OTC Markets

OTCQB Certification

I, Michael Meyers, Chief Financial Officer of Ascent Capital Group, Inc. ("the Company"), certify that:

a. The Company is registered or required to file periodic reporting with the SEC or is exempt from SEC registration as indicated below (check one):

- ☒ Company is registered under Section 12(g) of the Exchange Act
- ☐ Company is relying on Exchange Act Rule 12g3-2(b)
- ☐ Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act
- ☐ Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator
- ☐ Company is reporting under Section 15(d) of the Exchange Act.
- ☐ Other (describe) _____

b. The Company is current in its reporting obligations as of the most recent fiscal year end and any subsequent quarters, and such information has been posted either on the SEC's EDGAR system or the OTC Disclosure & News Service, as applicable.

c. The Company Profile displayed on www.otcmarkets.com is current and complete as of March 29, 2016] and includes the total shares outstanding, authorized, and in the public float as of that date.

d. The following is a complete list of attorney(s) and law firm(s) who advised or assisted in the preparation of the Company's most recent annual report, including in-house counsel: (If no attorney assisted in putting together the disclosure, indicate the person or persons who prepared the disclosure and their relationship to the company.)

William Nlles, EVP, Corporate Counsel
Baker Botts, LLP

e. The following is a complete list of third party providers, including names and addresses, engaged by the Company, its officers, directors or controlling shareholders, during the period from the Company's prior fiscal year end to the date of this OTCQB Certification, to provide investor relations services, public relations services, or other related services to the Company including promotion of the Company or its securities:

Sloane & Company
7 Times Square
New York, NY 10036

f. Listed below are the names, legal addresses and % of shares owned by all Officers, Directors and Control Persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities). If any of the beneficial shareholders are corporate shareholders, the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders must also be included.

Name	Address (City and State only)	% Shares Owned
See Annex F		

Date: March 29, 2016

Name of Certifying CEO or CFO: Michael Meyers

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Title: Chief Financial Officer

Signature: /s/ Michael Meyers
(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Annex F – Ascent Capital Group, Inc. Attachment to OTCQB Certification*

Name	Legal or Business Address (City and State only)**	% Shares Owned
William Fitzgerald (Chairman of the Board and CEO)	Castle Rock, CO	Series A: 4.83% Series B: 29.94
Brian Deevy (Director)	Englewood, CO	Series A: less than 1%
Jeffrey R. Gardner (EVP)	Dallas, TX	Series A: less than 1%
Philip J. Holthouse (Director)	Los Angeles, CA	Series A: less than 1%
Rana Kashyap (Director)	New York, New York (c/o Okumus Fund Management Ltd)	Series A: less than 1%
Michael R. Meyers (SVP and CFO)	Arlington, TX	Series A: less than 1%
William E. Niles (EVP, General Counsel and Secretary)	Denver, CO	Series A: less than 1%
Michael J. Pohl (Director)	La Quinta, CA	Series A: less than 1%
Charles Y. Tanabe (Director)	Englewood, CO	Series A: less than 1%
Carl E. Vogel (Director)	Cherry Hills Village, CO	Series A: less than 1%
John C. Malone	Englewood, CO (c/o Liberty Media Corporation)	Series A: 2.53% Series B: 65.04%
Brown Advisory Inc.	Baltimore, MD	Series A: 6.11%
BlackRock, Inc.	New York, NY	Series A: 6.31%
Chou Associates Fund	Toronto, Ontario	Series A: 5.27%
Dimensional Fund Advisors LP	Austin, TX	Series A: 5.12%
GAMCO Investors, Inc.	Rye, NY	Series A: 13.15%
Okumus Fund Management Ltd.	New York, NY	Series A: 10.48%
The Vanguard Group	Malvern, PA	Series A: 5.16%

*Note: percentage ownership information is based on upon publicly available information and/or information provided to or known by the company.

** Please contact the company if additional information is required.