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**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re	Chapter 1
NTL INCORPORATED, <u>et al.</u>	Case No. 02-41316 (ALG)
Debtors.	Jointly Administered
	Objection Deadline: March 3, 2003
	Hearing Date: March 7, 2003 @ 10:00 a.m.

**STIPULATION REGARDING FINAL APPLICATION OF TRAVERS SMITH
BRAITHWAITE, SPECIAL UK COUNSEL TO NTL INCORPORATED, ET AL.,
DEBTORS AND DEBTORS-IN-POSSESSION**

WHEREAS, on May 8, 2002, NTL Incorporated and certain of its subsidiaries (collectively, "NTL") each filed a voluntary petition in the United States Bankruptcy Court for the Southern District of New York ("Bankruptcy Court") for relief under Chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 - 1330, as amended (the "Bankruptcy Code"); and

WHEREAS, by Order dated May 10, 2002, the Bankruptcy Court authorized the NTL to retain Travers Smith Braithwaite ("TSB"), as special UK counsel ("Retention Order"); and

WHEREAS, the Retention Order states that TSB's fees are subject to Bankruptcy Court approval after application and notice; and

WHEREAS, on or about February 6, 2003, TSB filed its final fee application pursuant to section 330 of the Bankruptcy Code and Rule 2016(a) of the Federal Rules of

Bankruptcy Procedure seeking approval of £670,502.00 in fees and £17,693.49 in expenses for the period May 8, 2002 through September 5, 2002 (the "Final Fee Application"); and

WHEREAS, pursuant to the Notice of Hearing With Respect to Final Applications of Compensation and Reimbursement of Expenses Incurred dated February 7, 2003, the deadline by which parties are required to file objections, if any, to the Final Fee Application is March 3, 2003, and the hearing on the final fee applications is scheduled for March 7, 2003 at 10:00 a.m.; and

WHEREAS, NTL and TSB conferred regarding the Final Fee Application and have agreed upon the terms set forth herein; and

NOW THEREFORE, IT IS STIPULATED AND AGREED TO BY THE UNDERSIGNED THAT:

1. TSB hereby agrees to voluntarily reduce the amount of compensation requested in the Final Fee Application by the sum of £65,000.00. NTL will not oppose entry of an Order approving the TSB Final Fee Application in the reduced total amount of £623,195.49 representing £605,502.00 in fees and £17,693.49 in expenses for the period May 8, 2002 through September 5, 2002.

2. TSB shall seek no additional compensation from NTL for any services rendered or expenses incurred during the period covered by the TSB Final Fee Application.

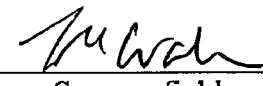
WOLLMUTH MAHER & DEUTSCH LLP
Attorneys for NTL, Inc., et al

Dated: February 28, 2003

By: 
Paul R. DeFilippo

TRAVERS SMITH BRAITHWAITE

Dated: February 27, 2003

By: 
~~Spencer Summerfield~~
Jeremy Walsh,
* Member of the firm.