

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: :
ADELPHIA COMMUNICATIONS CORP., et : Case No. 02-41729 (REG)
al., : Jointly Administered
: :
Debtors, :
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**STIPULATION REGARDING CONFIDENTIALITY OF HEARING
ON DEBTORS' MOTION FOR ORDER APPROVING THREE RELATED
AGREEMENTS BETWEEN THE DEBTORS AND THE SECURITIES
AND EXCHANGE COMMISSION, THE DEBTORS AND THE
DEPARTMENT OF JUSTICE AND THE DEBTORS AND THE RIGAS FAMILY**

WHEREAS, the above-captioned debtors and Debtors in possession (the "Debtors") have moved for an Order Approving three Related Agreements Between the Debtors and the Securities and Exchange Commission, the Debtors and the Department of Justice and the Debtors and the Rigas Family (the "Motion"); and

WHEREAS, certain parties have either objected to the Motion or reached an agreement with the Debtors to modify the relief sought in the Motion and, as a result, filed either no objection or a conditional objection or response to the Motion (collectively, the "Objectors"); and

WHEREAS, pursuant to the Debtors Motion, dated March 12, 2005, for Order Pursuant to Sections 105(a) And 107(b) of the Bankruptcy Code and Bankruptcy Rule 9018 Authorizing Debtors to File Witness Declarations Under Seal and Further Sealing Record of Debtor's Motion for Order Approving Three Related Agreements Between the Debtors and the Securities and Exchange Commission, the Debtors and the Department of Justice and the Debtors and the Rigas Family (the "Sealing Motion"), on May 13, 2005 the Court entered an order that, among other things, (a) sealed the record of the Motion; (b) authorized the Debtors to

file their witness declarations under seal; and (c) authorized the Debtors to seek leave to exclude non-objecting parties from the Courtroom during the hearing on the Motion to the extent necessary to preserve any applicable evidentiary privileges with regard to advice that was provided to the Debtors' Board of Directors with regard to the merits of the claims and potential claims asserted against the Debtors by the Government and the merits of compromising those claims (the "Sealing Order"); and

WHEREAS, the Objectors wish to facilitate their receipt of unredacted materials filed under seal in connection with the Motion and to attend the hearing on the Motion in its entirety, each without resulting in any waiver of any applicable evidentiary privilege that may apply to such documents and testimony elicited at the hearing on the Motion.

IT IS THEREFORE STIPULATED AND AGREED that:

1. The Objectors agree that their receipt of unredacted materials filed under seal in connection with the Motion shall not constitute a waiver of any applicable evidentiary privilege including, without limitation, the attorney client privilege and the work-product doctrine, to the extent the produced documents or their contents are, in whole or in part, otherwise protected from disclosure.

2. The Objectors further agree that no testimony elicited at the hearing on the Motion, nor any argument summarizing such testimony or unredacted material filed under seal, shall constitute a waiver of any applicable evidentiary privilege including, without limitation, the attorney-client privilege and the work product doctrine, to the extent the testimony or material would otherwise be protected, in whole or in part, from disclosure.

3. The Objectors further agree that any unredacted material filed under seal in connection with the Motion and any testimony elicited at the hearing on the Motion shall be

deemed confidential (the “Confidential Information”) and, accordingly, shall not be used or disclosed to anyone for any purposes whatsoever other than preparing for and appearing at the hearing on the Motion.

4. The Objectors further agree that any portion of the transcript of the hearing during which parties are excluded from the Courtroom shall be deemed to be confidential and shall be filed separately under seal.

5. To the extent that any Confidential Information subject to this Stipulation (or any court submission quoting from, referring to, or otherwise revealing the substance of Confidential Information) is proposed to be filed, or is filed, with the Court or any appellate court, such information and submissions, or any portion thereof which discloses Confidential Information, shall be filed under seal (by the filing party) with the Clerk of the Court in an envelope marked “SEALED PURSUANT TO ORDER OF COURT DATED MAY 13, 2005.”

6. All unredacted materials filed under seal in connection with the hearing and all transcripts of testimony elicited at the hearing shall be returned to counsel for the Debtors upon entry of a final order disposing of the Motion. To the extent any party is served with process seeking disclosure of Confidential Information, such party shall give counsel for the Debtors prompt notice of the request so as to enable the Debtors to seek appropriate relief.

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