

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 SECOND SUPPLEMENT TO DISCLOSURE STATEMENT; (II) FIXING A RECORD DATE; (III) APPROVING FORMS OF BALLOTS; (IV) ESTABLISHING VOTING DEADLINES; (V) ESTABLISHING OBJECTION PROCEDURES IN RESPECT OF CONFIRMATION OF FIFTH AMENDED JOINT PLAN OF REORGANIZATION OF ADELPHIA COMMUNICATIONS CORPORATION AND CERTAIN OF ITS AFFILIATED DEBTORS UNDER CHAPTER 11 OF THE BANKRUPTCY CODE; AND (VI) GRANTING RELATED RELIEF**

Upon the joint motion, dated August 17, 2006 (the "Motion"), of the Debtors and the Creditors Committee,<sup>1</sup> pursuant to sections 105 and 1125 of title 11 of the United States Code (the "Bankruptcy Code") and Rule 3017 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"): (i) approving the Second Supplement to the Debtors' Fourth Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code (as amended, the "Second DS Supplement"); (ii) fixing a voting record date for purposes of determining which holders of certain claims against and equity interests in the Debtors are entitled to vote on the Fifth Amended Joint Chapter 11 Plan of Reorganization of Adelphia Communications Corporation and Certain of Its Affiliated Debtors (as the same may be amended, modified and/or supplemented, the "Plan"); (iii) approving forms of ballots; (iv) establishing procedures for voting on the Plan; (v) establishing 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 United States

<sup>1</sup> Capitalized terms not otherwise defined herein have the meanings ascribed to them in the Motion or the Plan, as applicable.

Bankruptcy Court for the Southern District of New York (the “Bankruptcy 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 hearings (collectively, the “Hearing”) having been held on September 12 and 19, 2006 and October 13, 2006, to consider the Motion; and the Bankruptcy Court having reviewed and considered the Second DS Supplement, the Motion, the papers in support thereof and the responses and objections thereto (collectively, the “Objections”); and the Bankruptcy Court having found and determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and sufficient notice having been given; and no other or further notice being necessary or required; and it appearing to the Bankruptcy Court, based upon the full record of these cases, including the DS Order, the First Supplemental DS Order, and that certain Bench Decision on Open Disclosure Statement Issues and on Propriety of Supplemental Solicitation Material, dated September 21, 2006, 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 Hearing was served in accordance with the Motion. Such notice constitutes good and sufficient notice under the circumstances to all interested parties and no other or further notice need be provided.

B. The Second DS Supplement, together with the information contained in the Disclosure Statement and First DS Supplement, contains “adequate information” within the meaning of section 1125 of the Bankruptcy Code.

C. Ballots need not be provided to the holders of Claims in the Non-Voting Classes, who hold unimpaired Claims in the Non-Voting Classes.

D. The period for and procedures by which the Proponents may solicit votes on the Plan are reasonable and adequate under the circumstances for the creditors entitled to vote on the Plan to make an informed decision to accept or reject the Plan.

E. As set forth herein, distribution of the Second DS Supplement by or on about the date that is ten (10) Business Days following the entry of this Order will provide creditors and interest holders with sufficient time under the circumstances to vote to accept or reject the Plan prior to the Voting Deadline.

F. The Contingent Value Vehicle Interests contemplated to be issued under the Plan do not, for purposes of the Trust Indenture Act of 1939, constitute (a) a note, bond, debenture, or evidence of indebtedness, whether or not secured, or (b) a certificate of interest or participation in any such note, bond, debenture, or evidence of indebtedness, or (c) a temporary certificate, or guarantee of, any such note, bond, debenture, evidence of indebtedness or certificate, as such terms are used under the Trust Indenture Act of 1939.

G. 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) 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 Hearing or by the provisions of this Order, the Objections are overruled; and it is further

ORDERED that the Second DS Supplement, together with the Disclosure Statement and First DS Supplement, contains “adequate information” with respect to the Plan, and is therefore approved; and it is further

ORDERED that except as otherwise modified herein, the Disclosure Statement Order and the First Supplemental DS Order shall remain in full force and effect (copies of the Disclosure Statement Order and the First Supplemental DS Order are annexed hereto as Exhibits A and B, respectively); 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 Proponents, or any members thereof, 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 in accordance with section 1125(e) of the Bankruptcy Code, to the fullest extent permitted by law, no party that submitted a position statement annexed as an exhibit to the Second DS Supplement shall have any liability on account of having submitted such position statement or on account of the inclusion of such position statement in the Solicitation Packages for violation of any applicable law, rule or regulation governing solicitation of acceptance or rejection of a plan; and it is further

ORDERED that the first business day following the date of entry of this Order is established as the record date (the “Record Date”) with respect to all holders of Claims and Equity Interests in the Debtors entitled to vote on the Plan; and it is further

ORDERED that Solicitation Packages, which shall include: (a) the Second DS Supplement (including the Plan attached thereto); (b) this Order; (c) the Disclosure Statement; (d) the First DS Supplement; (e) a ballot and/or a master ballot, as applicable; and (f) the Confirmation Hearing Notice, shall be distributed to holders, as of the applicable Record Date, of Claims and Equity Interests in the Voting Classes (as such Classes are identified on Schedule 1 to this Order), which Classes are entitled to vote to accept or reject the Plan; and it is further

ORDERED that the Proponents are authorized to use the form of ballots previously approved by the Disclosure Statement Order, with such changes as necessary to reflect amendments to the Plan and the provisions of this Order; and it is further

ORDERED that with respect to holders of Bank Claims entitled to vote on the Plan, the administrative agent for each credit facility shall provide to the Balloting Agent (with a copy to counsel to the Debtors) a written list of the names of the participants in its particular syndicate by Class, including such participant’s contact information and voting amount as of the Record Date, no later than 12:00 p.m. (prevailing New York time) on the day that is the fifth business day after the date of entry of this Order (provided that the Debtors may, at their option, agree with one or more of the administrative agents that the Solicitation Packages and ballots shall be posted on a SyndTrak, Intralinks or other similar secure website for purposes of participants of their respective syndicate receiving the materials necessary for voting on the Plan, provided the applicable administrative agents provide timely electronic notice to such participants of the posting of such documents, and such procedure shall be deemed sufficient for

purposes of notice of the Confirmation Hearing, the Voting Deadline, and other matters established by this Order); and it is further

ORDERED that the Proponents shall commence distribution of the Solicitation Packages within 5 business days after entry of this Order to all holders of Claims and Equity Interests in the Classes set forth on Schedule 1 to the Order who (a) held such Claims and Equity Interests as of the applicable Record Date and (b) are entitled to vote on the Plan; and it is further

ORDERED that the Solicitation Packages shall contain (a) the Second DS Supplement (including the Plan attached thereto); (b) the Second Supplemental DS Order; (c) the Disclosure Statement; (d) the First DS Supplement; (e) a ballot and/or a master ballot, as applicable; and (f) a Confirmation Hearing Notice; and it is further

ORDERED that, notwithstanding the provisions of section 1127(d) of the Bankruptcy Code, 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 **November 27, 2006** (the "Voting Deadline"), and, in the case of securities held through an intermediary, ballots shall be submitted to the Voting Nominee by **November 20, 2006** (or such other date as established by the Voting Nominee), in order to be counted for purposes of voting in respect of the Plan; and it is further

ORDERED that the Proponents are authorized and empowered to commence to distribute or cause to be distributed by on or about the date that is five (5) Business Days following the entry of this Order, a copy of the Second DS Supplement and this Order (without the exhibits annexed hereto) to, among other parties (to the extent such parties did not receive a Solicitation Package): (a) the US Trustee; (b) counsel for the official committees appointed in these cases; (c) counsel for the agents for the Debtors' prepetition lenders; (d) the SEC; (e) the

United States Attorney's Office for the Southern District of New York; (f) the DOJ; (g) the FCC; (h) the FTC; (i) the IRS; (j) 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; and (k) all parties that the Proponents are required to serve pursuant to the Administrative Procedures Order; and it is further

ORDERED that due to the voluminous nature of the documents to be included in the Solicitation Packages, the Proponents are authorized and empowered to serve such documents on CD-ROM, and, in addition, the Second DS Supplement, the Plan and Notice of Confirmation Hearing shall be made available via the internet at <http://www.nysb.uscourts.gov> and [www.adelphia.com](http://www.adelphia.com); and it is further

ORDERED that the Proponents are excused from distributing the Second DS Supplement to addresses from which previously distributed plan-related materials were returned by the United States Postal Service as undeliverable; and it is further

ORDERED that to the extent the Proponents 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 persons 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, except as otherwise ordered by the Bankruptcy Court, ballots and master ballots shall be tabulated in conformity with the procedures set forth in the Disclosure Statement Order, the First Supplemental DS Order, and this Order; and it is further

ORDERED that any Class of Claims or Equity Interests that does not have a holder of an Allowed Claim or Equity Interest or a Claim or Equity Interest temporarily allowed

by the Bankruptcy Court as of the date of the Confirmation Hearing 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 if any claimant seeks to challenge the allowance of its claim for voting purposes in accordance with the procedures established in the Disclosure Statement Order, such claimant is directed to serve on each party listed in paragraph 12 of the Confirmation Hearing Notice, on or before the tenth day after service of notice of an objection, if any, to such claim, a motion (a "Rule 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, except as otherwise ordered by the Bankruptcy Court (upon a Rule 3018(a) Motion or otherwise), solely for purposes of voting to accept or reject the Plan and not for the purpose of the allowance or distribution, each Existing Securities Laws Claim classified in Class ACC 8 - Preferred Stock Interests or Class ACC 9 - Common Stock Interests for which a proof of claim has been timely filed shall be allowed for voting purposes in the amount of one share of the security corresponding to such Existing Securities Laws Claim; *provided, however*, that the approval and entry of this Order shall be without prejudice to any objections to the relief provided for in this decretal paragraph as may be asserted at, or in connection with, the Bankruptcy Court's consideration of confirmation of the Plan, and it is further

ORDERED that a copy of this Order, a notice of non-voting status, substantially in the form annexed hereto as Exhibit D (the "Notice of Non-Voting Status") and the

Confirmation Hearing Notice, shall be distributed to those holders, as of the Record Date, of unimpaired claims or equity interests in the Classes in the Non-Voting Classes; and it is further

ORDERED that the Proponents are not required to distribute copies of the Second DS Supplement and Plan to any holder of Claims or Equity Interests in the Non-Voting Classes, unless such party makes a specific request in writing for the same; and it is further

ORDERED that the Confirmation Hearing shall 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, commencing on **December 7, 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 the Proponents shall publish the Confirmation Hearing Notice, not less than 20 days before the Objection Deadline (or such later date as may be necessary to comply with applicable submission deadlines), in (a) *The New York Times* (National Edition), *The Wall Street Journal* (National Edition), and *USA Today* (National Edition), and (b) in a major regional newspaper in each of the following cities: Boston, Buffalo, West Palm Beach, Cleveland, Denver and Los Angeles. Additionally, the Proponents will publish the Confirmation Hearing Notice electronically on their website [www.adelphia.com](http://www.adelphia.com); and it is further

ORDERED that objections by any party in interest to the Plan (collectively, the “Objections”) must be filed not later than 4:00 p.m. (prevailing New York Time) on **November 24, 2006** (the “Objection Deadline”); and it is further

ORDERED that Objections must: (a) be made in writing; (b) state with particularity the legal and factual ground 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](http://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, so as to be received by each of the parties identified in paragraph 12 of the Confirmation Hearing Notice at the respective addresses set forth therein no later than the Objection Deadline; 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 entry of this Order shall constitute the Solicitation Approval; provided that:

- (a) absent further order of this Court, the Debtors shall not be authorized to request confirmation of the Plan under section 1129(b) of the Bankruptcy Code if it is rejected by a class of creditors affected by the settlement of the Inter-Creditor Dispute embodied within the Plan;
- (b) the Solicitation Approval shall be without prejudice to any party's rights (i) in the Resolution Process, and/or (ii) with respect to the prosecution or confirmation of any plan or plans of reorganization;
- (c) the Solicitation Approval shall not be admissible as evidence in the Resolution Process and neither the Motion nor this Order nor the terms of the Plan shall be admissible in the Resolution Process in the event that the Plan is not consummated; and
- (d) the Solicitation Approval shall not be construed to reflect the Bankruptcy Court's assessments of the merits of any arguments made or positions put forth by the parties in the Resolution Process, any aspect of the Inter-Creditor Dispute, or with respect to the prosecution or confirmation of any plan or plans of reorganization.

; and it is further

ORDERED, that the Contingent Value Vehicle Interests contemplated to be issued under the Plan do not, for purposes of the Trust Indenture Act of 1939, constitute (a) a note, bond, debenture, or evidence of indebtedness, whether or not secured, or (b) a certificate of interest or participation in any such note, bond, debenture, or evidence of indebtedness, or (c) a temporary certificate, or guarantee of, any such note, bond, debenture, evidence of indebtedness or certificate, as such terms are used under the Trust Indenture Act of 1939; and it is further

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

ORDERED that the Proponents may, but are not required, to accept copies of ballots by facsimile and/or electronic transmission; 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  
October 17, 2006

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

### Schedule 1 - the Voting Classes

The following Classes are **impaired** by the Plan and therefore **entitled to vote** to accept or reject the Plan:

Class	
ACC Senior Notes Claims	ACC 3
ACC Trade Claims	ACC 4
ACC Other Unsecured Claims	ACC 5
ACC Subordinated Note Claims	ACC 6
ACC Existing Securities Law Claims	ACC 7
ACC Preferred Stock Interests	ACC 8
ACC Common Stock Interests	ACC 9
ACC Subsidiary Equity Interests	ACC 10
Century Bank Administrative Agent Claims	SD 3CA (Century Admin)
Century Bank Non-Administrative Agent Claims	SD 3CN (Century Non-Admin)
Century Bank Syndicate Claims	SD 3CS (Century Syndicate)
Century Wachovia Claims	SD 3CWach (Century Wachovia)
Century BMO Claims	SD 3CBMO (Century BMO)
Olympus Bank Administrative Agent Claims	SD 3OA (Olympus Admin)
Olympus Bank Non-Administrative Agent Claims	SD 3ON (Olympus Non-Admin)
Olympus Bank Syndicate Claims	SD 3OS (Olympus Syndicate)
Olympus Wachovia Claims	SD 3OWach (Olympus Wachovia)
Olympus BOFA Claims	SD 3OBOFA (Olympus BOFA)
FrontierVision Bank Claims	SD 3 (FV)
UCA Bank Administrative Agent Claims	SD 3UA (UCA Admin)
UCA Bank Non-Administrative Agent Claims	SD 3UN (UCA Non-Admin)
UCA Bank Syndicate Claims	SD 3US (UCA Syndicate)
UCA BMO Claims	SD 3UBMO (UCA BMO)
UCA BOFA Claims	SD 3UBOFA (UCA BOFA)
Subsidiary Debtor Trade Claims	SD 4
Subsidiary Debtor Other Unsecured Claims	SD 5
Arahova Notes Claims	SD 6
FPL Note Claims	SD 7
FrontierVision Holdco Notes Claims	SD 8
FrontierVision Opco Notes Claims	SD 9
Olympus Notes Claims	SD 10
Subsidiary Debtor Existing Securities Law Claims	SD 11
Subsidiary Debtor Equity Interests	SD 12

**EXHIBIT A**

**[Disclosure Statement Order]**

**[To be attached to order submitted for signature]**

**EXHIBIT B**

**[First Supplemental DS Order]**

**[To be attached to order submitted for signature]**

**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 SECOND SUPPLEMENT TO DISCLOSURE STATEMENT; (II) FIXING A RECORD DATE; (III) APPROVING FORMS OF BALLOTS; (IV) ESTABLISHING VOTING DEADLINES; (V) ESTABLISHING OBJECTION PROCEDURES IN RESPECT OF CONFIRMATION OF FIFTH AMENDED JOINT PLAN OF REORGANIZATION OF ADELPHIA COMMUNICATIONS CORPORATION AND CERTAIN OF ITS AFFILIATED DEBTORS UNDER CHAPTER 11 OF THE BANKRUPTCY CODE; AND (VI) GRANTING RELATED RELIEF**

**PLEASE TAKE NOTICE THAT:**

1. By order, entered on November 23, 2005 (the “DS 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 21, 2005 (the “Disclosure Statement”), filed by Adelphia Communications Corporation and certain of its direct and indirect subsidiaries, as debtors and debtors in possession, and authorized such 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 21, 2005 (the “November Plan”), annexed as Exhibit A to the Disclosure Statement.

2. By order, entered on April 28, 2006 (the “First Supplemental DS Order”), the Court approved a supplement to the Disclosure Statement (the “First DS Supplement”), and authorized the Debtors to solicit votes to accept or reject the Debtors’ Modified Fourth Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated April 28, 2006 (the “April Plan”), annexed as Exhibit Q to the First DS Supplement.

3. By order, entered on October [ ], 2006 (the “Second Supplemental DS Order”), the Court approved a second supplement to the Disclosure Statement (the “Second DS Supplement”), and authorized the Debtors and the Creditors’ Committee appointed in the Debtors’ cases to solicit votes to accept or reject the Fifth Amended Joint Chapter 11 Plan of Reorganization of Adelphia Communications Corporation and Certain of Its Affiliated Debtors, dated October [ ], 2006 (as modified and/or amended, the “Plan”), annexed as Exhibit [ ] to the Second DS Supplement. The Plan contemplates the reorganization of the debtors listed on Exhibit A annexed hereto (the “Debtors”).

4. Copies of the Second Supplemental DS Order, the Second DS Supplement, and the Plan, and related documents (collectively, the “Solicitation Documents”) are attached hereto via CD-ROM. Copies of the Solicitation Documents may also be obtained by visiting the Debtors’ website at [www.adelphia.com](http://www.adelphia.com), or by contacting the Debtors’ solicitation agent, D.F. King & Co., Inc., by telephone at (800) 967-7858, or by accessing the Court’s Electronic Case Filing System which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov), the official website for the Court.

5. The Second Supplemental DS Order establishes [ \_\_\_\_\_ ] 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 November 27, 2006** (the “Voting Deadline”) 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 November 20, 2006** or such other date as specified by your intermediary (the “Intermediary Voting Deadline”), so that master ballots can be prepared and received by the Voting Deadline.

6. In the case of holders of Subsidiary Notes Claims, ACC Subordinated Notes Claims or ACC Senior Notes Claims (as each such term is defined in the Second DS Supplement), the Second DS Supplemental Disclosure Order establishes [ \_\_\_\_\_ ] as the record date for determining which such holders are entitled to vote on the Plan.

7. 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.

8. *[intentionally omitted] -- to be inserted upon filing of the Plan*

9. A hearing will commence 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 **December 7, 2006, at 9:45 a.m.** (prevailing New York Time) or as soon thereafter as counsel may be heard (the “Confirmation Hearing”) to consider certain issues in connection with confirmation of the Plan.

10. The Confirmation Hearing may be continued from time to time by the Court or the Proponents without further notice other than the announcement by the Proponents 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.

11. 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 DS Order and the Second Supplemental DS 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 pursuant to DS Order and the Second Supplemental DS Order you must serve on the parties identified in paragraph [12] 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 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.

12. Objections by stakeholders, if any, to the Plan (collectively, the “Objections”) must be filed not later than 4:00 p.m. (prevailing New York Time) on **November 24, 2006** (the Objection Deadline). Such Objections 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; (iii) conform to the Bankruptcy Rules and the Local Rules of the 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](http://www.nysb.uscourts.gov), the official website for the Bankruptcy Court), by registered users of the Bankruptcy Court’s case filing system and, by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), Microsoft Word or any other Windows-based word processing format (with a hard-copy delivered directly to Chambers); and (v) be served upon (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, 8<sup>th</sup> 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. Shiff, Esq.; (v) counsel to the Official Committee of Equity Security Holders, Morgenstern Jacobs & Blue, LLC, 885 Third Avenue, New York, New York 10022, Attn: Peter D. Morgenstern, Esq. and Gregory A. Blue, Esq.; (vi) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21<sup>st</sup> Floor, New York, New York, 10004-2112, Attn: Tracy Hope Davis, Esq.; and (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: Dennis F. Dunne, Esq., (3) Haynes & Boone LLP, 901 Main Street, Suite 3100, Dallas, Texas 75202, Attn: Robin E. Phelan, Esq., (4) Simpson Thacher & Bartlett, 425 Lexington Avenue, New York, NY 10017, Attn: Peter V. Pantaleo, Esq.; so as to actually be received by each of the parties no later than 4:00 p.m. (prevailing New York Time) on **November 24, 2006**.

**UNLESS AN OBJECTION IS TIMELY FILED AND SERVED AS PROVIDED HEREIN,  
IT SHALL NOT BE CONSIDERED AT THE CONFIRMATION HEARING.**

Dated: New York, New York  
October [ ], 2006

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

KASOWITZ, BENSON, TORRES & FRIEDMAN LLP  
Attorneys for the Official Committee  
of Unsecured Creditors  
1633 Broadway  
New York, New York 10019

<b>Name of Debtor</b>	<b>Case Number</b>	<b>Tax ID Number</b>
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 Associates of Radnor, L.P.	06-10622 (REG)	25-1708598
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

<b>Name of Debtor</b>	<b>Case Number</b>	<b>Tax ID Number</b>
Adelphia Cablevision of Seal Beach, LLC	02-41757 (REG)	13-3327370
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, LLC	06-10623 (REG)	23-3057441
Adelphia Cablevision of West Palm Beach II, LLC	06-10624 (REG)	23-3057440
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 <b>(LEAD CASE)</b>	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

<b>Name of Debtor</b>	<b>Case Number</b>	<b>Tax ID Number</b>
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
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
Cablevision Business Services, Inc.	06-10625 (REG)	33-0632721
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

<b>Name of Debtor</b>	<b>Case Number</b>	<b>Tax ID Number</b>
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
Century MCE, LLC	06-10626 (REG)	59-3825663
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
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
Desert Hot Springs Cablevision, Inc.	06-10627 (REG)	84-0801585
E & E Cable Service, Inc.	02-41785 (REG)	55-0534879
Eastern Virginia Cablevision Holdings, LLC	02-41799 (REG)	25-1817428

<b>Name of Debtor</b>	<b>Case Number</b>	<b>Tax ID Number</b>
Eastern Virginia Cablevision, LP	02-41800 (REG)	25-1810785
Empire Sports Network, LP	02-41844 (REG)	25-1828172
FAE 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
Henderson Community Antenna Television, Inc.	06-10628 (REG)	25-1758924
Highland Carlsbad Cablevision, Inc.	06-10629 (REG)	25-1877734
Highland Carlsbad Operating Subsidiary, Inc.	06-10630 (REG)	84-0751473
Highland Prestige Georgia, Inc.	06-10631 (REG)	25-1859580
Highland Video Associates, L.P.	06-10632 (REG)	25-1465493
Hilton Head Communications, L.P.	06-10633 (REG)	25-1754589
Huntington CATV, Inc.	02-41765 (REG)	36-2786226
Imperial Valley Cablevision, Inc.	02-41876 (REG)	74-2477417
Ionian Communications, L.P.	06-10634 (REG)	25-1672619
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

<b>Name of Debtor</b>	<b>Case Number</b>	<b>Tax ID Number</b>
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
Montgomery Cablevision Associates, L.P.	06-10635 (REG)	23-2319348
Monument Colorado Cablevision, Inc.	02-41932 (REG)	25-1868536
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
OFE I, LLC	06-10637 (REG)	59-3825813
OFE II, LLC	06-10638 (REG)	59-3825815
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 MCE I, LLC	06-10639 (REG)	59-3825801
Olympus MCE II, LLC	06-10640 (REG)	59-3825812
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
Palm Beach Group Cable, Inc.	05-60107 (REG)	25-1660392
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
Pericles Communications Corporation	02-41919 (REG)	25-1582584
Prestige Communications, Inc.	06-10636 (REG)	58-1079932
Pullman TV Cable Co. , Inc.	02-41873 (REG)	91-0865108
RentaVision of Brunswick, Inc.	02-41872 (REG)	58-0954183

<b>Name of Debtor</b>	<b>Case Number</b>	<b>Tax ID Number</b>
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
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
UCA MCE I, LLC	06-10641 (REG)	59-3825665
UCA MCE II, LLC	06-10642 (REG)	59-3825670
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

Name of Debtor	Case Number	Tax ID Number
Wellsville Cablevision, LLC	02-41806 (REG)	23-2944351
West Boca Acquisition Limited Partnership	02-41899 (REG)	25-1761286
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 November 23, 2005 (the “DS Order”), the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) approved the Debtors’ Fourth Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code, dated November 21, 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, and authorized such 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 21, 2005 (as may be amended and/or modified), annexed as Exhibit A to the Disclosure Statement.

2. PLEASE TAKE FURTHER NOTICE THAT by order, entered on April 28, 2006 (the “First Supplemental DS Order”), the Court approved a supplement to the Disclosure Statement (the “First DS Supplement”), and authorized the Debtors to solicit votes to accept or reject the Debtors’ Modified Fourth Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated April 28 2006 (the “April Plan”), annexed as Exhibit Q to the First DS Supplement.

3. PLEASE TAKE FURTHER NOTICE THAT by order, entered on October [ ], 2006 (the “Second Supplemental DS Order”), the Court approved a second supplement to the Disclosure Statement (the “Second DS Supplement”), and authorized the Debtors and the Creditors’ Committee appointed in the Debtors’ cases to solicit votes to accept or reject the Fifth Amended Joint Chapter Plan of Reorganization of Adelphia Communications Corporation and Certain of Its Affiliated Debtors, dated October [ ], 2006 (as modified and/or amended, the “Plan”), annexed as Exhibit [ ] to the Second DS Supplement.

4. **UNDER THE TERMS OF THE PLAN, [ ] 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.**

5. **IF YOU WANT TO REQUEST A COPY OF THE DS ORDER, THE PLAN, THE DISCLOSURE STATEMENT, THE FIRST DS SUPPLEMENT, THE FIRST SUPPLEMENTAL DS ORDER, THE SECOND DS SUPPLEMENT OR THE SECOND SUPPLEMENTAL DS ORDER YOU MAY VISIT THE DEBTORS' WEBSITE: [www.adelphia.com](http://www.adelphia.com) OR CONTACT THE DEBTORS' SOLICITATION AGENT, D.F. KING & CO., INC., BY TELEPHONE AT (800) 967-7858, OR VISIT THE COURT'S WEBSITE: <http://www.nysb.uscourts.gov>.**

Dated: New York, New York  
October \_\_, 2006

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