

## OTCQB Certification

I, Mark Carleton, Chief Financial Officer of Liberty Broadband Corporation ("the Company"), certify that:

a. The Company is registered or required to file periodic reporting with the SEC or is exempt from SEC registration as indicated below (mark the box below that applies with an "X"):

- Company is registered under Section 12(g) 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
- Company is reporting under Section 15(d) of the Exchange Act.
- Company is reporting under the Alternative Reporting Company Disclosure Guidelines
- 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 May 2, 2019 and includes the total shares outstanding, authorized, and in the public float as of that date.

d. Please provide the following information as of the latest practicable date:

i. Number of Beneficial Owners holding at least 100 shares: See Annex D as of See Annex D

("Beneficial Owner" shall mean any person who, directly or indirectly has or shares voting power of such security or investment power, which includes the power to dispose, or to direct the disposition of, such security.)

ii. Number of shares in the Public Float: See Annex D as of See Annex D

("Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding, or any Affiliates thereof, or any Immediate Family Members of officers, directors and control persons.)

e. The company is duly organized, validly existing and in good standing under the laws of Delaware in which the Company is organized or does business.

f. Identify any law firm and attorney(s) that acted as the Company's primary legal counsel in preparing its most recent annual report. Include the firm and attorney(s) name if outside counsel, or name and title if internal counsel. (If no attorney assisted in putting together the disclosure, the Company must identify the person or persons who prepared the disclosure and their relationship to the company.) Please also identify any other attorney, if different than the primary legal counsel, that assisted the company during the prior fiscal year on any matter including but not limited to, preparation of disclosure, press releases, consulting services, corporate action or merger assistance, etc.

Baker Botts L.L.P.; Sherman & Howard L.L.C.; Legal Department, Liberty Broadband Corporation

g. 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, marketing, brand awareness, consulting, stock promotion, or any other related services to the Company.

Sloane & Company LLC, 7 Times Square Tower, 17<sup>th</sup> Floor, New York, NY 10036

h. The following is a complete list of 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), including name, address, and number of shares owned. Options and warrants that can be converted into common shares within the next 60 days should be included in the shareholdings listed below. If any of the beneficial shareholders are corporate entities, provide the name and address of the person(s) owning or controlling such corporate entities.

Name	Address (City and State Only)	Number of Shares Owned
See Annex H		

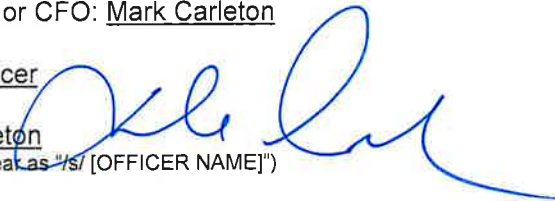
Date: May 7, 2019

Name of Certifying CEO or CFO: Mark Carleton

Title: Chief Financial Officer

Signature: /s/ Mark Carleton

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



## Annex D

- (i) As of April 1, 2019, there were at least 60 holders of Liberty Broadband Corporation's ("LBC") Series B common stock ("LBRDB") holding at least 100 shares of LBRDB.
- (ii) As of February 28, 2019, there were 81,514 shares of LBRDB in the public float for such series of stock. This is based on publicly available information or information known by the company. For purposes of this calculation, "officers" has been limited to executive officers of the company (see Annex H).

Note: this information is being provided only for LBRDB, which is the only series of LBC common stock listed over-the-counter. Information in this Annex D is not being provided for LBC's Series A common stock or Series C common stock, as those series of common stock are listed on the Nasdaq Global Select Market.

Please contact the company for additional information.

# Annex H

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

### SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS

The following table sets forth information concerning shares of our common stock beneficially owned by each person or entity known by us to own more than five percent of the outstanding shares of LBRDA and LBRDB, which are our company's voting securities. Beneficial ownership of our common stock is set forth below only to the extent known by us or ascertainable from public filings.

The security ownership information is given as of February 28, 2019, and, in the case of percentage ownership information, is based upon (1) 26,325,066 shares of LBRDA, (2) 2,454,520 shares of LBRDB and (3) 152,635,990 shares of LBRDK, in each case, outstanding on that date. The percentage voting power is presented on an aggregate basis for all series of common stock. LBRDK shares are, however, non-voting and, therefore, in the case of percentage voting power, are not included.

Name and Address of Beneficial Owner	Title of Series	Amount and Nature of Beneficial Ownership	Percent of Series (%)	Voting Power (%)
<b>John C. Malone</b> c/o Liberty Broadband Corporation 12300 Liberty Boulevard Englewood, CO 80112	LBRDA	1,282,331 <sup>(1)</sup>	4.9	49.0
	LBRDB	2,363,834 <sup>(1)</sup>	96.3	
	LBRDK	3,145,987 <sup>(1)</sup>	2.1	
<b>Clearbridge Investments, LLC</b> 620 8th Avenue New York, NY 10018	LBRDA	1,954,672 <sup>(2)</sup>	7.4	3.8
	LBRDB	-	-	
	LBRDK	3,013,433 <sup>(3)</sup>	2.0	
<b>The Vanguard Group</b> 100 Vanguard Boulevard Malvern, PA 19355	LBRDA	1,770,721 <sup>(4)</sup>	6.7	3.5
	LBRDB	-	-	
	LBRDK	10,331,758 <sup>(5)</sup>	6.8	
<b>BlackRock, Inc.</b> 55 East 52nd Street New York, NY 10055	LBRDA	1,574,590 <sup>(6)</sup>	6.0	3.1
	LBRDB	-	-	
	LBRDK	8,006,202 <sup>(7)</sup>	5.3	
<b>FPR Partners, LLC</b> 199 Fremont Street, Suite 2500 San Francisco, CA 94105	LBRDA	1,390,751 <sup>(8)</sup>	5.3	2.7
	LBRDB	-	-	
	LBRDK	1,134,150 <sup>(9)</sup>	*	
<b>FMR LLC</b> 245 Summer Street Boston, MA 02210	LBRDA	1,320,714 <sup>(10)</sup>	5.0	2.6
	LBRDB	-	-	
	LBRDK	4,964 <sup>(11)</sup>	*	

\* Less than 1%

(1) Information with respect to shares of our common stock beneficially owned by Mr. Malone, our Chairman of the Board, is also set forth in "Security Ownership of Management."

(2) Based on Amendment No. 4 to Schedule 13G, filed February 14, 2019 by Clearbridge Investments, LLC (Clearbridge) with respect to LBRDA shares, which states that Clearbridge has sole voting power over 1,929,075 shares and sole dispositive power over 1,954,672 shares.

(3) Based on Form 13F, filed February 14, 2019 by Clearbridge, which states that Clearbridge has shared investment discretion over 3,013,443 LBRDK shares and sole voting power over 2,959,442 shares.

(4) Based on Amendment No. 4 to Schedule 13G, filed February 12, 2019 by The Vanguard Group (Vanguard), which states that with respect to shares of LBRDA, Vanguard has shared dispositive power over 9,407 shares, sole dispositive power over 1,761,314 shares and sole voting power over 9,407 shares.

(5) Based on Amendment No. 4 to Schedule 13G, filed February 12, 2019 by Vanguard with respect to shares of LBRDK, which states that, with respect to shares of LBRDK, Vanguard has shared dispositive power over 102,289 shares, sole dispositive power over 10,229,469 shares, shared voting power over 19,524 shares and sole voting power over 83,463 shares.

- (6) Based on Amendment No. 4 to Schedule 13G, filed February 6, 2019 by BlackRock, Inc. (BlackRock) with respect to shares of LBRDA, which states that BlackRock has sole voting power over 1,483,960 shares and sole dispositive power over 1,574,590 shares.
- (7) Based on Schedule 13G, filed February 8, 2019 by BlackRock with respect to shares of LBRDK, which states that BlackRock has sole voting power over 7,271,299 shares and sole dispositive power over 8,006,202 shares.
- (8) Based on Schedule 13G, filed February 14, 2019 jointly by FPR Partners, LLC (FPR), Andrew Raab and Bob Peck, which states that FPR has sole voting power and sole dispositive power over 1,390,751 LBRDA shares and, Mr. Raab and Mr. Peck have shared voting power and shared dispositive power over 1,390,751 LBRDA shares. FPR, Mr. Raab and Mr. Peck each disclaim beneficial ownership over such shares except to the extent of such reporting person's pecuniary interest therein.
- (9) Based on Form 13F, filed February 14, 2019 by FPR, which states that FPR has sole investment discretion and sole voting power over 1,134,150 LBRDK shares.
- (10) Based on Schedule 13G, filed February 13, 2019, jointly by FMR, LLC (FMR) and Abigail Johnson, which states that FMR has sole voting power over 2,209 LBRDA shares and FMR and Ms. Johnson have sole dispositive power over 1,320,714 LBRDA shares.
- (11) Based on Form 13F, filed February 13, 2019 by FMR, which states that FMR has shared investment discretion and sole voting power over 4,964 LBRDK shares.

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

### SECURITY OWNERSHIP OF MANAGEMENT

The following table sets forth information with respect to the ownership by each of our directors and named executive officers (as defined herein) and by all of our directors and executive officers as a group of shares of LBRDA, LBRDB and LBRDK. The security ownership information with respect to our common stock is given as of February 28, 2019, and, in the case of percentage ownership information, is based upon (1) 26,325,066 shares of LBRDA, (2) 2,454,520 shares of LBRDB and (3) 152,635,990 shares of LBRDK, in each case, outstanding on that date. The percentage voting power is presented on an aggregate basis for all series of common stock. LBRDK shares are, however, non-voting and, therefore, in the case of percentage voting power, are not included.

Shares of common stock issuable upon exercise or conversion of options, warrants and convertible securities that were exercisable or convertible on or within 60 days after February 28, 2019 are deemed to be outstanding and to be beneficially owned by the person holding the options, warrants or convertible securities for the purpose of computing the percentage ownership of that person and for the aggregate percentage owned by the directors and named executive officers as a group, but are not treated as outstanding for the purpose of computing the percentage ownership of any other individual person. For purposes of the following presentation, beneficial ownership of shares of LBRDB, though convertible on a one-for-one basis into shares of LBRDA, are reported as beneficial ownership of LBRDB only, and not as beneficial ownership of LBRDA. So far as is known to us, the persons indicated below have sole voting and dispositive power with respect to the shares indicated as owned by them, except as otherwise stated in the notes to the table.

Name	Title of Series	Amount and Nature of Beneficial Ownership (In thousands)	Percent of Series (%)	Voting Power (%)
<b>John C. Malone</b> Chairman of the Board	LBRDA	1,282 <sup>(1)(2)(3)</sup>	4.9	49.0
	LBRDB	2,364 <sup>(1)(4)(5)</sup>	96.3	
	LBRDK	3,146 <sup>(1)(2)(3)(5)</sup>	2.1	
<b>Gregory B. Maffei</b> President, Chief Executive Officer and Director	LBRDA	750 <sup>(6)(7)(8)(9)</sup>	2.8	1.6
	LBRDB	9	*	
	LBRDK	2,584 <sup>(6)(7)(8)(9)</sup>	1.7	
<b>Richard R. Green</b> Director	LBRDA	** <sup>(10)</sup>	*	*
	LBRDB	-	-	
	LBRDK	22 <sup>(6)(10)</sup>	*	
<b>J. David Wargo</b> Director	LBRDA	93 <sup>(11)(12)</sup>	*	*
	LBRDB	-	-	
	LBRDK	304 <sup>(6)(11)(12)</sup>	*	
<b>John E. Welsh III</b> Director	LBRDA	5	*	*
	LBRDB	-	-	
	LBRDK	15 <sup>(6)</sup>	*	
<b>Richard N. Baer</b> Chief Legal Officer	LBRDA	-	-	-
	LBRDB	-	-	
	LBRDK	-	-	
<b>Mark D. Carleton</b> Chief Financial Officer	LBRDA	18 <sup>(6)</sup>	*	*
	LBRDB	-	-	
	LBRDK	73 <sup>(6)</sup>	*	
<b>Albert E. Rosenthaler</b> Chief Corporate Development Officer	LBRDA	17	*	*
	LBRDB	-	-	
	LBRDK	35	*	

Name	Title of Series	Amount and Nature of Beneficial Ownership (In thousands)	Percent of Series (%)	Voting Power (%)
All directors and executive officers as a group (8 persons)	LBRDA	2,165 <sup>(1)(2)(3)(6)(7)(8)(9)(10)(11)(12)</sup>	8.1	50.6
	LBRDB	2,373 <sup>(1)(4)(5)</sup>	96.7	
	LBRDK	6,179 <sup>(1)(2)(3)(5)(6)(7)(8)(9)(10)(11)(12)</sup>	4.0	

\* Less than one percent

\*\* Less than 1,000 shares

- (1) Includes 25,444 LBRDA shares, 57,641 LBRDB shares and 216,024 LBRDK shares held by Mr. Malone's wife, Mrs. Leslie Malone, as to which shares Mr. Malone has disclaimed beneficial ownership.
- (2) Includes 153,226 shares of LBRDA and 1,803,500 shares of LBRDK pledged to Fidelity Brokerage Services, LLC (Fidelity) in connection with a margin loan facility; one share of LBRDA and 725 shares of LBRDK pledged to Merrill Lynch, Pierce, Fenner & Smith Incorporated (Merrill Lynch) in connection with certain margin loan facilities extended by Merrill Lynch; and 1,000,000 shares of LBRDA and 524,343 shares of LBRDK pledged to Bank of America (BoA) in connection with loan facilities extended by BoA.
- (3) Includes 62,500 shares of LBRDA and 186,875 shares of LBRDK held by The Malone Family Land Preservation Foundation and 41,160 shares of LBRDA held by The Malone Family Foundation, as to which shares Mr. Malone has disclaimed beneficial ownership.
- (4) Includes 27,171 shares of LBRDB 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.
- (5) Includes 122,649 shares of LBRDB and 414,520 shares of LBRDK held by two trusts with respect to which Mr. Malone is the sole trustee and, with his wife, retains a unitrust interest in the trusts.
- (6) Includes beneficial ownership of shares that may be acquired upon exercise of, or which relate to, stock options exercisable within 60 days after February 28, 2019.

	LBRDA	LBRDK
Gregory B. Maffei	290,395	1,336,838
Mark D. Carleton	18,248	36,878
Richard R. Green	-	21,707
J. David Wargo	-	25,102
John E. Welsh, III	-	14,757
Total	308,643	1,435,282

- (7) Includes 86,248 shares of LBRDA and 208,198 shares of LBRDK held by the Maffei Foundation, as to which shares Mr. Maffei has disclaimed beneficial ownership.
- (8) Includes 234,750 shares of LBRDA and 614,252 shares of LBRDK held by a grantor retained annuity trust.
- (9) Includes 11,097 LBRDA shares and 396,834 LBRDK shares, which are available in support of a line of credit with Morgan Stanley Private Bank, National Association.
- (10) Includes 165 shares of LBRDA and 429 shares of LBRDK held by Mr. Green's wife, as to which Mr. Green disclaims beneficial ownership.
- (11) Includes 901 shares of LBRDA and 2,357 shares of LBRDK held by Mr. Wargo's spouse and 4,265 shares of LBRDA and 11,168 shares of LBRDK held by Mr. Wargo's brother as to which, in each case, Mr. Wargo has disclaimed beneficial ownership.
- (12) Includes (i) 83,364 shares of LBRDA and 254,434 shares of LBRDK pledged to Fidelity in connection with a margin loan facility extended by Fidelity to Mr. Wargo; and (ii) 1,200 shares of LBRDA and 1,200 shares of LBRDK held by Mr. Wargo's brother that are pledged to Fidelity in connection with a margin loan facility extended by Fidelity to Mr. Wargo's brother.

## CHANGES IN CONTROL

We know of no arrangements, including any pledge by any person of our securities, the operation of which may at a subsequent date result in a change in control of our company.