

Brad Eric Scheler (BS-4862)  
 Bonnie Steingart (BS-1252)  
 FRIED, FRANK, HARRIS, SHRIVER  
 & JACOBSON  
 (A Partnership Including Professional Corporations)  
 Attorneys for the Official Committee of Unsecured Creditors  
 One New York Plaza  
 New York, New York 10004  
 (212) 859-8000

UNITED STATES BANKRUPTCY COURT  
 SOUTHERN DISTRICT OF NEW YORK

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 - - - :  
 In re: : Chapter 11  
 : Case No. 02-41316 (ALG)  
 NTL INCORPORATED, et al.,<sup>1</sup> :  
 Debtors. : (Jointly Administered)  
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COVER SHEET TO FIRST AND FINAL APPLICATION PURSUANT TO  
 SECTION 330 OF THE BANKRUPTCY CODE, BANKRUPTCY RULE 2016  
 AND LOCAL BANKRUPTCY RULE 2016-1 OF FRIED, FRANK, HARRIS,  
 SHRIVER & JACOBSON, ATTORNEYS FOR THE OFFICIAL COMMITTEE  
 OF UNSECURED CREDITORS OF NTL INCORPORATED, ET. AL., FOR  
 ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND  
 REIMBURSEMENT OF EXPENSES INCURRED AND POSTED FROM JUNE  
 24, 2002 THROUGH SEPTEMBER 5, 2002

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NAME OF APPLICANT: Fried, Frank, Harris, Shriver & Jacobson  
 ROLE IN THE CASE: Attorneys for the Official Committee of Unsecured Creditors of NTL  
 Incorporated, et. al.

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<sup>1</sup> The Debtors are the following entities: NTL Incorporated (“NTL”), NTL (Delaware) Inc. (“NTL Delaware”), NTL Communications Corp. (“NCC”), Communications Cable Funding Corp. (“Cable Funding”), Diamond Cable Communications Ltd. (“Diamond Cable”) and Diamond Holdings Ltd. (“Diamond Holdings”). NTL Delaware is a wholly-owned direct subsidiary of NTL. NCC is a wholly-owned subsidiary of NTL Delaware. Cable Funding is a wholly-owned direct subsidiary of NCC. Diamond Cable is a wholly-owned direct subsidiary of NCC. Diamond Holdings is a wholly-owned direct subsidiary of Diamond Cable.

COMPENSATION PERIOD: June 24, 2002 through September 5, 2002

DATE OF RETENTION:

June 24, 2002

TOTAL BILLED HOURS:

2,416.60

COMPENSATION SOUGHT:

\$1,002,513.00

EXPENSE REIMBURSEMENT SOUGHT:

\$24,652.57

BLENDED RATE:

\$414.84

BLENDED RATE (EXCLUDING PARAPROFESSIONALS):

\$453.23

PRIOR APPLICATIONS:

Fees Previously Requested

N/A

Fees Previously Awarded

N/A

Expenses Previously Requested

N/A

Expenses Previously Awarded

N/A

427576

## HOURS BILLED

Name	Year First Admitted to Practice	Hours Billed in Current Application	Rate*	Total Fees Sought in Application
<b>Partners</b>				
Scheler, Brad Eric	1978	155.00	\$700	\$108,500.00
Steingart, Bonnie K.	1980	249.80	\$645	\$161,121.00
First, Lawrence A.	1989	256.30	\$600	\$153,780.00
Ansell, David	1985	0.20	\$605	\$121.00
Carleen, Donald	1984	16.30	\$645	\$10,513.50
De Weid, Warren	1988	13.80	\$605	\$8,349.00
Goldstein, Howard W.	1974	3.20	\$645	\$2,064.00
Ginsburg, Martin	1980	1.00	\$885	\$885.00
Jacobson, Jack L.	1983	50.60	\$645	\$32,637.00
Juceam, Robert E.	1965	4.20	\$645	\$2,709.00
Lewis, Jonathan F.	1995	89.00	\$440/\$535	\$40,974.50
Miller, Craig F.	1987	17.90	\$645	\$11,545.50
Wolfe, Richard A.	1989	15.20	\$605	\$9,196.00
<b>Counsel</b>				
Resnick, Alan N.	1973	14.60	\$645	\$9,417.00
<b>Associates</b>				
Chari, Roger	1992	19.30	\$440	\$8,492.00
Ciner, Jonathan	1999	52.90	\$365	\$19,308.50
Cohen, David	2000	1.50	\$295	\$442.50
Connerty, Diane	2001	17.20	\$305	\$5,074.00
Kaplan, Gary	1999	5.00	\$400	\$2,000.00
Lari, Shahzeb	Not Admitted	5.60	\$255	\$1,428.00
Liguori, Marcello	2000	108.60	\$345	\$37,467.00
Locker, Harel	2002	35.50	\$345	\$12,247.50
Mc Guinness, John	Not Admitted	0.60	\$255	\$153.00
Melwani, Vivek	1996	210.40	\$440/\$450	\$92,696.00
Oliviera, Carla	1999	6.00	\$365	\$2,190.00
Preis, Arik	2001	306.70	\$295/\$355	\$91,556.50
Rodburg, Jennifer	2001	338.30	\$305	\$104,496.50
Scoll, Adam	2002	7.30	\$255	\$1,861.50
Sullum, Julie	2002	5.10	\$295	\$1,504.50
Taub, Mark	2002	1.50	\$255	\$382.50
Vaughn, Deborah	2002	116.00	\$255/\$295	\$29,840.00

\* Includes rate changes as of September 1, 2002

Name	Year First Admitted to Practice	Hours Billed in Current Application	Rate*	Total Fees Sought in Application
<b>Paraprofessionals</b>				
Balahdia, F.	n/a	7.60	\$135	\$1,026.00
Berntal, B.	n/a	8.20	\$195	\$1,599.00
Cerullo, J.	n/a	14.10	\$135	\$1,903.50
Choi, C.	n/a	20.30	\$130	\$2,639.00
Cunningham, A.	n/a	6.20	\$160	\$992.00
Egan, J.	n/a	4.90	\$130	\$637.00
Eigen, J.	n/a	2.00	\$145	\$290.00
Fuangfu, V.	n/a	2.00	\$135	\$270.00
Gonzalez, M.	n/a	8.00	\$100	\$800.00
Hegarty, F.	n/a	9.70	\$160	\$1,552.00
Kaplan, B.	n/a	2.00	\$140	\$280.00
Karapanos, C.	n/a	4.10	\$130	\$533.00
Lee, T.	n/a	160.40	\$130	\$20,852.00
Richter, V.	n/a	7.60	\$160	\$1,216.00
Salcedo, L.	n/a	31.90	\$140	\$4,466.00
Wallen, A.	n/a	1.00	\$185	\$185.00
Weintraub, M.	n/a	2.00	\$160	\$320.00
<b>TOTAL</b>		<b>2,416.60</b>		<b>\$1,002,513.00</b>

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UNITED STATES BANKRUPTCY COURT  
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 NTL INCORPORATED, et al.,<sup>1</sup> :  
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 Debtors. : (Jointly Administered)  
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FIRST AND FINAL FEE APPLICATION PURSUANT TO  
 SECTION 330 OF THE BANKRUPTCY CODE, BANKRUPTCY  
 RULE 2016 AND LOCAL BANKRUPTCY RULE 2016-1 OF  
 FRIED, FRANK, HARRIS, SHRIVER & JACOBSON,  
 ATTORNEYS FOR THE OFFICIAL COMMITTEE OF  
 UNSECURED CREDITORS OF NTL INCORPORATED, ET AL.,  
 FOR ALLOWANCE OF COMPENSATION FOR SERVICES  
 RENDERED AND REIMBURSEMENT OF EXPENSES  
 INCURRED AND POSTED FROM JUNE 24, 2002 THROUGH  
SEPTEMBER 5, 2002

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<sup>1</sup> The Debtors are the following entities: NTL Incorporated (“NTL”), NTL (Delaware) Inc. (“NTL Delaware”), NTL Communications Corp. (“NCC”), Communications Cable Funding Corp. (“Cable Funding”), Diamond Cable Communications Ltd. (“Diamond Cable”) and Diamond Holdings Ltd. (“Diamond Holdings”). NTL Delaware is a wholly-owned direct subsidiary of NTL. NCC is a wholly-owned subsidiary of NTL Delaware. Cable Funding is a wholly-owned direct subsidiary of NCC. Diamond Cable is a wholly-owned direct subsidiary of NCC. Diamond Holdings is a wholly-owned direct subsidiary of Diamond Cable.

TO THE HONORABLE ALLAN L. GROPPER,  
UNITED STATES BANKRUPTCY JUDGE:

Fried, Frank, Harris, Shriver & Jacobson (“Fried Frank”), attorneys for the Official Committee of Unsecured Creditors (the “Committee”) of the debtors and debtors-in-possession (the “Debtors”) in the above-captioned cases (the “Chapter 11 Cases”) under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), for its first and final application (the “Application”), pursuant to section 330 of the Bankruptcy Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Local Bankruptcy Rule 2016-1, seeking allowance of compensation for professional services rendered, and reimbursement of expenses incurred and posted, during the period from June 24, 2002 through September 5, 2002 (the “Application Period”), which represents the period from the date of Fried Frank’s appointment as counsel to the Committee through the confirmation of the Debtors’ Second Amended Joint Reorganization Plan, dated as of July 15, 2002 (the “Plan”), respectfully states as follows:

#### INTRODUCTION

1. These Chapter 11 Cases have been, by all measures, a success. The Debtors, working with the Committee and the assistance of Fried Frank, were able to implement a complicated restructuring plan that, among other things, reduced the Debtors’ long-term indebtedness by approximately \$11 billion and addressed the business issues that created the Debtors’ liquidity crisis. During the Application Period, Fried Frank devoted a significant amount of professional effort in representing and protecting the interests of the unsecured creditors in these Chapter 11 Cases as the Debtors and the Committee, along with their various professionals, worked towards confirmation of the Plan and the Debtors’ successful emergence from bankruptcy on January 10, 2003 (the “Effective Date”).

2. Throughout the Application Period, Fried Frank, on behalf of the Committee, dedicated its efforts to ensuring maximum recovery for the Debtors’ estates. In that regard, Fried Frank, along with the Committee’s co-counsel, Cadwalader Wickersham & Taft

(“Cadwalader”) and the Committee’s financial advisors, UBS Warburg LLC (“UBS”), participated in all aspects of the Chapter 11 Cases. Since the commencement of the Chapter 11 Cases, Fried Frank actively assisted in efforts by the Debtors, the Committee and the various professionals to stabilize the Debtors’ business and to develop and implement a feasible and consensual Plan. Fried Frank negotiated, on behalf of the Committee, with the Debtors and other significant parties in interest the terms of the restructuring and the Plan documents. Moreover, the Committee was able to ensure a successful implementation of the Debtors’ Plan through Fried Frank’s efforts in addressing and resolving, on an expeditious basis, the myriad of complicated issues that have arisen in the Chapter 11 Cases. All of these efforts required the expenditure of considerable time and effort on the part of a number of Fried Frank attorneys and paraprofessionals. Fried Frank worked to preserve and maximize sources of potential recovery for all unsecured creditors and ultimately helped to achieve the Debtors’ successful emergence from bankruptcy.

3. Pursuant to this Court’s order, dated June 14, 2002, establishing procedures for interim monthly compensation and reimbursement of expenses of professionals (the “Compensation Order”), and by this Application, Fried Frank seeks approval and allowance of compensation for the services it performed as counsel to the Committee during the Chapter 11 Cases. Specifically, Fried Frank seeks approval and allowance of compensation for professional services rendered and for reimbursement of expenses incurred by Fried Frank from June 24, 2002 through September 5, 2002, for which no interim fee applications have been filed.

#### BACKGROUND

4. The Debtors are holding companies for numerous operating subsidiaries that offer a wide range of communications and related services to homes and business customers throughout the United Kingdom, Ireland, Switzerland, France, Germany and Sweden. The Debtors collectively serve over 8.5 million residential cable, telephone and Internet customers.

5. On May 8, 2002 (the “Petition Date”), the Debtors filed with the United States Bankruptcy Court for the District of New York (the “Court”) voluntary petitions for relief under chapter 11 of the Bankruptcy Code. Concurrently therewith, the Debtors filed a motion seeking joint administration and consolidation of the Debtors’ Chapter 11 Cases for procedural purposes only.

6. Concurrently with the filing of their voluntary petitions, the Debtors also filed a chapter 11 Plan dated as of May 8, 2002, which plan was subsequently amended on May 24, 2002 and July 15, 2002. On July 12, 2002, this Court approved the related Second Amended Disclosure Statement (the “Disclosure Statement”) for the Plan. On September 5, 2002, this Court entered an order confirming the Plan and thereafter, due in part to the tremendous efforts made by Fried Frank during the Chapter 11 Cases, the Debtors were able to successfully emerge from bankruptcy on the Effective Date.

7. As described in detail in the Declaration of Brad Eric Scheler dated as of July 1, 2002, and filed with this Court in support of the Debtors’ application to retain Fried Frank, since February 2002, and continuing after the Filing Date until the Committee was formed on June 21, 2002, Fried Frank acted as attorneys for an unofficial steering committee (the “Steering Committee”) of holders of the outstanding notes (the “Notes”) issued by certain of the Debtors and their non-debtor affiliates.<sup>2</sup> Cadwalader acted as co-counsel for the Steering Committee and UBS acted as financial advisors for the Steering Committee. Fried Frank actively appeared and represented the Steering Committee both before the Filing Date and during the Debtors’ Chapter 11 Cases. After the Filing Date, on June 21, 2002, the members of the Steering Committee, together with the three indenture trustees for the Notes,<sup>3</sup> were appointed to

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2 Of the approximately \$11 billion in aggregate principal amount of Notes issued by the Debtors, more than 50% were held by the members of the Steering Committee. The Steering Committee consisted of the following entities: Angelo Gordon & Co., LLP, Appaloosa Management, L.P., Capital Research & Management Co., Fidelity Management & Research Co., Franklin Mutual Advisors, LLC, MacKay Shields, LLC, Oaktree Capital Management, LLC, SAB Capital Advisors, L.L.C., Salomon Brothers Asset Management, Inc., and W.R. Huff Asset Management Co., L.L.C.

3 The three indenture trustees are the Bank of New York, Wells Fargo Bank, Minnesota and Wilmington



the Committee by the Office of the United States Trustee for the Southern District of New York (the "United States Trustee").<sup>4</sup> Shortly thereafter, on June 24, 2002, Fried Frank was retained by the Committee as attorneys for the Committee. The Committee also retained Cadwalader as co-counsel for the Committee and UBS as financial advisors for the Committee.

8. Pursuant to Article III.F. of the Plan, the professionals of the Steering Committee shall be paid their unpaid fees and expenses incurred in accordance with their prepetition engagement arrangements without the need to file fee applications. Thus, on the Effective Date, the Debtors paid in full the unpaid fees and expenses incurred by Fried Frank, Cadwalader and UBS on and after the Petition Date through June 23, 2002 (solely in their capacity as professionals of the Steering Committee) that were owing and due, as provided in their prepetition engagement letters. Fried Frank incurred, and was compensated for, \$590,663.75 in fees and \$37,031.80 in expenses for services rendered as counsel to the Steering Committee from the Petition Date through June 23, 2002. Compilations of the contemporaneous daily time entries recorded by Fried Frank's attorneys and paraprofessionals for this period are attached hereto as Exhibit A.<sup>5</sup>

#### JURISDICTION AND VENUE

9. This Court has jurisdiction to consider this Application pursuant to 28 U.S.C. §§ 157 and 1334. Consideration of this Application is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

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Trust Company.

<sup>4</sup> It should be noted that MacKay Shields, LLC resigned its position as a member of the Committee on October 18, 2002, and Oaktree Capital Management, LLC resigned on July 16, 2002.

<sup>5</sup> Due to the voluminous nature of Exhibit A, Fried Frank has provided Exhibit A only to this Court, the Debtors, and the Office of the United States Trustee.

## COMPLIANCE WITH GUIDELINES

10. This Application has been prepared in compliance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, adopted by this Court on April 19, 1995 (the “Local Guidelines”), and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330, adopted on January 30, 1996 (the “UST Guidelines”). Pursuant to the Local Guidelines, a certification regarding compliance is attached hereto as Exhibit B.

## SUMMARY OF APPLICATION

11. During the course of the Chapter 11 Cases, Fried Frank acted as counsel to the Committee and advised the Committee with respect to the issues that confronted unsecured creditors of a multi-billion dollar international cable company in bankruptcy. As more fully described below, the professional services rendered by Fried Frank included, among other matters:

- (i) assisting, advising and representing the Committee in its consultations with the Debtors regarding the administration of the Chapter 11 Cases;
- (ii) assisting, advising and representing the Committee in its evaluation of various claims and interests relating to Debtors’ joint ventures and partnerships;
- (iii) assisting, advising and representing the Committee in any manner relevant to reviewing and determining the Debtors’ rights and obligations under its executory contracts;
- (iv) assisting, advising and representing the Committee in connection with any review of the Debtors’ management, compensation issues, analysis of retention or severance benefits, or other management related issues in connection with the determination by the members of the Committee as to the management of the Debtors on a going-forward basis;
- (v) assisting, advising and representing the Committee in its participation in the negotiation, formulation and drafting of the Plan and related Disclosure Statement;

- (vi) assisting, advising and representing the Committee in investigating the acts, conduct, assets, liabilities and financial condition of the Debtors, the operations of the Debtors' business and the desirability for the continuance of any portion of the business, and any other matters relevant to these Chapter 11 Cases or to the formulation and amendment of the Plan;
- (vii) assisting, advising and representing the Committee in the performance of all its duties and powers under the Bankruptcy Code and the Bankruptcy Rules and in the performance of such other services as are in the interests of those represented by the Committee; and
- (viii) assisting, advising and representing the Committee in the evaluation of claims and on any litigation matters.

12. Members, counsel and associates of Fried Frank devoted many hours to addressing the demands and concerns of the Committee, its individual members, and other interested parties in an effort to assist with the reorganization of the Debtors' business and to minimize the disruption inherent in chapter 11 cases. In almost all instances, the Debtors and the Committee, with Fried Frank's assistance, have been able to resolve disputes without resort to this Court.

13. The partners, counsel, associates and paraprofessionals of Fried Frank devoted in excess of 2,400 hours in the rendition of professional services on behalf of the Committee. A schedule setting forth the number of hours expended by each of the partners, counsel, associates and paraprofessionals of Fried Frank accompanies this Application as Exhibit C.

14. In light of the sheer size and complexity of the Chapter 11 Cases, the successful results achieved, the time and resources devoted by Fried Frank and the other factors relevant to the allowance of fair and reasonable compensation, Fried Frank is requesting final allowance for all services rendered in the amount of \$1,002,513.00 for fees incurred during the Application Period.

15. In reviewing its time charges, Fried Frank elected to reduce or eliminate a number of charges for a variety of reasons, including charges that are duplicative or charges that

Fried Frank otherwise determined should not be charged to the Debtors' estates. As a result, the amount hereby requested is less than the total amount of actual time charges posted during the Applicable Period.

16. In addition, Fried Frank is requesting reimbursement of disbursements in the amount \$24,652.57, for expenses incurred during the Application Period. With respect to the disbursements incurred and posted, Fried Frank elected not to charge the Debtors' estates for certain disbursements and eliminated a number of disbursements that are non-compensable. A schedule setting forth the categories of expenses for which Fried Frank is seeking reimbursement and the total amount for each expense category is attached hereto as Exhibit D.

17. Pursuant to section II.D. of the UST Guidelines, a schedule setting forth a description of the project categories utilized by Fried Frank in the Chapter 11 Cases, the number of hours expended by the partners, counsel, associates, and paraprofessionals of Fried Frank by project category, and the aggregate fees associated with each project category is attached hereto as Exhibit E.

18. There does not exist any agreement or understanding between Fried Frank and any other entity for the sharing of compensation to be received for services rendered in or in connection with the Chapter 11 Cases.

#### SUMMARY OF SERVICES RENDERED

19. Set forth below is a description of the services rendered during the Application Period. The attorneys and paraprofessionals of Fried Frank maintained daily detailed records of their time concurrently with the rendition of professional services. To the fullest extent possible, the details of each and every conference, telephone conversation, negotiating session, letter, memorandum, factual investigation, drafting activity and research project that occupied the time of a Fried Frank professional were set forth in such time records. Accompanying this Application as Exhibit F are compilations of the contemporaneous daily time

entries recorded by Fried Frank's attorneys and paraprofessionals during the Application Period.<sup>6</sup> Those entries describe in full and complete detail the services rendered by each attorney and paraprofessional, as corrected to reflect errors that were found in Fried Frank's review. Accordingly, the following is intended to serve as a summary description of the principal professional services Fried Frank rendered, and to highlight the benefits that were thereby conferred upon the Committee.

#### SERVICES PERFORMED BY FRIED FRANK

20. Throughout the Application Period, Fried Frank represented the Committee and the interests of all unsecured creditors as part of the Debtors' efforts to successfully reorganize and emerge from bankruptcy. With the assistance of Fried Frank, along with Cadwalader and UBS, the Committee was able to work with the Debtors to identify and successfully resolve the innumerable issues that arose during the Chapter 11 Cases. Because the Chapter 11 Cases were pre-negotiated cases with a chapter 11 plan filed on the Petition Date, during the initial stages of the Chapter 11 Cases, Fried Frank devoted a tremendous amount of effort assisting the Debtors and the Committee in, among other things: (i) the negotiation and revision of the Plan and related Disclosure Statement; (ii) the negotiation and restructuring of the Debtors' credit facilities; (iii) the retention of senior management for certain instrumental personnel positions on a going-forward basis; (iv) the search for directors for the reorganized companies upon the Effective Date; (v) the assessment and implementation of debtor-in-possession financing; (vi) the negotiation and structuring of exit financing; (vii) the negotiation and resolution of numerous intercreditor issues; and (viii) the negotiation and developments with respect to issues related to the separation of New NTL and Euroco, as defined in the Plan.

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<sup>6</sup> Due to the voluminous nature of Exhibit F, Fried Frank has provided Exhibit F only to this Court, the Debtors, and the Office of the United States Trustee.

21. At times, the countless issues that arose during the Chapter 11 Cases required continuous dialogue among the Debtors, the Committee and the various professionals such that Fried Frank spent a considerable amount of effort engaging in regular communications with either the Committee, Cadwalader, UBS, the Debtors' professionals and the professionals representing the unofficial steering committee for the lenders to the Debtors' operating subsidiaries (collectively, the "Bank Steering Committee"). Fried Frank also responded to numerous and ongoing inquiries from unsecured creditors with respect to the status of the Chapter 11 Cases and the specific events in connection with the Debtors' efforts to emerge from bankruptcy.

#### Chapter 11 Plan and Disclosure Statement

22. Prior to the Petition Date, Fried Frank engaged in negotiations with the parties in interest to achieve a consensual chapter 11 plan for contemporaneous filing with the Debtors' petitions for bankruptcy. As a direct result of these coordinated efforts, and as noted above, the Debtors filed for bankruptcy on May 8, 2002 and contemporaneously therewith, filed a consensual chapter 11 plan with this Court. Shortly thereafter on May 24, 2002, the Debtors filed the First Amended Chapter 11 Plan and related disclosure statement.

23. After the Committee retained Fried Frank as counsel, the disclosure statement filed on May 24, 2002, was amended in order to conform with the Plan and to provide additional disclosures with respect to the Debtors. Fried Frank worked diligently with the Committee's financial advisors, the Debtors' senior management and Debtors' counsel in developing, evaluating and negotiating the amended Plan and Disclosure Statement for the Debtors.

24. After the Disclosure Statement was filed with this Court, a hearing to determine the adequacy of the Disclosure Statement was scheduled for July 12, 2002 (the "Disclosure Statement Hearing"). Prior to the Disclosure Statement Hearing, the Debtors received six objections to the Disclosure Statement. Fried Frank attorneys spent time negotiating

with the objecting parties in order to resolve the objections. Fried Frank, in conjunction with the Debtors' counsel, organized and managed numerous conference calls with the objecting parties and incorporated provisions in the Plan and Disclosure Statement to address the raised concerns. Due, in part, to Fried Frank's efforts, the majority of the objections were resolved prior to the Disclosure Statement Hearing.

25. In addition, Fried Frank spent a substantial amount of time preparing for the Disclosure Statement Hearing and preparing responses to the unresolved objections. On July 12, 2002, Fried Frank appeared at the Disclosure Statement Hearing on the Committee's behalf. Following the hearing, this Court overruled all of the remaining objections and approved the Disclosure Statement.

26. In connection with the development of the Plan, Fried Frank's role was of great importance because under the Plan, the Debtors' impaired unsecured creditors would become the new equity holders of the reorganized Debtors. Therefore, Fried Frank participated in numerous and extensive discussions with the individual members of the Committee, the Committee as a whole and the Debtors and their professionals in determining, among other things: (i) the capital structure of the reorganized Debtors; (ii) the distributions to the various creditors; (iii) the assessment of securities law issues in connection with the Debtors' eventual emergence from bankruptcy; and (iv) the drafting and expeditious review of the various ancillary documents related to the Plan. In addition, Fried Frank devoted significant time and resources to the development and drafting of the Plan Supplements, as defined in the Plan.

27. The review of the Plan and Plan supplements required lawyers of many different disciplines. Fried Frank attorneys from a variety of departments used their specialized training to ensure that each issue in the Plan was covered thoroughly and in the most efficient manner possible. Although a large portion of the effort in preparing and finalizing these crucial documents was devoted by the core group of bankruptcy and restructuring attorneys, this was a multi-departmental effort. Attorneys and paraprofessionals from various other departments

within Fried Frank, including the tax, employee, corporate and litigation departments, assisted in the development and documentation of the Plan.

28. Following approval of the Disclosure Statement, a confirmation hearing with respect to the Plan was scheduled for September 5, 2002 (the “Confirmation Hearing”), and three objections were filed in opposition to the confirmation of the Plan. Following the receipt of these objections, Fried Frank spent time negotiating with the objecting parties and drafting stipulations and letter agreements to resolve the objections. Fried Frank also spent time preparing for the Confirmation Hearing in which Fried Frank appeared on the Committee's behalf. On September 5, this Court entered an order confirming the Plan. Thereafter, due in part to the efforts made by Fried Frank during the Chapter 11 Cases, the Debtors were able to successfully emerge from bankruptcy on the Effective Date.

Debtor-in-Possession Financing (“DIP Financing”)

29. As mentioned above, prior to the appointment of the Committee, Fried Frank had represented the Steering Committee since February 2002. In connection with its representation of the Steering Committee, Fried Frank and the Steering Committee negotiated with the Debtors and their advisors to reach a restructuring deal that formed the basis of the Plan. During the prepetition restructuring negotiations, it was the understanding of the Steering Committee, based upon information provided to the Steering Committee and its advisors, that any and all restructuring proposals with respect to the Debtors required that the Debtors’ immediate liquidity needs both during and after the restructuring process be provided for. By reason of the Debtors’ stated need for incremental financing, eight of the ten members of the Steering Committee offered to provide debtor-in-possession financing (the “DIP Financing”) to the Debtors as part of an overall restructuring proposal. As counsel to the Steering Committee, the restructuring proposal formulated by the Steering Committee, which included both chapter 11 financing and exit financing, was documented by Fried Frank. However, once Fried Frank



was retained by the Committee, the lenders of the DIP Financing retained separate counsel (the “DIP Counsel”).

30. As a result, throughout the Application Period, Fried Frank worked with the Committee, the Debtors and the Debtors’ professionals to ensure that the Debtors would be able to negotiate and secure the most favorable financing terms to facilitate a successful emergence from bankruptcy. In that regard, the Committee, through Fried Frank, vigorously encouraged the Debtors to seek the best available debtor-in-possession financing for the Debtors on the most favorable terms possible. Once it was determined by the Debtors and the Committee that the DIP Financing that was offered was the most favorable financing available, Fried Frank spent a significant amount of time working with DIP Counsel and the Debtors’ counsel to ensure the DIP Financing was obtained and documented.

#### Exit Financing

31. As the Chapter 11 Cases moved toward completion, Fried Frank was involved in the negotiations and efforts to secure appropriate exit financing for the Debtors, which the Debtors required in order to both repay the DIP Financing and emerge financially stable from Chapter 11. In that regard, Fried Frank worked with the Debtors, the Committee, and the various professionals to evaluate the options with respect to exit financing proposals in order to ensure that the Debtors obtained the most favorable terms. As a result of the significant efforts by the Debtors, the Committee and their various professionals, the Debtors were able to enter into an exit financing agreement upon the Effective Date that provided sufficient funding for the Debtors’ business on an on-going basis post-bankruptcy.

#### Bank Negotiations

32. Prior to the Petition Date, Fried Frank, on behalf of the Committee, worked closely with the Bank Steering Committees to amend the banking facilities and reach a deal amenable to all parties-in-interest. This process required substantial negotiations. As part of the process, Fried Frank dedicated significant time and resources to the drafting and

development of term sheets at each juncture of the negotiations. In their efforts, Fried Frank attorneys engaged in numerous telephone discussions, meetings and correspondence with UBS, the Committee and the professionals of the Debtors and the Bank Steering Committee.

33. As a result, throughout the Application Period, Fried Frank worked with the Debtors, the Bank Steering Committee and their respective professionals to further document the pre-petition term sheet agreement with regard to amending the bank facilities. Fried Frank reviewed countless drafts of these agreements and had numerous phone calls to ensure that the final documents accurately portrayed the deal and adequately protected both the Committee and the Debtors.

#### Employee Matters

34. Through Fried Frank, the Committee negotiated extensively with the existing equity holders and management of the Debtors to ensure a smooth and effortless transition between old and new owners post-bankruptcy. In addition, the Plan provided that the Committee would select the directors of the reorganized companies. Therefore, Fried Frank played an instrumental role in developing a strategy for deciding whether to retain or replace the current board of directors and key members of management.

35. To facilitate the selection of new directors, Fried Frank effectuated a subcommittee of the Committee (the “Subcommittee”) for the purpose of dealing with these and other such employment matters. The Subcommittee held regular meetings and teleconferences which Fried Frank both arranged and facilitated. Fried Frank also advised and counseled the Subcommittee in the selection of an executive search firm, the selection of candidates, the performance of background checks on such candidates and the framing of an efficient strategy within which to carry out the aforementioned tasks. Fried Frank also communicated the Subcommittees’ recommendations with respect to the proposed directors to the full Committee and advised the Debtors and this Court of the Committee’s selections.

36. In addition, Fried Frank worked with the Debtors' senior management, as well as their respective legal counsel, to negotiate and draft new employment agreements for certain key executives to become effective on the Effective Date of the Plan. Fried Frank attorneys from both the benefits department and bankruptcy and restructuring department dedicated a substantial amount of time negotiating, developing and revising these employment agreements.

#### Separation Issues

37. As mentioned above, the Debtors are highly complex, multi-billion dollar, international cable companies. Throughout their history, until the Effective Date, the Debtors and each of their subsidiaries operated as one business unit with consolidated balance sheets and financial reports. However, in order to ensure that the Debtors could successfully emerge from bankruptcy and operate on a going-forward basis, the Plan contemplated that the Debtors' businesses would be separated into two distinct entities. Pursuant to the Plan, the two parent-holding companies, NTL and NTL Delaware, and certain of their subsidiaries, were to become what is now known as NTL Europe, Inc. ("Euroco"), and NCC and its subsidiaries were to become what is now known as NTL Incorporated ("New NTL"). Because Euroco and New NTL had always operated as one business entity, prior to, and in connection with, their separation, various separation issues arose that had to be addressed and resolved by the Debtors and the Committee.

38. As a result, Fried Frank spent a significant amount of time working with the Committee, the Debtors and the Debtors' counsel to develop ways to solve for these separation issues and to ensure the successful and smooth division of the Debtors' operations post-bankruptcy. For example, attorneys from Fried Frank negotiated with the Debtors' counsel and Piper Rudnick, Euroco's counsel, the terms of the tax sharing agreement that was put in place on the Effective Date to resolve any issues that might arise in connection with the consolidated tax returns of New NTL and Euroco. In addition, Fried Frank assisted in the

development of an arm's-length transition services agreement that was designed to enable Euroco to eventually function as a separate and distinct entity apart from New NTL. Fried Frank also worked with the Debtors' senior management, as well as their respective legal counsel, to address and resolve a myriad of issues that arose as a result of the Debtors' historical transactions which would affect both New NTL and Euroco after the Effective Date of the Plan.

#### Committee Meetings

39. Throughout the Application Period, Fried Frank organized and participated in numerous telephone conferences and meetings with the Committee so as to ensure an active and continuous dialogue among the various parties. Fried Frank also organized and participated in conference calls and in-person meetings among the Committee, the Debtors and its advisors, which provided an opportunity for members of the Committee and their advisors to make direct inquiries of the Debtors and their representatives concerning various current and long-term issues confronting the Debtors throughout the Chapter 11 Cases.

40. Fried Frank also organized and managed weekly conference calls of the Committee in order to provide updates to the Committee members with regard to the Chapter 11 Cases and all other developments regarding the Debtors. Significant time and resources were expended upon the coordination of members' schedules to facilitate these weekly calls. In addition to conference calls, Fried Frank provided email updates to the Committee whenever necessary.

#### OTHER SERVICES PERFORMED BY FRIED FRANK

41. The foregoing highlights only certain of the professional services rendered by Fried Frank on behalf of the Debtors during the Application Period. Numerous additional professional services were rendered by Fried Frank in the discharge of its responsibilities. This Court undoubtedly is aware of the substantial demands placed upon attorneys in a large and complex reorganization case. Throughout the Chapter 11 Cases, Fried Frank was the focal point for the submission of inquiries, written communications, requests, demands and complaints from

the Committee and other interested parties. Fried Frank has devoted numerous hours to the fulfillment of its professional duties and responsibilities, and has made every effort to respond orally or in writing to each and every communication concerning the Chapter 11 Cases.

42. Fried Frank has maintained a regular dialogue with the Debtors, the Debtors' professionals and the Debtors' counsel with respect to the myriad problems arising in connection with the conduct of the Debtors' businesses generally and as debtors in possession under chapter 11 of the Bankruptcy Code. The working relationship between the Debtors, their management, their advisors and Fried Frank has enabled Fried Frank to stay abreast of the steps being taken to implement the restructuring of the Debtors' businesses, and to anticipate legal issues and problems that might arise.

43. Numerous motions seeking necessary relief were prepared by the Debtors with the advice and assistance of Fried Frank, and successfully pursued before this Court. Many of these motions required Fried Frank's attorneys to expend significant amounts of time communicating with the Debtors' counsel so that appropriate legal advice could be rendered and the requested relief obtained. In connection with the preparation of these pleadings and the Plan, Fried Frank reviewed many documents and researched complex legal issues. Frequently, Fried Frank attorneys worked late into the evenings and weekends in order to fulfill the requirements of the Chapter 11 Cases. In addition, as described above, Fried Frank was required to prepare for, and make appearances at, various hearings in connection with the Plan and these motions.

FRIED FRANK'S FEES AND EXPENSES ARE  
FAIR AND REASONABLE

44. Fried Frank believes that the total fees and expenses for the Application Period are fair and reasonable in view of the time spent, the complexity and intricacy of the proceedings, the size of the cases, the problems and issues encountered and resolved, and the results obtained. In accordance with the factors enumerated in 11 U.S.C. §330(a)(3), Fried Frank believes that the compensation sought herein should be approved.

APPLICABLE AUTHORITY

45. In awarding compensation pursuant to section 330 of the Bankruptcy Code to professionals this Court must take into account the cost of comparable non-bankruptcy services, among other factors. Section 330(a) of the Bankruptcy Code provides in pertinent part:

(1) . . . [T]he court may award to a trustee, an examiner, a professional person employed under section 327 or 1103 -

(A) reasonable compensation for actual, necessary services rendered by the trustee, examiner, professional person, or attorney and by any paraprofessional person employed by any such person; and

(B) reimbursement for actual, necessary expenses.

\* \* \*

(3) (A) In determining the amount of reasonable compensation to be awarded, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including -

(A) the time spent on such services;

(B) the rates charged for such services;

(C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;

(D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and

(E) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a).

46. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, Fried Frank respectfully submits that the fees and expenses incurred in the course of rendering professional services were actual, necessary and reasonable, based upon the

nature, extent and value of such services, the time spent thereon, and the costs of comparable services in non-bankruptcy cases, so as to best serve the needs of the Committee and the Debtors' estates. Fried Frank submits further that the legal services performed herein among partners, associates, and paraprofessionals have been executed in accordance with the principles outlined above, and moreover, in a manner consistent with the overall goal of Fried Frank to provide the highest quality of legal representation at a reasonable cost. Fried Frank has demonstrated by this Application that the work it has done on behalf of the Debtors was necessary, reasonable and benefited the Debtors' unsecured creditors and the Debtors' estates.

47. A review of this Application clearly reflects (a) the number of hours of recorded time Fried Frank has devoted to the performance of legal services; (b) the number of hours worked by each of Fried Frank's professionals and paraprofessionals and the hourly rate customarily charged by such persons; (c) a detailed description of the services provided by Fried Frank's professionals and paraprofessionals during each of those hours; and (d) the quality and nature of the services provided by each of Fried Frank's professionals and paraprofessionals.

48. The time records annexed to this Application constitute only a general statement of the services rendered and time expended without description of the pressure and constraints under which Fried Frank actually rendered these services. The considerable challenges of these Chapter 11 Cases were attended to and managed by the firm at all levels, promptly, expertly, and often to the exclusion of other matters in Fried Frank's office. Fried Frank submits that its fees and expenses were actual, necessary, reasonable, justified and should, therefore, be allowed in full.

#### COMPENSATION REQUESTED

49. Given the circumstances of the Chapter 11 Cases, the professional services rendered by Fried Frank required an expenditure of a great deal of time and effort. During the Application Period, in excess of 2,400 recorded hours were expended by Fried Frank's partners, counsel, associates and paraprofessionals in the rendition of Fried Frank's professional services.

50. Fried Frank believes that its extensive services were rendered in a highly efficient manner, by attorneys with high levels of skill in the areas for which they rendered services. Brad Eric Scheler, Chairman of the Bankruptcy and Restructuring Department, is the Fried Frank partner in charge of this engagement, and supervised the joint efforts of Fried Frank's bankruptcy, corporate, employee benefits and tax lawyers working on behalf of the Committee. Because of the burdens in addressing the many matters and issues that have arisen in the Chapter 11 Cases, the day-to-day responsibility for, and administration of, this matter has been divided between two other partners in order to achieve the most efficient, expedient and successful results. Lawrence A. First was the partner in charge of day-to-day administration of the Committee's role in the Chapter 11 Cases. Mr. First was also primarily responsible for the various and comprehensive corporate and transactional work related to the Chapter 11 Cases, as well as those issues that would arise in the ordinary course for any large company like that of the Debtors, particularly one subject to reporting requirements under applicable securities law. Of course, this role took on more importance in these Chapter 11 Cases where the members of the Committee would be the majority shareholders of the restructured Debtors. Bonnie Steingart, a Fried Frank partner, appeared before this court on litigation matters and handled the various issues that arose with regard to the potential litigation in these cases. At all times, Messrs. Scheler and First and Ms. Steingart sought to avoid duplication of effort by themselves and all other Fried Frank professionals. Messrs. Scheler and First and Ms. Steingart were assisted by associates Vivek Melwani, Jennifer Rodburg, Arik Preis and Deborah Vaughn in the day-to-day administration of the Chapter 11 Cases. This core group of attorneys expended considerable time in connection with the Committee's general legal needs and in furtherance of the Committee's role and negotiation and documentation of the Debtors' reorganization efforts, often to the preclusion of other firm matters. In addition, other partners, counsel and associates, who were called upon to assist in times of need, have expended significant time to the Chapter 11 Cases. This experienced group of attorneys made every effort to ensure that the Chapter 11



Cases progressed in as efficient and expeditious a manner as possible and resulted in the successful reorganization of the Debtors, which benefited the Committee.

51. Fried Frank believes that its services resulted in substantial benefits to the Debtors' estates and their creditors, and furthered the Debtors' ultimate rehabilitative goals. If these cases were not under the Bankruptcy Code, Fried Frank would charge the Committee, and expect to receive on a current basis, an amount at least equal to, if not more than, the amounts requested in this Application. Fried Frank submits that under all of the criteria normally examined in bankruptcy cases, and based upon the factors to be considered in accordance with section 330 of the Bankruptcy Code, the results that have been achieved to date more than justify charges in the amount requested.

52. For all the foregoing reasons, Fried Frank respectfully requests approval and allowance of its compensation in the amount of \$1,027,165.57, representing 100% of Fried Frank's fees and disbursements, with an authorization for, and direction to, the Debtors to disburse such amounts to Fried Frank. This Application is Fried Frank's first and final application for allowance of fees and disbursements incurred by Fried Frank as counsel to the Committee. Although authorized pursuant to the Compensation Order, Fried Frank has not submitted any monthly fee statements and therefore has not received any payments from the Debtors for its professional services. As a result, Fried Frank is requesting this court to allow, and direct the Debtors to disburse, to Fried Frank, 100% of Fried Frank's fees and disbursements. An allowance of compensation in the amount sought in this Application would result in a blended aggregate average billing rate of approximately \$414.84 per hour and a blended rate (excluding paraprofessionals) of approximately \$453.23 per hour (based on recorded hours).

53. The ranges of the hourly rates for Fried Frank's lawyers and legal assistants are as follows: the hourly rates for partners range from \$545 per hour to \$885 per hour; the hourly rates for "of counsel" range from \$495 to \$685 per hour; the hourly rates for

“special counsel” range from \$490 to \$515 per hour; the hourly rates for associates range from \$255 per hour to \$460 per hour; and the hourly rates for legal assistants range from \$130 per hour to \$195 per hour. The hourly rate of an individual attorney or an individual legal assistant is fixed and based upon a variety of factors, including, among others, seniority and area and nature of expertise. In the normal course of business, Fried Frank revises its hourly rates from time to time. In addition, the hourly rates for professional services rendered by bankruptcy and restructuring partners, “of counsel” and “special counsel” in non-Bankruptcy Court authorized and approved engagements are higher than the hourly rates charged by such professionals in connection with section 327 engagements. The hourly rates for partners, “of counsel” and “special counsel” who are not bankruptcy and restructuring professionals are not so adjusted. Fried Frank’s bankruptcy and restructuring associates and paraprofessionals have one hourly rate for all engagements.

#### DISBURSEMENTS

54. As noted above, Fried Frank incurred disbursements in the amount of \$24,652.57 (after voluntary reductions and reductions required under the Local Guidelines) for actual and necessary expenses incurred and recorded during the Application Period. These disbursements are itemized in Exhibit D.

55. Fried Frank’s billing rates do not include components for duplicating, word processing and other extraordinary charges that may be incurred by particular clients because of the exigencies of time and volume of demand. Fried Frank’s billing method, whereby only the clients who use copying, word processing and other office services are charged for such services, maximizes fairness to all clients. Following the adoption of the Local Guidelines, Fried Frank commenced a comprehensive study and review to determine its actual costs per page for duplicating. Such study and review determined that, at the present time, Fried Frank’s actual duplicating cost is 12¢ per page, which is substantially lower than the Local Guidelines limit of 20¢.

56. Fried Frank records as a reimbursable expense, without any markup, or other attempt to recover overhead, its toll charges for long distance voice and facsimile communications. With respect to facsimile services, Fried Frank charges only toll charges incurred in sending faxes. Fried Frank neither amortizes the cost of the equipment nor makes a profit through the use of these services.

57. Fried Frank's billing rates do not include a component for word processing as part of overhead. Some time ago, Fried Frank analyzed its method of charging clients for word processing services, and, specifically whether it was appropriate to charge clients for word processing as part of overhead or based on the extent to which word processing was used. After such analysis, Fried Frank elected to keep its charges for word processing as a disbursement. Fried Frank concluded that it was fairer to its clients not to increase its billing rates to account for word processing services that might or might not be used by the client. In this way, only clients who used such services would be charged for services.

58. The time constraints frequently imposed by the circumstances of the Chapter 11 Cases required Fried Frank's attorneys and other employees to devote substantial amounts of time during the evenings and on weekends to the performance of legal services on behalf of the Committee. In virtually every such instance, these extraordinary services were essential to meet deadlines imposed by the Court, the Bankruptcy Code, and at times, the necessities of the Debtors' businesses, the administration of the estates, or critical litigation. As a consequence, Fried Frank was required to incur overtime secretarial charges to discharge its professional responsibilities.

59. Fried Frank attempted to reduce overtime secretarial charges and to limit them to instances where such were necessary, by encouraging its attorneys to use a secretarial "mini-center." If a secretary was not needed at the attorney's desk for the entire evening, the attorney was required to bring his or her work to a secretarial pool located on each floor. The client was then only charged for the word processing charges associated with the document,

rather than charging the client for a secretary spending an entire evening at a desk whether or not the attorney actually used the secretary for the entire time.

60. Fried Frank's attorneys and other employees who worked late into the evenings were reimbursed for their reasonable meal costs and their transportation costs home. Such transportation costs are necessary expenses because it is a Fried Frank policy to ensure safe transportation for its attorneys after the hours when public transportation cannot be deemed safe. Fried Frank's regular practice is to charge its clients for these and other out-of-pocket disbursements incurred during the regular course of the rendition of services.

61. Because some of the Committee's personnel, and many other key parties in interest in these cases, and/or their counsel, were located outside of New York City, long-distance telephone calls were required. On numerous occasions, overnight delivery of documents and other materials was required as a result of emergency situations or other serious business needs, necessitating the use of express services. Fried Frank made every effort to minimize its disbursements in the Chapter 11 Cases by using electronic mail and facsimile when possible. The expenses incurred in the rendition of professional services were necessary, reasonable and justified under the circumstances and enabled Fried Frank to serve the needs of the Committee to the benefit of all creditors.

#### WAIVER OF MEMORANDUM OF LAW

62. Pursuant to Local Bankruptcy Rule 9013-1(b), the Committee respectfully requests that the Court waive the requirement that the Committee file a memorandum of law in support of this Application, since the Application raises no novel issues of law.

#### NOTICE

63. The Committee has provided notice of the Application to (a) the Debtors, NTL Incorporated, 110 East 59th Street, 26th Floor, New York, New York 10022 (Attn: Richard J. Lubasch, Esq.), (b) counsel for the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, New York 10036 (Attn: Kayalyn A. Marafioti, Esq.), and

(c) the Office of the United States Trustee, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Richard Morrissey, Esq.).

CONCLUSION

64. For the reasons set forth above, Fried Frank respectfully submits that the professional services rendered and disbursements incurred and posted on behalf of the Committee were of substantial benefit to the Committee, other creditors, and the Debtors. Fried Frank submits further that it provided such services in an economical and efficient manner. Accordingly, Fried Frank respectfully requests that the relief requested in this Application be granted in full.

WHEREFORE, Fried Frank requests (i) allowance of compensation for professional services rendered as attorneys for the Committee in the amount of \$1,002,513.00, (ii) the reimbursement of actual and necessary disbursements (after voluntary reductions and reductions required by the Local Guidelines) incurred and posted on behalf of the Committee in the amount of \$24,652.57 (iii) that the Debtors be directed to disburse to Fried Frank the allowed and approved fees and disbursements so approved and allowed by this Court, and (iv) such other and further relief as is just and proper.

Dated: New York, New York  
January 30, 2003

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