

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In the Matter of the Application of)	
)	
Cequel Corporation,)	File No. ITC-T/C-2015_____
)	
Transferor)	WC Docket No. _____
)	
and)	
)	
Altice S.A.,)	
)	
Transferee)	
)	
Application for Authority Pursuant to Section)	
214 of the Communications Act of 1934, as)	
Amended, to Transfer Control of Domestic and)	
International Section 214 Authorizations)	
)	

JOINT APPLICATION

Pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214 (the “Act”), and Part 63 of the Commission’s Rules, 47 C.F.R. § 63.01, *et seq.*, Altice S.A., a Luxembourg Société Anonyme (“Altice” or “Transferee”), and Cequel Corporation, a Delaware corporation (“Cequel” and together with Altice the “Applicants”) respectfully request Commission approval to consummate a transaction (the “Transaction”) whereby Altice will acquire ultimate control of Cequel and its subsidiaries, including Cequel Communications Holdings, LLC (“Cequel Holdings”), Cebridge Telecom Limited, LLC (“Cebridge Limited”) and Cebridge Telecom TX, L.P. (“Cebridge TX,” and together with Cequel Holdings and Cebridge Limited, the “Licensees”). The Licensees hold domestic and international Section 214

authorizations to provide telecommunications services. As specified below, the Applicants respectfully request that this Application be accorded streamlined treatment.

The proposed Transaction is in the public interest because it will provide Cequel access to Altice's operational expertise, scale and resources, thereby allowing Cequel and its subsidiaries to become even more robust competitors in the marketplace for telecommunications services. The Transaction will result in a change in the ultimate equity ownership of Cequel and its subsidiaries, with the existing majority shareholders retaining approximately 30 percent; it will not result in an assignment of licenses, assets or customers. Cequel and its subsidiaries will continue to provide service to existing customers. As a result, the proposed Transaction will be seamless and transparent to consumers.

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I. DESCRIPTION OF THE APPLICANTS

A. Altice S.A.

Altice S.A. is a publicly traded holding company that, through its subsidiaries, operates as a provider of fixed and mobile voice, video and broadband services in a range of markets throughout the world, including in Western Europe (France, Belgium, Luxembourg, Portugal and Switzerland), Israel, the French Caribbean and Indian Ocean regions, and the Dominican Republic. Altice serves approximately 34.5 million subscribers world-wide and is widely recognized for its technical, managerial and operational expertise in bringing innovative services to market, for operating in highly competitive environments. Neither Altice nor its subsidiaries currently holds any Commission authorizations. The acquisition of Cequel will mark Altice's entry into the U.S. market, as neither it, nor any of its subsidiaries, currently has U.S. operations.

B. Cequel Corporation

Cequel Corporation provides services through subsidiaries that collectively do business as Suddenlink Communications ("Suddenlink"). Suddenlink is the seventh largest cable operator in the United States, providing cable television, broadband Internet access, Voice over Internet Protocol ("VoIP") and/or certain competitive telecommunications services to more than 1.5 million customers in seventeen states.¹

Cequel offers domestic interstate telecommunications services through its affiliate Cequel Holdings (which holds a blanket domestic Section 214 authorization),² and offers international

¹ Cequel offers telecommunications services in the following sixteen states: Arizona, Arkansas, California, Kansas, Kentucky, Louisiana, Mississippi, Missouri, New Mexico, Nevada, North Carolina, Ohio, Oklahoma, Texas, Virginia, and West Virginia.

² See *Domestic Section 214 Authorization Granted*, Public Notice, WC Docket No. 12-207, DA 12-1746 (WCB Nov. 1, 2012).

telecommunications services through its affiliates Cebridge Limited and Cebridge TX (each of which holds an international Section 214 authorization).³

Although Cequel operates in the telecommunications arena primarily as a VoIP provider, its operating entities also provide interstate telecommunications services and hold certificates of public convenience and necessity to provide certain intrastate telecommunications services in Arizona, Arkansas, California, Kansas, Kentucky, Louisiana, Mississippi, Missouri, New Mexico, Nevada, North Carolina, Ohio, Oklahoma, Texas, Virginia, and West Virginia.⁴ Cequel also indirectly controls TCA Communications, LLC, which provides interexchange services in Arkansas, as well as Cequel Communications Access Services, LLC, and its affiliate, Orbis 1, L.L.C., both of which provide interexchange services nationwide.

II. DESCRIPTION OF THE TRANSACTION

On May 19, 2015, Cequel and Altice entered into a Purchase and Sale Agreement (“Agreement”), pursuant to which Altice will acquire 70 percent of the share capital of Cequel. Prior to consummation, Altice will form a new indirect wholly owned subsidiary, BidCo US⁵, a

³ See IBFS File Nos. ITC-21420051216-00526 and ITC-21420060330-00173. The Commission previously authorized the transfer of control of these authorizations pursuant to Public Notice, *International Authorizations Granted*, Report No. TEL-01018, DA No. 06-905 (Apr. 20, 2006); *Transfer of Control of Cox Texas Telcom, LP to Cebridge Connections Holdings, LLC*, File No. ITC-T/C- 20051219-00532. See also *International Authorizations Granted: Section 214 Applications* (47 C.F.R. § 63.18); Section 310(b)(4) Requests, DA No. 12-1740 (IB, Oct. 31, 2012).

⁴ Cequel indirectly controls the following entities that provide competitive telecommunications services in the jurisdictions identified above: Cebridge Telecom CA, LLC, Cebridge Telecom KS, LLC, Cebridge Telecom KY, LLC, Cebridge Telecom LA, LLC, Cebridge Telecom MO, LLC, Cebridge Telecom MS, LLC, Cebridge Telecom NC, LLC, Cebridge Telecom NM, LLC, Cebridge Telecom OH, LLC, Cebridge Telecom OK, LLC, Cebridge Telecom VA, LLC, Cebridge Telecom TX, L.P., and Cebridge Telecom WV, LLC, and Mercury Voice and Data, LLC. Cequel also indirectly controls TCA Communications, LLC, Cequel Communications Access Services, LLC, and Orbis1, L.L.C., each of which provides interstate and intrastate interexchange services.

⁵ This entity may take a different name when formed.

Delaware corporation directly wholly owned by Altice U.S. Holding II S.à r.l. (“Altice US II”). Upon completion of the proposed transaction, BidCo US will hold approximately 45% of Cequel’s shares acquired from Cequel’s current owners in exchange for cash. At consummation, BidCo US will merge with and into Cequel, with Cequel surviving and converting equity interests in BidCo US into common shares of Cequel. In addition, upon completion of the proposed transaction, Altice US Holding I S.à r.l. (“Altice US I”), a Luxembourg private limited liability company indirectly wholly owned by Altice, will hold approximately 25% of Cequel’s shares acquired from Cequel’s current owners in exchange for cash. Altice US I wholly owns Altice US II and expects to contribute its equity interests in Cequel to Altice US II shortly after the Transaction is completed. The end result will be that Altice will indirectly hold 70 percent of Cequel’s equity, with existing shareholders of Cequel retaining approximately 30 percent of the post-Transaction Cequel. As described in further detail below, existing shareholder CPPIB-Suddenlink LP will hold approximately 11.8 percent of Cequel, and a group of limited partnerships formed under the laws of Guernsey, U.K. and associated with BC Partners Holdings Limited, also existing shareholders, collectively will hold approximately 18.2 percent of Cequel. For the Commission’s reference pre- and post-Transaction organization charts are provided as Exhibit A.

III. PUBLIC INTEREST STATEMENT

The proposed Transaction will serve the public interest. Cequel, doing business as Suddenlink, has a demonstrated record of success as a leader in the provision of high-quality video, broadband, telephony services to residential and business customers in sixteen states. Altice, for its part, is a leading provider of communications services (cable television, high-speed broadband Internet and fixed-line telephony) in Western Europe, Israel, the French Overseas Territories and other regions that is committed to network investment and service innovation in

its markets. The proposed Transaction will afford Cequel access to Altice's operational expertise, scale and resources, which will enable Cequel to accelerate network investment while maintaining a superior level of reliability and customer support. In short, the proposed Transaction will enable Cequel to continue to develop as a stronger competitor.

Although the Transaction will constitute Altice's first investment in the U.S. market, Altice already has considerable experience as an owner of existing video, telephony, and broadband service providers that will enable it to contribute global strategic insights to Cequel's current and future operations. Indeed, Altice has a demonstrated history of investing in existing video, telephony and broadband service providers and making strategic investments that enhance their value proposition for consumers. In some cases this has manifested itself through investments in network infrastructure, which has resulted in higher broadband speeds for subscribers. In other cases, this has manifested itself through accelerations in existing planned network investment and deployment, bringing improved services to market faster. And in still other cases, it has resulted in the expansion of service offerings, thereby expanding consumer choices and enhancing competition.

Because Altice is deeply involved in the operations of service providers across multiple jurisdictions, it has been able to import its experience from one jurisdiction into another, injecting vitality, innovation and a "new way of thinking" into different markets. For instance, in some of its operating companies, Altice has taken steps to migrate legacy information technology systems to newer platforms, resulting in operational efficiencies and overall improvements to the customer experience. In other cases, Altice has enhanced the customer experience by focusing on the deployment of improved set top boxes that can enable consumers to navigate its panoply of service offerings with greater speed and efficiency. Altice and its operating affiliates also

have taken steps in the past to simplify and improve their product offerings so that consumers have a clearer understanding of what they are purchasing and the differences in price points for various service options. The Joint Applicants anticipate that Altice will bring these experiences to the U.S. market to enhance the overall operations of Cequel.

Again, Altice has no existing interest in any United States communications entity, and thus Altice's investment in Cequel will serve to bolster domestic voice, video, and broadband competition. As explained in Section IV below, Cequel's post-Transaction affiliation with Altice's foreign carriers will have no adverse effect on competition in the domestic market because Altice's foreign carriers are non-dominant in their markets or, with respect to markets where an Altice carrier is treated as dominant, will be subject to dominant-carrier regulation in their provision of service to or from the United States.

Cequel, for its part, will continue to be operated by highly experienced, well-qualified management, operational and technical personnel. But at the same time, Cequel will have access to the operational and managerial resources of Altice. Post-Transaction management will be able to share best practices and draw upon the substantial combined experience of their respective management teams. Following consummation of the Transaction, which is entirely at the parent/ownership level, Cequel will continue to offer competitive and innovative products at the same rates and on the same terms and conditions as currently provided (subject to future changes pursuant to applicable law and contract provisions), with improvements introduced over time. The Transaction is not expected to result in the discontinuance, reduction, loss or impairment of service to any customer.

IV. REQUEST FOR STREAMLINED TREATMENT

Domestic. Applicants respectfully request streamlined processing, pursuant to Section 63.03 of the Commission's rules, 47 C.F.R. § 63.03, for the portion of this Application that

pertains to the domestic Section 214 authorization held by Cequel Holdings. This portion of the Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because immediately following the Transaction (1) Transferee and its affiliates, as defined in Section 3(1) of the Act (“Affiliates”), collectively will have less than a ten percent (10%) share of the interstate, interexchange market; (2) Transferee and its Affiliates will provide local exchange service, if at all, only in areas served by dominant local exchange carriers (none of which is a party to the Transaction); and (3) none of the Applicants or their Affiliates is dominant with respect to any U.S. service.

International. Applicants respectfully request streamlined processing, pursuant to Section 63.12 of the Commission’s rules, 47 C.F.R. § 63.12, for the portion of this Application that pertains to the international Section 214 authorizations held by Cebridge Limited and Cebridge TX. This portion of the Application is eligible for streamlined processing because the Applicants’ foreign carrier affiliates in certain destination markets (upon consummation of the Transaction) either (1) will be presumptively non-dominant pursuant to Section 63.10(a)(3), as each has less than a 50-percent market share in the international transport and local access markets on the foreign (*i.e.*, non-U.S.) end of the route, *see* 47 C.F.R. § 63.12(c)(1)(ii); or (2) will be located in a destination market that is a WTO Member country and the Applicants will agree to be classified as a dominant carrier to that affiliated destination country under Section 63.10, without prejudice to its right to petition for reclassification at a later date, 47 C.F.R. § 63.12(c)(1)(v).

Attachment B to this Application sets forth all foreign carriers that will be affiliated with Applicants upon consummation of the Transaction. Except for the destination country identified in Attachment B with an asterisk (*), Transferee qualifies for a presumption of non-dominance

under Section 63.10(a)(3) of the Commission's rules, 47 C.F.R. § 63.10(a)(3).

V. INFORMATION REQUIRED BY SECTION 63.24(e) OF THE RULES

In accordance with Section 63.24(e) of the Commission's rules, the Applicants submit the following information, as requested in Section 63.18(a) through (d) for each of Altice, Cequel, Cequel Holdings, Cebridge Limited and Cebridge TX, and in Section 63.18(h) through (p) for Altice:

(a) Name, Address and Telephone Numbers of Applicants

Altice S.A.
3 Boulevard Royal, L-2449
Luxembourg,
+352 27 380 800

Cequel Corporation
Cequel Communications Holdings, LLC
Cebridge Telecom Limited, LLC
Cebridge Telecom TX, L.P.
520 Maryville Centre Drive, Suite 300
St. Louis, MO 63141
(314) 315-9400

(b) Government, State or Territory of Incorporation

Altice is organized under the laws of the Grand Duchy of Luxembourg

Cequel, Cequel Holdings, Cebridge Limited and Cebridge TX each is organized under the laws of the State of Delaware.

(c) Contacts

For Altice

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(d) Existing Section 214 Authorizations

As noted above in Section II, neither Altice nor any of its subsidiaries holds any Section 214 authorizations.

Cequel's subsidiary Cequel Holdings, and its affiliated operating entities, are authorized to provide domestic interstate telecommunications services pursuant to 47 C.F.R. § 63.01. Cequel's indirect wholly owned subsidiaries Cebridge Limited and Cebridge TX each is authorized to provide international Section 214 authority on a global facilities-based and resale basis. *See* FCC File Nos. ITC-214-20051216-00526⁶ and ITC-20060300-00173).⁷

⁶ The Commission granted this authority pursuant to Public Notice, *Internationals Authorizations Granted*, Report No. TEL-01018, DA No. 06-905 (Apr. 20, 2006).

⁷ *See id.* (Transfer of Control of Cox Texas Telcom, LP to Cebridge Connections Holdings, LLC, File No. ITC-T/C- 20051219-00532).

(e)-(g) Not applicable

(h) Name, address, citizenship, and principal business of entities that will own at least 10 percent of the Applicants, and identification of interlocking directorates

Upon consummation of the Transaction, the following entities will hold a direct or indirect ten percent (10%) or greater ownership interest in Cequel Corporation and its wholly owned subsidiaries:

Name: CPPIB-Suddenlink LP
Address: One Queen Street East, Suite 2600, P.O. Box 101, Toronto, Ontario, M5C 2W5 Canada
Citizenship: U.S.
Percentage Owned: 11.8%
Principal Business: Pension Investment Fund

Name: CPPIB-Suddenlink GP LP (“CPPIB GP”)
Address: One Queen Street East, Suite 2600, P.O. Box 101, Toronto, Ontario, M5C 2W5 Canada
Citizenship: U.S.
Percentage Owned: 11.8% (indirectly as general partner of CPPIB Suddenlink LP)
Principal Business: Pension Investment Fund

Name: CPPIB US Private Holdings Inc. II (“CPPIB US Private”)
Address: One Queen Street East, Suite 2600, P.O. Box 101, Toronto, Ontario, M5C 2W5 Canada
Citizenship: Canada
Percentage Owned: 11.8% (indirectly via ownership of CPPIB GP)
Principal Business: Pension Investment Fund

Name: CPPIB LAV Holdings Inc. (“CPPIB LAV”)
Address: One Queen Street East, Suite 2600, P.O. Box 101, Toronto, Ontario, M5C 2W5 Canada
Citizenship: Canada
Percentage Owned: 11.8% (indirectly via ownership of CPPIB US Private)
Principal Business: Pension Investment Fund

Name: CPP Investment Board (USRE II) Inc. (“CPPIB USRE”)
Address: One Queen Street East, Suite 2600, P.O. Box 101, Toronto, Ontario, M5C 2W5 Canada
Citizenship: Canada
Percentage Owned: 11.8% (indirectly via ownership of CPPIB-Suddenlink LP)
Principal Business: Pension Investment Fund

Name: CPP Investment Board
Address: One Queen Street East, Suite 2600, P.O. Box 101, Toronto, Ontario, M5C 2W5 Canada
Citizenship: Canada
Percentage Owned: 11.8% (indirectly via ownership of CPPIB USRE and CPPIB LAV)
Principal Business: Pension Investment Fund

Name: BC European Capital - Suddenlink GP LP (“BC European GP”)
Address: Heritage Hall, Le Marchant St., St. Peter Port, Guernsey, GY1 4HY
Citizenship: U.K.
Percentage Owned: 18.2% (indirectly as general partner of various funds affiliated with BC Partners Holdings Limited)
Principal Business: Investment management company

Name: CIE Management IX Limited (“CIE Management”)
Address: Heritage Hall, Le Marchant St., St. Peter Port, Guernsey, GY1 4HY
Citizenship: U.K.
Percentage Owned: 18.2% (indirectly as general partner of BC European GP)
Principal Business: Investment management company

Name: BC Partners Holdings Limited
Address: Heritage Hall, Le Marchant St., St. Peter Port, Guernsey, GY1 4HY
Citizenship: U.K.
Percentage Owned: 18.2% (indirectly via ownership of CIE Management)
Principal Business: Investment management company

Name: Altice US Holding I S.à r.l.
Address: 3, Boulevard Royal, L-2449 Luxembourg
Citizenship: Luxembourg
Percentage Owned: 25.00050% direct ownership and 44.99950% indirect ownership via ownership of 100% of Altice US Holding II S.à r.l.
Principal Business: Holding company - Telecommunications and Cable Television

Name: Altice US Holding II S.à r.l.
Address: 3, Boulevard Royal, L-2449 Luxembourg
Citizenship: Luxembourg
Percentage Owned: 44.99950%
Principal Business: Holding company - Telecommunications and Cable Television

Name: Altice S.A.
Address: 3, Boulevard Royal, L-2449 Luxembourg

Citizenship: Luxembourg
Percentage Owned: 70% (indirectly via ownership of Altice US Holding I S.à r.l. and Altice US Holding II S.à r.l.)
Principal Business: Telecommunications and Cable Television

Name: Next Alt Sàrl
Address: 3, Boulevard Royal, L-2449 Luxembourg
Citizenship: Luxembourg
Percentage Owned: 40.95% (indirectly via 58.5% ownership of Altice S.A.)
Principal Business: Telecommunications and Cable Television

Name: Next Limited Partnership Incorporated
Address: 11 New Street, St Peter Port, Guernsey, GY1 2PF
Citizenship: Guernsey
Percentage Owned: 40.95% (indirectly via ownership of Next Alt Sàrl)
Principal Business: Telecommunications and Cable Television

Name: UpperNext Limited Partnership Incorporated
Address: 11 New Street, St Peter Port, Guernsey, GY1 2PF
Citizenship: Guernsey
Percentage Owned: 40.95% (indirectly via ownership of Next L.P.)
Principal Business: Telecommunications and Cable Television

Name: Patrick Drahi
Address: Seilerwiesenstrasse 3920 Zermatt, Switzerland
Citizenship: Israel
Percentage Owned: 40.95% (indirectly via ownership of UpperNext L.P.)
Principal Business: Telecommunications and Cable Television

Altice has not definitively determined who will serve as officers or directors of the Cequel entities after consummation of the Transaction. However, most officers and directors of Altice S.A. currently serve as officers and directors of one or more of Altice's non-U.S. carriers, and Altice expects that one or more of these individuals may serve as officers or directors of Cequel and/or its subsidiaries after consummation of the Transaction. Information about Altice S.A.'s officers and directors is attached hereto as Attachment D.

(i) Foreign Carrier Affiliation

Transferee certifies that it is currently affiliated within the meaning of 63.09(e) of the Commission's rules, 47 C.F.R. §63.09(e), with the foreign carriers identified in Attachment B. Upon consummation of the Transaction, Transferee will be affiliated with Cequel and, thereby, Cequel will be affiliated with the foreign carriers identified in Attachment B.

(j) Foreign Carrier and Destination Countries

Transferee currently and following consummation of the Transaction intends to continue to provide international telecommunications services to the countries identified in Attachment B in which Transferee controls a foreign carrier.

(k) WTO Membership for Destination Countries

Transferee certifies that the countries identified in Attachment B are members of the World Trade Organization.

(m) Non-Dominance

Except for the destination country identified in Attachment B with an asterisk (*), Transferee qualifies for a presumption of non-dominance under Section 63.10(a)(3) of the Commission's rules, 47 C.F.R. § 63.10(a)(3). This is because although it will be affiliated with foreign carriers in certain destination markets, those foreign affiliates lack 50 percent market share in the international transport and the local access markets on the foreign end of its routes. Transferee agrees to be classified as a dominant carrier on those routes where its affiliate does not qualify for non-dominant treatment under Section 63.10(a)(3) of the Commission's rules, subject to its right to demonstrate at a future time that any or all of its foreign affiliates lack sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market, and that Transferee therefore qualifies for non-dominant treatment on the relevant route or routes.

(n) Concessions

Applicants certify that they have not agreed to accept any direct or indirect special concessions from a foreign carrier or administration with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

(o) Federal Benefits

Applicants certify pursuant to Sections 1.2001 through 1.2003 of the Rules that they are not subject to a denial of Federal Benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

(p) Streamlined Processing

Please refer to Section IV above.

VI. INFORMATION REQUIRED BY SECTION 63.04(B) OF THE RULES

In accordance with Section 63.04(b) of the Rules specifying the additional information

required in joint international and domestic Section 214 transfer of control applications, the Applicants submit the following, as requested by 47 C.F.R. §63.04(a)(6) through (a)(12).

(a)(6) Description of the Transaction

A description of the Transaction is set forth in Section II above.

(a)(7) Description of Geographic Service Areas

Altice does not provide telecommunications services in the U.S. A description of the geographic service areas served by Cequel, and its affiliated operating entities, and the services they provide in those areas is described in Section I.B above.

(a)(8) Eligibility for Streamlined Processing

A statement demonstrating the Application's qualification for streamlined processing is provided in Section IV above.

(a)(9) Other Related Applications

The Applicants have filed simultaneous applications with the Commission seeking authority to transfer control of Cequel's subsidiaries that hold Commission licenses relating to Cequel's cable systems, including Cable Television Relay Services licenses and various private radio licenses. These licenses are set forth in Attachment C. Cequel does not hold any common carrier radio licenses.

The list of call signs and file numbers set forth in Attachment C is intended to include all of the licenses and authorizations held by the respective licensees or lessees that are subject to the Transaction. However, Cequel licensees may now have on file, and may hereafter file, additional requests for authorizations for new or modified facilities that may be granted before the Commission takes action on this Application. Accordingly, the Applicants request that any Commission approval of the applications filed for this Transaction include authority for Altice to acquire control of: (1) any authorization issued to Cequel or its subsidiaries while this Transaction is pending before the Commission and the period required for consummation of the Transaction; (2) any construction permits held by Cequel or its subsidiaries that mature into licenses after closing; and (3) any applications that are pending at the time of consummation. Such action would be consistent with prior decisions of the Commission.⁸ In addition, Applicants request that

⁸ See, e.g., *SBC Communications Inc. and AT&T Corp. Applications for Approval of Transfer of Control*, Memorandum Opinion and Order, 20 FCC Rcd 18290,18392 ¶ 212 (2005); *Applications of AT&T Wireless Services, Inc. and Cingular Wireless Corp. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 19 FCC Rcd 21522 at 21626 ¶ 275 (2004); *Southern New England Telecomm./SBC Order*, 13 FCC Rcd 21292, 21317 ¶ 49; *Applications of NYNEX Corp. and Bell Atl. Corp.*, Memorandum Opinion and Order, 12 FCC Rcd 19985, 20097-98 ¶¶ 246-56 (1997) ("NYNEX/Bell Atlantic Order"); *Pacific Telesis Group/SBC Order*, 12 FCC Rcd 2624, 2665 ¶ 93; *Applications of Craig O. McCaw and Am. Tel. & Tel. Co.*, Memorandum Opinion and

Commission approval include any authorizations that may have been inadvertently omitted.

(a)(10) Special Considerations

None of the Applicants is facing imminent business failure. Nevertheless, prompt completion of the proposed Transaction is critical to ensure that Applicants can obtain the benefits described in this Application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to meet an anticipated Transaction closing in the fourth quarter of 2015 (provided all regulatory approvals have been obtained).

(a)(11) Separately Filed Waiver Requests

No separately filed waiver requests are sought in conjunction with this Application.

(a)(12) Public Interest Statement

A statement demonstrating how grant of the Application will serve the public interest, convenience and necessity is provided in Section III above.

Order, 9 FCC Rcd 5836, 5909 ¶ 137 n.300 (1994), *aff'd sub nom. SBC Commc'ns Inc. v. FCC*, 56 F.3d 1484 (D.C. Cir. 1995), *recons. in part*, 10 FCC Rcd 11786 (1995) ("McCaw/AT&T Order").

VII. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be served by grant of this Application.

Respectfully submitted,

CEQUEL CORPORATION

ALTICE S.A.

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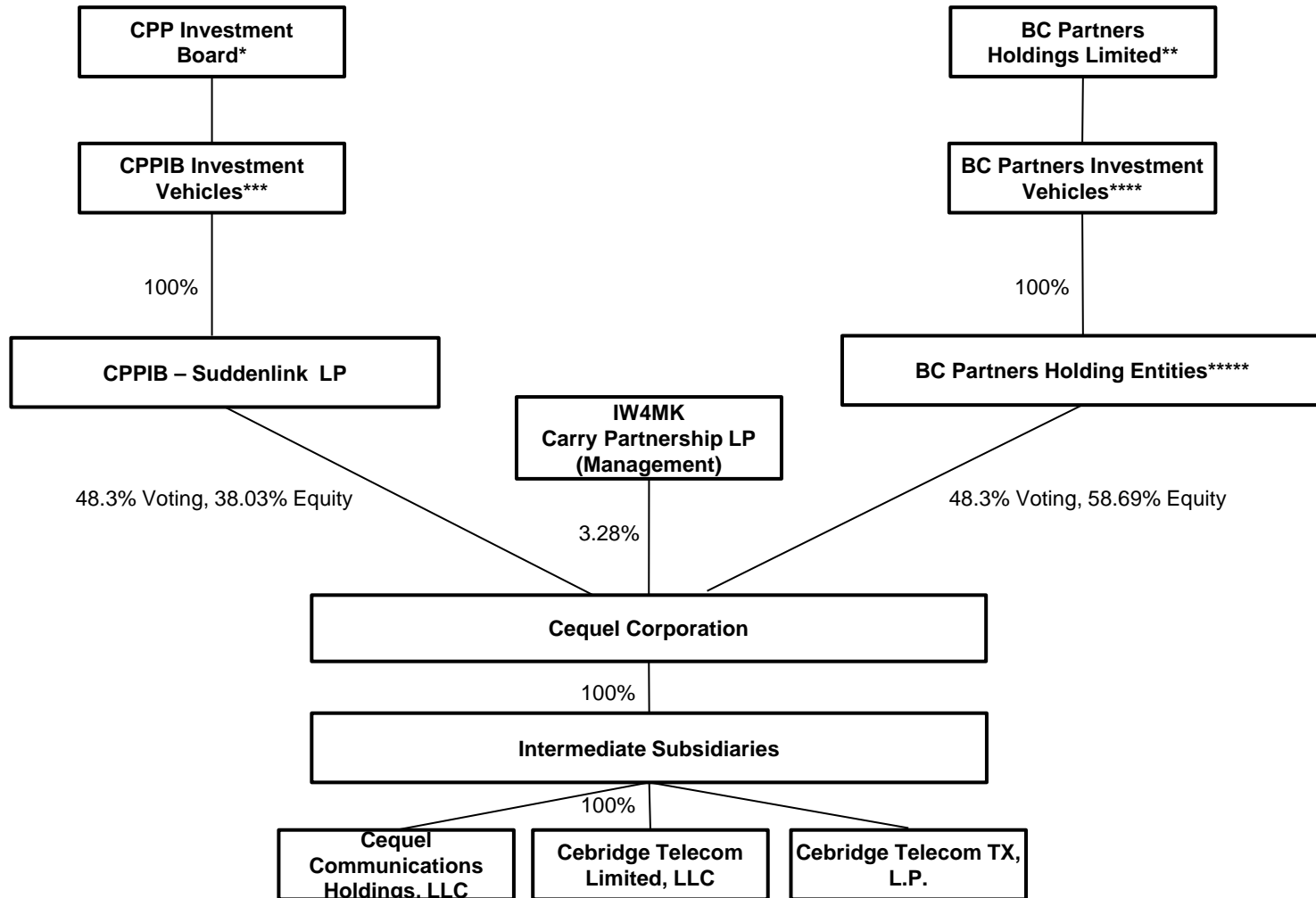
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Dated: June 3, 2015

Attachment A
Pre- and Post-Transaction Corporate Organizational Charts

Cequel Corporation Pre-Closing Organizational Chart



* CPP Investment Board is an investment management organization incorporated in Canada which invests the assets of the Canada Pension Plan.

** BC Partners Holdings Limited is a limited corporation organized under the laws of Guernsey.

*** Consists of CPPIB intermediate management and investment entities in which CPPIB holds 100% voting interest. Cequel employees are investors in some of these entities.

**** Consists of BCP intermediate management, co-invest, and fund entities in which BC Partners Holdings Limited holds 100% voting interest. Cequel employees are investors in some of these entities.

***** Consists of a number of BCP limited partnerships/corporations, none of which holds 5% or greater equity or voting interests in Cequel Corporation.

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

Patrick Drahi

100%

UpperNext Limited Partnership Incorporated

100%

Next Limited Partnership Incorporated

100%

Next Alt S.à r.l.

58.5%

**Other Holders
(None >= 10%)**

41.5%

Altice S.A.

100%

Altice US Holding I S.à r.l.

100%

Altice US Holding II S.à r.l.

44.99950%

**BC Partners Holding Entities
See BCP/CPPIB Post-Closing Detail**

15% Control,
18.2% Equity

**CPPIB – Suddenlink LP
See BCP/CPPIB Post-Closing Detail**

15% Control,
11.8% Equity

25.00050%

Cequel Corporation

100%

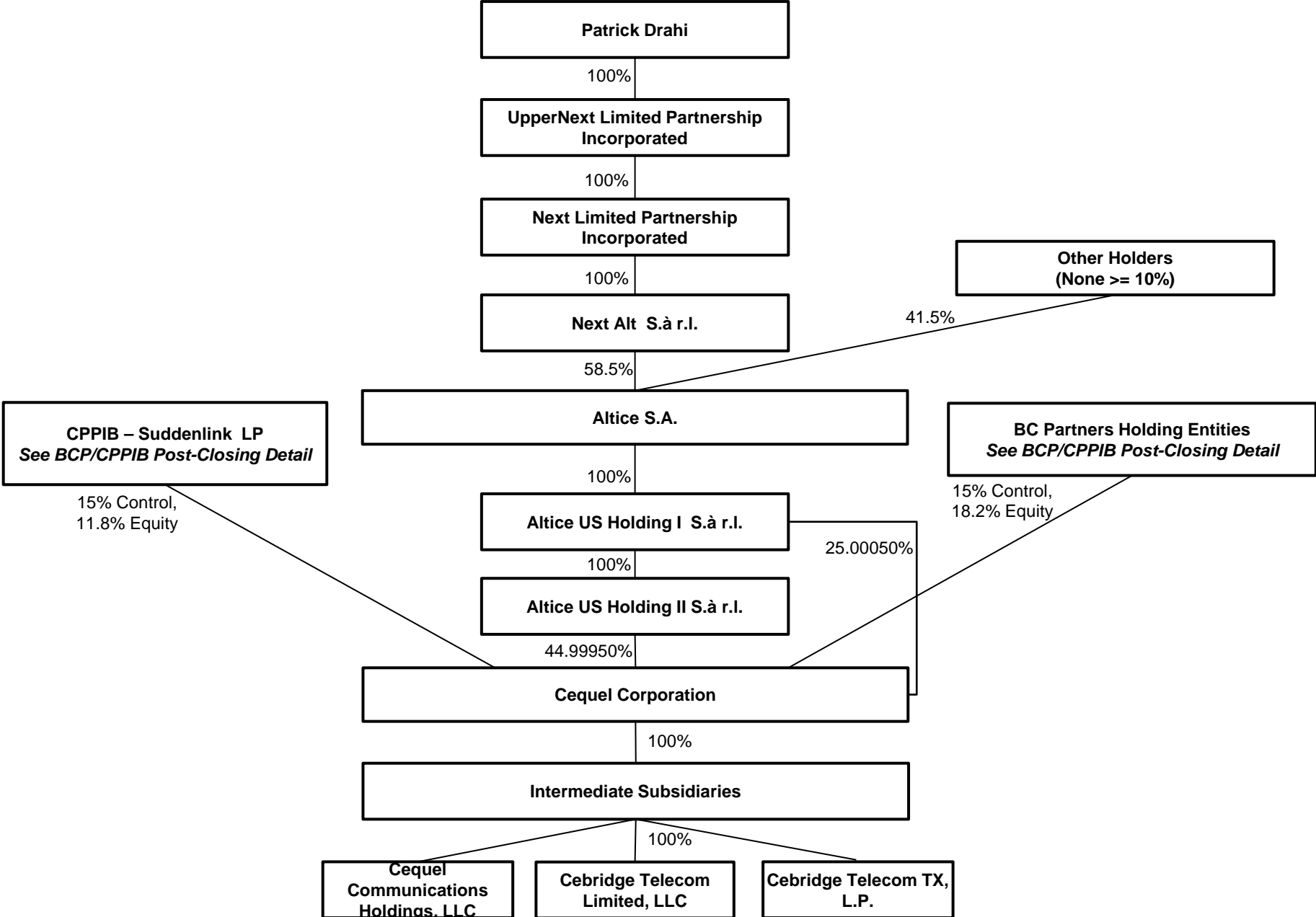
Intermediate Subsidiaries

100%

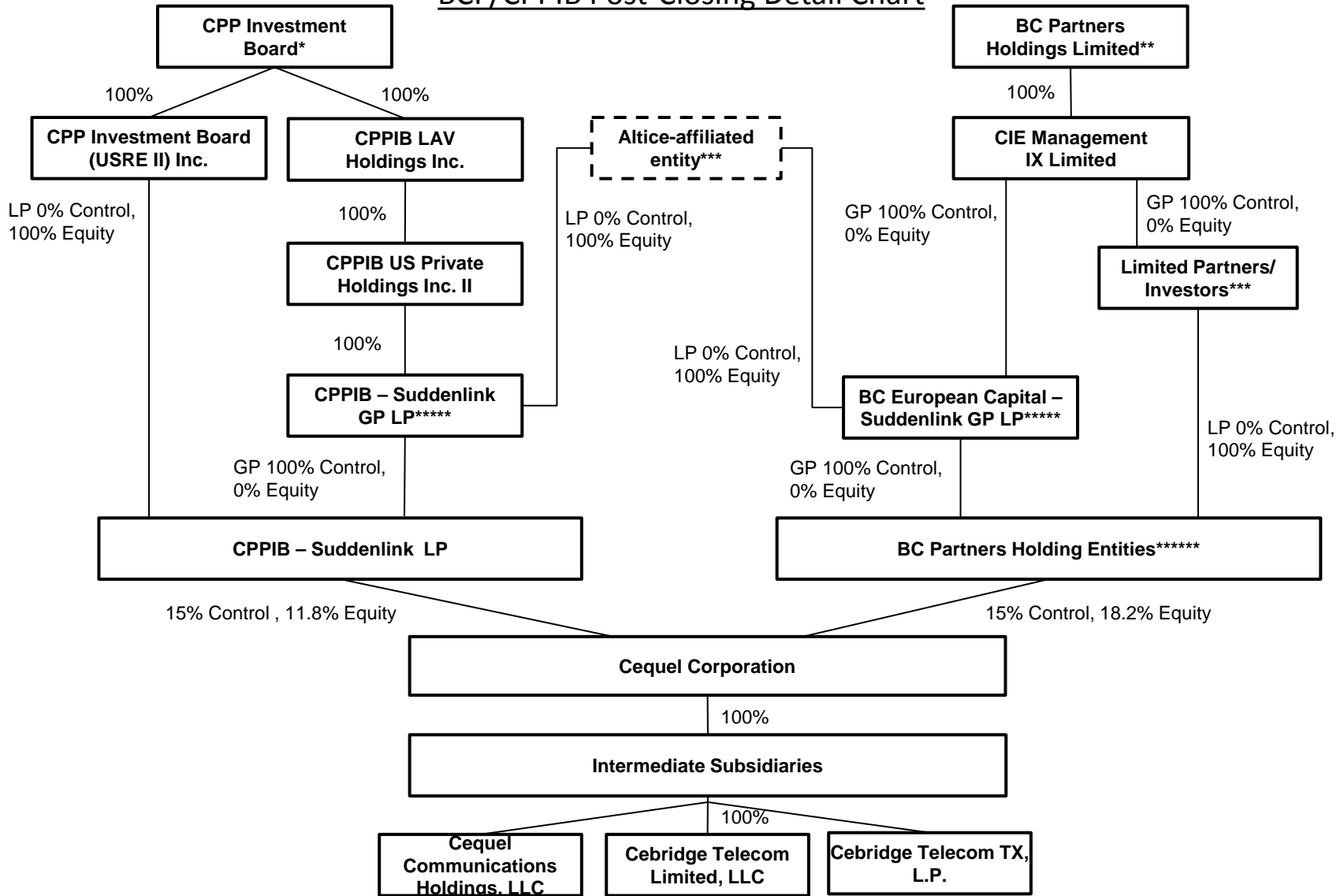
**Cequel
Communications
Holdings, LLC**

**Cebridge Telecom
Limited, LLC**

**Cebridge Telecom TX,
L.P.**



BCP/CPPIB Post-Closing Detail Chart



* CPP Investment Board is an investment management organization incorporated in Canada which invests the assets of the Canada Pension Plan.

** BC Partners Holdings Limited is a limited corporation organized under the laws of Guernsey.

*** Altice S.A. will designate the entity that will hold these interests at or before closing.

**** Consists of BC Partners funds and co-invest entities, none of which will hold 5% or greater equity or voting interests in Cequel Corporation.

***** The names of these entities are expected to change at closing.

***** Consists of 16 limited partnerships and BC European Capital IX Ltd., none of which will hold 5% or greater equity or voting interests in Cequel Corporation.

Attachment B
List of Foreign Carrier Affiliates and Destination Countries

Destination Country	Carrier
Belgium	Coditel Brabant S.p.r.l
	Eno Belgium
Dominican Republic	Altice Hispaniola S.A.
	Tricom S.A.
France	Omea Telecom SAS
	Numericable-SFR SA
	NC Numericable SAS
	TME France SA
	Sequalum SAS
	Alsace Connexia Participation SAS
	Altice B2B France SAS
	Completel SAS
	LTI Telecom S.A.S.
	Invescom S.A.
	2SID S.A.S.
	2SIP S.A.S.
	Cinq sur Cinq S.A.
	Ariège Telecom S.A.S.
	Cap Connexion S.A.S.
	CID S.A.
	Debitex Telecom S.A.S.
	Eur@seine S.A.S.
	FOD SNC
	Futur Telecom S.A.S.
	Gravelines Network S.A.S.
	Haut-Rhin Telecom S.A.S.
	Loiret THD S.A.S.
	MACS THD S.A.S.
	Opalys Telecom S.A.S.
	Rennes Métropole Telecom S.A.S.
	Rimbaud Gestion B S.C.I.
	Foncière Velizy S.C.I.
	SFCM S.A.
	SFD S.A.
	SFR Collectivités S.A.
	SFR Développement S.A.S
	SID S.C.S.
	SRR S.C.S.
	SHD S.A.
	LTBR S.A.
Pays Voironnais Network S.A.S.	

	Pays Voironnais Network Part. S.A.S.
	SFR Service Client S.A.
	Iris 64 S.A.S.
	Manche Telecom S.A.S.
	Medi@lys S.A.S.
	Teloise S.A.S.
	Synerail Exploitation S.A.S.
	Inolia S.A.
	Moselle Telecom Part. S.A.S.
	Comstell S.A.S.
	Alsace Connexia S.A.S.
	Moselle Telecom S.A.S.
	Irisé S.A.S.
	La Poste Telecom S.A.S.
	Fischer Telecom S.A.S.
	INFRACOS S.A.S.
	Oise Numerique S.A.S.
	Eure et Loir THD S.A.S.
	Valofibre S.A.S.
	Groupe Telindus France S.A.
	Telindus France S.A.S.
French Overseas Territories – Antilles & French Guiana	WLL Antilles-Guyane SAS
French Overseas Territories – Guadeloupe	World Satellite Guadeloupe SA
French Overseas Territories – La Réunion	Mobius SAS
French Overseas Territories – La Réunion and Mayotte	Outremer Telecom Océan Indien <i>Note : this company will be transferred to third parties in July 2015</i>
	Telco OI <i>Note : this company will be transferred to third parties in July 2015</i>
French Overseas Territories – Martinique	Martinique TV Câble SA Outremer Telecom
French Overseas Territories - Réunion	WLL Réunion SAS
Israel	HOT Telecommunication Systems Ltd
	HOT Mobile Ltd
	HOT Telecom Limited Partnership
	HOT Cable Telecommunications Systems Ltd
	HOT Net Internet Services Ltd
	HOT Vision Ltd
	Nonstop Ventures Ltd
	South Saron Communications Ltd
	Iscarable Ltd
	HOT TLM Subscription Television LTD
	HOT Eden Cables Systems Ltd

	HOT Israël Cables Systems Ltd
	HOT Net Limited Partnership
	HOT EDOM Ltd
	Zira (Copirights on the Internet) Ltd
Italy	LD Communications Italie Srl
Luxembourg	Coditel S.à r.l.
Morocco	Telindus Morocco S.A.
Netherlands	B3G International BV
	LD Communications BV
Portugal*	CABOVISÃO - TELEVISÃO POR CABO S.A.
	ONITELECOM - Infocomunicações S.A.
	Knewon, S.A.
	Hubgrade, S.A.
	F300 – Fiber Communications, S.A.
	Oni Madeira - Infocomunicações, S.A.
	Oni Açores – Infocomunicações, S.A.,
	PT Portugal SGPS, S.A.
Spain	OniTelecom España, S.A.
Switzerland	<u>Green.ch</u> AG
	LD Communications Suisse S.A.

* Asterisk indicates route on which Transferee agrees to be classified as a dominant carrier, subject to its right to demonstrate at a future time that any or all of its foreign affiliates lack sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market, and that Transferee therefore qualifies for non-dominant treatment on the relevant route or routes.

Attachment C
Other FCC Authorizations

International Section 214 Authorizations

Licensee	File Number
Cebridge Telecom Limited, LLC	ITC-214-20051216-00526
Cebridge Telecom TX, L.P.	ITC-214-20060330-00173

Domestic Section 214 Authorizations

Licensee	Authority
Cequel Communications Holdings, LLC	Blanket Authority
Cebridge Telecom Limited, LLC	Blanket Authority
Cebridge Telecom TX, L.P.	Blanket Authority

Earth Station Authorizations

Licensee	Call Sign	Station Class	Expiration Date
Cequel III Communications I, LLC	E890527	Fixed-TVRO	6/09/2024

Wireless Authorizations

Licensee	Call Sign	Station Class	Expiration Date
Cequel III Communications I, LLC dba Suddenlink Communications	WQKL824	MG - Microwave Industrial/Business Pool, Conventional	7/8/2019
	WQKL825	MG - Microwave Industrial/Business Pool, Conventional	7/8/2019
Cequel III Communications II, LLC	WQDI918	IG - Industrial/Business Pool, Conventional	9/8/2015
Classic Cable of Oklahoma Inc dba Suddenlink Communications	WQJH315	MG - Microwave Industrial/Business Pool, Conventional	9/9/2018

	WQJH316	MG - Microwave Industrial/Business Pool, Conventional	9/9/2018
	WQLY442	MG - Microwave Industrial/Business Pool, Conventional	5/25/2020
	WQLY651	MG - Microwave Industrial/Business Pool, Conventional	5/27/2020
	WQNY468	MG - Microwave Industrial/Business Pool, Conventional	7/7/2021
	WQNY469	MG - Microwave Industrial/Business Pool, Conventional	7/7/2021
Friendship Cable of Texas Inc dba Suddenlink Communications	WQLN547	MG - Microwave Industrial/Business Pool, Conventional	3/16/2020
	WQLN550	MG - Microwave Industrial/Business Pool, Conventional	3/16/2020
	WQLN556	MG - Microwave Industrial/Business Pool, Conventional	3/16/2020
	WQLN557	MG - Microwave Industrial/Business Pool, Conventional	3/16/2020
NPG Cable LLC dba Suddenlink Communications	WQHJ681	MG - Microwave Industrial/Business Pool, Conventional	8/15/2017
	WQHK362	MG - Microwave Industrial/Business Pool, Conventional	8/21/2017

	WQHK363	MG - Microwave Industrial/Business Pool, Conventional	8/21/2017
	WQJJ655	MM - Millimeter Wave 70/80/90 GHz Service	10/2/2018
UNIVERSAL CABLE HOLDINGS, INC. d/b/a Suddenlink Communications	WQTT821	MG - Microwave Industrial/Business Pool, Conventional	4/10/2024
	WQTT822	MG - Microwave Industrial/Business Pool, Conventional	4/10/2024

Cable Television Relay Service (CARS)

Licensee	Call Sign	Expiration Date
Cequel III Communications I, LLC	WGV-972	5/1/2018
	WGV-973	5/1/2018
	WGZ-480	7/1/2018
	WHZ-401	1/1/2016
	WHZ-690	3/1/2018
	WLY-228	9/1/2015
	WLY-605	9/1/2017
	WLY-856	2/1/2016
	WLY-862	5/1/2016
	WLY-867	6/1/2016
	WLY-868	8/1/2016
	WLY-884	8/1/2017
Cebridge Acquisition, L.P.	WBC-783	4/1/2017
	WHA-63	11/1/2015
	WLY-810	11/1/2018
Cebridge Connections	WLY-862	5/1/2016
	WLY-867	6/1/2016
Classic Cable Of Oklahoma, Inc.	WLY-567	12/1/2016
	WGZ-440	6/1/2017
Friendship Cable Of Texas, Inc.	WHZ-951	5/1/2020
	WLY-352	4/1/2017
NPG Cable, LLC	WLY-853	11/1/2015
	WLY-268	2/1/2016
	WLY-733	10/1/2015
	WLY-910	12/1/2015

	WLY-911	12/1/2015
	WLY-912	12/1/2015
	WLY-534	4/1/2016
	WLY-736	10/1/2015

Attachment D
Altice S.A. Officers and Directors

Name: Patrick Drahi
Address: Seilerwiesenstrasse 3920 Zermatt, Switzerland
Citizenship: Israel
Position: Executive Chairman

Name: Dexter Goei
Address: 62, chemin des Gotettes, CH-1222 Vesenay, Switzerland
Citizenship: United States
Position: CEO.

Name: Dennis Okhuijsen
Address: 8, quai Jean-Charles Rey, apartment 208, Monaco
Citizenship: Netherlands
Position: CFO.

Name: Jérémie Bonnin
Address: 11 chemin de Sous-Caran, CH-1222 Vézenaz, Switzerland
Citizenship: France
Position: General Secretary, Head of Corporate and Business Development

Name: Jena-Luc Allavena
Address: 6, rue Princesse Florestine MC-98000 Monaco
Citizenship: Monaco
Relationship: Independent Non-Executive Director

Name: Scott Matlock
Address: 708, Keizersgracht, NL-1017 EW Amsterdam, Netherlands
Citizenship: United States
Relationship: Independent Non-Executive Director

DECLARATION

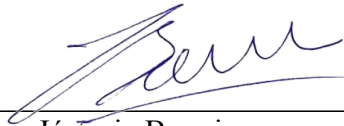
I, Jérémie Bonnin, hereby declare that:

(1) I am General Secretary, Head of Corporate and Business Development of Altice S.A. (“Altice”);

(2) I am authorized to make this declaration on behalf of Altice and its subsidiaries;
and

(3) The statements in the foregoing application relating to Altice are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this
3rd day of June, 2015.



Name: Jérémie Bonnin
Title: General Secretary, Head of Corporate and
Business Development

DECLARATION

I, Craig L. Rosenthal, hereby declare that:

(1) I am Senior Vice President and General Counsel of Cequel Corporation and its affiliated operating entities;

(2) I am authorized to make this declaration on behalf of Cequel Corporation and its affiliated operating entities; and

(3) The statements in the foregoing application relating to Cequel Corporation and its affiliated operating entities are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this

2nd day of June, 2015.



Name: Craig L. Rosenthal

Title: Senior Vice President and General Counsel