

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re)
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Adelphia Communications Corporation, et al.,)
)
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Debtors.)
_____)

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

ORDER: (I) APPROVING DISCLOSURE STATEMENT; (II) FIXING VOTING RECORD DATE; (III) APPROVING SOLICITATION PACKAGES AND PROCEDURES FOR DISTRIBUTION THEREOF; (IV) APPROVING FORMS OF BALLOTS AND ESTABLISHING PROCEDURES FOR VOTING ON DEBTORS' FOURTH AMENDED JOINT PLAN OF REORGANIZATION; (V) SCHEDULING HEARING AND ESTABLISHING NOTICE AND OBJECTION PROCEDURES IN RESPECT OF CONFIRMATION OF DEBTORS' FOURTH AMENDED JOINT PLAN OF REORGANIZATION; AND (VI) GRANTING RELATED RELIEF

Upon the motion, dated June 24, 2005 (the "Motion"),¹ of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), for entry of an order, pursuant to sections 105, 502, 1125, 1126, and 1128 of title 11 of the United States Code (the "Bankruptcy Code") and Rules 2002, 3003, 3017, 3018 and 3020 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), (i) approving the Debtors' Second Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code, dated June 24, 2005 (as the same has been amended, modified and/or supplemented); (ii) fixing a voting record date for purposes of determining which holders of claims against and equity interests in the Debtors are entitled to vote on the Debtors' Second Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated June 24, 2005 (as the same has been amended, modified and/or supplemented); (iii) approving solicitation packages and procedures for distribution of the

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¹ Capitalized terms used but not defined herein have the meanings given them in the Motion.

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Disclosure Statement (as defined below) and the Plan (as defined below); (iv) approving forms of ballots and establishing procedures for voting on the Plan; (v) scheduling a hearing and establishing notice and objection procedures in respect of confirmation of the Plan; and (vi) granting related relief, all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. §§ 157 and 1334 and the Standing Order of Referral of Cases to Bankruptcy Court Judges of the District Court for the Southern District of New York, dated July 19, 1984 (Ward, Acting C.J.); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Debtors having filed with the Court (x) on September 28, 2005, the Debtors' Third Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code and related disclosure statement, (y) on November 8, 2005, drafts of the Debtors' Fourth Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (as further revised and filed with the Court on November 15, 2005) and related disclosure statement, and (z) on November 21, 2005, further revised versions of the Debtors' Fourth Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (as the same may be further amended and/or modified, the "Plan") and related disclosure statement (as the same may be further amended, modified and/or supplemented, the "Disclosure Statement") (not including Exhibit P thereto); and the Court having conducted a chambers conference on November 22, 2005 to consider the form and content of Exhibit P to the Disclosure Statement, and the Debtors thereafter having filed Exhibit P to the Disclosure Statement on November 23, 2005; and the Court having entered orders, dated August 1, 2005, and September 29, 2005 (the "DS Hearing Scheduling Orders"), scheduling hearings to consider approval of the Disclosure Statement, the Motion, and related matters (collectively, the "Disclosure Statement Hearing"); and the Debtors having filed and served a

notice on October 18, 2005 notifying parties in interest of the adjournment of the Disclosure Statement Hearing to October 27, 2005, and a subsequent notice notifying parties in interest of the continuation of the Disclosure Statement Hearing to November 10, 2005, and November 16, 2005 (collectively, the “Supplemental DS Hearing Notices”); and the Court having conducted the Disclosure Statement Hearing on October 27, 2005, October 28, 2005, November 10, 2005, and November 16, 2005; and the Court having reviewed the Disclosure Statement, the Motion, and the objections and other relevant responsive pleadings filed by: (i) Charles M. Streeter; (ii) Canpartners Investments IV, LLC; (iii) Palm Beach County Tax Collector; (iv) County of San Bernardino, CA; (v) JPMorgan Chase Bank, N.A., Administrative Agent for FrontierVision Pre-Petition Secured Lenders; (vi) Olympus Administrative Agent; (vii) Nominal Agents (ABN Amro, N.V., et al.); (viii) Credit Suisse First Boston and The Royal Bank of Scotland; (ix) Calyon Securities (USA) Inc.; (x) Ad Hoc Committee of Non-Agent Secured Lenders; (xi) Bank of Nova Scotia; (xii) Century-TCI Administrative Agent; (xiii) Wachovia Bank, National Association; (xiv) Bank of America, N.A.; (xv) Putnam Funds; (xvi) Official Committee of Unsecured Creditors; (xvii) the Ad Hoc Convertible Notes Committee; (xviii) Ad Hoc Committee of FrontierVision Noteholders; (xix) Fort Myers Noteholders; (xx) Ad Hoc Adelpia Trade Claims Committee; (xxi) Ad Hoc Committee of ACC Senior Noteholders; (xxii) Ad Hoc Committee of Arahova Noteholders; (xxiii) Century/ML Cable Venture; (xxiv) Alta Communications, VII, L.P., Alta VII Associates, LLC, Harbourvest Partners V Direct Fund L.P., C. Philip Rainwater, Washington & Congress Capital Partners, L.P. (f/k/a Triumph Partners III, L.P.), and Triumph II Investors, L.P. (collectively, “Alta”); (xxv) Associated Electric & Gas Insurance Services Limited, Federal Insurance Company and Greenwich Insurance Company; (xxvi) Liquidation Trustee of Devon Mobile Communications Liquidating Trust et al.; (xxvii)

W.R. Huff Asset Management Co., LLC; (xxviii) Law Debenture Trust Company of New York, as ACC Senior Notes Indenture Trustee; (xxix) U.S. Bank National Association, As Indenture Trustee With Respect To The FrontierVision Notes; (xxx) U.S. Bank National Association, as Indenture Trustee with Respect to the Arahova Notes, and joinder in Ad Hoc Committee of Arahova Noteholders' Objection; (xxxii) Wilmington Trust Company; (xxxiii) Town of Berryville, VA; (xxxiiii) County of Clarke, VA; (xxxv) City of Minneapolis, MN; (xxxvi) Charlotte-Mecklenburg (VA) Office of Cable & Franchise Management; (xxxvii) City of Los Angeles, CA; (xxxviii) City of Martinsville, VA; (xxxix) National Broadcasting Company Inc.; (xl) Putative Class Action Plaintiffs; (xli) Ad Hoc Committee of Senior Preferred Shareholders (the "Senior Preferred Shareholders"); (xlii) Various Investment Banks; (xliiii) Official Committee of Equity Security Holders; and (xliv) the United States Trustee (collectively, the "Objections"); and the Court having found and determined that the legal and factual bases set forth in the Motion and at the Disclosure Statement Hearing establish just cause for the relief granted herein; and sufficient notice having been given in accordance with the DS Hearing Scheduling Orders, as such notice was supplemented with the Supplemental DS Hearing Notices; and no other or further notice being necessary or required; and it appearing to the Court, based upon the full record of these cases that the Motion should be granted; and after due deliberation, and sufficient cause appearing therefor

IT IS HEREBY FOUND THAT:

A. Notice of the Motion and the Disclosure Statement Hearing was served in accordance with (i) this Court's Order, dated August 9, 2002, establishing notice procedures in these chapter 11 cases (the "Administrative Procedures Order") and (ii) the DS Hearing Scheduling Orders. Additional notice of the Disclosure Statement Hearing was provided by the

Debtors in the Supplemental DS Hearing Notices. Such notice constitutes good and sufficient notice to all interested parties and no other or further notice need be provided.

B. The Disclosure Statement contains “adequate information” within the meaning of section 1125 of the Bankruptcy Code.

C. The forms of the ballots and master ballots, annexed hereto as Exhibits A and B, respectively, are sufficiently consistent with Official Form No. 14 and adequately address the particular needs of these chapter 11 cases and are appropriate for each class of claims and equity interests that is entitled to vote to accept or reject the Plan.

D. The forms of the ballots and master ballots require the furnishing of sufficient information to assure that duplicate ballots and master ballots are not submitted and tabulated and that master ballots reflect the votes of the Beneficial Owners (as defined below) of the Debtors’ debt and equity securities.

E. Ballots need not be provided to the holders of (i) unimpaired claims in Class 1 (Other Priority Claims), Class 2 (Secured Tax Claims) Class 3 (Other Secured Claims), Class GSETL (Government Claims), Class RCentCB-Cont (Rigas/Century Contrib/Subrog Claims), Class ROlyCB-Cont (Rigas/ Olympus Contrib/Subrog Claims) and Class RUCACB-Cont (Rigas/UCA Contrib/Subrog Claims), and (ii) unimpaired equity interests in Class P-Equity (Equity Interests in Parnassos Debtors) and Class TCI-Equity (Equity Interests in Century-TCI Debtors), because the Plan provides that such classes are unimpaired and, therefore, conclusively presumed to accept the Plan.

F. Ballots need not be provided to the holders of claims in Class InterCo (Intercompany Claims) because such claims are not entitled to vote on the Plan.

G. The period, set forth below, during which the Debtors may solicit acceptances to the Plan is a reasonable and adequate period of time under the circumstances for creditors and equity interest holders to make an informed decision to accept or reject the Plan.

H. The procedures for the solicitation and tabulation of votes to accept or reject the Plan (as more fully set forth below) provide for a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code.

I. The notice substantially in the form annexed hereto as Exhibit C (the "Confirmation Hearing Notice") and the procedures set forth below for providing such notice to all creditors and equity security holders of the time, date, and place of the hearing to consider confirmation of the Plan (the "Confirmation Hearing") and the contents of the Solicitation Packages (as defined below) comply with Bankruptcy Rules 2002 and 3017 and constitute sufficient notice to all interested parties.

NOW, THEREFORE, IT IS:

ORDERED that the Motion is GRANTED to the extent set forth herein; and it is further

ORDERED that to the extent not otherwise resolved on the record of the Disclosure Statement Hearing or by the provisions of this Order, the Objections are OVERRULED; and it is further

ORDERED that the Disclosure Statement is APPROVED; and it is further

ORDERED that November 25, 2005 is established as the record date (the "Record Date") for purposes of this Order and determining which creditors and equity interest holders are entitled to vote on the Plan; and it is further

ORDERED that the Debtors are authorized and empowered to commence to distribute or cause to be distributed solicitation packages (the "Solicitation Packages") containing a copy of:

- a. this Order (without the exhibits annexed hereto);
- b. the Confirmation Hearing Notice; and
- c. either
 - (i) a ballot and/or a master ballot, as appropriate, together with a return envelope and a CD-ROM containing the Disclosure Statement (with the Plan and other exhibits annexed thereto), or
 - (ii) a Notice of Non-Voting Status, as applicable;

by December 5, 2005 (the "Solicitation Commencement Date") (with such distribution to be completed within five (5) business days of the Solicitation Commencement Date) to (1) all persons or entities identified in the Debtors' schedules of liabilities filed pursuant to section 521 of the Bankruptcy Code and Bankruptcy Rule 1007 (as amended or modified prior to the Record Date, the "Schedules") as holding liquidated, noncontingent, and undisputed claims, in an amount greater than zero dollars, excluding scheduled claims that have been (a) superseded by a timely filed proof of claim, (b) disallowed and/or expunged, or (c) paid in full; (2) all parties having filed timely proofs of claim as reflected on the official claims register maintained by the Balloting Agent, as of the close of business on the Record Date, and whose claims have not been disallowed or expunged prior to the Solicitation Commencement Date; and (3) the registered holders of the Debtors' debt and equity securities as of the Record Date; provided, however, except with respect to transfers of the Debtors' publicly held debt securities, that the assignee of a transferred and assigned claim (whether a filed or scheduled claim) shall be entitled to receive such Solicitation Package if the transfer and assignment has been noted on the Court's docket

and is effective pursuant to Bankruptcy Rule 3001(e) as of the close of business on the Record Date; and it is further

ORDERED that the Debtors are authorized and empowered to commence to distribute or cause to be distributed by the Solicitation Commencement Date (which distribution shall be completed within five (5) business days of the Solicitation Commencement Date), a copy of this Order (without the exhibits annexed hereto), the Confirmation Hearing Notice, and the Disclosure Statement (together with the Plan and other exhibits annexed thereto) to, among other parties (to the extent such parties did not receive a Solicitation Package): (i) the US Trustee; (ii) counsel for the Committees; (iii) counsel for the agents for the Debtors' prepetition and postpetition lenders; (iv) the SEC; (v) the United States Attorney's Office for the Southern District of New York; (vi) the DoJ; (vii) the FCC; (viii) the FTC; (ix) the IRS; (x) all relevant federal, state and local taxing authorities at their statutory addresses; (xi) all parties who have filed a request for service of all pleadings pursuant to and in accordance with Bankruptcy Rule 2002 as of the day prior to service hereof; (xii) all parties that the Debtors are required to serve pursuant to the Administrative Procedures Order; and (xiii) all non-Debtor parties to executory contracts, unexpired leases, and other agreements with the Debtors (entered into before or after the Petition Date); and it is further

ORDERED that Solicitation Packages, which shall include ballots and master ballots as appropriate, shall be distributed to holders, as of the Record Date, of claims and equity interests of the following classes, which classes (the "Voting Classes") are designated under the Plan as entitled to vote to accept or reject the Plan:

<u>Class</u>	<u>Type of Claim or Equity Interest</u>
FV-Bank	FrontierVision Bank Claims
FV-Notes	FrontierVision Notes Claims
FV-Trade	FrontierVision Trade Claims

<u>Class</u>	<u>Type of Claim or Equity Interest</u>
FV-Uns	FrontierVision Other Unsecured Claims
FV-ESL	FrontierVision Existing Securities Law Claims
FVHC-Notes	FrontierVision Holdco Notes Claims
FVHC-Trade	FrontierVision Holdco Trade Claims
FVHC-Uns	FrontierVision Holdco Other Unsecured Claims
FVHC-ESL	FrontierVision Holdco Existing Securities Law Claims
FVHC-Conv	FrontierVision Holdco Convenience Claims.
P-Bank	Parnassos Bank Claims
P-Trade	Parnassos Trade Claims
P-Uns	Parnassos Other Unsecured Claims
TCI-Bank	Century-TCI Bank Claims
TCI-Trade	Century-TCI Trade Claims
TCI-Uns	Century-TCI Other Unsecured Claims
Century-Bank	Century Bank Claims
Century-Trade	Century Trade Claims
Century-Uns	Century Other Unsecured Claims
CCHC-Trade	CCHC Trade Claims
CCHC-Uns	CCHC Other Unsecured Claims
CCC-Trade	CCC Trade Claims
CCC-Uns	CCC Other Unsecured Claims
FtM-FPL	FPL Note Claims
FtM-Trade	Ft. Myers Trade Claims
FtM-Uns	Ft. Myers Other Unsecured Claims.
ARA-Notes	Arahova Notes Claims
ARA-Trade	Arahova Trade Claims
ARA-Uns	Arahova Other Unsecured Claims
ARA-ESL	Arahova Existing Securities Law Claims
ARA-Conv	Arahova Convenience Claims
OLY-Bank	Olympus Bank Claims
OLY-Trade	Olympus Trade Claims
OLY-Uns	Olympus Other Unsecured Claims
UCA-Bank	UCA Bank Claims
UCA-Trade	UCA Trade Claims
UCA-Uns	UCA Other Unsecured Claims

<u>Class</u>	<u>Type of Claim or Equity Interest</u>
OLYParent-Notes	Olympus Parent Notes Claims
OLYParent-Trade	Olympus Parent Trade Claims
OLYParent-Uns	Olympus Parent Other Unsecured Claims
OLYParent-ESL	Olympus Parent Existing Securities Law Claims
RCentCB-Trade	Rigas/Century Trade Claims
RCentCB-Uns	Rigas/Century Other Unsecured Claims
ROlyCB-Trade	Rigas/Olympus Trade Claims
ROlyCB-Uns	Rigas/Olympus Other Unsecured Claims
RUCACB-Trade	Rigas/UCA Trade Claims
RUCACB-Uns	Rigas/UCA Other Unsecured Claims.
Fundco	Funding Company Claims
OPS-Trade	ACC Ops Trade Claims
OPS-Uns	ACC Ops Other Unsecured Claims
ACC-Trade	ACC Trade Claims
ACC-Uns	ACC Other Unsecured Claims
ACC-SnrNotes	ACC Senior Notes Claims
ACC-SubNotes	ACC Subordinated Notes Claims
ACC-ESL Snr	ACC Senior Notes Existing Securities Law Claims
ACC-ESL Sub	ACC Subordinated Notes Existing Securities Law Claims
ACC-BPfd	ACC Series B Preferred Stock Interests
ACC-BESL	ACC Series B Preferred Stock Existing Securities Law Claims
ACC-DPfd	ACC Series D Preferred Stock Interests
ACC-DESL	ACC Series D Preferred Stock Existing Securities Law Claims
ACC-EFPfd	ACC Series E and F Preferred Stock Interests
ACC-EFESL	ACC Series E and F Preferred Stock Existing Securities Law Claims
ACC-CSESL	ACC Common Stock Existing Securities Law Claims
ACC-CS	ACC Common Stock Interests
ACC-Conv	ACC Convenience Claims

; and it is further

ORDERED that, in the event no holder of a claim or equity interest in a particular impaired Class of claims or equity interests votes to accept or reject the Plan by the Voting Deadline, such Class shall be deemed eliminated from the Plan for purposes of voting to accept or reject the Plan and for purposes of determining acceptance or rejection of the Plan by such Class pursuant to Section 1129(a)(8) of the Bankruptcy Code; and it is further

ORDERED that a copy of this Order, the Confirmation Notice, and a notice of non-voting status, substantially in the form annexed hereto as Exhibit D (the "Notice of Non-Voting Status"), shall be distributed to holders, as of the Record Date, of (i) unimpaired claims in Class 1 (Other Priority Claims), Class 2 (Secured Tax Claims), Class 3 (Other Secured Claims), Class GSETL (Government Claims), Class RCentCB-Cont (Rigas/Century Contrib/Subrog Claims), Class ROlyCB-Cont (Rigas/ Olympus Contrib/Subrog Claims), and Class RUCACB-Cont (Rigas/UCA Contrib/Subrog Claims), and (ii) unimpaired equity interests in Class P-Equity (Equity Interests in Parnassos Debtors) and Class TCI-Equity (Equity Interests in Century-TCI Debtors), which classes are designated under the Plan as not entitled to vote to accept or reject the Plan; and it is further

ORDERED, that the Debtors are not required to distribute copies of the Plan and Disclosure Statement to any holder of (i) a claim in Class 1 (Other Priority Claims), Class 2 (Secured Tax Claims), Class 3 (Other Secured Claims), Class RCentCB-Cont (Rigas/Century Contrib/Subrog Claims), Class ROlyCB-Cont (Rigas/ Olympus Contrib/Subrog Claims), or Class RUCACB-Cont (Rigas/UCA Contrib/Subrog Claims), or (ii) an equity interest in Class P-Equity (Equity Interests in Parnassos Debtors) or Class TCI-Equity (Equity Interests in Century-TCI Debtors), unless such party makes a specific request in writing for the same; and it is further

ORDERED that the Debtors are not required to distribute Solicitation Packages to creditors who have filed timely proofs of claim for amounts less than or equal to the amounts scheduled for such claims by the Debtors if the claims have already been paid in the full scheduled amount; provided, however, if, and to the extent that, any such creditor would be entitled to receive a Solicitation Package for any reason other than the fact that its claim had been scheduled by the Debtors, such creditor will be sent a Solicitation Package; and it is further

ORDERED that with respect to addresses from which notices of the hearing to approve the Disclosure Statement were returned as undeliverable by the United States Postal Service, the Debtors are excused from distributing Solicitation Packages to those entities listed at such addresses if the Debtors are unable to obtain accurate addresses for such entities before the Solicitation Commencement Date after having exercised good faith efforts to obtain more current addresses, and failure to attempt to re-deliver Solicitation Packages to such entities will not constitute inadequate notice of the Confirmation Hearing, the Voting Deadline, or a violation of Bankruptcy Rule 3017(d); and it is further

ORDERED that to the extent the Debtors send Solicitation Packages, which are returned as undeliverable by the United States Postal Service, and in good faith cannot obtain a more current address, failure to distribute Solicitation Packages to such entities will not constitute inadequate notice of the Confirmation Hearing, the Voting Deadline, or violation of Bankruptcy Rule 3017(d); and it is further

ORDERED that with respect to the Solicitation Packages to be distributed to Class FV-Notes (FrontierVision Notes Claims), Class FVHC-Notes (FrontierVision Holdco Notes Claims), Class FtM-FPL (FPL Note Claims), Class ARA-Notes (Arahova Notes Claims), Class OLYParent-Notes (Olympus Parent Notes Claims), Class ACC-SnrNotes (ACC Senior

Notes Claims), Class ACC-SubNotes (ACC Subordinated Notes Claims), Class ACC-BPfd (ACC Series B Preferred Stock Interests), Class ACC-DPfd (ACC Series D Preferred Stock Interests), Class ACC-EFPfd (ACC Series E and F Preferred Stock Interests) and Class ACC-CS (ACC Common Stock Interests), the Debtors shall distribute or cause to be distributed Solicitation Packages, including ballots, to record holders of the Debtors' public securities in such classes, including, without limitation, brokers, banks, commercial banks, transfer agents, trust companies, dealers, or other agents or nominees (collectively, the "Voting Nominees"), and each Voting Nominee shall be entitled to receive reasonably sufficient numbers of Solicitation Packages (including beneficial ballots) to distribute to the beneficial owners of the claims and equity interests for whom such Voting Nominee acts (collectively, the "Beneficial Owners"), and the Debtors shall be responsible for each such Voting Nominee's reasonable, actual, and necessary out-of-pocket expenses associated with the distribution of Solicitation Packages to the Beneficial Owners of such claims and equity interests and tabulation of the beneficial ballots and completion of master ballots; and it is further

ORDERED that the Debtors are authorized to distribute or cause to be distributed master ballots to the Voting Nominees in Class FV-Notes, Class FVHC-Notes, Class FtM-FPL, Class ARA-Notes, Class OLYParent-Notes, Class ACC-SnrNotes, Class ACC-SubNotes, Class ACC-BPfd, Class ACC-DPfd, Class ACC-EFPfd, and Class ACC-CS in accordance with customary procedures; and it is further

ORDERED that all ballots and master ballots must be properly executed, completed, and the original thereof shall be delivered to the Balloting Agent so as to be actually received by no later than 4:00 p.m. (prevailing New York Time) on February 3, 2006 (the "Voting Deadline"); and it is further

ORDERED that each Voting Nominee is required to forward Solicitation Packages to Beneficial Owners, receive returned ballots from the Beneficial Owners, tabulate the results according to the instructions set forth in the master ballots, and (i) return such results in a master ballot, and (ii) retain the underlying ballots received from the Beneficial Owners for inspection for a period of one year following the Voting Deadline; and it is further

ORDERED that the Beneficial Owner is required to return its beneficial ballot to the Voting Nominee, in a return envelope which shall be provided by and addressed to the Voting Nominee, no later than three (3) business days prior to the Voting Deadline, or such earlier deadline as may be established by the Voting Nominee; and it is further

ORDERED that with respect to holders of Bank Claims entitled to vote on the Plan in Classes FV-Bank (Frontiervision Bank Claims), P-Bank (Parnassos Bank Claims), TCI-Bank (Century-TCI Bank Claims), Century-Bank (Century Bank Claims), OLY-Bank (Olympus Bank Claims) and UCA-Bank (UCA Bank Claims), the administrative agent for each credit facility shall provide to the Balloting Agent a written list of the names of the participants in its particular syndicate, including such participants' contact information and voting amounts, no later than December 2, 2005 at 12:00 noon (prevailing New York time); and it is further

ORDERED that solely for purposes of voting to accept or reject the Plan and not for the purpose of the allowance of, or distribution on account of, a claim and without prejudice to the rights of the Debtors in any other context, each claim within a class of claims entitled to vote to accept or reject the Plan shall be entitled to vote the amount of such claim as set forth in the Schedules unless such holder has timely filed a proof of claim, in which event such holder would be entitled to vote the amount of such claim as set forth in such proof of claim; provided that:

- a. If a claim is deemed allowed under the Plan, such claim shall be allowed for voting purposes in the deemed allowed amount set forth in the Plan;
- b. If a claim for which a proof of claim has been timely filed is, by its terms, contingent, unliquidated, or disputed, such claim shall be temporarily allowed for voting purposes only, and not for purposes of allowance or distribution, at \$1.00;
- c. If a claim has been estimated or otherwise allowed for voting purposes by order of the Court, such claim shall be temporarily allowed in the amount so estimated or allowed by the Court for voting purposes only, and not for purposes of allowance or distribution;
- d. If a claim is listed in the Schedules as contingent, unliquidated, or disputed or in an amount equal to zero dollars and a proof of claim was not (i) filed by the applicable bar date for the filing of proofs of claim established by the Court or (ii) deemed timely filed by an order of the Court prior to the Voting Deadline, unless the Debtors have consented in writing, such claim shall be disallowed for voting purposes; and
- e. If the Debtors have served an objection to a claim at least twenty (20) days before the Voting Deadline, such claim shall be temporarily disallowed for voting purposes only and not for purposes of allowance or distribution, except to the extent and in the manner as may be set forth in such objection; and
- f. With respect to any creditor who has filed duplicate claims (whether against the same or multiple Debtors) that are classified under the Plan in the same class, the Debtors shall provide to such creditor only one Solicitation Package and one ballot for voting a single claim in such class, regardless of whether the Debtors have objected to such duplicate claims.

; and it is further

ORDERED that, while Alta shall be entitled to vote its claims according to the voting procedures established herein, the classification of Alta's claims for voting purposes shall be as agreed to by the Debtors and Alta or, in the absence of such agreement, determined by the Court at the Confirmation Hearing; and it is further

ORDERED that, absent a contrary order of this Court prior to the Voting Deadline, holders of ACC Series E and F Preferred Stock Interests shall vote their interests in Class ACC-EFPfd; provided, however, that such classification shall be for voting purposes only

and shall not be determinative of classification for purposes of allowance or distribution; and it is further

ORDERED that notwithstanding anything to the contrary (i) the Debtors shall have the right to seek an order of this Court designating and classifying Claims and/or Equity Interests as unimpaired and not entitled to vote, and (ii) holders of Claims' or Equity Interests' rights or defenses thereto are expressly reserved; and it is further

ORDERED that if any claimant seeks to challenge the allowance of its claim for voting purposes in accordance with the above procedures, such claimant is directed to serve on the Debtors and file with the Court on or before the tenth (10th) day after the later of (i) the Solicitation Commencement Date and (ii) service of notice of an objection, if any, to such claim, a motion (a "3018(a) Motion") for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such claim in a different amount for purposes of voting to accept or reject the Plan; and it is further

ORDERED that the Court shall consider all 3018(a) Motions at a hearing held on January 25, 2006, at 9:45 a.m. (prevailing New York time) or as soon thereafter as counsel may be heard; and it is further

ORDERED that as to any creditor filing a motion pursuant to Bankruptcy Rule 3018(a), such creditor's ballot shall not be counted unless temporarily allowed by the Court for voting purposes after notice and a hearing; and it is further

ORDERED that if a creditor casts more than one ballot or master ballot voting the same claim(s) before the Voting Deadline, the last ballot or master ballot received before the Voting Deadline is deemed to reflect the voter's intent and, thus, to supersede any prior ballots or master ballots; and it is further

ORDERED that if a holder of claims or equity interests casts more than one ballot voting the same claim(s) or equity interest(s) which are received by the Balloting Agent on the same day, but which are voted inconsistently, such ballots shall not be counted; and it is further

ORDERED that creditors who hold claims or equity interests in more than one class under the Plan must submit ballots for each class of claims or equity interests; and it is further

ORDERED that any ballot that is otherwise properly completed, executed, and timely returned to the Balloting Agent but does not indicate an acceptance or rejection of the Plan, or indicates both an acceptance and a rejection of the Plan, shall not be counted; and it is further

ORDERED that any ballot received after the Voting Deadline shall not be counted; provided, however, that the Debtors may grant (before or after the expiration of the Voting Deadline) one or more extensions of the Voting Deadline for one or more creditors or equity interest holders, one or more Voting Classes, and/or one or more Debtor Groups under the Plan; provided, further, however, that the Debtors shall file a notice with the Court listing any such extensions granted; and it is further

ORDERED that a vote shall be disregarded if this Court determines, after notice and a hearing, that such vote was not solicited or procured in good faith in accordance with the provisions of the Bankruptcy Code; and it is further

ORDERED that any ballot that is illegible or contains insufficient information to permit the identification of the claimant or equity interest holder shall not be counted; and it is further

ORDERED that any ballot cast by a person or entity that does not hold a claim or equity interest in a class that is entitled to vote to accept or reject the Plan shall not be counted; and it is further

ORDERED that any ballot cast for a claim scheduled as unliquidated, contingent, or disputed or in an amount equal to zero dollars for which no proof of claim was timely filed shall not be counted; and it is further

ORDERED that any unsigned ballot or a ballot that is signed but does not contain an original signature shall not be counted; and it is further

ORDERED that any ballot transmitted to the Balloting Agent by facsimile or other electronic means shall not be counted; and it is further

ORDERED that with respect to the tabulation of master ballots and beneficial ballots cast by Voting Nominees and Beneficial Owners, for purposes of voting, the amount that will be used to tabulate acceptances or rejections of the Plan will be the principal amount held as of the Record Date as determined based upon the records of the Depository Trust Company or other relevant depository and/or information agent (the "Record Amount") and the following additional rules shall apply to the tabulation of master ballots and beneficial ballots cast by Voting Nominees and Beneficial Owners:

- a. Votes cast by Beneficial Owners through a Voting Nominee will be applied against the positions held by such entities in the applicable securities as of the Record Date, as evidenced by the record and depository listings. Votes submitted by a Voting Nominee, pursuant to a master ballot, will not be counted in excess of the Record Amount of securities held by such Voting Nominee;
- b. To the extent that conflicting votes or "overvotes" are submitted by a Voting Nominee, the Balloting Agent will attempt to reconcile discrepancies with the Voting Nominee;

- c. To the extent that overvotes on a master ballot are not reconcilable prior to the preparation of the vote certification, the Balloting Agent will apply the votes to accept and to reject the Plan in the same proportion as the votes to accept and reject the Plan submitted on the master ballot that contained the overvote, but only to the extent of the Voting Nominee's position in the applicable security;

and it is further

ORDERED that in accordance with section 1125(e) of the Bankruptcy Code, to the fullest extent permitted by law, none of the Debtors, the Buyers or any of their respective Affiliates (including their respective directors, officers, employees, shareholders, members, partners, agents or representatives (including attorneys, accountants, and investment bankers)) shall have any liability on account of soliciting votes on the Plan or participating in such solicitation, for violation of any applicable law, rule, or regulation governing solicitation of acceptance or rejection of a plan or the offer, issuance, sale or purchase of securities; and it is further

ORDERED that the Confirmation Hearing Notice is approved; and it is further

ORDERED that the Confirmation Hearing will commence at 9:45 a.m. (prevailing New York Time) on February 22, 2006; provided, however, that the Confirmation Hearing may be adjourned from time to time by the Court or the Debtors without further notice to parties other than an announcement at or before the Confirmation Hearing or any adjourned Confirmation Hearing; and it is further

ORDERED that the Debtors shall publish the Confirmation Hearing Notice on or before the date that is twenty-five (25) days before the last date to object to confirmation of the Plan in (i) *The New York Times* (National Edition), *The Wall Street Journal* (National Edition), and *USA Today* (National Edition); (ii) in a major regional newspaper in each of the following cities: Boston, Buffalo, West Palm Beach, Cleveland, Denver and Los Angeles; and (iii) in at

least three of the following trade publications: *Television Week*, *Broadcasting & Cable*, *Multichannel News*, *Cableworld* and *CableFax Daily*. Additionally, the Debtors will publish the Confirmation Hearing Notice electronically on their website www.adelphia.com; and it is further

ORDERED that objections to confirmation of the Plan, if any, must (i) be made in writing; (ii) state with particularity the legal and factual ground therefor, and, if practicable, a proposed modification to the Plan that would resolve such objection; and (iii) conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy 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 in accordance with General Order M-182, so as to be received by each of the parties identified in paragraph 5 of the Confirmation Hearing Notice at the respective addresses set forth therein no later than 4:00 p.m. (prevailing New York time) on February 3, 2006; and it is further

ORDERED that objections to confirmation of the Plan not timely filed and served in the manner set forth above shall not be considered and shall be overruled; and it is further

ORDERED that the Debtors are authorized to take or refrain from taking any action necessary or appropriate to implement the terms of and the relief granted in this Order without seeking further order of the Court, including, but not limited to, the making of any payments and the retention of such information and /or solicitation agents reasonably necessary to perform the actions and distributions contemplated herein; and it is further

ORDERED that the Debtors are authorized to make non-substantive changes to the Disclosure Statement, Plan, ballots, master ballots, Confirmation Hearing Notice, and related documents without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors and to make conforming changes among the Disclosure Statement, the Plan, and any other materials in the Solicitation Package prior to their distribution; and it is further

ORDERED that this Court shall retain jurisdiction with respect to all matters related to this Order.

Dated: New York, New York
November 23, 2005

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