

ORIGINAL

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re

Adelphia Communications Corporation, et al.,

Debtors.

Chapter 11 Cases

Case No. 02-41729 (REG)

Jointly Administered

COMMISSION
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ORDER IN AID OF CONFIRMATION, PURSUANT TO SECTIONS 105(a) AND 105(d) OF THE BANKRUPTCY CODE, ESTABLISHING PRE-CONFIRMATION PROCESS TO RESOLVE CERTAIN INTER-CREDITOR ISSUES

Upon the motion, dated June 24, 2005 (the "Motion"), of the above captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order, pursuant to sections 105(a) and 105(d) of title 11 of the United States Code (the "Bankruptcy Code"), establishing a pre-confirmation process to resolve certain inter-creditor issues in connection with the Debtors' Second Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated June 24, 2005 (as modified or amended, the "Plan"); and the relief requested in the Motion (to the extent granted herein) being in the best interests of the Debtors and their estates, creditors and interest holders; and the Court having reviewed the Motion and having heard the arguments in support of the relief requested therein at a hearing before the Court (the "Hearing"); and the Court having determined that the bases set forth in the Motion and at the Hearing

CMP _____ establish just cause for the relief granted herein; and upon all of the proceedings had before the

COM _____ Court and the full record made in these cases; and after due deliberation and sufficient cause

CTR _____

ECR _____ appearing therefor, it is

GCL _____ FOUND AND DETERMINED THAT:¹

OPC _____

RCA _____

SCR _____ ¹ Findings of fact shall be construed as conclusions of law and conclusions of law shall be construed as findings of fact when appropriate. See Fed. R. Bankr. P. 7052.

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A. The Court has jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the Standing Order of Referral of Cases to Bankruptcy Court Judges of the District Court for the Southern District of New York, dated July 19, 1984 (Ward, Acting C.J.). The relief requested in the Motion is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

B. Due and proper notice of the Motion was provided as set forth in the Motion, and no other or further notice need be provided.

C. Pursuant to sections 105(a) and (d) of the Bankruptcy Code, Rule 9007 of the Federal Rules of Bankruptcy Procedure and this Court's Case Management Order #3, the entry of this Order is in the best interests of the Debtors and their estates, creditors and interest holders and all other parties in interest herein; and it is therefore

ORDERED, ADJUDGED AND DECREED THAT:

1. All objections to the Motion not withdrawn or otherwise resolved as set forth in the record of the Hearing are overruled.
2. The Motion is granted, to the extent set forth herein, and the Resolution Process² is approved as set forth in decretal paragraphs 3 through 12 below.

3. **Participation:**

- (a) No later than ten (10) calendar days after service of notice of entry of this order in accordance with paragraph 11(c), below, any party in interest seeking to participate in the Resolution Process and/or be heard on one or more of the Dispute Issues (as defined in paragraph 6(a) below) shall file with the Court and serve on counsel to the Debtors a notice (a "Participation Request") setting forth (i) the name and address of such party,

² Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Motion.

____ CMB
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(ii) the nature of the interest asserted by such party in the outcome of the Dispute Issues, including without limitation, the amount of claims held against the Debtors on a Debtor by Debtor basis and the basis for such claims, (iii) an explanation of why such party's interests are not otherwise represented by the other Deemed Participants (defined in paragraph 3(d), below) in the Resolution Process; and (iv) a preliminary statement (the "Preliminary Issues Statement") setting forth with reasonable specificity the legal determination(s) that such party is requesting from the Court in connection with the Dispute Issues (as defined in paragraph 6 below) and the grounds therefor; provided however that nothing contained in this subsection (iv) shall prohibit such party from later amending or supplementing its Preliminary Issues Statement prior to sixty (60) calendar days prior to the First Hearing Date (as defined in paragraph 6(b) below) for any reason or thereafter for good cause shown. Within five (5) business days of the later of filing and serving the Participation Request, the Debtors may file an objection to such request, and the Court shall determine whether such party should become a Participant. In the absence of an objection or upon a favorable determination of the Court, such party shall be deemed to be a "Notice Participant." Deemed Participants and Notice Participants are referred to collectively herein as "Participants."

- (b) Any Participant may, at its option, elect to be excused from the requirement contained in paragraph 3(a)(ii), (iii) and (iv), above. Each Participant who selects this option (each an "Observer Participant") shall so specify explicitly in its Participation Request and shall, as a result of such election, have the following rights with regard to the Resolution Process:
- (i) to monitor all aspects of the Resolution Process and to be served with copies of all Briefs or other pleadings served by Participants in connection with the Resolution Process;
 - (ii) to access the information contained in the Data Room, but no right to propound discovery requests or to make demands that additional information be added to the Data Room;
 - (iii) to attend depositions, but no right to examine any Deponent at such depositions; and
 - (iv) to attend and be heard at all status conferences, pretrial conferences and Hearings scheduled in connection with the

Resolution Process, but no right to submit Briefs or other papers in connection with the Resolution Process.

- (c) Any Observer Participant may, at any time prior sixty (60) calendar days prior to the First Hearing Date (or thereafter for good cause shown), become a full Participant by filing a Preliminary Issues Statement and complying with the remaining requirements set forth in this Order with respect to Participants.
- (d) The failure to file timely a Participation Request shall bar such party from participating in the Resolution Process.
- (e) The Debtors shall post each Participant's Preliminary Issues Statement on the Debtors' website at www.adelphia.com and promptly shall provide written notice to all creditors in these cases of the availability of such Preliminary Issues Statements on the Debtors' website.
- (f) The following parties shall be deemed to be "Deemed Participants" in the Resolution Process and, except for Notice Participants, shall not be required to comply with paragraph 3(a) above (except that all Participants, including Deemed Participants, but excluding the Debtors and the Official Committee of Unsecured Creditors, shall be required to comply with the requirements of paragraph 3(a)(iv), above, unless any such Participant elects to be an Observer Participant): (i) the Debtors; (ii) the Official Committee of Unsecured Creditors; (iii) the Official Committee of Equity Holders; (iv) all Notice Participants; (v) the agents for the Debtors' postpetition lenders; (vi) the agents for the Debtors' prepetition lenders; (vii) the ACC Noteholders Committee; (viii) the *ad hoc* committee of trade creditors of ACC; (ix) the *ad hoc* committee of convertible noteholders of ACC; (x) the *ad hoc* committee of senior preferred shareholders of ACC; (xi) the putative class action plaintiffs; (xii) the Arahova Noteholders Committee; (xiii) the *ad hoc* committee of subsidiary trade creditors; (xiv) the *ad hoc* committee of non-agent prepetition lenders; (xv) the current indenture trustee of any outstanding notes issued by Arahova or ACC or for any other public debt security issued by any Debtor; (xvi) the Purchasers; (xvii) the informal FrontierVision Noteholder Committee; (xviii) Calyon New York Branch, Calyon Securities (USA) Inc. and LCM I Limited Partnership (the "Calyon Parties"); (xix) Societe Generale and SG Cowen (the "SG Parties"); (xx) Barclays Bank PLC and Barclays Capital; (xxi) Wilmington Trust Company, as Indenture Trustee for the Olympus Bonds ("Wilmington"); (xxii) the current

indenture trustee of any other public debt security issued by any Debtor; and (xxiii) the Ft. Meyers Noteholders.

- (g) Subject to the remaining provisions of this Order, Participants shall be deemed to have standing to appear and be heard on all matters relating to the Dispute Issues.

4. **Discovery:**

(a) **Data Room:**

- (i) Within twenty (20) business days of entry of this order, the Debtors will: (a) create a virtual data room (“Data Room”) containing information relevant to any of the Dispute Issues identified in paragraph 6(a) below; and (b) provide written certification to all Participants regarding whether any documents responsive to any of the pending document requests filed by Participants with respect to the Plan or the Dispute Issues have been omitted from the Data Room and, if so, state the basis for such omission. Notwithstanding the foregoing, the Debtors shall use their reasonable best efforts to get documents and/or data into the Data Room as soon as possible.
- (ii) To the extent that documents not already contained in the Data Room by virtue of the preceding paragraph 4(a)(i) are relevant to any issue raised in a Preliminary Issues Statement, the Debtors shall use commercially reasonable efforts to add such additional documents to the Data Room within thirty (30) calendar days of the filing of the applicable Preliminary Issues Statement. Thereafter, the Debtors shall provide written certification to all Participants that all such additional documents have been added to the Data Room and/or the basis for omitting any relevant documents from the Data Room.
- (iii) As and when such additional documents have been added to the Data Room, the Debtors shall promptly notify all Participants of that fact and shall identify, by bates number (or by some comparable Data Room control number) the documents that have been added to the Data Room. If the Debtors object to including any such additional documents in the Data Room, the Debtors shall provide prompt notice to all Participants of such objection and state the basis therefore.

- (iv) The Debtors shall have the right to supplement, from time to time, the information contained in the Data Room and shall notify all Participants any time that documents are added to the Data Room.
- (v) Any Participant seeking information not otherwise furnished in the Data Room shall submit a certification to the Debtors in the form annexed hereto as Exhibit A, certifying that the Participant has first made a good faith effort to locate the requested information in the Data Room. Upon such certification, the Debtors shall, as soon as is practicable, but no later than thirty (30) calendar days after the receipt of such certification, add any documents responsive to such additional request (together with an identification of the bates or other Data Room control number of such additional documents) and provide written certification to all Participants that all such additional documents have been added to the Data Room and/or the basis for omitting any such documents from the Data Room.
- (vi) Nothing in the Resolution Process shall prohibit any Participant from seeking discovery from other Participants and/or third parties in accordance with the Bankruptcy Rules (“Third Party Discovery”), provided any such requests for document discovery are served within the deadline set forth in paragraph 4(b), below. To the extent non-privileged, non-confidential documents relevant to any of the Dispute Issues are obtained, either by the Debtors or by any Participant, through Third Party Discovery, the party who obtained such documents shall provide notice to all Participants of its receipt of such documents and shall forward copies of such documents to the Debtors so that they can be added to the Data Room.
- (vii) To the extent any document is protected by the attorney-client privilege, the work product doctrine or another evidentiary privilege, the Debtors’ inclusion of such document in the Data Room shall not constitute a waiver of the attorney client privilege, the work product doctrine or the other applicable evidentiary privilege, as the case may be. Nothing contained herein shall prohibit any Participant from arguing that a document was not protected by the attorney client privilege, the work product doctrine or any other applicable evidentiary privilege before it was included in the Data Room.

- (viii) Consistent with its obligations under Bankruptcy Rule 7034, the Debtors shall, at a minimum, reproduce the documents in the Data Room as they were kept in the usual course of the Debtors' businesses. To the extent feasible, hard-copy documents shall be loaded into the Data Room in a format that is full-text searchable and electronic documents shall be loaded into the Data Room in their native electronic format. The Debtors shall confer in good faith with the Participants with respect to other details regarding the organization, coding and/or functionality of the Data Room. In the event the Participants and the Debtors are unable to agree on such details, any Participant may seek the intervention of the Court.
- (b) Documentary Discovery Cutoff: No later than one hundred and thirty (130) calendar days prior to the First Hearing Date, all requests for documentary discovery, including Third Party Discovery, must be served, although the Data Room will remain open and available to all Participants throughout the entire Resolution Process.
- (c) Depositions:
- (i) No later than one hundred and forty (140) calendar days prior to the First Hearing Date, the Debtors shall, after reasonable investigation, provide each Participant with a list of persons employed by or on behalf of the Debtors likely to have material personal knowledge of any of the Dispute Issues.
- (ii) No later than one hundred and thirty (130) calendar days prior to the First Hearing Date, Participants shall exchange lists of all persons (whether affiliated with the Debtors, a Participant or third parties) whom each Participant intends to depose (collectively, the "Deponents"). Following the exchange of the lists of Deponents, Participants shall meet and confer to establish a schedule for the taking of depositions. Absent direction from or an order of the Court, for good cause shown, no depositions shall occur prior to the exchange of lists of Deponents nor shall any Deponent be required to appear for more than one seven-hour deposition. Notwithstanding the foregoing, any deposition taken of a Deponent pursuant to this Order is without prejudice to the rights of the parties to the adversary proceeding entitled Adelphia Communications Corporation, et al. and the Official Committee of Unsecured Creditors of Adelphia Communications

Corporation v. Royal Bank of Scotland, PLC, et al., Adv. Proc. No. 03-4942 to depose such Deponent in connection with that adversary proceeding or any other proceeding.

- (d) Non-Expert Discovery Cutoff: All non-expert depositions shall be complete no later than seventy (70) calendar days prior to the First Hearing Date. Thereafter, Participants shall meet and confer to establish a schedule for the taking of expert depositions taking into account, among other things, the order in which Dispute Issues are to be addressed in the Hearings, as addressed in paragraph 6, below.
- (e) Expert Disclosures: No later than sixty-five (65) calendar days prior to the First Hearing Date, all disclosures required by Federal Rule of Civil Procedure 26(a)(2), as incorporated by Bankruptcy Rule 7026, including the exchange of expert reports, shall be made.
- (f) Rebuttal Experts: No later than forty (40) calendar days prior to the First Hearing Date, all disclosures regarding rebuttal expert witnesses, including rebuttal expert reports, shall be exchanged.
- (g) Expert Discovery Cutoff: Absent (i) consent of the Debtors and those Participants involved in a particular Dispute Issue or (ii) direction from or an order of the Court, on good cause shown, all expert depositions shall be complete no later than twenty-one (21) calendar days prior to the First Hearing Date.
- (h) Witness Lists: No later than twenty-one (21) calendar days prior to the First Hearing Date, Participants shall serve upon all other Participants a list of witnesses, including expert witnesses, they expect to call at each of the Hearings.
- (i) Discovery Disputes: On notice to the Debtors and all Participants, the Court promptly will hold a telephonic or in-Court hearing to resolve any discovery disputes between the Debtors and a Participant or any discovery disputes between or among Participants.

5. **Briefing**:

- (a) No later than thirty (30) calendar days prior to the First Hearing Date, Participants shall file and serve on each other Participant and on the Debtors a final list of salient issues (the "Final Issues Statement"), outlining with reasonable specificity the legal determination(s) that such Participant is requesting from the

Court in connection with the Dispute Issues and the grounds therefor.

- (b) The Debtors shall post each Participant's Final Issues Statement on the Debtors' website at www.adelphia.com and promptly shall provide written notice to all creditors in these cases of the availability of such Final Issues Statements on the Debtors' website.
- (c) No later than fourteen (14) calendar days prior to the First Hearing Date, Participants shall file and serve a legal memorandum with this Court, not to exceed twenty-five (25) pages in length per Dispute Issue (exclusive of exhibits), addressing those Dispute Issues that are the subject of Hearing 1 (as defined in paragraph 6(a) below). The schedule and other requirements for filing and serving legal memoranda addressed to the Dispute Issues that are to be the subjects of the subsequent Hearings shall be the same as set forth above with respect to the briefing for Hearing 1, with each applicable fourteen (14) calendar day period running from the applicable Hearing date (collectively, the "Briefs"). Notwithstanding the foregoing, if a Participant fails to include a Dispute Issue in its Final Issues Statement, such Participant shall not be permitted to raise or address such Dispute Issue in the Brief, provided, however, that such Participant may address Dispute Issues raised by other Participants, and further provided, however, that the Debtors shall be entitled to be heard with respect to any Dispute Issue. Each Participant's Brief shall be deemed to be a motion for resolution of those particular Dispute Issue(s) raised in that Participant's Final Issues Statement and, to the extent such a dispute otherwise may be required to be filed as an adversary proceeding pursuant to Bankruptcy Rule 7001, such motion shall be deemed to satisfy the requirements of the Bankruptcy Rules.
- (d) No later than five (5) calendar days prior to each applicable Hearing Date, the Debtors and the Participants may file and serve on all other Participants responses to Briefs, not to exceed twenty-five (25) pages in length per Dispute Issue (exclusive of exhibits).

6. **Hearing Date(s), Sequencing of Issues and Pretrial Orders :**

- (a) The issues to be heard and determined in connection with the Resolution Process (the "Dispute Issues") shall be categorized as set forth below and addressed in separate hearings (each a "Hearing"), to the extent necessary, as set forth below. Absent

consent of all Participants or an order of the Court, the Dispute Issues shall be addressed in the following sequence provided that the Court will consider the issues that will be the subject of Hearings identified as Hearing 1 and Hearing 2, below, in a manner than permits the Court to have the benefit of Participants' positions on both sets of issues before the Court is required to decide either set, and the Debtors, the *ad hoc* Arahova Noteholders' Committee, the ACC Noteholders Committee and the Creditors' Committee (if it chooses to participate) shall confer and recommend to the Court a methodology for doing so:

- (i) Hearing 1: The avoidability under chapter 5 of the Bankruptcy Code of any inter-estate transactions between and among the Debtors (the "Intercompany Claims"), exclusive of those Intercompany Claims included in paragraph 6(a)(iii) below (as more fully described in paragraph 11 of the Motion under the heading "Treatment of Intercompany Claims");
- (ii) Hearing 2: The validity, priority, characterization or allowance of the Intercompany Claims;
- (iii) Hearing 3: Asset Ownership and Potential Fraudulent Conveyance Claims (as more fully described in paragraph 11 of the Motion under the heading "Asset Ownership and Potential Fraudulent Conveyance Claims") (exclusive of potential fraudulent conveyance claims included in paragraph 6(a)(i), above);
- (iv) Hearing 4:
 - a. Allocation among the Debtors of the Sale Transaction Value (as more fully described in paragraph 11 of the Motion under the heading "Allocation of the Sale Value");
 - b. Allocation among the Debtors of the Tax Cost of the Sale and Other Tax Issues (as more fully described in paragraph 11 of the Motion under the heading "Allocation of the Tax Cost of the Sale and Other Tax Issues");
 - c. Allocation among the Debtors of the Cost and Benefits of the Government Settlement (as more fully described in paragraph 11 of the Motion under

the heading “Allocation of the Cost and Benefits of the Government Settlement”);

- d. Allocation among the Debtors of the Economic Cost of the Plan Reserves (as more fully described in paragraph 11 of the Motion under the heading “Allocation of the Economic Cost of the Plan Reserves”); and
 - (v) Hearing 5: Substantive Consolidation Structure Under the Plan (as more fully described in paragraph 11 of the Motion under the heading “Consolidation Structure”) (provided that, with respect to substantive consolidation, the Resolution Process shall be used to address only whether (i) any substantive consolidation is appropriate in these cases and (ii) the substantive consolidation proposed by the Debtors in the Plan is permissible);
 - (vi) Hearing 6: To the extent not addressed by (i) - (v), any remaining Dispute Issues pertaining to the disputes and background described in the Motion raised by the Debtors or by a Participant in a Final Issues Statement.
- (b) The first Hearing shall be scheduled for January 31, 2006 (the “First Hearing Date”). The second hearing shall be scheduled for February 7, 2006 (the “Second Hearing Date”). The third hearing shall be scheduled for February 14, 2006 (the “Third Hearing Date”). The fourth hearing shall be scheduled for February 21, 2006 (the “Fourth Hearing Date”). The fifth hearing shall be scheduled for February 28, 2006 (the “Fifth Hearing Date”). The sixth hearing shall be scheduled for March 7, 2006 (the “Sixth Hearing Date”).
 - (c) No later than twenty-one (21) calendar days prior to each Hearing, the Court shall conduct a “pre-trial” conference to determine, among other things: (i) the precise delineation of which Dispute Issue(s) shall be the subject of each Hearing and how best to brief each Dispute Issue to be raised in that Hearing; (ii) whether to defer the resolution of any Dispute Issue(s) until the confirmation hearing(s); and (iii) the aggregate amount of time each Participant shall be permitted as to each Dispute Issue to be raised in that Hearing (which allotment may be used for opening, presentation of evidence and/or closing argument).
 - (d) One week before each of the pretrial conferences described in the preceding paragraph 6(c), Participants intending to participate in the related Hearing shall meet and confer in an

effort to agree on the terms of a Joint Pretrial Order (the "Pretrial Order"), which shall be submitted to the Court no later than one day before the applicable pretrial conference. The requirement for the filing of a Pretrial Order may be waived if all of the applicable Participants consent. If the applicable Participants are unable to agree on the terms of a joint Pretrial Order, they may each submit their competing positions in a single proposed Pretrial Order no later than one day prior to the applicable pretrial conference. The Pretrial Order shall, with respect to the subjects to be raised at the Hearing to which that Pretrial Order relates, address all of the matters described in paragraph 14 of this Court's Case Management Order #3.

- (e) Upon the conclusion of the hearing of any Dispute Issue, the Court shall render a decision with respect to each particular Dispute Issue that was addressed at that Hearing (each, a "Dispute Issue Ruling"). Upon entry of such Dispute Issue Ruling, all parties-in-interest in the Debtors' cases, whether or not a Participant, shall be bound by such ruling to the fullest extent permitted by law, and such Dispute Issue Ruling shall have such preclusive effect as is available to the fullest extent permitted by law, subject only to any Participant's appellate rights.

7. **Burdens of Proof:**

- (a) The Court will determine the appropriate burden(s) of proof that a Participant shall bear with respect to the relief sought by such Participant.
- (b) Participants shall be permitted, in any of the written submissions contemplated by this Order, to present arguments as to what burden(s) of proof that they, or any other Participant, shall carry with respect to any aspect of the relief sought by any Participant in connection with the Dispute Issues.

8. **Initial Scope of Court Determinations:**

- (a) Subject to the remaining provisions of this paragraph, and as qualified by paragraph 6(d), above, this Court's determination of any Dispute Issue shall be solely for purposes of determining issues relating to the appropriate allocation of distributable value under the Plan from the proposed transaction with Time Warner and Comcast (the "Sale Transaction"). If the Plan (or such other plan of reorganization proposed by the Debtors pursuant to which the Debtors seek to implement the Sale Transaction) is not confirmed by this Court or is otherwise withdrawn by the

Debtors, Participants shall have the right to apply to the Court, on notice to the Debtors and all other parties in interest, for further or different relief (beyond the mere allocation of distributable value from the proposed Sale Transaction) and may, in connection with any such application, rely on any judicial determination(s) that may have been rendered by the Court in connection with the resolution of any Dispute Issue.

9. **Status Conferences**

- (a) Subject to this Court's calendar, following the entry of this Order and until the First Hearing Date, the Court shall schedule monthly status conferences to monitor the progress of the Resolution Process. The Debtors shall provide prompt notice of each status conference to: (a) all Participants; and (b) to the extent feasible, all parties who have served a notice of appearance in accordance with Bankruptcy Rule 2002 prior to the date of service thereof.

10. **Amendments to this Order:**

- (a) The Court may vary the terms of the Resolution Process as necessary, *sua sponte* or on motion of a Participant.

11. **Service and Process:**

- (a) The Resolution Process shall constitute a contested matter and, to the extent not modified herein, Participants shall have all of the rights afforded to a party in a contested matter including, without limitation, all of the rights set forth in Federal Rule of Bankruptcy Procedure 9014. In addition, to the extent not modified herein, this Court's Case Management Order #3, dated July 26, 2004, and the Administrative Procedures Order, dated August 9, 2002, shall be applicable.
- (b) All notices, motions or other documents required to be served by the proposed order shall be served by facsimile, e-mail or same-day hand delivery, with a copy to follow by overnight mail. All such notices, motions or other documents shall be served on all Participants as well as on all parties who have served a notice of appearance in accordance with Bankruptcy Rule 2002 prior to the date of service thereof.
- (c) Within five (5) business days of the entry of this Order, the Debtors will serve a copy of this Order on all known creditors and all parties who have filed and served a notice of appearance in accordance with Bankruptcy Rule 2002 prior to the date of

service hereof. In addition, as soon as reasonably practicable following the entry of this Order and consistent with applicable publication submission deadlines, the Debtors will publish a copy of this Order in the national editions of The Wall Street Journal and The New York Times.

12. **Reservation of Rights:**

- (a) Nothing contained herein shall preclude the Debtors from seeking to compromise one or more of the Dispute Issues (either by separate motion or in connection with a proposed plan of reorganization) on notice to the appropriate parties, and nothing herein shall prejudice the rights of any Participant to object to any such compromise and/or to assert that the Debtors have no authority to compromise such disputes.
- (b) Nothing contained herein shall preclude the Debtors from taking a position with respect to any Dispute Issues, including, without limitation, in a plan of reorganization or otherwise.
- (c) Nothing contained herein shall preclude the Debtors from advocating a position with regard to the treatment or resolution of any Dispute Issue that differs from that currently proposed by the Debtors in the Plan.
- (d) Except as provided herein with respect to a Dispute Issue Ruling, nothing contained herein shall prejudice the rights of any party to oppose and object to confirmation of the Plan on any grounds.
- (e) Nothing contained herein shall be deemed to be an adoption or consent to the Debtors' characterization in the Motion of any Dispute Issues.
- (f) By participating in the resolution process, no Participant, or counsel or other professional therefore, assumes any duty to any Debtor, person or entity other than its own client or, subject to the terms of this Order, waives any right to seek alternative relief from the Court, including, without limitation, the termination of the Debtors' exclusive right to file a plan of reorganization or the appointment of a chapter 11 trustee or to object to any plan of reorganization or disclosure statement in respect thereof as not satisfying the appropriate standards.
- (g) The Participants reserve the right to seek compensation and reimbursement pursuant to section 503 of the Bankruptcy Code

and the Debtors and other parties in interest shall have the right to oppose any such application.

13. All dates and deadlines specified in this Order that are keyed to the First Hearing Date shall be operative from the first scheduled First Hearing Date and shall not be extended or modified in the event the First Hearing Date is adjourned.

14. This Court shall retain jurisdiction over any matters related to or arising from the implementation of this Order.

Dated: August 4, 2005

S/ Robert E. Gerber
HONORABLE ROBERT E. GERBER
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B

ACKNOWLEDGEMENT

I hereby certify to Adelpia Communications Corporation and its subsidiaries that I have read the attached Order in Aid of Confirmation, Pursuant to Sections 105(a) and 105(d) of the Bankruptcy Code, Establishing Pre-Confirmation Process to Resolve Certain Inter-Creditor Issues, dated July __, 2005 (the "Order") and the related motion, and that, for the reasons set forth on the attached document, I require, on behalf of my client, the documents listed on the annexed schedule (the "Requested Items"). I further certify that, prior to making this request, I made a good faith effort to locate the Requested Items in the Virtual Data Room.

Dated: _____

Signature

Name: _____

Address: _____

Client: _____