SCARINCI HOLLENBECK

DENNIS C. LINKEN | Partner

dlinken@sh-law.com

Phone: 201-806-3426 | Direct Fax: 201-806-3454

June 16, 2016



RECEIVED

JUN 17 2016

BOARD OF PUBLIC UTILITIES MAIL ROOM

Via Electronic Mail and FedEx Overnight Mail

Irene Kim Asbury, Secretary NJ Board of Public Utilities 44 South Clinton Avenue 3rd Floor, Suite 314 Trenton, NJ 08625



Re: In the Matter of the Petition of Time Warner Cable Inc., Charter Communications, Inc. and Time Warner Cable New York City LLC, for Approval of the Transfer of Control of Time Warner Cable New York, LLC and Approval of Transaction Financing Docket No. CM15070770; and

In the Matter of the Petition of Charter Communications, Inc., and Time Warner Cable Inc., for Approval of the Transfer of Control of Time Warner Cable Information Services (New Jersey), LLC and the Petition of Time Warner Cable Information Services (New Jersey), LLC for Approval of Transaction Financing Docket No. TM15070772

Lack of Material Deviation in Closing Documents

Dear Secretary Asbury:

Please be advised that our office represents Joint Petitioners Charter Communications, Inc. ("Charter"), Time Warner Cable Inc., Time Warner Cable New York City LLC and Time Warner Cable Information Services (New Jersey), LLC (collectively, the "Petitioners"), in the above-captioned matters.¹

Pursuant to ordering paragraph 9) on page 15 of the Board's Order Approving Stipulation of Settlement dated March 31, 2016 ("Order"), enclosed herewith, on behalf of the Petitioners, please find the attached Certification of Thomas M. Degnan, Senior Vice President – Finance & Corporate Treasurer of Charter. Said Certification attests to the lack of material deviation in the executed closing documents or final terms from those terms and conditions described in the Order and/or submitted to the Board with the Petitions in the above-captioned matters.

¹ As the transactions that were the subject of the above-referenced petitions have now closed, the Petitioners are now all part of "New Charter" as set forth in the petitions.

Irene Kim Asbury, Esq., Secretary June 16, 2016 Page 2

It would be appreciated if you would kindly date stamp the extra copy of this submission and return same in the self-addressed, stamped envelope provided herein.

Very truly yours,

Dennis C. Linken For the Firm

DCL/dp

Enclosures

cc: Stefanie A. Brand, Director (sbrand@rpa.state.nj.us)

Maria T. Novas-Ruiz, Assistant Deputy Rate Counsel (mnovas-ruiz@rpa.state.nj.us)

Veronica Beke, Deputy Attorney General (veronica.beke@dol.lps.state.nj.us)

Lawanda R. Gilbert, Director (lawanda.gilbert@bpu.state.nj.us)

Carol Ann Entenza-Artale, Legal Specialist (carol.artale@bpu.state.nj.us)

William H. Furlong, Bureau Chief (william.furlong@bpu.state.nj.us)

Patricia Krogman, Deputy Attorney General (Patricia.Krogman@dol.lps.state.nj.us)

Rocco Della Serra, Administrative Analyst II (rocco.della-serra@bpu.state.nj.us)

Harold Bond, Chief, Engineering and Rates (harold.bond@bpu.state.nj.us)

STATE OF NEW JERSEY BOARD OF PUBLIC UTILITIES

IN THE MATTER OF THE PETITION OF TIME WARNER CABLE INC., CHARTER COMMUNICATIONS, INC., AND TIME WARNER CABLE NEW YORK CITY LLC FOR THE APPROVAL OF THE TRANSFER OF CONTROL OF TIME WARNER CABLE NEW YORK CITY LLC AND APPROVAL OF TRANSACTION FINANCING

Docket No. CM15070770

IN THE MATTER OF THE PETITION OF CHARTER COMMUNICATIONS, INC. AND TIME WARNER CABLE INC. FOR APPROVAL OF THE TRANSFER OF CONTROL OF TIME WARNER CABLE INFORMATION SERVICES (NEW JERSEY), LLC AND THE PETITION OF TIME WARNER CABLE INFORMATION SERVICES (NEW JERSEY), LLC FOR APPROVAL OF TRANSACTION FINANCING

Docket No. TM15070772

CERTIFICATION OF THOMAS M. DEGNAN

- I, Thomas M. Degnan, being of full age, hereby certify as follows:
- 1. At the time of the closing of the transaction which is the subject of this proceeding, I was Senior Vice President Finance & Corporate Treasurer of Charter Communications, Inc., a Petitioner in the above-captioned matter. I am therefore familiar with the transaction which is the subject of this proceeding.
- 2. I make this Certification in compliance with condition number nine of the Order of Approval dated March 31, 2016 ("Order of Approval") issued by the New Jersey Board of Public Utilities ("Board") in this matter.

3. I hereby certify that, to my knowledge, there were no material deviations in the executed closing documents or final terms of the closing in this matter from those terms and conditions described in the Board's Order of Approval and/or submitted to the Board with the Petition filed on July 7, 2015.

I certify that the foregoing statements made by me are true. I am aware that if any of the foregoing statements made by me is willfully false, I may be subject to punishment.

Thomas M. Degnan

Senior Vice President – Finance & Corporate

Dated: As of June 17, 2016

HEATHER C. SHEPARD Notary Public - Notary Seal State of Missouri, Jefferson County Commission # 12382627

My Commission Expires Feb 29, 2020