

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

TWELFTH POST-CONFIRMATION STATUS REPORT

This Twelfth 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 Eleventh Post-Confirmation Status Report on October 15, 2009 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.

- Resolved the unliquidated Claims asserted by Rembrandt Technologies, LP ("Rembrandt") against Adelphia for which Adelphia had reserved \$35.0 million. On July 31, 2009, Rembrandt submitted to the District Court in Delaware an executed Covenant Not to Sue which effectively terminated its pursuit of those claims. On October 14, 2009 Adelphia submitted a Stipulated Order and Notice of Presentment to the Bankruptcy Court in order to effectuate the terms of Rembrandt's Covenant Not to Sue and to dismiss the Rembrandt Claims in their entirety. The Bankruptcy Court approved the Stipulation and Agreed Order on October 27, 2009.
- Settled the Motorola Claims referred to in the Eleventh Post Confirmation Status Report, for which Adelphia had reserved \$64.1 million of cash and 320,574 shares of TWC common stock. Pursuant to the settlement Adelphia: (i) received \$28.0 million in cash from Motorola; (ii) received \$1.2 million in cash from The Adelphia Recovery Trust for reimbursement of certain legal fees and costs incurred in connection with the Motorola litigation and (iii) distributed \$20.8 million of cash and 296,110 shares of TWC common stock to the transferees of Motorola Claims. As a result of the foregoing transaction, Adelphia was able to transfer \$71.7 million to excess reserves.
- Received the final escrow distribution related to the October 2005 sale of Century ML Cable Venture to San Juan Cable LLC totaling \$2.8 million.

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, L.P.; 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.

- Paid \$3.8 million in Settlement Party Fee Claims. Twenty-two Disputed Claims have yet to be resolved³.
- Distributed \$132.6 million of cash on December 30, 2009 to holders of ACC Allowed Claims.
- The following activity has occurred since September 30, 2009 and through December 31, 2009:

	<u>Cash</u>	<u>Stock</u> ^(a)	<u>Total</u>
Balance at 9/30/09	\$ 504,833,924	\$ 28,852,999	\$ 533,686,923
Additions ^(b)	31,041,309	0	31,041,309
Interest Income	144,995	0	144,995
Net Plan Receipts (Disbursements) ^(c)	(171,020,231)	(24,459,100)	(195,479,331)
Operating Costs ^(d)	<u>(4,697,790)</u>	<u>0</u>	<u>(4,697,790)</u>
Balance at 12/31/09	<u>\$ 360,302,207</u>	<u>\$ 4,393,899</u>	<u>\$ 364,696,106</u>

- (a) Amounts reflect the New Deemed Value of \$82.6014. The stock's closing price at December 31, 2009 was \$41.39. The fair market value of the stock at December 31, 2009 was \$2.2 million.
- (b) Additions include \$28.0 million of settlement proceeds from Motorola, \$2.8 million related to the final escrow distribution on the October 2005 sale of Century ML Cable Venture to San Juan Cable LLC, and \$0.2 million of other receipts.
- (c) Net Plan Receipts (Disbursements) include the Excess Reserve Distribution of \$132.6 million, Motorola distribution of \$20.8 million of cash and 296,110 shares of TWC Common; LIF distributions of \$12.0 million; payment of Settlement Party Fee Claims of \$3.8 million; establishment of \$3.0 million escrow for director's insurance; and net tax refunds of \$1.2 million.
- (d) Operating costs include professional expenses of \$2.9 million, payroll, benefits, and bonus payments of \$2.1 million; contract labor of \$0.3 million; and other overhead expenses of \$0.6 million, partially offset by a \$1.2 million reimbursement of legal fees from the ART related to the Motorola Litigation.

- The remaining assets are held in reserve and are related to the following pending matters:

- Various banks have asserted Claims against Adelphia for interest in excess of interest that was Allowed and paid or otherwise reserved. Such interest is defined as Grid Interest in the Plan. The Plan reserves for such claims total \$117.1 million. Adelphia disputes these claims and the matter is currently pending before the Bankruptcy Court. Discovery is expected to conclude in early 2010 and a status conference will be scheduled by the Court.

³ This estimated total excludes certain Disputed pre-petition Bank Claims.

- Claims for professional fees incurred in pursuit of the confirmation of the Plan were submitted by various professionals. Such fees are referred to as Settlement Party Fee Claims in the Plan. The Plan reserves for such claims total \$88.1 million. These claims are before the bankruptcy court pending approval. To the extent the fees are not approved by the court, they will be returned to holders of Allowed Claims in the Class for which distributions were reduced by the applicable fee claims.
- The remaining reserves total \$155.1 million and include LIF reserves, Bank Claim reserves, Estate operating reserves, and other required reserves.

Annexed to this report as Exhibit A 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, 2009. The chart does not reflect (i) the distributions of CVV units or distributions on account of such units from the Adelphia Recovery Trust and (ii) additional distributions that may be made after December 31, 2009 as a result of the release of escrows, reserves and holdbacks pursuant to the Plan.

Dated: January 15, 2010

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

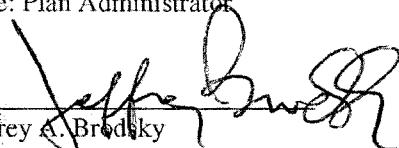
By: 
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Exhibit A

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, 2009. It does not reflect the distributions on account of each unit from the Adelphi Recovery Trust. Actual distributions may vary due to rounding. The chart is based on the assumption that distributions made to indemnitees 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 Indemnitee Trustee. The chart does not reflect additional distributions that may be made after December 31, 2009 as a result of the release of escrows, reserves and holdbacks. The amount and timing of additional distributions resulting from the release of 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 Adelphi Communications Corporation and its subsidiaries.

CLASS	DESCRIPTION	CLAIMS AS OF THE PETITION DATE PER \$1,000 PRINCIPAL AMOUNT ¹	PLAN PROVIDED FOR PAY AND ACCRUE INTEREST PER \$1,000 PRINCIPAL AMOUNT TO EFFECTIVE DATE (B)	PAYOUT AND SETTLEMENT PARTY (NET OF EAR BACK RIGHTS) (C)(A)(B)	PLAN PROVIDED FOR GIVE UPS PER \$1,000 PRINCIPAL AMOUNT (NET OF EAR BACK RIGHTS) (D)	DISTRIBUTED CASH FOR \$1,000 PRINCIPAL AMOUNT (E)	PLAN PROVIDED FOR SETTLEMENT PARTY FOR \$1,000 PRINCIPAL AMOUNT (F)	DISTRIBUTED CASH FOR \$1,000 PRINCIPAL AMOUNT (G)	RESERVED PLAN PROCEEDS IN CASH AND TWC STOCK FOR REFUND OF COMPANY STOCK PURCHASED IN REVERSE SPLIT PER \$1,000 PRINCIPAL AMOUNT (H)	RESERVED SHARES OF TWC COMMON STOCK (POST-REVERSE SPLIT) PER \$1,000 PRINCIPAL AMOUNT (I)	PLAN PROVIDED IN CASH AND TWC STOCK FOR REFUND OF SETTLEMENT PARTY FEES FOR \$1,000 PRINCIPAL AMOUNT (J)	DISTRIBUTION DEFICIENCIES FOR PURPOSE OF CTV PAYOUTS OF CTV INTERESTS AS OF DECEMBER 31, 2009 AGAINST TOTAL CLAIM ¹ AMOUNT (K)	
SD 4	Schlesinger Doctor Trade Claims Against Jan 21, 2006 Escrow	N/A	\$1,000.00	\$1,000.00	\$1,000.00	\$1,000.00	N/A	\$1,000.00	N/A	N/A	N/A	(\$414.55)	
SD 4	Subsidary Doctor Trade Claims Against March 31, 2006 Escrow	N/A	\$1,000.00	\$869.55	\$1,000.55	\$869.55	N/A	\$511.91	14,751.02	N/A	N/A	(100.00%)	
SD 4	Total Deficiency for Claim Class	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	
SD 5	Schlesinger Doctor Other Unasserted Claims	N/A	\$1,000.00	\$841.66	\$1,000.66	\$841.66	N/A	\$486.88	14,352.60	N/A	N/A	(100.00%)	
SD 5	Total Deficiency for Claim Class	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	
SD 6	9.50% Senior Notes due March 1, 2005, issued by Century Communications Corporation	156501XAS9	\$1,000.08	\$423.41	\$1,483.49	(\$860.27)	\$710.03	\$5455.5	N/A	N/A	\$1,040.66	100.00%	
SD 6	8.67% Senior Notes due January 15, 2007, issued by Century Communications Corporation	156501XAH7	\$1,019.44	\$427.13	\$1,466.87	(\$807.72)	\$702.07	\$5452.1	N/A	N/A	\$1,038.65	100.00%	
SD 6	8.75% Senior Notes due October 1, 2007, issued by Century Communications Corporation	156501XAJ3	\$1,020.42	\$431.69	\$1,434.11	(\$832.75)	\$686.39	\$5454.8	N/A	N/A	\$1,017.64	100.00%	
SD 6	8.75% Senior Notes due November 15, 2007, issued by Century Communications Corporation	156501XAK0	\$1,031.18	\$407.90	\$1,459.08	(\$899.59)	\$698.35	\$8072.2	N/A	N/A	\$1,031.29	100.00%	
SD 6	8.375% Senior Notes due December 15, 2007, issued by Century Communications Corporation	156501XAL8	\$1,044.20	\$405.19	\$1,449.40	(\$896.94)	\$693.71	\$747.94	N/A	N/A	\$1,024.45	100.00%	
SD 6	8.375% Senior Notes due December 15, 2007, issued by Century Communications Corporation	156501XAM4	\$661.56	\$226.44	\$666.09	(\$237.71)	\$415.44	\$230.06	N/A	N/A	\$813.51	100.00%	
SD 6	7.00% Corporate Series Preferred Notes due January 15, 2006, issued by Century Communications Corporation	156501XAF1	\$919.21	\$465.21	\$1,125.42	(\$62.98)	\$644.37	\$800.04	N/A	N/A	\$596.82	100.00%	
SD 6	Total Deficiency for Claim Class	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	572.5	
SD 7	FPI Note Claims Class	N/A	\$1,049.50	\$206.31	\$1,348.81	(\$51.06)	\$644.3	17,210.97	N/A	N/A	\$1,294.75	86.01%	
SD 7	Total Deficiency for Claim Class	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	(\$210.62)	
SD 7	Total Deficiency for Claim Class	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	52.6	
SD 8	11.875% Senior Notes due October 15, 2007, issued by ProtecVision Holdings, L.P.	359210AAB0	\$1,012.99	\$568.36	\$1,601.34	(\$258.63)	\$11.83	\$766.44	13,192.70	N/A	N/A	\$1,340.59	83.74%
SD 8	11.875% Senior Notes due November 15, 2007, issued by ProtecVision Holdings, L.P.	359210XAB5	\$1,012.99	\$568.36	\$1,601.34	(\$258.63)	\$166.44	\$766.44	13,192.70	N/A	N/A	\$1,340.59	83.74%
SD 8	11.875% Senior Notes due December 15, 2007, issued by ProtecVision Holdings, L.P.	359210XAB5	\$1,013.50	\$568.36	\$1,601.34	(\$258.63)	\$166.44	\$766.44	13,192.70	N/A	N/A	\$1,340.59	83.74%
SD 8	Total Deficiency for Claim Class	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	
SD 9	11.00% Senior Subordinated Notes due October 15, 2006, issued by FrostTV West Operating Partners, L.P. and FrostTV West Capital Corporation	359211AA3	\$1,021.59	\$520.57	\$1,541.96	\$1,000	(\$71.00)	\$738.01	21,081.09	N/A	N/A	\$1,534.96	99.55%
SD 9	Total Deficiency for Claim Class	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	
SD 10	10.625% Senior Notes due November 15, 2006, issued by FrostTV West Operating Partners, L.P. and FrostTV West Capital Corporation	681625XAC0	\$1,064.53	\$534.26	\$1,581.19	(\$86.00)	(\$51.00)	\$769.62	19,662.00	N/A	N/A	\$1,564.19	94.65%
SD 10	Total Deficiency for Claim Class	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	
ACC 3	9.25% Senior Notes due March 1, 2005, issued by Optique Communications, L.P. and Optique Capital Corporation	006848XAN6	\$1,041.27	\$471.85	\$1,501.12	\$61.62	\$264.41	\$26,222.77	N/A	N/A	\$1,029.82	68.45%	
ACC 3	9.14% Senior Notes due February 1, 2006, issued by ACC	006848XAN1	\$1,044.31	\$485.27	\$1,489.55	\$60.00	\$265.19	\$26,222.77	N/A	N/A	\$1,013.94	69.28%	
ACC 3	9.25% Senior Notes due March 1, 2007, issued by ACC	006848XAN0	\$1,031.27	\$471.85	\$1,501.12	\$60.00	\$264.41	20,222.12	N/A	N/A	\$1,025.92	68.45%	
ACC 3	10.125% Senior Notes due July 15, 2004, issued by ACC	006848XAN6	\$1,046.67	\$309.20	\$1,553.87	\$60.00	(\$77.51)	\$686.36	20,524.20	N/A	N/A	\$1,044.25	67.12%
ACC 3	9.14% Senior Notes due October 1, 2005, issued by ACC	006848XAN1	\$1,044.64	\$347.81	\$1,497.41	\$60.00	(\$74.54)	\$561.92	20,623.27	N/A	N/A	\$1,019.25	68.84%
ACC 3	8.35% Senior Notes due October 1, 2008, issued by ACC	006848XAN9	\$1,033.50	\$401.04	\$1,434.54	\$60.00	(\$71.61)	\$564.98	20,265.05	N/A	N/A	\$1,011.14	71.88%
ACC 3	8.15% Senior Notes due May 15, 2003, issued by ACC	006848XAN5	\$1,061.11	\$360.05	\$1,425.16	\$60.00	(\$71.65)	\$631.75	20,317.23	N/A	N/A	\$1,031.75	72.48%
ACC 3	Total Deficiency for Claim Class	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	(\$352.24)	

Exhibit A

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, 2009. It does not reflect the distributions of CVC units or distributions on account of such units from the Adelphi Recovery Trust. Actual distributions may vary at the date of payment due to administrative expenses, taxes, and other factors. The chart does not reflect distributions with respect to any claims of the Adelphi Recovery Trustee. The chart does not include distributions made to Indemnity Trustees for the benefit of the underlying holders who will be subject to holdbacks or reductions with respect to any claims of the applicable Indemnity Trustee.

Exhibit A

The following chart summarizes the distributions of CTV units or distributions on account of such units from the Alpha 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, 2009 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 Alphaflight Communications Corporation and its subsidiaries.

CLASS	DESCRIPTION	CLAIMS AS OF THE PETITION DATE PER \$1,000 PRINCIPAL AMOUNT ⁽¹⁾	PLAN PROVIDED FOR PAYMENT AND ACCRUED INTEREST PER \$1,000 PRINCIPAL AMOUNT ⁽²⁾	PLAN PROVIDED FOR SETTLEMENT PARTY EFFECTIVE DATE ("TOTAL CLAIM") ⁽³⁾	DISTRIBUTED CASH FOR SUM & PRINCIPAL AMOUNT ⁽⁴⁾	DISTRIBUTED CASH FOR SUM & PRINCIPAL AMOUNT ⁽⁵⁾	DISTRIBUTED SHARES OF THE COMMON STOCK (POSITIVE REVERSE STOCK SPLITS, COMMON STOCK PURCHASES, REVERSE SPLITS) PER \$1,000 PRINCIPAL AMOUNT ⁽⁶⁾	RESERVED PLAN PROCEEDS IN CASH AND TWO STOCK PROCEEDS FOR REFUND OF SETTLEMENT PARTY'S REVERSE STOCK SPLITS PER \$1,000 PRINCIPAL AMOUNT ⁽⁷⁾	RESERVED PLAN PROCEEDS IN CASH FOR REFUND OF SETTLEMENT PARTY'S REVERSE STOCK SPLITS PER \$1,000 PRINCIPAL AMOUNT ⁽⁸⁾	DISTRIBUTION DEFICIENCIES FOR CTV INTERESTS AS OF DECEMBER 31, 2009 AGAINST TOTAL CLAIM ⁽⁹⁾
[4]	CUSIP	(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)	(I)

[4] ESL Claims are not quantified, but are believed to be insignificant. All Common Stock interests are not listed as to recovery.

[5] Based on liquidation preference.

[6] Because this chart is designed for debt, among other things, the distribution deferrals between and among CTV interests reflect the basis of presentation of information in this chart differs from the basis of presentation utilized in prior disclosures 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 actual amount of post-effective date dividends with respect to CTV interests.

[8] In the event 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 those Claims, such amounts, instead, are allocated to holders of ACC Subordinated Notes Claims ("Accrual Deficit"). However, by virtue of the "Pay-over" provisions contained in the Subordinated Indentures, while "Pay-over" provisions are expressly preserved by the Plan, the Spin-off is paid to the holders of ACC Senior Notes Claims.

[9] Number of shares of TWC Class A Common Stock generated have not been adjusted to reflect the TWC 1-for-3 reverse stock split and the \$0.27 per share special cash dividend. See Note 10.

[10] Effective March 12, 2009, the Deemed Value was adjusted from \$57,603.8 to \$82,141 to reflect the TWC 1-for-3 reverse stock split and the \$0.27 per share special cash dividend. The Common Stock generated 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 will be distributed by the Settlement Party Fee Claims. The timing of such distribution will be determined by the Plan Administrator.