures and will be binding obligations of the applicable Guarantors.

We hereby consent to the filing of this opinion as Exhibit 5.3 to the Registration Statement. We also consent to the reference to our firm under the heading "Legal Matters" in the Registration Statement. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission thereunder.

Our advice on every legal issue addressed in this letter is based exclusively on the internal law of the State of New York, the General Corporation Law of the State of Delaware, the Delaware Limited Liability Company Act, the Delaware Revised Uniform Limited Partnership Act and the California Uniform Limited Partnership Act and represents our opinion as to how that issue would be resolved were it to be considered by the highest court in the jurisdiction which enacted such law. The manner in which any particular issue relating to the

KIRKLAND & ELLIS LLP

December 21, 2017
Page 3

opinions would be treated in any actual court case would depend in part on facts and circumstances particular to the case and would also depend on how the court involved chose to exercise the wide discretionary authority generally available to it. We are not qualified to practice law in the State of Delaware and our opinions herein regarding Delaware law are limited solely to our review of provisions of the General Corporation Law of the State of Delaware, the Delaware Limited Liability Company Act and the Delaware Revised Uniform Limited Partnership Act, which we consider normally applicable to transactions of this type, without our having made any special investigation as to the applicability of another statute, law, rule or regulation. None of the opinions or other advice contained in this letter considers or covers any foreign or state securities (or "blue sky") laws or regulations.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. This opinion speaks only as of the date hereof and we assume no obligation to revise or supplement this opinion.

We have also assumed that the execution and delivery of the Indentures, the Securities and the Guarantees and the performance by the Issuer and the Guarantors of their obligations thereunder do not and will not violate, conflict with or constitute a default under any agreement or instrument to which any Issuer or any of the Guarantors is bound.

This opinion is furnished to you in connection with the filing of the Registration Statement and in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Act, and is not to be used, circulated, quoted or otherwise relied upon for any other purposes.

Very truly yours,

/s/ Kirkland & Ellis LLP

KIRKLAND & ELLIS LLP

EXHIBIT A

Guarantors

California Guarantors:

Falcon Cable Media, a California Limited Partnership
Falcon Cable Systems Company II, L.P., a California limited partnership
Falcon Cablevision, a California Limited Partnership
Falcon Community Ventures I Limited Partnership, a California limited partnership
Falcon Telecable, a California Limited Partnership

Delaware Guarantors:

AdCast North Carolina Cable Advertising, LLC, a Delaware limited liability company
Alabanza LLC, a Delaware limited liability company
America's Job Exchange LLC, a Delaware limited liability company
Athens Cablevision, LLC, a Delaware limited liability company
BHN Spectrum Investments, LLC, a Delaware limited liability company
Bresnan Broadband Holdings, LLC, a Delaware limited liability company
Bresnan Communications, LLC, a Delaware limited liability company
Bresnan Digital Services, LLC, a Delaware limited liability company
Bresnan Microwave of Montana, LLC, a Delaware limited liability company
Bright House Networks Information Services (Alabama), LLC, a Delaware limited liability company
Bright House Networks Information Services (California), LLC, a Delaware limited liability company
Bright House Networks Information Services (Florida), LLC, a Delaware limited liability company
Bright House Networks Information Services (Indiana), LLC, a Delaware limited liability company
Bright House Networks Information Services (Michigan), LLC, a Delaware limited liability company
Bright House Networks, LLC, a Delaware limited liability company
Cable Equities Colorado, LLC, a Delaware limited liability company
Cable Equities of Colorado Management LLC, a Delaware limited liability company
CC 10, LLC, a Delaware limited liability company
CC Fiberlink, LLC, a Delaware limited liability company
CC Michigan, LLC, a Delaware limited liability company
CC Systems, LLC, a Delaware limited liability company

CC V Holdings, LLC, a Delaware limited liability company
CC VI Fiberlink, LLC, a Delaware limited liability company
CC VI Operating Company, LLC, a Delaware limited liability company
CC VII Fiberlink, LLC, a Delaware limited liability company
CC VIII Fiberlink, LLC, a Delaware limited liability company
CC VIII Holdings, LLC, a Delaware limited liability company
CC VIII Operating, LLC, a Delaware limited liability company
CC VIII, LLC, a Delaware limited liability company
CCO Fiberlink, LLC, a Delaware limited liability company
CCO Holdco Transfers VII, LLC, a Delaware limited liability company
CCO Holdings Capital Corporation, a Delaware corporation
CCO Holdings, LLC, a Delaware limited liability company
CCO LP, LLC, a Delaware limited liability company
CCO NR Holdings, LLC, a Delaware limited liability company
CCO Purchasing, LLC, a Delaware limited liability company
CCO SoCal I, LLC, a Delaware limited liability company
CCO SoCal II, LLC, a Delaware limited liability company
CCO SoCal Vehicles, LLC, a Delaware limited liability company
CCO Transfers, LLC, a Delaware limited liability company
Charter Advanced Services (AL), LLC, a Delaware limited liability company
Charter Advanced Services (CA), LLC, a Delaware limited liability company
Charter Advanced Services (CO), LLC, a Delaware limited liability company
Charter Advanced Services (CT), LLC, a Delaware limited liability company
Charter Advanced Services (GA), LLC, a Delaware limited liability company
Charter Advanced Services (IL), LLC, a Delaware limited liability company
Charter Advanced Services (IN), LLC, a Delaware limited liability company
Charter Advanced Services (KY), LLC, a Delaware limited liability company
Charter Advanced Services (LA), LLC, a Delaware limited liability company
Charter Advanced Services (MA), LLC, a Delaware limited liability company
Charter Advanced Services (MD), LLC, a Delaware limited liability company
Charter Advanced Services (MI), LLC, a Delaware limited liability company
Charter Advanced Services (MN), LLC, a Delaware limited liability company
Charter Advanced Services (MO), LLC, a Delaware limited liability company
Charter Advanced Services (MS), LLC, a Delaware limited liability company
Charter Advanced Services (MT), LLC, a Delaware limited liability company
Charter Advanced Services (NC), LLC, a Delaware limited liability company
Charter Advanced Services (NE), LLC, a Delaware limited liability company
Charter Advanced Services (NH), LLC, a Delaware limited liability company
Charter Advanced Services (NV), LLC, a Delaware limited liability company
Charter Advanced Services (NY), LLC, a Delaware limited liability company

December 21, 2017
Page 6

Charter Advanced Services (OH), LLC, a Delaware limited liability company
Charter Advanced Services (OR), LLC, a Delaware limited liability company
Charter Advanced Services (PA), LLC, a Delaware limited liability company
Charter Advanced Services (SC), LLC, a Delaware limited liability company
Charter Advanced Services (TN), LLC, a Delaware limited liability company
Charter Advanced Services (TX), LLC, a Delaware limited liability company
Charter Advanced Services (UT), LLC, a Delaware limited liability company
Charter Advanced Services (VA), LLC, a Delaware limited liability company
Charter Advanced Services (VT), LLC, a Delaware limited liability company
Charter Advanced Services (WA), LLC, a Delaware limited liability company
Charter Advanced Services (WI), LLC, a Delaware limited liability company
Charter Advanced Services (WV), LLC, a Delaware limited liability company
Charter Advanced Services (WY), LLC, a Delaware limited liability company
Charter Advanced Services VIII (MI), LLC, a Delaware limited liability company
Charter Advanced Services VIII (MN), LLC, a Delaware limited liability company
Charter Advanced Services VIII (WI), LLC, a Delaware limited liability company
Charter Advertising of Saint Louis, LLC, a Delaware limited liability company
Charter Cable Operating Company, LLC, a Delaware limited liability company
Charter Cable Partners, LLC, a Delaware limited liability company
Charter Communications Entertainment I, LLC, a Delaware limited liability company
Charter Communications Entertainment, LLC, a Delaware limited liability company
Charter Communications, Inc., a Delaware corporation
Charter Communications of California, LLC, a Delaware limited liability company
Charter Communications Operating Capital Corp., a Delaware corporation
Charter Communications Operating, LLC, a Delaware limited liability company
Charter Communications Properties LLC, a Delaware limited liability company
Charter Communications Ventures, LLC, a Delaware limited liability company
Charter Communications VI, L.L.C., a Delaware limited liability company
Charter Communications VII, LLC, a Delaware limited liability company
Charter Communications, LLC, a Delaware limited liability company
Charter Distribution, LLC, a Delaware limited liability company
Charter Fiberlink – Alabama, LLC, a Delaware limited liability company
Charter Fiberlink – Georgia, LLC, a Delaware limited liability company
Charter Fiberlink – Illinois, LLC, a Delaware limited liability company
Charter Fiberlink – Maryland II, LLC, a Delaware limited liability company
Charter Fiberlink – Michigan, LLC, a Delaware limited liability company
Charter Fiberlink – Missouri, LLC, a Delaware limited liability company
Charter Fiberlink – Nebraska, LLC, a Delaware limited liability company
Charter Fiberlink – Pennsylvania, LLC, a Delaware limited liability company
Charter Fiberlink – Tennessee, LLC, a Delaware limited liability company

December 21, 2017

Page 7

Charter Fiberlink AR-CCVII, LLC, a Delaware limited liability company
Charter Fiberlink CA-CCO, LLC, a Delaware limited liability company
Charter Fiberlink CC VIII, LLC, a Delaware limited liability company
Charter Fiberlink CCO, LLC, a Delaware limited liability company
Charter Fiberlink CT-CCO, LLC, a Delaware limited liability company
Charter Fiberlink LA-CCO, LLC, a Delaware limited liability company
Charter Fiberlink MA-CCO, LLC, a Delaware limited liability company
Charter Fiberlink MS-CCVI, LLC, a Delaware limited liability company
Charter Fiberlink NC-CCO, LLC, a Delaware limited liability company
Charter Fiberlink NH-CCO, LLC, a Delaware limited liability company
Charter Fiberlink NV-CCVII, LLC, a Delaware limited liability company
Charter Fiberlink NY-CCO, LLC, a Delaware limited liability company
Charter Fiberlink OH-CCO, LLC, a Delaware limited liability company
Charter Fiberlink OR-CCVII, LLC, a Delaware limited liability company
Charter Fiberlink SC-CCO, LLC, a Delaware limited liability company
Charter Fiberlink TX-CCO, LLC, a Delaware limited liability company
Charter Fiberlink VA-CCO, LLC, a Delaware limited liability company
Charter Fiberlink VT-CCO, LLC, a Delaware limited liability company
Charter Fiberlink WA-CCVII, LLC, a Delaware limited liability company
Charter Helicon, LLC, a Delaware limited liability company
Charter Leasing Holding Company, LLC, a Delaware limited liability company
Charter Leasing of Wisconsin, LLC, a Delaware limited liability company
Charter RMG, LLC, a Delaware limited liability company
Charter Stores FCN, LLC, a Delaware limited liability company
Charter Video Electronics, LLC, a Delaware limited liability company
DukeNet Communications Holdings, LLC, a Delaware limited liability company
DukeNet Communications, LLC, a Delaware limited liability company
Falcon Cable Communications, LLC, a Delaware limited liability company
Falcon Community Cable, L.P., a Delaware limited partnership
Falcon First Cable of the Southeast, LLC, a Delaware limited liability company
Falcon First, LLC, a Delaware limited liability company
Falcon Video Communications, L.P., a Delaware limited partnership
Helicon Partners I, L.P., a Delaware limited partnership
Hometown T.V., LLC, a Delaware limited liability company
HPI Acquisition Co. LLC, a Delaware limited liability company
ICI Holdings, LLC, a Delaware limited liability company
Insight Blocker LLC, a Delaware limited liability company
Insight Capital LLC, a Delaware limited liability company
Insight Communications Company, L.P., a Delaware limited partnership
Insight Communications Midwest, LLC

December 21, 2017

Page 8

Insight Communications of Central Ohio, LLC
Insight Communications of Kentucky, L.P., a Delaware limited partnership
Insight Interactive, LLC
Insight Kentucky Capital, LLC, a Delaware limited liability company
Insight Kentucky Partners I, L.P., a Delaware limited partnership
Insight Kentucky Partners II, L.P., a Delaware limited partnership
Insight Midwest Holdings, LLC, a Delaware limited liability company
Insight Midwest, L.P., a Delaware limited partnership
Insight Phone of Indiana, LLC, a Delaware limited liability company
Insight Phone of Kentucky, LLC, a Delaware limited liability company
Insight Phone of Ohio, LLC, a Delaware limited liability company
Interactive Cable Services, LLC, a Delaware limited liability company
Interlink Communications Partners, LLC, a Delaware limited liability company
Intrepid Acquisition LLC, a Delaware limited liability company
Marcus Cable Associates, L.L.C., a Delaware limited liability company
Marcus Cable of Alabama, L.L.C., a Delaware limited liability company
Marcus Cable, LLC, a Delaware limited liability company
Midwest Cable Communications, LLC, a Delaware limited liability company
NaviSite LLC, a Delaware limited liability company
New Wisconsin Procurement LLC, a Delaware limited liability company
Oceanic Time Warner Cable LLC, a Delaware limited liability company
Parity Assets LLC, a Delaware limited liability company
Peachtree Cable TV, L.P., a Delaware limited partnership
Peachtree Cable TV, LLC, a Delaware limited liability company
Renaissance Media LLC, a Delaware limited liability company
Rifkin Acquisition Partners, LLC, a Delaware limited liability company
Robin Media Group, LLC, a Delaware limited liability company
Scottsboro TV Cable, LLC, a Delaware limited liability company
Spectrum Mobile, LLC, a Delaware limited liability company
Spectrum Originals, LLC, a Delaware limited liability company
Spectrum Security, LLC, a Delaware limited liability company
The Helicon Group, L.P., a Delaware limited partnership
Time Warner Cable Business LLC, a Delaware limited liability company
Time Warner Cable Enterprises LLC, a Delaware limited liability company
Time Warner Cable Information Services (Alabama), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Arizona), LLC, a Delaware limited liability company
Time Warner Cable Information Services (California), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Colorado), LLC, a Delaware limited liability company

KIRKLAND & ELLIS LLP

December 21, 2017
Page 9

Time Warner Cable Information Services (Hawaii), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Idaho), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Illinois), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Indiana), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Kansas), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Kentucky), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Maine), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Massachusetts), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Michigan), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Missouri), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Nebraska), LLC, a Delaware limited liability company
Time Warner Cable Information Services (New Hampshire), LLC, a Delaware limited liability company
Time Warner Cable Information Services (New Jersey), LLC, a Delaware limited liability company
Time Warner Cable Information Services (New Mexico) LLC, a Delaware limited liability company
Time Warner Cable Information Services (New York), LLC, a Delaware limited liability company
Time Warner Cable Information Services (North Carolina), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Ohio), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Pennsylvania), LLC, a Delaware limited liability company
Time Warner Cable Information Services (South Carolina), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Tennessee), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Texas), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Virginia), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Washington), LLC, a Delaware limited liability company
Time Warner Cable Information Services (West Virginia), LLC, a Delaware limited liability company
Time Warner Cable Information Services (Wisconsin), LLC, a Delaware limited liability company

December 21, 2017
Page 10

Time Warner Cable International LLC, a Delaware limited liability company
Time Warner Cable Internet Holdings III LLC, a Delaware limited liability company
Time Warner Cable Internet Holdings LLC, a Delaware limited liability company
Time Warner Cable Internet LLC, a Delaware limited liability company
Time Warner Cable, LLC, a Delaware limited liability company
Time Warner Cable Media LLC, a Delaware limited liability company
Time Warner Cable Midwest LLC, a Delaware limited liability company
Time Warner Cable New York City LLC, a Delaware limited liability company
Time Warner Cable Northeast LLC, a Delaware limited liability company
Time Warner Cable Pacific West LLC, a Delaware limited liability company
Time Warner Cable Services LLC, a Delaware limited liability company
Time Warner Cable Southeast LLC, a Delaware limited liability company
Time Warner Cable Sports LLC, a Delaware limited liability company
Time Warner Cable Texas LLC, a Delaware limited liability company
TWC Administration LLC, a Delaware limited liability company
TWC Communications, LLC, a Delaware limited liability company
TWC Digital Phone LLC, a Delaware limited liability company
TWC Media Blocker LLC, a Delaware limited liability company
TWC News and Local Programming Holdco LLC, a Delaware limited liability company
TWC News and Local Programming LLC, a Delaware limited liability company
TWC Regional Sports Network I LLC, a Delaware limited liability company
TWC Regional Sports Network II LLC, a Delaware limited liability company
TWC SEE Holdco LLC, a Delaware limited liability company
TWC Wireless LLC, a Delaware limited liability company
TWC/Charter Dallas Cable Advertising, LLC, a Delaware limited liability company
TWC/Charter Green Bay Cable Advertising, LLC, a Delaware limited liability company
TWC/Charter Los Angeles Cable Advertising, LLC, a Delaware limited liability company
TWCIS Holdco LLC, a Delaware limited liability company
Vista Broadband Communications, LLC, a Delaware limited liability company
Wisconsin Procurement Holdco LLC, a Delaware limited liability company

Other Guarantors:

Bresnan Broadband of Colorado, LLC, a Colorado limited liability company
Bresnan Broadband of Montana, LLC, a Montana limited liability company
Bresnan Broadband of Utah, LLC, a Utah limited liability company
Bresnan Broadband of Wyoming, LLC, a Wyoming limited liability company

CCO HOLDINGS, LLC AND SUBSIDIARIES
RATIO OF EARNINGS TO FIXED CHARGES CALCULATION
(dollars in millions)

| | For the Year Ended December 31, | | | | | For the Nine |
|---|--|--------------|---------------|---------------|----------------|----------------------|
| | 2012 | 2013 | 2014 | 2015 | 2016 | Months Ended |
| | | | | | | September 30, |
| | | | | | | 2017 |
| Earnings | | | | | | |
| Income (loss) before Noncontrolling Interest and Income Taxes | \$ 10 | \$ (57) | \$ 75 | \$ 144 | \$1,460 | \$ 584 |
| Fixed Charges | <u>811</u> | <u>862</u> | <u>898</u> | <u>850</u> | <u>2,144</u> | <u>2,291</u> |
| Total Earnings | <u>821</u> | <u>805</u> | <u>973</u> | <u>994</u> | <u>3,604</u> | <u>2,875</u> |
| Fixed Charges | | | | | | |
| Interest Expense | \$ 780 | \$834 | \$ 868 | \$ 822 | \$2,092 | \$ 2,235 |
| Amortization of Debt Costs | 24 | 20 | 21 | 18 | 31 | 33 |
| Interest Element of Rentals | <u>7</u> | <u>8</u> | <u>9</u> | <u>10</u> | <u>21</u> | <u>23</u> |
| Total Fixed Charges | <u>\$ 811</u> | <u>\$862</u> | <u>\$ 898</u> | <u>\$ 850</u> | <u>\$2,144</u> | <u>\$ 2,291</u> |
| Ratio of Earnings to Fixed Charges ⁽¹⁾ | <u>1.01</u> | <u>—</u> | <u>1.08</u> | <u>1.17</u> | <u>1.68</u> | <u>1.25</u> |

(1) Earnings for the year ended December 31, 2013 were insufficient to cover fixed charges by \$57 million. As a result of such deficiency, the ratio is not presented above.

CHARTER COMMUNICATIONS, INC. AND SUBSIDIARIES
RATIO OF EARNINGS TO FIXED CHARGES CALCULATION
(dollars in millions)

| | For the Year Ended December 31, | | | | | For the Nine |
|---|--|--------------|---------------|----------------|----------------|----------------------|
| | 2012 | 2013 | 2014 | 2015 | 2016 | Months Ended |
| | | | | | | September 30, |
| | | | | | | 2017 |
| Earnings | | | | | | |
| Income (loss) before Noncontrolling Interest and Income Taxes | \$ (47) | \$ (49) | \$ 53 | \$ (331) | \$ 820 | \$ 597 |
| Fixed Charges | 914 | 854 | 920 | 1,316 | 2,520 | 2,273 |
| Total Earnings | <u>867</u> | <u>805</u> | <u>973</u> | <u>985</u> | <u>3,340</u> | <u>2,870</u> |
| Fixed Charges | | | | | | |
| Interest Expense | \$883 | \$824 | \$ 890 | \$1,285 | \$2,468 | \$ 2,217 |
| Amortization of Debt Costs | 24 | 22 | 21 | 21 | 31 | 33 |
| Interest Element of Rentals | 7 | 8 | 9 | 10 | 21 | 23 |
| Total Fixed Charges | <u>\$914</u> | <u>\$854</u> | <u>\$ 920</u> | <u>\$1,316</u> | <u>\$2,520</u> | <u>\$ 2,273</u> |
| Ratio of Earnings to Fixed Charges ⁽¹⁾ | <u>—</u> | <u>—</u> | <u>1.06</u> | <u>—</u> | <u>1.33</u> | <u>1.26</u> |

(1) Earnings for the years ended December 31, 2012, 2013 and 2015 were insufficient to cover fixed charges by \$47 million, \$49 million and \$331 million, respectively. As a result of such deficiency, the ratios are not presented above.

Consent of Independent Registered Public Accounting Firm

The Manager and the Member of
CCO Holdings, LLC:

We consent to the use of our report dated March 3, 2017, with respect to the consolidated balance sheets of CCO Holdings, LLC and subsidiaries (the Company) as of December 31, 2016 and 2015, and the related consolidated statements of operations, comprehensive income, changes in member's equity, and cash flows for each of the years in the three-year period ended December 31, 2016, incorporated herein by reference and to the reference to our firm under the heading "Experts" in the registration statement.

(signed) KPMG LLP

St. Louis, Missouri
December 21, 2017

Consent of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders
Charter Communications, Inc.:

We consent to the use of our report dated February 15, 2017, with respect to the consolidated balance sheets of Charter Communications, Inc. and subsidiaries (the Company) as of December 31, 2016 and 2015, and the related consolidated statements of operations, comprehensive income (loss), changes in shareholders' equity (deficit), and cash flows for each of the years in the three-year period ended December 31, 2016, and the effectiveness of internal control over financial reporting as of December 31, 2016, incorporated herein by reference and to the reference to our firm under the heading "Experts" in the registration statement.

Our report dated February 15, 2017, on the effectiveness of internal control over financial reporting as of December 31, 2016, contains an explanatory paragraph that states that the Company acquired Bright House Networks, LLC (Legacy Bright House) during 2016 and management excluded from its assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2016, Legacy Bright House's internal control over financial reporting associated with 9% the Company's total assets and consolidated total revenues, included in the consolidated financial statements of the Company as of and for the year ended December 31, 2016. Our audit of internal control over financial reporting of the Company as of December 31, 2016 also excluded an evaluation of the internal control over financial reporting of Bright House Networks, LLC.

(signed) KPMG LLP

St. Louis, Missouri
December 21, 2017

Consent of Independent Registered Public Accounting Firm

We consent to the reference to our firm under the caption “Experts” in the Registration Statement (Form S-3) and related prospectus of Charter Communications Operating, LLC, Charter Communications Operating Capital Corp., CCO Holdings, LLC, CCO Holdings Capital Corp. and Charter Communications, Inc. for the registration of debt securities and to the incorporation by reference therein of our reports dated February 12, 2016, with respect to the consolidated financial statements of Time Warner Cable Inc., and the effectiveness of internal control over financial reporting of Time Warner Cable Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2015, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

New York, New York
December 21, 2017

Consent of Independent Auditors

The Member
Bright House Networks, LLC:

We consent to the use of our report dated March 4, 2016, with respect to the consolidated balance sheets of Bright House Networks, LLC as of December 31, 2015 and 2014, and the related consolidated statements of income, comprehensive income, changes in member's equity, and cash flows for each of the years in the three-year period ended December 31, 2015, incorporated herein by reference and to the reference to our firm under the heading "Experts" in the registration statement.

(signed) KPMG LLP

New York, New York
December 21, 2017

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939
OF A CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

**THE BANK OF NEW YORK MELLON TRUST
COMPANY, N.A.**

(Exact name of trustee as specified in its charter)

(Jurisdiction of incorporation
if not a U.S. national bank)

95-3571558
(I.R.S. employer
identification no.)

400 South Hope Street
Suite 500
Los Angeles, California
(Address of principal executive offices)

90071
(Zip code)

Charter Communications Operating, LLC
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

43-1843260
(I.R.S. employer
identification no.)

Charter Communications Operating Capital Corp.
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-1044453
(I.R.S. employer
identification no.)

CCO Holdings, LLC
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

86-1067239
(I.R.S. employer
identification no.)

CCO Holdings Capital Corp.
(Exact name of registrant as specified in its charter)

Delaware

20-0257904

(State or other jurisdiction of
incorporation or organization)

(I.R.S. employer
identification no.)

Charter Communications, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

84-1496755
(I.R.S. employer
identification no.)

TABLE OF ADDITIONAL REGISTRANT GUARANTORS

| <u>Exact Name of Additional Registrant Guarantor as Specified in Its Charter</u> | <u>Jurisdiction of Incorporation or Organization</u> | <u>I.R.S. Employer Identification Number</u> |
|--|--|--|
| AdCast North Carolina Cable Advertising, LLC | Delaware | 06-1611033 |
| Alabanza LLC | Delaware | 26-0665775 |
| America's Job Exchange LLC | Delaware | 14-1850188 |
| Athens Cablevision, LLC | Delaware | 38-2725702 |
| BHN Spectrum Investments, LLC | Delaware | 20-8141882 |
| Bresnan Broadband Holdings, LLC | Delaware | 13-4119839 |
| Bresnan Broadband of Colorado, LLC | Colorado | 35-2403834 |
| Bresnan Broadband of Montana, LLC | Montana | 32-0334681 |
| Bresnan Broadband of Utah, LLC | Utah | 30-0667318 |
| Bresnan Broadband of Wyoming, LLC | Wyoming | 61-1642737 |
| Bresnan Communications, LLC | Delaware | 90-0664229 |
| Bresnan Digital Services, LLC | Delaware | 38-3833973 |
| Bresnan Microwave of Montana, LLC | Delaware | 36-4691716 |
| Bright House Networks Information Services (Alabama), LLC | Delaware | 20-1544201 |
| Bright House Networks Information Services (California), LLC | Delaware | 20-1544390 |
| Bright House Networks Information Services (Florida), LLC | Delaware | 59-3758339 |
| Bright House Networks Information Services (Indiana), LLC | Delaware | 20-1544486 |
| Bright House Networks Information Services (Michigan), LLC | Delaware | 20-1544302 |

| Exact Name of Additional Registrant Guarantor as Specified in Its Charter | Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number |
|--|--|--|
| Bright House Networks, LLC | Delaware | 02-0636401 |
| Cable Equities Colorado, LLC | Delaware | 84-1000716 |
| Cable Equities of Colorado Management LLC | Delaware | 84-1004751 |
| CC 10, LLC | Delaware | 11-3546155 |
| CC Fiberlink, LLC | Delaware | 43-1928509 |
| CC Michigan, LLC | Delaware | 13-4029981 |
| CC Systems, LLC | Delaware | 43-1925731 |
| CC V Holdings, LLC | Delaware | 13-4029965 |
| CC VI Fiberlink, LLC | Delaware | 20-0310684 |
| CC VI Operating Company, LLC | Delaware | 43-1864760 |
| CC VII Fiberlink, LLC | Delaware | 20-0310704 |
| CC VIII Fiberlink, LLC | Delaware | 20-0310844 |
| CC VIII Holdings, LLC | Delaware | 38-2558446 |
| CC VIII Operating, LLC | Delaware | 38-2558446 |
| CC VIII, LLC | Delaware | 13-4081498 |
| CCO Fiberlink, LLC | Delaware | 20-0310854 |
| CCO Holdco Transfers VII, LLC | Delaware | 47-0970548 |
| CCO LP, LLC | Delaware | 47-0981326 |
| CCO NR Holdings, LLC | Delaware | 86-1067241 |
| CCO Purchasing, LLC | Delaware | 43-1864759 |
| CCO SoCal I, LLC | Delaware | 80-0732570 |
| CCO SoCal II, LLC | Delaware | 90-0732400 |

| Exact Name of Additional Registrant Guarantor as Specified in Its Charter | Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number |
|--|--|--|
| CCO SoCal Vehicles, LLC | Delaware | 45-2868853 |
| CCO Transfers, LLC | Delaware | 47-0970631 |
| Charter Advanced Services (AL), LLC | Delaware | 32-0400319 |
| Charter Advanced Services (CA), LLC | Delaware | 80-0890397 |
| Charter Advanced Services (CO), LLC | Delaware | 32-0415082 |
| Charter Advanced Services (CT), LLC | Delaware | 80-0890773 |
| Charter Advanced Services (GA), LLC | Delaware | 38-3897585 |
| Charter Advanced Services (IL), LLC | Delaware | 46-1988793 |
| Charter Advanced Services (IN), LLC | Delaware | 47-1023144 |
| Charter Advanced Services (KY), LLC | Delaware | 47-1034561 |
| Charter Advanced Services (LA), LLC | Delaware | 90-0932382 |
| Charter Advanced Services (MA), LLC | Delaware | 30-0762559 |
| Charter Advanced Services (MD), LLC | Delaware | 81-1622833 |
| Charter Advanced Services (MI), LLC | Delaware | 38-3897532 |
| Charter Advanced Services (MN), LLC | Delaware | 32-0400643 |
| Charter Advanced Services (MO), LLC | Delaware | 32-0400433 |
| Charter Advanced Services (MS), LLC | Delaware | 61-1722677 |
| Charter Advanced Services (MT), LLC | Delaware | 32-0414720 |
| Charter Advanced Services (NC), LLC | Delaware | 80-0891281 |
| Charter Advanced Services (NE), LLC | Delaware | 90-0932594 |
| Charter Advanced Services (NH), LLC | Delaware | 30-0763042 |
| Charter Advanced Services (NV), LLC | Delaware | 30-0762819 |

| Exact Name of Additional Registrant Guarantor as Specified in Its Charter | Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number |
|--|--|--|
| Charter Advanced Services (NY), LLC | Delaware | 36-4752850 |
| Charter Advanced Services (OH), LLC | Delaware | 47-1022897 |
| Charter Advanced Services (OR), LLC | Delaware | 61-1704031 |
| Charter Advanced Services (PA), LLC | Delaware | 47-1022857 |
| Charter Advanced Services (SC), LLC | Delaware | 46-1943109 |
| Charter Advanced Services (TN), LLC | Delaware | 80-0890880 |
| Charter Advanced Services (TX), LLC | Delaware | 46-1943601 |
| Charter Advanced Services (UT), LLC | Delaware | 46-3166882 |
| Charter Advanced Services (VA), LLC | Delaware | 90-0933316 |
| Charter Advanced Services (VT), LLC | Delaware | 90-0932933 |
| Charter Advanced Services (WA), LLC | Delaware | 80-0891340 |
| Charter Advanced Services (WI), LLC | Delaware | 46-1943751 |
| Charter Advanced Services (WV), LLC | Delaware | 47-1034638 |
| Charter Advanced Services (WY), LLC | Delaware | 38-3911344 |
| Charter Advanced Services VIII (MI), LLC | Delaware | 35-2466192 |
| Charter Advanced Services VIII (MN), LLC | Delaware | 90-0932548 |
| Charter Advanced Services VIII (WI), LLC | Delaware | 46-1943928 |
| Charter Advertising of Saint Louis, LLC | Delaware | 43-1475682 |
| Charter Cable Operating Company, LLC | Delaware | 75-2775557 |
| Charter Cable Partners, LLC | Delaware | 75-2775562 |
| Charter Communications Entertainment I, LLC | Delaware | 43-1720016 |
| Charter Communications Entertainment, LLC | Delaware | 43-1723475 |

| Exact Name of Additional Registrant Guarantor as Specified in Its Charter | Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number |
|--|--|--|
| Charter Communications of California, LLC | Delaware | 47-0989093 |
| Charter Communications Properties LLC | Delaware | 43-1792671 |
| Charter Communications Ventures, LLC | Delaware | 43-1901566 |
| Charter Communications VI, L.L.C. | Delaware | 43-1854208 |
| Charter Communications VII, LLC | Delaware | 43-1867193 |
| Charter Communications, LLC | Delaware | 43-1659860 |
| Charter Distribution, LLC | Delaware | 74-3089287 |
| Charter Fiberlink – Alabama, LLC | Delaware | 20-0193389 |
| Charter Fiberlink – Georgia, LLC | Delaware | 20-0193674 |
| Charter Fiberlink – Illinois, LLC | Delaware | 43-1943035 |
| Charter Fiberlink – Maryland II, LLC | Delaware | 81-2255084 |
| Charter Fiberlink – Michigan, LLC | Delaware | 43-1875389 |
| Charter Fiberlink – Missouri, LLC | Delaware | 43-1928511 |
| Charter Fiberlink – Nebraska, LLC | Delaware | 81-0547765 |
| Charter Fiberlink – Pennsylvania, LLC | Delaware | 20-0258623 |
| Charter Fiberlink – Tennessee, LLC | Delaware | 20-0193707 |
| Charter Fiberlink AR-CCVII, LLC | Delaware | 20-0709081 |
| Charter Fiberlink CA-CCO, LLC | Delaware | 43-1943040 |
| Charter Fiberlink CC VIII, LLC | Delaware | 43-1793439 |
| Charter Fiberlink CCO, LLC | Delaware | 43-1876029 |
| Charter Fiberlink CT-CCO, LLC | Delaware | 20-0339366 |
| Charter Fiberlink LA-CCO, LLC | Delaware | 20-0709283 |

| Exact Name of Additional Registrant Guarantor as Specified in Its Charter | Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number |
|--|--|--|
| Charter Fiberlink MA-CCO, LLC | Delaware | 20-0258357 |
| Charter Fiberlink MS-CCVI, LLC | Delaware | 20-0709405 |
| Charter Fiberlink NC-CCO, LLC | Delaware | 20-0258604 |
| Charter Fiberlink NH-CCO, LLC | Delaware | 20-0709514 |
| Charter Fiberlink NV-CCVII, LLC | Delaware | 20-0474139 |
| Charter Fiberlink NY-CCO, LLC | Delaware | 20-0426827 |
| Charter Fiberlink OH-CCO, LLC | Delaware | 20-0709711 |
| Charter Fiberlink OR-CCVII, LLC | Delaware | 20-0474232 |
| Charter Fiberlink SC-CCO, LLC | Delaware | 43-1943037 |
| Charter Fiberlink TX-CCO, LLC | Delaware | 43-1943038 |
| Charter Fiberlink VA-CCO, LLC | Delaware | 20-0709822 |
| Charter Fiberlink VT-CCO, LLC | Delaware | 20-0258644 |
| Charter Fiberlink WA-CCVII, LLC | Delaware | 20-0474261 |
| Charter Helicon, LLC | Delaware | 43-1855018 |
| Charter Leasing Holding Company, LLC | Delaware | 47-4669203 |
| Charter Leasing of Wisconsin, LLC | Delaware | 47-4657690 |
| Charter RMG, LLC | Delaware | 43-1854203 |
| Charter Stores FCN, LLC | Delaware | 03-0475570 |
| Charter Video Electronics, LLC | Delaware | 39-1029927 |
| DukeNet Communications Holdings, LLC | Delaware | 27-2958210 |
| DukeNet Communications, LLC | Delaware | 27-2985707 |
| Falcon Cable Communications, LLC | Delaware | 52-2095705 |

| Exact Name of Additional Registrant Guarantor as Specified in Its Charter | Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number |
|--|--|--|
| Falcon Cable Media, a California Limited Partnership | California | 95-4455189 |
| Falcon Cable Systems Company II, L.P. | California | 95-4582801 |
| Falcon Cablevision, a California Limited Partnership | California | 95-4455183 |
| Falcon Community Cable, L.P. | Delaware | 95-4455187 |
| Falcon Community Ventures I Limited Partnership | California | 95-4455185 |
| Falcon First Cable of the Southeast, LLC | Delaware | 95-4258089 |
| Falcon First, LLC | Delaware | 95-4258093 |
| Falcon Telecable, a California Limited Partnership | California | 95-4455179 |
| Falcon Video Communications, L.P. | Delaware | 95-4375518 |
| Helicon Partners I, L.P. | Delaware | 22-3337392 |
| Hometown T.V., LLC | Delaware | 14-1749551 |
| HPI Acquisition Co. LLC | Delaware | 22-3441341 |
| ICI Holdings, LLC | Delaware | 13-4074206 |
| Insight Blocker LLC | Delaware | 81-2564976 |
| Insight Capital LLC | Delaware | 13-4079679 |
| Insight Communications Company, L.P. | Delaware | 13-3290944 |
| Insight Communications Midwest, LLC | Delaware | 13-4013377 |
| Insight Communications of Central Ohio, LLC | Delaware | 13-4017803 |
| Insight Communications of Kentucky, L.P. | Delaware | 94-3291448 |
| Insight Interactive, LLC | Delaware | 52-2200721 |
| Insight Kentucky Capital, LLC | Delaware | 13-4079233 |

| Exact Name of Additional Registrant Guarantor as Specified in Its Charter | Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number |
|--|--|--|
| Insight Kentucky Partners I, L.P. | Delaware | 94-3291839 |
| Insight Kentucky Partners II, L.P. | Delaware | 94-3291449 |
| Insight Midwest Holdings, LLC | Delaware | 13-4147884 |
| Insight Midwest, L.P. | Delaware | 13-4079232 |
| Insight Phone of Indiana, LLC | Delaware | 30-0022765 |
| Insight Phone of Kentucky, LLC | Delaware | 30-0022773 |
| Insight Phone of Ohio, LLC | Delaware | 20-1397428 |
| Interactive Cable Services, LLC | Delaware | 01-0629142 |
| Interlink Communications Partners, LLC | Delaware | 84-1437911 |
| Intrepid Acquisition LLC | Delaware | 76-0732702 |
| Marcus Cable Associates, L.L.C. | Delaware | 75-2775560 |
| Marcus Cable of Alabama, L.L.C. | Delaware | 43-1548562 |
| Marcus Cable, LLC | Delaware | 75-2569103 |
| Midwest Cable Communications, LLC | Delaware | 41-0963108 |
| NaviSite LLC | Delaware | 52-2137343 |
| New Wisconsin Procurement LLC | Delaware | 81-2593009 |
| Oceanic Time Warner Cable LLC | Delaware | 45-4593273 |
| Parity Assets LLC | Delaware | None |
| Peachtree Cable TV, L.P. | Delaware | None |
| Peachtree Cable TV, LLC | Delaware | 43-1943639 |
| Renaissance Media LLC | Delaware | 14-1800030 |
| Rifkin Acquisition Partners, LLC | Delaware | 84-1317714 |

| <u>Exact Name of Additional Registrant Guarantor as Specified in Its Charter</u> | <u>Jurisdiction of Incorporation or Organization</u> | <u>I.R.S. Employer Identification Number</u> |
|--|--|--|
| Robin Media Group, LLC | Delaware | 54-1342676 |
| Scottsboro TV Cable, LLC | Delaware | 38-2691210 |
| Spectrum Mobile, LLC | Delaware | 82-2492552 |
| Spectrum Originals, LLC | Delaware | 82-3414467 |
| Spectrum Security, LLC | Delaware | 27-3884185 |
| The Helicon Group, L.P. | Delaware | 22-3248703 |
| Time Warner Cable Business LLC | Delaware | 35-2466312 |
| Time Warner Cable Enterprises LLC | Delaware | 45-4854395 |
| Time Warner Cable Information Services (Alabama), LLC | Delaware | 20-0639409 |
| Time Warner Cable Information Services (Arizona), LLC | Delaware | 20-4370232 |
| Time Warner Cable Information Services (California), LLC | Delaware | 20-0162970 |
| Time Warner Cable Information Services (Colorado), LLC | Delaware | 26-2375439 |
| Time Warner Cable Information Services (Hawaii), LLC | Delaware | 20-0162993 |
| Time Warner Cable Information Services (Idaho), LLC | Delaware | 20-8254896 |
| Time Warner Cable Information Services (Illinois), LLC | Delaware | 26-2375576 |
| Time Warner Cable Information Services (Indiana), LLC | Delaware | 20-1618562 |
| Time Warner Cable Information Services (Kansas), LLC | Delaware | 20-0163009 |

| Exact Name of Additional Registrant Guarantor as Specified in Its Charter | Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number |
|--|--|--|
| Time Warner Cable Information Services (Kentucky), LLC | Delaware | 20-4370430 |
| Time Warner Cable Information Services (Maine), LLC | Delaware | 48-1296576 |
| Time Warner Cable Information Services (Massachusetts), LLC | Delaware | 20-0639517 |
| Time Warner Cable Information Services (Michigan), LLC | Delaware | 26-2376102 |
| Time Warner Cable Information Services (Missouri), LLC | Delaware | 20-0163031 |
| Time Warner Cable Information Services (Nebraska), LLC | Delaware | 20-0597251 |
| Time Warner Cable Information Services (New Hampshire), LLC | Delaware | 20-0834759 |
| Time Warner Cable Information Services (New Jersey), LLC | Delaware | 20-0605091 |
| Time Warner Cable Information Services (New Mexico), LLC | Delaware | 20-8244978 |
| Time Warner Cable Information Services (New York), LLC | Delaware | 06-1530234 |
| Time Warner Cable Information Services (North Carolina), LLC | Delaware | 05-0563203 |
| Time Warner Cable Information Services (Ohio), LLC | Delaware | 20-0163449 |
| Time Warner Cable Information Services (Pennsylvania), LLC | Delaware | 20-0639607 |
| Time Warner Cable Information Services (South Carolina), LLC | Delaware | 20-0163480 |

| Exact Name of Additional Registrant Guarantor as Specified in Its Charter | Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number |
|--|--|--|
| Time Warner Cable Information Services (Tennessee), LLC | Delaware | 20-0639795 |
| Time Warner Cable Information Services (Texas), LLC | Delaware | 20-0095157 |
| Time Warner Cable Information Services (Virginia), LLC | Delaware | 20-4370738 |
| Time Warner Cable Information Services (Washington), LLC | Delaware | 20-5690377 |
| Time Warner Cable Information Services (West Virginia), LLC | Delaware | 20-1620308 |
| Time Warner Cable Information Services (Wisconsin), LLC | Delaware | 20-0163685 |
| Time Warner Cable International LLC | Delaware | 32-0423657 |
| Time Warner Cable Internet Holdings III LLC | Delaware | 30-0800781 |
| Time Warner Cable Internet Holdings LLC | Delaware | 80-0845781 |
| Time Warner Cable Internet LLC | Delaware | 13-4008284 |
| Time Warner Cable, LLC | Delaware | 81-2545593 |
| Time Warner Cable Media LLC | Delaware | 27-4633156 |
| Time Warner Cable Midwest LLC | Delaware | 45-4593320 |
| Time Warner Cable New York City LLC | Delaware | 45-4593291 |
| Time Warner Cable Northeast LLC | Delaware | 45-4593341 |
| Time Warner Cable Pacific West LLC | Delaware | 45-4593361 |
| Time Warner Cable Services LLC | Delaware | 61-1446887 |
| Time Warner Cable Southeast LLC | Delaware | 45-4608839 |
| Time Warner Cable Sports LLC | Delaware | 45-1560066 |

| Exact Name of Additional Registrant Guarantor as Specified in Its Charter | Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number |
|--|--|--|
| Time Warner Cable Texas LLC | Delaware | 45-4608769 |
| TWC Administration LLC | Delaware | 90-0882471 |
| TWC Communications, LLC | Delaware | 35-2205910 |
| TWC Digital Phone LLC | Delaware | 26-0354307 |
| TWC Media Blocker LLC | Delaware | 81-2620702 |
| TWC News and Local Programming Holdco LLC | Delaware | 45-4275480 |
| TWC News and Local Programming LLC | Delaware | 45-1560311 |
| TWC Regional Sports Network I LLC | Delaware | 45-1560617 |
| TWC Regional Sports Network II LLC | Delaware | None |
| TWC SEE Holdco LLC | Delaware | 20-5421447 |
| TWC Wireless LLC | Delaware | 20-3364329 |
| TWC/Charter Dallas Cable Advertising, LLC | Delaware | 26-2980350 |
| TWC/Charter Green Bay Cable Advertising, LLC | Delaware | 20-4932897 |
| TWC/Charter Los Angeles Cable Advertising, LLC | Delaware | 26-1900064 |
| TWCIS Holdco LLC | Delaware | 27-3481972 |
| Vista Broadband Communications, LLC | Delaware | 52-2085522 |
| Wisconsin Procurement Holdco LLC | Delaware | 81-2603589 |

**400 Atlantic Street
Stamford, Connecticut**
(Address of principal executive offices)

06901
(Zip code)

**Debt Securities
and Guarantees of Debt Securities**
(Title of the indenture securities)

1. General information. Furnish the following information as to the trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

| <u>Name</u> | <u>Address</u> |
|---|-------------------------|
| Comptroller of the Currency United States Department of the Treasury | Washington, DC 20219 |
| Federal Reserve Bank | San Francisco, CA 94105 |
| Federal Deposit Insurance Corporation | Washington, DC 20429 |

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the articles of association of The Bank of New York Mellon Trust Company, N.A., formerly known as The Bank of New York Trust Company, N.A. (Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121948 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152875).
2. A copy of certificate of authority of the trustee to commence business. (Exhibit 2 to Form T-1 filed with Registration Statement No. 333-121948).
3. A copy of the authorization of the trustee to exercise corporate trust powers (Exhibit 3 to Form T-1 filed with Registration Statement No. 333-152875).

-
4. A copy of the existing by-laws of the trustee (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-162713).
 6. The consent of the trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152875).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the trustee, The Bank of New York Mellon Trust Company, N.A., a banking association organized and existing under the laws of the United States of America, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of Chicago, and State of Illinois, on the 14th day of December, 2017.

THE BANK OF NEW YORK MELLON
TRUST COMPANY, N.A.

By: /s/ R. Tamas

Name: R. Tamas

Title: Vice President

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.
of 400 South Hope Street, Suite 500, Los Angeles, CA 90071

At the close of business September 30, 2017, published in accordance with Federal regulatory authority instructions.

| | <u>Dollar amounts</u> <u>in thousands</u> |
|---|--|
| ASSETS | |
| Cash and balances due from depository institutions: | |
| Noninterest-bearing balances and currency and coin | \$ 2,212 |
| Interest-bearing balances | 437,186 |
| Securities: | |
| Held-to-maturity securities | 0 |
| Available-for-sale securities | 628,999 |
| Federal funds sold and securities purchased under agreements to resell: | |
| Federal funds sold | 0 |
| Securities purchased under agreements to resell | 0 |
| Loans and lease financing receivables: | |
| Loans and leases held for sale | 0 |
| Loans and leases, held for investment | 0 |
| LESS: Allowance for loan and lease losses | 0 |
| Loans and leases held for investment, net of allowance | 0 |
| Trading assets | 0 |
| Premises and fixed assets (including capitalized leases) | 10,964 |
| Other real estate owned | 0 |
| Investments in unconsolidated subsidiaries and associated companies | 0 |
| Direct and indirect investments in real estate ventures | 0 |
| Intangible assets: | |
| Goodwill | 856,313 |
| Other intangible assets | 30,965 |
| Other assets | 174,652 |
| Total assets | \$ 2,141,291 |

| | Dollar amounts in thousands |
|---|--|
| LIABILITIES | |
| Deposits: | |
| In domestic offices | \$ 685 |
| Noninterest-bearing | 685 |
| Interest-bearing | 0 |
| Not applicable | |
| Federal funds purchased and securities sold under agreements to repurchase: | |
| Federal funds purchased | 0 |
| Securities sold under agreements to repurchase | 0 |
| Trading liabilities | 0 |
| Other borrowed money: | |
| (includes mortgage indebtedness and obligations under capitalized leases) | 0 |
| Not applicable | |
| Not applicable | |
| Subordinated notes and debentures | 0 |
| Other liabilities | 353,141 |
| Total liabilities | 353,826 |
| Not applicable | |
| EQUITY CAPITAL | |
| Perpetual preferred stock and related surplus | 0 |
| Common stock | 1,000 |
| Surplus (exclude all surplus related to preferred stock) | 1,123,073 |
| Not available | |
| Retained earnings | 664,553 |
| Accumulated other comprehensive income | -1,161 |
| Other equity capital components | 0 |
| Not available | |
| Total bank equity capital | 1,787,465 |
| Noncontrolling (minority) interests in consolidated subsidiaries | 0 |
| Total equity capital | 1,787,465 |
| Total liabilities and equity capital | <u>\$ 2,141,291</u> |

I, Matthew J. McNulty, CFO of the above-named bank do hereby declare that the Reports of Condition and Income (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true to the best of my knowledge and belief.

Matthew J. McNulty) CFO

We, the undersigned directors (trustees), attest to the correctness of the Report of Condition (including the supporting schedules) for this report date and declare that it has been examined by us and to the best of our knowledge and belief has been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and is true and correct.

Antonio I. Portuondo, President)
William D. Lindelof, Director) Directors (Trustees)
Alphonse J. Briand, Director)

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939
OF A CORPORATION DESIGNATED TO ACT AS TRUSTEE**

- CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)**

**THE BANK OF NEW YORK MELLON TRUST
COMPANY, N.A.**

(Exact name of trustee as specified in its charter)

(Jurisdiction of incorporation
if not a U.S. national bank)

95-3571558
(I.R.S. employer
identification no.)

**400 South Hope Street
Suite 500
Los Angeles, California**
(Address of principal executive offices)

90071
(Zip code)

CCO Holdings, LLC
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

86-1067239
(I.R.S. employer
identification no.)

CCO Holdings Capital Corp.
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-0257904
(I.R.S. employer
identification no.)

Charter Communications Operating, LLC
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

43-1843260
(I.R.S. employer
identification no.)

Charter Communications Operating Capital Corp.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-1044453
(I.R.S. employer
identification no.)

Charter Communications, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

84-1496755
(I.R.S. employer
identification no.)

TABLE OF ADDITIONAL REGISTRANT GUARANTORS

| <u>Exact Name of Additional Registrant Guarantor as Specified in Its Charter</u> | <u>Jurisdiction of Incorporation or Organization</u> | <u>I.R.S. Employer Identification Number</u> |
|--|--|--|
| AdCast North Carolina Cable Advertising, LLC | Delaware | 06-1611033 |
| Alabanza LLC | Delaware | 26-0665775 |
| America's Job Exchange LLC | Delaware | 14-1850188 |
| Athens Cablevision, LLC | Delaware | 38-2725702 |
| BHN Spectrum Investments, LLC | Delaware | 20-8141882 |
| Bresnan Broadband Holdings, LLC | Delaware | 13-4119839 |
| Bresnan Broadband of Colorado, LLC | Colorado | 35-2403834 |
| Bresnan Broadband of Montana, LLC | Montana | 32-0334681 |
| Bresnan Broadband of Utah, LLC | Utah | 30-0667318 |
| Bresnan Broadband of Wyoming, LLC | Wyoming | 61-1642737 |
| Bresnan Communications, LLC | Delaware | 90-0664229 |
| Bresnan Digital Services, LLC | Delaware | 38-3833973 |
| Bresnan Microwave of Montana, LLC | Delaware | 36-4691716 |
| Bright House Networks Information Services (Alabama), LLC | Delaware | 20-1544201 |
| Bright House Networks Information Services (California), LLC | Delaware | 20-1544390 |
| Bright House Networks Information Services (Florida), LLC | Delaware | 59-3758339 |
| Bright House Networks Information Services (Indiana), LLC | Delaware | 20-1544486 |
| Bright House Networks Information Services (Michigan), LLC | Delaware | 20-1544302 |

| <u>Exact Name of Additional Registrant Guarantor as Specified in Its Charter</u> | <u>Jurisdiction of Incorporation or Organization</u> | <u>I.R.S. Employer Identification Number</u> |
|--|--|--|
| Bright House Networks, LLC | Delaware | 02-0636401 |
| Cable Equities Colorado, LLC | Delaware | 84-1000716 |
| Cable Equities of Colorado Management LLC | Delaware | 84-1004751 |
| CC 10, LLC | Delaware | 11-3546155 |
| CC Fiberlink, LLC | Delaware | 43-1928509 |
| CC Michigan, LLC | Delaware | 13-4029981 |
| CC Systems, LLC | Delaware | 43-1925731 |
| CC V Holdings, LLC | Delaware | 13-4029965 |
| CC VI Fiberlink, LLC | Delaware | 20-0310684 |
| CC VI Operating Company, LLC | Delaware | 43-1864760 |
| CC VII Fiberlink, LLC | Delaware | 20-0310704 |
| CC VIII Fiberlink, LLC | Delaware | 20-0310844 |
| CC VIII Holdings, LLC | Delaware | 38-2558446 |
| CC VIII Operating, LLC | Delaware | 38-2558446 |
| CC VIII, LLC | Delaware | 13-4081498 |
| CCO Fiberlink, LLC | Delaware | 20-0310854 |
| CCO Holdco Transfers VII, LLC | Delaware | 47-0970548 |
| CCO LP, LLC | Delaware | 47-0981326 |
| CCO NR Holdings, LLC | Delaware | 86-1067241 |
| CCO Purchasing, LLC | Delaware | 43-1864759 |
| CCO SoCal I, LLC | Delaware | 80-0732570 |
| CCO SoCal II, LLC | Delaware | 90-0732400 |

| Exact Name of Additional Registrant Guarantor as Specified in Its Charter | Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number |
|--|--|--|
| CCO SoCal Vehicles, LLC | Delaware | 45-2868853 |
| CCO Transfers, LLC | Delaware | 47-0970631 |
| Charter Advanced Services (AL), LLC | Delaware | 32-0400319 |
| Charter Advanced Services (CA), LLC | Delaware | 80-0890397 |
| Charter Advanced Services (CO), LLC | Delaware | 32-0415082 |
| Charter Advanced Services (CT), LLC | Delaware | 80-0890773 |
| Charter Advanced Services (GA), LLC | Delaware | 38-3897585 |
| Charter Advanced Services (IL), LLC | Delaware | 46-1988793 |
| Charter Advanced Services (IN), LLC | Delaware | 47-1023144 |
| Charter Advanced Services (KY), LLC | Delaware | 47-1034561 |
| Charter Advanced Services (LA), LLC | Delaware | 90-0932382 |
| Charter Advanced Services (MA), LLC | Delaware | 30-0762559 |
| Charter Advanced Services (MD), LLC | Delaware | 81-1622833 |
| Charter Advanced Services (MI), LLC | Delaware | 38-3897532 |
| Charter Advanced Services (MN), LLC | Delaware | 32-0400643 |
| Charter Advanced Services (MO), LLC | Delaware | 32-0400433 |
| Charter Advanced Services (MS), LLC | Delaware | 61-1722677 |
| Charter Advanced Services (MT), LLC | Delaware | 32-0414720 |
| Charter Advanced Services (NC), LLC | Delaware | 80-0891281 |
| Charter Advanced Services (NE), LLC | Delaware | 90-0932594 |
| Charter Advanced Services (NH), LLC | Delaware | 30-0763042 |
| Charter Advanced Services (NV), LLC | Delaware | 30-0762819 |

| Exact Name of Additional Registrant Guarantor as Specified in Its Charter | Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number |
|--|--|--|
| Charter Advanced Services (NY), LLC | Delaware | 36-4752850 |
| Charter Advanced Services (OH), LLC | Delaware | 47-1022897 |
| Charter Advanced Services (OR), LLC | Delaware | 61-1704031 |
| Charter Advanced Services (PA), LLC | Delaware | 47-1022857 |
| Charter Advanced Services (SC), LLC | Delaware | 46-1943109 |
| Charter Advanced Services (TN), LLC | Delaware | 80-0890880 |
| Charter Advanced Services (TX), LLC | Delaware | 46-1943601 |
| Charter Advanced Services (UT), LLC | Delaware | 46-3166882 |
| Charter Advanced Services (VA), LLC | Delaware | 90-0933316 |
| Charter Advanced Services (VT), LLC | Delaware | 90-0932933 |
| Charter Advanced Services (WA), LLC | Delaware | 80-0891340 |
| Charter Advanced Services (WI), LLC | Delaware | 46-1943751 |
| Charter Advanced Services (WV), LLC | Delaware | 47-1034638 |
| Charter Advanced Services (WY), LLC | Delaware | 38-3911344 |
| Charter Advanced Services VIII (MI), LLC | Delaware | 35-2466192 |
| Charter Advanced Services VIII (MN), LLC | Delaware | 90-0932548 |
| Charter Advanced Services VIII (WI), LLC | Delaware | 46-1943928 |
| Charter Advertising of Saint Louis, LLC | Delaware | 43-1475682 |
| Charter Cable Operating Company, LLC | Delaware | 75-2775557 |
| Charter Cable Partners, LLC | Delaware | 75-2775562 |
| Charter Communications Entertainment I, LLC | Delaware | 43-1720016 |
| Charter Communications Entertainment, LLC | Delaware | 43-1723475 |

| Exact Name of Additional Registrant Guarantor as Specified in Its Charter | Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number |
|--|--|--|
| Charter Communications of California, LLC | Delaware | 47-0989093 |
| Charter Communications Properties LLC | Delaware | 43-1792671 |
| Charter Communications Ventures, LLC | Delaware | 43-1901566 |
| Charter Communications VI, L.L.C. | Delaware | 43-1854208 |
| Charter Communications VII, LLC | Delaware | 43-1867193 |
| Charter Communications, LLC | Delaware | 43-1659860 |
| Charter Distribution, LLC | Delaware | 74-3089287 |
| Charter Fiberlink – Alabama, LLC | Delaware | 20-0193389 |
| Charter Fiberlink – Georgia, LLC | Delaware | 20-0193674 |
| Charter Fiberlink – Illinois, LLC | Delaware | 43-1943035 |
| Charter Fiberlink – Maryland II, LLC | Delaware | 81-2255084 |
| Charter Fiberlink – Michigan, LLC | Delaware | 43-1875389 |
| Charter Fiberlink – Missouri, LLC | Delaware | 43-1928511 |
| Charter Fiberlink – Nebraska, LLC | Delaware | 81-0547765 |
| Charter Fiberlink – Pennsylvania, LLC | Delaware | 20-0258623 |
| Charter Fiberlink – Tennessee, LLC | Delaware | 20-0193707 |
| Charter Fiberlink AR-CCVII, LLC | Delaware | 20-0709081 |
| Charter Fiberlink CA-CCO, LLC | Delaware | 43-1943040 |
| Charter Fiberlink CC VIII, LLC | Delaware | 43-1793439 |
| Charter Fiberlink CCO, LLC | Delaware | 43-1876029 |
| Charter Fiberlink CT-CCO, LLC | Delaware | 20-0339366 |
| Charter Fiberlink LA-CCO, LLC | Delaware | 20-0709283 |

| <u>Exact Name of Additional Registrant Guarantor as Specified in Its Charter</u> | <u>Jurisdiction of Incorporation or Organization</u> | <u>I.R.S. Employer Identification Number</u> |
|--|--|--|
| Charter Fiberlink MA-CCO, LLC | Delaware | 20-0258357 |
| Charter Fiberlink MS-CCVI, LLC | Delaware | 20-0709405 |
| Charter Fiberlink NC-CCO, LLC | Delaware | 20-0258604 |
| Charter Fiberlink NH-CCO, LLC | Delaware | 20-0709514 |
| Charter Fiberlink NV-CCVII, LLC | Delaware | 20-0474139 |
| Charter Fiberlink NY-CCO, LLC | Delaware | 20-0426827 |
| Charter Fiberlink OH-CCO, LLC | Delaware | 20-0709711 |
| Charter Fiberlink OR-CCVII, LLC | Delaware | 20-0474232 |
| Charter Fiberlink SC-CCO, LLC | Delaware | 43-1943037 |
| Charter Fiberlink TX-CCO, LLC | Delaware | 43-1943038 |
| Charter Fiberlink VA-CCO, LLC | Delaware | 20-0709822 |
| Charter Fiberlink VT-CCO, LLC | Delaware | 20-0258644 |
| Charter Fiberlink WA-CCVII, LLC | Delaware | 20-0474261 |
| Charter Helicon, LLC | Delaware | 43-1855018 |
| Charter Leasing Holding Company, LLC | Delaware | 47-4669203 |
| Charter Leasing of Wisconsin, LLC | Delaware | 47-4657690 |
| Charter RMG, LLC | Delaware | 43-1854203 |
| Charter Stores FCN, LLC | Delaware | 03-0475570 |
| Charter Video Electronics, LLC | Delaware | 39-1029927 |
| DukeNet Communications Holdings, LLC | Delaware | 27-2958210 |
| DukeNet Communications, LLC | Delaware | 27-2985707 |
| Falcon Cable Communications, LLC | Delaware | 52-2095705 |

| Exact Name of Additional Registrant Guarantor as Specified in Its Charter | Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number |
|--|--|--|
| Falcon Cable Media, a California Limited Partnership | California | 95-4455189 |
| Falcon Cable Systems Company II, L.P. | California | 95-4582801 |
| Falcon Cablevision, a California Limited Partnership | California | 95-4455183 |
| Falcon Community Cable, L.P. | Delaware | 95-4455187 |
| Falcon Community Ventures I Limited Partnership | California | 95-4455185 |
| Falcon First Cable of the Southeast, LLC | Delaware | 95-4258089 |
| Falcon First, LLC | Delaware | 95-4258093 |
| Falcon Telecable, a California Limited Partnership | California | 95-4455179 |
| Falcon Video Communications, L.P. | Delaware | 95-4375518 |
| Helicon Partners I, L.P. | Delaware | 22-3337392 |
| Hometown T.V., LLC | Delaware | 14-1749551 |
| HPI Acquisition Co. LLC | Delaware | 22-3441341 |
| ICI Holdings, LLC | Delaware | 13-4074206 |
| Insight Blocker LLC | Delaware | 81-2564976 |
| Insight Capital LLC | Delaware | 13-4079679 |
| Insight Communications Company, L.P. | Delaware | 13-3290944 |
| Insight Communications Midwest, LLC | Delaware | 13-4013377 |
| Insight Communications of Central Ohio, LLC | Delaware | 13-4017803 |
| Insight Communications of Kentucky, L.P. | Delaware | 94-3291448 |
| Insight Interactive, LLC | Delaware | 52-2200721 |
| Insight Kentucky Capital, LLC | Delaware | 13-4079233 |

| Exact Name of Additional Registrant Guarantor as Specified in Its Charter | Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number |
|--|--|--|
| Insight Kentucky Partners I, L.P. | Delaware | 94-3291839 |
| Insight Kentucky Partners II, L.P. | Delaware | 94-3291449 |
| Insight Midwest Holdings, LLC | Delaware | 13-4147884 |
| Insight Midwest, L.P. | Delaware | 13-4079232 |
| Insight Phone of Indiana, LLC | Delaware | 30-0022765 |
| Insight Phone of Kentucky, LLC | Delaware | 30-0022773 |
| Insight Phone of Ohio, LLC | Delaware | 20-1397428 |
| Interactive Cable Services, LLC | Delaware | 01-0629142 |
| Interlink Communications Partners, LLC | Delaware | 84-1437911 |
| Intrepid Acquisition LLC | Delaware | 76-0732702 |
| Marcus Cable Associates, L.L.C. | Delaware | 75-2775560 |
| Marcus Cable of Alabama, L.L.C. | Delaware | 43-1548562 |
| Marcus Cable, LLC | Delaware | 75-2569103 |
| Midwest Cable Communications, LLC | Delaware | 41-0963108 |
| NaviSite LLC | Delaware | 52-2137343 |
| New Wisconsin Procurement LLC | Delaware | 81-2593009 |
| Oceanic Time Warner Cable LLC | Delaware | 45-4593273 |
| Parity Assets LLC | Delaware | None |
| Peachtree Cable TV, L.P. | Delaware | None |
| Peachtree Cable TV, LLC | Delaware | 43-1943639 |
| Renaissance Media LLC | Delaware | 14-1800030 |
| Rifkin Acquisition Partners, LLC | Delaware | 84-1317714 |

| <u>Exact Name of Additional Registrant Guarantor as Specified in Its Charter</u> | <u>Jurisdiction of Incorporation or Organization</u> | <u>I.R.S. Employer Identification Number</u> |
|--|--|--|
| Robin Media Group, LLC | Delaware | 54-1342676 |
| Scottsboro TV Cable, LLC | Delaware | 38-2691210 |
| Spectrum Mobile, LLC | Delaware | 82-2492552 |
| Spectrum Originals, LLC | Delaware | 82-3414467 |
| Spectrum Security, LLC | Delaware | 27-3884185 |
| The Helicon Group, L.P. | Delaware | 22-3248703 |
| Time Warner Cable Business LLC | Delaware | 35-2466312 |
| Time Warner Cable Enterprises LLC | Delaware | 45-4854395 |
| Time Warner Cable Information Services (Alabama), LLC | Delaware | 20-0639409 |
| Time Warner Cable Information Services (Arizona), LLC | Delaware | 20-4370232 |
| Time Warner Cable Information Services (California), LLC | Delaware | 20-0162970 |
| Time Warner Cable Information Services (Colorado), LLC | Delaware | 26-2375439 |
| Time Warner Cable Information Services (Hawaii), LLC | Delaware | 20-0162993 |
| Time Warner Cable Information Services (Idaho), LLC | Delaware | 20-8254896 |
| Time Warner Cable Information Services (Illinois), LLC | Delaware | 26-2375576 |
| Time Warner Cable Information Services (Indiana), LLC | Delaware | 20-1618562 |
| Time Warner Cable Information Services (Kansas), LLC | Delaware | 20-0163009 |

| <u>Exact Name of Additional Registrant Guarantor as Specified in Its Charter</u> | <u>Jurisdiction of Incorporation or Organization</u> | <u>I.R.S. Employer Identification Number</u> |
|--|--|--|
| Time Warner Cable Information Services (Kentucky), LLC | Delaware | 20-4370430 |
| Time Warner Cable Information Services (Maine), LLC | Delaware | 48-1296576 |
| Time Warner Cable Information Services (Massachusetts), LLC | Delaware | 20-0639517 |
| Time Warner Cable Information Services (Michigan), LLC | Delaware | 26-2376102 |
| Time Warner Cable Information Services (Missouri), LLC | Delaware | 20-0163031 |
| Time Warner Cable Information Services (Nebraska), LLC | Delaware | 20-0597251 |
| Time Warner Cable Information Services (New Hampshire), LLC | Delaware | 20-0834759 |
| Time Warner Cable Information Services (New Jersey), LLC | Delaware | 20-0605091 |
| Time Warner Cable Information Services (New Mexico), LLC | Delaware | 20-8244978 |
| Time Warner Cable Information Services (New York), LLC | Delaware | 06-1530234 |
| Time Warner Cable Information Services (North Carolina), LLC | Delaware | 05-0563203 |
| Time Warner Cable Information Services (Ohio), LLC | Delaware | 20-0163449 |
| Time Warner Cable Information Services (Pennsylvania), LLC | Delaware | 20-0639607 |
| Time Warner Cable Information Services (South Carolina), LLC | Delaware | 20-0163480 |

| Exact Name of Additional Registrant Guarantor as Specified in Its Charter | Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number |
|--|--|--|
| Time Warner Cable Information Services (Tennessee), LLC | Delaware | 20-0639795 |
| Time Warner Cable Information Services (Texas), LLC | Delaware | 20-0095157 |
| Time Warner Cable Information Services (Virginia), LLC | Delaware | 20-4370738 |
| Time Warner Cable Information Services (Washington), LLC | Delaware | 20-5690377 |
| Time Warner Cable Information Services (West Virginia), LLC | Delaware | 20-1620308 |
| Time Warner Cable Information Services (Wisconsin), LLC | Delaware | 20-0163685 |
| Time Warner Cable International LLC | Delaware | 32-0423657 |
| Time Warner Cable Internet Holdings III LLC | Delaware | 30-0800781 |
| Time Warner Cable Internet Holdings LLC | Delaware | 80-0845781 |
| Time Warner Cable Internet LLC | Delaware | 13-4008284 |
| Time Warner Cable, LLC | Delaware | 81-2545593 |
| Time Warner Cable Media LLC | Delaware | 27-4633156 |
| Time Warner Cable Midwest LLC | Delaware | 45-4593320 |
| Time Warner Cable New York City LLC | Delaware | 45-4593291 |
| Time Warner Cable Northeast LLC | Delaware | 45-4593341 |
| Time Warner Cable Pacific West LLC | Delaware | 45-4593361 |
| Time Warner Cable Services LLC | Delaware | 61-1446887 |
| Time Warner Cable Southeast LLC | Delaware | 45-4608839 |
| Time Warner Cable Sports LLC | Delaware | 45-1560066 |

| <u>Exact Name of Additional Registrant Guarantor as Specified in Its Charter</u> | <u>Jurisdiction of Incorporation or Organization</u> | <u>I.R.S. Employer Identification Number</u> |
|--|--|--|
| Time Warner Cable Texas LLC | Delaware | 45-4608769 |
| TWC Administration LLC | Delaware | 90-0882471 |
| TWC Communications, LLC | Delaware | 35-2205910 |
| TWC Digital Phone LLC | Delaware | 26-0354307 |
| TWC Media Blocker LLC | Delaware | 81-2620702 |
| TWC News and Local Programming Holdco LLC | Delaware | 45-4275480 |
| TWC News and Local Programming LLC | Delaware | 45-1560311 |
| TWC Regional Sports Network I LLC | Delaware | 45-1560617 |
| TWC Regional Sports Network II LLC | Delaware | None |
| TWC SEE Holdco LLC | Delaware | 20-5421447 |
| TWC Wireless LLC | Delaware | 20-3364329 |
| TWC/Charter Dallas Cable Advertising, LLC | Delaware | 26-2980350 |
| TWC/Charter Green Bay Cable Advertising, LLC | Delaware | 20-4932897 |
| TWC/Charter Los Angeles Cable Advertising, LLC | Delaware | 26-1900064 |
| TWCIS Holdco LLC | Delaware | 27-3481972 |
| Vista Broadband Communications, LLC | Delaware | 52-2085522 |
| Wisconsin Procurement Holdco LLC | Delaware | 81-2603589 |

**400 Atlantic Street
Stamford, Connecticut**
(Address of principal executive offices)

06901
(Zip code)

**Debt Securities
and Guarantees of Debt Securities**
(Title of the indenture securities)

1. General information. Furnish the following information as to the trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

| <u>Name</u> | <u>Address</u> |
|---|-------------------------|
| Comptroller of the Currency United States Department of the Treasury | Washington, DC 20219 |
| Federal Reserve Bank | San Francisco, CA 94105 |
| Federal Deposit Insurance Corporation | Washington, DC 20429 |

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the articles of association of The Bank of New York Mellon Trust Company, N.A., formerly known as The Bank of New York Trust Company, N.A. (Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121948 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152875).
2. A copy of certificate of authority of the trustee to commence business. (Exhibit 2 to Form T-1 filed with Registration Statement No. 333-121948).
3. A copy of the authorization of the trustee to exercise corporate trust powers (Exhibit 3 to Form T-1 filed with Registration Statement No. 333-152875).

-
4. A copy of the existing by-laws of the trustee (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-162713).
 6. The consent of the trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152875).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the trustee, The Bank of New York Mellon Trust Company, N.A., a banking association organized and existing under the laws of the United States of America, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of Chicago, and State of Illinois, on the 14th day of December, 2017.

THE BANK OF NEW YORK MELLON
TRUST COMPANY, N.A.

By: /s/ R. Tamas
Name: R. Tamas
Title: Vice President

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.
of 400 South Hope Street, Suite 500, Los Angeles, CA 90071

At the close of business September 30, 2017, published in accordance with Federal regulatory authority instructions.

| | <u>Dollar amounts</u> <u>in thousands</u> |
|---|--|
| ASSETS | |
| Cash and balances due from depository institutions: | |
| Noninterest-bearing balances and currency and coin | \$ 2,212 |
| Interest-bearing balances | 437,186 |
| Securities: | |
| Held-to-maturity securities | 0 |
| Available-for-sale securities | 628,999 |
| Federal funds sold and securities purchased under agreements to resell: | |
| Federal funds sold | 0 |
| Securities purchased under agreements to resell | 0 |
| Loans and lease financing receivables: | |
| Loans and leases held for sale | 0 |
| Loans and leases, held for investment | 0 |
| LESS: Allowance for loan and lease losses | 0 |
| Loans and leases held for investment, net of allowance | 0 |
| Trading assets | 0 |
| Premises and fixed assets (including capitalized leases) | 10,964 |
| Other real estate owned | 0 |
| Investments in unconsolidated subsidiaries and associated companies | 0 |
| Direct and indirect investments in real estate ventures | 0 |
| Intangible assets: | |
| Goodwill | 856,313 |
| Other intangible assets | 30,965 |
| Other assets | 174,652 |
| Total assets | \$ 2,141,291 |

| | Dollar amounts in thousands |
|---|--|
| LIABILITIES | |
| Deposits: | |
| In domestic offices | \$ 685 |
| Noninterest-bearing | 685 |
| Interest-bearing | 0 |
| Not applicable | |
| Federal funds purchased and securities sold under agreements to repurchase: | |
| Federal funds purchased | 0 |
| Securities sold under agreements to repurchase | 0 |
| Trading liabilities | 0 |
| Other borrowed money: | |
| (includes mortgage indebtedness and obligations under capitalized leases) | 0 |
| Not applicable | |
| Not applicable | |
| Subordinated notes and debentures | 0 |
| Other liabilities | 353,141 |
| Total liabilities | 353,826 |
| Not applicable | |
| EQUITY CAPITAL | |
| Perpetual preferred stock and related surplus | 0 |
| Common stock | 1,000 |
| Surplus (exclude all surplus related to preferred stock) | 1,123,073 |
| Not available | |
| Retained earnings | 664,553 |
| Accumulated other comprehensive income | -1,161 |
| Other equity capital components | 0 |
| Not available | |
| Total bank equity capital | 1,787,465 |
| Noncontrolling (minority) interests in consolidated subsidiaries | 0 |
| Total equity capital | 1,787,465 |
| Total liabilities and equity capital | <u>\$ 2,141,291</u> |

I, Matthew J. McNulty, CFO of the above-named bank do hereby declare that the Reports of Condition and Income (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true to the best of my knowledge and belief.

Matthew J. McNulty) CFO

We, the undersigned directors (trustees), attest to the correctness of the Report of Condition (including the supporting schedules) for this report date and declare that it has been examined by us and to the best of our knowledge and belief has been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and is true and correct.

Antonio I. Portuondo, President)
William D. Lindelof, Director) Directors (Trustees)
Alphonse J. Briand, Director)

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939
OF A CORPORATION DESIGNATED TO ACT AS TRUSTEE**

- CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)**

**THE BANK OF NEW YORK MELLON TRUST
COMPANY, N.A.**

(Exact name of trustee as specified in its charter)

(Jurisdiction of incorporation
if not a U.S. national bank)

95-3571558
(I.R.S. employer
identification no.)

**400 South Hope Street
Suite 500
Los Angeles, California**
(Address of principal executive offices)

90071
(Zip code)

Charter Communications, Inc.
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

84-1496755
(I.R.S. employer
identification no.)

Charter Communications Operating, LLC
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

43-1843260
(I.R.S. employer
identification no.)

Charter Communications Operating Capital Corp.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-1044453
(I.R.S. employer
identification no.)

CCO Holdings, LLC
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

86-1067239
(I.R.S. employer
identification no.)

CCO Holdings Capital Corp.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-0257904
(I.R.S. employer
identification no.)

TABLE OF ADDITIONAL REGISTRANT GUARANTORS

| <u>Exact Name of Additional Registrant Guarantor as Specified in Its Charter</u> | <u>Jurisdiction of Incorporation or Organization</u> | <u>I.R.S. Employer Identification Number</u> |
|--|--|--|
| AdCast North Carolina Cable Advertising, LLC | Delaware | 06-1611033 |
| Alabanza LLC | Delaware | 26-0665775 |
| America's Job Exchange LLC | Delaware | 14-1850188 |
| Athens Cablevision, LLC | Delaware | 38-2725702 |
| BHN Spectrum Investments, LLC | Delaware | 20-8141882 |
| Bresnan Broadband Holdings, LLC | Delaware | 13-4119839 |
| Bresnan Broadband of Colorado, LLC | Colorado | 35-2403834 |
| Bresnan Broadband of Montana, LLC | Montana | 32-0334681 |
| Bresnan Broadband of Utah, LLC | Utah | 30-0667318 |
| Bresnan Broadband of Wyoming, LLC | Wyoming | 61-1642737 |
| Bresnan Communications, LLC | Delaware | 90-0664229 |
| Bresnan Digital Services, LLC | Delaware | 38-3833973 |
| Bresnan Microwave of Montana, LLC | Delaware | 36-4691716 |
| Bright House Networks Information Services (Alabama), LLC | Delaware | 20-1544201 |
| Bright House Networks Information Services (California), LLC | Delaware | 20-1544390 |
| Bright House Networks Information Services (Florida), LLC | Delaware | 59-3758339 |
| Bright House Networks Information Services (Indiana), LLC | Delaware | 20-1544486 |
| Bright House Networks Information Services (Michigan), LLC | Delaware | 20-1544302 |

| <u>Exact Name of Additional Registrant Guarantor as Specified in Its Charter</u> | <u>Jurisdiction of Incorporation or Organization</u> | <u>I.R.S. Employer Identification Number</u> |
|--|--|--|
| Bright House Networks, LLC | Delaware | 02-0636401 |
| Cable Equities Colorado, LLC | Delaware | 84-1000716 |
| Cable Equities of Colorado Management LLC | Delaware | 84-1004751 |
| CC 10, LLC | Delaware | 11-3546155 |
| CC Fiberlink, LLC | Delaware | 43-1928509 |
| CC Michigan, LLC | Delaware | 13-4029981 |
| CC Systems, LLC | Delaware | 43-1925731 |
| CC V Holdings, LLC | Delaware | 13-4029965 |
| CC VI Fiberlink, LLC | Delaware | 20-0310684 |
| CC VI Operating Company, LLC | Delaware | 43-1864760 |
| CC VII Fiberlink, LLC | Delaware | 20-0310704 |
| CC VIII Fiberlink, LLC | Delaware | 20-0310844 |
| CC VIII Holdings, LLC | Delaware | 38-2558446 |
| CC VIII Operating, LLC | Delaware | 38-2558446 |
| CC VIII, LLC | Delaware | 13-4081498 |
| CCO Fiberlink, LLC | Delaware | 20-0310854 |
| CCO Holdco Transfers VII, LLC | Delaware | 47-0970548 |
| CCO LP, LLC | Delaware | 47-0981326 |
| CCO NR Holdings, LLC | Delaware | 86-1067241 |
| CCO Purchasing, LLC | Delaware | 43-1864759 |
| CCO SoCal I, LLC | Delaware | 80-0732570 |
| CCO SoCal II, LLC | Delaware | 90-0732400 |

| <u>Exact Name of Additional Registrant Guarantor as Specified in Its Charter</u> | <u>Jurisdiction of Incorporation or Organization</u> | <u>I.R.S. Employer Identification Number</u> |
|--|--|--|
| CCO SoCal Vehicles, LLC | Delaware | 45-2868853 |
| CCO Transfers, LLC | Delaware | 47-0970631 |
| Charter Advanced Services (AL), LLC | Delaware | 32-0400319 |
| Charter Advanced Services (CA), LLC | Delaware | 80-0890397 |
| Charter Advanced Services (CO), LLC | Delaware | 32-0415082 |
| Charter Advanced Services (CT), LLC | Delaware | 80-0890773 |
| Charter Advanced Services (GA), LLC | Delaware | 38-3897585 |
| Charter Advanced Services (IL), LLC | Delaware | 46-1988793 |
| Charter Advanced Services (IN), LLC | Delaware | 47-1023144 |
| Charter Advanced Services (KY), LLC | Delaware | 47-1034561 |
| Charter Advanced Services (LA), LLC | Delaware | 90-0932382 |
| Charter Advanced Services (MA), LLC | Delaware | 30-0762559 |
| Charter Advanced Services (MD), LLC | Delaware | 81-1622833 |
| Charter Advanced Services (MI), LLC | Delaware | 38-3897532 |
| Charter Advanced Services (MN), LLC | Delaware | 32-0400643 |
| Charter Advanced Services (MO), LLC | Delaware | 32-0400433 |
| Charter Advanced Services (MS), LLC | Delaware | 61-1722677 |
| Charter Advanced Services (MT), LLC | Delaware | 32-0414720 |
| Charter Advanced Services (NC), LLC | Delaware | 80-0891281 |
| Charter Advanced Services (NE), LLC | Delaware | 90-0932594 |
| Charter Advanced Services (NH), LLC | Delaware | 30-0763042 |
| Charter Advanced Services (NV), LLC | Delaware | 30-0762819 |

| Exact Name of Additional Registrant Guarantor as Specified in Its Charter | Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number |
|--|--|--|
| Charter Advanced Services (NY), LLC | Delaware | 36-4752850 |
| Charter Advanced Services (OH), LLC | Delaware | 47-1022897 |
| Charter Advanced Services (OR), LLC | Delaware | 61-1704031 |
| Charter Advanced Services (PA), LLC | Delaware | 47-1022857 |
| Charter Advanced Services (SC), LLC | Delaware | 46-1943109 |
| Charter Advanced Services (TN), LLC | Delaware | 80-0890880 |
| Charter Advanced Services (TX), LLC | Delaware | 46-1943601 |
| Charter Advanced Services (UT), LLC | Delaware | 46-3166882 |
| Charter Advanced Services (VA), LLC | Delaware | 90-0933316 |
| Charter Advanced Services (VT), LLC | Delaware | 90-0932933 |
| Charter Advanced Services (WA), LLC | Delaware | 80-0891340 |
| Charter Advanced Services (WI), LLC | Delaware | 46-1943751 |
| Charter Advanced Services (WV), LLC | Delaware | 47-1034638 |
| Charter Advanced Services (WY), LLC | Delaware | 38-3911344 |
| Charter Advanced Services VIII (MI), LLC | Delaware | 35-2466192 |
| Charter Advanced Services VIII (MN), LLC | Delaware | 90-0932548 |
| Charter Advanced Services VIII (WI), LLC | Delaware | 46-1943928 |
| Charter Advertising of Saint Louis, LLC | Delaware | 43-1475682 |
| Charter Cable Operating Company, LLC | Delaware | 75-2775557 |
| Charter Cable Partners, LLC | Delaware | 75-2775562 |
| Charter Communications Entertainment I, LLC | Delaware | 43-1720016 |
| Charter Communications Entertainment, LLC | Delaware | 43-1723475 |

| Exact Name of Additional Registrant Guarantor as Specified in Its Charter | Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number |
|--|--|--|
| Charter Communications of California, LLC | Delaware | 47-0989093 |
| Charter Communications Properties LLC | Delaware | 43-1792671 |
| Charter Communications Ventures, LLC | Delaware | 43-1901566 |
| Charter Communications VI, L.L.C. | Delaware | 43-1854208 |
| Charter Communications VII, LLC | Delaware | 43-1867193 |
| Charter Communications, LLC | Delaware | 43-1659860 |
| Charter Distribution, LLC | Delaware | 74-3089287 |
| Charter Fiberlink – Alabama, LLC | Delaware | 20-0193389 |
| Charter Fiberlink – Georgia, LLC | Delaware | 20-0193674 |
| Charter Fiberlink – Illinois, LLC | Delaware | 43-1943035 |
| Charter Fiberlink – Maryland II, LLC | Delaware | 81-2255084 |
| Charter Fiberlink – Michigan, LLC | Delaware | 43-1875389 |
| Charter Fiberlink – Missouri, LLC | Delaware | 43-1928511 |
| Charter Fiberlink – Nebraska, LLC | Delaware | 81-0547765 |
| Charter Fiberlink – Pennsylvania, LLC | Delaware | 20-0258623 |
| Charter Fiberlink – Tennessee, LLC | Delaware | 20-0193707 |
| Charter Fiberlink AR-CCVII, LLC | Delaware | 20-0709081 |
| Charter Fiberlink CA-CCO, LLC | Delaware | 43-1943040 |
| Charter Fiberlink CC VIII, LLC | Delaware | 43-1793439 |
| Charter Fiberlink CCO, LLC | Delaware | 43-1876029 |
| Charter Fiberlink CT-CCO, LLC | Delaware | 20-0339366 |
| Charter Fiberlink LA-CCO, LLC | Delaware | 20-0709283 |

| <u>Exact Name of Additional Registrant Guarantor as Specified in Its Charter</u> | <u>Jurisdiction of Incorporation or Organization</u> | <u>I.R.S. Employer Identification Number</u> |
|--|--|--|
| Charter Fiberlink MA-CCO, LLC | Delaware | 20-0258357 |
| Charter Fiberlink MS-CCVI, LLC | Delaware | 20-0709405 |
| Charter Fiberlink NC-CCO, LLC | Delaware | 20-0258604 |
| Charter Fiberlink NH-CCO, LLC | Delaware | 20-0709514 |
| Charter Fiberlink NV-CCVII, LLC | Delaware | 20-0474139 |
| Charter Fiberlink NY-CCO, LLC | Delaware | 20-0426827 |
| Charter Fiberlink OH-CCO, LLC | Delaware | 20-0709711 |
| Charter Fiberlink OR-CCVII, LLC | Delaware | 20-0474232 |
| Charter Fiberlink SC-CCO, LLC | Delaware | 43-1943037 |
| Charter Fiberlink TX-CCO, LLC | Delaware | 43-1943038 |
| Charter Fiberlink VA-CCO, LLC | Delaware | 20-0709822 |
| Charter Fiberlink VT-CCO, LLC | Delaware | 20-0258644 |
| Charter Fiberlink WA-CCVII, LLC | Delaware | 20-0474261 |
| Charter Helicon, LLC | Delaware | 43-1855018 |
| Charter Leasing Holding Company, LLC | Delaware | 47-4669203 |
| Charter Leasing of Wisconsin, LLC | Delaware | 47-4657690 |
| Charter RMG, LLC | Delaware | 43-1854203 |
| Charter Stores FCN, LLC | Delaware | 03-0475570 |
| Charter Video Electronics, LLC | Delaware | 39-1029927 |
| DukeNet Communications Holdings, LLC | Delaware | 27-2958210 |
| DukeNet Communications, LLC | Delaware | 27-2985707 |
| Falcon Cable Communications, LLC | Delaware | 52-2095705 |

| Exact Name of Additional Registrant Guarantor as Specified in Its Charter | Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number |
|--|--|--|
| Falcon Cable Media, a California Limited Partnership | California | 95-4455189 |
| Falcon Cable Systems Company II, L.P. | California | 95-4582801 |
| Falcon Cablevision, a California Limited Partnership | California | 95-4455183 |
| Falcon Community Cable, L.P. | Delaware | 95-4455187 |
| Falcon Community Ventures I Limited Partnership | California | 95-4455185 |
| Falcon First Cable of the Southeast, LLC | Delaware | 95-4258089 |
| Falcon First, LLC | Delaware | 95-4258093 |
| Falcon Telecable, a California Limited Partnership | California | 95-4455179 |
| Falcon Video Communications, L.P. | Delaware | 95-4375518 |
| Helicon Partners I, L.P. | Delaware | 22-3337392 |
| Hometown T.V., LLC | Delaware | 14-1749551 |
| HPI Acquisition Co. LLC | Delaware | 22-3441341 |
| ICI Holdings, LLC | Delaware | 13-4074206 |
| Insight Blocker LLC | Delaware | 81-2564976 |
| Insight Capital LLC | Delaware | 13-4079679 |
| Insight Communications Company, L.P. | Delaware | 13-3290944 |
| Insight Communications Midwest, LLC | Delaware | 13-4013377 |
| Insight Communications of Central Ohio, LLC | Delaware | 13-4017803 |
| Insight Communications of Kentucky, L.P. | Delaware | 94-3291448 |
| Insight Interactive, LLC | Delaware | 52-2200721 |
| Insight Kentucky Capital, LLC | Delaware | 13-4079233 |

| Exact Name of Additional Registrant Guarantor as Specified in Its Charter | Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number |
|--|--|--|
| Insight Kentucky Partners I, L.P. | Delaware | 94-3291839 |
| Insight Kentucky Partners II, L.P. | Delaware | 94-3291449 |
| Insight Midwest Holdings, LLC | Delaware | 13-4147884 |
| Insight Midwest, L.P. | Delaware | 13-4079232 |
| Insight Phone of Indiana, LLC | Delaware | 30-0022765 |
| Insight Phone of Kentucky, LLC | Delaware | 30-0022773 |
| Insight Phone of Ohio, LLC | Delaware | 20-1397428 |
| Interactive Cable Services, LLC | Delaware | 01-0629142 |
| Interlink Communications Partners, LLC | Delaware | 84-1437911 |
| Intrepid Acquisition LLC | Delaware | 76-0732702 |
| Marcus Cable Associates, L.L.C. | Delaware | 75-2775560 |
| Marcus Cable of Alabama, L.L.C. | Delaware | 43-1548562 |
| Marcus Cable, LLC | Delaware | 75-2569103 |
| Midwest Cable Communications, LLC | Delaware | 41-0963108 |
| NaviSite LLC | Delaware | 52-2137343 |
| New Wisconsin Procurement LLC | Delaware | 81-2593009 |
| Oceanic Time Warner Cable LLC | Delaware | 45-4593273 |
| Parity Assets LLC | Delaware | None |
| Peachtree Cable TV, L.P. | Delaware | None |
| Peachtree Cable TV, LLC | Delaware | 43-1943639 |
| Renaissance Media LLC | Delaware | 14-1800030 |
| Rifkin Acquisition Partners, LLC | Delaware | 84-1317714 |

| <u>Exact Name of Additional Registrant Guarantor as Specified in Its Charter</u> | <u>Jurisdiction of Incorporation or Organization</u> | <u>I.R.S. Employer Identification Number</u> |
|--|--|--|
| Robin Media Group, LLC | Delaware | 54-1342676 |
| Scottsboro TV Cable, LLC | Delaware | 38-2691210 |
| Spectrum Mobile, LLC | Delaware | 82-2492552 |
| Spectrum Originals, LLC | Delaware | 82-3414467 |
| Spectrum Security, LLC | Delaware | 27-3884185 |
| The Helicon Group, L.P. | Delaware | 22-3248703 |
| Time Warner Cable Business LLC | Delaware | 35-2466312 |
| Time Warner Cable Enterprises LLC | Delaware | 45-4854395 |
| Time Warner Cable Information Services (Alabama), LLC | Delaware | 20-0639409 |
| Time Warner Cable Information Services (Arizona), LLC | Delaware | 20-4370232 |
| Time Warner Cable Information Services (California), LLC | Delaware | 20-0162970 |
| Time Warner Cable Information Services (Colorado), LLC | Delaware | 26-2375439 |
| Time Warner Cable Information Services (Hawaii), LLC | Delaware | 20-0162993 |
| Time Warner Cable Information Services (Idaho), LLC | Delaware | 20-8254896 |
| Time Warner Cable Information Services (Illinois), LLC | Delaware | 26-2375576 |
| Time Warner Cable Information Services (Indiana), LLC | Delaware | 20-1618562 |
| Time Warner Cable Information Services (Kansas), LLC | Delaware | 20-0163009 |

| Exact Name of Additional Registrant Guarantor as Specified in Its Charter | Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number |
|--|--|--|
| Time Warner Cable Information Services (Kentucky), LLC | Delaware | 20-4370430 |
| Time Warner Cable Information Services (Maine), LLC | Delaware | 48-1296576 |
| Time Warner Cable Information Services (Massachusetts), LLC | Delaware | 20-0639517 |
| Time Warner Cable Information Services (Michigan), LLC | Delaware | 26-2376102 |
| Time Warner Cable Information Services (Missouri), LLC | Delaware | 20-0163031 |
| Time Warner Cable Information Services (Nebraska), LLC | Delaware | 20-0597251 |
| Time Warner Cable Information Services (New Hampshire), LLC | Delaware | 20-0834759 |
| Time Warner Cable Information Services (New Jersey), LLC | Delaware | 20-0605091 |
| Time Warner Cable Information Services (New Mexico), LLC | Delaware | 20-8244978 |
| Time Warner Cable Information Services (New York), LLC | Delaware | 06-1530234 |
| Time Warner Cable Information Services (North Carolina), LLC | Delaware | 05-0563203 |
| Time Warner Cable Information Services (Ohio), LLC | Delaware | 20-0163449 |
| Time Warner Cable Information Services (Pennsylvania), LLC | Delaware | 20-0639607 |
| Time Warner Cable Information Services (South Carolina), LLC | Delaware | 20-0163480 |

| Exact Name of Additional Registrant Guarantor as Specified in Its Charter | Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number |
|--|--|--|
| Time Warner Cable Information Services (Tennessee), LLC | Delaware | 20-0639795 |
| Time Warner Cable Information Services (Texas), LLC | Delaware | 20-0095157 |
| Time Warner Cable Information Services (Virginia), LLC | Delaware | 20-4370738 |
| Time Warner Cable Information Services (Washington), LLC | Delaware | 20-5690377 |
| Time Warner Cable Information Services (West Virginia), LLC | Delaware | 20-1620308 |
| Time Warner Cable Information Services (Wisconsin), LLC | Delaware | 20-0163685 |
| Time Warner Cable International LLC | Delaware | 32-0423657 |
| Time Warner Cable Internet Holdings III LLC | Delaware | 30-0800781 |
| Time Warner Cable Internet Holdings LLC | Delaware | 80-0845781 |
| Time Warner Cable Internet LLC | Delaware | 13-4008284 |
| Time Warner Cable, LLC | Delaware | 81-2545593 |
| Time Warner Cable Media LLC | Delaware | 27-4633156 |
| Time Warner Cable Midwest LLC | Delaware | 45-4593320 |
| Time Warner Cable New York City LLC | Delaware | 45-4593291 |
| Time Warner Cable Northeast LLC | Delaware | 45-4593341 |
| Time Warner Cable Pacific West LLC | Delaware | 45-4593361 |
| Time Warner Cable Services LLC | Delaware | 61-1446887 |
| Time Warner Cable Southeast LLC | Delaware | 45-4608839 |
| Time Warner Cable Sports LLC | Delaware | 45-1560066 |

| Exact Name of Additional Registrant Guarantor as Specified in Its Charter | Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number |
|--|--|--|
| Time Warner Cable Texas LLC | Delaware | 45-4608769 |
| TWC Administration LLC | Delaware | 90-0882471 |
| TWC Communications, LLC | Delaware | 35-2205910 |
| TWC Digital Phone LLC | Delaware | 26-0354307 |
| TWC Media Blocker LLC | Delaware | 81-2620702 |
| TWC News and Local Programming Holdco LLC | Delaware | 45-4275480 |
| TWC News and Local Programming LLC | Delaware | 45-1560311 |
| TWC Regional Sports Network I LLC | Delaware | 45-1560617 |
| TWC Regional Sports Network II LLC | Delaware | None |
| TWC SEE Holdco LLC | Delaware | 20-5421447 |
| TWC Wireless LLC | Delaware | 20-3364329 |
| TWC/Charter Dallas Cable Advertising, LLC | Delaware | 26-2980350 |
| TWC/Charter Green Bay Cable Advertising, LLC | Delaware | 20-4932897 |
| TWC/Charter Los Angeles Cable Advertising, LLC | Delaware | 26-1900064 |
| TWCIS Holdco LLC | Delaware | 27-3481972 |
| Vista Broadband Communications, LLC | Delaware | 52-2085522 |
| Wisconsin Procurement Holdco LLC | Delaware | 81-2603589 |

**400 Atlantic Street
Stamford, Connecticut**
(Address of principal executive offices)

06901
(Zip code)

**Debt Securities
and Guarantees of Debt Securities**
(Title of the indenture securities)

1. General information. Furnish the following information as to the trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

| <u>Name</u> | <u>Address</u> |
|---|-------------------------|
| Comptroller of the Currency United States Department of the Treasury | Washington, DC 20219 |
| Federal Reserve Bank | San Francisco, CA 94105 |
| Federal Deposit Insurance Corporation | Washington, DC 20429 |

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the articles of association of The Bank of New York Mellon Trust Company, N.A., formerly known as The Bank of New York Trust Company, N.A. (Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121948 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152875).
2. A copy of certificate of authority of the trustee to commence business. (Exhibit 2 to Form T-1 filed with Registration Statement No. 333-121948).
3. A copy of the authorization of the trustee to exercise corporate trust powers (Exhibit 3 to Form T-1 filed with Registration Statement No. 333-152875).

-
4. A copy of the existing by-laws of the trustee (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-162713).
 6. The consent of the trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152875).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the trustee, The Bank of New York Mellon Trust Company, N.A., a banking association organized and existing under the laws of the United States of America, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of Chicago, and State of Illinois, on the 14th day of December, 2017.

THE BANK OF NEW YORK MELLON
TRUST COMPANY, N.A.

By: /s/ R. Tamas
Name: R. Tamas
Title: Vice President

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.
of 400 South Hope Street, Suite 500, Los Angeles, CA 90071

At the close of business September 30, 2017, published in accordance with Federal regulatory authority instructions.

| | <u>Dollar amounts</u> <u>in thousands</u> |
|---|--|
| ASSETS | |
| Cash and balances due from depository institutions: | |
| Noninterest-bearing balances and currency and coin | \$ 2,212 |
| Interest-bearing balances | 437,186 |
| Securities: | |
| Held-to-maturity securities | 0 |
| Available-for-sale securities | 628,999 |
| Federal funds sold and securities purchased under agreements to resell: | |
| Federal funds sold | 0 |
| Securities purchased under agreements to resell | 0 |
| Loans and lease financing receivables: | |
| Loans and leases held for sale | 0 |
| Loans and leases, held for investment | 0 |
| LESS: Allowance for loan and lease losses | 0 |
| Loans and leases held for investment, net of allowance | 0 |
| Trading assets | 0 |
| Premises and fixed assets (including capitalized leases) | 10,964 |
| Other real estate owned | 0 |
| Investments in unconsolidated subsidiaries and associated companies | 0 |
| Direct and indirect investments in real estate ventures | 0 |
| Intangible assets: | |
| Goodwill | 856,313 |
| Other intangible assets | 30,965 |
| Other assets | 174,652 |
| Total assets | \$ 2,141,291 |

| | Dollar amounts in thousands |
|---|--|
| LIABILITIES | |
| Deposits: | |
| In domestic offices | \$ 685 |
| Noninterest-bearing | 685 |
| Interest-bearing | 0 |
| Not applicable | |
| Federal funds purchased and securities sold under agreements to repurchase: | |
| Federal funds purchased | 0 |
| Securities sold under agreements to repurchase | 0 |
| Trading liabilities | 0 |
| Other borrowed money: | |
| (includes mortgage indebtedness and obligations under capitalized leases) | 0 |
| Not applicable | |
| Not applicable | |
| Subordinated notes and debentures | 0 |
| Other liabilities | 353,141 |
| Total liabilities | 353,826 |
| Not applicable | |
| EQUITY CAPITAL | |
| Perpetual preferred stock and related surplus | 0 |
| Common stock | 1,000 |
| Surplus (exclude all surplus related to preferred stock) | 1,123,073 |
| Not available | |
| Retained earnings | 664,553 |
| Accumulated other comprehensive income | -1,161 |
| Other equity capital components | 0 |
| Not available | |
| Total bank equity capital | 1,787,465 |
| Noncontrolling (minority) interests in consolidated subsidiaries | 0 |
| Total equity capital | 1,787,465 |
| Total liabilities and equity capital | <u>\$ 2,141,291</u> |

I, Matthew J. McNulty, CFO of the above-named bank do hereby declare that the Reports of Condition and Income (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true to the best of my knowledge and belief.

Matthew J. McNulty) CFO

We, the undersigned directors (trustees), attest to the correctness of the Report of Condition (including the supporting schedules) for this report date and declare that it has been examined by us and to the best of our knowledge and belief has been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and is true and correct.

Antonio I. Portuondo, President)
William D. Lindelof, Director) Directors (Trustees)
Alphonse J. Briand, Director)