

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
NTL INCORPORATED, et al., : Case No. 02-41316 (ALG)  
Debtors. : (Jointly Administered)  
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**FINAL APPLICATION OF QUEST TURNAROUND ADVISORS, L.L.C.  
AS MANAGEMENT SERVICES CONSULTANTS TO THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS FOR ALLOWANCE OF  
COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES  
PURSUANT TO SECTION 330 OF THE BANKRUPTCY CODE**

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

Pursuant to section 330 of title 11 of the United States Code (the "Bankruptcy Code"), and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), Quest Turnaround Advisors, L.L.C. ("Quest"), as Management Services Consultants to the Official Committee of Unsecured Creditors (the "Committee") of NTL Incorporated, et al. (the "Debtors"), hereby submits its application (the "Application") for allowance of compensation for professional management services to the Committee in the amount of \$16,708.00 for the period of time from August 30, 2002 to September 5, 2002 (the "Application Period"), and for actual, necessary, and reasonable expenses incurred in the amount of \$7,907.50. In furtherance of the Application, Quest represents as follows:

## BACKGROUND

1. The Debtors are the holding companies for numerous operating subsidiaries which 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.

2. On May 8, 2002, the Debtors filed with this Court their 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' estates and a Joint Reorganization Plan. On May 24, 2002, the Debtors filed their Amended Joint Reorganization Plan and corresponding Disclosure Statement.

3. The Committee was appointed by the United States Trustee on June 21, 2002.

4. Thereafter, the Debtors filed their Second Amended Joint Reorganization Plan (the "Plan"), dated as of July 15, 2002 and corresponding Disclosure Statement (the "Disclosure Statement"). The Plan contemplates that, upon consummation of the Plan, the Debtors will divide their businesses and investments into two new groups, the holding companies for which are referred to in the Plan as "New NTL" and "Euroco." Euroco is to be the holding company for substantially all of the Debtors' businesses and investments in continental Europe (excluding France) and required new management. Accordingly, it became apparent to the Committee and the Debtors that qualified management consultants, familiar with the cable television industry and familiar with doing business in Europe, were needed to assist Euroco and to maximize its prospects for success. The Committee entered into discussions with Quest to provide these services. On August 30, 2002, the Committee and Quest executed an engagement letter (the "Engagement Letter") which outlined the terms by which Quest would provide management consulting services. A true and correct copy of the Engagement Letter is annexed as Exhibit "A" hereto.

5. On September 5, 2002 (the "Confirmation Date"), this Court entered an order confirming the Plan. The effective date of the Plan occurred on January 10, 2003.
6. By application dated September 10, 2002, the Committee moved for approval to retain Quest nunc pro tunc to August 30, 2002 – the date of the Engagement Letter.
7. By Order dated September 20, 2002, the Committee was authorized to employ and retain Quest nunc pro tunc to August 30, 2002.
8. Pursuant to Article XV.A.2. of the Plan, all of Quest's fees and expenses in connection with its retention, and that are incurred prior to the Confirmation Date, are subject to the approval of this Court. While Quest has continued to provide professional services after the Confirmation Date, the Plan requires that only the fees and expenses incurred prior to the Confirmation Date are subject to court approval.

#### **SERVICES PERFORMED FOR THE COMMITTEE**

9. During the Application Period, and in accordance with the Engagement Letter, Quest, through its professionals Jeffrey A. Brodsky, Mina Gerowin and Robert A. Schmitz, provided management consulting services to the Committee. Quest began work toward the goal of ensuring that Euroco has all necessary transitional information technology and back office service agreements necessary to conduct its affairs. Quest also began the task of overseeing the development and implementation of a cohesive communications plan for managers and employees. Quest reviewed various documents including 10K's, 10Q's and other background and historical documents describing the financial condition of the Debtors, as well as the Disclosure Statement and documents relating to the Debtors' bankruptcy. Quest also met with Sean Mathis and Michael Cochran – two designees of Euroco's Board of Directors – to discuss Euroco's situation and new tasks to be accomplished by Euroco's Board.
10. Annexed hereto as Exhibit "B" is a breakdown of the hours expended and the names of each of the Quest employees providing services during the Application Period.

Attached hereto as Exhibit "C" is a printout detailing the services provided by Quest during the Application Period.

**DISBURSEMENTS AND EXPENSES INCURRED  
DURING THE APPLICATION PERIOD**

11. During the Application Period, Quest incurred expenses of \$7,907.50 in the form of fees payable to the law firm of Katten Muchin Zavis Rosenman ("KMZ Rosenman"). KMZ Rosenman was retained by Quest specifically for the purpose of facilitating the Committee's retention of Quest, and the Engagement Letter specifically provides for reimbursement of Quest's attorneys fees.

12. Attached hereto as Exhibit "D" is a copy of KMZ Rosenman's detailed billing report for the Application Period, which describes the services provided to Quest in connection with Quest's retention by the Committee.

**COMPENSATION REQUESTED**

13. Quest requests that this Court enter a order (a) allowing Quest's fees in the amount of \$16,708.00 for professional services rendered to the Committee during the Application Period; and (b) allowing reimbursement of Quest's disbursements in the amount of \$7,907.50 for reasonable expenses incurred.

14. Pursuant to the standards set forth in sections 330 of the Bankruptcy Code, Quest submits that the compensation and reimbursement sought by this Application is for actual and necessary services and expenses, and is reasonable based upon (i) the nature, extent and value of such services; (ii) the time spent providing professional services to the Committee; (iii) the rates charged; and (iv) the costs of comparable services and disbursements other than in a case under the Bankruptcy Code.

**WAIVER OF MEMORANDUM OF LAW**

15. Given the nature of the relief requested in this Application, Quest respectfully requests that this Court dispense with and waive the requirement for submission of a memorandum of law contained in Local Rule 9013-1(b).

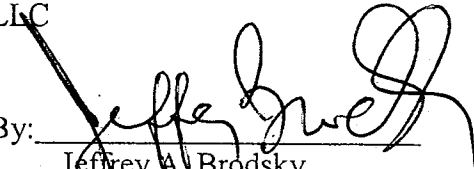
**NO PREVIOUS REQUEST**

16. No previous request for the relief sought in this Application has been made to this or any other court.

**WHEREFORE:** Quest requests that this Court enter an order (i) awarding Quest's compensation for professional services rendered to the Committee during the Application Period in the amount of \$16,708.00; (ii) allowing reimbursement of Quest's expenses in the amount of \$7,907.50; and (iii) granting to Quest such other and further relief as is just and proper.

DATED: New York, New York  
January 31, 2003

QUEST TURNAROUND ADVISORS,  
LLC

By:   
Jeffrey A. Brodsky  
37 Purchase Street  
Rye, New York 10580  
(914) 925-0003