

**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 registrant as specified in its charter)

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 Washington Blvd.
Stamford, Connecticut 06902
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Richard R. Dykhouse
Executive Vice President, General Counsel and Corporate Secretary
400 Washington Blvd.
Stamford, Connecticut 06902
(203) 905-7801
(Name, address, including zip code, and telephone number, including area code, of agent for service)

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

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, other than securities offered only in connection with dividend or interest reinvestment plans, 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, please 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 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.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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.

* **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.**

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 Washington Blvd., Stamford, Connecticut 06902, (203) 905-7801. The primary standard industrial classification number for each of these additional Registrant Guarantors is 4841.

Exact Name of Additional Registrant Guarantor as Specified in its Charter	Jurisdiction of Incorporation or Organization	IRS Employer Identification Number
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 Digital Services, LLC	Delaware	38-3833973
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
CC Fiberlink, LLC	Delaware	43-1928509
CC VI Fiberlink, LLC	Delaware	20-0310684
CC VII Fiberlink, LLC	Delaware	20-0310704
CCO Fiberlink, LLC	Delaware	20-0310854
CCO NR Holdings, LLC	Delaware	86-1067241
Charter Advanced Services (MO), LLC	Delaware	32-0400433
Charter Communications ASC, LLC	Delaware	93-4070587
Charter Communications SSC, LLC	Delaware	93-4084052
Charter Communications, LLC	Delaware	43-1659860
Charter Communications VI, L.L.C.	Delaware	43-1854208
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 – Tennessee, LLC	Delaware	20-0193707
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	IRS 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 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 IP Enabled Services, LLC	Delaware	92-3313105
Charter Leasing Holding Company, LLC	Delaware	47-4669203
Charter Procurement Leasing, LLC	Delaware	47-4657690
DukeNet Communications, LLC	Delaware	27-2985707
Innovar Media LLC	Delaware	46-5437739
Marcus Cable Associates, L.L.C.	Delaware	75-2775560
Spectrum Advanced Services, LLC	Delaware	26-0354307
Spectrum Fiberlink Florida, LLC	Delaware	84-4375530
Spectrum Gulf Coast, LLC	Delaware	45-4608769
Spectrum Mid-America, LLC	Delaware	45-4593320
Spectrum Mobile Equipment, LLC	Delaware	82-3887201
Spectrum Mobile, LLC	Delaware	82-2492552
Spectrum New York Metro, LLC	Delaware	45-4593291
Spectrum NLP, LLC	Delaware	45-1560311
Spectrum Northeast, LLC	Delaware	45-4593341
Spectrum Oceanic, LLC	Delaware	45-4593273
Spectrum Originals Development, LLC	Delaware	83-1623014
Spectrum Originals, LLC	Delaware	82-3414467
Spectrum Pacific West, LLC	Delaware	45-4593361
Spectrum Reach, LLC	Delaware	27-4633156
Spectrum RSN, LLC	Delaware	83-1611206
Spectrum SN, LLC	Delaware	93-1943164
Spectrum Southeast, LLC	Delaware	45-4608839
Spectrum SportsNet, LLC	Delaware	93-1958585
Spectrum Sunshine State, LLC	Delaware	02-0636401
Spectrum TV Essentials, LLC	Delaware	83-4704194
Spectrum Wireless Holdings, LLC	Delaware	83-1856732
Time Warner Cable Business LLC	Delaware	35-2466312
Time Warner Cable Enterprises LLC	Delaware	45-4854395

Exact Name of Additional Registrant Guarantor as Specified in its Charter	Jurisdiction of Incorporation or Organization	IRS Employer Identification Number
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
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, LLC	Delaware	81-2545593
TWC Administration LLC	Delaware	90-0882471
TWC Communications, LLC	Delaware	35-2205910
TWC IP Enabled Services, LLC	Delaware	92-3326637
TWC SEE Holdco LLC	Delaware	20-5421447
TWCIS Holdco LLC	Delaware	27-3481972

PROSPECTUS

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

Debt Securities
Guarantee 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 3 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 October 30, 2023.

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.

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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, as amended (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 By Reference of Certain Documents” and the additional information described under the heading “Where You Can Find Additional 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. 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,” “grow,” “focused on” 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, 2022, 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 sustain and grow revenues and cash flow from operations by offering Internet, video, voice, mobile, advertising and other services to residential and commercial customers, to adequately meet the customer experience demands in our service areas 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 (“DBS”) operators, wireless broadband and telephone providers, digital subscriber line (“DSL”) providers, fiber to the home providers and providers of video content over broadband Internet connections;
- general business conditions, unemployment levels and the level of activity in the housing sector and economic uncertainty or downturn;
- 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 and distribution requirements);
- our ability to develop and deploy new products and technologies including consumer services and service platforms;
- any events that disrupt our networks, information systems or properties and impair our operating activities or our reputation;
- the effects of governmental regulation on our business including subsidies to consumers, subsidies and incentives for competitors, costs, disruptions and possible limitations on operating flexibility related to, and our ability to comply with, regulatory conditions applicable to us;
- the ability to hire and retain key personnel;
- our ability to procure necessary services and equipment from our vendors in a timely manner and at reasonable costs including in connection with our network evolution and rural construction initiatives;
- the availability and access, in general, of funds to meet our debt obligations prior to or when they become due and to fund our operations and necessary capital expenditures, either through (i) cash on hand, (ii) free cash flow, or (iii) access to the capital or credit markets; and
- our ability to comply with all covenants in our indentures and credit facilities, any violation of which, if not cured in a timely manner, could trigger a default of our other obligations under cross-default provisions.

All forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by this cautionary statement. We are under no duty or obligation to update any of the forward-looking statements after the date of this 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 and of CCO Holdings filed with the SEC, which means that 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 Sections 13(a), 13(c), 14 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, 2022, filed with the SEC on January 27, 2023;
- Portions of Charter's definitive proxy statement on [Schedule 14A](#) filed with the SEC on March 16, 2023 that are incorporated by reference into Charter's Annual Report on [Form 10-K](#) for the year ended December 31, 2022;
- Charter's Quarterly Reports on Form 10-Q for the three months ended March 31, 2023, filed with the SEC on [April 28, 2023](#), for the three and six months ended June 30, 2023, filed with the SEC on [July 28, 2023](#), and for the three and nine months ended September 30, 2023, filed with the SEC on [October 27, 2023](#);
- Charter's Current Reports on Form 8-K filed with the SEC on [February 16, 2023](#), [February 24, 2023](#), [March 29, 2023](#), [April 21, 2023](#), [May 1, 2023](#), [June 29, 2023](#), [August 21, 2023](#), and [October 25, 2023](#) (in each case excluding any information furnished but not filed);
- CCO Holdings' Annual Report on [Form 10-K](#) for the year ended December 31, 2022, filed with the SEC on January 27, 2023;
- CCO Holdings' Quarterly Reports on Form 10-Q for the three months ended March 31, 2023, filed with the SEC on [April 28, 2023](#), for the three and six months ended June 30, 2023, filed with the SEC on [July 28, 2023](#) and for the three and nine months ended September 30, 2023, filed with the SEC on [October 27, 2023](#); and

- CCO Holdings' Current Reports on Form 8-K filed with the SEC on [February 16, 2023](#), [February 24, 2023](#), [March 29, 2023](#), [April 21, 2023](#), [May 1, 2023](#), [June 29, 2023](#), [August 21, 2023](#), and [October 25, 2023](#) (in each case excluding any information furnished but not filed).

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.

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 Washington Blvd.
Stamford, Connecticut 06902
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, 2023.

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.

Our Business

We are a leading broadband connectivity company and cable operator serving more than 32 million customers in 41 states through our Spectrum brand. Over an advanced communications network, we offer a full range of state-of-the-art residential and business services including Spectrum Internet[®], TV, Mobile and Voice. For small and medium-sized companies, Spectrum Business[®] delivers the same suite of broadband products and services coupled with special features and applications to enhance productivity, while for larger businesses and government entities, Spectrum Enterprise[®] provides highly customized, fiber-based solutions. Spectrum Reach[®] delivers tailored advertising and production for the modern media landscape. We also distribute award-winning news coverage and sports programming to our customers through Spectrum Networks.

Our mobile line and Internet customer additions are supported by our Spectrum One offering, which brings together Spectrum Internet, Advanced WiFi and Unlimited Spectrum Mobile to offer consumers fast, reliable and secure online connections on their favorite devices at home and on-the-go in a high-value package and is further supported by growth in our legacy and new subsidized rural markets. We continue to upgrade our network to provide higher Internet speeds and reliability and invest in our products and customer service platforms. We currently offer Spectrum Internet products with speeds up to 1 Gbps across our entire footprint and we plan to upgrade our network to provide multi-gigabit speeds. Our Advanced WiFi, a managed WiFi service that provides customers an optimized home network while providing greater control of their connected devices with enhanced security and privacy, is available to all Internet customers. We continue to invest in our ability to provide a differentiated Internet connectivity experience for our mobile and fixed Internet customers with increasing availability of out-of-home WiFi access points across our footprint. In addition, we continue to work towards the construction of our own 5G mobile data-only network in targeted areas of our footprint leveraging our Citizen Broadband Radio Service Priority Access Licenses.

We also continue to evolve our video product. In September 2023, we entered into a new affiliation agreement with Disney which provides a template for a new programming affiliation approach where we partner with content providers to provide access to both linear and app-based direct-to-consumer content. In October 2023, we began deploying Xumo Stream Boxes to new video customers. The Xumo Stream Box

combines a live TV experience with access to hundreds of direct-to-consumer TV apps and features unified search and discovery along with a curated content offering based on the customer's interests and subscriptions. By continually improving our product set and offering consumers the opportunity to save money by switching to our services, we believe we can continue to penetrate our expanding footprint and sell additional products to our existing customers. We are also beginning to see benefits from the targeted investments we are making in employee wages and benefits inside of our operations to build employee skill sets and tenure, as well as the continued investments in digitization of our customer service platforms and proactive maintenance, all with the goal of improving the customer experience, reducing transactions and driving customer growth and retention.

Our Corporate Information

Our principal executive offices are located at 400 Washington Boulevard, Stamford, Connecticut 06902. Our telephone number at that location is (203) 905-7801, and we have a website accessible at ir.charter.com. Our periodic reports and Current Reports on Form 8-K, and all amendments thereto, are available on Charter's website free of charge as soon as reasonably practicable after they have been filed. The information posted on Charter's website is not incorporated into this prospectus and is not part of this prospectus.

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, 2022, and Quarterly Reports for the quarters ended [March 31, 2023](#), [June 30, 2023](#) and [September 30, 2023](#) 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, 2022 and 2021, and for each of the years in the three-year period ended December 31, 2022, have been incorporated by reference herein in reliance upon the report of KPMG LLP, independent registered public accounting firm, appearing in the CCO Holdings, LLC Annual Report on [Form 10-K](#) filed with the SEC on January 27, 2023, 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, 2022 and 2021, and for each of the years in the three-year period ended December 31, 2022, and management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2022, have been incorporated by reference herein in reliance upon the report of KPMG LLP, independent registered public accounting firm, appearing in the Charter Communications, Inc. Annual Report on [Form 10-K](#) filed with the SEC on January 27, 2023, incorporated by reference herein, and upon the authority of said firm as experts in accounting and auditing.

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., Bresnan Broadband Holdings, LLC, Bresnan Digital Services, 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, CC Fiberlink, LLC, CC VI Fiberlink, LLC, CC VII Fiberlink, LLC, CCO Fiberlink, LLC, CCO NR Holdings, LLC, Charter Advanced Services (MO), LLC, Charter Communications ASC, LLC, Charter Communications SSC, LLC, Charter Communications, LLC, Charter Communications VI, L.L.C., 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 — Tennessee, 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 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 IP Enabled Services, LLC, Charter Leasing Holding Company, LLC, Charter Procurement Leasing, LLC, DukeNet Communications, LLC, Innovar Media LLC, Marcus Cable Associates, L.L.C., Spectrum Advanced Services, LLC, Spectrum Fiberlink Florida, LLC, Spectrum Gulf Coast, LLC, Spectrum Mid-America, LLC, Spectrum Mobile Equipment, LLC, Spectrum Mobile, LLC, Spectrum New York Metro, LLC, Spectrum NLP, LLC, Spectrum Northeast, LLC, Spectrum Oceanic, LLC, Spectrum Originals Development, LLC, Spectrum Originals, LLC, Spectrum Pacific West, LLC, Spectrum Reach, LLC, Spectrum RSN, LLC, Spectrum SN, LLC, Spectrum Southeast, LLC, Spectrum SportsNet LLC, Spectrum Sunshine State, LLC, Spectrum TV Essentials, LLC, Spectrum Wireless Holdings, 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, LLC, TWC Administration LLC, TWC Communications, LLC, TWC IP Enabled Services, LLC, TWC SEE Holdco LLC and TWCIS Holdco LLC, is formed or incorporated under the laws of the State of Delaware. Bresnan Broadband of Colorado, LLC is formed under the laws of the State of Colorado. Bresnan Broadband of Montana, LLC is formed under the laws of the State of Montana. Bresnan Broadband of Utah, LLC is formed under the laws of the State of Utah. Bresnan Broadband of Wyoming, LLC is formed under the laws of the State of Wyoming.

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 limited liability company agreements of Charter Communications Operating, LLC, CCO Holdings, LLC, Bresnan Broadband Holdings, LLC, Bresnan Digital Services, 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, CC Fiberlink, LLC, CC VI Fiberlink, LLC, CC VII Fiberlink, LLC, CCO Fiberlink, LLC, CCO NR Holdings, LLC, Charter Advanced Services (MO), LLC, Charter Communications ASC, LLC, Charter Communications SSC, LLC, Charter Communications, LLC, Charter Communications VI, L.L.C., 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 — Tennessee, 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 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 IP Enabled Services, LLC, Charter Leasing Holding Company, LLC, Charter Procurement Leasing, LLC, DukeNet Communications, LLC, Innovar Media LLC, Marcus Cable Associates, L.L.C., Spectrum Advanced Services, LLC, Spectrum Fiberlink Florida, LLC, Spectrum Gulf Coast, LLC, Spectrum Mid-America, LLC, Spectrum Mobile Equipment, LLC, Spectrum Mobile, LLC, Spectrum New York Metro, LLC, Spectrum NLP, LLC, Spectrum Northeast, LLC, Spectrum Oceanic, LLC, Spectrum Originals Development, LLC, Spectrum Originals, LLC, Spectrum Pacific West, LLC, Spectrum Reach, LLC, Spectrum RSN, LLC, Spectrum SN, LLC, Spectrum Southeast, LLC, Spectrum SportsNet LLC, Spectrum Sunshine State, LLC, Spectrum TV Essentials, LLC, Spectrum Wireless Holdings, 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, LLC, TWC Administration LLC, TWC Communications, LLC, TWC IP Enabled Services, LLC, TWC SEE Holdco LLC and TWCIS 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 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.

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.

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.

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.

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 (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.

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;
- (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.
- (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

Exhibit	Description
1.1†	Form of Underwriting Agreement
4.1*	<u>Second Amended and Restated Stockholders Agreement, dated May 23, 2015, by and among Charter Communications, Inc., CCH I, LLC, Liberty Broadband Corporation and Advance/Newhouse Partnership (incorporated by reference to Annex C to the registration statement on Form S-4 filed by CCH I, LLC on June 26, 2015 (File No. 333-205240))</u>
4.2*	<u>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)</u>
4.3*	<u>Second Supplemental Indenture, dated as of May 18, 2016, by and 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 by reference to Exhibit 4.1 to the current report on Form 8-K filed by Charter Communications, Inc. on May 24, 2016 (File No. 001-33664))</u>
4.4*	<u>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))</u>
4.5*	<u>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))</u>
4.6*	<u>Eighth Supplemental Indenture dated as of December 21, 2017 among Charter Communications Operating, LLC, Charter Communications Operating Capital Corp., CCO Holdings, LLC, the subsidiary guarantors party thereto and The Bank of New York Mellon Trust Company, N.A., as trustee and collateral agent ((incorporated by reference to Exhibit 4.5 to Form S-3 filed by Charter Communications, Inc. on December 22, 2017 (File No. 333-222241))</u>
4.7	<u>Eleventh Supplemental Indenture dated as of July 27, 2018 among Charter Communications Operating, LLC, Charter Communications Operating Capital Corp., CCO Holdings, LLC, the subsidiary guarantors party thereto and The Bank of New York Mellon Trust Company, N.A., as trustee and collateral agent</u>
4.8	<u>Thirteenth Supplemental Indenture dated as of June 21, 2019 among Charter Communications Operating, LLC, Charter Communications Operating Capital Corp., CCO Holdings, LLC, the subsidiary guarantors party thereto and The Bank of New York Mellon Trust Company, N.A., as trustee and collateral agent</u>
4.9	<u>Seventeenth Supplemental Indenture dated as of November 19, 2020 among Charter Communications Operating, LLC, Charter Communications Operating Capital Corp., CCO Holdings, LLC, the subsidiary guarantors party thereto and The Bank of New York Mellon Trust Company, N.A., as trustee and collateral agent</u>
4.10*	<u>Form of Charter Communications Operating, LLC and Charter Communications Operating Capital Corp. Debt Security (included in Exhibit 4.2)</u>

Exhibit	Description
4.11*	Indenture, dated as of May 23, 2019, among CCO Holdings, LLC, CCO Holdings Capital Corp. and The Bank of New York Mellon Trust Company, N.A., as trustee (incorporated by reference to Exhibit 4.1 to the current report on Form 8-K filed by Charter Communications, Inc. on May 30, 2019 (File No. 001-33664))
4.12*	Form of CCO Holdings, LLC and CCO Holdings Capital Corp. Debt Security (included in Exhibit 4.11)
4.13†	Form of Charter Communications, Inc. Indenture
4.14†	Form of Charter Communications, Inc. Debt Security (included in Exhibit 4.13)
4.15*	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))
4.16*	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.
23.1	Consent of Kirkland & Ellis LLP (included with Exhibits 5.1 , 5.2 and 5.3)
23.2	Consent of KPMG LLP (St. Louis, MO) relating to the audit report on the financial statements of CCO Holdings, LLC and the audit report on the financial statements of Charter Communications, Inc.
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, 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
25.2	Statement of Eligibility of Form T-1 of The Bank of New York Mellon Trust Company with respect to the indenture, dated as of May 23, 2019, 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
25.3**	Statement of Eligibility on Form T-1 of a trustee to be named later with respect to the form indenture of Charter Communications, Inc.
107	Filing Fee Table

† 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 as a 305 B2 filing at a later date when a trustee is named

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 October 30, 2023.

**CHARTER COMMUNICATIONS OPERATING, LLC
Registrant**

By: /s/ Kevin D. Howard

Kevin D. Howard
*Executive Vice President, Chief Accounting Officer and
Controller*

**CHARTER COMMUNICATIONS OPERATING CAPITAL
CORP.
Registrant**

By: /s/ Kevin D. Howard

Kevin D. Howard
*Executive Vice President, Chief Accounting Officer and
Controller*

**CCO HOLDINGS, LLC
Registrant**

By: /s/ Kevin D. Howard

Kevin D. Howard
*Executive Vice President, Chief Accounting Officer and
Controller*

**CCO HOLDINGS CAPITAL CORP.
Registrant**

By: /s/ Kevin D. Howard

Kevin D. Howard
*Executive Vice President, Chief Accounting Officer and
Controller*

**CHARTER COMMUNICATIONS, INC.
Registrant**

By: /s/ Kevin D. Howard

Kevin D. Howard
*Executive Vice President, Chief Accounting Officer and
Controller*

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

By: /s/ Kevin D. Howard

Kevin D. Howard
*Executive Vice President, Chief Accounting Officer and
Controller*

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints 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, LLC, CCO Holdings, LLC and each of the additional Registrant Guarantors named on the Table of Additional Registrant Guarantors.

Signature	Title	Date
/s/ Christopher L. Winfrey _____ Christopher L. Winfrey	President and Chief Executive Officer (Principal Executive Officer)	October 30, 2023
/s/ Jessica M. Fischer _____ Jessica M. Fischer	Chief Financial Officer (Principal Financial Officer)	October 30, 2023
/s/ Kevin D. Howard _____ Kevin D. Howard	Executive Vice President, Chief Accounting Officer and Controller (Principal Accounting Officer)	October 30, 2023

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints 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.

Signature	Title	Date
<u>/s/ Christopher L. Winfrey</u> Christopher L. Winfrey	President and Chief Executive Officer (Principal Executive Officer)	October 30, 2023
<u>/s/ Jessica M. Fischer</u> Jessica M. Fischer	Chief Financial Officer (Principal Financial Officer)	October 30, 2023
<u>/s/ Kevin D. Howard</u> Kevin D. Howard	Executive Vice President, Chief Accounting Officer and Controller (Principal Accounting Officer)	October 30, 2023

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints 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.

Signature	Title	Date
<u>/s/ Christopher L. Winfrey</u> Christopher L. Winfrey	President and Chief Executive Officer (Principal Executive Officer)	October 30, 2023
<u>/s/ Jessica M. Fischer</u> Jessica M. Fischer	Chief Financial Officer (Principal Financial Officer)	October 30, 2023
<u>/s/ Kevin D. Howard</u> Kevin D. Howard	Executive Vice President, Chief Accounting Officer and Controller (Principal Accounting Officer)	October 30, 2023
<u>/s/ Thomas M. Rutledge</u> Thomas M. Rutledge	Executive Chairman	October 30, 2023
<u>/s/ Eric L. Zinterhofer</u> Eric L. Zinterhofer	Lead Independent Director	October 30, 2023
<u>/s/ W. Lance Conn</u> W. Lance Conn	Director	October 30, 2023
<u>/s/ Kim C. Goodman</u> Kim C. Goodman	Director	October 30, 2023
<u>/s/ Craig A. Jacobson</u> Craig A. Jacobson	Director	October 30, 2023
<u>/s/ Gregory B. Maffei</u> Gregory B. Maffei	Director	October 30, 2023
<u>/s/ John D. Markley, Jr.</u> John D. Markley, Jr.	Director	October 30, 2023
<u>/s/ David C. Merritt</u> David C. Merritt	Director	October 30, 2023

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ James E. Meyer</u> James E. Meyer	Director	October 30, 2023
<u>/s/ Steven A. Miron</u> Steven A. Miron	Director	October 30, 2023
<u>/s/ Balan Nair</u> Balan Nair	Director	October 30, 2023
<u>/s/ Michael Newhouse</u> Michael Newhouse	Director	October 30, 2023
<u>/s/ Mauricio Ramos</u> Mauricio Ramos	Director	October 30, 2023

ELEVENTH SUPPLEMENTAL INDENTURE

ELEVENTH SUPPLEMENTAL INDENTURE, dated as of July 27, 2018 (this “*Supplemental Indenture*”), 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*”), 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, the Seventh Supplemental Indenture, dated as of September 18, 2017, the Eighth Supplemental Indenture, dated as of December 21, 2017, the Ninth Supplemental Indenture, dated as of April 17, 2018, and the Tenth Supplemental Indenture, dated as of July 3, 2018 (as amended, supplemented or otherwise modified, the “*Indenture*”), providing for the issuance of the Issuers’ Notes;

WHEREAS, the Issuers desire to add Spectrum Originals Development, LLC and Spectrum Mobile Equipment, 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. 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.

3. Notices. All notices or other communications to the New Guarantors shall be given as provided in Section 12.02 of the Indenture.
4. 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.
5. 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.
6. 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.
7. 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.
8. 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 Eleventh 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 Eleventh Supplemental Indenture]

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

By: /s/ Karen Yu
Name: Karen Yu
Title: Vice President

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

By: /s/ Karen Yu
Name: Karen Yu
Title: Vice President

[Signature Page to Eleventh 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
CCO NR Holdings, 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 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 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
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 Mobile Equipment, LLC
Spectrum Originals, LLC
Spectrum Originals Development, 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 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

THIRTEENTH SUPPLEMENTAL INDENTURE

THIRTEENTH SUPPLEMENTAL INDENTURE, dated as of June 21, 2019 (this “*Supplemental Indenture*”), 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*”), 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, the Seventh Supplemental Indenture, dated as of September 18, 2017, the Eighth Supplemental Indenture, dated as of December 21, 2017, the Ninth Supplemental Indenture, dated as of April 17, 2018, the Tenth Supplemental Indenture, dated as of July 3, 2018, the Eleventh Supplemental Indenture, dated as of July 27, 2018, the Twelfth Supplemental Indenture, dated as of January 17, 2019 (as amended, supplemented or otherwise modified, the “*Indenture*”), providing for the issuance of the Issuers’ Notes;

WHEREAS, the Issuers desire to add Spectrum TV Essentials, LLC, Spectrum Wireless Holdings, LLC and TC Technology LLC (collectively, 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. 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.

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

4. 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.

5. 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.

6. 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.

7. 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.

8. 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 Thirteenth Supplemental Indenture to be duly executed as of the date first above written.

CHARTER COMMUNICATIONS OPERATING, LLC

By: /s/ Jessica Fischer
Name: Jessica Fischer
Title: Senior Vice President, Finance, and Corporate Treasurer

CHARTER COMMUNICATIONS OPERATING CAPITAL CORP.

By: /s/ Jessica Fischer
Name: Jessica Fischer
Title: Senior Vice President, Finance, and Corporate Treasurer

CCO HOLDINGS, LLC

By: /s/ Jessica Fischer
Name: Jessica Fischer
Title: Senior Vice President, Finance, and Corporate Treasurer

THE SUBSIDIARY GUARANTORS NAMED ON SCHEDULE I HERETO

By: /s/ Jessica Fischer
Name: Jessica Fischer
Title: Senior Vice President, Finance, and Corporate Treasurer

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

By: /S/ Karen Yu
Name: Karen Yu
Title: Vice President

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

By: /S/ Karen Yu
Name: Karen Yu
Title: Vice President

Schedule I

Subsidiary Guarantors

Alabanza LLC
America's Job Exchange 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 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
CC Fiberlink, LLC
CC Systems, LLC
CC VI Fiberlink, LLC
CC VII Fiberlink, LLC
CCO Fiberlink, LLC
CCO NR Holdings, LLC
CCO Transfers, LLC
Charter Advanced Services (MN), LLC
Charter Advanced Services (MO), LLC
Charter Advanced Services VIII (MN), LLC
Charter Communications Entertainment I, 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 – Tennessee, 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 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 Procurement Leasing, LLC
DukeNet Communications, LLC
Falcon Cable Communications, LLC
Helicon Partners I, L.P.
Intrepid Acquisition LLC
Marcus Cable Associates, L.L.C.
NaviSite LLC
Spectrum Advanced Services, LLC
Spectrum Gulf Coast, LLC
Spectrum Mid-America, LLC
Spectrum Mobile, LLC
Spectrum Mobile Equipment, LLC
Spectrum NLP, LLC
Spectrum Oceanic, LLC
Spectrum Originals, LLC
Spectrum Originals Development, LLC
Spectrum Pacific West, LLC
Spectrum RSN, LLC
Spectrum Security, LLC
Spectrum Southeast, LLC
Spectrum TV Essentials, LLC
Spectrum Wireless Holdings, LLC
TC Technology 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, LLC
Time Warner Cable Media LLC
Time Warner Cable New York City LLC
Time Warner Cable Northeast LLC
TWC Administration LLC
TWC Communications, LLC
TWC Media Blocker LLC
TWC SEE Holdco LLC
TWC Wireless LLC
TWC/Charter Los Angeles Cable Advertising, LLC
TWCIS Holdco LLC

SEVENTEENTH SUPPLEMENTAL INDENTURE

SEVENTEENTH SUPPLEMENTAL INDENTURE (this “*Supplemental Indenture*”) dated as of November 18, 2020 among Charter Communications Operating, LLC, a Delaware limited liability company (“*CCO*”), Charter Communications Operating Capital Corp., a Delaware corporation (together with CCO, the “*Issuers*”) 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, supplemented or otherwise modified, the “*Indenture*”), providing for the issuance of the Issuers’ Notes;

WHEREAS, Section 10.02(b)(ii) 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 at such time as such Note Guarantor is released or relieved as a guarantor of its obligations of an item of Indebtedness for Borrowed Money (whether by repayment or otherwise) and not an issuer or guarantor of any other Equally and Ratably Secured Indebtedness and ceases (or substantially concurrently will cease) to be the guarantor of any Equally and Ratably Secured Indebtedness (or such Subsidiary Guarantor’s obligations with respect to all Equally and Ratably Secured Indebtedness shall cease to exist substantially concurrently with such release of its Note Guarantee);

WHEREAS, as of the date hereof, each of the entities named on Schedule I hereto (the “*Released Guarantors*”) have been released from their obligations as guarantors under the Credit Agreement, and substantially concurrently herewith, each Released Guarantor will cease to be a guarantor of any Equally and Ratably Secured Indebtedness;

WHEREAS, pursuant to Section 9.01(12) of the Indenture, the Issuer, 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;

NOW THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt of which is hereby acknowledged, the Issuers, 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, without recourse, representation or warranty, 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. 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.

4. 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.

5. 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.

6. 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. Each party hereto may execute this Supplemental Indenture electronically.

7. 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 Seventeenth Supplemental Indenture to be duly executed as of the date first above written.

CHARTER COMMUNICATIONS OPERATING, LLC

By: /s/ Jessica M. Fischer

Name: Jessica M. Fischer

Title: Senior Vice President – Finance and Corporate Treasurer

CHARTER COMMUNICATIONS OPERATING CAPITAL CORP.

By: /s/ Jessica M. Fischer

Name: Jessica M. Fischer

Title: Senior Vice President – Finance and Corporate Treasurer

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

By: /s/ Julie Hoffman-Ramos

Name: Julie Hoffman-Ramo

Title: Vice President

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

By: /s/ Julie Hoffman-Ramos

Name: Julie Hoffman-Ramo

Title: Vice President

Schedule I

Released Guarantors

Bresnan Broadband of Colorado, LLC
Bresnan Broadband of Montana, LLC
Bresnan Broadband of Utah, LLC
Bresnan Broadband of Wyoming, LLC
Bresnan Digital Services, 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
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Charter Fiberlink – Georgia, LLC
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Charter Fiberlink – Missouri, LLC
Charter Fiberlink – Nebraska, LLC
Charter Fiberlink – Tennessee, 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 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
Time Warner Cable Business LLC
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Time Warner Cable Information Services (Arizona), LLC
Time Warner Cable Information Services (California), LLC

Time Warner Cable Information Services (Colorado), LLC
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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
TWCIS Holdco LLC

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022
United States

+1 212 446 4800

www.kirkland.com

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Facsimile:
+1 212 446 4900

Charter Communications, Inc.
Charter Communications Operating, LLC
Charter Communications Operating Capital Corp.
400 Washington Blvd.
Stamford, Connecticut 06902

Re: Registration Statement on Form S-3ASR

Ladies and Gentlemen:

We are issuing this opinion letter in our capacity as special legal counsel to Charter Communications, Inc., a Delaware corporation, 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 under the Securities Act of 1933, as amended (the "Act"), on a Registration Statement on Form S-3ASR, and the documents incorporated by reference therein, filed with the Securities and Exchange Commission (the "Commission") on October 30, 2023 (as such registration statement is amended or supplemented, the "Registration Statement") for the offer and sale from time to time pursuant to Rule 415 under the Act of one or more series of debt securities (the "Securities"). The Securities may be issued by the Issuers in connection with an offering or offerings from time to time pursuant to the Registration Statement and will be offered on terms set forth in the Registration Statement and in the prospectus contained in the Registration Statement (the "Prospectus") and in amounts, at prices and on other terms to be determined by the Issuers at the time of offering and to be set forth in an amendment or amendments to the Registration Statement and the Prospectus and in one or more supplements to the Prospectus (each, a "Prospectus Supplement").

You have advised us that the Securities will be issued under 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 (in such capacity, the "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 guaranteed (the "Guarantees") by the applicable Guarantors.

Austin Bay Area Beijing Boston Brussels Chicago Dallas Hong Kong Houston London Los Angeles Miami Munich Paris Salt Lake City Shanghai Washington, D.C.

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

The Registration Statement provides that the Issuers may sell the Securities registered thereby (i) through underwriters or dealers, (ii) directly to one or more other purchasers, (iii) through agents or (iv) through a combination of any of these methods. The applicable Prospectus Supplement with respect to the Securities offered will set forth the terms of the offering of such Securities, including the name or names of any underwriters, dealers or agents, the purchase price of such Securities and the proceeds to the Issuers from such sale, any underwriting discounts and other items constituting underwriters’ compensation, any initial public offering price and any discounts, commissions or concessions allowed or reallocated or paid to dealers, and any bidding or auction process. If underwriters are used in an offering of Securities registered by the Registration Statement, the Registration Statement anticipates that the Issuers will sell such Securities pursuant to the terms of an underwriting agreement to be executed between the Issuers and underwriters that will be identified in the applicable Prospectus Supplement. We have assumed for purposes of this letter that the terms of the Underwriting Agreement will fall within the scope of the authorization adopted by the board of directors, sole director, board of managers, managing committee, manager, sole member or other applicable governing body, as applicable, of the Issuers and the applicable Guarantors (“Board Authorization”) and will receive the approvals required by that Board Authorization. The term “Underwriting Agreement” is used in this letter to mean an underwriting agreement in the form in which it will be actually executed by the Issuers and the underwriters with respect to a particular underwritten offering of Securities registered by the Registration Statement.

In connection therewith, 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 purpose of this opinion, including (i) the corporate and organizational documents of the Issuers and the Delaware Guarantors, (ii) minutes and records of the corporate proceedings of the Issuers and the Delaware Guarantors with respect to the Registration Statement, (iii) the Registration Statement, (iv) the Indenture (including the Guarantees) and (v) forms of the Securities. The term “Transaction Documents” is used in this letter to refer collectively to the Underwriting Agreement, the Indenture, the Securities and the Guarantees.

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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 submitted to us as copies. We have also assumed the legal capacity of all natural persons, 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 Guarantors), and the due authorization, execution and delivery of all documents by the parties thereto (other than the Issuers and the Delaware Guarantors). As to any facts material to the opinions expressed herein which 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.

We have also assumed that:

- (i) the Registration Statement shall have become effective pursuant to the provisions of the Act and will remain effective and comply with all applicable laws at the time the Securities are offered or issued as contemplated the Registration Statement;
 - (ii) a Prospectus Supplement or Prospectus Supplements with respect to the Securities shall have been filed (or transmitted for filing) with the Commission pursuant to Rule 424(b) of the Act and any exhibits necessary under the rules and regulations of the Commission shall have been filed with the Commission in an amendment to the Registration Statement or incorporated by reference into the Registration Statement pursuant to a Current Report on Form 8-K of the Issuers filed with the Commission and will comply with all applicable laws;
 - (iii) the Securities will be issued and sold in the manner stated in the Registration Statement, and in the form and containing the terms set forth in the Registration Statement and the Indenture;
 - (iv) the Guarantees have been duly authorized, executed and delivered by the Other Guarantors (to the extent they are party to the Indenture);
 - (v) a definitive Underwriting Agreement will have been duly authorized and validly executed and delivered by the Issuers, the Guarantors (to the extent they are party thereto) and the other parties thereto;
 - (vi) the terms of the Indenture are consistent with the description of the terms of such agreement set forth in the Registration Statement and in the Prospectus Supplement or Prospectus Supplements;
 - (vii) appropriate corporate action shall have been taken to authorize the issuance and sale of, and such authorization will not have been modified or rescinded;
-

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- (viii) the issuance, sale and delivery of the Securities, the terms of the Securities and compliance by each of Issuers and the Guarantors (to the extent they are party to the Indenture) with the terms of the Securities will not violate any applicable law, any agreement or instrument then binding upon the Issuers or such Guarantors or any restriction imposed by any court or governmental body having jurisdiction over the Issuers or such Guarantors;
- (ix) any legally required consents, approvals, authorizations and other orders of the Commission and any other regulatory authorities shall have been obtained; and
- (x) there will not have occurred any change in law affecting the validity, legally binding character or enforceability of the Securities.

Based upon and subject to the assumptions, qualifications and limitations identified in this opinion, we are of the opinion that when (i) the Securities have been duly executed, delivered and paid for in accordance with the Underwriting Agreement, (ii) the Indenture has been duly authorized, executed and delivered by the Issuers, the Guarantors (to the extent they are party thereto) and the Trustee, (iii) the Indenture has been qualified under the Trust Indenture Act of 1939, as amended and (iv) the Securities have been fully authenticated by the Trustee, the Securities will constitute legal, valid and binding obligations of the Issuers and the Guarantors (to the extent they are party thereto), enforceable against the Issuers and the Guarantors (to the extent they are party thereto) in accordance with their terms.

Each opinion in this letter that any particular contract constitutes a valid and binding agreement or is enforceable in accordance with its terms (each, an “enforceability opinion”) is subject to: (i) the effect of bankruptcy, insolvency, fraudulent conveyance and other similar laws and judicially developed doctrines in this area such as substantive consolidation and equitable subordination; (ii) the effect of general principles of equity; and (iii) other commonly recognized statutory and judicial constraints on enforceability including statutes of limitations. “General principles of equity” include but are not limited to: (A) principles limiting the availability of specific performance and injunctive relief; (B) principles which limit the availability of a remedy under certain circumstances where another remedy has been elected; (C) principles requiring reasonableness, good faith and fair dealing in the performance and enforcement of an agreement by the party seeking enforcement; (D) principles which may permit a party to cure a material failure to perform its obligations; and (E) principles affording equitable defenses such as waiver, laches and estoppel. It is possible that terms in a particular contract covered by our enforceability opinion may not prove enforceable for reasons other than those explicitly cited in this letter should an actual enforcement action be brought, but (subject to all the exceptions, qualifications, exclusions and other limitations contained in this letter) such unenforceability would not in our opinion prevent the party entitled to enforce that contract from realizing the principal benefits purported to be provided to that party by the terms in that contract which are covered by our enforceability opinion. In addition, none of the opinions or other advice contained in this letter covers or otherwise addresses any of the following types of provisions (or the enforceability thereof) which may be contained in the Transaction Documents: (i) provisions mandating contribution towards judgments or settlements among various parties; (ii) waivers of benefits and rights to the extent they cannot be waived under applicable law; (iii) provisions providing for liquidated damages, late charges and prepayment charges, in each case if deemed to constitute penalties; (iv) provisions which might require indemnification or contribution in violation of general principles of equity or public policy, including, without limitation, indemnification or contribution obligations which arise out of the failure to comply with applicable state or federal securities laws, rules or regulations; or (v) requirements in the Transaction Documents specifying that provisions thereof may only be waived in writing (these provisions may not be valid, binding or enforceable to the extent that an oral agreement or an implied agreement by trade practice or course of conduct has been created modifying any provision of such documents).

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Our advice on every legal issue addressed in this opinion is based exclusively on the internal law of the State of New York, the General Corporation Law of the State of Delaware and the Delaware Limited Liability Company Act.

We do not find it necessary for the purposes of this opinion, and accordingly we do not purport to cover herein, the application of the securities or “Blue Sky” laws of the various states to the issuance of the Securities.

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 that the Registration Statement becomes effective under the Act, and we assume no obligation to revise or supplement this opinion should the present laws of the State of New York, the General Corporation Law of the State of Delaware or the Delaware Limited Liability Company Act be changed by legislative action, judicial decision or otherwise after the date hereof.

This opinion is furnished to you in connection with the filing of the Registration Statement and is not to be used, circulated, quoted or otherwise relied upon for any other purposes.

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 Commission thereunder.

Very truly yours,

/s/ Kirkland & Ellis LLP

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EXHIBIT A

Guarantors

Delaware Guarantors:

Bresnan Broadband Holdings, LLC, a Delaware limited liability company
Bresnan Digital Services, 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
CC Fiberlink, LLC, a Delaware limited liability company
CC VI Fiberlink, LLC, a Delaware limited liability company
CC VII Fiberlink, LLC, a Delaware limited liability company
CCO Fiberlink, LLC, a Delaware limited liability company
CCO Holdings Capital Corp., a Delaware corporation
CCO Holdings, LLC, a Delaware limited liability company
CCO NR Holdings, LLC, a Delaware limited liability company
Charter Advanced Services (MO), LLC, a Delaware limited liability company
Charter Communications, Inc., a Delaware corporation
Charter Communications, LLC, a Delaware limited liability company
Charter Communications ASC, LLC, a Delaware limited liability company
Charter Communications SSC, LLC, a Delaware limited liability company
Charter Communications VI, L.L.C., 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
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Charter Fiberlink – Missouri, LLC, a Delaware limited liability company
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Charter Fiberlink – Tennessee, LLC, a Delaware limited liability company
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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 OR-CCVII, LLC, a Delaware limited liability company
Charter Fiberlink SC-CCO, LLC, a Delaware limited liability company

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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 IP Enabled Services, LLC, a Delaware limited liability company
Charter Leasing Holding Company, LLC, a Delaware limited liability company
Charter Procurement Leasing, LLC, a Delaware limited liability company
DukeNet Communications, LLC, a Delaware limited liability company
Innovar Media LLC, a Delaware limited liability company
Marcus Cable Associates, L.L.C., a Delaware limited liability company
Spectrum Advanced Services, LLC, a Delaware limited liability company
Spectrum Fiberlink Florida, LLC, a Delaware limited liability company
Spectrum Gulf Coast, LLC, a Delaware limited liability company
Spectrum Mid-America, LLC, a Delaware limited liability company
Spectrum Mobile Equipment, LLC, a Delaware limited liability company
Spectrum Mobile, LLC, a Delaware limited liability company
Spectrum New York Metro, LLC, a Delaware limited liability company
Spectrum NLP, LLC, a Delaware limited liability company
Spectrum Northeast, LLC, a Delaware limited liability company
Spectrum Oceanic, LLC, a Delaware limited liability company
Spectrum Originals Development, LLC, a Delaware limited liability company
Spectrum Originals, LLC, a Delaware limited liability company
Spectrum Pacific West, LLC, a Delaware limited liability company
Spectrum Reach, LLC, a Delaware limited liability company
Spectrum RSN, LLC, a Delaware limited liability company
Spectrum SN, LLC, a Delaware limited liability company
Spectrum Southeast, LLC, a Delaware limited liability company
Spectrum SportsNet LLC, a Delaware limited liability company
Spectrum Sunshine State, LLC, a Delaware limited liability company
Spectrum TV Essentials, LLC, a Delaware limited liability company
Spectrum Wireless Holdings, LLC, a Delaware limited liability company
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
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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

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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, LLC, a Delaware limited liability company
TWC Administration LLC, a Delaware limited liability company
TWC Communications, LLC, a Delaware limited liability company
TWC IP Enabled Services, LLC, a Delaware limited liability company
TWC SEE Holdco LLC, a Delaware limited liability company
TWCIS 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
United States

+1 212 446 4800

www.kirkland.com

October 30, 2023

Facsimile:
+1 212 446 4900Charter Communications, Inc.
CCO Holdings, LLC
CCO Holdings Capital Corp.
400 Washington Blvd.
Stamford, Connecticut 06902Re: Registration Statement on Form S-3ASR

Ladies and Gentlemen:

We are issuing this opinion letter in our capacity as special legal counsel to Charter Communications, Inc., a Delaware corporation, 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 under the Securities Act of 1933, as amended (the "Act"), on a Registration Statement on Form S-3ASR, and the documents incorporated by reference therein, filed with the Securities and Exchange Commission (the "Commission") on October 30, 2023 (as such registration statement is amended or supplemented, the "Registration Statement") for the offer and sale from time to time pursuant to Rule 415 under the Act of one or more series of debt securities (the "Securities"). The Securities may be issued by the Issuers in connection with an offering or offerings from time to time pursuant to the Registration Statement and will be offered on terms set forth in the Registration Statement and in the prospectus contained in the Registration Statement (the "Prospectus") and in amounts, at prices and on other terms to be determined by the Issuers at the time of offering and to be set forth in an amendment or amendments to the Registration Statement and the Prospectus and in one or more supplements to the Prospectus (each, a "Prospectus Supplement").

You have advised us that the Securities will be issued under an indenture, dated as of May 23, 2019, by and among the Issuers and The Bank of New York Mellon Trust Company, N.A., as trustee (the "Trustee") (as amended and supplemented through the date hereof, and as further amended and supplemented from time to time, the "Indenture") and guaranteed (the "Guarantees") by the applicable Guarantors.

Austin Bay Area Beijing Boston Brussels Chicago Dallas Hong Kong Houston London Los Angeles Miami Munich Paris Salt Lake City Shanghai Washington, D.C.

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

The Registration Statement provides that the Issuers may sell the Securities registered thereby (i) through underwriters or dealers, (ii) directly to one or more other purchasers, (iii) through agents or (iv) through a combination of any of these methods. The applicable Prospectus Supplement with respect to the Securities offered will set forth the terms of the offering of such Securities, including the name or names of any underwriters, dealers or agents, the purchase price of such Securities and the proceeds to the Issuers from such sale, any underwriting discounts and other items constituting underwriters’ compensation, any initial public offering price and any discounts, commissions or concessions allowed or reallocated or paid to dealers, and any bidding or auction process. If underwriters are used in an offering of Securities registered by the Registration Statement, the Registration Statement anticipates that the Issuers will sell such Securities pursuant to the terms of an underwriting agreement to be executed between the Issuers and underwriters that will be identified in the applicable Prospectus Supplement. We have assumed for purposes of this letter that the terms of the Underwriting Agreement will fall within the scope of the authorization adopted by the board of directors, sole director, board of managers, managing committee, manager, sole member or other applicable governing body, as applicable, of the Issuers and the applicable Guarantors (“Board Authorization”) and will receive the approvals required by that Board Authorization. The term “Underwriting Agreement” is used in this letter to mean an underwriting agreement in the form in which it will be actually executed by the Issuers and the underwriters with respect to a particular underwritten offering of Securities registered by the Registration Statement.

In connection therewith, 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 purpose of this opinion, including (i) the corporate and organizational documents of the Issuers and the Delaware Guarantors, (ii) minutes and records of the corporate proceedings of the Issuers and the Delaware Guarantors with respect to the Registration Statement, (iii) the Registration Statement, (iv) the Indenture (including the Guarantees) and (v) forms of the Securities. The term “Transaction Documents” is used in this letter to refer collectively to the Underwriting Agreement, the Indenture, the Securities and the Guarantees.

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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 submitted to us as copies. We have also assumed the legal capacity of all natural persons, 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 Guarantors), and the due authorization, execution and delivery of all documents by the parties thereto (other than the Issuers and the Delaware Guarantors). As to any facts material to the opinions expressed herein which 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.

We have also assumed that:

- (i) the Registration Statement shall have become effective pursuant to the provisions of the Act and will remain effective and comply with all applicable laws at the time the Securities are offered or issued as contemplated the Registration Statement;
 - (ii) a Prospectus Supplement or Prospectus Supplements with respect to the Securities shall have been filed (or transmitted for filing) with the Commission pursuant to Rule 424(b) of the Act and any exhibits necessary under the rules and regulations of the Commission shall have been filed with the Commission in an amendment to the Registration Statement or incorporated by reference into the Registration Statement pursuant to a Current Report on Form 8-K of the Issuers filed with the Commission and will comply with all applicable laws,
 - (iii) the Securities will be issued and sold in the manner stated in the Registration Statement, and in the form and containing the terms set forth in the Registration Statement and the Indenture;
 - (iv) the Guarantees have been duly authorized, executed and delivered by the Other Guarantors (to the extent they are party to the Indenture);
 - (v) a definitive Underwriting Agreement will have been duly authorized and validly executed and delivered by the Issuers, the Guarantors (to the extent they are party thereto) and the other parties thereto;
 - (vi) the terms of the Indenture are consistent with the description of the terms of such agreement set forth in the Registration Statement and in the Prospectus Supplement or Prospectus Supplements;
 - (vii) appropriate corporate action shall have been taken to authorize the issuance and sale of, and such authorization will not have been modified or rescinded;
 - (viii) the issuance, sale and delivery of the Securities, the terms of the Securities and compliance by each of Issuers and the Guarantors (to the extent they are party to the Indenture) with the terms of the Securities will not violate any applicable law, any agreement or instrument then binding upon the Issuers or such Guarantors or any restriction imposed by any court or governmental body having jurisdiction over the Issuers or such Guarantors;
-

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- (ix) any legally required consents, approvals, authorizations and other orders of the Commission and any other regulatory authorities shall have been obtained; and
- (x) there will not have occurred any change in law affecting the validity, legally binding character or enforceability of the Securities.

Based upon and subject to the assumptions, qualifications and limitations identified in this opinion, we are of the opinion that when (i) the Securities have been duly executed, delivered and paid for in accordance with the Underwriting Agreement, (ii) the Indenture has been duly authorized, executed and delivered by the Issuers, the Guarantors (to the extent they are party thereto) and the Trustee, (iii) the Indenture has been qualified under the Trust Indenture Act of 1939, as amended and (iv) the Securities have been fully authenticated by the Trustee, the Securities will constitute legal, valid and binding obligations of the Issuers and the Guarantors (to the extent they are party thereto), enforceable against the Issuers and the Guarantors (to the extent they are party thereto) in accordance with their terms.

Each opinion in this letter that any particular contract constitutes a valid and binding agreement or is enforceable in accordance with its terms (each, an “enforceability opinion”) is subject to: (i) the effect of bankruptcy, insolvency, fraudulent conveyance and other similar laws and judicially developed doctrines in this area such as substantive consolidation and equitable subordination; (ii) the effect of general principles of equity; and (iii) other commonly recognized statutory and judicial constraints on enforceability including statutes of limitations. “General principles of equity” include but are not limited to: (A) principles limiting the availability of specific performance and injunctive relief; (B) principles which limit the availability of a remedy under certain circumstances where another remedy has been elected; (C) principles requiring reasonableness, good faith and fair dealing in the performance and enforcement of an agreement by the party seeking enforcement; (D) principles which may permit a party to cure a material failure to perform its obligations; and (E) principles affording equitable defenses such as waiver, laches and estoppel. It is possible that terms in a particular contract covered by our enforceability opinion may not prove enforceable for reasons other than those explicitly cited in this letter should an actual enforcement action be brought, but (subject to all the exceptions, qualifications, exclusions and other limitations contained in this letter) such unenforceability would not in our opinion prevent the party entitled to enforce that contract from realizing the principal benefits purported to be provided to that party by the terms in that contract which are covered by our enforceability opinion. In addition, none of the opinions or other advice contained in this letter covers or otherwise addresses any of the following types of provisions (or the enforceability thereof) which may be contained in the Transaction Documents: (i) provisions mandating contribution towards judgments or settlements among various parties; (ii) waivers of benefits and rights to the extent they cannot be waived under applicable law; (iii) provisions providing for liquidated damages, late charges and prepayment charges, in each case if deemed to constitute penalties; (iv) provisions which might require indemnification or contribution in violation of general principles of equity or public policy, including, without limitation, indemnification or contribution obligations which arise out of the failure to comply with applicable state or federal securities laws, rules or regulations; or (v) requirements in the Transaction Documents specifying that provisions thereof may only be waived in writing (these provisions may not be valid, binding or enforceable to the extent that an oral agreement or an implied agreement by trade practice or course of conduct has been created modifying any provision of such documents).

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Our advice on every legal issue addressed in this opinion is based exclusively on the internal law of the State of New York, the General Corporation Law of the State of Delaware and the Delaware Limited Liability Company Act.

We do not find it necessary for the purposes of this opinion, and accordingly we do not purport to cover herein, the application of the securities or “Blue Sky” laws of the various states to the issuance of the Securities.

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 that the Registration Statement becomes effective under the Act, and we assume no obligation to revise or supplement this opinion should the present laws of the State of New York, the General Corporation Law of the State of Delaware or the Delaware Limited Liability Company Act be changed by legislative action, judicial decision or otherwise after the date hereof.

This opinion is furnished to you in connection with the filing of the Registration Statement and is not to be used, circulated, quoted or otherwise relied upon for any other purposes.

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 Commission thereunder.

Very truly yours,

/s/ Kirkland & Ellis LLP

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS LLP

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EXHIBIT A

Guarantors

Delaware Guarantors:

Bresnan Broadband Holdings, LLC, a Delaware limited liability company
Bresnan Digital Services, 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
CC Fiberlink, LLC, a Delaware limited liability company
CC VI Fiberlink, LLC, a Delaware limited liability company
CC VII Fiberlink, LLC, a Delaware limited liability company
CCO Fiberlink, LLC, a Delaware limited liability company
CCO NR Holdings, LLC, a Delaware limited liability company
Charter Advanced Services (MO), LLC, a Delaware limited liability company
Charter Communications, Inc., a Delaware corporation
Charter Communications, LLC, a Delaware limited liability company
Charter Communications ASC, LLC, a Delaware limited liability company
Charter Communications Operating, LLC, a Delaware limited liability company
Charter Communications Operating Capital Corp., a Delaware corporation
Charter Communications SSC, LLC, a Delaware limited liability company
Charter Communications VI, L.L.C., 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 – Tennessee, 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 OR-CCVII, LLC, a Delaware limited liability company
Charter Fiberlink SC-CCO, LLC, a Delaware limited liability company

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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 IP Enabled Services, LLC, a Delaware limited liability company
Charter Leasing Holding Company, LLC, a Delaware limited liability company
Charter Procurement Leasing, LLC, a Delaware limited liability company
DukeNet Communications, LLC, a Delaware limited liability company
Innovar Media LLC, a Delaware limited liability company
Marcus Cable Associates, L.L.C., a Delaware limited liability company
Spectrum Advanced Services, LLC, a Delaware limited liability company
Spectrum Fiberlink Florida, LLC, a Delaware limited liability company
Spectrum Gulf Coast, LLC, a Delaware limited liability company
Spectrum Mid-America, LLC, a Delaware limited liability company
Spectrum Mobile Equipment, LLC, a Delaware limited liability company
Spectrum Mobile, LLC, a Delaware limited liability company
Spectrum New York Metro, LLC, a Delaware limited liability company
Spectrum NLP, LLC, a Delaware limited liability company
Spectrum Northeast, LLC, a Delaware limited liability company
Spectrum Oceanic, LLC, a Delaware limited liability company
Spectrum Originals Development, LLC, a Delaware limited liability company
Spectrum Originals, LLC, a Delaware limited liability company
Spectrum Pacific West, LLC, a Delaware limited liability company
Spectrum Reach, LLC, a Delaware limited liability company
Spectrum RSN, LLC, a Delaware limited liability company
Spectrum SN, LLC, a Delaware limited liability company
Spectrum Southeast, LLC, a Delaware limited liability company
Spectrum SportsNet LLC, a Delaware limited liability company
Spectrum Sunshine State, LLC, a Delaware limited liability company
Spectrum TV Essentials, LLC, a Delaware limited liability company
Spectrum Wireless Holdings, LLC, a Delaware limited liability company
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
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

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October 30, 2023

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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, LLC, a Delaware limited liability company
TWC Administration LLC, a Delaware limited liability company
TWC Communications, LLC, a Delaware limited liability company
TWC IP Enabled Services, LLC, a Delaware limited liability company
TWC SEE Holdco LLC, a Delaware limited liability company
TWCIS 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

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New York, NY 10022
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+1 212 446 4800

www.kirkland.com

October 30, 2023

Facsimile:
+1 212 446 4900Charter Communications, Inc.
400 Washington Blvd.
Stamford, Connecticut 06902Re: Registration Statement on Form S-3ASR

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 under the Securities Act of 1933, as amended (the “Act”), on a Registration Statement on Form S-3ASR, and the documents incorporated by reference therein, filed with the Securities and Exchange Commission (the “Commission”) on October 30, 2023 (as such registration statement is amended or supplemented, the “Registration Statement”) for the offer and sale from time to time pursuant to Rule 415 under the Act of one or more series of debt securities (the “Securities”). The Securities may be issued by the Issuer in connection with an offering or offerings from time to time pursuant to the Registration Statement and will be offered on terms set forth in the Registration Statement and in the prospectus contained in the Registration Statement (the “Prospectus”) and in amounts, at prices and on other terms to be determined by the Issuer at the time of offering and to be set forth in an amendment or amendments to the Registration Statement and the Prospectus and in one or more supplements to the Prospectus (each, a “Prospectus Supplement”).

You have advised us that the Securities are to be issued by the Issuer pursuant to one or more indentures and supplemental indentures (the “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 “Trustee”) and guaranteed (the “Guarantees”) by the applicable Guarantors. The Indentures will be executed and filed in an amendment to the Registration Statement (or incorporated by reference into the Registration Statement) prior to the offering of any Securities.

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

Austin Bay Area Beijing Boston Brussels Chicago Dallas Hong Kong Houston London Los Angeles Miami Munich Paris Salt Lake City Shanghai Washington, D.C.

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The Registration Statement provides that the Issuer may sell the Securities registered thereby (i) through underwriters or dealers, (ii) directly to one or more other purchasers, (iii) through agents or (iv) through a combination of any of these methods. The applicable Prospectus Supplement with respect to the Securities offered will set forth the terms of the offering of such Securities, including the name or names of any underwriters, dealers or agents, the purchase price of such Securities and the proceeds to the Issuer from such sale, any underwriting discounts and other items constituting underwriters' compensation, any initial public offering price and any discounts, commissions or concessions allowed or reallocated or paid to dealers, and any bidding or auction process. If underwriters are used in an offering of Securities registered by the Registration Statement, the Registration Statement anticipates that the Issuer will sell such Securities pursuant to the terms of an underwriting agreement to be executed between the Issuer and underwriters that will be identified in the applicable Prospectus Supplement. We have assumed for purposes of this letter that the terms of the Underwriting Agreement will fall within the scope of the authorization adopted by the board of directors, sole director, board of managers, managing committee, manager, sole member or other applicable governing body, as applicable, of the Issuer and the applicable Guarantors ("Board Authorization") and will receive the approvals required by that Board Authorization. The term "Underwriting Agreement" is used in this letter to mean an underwriting agreement in the form in which it will be actually executed by the Issuer and the underwriters with respect to a particular underwritten offering of Securities registered by the Registration Statement.

In connection therewith, 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 purpose of this opinion, including (i) the corporate and organizational documents of the Issuer and the Delaware Guarantors, (ii) minutes and records of the corporate proceedings of the Issuer and the Delaware Guarantors with respect to the Registration Statement and (iii) the Registration Statement. The term "Transaction Documents" is used in this letter to refer collectively to the Underwriting Agreement, the Indentures, the Securities and the Guarantees.

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 submitted to us as copies. We have also assumed the legal capacity of all natural persons, 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 Guarantors), and the due authorization, execution and delivery of all documents by the parties thereto (other than the Issuer and the Delaware Guarantors). As to any facts material to the opinions expressed herein which 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.

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October 30, 2023

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We have also assumed that:

- (i) the Registration Statement shall have become effective pursuant to the provisions of the Act and will remain effective and comply with all applicable laws at the time the Securities are offered or issued as contemplated the Registration Statement;
 - (ii) a Prospectus Supplement or Prospectus Supplements with respect to the Securities shall have been filed (or transmitted for filing) with the Commission pursuant to Rule 424(b) of the Act and any exhibits necessary under the rules and regulations of the Commission shall have been filed with the Commission in an amendment to the Registration Statement or incorporated by reference into the Registration Statement pursuant to a Current Report on Form 8-K of the Issuer filed with the Commission and will comply with all applicable laws,
 - (iii) the Securities will be issued and sold in the manner stated in the Registration Statement, and in the form and containing the terms set forth in the Registration Statement and the Indentures;
 - (iv) the Guarantees will have been duly authorized, executed and delivered by the Other Guarantors (to the extent they are party to the Indentures);
 - (v) a definitive Underwriting Agreement will have been duly authorized and validly executed and delivered by the Issuer, the Guarantors (to the extent they are party thereto) and the other parties thereto;
 - (vi) the terms of the Indentures are consistent with the description of the terms of such agreement set forth in the Registration Statement and in the Prospectus Supplement or Prospectus Supplements;
 - (vii) appropriate corporate action shall have been taken to authorize the issuance and sale of, and such authorization will not have been modified or rescinded;
 - (viii) the issuance, sale and delivery of the Securities, the terms of the Securities and compliance by each of Issuer and the Guarantors (to the extent they are party to the Indenture) with the terms of the Securities will not violate any applicable law, any agreement or instrument then binding upon the Issuer or such Guarantors or any restriction imposed by any court or governmental body having jurisdiction over the Issuer or such Guarantors;
-

KIRKLAND & ELLIS LLP

October 30, 2023

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- (ix) any legally required consents, approvals, authorizations and other orders of the Commission and any other regulatory authorities shall have been obtained; and
- (x) there will not have occurred any change in law affecting the validity, legally binding character or enforceability of the Securities.

Based upon and subject to the assumptions, qualifications and limitations identified in this opinion, we are of the opinion that when (i) the Securities have been duly executed, delivered and paid for in accordance with the Underwriting Agreement, (ii) the Indenture has been duly authorized, executed and delivered by the Issuer, the Guarantors (to the extent they are party thereto) and the Trustee, (iii) the Indenture has been qualified under the Trust Indenture Act of 1939, as amended and (iv) the Securities have been fully authenticated by the Trustee, the Securities will constitute legal, valid and binding obligations of the Issuer and the Guarantors (to the extent they are party thereto), enforceable against the Issuer and the Guarantors (to the extent they are party thereto) in accordance with their terms.

Each opinion in this letter that any particular contract constitutes a valid and binding agreement or is enforceable in accordance with its terms (each, an “enforceability opinion”) is subject to: (i) the effect of bankruptcy, insolvency, fraudulent conveyance and other similar laws and judicially developed doctrines in this area such as substantive consolidation and equitable subordination; (ii) the effect of general principles of equity; and (iii) other commonly recognized statutory and judicial constraints on enforceability including statutes of limitations. “General principles of equity” include but are not limited to: (A) principles limiting the availability of specific performance and injunctive relief; (B) principles which limit the availability of a remedy under certain circumstances where another remedy has been elected; (C) principles requiring reasonableness, good faith and fair dealing in the performance and enforcement of an agreement by the party seeking enforcement; (D) principles which may permit a party to cure a material failure to perform its obligations; and (E) principles affording equitable defenses such as waiver, laches and estoppel. It is possible that terms in a particular contract covered by our enforceability opinion may not prove enforceable for reasons other than those explicitly cited in this letter should an actual enforcement action be brought, but (subject to all the exceptions, qualifications, exclusions and other limitations contained in this letter) such unenforceability would not in our opinion prevent the party entitled to enforce that contract from realizing the principal benefits purported to be provided to that party by the terms in that contract which are covered by our enforceability opinion. In addition, none of the opinions or other advice contained in this letter covers or otherwise addresses any of the following types of provisions (or the enforceability thereof) which may be contained in the Transaction Documents: (i) provisions mandating contribution towards judgments or settlements among various parties; (ii) waivers of benefits and rights to the extent they cannot be waived under applicable law; (iii) provisions providing for liquidated damages, late charges and prepayment charges, in each case if deemed to constitute penalties; (iv) provisions which might require indemnification or contribution in violation of general principles of equity or public policy, including, without limitation, indemnification or contribution obligations which arise out of the failure to comply with applicable state or federal securities laws, rules or regulations; or (v) requirements in the Transaction Documents specifying that provisions thereof may only be waived in writing (these provisions may not be valid, binding or enforceable to the extent that an oral agreement or an implied agreement by trade practice or course of conduct has been created modifying any provision of such documents).

KIRKLAND & ELLIS LLP

October 30, 2023

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Our advice on every legal issue addressed in this opinion is based exclusively on the internal law of the State of New York, the General Corporation Law of the State of Delaware and the Delaware Limited Liability Company Act.

We do not find it necessary for the purposes of this opinion, and accordingly we do not purport to cover herein, the application of the securities or “Blue Sky” laws of the various states to the issuance of the Securities.

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 that the Registration Statement becomes effective under the Act, and we assume no obligation to revise or supplement this opinion should the present laws of the State of New York, the General Corporation Law of the State of Delaware or the Delaware Limited Liability Company Act be changed by legislative action, judicial decision or otherwise after the date hereof.

This opinion is furnished to you in connection with the filing of the Registration Statement and is not to be used, circulated, quoted or otherwise relied upon for any other purposes.

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 Commission thereunder.

Very truly yours,

/s/ Kirkland & Ellis LLP

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS LLP

October 30, 2023

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EXHIBIT A

Guarantors

Delaware Guarantors:

Bresnan Broadband Holdings, LLC, a Delaware limited liability company
Bresnan Digital Services, 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
CC Fiberlink, LLC, a Delaware limited liability company
CC VI Fiberlink, LLC, a Delaware limited liability company
CC VII Fiberlink, LLC, a Delaware limited liability company
CCO Fiberlink, LLC, a Delaware limited liability company
CCO Holdings Capital Corp., a Delaware corporation
CCO Holdings, LLC, a Delaware limited liability company
CCO NR Holdings, LLC, a Delaware limited liability company
Charter Advanced Services (MO), LLC, a Delaware limited liability company
Charter Communications ASC, LLC, a Delaware limited liability company
Charter Communications Operating, LLC, a Delaware limited liability company
Charter Communications Operating Capital Corp., a Delaware corporation
Charter Communications SSC, LLC, a Delaware limited liability company
Charter Communications VI, L.L.C., 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 – Tennessee, 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 OR-CCVII, LLC, a Delaware limited liability company

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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
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Charter Leasing Holding Company, LLC, a Delaware limited liability company
Charter Procurement Leasing, LLC, a Delaware limited liability company
DukeNet Communications, LLC, a Delaware limited liability company
Innovar Media LLC, a Delaware limited liability company
Marcus Cable Associates, L.L.C., a Delaware limited liability company
Spectrum Advanced Services, LLC, a Delaware limited liability company
Spectrum Fiberlink Florida, LLC, a Delaware limited liability company
Spectrum Gulf Coast, LLC, a Delaware limited liability company
Spectrum Mid-America, LLC, a Delaware limited liability company
Spectrum Mobile Equipment, LLC, a Delaware limited liability company
Spectrum Mobile, LLC, a Delaware limited liability company
Spectrum New York Metro, LLC, a Delaware limited liability company
Spectrum NLP, LLC, a Delaware limited liability company
Spectrum Northeast, LLC, a Delaware limited liability company
Spectrum Oceanic, LLC, a Delaware limited liability company
Spectrum Originals Development, LLC, a Delaware limited liability company
Spectrum Originals, LLC, a Delaware limited liability company
Spectrum Pacific West, LLC, a Delaware limited liability company
Spectrum Reach, LLC, a Delaware limited liability company
Spectrum RSN, LLC, a Delaware limited liability company
Spectrum SN, LLC, a Delaware limited liability company
Spectrum Southeast, LLC, a Delaware limited liability company
Spectrum SportsNet LLC, a Delaware limited liability company
Spectrum Sunshine State, LLC, a Delaware limited liability company
Spectrum TV Essentials, LLC, a Delaware limited liability company
Spectrum Wireless Holdings, LLC, a Delaware limited liability company
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
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

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October 30, 2023

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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, LLC, a Delaware limited liability company
TWC Administration LLC, a Delaware limited liability company
TWC Communications, LLC, a Delaware limited liability company
TWC IP Enabled Services, LLC, a Delaware limited liability company
TWC SEE Holdco LLC, a Delaware limited liability company
TWCIS 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

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 January 26, 2023, with respect to the consolidated financial statements of Charter Communications, Inc., and the effectiveness of internal control over financial reporting, incorporated herein by reference and to the reference to our firm under the heading "Experts" in the prospectus.

/s/ KPMG LLP

St. Louis, Missouri
October 26, 2023

Consent of Independent Registered Public Accounting Firm

The Manager and the Member of
CCO Holdings, LLC and CCO Holdings Capital Corp.:

We consent to the use of our report dated January 26, 2023, with respect to the consolidated financial statements of CCO Holdings, LLC, incorporated herein by reference and to the reference to our firm under the heading “Experts” in the prospectus.

/s/ KPMG LLP

St. Louis, Missouri
October 26, 2023

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.)
333 South Hope Street Suite 2525 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.)
400 Washington Blvd. Stamford, Connecticut (Address of principal executive offices)	06902 (Zip code)

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.)
400 Washington Blvd. Stamford, Connecticut (Address of principal executive offices)	06902 (Zip code)

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.)
400 Washington Blvd. Stamford, Connecticut (Address of principal executive offices)	06902 (Zip code)

Table of Additional Registrants

<u>Exact Name of Registrant</u>	<u>Jurisdiction of Incorporation or Organization</u>	<u>I.R.S. Employer Identification Number</u>
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 Digital Services, LLC	Delaware	38-3833973
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
CC Fiberlink, LLC	Delaware	43-1928509
CC VI Fiberlink, LLC	Delaware	20-0310684
CC VII Fiberlink, LLC	Delaware	20-0310704
CCO Fiberlink, LLC	Delaware	20-0310854
CCO NR Holdings, LLC	Delaware	86-1067241
Charter Advanced Services (MO), LLC	Delaware	32-0400433
Charter Communications ASC, LLC	Delaware	93-4070587
Charter Communications SSC, LLC	Delaware	93-4084052
Charter Communications, LLC	Delaware	43-1659860
Charter Communications VI, L.L.C.	Delaware	43-1854208

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 – Tennessee, LLC	Delaware	20-0193707
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 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 IP Enabled Services, LLC	Delaware	92-3313105

Charter Leasing Holding Company, LLC	Delaware	47-4669203
Charter Procurement Leasing, LLC	Delaware	47-4657690
DukeNet Communications, LLC	Delaware	27-2985707
Innovar Media LLC	Delaware	46-5437739
Marcus Cable Associates, L.L.C.	Delaware	75-2775560
Spectrum Advanced Services, LLC	Delaware	26-0354307
Spectrum Fiberlink Florida, LLC	Delaware	84-4375530
Spectrum Gulf Coast, LLC	Delaware	45-4608769
Spectrum Mid-America, LLC	Delaware	45-4593320
Spectrum Mobile Equipment, LLC	Delaware	82-3887201
Spectrum Mobile, LLC	Delaware	82-2492552
Spectrum New York Metro, LLC	Delaware	45-4593291
Spectrum NLP, LLC	Delaware	45-1560311
Spectrum Northeast, LLC	Delaware	45-4593341
Spectrum Oceanic, LLC	Delaware	45-4593273
Spectrum Originals Development, LLC	Delaware	83-1623014
Spectrum Originals, LLC	Delaware	82-3414467
Spectrum Pacific West, LLC	Delaware	45-4593361
Spectrum Reach, LLC	Delaware	27-4633156
Spectrum RSN, LLC	Delaware	83-1611206
Spectrum SN, LLC	Delaware	93-1943164
Spectrum Southeast, LLC	Delaware	45-4608839
Spectrum SportsNet, LLC	Delaware	93-1958585
Spectrum Sunshine State, LLC	Delaware	02-0636401
Spectrum TV Essentials, LLC	Delaware	83-4704194
Spectrum Wireless Holdings, LLC	Delaware	83-1856732

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

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, LLC	Delaware	81-2545593
TWC Administration LLC	Delaware	90-0882471
TWC Communications, LLC	Delaware	35-2205910
TWC IP Enabled Services, LLC	Delaware	92-3326637
TWC SEE Holdco LLC	Delaware	20-5421447
TWCIS Holdco LLC	Delaware	27-3481972

400 Washington Blvd.
Stamford, Connecticut
(Address of principal executive offices)

06902
(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.

Name	Address
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").

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. 333-229762).
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 Houston, and State of Texas, on the 25th day of October, 2023.

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

By: /s/ April Bradley

Name: April Bradley

Title: Vice President

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.
of 333 South Hope Street, Suite 2525, Los Angeles, CA 90071

At the close of business June 30, 2023, published in accordance with Federal regulatory authority instructions.

	Dollar amounts in thousands
ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	7,759
Interest-bearing balances	477,398
Securities:	
Held-to-maturity securities	0
Available-for-sale debt securities	1,042
Equity securities with readily determinable fair values not held for trading	0
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	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	
Premises and fixed assets (including capitalized leases)	12,825
Other real estate owned	0
Investments in unconsolidated subsidiaries and associated companies	0
Direct and indirect investments in real estate ventures	0
Intangible assets	856,313
Other assets	111,444
Total assets	\$ 1,466,781

LIABILITIES

Deposits:	
In domestic offices	1,366
Noninterest-bearing	1,366
Interest-bearing	0
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices	0
Securities sold under agreements to repurchase	0
Trading liabilities	0
Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	
Not applicable	0
Not applicable	
Subordinated notes and debentures	0
Other liabilities	256,455
Total liabilities	257,821
Not applicable	

EQUITY CAPITAL

Perpetual preferred stock and related surplus	0
Common stock	1,000
Surplus (exclude all surplus related to preferred stock)	326,030
Not available	
Retained earnings	881,933
Accumulated other comprehensive income	-3
Other equity capital components	0
Not available	
Total bank equity capital	1,208,960
Noncontrolling (minority) interests in consolidated subsidiaries	0
Total equity capital	1,208,960
Total liabilities and equity capital	<u>1,466,781</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)
Loretta A. Lundberg, Managing Director) Directors (Trustees)
Jon M. Pocchia, Managing 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.)
333 South Hope Street Suite 2525 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.)
400 Washington Blvd. Stamford, Connecticut (Address of principal executive offices)	06902 (Zip code)

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.)
400 Washington Blvd. Stamford, Connecticut (Address of principal executive offices)	06902 (Zip code)

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.)
400 Washington Blvd. Stamford, Connecticut (Address of principal executive offices)	06902 (Zip code)

Table of Additional Registrants

<u>Exact Name of Registrant</u>	<u>Jurisdiction of Incorporation or Organization</u>	<u>I.R.S. Employer Identification Number</u>
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 Digital Services, LLC	Delaware	38-3833973
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
CC Fiberlink, LLC	Delaware	43-1928509
CC VI Fiberlink, LLC	Delaware	20-0310684
CC VII Fiberlink, LLC	Delaware	20-0310704
CCO Fiberlink, LLC	Delaware	20-0310854
CCO NR Holdings, LLC	Delaware	86-1067241
Charter Advanced Services (MO), LLC	Delaware	32-0400433
Charter Communications ASC, LLC	Delaware	93-4070587
Charter Communications SSC, LLC	Delaware	93-4084052
Charter Communications, LLC	Delaware	43-1659860
Charter Communications VI, L.L.C.	Delaware	43-1854208

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 – Tennessee, LLC	Delaware	20-0193707
Charter Fiberlink CA-CCO, LLC	Delaware	43-1943040
Charter Fiberlink CC VIII, LLC	Delaware	43-1793439
Charter Fiberlink CCO, LLC	Delaware	43-1876029
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Charter Fiberlink MA-CCO, LLC	Delaware	20-0258357
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Charter Fiberlink OR-CCVII, LLC	Delaware	20-0474232
Charter Fiberlink SC-CCO, LLC	Delaware	43-1943037
Charter Fiberlink TX-CCO, LLC	Delaware	43-1943038
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Charter Fiberlink VT-CCO, LLC	Delaware	20-0258644
Charter Fiberlink WA-CCVII, LLC	Delaware	20-0474261
Charter IP Enabled Services, LLC	Delaware	92-3313105

Charter Leasing Holding Company, LLC	Delaware	47-4669203
Charter Procurement Leasing, LLC	Delaware	47-4657690
DukeNet Communications, LLC	Delaware	27-2985707
Innovar Media LLC	Delaware	46-5437739
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Spectrum SN, LLC	Delaware	93-1943164
Spectrum Southeast, LLC	Delaware	45-4608839
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Spectrum TV Essentials, LLC	Delaware	83-4704194
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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

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, LLC	Delaware	81-2545593
TWC Administration LLC	Delaware	90-0882471
TWC Communications, LLC	Delaware	35-2205910
TWC IP Enabled Services, LLC	Delaware	92-3326637
TWC SEE Holdco LLC	Delaware	20-5421447
TWCIS Holdco LLC	Delaware	27-3481972

400 Washington Blvd.
Stamford, Connecticut
(Address of principal executive offices)

06902
(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.

Name	Address
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").

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. 333-229762).
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 Houston, and State of Texas, on the 25th day of October, 2023.

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

By: /s/ April Bradley

Name: April Bradley

Title: Vice President

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.
of 333 South Hope Street, Suite 2525, Los Angeles, CA 90071

At the close of business June 30, 2023, published in accordance with Federal regulatory authority instructions.

	Dollar amounts in thousands
ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	7,759
Interest-bearing balances	477,398
Securities:	
Held-to-maturity securities	0
Available-for-sale debt securities	1,042
Equity securities with readily determinable fair values not held for trading	0
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	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	
Premises and fixed assets (including capitalized leases)	12,825
Other real estate owned	0
Investments in unconsolidated subsidiaries and associated companies	0
Direct and indirect investments in real estate ventures	0
Intangible assets	856,313
Other assets	111,444
Total assets	<u>\$ 1,466,781</u>

LIABILITIES

Deposits:	
In domestic offices	1,366
Noninterest-bearing	1,366
Interest-bearing	0
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices	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	256,455
Total liabilities	257,821
Not applicable	

EQUITY CAPITAL

Perpetual preferred stock and related surplus	0
Common stock	1,000
Surplus (exclude all surplus related to preferred stock)	326,030
Not available	
Retained earnings	881,933
Accumulated other comprehensive income	-3
Other equity capital components	0
Not available	
Total bank equity capital	1,208,960
Noncontrolling (minority) interests in consolidated subsidiaries	0
Total equity capital	1,208,960
Total liabilities and equity capital	<u>1,466,781</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)
Loretta A. Lundberg, Managing Director) Directors (Trustees)
Jon M. Pocchia, Managing Director)

Calculation of Filing Fee Tables
Form S-3 ASR
 (Form Type)
Charter Communications, Inc.
Charter Communications Operating, LLC
Charter Communications Operating Capital Corp.
CCO Holdings, LLC
CCO Holdings Capital Corp.
Additional Registrant Guarantors

(Exact Name of Each Registrant as Specified in its Charter)

Table 1: Newly Registered and Carry Forward Securities

	Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee	Carry Forward Form Type	Carry Forward File Number	Carry Forward Initial Effective Date	Filing Fee Previously Paid In Connection with Unsold Securities to be Carried Forward
Newly Registered Securities												
Fees to be Paid	Debt	Debt Securities	Rule 456(b) and Rule 457(r)	(1)	(1)	(1)	(2)	(2)				
Fees Previously Paid	-	-	-	-	-	-	-	-				
Carry Forward Securities												
Carry Forward Securities	-	-	-	-		-			-	-	-	-
	Total Offering Amounts					-		-				
	Total Fees Previously Paid							-				
	Total Fee Offsets							-				
	Net Fee Due							-				

- (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. The debt securities registered include any guarantees from the registrants.
- (2) Each registrant is relying on Rules 456(b) and 457(r) under the Securities Act, to defer payment of the entire registration fee. In connection with the securities offered hereby, the registrants will pay “pay-as-you-go registration fees” in accordance with Rule 456(b) under the Securities Act. The registrant will calculate the registration fee applicable to an offer of securities pursuant to this registration statement based on the fee rate in effect on the date of such fee payment.