SOUTHERN DISTRICT COURT SOUTHERN DISTRICT OF NEW YORK		
SECURITIES AND EXCHANGE COMMISSION,	X :	
Plaintiff,	:	
- against-	:	02 Civ. 5776 (PKC)
ADELPHIA COMMUNICATIONS CORP., et al.,	: :	
Defendants.	:	
	Y	

## [PROPOSED] ORDER APPROVING DISTRIBUTION PLAN

Plaintiff, Securities and Exchange Commission ("SEC"), having moved (the "Motion") for an order authorizing the distribution of funds held in the Court's registry in this case (the "SEC Fund") to victims of the Adelphia fraud in accordance with procedures adopted by the U.S. Department of Justice ("DOJ") with respect to the Adelphia Victim Fund; and

the Court having considered the Motion, the declaration of Alistaire Bambach ("Bambach Declaration") in support of the Motion, and the record in this case; and

it appearing that due and sufficient notice of the Motion had been given; and
the Court having found based upon the entire record in this case that the procedures
adopted by the DOJ with respect to the Adelphia Victim Fund are fair and reasonable; it is
hereby

ORDERED, that the Motion is approved in all respects; and it is further

ORDERED, that the SEC Fund shall be distributed in accordance with the procedures

adopted by the DOJ with respect to the Adelphia Victim Fund, as set forth in the Bambach

Declaration; and it is further

ORDERED, that at such time as the Adelphia Victim Fund is ready to make distributions

to eligible claimants, the SEC staff shall submit to the Court a proposed order directing the Clerk

of the Court to transfer the SEC Fund to the claims agent appointed in this case for distribution in

accordance with procedures adopted by the DOJ with respect to the Adelphia Victim Fund; and

it is further

ORDERED, that the SEC Fund shall be deposited by the claims agent into an interest

bearing account at a leading financial institution designated by the claims agent; and it is further

ORDERED, that upon completion of the distribution of the SEC Fund, the claims agent

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shall file a summary report with the Court describing the disposition of the SEC Fund; and it is

further

ORDERED, that the claims agent shall not be required to post a bond or other security;

and it is further

ORDERED, that no taxes or professional fees or disbursements shall be paid from the

SEC Fund except upon proper application to the Court.

Dated: New York, New York

, 2008

United States District Judge

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