

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 APPROVING AND IMPLEMENTING
FEE COMMITTEE AND FEE PROCEDURES PROTOCOL**

This Court having considered the appointment of a fee committee and certain additional fee procedures in accordance with the Fee Committee and Fee Procedures Protocol annexed hereto as Exhibit A (the “Fee Protocol”) that has been proposed by the Debtors, the official committee of unsecured creditors appointed in these chapter 11 cases, the official committee of equity security holders appointed in these chapter 11 cases, and the United States Trustee for the Southern District of New York; and the Court having jurisdiction to authorize and direct the implementation of the Fee Protocol and the procedures to be implemented thereby 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 the approval of the Fee Protocol being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. § § 1408 and 1409; and the implementation of the Fee Protocol being in the best interests of the Debtors and their estates and creditors; and the Court having reviewed the Fee Protocol; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Fee Protocol is hereby approved subject to the terms and conditions thereof.

Dated: March 7, 2003
New York, New York

S/Robert E. Gerber
United States Bankruptcy Judge