

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

Caroline Behrend, Stanford Glaberson,)	No. 03-6604
Michael Kellman, Lawrence Rudman,)	
Joan Evanchuk-Kind and Eric Brislawn,)	The Honorable John R. Padova
)	
Plaintiffs,)	
)	
v.)	
)	
Comcast Corporation, Comcast Holdings)	
Corporation, Comcast Cable)	
Communications, Inc., Comcast Cable)	
Communications Holdings, Inc., and)	
Comcast Cable Holdings, LLC,)	
)	
Defendants.)	
)	

**PLAINTIFFS’ MOTION FOR CERTIFICATION
OF THE PHILADELPHIA CLASS**

Pursuant to Rule 23 of the Federal Rules of Civil Procedure, Plaintiffs respectfully move this Court for an Order certifying that this action be maintained as a class action for damages and other relief pursuant to Rule 23(b)(3) with respect to the Philadelphia Class (defined below); appointing Plaintiffs Caroline Behrend and Stanford Glaberson as Representatives of the Philadelphia Class; appointing Plaintiffs’ counsel of record counsel for the Philadelphia Class and for the putative Chicago Class (defined in Plaintiffs’ Third Amended Class Action Complaint for Violations of the Sherman Act (Docket No. 133) ¶ 31.6(2)); and appointing Heins Mills & Olson, P.L.C. and Susman Godfrey L.L.P. as Plaintiffs’ Co-lead Counsel for the Philadelphia Class and the putative Chicago Class. The parties by counsel have conferred regarding the subject matter of this Motion but have been unable to resolve their differences.

The requirements of Rule 23 are satisfied with respect to both the Philadelphia Class and putative Chicago Class. However, in light of the Court's April 12, 2006 Order (Docket No. 117) staying Defendants' motion to compel arbitration as to the Chicago Class, Plaintiffs now move for certification with respect to the following Philadelphia Class:

All cable television customers who subscribe or subscribed at any time since December 1, 1999, to the present to video programming services (other than solely to basic cable services) from Comcast, or any of its subsidiaries or affiliates in Comcast's Philadelphia cluster. The class excludes governmental entities, Defendants, Defendants' subsidiaries and affiliates and this Court.

Compl. ¶ 31.b(1). For purposes of this class definition, the term "Comcast's Philadelphia cluster" means:

those areas covered by Comcast's cable franchises or any of its subsidiaries or affiliates, located in Philadelphia, Pennsylvania and geographically contiguous areas, or areas in close geographic proximity to Philadelphia, Pennsylvania, which is comprised of the areas covered by Comcast's cable franchises, or any of its subsidiaries or affiliates, located in the following counties: Berks, Bucks, Chester, Delaware, Montgomery and Philadelphia, Pennsylvania; Kent and New Castle, Delaware; and Atlantic, Burlington, Camden, Cape May, Cumberland, Gloucester, Mercer and Salem, New Jersey.

Compl. ¶31.b(2).

Good cause exists for granting this Motion because this action meets all of the prerequisites of Rule 23(a) and (b)(3) of the Federal Rules of Civil Procedure. Specifically, this action satisfies the numerosity, commonality, typicality, and adequacy requirements of Rule 23(a) and further meets the requirements of Rule 23(b)(3) in that common issues predominate and a class action is the superior method of adjudicating this controversy.

WHEREFORE, Plaintiffs respectfully request that this Court enter an Order certifying the above Philadelphia Class, appointing Plaintiffs Caroline Behrend and Stanford Glaberson as representatives of the Philadelphia Class, appointing Plaintiffs' counsel as counsel for the Philadelphia Class and the putative Chicago Class, and appointing Heins Mills & Olson, P.L.C.

and Susman Godfrey, L.L.C. as Co-Lead Counsel for the Philadelphia Class and the Chicago putative Class.

Dated: September 21, 2006

s/ David Woodward

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Counsel for Plaintiffs

CERTIFICATE OF SERVICE

The undersigned attorney certifies that on the 21st day of September, 2006, he caused to be served, via U.S. Mail and e-mail (and ECF where indicated), copies of **Plaintiffs' Motion for Certification of the Philadelphia Class; Plaintiffs' Supplemental Memorandum in Support of Motion for Class Certification; Updated Declaration of John C. Beyer, Ph.D. Regarding Class Certification and Exhibits; and Proposed Order** upon the following counsel:

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The undersigned attorney further certifies that the foregoing motion, memorandum, declaration and exhibits and proposed order were electronically filed and are available for viewing and downloading from the ECF system.

s/ David Woodward
David Woodward (drw6156)

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

Caroline Behrend, Stanford Glaberson,)	No. 03-6604
Michael Kellman, Lawrence Rudman,)	
Joan Evanchuk-Kind and Eric Brislawn,)	The Honorable John R. Padova
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Comcast Corporation, Comcast Holdings)	
Corporation, Comcast Cable)	
Communications, Inc., Comcast Cable)	
Communications Holdings, Inc., and)	
Comcast Cable Holdings, LLC,)	
)	
Defendants.)	
)	

ORDER

AND NOW, this ___ day of _____, 2006, upon consideration of Plaintiffs’ Motion for Certification of the Philadelphia Class and supporting materials, the opposition filed on behalf of Defendants Comcast Corporation, Comcast Holdings Corporation, Comcast Cable Communications, Inc., Comcast Cable Communications Holdings, Inc. and Comcast Cable Holdings, LLC (collectively, “Comcast”), all pleadings and arguments of counsel and the record herein, the Court finds that:

1. Pursuant to Rule 23(a) of the Federal Rules of Civil Procedure: (a) the class identified and certified below is so numerous that joinder of all members is impracticable; (b) there are questions of law and fact common to members of the class; (c) the claims of the class representatives, Caroline Behrend and Stanford Glaberson, are typical of the claims of other members of the class; and (d) the representatives of the class and counsel, including co-lead counsel, for the class will fairly and adequately protect the interests of the class; and

2. Pursuant to Rule 23(b)(3) of the Federal Rules of Civil Procedure: (a) questions of law and fact common to the members of the class predominate over any question affecting only individual members; and (b) a class action is superior to other available methods for the fair and efficient adjudication of the controversy.

IT IS HEREBY ORDERED that Plaintiffs' Motion for Certification of the Philadelphia Class is **GRANTED**, that this action shall be maintained as a class action and that:

1. Pursuant to Fed. R. Civ. P. 23(a), (b)(3), and (c)(4)(B), the Court certifies the following plaintiff class ("Philadelphia Class"):

All cable television customers who subscribe or subscribed at any time since December 1, 1999, to the present to video programming services (other than solely to basic cable services) from Comcast, or any of its subsidiaries or affiliates in Comcast's Philadelphia cluster. The class excludes governmental entities, Defendants, Defendants' subsidiaries and affiliates and this Court.

For purposes of this class definition, the term "Comcast's Philadelphia cluster"

means:

those areas covered by Comcast's cable franchises or any of its subsidiaries or affiliates, located in Philadelphia, Pennsylvania and geographically contiguous areas, or areas in close geographic proximity to Philadelphia, Pennsylvania, which is comprised of the areas covered by Comcast's cable franchises, or any of its subsidiaries or affiliates, located in the following counties: Berks, Bucks, Chester, Delaware, Montgomery and Philadelphia, Pennsylvania; Kent and New Castle, Delaware; and Atlantic, Burlington, Camden, Cape May, Cumberland, Gloucester, Mercer and Salem, New Jersey.

2. Plaintiffs Caroline Behrend and Stanford Glaberson are appointed as Representatives of the Philadelphia Class.

4. Pursuant to Fed. R. Civ. P. 23(g) and having considered the work Plaintiffs' counsel have done in identifying and investigating potential claims in this action, counsel's extensive experience in handling complex class action litigation and claims of the type asserted in this action, counsel's knowledge of applicable law, the resources counsel will commit to this

litigation and counsel's demonstrated competence and skill in representing Plaintiffs in proceedings in this matter to date, the Court hereby appoints Heins Mills & Olson, P.L.C. and Susman Godfrey, L.L.P. to serve as Co-Lead Counsel for Plaintiffs and the Philadelphia Class and the putative Chicago Class. Counsel appearing for Plaintiffs are designated as counsel for Plaintiffs and the Philadelphia Class and the putative Chicago Class, and the following firms are appointed to serve on the Executive Committee of Plaintiffs' counsel: Kaplan Fox & Kilsheimer L.L.P., Keller Rohrbach, L.L.P., and Cohen, Milstein, Hausfeld & Toll, P.L.L.C.

Dated: _____, 2006

BY THE COURT:

The Honorable John R. Padova