

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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**THIRD 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
May 27, 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.

SUMMARY: ALL FEE PERIODS

APPLICANT	DATE / DOCUMENT NO. OF APPLICATION	FEES REQUESTED	FEES AWARDED¹	EXPENSES REQUESTED	EXPENSES AWARDED
<u>Debtors' Professionals</u>					
BDO Seidman LLP	3/30/07 – ECF No. 13382	\$1,835,427.03	\$1,454,430.82	\$28,724.57	\$28,724.57
Bird Marella Boxer Wolpert Nessim Dooks & Lincenberg, APC	3/28/07 – ECF No. 13345	\$256,437.00	\$236,491.61	\$5,670.18	\$5,670.18
Bond & Pecaro, Inc.	3/26/07 – ECF No. 13307	\$1,881,205.65	\$1,575,039.42	\$12,135.93	\$12,135.93
Chicago Partners	3/30/07 – ECF No. 13386	\$2,361,154.00	\$2,249,995.75	\$144,257.84	\$144,257.84
Cole Raywid & Braverman LLP	3/30/07 – ECF No. 13394	\$7,180,510.71	\$7,018,474.81	\$311,370.42	\$311,370.42
Collective Infrastructure Technology, Inc.	5/19/08 – ECF No. 14122	\$2,048,897.91	\$1,086,643.91	\$112,356.22	\$112,356.22
Davis Wright & Tremaine	3/30/07 – ECF No. 13432	\$2,658,979.41	\$2,537,605.90	\$90,540.41	\$90,540.41
Dow Lohnes & Albertson PLLC	4/9/07 – ECF No. 13480	\$4,590,103.50 ²	\$4,249,937.44	\$239,767.24	\$239,767.24

¹ Pursuant to the terms of this Order, the Debtors are directed and authorized to pay to the Retained Professionals only those amounts not previously paid (i.e. held back) of the fees and expenses awarded herein.

SCHEDULE A

CASE NO.: 02-41729 (REG)(Jointly Administered)
CASE NAME: In Re Adelphia Communications Corporation, et al.

APPLICANT	DATE / DOCUMENT NO. OF APPLICATION	FEES REQUESTED	FEES AWARDED¹	EXPENSES REQUESTED	EXPENSES AWARDED
Dreier LLP	3/30/07 – ECF No. 13388	\$32,672.50	\$30,581.50	\$404.50	\$404.50
Ernst & Young LLP	7/16/04 – ECF No. 5561	\$88,000.00	\$88,000.00	\$4,408.00	\$4,408.00
Genetelli Consulting Group	3/28/07 – ECF No. 13348	\$2,772,135.00	\$2,620,608.48	\$6,743.27	\$6,743.27
Grubb & Ellis Company	3/30/07 – ECF No. 13442	\$424,860.00	\$424,860.00	\$104,101.73	\$104,101.73
James Martin	3/30/07 – ECF No. 13374	\$19,200.00	\$19,200.00	\$1,049.29	\$1,049.29
Jon Flinker	5/12/08 – ECF No. 14108	\$67,826.29	\$67,826.29	\$2,992.14	\$2,992.14
Lazard Freres & Co. LLP	3/28/07 – ECF No. 13344	\$19,437,167.00	\$19,437,167.00	\$1,236,568.00	\$1,233,593.21
Sullivan & Cromwell LLP	3/29/07 – ECF No. 13378	\$14,053,864.75	\$12,300,554.45 ³	\$123,890.17	\$123,890.17

² Dow Lohnes sought final approval of fees in the amount of \$4,247,270.20, net of voluntary reductions recommended by the Fee Committee in prior interim periods as approved by orders of the Court. The fees requested amount included herein represents total fees requested during the pendency of these cases, prior to deducting voluntary reductions.

³ Sullivan & Cromwell has withdrawn its request for Supplemental Compensation in the amount of \$1.8 million. As a result, no such fee award has been granted with respect to such request.

SCHEDULE A

DATE: 5/27/2008

INITIALS: REG USBJ

SCHEDULE A

CASE NO.: 02-41729 (REG)(Jointly Administered)
CASE NAME: In Re Adelpia Communications Corporation, et al.

APPLICANT	DATE / DOCUMENT NO. OF APPLICATION	FEES REQUESTED	FEES AWARDED¹	EXPENSES REQUESTED	EXPENSES AWARDED
<u>Creditors' Committee Professionals</u>					
Greenhill & Co., LLC	3/30/07 – ECF No. 13423	\$14,485,714.00	\$14,485,714.00	\$107,569.64	\$101,563.49
LECG, LLC	3/29/07 – ECF No. 13363	\$26,790.00	\$24,962.00	\$821.77	\$821.77
Neilson Elggren LLP	3/29/07 – ECF No. 13362	\$1,993,410.69	\$1,990,795.29	\$144,404.26	\$144,404.26

SCHEDULE A

DATE: 5/27/2008

INITIALS: REG USBJ