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November 9, 2015

VIA FEDERAL EXPRESS

Irene Kim Asbury, Secretary
Board of Public Utilities
44 South Clinton Avenue, 9th Floor
P.O. Box 350
Trenton, New Jersey 08625-0350

filed 11/13/15
NOV 10 2015
CMS

Verified Joint Petition of Altice N.V. and Cablevision Systems Corporation and Cablevision Cable Entities for Approval to Transfer Control of Cablevision Cable Entities
BPU Docket No.: ~~CM-1511255~~

CM1511255

And

Verified Joint Petition of Altice N.V. and Cablevision Systems Corporation, Cablevision Lightpath-NJ, LLC and 4Connections LLC for Approval to Transfer Control of Cablevision Lightpath-NJ, LLC and 4Connections, LLC and for Certain Financing Arrangements
BPU Docket No.: ~~TM-1511256~~

TM1511256

Dear Ms. Asbury:

As you know, we recently filed with your office the two petitions in the above-captioned matters. Under separate cover and pursuant to N.J.A.C. 14:1-12.1 et seq., we also filed certain documents under seal along with a copy of the affidavit of Michael Olsen, Esq. and supporting letter brief substantiating the need for confidential treatment of the sealed documents.

For your files, we have enclosed Mr. Olsen's affidavit with his original notarized signature, which was not included with the original filing. Please file this document with the sealed documents.

{01552601.DOC;1 }

*Case mgmt
Legal
C. Pacheco
Telco*

FLORHAM PARK, NJ

PARAMUS, NJ

SPARTA, NJ

NEW YORK, NY

Thank you for your assistance.

Respectfully submitted,
SCHENCK, PRICE, SMITH & KING, LLP


Sidney A. Sayovitz

SAS/rmr
Enclosure
cc: Michael Olsen, Esq.

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(973) 539-1000
Attorneys for Cablevision Systems Corporation

**VERIFIED JOINT PETITION OF ALTICE
N.V. AND CABLEVISION SYSTEMS
CORPORATION AND CABLEVISION
CABLE ENTITIES FOR APPROVAL TO
TRANSFER CONTROL OF CABLEVISION
CABLE ENTITIES**

**AFFIDAVIT OF
MICHAEL OLSEN**

and

**VERIFIED JOINT PETITION OF ALTICE
N.V. AND CABLEVISION SYSTEMS
CORPORATION, CABLEVISION
LIGHTPATH-NJ, LLC AND 4CONNECTIONS:
LLC, FOR APPROVAL TO TRANSFER
CONTROL OF CABLEVISION
LIGHTPATH-NJ, LLC AND 4CONNECTIONS:
LLC AND FOR CERTAIN FINANCING
ARRANGEMENTS**

DATED AS OF SEPTEMBER 16, 2015.

**STATE OF NEW YORK :
: ss:
COUNTY OF NASSAU :**

I, MICHAEL OLSEN, being of full age, being duly sworn, deposes and says:

1. I am Senior Vice President of Legal, Legislative and Regulatory Affairs for Cablevision Systems Corporation, Cablevision Lightpath-NJ, LLC and 4Connections, LLC (hereinafter "Cablevision").

2. I am familiar with the information contained in the Agreement and Plan of Merger documents dated as of September 16, 2015 for the above-captioned transaction, including the

information set forth in the schedules attached to the Company Disclosure Letter as part of the Evaluation Materials included with the Agreement and Plan of Merger (hereinafter the “Schedules”). I submit this affidavit in support of Cablevision’s request for confidential and proprietary treatment of certain redacted confidential information (hereinafter the “Redacted Confidential Information”) set forth in some of the above-referenced Schedules. If called as a witness, I could and would testify competently to the same.

3. Certain Schedules have been redacted to protect the confidentiality of proprietary commercial and financial information, including financial details and Cablevision’s business plans, which if disclosed could place Cablevision and in the future, the merged entity (hereinafter collectively “the Company”) at a competitive disadvantage.

4. The Redacted Confidential Information includes the following:

- Section 5.1(b)(2) - Cablevision has redacted financial information on the price of certain company equity awards as of September 14, 2015, including the grant price, type and number of options and units etc. This is proprietary commercial information which if disclosed, would allow competitors to gain insight into the Company’s capital structure.
- Section 5.1(d) – This section lists certain contracts related to governmental filings. Cablevision has redacted paragraph 11 referencing confidential transactions, which if disclosed, would divulge to competitor valuable proprietary commercial information.
- Section 5.1(f)(2) – Cablevision has redacted the financial details relating to the acquisition of Cohere stock. Release of this information would provide insight into

Cablevision's pricing of the acquisition and, therefore, constitutes proprietary financial information.

- Section 5.1(h)(v) - Cablevision has redacted the listing of termination agreements, related details on its severance practices, outplacement service fees and details on unfunded pension liabilities. This information all relates to Cablevision's confidential business plans.
- Section 5.1(h)(viii) - Cablevision has redacted listed employment agreements, post-employment medical plans and listed insurance policies. This is confidential personal information which, if released, would provide insight into Cablevision's internal operations and practices.
- Section 5.1(j)(i)(D) – Cablevision has redacted a summary of all Monetization Transactions including significant financial details relating to gross proceeds. This information is clearly proprietary financial information, because it provides information on Cablevision's strategies regarding the handling of these transactions.
- Sections 5.1(n)(i)(D) and 5.1(n)(i)(I) – Aside from combined income tax returns, Cablevision has redacted specific references to the affiliate entities that have paid sales taxes, certain federal taxes, related tax periods covered and other tax obligations. The release of tax returns would provide valuable insight into Cablevision's cost structure.
- Section 5.1(q) - Cablevision has redacted all of the information on franchise audits and claims. This information is confidential because it provides a record of issues relating to Cablevision's accounting practices as they relate to franchise operations

- Section 6.1(a) – Cablevision has redacted paragraphs 2 and 6 of this section on Interim Operations because they reference the Company’s business plans.
- Section 6.1(a)(ix) – Cablevision has redacted detailed expenditure information relating to the operations of the Freewheel business line. This information constitutes confidential financial information relating directly to operational expenses.
- Section 6.1(a)(x) - Cablevision has redacted specific references to ongoing litigation and business plans relating to certain contracts.
- Section 6.1(a)(xiii) – Cablevision has redacted all details on severance/termination benefits and bonuses, all information on long-term incentive awards, references to its termination policies, the listing of salaries and information about certain litigation. This information constitutes proprietary information relating to business plans.
- Section 6.4 (f) – Cablevision has redacted all of the information in this section. This section constitutes business plans relating to News 12 operations.
- Section 6.8 (d) – Cablevision has redacted the second paragraph of this section. This information sets forth business plans regarding the continuation of employee benefit obligations.
- Section 7.1(e) – Cablevision has redacted all of the listed franchises that may require approval. This listing represents counsel’s current view on what approvals are required. Therefore, the listing included in this section constitutes attorney work product not releasable to the public.

5. The Redacted Confidential Information is highly confidential and proprietary in nature. Access to this information would give competitors detailed information on the Company's financial operations and business plans. In contrast, the Company would not have similar intimate knowledge of its competitors' financial structure and business plans which would allow it to respond effectively to this kind of marketing strategy. Therefore, analysis of the Redacted Confidential Information would be of great benefit to the Company's competitors resulting in a distortion of competition in New Jersey, to the financial detriment of Cablevision

6. It is clear that financial information that provides details on operational expenditures, the success or failure of certain practices or a company's business plans constitute proprietary commercial and/or financial information that should never be released to the general public. This information directly relates to operations of a private company involving private contracts which should not be provided to individuals that may be in a position to damage the Company's reputation or economic standing. In other words, these are not public documents created by a public entity created with public funds that may be routinely provided to the public. Moreover, the Company should not be required to release severance packages and other details relating to the handling of personnel issues, as any such agreements relate directly to business plans.

7. The Redacted Confidential Information is not routinely available to the general public. This information has not been publicly divulged. Cablevision has taken precautions to make sure that this information does not enter the public domain.

8. Maintaining the confidentiality of the Redacted Confidential Information will not harm the public.

9. In view of the foregoing, it is clear that the Redacted Confidential Information is proprietary commercial information which is confidential and if disclosed, would give competitors an

undue competitive advantage that would have a significant adverse impact on the Company's financial position. Therefore, the clear prejudice to Company and the unfair advantage to its competitors require continued confidential treatment for at least five years from the date of this affidavit.



Michael Olsen

Sworn before me this
day of November 2015



Notary Public

ROBERT HOCH
NOTARY PUBLIC, STATE OF NEW YORK
NO. 02HO6002764
QUALIFIED IN WESTCHESTER CO.
COMMISSION EXPIRES FEB. 17 2018