TIME WARNER ENTERTAINMENT COMPANY, L. P.
Form 424B3
September 07, 2011

Table of Contents

The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying preliminary prospectus are not offering to sell or soliciting an offer to buy, nor shall there be any offer or sale of, the securities to which this preliminary prospectus supplement and the accompanying prospectus relate in any jurisdiction in which such an offer or sale is not permitted.

Filed Pursuant to Rule 424(b)(3)
Registration Statement No. 333-173760

SUBJECT TO COMPLETION, DATED SEPTEMBER 7, 2011

PRELIMINARY PROSPECTUS SUPPLEMENT
(To Prospectus Dated April 28, 2011)

$ % Notes due 2021
$ % Debentures due 2041

The notes and debentures will be issued by Time Warner Cable Inc. and will be guaranteed by our subsidiaries, Time Warner Entertainment Company, L.P. and TW NY Cable Holding Inc. (together, the Guarantors). We use the term debt securities to refer to the notes and debentures and the term securities to refer to the debt securities and related guarantees. The debt securities and related guarantees will be unsecured and will rank equally in right of payment with all of our and the Guarantors respective unsecured and unsubordinated obligations from time to time outstanding.

The % Notes due 2021 will mature on , 2021 and the % Debentures due 2041 will mature on , 2041. Interest on the % Notes due 2021 and the % Debentures due 2041 will be payable semi-annually in arrears on and of each year, beginning on , 2012.

We may redeem any of the % Notes due 2021 and the % Debentures due 2041, as a whole at any time or in part from time to time, at our option, at the redemption prices set forth under the heading Description of the Notes and Debentures Optional Redemption on page S-15.

Investing in the securities involves risks. See the Risk Factors section in our Annual Report on Form 10-K for the year ended December 31, 2010.

The securities will not be listed on any securities exchange. Currently, there is no public market for the securities.

	Per Note	Per Debenture

	due 2021	Total	due 2041	Total
Public Offering Price	%	$	%	$
Underwriting Discount	%	$	%	$
Proceeds to Time Warner Cable	%	$	%	$

Interest on the securities will accrue from September , 2011.

Neither the United States Securities and Exchange Commission nor any state or foreign securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Delivery of the securities in book-entry form will be made only through The Depository Trust Company, Clearstream Banking S.A. Luxembourg and the Euroclear System on or about September , 2011 against payment in immediately available funds.

Joint Book-Running Managers

BofA Merrill Lynch **Goldman, Sachs & Co.** **J.P. Morgan**

The date of this Prospectus Supplement is September , 2011.

TABLE OF CONTENTS

Table of Contents

ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the terms of the securities that we are currently offering. The second part is the accompanying prospectus, which gives more general information about securities we may offer from time to time, some of which may not apply to the securities that we are currently offering. Generally, the term prospectus refers to both parts combined.

If the information varies between this prospectus supplement and the accompanying prospectus, the information in this prospectus supplement supersedes the information in the accompanying prospectus.

You should rely only on the information contained in or incorporated by reference in this prospectus supplement, the accompanying prospectus or any free writing prospectus that we may provide to you. No person is authorized to provide you with different information or to offer the securities in any state or other jurisdiction where the offer is not permitted. We do not, and the underwriters and their affiliates do not, take any responsibility for, and can provide no assurance as to the reliability of, any information that others may give you. This document may only be used where it is legal to sell these securities. The information in this document may only be accurate on the date of this document.

Unless the context otherwise requires, references to Time Warner Cable, TWC, our company, we, us and our prospectus supplement and in the accompanying prospectus are references to Time Warner Cable Inc. and its subsidiaries. Time Warner Entertainment Company, L.P. is referred to herein as TWE. TW NY Cable Holding Inc. is referred to herein as TW NY, and together with TWE, the Guarantors. Terms used in this prospectus supplement that are otherwise not defined will have the meanings given to them in the accompanying prospectus.

The securities are being offered only for sale in jurisdictions where it is lawful to make such offers. Offers and sales of the securities in the European Union, the United Kingdom, Hong Kong, Japan and Singapore are subject to restrictions, the details of which are set out in the section entitled Underwriting. The distribution of this prospectus supplement and the accompanying prospectus and the offering of the securities in other jurisdictions may also be restricted by law. Persons who receive this prospectus supplement and the accompanying prospectus should inform themselves about and observe any such restrictions. This prospectus supplement and the accompanying prospectus do not constitute, and may not be used in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or in which the person making such offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation. See Underwriting beginning on page S-24 of this prospectus supplement.

INCORPORATION BY REFERENCE

In this prospectus supplement, we incorporate by reference certain information that we file with the Securities and Exchange Commission (the SEC), which means that we can disclose important information to you by referring you to that information. The information we incorporate by reference is an important part of this prospectus supplement, and later information that we file with the SEC will automatically update and supersede this information. The following documents have been filed by us with the SEC and are incorporated by reference into this prospectus supplement:

- Annual report on Form 10-K for the year ended December 31, 2010 (filed February 18, 2011), including portions of the proxy statement for our 2011 annual meeting of stockholders (filed April 6, 2011) to the extent specifically incorporated by reference therein (collectively, the 2010 Form 10-K);

Quarterly reports on Form 10-Q for the quarters ended March 31, 2011 (filed April 28, 2011) and June 30, 2011 (filed July 28, 2011) (the June 2011 Form 10-Q); and

Current reports on Form 8-K filed on February 24, 2011, February 28, 2011, May 25, 2011, May 26, 2011, June 2, 2011 and August 15, 2011 (except for item 7.01 therein).

Table of Contents

All documents and reports that we file with the SEC (other than any portion of such filings that are furnished under applicable SEC rules rather than filed) under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), from the date of this prospectus supplement until the termination of the offering under this prospectus supplement shall be deemed to be incorporated in this prospectus supplement and the accompanying prospectus by reference. The information contained on our website (http://www.timewarnercable.com) is not incorporated into this prospectus supplement or the accompanying prospectus. The reference to our website is intended to be an inactive textual reference.

Table of Contents

SUMMARY

The Company

We are among the largest providers of video, high-speed data and voice services in the U.S., with technologically advanced, well-clustered systems located mainly in five geographic areas New York State (including New York City), the Carolinas, Ohio, Southern California (including Los Angeles) and Texas. As of June 30, 2011, we served approximately 14.5 million residential and business services customers who subscribed to one or more of our three primary services, totaling approximately 26.9 million primary service units (PSUs). We market our services separately and in bundled packages of multiple services and features. As of June 30, 2011, 60.0% of our customers subscribed to two or more of our primary services, including 26.3% of our customers who subscribed to all three primary services. Our business services also include networking and transport services and, through our wholly owned subsidiary, NaviSite, Inc., enterprise-class hosting, managed application, messaging and cloud services. We also sell advertising to a variety of national, regional and local advertising customers.

For a description of our business, financial condition, results of operations and other important information regarding us, see our filings with the SEC incorporated by reference in this prospectus supplement and the accompanying prospectus. For instructions on how to find copies of these and our other filings incorporated by reference in this prospectus supplement and the accompanying prospectus, see Where You Can Find More Information in the accompanying prospectus.

Recent Development

On August 15, 2011, we entered into an agreement (the Merger Agreement) with Insight Communications Company, Inc. (Insight) and a representative of its stockholders to acquire Insight and its subsidiaries, which operate cable systems in Kentucky, Indiana and Ohio that, as of June 30, 2011, served more than 750,000 customers. Pursuant to the Merger Agreement, a subsidiary of ours will merge with and into Insight, with Insight surviving as a direct wholly owned subsidiary of the Company. We agreed to pay $3.0 billion in cash for Insight, as reduced by Insight s indebtedness for borrowed money and similar obligations (including amounts outstanding under Insight s Credit Agreement and 93/8% Senior Notes due 2018) and subject to customary adjustments, including a reduction to the extent the number of Insight s video subscribers at the closing is less than certain agreed upon measures, as well as a working capital adjustment. The transaction, which is expected to close in the first half of 2012, is subject to various customary closing conditions, including (i) antitrust clearance, (ii) receipt of FCC approvals and the consent of certain local franchising authorities to the change in ownership of the cable systems operated by Insight, and (iii) the number of video subscribers served by Insight s cable systems as of a specified date prior to the closing exceeding an agreed upon threshold. There can be no assurances that the conditions to closing the transaction will be satisfied or waived, that the transaction will be completed or that the anticipated cost savings and other financial and operating benefits of the transaction will be fully realized or realized within the anticipated time frame.

Corporate Information and Corporate Structure

The following is a brief description of Time Warner Cable, TWE and TW NY:

Time Warner Cable Inc.

Time Warner Cable is the issuer of the debt securities that are the subject of this offering. Time Warner Cable is a holding company that derives its operating income and cash flow from its investments in its subsidiaries, which

include the Guarantors. Although TWC and its predecessors have been in the cable business for over 40 years in various legal forms, Time Warner Cable Inc. was incorporated as a Delaware corporation on March 21, 2003. Its principal executive office, and that of the Guarantors, is located at 60 Columbus Circle, New York, NY 10023, Telephone (212) 364-8200.

Time Warner Entertainment Company, L.P.

TWE is an indirect wholly owned subsidiary of ours. TWE was formed as a Delaware limited partnership in 1992.

Table of Contents

TW NY Cable Holding Inc.

TW NY is an indirect wholly owned subsidiary of ours. TW NY was incorporated as a Delaware corporation in 2004 and is a holding company with no independent assets of its own.

The following chart illustrates our corporate structure and our direct or indirect ownership interest in our principal subsidiaries as of June 30, 2011. The chart is included in order to show our debt structure, including the principal amount of our outstanding debt securities and the principal amount of TWE s debt securities as of June 30, 2011, after giving effect to this offering and the use of proceeds therefrom. See Use of Proceeds. Certain of our intermediate entities and certain preferred interests held by us or our subsidiaries are not reflected. The PSUs within each entity indicate the approximate number of PSUs attributable to cable systems owned by such entity as of June 30, 2011.

Table of Contents

(1) The principal amount of TWE s debt securities excludes an unamortized fair value adjustment of $84 million.
(2) TWC is also the obligor under an intercompany loan from TWE with an aggregate principal amount of $6.315 billion.
(3) Time Warner NY Cable LLC is also the obligor under an intercompany loan from TWC with an aggregate principal amount of $8.702 billion.
(4) The PSUs and economic ownership interests listed in the chart for the Time Warner Entertainment-Advance/Newhouse Partnership (TWE-A/N) relate only to those TWE-A/N systems in which we have an economic interest and over which we exercise day-to-day supervision.

Table of Contents

The Offering

The summary below describes the principal terms of the offering and is not intended to be complete. You should carefully read the Description of the Notes and Debentures section of this prospectus supplement and Description of the Debt Securities and the Guarantees in the accompanying prospectus for a more detailed description of the securities offered hereby.

Issuer	Time Warner Cable Inc.

Securities Offered	$ aggregate principal amount of % Notes due 2021
	
	$ aggregate principal amount of % Debentures due 2041

Maturity Date	% Notes due 2021: , 2021 % Debentures due 2041: , 2041
Interest Payment Dates	Interest on the % Notes due 2021 and the % Debentures due 2041 will be payable semi-annually in arrears on and of each year, beginning on , 2012.
Guarantors	TWE and TW NY
Guarantees	The debt securities will be fully, irrevocably and unconditionally guaranteed by TWE and TW NY.
Ranking	The debt securities will be our unsecured senior obligations and will rank equally in right of payment with our other unsecured and unsubordinated obligations from time to time outstanding. The guarantees will be unsecured senior obligations of each of TWE and TW NY, as applicable, and will rank equally in right of payment with other unsecured and unsubordinated obligations from time to time outstanding of TWE and TW NY, respectively. Please read Description of the Notes and Debentures Ranking in this prospectus supplement and Description of the Debt Securities and the Guarantees Ranking and Subordination in the accompanying prospectus. Please also see Description of the Debt Securities and the Guarantees Guarantees in the accompanying prospectus for a discussion of the structural subordination of the securities with respect to the assets of certain of our subsidiaries.
Optional Redemption	At any time prior to the date that is three months prior to the maturity of the % Notes due 2021 and six months prior to the maturity of the % Debentures due 2041, we may redeem the debt securities of the applicable series as a whole or in part, at our option, at the redemption

prices described in this prospectus supplement.

At any time on or after the date that is three months prior to the maturity of the % Notes due 2021 and six months prior to the maturity of the % Debentures due 2041, we may redeem the debt securities of the applicable series as a whole or in part, at our option, at a redemption price equal to 100% of the principal amount of the applicable notes or debentures being redeemed plus accrued and unpaid interest to the redemption date.

See Description of the Notes and Debentures Optional Redemption.

Table of Contents

Use of Proceeds	We intend to use the net proceeds from this offering for general corporate purposes, which may include the repayment of debt. See Use of Proceeds for further details.
No Listing	We do not intend to apply for the listing of the securities on any securities exchange.
Trustee	The Bank of New York Mellon
Paying and Transfer Agent	The Bank of New York Mellon
Governing Law	State of New York

Table of Contents

RISK FACTORS

Investing in the securities offered hereby involves risks. Prior to deciding to purchase any securities, prospective investors should consider carefully all of the information set forth in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein. In particular, you should carefully consider the risk factors that are incorporated by reference to the section entitled Item 1A. Risk Factors in the 2010 Form 10-K. See Incorporation by Reference in this prospectus supplement and Where You Can Find More Information in the accompanying prospectus. Some factors in the Risk Factors section of the 2010 Form 10-K are forward-looking statements. For a discussion of those statements and of other factors for investors to consider, see Statements Regarding Forward-Looking Information in the accompanying prospectus and Caution Concerning Forward-Looking Statements in the 2010 Form 10-K and the June 2011 Form 10-Q.

Table of Contents

USE OF PROCEEDS

We estimate that we will receive net proceeds from this offering of $, after deducting estimated underwriting discounts and our estimated offering expenses. We intend to use the net proceeds from this offering for general corporate purposes, which may include the repayment of debt.

Table of Contents

RATIO OF EARNINGS TO FIXED CHARGES AND RATIO OF EARNINGS TO COMBINED FIXED CHARGES AND PREFERRED DIVIDEND REQUIREMENTS

Our ratio of earnings to fixed charges and ratio of earnings to combined fixed charges and preferred dividend requirements are set forth below for the periods indicated. For periods in which earnings before fixed charges were insufficient to cover fixed charges, the dollar amount of coverage deficiency (in millions), instead of the ratio, is disclosed.

For purposes of computing the ratio of earnings to fixed charges, earnings were calculated by adding:

(i) pretax net income,

(ii) interest expense,

(iii) preferred stock dividend requirements of majority-owned companies,

(iv) adjustments for partially-owned subsidiaries and 50%-owned companies, and

(v) the amount of undistributed losses (earnings) of our less than 50%-owned companies.

The definition of earnings also applies to our unconsolidated 50%-owned affiliated companies.

Fixed charges primarily consist of interest expense.

Earnings, as defined, include significant noncash charges for depreciation and amortization primarily relating to the amortization of intangible assets recognized in business combinations.

	Six Months Ended June 30,	Year Ended December 31,				
	2011	2010	2009	2008	2007	2006
Ratio of earnings to fixed charges (deficiency in the coverage of fixed charges by earnings before fixed charges)	2.7x	2.6x	2.4x	$ (13,063)	3.1x	3.1x
Ratio of earnings to combined fixed charges and preferred dividend requirements (deficiency in the coverage of combined fixed charges and preferred dividend requirements deficiency)	2.7x	2.6x	2.4x	$ (13,063)	3.1x	3.1x

Table of Contents

CAPITALIZATION

The following table sets forth our cash position and capitalization as of June 30, 2011, on an actual basis and on an as adjusted basis after giving effect to this offering and the application of the net proceeds from this offering. See Use of Proceeds.

You should read this information in conjunction with Use of Proceeds included elsewhere in this prospectus supplement and Management s Discussion and Analysis of Results of Operations and Financial Condition and our historical financial statements and related notes in the 2010 Form 10-K and the June 2011 Form 10-Q, each of which is incorporated by reference into this prospectus supplement and the accompanying prospectus.

	June 30, 2011	
	Actual	As Adjusted
	(in millions)	
Cash and equivalents	$ 3,510	$
Debt:		
Credit facility and commercial paper program[1]	$	$
TWC notes and debentures:		
$1.5 billion 5.400% senior notes due 2012	1,523	1,523
$1.5 billion 6.200% senior notes due 2013	1,550	1,550
$750 million 8.250% senior notes due 2014	776	776
$1.0 billion 7.500% senior notes due 2014	1,046	1,046
$500 million 3.500% senior notes due 2015	517	517
$2.0 billion 5.850% senior notes due 2017	2,043	2,043
$2.0 billion 6.750% senior notes due 2018	1,999	1,999
$1.25 billion 8.750% senior notes due 2019	1,236	1,236
$2.0 billion 8.250% senior notes due 2019	1,990	1,990
$1.5 billion 5.000% senior notes due 2020	1,474	1,474
$700 million 4.125% senior notes due 2021	696	696
£625 million 5.750% senior notes due 2031[2]	999	999
$1.5 billion 6.550% senior debentures due 2037	1,492	1,492
$1.5 billion 7.300% senior debentures due 2038	1,496	1,496
$1.5 billion 6.750% senior debentures due 2039	1,460	1,460
$1.2 billion 5.875% senior debentures due 2040	1,176	1,176
Notes offered hereby		
TWE notes and debentures:[3]		
$250 million 10.150% senior notes due 2012	255	255
$350 million 8.875% senior notes due 2012	360	360
$1.0 billion 8.375% senior debentures due 2023	1,031	1,031
$1.0 billion 8.375% senior debentures due 2033	1,046	1,046
Capital leases	18	18
Mandatorily redeemable preferred equity issued by a subsidiary[4]	300	300
Total debt and mandatorily redeemable preferred equity issued by a subsidiary	24,483	

TWC shareholders equity:		
Common stock, par value $0.01 per share; 8.3 billion shares authorized, 328.3 million shares issued and outstanding	3	3
Additional paid-in capital	8,628	8,628
Accumulated deficit	(273)	(273)
Accumulated other comprehensive loss, net	(317)	(317)
Total TWC shareholders equity	8,041	8,041
Noncontrolling interests	8	8
Total equity	8,049	8,049
Total capitalization	$ 32,532	$

(1) This represents amounts borrowed under our $4.0 billion senior unsecured three-year revolving credit facility (the Revolving Credit Facility) and commercial paper program. For more information about the Revolving Credit Facility, the commercial paper program and our outstanding debt, please see Management s Discussion and Analysis of Results of

Table of Contents

Operations and Financial Condition Financial Condition and Liquidity Outstanding Debt and Mandatorily Redeemable Preferred Equity and Available Financial Capacity in the 2010 Form 10-K and the June 2011 Form 10-Q. Our unused committed financial capacity as of June 30, 2011 was $7.366 billion, reflecting $3.856 billion of available borrowing capacity under the Revolving Credit Facility (which reflects a reduction of $144 million for outstanding letters of credit backed by the Revolving Credit Facility), as well as $3.510 billion of cash and equivalents.

(2) Amounts outstanding under the £625 million 5.750% senior notes due 2031 are presented in U.S. dollars calculated based on an exchange rate of approximately £1.00/$1.61 in effect as of June 30, 2011 and do not include the fair value of cross-currency swaps, which was recorded in other liabilities on our consolidated balance sheet in the June 2011 Form 10-Q.

(3) The recorded value of each series of TWE s debt securities exceeds that series face value because it includes an unamortized fair value adjustment recorded in connection with the 2001 merger of AOL Inc. (formerly America Online, Inc.) and Historic TW Inc. (formerly Time Warner Inc.) and bond discount/premium at issuance, which is being amortized as a reduction of the weighted average interest expense over the term of the indebtedness. The aggregate amount of fair value adjustments for all classes of TWE debt securities was $84 million as of June 30, 2011. For more information regarding our outstanding debt, please see Management s Discussion and Analysis of Results of Operations and Financial Condition Financial Condition and Liquidity Outstanding Debt and Mandatorily Redeemable Preferred Equity and Available Financial Capacity in the 2010 Form 10-K and the June 2011 Form 10-Q.

(4) The mandatorily redeemable preferred equity issued by a subsidiary represents mandatorily redeemable non-voting Series A Preferred Equity Membership Units (the TW NY Cable Series A Preferred Membership Units) issued by Time Warner NY Cable LLC, which pay quarterly cash distributions at an annual rate equal to 8.210% of the sum of the liquidation preference thereof and any accrued but unpaid dividends thereon. The TW NY Cable Series A Preferred Membership Units mature and are redeemable on August 1, 2013.

Table of Contents

DESCRIPTION OF THE NOTES AND DEBENTURES

We will issue two separate series of debt securities and the related Guarantees (as defined below) under the senior indenture referred to in the accompanying prospectus. The following description of the particular terms of the debt securities offered hereby and the related guarantees supplements the description of the general terms and provisions of the senior debt securities set forth under Description of the Debt Securities and the Guarantees beginning on page 6 in the accompanying prospectus. This description replaces the description of the senior debt securities in the accompanying prospectus, to the extent of any inconsistency.

General

The % Notes due 2021 will mature on , 2021 and the % Debentures due 2041 will mature on , 2041.

We will pay interest on the % Notes due 2021 at the rate of % per year and on the % Debentures due 2041 at a rate of % per year, semi-annually in arrears on and of each year to holders of record on the preceding and of each year. If interest or principal on the % Notes due 2021 and the % Debentures due 2041 is payable on a Saturday, Sunday or any other day when banks are not open for business in The City of New York, we will make the payment on the next business day, and no interest will accrue as a result of the delay in payment. The first interest payment date on the % Notes due 2021 and the % Debentures due 2041 is , 2012. Interest on the % Notes due 2021 and the % Debentures due 2041 will accrue from September , 2011, and will accrue on the basis of a 360-day year consisting of twelve 30-day months.

The debt securities will initially be limited to $ aggregate principal amount (in the case of the % Notes due 2021) and $ aggregate principal amount (in the case of the % Debentures due 2041), which aggregate principal amount may, without notice to or the consent of holders of the % Notes due 2021 and the % Debentures due 2041, as applicable, be increased in the future on the same terms and conditions as such series of notes or debentures, except with respect to terms such as the issue date, issue price and first payment of interest on such series of notes or debentures.

The debt securities will be issued in minimum denominations of $2,000 and integral multiples of $1,000 in excess of $2,000.

Additional Information

See Description of the Debt Securities and the Guarantees in the accompanying prospectus for additional important information about the securities. That information includes:

- additional information about the terms of the securities;
- general information about the senior indenture and the Senior Indenture Trustee;
- a description of certain covenants under the senior indenture; and
- a description of events of default, notice and waiver under the senior indenture.

Guarantees

Under the Guarantees, each of TWE and TW NY, as primary obligor and not merely as surety, will fully, irrevocably and unconditionally guarantee to each holder of the debt securities and to the Senior Indenture Trustee and its successors and assigns, (1) the full and punctual payment of principal and interest on the debt securities when due, whether at maturity, by acceleration, by redemption or otherwise, and all other monetary obligations of ours under the senior indenture (including obligations to the Senior Indenture Trustee) and the notes and (2) the full and punctual performance within applicable grace periods of all other obligations of ours under the senior indenture and the notes. Such guarantees will constitute guarantees of payment, performance and compliance and not merely of collection (the Guarantees).

Table of Contents

The obligations of each of TWE and TW NY under the Guarantee will be limited as necessary to prevent that Guarantee from constituting a fraudulent conveyance or fraudulent transfer under applicable law; however, this limitation may not be effective to avoid such Guarantee from constituting a fraudulent conveyance. We cannot assure you that this limitation will protect the Guarantees from fraudulent transfer challenges or, if it does, that the remaining amount due and collectible under the Guarantees would suffice, if necessary, to pay the notes in full when due. In a bankruptcy case earlier this year, this kind of provision was found to be unenforceable and, as a result, the subsidiary guarantees in that case were found to be fraudulent conveyances. We do not know if that case will be followed if there is litigation on this point under the senior indenture. However, if it is followed, the risk that the Guarantees will be found to be fraudulent conveyances will be significantly increased.

We describe the terms of the Guarantees in more detail under the heading Description of the Debt Securities and the Guarantees Guarantees in the accompanying prospectus.

Existing Indebtedness

The following is a summary of the existing public debt and committed credit facility of our company and the Guarantors. The following summary does not include intercompany obligations. Please see the information incorporated herein by reference for a further description of this indebtedness as well as our and our subsidiaries other indebtedness. In addition to the following indebtedness, one of our non-guarantor subsidiaries, Time Warner NY Cable LLC, has issued $300 million of its Series A Preferred Membership Units, which are subject to mandatory redemption on August 1, 2013.

Time Warner Cable Inc.

As of June 30, 2011, the aggregate committed amount under the Revolving Credit Facility, our only bank credit facility, including amounts reserved to support letters of credit, was $4.0 billion. As of June 30, 2011, there were letters of credit totaling $144 million outstanding under the Revolving Credit Facility and no outstanding commercial paper. Our unused committed financial capacity was $7.366 billion as of June 30, 2011, reflecting $3.856 billion of available borrowing capacity under the Revolving Credit Facility and $3.510 billion of cash and equivalents.

As of June 30, 2011, the aggregate principal amount outstanding of all our debt securities under the senior indenture was $21.403 billion. In addition, we are a guarantor of the debt securities issued by TWE.

TWE

As of June 30, 2011, the aggregate principal amount outstanding of public debt securities of TWE was $2.600 billion. As of June 30, 2011, TWE did not have any outstanding bank debt. TWE is also a guarantor under the Revolving Credit Facility and our commercial paper program.

TW NY

As of June 30, 2011, TW NY did not have any outstanding public debt or bank debt. TW NY is also a guarantor under the Revolving Credit Facility and our commercial paper program.

Release of Guarantors

The senior indenture for the debt securities provides that any Guarantor may be automatically released from its obligations if such Guarantor has no outstanding Indebtedness For Borrowed Money (as defined in the accompanying prospectus), other than any other guarantee of Indebtedness For Borrowed Money that will be released concurrently

with the release of such guarantee. However, there is no covenant in the senior indenture that would prohibit any such Guarantor from incurring Indebtedness For Borrowed Money after the date such Guarantor is released from its guarantee. In addition, although the senior indenture for the debt securities limits the overall amount of secured Indebtedness For Borrowed Money that can be incurred by us and our subsidiaries, it does not limit the amount of unsecured indebtedness that can be incurred by us and our subsidiaries. Thus, there is no

Table of Contents

limitation on the amount of indebtedness that could be structurally senior to the debt securities. See Description of the Debt Securities and the Guarantees Guarantees in the accompanying prospectus.

Ranking

The debt securities offered hereby will be unsecured senior obligations of ours and will rank equally with other unsecured and unsubordinated obligations of ours. The Guarantees will be unsecured senior obligations of TWE and TW NY, as applicable, and will rank equally with all other unsecured and unsubordinated obligations of TWE and TW NY, respectively.

The debt securities and the Guarantees will effectively rank junior in right of payment to any of our or the Guarantors existing and future secured obligations to the extent of the value of the assets securing such obligations. We and the Guarantors collectively had no more than $18 million of secured obligations as of June 30, 2011.

The debt securities and the Guarantees will be effectively subordinated to all existing and future liabilities, including indebtedness and trade payables, of our non-guarantor subsidiaries. As of June 30, 2011, our non-guarantor subsidiaries had total liabilities of $6.568 billion (excluding intercompany liabilities payable to the Guarantors or us but including $5.133 billion in deferred income taxes). The senior indenture does not limit the amount of unsecured indebtedness or other liabilities that can be incurred by our non-guarantor subsidiaries.

Furthermore, we and TW NY are holding companies with no material business operations. The ability of each of us and TW NY to service our respective indebtedness and other obligations is dependent primarily upon the earnings and cash flow of our and TW NY s respective subsidiaries and the distribution or other payment to us or TW NY of such earnings or cash flow.

Optional Redemption

At any time on or after the date that is three months prior to the maturity of the % Notes due 2021 and six months prior to the maturity of the % Debentures due 2041, we may redeem the debt securities of the applicable series as a whole or in part, at our option, at a redemption price equal to 100% of the principal amount of the applicable notes or debentures being redeemed plus accrued and unpaid interest to the redemption date.

At any time prior to the date that is three months prior to the maturity of the % Notes due 2021 and six months prior to the maturity of the % Debentures due 2041, we may redeem the debt securities of the applicable series as a whole or in part, at our option, on at least 30 days, but not more than 60 days, prior notice mailed to each holder of the debt securities, at a redemption price equal to the greater of:

- 100% of the principal amount of the securities to be redeemed, and
- the sum of the present values of the Remaining Scheduled Payments, as defined in the accompanying prospectus, discounted to the redemption date, on a semi-annual basis, assuming a 360-day year consisting of twelve 30-day months, at the Treasury Rate, as defined in the accompanying prospectus, plus basis points for the % Notes due 2021 and basis points for the % Debentures due 2041;

plus accrued interest to the date of redemption that has not been paid.

On and after the redemption date, interest will cease to accrue on the debt securities or any portion thereof called for redemption, unless we default in the payment of the Redemption Price and accrued and unpaid interest. On or before the redemption date, we shall deposit with a paying agent, or the Senior Indenture Trustee, money sufficient to pay the

Redemption Price of and accrued interest on the debt securities to be redeemed on such date. If we elect to redeem less than all of the debt securities, then the Senior Indenture Trustee will select the particular debt securities to be redeemed in a manner it deems appropriate and fair.

For additional information, see Description of the Debt Securities and the Guarantees Optional Redemption in the accompanying prospectus.

Table of Contents

Book-Entry Delivery and Settlement

Global Notes

We will issue the debt securities of each series in the form of one or more global notes in definitive, fully registered, book-entry form. The global notes will be deposited with or on behalf of The Depository Trust Company (DTC) and registered in the name of Cede & Co., as nominee of DTC, or will remain in the custody of the Senior Indenture Trustee in accordance with the FAST Balance Certificate Agreement between DTC and the Senior Indenture Trustee.

DTC, Clearstream and Euroclear

Beneficial interests in the global notes will be represented through book-entry accounts of financial institutions acting on behalf of beneficial owners as direct and indirect participants in DTC. Investors may hold interests in the global notes through either DTC (in the United States), Clearstream Banking, *société anonyme*, Luxembourg (Clearstream), or Euroclear Bank S.A./N.V., as operator of the Euroclear System (Euroclear) in Europe, either directly if they are participants of such systems or indirectly through organizations that are participants in such systems. Clearstream and Euroclear will hold interests on behalf of their participants through customers securities accounts in Clearstream s and Euroclear s names on the books of their U.S. depositaries, which in turn will hold such interests in customers securities accounts in the U.S. depositaries names on the books of DTC. The Bank of New York Mellon will act as the U.S. depositary for Clearstream and Euroclear.

DTC has advised us as follows:

> DTC is a limited-purpose trust company organized under the New York Banking Law, a banking organization within the meaning of the New York Banking Law, a member of the Federal Reserve System, a clearing corporation within the meaning of the New York Uniform Commercial Code and a clearing agency registered under Section 17A of the Exchange Act.
>
> DTC holds securities that its participants deposit with DTC and facilitates the settlement among participants of securities transactions, such as transfers and pledges, in deposited securities through electronic computerized book-entry changes in participants accounts, thereby eliminating the need for physical movement of securities certificates.
>
> Direct participants include securities brokers and dealers, banks, trust companies, clearing corporations and other organizations.
>
> DTC is owned by a number of its direct participants and by The New York Stock Exchange, Inc., the American Stock Exchange LLC and the Financial Industry Regulatory Authority.
>
> Access to the DTC system is also available to others such as securities brokers and dealers, banks and trust companies that clear through or maintain a custodial relationship with a direct participant, either directly or indirectly.
>
> The rules applicable to DTC and its direct and indirect participants are on file with the SEC.

Clearstream has advised us that it is incorporated under the laws of Luxembourg as a professional depositary. Clearstream holds securities for its customers and facilitates the clearance and settlement of securities transactions between its customers through electronic book-entry changes in accounts of its customers, thereby eliminating the need for physical movement of certificates. Clearstream provides to its customers, among other things, services for

safekeeping, administration, clearance and settlement of internationally traded securities and securities lending and borrowing. Clearstream interfaces with domestic markets in several countries. As a professional depositary, Clearstream is subject to regulation by the Luxembourg Commission for the Supervision of the Financial Section. Clearstream customers are recognized financial institutions around the world, including underwriters, securities brokers and dealers, banks, trust companies, clearing corporations and other organizations and may include the underwriters. Indirect access to Clearstream is also available to others, such as banks, brokers, dealers and trust

companies that clear through or maintain a custodial relationship with a Clearstream customer either directly or indirectly.

Euroclear has advised us that it was created in 1968 to hold securities for participants of Euroclear and to clear and settle transactions between Euroclear participants through simultaneous electronic book-entry delivery against payment, thereby eliminating the need for physical movement of certificates and any risk from lack of simultaneous transfers of securities and cash. Euroclear provides various other services, including securities lending and borrowing and interfaces with domestic markets in several countries. Euroclear is operated by Euroclear Bank S.A./N.V. (the Euroclear Operator) under contract with Euroclear Clearance Systems S.C., a Belgian cooperative corporation (the Cooperative). All operations are conducted by the Euroclear Operator, and all Euroclear securities clearance accounts and Euroclear cash accounts are accounts with the Euroclear Operator, not the Cooperative. The Cooperative establishes policy for Euroclear on behalf of Euroclear participants. Euroclear participants include banks (including central banks), securities brokers and dealers and other professional financial intermediaries and may include the underwriters. Indirect access to Euroclear is also available to other firms that clear through or maintain a custodial relationship with a Euroclear participant, either directly or indirectly.

The Euroclear Operator has advised us that it is licensed by the Belgian Banking and Finance Commission to carry out banking activities on a global basis. As a Belgian bank, it is regulated and examined by the Belgian Banking and Finance Commission.

We have provided the descriptions of the operations and procedures of DTC, Clearstream and Euroclear in this prospectus supplement solely as a matter of convenience. These operations and procedures are solely within the control of those organizations and are subject to change by them from time to time. None of our company, TWE, TW NY, the underwriters or the Senior Indenture Trustee takes any responsibility for these operations or procedures, and you are urged to contact DTC, Clearstream and Euroclear or their participants directly to discuss these matters.

We expect that under procedures established by DTC:

- upon deposit of the global notes with DTC or its custodian, DTC will credit on its internal system the accounts of direct participants designated by the underwriters with portions of the principal amounts of the global notes; and

- ownership of the debt securities will be shown on, and the transfer of ownership thereof will be effected only through, records maintained by DTC or its nominee, with respect to interests of direct participants, and the records of direct and indirect participants, with respect to interests of persons other than participants.

The laws of some jurisdictions may require that purchasers of securities take physical delivery of those securities in definitive form. Accordingly, the ability to transfer interests in the debt securities represented by a global note to those persons may be limited. In addition, because DTC can act only on behalf of its participants, who in turn act on behalf of persons who hold interests through participants, the ability of a person having an interest in debt securities represented by a global note to pledge or transfer those interests to persons or entities that do not participate in DTC s system, or otherwise to take actions in respect of such interest, may be affected by the lack of a physical definitive security in respect of such interest.

So long as DTC or its nominee is the registered owner of a global note, DTC or that nominee will be considered the sole owner or holder of the debt securities represented by that global note for all purposes under the senior indenture and under the debt securities. Except as provided below, owners of beneficial interests in a global note will not be entitled to have debt securities represented by that global note registered in their names, will not receive or be entitled to receive physical delivery of certificated debt securities and will not be considered the owners or holders thereof

under the senior indenture or under the debt securities for any purpose, including with respect to the giving of any direction, instruction or approval to the Senior Indenture Trustee. Accordingly, each holder owning a beneficial interest in a global note must rely on the procedures of DTC and, if that holder is not a direct or indirect participant, on the procedures of the participant through which that holder owns its interest, to exercise any rights of a holder of debt securities under the indenture or a global note.

Table of Contents

None of our company, TWE, TW NY or the Senior Indenture Trustee will have any responsibility or liability for any aspect of the records relating to or payments made on account of debt securities by DTC, Clearstream or Euroclear, or for maintaining, supervising or reviewing any records of those organizations relating to the debt securities.

Payments on the debt securities represented by the global notes will be made to DTC or its nominee, as the case may be, as the registered owner thereof. We expect that DTC or its nominee, upon receipt of any payment on the debt securities represented by a global note, will credit participants accounts with payments in amounts proportionate to their respective beneficial interests in the global note as shown in the records of DTC or its nominee. We also expect that payments by participants to owners of beneficial interests in the global note held through such participants will be governed by standing instructions and customary practice as is now the case with securities held for the accounts of customers registered in the names of nominees for such customers. The participants will be responsible for those payments.

Distributions on the debt securities held beneficially through Clearstream will be credited to cash accounts of its customers in accordance with its rules and procedures, to the extent received by the U.S. depositary for Clearstream.

Securities clearance accounts and cash accounts with the Euroclear Operator are governed by the Terms and Conditions Governing Use of Euroclear and the related Operating Procedures of the Euroclear System, and applicable Belgian law (collectively, the Terms and Conditions). The Terms and Conditions govern transfers of securities and cash within Euroclear, withdrawals of securities and cash from Euroclear, and receipts of payments with respect to securities in Euroclear. All securities in Euroclear are held on a fungible basis without attribution of specific certificates to specific securities clearance accounts. The Euroclear Operator acts under the Terms and Conditions only on behalf of Euroclear participants and has no record of or relationship with persons holding through Euroclear participants.

Distributions on the debt securities held beneficially through Euroclear will be credited to the cash accounts of its participants in accordance with the Terms and Conditions, to the extent received by the U.S. depositary for Euroclear.

Clearance and Settlement Procedures

Initial settlement for the debt securities will be made in immediately available funds. Secondary market trading between DTC participants will occur in the ordinary way in accordance with DTC rules and will be settled in immediately available funds. Secondary market trading between Clearstream customers and/or Euroclear participants will occur in the ordinary way in accordance with the applicable rules and operating procedures of Clearstream and Euroclear, as applicable, and will be settled using the procedures applicable to conventional eurobonds in immediately available funds.

Cross-market transfers between persons holding directly or indirectly through DTC, on the one hand, and directly or indirectly through Clearstream customers or Euroclear participants, on the other, will be effected through DTC in accordance with DTC rules on behalf of the relevant European international clearing system by the U.S. depositary; however, such cross-market transactions will require delivery of instructions to the relevant European international clearing system by the counterparty in such system in accordance with its rules and procedures and within its established deadlines (European time). The relevant European international clearing system will, if the transaction meets its settlement requirements, deliver instructions to the U.S. depositary to take action to effect final settlement on its behalf by delivering or receiving the debt securities in DTC, and making or receiving payment in accordance with normal procedures for same-day funds settlement applicable to DTC. Clearstream customers and Euroclear participants may not deliver instructions directly to their U.S. depositaries.

Because of time-zone differences, credits of the debt securities received in Clearstream or Euroclear as a result of a transaction with a DTC participant will be made during subsequent securities settlement processing and dated the business day following the DTC settlement date. Such credits or any transactions in the debt securities settled during such processing will be reported to the relevant Clearstream customers or Euroclear participants on such business day. Cash received in Clearstream or Euroclear as a result of sales of the debt securities by or through a

Table of Contents

Clearstream customer or a Euroclear participant to a DTC participant will be received with value on the DTC settlement date but will be available in the relevant Clearstream or Euroclear cash account only as of the business day following settlement in DTC.

Although DTC, Clearstream and Euroclear have agreed to the foregoing procedures to facilitate transfers of the debt securities among participants of DTC, Clearstream and Euroclear, they are under no obligation to perform or continue to perform such procedures and such procedures may be changed or discontinued at any time.

Certificated Notes

We will issue certificated debt securities to each person that DTC identifies as the beneficial owner of the debt securities represented by the global notes upon surrender by DTC of the global notes only if:

DTC or any successor thereto notifies us that it is no longer willing or able to act as a depositary for the global notes or ceases to be a clearing agency registered under the Exchange Act, and we have not appointed a successor depositary within 90 days of that notice or becoming aware that DTC is no longer so registered;

an event of default has occurred and is continuing with respect to a series of debt securities entitling the holders of debt securities of such series to accelerate maturity of such debt securities in accordance with the indenture; or

we determine, in our sole discretion, not to have the debt securities of any series represented by a global note.

Neither we nor the Senior Indenture Trustee will be liable for any delay by DTC, its nominee or any direct or indirect participant in identifying the beneficial owners of the related debt securities. We and the Senior Indenture Trustee may conclusively rely on, and will be protected in relying on, instructions from DTC or its nominee for all purposes, including with respect to the registration and delivery, and the respective principal amounts, of the certificated notes to be issued.

Table of Contents

CERTAIN U.S. FEDERAL INCOME TAX CONSEQUENCES

The following is a general summary of certain anticipated U.S. federal income tax consequences to U.S. Holders and to Non-U.S. Holders (each as defined below, and together, Holders), and of certain material anticipated U.S. federal estate tax consequences to a Non-U.S. Holder, of the purchase of the debt securities at original issuance at their initial issue price, as well as the ownership and disposition of the debt securities by U.S. Holders and Non-U.S. Holders. This discussion is based on the U.S. Internal Revenue Code of 1986, as amended (the Code), Treasury regulations promulgated under the Code, administrative pronouncements or practices, and judicial decisions, all as of the date hereof. Future legislative, judicial, or administrative modifications, revocations, or interpretations, which may or may not be retroactive, may result in U.S. federal tax consequences significantly different from those discussed herein. This discussion is not binding on the U.S. Internal Revenue Service (the IRS). No ruling has been or will be sought or obtained from the IRS with respect to any of the U.S. federal tax consequences discussed herein. There can be no assurance that the IRS will not challenge any of the conclusions discussed herein or that a U.S. court will not sustain such a challenge.

This discussion does not address any U.S. federal alternative minimum tax, U.S. federal estate, gift or other non-income tax (except as expressly provided below), or any state, local or non-U.S. tax consequences of the acquisition, ownership, or disposition of a debt security. In addition, this discussion does not address the U.S. federal income tax consequences to beneficial owners of debt securities subject to special rules, including, for example, beneficial owners that (i) are banks, financial institutions or insurance companies, (ii) are regulated investment companies or real estate investment trusts, (iii) are brokers, dealers or traders in securities or currencies, (iv) are tax-exempt organizations, (v) hold debt securities as part of a hedge, straddle, constructive sale, conversion transaction, or other integrated investment, (vi) acquire debt securities as compensation for services, (vii) are U.S. Holders (as defined below) that have a functional currency other than the U.S. dollar, (viii) use a mark-to-market method of accounting, or (ix) are U.S. expatriates.

A U.S. Holder means a beneficial owner of a debt security that is: (i) an individual citizen or resident of the United States for U.S. federal income tax purposes, (ii) a corporation or any other entity taxable as a corporation for U.S. federal income tax purposes organized under the laws of the United States, any State thereof or the District of Columbia, (iii) an estate the income of which is subject to U.S. federal income tax regardless of its source, or (iv) a trust that (a) is subject to the primary jurisdiction of a court within the United States and for which one or more U.S. persons have authority to control all substantial decisions or (b) has a valid election in effect under applicable U.S. Treasury regulations to be treated as a U.S. person. If a Holder is a partnership or any other entity or arrangement taxable as a partnership for U.S. federal income tax purposes (a Partnership), the U.S. federal income tax consequences to an owner of or partner in such Partnership generally will depend on the status of such owner or partner and on the activities of such Partnership. A Holder that is a Partnership and any owners or partners in such Partnership are urged to consult their own tax advisors regarding the U.S. federal income tax consequences of the acquisition, ownership, or disposition of a debt security. As used herein, a Non-U.S. Holder means a beneficial owner of a debt security that is neither a U.S. Holder nor a Partnership.

This discussion assumes that a debt security will be a capital asset, within the meaning of Section 1221 of the Code, in the hands of a Holder at all relevant times. This discussion also assumes that the initial debt securities were not issued with original issue discount that exceeded a statutorily defined de minimis amount, and that a Holder did not purchase initial debt securities at a market discount that exceeded a statutorily defined de minimis amount or at a premium.

A HOLDER IS URGED TO CONSULT ITS OWN TAX ADVISOR REGARDING THE APPLICATION OF U.S. FEDERAL TAX LAWS TO ITS PARTICULAR CIRCUMSTANCES AND ANY TAX CONSEQUENCES

ARISING UNDER THE LAWS OF ANY STATE, LOCAL, NON-U.S., OR OTHER TAXING JURISDICTION OR UNDER ANY APPLICABLE TAX TREATY.

Table of Contents

Tax Considerations for a U.S. Holder

Payments of Interest

Stated interest on a debt security generally will be taxable to a U.S. Holder as ordinary interest income either when it accrues or when it is received in accordance with a U.S. Holder s method of accounting for U.S. federal income tax purposes.

Sale or Other Disposition of a Debt Security

A U.S. Holder generally will recognize gain or loss on the sale, exchange, redemption, retirement, or other taxable disposition of a debt security in an amount equal to the difference between (i) the amount of cash plus the fair market value of any property received (other than any amount received in respect of accrued but unpaid interest not previously included in income, which will be taxable as ordinary income), and (ii) such U.S. Holder s adjusted tax basis in the debt security. A U.S. Holder s adjusted tax basis in a debt security generally will be its cost to such U.S. Holder. Gain or loss recognized on the sale, exchange, retirement, or other taxable disposition of a debt security generally will be capital gain or loss, and will be long-term capital gain or loss if the U.S. Holder s holding period in such debt security exceeds one year. Long-term capital gains of a non-corporate U.S. Holder for taxable dispositions in taxable years beginning before January 1, 2013 are taxed at a maximum rate of 15%. This maximum long-term capital gains rate for non-corporate U.S. Holders is currently scheduled to increase to 20% for taxable dispositions in taxable years beginning on or after January 1, 2013. The deductibility of capital losses is subject to limitations.

Medicare Contribution Tax on Unearned Income

For taxable years beginning on or after January 1, 2013, a 3.8% Medicare tax will generally be imposed on the net investment income of U.S. Holders that are individuals, estates or trusts. Net investment income includes, among other things, interest income not derived from the conduct of a nonpassive trade or business. Payments of interest on the debt securities are expected to constitute net investment income subject to the Medicare tax.

Tax Considerations for a Non-U.S. Holder

The rules governing the U.S. federal taxation of a Non-U.S. Holder are complex. A Non-U.S. Holder is urged to consult its own tax advisor regarding the application of U.S. federal tax laws, including any information reporting requirements, to its particular circumstances and any tax consequences arising under the laws of any state, local, non-U.S., or other taxing jurisdiction.

U.S. Federal Income Tax

Payments of interest on a debt security by us or our paying agent to a Non-U.S. Holder generally will not be subject to withholding of U.S. federal income tax if such interest will qualify as portfolio interest. Interest on a debt security paid to a Non-U.S. Holder will qualify as portfolio interest if:

- for U.S. federal income tax purposes, such Non-U.S. Holder does not own directly or indirectly, actually or constructively, 10% or more of the total combined voting power of all classes of Company stock entitled to vote;

- for U.S. federal income tax purposes, such Non-U.S. Holder is not a controlled foreign corporation related directly or indirectly to us through stock ownership;

such interest is not effectively connected with such Non-U.S. Holder s conduct of a trade or business in the United States (or, if certain income tax treaties apply, such interest is not attributable to a permanent establishment maintained by such Non-U.S. Holder within the United States);

such Non-U.S. Holder is not a bank receiving interest described in Section 881(c)(3)(A) of the Code; and

the certification requirement, described below, has been fulfilled with respect to such Non-U.S. Holder of the debt security.

Table of Contents

The certification requirement will be fulfilled if either (i) the Non-U.S. Holder provides to us or our paying agent an IRS Form W-8BEN (or successor form), signed under penalty of perjury, that includes such Non-U.S. Holder s name, address and a certification as to its non-U.S. status, or (ii) a securities clearing organization, bank or other financial institution that holds customers securities in the ordinary course of its trade or business holds the debt security on behalf of such Non-U.S. Holder, and provides to us or our paying agent a statement, signed under penalty of perjury, in which such organization, bank or other financial institution certifies that it has received an IRS Form W-8BEN (or successor form) from such Non-U.S. Holder or from another financial institution acting on behalf of such Non-U.S. Holder and provides to us or our paying agent a copy thereof. Other methods might be available to satisfy the certification requirement depending on a Non-U.S. Holder s particular circumstances.

The gross amount of any payment of interest on a Non-U.S. Holder s debt security that does not qualify for the portfolio interest exception will be subject to withholding of U.S. federal income tax at the statutory rate of 30% unless (i) such Non-U.S. Holder provides a properly completed IRS Form W-8BEN (or successor form) claiming an exemption from or reduction in withholding of U.S. federal income tax under an applicable income tax treaty, or (ii) such interest is effectively connected with the conduct of a U.S. trade or business (and, if required by an applicable income tax treaty, is attributable to a U.S. permanent establishment) by such Non-U.S. Holder and such Non-U.S. Holder provides a properly completed IRS Form W-8ECI (or successor form).

Subject to the discussion below concerning backup withholding, a Non-U.S. Holder generally will not be subject to U.S. federal income tax or to withholding of U.S. federal income tax on any gain realized on the sale, exchange, redemption, retirement or other disposition of a debt security unless (i) such Non-U.S. Holder is an individual present in the United States for 183 days or more in the taxable year of such disposition and other applicable conditions are met, or (ii) such gain is effectively connected with the conduct of a U.S. trade or business by such Non-U.S. Holder and, if required by an applicable income tax treaty, is attributable to a U.S. permanent establishment maintained by such Non-U.S. Holder.

If a Non-U.S. Holder is engaged in a U.S. trade or business and interest on a debt security or gain realized on the disposition of a debt security is effectively connected with the conduct of such U.S. trade or business (and, if required by an applicable income tax treaty, is attributable to a U.S. permanent establishment), such Non-U.S. Holder generally will be subject to regular U.S. federal income tax on such interest and gain on a net income basis at graduated rates in the same manner as if such Non-U.S. Holder were a U.S. Holder, unless an applicable income tax treaty provides otherwise. See Tax Considerations for a U.S. Holder above. In addition, any such Non-U.S. Holder that is a non-U.S. corporation may be subject to the branch profits tax on its effectively connected earnings and profits for the taxable year, subject to certain adjustments, at the statutory rate of 30% unless such rate is reduced or the branch profit tax is eliminated by an applicable tax treaty. Although such effectively connected income will be subject to U.S. federal income tax, and may be subject to the branch profits tax, it generally will not be subject to withholding of U.S. federal income tax if a Non-U.S. Holder provides a properly completed IRS Form W-8ECI (or successor form).

U.S. Federal Estate Tax

A debt security held or treated as held by an individual who is a non-resident of the U.S. (as specially defined for U.S. federal estate tax purposes) at the time of his or her death will not be subject to U.S. federal estate tax, provided that the interest on such debt security is exempt from withholding of U.S. federal income tax under the portfolio interest exemption discussed above (without regard to the certification requirement). An individual may be a Non-U.S. Holder but not a non-resident of the U.S. for U.S. federal estate tax purposes. A Non-U.S. Holder that is an individual is urged to consult its own tax advisor regarding the possible application of the U.S. federal estate tax to its particular circumstances, including the effect of any applicable treaty.

Information Reporting and Backup Withholding

A Holder may be subject, under certain circumstances, to information reporting and/or backup withholding at the applicable rate with respect to certain payments of principal or interest on a debt security and the proceeds of a disposition of a debt security before maturity.

Table of Contents

Backup withholding may apply to a non-corporate U.S. Holder that (i) fails to furnish its taxpayer identification number (TIN), which for an individual is his or her social security number, (ii) furnishes an incorrect TIN, (iii) is notified by the IRS that it failed properly to report certain interest or dividends, or (iv) fails, under certain circumstances, to provide a certified statement, signed under penalty of perjury, that it is a U.S. person, that the TIN provided is correct, and that it has not been notified by the IRS that it is subject to backup withholding. The application for exemption is available by providing a properly completed IRS Form W-9 (or successor form). These requirements generally do not apply with respect to certain U.S. Holders, including corporations, tax-exempt organizations, qualified pension and profit sharing trusts, certain financial institutions and individual retirement accounts.

We generally must report to the IRS and to a Non-U.S. Holder the amount of interest on debt securities paid to such Non-U.S. Holder and the amount of any tax withheld in respect of such interest payments. Copies of information returns that report such interest payments and any withholding of U.S. federal income tax may be made available to tax authorities in a country in which a Non-U.S. Holder is a resident under the provisions of an applicable income tax treaty.

If a Non-U.S. Holder provides the applicable IRS Form W-8BEN (or successor form) or other applicable form (together with all appropriate attachments, signed under penalties of perjury, and identifying such Non-U.S. Holder and stating that it is not a U.S. person), and we or our paying agent, as the case may be, has neither actual knowledge nor reason to know that such Non-U.S. Holder is a U.S. person, then such Non-U.S. Holder will not be subject to U.S. backup withholding with respect to payments of principal or interest on debt securities made by us or our paying agent. Special rules apply to pass-through entities and this certification requirement may also apply to beneficial owners of pass-through entities.

Payment of the proceeds of a disposition of a debt security by a Non-U.S. Holder made to or through a U.S. office of a broker generally will be subject to information reporting and backup withholding unless such Non-U.S. Holder (i) certifies its non-U.S. status on IRS Form W-8BEN (or successor form) signed under penalty of perjury, or (ii) otherwise establishes an exemption. Payment of the proceeds of a disposition of a debt security by a Non-U.S. Holder made to or through a non-U.S. office of a non-U.S. broker generally will not be subject to information reporting or backup withholding unless such non-U.S. broker is a U.S. Related Person (as defined below). Payment of the proceeds of a disposition of a debt security by a Non-U.S. Holder made to or through a non-U.S. office of a U.S. broker or a U.S. Related Person generally will not be subject to backup withholding, but will be subject to information reporting, unless (i) such Non-U.S. Holder certifies its non-U.S. status on IRS Form W-8BEN (or successor form) signed under penalty of perjury, or (ii) such U.S. broker or U.S. Related Person has documentary evidence in its records as to the non-U.S. status of such Non-U.S. Holder and has neither actual knowledge nor reason to know that such Non-U.S. Holder is a U.S. person.

For this purpose, a U.S. Related Person is (i) a controlled foreign corporation for U.S. federal income tax purposes, (ii) a non-U.S. person 50% or more of whose gross income from all sources for the three-year period ending with the close of its taxable year preceding the payment (or for such part of the period that the broker has been in existence) is derived from activities that are effectively connected with the conduct of a U.S. trade or business, or (iii) a non-U.S. partnership if at any time during its taxable year one or more of its partners are U.S. persons who, in the aggregate, hold more than 50% of the income or capital interest of the partnership or if, at any time during its taxable year, the partnership is engaged in the conduct of a U.S. trade or business.

Backup withholding is not an additional tax. Any amount withheld from a payment to a U.S. or Non-U.S. Holder under the backup withholding rules will be allowed as a credit against such Holder s U.S. federal income tax liability and may entitle such Holder to a refund, provided that certain required information is timely furnished to the IRS. A Holder is urged to consult its own tax advisor regarding the application of information reporting and backup

withholding in its particular circumstances, the availability of an exemption from backup withholding, and the procedure for obtaining any such available exemption.

The foregoing discussion is for general information only and is not tax advice. Accordingly, you should consult your tax advisor as to the particular tax consequences to you of purchasing, holding and disposing of the debt securities, including the applicability and effect of any state, local, or non-U.S. tax laws and any tax treaty and any recent or prospective changes in any applicable tax laws or treaties.

Table of Contents

UNDERWRITING

We are offering the securities described in this prospectus supplement through a number of underwriters. Goldman, Sachs & Co., J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated are the representatives of the underwriters. We have entered into a firm commitment underwriting agreement with the underwriters listed below. Subject to the terms and conditions of the underwriting agreement, we have agreed to sell to the underwriters, and each underwriter has severally agreed to purchase, the aggregate principal amount of the securities listed next to its name in the following table:

Underwriter	Principal Amount of Notes due 2021	Principal Amount of Debentures due 2041
Goldman, Sachs & Co.	$	$
J.P. Morgan Securities LLC		
Merrill Lynch, Pierce, Fenner & Smith Incorporated		
Total	$	$

The underwriting agreement is subject to a number of terms and conditions and provides that the underwriters must buy all of the securities if they buy any of them. The underwriters will sell the securities to the public when and if the underwriters buy the securities from us.

The underwriters have advised us that they propose initially to offer the securities to the public at the public offering prices set forth on the cover of this prospectus supplement and below, and may offer to certain dealers at such prices less a concession not in excess of % of the principal amount of the % Notes due 2021 and % of the principal amount of the % Debentures due 2041. The underwriters may allow, and such dealers may reallow, a concession not in excess of % of the principal amount of each of the % Notes due 2021 and the % Debentures due 2041 to certain other dealers. After the initial public offering of the securities, the offering price and other selling terms may be changed. The offering of the securities by the underwriters is subject to receipt and acceptance and subject to the underwriters right to reject any order in whole or in part.

The following table shows the public offering prices, underwriting discounts and proceeds before expenses, to us, both on a per security basis and in total, for each series of securities.

	Per Note due 2021	Total	Per Debenture due 2041	Total
Public Offering Price	%	$	%	$
Underwriting Discount	%	$	%	$
Proceeds to Time Warner Cable	%	$	%	$

We estimate that our share of the total expenses of the offering, excluding underwriting discounts, will be approximately $175,000.

We have agreed to jointly or severally indemnify the underwriters against, or contribute to payments that the underwriters may be required to make in respect of, certain liabilities, including liabilities under the Securities Act of 1933, as amended.

The securities are new issues of securities with no established trading market. The securities will not be listed on any securities exchange. The underwriters may make a market in the securities after completion of the offering, but will not be obligated to do so and may discontinue any market-making activities at any time without notice. No assurance can be given as to the liquidity of the trading market for the securities or that an active public market for the securities will develop. If an active public market for the securities does not develop, the market price and liquidity of the securities may be adversely affected.

In connection with the offering of the securities, the representatives may engage in transactions that stabilize, maintain or otherwise affect the price of the securities. Specifically, the representatives may over allot in connection with the offering, creating a short position. In addition, the representatives may bid for, and purchase, the securities in the open market to cover short positions or to stabilize the price of the securities. The underwriters also may impose a

Table of Contents

penalty bid. This occurs when a particular underwriter repays to the underwriters a portion of the underwriting discount received by it because the representatives have repurchased securities sold by or for the account of such underwriter in stabilizing or short covering transactions. Any of these activities may stabilize or maintain the market price of the securities above independent market levels, but no representation is made hereby of the magnitude of any effect that the transactions described above may have on the market price of the securities. The underwriters will not be required to engage in these activities, and may engage in these activities, and may end any of these activities, at any time without notice. These transactions may be effected in the over-the-counter market or otherwise.

The underwriters and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, principal investment, hedging, financing and brokerage activities. Certain of the underwriters and their respective affiliates have, from time to time, performed, and may in the future perform, various financial advisory and investment banking services for the issuer, for which they received or will receive customary fees and expenses. Certain affiliates of the underwriters participating in this offering are or have been lenders under our bank credit facilities, for which they have received or will receive fees under agreements they have entered into with us. Merrill Lynch, Pierce, Fenner & Smith Incorporated served as an advisor to Insight in connection with the Company s transaction with Insight.

In the ordinary course of their various business activities, the underwriters and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers. Such investment and securities activities may involve securities and instruments of the Company or TWE. Certain of the underwriters or their affiliates that have a lending relationship with us routinely hedge their credit exposure to us consistent with their customary risk management policies. Typically, such underwriters and their affiliates would hedge such exposure by entering into transactions which consist of either the purchase of credit default swaps or the creation of short positions in our securities, including potentially the notes offered hereby. Any such short positions could adversely affect future trading prices of the notes offered hereby. The underwriters and their affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and may hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

Selling Restrictions

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a Relevant Member State), each underwriter has represented and agreed that with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the Relevant Implementation Date) it has not made and will not make an offer of notes and debentures which are the subject of the offering contemplated by this prospectus supplement to the public in that Relevant Member State other than:

(a) to any legal entity which is a qualified investor as defined in the Prospectus Directive;

(b) to fewer than 100 or, if the Relevant Member State has implemented the relevant provision of the 2010 PD Amending Directive, 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive), as permitted under the Prospectus Directive, subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by TWC for any such offer; or

(c) in any other circumstances falling within Article 3(2) of the Prospectus Directive,

provided that no such offer of notes and debentures shall require TWC or any underwriter to publish a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of this provision, the expression an offer of notes and debentures to the public in relation to any notes and debentures in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the notes and debentures to be offered so as to enable an investor to decide to purchase or subscribe the notes and debentures, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State, the expression Prospectus Directive means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent

Table of Contents

implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State and the expression 2010 PD Amending Directive means Directive 2010/73/EU.

Each underwriter has represented and agreed that:

(a) (i) it is a person whose ordinary activities involve it in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of its business and (ii) it has not offered or sold and will not offer or sell the notes and debentures other than to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or as agent) for the purposes of their businesses or who it is reasonable to expect will acquire, hold, manage or dispose of investments (as principal or agent) for the purposes of their businesses where the issue of the notes and debentures would otherwise constitute a contravention of Section 19 of the Financial Services and Markets Act 2000 (the FSMA) by TWC;

(b) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of the notes and debentures in circumstances in which Section 21(1) of the FSMA does not apply to TWC; and

(c) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the notes and debentures in, from or otherwise involving the United Kingdom.

This prospectus supplement and the accompanying prospectus has not been approved by or registered with the Securities and Futures Commission of Hong Kong or the Registrar of Companies of Hong Kong. The notes and debentures will not be offered or sold in Hong Kong other than (a) to professional investors as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong and any rules made under that Ordinance; or (b) in other circumstances which do not result in the document being a prospectus as defined in the Companies Ordinance (Cap. 32) of Hong Kong or which do not constitute an offer to the public within the meaning of that Ordinance. No advertisement, invitation or document relating to the notes and debentures which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) has been issued or will be issued in Hong Kong or elsewhere other than with respect to the notes and debentures which are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors as defined in the Securities and Futures Ordinance and any rules made under that Ordinance.

This prospectus supplement and the accompanying prospectus has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the notes and debentures may not be circulated or distributed, nor may the notes or debentures be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the Securities and Futures Act (Chapter 289) (the SFA), (ii) to a relevant person, or any person pursuant to Section 275(1A), and in accordance with the conditions, specified in Section 275 of the SFA or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA. Where the notes or debentures are subscribed or purchased under Section 275 by a relevant person which is: (a) a corporation (which is not an accredited investor) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary is an accredited investor, then securities, debentures and units of securities and debentures of that corporation or the beneficiaries rights and interest in that trust shall not be transferable for 6 months after that corporation or that trust has acquired the notes under Section 275 except: (i) to an institutional investor under Section 274 of the SFA or to a relevant person, or any

person pursuant to Section 275(1A), and in accordance with the conditions, specified in Section 275 of the SFA; (ii) where no consideration is given for the transfer; or (iii) by operation of law.

The notes and debentures have not been and will not be registered under the Financial Instruments and Exchange Law of Japan (Law No. 25 of 1948, as amended) and, accordingly, will not be offered or sold, directly or indirectly, in Japan, or for the benefit of any Japanese Person or to others for re-offering or resale, directly or indirectly, in Japan or to any Japanese Person, except in compliance with all applicable laws, regulations and

Table of Contents

ministerial guidelines promulgated by relevant Japanese governmental or regulatory authorities in effect at the relevant time. For the purposes of this paragraph, Japanese Person shall mean any person resident in Japan, including any corporation or other entity organized under the laws of Japan.

LEGAL MATTERS

Certain legal matters in connection with the offered debt securities will be passed upon for us, TWE and TW NY by Paul, Weiss, Rifkind, Wharton & Garrison LLP, New York, New York. The underwriters are represented by Shearman & Sterling LLP, New York, New York.

EXPERTS

Ernst & Young LLP, independent registered public accounting firm, has audited our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2010 and the effectiveness of our internal control over financial reporting as of December 31, 2010 as set forth in their reports, which are incorporated by reference in the accompanying prospectus, this prospectus supplement and elsewhere in the registration statement. Our financial statements are incorporated by reference in reliance on Ernst & Young LLP s reports, given on their authority as experts in accounting and auditing.

Table of Contents

PROSPECTUS

Debt Securities

Preferred Stock

Common Stock

Depositary Shares

Warrants

Purchase Contracts

Units

This prospectus contains a general description of the securities which we may offer for sale. The specific terms of the securities will be contained in one or more supplements to this prospectus. Read this prospectus and any supplement carefully before you invest.

The securities will be issued by Time Warner Cable Inc. The debt securities will be fully, irrevocably and unconditionally guaranteed on an unsecured basis by each of Time Warner Entertainment Company, L.P. and TW NY Cable Holding Inc., subsidiaries of ours. See Description of the Debt Securities and the Guarantees Guarantees.

The common stock of Time Warner Cable Inc. is listed on the New York Stock Exchange under the trading symbol TWC.

Investing in our securities involves risks that are referenced under the caption Risk Factors on page 5 of this prospectus. You should carefully review the risks and uncertainties described under the heading Risk Factors contained in the applicable prospectus supplement and any related free writing prospectus, and under similar headings in the other documents that are incorporated by reference in this prospectus.

These securities have not been approved or disapproved by the Securities and Exchange Commission or any state securities commission nor has the Securities and Exchange Commission or any state securities commission passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is April 28, 2011.

Table of Contents

TABLE OF CONTENTS

Table of Contents

ABOUT THIS PROSPECTUS

To understand the terms of the securities offered by this prospectus, you should carefully read this prospectus and any applicable prospectus supplement. You should also read the documents referred to under the heading Where You Can Find More Information for information on Time Warner Cable Inc. and its financial statements. Certain capitalized terms used in this prospectus are defined elsewhere in this prospectus.

This prospectus is part of a registration statement on Form S-3 that Time Warner Cable Inc., a Delaware corporation, which is also referred to as Time Warner Cable, TWC, the Company, our company, we, us and our, has fil U.S. Securities and Exchange Commission, or the SEC, using a shelf registration procedure. Under this procedure, Time Warner Cable may offer and sell from time to time, any of the following, in one or more series, which we refer to in this prospectus as the securities :

- debt securities,
- preferred stock,
- common stock,
- depositary shares,
- warrants,
- purchase contracts, and
- units.

The securities may be sold for U.S. dollars, foreign-denominated currency or currency units. Amounts payable with respect to any securities may be payable in U.S. dollars or foreign-denominated currency or currency units as specified in the applicable prospectus supplement.

This prospectus provides you with a general description of the securities we may offer. Each time we offer securities, we will provide you with a prospectus supplement that will describe the specific amounts, prices and terms of the securities being offered. The prospectus supplement may also add, update or change information contained or incorporated by reference in this prospectus. If there is any inconsistency between the information in this prospectus and any prospectus supplement, you should rely on the information in the prospectus supplement.

The prospectus supplement may also contain information about any material U.S. Federal income tax considerations relating to the securities covered by the prospectus supplement.

We may sell securities to underwriters who will sell the securities to the public on terms fixed at the t