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January 25, 2016

## **Via Electronic Filing**

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

**Re: Cebridge Telecom Limited, LLC, ITC-214-20051216-00526  
Cebridge Telecom TX, L.P., ITC-214-20060330-00173**

## **Section 63.24(f) Notice of Pro Forma Restructuring**

Dear Secretary Dortch:

On December 21, 2015, Altice N.V. (“Altice”) consummated its acquisition of Cequel Corporation (“Cequel”) d/b/a Suddenlink Communications, parent company of the above-referenced entities, both of which are authorized to provide global facilities-based and resold telecommunications service pursuant to Section 214 of the Communications Act.<sup>1</sup> On December 23, 2015, Altice undertook the first step in a planned multi-step internal *pro forma* restructuring (the “Restructuring”) that affected certain corporate affiliates -- but not ultimate control -- of those entities.<sup>2</sup> This submission provides the Commission with information pertaining to the changes made to date in connection with the Restructuring pursuant to Section 63.24 of the Commission’s rules.

Cebridge Telecom Limited, LLC (“Cebridge Telecom”), and Cebridge Telecom TX, L.P. (“Cebridge TX”), both are organized under the laws of the State of Delaware. Both are located at 520 Maryville Centre Drive, Suite 300, St. Louis, Missouri 63141, and their telephone number

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<sup>1</sup> Altice consummated its acquisition of Cequel following Commission approval of the transfer of control. *See In re: Applications Filed by Altice N.V. and Cequel Corporation d/b/a Suddenlink Communications to Transfer Control of Authorizations from Suddenlink Communications to Altice N.V.*, WC Docket No. 15-135, *Memorandum Opinion and Order*, rel. December 18, 2015 (DA 15-1451). The transfers of control of Cebridge Telecom Limited, LLC, and Cebridge Telecom TX, L.P., were effectuated pursuant to File Nos. ITC-T/C-20150603-00138 and ITC-T/C-20150603-00139, respectively.

<sup>2</sup> Altice will provide the required notice(s) to the Commission upon completion of the remaining steps of the *pro forma* reorganization.

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is (314) 315-9400. Correspondence concerning these entities can be addressed to Dennis Moffit, Counsel, Cequel Corporation, at this same address. Mr. Moffit also can be reached by telephone at (314) 315-9400 or via e-mail at [dennis.moffit@suddenlink.com](mailto:dennis.moffit@suddenlink.com).

The restructuring was presumptively *pro forma* because it did not result in a change in the ultimate controlling party (Patrick Drahi) of the licensees, Cebridge Telecom or Cebridge TX. As a result of the Restructuring, Altice now holds approximately 68.9 percent of the shares of Cequel through three intermediate subsidiaries organized under the laws of the Netherlands (CVC 1 B.V., CVC 2 B.V., and CVC 3 B.V.) and approximately 0.64 percent of the shares of Cequel through Altice U.S. Holdings I and Altice U.S. Holdings II (through which it previously held all of its shares of Cequel). In addition, 0.95 percent of CVC 1 B.V. is held by an investment vehicle for Jerry Kent, the former Chairman and Chief Executive Officer of Cequel.<sup>3</sup>

Separately, on December 23, 2015, Patrick Drahi restructured his interest in Altice on a *pro forma* basis by substituting a newly-created Luxembourg partnership, Next Luxembourg S.C.sp, for the two Guernsey entities -- UpperNext Limited Partnership Incorporated and Next Limited Partnership Incorporated -- through which he formerly held his interest in Altice. This *pro forma* change affected only the entities through which Mr. Drahi personally holds his interest in Altice. It had no effect on the chain of ownership through which Altice holds its interests in Cequel.<sup>4</sup>

Pursuant to the requirements of 63.24 of the Commission's rules, included with this submission in Exhibit A is name, address, citizenship, and principal business information for any person or entity that directly or indirectly holds at least ten percent of the equity of the Cequel Corporation and its subsidiaries, along with the percentage of equity held by each such entity. Exhibit B contains updated information about interlocking directorates. For convenience, pre- and post-restructuring corporate organizational charts are included with this submission in Exhibit C.

Any questions concerning this submission should be addressed to the undersigned.

Respectfully submitted,

Yaron Dori  
*Counsel to Altice*

cc: K.C. Halm

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<sup>3</sup> The restructuring did not affect the 30 percent interest in Cequel held indirectly by investment vehicles and funds advised and managed by subsidiaries of BC Partners Holdings Limited and investment vehicles and funds indirectly managed by the Canada Pension Plan Investment Board.

<sup>4</sup> Because certain shareholders in Alice exercised stock conversion rights, Mr. Drahi's controlling interest in Altice has declined slightly from the level previously reported to the Commission (58.5 percent) to 57.87 percent.

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### Exhibit A

#### Updated Ownership Information

The following entities now hold a direct or indirect ten percent (10%) or greater ownership interest in Cequel Corporation and its wholly owned subsidiaries.

Name: CVC 3 B.V.  
Address: Cattenbroekerdijk 4-B, 3446 HA Woerden, the Netherlands  
Citizenship: Netherlands  
Percentage Owned: 99.36% (indirectly via ownership of Neptune Holding US Corp.)  
Principal Business: Holding Company

Name: CVC 2 B.V.  
Address: Cattenbroekerdijk 4-B, 3446 HA Woerden, the Netherlands  
Citizenship: Netherlands  
Percentage Owned: 100% (indirectly via ownership of CVC 3 B.V.)  
Principal Business: Holding Company

Name: CVC 1 B.V.  
Address: Cattenbroekerdijk 4-B, 3446 HA Woerden, the Netherlands  
Citizenship: Netherlands  
Percentage Owned: 70% (indirectly via 70% ownership of CVC 2 B.V.)  
Principal Business: Holding Company

Name: CVC TopCo  
Address: 3, Boulevard Royal, L-2449 Luxembourg  
Citizenship: Luxembourg  
Percentage Owned: 30% (indirectly via 30% ownership of CVC 2 B.V.)  
Principal Business: Holding Company

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% (indirectly via 11.8% ownership of CVC TopCo)  
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")

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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: Guernsey

Percentage Owned: 18.2% (indirectly as general partner of various funds affiliated with BC Partners Holdings Limited, which funds will own a total of 18.2% of CVC TopCo)

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: Guernsey

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: Guernsey

Percentage Owned: 18.2% (indirectly via ownership of CIE Management)

Principal Business: Investment management company

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Name: Altice N.V.  
Address: Cattenbroekerdijk 4-B, 3446 HA Woerden, the Netherlands  
Citizenship: Netherlands  
Percentage Owned: 69.33% (indirectly via 99.05% ownership of CVC 1 B.V.)  
Principal Business: Telecommunications and Cable Television

Name: Next Alt Sàrl  
Address: 3, Boulevard Royal, L-2449 Luxembourg  
Citizenship: Luxembourg  
Percentage Owned: 40.12% (indirectly via 57.87% ownership of Altice N.V.)  
Principal Business: Telecommunications and Cable Television

Name: Next Luxembourg S.C.Sp  
Address: 3, Boulevard Royal, L-2449 Luxembourg  
Citizenship: Luxembourg  
Percentage Owned: 40.12% (indirectly via 100% ownership of Next Alt Sàrl)  
Principal Business: Telecommunications and Cable Television

Name: Patrick Drahi  
Address: Seilerwiesenstrasse 3920 Zermatt, Switzerland  
Citizenship: Israel  
Percentage Owned: 40.12% (indirectly via 100% ownership of Next Luxembourg S.C.Sp)  
Principal Business: Telecommunications and Cable Television

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**Exhibit B**

**Updated Interlocking Directorates Information**

Below is a list of Altice personnel that will serve as officers or directors of Cequel or its subsidiaries and the positions those individuals hold in Altice’s other carriers outside the United States.

Name	Address, Citizenship, and Position in Cequel	Positions Held in non-U.S. Altice Carriers
Dexter Goei	<p>Address: 62, chemin des Gotettes, CH-1222 Vesenay, Switzerland</p> <p>Citizenship: United States</p> <p>Cequel Position: Executive Chairman</p>	<p>CEO of Altice NV            Director of Altice NV            Director of Altice Portugal            Director of Coditel Management            Director of Cabovisao            Director of Winreason            Director of F300            Director of ONI SGPS            Director of Hubgrade            Director of Knewon            Director of ONI Maderia            Director of ONI Azores            Director of ONITelecom            Manager of Vinluam            Director of Vinluam            Director of MTVC            Director of WSG            Director of Hot Telecommunication Systems            Director of Altice Blue Two            Director of Wananchi            Manager of More ATC            Manager of Coditel Management            Director of Coditel Holding*            Director of Coditel Holding Lux*            Director of Coditel Holding Lux II*            Director of Altice Management Europe</p> <p>* Company represented by Coditel Management</p>
Abdelhakim Boubazine	<p>Address: Piso 10 95 Avenida Anacaona Santo Domingo Dominicana Republic</p> <p>Citizenship: France</p> <p>Cequel Position: Co-President and Chief Operating Officer</p>	<p>Vice President of Board of Directors of Altice Hispaniola SA</p>

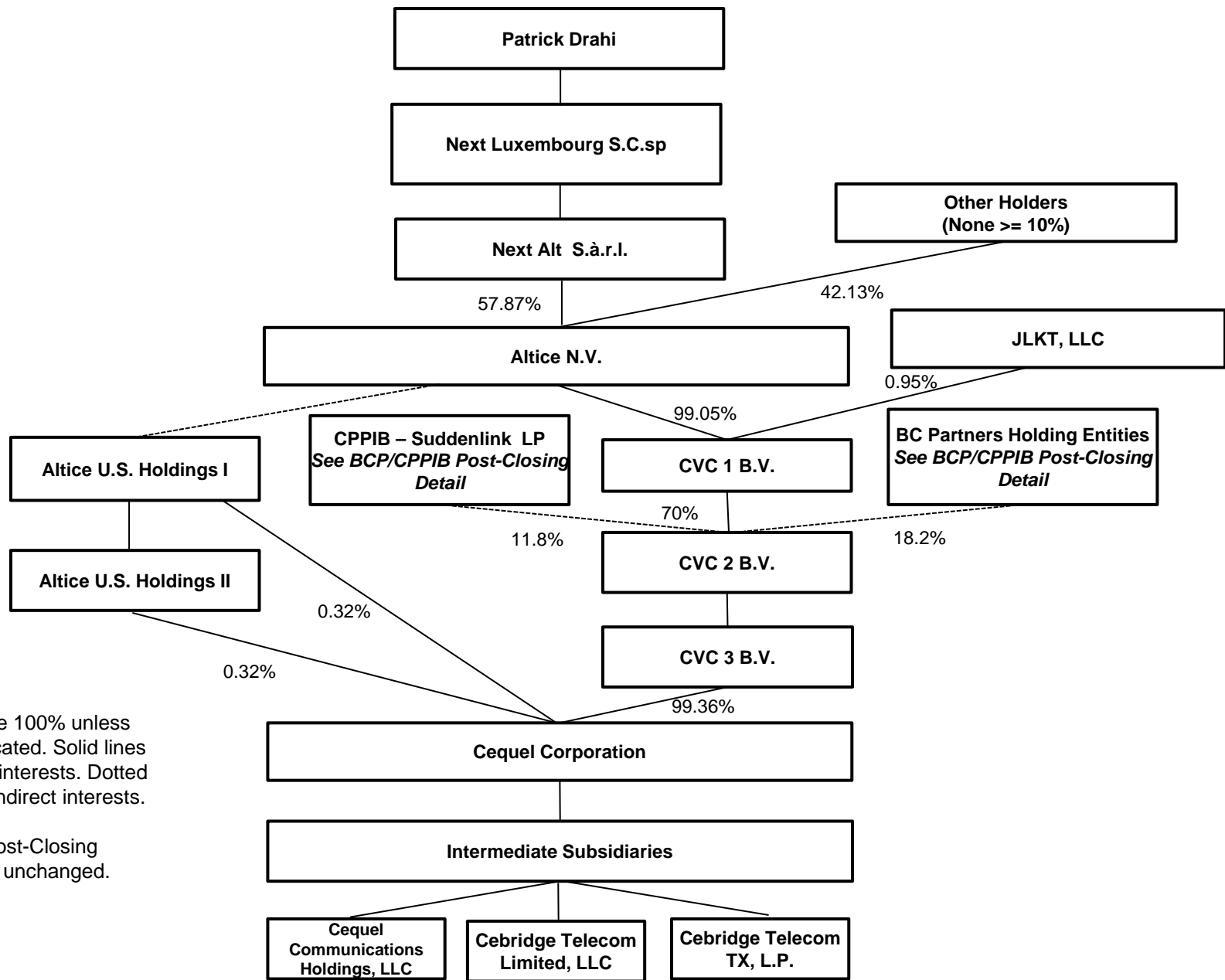
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**Exhibit C**

**Updated Pre- and Post-Restructuring Organizational Charts**

Post-restructuring chart does not reflect all entities identified in Exhibit A.

# Altice N.V. (Post-Restructuring)



**Notes:**

All interests are 100% unless otherwise indicated. Solid lines indicate direct interests. Dotted lines indicate indirect interests.

BCP/CPPIB Post-Closing Detail remains unchanged.



# Previous Altice N.V. (Altice S.A.) Post-Closing Organizational Chart (Pre-Restructuring)

