

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

Caroline Behrend, et al.,)	Civil Action No. 03-6604
)	
Plaintiffs,)	The Honorable John R. Padova
)	
v.)	
)	
Comcast Corporation, et al.,)	
)	
Defendants.)	
)	

**PLAINTIFFS' AMENDED MOTION FOR CERTIFICATION
OF THE PHILADELPHIA CLASS**

Pursuant to Rule 23 of the Federal Rules of Civil Procedure and the Court's Order dated March 30, 2009, Plaintiffs respectfully move this Court for an Order re-certifying this case as a class action for damages and other relief pursuant to Rule 23(b)(3) with respect to the following Philadelphia Class, previously certified by the Court on May 2, 2007:

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.

The Court has already determined that Plaintiffs have fully satisfied the Rule 23(a) requirements of numerosity, commonality, typicality and adequacy of representation, as well as the superiority requirement of Rule 23(b)(3). *See* Orders dated May 2, 2007 and March 30,

2009. Defendants agree. Defs.’ Letter to J. Padova dated March 25, 2009. The sole remaining issue is “the predominance of common questions of (1) antitrust impact and (2) methodology of damages.” March 30, 2009 Order at ¶ 4. As set forth in Plaintiffs’ Memorandum in Support of Plaintiffs’ Amended Motion for Certification of the Philadelphia Class, Plaintiffs have satisfied, in compliance with *In re Hydrogen Peroxide Antitrust Litig.*, 552 F.3d 305 (3d Cir. 2008), Rule 23(b)(3)’s requirement that common questions of antitrust impact and methodology of damages, predominate.

WHEREFORE, Plaintiffs respectfully request that this Court enter an Order re- certifying the above Philadelphia Class.

Dated: April 15, 2009

s/ David Woodward
Samuel D. Heins
Vincent J. Esades
David Woodward
Jessica N. Servais
Katherine T. Kelly
HEINS MILLS & OLSON, P.L.C.
310 Clifton Avenue
Minneapolis, MN 55403
Tel: (612) 338-4605
Fax: (612) 338-4692

Barry Barnett
William R. H. Merrill
Daniel H. Charest
Donna McNamara
SUSMAN GODFREY L.L.P.
901 Main Street, Suite 5100
Dallas, Texas 75202-3775
Tel: (214) 754-1900
Fax: (214) 754-1933

Anthony J. Bolognese (#36937)
Joshua H. Grabar (JHG 1707) (#82525)
BOLOGNESE & ASSOCIATES, LLC
Two Penn Center Plaza
1500 JFK Boulevard, Suite 320
Philadelphia, PA 19102
Tel: (215) 814-6750
Fax: (215) 814-6764

Joseph Goldberg
Sara Berger
FREEDMAN BOYD HOLLANDER
GOLDBERG & IVES P.A.
20 First Plaza, Suite 700
Albuquerque, NM 87102
Tel: (505) 842-9960
Fax: (505) 842-0761

Marc H. Edelson (#51834)
EDELSON & ASSOCIATES LLC
45 West Court Street
Doylestown, PA 18901
Tel: (215) 230-8043
Fax: (215) 230-8735

Robert N. Kaplan
Gregory K. Arenson
Christine M. Fox
KAPLAN FOX & KILSHEIMER LLP
805 Third Avenue, 22nd Floor
New York, NY 10022
Tel: (212) 687-1980
Fax: (212) 687-7714

Gary L. Specks
KAPLAN FOX & KILSHEIMER LLP
423 Sumac Road
Highland Park, IL 60035
Tel: (847) 831-1585
Fax: (847) 831-1580

Lynn Lincoln Sarko
Mark A. Griffin
John H. Bright
Raymond J. Farrow
KELLER ROHRBACK, L.L.P.
1201 Third Avenue, Suite 3200
Seattle, WA 98101
Tel: (206) 623-1900
Fax: (206) 623-3384

COHEN MILSTEIN SELLERS
& TOLL, P.L.L.C.
1100 New York Avenue N.W.
West Tower, Suite 500
Washington, D.C. 20005
Tel: (202) 408-4600
Fax: (202) 408-4699

Michael D. Hausfeld
Hilary Ratway
HAUSFELD LLP
1700 K Street NW, Suite 650
Washington, DC 20006
Tel: (202) 540-7200
Fax: (202) 540-7201

Ann D. White
ANN D. WHITE LAW OFFICES
101 Greenwood Avenue, Fifth Floor
Jenkintown, PA 19046
Tel: (215) 690-3858
Fax: (215) 481-0271

Jayne Goldstein
SHEPHERD FINKELMAN MILLER
& SHAH, LLP
1640 Town Center Circle, Suite 216
Weston, FL 33326
Tel: (954) 943-9191
Fax: (954) 943-9173

John Peter Zavez (#555721)
Noah Rosmarin (#630632)
ADKINS KELSTON & ZAVEZ, P.C.
90 Canal Street
Boston, MA 02114
Tel: (617) 367-1040
Fax: (617) 742-8280

Ted Donner
DONNER & COMPANY
LAW OFFICES LLC
203 North LaSalle Street, Suite 2100
Chicago, IL 60601
Tel: (312) 805-2100
Fax: (312) 556-1369

Martin Twersky
David Anziska
BERGER & MONTAGUE, P.C.
1622 Locust Street
Philadelphia, PA 19103
Tel: (215) 875-3000
Fax: (215) 875-4604

William H. London
Doug A. Millen
FREED KANNER LONDON & MILLEN, LLC
2201 Waukegan Road, Suite 130
Bannockburn, IL 60015
Tel: (224) 632-4500
Fax: (224) 632-4521

Scott D. Gilchrist
COHEN & MALAD LLP
One Indiana Square, Suite 1400
Indianapolis, IN 46204
Tel: (317) 636-6481
Fax: (317) 636-2593

ATTORNEYS FOR PLAINTIFFS

CERTIFICATE OF SERVICE

The undersigned attorney certifies that on the 15th day of April, 2009, he caused to be served, via Federal Express and e-mail, copies of:

Plaintiffs' Amended Motion for Certification of the Philadelphia Class;

Plaintiffs' Memorandum in Support of Amended Motion for Certification of the Philadelphia Class (To be filed Under Seal);

Class Certification Declaration of Dr. Hal Singer (To be filed Under Seal);

Plaintiffs' CD and Appendix to Plaintiffs' Amended Motion for Class Certification (To be filed Under Seal);

[Proposed] Order;

upon the following counsel:

Michael S. Shuster
Sheron Korpus
KASOWITZ, BENSON, TORRES & FRIEDMAN LLP
1633 Broadway
New York, NY 10019
mshuster@kasowitz.com
skorpus@kasowitz.com

Darryl May
BALLARD SPAHR ANDREWS & INGERSOLL LLP
1735 Market Street, 51st Floor
Philadelphia, PA 19103
may@ballardspahr.com

s/ David Woodward
David Woodward (drw6156)