SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

AMENDMENT NO. 1
TO
FORM 8-K

Current Report

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 18, 2016

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

Delaware
Delaware
(State or other jurisdiction of incorporation or organization)

001-33664	**84-1496755**
333-112593	**86-1067239**
(Commission File Number)	*(I.R.S. Employer Identification Number)*

400 Atlantic Street
Stamford, Connecticut 06901
(Address of principal executive offices including zip code)

(203) 905-7801
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

o Written communications pursuant Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 2.01. COMPLETION OF ACQUISITION OR DISPOSITION OF ASSETS.

On May 18, 2016, Charter Communications, Inc. ("Charter") filed a Current Report on Form 8-K reporting that on May 18, 2016 Charter closed on the transactions with Time Warner Cable Inc. ("TWC"), Advance/Newhouse Partnership (former parent company of Bright House Networks, LLC ("Bright House")) and Liberty Broadband Corporation ("Liberty") in which they acquired TWC and Bright House (the "Transactions").

This Amendment No. 1 to Form 8-K amends the Form 8-K Charter filed on May 18, 2016 to include Bright House's condensed consolidated financial statements as of and for the three months ended March 31, 2016, as required by Item 9.01(a) of Form 8-K, and the unaudited pro forma condensed consolidated financial information related to the acquisition of TWC and Bright House, as required by Item 9.01(b) of Form 8-K.

On April 7, 2016, Charter filed a Current Report on Form 8-K to include the consolidated audited financial statements of Bright House Networks, LLC and its subsidiaries as of December 31, 2015 and 2014 and for the years ended December 31, 2015, 2014 and 2013, as required by Item 9.01(a) of Form 8-K and which are hereby incorporated by reference in this current report.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

Exhibit Number	Description
99.1 *	Unaudited Pro Forma Consolidated Financial Statements.
99.2 *	Condensed Consolidated Financial Statements of Bright House Networks, LLC and Subsidiaries as of March 31, 2016 and for the three months ended March 31, 2016 and 2015.

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* filed herewith

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

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

Risks Related to the recently completed Transactions

- our ability to achieve the synergies and value creation contemplated by the Transactions;
- our ability to promptly, efficiently and effectively integrate acquired operations;
- managing a significantly larger company than before the completion of the Transactions;
- diversion of management time on issues related to the integration of the Transactions;
- changes in Legacy Charter, Legacy TWC or Legacy Bright House operations' businesses, future cash requirements, capital requirements, results of operations, revenues, financial condition and/or cash flows;
- disruption in our business relationships as a result of the Transactions;
- the increase in indebtedness as a result of the Transactions, which will increase interest expense and may decrease our operating flexibility;
- operating costs and business disruption that may be greater than expected;
- the ability to retain and hire key personnel and maintain relationships with providers or other business partners; and
- costs, disruptions and possible limitations on operating flexibility related to regulatory conditions applicable to us as a result of the Transactions.

Risks Related to Our Business

- our ability to sustain and grow revenues and cash flow from operations by offering video, Internet, voice, advertising and other services to residential and commercial customers, to adequately meet the customer experience demands in our markets and to maintain and grow our customer base, particularly in the face of increasingly aggressive competition, the need for innovation and the related capital expenditures;
- the impact of competition from other market participants, including but not limited to incumbent telephone companies, direct broadcast satellite operators, wireless broadband and telephone providers, digital subscriber line (“DSL”) providers, fiber to the home providers, video provided over the Internet and providers of advertising over the Internet;
- general business conditions, economic uncertainty or downturn, unemployment levels and the level of activity in the housing sector;
- our ability to obtain programming at reasonable prices or to raise prices to offset, in whole or in part, the effects of higher programming costs (including retransmission consents);
- our ability to develop and deploy new products and technologies including our cloud-based user interface, Spectrum Guide®, and downloadable security for set-top boxes, and any other cloud-based consumer services and service platforms;
- the effects of governmental regulation on our business or potential business combination transactions;
- any events that disrupt our networks, information systems or properties and impair our operating activities or our reputation;
- 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 Current Report.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, each of Charter Communications, Inc. and CCO Holdings, LLC has duly caused this Current Report to be signed on its behalf by the undersigned hereunto duly authorized.

CHARTER COMMUNICATIONS, INC.,
Registrant

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

CCO HOLDINGS, LLC,
Registrant

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

Date: July 29, 2016

EXHIBIT INDEX

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* filed herewith

EXHIBIT 99.1

UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS

The accompanying unaudited pro forma financial statements as of and for the three months ended March 31, 2016 and for the year ended December 31, 2015 are intended to reflect the impacts of the TWC Transaction, the Bright House Transaction and the Liberty Transaction on Charter's consolidated financial statements as if the TWC Transaction, Bright House Transaction and Liberty Transaction had occurred as of March 31, 2016 for the unaudited pro forma consolidated balance sheet and as of January 1, 2015 for the unaudited pro forma consolidated statements of operations. The accompanying unaudited pro forma financial statements present the pro forma consolidated financial position and results of operations of Charter based on the historical financial statements and accounting records of Charter, TWC and Bright House and the related pro forma adjustments as described in the accompanying notes. The pro forma adjustments are included only to the extent they are (i) directly attributable to the TWC Transaction, the Bright House Transaction and/or the Liberty Transaction, (ii) factually supportable and (iii) with respect to the statements of operations, expected to have a continuing impact on the combined results.

TWC Transaction

On May 18, 2016, the transactions contemplated by the Agreement and Plan of Mergers dated as of May 23, 2015 (the "Merger Agreement"), by and among Time Warner Cable Inc. ("Legacy TWC"), Charter Communications, Inc. prior to the closing of the Merger Agreement ("Legacy Charter"), CCH I, LLC, previously a wholly owned subsidiary of Legacy Charter ("New Charter") and certain other subsidiaries of New Charter were completed (the "TWC Transaction," and together with the Bright House Transaction described below, the "Transactions"). As a result of the TWC Transaction, New Charter became the new public parent company that holds the operations of the combined companies and was renamed Charter Communications, Inc. ("Charter").

Pursuant to the terms of the Merger Agreement, upon consummation of the TWC Transaction, each outstanding share of Legacy TWC common stock (other than Legacy TWC common stock held by Liberty Broadband Corporation ("Liberty Broadband") and Liberty Interactive Corporation ("Liberty Interactive" and, collectively, the "Liberty Parties")), was converted into the right to receive, at the option of each such holder of Legacy TWC common stock, either (a) $100 in cash and Charter Class A common stock equivalent to 0.5409 shares of Legacy Charter Class A common stock (the "Option A Consideration") or (b) $115 in cash and Charter Class A common stock equivalent to 0.4562 shares of Legacy Charter Class A common stock (the "Option B Consideration"). The actual number of shares of Charter Class A common stock that Legacy TWC stockholders received, excluding the Liberty Parties, was calculated by multiplying the exchange ratios of 0.5409 or 0.4562 specified above by 0.9042 (the "Parent Merger Exchange Ratio"), which was also the exchange ratio that was used to determine the number of shares of Charter Class A common stock that Legacy Charter stockholders received per share of Legacy Charter Class A common stock. Such exchange ratio did not impact the aggregate value represented by the shares of Charter Class A common stock issued in the TWC Transaction; however, it did impact the actual number of shares issued in the TWC Transaction. Such impact is reflected in the weighted average common shares outstanding included in the accompanying unaudited pro forma consolidated statements of operations.

Out of approximately 277 million shares of TWC common stock outstanding at the closing of the TWC Transaction, excluding TWC common stock held by the Liberty Parties, approximately 274 million shares were converted into the right to receive the Option A Consideration and approximately 3 million shares were converted into the right to receive the Option B Consideration. The Liberty Parties received approximately one share of Charter Class A common stock for each share of Legacy TWC common stock they owned (equivalent to 1.106 shares of Legacy Charter Class A common stock multiplied by the Parent Merger Exchange Ratio).

As of the date of acquisition, the total value of the TWC Transaction was approximately $85 billion, including cash, equity and Legacy TWC assumed debt. The purchase price also includes an estimated pre-combination vesting period fair value of $514 million for Legacy TWC equity awards converted into Charter awards upon closing of the TWC Transaction ("Converted TWC Awards") and $69 million of cash paid to former Legacy TWC employees and non-employee directors who held equity awards, whether vested or not vested.

Bright House Transaction

Also on May 18, 2016, Legacy Charter and Advance/Newhouse Partnership ("A/N"), the former parent of Bright House Networks, LLC ("Legacy Bright House"), completed their previously announced transaction, pursuant to a definitive Contribution Agreement (the "Contribution Agreement"), under which Charter acquired Bright House (the "Bright House Transaction"). Pursuant to the Bright House Transaction, Charter became the owner of the membership interests in Bright House and the other assets primarily related to Bright House (other than certain excluded assets and liabilities and non-operating cash). As of the date of acquisition, the purchase price totaled approximately $12.2 billion consisting of (a) $2 billion in cash, (b) 25 million convertible preferred units of Charter Holdings with a face amount of $2.5 billion that pay a 6% annual preferential dividend, (c) approximately 31.0

million common units of Charter Holdings that are exchangeable into Charter Class A common stock on a one-for-one basis and (d) one share of Charter Class B common stock.

Liberty Transactions and Committed Financing

In connection with the TWC Transaction, Legacy Charter and Liberty Broadband completed their previously announced transactions pursuant to their investment agreement, in which Liberty Broadband purchased for cash approximately 22.0 million shares of Charter Class A common stock valued at $4.3 billion at the closing of the TWC Transaction to partially finance the cash portion of the TWC Transaction consideration, and in connection with the Bright House Transaction, Liberty Broadband purchased approximately 3.7 million shares of Charter Class A common stock valued at $700 million at the closing of the Bright House Transaction (the "Liberty Transaction").

Charter partially financed the cash portion of the purchase price of the Transactions with additional indebtedness and cash on hand. In 2015, Charter issued $15.5 billion aggregate principal amount of CCO Safari II, LLC senior secured notes, $3.8 billion aggregate principal amount of CCO Safari III, LLC senior secured bank loans and $2.5 billion aggregate principal amount of CCOH Safari, LLC senior unsecured notes. The net proceeds were initially deposited into escrow accounts. Upon closing of the TWC Transaction, the proceeds were released from escrow and the CCOH Safari, LLC notes became obligations of CCO Holdings, LLC and CCO Holdings Capital Corp. and the CCO Safari II, LLC notes and CCO Safari III, LLC credit facilities became obligations of Charter Communications Operating, LLC and Charter Communications Operating Capital Corp. CCOH Safari, LLC merged into CCO Holdings, LLC and CCO Safari II, LLC and CCO Safari III, LLC merged into Charter Operating Operating, LLC.

Charter Operating replaced its existing revolving facility with a new $3.0 billion senior secured revolving facility under Charter Operating’s Amended and Restated Credit Agreement dated May 18, 2016. In connection with the closing of the Bright House Transaction, Charter Operating closed on a $2.6 billion aggregate principal amount term loan A facility ("Term Loan A") pursuant to the terms of the Charter Operating credit agreement. Pricing on Term Loan A was set at LIBOR plus 2%. The Term Loan A was used to prepay and terminate Charter Operating's existing Term A-1 Loans and to pay $2.0 billion for the purchase of Bright House.

Basis of Presentation

The unaudited pro forma financial statements are based on (i) the unaudited consolidated financial statements of Charter Communications, Inc. and its subsidiaries as of and for the three months ended March 31, 2016 contained in Legacy Charter’s Quarterly Report on Form 10-Q filed with the SEC on April 28, 2016, (ii) the unaudited consolidated financial statements of Time Warner Cable Inc. as of and for the three months ended March 31, 2016 contained in Legacy TWC’s Quarterly Report on Form 10-Q filed with the SEC on April 28, 2016, (iii) the condensed consolidated unaudited financial statements of Bright House Networks, LLC and its subsidiaries as of and for the three month period ended March 31, 2016 contained in this Current Report on Form 8-K, (iv) the audited consolidated financial statements of Charter Communications, Inc. and its subsidiaries as of and for the year ended December 31, 2015 contained in Legacy Charter’s Annual Report on Form 10-K filed with the SEC on February 10, 2016, (v) the audited consolidated financial statements of Time Warner Cable Inc. as of and for the year ended December 31, 2015 contained in Legacy TWC’s Annual Report on Form 10-K filed with the SEC on February 12, 2016, and (vi) the consolidated audited financial statements of Bright House Networks, LLC and its subsidiaries as of and for the year ended December 31, 2015 contained in Legacy Charter's Current Report on Form 8-K filed with the SEC on April 7, 2016.

The Transactions were accounted for using the acquisition method of accounting with Charter as the accounting acquirer. The allocation of the purchase price is preliminary based on initial valuations and is subject to change based on finalization and review of such valuations. During the measurement period, we will continue to obtain information to assist in finalizing the fair value of net assets acquired, which may differ materially from the preliminary estimates. We will apply any measurement period adjustments, including any related impacts to net income (loss), in the reporting period in which the adjustments are determined.

The unaudited pro forma financial statements are provided for illustrative purposes only and are based on available information and assumptions that Charter believes are reasonable and do not purport to represent what the actual consolidated results of operations or the consolidated financial position of Charter would have been had the Transactions occurred on the dates indicated, nor are they necessarily indicative of future consolidated results of operations or consolidated financial position. The actual financial position and results of operations will differ, perhaps significantly, from the pro forma amounts reflected herein due to a variety of factors, including access to additional information, changes in value not currently identified and changes in operating results following the date of the pro forma financial statements.

Items Not Adjusted in the Unaudited Pro Forma Financial Information

The unaudited pro forma financial statements do not reflect all reclassifications or adjustments to conform the Legacy TWC or Legacy Bright House financial statement presentation or accounting policies to those adopted by Charter. At this time, Charter is not aware of any intercompany transactions that would have a material impact on the unaudited pro forma financial statements that are not reflected in the pro forma adjustments. Further review may identify additional intercompany transactions, reclassifications or differences between the accounting policies of the companies that, when conformed, could have a material impact on the unaudited pro forma financial statements of the combined company.

The unaudited pro forma financial statements do not include any adjustment for liabilities or related costs that may result from integration activities, since management has not completed the process of making these assessments. Significant liabilities and related costs may ultimately be recorded for employee severance or relocation, costs of vacating some facilities and costs associated with other exit and integration activities. The unaudited pro forma statements of operations do not include any revenue or expense synergies or dis-synergies resulting from the Transactions, including programming costs or shared functions and other administrative and overhead allocations, as these adjustments are not factually supportable. The unaudited pro forma statements of operations also do not include an estimated $320 million and $30 million of non-recurring costs incurred directly attributable to the TWC Transaction and the Bright House Transaction, respectively, such as escrow interest to be incurred subsequent to the balance sheet date, investment banking fees and legal fees.

Charter continues to review the synergies of the combined businesses which may result in a plan to reorganize certain of TWC’s, Bright House’s or Charter’s products, network, service operations and organizational structure. The costs of implementing such a plan, if it were to occur, and any resulting future changes in revenue or cost savings have not been reflected in the unaudited pro forma financial statements.

In connection with the Bright House Transaction, Charter and A/N entered into a tax receivable agreement which applies to an exchange or sale of the Charter Holdings common and convertible preferred units between the parties. The tax receivable agreement provides for a payment by Charter to A/N of 50% of the tax benefit when realized by Charter from the step-up in tax basis resulting from the future exchange or sale. Charter has not recorded a pro forma adjustment for this contingent consideration obligation in the preliminary purchase price allocation as it is impractical to estimate its fair value since the tax benefit is dependent on uncertain future events that are outside Charter’s control. A future exchange or sale is not based on a fixed and determinable date and the exchange or sale is not certain to occur. If and when an exchange or sale occurs in the future, the undiscounted value of the obligation is estimated to be in the range of zero to $2 billion depending on measurement of the tax step-up in the future and Charter’s ability to realize the tax benefit in the subsequent periods following the exchange or sale.

The unaudited pro forma financial statements do not reflect adjustments related to the impact of the termination of the transactions Legacy Charter entered into with Comcast Corporation in April 2014 as such adjustments are not directly related to the Transactions or Liberty Transaction. The transactions Legacy Charter entered into with Comcast were terminated in April 2015 and the CCOH Safari, LLC notes and CCO Safari, LLC Term G Loans were subsequently repaid in April 2015. The unaudited pro forma consolidated statements of operations are not adjusted to eliminate approximately $112 million of interest expense associated with the escrowed debt for the year ended December 31, 2015. The unaudited pro forma consolidated statements of operations are also not adjusted to eliminate approximately $16 million of transaction costs incurred by Legacy Charter and $37 million of transaction costs incurred by Legacy TWC directly related to the transactions with Comcast for the year ended December 31, 2015.

CHARTER COMMUNICATIONS, INC. AND SUBSIDIARIES
UNAUDITED PRO FORMA CONSOLIDATED BALANCE SHEET
AS OF MARCH 31, 2016
(IN MILLIONS)

	Charter Historical	TWC	TWC Pro Forma Adjustments		Charter Pro Forma	Bright House	Bright House Pro Forma Adjustments		Charter Pro Forma As Adjusted
ASSETS									
CURRENT ASSETS:									
Cash and cash equivalents	$ 1,278	$ 1,297	$ (1,195)	1a	$ 1,380	$ 163	$ (163)	2a	$ 1,380
Accounts receivable, net	253	846	—		1,099	143	—		1,242
Prepaid expenses and other current assets	81	476	(2)	1a	555	34	—		589
Total current assets	1,612	2,619	(1,197)		3,034	340	(163)		3,211
RESTRICTED CASH AND CASH EQUIVALENTS	22,313	—	(22,313)	1e	—	—	—		—
INVESTMENT IN CABLE PROPERTIES:									
Property, plant and equipment, net	8,294	17,276	4,298	1b	29,868	2,182	1,084	2b	33,134
Franchises	6,006	26,014	27,381	1b	59,401	802	6,042	2b	66,245
Customer relationships, net	800	221	13,479	1b	14,500	—	2,040	2b	16,540
Goodwill	1,168	3,140	25,122	1b	29,430	13	166	2b	29,609
Total investment in cable properties, net	16,268	46,651	70,280		133,199	2,997	9,332		145,528
OTHER NONCURRENT ASSETS	331	481	649	1c	1,461	79	15	2c	1,555
Total assets	$ 40,524	$ 49,751	$ 47,419		$ 137,694	$ 3,416	$ 9,184		$ 150,294
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)									
CURRENT LIABILITIES:									
Accounts payable and accrued liabilities	$ 1,925	$ 3,848	$ 6	1d	$ 5,779	$ 403	$ —		$ 6,182
Current portion of long-term debt	—	5	(5)	1d	—	43	(43)	2d	—
Total current liabilities	1,925	3,853	1		5,779	446	(43)		6,182
LONG-TERM DEBT	37,124	22,487	2,775	1e	62,386	129	1,223	2e	63,738
DEFERRED INCOME TAXES	1,618	12,991	11,833	1f	26,442	—	—	2f	26,442
OTHER LONG-TERM LIABILITIES	76	1,059	2,179	1g	3,314	455	(436)	2g	3,333
SHAREHOLDERS' EQUITY (DEFICIT)									
Controlling interest	(219)	9,357	30,633	1h	39,771	2,386	(1,716)	2i	40,441
Noncontrolling interests	—	4	(2)	1i	2	—	10,156	2h	10,158
Total shareholders' equity (deficit)	(219)	9,361	30,631		39,773	2,386	8,440		50,599
Total liabilities and shareholders' equity (deficit)	$ 40,524	$ 49,751	$ 47,419		$ 137,694	$ 3,416	$ 9,184		$ 150,294

CHARTER COMMUNICATIONS, INC. AND SUBSIDIARIES
UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF OPERATIONS
THREE MONTHS ENDED MARCH 31, 2016
(DOLLARS IN MILLIONS, EXCEPT SHARE DATA)

	Charter Historical	TWC	TWC Pro Forma Adjustments		Charter Pro Forma	Bright House	Bright House Pro Forma Adjustments		Charter Pro Forma As Adjusted
REVENUES	$ 2,530	$ 6,191	$ 45	3a	$ 8,766	$ 1,015	$ (18)	4a	$ 9,763
COSTS AND EXPENSES:									
Operating costs and expenses (exclusive of items shown separately below)	1,671	4,032	64	3a	5,767	685	(56)	4a	6,396
Depreciation and amortization	539	974	452	3b	1,965	112	88	4b	2,165
Other operating (income) expenses, net	18	40	(46)	3c	12	(1)	2	4c	13
	2,228	5,046	470		7,744	796	34		8,574
Income from operations	302	1,145	(425)		1,022	219	(52)		1,189
OTHER INCOME (EXPENSES):									
Interest expense, net	(454)	(350)	105	3d	(699)	(5)	(4)	4d	(708)
Loss on financial instruments, net	(5)	—	—		(5)	—	—		(5)
Other income (expenses), net	(3)	11	—		8	—	—		8
	(462)	(339)	105		(696)	(5)	(4)		(705)
Income (loss) before taxes	(160)	806	(320)		326	214	(56)		484
Income tax benefit (expense)	(28)	(312)	213	3e	(127)	—	(29)	4e	(156)
Consolidated net income (loss)	(188)	494	(107)		199	214	(85)		328
Less: Net income attributable to noncontrolling interests	—	—	—		—	—	(83)	4f	(83)
Net income (loss) attributable to Charter shareholders before non-recurring charges directly attributable to the Transactions	$ (188)	$ 494	$ (107)		$ 199	$ 214	$ (168)		$ 245
EARNINGS (LOSS) PER COMMON SHARE:									
Basic	$ (1.68)				$ 0.75				$ 0.91
Diluted	$ (1.68)				$ 0.74				$ 0.90
Weighted average common shares outstanding, basic	112,311,539		154,201,826	3f	266,513,365		3,658,600	4g	270,171,965
Weighted average common shares outstanding, diluted	112,311,539		157,475,812	3f	269,787,351		3,658,600	4g	273,445,951

CHARTER COMMUNICATIONS, INC. AND SUBSIDIARIES
UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF OPERATIONS
YEAR ENDED DECEMBER 31, 2015
(DOLLARS IN MILLIONS, EXCEPT SHARE DATA)

	Charter Historical	TWC	TWC Pro Forma Adjustments	Charter Pro Forma	Bright House	Bright House Pro Forma Adjustments	Charter Pro Forma As Adjusted
REVENUES	$ 9,754	$ 23,697	$ 183 [3a]	$ 33,634	$ 3,923	$ (84) [4a]	$ 37,473
COSTS AND EXPENSES:							
Operating costs and expenses (exclusive of items shown separately below)	6,426	15,559	313 [3a]	22,298	2,655	(238) [4a]	24,715
Depreciation and amortization	2,125	3,696	2,220 [3b]	8,041	459	378 [4b]	8,878
Other operating (income) expenses, net	89	203	(251) [3c]	41	(25)	(2) [4c]	14
	8,640	19,458	2,282	30,380	3,089	138	33,607
Income from operations	1,114	4,239	(2,099)	3,254	834	(222)	3,866
OTHER INCOME (EXPENSES):							
Interest expense, net	(1,306)	(1,401)	(224) [3d]	(2,931)	(33)	(4) [4d]	(2,968)
Loss on extinguishment of debt	(128)	—	—	(128)	—	—	(128)
Loss on financial instruments, net	(4)	—	—	(4)	—	—	(4)
Other income (expenses), net	(7)	150	—	143	1	—	144
	(1,445)	(1,251)	(224)	(2,920)	(32)	(4)	(2,956)
Income (loss) before taxes	(331)	2,988	(2,323)	334	802	(226)	910
Income tax benefit (expense)	60	(1,144)	954 [3e]	(130)	—	(136) [4e]	(266)
Consolidated net income (loss)	(271)	1,844	(1,369)	204	802	(362)	644
Less: Net income attributable to noncontrolling interests	—	—	—	—	—	(226) [4f]	(226)
Net income (loss) attributable to Charter shareholders before non-recurring charges directly attributable to the Transactions	$ (271)	$ 1,844	$ (1,369)	$ 204	$ 802	$ (588)	$ 418
EARNINGS (LOSS) PER COMMON SHARE:							
Basic	$ (2.43)			$ 0.77			$ 1.55
Diluted	$ (2.43)			$ 0.76			$ 1.53
Weighted average common shares outstanding, basic	111,869,771		154,201,826 [3f]	266,071,597		3,658,600 [4g]	269,730,197
Weighted average common shares outstanding, diluted	111,869,771		157,601,100 [3f]	269,470,871		3,658,600 [4g]	273,129,471

Notes to Unaudited Pro Forma Financial Statements

Note 1. TWC Transactions Pro Forma Balance Sheet Adjustments

The unaudited pro forma consolidated balance sheet has been adjusted to reflect the estimated fair values of the identifiable assets acquired and liabilities assumed in the TWC Transaction. As of the date of acquisition, the purchase price was approximately $60.5 billion for purposes of the unaudited pro forma financial statements and is calculated as follows.

Purchase Price (in millions, except per share data)

Shares of Charter Class A common stock issued (including the Liberty Parties) (in millions)		143.0
Charter Class A common stock closing price per share	$	224.91
Fair value of Charter Class A common stock issued	$	32,168
Cash paid to Legacy TWC stockholders (excluding the Liberty Parties)	$	27,766
Pre-combination vesting period fair value of Converted TWC Awards	$	514
Cash paid for Legacy TWC non-employee equity awards	$	69
Total purchase price	$	60,517

The table below presents a preliminary allocation of purchase price to the assets acquired and liabilities assumed as if the TWC Transaction had closed on March 31, 2016.

Preliminary Allocation of Purchase Price (in millions)

Current assets	$	2,617
Property, plant and equipment		21,574
Franchises		53,395
Customer relationships		13,700
Goodwill		28,262
Other noncurrent assets		1,117
Current liabilities		(3,854)
Assumed debt		(24,900)
Deferred income taxes		(28,152)
Other long-term liabilities		(3,238)
Noncontrolling interests		(4)
	$	60,517

The preliminary estimates are based upon currently available information. As such, additional assets and liabilities may be identified and reflected in the final purchase price allocation.

Upon finalization of the fair value assessment, Charter anticipates the finalized fair values of the net assets acquired will differ from the preliminary assessment outlined above. Generally, changes to the initial estimates of the fair value of the assets acquired and liabilities assumed will be recorded as adjustments to those assets and liabilities and residual amounts will be allocated to goodwill. If upon completion of the valuations, the fair values are 10% greater or less than the amounts included in the preliminary purchase price allocation above, such a change would not likely have a material impact on the financial position or results of operations of New Charter.

The following summarizes the pro forma balance sheet adjustments relating to the TWC Transaction.

(a) Adjustment of $1.3 billion to cash and cash equivalents represents the use of Legacy TWC's cash and cash equivalents to reduce the amount of debt issued to fund the TWC Transaction. No fair value adjustments are reflected in accounts receivable, net as it is estimated to be at fair value. The adjustment of $2 million to prepaid expenses and other current assets represents the elimination of Legacy TWC's current deferred financing fees related to its revolver.

(b) For purposes of the preliminary purchase price allocation, Charter utilized the cost approach as the primary method used to establish the fair value of Legacy TWC's property, plant and equipment. The cost approach considers the amount required to replace an asset by constructing or purchasing a new asset with similar utility, then adjusts the value in consideration of physical depreciation and functional and economic obsolescence as of the appraisal date. The fair values of Legacy TWC's franchises and customer relationships were valued using an income approach model based on the present value of the estimated discrete future cash flows attributable to each of the intangible assets identified assuming a discount rate. Goodwill represents the residual of the purchase price over the fair values of the identified assets acquired and liabilities assumed.

(c) Other noncurrent assets reflect the following adjustments (in millions).

Adjust Legacy TWC's equity investments and other noncurrent assets to estimated fair value	$	634
Deferred financing fees associated with increase in revolver capacity		15
	$	649

The estimated fair value of Legacy TWC's equity investments was based on either applying implied multiples to estimated cash flows or utilizing a discounted cash flow model. The implied multiples were estimated based on precedent transactions and comparable companies. The discounted cash flow model required estimating future cash flows of the investment and discounting those cash flows at an appropriate rate.

(d) Accounts payable and accrued liabilities reflect the following adjustments (in millions).

Adjust certain accrued liabilities to estimated fair value	$	43
Reclassification of Legacy TWC capital leases from current portion of long-term debt to conform to Charter's classification and adjusted to estimated fair value		5
Elimination of current deferred liabilities assumed to have no fair value as there are no associated payment obligations or substantive performance obligations		(42)
	$	6

(e) The Legacy TWC debt assumed was adjusted to fair value using quoted market values as of May 17, 2016. This adjustment resulted in an increase in long-term debt of $2.5 billion. The fair value adjustment to long-term debt is a result of quoted market values of Legacy TWC's debt being higher than the face amount of the related debt. The quoted market value of a debt instrument is higher than the face amount of the debt when the market interest rates are lower than the stated interest rate of the debt. In acquisition accounting, this results in the recognition of a debt premium that is amortized as a reduction to interest expense over the remaining life of the debt.

Long-term debt was also adjusted to reflect new debt raised to fund the TWC Transaction that was not already funded in escrow as restricted cash and cash equivalents as of March 31, 2016 offset by $70 million, which represents the reclassification of Legacy TWC's capital leases from long-term debt to other long-term liabilities to conform to Charter's classification.

The following table presents pro forma cash sources and uses as a result of the TWC Transaction.

Pro Forma Cash Sources and Uses (in millions)

Sources:		
Restricted cash and cash equivalents	$	22,313
Proceeds from issuance of long-term debt		621
Proceeds from issuance of Charter Class A common stock to Liberty Broadband		4,300
Legacy TWC cash and cash equivalents assumed		1,195
	$	28,429
Uses:		
Cash portion of purchase price	$	27,835
Advisor fees and other expenses directly related to the TWC Transaction		320
Deferred financing fees		274
	$	28,429

(f) Pro forma adjustments to deferred tax liabilities reflect the following (in millions):

Deferred tax liabilities from acquisition accounting adjustments	$ 15,161
Reduction in valuation allowance on Legacy Charter's preexisting deferred tax assets	(3,268)
Other deferred taxes recorded directly to equity	(60)
	$ 11,833

The TWC Transaction is assumed to be a non-taxable business combination for pro forma purposes. A pro forma adjustment was recorded for the deferred tax impact of acquisition accounting adjustments primarily related to property, plant and equipment, franchises, customer relationships and assumed Legacy TWC long-term debt. The incremental deferred tax liabilities of $15.2 billion were calculated based on the tax effect of an approximate $40.1 billion step-up in book basis of net assets of Legacy TWC excluding the amount attributable to goodwill. This deferred tax pro forma adjustment was determined by applying an estimated tax rate of 38%.

Charter performed a preliminary analysis of the valuation allowance recorded on Legacy Charter's preexisting deferred tax assets. Based on this analysis, certain of the deferred tax liabilities recognized in connection with the TWC Transaction will reverse and provide a source of future taxable income, resulting in a $3.3 billion reduction of substantially all of Legacy Charter's preexisting valuation allowance associated with its deferred tax assets. Such reduction in Legacy Charter's valuation allowance is reflected as a reduction to deferred tax liabilities in the pro forma balance sheet as a result of the TWC Transaction and was determined by applying an estimated tax rate of 38%. The impact of the reduction in the valuation allowance is not reflected in the unaudited pro forma consolidated statements of operations as it is non-recurring.

Other deferred taxes recorded directly to equity include $76 million of estimated tax benefit on advisor fees and other transaction expenses and a $16 million tax expense upon remeasuring Legacy Charter's deferred taxes due to estimated changes in apportionment factors related to state income taxes. The adjustment to Legacy Charter's deferred taxes as a result of the tax rate remeasurement is not reflected in the unaudited pro forma consolidated statements of operations as it is non-recurring.

Deferred taxes recognized in connection with the TWC Transaction reflect currently available information as well as estimates and assumptions made in accordance with the basis of presentation of the unaudited pro forma financial statements. The final deferred tax liability recognized in connection with the TWC Transaction could be significantly different.

(g) Other long-term liabilities reflect the following adjustments (in millions).

Out-of-market component of certain long-term contracts	$	1,585
Adjust certain other long-term liabilities at estimated fair value		823
Reclassification of Legacy TWC capital leases from long-term debt to conform to Charter's classification and adjusted to estimated fair value		86
Elimination of deferred liabilities assumed to have no fair value as there are no associated payment obligations or substantive performance obligations		(315)
	$	2,179

(h) Pro forma adjustments to controlling interest of shareholders' equity reflects the following (in millions).

Elimination of Legacy TWC's historical shareholders' equity	$	(9,357)
Exchange of Charter Class A common stock to Legacy TWC stockholders (including the Liberty Parties)		32,168
Issuance of Charter Class A common stock to Liberty Broadband		4,300
Reduction in valuation allowance on Legacy Charter's existing deferred tax assets (see Note 1(f))		3,268
Advisor fees and other expenses directly related to the TWC Transaction		(320)
Pre-combination vesting period fair value of Converted TWC Awards		514
Other deferred taxes recorded directly to equity (see Note 1(f))		60
	$	30,633

Advisor fees and other expenses directly related to the TWC Transaction of $320 million are not reflected in the unaudited pro forma statements of operations and consist primarily of investment banking fees, escrow interest to be incurred subsequent to the balance sheet date and legal fees.

As of the date of acquisition, Legacy TWC employee equity awards were converted into replacement equity awards with respect to Charter Class A common stock with a pre-combination vesting period fair value of $514 million. The fair value of the post-combination portion of the awards totaling $539 million will be amortized to stock compensation expense over the remaining vesting period of the awards.

(i) Represents the elimination of Charter's noncontrolling interest in a Legacy TWC subsidiary.

Note 2. Bright House Transactions Pro Forma Balance Sheet Adjustments

The unaudited pro forma consolidated balance sheet has been adjusted to reflect the estimated fair values of the identifiable assets acquired and liabilities assumed in the Bright House Transaction. As of the date of acquisition, the purchase price of Legacy Bright House was approximately $12.2 billion for purposes of the unaudited pro forma financial statements. The Bright House Transaction excludes certain assets and liabilities such as cash, marketable securities, pension-related assets and liabilities, and debt, among others. The table below presents the purchase price for pro forma purposes.

Purchase Price (in millions, except per share data)

Charter Holdings common units issued to A/N		31.0
Charter Class A common stock closing price per share	$	224.91
Estimated fair value of Charter Holdings common units issued to A/N based on Charter share price	$	6,971
Fair value of Charter Holdings convertible preferred units issued to A/N	$	3,163
Cash paid to A/N	$	2,022
Total purchase price	$	12,156

The table below presents the preliminary allocation of purchase price to the assets acquired and liabilities assumed for the Bright House cable systems as if the Bright House Transaction had closed on March 31, 2016.

Preliminary Allocation of Purchase Price (in millions)

Current assets	$	177
Property, plant and equipment		3,266
Franchises		6,844
Customer relationships		2,040
Goodwill		179
Other noncurrent assets		94
Current liabilities		(403)
Other long-term liabilities		(19)
Noncontrolling interests		(22)
	$	12,156

The preliminary estimates are based upon currently available information. As such, additional assets and liabilities may be identified and reflected in the final purchase price allocation.

Upon finalization of the fair value assessment, Charter anticipates the finalized fair values of the net assets acquired will differ from the preliminary assessment outlined above. Generally, changes to the initial estimates of the fair value of the assets acquired and liabilities assumed will be recorded as adjustments to those assets and liabilities and residual amounts will be allocated to goodwill. If upon completion of the valuations, the fair values are 10% greater or less than the amounts included in the preliminary purchase price allocation above, such a change would not likely have a material impact on the financial position or results of operations of Charter.

The following summarizes the pro forma balance sheet adjustments relating to the Bright House Transaction.

(a) Adjustment to current assets represents the elimination of cash and cash equivalents not assumed in the Bright House Transaction of $163 million. No fair value adjustments are reflected in accounts receivable, net or prepaid expenses and other current assets as carrying value is estimated to approximate fair value.

(b) For purposes of the preliminary purchase price allocation, Charter utilized the cost approach as the primary method used to establish the fair value of Legacy Bright House's property, plant and equipment. The cost approach considers the amount required to replace an asset by constructing or purchasing a new asset with similar utility, then adjusts the value in consideration of physical depreciation and functional and economic obsolescence as of the appraisal date. The fair values of Legacy Bright House's franchises and customer relationships were valued using an income approach model based on the present value of the estimated discrete future cash flows attributable to each of the intangible assets identified assuming a discount rate. Goodwill represents the residual of the purchase price over the fair values of the identified assets acquired and liabilities assumed.

(c) Adjustment to other noncurrent assets represents an increase of $16 million to adjust Legacy Bright House’s equity investments to fair value partially offset by the elimination of Legacy Bright House deferred financing fees of $1 million.

(d) Adjustment to current portion of long-term debt represents the elimination of Legacy Bright House’s current portion of long-term debt not assumed in the Bright House Transaction.

(e) Adjustment to long-term debt represents the elimination of Legacy Bright House's long-term debt not assumed in the Bright House Transaction of approximately $129 million and the issuance of new debt to partially fund the Bright House Transaction. The table below represents the following pro forma cash sources and uses as a result of the Bright House Transaction.

Pro Forma Cash Sources and Uses (in millions)

Sources:		
Proceeds from the issuance of long-term debt	$	2,000
Issuance of Charter Class A common stock to Liberty Broadband		700
	$	2,700
Uses:		
Cash portion of purchase price paid to A/N	$	2,022
Repayment of Charter Operating revolving credit facility		630
Advisor fees and other expenses directly related to the Bright House Transaction		30
Deferred financing fees		18
	$	2,700

(f) The Bright House Transaction is assumed to be a non-taxable business combination for pro forma purposes. No pro forma adjustment was recorded to net deferred tax liabilities directly attributable to the Bright House Transaction in the unaudited pro forma consolidated balance sheet. Charter's difference between book and tax basis in its investment in the Charter Holdings partnership, and underlying net assets, is not anticipated to change following A/N's contribution of the Legacy Bright House assets and liabilities. Charter will record net deferred tax liabilities related to its investment, and its underlying net assets, in Charter Holdings following the Bright House Transaction based on future differences that arise between book and tax.

(g) Represents the elimination of $406 million of pension and other benefits related to long-term liabilities not assumed and the elimination of $30 million of other long-term deferred liabilities assumed to have no fair value as there are no associated payment obligations or substantive performance obligations.

(h) Adjustment to noncontrolling interests reflects the following adjustments (in millions).

Issuance of Charter Holdings common units to A/N	$	6,971
Issuance of Charter Holdings convertible preferred units to A/N		3,163
Noncontrolling interest in a Bright House subsidiary		22
	$	10,156

Charter Holdings issued approximately 31.0 million common units that are exchangeable into Charter Class A common stock on a one-for-one basis. These units are recorded in noncontrolling interests as permanent equity on the unaudited pro forma consolidated balance sheet.

Charter Holdings issued 25.0 million convertible preferred units convertible into approximately 9.3 million Charter Holdings common units that were valued as of the date of acquisition at approximately $3.2 billion based on a binomial lattice model for convertible bonds that models the future changes in the common equity value of Charter. These units are recorded in noncontrolling interests as permanent equity on the unaudited pro forma consolidated balance sheet. The preferred units are convertible into Charter Holdings common units based on a conversion feature as defined in the Bright House contribution agreement and further exchangeable into Charter Class A common stock on a one-for-one basis.

(i) Pro forma adjustment to controlling interest of shareholders' equity reflects the following (in millions).

Elimination of Legacy Bright House's historical shareholders' equity and accumulated other comprehensive loss	$	(2,386)
Issuance of Charter Class A common stock to Liberty Broadband		700
Advisor fees and other expenses directly related to the Bright House Transaction		(30)
	$	(1,716)

Advisor fees and other expenses directly related to the Bright House Transaction of $30 million are not reflected in the unaudited pro forma statements of operations and consist primarily of investment banking fees and legal fees.

Note 3. TWC Transaction Pro Forma Statement of Operations Adjustments

(a) Adjustment to revenues and operating costs and expenses reflect the following adjustments for the three months ended March 31, 2016 and year ended December 31, 2015 (in millions).

	Three Months Ended March 31, 2016		Year Ended December 31, 2015	
Reclassification to conform to Charter's financial statement classification	$	63	$	246
Elimination of revenue/expense between Charter and Legacy TWC		(18)		(63)
Adjustment to both revenues and operating costs and expenses		45		183
Incremental replacement stock award compensation expense		13		58
Elimination of amortization of actuarial gains (losses) and prior service credits for Legacy TWC's pension plans		(11)		(41)
Reclassification to conform to Charter's financial statement classification for other operating expenses		17		113
Total adjustment to operating costs and expenses	$	64	$	313

Legacy TWC presents processing fees as a reduction to bad debt expense within operating costs and expenses in the statement of operations. Charter reports such fees as other revenue. As such, a pro forma reclassification was made to conform to Charter's financial statement classification for processing fee revenues and other revenue items.

Incremental replacement stock award compensation expense represents additional expense related to converted Legacy TWC equity awards associated with the post-combination vesting period. Compensation expense, following the closing of the TWC transactions, reflects the $539 million fair value of the awards as of the closing date and will be recognized over the remaining vesting period. At closing, Legacy TWC employee equity awards were converted into equity awards with respect to Charter Class A common stock, after giving effect to the Stock Award Exchange Ratio (as defined under "The Merger Agreement—Treatment of TWC Equity Awards" in CCH I, LLC's prospectus filed with the SEC on August 20, 2015).

Net actuarial gains (losses) and prior service credits are included in Legacy TWC's accumulated other comprehensive loss (a component of equity) and have been reclassified into the results of operations based on service period assumptions. Because Legacy TWC's equity, including accumulated other comprehensive loss, is eliminated in the opening balance sheet pursuant to acquisition accounting, the results for the periods following the TWC Transaction will not include any impact from the amortization of these deferred net actuarial gains (losses) and prior service credits.

Other reclassifications to conform to Charter's financial statement classification were made such as gain (loss) on sale of fixed assets, pension interest cost and expected return on plan assets to other operating income (expenses), net.

(b) Charter increased depreciation and amortization by $452 million and $2.2 billion for the three months ended March 31, 2016 and year ended December 31, 2015, respectively, as follows (in millions).

	Three Months Ended March 31, 2016			Year Ended December 31, 2015		
	Depreciation	Amortization	Total	Depreciation	Amortization	Total
Legacy TWC pro forma expense based on fair value	$ 899	$ 527	$ 1,426	$ 3,596	$ 2,320	$ 5,916
Legacy TWC historical expense			(974)			(3,696)
Total pro forma depreciation and amortization adjustment			$ 452			$ 2,220

The increase was estimated using a preliminary average useful life of 6 years for property, plant and equipment and 11 years for customer relationships. Customer relationships are amortized using an accelerated method (sum of the years' digits) to reflect the period over which the relationships are expected to generate cash flows. Following the acquisition, Legacy TWC's pro forma customer relationships of $13.9 billion would result in amortization expense under the accelerated method of $2.3 billion for year 1, $2.1 billion for year 2, $1.9 billion for year 3, $1.7 billion for year 4, $1.5 billion for year 5 and $4.4 billion thereafter. The effect of a one-year decrease in the weighted average useful lives of property, plant and equipment and customer relationships would be an increase to depreciation and amortization expense of approximately $222 million and $930 million for the three months ended March 31, 2016 and year ended December 31, 2015, respectively, while the effect of a one-year increase would result in a decrease of approximately $165 million and $692 million for the three months ended March 31, 2016 and year ended December 31, 2015, respectively. The pro forma adjustments are based on current estimates and may not reflect actual depreciation and amortization once the purchase price allocation is finalized and final determination of useful lives are made.

(c) For the three months ended March 31, 2016 and year ended December 31, 2015, other operating (income) expenses, net decreased by $46 million and $251 million, respectively, as follows (in millions).

	Three Months Ended March 31, 2016	Year Ended December 31, 2015
Elimination of Legacy TWC stock compensation expense classified by Legacy TWC as merger-related in other operating expense	$ (12)	$ (36)
Reclassification to conform to Charter's financial statement classification	(17)	(113)
Elimination of Charter transaction costs directly related to the TWC Transaction	(14)	(40)
Elimination of Legacy TWC transaction costs directly related to the TWC Transaction	(3)	(62)
	$ (46)	$ (251)

(d) For the three months ended March 31, 2016, interest expense, net decreased by $105 million and for the year ended December 31, 2015, interest expense, net increased by $224 million as follows (in millions).

	Three Months Ended March 31, 2016	Year Ended December 31, 2015
Additional interest expense on new debt issued	$ (3)	$ (700)
Amortization of deferred financing fees and original issue discount	(6)	(25)
Amortization of net premium as a result of adjusting assumed Legacy TWC long-term debt to fair value	110	483
Elimination of amortization related to Legacy TWC's previously deferred financing fees and debt discounts	4	18
	$ 105	$ (224)

In 2015, Charter issued $15.5 billion CCO Safari II, LLC senior secured notes, $3.8 billion CCO Safari III, LLC senior secured bank loans and $2.5 billion CCOH Safari, LLC senior unsecured notes. For pro forma purposes, Charter has assumed the use of borrowings under the Charter Operating revolving credit facility to fund the remaining $621 million cash portion of the TWC Transaction.

As noted in Note 1(e) above, Legacy TWC long-term debt was adjusted to fair value. The difference between the fair value and the face amount of each borrowing is amortized as an offset to interest expense over the remaining term of each borrowing based on its maturity date. This adjustment results in interest expense that effectively reflects current market interest rates rather than the stated interest rates.

(e) As discussed in Note 1(f) above, Charter determined that Legacy TWC's reversing deferred tax liabilities provide a source of future taxable income in the combined entity, resulting in a reduction of substantially all of Legacy Charter's preexisting valuation allowance. The pro forma adjustment to income taxes includes the incremental pro forma tax benefit relating to the Legacy Charter operations under the assumption the Charter tax calculation no longer reflects the effects of the preexisting valuation allowance. Thus, the income tax benefit impact of the pro forma adjustments was determined by applying an estimated New Charter tax rate of 39% to the pro forma loss before taxes of Charter following the TWC Transaction, resulting in a $127 million and $130 million income tax expense in the unaudited pro forma consolidated statements of operations for the three months ended March 31, 2016 and year ended December 31, 2015, respectively. The pro forma income tax benefit does not reflect the effects of any special partnership tax allocations as these effects are currently not estimable.

(f) Completion of the TWC Transaction included a conversion of all of Legacy Charter's Class A common stock into 0.9042 shares of Charter Class A common stock. This Parent Merger Exchange Ratio was applied to all Legacy Charter Class A common stock and to stock issued to Legacy TWC stockholders and the Liberty Parties. This resulted in the following adjustment to weighted average common shares outstanding for both the three months ended March 31, 2016 and year ended December 31, 2015.

Charter shares issued to Legacy TWC shareholders (including the Liberty Parties)	143,012,155
Charter shares purchased by the Liberty Parties	21,972,739
Reduction of Legacy Charter shares outstanding upon conversion from Legacy Charter Class A common stock to Charter Class A common stock	(10,783,068)
	154,201,826

Diluted weighted average common shares outstanding includes the effect of dilutive securities as presented below (dollars in millions, except per share data).

	Three Months Ended March 31, 2016	Year Ended December 31, 2015
Numerator:		
Net income attributable to Charter shareholders	$ 199	$ 204
Denominator:		
Weighted average common shares outstanding, basic	266,513,365	266,071,597
Effect of dilutive securities:		
Assumed exercise or issuance of shares relating to stock plans including the Converted TWC Awards	3,273,986	3,399,274
Weighted average common shares outstanding, diluted	269,787,351	269,470,871
Basic earnings per common share attributable to Charter shareholders	$ 0.75	$ 0.77
Diluted earnings per common share attributable to Charter shareholders	$ 0.74	$ 0.76

Note 4. Bright House Transaction Pro Forma Statement of Operations Adjustments

(a) Adjustment to revenues and operating costs and expenses reflect the following adjustments for year ended December 31, 2015 (in millions).

	Three Months Ended March 31, 2016	Year Ended December 31, 2015
Reclassification to conform to Charter's financial statement classification	$ 26	$ 84
Elimination of Legacy TWC management fee incurred by Legacy Bright House	(38)	(147)
Elimination of revenue/expense between Legacy TWC and Legacy Bright House	(6)	(21)
Adjustment to both revenues and operating costs and expenses	(18)	(84)
Adjustment to capitalize residential installation labor and other labor costs to conform to Charter's capitalization accounting policy	(27)	(102)
Elimination of costs related to parent company obligations not assumed by Charter in the Bright House Transaction	(9)	(40)
Reclassification to conform to Charter's financial statement classification for other operating expense	(2)	(12)
Total adjustment to operating costs and expenses	$ (56)	$ (238)

Bright House presents processing fees as a reduction to bad debt expense within operating costs and expenses in the statement of operations. Charter reports such fees as other revenue. As such, a pro forma reclassification was made to conform to Charter's financial statement classification for processing fee revenues and other revenue items.

(b) Charter increased depreciation and amortization by $88 million and $378 million for the three months ended March 31, 2016 and year ended December 31, 2015, respectively, as follows (in millions).

	Three Months Ended March 31, 2016			Year Ended December 31, 2015		
	Depreciation	Amortization	Total	Depreciation	Amortization	Total
Legacy Bright House pro forma expense based on fair value	$ 117	$ 83	$ 200	$ 466	$ 371	$ 837
Legacy Bright House historical expense			(112)			(459)
Total pro forma depreciation and amortization adjustment			$ 88			$ 378

The increase was estimated using a preliminary average useful life of 7 years for property, plant and equipment and 10 years for customer relationships. Customer relationships are amortized using an accelerated method (sum of the years' digits) to reflect the period over which the relationships are expected to generate cash flows. Following the acquisition, Legacy Bright House's pro forma customer relationships of $2.0 billion would result in amortization expense under the accelerated method of $371 million for year 1, $334 million for year 2, $297 million for year 3, $260 million for year 4, $223 million for year 5 and $555 million thereafter. The effect of a one-year decrease in the weighted average useful lives of property, plant and equipment and customer relationships would be an increase to depreciation and amortization expense of approximately $27 million and $115 million for the three months ended March 31, 2016 and year ended December 31, 2015, respectively, while the effect of a one-year increase would result in a decrease of approximately $21 million and $89 million for the three months ended March 31, 2016 and year ended December 31, 2015, respectively. The pro forma adjustments are based on current estimates and may not reflect actual depreciation and amortization once the purchase price allocation is finalized and final determination of useful lives are made.

(c) For the three months ended March 31, 2016 and year ended December 31, 2015, other operating (income) expenses, net increased by $2 million and decreased by $2 million, respectively, as follows (in millions).

	Three Months Ended March 31, 2016		Year Ended December 31, 2015	
Elimination of Charter transaction costs directly related to the Bright House Transaction	$	—	$	(14)
Reclassification to conform to Charter's financial statement classification for other operating expense		2		12
	$	2	$	(2)

(d) For both the three months ended March 31, 2016 and year ended December 31, 2015, interest expense, net, increased by $4 million representing additional interest expense on Term Loan A and related amortization of deferred financing fees offset by the elimination of historical interest expense incurred by Legacy Bright House as debt is not assumed in the Bright House Transaction and repayment of Charter Operating's revolving credit facility.

(e) The $29 million and $136 million adjustment to income tax expense for the three months ended March 31, 2016 and year ended December 31, 2015 was determined by applying an estimated Charter tax rate of 39% to pro forma income before income taxes of Charter following the Transactions, less the impact on the tax rate as a result of the noncontrolling interest allocation of the Charter Holdings partnership which is treated as a permanent item for tax purposes in the combined entities' pro forma tax benefit calculation. The resulting income tax expense of $156 million and $266 million is reflected in the unaudited consolidated statements of operations for the three months ended March 31, 2016 and year ended December 31, 2015, respectively. The resulting effective tax rate of 32% and 29% for the three months ended March 31, 2016 and year ended December 31, 2015, respectively, is a result of the permanent treatment of the noncontrolling interest expense. The pro forma income tax expense does not reflect the effects of any special partnership tax allocations as these effects are currently not estimable.

(f) Reflects the following noncontrolling interests adjustment for the three months ended March 31, 2016 and year ended December 31, 2015 as follows (dollars in millions).

	Three Months Ended March 31, 2016		Year Ended December 31, 2015	
Charter Holdings pro forma net income for the Transactions	$	484	$	910
Charter Holdings 6% cash dividend to preferred unit holders		(38)		(150)
Charter Holdings pro forma net income available for allocation to common unit holders		446		760
A/N pro forma noncontrolling interest in Charter Holdings excluding preferred units		10%		10%
Noncontrolling interest - Charter Holdings common units	$	45	$	76
Noncontrolling interest - Charter Holdings convertible preferred units		38		150
	$	83	$	226

The allocation of Charter Holdings' net income to noncontrolling interests for financial reporting purposes is first allocated to the convertible preferred units for their stated dividend following their aggregate liquidation preference. The residual Charter Holdings net income is allocated to the common unit holders in Charter Holdings based on the relative common ownership interests in Charter Holdings. A/N's relative common ownership interest in Charter Holdings used for pro forma purposes is 10%.

(g) Liberty Broadband purchased approximately 3.7 million shares of Charter Class A common stock valued at $700 million at the closing of the Bright House Transaction. The 31.0 million Charter Holdings common units and the 9.3 million Charter Holdings convertible preferred units issued to A/N were not included on an if-converted, if-exchanged basis for purposes of the computation of pro forma diluted earnings per share because the effect would have been anti-dilutive.

Diluted weighted average common shares outstanding includes the effect of dilutive securities as presented below (dollars in millions, except per share data).

	Three Months Ended March 31, 2016	Year Ended December 31, 2015
Numerator:		
Net income attributable to Charter shareholders	$ 245	$ 418
Denominator:		
Weighted average common shares outstanding, basic	270,171,965	269,730,197
Effect of dilutive securities:		
Assumed exercise or issuance of shares relating to stock plans including the Converted TWC Awards	3,273,986	3,399,274
Weighted average common shares outstanding, diluted	273,445,951	273,129,471
Basic earnings per common share attributable to Charter shareholders	$ 0.91	$ 1.55
Diluted earnings per common share attributable to Charter shareholders	$ 0.90	$ 1.53

Exhibit 99.2

BRIGHT HOUSE NETWORKS, LLC AND SUBSIDIARIES

Condensed Consolidated Financial Statements

March 31, 2016 and December 31, 2015

(With Independent Auditors’ Review Report Thereon)

BRIGHT HOUSE NETWORKS, LLC AND SUBSIDIARIES

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Independent Auditors' Review Report

The Members
Bright House Networks, LLC:

Report on the Financial Statements

We have reviewed the condensed consolidated financial statements of Bright House Networks, LLC and its subsidiaries (the Company), which comprise the condensed consolidated balance sheet as of March 31, 2016, and the related condensed consolidated statements of income, comprehensive income and cash flows for the three month periods ended March 31, 2016 and 2015.

Management's Responsibility

The Company's management is responsible for the preparation and fair presentation of the condensed financial information in accordance with U.S. generally accepted accounting principles; this responsibility includes the design, implementation, and maintenance of internal control sufficient to provide a reasonable basis for the preparation and fair presentation of interim financial information in accordance with U.S. generally accepted accounting principles.

Auditors' Responsibility

Our responsibility is to conduct our reviews in accordance with auditing standards generally accepted in the United States of America applicable to reviews of interim financial information. A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with auditing standards generally accepted in the United States of America, the objective of which is the expression of an opinion regarding the financial information. Accordingly, we do not express such an opinion.

Conclusion

Based on our reviews, we are not aware of any material modifications that should be made to the condensed consolidated financial information referred to above for it to be in accordance with U.S. generally accepted accounting principles.

Report on Condensed Balance Sheet as of December 31, 2015

We have previously audited, in accordance with auditing standards generally accepted in the United States of America, the consolidated balance sheet as of December 31, 2015, and the related consolidated statements of income, comprehensive income, changes in member's equity, and cash flows for the year then ended (not presented herein); and we expressed an unmodified audit opinion on those audited consolidated financial statements in our report dated March 4, 2016. In our opinion, the accompanying condensed consolidated balance sheet of Bright House Networks, LLC and its subsidiaries as of December 31, 2015 is consistent, in all material respects, with the audited consolidated financial statements from which it has been derived.

/s/ KPMG LLP

New York, New York
May 6, 2016

BRIGHT HOUSE NETWORKS, LLC AND SUBSIDIARIES
Condensed Consolidated Balance Sheets
December 31, 2015 and 2014
(In thousands of dollars)

		March 31, 2016		December 31, 2015
Assets		(Unaudited)		
Current Assets:				
Cash and cash equivalents	$	162,927		73,297
Accounts receivable-trade, net of allowances of $20,543 and $20,908 as of March 31, 2016 and December 31, 2015, respectively		143,309		167,220
Other current assets		33,501		41,080
Total current assets		339,737		281,597
Property, plant and equipment, net		2,182,066		2,186,222
Investments		10,854		10,420
Goodwill		12,746		12,746
Intangible assets, net (note 3)		859,247		860,894
Other assets		11,008		11,292
Total assets	$	3,415,658		3,363,171
Liabilities and Member's Equity				
Accounts payable and other current liabilities (note 4)	$	333,864		352,448
Current maturities of long-term debt (note 5)		42,857		342,857
Deferred revenue		69,854		67,955
Total current liabilities		446,575		763,260
Long-term debt (note 5)		128,571		128,571
Other liabilities (note 6)		454,961		447,063
Total liabilities		1,030,107		1,338,894
Commitments and contingencies (note 10)				
Member's equity		2,385,551		2,024,277
Total liabilities and member's equity	$	3,415,658		3,363,171

See accompanying notes to condensed consolidated financial statements.

BRIGHT HOUSE NETWORKS, LLC AND SUBSIDIARIES
Condensed Consolidated Statements of Income
(In thousands of dollars)
(Unaudited)

	Three months ended March 31	
	2016	**2015**
Revenues:		
Subscriber	$ 965,035	929,635
Advertising and other	50,130	48,015
Total revenues	1,015,165	977,650
Costs, expenses and other:		
Operating expenses	684,804	667,539
Depreciation and amortization	112,357	110,676
Gain from disposal of assets, net	(678)	(388)
Income from equity investments	(647)	(242)
Interest, net	5,018	7,172
Total costs, expenses and other	800,854	784,757
Net income	$ 214,311	192,893

See accompanying notes to condensed consolidated financial statements.

BRIGHT HOUSE NETWORKS, LLC AND SUBSIDIARIES
Condensed Consolidated Statements of Comprehensive Income
(In thousands of dollars)
(Unaudited)

	Three months ended March 31		
	2016		2015
Net income	$	214,311	192,893
Change in unrecognized amounts included in pension and postretirement obligations		1,963	3,175
Comprehensive income	$	216,274	196,068

See accompanying notes to condensed consolidated financial statements.

BRIGHT HOUSE NETWORKS, LLC AND SUBSIDIARIES
Condensed Consolidated Statements of Cash Flows
(In thousands of dollars)
(Unaudited)

	Three months ended March 31	
	2016	2015
Cash flows from operating activities:		
Net income	$ 214,311	192,893
Adjustments to reconcile net income to cash flows from operating activities:		
Depreciation and amortization	112,357	110,676
Income from equity investments	(647)	(242)
Gain on disposal of assets, net	(678)	(388)
Change in operating assets and liabilities:		
Accounts receivable	23,911	22,019
Other current assets	7,579	(3,812)
Other assets	652	(389)
Accounts payable and other liabilities	(8,723)	11,408
Deferred revenue	1,899	12,359
Net cash provided by operating activities	350,661	344,524
Cash flows from investing activities:		
Capital expenditures	(105,506)	(139,856)
Franchise expenditures	(1,203)	(6,668)
Purchases of marketable securities	—	(89,419)
Proceeds from sale and maturities of marketable securities	—	89,910
Acquisitions of investments and other assets	—	(265)
Transfer from restricted cash	—	1,450
Proceeds from sale of other assets	678	388
Net cash used in investing activities	(106,031)	(144,460)
Cash flows from financing activities:		
Member distributions	(45,000)	—
Capital contributions	190,000	—
Repayment of senior note	(300,000)	—
Net cash used in financing activities	(155,000)	—
Net increase in cash and cash equivalents	89,630	200,064
Cash and cash equivalents at beginning of period	73,297	653,714
Cash and cash equivalents at end of period	$ 162,927	853,778
Interest paid	$ 17,344	18,911

See accompanying notes to condensed consolidated financial statements.

(1) Organization and Summary of Significant Accounting Policies

(a) *Description of Business*

Bright House Networks, LLC and subsidiaries (BHN or the Company) is a cable operator with its primary markets in Florida, Michigan, Alabama, Indiana and California. The Company provides its subscribers with video, high-speed data and digital phone services. The Company also sells advertising on its cable systems to local and national advertisers.

The Company is a wholly owned subsidiary of Time Warner Entertainment-Advance/Newhouse (TWE-A/N). TWE-A/N is a partnership between Advance/Newhouse Partnership (A/N) and a subsidiary of Time Warner Cable Inc. (TWC). A/N is the manager of the Company and is entitled to 100% of its economic benefits.

(b) *Interim Financial Statements*

The condensed consolidated financial statements are unaudited; however, in the opinion of management, they contain all the adjustments (consisting of those of a normal recurring nature) considered necessary to present fairly, in all material respects, the financial position, results of operations and cash flows for the periods presented in conformity with accounting principles generally accepted in the United States of America (GAAP) applicable to interim periods. Certain information and footnote disclosures normally included in consolidated financial statements prepared in accordance with GAAP have been condensed or omitted. The condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2015, which report was dated March 4, 2016.

(c) *Basis of Consolidation*

The accompanying condensed consolidated financial statements include all of the accounts and all entities that are majority-owned by the Company and are required to be consolidated in accordance with GAAP. The Company has eliminated intercompany accounts and transactions among consolidated entities.

(d) *Revenues and Costs*

The Company pays for programming provided to its subscribers under joint contracts with TWC. Amounts paid to TWC for programming and other services were $264.7 million and $255.9 million for the three months ended March 31, 2016 and March 31, 2015, respectively. At March 31, 2016 and December 31, 2015, unpaid balances due to TWC were $176.9 million and $160.3 million, respectively. Such amounts are included in accounts payable and other current liabilities in the accompanying condensed consolidated balance sheets.

In the normal course of business, the Company is assessed nonincome related taxes by governmental authorities, including franchising authorities, and collects such taxes from its subscribers. The Company's policy is that, in instances where the tax is being assessed directly on the Company, amounts paid to governmental authorities and amounts received from subscribers are recorded on a gross basis. That is, amounts paid to governmental authorities are recorded as operating expenses and amounts received from subscribers are recorded as revenues. The amount of such fees included as a component of revenues was $23.9 million and $23.6 million for the three months ended March 31, 2016 and March 31, 2015, respectively.

(e) ***Fair Value Disclosures***

The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy, as defined below, gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs.

Level 1 - Defined as observable inputs such as unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2 - Defined as observable inputs other than Level 1 inputs. These include quoted prices for similar assets or liabilities in an active market, quoted prices for identical assets and liabilities that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 - Defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

The carrying value of accounts receivable, accounts payable, and other current liabilities approximates fair value because of the relatively short maturity of these items.

(f) ***Use of Estimates***

The accompanying condensed consolidated financial statements are prepared in accordance with GAAP, which requires that management make estimates and assumptions that affect the reported amounts. Actual results could differ from these estimates.

Significant estimates inherent in the preparation of the accompanying condensed consolidated financial statements include accounting for asset impairments, allowances for doubtful accounts, investments, depreciation and amortization, pension benefits, and contingencies. Allocation methodologies used to prepare the accompanying condensed consolidated financial statements are based on estimates and are described in the notes, where appropriate.

(Continued)

(2) Charter Agreement

On March 31, 2015, A/N entered into an agreement (the Agreement) with Charter Communications, Inc. (Charter) whereby Charter will acquire the BHN business (with the exception of certain excluded assets and liabilities). On May 26, 2015, Charter and TWC announced that they had entered into an agreement to merge, following which Charter and A/N amended their Agreement. Following the closing of the merger between Charter and TWC and the acquisition of BHN by Charter (which transactions are expected to close sequentially), A/N is expected to own between 14% and 13% of the combined Charter-TWC-BHN business (depending on final elections of cash versus stock available to shareholders of TWC), on an as-converted, as-exchanged basis.

The Agreement, as amended, between Charter and A/N is subject to several conditions, including, the completion of the merger between Charter and TWC and regulatory approvals.

(3) Intangible Assets

Intangible assets and related accumulated amortization consist of the following:

	March 31, 2016			December 31, 2015		
	Gross Carrying Amount	Accumulated Amortization	Total	Gross Carrying Amount	Accumulated Amortization	Total
	(In thousands)					
Indefinite-lived cable franchise rights	$ 801,760	—	801,760	801,760	—	801,760
Finite-lived intangible assets:						
Renewal of cable franchise rights	49,338	(36,411)	12,927	48,706	(35,899)	12,807
Deferred right-of-way costs	93,293	(51,033)	42,260	93,071	(49,241)	43,830
Trade names and subscriber lists	1,564	(1,017)	547	1,564	(938)	626
Other	5,530	(3,777)	1,753	5,530	(3,659)	1,871
	149,725	(92,238)	57,487	148,871	(89,737)	59,134
Total intangible assets, net	$ 951,485	(92,238)	859,247	950,631	(89,737)	860,894

(4) Accounts Payable and Other Current Liabilities

Accounts payable and other current liabilities consist of the following:

	March 31, 2016	December 31, 2015
	(In thousands)	
Accounts payable	$ 66,065	81,455
Amount owed to TWC	176,940	160,345
Other	90,859	110,648
Total accounts payable and other current liabilities	$ 333,864	352,448

(Continued)

(5) Long-Term Debt

The following table summarizes the Company's debt arrangements:

Type	Maturity	Principal Amount	Balance outstanding March 31, 2016	Balance outstanding December 31, 2015
			(In thousands)	
Senior notes	2016	300,000	—	300,000
Senior notes	2019	300,000	171,428	171,428
Revolving credit	2018	500,000	—	—
Total		$ 1,100,000	171,428	471,428
Less current portion			42,857	342,857
Total long-term debt			$ 128,571	128,571

The Company's debt had an estimated fair value of $189.4 million and $491.6 million as of March 31, 2016 and December 31, 2015, respectively. The estimated fair value of the Company's privately held debt was based on available interest rates for debt issuances with similar terms and remaining maturities. Unrealized gains or losses on debt do not result in the realization or expenditure of cash and are not recognized for financial reporting purposes unless the debt is retired prior to its maturity.

The Company is required to maintain certain financial covenants and is in compliance with those covenants as of March 31, 2016. In the event of a change in control, the Company is required to give written notice to each holder containing an offer to prepay the senior notes at a price of 100% of the principal amount of the senior notes plus accrued and unpaid interest, accrued to such date of prepayment, plus a make-whole amount.

Interest expense for the instruments above, (inclusive of the amortization of deferred financing fees and other fees) was $5.6 million and $9.6 for the three months ended March 31, 2016 and March 31, 2015, respectively.

(6) Other Liabilities

Other liabilities consist of the following:

	March 31, 2015	December 31, 2015
	(In thousands)	
Accrued pension benefits	$ 405,985	394,670
Other	48,976	52,393
Total other liabilities	$ 454,961	447,063

(7) Accumulated Other Comprehensive Loss

Accumulated other comprehensive loss consists of the following:

		March 31, 2016	December 31, 2015
		(In thousands)	
Cumulative net unrecognized loss on pension and other postretirement employee benefits	$	(181,447)	(183,410)

(8) Pension and Other Postretirement Benefits

The Company sponsors a funded pension plan, the Bright House Networks Pension Plan (the Plan). The Plan provides employees with retirement benefits in accordance with benefit provision formulas based on years of service and compensation. Additionally, the Company sponsors unfunded supplemental pension benefit plans for a select group of management and highly compensated employees and provides postretirement healthcare to retirees and eligible dependents.

A summary of the components of the net periodic benefit costs for the Company's pension and postretirement benefit plans are as follows:

		Three months ended March 31	
		2016	2015
		(In thousands)	
Service cost	$	10,263	10,850
Interest cost		8,287	7,599
Expected return on plan assets		(6,325)	(5,425)
Amortization of net loss		1,963	3,175
Net periodic pension cost	$	14,188	16,199
Contribution to the plan	$	200	9,637

On April 11, 2016, the Company amended the Plan whereby it will be frozen on May 31, 2016. As a result of the freeze, the Company expects to recognize an estimated curtailment gain of approximately $141 million which will reduce projected benefit obligation and accumulated other comprehensive loss.

(9) Related Party Transactions

Advance Publications, Inc. and its wholly owned subsidiaries (Advance) is a related party to the Company due to its ownership of A/N (note 1). Amounts due from Advance (included within other current assets in the accompanying condensed consolidated balance sheets at March 31, 2016 and December 31, 2015) are as follows:

		March 31, 2016	December 31, 2015
		(In thousands)	
Total due from advance, net	$	474	12,842

The accompanying condensed consolidated statements of income include allocations from Advance for certain corporate administrative expenses. Total allocated corporate expense was $18.8 million and $18.3 million for the three months ended March 31, 2016 and March 31, 2015, respectively, which is recorded by the Company as a component of operating expense within the accompanying condensed consolidated statements of income. Additionally, the Company recognized interest income of $0.5 million in each of the three months ended March 31, 2016 and March 31, 2015 pursuant to its revolving credit agreement with Advance. The aforementioned interest income is recorded as a component of interest, net within the accompanying condensed consolidated statements of income.

(10) Commitments and Contingencies

The Company has certain pending lawsuits, which, in the opinion of management, will not have a material adverse effect upon the financial condition of the Company.

(11) Subsequent Events

The Company has evaluated subsequent events that have occurred through May 6, 2016, the date which the accompanying consolidated financial statements were available to be issued, and has determined there were no additional material events since the balance sheet date of this report requiring disclosure or adjustment to the accompanying consolidated financial statements.