

CURRENT REPORT

of

CEQUEL COMMUNICATIONS HOLDINGS I, LLC

February 14, 2012

Pursuant to Section 4.14(a) of the indenture, dated as of November 4, 2009 (as amended or supplemented through the date hereof, the “Indenture”), by and among Cequel Communications Holdings I, LLC, a Delaware limited liability company (“Cequel”), Cequel Capital Corporation, a Delaware corporation (together with Cequel, the “Issuers”), and U.S. Bank National Association, as trustee, relating to the 8.625% Senior Notes due 2017 (the “Notes”), Cequel is furnishing the information contained herein to holders of the Notes.

Entry into New Credit Agreement and Termination of Existing Credit Agreement

On February 14, 2012, Cequel Communications, LLC (“Suddenlink”), Cequel’s wholly owned indirect subsidiary, Cequel Holdings II, LLC (“Holdings II”), Cequel’s direct subsidiary and the direct parent of Suddenlink, certain subsidiaries of Suddenlink and a syndicate of lenders entered into a Credit and Guaranty Agreement (the “New Credit Agreement”) which provides for up to \$2.7 billion of loans in the aggregate, consisting of \$2.2 billion of term loans and \$500.0 million of revolver loans. The new revolving credit facility is scheduled to mature on February 14, 2017. The new term loan facility is scheduled to mature on the earlier to occur of (i) February 14, 2019 and (ii) August 15, 2017, if as of such date, (x) the senior secured leverage ratio under the New Credit Agreement for the four fiscal quarter period ending prior to such date is greater than or equal to 2.50:1.00 and (y) more than 20% of the original issued amount of the Notes remain outstanding. The interest rate on the term loans outstanding under the New Credit Agreement will equal the prime rate plus 2.0% or the LIBOR rate plus 3.0%, with a LIBOR floor of 1.0%, while the interest rate on the revolver loans will equal the prime rate plus 1.5% or the LIBOR rate plus 2.5%. The new term loan facility requires quarterly repayments in annual amounts equal to 1.0% of the original principal amount, with the remainder due at maturity. The debt under the New Credit Agreement is secured by a first priority security interest in the capital stock of Suddenlink and substantially all of the present and future assets of Suddenlink and its subsidiaries, and is guaranteed by Holdings II, as well as all of Suddenlink’s existing and future direct and indirect subsidiaries, subject to certain exceptions set forth in the New Credit Agreement. The New Credit Agreement contains customary representations, warranties and affirmative covenants. In addition, the New Credit Agreement contains restrictive covenants that limit, among other things, the ability of Suddenlink and its subsidiaries to incur indebtedness, create liens, engage in mergers, consolidations and other fundamental changes, make investments or loans, engage in transactions with affiliates, pay dividends, and make acquisitions and dispose of assets. The New Credit Agreement also contains a maximum senior secured leverage maintenance covenant. Additionally, the New Credit Agreement contains customary events of default, including failure to make payments, breaches of covenants and representations, cross defaults to other indebtedness, unpaid judgments, changes of control and bankruptcy events. The lenders’ commitments to fund amounts under the revolving credit facility are subject to certain customary conditions.

Suddenlink used the proceeds from the new term loan facility to repay in full and terminate its existing \$2.525 billion credit facility and expects to use additional proceeds from the New Credit Agreement to make distributions to Cequel Communications Holdings, LLC (“Cequel Holdings”), Cequel’s parent company, of \$370 million within 30 days of entry into the New Credit Agreement and up to an additional \$70 million in May 2012, following delivery of the compliance certificate for the first quarter of 2012 required under the New Credit Agreement. Cequel Holdings is expected to use such distributions to repay a portion of the capital contributions made by holders of common units of Cequel Holdings and to make certain payments to holders of options and restricted units of Cequel Holdings.

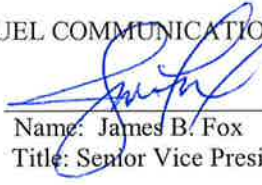
A copy of the New Credit Agreement and the related Pledge and Security Agreements for each of (x) Suddenlink and the subsidiary guarantors and (y) Holdings II are being posted as Exhibits to our website (www.suddenlink.com).

SIGNATURES

Pursuant to the requirements of Section 4.14(a) of the Indenture, the Issuers have duly caused this Current Report to be signed on their behalf by the undersigned thereunto duly authorized.

CEQUEL COMMUNICATIONS HOLDINGS I, LLC

February 14, 2012


Name: James B. Fox

Title: Senior Vice President and Chief Accounting Officer