

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
_____)	

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

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

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

Exhibit A

**THE VOTING DEADLINE BY WHICH YOUR BALLOT MUST BE RECEIVED BY
THE BALLOTING AGENT IS [____], 2005 AT 4:00 P.M., PREVAILING NEW
YORK TIME**

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

[Claimant Name & Address (“Claimant”)
Authorized Voting Amount]

BALLOT FOR VOTING CLASS [CLASS NUMBER] - [CLASS NAME] BANK CLAIMS

HOW TO VOTE

1. REVIEW THE INSTRUCTIONS CONTAINED HEREIN BEFORE COMPLETING THIS BALLOT.
2. REVIEW AND COMPLETE ITEM 1 AND ITEM 2.
3. SIGN THE BALLOT.
4. RETURN THE BALLOT IN THE PRE-ADDRESSED ENVELOPE.

1. **VOTE ON PLAN.** PLEASE CHECK ONLY ONE BOX. IF NO BOXES ARE CHECKED, OR IF BOTH BOXES ARE CHECKED, THIS BALLOT WILL NOT BE COUNTED.

ACCEPTS THE PLAN

REJECTS THE PLAN

2. **SIGNATURE.** By signing this ballot, the undersigned certifies that it is either (a) a creditor with a claim to which this ballot pertains that is designated in the class of [CLASS NAME] Bank Claims pursuant to the Debtors' Fourth Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code dated November [], 2005 (as may be amended and/or modified, the "Plan"), or (b) an authorized signatory of such a creditor and has full power and authority to vote to accept or reject the Plan. The undersigned also acknowledges that the solicitation of this vote to accept or reject the Plan is subject to all of the terms and conditions set forth in the order approving the Debtors' Fourth Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code, dated [_____], 2005. A **BALLOT THAT IS NOT SIGNED WILL NOT COUNT.**

Name:	
Signature:	
Title:	
Date Completed:	
Telephone #:	

RETURN THIS BALLOT IN ITS ENTIRETY. DO NOT TEAR APART OR OTHERWISE DISASSEMBLE THIS BALLOT.

PLEASE MAKE SURE YOU HAVE PROVIDED ALL INFORMATION REQUESTED ON THIS BALLOT.

(the remainder of this page has been intentionally left blank)

**THE VOTING DEADLINE BY WHICH YOUR BALLOT MUST BE RECEIVED BY
THE BALLOTING AGENT IS [____], 2005 AT 4:00 P.M., PREVAILING NEW
YORK TIME**

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

[Claimant Name & Address (“Claimant”)
Authorized Voting Amount]

BALLOT FOR VOTING CLASS [CLASS NUMBER] - [CLASS NAME] TRADE CLAIMS

HOW TO VOTE

1. REVIEW THE INSTRUCTIONS CONTAINED HEREIN BEFORE COMPLETING THIS BALLOT.
2. REVIEW AND COMPLETE ITEM 1 AND ITEM 2.
3. SIGN THE BALLOT.
4. RETURN THE BALLOT IN THE PRE-ADDRESSED ENVELOPE.

1. **VOTE ON PLAN.** PLEASE CHECK ONLY ONE BOX. IF NO BOXES ARE CHECKED, OR IF BOTH BOXES ARE CHECKED, THIS BALLOT WILL NOT BE COUNTED.

ACCEPTS THE PLAN

REJECTS THE PLAN

2. **SIGNATURE.** By signing this ballot, the undersigned certifies that it is either (a) a creditor with a claim to which this ballot pertains that is designated in the class of [CLASS NAME] Trade Claims pursuant to the Debtors' Fourth Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code dated November [], 2005 (as may be amended and/or modified, the "Plan"), or (b) an authorized signatory of such a creditor and has full power and authority to vote to accept or reject the Plan. The undersigned also acknowledges that the solicitation of this vote to accept or reject the Plan is subject to all of the terms and conditions set forth in the order approving the Debtors' Fourth Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code, dated [_____], 2005. A BALLOT THAT IS NOT SIGNED WILL NOT COUNT.

Name:	
Signature:	
Title:	
Date Completed:	
Telephone #:	

RETURN THIS BALLOT IN ITS ENTIRETY. DO NOT TEAR APART OR OTHERWISE DISASSEMBLE THIS BALLOT.

PLEASE MAKE SURE YOU HAVE PROVIDED ALL INFORMATION REQUESTED ON THIS BALLOT.

(the remainder of this page has been intentionally left blank)

**THE VOTING DEADLINE BY WHICH YOUR BALLOT MUST BE RECEIVED BY
THE BALLOTING AGENT IS [____], 2005 AT 4:00 P.M., PREVAILING NEW
YORK TIME**

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

[Claimant Name & Address (“Claimant”)
Authorized Voting Amount]

**BALLOT FOR VOTING CLASS [CLASS NUMBER] - [CLASS NAME] TRADE CLAIMS (WITH
CONVENIENCE CLASS ELECTION)**

HOW TO VOTE

1. REVIEW THE INSTRUCTIONS CONTAINED HEREIN BEFORE COMPLETING THIS BALLOT.
2. REVIEW AND COMPLETE ITEM 1, ITEM 2 AND ITEM 3.
3. SIGN THE BALLOT.
4. RETURN THE BALLOT IN THE PRE-ADDRESSED ENVELOPE.

1. **VOTE ON PLAN.** PLEASE CHECK ONLY ONE BOX. IF NO BOXES ARE CHECKED, OR IF BOTH BOXES ARE CHECKED, THIS BALLOT WILL NOT BE COUNTED.

ACCEPTS THE PLAN

REJECTS THE PLAN

2. **CONVENIENCE CLASS ELECTION.**

Subject to the terms of Section [____] of the Plan, Claimant hereby irrevocably elects to reduce its claim to \$10,000.00 and receive [CLASS NAME] Convenience Claim treatment under the Plan.

YES

NO

3. **SIGNATURE.** By signing this ballot, the undersigned certifies that it is either (a) a creditor with a claim to which this ballot pertains that is designated in the class of [CLASS NAME] Trade Claims pursuant to the Debtors' Fourth Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code dated November [], 2005 (as may be amended and/or modified, the "Plan"), or (b) an authorized signatory of such a creditor and has full power and authority to vote to accept or reject the Plan. The undersigned also acknowledges that the solicitation of this vote to accept or reject the Plan is subject to all of the terms and conditions set forth in the order approving the Debtors' Fourth Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code, dated [____], 2005. **A BALLOT THAT IS NOT SIGNED WILL NOT COUNT.**

Name:	
Signature:	
Title:	
Date Completed:	
Telephone #:	

RETURN THIS BALLOT IN ITS ENTIRETY. DO NOT TEAR APART OR OTHERWISE DISASSEMBLE THIS BALLOT.

PLEASE MAKE SURE YOU HAVE PROVIDED ALL INFORMATION REQUESTED ON THIS BALLOT.

(the remainder of this page has been intentionally left blank)

**THE VOTING DEADLINE BY WHICH YOUR BALLOT MUST BE RECEIVED BY
THE BALLOTING AGENT IS [____], 2005 AT 4:00 P.M., PREVAILING NEW
YORK TIME**

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

_____)	
In re)	Chapter 11 Cases
Adelphia Communications Corp., et al.,)	Case No. 02-41729 (REG)
Debtors.)	(Jointly Administered)
_____)	

[Claimant Name & Address (“Claimant”)
Authorized Voting Amount]

**BALLOT FOR VOTING CLASS [CLASS NUMBER] - [CLASS NAME] OTHER UNSECURED
CLAIMS**

HOW TO VOTE

1. REVIEW THE INSTRUCTIONS CONTAINED HEREIN BEFORE COMPLETING THIS BALLOT.
2. REVIEW AND COMPLETE ITEM 1 AND ITEM 2.
3. SIGN THE BALLOT.
4. RETURN THE BALLOT IN THE PRE-ADDRESSED ENVELOPE.

1. **VOTE ON PLAN.** PLEASE CHECK ONLY ONE BOX. IF NO BOXES ARE CHECKED, OR IF BOTH BOXES ARE CHECKED, THIS BALLOT WILL NOT BE COUNTED.

ACCEPTS THE PLAN

REJECTS THE PLAN

2. **SIGNATURE.** By signing this ballot, the undersigned certifies that it is either (a) a creditor with a claim to which this ballot pertains that is designated in the class of [CLASS NAME] Other Unsecured Claims pursuant to the Debtors' Fourth Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code dated November [], 2005 (as may be amended and/or modified, the "Plan"), or (b) an authorized signatory of such a creditor and has full power and authority to vote to accept or reject the Plan. The undersigned also acknowledges that the solicitation of this vote to accept or reject the Plan is subject to all of the terms and conditions set forth in the order approving the Debtors' Fourth Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code, dated [_____], 2005. A **BALLOT THAT IS NOT SIGNED WILL NOT COUNT.**

Name:	
Signature:	
Title:	
Date Completed:	
Telephone #:	

RETURN THIS BALLOT IN ITS ENTIRETY. DO NOT TEAR APART OR OTHERWISE DISASSEMBLE THIS BALLOT.

PLEASE MAKE SURE YOU HAVE PROVIDED ALL INFORMATION REQUESTED ON THIS BALLOT.

(the remainder of this page has been intentionally left blank)

**THE VOTING DEADLINE BY WHICH YOUR BALLOT MUST BE RECEIVED BY
THE BALLOTING AGENT IS [____], 2005 AT 4:00 P.M., PREVAILING NEW
YORK TIME**

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

[Claimant Name & Address (“Claimant”)
Authorized Voting Amount]

**BALLOT FOR VOTING CLASS [CLASS NUMBER] - [CLASS NAME] OTHER UNSECURED
CLAIMS (WITH CONVENIENCE CLASS ELECTION)**

HOW TO VOTE

1. REVIEW THE INSTRUCTIONS CONTAINED HEREIN BEFORE COMPLETING THIS BALLOT.
2. REVIEW AND COMPLETE ITEM 1, ITEM 2 AND ITEM 3.
3. SIGN THE BALLOT.
4. RETURN THE BALLOT IN THE PRE-ADDRESSED ENVELOPE.

1. **VOTE ON PLAN.** PLEASE CHECK ONLY ONE BOX. IF NO BOXES ARE CHECKED, OR IF BOTH BOXES ARE CHECKED, THIS BALLOT WILL NOT BE COUNTED.

ACCEPTS THE PLAN

REJECTS THE PLAN

2. **CONVENIENCE CLASS ELECTION.**

Subject to the terms of Section [____] of the Plan, Claimant hereby irrevocably elects to reduce its claim to \$10,000.00 and receive [CLASS NAME] Convenience Claim treatment under the Plan.

YES

NO

3. **SIGNATURE.** By signing this ballot, the undersigned certifies that it is either (a) a creditor with a claim to which this ballot pertains that is designated in the class of [CLASS NAME] Other Unsecured Claims pursuant to the Debtors' Fourth Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code dated November [], 2005 (as may be amended and/or modified, the "Plan"), or (b) an authorized signatory of such a creditor and has full power and authority to vote to accept or reject the Plan. The undersigned also acknowledges that the solicitation of this vote to accept or reject the Plan is subject to all of the terms and conditions set forth in the order approving the Debtors' Fourth Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code, dated [____], 2005. A BALLOT THAT IS NOT SIGNED WILL NOT COUNT.

Name:	
Signature:	
Title:	
Date Completed:	
Telephone #:	

RETURN THIS BALLOT IN ITS ENTIRETY. DO NOT TEAR APART OR OTHERWISE DISASSEMBLE THIS BALLOT.

PLEASE MAKE SURE YOU HAVE PROVIDED ALL INFORMATION REQUESTED ON THIS BALLOT.

(the remainder of this page has been intentionally left blank)

**THE VOTING DEADLINE BY WHICH YOUR BALLOT MUST BE RECEIVED BY
THE BALLOTING AGENT IS [____], 2005 AT 4:00 P.M., PREVAILING NEW
YORK TIME**

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

[Claimant Name & Address (“Claimant”)
Authorized Voting Amount]

BALLOT FOR VOTING CLASS [CLASS NUMBER] - [CLASS NAME] CONVENIENCE CLAIMS

HOW TO VOTE

1. REVIEW THE INSTRUCTIONS CONTAINED HEREIN BEFORE COMPLETING THIS BALLOT.
2. REVIEW AND COMPLETE ITEM 1 AND ITEM 2.
3. SIGN THE BALLOT.
4. RETURN THE BALLOT IN THE PRE-ADDRESSED ENVELOPE.

1. **VOTE ON PLAN.** PLEASE CHECK ONLY ONE BOX. IF NO BOXES ARE CHECKED, OR IF BOTH BOXES ARE CHECKED, THIS BALLOT WILL NOT BE COUNTED.

ACCEPTS THE PLAN

REJECTS THE PLAN

2. **SIGNATURE.** By signing this ballot, the undersigned certifies that it is either (a) a creditor with a claim to which this ballot pertains that is designated in the class of [CLASS NAME] Convenience Claims pursuant to the Debtors' Fourth Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code dated November [], 2005 (as may be amended and/or modified, the "Plan"), or (b) an authorized signatory of such a creditor and has full power and authority to vote to accept or reject the Plan. The undersigned also acknowledges that the solicitation of this vote to accept or reject the Plan is subject to all of the terms and conditions set forth in the order approving the Debtors' Fourth Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code, dated [_____], 2005. A BALLOT THAT IS NOT SIGNED WILL NOT COUNT.

Name:	
Signature:	
Title:	
Date Completed:	
Telephone #:	

RETURN THIS BALLOT IN ITS ENTIRETY. DO NOT TEAR APART OR OTHERWISE DISASSEMBLE THIS BALLOT.

PLEASE MAKE SURE YOU HAVE PROVIDED ALL INFORMATION REQUESTED ON THIS BALLOT.

(the remainder of this page has been intentionally left blank)

**THE VOTING DEADLINE BY WHICH YOUR BALLOT MUST BE RECEIVED BY
THE BALLOTING AGENT IS [____], 2005 AT 4:00 P.M., PREVAILING NEW
YORK TIME**

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

[Claimant Name & Address (“Claimant”)
Authorized Voting Amount]

**BALLOT FOR VOTING CLASS [CLASS NUMBER] - [CLASS NAME] EXISTING SECURITIES
LAW CLAIMS**

HOW TO VOTE

1. REVIEW THE INSTRUCTIONS CONTAINED HEREIN BEFORE COMPLETING THIS BALLOT.
2. REVIEW AND COMPLETE ITEM 1 AND ITEM 2.
3. SIGN THE BALLOT.
4. RETURN THE BALLOT IN THE PRE-ADDRESSED ENVELOPE.

1. **VOTE ON PLAN.** PLEASE CHECK ONLY ONE BOX. IF NO BOXES ARE CHECKED, OR IF BOTH BOXES ARE CHECKED, THIS BALLOT WILL NOT BE COUNTED.

ACCEPTS THE PLAN

REJECTS THE PLAN

2. **SIGNATURE.** By signing this ballot, the undersigned certifies that it is either (a) a creditor with a claim to which this ballot pertains that is designated in the class of [CLASS NAME] Existing Securities Law Claims pursuant to the Debtors' Fourth Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code dated November [], 2005 (as may be amended and/or modified, the "Plan"), or (b) an authorized signatory of such a creditor and has full power and authority to vote to accept or reject the Plan. The undersigned also acknowledges that the solicitation of this vote to accept or reject the Plan is subject to all of the terms and conditions set forth in the order approving the Debtors' Fourth Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code, dated [_____], 2005. A BALLOT THAT IS NOT SIGNED WILL NOT COUNT.

Name:	
Signature:	
Title:	
Date Completed:	
Telephone #:	

RETURN THIS BALLOT IN ITS ENTIRETY. DO NOT TEAR APART OR OTHERWISE DISASSEMBLE THIS BALLOT.

PLEASE MAKE SURE YOU HAVE PROVIDED ALL INFORMATION REQUESTED ON THIS BALLOT.

(the remainder of this page has been intentionally left blank)

INSTRUCTIONS FOR COMPLETING THE BALLOT

On _____, 2005, the United States Bankruptcy Court for the Southern District of New York (the "Court") approved the Debtors' Fourth Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code (the "Disclosure Statement") for Adelphia Communications Corporation and its affiliated debtors (collectively, the "Debtors") and authorized the Debtors to solicit votes with regard to the approval or rejection of the Debtors' Fourth Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code dated November [], 2005 (as may be amended and/or modified, the "Plan"). Lists identifying each of the Debtors are annexed to the Plan. Capitalized terms used but not defined herein shall have the meaning given to them in the Plan.

TO HAVE YOUR VOTE COUNT, YOU MUST COMPLETE, SIGN AND RETURN THIS BALLOT SO THAT IT IS RECEIVED BY BANKRUPTCY SERVICES, LLC (THE "BALLOTING AGENT") NOT LATER THAN 4:00 P.M. PREVAILING NEW YORK TIME ON [____], 2005 (THE "VOTING DEADLINE"). FAXED BALLOTS WILL NOT BE COUNTED. ONLY ORIGINAL BALLOTS WITH ORIGINAL SIGNATURES WILL BE COUNTED.

BALLOTS SHOULD BE RETURNED TO ONE OF THE FOLLOWING ADDRESSES:

(if mailed)

Adelphia Communications Corporation
c/o Bankruptcy Services, LLC as balloting agent
PO Box 5014, FDR Station
New York, NY 10150-5014

(if sent by Overnight courier)

Adelphia Communications Corporation
c/o Bankruptcy Services, LLC as balloting agent
757 Third Avenue, 3rd Floor
New York, NY 10017

It is important that you vote. The Plan can be confirmed by the Court with respect to each Debtor Group under the Plan and thereby made binding on you if it is accepted by the holders of at least 2/3 in amount and more than 1/2 in number of claims actually voting in each voting class of claims, and by the holders of at least 2/3 in amount of equity interests actually voting in each voting class of interests. The votes of the claims or equity interests actually voted in your class will bind those who do not vote. In the event that the requisite acceptances are not obtained, the Court may nevertheless confirm the Plan with respect to each Debtor Group under the Plan if at least one impaired class of claims or equity interests has accepted the Plan and the Court finds that it accords fair and equitable treatment to, and does not discriminate unfairly against, the class(es) rejecting it and otherwise satisfies the requirements of section 1129(b) of title 11 of the United States Code (the "Bankruptcy Code").

Your signature is required in order for your vote to be counted. If the claim is held by a partnership, the ballot should be executed in the name of the partnership by a general partner. If the claim is held by a corporation, the ballot must be executed by an officer. If you are signing in a representative capacity, also indicate your title after your signature.

This ballot has been prepared to reflect the class in which you are eligible to vote. If you have claims or interests in more than this class, you may receive more than one ballot. **IF YOU RECEIVE MORE THAN ONE BALLOT, YOU SHOULD ASSUME THAT EACH BALLOT IS FOR A CLAIM OR AN INTEREST IN A SEPARATE CLASS AND SHOULD COMPLETE AND RETURN ALL OF THE BALLOTS.**

Ballots are being sent to all holders of impaired claims or interests entitled to vote on the Plan as of the voting record date of [____], 2005, prevailing New York time. Pursuant to section 502 of the Bankruptcy Code and Federal Rule of Bankruptcy Procedure 3018, the Court may estimate and temporarily allow a claim for purposes of voting on the Plan. The Debtors may seek an order of the Court, temporarily allowing, for voting purposes only, certain disputed claims. If the Debtors avail themselves of this right, allowance for voting purposes does not constitute allowance for purposes of distributions under the Plan.

This ballot is for voting purposes only and does not constitute and shall not be deemed a proof of claim or interest or an admission by the Debtors of the validity of a claim.

If your ballot is damaged or lost or if you did not receive a ballot you may request a replacement by addressing a written request to Bankruptcy Services, LLC, 757 Third Avenue, 3rd Floor, New York, NY 10017 or by calling (646) 282-2500.

Claimants submitting multiple duplicative ballots in the same class shall be deemed to have voted in the manner of the last ballot cast. If a claimant or interest holder 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 will not be counted.

Any ballot that is illegible or contains insufficient information to permit the identification of the claimant or interest holder will not be counted.

If a claim is deemed allowed under the Plan, such claim is allowed for voting purposes in the deemed allowed amount set forth in the Plan. If a claim for which a proof of claim has been timely filed is, by its terms, contingent, unliquidated, or disputed, such claim will be temporarily allowed for voting purposes only, and not for purposes of allowance or distribution, at \$1.00. If a claim has been estimated or otherwise allowed for voting purposes by order of the Court, such claim is temporarily allowed in the amount so estimated or allowed by the Court for voting purposes only, and not for purposes of allowance or distribution. If a claim is listed in the Debtors' scheduled claims as contingent, unliquidated, or disputed or in an amount equal to zero dollars and a proof of claim was not filed by the applicable bar date for the filing of proofs of claim established by the Court or deemed timely filed by an order of the Court prior to the Voting Deadline, unless the Debtors have consented in writing, such claim is disallowed for voting purposes and for purposes of allowance and distribution pursuant to Bankruptcy Rule 3003(c). If the Debtors have served an objection to a claim at least twenty (20) days before the Voting Deadline, such claim is 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. 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, such creditor shall vote a single claim in such class, regardless of whether the Debtors have objected to such duplicate claims.

If you have any questions regarding the ballot, or the voting procedures generally, or if you need additional copies of the ballot or other enclosed materials, please contact the Balloting Agent at (646) 282-2500. The Disclosure Statement and additional information regarding these cases is also available on the Debtors' website, at <http://www.adelphia.com>, and the Court's website, at <http://www.nysb.uscourts.gov>.

TO HAVE YOUR VOTE COUNT, YOU MUST COMPLETE, SIGN AND RETURN THIS BENEFICIAL BALLOT SO THAT IT IS RECEIVED BY YOUR BROKER, BANK, COMMERCIAL BANK, TRANSFER AGENT, TRUST COMPANY, DEALER, OR OTHER AGENT OR NOMINEE (“VOTING NOMINEE”) NOT LATER THAN 4:00 P.M. PREVAILING NEW YORK TIME ON THE DATE WHICH IS THREE (3) BUSINESS DAYS PRIOR TO [____], 2005, OR THE DATE AS SPECIFIED BY YOUR VOTING NOMINEE (THE “VOTING DEADLINE”).

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

**CLASS [CLASS NUMBER] - [CLASS NAME] NOTES CLAIMS - BENEFICIAL BALLOT
CUSIP: [CUSIP NUMBER]**

HOW TO VOTE

1. REVIEW THE INSTRUCTIONS CONTAINED HEREIN BEFORE COMPLETING THIS BALLOT.
2. REVIEW AND COMPLETE ITEM 1, ITEM 2, ITEM 3 AND ITEM 4.
3. SIGN THE BALLOT.
4. RETURN THE BALLOT TO YOUR VOTING NOMINEE IN THE ENVELOPE THAT HAS BEEN PROVIDED.

1. **VOTE ON PLAN.** PLEASE CHECK ONLY ONE BOX. IF NO BOXES ARE CHECKED, OR IF BOTH BOXES ARE CHECKED, THIS BALLOT WILL NOT BE COUNTED.

ACCEPTS THE PLAN

REJECTS THE PLAN

2. DESCRIPTION OF SECURITIES VOTED

- A. Name of beneficial holder: _____
- B. Account(s)/note numbers: _____
- C. Aggregate principal amount of all notes voted in this ballot: _____

3. **SIGNATURE.** By signing this ballot, the undersigned certifies that it is either (a) a creditor with a claim to which this ballot pertains that is designated in the class of [CLASS NAME] Notes Claims pursuant to the Debtors' Fourth Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code dated November [], 2005 (as may be amended and/or modified, the "Plan"), or (b) an authorized signatory of such a creditor and has full power and authority to vote to accept or reject the Plan. The undersigned also acknowledges that the solicitation of this vote to accept or reject the Plan is subject to all of the terms and conditions set forth in the order approving the Debtors' Fourth Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code, dated [_____], 2005. **A BALLOT THAT IS NOT SIGNED WILL NOT COUNT.**

Name:	
Signature:	
Title:	
Date Completed:	
Telephone #:	

4. **IDENTIFY ALL OTHER [CLASS NAME] NOTES CLAIMS VOTED.** By signing this ballot, the undersigned certifies that either (a) this ballot is the only ballot submitted by the undersigned for [Class Name] Notes Claims or (b) in addition to this ballot, one or more ballots ("Additional Ballots") for [Class Name] Notes Claims have been submitted to other brokers, banks, commercial banks, transfer agents, trust companies, dealers or other agents or nominees (each a "Voting Nominee") as follows:

Beneficial Owner's Customer Account Number or Other Identifying Information Relating to Additional Ballot(s)	Name of Voting Nominee(s) for Additional Ballot(s)	Principal Amount of [Class Name] Notes Claims Voted in Additional Ballot(s)
		\$
		\$
		\$

RETURN THIS BALLOT IN ITS ENTIRETY. DO NOT TEAR APART OR OTHERWISE DISASSEMBLE THIS BALLOT.

PLEASE MAKE SURE YOU HAVE PROVIDED ALL INFORMATION REQUESTED ON THIS BALLOT.

INSTRUCTIONS FOR COMPLETING THE BENEFICIAL BALLOT

On _____, 2005, the United States Bankruptcy Court for the Southern District of New York (the "Court") approved the Debtors' Fourth Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code (the

“Disclosure Statement”) for Adelphia Communications Corporation and its affiliated debtors (collectively, the “Debtors”) and authorized the Debtors to solicit votes with regard to the approval or rejection of the Debtors’ Fourth Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code dated November [], 2005 (as may be amended and/or modified, the “Plan”). Lists identifying each of the Debtors are annexed to the Plan. Capitalized terms used but not defined herein shall have the meaning given to them in the Plan.

TO HAVE YOUR VOTE COUNT, YOU MUST COMPLETE, SIGN AND RETURN THIS BENEFICIAL BALLOT SO THAT IT IS RECEIVED BY YOUR BROKER, BANK, COMMERCIAL BANK, TRANSFER AGENT, TRUST COMPANY, DEALER, OR OTHER AGENT OR NOMINEE (“VOTING NOMINEE”) NOT LATER THAN 4:00 P.M. PREVAILING NEW YORK TIME ON THE DATE WHICH IS THREE (3) BUSINESS DAYS PRIOR TO [____], 2005, OR THE DATE AS SPECIFIED BY YOUR VOTING NOMINEE (THE “VOTING DEADLINE”).

If you are a beneficial holder, please deliver your originally signed [CLASS NAME] Notes Claims beneficial ballot to your Voting Nominee. If you desire to fax your beneficial ballot, confirm with your Voting Nominee prior to faxing it to determine whether your Voting Nominee will accept a faxed beneficial ballot.

It is important that you vote. The Plan can be confirmed by the Court with respect to each Debtor Group under the Plan and thereby made binding on you if it is accepted by the holders of at least 2/3 in amount and more than 1/2 in number of claims actually voting in each voting class of claims, and by the holders of at least 2/3 in amount of equity interests actually voting in each voting class of interests. The votes of the claims or equity interests actually voted in your class will bind those who do not vote. In the event that the requisite acceptances are not obtained, the Court may nevertheless confirm the Plan with respect to each Debtor Group under the Plan if at least one impaired class of claims or equity interests has accepted the Plan and the Court finds that it accords fair and equitable treatment to, and does not discriminate unfairly against, the class(es) rejecting it and otherwise satisfies the requirements of section 1129(b) of title 11 of the United States Code (the “Bankruptcy Code”).

Your signature is required in order for your vote to be counted. If the claim is held by a partnership, the beneficial ballot should be executed in the name of the partnership by a general partner. If the claim is held by a corporation, the beneficial ballot must be executed by an officer. If you are signing in a representative capacity, also indicate your title after your signature.

This beneficial ballot has been prepared to reflect the class in which you are eligible to vote. If you have claims or interests in more than this class, you may receive more than one ballot. **IF YOU RECEIVE MORE THAN ONE BALLOT, YOU SHOULD ASSUME THAT EACH BALLOT IS FOR A CLAIM OR AN INTEREST IN A SEPARATE CLASS AND SHOULD COMPLETE AND RETURN ALL OF THE BALLOTS.**

Ballots are being sent to all holders of impaired claims or interests entitled to vote on the Plan as of the voting record date of [____], 2005, prevailing New York time. Pursuant to section 502 of the Bankruptcy Code and Rule 3018 of the Federal Rules of Bankruptcy Procedure, the Court may estimate and temporarily allow a claim for purposes of voting on the Plan. The Debtors may seek an order of the Court, temporarily allowing, for voting purposes only, certain disputed claims. If the Debtors avail themselves of this right, allowance for voting purposes does not constitute allowance for purposes of distributions under the Plan.

This beneficial ballot is for voting purposes only and does not constitute and shall not be deemed a proof of claim or interest or an admission by the Debtors of the validity of a claim.

If your beneficial ballot is damaged or lost or if you did not receive a beneficial ballot you may request a replacement by addressing a written request to your Voting Nominee.

Claimants submitting multiple duplicative beneficial ballots shall be deemed to have voted in the manner of the last beneficial ballot cast. If a claimant or interest holder casts more than one beneficial 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 beneficial ballots will not be counted.

Any beneficial ballot that is illegible or contains insufficient information to permit the identification of the claimant or interest holder will not be counted.

If a claim is deemed allowed under the Plan, such claim is allowed for voting purposes in the deemed allowed amount set forth in the Plan. If a claim for which a proof of claim has been timely filed is, by its terms, contingent, unliquidated, or disputed, such claim will be temporarily allowed for voting purposes only, and not for purposes of allowance or distribution, at \$1.00. If a claim has been estimated or otherwise allowed for voting purposes by order of the Court, such claim is temporarily allowed in the amount so estimated or allowed by the Court for voting purposes only, and not for purposes of allowance or distribution. If a claim is listed in the Debtors' schedules as contingent, unliquidated, or disputed or in an amount equal to zero dollars and a proof of claim was not filed by the applicable bar date for the filing of proofs of claim established by the Court or deemed timely filed by an order of the Court prior to the Voting Deadline, unless the Debtors have consented in writing, such claim is disallowed for voting purposes and for purposes of allowance and distribution pursuant to Bankruptcy Rule 3003(c). If the Debtors have served an objection to a claim at least twenty (20) days before the Voting Deadline, such claim is 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. 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, such creditor shall vote a single claim in such class, regardless of whether the Debtors have objected to such duplicate claims.

If you have any questions regarding the beneficial ballot, or the voting procedures generally, or if you need additional copies of the beneficial ballot or other enclosed materials, please contact your Voting Nominee. The Disclosure Statement and additional information regarding these cases is also available on the Debtors' website, at <http://www.adelphia.com>, and the Court's website, at <http://www.nysb.uscourts.gov>.

TO HAVE YOUR VOTE COUNT, YOU MUST COMPLETE, SIGN AND RETURN THIS BENEFICIAL BALLOT SO THAT IT IS RECEIVED BY YOUR BROKER, BANK, COMMERCIAL BANK, TRANSFER AGENT, TRUST COMPANY, DEALER, OR OTHER AGENT OR NOMINEE (“VOTING NOMINEE”) NOT LATER THAN 4:00 P.M. PREVAILING NEW YORK TIME ON THE DATE WHICH IS THREE (3) BUSINESS DAYS PRIOR TO [____], 2005, OR THE DATE AS SPECIFIED BY YOUR VOTING NOMINEE (THE “VOTING DEADLINE”).

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

_____)	
In re)	Chapter 11 Cases
Adelphia Communications Corp., et al.,)	Case No. 02-41729 (REG)
Debtors.)	(Jointly Administered)
_____)	

**CLASS [CLASS NUMBER] - [CLASS NAME] STOCK INTERESTS - BENEFICIAL BALLOT
CUSIP: [CUSIP NUMBER]**

HOW TO VOTE

1. REVIEW THE INSTRUCTIONS CONTAINED HEREIN BEFORE COMPLETING THIS BALLOT.
2. REVIEW AND COMPLETE ITEM 1, ITEM 2, ITEM 3, AND ITEM 4.
3. SIGN THE BALLOT.
4. RETURN THE BALLOT TO YOUR VOTING NOMINEE IN THE ENVELOPE THAT HAS BEEN PROVIDED.

1. **VOTE ON PLAN.** PLEASE CHECK ONLY ONE BOX. IF NO BOXES ARE CHECKED, OR IF BOTH BOXES ARE CHECKED, THIS BALLOT WILL NOT BE COUNTED.

ACCEPTS THE PLAN

REJECTS THE PLAN

2. DESCRIPTION OF SECURITIES VOTED

- A. Name of beneficial holder: _____
- B. Account(s)/[interest] numbers: _____
- C. Aggregate number of equity interests voted in this ballot: _____

3. **SIGNATURE.** By signing this ballot, the undersigned certifies that it is either (a) a creditor with a claim to which this ballot pertains that is designated in the class of [CLASS NAME] Stock Interests pursuant to the Debtors' Fourth Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code dated November [], 2005 (as may be amended and/or modified, the "Plan"), or (b) an authorized signatory of such a creditor and has full power and authority to vote to accept or reject the Plan. The undersigned also acknowledges that the solicitation of this vote to accept or reject the Plan is subject to all of the terms and conditions set forth in the order approving the Debtors' Fourth Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code, dated [_____], 2005. **A BALLOT THAT IS NOT SIGNED WILL NOT COUNT.**

Name:	
Signature:	
Title:	
Date Completed:	
Telephone #:	

4. **IDENTIFY ALL OTHER [CLASS NAME] STOCK INTERESTS VOTED.** By signing this ballot, the undersigned certifies that either (a) this ballot is the only ballot submitted by the undersigned for [Class Name] Stock Interests or (b) in addition to this ballot, one or more ballots ("Additional Ballots") for [Class Name] Stock Interests have been submitted to other brokers, banks, commercial banks, transfer agents, trust companies, dealers or other agents or nominees (each a "Voting Nominee") as follows:

Beneficial Owner's Customer Account Number or Other Identifying Information Relating to Additional Ballot(s)	Name of Voting Nominee(s) for Additional Ballot(s)	Principal Amount of [Class Name] Stock Interests Voted in Additional Ballot(s)
		\$
		\$
		\$

RETURN THIS BALLOT IN ITS ENTIRETY. DO NOT TEAR APART OR OTHERWISE DISASSEMBLE THIS BALLOT.

PLEASE MAKE SURE YOU HAVE PROVIDED ALL INFORMATION REQUESTED ON THIS BALLOT.

INSTRUCTIONS FOR COMPLETING THE BENEFICIAL BALLOT

On _____, 2005, the United States Bankruptcy Court for the Southern District of New York (the "Court") approved the Debtors' Fourth Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code (the

“Disclosure Statement”) for Adelphia Communications Corporation and its affiliated debtors (collectively, the “Debtors”) and authorized the Debtors to solicit votes with regard to the approval or rejection of the Debtors’ Fourth Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code dated November [], 2005 (as may be amended and/or modified, the “Plan”). Lists identifying each of the Debtors are annexed to the Plan. Capitalized terms used but not defined herein shall have the meaning given to them in the Plan.

TO HAVE YOUR VOTE COUNT, YOU MUST COMPLETE, SIGN AND RETURN THIS BENEFICIAL BALLOT SO THAT IT IS RECEIVED BY YOUR BROKER, BANK, COMMERCIAL BANK, TRANSFER AGENT, TRUST COMPANY, DEALER, OR OTHER AGENT OR NOMINEE (“VOTING NOMINEE”) NOT LATER THAN 4:00 P.M. PREVAILING NEW YORK TIME ON THE DATE WHICH IS THREE (3) BUSINESS DAYS PRIOR TO [____], 2005, OR THE DATE AS SPECIFIED BY YOUR VOTING NOMINEE (THE “VOTING DEADLINE”).

If you are a beneficial holder, please deliver your originally signed [CLASS NAME] Stock Interests beneficial ballot to your Voting Nominee. If you desire to fax your beneficial ballot, confirm with your Voting Nominee prior to faxing it to determine whether your Voting Nominee will accept a faxed beneficial ballot.

It is important that you vote. The Plan can be confirmed by the Court with respect to each Debtor Group under the Plan and thereby made binding on you if it is accepted by the holders of at least 2/3 in amount and more than 1/2 in number of claims actually voting in each voting class of claims, and by the holders of at least 2/3 in amount of equity interests actually voting in each voting class of interests. The votes of the claims or equity interests actually voted in your class will bind those who do not vote. In the event that the requisite acceptances are not obtained, the Court may nevertheless confirm the Plan with respect to each Debtor Group under the Plan if at least one impaired class of claims or equity interests has accepted the Plan and the Court finds that it accords fair and equitable treatment to, and does not discriminate unfairly against, the class(es) rejecting it and otherwise satisfies the requirements of section 1129(b) of title 11 of the United States Code (the “Bankruptcy Code”).

Your signature is required in order for your vote to be counted. If the claim is held by a partnership, the beneficial ballot should be executed in the name of the partnership by a general partner. If the claim is held by a corporation, the beneficial ballot must be executed by an officer. If you are signing in a representative capacity, also indicate your title after your signature.

This beneficial ballot has been prepared to reflect the class in which you are eligible to vote. If you have claims or interests in more than this class, you may receive more than one ballot. **IF YOU RECEIVE MORE THAN ONE BALLOT, YOU SHOULD ASSUME THAT EACH BALLOT IS FOR A CLAIM OR AN INTEREST IN A SEPARATE CLASS AND SHOULD COMPLETE AND RETURN ALL OF THE BALLOTS.**

Ballots are being sent to all holders of impaired claims or interests entitled to vote on the Plan as of the voting record date of [____], 2005, prevailing New York time. Pursuant to section 502 of the Bankruptcy Code and Rule 3018 of the Federal Rules of Bankruptcy Procedure, the Court may estimate and temporarily allow a claim for purposes of voting on the Plan. The Debtors may seek an order of the Court, temporarily allowing, for voting purposes only, certain disputed claims. If the Debtors avail themselves of this right, allowance for voting purposes does not constitute allowance for purposes of distributions under the Plan.

This beneficial ballot is for voting purposes only and does not constitute and shall not be deemed a proof of claim or interest or an admission by the Debtors of the validity of a claim.

If your beneficial ballot is damaged or lost or if you did not receive a beneficial ballot you may request a replacement by addressing a written request to your Voting Nominee.

Claimants submitting multiple duplicative beneficial ballots shall be deemed to have voted in the manner of the last beneficial ballot cast. If a claimant or interest holder casts more than one beneficial 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 beneficial ballots will not be counted.

Any beneficial ballot that is illegible or contains insufficient information to permit the identification of the claimant or interest holder will not be counted.

If a claim is deemed allowed under the Plan, such claim is allowed for voting purposes in the deemed allowed amount set forth in the Plan. If a claim for which a proof of claim has been timely filed is, by its terms, contingent, unliquidated, or disputed, such claim will be temporarily allowed for voting purposes only, and not for purposes of allowance or distribution, at \$1.00. If a claim has been estimated or otherwise allowed for voting purposes by order of the Court, such claim is temporarily allowed in the amount so estimated or allowed by the Court for voting purposes only, and not for purposes of allowance or distribution. If a claim is listed in the Debtors' schedules as contingent, unliquidated, or disputed or in an amount equal to zero dollars and a proof of claim was not filed by the applicable bar date for the filing of proofs of claim established by the Court or deemed timely filed by an order of the Court prior to the Voting Deadline, unless the Debtors have consented in writing, such claim is disallowed for voting purposes and for purposes of allowance and distribution pursuant to Bankruptcy Rule 3003(c). If the Debtors have served an objection to a claim at least twenty (20) days before the Voting Deadline, such claim is 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. 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, such creditor shall vote a single claim in such class, regardless of whether the Debtors have objected to such duplicate claims.

If you have any questions regarding the beneficial ballot, or the voting procedures generally, or if you need additional copies of the beneficial ballot or other enclosed materials, please contact your Voting Nominee. The Disclosure Statement and additional information regarding these cases is also available on the Debtors' website, at <http://www.adelphia.com>, and the Court's website, at <http://www.nysb.uscourts.gov>.

Exhibit B

**THE VOTING DEADLINE BY WHICH YOUR MASTER BALLOT MUST BE RECEIVED BY THE
BALLOTING AGENT IS [____], 2005 AT 4:00 P.M., PREVAILING NEW YORK TIME**

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

**CLASS [CLASS NUMBER] - [CLASS NAME] NOTE CLAIMS - MASTER BALLOT
CUSIP: []**

**FOR USE BY BROKERS, BANKS, COMMERCIAL BANKS, TRANSFER AGENTS, TRUST COMPANIES,
DEALERS, OR OTHER AGENTS OR NOMINEES (EACH, A “VOTING NOMINEE”) OF BENEFICIAL
HOLDERS (AND OF INTERVENING VOTING NOMINEES) OF [DESCRIPTION OF NOTE]**

**THIS MASTER BALLOT IS NOT A LETTER OF TRANSMITTAL AND MAY NOT BE USED FOR ANY
PURPOSE OTHER THAN TO TRANSMIT VOTES TO ACCEPT OR REJECT THE DEBTORS’ FOURTH
AMENDED JOINT PLAN OF REORGANIZATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE
(AS MAY BE SUBSEQUENTLY MODIFIED AND/OR AMENDED, THE “PLAN”). HOLDERS OF NOTES
SHOULD NOT SURRENDER CERTIFICATES REPRESENTING THEIR NOTES AT THIS TIME.**

**IF YOU ARE AN INTERMEDIARY BROKER, PROXY AGENT, OR OTHER INTERVENING VOTING
NOMINEE, YOU ARE REQUIRED TO COMPLETE THIS MASTER BALLOT AND DELIVER IT TO YOUR
BROKER, PROXY INTERMEDIARY OR OTHER VOTING NOMINEE. YOU SHOULD RETURN THIS
MASTER BALLOT SO AS TO ALLOW ADDITIONAL TIME FOR ALL BALLOTS TO BE DELIVERED BY
YOUR BROKER, PROXY INTERMEDIARY OR OTHER VOTING NOMINEE TO THE BALLOTING
AGENT, BANKRUPTCY SERVICES, LLC (OR TO ANY FURTHER INTERMEDIARY VOTING NOMINEES,
AND THEN TO THE BALLOTING AGENT), BY 4:00 P.M. PREVAILING NEW YORK TIME ON [____],
2005 (THE “VOTING DEADLINE”).**

**PLEASE READ THE ATTACHED VOTING INFORMATION AND
INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.**

1. **TABULATION OF BENEFICIAL OWNER VOTING.** The undersigned certifies that:

Acceptances. _____ beneficial owners of Notes in the aggregate unpaid principal amount of \$ _____ have delivered duly completed [Class Name] Notes Claims – Beneficial Ballots to the undersigned (or, such information was derived from beneficial ballots that have been summarized in intermediary master ballots delivered to the undersigned) voting to **ACCEPT** the Plan; and

Rejections. _____ beneficial owners of Notes in the aggregate unpaid principal amount of \$ _____ have delivered duly completed [Class Name] Notes Claims – Beneficial Ballots to the undersigned (or, such information was derived from beneficial ballots that have been summarized in intermediary master ballots delivered to the undersigned) voting to **REJECT** the Plan.

2. **BENEFICIAL OWNER INFORMATION.** The undersigned certifies that the information provided below (including any information provided on additional sheets attached hereto) is a true and accurate schedule of the beneficial owners of Notes, as identified by their respective account numbers, that have delivered duly completed beneficial ballots to the undersigned (or, such information was derived from beneficial ballots that have been summarized in intermediary master ballots delivered to the undersigned) voting to accept or reject the Plan.

(Please complete the information requested below. Attach additional sheets if necessary.)

Beneficial Owner’s Customer Account Number or Other Identifying Information	Principal Number of Notes Voted	Accept or Reject the Plan? (Check only one box per row)	
		ACCEPT	REJECT

3. **CERTIFICATION AS TO TRANSCRIPTION OF INFORMATION FROM ITEM 4 AS TO [CLASS NAME] NOTES CLAIMS VOTED BY BENEFICIAL OWNERS.** The undersigned certifies that the undersigned has transcribed in the following table the information, if any, provided by beneficial owners in Item 4 of the [CLASS NAME] Notes Claims - Beneficial Ballot, identifying any other [CLASS NAME] Notes Claims for which such beneficial owners have submitted other ballots:

YOUR customer account number for each beneficial owner who completed Item 4 of the [CLASS NAME] Notes Claims - Beneficial Ballot.	Beneficial Owner's Customer Account Number or Other Identifying Information Relating to Additional Ballot(s). (Transcribe from Item 4 of [CLASS NAME] Notes Claims - Beneficial Ballot).	Name of Voting Nominee(s) for Additional Ballot(s). (Transcribe from Item 4 of [CLASS NAME] Notes Claims - Beneficial Ballot).	Principal Amount of [Class Name] Notes Claims Voted in Additional Ballot(s). (Transcribe from Item 4 of [CLASS NAME] Notes Claims - Beneficial Ballot).
1.		\$	
2.		\$	
3.		\$	

4. **ADDITIONAL CERTIFICATIONS.** Except in the case of a vote recorded in a master ballot received from an intermediary, the undersigned certifies that each beneficial owner of the Notes whose votes are being transmitted by this master ballot has been provided with a copy of the Disclosure Statement for the Debtors' Fourth Amended Joint Plan of Reorganization Under Chapter 11 of The Bankruptcy Code (the "Disclosure Statement"), the Plan and the other applicable solicitation materials and that any beneficial or master ballots received are and will remain on file with the undersigned subject to inspection for a period of one year following the Voting Deadline.
5. **REGISTERED OWNER.** The undersigned certifies that it is either: the registered owner in its own name or through a position held at a securities depository of the Notes identified in Item 2 above; or is an intermediary Voting Nominee on account of a beneficial holder of Notes, in which case such party should complete this master ballot and forward it to such party's Voting Nominee intermediary, who represents such party's interests.
6. **SIGNATURE.** By signing this master ballot, the undersigned certifies that: (a) each beneficial owner of Notes whose votes are being transmitted by this master ballot has been provided with a copy of the Disclosure Statement (with a copy of the Plan annexed thereto); and (b) it is the registered holder of the claims to which this ballot pertains and/or has full power and authority to vote to accept or reject the Plan. The undersigned also acknowledges that the solicitation of this vote to accept or reject the Plan is subject to all the terms and conditions set forth in the order approving the Disclosure Statement, dated [_____], 2005.

Print or Type Name:	
Signature:	
If by Authorized Agent, Name and Title:	
Name of Institution:	
Street Address:	
City, State, Zip Code:	
Telephone Number:	
Date Completed:	

RETURN THIS BALLOT IN ITS ENTIRETY. DO NOT TEAR APART OR OTHERWISE DISASSEMBLE THIS BALLOT.

PLEASE MAKE SURE YOU HAVE PROVIDED ALL INFORMATION REQUESTED ON THIS BALLOT.

INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT - NOTES CLAIMS

On _____, 2005, the United States Bankruptcy Court for the Southern District of New York (the "Court") approved the Debtors' Fourth Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code (the "Disclosure Statement") for Adelpia Communications Corporation and its affiliated debtors (collectively, the "Debtors") and authorized the Debtors to solicit votes with regard to the approval or rejection of the Debtors' Fourth Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code dated November [], 2005 (as may be amended and/or modified, the "Plan"). Lists identifying each of the Debtors are annexed to the Plan. Capitalized terms used but not defined herein shall have the meaning given to them in the Plan.

The Debtors are soliciting votes of your customers and/or constituents who are beneficial holders of [Class Name] (the "Beneficial Owners") pursuant to the Plan. This master ballot is to identify the votes of your customers or constituents who hold claims in Class [Class Number] under the Plan or you, to the extent you are a registered holder of Notes in your own name.

To have the vote of your customers count, you should deliver the Disclosure Statement, Plan and beneficial ballot to each Beneficial Owner for whom you hold interests and you must **COMPLETE, SIGN AND RETURN THIS MASTER BALLOT SO THAT IT IS RECEIVED BY BANKRUPTCY SERVICES, LLC (THE "BALLOTING AGENT") (OR TO ANY FURTHER INTERMEDIARY VOTING NOMINEES, AND THEN TO THE BALLOTING AGENT) NOT LATER THAN 4:00 P.M. PREVAILING NEW YORK TIME ON [____], 2005 (THE "VOTING DEADLINE"). FAXED BALLOTS WILL NOT BE COUNTED. ONLY ORIGINAL MASTER BALLOTS WITH ORIGINAL SIGNATURES WILL BE COUNTED.**

BALLOTS SHOULD BE RETURNED TO ONE OF THE FOLLOWING ADDRESSES:

(if mailed)

Adelpia Communications Corporation
c/o Bankruptcy Services, LLC as balloting agent
PO Box 5014, FDR Station
New York, NY 10150-5014

(if sent by Overnight courier)

Adelpia Communications Corporation
c/o Bankruptcy Services, LLC as balloting agent
757 Third Avenue, 3rd Floor
New York, NY 10017

It is important that you and your customers and/or constituents vote. The Plan can be confirmed by the Court with respect to each Debtor Group under the Plan and thereby made binding on you if it is accepted by the holders of at least 2/3 in amount and more than 1/2 in number of claims actually voting in each voting class of claims, and by the holders of at least 2/3 in amount of equity interests actually voting in each voting class of interests. The votes of the claims or equity interests actually voted in each class will bind those who do not vote. In the event that the requisite acceptances are not obtained, the Court may nevertheless confirm the Plan with respect to each Debtor Group under the Plan if at least one impaired class of claims or equity interests has accepted the Plan and the Court finds that it accords fair and equitable treatment to, and does not discriminate unfairly against, the class(es) rejecting it and otherwise satisfies the requirements of section 1129(b) of title 11 of the United States Code (the "Bankruptcy Code").

Your signature is required in order for your customers' and/or constituents' votes to be counted. If your customers and/or constituents are a partnership, the ballot should be executed in the name of the partnership by a general partner. If your customers and/or constituents are a corporation, the ballot must be executed by an officer. If your customers and/or constituents are signing in a representative capacity, also indicate your title after your signature.

This ballot has been prepared to reflect the class in which your customers and/or constituents are eligible to vote. If your customers and/or constituents have claims or interests in more than this class, your customers and/or constituents may receive more than one ballot. **IF YOUR CUSTOMERS AND/OR CONSTITUENTS RECEIVE MORE THAN ONE BALLOT, THEY SHOULD ASSUME THAT EACH BALLOT IS FOR A CLAIM OR AN INTEREST IN A SEPARATE CLASS AND SHOULD COMPLETE AND RETURN ALL OF THE BALLOTS.**

Ballots are being sent to all holders of impaired claims or interests entitled to vote on the Plan as of the voting record date of [_____], 2005, prevailing New York time. Pursuant to section 502 of the Bankruptcy Code and Federal Rule of Bankruptcy Procedure 3018, the Court may estimate and temporarily allow a claim for purposes of voting on the Plan. The Debtors may seek an order of the Court, temporarily allowing, for voting purposes only, certain disputed claims. If the Debtors avail themselves of this right, allowance for voting purposes does not constitute allowance for purposes of distributions under the Plan.

With respect to any ballots returned to you by a Beneficial Owner, you must complete a master ballot, return it to the Balloting Agent and retain such ballots for inspection for a period of one year following the Voting Deadline.

If, in addition to acting as a Voting Nominee (as defined in the Master Ballot), you also are a Beneficial Owner of any Notes and you wish to vote such Notes beneficially held by you, you should add your vote to the master ballot. If you choose to complete a ballot, please refer to the instructions accompanying the ballot.

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.

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.

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.

This ballot is for voting purposes only and does not constitute and shall not be deemed a proof of claim or interest or an admission by the Debtor of the validity of any claims or interests.

If your master ballot is damaged or lost or if you did not receive a master ballot you may request a replacement by addressing a written request to Bankruptcy Services, LLC, 757 Third Avenue, 3rd Floor, New York, NY 10017 or by calling (646) 282-2500.

If a claim is deemed allowed under the Plan, such claim is allowed for voting purposes in the deemed allowed amount set forth in the Plan. If a claim for which a proof of claim has been timely filed is, by its terms, contingent, unliquidated, or disputed, such claim will be temporarily allowed for voting purposes only, and not for purposes of allowance or distribution, at \$1.00. If a claim has been estimated or otherwise allowed for voting purposes by order of the Court, such claim is temporarily allowed in the amount so estimated or allowed by the Court for voting purposes only, and not for purposes of allowance or distribution. If a claim is listed in the Debtors’ schedules as contingent, unliquidated, or disputed or in an amount equal to zero dollars and a proof of claim was not filed by the applicable bar date for the filing of proofs of claim established by the Court or deemed timely filed by an order of the Court prior to the Voting Deadline, unless the Debtors have consented in writing, such claim is disallowed for voting purposes and for purposes of allowance and distribution pursuant to Bankruptcy Rule 3003(c). If the Debtors have served an objection to a claim at least twenty (20) days before the Voting Deadline, such claim is 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. 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, such creditor shall vote a single claim in such class, regardless of whether the Debtors have objected to such duplicate claims.

If you have any questions regarding the master ballot, or the voting procedures generally, or if you need additional copies of the master ballot or other enclosed materials, please contact the Balloting Agent at (646) 282-2500. The Disclosure Statement and additional information regarding these cases is also available on the Debtors’ website, at <http://www.adelphia.com>, and the Court’s website, at <http://www.nysb.uscourts.gov>.

**THE VOTING DEADLINE BY WHICH YOUR MASTER BALLOT MUST BE RECEIVED BY THE
BALLOTING AGENT IS [____], 2005 AT 4:00 P.M., PREVAILING NEW YORK TIME**

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

**CLASS [CLASS NUMBER] - [CLASS NAME] STOCK INTERESTS - MASTER BALLOT
CUSIP: []**

**FOR USE BY BROKERS, BANKS, COMMERCIAL BANKS, TRANSFER AGENTS, TRUST COMPANIES,
DEALERS, OR OTHER AGENTS OR NOMINEES (EACH, A “VOTING NOMINEE”) OF BENEFICIAL
HOLDERS (AND OF INTERVENING VOTING NOMINEES) OF [DESCRIPTION OF EQUITY SECURITIES]**

**THIS MASTER BALLOT IS NOT A LETTER OF TRANSMITTAL AND MAY NOT BE USED FOR ANY
PURPOSE OTHER THAN TO TRANSMIT VOTES TO ACCEPT OR REJECT THE DEBTORS’ FOURTH
AMENDED JOINT PLAN OF REORGANIZATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE
(AS MAY BE SUBSEQUENTLY MODIFIED AND/OR AMENDED, THE “PLAN”). HOLDERS OF EQUITY
SECURITIES SHOULD NOT SURRENDER CERTIFICATES REPRESENTING THEIR EQUITY
SECURITIES AT THIS TIME.**

**IF YOU ARE AN INTERMEDIARY BROKER, PROXY AGENT, OR OTHER INTERVENING VOTING
NOMINEE, YOU ARE REQUIRED TO COMPLETE THIS MASTER BALLOT AND DELIVER IT TO YOUR
BROKER, PROXY INTERMEDIARY OR OTHER VOTING NOMINEE. YOU SHOULD RETURN THIS
MASTER BALLOT SO AS TO ALLOW ADDITIONAL TIME FOR ALL BALLOTS TO BE DELIVERED BY
YOUR BROKER, PROXY INTERMEDIARY OR OTHER VOTING NOMINEE TO THE BALLOTING
AGENT, BANKRUPTCY SERVICES, LLC (OR TO ANY FURTHER INTERMEDIARY VOTING NOMINEES,
AND THEN TO THE BALLOTING AGENT), BY 4:00 P.M. PREVAILING NEW YORK TIME ON [____],
2005 (THE “VOTING DEADLINE”).**

**PLEASE READ THE ATTACHED VOTING INFORMATION AND
INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.**

1. **TABULATION OF BENEFICIAL OWNER VOTING.** The undersigned certifies that:

(a) **Acceptances.** Holders of _____ number of shares of equity interests have delivered duly completed [Class Name] Stock Interests – Beneficial Ballots to the undersigned (or, such information was derived from beneficial ballots that have been summarized in intermediary master ballots delivered to the undersigned) voting to **ACCEPT** the Plan; and

Rejections. Holders of _____ number of shares of equity interests have delivered duly completed [Class Name] Stock Interests – Beneficial Ballots to the undersigned (or, such information was derived from beneficial ballots that have been summarized in intermediary master ballots delivered to the undersigned) voting to **REJECT** the Plan.

2. **BENEFICIAL OWNER INFORMATION.** The undersigned certifies that the information provided below (including any information provided on additional sheets attached hereto) is a true and accurate schedule of the beneficial owners of the equity securities, as identified by their respective account numbers, that have delivered duly completed beneficial ballots to the undersigned (or, such information was derived from beneficial ballots that have been summarized in intermediary master ballots delivered to the undersigned) voting to accept or reject the Plan.

(Please complete the information requested below. Attach additional sheets if necessary.)

Beneficial Owner’s Customer Account Number or Other Identifying Information	Number of Shares Voted	Accept or Reject the Plan? (Check only one box per row)	
		ACCEPT	REJECT

3. **CERTIFICATION AS TO TRANSCRIPTION OF INFORMATION FROM ITEM 4 AS TO [CLASS NAME] STOCK INTERESTS VOTED BY BENEFICIAL OWNERS.** The undersigned certifies that the undersigned has transcribed in the following table the information, if any, provided by beneficial owners in Item 4 of the [CLASS NAME] Stock Interests - Beneficial Ballot, identifying any other [CLASS NAME] Stock Interests for which such beneficial owners have submitted other ballots:

YOUR customer account number for each beneficial owner who completed Item 4 of the [CLASS NAME] Stock Interests - Beneficial Ballot.	Beneficial Owner's Customer Account Number or Other Identifying Information Relating to Additional Ballot(s). (Transcribe from Item 4 of [CLASS NAME] Stock Interests - Beneficial Ballot).	Name of Voting Nominee(s) for Additional Ballot(s). (Transcribe from Item 4 of [CLASS NAME] Stock Interests - Beneficial Ballot).	Principal Amount of [Class Name] Stock Interests Voted in Additional Ballot(s). (Transcribe from Item 4 of [CLASS NAME] Stock Interests - Beneficial Ballot).
1.		\$	
2.		\$	
3.		\$	

4. **ADDITIONAL CERTIFICATIONS.** Except in the case of a vote recorded in a master ballot received from an intermediary, the undersigned certifies that each beneficial owner of the equity securities whose votes are being transmitted by this master ballot has been provided with a copy of the Disclosure Statement for the Debtors' Fourth Amended Joint Plan of Reorganization Under Chapter 11 of The Bankruptcy Code (the "Disclosure Statement"), the Plan and the other applicable solicitation materials and that any beneficial or master ballots received are and will remain on file with the undersigned subject to inspection for a period of one year following the Voting Deadline.
5. **REGISTERED OWNER.** The undersigned certifies that it is either: the registered owner in its own name or through a position held at a securities depository of the equity securities identified in Item 2 above; or is an intermediary Voting Nominee on account of a beneficial holder of equity securities, in which case such party should complete this master ballot and forward it to such party's Voting Nominee intermediary, who represents such party's interests.
6. **SIGNATURE.** By signing this master ballot, the undersigned certifies that: (a) each beneficial owner of equity securities whose votes are being transmitted by this master ballot has been provided with a copy of the Disclosure Statement (with a copy of the Plan annexed thereto); and (b) it is the registered holder of the interests to which this ballot pertains and/or has full power and authority to vote to accept or reject the Plan. The undersigned also acknowledges that the solicitation of this vote to accept or reject the Plan is subject to all the terms and conditions set forth in the order approving the Disclosure Statement, dated [_____], 2005.

Print or Type Name:	
Signature:	
If by Authorized Agent, Name and Title:	
Name of Institution:	
Street Address:	
City, State, Zip Code:	
Telephone Number:	
Date Completed:	

RETURN THIS BALLOT IN ITS ENTIRETY. DO NOT TEAR APART OR OTHERWISE DISASSEMBLE THIS BALLOT.

PLEASE MAKE SURE YOU HAVE PROVIDED ALL INFORMATION REQUESTED ON THIS BALLOT.

INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT - EQUITY INTERESTS

On _____, 2005, the United States Bankruptcy Court for the Southern District of New York (the “Court”) approved the Debtors’ Fourth Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code (the “Disclosure Statement”) for Adelpia Communications Corporation and its affiliated debtors (collectively, the “Debtors”) and authorized the Debtors to solicit votes with regard to the approval or rejection of the Debtors’ Fourth Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code dated November [], 2005 (as may be amended and/or modified, the “Plan”). Lists identifying each of the Debtors are annexed to the Plan. Capitalized terms used but not defined herein shall have the meaning given to them in the Plan.

The Debtors are soliciting votes of your customers and/or constituents who are beneficial holders of [Class Name] (the “Beneficial Owners”) pursuant to the Plan. This master ballot is to identify the votes of your customers or constituents who hold equity interests in Class [Class Number] under the Plan or you, to the extent you are a registered holder of equity securities in your own name.

To have the vote of your customers count, you should deliver the Disclosure Statement, Plan and beneficial ballot to each Beneficial Owner for whom you hold interests and you must **COMPLETE, SIGN AND RETURN THIS MASTER BALLOT SO THAT IT IS RECEIVED BY BANKRUPTCY SERVICES, LLC (THE “BALLOTING AGENT”) (OR TO ANY FURTHER INTERMEDIARY VOTING NOMINEES, AND THEN TO THE BALLOTING AGENT) NOT LATER THAN 4:00 P.M. PREVAILING NEW YORK TIME ON [_____], 2005 (THE “VOTING DEADLINE”). FAXED BALLOTS WILL NOT BE COUNTED. ONLY ORIGINAL MASTER BALLOTS WITH ORIGINAL SIGNATURES WILL BE COUNTED.**

BALLOTS SHOULD BE RETURNED TO ONE OF THE FOLLOWING ADDRESSES:

(if mailed)

Adelpia Communications Corporation
c/o Bankruptcy Services, LLC as balloting agent
PO Box 5014, FDR Station
New York, NY 10150-5014

(if sent by Overnight courier)

Adelpia Communications Corporation
c/o Bankruptcy Services, LLC as balloting agent
757 Third Avenue, 3rd Floor
New York, NY 10017

It is important that you and your customers and/or constituents vote. The Plan can be confirmed by the Court with respect to each Debtor Group under the Plan and thereby made binding on you if it is accepted by the holders of at least 2/3 in amount and more than 1/2 in number of claims actually voting in each voting class of claims, and by the holders of at least 2/3 in amount of equity interests actually voting in each voting class of interests. The votes of the claims or equity interests actually voted in each class will bind those who do not vote. In the event that the requisite acceptances are not obtained, the Court may nevertheless confirm the Plan with respect to each Debtor Group under the Plan if at least one impaired class of claims or equity interests has accepted the Plan and the Court finds that it accords fair and equitable treatment to, and does not discriminate unfairly against, the class(es) rejecting it and otherwise satisfies the requirements of section 1129(b) of title 11 of the United States Code (the “Bankruptcy Code”).

Your signature is required in order for your customers’ and/or constituents’ votes to be counted. If your customers and/or constituents are a partnership, the ballot should be executed in the name of the partnership by a general partner. If your customers and/or constituents are a corporation, the ballot must be executed by an officer. If your customers and/or constituents are signing in a representative capacity, also indicate your title after your signature.

This ballot has been prepared to reflect the class in which your customers and/or constituents are eligible to vote. If your customers and/or constituents have claims or interests in more than this class, your customers and/or constituents may receive more than one ballot. **IF YOUR CUSTOMERS AND/OR CONSTITUENTS RECEIVE MORE THAN ONE BALLOT, THEY SHOULD ASSUME THAT EACH BALLOT IS FOR A CLAIM OR AN INTEREST IN A SEPARATE CLASS AND SHOULD COMPLETE AND RETURN ALL OF THE BALLOTS.**

Ballots are being sent to all holders of impaired claims or interests entitled to vote on the Plan as of the voting record date of [_____], 2005, prevailing New York time. Pursuant to section 502 of the Bankruptcy Code and Federal Rule of Bankruptcy Procedure 3018, the Court may estimate and temporarily allow a claim for purposes of voting on the Plan. The Debtors may seek an order of the Court, temporarily allowing, for voting purposes only, certain disputed claims. If the Debtors avail themselves of this right, allowance for voting purposes does not constitute allowance for purposes of distributions under the Plan.

With respect to any ballots returned to you by a Beneficial Owner, you must complete a master ballot, return it to the Balloting Agent and retain such ballots for inspection for a period of one year following the Voting Deadline.

If, in addition to acting as a Voting Nominee (as defined in the Master Ballot), you also are a Beneficial Owner of any Notes and you wish to vote such Notes beneficially held by you, you should add your vote to the master ballot. If you choose to complete a ballot, please refer to the instructions accompanying the ballot.

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.

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.

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.

This ballot is for voting purposes only and does not constitute and shall not be deemed a proof of claim or interest or an admission by the Debtor of the validity of any claims or interests.

If your master ballot is damaged or lost or if you did not receive a master ballot you may request a replacement by addressing a written request to Bankruptcy Services, LLC, 757 Third Avenue, 3rd Floor, New York, NY 10017 or by calling (646) 282-2500.

If a claim is deemed allowed under the Plan, such claim is allowed for voting purposes in the deemed allowed amount set forth in the Plan. If a claim for which a proof of claim has been timely filed is, by its terms, contingent, unliquidated, or disputed, such claim will be temporarily allowed for voting purposes only, and not for purposes of allowance or distribution, at \$1.00. If a claim has been estimated or otherwise allowed for voting purposes by order of the Court, such claim is temporarily allowed in the amount so estimated or allowed by the Court for voting purposes only, and not for purposes of allowance or distribution. If a claim is listed in the Debtors’ schedules as contingent, unliquidated, or disputed or in an amount equal to zero dollars and a proof of claim was not filed by the applicable bar date for the filing of proofs of claim established by the Court or deemed timely filed by an order of the Court prior to the Voting Deadline, unless the Debtors have consented in writing, such claim is disallowed for voting purposes and for purposes of allowance and distribution pursuant to Bankruptcy Rule 3003(c). If the Debtors have served an objection to a claim at least twenty (20) days before the Voting Deadline, such claim is 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. 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, such creditor shall vote a single claim in such class, regardless of whether the Debtors have objected to such duplicate claims.

If you have any questions regarding the master ballot, or the voting procedures generally, or if you need additional copies of the master ballot or other enclosed materials, please contact the Balloting Agent at (646) 282-2500. The Disclosure Statement and additional information regarding these cases is also available on the Debtors’ website, at <http://www.adelphia.com>, and the Court’s website, at <http://www.nysb.uscourts.gov>.

Exhibit C

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

**NOTICE OF ENTRY OF 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**

PLEASE TAKE NOTICE that:

1. By order, entered on [____], 2005 (the "Order"), the United States Bankruptcy Court for the Southern District of New York (the "Court") approved the Debtors' Fourth Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code, dated November __, 2005 (the "Disclosure Statement"), filed by Adelphia Communications Corporation and certain of its direct and indirect subsidiaries identified below, as debtors and debtors in possession (collectively, "Adelphia" or the "Debtors"), and authorized the Debtors to solicit votes to accept or reject the Debtors' Fourth Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated November __, 2005 (as may be amended and/or modified, the "Plan"), annexed as Exhibit A to the Disclosure Statement. A list of the Debtors in the above-captioned cases is annexed hereto. Copies of the Order, the Disclosure Statement and the Plan are attached hereto via CD-ROM. Copies of the Order, the Disclosure Statement, the Plan, and the Plan Supplement may also be obtained by visiting the Debtors' website at www.adelphia.com (copies of such documents will be posted on the website by _____, 2006), or by contacting the Debtors' balloting agent, Bankruptcy Services, LLC, by telephone at (646) 282-2500, or by accessing the Court's Electronic Case Filing System which can be found at www.nysb.uscourts.gov, the official website for the Court.

2. The Order establishes [____], 2005 as the record date for determining which holders of claims or interests are entitled to vote on the Plan and establishes **4:00 p.m. (prevailing New York time) on [_____], 2006** as the deadline for the submission of ballots to accept or reject the Plan. In the case of securities held through an intermediary, your instructions must be received by your intermediary by **4:00 p.m. (prevailing New York time) on [_____], 2006** or such other date as specified by your intermediary, so that master ballots can be prepared and received by the Voting Deadline. Holders of claims or interests

entitled to vote on the Plan will receive ballots for casting such votes. Failure to follow the instructions set forth in a ballot may disqualify that ballot and the vote represented thereby.

3. Holders of unimpaired claims under the Plan are not entitled to vote on the Plan and, therefore, will receive a notice of non-voting status rather than a ballot. In addition, certain claims identified in the Order, including, without limitation, claims that are the subject of an objection, are not entitled to vote on the Plan and, therefore, will not receive a ballot. If you are notified that you are not entitled to vote on the Plan but believe that you should be entitled to vote on the Plan, you must serve on the parties identified in paragraph 5 below, and file with the Court, a motion (a “Rule 3018(a) Motion”) for an order pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) seeking temporary allowance of such claim in a stated amount or in a different class for purposes of voting to accept or reject the Plan. All Rule 3018(a) Motions must be filed on or before the tenth (10th) day after the later of (a) the date of service of this Notice and (b) the date of service of an objection, if any, to your claim. In accordance with Bankruptcy Rule 3018, as to any creditor filing a Rule 3018(a) Motion, such creditor’s ballot will not be counted unless temporarily allowed by the Court for voting purposes, after notice and a hearing. Rule 3018(a) Motions that are not timely filed and served in the manner set forth above may not be considered.

4. A hearing will be held before the Honorable Robert E. Gerber, United States Bankruptcy Judge, in Room 621 of the United States Bankruptcy Court, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408, on [____], **2005, at ____ a.m.** (Prevailing New York Time) or as soon thereafter as counsel may be heard (the “Confirmation Hearing”) to consider the entry of an order confirming the Plan. The Confirmation Hearing may be continued from time to time by the Court or the Debtors without further notice other than the announcement by the Debtors of the adjourned date(s) at or before the Confirmation Hearing or any continued hearing, and the Plan may be modified, if necessary, pursuant to 11 U.S.C. § 1127, prior to, during, or as a result of the Confirmation Hearing, without further notice to interested parties.

5. Objections, if any, to the Plan must (a) be made in writing, (b) state with particularity the legal and factual grounds therefor, and, if practicable, a proposed modification to the Plan that would resolve such objection, (c) conform to the Bankruptcy Rules and the Local Rules of the Bankruptcy Court, (d) 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 (e) be served in accordance with General Order M-182 upon (i) Willkie Farr & Gallagher LLP, attorneys for the Debtors, 787 Seventh Avenue, New York, New York 10019, Attn: Marc Abrams, Esq. and Paul V. Shalhoub, Esq.; (ii) Adelphia Communications Corporation, 5619 DTC Parkway, 8th Floor, Greenwood Village, CO 80111, Attn: Brad Sonnenberg, Esq.; (iii) counsel to Time Warner and Comcast, (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.; (iv) 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. Schiff, Esq.; (v) counsel to the Official Committee of Equity Security Holders, Bragar Wexler Eigel & Morgenstern, P.C., 885 Third Avenue, Suite 3040, New York, New York 10022, Attn: Peter D. Morgenstern, Esq. and Gregory A. Blue, Esq.; (vi) 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.; (vii) 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 Despina, 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 (viii) counsel to the Debtors' postpetition lenders, Davis Polk & Wardell, 450 Lexington Avenue, New York, NY 10017, Attn: Marshall Huebner, Esq.; so as to actually be received by each of the parties no later than 4:00 p.m. on _____, 2005. **UNLESS AN OBJECTION IS TIMELY FILED AND SERVED AS PROVIDED HEREIN, IT SHALL NOT BE CONSIDERED AT THE CONFIRMATION HEARING.**

6. Section 8.14 of the Plan generally provides that simple interest shall accrue on certain Allowed Claims against the Debtors from the Commencement Date to the Effective Date (provided that interest shall not accrue on claims for damages arising from the rejection of any contract or lease until the rejection date of such contract or lease) at a rate equal to the non-default rate payable under the agreement or instrument giving rise to such Allowed Claim, as and to the extent enforceable, provided that with respect to any Trade Claim or Other Unsecured Claim it shall be presumed that no such agreement or instrument exists unless, if a copy of such agreement or instrument was not attached to a proof of claim filed as of the date of the Disclosure Statement, a copy thereof is provided to the Debtors within thirty (30) days of the date of this notice. **THUS, IF YOU ARE THE HOLDER OF A TRADE CLAIM OR OTHER UNSECURED CLAIM AND BELIEVE YOU ARE ENTITLED TO POSTPETITION INTEREST PURSUANT TO AN AGREEMENT OR INSTRUMENT WITH THE DEBTORS, YOU MUST PROVIDE THE DEBTORS WITH A COPY OF SUCH AGREEMENT OR INSTRUMENT AT THE ADDRESS INDICATED BELOW WITHIN THIRTY (30) DAYS OF THE DATE OF THIS NOTICE OR IT WILL BE PRESUMED YOU ARE NOT ENTITLED TO A CONTRACTUAL RATE OF POSTPETITION INTEREST UNDER THE PLAN.** Under Section 8.14 of the Plan, to the extent no such agreement or instrument exists or is presumed not to exist as provided therein and above, or the provision in such agreement on interest is not enforceable, then postpetition interest shall be payable at the rate payable on federal judgments as of the Confirmation Hearing. Please take notice that section 8.14 of the Plan provides that the Bankruptcy Court may determine a different rate of postpetition interest at the Confirmation Hearing. Copies of agreements and instruments provided pursuant to foregoing should be sent so as to be received no later than [_____], 2005 at the following address:

[address to come]

Dated: New York, New York
November __, 2005

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

Name of Debtor	Case Number	Tax ID Number
ACC Cable Communications FL-VA, LLC	02-41904 (REG)	54-1820136
ACC Cable Holdings VA, Inc.	02-41905 (REG)	51-0388295
ACC Holdings II, LLC	02-41955 (REG)	N/A
ACC Investment Holdings, Inc	02-41957 (REG)	25-1836827
ACC Operations, Inc.	02-41956 (REG)	25-1837984
ACC Properties 1, LLC	05-44167 (REG)	71-0963264
ACC Properties 103, LLC	05-44168 (REG)	71-0963268
ACC Properties 105, LLC	05-44170 (REG)	71-0963269
ACC Properties 109, LLC	05-44171 (REG)	71-0963271
ACC Properties 121, LLC	05-44172 (REG)	71-0963272
ACC Properties 122, LLC	05-44174 (REG)	71-0963274
ACC Properties 123, LLC	05-44178 (REG)	71-0963276
ACC Properties 130, LLC	05-44190 (REG)	71-0963277
ACC Properties 146, LLC	05-44192 (REG)	71-0963278
ACC Properties 154, LLC	05-44193 (REG)	71-0963279
ACC Properties 156, LLC	05-44195 (REG)	71-0963280
ACC Properties Holdings, LLC	05-44196 (REG)	41-2106037
ACC Telecommunications Holdings LLC	02-41864 (REG)	25-1882813
ACC Telecommunications LLC	02-41863 (REG)	25-1885797
ACC Telecommunications of Virginia LLC	02-41862 (REG)	80-0037679
ACC-AMN Holdings, LLC	02-41861 (REG)	N/A
Adelphia Arizona, Inc.	02-41859 (REG)	N/A
Adelphia Blairsville, LLC	02-41735 (REG)	06-1096016
Adelphia Cable Partners, LP	02-41902 (REG)	25-1609048
Adelphia Cablevision Associates, LP	02-41913 (REG)	23-2362511
Adelphia Cablevision Corp.	02-41752 (REG)	15-0611077
Adelphia Cablevision Inland Empire, LLC	02-41754 (REG)	23-2437013
Adelphia Cablevision of Boca Raton, LLC	02-41751 (REG)	23-3057436
Adelphia Cablevision of Fontana, LLC	02-41755 (REG)	13-3327417
Adelphia Cablevision of New York, Inc.	02-41892 (REG)	51-0379045
Adelphia Cablevision of Newport Beach, LLC	02-41947 (REG)	13-3327426
Adelphia Cablevision of Orange County II, LLC	02-41781 (REG)	23-3053526
Adelphia Cablevision of Orange County, LLC	02-41946 (REG)	13-3327419
Adelphia Cablevision of San Bernardino, LLC	02-41753 (REG)	13-3327341
Adelphia Cablevision of Santa Ana, LLC	02-41831 (REG)	13-3327370
Adelphia Cablevision of Seal Beach, LLC	02-41757 (REG)	13-3327370

Name of Debtor	Case Number	Tax ID Number
Adelphia Cablevision of Simi Valley, LLC	02-41830 (REG)	13-3327345
Adelphia Cablevision of the Kennebunks, LLC	02-41943 (REG)	25-1868530
Adelphia Cablevision of West Palm Beach III, LLC	02-41783 (REG)	23-3053528
Adelphia Cablevision of West Palm Beach IV, LLC	02-41766 (REG)	23-3057439
Adelphia Cablevision of West Palm Beach V, LLC	02-41764 (REG)	23-3057438
Adelphia Cablevision, LLC	02-41858 (REG)	32-0002375
Adelphia California Cablevision, LLC	02-41942 (REG)	23-2878611
Adelphia Central Pennsylvania, LLC	02-41950 (REG)	25-1881172
Adelphia Cleveland, LLC	02-41793 (REG)	25-1868976
Adelphia Communications Corporation (LEAD CASE)	02-41729 (REG)	23-2417713
Adelphia Communications International, Inc.	02-41857 (REG)	25-1728908
Adelphia Communications of California II, LLC	02-41748 (REG)	23-3053529
Adelphia Communications of California III, LLC	02-41817 (REG)	23-3059937
Adelphia Communications of California, LLC	02-41749 (REG)	84-1454930
Adelphia Company of Western Connecticut	02-41801 (REG)	06-0800246
Adelphia General Holdings III, Inc.	02-41854 (REG)	25-1856763
Adelphia GP Holdings, LLC	02-41829 (REG)	25-1836825
Adelphia GS Cable, LLC	02-41908 (REG)	25-1868164
Adelphia Harbor Center Holdings, LLC	02-41853 (REG)	25-1898629
Adelphia Holdings 2001, LLC	02-41926 (REG)	N/A
Adelphia International II, LLC	02-41856 (REG)	25-1770765
Adelphia International III, LLC	02-41855 (REG)	30-0108482
Adelphia Mobile Phones, Inc.	02-41852 (REG)	25-1798924
Adelphia of the Midwest, Inc.	02-41794 (REG)	11-2818083
Adelphia Pinellas County, LLC	02-41944 (REG)	25-1817430
Adelphia Prestige Cablevision, LLC	02-41795 (REG)	25-1860205
Adelphia Telecommunications of Florida, Inc.	02-41939 (REG)	25-1798054
Adelphia Telecommunications, Inc.	02-41851 (REG)	25-1759343
Adelphia Voice Services, Inc. f/k/a Adelphia Acquisition Subsidiary, Inc.	02-41860 (REG)	35-2223583
Adelphia Wellsville, LLC	02-41850 (REG)	26-0009993
Adelphia Western New York Holdings, LLC	02-41849 (REG)	25-1804504
Arahova Communications, Inc.	02-41815 (REG)	25-1844576
Arahova Holdings, LLC.	02-41893 (REG)	25-1876733
Badger Holding Corporation	02-41792 (REG)	06-109349
Better TV, Inc. of Bennington	02-41914 (REG)	52-1335044

Name of Debtor	Case Number	Tax ID Number
Blacksburg/Salem Cablevision, Inc.	02-41759 (REG)	23-2910713
Brazas Communications, Inc.	02-41804 (REG)	25-1729222
BuenaVision Telecommunications, Inc.	02-41938 (REG)	95-3472852
Cable Sentry Corporation	02-41894 (REG)	59-2114470
California Ad Sales, LLC	02-41945 (REG)	N/A
CCC-III, Inc.	02-41867 (REG)	06-1463443
CCC-Indiana, Inc.	02-41937 (REG)	06-1302942
CCH Indiana, LP	02-41935 (REG)	02-0531932
CDA Cable, Inc.	02-41879 (REG)	94-2384263
Century Advertising, Inc.	02-41731 (REG)	06-1391747
Century Alabama Corp.	02-41889 (REG)	06-1013737
Century Alabama Holding Corp.	02-41891 (REG)	06-1400012
Century Australia Communications Corp.	02-41738 (REG)	06-1403456
Century Berkshire Cable Corp.	02-41762 (REG)	06-1061599
Century Cable Holding Corp.	02-41814 (REG)	13-3131668
Century Cable Holdings, LLC	02-41812 (REG)	25-189584
Century Cable Management Corporation	02-41887 (REG)	06-0980065
Century Cable of Southern California	02-41745 (REG)	84-0603620
Century Cablevision Holdings, LLC	02-41936 (REG)	25-1876732
Century Carolina Corp.	02-41886 (REG)	06-1047922
Century Colorado Springs Corp.	02-41736 (REG)	06-1411547
Century Colorado Springs Partnership	02-41774 (REG)	06-1425537
Century Communications Corporation	02-12834 (REG)	06-0898592
Century Cullman Corp.	02-41888 (REG)	06-1055031
Century Enterprise Cable Corp.	02-41890 (REG)	06-1079721
Century Exchange, LLC	02-41744 (REG)	06-1533694
Century Federal, Inc.	02-41747 (REG)	94-2974618
Century Granite Cable Television Corp.	02-41779 (REG)	06-1411999
Century Huntington Company	02-41885 (REG)	06-0961435
Century Indiana Corp.	02-41768 (REG)	06-0954789
Century Investment Holding Corp.	02-41740 (REG)	06-1266519
Century Investors, Inc.	02-41733 (REG)	06-1266518
Century Island Associates, Inc.	02-41771 (REG)	84-0802244
Century Island Cable Television Corp.	02-41772 (REG)	06-1413889
Century Kansas Cable Television Corp.	02-41884 (REG)	06-1154049
Century Lykens Cable Corp.	02-41883 (REG)	52-1309315

Name of Debtor	Case Number	Tax ID Number
Century Mendocino Cable Television, Inc	02-41780 (REG)	93-0947805
Century Mississippi Corp.	02-41882 (REG)	06-1031226
Century Mountain Corp.	02-41797 (REG)	06-1042580
Century New Mexico Cable Television	02-41784 (REG)	06-1154050
Century Norwich Corp.	02-41881 (REG)	06-0980157
Century Ohio Cable Television Corp.	02-41811 (REG)	06-1161406
Century Oregon Cable Corp.	02-41739 (REG)	06-1104650
Century Pacific Cable TV Inc.	02-41746 (REG)	06-1180349
Century Programming, Inc.	02-41732 (REG)	06-1391719
Century Realty Corp.	02-41813 (REG)	06-1300935
Century Shasta Cable Television Corp.	02-41880 (REG)	06-1411642
Century Southwest Colorado Cable Television Corp.	02-41770 (REG)	06-1413906
Century Trinidad Cable Television Corp.	02-41790 (REG)	06-1154047
Century Virginia Corp.	02-41796 (REG)	06-0971699
Century Voice and Data Communications, Inc.	02-41737 (REG)	06-1463445
Century Warrick Cable Corp.	02-41763 (REG)	62-1177271
Century Washington Cable Television, Inc.	02-41878 (REG)	06-1184213
Century Wyoming Cable Television Corp.	02-41789 (REG)	06-1165193
Century-TCI California Communications, LP	02-41743 (REG)	25-1858964
Century-TCI California, LP	02-41741 (REG)	06-1533731
Century-TCI Distribution Company, LLC	05-44197 (REG)	42-1680410
Century-TCI Holdings, LLC	02-41742 (REG)	N/A
Chelsea Communications, Inc.	02-41923 (REG)	25-1435859
Chelsea Communications, LLC	02-41924 (REG)	25-1822056
Chestnut Street Services, LLC	02-41842 (REG)	25-1889901
Clear Cablevision, Inc.	02-41756 (REG)	51-0278691
CMA Cablevision Associates VII, LP	02-41808 (REG)	25-1702160
CMA Cablevision Associates XI, LP	02-41807 (REG)	23-2323262
Coral Security, Inc.	02-41895 (REG)	65-0523414
Cowlitz Cablevision Communications Corp.	02-41877 (REG)	91-0784837
CP-MDU I LLC	02-41940 (REG)	91-2058650
CP-MDU II LLC	02-41941 (REG)	N/A
E & E Cable Service, Inc.	02-41785 (REG)	55-0534879
Eastern Virginia Cablevision Holdings, LLC	02-41799 (REG)	25-1817428
Eastern Virginia Cablevision, LP	02-41800 (REG)	25-1810785
Empire Sports Network, LP	02-41844 (REG)	25-1828172

Name of Debtor	Case Number	Tax ID Number
F AE Cable Management Corp.	02-41734 (REG)	06-1099351
FOP Indiana, LP	02-41816 (REG)	25-1898569
FrontierVision Access Partners, LLC	02-41819 (REG)	N/A
FrontierVision Cable New England, Inc.	02-41822 (REG)	84-1444547
FrontierVision Capital Corporation	02-41820 (REG)	84-1432976
FrontierVision Holdings Capital Corporation	02-41824 (REG)	84-1432976
FrontierVision Holdings Capital II Corporation	02-41823 (REG)	84-1481765
FrontierVision Holdings, LLC	02-41827 (REG)	N/A
FrontierVision Holdings, LP	02-41826 (REG)	84-1432334
FrontierVision Operating Partners, LLC	02-41825 (REG)	84-1316773
FrontierVision Operating Partners, LP	02-41821 (REG)	84-1316775
FrontierVision Partners, LP	02-41828 (REG)	84-1316775
Ft. Myers Acquisition Limited Partnership	02-41949 (REG)	25-1810780
Ft. Myers Cablevision, LLC	02-41948 (REG)	25-1859581
Genesis Cable Communications Subsidiary LLC	02-41903 (REG)	N/A
Global Acquisition Partners, LP	02-41933 (REG)	25-1612527
Global Cablevision II, LLC	02-41934 (REG)	25-1852340
Grafton Cable Company	02-41788 (REG)	55-0610725
GS Cable, LLC	02-41907 (REG)	52-2297411
GS Telecommunications LLC	02-41906 (REG)	52-1102971
Harron Cablevision of New Hampshire, Inc.	02-41750 (REG)	51-0379046
Huntington CATV, Inc.	02-41765 (REG)	36-2786226
Imperial Valley Cablevision, Inc.	02-41876 (REG)	74-2477417
Kalamazoo County Cablevision, Inc.	02-41922 (REG)	25-1429120
Key Biscayne Cablevision	02-41898 (REG)	23-2474334
Kootenai Cable, Inc.	02-41875 (REG)	91-1277056
Lake Champlain Cable Television Corporation	02-41911 (REG)	03-0285732
Leadership Acquisition Limited Partnership	02-41931 (REG)	25-1772377
Louisa Cablevision, Inc.	02-41760 (REG)	25-1595497
Manchester Cablevision, Inc.	02-41758 (REG)	22-1918805
Martha's Vineyard Cablevision, LP	02-41805 (REG)	25-1760336
Mercury Communications Inc.	02-41840 (REG)	25-1688161
Mickelson Media of Florida, Inc.	02-41874 (REG)	85-0363104
Mickelson Media, Inc.	02-41782 (REG)	41-0691786
Montgomery Cablevision, Inc.	02-41848 (REG)	25-1471381
Monument Colorado Cablevision, Inc.	02-41932 (REG)	25-1868536

Name of Debtor	Case Number	Tax ID Number
Mountain Cable Communications Corporation	02-41916 (REG)	03-0296243
Mountain Cable Company, LP	02-41909 (REG)	03-0296242
Mt. Lebanon Cablevision, Inc.	02-41920 (REG)	25-1450106
Multi-Channel TV Cable Company	02-41921 (REG)	34-0945257
National Cable Acquisition Associates, LP	02-41952 (REG)	25-1705208
Olympus Cable Holdings, LLC	02-41925 (REG)	25-1895248
Olympus Capital Corporation	02-41930 (REG)	23-2868925
Olympus Communications Holdings, LLC	02-41953 (REG)	25-1810782
Olympus Communications, LP	02-41954 (REG)	23-2868925
Olympus Subsidiary, LLC	02-41928 (REG)	N/A
Owensboro Indiana, LP	02-41773 (REG)	25-1895830
Owensboro on the Air, Inc.	02-41777 (REG)	61-0414981
Owensboro-Brunswick, Inc.	02-41730 (REG)	25-1881171
Page Time, Inc.	02-41839 (REG)	25-1755672
Paragon Cable Television Inc.	02-41778 (REG)	39-1208381
Paragon Cablevision Construction Cooperation	02-41775 (REG)	39-1389137
Paragon Cablevision Management Corporation	02-41776 (REG)	39-1389138
Parnassos Communications, LP	02-41846 (REG)	25-1828176
Parnassos Distribution Company I, LLC	05-44198 (REG)	42-1680413
Parnassos Distribution Company II, LLC	05-44200 (REG)	42-1680415
Parnassos Holdings, LLC	02-41845 (REG)	25-1828178
Parnassos, LP	02-41843 (REG)	25-1828170
Pericles Communications Corporation	02-41919 (REG)	25-1582584
Pullman TV Cable Co. , Inc.	02-41873 (REG)	91-0865108
RentaVision of Brunswick, Inc.	02-41872 (REG)	58-0954183
Richmond Cable Television Corporation	02-41912 (REG)	03-0299050
Rigpal Communications, Inc.	02-41917 (REG)	25-1449896
Robinson/Plum Cablevision, LP	02-41927 (REG)	25-1779815
S/T Cable Corporation	02-41791 (REG)	06-1099352
Sabres, Inc.	02-41838 (REG)	25-1772231
Scranton Cablevision, Inc.	02-41761 (REG)	23-1879598
Sentinel Communications of Muncie, Indiana, Inc.	02-41767 (REG)	35-1271702
Southeast Florida Cable, Inc.	02-41900 (REG)	25-1628219
Southwest Colorado Cable, Inc.	02-41769 (REG)	91-130995i
Southwest Virginia Cable, Inc.	02-41833 (REG)	25-1603753
Star Cable Inc.	02-41787 (REG)	55-0695634

Name of Debtor	Case Number	Tax ID Number
Starpoint Limited Partnership	02-41897 (REG)	65-0348843
SVHH Cable Acquisition, LP	02-41836 (REG)	25-1659292
SVHH Holdings, LLC	02-41837 (REG)	25-1623656
Tele-Media Company of Hopewell-Prince George	02-41798 (REG)	25-1549316
Tele-Media Company of Tri-States, LP	02-41809 (REG)	25-1700673
Tele-Media Investment Partnership, LP	02-41951 (REG)	25-1686557
Telesat Acquisition Limited Partnership	02-41929 (REG)	25-1767254
Telesat Acquisition, LLC	02-41871 (REG)	25-1876734
The Golf Club at Wending Creek Farms, LLC	02-41841 (REG)	25-1891135
The Main InternetWorks, Inc.	02-41818 (REG)	01-0497273
The Westover TV Cable Co. Incorporated	02-41786 (REG)	55-0415968
Three Rivers Cable Associates, LP	02-41910 (REG)	25-1490764
Timotheos Communications LP	02-41901 (REG)	25-1795544
TMC Holdings Corporation	02-41803 (REG)	25-1738540
TMC Holdings, LLC	02-41802 (REG)	25-1876736
Tri-States, LLC	02-41810 (REG)	25-1810783
UCA LLC	02-41834 (REG)	25-1836826
Upper St. Clair Cablevision Inc.	02-41918 (REG)	25-1446694
US Tele-Media Investment Company	02-41835 (REG)	25-1762551
Valley Video, Inc.	02-41870 (REG)	06-0966813
Van Buren County Cablevision, Inc.	02-41832 (REG)	52-1247816
Warrick Cablevision, Inc.	02-41866 (REG)	35-1338306
Warrick Indiana, LP	02-41865 (REG)	25-1895807
Wellsville Cablevision, LLC	02-41806 (REG)	23-2944351
West Boca Acquisition Limited Partnership	02-41899 (REG)	25-1761286
Western NY Cablevision, LP	02-41847 (REG)	25-1804166
Westview Security, Inc.	02-41896 (REG)	65-0523411
Wilderness Cable Company	02-41869 (REG)	55-0560803
Young's Cable TV Corp.	02-41915 (REG)	03-0187039
Yuma Cablevision, Inc.	02-41868 (REG)	74-2477415

Exhibit D

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

NOTICE OF NON-VOTING STATUS
WITH RESPECT TO UNIMPAIRED CLASSES

1. PLEASE TAKE NOTICE THAT by order, entered on [____], 2005 (the “Order”), the United States Bankruptcy Court for the Southern District of New York approved the Debtors’ Fourth Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code, dated November __, 2005 (as may be amended, the “Disclosure Statement”), filed by Adelphia Communications Corporation and certain of its direct and indirect subsidiaries, as debtors and debtors in possession (collectively, the “Debtors”), and authorized the Debtors to solicit votes to accept or reject the Debtors’ Fourth Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated November __, 2005 (as may be amended, the “Plan”), annexed as Exhibit A to the Disclosure Statement.

2. **UNDER THE TERMS OF THE PLAN, (I) CLAIMS AGAINST THE DEBTORS 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) EQUITY INTERESTS IN CLASS P-EQUITY (EQUITY INTERESTS IN PARNASSOS DEBTORS) AND CLASS TCI-EQUITY (EQUITY INTERESTS IN CENTURY-TCI DEBTORS), ARE NOT IMPAIRED AND, THEREFORE, PURSUANT TO SECTION 1126(F) OF TITLE 11 OF THE UNITED STATES CODE, HOLDERS OF CLAIMS AND EQUITY INTERESTS IN SUCH CLASSES ARE (A) CONCLUSIVELY PRESUMED TO HAVE ACCEPTED THE PLAN AND (B) NOT ENTITLED TO VOTE ON THE PLAN ON ACCOUNT OF SUCH CLAIMS AND EQUITY INTERESTS. YOU ARE RECEIVING THIS NOTICE BECAUSE YOU HAVE BEEN IDENTIFIED AS HOLDING A CLAIM OR EQUITY INTEREST IN ONE OF THESE UNIMPAIRED CLASSES. ACCORDINGLY, THE ENCLOSED DOCUMENTS ARE PROVIDED FOR INFORMATIONAL PURPOSES ONLY.**

3. **IF YOU WANT TO REQUEST A COPY OF THE ORDER, THE PLAN OR THE DISCLOSURE STATEMENT, YOU MAY VISIT THE DEBTORS' WEBSITE: www.adelphia.com OR CONTACT THE DEBTORS' BALLOTING AGENT, BANKRUPTCY SERVICES, LLC, BY TELEPHONE AT (646) 282-2500, OR VISIT THE COURT'S WEBSITE: <http://www.nysb.uscourts.gov>.**

Dated: New York, New York
[_____], 2005

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