

**From:** Corp Communications  
**Sent:** Monday, September 12, 2005 1:14 PM  
**To:** Adelphia Employees  
**Subject:** Adelphia Right Now: Q&As about the sale



important news for Adelphia employees

## **Beginning to Answer Your Questions about the Sale**

As we work toward closing the sale of the assets of our company to Time Warner Cable and Comcast, we know you still have questions about what it will mean for you. To help, we're creating a web site and related materials that will be released in the next few weeks. As more information becomes available, we'll remind you to visit this site. Or, you will receive updates from your local management. For now, however, let's get started with some basic Q&As that we know are on your mind. We'll be in touch with you as more information becomes available.

### **1. What will happen to Adelphia's nearly 14,000 employees?**

It's important to know that either Time Warner Cable or Comcast has committed to make job offers to some 12,000 Adelphia employees. Time Warner Cable and Comcast are required to make these offers by the Asset Purchase Agreements, which require that these offers must be for similar job responsibilities and at compensation comparable in total value to the jobs that Adelphia employees now have. Adelphia employees represented by labor unions will receive job offers, but the purchase agreements do not require any specific level of wages or benefits for union-represented employees. All of these "required offers" to Adelphia employees must be made no later than 40 business days prior to the close of the transaction.

Other employees, including principally those in regional, area or corporate locations and positions, are not required to receive offers. However, employees in these categories may receive "optional offers" at the discretion of Time Warner Cable or Comcast. Of course, Time Warner Cable and Comcast will determine how best to operate their businesses post-closing, and may consolidate or streamline their operations in ways that affect employees in both the "required offer" and "optional offer" categories.

So, employees will fall into one of five categories: required offer (Time Warner), required offer (Comcast), union-related offer, optional offer (by either buyer), or no offer. Those employees who do not receive an offer will leave the business at or after the close of the transaction. Employees who leave in that situation will receive severance.

**2. Why is it taking so long to hear more about what's going on with the sale? When will the transition take place?**

While much of the work has not been very public or visible to many employees, there is considerable action and progress toward completing the sale. Still, the exact timing of the close of the transaction is not yet known. We expect it will occur during the first half of 2006. We know it's taking a long time, and that's because of several things outside of our control including regulatory approvals, local franchise transfers, and the ongoing efforts to complete the bankruptcy process. We've already made a great deal of progress, but the sale transaction is extremely complex. Quite simply, it will take time.

**3. When will we know what will happen to our benefits – regardless of whether we transfer to Time Warner or Comcast?**

We're not sure yet. We will share this information with you as soon as possible, but in the meantime, we ask for your patience. It likely will be at least a few months before we have concrete information.

**4. Can I apply for a position with Time Warner Cable or Comcast right now?**

Yes, you can apply for advertised openings at either company, but if you are hired by either company pre-close, it will not be considered a transfer under the Asset Purchase Agreements and so you would not receive some of the protections the buyers have agreed to, such as recognizing your service time with Adelphia. If you accept a job before closing, you will be resigning from Adelphia and starting as a new employee with either Time Warner Cable or Comcast with no seniority.

**5. If I stay with Adelphia and successfully transition to Time Warner or Comcast, will my years of service be honored?**

Yes, for the purposes of benefits eligibility and vesting, the buyers will recognize all of the years of service that Adelphia recognizes for its corresponding plans.

**6. Will there be a guarantee of benefits for employees who transition to Time Warner Cable or Comcast?**

Both Time Warner Cable and Comcast will provide immediate coverage at closing under their medical and dental plans, and will waive pre-existing conditions and actively-at-work requirements for Adelphia employees who transfer when the sale closes. Adelphia will vest 401(k) balances and the buyers will allow rollovers into their plans. Information on Comcast and Time Warner Cable benefits plans will be made available around the time that job offers are made prior to the close.

---

Again, we know these are basic questions and you probably have many more. We'll answer them as soon as we are able. Meanwhile, please contact your local human resources representative or send an email to

employee.questions@adelphia.com. Thanks for all your hard work.