

► See separate instructions.

Part I	Reporting Issuer
---------------	-------------------------

1 Issuer's name		2 Issuer's employer identification number (EIN)	
Cequel Capital Corporation		27-1175492	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
Nick Brown	929 418 4147	nick.brown@alticeusa.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and ZIP code of contact	
1 Court Square West		Long Island City, NY 11101	
8 Date of action		9 Classification and description	
November 1, 2018		Debt Recapitalization	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
See Attachment	N/A		

See Attachment	11/1/1			
Part II	Organizational Action Attach additional statements if needed. See back of form for additional questions.			

- 14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► Please see attached.
- 15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► Please see attached.
- 16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► Please see attached.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► Please see attached.

18 Can any resulting loss be recognized? ► Please see attached.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► Please see attached.

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ►

Date ►

Print your name ►

Title ►

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if
self-employed

PTIN

Firm's name ►

Firm's EIN ►

Firm's address ►

Phone no.

Cequel Capital Corporation
Attachment to Form 8937
Recapitalization Resulting from an Exchange of Debt Instruments

The information contained herein does not constitute tax advice and does not purport to be complete to take into account any noteholder's specific circumstances. Noteholders are urged to consult their own tax advisors regarding U.S. tax consequences of the transactions described herein and the impact to tax basis resulting from the transaction.

Part I, Box 10 - CUSIP numbers

Existing Note CUSIPs	New Note CUSIPs
144A: 15672WAE4 Reg S: U15684AG5	144A: 15672WAK0 Reg S: U15684AL4
144A: 15672WAF1 Reg S: U15684AH3	144A: 15672WAL8 Reg S: U15684AM2
144A: 02155EAA6 Reg S: U0206XAA4	144A: 15672WAN4 Reg S: U15684AP5
144A: 15672WAJ3 Reg S: U15684AK6	144A: 15672WAM6 Reg S: U15684AN0

Part II, Item 14

On November 1, 2018, pursuant to an offering memorandum dated October 2, 2018 (the "Offering Memorandum"), Cequel Communications Holdings I, LLC, a disregarded entity of Cequel Corporation and Cequel Capital Corporation (the "Issuer"), as co-issuers, exchanged (the "Exchange") their outstanding U.S. dollar-denominated (i) 5.125% Senior Notes due 2021 originally issued on May 16, 2013 (the "2021 May Original Notes") for their new U.S. dollar-denominated 5.125% Senior Notes due 2021 (the "2021 May New Notes"); (ii) 5.125% Senior Notes due 2021 originally issued on September 9, 2014 (the "2021 September Original Notes") for their new U.S. dollar-denominated 5.125% Senior Notes due 2021 (the "2021 September New Notes"); (iii) 7.750% Senior Notes due 2025 (the "2025 Original Notes") for their new U.S. dollar-denominated 7.750% Senior Notes due 2025 (the "2025 New Notes"); and (iv) 7.500% Senior Notes due 2028 (the "2028 Original Notes", and together with the 2021 May Original Notes, 2021 September Original Notes and the 2025 Original Notes, the "Original Notes") for their new U.S. dollar-denominated 7.500% Senior Notes due 2028 (the "2028 New Notes", and together with the 2021 May New Notes, the 2021 September New Notes and the 2025 New Notes, the "New Notes").

Part II, Item 15

With respect to holders of Original Notes that elected to participate in the Exchange after the Early Participation Date (as defined in the Offering Memorandum), the Issuer intends to treat such Exchange as a significant modification for U.S. federal income tax purposes that results in a recapitalization within the meaning of Section 368(a)(1)(E) of the Internal Revenue Code of 1986, as amended (the "Code").

A U.S. Holder's initial tax basis in New Notes received in a recapitalization will be equal to such U.S. Holder's adjusted tax basis in the Original Notes exchanged therefor. To the extent that any amount received by a U.S. Holder is attributable to accrued interest on an Original Note, such amount will be includible in gross income as interest income if such accrued interest had not been included previously in the Holder's gross income for U.S. federal income tax purposes.

Part II, Item 16

See the response to Line 15 above. A U.S. Holder's initial tax basis in New Notes received in a recapitalization will be equal to such U.S. Holder's adjusted tax basis in the Original Notes exchanged therefor. To the extent that any amount received by a U.S. Holder is attributable to accrued interest on an Original Note, such amount will be includible in gross income as interest income if such accrued interest had not been included previously in the Holder's gross income for U.S. federal income tax purposes.

Part II, Item 17

Code Sections 354, 356, 358, 1001 and 1012.

Part II, Item 18

Recapitalizations generally do not result in the recognition of loss.

Part II, Item 19

The reportable taxable year is the taxable year that includes November 1, 2018.