

**RESTATED CERTIFICATE OF TRUST
OF
ADELPHIA CONTINGENT VALUE VEHICLE**

THIS Restated Certificate of Trust of Adelpia Contingent Value Vehicle (the "Certificate of Trust") is being duly executed and filed on behalf of the Adelpia Contingent Value Vehicle by the undersigned, as trustees, to amend the name and address of the Delaware Trustee and to restate the Certificate of Trust of Adelpia Contingent Value Vehicle (the "Original Certificate of Trust") that was filed on December 7, 2006 with the Secretary of State of the State of Delaware under the Delaware Statutory Trust Act (12 Del. C. § 3801 et. seq.) (the "Act").

The Original Certificate of Trust is hereby amended and restated in its entirety to read as follows:

1. Name. The name of the statutory trust formed hereby is Adelpia Contingent Value Vehicle.

2. Delaware Trustee. The name and business address of the trustee of the Trust in the State of Delaware are the Bank of New York (Delaware), 100 White Clay Center, Route 273, Newark, Delaware 19711.

3. Effective Date. This Certificate of Trust shall be effective upon filing.

[signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Trust in accordance with Section 3811(a)(1) of the Act.

THE BANK OF NEW YORK (DELAWARE), not in its individual capacity but solely as Delaware Trustee

By: /s/ Kristine K. Gullo

Name: Kristine K. Gullo

Title: Vice President

THE BANK OF NEW YORK, not in its individual capacity but solely as Institutional Trustee

By: /s/ Van K. Brown

Name: Van K. Brown

Title: Vice President

/s/ Bryan Bloom

Name: Bryan Bloom

Title: CVV Trustee

/s/ Lee S. Hillman

Name: Lee S. Hillman

Title: CVV Trustee

/s/ David P. Stowell

Name: David P. Stowell

Title: CVV Trustee

/s/ Ralph J. Takala

Name: Ralph J. Takala

Title: CVV Trustee

/s/ Dean A. Ziehl

Name: Dean A. Ziehl

Title: CVV Trustee