Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

In the Matter of the Application of Altice N.V., Transferee, and Cablevision Systems Corporation, Transferor, 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.	)	File No. ITC-T/C-2015_____ WC Docket No. _____

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 N.V., a Dutch public company ("Altice" or "Transferee"), and Cablevision Systems Corporation, a Delaware corporation ("Cablevision" and together with Altice the "Applicants") respectfully request Commission approval to consummate a transaction (the "Transaction") whereby Altice will acquire ultimate control of domestic and international Section 214 authorizations to provide telecommunications services held by Cablevision's subsidiaries, Cablevision Lightpath, Inc., Cablevision Lightpath CT LLC, and Cablevision Lightpath NJ LLC.

The proposed acquisition by Altice of Cablevision poses no adverse competitive impacts and delivers meaningful public interest benefits :

- There is no anticompetitive effect from the Transaction. Cablevision operates a regional cable system serving approximately 3.1 million customers in the most competitive market in the country. Altice's acquisition of Cablevision improves the competitive prospects for Cablevision in this market and poses no anticompetitive issues of vertical or horizontal consolidation in the domestic cable or broadband market.

- Cablevision's customers will benefit from Altice's global expertise. Altice operates cable and wireless systems worldwide, and is a leader in technical innovation, network systems, IT, and management. Cablevision will benefit from the application of Altice's global experience, which will benefit customers in the form of continued improvement in service, quality and value.

- The Transaction will magnify Cablevision's capacity to compete. Altice is a substantially larger company than Cablevision, and as such has extensive access to capital and the ability to pursue innovation on a significantly larger scale, distributing the benefits over a much larger global customer base. The scale advantages of Altice will benefit Cablevision customers with innovation that would be less accessible without the transaction. These benefits will be available without the deleterious effect of substantial increased domestic consolidation in cable or broadband.

- The Transaction will reduce vertical integration. Altice's acquisition of Cablevision excludes any interest in MSG Networks and AMC Networks, Inc., and thus reduces vertical integration in the cable television market by eliminating common control over these companies.

For these reasons, as further described below, Applicants respectfully submit that the public interest, convenience, and necessity would be served by the prompt grant of this Application.

TABLE OF CONTENTS

I. DESCRIPTION OF THE APPLICANTS 4

A. Altice N.V. 4

B. Cablevision Systems Corporation 4

II. DESCRIPTION OF THE TRANSACTION 5

III. PUBLIC INTEREST STATEMENT 6

A. Introduction 6

B. Cablevision's Innovative Service and Product Offerings Will Benefit From Altice's Global Expertise. 8

C. The Transaction Will Enhance Cablevision's Competitiveness by Expanding its Access to Managerial, Operational and Capital Resources. 10

D. The Transaction Will Enhance Competition By Reducing Vertical Integration. 13

E. The Transaction Will Not Result In Any Competitive Harms. 14

IV. REQUEST FOR STREAMLINED TREATMENT 15

V. INFORMATION REQUIRED BY SECTION 63.24(e) OF THE RULES 16

VI. INFORMATION REQUIRED BY SECTION 63.04(b) OF THE RULES 21

VII. CONCLUSION 23

I. DESCRIPTION OF THE APPLICANTS

A. Altice N.V.

Altice N.V. ("Altice") 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, and for operating in highly competitive environments.

On June 3, 2015, Altice filed applications with the Commission to acquire Cequel Corporation, which provides services through subsidiaries that collectively do business as Suddenlink Communications ("Suddenlink"). Suddenlink's network footprint does not overlap, in whole or in part, with that of Cablevision and the two companies do not operate in any of the same markets. The majority of jurisdictions in which Altice's proposed acquisition of Suddenlink was subject to regulatory approval have approved the acquisition or are expected to do so shortly. On consummation of the Suddenlink transaction, Altice will offer cable television, broadband, Voice over Internet Protocol ("VoIP") and/or certain competitive telecommunications service to 1.5 million customers in seventeen states (but not in the Cablevision footprint of Connecticut, New Jersey or New York). The acquisition of Cequel will mark Altice's entry into the U.S. market, as neither Altice, nor any of its subsidiaries, currently has any other U.S. operations.

B. Cablevision Systems Corporation

Cablevision is a connectivity, telecommunications and media company offering digital television, high-speed Internet services, and Voice over Internet Protocol ("VoIP") service

to approximately 3.1 million subscribers in New York, New Jersey, and Connecticut. Cablevision also operates a network of over 1 million WiFi Internet access points across the Cablevision footprint. Cablevision's telecommunications portfolio also includes Lightpath, a provider of integrated business communications solutions to companies in the New York Metro area,[1] as well as Cablevision Media Sales, which offers regional and local advertisers innovative ways to reach their consumers through the power of television. In addition, Cablevision delivers news and information created specifically for the communities it serves through the News 12 programming networks; Newsday, Long Island's leading daily newspaper; amNewYork, the nation's most widely circulated free daily serving New York City; and Star Community Publishing, a publisher of weekly shoppers and community papers in Long Island.

II. DESCRIPTION OF THE TRANSACTION

On September 16, 2015, Cablevision and Altice entered into an Agreement and Plan of Merger ("Agreement"), pursuant to which Altice will acquire 100 percent of the share capital of Cablevision. Altice has formed a chain of three wholly owned Dutch subsidiaries, with each subsidiary wholly owning the next and the lowest-level entity wholly owning a newly formed Delaware corporation, Neptune Holding US Corp. In turn, Neptune Holding US Corp. wholly owns Neptune Merger Sub Corp., also a Delaware corporation ("Merger Sub"). Merger Sub will be merged with and into Cablevision, after which point Merger Sub will no longer exist as a separate corporate entity. Cablevision will be the surviving corporation; it will be 100 percent directly owned by Neptune Holding US Corp. and 100 percent indirectly owned by Altice. Charts illustrating the relevant pre- and post-Transaction structures of Altice and Cablevision's

[1/] In this Application, the New York Metro area refers to Cablevision's service region in the Bronx, Brooklyn, Long Island, Greater Hudson Valley, Northern New Jersey and Southern Connecticut.

ownership of Cablevision Lightpath, Inc., Cablevision Lightpath CT LLC, and Cablevision Lightpath NJ LLC are attached hereto as Attachment A.

CPP Investment Board, a Canada-organized investment management organization that invests the assets of the Canada Pension Plan ("CPPIB"), and a group of limited partnerships formed under the laws of Guernsey, U.K., and associated with BC Partners Holdings Limited ("BC Partners") have the option to indirectly purchase a combined total of up to 30 percent of Merger Sub's shares. Should CPPIB and BC Partners Holdings choose to exercise this option, they will own an indirect non-controlling share of up to 30 percent of Cablevision upon completion of the Transaction.

III. PUBLIC INTEREST STATEMENT

A. Introduction

Approval of the proposed Transaction will enable Altice to build on Cablevision's legacy of network investment, consumer-focused products and services and innovative approaches to video pricing and packaging, broadband connectivity, WiFi service deployment, and enthusiastic embrace of over-the-top video services. Cablevision subscribers, in turn, will benefit from Altice's global scale, access to capital, and fresh perspective, all of which will be brought to bear in Cablevision's already fierce daily contest against much larger rivals such as Verizon, AT&T/DIRECTV and DISH in the New York Metro area, the nation's most competitive market. The Transaction not only will fortify Cablevision to better serve consumers, but also will reduce vertical integration in distribution and programming, while posing no horizontal harms. It therefore serves the public interest and should be approved.

The proposed Transaction will enhance competition and spur pro-consumer innovation by enabling Cablevision to build on its position as an innovative and dynamic participant in the marketplace for wired and wireless broadband, video and voice services. Indeed, the proposed

Transaction — and the roughly 35 million subscribers served by Altice abroad — will provide Cablevision with additional scale by spreading the fixed cost of developing additional innovative and competitive service offerings across a larger subscriber base that to date has not been available to Cablevision. The proposed Transaction will afford Cablevision access to Altice's scale as well as its unique global perspective and technical expertise developed in some of the most competitive communications markets. These resources, in turn, will help ensure that Cablevision's service remains on the cutting edge of available bandwidth, network reliability and consumer value.

The Transaction also will reduce vertical integration in the U.S. cable distribution and programming markets by separating common control over Cablevision's cable systems and the News 12 Networks' local news operations, which Altice will acquire, from AMC Networks — including AMC, SundanceTV, IFC and WEtv — and the MSG Networks' regional sports networks, which Altice will not acquire. Altice intends to maintain its historical focus on creating value by providing world-class broadband Internet connectivity, video and voice service, and accordingly it is fully committed to investing in the Cablevision network, and to offering New York Metro area consumers the best quality and value in broadband connectivity and video programming choices.

Finally, the Transaction will not cause any competitive harms. It will not create any overlap between competing cable providers, and thus will not affect consumer choice. To the contrary, the Transaction will facilitate additional competition and innovation in what is already a highly innovative and competitive market.[2]

---

[2] Pending before the Commission is Altice's proposed acquisition of Cequel Corporation and its subsidiaries, doing business as Suddenlink. Suddenlink's geographically dispersed and primarily rural service territory has no overlap with — and is not even adjacent to — Cablevision's service (continued…)

B. Cablevision's Innovative Service and Product Offerings Will Benefit From Altice's Global Expertise.

Cablevision has a long history of service and innovation in the New York Metro area, one of the most competitive broadband, voice and video markets in the United States. Cablevision faces vigorous facilities-based competition from Verizon's FiOS network, which has overbuilt fiber-to-the-home over more than 50 percent of Cablevision's footprint. Cablevision's response to this competitive challenge — unique in the U.S. broadband and video marketplace — has been to focus on providing best-in-class connectivity to all types of customers, whatever their preferred platform, and investing heavily into customer service. For instance, Cablevision has deployed a network of more than 1.3 million WiFi hotspots throughout the New York Metro area, which give its broadband subscribers access to unlimited wireless broadband at no extra charge. Moreover, these hotspots form the backbone of other innovative product offerings such as Cablevision's Freewheel service, which provides users with a dedicated phone number and unlimited data, talk, and text when connected to WiFi.

In a departure from entrenched industry practices, Cablevision leveraged these investments to become one of the first cable operators in the country to introduce a variety of affordable service offerings targeted specifically at the needs and interests of "cord-cutters" and "cord-nevers." For instance, Cablevision was the first cable operator to partner with and offer HBO Now and Hulu as over-the-top services to its broadband customers, and it recently announced a similar deal to sell CBS "All Access" and SHOWTIME Internet video services. In another pioneering offer, Cablevision offers "cord-cutters" a package of broadband Internet,

---

territory, which is limited to the New York Metro area. Accordingly, the Transaction and the pending Suddenlink transaction pose no competitive issues, separately or in combination, and each transaction should be assessed on its own merits.

Freewheel, access to all 1.3 million Optimum WiFi hotspots, and a free digital antenna for receiving over-the-air broadcast television stations for under $35 a month, with an option to add HBO NOW and Hulu at those services' standard rates.

Altice is driven by the same competitive philosophy and the conviction that the convergence of broadband, video and voice services will continue to drive competition. Accordingly, Altice focuses on building, upgrading and operating advanced networks that offer best-in-class connectivity for all types of services to compete on the basis of the best fixed network in the market. Altice — led by its founder and controlling shareholder, Patrick Drahi — is a long-term strategic enterprise with a strong track record of implementing pro-consumer network improvements and efficiencies and reinvesting in the networks it acquires. If the Transaction is approved, Altice would bring to Cablevision its considerable experience in upgrading and managing Cablevision's network. the transmission and IT assets of its service provider affiliates. Furthermore, Altice intends to continue investing in and upgrading Cablevision's IT systems, including customer care, service provisioning and billing systems, to improve processes and be in an even better position to serve customers.

Altice's fundamental operating philosophy is to deploy fiber deeply and ubiquitously into the network. In Cablevision's case, one expected result of doing so would be the removal or reduction from the network of coaxial RF amplifiers, which consume substantial electricity and can be the cause of difficult-to-detect service outages (RF amplifier failures). Deeper fiber deployment would enable Cablevision to reduce its power costs and to further improve network reliability, resulting, in turn, in a greater ability to invest further in the network and improved service delivery to subscribers. By upgrading Cablevision's network with wider and deeper fiber deployment and other operational efficiencies, Altice will position Cablevision to compete more

effectively with Verizon FiOS and improve the service offerings available to consumers throughout Cablevision's footprint, including in areas not overbuilt by FiOS.

Altice also shares Cablevision's view that WiFi can hold significant promise, particularly for mobile communications, when deployed in regions with significant population density such as the Cablevision service territory. Altice anticipates continuing to invest in WiFi services to complement its fixed wireline investment. Altice also believes that other elements of video delivery service, such as set-top boxes, can benefit from fresh thinking intended to reduce costs to consumers and simplify and enhance customer solutions on premises. Indeed, adding the resources and scale of Altice to Cablevision's existing operations will enable Cablevision to invest even more in innovative products and services, as it will do so with greater scale and with an expectation that successful deployments will be able to be replicated across other Altice service providers. In these and other ways, the Transaction will bolster Cablevision's ability to continue to creatively meet consumers' changing needs in a market undergoing rapid and disruptive transformation.

C. The Transaction Will Enhance Cablevision's Competitiveness by Expanding its Access to Managerial, Operational and Capital Resources.

Maintaining a world-class network while developing innovative services and business models is expensive. Cablevision is a far smaller company than rivals such as Verizon, AT&T/DIRECTV and DISH, and accordingly, it is at a disadvantage in making major competitive investments. Cablevision's smaller customer base limits its ability to spread the costs of research, development, and deployment, and to drive innovation through its relationships with equipment manufacturers and other providers of network and service inputs. In fact, a number of U.S. cable providers have opted for technology developed by larger cable operators to ensure what is perceived to be a more viable and robust technology path going forward in light

of increasing capital commitments. Projects that are prohibitively expensive or risky when undertaken by a company with 3.1 million subscribers, however, can become far more feasible when undertaken by a company like Altice, with nearly 35 million subscribers worldwide. The Transaction thus would help level the playing field by giving Cablevision the ability to invest with the backing of Altice's global scale and access to capital, as well as its considerable technical and operational expertise.

Altice's senior management team, including its controlling shareholder, Patrick Drahi, has been active in the cable industry for nearly 30 years. Altice itself is a public company with global scale. It is a leading provider of communications services to nearly 35 million subscribers in diverse regions around the world, including in Western Europe, Israel, the French Caribbean and Indian Ocean regions, and the Dominican Republic. Thus, as a new entrant into the U.S. market, Altice would bring a fresh perspective based on its experience in diverse markets around the world, including a strong commitment to investment in fixed broadband (particularly fiber) at a time when some of the largest industry players seem to be focused primarily on mobile.

Altice, as a long-term strategic enterprise, believes that the achievement of efficiencies and cost savings create opportunities to invest further in its networks, as demonstrated by Altice's history of investing in its other broadband, video, and voice service provider affiliates. One key investment metric is the Altice companies' ratio of capital expenditures to sales. Under this measure, a higher capital expenditure to sales ratio demonstrates increased capital investment relative to sales generated by the company. Notably, after each key network investment or acquisition that Altice has made, the operating unit's ratio of capital expenditures to sales has increased. For example:

- Altice-owned Numericable's ratio of capital expenditures to sales has increased from 11 to 26 percent in Belgium and Luxembourg since 2011.
- Numericable's ratio of capital expenditures to sales has increased from 14 to 15 percent in France since 2014.
- In Israel, Altice's CapEx-to-Sales ratio for Hot Cable has increased from 21 to 34 percent since 2011.
- In Portugal, Altice's CapEx-to-Sales ratio for Cabovisão has increased from 14 to 17 percent since 2011.

In each of these jurisdictions, Altice's capital expenditures surpassed those of the incumbents with which it competes. These figures demonstrate that Altice not only has access to the capital necessary to operate on a large scale, but also that it strategically invests in its service provider affiliates in order to improve their service offerings and enhance their competitive position in the market.

Altice's historical level of investment in its service provider portfolio companies has brought substantial benefits to their subscribers. For instance, when Altice acquired control of Numericable in France in 2013, Numericable's network had not been upgraded to DOCSIS 3.0 and it was capable of delivering download speeds of only 1 Mbps. Today, less than three years later, approximately 98 percent of Numericable's network has been upgraded to DOCSIS 3.0, and its network is capable of delivering download speeds to subscribers of between 100-200 Mbps. Likewise in Belgium and Luxembourg, where the entire network has been upgraded to DOCSIS 3.0 and today can offer speeds that are 10 to 200 times faster — from 4 Mbps in 2013 to 50-200 Mbps today — than when Altice acquired control of Numericable in 2013.

Altice's network investment philosophy has led to similar outcomes in the other jurisdictions in which it operates. For instance, when Altice acquired cable provider Hot in Israel in 2011, Hot's network had not been upgraded to DOCSIS 3.0 and was capable of

delivering download speeds of only 3-7 Mbps. Today, 100 percent of Hot's network has been upgraded to DOCSIS 3.0 and it is capable of delivering download speeds of between 30-200 Mbps. And in Portugal, where Cabovisão's network had not been digitized when Altice acquired it in 2012, Cabovisão subscribers today have access to a network that is 94 percent upgraded to DOCSIS 3.0 and affords download speeds of up to 360 Mbps.

D. The Transaction Will Enhance Competition By Reducing Vertical Integration.

Beyond strengthening Cablevision's ability to remain an innovative and competitive broadband provider, the Transaction will enhance competition by reducing vertical integration in the cable distribution and programming markets. In the *AT&T/DIRECTV Order*, the Commission noted that in certain prior transactions, "the Commission found that competitive harm would likely result from the vertical integration of significant programming interests (including RSNs or other programming) that could not be addressed by the Commission's program access rules."[3] Like the AT&T/DIRECTV transaction itself, however, the proposed Transaction does not raise any such concerns because Cablevision does not have "a significant amount of vertically integrated programming."[4] Indeed, although post-Transaction, Cablevision will retain the News 12 networks in the New York Metro area, there will be no increase in market concentration in that (or any other) market; to the contrary, the Transaction will *reduce* vertical integration by eliminating any common control between Cablevision's cable operations and cable programmer AMC Networks — including AMC, SundanceTV, IFC and WEtv — and MSG Networks' regional sports networks.

---

[3] *Applications of AT&T Inc. and DIRECTV*, MB Docket No. 14-90, FCC 15-94, at ¶ 176 (July 28, 2015) ("*AT&T-DIRECTV Order*").

[4] *Id*. at ¶ 181.

E. The Transaction Will Not Result In Any Competitive Harms.

Finally, the Transaction does not implicate any competitive harms. The Transaction will not result in any horizontal consolidation among overlapping cable providers, and thus customers will not experience any reduction in their choice of providers. As noted above, Cablevision will benefit from the global scale it would achieve under Altice's ownership — without resulting in any consolidation within the U.S. market. Even when considered in combination with Altice's pending acquisition of Suddenlink, the combined company — which would have a total of about 4.6 million total subscribers in the United States — would still have fewer subscribers than either of AT&T's broadband or video services, *before* its recently approved merger with DIRECTV;[5] would have more than 2 million fewer subscribers than Verizon FiOS, which competes aggressively with Cablevision;[6] and would have fewer than a quarter of Comcast's approximately 22 million subscribers.[7] Thus, although the Transaction will give Cablevision sufficient scale to compete effectively in an increasingly consolidated cable market, it will not pose any of the competitive risks raised by mergers among larger providers.[8]

* * *

[5] *See AT&T-DIRECTV Order* at ¶ 12.

[6] *See* Verizon Communications Inc. Form 10-Q, at 39 (July 28, 2015) (showing subscribers as of June 30, 2015).

[7] *See* Comcast Corporation Form 10-K, at 46 (Feb. 27, 2015) (reporting subscribers as of Dec. 31, 2014). Cablevision currently serves approximately 3.1 million residential and business customers in New York, New Jersey, and Connecticut, while Suddenlink serves approximately 1.5 million customers in seventeen southern and western states.

[8] *See* Remarks of Jon Sallet, Federal Communications Comm. General Counsel at Telecommunications Policy Research Conference, "The Federal Communications Commission and Lessons of Recent Mergers & Acquisitions Reviews," September 25, 2015.

For all the reasons stated above, the Transaction serves the public interest by ensuring Cablevision is able to remain a robust and innovative competitor capable of providing consumers with world-class voice, video, and broadband Internet connectivity.

IV. REQUEST FOR STREAMLINED TREATMENT

Domestic. Applicants are eligible for 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 Cablevision Lightpath, Inc., Cablevision Lightpath CT LLC, and Cablevision Lightpath NJ LLC. 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 are eligible for 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 Cablevision Lightpath, Inc. 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 Altice and Cablevision, and in Section 63.18(h) through (p) for Altice:[9]

(a) Name, Address, and Telephone Numbers of Applicants
(b) Government, State, or Territory of Incorporation

For Altice

Name: Altice N.V.
Address: Cattenbroekerdijk 4-B, 3446 HA Woerden, the Netherlands
Telephone: +352 27 858 901
Jurisdiction of Incorporation: Netherlands

For Cablevision

Name: Cablevision Systems Corporation
Address: 1111 Stewart Avenue, Bethpage, NY 11714
Telephone: 516-803-2300
Jurisdiction of Incorporation: Delaware

[9] As noted in Section II, CPPIB and a group of limited partnerships associated with BC Partners Holdings have the option to purchase an indirect non-controlling share of up to 30 percent of Cablevision upon completion of the Transaction. Should CPPIB and BC Partners Holdings choose to exercise this option, Applicants will supplement this Application to reflect these ownership interests.

(c) Contacts

For Altice

Yaron Dori
Michael Beder
Ani Gevorkian
Covington & Burling LLP
One CityCenter
850 Tenth Street, N.W.
Washington, DC 20001
Tel: (202) 662-6000
Email: ydori@cov.com
mbeder@cov.com
agevorkian@cov.com

For Cablevision

Tara M. Corvo
Christopher J. Harvie
Paul D. Abbott
Mintz, Levin, Cohn, Ferris, Glovsky, and Popeo P.C.
701 Pennsylvania Avenue NW, Suite 900
Washington, DC 20004
Tel: (202) 434-7300
Fax: (202) 434-7400
Email: tmcorvo@mintz.com
cjharvie@mintz.com
pdabbott@mintz.com

(d) Existing Section 214 Authorizations

As noted above in in Section II, neither Altice nor any of its subsidiaries currently holds any Section 214 authorizations. Applications are pending with the Commission to transfer control of the Section 214 authorizations held by Cequel Corporation and its subsidiaries to Altice.[10]

[10] Cequel offers domestic interstate telecommunications services through its affiliate Cequel Holdings (which holds a blanket domestic Section 214 authorization). *See Domestic Section 214 Authorization Granted*, Public Notice, WC Docket No. 12-207, DA 12-1746 (WCB Nov. 1, 2012). Cequel offers international telecommunications services through its affiliates Cebridge Limited and Cebridge TX (each of which holds an international Section 214 authorization). *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, (continued…)

Cablevision Lightpath, Inc. holds an International Section 214 authorization under file number ITC-214-19940128-00025.[11] In addition, Cablevision subsidiaries Cablevision Lightpath, Inc., Cablevision Lightpath CT LLC, and Cablevision Lightpath NJ LLC — and their affiliated operating entities — are authorized to provide domestic interstate telecommunications services pursuant to 47 C.F.R. § 63.01.

(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 Cablevision Systems Corporation and its wholly owned subsidiaries:

Name:	Neptune Holding US Corp.
Address:	c/o Corporation Service Company, 2711 Centerville Road, Suite 400, New Castle, DE 19808
Citizenship:	Delaware
Percentage Owned:	100% (direct ownership of Cablevision Systems Corporation)
Principal Business:	Holding Company

Name:	CVC 3 B.V.
Address:	Cattenbroekerdijk 4-B, 3446 HA Woerden, the Netherlands
Citizenship:	Netherlands
Percentage Owned:	100% (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

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).

[11] *Overseas Common Carrier Section 214 Applications Actions Taken*, Public Notice, 1994 FCC Lexis 1347 (Mar. 30, 1994).

Name:	CVC 1 B.V.
Address:	Cattenbroekerdijk 4-B, 3446 HA Woerden, the Netherlands
Citizenship:	Netherlands
Percentage Owned:	100% (indirectly via ownership of CVC 2 B.V.)
Principal Business:	Holding Company

Name:	Altice N.V.
Address:	Cattenbroekerdijk 4-B, 3446 HA Woerden, the Netherlands
Citizenship:	Netherlands
Percentage Owned:	100% (indirectly via 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:	60.45% (indirectly via 60.45% ownership of Altice N.V.)
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:	60.45% (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:	60.45% (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:	60.45% (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 Cablevision entities after consummation of the Transaction. However, most officers and directors of Altice 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 Cablevision and/or its subsidiaries after consummation of the Transaction. Information about Altice'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 Cablevision and, thereby, Cablevision 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 currently provide telecommunications services in the U.S. As noted in Section I.A above, Altice has filed applications, pending before the Commission, to acquire Cequel Corporation, which provides services through subsidiaries that collectively do business as Suddenlink. On consummation of the Suddenlink transaction, Altice will offer cable television, broadband, Voice over Internet Protocol ("VoIP") and/or certain competitive telecommunications service to 1.5 million customers in seventeen states.[12]

A description of the geographic service areas served by Cablevision 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 Cablevision's subsidiaries that hold Commission licenses relating to Cablevision's cable systems and media properties, including Cable Television Relay Services licenses and various private

[12] 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. Cablevision does not own network facilities or operate in any of these states.

radio licenses. These licenses are set forth in Attachment C. Cablevision and its subsidiaries do 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 that are subject to the Transaction, including those authorizations for which only post-closing notice is required. However, Cablevision 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 Cablevision 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 Cablevision 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.[13] In addition, Applicants request that 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 before June 30, 2016) (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.

---

[13] 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 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").

(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.

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,

_____

Tara M. Corvo
Christopher J. Harvie
Paul D. Abbott
Mintz Levin Cohn Ferris Glovsky and Popeo PC
701 Pennsylvania Avenue NW, Suite 900
Washington, DC 20004
Tel: (202) 434-7300
Fax: (202) 434-7400
Email: tmcorvo@mintz.com
cjharvie@mintz.com
pdabbott@mintz.com

Attorneys for Cablevision Systems Corporation

_____

Yaron Dori
Michael Beder
Ani Gevorkian
Covington & Burling LLP
One CityCenter
850 Tenth Street, N.W.
Washington, DC 20001
Tel: (202) 662-6000
Fax: (202) 662-6291
E-mail: ydori@cov.com
mbeder@cov.com
agevorkian@cov.com

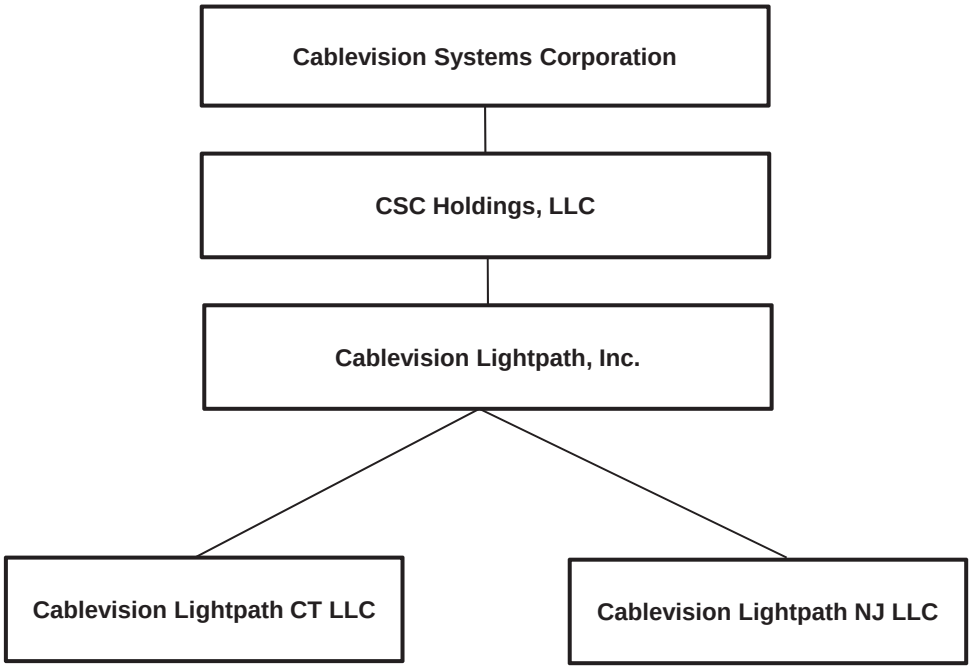
Attorneys for Altice N.V.

Dated: October 14, 2015

Attachment A

Pre- and Post-Transaction Corporate Organizational Charts

Cablevision Systems Corporation
Pre-Closing Organizational Chart)



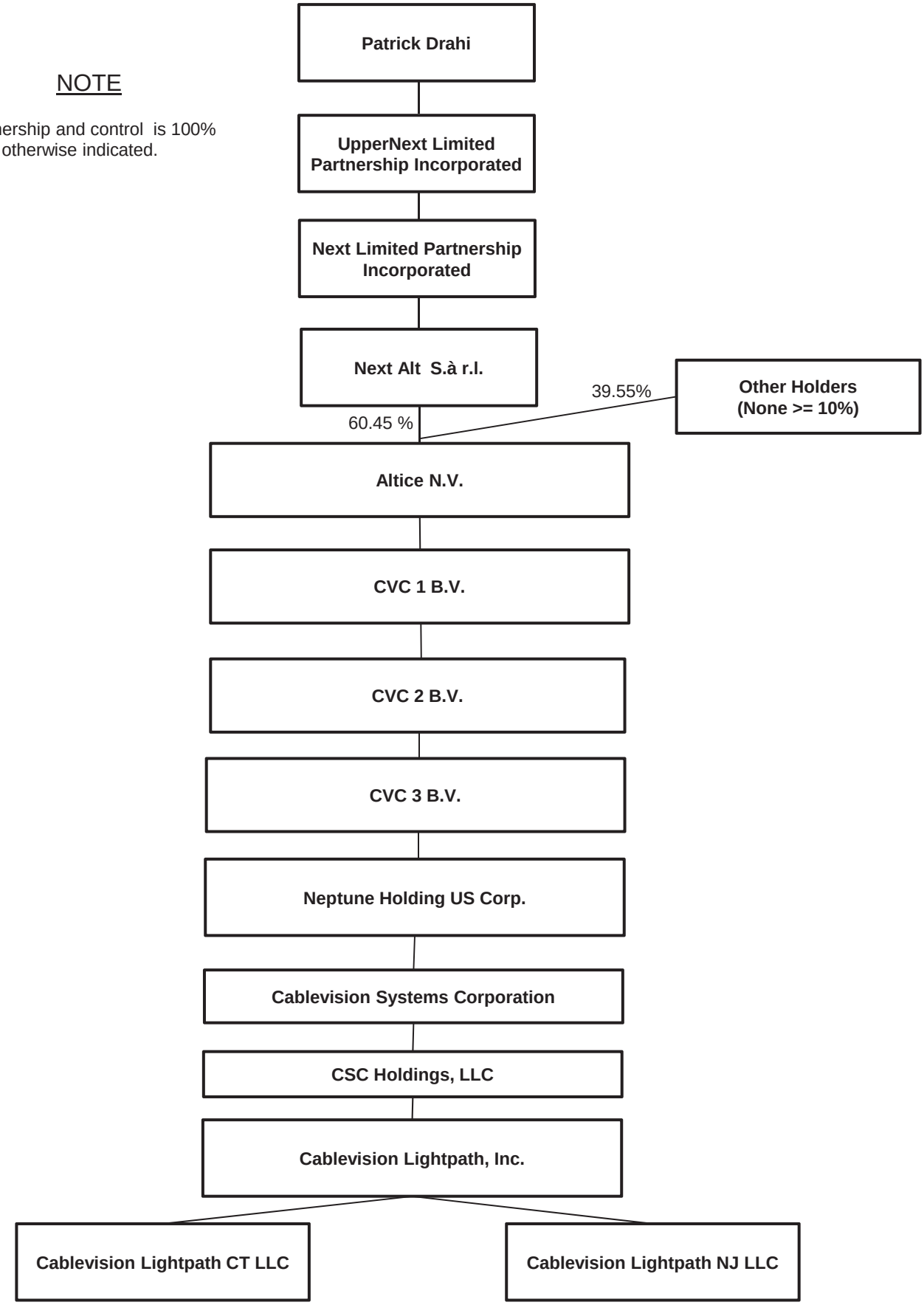
NOTE

All ownership and control is 100%.

Altice N.V. Post-Closing Organizational Chart

NOTE

All ownership and control is 100% unless otherwise indicated.



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.AS
	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 – 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	Green.ch AG
	LD Communications Suisse S.A.

Attachment C
Other FCC Authorizations

FCC Licenses Held by Cablevision, News 12, and Newsday

Cablevision

Cable Television Relay Service (CARS)

Call Sign	*License Holder*
WLY-427	Cablevision Systems Long Island Corporation

Wireless Licenses

Call Sign	*Service Type*	*License Holder*
501CV	AC – Aircraft	CSC Transportation
KRZ668	IG – Industrial/Business Pool, Conventional	Cablevision of Brookhaven, Inc.
KXS838	IG – Industrial/Business Pool, Conventional	Samson Cablevision Corp
WPMM936	IG – Industrial/Business Pool, Conventional	CSC Holdings, LLC
WPZT765	MG – Microwave Industrial/Business Pool	Cablevision Lightpath, Inc.
WPZT766	MG – Microwave Industrial/Business Pool	Cablevision Lightpath, Inc.
WQHG709	MG – Microwave Industrial/Business Pool	Cablevision Lightpath, Inc.
WQLC623	AC – Aircraft	CSC Transport
WQMF834	AF – Aeronautical and Fixed	CSC Transport, Inc.

International Section 214 Authorizations

File Number	*License Holder*
ITC-214-19940128-00025	Cablevision Lightpath, Inc.

Domestic Section 214 Authorizations

File Number	*License Holder*
Not Applicable	Cablevision Lightpath, Inc.
Not Applicable	Cablevision Lightpath CT LLC
Not Applicable	Cablevision Lightpath NJ LLC

Receive-Only Earth Stations (Post-Transaction Notice Only)

Call Sign	*License Holder*
E100031	CSC TKR, LLC
E100032	Cablevision of Warwick, LLC
E100033	Cablevision of Rockland/Ramapo, LLC
E100085	CSC TKR, LLC

E2845	Cablevision of Hudson County, LLC
E2989	CSC TKR, LLC
E4463	Cablevision of Brookhaven, Inc.
E5182	Petra Cablevision Corporation
E6327	Cablevision of Oakland, LLC
E8036	Cablevision Systems East Hampton Corporation
E860650	Cablevision of Wappingers Fall, Inc.
E860972	Cablevision of Litchfield, Inc.
E861035	Cablevision of Litchfield, Inc.
E865061	Cablevision of Paterson, LLC
E865183	Cablevision Systems Long Island Corporation
E890162	Cablevision Systems New York City Corporation
E890163	Cablevision Systems New York City Corporation
E910618	CSC TKR, LLC
E9199	Cablevision of Newark
E920466	Cablevision of Ossining Limited Partnership
E920467	Cablevision of Wappingers Fall, Inc.
E930007	CSC TKR, LLC
E960035	CSC TKR, LLC
WJ56	Cablevision Systems Long Island Corporation
WL39	Cablevision Systems Dutchess Corporation
WN20	Cablevision of Monmouth, LLC
WP27	Cablevision of Litchfield, Inc.
WQ98	Cablevision of Monmouth, LLC
WS33	Cablevision of Monmouth, LLC
WU34	Cablevision of New Jersey, LLC

Antenna Structure Registrations (Post-Transaction Notice Only)

Registration Number	*License Holder*
1003633	Petra Cablevision Corp.
1003629	CSC Acquisition-NY, Inc.
1003631	CSC Holdings LLC
1045839	CSC TKR LLC
1003626	CSC Acquisition-NY, Inc.
1003627	CSC Acquisition-NY, Inc.
1003628	CSC Acquisition-NY, Inc.
1003630	CSC Acquisition-NY, Inc.
1045838	CSC TKR LLC
1045841	Cablevision of Monmouth, LLC
1045843	Cablevision of Newark
1045844	Cablevision of Oakland, LLC
1059583	Cablevision Systems of Southern Connecticut, LP

1063511	CSC Holdings, LLC
1064778	Cablevision of Brookhaven Inc.
1214739	Cablevision of Monmouth, LLC
1215548	Cablevision of New Jersey, LLC

News 12

Cable Television Relay Service (CARS)

Call Sign	*License Holder*
KB-60118	News 12 Connecticut, LLC
KD-55020	News 12 Company
KD-55021	News 12 Company
KD-55023	News 12 Company
KD-55025	News 12 Company
KD-55029	News 12 Company

Transmit/Receive Earth Stations

Call Sign	*License Holder*
E010213	News 12 Connecticut, LLC

Transmit-Only Earth Stations

Call Sign	*License Holder*
E040308	News 12 The Bronx, LLC
E040408	News 12 Connecticut, LLC
E110020	News 12 Westchester, LLC
E110121	News 12 New Jersey, LLC
E940183	News 12 Company
E960144	News 12 New Jersey, LLC

Wireless Licenses

Call Sign	*Service Type*	*License Holder*
WPTG869	RP – Broadcast Auxiliary Remote Pickup	News 12 Company
WQON391	MG – Microwave Industrial/Business Pool	News 12 Company
WQON392	MG – Microwave Industrial/Business Pool	News 12 Company

Newsday

Wireless Licenses

Call Sign	*Service Type*	*License Holder*
WQJE942	IG – Industrial/Business Pool, Conventional	Newsday LLC
WQJF242	IG – Industrial/Business Pool, Conventional	Newsday LLC

Attachment D

Altice N.V. Officers and Directors

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

Name:	Jurgen van Breukelen
Address:	Onder den Dael 3, 1261 CN Blaricum, The Netherlands
Citizenship:	Netherlands
Position:	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:	A4 S.A.
Address:	3 Boulevard Royal, L-2449 Luxembourg
Citizenship:	Luxembourg
Position:	Vice President (Permanent Representative: Jérémie Bonnin)

Name:	Jérémie Bonnin
Address:	11 chemin de Sous-Caran, CH-1222 Vésenaz, Switzerland
Citizenship:	France
Position:	General Secretary

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 of Altice N.V.;

(2) I am authorized to make this declaration on behalf of Altice N.V.; and

(3) The statements in the foregoing application relating to Altice N.V. 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 13th day of October, 2015.

Name: Jérémie Bonnin
Title: General Secretary

DECLARATION

I, Brian Sweeney, hereby declare that:

(1) I am President and Chief Financial Officer of Cablevision Systems Corporation;

(2) I am authorized to make this declaration on behalf of Cablevision Systems Corporation and its subsidiaries, including Cablevision Lightpath, Inc., Cablevision Lightpath CT LLC, and Cablevision Lightpath NJ LLC (collectively, "Cablevision"); and

(3) The statements in the foregoing application relating to Cablevision 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 14th day of October, 2015.

Name: Brian Sweeney
Title: President and Chief Financial Officer
Cablevision Systems Corporation