

**QUARTERLY REPORT
FOR THE THREE MONTHS ENDED MARCH 31, 2018**

CABLEVISION SYSTEMS CORPORATION

1 Court Square West
Long Island City, NY 11101

(516) 803-2300

CSC HOLDINGS, LLC

1 Court Square West
Long Island City, NY 11101

(516) 803-2300

PART I. FINANCIAL INFORMATION	<u>Page</u>
ITEM 1. Financial Statements of Cablevision Systems Corporation and Subsidiaries	
Condensed Consolidated Balance Sheets - March 31, 2018 (Unaudited) and December 31, 2017 (Unaudited)	3
Condensed Consolidated Statements of Operations - Three Months Ended March 31, 2018 and 2017 (Unaudited)	5
Condensed Consolidated Statements of Comprehensive Loss - Three Months Ended March 31, 2018 and 2017 (Unaudited)	6
Condensed Consolidated Statement of Stockholders' Equity - Three Months Ended March 31, 2018 (Unaudited)	7
Condensed Consolidated Statements of Cash Flows - Three Months Ended March 31, 2018 and 2017 (Unaudited)	8
Financial Statements of CSC Holdings, LLC and Subsidiaries	
Condensed Consolidated Balance Sheets - March 31, 2018 (Unaudited) and December 31, 2017 (Unaudited)	10
Condensed Consolidated Statements of Operations - Three Months Ended March 31, 2018 and 2017 (Unaudited)	12
Condensed Consolidated Statements of Comprehensive Loss - Three Months Ended March 31, 2018 and 2017 (Unaudited)	13
Condensed Consolidated Statement of Total Member's Equity - Three Months Ended March 31, 2018 (Unaudited)	14
Condensed Consolidated Statements of Cash Flows - Three Months Ended March 31, 2018 and 2017 (Unaudited)	15
Combined Notes to Condensed Consolidated Financial Statements (Unaudited)	17
ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	36
ITEM 3. Quantitative and Qualitative Disclosures About Market Risk	49
PART II. OTHER INFORMATION	
ITEM 1. Legal Proceedings	50
SIGNATURE.....	51

PART I - FINANCIAL INFORMATION

This Quarterly Report includes statements that express our opinions, expectations, beliefs, plans, objectives, assumptions or projections regarding future events or future results and therefore are, or may be deemed to be, “forward-looking statements.” These “forward-looking statements” appear throughout this Quarterly Report and relate to matters such as anticipated future growth in revenues, operating income, cash provided by operating activities and other financial measures. Words such as “expects,” “anticipates,” “believes,” “estimates,” “may,” “will,” “should,” “could,” “seeks,” “potential,” “continue,” “intends,” “plans” and similar words and terms used in the discussion of future operating results, future financial performance and future events identify forward-looking statements. All of these forward-looking statements are based on management’s current expectations and beliefs about future events. As with any projection or forecast, they are susceptible to uncertainty and changes in circumstances.

We operate in a highly competitive, consumer and technology driven and rapidly changing business that is affected by government regulation and economic, strategic, technological, political and social conditions. Various factors could adversely affect our operations, business or financial results in the future and cause our actual results to differ materially from those contained in the forward-looking statements. In addition, important factors that could cause our actual results to differ materially from those in our forward-looking statements include:

- competition for broadband, pay television and telephony customers from existing competitors (such as broadband communications companies, direct broadcast satellite ("DBS") providers and Internet-based providers) and new competitors entering our footprint;
- changes in consumer preferences, laws and regulations or technology that may cause us to change our operational strategies;
- increased difficulty negotiating programming agreements on favorable terms, if at all, resulting in increased costs to us and/or the loss of popular programming;
- increasing programming costs and delivery expenses related to our products and services;
- our ability to achieve anticipated customer and revenue growth, to successfully introduce new products and services and to implement our growth strategy;
- our ability to complete our capital investment plans on time and on budget, including our plan to build a fiber-to-the-home network and deploy Altice One, our new home communications hub;
- our ability to develop and deploy mobile voice and data services pursuant to the agreement we entered into with Sprint in the fourth quarter of 2017;
- the effects of economic conditions or other factors which may negatively affect our customers’ demand for our products and services;
- the effects of industry conditions;
- demand for advertising on our cable systems;
- our substantial indebtedness and debt service obligations;
- adverse changes in the credit market;
- changes as a result of any tax reforms that may affect our business;
- financial community and rating agency perceptions of our business, operations, financial condition and the industries in which we operate;
- the restrictions contained in our financing agreements;
- our ability to generate sufficient cash flow to meet our debt service obligations;
- fluctuations in interest rates which may cause our interest expense to vary from quarter to quarter;
- technical failures, equipment defects, physical or electronic break-ins to our services, computer viruses and similar problems;

- the disruption or failure of our network, information systems or technologies as a result of computer hacking, computer viruses, “cyber-attacks,” misappropriation of data, outages, natural disasters and other material events;
- our ability to obtain necessary hardware, software, communications equipment and services and other items from our vendors at reasonable costs;
- our ability to effectively integrate acquisitions and to maximize expected operating efficiencies from our acquisitions or as a result of the transactions, if any;
- significant unanticipated increases in the use of bandwidth-intensive Internet-based services;
- the outcome of litigation, government investigations and other proceedings;
- our ability to successfully operate our business following the completion of the separation of Altice USA from Altice N.V., and
- other risks and uncertainties inherent in our cable and other broadband communications businesses and our other businesses, including those listed under the caption “Risk Factors” in our Annual Report for the year ended December 31, 2017.

These factors are not necessarily all of the important factors that could cause our actual results to differ materially from those expressed in any of our forward-looking statements. Other unknown or unpredictable factors could cause our actual results to differ materially from those expressed in any of our forward-looking statements.

Given these uncertainties, you are cautioned not to place undue reliance on such forward-looking statements. The forward-looking statements are made only as of the date this Quarterly Report is posted on our website (www.alticeusa.com). Except to the extent required by law, we do not undertake, and specifically decline any obligation, to update any forward-looking statements or to publicly announce the results of any revisions to any of such statements to reflect future events or developments. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, unless expressed as such, and should only be viewed as historical data.

You should read this Quarterly Report with the understanding that our actual future results, levels of activity, performance and events and circumstances may be materially different from what we expect. We qualify all forward-looking statements by these cautionary statements.

Certain numerical figures included in this quarterly report have been subject to rounding adjustments. Accordingly, such numerical figures shown as totals in various tables may not be arithmetic aggregations of the figures that precede them.

ITEM 1. FINANCIAL STATEMENTS

**CABLEVISION SYSTEMS CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS**

**(In thousands)
(Unaudited)
(See Note 3)**

	March 31, 2018	December 31, 2017
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 1,193,223	\$ 242,338
Restricted cash	253	252
Accounts receivable, trade (less allowance for doubtful accounts of \$6,320 and \$7,857)	257,237	285,870
Prepaid expenses and other current assets (including a prepayment to an affiliate of \$944 and \$12)	99,525	90,648
Amounts due from affiliates	76,896	37,396
Derivative contracts	9,211	52,545
Total current assets	<u>1,636,345</u>	<u>709,049</u>
Property, plant and equipment, net of accumulated depreciation of \$1,958,764 and \$1,679,639	3,965,444	4,137,655
Investment securities pledged as collateral	1,467,781	1,720,357
Derivative contracts	63,343	—
Other assets	108,418	41,995
Amortizable customer relationships, net of accumulated amortization of \$1,104,850 and \$955,332	3,790,150	3,939,668
Amortizable trade names, net of accumulated amortization of \$567,493 and \$531,761	442,807	478,539
Other amortizable intangibles, net of accumulated amortization of \$11,776 and \$9,896	21,928	23,808
Indefinite-lived cable television franchises	8,113,575	8,113,575
Goodwill	5,866,107	5,866,120
Total assets	<u>\$ 25,475,898</u>	<u>\$ 25,030,766</u>

See accompanying notes to condensed consolidated financial statements.

CABLEVISION SYSTEMS CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS (continued)
(In thousands, except share and per share amounts)
(Unaudited)
(See Note 3)

	March 31, 2018	December 31, 2017
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Accounts payable	\$ 555,514	\$ 606,916
Accrued interest.....	221,139	315,304
Accrued liabilities	294,518	394,321
Amounts due to affiliates	108,238	131,011
Deferred revenue	64,437	67,993
Liabilities under derivative contracts	9,211	52,545
Credit facility debt.....	41,250	30,000
Senior notes and debentures	1,042,143	507,744
Capital lease obligations.....	7,389	9,136
Notes payable	44,935	29,958
Total current liabilities.....	2,388,774	2,144,928
Liabilities under derivative contracts.....	4,495	109,504
Other liabilities	211,460	229,244
Deferred tax liability.....	3,761,907	3,800,683
Credit facility debt.....	4,401,434	3,363,306
Collateralized indebtedness	1,351,271	1,349,474
Senior notes and debentures	9,417,310	10,011,445
Capital lease obligations	10,674	11,197
Notes payable.....	34,003	26,998
Deficit investments in affiliates	12,891	3,579
Total liabilities.....	21,594,219	21,050,358
Commitments and contingencies (See Note 14)		
Redeemable equity.....	202,832	197,128
Stockholders' Equity:		
Common Stock, \$.01 par value, 1,000 shares authorized, 100 shares issued and outstanding.....	—	—
Paid-in capital.....	2,655,576	2,645,108
Retained earnings	1,030,150	1,146,655
	3,685,726	3,791,763
Accumulated other comprehensive loss	(8,420)	(10,022)
Total stockholders' equity	3,677,306	3,781,741
Noncontrolling interest.....	1,541	1,539
Total equity	3,678,847	3,783,280
	<u>\$ 25,475,898</u>	<u>\$ 25,030,766</u>

See accompanying notes to condensed consolidated financial statements.

CABLEVISION SYSTEMS CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share amounts)
(Unaudited)
(See Note 3)

	Three Months Ended March 31,	
	2018	2017
Revenue (including revenue from affiliates of \$4,207 and \$141, respectively) (See Note 13)	\$ 1,651,294	\$ 1,641,987
Operating expenses:		
Programming and other direct costs (including charges from affiliates of \$1,200 and \$735) (See Note 13).....	588,581	568,311
Other operating expenses (including charges (credits) from affiliates of \$(29,992) and \$4,735, respectively) (See Note 13).....	403,573	449,809
Restructuring and other expense.....	3,083	58,647
Depreciation and amortization (including impairments).....	485,364	443,176
	<u>1,480,601</u>	<u>1,519,943</u>
Operating income	<u>170,693</u>	<u>122,044</u>
Other income (expense):		
Interest expense, net.....	(272,010)	(280,091)
Gain (loss) on investments, net.....	(252,576)	131,658
Gain (loss) on derivative contracts, net.....	168,352	(71,044)
Loss on extinguishment of debt and write-off of deferred financing costs	(4,705)	—
Other expense, net.....	(11,446)	(2,100)
	<u>(372,385)</u>	<u>(221,577)</u>
Loss before income taxes	(201,692)	(99,533)
Income tax benefit.....	83,026	38,962
Net loss	(118,666)	(60,571)
Net income attributable to noncontrolling interests	(2)	(237)
Net loss attributable to Cablevision Systems Corporation stockholder	<u>\$ (118,668)</u>	<u>\$ (60,808)</u>

See accompanying notes to condensed consolidated financial statements.

CABLEVISION SYSTEMS CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(In thousands)
(Unaudited)
(See Note 3)

	Three Months Ended March 31,	
	2018	2017
Net loss	\$ (118,666)	\$ (60,571)
Other comprehensive income (loss):		
Defined benefit pension plans:		
Unrecognized actuarial gain.....	4,551	—
Applicable income taxes	(1,228)	—
Unrecognized gain arising during period, net of income taxes.....	3,323	—
Settlement losses included in other expense, net	606	—
Applicable income taxes	(164)	—
Settlement losses included in other expense, net, net of income taxes	442	—
Other comprehensive gain.....	3,765	—
Comprehensive loss.....	(114,901)	(60,571)
Comprehensive income attributable to noncontrolling interests.....	(2)	(237)
Comprehensive loss attributable to Cablevision Systems Corporation stockholder.....	\$ (114,903)	\$ (60,808)

See accompanying notes to condensed consolidated financial statements.

CABLEVISION SYSTEMS CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
(In thousands)
(Unaudited)
(See Note 3)

	Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Stockholders' Equity	Non- controlling Interest	Total Equity
Balance at January 1, 2018, as reported.....	\$ 2,622,007	\$ 1,167,560	\$ (10,022)	\$ 3,779,545	\$ 1,539	\$ 3,781,084
Impact of change in accounting policies (See Note 3).....	—	5,361	—	5,361	—	5,361
Impact of ATS Acquisition (See Note 3).....	23,101	(26,266)	—	(3,165)	—	(3,165)
Balance at January 1, 2018, as adjusted.....	\$ 2,645,108	\$ 1,146,655	\$ (10,022)	\$ 3,781,741	\$ 1,539	\$ 3,783,280
Net loss attributable to stockholder.....	—	(118,668)	—	(118,668)	—	(118,668)
Net income attributable to noncontrolling interests.....	—	—	—	—	2	2
Pension liability adjustments, net of income taxes.....	—	—	3,765	3,765	—	3,765
Share-based compensation expense.....	16,172	—	—	16,172	—	16,172
Change in fair value of redeemable equity.....	(5,704)	—	—	(5,704)	—	(5,704)
Adoption of ASU No. 2018-02..	—	2,163	(2,163)	—	—	—
Balance at March 31, 2018.....	<u>\$ 2,655,576</u>	<u>\$ 1,030,150</u>	<u>\$ (8,420)</u>	<u>\$ 3,677,306</u>	<u>\$ 1,541</u>	<u>\$ 3,678,847</u>

See accompanying notes to consolidated financial statements.

CABLEVISION SYSTEMS CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)
(Unaudited)
(See Note 3)

	Three Months Ended March 31,	
	2018	2017
Cash flows from operating activities:		
Net loss.....	\$ (118,666)	\$ (60,571)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization (including impairments)	485,364	443,176
Equity in net loss of affiliates.....	10,442	2,757
Loss (gain) on investments, net.....	252,576	(131,658)
Loss (gain) on derivative contracts, net	(168,352)	71,044
Loss on extinguishment of debt and write-off of deferred financing costs.....	4,705	—
Amortization of deferred financing costs and discounts (premiums) on indebtedness....	7,376	(7,643)
Share-based compensation expense	16,172	5,082
Settlement loss related to pension and postretirement plans	606	—
Deferred income taxes.....	(64,903)	(43,318)
Provision for doubtful accounts	8,053	10,902
Change in assets and liabilities.....	(248,072)	(168,160)
Net cash provided by operating activities	<u>185,301</u>	<u>121,611</u>
Cash flows from investing activities:		
Payments for acquisition, net of cash acquired.....	—	(43,608)
Capital expenditures.....	(166,801)	(184,399)
Proceeds related to sale of equipment, including costs of disposal	1,184	374
Increase in other investments	(2,500)	(550)
Additions to other intangible assets	—	(183)
Net cash used in investing activities	<u>(168,117)</u>	<u>(228,366)</u>

See accompanying notes to condensed consolidated financial statements.

CABLEVISION SYSTEMS CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (continued)
(In thousands)
(Unaudited)
(See Note 3)

	Three Months Ended March 31,	
	2018	2017
Cash flows from financing activities:		
Proceeds from credit facility debt	\$ 1,642,500	\$ 225,000
Repayment of credit facility debt	(607,500)	(181,250)
Issuance of senior notes	1,000,000	—
Proceeds from collateralized indebtedness	—	156,136
Repayment of collateralized indebtedness and related derivative contracts	—	(150,084)
Repayment of senior notes, including premiums and fees	(1,057,019)	—
Proceeds from notes payable	6,812	—
Principal payments on capital lease obligations	(2,926)	(4,022)
Payment of contingent consideration for acquisition	(28,940)	—
Additions to deferred financing costs	(19,225)	(1,290)
Net cash provided by financing activities	<u>933,702</u>	<u>44,490</u>
Net increase (decrease) in cash, cash equivalents and restricted cash	<u>950,886</u>	<u>(62,265)</u>
Cash, cash equivalents and restricted cash at beginning of period	<u>242,590</u>	<u>232,926</u>
Cash, cash equivalents and restricted cash at end of period	<u>\$ 1,193,476</u>	<u>\$ 170,661</u>

See accompanying notes to condensed consolidated financial statements.

CSC HOLDINGS, LLC AND SUBSIDIARIES
(a wholly-owned subsidiary of Cablevision Systems Corporation)
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands)
(Unaudited)
(See Note 3)

	March 31, 2018	December 31, 2017
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 1,192,759	\$ 241,874
Restricted cash	253	252
Accounts receivable, trade (less allowance for doubtful accounts of \$6,320 and \$7,857)	257,237	285,870
Prepaid expenses and other current assets (including a prepayment to an affiliate of \$944 and \$12)	99,707	90,830
Amounts due from affiliates	76,896	37,396
Derivative contracts	9,211	52,545
Total current assets	1,636,063	708,767
Property, plant and equipment, net of accumulated depreciation of \$1,958,764 and \$1,679,639	3,965,444	4,137,655
Investment securities pledged as collateral	1,467,781	1,720,357
Derivative contracts	63,343	—
Other assets	89,226	41,995
Amortizable customer relationships, net of accumulated amortization of \$1,104,850 and \$955,332	3,790,150	3,939,668
Amortizable trade names, net of accumulated amortization of \$567,493 and \$531,761	442,807	478,539
Other amortizable intangibles, net of accumulated amortization of \$11,776 and \$9,896	21,928	23,808
Indefinite-lived cable television franchises	8,113,575	8,113,575
Goodwill	5,866,107	5,866,120
Total assets	\$ 25,456,424	\$ 25,030,484

See accompanying notes to condensed consolidated financial statements.

CSC HOLDINGS, LLC AND SUBSIDIARIES
(a wholly-owned subsidiary of Cablevision Systems Corporation)
CONDENSED CONSOLIDATED BALANCE SHEETS (continued)
(In thousands, except share amounts)
(Unaudited)
(See Note 3)

	March 31, 2018	December 31, 2017
LIABILITIES AND MEMBER EQUITY		
Current Liabilities:		
Accounts payable.....	\$ 555,514	\$ 606,916
Accrued interest.....	201,000	283,362
Accrued liabilities.....	294,697	394,501
Amounts due to affiliates.....	118,674	103,150
Deferred revenue	64,437	67,993
Liabilities under derivative contracts	9,211	52,545
Credit facility debt.....	41,250	30,000
Senior notes and debentures	1,042,143	507,744
Capital lease obligations.....	7,389	9,136
Notes payable	44,935	29,958
Total current liabilities.....	2,379,250	2,085,305
Liabilities under derivative contracts.....	4,495	109,504
Other liabilities.....	211,460	229,244
Deferred tax liability	4,055,641	4,103,652
Credit facility debt	4,401,434	3,363,306
Collateralized indebtedness	1,351,271	1,349,474
Senior notes and debentures.....	8,349,168	8,193,330
Capital lease obligations	10,674	11,197
Notes payable.....	34,003	26,998
Deficit investments in affiliates	12,891	3,579
Total liabilities.....	20,810,287	19,475,589
Commitments and contingencies (See Note 14)		
Redeemable equity.....	202,832	197,128
Member's Equity:		
Retained earnings	1,090,440	1,221,353
Other member's equity (100 membership units issued and outstanding).....	3,359,744	4,144,897
	4,450,184	5,366,250
Accumulated other comprehensive loss	(8,420)	(10,022)
Total member's equity.....	4,441,764	5,356,228
Noncontrolling interest	1,541	1,539
Total equity.....	4,443,305	5,357,767
	\$ 25,456,424	\$ 25,030,484

See accompanying notes to condensed consolidated financial statements.

CSC HOLDINGS, LLC AND SUBSIDIARIES
(a wholly-owned subsidiary of Cablevision Systems Corporation)
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands)
(Unaudited)
(See Note 3)

	Three Months Ended March 31,	
	2018	2017
Revenue (including revenue from affiliates of \$4,207 and \$141, respectively) (See Note 13)	\$ 1,651,294	\$ 1,641,987
Operating expenses:		
Programming and other direct costs (including charges from affiliates of \$1,200 and \$735) (See Note 13)	588,581	568,311
Other operating expenses (including charges (credits) from affiliates of \$(29,992) and \$4,735, respectively) (See Note 13)	403,573	449,809
Restructuring and other expense	3,083	58,647
Depreciation and amortization (including impairments)	485,364	443,176
	<u>1,480,601</u>	<u>1,519,943</u>
Operating income	170,693	122,044
Other income (expense):		
Interest expense, net	(242,872)	(235,155)
Gain (loss) on investments, net	(252,576)	131,658
Gain on derivative contracts, net	168,352	(71,044)
Loss on extinguishment of debt and write-off of deferred financing costs	—	—
Other expense, net	(11,446)	(2,100)
	<u>(338,542)</u>	<u>(176,641)</u>
Loss before income taxes	(167,849)	(54,597)
Income tax benefit	34,775	19,627
Net loss	(133,074)	(34,970)
Net income attributable to noncontrolling interests	(2)	(237)
Net loss attributable to CSC Holdings, LLC's sole member	<u>\$ (133,076)</u>	<u>\$ (35,207)</u>

See accompanying notes to condensed consolidated financial statements.

CSC HOLDINGS, LLC AND SUBSIDIARIES
(a wholly-owned subsidiary of Cablevision Systems Corporation)
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(In thousands)
(Unaudited)
(See Note 3)

	Three Months Ended March 31,	
	2018	2017
Net loss	\$ (133,074)	\$ (34,970)
Other comprehensive income (loss):		
Defined benefit pension plans:		
Unrecognized actuarial gain	4,551	—
Applicable income taxes.....	(1,228)	—
Unrecognized gain arising during period, net of income taxes	3,323	—
Settlement losses included in other expense, net.....	606	—
Applicable income taxes.....	(164)	—
Settlement losses included in other expense, net, net of income taxes	442	—
Other comprehensive gain	3,765	—
Comprehensive loss	(129,309)	(34,970)
Comprehensive income attributable to noncontrolling interests	(2)	(237)
Comprehensive loss attributable to CSC Holdings, LLC's sole member	<u>\$ (129,311)</u>	<u>\$ (35,207)</u>

See accompanying notes to condensed consolidated financial statements.

CSC HOLDINGS, LLC AND SUBSIDIARIES
(a wholly-owned subsidiary of Cablevision Systems Corporation)
CONSOLIDATED STATEMENT OF CHANGES IN TOTAL MEMBER'S EQUITY
(In thousands)
(Unaudited)
(See Note 3)

	Retained Earnings	Other Member's Equity	Accumulated Other Comprehensive Loss	Total Member's Equity	Non- controlling Interest	Total Equity
Balance at January 1, 2018, as reported	\$ 1,242,258	\$ 4,121,796	\$ (10,022)	\$ 5,354,032	\$ 1,539	\$ 5,355,571
Impact of change in accounting policies (See Note 3)	5,361	—	—	5,361	—	5,361
Impact of ATS Acquisition (See Note 3)	(26,266)	23,101	—	(3,165)	—	(3,165)
Balance at January 1, 2018, as adjusted	1,221,353	4,144,897	(10,022)	5,356,228	1,539	5,357,767
Net loss attributable to CSC Holdings' sole member	(133,076)	—	—	(133,076)	—	(133,076)
Net income attributable to noncontrolling interests	—	—	—	—	2	2
Pension liability adjustments, net of income taxes	—	—	3,765	3,765	—	3,765
Share-based compensation expense	—	16,172	—	16,172	—	16,172
Change in fair value of redeemable equity	—	(5,704)	—	(5,704)	—	(5,704)
Cash distributions to Cablevision	—	(795,621)	—	(795,621)	—	(795,621)
Adoption of ASU No. 2018-02 ..	2,163	—	(2,163)	—	—	—
Balance at March 31, 2018	<u>\$ 1,090,440</u>	<u>\$ 3,359,744</u>	<u>\$ (8,420)</u>	<u>\$ 4,441,764</u>	<u>\$ 1,541</u>	<u>\$ 4,443,305</u>

See accompanying notes to consolidated financial statements.

CSC HOLDINGS, LLC AND SUBSIDIARIES
(a wholly-owned subsidiary of Cablevision Systems Corporation)
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)
(See Note 3)

	Three Months Ended March 31,	
	2018	2017
Cash flows from operating activities:		
Net loss	\$ (133,074)	\$ (34,970)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization (including impairments)	485,364	443,176
Equity in net loss of affiliates	10,442	2,757
Loss (gain) on investments, net	252,576	(131,658)
Loss (gain) on derivative contracts, net	(168,352)	71,044
Amortization of deferred financing costs and discounts on indebtedness	5,036	891
Share-based compensation expense related to Cablevision equity classified awards	16,172	5,082
Settlement loss related to pension and postretirement plans	606	—
Deferred income taxes	(55,103)	(29,497)
Provision for doubtful accounts	8,053	10,902
Change in assets and liabilities	(197,817)	(158,218)
Net cash provided by operating activities	223,903	179,509
Cash flows from investing activities:		
Payments for acquisition, net of cash acquired	—	(43,608)
Capital expenditures	(166,801)	(184,399)
Proceeds related to sale of equipment, including costs of disposal	1,184	374
Increase in other investments	(2,500)	(550)
Additions to other intangible assets	—	(183)
Net cash used in investing activities	(168,117)	(228,366)

See accompanying notes to condensed consolidated financial statements.

CSC HOLDINGS, LLC AND SUBSIDIARIES
(a wholly-owned subsidiary of Cablevision Systems Corporation)
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (continued)
(In thousands)
(Unaudited)
(See Note 3)

	Three Months Ended March 31,	
	2018	2017
Cash flows from financing activities:		
Proceeds from credit facility debt	\$ 1,642,500	\$ 225,000
Repayment of credit facility debt	(607,500)	(181,250)
Issuance of senior notes.....	1,000,000	—
Repayment of senior notes, including premiums and fees.....	(300,000)	—
Proceeds from collateralized indebtedness	—	156,136
Repayment of collateralized indebtedness and related derivative contracts	—	(150,084)
Distributions to Cablevision.....	(795,621)	(57,877)
Proceeds from notes payable.....	6,812	—
Principal payments on capital lease obligations.....	(2,926)	(4,022)
Payment of contingent consideration for acquisition.....	(28,940)	—
Additions to deferred financing costs.....	(19,225)	(1,290)
Net cash provided by (used in) financing activities	<u>895,100</u>	<u>(13,387)</u>
Net increase (decrease) in cash, cash equivalents and restricted cash.....	<u>950,886</u>	<u>(62,244)</u>
Cash, cash equivalents and restricted cash at beginning of period.....	242,126	232,441
Cash, cash equivalents and restricted cash at end of period.....	<u>\$ 1,193,012</u>	<u>\$ 170,197</u>

See accompanying notes to condensed consolidated financial statements.

COMBINED NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in thousands, except per share amounts)
(Unaudited)

NOTE 1. DESCRIPTION OF BUSINESS, RELATED MATTERS AND BASIS OF PRESENTATION

The Company and Related Matters

Cablevision Systems Corporation ("Cablevision"), through its wholly-owned subsidiary CSC Holdings, LLC ("CSC Holdings," and collectively with Cablevision, the "Company"), owns and operates cable systems and owns companies that provide regional news, local programming and advertising sales services for the cable television industry and Ethernet-based data, Internet, voice and video transport and managed services to the business market. The Company operates and reports financial information in one segment. Cablevision is a wholly-owned subsidiary of Altice USA, Inc. ("Altice USA").

The accompanying condensed combined consolidated financial statements ("condensed consolidated financial statements") include the accounts of the Company and all subsidiaries in which the Company has a controlling interest and gives effect to the acquisition of Altice Technical Services US Corp ("ATS") discussed below on a combined basis. All significant inter-company accounts and transactions have been eliminated in consolidation.

The accompanying condensed consolidated operating results for the three months ended March 31, 2017 reflect the retrospective adoption of Accounting Standards Update ("ASU") No. 2014-09, *Revenue from Contracts with Customers* and ASU No. 2017-07 *Compensation-Retirement Benefits (Topic 715)*. See Note 3 for further details of the impact on the Company's historical financial statements.

Acquisition of Altice Technical Services US Corp

ATS was formed to provide network construction and maintenance services and commercial and residential installations, disconnections, and maintenance. The Company believes the services it receives from ATS are of higher quality and at a lower cost than the Company could achieve without ATS, including for the construction of its new fiber-to-the home ("FTTH") network.

During the second quarter of 2017, a substantial portion of the Company's technical workforce either accepted employment with ATS or became employees of ATS and ATS commenced operations and began to perform services for the Company. A substantial portion of the technical workforce of Cequel Corporation ("Cequel"), an entity also wholly-owned by Altice USA, became employees of ATS in December 2017.

In January 2018, the Company acquired 70% of the equity interests in ATS for a de minimus amount (the "ATS Acquisition") and the Company became the owner of 100% of the equity interests in ATS in March 2018. ATS was previously owned by Altice N.V. and a member of ATS's management through a holding company. As the acquisition is a combination of businesses under common control, the Company combined the results of operations and related assets and liabilities of ATS for all periods since its formation. See Note 3 for the impact of the ATS Acquisition on the Company's condensed consolidated balance sheet as of December 31, 2017.

NOTE 2. BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements of Cablevision and CSC Holdings have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP"). Accordingly, these financial statements do not include all the information and notes required for complete annual financial statements.

The interim condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Company's Annual Report for the year ended December 31, 2017.

The financial statements presented in this report are unaudited; however, in the opinion of management, such financial statements include all adjustments, consisting solely of normal recurring adjustments, necessary for a fair presentation of the results for the periods presented.

The accompanying condensed consolidated financial statements of Cablevision include the accounts of Cablevision and its majority-owned subsidiaries and the accompanying condensed consolidated financial statements of CSC Holdings include the accounts of CSC Holdings and its majority-owned subsidiaries. Cablevision has no business operations independent of its CSC Holdings subsidiary, whose operating results and financial position are consolidated into Cablevision. The consolidated balance sheets and statements of operations of Cablevision are essentially identical to the consolidated balance sheets and statements of operations of CSC Holdings, with the following significant exceptions:

COMBINED NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)
(Dollars in thousands, except share and per share amounts)
(Unaudited)

Cablevision has \$1,149,024 principal amount of senior notes outstanding at March 31, 2018 that were issued to third party investors, cash, accrued interest related to its senior notes, and deferred taxes on its balance sheet. In addition, CSC Holdings and its subsidiaries have certain intercompany receivables from and payables to Cablevision. Differences between Cablevision's results of operations and those of CSC Holdings primarily include incremental interest expense, interest income, loss on extinguishment of debt, and income tax expense or benefit.

The combined notes to the condensed consolidated financial statements relate to the Company, which, except as noted, are essentially identical for Cablevision and CSC Holdings. All significant intercompany transactions and balances between Cablevision and CSC Holdings and their respective consolidated subsidiaries are eliminated in both sets of consolidated financial statements. Intercompany transactions between Cablevision and CSC Holdings are not eliminated in the CSC Holdings consolidated financial statements, but are eliminated in the Cablevision consolidated financial statements.

The results of operations for the interim periods are not necessarily indicative of the results that might be expected for future interim periods or for the full year ending December 31, 2018.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Recently Adopted Accounting Pronouncements

In February 2018, the FASB issued ASU No. 2018-02, Income Statement—Reporting Comprehensive Income (Topic 220) Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income. The primary provision of ASU No. 2018-02 allows for the reclassification from accumulated other comprehensive income to retained earnings for stranded tax effects resulting from the Tax Cuts and Jobs Act. ASU No. 2018-02 also requires certain disclosures about stranded tax effects. ASU No. 2018-02 is effective for the Company on January 1, 2019, with early adoption permitted and will be applied either in the period of adoption or retrospectively to each period (or periods) in which the effect of the change in the U.S. federal corporate income tax rate in the Tax Cuts and Jobs Act is recognized. The Company elected to adopt ASU No. 2018-02 during the first quarter of 2018. The adoption resulted in the reclassification of stranded tax amounts of \$2,163 associated with net unrecognized losses from the Company's pension plans from accumulated other comprehensive loss to retained earnings.

In May 2017, the FASB issued ASU No. 2017-09, Compensation- Stock Compensation (Topic 718). ASU No. 2017-09 provides clarity and guidance on which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting in Topic 718. ASU No. 2017-09 was adopted by the Company on January 1, 2018 and had no impact to the Company's condensed consolidated financial statements.

In March 2017, the FASB issued ASU No. 2017-07 Compensation-Retirement Benefits (Topic 715). ASU No. 2017-07 requires that an employer disaggregate the service cost component from the other components of net benefit cost. It also provides guidance on how to present the service cost component and the other components of net benefit cost in the income statement and what component of net benefit cost is eligible for capitalization. ASU No. 2017-07 was adopted by the Company on January 1, 2018 and was applied retrospectively. As a result of the adoption, the Company reclassified the non-service cost components of the Company's pension expense for the three months ended March 31, 2017 from other operating expenses to other income (expense), net. The Company elected to apply the practical expedient which allowed it to reclassify amounts disclosed previously in the benefits plan note as the basis for applying retrospective presentation for comparative periods, as the Company determined it was impracticable to disaggregate the cost components for amounts capitalized and amortized in those periods. See Note 3 for information on the impact of the adoption of ASU No. 2017-07.

In January 2017, the FASB issued ASU No. 2017-01, Business Combinations (Topic 805), Clarifying the Definition of a Business, which amends Topic 805 to interpret the definition of a business by adding guidance to assist in evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The Company adopted the new guidance on January 1, 2018 and had no impact to the Company's condensed consolidated financial statements.

In January 2016, the FASB issued ASU No. 2016-01, Financial Instruments - Overall (Subtopic 825-10), Recognition and Measurement of Financial Assets and Financial Liabilities. ASU No. 2016-01 modifies how entities measure certain

COMBINED NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)
(Dollars in thousands, except share and per share amounts)
(Unaudited)

equity investments and also modifies the recognition of changes in the fair value of financial liabilities measured under the fair value option. Entities will be required to measure equity investments that do not result in consolidation and are not accounted for under the equity method at fair value and recognize any changes in fair value in net income. For financial liabilities measured using the fair value option, entities will be required to record changes in fair value caused by a change in instrument-specific credit risk (own credit risk) separately in other comprehensive income. ASU No. 2016-01 was adopted by the Company on January 1, 2018 and had no impact to the Company's condensed consolidated financial statements.

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers ("ASC 606"), requiring an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. ASC 606 replaced most existing revenue recognition guidance in GAAP and allowed the use of either the retrospective or cumulative effect transition method. See Note 3 for information on the impact of the adoption of ASU No. 2014-09.

In December 2016, the FASB issued ASU No. 2016-20, Technical Corrections and Improvements to Topic 606, Revenue from Contracts with Customers, in order to clarify the Codification and to correct any unintended application of the guidance. The amendments in this update affected the guidance in ASC 606. ASC 606 was adopted by the Company on January 1, 2018 on a full retrospective basis, which required the Company to reflect the impact of the updated guidance for all periods presented. The adoption of ASC 606 did not have a material impact on the Company's financial position or results of operations. See Note 3 for information on the impact of the adoption of ASC 606.

In August 2016, the FASB issued ASU No. 2016-15, Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments which clarifies how entities should classify certain cash receipts and cash payments on the statement of cash flows. ASU No. 2016-15 also clarifies how the predominance principle should be applied when cash receipts and cash payments have aspects of more than one class of cash flows. The Company adopted the new guidance on January 1, 2018 and had no impact to the Company's historical condensed consolidated financial statements.

Recently Issued But Not Yet Adopted Accounting Pronouncements

In January 2017, the FASB issued ASU No. 2017-04, Intangibles-Goodwill and Other (Topic 350). ASU No. 2017-04 simplifies the subsequent measurement of goodwill by removing the second step of the two-step impairment test. The amendment requires an entity to perform its annual, or interim goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount. An entity still has the option to perform the qualitative assessment for a reporting unit to determine if the quantitative impairment test is necessary. ASU No. 2017-04 becomes effective for the Company on January 1, 2020 with early adoption permitted and will be applied prospectively.

In February 2016, the FASB issued ASU No. 2016-02, Leases, which increases transparency and comparability by recognizing a lessee's rights and obligations resulting from leases by recording them on the balance sheet as lease assets and lease liabilities. The new guidance becomes effective for the Company on January 1, 2019. The Company has not yet completed the evaluation of the effect that ASU No. 2016-02 will have on its consolidated financial statements.

Loss Per Share

Net loss per share for Cablevision for the three months ended March 31, 2018 and 2017 is not presented since Cablevision's common stock is no longer publicly traded.

Net loss per membership unit for CSC Holdings is not presented since CSC Holdings is a limited liability company and a wholly-owned subsidiary of Cablevision.

NOTE 3. CHANGE IN ACCOUNTING POLICIES AND ATS ACQUISITION

Adoption of ASC 606 - Revenue from Contracts with Customers

On January 1, 2018, the Company adopted the guidance pursuant to ASC 606. The Company elected to apply the guidance on a full retrospective basis, which required the Company to reflect the impact of the updated guidance for all periods presented. The adoption of the guidance resulted in the deferral of certain installation revenue, the deferral of certain commission expenses, and a reduction of revenue due to the reclassification of certain third party giveaways and incentives from operating expense. Additionally, the Company made changes in the composition of revenue resulting from the allocation of value related to bundled services sold to residential customers at a discount.

COMBINED NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)
(Dollars in thousands, except share and per share amounts)
(Unaudited)

Installation Services Revenue

Pursuant to ASC 606, the Company's installation services revenue is deferred and recognized over the benefit period. For residential customers, the benefit period is less than one year. For business and wholesale customers, the benefit period is the contract term. Prior to the adoption of ASC 606, the Company recognized installation services revenue for residential and small and medium-sized business ("SMB") customers when installations were completed. As a result of the deferral of installation services revenue for residential and SMB customers, the Company recognized contract liabilities of \$5,927 and recorded a cumulative effect adjustment of \$4,327 (net of tax of \$1,600) to retained earnings. The accounting for installation services revenue related to business and wholesale customers has not changed.

Commission Expenses

Pursuant to ASC 606, the Company defers commission expenses related to obtaining a contract with a customer when the expected period of benefit is greater than one year and amortizes these costs over the average contract term. For commission expenses related to customer contracts with a term of one year or less, the Company is utilizing the practical expedient and is recognizing the costs when incurred. Prior to the adoption of ASC 606, the Company recognized commission expenses related to the sale of its services when incurred. As a result of the change in the timing of recognition of these commission expenses, the Company recognized contract assets of \$13,271 and recorded a cumulative effect adjustment of \$9,688 (net of tax of \$3,583) to retained earnings.

Third Party Product Giveaways and Incentives

When the Company acts as the agent in providing certain product giveaways or incentives, revenue is recorded net of the costs of the giveaways and incentives. For the three months ended March 31, 2017, costs of \$2,814 for the giveaways and incentives recorded in other operating expense have been reclassified to revenue.

Bundled Services

The Company provides bundled services at a discounted rate to its customers. Under ASC 606, revenue should be allocated to separate performance obligations within a bundled offering based on the relative stand-alone selling price of each service within the bundle. In connection with the adoption of ASC 606, the Company revised the amounts allocated to each performance obligation within its bundled offerings which reduced previously reported revenue for telephony services and increased previously reported revenue allocated to pay television and broadband services.

Adoption of ASU No. 2017-07 - Compensation-Retirement Benefits (Topic 715)

On January 1, 2018, the Company adopted the guidance pursuant to ASU No. 2017-07. ASU No. 2017-07 requires that an employer disaggregate the service cost component from the other components of net benefit cost. In connection with the adoption of ASU No. 2017-07, the Company retroactively reclassified certain pension costs from other operating expenses to other income (expense), net. The adoption of ASU No. 2017-07 had no impact on the Company's condensed consolidated balance sheet.

Acquisition of ATS

As discussed in Note 1, the Company completed the ATS Acquisition in the first quarter of 2018. ATS was previously owned by Altice N.V. and a member of ATS's management through a holding company. As the acquisition is a combination of businesses under common control, the Company combined the results of operations and related assets and liabilities of ATS for all periods since the formation of ATS, including goodwill of \$23,101, representing the amount previously transferred to ATS.

COMBINED NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)
(Dollars in thousands, except share and per share amounts)
(Unaudited)

The following tables summarize the impact of adopting ASC 606 and the impact of the ATS Acquisition on the condensed consolidated balance sheets:

	December 31, 2017							
	Cablevision				CSC Holdings			
	As Reported	Impact of ASC 606	Impact of ATS Acquisition	As Adjusted	As Reported	Impact of ASC 606	Impact of ATS Acquisition	As Adjusted
Cash and cash equivalents...	\$ 185,819	\$ —	\$ 56,519	\$ 242,338	\$ 185,355	\$ —	\$ 56,519	\$ 241,874
Other current assets.....	467,865	8,244	(9,398)	466,711	468,047	8,244	(9,398)	466,893
Property, plant and equipment, net.....	4,177,658	—	(40,003)	4,137,655	4,177,658	—	(40,003)	4,137,655
Goodwill.....	5,843,019	—	23,101	5,866,120	5,843,019	—	23,101	5,866,120
Other assets, long-term.....	14,319,456	5,027	(6,541)	14,317,942	14,319,456	5,027	(6,541)	14,317,942
Total assets....	<u>\$24,993,817</u>	<u>\$ 13,271</u>	<u>\$ 23,678</u>	<u>\$ 25,030,766</u>	<u>\$24,993,535</u>	<u>\$ 13,271</u>	<u>\$ 23,678</u>	<u>\$25,030,484</u>
Current liabilities.....	\$ 2,109,541	\$ 5,927	\$ 29,460	\$ 2,144,928	\$ 2,049,918	\$ 5,927	\$ 29,460	\$ 2,085,305
Deferred tax liability, long-term.....	3,807,710	1,983	(9,010)	3,800,683	4,110,679	1,983	(9,010)	4,103,652
Liabilities, long-term.....	15,098,354	—	6,393	15,104,747	13,280,239	—	6,393	13,286,632
Total liabilities.....	21,015,605	7,910	26,843	21,050,358	19,440,836	7,910	26,843	19,475,589
Redeemable equity.....	197,128	—	—	197,128	197,128	—	—	197,128
Paid-in capital..	2,622,007	—	23,101	2,645,108	4,121,796	—	23,101	4,144,897
Retained earnings.....	1,167,560	5,361	(26,266)	1,146,655	1,242,258	5,361	(26,266)	1,221,353
Total stockholders' equity.....	3,781,084	5,361	(3,165)	3,783,280	5,355,571	5,361	(3,165)	5,357,767
Total liabilities and stockholders' equity.....	<u>\$24,993,817</u>	<u>\$ 13,271</u>	<u>\$ 23,678</u>	<u>\$ 25,030,766</u>	<u>\$24,993,535</u>	<u>\$ 13,271</u>	<u>\$ 23,678</u>	<u>\$25,030,484</u>

COMBINED NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)
(Dollars in thousands, except share and per share amounts)
(Unaudited)

The ATS Acquisition did not have an impact on the Company's condensed consolidated statement of operations for the three months ended March 31, 2017. The following table summarizes the impact of adopting ASC 606 and ASU No. 2017-07 on the Company's condensed consolidated statement of operations:

	Three Months Ended March 31, 2017							
	Cablevision				CSC Holdings			
	As Reported	Impact of ASC 606	Impact of ASU No. 2017-07	As Adjusted	As Reported	Impact of ASC 606	Impact of ASU No. 2017-07	As Adjusted
Residential:								
Pay TV.....	\$ 789,387	\$ 12,807	\$ —	\$ 802,194	\$ 789,387	\$ 12,807	\$ —	\$ 802,194
Broadband	381,969	14,364	—	396,333	381,969	14,364	—	396,333
Telephony.....	176,401	(29,844)	—	146,557	176,401	(29,844)	—	146,557
Business services and wholesale..	228,685	(141)	—	228,544	228,685	(141)	—	228,544
Advertising.....	65,132	—	—	65,132	65,132	—	—	65,132
Other	3,227	—	—	3,227	3,227	—	—	3,227
Total revenue....	<u>1,644,801</u>	<u>(2,814)</u>	<u>—</u>	<u>1,641,987</u>	<u>1,644,801</u>	<u>(2,814)</u>	<u>—</u>	<u>1,641,987</u>
Programming and other direct costs	568,311	—	—	568,311	568,311	—	—	568,311
Other operating expenses	454,499	(2,814)	(1,876)	449,809	454,499	(2,814)	(1,876)	449,809
Restructuring and other expense ..	58,647	—	—	58,647	58,647	—	—	58,647
Depreciation and amortization	443,176	—	—	443,176	443,176	—	—	443,176
Operating income.....	120,168	—	1,876	122,044	120,168	—	1,876	122,044
Other expense, net.....	(219,701)	—	(1,876)	(221,577)	(174,765)	—	(1,876)	(176,641)
Loss before income taxes..	(99,533)	—	—	(99,533)	(54,597)	—	—	(54,597)
Income tax benefit.....	38,962	—	—	38,962	19,627	—	—	19,627
Net loss	<u>\$ (60,571)</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ (60,571)</u>	<u>\$ (34,970)</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ (34,970)</u>

NOTE 4. DIVIDENDS

CSC Holdings made cash equity distribution payments to Cablevision aggregating \$795,621 during the three months ended March 31, 2018. These distribution payments were funded from cash on hand and the proceeds from the incremental term loan and the issuance of the 2028 Guaranteed Notes. The proceeds were used to fund the early repayment of the Cablevision 7.75% senior notes due 2018 and to fund Cablevision's interest payments on its senior notes.

Cablevision's and CSC Holdings' indentures and CSC Holdings' credit agreement restrict the amount of dividends and distributions in respect of any equity interest that can be made.

NOTE 5. REVENUE AND CONTRACT ASSETS

Revenue Recognition

Residential Services

The Company derives revenue through monthly charges to residential customers of its pay television, broadband, and telephony services, including installation services. In addition, the Company derives revenue from digital video recorder ("DVR"), video-on-demand ("VOD"), pay-per-view, and home shopping commissions which are reflected in "Residential pay TV" revenues. The Company recognizes pay television, broadband, and telephony revenues as the services are provided to a customer on a monthly basis. Revenue from the sale of bundled services at a discounted rate is allocated to each product based on the standalone selling price of each performance obligation within the bundled offer. The standalone selling price requires judgment and is typically determined based on the current prices at which the separate services are sold by the Company. Installation revenue for the Company's residential services is deferred and recognized over the benefit period, which is estimated to be less than one year. The estimated benefit period takes into account both quantitative and qualitative factors including the significance of average installation fees to total recurring revenue per customer.

The Company is assessed non-income related taxes by governmental authorities, including franchising authorities (generally under multi-year agreements), and collects such taxes from its customers. In instances where the tax is being assessed directly on the Company, amounts paid to the governmental authorities are recorded as programming and other direct costs and amounts received from the customers are recorded as revenue. For the three months ended March 31, 2018 and 2017, the amount of franchise fees and certain other taxes and fees included as a component of revenue aggregated \$52,312 and \$52,964, respectively.

Business and Wholesale Services

The Company derives revenue from the sale of products and services to both large enterprise and small and medium sized business ("SMB") customers, including broadband, telephony, networking, and pay television services reflected in "Business services and wholesale" revenues. The Company's business services also include Ethernet, data transport, and IP-based virtual private networks. The Company also provides managed services to businesses, including hosted telephony services (cloud based SIP-based private branch exchange), managed Wi-Fi, managed desktop and server backup and managed collaboration services including audio and web conferencing. The Company also offers fiber-to-the-tower services to wireless carriers for cell tower backhaul and enable wireline communications service providers to connect to customers that their own networks do not reach. The Company recognizes revenues for these services as the services are provided to a customer on a monthly basis.

Substantially all of our SMB customers are billed monthly and large enterprise customers are billed in accordance with the terms of their contracts which is typically also on a monthly basis. Contracts with large enterprise customers typically range from three to five years. Installation revenue related to our large enterprise customers is deferred and recognized over the average contract term. Installation revenue related to SMB customers is deferred and recognized over the benefit period, which is less than a year. The estimated benefit period for SMB customers takes into account both quantitative and qualitative factors including the significance of average installation fees to total recurring revenue per customer.

Advertising

As part of the agreements under which the Company acquires pay television programming, the Company typically receives an allocation of scheduled advertising time during such programming into which the Company's cable systems can insert commercials. In several of the markets in which the Company operates, it has entered into agreements commonly referred to as interconnects with other cable operators to jointly sell local advertising. In some of these markets, the Company represents the advertising sales efforts of other cable operators; in other markets, other cable operators represent the Company. Advertising revenues are recognized when commercials are aired. Arrangements in which the Company controls the sale of advertising and acts as the principal to the transaction, the Company recognizes revenue earned from the advertising customer on a gross basis and the amount remitted to the distributor as an operating expense. Arrangements in which the Company does not control the sale of advertising and acts as an agent to the transaction, the Company recognizes revenue net of any fee remitted to the distributor.

COMBINED NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)
(Dollars in thousands, except share and per share amounts)
(Unaudited)

The Company's advanced advertising businesses provide data-driven, audience-based advertising solutions using advanced analytics tools that provide granular measurement of consumer groups, accurate hyper-local ratings and other insights into target audience behavior not available through traditional sample-based measurement services. Revenue earned from the Company's advanced advertising businesses are recognized when services are provided.

Other

Revenues derived from other sources are recognized when services are provided or events occur.

Contract Assets

Incremental costs incurred in obtaining a contract with a customer are deferred and recorded as a contract asset if the period of benefit is expected to be greater than one year. Sales commissions for enterprise and certain SMB customers are deferred and amortized over the average contract term. For sales commission expenses related to residential and SMB customers with a term of one year or less, the Company is utilizing the practical expedient and is recognizing the costs when incurred. Cost of fulfilling a contract with a customer are deferred and recorded as a contract asset if they generate or enhance resources of the Company that will be used in satisfying future performance obligations and are expected to be recovered. Installation costs related to residential and SMB customers that are not capitalized as part of the initial deployment of new customer premise equipment are expensed as incurred pursuant to industry-specific guidance.

The following table provides information about contracts assets and contract liabilities related to contracts with customers:

	March 31, 2018	December 31, 2017, as adjusted
Contract assets (a)	\$ 13,039	\$ 13,270
Deferred revenue (b)	65,330	69,178

- (a) Contract assets include primarily sales commissions for enterprise customers that are deferred and amortized over the average contract term.
- (b) Deferred revenue represents payments received from customers for services that have yet to be provided and installation revenue which is deferred and recognized over the benefit period. The majority of the Company's deferred revenue represents payments for services for up to one month in advance from residential and SMB customers which is realized within the following month as services are performed.

A significant portion of our revenue is derived from residential and SMB customer contracts which are month-to-month. As such, the amount of revenue related to unsatisfied performance obligations is not necessarily indicative of the future revenue to be recognized from our existing customer base. Contracts with enterprise customers generally range from three to five years, and services may only be terminated in accordance with the contractual terms.

NOTE 6. SUPPLEMENTAL CASH FLOW INFORMATION

The Company considers the balance of its investment in funds that substantially hold securities that mature within three months or less from the date the fund purchases these securities to be cash equivalents. The carrying amount of cash and cash equivalents either approximates fair value due to the short-term maturity of these instruments or are at fair value.

The Company's non-cash investing and financing activities and other supplemental data were as follows:

COMBINED NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)
(Dollars in thousands, except share and per share amounts)
(Unaudited)

	March 31, 2018	March 31, 2017
<u>Non-Cash Investing and Financing Activities of Cablevision and CSC Holdings:</u>		
Property and equipment accrued but unpaid	\$ 51,034	\$ 49,902
Notes payable to vendor	13,968	—
Capital lease obligations	656	—
<u>Supplemental Data:</u>		
<i>Cablevision:</i>		
Cash interest paid	364,912	410,811
Income taxes paid, net	56	1,732
<i>CSC Holdings:</i>		
Cash interest paid	326,311	352,933
Income taxes paid, net	56	1,732

NOTE 7. RESTRUCTURING COSTS AND OTHER EXPENSE

The Company commenced its restructuring initiatives in the second quarter of 2016 (the "2016 Restructuring Plan") that are intended to simplify the Company's organizational structure. Such costs are classified in restructuring and other expense in the Company's condensed consolidated statements of operations.

The following table summarizes the activity for the 2016 Restructuring Plan during 2018:

	Severance and Other Employee Related Costs	Facility Realignment and Other Costs	Total
Accrual balance at December 31, 2017	\$ 83,716	\$ 6,540	\$ 90,256
Restructuring charges	758	239	997
Payments and other	(29,056)	(4,045)	(33,101)
Accrual balance at March 31, 2018	\$ 55,418	\$ 2,734	\$ 58,152

The Company recorded restructuring charges of \$58,467 for the three months ended March 31, 2017 relating to the 2016 Restructuring Plan.

Cumulative costs to date relating to the 2016 Restructuring Plan amounted to \$310,294 as of March 31, 2018.

Transaction Costs

The Company incurred transaction costs of \$2,086 for the three months ended March 31, 2018 relating to the separation of Altice USA from Altice N.V.

COMBINED NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)
(Dollars in thousands, except share and per share amounts)
(Unaudited)

NOTE 8. DEBT

The following table provides details of the Company's outstanding credit facility debt:

	Maturity Date	Interest Rate	March 31, 2018		December 31, 2017	
			Principal Amount	Carrying Amount (a)	Principal Amount	Carrying Amount (a)
CSC Holdings Restricted Group:						
Revolving Credit Facility (b) ..	\$20,000 on October 9, 2020, remaining balance on November 30, 2021	—%	\$ —	\$ —	\$ 450,000	\$ 425,488
Term Loan Facility	July 17, 2025	4.04%	2,977,500	2,960,859	2,985,000	2,967,818
Incremental Term Loan Facility	January 25, 2026	4.28%	1,500,000	1,481,825	—	—
			<u>\$ 4,477,500</u>	<u>4,442,684</u>	<u>\$3,435,000</u>	<u>3,393,306</u>
Less: Current portion				41,250		30,000
Long-term debt				<u>\$ 4,401,434</u>		<u>\$ 3,363,306</u>

(a) The carrying amount is net of the unamortized deferred financing costs and/or discounts/premiums.

(b) At March 31, 2018, \$115,973 of the revolving credit facility was restricted for certain letters of credit issued on behalf of the Company and \$2,184,027 of the facility was undrawn and available, subject to covenant limitations.

In January 2018, CSC Holdings borrowed \$150,000 under its revolving credit facility and entered into a new \$1,500,000 incremental term loan facility (the "Incremental Term Loan") under its existing CVC Credit Facilities Agreement. The Incremental Term Loan was priced at 99.5% and will mature on January 25, 2026. The Incremental Term Loan is comprised of eurodollar borrowings or alternate base rate borrowings, and bears interest at a rate per annum equal to the adjusted LIBO rate or the alternate base rate, as applicable, plus the applicable margin, where the applicable margin is (i) with respect to any alternate base rate loan, 1.50% per annum and (ii) with respect to any eurodollar loan, 2.50% per annum.

The Company made a voluntary repayment of \$600,000 under the CSC Holdings revolving credit facility in January 2018.

As of March 31, 2018, the Company was in compliance with all of its financial covenants under the CSC Holdings Credit Facilities Agreement.

COMBINED NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)
(Dollars in thousands, except share and per share amounts)
(Unaudited)

Senior Guaranteed Notes and Senior Notes and Debentures

Date Issued	Maturity Date	Interest Rate	March 31, 2018		December 31, 2017		
			Principal Amount	Carrying Amount (a)	Principal Amount	Carrying Amount (a)	
CSC Holdings Senior Notes:							
February 6, 1998	February 15, 2018	7.875% (b) (f) (d)	\$ —	\$ —	\$ 300,000	\$ 301,184	
July 21, 1998	July 15, 2018	7.625% (b) (f)	500,000	504,213	500,000	507,744	
February 12, 2009	February 15, 2019	8.625% (c) (f)	526,000	537,930	526,000	541,165	
November 15, 2011	November 15, 2021	6.750% (c) (f)	1,000,000	962,332	1,000,000	960,146	
May 23, 2014	June 1, 2024	5.250% (c) (f)	750,000	663,291	750,000	660,601	
October 9, 2015	January 15, 2023	10.125% (e)	1,800,000	1,778,745	1,800,000	1,777,914	
October 9, 2015	October 15, 2025	10.875% (e) (i)	1,684,221	1,661,516	1,684,221	1,661,135	
CSC Holdings Senior Guaranteed Notes:							
October 9, 2015	October 15, 2025	6.625% (e)	1,000,000	987,037	1,000,000	986,717	
September 23, 2016	April 15, 2027	5.500% (g)	1,310,000	1,304,581	1,310,000	1,304,468	
January 29, 2018	February 1, 2028	5.375% (h)	1,000,000	991,665	—	—	
Cablevision Senior Notes (i):							
April 15, 2010	April 15, 2018	7.750% (c) (f) (d)	—	—	750,000	754,035	
April 15, 2010	April 15, 2020	8.000% (c) (f)	500,000	492,795	500,000	492,009	
September 27, 2012	September 15, 2022	5.875% (c) (f)	649,024	575,348	649,024	572,071	
			<u>\$ 10,719,245</u>	<u>10,459,453</u>	<u>\$10,769,245</u>	<u>10,519,189</u>	
Less: current portion				<u>1,042,143</u>		<u>507,744</u>	
Long-term debt				<u>\$ 9,417,310</u>		<u>\$10,011,445</u>	

- (a) The carrying amount is net of the unamortized deferred financing costs and/or discounts/premiums.
- (b) The debentures are not redeemable by CSC Holdings prior to maturity.
- (c) Notes are redeemable at any time at a specified "make-whole" price plus accrued and unpaid interest to the redemption date.
- (d) These notes were repaid in February 2018 with the proceeds from the 2028 Guaranteed Notes (defined below) and with the proceeds from the Incremental Term Loan.
- (e) The Company may redeem some or all of the 2023 Notes at any time on or after January 15, 2019, and some or all of the 2025 Notes and 2025 Guaranteed Notes at any time on or after October 15, 2020, at the redemption prices set forth in the relevant indenture, plus accrued and unpaid interest, if any. The Company may also redeem up to 40% of each series of the Cablevision Acquisition Notes using the proceeds of certain equity offerings before October 15, 2018, at a redemption price equal to 110.125% for the 2023 Notes, 110.875% for the 2025 Notes and 106.625% for the 2025 Guaranteed Notes, in each case plus accrued and unpaid interest. In addition, at any time prior to January 15, 2019, CSC Holdings may redeem some or all of the 2023 Notes, and at any time prior to October 15, 2020, the Company may redeem some or all of the 2025 Notes and the 2025 Guaranteed Notes, at a price equal to 100% of the principal amount thereof, plus a "make whole" premium specified in the relevant indenture plus accrued and unpaid interest.
- (f) The carrying value of the notes was adjusted to reflect their fair value on the Cablevision Acquisition Date (aggregate reduction of \$52,788).
- (g) The 2027 Guaranteed Notes are redeemable at any time on or after April 15, 2022 at the redemption prices set forth in the indenture, plus accrued and unpaid interest, if any. In addition, up to 40% may be redeemed for each series of the 2027 Guaranteed Notes using the proceeds of certain equity offerings before October 15, 2019, at a redemption price equal to 105.500%, plus accrued and unpaid interest.

COMBINED NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)
(Dollars in thousands, except share and per share amounts)
(Unaudited)

- (h) The 2028 Guaranteed Notes are redeemable at any time on or after February 1, 2023 at the redemption prices set forth in the indenture, plus accrued and unpaid interest, if any. In addition, up to 40% of the original aggregate principal amount of the notes may be redeemed using the proceeds of certain equity offerings before February 1, 2021, at a redemption price equal to 105.375%, plus accrued and unpaid interest.
- (i) The issuers of these notes have no ability to service interest or principal on the notes, other than through any dividends or distributions received from CSC Holdings. CSC Holdings is restricted, in certain circumstances, from paying dividends or distributions to the issuers by the terms of the CVC Credit Facilities Agreement.

In January 2018, CSC Holdings issued \$1,000,000 aggregate principal amount of 5.375% senior guaranteed notes due February 1, 2028 (the "2028 Guaranteed Notes"). The 2028 Guaranteed Notes are senior unsecured obligations and rank pari passu in right of payment with all of the existing and future senior indebtedness, including the existing senior notes and the CVC Credit Facilities and rank senior in right of payment to all of existing and future subordinated indebtedness.

The proceeds from the 2028 Guaranteed Notes, together with proceeds from the Incremental Term Loan (discussed above), borrowings under the revolving credit facility and cash on hand, were used in February 2018 to repay \$300,000 principal amount of CSC Holdings' senior notes due in February 2018 and \$750,000 principal amount of Cablevision senior notes due in April 2018 and will be used to fund a dividend of \$1,500,000 to Altice USA which it will use to fund a dividend to its stockholders immediately prior to and in connection with the separation of Altice USA from Altice N.V.

The indentures under which the senior notes and debentures were issued contain various covenants. The Company was in compliance with all of its financial covenants under these indentures as of March 31, 2018.

Summary of Debt Maturities

The future maturities of debt payable by the Company under its various debt obligations outstanding as of March 31, 2018, including notes payable, collateralized indebtedness (see Note 9), and capital leases are as follows:

<u>Years Ending December 31,</u>	<u>Cablevision</u>	<u>CSC Holdings</u>
2018	\$ 581,298	\$ 581,298
2019	579,587	579,587
2020	547,517	47,517
2021	2,506,407	2,506,407
2022	695,806	46,782
Thereafter	11,812,663	11,812,663

NOTE 9. DERIVATIVE CONTRACTS AND COLLATERALIZED INDEBTEDNESS

The Company has entered into various transactions to limit the exposure against equity price risk on its shares of Comcast Corporation ("Comcast") common stock. The Company has monetized all of its stock holdings in Comcast through the execution of prepaid forward contracts, collateralized by an equivalent amount of the respective underlying stock. At maturity, the contracts provide for the option to deliver cash or shares of Comcast stock with a value determined by reference to the applicable stock price at maturity. These contracts, at maturity, are expected to offset declines in the fair value of these securities below the hedge price per share while allowing the Company to retain upside appreciation from the hedge price per share to the relevant cap price.

The Company received cash proceeds upon execution of the prepaid forward contracts discussed above which has been reflected as collateralized indebtedness in the accompanying condensed consolidated balance sheets. In addition, the Company separately accounts for the equity derivative component of the prepaid forward contracts. These equity derivatives have not been designated as hedges for accounting purposes. Therefore, the net fair values of the equity derivatives have been reflected in the accompanying condensed consolidated balance sheets as an asset or liability and the net increases or decreases in the fair value of the equity derivative component of the prepaid forward contracts are included in gain (loss) on derivative contracts in the accompanying condensed consolidated statements of operations.

All of the Company's monetization transactions are obligations of its wholly-owned subsidiaries that are not part of the Restricted Group; however, CSC Holdings has provided guarantees of the subsidiaries' ongoing contract payment expense obligations and potential payments that could be due as a result of an early termination event (as defined in the agreements). If any one of these contracts were terminated prior to its scheduled maturity date, the Company would be obligated to

COMBINED NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)
(Dollars in thousands, except share and per share amounts)
(Unaudited)

repay the fair value of the collateralized indebtedness less the sum of the fair values of the underlying stock and equity collar, calculated at the termination date. As of March 31, 2018, the Company did not have an early termination shortfall relating to any of these contracts.

The Company monitors the financial institutions that are counterparties to its equity derivative contracts. All of the counterparties to such transactions carry investment grade credit ratings as of March 31, 2018.

The following represents the location of the assets and liabilities associated with the Company's derivative instruments within the condensed consolidated balance sheets:

Derivatives Not Designated as Hedging Instruments	Balance Sheet Location	Asset Derivatives		Liability Derivatives	
		Fair Value at March 31, 2018	Fair Value at December 31, 2017	Fair Value at March 31, 2018	Fair Value at December 31, 2017
Prepaid forward contracts	Current derivative contracts	\$ 9,211	\$ 52,545	\$ (9,211)	\$ (52,545)
Prepaid forward contracts	Long-term derivative contracts	63,343	—	(4,495)	(109,504)
		<u>\$ 72,554</u>	<u>\$ 52,545</u>	<u>\$ (13,706)</u>	<u>\$ (162,049)</u>

These prepaid forward contracts are not designated as hedging instruments for accounting purposes and the related gain (loss) for all periods presented has been reflected in gain (loss) on derivative contracts, net in the accompanying condensed consolidated statements of operations.

For the three months ended March 31, 2018 and 2017, the Company recorded a gain (loss) on investments of \$(252,576) and \$131,658, respectively, primarily representing the net increase (decrease) in the fair values of the investment securities pledged as collateral.

NOTE 10. FAIR VALUE MEASUREMENT

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable. Observable inputs reflect assumptions market participants would use in pricing an asset or liability based on market data obtained from independent sources while unobservable inputs reflect a reporting entity's pricing based upon their own market assumptions. The fair value hierarchy consists of the following three levels:

- Level I - Quoted prices for identical instruments in active markets.
- Level II - Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable.
- Level III - Instruments whose significant value drivers are unobservable.

The following table presents for each of these hierarchy levels, the Company's financial assets and financial liabilities that are measured at fair value on a recurring basis:

	Fair Value Hierarchy	March 31, 2018	December 31, 2017
Assets:			
Money market funds	Level I	\$ 1,121,432	\$ 5,949
Investment securities pledged as collateral	Level I	1,467,781	1,720,357
Prepaid forward contracts	Level II	72,554	52,545
Liabilities:			
Prepaid forward contracts	Level II	13,706	162,049
Contingent consideration related to 2017 acquisition.....	Level III	3,233	32,233

The Company's cash equivalents, investment securities and investment securities pledged as collateral are classified within Level I of the fair value hierarchy because they are valued using quoted market prices.

COMBINED NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)
(Dollars in thousands, except share and per share amounts)
(Unaudited)

The Company's derivative contracts and liabilities under derivative contracts on the Company's balance sheets are valued using market-based inputs to valuation models. These valuation models require a variety of inputs, including contractual terms, market prices, yield curves, and measures of volatility. When appropriate, valuations are adjusted for various factors such as liquidity, bid/offer spreads and credit risk considerations. Such adjustments are generally based on available market evidence. Since model inputs can generally be verified and do not involve significant management judgment, the Company has concluded that these instruments should be classified within Level II of the fair value hierarchy.

The fair value of the contingent consideration as of March 31, 2018 related to acquisitions in the first quarter and fourth quarters of 2017 of approximately \$1,000 and \$2,233, respectively. The estimated amount recorded as of March 31, 2018 is the remaining unpaid contractual amount for the first quarter 2017 acquisition and approximately 51% of the contractual amount for the fourth quarter 2017 acquisition. The fair value of the consideration was estimated based on a probability assessment of attaining the targets as of March 31, 2018.

Fair Value of Financial Instruments

The following methods and assumptions were used to estimate fair value of each class of financial instruments for which it is practicable to estimate:

Credit Facility Debt, Collateralized Indebtedness, Senior Notes and Debentures, Senior Guaranteed Notes and Notes Payable

The fair values of each of the Company's debt instruments are based on quoted market prices for the same or similar issues or on the current rates offered to the Company for instruments of the same remaining maturities. The fair value of notes payable is based primarily on the present value of the remaining payments discounted at the borrowing cost.

The carrying values, estimated fair values, and classification under the fair value hierarchy of the Company's financial instruments, excluding those that are carried at fair value in the accompanying condensed consolidated balance sheets, are summarized as follows:

	Fair Value Hierarchy	March 31, 2018		December 31, 2017	
		Carrying Amount (a)	Estimated Fair Value	Carrying Amount (a)	Estimated Fair Value
Debt instruments:					
Credit facility debt	Level II	\$ 4,442,684	\$ 4,477,500	\$ 3,393,306	\$ 3,435,000
Collateralized indebtedness	Level II	1,351,271	1,298,060	1,349,474	1,305,932
Senior guaranteed notes	Level II	3,283,283	3,231,825	2,291,185	2,420,000
Senior notes and debentures	Level II	6,108,028	6,797,434	6,409,889	7,221,846
Notes payable	Level II	78,938	76,340	56,956	55,289
CSC Holdings total debt instruments		15,264,204	15,881,159	13,500,810	14,438,067
Cablevision senior notes	Level II	1,068,142	1,172,906	1,818,115	1,931,239
Cablevision total debt instruments		<u>\$16,332,346</u>	<u>\$17,054,065</u>	<u>\$15,318,925</u>	<u>\$16,369,306</u>

(a) Amounts are net of unamortized deferred financing costs and discounts.

The fair value estimates related to the Company's debt instruments presented above are made at a specific point in time, based on relevant market information and information about the financial instrument. These estimates are subjective in nature and involve uncertainties and matters of significant judgments and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

NOTE 11. INCOME TAXES

In general, the Company is required to use an estimated annual effective tax rate to measure the income tax expense or benefit recognized in an interim period. The estimated annual effective tax rate is revised on a quarterly basis and therefore may be different from the rate used in a prior interim period. In addition, certain items included in income tax expense as well as the tax impact of certain items included in pretax income from continuing operations must be treated as discrete

COMBINED NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)
(Dollars in thousands, except share and per share amounts)
(Unaudited)

items. The income tax expense or benefit associated with these discrete items is fully recognized in the interim period in which the items occur.

Cablevision

Cablevision recorded income tax benefit of \$83,026 and \$38,962 for the three months ended March 31, 2018 and 2017, respectively, reflecting an effective tax rate of 41% and 39%, respectively. In the 2018 period, the reduction in the corporate federal income tax rate from 35% to 21% pursuant to the enactment of the Tax Cuts & Jobs Act in December 2017 is largely offset by the impact of nondeductible carry unit plan expense on the estimated annual effective tax rate.

As of March 31, 2018, on a stand-alone basis, Cablevision's federal net operating losses ("NOLs") were approximately \$718,000.

CSC Holdings

CSC Holdings recorded income tax benefit of \$34,775 and \$19,627 for the three months ended March 31, 2018 and 2017, respectively, reflecting an effective tax rate of 21% and 36%, respectively. The decrease in the effective tax rate as compared to previous years is primarily due to the reduction in the corporate federal income tax rate from 35% to 21% as a result of the enactment of the Tax Cuts & Jobs Act in December 2017. The impact of nondeductible carry unit plan expense on the estimated annual effective tax rate at CSC Holdings is less significant than at Cablevision.

NOTE 12. SHARE-BASED COMPENSATION

Certain employees of the Company and its affiliates received awards of units in a carry unit plan of Neptune Management LP, an entity which has an ownership interest in the Company's parent, Altice USA. The awards generally vest as follows: 50% on the second anniversary of June 21, 2016 ("Base Date"), 25% on the third anniversary of the Base Date, and 25% on the fourth anniversary of the Base Date. Neptune Holding US GP LLC, the general partner of Neptune Management LP, has the right to repurchase (or to assign to an affiliate, including the Company, the right to repurchase) vested awards held by employees for sixty days following their termination. For performance-based awards under the plan, vesting occurs upon achievement or satisfaction of a specified performance condition. The Company considered the probability of achieving the established performance targets in determining the share-based compensation with respect to these awards at the end of each reporting period.

Beginning on the fourth anniversary of the Base Date, the holders of carry units have an annual opportunity (a sixty day period determined by the administrator of the plan) to sell their units back to Neptune Holding US GP LLC (or affiliate, including the Company, designated by Neptune Holding US GP LLC). Accordingly, the carry units are presented as temporary equity on the consolidated balance sheets at fair value. Adjustments to fair value at each reporting period are recorded in paid-in capital.

The right of Neptune Holding US GP LLC to assign to an affiliate, including the Company, the right to repurchase an employee's vested units during the sixty-day period following termination, or to satisfy its obligation to repurchase an employee's vested units during annual 60 day periods following the fourth anniversary of the Base Date, may be exercised by Neptune Holding US GP LLC in its discretion at the time a repurchase right or obligation arises. The carry unit plan requires the purchase price payable to the employee or former employee, as the case may be, to be paid in cash, a promissory note (with a term of not more than 3 years and bearing interest at the long-term applicable federal rate under Section 1274(d) of the Internal Revenue Code) or combination thereof, in each case as determined by Neptune Holding US GP LLC in its discretion at the time of the repurchase. Neptune Holding US GP LLC expects that vested units will be redeemed for shares of the Company's Class A common stock upon vesting.

The following table summarizes activity relating to Company employees who held carry units:

	Number of Time Vesting Awards	Number of Performance Based Vesting Awards	Weighted Average Grant Date Fair Value
Balance, December 31, 2017.....	149,050,000	10,000,000	\$ 0.80
Forfeited	(3,000,000)	—	0.94
Transfers from affiliate.....	3,000,000	—	0.37
Balance, March 31, 2018.....	<u>149,050,000</u>	<u>10,000,000</u>	0.78

COMBINED NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)
(Dollars in thousands, except share and per share amounts)
(Unaudited)

The weighted average fair value per unit was \$2.46 and \$2.07 as of December 31, 2017 and March 31, 2018, respectively. For the three months ended March 31, 2018 and 2017, the Company recognized an expense of \$13,204 and \$5,082 related to the push down of share-based compensation related to the carry unit plan.

In addition, the Company receives an allocation of share-based compensation from Altice USA related to employees of the Company, as well as employees of Altice USA who provide services to the Company. For the three months ended March 31, 2018, such allocation amounted to \$2,968 and is included in other operating expense in the accompanying condensed consolidated statements of operations.

NOTE 13. AFFILIATE AND RELATED PARTY TRANSACTIONS

Equity Method Investments

In July 2016, the Company completed the sale of a 75% interest in Newsday LLC ("Newsday") to an employee of the Company. The Company retained the remaining 25% ownership interest. Effective July 7, 2016, the operating results of Newsday are no longer consolidated with those of the Company and the Company's 25% interest in the operating results of Newsday is recorded using the equity method. At March 31, 2018, the Company's deficit investment in Newsday aggregated \$12,891. For the three months ended March 31, 2018 and 2017, the Company recorded equity in net loss of Newsday of \$9,312 and \$1,510, respectively.

The Company's 25% interest in i24NEWS, Altice N.V.'s 24/7 international news and current affairs channel aggregated \$800 at March 31, 2018 and is included in other assets on our condensed consolidated balance sheet. The operating results of i24NEWS is also recorded using the equity method. For the three months ended March 31, 2018 and 2017, the Company recorded equity in net loss of i24NEWS of \$1,130 and \$1,247, respectively. In April 2018, Altice N.V. transferred its ownership of i24 US and i24 Europe to the Company for minimal consideration.

Affiliate and Related Party Transactions

As the transactions discussed below were conducted between subsidiaries of Altice N.V. under common control and equity method investees, amounts charged for certain services may not have represented amounts that might have been received or incurred if the transactions were based upon arm's length negotiations.

The following table summarizes the revenue and charges related to services provided to or received from subsidiaries of Altice N.V and Newsday:

	Three Months Ended March 31,	
	2018	2017
Revenue	\$ 4,207	\$ 141
Operating expenses:		
Programming and other direct costs	\$ (1,200)	\$ (735)
Other operating credits (expenses), net	29,992	(4,735)
Operating credits (expenses), net	28,792	(5,470)
Net credits (charges)	\$ 32,999	\$ (5,329)
Capital expenditures	\$ 1,626	\$ 682

Revenue

The Company recognized revenue primarily in connection with the sale of advertising to Newsday.

Programming and other direct costs

Programming and other direct costs include costs incurred by the Company for the transport and termination of voice and data services provided by a subsidiary of Altice N.V.

COMBINED NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)
(Dollars in thousands, except share and per share amounts)
(Unaudited)

Other operating expenses

During the three months ended March 31, 2018, ATS provided Cequel network construction and maintenance services and residential installations, disconnections and maintenance services. Charges to Cequel for these services amounted to \$35,312.

A subsidiary of Altice N.V. provides certain executive services, as well as consulting, advisory and other services, including, prior to the Altice USA IPO, CEO, CFO and COO services, to the Company. Compensation under the terms of the agreement is an annual fee of \$20,000 to be paid by the Company. Fees associated with this agreement recorded by the Company amounted to approximately \$5,000 for the three months ended March 31, 2018 and 2017. As of June 20, 2017, the CEO, CFO and COO became employees of the Company and the agreement was assigned to Altice N.V. by a subsidiary of Altice N.V.

Other operating expenses also include charges (credits) for services provided to (provided by) other subsidiaries of Altice N.V. and Newsday aggregating \$320 and (\$265), for the three months ended March 31, 2018 and 2017, respectively.

Capital expenditures

Capital expenditures include equipment purchases and software development services provided by subsidiaries of Altice N.V.

Aggregate amounts that were due from and due to related parties are summarized below:

	Cablevision		CSC Holdings	
	March 31, 2018	December 31, 2017	March 31, 2018	December 31, 2017
Due from:				
Altice USA (b).....	\$ —	\$ 8,274	\$ —	\$ 8,274
Cequel (a)	68,701	22,309	68,701	22,309
Newsday (a).....	2,558	2,713	2,558	2,713
Altice Management Americas (a).....	1,271	33	1,271	33
i24NEWS (a)	4,335	4,036	4,335	4,036
Other Altice N.V. subsidiaries (a).....	31	31	31	31
	<u>\$ 76,896</u>	<u>\$ 37,396</u>	<u>\$ 76,896</u>	<u>\$ 37,396</u>
Due to:				
Altice USA (b).....	\$ 105,047	\$ 120,392	\$ 3,700	\$ 100
Newsday (a).....	33	33	33	33
Other Altice N.V. subsidiaries (a).....	3,158	10,586	3,158	10,585
Cablevision (c)	—	—	111,783	92,432
	<u>\$ 108,238</u>	<u>\$ 131,011</u>	<u>\$ 118,674</u>	<u>\$ 103,150</u>

(a) Represents amounts paid by the Company on behalf of the respective related party and for Newsday, the net amounts due from the related party also include charges for certain transition services provided. Amounts due from Cequel at December 31, 2018 include \$14,511 for assets that were transferred from the Company to Cequel during 2017.

(b) Reflects primarily amounts due pursuant to the tax sharing agreement effective June 21, 2016 between Cablevision and Altice USA.

(c) Reflects primarily amounts due pursuant to the historical tax allocation policy and the tax sharing agreement effective June 21, 2016 between CSC Holdings and Cablevision.

NOTE 14. COMMITMENTS AND CONTINGENCIES

Legal Matters

Cable Operations Litigation

In re Cablevision Consumer Litigation:

COMBINED NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)
(Dollars in thousands, except share and per share amounts)
(Unaudited)

Following expiration of the affiliation agreements for carriage of certain Fox broadcast stations and cable networks on October 16, 2010, News Corporation terminated delivery of the programming feeds to Cablevision, and as a result, those stations and networks were unavailable on Cablevision's cable television systems. On October 30, 2010, Cablevision and Fox reached an agreement on new affiliation agreements for these stations and networks, and carriage was restored. Several purported class action lawsuits alleging breach of contract, unjust enrichment, and consumer fraud and seeking unspecified compensatory damages, punitive damages and attorneys' fees were subsequently filed on behalf of Cablevision's customers seeking recovery for the lack of Fox programming. Those lawsuits were consolidated in an action before the U. S. District Court for the Eastern District of New York, and a consolidated complaint was filed in that court on February 22, 2011. On March 28, 2012, in ruling on Cablevision's motion to dismiss, the Court dismissed all of plaintiffs' claims, except for breach of contract. On March 30, 2014, the Court granted plaintiffs' motion for class certification. The parties have entered into a settlement agreement, which was granted final approval by the Court on May 17, 2018. As of December 31, 2017, the Company had an estimated liability associated with a potential settlement totaling \$6,000. The amount ultimately paid in connection with the proposed settlement could exceed the amount recorded.

In October 2015, the New York Attorney General began an investigation into whether the major Internet Service Providers in New York State deliver advertised Internet speeds. The Company is cooperating with this investigation and is currently in discussions with the New York Attorney General about resolving the investigation as to the Company, which resolution may involve operational and or financial components. While the Company is unable to predict the outcome of the investigation or these discussions, at this time it does not expect that the outcome will have a material adverse effect on its operations, financial conditions or cash flows.

The Company receives notices from third parties and, in some cases, is named as a defendant in certain lawsuits claiming infringement of various patents relating to various aspects of the Company's businesses. In certain of these cases other industry participants are also defendants. In certain of these cases the Company expects that any potential liability would be the responsibility of the Company's equipment vendors pursuant to applicable contractual indemnification provisions. The Company believes that the claims are without merit and intends to defend the actions vigorously, but is unable to predict the outcome of these matters or reasonably estimate a range of possible loss.

In addition to the matters discussed above, the Company is party to various lawsuits, some involving claims for substantial damages. Although the outcome of these other matters cannot be predicted and the impact of the final resolution of these other matters on the Company's results of operations in a particular subsequent reporting period is not known, management does not believe that the resolution of these other lawsuits will have a material adverse effect on the financial position of the Company or the ability of the Company to meet its financial obligations as they become due.

NOTE 15. INTANGIBLE ASSETS

The following table summarizes information relating to the Company's acquired intangible assets:

	March 31, 2018			December 31, 2017			Estimated Useful Lives
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	
Customer relationships.....	\$ 4,895,000	\$ (1,104,850)	\$ 3,790,150	\$ 4,895,000	\$ (955,332)	\$ 3,939,668	8 to 18 years
Trade names.....	1,010,300	(567,493)	442,807	1,010,300	(531,761)	478,539	4 to 5 years
Other amortizable intangibles.....	33,704	(11,776)	21,928	33,704	(9,896)	23,808	1 to 15 years
	\$ 5,939,004	\$ (1,684,119)	\$ 4,254,885	\$ 5,939,004	\$ (1,496,989)	\$ 4,442,015	

Amortization expense for the three months ended March 31, 2018 and 2017 aggregated \$187,130, and \$181,231, respectively.

COMBINED NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)
(Dollars in thousands, except share and per share amounts)
(Unaudited)

The following table summarizes information relating to the Company's acquired indefinite-lived intangible assets:

	March 31, 2018	December 31, 2017
Cable television franchises	\$ 8,113,575	\$ 8,113,575
Goodwill	5,866,107	5,866,120
Total	\$ 13,979,682	\$ 13,979,695

The carrying amount of goodwill is presented below:

Gross goodwill as of December 31, 2017, as reported.....	\$ 5,843,019	
ATS goodwill (See Note 3 for further details).....		23,101
Gross goodwill as of December 31, 2017, as adjusted.....		5,866,120
Adjustment to purchase accounting relating to business acquired in fourth quarter of 2017.....		(13)
Net goodwill as of March 31, 2018.....		\$ 5,866,107

NOTE 16. SUBSEQUENT EVENTS

The Company has updated its review of subsequent events as of May 30, 2018 (the date available for issuance) noting no events that require disclosure.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULT OF OPERATIONS

All dollar amounts, except per customer and per share data, included in the following discussion are presented in thousands.

The preparation of our condensed consolidated financial statements requires us to make estimates that affect the reported amounts of assets, liabilities, revenue and expenses, and the related disclosure of contingent assets and contingent liabilities. For a complete discussion of the accounting judgments and estimates that we have identified as critical in the preparation of our condensed consolidated financial statements, please refer to our Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report for the year ended December 31, 2017.

Overview

Our Business

We deliver broadband, pay television, telephony services, proprietary content and advertising services to approximately 3.2 million residential and business customers. Our footprint covers approximately 5.2 million homes passed as of March 31, 2018 in and around the New York metropolitan area.

Key Factors Impacting Operating Results and Financial Condition

Our future performance is dependent, to a large extent, on the impact of direct competition, general economic conditions (including capital and credit market conditions), our ability to manage our businesses effectively, and our relative strength and leverage in the marketplace, both with suppliers and customers. For more information see "Risk Factors" and "Business-Competition" included in our Annual Report for the year ended December 31, 2017.

We derive revenue principally through monthly charges to residential customers of our pay television, broadband, and telephony services. We also derive revenue from digital video recorder ("DVR"), video-on-demand ("VOD"), pay-per-view, installation and home shopping commissions. Our residential pay television, broadband and telephony services accounted for approximately 46%, 27% and 8%, respectively, of our consolidated revenue for the three months ended March 31, 2018. We also derive revenue from the sale of a wide and growing variety of products and services to both large enterprise and small and medium-sized business ("SMB") customers, including broadband, telephony, networking and pay television services. For the three months ended March 31, 2018, 14% of our consolidated revenue was derived from these business services and wholesale. In addition, we derive revenues from the sale of advertising time available on the programming carried on our cable television systems, which accounted for approximately 5% of our consolidated revenue for the three months ended March 31, 2018. Our other revenue for the three months ended March 31, 2018 accounted for less than 1% of our consolidated revenue.

Revenue is impacted by rate increases, changes in the number of customers to our services, including additional services sold to our existing customers, programming package changes by our pay television customers, speed tier changes by our broadband customers, and acquisitions of cable systems that result in the addition of new subscribers.

Our ability to increase the number of customers to our services is significantly related to our penetration rates.

We operate in a highly competitive consumer-driven industry and we compete against a variety of broadband, pay television and telephony providers and delivery systems, including broadband communications companies, wireless data and telephony providers, satellite-delivered video signals, Internet-delivered video content, and broadcast television signals available to residential and business customers in our service areas. Our competitors include AT&T and its DirecTV subsidiary, DISH Network, Frontier and Verizon. Consumers' selection of an alternate source of service, whether due to economic constraints, technological advances or preference, negatively impacts the demand for our services. For more information, see "Risk Factors" and "Business-Competition" included in our Annual Report for the year ended December 31, 2017.

Our programming costs, which are the most significant component of our operating expenses, have increased and are expected to continue to increase primarily as a result of contractual rate increases and new channel launches. See "Results of Operations" below for more information regarding our key factors impacting our revenues and operating expenses.

Historically, we have made substantial investments in our network and the development of new and innovative products and other service offerings for our customers as a way of differentiating ourselves from our competitors and may continue

to do so in the future. We have commenced a plan to build a fiber-to-the-home network, which will enable us to deliver more than 10 Gbps broadband speeds across our entire footprint. We may incur greater than anticipated capital expenditures in connection with this initiative, fail to realize anticipated benefits, experience delays and business disruptions or encounter other challenges to executing it as planned. See “Liquidity and Capital Resources-Capital Expenditures” for additional information regarding our capital expenditures.

Acquisition of Altice Technical Services US Corp

As discussed in Note 1 of the Company's condensed consolidated financial statements, the Company completed the ATS Acquisition in January 2018. ATS was previously owned by Altice N.V. and a member of ATS's management through a holding company. As the acquisition is a combination of businesses under common control, the Company combined the results of operations and related assets and liabilities of ATS for all periods since its commencement of operations.

Non-GAAP Financial Measures

We define Adjusted EBITDA, which is a non-GAAP financial measure, as net income (loss) excluding income taxes, other non-operating income or expenses, loss on extinguishment of debt and write-off of deferred financing costs, gain (loss) on derivative contracts, gain (loss) on investments, interest expense (including cash interest expense), interest income, depreciation and amortization (including impairments), share-based compensation expense or benefit, restructuring expense or credits and transaction expenses. We believe Adjusted EBITDA is an appropriate measure for evaluating the operating performance of the Company. Adjusted EBITDA and similar measures with similar titles are common performance measures used by investors, analysts and peers to compare performance in our industry. Internally, we use revenue and Adjusted EBITDA measures as important indicators of our business performance, and evaluate management's effectiveness with specific reference to these indicators. We believe Adjusted EBITDA provides management and investors a useful measure for period-to-period comparisons of our core business and operating results by excluding items that are not comparable across reporting periods or that do not otherwise relate to the Company's ongoing operating results. Adjusted EBITDA should be viewed as a supplement to and not a substitute for operating income (loss), net income (loss), and other measures of performance presented in accordance with U.S. generally accepted accounting principles (“GAAP”). Since Adjusted EBITDA is not a measure of performance calculated in accordance with GAAP, this measure may not be comparable to similar measures with similar titles used by other companies.

CABLEVISION SYSTEMS CORPORATION AND SUBSIDIARIES

Results of Operations

	Cablevision			
	Three Months Ended March 31, 2018	Three Months Ended March 31, 2017	2018 to 2017 Favorable (unfavorable)	% Change 2018 to 2017
Revenue:				
Residential:				
Pay TV	\$ 763,720	\$ 802,194	\$ (38,474)	(5)%
Broadband	440,351	396,333	44,018	11 %
Telephony	135,585	146,557	(10,972)	(7)%
Business services and wholesale	234,172	228,544	5,628	2 %
Advertising	74,643	65,132	9,511	15 %
Other	2,823	3,227	(404)	(13)%
Total revenue	<u>1,651,294</u>	<u>1,641,987</u>	<u>9,307</u>	<u>1 %</u>
Operating expenses:				
Programming and other direct costs	588,581	568,311	(20,270)	4 %
Other operating expenses	403,573	449,809	46,236	(10)%
Restructuring and other expense	3,083	58,647	55,564	(95)%
Depreciation and amortization	485,364	443,176	(42,188)	10 %
Operating income	<u>170,693</u>	<u>122,044</u>	<u>48,649</u>	<u>40 %</u>
Other income (expense):				
Interest expense, net	(272,010)	(280,091)		
Gain (loss) on investments, net	(252,576)	131,658		
Gain (loss) on derivative contracts, net	168,352	(71,044)		
Loss on extinguishment of debt and write-off of deferred financing costs	(4,705)	—		
Other expense, net	(11,446)	(2,100)		
Loss before income taxes	<u>(201,692)</u>	<u>(99,533)</u>		
Income tax benefit	83,026	38,962		
Net loss	<u>(118,666)</u>	<u>(60,571)</u>		
Net income attributable to noncontrolling interests	(2)	(237)		
Net loss attributable to Cablevision Systems Corporation stockholder	<u>\$ (118,668)</u>	<u>\$ (60,808)</u>		

The following is a reconciliation of net income (loss) to Adjusted EBITDA:

	Three Months Ended March 31,		2018 to 2017 Favorable (unfavorable)	% Change 2018 to 2017
	2018	2017		
Net loss	\$ (118,666)	\$ (60,571)	\$ (58,095)	96 %
Income tax benefit	(83,026)	(38,962)	(44,064)	113 %
Other expense, net	11,446	2,100	9,346	(445)%
Loss on extinguishment of debt and write-off of deferred financing costs	4,705	—	4,705	100 %
Loss (gain) on derivative contracts, net	(168,352)	71,044	(239,396)	(337)%
Loss (gain) on investments, net	252,576	(131,658)	384,234	(292)%
Interest expense, net	272,010	280,091	(8,081)	(3)%
Depreciation and amortization	485,364	443,176	42,188	10 %
Restructuring and other expense	3,083	58,647	(55,564)	(95)%
Share-based compensation	16,172	5,082	11,090	218 %
Adjusted EBITDA	<u>\$ 675,312</u>	<u>\$ 628,949</u>	<u>\$ 46,363</u>	<u>7 %</u>

CABLEVISION SYSTEMS CORPORATION AND SUBSIDIARIES

The following table sets forth certain customer metrics:

	Cablevision		
	March 31, 2018	December 31, 2017	March 31, 2017
	(in thousands, except per customer amounts)		
Homes passed(a)	5,174	5,164	5,128
Total customer relationships(b)(c)	3,151	3,156	3,148
Residential	2,888	2,893	2,887
SMB	263	263	261
Residential customers:			
Pay TV	2,340	2,363	2,413
Broadband	2,673	2,670	2,636
Telephony	1,954	1,965	1,955
Residential triple product customer penetration(d):	63.8%	64.2%	64.4%
Penetration of homes passed(e):	60.9%	61.1%	61.4%
ARPU(f)	\$ 154.48	\$ 155.39	\$ 155.52

- (a) Represents the estimated number of single residence homes, apartments and condominium units passed by the cable distribution network in areas serviceable without further extending the transmission lines. In addition, it includes commercial establishments that have connected to our cable distribution network.
- (b) Represents number of households/businesses that receive at least one of the Company's services.
- (c) Customers represent each customer account (set up and segregated by customer name and address), weighted equally and counted as one customer, regardless of size, revenue generated, or number of boxes, units, or outlets. In calculating the number of customers, we count all customers other than inactive/disconnected customers. Free accounts are included in the customer counts along with all active accounts, but they are limited to a prescribed group. Most of these accounts are also not entirely free, as they typically generate revenue through pay-per-view or other pay services and certain equipment fees. Free status is not granted to regular customers as a promotion. In counting bulk residential customers, such as an apartment building, we count each subscribing family unit within the building as one customer, but do not count the master account for the entire building as a customer. We count a bulk commercial customer, such as a hotel, as one customer, and do not count individual room units at that hotel.
- (d) Represents the number of customers that subscribe to three of our services divided by total residential customer relationships.
- (e) Represents the number of total customer relationships divided by homes passed.
- (f) Calculated by dividing the average monthly revenue for the respective quarter (fourth quarter for annual periods) derived from the sale of broadband, pay television and telephony services to residential customers for the respective quarter by the average number of total residential customers for the same period.

Pay Television Revenue

Pay television revenue is derived principally through monthly charges to residential customers of our pay television services. Revenue is impacted by rate increases, changes in the number of customers, including additional services sold to our existing customers, and changes in programming packages.

Pay television revenue decreased \$38,474 (5%) for the three months ended March 31, 2018, as compared to the three months ended March 31, 2017, due primarily to a decline in pay television customers and lower average revenue per pay television customer.

We believe our pay television customer declines noted in the table above are largely attributable to competition, particularly from Verizon, as well as competition from companies that deliver video content over the Internet directly to customers. Competition is expected to continue to impact our ability to maintain or increase our existing customers and revenue in the future.

CABLEVISION SYSTEMS CORPORATION AND SUBSIDIARIES

Broadband Revenue

Broadband revenue is derived principally through monthly charges to residential subscribers of our broadband services. Revenue is impacted by rate increases, changes in the number of customers, including additional services sold to our existing subscribers, and changes in speed tiers.

Broadband revenue increased \$44,018 (11%) for the three months ended March 31, 2018, as compared to the three months ended March 31, 2017, due primarily to higher average recurring broadband revenue per broadband customer, primarily driven by certain rate increases and an increase in broadband customers.

Telephony Revenue

Telephony revenue is derived principally through monthly charges to residential customers of our telephony services. Revenue is impacted by changes in rates for services, changes in the number of customers, and additional services sold to our existing customers.

Telephony revenue decreased \$10,972 (7%) for the three months ended March 31, 2018, as compared to the three months ended March 31, 2017, due primarily to lower rates offered to customers.

Business Services and Wholesale Revenue

Business services and wholesale revenue is derived primarily from the sale of fiber based telecommunications services to the business market, and the sale of broadband, pay television and telephony services to SMB customers.

Business services revenue increased \$5,628 (2%) for the three months ended March 31, 2018, as compared to the three months ended March 31, 2017, primarily due to higher average recurring broadband revenue per SMB customer and higher Ethernet revenue, partially offset by reduced traditional voice and data services for commercial customers.

Advertising Revenue

Advertising revenue is primarily derived from the sale of advertising time available on the programming carried on our cable television systems. Advertising revenue increased \$9,511 (15%) for the three months ended March 31, 2018, as compared to the three months ended March 31, 2017, primarily due to an increase in digital advertising.

Other Revenue

Other revenue decreased \$404 (13%) for the three months ended March 31, 2018, as compared to the three months ended March 31, 2017. Other revenue includes other miscellaneous revenue streams.

Programming and Other Direct Costs

Programming and other direct costs include cable programming costs, which are costs paid to programmers (net of amortization of any incentives received from programmers for carriage) for cable content (including costs of VOD and pay-per-view) and are generally paid on a per-customer basis. These costs typically rise due to increases in contractual rates and new channel launches and are also impacted by changes in the number of customers receiving certain programming services. These costs also include interconnection, call completion, circuit and transport fees paid to other telecommunication companies for the transport and termination of voice and data services, which typically vary based on rate changes and the level of usage by our customers. These costs also include franchise fees which are payable to the state governments and local municipalities where we operate and are primarily based on a percentage of certain categories of revenue derived from the provision of pay television service over our cable systems, which vary by state and municipality. These costs change in relation to changes in such categories of revenues or rate changes. Programming and other direct costs increased \$20,270 (4%) for the three months ended March 31, 2018, as compared to the three months ended March 31, 2017. The net increases are attributable to the following:

Increase in costs of digital media advertising spots for resale	\$	14,026
Increase in programming costs due primarily to contractual rate increases, partially offset by lower pay television customers and lower VOD and pay-per-view costs		4,475
Other net increases		1,769
	\$	<u>20,270</u>

Programming costs aggregated \$488,348 and \$483,873 for the three months ended March 31, 2018 and 2017, respectively. Our programming costs increased less than 1% for the three months ended March 31, 2018, as compared to the same

CABLEVISION SYSTEMS CORPORATION AND SUBSIDIARIES

period in the prior year. Our programming costs in 2018 will continue to be impacted by changes in programming rates, which we expect to increase by high single digits, and by changes in the number of pay television customers.

Other Operating Expenses

Other operating expenses include staff costs and employee benefits including salaries of company employees and related taxes, benefits and other employee related expenses. Other operating expenses also include network management and field service costs, which represent costs associated with the maintenance of our broadband network, including costs of certain customer connections and other costs associated with providing and maintaining services to our customers.

Customer installation and repair and maintenance costs may fluctuate as a result of changes in the level of activities and the utilization of contractors as compared to employees. Also, customer installation costs fluctuate as the portion of our expenses that we are able to capitalize changes. Costs associated with the initial deployment of new customer premise equipment necessary to provide broadband, pay television and telephony services are capitalized (asset-based). Network repair and maintenance and utility costs also fluctuate as capitalizable network upgrade and enhancement activity changes.

Other operating expenses also include costs related to the operation and maintenance of our call center facilities that handle customer inquiries and billing and collection activities and sales and marketing costs, which include advertising production and placement costs associated with acquiring and retaining customers. These costs vary period to period and certain of these costs, such as sales and marketing, may increase with intense competition. Additionally, other operating expenses include various other administrative costs, including legal fees, and product development costs.

Other operating expenses decreased \$46,236 (10%) for the three months ended March 31, 2018 as compared to the three months ended March 31, 2017. The net decrease is attributable to the following:

Decrease in salaries and benefits, and an increase in capitalizable activity	\$ (82,117)
Increase in contractor costs.....	18,040
Increase in share-based compensation and long-term incentive plan awards expense.....	10,131
Increase in sales and marketing costs	3,297
Increase in facility costs.....	2,800
Other net increases.....	1,613
	<u>\$ (46,236)</u>

Restructuring and Other Expense

Restructuring and other expense for the three months ended March 31, 2018 and 2017 amounted to \$3,083 and \$58,647, respectively. These amounts primarily relate to costs incurred in connection with severance and other employee related costs resulting from headcount reductions related to initiatives which commenced in 2016 that are intended to simplify the Company's organizational structure. We currently anticipate that additional restructuring expenses will be recognized as we continue to analyze our organizational structure.

Depreciation and Amortization

Depreciation and amortization increased \$42,188 (10%) for the three months ended March 31, 2018, as compared to the three months ended March 31, 2017. The increase is due primarily to depreciation of new asset additions, as well as additional amortization of trade name intangible assets due to a reduction in the estimated useful life.

Adjusted EBITDA

Adjusted EBITDA is a non-GAAP measure that is defined as net income (loss) excluding income taxes, other non-operating income or expenses, loss on extinguishment of debt and write-off of deferred financing costs, gain (loss) on derivative contracts, gain (loss) on investments, interest expense (including cash interest expense), interest income, depreciation and amortization (including impairments), share-based compensation expense or benefit, restructuring expense or credits and transaction expenses. See reconciliation of net loss to adjusted EBITDA above.

Adjusted EBITDA increased \$46,363 (7%) for the three months ended March 31, 2018, as compared to the three months ended March 31, 2017. The increase was due to an increase in revenue, partially offset by an increase in operating expenses (excluding depreciation and amortization expense, restructuring expense, share-based compensation and transaction expenses) as discussed above.

CABLEVISION SYSTEMS CORPORATION AND SUBSIDIARIES

Interest Expense, net

Interest expense, net decreased \$8,081 (3%) for the three months ended March 31, 2018, as compared to the three months ended March 31, 2017. The net decrease is attributable to the following:

Decrease due to changes in average debt balances and interest rates on our indebtedness and collateralized debt...	\$ (17,958)
Higher interest income	(2,565)
Other net increases, primarily amortization of deferred financing costs and original issue discounts	12,442
	<u>\$ (8,081)</u>

See "Liquidity and Capital Resources" discussion below for a detail of our borrower groups.

Gain (Loss) on Investments, net

Gain (loss) on investments, net for the three months ended March 31, 2018 and 2017 amounted to \$(252,576) and \$131,658, respectively, and consists primarily of the increase (decrease) in the fair value of Comcast common stock owned by the Company for the periods. The effects of these gains or losses are partially offset by the losses and gains on the related equity derivative contracts, net described below.

Gain (Loss) on Derivative Contracts, net

Gain (loss) on derivative contracts, net for the three months ended March 31, 2018 and 2017 amounted to \$168,352 and \$(71,044), respectively, and includes realized and unrealized gains or losses due to the change in fair value of equity derivative contracts relating to the Comcast common stock owned by the Company. The effects of these gains or losses are offset by gains and losses on investment securities pledged as collateral, which are included in gain (loss) on investments, net discussed above.

Income Tax Benefit

Income tax benefit amounted to \$83,026 and \$38,962 for the three months ended March 31, 2018 and 2017, respectively, reflecting an effective tax rate of 41% and 39%, respectively. In the 2018 period, the reduction in the corporate federal income tax rate from 35% to 21% pursuant to the enactment of the Tax Cuts & Jobs Act in December 2017 is largely offset by the impact of nondeductible carry unit plan expense on the estimated annual effective tax rate.

As of March 31, 2018, on a stand-alone basis, Cablevision's federal net operating losses ("NOLs") were approximately \$718,000.

CSC HOLDINGS, LLC

The condensed consolidated statements of operations of CSC Holdings are essentially identical to the condensed consolidated statements of operations of Cablevision, except for the following:

	<u>Three Months Ended March 31,</u>	
	<u>2018</u>	<u>2017</u>
Net loss attributable to Cablevision Systems Corporation stockholder	\$ (118,668)	\$ (60,808)
Interest expense relating to Cablevision senior notes included in Cablevision's consolidated statements of operations	29,138	44,936
Loss on extinguishment of debt relating to Cablevision senior notes	4,705	—
Income tax benefit included in Cablevision's consolidated statements of operations	(48,251)	(19,335)
Net loss attributable to CSC Holdings, LLC's sole member	<u>\$ (133,076)</u>	<u>\$ (35,207)</u>

Refer to Cablevision's Management's Discussion and Analysis of Financial Condition and Results of Operations herein.

LIQUIDITY AND CAPITAL RESOURCES

Cablevision

Cablevision has no operations independent of its subsidiaries. Cablevision's outstanding debt securities consist of \$1,149,024 face value of senior notes and debentures, which are held by third party investors.

Funding for Our Debt Service Requirements

Funding for the debt service requirements of our debt securities has been provided by our subsidiaries' operations, principally CSC Holdings, as permitted by the covenants governing CSC Holdings' credit agreements and indentures. Funding for our subsidiaries has generally been provided by cash flow from operations, cash on hand and borrowings under the Restricted Group (as later defined) revolving credit facility, proceeds from the issuance of securities and borrowings under syndicated term loans in the capital markets. Our decision as to the use of cash generated from operating activities, cash on hand, borrowings under the Restricted Group revolving credit facility or accessing the capital markets has been based upon an ongoing review of the funding needs of the business, the optimal allocation of cash resources, the timing of cash flow generation and the cost of borrowing under the revolving credit facility, debt securities and syndicated term loans. We have accessed the debt markets for significant amounts of capital in the past and expect to do so in the future.

We expect to utilize free cash flow and availability under the Restricted Group revolving credit facility, as well as future refinancing transactions, to further extend the maturities of, or reduce the principal on, our debt obligations. The timing and terms of any refinancing transactions will be subject to, among other factors, market conditions. Additionally, we may, from time to time, depending on market conditions and other factors, use cash on hand and the proceeds from other borrowings to repay the outstanding debt securities through open market purchases, privately negotiated purchases, tender offers, or redemptions.

We believe existing cash balances, operating cash flows and availability under the Restricted Group revolving credit facility will provide adequate funds to support our current operating plan, make planned capital expenditures and fulfill our debt service requirements for the next twelve months. However, our ability to fund our operations, make planned capital expenditures, make scheduled payments on our indebtedness and repay our indebtedness depends on our future operating performance and cash flows and our ability to access the capital markets, which, in turn, are subject to prevailing economic conditions and to financial, business and other factors, some of which are beyond our control. Our collateralized debt maturing in the next 12 months will be settled with proceeds from monetization contracts entered into pursuant to the Synthetic Monetization Closeout discussed below. However, competition, market disruptions or a deterioration in economic conditions could lead to lower demand for our products, as well as lower levels of advertising, and increased incidence of customers' inability to pay for the services we provide. These events would adversely impact our results of operations, cash flows and financial position. Although we currently believe that amounts available under the Restricted Group revolving credit facility will be available when, and if needed, we can provide no assurance that access to such funds will not be impacted by adverse conditions in the financial markets or other conditions. The obligations of the financial institutions under the Restricted Group revolving credit facility are several and not joint and, as a result, a funding default by one or more institutions does not need to be made up by the others.

In the longer term, we do not expect to be able to generate sufficient cash from operations to fund anticipated capital expenditures, meet all existing future contractual payment obligations and repay our debt at maturity. As a result, we will be dependent upon our continued access to the capital and credit markets to issue additional debt or equity or refinance existing debt obligations. We intend to raise significant amounts of funding over the next several years to fund capital expenditures, repay existing obligations and meet other obligations, and the failure to do so successfully could adversely affect our business. If we are unable to do so, we will need to take other actions including deferring capital expenditures, selling assets, seeking strategic investments from third parties or reducing or eliminating discretionary uses of cash.

CABLEVISION SYSTEMS CORPORATION AND SUBSIDIARIES

Debt Outstanding

The following table summarizes the carrying value of our outstanding debt, net of deferred financing costs, discounts and premiums (excluding accrued interest), as well as interest expense.

	As of March 31, 2018				
	Restricted Group	Other Entities	Total CSC Holdings	Cablevision	Total Cablevision
Debt Outstanding:					
Credit facility debt	\$ 4,442,684	\$ —	\$ 4,442,684	\$ —	\$ 4,442,684
Senior guaranteed notes	3,283,283	—	3,283,283	—	3,283,283
Senior notes and debentures (a)	6,108,028	—	6,108,028	1,068,142	7,176,170
Subtotal	13,833,995	—	13,833,995	1,068,142	14,902,137
Capital lease obligations	18,063	—	18,063	—	18,063
Notes payable (includes \$30,108 related to collateralized debt)	48,830	30,108	78,938	—	78,938
Subtotal	13,900,888	30,108	13,930,996	1,068,142	14,999,138
Collateralized indebtedness relating to stock monetizations (a)	—	1,351,271	1,351,271	—	1,351,271
Total debt	\$ 13,900,888	\$ 1,381,379	\$ 15,282,267	\$ 1,068,142	\$ 16,350,409
Interest expense:					
Credit facility debt, senior notes, capital leases and notes payable	\$ 231,529	\$ —	\$ 231,529	\$ 29,138	\$ 260,667
Collateralized indebtedness and notes payable relating to stock monetizations	—	14,023	14,023	—	14,023
Total interest expense	\$ 231,529	\$ 14,023	\$ 245,552	\$ 29,138	\$ 274,690

- (a) This indebtedness is collateralized by shares of Comcast common stock. We intend to settle this debt by (i) delivering shares of Comcast common stock and the related equity contracts, (ii) delivering cash from the net proceeds on new monetization contracts, or (iii) delivering cash from the proceeds of monetization contracts entered into pursuant to the Synthetic Monetization Closeout discussed below.

The following table provides details of our outstanding credit facility debt as of March 31, 2018:

	Maturity Date	Interest Rate	Principal	Carrying Value (a)
Revolving Credit Facility (b)	\$20,000 on October 9, 2020, remaining balance on November 30, 2021	—%	\$ —	\$ —
Term Loan Facility	July 17, 2025	4.04%	2,977,500	2,960,859
Incremental Term Loan Facility	January 25, 2026	4.28%	1,500,000	1,481,825
			\$ 4,477,500	\$ 4,442,684

- (a) Carrying amounts are net of unamortized discounts and deferred financing costs.
 (b) At March 31, 2018, \$115,973 of the revolving credit facility was restricted for certain letters of credit issued on behalf of the Company and \$2,184,027 of the facility was undrawn and available, subject to covenant limitations.

Synthetic Monetization Closeout

In April 2017, the Company entered into new monetization contracts related to 32,153,118 shares of Comcast common stock, held by Cablevision, which synthetically reversed the existing contracts related to these shares (the "Synthetic

CABLEVISION SYSTEMS CORPORATION AND SUBSIDIARIES

Monetization Closeout"). As the existing collateralized debt matures, the Company will settle the contracts with proceeds received from the new monetization contracts. The new monetization contracts mature on April 28, 2021. The new monetization contracts provide the Company with downside protection below the hedge price of \$35.47 and upside benefit of stock price appreciation up to \$44.72 per share.

Payment Obligations Related to Debt

As of March 31, 2018, total amounts payable by us in connection with our outstanding obligations, including related interest, as well as capital lease obligations, notes payable, and the value deliverable at maturity under monetization contracts are as follows:

	Cablevision	Restricted Group	Other Entities (a)	Total
2018	\$ 59,065	\$ 1,185,106	\$ 24,757	\$ 1,268,928
2019	78,130	1,452,376	33,101	1,563,607
2020	558,130	895,681	33,191	1,487,002
2021	38,130	1,892,466	1,475,743	3,406,339
2022	687,154	820,578	—	1,507,732
Thereafter	—	13,910,877	—	13,910,877
Total	<u>\$ 1,420,609</u>	<u>\$ 20,157,084</u>	<u>\$ 1,566,792</u>	<u>\$ 23,144,485</u>

- (a) Includes \$1,566,792 related to the Company's collateralized indebtedness (including related interest). This indebtedness is collateralized by shares of Comcast common stock. We intend to settle this debt by (i) delivering shares of Comcast common stock and the related equity contracts, (ii) delivering cash from the net proceeds on new monetization contracts, or (iii) delivering cash from the proceeds of monetization contracts entered into pursuant to the Synthetic Monetization Closeout discussed above.

Restricted Group

CSC Holdings and those of its subsidiaries which conduct our broadband, pay television and telephony services operations, as well as Lightpath, which provides Ethernet-based data, Internet, voice and video transport and managed services to the business market, comprise the "Restricted Group" as they are subject to the covenants and restrictions of the credit facility and indentures governing the notes and debentures issued by CSC Holdings. In addition, the Restricted Group is also subject to the covenants of the debt issued by Cablevision.

Sources of cash for the Restricted Group include primarily cash flow from the operations of the businesses in the Restricted Group, borrowings under its credit facility and issuance of securities in the capital markets, contributions from its parent, and, from time to time, distributions or loans from its subsidiaries. The Restricted Group's principal uses of cash include: capital spending, in particular, the capital requirements associated with the upgrade of its digital broadband, pay television and telephony services, including costs to build a fiber-to-the-home ("FTTH") network and enhancements to its service offerings such as a broadband wireless network (WiFi); debt service, including distributions made to Cablevision to service interest expense and principal repayments on its debt securities; other corporate expenses and changes in working capital; and investments that it may fund from time to time.

Credit Facilities

On October 9, 2015, Neptune Finco Corp. ("Finco"), an indirect wholly-owned subsidiary of Altice N.V., which merged with and into CSC Holdings on June 21, 2016, entered into a senior secured credit facility, which currently provides U.S. dollar term loans currently in an aggregate principal amount of \$3,000,000 (\$2,977,500 outstanding at March 31, 2018) (the "CVC Term Loan Facility", and the term loans extended under the CVC Term Loan Facility, the "CVC Term Loans") and U.S. dollar revolving loan commitments in an aggregate principal amount of \$2,300,000 (the "CVC Revolving Credit Facility" and, together with the CVC Term Loan Facility, the "CVC Credit Facilities"), which are governed by a credit facilities agreement entered into by, *inter alios*, CSC Holdings certain lenders party thereto and JPMorgan Chase Bank, N.A. as administrative agent and security agent (as amended, restated, supplemented or otherwise modified on June 20, 2016, June 21, 2016, July 21, 2016, September 9, 2016, December 9, 2016, March 15, 2017 and

CABLEVISION SYSTEMS CORPORATION AND SUBSIDIARIES

January 12, 2018, respectively, and as further amended, restated, supplemented or otherwise modified from time to time, the "CVC Credit Facilities Agreement").

In January 2018, CSC Holdings borrowed \$150,000 under its revolving credit facility and entered into a new \$1,500,000 incremental term loan facility (the "Incremental Term Loan") under its existing Credit Facilities Agreement. The Incremental Term Loan was priced at 99.50% and will mature on January 25, 2026. The Incremental Term Loan is comprised of eurodollar borrowings or alternate base rate borrowings, and bears interest at a rate per annum equal to the adjusted LIBO rate or the alternate base rate, as applicable, plus the applicable margin, where the applicable margin is (i) with respect to any alternate base rate loan, 1.50% per annum and (ii) with respect to any eurodollar loan, 2.50% per annum. See discussion below regarding use of proceeds from the Incremental Term Loan.

The Company made a voluntary repayment of \$600,000 under the revolving credit facility in January 2018.

CSC Holdings was in compliance with all of its financial covenants under the Credit Facilities Agreement as of March 31, 2018.

See Note 9 to our consolidated financial statements in our Annual Report for the year ended December 31, 2017 for further information regarding the CSC Holdings Credit Facilities Agreement.

Senior Notes

Cablevision Notes

On April 15, 2010, Cablevision issued \$750,000 aggregate principal amount of its 7 3/4% Senior Notes due 2018 (the "CVC 2018 Notes") and \$500,000 aggregate principal amount of its 8% Senior Notes due 2020. On September 27, 2012, Cablevision issued \$750,000 aggregate principal amount of its 5 7/8% Senior Notes due 2022 (\$649,024 principal outstanding at March 31, 2018). The CVC 2018 Notes were repaid in February 2018.

As of March 31, 2018, Cablevision was in compliance with all of its financial covenants under the indentures under which the Cablevision Notes were issued.

CSC Holdings Notes

CSC Holdings Senior Guaranteed Notes

On October 9, 2015, Finco issued \$1,000,000 aggregate principal amount of its 6 5/8% Senior Guaranteed Notes due 2025 (the "2025 Senior Guaranteed Notes"). CSC Holdings assumed the obligations as issuer of the 2025 Senior Guaranteed Notes upon the merger of Finco and CSC Holdings on June 21, 2016. On September 23, 2016, CSC Holdings issued \$1,310,000 aggregate principal amount of its 5 1/2% Senior Guaranteed Notes due 2027.

In January 2018, CSC Holdings issued \$1,000,000 aggregate principal amount of 5 3/8% senior guaranteed notes due February 1, 2028 (the "2028 Guaranteed Notes"). The 2028 Guaranteed Notes are senior unsecured obligations and rank pari passu in right of payment with all of the existing and future senior indebtedness, including the existing senior notes and the Credit Facilities and rank senior in right of payment to all of existing and future subordinated indebtedness. The proceeds from the 2028 Guaranteed Notes, together with proceeds from the Incremental Term Loan discussed above, borrowings under CSC Holdings' revolving credit facility and cash on hand, were used in February 2018 to repay certain senior notes (\$300,000 principal amount of CSC Holdings' senior notes due in February 2018 and \$750,000 principal amount of Cablevision senior notes due in April 2018) and will be used to fund a dividend of \$1,500,000 to the Company's stockholders immediately prior to and in connection with the Distribution.

As of March 31, 2018, CSC Holdings was in compliance with all of its financial covenants under the indentures under which the CSC Holdings senior guaranteed notes were issued.

CSC Holdings Senior Notes

On February 6, 1998, CSC Holdings issued \$300,000 aggregate principal amount of its 7 7/8% Senior Debentures which matured and were repaid in February 2018. On July 21, 1998, CSC Holdings issued \$500,000 aggregate principal amount of its 7 5/8% Senior Debentures due 2018. On February 12, 2009, CSC Holdings issued \$526,000 aggregate principal amount of its 8 5/8% Senior Notes due 2019 and 8 5/8% Series B Senior Notes due 2019. On November 15, 2011, CSC Holdings issued \$1,000,000 aggregate principal amount of its 6 3/4% Senior Notes due 2021 and 6 3/4%

CABLEVISION SYSTEMS CORPORATION AND SUBSIDIARIES

Series B Senior Notes due 2021. On May 23, 2014, CSC Holdings issued \$750,000 aggregate principal amount of its 5 1/4% Senior Notes due 2024 and 5 1/4% Series B Senior Notes due 2024.

On October 9, 2015, Finco issued \$1,800,000 aggregate principal amount of its 10 1/8% Senior Notes due 2023 (the "2023 Senior Notes") and \$2,000,000 (\$1,684,221 outstanding at March 31, 2018) of its 10 7/8% Senior Notes due 2025 (the "2025 Senior Notes"). CSC Holdings assumed the obligations as issuer of the 2023 Senior Notes and the 2025 Senior Notes upon the merger of Finco and CSC Holdings on June 21, 2016.

As of March 31, 2018, CSC Holdings was in compliance with all of its financial covenants under the indentures under which the CSC Holdings senior notes were issued.

Capital Expenditures

The following table provides details of the Company's capital expenditures:

	Three Months Ended March 31,	
	2018	2017
Customer premise equipment	\$ 62,306	\$ 47,675
Network infrastructure	34,717	74,948
Support and other	41,589	38,198
Business services	28,189	23,578
Capital purchases (cash basis)	<u>\$ 166,801</u>	<u>\$ 184,399</u>
Capital purchases (including accrued not paid)	<u>\$ 135,758</u>	<u>\$ 115,620</u>

Customer premise equipment includes expenditures for set-top boxes, cable modems, routers and other equipment that is placed in a customer's home, as well as installation costs for placing the assets into service. Network infrastructure includes: (i) scalable infrastructure, such as headend equipment, (ii) line extensions, such as fiber/coaxial cable, amplifiers, electronic equipment, make-ready and design engineering, and (iii) upgrade and rebuild, including costs to modify or replace existing fiber/coaxial cable networks, including enhancements. Support and other capital expenditures includes costs associated with the replacement or enhancement of non-network assets, such as office equipment, buildings and vehicles. Business services capital expenditures include primarily equipment, installation, support, and other costs related to our fiber based telecommunications business.

CASH FLOW DISCUSSION

Cablevision Systems Corporation

Operating Activities

Net cash provided by operating activities amounted to \$185,301 for the three months ended March 31, 2018 compared to \$121,611 for the three months ended March 2017. The 2018 cash provided by operating activities resulted from \$366,698 of income before depreciation and amortization and \$66,675 of non cash items, partially offset by decreases in cash of \$202,974 as a result of a decrease in accrued liabilities and accounts payable, and \$45,098 resulting from an increase in current and other assets.

The 2017 cash provided by operating activities resulted from \$382,605 of income before depreciation and amortization and \$11,213 resulting from an increase in current and other assets, partially offset by \$92,834 of non-cash items and decreases in cash of \$179,373 as a result of a decrease in accrued liabilities and accounts payable.

Investing Activities

Net cash used in investing activities for the three months ended March 31, 2018 was \$168,117 compared to \$228,366 for the three months ended March 31, 2017. The 2018 investing activities consisted primarily of \$166,801 of capital expenditures and other net cash payments of \$1,316.

The 2017 investing activities consisted primarily of \$184,399 of capital expenditures, payments for acquisitions, net of cash acquired of \$43,608, additions to other intangible assets of \$183, and other net cash payments of \$176.

CABLEVISION SYSTEMS CORPORATION AND SUBSIDIARIES

Financing Activities

Net cash provided by financing activities amounted to \$933,702 for the three months ended March 31, 2018 compared to \$44,490 for the three months ended March 31, 2017. In 2018, the Company's financing activities consisted primarily of proceeds from credit facility debt of \$1,642,500, issuance of senior notes of \$1,000,000 and proceeds from notes payable of \$6,812, partially offset by the redemption of senior notes, including premiums and fees of \$1,057,019, repayments of credit facility debt of \$607,500, payment of contingent consideration for acquisition of \$28,940, additions to deferred financing costs of \$19,225, and principal payments on capital lease obligations of \$2,926.

In 2017, the Company's financing activities consisted primarily of proceeds from credit facility debt of \$225,000 and collateralized indebtedness of \$156,136, partially offset by repayments of credit facility debt of \$181,250, payments of collateralized indebtedness and related derivative contracts of \$150,084, principal payments on capital lease obligations of \$4,022 and additions to deferred financing costs of \$1,290.

CSC Holdings, LLC

Operating Activities

Net cash provided by operating activities amounted to \$223,903 for the three months ended March 31, 2018 compared to \$179,509 for the three months ended March 31, 2017. The 2018 cash provided by operating activities resulted from \$352,290 of income before depreciation and amortization and \$69,430 of non cash items, partially offset by decreases in cash of \$152,876 as a result of a decrease in accrued liabilities and accounts payable, and \$44,941 resulting from an increase in current and other assets.

The 2017 cash provided by operating activities resulted from \$408,206 of income before depreciation and amortization and \$11,213 resulting from an increase in current and other assets, partially offset by \$70,479 of non-cash items and decreases in cash of \$169,431 as a result of a decrease in accrued liabilities and accounts payable.

Investing Activities

Net cash used in investing activities for the three months ended March 31, 2018 was \$168,117 compared to \$228,366 for the three months ended March 31, 2017. The 2018 investing activities consisted primarily of \$166,801 of capital expenditures and other net cash payments of \$1,316.

The 2017 investing activities consisted primarily of \$184,399 of capital expenditures, payments for acquisitions, net of cash acquired of \$43,608, additions to other intangible assets of \$183, and other net cash payments of \$176.

Financing Activities

Net cash provided by financing activities amounted to \$895,100 for the three months ended March 31, 2018 compared to net cash used in financing activities of \$13,387 for the three months ended March 31, 2017. In 2018, the Company's financing activities consisted primarily of proceeds from credit facility debt of \$1,642,500, issuance of senior notes of \$1,000,000 and proceeds from notes payable of \$6,812, partially offset by dividend distributions to Cablevision of \$795,621, repayments of credit facility debt of \$607,500, redemption and repurchase of senior notes, including premiums and fees of \$300,000, payment of contingent consideration for acquisition of \$28,940, additions to deferred financing costs of \$19,225, and principal payments on capital lease obligations of \$2,926.

In 2017, the Company's financing activities consisted primarily of repayments of credit facility debt of \$181,250, payments of collateralized indebtedness and related derivative contracts of \$150,084, dividend distributions to Cablevision of \$57,877, principal payments on capital lease obligations of \$4,022 and additions to deferred financing costs of \$1,290, partially offset by proceeds from credit facility debt of \$225,000 and collateralized indebtedness of \$156,136.

Recently Issued But Not Yet Adopted Accounting Pronouncements

In January 2017, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2017-04, Intangibles-Goodwill and Other (Topic 350). ASU No. 2017-04 simplifies the subsequent measurement of goodwill by removing the second step of the two-step impairment test. The amendment requires an entity to perform its annual, or interim goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount. An entity still has the option to perform the qualitative assessment for a reporting unit to determine if the quantitative

impairment test is necessary. ASU No. 2017-04 becomes effective for the Company on January 1, 2020 with early adoption permitted and will be applied prospectively.

In January 2017, the FASB issued ASU No. 2017-04, Intangibles-Goodwill and Other (Topic 350). ASU No. 2017-04 simplifies the subsequent measurement of goodwill by removing the second step of the two-step impairment test. The amendment requires an entity to perform its annual, or interim goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount. An entity still has the option to perform the qualitative assessment for a reporting unit to determine if the quantitative impairment test is necessary. ASU No. 2017-04 becomes effective for the Company on January 1, 2020 with early adoption permitted and will be applied prospectively.

In February 2016, the FASB issued ASU No. 2016-02, Leases, which increases transparency and comparability by recognizing a lessee's rights and obligations resulting from leases by recording them on the balance sheet as lease assets and lease liabilities. The new guidance becomes effective for the Company on January 1, 2019 with early adoption permitted and will be applied using the modified retrospective method. The Company has not yet completed the evaluation of the effect that ASU No. 2016-02 will have on its consolidated financial statements.

Other Events

Distributions

CSC Holdings made cash equity distribution payments to Cablevision aggregating \$795,621 during the three months ended March 31, 2018. These distribution payments were funded from cash on hand and the proceeds from the incremental term loan and the issuance of the 2028 Guaranteed Notes. The proceeds were used to fund the early repayment of the Cablevision 7.75% senior notes due 2018 and to fund Cablevision's interest payments on its senior notes.

Cablevision's and CSC Holdings' indentures and CSC Holdings' credit agreement restrict the amount of dividends and distributions in respect of any equity interest that can be made.

Commitments and Contingencies

As of March 31, 2018, the Company's commitments and contingencies for continuing operations not reflected in the Company's condensed consolidated balance sheet decreased to approximately \$6,170,000 as compared to approximately \$6,592,000 at December 31, 2017. This decrease relates primarily to payments made pursuant to programming commitments, offset by renewed multi-year programming agreements entered into during the three months ended March 31, 2018.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

All dollar amounts, except per share data, included in the following discussion are presented in thousands.

Equity Price Risk

We are exposed to market risks from changes in certain equity security prices. Our exposure to changes in equity security prices stems primarily from the shares of Comcast common stock we hold. We have entered into equity derivative contracts consisting of a collateralized loan and an equity collar to hedge our equity price risk and to monetize the value of these securities. These contracts, at maturity, are expected to offset declines in the fair value of these securities below the hedge price per share while allowing us to retain upside appreciation from the hedge price per share to the relevant cap price. The contracts' actual hedge prices per share vary depending on average stock prices in effect at the time the contracts were executed. The contracts' actual cap prices vary depending on the maturity and terms of each contract, among other factors. If any one of these contracts is terminated prior to its scheduled maturity date due to the occurrence of an event specified in the contract, we would be obligated to repay the fair value of the collateralized indebtedness less the sum of the fair values of the underlying stock and equity collar, calculated at the termination date. As of March 31, 2018, we did not have an early termination shortfall relating to any of these contracts.

The underlying stock and the equity collars are carried at fair value on our consolidated balance sheets and the collateralized indebtedness is carried at its principal value, net of an unamortized fair value adjustment. The fair value adjustment is being amortized over the term of the related indebtedness. The carrying value of our collateralized indebtedness amounted to \$1,351,271 at March 31, 2018. At maturity, the contracts provide for the option to deliver cash or shares of Comcast common stock, with a value determined by reference to the applicable stock price at maturity.

CABLEVISION SYSTEMS CORPORATION AND SUBSIDIARIES

As of March 31, 2018, the fair value and the carrying value of our holdings of Comcast common stock aggregated \$1,467,781. Assuming a 10% change in price, the potential change in the fair value of these investments would be approximately \$146,778. As of March 31, 2018, the net fair value and the carrying value of the equity collar component of the derivative contracts entered into to partially hedge the equity price risk of our holdings of Comcast common stock aggregated \$58,848, a net asset position. For the three months ended March 31, 2018, we recorded a net gain of \$168,352 related to our outstanding derivative contracts and recorded an unrealized loss of \$252,576 related to the Comcast common stock that we held.

Fair Value of Derivative Contracts

Fair value as of December 31, 2017, net liability position.....	\$ (109,504)
Change in fair value, net.....	168,352
Fair value as of March 31, 2018, net asset position	<u>\$ 58,848</u>

The maturity, number of shares deliverable at the relevant maturity, hedge price per share, and the lowest and highest cap prices received for the Comcast common stock monetized via a derivative prepaid forward contract are summarized in the following table:

# of Shares Deliverable (a)	Maturity	Hedge Price per Share (a)	Cap Price (b)	
			Low	High
16,139,868	2018	\$30.84-\$33.61	\$ 37.00	\$ 40.33
26,815,368	2021	\$29.25- \$35.47	\$ 43.88	\$ 44.80

- (a) Represents the price below which we are provided with downside protection and above which we retain upside appreciation. Also represents the price used in determining the cash proceeds payable to us at inception of the contracts.
- (b) Represents the price up to which we receive the benefit of stock price appreciation.

Fair Value of Debt: At March 31, 2018, the fair value of our fixed rate debt of \$12,576,565 was higher than its carrying value of \$11,889,662 by \$686,903. The fair value of these financial instruments is estimated based on reference to quoted market prices for these or comparable securities. Our floating rate borrowings bear interest in reference to current LIBOR-based market rates and thus their principal values approximate fair value. The effect of a hypothetical 100 basis point decrease in interest rates prevailing at March 31, 2018 would increase the estimated fair value of our fixed rate debt by \$393,821 to \$12,970,387. This estimate is based on the assumption of an immediate and parallel shift in interest rates across all maturities.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Refer to Note 14 to our condensed consolidated financial statements included in this Quarterly Report for a discussion of our legal proceedings.

SIGNATURE

Cablevision and CSC Holdings have duly caused this Quarterly Report to be signed on their behalf by the undersigned, thereunto duly authorized.

CABLEVISION SYSTEMS CORPORATION
CSC HOLDINGS, LLC

Date: May 30, 2018

/s/ Charles Stewart
By: Charles Stewart as Co-President and Chief
Financial Officer of Cablevision Systems
Corporation and CSC Holdings, LLC