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OTCQB Certification

I, Christopher W. Shean, Chief Financial Officer of Liberty Broadband Corporation ("the Company"), certify that:

a. The Company is registered with the SEC or exempt from SEC registration as indicated below (check one):
- ☐ Company is registered under Section 12g of the Exchange Act
- ☐ Company is relying on Exchange Act Rule 12g3-2(b)
- ☐ Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act
- ☐ Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator
- ☒ Other (describe) The Company's Series A common stock and Series C common stock have been registered under Section 12(b) of the Securities Exchange Act of 1934, as amended.

b. The Company is current in its reporting obligations as of the most recent fiscal year end and any subsequent quarters, and such information has been posted either on the SEC's EDGAR system or the OTC Disclosure & News Service, as applicable.

c. The Company Profile displayed on www.otcmarkets.com is current and complete as of November 4, 2014 and includes the total shares outstanding, authorized, and in the public float as of that date.

d. The following is a complete list of attorney(s) and law firm(s) who advised or assisted in the preparation of the Company's most recent annual report, including in-house counsel: (If no attorney assisted in putting together the disclosure, indicate the person or persons who prepared the disclosure and their relationship to the company.)

The Company did not file an annual report for the fiscal year ended December 31, 2013, as it was not yet subject to any SEC reporting obligations. The Company will file its first Annual Report on Form 10-K for the fiscal year ended December 31, 2014.

e. The following is a complete list of third party providers, including names and addresses, engaged by the Company, its officers, directors or controlling shareholders, during the period from the Company's prior fiscal year end to the date of this OTCQB Certification, to provide investor relations services, public relations services, or other related services to the Company including promotion of the Company or its securities:

Prior to the date of this OTCQB Certification, none of the Company, its officers, its directors or its controling shareholders engaged any third party providers with respect to the matters listed above.

f. Listed below are the names, legal addresses and % of shares owned by all Officers, Directors and Control Persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities). If any of the beneficial shareholders are corporate shareholders, the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders must also be included.

Name	Address (City and State only)	% Shares Owned
See Annex F		

Date: November 4, 2014

Name of Certifying CEO or CFO: Christopher W. Shean

OTC Markets

Title: Chief Financial Officer

Signature: _____

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Annex F

Attached is an excerpt from Amendment No. 3 to the Company's Registration Statement on Form S-1 (File No. 333-197619) filed with the SEC on October 23, 2014 (the "S-1"). The attached provides information regarding the anticipated ownership of the Company's common stock for (i) those individuals expected to be executive officers and directors of the Company following the spin-off of the Company from Liberty Media Corporation (the "Spin-Off") and (ii) the anticipated "Control Persons" following the Spin-Off. Defined terms used in the attached but not defined have the terms ascribed to them in the S-1.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Security Ownership of Certain Beneficial Owners

Prior to the Spin-Off, all of the outstanding shares of our common stock will be owned by Liberty. The following table sets forth information, to the extent known by Liberty or ascertainable from public filings, with respect to the estimated beneficial ownership of each person or entity who is expected to beneficially own more than five percent of the outstanding shares of any series of our common stock, assuming that the distribution had occurred at 5:00 p.m., New York City time, on August 31, 2014. The percentage voting power is presented on an aggregate basis for all series of our common stock.

The security ownership information for Broadband common stock has been estimated based upon the distribution ratio of 1-for-4 to holders of LMCA, LMCB and LMCK and outstanding stock information for Liberty's common stock as of August 31, 2014, and, in the case of percentage ownership information, has been estimated based upon 26,115,357 shares of our Series A common stock, 2,468,518 shares of our Series B common stock and 57,168,131 shares of our Series C common stock estimated to have been issued in the distribution assuming that the distribution had occurred at 5:00 p.m., New York City time, on August 31, 2014. However, because of the difficulty in determining in advance the precise effect of the distribution on outstanding option awards and stock appreciation rights with respect to shares of LMCA, LMCB and LMCK (see "The Spin-Off—Effect of the Spin-Off on Outstanding Liberty Incentive Awards" for more information), for purposes of the following presentation, we have not included beneficial ownership information with respect to any new option awards or stock appreciation rights with respect to shares of LMCA, LMCB or LMCK that may be received by the persons for whom beneficial ownership information is presented below.

So far as is known to Liberty, the persons indicated below would have sole voting power with respect to the shares estimated to be owned by them, except as otherwise stated in the notes to the table.

Name and Address of Beneficial Owner	Title of Class	Amount and Nature of Beneficial Ownership	Percent of Class (%)	Voting Power (%)
John C. Malone	LBRDA	350,290(1)(2)(3)(4)(5)	1.3	47.2
12300 Liberty Boulevard	LBRDB	2,363,835(1)(2)(6)	95.8	
Englewood, CO 80112	LBRDK	5,424,446(1)(2)(3)(4)(5)(6)	9.5	
Berkshire Hathaway Inc.	LBRDA	1,396,458(7)	5.3	2.7
3555 Farnam Street	LBRDB	—	—	
Omaha, NE 68131	LBRDK	2,792,917	4.9	
Horizon Kinetics LLC	LBRDA	1,543,768(8)	5.9	3.0
470 Park Avenue South, 4th Floor South	LBRDB	—	—	
New York, NY 10016	LBRDK	3,087,537	5.4	
S.A.C. Capital Advisors, L.P.	LBRDA	1,477,815(9)	5.7	2.9
77 Cummings Point Road	LBRDB	—	—	
Stamford, CT 06902	LBRDK	2,955,631	5.2	
Gates Capital Management, Inc.	LBRDA	1,488,454(10)	5.7	2.9
1177 Ave. of the Americas, 32nd Floor	LBRDB	—	—	
New York, NY 10036	LBRDK	2,976,908	5.2	

Name and Address of Beneficial Owner	Title of Class	Amount and Nature of Beneficial Ownership	Percent of Class (%)	Voting Power (%)
D.E. Shaw & Co., L.P.	LBRDA	1,310,427(11)	5.0	2.6
1166 Avenue of the Americas, 9th Floor	LBRDB	—	—	
New York, NY 10036	LBRDK	—	—	

(1) Includes 25,444 LBRDA shares, 57,641 LBRDB shares and 166,171 shares of LBRDK held by Mr. Malone's wife, Mrs. Leslie Malone, as to which shares Mr. Malone has disclaimed beneficial ownership.

(2) Includes 8,689 shares of LBRDA, 27,171 shares of LBRDB and 71,723 shares of LBRDK held by two trusts which are managed by an independent trustee, of which the beneficiaries are Mr. Malone's adult children and in which Mr. Malone has no pecuniary interest. Mr. Malone retains the right to substitute assets held by the trusts and has disclaimed beneficial ownership of the shares held by the trusts.

(3) Includes 4,312,746 shares of LBRDK pledged to Fidelity Brokerage Services, LLC (**Fidelity**) in connection with a margin loan facility extended by Fidelity to Mr. Malone and 186,729 shares of LBRDA and 371,680 shares of LBRDK pledged to Bank of America (**BoA**) in connection with a loan facility extended by BoA to Mr. Malone.

(4) Includes 62,500 shares of LBRDA and 125,000 shares of LBRDK held by The Malone Family Land Preservation Foundation and 50,760 shares of LBRDA and 98,921 shares of LBRDK held by The Malone Family Foundation, as to which shares Mr. Malone has disclaimed beneficial ownership.

(5) Includes shares held in the Liberty Media 401(k) Savings Plan as follows:

	LBRDA	LBRDK
John C. Malone	21	43

(6) Includes 122,649 shares of LBRDB and 245,298 shares of LBRDK held by a trust with respect to which Mr. Malone is the sole trustee and, with his wife, retains a unitrust interest in the trust.

(7) Based on Amendment No. 2 to Schedule 13G, dated February 14, 2014, filed by Berkshire Hathaway Inc. (**BH**), Warren E. Buffett (**WB**), GEICO Corporation (**GEICO**), National Indemnity Company (**NIC**), Government Employees Insurance Company (**GEIC**), BNSF Master Retirement Trust (**BNSF**), FlightSafety International Inc. Retirement Income Plan (**FIRIP**), Fruit of the Loom Pension Trust (**FLPT**), GEICO Corporation Pension Plan Trust (**GEICOT**), Johns Manville Corporation Master Pension Trust (**JMCMPT**) and R. Ted Weschler (**Wechsler**) with respect to 5,585,834 shares of LMCA, which states that (i) BH and WB have shared voting power and dispositive power over 5,300,000 of such shares, (ii) GEICO, NIC and GEIC have shared voting power and dispositive power over 2,677,660 of such shares, (iii) FIRIP has shared voting power and dispositive power over 270,000 of such shares, (iv) FLPT has shared voting power and dispositive power over 439,000 of such shares, (v) GEICOT has shared voting power and dispositive power over 975,000 of such shares, (vi) JMCMPT has shared voting power and dispositive power over 816,000 of such shares and (vii) BNSF has shared voting power and dispositive power over 122,340 of such shares. Wechsler has sole voting and dispositive power over 285,834 and shared dispositive power over 8,277 of such shares for which the other entities in the group disclaim beneficial ownership.

(8) Based on Schedule 13G, dated January 23, 2012, filed by Horizon Kinetics LLC (**Horizon**) with respect to 6,175,074 shares of LMCA, which states that Horizon has sole dispositive and sole voting power over such shares.

(9) Based on Schedule 13G, dated January 28, 2013, filed by S.A.C. Capital Advisors, L.P. (**SAC LP**), S.A.C. Capital Advisors, Inc. (**SAC Inc.**), S.A.C. Capital Associates, LLC (**SAC LLC**), CR Intrinsic Investors, LLC (**CR Intrinsic**) and Steven A. Cohen with respect to 5,911,262 shares of LMCA, which states that (i) SAC LP and SAC Inc. have shared voting power and dispositive power over 5,911,262 of such shares, (ii) SAC LLC has shared voting power and dispositive power over 5,909,200 of such shares, (iii) CR Intrinsic and Mr. Cohen have shared voting and dispositive power over 400,000 of such shares and (iv) Mr. Cohen has shared voting power and dispositive power over 5,911,262 of such shares. Each of SAC LP, SAC Inc., CR Intrinsic and Mr. Cohen disclaims beneficial ownership of such shares, and SAC LLC disclaims beneficial ownership of shares held by CR Intrinsic.

(10) Based on Schedule 13G, dated January 14, 2013, filed by Gates Capital Management, Inc., Gates Capital Partners, L.P., ECF Value Fund, L.P., ECF Value Fund II, L.P., ECF Value Fund International, Ltd. and Jeffrey L. Gates with respect to 5,953,817 shares of LMCA, which states that each of such entities or persons has shared voting power and dispositive power over such shares.

(11) Based on Schedule 13G, dated August 25, 2014, filed by D.E. Shaw & Co., L.P. (**D.E. Shaw**) and David E. Shaw with respect to 5,241,709 shares of LMCA, which states that such shares are comprised of (i) 3,786,705 shares in the name of D. E. Shaw Kalon Portfolios, L.L.C., (ii) exposure to 370,000 shares through derivative instruments in the name of D. E. Shaw Kalon Portfolios, L.L.C., (iii) 514,614 shares in the name of D. E. Shaw Valence Portfolios, L.L.C., (iv) 11,000 shares that D. E. Shaw Valence Portfolios, L.L.C. has the right to acquire through the exercise of listed call options, (v) 165,887 shares in the name of D. E. Shaw Oculus Portfolios, L.L.C. and (vi) 393,503 shares under the management of D. E. Shaw Investment Management, L.L.C., and that D.E. Shaw and Mr. Shaw each have shared voting power over 5,097,809 of such shares and shared dispositive power over the 5,241,709 shares.

Security Ownership of Management

The following table sets forth information with respect to the estimated beneficial ownership by each person who is expected to serve as an executive officer or director of Broadband and all of such persons as a group of shares of our Series A common stock, Series B common stock and Series C common stock, assuming that the distribution had occurred at 5:00 p.m., New York City time, on August 31, 2014. The percentage voting power is presented on an aggregate basis for all series of our common stock.

The security ownership information for Broadband common stock has been estimated based upon the distribution ratio of 1-for-4 to holders of LMCA, LMCB and LMCK and outstanding stock information for Liberty's common stock as of August 31, 2014, and, in the case of percentage ownership information, has been estimated based upon 26,115,357 shares of our Series A common stock, 2,468,518 shares of our Series B common stock and 57,168,131 shares of our Series C common stock estimated to have been issued in the distribution assuming that the distribution had occurred at 5:00 p.m., New York City time, on August 31, 2014.

Shares of restricted stock that will be issued pursuant to the transitional plan are included in the outstanding share numbers provided throughout this prospectus. However, because of the difficulty in determining in advance the precise effect of the distribution on outstanding option awards and stock appreciation rights with respect to shares of LMCA, LMCB and LMCK for our directors and named executive officers (see "The Spin-Off—Effect of the Spin-Off on Outstanding Liberty Awards" for more information), for purposes of the following presentation, we have not included beneficial ownership information with respect to any new option awards or stock appreciation rights with respect