

EXHIBIT A

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re)	Chapter 11 Cases
Adelphia Communications Corporation, <u>et al.</u> ,)	Jointly Administered (REG)
Debtors.)	Case No. 02-41729

**AMENDED STIPULATION AND AGREED ORDER WITH
RESPECT TO SECOND MODIFIED FOURTH AMENDED
JOINT PLAN OF REORGANIZATION UNDER**

**CHAPTER 11
OF THE BANKRUPTCY CODE FOR
CENTURY-TCI DEBTORS AND PARNASSOS DEBTORS**

This Amended Stipulation and Agreed Order (the “Stipulation”) is made by and between the above captioned debtors and debtors in possession (the “Debtors”) and the undersigned creditor constituencies (the “Undersigned Creditor Constituencies” and, together with the Debtors, the “Parties”) as follows:¹

WHEREAS, the Debtors have filed, and will seek to confirm, the Second Modified Fourth Amended Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code for Century-TCI Debtors and Parnassos Debtors (as modified or amended, the “Joint Venture Plan”);

¹ This Stipulation amends the Stipulation and Agreed Order between the Parties filed with the Court on June 13, 2006 [Docket No. 11220] (the “Original Stipulation”).

WHEREAS, it is the Undersigned Creditor Constituencies' understanding that Comcast⁺² will not waive the requirement under the Comcast APA that the sale of the Century-TCI Debtors and the Parnassos Debtors be consummated pursuant to a chapter 11 plan;

WHEREAS, the Parties wish to consummate the Sale;

WHEREAS, as is set forth in the Order in Aid of Confirmation dated August 4, 2005 (the "Order in Aid"), the Inter-Creditor Dispute includes, among other things, determinations as to the amount, priority and treatment of intercompany claims, the allocation of sale proceeds among the Debtors and other issues to be determined by the Court pursuant to Section 6 of the Order in Aid (the "Order in Aid Issues");

WHEREAS, the hearing has not concluded on the Order in Aid Issues. As such, the Court has not issued rulings on such issues;

WHEREAS, certain Parties have asserted that if rulings on certain of the Order in Aid Issues had been made as of the date hereof, such rulings might affect the extent or availability of distributions to certain creditors of the Century-TCI Debtors and the Parnassos Debtors;

WHEREAS, notice of ~~this~~the Original Stipulation ~~is being~~was provided to (a) counsel to the agents for the Debtors' prepetition and postpetition lenders; (b) counsel to the Official Committee of Unsecured Creditors (the "Creditors' Committee"); (c) counsel to the Official Committee of Equity Security Holders; (d) the Office of the United States Trustee; (e) counsel to the Buyers; (f) all parties that have filed a notice pursuant to Bankruptcy Rule 2002 as

⁺² All capitalized terms not herein defined shall have the meaning ascribed to them in the Debtors' Motion (A) For Order Establishing New Confirmation Procedures And Deadlines And Approving Supplemental Disclosure, (B) For Order Approving Certain Modifications To The Plan Of Reorganization For The Century-TCI Debtors And Parnassos Debtors, And (C) Amending The Debtors' Motion For Approval Of The Sale Of Substantially All Of The Assets Of Certain Debtors Pursuant To Section 363 Of The Bankruptcy Code.

of the day prior to the date of ~~this Motion~~the Original Stipulation; and (g) all creditors of the ~~Century-TCI Debtors and Parnassos~~-Debtors; and

WHEREAS, notice of this Stipulation is being provided to (a) counsel to the agents for the Debtors' prepetition and postpetition lenders; (b) counsel to Creditors' Committee; (c) counsel to the Official Committee of Equity Security Holders; (d) the Office of the United States Trustee; (e) counsel to the Buyers; and (f) all parties that have filed a notice pursuant to Bankruptcy Rule 2002 as of the day prior to the date of this Stipulation;

WHEREAS, the Court finds and determines that:

a. Proper, timely, adequate and sufficient notice of this Stipulation has been provided in accordance with section 102(2) of title 11 of the United States Code, Rule 2002 of the Federal Rules of Bankruptcy Procedures and the Local Rules for the Southern District of New York, and no further notice or entry of the Stipulation is required;

b. A reasonable time to object or be heard regarding the relief set forth in this Stipulation has been afforded to all interested persons and entities; and

c. This Stipulation is in the best interest of the Debtors' estates and creditors and other stakeholders.

IT IS HEREBY AGREED AND ORDERED:

1. Notwithstanding any contrary argument that could be made on the record created to date in the Resolution Process, and solely in order to consummate the Sale and the Joint Venture Plan, the Parties hereby agree, and the Court hereby orders, that proceeds from the Sale will be allocated to the Joint Venture Debtors in an amount sufficient to pay all holders of claims against the Century-TCI Debtors and the Parnassos Debtors in accordance with the Joint Venture Plan.

2. Based on the Parties' agreement, the order confirming the Joint Venture Plan (and as may be required, the order approving the 363 Sale) shall contain the finding of fact and related conclusion of law that the Joint Venture Plan is feasible as required by the Bankruptcy Code with respect to the payments to the creditors of the Century-TCI Debtors and Parnassos Debtors as provided for in the Joint Venture Plan.

3. All parties with notice of this Stipulation shall be bound by this Stipulation, and shall be deemed to have waived any objections to the findings of fact, conclusions of law or objections to confirmation of the Joint Venture Plan that are based on the Debtors' ability or inability to make the distributions required by the Joint Venture Plan, provided that no such findings of fact or conclusions of law shall have any prejudicial or evidentiary effect in any future proceedings in the Debtors' chapter 11 cases, including the Resolution Process.

4. In connection with confirmation of the Joint Venture Plan, no party in interest shall present any evidence or testimony, or take any discovery, with respect to any Order in Aid Issue (the "Precluded Matters"), provided, however, that in the event that any party files an objection to approval of the Section 363 Sale and/or the Joint Venture Plan, and the Court determines (at an expedited hearing or status conference) that it is necessary for the Debtors to present evidence or testimony with respect to the Precluded Matters in order to respond to such objection to confirm and consummate the Joint Venture Plan and/or the Section 363 Sale, the Debtors may present such evidence or testimony or take discovery solely for the purpose of demonstrating that the Joint Venture Plan may be confirmed and the 363 Sale approved (collectively, the "Evidentiary Showing"). Any Evidentiary Showing made by the Debtors shall be made after consultation with the other Parties, regarding the subject and scope of, and

expected testimony to be given in, the Evidentiary Showing. In the event that the Debtors express their intent to make an Evidentiary Showing, and notwithstanding anything in this Stipulation, the other Parties reserve all rights to (i) seek to preclude the Debtors from testifying with respect to the Precluded Matters, and (ii) in the event the Court permits the Debtors to testify with respect to the Precluded Matters, take discovery and make their own evidentiary showings regarding the Precluded Matters (such showing, a “Party Evidentiary Showing”). Any Evidentiary Showing or Party Evidentiary Showing shall not be admissible in any future proceedings in the Debtors’ chapter 11 cases except to the extent that the party making the Evidentiary Showing or Party Evidentiary Showing takes an inconsistent position in a later proceeding, including the Resolution Process.

5. The Debtors’ witness list, served on the parties on June 6, 2006, and any witness list of any of the other Parties filed prior to the date this Stipulation is ordered by the Court, is hereby amended to remove any designation that a witness was to testify with respect to any Order in Aid Issue except to demonstrate (or rebut, as applicable) the Evidentiary Showing.

6. This Stipulation is without prejudice to the rights or positions of any party in interest in the Debtors’ cases (including, without limitation, the Parties) in any future proceedings in the Debtors’ chapter 11 cases, including the Resolution Process and shall not be offered into evidence in any future proceedings, except to enforce the obligations of the Parties pursuant to this Stipulation. The Parties hereby agree that, in connection with the ongoing Resolution Process and any confirmation of a consensual or non-consensual plan of reorganization for the Debtors other than the Century-TCI ~~Debtor~~Debtors and the Parnassos Debtors (such other Debtors being the “Affiliated Debtors”), the allocation of value to the Affiliated Debtors shall be determined irrespective of the confirmation of the Joint Venture Plan

and such allocation shall be determined as if the Century-TCI Debtors and the Parnassos Debtors are still Debtors in the above captioned cases. Other than as provided for in the Joint Venture Plan with respect to the pending motion of the Creditors' Committee to holdback distributions to the bank lenders [and the Bank Lender Avoidance Complaint \(as defined in the Joint Venture Plan\)](#), no party in interest shall have the right or be permitted to seek to disgorge or holdback payments made to creditors of the Century-TCI Debtors and Parnassos Debtors.

7. The fact that any distributions are made pursuant to the Joint Venture Plan and this Stipulation or that a Party, pursuant to this Stipulation, has agreed not to make a motion seeking to impose a holdback of distributions pursuant to the Joint Venture Plan, shall not be construed as the consent of any Undersigned Creditor Constituency that such constituency shall bear the risk or cost of any subsequent determination that either the Century-TCI Debtors or Parnassos Debtors are determined to be insolvent as a result of the Resolution Process (the amount of such insolvency being the "Deficiency Amount"). To the contrary, all Undersigned Creditor Constituencies reserve all rights to contend that the Deficiency Amount should not be borne by the Debtor or Debtors against whom such constituency has claims.

8. Nothing contained herein shall prevent or in any way limit any Party from objecting to confirmation of the Joint Venture Plan or the 363 Sale on any grounds other than the allocation to the Joint Venture Debtors of sufficient value to pay all holders of claims against those entities in full and with respect to other Precluded Matters, and all such objections are expressly preserved.

9. Without the express written consent of each of the Parties hereto, or until further order of the Court after notice to the Parties and any other party in interest required to receive such notice and a hearing, this Stipulation shall become null and void, and cease to be of

any further effect, upon the earlier to occur of the following: (i) the Debtors determine not to pursue confirmation of the Joint Venture Plan, (ii) confirmation of the Joint Venture Plan is denied, or (iii) the APAs have been terminated.

10. This Stipulation may be signed by the parties in counterpart originals with the same force and effect as if fully and simultaneously signed on a single original document.

IN WITNESS WHEREOF, this Stipulation is executed as of the date and year indicated above.

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SO ORDERED

DATE: June __, 2006

THE HONORABLE ROBERT E GERBER
UNITED STATES BANKRUPTCY JUDGE

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