

NOTICE OF GUARANTEED DELIVERY

CCO HOLDINGS, LLC and CCO HOLDINGS CAPITAL CORP.

**With Respect to the Offer to Purchase Any and All of the Outstanding
5.250% Senior Notes due 2021
(CUSIP No. 1248EP BB8)**

Pursuant to the Offer to Purchase dated September 18, 2019

This form of notice of guaranteed delivery, or a form substantially equivalent to this form, may be used to accept the Offer (as defined below) of CCO Holdings, LLC, a Delaware limited liability company and CCO Holdings Capital Corp., a Delaware corporation, to purchase for cash any and all of its outstanding 5.250% Senior Notes due 2021 (the “Notes”), upon the terms and subject to the conditions set forth in the Offer to Purchase, dated September 18, 2019 (as amended or supplemented from time to time, the “Offer to Purchase”), and in the related Letter of Transmittal (which together constitute the “Offer”) if (1) the Notes to be tendered are not immediately available, (2) time will not permit the Notes to be tendered or other required documents to reach the Information Agent and Tender Agent before the Expiration Time or (3) the procedures for book-entry transfer cannot be completed on a timely basis. In order to utilize the guaranteed delivery procedure to tender the outstanding Notes pursuant to the Offer to Purchase, this Notice of Guaranteed Delivery must be received by the Information Agent and Tender Agent before the Expiration Time. Capitalized terms used but not defined herein have the meanings ascribed to them in the related Letter of Transmittal.

The Information Agent and Tender Agent for the Offer is:

Global Bondholder Services Corporation

By Facsimile Transmission:
(For Eligible Institutions only):

(212) 430-3775

Confirmations:

(866) 807-2200

(212) 430-3774

By Hand, Overnight Delivery or Mail (Registered or Certified Mail Recommended):

Global Bondholder Services Corporation

65 Broadway – Suite 404

New York, New York 10006

Attention: Corporate Actions

DELIVERY OF THIS NOTICE OF GUARANTEED DELIVERY (THIS “NOTICE OF GUARANTEED DELIVERY”) TO AN ADDRESS OTHER THAN AS SET FORTH ABOVE, OR TRANSMISSION HEREOF VIA FACSIMILE OTHER THAN AS SET FORTH ABOVE, WILL NOT CONSTITUTE A VALID DELIVERY OF THE NOTICE OF GUARANTEED DELIVERY. THE METHOD OF DELIVERY OF THIS NOTICE OF GUARANTEED DELIVERY, AND ALL OTHER REQUIRED DOCUMENTS TO THE INFORMATION AGENT AND TENDER AGENT, INCLUDING DELIVERY THROUGH DTC AND ANY ACCEPTANCE OR AGENT’S MESSAGE DELIVERED THROUGH DTC’S AUTOMATED OFFER PROGRAM (“ATOP”), IS AT THE ELECTION AND RISK OF HOLDERS. NEITHER WE, THE DEALER MANAGER, THE INFORMATION AGENT AND TENDER AGENT, THE TRUSTEE NOR ANY OTHER PERSON WILL BE UNDER ANY DUTY TO GIVE NOTICE OF ANY DEFECTS OR IRREGULARITIES IN TENDERS OF NOTES, OR WILL INCUR ANY LIABILITY TO HOLDERS FOR FAILURE TO GIVE ANY SUCH NOTICE.

This Notice of Guaranteed Delivery is not to be used to guarantee signatures. If a signature on a Letter of Transmittal is required to be guaranteed by an Eligible Institution under the instructions thereto, such signature guarantee must appear in the applicable space provided in the signature box on the Letter of Transmittal.

The guarantee on page 4 must be completed.

Ladies and Gentlemen:

The undersigned hereby tenders to CCO Holdings, LLC, a Delaware limited liability company (“*CCO Holdings*”), and CCO Holdings Capital Corp., a Delaware corporation (together with CCO Holdings, the “*Company*”), upon the terms and subject to the conditions set forth in the Offer to Purchase, dated September 18, 2019 (as amended or supplemented from time to time, the “*Offer to Purchase*”), and in the related Letter of Transmittal (which together constitute the “*Offer*”), receipt of which is hereby acknowledged, the aggregate principal amount of the Company’s 5.250% Senior Notes due 2021 (the “*Notes*”) indicated below pursuant to the guaranteed delivery procedure described under “Procedures for Tendering Notes—Guaranteed Delivery Procedures” in the Offer to Purchase. If ATOP is used, the DTC participant need not complete and physically deliver the Notice of Guaranteed Delivery. However, each Holder will be bound by the terms of the Offer.

CCO Holdings, LLC and CCO Holdings Capital Corp. 5.250% Senior Notes due 2021 (CUSIP NO. 1248EP BB8)	
Principal Amount Being Tendered:*	
Name of DTC Participant: _____	
Address of DTC Participant: _____	
DTC Participant Number: _____	
Account Number: _____ Transaction Code Number: _____	
Name(s) of Registered Holder(s): _____	
Address(es) of Registered Holder(s): _____	

(Including zip code)	
Area Code and Telephone Number: _____ Date: _____	
Signature(s): _____	

* Unless otherwise indicated and subject to the terms and conditions described in the Offer to Purchase, a Holder will be deemed to have tendered the entire aggregate principal amount represented by the Notes indicated. Notices of Guaranteed Delivery may be submitted only in principal amounts equal to minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof. No alternative, conditional or contingent tenders will be accepted. Holders who tender less than all of their Notes must continue to hold Notes in the minimum denomination of \$2,000 principal amount.

GUARANTEE
(Not to be used for signature guarantee)

The undersigned, a member in good standing of a recognized Medallion Program approved by the Securities Transfer Association Incorporated, including the Security Transfer Agents Medallion Program, the New York Stock Exchange Medallion Signature Program and the Stock Exchanges Medallion Program (each, an “*Eligible Institution*”), hereby (i) represents that the above named persons are deemed to own the Notes tendered hereby, (ii) represents that such tender of Notes is being made by the guaranteed delivery procedures set forth in the Offer to Purchase and (iii) guarantees that timely confirmation of a book-entry transfer of such Notes into the Information Agent and Tender Agent’s account at The Depository Trust Company (pursuant to the procedures for book- entry transfer set forth in the Offer to Purchase), together with a properly completed and duly executed Letter of Transmittal (or facsimile thereof) with any required signature guarantees (or, in the case of a book-entry transfer, an Agent’s Message (as defined in the Offer to Purchase)) and any other documents required by the Letter of Transmittal, will be received by the Information Agent and Tender Agent at one of its addresses set forth above by the close of business on October 2, 2019, the third business day after the Expiration Time.

The Eligible Institution that completes this form must communicate the guarantee to the Information Agent and Tender Agent and must deliver the Letter of Transmittal, certificates for Notes and/or any other required documents to the Information Agent and Tender Agent within the time period shown above. Failure to do so could result in a financial loss to such Eligible Institution.

Name of Firm:

Address:

(Including Zip Code)

Area Code and Telephone Number:

Authorized Signature:

Name:

(Please Type or Print)

Title:

Dated: _____, 2019