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WILLKIE FARR & GALLAGHER LLP
Attorneys for Debtors and Debtors in Possession
Marc Abrams (MA-0735)
Paul V. Shalhoub (PV-2133)
Shaunna D. Jones (SJ-0084)
787 Seventh Avenue
New York, New York 10019-6099
(212) 728-8000

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

Adelphia Cablevision Associates of Radnor, L.P.,

Debtor.

Chapter 11 Case
Case No. 06-10622 (REG)

Adelphia Cablevision of West Palm Beach, LLC,

Debtor.

Chapter 11 Case
Case No. 06-10623 (REG)

Adelphia Cablevision of West Palm Beach II, LLC,

Debtor.

Chapter 11 Case
Case No. 06-10624 (REG)

Cablevision Business Services, Inc.,

Debtor.

Chapter 11 Case
Case No. 06-10625 (REG)

- CMP _____
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- ECR _____
- GCL _____
- OPC _____
- RCA _____
- SCR _____
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Century MCE, LLC,

Debtor.

Chapter 11 Case

Case No. 06-10626 (REG)

Desert Hot Springs Cablevision, Inc.,

Debtor.

Chapter 11 Case

Case No. 06-10627 (REG)

Henderson Community Antenna Television, Inc.,

Debtor.

Chapter 11 Case

Case No. 06-10628 (REG)

Highland Carlsbad Cablevision, Inc.,

Debtor.

Chapter 11 Case

Case No. 06-10629 (REG)

Highland Carlsbad Operating Subsidiary, Inc.,

Debtor.

Chapter 11 Case

Case No. 06-10630 (REG)

Highland Prestige Georgia, Inc.,

Debtor.

Chapter 11 Case

Case No. 06-10631 (REG)

Highland Video Associates, L.P.,

Debtor.

Chapter 11 Case

Case No. 06-10632 (REG)

Hilton Head Communications, L.P.,

Debtor.

Chapter 11 Case

Case No. 06-10633 (REG)

Ionian Communications, L.P.,

Debtor.

Chapter 11 Case

Case No. 06-10634 (REG)

Montgomery Cablevision Associates, L.P.,

Debtor.

Chapter 11 Case

Case No. 06-10635 (REG)

Prestige Communications, Inc.,

Debtor.

Chapter 11 Case

Case No. 06-10636 (REG)

OFE I, LLC

Debtor.

Chapter 11 Case

Case No. 06-10637 (REG)

OFE II, LLC,	)	Chapter 11 Case
	)	Case No. 06-10638 (REG)
Debtor.)	
Olympus MCE I, LLC,	)	Chapter 11 Case
	)	Case No. 06-10639 (REG)
Debtor.)	
Olympus MCE II, LLC,	)	Chapter 11 Case
	)	Case No. 06-10640 (REG)
Debtor.)	
UCA MCE I, LLC,	)	Chapter 11 Case
	)	Case No. 06-10641 (REG)
Debtor.)	
UCA MCE II, LLC,	)	Chapter 11 Case
	)	Case No. 06-10642 (REG)
Debtor.)	

**DEBTORS' MOTION FOR ORDER
PURSUANT TO BANKRUPTCY RULE 3003(c)(3)
SETTING A FINAL DATE TO FILE PROOFS OF CLAIM**

TO: THE HONORABLE ROBERT E. GERBER
UNITED STATES BANKRUPTCY JUDGE:

The above-captioned debtors and debtors in possession, by their counsel,

respectfully represent:

INTRODUCTION

1. By this motion (the "Motion"), the above-captioned debtors and debtors in possession (collectively, the "Bar Date Debtors") seek entry of an order (the "Bar Date Order"), in substantially the form annexed hereto as Exhibit A: (a) establishing a deadline (the "Bar Date") for filing certain proofs of prepetition claims (the "Prepetition Claims") against the Bar Date Debtors' estates; and (b) approving the form and manner of notice of the Bar Date.

BACKGROUND

2. On June 10, 2002, June 25, 2002, October 6, 2005 and November 15, 2005, Adelphia Communications Corporation ("ACC") and certain of its affiliates (collectively, the "Initial Debtors" and, together with the RME Debtors (as defined below), the "Debtors") commenced cases (the "Initial Debtors' Cases") under chapter 11 of the Bankruptcy Code. The Initial Debtors' Cases are being jointly administered pursuant to certain orders of the United States Bankruptcy Court for the Southern District of New York (the "Court") dated June 26, 2002, October 11, 2005 and November 16, 2005. On March 31, 2006, an additional 21 Debtors (collectively, the "RME Debtors") also commenced chapter 11 cases (the "RME Debtors' Cases"). By separate motion, the Debtors are seeking joint administration of the Initial Debtors' Cases with the RME Debtors' Cases.

3. On October 24, 2003, this Court entered an order (the "Original Bar Date Order") establishing January 9, 2004 at 5:00 p.m. (the "Original Bar Date") as the deadline for filing proofs of claim against virtually all of the Initial Debtors.¹ The Debtors subsequently

¹ November 14, 2005 and December 20, 2005, respectively, were the Court-ordered bar dates for claims against the Initial Debtors that commenced cases on October 6, 2005 and November 15, 2005. For certain of the Initial Debtors that commenced cases on October 6, 2005, the bar date was extended from November 14, 2005 to January 16, 2006.

provided written and publication notice of the entry of the Original Bar Date Order, as set forth in such order, including by publishing notice of the entry of the Original Bar Date Order in The Wall Street Journal, among other publications (the "Original Publication Notice").

4. On April 20, 2005, ACC entered into asset purchase agreements (the "APAs") with Time Warner NY Cable, LLC ("Time Warner") and Comcast Corporation ("Comcast" and, together with Time Warner, "TW-C") to sell substantially all of the assets of the Debtors (including the RME Debtors) to TW-C pursuant to a plan of reorganization (the "Sale"). Consummation of the Sale is essential to the Debtors' successful completion of these cases.

5. On November 21, 2005, the Initial Debtors filed the Debtors' Fourth Amended Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code (as the same may be amended and/or modified, the "Plan") and related disclosure statement (the "Disclosure Statement"). The Court approved the Disclosure Statement by order dated November 23, 2005 (the "Disclosure Statement Order"). A hearing to consider confirmation of the Plan presently is scheduled to commence on April 24, 2006.

THE RME DEBTORS

6. The RME Debtors were previously owned by the Rigas family and managed by the Debtors. The RME Debtors' operations primarily consist of providing analog and digital video services, high-speed Internet access and other advanced services over the Debtors' broadband networks. These services are generally provided to residential customers. The RME Debtors' domestic consolidated cable operations are located in Florida, Pennsylvania, South Carolina, Virginia, Georgia and California.

7. Pursuant to a May 26, 2005 order (the "Government Settlement Order") of the Court approving three related agreements between, as applicable, certain of the Debtors and the Securities and Exchange Commission, the Department of Justice and certain members of the Rigas family (collectively, the "Government Settlement"), certain entities and assets that formerly were owned by members of the Rigas family were forfeited and subsequently transferred to the United States government. On March 29, 2006, the United States government transferred its interests in certain of these entities to the Debtors. The entities that were transferred, as well as certain newly formed entities that hold the interests in the transferred entities, constitute the RME Debtors.²

8. Pursuant to the APAs, to the extent that the RME Debtors hold cable assets of the type that ACC has agreed to transfer to TW-C pursuant to the APAs, such assets will be included in the Sale in accordance with the terms of the APAs. In order to implement this agreement, both the Plan and the Disclosure Statement were prepared on the assumption that title to the RME Debtors (or the assets that they hold) would be conveyed to the Initial Debtors, and that the RME Debtors would file for chapter 11 protection and have their cases jointly administered with the Initial Debtors' cases. Accordingly, appropriate provisions were included in the Plan to implement the sale of the applicable assets of the RME Debtors to TW-C and to provide for the treatment and satisfaction of claims against the RME Debtors.³

² Certain real properties associated with the RME Debtors and certain forfeited securities have yet to be transferred from the Government to the Debtors. The Debtors anticipate such transfer occurring in the near term.

³ For example, with respect to the RME Debtors, the Plan includes three Debtor Groups that will be comprised of the RME Debtors (the Rigas/Century Co-Borrowing Debtor Group, the Rigas/Olympus Co-Borrowing Debtor Group and the Rigas/UCA Co-Borrowing Debtor Group, as well as appropriate classification and treatment of claims within those Debtor Groups, and provides that the Plan will operate as the Plan for these entities provided they commence their cases before the voting deadline for the Plan (or such later date as approved by the Court).

JURISDICTION

9. This Court has jurisdiction over the Motion pursuant to 28 U.S.C. §§ 157 and 1334 and the “Standing Order of Referral of Cases to Bankruptcy Judges,” dated July 10, 1984, issued by District Court Judge Robert J. Ward. Venue of these cases and the within Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409. The predicates for the relief sought herein are Rules 2002 and 3003(c) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and the “General Order Regarding Procedural Guidelines for Filing Requests for Bar Orders,” dated January 15, 2003, issued by Chief Bankruptcy Judge Stuart M. Bernstein.

RELIEF REQUESTED

10. By this Motion, the Bar Date Debtors seek the entry of the Bar Date Order establishing the Bar Date for filing proofs of Prepetition Claims, and approving the form and manner of notice of the Bar Date. Bankruptcy Rule 3003(c)(3) provides in pertinent part that: “The court shall fix and for cause shown may extend the time within which proofs of claim or interest may be filed.” Fed. R. Bkr. Pro. 3003(c)(3).

A. Need to Establish a Bar Date

i. The RME Debtors

11. The circumstances here justify the prompt fixing of a deadline for the filing of Prepetition Claims against the RME Debtors. As described above, the filing of the RME Debtors’ Cases was prompted by, among other things, the Debtors’ obligations in connection with the Sale -- the cornerstone of the Debtors’ emergence from chapter 11. As the Sale for all the Debtors will be effectuated through the Plan, it is imperative that the RME Debtors’ Cases move swiftly toward confirmation (whether on the same timeline as the other Debtors’ cases or as soon thereafter as practicable), with a goal of closing the Sale with respect

to the RME Debtors at the same time as the balance of the Debtors. In order to meet this objective, the RME Debtors must determine the nature and scope of the liabilities that may be asserted against their estates as soon as possible. The RME Debtors filed their schedules of liabilities and statements of financial affairs with the clerk of this Court on the Petition Date. These schedules and statements identify all known creditors of the RME Debtors and their respective claim amounts.

ii. Supplemental Bar Date for Certain Debtors

12. The Debtors recently have discovered that certain actual or potential creditors of three Initial Debtors, ACC Operations, Inc., ACC Investment Holdings, Inc., and ACC Holdings II, LLC (the "Supplemental Notice Debtors"), may not have received actual notice of the Original Bar Date Order as to them. In an abundance of caution, the Debtors hereby further seek to have the Bar Date made applicable to Prepetition Claims against the Supplemental Notice Debtors.⁴

B. Time Fixed for Filing Proofs of Claim

13. To facilitate the mailing of Bar Date notices as well as the need to provide the Bar Date Debtors' creditors with a reasonable opportunity, upon their receipt of notice of the Bar Date, to prepare and file proofs of claim, the Bar Date Debtors request a bar date of 5:00 p.m. (Prevailing Eastern Time) on May 1, 2006. Such a schedule contemplates the allowance of approximately five days for coordination of the service and publication of notice of the Bar Date and thereafter approximately twenty-five days for creditors to file proofs of claim. A twenty-five

⁴ The Debtors hereby reserve the right to assert that any creditor of a Supplemental Notice Debtor (a) received actual notice of the Original Bar Date, (b) that did not receive actual notice of the Original Bar Date, received adequate notice of the Original Bar Date through the Original Publication Notice, and (c) is barred from filing a claim by operation of the Original Bar Date Order.

day notice period exceeds the twenty-day period prescribed by Bankruptcy Rule 2002(a)(8) for notice of the last day to file claims.

14. The Bar Date Debtors further propose that if they amend or supplement their respective schedules of liabilities and statements of financial affairs (collectively, the "Schedules") subsequent to the entry of the Bar Date Order, the Bar Date Debtors shall give notice of any amendment or supplement to the holders of claims affected thereby, and such holders shall be afforded twenty-five (25) days from the date of such notice to file proofs of claim in respect of their claims or be barred from doing so.

15. In order for the Debtors to meet their obligations in connection with the Sale, the Bar Date Debtors must ascertain their liabilities as promptly as possible. Except as noted below, each creditor must file a proof of claim on or before the Bar Date or be forever barred, estopped and permanently enjoined from: (a) asserting such claim, whether directly or indirectly, against the Bar Date Debtors, their successors and assigns or their property (or filing a proof of claim with respect thereto); (b) participating in any distribution in these chapter 11 cases on account of such claim; and (c) receiving any further notices regarding such claim.

16. Pursuant to the proposed Bar Date Order, each person or entity (including, without limitation, each individual, partnership, joint venture, corporation, estate, trust, and governmental unit) that asserts a Prepetition Claim must file an original, written proof of such claim which substantially conforms to the Proof of Claim (as defined below) or Official Form No. 10 so as to be received on or before the Bar Date by the Claims Processing Center (as defined below), either by (a) overnight delivery or hand delivering the original Proof of Claim to Adelphia Communications Corp. Claims Processing Center, c/o United States Bankruptcy Court, One Bowling Green, New York, NY 10004-1408, or (b) mailing the original Proof of Claim to

Adelphia Communications Corp., Claims Processing, P.O. Box 5059, Bowling Green Station, New York, NY 10274-5059 (together, the "Claims Processing Center"). The Debtors request that the Bar Date Order provide that (i) the Claims Processing Center will not accept Proofs of Claim sent by facsimile, telecopy, or electronic mail transmission, (ii) Proofs of Claim are deemed timely filed only if such claims are actually received by the Claims Processing Center on or before the Bar Date, and (iii) the Claims Processing Center will only accept Proofs of Claim against the Bar Date Debtors.

17. The Bar Date Debtors submit that approval of the requested Bar Date and related procedures will enable them to expeditiously administer their cases, and assist in the progress of the Debtors' cases towards confirmation of the Plan. In addition, the proposed procedures afford the creditors of the Bar Date Debtors ample time to file their proofs of claim.

C. Exclusions from Prepetition Claims Bar Date

18. The Debtors request that all creditors of the Bar Date Debtors be required to file a proof of claim on account of any claim (as defined in section 101(5) of the Bankruptcy Code) against any of the Bar Date Debtors that arose and/or accrued prior to the Petition Date; provided, however, that, at this time, proofs of claim would not be required to be filed by creditors holding or wishing to assert claims against the Bar Date Debtors of the types set forth below (the "Excluded Claims"):

- (a) any person or entity that has already properly filed, with the Clerk of the United States Bankruptcy Court for the Southern District of New York (the "Clerk's Office"), a proof of claim against the correct Bar Date Debtor(s) utilizing a claim form that substantially conforms to Official Form No. 10;
- (b) any person or entity (i) whose claim is listed on the Schedules, (ii) whose claim is not described as "disputed," "contingent," or "unliquidated," (iii) who does not dispute the specific Bar Date Debtor against which such person's or entity's claim is listed, and (iv) who does not dispute the amount or type (i.e., secured, priority unsecured or non-priority

unsecured) of the claim for such person or entity as set forth in the Schedules;

- (c) claims previously allowed by order of the Court entered on or before the Bar Date;
- (d) claims that have been paid;
- (e) claims of any of the Debtors against a Bar Date Debtor;
- (f) claims against an Initial Debtor but not against a Bar Date Debtor;
- (g) claims held by current officers and directors of the Bar Date Debtors that arose in connection with such officers' and directors' positions with the Bar Date Debtors; and
- (h) any claims of subscribers or other customers of the Bar Date Debtors (i) on account of customer deposits for services provided by the Bar Date Debtors, or (ii) arising in the ordinary course of business.

19. Pursuant to the proposed Bar Date Order, each of the following administrative agents (collectively, the "Administrative Agents") under the applicable credit agreement (each a "Co-Borrowing Facility") explicitly is authorized to file a single proof of claim (the "Master Proof of Claim") on behalf of each and all lenders under such agreements for claims for principal, interest, fees, attorneys fees, costs, expenses and other contractual obligations owing to such lenders (including their agents, arrangers, managers and representatives) under:

- Olympus Co-Borrowing Facility. That certain credit facility dated September 28, 2001, between and among certain of the Debtors, including certain Bar Date Debtors, Bank of Montreal, as Administrative Agent, and the financial institutions party thereto (as amended, modified, supplemented and restated);
- Century Co-Borrowing Facility. That certain credit facility dated April 14, 2000, between and among certain of the Debtors, including certain Bar Date Debtors, Bank of America, N.A. and The Chase Manhattan Bank, as co-Administrative Agents, and the financial institutions party thereto (as amended, modified, supplemented and restated); and
- UCA/HHC Co-Borrowing Facility. That certain credit facility dated May 6, 1999, between and among certain of the Debtors, including certain Bar Date

Debtors, Wachovia Bank, N.A., as Administrative Agent, and the financial institutions party thereto (as amended, modified, supplemented and restated).

20. Each Master Proof of Claim filed by the applicable Administrative Agent shall be deemed filed in the case of each Bar Date Debtor that is expressly identified in the Master Proof of Claim as having any alleged liability in connection therewith, without the need to file separate proofs of claim in any of such other Bar Date Debtors' cases. No Administrative Agent shall be required to attach supporting documentation with respect to the Master Proof of Claim.

21. Any holder of a claim respecting an unexpired lease or executory contract (each, an "Agreement") of a Bar Date Debtor that relates solely to damages that may arise if such Agreement were rejected by the applicable Bar Date Debtor, which Agreement was not effectively assigned by the respective Bar Date Debtor prior to the commencement of its chapter 11 case shall be required to file a claim for such damages by the later of: (a) the date provided in any order authorizing the Bar Date Debtor to reject such Agreement or, if no such date is provided, then thirty (30) days after the date of service of any such order by the Bar Date Debtors to the counter-party to the then-rejected executory contract or lease; and (b) the Bar Date.

22. Finally, except for those parties holding claims as set forth in paragraph 18(g) above, any holder of a claim for indemnification, whether such claim arises pursuant to a contract, agreement, the by-laws or articles of incorporation of or otherwise involving any of the Bar Date Debtors, or by statute, law or otherwise, must file a proof of claim with respect to such indemnification claim on or before the Bar Date or such holder shall be forever barred, estopped and enjoined in the same manner as other claims set forth herein.

D. Form of Proof of Claim

23. The Bar Date Debtors, with the assistance of Bankruptcy Services, LLC (“BSI”),⁵ have prepared a Proof of Claim form tailored to their chapter 11 cases (the “Proof of Claim”). The Proof of Claim form, which is based on Official Form 10, and the Proof of Claim Attachment (as defined below) is applicable to Prepetition Claims and is annexed hereto as Exhibit B.

24. To avoid confusion and expedite and facilitate the claims reconciliation process, the Bar Date Debtors request that all creditors be required to file a separate Proof of Claim with respect to each Bar Date Debtor against which they assert a claim.⁶ To assist creditors in completing a separate Proof of Claim relating to each Bar Date Debtor entity against which a particular creditor may hold a claim, the Bar Date Debtors propose to include with the Proof(s) of Claim sent to each creditor an attachment (the “Proof of Claim Attachment”) setting forth (a) the name of each Bar Date Debtor and its chapter 11 case number, (b) the amount of the claim such creditor holds against each Bar Date Debtor as set forth in its schedules, (c) the type of claim(s) held by such creditor (i.e., secured, priority unsecured, or non-priority unsecured) as set forth in its schedules, and (d) whether such claim is disputed, contingent or unliquidated. This will permit each creditor to readily ascertain how its claims have been scheduled by the Bar

⁵ By order dated June 27, 2002 (the “Retention Order”), this Court previously approved the retention of BSI to provide claims processing services to the Initial Debtors. Pursuant to the Government Settlement Order, all relevant orders entered in the Initial Debtors’ Cases, including the Retention Order, are applicable to the RME Debtors’ Cases. See Government Settlement at ¶ 13. BSI has assisted the Initial Debtors with their claims reconciliation process, and BSI will assist the RME Debtors with the management of the Claims Processing Center.

⁶ Pursuant to an order dated October 24, 2003 entered in the Initial Debtors’ Cases, creditors were required to complete a separate proof of claim form relating to each Initial Debtor against which such creditor held a claim. In order to ensure the consistent administration of the Debtors’ cases, and the consistency of the claims process in both the Initial Debtors’ Cases and the Bar Date Debtors’ Cases, similar relief should be granted in the Bar Date Debtors’ Cases.

Date Debtors. If: (a) the creditor disagrees with any of the information set forth on the Proof of Claim Attachment, including, without limitation, the Bar Date Debtor against which its claim is scheduled, the amount or type of the claim set forth on the Proof of Claim Attachment; or (b) the attachment states, as to a particular claim, that such claim is scheduled as contingent, disputed or unliquidated, the creditor is required to file a Proof of Claim identifying the Bar Date Debtor against which the creditor is asserting a claim and the amount and type of such claim. The Bar Date Debtors request that this Court approve the proposed forms of Proof of Claim and Proof of Claim Attachment.

25. Other modifications to Bankruptcy Official Form #10 proposed by the Bar Date Debtors include the following:

- (a) a section requesting the creditor to correct any incorrect information contained in the name and address portion;
- (b) additional categories in the basis of claim section; and
- (c) certain additional clarifying instructions.

26. In addition, the proposed Bar Date Order provides that each Proof of Claim filed must:

- (a) be written in the English language;
- (b) be denominated in lawful currency of the United States as of the Petition Date;
- (c) conform substantially with the Proof of Claim provided or Official Form No. 10;
- (d) indicate the specific Bar Date Debtor against which the creditor is asserting a claim; and
- (e) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant.

27. To the extent that any Proof of Claim fails to materially conform to the above requirements, including, but not limited to, the requirement that each claim must be

asserted against the correct Bar Date Debtor, the Bar Date Debtors request that such claimant be forever barred, estopped and enjoined from asserting such claim against any of the other Debtors (or filing a proof of claim with respect thereto), and the other Debtors and their respective property shall be forever discharged from any and all indebtedness or liability with respect to such claim. Furthermore, the Bar Date Debtors reserve the right not to solicit and/or count such holder's vote, on account of such claim, on any plan of the Bar Date Debtors or allow such holder to participate in any distribution on account of such claim in the cases of the Bar Date Debtors.⁷

E. Notice of Bar Date

28. Pursuant to Bankruptcy Rule 2002(a)(7), the Bar Date Debtors propose to mail, in addition to Proof of Claim forms and Proof of Claim Attachments, a notice of the Bar Date Order, in a form substantially similar to the form of notice annexed hereto as Exhibit C (the "Bar Date Notice"). The Bar Date Debtors will send such notice by mail to the following creditors or potential parties in interest no later than ten (10) days after entry of the Bar Date Order, together with the Proof of Claim form and, where applicable, a Proof of Claim Attachment:

- (a) the U.S. Trustee;
- (b) attorneys for the Debtors' postpetition lenders;
- (c) each member of the official committees appointed in the Initial Debtors' Cases and the attorneys for such committees;

⁷ The Bar Date Debtors reserve all rights to dispute any and all Proofs of Claims, as may be necessary or appropriate, including, but not limited to, the right to dispute or to assert offsets, rights of recoupment, a basis for substantive consolidation, equitable subordination and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and other relevant non-bankruptcy laws to recover assets or avoid transfers or any other defenses to any claim therein as to amount, liability or classification.

- (d) all known holders of claims listed on the Schedules at the addresses stated therein;
- (e) all parties known to the Bar Date Debtors as having potential claims against the Bar Date Debtors' estates but who are not listed on the Schedules;
- (f) all counterparties to the Bar Date Debtors' executory contracts and unexpired leases listed on the Schedules at the addresses stated therein;
- (g) all state attorneys general and state departments of revenue for states in which the Bar Date Debtors conduct business;
- (h) the District Director of Internal Revenue for the Southern District of New York and the Internal Revenue Service in Washington, D.C.;
- (i) the Securities and Exchange Commission (in New York and in Washington, D.C.);
- (j) the United States Attorney for the Southern District of New York and the Department of Justice in Washington, D.C.;
- (k) the Federal Communications Commission; and
- (l) all parties to whom the Debtors are required to give notice pursuant to this court's order dated March 17, 2003 entered in the Initial Debtors' cases, establishing notice procedures (the "Case Management Order").

29. The proposed Bar Date Notice notifies the parties of the Bar Date and contains information regarding who must file a Proof of Claim, the procedure for filing a Proof of Claim, and the consequences of failing to timely file a Proof of Claim.

30. In addition, the Bar Date Debtors propose to supplement the notice of the Bar Date above by publishing a form of the Bar Date Notice, a copy of which is annexed hereto as Exhibit D, as soon as reasonably practicable prior to the Bar Date given relevant publication submission deadlines, in the following publications: (i) once in The New York Times (National Edition) or The Wall Street Journal (National Edition); and (ii) once in major regional

newspapers in Philadelphia, PA, San Diego, CA, Palm Beach, FL, Atlanta, GA, Richmond, VA, and Charleston, SC.

31. The Bar Date Debtors submit that the proposed procedures for providing notice of the Bar Date comply with Bankruptcy Rule 2002(a)(7) and are calculated to give actual and constructive notice of the Bar Date to all parties in interest. Accordingly, the Bar Date Debtors request that this Court find such notice to be proper, fair and adequate.

F. Management of Claims Processing

32. In order to ensure the consistent administration of the claims process in these cases, the Bar Date Debtors propose that BSI receive, docket, maintain, photocopy and transmit proofs of claim in these cases as well as coordinate the processing of proofs of claim with the Clerk's Office.

PROCEDURE

33. The Bar Date Debtors are providing notice of this Motion to: (a) the Office of the United States Trustee for the Southern District of New York; (b) counsel to the agents for the Debtors' prepetition bank lenders; (c) counsel to the agents for the Debtors' postpetition bank lenders; (d) counsel to the official committees appointed in the Initial Debtors' Cases; (e) counsel to Time Warner; (f) counsel to Comcast; (g) the top twenty unsecured creditors of the RME Debtors (on a consolidated basis) and (h) all parties on the Limited Service List, in accordance with this Court's Order entered in the Initial Debtors' Cases on August 9, 2002 limiting service in these cases. The Bar Date Debtors submit that no further notice is necessary or required.

34. Because the authority for the relief requested is referenced herein, the Bar Date Debtors respectfully submit that the requirement of Local Bankruptcy Rule 9013-1(b) that a separate memorandum of law be submitted herewith is satisfied by the Motion itself.

35. No previous request for the relief sought in this Motion has been made to this or any other court.

CONCLUSION

WHEREFORE, the Bar Date Debtors respectfully request that the Court enter an order, substantially in the form annexed hereto as Exhibit A, granting the relief requested hereby and such other and further relief as the Court deems just or proper.

Dated: March 31, 2006
New York, New York

ADELPHIA CABLEVISION ASSOCIATES OF RADNOR, L.P.

By: Olympus MCE I, LLC, as its general partner
By: Adelpia Cablevision, LLC, as its sole member
By: ACC Operations, Inc., as its sole member

By: /s/ Vanessa A. Wittman
Vanessa A. Wittman
Executive Vice President and Chief Financial Officer

ADELPHIA CABLEVISION OF WEST PALM BEACH, LLC

By: Olympus MCE I, LLC, as its sole member
By: Adelpia Cablevision, LLC, as its sole member
By: ACC Operations, Inc., as its sole member

By: /s/ Vanessa A. Wittman
Vanessa A. Wittman
Executive Vice President and Chief Financial Officer

ADELPHIA CABLEVISION OF WEST PALM BEACH II, LLC

By: Olympus MCE I, LLC, as its sole member
By: Adelpia Cablevision, LLC, as its sole member
By: ACC Operations, Inc., as its sole member

By: /s/ Vanessa A. Wittman
Vanessa A. Wittman
Executive Vice President and Chief Financial Officer

CABLEVISION BUSINESS SERVICES, INC.

By: /s/ Vanessa A. Wittman
Vanessa A. Wittman
Executive Vice President and Chief Financial Officer

DESERT HOT SPRINGS CABLEVISION, INC.

By: /s/ Vanessa A. Wittman
Vanessa A. Wittman
Executive Vice President and Chief Financial Officer

HENDERSON COMMUNITY ANTENNA TELEVISION, INC.

By: /s/ Vanessa A. Wittman
Vanessa A. Wittman
Executive Vice President and Chief Financial Officer

HIGHLAND CARLSBAD CABLEVISION, INC.

By: /s/ Vanessa A. Wittman
Vanessa A. Wittman
Executive Vice President and Chief Financial Officer

HIGHLAND CARLSBAD OPERATING SUBSIDIARY, INC.

By: /s/ Vanessa A. Wittman
Vanessa A. Wittman
Executive Vice President and Chief Financial Officer

HIGHLAND PRESTIGE GEORGIA, INC.

By: /s/ Vanessa A. Wittman
Vanessa A. Wittman
Executive Vice President and Chief Financial Officer

HIGHLAND VIDEO ASSOCIATES, L.P.

By: Olympus MCE I, LLC, as its general partner

By: Adelpia Cablevision, LLC, as its sole member

By: ACC Operations, Inc., as its sole member

By: /s/ Vanessa A. Wittman
Vanessa A. Wittman
Executive Vice President and Chief Financial Officer

HILTON HEAD COMMUNICATIONS, L.P.

By: UCA MCE I, LLC, as its general partner

By: Adelpia Cablevision, LLC, as its sole member

By: ACC Operations, Inc., as its sole member

By: /s/ Vanessa A. Wittman

Vanessa A. Wittman

Executive Vice President and Chief Financial Officer

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By: UCA MCE I, LLC, as its general partner

By: Adelpia Cablevision, LLC, as its sole member

By: ACC Operations, Inc., as its sole member

By: /s/ Vanessa A. Wittman

Vanessa A. Wittman

Executive Vice President and Chief Financial Officer

MONTGOMERY CABLEVISION ASSOCIATES, L.P.

By: Olympus MCE I, LLC, as its general partner

By: Adelpia Cablevision, LLC, as its sole member

By: ACC Operations, Inc., as its sole member

By: /s/ Vanessa A. Wittman

Vanessa A. Wittman

Executive Vice President and Chief Financial Officer

PRESTIGE COMMUNICATIONS, INC.

By: /s/ Vanessa A. Wittman

Vanessa A. Wittman

Executive Vice President and Chief Financial Officer

OLYMPUS MCE I, LLC

By: Adelpia Cablevision, LLC, as its sole member

By: ACC Operations, Inc., as its sole member

By: /s/ Vanessa A. Wittman

Vanessa A. Wittman

Executive Vice President and Chief Financial Officer

OLYMPUS MCE II, LLC

By: Adelpia Cablevision, LLC, as its sole member

By: ACC Operations, Inc., as its sole member

By: /s/ Vanessa A. Wittman

Vanessa A. Wittman

Executive Vice President and Chief Financial Officer

CENTURY MCE, LLC

By: Adelpia Cablevision, LLC, as its sole member

By: ACC Operations, Inc., as its sole member

By: /s/ Vanessa A. Wittman

Vanessa A. Wittman

Executive Vice President and Chief Financial Officer

UCA MCE I, LLC

By: Adelpia Cablevision, LLC, as its sole member

By: ACC Operations, Inc., as its sole member

By: /s/ Vanessa A. Wittman

Vanessa A. Wittman

Executive Vice President and Chief Financial Officer

UCA MCE II, LLC

By: Adelpia Cablevision, LLC, as its sole member

By: ACC Operations, Inc., as its sole member

By: /s/ Vanessa A. Wittman

Vanessa A. Wittman

Executive Vice President and Chief Financial Officer

OFE I, LLC

By: Adelpia Cablevision, LLC, as its sole member

By: ACC Operations, Inc., as its sole member

By: /s/ Vanessa A. Wittman

Vanessa A. Wittman

Executive Vice President and Chief Financial Officer

OFE II, LLC

By: Adelpia Cablevision, LLC, as its sole member

By: ACC Operations, Inc., as its sole member

By: /s/ Vanessa A. Wittman

Vanessa A. Wittman

Executive Vice President and Chief Financial Officer

WILLKIE FARR & GALLAGHER LLP

Attorneys for Debtors and

Debtors in Possession

By: /s/ Paul V. Shalhoub

Paul V. Shalhoub (PV-2133)

Marc Abrams (MA-0735)

Shaunna D. Jones (SJ-0084)

787 Seventh Avenue

New York, New York 10019

(212) 728-8000

EXHIBIT A

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

Adelphia Cablevision Associates of Radnor, L.P.,

Debtor.

)
) Chapter 11 Case

)
) Case No. 06-10622 (REG)

Adelphia Cablevision of West Palm Beach, LLC,

Debtor.

)
) Chapter 11 Case

)
) Case No. 06-10623 (REG)

Adelphia Cablevision of West Palm Beach II, LLC,

Debtor.

)
) Chapter 11 Case

)
) Case No. 06-10624 (REG)

Cablevision Business Services, Inc.,

Debtor.

)
) Chapter 11 Case

)
) Case No. 06-10625 (REG)

Century MCE, LLC,

Debtor.

Chapter 11 Case

Case No. 06-10626 (REG)

Desert Hot Springs Cablevision, Inc.,

Debtor.

Chapter 11 Case

Case No. 06-10627 (REG)

Henderson Community Antenna Television, Inc.,

Debtor.

Chapter 11 Case

Case No. 06-10628 (REG)

Highland Carlsbad Cablevision, Inc.,

Debtor.

Chapter 11 Case

Case No. 06-10629 (REG)

Highland Carlsbad Operating Subsidiary, Inc.,

Debtor.

Chapter 11 Case

Case No. 06-10630 (REG)

Highland Prestige Georgia, Inc.,

Debtor.

Chapter 11 Case

Case No. 06-10631 (REG)

Highland Video Associates, L.P., Debtor.	Chapter 11 Case Case No. 06-10632 (REG)
Hilton Head Communications, L.P., Debtor.	Chapter 11 Case Case No. 06-10633 (REG)
Ionian Communications, L.P., Debtor.	Chapter 11 Case Case No. 06-10634 (REG)
Montgomery Cablevision Associates, L.P., Debtor.	Chapter 11 Case Case No. 06-10635 (REG)
Prestige Communications, Inc., Debtor.	Chapter 11 Case Case No. 06-10636 (REG)
OFE I, LLC Debtor.	Chapter 11 Case Case No. 06-10637 (REG)

OFE II, LLC,	Debtor.	Chapter 11 Case Case No. 06-10638 (REG)
Olympus MCE I, LLC,	Debtor.	Chapter 11 Case Case No. 06-10639 (REG)
Olympus MCE II, LLC,	Debtor.	Chapter 11 Case Case No. 06-10640 (REG)
UCA MCE I, LLC,	Debtor.	Chapter 11 Case Case No. 06-10641 (REG)
UCA MCE II, LLC,	Debtor.	Chapter 11 Case Case No. 06-10642 (REG)

ORDER PURSUANT TO BANKRUPTCY RULE 3003(c)(3)
SETTING A FINAL DATE TO FILE PROOFS OF CLAIM

Upon the annexed motion, dated March 31, 2006 (the "Motion"), of the above-captioned debtors and debtors in possession (collectively, the "Bar Date Debtors") for an order pursuant to Rule 3003(c)(3) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") setting a final date for filing certain proofs of claim in the Bar Date Debtors' Cases; and

it appearing that sufficient notice has been given; and no other notice being necessary; and it appearing that the requested relief in the Motion is in the best interests of the Bar Date Debtors and their estates and creditors; and after due deliberation and sufficient cause appearing therefore, it is

ORDERED, that all capitalized terms used but not defined herein have the meanings given them in the Motion; and it is further

ORDERED, that except as otherwise provided herein, all persons and entities, (including, without limitation, individuals, partnerships, corporations, joint ventures, trusts and governmental units) that assert a Prepetition Claim against any of the Bar Date Debtors shall file and serve a proof of such claim in writing so that it is received on or before 5:00 p.m. (Prevailing Eastern Time) on May 1, 2006 (the "Bar Date"); and it is further

ORDERED, that the following procedures for the filing of Proofs of Claim shall apply:

- (a) Proofs of claim must conform substantially to Form No. 10 of the Official Bankruptcy Forms;
- (b) Proofs of claim shall be filed and served as follows:

if by regular mail

Adelphia Communications Corp.
Claims Processing Center
P.O. Box 5059
Bowling Green Station
New York, NY 10274-5059

if by overnight mail or messenger

Adelphia Communications Corp.
Claims Processing Center
c/o United States Bankruptcy Court
Southern District of New York
One Bowling Green

New York, NY 10004-1408;

- (c) Proofs of claim will be deemed filed only when actually received by the Claims Processing Center on or before the Bar Date;
- (d) Proofs of claim must (i) be signed, (ii) include supporting documentation (if voluminous, attach a summary), or an explanation as to why documentation is not available, (iii) be in the English language, and (iv) be denominated in United States currency;
- (e) Proofs of claim must specify the name and case number of the Bar Date Debtor against which the claim is filed. If a party asserts a claim against more than one Bar Date Debtor or has claims against multiple Bar Date Debtors, a separate proof of claim form must be filed with respect to each Bar Date Debtor against which the holder asserts a claim;
- (f) The Claims Processing Center will not accept Proofs of Claim sent by facsimile, telecopy, or electronic mail transmission; and
- (g) The Claims Processing Center will not accept Proofs of Claim asserted against any Debtor that is not a Bar Date Debtor.

; and it is further

ORDERED, that the following persons or entities are not required to file Proofs of Claim on behalf of Prepetition Claims:

- (a) any person or entity that has already properly filed, with the Clerk's Office, a proof of claim against the correct Bar Date Debtor(s) utilizing a claim form that substantially conforms to Official Form No. 10;
- (b) any person or entity (i) whose claim is listed on the Schedules, (ii) whose claim is not described as "disputed," "contingent," or "unliquidated," (iii) who does not dispute the specific Bar Date Debtor against which such person's or entity's claim is listed, and (iv) who does not dispute the amount or type (i.e., secured, priority unsecured or non-priority unsecured) of the claim for such person or entity as set forth in the Schedules;
- (c) claims previously allowed by order of the Court entered on or before the Bar Date;
- (d) claims that have been paid;
- (e) claims of any of the Debtors against a Bar Date Debtor;

- (f) claims against an Initial Debtor but not against a Bar Date Debtor;
- (g) claims held by current officers and directors of the Bar Date Debtors that arose in connection with such officers' and directors' positions with the Bar Date Debtors; and
- (h) any claims of subscribers or other customers of the Bar Date Debtors (i) on account of customer deposits for services provided by the Bar Date Debtors, or (ii) arising in the ordinary course of business; and it is further

ORDERED, that each of the following Administrative Agents under the applicable Co-Borrowing Facility explicitly is authorized to file a Master Proof of Claim on behalf of each and all lenders under such agreements for claims for principal, interest, fees, attorneys fees, costs, expenses and other contractual obligations owing to such lenders (including their agents, arrangers, managers and representatives) under:

- Olympus Co-Borrowing Facility. That certain credit facility dated September 28, 2001, between and among certain of the Debtors, including certain Bar Date Debtors, Bank of Montreal, as administrative agent, and the financial institutions party thereto (as amended, modified, supplemented and restated).
- Century Co-Borrowing Facility. That certain credit facility dated April 14, 2000, between and among certain of the Debtors, including certain Bar Date Debtors, Bank of America, N.A. and The Chase Manhattan Bank, as co-administrative agents, and the financial institutions party thereto (as amended, modified, supplemented and restated); and
- UCA/HHC Co-Borrowing Facility. That certain credit facility dated May 6, 1999, between and among certain of the Debtors, including certain Bar Date Debtors, Wachovia Bank, N.A., as administrative agent, and the financial institutions party thereto (as amended, modified, supplemented and restated).

; and it is further

ORDERED, that each Master Proof of Claim filed by the applicable Administrative Agent shall be deemed filed in the case of each Bar Date Debtor that is expressly identified in the Master Proof of Claim as having any alleged liability in connection therewith, without the need to file separate proofs of claim in any of such other Bar Date Debtors' Cases,

and no Administrative Agent shall be required to attach supporting documentation with respect to the Master Proof of Claim; and it is further

ORDERED, that any holder of a claim respecting an Agreement of a Bar Date Debtor that relates solely to damages that may arise if such Agreement were rejected by the applicable Bar Date Debtor, which Agreement was not effectively assigned by the respective Bar Date Debtor prior to the Petition Date, shall be required to file a claim for such damages by the later of: (a) the date provided in any order authorizing the Bar Date Debtor to reject such Agreement or, if no such date is provided, then thirty (30) days after the date of service of any such order by the Bar Date Debtors to the counter-party to the then-rejected executory contract or lease; and (b) the Bar Date; and it is further

ORDERED, that, except as otherwise set forth in the following decretal paragraph, any holder of a claim for indemnification, whether such claim arises pursuant to a contract, agreement, the by-laws or articles of incorporation of or otherwise involving any of the Bar Date Debtors, or by statute, law or otherwise, must file a proof of claim with respect to such indemnification claim on or before the Bar Date or such holder shall be forever barred, estopped and enjoined in the same manner as other claims set forth herein; and it is further

ORDERED, that notwithstanding the foregoing, current officers and directors of the Bar Date Debtors that hold claims for indemnification that arose in connection with such officers' and directors' positions with the Bar Date Debtors are not required to file a proof of claim with respect to such indemnification claim; and it is further

ORDERED, that if the Bar Date Debtors amend or supplement the Schedules subsequent to the entry of this Order, the Bar Date Debtors shall give written notice of any amendment or supplement to the holders of claims affected thereby, and such holders shall be

afforded twenty-five (25) days from the date of such notice to file proofs of claim in respect of their claims or be barred from doing so, provided they are given notice of such deadline; and it is further

ORDERED, that nothing in this Order shall prejudice the right of the Bar Date Debtors or any other party in interest to dispute or assert offsets, recoupment rights or defenses to any claim reflected in the Schedules or assert any defenses related to substantive consolidation, equitable subordination and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and other relevant nonbankruptcy laws to recover assets or avoid transfers or any other defenses to any claim therein as to amount, liability or classification; and it is further

ORDERED, that nothing in this Motion or Order shall prejudice the Debtors' right to assert that (a) any creditor of a Supplemental Notice Debtor received actual notice of the Original Bar Date, and (b) any creditor of a Supplemental Notice Debtor that did not receive actual notice of the Original Bar Date received adequate notice of the Original Bar Date through the Publication Notice, and (c) any such creditor's claim, if not timely filed in accordance with the Original Bar Date Order, is barred by operation of such order.

ORDERED, that pursuant to Bankruptcy Rule 3003(c)(2), the Bar Date Debtors have the right not to solicit and/or treat as a creditor for voting and distribution purposes all holders of claims that fail to comply strictly with this Order by timely filing a proof of claim in appropriate form, unless explicitly excepted from filing such claim herein; and it is further

ORDERED, that a copy of the notice substantially in the form annexed to the Motion as Exhibit C is approved and shall be deemed adequate and sufficient if served by first-class mail at least twenty-five (25) days prior to the Bar Date on:

- (a) the U.S. Trustee;
- (b) attorneys for the Debtors' postpetition lenders;
- (c) each member of the official committees appointed in the Initial Debtors' Cases and the attorneys for such committees;
- (d) all known holders of claims listed on the Schedules at the addresses stated therein;
- (e) all parties known to the Bar Date Debtors as having potential claims against the Bar Date Debtors' estates but who are not listed on the Schedules;
- (f) all counterparties to the Bar Date Debtors' executory contracts and unexpired leases listed on the Schedules at the addresses stated therein;
- (g) all state attorneys general and state departments of revenue for states in which the Bar Date Debtors conduct business;
- (h) the District Director of Internal Revenue for the Southern District of New York and the Internal Revenue Service in Washington, D.C.;
- (i) the Securities and Exchange Commission (in New York and in Washington, D.C.);
- (j) the United States Attorney for the Southern District of New York and the Department of Justice in Washington, D.C.;
- (k) the Federal Communications Commission; and
- (l) all parties to whom the Initial Debtors are required to give notice pursuant to the Case Management Order

; and it is further

ORDERED, that with regard to those holders of claims listed on the Schedules, the Bar Date Debtors shall mail (a) a Bar Date Notice, substantially in the form annexed to the Motion as Exhibit C, and (b) one or more Proofs of Claim and Proof of Claim Attachments (as appropriate) substantially in the form annexed to the Motion as Exhibit B, which notice is hereby approved and shall be deemed good, adequate and sufficient notice of the Bar Date; and it is further

ORDERED, that pursuant to Bankruptcy Rule 2002(f), the Bar Date Debtors shall publish notice of the Bar Date in substantially the form annexed to the Motion as Exhibit D once in (a) The New York Times (National Edition) or The Wall Street Journal (National Edition); and (b) once in major regional newspapers in Philadelphia, PA, San Diego, CA, Palm Beach, FL, Atlanta, GA, Richmond, VA, and Charleston, SC; and it is further

ORDERED, that the Bar Date Debtors and BSI are authorized and empowered to take such steps, pay such sums, and perform such acts as may be necessary to implement and effectuate the terms of this Order; and it is further

ORDERED, that entry of this Order is without prejudice to the right of the Bar Date Debtors to seek a further order of this Court fixing a date by which holders of the Excluded Claims established herein must file proofs of such claims or interests or be barred from doing so; and it is further

ORDERED, that, except as explicitly provided herein, any creditor who is required but fails to file a proof of claim in accordance with this Order on or before the Bar Date (or such other date established hereby), including, but not limited to, asserting such creditor's claim against the correct Bar Date Debtor, shall be forever barred, estopped and enjoined from asserting such claim against any of the Debtors (or filing a proof of claim with respect thereto), and the Debtors and their respective property shall be forever discharged from any and all indebtedness or liability with respect to such claim. The Bar Date Debtors' right not to solicit and/or count such holder's vote, on account of such claim, on any plan or participate in any distribution in the Bar Date Debtors' Cases is reserved; and it is further

ORDERED, that the provisions of this Order apply to all claims of whatever character against the Bar Date Debtors or their property, whether secured or unsecured, liquidated or unliquidated, fixed or contingent; and it is further

ORDERED, that to the extent a holder of a claim against the Initial Debtors is barred or estopped from asserting such claim against such Debtors, whether pursuant to the Original Bar Date Order, applicable law or otherwise, the provisions of this Order shall not affect such prohibition; and it is further

ORDERED, that this Court shall retain jurisdiction with respect to all matters arising from or relating to this Order.

Dated: New York, New York
_____, 2006

HONORABLE ROBERT E. GERBER
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B
Form of Proof of Claim

PROOF OF CLAIM

Name of Debtor Against Which Claim is Held	Case No. of Debtor
--	--------------------

NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.

THIS SPACE IS FOR COURT USE ONLY

Name and address of Creditor : (and name and address where notices should be sent if different from Creditor)

Telephone number:

- Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.
- Check box if you have never received any notices from the bankruptcy court in this case.
- Check box if the address differs from the address on the envelope sent to you by the court.

Account or other number by which creditor identifies debtor:

Check here if this claim:

replaces amends a previously filed claim, dated: _____

1. Basis for Claim

- Goods sold
- Services performed
- Money loaned
- Personal injury/wrongful death
- Taxes
- Other _____ (explain)

- Retiree benefits as defined in 11 U.S.C. § 1114(a)
- Wages, salaries, and compensation (fill out below)

Last Four Digits of your SS#: _____

Unpaid compensation for services performed from _____ (date) to _____ (date)

2. Date debt was incurred:

3. If court judgment, date obtained:

4. Total Amount of Claim at Time Case Filed: \$ _____ (unsecured nonpriority) + _____ (secured) + _____ (unsecured priority) = _____ (Total)

If all or part of your claim is secured or entitled to priority, also complete Item 5 or 7 below.

Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.

5. Secured Claim.

Check this box if your claim is secured by collateral (including a right of setoff).

Brief Description of Collateral:

- Real Estate Motor Vehicle
- Other _____

Value of Collateral: \$ _____

Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____

7. Unsecured Priority Claim.

Check this box if you have an unsecured priority claim

Amount entitled to priority \$ _____

Specify the priority of the claim:

- Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(1).
- Wages, salaries or commissions (up to \$10,000), earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4).
- Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).
- Up to \$2,225 of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7).
- Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).
- Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(_____).

6. Unsecured Nonpriority Claim: \$ _____

Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or c) none or only part of your claim is entitled to priority.

8. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.

9. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien.

DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.

10 Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.

THIS SPACE IS FOR COURT USE ONLY

Date _____ Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any):

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In particular types of cases or circumstances such as bankruptcy cases that are not filed voluntarily by a debtor, there may be exceptions to these general rules.

DEFINITIONS

Debtor

The person, corporation, or other entity that has filed a bankruptcy case is called the debtor.

Creditor

A creditor is any person, corporation, or other entity to whom the debtor owed a debt on the date that the bankruptcy case was filed.

Proof of Claim

A form filed with the clerk of the bankruptcy court where the bankruptcy case was filed, to tell the bankruptcy court how much the debtor owed a creditor at the time the bankruptcy case was filed (the amount of the creditor's claim). This form must be filed with the clerk of the bankruptcy court where the bankruptcy case was filed.

Secured Claim

A claim is a secured claim if the creditor has a lien on property of the debtor (collateral) that gives the creditor the right to be paid from that property before creditors who do not have liens on the property.

Examples of liens are a mortgage on real estate and a security interest in a car, truck, boat, television set or other item of property. A lien may have been obtained through a court proceeding before the bankruptcy case began. In some states a court judgment is a lien. In addition, to the extent a creditor also owes money to the debtor (has a right of setoff), the creditor's claim may be a secured claim. (See also *Unsecured Claim*)

Unsecured Claim

If a claim is not a secured claim it is an unsecured claim. A claim may be partly secured and partly unsecured if the property on which a creditor has a lien is not worth enough to pay the creditor in full.

Unsecured Priority Claim

Certain types of unsecured claims are given priority, so they are to be paid in bankruptcy cases before most other unsecured claims (if there is sufficient money or property available to pay these claims). The most common types of priority claims are listed on the proof of claim form. Unsecured claims that are not specifically given priority status by the bankruptcy laws are classified as *Unsecured Nonpriority Claims*.

Items to be completed in Proof of Claim form (if not already filled in)

Court, Name of Debtor and Case Number:

Fill in the name of the federal judicial district where the bankruptcy case was filed (for example, Central District of California), the name of the debtor in the bankruptcy case, and the bankruptcy case number. If you received a notice of the case from the court, all of this information is near the top of the notice.

Information about Creditor:

Complete the section giving the name, address, and telephone number of the creditor to whom the debtor owes money or property, and the debtor's account number, if any. If anyone else has already filed a proof of claim relating to this debt, if you never received notices from the bankruptcy court about this case, if your address differs from that to which the court sent notice, or if this proof of claim replaces or changes a proof of claim that was already filed, check the appropriate box on the form.

1. Basis for Claim:

Check the type of debt for which the proof of claim is being filed. If the type of debt is not listed, check "Other" and briefly describe the type of debt. If you were an employee of the debtor, fill in your social security number and the dates of work for which you were not paid.

2. Date Debt Incurred:

Fill in the date when the debt first was owed by the debtor.

3. Court Judgments:

If you have a court judgment for this debt, state the date the court entered the judgment.

4. Total Amount of Claim at Time Case Filed:

Fill in the applicable amounts, including the total amount of the entire claim. If interest or other charges in addition to the principal amount of claim are included, check the appropriate place on the form and attach an itemization of the interest and charges.

5. Secured Claim:

Check the appropriate place if the claim is a secured claim. You must state the type and value of the property that is collateral for the claim, attach copies of the documentation of your lien, and state the amount past due on the claim as of the date the bankruptcy case was filed. A claim may be partly secured and partly unsecured. (See DEFINITIONS, above).

6. Unsecured Nonpriority Claim:

Check the appropriate place if you have an unsecured nonpriority claim, sometimes referred to as a "general unsecured claim". (See DEFINITIONS, above.) If your claim is partly secured and partly unsecured, state here the amount that is unsecured. If part of your claim is entitled to priority, state here the amount **not** entitled to priority.

7. Unsecured Priority Claim:

Check the appropriate place if you have an unsecured priority claim, and state the amount entitled to priority. (See DEFINITIONS, above.) A claim may be partly priority and partly nonpriority if, for example, the claim is for more than the amount given priority by the law. Check the appropriate place to specify the type of priority claim.

8. Credits:

By signing this proof of claim, you are stating under oath that in calculating the amount of your claim you have given the debtor credit for all payments received from the debtor.

9. Supporting Documents:

You must attach to this proof of claim form copies of documents that show the debtor owes the debt claimed or, if the documents are too lengthy, a summary of those documents. If documents are not available, you must attach an explanation of why they are not available.

ATTACHMENT TO PROOF OF CLAIM FORM

Name of Bar Date Debtor	Case Number	Tax ID No.	Amount of Claim	Type of Claim (secured/priority unsecured/nonpriority unsecured)	Nature of Claim (contingent, unliquidated, disputed)
Adelphia Cablevision Associates of Radnor, L.P.	06-10622 (REG)	25-1708598			
Adelphia Cablevision of West Palm Beach, LLC	06-10623 (REG)	23-3057441			
Adelphia Cablevision of West Palm Beach II, LLC	06-10624 (REG)	23-3057440			
Cablevision Business Services, Inc.	06-10625 (REG)	33-0632721			
Century MCE, LLC	06-10626 (REG)	59-3825663			
Desert Hot Springs Cablevision, Inc.	06-10627 (REG)	84-0801585			
Henderson Community Antenna Television, Inc.	06-10628 (REG)	25-1758924			
Highland Carlsbad Cablevision, Inc.	06-10629 (REG)	25-1877734			
Highland Carlsbad Operating Subsidiary, Inc.	06-10630 (REG)	84-0751473			
Highland Prestige Georgia, Inc.	06-10631 (REG)	25-1859580			
Highland Video Associates, L.P.	06-10632 (REG)	25-1465493			
Hilton Head Communications, L.P.	06-10633 (REG)	25-1754589			
Ionian Communications, L.P.	06-10634 (REG)	25-1672619			
Montgomery Cablevision Associates, L.P.	06-10635 (REG)	23-2319348			
Prestige Communications, Inc.	06-10636 (REG)	58-1079932			

Name of Bar Date Debtor	Case Number	Tax ID No.	Amount of Claim	Type of Claim (secured/priority unsecured/nonpriority unsecured)	Nature of Claim (contingent, unliquidated, disputed)
OFE I, LLC	06-10637 (REG)	59- 3825813			
OFE II, LLC	06-10638 (REG)	59- 3825815			
Olympus MCE I, LLC	06-10639 (REG)	59- 3825801			
Olympus MCE II, LLC	06-10640 (REG)	59- 3825812			
UCA MCE I, LLC	06-10641 (REG)	59- 3825665			
UCA MCE II, LLC	06-10642 (REG)	59- 3825670			
ACC Holdings II, LLC	02-41955 (REG)	N/A			
ACC Investment Holdings, Inc.	02-41957 (REG)	25- 1836827			
ACC Operations, Inc.	02-41956 (REG)	25- 1837384			

EXHIBIT C
MAILING NOTICE

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	)	Chapter 11 Cases
Adelphia Communications Corporation, <u>et al.</u>,	)	Case No. 02-41729 (REG)
Debtors.	)	Jointly Administered

**NOTICE OF DEADLINE REQUIRING FILING OF PROOFS OF CLAIM ON OR
BEFORE MAY 1, 2006 AT 5:00 P.M. (PREVAILING EASTERN TIME)**

**TO ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST ANY OF THE BAR
DATE DEBTOR ENTITIES LISTED ON EXHIBIT A ANNEXED HERETO:**

The United States Bankruptcy Court for the Southern District of New York has entered an Order (the "Bar Date Order") establishing **May 1, 2006 at 5:00 p.m. (Prevailing Eastern Time)** (the "Bar Date") as the last date for each person or entity (including individuals, partnerships, corporations, joint ventures, trusts and governmental units) to file a proof of claim against any of the debtors listed on Exhibit A annexed hereto (the "Bar Date Debtors"). The Bar Date Debtors are affiliates of Adelphia Communication Corporation ("ACC" and, together with certain of its subsidiaries that commenced chapter 11 cases on June 10, 2002, June 25, 2002, October 6, 2005 and November 15, 2005 (the "Initial Debtors" and, together with the Bar Date Debtors, the "Debtors").

The Bar Date and the procedures set forth below for filing proofs of claim apply to all claims (the "Prepetition Claims") against a Bar Date Debtor which arose on or prior to the date such Bar Date Debtor filed its chapter 11 petition (as set forth on Exhibit hereto, the "Petition Date"), except for those holders of the claims listed in Section 4 below that are specifically excluded from the Bar Date filing requirement.

1. WHO MUST FILE A PROOF OF CLAIM

If you do not file a valid proof of claim, the Bar Date Debtors reserve the right not to solicit and/or count your vote on the Debtors' Fourth Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated November 21, 2005 (as the same may be amended and/or modified) and filed by the Initial Debtors (or any plan in the Bar Date Debtors' cases) or to share in distributions from the Bar Date Debtors' bankruptcy estates if you have a claim against one or more of the Bar Date Debtors that arose prior to the applicable Petition Date, and is not one of the types of claims described in Section 4 below. Prepetition Claims based on acts or omissions of the Bar Date Debtors that occurred before the Petition Date must be filed on or

prior to the Bar Date, even if such claims are not now fixed, liquidated or certain or did not mature or become fixed, liquidated or certain before the Petition Date.

Under section 101(5) of title 11 of the United States Code (the "Bankruptcy Code") and as used in this Notice, the word "claim" means: (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

2. WHAT TO FILE

The Bar Date Debtors have enclosed a proof of claim form for use in these cases; if your Prepetition Claim is scheduled by the Bar Date Debtors, the attachment to the form also sets forth the amount and type of your claim as scheduled by the Bar Date Debtors, the specific Bar Date Debtor against which the claim is scheduled and whether the claim is scheduled as disputed, contingent or unliquidated. You may receive a different proof of claim form for each claim scheduled in your name by the Bar Date Debtors. You may utilize the proof of claim form(s) provided by the Bar Date Debtors to file your claim. Additional proof of claim forms may be obtained at www.uscourts.gov/bankform/formb10new.pdf. If you disagree with any of the information set forth on the attachment to the proof of claim, including, without limitation, the amount or type of the claim set forth therein or the attachment states, as to a particular claim, that such claim is scheduled as contingent, disputed or unliquidated, you are required to file a proof of claim identifying each Bar Date Debtor against which you are asserting a claim and the amount and type of such claim.

All proof of claim forms must be **signed** by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. It must be written in English and be denominated in United States currency. You should attach to your completed proof of claim any documents on which the claim is based (if voluminous, attach a summary) or an explanation as to why the documents are not available.

Any holder of a claim against more than one Bar Date Debtor must file a separate proof of claim with respect to each such Bar Date Debtor and all holders of claims must identify on their proof of claim the specific Bar Date Debtor against which their claim is asserted and the case number of that Bar Date Debtor's bankruptcy case. A list of the names of the Bar Date Debtors and their case numbers is attached to this Notice.

3. WHEN AND WHERE TO FILE

Except as provided for herein, all proofs of claim must be filed **so as to be received on or before May 1, 2006 at 5:00 p.m. (Prevailing Eastern Time)** at the following address:

IF SENT BY MAIL

Adelphia Communications Corp.
Claims Processing Center
P.O. Box 5059
Bowling Green Station
New York, NY 10274-

IF DELIVERED BY HAND OR OVERNIGHT COURIER

Adelphia Communications Corp.
Claims Processing Center
c/o United States Bankruptcy Court
Southern District of New York
One Bowling Green
New York, NY 10004-1408

Proofs of claim will be deemed filed only when received by the Claims Processing Center on or before the Bar Date. Proofs of Claim may not be delivered by facsimile, telecopy or electronic mail transmission. In addition, the Claims Processing Center will not accept any proofs of claim asserted against an Initial Debtor.

4. WHO NEED NOT FILE A PROOF OF CLAIM

You do not need to file a proof of claim on behalf of a Prepetition Claim on or prior to the Bar Date if you are:

- (a) any person or entity that has already properly filed, with the Clerk of the United States Bankruptcy Court for the Southern District of New York, a proof of claim against the correct Bar Date Debtor(s) utilizing a claim form that substantially conforms to Official Form No. 10;
- (b) any person or entity (i) whose claim is listed on the Schedules, (ii) whose claim is not described as "disputed," "contingent," or "unliquidated," (iii) who does not dispute the specific Bar Date Debtor against which such person's or entity's claim is listed, and (iv) who does not dispute the amount or type (*i.e.*, secured, priority unsecured or non-priority unsecured) of the claim for such person or entity as set forth in the Schedules;
- (c) any person or entity holding a claim previously allowed by order of the Court entered on or before the Bar Date;
- (d) any person or entity holding a claim that has been paid;
- (e) a Debtor holding or wishing to assert a claim against a Bar Date Debtor;
- (f) any person or entity holding claims against an Initial Debtor but not against a Bar Date Debtor;

- (g) current officers and directors of the Bar Date Debtors holding claims that arose in connection with such officers' and directors' positions with the Bar Date Debtors; or
- (h) a subscriber or customer of the Bar Date Debtors holding any claims (a) on account of customer deposits for services provided by the Bar Date Debtors, or (b) arising in the ordinary course of business.

This Notice is being sent to many persons and entities that have had some relationship with or have done business with the Bar Date Debtors but may not have an unpaid claim against a Bar Date Debtor. The fact that you have received this Notice does not necessarily mean that you have a claim against a Bar Date Debtor.

5. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

If you have a claim arising out of the rejection of an executory contract or unexpired lease that relates solely to damages that may arise if such executory contract or lease were rejected by a Bar Date Debtor and such executory contract or unexpired lease was not effectively assigned by the Bar Date Debtor prior to the Petition Date, you must file a proof of claim for such damages by the later of: (a) the date provided in any order authorizing the Bar Date Debtor to reject such agreement or, if no such date is provided, then thirty (30) days after the date of service of any such order by the Bar Date Debtors to the counter-party to the then-rejected executory contract or lease; and (b) the Bar Date.

Notwithstanding the foregoing, any holder of a claim for indemnification, whether such claim arises pursuant to a contract, agreement, the by-laws or articles of incorporation of or otherwise involving any of the Bar Date Debtors, or by statute, law or otherwise, must file a proof of claim with respect to such indemnification claim on or before the Bar Date or such holder shall be forever barred, estopped and enjoined in the same manner as other claims set forth herein.

Notwithstanding the foregoing, current officers and directors of the Bar Date Debtors that hold claims for indemnification that arose in connection with such officers' and directors' positions with the Bar Date Debtors are not required to file a proof of claim with respect to such indemnification claim.

6. CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM BY THE BAR DATE

ANY HOLDER OF A CLAIM THAT IS NOT EXCEPTED FROM THE REQUIREMENTS OF THIS ORDER, AS SET FORTH IN SECTION 4 ABOVE, AND THAT FAILS TO TIMELY FILE A PROOF OF CLAIM IN THE APPROPRIATE FORM WILL BE FOREVER BARRED, ESTOPPED AND ENJOINED FROM ASSERTING SUCH CLAIM AGAINST THE BAR DATE DEBTORS AND THEIR CHAPTER 11 ESTATES, FROM VOTING ON ANY PLAN OF REORGANIZATION FILED IN THEIR CASES, AND FROM PARTICIPATING IN ANY DISTRIBUTION IN THE BAR DATE DEBTORS' CASES ON ACCOUNT OF SUCH CLAIM.

NOTHING IN THE BAR DATE ORDER SHALL PREJUDICE THE DEBTORS RIGHT TO ARGUE THAT THE CLAIM OF A CREDITOR OF A BAR DATE DEBTOR THAT IS AN INITIAL DEBTOR IS BARRED BECAUSE SUCH CREDITOR RECEIVED (A) ACTUAL NOTICE OF A PREVIOUSLY ORDERED BAR DATE (EACH, AN "ORIGINAL BAR DATE") ESTABLISHED IN SUCH SUPPLEMENTAL NOTICE DEBTORS' CASE AND/OR (B) ADEQUATE NOTICE OF THE ORIGINAL BAR DATE THROUGH PUBLICATION NOTICE.

ANY HOLDER OF A CLAIM THAT FAILS TO FILE SUCH CLAIM AGAINST THE CORRECT BAR DATE DEBTOR SHALL BE FOREVER BARRED, ESTOPPED AND ENJOINED FROM ASSERTING SUCH CLAIM AGAINST ANY OF THE OTHER DEBTORS, AND THE DEBTORS AND THEIR RESPECTIVE PROPERTY SHALL BE FOREVER DISCHARGED FROM ANY AND ALL INDEBTEDNESS OR LIABILITY WITH RESPECT TO SUCH CLAIM, AND THE BAR DATE DEBTORS RESERVE THE RIGHT NOT TO SOLICIT AND/OR COUNT SUCH HOLDER'S VOTE ON ANY PLAN IN THE BAR DATE DEBTORS' CASES OR PARTICIPATE IN ANY DISTRIBUTION IN THE BAR DATE DEBTORS' CHAPTER 11 CASES.

ANY HOLDER OF A CLAIM AGAINST AN INITIAL DEBTOR THAT IS BARRED OR ESTOPPED FROM ASSERTING SUCH CLAIM AGAINST AN INITIAL DEBTOR MAY NOT FILE SUCH CLAIM AGAINST THE BAR DATE DEBTORS.

7. THE BAR DATE DEBTORS' SCHEDULES AND ACCESS THERETO

You may be listed as the holder of a claim against one or more of the Bar Date Debtors in the Bar Date Debtors' Schedules of Assets and Liabilities (as applicable, the "Schedules").

To determine if and how you are listed on the Schedules, please refer to the descriptions set forth on the enclosed proof of claim forms regarding the amount, type (i.e., secured, priority unsecured or non-priority unsecured) and nature (i.e., contingent, disputed, or unliquidated) of your claim(s). If the Bar Date Debtors believe that you hold claims against more than one Bar Date Debtor, you will receive multiple proof of claim forms, each of which will reflect the amount, type and nature of your claim against one Bar Date Debtor, as listed in the Schedules.

If you rely on either the Bar Date Debtors' Schedules or the attachment hereto, it is your responsibility to determine that the claim is accurately listed. If you agree with the amount and type of your claim as listed in either the Bar Date Debtors' Schedules or the attachment hereto, and if you do not dispute that your claim is only against the Bar Date Debtor specified by the Bar Date Debtors, and if your claim is not described as "disputed," "contingent," or "unliquidated," you need not file a proof of claim. Otherwise, if you decide to file a proof of claim, you must do so before the Bar Date in accordance with the procedures set forth in this Notice.

Copies of the Bar Date Debtors' Schedules are available for inspection at http://www.adelphia.com/about/sofa_faqs.cfm. Copies of the Bar Date Debtors' Schedules also are available on the Court's Internet Website at <http://www.nysb.uscourts.gov>. A login and password to the Court's Public Access to Electronic Court Records ("PACER") are required to access this information and can be obtained through the PACER Service Center at

<http://www.pacer.psc.uscourts.gov>. Copies of the Schedules may also be examined between the hours of 8:30 A.M. and 5:00 P.M., Monday through Friday at the Office of the Clerk of the Bankruptcy Court, One Bowling Green, Room 511, New York, New York 10004-1408 or online at <http://www.bsillc.com>. Copies of the Schedules may also be obtained by written request (at your cost) to the Bar Date Debtors' Claims Agent at the following address and telephone number:

Bankruptcy Services, LLC
757 Third Avenue, Third Floor
New York, NY 10017
(646) 282-2500

A holder of a possible claim against the Bar Date Debtors should consult an attorney regarding any matters not covered by this notice, such as whether the holder should file a proof of claim.

Dated: New York, New York
_____, 2006

BY ORDER OF THE COURT

WILLKIE FARR & GALLAGHER LLP
Attorneys for the Debtors and Debtors in Possession
787 Seventh Avenue
New York, New York 10019
(212) 728-8000

EXHIBIT TO MAILING NOTICE

Name of Debtor	Case Number	Petition Date	Tax ID Number
Adelphia Cablevision Associates of Radnor, L.P.	06-10622 (REG)	3/31/06	25-1708598
Adelphia Cablevision of West Palm Beach, LLC <i>f/k/a Comcast Cablevision of West Palm Beach, LLC</i>	06-10623 (REG)	3/31/06	23-3057441
Adelphia Cablevision of West Palm Beach II, LLC <i>f/k/a Comcast Cablevision of West Palm Beach II, LLC</i>	06-10624 (REG)	3/31/06	23-3057440
Cablevision Business Services, Inc.	06-10625 (REG)	3/31/06	33-0632721
Century MCE, LLC	06-10626 (REG)	3/31/06	59-3825663
Desert Hot Springs Cablevision, Inc.	06-10627 (REG)	3/31/06	84-0801585
Henderson Community Antenna Television, Inc.	06-10628 (REG)	3/31/06	25-1758924
Highland Carlsbad Cablevision, Inc.	06-10629 (REG)	3/31/06	25-1877734
Highland Carlsbad Operating Subsidiary, Inc. <i>f/k/a Daniels Cablevision, Inc.</i>	06-10630 (REG)	3/31/06	84-0751473
Highland Prestige Georgia, Inc.	06-10631 (REG)	3/31/06	25-1859580
Highland Video Associates, L.P.	06-10632 (REG)	3/31/06	25-1465493
Hilton Head Communications, L.P.	06-10633 (REG)	3/31/06	25-1754589
Ionian Communications, L.P.	06-10634 (REG)	3/31/06	25-1672619
Montgomery Cablevision Associates, L.P.	06-10635 (REG)	3/31/06	23-2319348
Prestige Communications, Inc.	06-10636 (REG)	3/31/06	58-1079932

Name of Debtor	Case Number	Petition Date	Tax ID Number
OFE I, LLC	06-10637 (REG)	3/31/06	59-3825813
OFE II, LLC	06-10638 (REG)	3/31/06	59-3825815
Olympus MCE I, LLC	06-10639 (REG)	3/31/06	59-3825801
Olympus MCE II, LLC	06-10640 (REG)	3/31/06	59-3825812
UCA MCE I, LLC	06-10641 (REG)	3/31/06	59-3825665
UCA MCE II, LLC	06-10642 (REG)	3/31/06	59-3825670
ACC Holdings II, LLC	02-41955 (REG)	6/25/02	N/A
ACC Investment Holdings, Inc.	02-41957 (REG)	6/25/02	25-1836827
ACC Operations, Inc.	02-41956 (REG)	6/25/02	25-1837984

EXHIBIT D

PUBLICATION NOTICE

UNITED STATES BANKRUPTCY COURT A LIST OF APPLICABLE DEBTORS AND
THEIR
SOUTHERN DISTRICT OF NEW YORK CASE NUMBERS IS SET FORTH BELOW

In re	)	Chapter 11 Cases
Adelphia Communications Corporation, <u>et al.</u>,	)	Case No. 02-41729
Debtors.	)	Jointly Administered

**NOTICE OF DEADLINE FOR FILING OF PROOFS OF CLAIM
MAY 1, 2006 AT 5:00 P.M. (PREVAILING EASTERN TIME)**

TO ALL CREDITORS OF THE DEBTORS AND DEBTORS IN POSSESSION LISTED BELOW:

PLEASE TAKE NOTICE that on the date specified in the below table (as applicable, the "Petition Date"), the debtors and debtors in possession listed below (collectively, the "Bar Date Debtors"), each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York (the "Court"). The Bar Date Debtors are affiliates of Adelphia Communication Corporation and its subsidiaries whose chapter 11 cases commenced on June 10, 2002, June 25, 2002, October 6, 2005 and November 15, 2005 (collectively, the "Initial Debtors") and, together with the Bar Date Debtors, the "Debtors"). Set forth below for each Bar Date Debtor are the names under which each Bar Date Debtor has conducted business, its respective case numbers and applicable Petition Date:

Name of Debtor	Case Number	Tax ID Number	Petition Date
Adelphia Cablevision Associates of Radnor, L.P.	06-10622 (REG)	25-1708598	3/31/06
Adelphia Cablevision of West Palm Beach, LLC <i>f/k/a Comcast Cablevision of West Palm Beach,</i> LLC	06-10623 (REG)	23-3057441	3/31/06

Name of Debtor	Case Number	Tax ID Number	Petition Date
Adelphia Cablevision of West Palm Beach II, LLC <i>f/k/a Comcast Cablevision of West Palm Beach II, LLC</i>	06-10624 (REG)	23-3057440	3/31/06
Cablevision Business Services, Inc.	06-10625 (REG)	33-0632721	3/31/06
Century MCE, LLC	06-10626 (REG)	59-3825663	3/31/06
Desert Hot Springs Cablevision, Inc.	06-10627 (REG)	84-0801585	3/31/06
Henderson Community Antenna Television, Inc.	06-10628 (REG)	25-1758924	3/31/06
Highland Carlsbad Cablevision, Inc.	06-10629 (REG)	25-1877734	3/31/06
Highland Carlsbad Operating Subsidiary, Inc. <i>f/k/a Daniels Cablevision, Inc.</i>	06-10630 (REG)	84-0751473	3/31/06
Highland Prestige Georgia, Inc.	06-10631 (REG)	25-1859580	3/31/06
Highland Video Associates, L.P.	06-10632 (REG)	25-1465493	3/31/06
Hilton Head Communications, L.P.	06-10633 (REG)	25-1754589	3/31/06
Ionian Communications, L.P.	06-10634 (REG)	25-1672619	3/31/06
Montgomery Cablevision Associates, L.P.	06-10635 (REG)	23-2319348	3/31/06
Prestige Communications, Inc.	06-10636 (REG)	58-1079932	3/31/06
OFE I, LLC	06-10637 (REG)	59-3825813	3/31/06
OFE II, LLC	06-10638 (REG)	59-3825815	3/31/06

Name of Debtor	Case Number	Tax ID Number	Petition Date
Olympus MCE I, LLC	06-10639 (REG)	59-3825801	3/31/06
Olympus MCE II, LLC	06-10640 (REG)	59-3825812	3/31/06
UCA MCE I, LLC	06-10641 (REG)	59-3825665	3/31/06
UCA MCE II, LLC	06-10642 (REG)	59-3825670	3/31/06
ACC Holdings II, LLC	02-41955 (REG)	N/A	6/25/02
ACC Investment Holdings, Inc.	02-41957 (REG)	25-1836827	6/25/02
ACC Operations, Inc.	02-41956 (REG)	25-1837984	6/25/02

PLEASE TAKE FURTHER NOTICE that, pursuant to an order of the Court (the "Bar Date Order"), dated _____, 2006, and in accordance with Rule 3003(c)(3) of the Federal Rules of Bankruptcy Procedure, all creditors of the Bar Date Debtors (with limited exceptions listed in the Bar Date Order) are required to file a completed and executed proof of claim form (conforming substantially to Official Bankruptcy Form No. 10) on account of any "Claim" (as defined in 11 U.S.C. § 101(5)) against any of the Bar Date Debtors which arose on or prior to the Petition Date ("Prepetition Claims"), **on or before 5:00 p.m. (Prevailing Eastern Time) on May 1, 2006** (the "Bar Date"); provided, however, that, at this time, proofs of claim ARE NOT REQUIRED to be filed by creditors of the types which are set forth in clauses (i) through and including (viii) below:

- (i) any person or entity that has already properly filed, with the Clerk of the United States Bankruptcy Court for the Southern District of New York (the "Clerk's Office"), a proof of claim against the correct Bar Date Debtor(s) utilizing a claim form that substantially conforms to Official Form No. 10;
- (ii) any person or entity (i) whose claim is listed on the Schedules, (ii) whose claim is not described as "disputed," "contingent," or "unliquidated," (iii) who does not dispute the specific Bar Date Debtor against which such person's or entity's claim is listed, and (iv) who does not dispute the amount or type (i.e., secured, priority unsecured or non-priority unsecured) of the claim for such person or entity as set forth in the Schedules;
- (iii) any person or entity holding a claim previously allowed by order of the Court entered on or before the Bar Date;

- (iv) any person or entity holding a claim that has been paid by or on behalf of the Bar Date Debtors;
- (v) a Debtor holding or wishing to assert a claim against a Bar Date Debtor;
- (vi) any person or entity holding claims against an Initial Debtor but not against a Bar Date Debtor;
- (vii) current officers and directors of the Bar Date Debtors holding claims that arose in connection with such officers' and directors' positions with the Bar Date Debtors; and
- (viii) a subscriber or customer of the Bar Date Debtors holding any claims (a) on account of customer deposits for services provided by the Bar Date Debtors, or (b) arising in the ordinary course of business.

PLEASE TAKE FURTHER NOTICE that each proof of claim form must specifically set forth the full name and proper chapter 11 case number of the Bar Date Debtor. If you have a claim against more than one Bar Date Debtor you MUST file a separate proof of claim against each Bar Date Debtor against which you assert a claim. You SHOULD NOT include claims against more than one Bar Date Debtor on a single proof of claim form.

PLEASE TAKE FURTHER NOTICE that the claim must be filed, either by mail, by hand or in person (between 8:30 a.m. and 5:00 p.m. on business days), so that it is received on or before the Bar Date by the Clerk of the Bankruptcy Court at the following address:

IF SENT BY MAIL

Adelphia Communications Corp.
Claims Processing Center
P.O. Box 5059
Bowling Green Station
New York, NY 10274-5059

**IF DELIVERED BY HAND OR
OVERNIGHT COURIER**

Adelphia Communications Corp.
Claims Processing Center
c/o United States Bankruptcy Court
Southern District of New York
One Bowling Green
New York, NY 10004-1408

PLEASE TAKE FURTHER NOTICE that if you have a claim arising out of the rejection of an executory contract or unexpired lease that relates solely to damages that may arise if such executory contract or lease were rejected by a Bar Date Debtor and such executory contract or unexpired lease was not effectively assigned by the Bar Date Debtor prior to the Petition Date, you must file a proof of claim for such damages by the later of: (a) the date provided in any order authorizing the Bar Date Debtor to reject such agreement or, if no such date is provided, then thirty (30) days after the date of service of any such order by the Bar Date Debtors to the counter-party to the then-rejected executory contract or lease; and (b) the Bar Date.

PLEASE TAKE FURTHER NOTICE THAT IF ANY CREDITOR FAILS TO FILE A PROOF OF CLAIM ON OR BEFORE 5:00 P.M. (PREVAILING EASTERN TIME), MAY 1, 2006 ON ACCOUNT OF ANY CLAIM SUCH CREDITOR HOLDS OR WISHES TO ASSERT AGAINST ANY OF THE BAR DATE DEBTORS, THEN: (A) SUCH

CREDITOR SHALL BE FOREVER BARRED, ESTOPPED AND ENJOINED FROM ASSERTING SUCH CLAIM (OR FILING A PROOF OF CLAIM WITH RESPECT THERETO); (B) THE BAR DATE DEBTORS AND THEIR PROPERTY SHALL BE FOREVER DISCHARGED FROM ANY AND ALL INDEBTEDNESS OR LIABILITY WITH RESPECT TO SUCH CLAIM; AND (C) THE BAR DATE DEBTORS RESERVE THE RIGHT NOT TO SOLICIT AND/OR COUNT SUCH CREDITOR'S VOTE ON ANY PLAN OR PLANS FOR THE BAR DATE DEBTORS OR PARTICIPATE IN ANY DISTRIBUTION IN THE BAR DATE DEBTORS' CHAPTER 11 CASES ON ACCOUNT OF SUCH CLAIM.

NOTHING IN THE BAR DATE ORDER SHALL PREJUDICE THE DEBTORS RIGHT TO ARGUE THAT THE CLAIM OF A CREDITOR OF A BAR DATE DEBTOR THAT IS AN INITIAL DEBTOR IS BARRED BECAUSE SUCH CREDITOR RECEIVED (A) ACTUAL NOTICE OF A PREVIOUSLY ORDERED BAR DATE (EACH, AN "ORIGINAL BAR DATE") ESTABLISHED IN SUCH SUPPLEMENTAL NOTICE DEBTORS' CASE AND/OR (B) ADEQUATE NOTICE OF THE ORIGINAL BAR DATE THROUGH PUBLICATION NOTICE.

PLEASE TAKE FURTHER NOTICE THAT ANY HOLDER OF A CLAIM THAT FAILS TO FILE SUCH CLAIM AGAINST THE CORRECT BAR DATE DEBTOR SHALL BE FOREVER BARRED, ESTOPPED AND ENJOINED FROM ASSERTING SUCH CLAIM AGAINST ANY OF THE OTHER BAR DATE DEBTORS, AND THE BAR DATE DEBTORS AND THEIR RESPECTIVE PROPERTY SHALL BE FOREVER DISCHARGED FROM ANY AND ALL INDEBTEDNESS OR LIABILITY WITH RESPECT TO SUCH CLAIM, AND THE BAR DATE DEBTORS RESERVE THE RIGHT NOT TO SOLICIT AND/OR COUNT SUCH HOLDER'S VOTE ON ANY PLAN OR PARTICIPATE IN ANY DISTRIBUTION IN THE BAR DATE DEBTORS' CHAPTER 11 CASES.

ANY HOLDER OF A CLAIM AGAINST AN INITIAL DEBTOR THAT IS BARRED OR ESTOPPED FROM ASSERTING SUCH CLAIM AGAINST AN INITIAL DEBTOR MAY NOT FILE SUCH CLAIM AGAINST THE BAR DATE DEBTORS.

PLEASE TAKE FURTHER NOTICE that copies of the Schedules may be viewed at http://www.adelphia.com/about/sofa_faqs.cfm. Copies of the Schedules also are available for inspection on the Court's Internet Website at <http://www.nysb.uscourts.gov>. A login and password to the Court's Public Access to Electronic Court Records ("PACER") are required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>. Copies of the Schedules may also be examined between the hours of 8:30 A.M. and 5:00 P.M., Monday through Friday at the Office of the Clerk of the Bankruptcy Court, One Bowling Green, Room 511, New York, New York 10004-1408 or online at <http://www.bsillc.com>. Copies of the Schedules may also be obtained by written request (at your cost) to the Bar Date Debtors' Claims Agent at the following address and telephone number: Bankruptcy Services, LLC, 757 Third Avenue, Third Floor, New York, NY 10017, (646) 282-2500.

PLEASE TAKE FURTHER NOTICE that any questions concerning this Notice or requests for a copy of the Bar Date Order should be directed to the Claims Hotline established for this case at

3206019.1

(303) 268-6547 during the hours of 8:30 a.m. to 5:00 p.m. (Prevailing Eastern Time), Monday through Friday.

Dated: New York, New York
_____, 2006

BY ORDER OF THE COURT

WILLKIE FARR & GALLAGHER LLP
Attorneys for the Debtors and Debtors in Possession
787 Seventh Avenue
New York, New York 10019
(212) 728-8000