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**Form S-4** - Registration of securities, business combinations

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**Documents**

22

## Document Format Files

Seq	Description	Document	Type	Size
1	FORM S-4	<a href="#">d933267ds4.htm</a>	S-4	5378746
2	EX-23.1	<a href="#">d933267dex231.htm</a>	EX-23.1	1917
3	EX-23.2	<a href="#">d933267dex232.htm</a>	EX-23.2	1634
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5	EX-23.4	<a href="#">d933267dex234.htm</a>	EX-23.4	1645
6	EX-99.3	<a href="#">d933267dex993.htm</a>	EX-99.3	3572
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12	GRAPHIC	<a href="#">g933267g17r42.jpg</a>	GRAPHIC	25192
13	GRAPHIC	<a href="#">g933267g19y99.jpg</a>	GRAPHIC	19998
14	GRAPHIC	<a href="#">g933267g24f62.jpg</a>	GRAPHIC	24032
15	GRAPHIC	<a href="#">g933267g28r90.jpg</a>	GRAPHIC	26174
16	GRAPHIC	<a href="#">g933267g59i36.jpg</a>	GRAPHIC	26040
17	GRAPHIC	<a href="#">g933267g64l65.jpg</a>	GRAPHIC	26091
18	GRAPHIC	<a href="#">g933267g69r82.jpg</a>	GRAPHIC	25738
19	GRAPHIC	<a href="#">g933267g84u81.jpg</a>	GRAPHIC	23284
20	GRAPHIC	<a href="#">g933267g85g26.jpg</a>	GRAPHIC	26064
21	GRAPHIC	<a href="#">g933267g92t31.jpg</a>	GRAPHIC	23347
22	GRAPHIC	<a href="#">g933267g96l04.jpg</a>	GRAPHIC	16806
	Complete submission text file	<a href="#">0001193125-15-235720.txt</a>		5772101

**CCH I, LLC (Filer) CIK: 0001350366 (see all company filings)**

IRS No.: 134257699 | State of Incorpor.: DE | Fiscal Year End: 1231

Type: S-4 | Act: 33 | File No.: 333-205240 | Film No.: 15953148

SIC: 4841 Cable & Other Pay Television Services

Assistant Director 11

**Business Address**

12405 POWERSCOURT  
DRIVE  
ST. LOUIS MO 63131  
314-965-0555

**Mailing Address**

12405 POWERSCOURT  
DRIVE  
ST. LOUIS MO 63131



**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
Charter Communications, Inc.:

We consent to the use of our reports dated February 23, 2015, with respect to the consolidated balance sheets of Charter Communications, Inc. and subsidiaries “the Company” as of December 31, 2014 and 2013, and the related consolidated statements of operations, comprehensive loss, changes in shareholders’ equity, and cash flows for each of the years in the three-year period ended December 31, 2014, and the effectiveness of internal control over financial reporting as of December 31, 2014, incorporated herein by reference and to the references to our firm under the headings “Experts” and “Selected Historical Consolidated Financial Data of Charter” in the registration statement.

(signed) KPMG LLP

St. Louis, Missouri

June 25, 2015

**Consent of Independent Auditors**

The Member  
Bresnan Broadband Holdings, LLC:

We consent to the use of our report dated February 28, 2013, with respect to the consolidated statements of operations, members' capital, and cash flows of Bresnan Broadband Holdings, LLC and subsidiaries for the year ended December 31, 2012, incorporated herein by reference, which report appears in the April 19, 2013 Form 8-K of Charter Communications, Inc. and to the reference to our firm under the heading "Experts" in the registration statement.

(signed) KPMG LLP

Melville, New York  
June 25, 2015

**Consent of Independent Auditors**

The Member  
Bright House Networks, LLC:

We consent to the use of our report dated March 27, 2015, with respect to the consolidated balance sheets of Bright House Networks, LLC as of December 31, 2014 and 2013, and the related consolidated statements of income, comprehensive income, changes in member's equity, and cash flows for each of the years in the three-year period ended December 31, 2014, included herein and to the reference to our firm under the heading "Experts" in the registration statement.

(signed) KPMG LLP

New York, New York  
June 23, 2015

**Consent of Independent Registered Public Accounting Firm**

We consent to the reference to our firm under the caption “Experts” in the Registration Statement (Form S-4) and related joint proxy statement/prospectus of CCH I, LLC and to the incorporation by reference therein of our reports dated February 13, 2015, with respect to the consolidated financial statements of Time Warner Cable Inc., and the effectiveness of internal control over financial reporting of Time Warner Cable Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2014, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

New York, New York  
June 25, 2015

**Consent of LionTree Advisors LLC**

We hereby consent to (i) the inclusion of our opinion letters dated May 23, 2015, to the Board of Directors of Charter Communications, Inc. (“Charter”) as Annexes J and K to the joint proxy statement/prospectus which forms a part of the registration statement on Form S-4 of CCH I, LLC, filed with the Securities and Exchange Commission as of the date hereof (the “Registration Statement”) relating to the proposed transactions involving Charter, Time Warner Cable Inc., and Bright House Networks, LLC and (ii) all references to LionTree Advisors LLC and such opinion in the sections captioned “*Summary—Opinions of Charter’s Financial Advisors*,” “*The Transactions—Background of the Mergers and Other Transactions*,” “*The Transactions—Charter’s Reasons for the Mergers and Other Transactions*,” “*The Transactions—Opinions of Charter’s Financial Advisors—Opinion of LionTree Advisors LLC in Connection with the TWC Transactions*,” and “*The Transactions—Opinions of Charter’s Financial Advisors—Opinion of LionTree Advisors LLC in Connection with the BHN Transactions*” of such joint proxy statement/prospectus. The foregoing consent applies only to the Registration Statement being filed with the Securities and Exchange Commission as of the date hereof and not to any amendments or supplements thereto, and our opinion is not to be used, circulated, quoted or otherwise referred to for any other purpose, nor is it to be filed with, included in or referred to in whole or in part in any other registration statement (including any subsequent amendments to the above-mentioned Registration Statement), proxy statement or any other document, except in accordance with our prior written consent.

In giving such consent, we do not admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended (the “Securities Act”), or the rules and regulations of the Securities and Exchange Commission thereunder, nor do we thereby admit that we are experts with respect to any part of such Registration Statement within the meaning of the term “expert” as used in the Securities Act, or the rules and regulations of the Securities and Exchange Commission thereunder.

/s/ LIONTREE ADVISORS LLC

New York, New York  
June 25, 2015

June 25, 2015

Board of Directors  
Charter Communications, Inc.  
400 Atlantic Street  
Stamford, Connecticut 06901

Re: Registration Statement on Form S-4 of CCH I, LLC (to be converted into CCH I, Inc.) to be filed with the Securities and Exchange Commission as of the date hereof (the "Registration Statement")

Ladies and Gentlemen:

Reference is made to (i) our opinion letter, dated May 23, 2015, as to the fairness from a financial point of view to the holders (other than the Liberty Related Entities (as defined therein) and Time Warner Cable Inc. ("TWC") and their respective affiliates) of Class A common stock, par value \$0.001 per share (the "Shares"), of Charter Communications, Inc. ("Charter"), of the Charter Exchange Ratio (as defined therein) pursuant to the Agreement and Plan of Mergers, dated as of May 23, 2015 (the "Merger Agreement"), among TWC, Charter, CCH I, LLC, a wholly-owned subsidiary of Charter that will convert into a corporation and become the parent of Charter in connection with the transactions contemplated by the Merger Agreement ("New Charter"), Nina Corporation I, Inc., a wholly owned subsidiary of New Charter, Nina Company II, LLC, a wholly owned subsidiary of New Charter, and Nina Company III, LLC, a wholly owned subsidiary of New Charter, and (ii) our opinion letter, dated May 23, 2015, as to the fairness from a financial point of view to Charter, taking into account, among other things, the issuance to Liberty Broadband Corporation of shares of New Charter Common Stock (as defined therein) pursuant to Section 2.1(a) of the Stockholders Agreement (as defined therein) and the amounts and timing of the payments estimated by Charter to be payable under the tax receivables agreement contemplated under the "Tax Matters Agreement" in the Term Sheet (as defined therein), of the Aggregate Consideration (as defined therein) to be paid for the Bright House Business (as defined therein) pursuant to the Contribution Agreement, dated as of March 31, 2015, as amended by Amendment No. 1 thereto, as of May 23, 2015 (such agreement, as so amended, the "Contribution Agreement"), by and between Advance/Newhouse Partnership, A/NPC Holdings LLC (for limited purposes), and New Charter (together, our "Opinion Letters").

Our Opinion Letters were provided for the information and assistance of the Board of Directors of Charter in connection with its consideration of the transactions contemplated by the Merger Agreement and the Contribution Agreement. We understand that Charter has determined to include our Opinion Letters in the Registration Statement. In that regard, we hereby consent to the references to our Opinion Letters under the captions "SUMMARY – Opinion of Charter's Financial Advisors", "THE TRANSACTIONS – Background of the Mergers and Other Transactions", "THE TRANSACTIONS – Charter's Reasons for the Mergers and Other Transactions; Recommendation of the Charter Board of Directors" and "THE TRANSACTIONS – Opinion of Charter's Financial Advisors", and to the inclusion of our Opinion Letters as Annexes to the Proxy Statement/Prospectus

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included in the Registration Statement. Notwithstanding the foregoing, it is understood that our consent is being delivered solely in connection with the filing of the Registration Statement and that neither of our Opinion Letters is to be used, circulated, quoted or otherwise referred to for any other purpose, nor is it to be filed with, included in or referred to, in whole or in part in any registration statement (including any subsequent amendments to the Registration Statement), or any other document, except in accordance with our prior written consent. In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933 or the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

/s/ GOLDMAN, SACHS & CO.  
(GOLDMAN, SACHS & CO.)

## [LETTERHEAD OF CENTERVIEW PARTNERS LLC]

The Board of Directors  
Time Warner Cable Inc.  
60 Columbus Circle  
New York, NY 10023

The Board of Directors:

We hereby consent to the inclusion of our opinion letter, dated May 23, 2015, to the Board of Directors of Time Warner Cable Inc. (“TWC”) as Annex O to, and reference thereto under the headings “Summary — Opinion of Financial Advisor to the TWC Independent Directors — Opinion of Centerview Partners LLC” and “The Transactions — Opinion of Financial Advisor to the TWC Independent Directors — Opinion of Centerview Partners LLC” in, the joint proxy statement/prospectus relating to the proposed transaction involving TWC and Charter Communications, Inc., which joint proxy statement/prospectus forms a part of the Registration Statement on Form S-4 of CCH I, LLC (the “Registration Statement”). By giving such consent, we do not thereby admit that we are experts with respect to any part of such Registration Statement within the meaning of the term “expert” as used in, or that we come within the category of persons whose consent is required under, the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Centerview Partners LLC  
CENTERVIEW PARTNERS LLC

June 25, 2015

## [LETTERHEAD OF MORGAN STANLEY &amp; CO. LLC]

The Board of Directors  
Time Warner Cable Inc.  
60 Columbus Circle  
New York, NY 10023

## Members of the Board:

We hereby consent to the inclusion of our opinion letter, dated May 23, 2015, to the Board of Directors of Time Warner Cable Inc. (“TWC”) as Annex N to, and reference thereto under the headings “Summary — Opinions of TWC’s Financial Advisors — Opinion of Morgan Stanley & Co. LLC” and “The Transactions — Opinions of TWC’s Financial Advisors — Opinion of Morgan Stanley & Co. LLC” in, the joint proxy statement/prospectus relating to the proposed transaction involving TWC and Charter Communications, Inc., which joint proxy statement/prospectus forms a part of the Registration Statement on Form S-4 of CCH I, LLC (the “Registration Statement”). By giving such consent, we do not thereby admit that we are experts with respect to any part of such Registration Statement within the meaning of the term “expert” as used in, or that we come within the category of persons whose consent is required under, the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Morgan Stanley & Co. LLC  
MORGAN STANLEY & CO. LLC

June 25, 2015

[LETTERHEAD OF ALLEN & COMPANY LLC]

The Board of Directors  
Time Warner Cable Inc.  
60 Columbus Circle  
New York, NY 10023

The Board of Directors:

We hereby consent to the inclusion of our opinion letter, dated May 23, 2015, to the Board of Directors of Time Warner Cable Inc. (“TWC”) as Annex L to, and reference thereto under the headings “Summary — Opinions of TWC’s Financial Advisors — Opinion of Allen & Company LLC” and “The Transactions — Opinions of TWC’s Financial Advisors — Opinion of Allen & Company LLC” in, the joint proxy statement/prospectus relating to the proposed transaction involving TWC and Charter Communications, Inc., which joint proxy statement/prospectus forms a part of the Registration Statement on Form S-4 of CCH I, LLC (the “Registration Statement”). By giving such consent, we do not thereby admit that we are experts with respect to any part of such Registration Statement within the meaning of the term “expert” as used in, or that we come within the category of persons whose consent is required under, the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Allen & Company LLC  
Allen & Company LLC

June 25, 2015

## [LETTERHEAD OF CITIGROUP GLOBAL MARKETS INC.]

The Board of Directors  
Time Warner Cable Inc.  
60 Columbus Circle  
New York, NY 10023

The Board of Directors:

We hereby consent to the inclusion of our opinion letter, dated May 23, 2015, to the Board of Directors of Time Warner Cable Inc. (“TWC”) as Annex M to, and reference thereto under the headings “Summary — Opinions of TWC’s Financial Advisors — Opinion of Citigroup Global Markets Inc.” and “The Transactions — Opinions of TWC’s Financial Advisors — Opinion of Citigroup Global Markets Inc.” in, the joint proxy statement/prospectus relating to the proposed transaction involving TWC and Charter Communications, Inc., which joint proxy statement/prospectus forms a part of the Registration Statement on Form S-4 of CCH I, LLC (the “Registration Statement”). By giving such consent, we do not thereby admit that we are experts with respect to any part of such Registration Statement within the meaning of the term “expert” as used in, or that we come within the category of persons whose consent is required under, the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Citigroup Global Markets Inc.

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CITIGROUP GLOBAL MARKETS INC.

June 25, 2015