

August 10, 2015

Via Electronic Filing

Ms. Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

Re: WC Docket No. 15-135, Update Regarding the Transfer of Control of Cequel Corporation

Dear Ms. Dortch:

Cequel Corporation (“Cequel”) and Altice N.V. (“Altice,” and together with Cequel, the “Parties”), through undersigned counsel, hereby submit this letter to update certain information regarding the pending transfer of control of Cequel (the “Transaction”).

As described in the application filed on June 3, 2015, in the above-referenced docket (the “Application”), Altice S.A., through certain of its wholly-owned subsidiaries, agreed to acquire a 70% interest in, and ultimate control of, Cequel and its subsidiaries pursuant to a Purchase and Sale Agreement (“Purchase Agreement”) entered into on May 19, 2015. The Commission currently is reviewing the Application. As previously noted, the Transaction is expected to close in the fourth quarter of 2015.

Altice S.A., a publicly traded Luxembourg company, recently completed a *pro forma* corporate reorganization (the “Reorganization”) unrelated to the Transaction that resulted in a stock split and the substitution of Altice N.V., a Dutch public company, for Altice S.A., as the ultimate parent of the Altice group, and thus the ultimate parent of Cequel upon closing of the Transaction. In connection with the Reorganization Altice S.A. merged with and into New Athena B.V., a newly formed Dutch private limited liability company, with New Athena B.V. as the acquiring entity and Altice S.A. as the company ceasing to exist (the “Merger”). Immediately prior to completion of the Merger, New Athena B.V. was converted into a Dutch public company and renamed Altice N.V.

Pursuant to the Merger, the shareholders of Altice S.A. were granted shares in Altice N.V. pro rata to their interest in Altice S.A. Thus, the ownership interests of Altice N.V. are the same as the former Altice S.A., which was described in the Application, and Patrick Drahi will remain the controlling shareholder.¹ The officers and directors of Altice N.V. also are the same as the former Altice S.A., as described in the Application, except that (1) Jurgen van Breukelen, a Dutch national, has joined the Altice N.V. Board of Directors as Chairman, with Patrick Drahi

¹ The precise size of Mr. Drahi’s voting interest may increase if shareholders elect to exercise certain conversion rights provided in connection with the Reorganization.

becoming Altice N.V.'s President; and (2) A4 S.A., a Luxembourg public company, has replaced Jérémie Bonnin on the Altice N.V. Board of Directors, with A4 S.A. serving as Vice-President and Mr. Bonnin serving as A4 S.A.'s permanent representative, in addition to retaining his position as General Secretary.

Except for the changes noted above, all statements in the Application regarding the ultimate post-Transaction ownership and control of Cequel and its licensee subsidiaries remain accurate. A post-Transaction organizational chart, reflecting the Reorganization, is attached hereto as Exhibit A. For ease of comparison, a copy of the post-Transaction organizational chart originally submitted with the Application is attached hereto as Exhibit B.

Altice N.V. is a public company under Dutch law, having its official seat in Amsterdam, the Netherlands, and is registered with the Dutch trade register under number 63329743.

This letter is provided for informational purposes to ensure the accuracy of the Commission's records. Because the Reorganization did not result in any substantive change in Altice's ownership or control, the Parties respectfully request that the Commission expeditiously complete its review of the Transaction based on the record in this docket and approve the requested transfer of control to Altice N.V.

Respectfully submitted,

CEQUEL CORPORATION

ALTICE N.V.

/s/

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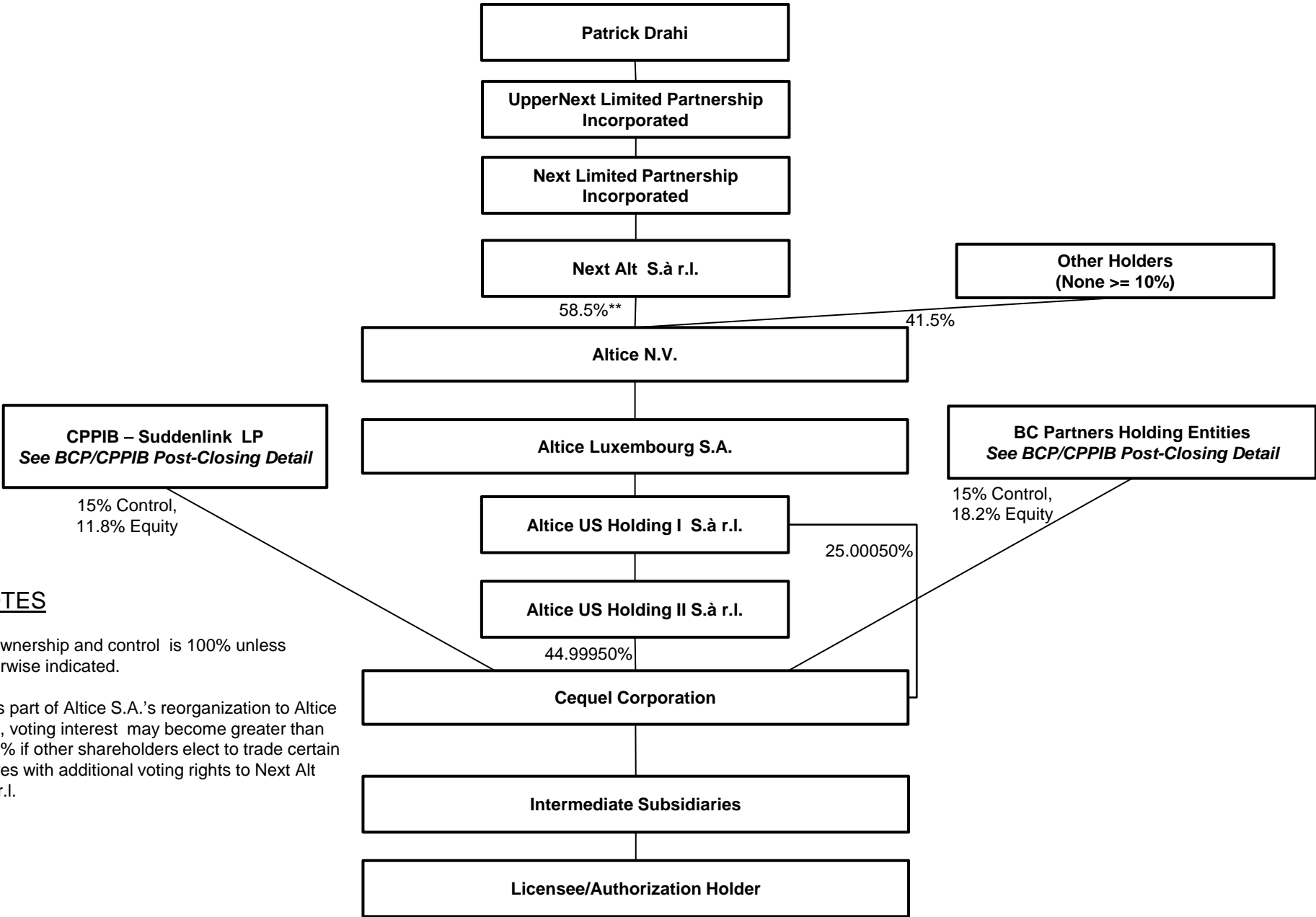
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Exhibit A

Altice N.V.
Post-Closing Organizational Chart (Overview)



NOTES

All ownership and control is 100% unless otherwise indicated.

** As part of Altice S.A.'s reorganization to Altice N.V., voting interest may become greater than 58.5% if other shareholders elect to trade certain shares with additional voting rights to Next Alt S.à r.l.

Exhibit B

Altice S.A.
Post-Closing Organizational Chart (Overview)

