

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
: :
ADELPHIA COMMUNICATIONS CORP., : Case No. 02-41729 (REG)
et al., : Jointly Administered
: :
Debtors. :
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**FIRST ORDER GRANTING CERTAIN APPLICATIONS FOR
ALLOWANCE OF FINAL COMPENSATION
AND REIMBURSEMENT OF EXPENSES**

Upon the applications for final allowance of compensation for professional services and for reimbursement of actual and necessary expenses (the “Applications”) pursuant to sections 330(a) and 331 of Title 11 of the United States Code (the “Bankruptcy Code”) and rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), filed by the professionals listed on **Schedule A** annexed hereto (the “Retained Professionals”), retained in the cases of the above-captioned debtors and debtors in possession (collectively the “Debtors”) during pendency of these cases; and the Fee Committee appointed by the Court through its retained professionals, having (1) reviewed the Applications and the respective supporting documentation and (2) discussed with the respective Retained Professionals or forwarded Executive Summaries detailing the amounts requested and the reasonableness of certain of the fees and expenses requested; and notice having been given to (1) the Retained Professionals and (2) those parties requesting notice pursuant to Federal Rules of Bankruptcy Procedure 2002(a)(6) and (c)(2); and due consideration having been given to any responses thereto; and sufficient cause having been shown therefore, it is hereby:

ORDERED that the Applications are approved, on a final basis, to the extent set forth in the attached **Schedule A**; and it is further

ORDERED that the Debtors are hereby directed and authorized to pay to the Retained Professionals, to the extent not previously paid, all fees and expenses awarded on **Schedule A**; and it is further

ORDERED that this Court shall retain jurisdiction over all matters arising from or related to this Order.

Dated: New York, New York
March 12, 2008

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

SCHEDULE A

CASE NO.: 02-41729 (REG)(Jointly Administered)

CASE NAME: In Re Adelpia Communications Corporation, et al.

CURRENT FEE PERIOD: June 10, 2002 to February 13, 2007¹

APPLICANT	DATE / DOCUMENT NO. OF APPLICATION	FEES REQUESTED	FEES AWARDED	EXPENSES REQUESTED	EXPENSES AWARDED
<u>Debtors' Professionals</u>					
PricewaterhouseCoopers LLC	3/30/07 – ECF No. 13440	\$156,553,011.35	\$138,243,790.04	\$7,696,607.64	\$7,696,607.64
Willkie Farr & Gallagher LLP	3/30/07 – ECF No. 13396	\$96,621,892.84	\$96,621,892.84	\$6,929,839.81	\$6,929,839.81
<u>Creditors' Committee Professionals</u>					
Kasowitz Benson Torres & Friedman LLP	3/30/07 – ECF No. 13448	\$51,115,151.80	\$51,115,151.80	\$2,881,699.99	\$2,881,699.99
	3/30/07 – ECF No. 13448 ²	\$159,606.00	\$159,606.00	\$14,596.26	\$14,596.26
<u>Equity Committee Professionals</u>					
Bragar Wexler & Morgenstern LLP n/k/a Morgenstern Jacobs & Blue LLC	3/30/07 – ECF No. 13413	\$23,737,554.74	\$23,737,554.74	\$584,046.70	\$584,046.70

¹ In conformity with the Local Rules for the Southern District of New York, this Schedule reflects the fees and expenses requested and awarded for the period June 10, 2002 through February 13, 2007.

² Fees and expenses incurred post-petition pre-retention, June 10, 2002 through July 10, 2002.

SCHEDULE DATE:3/12/08

INITIALS:REG USBJ