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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

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)

CMP \_\_\_\_\_  
COM \_\_\_\_\_  
CTR \_\_\_\_\_  
ECR \_\_\_\_\_  
GCL \_\_\_\_\_  
OPC \_\_\_\_\_  
RCA \_\_\_\_\_  
SCR \_\_\_\_\_  
SGA \_\_\_\_\_  
SEC   1    
OTH \_\_\_\_\_  
Cablevision Business Services, Inc.,  
Debtor.

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

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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)

<p>OFE II, LLC,</p> <p style="text-align: center;">Debtor.</p>	<p>)</p> <p>) Chapter 11 Case</p> <p>)</p> <p>) Case No. 06-10638 (REG)</p> <p>)</p>
<p>Olympus MCE I, LLC,</p> <p style="text-align: center;">Debtor.</p>	<p>)</p> <p>) Chapter 11 Case</p> <p>)</p> <p>) Case No. 06-10639 (REG)</p> <p>)</p>
<p>Olympus MCE II, LLC,</p> <p style="text-align: center;">Debtor.</p>	<p>)</p> <p>) Chapter 11 Case</p> <p>)</p> <p>) Case No. 06-10640 (REG)</p> <p>)</p>
<p>UCA MCE I, LLC,</p> <p style="text-align: center;">Debtor.</p>	<p>)</p> <p>) Chapter 11 Case</p> <p>)</p> <p>) Case No. 06-10641 (REG)</p> <p>)</p>
<p>UCA MCE II, LLC,</p> <p style="text-align: center;">Debtor.</p>	<p>)</p> <p>) Chapter 11 Case</p> <p>)</p> <p>) Case No. 06-10642 (REG)</p> <p>)</p>

**DEBTORS' MOTION FOR ORDER AUTHORIZING  
JOINT ADMINISTRATION PURSUANT TO RULE 1015 OF  
THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

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

The above-captioned debtors and debtors in possession (collectively, the "RME Debtors"), by their attorneys, file this motion (the "Motion") for the entry of an order pursuant to Rule 1015 of the Federal Rules of Bankruptcy Procedure authorizing the joint administration of their cases under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") with those chapter 11 cases jointly administered under In re Adelpia Communications Corporation, et al., Case No. 02-41729 (REG) (SDNY), and respectfully state as follows:

**BACKGROUND**

1. On June 10, 2002, June 25, 2002, October 6, 2005 and November 15, 2005, Adelpia Communications Corporation ("ACC") and certain of its affiliates (collectively, the "Initial Debtors" and, together with the RME Debtors, 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 this Court's Orders dated June 26, 2002, October 11, 2005 and November 16, 2005.

2. 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.

3. 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**

4. 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 were formerly owned by the Rigas family were forfeited and subsequently transferred to the United States government. On March 29, 2006, the United States government (the "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 transferred assets constitute the RME Debtors.<sup>1</sup>

5. 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

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<sup>1</sup> Certain real properties associated with the RME Debtors and certain forfeited securities have yet to be transferred from the Government to the Initial Debtors. The Initial Debtors anticipate such transfer occurring in the near term.

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.

### **JURISDICTION**

6. This Court has jurisdiction over this 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 T. Ward. Venue of these cases and the within Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409. The predicate for the relief sought herein is Bankruptcy Rule 1015.

### **RELIEF REQUESTED**

7. By this Motion, the RME Debtors seek entry of an order of this Court, pursuant to Bankruptcy Rule 1015, consolidating their cases with the Initial Debtors' Cases for procedural purposes only.

8. Bankruptcy Rule 1015(b) authorizes the Court to order the joint administration of two or more cases pending before it under the Bankruptcy Code when affiliated debtors are involved.

9. The RME Debtors believe that their cases should be jointly administered with the Initial Debtors' Cases because procedural consolidation will enable the Debtors to manage their entities consistently and efficiently conduct their cases. For the remainder of these cases, most hearings and matters will affect all of the Debtors. Consequently, joint administration will reduce costs, facilitate administrative efficiency, and avoid the procedural problems attendant to the administration of separate, albeit related, chapter 11 cases. In addition, the Debtors contemplate that the Plan shall apply to all debtors whose cases are jointly administered with the Initial Debtors' Cases. Thus, the RME Debtors seek joint administration

of their cases with the Initial Debtors' Cases such that they may be incorporated into the Initial Debtors' Plan process and managed consistently with their affiliates.

10. For the aforementioned reasons, the RME Debtors submit that the interests of each of the RME Debtors, their estates and their creditors, would best be served by the joint administration of the RME Debtor's Cases with the Initial Debtors' Cases.

11. Moreover, as the relief requested herein is procedural in nature, entry of an order approving this motion will not prejudice any party or affect their substantive rights.

### PROCEDURE

12. The RME 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 Initial Debtors' prepetition lenders; (c) counsel to the agent for the Initial Debtors' postpetition lenders; (d) counsel to Time Warner and Comcast; (e) counsel to the official committees appointed in the Initial Debtors' Cases; (f) all parties on the Limited Service List, in accordance with this Court's Order entered in the Initial Debtors' Cases on August 9, 2002 which limited service in those cases; and (g) the thirty (30) unsecured creditors (on a consolidated basis) asserting the largest claims against the RME Debtors. The RME Debtors submit that, under the circumstances, no other or further notice is required.

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

14. No prior motion for the relief requested herein has been made to this or any other court.



**CONCLUSION**

WHEREFORE, the RME Debtors respectfully request that the Court enter an order, substantially in the form annexed hereto, granting the relief requested herein and such other and further relief as the Court deems just.

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: Adelphia 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: Adelphia 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: Adelphia 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: Adelphia 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: Adelphia 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

IONIAN COMMUNICATIONS, L.P.

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

By: Adelphia 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: Adelphia 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: Adelphia 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: Adelphia 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: Adelphia 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: Adelphia 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: Adelphia 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: Adelphia Cablevision, LLC, as its sole member

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

By: /s/ Vanessa A. Wittman

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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

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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Adelphia Cablevision Associates of Radnor, L.P.,  
Debtor.

)  
) Chapter 11 Case  
)  
) Case No. 06-10622 (REG)  
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Adelphia Cablevision of West Palm Beach, LLC,  
Debtor.

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) Chapter 11 Case  
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) Case No. 06-10623 (REG)  
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Adelphia Cablevision of West Palm Beach II, LLC,  
Debtor.

)  
) Chapter 11 Case  
)  
) Case No. 06-10624 (REG)  
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Cablevision Business Services, Inc.,  
Debtor.

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

Century MCE, LLC,	)	Chapter 11 Case
Debtor.	)	Case No. 06-10626 (REG)
Desert Hot Springs Cablevision, Inc.,	)	Chapter 11 Case
Debtor.	)	Case No. 06-10627 (REG)
Henderson Community Antenna Television, Inc.,	)	Chapter 11 Case
Debtor.	)	Case No. 06-10628 (REG)
Highland Carlsbad Cablevision, Inc.,	)	Chapter 11 Case
Debtor.	)	Case No. 06-10629 (REG)
Highland Carlsbad Operating Subsidiary, Inc.,	)	Chapter 11 Case
Debtor.	)	Case No. 06-10630 (REG)
Highland Prestige Georgia, Inc.,	)	Chapter 11 Case
Debtor.	)	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 AUTHORIZING JOINT ADMINISTRATION PURSUANT TO  
FEDERAL RULE OF BANKRUPTCY PROCEDURE 1015**

Upon the motion dated March 31, 2006 (the "Motion") of the above-captioned debtors and debtors in possession (collectively, the "RME Debtors"), for entry of an order, pursuant to Rule 1015 of Federal Rules of Bankruptcy Procedure, authorizing the joint

administration of the RME Debtors' Cases with the Initial Debtors' Cases; and notice having been given as set forth in the Motion; and it appearing that no other or further notice is required; and after due deliberation and sufficient cause appearing therefor, it is

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

ORDERED, that the Motion is granted; and it is further

ORDERED, that the RME Debtors' Cases are consolidated with the Initial Debtors' Cases for procedural purposes only and shall be administered jointly under Case No. 02-41729 (REG) in accordance with the provisions of Bankruptcy Rule 1015, and the joint caption of the cases shall read as follows:

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)

; and it is further

ORDERED, that all original pleadings shall be captioned as provided in the preceding decretal paragraph and all original docket entries shall be made in the case of Adelphia Communications Corporation, et al., Case No. 02 - 41729 (REG), and a docket entry shall be

made in each of the RME Debtors' Cases substantially as follows:

“An order has been entered in this case consolidating this case with the chapter 11 cases of Adelphia Communications Corporation, et al., Case No. 02- 41729 (REG) and certain of its affiliates for procedural purposes only and providing for its joint administration in accordance with the terms thereof.”

; and it is further

ORDERED, that this Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: March \_\_, 2006  
New York, New York

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HONORABLE ROBERT E. GERBER  
UNITED STATES BANKRUPTCY JUDGE