

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re :  
: Chapter 11  
ADELPHIA COMMUNICATIONS CORP., et al :  
: Cases No. 02-41729 (REG)  
Debtors. : (Jointly Administered)  
: :  
----- X

STIPULATION AND CONSENT ORDER UNDER LOCAL  
BANKRUPTCY RULE 2090-1(e) AUTHORIZING WITHDRAWAL OF BOIES,  
SCHILLER & FLEXNER LLP AS SPECIAL COUNSEL FOR DEBTORS-IN-POSSESSION

WHEREAS Boies, Schiller & Flexner LLP ("BSF") has represented Adelphia Communications Corp. and the other debtors in possession (collectively "Adelphia"), as special counsel in these cases pursuant to orders dated June 26 and August 9, 2002;

WHEREAS, Adelphia has asked BSF to resign as special counsel;

WHEREAS, BSF has complied with that request;

WHEREAS, BSF must seek the approval of the Court for its withdrawal pursuant to Local Bankruptcy Rule 2090-1(e);

WHEREAS, Adelphia has asked BSF to assist Adelphia's other existing counsel in effecting the transfer of matters from BSF to other counsel and BSF has agreed to such request;

WHEREAS, Adelphia and BSF have agreed that BSF may provide any necessary transition services to Adelphia and its counsel, at their request, after the effective date of BSF's resignation;

WHEREAS, BSF intends to seek Court approval for compensation from Adelphia for any such services and reimbursement of any related expenses.

NOW, THEREFORE, the undersigned stipulate as follows:

1. BSF be, and hereby is, authorized to withdraw as special counsel for Adelphia in the above-captioned cases.

2. To the extent that BSF performs any post-withdrawal transition services and incurs related expenses at the request of Adelphia and its counsel, BSF may seek Court allowance of compensation and reimbursement of related expenses from Adelphia, on notice to parties in interest.

3. Adelphia acknowledges that BSF will be seeking Court allowance of compensation and reimbursement of related expenses from Adelphia for all pre-withdrawal services and expenses, on notice to parties in interest, but reserves all of its rights with respect to any such application.

4. This stipulation be, and hereby is, effective on the approval of the Court.

Dated: New York, New York  
September 20, 2005

ADELPHIA COMMUNICATIONS CORP.

By: Paul M. Souny  
Its EVP/IC

WILLKIE FARR & GALLAGHER  
Attorneys for Adelphia Communications Corp., et al

By: [Signature]  
Myrda Trepper (NY 2036)  
(A Member of the Firm)  
787 Seventh Avenue  
New York, New York 10019  
(212) 728-8000

SCHULTE ROTH & ZABEL LLP  
Attorneys for Boies, Schiller & Flexner LLP

By: \_\_\_\_\_  
Michael L. Cook (MLC-7887)  
(A Member of the Firm)  
919 Third Avenue  
New York, New York 10022  
(212) 756-2000

SO ORDERED THIS \_\_\_\_ DAY  
OF SEPTEMBER, 2005

\_\_\_\_\_  
United States Bankruptcy Judge  
9942327.5

2. To the extent that BSF performs any post-withdrawal transition services and incurs related expenses at the request of Adelphia and its counsel, BSF may seek Court allowance of compensation and reimbursement of related expenses from Adelphia, on notice to parties in interest.

3. Adelphia acknowledges that BSF will be seeking Court allowance of compensation and reimbursement of related expenses from Adelphia for all pre-withdrawal services and expenses, on notice to parties in interest, but reserves all of its rights with respect to any such application.

4. This stipulation be, and hereby is, effective on the approval of the Court.

Dated: New York, New York  
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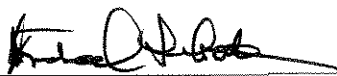
ADELPHIA COMMUNICATIONS CORP.

By: \_\_\_\_\_  
Its

WILLKIE FARR & GALLAGHER  
Attorneys for Adelphia Communications Corp., et al

By: \_\_\_\_\_  
Myron Trepper (MT - )  
(A Member of the Firm)  
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