

**SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF QUEENS: COMMERCIAL DIVISION**

)	Master Index No. 711788/2018
IN RE ALTICE USA, INC. SECURITIES)	
LITIGATION)	Hon. Joseph Risi, J.S.C.
)	
)	Motion Seq. No. _____

**AFFIRMATION OF WILLIAM C. FREDERICKS IN SUPPORT OF
PLAINTIFFS’ UNOPPOSED MOTION
FOR ENTRY OF PRELIMINARY APPROVAL ORDER¹**

I, WILLIAM C. FREDERICKS, an attorney duly admitted to practice before the courts of the State of New York, affirm the following to be true under penalty of perjury:

1. I am a member of the Bar of the State of New York and am a member of Scott+Scott Attorneys at Law LLP, lead counsel for Plaintiffs Ryan Newman, Andrew O’Neill, and Brian LaPoint (the “State Plaintiffs”) in the above-captioned securities class action.

2. I submit this affirmation in support of the [State] Plaintiffs’ Unopposed Motion for Preliminary Approval of the Class Action Settlement (“Motion for Preliminary Approval” or “Motion”), as set forth in the Stipulation of Settlement, dated as of July 16, 2021. The parties’ Stipulation of Settlement (including exhibits B and C thereto) is attached hereto as **Exhibit 1**. The remaining exhibits to the Stipulation of Settlement — consisting of the parties’ [Proposed] Preliminary Approval Order and the exhibits thereto (which are denominated as exhibits A, A-1, A-2 and A-3 to the Stipulation) — are attached hereto as **Exhibit 2**.²

¹ Unless otherwise defined herein, all capitalized terms have the same meanings as given them in the Stipulation of Settlement.

² The attached **Exhibit 2** is part and parcel of the Stipulation of Settlement, but it is being attached as a separate document so that the Court can more conveniently review, as part of a standalone exhibit, the [Proposed] Preliminary Order (with exhibits) that it is being asked to enter.

3. The Stipulation of Settlement (subject to the further approval proceedings discussed below) provides for the *global* settlement of not only this Action (the “State Action”), *but also* a related class action which also asserts claims under the federal securities laws against the same Defendants, and which is captioned *Kupfner v. Altice USA, Inc., et al.*, Case No. 1:18-CV-06601 (E.D.N.Y) (FB)(LB) (the “Federal Action”).

4. Defendants do not oppose this Motion.

5. The plaintiffs in the Federal Action (consisting of the Federal Court-appointed lead plaintiff and the additional named plaintiffs in that action (the “Federal Plaintiffs”)), are also parties to the proposed Stipulation of Settlement, and also do not oppose this Motion.

6. At this stage, Plaintiffs in this Action (*i.e.*, the State Plaintiffs), with the support of the Federal Plaintiffs, seek only preliminary approval of the proposed Stipulation of Settlement, and more specifically the entry by the Court of the accompanying [Proposed] Preliminary Order (attached hereto as **Exhibit 2**), the form of which has been negotiated and agreed by all parties.

7. Entry of the [Proposed] Preliminary Order is a pre-requisite to the taking of the further required steps in the class action settlement process under the CPLR and due process. Specifically, the [Proposed] Preliminary Order would, *inter alia*, (a) set the date for a final Fairness Hearing; and (b) provide for issuance of Notice to the putative class members of (i) the proposed Settlement; (ii) their rights to object to or exclude themselves (“opt-out”) from the Settlement; and (iii) their rights to attend and participate in the Fairness Hearing.

8. The proposed forms of (a) individual notice and (b) Proof of Claim and Release — both of which are to be mailed to all putative class members who can be identified with reasonable effort (and also posted on a dedicated settlement website, www.AlticeUSASettlement.com) — are attached as exhibits to the [Proposed] Preliminary Order at Exhibits A-1 and A-2, respectively.

The parties' agreed plan for disseminating notice to the Class (the "Notice Plan"), as set forth in the [Proposed] Preliminary Order, also provides for the publication of the "Summary Notice" (in the form attached to the [Proposed] Preliminary Order at Exhibit A-3) in the *Wall Street Journal*, and over the internet via the *PRNewswire*.

9. The proposed Notice Plan comports with the requirements of Article 9 of the CPLR and due process, which provide that class actions should not be settled without issuance of adequate prior Notice to the putative class members of the proposed settlement, the Final Approval Hearing, and of their rights in connection therewith.

10. The [Proposed] Preliminary Order also provides for the appointment of Analytics LLC to serve as Claims Administrator and to implement and administer the Notice Plan.

11. Plaintiffs and Plaintiffs' Counsel, based on their experience, their knowledge of relevant facts and applicable law, their understanding of the risks of continued litigation, and their experience in litigating and settling similar cases, respectfully submit that the proposed Settlement is fair, reasonable, adequate and is in the best interests of the Class. Plaintiffs also respectfully submit that the fairness and reasonableness of the proposed Settlement is further supported by the fact that it is consistent with the terms of a "mediator's proposal" made by an experienced mediator, Gregory Lindstrom, Esq., of Phillips Alternative Dispute Resolution LLP.

12. The Settlement Consideration to be paid under the proposed Settlement consists of Defendant Altice's obligation to pay, or cause to be paid, (a) \$4,750,000 in cash plus (b) the first \$200,000 of Notice and Administration Costs incurred in this matter. After deduction of (i) any Court-approved attorneys' fees and expenses (including any service awards to the State and Federal Plaintiffs for their representation of the Settlement Class), (ii) the reasonable costs of notice and administration in excess of \$200,000, (iii) Taxes and Tax Expenses, and (iv) any other

Court-approved deductions, the amount remaining in the Settlement Fund — if the Settlement obtains final approval and becomes Effective — will be distributed on a *pro rata* basis to all Settlement Class Members who timely submit a valid Proof of Claim and Release form.³

13. Among other things, granting preliminary approval to the Settlement will, subject to Final approval of the Settlement, result in the creation of the Settlement Class, which will consist of all persons who purchased or otherwise acquired registered shares of the common stock of Altice USA (ticker symbol: ATUS) between June 22, 2017 (the date of Altice USA's initial public offering) and November 3, 2017, inclusive, excluding Defendants and certain specified related entities and individuals.

14. After Notice has been disseminated, Settlement Class Members will have the option of objecting to the Settlement or opting-out to exclude themselves from the Settlement. Settlement Class Members will also have the option to submit a Proof of Claim and Release form, in the format found in Exhibit A-2, to establish their eligibility to receive their *pro rata* portion of the Net Settlement Fund, as set forth in the Notice and the Stipulation of Settlement. Settlement Class members who do not opt-out will be bound by the Settlement, regardless of whether they submit a Proof of Claim.

15. Plaintiffs will present the Settlement to the Court for Final approval through formal motion practice, in accord with the schedule set forth in the [Proposed] Preliminary Order and below (subject to any modifications as the Court may direct). In those motion papers (which will be posted, when filed, on the Settlement Website), Plaintiffs will explain why the Court should grant *final* approval of the proposed Settlement and Plan of Allocation. In their separate Fee and Expense Application, Plaintiffs' Counsel will also explain why the Court should approve their

³ Such *pro rata* distribution will be pursuant to the Plan of Allocation that is set forth in the Notice, or to such modified plan of allocation as the Court may approve following the Final Fairness Hearing.

forthcoming request for attorneys' fees and reimbursement of expenses (including their request for service awards totaling no more than \$14,000 in aggregate to the Plaintiffs for their representation of the Settlement Class). Plaintiffs will also address objections, if any, that may be submitted by Settlement Class Members.

16. If the Court grants preliminary approval of the Settlement, the schedule of remaining dates relevant to the final settlement approval process would be as follows:

Event	Time for Compliance
Deadline for mailing the Notice and Proof of Claim and Release form to Settlement Class Members	21 calendar days after entry of the Preliminary Order (the "Notice Date")
Deadline for publishing the Summary Notice	20 business days after entry of the Preliminary Order
Deadline for filing papers in support of final approval of the Settlement and Plan of Allocation, and in support of the Fee and	35 calendar days prior to the Fairness Hearing
Deadline for Settlement Class Members to submit objections or exclusion requests	21 calendar days prior to the Fairness Hearing
Deadline for filing of reply papers	7 calendar days prior to the Fairness Hearing
Fairness Hearing	At least 105 calendar days after entry of the Preliminary Order, on a date to be set by the Court (<i>NOTE: the Court will need to insert the Fairness Hearing date at ¶7 of the accompanying [Proposed] Preliminary Order.</i>)
Deadline for Settlement Class Members to file Proof of Claim and Release forms	120 calendar days after the Notice Date

The schedule, as approved by the Court will be incorporated into the relevant forms of Notice (*see* exhibits to [Proposed] Preliminary Order) before they are disseminated to the Settlement Class Members.

17. Plaintiffs and Plaintiffs' Counsel respectfully submit that the prerequisites for class certification under CPLR §901 are readily satisfied here in that: (a) the number of Settlement Class Members is so numerous that joinder of all members of the Settlement Class is impracticable (inasmuch as millions of shares of Altice common stock were issued in the IPO and were thereafter purchased and sold on a daily basis to members of the putative class during the Class Period); (b) there are questions of law and fact common to the Settlement Class (including, for example, whether Altice's IPO Offering Materials were materially false and misleading), and such questions predominate over any questions affecting only individual members; (c) the claims of the State Plaintiffs are typical of the claims of the Settlement Class they seek to represent; (d) State Plaintiffs and their chosen counsel will fairly and adequately protect the interests of the Settlement Class (as confirmed by, *inter alia*, their diligence in prosecuting the claims at issue and in negotiating the proposed Settlement); and (e) a class action is superior to other available methods for the fair and efficient adjudication of the Action.

18. Moreover, Plaintiffs and Plaintiffs' Counsel respectfully submit that each of the additional factors under CPLR §902 also support class certification, namely:

- (a) the (lack of) interest of members of the class in individually controlling the prosecution of separate actions;
- (b) the impracticability and inefficiency of prosecuting or defending separate individual actions;
- (c) the extent and nature of any litigation concerning the controversy already commenced by or against members of the class, including the benefits flowing to the Class and the broader interests of judicial efficiency in resolving both this

Action and the Federal Action as part of a global settlement by all parties in both Actions in accord with the terms of the Stipulation;

(d) the desirability of concentrating the litigation in this forum, including the benefits flowing to the class and the broader interests of judicial efficiency in resolving both this Action and the Federal Action as part of a global settlement by all parties in both Actions in accord with the terms of the Stipulation; and

(e) The (lack of) any difficulties likely to be encountered in the management of a class action, given, *inter alia*, that class certification will be sought in the context of a settlement (such that, if the Settlement is approved, there will be no class action litigation for the Court to manage).

19. Based on the foregoing, State Plaintiffs respectfully requests that the Court preliminarily approve the Settlement and certify the Settlement Class, authorize the Notice to be disseminated to the Settlement Class, as set forth in the attached exhibits, and schedule a final Fairness Hearing to consider whether the Settlement should be fully and finally approved

20. Consistent with ¶¶15 and 18 above, and in order to allow sufficient time for the dissemination of Notice to Class Members, Plaintiffs further request that the Court set a date (and time) for the proposed Fairness Hearing on a date that is at least 100 calendar days from the day upon which the [Proposed] Preliminary Order is granted, and that the Court insert that date in the blank at ¶7 of the accompanying [Proposed] Preliminary Order (attached at **Exhibit 2** hereto).⁴

Executed this 26th day of July, 2021, at New York, New York.



WILLIAM C. FREDERICKS

⁴ The other dates and deadlines that would be established under the [Proposed] Preliminary Order do *not* need to be separately filled in by the Court, as they will be set by reference to either the date of entry of the [Proposed] Preliminary Order, or the date that the Court inserts at ¶7 as the date for the Final Hearing.