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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re)

Adelphia Communications Corporation, et al.,)

Debtors.)

Chapter 11 Cases
Jointly Administered
Case No. 02-41729 (REG)

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**NOTICE OF SALE OF SUBSTANTIALLY ALL OF THE
DEBTORS' ASSETS TO TIME WARNER NY CABLE LLC AND
COMCAST CORPORATION PURSUANT TO SECTIONS 105, 363,
365 AND 1146 OF THE BANKRUPTCY CODE AND RULES 2002, 6004,
6006 AND 9014 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

PLEASE TAKE NOTICE THAT on April 20, 2005, Adelphia Communications Corporation, one of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), entered into asset purchase agreements (the "Purchase Agreements") with Time Warner NY Cable LLC ("Time Warner") and Comcast Corporation ("Comcast" and, together with Time Warner, the "Buyers") pursuant to which the Buyers agreed to purchase substantially all of the Debtors' assets.

PLEASE TAKE FURTHER NOTICE THAT the Debtors initially proposed to sell their assets to the Buyers pursuant to a plan of reorganization in the Debtors' cases, most recently in the Debtors' Modified Fourth Amended Joint Plan of Reorganization, dated April 28, 2006 (the "April Plan"). The Debtors, with the exception of the Parnassos Debtors and the Century-TCI Debtors (as such terms are defined in the April Plan and, collectively, the "Joint Venture Debtors"), have now determined to seek authority to sell their assets to the Buyers pursuant to section 363 of title 11 of the United States Code (the "Bankruptcy Code"), rather than under a plan or plans of reorganization.

PLEASE TAKE FURTHER NOTICE THAT on May 26, 2006, the Debtors filed a Motion Pursuant to Sections 105, 363, 365 and 1146(c) of the Bankruptcy Code and Rules 2002, 6004, 6006, and 9014 of the Federal Rules of Bankruptcy Procedure Seeking Approval of: (I) a Form of Notice Regarding Certain Hearing Dates and Objection Deadlines; (II) New Provisions for Termination and for the Payment or Crediting of the Breakup Fee; (III) the Sale of Substantially All Assets of Adelphia Communications Corporation and its Affiliated Debtors (the "Sale") Free and Clear of Liens, Claims, Encumbrances, and Interests and Exempt from Applicable Transfer Taxes; (IV) the Retention, Assumption and/or Assignment of Certain Agreements, Contracts and Leases; and (V) the Granting of Related Relief (the "Motion").

PLEASE TAKE FURTHER NOTICE THAT, pursuant to the Motion, the Debtors are seeking authority to sell substantially of their assets (except as set forth above) to the Buyers, free and clear of all liens, claims, interests and encumbrances, including but not limited to all Encumbrances and Liabilities (other than Permitted Encumbrances securing Assumed Liabilities) (each as defined in the Purchase Agreements), with any such liens, claims,

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encumbrances, or interests to attach to the net sale proceeds of the Sale, subject to further order of the Bankruptcy Court (as defined below).

PLEASE TAKE FURTHER NOTICE THAT on May 26, 2006, the Honorable Robert E. Gerber, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered an order approving the form and manner of this notice.

PLEASE TAKE FURTHER NOTICE THAT the Debtors intend to propose a modified plan of reorganization for the Joint Venture Debtors (as the same may be amended and/or modified, the "Joint Venture Plan"), which will be a plan of reorganization solely for the Joint Venture Debtors. Pursuant to the Joint Venture Plan, the Debtors' equity interests in the Joint Venture Debtor Parents will be transferred to Comcast under the Joint Venture Plan. The Debtors do not believe that the modifications to the April Plan to be embodied within the Joint Venture Plan will change the treatment of the creditors and equity interest holders of the Joint Venture Debtors in a material and adverse manner. Accordingly, the Debtors do not believe they will be required to re-solicit acceptances of the Joint Venture Plan from those creditors of the Joint Venture Debtors entitled to vote on such plan. The Debtors will file a separate motion seeking approval of the modifications of the April Plan to be included within the Joint Venture Plan.

PLEASE TAKE FURTHER NOTICE THAT on October 22, 2004, the Bankruptcy Court entered that certain Order Pursuant to Sections 105, 363, 503, 507 and 1123 of the Bankruptcy Code, Approving Bidding Procedures and Bid Protections in Connection with the Direct or Indirect Sale of Substantially All of the Assets of Adelphia Communications Corporation and Certain of its Affiliates (the "Bid Protections Order"). On April 21, 2005, the Bankruptcy Court entered an order supplementing the Bid Protections Order (the "Supplemental Order").

PLEASE TAKE FURTHER NOTICE THAT the Motion also seeks approval of certain changes to the provisions of the Purchase Agreements that previously had been approved by the Bid Protections Order and the Supplemental Order (the "Additional Buyer Provisions"). A hearing (the "Additional Buyer Provisions Hearing") will be held before the Honorable Robert E. Gerber, United States Bankruptcy Judge, in Courtroom 621, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004 on **June 8, 2006 at 9:45 a.m. (prevailing Eastern Time)**, or as soon thereafter as counsel can be heard, to consider entry of an order approving the Additional Buyer Provisions (the "Additional Buyer Provisions Order").

PLEASE TAKE FURTHER NOTICE that objections, if any, to entry of the Additional Buyer Provisions Order must be filed **no later than 4:00 p.m. (prevailing Eastern Time) on June 5, 2006** (the "Additional Buyer Provisions Objection Deadline"). Objections must: (i) be made in writing; (ii) state with particularity the legal and factual ground therefor; (iii) conform to the Bankruptcy Rules and the Local Rules of this Court; (iv) be filed with the Bankruptcy Court electronically in accordance with General Order M-182 (General Order M-182 and the User's Manual for the Electronic Case Filing System can be found at www.nysb.uscourts.gov, the official website for the Bankruptcy Court), by registered users of the Bankruptcy Court's case filing system and, by all other parties in interest, on a 3.5 inch disk,

preferably in Portable Document Format (PDF), Microsoft Word or any other Windows-based word processing format (with a hard-copy delivered directly to Chambers); and (v) be served upon the following parties (collectively, the “Notice Parties”) so as to actually be received by each of the Notice Parties **no later than 4:00 p.m. (prevailing Eastern Time) on June 5, 2006:**

- (a) Willkie Farr & Gallagher LLP, attorneys for the Debtors, 787 Seventh Avenue, New York, New York 10019 (Attn: Marc Abrams, Esq. and Rachel Strickland, Esq.);
- (b) Adelphia Communications Corporation, 5619 DTC Parkway, 8th Floor, Greenwood Village, CO 80111 (Attn: Brad Sonnenberg, Esq.);
- (c) counsel to the Buyers, (1) Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, NY 10019-6064 (Attn: Alan W. Kornberg, Esq. and Jeffrey Saferstein, Esq.), and (2) Ballard Spahr Andrews & Ingersoll, LLP, 1735 Market Street, 51st Floor, Philadelphia, PA 19103-7599 (Attn: William Slaughter, Esq. and Richard S. Perelman, Esq.);
- (d) counsel to the Official Committee of Unsecured Creditors, Kasowitz Benson Torres & Friedman LLP, 1633 Broadway, New York, New York 10019 (Attn: David M. Friedman, Esq. and Adam L. Shiff, Esq.);
- (e) counsel to the Official Committee of Equity Security Holders, Morgenstern Jacobs & Blue, LLC, 885 Third Avenue, New York, New York 10022 (Attn: Peter D. Morgenstern, Esq. and Gregory A. Blue, Esq.);
- (f) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004-2112 (Attn: Tracy Hope Davis, Esq.);
- (g) the following counsel to the Debtors’ prepetition lenders, (1) Mayer, Brown, Rowe & Maw, 1675 Broadway, New York, NY 10019 (Attn: Kenneth Noble, Esq.), (2) Milbank, Tweed, Hadley & McCloy LLP, One Chase Manhattan Plaza, New York, NY 10005 (Attn: Luc Despins, Esq.), (3) Milbank, Tweed, Hadley & McCloy LLP, One Chase Manhattan Plaza, New York, NY 10005 (Attn: Dennis F. Dunne, Esq.), (4) Haynes & Boone LLP, 901 Main Street, Suite 3100, Dallas, Texas 75202 (Attn: Robin E. Phelan, Esq.), (5) Luskin Stern & Eisler LLP, 330 Madison Avenue, New York, NY 10017 (Attn: Michael Luskin, Esq.), and (6) Simpson Thacher & Bartlett, 425 Lexington Avenue, New York, NY 10017 (Attn: Peter V. Pantaleo, Esq.); and
- (h) counsel to the Debtors’ postpetition lenders, Davis Polk & Wardell, 450 Lexington Avenue, New York, NY 10017 (Attn: Marshall Huebner, Esq.).

PLEASE TAKE FURTHER NOTICE THAT UNLESS AN OBJECTION IS TIMELY FILED AND SERVED BY THE ADDITIONAL BUYER PROVISIONS OBJECTION DEADLINE IN THE MANNER SET FORTH HEREIN, IT SHALL NOT BE CONSIDERED AT THE ADDITIONAL BUYER PROVISIONS HEARING.

PLEASE TAKE FURTHER NOTICE THAT pursuant to an order of the Bankruptcy Court dated October 14, 2005 (the "Cure Procedures Order"), the Debtors have provided notice to certain contract counterparties of their intention to retain, assume and/or assign certain agreements, contracts and leases. Pursuant to the Cure Procedures Order, such parties were required to file objections ("Cure Objections") to the Debtors' Notice of Proposed Retention, Assumption and/or Assignment of Agreements and Proposed Cure Amounts no later than thirty (30) days after service of a Cure Notice to such counterparty.¹ The hearing to consider certain Cure Objections is scheduled to commence on May 31, 2006 at 10:00 a.m. (prevailing Eastern Time).

PLEASE TAKE FURTHER NOTICE THAT a hearing (the "Sale Hearing") will commence before the Honorable Robert E. Gerber, United States Bankruptcy Judge, in Courtroom 621, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004 on **June 27, 2006 at 9:45 a.m. (prevailing Eastern Time)**, or as soon thereafter as counsel can be heard, to consider the balance of the Motion and entry of a proposed order approving the Sale.

PLEASE TAKE FURTHER NOTICE that objections, if any, to entry of the Sale Order must be filed **no later than 4:00 p.m. (prevailing Eastern Time) on June 20, 2006** (the "Sale Objection Deadline"). Objections must be filed and served on the Notice Parties in accordance with the preceding paragraph so as to actually be received by each of the Notice Parties **no later than 4:00 p.m. (prevailing Eastern Time) on June 20, 2006. UNLESS AN OBJECTION IS TIMELY FILED AND SERVED BY THE SALE OBJECTION DEADLINE IN THE MANNER SET FORTH HEREIN, IT SHALL NOT BE CONSIDERED AT THE SALE HEARING.**

PLEASE TAKE FURTHER NOTICE THAT copies of the Motion (a) may be obtained upon written request to Adelphia Communications Corporation Requests, c/o Bankruptcy Services LLC, 757 Third Avenue, 3rd Floor, New York, NY 10017, and (b) also are available for viewing at the Debtors' website, www.adelphia.com.

Dated: New York, New York
June 1, 2006

WILLKIE FARR & GALLAGHER LLP
Attorneys for Debtors
and Debtors in Possession
787 Seventh Avenue
New York, NY 10019

¹ All capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.