

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re :
 : **Chapter 11 Cases**
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ADELPHIA COMMUNICATIONS CORP., et. al : **Case No. 02-41729 (REG)**
 :
 :
Debtors. : **(Jointly Administered)**
 :
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**SECOND SUPPLEMENTAL DISCLOSURE AFFIDAVIT
OF BOIES, SCHILLER & FLEXNER LLP AS
SPECIAL COUNSEL TO DEBTORS-IN-POSSESSION
UNDER FED. R. BANKR. P. 2014(a)**

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

PHILIP C. KOROLOGOS, being duly sworn, deposes and says:

1. I am a member of Boies, Schiller & Flexner LLP (which together with its predecessors is referred to herein as "BSF"), which maintains offices for the practice of law at 333 Main Street, Armonk, New York 10504 and 570 Lexington Avenue, New York, NY 10022, among other locations throughout the country. I am an attorney-at-law, duly admitted and in good standing to practice in the State of New York, the United States District Court for the Southern District of New York and the United States Court of Appeals for the Second Circuit. Based on my review of certain documents and communications with BSF partners and others, I submit this affidavit to supplement my affidavits, sworn to June 20 and August 7, 2002, submitted on behalf of BSF when it became special counsel to Adelphia Communications Corporation ("ACC"), debtor-in-possession. BSF also responds to certain statements made to the Court by counsel for Bank of Montreal at a hearing on July 26, 2005.

We are still looking into the facts set forth below, and will supplement this affidavit if appropriate.

Amici LLC ("Amici")

2. BSF recently learned that, on July 26, 2005, counsel to Bank of Montreal (Mr. Noble) reported to the Court,* in connection with discovery issues related to establishing a "data room" for discovery, that

" . . . Amici is a proprietary software program. It's an entity, as I understand it, that was founded by David Boies and some other folks and is affiliated with the Boies Schiller law firm. We shouldn't be required to operate Debtors' counsel's proprietary software." (7/26/05 Hearing Tr. at 202-203.)

Mr. Noble's understanding is not correct. Amici is a leading document management company servicing a large number of clients. BSF has no direct or indirect ownership interest in Amici. Although Mr. Noble suggested on July 26 that David Boies of BSF is the owner of Amici, he is not a direct or indirect owner of Amici. Certain members of Mr. Boies's family, (in particular, his son, David Boies III, the senior partner of an unrelated firm, Strauss & Boies), however, do have an indirect economic interest in Amici through their investment in a company (Legal and Scientific Systems LLC ("LASS")), which, in turn, is a 50% owner in a company (Datamine LLC) which owns a 51% equity interest in Amici. LASS thus has a 25.5% indirect interest in Amici (50% of 51%).

3. Three of the owners of LASS are affiliated with BSF. They are Christopher Boies (a BSF partner), who owns 14.25% of LASS (approximately a 3.6% indirect interest in Amici), and Caryl Boies (a BSF partner) and Jonathan Boies (a BSF associate), who each own approximately 13% of LASS (approximately a 3.3% indirect

* BSF was not in Court, but reviewed the hearing transcript.

interest in Amici). David Boies's son, David Boies III of Strauss & Boies, is the largest investor in LASS. David Boies III owns approximately 16.75% of LASS and the balance is owned by his siblings, children, nieces and nephews – all of whom, like himself, are not affiliated with BSF. Separate from LASS, Michael Strauss of Strauss & Boies owns a direct interest in Amici. BSF itself owns no interest in LASS (or, as noted above, in Amici).

4. The only other person affiliated with BSF whose family owns any interest in Amici is Nick Gravante (a BSF partner) whose wife, mother and mother in law together own approximately a 1.5% indirect interest in Amici.

5. Neither LASS, any owner of LASS, Michael Strauss nor Nick Gravante plays (or has played) any role in the management or operation of Amici.

6. Although Amici works with BSF, and with several BSF clients, Amici also performs work for numerous law firms and clients unaffiliated with BSF, including Pfizer, Wachovia, Citibank, CSFB, DLJ, Deutsche Bank, the Department of Justice, Wilmer Cutler, Cadwalder, Dewey Ballantine, Milberg Weiss, Kaye Scholer, and Vinson & Elkins.

7. No owner of LASS, Nick Gravante, or Michael Strauss, has had anything to do with ACC's decision to engage Amici.

8. Except as described above, no person affiliated with BSF, and no family member of any BSF lawyer has an interest, directly or indirectly, in Amici.

The Echelon Group LLC

9. We also note that certain persons affiliated with BSF own indirect equity interests in a company (the Echelon Group LLC ("Echelon")) that performs certain document reproduction functions, including operating as the in-house document center for BSF.

10. Echelon Capital Management, a general partnership, owns approximately a 67% interest in Echelon (Echelon Capital Management, in turn, is owned equally by J.P. Bourtin, counsel to the firm, and Jonathan Boies, a BSF associate. Armonk Partners LLC, which is a 50% owner of BSF's Armonk headquarters, is recorded as a 15% interest holder in Echelon (see below for a description of owners). Diamond B Consulting Services LLC owns approximately a 12.5% interest in Echelon (see below for a description of owners). Schiller & Associates P.C. owns approximately a 5.5% interest in Echelon (which, in turn, is owned by Jonathan Schiller (a BSF partner)).

11. The owners of Armonk Partners LLC are: Diamond B Consulting Services LLC (see below for a description of owners); The Schiller Revocable Trust (for the benefit of Jonathan Schiller's children); Donald Flexner (a BSF partner); Stephen Zack (a BSF partner); Drubel Armonk Investment LLP (which, in turn, is owned by Richard Drubel, a BSF partner, his wife and four children); Robin Henry (a BSF partner); Isaacson & McCrocklin LLP (which, in turn, is owned equally by William Issacson, a BSF partner, and his wife); Philip Korologos (a BSF partner); Christopher Boies (a BSF partner); Alan Vickery (a BSF partner); BSF (1999) LLP (which, in turn, is owned by David Boies, Jonathan Schiller and Donald Flexner); Michael Kosnitzky (a BSF partner); Nick Gravante (a BSF partner); David Barrett (a BSF partner); and Stephen Neuwirth (a BSF partner).

12. The owners of Diamond B Consulting Services LLC are Diamond B Properties, Inc. and Diamond B Investment, Inc. (each of which is, in turn, owned by David Boies III and his siblings, nieces and nephews, including Christopher Boies, Caryl Boies and Jonathan Boies).

/s/ Philip C. Korologos
Philip C. Korologos

Executed on August 11, 2005
New York, NY

Sworn to and subscribed before me, a notary public for the state of New York, County of New York, this 11th of August, 2005.
