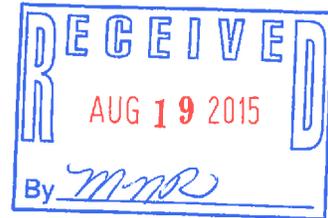




August 11, 2015

Via Overnight Courier

City of Flagstaff
Attention: Mayor Jerry Nabours
211 West Aspen Ave.,
Flagstaff, AZ 86001



RE: Update Regarding the Transfer of Control of Cequel Corporation

Dear Mayor Nabours:

Cequel Corporation, a Delaware corporation (“Cequel”), and Altice N.V. hereby submit this letter to update certain information regarding the upcoming transfer of control of Cequel, the parent of NPG Cable, LLC d/b/a Suddenlink Communications (“Suddenlink”).

As described in the Federal Communications Commission Form 394 “Application for Franchise Authority Consent to Assignment or Transfer of Control of Cable Television Franchise” dated June 3, 2015 previously filed with your community (the “Application”), Altice S.A., through certain of its wholly-owned subsidiaries, agreed to acquire a 70% interest in, and ultimate control of, Cequel and its subsidiaries, including Suddenlink (the “Transaction”), pursuant to a Purchase and Sale Agreement (“Purchase Agreement”) entered into on May 19, 2015. As previously noted, the Transaction is expected to close in the fourth quarter of 2015.

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

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

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

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

As a result of the Reorganization, please note that in the draft transfer resolution provided with the Application, the second Whereas clause should be revised to read:

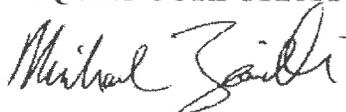
WHEREAS, Cequel Corporation ("Cequel"), the parent of the Franchisee, has entered into a Purchase and Sale Agreement (the "Agreement") with Altice S.A. (as subsequently reorganized to become Altice N.V., "Altice") and other parties thereto, pursuant to which certain wholly-owned subsidiaries of Altice will acquire 70% of the issued and outstanding equity interests of Cequel (the "Transaction"); and

Except for the changes noted above, all statements in the Application regarding the ultimate post-Transaction ownership and control of Cequel and Suddenlink remain accurate. Altice N.V. is a public company under Dutch law, having its official seat in Amsterdam, the Netherlands, and is registered with the Dutch trade register under number 63329743. New Athena B.V. was formed on May 18, 2015, and converted to Altice N.V. on August 8, 2015. The registered address of Altice N.V. is: Altice N.V., Cattenbroekerdijk 4 b, Amsterdam, The Netherlands.

This letter is provided for informational purposes to ensure the accuracy of your community's records. Please feel free to contact Michael Zarrilli, Vice President Government Relations & Senior Counsel at 314-315-9337, or by e-mail at michael.zarrilli@suddenlink.com with any questions or if you need additional information.

Respectfully submitted,

CEQUEL CORPORATION



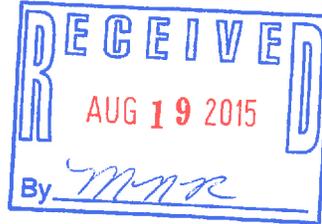
Michael Zarrilli
Vice President Government Relations

ALTICE N.V.



Jérémie Bonnin
General Secretary

JPMorgan Chase Bank, N.A.
Global Trade Services
131 South Dearborn, 5th Floor
Mail Code: IL1-0236
Chicago, IL 60603-5506



AUG 18, 2015
OUR L/C NO.: TFTS-843296

BENEFICIARY:
CITY OF FLAGSTAFF
CITY HALL
ATTN: MAYOR JERRY NABOURS
211 WEST ASPEN AVENUE
FLAGSTAFF, AZ 86001

APPLICANT:
CEQUEL COMMUNICATIONS, LLC
520 MARYVILLE CENTRE DRIVE - SUITE 520
ST. LOUIS, MO 63141

WE HEREBY ESTABLISH OUR IRREVOCABLE STANDBY LETTER OF CREDIT NO. TFTS-843296 IN YOUR FAVOR UP TO THE AGGREGATE AMOUNT OF USD25,000.00 (TWENTY FIVE THOUSAND AND 00/100 UNITED STATES DOLLARS), AVAILABLE AT JPMORGAN CHASE BANK, N.A., C/O JPMORGAN TREASURY SERVICES, 10420 HIGHLAND MANOR DRIVE, 4TH FLOOR, TAMPA, FL 33610, ATTN: STANDBY L/C DEPT., BY PAYMENT AGAINST YOUR DRAFTS AT SIGHT TO BE ACCOMPANIED BY THE FOLLOWING DOCUMENTS:

1. THIS ORIGINAL OF THIS IRREVOCABLE STANDBY LETTER OF CREDIT AND ANY AMENDMENTS THERETO, IF ANY.
2. A STATEMENT, SIGNED BY AN AUTHORIZED OFFICER OF THE CITY OF FLAGSTAFF, SIGNED AS SUCH, STATING:
' 'THE AMOUNT OF THIS DRAWING, USD..... UNDER JPMORGAN CHASE BANK, N.A., STANDBY LETTER OF CREDIT NO. TFTS-843296 REPRESENTS FUNDS DUE TO CITY OF FLAGSTAFF IN ACCORDANCE WITH THE CABLE LICENSE AGREEMENT BETWEEN THE CITY OF FLAGSTAFF, ARIZONA AND CEQUEL COMMUNICATIONS LLC. ' '

THIS LETTER OF CREDIT SETS FORTH IN FULL THE TERMS OF OUR UNDERTAKING, AND SUCH UNDERTAKING SHALL NOT IN ANY WAY BE MODIFIED, AMENDED OR AMPLIFIED BY REFERENCE TO ANY NOTE, DOCUMENT, INSTRUMENT OR AGREEMENT REFERRED TO HEREIN OR IN WHICH THIS LETTER OF CREDIT IS REFERRED TO OR TO WHICH THIS LETTER OF CREDIT RELATES AND ANY SUCH REFERENCE SHALL NOT BE DEEMED TO BE INCORPORATED HEREIN BY REFERENCE. THE OBLIGATION OF JPMORGAN CHASE BANK, N.A., UNDER THIS LETTER OF CREDIT IS THE INDIVIDUAL OBLIGATION OF JPMORGAN CHASE BANK, N.A., AND IS IN NO WAY CONTINGENT UPON REIMBURSEMENT WITH RESPECT THERETO.

JPMorgan Chase Bank, N.A.
Global Trade Services
131 South Dearborn, 5th Floor
Mail Code: IL1-0236
Chicago, IL 60603-5506

AUG 18, 2015
OUR L/C NO.: TFTS-843296

THIS IRREVOCABLE STANDBY LETTER OF CREDIT IS EFFECTIVE IMMEDIATELY AND EXPIRES ON JULY 31, 2016. IT IS A CONDITION OF THIS LETTER OF CREDIT THAT IT IS DEEMED TO BE AUTOMATICALLY EXTENDED, WITHOUT AMENDMENT, FOR ADDITIONAL PERIOD(S) OF ONE (1) YEAR FROM THE EXPIRY DATE HEREOF, OR ANY FUTURE EXPIRATION DATE, UNLESS AT LEAST THIRTY (30) DAYS PRIOR TO SUCH EXPIRY DATE WE SEND NOTICE TO YOU VIA HAND DELIVERED COURIER THAT WE ELECT NOT TO CONSIDER THIS LETTER OF CREDIT EXTENDED FOR ANY SUCH ADDITIONAL PERIOD.

ALL CORRESPONDENCE AND ANY DRAWINGS PRESENTED IN CONNECTION WITH THIS LETTER OF CREDIT MUST ONLY BE PRESENTED TO US AT JPMORGAN CHASE BANK, N.A., C/O JPMORGAN TREASURY SERVICES, 10420 HIGHLAND MANOR DRIVE, 4TH FLOOR, TAMPA, FLORIDA 33610, ATTENTION: STANDBY LETTER OF CREDIT DEPARTMENT. CUSTOMER INQUIRY NUMBER IS 800-634-1969 CHOOSE OPTION 1. CUSTOMER INQUIRY E-MAIL ADDRESS IS: GTS.CLIENT.SERVICES@JPMCHASE.COM

EXCEPT AS OTHERWISE STATED HEREIN, THIS IRREVOCABLE LETTER OF CREDIT SHALL BE SUBJECT TO THE UNIFORM CUSTOMS AND PRACTICE FOR DOCUMENTARY CREDITS (2007 REVISION) INTERNATIONAL CHAMBER OF COMMERCE, PUBLICATION NO. 600.



AUTHORIZED SIGNATURE