

TIME WARNER ENTERTAINMENT COMPANY, L. P.

Form 424B5

November 14, 2008

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**Filed Pursuant to Rule 424(b)(5)
Registration No. 333-151671**

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities Offered	Maximum Aggregate Offering Price	Amount of Registration Fee⁽¹⁾
8 ¹ / ₄ % Notes due 2014	\$750,000,000	\$29,475
8 ³ / ₄ % Notes due 2019	\$1,250,000,000	\$49,125

(1) The filing fee of \$78,600 is calculated in accordance with Rule 457(r) of the Securities Act of 1933. This Calculation of Registration Fee table shall be deemed to update the Calculation of Registration Fee table in Time Warner Cable Inc. s Registration Statement No. 333-151671 on Form S-3 ASR.

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Filed Pursuant to Rule 424(b)(5)
Registration No. 333-151671

PROSPECTUS SUPPLEMENT
(To Prospectus Dated June 16, 2008)

\$2,000,000,000

\$750,000,000 81/4% Notes due 2014
\$1,250,000,000 83/4% Notes due 2019

The notes 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 both series of notes 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 81/4% Notes due 2014 will mature on February 14, 2014 and the 83/4% Notes due 2019 will mature on February 14, 2019. Interest on the 81/4% Notes due 2014 and the 83/4% Notes due 2019 will be payable semi-annually in arrears on February 14 and August 14 of each year, beginning on February 14, 2009.

We may redeem any of the 81/4% Notes due 2014 or the 83/4% Notes due 2019, as a whole at any time or in part from time to time, at our option. We describe the redemption prices under the heading Description of the Notes Optional Redemption on page S-25.

Investing in the securities involves risks. See Risk Factors on page S-8 of this Prospectus Supplement and the Risk Factors section in our Annual Report on Form 10-K for the year ended December 31, 2007 and our Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.

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

	Per Note due 2014	Total	Per Note due 2019	Total
Public Offering Price	99.849%	\$ 748,867,500	98.465%	\$ 1,230,812,500
Underwriting Discount	0.350%	\$ 2,625,000	0.450%	\$ 5,625,000
Proceeds to Time Warner Cable	99.499%	\$ 746,242,500	98.015%	\$ 1,225,187,500

Interest on the securities will accrue from November 18, 2008.

Neither the 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 November 18, 2008, against payment in immediately available funds.

Joint Book-Running Managers

Citi	Deutsche Bank Securities	Goldman, Sachs & Co.	Mizuho Securities USA Inc.
Banc of America Securities LLC		Barclays Capital	BNP PARIBAS
Daiwa Securities America Inc.		Fortis Securities LLC	RBS Greenwich Capital
Mitsubishi UFJ Securities		Morgan Stanley	UBS Investment Bank
		Wachovia Securities	

Co-Managers

Loop Capital Markets, LLC	Utendahl Capital Group, LLC
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The date of this Prospectus Supplement is November 13, 2008.

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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, 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. You should not assume that the information contained in or incorporated by reference into this prospectus supplement or the accompanying prospectus is accurate as of any date other than the date on the front of this prospectus supplement or the date of the report incorporated by reference, as the case may be.

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-35 of this prospectus supplement.

INCORPORATION BY REFERENCE

The Securities and Exchange Commission (the SEC) allows us to incorporate by reference information we have filed with it, which means that we can disclose important information to you by referring you to those documents. 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, 2007 (filed February 22, 2008), including portions of the proxy statement for the 2008 annual meeting of stockholders (filed April 15, 2008) to the extent specifically incorporated by reference therein (collectively, the 2007 Form 10-K);

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Quarterly reports on Form 10-Q for the quarters ended March 31, 2008 (filed April 30, 2008) (the March 2008 Form 10-Q), June 30, 2008 (filed August 6, 2008) (the June 2008 Form 10-Q) and September 30, 2008 (filed November 5, 2008) (the September 2008 Form 10-Q); and

Current reports on Form 8-K filed on February 8, 2008, March 19, 2008, April 10, 2008, May 27, 2008, June 16, 2008 (only with respect to the information filed pursuant to Item 5.02), June 19, 2008 and July 1, 2008.

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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 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.

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SUMMARY

The Company

We are the second-largest cable operator 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. We principally offer three services: video, high-speed data and voice over our broadband cable systems. We market our services separately and in bundled packages of multiple services and features. Historically, we have focused primarily on residential customers, while also selling video, high-speed data and networking and transport services to commercial customers. During 2007, we also began selling voice services to small- and medium-sized businesses as part of an increased emphasis on our commercial business. In addition, we earn revenues by selling advertising time to national, regional and local 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 the accompanying prospectus. For instructions on how to find copies of these and our other filings incorporated by reference in the accompanying prospectus, see "Where You Can Find More Information" in the accompanying prospectus.

Recent Developments

Separation from Time Warner

On May 20, 2008, we and our subsidiaries, TWE and TW NY, entered into a Separation Agreement (the "Separation Agreement") with Time Warner Inc. ("Time Warner") and its subsidiaries, Warner Communications Inc. ("WCI"), Historic TW Inc. ("Historic TW") and American Television and Communications Corporation ("ATC"), the terms of which will govern our legal and structural separation from Time Warner.

Our separation from Time Warner will take place through a series of related transactions, the occurrence of each of which is a condition to the next. First, Time Warner will complete certain internal restructuring transactions. Next, following the satisfaction or waiver of certain conditions, including those described below, Historic TW will transfer its 12.43% non-voting common stock interest in TW NY to us in exchange for 80 million newly issued shares of our Class A common stock (the "TW NY Exchange"). Following the TW NY Exchange, Time Warner will complete certain additional restructuring steps that will make Time Warner the direct owner of all shares of our Class A common stock and Class B common stock previously held by its subsidiaries (all of Time Warner's restructuring transaction steps being referred to collectively as the "TW Internal Restructuring"). Upon completion of the TW Internal Restructuring, our board of directors or a committee thereof will declare a special cash dividend to holders of our outstanding Class A common stock and Class B common stock, including Time Warner, in an amount equal to \$10.27 per share (aggregating \$10.855 billion) (the "Special Dividend"). The Special Dividend will be paid prior to the completion of our separation from Time Warner. Following the receipt by Time Warner of the Special Dividend, we will file with the Secretary of State of the State of Delaware an amended and restated certificate of incorporation (the "Amended Charter"), pursuant to which, among other things, each outstanding share of our Class A common stock (including any shares of Class A common stock issued in the TW NY Exchange) and Class B common stock will automatically be converted into one share of our common stock, par value \$0.01 per share (the "TWC Common Stock") (the

Recapitalization). Once the TW NY Exchange, the TW Internal Restructuring, the payment of the Special Dividend and the Recapitalization have been completed, our separation from Time Warner (the "Separation") will proceed in the form of either a pro rata dividend of all shares of TWC Common Stock held by Time Warner to holders of Time Warner's common stock or through the consummation by Time Warner of an exchange offer of shares of TWC

Common Stock for shares of Time Warner's common stock. If the Separation is effected as an exchange offer, after consummation of the exchange offer, Time Warner will distribute to its stockholders, as a pro rata dividend, any TWC Common Stock that it continues to hold. The distribution by Time Warner of all shares of TWC Common Stock held by Time Warner to its stockholders as (a) a pro rata dividend, (b) an exchange offer or (c) a combination thereof is referred to as the Distribution. We refer to the Separation, the TW NY Exchange, the TW Internal Restructuring, the Special Dividend, the Recapitalization and the Distribution collectively as the Separation Transactions. Time Warner has the sole discretion, after consultation with us, to determine whether the Separation will be effected as a pro rata dividend or through an exchange offer with its stockholders, which decision has not yet been made.

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The Separation Agreement contains customary covenants, and consummation of the Separation Transactions is subject to customary closing conditions, including customary regulatory reviews and local franchise approvals, the receipt by Time Warner of a private letter ruling from the Internal Revenue Service indicating that the Separation Transactions will generally qualify as tax-free for Time Warner and Time Warner's stockholders, the receipt of certain tax opinions and the entry into the 2008 Bridge Facility and the Supplemental Facility (each as defined below under Financing Commitments). We cannot assure you that the Separation will occur.

June 2008 Bond Offering

On June 19, 2008, we issued \$5.0 billion in aggregate principal amount of senior unsecured notes and debentures (the June 2008 Bond Offering), consisting of \$1.5 billion principal amount of 6.20% notes due 2013, \$2.0 billion principal amount of 6.75% notes due 2018 and \$1.5 billion principal amount of 7.30% debentures due 2038. We expect to use the net proceeds from the June 2008 Bond Offering to finance, in part, the Special Dividend. Pending the payment of the Special Dividend, a portion of the net proceeds from the June 2008 Bond Offering was used to repay variable-rate debt with lower interest rates, and the remainder was invested in accordance with our investment policy. If the Separation is not consummated and the Special Dividend is not paid, we will use the remainder of the net proceeds from the June 2008 Bond Offering for general corporate purposes, including repayment of indebtedness.

Financing Commitments

On June 30, 2008, we entered into a credit agreement with a geographically diverse group of major financial institutions for a senior unsecured term loan facility in an aggregate principal amount of \$9.0 billion (which was reduced as described below), with an initial maturity date that is 364 days after the borrowing date (the 2008 Bridge Facility) in order to finance, in part, the Special Dividend. Subject to certain limited exceptions, to the extent we incur debt (other than an incurrence of debt under our \$6.0 billion revolving credit facility (the Revolving Credit Facility) and our existing commercial paper program), issue equity securities or complete asset sales prior to drawing on the 2008 Bridge Facility, the commitments of the lenders under the 2008 Bridge Facility will be reduced by an amount equal to the net cash proceeds from any such incurrence, issuance or sale. As a result of the June 2008 Bond Offering, the amount of the commitments of the lenders under the 2008 Bridge Facility was reduced to \$4.040 billion. Lehman Brothers Holdings Inc., the parent company of Lehman Brothers Commercial Bank (LBCB), a lender under the 2008 Bridge Facility with an undrawn commitment of \$269 million, filed a petition under Chapter 11 of the U.S. Bankruptcy Code with the U.S. Bankruptcy Court for the Southern District of New York on September 15, 2008 (the Lehman Bankruptcy). While we believe that LBCB is contractually obligated under the 2008 Bridge Facility, it is uncertain whether LBCB would fund its portion of any future borrowing requests or whether another lender might assume such commitment. Accordingly, we have included only \$3.771 billion of commitments under the 2008 Bridge Facility in our unused committed capacity as of September 30, 2008, which excludes LBCB's \$269 million commitment. As a result of this offering, the commitments of the lenders under the 2008 Bridge Facility will be further reduced by the amount of the net cash proceeds we receive from this offering.

We may elect to extend the maturity date of the loans outstanding under the 2008 Bridge Facility for an additional year. In the event we borrow any amounts under the 2008 Bridge Facility, subject to certain limited exceptions, we are required to use the net cash proceeds from any subsequent incurrence of debt (other than an incurrence of debt under the Revolving Credit Facility and our existing commercial paper program), issuance of equity securities or asset sale to prepay amounts outstanding under the 2008 Bridge Facility. We may prepay amounts outstanding under the 2008 Bridge Facility at any time without penalty or premium, subject to minimum amounts. We may not borrow any amounts under the 2008 Bridge Facility unless and until the Special Dividend is declared.

Amounts outstanding under the 2008 Bridge Facility will bear interest at a rate equal to LIBOR plus an applicable margin based on our credit rating, which margin, at the time of the Separation, is expected to be 100 basis points. In

addition, the per annum interest rate under the 2008 Bridge Facility will increase by 25 basis points every six months until all amounts outstanding under the 2008 Bridge Facility are repaid. The financial institutions' commitments to fund borrowings under the 2008 Bridge Facility will expire upon the earliest of (i) May 19, 2009, (ii) the date on which the Separation Agreement is terminated in accordance with its terms or (iii) the completion of the Separation.

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In May 2008, Time Warner (as lender) committed to lend us (as borrower) up to an aggregate principal amount of \$3.5 billion under a two-year senior unsecured supplemental term loan facility (the Supplemental Facility). We may borrow under the Supplemental Facility at the final maturity of the 2008 Bridge Facility only to repay amounts then outstanding under the 2008 Bridge Facility, if any. As a result of the June 2008 Bond Offering, Time Warner's original commitment under the Supplemental Facility was reduced by \$980 million to \$2.520 billion. Time Warner's commitment under the Supplemental Facility will be further reduced by (i) 50% of any additional amounts by which the commitments under the 2008 Bridge Facility are further reduced by the net cash proceeds of subsequent issuances of debt or equity or certain asset sales by us prior to our borrowing under the 2008 Bridge Facility and (ii) the amount by which borrowing availability under the Revolving Credit Facility exceeds \$2.0 billion on the date of borrowing under the Supplemental Facility. As a result of this offering, the commitment of Time Warner under the Supplemental Facility will be reduced by \$985 million to \$1.535 billion.

After the date of borrowing under the Supplemental Facility, subject to certain limited exceptions, we will be required to use the net cash proceeds from any incurrence of debt (other than an incurrence of debt under the Revolving Credit Facility and our existing commercial paper program), issuance of equity securities and asset sale to prepay amounts outstanding under the Supplemental Facility. In addition, (i) on any date on which the commitments under the Revolving Credit Facility are increased in excess of the current \$6.0 billion amount or (ii) on the last day of each fiscal quarter on which availability under the Revolving Credit Facility exceeds \$2.0 billion, we must use 100% of the excess amounts to prepay amounts outstanding under the Supplemental Facility. We may prepay amounts outstanding under the Supplemental Facility at any time without penalty or premium, subject to minimum amounts.

Our obligations under the debt securities issued in the June 2008 Bond Offering and under the 2008 Bridge Facility are, and under the Supplemental Facility will be, guaranteed by TWE and TW NY.

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. Its principal executive office, and that of the Guarantors, is located at One Time Warner Center, North Tower, New York, NY 10019-8014, Telephone (212) 364-8200.

Time Warner Entertainment Company, L.P.

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

TW NY Cable Holding Inc.

TW NY is an indirect subsidiary of ours. We indirectly hold 100% of the voting common stock and 87.57% of the non-voting common stock of TW NY. Our parent, Time Warner, indirectly holds the remaining 12.43% of TW NY's outstanding non-voting common stock. TW NY is a holding company with no independent assets of its own. As discussed above, in connection with the Separation Transactions, we have agreed to exchange 80 million newly issued shares of our Class A common stock for Time Warner's indirect 12.43% interest in TW NY's outstanding non-voting common stock. TW NY was incorporated as a Delaware corporation in 2004.

The following charts show our corporate structure and our direct or indirect ownership interest in our principal subsidiaries (i) on an actual basis as of September 30, 2008 and (ii) after giving pro forma effect to the Separation Transactions, consisting of the Separation, the TW NY Exchange, the TW Internal Restructuring, the Special Dividend, the Recapitalization and the Distribution, as well as the borrowings under the 2008 Bridge Facility, this offering and the use of proceeds from this offering. The charts are included in order to show the size of our credit facilities, the principal amount of our outstanding debt securities and the principal amount of TWE's debt securities as of September 30, 2008, on an actual basis and on a pro forma basis after giving effect to the Separation Transactions, the borrowings under the 2008 Bridge Facility, this offering and the use of proceeds from this offering. See Use of Proceeds. Certain of our intermediate entities and certain preferred interests held by us or our subsidiaries are not reflected.

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The subscriber numbers and revenue generating units (RGUs) within each entity indicate the approximate number of basic video subscribers and RGUs attributable to cable systems owned by such entity as of September 30, 2008. Basic video subscriber numbers reflect billable subscribers who receive at least our basic video service. RGUs reflect the total of all our basic video, digital video, high-speed data and voice subscribers. Therefore, a subscriber who purchases basic video, digital video, high-speed data and voice services will count as four RGUs.

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Structure prior to the Separation Transactions and issuance of the securities in this offering:

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Expected structure after the Separation Transactions and issuance of the securities in this offering:

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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 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	\$750,000,000 aggregate principal amount of 81/4% Notes due 2014 \$1,250,000,000 aggregate principal amount of 83/4% Notes due 2019
Maturity Dates	81/4% Notes due 2014: February 14, 2014 83/4% Notes due 2019: February 14, 2019
Interest Payment Dates	Interest on the 81/4% Notes due 2014 and 83/4% Notes due 2019 will be payable semi-annually in arrears on February 14 and August 14 of each year, beginning on February 14, 2009.
Guarantors	TWE and TW NY.
Guarantees	The securities will be fully, irrevocably and unconditionally guaranteed by TWE and TW NY.
Ranking	The 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 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	We may redeem any of the 81/4% Notes due 2014 or the 83/4% Notes due 2019, as a whole at any time or in part from time to time, at our option, at the redemption prices described in this prospectus supplement. See Description of the Notes Optional Redemption.
Use of Proceeds	

We intend to use the proceeds from this offering to fund, in part, the Special Dividend discussed above under Recent Developments. 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

Paying and Transfer Agent

The Bank of New York

Governing Law

New York

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RISK FACTORS

*Investing in the debt securities involves risks. You should carefully consider the specific risk factors set forth below related to this offering and the Separation Transactions. Risks pertaining to our business are incorporated by reference to the section entitled **Item 1A. Risk Factors** in the 2007 Form 10-K and the June 2008 Form 10-Q. See **Where You Can Find More Information** in the accompanying prospectus. Some factors in this section and the **Risk Factors** sections of the 2007 Form 10-K and the June 2008 Form 10-Q 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.*

As part of the Separation Transactions, we have incurred and will incur additional debt, which may limit our flexibility or prevent us from taking advantage of business opportunities.

In the June 2008 Bond Offering, we incurred \$5.0 billion of indebtedness to fund, in part, the Special Dividend. We expect to incur additional indebtedness to fund the balance of the Special Dividend, through a combination of borrowings under the 2008 Bridge Facility, the Revolving Credit Facility and/or the issuance of debt in the capital markets, including the debt securities being offered by this prospectus supplement. The increased indebtedness and the terms of these financing arrangements and any future indebtedness will impose various restrictions and covenants on us that could limit our ability to respond to market conditions, provide for capital investment needs or take advantage of business opportunities. In addition, as a result of our increased borrowings, our interest expense will be higher than it has been in the past, which will affect our profitability and cash flows. In light of recent events affecting the U.S. and international financial markets, any new borrowings outside of our committed capacity would likely bear significantly higher interest rates than the debt securities issued in the June 2008 Bond Offering.

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USE OF PROCEEDS

We estimate that we will receive net proceeds from this offering of \$1.971 billion, after deducting estimated underwriting discounts and our estimated offering expenses.

In connection with the Separation Transactions, we will declare the Special Dividend in an aggregate amount of \$10.855 billion, payable to holders of record of our Class A common stock and Class B common stock prior to the completion of the Separation Transactions. We intend to use all of the net proceeds from this offering to fund the Special Dividend; however, the Special Dividend will exceed the net proceeds from this offering by \$8.884 billion. In addition to the proceeds from this offering, we intend to fund the Special Dividend and expenses related to the Separation Transactions with the net proceeds from the June 2008 Bond Offering, cash on hand, borrowings under the 2008 Bridge Facility, additional financing in the public debt market and/or borrowings under the Revolving Credit Facility. Pending the payment of the Special Dividend, the net proceeds from this offering will be invested in accordance with our investment policy.

We cannot assure you that the Separation Transactions will occur. To the extent that the Separation Transactions are not consummated and, as a result, the Special Dividend is not declared by our board of directors, we will use the proceeds from this offering for general corporate purposes, including repayment of indebtedness.

RATIO OF EARNINGS TO FIXED CHARGES

The ratio of earnings to fixed charges for Time Warner Cable is set forth below for the periods indicated.

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

- (i) pretax income,
- (ii) interest expense,
- (iii) preferred stock dividend requirements of majority-owned companies,
- (iv) minority interest in the income of majority-owned subsidiaries that have fixed charges, 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 non-cash charges for depreciation and amortization primarily relating to the amortization of intangible assets recognized in business combinations.

Nine Months Ended	Year Ended December 31,
September 30,	

	2008	2007	2006	2005	2004	2003
Ratio of earnings to fixed charges	3.1x	3.1x	3.1x	3.3x	3.0x	2.5x

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The following table sets forth our cash position and capitalization as of September 30, 2008, on an actual basis and on a pro forma as adjusted basis after giving effect to the Separation Transactions, this offering of debt securities and the application of the net proceeds from the issuance of such debt securities. See *Use of Proceeds*.

You should read this information in conjunction with *Use of Proceeds* and *Unaudited Pro Forma Consolidated Financial Information* 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 2007 Form 10-K and the September 2008 Form 10-Q, each of which is incorporated by reference into this prospectus supplement and the accompanying prospectus.

	September 30, 2008	
	Actual	Pro Forma as Adjusted
	(in millions)	
Cash and equivalents ⁽¹⁾	\$ 3,090	\$
Debt:		
Bank credit agreements ⁽²⁾	\$ 3,045	\$ 8,870
TWC notes and debentures:		
\$1.5 billion 5.40% senior notes due 2012	1,498	1,498
\$1.5 billion 6.20% senior notes due 2013	1,497	1,497
\$2.0 billion 5.85% senior notes due 2017	1,996	1,996
\$2.0 billion 6.75% senior notes due 2018	1,998	1,998
\$1.5 billion 6.55% senior debentures due 2037	1,491	1,491
\$1.5 billion 7.30% senior debentures due 2038	1,496	1,496
Notes offered hereby ⁽³⁾		1,980
TWE notes and debentures: ⁽⁴⁾		
\$250 million 10.150% senior notes due 2012	264	264
\$350 million 8.875% senior notes due 2012	363	363
\$1.0 billion 8.375% senior debentures due 2023	1,039	1,039
\$1.0 billion 8.375% senior debentures due 2033	1,051	1,051
Capital leases and other	10	10
Mandatorily redeemable preferred membership units issued by a subsidiary ⁽⁵⁾	300	300
Total debt and mandatorily redeemable preferred membership units issued by a subsidiary	16,048	23,853
Minority interests	1,811	5
Shareholders' equity:		
Class A common stock, par value \$0.01 per share; 20 billion shares authorized, 902 million shares issued and outstanding, actual	9	
Class B common stock, par value \$0.01 per share; 5 billion shares authorized, 75 million shares issued and outstanding, actual	1	

Common Stock, par value \$0.01 per share; 25 billion shares authorized, pro forma as adjusted		11
Paid-in-capital	19,478	16,622
Accumulated other comprehensive loss, net	(177)	(177)
Retained earnings	6,278	
Total shareholders' equity	25,589	16,456
Total capitalization	\$ 43,448	\$ 40,314

(1) As of September 30, 2008, cash and equivalents excluded a \$490 million investment in The Reserve Fund's Primary Fund (The Reserve Fund), which we included in prepaid expenses and other current assets on our consolidated balance sheet in the September 2008 Form 10-Q. On the morning of September 15, 2008, we requested a full redemption of our \$490 million investment in The Reserve Fund, but the redemption request was not honored. On September 22, 2008, The Reserve Fund announced that redemptions of shares were

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suspended pursuant to an SEC order requested by The Reserve Fund so that an orderly liquidation could be effected. On October 31, 2008, we received \$249 million from The Reserve Fund representing our pro rata share of a partial distribution. We have not been informed as to when the remaining amount will be returned. However, we believe our remaining receivable is recoverable and will be distributed in the next twelve months as The Reserve Fund's investments mature.

(2)