

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)
)	
Reorganized Debtors.)	Jointly Administered
)	

TWENTY-EIGHTH POST-CONFIRMATION STATUS REPORT

This Twenty-Eighth Post-Confirmation Status Report is filed in accordance with the Post Confirmation Order and Notice, dated February 13, 2007 (the “Effective Date”), in connection with the cases of the above-captioned reorganized debtors (collectively, the “Debtors”). Since the filing of the Amended Twenty-Seventh Post-Confirmation Status Report on October 15, 2013 for Adelphia Communications Corporation and Certain of its Affiliated Debtors, describing the Debtors’ progress subsequent to the confirmation of the First Modified Fifth Amended Joint Chapter 11 Plan for Adelphia Communications Corporation and Certain of its Affiliated Debtors, dated as of January 3, 2007, as Confirmed (the “Plan”),¹ for each of the Debtors other than the JV Debtors² by the order dated January 5, 2007 (the “Confirmation Order”), the Debtors, as reorganized pursuant to the Plan, have taken the following steps, among others, in connection with consummation of the Plan.

- Continued post remediation ground water monitoring at a previous Adelphia operational location in Waterbury, CT and Owensboro, KY.
- Continued legal efforts seeking to obtain a recovery from Quanta Specialty Lines Insurance Company on a denied environmental insurance claim for costs related to the remediation of hazardous materials at a previous Adelphia operational facility in Waterbury, CT. Depositions have been completed and both parties are filing legal briefs with the court in January 2014.
- Continued lease extension negotiations pertaining to the warehouse facility (set to expire at the end of June 2014) required to house Adelphia’s historical documents.
- Extended leases for the storage trailers required to house Adelphia’s historical documents.

¹ Capitalized terms used but not defined have the meanings ascribed to such terms in the Plan.

² The JV Debtors are comprised of the following legal entities: Century-TCI California Communications, L.P.; Century-TCI Distribution Company, LLC; Century-TCI Holdings, LLC; Parnassos Communications, L.P.; Parnassos Distribution Company I, LLC; Parnassos Distribution Company II, LLC; Parnassos, L.P.; Parnassos Holdings, LLC; Western NY Cablevision, L.P. The Third Modified Fourth Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code for the Century-TCI Debtors and Parnassos Debtors, dated as of June 28, 2006, was confirmed by order dated June 29, 2006.

- Extended lease for the Denver office through December 2014.
- Negotiated a 50% cost reduction for Directors and Officers insurance for Adelpia and the Adelpia Recovery Trust (“ART”).
- Obtained Bankruptcy Court approval for the motion filed seeking clarification of certain provisions of Adelpia’s Bankruptcy Plan.
- Completed the review and filing of the ART 10Q for the quarter ended September 30, 2013.
- Continued ongoing efforts to recover additional funds for the Estate through the monetization of Adelpia’s interest in the Tow insurance policies, the sale of miscellaneous assets including Cancun timeshares, and the recovery of unclaimed property.
- The following activity has occurred since September 30, 2013 and through December 31, 2013:

	<u>Cash</u>
Balance at September 30, 2013	\$ 45,317,608
Additions ^(a)	42,072
Investment Income	2,087
Net Plan Disbursements	(225)
Operating Costs ^(b)	<u>(1,811,222)</u>
Balance at December 31, 2013	<u>\$ 43,550,320</u>

(a) Additions include recovery of unclaimed property of \$33.1k, liquidation of Adelpia’s interest in the Sandler Technology Partners Investment of \$3.4k, rental income on Cancun timeshares of \$1.3k, and other of \$4.3k.

(b) Operating costs include professional expenses of \$1.1 million, salary and employee related expenses of \$0.3 million, contract labor of \$0.1 million and other expenses of \$0.3 million.

The remaining assets held in reserve are detailed in Exhibit A.

Annexed to this report as Exhibit B is an updated chart summarizing the distribution of cash and shares of TWC common stock made to classes of Claims. This chart reflects all distributions made through December 31, 2013. The chart does not reflect (i) the distributions of CVV units or distributions on account of such units from the Adelpia Recovery Trust and (ii) additional distributions that may be made after December 31, 2013 as a result of the release of escrows, reserves and holdbacks pursuant to the Plan.

Dated: January 15, 2014

Adelpia Communications Corporation
By: Quest Turnaround Advisors, LLC
Title: Plan Administrator

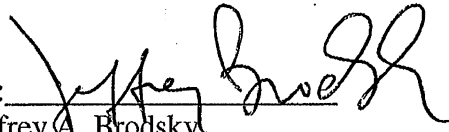
By: 
Jeffrey A. Brodsky
Member
4582 S. Ulster Street
Denver, CO 80237
(303) 268-6423

Exhibit A

Summary of Remaining Cash Held and Deferred Assets

	9/30/2013	12/31/2013	
	(\$ in millions)	(\$ in millions)	Status
<u>Cash</u>			
Estate Operations	8.1	6.3	
Tax Reserves	0.6	0.6	Reserves for open tax years.
Remaining Assets	<u>36.6</u>	<u>36.7</u>	
Total Cash	45.3	43.6	
<u>Deferred Assets</u>			
Interest in Tow Life Insurance Policies	20.8	20.7	Proceeds due on the last to die of named individuals net of note payable to the Adelpia Recovery Trust.
Total Cash and Deferred Assets	<u><u>\$ 66.1</u></u>	<u><u>\$ 64.3</u></u>	

Exhibit B

The following chart summarizes the distributions of cash and shares of TWC Common Stock to holders of allowed claims under the Plan made through December 31, 2013. It does not reflect the distributions of CVU units or distributions on account of such units from the Adaphia Recovery Trust. Annual distributions may vary due to rounding. The chart is based on the assumption that distributions made to Indenture Trustees for the benefit of the underlying noteholders will be distributed in their entirety to the noteholders and will not be subject to holdback or reduction with respect to any claims of the applicable Indenture Trustee. The chart does not reflect additional distributions that may be made after December 31, 2013 as a result of the release of escrows, reserves and holdbacks. The amount and timing of additional distributions resulting from the release of the escrows, reserves and holdbacks are subject to the terms and conditions of the Plan and numerous other conditions and uncertainties, many of which are outside the control of Adaphia Communications Corporation and its subsidiaries.

CLASS	DESCRIPTION	CUSIP	ACCIDENTOR NOTES AMOUNT OR PRINCIPAL AMOUNT (AMOUNT IN MILLIONS)	ACCIDENTOR NOTES AMOUNT OR PRINCIPAL AMOUNT (AMOUNT IN MILLIONS)	CLAIMS OF THE PETITION DATE PER \$1,000 OF ACCIDENTOR NOTES AMOUNT TO EFFECTIVE DATE	PLAN PROVIDED FOR PAYMENT AND ACKNOWLEDGMENT OF ACCIDENTOR NOTES AMOUNT TO EFFECTIVE DATE	PAR PLUS POSTION EFFECTIVE DATE ("TOTAL CLAIM")	PLAN PROVIDED FOR CITY OF PHILADELPHIA SETTLEMENT PARTY (OUT OF PLAN STOCK RIGHTS)	PLAN PROVIDED FOR SETTLEMENT PARTY AMOUNT	DISTRIBUTED CASH AMOUNT	DISTRIBUTED COMMON STOCK (PER \$1,000 PRINCIPAL AMOUNT)	DISTRIBUTED SHARES OF TWC COMMON STOCK (PER \$1,000 PRINCIPAL AMOUNT)	DISTRIBUTED OUR SETTLEMENT PARTY PER \$1,000 PRINCIPAL AMOUNT	PLAN PROVIDED FOR COMMON AND PREFERRED STOCK (PER \$1,000 PRINCIPAL AMOUNT)	PERCENTAGE OF DISTRIBUTIONS AS OF DECEMBER 31, 2013	DISTRIBUTION DEFICIENCIES FOR INTERESTS AS OF DECEMBER 31, 2013 (AMOUNT IN MILLIONS)	CUMULATIVE DEFICIENCIES FOR INTERESTS IN DECEMBER 31, 2013 (AMOUNT IN MILLIONS)
			(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)	(I)	(J)	(K)	(L)	(M)	(N)	(O)
ACC2	Total Deficiency for Claim Class		\$ 18,117,500	\$ 1,021.67	\$ 261.02	\$ 1,255.69	\$ 1,255.69	\$ 0.0000	N/A	\$ 0.00	0.0000	0.0000	N/A	\$ 0.00	0.00%	\$ (1,255.69)	\$ 0.00
ACC4	1.25% Convertible Subordinated Note due February 15, 2021, issued by ACC	06682809	\$ 81,175,000	\$ 1,021.67	\$ 261.02	\$ 1,255.69	\$ 1,255.69	\$ 0.0000	N/A	\$ 0.00	0.0000	0.0000	N/A	\$ 0.00	0.00%	\$ (1,255.69)	\$ 0.00
ACC5	1.25% Convertible Subordinated Note due May 1, 2021, issued by ACC	06682817	\$ 277,801,125	\$ 1,044.88	\$ 153.32	\$ 1,155.20	\$ 1,155.20	\$ 0.0000	N/A	\$ 0.00	0.0000	0.0000	N/A	\$ 0.00	0.00%	\$ (1,155.20)	\$ 0.00
ACC6	Total Deficiency for Claim Class #1		\$ 1,452,000.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.0000	N/A	\$ 0.00	0.0000	0.0000	N/A	\$ 0.00	0.00%	Unspecified	\$ 0.00
ACC7	ACC Existing Securities Law Claim Class																
ACC8	Total Deficiency for Claim Class #2																
ACC9	ACC Series B 12% Exchangeable Preferred Stock	06682820		\$ 1,075.78	\$ 267.13	\$ 1,342.91	\$ 1,342.91	\$ 0.0000	N/A	\$ 0.00	0.0000	0.0000	N/A	\$ 0.00	0.00%	\$ (1,342.91)	\$ 0.00
ACC10	ACC Series D 12% Convertible Preferred Stock	06682822		\$ 1,086.25	\$ 262.64	\$ 1,348.89	\$ 1,348.89	\$ 0.0000	N/A	\$ 0.00	0.0000	0.0000	N/A	\$ 0.00	0.00%	\$ (1,348.89)	\$ 0.00
ACC11	ACC Series E 12.5% Mandatory Convertible Preferred Stock	06682821		\$ 1,075.98	\$ 265.61	\$ 1,341.59	\$ 1,341.59	\$ 0.0000	N/A	\$ 0.00	0.0000	0.0000	N/A	\$ 0.00	0.00%	\$ (1,341.59)	\$ 0.00
ACC12	ACC Series F 12.5% Convertible Preferred Stock	06682820		\$ 1,011.25	\$ 251.41	\$ 1,262.66	\$ 1,262.66	\$ 0.0000	N/A	\$ 0.00	0.0000	0.0000	N/A	\$ 0.00	0.00%	\$ (1,262.66)	\$ 0.00
ACC13	Total Deficiency for Claim Class #3																
ACC14	ACC Common Stock Interest	06682823		\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.0000	N/A	\$ 0.00	0.0000	0.0000	N/A	\$ 0.00	0.00%	Unspecified	\$ 0.00
ACC15	Total Deficiency for Claim Class #4																
	Common and Preferred Stock Existing Securities Law Claims																
	Total Deficiency for all Claim Classes																\$ 1,179

Exhibit B

The following chart summarizes the distributions of cash and shares of TWC Common Stock to holders of allowed claims under the Plan made through December 31, 2013. It does not reflect the distributions of CVV units or distributions on account of such units from the Adelpia Recovery Trust. Actual distributions may vary due to rounding. The chart is based on the assumption that distributions made to Indenture Trustees for the benefit of the underlying noteholders will be distributed in their entirety to the noteholders and will not be subject to holdback or reduction with respect to any claims of the applicable Indenture Trustee. The chart does not reflect additional distributions that may be made after December 31, 2013 as a result of the release of escrows, reserves and holdbacks. The amount and timing of additional distributions resulting from the release of the escrows, reserves and holdbacks are subject to the terms and conditions of the Plan and numerous other conditions and uncertainties, many of which are outside the control of Adelpia Communications Corporation and its subsidiaries.

[1]	No Plan Distributions of fractional shares of TWC Common Stock will be made. Fractional shares shall be rounded to the nearest whole unit (with any amount equal to or less than one-half share to be rounded down). Fractional share information is provided in this chart to facilitate the calculation of recoveries for claims.
[2]	For claims resolved prior to March 12, 2009, percent recovery is calculated based on the recalculated Deemed Value of the TWC Class A Common Stock of \$37,8038 per share as calculated at the end of the 60-day test period established in the Plan through March 11, 2009. For claims resolved after March 12, 2009 percent recovery is calculated based on the adjusted Deemed Value of \$82,6014. See Note 10.
[3]	Principal amount includes accrued prepetition interest where applicable.
[4]	ESL Claims are not all quantified, and have been conditionally expunged. In the event that recoveries are sufficient to provide for payment in full of the allowed claims held by holders of CVV Interests that are senior to the Subordinated CVV Interests under the Plan, the 510(0) claims will be automatically reinstated, without further order of the Bankruptcy Court or actions of any party, provided that such reinstated 510(0) claims shall remain subject to allowance by the Bankruptcy Court. ACC Common Stock Interests are not limited as to recovery.
[5]	Based on liquidation preference.
[6]	Because this chart is designed to depict, among other things, the distribution deficiencies between and among CVV Interest classes, the basis of presentation of information in this chart differs from the basis of presentation regarding distributions to creditors; accordingly, recovery percentages and other information may not be comparable to information set forth in such prior disclosures.
[7]	Does not reflect the accrual of post-Effective Date dividends with respect to CVV Interests.
[8]	Distributions pursuant to the Plan may not exceed the allowed amount of a Claim. To the extent that cash and TWC Common Stock otherwise would be paid to the holders of ACC Senior Notes Claims in excess of the allowed amount of their Claims, such amounts, instead, are allocated to holders of ACC Subordinated Notes Claims ("the Spillover"). However, by virtue of the "pay-over" provisions contained in the Subordinated Indentures which "pay-over" provisions are expressly preserved by the Plan, the Spillover is paid to the holders of the ACC Senior Notes.
[9]	Number of shares of TWC Class A Common Stock presented have not been adjusted to reflect the TWC 1-for-3 reverse stock split and the \$10.27 per share special cash dividend, see note 10.
[10]	Effective March 12, 2009, the Deemed Value was adjusted from \$37,8038 to \$82,6014 to reflect the TWC 1-for-3 reverse stock split and the \$10.27 per share special cash dividend. The Common Stock presented here were distributed after and reflect the reverse stock split.
[11]	Reflects the excess of reserves established for Settlement Party Fee Claims over the amount distributed to Allowed Settlement Party Fee Claim holders. Such excess was distributed to the holders of Claims in the Class whose distribution was initially reduced by the Settlement Party Fee Claims. The Post-Effective Date dividend accrual reflects these reserves.
[12]	Reserves deemed excess by the Plan Administrator are distributed to the ACC Senior Notes, ACC Trade, and ACC Other Unsecured Claims (the "Senior Class") in accordance with Article V of the Plan which provides that the Senior Class shall share subsequent distributions based on the Pro Rata Share of the ACC Allocable Portion for each class of claims in the ACC Senior Class. The ACC Allocable Portion presently is 93.144%, 4.897% and 1.959% for the ACC Senior Notes, ACC Trade and ACC Other Unsecured Claims, respectively and is not expected to change. The Allocable Portion is calculated as the ratio of Allowed Claims to Total ACC Claims for each group of claims in the Senior Class (which includes the ACC Subordinated Notes) and in accordance with the Plan, the Allocable Portion attributed to the ACC Senior Notes Allocable Portion. In the event of a subsequent distribution: 1) the allocable portion percentage is applied to the total distribution amount to arrive at the distribution amount for each ACC class, 2) amounts are then allocated within each ACC class Pro Rata based on the total Allowed Claim amount (i.e., \$5,109,693,748 for ACC Senior Notes) to the total Allowed Claims for each CUSIP, 3) in the case of ACC Senior Notes a distribution per \$1,000 principal amount (i.e., \$4,936,847,118 for ACC Senior Notes) is calculated for each CUSIP, and 4) distributions are paid subject to the rounding conventions of the Plan and the DTC.