

**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 PURSUANT TO SECTIONS 105 AND 363 OF THE BANKRUPTCY CODE
AND RULES 2002, 6004 AND 9014 OF THE FEDERAL RULES OF BANKRUPTCY
PROCEDURE SEEKING APPROVAL OF THE SALE OF DEBTORS' LONG
DISTANCE BUSINESS TO
TELECOM MANAGEMENT INC. D/B/A PIONEER TELEPHONE**

Upon the motion (the "Motion") of the above-captioned debtors and debtors in possession (the "Debtors"), for an order pursuant to sections 105 and 363 of title 11 of the United States Code (the "Bankruptcy Code") and rules 2002, 6004 and 9014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") authorizing and approving the sale of the Debtors' long distance telephone business ("Adelphia Long Distance") to Telecom Management Inc. ("Buyer"), pursuant to the Asset Purchase Agreement, substantially in the form annexed to the Motion as Exhibit B (the "Asset Purchase Agreement"), free and clear of Encumbrances (as defined in the Asset Purchase Agreement); and due and sufficient notice having been given as described in the Motion; and it appearing that no other or further notice is required or necessary; and upon the objection, dated July 21, 2005, of OCV, Inc. ("OCV") to the Motion (the "Objection"); and upon the record of the hearing held on July 26, 2005 to consider the Motion (the "Hearing"); and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates and creditors and other parties-in-interest; and on the record of these cases; and after due deliberation and sufficient cause appearing therefor, it is:

ORDERED, that for the reasons set forth on the record at the Hearing, the Objection is denied and the Motion is granted; and it is further

ORDERED, that for the reasons set forth on the record at the Hearing, the Objection is denied; and it is further

ORDERED, that capitalized terms not otherwise defined herein have the meanings given to them in the Motion; and it is further

ORDERED, that the Debtors are authorized to enter into and execute the Asset Purchase Agreement and all related documentation pursuant to section 363 of the Bankruptcy Code; and it is further

ORDERED, that the Debtors are authorized to sell Adelpia Long Distance to the Buyer as set forth in the Asset Purchase Agreement; and it is further

ORDERED, that the net sale proceeds from the sale of Adelpia Long Distance shall be utilized and applied in accordance with this Court's order, dated May 6, 2004, authorizing and approving a form of Second Amended and Restated Credit and Guaranty Agreement (the "Extended DIP Order"); and it is further

ORDERED, that upon the execution, delivery and closing of the Asset Purchase Agreement, the assets to be sold and the interests to be assigned by the Debtors to the Buyer will have been acquired by the Buyer (i) free and clear of Encumbrances (other than the Assumed Liabilities) and (ii) in good faith and as the result of arm's length negotiations within the scope and meaning of section 363(m) of the Bankruptcy Code, with the Buyer entitled to all the protections afforded by that section; and it is further

ORDERED, that this Order shall take effect immediately and shall not be stayed pursuant to Bankruptcy Rules 6004(g) and 7062 or otherwise; and it is further

ORDERED, that the Termination Motion shall be deemed to be withdrawn as of the Closing; and it is further

ORDERED, that the Debtors are authorized to take, or refrain from taking, any and all such acts as are necessary and appropriate to implement and effectuate the relief granted herein; and it is further

ORDERED, that this Court will retain jurisdiction to construe and enforce the terms of the Motion, the Asset Purchase Agreement and this Order.

Dated: New York, New York
July 27, 2005

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