

TIME WARNER CABLE INC.

Form 10-Q

August 02, 2012

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 10-Q**

☐ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the quarterly period ended June 30, 2012 or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 001-33335

**TIME WARNER CABLE INC.**

*(Exact name of registrant as specified in its charter)*

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

**60 Columbus Circle**  
**New York, New York 10023**

**84-1496755**  
*(I.R.S. Employer  
Identification No.)*

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*(Address of principal executive offices) (Zip Code)*

**(212) 364-8200**

*(Registrant's telephone number, including area code)*

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

| <b>Description of Class</b>   | <b>Shares Outstanding</b>  |
|-------------------------------|----------------------------|
|                               | <b>as of July 31, 2012</b> |
| Common Stock \$0.01 par value | 306,365,442                |

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**TIME WARNER CABLE INC.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS**

**OF OPERATIONS AND FINANCIAL CONDITION**

**INTRODUCTION**

Management's discussion and analysis of results of operations and financial condition ( MD&A ) is a supplement to the accompanying consolidated financial statements and provides additional information on Time Warner Cable Inc.'s (together with its subsidiaries, TWC or the Company ) business, recent developments, financial condition, cash flows and results of operations. MD&A is organized as follows:

*Overview.* This section provides a general description of TWC's business, as well as recent developments the Company believes are important in understanding the results of operations and financial condition or in understanding anticipated future trends.

*Financial statement presentation.* This section provides a summary of how the Company's operations are presented in the accompanying consolidated financial statements.

*Results of operations.* This section provides an analysis of the Company's results of operations for the three and six months ended June 30, 2012.

*Financial condition and liquidity.* This section provides an analysis of the Company's financial condition as of June 30, 2012 and cash flows for the six months ended June 30, 2012.

*Caution concerning forward-looking statements.* This section provides a description of the use of forward-looking information appearing in this report, including in MD&A and the consolidated financial statements. Such information is based on management's current expectations about future events, which are susceptible to uncertainty and changes in circumstances. Refer to the Company's Annual Report on Form 10-K for the year ended December 31, 2011 (the 2011 Form 10-K ) for a discussion of the risk factors applicable to the Company.

**OVERVIEW**

TWC is among the largest providers of video, high-speed data and voice services in the U.S., with technologically advanced, well-clustered cable systems located mainly in five geographic areas—New York State (including New York City), the Carolinas, the Midwest (including Ohio, Kentucky and Wisconsin), Southern California (including Los Angeles) and Texas. As discussed below in Recent Developments, on February 29, 2012, TWC completed its acquisition of Insight Communications Company, Inc. and its subsidiaries ( Insight ). As of June 30, 2012, TWC served approximately 15.3 million customers (approximately 14.8 million residential services customers and 0.5 million business services customers) who subscribed to one or more of its three primary services, totaling approximately 28.9 million primary service units.

TWC offers its residential and business services customers video, high-speed data and voice services over its broadband cable systems. TWC's business services also include networking and transport services (including cell tower backhaul services) and, through its wholly owned subsidiary, NaviSite, Inc. ( NaviSite ), managed and outsourced information technology ( IT ) solutions and cloud services. During the six months ended June 30, 2012, TWC generated total revenues of approximately \$10.5 billion. Of this total, approximately \$9.1 billion and \$893 million were from the provision of residential and business services, respectively. TWC also sells advertising to a variety of national, regional and local customers, which resulted in advertising revenues of \$476 million during the six months ended June 30, 2012. Additionally, TWC generated \$119 million of revenues from other sources during the six months ended June 30, 2012.

As of June 30, 2012, TWC had approximately 12.3 million residential video subscribers, 10.8 million residential high-speed data subscribers and 5.0 million residential voice subscribers, as well as 185,000 business video subscribers, 433,000 business high-speed data subscribers and

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198,000 business voice subscribers. TWC markets its services separately and in bundled packages of multiple services and features. As of June 30, 2012, 61.1% of TWC's customers subscribed to two or more of its primary services, including 27.8% of its customers who subscribed to all three primary services.

TWC believes it will continue to increase revenues for the foreseeable future through organic growth in business services revenues and residential services revenues (primarily residential high-speed data service revenues). In 2012, revenues will also benefit from recent acquisitions. Organic business services revenues are expected to increase due to growth in subscribers; an increasing percentage of subscribers purchasing more services, as well as higher-priced tiers of service; price

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increases; an increase in wholesale transport revenues; and the offering of incremental services to business services customers, including the services offered by NaviSite. Organic residential high-speed data revenues are expected to increase due to growth in subscribers, an increasing percentage of subscribers purchasing higher-priced tiers of service and price increases. Future growth rates for revenues will depend on the Company's ability to attract and retain subscribers and increase pricing, which can be impacted by competitive factors, the state of the economy and regulation.

TWC's operations have been affected by the challenging economic environment. The Company believes that factors such as new household formation, housing vacancy rates, unemployment rates and consumer spending levels have negatively affected its residential services subscriber, revenue and profit growth.

TWC faces intense competition for residential services customers from a variety of alternative communications, information and entertainment delivery sources. TWC competes with incumbent local telephone companies across each of its primary residential services. Some of these telephone companies offer a broad range of services with features and functions comparable to those provided by TWC and in bundles similar to those offered by TWC, sometimes including wireless service. Each of TWC's residential services also faces competition from other companies that provide services on a stand-alone basis. TWC's residential video service faces competition from direct broadcast satellite services, and increasingly from companies that deliver content to consumers over the Internet. TWC's residential high-speed data and voice services face competition from wireless Internet and voice providers. TWC's residential voice service also faces competition from over-the-top phone services and other alternatives.

TWC also competes across each of its business high-speed data, networking and voice services with incumbent local exchange carriers, or ILECs, competitive local exchange carriers, or CLECs, and interexchange carriers, or IXCs. TWC's cell tower backhaul service also faces competition from ILECs and CLECs, as well as other carriers, such as metro and regional fiber providers. TWC's business video service faces competition from direct broadcast satellite providers. Through its NaviSite subsidiary, TWC competes with cloud, hosting and related service providers and application-services providers. Technological advances and product innovations have increased and will likely continue to increase the number of alternatives available to TWC's current and potential residential and business services customers, further intensifying competition. The Company believes the more competitive environment has negatively affected its residential and business services subscriber, revenue and profit growth.

TWC faces intense competition in its advertising business across many different platforms and from a wide range of local and national competitors. Competition has increased and will likely continue to increase as new formats for advertising seek to attract the same advertisers. TWC competes for advertising revenues against, among others, local broadcast stations, national cable and broadcast networks, radio, newspapers, magazines and outdoor advertisers, as well as Internet companies.

For the six months ended June 30, 2012, video programming and employee costs represented 34.5% and 33.6%, respectively, of the Company's total operating expenses. Video programming costs are expected to continue to increase, reflecting rate increases on existing programming services (particularly sports-related programming), the impact in 2012 of recent acquisitions and the expansion of service offerings (e.g., new network channels), partially offset by an organic decline in total video subscribers. TWC expects that its video programming costs as a percentage of video revenues will continue to increase, in part due to the more competitive environment discussed above. Employee costs, which increased 10.7% in total during the six months ended June 30, 2012 from the prior year, are also expected to continue to increase as a result of many factors, including higher compensation expenses and headcount, reflecting the Company's investment in business services and other areas of growth, as well as the impact in 2012 of recent acquisitions.

**Recent Developments**

***2012 Bond Offering***

On June 27, 2012, TWC issued £650 million (approximately U.S. \$1.0 billion) in aggregate principal amount of 5.250% senior unsecured notes due 2042 in a public offering under a shelf registration statement on Form S-3 (the 2012 Bond Offering). TWC's obligations under the notes

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issued in the 2012 Bond Offering are guaranteed by the Company's subsidiaries, Time Warner Entertainment Company, L.P. ( TWE ) and TW NY Cable Holding Inc. ( TW NY ). The Company expects to use the net proceeds from the 2012 Bond Offering for general corporate purposes. As described further in Note 7 to the accompanying consolidated financial statements, the Company entered into cross-currency swaps to

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effectively convert its fixed-rate British pound sterling denominated debt, including annual interest payments and the payment of principal at maturity, to fixed-rate U.S. dollar denominated debt. Additionally, see Note 6 to the accompanying consolidated financial statements for further details regarding the notes issued in the 2012 Bond Offering.

***Revolving Credit Facility and Commercial Paper Program***

On April 27, 2012, the Company entered into a credit agreement for a \$3.5 billion senior unsecured five-year revolving credit facility maturing in April 2017 (the Revolving Credit Facility). In connection with the entry into the Revolving Credit Facility, the Company's \$4.0 billion senior unsecured three-year revolving credit facility (the Prior Credit Facility), scheduled to mature in November 2013, was terminated. In addition, the Company's unsecured commercial paper program (the CP Program) was reduced from \$4.0 billion to \$2.5 billion.

The Company's obligations under the Revolving Credit Facility are guaranteed by TWE and TW NY. Borrowings under the Revolving Credit Facility bear interest at a rate based on the credit rating of TWC, which interest rate was initially LIBOR plus 1.10% per annum. In addition, TWC is required to pay a facility fee on the aggregate commitments under the Revolving Credit Facility at a rate determined by the credit rating of TWC, which rate was initially 0.15% per annum. The Revolving Credit Facility provides same-day funding capability, and a portion of the aggregate commitments, not to exceed \$500 million at any time, may be used for the issuance of letters of credit.

The Revolving Credit Facility contains conditions, covenants, representations and warranties and events of default (with customary grace periods, as applicable) substantially similar to the conditions, covenants, representations and warranties and events of default in the Prior Credit Facility, including a maximum leverage ratio covenant of 5.0 times TWC's consolidated EBITDA. The terms and related financial metrics associated with the leverage ratio are defined in the agreement. The Revolving Credit Facility does not contain any credit ratings-based defaults or covenants or any ongoing covenants or representations specifically relating to a material adverse change in TWC's financial condition or results of operations. Borrowings under the Revolving Credit Facility may be used for general corporate purposes, and unused credit is available to support borrowings under the CP Program.

***Insight Acquisition***

On February 29, 2012, TWC completed its acquisition of Insight for \$1.335 billion in cash, net of cash acquired, and repaid \$1.164 billion outstanding under Insight's senior secured credit facility (including accrued interest), and terminated the facility. As a result, Insight is a direct wholly owned subsidiary of TWC that operates cable systems in Kentucky, Indiana and Ohio. Additionally, on March 30, 2012, a portion of Insight's \$495 million in aggregate principal amount of 9.375% senior notes due 2018 were redeemed for \$193 million in cash (including premiums and accrued interest) and, on April 2, 2012, the remainder of the outstanding notes were redeemed for \$386 million in cash (including premiums and accrued interest). The financial results for Insight, which served subscribers representing approximately 1.6 million primary service units as of the acquisition date, have been included in the Company's consolidated financial statements from the acquisition date. See Note 4 to the accompanying consolidated financial statements for additional information on the Insight acquisition.

***Wireless-related Agreements***

On December 2, 2011, SpectrumCo, LLC (SpectrumCo), a joint venture between TWC, Comcast Corporation (Comcast) and Bright House Networks, LLC (Bright House) that holds advanced wireless spectrum (AWS) licenses that cover 20MHz over 80% of the continental U.S. and Hawaii, entered into an agreement pursuant to which SpectrumCo will sell its AWS licenses to Cellco Partnership (doing business as Verizon Wireless), a joint venture between Verizon Communications Inc. and Vodafone Group Plc, for \$3.6 billion in cash. Upon closing, TWC, which owns 31.2% of SpectrumCo, will be entitled to receive approximately \$1.1 billion. This transaction, which is subject to certain regulatory approvals and customary closing conditions, is expected to close during the second half of 2012. On February 9, 2012, Comcast and Verizon Wireless received a Request for Additional Information and Documentary Materials from the U.S. Department of Justice in connection with their required notification filed under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and, on March 8, 2012, TWC, Comcast, Bright House and Verizon Wireless received a supplemental document and information request from the Federal Communications Commission (the FCC) in connection with the FCC's review of the license transfer application.





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On December 2, 2011, TWC, Comcast, Bright House and Verizon Wireless also entered into agency agreements that allow the cable companies to sell Verizon Wireless-branded wireless service, and Verizon Wireless to sell each cable company's services. During the second quarter of 2012, the Company and Verizon Wireless began selling each other's products and services under agency agreements in a number of cities. After a four-year period, subject to certain conditions, the cable companies will have the option to offer wireless service under their own brands utilizing Verizon Wireless' network. In addition, the parties entered into an agreement that provides for the creation of an innovation technology joint venture to better integrate wireless and cable services. On January 13, 2012, TWC received a civil investigative demand from the U.S. Department of Justice requesting additional information about these agreements and, on March 8, 2012, the FCC initiated an inquiry about the agency agreements. On July 9, 2012, TWC received an additional civil investigative demand from the U.S. Department of Justice requesting additional information about the agency agreements.

Upon the closing of the SpectrumCo transaction, the Company expects to record a pretax gain of approximately \$430 million (approximately \$260 million on an after-tax basis), which will be included in other income (expense), net, in the Company's consolidated statement of operations. Additionally, in the quarter in which the SpectrumCo transaction closes, the Company expects to record a noncash income tax benefit of approximately \$45 million related to an adjustment to the Company's valuation allowance for deferred income tax assets associated with its investment in Clearwire Communications LLC (Clearwire Communications).

***Common Stock Repurchase Program***

On January 25, 2012, the Company's Board of Directors increased the remaining authorization (\$758 million as of January 25, 2012) under its existing \$4.0 billion common stock repurchase program (the Stock Repurchase Program) to an aggregate of up to \$4.0 billion of TWC common stock effective January 26, 2012. Purchases under the Stock Repurchase Program may be made from time to time on the open market and in privately negotiated transactions. The size and timing of the Company's purchases under the Stock Repurchase Program are based on a number of factors, including TWC's common stock price, as well as business and market conditions. From the inception of the Stock Repurchase Program in the fourth quarter of 2010 through July 31, 2012, the Company repurchased 57.7 million shares of TWC common stock for \$4.107 billion and, as of July 31, 2012, the Company had \$3.135 billion remaining under the Stock Repurchase Program.

**FINANCIAL STATEMENT PRESENTATION**

**Revenues**

The Company's revenues consist of residential services, business services, advertising and other revenues.

***Residential services.*** Residential services revenues consist of revenues from the following residential services:

***Video.*** Video revenues include residential subscriber fees for the Company's various tiers or packages of video programming services generally distinguished from one another by the number and type of programming networks they include. Video revenues also include related equipment rental charges, installation charges and fees collected on behalf of local franchising authorities and the FCC. Additionally, video revenues include revenues from premium channels, transactional video-on-demand (e.g., events and movies) and digital video recorder (DVR) service.

***High-speed data.*** High-speed data revenues primarily include residential subscriber fees for the Company's high-speed data services and related equipment rental and installation charges. The Company offers multiple tiers of high-speed data services providing various service speeds and other attributes to meet the different needs of its subscribers. In addition, high-speed data revenues include fees received from third-party Internet service providers (e.g., Earthlink) whose on-line services are provided to some of TWC's customers.

***Voice.*** Voice revenues include residential subscriber fees for the Company's voice services, along with related installation charges, as well as fees collected on behalf of governmental authorities.

*Other.* Other revenues include revenues from home monitoring and security services and other residential subscriber-related fees.

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**OF OPERATIONS AND FINANCIAL CONDITION (Continued)**

**Business services.** Business services revenues consist of revenues from the following business services:

**Video.** Video revenues include the same fee categories received from business video subscribers as described above under residential video revenues.

**High-speed data.** High-speed data revenues primarily include business subscriber fees for the Company's high-speed data service and installation charges. High-speed data revenues also include amounts generated by the sale of commercial networking and point-to-point transport services, such as Metro Ethernet services.

**Voice.** Voice revenues include business subscriber fees for the Company's voice services, along with related installation charges, as well as fees collected on behalf of governmental authorities.

**Wholesale transport.** Wholesale transport revenues primarily include amounts generated by the sale of point-to-point transport services offered to wireless telephone providers (i.e., cell tower backhaul) and other carriers.

**Other.** Other revenues primarily include revenues from managed and outsourced IT solutions and cloud services provided by NaviSite, revenues from business monitoring and security services and other business subscriber-related fees.

**Advertising.** Advertising revenues include the fees charged to local, regional and national customers for advertising placed on the Company's video and high-speed data services, as well as revenues from advertising inventory sold on behalf of other video distributors. Currently, most advertising revenues are derived from advertising placed on video services.

**Other.** Other revenues primarily include (a) fees paid to TWC by the Advance/Newhouse Partnership for (i) the ability to distribute the Company's high-speed data service and (ii) TWC's management of certain functions, including, among others, programming and engineering, and (b) commissions earned on the sale of merchandise by home shopping networks.

**Costs and Expenses**

Costs of revenues include the following costs directly associated with the delivery of services to subscribers or the maintenance of the Company's delivery systems: video programming costs; high-speed data connectivity costs; voice network costs; other service-related expenses, including non-administrative labor; franchise fees; and other related costs.

Selling, general and administrative expenses include amounts not directly associated with the delivery of services to subscribers or the maintenance of the Company's delivery systems, such as administrative labor costs, marketing expenses, bad debt expense, billing system charges, non-plant repair and maintenance costs and other administrative overhead costs.

Costs of revenues and selling, general and administrative expenses exclude depreciation expense, which is presented separately in the accompanying consolidated statement of operations.

**Use of Operating Income before Depreciation and Amortization**

In discussing its performance, the Company may use certain measures that are not calculated and presented in accordance with U.S. generally accepted accounting principles (GAAP). These measures include Operating Income before Depreciation and Amortization (OIBDA), which the Company defines as Operating Income before depreciation of tangible assets and amortization of intangible assets.

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Management uses OIBDA, among other measures, in evaluating the performance of the Company's business because it eliminates the effects of (1) considerable amounts of noncash depreciation and amortization and (2) items not within the control of the Company's operations managers (such as net income attributable to noncontrolling interests, income tax provision, other income (expense), net, and interest expense, net). Performance measures derived from OIBDA are also used in the Company's annual incentive compensation programs. In addition, this measure is commonly used by analysts, investors and others in evaluating the Company's performance.

This measure has inherent limitations. For example, OIBDA does not reflect capital expenditures or the periodic costs of certain capitalized assets used in generating revenues. To compensate for such limitations, management evaluates

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performance through, among other measures, various cash flow measures, which reflect capital expenditure decisions, and net income attributable to TWC shareholders, which reflects the periodic costs of capitalized assets. OIBDA also fails to reflect the significant costs borne by the Company for income taxes and debt servicing costs, the share of OIBDA attributable to noncontrolling interests, the results of the Company's equity investments and other non-operational income or expense. Management compensates for these limitations by using other analytics such as a review of net income attributable to TWC shareholders.

This non-GAAP measure should be considered in addition to, not as a substitute for, the Company's Operating Income and net income attributable to TWC shareholders, as well as other measures of financial performance reported in accordance with GAAP, and may not be comparable to similarly titled measures used by other companies.

**Basis of Presentation*****Reclassifications***

Certain reclassifications have been made to the prior year financial information to conform to the current year presentation.

**Recent Accounting Standards**

See Note 2 to the accompanying consolidated financial statements for accounting standards adopted in 2012.

**RESULTS OF OPERATIONS****Three and Six Months Ended June 30, 2012 Compared to Three and Six Months Ended June 30, 2011**

The following discussion provides an analysis of the Company's results of operations and should be read in conjunction with the accompanying consolidated statement of operations, as well as the consolidated financial statements and notes thereto and MD&A included in the 2011 Form 10-K.

**Revenues.** Revenues by major category were as follows (in millions):

|                                  | Three Months Ended  |                 |                       | Six Months Ended    |                 |                       |
|----------------------------------|---------------------|-----------------|-----------------------|---------------------|-----------------|-----------------------|
|                                  | June 30,            |                 | %                     | June 30,            |                 | %                     |
|                                  | 2012 <sup>(a)</sup> | 2011            | Change <sup>(a)</sup> | 2012 <sup>(a)</sup> | 2011            | Change <sup>(a)</sup> |
| Residential services             | \$ 4,617            | \$ 4,300        | 7.4%                  | \$ 9,050            | \$ 8,559        | 5.7%                  |
| Business services <sup>(b)</sup> | 464                 | 361             | 28.5%                 | 893                 | 673             | 32.7%                 |
| Advertising                      | 265                 | 225             | 17.8%                 | 476                 | 422             | 12.8%                 |
| Other                            | 58                  | 58              |                       | 119                 | 117             | 1.7%                  |
| <b>Total<sup>(b)</sup></b>       | <b>\$ 5,404</b>     | <b>\$ 4,944</b> | <b>9.3%</b>           | <b>\$ 10,538</b>    | <b>\$ 9,771</b> | <b>7.8%</b>           |

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- (a) Revenues for the three and six months ended June 30, 2012 include revenues from Insight since its acquisition on February 29, 2012, the cable systems acquired from NewWave Communications ( NewWave ) in the fourth quarter of 2011 and NaviSite, which was acquired in the second quarter of 2011, as follows (in millions):

|                      | Three Months Ended June 30, 2012 |              |              | Six Months Ended June 30, 2012 |              |              |
|----------------------|----------------------------------|--------------|--------------|--------------------------------|--------------|--------------|
|                      | Insight                          | NewWave      | NaviSite     | Insight                        | NewWave      | NaviSite     |
| Residential services | \$ 244                           | \$ 18        | \$           | \$ 328                         | \$ 36        | \$           |
| Business services    | 16                               | 1            | 38           | 21                             | 3            | 74           |
| Advertising          | 11                               |              |              | 15                             |              |              |
| Other                | 2                                |              |              | 2                              |              |              |
| <b>Total</b>         | <b>\$ 273</b>                    | <b>\$ 19</b> | <b>\$ 38</b> | <b>\$ 366</b>                  | <b>\$ 39</b> | <b>\$ 74</b> |

- (b) Business services and total revenues for the three and six months ended June 30, 2011 include NaviSite revenues of \$26 million from the date of acquisition (April 21, 2011) through June 30, 2011.

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Selected subscriber-related statistics were as follows (in thousands):

|  | June 30,<br>2012 <sup>(a)</sup> | 2011   | %<br>Change <sup>(a)</sup> |
|--|---------------------------------|--------|----------------------------|
| Residential services:                      |                                 |        |                            |
| Video <sup>(b)</sup>                       | 12,299                          | 12,067 | 1.9%                       |
| High-speed data <sup>(c)</sup>             | 10,775                          | 9,703  | 11.0%                      |
| Voice <sup>(d)</sup>                       | 4,990                           | 4,489  | 11.2%                      |
| Primary service units <sup>(e)</sup>       | 28,064                          | 26,259 | 6.9%                       |
| Business services:                         |                                 |        |                            |
| Video <sup>(b)</sup>                       | 185                             | 168    | 10.1%                      |
| High-speed data <sup>(c)</sup>             | 433                             | 359    | 20.6%                      |
| Voice <sup>(d)</sup>                       | 198                             | 136    | 45.6%                      |
| Primary service units <sup>(e)</sup>       | 816                             | 663    | 23.1%                      |
| Total primary service units <sup>(e)</sup> | 28,880                          | 26,922 | 7.3%                       |
| Customer relationships <sup>(f)</sup>      | 15,293                          | 14,454 | 5.8%                       |
| Double play <sup>(g)</sup>                 | 5,099                           | 4,865  | 4.8%                       |
| Triple play <sup>(h)</sup>                 | 4,244                           | 3,801  | 11.7%                      |

(a) The Company's subscriber numbers as of June 30, 2012 reflect certain acquired subscribers and adjustments, as follows:

- (i) On February 29, 2012, the Company acquired Insight, resulting in an increase of 673,000 residential video subscribers, 548,000 residential high-speed data subscribers, 289,000 residential voice subscribers, 1,510,000 residential primary service units, 10,000 business video subscribers, 20,000 business high-speed data subscribers, 10,000 business voice subscribers, 40,000 business primary service units, 1,550,000 total primary service units, 777,000 customer relationships, 319,000 double play subscribers and 227,000 triple play subscribers. TWC uses a methodology for counting certain subscribers that differs from the methodology used by Insight. TWC has estimated the Insight subscribers under TWC counting methodologies; however, these estimates are subject to adjustments as TWC completes its integration of Insight.
- (ii) During the fourth quarter of 2011, the Company acquired cable systems from NewWave, as well as another small cable system, resulting, in total, in an increase of 79,000 residential video subscribers, 45,000 residential high-speed data subscribers, 26,000 residential voice subscribers, 150,000 residential primary service units, 2,000 business video subscribers, 2,000 business high-speed data subscribers, 1,000 business voice subscribers, 5,000 business primary service units, 155,000 total primary service units, 91,000 customer relationships, 22,000 double play subscribers and 21,000 triple play subscribers.
- (b) Video subscriber numbers reflect billable subscribers who purchase at least the basic service video programming tier. The determination of whether a video subscriber is categorized as residential or business is based on the type of subscriber purchasing the service.
- (c) High-speed data subscriber numbers reflect billable subscribers who purchase any of the high-speed data services offered by TWC. The determination of whether a high-speed data subscriber is categorized as residential or business is generally based upon the type of service provided to that subscriber. For example, if TWC provides a business service, the subscriber is classified as business.
- (d) Voice subscriber numbers reflect billable subscribers who purchase an IP-based telephony service, as well as a small number of subscribers acquired from Insight who receive traditional, circuit-switched telephone service. The determination of whether a voice subscriber is categorized as residential or business is generally based upon the type of service provided to that subscriber. For example, if TWC provides a business service, the subscriber is classified as business.



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- (e) Primary service unit numbers represent the sum of video, high-speed data and voice subscribers.
- (f) Customer relationships represent the number of subscribers who purchase at least one of the Company's primary services. For example, a subscriber who purchases only high-speed data service and no video service will count as one customer relationship, and a subscriber who purchases both video and high-speed data services will also count as only one customer relationship.
- (g) Double play subscriber numbers reflect customers who subscribe to two of the Company's primary services.
- (h) Triple play subscriber numbers reflect customers who subscribe to all three of the Company's primary services.

**Table of Contents****TIME WARNER CABLE INC.****MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS****OF OPERATIONS AND FINANCIAL CONDITION (Continued)**

*Residential services revenues.* The major components of residential services revenues were as follows (in millions):

|                            | Three Months Ended<br>June 30, |          |                            | Six Months Ended<br>June 30, |          |                            |
|----------------------------|--------------------------------|----------|----------------------------|------------------------------|----------|----------------------------|
|                            | 2012 <sup>(a)</sup>            | 2011     | %<br>Change <sup>(a)</sup> | 2012 <sup>(a)</sup>          | 2011     | %<br>Change <sup>(a)</sup> |
| Residential services:      |                                |          |                            |                              |          |                            |
| Video                      | \$ 2,797                       | \$ 2,676 | 4.5%                       | \$ 5,508                     | \$ 5,337 | 3.2%                       |
| High-speed data            | 1,266                          | 1,115    | 13.5%                      | 2,465                        | 2,209    | 11.6%                      |
| Voice                      | 539                            | 497      | 8.5%                       | 1,047                        | 990      | 5.8%                       |
| Other                      | 15                             | 12       | 25.0%                      | 30                           | 23       | 30.4%                      |
| Total residential services | \$ 4,617                       | \$ 4,300 | 7.4%                       | \$ 9,050                     | \$ 8,559 | 5.7%                       |

<sup>(a)</sup> Residential services revenues for the three and six months ended June 30, 2012 include revenues from Insight since its acquisition on February 29, 2012 and the cable systems acquired from NewWave in the fourth quarter of 2011, as follows (in millions):

|                            | Three Months Ended<br>June 30, 2012 |         | Six Months Ended<br>June 30, 2012 |         |
|----------------------------|-------------------------------------|---------|-----------------------------------|---------|
|                            | Insight                             | NewWave | Insight                           | NewWave |
| Residential services:      |                                     |         |                                   |         |
| Video                      | \$ 138                              | \$ 11   | \$ 187                            | \$ 22   |
| High-speed data            | 66                                  | 5       | 88                                | 9       |
| Voice                      | 38                                  | 2       | 51                                | 5       |
| Other                      | 2                                   |         | 2                                 |         |
| Total residential services | \$ 244                              | \$ 18   | \$ 328                            | \$ 36   |

For residential services, average monthly revenues per unit were as follows:

|                                      | Three Months Ended<br>June 30, |          |          | Six Months Ended<br>June 30, |          |          |
|--------------------------------------|--------------------------------|----------|----------|------------------------------|----------|----------|
|                                      | 2012                           | 2011     | % Change | 2012                         | 2011     | % Change |
| Video <sup>(a)</sup>                 | \$ 75.19                       | \$ 73.46 | 2.4%     | \$ 75.10                     | \$ 73.08 | 2.8%     |
| High-speed data <sup>(b)</sup>       | 39.12                          | 38.26    | 2.2%     | 39.05                        | 38.20    | 2.2%     |
| Voice <sup>(c)</sup>                 | 36.06                          | 37.02    | (2.6%)   | 36.10                        | 37.12    | (2.7%)   |
| Primary service units <sup>(d)</sup> | 54.69                          | 54.49    | 0.4%     | 54.75                        | 54.39    | 0.7%     |

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- (a) Average monthly residential video revenues per unit represents residential video revenues divided by the corresponding average residential video subscribers for the period.
- (b) Average monthly residential high-speed data revenues per unit represents residential high-speed data revenues divided by the corresponding average residential high-speed data subscribers for the period.
- (c) Average monthly residential voice revenues per unit represents residential voice revenues divided by the corresponding average residential voice subscribers for the period.
- (d) Average monthly residential revenues per residential primary service unit represents residential services revenues divided by the corresponding average residential primary service units for the period.

**Table of Contents****TIME WARNER CABLE INC.****MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS****OF OPERATIONS AND FINANCIAL CONDITION (Continued)**

The major components of residential video revenues were as follows (in millions):

|   | Three Months Ended              |                 |                            | Six Months Ended                |                 |                            |
|---|---------------------------------|-----------------|----------------------------|---------------------------------|-----------------|----------------------------|
|   | June 30,<br>2012 <sup>(a)</sup> | 2011            | %<br>Change <sup>(a)</sup> | June 30,<br>2012 <sup>(a)</sup> | 2011            | %<br>Change <sup>(a)</sup> |
| Programming tiers <sup>(b)</sup>                | \$ 1,837                        | \$ 1,757        | 4.6%                       | \$ 3,616                        | \$ 3,510        | 3.0%                       |
| Premium channels                                | 205                             | 203             | 1.0%                       | 405                             | 408             | (0.7%)                     |
| Transactional video-on-demand                   | 87                              | 90              | (3.3%)                     | 160                             | 176             | (9.1%)                     |
| Video equipment rental and installation charges | 369                             | 343             | 7.6%                       | 732                             | 684             | 7.0%                       |
| DVR service                                     | 173                             | 160             | 8.1%                       | 342                             | 314             | 8.9%                       |
| Franchise and other fees <sup>(c)</sup>         | 126                             | 123             | 2.4%                       | 253                             | 245             | 3.3%                       |
| <b>Total</b>                                    | <b>\$ 2,797</b>                 | <b>\$ 2,676</b> | <b>4.5%</b>                | <b>\$ 5,508</b>                 | <b>\$ 5,337</b> | <b>3.2%</b>                |

(a) Residential video revenues for the three and six months ended June 30, 2012 include revenues from Insight since its acquisition on February 29, 2012 and the cable systems acquired from NewWave in the fourth quarter of 2011, as follows (in millions):

|   | Three Months Ended |               | Six Months Ended |               |
|---|--------------------|---------------|------------------|---------------|
|   | June 30, 2012      | June 30, 2012 | June 30, 2012    | June 30, 2012 |
|   | Insight            | NewWave       | Insight          | NewWave       |
| Programming tiers <sup>(b)</sup>                | \$ 103             | \$ 10         | \$ 139           | \$ 19         |
| Premium channels                                | 7                  |               | 10               | 1             |
| Transactional video-on-demand                   | 5                  |               | 7                |               |
| Video equipment rental and installation charges | 13                 | 1             | 18               | 1             |
| DVR service                                     | 8                  |               | 10               | 1             |
| Franchise and other fees <sup>(c)</sup>         | 2                  |               | 3                |               |
| <b>Total</b>                                    | <b>\$ 138</b>      | <b>\$ 11</b>  | <b>\$ 187</b>    | <b>\$ 22</b>  |

(b) Programming tier revenues include subscriber fees for the Company's various tiers or packages of video programming services generally distinguished from one another by the number and type of programming networks they include.

(c) Franchise and other fees include fees collected on behalf of franchising authorities and the FCC.

The increase in residential video revenues was primarily due to the acquisitions of Insight and the NewWave cable systems and an increase in average revenues per subscriber, partially offset by an organic decrease in video subscribers. For both periods, the increase in such average revenues per subscriber was primarily due to price increases, a greater percentage of subscribers purchasing higher-priced tiers of service and increased revenues from equipment rentals and DVR service, partially offset by decreases in transactional video-on-demand and premium channel revenues.

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Residential high-speed data revenues increased due to organic growth in high-speed data subscribers and an increase in average revenues per subscriber (due to both price increases and a greater percentage of subscribers purchasing higher-priced tiers of service), as well as acquisition-related growth (primarily Insight).

The increase in residential voice revenues was due to acquisition-related (primarily Insight) and organic growth in voice subscribers, partially offset by a decrease in average revenues per subscriber.

**Table of Contents****TIME WARNER CABLE INC.****MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS  
OF OPERATIONS AND FINANCIAL CONDITION (Continued)**

*Business services revenues.* The major components of business services revenues were as follows (in millions):

|  | Three Months Ended              |               |                            | Six Months Ended                |               |                            |
|--|---------------------------------|---------------|----------------------------|---------------------------------|---------------|----------------------------|
|  | June 30,<br>2012 <sup>(a)</sup> | 2011          | %<br>Change <sup>(a)</sup> | June 30,<br>2012 <sup>(a)</sup> | 2011          | %<br>Change <sup>(a)</sup> |
| Business services:                           |                                 |               |                            |                                 |               |                            |
| Video  | \$ 81                           | \$ 70         | 15.7%                      | \$ 157                          | \$ 139        | 12.9%                      |
| High-speed data                              | 224                             | 177           | 26.6%                      | 432                             | 344           | 25.6%                      |
| Voice  | 73                              | 46            | 58.7%                      | 136                             | 88            | 54.5%                      |
| Wholesale transport                          | 44                              | 39            | 12.8%                      | 85                              | 71            | 19.7%                      |
| Other <sup>(b)</sup>                         | 42                              | 29            | 44.8%                      | 83                              | 31            | 167.7%                     |
| <b>Total business services<sup>(b)</sup></b> | <b>\$ 464</b>                   | <b>\$ 361</b> | <b>28.5%</b>               | <b>\$ 893</b>                   | <b>\$ 673</b> | <b>32.7%</b>               |

<sup>(a)</sup> Business services revenues for the three and six months ended June 30, 2012 include revenues from Insight since its acquisition on February 29, 2012, the cable systems acquired from NewWave in the fourth quarter of 2011 and NaviSite, which was acquired in the second quarter of 2011, as follows (in millions):

|                                | Three Months Ended June 30, 2012 |             |              | Six Months Ended June 30, 2012 |             |              |
|--------------------------------|----------------------------------|-------------|--------------|--------------------------------|-------------|--------------|
|                                | Insight                          | NewWave     | NaviSite     | Insight                        | NewWave     | NaviSite     |
| Business services:             |                                  |             |              |                                |             |              |
| Video                          | \$ 4                             | \$          | \$           | \$ 5                           | \$ 1        | \$           |
| High-speed data                | 8                                |             |              | 11                             | 1           |              |
| Voice                          | 3                                | 1           |              | 4                              | 1           |              |
| Wholesale transport            | 1                                |             |              | 1                              |             |              |
| Other                          |                                  |             | 38           |                                |             | 74           |
| <b>Total business services</b> | <b>\$ 16</b>                     | <b>\$ 1</b> | <b>\$ 38</b> | <b>\$ 21</b>                   | <b>\$ 3</b> | <b>\$ 74</b> |

<sup>(b)</sup> Other and total business services revenues for the three and six months ended June 30, 2011 include NaviSite revenues of \$26 million from the date of acquisition (April 21, 2011) through June 30, 2011.

Business services revenues for the three and six months ended June 30, 2012 increased primarily due to organic growth in high-speed data and voice subscribers, the acquisitions of Insight and NaviSite and an organic increase in Metro Ethernet revenues of \$8 million and \$14 million, respectively.

*Advertising revenues.* Advertising revenues increased primarily due to growth in political advertising revenues, as well as a result of the Insight acquisition and growth in lower margin revenues from advertising inventory sold on behalf of other video distributors ( ad rep agreements ). The Company expects advertising revenues in the second half of 2012 to continue to benefit from growth in political advertising revenues, as well as the impact of the Insight acquisition and growth in revenues from ad rep agreements.



**Table of Contents****TIME WARNER CABLE INC.****MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS****OF OPERATIONS AND FINANCIAL CONDITION (Continued)**

*Costs of revenues.* The major components of costs of revenues were as follows (in millions, except per subscriber data):

|  | Three Months Ended<br>June 30, |                 |             | Six Months Ended<br>June 30, |                 |             |
|--|--------------------------------|-----------------|-------------|------------------------------|-----------------|-------------|
|  | 2012                           | 2011            | % Change    | 2012                         | 2011            | % Change    |
| Video programming  | \$ 1,167                       | \$ 1,102        | 5.9%        | \$ 2,298                     | \$ 2,183        | 5.3%        |
| Employee <sup>(a)</sup>                                      | 704                            | 647             | 8.8%        | 1,407                        | 1,292           | 8.9%        |
| High-speed data  | 47                             | 42              | 11.9%       | 93                           | 84              | 10.7%       |
| Voice  | 158                            | 151             | 4.6%        | 307                          | 318             | (3.5%)      |
| Video franchise and other fees <sup>(b)</sup>                | 131                            | 127             | 3.1%        | 261                          | 252             | 3.6%        |
| Other direct operating costs <sup>(a)</sup>                  | 267                            | 228             | 17.1%       | 512                          | 440             | 16.4%       |
| <b>Total</b>   | <b>\$ 2,474</b>                | <b>\$ 2,297</b> | <b>7.7%</b> | <b>\$ 4,878</b>              | <b>\$ 4,569</b> | <b>6.8%</b> |
| Costs of revenues as a percentage of revenues                | 45.8%                          | 46.5%           |             | 46.3%                        | 46.8%           |             |
| Average monthly video programming costs per video subscriber | \$ 30.92                       | \$ 29.83        | 3.7%        | \$ 30.89                     | \$ 29.49        | 4.7%        |
| Average monthly voice costs per voice subscriber             | \$ 10.22                       | \$ 10.96        | (6.8%)      | \$ 10.22                     | \$ 11.61        | (12.0%)     |

<sup>(a)</sup> Employee and other direct operating costs include costs directly associated with the delivery of the Company's video, high-speed data, voice and other services to subscribers and the maintenance of the Company's delivery systems.

<sup>(b)</sup> Video franchise and other fees include fees collected on behalf of franchising authorities and the FCC.

Costs of revenues increased primarily due to increases in video programming, employee and other direct operating costs. Additionally, for the three months ended June 30, 2012, costs of revenue growth was impacted by higher voice costs, which decreased for the six months ended June 30, 2012.

The increase in video programming costs was primarily due to contractual rate increases and the acquisition of Insight, partially offset by an organic decline in video subscribers. For the three and six months ended June 30, 2012, video programming costs were reduced by approximately \$15 million and, for the six months ended June 30, 2011, video programming costs were reduced by approximately \$18 million due to changes in cost estimates for programming services carried without a contract, changes in programming audit reserves and certain contract settlements. The Company expects the rate of growth in video programming costs per video subscriber in 2012 to be similar to that in 2011.

Employee costs increased primarily as a result of acquisitions, increased business services headcount and higher compensation costs per employee. Pension costs increased \$9 million and \$19 million for the three and six months ended June 30, 2012, respectively.

Voice costs consist of the direct costs associated with the delivery of voice services, including network connectivity costs. For the three months ended June 30, 2012, voice costs increased primarily due to an increase in voice subscribers due to both organic growth and the Insight acquisition, partially offset by a decrease in delivery costs per subscriber as a result of the ongoing replacement of Sprint Nextel Corporation



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( Sprint ) as the provider of voice transport, switching and interconnection services. For the six months ended June 30, 2012, voice costs declined primarily due to the decrease in delivery costs per subscriber as a result of the ongoing replacement of Sprint, partially offset by an increase in voice subscribers due to both organic growth and the Insight acquisition. The Sprint replacement process began in the fourth quarter of 2010 and, as of June 30, 2012, TWC had replaced Sprint with respect to nearly half of TWC's voice lines. The Company expects to migrate the majority of the remaining voice lines in 2013 and to complete the process during the first quarter of 2014. The Company expects average voice costs per voice subscriber to decrease in 2012 compared to 2011.

Other direct operating costs increased as a result of Insight- and NaviSite-related costs, as well as increases in a number of categories, including facilities expense, costs associated with ad rep agreements, data processing expense and repairs and maintenance costs.

**Table of Contents****TIME WARNER CABLE INC.****MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS****OF OPERATIONS AND FINANCIAL CONDITION (Continued)**

*Selling, general and administrative expenses.* The components of selling, general and administrative expenses were as follows (in millions):

|                         | Three Months Ended<br>June 30, |               |              | Six Months Ended<br>June 30, |                 |             |
|-------------------------|--------------------------------|---------------|--------------|------------------------------|-----------------|-------------|
|                         | 2012                           | 2011          | % Change     | 2012                         | 2011            | % Change    |
| Employee                | \$ 412                         | \$ 356        | 15.7%        | \$ 828                       | \$ 727          | 13.9%       |
| Marketing               | 152                            | 160           | (5.0%)       | 307                          | 319             | (3.8%)      |
| Bad debt <sup>(a)</sup> | 49                             | 34            | 44.1%        | 68                           | 57              | 19.3%       |
| Other                   | 306                            | 273           | 12.1%        | 573                          | 544             | 5.3%        |
| <b>Total</b>            | <b>\$ 919</b>                  | <b>\$ 823</b> | <b>11.7%</b> | <b>\$ 1,776</b>              | <b>\$ 1,647</b> | <b>7.8%</b> |

<sup>(a)</sup> Bad debt expense includes amounts charged to expense associated with the Company's allowance for doubtful accounts and collection expenses, net of late fees billed to subscribers. Late fees billed to subscribers were \$37 million and \$73 million for the three and six months ended June 30, 2012, respectively, and \$34 million and \$69 million for the three and six months ended June 30, 2011, respectively.

Selling, general and administrative expenses increased primarily as a result of increases in employee costs, bad debt expense and other Insight-related costs, partially offset by a decrease in marketing expense. The increase in employee costs was primarily as a result of acquisitions, increased business services headcount and higher compensation costs per employee. For the three and six months ended June 30, 2012, pension costs increased \$6 million and \$11 million, respectively, and, for the six months ended June 30, 2012, equity-based compensation costs increased \$12 million. The increase in bad debt expense was primarily due to higher collection expense, as well as the Insight acquisition.

*Merger-related and restructuring costs.* For the three and six months ended June 30, 2012, the Company incurred merger-related costs of \$8 million and \$43 million, respectively, primarily due to severance costs and legal, professional and other fees incurred in connection with the Insight acquisition. For both the three and six months ended June 30, 2011, the Company incurred merger-related costs of \$4 million in connection with the NaviSite acquisition. The Company expects to incur additional merger-related costs of approximately \$25 million during the remainder of 2012 related to the Insight acquisition.

The Company incurred restructuring costs of \$13 million and \$23 million for the three and six months ended June 30, 2012, respectively, compared to \$5 million and \$11 million for the three and six months ended June 30, 2011, respectively. These restructuring costs were primarily related to approximately 680 and 160 employee terminations for the six months ended June 30, 2012 and 2011, respectively, and other exit costs. The Company expects to incur additional restructuring costs during the remainder of 2012 in connection with various initiatives intended to improve operating efficiency, primarily related to employee terminations.

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**Reconciliation of OIBDA to Operating Income.** The following table reconciles OIBDA to Operating Income. In addition, the table provides the components from Operating Income to net income attributable to TWC shareholders for purposes of the discussions that follow (in millions):

|   | Three Months Ended<br>June 30, |          |          | Six Months Ended<br>June 30, |          |          |
|---|--------------------------------|----------|----------|------------------------------|----------|----------|
|   | 2012                           | 2011     | % Change | 2012                         | 2011     | % Change |
| OIBDA   | \$ 1,990                       | \$ 1,815 | 9.6%     | \$ 3,818                     | \$ 3,540 | 7.9%     |
| Depreciation  | (817)                          | (744)    | 9.8%     | (1,588)                      | (1,488)  | 6.7%     |
| Amortization  | (33)                           | (8)      | 312.5%   | (48)                         | (14)     | 242.9%   |
| Operating Income  | 1,140                          | 1,063    | 7.2%     | 2,182                        | 2,038    | 7.1%     |
| Interest expense, net                                     | (397)                          | (366)    | 8.5%     | (802)                        | (729)    | 10.0%    |
| Other expense, net  |                                | (32)     | (100.0%) | (3)                          | (62)     | (95.2%)  |
| Income before income taxes                                | 743                            | 665      | 11.7%    | 1,377                        | 1,247    | 10.4%    |
| Income tax provision                                      | (290)                          | (244)    | 18.9%    | (541)                        | (500)    | 8.2%     |
| Net income  | 453                            | 421      | 7.6%     | 836                          | 747      | 11.9%    |
| Less: Net income attributable to noncontrolling interests | (1)                            | (1)      |          | (2)                          | (2)      |          |
| Net income attributable to TWC shareholders               | \$ 452                         | \$ 420   | 7.6%     | \$ 834                       | \$ 745   | 11.9%    |

**OIBDA.** OIBDA increased principally as a result of revenue growth, partially offset by higher costs of revenues, selling, general and administrative expenses and merger-related and restructuring costs.

The Company incurred net expenses of approximately \$20 million and \$30 million during the three and six months ended June 30, 2012, respectively, related to new initiatives, including advanced home monitoring and security services, the deployment of WiFi access points and the expected fall 2012 launch of two regional sports networks (RSNs) that will carry Los Angeles Lakers basketball games and other regional sports programming. The Company expects 2012 net expenses from new initiatives to total approximately \$100 million to \$150 million, of which a significant portion is expected to be incurred in the fourth quarter of 2012 due to the timing of the RSN launches. The results for the three and six months ended June 30, 2011 included net expenses from new initiatives of approximately \$15 million and \$30 million, respectively, primarily related to the Company's mobile high-speed data service and advanced home monitoring and security services.

**Depreciation.** Depreciation increased primarily as a result of the property, plant and equipment acquired in connection with the Company's recent acquisitions (primarily Insight).

**Amortization.** Amortization increased primarily as a result of the customer relationship intangible assets acquired in connection with the Company's recent acquisitions (primarily Insight).

**Operating Income.** Operating Income increased primarily due to the increase in OIBDA, partially offset by the increases in depreciation and amortization, as discussed above.

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***Interest expense, net.*** Interest expense, net, increased primarily due to higher average debt outstanding during the three and six months ended June 30, 2012 compared to 2011 as a result of the public debt issuances in May and September 2011 (the 2011 Bond Offerings ).

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**Other expense, net.** Other expense, net, detail is shown in the table below (in millions):

|  | Three Months Ended |         | Six Months Ended |         |
|--|--------------------|---------|------------------|---------|
|  | June 30,           |         | June 30,         |         |
|  | 2012               | 2011    | 2012             | 2011    |
| Income (loss) from equity-method investments, net <sup>(a)</sup>                   | \$ 3               | \$ (32) | \$ 7             | \$ (57) |
| Gain (loss) on equity award reimbursement obligation to Time Warner <sup>(b)</sup> | (1)                |         | 2                | (5)     |
| Other investment losses <sup>(c)</sup>   | (2)                |         | (12)             |         |
| Other expense, net   | \$                 | \$ (32) | \$ (3)           | \$ (62) |

(a) Loss from equity-method investments, net, for 2011 primarily consists of losses incurred by Clearwire Communications. During the third quarter of 2011, the balance of the Company's investment in Clearwire Communications included in the accompanying consolidated balance sheet was reduced to \$0.

(b) See Note 7 to the accompanying consolidated financial statements for a discussion of the Company's accounting for its equity award reimbursement obligation to Time Warner Inc. (Time Warner).

(c) Other investment losses for 2012 represents impairments of the Company's investment in Canoe Ventures LLC (Canoe), an equity-method investee engaged in the development of advanced advertising platforms. The impairments were recognized as a result of Canoe's announcement during the first quarter of 2012 of a restructuring that will significantly curtail its operations.

**Income tax provision.** For the three months ended June 30, 2012 and 2011, the Company recorded income tax provisions of \$290 million and \$244 million, respectively. For the six months ended June 30, 2012 and 2011, the Company recorded income tax provisions of \$541 million and \$500 million, respectively. The effective tax rates were 39.0% and 36.7% for the three months ended June 30, 2012 and 2011, respectively, and 39.3% and 40.1% for the six months ended June 30, 2012 and 2011, respectively.

The income tax provisions and the effective tax rates for the three and six months ended June 30, 2011 include a benefit related to 2010 of \$9 million from the domestic production activities deduction under Section 199 of the Internal Revenue Code of 1986, as amended. Additionally, the income tax provisions and the effective tax rates for the three and six months ended June 30, 2012 and 2011 include the impact of the reversal of deferred income tax assets associated with Time Warner stock option awards held by TWC employees, net of excess tax benefits realized upon the exercise of TWC stock options or vesting of TWC restricted stock units (RSUs), as follows (in millions):

|  | Three Months Ended |        | Six Months Ended |         |
|--|--------------------|--------|------------------|---------|
|  | June 30,           |        | June 30,         |         |
|  | 2012               | 2011   | 2012             | 2011    |
| Time Warner stock option activity        | \$                 | \$ (1) | \$ (14)          | \$ (49) |
| TWC equity award activity <sup>(a)</sup> |                    | 9      | 14               | 37      |
| Net income tax benefit (expense)         | \$                 | \$ 8   | \$               | \$ (12) |

(a) Amounts reflect the impact of TWC equity award activity on income tax provision. Additional TWC equity award activity in excess of Time Warner stock option award activity is recorded as additional paid-in capital on the accompanying consolidated balance sheet.

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Refer to the 2011 Form 10-K for additional information on the income tax impacts of Time Warner stock option and TWC equity award activity. Absent the impacts of the above items, the effective tax rates would have been 39.0% and 39.2% for the three months ended June 30, 2012 and 2011, respectively, and 39.3% and 39.9% for the six months ended June 30, 2012 and 2011, respectively.

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*Net income attributable to TWC shareholders and net income per common share attributable to TWC common shareholders.* Net income attributable to TWC shareholders and net income per common share attributable to TWC common shareholders were as follows for the three and six months ended June 30, 2012 and 2011 (in millions, except per share data):

|  | Three Months Ended<br>June 30, |         |          | Six Months Ended<br>June 30, |         |          |
|--|--------------------------------|---------|----------|------------------------------|---------|----------|
|  | 2012                           | 2011    | % Change | 2012                         | 2011    | % Change |
| Net income attributable to TWC shareholders                          | \$ 452                         | \$ 420  | 7.6%     | \$ 834                       | \$ 745  | 11.9%    |
| Net income per common share attributable to TWC common shareholders: |                                |         |          |                              |         |          |
| Basic  | \$ 1.44                        | \$ 1.25 | 15.2%    | \$ 2.65                      | \$ 2.18 | 21.6%    |
| Diluted  | \$ 1.43                        | \$ 1.24 | 15.3%    | \$ 2.63                      | \$ 2.16 | 21.8%    |

Net income attributable to TWC shareholders for the three and six months ended June 30, 2012 increased primarily due to an increase in Operating Income and a decrease in other expense, net, partially offset by increases in interest expense, net, and income tax provision. Net income per common share attributable to TWC common shareholders for the three and six months ended June 30, 2012 benefited from lower average common shares outstanding as a result of share repurchases under the Stock Repurchase Program.

**FINANCIAL CONDITION AND LIQUIDITY**

Management believes that cash generated by or available to TWC should be sufficient to fund its capital and liquidity needs for the next twelve months and for the foreseeable future thereafter, including quarterly dividend payments, common stock repurchases and maturities of long-term debt and the TW NY Cable Preferred Membership Units (defined below). TWC's sources of cash include cash and equivalents on hand, cash provided by operating activities and borrowing capacity under its committed credit facility and commercial paper program, as well as access to capital markets. Additionally, subject to closing, TWC expects to receive the proceeds from the anticipated sale of SpectrumCo's AWS licenses.

The Company generally invests its cash and equivalents in a combination of money market, government and treasury funds, as well as other similar instruments, in accordance with the Company's investment policy of diversifying its investments and limiting the amount of its investments in a single entity or fund. As of June 30, 2012, nearly all of the Company's cash and equivalents was invested in money market funds and income earning bank deposits, including certificates of deposit.

TWC's unused committed financial capacity was \$6.588 billion as of June 30, 2012, reflecting \$3.226 billion of cash and equivalents and \$3.362 billion of available borrowing capacity under the Revolving Credit Facility.

**Current Financial Condition**

As of June 30, 2012, the Company had \$27.236 billion of debt, \$3.226 billion of cash and equivalents (net debt of \$24.010 billion, defined as total debt less cash and equivalents), \$300 million of mandatorily redeemable non-voting Series A Preferred Equity Membership Units (the TW NY Cable Preferred Membership Units) issued by a subsidiary of TWC, Time Warner NY Cable LLC (TW NY Cable), and \$7.357 billion of total TWC shareholders' equity. As of December 31, 2011, the Company had \$26.442 billion of debt, \$5.177 billion of cash and equivalents (net debt of \$21.265 billion), \$300 million of TW NY Cable Preferred Membership Units and \$7.530 billion of total TWC shareholders' equity.





**Table of Contents****TIME WARNER CABLE INC.****MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS****OF OPERATIONS AND FINANCIAL CONDITION (Continued)**

The following table shows the significant items contributing to the change in net debt from December 31, 2011 to June 30, 2012 (in millions):

|                                       |           |
|---------------------------------------|-----------|
| Balance as of December 31, 2011       | \$ 21,265 |
| Cash provided by operating activities | (2,920)   |
| Capital expenditures                  | 1,418     |
| Insight acquisition <sup>(a)</sup>    | 3,069     |
| Dividends paid                        | 356       |
| Repurchases of common stock           | 787       |
| All other, net                        | 35        |
| <br>                                  |           |
| Balance as of June 30, 2012           | \$ 24,010 |

<sup>(a)</sup> Amount includes the Insight purchase price and repayment of Insight's debt.

On April 28, 2011, TWC filed a shelf registration statement on Form S-3 with the Securities and Exchange Commission (the "SEC") that allows TWC to offer and sell from time to time a variety of securities.

As previously discussed, on December 2, 2011, SpectrumCo entered into an agreement pursuant to which it will sell its AWS licenses to Verizon Wireless for \$3.6 billion in cash. Upon closing, TWC, which owns 31.2% of SpectrumCo, will be entitled to receive approximately \$1.1 billion (approximately \$950 million on an after-tax basis). The transaction, which is subject to certain regulatory approvals and customary closing conditions, is expected to close during the second half of 2012.

On July 2, 2012, TWC's 5.400% senior notes due 2012 matured and all \$1.5 billion in aggregate principal amount was repaid.

On July 26, 2012, the Company's Board of Directors declared a quarterly cash dividend of \$0.56 per share of TWC common stock, payable in cash on September 17, 2012 to stockholders of record at the close of business on August 31, 2012.

From the inception of the Stock Repurchase Program in the fourth quarter of 2010 through July 31, 2012, the Company repurchased 57.7 million shares of TWC common stock for \$4.107 billion. As of July 31, 2012, the Company had \$3.135 billion remaining under the Stock Repurchase Program.

**Cash Flows**

Cash and equivalents decreased \$1.951 billion for the six months ended June 30, 2012 and increased \$463 million for the six months ended June 30, 2011. Components of these changes are discussed below in more detail.

**Operating Activities**

Details of cash provided by operating activities are as follows (in millions):

|   | <b>Six Months Ended</b> |                 |
|---|-------------------------|-----------------|
|   | <b>June 30,</b>         |                 |
|   | <b>2012</b>             | <b>2011</b>     |
| <b>OIBDA</b>                                      | <b>\$ 3,818</b>         | <b>\$ 3,540</b> |
| Noncash equity-based compensation                 | 78                      | 65              |
| Net interest payments <sup>(a)</sup>              | (846)                   | (720)           |
| Net income tax refunds (payments) <sup>(b)</sup>  | (77)                    | 221             |
| Net merger-related and restructuring payments     |                         | (11)            |
| All other, net, including working capital changes | (53)                    | (15)            |
| <b>Cash provided by operating activities</b>      | <b>\$ 2,920</b>         | <b>\$ 3,080</b> |

(a) Amounts include interest income received (including amounts received under interest rate swap contracts) of \$84 million and \$73 million for the six months ended June 30, 2012 and 2011, respectively.

(b) Amounts include income tax refunds received of \$9 million and \$271 million for the six months ended June 30, 2012 and 2011, respectively.

**Table of Contents****TIME WARNER CABLE INC.****MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS****OF OPERATIONS AND FINANCIAL CONDITION (Continued)**

Cash provided by operating activities decreased from \$3.080 billion for the six months ended June 30, 2011 to \$2.920 billion for the six months ended June 30, 2012. This decrease was primarily related to a decrease in income tax refunds and an increase in net interest payments (discussed below), partially offset by an increase in OIBDA.

On September 27, 2010, the Small Business Jobs Act was enacted, which provided for a bonus depreciation deduction of 50% of the cost of the Company's qualified capital expenditures retroactive to the beginning of 2010. Additionally, on December 17, 2010, the Tax Relief, Unemployment Insurance Reauthorization and Job Creation Act of 2010 was enacted, which provided for a bonus depreciation deduction of 100% of the cost of the Company's qualified capital expenditures from September 8, 2010 through December 31, 2011, which was reduced to 50% for 2012. As a result of these Acts, the Company received an income tax refund of \$270 million in the first quarter of 2011. Due to the decline in the bonus depreciation deduction and the continued reversal of bonus depreciation benefits recorded in prior years, as well as income tax payments on the anticipated SpectrumCo sale gain, the Company expects net income tax payments to increase significantly in 2012. The Company expects that this increase will be only slightly offset by the usage of Insight's net operating loss carryforwards and other Insight-related items.

Net interest payments for the six months ended June 30, 2012 increased primarily as a result of interest payments related to the 2011 Bond Offerings and, as a result, the Company expects that its net interest payments will increase in 2012 compared to 2011.

The Company may make discretionary cash contributions to its pension plans in the second half of 2012.

**Investing Activities**

Details of cash used by investing activities are as follows (in millions):

|  | <b>Six Months Ended<br/>June 30,</b> |             |
|--|--------------------------------------|-------------|
|  | <b>2012</b>                          | <b>2011</b> |
| Acquisitions and investments, net of cash acquired and distributions received: |                                      |             |
| Insight acquisition  | \$ (1,335)                           | \$          |
| NaviSite acquisition   |                                      | (263)       |
| Sterling Entertainment Enterprises, LLC <sup>(a)</sup>                         | (40)                                 | 1           |
| All other  | (35)                                 | (41)        |
| Capital expenditures   | (1,418)                              | (1,363)     |
| Other investing activities   | 13                                   | 18          |
| Cash used by investing activities  | \$ (2,815)                           | \$ (1,648)  |

<sup>(a)</sup> 2012 amount represents a loan made to Sterling Entertainment Enterprises, LLC (doing business as SportsNet New York), an equity-method investee. Cash used by investing activities increased from \$1.648 billion for the six months ended June 30, 2011 to \$2.815 billion for the six months ended June 30, 2012, principally due to increases in acquisitions and investments, net, and capital expenditures. Acquisitions and investments, net, in 2012 primarily included the Insight acquisition, while acquisitions and investments, net, in 2011 primarily included the NaviSite acquisition.



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**TIME WARNER CABLE INC.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS**  
**OF OPERATIONS AND FINANCIAL CONDITION (Continued)**

TWC's capital expenditures included the following major categories (in millions):

|   | Six Months Ended<br>June 30, |                 |
|---|------------------------------|-----------------|
|   | 2012                         | 2011            |
| Customer premise equipment <sup>(a)</sup> | \$ 526                       | \$ 533          |
| Scalable infrastructure <sup>(b)</sup>    | 350                          | 376             |
| Line extensions <sup>(c)</sup>            | 168                          | 141             |
| Upgrades/rebuilds <sup>(d)</sup>          | 42                           | 42              |
| Support capital <sup>(e)</sup>            | 332                          | 271             |
| <b>Total capital expenditures</b>         | <b>\$ 1,418</b>              | <b>\$ 1,363</b> |

(a) Amounts represent costs incurred in the purchase and installation of equipment that resides at a customer's home or business for the purpose of receiving/sending video, high-speed data and/or voice signals. Such equipment includes set-top boxes, remote controls, high-speed data modems (including wireless), telephone modems and the costs of installing such new equipment. Customer premise equipment also includes materials and labor costs incurred to install the drop cable that connects a customer's dwelling or business to the closest point of the main distribution network.

(b) Amounts represent costs incurred in the purchase and installation of equipment that controls signal reception, processing and transmission throughout TWC's distribution network, as well as controls and communicates with the equipment residing at a customer's home or business. Also included in scalable infrastructure is certain equipment necessary for content aggregation and distribution (video-on-demand equipment) and equipment necessary to provide certain video, high-speed data and voice service features (voicemail, e-mail, etc.).

(c) Amounts represent costs incurred to extend TWC's distribution network into a geographic area previously not served. These costs typically include network design, the purchase and installation of fiber optic and coaxial cable and certain electronic equipment.

(d) Amounts primarily represent costs incurred to upgrade or replace certain existing components or an entire geographic area of TWC's distribution network. These costs typically include network design, the purchase and installation of fiber optic and coaxial cable and certain electronic equipment.

(e) Amounts represent all other capital purchases required to run day-to-day operations. These costs typically include vehicles, land and buildings, computer hardware/software, office equipment, furniture and fixtures, tools and test equipment. Amounts include capitalized software costs of \$142 million and \$137 million for the six months ended June 30, 2012 and 2011, respectively.

Excluding Insight-related capital expenditures, which the Company expects will be approximately \$150 million in 2012, the Company expects that capital expenditures in 2012 will be similar to 2011 and 2010.

**Financing Activities**

Details of cash used by financing activities are as follows (in millions):

|  | Six Months Ended<br>June 30, |          |
|--|------------------------------|----------|
|  | 2012                         | 2011     |
| Proceeds from issuance of long-term debt | \$ 1,015                     | \$ 1,009 |
| Repayments of long-term debt             | (250)                        |          |

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|   |                   |                 |
|---|-------------------|-----------------|
| Repayments of long-term debt assumed in acquisitions                      | (1,730)           | (44)            |
| Debt issuance costs   | (13)              | (8)             |
| Proceeds from exercise of stock options                                   | 93                | 98              |
| Taxes paid in cash in lieu of shares issued for equity-based compensation | (41)              | (28)            |
| Excess tax benefit from equity-based compensation                         | 60                | 41              |
| Dividends paid  | (356)             | (330)           |
| Repurchases of common stock   | (787)             | (1,691)         |
| Other financing activities  | (47)              | (16)            |
| <b>Cash used by financing activities</b>                                  | <b>\$ (2,056)</b> | <b>\$ (969)</b> |

Cash used by financing activities was \$2.056 billion for the six months ended June 30, 2012 compared to \$969 million for the six months ended June 30, 2011. Cash used by financing activities for the six months ended June 30, 2012 primarily consisted of the repayment of Insight's senior credit facility and senior notes, repurchases of TWC common stock, the payment of quarterly cash dividends and the repayment of TWE's 10.150% senior notes due May 2012, partially offset by the net proceeds of the 2012 Bond Offering. Cash used by financing activities for the six months ended June 30, 2011 primarily consisted of repurchases of TWC common stock and the payment of quarterly cash dividends, partially offset by the net proceeds from the public debt issuance in May 2011.

**Table of Contents****TIME WARNER CABLE INC.****MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS****OF OPERATIONS AND FINANCIAL CONDITION (Continued)****Outstanding Debt and Mandatorily Redeemable Preferred Equity and Available Financial Capacity**

Debt and mandatorily redeemable preferred equity as of June 30, 2012 and December 31, 2011 were as follows:

|  | Maturity  | Interest Rate         | Outstanding Balance as of |                      |
|--|-----------|-----------------------|---------------------------|----------------------|
|  |           |                       | June 30,<br>2012          | December 31,<br>2011 |
| (in millions)  |           |                       |                           |                      |
| TWC notes and debentures <sup>(a)</sup>                | 2012-2042 | 5.733% <sup>(b)</sup> | \$ 24,785                 | \$ 23,744            |
| TWE notes and debentures <sup>(c)</sup>                | 2012-2033 | 7.647% <sup>(b)</sup> | 2,424                     | 2,683                |
| Revolving credit facility <sup>(d)</sup>               | 2017      |                       |                           |                      |
| Commercial paper program                               | 2017      |                       |                           |                      |
| Capital leases   | 2012-2032 |                       | 27                        | 15                   |
| Total debt <sup>(e)</sup>                              |           |                       | 27,236                    | 26,442               |
| TW NY Cable Preferred Membership Units                 | 2013      | 8.210%                | 300                       | 300                  |
| Total debt and mandatorily redeemable preferred equity |           |                       | \$ 27,536                 | \$ 26,742            |

<sup>(a)</sup> Outstanding balance amounts of the TWC notes and debentures as of June 30, 2012 and December 31, 2011 include £1.266 billion and £623 million, respectively, of senior unsecured notes valued at \$1.983 billion and \$968 million, respectively, using the exchange rates at each date.

<sup>(b)</sup> Rate represents a weighted-average effective interest rate as of June 30, 2012 and includes the effects of interest rate swaps and, for the TWC notes and debentures, cross-currency swaps.

<sup>(c)</sup> Outstanding balance amounts of the TWE notes and debentures as of June 30, 2012 and December 31, 2011 include an unamortized fair value adjustment of \$73 million and \$79 million, respectively, primarily consisting of the fair value adjustment recognized as a result of the 2001 merger of America Online, Inc. (now known as AOL Inc.) and Time Warner Inc. (now known as Historic TW Inc.).

<sup>(d)</sup> TWC's unused committed financial capacity was \$6.588 billion as of June 30, 2012, reflecting \$3.226 billion of cash and equivalents and \$3.362 billion of available borrowing capacity under the Revolving Credit Facility (which reflects a reduction of \$138 million for outstanding letters of credit backed by the Revolving Credit Facility).

<sup>(e)</sup> Outstanding balance amounts of total debt as of June 30, 2012 and December 31, 2011 include current maturities of long-term debt of \$1.855 billion and \$2.122 billion, respectively.

See Overview Recent Developments 2012 Bond Offering and Revolving Credit Facility and Commercial Paper Program and the 2011 Form 10-K for further details regarding the Company's outstanding debt and mandatorily redeemable preferred equity and other financing arrangements, including certain information about maturities, covenants and rating triggers related to such debt and financing arrangements. At June 30, 2012, TWC was in compliance with the leverage ratio covenant of the Revolving Credit Facility, with a ratio of consolidated total debt as of June 30, 2012 to consolidated EBITDA for the twelve months ended June 30, 2012 of approximately 3.1 times. In accordance with the Revolving Credit Facility agreement, consolidated total debt as of June 30, 2012 was calculated as (a) total debt per the accompanying consolidated balance sheet less the TWE unamortized fair value adjustment (discussed above) and the fair value of debt subject to interest rate swaps, less (b) total cash per the accompanying consolidated balance sheet in excess of \$25 million. In accordance with the Revolving Credit Facility agreement, consolidated EBITDA for the twelve months ended June 30, 2012 was calculated as OIBDA plus asset impairments and equity-based compensation expense.

**CAUTION CONCERNING FORWARD-LOOKING STATEMENTS**

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This document contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, particularly statements anticipating future growth in revenues, OIBDA, cash provided by operating activities and other financial measures. Words such as anticipates, estimates, expects, projects, intends, plans, believes and words and terms of similar substance used in connection with discussion of future operating or financial performance identify forward-looking statements. These forward-looking statements are included throughout this report and are based on management's current expectations and beliefs about future events. As with any projection or forecast, they are susceptible to uncertainty and changes in circumstances.

The Company operates in a highly competitive, consumer and technology driven and rapidly changing business that is affected by government regulation and economic, strategic, political and social conditions. Various factors could adversely affect the operations, business or financial results of TWC in the future and cause TWC's actual results to differ materially from those contained in the forward-looking statements, including those factors discussed in detail in Item 1A, Risk Factors, in the 2011 Form 10-K, and in TWC's other filings made from time to time with the SEC after the date of this report. In addition, important factors that could cause the Company's actual results to differ materially from those in its forward-looking statements include:

increased competition from video, high-speed data, networking and voice providers, particularly direct broadcast satellite operators, local telephone companies (ILECs and CLECs), interexchange carriers, companies that deliver programming over broadband Internet connections, and wireless broadband and phone providers;



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**TIME WARNER CABLE INC.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS**

**OF OPERATIONS AND FINANCIAL CONDITION (Continued)**

the Company's ability to deal effectively with the current challenging economic environment or further deterioration in the economy, which may negatively impact customers' demand for the Company's services and also result in a reduction in the Company's advertising revenues;

the Company's continued ability to exploit new and existing technologies that appeal to residential and business services customers and advertisers;

changes in the regulatory and tax environments in which the Company operates, including, among others, regulation of broadband Internet services, net neutrality legislation or regulation and federal, state and local taxation;

increased difficulty negotiating programming and retransmission agreements on favorable terms, resulting in increased costs to the Company and/or the loss of popular programming; and

changes in the Company's plans, initiatives and strategies.

Any forward-looking statements made by the Company in this document speak only as of the date on which they are made. The Company is under no obligation to, and expressly disclaims any obligation to, update or alter its forward-looking statements whether as a result of changes in circumstances, new information, subsequent events or otherwise.

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**TIME WARNER CABLE INC.**

**ITEM 4. CONTROLS AND PROCEDURES**

**Item 4. Controls and Procedures.**

**Evaluation of Disclosure Controls and Procedures**

The Company, under the supervision and with the participation of its management, including the Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures (as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)) as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed in reports filed or submitted by the Company under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that information required to be disclosed by the Company is accumulated and communicated to the Company's management to allow timely decisions regarding the required disclosure.

**Changes in Internal Control Over Financial Reporting**

There have not been any changes in the Company's internal control over financial reporting during the quarter ended June 30, 2012 that have materially affected, or are reasonably likely to materially affect, its internal control over financial reporting.

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**TIME WARNER CABLE INC.**  
**CONSOLIDATED BALANCE SHEET**

(Unaudited)

|  | June 30,<br>2012 | December 31,<br>2011 |
|--|------------------|----------------------|
|  | (in millions)    |                      |
| <b>ASSETS</b>  |                  |                      |
| Current assets:  |                  |                      |
| Cash and equivalents   | \$ 3,226         | \$ 5,177             |
| Receivables, less allowances of \$88 million and \$62 million<br>as of June 30, 2012 and December 31, 2011, respectively                                 | 791              | 767                  |
| Deferred income tax assets   | 379              | 267                  |
| Other current assets   | 190              | 187                  |
| <b>Total current assets</b>  | <b>4,586</b>     | <b>6,398</b>         |
| Investments  | 771              | 774                  |
| Property, plant and equipment, net   | 14,526           | 13,905               |
| Intangible assets subject to amortization, net   | 680              | 228                  |
| Intangible assets not subject to amortization  | 26,011           | 24,272               |
| Goodwill   | 2,879            | 2,247                |
| Other assets   | 484              | 452                  |
| <b>Total assets</b>  | <b>\$ 49,937</b> | <b>\$ 48,276</b>     |
| <b>LIABILITIES AND EQUITY</b>  |                  |                      |
| Current liabilities:   |                  |                      |
| Accounts payable   | \$ 399           | \$ 545               |
| Deferred revenue and subscriber-related liabilities  | 187              | 169                  |
| Accrued programming expense  | 884              | 807                  |
| Current maturities of long-term debt   | 1,855            | 2,122                |
| Other current liabilities  | 1,828            | 1,727                |
| <b>Total current liabilities</b>   | <b>5,153</b>     | <b>5,370</b>         |
| Long-term debt   | 25,381           | 24,320               |
| Mandatorily redeemable preferred equity issued by a subsidiary   | 300              | 300                  |
| Deferred income tax liabilities, net   | 11,084           | 10,198               |
| Other liabilities  | 654              | 551                  |
| Commitments and contingencies (Note 13)  |                  |                      |
| TWC shareholders' equity:  |                  |                      |
| Common stock, \$0.01 par value, 308.2 million and 315.0 million shares issued and<br>outstanding as of June 30, 2012 and December 31, 2011, respectively | 3                | 3                    |
| Additional paid-in capital   | 7,869            | 8,018                |
| Retained earnings  | 79               | 68                   |
| Accumulated other comprehensive loss, net  | (594)            | (559)                |
| <b>Total TWC shareholders' equity</b>  | <b>7,357</b>     | <b>7,530</b>         |
| Noncontrolling interests   | 8                | 7                    |
| <b>Total equity</b>  | <b>7,365</b>     | <b>7,537</b>         |

|                              |    |        |    |        |
|------------------------------|----|--------|----|--------|
| Total liabilities and equity | \$ | 49,937 | \$ | 48,276 |
|------------------------------|----|--------|----|--------|

See accompanying notes.

**Table of Contents****TIME WARNER CABLE INC.****CONSOLIDATED STATEMENT OF OPERATIONS**

(Unaudited)

|  | <b>Three Months Ended</b>                   |             | <b>Six Months Ended</b> |             |
|--|---|-------------|-------------------------|-------------|
|  | <b>June 30,</b>                             |             | <b>June 30,</b>         |             |
|  | <b>2012</b>                                 | <b>2011</b> | <b>2012</b>             | <b>2011</b> |
|  | <b>(in millions, except per share data)</b> |             |                         |             |
| Revenues   | \$ 5,404                                    | \$ 4,944    | \$ 10,538               | \$ 9,771    |
| Costs and expenses:  |   |             |                         |             |
| Costs of revenues <sup>(a)</sup>                                     | 2,474                                       | 2,297       | 4,878                   | 4,569       |
| Selling, general and administrative <sup>(a)</sup>                   | 919   | 823         | 1,776                   | 1,647       |
| Depreciation   | 817   | 744         | 1,588                   | 1,488       |
| Amortization   | 33  | 8           | 48                      | 14          |
| Merger-related and restructuring costs                               | 21  | 9           | 66                      | 15          |
| Total costs and expenses   | 4,264                                       | 3,881       | 8,356                   | 7,733       |
| Operating Income   | 1,140                                       | 1,063       | 2,182                   | 2,038       |
| Interest expense, net  | (397)                                       | (366)       | (802)                   | (729)       |
| Other expense, net   |   | (32)        | (3)                     | (62)        |
| Income before income taxes   | 743   | 665         | 1,377                   | 1,247       |
| Income tax provision   | (290)                                       | (244)       | (541)                   | (500)       |
| Net income   | 453   | 421         | 836                     | 747         |
| Less: Net income attributable to noncontrolling interests            | (1)   | (1)         | (2)                     | (2)         |
| Net income attributable to TWC shareholders                          | \$ 452                                      | \$ 420      | \$ 834                  | \$ 745      |
| Net income per common share attributable to TWC common shareholders: |   |             |                         |             |
| Basic  | \$ 1.44                                     | \$ 1.25     | \$ 2.65                 | \$ 2.18     |
| Diluted  | \$ 1.43                                     | \$ 1.24     | \$ 2.63                 | \$ 2.16     |
| Average common shares outstanding:                                   |   |             |                         |             |
| Basic  | 311.1                                       | 334.0       | 312.5                   | 338.7       |
| Diluted  | 315.3                                       | 339.6       | 317.1                   | 344.6       |
| Cash dividends declared per share of common stock                    | \$ 0.56                                     | \$ 0.48     | \$ 1.12                 | \$ 0.96     |

(a) Costs of revenues and selling, general and administrative expenses exclude depreciation. See accompanying notes.



**Table of Contents****TIME WARNER CABLE INC.****CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**

(Unaudited)

|   | <b>Three Months Ended</b> |             | <b>Six Months Ended</b> |             |
|---|---------------------------|-------------|-------------------------|-------------|
|   | <b>June 30,</b>           |             | <b>June 30,</b>         |             |
|   | <b>2012</b>               | <b>2011</b> | <b>2012</b>             | <b>2011</b> |
|   | <b>(in millions)</b>      |             |                         |             |
| Net income  | \$ 453                    | \$ 421      | \$ 836                  | \$ 747      |
| Change in unrealized losses on pension benefit obligation, net of tax | (7)                       | (6)         | 3                       | (2)         |
| Change in deferred losses on cash flow hedges, net of tax             | (36)                      | (24)        | (37)                    | (24)        |
| Other comprehensive loss  | (43)                      | (30)        | (34)                    | (26)        |
| Comprehensive income  | 410                       | 391         | 802                     | 721         |
| Less: Comprehensive income attributable to noncontrolling interests   | (1)                       | (1)         | (2)                     | (2)         |
| Comprehensive income attributable to TWC shareholders                 | \$ 409                    | \$ 390      | \$ 800                  | \$ 719      |

See accompanying notes.

**Table of Contents****TIME WARNER CABLE INC.****CONSOLIDATED STATEMENT OF CASH FLOWS**

(Unaudited)

|  | <b>Six Months Ended<br/>June 30,</b> |             |
|--|--------------------------------------|-------------|
|  | <b>2012</b>                          | <b>2011</b> |
|  | <b>(in millions)</b>                 |             |
| <b>OPERATING ACTIVITIES</b>  |                                      |             |
| Net income   | \$ 836                               | \$ 747      |
| Adjustments for noncash and nonoperating items:                                    |                                      |             |
| Depreciation   | 1,588                                | 1,488       |
| Amortization   | 48                                   | 14          |
| (Income) loss from equity-method investments, net of cash distributions            | 3                                    | 65          |
| Deferred income taxes  | 267                                  | 391         |
| Equity-based compensation expense  | 78                                   | 65          |
| Excess tax benefit from equity-based compensation                                  | (60)                                 | (41)        |
| Changes in operating assets and liabilities, net of acquisitions and dispositions: |                                      |             |
| Receivables  | 14                                   | 39          |
| Accounts payable and other liabilities   | 116                                  | 30          |
| Other changes  | 30                                   | 282         |
| Cash provided by operating activities  | 2,920                                | 3,080       |
| <b>INVESTING ACTIVITIES</b>  |                                      |             |
| Acquisitions and investments, net of cash acquired and distributions received      | (1,410)                              | (303)       |
| Capital expenditures   | (1,418)                              | (1,363)     |
| Other investing activities   | 13                                   | 18          |
| Cash used by investing activities  | (2,815)                              | (1,648)     |
| <b>FINANCING ACTIVITIES</b>  |                                      |             |
| Proceeds from issuance of long-term debt   | 1,015                                | 1,009       |
| Repayments of long-term debt   | (250)                                |             |
| Repayments of long-term debt assumed in acquisitions                               | (1,730)                              | (44)        |
| Debt issuance costs  | (13)                                 | (8)         |
| Proceeds from exercise of stock options  | 93                                   | 98          |
| Taxes paid in cash in lieu of shares issued for equity-based compensation          | (41)                                 | (28)        |
| Excess tax benefit from equity-based compensation                                  | 60                                   | 41          |
| Dividends paid   | (356)                                | (330)       |
| Repurchases of common stock  | (787)                                | (1,691)     |
| Other financing activities   | (47)                                 | (16)        |
| Cash used by financing activities  | (2,056)                              | (969)       |
| Increase (decrease) in cash and equivalents  | (1,951)                              | 463         |
| Cash and equivalents at beginning of period  | 5,177                                | 3,047       |
| Cash and equivalents at end of period  | \$ 3,226                             | \$ 3,510    |



See accompanying notes.

**Table of Contents****TIME WARNER CABLE INC.****CONSOLIDATED STATEMENT OF EQUITY**

(Unaudited)

|  | <b>TWC<br/>Shareholders<br/>Equity</b> | <b>Non-<br/>controlling<br/>Interests<br/>(in millions)</b> | <b>Total<br/>Equity</b> |
|--|--|---|-------------------------|
| Balance as of December 31, 2010  | \$ 9,210                               | \$ 7  | \$ 9,217                |
| Net income   | 745                                    | 2   | 747                     |
| Change in unrealized losses on pension benefit obligation,<br>net of income tax benefit of \$1 million   | (2)                                    |   | (2)                     |
| Change in deferred losses on cash flow hedges,<br>net of income tax benefit of \$15 million              | (24)                                   |   | (24)                    |
| <b>Comprehensive income</b>  | <b>719</b>                             | <b>2</b>  | <b>721</b>              |
| Equity-based compensation expense  | 65                                     |   | 65                      |
| Taxes paid in lieu of shares issued for equity-based compensation  | (28)                                   |   | (28)                    |
| Shares issued upon exercise of stock options   | 98                                     |   | 98                      |
| Repurchase and retirement of common stock  | (1,693)                                |   | (1,693)                 |
| Cash dividends declared (\$0.96 per common share)  | (330)                                  |   | (330)                   |
| Other changes  |  | (1)   | (1)                     |
| Balance as of June 30, 2011  | \$ 8,041                               | \$ 8  | \$ 8,049                |
| Balance as of December 31, 2011  | \$ 7,530                               | \$ 7  | \$ 7,537                |
| Net income   | 834                                    | 2   | 836                     |
| Change in unrealized losses on pension benefit obligation,<br>net of income tax provision of \$0 million | 3                                      |   | 3                       |
| Change in deferred losses on cash flow hedges,<br>net of income tax benefit of \$24 million              | (37)                                   |   | (37)                    |
| <b>Comprehensive income</b>  | <b>800</b>                             | <b>2</b>  | <b>802</b>              |
| Equity-based compensation expense  | 78                                     |   | 78                      |
| Excess tax benefit realized from equity-based compensation   | 45                                     |   | 45                      |
| Taxes paid in lieu of shares issued for equity-based compensation  | (41)                                   |   | (41)                    |
| Shares issued upon exercise of stock options   | 94                                     |   | 94                      |
| Repurchase and retirement of common stock  | (793)                                  |   | (793)                   |
| Cash dividends declared (\$1.12 per common share)  | (356)                                  |   | (356)                   |
| Other changes  |  | (1)   | (1)                     |
| Balance as of June 30, 2012  | \$ 7,357                               | \$ 8  | \$ 7,365                |

See accompanying notes.

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**TIME WARNER CABLE INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Unaudited)

**1. DESCRIPTION OF BUSINESS AND BASIS OF PRESENTATION**

**Description of Business**

Time Warner Cable Inc. (together with its subsidiaries, TWC or the Company) is among the largest providers of video, high-speed data and voice services in the U.S., with technologically advanced, well-clustered cable systems located mainly in five geographic areas: New York State (including New York City), the Carolinas, the Midwest (including Ohio, Kentucky and Wisconsin), Southern California (including Los Angeles) and Texas. TWC offers its residential and business services customers video, high-speed data and voice services over its broadband cable systems. TWC's business services also include networking and transport services (including cell tower backhaul services) and, through its wholly owned subsidiary, NaviSite, Inc. (NaviSite), managed and outsourced information technology solutions and cloud services. TWC also sells advertising to a variety of national, regional and local customers.

**Basis of Presentation**

***Basis of Consolidation***

The consolidated financial statements include all of the assets, liabilities, revenues, expenses and cash flows of TWC and all entities in which TWC has a controlling voting interest. In accordance with authoritative guidance issued by the Financial Accounting Standards Board (FASB) related to consolidation, the consolidated financial statements include the results of the Time Warner Entertainment-Advance/Newhouse Partnership (TWE-A/N) only for the TWE-A/N cable systems that are controlled by TWC and for which TWC holds an economic interest. Intercompany accounts and transactions between consolidated companies have been eliminated in consolidation.

***Use of Estimates***

The preparation of financial statements in conformity with U.S. generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and footnotes thereto. Actual results could differ from those estimates.

Significant estimates inherent in the preparation of the consolidated financial statements include accounting for asset impairments, allowances for doubtful accounts, investments, depreciation and amortization, business combinations, derivative financial instruments, pension benefits, equity-based compensation, income taxes, contingencies and certain programming arrangements. Allocation methodologies used to prepare the consolidated financial statements are based on estimates and have been described in the notes, where appropriate.

***Reclassifications***

Certain reclassifications have been made to the prior year financial information to conform to the current year presentation.

***Interim Financial Statements***

The 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 the financial position, results of operations and cash flows for the periods presented in conformity with GAAP applicable to interim periods. The consolidated financial statements should be read in conjunction with the audited consolidated financial statements of TWC included in the Company's Annual Report on Form 10-K for the year ended December 31, 2011.

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**TIME WARNER CABLE INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Unaudited)

**2. RECENT ACCOUNTING STANDARDS**

**Accounting Standards Adopted in 2012**

*Fair Value Measurements and Related Disclosures*

In May 2011, the FASB issued authoritative guidance that provides a uniform framework for fair value measurements and related disclosures between GAAP and International Financial Reporting Standards. Additional disclosure requirements under this guidance include: (1) for Level 3 fair value measurements, quantitative information about unobservable inputs used, a description of the valuation processes used by the entity, and a qualitative discussion about the sensitivity of the measurements to changes in the unobservable inputs; (2) for an entity's use of a nonfinancial asset that is different from the asset's highest and best use, the reason for the difference; (3) for financial instruments not measured at fair value but for which disclosure of fair value is required, the fair value hierarchy level in which the fair value measurements were determined; and (4) the disclosure of all transfers between Level 1 and Level 2 of the fair value hierarchy. This guidance became effective for TWC on January 1, 2012 and did not have a material impact on the Company's consolidated financial statements.

*Testing Goodwill for Impairment*

In September 2011, the FASB issued authoritative guidance that allows an entity to use a qualitative approach to test goodwill for impairment. Under this guidance, an entity has the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, after assessing the totality of events or circumstances, an entity determines it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then performing the two-step impairment test is unnecessary. In addition, an entity has the option to bypass the qualitative assessment for any reporting unit in any period and proceed directly to performing the first step of the two-step goodwill impairment test. This guidance will be effective for TWC's goodwill impairment test performed as of July 1, 2012 and is not expected to have a material impact on the Company's consolidated financial statements.

*Testing Indefinite-Lived Intangible Assets for Impairment*

In July 2012, the FASB issued authoritative guidance that allows companies the option to perform a qualitative assessment to determine whether further impairment testing of indefinite-lived intangible assets is necessary. Under this guidance, an entity is required to perform a quantitative impairment test if qualitative factors indicate that it is more likely than not that indefinite-lived intangible assets are impaired. The qualitative factors are consistent with the guidance established for goodwill impairment testing and include identifying and assessing events and circumstances that would most significantly impact, individually or in the aggregate, the carrying value of the indefinite-lived intangible assets. TWC has elected to early adopt this guidance, which will be effective for TWC's indefinite-lived intangible asset impairment tests performed as of July 1, 2012 and is not expected to have a material impact on the Company's consolidated financial statements.

**3. EARNINGS PER SHARE**

Basic net income per common share attributable to TWC common shareholders is determined using the two-class method and is computed by dividing net income attributable to TWC common shareholders by the weighted average of common shares outstanding during the period. The two-class method is an earnings allocation formula that determines income per share for each class of common stock and participating security according to dividends declared and participation rights in undistributed earnings. Diluted net income per common share attributable to TWC common shareholders reflects the more dilutive earnings per share amount calculated using the treasury stock method or the two-class method.

**Table of Contents****TIME WARNER CABLE INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Unaudited)

Set forth below is a reconciliation of net income attributable to TWC common shareholders per basic and diluted common share (in millions, except per share data):

|   | Three Months Ended<br>June 30, |         | Six Months Ended<br>June 30, |         |
|---|--------------------------------|---------|------------------------------|---------|
|   | 2012                           | 2011    | 2012                         | 2011    |
| Net income attributable to TWC shareholders                             | \$ 452                         | \$ 420  | \$ 834                       | \$ 745  |
| Less: Net income allocated to participating securities <sup>(a)</sup>   | (3)                            | (2)     | (6)                          | (5)     |
| Net income attributable to TWC common shareholders                      | \$ 449                         | \$ 418  | \$ 828                       | \$ 740  |
| <br>  |                                |         |                              |         |
| Average basic common shares outstanding                                 | 311.1                          | 334.0   | 312.5                        | 338.7   |
| Dilutive effect of nonparticipating equity awards                       | 1.9                            | 2.8     | 2.1                          | 2.9     |
| Dilutive effect of participating equity awards <sup>(a)</sup>           | 2.3                            | 2.8     | 2.5                          | 3.0     |
| Average diluted common shares outstanding                               | 315.3                          | 339.6   | 317.1                        | 344.6   |
| <br>  |                                |         |                              |         |
| Net income per common share attributable to<br>TWC common shareholders: |                                |         |                              |         |
| Basic   | \$ 1.44                        | \$ 1.25 | \$ 2.65                      | \$ 2.18 |
| Diluted   | \$ 1.43                        | \$ 1.24 | \$ 2.63                      | \$ 2.16 |

<sup>(a)</sup> The Company's restricted stock units granted to employees and non-employee directors are considered participating securities with respect to regular quarterly cash dividends.

Diluted net income per common share attributable to TWC common shareholders for the six months ended June 30, 2012 and 2011 excludes 2.6 million and 1.9 million common shares, respectively, that may be issued under the Company's equity-based compensation plans because they do not have a dilutive effect. For the three months ended June 30, 2012 and 2011, antidilutive common shares related to equity-based compensation plans were insignificant.

**4. INSIGHT ACQUISITION**

On February 29, 2012, TWC completed its acquisition of Insight Communications Company, Inc. and its subsidiaries ( Insight ) for \$1.335 billion in cash, net of cash acquired, and repaid \$1.164 billion outstanding under Insight's senior secured credit facility (including accrued interest), and terminated the facility. As a result, Insight is a direct wholly owned subsidiary of TWC that operates cable systems in Kentucky, Indiana and Ohio. Additionally, on March 30, 2012, a portion of Insight's \$495 million in aggregate principal amount of senior notes due 2018 were redeemed for \$193 million in cash (including premiums and accrued interest) and, on April 2, 2012, the remainder of the outstanding notes were redeemed for \$386 million in cash (including premiums and accrued interest). The financial results for Insight, which served subscribers representing approximately 1.6 million primary service units as of the acquisition date, have been included in the Company's consolidated

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financial statements from the acquisition date and did not significantly impact the Company's consolidated financial results for the three and six months ended June 30, 2012.

**Table of Contents****TIME WARNER CABLE INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Unaudited)

The preliminary purchase price allocation is as follows (in millions):

|   |           |              |
|---|-----------|--------------|
| Property, plant and equipment (primarily distribution systems)                              | \$        | 858          |
| Intangible assets subject to amortization (primarily customer relationships) <sup>(a)</sup> |           | 477          |
| Intangible assets not subject to amortization (cable franchise rights)                      |           | 1,747        |
| Goodwill  |           | 628          |
| Other current and noncurrent assets   |           | 183          |
| Long-term debt  |           | (1,734)      |
| Deferred income tax liabilities, net  |           | (661)        |
| Other current and noncurrent liabilities  |           | (163)        |
| <b>Total purchase price</b>   | <b>\$</b> | <b>1,335</b> |

<sup>(a)</sup> The weighted-average amortization period for acquired customer relationships is approximately 6 years.

The allocation of the purchase price, which primarily used a discounted cash flow ( DCF ) approach with respect to identified intangible assets and a combination of the cost and market approaches with respect to property, plant and equipment, is being finalized. The DCF approach was based upon management's estimates of future cash flows and a discount rate consistent with the inherent risk of each of the acquired assets.

**5. WIRELESS-RELATED AGREEMENTS**

On December 2, 2011, SpectrumCo, LLC ( SpectrumCo ), a joint venture between TWC, Comcast Corporation ( Comcast ) and Bright House Networks, LLC ( Bright House ) that holds advanced wireless spectrum ( AWS ) licenses, entered into an agreement pursuant to which SpectrumCo will sell its AWS licenses to Cellco Partnership (doing business as Verizon Wireless), a joint venture between Verizon Communications Inc. and Vodafone Group Plc, for \$3.6 billion in cash. Upon closing, TWC, which owns 31.2% of SpectrumCo, will be entitled to receive approximately \$1.1 billion. This transaction, which is subject to certain regulatory approvals and customary closing conditions, is expected to close during the second half of 2012. On February 9, 2012, Comcast and Verizon Wireless received a Request for Additional Information and Documentary Materials from the U.S. Department of Justice in connection with their required notification filed under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and, on March 8, 2012, TWC, Comcast, Bright House and Verizon Wireless received a supplemental document and information request from the Federal Communications Commission (the FCC ) in connection with the FCC's review of the license transfer application.

On December 2, 2011, TWC, Comcast, Bright House and Verizon Wireless also entered into agency agreements that allow the cable companies to sell Verizon Wireless-branded wireless service, and Verizon Wireless to sell each cable company's services. During the second quarter of 2012, the Company and Verizon Wireless began selling each other's products and services under agency agreements in a number of cities. After a four-year period, subject to certain conditions, the cable companies will have the option to offer wireless service under their own brands utilizing Verizon Wireless' network. In addition, the parties entered into an agreement that provides for the creation of an innovation technology joint venture to better integrate wireless and cable services. On January 13, 2012, TWC received a civil investigative demand from the U.S. Department of Justice requesting additional information about these agreements and, on March 8, 2012, the FCC initiated an inquiry about the agency agreements. On July 9, 2012, TWC received an additional civil investigative demand from the U.S. Department of Justice requesting additional information about the agency agreements.

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Upon the closing of the SpectrumCo transaction, the Company expects to record a pretax gain of approximately \$430 million (approximately \$260 million on an after-tax basis), which will be included in other income (expense), net, in the Company's consolidated statement of operations. Additionally, in the quarter in which the SpectrumCo transaction closes, the Company expects to record a noncash income tax benefit of approximately \$45 million related to an adjustment to the Company's valuation allowance for deferred income tax assets associated with its investment in Clearwire Communications LLC ( Clearwire Communications ).



**Table of Contents****TIME WARNER CABLE INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Unaudited)

**6. DEBT**

TWC's debt as of June 30, 2012 and December 31, 2011 was as follows (in millions):

|   | <b>Maturity</b> | <b>Outstanding Balance as of</b> |                     |
|---|-----------------|----------------------------------|---------------------|
|   |                 | <b>June 30,</b>                  | <b>December 31,</b> |
|   |                 | <b>2012</b>                      | <b>2011</b>         |
| Senior notes and debentures <sup>(a)(b)(c)(d)</sup> | 2012-2042       | \$ 27,209                        | \$ 26,427           |
| Revolving credit facility                           | 2017            |                                  |                     |
| Commercial paper program                            | 2017            |                                  |                     |
| Capital leases                                      | 2012-2032       | 27                               | 15                  |
| <b>Total debt</b>                                   |                 | <b>27,236</b>                    | <b>26,442</b>       |
| Less: Current maturities                            |                 | (1,855)                          | (2,122)             |
| <b>Total long-term debt</b>                         |                 | <b>\$ 25,381</b>                 | <b>\$ 24,320</b>    |

(a) On July 2, 2012, TWC's 5.400% senior notes due 2012 matured and all \$1.5 billion in aggregate principal amount was repaid.

(b) Outstanding balance amounts as of June 30, 2012 and December 31, 2011 include £1.266 billion and £623 million, respectively, of senior unsecured notes valued at \$1.983 billion and \$968 million, respectively, using the exchange rates at each date.

(c) The weighted-average effective interest rate for the senior notes and debentures as of June 30, 2012 is 5.905% and includes the effects of interest rate swaps and cross-currency swaps.

(d) Outstanding balance amounts as of June 30, 2012 and December 31, 2011 include an unamortized fair value adjustment of \$73 million and \$79 million, respectively, primarily consisting of the fair value adjustment recognized as a result of the 2001 merger of America Online, Inc. (now known as AOL Inc.) and Time Warner Inc. (now known as Historic TW Inc.) and are reduced by an unamortized discount of \$173 million and \$170 million, respectively. In addition, outstanding balance amounts include fair value adjustments for the portion of senior notes and debentures being hedged using interest rate swaps as discussed in Note 7 below.

**2012 Bond Offering**

On June 27, 2012, TWC issued £650 million (approximately U.S. \$1.0 billion) in aggregate principal amount of 5.250% senior unsecured notes due 2042 (the Sterling Notes) in a public offering under a shelf registration statement on Form S-3 (the 2012 Bond Offering). The Sterling Notes are guaranteed by the Company's subsidiaries, Time Warner Entertainment Company, L.P. (TWE) and TW NY Cable Holding Inc. (TW NY) (the Guarantors). The Company expects to use the net proceeds from the 2012 Bond Offering for general corporate purposes.

The Sterling Notes were issued pursuant to an Indenture, dated as of April 9, 2007, as it may be amended from time to time (the Indenture), by and among the Company, the Guarantors and The Bank of New York Mellon, as trustee. The Indenture contains customary covenants relating to restrictions on the ability of the Company or any material subsidiary to create liens and on the ability of the Company and the Guarantors to consolidate, merge or convey or transfer substantially all of their assets. The Indenture also contains customary events of default.

The Sterling Notes mature on July 15, 2042 and interest is payable annually in arrears on July 15 of each year, beginning on July 15, 2013. The Sterling Notes are unsecured senior obligations of the Company and rank equally with its other unsecured and unsubordinated obligations. The guarantees of the Sterling Notes are unsecured senior obligations of the Guarantors and rank equally in right of payment with all other unsecured and unsubordinated obligations of the Guarantors.

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The Sterling Notes may be redeemed in whole or in part at any time at the Company's option at a redemption price equal to the greater of (i) 100% of the principal amount being redeemed and (ii) the sum of the present values of the remaining scheduled payments discounted to the redemption date on an annual basis at a comparable government bond rate plus a designated number of basis points as further described in the Indenture and the Sterling Notes, plus, in each case, accrued but unpaid interest to, but not including, the redemption date.

The Company may offer to redeem all, but not less than all, of the Sterling Notes in the event of certain changes in the tax laws of the United States (or any taxing authority in the United States). This redemption would be at a redemption price equal to 100% of the principal amount, together with accrued and unpaid interest on the Sterling Notes to, but not including, the redemption date.

**Table of Contents****TIME WARNER CABLE INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Unaudited)

**Revolving Credit Facility and Commercial Paper Program**

On April 27, 2012, the Company entered into a credit agreement for a \$3.5 billion senior unsecured five-year revolving credit facility maturing in April 2017 (the Revolving Credit Facility). In connection with the entry into the Revolving Credit Facility, the Company's \$4.0 billion senior unsecured three-year revolving credit facility (the Prior Credit Facility), scheduled to mature in November 2013, was terminated. In addition, the Company's unsecured commercial paper program (the CP Program) was reduced from \$4.0 billion to \$2.5 billion.

The Company's obligations under the Revolving Credit Facility are guaranteed by TWE and TW NY. Borrowings under the Revolving Credit Facility bear interest at a rate based on the credit rating of TWC, which interest rate was initially LIBOR plus 1.10% per annum. In addition, TWC is required to pay a facility fee on the aggregate commitments under the Revolving Credit Facility at a rate determined by the credit rating of TWC, which rate was initially 0.15% per annum. The Revolving Credit Facility provides same-day funding capability, and a portion of the aggregate commitments, not to exceed \$500 million at any time, may be used for the issuance of letters of credit.

The Revolving Credit Facility contains conditions, covenants, representations and warranties and events of default (with customary grace periods, as applicable) substantially similar to the conditions, covenants, representations and warranties and events of default in the Prior Credit Facility, including a maximum leverage ratio covenant of 5.0 times TWC's consolidated EBITDA. The terms and related financial metrics associated with the leverage ratio are defined in the agreement. The Revolving Credit Facility does not contain any credit ratings-based defaults or covenants or any ongoing covenants or representations specifically relating to a material adverse change in TWC's financial condition or results of operations. Borrowings under the Revolving Credit Facility may be used for general corporate purposes, and unused credit is available to support borrowings under the CP Program.

As of June 30, 2012, the Company had no outstanding borrowings under the Revolving Credit Facility or CP Program. TWC's unused committed financial capacity was \$6.588 billion as of June 30, 2012, reflecting \$3.226 billion of cash and equivalents and \$3.362 billion of available borrowing capacity under the Revolving Credit Facility.

**7. DERIVATIVE FINANCIAL INSTRUMENTS**

The fair values of the assets and liabilities associated with the Company's derivative financial instruments recorded in the consolidated balance sheet as of June 30, 2012 and December 31, 2011 were as follows (in millions):

|  | Assets           |                      | Liabilities      |                      |
|--|------------------|----------------------|------------------|----------------------|
|  | June 30,<br>2012 | December 31,<br>2011 | June 30,<br>2012 | December 31,<br>2011 |
| Interest rate swaps <sup>(a)</sup>                   | \$ 312           | \$ 297               | \$               | \$                   |
| Cross-currency swaps <sup>(b)</sup>                  |                  |                      | 128              | 67                   |
| Equity award reimbursement obligation <sup>(b)</sup> |                  |                      | 17               | 22                   |
| Total  | \$ 312           | \$ 297               | \$ 145           | \$ 89                |

<sup>(a)</sup> The fair values of the assets/liabilities associated with interest rate swaps are classified as current or noncurrent in the consolidated balance sheet based on the maturity date of the interest rate swap contract. Of the total interest rate swaps asset recorded as of June 30, 2012 and December 31, 2011, \$1 million and \$14

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million, respectively, is recorded in other current assets in the consolidated balance sheet.

- (b) The fair values of the liabilities associated with cross-currency swaps and the equity award reimbursement obligation are recorded in other liabilities and other current liabilities, respectively, in the consolidated balance sheet.

### **Fair Value Hedges**

The Company uses interest rate swaps to manage interest rate risk by effectively converting fixed-rate debt into variable-rate debt. Under such contracts, the Company is entitled to receive semi-annual interest payments at fixed rates and is required to make semi-annual interest payments at variable rates, without exchange of the underlying principal amount. Such contracts are designated as fair value hedges. The Company recognizes no gain or loss related to its interest rate swaps because the changes in the fair values of such instruments are completely offset by the changes in the fair values of the

**Table of Contents****TIME WARNER CABLE INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Unaudited)

hedged fixed-rate debt. The following table summarizes the terms of the Company's existing fixed to variable interest rate swaps as of June 30, 2012 and December 31, 2011:

|   | <b>June 30,<br/>2012</b> | <b>December 31,<br/>2011</b> |
|---|--------------------------|------------------------------|
| Maturities  | 2012-2018                | 2012-2017                    |
| Notional amount (in millions)                                     | \$ 8,900                 | \$ 7,850                     |
| Average pay rate (variable based on LIBOR plus variable margins)  | 4.31%                    | 4.34%                        |
| Average receive rate (fixed)                                      | 6.31%                    | 6.34%                        |
| Estimated fair value interest rate swaps asset, net (in millions) | \$ 312                   | \$ 297                       |

**Cash Flow Hedges**

The Company uses cross-currency swaps to manage foreign exchange risk related to foreign currency denominated debt by effectively converting foreign currency denominated debt, including annual interest payments and the payment of principal at maturity, to U.S. dollar denominated debt. Such contracts are designated as cash flow hedges. The Company has entered into cross-currency swaps to effectively convert its £1.275 billion aggregate principal amount of fixed-rate British pound sterling denominated debt, including annual interest payments and the payment of principal at maturity, to fixed-rate U.S. dollar denominated debt. The cross-currency swaps have maturities extending through July 2042. As of June 30, 2012 and December 31, 2011, the fair value of cross-currency swaps was \$128 million and \$67 million, respectively. During the six months ended June 30, 2012 and 2011, the Company recognized deferred losses of \$60 million and \$48 million, respectively, in accumulated other comprehensive loss, net, related to the change in the fair value of cross-currency swaps. During the six months ended June 30, 2012 and 2011, the Company reclassified \$(1) million and \$10 million, respectively, from accumulated other comprehensive loss, net, to other expense, net, to offset the re-measurement (gain) loss recognized on the British pound sterling denominated debt of \$(1) million and \$10 million, respectively. Any ineffectiveness related to the Company's cash flow hedges has been and is expected to be immaterial.

**Equity Award Reimbursement Obligation**

Upon the exercise of Time Warner Inc. (Time Warner) stock options held by TWC employees, TWC is obligated to reimburse Time Warner for the excess of the market price of Time Warner common stock on the day of exercise over the option exercise price (the intrinsic value of the award). The Company records the equity award reimbursement obligation at fair value in other current liabilities in the consolidated balance sheet, which is estimated using the Black-Scholes model. The change in the equity award reimbursement obligation fluctuates primarily with the fair value and expected volatility of Time Warner common stock and changes in fair value are recorded in other expense, net, in the period of change. As of June 30, 2012, the weighted-average remaining contractual term of outstanding Time Warner stock options held by TWC employees was 1.47 years. Changes in the fair value of the equity award reimbursement obligation are discussed in Note 8 below.

**Table of Contents****TIME WARNER CABLE INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Unaudited)

**8. FAIR VALUE MEASUREMENTS****Assets and Liabilities Measured at Fair Value on a Recurring Basis**

The fair values of derivative financial instruments classified as assets and liabilities as of June 30, 2012 and December 31, 2011 were as follows (in millions):

|                                       | Fair Value    | June 30, 2012           |              |               | December 31, 2011       |              |         |
|---------------------------------------|---------------|-------------------------|--------------|---------------|-------------------------|--------------|---------|
|                                       |               | Fair Value Measurements |              | Level 3       | Fair Value Measurements |              | Level 3 |
|                                       |               | Level 2                 |              |               | Fair Value              | Level 2      |         |
| <b>Assets:</b>                        |               |                         |              |               |                         |              |         |
| Interest rate swaps                   | \$ 312        | \$ 312                  | \$           | \$ 297        | \$ 297                  | \$           |         |
| <b>Total</b>                          | <b>\$ 312</b> | <b>\$ 312</b>           | <b>\$</b>    | <b>\$ 297</b> | <b>\$ 297</b>           | <b>\$</b>    |         |
| <b>Liabilities:</b>                   |               |                         |              |               |                         |              |         |
| Cross-currency swaps                  | \$ 128        | \$ 128                  | \$           | \$ 67         | \$ 67                   | \$           |         |
| Equity award reimbursement obligation | 17            |                         | 17           | 22            |                         | 22           |         |
| <b>Total</b>                          | <b>\$ 145</b> | <b>\$ 128</b>           | <b>\$ 17</b> | <b>\$ 89</b>  | <b>\$ 67</b>            | <b>\$ 22</b> |         |

The fair value of interest rate swaps, classified as Level 2, utilized a DCF analysis based on the terms of the contract and an interest rate curve, and incorporates the credit risk of the Company and each counterparty. The fair value of cross-currency swaps, classified as Level 2, utilized a DCF analysis based on forward interest and exchange rates, and incorporates the credit risk of the Company and each counterparty. The fair value of the equity award reimbursement obligation, classified as Level 3, utilized a Black-Scholes option pricing model to determine the estimated weighted-average fair value of Time Warner stock options outstanding, which was \$5.99 per option as of June 30, 2012. The weighted-average assumptions used in the Black-Scholes model were as follows: expected volatility of Time Warner common stock of 28.09%, expected term of 1.23 years, risk-free rate of 0.23% and expected dividend yield of 2.75%.

Changes in the fair value of the equity award reimbursement obligation, valued using significant unobservable inputs (Level 3), are presented below (in millions):

|  |       |
|--|-------|
| Balance as of December 31, 2010              | \$ 20 |
| Losses recognized in other expense, net      | 5     |
| Payments to Time Warner for awards exercised | (3)   |
| Balance as of December 31, 2011              | 22    |
| Gains recognized in other expense, net       | (2)   |
| Payments to Time Warner for awards exercised | (3)   |

|                             |    |    |
|-----------------------------|----|----|
| Balance as of June 30, 2012 | \$ | 17 |
|-----------------------------|----|----|

**Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis**

The Company's assets measured at fair value on a nonrecurring basis include equity-method investments, long-lived assets, indefinite-lived intangible assets and goodwill. The Company reviews the carrying amounts of such assets whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable or at least annually as of July 1 for indefinite-lived intangible assets and goodwill. Any resulting asset impairment would require that the asset be recorded at its fair value.

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(Unaudited)

**Fair Value of Other Financial Instruments**

The Company's other financial instruments not measured at fair value on a recurring basis include cash and equivalents, receivables, accounts payable, accrued liabilities, long-term debt not subject to fair value hedge accounting and mandatorily redeemable preferred equity and are reflected in the consolidated financial statements at cost. With the exception of long-term debt and mandatorily redeemable preferred equity, cost approximates fair value for these instruments due to their short-term nature.

The carrying value and related estimated fair value of the Company's long-term debt, excluding capital leases, and mandatorily redeemable preferred equity was \$27.509 billion and \$31.940 billion, respectively, as of June 30, 2012 and \$26.727 billion and \$30.445 billion, respectively, as of December 31, 2011. Estimated fair values for long-term debt and mandatorily redeemable preferred equity have generally been determined by reference to the market value of the instrument as quoted on a national securities exchange or in an over-the-counter market. In cases where a quoted market value is not available, fair value is based on an estimate using present value or other valuation techniques.

**9. TWC SHAREHOLDERS' EQUITY****Common Stock Repurchase Program**

On January 25, 2012, the Company's Board of Directors increased the remaining authorization (\$758 million as of January 25, 2012) under its existing \$4.0 billion common stock repurchase program (the "Stock Repurchase Program") to an aggregate of up to \$4.0 billion of TWC common stock effective January 26, 2012. Purchases under the Stock Repurchase Program may be made from time to time on the open market and in privately negotiated transactions. The size and timing of the Company's purchases under the Stock Repurchase Program are based on a number of factors, including TWC's common stock price, as well as business and market conditions. From January 1, 2012 through June 30, 2012, the Company repurchased 10.4 million shares of TWC common stock for \$793 million, including 0.3 million shares repurchased for \$24 million that settled in July 2012. As of June 30, 2012, the Company had \$3.303 billion remaining under the Stock Repurchase Program.

**Changes in Common Stock**

Changes in the Company's common stock from January 1 through June 30 are presented below (in millions):

|   | 2012   | 2011   |
|---|--------|--------|
| Balance at beginning of period                      | 315.0  | 348.3  |
| Shares issued under equity-based compensation plans | 3.6    | 3.5    |
| Repurchase and retirement of common stock           | (10.4) | (23.5) |
| Balance at end of period                            | 308.2  | 328.3  |

**10. EQUITY-BASED COMPENSATION**

The Company has one active equity plan (the "2011 Plan") under which TWC is authorized to grant restricted stock units ("RSUs") and options to purchase shares of TWC common stock to its employees and non-employee directors. As of June 30, 2012, the 2011 Plan provides for the issuance of up to 20.0 million shares of TWC common stock, of which 15.5 million shares were available for grant.





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Equity-based compensation expense recognized for the three and six months ended June 30, 2012 and 2011 was as follows (in millions):

|  | Three Months Ended<br>June 30, |              | Six Months Ended<br>June 30, |              |
|--|--------------------------------|--------------|------------------------------|--------------|
|  | 2012                           | 2011         | 2012                         | 2011         |
| Restricted stock units                         | \$ 17                          | \$ 16        | \$ 49                        | \$ 42        |
| Stock options                                  | 8                              | 8            | 29                           | 23           |
| <b>Total equity-based compensation expense</b> | <b>\$ 25</b>                   | <b>\$ 24</b> | <b>\$ 78</b>                 | <b>\$ 65</b> |

**Restricted Stock Units**

For the six months ended June 30, 2012, TWC granted 1.434 million RSUs at a weighted-average grant date fair value of \$77.03 per RSU, including 194,000 RSUs subject to performance-based vesting conditions ( PBUs ) at a weighted-average grant date fair value of \$77.04 per PBU. For the six months ended June 30, 2011, TWC granted 1.356 million RSUs at a weighted-average grant date fair value of \$72.05 per RSU, including 158,000 PBUs at a weighted-average grant date fair value of \$72.05 per PBU. Total unrecognized compensation cost related to unvested RSUs as of June 30, 2012, without taking into account expected forfeitures, was \$178 million, which the Company expects to recognize over a weighted-average period of 2.87 years.

RSUs, including PBUs, generally vest equally on each of the third and fourth anniversary of the grant date, subject to continued employment and, in the case of PBUs, subject to the satisfaction and certification of the applicable performance conditions. RSUs provide for accelerated vesting upon the grantee's termination of employment after reaching a specified age and years of service and, in the case of PBUs, subject to the satisfaction and certification of the applicable performance conditions. PBUs are subject to forfeiture if the applicable performance condition is not satisfied. RSUs awarded to non-employee directors are not subject to vesting or forfeiture restrictions and the shares underlying the RSUs will generally be issued in connection with a director's termination of service as a director. Pursuant to the directors' compensation program, certain directors with more than three years of service on the Board of Directors have elected an in-service vesting period for a portion of their RSU awards. Holders of RSUs are generally entitled to receive cash dividend equivalents or retained distributions related to regular cash dividends or other distributions, respectively, paid by TWC. In the case of PBUs, the receipt of the dividend equivalents is subject to the satisfaction and certification of the applicable performance conditions. Retained distributions are subject to the vesting requirements of the underlying RSUs.

**Stock Options**

For the six months ended June 30, 2012, TWC granted 3.017 million stock options at a weighted-average grant date fair value of \$16.85 per option, including 372,000 stock options subject to performance-based vesting conditions ( PBOs ) at a weighted-average grant date fair value of \$16.85 per PBO. For the six months ended June 30, 2011, TWC granted 2.197 million stock options at a weighted-average grant date fair value of \$18.95 per option, including 262,000 PBOs at a weighted-average grant date fair value of \$19.08 per PBO. Total unrecognized compensation cost related to unvested stock options as of June 30, 2012, without taking into account expected forfeitures, is \$71 million, which the Company expects to recognize over a weighted-average period of 2.82 years.

Stock options, including PBOs, have exercise prices equal to the fair market value of TWC common stock at the date of grant. Generally, stock options vest ratably over a four-year vesting period and expire ten years from the date of grant, subject to continued employment and, in the case of PBOs, subject to the satisfaction and certification of the applicable performance condition. Certain stock option awards provide for accelerated vesting upon the grantee's termination of employment after reaching a specified age and years of service and, in the case of PBOs,

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subject to the satisfaction and certification of the applicable performance conditions. PBOs are subject to forfeiture if the applicable performance condition is not satisfied.

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(Unaudited)

The table below presents the assumptions used to value stock options at their grant date for the six months ended June 30, 2012 and 2011 and reflects the weighted average of all awards granted within each period:

|  | <b>Six Months Ended<br/>June 30,</b> |             |
|--|--------------------------------------|-------------|
|  | <b>2012</b>                          | <b>2011</b> |
| Expected volatility                                  | 30.03%                               | 31.21%      |
| Expected term to exercise from grant date (in years) | 6.43                                 | 6.41        |
| Risk-free rate                                       | 1.35%                                | 2.82%       |
| Expected dividend yield                              | 2.91%                                | 2.66%       |

**11. PENSION COSTS**

TWC sponsors two qualified noncontributory defined benefit pension plans Time Warner Cable Pension Plan (the TWC Pension Plan ) and Time Warner Cable Union Pension Plan (the Union Pension Plan and, together with the TWC Pension Plan, the qualified pension plans ) that together provide pension benefits to a majority of the Company s employees. TWC also provides a nonqualified noncontributory defined benefit pension plan for certain employees (the nonqualified pension plan and, together with the qualified pension plans, the pension plans ). Pension benefits are based on formulas that reflect the employees years of service and compensation during their employment period. TWC uses a December 31 measurement date for the pension plans. A summary of the components of net periodic benefit costs for the three and six months ended June 30, 2012 and 2011 is as follows (in millions):

|                                | <b>Three Months Ended</b> |             | <b>Six Months Ended</b> |             |
|--------------------------------|---------------------------|-------------|-------------------------|-------------|
|                                | <b>June 30,</b>           |             | <b>June 30,</b>         |             |
|                                | <b>2012</b>               | <b>2011</b> | <b>2012</b>             | <b>2011</b> |
| Service cost                   | \$ 42                     | \$ 34       | \$ 84                   | \$ 66       |
| Interest cost                  | 32                        | 29          | 65                      | 57          |
| Expected return on plan assets | (44)                      | (37)        | (88)                    | (74)        |
| Amounts amortized              | 16                        | 7           | 30                      | 13          |
| Net periodic benefit costs     | \$ 46                     | \$ 33       | \$ 91                   | \$ 62       |

After considering the funded status of the qualified pension plans, movements in the discount rate, investment performance and related tax consequences, the Company may choose to make contributions to the qualified pension plans in any given year. The Company was not required to make any cash contributions to the qualified pension plans during the six months ended June 30, 2012, but may make discretionary cash contributions to the pension plans in the second half of 2012. For the Company s nonqualified plan, contributions will continue to be made to the extent benefits are paid. Contributions to the nonqualified pension plan are expected to be \$4 million in 2012, of which \$2 million was contributed during the six months ended June 30, 2012.

**12. MERGER-RELATED AND RESTRUCTURING COSTS**

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Merger-related and restructuring costs for the three and six months ended June 30, 2012 and 2011 consisted of (in millions):

|  | Three Months Ended |                  | Six Months Ended |                  |
|--|--------------------|------------------|------------------|------------------|
|  | June 30,<br>2012   | June 30,<br>2011 | June 30,<br>2012 | June 30,<br>2011 |
| Merger-related costs                         | \$ 8               | \$ 4             | \$ 43            | \$ 4             |
| Restructuring costs                          | 13                 | 5                | 23               | 11               |
| Total merger-related and restructuring costs | \$ 21              | \$ 9             | \$ 66            | \$ 15            |

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**Merger-related Costs**

For the six months ended June 30, 2012, the Company incurred merger-related costs of \$43 million primarily due to severance costs and legal, professional and other fees incurred in connection with the Insight acquisition. During 2011, the Company incurred merger-related costs of \$10 million in connection with the acquisitions of NaviSite, the NewWave Communications cable systems and Insight. The Company expects to incur additional merger-related costs of approximately \$25 million during the remainder of 2012 related to the Insight acquisition. Information relating to merger-related costs incurred is as follows (in millions):

|  | <b>Employee<br/>Termination<br/>Costs</b> | <b>Other<br/>Costs</b> | <b>Total</b> |       |
|--|---|------------------------|--------------|-------|
| Costs incurred   | \$  | \$                     | 10           | \$ 10 |
| Cash paid <sup>(a)</sup>                               |   |                        | (10)         | (10)  |
| <b>Remaining liability as of December 31, 2011</b>     |   |                        |              |       |
| Costs incurred   |   |                        | 19           | 24    |
| Cash paid  |   |                        | (8)          | (19)  |
| Remaining liability as of June 30, 2012 <sup>(b)</sup> | \$  | 11                     | \$ 5         | \$ 16 |

<sup>(a)</sup> Of the total cash paid in 2011, \$4 million was paid during the six months ended June 30, 2011.

<sup>(b)</sup> Of the remaining liability as of June 30, 2012, \$12 million is classified as a current liability, with the remaining amount classified as a noncurrent liability in the consolidated balance sheet. Amounts are expected to be paid through January 2015.

**Restructuring Costs**

Beginning in the first quarter of 2009, the Company began a restructuring to improve operating efficiency, primarily related to employee terminations and other exit costs. Through June 30, 2012, the Company incurred costs of \$216 million and made payments of \$199 million related to this restructuring. Through December 31, 2011, the Company terminated approximately 2,975 employees and terminated approximately 680 additional employees during the six months ended June 30, 2012. The Company expects to incur additional restructuring costs during the remainder of 2012 in connection with various initiatives intended to improve operating efficiency, primarily related to employee terminations. Information relating to restructuring costs is as follows (in millions):

|   | <b>Employee<br/>Termination<br/>Costs</b> | <b>Other<br/>Exit<br/>Costs</b> | <b>Total</b> |  |
|---|---|---------------------------------|--------------|--|
| Remaining liability as of December 31, 2010 | \$ 14                                     | \$ 8                            | \$ 22        |  |
| Costs incurred                              | 44  | 16                              | 60           |  |
| Cash paid <sup>(a)</sup>                    | (29)                                      | (20)                            | (49)         |  |

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|  |       |      |       |
|--|-------|------|-------|
| Remaining liability as of December 31, 2011            | 29    | 4    | 33    |
| Costs incurred   | 18    | 5    | 23    |
| Cash paid  | (34)  | (5)  | (39)  |
| Remaining liability as of June 30, 2012 <sup>(b)</sup> | \$ 13 | \$ 4 | \$ 17 |

<sup>(a)</sup> Of the total cash paid in 2011, \$22 million was paid during the six months ended June 30, 2011.

<sup>(b)</sup> Of the remaining liability as of June 30, 2012, \$16 million is classified as a current liability, with the remaining amount classified as a noncurrent liability in the consolidated balance sheet. Amounts are expected to be paid through March 2014.

### 13. COMMITMENTS AND CONTINGENCIES

#### Legal Proceedings

On April 7, 2011, the Company filed a complaint in the U.S. District Court for the Southern District of New York against Viacom International Inc. and several of its subsidiaries ( Viacom ). The complaint asked the court to render a

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(Unaudited)

declaratory judgment that certain programming agreements between the Company and Viacom allow the Company to provide video programming services to its customers over its cable systems through devices of the customers' choosing, including through the Company's iPad App and Smart TVs. The complaint further asked the court to declare that by providing video programming services to its customers in this fashion, the Company is not infringing Viacom copyrights. The same day, Viacom filed its own complaint against the Company in the same court, alleging copyright and trademark infringement and breach of contract, and asking for a declaratory judgment that the programming agreements between the Company and Viacom do not allow the Company to distribute Viacom programming via broadband. On October 3, 2011, the Company filed an answer to Viacom's complaint as well as a counterclaim alleging that Viacom was in breach of its agreement with the Company concerning Viacom's CMT (formerly Country Music Television) service. On November 2, 2011, Viacom filed a motion to dismiss the Company's counterclaim. On May 17, 2012, the parties reached a settlement to resolve these actions on terms that are not material to the Company.

The Company is the defendant in *In re: Set-Top Cable Television Box Antitrust Litigation*, ten purported class actions filed in federal district courts throughout the U.S. These actions are subject to a Multidistrict Litigation (MDL) Order transferring the cases for pretrial proceedings to the U.S. District Court for the Southern District of New York. On July 26, 2010, the plaintiffs filed a third amended consolidated class action complaint (the Third Amended Complaint), alleging that the Company violated Section 1 of the Sherman Antitrust Act, various state antitrust laws and state unfair/deceptive trade practices statutes by tying the sales of premium cable television services to the leasing of set-top converter boxes. The plaintiffs are seeking, among other things, unspecified treble monetary damages and an injunction to cease such alleged practices. On September 30, 2010, the Company filed a motion to dismiss the Third Amended Complaint, which the court granted on April 8, 2011. On June 17, 2011, the plaintiffs appealed this decision to the U.S. Court of Appeals for the Second Circuit. The Company intends to defend against this lawsuit vigorously, but is unable to predict the outcome of this lawsuit or reasonably estimate a range of possible loss.

On August 9, 2010, the plaintiffs in *Michelle Downs and Laurie Jarrett, et al. v. Insight Communications Company, L.P.* filed a second amended complaint in the U.S. District Court for the Western District of Kentucky, as a purported class action, alleging that Insight Communications Company, L.P. violated Section 1 of the Sherman Antitrust Act by tying the sales of premium cable television services to the leasing of set-top converter boxes, which is similar to the federal claim against the Company in *In re: Set-Top Cable Television Box Antitrust Litigation*. The plaintiffs are seeking, among other things, unspecified treble monetary damages and an injunction to cease such alleged practices. The Company intends to defend against this lawsuit vigorously, but is unable to predict the outcome of this lawsuit or reasonably estimate a range of possible loss.

On November 14, 2008, the plaintiffs in *Mark Swinegar, et al. v. Time Warner Cable Inc.*, filed a second amended complaint in the Los Angeles County Superior Court, as a purported class action, alleging that the Company provided to and charged the plaintiffs for equipment that they had not affirmatively requested in violation of the proscription in the Cable Consumer Protection and Competition Act of 1992 (the Cable Act) against negative option billing and that such violation was an unlawful act or practice under California's Unfair Competition Law (the UCL). The plaintiffs were seeking restitution under the UCL and attorneys' fees. On October 7, 2010, the Company filed a petition for a declaratory ruling with the FCC requesting that the FCC determine whether the Company's general ordering process complies with the Cable Act's negative option billing restriction. On March 1, 2011, the FCC issued a declaratory ruling finding that informed consent is adequate to satisfy the requirements under the Cable Act. On May 12, 2011, the Los Angeles County Superior Court granted the Company's motion for summary judgment. On June 13, 2011, the plaintiffs filed a motion for reconsideration of the decision, which the court denied on July 28, 2011. On September 26, 2011, the plaintiffs filed a notice of appeal to the California Court of Appeals for the Second District. On May 1, 2012, the parties reached a settlement to resolve the action on terms that are not material to the Company.

On September 20, 2007, *Brantley, et al. v. NBC Universal, Inc., et al.* was filed in the U.S. District Court for the Central District of California against the Company. The complaint, which also named as defendants several other cable and satellite providers (collectively, the distributor defendants) as well as programming content providers (collectively, the programmer defendants), alleged violations of Sections 1 and 2 of the Sherman Antitrust Act. Among other things, the complaint alleged coordination between and among the programmer defendants to sell and/or license programming on a bundled basis to the distributor defendants, who in turn purportedly offer that programming to subscribers in packaged tiers, rather than on a per channel (or à la carte) basis. The plaintiffs, who seek to represent a purported nationwide class of





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cable and satellite subscribers, are seeking, among other things, unspecified treble monetary damages and an injunction to compel the offering of channels to subscribers on an à la carte basis. On October 15, 2009, the district court granted with prejudice a motion by the distributor defendants and the programmer defendants to dismiss the plaintiffs' third amended complaint, terminating the action. On March 30, 2012, the U.S. Court of Appeals for the Ninth Circuit affirmed the district court's dismissal of the plaintiffs' lawsuit and, on April 10, 2012, the plaintiffs filed a petition for en banc rehearing. On May 4, 2012, the U.S. Court of Appeals for the Ninth Circuit denied the petition. The time to appeal this decision has not yet expired. The Company intends to defend against this lawsuit vigorously, but is unable to predict the outcome of this lawsuit or reasonably estimate a range of possible loss.

On August 7, 2009, the plaintiffs in *Jessica Fink and Brett Noia, et al. v. Time Warner Cable Inc.*, filed an amended complaint in a purported class action in the U.S. District Court for the Southern District of New York alleging that the Company uses a throttling technique which intentionally delays and/or blocks a user's high-speed data service. The plaintiffs are seeking unspecified monetary damages, injunctive relief and attorneys' fees. On December 23, 2011, the district court granted with prejudice the Company's motion to dismiss the plaintiffs' second amended complaint, terminating the action. On January 23, 2012, the plaintiffs appealed this decision to the U.S. Court of Appeals for the Second Circuit. The Company intends to defend against this lawsuit vigorously, but is unable to predict the outcome of this lawsuit or reasonably estimate a range of possible loss.

**Certain Patent Litigation**

The Company is a defendant in *Motorola Mobility, Inc., et al. v. TiVo Inc.* (the Motorola Mobility Lawsuit). On February 25, 2011, Motorola Mobility, Inc. (Motorola Mobility) and General Instrument Corporation, a subsidiary of Motorola Mobility, filed a complaint against TiVo Inc. (TiVo) in the U.S. District Court for the Eastern District of Texas, alleging infringement of three Motorola Mobility patents by TiVo digital video recorder (DVR) products and requesting a declaration that patents of TiVo are invalid and not infringed by certain Motorola Mobility DVR products. Motorola Mobility and General Instrument Corporation are seeking, among other things, damages and a permanent injunction. On March 26, 2012, TiVo filed amended counterclaims adding the Company as a defendant to the lawsuit and a new patent claim. On May 17, 2012, the Company filed a motion to dismiss TiVo's claims against it for failure to state a claim and, on May 20, 2012, the Company filed a motion to sever and stay TiVo's claims against it. On June 29, 2012, TiVo served the Company with infringement contentions alleging infringement by the Company based on its use of Motorola Mobility DVR products and Cisco Systems, Inc. (Cisco) DVR products. On July 18, 2012, the court severed TiVo's claims against the Company relating to the Cisco DVR products from the Motorola Mobility Lawsuit, restricted TiVo's remaining claims against the Company in this lawsuit solely to the Motorola Mobility DVR products and denied the Company's request for a stay. The Company intends to defend against this lawsuit vigorously, but is unable to predict the outcome of this lawsuit or reasonably estimate a range of possible loss.

On December 19, 2011, Sprint Communications L.P. filed a complaint in the U.S. District Court for the District of Kansas alleging that the Company infringes 12 patents purportedly relating to Voice over Internet Protocol (VoIP) services. The plaintiff is seeking unspecified monetary damages as well as injunctive relief. The Company intends to defend against this lawsuit vigorously, but is unable to predict the outcome of this lawsuit or reasonably estimate a range of possible loss.

On September 1, 2006, Ronald A. Katz Technology Licensing, L.P. (Katz) filed a complaint in the U.S. District Court for the District of Delaware alleging that the Company and several other cable operators, among other defendants, infringe 18 patents purportedly relating to the Company's customer call center operations and/or voicemail services. The plaintiff is seeking unspecified monetary damages as well as injunctive relief. On March 20, 2007, this case, together with other lawsuits filed by Katz, was made subject to a MDL Order transferring the cases for pretrial proceedings to the U.S. District Court for the Central District of California. In April 2008, TWC and other defendants filed common motions for summary judgment, which argued, among other things, that a number of claims in the patents at issue are invalid under Sections 112 and 103 of the Patent Act. On June 19, 2008 and August 4, 2008, the court issued orders granting, in part, and denying, in part, those motions. The defendants filed additional individual motions for summary judgment in August 2008, which argued, among other things, that the defendants' respective products do not infringe the surviving claims in the plaintiff's patents. On August 13, 2009, the district court found one additional patent invalid, but denied the defendants' motions for summary judgment on three remaining patents and, on October 27, 2009, the district court denied the defendants' requests for reconsideration of the decision. Based on motions for summary judgment brought by other defendants, the district court found, in decisions on January 29, 2010 and December 3, 2010, two of the three remaining patents invalid with

respect to those defendants. The Company intends to defend against this lawsuit vigorously, but is unable to predict the outcome of this lawsuit or reasonably estimate a range of possible loss.

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On June 1, 2006, Rembrandt Technologies, LP ( Rembrandt ) filed a complaint in the U.S. District Court for the Eastern District of Texas alleging that the Company and a number of other cable operators infringed several patents purportedly relating to a variety of technologies, including high-speed data and IP-based telephony services. In addition, on September 13, 2006, Rembrandt filed a complaint in the U.S. District Court for the Eastern District of Texas alleging that the Company infringed several patents purportedly relating to high-speed cable modem internet products and services. The plaintiff is seeking unspecified monetary damages as well as injunctive relief. On June 18, 2007, these cases, along with other lawsuits filed by Rembrandt, were made subject to an MDL Order transferring the cases for pretrial proceedings to the U.S. District Court for the District of Delaware. In November 2008, the district court issued its claims construction orders. In response to these orders, the plaintiff withdrew its claims relating to the alleged infringement of eight patents purportedly relating to high-speed data and IP-based telephony services. On September 7, 2011, the district court granted summary judgment on Rembrandt's one remaining claim and, on September 28, 2011, Rembrandt appealed the decision to the U.S. Court of Appeals for the Federal Circuit. The Company intends to defend against this lawsuit vigorously, but is unable to predict the outcome of this lawsuit or reasonably estimate a range of possible loss.

From time to time, the Company receives notices from third parties and, in some cases, is party to litigation alleging that certain of the Company's services or technologies infringe the intellectual property rights of others. Claims of intellectual property infringement could require TWC to enter into royalty or licensing agreements on unfavorable terms, incur substantial monetary liability or be enjoined preliminarily or permanently from further use of the intellectual property in question. In addition, certain agreements entered into by the Company may require it to indemnify the other party for certain third-party intellectual property infringement claims, which could increase the Company's damages and its costs of defending against such claims. Even if the claims are without merit, defending against the claims can be time consuming and costly.

**Certain Environmental Matters**

The California Attorney General and the Alameda County, California District Attorney are investigating whether certain of the Company's waste disposal policies, procedures and practices are in violation of the California Business and Professions Code and the California Health and Safety Code. These entities have not specified the relief that may be sought. The Company is unable to predict the outcome of this investigation or reasonably estimate a range of possible loss.

**Other Matters**

As part of the restructuring of TWE in 2003, Time Warner agreed to indemnify the Company from and against any and all liabilities relating to, arising out of or resulting from specified litigation matters brought against the TWE non-cable businesses. Although Time Warner has agreed to indemnify the Company against such liabilities, TWE remains a named party in certain litigation matters.

The costs and other effects of future litigation, governmental investigations, legal and administrative cases and proceedings (whether civil or criminal), settlements, judgments and investigations, claims and changes in pending matters (including those matters described above), and developments or assertions by or against the Company relating to intellectual property rights and intellectual property licenses, could have a material adverse effect on the Company's business, financial condition and operating results.

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**14. ADDITIONAL FINANCIAL INFORMATION****Other Current Liabilities**

Other current liabilities as of June 30, 2012 and December 31, 2011 consisted of (in millions):

|                                   | <b>June 30,<br/>2012</b> | <b>December 31,<br/>2011</b> |
|-----------------------------------|--------------------------|------------------------------|
| Accrued interest                  | \$ 554                   | \$ 585                       |
| Accrued compensation and benefits | 306                      | 360                          |
| Accrued sales and other taxes     | 244                      | 106                          |
| Accrued insurance                 | 165                      | 158                          |
| Accrued franchise fees            | 150                      | 164                          |
| Accrued rent                      | 43                       | 38                           |
| Other accrued expenses            | 366                      | 316                          |
| Total other current liabilities   | \$ 1,828                 | \$ 1,727                     |

**Revenues**

Revenues for the three and six months ended June 30, 2012 and 2011 consisted of (in millions):

|                      | <b>Three Months Ended</b> |             | <b>Six Months Ended</b> |             |
|----------------------|---------------------------|-------------|-------------------------|-------------|
|                      | <b>June 30,</b>           |             | <b>June 30,</b>         |             |
|                      | <b>2012</b>               | <b>2011</b> | <b>2012</b>             | <b>2011</b> |
| Residential services | \$ 4,617                  | \$ 4,300    | \$ 9,050                | \$ 8,559    |
| Business services    | 464                       | 361         | 893                     | 673         |
| Advertising          | 265                       | 225         | 476                     | 422         |
| Other                | 58                        | 58          | 119                     | 117         |
| Total revenues       | \$ 5,404                  | \$ 4,944    | \$ 10,538               | \$ 9,771    |

**Interest Expense, Net**

Interest expense, net, for the three and six months ended June 30, 2012 and 2011 consisted of (in millions):

|  | <b>Three Months Ended</b> | <b>Six Months Ended</b> |
|--|---------------------------|-------------------------|
|  | <b>June 30,</b>           | <b>June 30,</b>         |

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|                       | <b>2012</b> | <b>2011</b> | <b>2012</b> | <b>2011</b> |
|-----------------------|-------------|-------------|-------------|-------------|
| Interest expense      | \$ (399)    | \$ (367)    | \$ (806)    | \$ (732)    |
| Interest income       | 2           | 1           | 4           | 3           |
| Interest expense, net | \$ (397)    | \$ (366)    | \$ (802)    | \$ (729)    |

**Table of Contents****TIME WARNER CABLE INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Unaudited)

**Other Expense, Net**

Other expense, net, for the three and six months ended June 30, 2012 and 2011 consisted of (in millions):

|   | Three Months Ended |                  | Six Months Ended |                  |
|---|--------------------|------------------|------------------|------------------|
|   | June 30,<br>2012   | June 30,<br>2011 | June 30,<br>2012 | June 30,<br>2011 |
| Income (loss) from equity-method investments, net <sup>(a)</sup>    | \$ 3               | \$ (32)          | \$ 7             | \$ (57)          |
| Gain (loss) on equity award reimbursement obligation to Time Warner | (1)                |                  | 2                | (5)              |
| Other investment losses <sup>(b)</sup>                              | (2)                |                  | (12)             |                  |
| Other expense, net  | \$                 | \$ (32)          | \$ (3)           | \$ (62)          |

<sup>(a)</sup> Loss from equity-method investments, net, for 2011 primarily consists of losses incurred by Clearwire Communications. During the third quarter of 2011, the balance of the Company's investment in Clearwire Communications included in the consolidated balance sheet was reduced to \$0.

<sup>(b)</sup> Other investment losses for 2012 represents impairments of the Company's investment in Canoe Ventures LLC ( Canoe ), an equity-method investee engaged in the development of advanced advertising platforms. The impairments were recognized as a result of Canoe's announcement during the first quarter of 2012 of a restructuring that will significantly curtail its operations.

**Related Party Transactions**

Income (expense) resulting from transactions with related parties for the three and six months ended June 30, 2012 and 2011 is as follows (in millions):

|                   | Three Months Ended |                  | Six Months Ended |                  |
|-------------------|--------------------|------------------|------------------|------------------|
|                   | June 30,<br>2012   | June 30,<br>2011 | June 30,<br>2012 | June 30,<br>2011 |
| Revenues          | \$ 3               | \$ 6             | \$ 5             | \$ 9             |
| Costs of revenues | (66)               | (64)             | (127)            | (128)            |

**Supplemental Cash Flow Information**

Additional financial information with respect to cash (payments) and receipts for the six months ended June 30, 2012 and 2011 is as follows (in millions):

Six Months Ended

June 30,

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|  | <b>2012</b> | <b>2011</b> |
|--|-------------|-------------|
| Cash paid for interest                       | \$ (930)    | \$ (793)    |
| Interest income received <sup>(a)</sup>      | 84          | 73          |
| Cash paid for interest, net                  | \$ (846)    | \$ (720)    |
| Cash paid for income taxes                   | \$ (86)     | \$ (50)     |
| Cash refunds of income taxes                 | 9           | 271         |
| Cash (paid for) refunds of income taxes, net | \$ (77)     | \$ 221      |

<sup>(a)</sup> Interest income received includes amounts received under interest rate swaps.

The consolidated statement of cash flows for the six months ended June 30, 2012 and 2011 does not reflect \$24 million and \$45 million, respectively, of common stock repurchases that were included in other current liabilities as of June 30, 2012 and 2011, respectively, for which payment was made in July 2012 and 2011, respectively.



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**TIME WARNER CABLE INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Unaudited)

**15. CONDENSED CONSOLIDATING FINANCIAL STATEMENTS**

TWE and TW NY (collectively, the Guarantor Subsidiaries ) are subsidiaries of Time Warner Cable Inc. (the Parent Company ). The Guarantor Subsidiaries have fully and unconditionally, jointly and severally, directly or indirectly, guaranteed the debt issued by the Parent Company in its 2007 registered exchange offer and subsequent public offerings. The Parent Company owns all of the voting interests, directly or indirectly, of both TWE and TW NY.

The Securities and Exchange Commission's rules require that condensed consolidating financial information be provided for subsidiaries that have guaranteed debt of a registrant issued in a public offering, where each such guarantee is full and unconditional and where the voting interests of the subsidiaries are wholly owned by the registrant. Set forth below are condensed consolidating financial statements presenting the financial position, results of operations (including comprehensive income) and cash flows of (i) the Parent Company, (ii) the Guarantor Subsidiaries on a combined basis (as such guarantees are joint and several), (iii) the direct and indirect non-guarantor subsidiaries of the Parent Company (the Non-Guarantor Subsidiaries ) on a combined basis and (iv) the eliminations necessary to arrive at the information for Time Warner Cable Inc. on a consolidated basis.

There are no legal or regulatory restrictions on the Parent Company's ability to obtain funds from any of its subsidiaries through dividends, loans or advances.

These condensed consolidating financial statements should be read in conjunction with the consolidated financial statements of Time Warner Cable Inc.

**Basis of Presentation**

In presenting the condensed consolidating financial statements, the equity method of accounting has been applied to (i) the Parent Company's interests in the Guarantor Subsidiaries and the Non-Guarantor Subsidiaries, (ii) the Guarantor Subsidiaries' interests in the Non-Guarantor Subsidiaries and (iii) the Non-Guarantor Subsidiaries' interests in the Guarantor Subsidiaries, where applicable, even though all such subsidiaries meet the requirements to be consolidated under GAAP. All intercompany balances and transactions between the Parent Company, the Guarantor Subsidiaries and the Non-Guarantor Subsidiaries have been eliminated, as shown in the column Eliminations. The accounting bases in all subsidiaries, including goodwill and identified intangible assets, have been allocated to the applicable subsidiaries. Certain administrative costs incurred by the Parent Company, the Guarantor Subsidiaries or the Non-Guarantor Subsidiaries are allocated to the various entities based on the relative number of video subscribers at each entity.

**Table of Contents****TIME WARNER CABLE INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Unaudited)

The Company's condensed consolidating financial information as of June 30, 2012 and December 31, 2011 and for the three and six months ended June 30, 2012 and 2011 is as follows (in millions):

**Consolidating Balance Sheet as of June 30, 2012**

|   | <b>Parent<br/>Company</b> | <b>Guarantor<br/>Subsidiaries</b> | <b>Non-<br/>Guarantor<br/>Subsidiaries</b> | <b>Eliminations</b> | <b>TWC<br/>Consolidated</b> |
|---|---------------------------|-----------------------------------|--|---------------------|-----------------------------|
| <b>ASSETS</b>   |                           |                                   |  |                     |                             |
| Current assets:   |                           |                                   |  |                     |                             |
| Cash and equivalents  | \$ 2,190                  | \$ 599                            | \$ 437                                     | \$                  | \$ 3,226                    |
| Receivables, net  | 57                        | 99                                | 635  |                     | 791                         |
| Receivables from affiliated parties                           | 37                        | 29                                | 46   | (112)               |                             |
| Deferred income tax assets                                    | 379                       | 147                               | 269  | (416)               | 379                         |
| Other current assets  | 17                        | 59                                | 114  |                     | 190                         |
| Total current assets  | 2,680                     | 933                               | 1,501                                      | (528)               | 4,586                       |
| Investments in and amounts due from consolidated subsidiaries | 48,717                    | 26,645                            | 14,233                                     | (89,595)            |                             |
| Investments   | 23                        |                                   | 748  |                     | 771                         |
| Property, plant and equipment, net                            | 33                        | 3,702                             | 10,791                                     |                     | 14,526                      |
| Intangible assets subject to amortization, net                |                           | 29                                | 651  |                     | 680                         |
| Intangible assets not subject to amortization                 |                           | 6,216                             | 19,795                                     |                     | 26,011                      |
| Goodwill  | 4                         | 3                                 | 2,872                                      |                     | 2,879                       |
| Other assets  | 422                       | 17                                | 45   |                     | 484                         |
| Total assets  | \$ 51,879                 | \$ 37,545                         | \$ 50,636                                  | \$ (90,123)         | \$ 49,937                   |
| <b>LIABILITIES AND EQUITY</b>                                 |                           |                                   |  |                     |                             |
| Current liabilities:  |                           |                                   |  |                     |                             |
| Accounts payable  | \$                        | \$ 124                            | \$ 275                                     | \$                  | \$ 399                      |
| Deferred revenue and subscriber-related liabilities           |                           | 66                                | 121  |                     | 187                         |
| Payables to affiliated parties                                | 29                        | 46                                | 37   | (112)               |                             |
| Accrued programming expense                                   |                           | 852                               | 32   |                     | 884                         |
| Current maturities of long-term debt                          | 1,500                     | 353                               | 2  |                     | 1,855                       |
| Other current liabilities                                     | 699                       | 463                               | 666  |                     | 1,828                       |
| Total current liabilities                                     | 2,228                     | 1,904                             | 1,133                                      | (112)               | 5,153                       |
| Long-term debt  | 23,285                    | 2,089                             | 7  |                     | 25,381                      |
| Mandatorily redeemable preferred equity                       |                           | 1,928                             | 300  | (1,928)             | 300                         |
| Deferred income tax liabilities, net                          | 11,082                    | 5,719                             | 6,256                                      | (11,973)            | 11,084                      |
| Long-term payables to affiliated parties                      | 7,596                     | 1,145                             | 8,702                                      | (17,443)            |                             |
| Other liabilities   | 331                       | 116                               | 207  |                     | 654                         |
| TWC shareholders' equity:                                     |                           |                                   |  |                     |                             |
| Due to (from) TWC and subsidiaries                            |                           | 7                                 | (578)                                      | 571                 |                             |
| Other TWC shareholders' equity                                | 7,357                     | 19,645                            | 34,601                                     | (54,246)            | 7,357                       |

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|                               |           |           |           |             |           |
|-------------------------------|-----------|-----------|-----------|-------------|-----------|
| Total TWC shareholders equity | 7,357     | 19,652    | 34,023    | (53,675)    | 7,357     |
| Noncontrolling interests      |           | 4,992     | 8         | (4,992)     | 8         |
| Total equity                  | 7,357     | 24,644    | 34,031    | (58,667)    | 7,365     |
| Total liabilities and equity  | \$ 51,879 | \$ 37,545 | \$ 50,636 | \$ (90,123) | \$ 49,937 |

**Table of Contents****TIME WARNER CABLE INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Unaudited)

**Consolidating Balance Sheet as of December 31, 2011**

|   | <b>Parent<br/>Company</b> | <b>Guarantor<br/>Subsidiaries</b> | <b>Non-<br/>Guarantor<br/>Subsidiaries</b> | <b>Eliminations</b> | <b>TWC<br/>Consolidated</b> |
|---|---------------------------|-----------------------------------|--|---------------------|-----------------------------|
| <b>ASSETS</b>   |                           |                                   |  |                     |                             |
| Current assets:   |                           |                                   |  |                     |                             |
| Cash and equivalents  | \$ 4,372                  | \$ 398                            | \$ 407                                     | \$                  | \$ 5,177                    |
| Receivables, net  | 51                        | 97                                | 619  |                     | 767                         |
| Receivables from affiliated parties                           | 39                        | 34                                | 45   | (118)               |                             |
| Deferred income tax assets                                    | 267                       | 145                               | 163  | (308)               | 267                         |
| Other current assets  | 42                        | 50                                | 95   |                     | 187                         |
| Total current assets  | 4,771                     | 724                               | 1,329                                      | (426)               | 6,398                       |
| Investments in and amounts due from consolidated subsidiaries | 44,315                    | 25,753                            | 13,417                                     | (83,485)            |                             |
| Investments   | 19                        |                                   | 755  |                     | 774                         |
| Property, plant and equipment, net                            | 34                        | 3,773                             | 10,098                                     |                     | 13,905                      |
| Intangible assets subject to amortization, net                |                           | 31                                | 197  |                     | 228                         |
| Intangible assets not subject to amortization                 |                           | 6,216                             | 18,056                                     |                     | 24,272                      |
| Goodwill  | 4                         | 3                                 | 2,240                                      |                     | 2,247                       |
| Other assets  | 384                       | 16                                | 52   |                     | 452                         |
| Total assets  | \$ 49,527                 | \$ 36,516                         | \$ 46,144                                  | \$ (83,911)         | \$ 48,276                   |
| <b>LIABILITIES AND EQUITY</b>                                 |                           |                                   |  |                     |                             |
| Current liabilities:  |                           |                                   |  |                     |                             |
| Accounts payable  | \$ 1                      | \$ 214                            | \$ 330                                     | \$                  | \$ 545                      |
| Deferred revenue and subscriber-related liabilities           |                           | 65                                | 104  |                     | 169                         |
| Payables to affiliated parties                                | 32                        | 45                                | 41   | (118)               |                             |
| Accrued programming expense                                   |                           | 783                               | 24   |                     | 807                         |
| Current maturities of long-term debt                          | 1,510                     | 608                               | 4  |                     | 2,122                       |
| Other current liabilities                                     | 603                       | 518                               | 606  |                     | 1,727                       |
| Total current liabilities                                     | 2,146                     | 2,233                             | 1,109                                      | (118)               | 5,370                       |
| Long-term debt  | 22,234                    | 2,077                             | 9  |                     | 24,320                      |
| Mandatorily redeemable preferred equity                       |                           | 1,928                             | 300  | (1,928)             | 300                         |
| Deferred income tax liabilities, net                          | 10,195                    | 5,528                             | 5,410                                      | (10,935)            | 10,198                      |
| Long-term payables to affiliated parties                      | 7,249                     | 972                               | 8,702                                      | (16,923)            |                             |
| Other liabilities   | 173                       | 132                               | 246  |                     | 551                         |
| TWC shareholders' equity:                                     |                           |                                   |  |                     |                             |
| Due to (from) TWC and subsidiaries                            |                           | 7                                 | (1,768)                                    | 1,761               |                             |
| Other TWC shareholders' equity                                | 7,530                     | 18,934                            | 32,129                                     | (51,063)            | 7,530                       |
| Total TWC shareholders' equity                                | 7,530                     | 18,941                            | 30,361                                     | (49,302)            | 7,530                       |
| Noncontrolling interests                                      |                           | 4,705                             | 7  | (4,705)             | 7                           |

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|                              |    |        |           |           |             |           |
|------------------------------|----|--------|-----------|-----------|-------------|-----------|
| Total equity                 |    | 7,530  | 23,646    | 30,368    | (54,007)    | 7,537     |
| Total liabilities and equity | \$ | 49,527 | \$ 36,516 | \$ 46,144 | \$ (83,911) | \$ 48,276 |

**Table of Contents****TIME WARNER CABLE INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Unaudited)

**Consolidating Statement of Operations for the Three Months Ended June 30, 2012**

|   | <b>Parent<br/>Company</b> | <b>Guarantor<br/>Subsidiaries</b> | <b>Non-<br/>Guarantor<br/>Subsidiaries</b> | <b>Eliminations</b> | <b>TWC<br/>Consolidated</b> |
|---|---------------------------|-----------------------------------|--|---------------------|-----------------------------|
| Revenues  | \$                        | \$ 705                            | \$ 4,725                                   | \$ (26)             | \$ 5,404                    |
| Costs of revenues   |                           | 409                               | 2,091                                      | (26)                | 2,474                       |
| Selling, general and administrative                       |                           | 68                                | 851  |                     | 919                         |
| Depreciation  |                           | 194                               | 623  |                     | 817                         |
| Amortization  |                           | 1                                 | 32   |                     | 33                          |
| Intercompany royalties                                    |                           | (126)                             | 126  |                     |                             |
| Merger-related and restructuring costs                    | 4                         | 4                                 | 13   |                     | 21                          |
| Total costs and expenses                                  | 4                         | 550                               | 3,736                                      | (26)                | 4,264                       |
| Operating Income (Loss)                                   | (4)                       | 155                               | 989  |                     | 1,140                       |
| Equity in pretax income of consolidated subsidiaries      | 824                       | 582                               | 28   | (1,434)             |                             |
| Interest expense, net                                     | (79)                      | (126)                             | (192)                                      |                     | (397)                       |
| Income before income taxes                                | 741                       | 611                               | 825  | (1,434)             | 743                         |
| Income tax provision                                      | (289)                     | (239)                             | (245)                                      | 483                 | (290)                       |
| Net income  | 452                       | 372                               | 580  | (951)               | 453                         |
| Less: Net income attributable to noncontrolling interests |                           | (9)                               | (1)  | 9                   | (1)                         |
| Net income attributable to TWC shareholders               | \$ 452                    | \$ 363                            | \$ 579                                     | \$ (942)            | \$ 452                      |

**Consolidating Statement of Comprehensive Income for the Three Months Ended June 30, 2012**

|   | <b>Parent<br/>Company</b> | <b>Guarantor<br/>Subsidiaries</b> | <b>Non-<br/>Guarantor<br/>Subsidiaries</b> | <b>Eliminations</b> | <b>TWC<br/>Consolidated</b> |
|---|---------------------------|-----------------------------------|--|---------------------|-----------------------------|
| Net income  | \$ 452                    | \$ 372                            | \$ 580                                     | \$ (951)            | \$ 453                      |
| Change in unrealized losses on pension benefit obligation, net of tax | (7)                       |                                   |  |                     | (7)                         |
| Change in deferred losses on cash flow hedges, net of tax             | (36)                      |                                   |  |                     | (36)                        |
| Other comprehensive loss  | (43)                      |                                   |  |                     | (43)                        |
| Comprehensive income  | 409                       | 372                               | 580  | (951)               | 410                         |
| Less: Comprehensive income attributable to noncontrolling interests   |                           | (9)                               | (1)  | 9                   | (1)                         |

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|   |    |     |    |     |    |     |    |       |    |     |
|---|----|-----|----|-----|----|-----|----|-------|----|-----|
| Comprehensive income attributable to TWC shareholders | \$ | 409 | \$ | 363 | \$ | 579 | \$ | (942) | \$ | 409 |
|---|----|-----|----|-----|----|-----|----|-------|----|-----|

**Table of Contents****TIME WARNER CABLE INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Unaudited)

**Consolidating Statement of Operations for the Three Months Ended June 30, 2011**

|   | Parent<br>Company | Guarantor<br>Subsidiaries | Non-<br>Guarantor<br>Subsidiaries | Eliminations | TWC<br>Consolidated |
|---|-------------------|---------------------------|-----------------------------------|--------------|---------------------|
| Revenues  | \$                | \$ 724                    | \$ 4,242                          | \$ (22)      | \$ 4,944            |
| Costs of revenues   |                   | 400                       | 1,919                             | (22)         | 2,297               |
| Selling, general and administrative                       |                   | 63                        | 760                               |              | 823                 |
| Depreciation  |                   | 189                       | 555                               |              | 744                 |
| Amortization  |                   | 1                         | 7                                 |              | 8                   |
| Intercompany royalties                                    |                   | (82)                      | 82                                |              |                     |
| Merger-related and restructuring costs                    | 4                 | 2                         | 3                                 |              | 9                   |
| Total costs and expenses                                  | 4                 | 573                       | 3,326                             | (22)         | 3,881               |
| Operating Income (Loss)                                   | (4)               | 151                       | 916                               |              | 1,063               |
| Equity in pretax income of consolidated subsidiaries      | 754               | 569                       | 23                                | (1,346)      |                     |
| Interest expense, net                                     | (86)              | (129)                     | (151)                             |              | (366)               |
| Other income (expense), net                               | 1                 |                           | (33)                              |              | (32)                |
| Income before income taxes                                | 665               | 591                       | 755                               | (1,346)      | 665                 |
| Income tax provision                                      | (245)             | (224)                     | (211)                             | 436          | (244)               |
| Net income  | 420               | 367                       | 544                               | (910)        | 421                 |
| Less: Net income attributable to noncontrolling interests |                   | (6)                       | (1)                               | 6            | (1)                 |
| Net income attributable to TWC shareholders               | \$ 420            | \$ 361                    | \$ 543                            | \$ (904)     | \$ 420              |

**Consolidating Statement of Comprehensive Income for the Three Months Ended June 30, 2011**

|   | Parent<br>Company | Guarantor<br>Subsidiaries | Non-<br>Guarantor<br>Subsidiaries | Eliminations | TWC<br>Consolidated |
|---|-------------------|---------------------------|-----------------------------------|--------------|---------------------|
| Net income  | \$ 420            | \$ 367                    | \$ 544                            | \$ (910)     | \$ 421              |
| Change in unrealized losses on pension benefit obligation, net of tax | (6)               |                           |                                   |              | (6)                 |
| Change in deferred losses on cash flow hedges, net of tax             | (24)              |                           |                                   |              | (24)                |
| Other comprehensive loss  | (30)              |                           |                                   |              | (30)                |
| Comprehensive income  | 390               | 367                       | 544                               | (910)        | 391                 |
| Less: Comprehensive income attributable to noncontrolling interests   |                   | (6)                       | (1)                               | 6            | (1)                 |



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|   |    |     |    |     |    |     |    |       |    |     |
|---|----|-----|----|-----|----|-----|----|-------|----|-----|
| Comprehensive income attributable to TWC shareholders | \$ | 390 | \$ | 361 | \$ | 543 | \$ | (904) | \$ | 390 |
|---|----|-----|----|-----|----|-----|----|-------|----|-----|

**Table of Contents****TIME WARNER CABLE INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Unaudited)

**Consolidating Statement of Operations for the Six Months Ended June 30, 2012**

|   | <b>Parent<br/>Company</b> | <b>Guarantor<br/>Subsidiaries</b> | <b>Non-<br/>Guarantor<br/>Subsidiaries</b> | <b>Eliminations</b> | <b>TWC<br/>Consolidated</b> |
|---|---------------------------|-----------------------------------|--|---------------------|-----------------------------|
| Revenues  | \$                        | \$ 1,408                          | \$ 9,176                                   | \$ (46)             | \$ 10,538                   |
| Costs of revenues   |                           | 808                               | 4,116                                      | (46)                | 4,878                       |
| Selling, general and administrative                       |                           | 137                               | 1,639                                      |                     | 1,776                       |
| Depreciation  |                           | 386                               | 1,202                                      |                     | 1,588                       |
| Amortization  |                           | 2                                 | 46   |                     | 48                          |
| Intercompany royalties                                    |                           | (246)                             | 246  |                     |                             |
| Merger-related and restructuring costs                    | 22                        | 5                                 | 39   |                     | 66                          |
| Total costs and expenses                                  | 22                        | 1,092                             | 7,288                                      | (46)                | 8,356                       |
| Operating Income (Loss)                                   | (22)                      | 316                               | 1,888                                      |                     | 2,182                       |
| Equity in pretax income of consolidated subsidiaries      | 1,560                     | 1,120                             | 61   | (2,741)             |                             |
| Interest expense, net                                     | (164)                     | (255)                             | (383)                                      |                     | (802)                       |
| Other income (expense), net                               |                           | 1                                 | (4)  |                     | (3)                         |
| Income before income taxes                                | 1,374                     | 1,182                             | 1,562                                      | (2,741)             | 1,377                       |
| Income tax provision                                      | (540)                     | (468)                             | (472)                                      | 939                 | (541)                       |
| Net income  | 834                       | 714                               | 1,090                                      | (1,802)             | 836                         |
| Less: Net income attributable to noncontrolling interests |                           | (20)                              | (2)  | 20                  | (2)                         |
| Net income attributable to TWC shareholders               | \$ 834                    | \$ 694                            | \$ 1,088                                   | \$ (1,782)          | \$ 834                      |

**Consolidating Statement of Comprehensive Income for the Six Months Ended June 30, 2012**

|   | <b>Parent<br/>Company</b> | <b>Guarantor<br/>Subsidiaries</b> | <b>Non-<br/>Guarantor<br/>Subsidiaries</b> | <b>Eliminations</b> | <b>TWC<br/>Consolidated</b> |
|---|---------------------------|-----------------------------------|--|---------------------|-----------------------------|
| Net income  | \$ 834                    | \$ 714                            | \$ 1,090                                   | \$ (1,802)          | \$ 836                      |
| Change in unrealized losses on pension benefit obligation, net of tax | 3                         |                                   |  |                     | 3                           |
| Change in deferred losses on cash flow hedges, net of tax             | (37)                      |                                   |  |                     | (37)                        |
| Other comprehensive loss  | (34)                      |                                   |  |                     | (34)                        |
| Comprehensive income  | 800                       | 714                               | 1,090                                      | (1,802)             | 802                         |

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|   |        |        |          |            |        |
|---|--------|--------|----------|------------|--------|
| Less: Comprehensive income attributable to noncontrolling interests |        | (20)   | (2)      | 20         | (2)    |
| Comprehensive income attributable to TWC shareholders               | \$ 800 | \$ 694 | \$ 1,088 | \$ (1,782) | \$ 800 |

**Table of Contents****TIME WARNER CABLE INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Unaudited)

**Consolidating Statement of Operations for the Six Months Ended June 30, 2011**

|   | <b>Parent<br/>Company</b> | <b>Guarantor<br/>Subsidiaries</b> | <b>Non-<br/>Guarantor<br/>Subsidiaries</b> | <b>Eliminations</b> | <b>TWC<br/>Consolidated</b> |
|---|---------------------------|-----------------------------------|--|---------------------|-----------------------------|
| Revenues  | \$                        | \$ 1,441                          | \$ 8,369                                   | \$ (39)             | \$ 9,771                    |
| Costs of revenues   |                           | 784                               | 3,824                                      | (39)                | 4,569                       |
| Selling, general and administrative                       |                           | 124                               | 1,523                                      |                     | 1,647                       |
| Depreciation  |                           | 382                               | 1,106                                      |                     | 1,488                       |
| Amortization  |                           | 1                                 | 13   |                     | 14                          |
| Intercompany royalties                                    |                           | (162)                             | 162  |                     |                             |
| Merger-related and restructuring costs                    | 4                         | 5                                 | 6  |                     | 15                          |
| Total costs and expenses                                  | 4                         | 1,134                             | 6,634                                      | (39)                | 7,733                       |
| Operating Income (Loss)                                   | (4)                       | 307                               | 1,735                                      |                     | 2,038                       |
| Equity in pretax income of consolidated subsidiaries      | 1,412                     | 1,044                             | 60   | (2,516)             |                             |
| Interest expense, net                                     | (163)                     | (245)                             | (321)                                      |                     | (729)                       |
| Other expense, net  |                           | (2)                               | (60)                                       |                     | (62)                        |
| Income before income taxes                                | 1,245                     | 1,104                             | 1,414                                      | (2,516)             | 1,247                       |
| Income tax provision                                      | (500)                     | (435)                             | (409)                                      | 844                 | (500)                       |
| Net income  | 745                       | 669                               | 1,005                                      | (1,672)             | 747                         |
| Less: Net income attributable to noncontrolling interests |                           | (19)                              | (2)  | 19                  | (2)                         |
| Net income attributable to TWC shareholders               | \$ 745                    | \$ 650                            | \$ 1,003                                   | \$ (1,653)          | \$ 745                      |

**Consolidating Statement of Comprehensive Income for the Six Months Ended June 30, 2011**

|   | <b>Parent<br/>Company</b> | <b>Guarantor<br/>Subsidiaries</b> | <b>Non-<br/>Guarantor<br/>Subsidiaries</b> | <b>Eliminations</b> | <b>TWC<br/>Consolidated</b> |
|---|---------------------------|-----------------------------------|--|---------------------|-----------------------------|
| Net income  | \$ 745                    | \$ 669                            | \$ 1,005                                   | \$ (1,672)          | \$ 747                      |
| Change in unrealized losses on pension benefit obligation, net of tax | (2)                       |                                   |  |                     | (2)                         |
| Change in deferred losses on cash flow hedges, net of tax             | (24)                      |                                   |  |                     | (24)                        |
| Other comprehensive loss  | (26)                      |                                   |  |                     | (26)                        |
| Comprehensive income  | 719                       | 669                               | 1,005                                      | (1,672)             | 721                         |

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Less: Comprehensive income attributable to noncontrolling interests

(19)

(2)

19

(2)

Comprehensive income attributable to TWC shareholders

\$ 719

\$ 650

\$ 1,003

\$ (1,653)

\$ 719

50

**Table of Contents****TIME WARNER CABLE INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Unaudited)

**Consolidating Statement of Cash Flows for the Six Months Ended June 30, 2012**

|   | Parent<br>Company | Guarantor<br>Subsidiaries | Non-<br>Guarantor<br>Subsidiaries | Eliminations | TWC<br>Consolidated |
|---|-------------------|---------------------------|-----------------------------------|--------------|---------------------|
| Cash provided by operating activities   | \$ 26             | \$ 429                    | \$ 2,465                          | \$           | \$ 2,920            |
| <b>INVESTING ACTIVITIES</b>   |                   |                           |                                   |              |                     |
| Acquisitions and investments, net of cash acquired and distributions received | (1,351)           | (347)                     | (231)                             | 519          | (1,410)             |
| Capital expenditures  |                   | (363)                     | (1,055)                           |              | (1,418)             |
| Other investing activities  |                   | 5                         | 8                                 |              | 13                  |
| Cash used by investing activities   | (1,351)           | (705)                     | (1,278)                           | 519          | (2,815)             |
| <b>FINANCING ACTIVITIES</b>   |                   |                           |                                   |              |                     |
| Short-term borrowings (repayments), net                                       | 347               | 174                       | (2)                               | (519)        |                     |
| Proceeds from issuance of long-term debt                                      | 1,015             |                           |                                   |              | 1,015               |
| Repayments of long-term debt  |                   | (250)                     |                                   |              | (250)               |
| Repayments of long-term debt assumed in acquisitions                          |                   |                           | (1,730)                           |              | (1,730)             |
| Debt issuance costs   | (13)              |                           |                                   |              | (13)                |
| Proceeds from exercise of stock options                                       | 93                |                           |                                   |              | 93                  |
| Taxes paid in cash in lieu of shares issued for equity-based compensation     |                   | (36)                      | (5)                               |              | (41)                |
| Excess tax benefit from equity-based compensation                             | 52                |                           | 8                                 |              | 60                  |
| Dividends paid  | (356)             |                           |                                   |              | (356)               |
| Repurchases of common stock   | (787)             |                           |                                   |              | (787)               |
| Net change in investments in and amounts due from consolidated subsidiaries   | (1,192)           | 589                       | 603                               |              |                     |
| Other financing activities  | (16)              |                           | (31)                              |              | (47)                |
| Cash provided (used) by financing activities                                  | (857)             | 477                       | (1,157)                           | (519)        | (2,056)             |
| Increase (decrease) in cash and equivalents                                   | (2,182)           | 201                       | 30                                |              | (1,951)             |
| Cash and equivalents at beginning of period                                   | 4,372             | 398                       | 407                               |              | 5,177               |
| Cash and equivalents at end of period   | \$ 2,190          | \$ 599                    | \$ 437                            | \$           | \$ 3,226            |

**Table of Contents****TIME WARNER CABLE INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Unaudited)

**Consolidating Statement of Cash Flows for the Six Months Ended June 30, 2011**

|   | Parent<br>Company | Guarantor<br>Subsidiaries | Non-<br>Guarantor<br>Subsidiaries | Eliminations | TWC<br>Consolidated |
|---|-------------------|---------------------------|-----------------------------------|--------------|---------------------|
| Cash provided by operating activities   | \$ 179            | \$ 476                    | \$ 2,440                          | \$ (15)      | \$ 3,080            |
| <b>INVESTING ACTIVITIES</b>   |                   |                           |                                   |              |                     |
| Acquisitions and investments, net of cash acquired and distributions received | (270)             | (629)                     | (232)                             | 828          | (303)               |
| Capital expenditures  | (1)               | (350)                     | (1,012)                           |              | (1,363)             |
| Other investing activities  | 14                | 1                         | 3                                 |              | 18                  |
| Cash used by investing activities   | (257)             | (978)                     | (1,241)                           | 828          | (1,648)             |
| <b>FINANCING ACTIVITIES</b>   |                   |                           |                                   |              |                     |
| Short-term borrowings, net  | 685               | 143                       |                                   | (828)        |                     |
| Proceeds from issuance of long-term debt                                      | 1,009             |                           |                                   |              | 1,009               |
| Repayments of long-term debt assumed in acquisitions                          |                   |                           | (44)                              |              | (44)                |
| Debt issuance costs   | (8)               |                           |                                   |              | (8)                 |
| Proceeds from exercise of stock options                                       | 98                |                           |                                   |              | 98                  |
| Taxes paid in cash in lieu of shares issued for equity-based compensation     |                   | (24)                      | (4)                               |              | (28)                |
| Excess tax benefit from equity-based compensation                             | 17                |                           | 24                                |              | 41                  |
| Dividends paid  | (330)             |                           |                                   |              | (330)               |
| Repurchases of common stock   | (1,691)           |                           |                                   |              | (1,691)             |
| Net change in investments in and amounts due from consolidated subsidiaries   | 71                | 687                       | (773)                             | 15           |                     |
| Other financing activities  | (14)              |                           | (2)                               |              | (16)                |
| Cash provided (used) by financing activities                                  | (163)             | 806                       | (799)                             | (813)        | (969)               |
| Increase (decrease) in cash and equivalents                                   | (241)             | 304                       | 400                               |              | 463                 |
| Cash and equivalents at beginning of period                                   | 2,980             | 67                        |                                   |              | 3,047               |
| Cash and equivalents at end of period   | \$ 2,739          | \$ 371                    | \$ 400                            | \$           | \$ 3,510            |

**Table of Contents****Part II. Other Information****Item 1. Legal Proceedings.**

The information set forth under Note 13 to the accompanying consolidated financial statements included in this Quarterly Report on Form 10-Q is incorporated herein by reference.

**Item 1A. Risk Factors.**

There have been no material changes in the Company's risk factors from those disclosed in Part I, Item 1A of the Company's Annual Report on Form 10-K for the year ended December 31, 2011.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.****Issuer Purchases of Equity Securities**

The following table provides information about the Company's purchases of equity securities registered by the Company pursuant to Section 12 of the Securities Exchange Act of 1934, as amended, during the quarter ended June 30, 2012.

|                                | Total Number<br>of Shares<br>Purchased | Average<br>Price Paid<br>Per Share <sup>(a)</sup> | Total Number<br>of Shares<br>Purchased as<br>Part of Publicly<br>Announced<br>Plans or<br>Programs <sup>(b)</sup> | Approximate<br>Dollar Value<br>of Shares that<br>May Yet Be<br>Purchased<br>Under the<br>Plans or<br>Programs <sup>(c)</sup> |
|--------------------------------|--|---|---|--|
| April 1, 2012 - April 30, 2012 | 1,275,323                              | \$ 80.74  | 1,275,323   | \$ 3,639,557,346   |
| May 1, 2012 - May 31, 2012     | 2,156,712                              | 76.94   | 2,156,712   | 3,473,613,924  |
| June 1, 2012 - June 30, 2012   | 2,204,284                              | 77.47   | 2,204,284   | 3,302,857,013  |
| Total                          | 5,636,319                              | 78.01   | 5,636,319   |  |

<sup>(a)</sup> The calculation of the average price paid per share does not give effect to any fees, commissions and other costs associated with the repurchase of such shares.

<sup>(b)</sup> On October 29, 2010, the Company's Board of Directors authorized a stock repurchase program that allows TWC to repurchase, from time to time, up to \$4.0 billion of TWC common stock. On January 25, 2012, the Company's Board of Directors increased the remaining authorization under its stock repurchase program (\$758 million as of January 25, 2012) to an aggregate of up to \$4.0 billion of TWC common stock effective January 26, 2012. Purchases under the stock repurchase program may be made from time to time on the open market and in privately negotiated transactions. The size and timing of these purchases will be based on a number of factors, including TWC's common stock price, as well as business and market conditions.

<sup>(c)</sup> This amount does not reflect the fees, commissions and other costs associated with the stock repurchase program.

**Item 4. Mine Safety Disclosures.**

Not applicable.

**Item 6. Exhibits.**

The exhibits listed on the accompanying Exhibit Index are filed or incorporated by reference as a part of this report and such Exhibit Index is incorporated herein by reference.





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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

TIME WARNER CABLE INC.

By: /s/ Irene M. Esteves

Name: Irene M. Esteves

Title: Executive Vice President and  
Chief Financial Officer

Date: August 2, 2012

**Table of Contents****EXHIBIT INDEX**

Pursuant to Item 601 of Regulation S-K

| <b>Exhibit</b> |  |
|----------------|--|
| <b>Number</b>  | <b>Description</b>   |
| 1.1            | Underwriting Agreement, dated June 20, 2012, among Time Warner Cable Inc. (the Company), Time Warner Entertainment Company, L.P. ( TWE ) and TW NY Cable Holding Inc. ( TW NY ) and together with TWE, the Guarantors ) and Barclays Bank PLC, Deutsche Bank AG, London Branch and The Royal Bank of Scotland plc, on behalf of themselves and as representatives of the underwriters listed in Schedule II thereto (incorporated herein by reference to Exhibit 1.1 to the Company's Current Report on Form 8-K dated June 20, 2012 and filed with the Securities and Exchange Commission (the SEC ) on June 25, 2012).*  |
| 3.1            | By-laws of Time Warner Cable Inc., as amended through July 26, 2012 (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K dated July 25, 2012 and filed with the SEC on July 31, 2012).*  |
| 4.1            | Form of 5 1/4% Note due 2042 (incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K dated and filed with the SEC on June 27, 2012).*   |
| 4.2            | \$3.5 billion Five-Year Revolving Credit Agreement, dated as of April 27, 2012, among the Company, as Borrower, the Lenders from time to time party thereto, Citibank, N.A. as Administrative Agent, BNP Paribas, Deutsche Bank Securities Inc. and Wells Fargo Bank, National Association, as Co-Syndication Agents, and Barclays Bank PLC, JPMorgan Chase Bank, N.A., Mizuho Corporate Bank, LTD., RBC Capital Markets, Sumitomo Mitsui Banking Corporation, The Bank of Tokyo-Mitsubishi UFJ, LTD. and The Royal Bank of Scotland plc, as Co-Documentation Agents, with associated Guarantees (incorporated herein by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K dated April 27, 2012 and filed with the SEC on May 2, 2012).* |
| 10.1           | Time Warner Cable Inc. 2012 Annual Bonus Plan (incorporated by reference to Annex A to the Company's definitive Proxy Statement dated April 3, 2012 and filed with the SEC on April 3, 2012).*   |
| 12             | Computation of Ratio of Earnings to Fixed Charges and Ratio of Earnings to Combined Fixed Charges and Preferred Dividend Requirements.   |
| 31.1           | Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, with respect to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012.   |
| 31.2           | Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, with respect to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012.   |
| 32             | Certification of Principal Executive Officer and Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, with respect to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012.   |
| 101            | The following financial information from the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012, filed with the SEC on August 2, 2012, formatted in eXtensible Business Reporting Language: <p>(i) Consolidated Balance Sheet as of June 30, 2012 and December 31, 2011, (ii) Consolidated Statement of Operations for the three and six months ended June 30, 2012 and 2011, (iii) Consolidated Statement of Cash Flows for the six months ended June 30, 2012 and 2011, (iv) Consolidated Statement of Equity for the six months ended June 30, 2012 and 2011 and (v) Notes to Consolidated Financial Statements.</p>   |

\* Incorporated by reference.

This exhibit will not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (15 U.S.C. 78r), or otherwise subject to the liability of that section. Such exhibit will not be deemed to be incorporated by reference into any filing under the Securities Act or Securities Exchange Act, except to the extent that the Company specifically incorporates it by reference.