EXHIBIT S

Overview of Bankruptcy and Litigation Matters
Involving Adelphia Communications Corporation

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OVERVIEW OF BANKRUPTCY AND LITIGATION MATTERS INVOLVING ADELPHIA COMMUNICATIONS CORPORATION

I. Historical Background

The predecessor cable business of Adelphia Communications Corporation ("Adelphia") was founded in 1952 in Coudersport, Pennsylvania. Adelphia was incorporated in Delaware in July 1986 for the purpose of reorganizing five cable television companies, which were then principally owned by the Rigas family, into a holding company structure in connection with the initial public offering of Adelphia's Class A Common Stock, par value $0.01 per share (the "Class A Common Stock").

Prior to May 2002, members of the Rigas family held all of the senior executive positions at Adelphia and constituted five of the nine members of the Board of Adelphia (collectively, the "Rigas Management"). In addition, Adelphia's Class B Common Stock, par value $0.01 per share (the "Class B Common Stock"), is owned by members of the Rigas family and is a "super-voting" common stock that entitles the holders to 10 votes per share. Prior to June 2002, the Class B Common Stock effectively enabled the Rigas family to elect eight of the nine members of the Board.

In the spring of 2002, Adelphia disclosed that the Rigas Management had allegedly issued false and misleading public disclosures, financial statements and compliance certificates; improperly capitalized operating expenses; engaged in allegedly fraudulent transactions; failed to reflect indebtedness for which Adelphia was liable on its accounting records or its public disclosures; allegedly engaged in improper self-dealing transactions; used Adelphia assets for their personal benefit; and allegedly took other improper actions. Following the discovery of the Rigas Management's misconduct, a special committee of the Board obtained the agreement of all of the members of the Rigas Management to resign from their positions as officers and directors of Adelphia. In June 2002, Adelphia and substantially all of its domestic subsidiaries (collectively, the "Debtors") filed voluntary petitions to reorganize under Chapter 11 of the Bankruptcy Code (the "Chapter 11 Cases"). The Debtors are currently operating as debtors-in-possession. Although members of the Rigas family continue to own shares of the Class A Common Stock and Class B Common Stock with a majority of the voting power in Adelphia, the Rigas family members have not exercised such majority voting power since they resigned from their positions as officers and directors of Adelphia and are effectively precluded from exercising such voting power while the Chapter 11 Cases are pending.

In connection with the Rigas family's alleged misconduct, in mid-2002, a criminal investigation was launched by the United States Department of Justice ("DoJ"). On July 24, 2002, certain members of the Rigas family, including John Rigas, former Adelphia Chairman and Chief Executive Officer, his sons, Timothy Rigas, former Director and Chief Financial Officer, and Michael Rigas, former Director and Executive Vice President of Operations, and certain alleged co-conspirators were arrested on charges including fraud, self-dealing and conspiracy to commit fraud. These individuals were indicted by a grand jury on September 23, 2002. Since then, certain co-conspirators pled guilty to certain of the counts with which they were charged. On July 8, 2004, John Rigas and Timothy Rigas were each found guilty of 15 counts of Securities fraud, two counts of bank fraud and one count of conspiracy. Michael Rigas was acquitted of conspiracy and wire fraud and a mistrial was declared for the remaining securities fraud and bank fraud counts against him. The bank fraud charges against Michael Rigas have since been dismissed with prejudice, but the DOJ has requested that a new trial date be set to retry Michael Rigas on the Securities fraud charges. The district court has set October 24, 2005 as the retrial date. One of the alleged co-conspirators was acquitted. On March 17, 2005, the District Court denied the motion of John Rigas and Rigas for a new trial. The sentencing of John Rigas and Tim Rigas is currently scheduled for June 1, 2005.

The Board began reconstituting itself in March 2002, and as of January 1, 2004, the Board was composed of seven directors, none of whom had served as directors during the tenure of the Rigas Management. In March 2003, William Schleyer was appointed as Adelphia's Chairman and Chief Executive Officer and Ron Cooper was appointed President and Chief Operating Officer. Shortly after the appointments of Schleyer and Cooper, the Board and these new officers hired a senior management team. These executives have initiated the process of adopting and implementing new internal controls and procedures designed, among other things, to prevent a recurrence of the fraudulent acts that allegedly occurred during the tenure of the Rigas Management.

II. Significant Litigation Has Served To Distract Adelphia

Adelphia is currently involved in significant litigation, including the following major pending litigation matters outstanding as of June 30, 2004.

- **Securities and Exchange Commission ("SEC") Civil Action.**

On July 24, 2002, the SEC filed a civil enforcement action against Adelphia, certain members of the Rigas family and others, alleging various securities fraud and improper books and records claims arising out of actions allegedly taken or directed by certain members of Rigas management (none of whom remain with the company). A settlement subject to District and Bankruptcy Court approval under which the Rigas family would forfeit in excess of $1.5 billion in assets to Adelphia and Adelphia would pay $715 million into a victim's restitution fund was announced on April 25, 2005. Included in the assets which will be transferred to Adelphia are certain cable systems owned by the Rigas family. Under the settlement, Adelphia will not be prosecuted.

- **Securities and Derivatives Litigation.**

Adelphia and certain former officers, directors and advisors have been named as defendants in a number of lawsuits alleging violations of federal and state securities laws and related claims. These actions generally allege that the defendants made materially misleading statements understating Adelphia's liabilities and exaggerating its financial results in violation of securities laws. In particular, beginning on April 2, 2002, various groups of plaintiffs filed more than 30 class action complaints, purportedly on behalf of certain Adelphia shareholders and bondholders, or classes thereof, in federal court in Pennsylvania. Several non-class action lawsuits were brought on behalf of individuals or small groups of security holders in federal courts in Pennsylvania, New York, South Carolina and New Jersey, and in state courts in New York, Pennsylvania, California and Texas.

Seven derivative suits were also filed in federal and state courts in Pennsylvania, and four derivative suits were filed in state court in Delaware. On May 6, 2002, a notice and proposed order of dismissal without prejudice was filed by the Plaintiff in one of these four Delaware derivative actions. The remaining three Delaware actions were consolidated on May 22, 2002. On February 10, 2004, the parties stipulated and agreed to the dismissal of these consolidated actions without prejudice. Numerous civil actions have been transferred by the Judicial Panel on Multidistrict Litigation to the United States District Court for the Southern District of New York for consolidated or coordinated pretrial proceedings. The proposed lead plaintiffs and proposed co-lead counsel in the consolidated class actions were appointed in the MDL proceedings and a consolidated amended class action complaint has been filed by the lead plaintiffs. Adelphia is not named as a defendant in the amended complaint, but is a non-party plaintiff. Pursuant to Section 362 of the Bankruptcy Code, all of the securities and derivative claims that were filed against Adelphia before the bankruptcy filings are automatically stayed and not proceeding.

- **Acquisition Actions.**

After revelations of the Rigas family's alleged misconduct were publicly disclosed, three actions were filed against Adelphia by former shareholders of companies that Adelphia acquired, in whole or in part, through stock transactions. These actions allege that Adelphia induced these former shareholders to enter into these stock transactions through fraudulent misrepresentations and omissions.

Two of these proceedings have been filed with the American Arbitration Association alleging violations of federal and state securities laws, breaches of representations and warranties, and fraud in the inducement. The third action is a derivative action alleging fraudulent concealment, fraudulent misrepresentation, and rescission that was originally filed in a Colorado State Court, and subsequently was removed to federal court by Adelphia. The Colorado State Court action was closed administratively on July 16, 2004, subject to reopening if and when the automatic bankruptcy stay is lifted or other good cause shown. These actions have been stayed pursuant to the automatic stay provisions of Section 362 of the Bankruptcy Code.

- **Rigas Criminal Action.**

In connection with an investigation conducted by the DoJ, on July 24, 2002 certain members of the Rigas family and certain co-conspirators were arrested on charges including fraud, self-dealing and conspiracy to commit fraud. These individuals were indicted by a grand jury on September 23, 2002. Each individual was charged with one count of conspiracy, 16 counts of securities fraud, five counts of wire fraud and two counts of bank fraud. Between November 2002 and January 2003, two of the Rigas family's alleged co-conspirators pleaded guilty to one count of conspiracy, securities fraud and bank fraud. The trial in the Rigas Criminal Action began in early 2004. On July 8, 2004, John Rigas and Timothy Rigas were convicted of 15 counts of securities fraud, two counts of bank fraud and one count of conspiracy.

Michael Rigas was acquitted of conspiracy and, on July 9, 2004, a mistrial was declared for the remaining counts against him. The District Court set October 24, 2005 as the retrial date for Michael Rigas on the securities fraud charges.

The Company was not a defendant in the Rigas criminal action, but was under investigation by the DOJ regarding matters related to alleged wrongdoing by certain members of the Rigas family.

- **Adelphia's Lawsuit Against the Rigas Family.**

On July 24, 2002, Adelphia filed a complaint in the Bankruptcy Court against John J. Rigas, Michael J. Rigas, Timothy J. Rigas, James P. Rigas, James Brown, Michael Mulcahey, Peter Venetis, Doris Rigas, Ellen Rigas Venetis and several Managed Cable Entities. This action generally alleges that defendants misappropriated billions of dollars from Adelphia in breach of their fiduciary duties to Adelphia. On November 15, 2002, Adelphia filed an amended complaint against the defendants that expanded upon the facts alleged in the original complaint and alleged violations of the RICO Act, breach of fiduciary duty, securities fraud, fraudulent concealment, fraudulent misrepresentation, conversion, waste of corporate assets, breach of contract, unjust enrichment, fraudulent conveyance, constructive trust, inducing breach of fiduciary duty, and a request for an accounting. The complaint seeks relief in the form of, among other things, treble and punitive damages, disgorgement of monies and securities obtained as a consequence of the Rigas family's improper conduct and attorneys' fees.

Although the case has seen considerable activity, the April 25, 2005 announcement of the settlement by Adelphia and the Rigas family with the Securities and Exchange Commission and the Department of Justice may greatly reduce the impact of this litigation as Adelphia expects to recover significant assets from the Rigas family.

- **Creditors' Committee Lawsuit Against Prepetition Banks.**

Pursuant to the Bankruptcy Court order approving the DIP Facility (the "Final DIP Order"), Adelphia and its subsidiaries made certain acknowledgments (the "Acknowledgments") with respect to the extent of their indebtedness under the credit facilities, as well as the validity and extent of the liens and claims of the lenders under such facilities. However, given the circumstances surrounding the filing of these Chapter 11 Cases, the Final DIP Order preserved Adelphia and its subsidiaries' right to prosecute, among other things, avoidance actions and claims against the prepetition lenders and to bring litigation against the prepetition lenders based on any wrongful conduct. The Final DIP Order also provided that any official committee appointed in the Chapter 11 Cases would have the right to request that it be granted standing by the Bankruptcy Court to challenge the Acknowledgments and to bring claims belonging to Adelphia and its subsidiaries and their estates against the prepetition lenders.

Pursuant to a stipulation between Adelphia and its subsidiaries, the Creditors' Committee and the Equity Committee, which is being challenged by certain prepetition lenders, the Creditors' Committee was granted leave and standing to file and prosecute claims against the prepetition lenders, on behalf of Adelphia and its subsidiaries, and the Equity Committee was granted leave to seek to intervene in any such action. This stipulation also preserves Adelphia and its subsidiaries' ability to compromise and settle the claims against the prepetition lenders. The Creditors' Committee moved for Bankruptcy Court approval of this stipulation and simultaneously filed a complaint (the "Bank Complaint") against the agents and lenders under certain credit facilities, and related entities, asserting, among other things, that these entities knew of, and participated in, the alleged abuse of the co-borrowing facilities by certain members of the Rigas family and the Managed Cable Entities (the "Prepetition Lender Litigation"). Adelphia is a nominal plaintiff in this action.

The Bank Complaint contains 52 claims for relief to redress the claimed wrongs and abuse committed by the agents, lenders and other entities. The Bank Complaint seeks to, among other things, (1) recover as fraudulent transfers the principal and interest paid by Adelphia to the defendants, (2) avoid as fraudulent obligations Adelphia and its subsidiaries' obligations, if any, to repay the defendants, (3) recover damages for breaches of fiduciary duties to Adelphia and for aiding and abetting fraud and breaches of fiduciary duties by the Rigas family, (4) equitably disallow, subordinate or recharacterize each of the defendant's claims in the Chapter 11 Cases, (5) avoid and recover certain preferential transfers made to certain defendants, and (6) recover damages for violations of the Bank Holding Company Act.

Numerous motions seeking to defeat the Prepetition Lender Litigation were filed by defendants and the Bankruptcy Court held a hearing on such issues, but the Bankruptcy Court has not yet issued a ruling. The Equity Committee has filed a motion seeking authority to bring additional claims against the prepetition lenders pursuant to the RICO Act. The Bankruptcy Court heard oral argument on these motions on December 20 and December 21, 2004, but the Court has not yet ruled on the motions.

- **Adelphia's Lawsuit Against Deloitte.**

On November 6, 2002, Adelphia sued Deloitte, Adelphia's former independent auditors, in the Court of Common Please for Philadelphia County, seeking damages for Deloitte's role in the Rigas Family's alleged misappropriation of funds from the Company. The complaint brings causes of action for professional negligence, breach of contract, aiding and abetting breach of fiduciary duty, fraud, negligent misrepresentation and contribution. The complaint alleges, among other things, that Deloitte knew of at least aspects of the alleged misappropriation and misconduct of the Rigas Family, and that other alleged acts of self-dealing and misappropriation by the Rigas Family were readily apparent to Deloitte from the books and records that Deloitte reviewed and to which it had access. The complaint alleges that, in either case, Deloitte had a duty to report the Rigas Family's alleged misconduct to those who could have acted to stop the Rigas Family, but Deloitte did not do so. The complaint seeks damages of an unspecified amount. Deloitte filed preliminary objections to the complaint, which were overruled by the court by order dated June 11, 2003.

On September 15, 2003, Deloitte filed an Answer, New Matter, and Counterclaims in response to the complaint. In its counterclaims, Deloitte asserted causes of action against Adelphia for breach of contract, fraud, negligent misrepresentation and contribution. Also on September 15, 2003, Deloitte filed a related complaint naming as additional defendants John, Timothy, Michael and James Rigas. In this complaint, Deloitte alleged causes of action for fraud, negligent misrepresentation and contribution. On January 9, 2004, Adelphia answered Deloitte's counterclaims. Deloitte moved to stay discovery in this action until completion of the Rigas Criminal Action, which Adelphia opposed. Following this motion, discovery was effectively stayed for 60 days but has now commenced. Deloitt and Adelphia have exchanged documents and have begun deposition discovery. On January 10, 2005, the court signed a scheduling order stating, among other deadlines, that (1) all discovery in the case is to be completed by June 6, 2005, (2) pre-trial motions are to be filed by July 5. 2005 and (3) the court expects that the case will be ready for trial October 3, 2005. These dates are likely to be extended although a new scheduling order has not yet bee entered.

- **Equity Committee and Preferred Shareholder Litigation.**

Adelphia is defendant in an adversary proceeding in the Bankruptcy Court consisting of a declaratory judgment action and a motion for preliminary injunction brought on January 9, 2003 by the Equity Committee, seeking, among other relief, a declaration as to how the shares owned by the Rigas Family and Rigas Family Entities would be voted should a consent solicitation to elect members of the Adelphia Board be undertaken. Adelphia has opposed such requests for relief.

The claims of the Equity Committee are based on shareholder rights that the Equity Committee asserts should be recognized even in bankruptcy, coupled with continuing claims, as of the filing of the lawsuit, of historical connections between the Board and the Rigas Family. Motions to dismiss filed by Adelphia and others are fully briefed in this action, but no argument date has been set. If this action survives these motions to dismiss, resolution of disputed fact issues will occur in two phases pursuant to a schedule set by the Bankruptcy Court. Determinations regarding fact questions relating to the conduct of the Rigas Family will not occur until, at a minimum, after the resolution of the Rigas Criminal Action. No pleadings have been filed in the adversary proceeding since September 2003, rendering the adversary proceeding inactive.

- **Litigation Relating to Rigas Family Defense Costs.**

In July 2003 and again in February 2004, the Rigas Family sought approval from the Bankruptcy Court to use cash from the Managed Cable Entities to fund the Rigas Family members' civil and criminal defense costs. The Rigas Family claimed they were entitled to this funding based on certain purported indemnity and other rights they said they had as officers, director, and controlling shareholders of the Managed Cable Entities. In an order dated August 7, 2003, among other things, the Bankruptcy Court granted the Rigas Family members' request to the extent of $15 million. In a decision rendered from the bench on February 18, 2004 and entered as an order on March 9, 2004, the Bankruptcy Court amended that order to allow an additional $12.8 million to be spent on criminal defense costs and denied the Rigas Family members' request for additional funding for civil defense costs.

Adelphia and the Creditors' Committee appealed the February 18, 2004 ruling and moved for a stay pending the appeal of the Bankruptcy Court's March 9, 2004 order. A hearing on the motion for a stay pending appeal was held on March 17. 2004 in the District Court. On March 22, 2004, the District Court denied the Company's motion for a stay pending appeal of the Bankruptcy Court's March 9, 2004 order.

On September 14, 2004, the Rigas Family members again moved to amend the August 7, 2003 and March 9, 2004 orders, seeking approximately $11 million more in cash from the Managed Cable Entities to fund civil and criminal defense costs. While that motion was pending, the District Court issued a decision on September 27, 2004, vacating the Bankruptcy Court's March 9, 2004 order and remanding the matter back to the Bankruptcy Court for further consideration.

On November 8, 2004, a hearing occurred regarding evidentiary issues to the Rigas Family members' latest motion at which time the court granted Adelphia's motion to exclude certain evidence. Another evidentiary hearing was held on November 22, 2004, concerning the ability of the Rigases to obtain additional funding of attorneys fees both pursuant to the request which was granted but vacated by the District Court and the latest request for an additional $11 million.

On March 24, 2005, the Bankruptcy Court issued a written decision on the Rigas Family members' motions. With respect to the advancement of funds for the payment of the Rigases' defense costs, the Court concluded that all discretionary advancement of funding for attorneys' fees was improper and only mandatory advancement from certain Managed Cable Entities will be allowed. With regard to Michael Rigas, there is a mandatory continuing obligation fro certain Managed Cable Entities to advance defense costs and all Managed Cable Entities are required to indemnify Michael Rigas for certain defense costs. There is no duty to indemnify John or Timothy Rigas based on their guilty verdicts in their criminal prosecution. As of March 31, 2005, $27,800,000 had been advanced to the Rigas Family.

On April 25, 2005, Adelphia entered into the Rigas Settlement Agreement. As part of the Rigas Settlement Agreement, among other things, Adelphia agreed to provide $11.5 million for the Rigas Family's civil and criminal defense costs and to indemnify the Excluded Parties for legal costs if an action is brought by the Company against a third party and that third party brings a claim against the Excluded Parties asserting that certain property transferred by the Excluded Parties was a fraudulent transfer. The Rigas Settlement Agreement must be approved by both the Bankruptcy Court and the District Court. A hearing date on the motion to approve the Rigas Settlement Agreement has not yet been set.

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