

**EXHIBIT B**  
**Financial Statements**

See attached.

## Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors  
Charter Communications, Inc.:

### *Opinions on the Consolidated Financial Statements and Internal Control Over Financial Reporting*

We have audited the accompanying consolidated balance sheets of Charter Communications, Inc. and subsidiaries (the Company) as of December 31, 2018 and 2017, the related consolidated statements of operations, comprehensive income, changes in shareholders' equity (deficit), and cash flows for each of the years in the three-year period ended December 31, 2018, and the related notes (collectively, the consolidated financial statements). We also have audited the Company's internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2018, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

### *Basis for Opinions*

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's consolidated financial statements and an opinion on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

### *Definition and Limitations of Internal Control Over Financial Reporting*

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable

assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

(signed) KPMG LLP

We have served as the Company's auditor since 2002.

St. Louis, Missouri  
January 30, 2019

**CHARTER COMMUNICATIONS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
(dollars in millions, except share data)

	December 31,	
	2018	2017
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents	\$ 551	\$ 621
Accounts receivable, less allowance for doubtful accounts of \$129 and \$113, respectively	1,733	1,635
Prepaid expenses and other current assets	446	299
Total current assets	2,730	2,555
RESTRICTED CASH	214	—
<b>INVESTMENT IN CABLE PROPERTIES:</b>		
Property, plant and equipment, net of accumulated depreciation of \$23,075 and \$18,077, respectively	35,126	33,888
Customer relationships, net	9,565	11,951
Franchises	67,319	67,319
Goodwill	29,554	29,554
Total investment in cable properties, net	141,564	142,712
OTHER NONCURRENT ASSETS	1,622	1,356
Total assets	\$ 146,130	\$ 146,623
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Accounts payable and accrued liabilities	\$ 8,805	\$ 9,045
Current portion of long-term debt	3,290	2,045
Total current liabilities	12,095	11,090
LONG-TERM DEBT	69,537	68,186
DEFERRED INCOME TAXES	17,389	17,314
OTHER LONG-TERM LIABILITIES	2,837	2,502
<b>SHAREHOLDERS' EQUITY:</b>		
Class A common stock; \$.001 par value; 900 million shares authorized; 225,353,807 and 238,506,059 shares issued and outstanding, respectively	—	—
Class B common stock; \$.001 par value; 1,000 shares authorized; 1 share issued and outstanding	—	—
Preferred stock; \$.001 par value; 250 million shares authorized; no shares issued and outstanding	—	—
Additional paid-in capital	33,507	35,253
Retained earnings	2,780	3,832
Accumulated other comprehensive loss	(2)	(1)
Total Charter shareholders' equity	36,285	39,084
Noncontrolling interests	7,987	8,447
Total shareholders' equity	44,272	47,531
Total liabilities and shareholders' equity	\$ 146,130	\$ 146,623

The accompanying notes are an integral part of these consolidated financial statements.

**CHARTER COMMUNICATIONS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(dollars in millions, except per share and share data)

	Year Ended December 31,		
	2018	2017	2016
REVENUES	\$ 43,634	\$ 41,581	\$ 29,003
COSTS AND EXPENSES:			
Operating costs and expenses (exclusive of items shown separately below)	27,860	26,541	18,655
Depreciation and amortization	10,318	10,588	6,907
Other operating expenses, net	235	346	985
	<u>38,413</u>	<u>37,475</u>	<u>26,547</u>
Income from operations	<u>5,221</u>	<u>4,106</u>	<u>2,456</u>
OTHER EXPENSES:			
Interest expense, net	(3,540)	(3,090)	(2,499)
Loss on extinguishment of debt	—	(40)	(111)
Gain (loss) on financial instruments, net	(110)	69	89
Other pension benefits	192	1	899
Other expense, net	(77)	(18)	(14)
	<u>(3,535)</u>	<u>(3,078)</u>	<u>(1,636)</u>
Income before income taxes	1,686	1,028	820
Income tax benefit (expense)	(180)	9,087	2,925
Consolidated net income	1,506	10,115	3,745
Less: Net income attributable to noncontrolling interests	(276)	(220)	(223)
Net income attributable to Charter shareholders	<u>\$ 1,230</u>	<u>\$ 9,895</u>	<u>\$ 3,522</u>
EARNINGS PER COMMON SHARE ATTRIBUTABLE TO CHARTER SHAREHOLDERS:			
Basic	<u>\$ 5.29</u>	<u>\$ 38.55</u>	<u>\$ 17.05</u>
Diluted	<u>\$ 5.22</u>	<u>\$ 34.09</u>	<u>\$ 15.94</u>
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING:			
Basic	<u>232,356,665</u>	<u>256,720,715</u>	<u>206,539,100</u>
Diluted	<u>235,525,226</u>	<u>296,703,956</u>	<u>234,791,439</u>

The accompanying notes are an integral part of these consolidated financial statements.

**CHARTER COMMUNICATIONS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
(dollars in millions)

	Year Ended December 31,		
	2018	2017	2016
Consolidated net income	\$ 1,506	\$ 10,115	\$ 3,745
Net impact of interest rate derivative instruments	—	5	8
Foreign currency translation adjustment	(1)	1	(2)
Consolidated comprehensive income	1,505	10,121	3,751
Less: Comprehensive income attributable to noncontrolling interests	(276)	(220)	(223)
Comprehensive income attributable to Charter shareholders	\$ 1,229	\$ 9,901	\$ 3,528

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**CHARTER COMMUNICATIONS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIT)**  
(dollars in millions)

	Class A Common Stock	Class B Common Stock	Additional Paid-in Capital	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Loss	Total Charter Shareholders' Equity (Deficit)	Non- controlling Interests	Total Shareholders' Equity (Deficit)
BALANCE, December 31, 2015	\$ —	\$ —	\$ 2,028	\$ (2,061)	\$ (13)	\$ (46)	\$ —	\$ (46)
Consolidated net income	—	—	—	3,522	—	3,522	223	3,745
Stock compensation expense	—	—	244	—	—	244	—	244
Accelerated vesting of equity awards	—	—	248	—	—	248	—	248
Settlement of restricted stock units	—	—	(59)	—	—	(59)	—	(59)
Exercise of stock options	—	—	86	—	—	86	—	86
Changes in accumulated other comprehensive loss, net	—	—	—	—	6	6	—	6
Purchases and retirement of treasury stock	—	—	(834)	(728)	—	(1,562)	—	(1,562)
Issuance of shares to Liberty Broadband for cash	—	—	5,000	—	—	5,000	—	5,000
Converted TWC awards in the TWC Transaction	—	—	514	—	—	514	—	514
Issuance of shares in TWC Transaction	—	—	32,164	—	—	32,164	—	32,164
Issuance of subsidiary equity in Bright House Transaction	—	—	—	—	—	—	10,134	10,134
Partnership formation and change in ownership, net of tax	—	—	(364)	—	—	(364)	589	225
Purchase of noncontrolling interest, net of tax	—	—	(19)	—	—	(19)	(187)	(206)
Exchange of Charter Holdings units held by A/N, net of tax and TRA effects	—	—	405	—	—	405	(460)	(55)
Distributions to noncontrolling interest	—	—	—	—	—	—	(96)	(96)
Noncontrolling interests assumed in acquisitions	—	—	—	—	—	—	24	24
BALANCE, December 31, 2016	—	—	39,413	733	(7)	40,139	10,227	50,366
Consolidated net income	—	—	—	9,895	—	9,895	220	10,115
Stock compensation expense	—	—	261	—	—	261	—	261
Accelerated vesting of equity awards	—	—	49	—	—	49	—	49
Exercise of stock options	—	—	116	—	—	116	—	116
Changes in accumulated other comprehensive loss, net	—	—	—	—	6	6	—	6
Cumulative effect of accounting change	—	—	9	131	—	140	—	140
Purchases and retirement of treasury stock	—	—	(4,788)	(6,927)	—	(11,715)	—	(11,715)
Purchase of noncontrolling interest, net of tax	—	—	(295)	—	—	(295)	(1,187)	(1,482)
Exchange of Charter Holdings units held by A/N, net of tax and TRA effects	—	—	265	—	—	265	(298)	(33)
Change in noncontrolling interest ownership, net of tax	—	—	223	—	—	223	(362)	(139)
Distributions to noncontrolling interest	—	—	—	—	—	—	(153)	(153)
BALANCE, December 31, 2017	—	—	35,253	3,832	(1)	39,084	8,447	47,531
Consolidated net income	—	—	—	1,230	—	1,230	276	1,506
Stock compensation expense	—	—	285	—	—	285	—	285
Accelerated vesting of equity awards	—	—	5	—	—	5	—	5
Exercise of stock options	—	—	69	—	—	69	—	69
Changes in accumulated other comprehensive loss, net	—	—	—	—	(1)	(1)	—	(1)
Cumulative effect of accounting changes	—	—	—	62	—	62	7	69
Purchases and retirement of treasury stock	—	—	(2,055)	(2,344)	—	(4,399)	—	(4,399)
Purchase of noncontrolling interest, net of tax	—	—	(104)	—	—	(104)	(518)	(622)
Change in noncontrolling interest ownership, net of tax	—	—	54	—	—	54	(72)	(18)
Distributions to noncontrolling interest	—	—	—	—	—	—	(153)	(153)
BALANCE, December 31, 2018	\$ —	\$ —	\$ 33,507	\$ 2,780	\$ (2)	\$ 36,285	\$ 7,987	\$ 44,272

The accompanying notes are an integral part of these consolidated financial statements.





**CHARTER COMMUNICATIONS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(dollars in millions)

	Year Ended December 31,		
	2018	2017	2016
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Consolidated net income	\$ 1,506	\$ 10,115	\$ 3,745
Adjustments to reconcile consolidated net income to net cash flows from operating activities:			
Depreciation and amortization	10,318	10,588	6,907
Stock compensation expense	285	261	244
Accelerated vesting of equity awards	5	49	248
Noncash interest income, net	(307)	(370)	(256)
Other pension benefits	(192)	(1)	(899)
Loss on extinguishment of debt	—	40	111
(Gain) loss on financial instruments, net	110	(69)	(89)
Deferred income taxes	110	(9,116)	(2,958)
Other, net	175	16	8
Changes in operating assets and liabilities, net of effects from acquisitions and dispositions:			
Accounts receivable	(98)	(84)	(160)
Prepaid expenses and other assets	(270)	76	111
Accounts payable, accrued liabilities and other	125	449	1,029
Net cash flows from operating activities	<u>11,767</u>	<u>11,954</u>	<u>8,041</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Purchases of property, plant and equipment	(9,125)	(8,681)	(5,325)
Change in accrued expenses related to capital expenditures	(470)	820	603
Purchases of cable systems, net	—	(9)	(28,810)
Real estate investments through variable interest entities	(21)	(105)	—
Other, net	(120)	(123)	(22)
Net cash flows from investing activities	<u>(9,736)</u>	<u>(8,098)</u>	<u>(33,554)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Borrowings of long-term debt	13,820	25,276	12,344
Repayments of long-term debt	(10,769)	(16,507)	(10,521)
Payments for debt issuance costs	(29)	(111)	(284)
Issuance of equity	—	—	5,000
Purchase of treasury stock	(4,399)	(11,715)	(1,562)
Proceeds from exercise of stock options	69	116	86
Settlement of restricted stock units	—	—	(59)
Purchase of noncontrolling interest	(656)	(1,665)	(218)
Distributions to noncontrolling interest	(153)	(153)	(96)
Borrowings for real estate investments through variable interest entities	342	—	—
Distributions to variable interest entities noncontrolling interest	(107)	—	—
Proceeds from termination of interest rate derivatives	—	—	88
Other, net	(5)	(11)	1
Net cash flows from financing activities	<u>(1,887)</u>	<u>(4,770)</u>	<u>4,779</u>
<b>NET INCREASE (DECREASE) IN CASH, CASH EQUIVALENTS AND RESTRICTED CASH</b>	<b>144</b>	<b>(914)</b>	<b>(20,734)</b>
CASH, CASH EQUIVALENTS AND RESTRICTED CASH, beginning of period	621	1,535	22,269
CASH, CASH EQUIVALENTS AND RESTRICTED CASH, end of period	<u>\$ 765</u>	<u>\$ 621</u>	<u>\$ 1,535</u>
<b>CASH PAID FOR INTEREST</b>	<b>\$ 3,865</b>	<b>\$ 3,421</b>	<b>\$ 2,685</b>
<b>CASH PAID FOR TAXES</b>	<b>\$ 45</b>	<b>\$ 41</b>	<b>\$ 63</b>

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