

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ See Attachment

Multiple horizontal lines for listing applicable Internal Revenue Code sections and subsections.

18 Can any resulting loss be recognized? ▶ See Attachment

Multiple horizontal lines for providing information regarding loss recognition.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ See Attachment

Multiple horizontal lines for providing other necessary information for the adjustment.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶

Date ▶

6-3-16

Print your name ▶ Alan D. Jones

Title ▶ GVP-TAX

Paid Preparer Use Only

Print/Type preparer's name

Fan Z. Tielking

Preparer's signature

Date

6/3/16

Check if self-employed

PTIN

P00299139

Firm's name ▶ Ernst & Young US LLP

Firm's EIN ▶ 34-6565596

Firm's address ▶ 190 Carondelet Plaza Ste 1300, Clayton, MO 63105-3443

Phone no. 314-290-1000

CONSULT YOUR TAX ADVISOR

The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the "Code"), and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations relating to the effects of the Mergers (as defined below) on the tax basis of Time Warner Cable Inc. ("TWC") stock. The information contained herein does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of shareholders. Neither TWC nor Charter Communications, Inc. (formerly known as CCH I, LLC) ("New Charter") provides tax advice to its shareholders. The example provided below is illustrative and is being provided pursuant to Section 6045B of the Code and as a convenience to shareholders and their tax advisors when establishing their specific tax position. You are urged to consult your own tax advisor regarding the particular consequences of the Mergers to you, including the applicability and effect of all U.S. federal, state, and local and foreign tax laws. We urge you to read the Form S-4 filed on August 19, 2015, with the SEC by New Charter in connection with the Mergers and certain related transactions, and the proxy statement/prospectus contained therein, as amended or supplemented, (the "Form S-4"), noting especially the discussion under the heading "Material U.S. Federal Income Tax Considerations of the Mergers."

Part II, Line 14

On May 18, 2016, Former Charter Communications Parent, Inc. (formerly known as Charter Communications, Inc.) ("Charter"), New Charter and TWC executed a series of mergers pursuant to an Agreement and Plan of Mergers, dated as of May 23, 2015, under which both TWC and Charter agreed to merge into wholly owned subsidiaries of New Charter. Two of the mergers (collectively, the "Mergers") are described in this document and relate to New Charter's acquisition of TWC. First, Nina Corporation I, Inc. ("Merger Subsidiary One"), merged with and into TWC, with TWC continuing as the surviving corporation (the "First Merger"). Immediately following the completion of the First Merger, TWC merged with and into Nina Company II, LLC ("Merger Subsidiary Two"), a wholly owned indirect subsidiary of New Charter, with Merger Subsidiary Two continuing as the surviving entity (the "Second Merger").

Part II, Line 15

Generally, each outstanding share of TWC common stock as of May 17, 2016 (with certain exceptions described in the joint proxy statement and prospectus) was converted in the First Merger into either (at the election of the holder thereof):

- (a) \$100 in cash and approximately 0.4891¹ shares of TWC common stock, with additional cash being received in lieu of fractional TWC shares (referred to as "Option A"); or
- (b) \$115 in cash and approximately 0.4125² shares of TWC common stock, with additional cash being received in lieu of fractional TWC shares (referred to as "Option B").

¹ 0.5409 x 0.9042, rounded for simplicity to 0.4891.

² 0.4562 x 0.9042, rounded for simplicity to 0.4125.

Time Warner Cable, Inc.
Form 8937 Attachment

Each whole share of TWC stock received in the First Merger was then converted into one share of New Charter Class A common stock in the Second Merger.

The precise characterization of the First Merger for U.S. federal income tax purposes is not clear. The payment of cash in the First Merger may be treated as a distribution in partial redemption of TWC shares. In such case, a U.S. shareholder will generally recognize gain or loss equal to the difference between the amount of cash received (including any cash received in lieu of fractional shares of TWC common stock) and the adjusted tax basis of those shares treated as exchanged for cash. However, U.S. shareholders of TWC who actually or constructively own New Charter Class A common stock other than New Charter Class A common stock received pursuant to the Second Merger may be treated as having received a dividend instead of having sold or exchanged a portion of their shares of TWC common stock.

Alternatively, if the First Merger is deemed a recapitalization, U.S. holders of shares of TWC common stock generally will recognize gain, but not loss, in an amount equal to the lesser of (i) the cash received (excluding any cash received in lieu of a fractional share) or (ii) the excess, if any, of (A) the sum of cash received pursuant to the First Merger and the fair market value of the shares of common stock of TWC received by such holder over (B) such holder's tax basis in the holder's existing shares of TWC common stock. Generally, U.S. holders of shares of TWC common stock will recognize gain or loss on cash received in lieu of a fractional share, measured by the difference between the cash received for such fractional share and the portion of the U.S. holder's tax basis allocable to such fractional share.

The Second Merger should qualify as a "reorganization" within the meaning of Section 368(a) of the Code. Accordingly, U.S. shareholders of TWC will generally not be subject to U.S. federal income tax as a result of the exchange of TWC shares for shares of New Charter Class A common stock.

The aggregate adjusted tax basis of the shares of New Charter Class A common stock received in the Second Merger will depend upon the characterization of the First Merger. If the First Merger is treated as a partial redemption, the aggregate adjusted tax basis generally will be each holder's aggregate adjusted tax basis in the shares of TWC common stock held immediately before the First Merger, less the tax basis allocated to the portion of such holder's shares of TWC common stock attributable to cash received in the First Merger. In some cases, if a U.S. shareholder of TWC actually or constructively owns New Charter Class A common stock other than New Charter Class A common stock received pursuant to the Second Merger, the cash received in the First Merger could be treated as having the effect of a distribution of a dividend under the tests set forth in Section 302 of the Code. Such shareholders would be subject to different U.S. federal income tax treatment and would generally have a different tax basis in their shares of New Charter Class A common stock. Such shareholders should consult their tax advisors and the Form S-4 for additional information, especially the discussion under the heading "Material U.S. Federal Income Tax Considerations of the Mergers."

If the First Merger is treated as a recapitalization, the aggregate adjusted tax basis generally will be each holder's aggregate adjusted tax basis in the shares of TWC common stock exchanged, less the amount of cash received in the Mergers, plus the amount of gain recognized in the Mergers.

**Time Warner Cable, Inc.
Form 8937 Attachment**

TWC and New Charter intend to treat the payment of cash in the First Merger as a distribution in partial redemption of TWC shares. An illustrative example, assuming partial redemption treatment, is provided below.

Part II, Line 16

The relevant data is an exchange ratio of (i) 0.4891 under Option A (rounded for simplicity); or (ii) 0.4125 under Option B (rounded for simplicity). Fractional share computations are based upon the prior day closing pricing of Charter as adjusted by the more broadly applicable exchange ratio, for a value of approximately \$224.91 per share ($\$203.36 / .9042$).

The following example illustrates one approach for a TWC shareholder to calculate her basis in shares of New Charter Class A common received pursuant to the Mergers. This example is meant to be illustrative only and assumes that the applicable shareholder elects Option A.

Example: Prior to the Mergers, Shareholder A owns 1,000 TWC shares, with an adjusted basis of \$150.25 per share, for an aggregate basis of \$150,250. Shareholder A does not actually or constructively own any New Charter stock, other than the New Charter shares that she will receive in connection with the Second Merger.

Shareholder A elects Option A with respect to all of her TWC shares. Thus, in connection with the First Merger, she exchanges all 1,000 of her TWC shares for \$100,000 and 489.08178 TWC shares ($1,000 \times 0.5409 \times 0.9042$). However, in lieu of a fractional share, she receives additional cash of \$ approximately \$18.40 ($.0818 \times \224.91). She allocates \$73,472.25 of her \$150,250 aggregate basis to the 489 TWC shares ($489 / 1,000 \times \$150,250$), and treats the cash of \$100,018.40 as received in exchange for 511 TWC shares with a basis of \$76,777.75 ($\$150,250.00 - \$73,472.25$), in partial redemption of her shares.

In connection with the Second Merger, which is treated as a nonrecognition transaction, Shareholder A receives 489 shares of New Charter Class A common stock in exchange for her 489 TWC shares. Shareholder A takes a carryover basis of \$73,472.25 in the shares, or \$150.25 per share.

Part II, Line 17

Sections 302, 354, 356(c), 358, and 368(a) of the Code.

Part II, Line 18

See Line 15 (with respect to partial redemption treatment, realized loss generally may be recognized, to the extent cash received in the First Merger qualifies as an exchange under Section 302(a) of the Code; with respect to recapitalization treatment, realized loss generally may not be recognized under Section 354(a) and Section 356(c) of the Code).

Part II, Line 19

The Mergers were executed on May 18, 2016. For a TWC shareholder whose taxable year is a calendar year, the reportable tax year is 2016.