

TIME WARNER CABLE INC.

Form DEF 14A

April 20, 2009

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
(Rule 14a-101)
Information Required in Proxy Statement
Schedule 14A Information
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to § 240.14a-12

**Time Warner Cable Inc.
(Name of Registrant as Specified In Its Charter)**

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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April 20, 2009

Dear Stockholder:

We cordially invite you to attend Time Warner Cable Inc.'s annual meeting of stockholders. We also welcome our new stockholders who received Time Warner Cable shares as a result of the recent spin-off of our company from Time Warner Inc. The meeting will be held on Wednesday, June 3, 2009, at 11:00 a.m. at the Company's Mid-Ohio Technical Operations Center at 3760 Interchange Road, Columbus, Ohio 43204. A map with directions to the meeting is provided on the back cover of the Proxy Statement.

As a stockholder, you will be asked to vote on a number of important matters, which are listed in the Notice of Annual Meeting of Stockholders. The Board of Directors recommends a vote **FOR** the proposals listed as items 1 and 2 in the Notice.

We are again this year taking advantage of Securities and Exchange Commission rules that allow companies to furnish proxy materials to their stockholders on the Internet. We believe that these rules allow us to provide our stockholders with the information they need, while lowering the costs of delivery and reducing the environmental impact of producing and distributing materials for our annual meeting. Under these new rules, you can vote in several ways. Instructions are provided in our communications to you. If you received a Notice of Internet Availability of Proxy Materials in the mail, you can vote over the Internet, or, if you request printed copies of the proxy materials by mail, you also can vote by mail or by telephone.

If you are planning to attend the annual meeting in person, because of security procedures, **you will need to register in advance to gain admission to the meeting.** You can register by calling 1-866-892-8925 by June 2, 2009. In addition to registering in advance, you will be required to present government-issued identification (*e.g.*, driver's license or passport) to enter the meeting. The meeting also will be audiocast live on the Internet at www.timewarnercable.com/investors.

I look forward to greeting those of you who are able to attend the annual meeting.

Sincerely,

Glenn A. Britt
*Chairman, President and
Chief Executive Officer*

PLEASE PROMPTLY SUBMIT YOUR PROXY

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Time Warner Cable Inc.
60 Columbus Circle
New York, NY 10023

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

The Annual Meeting (the Annual Meeting) of Stockholders of Time Warner Cable Inc. (the Company) will be held on Wednesday, June 3, 2009 at 11:00 a.m. (local time). The meeting will take place at:

Time Warner Cable Inc.
Mid-Ohio Technical Operations Center
3760 Interchange Road
Columbus, Ohio 43204

The purposes of the meeting are:

1. To elect twelve directors for a term of one year, and until their successors are duly elected and qualified;
2. To ratify the appointment of the firm of Ernst & Young LLP as independent auditor of the Company for 2009; and
3. To transact such other business as may properly come before the Annual Meeting.

The close of business on April 8, 2009 is the record date for determining stockholders entitled to vote at the Annual Meeting. Only holders of the Company's common stock, par value \$0.01 per share (the Common Stock), as of the record date are entitled to vote on the matters listed in this Notice of Annual Meeting.

Your vote is important. Whether or not you plan to attend the Annual Meeting in person, it is important that your shares be represented. Please follow the instructions in the Notice you received by mail or e-mail and vote as soon as possible. Any stockholder of record who is present at the meeting may vote in person instead of by proxy, thereby canceling any previous proxy. You may not appoint more than three persons to act as your proxy at the meeting.

Please note that, if you plan to attend the Annual Meeting in person, you will need to register in advance to be admitted. You may register in advance by telephone at 1-866-892-8925. The annual meeting will start promptly at 11:00 a.m. To avoid disruption, admission may be limited once the meeting begins.

Time Warner Cable Inc.

Marc Lawrence-Apfelbaum
*Executive Vice President, General
Counsel and Secretary*

April 20, 2009

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TIME WARNER CABLE INC.

60 Columbus Circle
New York, NY 10023

PROXY STATEMENT

This Proxy Statement is being furnished in connection with the solicitation of proxies by the Board of Directors of Time Warner Cable Inc., a Delaware corporation ("TWC" or the "Company"), for use at the Annual Meeting of the Company's stockholders (the "Annual Meeting") to be held on Wednesday, June 3, 2009, at the Company's Mid-Ohio Technical Operations Center at 3760 Interchange Road, Columbus, Ohio 43204 commencing at 11:00 a.m., local time, and at any adjournment or postponement, for the purpose of considering and acting upon the matters set forth in the accompanying Notice of Annual Meeting of Stockholders. Stockholders attending the Annual Meeting in person should refer to the driving directions provided on the back cover of the Proxy Statement.

This year the Company is again taking advantage of Securities and Exchange Commission ("SEC") rules that allow companies to furnish proxy materials to stockholders via the Internet. Accordingly, the Company is sending a Notice of Internet Availability of Proxy Materials (the "Notice") to its stockholders of record and beneficial owners, unless they have directed the Company to provide the materials in a different manner. The Notice provides instructions on how to access and review all of the important information contained in the Company's Proxy Statement and Annual Report to Stockholders, as well as how to submit a proxy over the Internet. If a stockholder receives the Notice and would still like to receive a printed copy of the Company's proxy materials, instructions for requesting these materials are included in the Notice. The Company plans to mail the Notice to stockholders by April 24, 2009. The Company will continue to mail a printed copy of this Proxy Statement and form of proxy to certain stockholders, and it expects that mailing to begin on or about April 23, 2009.

At the close of business on April 8, 2009, the record date for determining the stockholders entitled to notice of, and to vote at, the Annual Meeting, there were outstanding and entitled to vote 352,335,722 shares of the Company's common stock, par value \$0.01 per share ("Common Stock"). For information about stockholders' eligibility to vote at the Annual Meeting, shares outstanding on the record date and the ways to submit and revoke a proxy, please see "Voting at the Annual Meeting," below.

Each issued and outstanding share of Common Stock has one vote on any matter submitted to a vote of stockholders.

Annual Report

A copy of the Company's Annual Report to Stockholders for the year 2008 is available on the Company's website at www.timewarnercable.com/annualmeetingmaterials.

Recommendations of the Board of Directors

The Board of Directors recommends a vote **FOR** the election of each of the twelve nominees for election as directors and **FOR** ratification of the appointment of Ernst & Young LLP as the Company's independent auditor for 2009.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be Held on Wednesday, June 3, 2009:

This Proxy Statement and the Company's 2008 Annual Report to Stockholders are available at www.timewarnercable.com/annualmeetingmaterials.

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CORPORATE GOVERNANCE

The Company's Separation from Time Warner Inc.

On March 12, 2009, the separation of TWC from Time Warner Inc. (Time Warner) was completed pursuant to a Separation Agreement dated as of May 20, 2008 (the Separation Agreement) between TWC and certain of its subsidiaries and Time Warner and certain of its subsidiaries. The separation took the form of Time Warner's pro rata dividend of all shares of TWC Common Stock held by Time Warner to holders of record of Time Warner's common stock (Time Warner Common Stock) (the Spin-Off Dividend or the Distribution) as of 8:00 p.m. on March 12, 2009, the record date for the Spin-Off Dividend. Accordingly, on March 12, 2009, pursuant to the Separation Agreement, Time Warner transferred its beneficial ownership of Common Stock to a distribution agent for the benefit of Time Warner's stockholders, and, as a result, Time Warner no longer has any ownership interest in TWC (the Separation). These shares of Common Stock were distributed on March 27, 2009 to Time Warner's stockholders of record on March 12, 2009 with each such Time Warner stockholder receiving .083670 of a share of Common Stock for each share of Time Warner Common Stock held on the record date. After this distribution, Time Warner effected a one-for-three reverse stock split. In connection with, and before, the Separation, on March 12, 2009, the Company:

paid a special cash dividend of \$10.27 per share to holders of record of its outstanding Class A common stock, par value \$0.01 per share (Class A common stock), and Class B common stock, par value \$0.01 per share (Class B common stock), on March 11, 2009 (the Special Dividend);

filed with the Secretary of State of the State of Delaware a second amended and restated certificate of incorporation (the Amended Charter), pursuant to which, among other things, each outstanding share of the Company's Class A common stock and Class B common stock automatically converted into one share of Common Stock, (the Recapitalization); and

effected a one-for-three reverse stock split of its Common Stock (the Reverse Stock Split).

Unless otherwise indicated in this Proxy Statement, information about TWC's or Time Warner's equity securities prior to March 12, 2009 has not been adjusted to reflect the Separation, the Distribution or the TWC and Time Warner reverse stock splits. The Company's Common Stock is listed for trading on the New York Stock Exchange (the NYSE). As a result of the Separation, the Company is no longer considered a controlled company under NYSE governance requirements.

General

The Company is committed to maintaining strong corporate governance practices that allocate rights and responsibilities among stockholders, the Board of Directors and management in a manner that benefits the long-term interests of the Company's stockholders. Accordingly, the Company's corporate governance practices are designed not merely to satisfy regulatory requirements, but to provide for effective oversight and management of the Company.

The Board has devoted substantial attention to the subject of corporate governance. Among other things, the Board has established a Nominating and Governance Committee and has developed a Corporate Governance Policy. The Board refines this Policy from time to time as it deems necessary. The Corporate Governance Policy sets forth the basic rules of the road to guide how the Board and its committees operate.

The Board of Directors also regularly holds executive sessions without management present, conducts examinations of management's and the Board's performance, has adopted a code of conduct for employees and has enacted a set of ethics guidelines specifically for outside directors. The Board of Directors engages in a regular process of reviewing its corporate governance practices, including comparing its practices with those recommended by various corporate governance groups, the expectations of the Company's stockholders, and the practices of other leading public companies. The Company also regularly reviews its practices in light of proposed and adopted laws and regulations, including the Sarbanes-Oxley Act of 2002, the rules of the SEC, and the rules and listing standards of the NYSE.

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Information on the Company's corporate governance is available to the public under "Corporate Governance" at www.timewarnercable.com/investors on the Company's website. The information on the website includes: the Company's by-laws, its Corporate Governance Policy (which includes the Board's categorical standards for determining director independence), the charters of the Board's four standing committees, the Company's codes of conduct, and information regarding the process by which shareholders may communicate with members of the Board of Directors. These documents are also available in print by writing to the Company's Corporate Secretary at the following address: Time Warner Cable Inc., 60 Columbus Circle, New York, New York 10023, Attn: General Counsel.

The remainder of this section of the Proxy Statement summarizes the key features of the Company's corporate governance practices:

Board Size

The number of directors constituting the full Board is currently set at twelve. The Board of Directors has adopted a policy, consistent with the Amended Charter and the Company's by-laws, that it may determine the size of the Board from time to time. In establishing its size, the Board considers a number of factors, including (i) resignations and retirements from the current Board, (ii) the availability of appropriate and qualified candidates, (iii) balancing the desire of having a small enough Board to facilitate deliberations with, at the same time, having a large enough Board to have the diversity of backgrounds, professional experience and skills so that the Board and its committees can effectively perform their responsibilities in overseeing the Company's businesses and (iv) the goal of having an appropriate mix of inside and independent directors.

Criteria for Membership on the Board

While a significant amount of public attention has been focused on the need for directors to be independent, independence is just one of the important factors that the Board and its Nominating and Governance Committee take into consideration in selecting nominees for director. The Nominating and Governance Committee and the Board of Directors apply the same criteria to all candidates, regardless of whether the candidate is proposed by a stockholder or is identified through some other source.

Overall Composition. As a threshold matter, the Board of Directors believes it is important for the Board as a whole to reflect an appropriate combination of skills, professional experience, and diversity of backgrounds in light of the Company's current and future business needs.

Personal Qualities. Each director must possess certain personal qualities, including financial literacy and a demonstrated reputation for integrity, judgment, business acumen, and high personal and professional ethics. In addition, each director must be at least 21 years of age at the commencement of service as a director.

Commitment to the Company and its Stockholders. Each director must have the time and ability to make a constructive contribution to the Board, as well as a clear commitment to fulfilling the director's fiduciary duties and serving the interests of all the Company's stockholders.

Other Commitments. Each director must satisfy the requirements of antitrust laws that limit service as an officer or director of a significant competitor of the Company. In addition, in order to ensure that directors have sufficient time to devote to their responsibilities, the Board determined that directors should generally serve on no more than five other public company boards.

Additional Criteria for Incumbent Directors. During their terms, all incumbent directors on the Company's Board are expected to attend the meetings of the Board and committees on which they serve and the annual meetings of stockholders; to stay informed about the Company and its business; to participate in discussions; to comply with applicable Company policies; and to provide advice and counsel to the Company's management.

Additional Criteria for New Directors. As part of its annual assessment of the Board's composition in light of the Company's current and expected business needs, the Nominating and Governance Committee has

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identified additional criteria for new members of the Board. The following attributes may evolve over time depending on changes in the Board and the Company's business needs and environment, and may be changed before the proxy statement for the 2010 annual meeting of stockholders is furnished to stockholders.

Professional Experience. New candidates for the Board should have significant experience in areas such as the following: (i) senior officer (e.g., president, officer or chief financial officer) of a major corporation (or a comparable position in the government, academia or non-profit sector); or (ii) a high-level position and expertise in one of the following areas—cable, telecommunications, media and entertainment, marketing or consumer technology.

Diversity. The Nominating and Governance Committee also believes it would be desirable for new candidates for the Board to enhance the gender, ethnic, and/or geographic diversity of the Board.

Committee Eligibility. In addition to satisfying the independence requirements that apply to directors generally (see below), the Nominating and Governance Committee believes that it would be desirable for new candidates for the Board to satisfy the requirements for serving on the Board's committees, as set forth in the charters for those committees and applicable regulations.

Director Experience. The Nominating and Governance Committee believes it would also be desirable for candidates for the Board to have experience as a director of a public corporation.

Independence. Under the Company's Amended Charter, at least 50% of the directors on the Board must be independent. The Board has determined that nine of the twelve current directors, each of whom is also a nominee for director (or 75% of the Board), are independent in accordance with the Company's criteria. The Board applies the following NYSE criteria in making its independence determinations:

No Material Relationship. The director must not have any material relationship with the Company. In making this determination, the Board considers all relevant facts and circumstances, including commercial, charitable, and familial relationships that exist, either directly or indirectly, between the director and the Company.

Employment. The director must not have been an employee of the Company at any time during the past three years. In addition, a member of the director's immediate family (including the director's spouse; parents; children; siblings; mothers-, fathers-, brothers-, sisters-, sons- and daughters-in-law; and anyone who shares the director's home, other than household employees) must not have been an executive officer of the Company in the prior three years.

Other Compensation. The director or immediate family member (as an executive officer) must not have received more than \$100,000 per year in direct compensation from the Company, other than in the form of director fees, pension, or other forms of deferred compensation, during the past three years.

Auditor Affiliation. The director must not be a current partner or employee of the Company's internal or external auditor and the director's immediate family member must not be a current employee of such auditor who participates in the firm's audit, assurance or tax compliance (but not tax planning) practice or a current partner of such auditor. In addition, the director or an immediate family member must not have been within the last three years a partner or employee of such firm who personally worked on the Company's audit.

Interlocking Directorships. During the past three years, the director or immediate family member cannot have been employed as a non-employee director or an executive officer by another entity where one of the Company's or its former parent company, Time Warner's current executive officers served at the same time on

the compensation committee.

Business Transactions. The director must not be an employee of another entity that, during any one of the past three years, received payments from the Company, or made payments to the Company, for property or services that exceed the greater of \$1 million or 2% of the other entity's annual consolidated gross revenues. In addition, a member of the director's immediate family cannot have

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been an executive officer of another entity that, during any one of the past three years, received payments from the Company, or made payments to the Company, for property or services that exceed the greater of \$1 million or 2% of the other entity's annual consolidated gross revenues.

Additional Categorical Criteria. In addition to applying the NYSE requirements summarized above, the Board has also developed categorical standards, which it uses to guide it in determining whether a material relationship exists with the Company that would affect a director's independence:

- > *Charitable Contributions.* Discretionary charitable contributions by the Company to established non-profit entities with which a director or a member of the director's family is affiliated will generally be deemed not to create a material relationship, unless they occurred within the last three years and (i) were inconsistent with the Company's philanthropic practices; or (ii) were provided to an organization where the director or spouse is an executive officer or director and the Company's contributions for the most recently completed fiscal year represent more than (a) the greater of \$100,000 or 10% of that organization's annual gross revenues for organizations with gross revenues up to \$10 million per year or (b) the greater of \$1 million or 2% of that organization's annual gross revenues for organizations with gross revenues of more than \$10 million per year; or (iii) the aggregate amount of the Company's contributions to the organizations where a director or spouse is an executive officer or director is more than the greater of \$1 million or 2% of all such organizations' annual gross revenues.
- > *Employment and Benefits.* The employment by the Company of a member of a director's family will generally be deemed not to create a material relationship, unless such employment involves employment at a salary of more than \$60,000 per year of a director's current spouse, domestic partner, or child. Further, vested and non-forfeitable equity-based benefits and retirement benefits provided to directors or their family members under qualified plans as a result of prior employment will generally be deemed not to create a material relationship.
- > *Other Transactions.* Transactions between the Company and another entity with which a director or a member of a director's family is affiliated will generally be deemed not to create a material relationship unless (i) they are the type set forth above under Business Transactions; (ii) they occurred within the last three years and were inconsistent with other transactions in which the Company has engaged with third parties; (iii) they occurred within the last three years and the director is an executive officer, employee, or substantial owner, or an immediate family member (as defined in the NYSE rules) is an executive officer, of the other entity and such transactions represent more than 2% of the other entity's gross revenues for the prior fiscal year or more than 5% of the Company's consolidated gross revenues for its prior fiscal year.
- > *Interlocking Directorships.* Service by an employee of the Company as a director of an entity where one of the Company's directors or director's family members serves as a non-employee director or an executive officer will generally be deemed not to create a material relationship, unless the employee (i) is an executive officer of the Company; (ii) reports directly to the Board or a committee of the Board; or (iii) has annual compensation approved by the Board's Compensation Committee. In addition, service by an employee of the Company as a director of an entity where one of the Company's directors or a member of the director's family serves as a non-employee director will generally be deemed not to create a material relationship.
- > *Educational and Other Affiliations.* Attendance by an employee of the Company at an educational institution affiliated with one of the Company's directors or a member of the director's family, or membership by an employee of the Company in a professional association, social, fraternal or religious organization, club or institution affiliated with a Company director or member of the director's family, will

generally be deemed not to create a material relationship.

- > *Security Ownership.* Ownership by an employee of the Company of the securities of an entity where one of the Company's directors or a member of the director's family serves as a director or an employee will generally be deemed not to create a material relationship, unless (i) the Company

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employee (a) is an executive officer of the Company or reports directly to the Board or a committee of the Board or has annual compensation approved by the Board's Compensation Committee and (b) beneficially owns more than 5% of any class of the other entity's voting securities; and (ii) the Company director or a member of a director's family is a director or executive officer of the other entity.

Independent Judgment. Finally, in addition to the foregoing independence criteria, which relate to a director's relationship with the Company, the Board also requires that independent directors be free of any other affiliation whether with the Company or another entity that would interfere with the exercise of independent judgment.

Director Nomination Process

There are a number of different ways in which an individual may be nominated for election to the Board of Directors.

Nominations Developed by the Nominating and Governance Committee. The Nominating and Governance Committee may identify and propose an individual for election to the Board. This involves the following steps:

Assessment of Needs. As described above, the Nominating and Governance Committee conducts periodic assessments of the overall composition of the Board in light of the Company's current and expected business needs and, as a result of such assessments, the Committee may establish specific qualifications that it will seek in Board candidates. The Committee reports on the results of these assessments to the full Board of Directors.

Identifying New Candidates. In light of such assessments, the Committee may seek to identify new candidates for the Board who possess the specific qualifications established by the Committee and satisfy the other requirements for Board service. In identifying new director candidates, the Committee seeks advice and names of candidates from Committee members, other members of the Board, members of management, and other public and private sources. The Committee may also, but need not, retain a search firm in order to assist it in these efforts.

Reviewing New Candidates. The Committee reviews the potential new director candidates identified through this process. This involves reviewing the candidates' qualifications as compared to the specific criteria established by the Committee and the more general criteria established by the by-laws and Corporate Governance Policy. The Committee may also select certain candidates to be interviewed by one or more Committee members.

Reviewing Incumbent Candidates. On an annual basis, the Committee also reviews incumbent candidates for renomination to the Board. This review involves an analysis of the criteria set forth above that apply to incumbent directors.

Recommending Candidates. The Committee recommends a slate of candidates for the Board of Directors to submit for approval to the stockholders at the annual stockholders meeting. This slate of candidates may include both incumbent and new nominees. In addition, apart from this annual process, the Committee may, in accordance with the by-laws, recommend that the Board elect new members of the Board who will serve until the next annual stockholders meeting.

Stockholder Nominations Submitted to the Committee. Stockholders may also submit names of director candidates, including their own, to the Nominating and Governance Committee for its consideration. The process for stockholders to use in submitting suggestions to the Nominating and Governance Committee is set forth below at Other Procedural

Matters Procedures for Submitting Director Recommendations and Nominations.

Stockholder Nominations Submitted to Stockholders. Stockholders may choose to submit nominations directly to the Company's stockholders. The Company's by-laws set forth the process that stockholders may use if they choose this approach, which is described below at Other Procedural Matters Procedures for Submitting Director Recommendations and Nominations.

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Director Elections. In connection with the Separation, the Company's by-laws were amended to provide, among other things, that in any uncontested election of directors, each person receiving a majority of the votes cast will be deemed elected. Any abstentions or broker non-votes will not be counted as a vote cast. Accordingly, any new director nominee in an uncontested election who receives more against votes than for votes will not be elected to the Board. If any incumbent director receives more against votes than for votes, he or she must submit an offer to resign from the Board no later than two weeks after the certification by the Company of the voting results. The Board will then consider the resignation offer and may either (i) accept the resignation offer or (ii) reject the resignation offer and seek to address the underlying cause(s) of the against votes. The Board is required to make its determination within 90 days following the certification of the stockholder vote and make a public announcement of its decision, including a statement regarding the reasons for its decision if the Board rejects the resignation offer. This procedure also provides that the Chairman of the Nominating and Governance Committee has the authority to manage the Board's review of the resignation offer, unless it is the Chairman of the Nominating and Governance Committee who has received the majority-withheld vote, in which case, the remaining independent directors who received a majority of the votes cast will select a director, which director will have the authority otherwise delegated to the Chairman of the Nominating and Governance Committee, to manage the process. In any contested election of directors, the election will be subject to a plurality vote standard, where the persons receiving the highest numbers of the votes cast, up to the number of directors to be elected in such election, will be deemed elected. A contested election is generally one in which the number of persons nominated exceeds the number of directors to be elected.

Board Responsibilities

The Board's primary responsibility is to seek to maximize long-term stockholder value. The Board selects senior management of the Company, monitors management's and the Company's performance, and provides advice and counsel to management. Among other things, the Board at least annually reviews the Company's long-term strategy and longer-term business plan and also approves an annual budget for the Company. The Board also reviews and approves transactions in accordance with guidelines that the Board may adopt from time to time. In fulfilling the Board's responsibilities, directors have full access to the Company's management, internal and external auditors, and outside advisors.

Board Meetings and Executive Sessions

The Board of Directors holds at least five meetings each year, including at least four quarterly meetings and generally one meeting devoted to addressing the Company's strategy. In 2008, the Board of Directors met ten times. The meeting schedule is normally established in the summer of the previous year. The Board of Directors also communicates informally with management on a regular basis.

Non-employee directors meet by themselves, without management or employee directors present, at every regularly scheduled Board meeting. Additionally, the Independent Directors (as defined below) meet together without any other directors or management present at least twice a year. Any director may request additional executive sessions.

These executive sessions are led by the Chair of the committee that is responsible for the subject matter at issue (e.g., the Audit Committee Chair would lead a discussion of audit-related matters). When it is not clear which committee has specific responsibility for the subject matter, the Lead Director presides.

Board Leadership

The Company's Corporate Governance Policy provides that the Nominating and Governance Committee may from time to time make recommendations to the Board regarding the leadership structure of the Board, including whether to combine or separate the positions of Chairman and Chief Executive Officer, or to establish the position of lead or

presiding director. In connection with the Separation, the Board has named Glenn A. Britt to the combined positions of Chairman and Chief Executive Officer and has named Peter R. Haje to serve as the Lead Director.

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Committees of the Board

The Board has four standing committees: the Audit Committee, the Compensation Committee, the Nominating and Governance Committee, and the Finance Committee, which was constituted in December 2008. The Board may eliminate or create additional committees as it deems appropriate.

Despite the availability of a one-year phase-in period following the Separation for full independence of membership under NYSE rules, each of the Audit Committee, the Nominating and Governance Committee and the Compensation Committee is composed entirely of Independent Directors. The Chair of each committee is elected by the Board, generally upon the recommendation of the Nominating and Governance Committee, and is expected to be rotated periodically. Each committee also holds regular executive sessions at which only committee members are present. Each committee is also authorized to retain its own outside counsel and other advisors as it desires.

As noted above, charters for each standing committee are available on the Company's website, but a brief summary of the committees' responsibilities follows:

Audit Committee. The Audit Committee assists the Board of Directors in fulfilling its responsibilities in connection with the Company's (i) independent auditors, (ii) internal auditors, (iii) financial statements, (iv) earnings releases and guidance, as well as (v) the Company's compliance program, internal controls, and risk management. The Board has determined that each member of the Audit Committee qualifies as an audit committee financial expert under the rules of the SEC implementing section 407 of the Sarbanes-Oxley Act and meets the independence and experience requirements of the NYSE and the federal securities laws.

Nominating and Governance Committee. The Nominating and Governance Committee is responsible for assisting the Board in relation to (i) corporate governance, (ii) director nominations, (iii) committee structure and appointments, (iv) Chief Executive Officer (CEO) performance evaluations and succession planning, (v) Board performance evaluations, (vi) director compensation, (vii) regulatory matters relating to corporate governance, (viii) stockholder proposals and communications, and (ix) related person transactions.

Compensation Committee. The Compensation Committee is responsible for (i) approving compensation and employment agreements for, and reviewing benefits provided to, certain of the Company's senior executives, (ii) overseeing the Company's disclosure regarding executive compensation, (iii) administering the Company's equity-based compensation plans and (iv) reviewing the Company's overall compensation structure and benefit plans. A sub-committee of the Compensation Committee is responsible for certain executive compensation matters, including (i) reviewing and approving corporate goals and objectives relevant to the compensation of the CEO, each of the other executive officers and each of the other employees whose annual total compensation has a value of \$2 million or more (the Senior Executives), (ii) evaluating the performance of the CEO and the Senior Executives, and (iii) setting the compensation level of the CEO and the Senior Executives.

Finance Committee. The Finance Committee is responsible for reviewing and approving the Company's financing activity and assisting the Board in overseeing the Company's (i) capital structure and financing strategies, (ii) insurance program, and (iii) defined benefit pension plan.

Board Self-Evaluation

The Board of Directors conducts a self-evaluation of its performance annually, which includes a review of the Board's composition, responsibilities, structure, processes and effectiveness. Each standing committee of the Board also

conducts a similar self-evaluation with respect to such committee.

Director Orientation and Education

Each individual, upon joining the Board of Directors, is provided with an orientation regarding the role and responsibilities of the Board and the Company's operations. As part of this orientation, new directors have opportunities to meet with members of the Company's senior management. The Company is also committed to the ongoing education of its directors. From time to time, the Company's executives make presentations to the Board regarding their respective areas. In addition, the Company reimburses directors for reasonable expenses relating to ongoing director education.

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Non-Employee Director Compensation and Stock Ownership

The Board of Directors is responsible for establishing compensation for the Company's non-employee directors who are not active employees of the Company. At least every two years, the Nominating and Governance Committee reviews the compensation for non-employee directors, including compensation provided to non-employee directors at other companies, and makes a recommendation to the Board for its approval. (For details on the compensation currently provided to non-employee directors, please see Compensation Director Compensation.)

It is also the Board's policy that all directors who are not actively employed by the Company are required to own the Company's stock (whether as a result of exercising stock options, receipt of shares from the Company or the purchase of shares). It is expected that, within three years of joining the Board, each director will own at least the number of shares of the Company's stock, or stock-based equivalents, that have been awarded to him or her pursuant to the Company's compensation plans for Independent Directors, less any shares sold by the director for the purpose of paying taxes related to such awards.

The Company also expects all directors to comply with all federal, state and local laws regarding trading in securities of the Company and disclosing material, non-public information regarding the Company, and the Company has procedures in place to assist directors in complying with these laws.

Codes of Conduct

In order to help assure the highest levels of business ethics at the Company, the Board of Directors has adopted the following three codes of conduct, which are posted on the Company's website at www.timewarnercable.com/investors.

Standards of Business Conduct. The Company's Standards of Business Conduct apply to the Company's employees, including any employee directors. The Standards of Business Conduct establish policies pertaining to employee conduct in the workplace, electronic communications and information security, accuracy of books, records and financial statements, securities trading, confidentiality, conflicts of interest, fairness in business practices, the Foreign Corrupt Practices Act, antitrust laws and political activities and solicitations.

Code of Ethics for Principal Executive and Senior Financial Officers. The Company's Code of Ethics for Principal Executive and Senior Financial Officers applies to certain officers of the Company, including the Company's Chief Executive Officer, Chief Financial Officer, Controller, and other senior executives performing senior financial officer functions. The code serves as a supplement to the Standards of Business Conduct. Among other things, the code mandates that the designated officers engage in honest and ethical conduct, avoid conflicts of interest and disclose any material transaction or relationship that could give rise to a conflict, protect the confidentiality of non-public information about the Company, work to achieve responsible use of the Company's assets and resources, comply with all applicable governmental rules and regulations and promptly report any possible violation of the code. Additionally, the code requires that these individuals promote full, fair, understandable and accurate disclosure in the Company's publicly filed reports and other public communications and sets forth standards for accounting practices and records. Individuals to whom the code applies are held accountable for their adherence to it. Failure to observe the terms of this code or the Standards of Business Conduct can result in disciplinary action (including termination of employment).

Guidelines for Non-Employee Directors. The Guidelines for Non-Employee Directors assist the Company's non-employee directors in fulfilling their fiduciary and other duties to the Company. In addition to affirming the directors' duties of care and loyalty, the guidelines set forth specific policies addressing, among other things, securities trading and reporting obligations, gifts, the Foreign Corrupt Practices Act, political contributions and antitrust laws.

Communication with the Directors

The Company's Independent Directors have approved a process for stockholders to communicate with directors. This process is described below at Other Procedural Matters Communicating with the Board of Directors.

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DIRECTORS

Term

The Company's directors are elected annually by the holders of Common Stock. The nominees for director at the Annual Meeting will be elected to serve for a one-year term until the next annual meeting of stockholders and until their successors have been duly elected and qualified or until their earlier death, resignation or retirement.

Director Independence and Qualifications

As set forth in the Company's Corporate Governance Policy, in selecting its slate of nominees for election to the Board, the Nominating and Governance Committee and the Board have evaluated, among other things, each nominee's independence, satisfaction of regulatory requirements, financial literacy, personal and professional accomplishments and experience in light of the needs of the Company and, with respect to incumbent directors, past performance on the Board. See Corporate Governance Criteria for Membership on the Board. Each of the nominees is currently a director of the Company. The Amended Charter requires that at least 50% of the Board be independent. The Board has determined that nine of the twelve current and incumbent directors (or 75% of the Board) have no material relationship with the Company either directly or indirectly and are independent within the meaning of the listing requirements of the NYSE and the Company's more rigorous independence standards (such directors, the Independent Directors). Specifically, the Board has identified Ms. Black and James and Messrs. Castro, Chang, Copeland, Haje, Nicholas, Shirley and Sununu as Independent Directors as independence is defined in the NYSE Listed Company Manual and as defined by Rule 10A-3 of the Securities Exchange Act of 1934 (the Exchange Act). Additionally, each of these directors meets the categorical standards for independence established by the Board, as set forth in the Company's Corporate Governance Policy and discussed elsewhere in this Proxy Statement. Messrs. Logan and Pace are former executive officers of Time Warner, which was the Company's parent company prior to the Separation. The Company believes that if it were not for this past employment, the Board could determine that each of Messrs. Logan and Pace is independent under these criteria. The Board has determined that the employment during part of 2008 of Mr. Nicholas' stepson by Time Inc., a subsidiary of Time Warner, does not affect Mr. Nicholas' independence. In addition, the Board has determined that each director nominee is financially literate and possesses the high level of skill, experience, reputation and commitment that is mandated by the Board.

Nominees for Election at the Annual Meeting

The Board has set the number of directors at twelve. Each of the current directors has been nominated for election at the Annual Meeting. In connection with the Separation, Jeffrey L. Bewkes resigned from the Board, and Donna A. James, Edward D. Shirley and John E. Sununu were appointed by the Board to the Board of Directors effective, in each case, on March 12, 2009.

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Set forth below are the principal occupation and certain other information, as of February 28, 2009, for the twelve nominees, each of whom currently serves as a director.

Name	Age	Principal Occupation During the Past Five Years
Carole Black	65	Former President and Chief Executive Officer, Lifetime Entertainment Services. Ms. Black served as the President and Chief Executive Officer of Lifetime Entertainment Services, a multi-media brand for women, including Lifetime Network, Lifetime Movie Network, Lifetime Real Women Network, Lifetime Online and Lifetime Home Entertainment, from March 1999 to March 2005. Prior to that, Ms. Black served as the President and General Manager of NBC4, Los Angeles, a commercial television station, from 1994 to 1999, and in various marketing-related positions at The Walt Disney Company, a media and entertainment company, from 1986 to 1993. Ms. Black has served as a director since July 2006.
Glenn A. Britt	59	Chairman, President and Chief Executive Officer of the Company. Mr. Britt has served as the Company's President and Chief Executive Officer since February 15, 2006, adding the position of Chairman upon the Separation. Prior to February 2006, he served as the Company's Chairman and Chief Executive Officer from March 2003. Prior to that, Mr. Britt was the Chairman and Chief Executive Officer of the Time Warner Cable division of Time Warner Entertainment Company, L.P. (TWE), now the Company's subsidiary, from August 2001 and its President from January 1999 to August 2001. Prior to assuming that position, he held various senior positions with Time Warner Cable Ventures, a unit of TWE, certain of the Company's predecessor entities, and Time Warner and its predecessor Time Inc. Mr. Britt has served as a director since March 2003 and also serves as a director of Xerox Corporation and as a trustee of Teachers' Insurance and Annuity Association.
Thomas H. Castro	54	President and Chief Executive Officer, El Dorado Capital, LLC. Mr. Castro, the founder of El Dorado Capital, LLC, an investment firm, has served as its President and Chief Executive Officer since June 1, 2008. Prior to that, he was the co-founder and Vice Chairman of Border Media Partners, LLC, a radio broadcasting company that primarily targets Hispanic listeners, from July 2007, having served as its President and Chief Executive Officer from 2002. Prior to that, Mr. Castro, an entrepreneur, owned and operated other radio stations and founded a company that exported oil field equipment to Mexico. Mr. Castro has served as a director since July 2006.

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Name	Age	Principal Occupation During the Past Five Years
David C. Chang	67	<p>Chancellor, Polytechnic Institute of New York University. Dr. Chang has served as Chancellor and Professor of Electrical and Computer Engineering of Polytechnic Institute of New York University (formerly known as Polytechnic University) since July 2005, having served as its President from 1994. Prior to assuming that position, he was Dean of the College of Engineering and Applied Sciences at Arizona State University. Dr. Chang is also a director of AXT, Inc. and has served as director since March 2003 and served as an independent director of American Television and Communications Corporation (a predecessor of the Company) from 1986 to 1992.</p>
James E. Copeland, Jr.	64	<p>Former Chief Executive Officer of Deloitte & Touche USA LLP and Deloitte Touche Tohmatsu and Former Global Scholar, Robinson School of Business, Georgia State University. Mr. Copeland served as a Global Scholar at the Robinson School of Business at Georgia State University from 2003 through 2007. Prior to that, Mr. Copeland served as the Chief Executive Officer of Deloitte & Touche USA LLP, a public accounting firm, and Deloitte Touche Tohmatsu, its global parent, from 1999 to May 2003. Prior to that, Mr. Copeland served in various positions at Deloitte & Touche, and its predecessors from 1967. Mr. Copeland has served as a director since July 2006 and is also a director of ConocoPhillips and Equifax, Inc.</p>
Peter R. Haje	74	<p>Legal and Business Consultant and Private Investor. Mr. Haje has served as a legal and business consultant and private investor since he retired from service as an executive officer of Time Warner on January 1, 2000. Prior to that, he served as the Executive Vice President and General Counsel of Time Warner from October 1990, adding the title of Secretary in May 1993. He also served as the Executive Vice President and General Counsel of TWE from June 1992 until 1999. Prior to his service to Time Warner, Mr. Haje was a partner of the law firm of Paul, Weiss, Rifkind, Wharton & Garrison LLP for more than 20 years. Mr. Haje has served as a director since July 2006 and is also a director of American Community Newspapers Inc.</p>
Donna A. James	51	<p>Consultant, Business Advisor and Managing Director, Lardon & Associates LLC. Ms. James has served as a consultant, business advisor and managing director of Lardon & Associates LLC, a business advisory services firm, since April 2006. Prior to that, Ms. James served as President of Nationwide Strategic Investments, a division of Nationwide Mutual Insurance Company (Nationwide Mutual), a financial services and insurance company, from 2003, and as Executive</p>

Vice President and Chief Administrative Officer of Nationwide Mutual from 2000. Ms. James has served as a director since March 2009 and is also a director of Limited Brands, Inc., Coca-Cola Enterprises Inc. and Conseco, Inc.

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Name	Age	Principal Occupation During the Past Five Years
Don Logan	64	Former Chairman of the Board of the Company and Former Chairman, Time Warner's Media & Communications Group. Mr. Logan served as the Chairman of the Company's Board of Directors from February 15, 2006 until March 2009. He served as Chairman of Time Warner's Media & Communications Group from July 2002 until December 31, 2005. Prior to assuming that position, he was Chairman and Chief Executive Officer of Time Inc., Time Warner's publishing subsidiary, from 1994 to July 2002 and was its President and Chief Operating Officer from 1992 to 1994. Prior to that, Mr. Logan held various executive positions with Southern Progress Corporation, which was acquired by Time Inc. in 1985. Mr. Logan has served as a director since March 2003.
N.J. Nicholas, Jr.	69	Investor. Mr. Nicholas is an investor. From 1964 until 1992, Mr. Nicholas held various positions at Time Inc. and Time Warner. He was named President of Time Inc. in 1986 and served as Co-Chief Executive Officer of Time Warner from 1990 to 1992. Mr. Nicholas has served as a director since March 2003 and is also a director of Boston Scientific Corporation and Xerox Corporation.
Wayne H. Pace	62	Former Executive Vice President and Chief Financial Officer, Time Warner. Mr. Pace served as Executive Vice President and Chief Financial Officer of Time Warner from November 2001 through 2007, and served as Executive Vice President and Chief Financial Officer of TWE from November 2001 until October 2004. He was Vice Chairman and Chief Financial and Administrative Officer of Turner Broadcasting System, Inc., a cable programming subsidiary of Time Warner (TBS), from March 2001 to November 2001 and held various other executive positions at TBS, including Chief Financial Officer, from 1993 to 2001. Prior to that Mr. Pace was an audit partner with Price Waterhouse, now PricewaterhouseCoopers LLP, an international accounting firm. Mr. Pace has served as a director since March 2003.
Edward D. Shirley	52	Vice-Chairman, Global Beauty and Grooming, The Procter & Gamble Company. Mr. Shirley has served as Vice-Chairman of Global Beauty and Grooming, a business unit of The Procter & Gamble Company, a consumer goods company, since July 2008, and as Group President, North America from April 2006. Prior to that, Mr. Shirley held several senior executive positions with The Gillette Company, a consumer goods company, which was acquired by The Procter & Gamble Company in 2005. Mr. Shirley has served as a director since March 2009.

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Name	Age	Principal Occupation During the Past Five Years
John E. Sununu	44	Former U.S. Senator, New Hampshire. Senator Sununu served as a U.S. Senator from New Hampshire from January 2002 to 2008. He was a member of the Committees on Banking, Commerce, Finance and Foreign Relations, and he was appointed the Congressional Representative to the United Nations General Assembly. Prior to his election to the Senate, he represented New Hampshire's First District in the U.S. House of Representatives from 1996 to 2002. Prior to serving in Congress, he served as the Chief Financial Officer of Teletrol Systems, Inc., a manufacturer of building control systems, from 1993 to 1996. Senator Sununu has served as a director since March 2009 and is also a director of Boston Scientific Corporation (as of April 1, 2009).

Attendance

During 2008, the Board of Directors met ten times. No incumbent director attended fewer than 75% of the total number of meetings of the Board of Directors and the committees of which he or she was a member. In addition, the directors are encouraged to attend the Company's annual meetings of stockholders. Eight of the Company's ten directors nominated for election at the 2008 annual meeting of the Company's stockholders attended the meeting.

Committee Membership

Pursuant to the Company's by-laws, the Board has established four principal standing committees of the Board. The Board may eliminate or create additional committees as it deems appropriate. The Board of Directors and the members of each of the committees meet regularly in executive session without management. The current members of the Board's principal committees are as follows:

Audit Committee. The members of the Audit Committee are James Copeland, Jr., who serves as the Chair, David Chang, Donna James and Edward Shirley. Among other things, the Audit Committee complies with all NYSE and legal requirements and consists entirely of Independent Directors. The authority and responsibility of the Audit Committee, which met ten times during 2008, are described above (see "Corporate Governance Committees of the Board") and set forth in detail in its Charter, which is posted on the Company's website at www.timewarnercable.com/investors.

Compensation Committee. The members of the Compensation Committee are Peter Haje, who serves as the Chair, Carole Black, Thomas Castro and N.J. Nicholas, Jr. All of the members of the Compensation Committee are Independent Directors. The Compensation Committee has a sub-committee consisting of three Independent Directors who are also considered "outside directors" under Section 162(m) of the Internal Revenue Code of 1986, as amended, Ms. Black and Messrs. Castro and Nicholas, to which it may delegate executive compensation matters. The authority and responsibility of the Compensation Committee, which met eight times during 2008, are described above (see "Corporate Governance Committees of the Board") and set forth in detail in its Charter, which is posted on the Company's website at www.timewarnercable.com/investors.

Nominating and Governance Committee. The members of the Nominating and Governance Committee are N.J. Nicholas, Jr., who serves as the Chair, Carole Black, David Chang, Edward Shirley and John Sununu. All of the

members of the Nominating and Governance Committee are Independent Directors. The authority and responsibility of the Nominating and Governance Committee, which met four times during 2008, are

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described above (see Corporate Governance Committees of the Board) and set forth in detail in its Charter, which is posted on the Company s website at www.timewarnercable.com/investors.

Finance Committee. The members of the Finance Committee are Wayne Pace, who serves as the Chair, Thomas Castro, Donna James, Don Logan and John Sununu. The members of the Finance Committee who are Independent Directors are Ms. James and Messrs. Castro and Sununu. The Finance Committee was constituted in December 2008. The authority and responsibility of the Finance Committee, which did not meet during 2008, are described above (see Corporate Governance Committees of the Board) and set forth in detail in its Charter, which is posted on the Company s website at www.timewarnercable.com/investors.

Special Committee. During 2008, a Special Committee of the independent members of the Board of Directors (the Special Committee) consisting of Ms. Black and Messrs. Castro, Chang, Copeland (who served as the Chair), Haje and Nicholas was formed to consider the Company s Separation from Time Warner and the related transactions. The Special Committee met twelve times during 2008.

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The following table sets forth information as of the close of business on March 31, 2009 as to the number of shares of the Company's Common Stock beneficially owned by:

each executive officer named in the Summary Compensation Table included elsewhere in this Proxy Statement (a "named executive officer");

each current director and director nominee; and

all current executive officers and directors, as a group.

The following table reflects: (i) the shares of Common Stock that were distributed to the listed individuals or their associates in connection with the Spin-off Dividend and their respective ownership of Time Warner Common Stock, (ii) the Recapitalization, pursuant to which each outstanding share of Class A common stock and Class B common stock was converted into one share of Common Stock, (iii) the Reverse Stock Split pursuant to which every three shares of Common Stock was combined into one share of Common Stock and (iv) related adjustments to the Company's outstanding stock options, restricted stock units and deferred stock units.

Name	Common Stock Beneficially Owned(1)		
	Number of Shares	Right to Acquire Shares(2)	Percent of Class
Carole Black			*
Glenn A. Britt(3)	11,670	134,742	*
Thomas H. Castro			*
David C. Chang	228		*
James E. Copeland, Jr.	8,332		*
Peter R. Haje(4)	13,914		*
Landel C. Hobbs	578	61,653	*
Donna A. James			*
Michael LaJoie	206	19,812	*
Don Logan	6,666		*
Robert D. Marcus	1,168	35,743	*
N.J. Nicholas, Jr.	2,333		*
Wayne H. Pace	19,694		*
Carl U.J. Rossetti	183	17,444	*
Edward D. Shirley	333		*
John E. Sununu			*
All current directors and executive officers as a group (20 persons)(3)-(5)	66,519	311,060	*

* Represents beneficial ownership of less than one percent of the issued and outstanding Common Stock on March 31, 2009.

- (1) Beneficial ownership as reported in the above table has been determined in accordance with Rule 13d-3 of the Exchange Act. Unless otherwise indicated, beneficial ownership represents both sole voting and sole investment power. This table does not include any shares of Common Stock or other TWC equity securities that may be held by pension and profit-sharing plans of other corporations or endowment funds of educational and charitable institutions for which various directors and officers serve as directors or trustees. As of March 31, 2009, the only equity securities of TWC beneficially owned by the named persons or group were shares of Common Stock, options to purchase shares of Common Stock and restricted stock units (RSUs) and deferred stock units reflecting the contingent right to receive shares of Common Stock. The beneficial ownership of Common Stock for each of Ms. Black and Messrs. Castro, Chang, Copeland, Haje, Logan and Nicholas does not include in each case 9,815 shares, and for Mr. Pace, 7,906 shares, of Common Stock issuable six months after termination of service as a member of the Board pursuant to the terms of the RSUs issued to them as compensation and 2,106, 6,126, 2,616, 5,424 and 2,845 shares of Common Stock issuable to Messrs. Chang, Copeland, Haje, Nicholas and Pace, respectively, on the distribution date selected by the director under the Directors' Deferred Compensation Program. See Compensation Director Compensation.

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- (2) Reflects shares of Common Stock subject to options to purchase Common Stock, which were exercisable or, on March 31, 2009, were unexercised, but were exercisable on or within 60 days after that date. These shares are excluded from the column headed "Number of Shares."
- (3) Includes 29 shares of Common Stock owned by Mr. Britt's spouse as to which Mr. Britt disclaims beneficial ownership.
- (4) Includes 958 shares of Common Stock owned by the Peter and Helen Haje Foundation, as to which Mr. Haje and his spouse share voting power but have no investment power.
- (5) Includes (a) approximately 845 shares of Common Stock held in a trust under the TWC Savings Plan for the benefit of one of the Company's current executive officers and (b) 29 shares held by Mr. Britt's spouse.

Security Ownership of Certain Beneficial Owners

In a Schedule 13D filed with the SEC on March 13, 2009, Time Warner reported that as a result of the Separation, as of 8:00 p.m., eastern time, on March 12, 2009, Time Warner no longer beneficially owned any shares of Common Stock. As a result, based on a review of filings with the SEC, as of March 31, 2009, there were no persons or groups of persons known by the Company to own beneficially more than 5% of the outstanding shares of Common Stock. It is possible, however, that a holder of both Common Stock and Time Warner Common Stock received sufficient additional shares of Common Stock in the Spin-Off Dividend to beneficially own more than 5% of the outstanding shares of Common Stock as a result.

AUDIT-RELATED MATTERS

Report of the Audit Committee

In accordance with its charter, the Audit Committee of the Company's Board of Directors (the "Audit Committee") assists the Board of Directors in fulfilling responsibilities in a number of areas. These responsibilities include, among others: (i) the appointment and oversight of the Company's independent auditor, as well as the evaluation of the independent auditor's qualifications, performance and independence; (ii) oversight of the Company's internal audit function, (iii) the review of the Company's financial statements and the results of each external audit; (iv) the review of other matters with respect to the Company's accounting, auditing and financial reporting practices and procedures as the Audit Committee may find appropriate or may be brought to its attention; and (v) the oversight of the Company's compliance program. To assist it in fulfilling its oversight and other duties, the Audit Committee regularly meets separately with the internal auditor, the independent auditor and management.

Independent Auditor and Internal Audit Matters. The Audit Committee has discussed with the Company's independent auditor its plan for the audit of the Company's annual consolidated financial statements and the independent auditor's evaluation of the effectiveness of the Company's internal control over financial reporting, as well as reviews of the Company's quarterly financial statements. During 2008, the Audit Committee met regularly with the independent auditor, with and without management present, to discuss the results of its audits and quarterly reviews of the Company's financial statements, as well as its evaluations of the Company's internal controls and the overall quality of the Company's accounting principles. The Audit Committee has also appointed, subject to stockholder ratification, Ernst & Young LLP ("E&Y") as the Company's independent auditor for 2009, and the Board concurred in its appointment.

The Audit Committee has reviewed and approved the annual internal audit plan and has met regularly with the representatives of the internal audit group, with and without management present, to review and discuss the internal audit reports, including reports relating to operational, financial and compliance matters.

Financial Statements as of December 31, 2008. Management has the primary responsibility for the financial statements and the reporting process, including its systems of internal and disclosure controls (including internal control over financial reporting). The independent auditor is responsible for performing an independent audit of the Company's consolidated financial statements and expressing opinions on the conformity of the consolidated financial statements with U.S. generally accepted accounting principles and on the Company's internal control over financial reporting.

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In this context, the Audit Committee has met and held discussions with management and the independent auditor with respect to the Company's audited financial statements for the fiscal year ended December 31, 2008. Management represented to the Audit Committee that the Company's consolidated financial statements were prepared in accordance with U.S. generally accepted accounting principles.

In connection with its review of the Company's year-end financial statements, the Audit Committee has reviewed and discussed with management and the independent auditor the consolidated financial statements and the independent auditor's evaluation of the Company's internal control over financial reporting. The Audit Committee also discussed with the independent auditor the matters required to be discussed by the Statement on Auditing Standards No. 61 (Communications with Audit Committees), as amended, as adopted by the Public Company Accounting Oversight Board (PCAOB) in Rule 3200T, including the quality and acceptability of the Company's accounting policies, financial reporting processes and controls. The Audit Committee also received from the independent auditor the written disclosures regarding the auditor's independence required by PCAOB Ethics and Independence Rule 3526, *Communication with Audit Committees Concerning Independence*, and the Audit Committee discussed with E&Y its independence. The Audit Committee further considered whether the provision by the independent auditor of any non-audit services described elsewhere in this Proxy Statement is compatible with maintaining auditor independence and determined that the provision of those services does not impair the independent auditor's independence.

In performing its functions, the Audit Committee acts only in an oversight capacity and necessarily relies on the work and assurances of the Company's management, internal audit and independent auditor, which, in their reports, express opinions on the conformity of the Company's annual financial statements with U.S. generally accepted accounting principles and the Company's internal control over financial reporting. In reliance on the reviews and discussions referred to in this Report and in light of its role and responsibilities, the Audit Committee recommended to the Board of Directors, and the Board approved, that the audited financial statements of the Company be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008 for filing with the SEC.

Members of the Audit Committee

James E. Copeland, Jr. (Chair)
David C. Chang
Donna A. James
Edward D. Shirley

Policy Regarding Pre-Approval of Services Provided by the Independent Auditor

The Audit Committee has established a policy (the Policy) requiring its pre-approval of all audit services and permissible non-audit services provided by the independent auditor, along with the associated fees for those services. The Policy provides for the annual pre-approval of specific types of services pursuant to policies and procedures adopted by the Audit Committee, and gives detailed guidance to management as to the specific services that are eligible for such annual pre-approval. The Policy requires the specific pre-approval of all other permitted services. For both types of pre-approval, the Audit Committee considers whether the provision of a non-audit service is consistent with the SEC's rules on auditor independence, including whether provision of the service (i) would create a mutual or conflicting interest between the independent auditor and the Company; (ii) would place the independent auditor in the position of auditing its own work; (iii) would result in the independent auditor acting in the role of management or as an employee of the Company; or (iv) would place the independent auditor in a position of acting as an advocate for the Company. Additionally, the Audit Committee considers whether the independent auditor is best positioned and qualified to provide the most effective and efficient service, based on factors such as the independent auditor's familiarity with the Company's business, personnel, systems or risk profile and whether provision of the service by the independent auditor would enhance the Company's ability to manage or control risk or improve audit quality or would

otherwise be beneficial to the Company.

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The Audit Committee has delegated to its Chair the authority to address certain requests for pre-approval of services between meetings of the Audit Committee, and the Chair must report his pre-approval decisions to the Audit Committee at its next regular meeting. The Policy is designed to ensure that there is no delegation by the Audit Committee of authority or responsibility for pre-approval decisions to management of the Company. The Audit Committee monitors compliance by management with the Policy by requiring management, pursuant to the Policy, to report to the Audit Committee on a regular basis regarding the pre-approved services rendered by the independent auditor. Management has also implemented internal procedures to ensure compliance with the Policy.

Services Provided by the Independent Auditor

The Audit Committee is responsible for the appointment, compensation, retention and oversight of the work of the independent auditor. Accordingly, the Audit Committee has appointed E&Y to perform audit and other permissible non-audit services for the Company and its subsidiaries. The Company has formal procedures in place for the pre-approval by the Audit Committee (or its Chair) of all services provided by E&Y. These pre-approval procedures are described above under Policy Regarding Pre-Approval of Services Provided by the Independent Auditor.

The aggregate fees billed by E&Y to the Company for the years ended December 31, 2008 and 2007 are as follows:

Fees of the Independent Auditor

	2008	2007
Audit Fees(1)	\$ 4,440,369	\$ 4,598,485
Audit-Related Fees(2)	474,025	572,350
Tax Fees		
All Other Fees		
Total Fees for Services Provided	\$ 4,914,394	\$ 5,170,835

- (1) *Audit Fees* were for audit services, including (a) the annual audit (including required quarterly reviews) and other procedures required to be performed by the independent auditors to be able to form an opinion on the Company's consolidated financial statements; (b) the audit of the effectiveness of internal control over financial reporting; (c) consultation with management as to the accounting or disclosure treatment of transactions or events and/or the actual or potential impact of final or proposed rules, standards or interpretations by the SEC, the Financial Accounting Standards Board (FASB) or other regulatory or standard-setting bodies; and (d) services that only the independent auditors reasonably can provide, such as services associated with SEC registration statements, periodic reports and other documents filed with the SEC or other documents issued in connection with securities offerings and assistance in responding to SEC comment letters.
- (2) *Audit-Related Fees* were principally for services related to (a) agreed-upon procedures or expanded audit procedures to comply with contractual arrangements or regulatory/franchise reporting requirements; (b) audits of employee benefit plans; and (c) due diligence services pertaining to acquisitions and dispositions.

None of the services related to Audit-Related Fees presented above was approved by the Audit Committee pursuant to the waiver of pre-approval provisions set forth in the applicable rules of the SEC.

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COMPENSATION

Executive Compensation

Compensation Discussion and Analysis

Introduction

The Company's executive compensation program is designed to attract, retain, motivate and reward leaders who create long-term value for the Company's stockholders. Generally, the Company's compensation program is intended to reward sustained financial and operating performance and leadership excellence, align executives' long-term interests with those of the Company's stockholders and motivate executive retention. This Compensation Discussion and Analysis describes the Company's compensation philosophy, strategy, policies, components and practices for the named executive officers and how they were applied to determine 2008 compensation for the named executive officers, including the following:

Governance, including the roles of the Compensation Committee of the Board of Directors (the Compensation Committee), the compensation consultants and management;

The Company's compensation philosophy and key principles;

The Company's compensation program design; and

The Company's 2008 compensation determinations, including those related to base salaries, short-term incentive awards and long-term incentive awards, and how they reflect the Company's compensation philosophy and performance.

Oversight and Authority for Executive Compensation

Under its charter, the Compensation Committee has authority and oversight over all elements of the Company's executive compensation program, including:

salaries;

short-term incentives;

long-term incentives, including equity-based awards;

employment agreements for the named executive officers, including any change of control or severance provisions or personal benefits set forth in those agreements;

any change of control or severance arrangements for the named executive officers that are not part of their employment agreements; and

employee benefits and perquisites.

The Compensation Committee's charter states that in determining compensation for each named executive officer, the Compensation Committee should consider, among other factors, the Company's overall performance, stockholder return, the achievement of specific performance objectives established by the Compensation Committee on an annual basis, compensation previously provided to the executive, and the competitiveness of the named executive officer's compensation as compared with the compensation of executives in similar positions at peer companies.

Role of Compensation Consultants and Management

Since early 2007, the Compensation Committee has retained Executive Compensation Advisors, a Korn/Ferry company (ECA), as its independent compensation consultant. The Company pays ECA an annual retainer, plus additional amounts for special projects, and the firm reports directly to the Compensation Committee. ECA provides assistance and advice to the Compensation Committee in carrying out its responsibilities with respect to executive compensation policies and programs. The Compensation Committee consults with ECA with respect to all significant compensation decisions and determinations. In this advisory

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role, ECA attends and participates in all Compensation Committee meetings, including executive sessions when appropriate. In connection with ECA's role as advisor to the Compensation Committee, Management (as defined below) may from time to time seek input from ECA about compensation proposals it is considering for presentation to the Compensation Committee. Annually, the Compensation Committee reviews the performance and independence of ECA.

Members of management, including Glenn Britt, President and Chief Executive Officer (and Chairman, as of March 12, 2009), Robert Marcus, Senior Executive Vice President and Chief Financial Officer, and Tomas Mathews, Executive Vice President, Human Resources (collectively, Management), provide recommendations for the Compensation Committee's consideration, and provide ongoing assistance to the Compensation Committee with respect to its review of the effectiveness of the Company's executive compensation programs, including competitiveness and alignment with the Company's objectives. The Company also, from time to time, engages consulting firms (independent of those engaged by the Compensation Committee) to assist Management in evaluating the Company's executive compensation policies and practices.

Compensation Philosophy and Key Principles

The Compensation Committee evaluates all elements of the Company's executive compensation program in light of its compensation philosophy. This philosophy is to provide a competitive mix of base salary and short-term and long-term incentive compensation to attract, retain, motivate and reward the Company's executives for achievement of Company and individual performance goals. The Company's compensation philosophy is guided by the following key principles:

Pay for performance Total compensation delivered to executives should reflect an appropriate level of variable, performance-based compensation tied to the achievement of both Company financial performance goals and established individual performance goals.

Short-term and long-term elements Total compensation should be delivered in a form that focuses the executive on both the short-term and long-term objectives of the Company.

Alignment with stockholder interests Total compensation delivered to executives should be tied to a significant degree to the Company's stock performance to align executives' interests with those of the Company's stockholders.

Competitive pay Total compensation delivered to executives should reflect the competitive marketplace for talent inside and outside the Company's industry, which must be considered in light of the risk of losing (and the difficulty of replacing) the relevant executive.

Compensation Program Design

The Company's compensation program utilizes three principal elements: base salary, short-term incentives and long-term incentives. As discussed below, each is intended to focus the Company's executives on a different corporate priority.

Annual Base Salary: The base salary paid to the Company's named executive officers and other employees is intended to focus the recipient on his or her day-to-day duties. The level of base salary paid to a named executive officer generally reflects the executive's qualifications, level of experience and tenure with the Company, as well as the importance of attracting and retaining the executive.

Short-Term Incentive: The Company's short-term cash incentive program is designed to motivate the Company's named executive officers and other participants to help meet and exceed annual financial and non-financial goals established annually by the Compensation Committee by giving them an opportunity to share in the Company's success. The program also rewards participants for achieving specified individual short-term goals. Short term incentives for the named executive officers are determined using the same general criteria as are used for about 4,400 other bonus-eligible employees. Each participant is eligible to receive a target annual bonus calculated as a percentage of base salary and, for the named executive officers, within the limits of the Bonus Plan (as defined and discussed in more detail below). The percentage is generally determined based on

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the participant's level of responsibility within the Company. With increasing levels of responsibility, a higher percentage of the participant's total cash compensation comes from the performance-based annual cash bonus. In establishing each year's short-term incentive program, the Compensation Committee balances the benefits of the program against the risk that it will cause participants to take actions that, while consistent with the achievement of specified short-term goals, might involve unnecessary or excessive risk to the Company. For additional information regarding the structure of the 2008 short-term incentive program, see 2008 Short-Term Incentive Program and Awards.

Long-Term Incentive: The Company's long-term incentive (LTI) program is designed to retain key employees, including the named executive officers, motivate them to meet and exceed the Company's long-term goals and align their interests with those of stockholders through stock ownership. The LTI program acts as a balance to the short-term incentive program. Prior to 2007, the Company's senior executives received equity grants from Time Warner based on Time Warner Common Stock as part of their long-term incentives together with a long-term 2006 Cash LTIP discussed below. Since 2007, the LTI program has consisted of restricted stock units (RSUs) and stock options based upon the Company's stock. In establishing each year's LTI program, the Compensation Committee considers whether the program promotes appropriate executive conduct in light of the related risk of encouraging participants to take actions that might involve unnecessary or excessive risk to the Company. For additional information regarding the structure of the 2008 LTI program, see 2008 Long-Term Incentive Program and Awards.

The Company's short-term and long-term incentives support its pay for performance compensation philosophy (as discussed above). Generally, those executives with a high level of strategic impact on the Company's success receive a greater proportion of their compensation in the form of variable (i.e., performance-based and/or equity-based) short-term and long-term incentives. For example, approximately 92% of Mr. Britt's 2008 target compensation was variable with approximately 8% targeted as base salary. The other named executive officers' target compensation was approximately 70-80% variable. The Company believes that placing greater emphasis on appropriate levels of variable compensation focuses the named executive officers on achieving the Company's strategic and performance objectives.

For 2008, the Company targeted slightly more compensation to the named executive officers through long-term (as compared with short-term) incentives. The Company believes that this mix of compensation supports its compensation philosophy (as discussed above) that total compensation should be delivered in a form that focuses the executive on both the short-term and long-term strategic objectives of the Company by encouraging the named executive officers to focus at least as much on achieving long-term strategic objectives as on achieving shorter-term business objectives, as well as assisting in the retention of such executives.

The Company's 2008 Compensation Determinations

The Compensation Committee reviews each named executive officer's target compensation annually, as well as when the executive's employment agreement nears the end of its term and when the executive is promoted or his responsibilities change. Management conducts an initial review and makes recommendations to the Compensation Committee. A starting point for the review is the compensation provided to the executive during the prior year. Generally, this is embodied in an employment agreement between the Company and the named executive officer that provides for a minimum annual salary, a target annual bonus stated as a percentage of annual salary and, in some cases, a target value for long-term incentive awards to be granted each year. See Employment Agreements. In connection with the review, each named executive officer's performance, the importance of the executive officer's position within the Company, the risk of losing (and the difficulty of replacing) the executive officer, the importance of retaining the executive officer in his role and his tenure in the role is considered.

Competitive Comparisons

In addition, the 2008 compensation recommendations for the named executive officers were compared with the compensation for executive officers with similar roles and responsibilities at other companies based upon data published by 16 cable, communications and media companies (identified below) in proxy statements

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or other public filings (the 2008 Peer Group) to validate Management's recommendations. As a general reference only, the Compensation Committee also considered the named executive officers' 2008 compensation levels in light of market survey data available through a number of nationally recognized compensation consulting firms based on information relating to companies roughly comparable in size to the Company (median annual revenues of \$15 billion) in cable, telecommunications, media and other industries. Where available, the Company further supplemented its compensation review with compensation data for comparable positions within Time Warner, its parent company at that time.

The Compensation Committee believes that the companies in the 2008 Peer Group reflect the Company's competitors for talent. The companies in this group were: Alltel Corporation, AT&T Inc., Cablevision Systems Corporation, CBS Corporation, Charter Communications Inc., Clear Channel Communications, Inc., Comcast Corporation, DirecTV Group, Inc., DISH Network Corporation, Liberty Media Corporation., News Corporation, QWEST Communications International, Inc., Sprint Nextel Corporation, The Walt Disney Company, Verizon Communications, Inc. and Viacom Inc.

Management's recommended target compensation for each named executive officer during 2008 consisted of base salary and short-term and long-term incentives, which, consistent with the compensation philosophy, generally were intended to deliver total target compensation between the median and the 75th percentile of the 2008 Peer Group for such executive that were also consistent with those levels in the market survey data. The Company believes that targeting executive compensation at or above the median helps attract and retain highly qualified senior leaders, which the Company believes is necessary to its success in a competitive environment. The 2008 target compensation approved by the Compensation Committee for each named executive officer was generally consistent with this target range. Actual total cash compensation paid was dependent on the achievement of certain financial performance goals and an evaluation of the executive's individual performance, as discussed in detail below, while the ultimate value of long-term equity awards will depend on future stock performance.

The Company believes that the total target and actual compensation for 2008, including base salary, short-term and long-term incentives, and the mix of compensation elements, appropriately reflects individual and Company performance, stockholder alignment, the importance of each individual's position within the Company, the importance of retaining the executive in his role, his tenure in the role and competitive market levels. The Company believes that the 2008 compensation program, each named executive officer's target and actual compensation and the mix of compensation elements was also broadly consistent with the compensation practices and pay levels of companies within the 2008 Peer Group.

2008 Base Salary and Target Incentives

The basis for the determination of each named executive officer's 2008 base salary and target short-term cash and long-term incentive compensation is described below.

Mr. Britt. The Compensation Committee reviewed Mr. Britt's 2008 compensation in December 2007. Under Mr. Britt's employment agreement, he is entitled to a minimum annual salary of \$1 million, which has been his base salary since 2001. As noted above, the Company believes that compensation for its more senior executives should be weighted more heavily toward variable, performance-based and/or equity-based compensation that focuses the executive on achieving the Company's strategic and business objectives. As a result, Management did not recommend any increase in Mr. Britt's base salary for 2008, and the Compensation Committee agreed with this recommendation. Mr. Britt's target annual bonus and long-term incentive had been adjusted in August 2006 in connection with the renewal of his employment agreement to 500% of his base salary (\$5 million) and 600% of his base salary (\$6 million), respectively, to reflect his increased responsibilities in light of the cable systems acquired in the July 2006 transactions with Adelphia Communications Corporation and Comcast Corporation, the Company's emergence

as a public company, as well as his performance, the importance of his position as President and Chief Executive Officer within the Company, and the importance of retaining him in that role during what could be expected to be a challenging period for the Company. Management recommended that no adjustment be made to Mr. Britt's target annual bonus or long-

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term incentive for 2008 and the Compensation Committee, after deliberation and discussion with Management (excluding Mr. Britt), agreed with this recommendation.

Mr. Marcus. The Compensation Committee reviewed Mr. Marcus' s 2008 compensation in December 2007 in anticipation of his taking on the added role of Chief Financial Officer (in addition to his position as the Company' s Senior Executive Vice President) effective January 1, 2008. Based upon the increase in the scope of each of his responsibilities, his performance, the importance of his position as Chief Financial Officer and Senior Executive Vice President, a review of the 2008 Peer Group for comparable positions and survey market data and the importance of retaining him in these roles in light of the highly competitive environment in which the Company operates, Management (excluding Mr. Marcus) recommended that his base salary and target annual bonus and long-term incentives be adjusted, effective January 1, 2008, to provide for a minimum base salary of \$800,000 per year (from \$700,000), a target annual bonus of 175% of base salary (from 150% of base salary), and a long-term incentive target of 225% of base salary (from 193% of base salary). The Compensation Committee, after deliberation and discussion with Management (excluding Mr. Marcus), agreed with these recommendations.

Mr. Hobbs. The Compensation Committee approved a new employment agreement with Mr. Hobbs effective February 1, 2008 that extended the term of Mr. Hobbs' s employment as the Company' s Chief Operating Officer through January 31, 2011. Based upon his performance, the importance of his position as Chief Operating Officer within the Company, a review of the 2008 Peer Group for comparable positions and survey market data and the importance of retaining Mr. Hobbs in that role in light of the highly competitive environment in which the Company operates, Management recommended that his base salary and target annual bonus and long-term incentive be adjusted, effective February 1, 2008, to provide for a minimum base salary of \$900,000 per year (from \$850,000), a target annual bonus of 233% of his base salary (from 200%) and a long-term incentive target of 333% of his base salary (from 288%). The Compensation Committee, after deliberation and discussion with Management, agreed with these recommendations.

Mr. LaJoie. The Compensation Committee reviewed Mr. LaJoie' s 2008 compensation in December 2007. Based upon his performance, the importance of his position as Chief Technology Officer, and the importance of retaining him in that role in light of the Company' s dependence on technology, Management recommended that, effective January 1, 2008, his base salary be increased to \$525,000 per year (from \$480,000), and that his target annual bonus be maintained at 100% of his base salary and his target long-term incentive be maintained at 175% of his base salary. The Compensation Committee, after deliberation and discussion with Management, agreed with these recommendations.

Mr. Rossetti. The Compensation Committee reviewed Mr. Rossetti' s 2008 compensation in December 2007. Based upon a continued focus on new business opportunities (such as wireless and commercial services), for which Mr. Rossetti is responsible, his performance and the importance of retaining him in his role while the Company explored new business opportunities, Management recommended that his base salary and long-term incentive target be adjusted, effective January 1, 2008, to provide for a base salary of \$500,000 per year (from \$480,000) and a long-term incentive target of 160% of base salary (from 156% of base salary). Management further recommended that Mr. Rossetti' s target annual bonus be maintained at 100% of his base salary. The Compensation Committee, after deliberation and discussion with Management, agreed with these recommendations.

In connection with the 2008 compensation review, Management determined that each of the named executive officers' base salary, target annual bonus and long-term incentives were generally consistent with those of similarly situated executives within the 2008 Peer Group.

2008 Short-Term Incentive Program and Awards

The determinations of the Company's annual cash bonus payments to its executive officers are made under two plans: the Time Warner Cable Inc. 2007 Annual Bonus Plan (the "Bonus Plan"), which is intended to comply with Section 162(m) of the Internal Revenue Code of 1986, as amended ("Section 162(m)"), and the 2008 Time Warner Cable Incentive Plan (the "TWCIP"), which is used to guide the Compensation

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Committee in its exercise of negative discretion in making awards under the Bonus Plan, as discussed in more detail below.

Annual Bonus Plan

The Bonus Plan for the named executive officers was approved by the Company's stockholders in May 2007. Pursuant to the Bonus Plan, a subcommittee of the Compensation Committee, whose members were outside directors as defined in Section 162(m) (the Subcommittee), established objective performance criteria that determined the maximum bonus pool from which the named executive officers' bonuses could be paid and a maximum allocation for each named executive officer. For 2008, the pool was approximately \$48 million, equal to 7.5% of the amount by which the Company's Operating Income (Loss) before depreciation of tangible assets and amortization of intangible assets for the year ended December 31, 2008 (excluding the impact of noncash impairments of goodwill, franchise rights and other intangible and fixed assets) (2008 OIBDA) exceeded \$5.6 billion. Under the performance criteria established for 2008, this pool was allocated to allow maximum awards of \$21,600,000 (45%) for Mr. Britt, \$7,200,000 (15%) for Mr. Hobbs, \$4,800,000 (10%) for Mr. Marcus, and \$2,400,000 (5%) for each of the other named executive officers. The remaining portion of the pool was allocated among the remaining executive officers.

As discussed below, in awarding 2008 bonuses to each named executive officer, the Subcommittee exercised its discretion to reduce the maximum amount available for each executive officer under the Bonus Plan's pool. The basis for this exercise of discretion was the criteria established under the 2008 TWCIP.

2008 TWCIP

In early 2008, Management recommended that the Compensation Committee establish Company-wide financial and individual goals that would be used to determine payments under the 2008 TWCIP and to guide its determinations with respect to bonuses for executive officers under the Bonus Plan. Management proposed that the TWCIP performance goals for the named executive officers be weighted 70% on Company-wide financial goals and 30% on individual goals. These weightings are the same as those used in the Company's short-term annual cash incentive plans over the past several years. In light of discussions with Management and ECA, the Compensation Committee approved the TWCIP structure recommended by Management. In connection with its review, Management determined that the 2008 TWCIP structure was broadly consistent with the annual bonus programs of the 2008 Peer Group. A discussion and analysis of the 2008 TWCIP (i) financial criteria, (ii) individual goals and (iii) structure follows:

2008 TWCIP Financial Criteria. As adopted by the Compensation Committee, the 2008 TWCIP financial performance goals were further weighted 60% based on 2008 OIBDA and 40% based on 2008 Cable Operations Cash Flow (defined as 2008 OIBDA less capital expenditures plus or minus changes in working capital) (COCF). Management and the Compensation Committee believed that for 2008, OIBDA and COCF would be important indicators of the operational strength and performance of the business, including the ability to provide cash flows to service debt and fund capital expenditures.

2008 TWCIP Individual Goals. Individual goals were established by the Compensation Committee for Mr. Britt and for each of the other named executive officers. Mr. Britt's 2008 individual goals reflected the Company's strategic objectives and included optimization of the Company's strategic positioning in relation to its competitors, identification and implementation of organizational changes to drive efficiencies, furtherance of the Company's investor relations efforts, achievement of certain operational goals and support of the Company's diversity efforts.

The individual goals for each of the named executive officers were intended to support the Company's strategic objectives and Mr. Britt's individual goals, but were tailored to the executive's particular role and areas of

responsibility. Mr. Hobbs' s 2008 individual goals included driving organizational changes within the Company, refining the Company' s marketing, operations and customer care efforts, the furtherance of certain new business efforts, and development and implementation of diversity and succession planning initiatives; Mr. Marcus' s goals included a successful transition to his new role as the Company' s Chief Financial Officer (e.g., effective oversight and management of the Company' s finance, accounting, treasury and investor

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relations functions), effective management of the other departments reporting to him (mergers and acquisitions, human resources and programming), and continued support of the Company's diversity and leadership programs; Mr. Rossetti's goals included continued development of the Company's commercial services efforts, including the Company's Business Class Phone service, continued exploration and development of wireless offering opportunities and investigation and pursuit of other potential business opportunities; and Mr. LaJoie's goals included ensuring the Company's technical readiness for the 2009 digital television transition, successful technical deployment of new products and services, effective management of the Company's advanced engineering and IT functions, and furtherance of the Company's diversity and succession planning programs.

As was the case with Mr. Britt's individual non-financial goals, the individual non-financial goals established for the other named executive officers were qualitative in nature and did not contain any specific quantitative targets or thresholds. No specific weighting was assigned to any individual non-financial goal.

2008 TWCIP Structure. Based on Management's recommendation, the Compensation Committee established a performance funding range of between 50% and 150% of each named executive officer's target annual bonus, based upon the performance of the Company and each executive officer. Set out below are the 2008 TWCIP structure and the weightings assigned to the individual and financial performance criteria:

Performance Criteria	Weighting	Threshold Performance (50% funding) (in billions)	Maximum Performance (150% funding) (in billions)
Individual Goals	30%		
Financial Goals:			
2008 OIBDA	42%	\$ 6.000	\$ 6.500
COCF	28%	\$ 2.538	