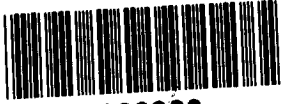


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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

SEC
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Washington, D.C. 20549

JUN 27 2013

Washington DC
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FORM 11-K

FOR ANNUAL REPORTS OF EMPLOYEE STOCK PURCHASE,
SAVINGS AND SIMILAR PLANS PURSUANT TO SECTION 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

**ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2012

OR

**TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission file number: 1-33335

- A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

TWC SAVINGS PLAN

- B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

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

Page 1 of 43 pages

Exhibit Index at page 42

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES

TWC Savings Plan

Years Ended December 31, 2012 and 2011

with Report of Independent Registered Public Accounting Firm

TWC Savings Plan
Financial Statements and Supplemental Schedules
Years Ended December 31, 2012 and 2011

Contents

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Report of Independent Registered Public Accounting Firm

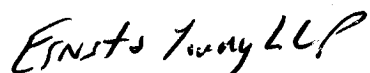
Administrative Committee
TWC Savings Plan

We have audited the accompanying statements of net assets available for benefits of TWC Savings Plan (the "Plan") as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2012 and 2011, and the changes in its net assets available for benefits for the years then ended, in conformity with U.S. generally accepted accounting principles.

Our audits were conducted for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedules of assets (held at end of year) as of December 31, 2012 and loans or fixed income obligations in default or classified as uncollectible as of December 31, 2012 are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

New York, New York
June 21, 2013

TWC Savings Plan

Statements of Net Assets Available for Benefits

| | December 31, | |
|----------------------------------------------------------------------------------------------------------------|-----------------------|---------------------|
| | 2012 | 2011 |
| | <i>(In Thousands)</i> | |
| Investments, at fair value: | | |
| Commingled trust funds..... | \$ 1,052,880 | \$ 830,662 |
| Time Warner Cable Inc. common stock | 68,885 | 46,837 |
| Other common stocks | 269,969 | 227,639 |
| Synthetic investment contracts | 273,056 | 230,621 |
| Mutual funds | 43,714 | 38,078 |
| Bonds, notes and debentures..... | 179 | 170 |
| Cash, cash equivalents and other investments | 50,483 | 70,152 |
| Total investments, at fair value | 1,759,166 | 1,444,159 |
| Contributions receivable: | | |
| Employing Company | 1,431 | 1,248 |
| Participants..... | 2,437 | 2,110 |
| Total contributions receivable..... | 3,868 | 3,358 |
| Notes receivable from participants..... | 83,925 | 73,972 |
| Other assets | 1,236 | 1,876 |
| Total assets | 1,848,195 | 1,523,365 |
| Total liabilities..... | (5,124) | (6,788) |
| Net assets available for benefits, at fair value | 1,843,071 | 1,516,577 |
| Adjustment from fair value to contract value for fully benefit-responsive synthetic investment contracts | (10,157) | (9,644) |
| Net assets available for benefits | \$ 1,832,914 | \$ 1,506,933 |

See accompanying notes.

TWC Savings Plan

Statements of Changes in Net Assets Available for Benefits

| | <u>Year Ended December 31,</u> | |
|---------------------------------------------------------------------------------------------------|---------------------------------------|----------------------------|
| | <u>2012</u> | <u>2011</u> |
| | <i>(In Thousands)</i> | |
| Net assets available for benefits, at beginning of year | \$ 1,506,933 | \$ 1,448,612 |
| Changes in net assets available for benefits: | | |
| Investment income, net of investment fees | 7,362 | 5,464 |
| Net realized and unrealized appreciation (depreciation) in the fair value of investments | 200,382 | (25,268) |
| Employing Company contributions, net of forfeitures | 75,652 | 67,360 |
| Participant contributions, including rollover contributions | 173,912 | 129,461 |
| Transfer in of plan assets from the NaviSite, Inc. Savings Plan | 17,471 | — |
| Participant loan interest income | 3,283 | 3,190 |
| Participant withdrawals | (150,563) | (120,127) |
| Administrative expenses | <u>(1,518)</u> | <u>(1,759)</u> |
| Net change in net assets available for benefits | <u>325,981</u> | <u>58,321</u> |
| Net assets available for benefits, at end of year | <u><u>\$ 1,832,914</u></u> | <u><u>\$ 1,506,933</u></u> |

See accompanying notes.

TWC Savings Plan

Notes to Financial Statements

1. Description of the Plan

The following is an abbreviated description of the TWC Savings Plan, as amended and restated effective as of January 1, 2012 (the “Plan”). More complete descriptions are provided in the TWC Savings Plan documents and the summary plan description.

General

Time Warner Cable Inc. (“TWC” or the “Sponsor”) sponsors the Plan, which is a defined contribution plan with a 401(k) feature generally covering eligible employees of TWC Administration LLC and certain of TWC’s other subsidiaries and affiliates (each, an “Employing Company” and, collectively, the “Employing Companies”). Until September 2011, Erie Telecommunications, Inc., then a related but non-controlled group member of TWC, was an Employing Company in the Plan. Generally, non-union and certain union employees of the Employing Companies with a minimum of three continuous months of employment are eligible to participate in the Plan. Eligible participants in the Plan begin to receive Employing Company matching contributions based on their contributions to the Plan (“Matching Contributions”) upon working not less than 1,000 hours during the 12-consecutive month period following the participant’s employment commencement date; otherwise, after the first calendar year in which a participant works not less than 1,000 hours. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

Plan Administration

The Plan administrator is a committee (the “Administrative Committee”) appointed by the board of directors of TWC. Certain administrative functions of the Plan have been delegated to others in accordance with the terms of the Plan.

Master Trust

The Plan is a participating plan in the Time Warner Cable Defined Contribution Plans Master Trust (the “Master Trust”). The Plan is the only participating plan in the Master Trust. For reporting purposes, the Master Trust’s assets are reported as the Plan’s assets. The Plan provides for multiple investment funds (the “Investment Funds”) made available through the trustee, Fidelity Management Trust Company (“Fidelity”), pursuant to the Master Trust.

TWC Savings Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Plan Amendments

The Plan was amended and restated effective as of January 1, 2012 to incorporate Plan amendments made since January 26, 2011, the execution date of the previous amended and restated Plan, which incorporated various amendments previously made to the Plan to comply with certain U.S. Treasury regulations and requirements of the Internal Revenue Code of 1986, as amended (the "Code"). The amended and restated Plan was executed on May 15, 2012 (see Note 7).

Effective April 21, 2011, the Plan was amended in connection with TWC's acquisition of NaviSite, Inc. ("NaviSite") to exclude NaviSite as an Employing Company under the Plan and to credit employees of NaviSite with eligibility and vesting service for employment service with NaviSite on or after April 21, 2011. On June 7, 2012, the Plan was amended to include NaviSite as an Employing Company and to reflect the merger of the NaviSite, Inc. Savings Plan (the "NaviSite Plan") into the Plan (the "Plan Merger"). Effective June 8, 2012, NaviSite employees became eligible to participate in the Plan and were credited with eligibility and vesting service under the Plan for employment service on or after April 21, 2011. Further, the employment service immediately prior to April 21, 2011 of any employee of NaviSite who remained an employee of NaviSite as of April 21, 2011 was credited for purposes of eligibility to participate in the Plan. Employees of NaviSite are not eligible to receive Matching Contributions. In connection with the Plan Merger, on June 28, 2012, all of the NaviSite Plan assets with an aggregate value of \$17.5 million, including participant loans of \$0.3 million, were transferred into the Plan.

During 2011, the Plan was amended in connection with TWC's purchase of certain assets of CoBridge Broadband, LLC ("CoBridge") and Telecommunications Management, LLC ("Telecommunications Management"). Effective May 2, 2011 and December 6, 2011, certain transferred employees who became employed by TWC on such respective dates as part of the asset purchase transactions with CoBridge became eligible to participate in the Plan and were credited with eligibility and vesting service under the Plan for employment service with CoBridge. Effective November 1, 2011, certain hired employees who became employed by TWC as part of an asset purchase transaction with Telecommunications Management became eligible to participate in the Plan and were credited with eligibility and vesting service under the Plan for employment service with Telecommunications Management.

TWC Savings Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Plan Amendments (continued)

Effective as of February 29, 2012, the Plan was amended in connection with TWC's purchase of Insight Communications Company, Inc. ("Insight") to include Insight as an Employing Company under the Plan. Certain employees who became employed by TWC in connection with the purchase were credited with eligibility and vesting service under the Plan for employment service with Insight. In addition, such employees of Insight were offered a one-time opportunity to elect to roll over into the Plan any outstanding loan balances maintained in the Insight Communications Company, Inc. 401(k) Plan (the "Insight Plan"). Employees who elected to roll over outstanding loan balances were also required to roll over into the Plan a sufficient amount of their account balances in the Insight Plan to secure the outstanding loan. As a result, approximately \$1.3 million in loan balances accompanied by applicable security, representing accounts of approximately 265 participants, were transferred into the Plan. These loan balance rollovers are included as participant contributions in the Statements of Changes in Net Assets Available for Benefits.

On September 30, 2012, TWC and certain of its subsidiaries completed an internal reorganization to simplify its organizational structure. As part of the reorganization, the Plan was amended to include TWC Administration LLC, a wholly owned subsidiary of TWC, as an Employing Company under the Plan.

Contributions

Generally, the Plan provides for voluntary participant contributions on a pre-tax basis at an elected percentage of at least 2% to a maximum of 30% of a participant's eligible compensation (e.g., including base pay, overtime, shift differentials and commissions, but excluding bonuses, incentive compensation and severance), up to an annual limit prescribed by the Code. Participants who are "highly compensated employees," as defined in the Code ("HCEs"), are limited to a maximum contribution percentage of 7% of eligible compensation.

Participants are also allowed to transfer amounts from certain other tax qualified plans to the Plan ("Rollover Contributions"). Rollover Contributions are included as participant contributions in the Statements of Changes in Net Assets Available for Benefits. Rollover Contributions in 2012 include \$25.4 million related to TWC's acquisition of Insight, including participant loans of \$1.3 million.

TWC Savings Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Contributions (continued)

Matching Contributions equal 66.67% up to the first 10% (7% in the case of HCE's) of an eligible participant's eligible compensation contributed to the Plan. Matching Contributions and any other amounts contributed by an Employing Company, including those transferred into the Plan, are deemed Employing Company Contributions ("Employing Company Contributions").

Each participant's account is credited with his/her participant contributions, Rollover Contributions, any Employing Company Contributions and any earnings or losses, as appropriate.

Vesting

Participant contributions, Rollover Contributions and the respective earnings thereon are fully vested. Employing Company Contributions and the earnings thereon generally vest based upon a number of full years of service within a period of service, as defined in the Plan, as follows:

| <u>Number of Full Years within Period of Service</u> | <u>Vested Percentage</u> |
|------------------------------------------------------|--------------------------|
| Less than 2 | 0% |
| 2 but less than 3..... | 25% |
| 3 but less than 4..... | 50% |
| 4 but less than 5..... | 75% |
| 5 or more | 100% |

Employing Company Contributions and earnings thereon also become fully vested upon a participant's termination of service due to death or disability, upon attainment of age 65, in the event of Plan termination or upon the complete discontinuance of contributions under the Plan.

Forfeitures

Forfeited contributions and earnings thereon are used to pay eligible Plan expenses and may be used to reduce future Employing Company Contributions to the Plan. Forfeitures for each of 2012 and 2011 were \$1.5 million. The balances of forfeited non-vested accounts as of December 31, 2012 and 2011 were \$0.4 million and \$0.3 million, respectively, and are reflected in the Statements of Net Assets Available for Benefits. In 2012 and 2011, \$1.0 million and \$2.8 million, respectively, of the forfeiture balance were used to reduce Employing Company Contributions.

TWC Savings Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Participant Loans

Subject to certain restrictions, participants may periodically take loans from their accounts.

Participants may have a maximum of two loans outstanding at a time. Loans may be for a period of up to five years or, if for the purchase of a primary residence, a longer period of time up to 10 years as fixed by the benefits officer for repayment of the loan. Interest rates for loans originating under the Plan are fixed at the time of the loan at the prime rate plus 1%, as reported in the Wall Street Journal on the first day of the quarter in which the loan is requested. Participants who have transferred accounts to the Plan with existing loans may be subject to different interest rates on those loans, as set under the provisions of the plan from which the original loan was requested. Loans are valued at their unpaid principal balances plus any accrued but unpaid interest and are treated as transfers between the individual Investment Funds and the participant loan fund. As of December 31, 2012 and 2011, interest rates on outstanding participant loans ranged from 4.00% to 10.50% and from 4.25% to 10.50%, respectively.

Withdrawals

In-service withdrawals are available in certain limited circumstances, as provided under the Plan. Hardship withdrawals are allowed for participants incurring an "immediate and heavy financial need," as defined in the Plan. Hardship withdrawals are regulated under the Code and the regulations thereunder, and a participant must exhaust all available loan options and available distributions prior to requesting a hardship withdrawal.

Payment of Benefits

Generally, upon termination of service, participants will receive the vested portion of their account in a lump sum. However, subject to certain restrictions, the Plan permits other payment options. In addition, at the option of the participant, the commencement of payments may be deferred, subject to certain limitations. Benefits distributed from all Investment Funds will be paid in cash, except for benefits distributed from the TWC Common Stock Fund, which, at the option of the participant, may be distributed in shares of common stock of TWC valued pursuant to the terms of the Plan. Fractional shares are paid in cash.

TWC Savings Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Investments

As of December 31, 2012 and 2011, the Investment Funds available under the Plan consisted of three core actively managed funds, two core index funds, nine target retirement date funds, the TWC Common Stock Fund and a mutual fund window (a self-directed brokerage account).

Participant contributions, Employing Company Contributions and Rollover Contributions may generally be invested in specific increments in the Investment Funds. Participants may transfer account balances among the Investment Funds. Plan participants are allowed to allocate up to 10% of their future contributions and transfer up to 10% of their total account balance into the TWC Common Stock Fund, limited to the extent that either (1) the amount invested in the TWC Common Stock Fund equals or exceeds 10% of the participant's total account balance immediately prior to the time of the desired allocation or (2) such transfer would cause the participant's account balance in the TWC Common Stock Fund to exceed 10% of the total account balance.

Plan Termination

TWC reserves the right to discontinue Employing Company Contributions or to terminate or modify the Plan at any time. In the event of Plan termination, all account balances will become 100% vested and the net assets of the Plan will be distributed to participants in accordance with the Plan's provisions and applicable law.

2. Basis of Presentation and Recent Accounting Pronouncements

Basis of Presentation

The accounting records of the Plan are maintained on an accrual basis.

Certain administrative costs are charged to the Plan as permitted under ERISA, including, for example, fees for auditing, custodial, investment advice, recordkeeping and trustee services. These costs are paid from forfeited contributions and earnings thereon, if available. Other administrative costs, for example, compensation of employees responsible for the administration of the Plan, are paid by TWC.

TWC Savings Plan

Notes to Financial Statements (continued)

2. Basis of Presentation and Recent Accounting Pronouncements (continued)

Basis of Presentation (continued)

The preparation of financial statements in conformity with U.S. generally accepted accounting principles (“GAAP”) requires management to make estimates and assumptions that affect the amounts reported in the financial statements and footnotes thereto. Actual results could differ from those estimates.

Fully benefit-responsive synthetic investment contracts held by a defined contribution plan are required to be reported at fair value. Investments in the Statements of Net Assets Available for Benefits include fully benefit-responsive synthetic investment contracts recognized at fair value with a corresponding adjustment to reflect these investments at contract value (see Note 3).

Notes receivable from participants represent participant loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2012 or 2011. If a participant ceases to make loan repayments and the Plan administrator deems the participant loan to be a distribution, the participant loan balance is reduced and a benefit payment is recorded.

Recent Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board issued authoritative guidance that provides a uniform framework for fair value measurements and related disclosures between GAAP and International Financial Reporting Standards. Additional disclosure requirements under this guidance include: (1) for Level 3 fair value measurements, quantitative information about unobservable inputs used, a description of the valuation processes used by the entity, and a qualitative discussion about the sensitivity of the measurements to changes in the unobservable inputs; (2) for an entity’s use of a nonfinancial asset that is different from the asset’s highest and best use, the reason for the difference; (3) for financial instruments not measured at fair value but for which disclosure of fair value is required, the fair value hierarchy level in which the fair value measurements were determined; and (4) the disclosure of all transfers between Level 1 and Level 2 of the fair value hierarchy. This guidance became effective for the Plan on January 1, 2012 and did not have a material impact on the Plan’s financial statements.

TWC Savings Plan

Notes to Financial Statements (continued)

3. Investments

During the years ended December 31, 2012 and 2011, the net investment gain (loss) of the Plan was as follows (in thousands):

| | Year Ended December 31, | |
|-----------------------------------------------------------------------------------------------------|--------------------------------|-------------|
| | 2012 | 2011 |
| Investment income, net of investment fees: | | |
| Investment income: | | |
| Dividend income..... | \$ 6,357 | \$ 4,977 |
| Interest income..... | 5,795 | 6,897 |
| Total investment income..... | 12,152 | 11,874 |
| Investment fees | (4,790) | (6,410) |
| Total investment income, net of investment fees..... | 7,362 | 5,464 |
| Net realized and unrealized appreciation (depreciation) in the fair value of investments: | | |
| Commingled trust funds..... | 126,720 | (22,886) |
| Time Warner Cable Inc. common stock | 24,334 | (1,815) |
| Other common stocks | 46,356 | (6,910) |
| Preferred stocks..... | — | (7) |
| Mutual funds | 2,962 | 7,661 |
| U.S. government and agency securities | — | (534) |
| Bonds, notes and debentures..... | 10 | (955) |
| Cash, cash equivalents and other investments | — | 178 |
| Total net realized and unrealized appreciation (depreciation) in the fair value of investments..... | 200,382 | (25,268) |
| Total net investment gain (loss)..... | \$ 207,744 | \$ (19,804) |

TWC Savings Plan

Notes to Financial Statements (continued)

3. Investments (continued)

Investments that each represented 5% or more of the Plan's net assets as of December 31, 2012 and 2011 are as follows (in thousands, except for unit amounts):

| | December 31, | |
|-----------------------------------------------------------------------------------------------|---------------------|-------------|
| | 2012 | 2011 |
| Commingled trust funds: | | |
| Black Rock Equity Index – Fund H, 6,760,181 and 6,644,794 units, respectively..... | \$ 341,998 | \$ 289,846 |
| J.P. Morgan Smart Retirement 2025 Fund, 5,949,034 and 5,001,825 units, respectively..... | 101,372 | 74,027 |
| Black Rock US Debt Index – Fund T, 5,392,845 and 4,818,793 units, respectively..... | 98,473 | 84,425 |
| Franklin Templeton International Equity Fund, 127,943 and 127,787 units, respectively..... | 96,365 | 81,266 |

Plan investments are made in a variety of investment securities that are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of these investments, it is possible that changes in values could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

The Capital Preservation Fund includes fully benefit-responsive synthetic investment contracts that are valued at fair value and adjusted to contract value in the Statements of Net Assets Available for Benefits. A synthetic investment contract is an agreement under which debt obligations (such as fixed-income asset-backed and mortgage-backed securities) are purchased and then a contract is entered into with a financial institution to provide for liquidity and an adjustable rate of return thereon (a "Wrapper"), which, when taken together with the underlying securities, generally results in a guaranteed return of principal and accrued interest (see Note 4).

TWC Savings Plan

Notes to Financial Statements (continued)

3. Investments (continued)

The Capital Preservation Fund and the Wrapper contracts purchased by that fund are designed to pay all participant-initiated transactions at contract value. However, the Wrapper contracts limit the ability of the fund to transact at contract value upon the occurrence of certain events. These events include, but are not limited to:

- Complete or partial termination of the Plan;
- Any change in law, regulation or administrative ruling applicable to the Plan that could have a material adverse effect on the fund's cash flow;
- Merger or consolidation of the Plan with another plan, the transfer of Plan assets to another plan, or the sale, spin-off or merger of a subsidiary or division of the Plan sponsor; and
- Any early retirement program, group termination, group layoff, facility closing or similar program.

At this time, the occurrence of these events or any event that limits the ability of the Capital Preservation Fund to transact at contract value is not probable.

A Wrapper issuer may terminate a Wrapper contract at any time assuming the appropriate notification is provided. In the event that the market value of the Capital Preservation Fund's covered assets is below the contract value at the time of such termination, Fidelity may elect to keep the Wrapper contract in place through another provider until such time as the market value of the Capital Preservation Fund's covered assets is equal to the contract value. Plan participants will continue to receive the Capital Preservation Fund's Crediting Rate (as defined below).

TWC Savings Plan

Notes to Financial Statements (continued)

3. Investments (continued)

The synthetic investment contracts in the Plan as of December 31, 2012 and 2011 are summarized below (in thousands):

| December 31, 2012 | | | | |
|----------------------------------------------|------------------------------------|------------------------------------------|------------------------------------------------|---------------------------------------|
| | Major Credit Rating | Investments at Fair Value | Wrapper Contracts at Fair Value | Adjustment to Contract |
| American General Life | A+ | \$ 73,198 | \$ — | \$ (2,726) |
| JP Morgan Chase & Co..... | A+ | 89,825 | 259 | (3,345) |
| Natixis Financial Products Inc. ... | A | 54,840 | — | (2,043) |
| State Street Bank and Trust Company | AA- | 54,848 | 86 | (2,043) |
| | | <u>\$ 272,711</u> | <u>\$ 345</u> | <u>\$ (10,157)</u> |

| December 31, 2011 | | | | |
|----------------------------------------------|------------------------------------|------------------------------------------|------------------------------------------------|---------------------------------------|
| | Major Credit Rating | Investments at Fair Value | Wrapper Contracts at Fair Value | Adjustment to Contract |
| AIG Financial Products Corp..... | A- | \$ 34,714 | \$ — | \$ (1,455) |
| JP Morgan Chase & Co..... | A+ | 88,004 | 359 | (3,687) |
| Natixis Financial Products Inc. ... | A+ | 53,729 | — | (2,251) |
| State Street Bank and Trust Company | AA- | 53,732 | 83 | (2,251) |
| | | <u>\$ 230,179</u> | <u>\$ 442</u> | <u>\$ (9,644)</u> |

TWC Savings Plan

Notes to Financial Statements (continued)

3. Investments (continued)

Interest income in the Capital Preservation Fund is accrued at the weighted-average return of the individual fund investments, net of investment management and certain administrative fees (the “Crediting Rate”). The Crediting Rate is calculated daily. The contract value spot yield is based on the annualized one-day earnings in the Capital Preservation Fund credited to participants on the last business day of the Plan year, divided by the fair value of the Capital Preservation Fund’s assets on the same date. The market value spot yield is based on the annualized income earned by the underlying securities in the Capital Preservation Fund on the last business day of the Plan year, divided by the fair value of the Capital Preservation Fund’s assets on the same date. The rates as of December 31, 2012 and 2011 and for the years then ended are as follows:

| | December 31, | |
|--------------------------------|--------------------------------|-------------|
| | 2012 | 2011 |
| Crediting Rate | 1.7 % | 2.1 % |
| Contract value spot yield..... | 1.7 % | 2.0 % |
| Market value spot yield..... | 1.5 % | 1.8 % |
| | Year Ended December 31, | |
| | 2012 | 2011 |
| Average annualized yield..... | 2.0 % | 2.1 % |

Certain investment managers of Investment Funds offered under the Plan are authorized to engage in securities lending activities and to use derivative financial instruments, either directly or within a commingled fund structure, within established guidelines. Financial instruments may be used for the purpose of managing interest rate and foreign exchange risk, and for yield enhancement. The derivative transactions are marked-to-market; therefore, no gains or losses are deferred. All net investment activity for the years ended December 31, 2012 and 2011 is reported in the Plan’s Statements of Changes in Net Assets Available for Benefits.

As of December 31, 2012 and 2011, the Plan did not hold any investments in derivative financial instruments.

TWC Savings Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements

The fair value of an asset or liability is based on the assumptions that market participants would use in pricing the asset or liability. Valuation techniques consistent with the market approach, income approach and/or cost approach are used to measure fair value. The Plan's management follows a three-tiered fair value hierarchy when determining the inputs to valuation techniques. The fair value hierarchy prioritizes the inputs to valuation techniques into three broad levels in order to maximize the use of observable inputs and minimize the use of unobservable inputs. The levels of the fair value hierarchy are as follows:

- Level 1: consists of financial instruments whose values are based on quoted market prices for identical financial instruments in an active market.
- Level 2: consists of financial instruments whose values are determined using models or other valuation methodologies that utilize inputs that are observable either directly or indirectly, including (i) quoted prices for similar assets or liabilities in active markets, (ii) quoted prices for identical or similar assets or liabilities in markets that are not active, (iii) pricing models whose inputs are observable for substantially the full term of the financial instrument and (iv) pricing models whose inputs are derived principally from or corroborated by observable market data through correlation or other means for substantially the full term of the financial instrument.
- Level 3: consists of financial instruments whose values are determined using pricing models that utilize significant inputs that are primarily unobservable, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

TWC Savings Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

The following table sets forth by level within the fair value hierarchy the Plan's investment assets as of December 31, 2012 (in thousands):

| | <u>Fair Value</u> | <u>Fair Value Measurements</u> | |
|----------------------------------------------------|---------------------|--------------------------------|---------------------|
| | | <u>Level 1</u> | <u>Level 2</u> |
| Commingled trust funds..... | \$ 1,052,880 | \$ — | \$ 1,052,880 |
| Time Warner Cable Inc. common stock | 68,885 | 68,885 | — |
| Other common stocks..... | 269,969 | 269,969 | — |
| Synthetic investment contracts..... | 273,056 | 116,009 | 157,047 |
| Mutual funds | 43,714 | — | 43,714 |
| Corporate debt securities..... | 53 | — | 53 |
| Other fixed-income securities | 126 | — | 126 |
| Cash, cash equivalents and other investments | <u>50,483</u> | <u>30,053</u> | <u>20,430</u> |
| Total investments | <u>\$ 1,759,166</u> | <u>\$ 484,916</u> | <u>\$ 1,274,250</u> |

The following table sets forth by level within the fair value hierarchy the Plan's investment assets as of December 31, 2011 (in thousands):

| | <u>Fair Value</u> | <u>Fair Value Measurements</u> | |
|----------------------------------------------------|---------------------|--------------------------------|---------------------|
| | | <u>Level 1</u> | <u>Level 2</u> |
| Commingled trust funds..... | \$ 830,662 | \$ — | \$ 830,662 |
| Time Warner Cable Inc. common stock | 46,837 | 46,837 | — |
| Other common stocks..... | 227,639 | 227,639 | — |
| Synthetic investment contracts..... | 230,621 | 104,293 | 126,328 |
| Mutual funds | 38,078 | — | 38,078 |
| Corporate debt securities..... | 43 | — | 43 |
| Other fixed-income securities | 127 | — | 127 |
| Cash, cash equivalents and other investments | <u>70,152</u> | <u>51,253</u> | <u>18,899</u> |
| Total investments | <u>\$ 1,444,159</u> | <u>\$ 430,022</u> | <u>\$ 1,014,137</u> |

TWC Savings Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

The following is a description of the valuation methodologies used for investment assets measured at fair value.

- Commingled trust funds are valued using the net asset value provided by the administrator of the fund. The net asset value is based on the value of the underlying assets owned by the fund, less any liabilities, and then divided by the number of units outstanding.
- Time Warner Cable Inc. common stock, other common stocks and mutual funds are valued at the closing price reported on the active market on which the individual securities are traded.
- Synthetic investment contracts are valued based on the fair value of the underlying investments, which include U.S. Treasury debt securities, U.S. government asset-backed debt securities and corporate debt securities. Contract value represents contributions made under the contract, plus interest at the contract rate, less withdrawals under the contract. As of December 31, 2012 and 2011, the fair value of the securities underlying the synthetic investment contracts in the Plan was \$273 million and \$231 million, respectively. As of December 31, 2012 and 2011, there were no reserves against contract values for credit risk of contract issuers or otherwise.
- Corporate debt securities and other-fixed income securities are valued by third parties engaged by Fidelity to provide such valuations based generally on available trade information, dealer quotes, market color (including indices and market research reports), spreads, bids and offers.
- Cash, cash equivalents and other investments consist of short-term investment strategies comprised of instruments issued or fully guaranteed by the U.S. government and/or its agencies and money market funds. These are valued using the net asset value provided by the administrator of the fund. The net asset value is based on the value of the underlying assets owned by the fund, less any liabilities, and then divided by the number of units outstanding.

TWC Savings Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

Purchases and sales are recorded on a trade date basis. Investments held are recorded at fair value at the end of each month. Securities denominated in foreign currencies are translated into U.S. dollars at the current exchange rates as of the date of the Statements of Net Assets Available for Benefits. Interest income is recognized on an accrual basis. Dividends are recorded on the ex-dividend date. Realized gains and losses on sales of securities are recognized on the trade date and are determined on the basis of the average cost method. There were no transfers in or out of Level 1 and Level 2 fair value measurements in 2012 and 2011.

5. Net Asset Value (“NAV”) Per Share

The Plan’s investments in commingled trust funds are valued using NAV per share. The fair value and terms of these investments as of December 31, 2012 are summarized below (in thousands):

| | <u>Fair Value</u> | <u>Unfunded Commitment</u> | <u>Redemption Frequency</u> | <u>Other Redemption Restrictions</u> | <u>Redemption Notice Period</u> |
|-----------------------------------------------------|-------------------|----------------------------|-----------------------------|--------------------------------------|---------------------------------|
| J.P. Morgan Smart Retirement Target Date Funds..... | \$ 516,044 | None | Immediate | None | Daily |
| Black Rock Equity Index – Fund H | 341,998 | None | Immediate | None | Daily |
| Black Rock US Debt Index Fund – T | 98,473 | None | Immediate | None | Daily |
| Franklin Templeton International Equity Fund ... | 96,365 | None | Immediate | None | Daily |

TWC Savings Plan

Notes to Financial Statements (continued)

5. Net Asset Value (“NAV”) Per Share (continued)

The following is a description of the significant investment strategies of the commingled trust funds valued at NAV per share:

- The J.P. Morgan Smart Retirement Target Date Funds are collective trust funds, not mutual funds, with the objective of balancing longevity risk (outliving one’s retirement assets) and market risk (limiting the probability of a significant loss of retirement assets due to market volatility) through a diversified portfolio that methodically shifts the fund asset allocation based on the time horizon of the fund. Each fund holds a broadly diversified mix of equity and fixed income investments. As each fund approaches its targeted retirement date, it will shift a greater portion of its assets to cash, cash alternatives and bond funds to emphasize capital preservation and purchasing power.
- The Black Rock Equity Index – Fund H is a collective trust fund, not a mutual fund, with the objective of providing investment results that correspond to the total return performance of large company common stocks that are publicly traded in the United States. The fund is designed to track the performance of the S&P 500 Index (an unmanaged index of the performance of stock of 500 widely held US stocks and includes the reinvestment of dividends) by investing in stocks comprising the index in their appropriate capitalization weights.
- The Black Rock US Debt Index – Fund T is a collective trust fund, not a mutual fund, with the objective of providing investment results that correspond to the total return performance of the broad bond universe. The fund is a broadly diversified bond fund that seeks to track the returns of the Barclays Capital U.S. Aggregate Bond Index, which includes U.S. government, investment-grade corporate, mortgage-backed and asset-backed securities market segments, including U.S. dollar denominated bonds issued by foreign governments, agencies and corporations.
- The Franklin Templeton International Equity Fund is a collective trust fund, not a mutual fund, with the objective of achieving long-term capital growth through investment predominantly in stocks of companies outside the United States. The fund seeks to invest primarily in equity securities of established companies located outside the United States, including emerging market countries.

TWC Savings Plan

Notes to Financial Statements (continued)

6. Transactions with Parties-in-Interest

Under the terms of the Plan, during the periods covered by these financial statements, TWC was required to contribute only cash for the Employing Company Contributions to the Plan, and purchases of TWC common stock were made on the open market.

7. Tax Status of Plan

The Plan received a determination letter from the Internal Revenue Service ("IRS") dated December 13, 2002, stating the Plan is qualified under Section 401(a) of the Code and, therefore, the related trust is exempt from taxation under Section 501(a) of the Code. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. Subsequent to this determination by the IRS, the Plan has been amended and restated. The Administrative Committee believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan, as amended and restated, is qualified and the related trust is tax exempt.

On January 28, 2011, the Plan filed with the IRS for an updated determination letter with respect to its continued qualified status under Section 401(a) of the Code. As of January 28, 2011, the Plan was operating as a multiple employer plan. As such, on January 25, 2012, the IRS requested that the Plan be resubmitted to the IRS for an updated determination letter under the IRS's multiple employer plan determination letter cycle, which cycle opened on February 1, 2012. Such request solely relates to the IRS's determination letter processing preference relating to the Plan's former status as a multiple employer plan. It does not have an impact on the Administrative Committee's continued belief that the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, the belief that the Plan is qualified and the related trust is tax exempt. In accordance with the IRS request, the Plan was resubmitted to the IRS on May 15, 2012.

The Administrative Committee has analyzed the tax positions taken by the Plan, and has concluded that, as of December 31, 2012, there are no uncertain tax positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Administrative Committee believes it is no longer subject to income tax examinations for years prior to 2009.

TWC Savings Plan

Notes to Financial Statements (continued)

8. Reconciliation to Form 5500

The net assets of the Plan that are attributed to fully benefit-responsive synthetic investment contracts will be recorded at fair value on the 2012 IRS Form 5500 and related schedules. The following is a reconciliation of the Plan's net assets available for benefits and changes in net assets available for benefits between the financial statements and the Form 5500 (in thousands):

| | <u>December 31,</u> | |
|--------------------------------------------------------------------------------------------------------------------------------------|---------------------|---------------------|
| | <u>2012</u> | <u>2011</u> |
| Net assets available for benefits per the financial statements..... | \$ 1,832,914 | \$ 1,506,933 |
| Adjustment from contract value to fair value for fully benefit-responsive synthetic investment contracts..... | <u>10,157</u> | <u>9,644</u> |
| Net assets per the Form 5500..... | <u>\$ 1,843,071</u> | <u>\$ 1,516,577</u> |
| | | <u>Year Ended</u> |
| | | <u>December 31,</u> |
| | | <u>2012</u> |
| Net change in net assets available for benefits | | \$ 325,981 |
| Reversal of prior year adjustment from contract value to fair value for fully benefit-responsive synthetic investment contracts..... | | (9,644) |
| Current year adjustment from contract value to fair value for fully benefit-responsive synthetic investment contracts | | <u>10,157</u> |
| Net investment gain per the Form 5500..... | | <u>\$ 326,494</u> |

Supplemental Schedules

TWC Savings Plan
 EIN: #84-1496755 Plan: #019

Schedule G, Part I - Schedule of Loans or Fixed Income Obligations in Default or Classified as Uncollectible
 December 31, 2012

| Party-In-Interest | Identity and Address of Obligor | Detailed Description of Loan Including Dates of Making and Maturity, Interest Rate, the Type and Value of Collateral, any Renegotiation of the Loan | Original Amount of Loan | Unpaid Balance at End of Year | Amount Overdue | |
|-------------------|---------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|-------------------------------|----------------|-----------|
| | | | | | Principal | Interest |
| Glitnir Bank | | GLITNIR 3ML+273.25 6/16 144A | \$ 179,000 | \$ 2,238 | \$ - | \$ 39,500 |
| Glitnir Bank | | GLITNIR BK MTN 6.33% 7/11 144A | 121,000 | 32,973 | 121,000 | 26,297 |
| Kaupthing Bank | | KAUPTHING BK 7.625% 2/28/15 | 513,000 | 125,685 | - | 144,296 |
| Kaupthing Bank | | KAUPTHING MTN 7.125% 5/19 144A | 100,000 | 1,250 | - | 6,639 |
| Landsbankinn | | LANDSBANKI IS MTN 6.1% 8/25/11 | 279,000 | 16,740 | 279,000 | 57,156 |

TWC Savings Plan
 EIN: #84-1496755 Plan: #019

Schedule H, Part IV, Line 4(i) - Schedule of Assets
 (Held at End of Year)

| Shares or Units | Description of Investment | Current Value as of December 31, 2012 ** |
|-------------------------------|----------------------------------------------|---------------------------------------------|
| Commingled Trust Funds | | |
| 6,760,181 | BLACK ROCK EQUITY INDEX - FUND H | \$ 341,997,572 |
| 5,392,845 | BLACK ROCK US DEBT INDEX - FUND T | 98,473,346 |
| 127,943 | FRANKLIN TEMPLETON INTERNATIONAL EQUITY FUND | 96,365,419 |
| 1,266,818 | J.P. MORGAN SMART RETIREMENT INCOME FUND | 21,447,234 |
| 2,656,453 | J.P. MORGAN SMART RETIREMENT 2015 FUND | 45,372,224 |
| 4,768,669 | J.P. MORGAN SMART RETIREMENT 2020 FUND | 81,544,236 |
| 5,949,034 | J.P. MORGAN SMART RETIREMENT 2025 FUND | 101,371,545 |
| 4,867,402 | J.P. MORGAN SMART RETIREMENT 2030 FUND | 82,648,489 |
| 4,228,054 | J.P. MORGAN SMART RETIREMENT 2035 FUND | 71,454,115 |
| 3,271,291 | J.P. MORGAN SMART RETIREMENT 2040 FUND | 55,284,811 |
| 2,250,937 | J.P. MORGAN SMART RETIREMENT 2045 FUND | 38,063,338 |
| 1,113,844 | J.P. MORGAN SMART RETIREMENT 2050 FUND | 18,857,384 |
| | Total Commingled Trust Funds | 1,052,879,713 |
| 708,767 | Time Warner Cable Common Stock* | 68,885,065 |
| Other Common Stocks | | |
| 37,500 | ACADIA HEALTHCARE CO INC | 874,875 |
| 44,200 | ACME PACKET INC | 977,704 |
| 65,000 | ACUIITY BRANDS INC | 4,402,450 |
| 275,529 | ACXIOM CORP | 4,810,736 |
| 72,600 | ADVISORY BOARD CO | 3,396,954 |
| 187,750 | AIMIA INC | 2,806,718 |
| 78,700 | ALLSCRIPTS HLTHCARE SOLS INC | 741,354 |
| 29,600 | ANNIES INC | 989,528 |
| 120,678 | AOL INC | 3,573,276 |
| 196,628 | ARES CAPITAL CORP | 3,440,990 |
| 122,000 | ARIAD PHARMACEUTICALS INC | 2,339,960 |
| 63,000 | ARUBA NETWORKS INC | 1,307,250 |
| 233,867 | ASSOCIATED BANC CORP | 3,068,335 |
| 44,300 | ATHENAHEALTH INC | 3,253,835 |
| 119,823 | AVERY DENNISON CORP | 4,184,219 |
| 176,300 | BEACON ROOFING SUPPLY INC | 5,867,264 |
| 12,700 | BONAVISTA ENERGY CORP | 190,278 |
| 39,730 | BRISTOW GROUP INC | 2,131,912 |
| 140,700 | BRUKER CORP | 2,148,489 |
| 414,676 | CALPINE CORP | 7,518,076 |
| 52,600 | CAVIUM INC | 1,641,646 |
| 12,184 | CBOE HOLDINGS INC | 358,941 |
| 134,900 | CEPHEID INC | 4,560,969 |
| 39,200 | CHART INDUSTRIES INC | 2,613,464 |
| 62,400 | CLARCOR INC | 2,981,472 |
| 99,600 | COGNEX CORP | 3,667,272 |
| 83,200 | COMMVAULT SYSTEMS INC | 5,799,872 |
| 75,357 | COMPASS MINERALS INTL INC | 5,629,921 |

TWC Savings Plan
 EIN: #84-1496755 Plan: #019

Schedule H, Part IV, Line 4(i) - Schedule of Assets
 (Held at End of Year)

| Shares or Units | Description of Investment | Current Value as of December 31, 2012 ** |
|-----------------|-------------------------------|---------------------------------------------|
| 60,200 | CONCUR TECHNOLOGIES INC | 4,064,704 |
| 21,700 | COSTAR GROUP INC | 1,939,329 |
| 47,400 | COVANCE INC | 2,738,298 |
| 18,700 | DECKERS OUTDOOR CORP | 753,049 |
| 41,800 | DEMANDWARE INC | 1,141,976 |
| 89,853 | DENBURY RESOURCES INC | 1,455,619 |
| 150,300 | DEXCOM INC | 2,045,583 |
| 51,100 | DRIL-QUIP INC | 3,732,855 |
| 73,366 | DST SYSTEMS INC | 4,445,980 |
| 100,500 | DUNKIN BRANDS GROUP INC | 3,334,590 |
| 104,802 | EHEALTH INC | 2,879,959 |
| 4,486 | ELECTRONICS FOR IMAGING INC | 85,189 |
| 49,700 | ENDOLOGIX INC | 707,728 |
| 159,778 | EURONET WORLDWIDE INC | 3,770,761 |
| 14,900 | FARO TECHNOLOGIES INC | 531,632 |
| 33,400 | FEI COMPANY | 1,852,364 |
| 85,500 | FINISAR CORP | 1,393,650 |
| 459,229 | FIRST HORIZON NATIONAL CORP | 4,555,504 |
| 116,180 | FIRST NIAGARA FINL GROUP INC | 921,307 |
| 57,500 | FIRSTMERIT CORP | 815,925 |
| 144,100 | FORTINET INC | 3,036,187 |
| 80,233 | FORTUNE BRANDS HOME & SEC INC | 2,344,408 |
| 85,000 | FRANCESCA'S HOLDINGS CORP | 2,206,600 |
| 46,100 | FRESH MARKET INC | 2,216,949 |
| 205,860 | GAMESTOP CORP CL A | 5,165,027 |
| 106,000 | GENMARK DIAGNOSTICS INC | 954,000 |
| 2,700 | GEOSPACE TECHNOLOGIES CORP | 239,949 |
| 97,700 | GUIDEWIRE SOFTWARE INC | 2,903,644 |
| 66,174 | HARMAN INTL IND INC NEW | 2,954,007 |
| 28,600 | HEALTH NET INC | 694,980 |
| 16,400 | HEARTWARE INTERNATIONAL INC | 1,376,780 |
| 21,200 | HIBBETT SPORTS INC | 1,117,240 |
| 75,880 | HILLSHIRE BRANDS CO | 2,135,263 |
| 153,800 | HMS HOLDINGS CORP | 3,986,496 |
| 63,300 | HOMEAWAY INC | 1,392,600 |
| 158,220 | HORSEHEAD HOLDING CORP | 1,615,426 |
| 46,300 | HUNTINGTON INC W/I | 2,006,642 |
| 79,800 | IDEX CORPORATION | 3,713,094 |
| 98,300 | INCYTE CORP | 1,632,763 |
| 71,000 | INFORMATICA CORP | 2,152,720 |
| 756,403 | INTEGRATED DEVICE TECH INC | 5,521,742 |
| 148,510 | INTERACTIVE BROKERS GROUP INC | 2,031,617 |
| 53,700 | IPG PHOTONICS CORP | 3,579,105 |
| 150,900 | ISIS PHARMACEUTICALS CO | 1,578,414 |
| 6,286 | JONES LANG LASALLE INC | 527,647 |
| 158,441 | LAREDO PETROLEUM INC | 2,877,289 |

TWC Savings Plan
EIN: #84-1496755 Plan: #019

Schedule H, Part IV, Line 4(i) - Schedule of Assets
(Held at End of Year)

| Shares or Units | Description of Investment | Current Value as of December 31, 2012 ** |
|-----------------|--------------------------------------------------------|---------------------------------------------|
| 29,200 | LIQUIDITY SERVICES INC | 1,193,112 |
| 234,800 | LKQ CORP | 4,954,280 |
| 53,450 | LPL FINANCIAL HOLDINGS INC | 1,505,152 |
| 60,356 | MAGELLAN HLTH SERVICES INC | 2,957,444 |
| 17,500 | MERCADOLIBRE INC | 1,376,883 |
| 162,232 | MONEYGRAM INTERNATIONAL INC | 2,156,063 |
| 42,950 | MONRO MUFFLER BRAKE INC | 1,501,962 |
| 57,774 | MYRIAD GENETICS INC | 1,574,342 |
| 28,100 | NETSUITE INC | 1,891,130 |
| 122,737 | NEW GOLD INC(US) | 1,353,789 |
| 52,600 | OASIS PETROLEUM INC | 1,672,680 |
| 81,300 | PANDORA MEDIA INC | 746,334 |
| 260,148 | PEYTO EXPL & DEV CORP NEW | 6,029,224 |
| 6,700 | PROTO LABS INC | 264,114 |
| 53,300 | QLIK TECHNOLOGIES INC | 1,157,676 |
| 211,930 | QUESTAR CORP | 4,187,737 |
| 125,200 | REALPAGE INC | 2,700,564 |
| 87,694 | REDWOOD TRUST INC REIT | 1,481,152 |
| 24,300 | REGAL-BELOIT CORP | 1,717,038 |
| 22,400 | RESTORATION HARDWARE HLDGS INC | 755,552 |
| 4,449 | ROSETTA RESOURCES INC | 201,807 |
| 40,400 | ROSETTA RESOURCES INC | 1,832,544 |
| 123,837 | STANCORP FINL GROUP INC | 4,541,103 |
| 8,274 | STIFEL FINANCIAL CORP | 264,520 |
| 9,500 | TEAM INC | 361,380 |
| 34,400 | TELEDYNE TECHNOLOGIES INC | 2,238,408 |
| 36,100 | TESLA MOTORS INC | 1,222,707 |
| 71,048 | TORCHMARK CORP | 3,671,050 |
| 43,200 | TREEHOUSE FOODS INC | 2,252,016 |
| 42,107 | TUPPERWARE BRANDS CORP | 2,699,059 |
| 22,900 | TYLER TECHNOLOGIES INC | 1,109,276 |
| 32,800 | ULTA SALON COSMETICS & FRG INC | 3,222,928 |
| 3,000 | ULTIMATE SOFTWARE GROUP INC | 283,230 |
| 150,800 | VALUECLICK INC | 2,927,028 |
| 104,140 | VCA ANTECH INC | 2,192,147 |
| 69,400 | VOCERA COMMUNICATIONS INC | 1,741,940 |
| 167,067 | WASTE CONNECTIONS INC | 5,645,194 |
| 25,600 | WESTPORT INNOVATIONS INC | 683,776 |
| 86,500 | WOODWARD INC | 3,298,243 |
| | Total Other Common Stocks | 269,968,935 |
| | Synthetic Investment Contracts | |
| 1,071,379 | COLCHESTER STREET TRUST MONEY MARKET PORTFOLIO CLASS I | 1,083,231 |
| 950,000 | AT&T INC 2.5% 8/15/15 | 999,345 |
| 250,000 | AT&T INC 2.95% 5/15/16 | 265,555 |
| 262,000 | AT&T INC 2.4% 8/15/16 | 275,715 |

TWC Savings Plan
 EIN: #84-1496755 Plan: #019

Schedule H, Part IV, Line 4(i) - Schedule of Assets
 (Held at End of Year)

| Shares or Units | Description of Investment | Current Value as of December 31, 2012 ** |
|-----------------|--------------------------------|---------------------------------------------|
| 290,000 | AT&T INC 1.4% 12/01/17 | 290,170 |
| 460,000 | ABBAY NATL 3.875 11/10/14 144A | 479,825 |
| 500,000 | ABBVIE INC 1.75% 11/06/17 144A | 506,540 |
| 36,000 | AETNA INC 1.5% 11/15/17 | 36,141 |
| 296,186 | ALLYA 2011-3 A3 0.97% 8/15 | 297,269 |
| 182,333 | ALLYA 2011-1 A3 1.45 1/15 | 183,032 |
| 180,890 | ALLYA 2011-2 A3 1.18% 4/15 | 181,591 |
| 225,752 | ALLYA 2012-1 A2 0.71% 9/14 | 226,151 |
| 270,000 | ALLYA 2012-2 A3 0.74% 4/16 | 271,235 |
| 400,000 | ALLYL 2012-SN1 A3 .57% 8/20/15 | 400,233 |
| 362,000 | AMERICAN EX CC 2.75% 9/15/15 | 382,416 |
| 408,000 | AMERICAN EX MTN 2.8% 9/19/16 | 434,797 |
| 290,000 | AMERICAN EXP .875% 11/13/15 | 290,094 |
| 1,410,000 | AMXCA 2012-2 A .68% 3/18 | 1,415,109 |
| 1,410,000 | AMXCA 2012-5 A 0.59% 5/18 | 1,410,474 |
| 248,000 | AMER HONDA 2.5% 9/21/15 144A | 260,319 |
| 280,000 | AMERICAN HONDA 1.5% 9/17 144A | 281,105 |
| 219,000 | AMERICAN INTL GRP 3.8% 3/22/17 | 239,245 |
| 300,000 | ANHEUSER BUSCH 1.375% 7/15/17 | 304,943 |
| 78,000 | APACHE CORP 1.75% 4/15/17 | 80,357 |
| 260,000 | ANZ BK GRP 2.125% 1/10/14 144A | 266,283 |
| 280,000 | AUSTRALIA & NZ 1.875% 10/06/17 | 286,963 |
| 260,000 | BB&T CORP MTN B/E 3.2% 3/15/16 | 279,114 |
| 270,000 | BG ENERGY 2.875% 10/16 144A | 286,527 |
| 260,000 | BP CAPITAL MARKET 3.2% 3/11/16 | 279,823 |
| 270,000 | BP CAPITAL MARKETS 2.248 11/16 | 281,833 |
| 310,000 | BP CAPITAL MKTS 1.375% 11/6/17 | 310,809 |
| 191,292 | BMWLT 2011-1 A3 1.06% 2/14 | 191,676 |
| 240,000 | BMWOT 2011-A A3 .76% 8/15 | 240,836 |
| 300,000 | BMWLT 2012-1 A3 .75% 2/20/15 | 301,114 |
| 26,975 | BACM 2005-3 A2 CSTR 7/43 | 27,130 |
| 885,000 | BANK AMER 4.5% 4/1/15 | 953,240 |
| 725,000 | BANK AMER FDG 3.7% 9/1/15 | 775,309 |
| 300,000 | BANK AMERICA CRP 1.5% 10/09/15 | 302,522 |
| 390,000 | BAAT 2012-1 A3 0.78% 6/16 | 391,948 |
| 270,000 | BANK MONTREAL MTN 2.5% 1/11/17 | 286,125 |
| 317,000 | BONY MELLON MTN 1.7% 11/24/14 | 324,745 |
| 270,000 | BANK OF NY MTN 2.4% 1/17/17 | 285,719 |
| 1,300,000 | BANK OF NOVA SC 2.05% 10/07/15 | 1,349,633 |
| 390,000 | BK NOVA SCOTIA 1.375 12/18/17 | 390,584 |
| 250,000 | BOIT 2003-A8 A8 1ML+25 5/16 | 250,428 |
| 570,000 | BARCLAYS BANK 2.375% 1/13/14 | 585,939 |
| 400,000 | BSCMS 05-T18 A4 4.933% 2/42 | 433,648 |
| 280,000 | BSCMS 05-PWR8 A4 4.674 6/41 | 304,562 |
| 270,000 | BERK HATH INC 2.2% 8/15/16 | 283,880 |
| 270,000 | BERK HATH INC 1.9% 1/31/17 | 281,169 |

TWC Savings Plan
EIN: #84-1496755 Plan: #019

Schedule H, Part IV, Line 4(i) - Schedule of Assets
(Held at End of Year)

| Shares or Units | Description of Investment | Current Value as of December 31, 2012 ** |
|-----------------|--------------------------------|---------------------------------------------|
| 1,680,000 | BRITISH COLMB PRO 1.2% 4/25/17 | 1,713,289 |
| 810,000 | BRIT COLMB PROV 2.1% 5/18/16 | 852,957 |
| 220,000 | COMM 2012-CR5 A1 0.673% 12/45 | 220,123 |
| 107,847 | COMM 2012-CR1 A1 1.116% 5/45 | 108,935 |
| 230,000 | COMM 2012-CR1 A2 2.35% 5/45 | 242,438 |
| 242,000 | CANADIAN IMP BK .9% 10/01/15 | 243,568 |
| 563,000 | CAPITAL ONE FIN 2.125% 7/15/14 | 578,640 |
| 550,000 | CAPITAL ONE FIN 2.15% 3/23/15 | 564,590 |
| 290,000 | CAPITAL ONE FIN CO 1% 11/06/15 | 289,439 |
| 220,000 | CARMX 2012-3 A3 0.52% 7/17 | 219,980 |
| 1,500,000 | CHAIT 2012-A3 A3 0 6/17 | 1,510,184 |
| 1,390,000 | CHAIT 2012-A5 A5 .59% 8/17 | 1,391,834 |
| 2,000,000 | CHAIT 2012-A8 A8 0.54% 10/17 | 1,997,920 |
| 549,000 | CHEVRON CORP NE 1.104% 12/5/17 | 553,063 |
| 44,000 | CITIGROUP 5.125 5/5/14 | 46,703 |
| 720,000 | C 6.5 08/13 SNR | 762,070 |
| 400,000 | CITIGROUP 6.375% 8/12/14 | 442,106 |
| 490,000 | CITIGROUP 4.75% 5/19/15 | 530,917 |
| 250,000 | CITIGROUP 3.953% 6/15/16 | 269,460 |
| 270,000 | CITIGROUP INC 2.65% 3/02/15 | 280,384 |
| 570,000 | CITIGROUP INC 2.25% 8/07/15 | 588,839 |
| 640,000 | CCCIT 2003-A10 A10 4.75 12/15 | 667,991 |
| 900,000 | CCCIT 2008-A5 A5 4.85% 4/15 | 921,137 |
| 310,000 | CCCIT 2009-A4 A4 4.9 6/16 | 330,711 |
| 800,000 | CCCIT 2012-A1 A1 0.55% 10/17 | 800,400 |
| 240,000 | CGCMT 2006-C5 A4 5.431 10/49 | 276,445 |
| 29,000 | COMERICA INC 3% 9/16/15 | 30,873 |
| 370,000 | COMM 2006-C8 A4 0 12/46 | 426,716 |
| 300,000 | CMMONWLTH BK 3.5% 3/19/15 144A | 320,119 |
| 280,000 | COMMONWEALTH NY 1.95% 3/16/15 | 288,912 |
| 1,070,000 | COMMONWETH MTN2.9 9/17/14 144A | 1,123,142 |
| 396,000 | COMWLTH EDISON 1.625% 1/15/14 | 403,224 |
| 165,000 | COMWLTH EDISON 1.95% 9/01/16 | 171,247 |
| 362,000 | RABOBNK NEDRLD MTN 2.125 10/15 | 375,258 |
| 814,000 | RABOBANK NL UTREC MTN1.85 1/14 | 831,974 |
| 205,289 | CSFB 2003-C4 A4 5.137 8/36 | 208,601 |
| 250,000 | CREDIT SUIS(NY)MTN 3.5 3/23/15 | 266,002 |
| 1,002,000 | CREDIT SUISSE NY 2.2% 1/14/14 | 1,027,516 |
| 56,819 | DBUBS 2011-LC3A A1 2.238 8/44 | 58,387 |
| 270,000 | DAIMLER FIN 1.875% 9/15/14144A | 275,916 |
| 270,000 | DAIMLER FIN LLC 2.3% 1/15 144A | 279,444 |
| 280,000 | DAIMLER FINA NA 1.65% 4/15 144 | 284,455 |
| 300,000 | DAIMLER FIN NOR 1.3% 7/15 144A | 303,343 |
| 460,000 | DEUTSCHE BK AG 2.375% 1/11/13 | 465,384 |
| 250,000 | DEUTSCHE BK AG 3.25% 1/11/16 | 268,326 |
| 262,000 | DISNEY (WALT) MTN 1.1% 12/1/17 | 262,698 |

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| Shares or Units | Description of Investment | Current Value as of December 31, 2012 ** |
|-----------------|--------------------------------|---------------------------------------------|
| 620,000 | DCENT 2012-A1 A1 0.81% 8/17 | 624,923 |
| 1,130,000 | DCENT 2012-A3 A 0.86% 11/15/17 | 1,137,833 |
| 815,000 | DOMINION RESOUR 2.25% 9/1/15 | 850,543 |
| 181,000 | DOMINION RES INC 1.95 8/15/16 | 187,292 |
| 92,000 | DUKE ENERGY CAR 1.75% 12/15/16 | 94,362 |
| 184,000 | ENEL FIN INTL 5.7% 1/15/13144A | 188,952 |
| 170,000 | EXPORT DEV CANADA 1.5% 5/15/14 | 173,167 |
| 828 | FHLM ARM 4.889% 3/33 #847126 | 883 |
| 196,863 | FHLG 15YR 4.50% 8/18 #E98688 | 210,259 |
| 101,703 | FHLM ARM 3.53% 4/40 #1B4657 | 107,340 |
| 68,825 | FHLM ARM 3.58% 4/40 #1B4702 | 72,306 |
| 13,595 | FHLM ARM 4.68% 1/36 #847584 | 14,554 |
| 22,584 | FHLM ARM 3.88% 1/35 #848084 | 24,147 |
| 12,705 | FHLM ARM 5.084% 8/35 #1J0005 | 13,694 |
| 180,135 | FHLG 15YR 5.00% 3/19 #G13052 | 193,992 |
| 358,889 | FHLG 15YR 4.00% 7/24 #G13596 | 382,670 |
| 265,111 | FHLG 15YR 5.00% 4/20 #G13598 | 285,999 |
| 212,202 | FHLG 15YR 3.50% 1/26 #G14312 | 227,136 |
| 285,696 | FHLG 15YR 4.00% 9/25 #G14376 | 304,628 |
| 534,765 | FHLG 15YR 3.50% 4/27 #G14449 | 573,904 |
| 2,320,555 | FHLG 15YR 3.50% 10/26 #G14450 | 2,475,168 |
| 424,064 | FHLG 15YR 4.00% 6/24 #G18312 | 452,163 |
| 131,716 | FHLG 25YR 5.50% 7/35 #G05815 | 144,719 |
| 42,456 | FHLM ARM 4.941% 11/35 #1J1228 | 45,034 |
| 232,795 | FHLG 10YR 3.00% 8/21 #J16393 | 244,935 |
| 226,719 | FHLG 10YR 3.00% 8/21 #J16442 | 238,542 |
| 6,892 | FHLM ARM 5.78% 10/35 #1N0063 | 7,431 |
| 40,646 | FHLM ARM 5.37% 12/35 #1N0106 | 43,227 |
| 162,749 | FHLM ARM 2.98% 8/41 #1B8533 | 170,793 |
| 89,674 | FHLM ARM 3.07% 9/41 #1B8608 | 94,247 |
| 195,545 | FHLG 5.50% 3/34 #G01665 | 214,728 |
| 57,138 | FHLG 15YR 5.50% 4/18 #G11389 | 61,041 |
| 280,300 | FHLG 15YR 4.00% 9/25 #E02787 | 304,392 |
| 144,809 | FHLG 15YR 4.00% 4/26 #E02867 | 156,712 |
| 23,425 | FHLM ARM 4.199% 8/36 #848185 | 25,230 |
| 1,375,484 | FHLG 5.50% 5/34 #Z40042 | 1,514,286 |
| 16,093 | FHR 2290 C 6 2/31 | 17,821 |
| 18,600 | FHR 2313 C 6 5/31 | 20,168 |
| 10,078 | FHR 2417 EH 6% 2/17 | 10,816 |
| 15,350 | FHR 2394 KD 6% 12/16 | 16,434 |
| 520,000 | FNMA 0.5% 5/27/15 | 521,896 |
| 1,488,000 | FNMA 0.5% 7/02/15 | 1,496,153 |
| 9,541,000 | FNMA .5% 9/28/15 | 9,577,825 |
| 792,000 | FNMA .875% 10/26/17 | 795,415 |
| 744,000 | FNMA 0.875% 12/20/17 | 744,612 |
| 204,177 | FNR 2011-88 AB 2.5% 9/26 | 210,854 |

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|-----------------|-------------------------------|---------------------------------------------|
| 484,060 | FNR 2012-15 FP 1ML+38 6/40 | 486,101 |
| 209,784 | FNR 2012-94 E 3% 6/22 | 220,856 |
| 291,275 | FHR 3943 EF 1ML+25 2/26 | 291,871 |
| 1,233,285 | FHR 4046 LA 3% 11/2026 | 1,312,550 |
| 268,683 | FHR 3763 QA 4% 4/34 | 289,647 |
| 761,174 | FHR 3778 G 3% 6/24 | 797,954 |
| 240,620 | FHR 3820 DA 4% 11/35 | 264,892 |
| 2,374,000 | FHLMC 1.75% 9/10/15 | 2,472,415 |
| 3,003,000 | FHLMC 1% 9/29/17 | 3,038,327 |
| 1,500,000 | FHLMC .75% 1/12/18 | 1,488,907 |
| 4,460 | FNMA 20YR 5.50% 10/22 #254522 | 4,868 |
| 1,052,702 | FNMA 5.50% 11/34 #310105 | 1,158,685 |
| 73,284 | FNMA ARM 3.01% 8/41 #AI4358 | 76,599 |
| 80,579 | FNMA ARM 3.37% 9/41 #AI8935 | 85,239 |
| 310,056 | FNMA ARM 2.74% 8/41 #AH5259 | 325,499 |
| 233,975 | FNMA 15YR 3.50% 1/26 #AL1168 | 252,590 |
| 511,805 | FNMA 15YR 3.50% 5/27 #AL1741 | 551,563 |
| 380,695 | FNMA 15YR 3.50% 5/27 #AL1742 | 408,365 |
| 817,760 | FNMA 15YR 3.50% 3/27 #AL1746 | 885,118 |
| 186,212 | FNMA 15YR 3.50% 5/27 #AL1751 | 200,677 |
| 443 | FNMA 15YR 7.00% 5/15 #495848 | 468 |
| 1,077 | FNMA 15YR 7.00% 1/16 #535662 | 1,142 |
| 50,388 | FNMA 6.50% 7/32 #545759 | 57,288 |
| 32,169 | FNMA 6.50% 7/32 #545762 | 36,574 |
| 20,482 | FNMA ARM 4.428% 7/36 #555923 | 21,671 |
| 15,506 | FNR 2002-56 MC 5.5% 9/17 | 16,473 |
| 139,386 | FNR 2003-74 PG 4.5% 8/18 | 149,082 |
| 177,285 | FNR 2005-90 FC 1ML+25 10/35 | 177,447 |
| 28,595 | FHR 2763 PD 4.5 12/17 | 28,764 |
| 174,284 | FNR 2005-106 UF 1ML+30 11/35 | 174,766 |
| 42,678 | FHR 2780 QD 4.5 3/18 | 42,964 |
| 118,207 | FHR 2866 XE 4 12/18 | 122,285 |
| 203,789 | FHR 3117 JF 1ML+30 2/36 | 204,282 |
| 124,292 | FNR 2008-29 BG 4.7% 12/35 | 132,190 |
| 274,180 | FNR 2008-95 AD 4.5% 12/23 | 290,770 |
| 144,514 | FHR 3415 PC 5% 12/37 | 157,644 |
| 149,961 | FNR 2011-23 AB 2.75% 6/25/20 | 155,426 |
| 4,739,000 | FNMA 1.625% 10/26/15 | 4,913,452 |
| 26,327 | FHR 3560 LA 2% 8/14 | 26,387 |
| 91,384 | FHR 3573 LC 1.85% 8/14 | 92,023 |
| 120,981 | FNR 2010-123 DL 3.5% 11/25 | 127,075 |
| 197,952 | FHR 3741 HD 3% 11/15/39 | 208,050 |
| 247,088 | FNR 2010-135 DE 2.25% 4/24 | 251,793 |
| 185,787 | FNR 2010-143 B 3.5% 12/25 | 196,894 |
| 5,863 | FNMA ARM 4.801% 2/33 #695019 | 6,153 |
| 2,697 | FNMA ARM 3.984% 5/33 #703915 | 2,830 |

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| Shares or Units | Description of Investment | Current Value as of December 31, 2012 ** |
|-----------------|--------------------------------|---------------------------------------------|
| 60,621 | FNMA ARM 4.564% 4/33 #713937 | 63,743 |
| 70,715 | FNMA 15YR 4.00% 9/18 #734729 | 75,890 |
| 47,914 | FNMA ARM 4.68% 11/34 #735011 | 50,766 |
| 32,218 | FNMA 6.50% 12/32 #735415 | 36,627 |
| 679 | FNMA 15YR 7.00% 11/18 #735420 | 713 |
| 32,797 | FNMA 6.50% 7/35 #745092 | 37,281 |
| 87,388 | FNMA 15YR 4.50% 6/19 #745278 | 94,283 |
| 9,463 | FNMA ARM 3.753% 10/33 #746320 | 10,103 |
| 4,017 | FNMA ARM 4.358% 10/33 #754672 | 4,242 |
| 9,342 | FNMA ARM 3.752% 10/33 #755148 | 9,829 |
| 2,263 | FNMA 15YR 7.00% 8/14 #783427 | 2,343 |
| 4,681 | FNMA ARM 5.05% 7/34 #801635 | 4,971 |
| 18,064 | FNMA ARM 4.513% 12/34 #802695 | 19,186 |
| 54,661 | FNMA ARM 4.53% 12/34 #802852 | 58,413 |
| 2,101 | FNMA ARM 4.293% 3/35 #815586 | 2,237 |
| 850 | FNMA ARM 4.653% 3/35 #816322 | 882 |
| 10,918 | FNMA ARM 5.12% 6/35 #823810 | 11,670 |
| 88,338 | FNMA ARM 4.58% 7/35 #826362 | 94,016 |
| 2,647 | FNMA ARM 5.344% 7/35 #834917 | 2,789 |
| 462,200 | FNMA ARM 4.198% 11/34 #841068 | 494,548 |
| 4,867 | FNMA ARM 5.349% 12/34 #843013 | 5,120 |
| 3,665 | FNMA ARM 5.280% 3/35 #843014 | 3,869 |
| 5,116 | FNMA ARM 4.893% 10/35 #847787 | 5,352 |
| 4,656 | FNMA ARM 6.25% 6/36 #886983 | 4,990 |
| 41,483 | FNMA 6.50% 8/36 #888034 | 47,155 |
| 78,909 | FNMA 6.50% 8/36 #888544 | 89,760 |
| 41,458 | FNMA 15YR 4.50% 7/20 #888653 | 44,729 |
| 54,533 | FNMA ARM 4.21% 5/35 #889946 | 57,974 |
| 68,546 | FNMA ARM 4.30% 2/35 #995017 | 72,985 |
| 5,486 | FNMA ARM 4.898% 5/35 #995272 | 5,889 |
| 30,612 | FNMA ARM 4.58% 7/35 #995273 | 32,860 |
| 65,200 | FNMA ARM 4.53% 10/35 #995414 | 69,434 |
| 332,035 | FNMA ARM 4.55% 10/35 #995415 | 353,104 |
| 63,257 | FNMA ARM 4.512% 12/36 #995606 | 68,127 |
| 24,131 | FNMA ARM 2.61% 4/35 #995609 | 25,843 |
| 141,160 | FNMA ARM 3.20% 1/40 #AC0599 | 148,156 |
| 227,041 | FNMA ARM 3.28% 2/40 #AC9833 | 239,158 |
| 100,363 | FNMA ARM 4.285% 7/33#AD0066 | 106,802 |
| 10,757 | FNMA ARM 2.42% 11/36 #AD0710 | 11,400 |
| 139,652 | FNMA 6.50% 12/35 #AD0723 | 158,725 |
| 119,744 | FNMA ARM 3.47% 3/40 #AD0820 | 125,456 |
| 137,583 | FNMA ARM 3.60% 3/40 #AD1555 | 145,350 |
| 2,701,896 | FNMA 15YR 3.50% 12/25 #AE0368 | 2,872,946 |
| 78,612 | FNMA 6.50% 8/36 #AE0746 | 89,410 |
| 146,000 | FIFTH THIRD BAN 3.625% 1/25/16 | 158,247 |
| 101,683 | FORDO 2009-C A4 4.43% 11/14 | 103,401 |

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| Shares or Units | Description of Investment | Current Value as of December 31, 2012 ** |
|-----------------|--------------------------------|---------------------------------------------|
| 110,555 | FORDO 2011-A A3 .97 1/15 | 110,854 |
| 460,000 | FORDL 2011-A A3 1% 7/14 | 461,144 |
| 198,101 | FORDO 2011-B A3 .84% 6/15 | 198,682 |
| 430,000 | FORD 2 11-B ABS 1.05% 10/15/14 | 432,330 |
| 112,966 | FORDO 2012-A A2 0.62% 9/15/14 | 113,053 |
| 180,000 | FORDL 2012-A A3 0.85% 1/15 | 180,864 |
| 410,000 | FORDO 2012-B A3 0.72% 12/15/16 | 411,558 |
| 140,000 | FORDL 2012-B A2 0.54% 11/14 | 140,113 |
| 330,000 | FORDL 2012-B A3 0.57% 9/15 | 330,395 |
| 350,000 | FORDO 2012-D A3 0.51% 4/17 | 349,935 |
| 83,000 | FRANCE TELECOM 2.125% 9/16/15 | 85,876 |
| 510,000 | GEMNT 2012-1 A 1.03% 1/18 | 515,465 |
| 1,730,000 | GEMNT 2012-5 A 0.97% 6/15/18 | 1,746,497 |
| 260,000 | GMACC 2004-C2 A4 5.301% 8/38 | 276,871 |
| 119,971 | GMACC 2003-C2 A2 CSTR 5/40 | 122,290 |
| 182,778 | GSMS 2011-GC5 A1 CSTR 8/44 | 185,321 |
| 84,100 | GSMS 2012-GC6 A1 1.282% 1/45 | 84,997 |
| 280,000 | GSMS 04-GG2 A6 CSTR 8/38 | 297,122 |
| 5,154 | GSMS 2005-GG4 A3 4.607 7/39 | 5,200 |
| 53,242 | GSMS 2006-GG6 A2 5.506% 4/38 | 55,173 |
| 167,341 | GSMS 2006-GG8 A2 5.479 11/39 | 170,876 |
| 370,000 | GECMC 2006-C1 A4 CSTR 3/44 | 416,733 |
| 413,000 | GE CAP MTN 3.5% 6/29/15 | 438,912 |
| 1,010,000 | GE CAP CORP 2.25% 11/9/15 | 1,046,239 |
| 157,000 | GENERAL ELEC 2.95% 5/09/16 | 166,006 |
| 270,000 | GENERAL ELEC MTN3.35% 10/17/16 | 291,591 |
| 810,000 | GE CAP CORP 2.9% 1/09/17 | 867,410 |
| 643,000 | GE-ELE CAP CORP 1.625% 7/2/15 | 658,817 |
| 300,000 | GE CAP CORP 1.6% 11/20/17 | 300,629 |
| 550,000 | GOLDMAN SACHS MTN 3.7% 8/1/15 | 588,901 |
| 290,000 | GOLDMAN SACH MTN 1.6% 11/23/15 | 292,503 |
| 380,000 | GOLDMAN SAC GRP 3.625% 2/07/16 | 407,655 |
| 147,011 | GNR 2010-99 PT 3.5% 8/33 | 152,017 |
| 124,985 | GNR 2010-112 PM 3.25% 9/33 | 128,737 |
| 173,671 | CFGNR 2011-150 D 3% 4/37 | 178,682 |
| 940,000 | GNR 2012-149 MF 1ML+25 12/42 | 941,316 |
| 390,000 | G2SF 12-149 LF 1ML+25 12/42 | 390,485 |
| 270,000 | HSBC USA INC 2.375% 2/13/15 | 280,170 |
| 260,000 | HSBC USA INC 1.625% 1/16/18 | 260,265 |
| 440,000 | CANADA GOVT .875% 2/14/17 | 444,886 |
| 256,000 | HEWLETT PACKARD CO 1.25% 9/13 | 256,957 |
| 270,000 | HEWLETT-PACKARD 2.625% 12/9/14 | 273,610 |
| 140,526 | HAROT 2011-3 A2 1 4/14 | 140,687 |
| 83,946 | HAROT 2010-1 A4 1.98% 5/23/16 | 84,322 |
| 148,203 | HAROT 2010-3 A3 .7% 4/14 | 148,361 |
| 340,000 | HAROT 2012-2 A3 0.7% 2/16 | 341,947 |

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| Shares or Units | Description of Investment | Current Value as of December 31, 2012 ** |
|-----------------|--------------------------------|---------------------------------------------|
| 140,000 | HAROT 2011-1 A4 1.8% 4/17 | 142,496 |
| 170,000 | HAROT 2012-1 A3 0.77 1/16 | 170,855 |
| 270,294 | HAROT 2011-2 A3 0.94% 3/15 | 271,384 |
| 510,000 | HSBC BANK 3.1% 5/24/16 144A | 540,693 |
| 132,337 | HART 2011-A A3 1.44 4/15 | 132,919 |
| 400,000 | HART 2012-B A3 .62% 9/16 | 401,216 |
| 35,897 | HART 09-A A4 3.15% 3/16 | 36,524 |
| 290,000 | INTEL CORP 1.35% 12/15/17 | 290,023 |
| 560,000 | JPMC CO MTN 1.875% 3/20/15 | 572,977 |
| 290,000 | JPMORGAN CHASE 1.1% 10/15/15 | 290,614 |
| 510,000 | JPMC CO MTN 3.7% 1/20/15 | 545,377 |
| 275,000 | JPMORGAN CHASE CO 3.4% 6/24/15 | 290,322 |
| 349,000 | JPMORGAN CHASE 3.15% 7/05/16 | 375,024 |
| 98,350 | JPMCC 03-CB7 A4 CSTR 1/38 | 101,355 |
| 25,358 | JPMCC 2003-C1 A2 4.985 1/37 | 25,464 |
| 129,966 | JPMCC 2005-LDP2 A3 4.697 7/42 | 130,931 |
| 121,047 | JPMCC 2005-LDP5 A2 5.198 12/44 | 122,631 |
| 64,405 | JPMCC 2007-LDPX A2S 5.305 1/49 | 64,993 |
| 133,085 | JPMCC 2007-LD11 A2 CSTR 6/49 | 137,932 |
| 270,000 | JPMCC 2012-C6 A2 2.2058% 5/45 | 282,371 |
| 251,712 | JPMCC 2011-C5 A1 1.600% 8/46 | 256,383 |
| 450,000 | JPMCC 2012-LC9 A1 .6698% 12/47 | 449,936 |
| 300,000 | JPMORGAN CHASE & CO 2% 8/15/17 | 308,524 |
| 100,000 | LBUBS 2006-C6 A4 5.372% 9/39 | 115,254 |
| 57,295 | LBUBS 2003-C3 A4 4.166 5/32 | 57,686 |
| 250,038 | LBUBS 2004-C8 4.799% 12/29 | 264,365 |
| 71,731 | LBUBS 2007-C6 A2 5.845 7/40 | 73,704 |
| 14,358 | MVCOT 2006-2A A 5.417% 10/28 | 14,412 |
| 630,000 | MASSMUTUAL GLB 3.125 4/16 144A | 672,118 |
| 560,000 | MASSMUTUAL GBL 2% 4/5/17 144A | 577,199 |
| 57,000 | MCKESSON CORP 0.95% 12/04/15 | 57,116 |
| 270,000 | MBALT 2012-A A3 1.14% 11/14 | 271,199 |
| 309,083 | MBART 2011-1 A3 0.85% 3/15 | 309,922 |
| 348,000 | MERRILL LYNCH 5.45% 7/15/14 | 377,498 |
| 249,999 | MLMT 2005-MKB2 XP CSTR 9/42 | 193 |
| 124,000 | METLIFE INC STEP 12/15/17 | 126,001 |
| 500,000 | MET LIFE GBL 2.5 9/29/15 144A | 524,731 |
| 725,000 | MET LIFE GBL FD 2% 1/9/15 144 | 751,490 |
| 87,000 | MICROSOFT CORP .875% 11/15/17 | 86,623 |
| 1,050,000 | MLCFC 2006-3 A4 CSTR 7/46 | 1,211,830 |
| 430,000 | MIZUHO CORP BK 1.55 10/17 144A | 431,643 |
| 62,000 | MONUMENTAL GBL 5.5% 4/13 144A | 63,541 |
| 240,000 | MORGAN STANLEY 4% 7/24/15 | 255,277 |
| 38,250 | MSC 03-IQ4 A2 4.07 5/40 | 38,513 |
| 96,529 | MSC 03-T11 A4 5.15 6/41 | 98,223 |
| 510,000 | MORGAN STANLEY 2.875% 1/25/14 | 524,965 |

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|-----------------|--------------------------------|---------------------------------------------|
| 89,000 | MORGAN STANLEY 2.875% 7/28/14 | 92,046 |
| 240,000 | MORGAN STANLEY 6% 5/13/14 | 256,073 |
| 100,000 | MORGAN STANL MTN 4.2% 11/20/14 | 104,817 |
| 110,000 | MORGAN STANLEY 4.1% 1/26/15 | 116,579 |
| 230,000 | MORGAN STANLEY 3.45% 11/2/15 | 240,920 |
| 272,447 | MSBAM 2012-C5 A1 .916% 8/45 | 274,106 |
| 470,000 | MSBAM 2012-C5 A2 1.972% 8/45 | 488,080 |
| 350,000 | NCUA GTD NTS MA 1.4% 6/12/15 | 358,003 |
| 280,000 | NATIONAL AUSTR NY BR 2% 3/9/15 | 288,422 |
| 280,000 | NATIONAL AUSTR 1.6% 8/07/15 | 285,976 |
| 730,000 | NEW YORK LIFE 1.3% 10/17 144A | 734,223 |
| 289,000 | NYLIFE GLB4.65% 5/9/13 144A | 294,986 |
| 93,704 | NALT 2010-B A3 1% 12/15/13 | 93,816 |
| 120,000 | NALT 2010-B A4 1.27% 10/16 | 120,414 |
| 390,000 | NALT 2 11-A ABS 1.04% 8/15/14 | 391,410 |
| 200,000 | NALT 2011-B A3 0.92% 2/15 | 200,887 |
| 200,000 | NAROT 2011-B A3 0.87% 2/16 | 201,485 |
| 215,000 | NAROT 2011-A A3 1.18% 2/15 | 216,104 |
| 370,000 | NORDEA BK AG 1.75 10/4/13 144A | 375,040 |
| 59,410 | NEF 2005-1 A5 4.74% 10/45 | 57,862 |
| 270,000 | OCCIDENTAL PETE 1.75% 2/15/17 | 278,565 |
| 130,000 | PG&E CORP 5.75% 4/01/14 | 139,650 |
| 264,000 | PNCFUND MTN 3.625% 2/8/15 | 283,257 |
| 320,000 | PNC FUND CORP MTN 3% 5/19/14 | 331,860 |
| 320,000 | PACIFIC GAS & ELEC 6.25% 12/13 | 337,856 |
| 245,000 | PEPSICO INC 7.9% 11/01/18 | 333,711 |
| 380,000 | PHILIP MORS INT 2.5% 5/16/16 | 400,765 |
| 140,000 | PHILIP MORRIS 1.125% 8/21/17 | 140,071 |
| 220,000 | PRICOA GLB 1 MTN5.45 6/14 144A | 235,633 |
| 280,000 | RIO TINTO FIN 1.625% 8/21/17 | 285,038 |
| 110,000 | ROYAL BK CANADA 1.125 1/15/14 | 111,312 |
| 580,000 | ROYAL BK CDA GBL .8% 10/30/15 | 580,071 |
| 369,000 | ROYAL BK CANADA 2.3% 7/20/16 | 388,236 |
| 465,000 | ROYAL BK CANADA 1.45% 10/30/14 | 474,148 |
| 343,000 | ROYAL BK SCOTLND 2.55% 9/18/15 | 353,505 |
| 450,000 | ROYAL BK SCOT 4.875 8/14 144A | 482,230 |
| 566,000 | SLMA 2012-7 A2 1ML+28 9/19 | 565,638 |
| 260,000 | SEMPRA ENERGY 2% 3/15/14 | 265,465 |
| 430,000 | SHELL INTL FIN 1.125% 8/21/17 | 433,609 |
| 500,000 | SHELL INTL FIN .625% 12/04/15 | 501,968 |
| 290,000 | SHERWIN WILLIAM 1.35% 12/15/17 | 289,513 |
| 62,000 | SIMON PROPERTY 2.8% 1/30/17 | 66,131 |
| 300,000 | SIMON PROPERTY 2.15% 9/15/17 | 312,969 |
| 467,000 | SOUTHERN CO 2.375% 9/15/15 | 489,565 |
| 510,000 | SUMITOMO BK 1.95% 1/14/14 144A | 519,726 |
| 420,000 | SUMITOMO MITSUI BKG 1.8% 7/17 | 431,274 |

TWC Savings Plan
 EIN: #84-1496755 Plan: #019

Schedule H, Part IV, Line 4(i) - Schedule of Assets
 (Held at End of Year)

| Shares or Units | Description of Investment | Current Value as of December 31, 2012 ** |
|-----------------|--------------------------------|---------------------------------------------|
| 519,000 | TORONTO DOM BK 2.5% 7/14/16 | 551,884 |
| 800,000 | TORONTO DOMINI 2.375% 10/19/16 | 844,223 |
| 260,000 | TOTAL CAP CDA 1.625% 1/28/14 | 265,356 |
| 283,000 | TOTAL CAPITAL SA 1.5% 2/17/17 | 286,682 |
| 280,000 | TOTAL CAP INTL 1.55% 6/28/17 | 284,254 |
| 430,000 | TOYOTA MOTOR CRD 1.25% 10/5/17 | 434,183 |
| 292,000 | TRANSCAPIT 5.67% 3/5/14 144A | 310,475 |
| 250,000 | UBS AG STAMFORD 2.25% 1/28/14 | 256,001 |
| 251,190 | UBSBB 2012-C2 A1 1.006% 5/63 | 253,539 |
| 152,595 | UBSCM 2012-C1 A1 1.032% 5/45 | 154,010 |
| 230,000 | UBSCM 2012-C1 A2 2.180% 5/45 | 240,623 |
| 190,000 | UBSBB 2012-C4 A1 .6728 12/45 | 189,921 |
| 307,000 | USAA CAPITAL 1.05% 9/14 144A | 309,187 |
| 580,000 | UNION BK NA 3% 6/6/16 | 615,051 |
| 6,940,000 | USTN 3.125% 10/31/16 | 7,659,046 |
| 2,823,000 | USTN 1.375% 11/30/15 | 2,907,502 |
| 14,188,000 | USTN 1% 9/30/16 | 14,480,575 |
| 9,844,000 | USTN .875% 11/30/16 | 9,980,029 |
| 45,479,000 | USTN .875% 4/30/17 | 46,054,160 |
| 30,000,000 | USTN .25% 9/15/15 | 29,940,279 |
| 5,000,000 | USTN .25% 10/15/15 | 4,987,652 |
| 209,000 | UNITEDHEALTH GRP 1.875% 11/16 | 215,663 |
| 84,000 | UNITEDHEALTH GRP .85% 10/15/15 | 84,405 |
| 60,000 | UNITEDHEALTH GRP 1.4% 10/15/17 | 60,233 |
| 562,000 | VERIZON COM 2% 11/1/16 | 583,335 |
| 290,000 | VERIZON COMM 1.1% 11/01/17 | 289,067 |
| 510,000 | VERIZON WIRELESS 5.55% 2/1/14 | 547,163 |
| 128,000 | VODAFONE GRP PLC 4.15% 6/10/14 | 134,607 |
| 645,379 | VALET 2011-1 A3 1.22% 6/15 | 648,808 |
| 45,871 | VWALT 2010-A A3 0.99% 11/13 | 45,907 |
| 70,761 | VWALT 2011-A A2 1% 2/14 | 70,860 |
| 188,597 | VALET 2012-1 A2 .61 10/14 | 188,811 |
| 465,000 | VW INTL FIN NV 1.625 3/15 144A | 473,421 |
| 270,000 | VOLKSWAGEN 2.375% 3/22/17 144A | 279,769 |
| 290,000 | VOLKSWAGEN 1.6% 11/20/17 144A | 289,931 |
| 71,591 | WFRBS 2011-C5 A1 1.456 11/44 | 72,756 |
| 153,366 | WFRBS 2012-C8 A1 .864% 8/45 | 154,169 |
| 270,000 | WFRBS 2012-C8 A2 1.881% 8/45 | 278,782 |
| 480,000 | WBCMT 2006-C23 A5 CSTR 1/45 | 544,961 |
| 130,000 | WBCMT 2006-C25 A5 CSTR 5/43 | 150,384 |
| 31,227 | WBCMT 05-C16 APB 4.692% 10/41 | 31,991 |
| 287,540 | WBCMT 2003-C9 A4 5.012 12/35 | 296,490 |
| 4,032,212 | WBCMT 2007-C30 XP CSTR 12/43 | 25,389 |
| 192,717 | WBCMT 2007-C31A A2 5.421% 4/47 | 199,081 |
| 301,000 | WAL MART STORES 2.25% 7/08/15 | 316,597 |
| 250,000 | WAL MART STORES 2.8% 4/15/16 | 268,034 |

TWC Savings Plan
 EIN: #84-1496755 Plan: #019

Schedule H, Part IV, Line 4(i) - Schedule of Assets
 (Held at End of Year)

| Shares or Units | Description of Investment | Current Value as of December 31, 2012 ** |
|-----------------|------------------------------------------------------------------------------------------------|---------------------------------------------|
| 83,000 | WELLPOINT INC 1.25% 9/10/15 | 83,970 |
| 150,000 | WELLPOINT INC 1.875% 1/15/18 | 152,672 |
| 483,000 | WELLS FARGO & CO 1.25% 2/13/15 | 489,814 |
| 930,000 | WELLS FARGO&COM 3.676% 6/15/16 | 1,015,232 |
| 436,000 | WESTPAC BK CORP 1.85% 12/09/13 | 442,856 |
| 513,000 | WESTPAC BANKING CRP 2% 8/14/17 | 532,141 |
| 706,000 | WESTPAC BANKING 1.125% 9/25/15 | 714,600 |
| 370,000 | WOART 2012-A A3 0.64% 2/17 | 370,934 |
| 210,000 | WOART 2011-A A3 1.49% 10/14 | 211,258 |
| 190,000 | WOLS 2012-A A3 0.93% 11/15 | 191,374 |
| 180,000 | YALE UNIV MTN 2.9% 10/15/14 | 188,925 |
| - | Synthetic "Wrapper" | 344,808 |
| | Total Synthetic Investment Contracts | 273,056,473 |
| | Mutual Funds | |
| | Fidelity Brokerage Link* | 43,714,104 |
| | Total Mutual Funds | 43,714,104 |
| | Bonds, Notes and Debentures | |
| | Domestic Obligations | |
| 179,000 | GLITNIR 3ML+273.25 6/16 144A | 2,238 |
| 121,000 | GLITNIR BK MTN 6.33% 7/11 144A | 32,972 |
| 100,000 | KAUPTHING MTN 7.125% 5/19 144A | 1,250 |
| 279,000 | LANDSBANK IS MTN6.1% 8/11 144A | 16,740 |
| | Total Domestic Obligations | 53,200 |
| | Foreign Governmental Obligations | |
| 513,000 | KAUPTHING BK 7.625% 2/28/15 | 125,685 |
| | Total Foreign Government Obligations | 125,685 |
| | Total Bonds, Notes and Debentures | 178,885 |
| | Cash, Cash Equivalents, Temporary and Other Investments | |
| 29,987,361 | Fidelity Short Term Investment Fund MM* | 29,990,788 |
| 20,428,845 | State Street Bank Government Short Term Investment Fund* | 20,430,440 |
| | Cash | 61,867 |
| | Total Cash, Cash Equivalents, Temporary and Other Investments | 50,483,095 |
| | Loans to participants (interest rates from 4.00% to 10.50%, maturing through 2028)* | 83,925,131 |
| | Total Investments | \$ 1,843,091,401 |

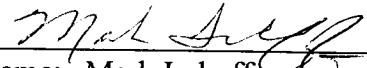
* Indicates party-in interest to the Master Trust

** Participant-directed investment, cost not required

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on their behalf by the undersigned hereunto duly authorized.

TWC SAVINGS PLAN

By: 
Name: Mark Imhoff
Chair of the Administrative Committee

Date: June 26, 2013

EXHIBIT INDEX

| <u>Exhibit Number</u> | <u>Description</u> | <u>Sequential Page Number</u> |
|---------------------------|--------------------------------------------------------------------------------|-----------------------------------|
| 23.1 | Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm | 43 |

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-160990) pertaining to the TWC Savings Plan (the "Plan") of Time Warner Cable Inc. of our report dated June 21, 2013, with respect to the financial statements and schedules of the Plan included in this Annual Report (Form 11-K) for the year ended December 31, 2012.

Ernst + Young LLP

New York, New York
June 21, 2013