



PUBLIC NOTICE

Federal Communications Commission
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APPLICATIONS FILED FOR THE TRANSFER OF CONTROL OF CABLEVISION SYSTEMS CORPORATION TO ALTICE N.V.

PLEADING CYCLE ESTABLISHED

WC Docket No. 15-257

Comments/Petitions Due: December 7, 2015

Reply Comments/Oppositions to Petitions Due: December 22, 2015

Altice N.V. (Altice), a Netherlands entity, and Cablevision Systems Corporation (Cablevision), a Delaware corporation, (together, Applicants) filed a series of applications¹ pursuant to sections 214 and 310(d) of the Communications Act of 1934, as amended,² seeking approval for the transfer of control of Cablevision and certain subsidiaries to Altice.

Cablevision offers digital television, Internet services, and Voice over Internet Protocol (VoIP) service to approximately 3.1 million subscribers in New York, New Jersey, and Connecticut.³ Cablevision also operates a network of over 1 million Wi-Fi Internet access points across the Cablevision footprint. Cablevision's subsidiary, Cablevision Lightpath, Inc., offers competitive telecommunications services to companies in the New York Metro area⁴ and also owns Cablevision Media Sales, the company's advertising sales division. Cablevision provides news and information in its service area through the News 12 programming networks; Newsday, a Long Island daily newspaper; amNewYork, a free daily serving New York City; and Star Community Publishing, a publisher of weekly shoppers and community papers on Long Island.⁵

Altice, a publicly traded holding company, provides fixed and mobile voice, video, and broadband services in a range of markets throughout the world, including in Western Europe (France,

¹ See *Applications for Authority Pursuant to Section 214 of the Communications Act of 1934, as Amended, to Transfer Control of Authorizations from Cablevision Systems Corporation to Altice N.V.*, WC Docket No. 15-257 (filed Oct. 14, 2015) (Section 214 Application).

² 47 U.S.C. §§ 214, 310(d).

³ Section 214 Application at 4-5.

⁴ Applicants define the New York Metro area as Cablevision's service region in the Bronx, Brooklyn, Long Island, Greater Hudson Valley, Northern New Jersey, and Southern Connecticut.

⁵ Applicants state that Altice's acquisition of Cablevision excludes any interest in Cablevision's programming interests, MSG Networks and AMC Networks, Inc.

Belgium, Luxemburg, Portugal, and Switzerland), Israel, the French Caribbean and Indian Ocean regions, and the Dominican Republic. Altice serves approximately 34.5 million subscribers world-wide. Altice has an application pending before the Commission for the transfer of control of Cequel Corporation (d/b/a Suddenlink Communications) and its subsidiaries to Altice.⁶

Applicants state that, 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 shares of Cablevision.⁷ Applicants state that “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.”⁸ Applicants provide that Neptune Holding US Corp. wholly owns Neptune Merger Sub Corp. (Merger Sub), also a Delaware corporation.⁹ Applicants state that “Merger Sub will be merged with and into Cablevision, after which point Merger Sub will no longer exist as a separate entity.”¹⁰ Applicants further state that “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.”¹¹ Accordingly, after consummation of the proposed transaction, Cablevision will ultimately be majority owned and controlled by Patrick Drahi, a citizen of Israel (approximately a 60.45 percent interest through his indirect ownership interest in Altice).¹²

Applicants assert that the proposed transaction is in the public interest.¹³ They maintain that Altice’s operational expertise, scale, and resources will enable Cablevision to accelerate network investment while maintaining a superior level of reliability and customer support, resulting in a stronger competitor.¹⁴ Applicants further state that Cablevision’s customers will benefit from Altice’s global experience, which will result in improved service, quality, and value.¹⁵ According to Applicants, the proposed transaction will not create any overlap between competing cable providers and will further enhance competition in the New York market because of Altice’s scale and resources. They state that it

⁶ See *Applications Filed for the Transfer of Control of Cequel Corporation d/b/a Suddenlink Communications to Altice S.A.*, WC Docket No. 15-135, Public Notice, 30 FCC Rcd 6442 (WCB/MB/IB/WTB 2015). Applicants state that, assuming consummation of the proposed transaction with Suddenlink, Altice will offer cable television, broadband services, VoIP services, and competitive telecommunications services to 1.5 million subscribers in the 17 states in which Suddenlink operates. Applicants state that Cablevision does not own network facilities or operate in any of those states.

⁷ Section 214 Application at 5.

⁸ *Id.*

⁹ *Id.*

¹⁰ *Id.*

¹¹ *Id.*

¹² Applicants provide organizational charts depicting pre-closing and post-closing ownership chains. See Section 214 Application at 18-19, Attach. A. Applicants state that CPP Investment Board (CPPIB), a Canadian investment management organization that invests in the assets of the Canada Pension Plan, and a group of limited partnerships formed under the laws of Guernsey, United Kingdom, and associated with BC Partners Holdings Limited (BC Partners) exercised the option to indirectly purchase a combined total of 30 percent of Cablevision’s shares. Letter from Yaron Dori, Counsel to Altice N.V., to Marlene H. Dortch, Secretary, FCC, WC Docket No. 15-257, at 1 (filed Nov. 2, 2015).

¹³ Section 214 Application at 6.

¹⁴ *Id.* at 6-8.

¹⁵ *Id.*

will reduce vertical integration in the U.S. cable distribution and programming market by separating control over Cablevision’s systems and the News 12 Networks’ local news operations, which Altice will acquire, from Cablevision’s programming interests, which Altice will not acquire.

SECTION 214 AUTHORIZATIONS

A. International

The application for consent to the transfer of control of certain international section 214 authorizations from Cablevision to Altice has been assigned the file number listed below.

<u>File Number</u>	<u>Authorization Holder</u>	<u>Authorization Number</u>
ITC-T/C-20151014-00237	Cablevision Lightpath, Inc.	ITC-214-19940128-00025

B. Domestic

The Applicants filed an application to transfer control of domestic section 214 authority in connection with the proposed transaction. In light of the multiple applications pending before the Commission with respect to this transaction and the public interest review associated with them, the domestic transfer of control application is not subject to streamlined treatment.¹⁶

SECTION 310(d) APPLICATIONS

The applications for consent to the transfer of control of a license under section 310(d) have been assigned the file numbers listed below.

A. Wireless Authorizations

<u>File Number</u>	<u>Licensee</u>	<u>Lead Call Sign</u>
0006967948	Cablevision of Brookhaven, Inc.	KRZ668
0006967949	Samson Cablevision Corp.	KXS838
0006967950	CSC Holdings LLC	WPMM936
0006967951	Cablevision Lightpath, Inc.	WPZT765
0006967952	CSC Transport, Inc.	WQLC623
0006967953	News 12 Company	WPTG869
0006967954	Newsday LLC	WQJE942
0006974362	CSC Transport, Inc.	501cv

¹⁶ See 47 C.F.R. § 63.03(c)(1).

PART 78 -- CABLE TELEVISION RELAY SERVICES (CARS)

<u>File Number</u>	<u>Licensee</u>	<u>Lead Call Sign</u>
20151027AB-09	Cablevision Systems Long Island Corporation	WLY-427
20151027AA-09	News 12 Connecticut LLC	KB-60118
20151027AC-09	News 12 Company	KD-55020
20151027AD-09	News 12 Company	KD-55021
20151027AE-09	News 12 Company	KD-55023
20151027AF-09	News 12 Company	KD-55025
20151027AG-09	News 12 Company	KD-55029

PART 25 -- SATELLITE EARTH STATION LICENSES

<u>File Number</u>	<u>Licensee</u>	<u>Lead Call Sign</u>
SES-T/C-20151014-00679	News 12 Connecticut LLC	E010213
SES-T/C-20151014-00690	News 12 The Bronx, L.L.C.	E040308
SES-T/C-20151014-00691	News 12 New Jersey L.L.C.	E110121
SES-T/C-20151014-00692	News 12 Westchester LLC	E110020
SES-T/C-20151014-00693	News 12 Company	E940183

GENERAL INFORMATION

The applications referenced herein have been found, upon initial review, to be acceptable for filing. The Commission reserves the right to return any application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Interested parties may file comments **on or before December 7, 2015**, and reply comments **on or before December 22, 2015**.

Pursuant to sections 1.415 and 1.419 of the Commission's rules, 47 CFR §§ 1.415, 1.419, interested parties may file comments and reply comments on or before the dates specified above. Comments may be filed using the Commission's Electronic Comment Filing System (ECFS). See *Electronic Filing of Documents in Rulemaking Proceedings*, 63 FR 24121 (1998).

- Electronic Filers: Comments may be filed electronically using the Internet by accessing the ECFS: <http://apps.fcc.gov/ecfs/>.
- Paper Filers: Parties who choose to file by paper must file an original and one copy of each filing. If more than one docket or rulemaking number appears in the caption of this proceeding, filers must submit two additional copies for each additional docket or rulemaking number.

Filings can be sent by hand or messenger delivery, by commercial overnight courier, or by first-class or overnight U.S. Postal Service mail. All filings must be addressed to the Commission's Secretary, Office of the Secretary, Federal Communications Commission.

- All hand-delivered or messenger-delivered paper filings for the Commission’s Secretary must be delivered to FCC Headquarters at 445 12th St., SW, Room TW-A325, Washington, DC 20554. The filing hours are 8:00 a.m. to 7:00 p.m. All hand deliveries must be held together with rubber bands or fasteners. Any envelopes and boxes must be disposed of before entering the building.
- Commercial overnight mail (other than U.S. Postal Service Express Mail and Priority Mail) must be sent to 9300 East Hampton Drive, Capitol Heights, MD 20743.
- U.S. Postal Service first-class, Express, and Priority mail must be addressed to 445 12th Street, SW, Washington DC 20554.

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at 202-418-0530 (voice), 1-888-835-5322 (tty).

In addition, provide one copy of each pleading to each of the following:

- 1) Neil Dellar, Office of General Counsel, TransactionTeam@fcc.gov;
- 2) Dennis Johnson, Wireline Competition Bureau, dennis.johnson@fcc.gov;
- 3) Sumita Mukhoty, International Bureau, Sumita.mukhoty@fcc.gov;
- 4) David Krech, International Bureau, david.krech@fcc.gov;
- 5) Clay DeCell, International Bureau, clay.decell@fcc.gov;
- 6) Brendan Holland, Media Bureau, brendan.holland@fcc.gov;
- 7) Jeffrey Neumann, Media Bureau, jeffrey.neumann@fcc.gov;
- 8) Linda Ray, Wireless Telecommunications Bureau, linda.ray@fcc.gov;
- 9) Jeffrey Tobias, Wireless Telecommunications Bureau, jeff.tobias@fcc.gov

The proceeding in this Notice shall be treated as a “permit-but-disclose” proceeding in accordance with the Commission’s *ex parte* rules.¹⁷ Persons making *ex parte* presentations must file a copy of any written presentation or a memorandum summarizing any oral presentation within two business days after the presentation (unless a different deadline applicable to the Sunshine period applies). Persons making oral *ex parte* presentations are reminded that memoranda summarizing the presentation must (1) list all persons attending or otherwise participating in the meeting at which the *ex parte* presentation was made, and (2) summarize all data presented and arguments made during the presentation. If the presentation consisted in whole or in part of the presentation of data or arguments already reflected in the presenter’s written comments, memoranda or other filings in the proceeding, the presenter may provide citations to such data or arguments in his or her prior comments, memoranda, or other filings (specifying the relevant page and/or paragraph numbers where such data or arguments can be found) in lieu of summarizing them in the memorandum. Documents shown or given to Commission staff during *ex parte* meetings are deemed to be written *ex parte* presentations and must be filed consistent with rule 1.1206(b), 47 C.F.R. § 1.1206(b). Participants in this proceeding should familiarize themselves with the Commission’s *ex parte* rules.

To allow the Commission to consider fully all substantive issues regarding the Applications in as timely and efficient a manner as possible, petitioners and commenters should raise all issues in their initial

¹⁷ 47 C.F.R. §§ 1.1200 *et seq.*

filings. New issues may not be raised in responses or replies.¹⁸ A party or interested person seeking to raise a new issue after the pleading cycle has closed must show good cause why it was not possible for it to have raised the issue previously. Submissions after the pleading cycle has closed that seek to raise new issues based on new facts or newly discovered facts should be filed within 15 days after such facts are discovered. Absent such a showing of good cause, any issues not timely raised may be disregarded by the Commission.

For further information, please contact Dennis Johnson, Wireline Competition Bureau, (202) 418-0809; David Krech, International Bureau, (202) 418-7443; Sumita Mukhoty, International Bureau, (202) 418-7165; Clay DeCell, International Bureau, (202) 418-0803; Brendan Holland, Media Bureau, (202) 418-2757; Jeffrey Neumann, Media Bureau, (202) 418-2046; Linda Ray, Wireless Telecommunications Bureau, (202) 418-0257; or Jeff Tobias, Wireless Telecommunications Bureau, (202) 418-1617.

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¹⁸ See 47 C.F.R. §1.45(c).