

CURRENT REPORT

of

CEQUEL COMMUNICATIONS HOLDINGS I, LLC

December 28, 2012

Pursuant to (i) Section 4.14(a) of the indenture, dated as of November 4, 2009, by and among Cequel Communications Holdings I, LLC, a Delaware limited liability company (“Cequel”), Cequel Capital Corporation, a Delaware corporation (“Cequel Capital” and together with Cequel, the “Issuers”), and U.S. Bank National Association, as trustee (the “Trustee”), as amended, relating to the Issuers’ 8.625% Senior Notes due 2017 (the “2017 Notes”) and (ii) Section 4.12 of the indenture, dated as of October 25, 2012 (the “Indenture”), by and among Cequel (as successor by merger to Cequel Communications Escrow I, LLC), Cequel Capital (as successor by merger to Cequel Communications Escrow Capital Corporation) and the Trustee, relating to the Issuers’ 6.375% Senior Notes due 2020 (the “2020 Notes” and together with the 2017 Notes, the “Notes”), Cequel is furnishing the information contained herein to holders of the Notes.

Completion of Offering of Senior Notes

On December 28, 2012, the Issuers closed a private offering to eligible purchasers of an additional \$1.0 billion principal amount of 2020 Notes (the “Additional Notes”). The Additional Notes form a part of the same series as the outstanding \$500 million principal amount of 2020 Notes co-issued by the Issuers on October 25, 2012. The Issuers expect to use the net proceeds from the sale of the Additional Notes to (i) purchase up to \$750 million aggregate principal amount of the Issuers’ 8.625% Senior Notes due 2017 pursuant to a tender offer for such notes, (ii) make a capital contribution to Cequel Communications, LLC, an indirect subsidiary of Cequel (“Suddenlink”), which will be used to repay all outstanding borrowings under Suddenlink’s revolving credit facility and for working capital and general corporate purposes, and (iii) pay related costs, fees and expenses.

Cautionary Note Regarding Forward-Looking Statements

Some statements in this Current Report are known as “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act.

All statements, other than statements of historical fact, contained within this Current Report constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. In some cases you can identify forward-looking statements by terms such as “may,” “intend,” “might,” “will,” “should,” “could,” “would,” “expect,” “believe,”

“estimate,” “predict,” “potential,” or the negative of these terms, and similar expressions intended to identify forward-looking statements.

These forward-looking statements reflect our current views with respect to future events and are based on assumptions and subject to risks and uncertainties and we cannot assure you that the actual results or developments referenced by such forward-looking statements will be realized. Also, these forward-looking statements present our estimates and assumptions only as of the date of this Current Report.

Factors that could cause actual results to differ materially from those expressed or implied by the forward-looking statements include, but are not limited to, those described in Item 1A “Risk Factors,” of our Annual Report available on our website (www.suddenlink.com), and the following:

- competition for video, high-speed Internet and telephone customers;
- our ability to achieve anticipated customer and revenue growth and to successfully introduce new products and services;
- our ability to complete our capital investment plans on time and on budget;
- the effects of weak economic conditions or other factors which may negatively affect our customers’ demand for our products and services;
- increasing programming costs and delivery expenses related to our products and services;
- changes in consumer preferences, laws and regulations or technology that may cause us to change our operational strategies;
- our ability to effectively integrate acquisitions and to maximize expected operating efficiencies from our acquisitions;
- our substantial indebtedness;
- 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; and
- other risks and uncertainties, including those listed under the caption “Risk Factors” included in our Annual Report available on our website.

Given these risks and uncertainties, you are cautioned not to place undue reliance on such forward-looking statements. The forward-looking statements included in this Current Report are made only as of the date hereof. We do not undertake and specifically decline any obligation to update any such statements or to publicly announce the results of any revisions to any of such statements to reflect future events or developments.

SIGNATURES

Pursuant to the requirements of Section 4.14(a) of the 2009 Indenture and Section 4.12(a) of the 2012 Indenture, Cequel has duly caused this Current Report to be signed on its behalf by the undersigned hereunto duly authorized.

CEQUEL COMMUNICATIONS HOLDINGS I, LLC

By: _____


Name: James B. Fox

Title: Senior Vice President and Chief Accounting
Officer

Date: December 28, 2012