

WINSTON & STRAWN LLP  
Attorneys for Board of Directors of RCN Corp.  
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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

----- x Chapter 11 Case No.  
In Re : 04-13638 (RDD)  
  
RCN CORPORATION, *et al.*, :  
: Jointly Administered  
Debtors. :  
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MONTHLY FEE STATEMENT OF  
WINSTON & STRAWN LLP FOR PROFESSIONAL  
SERVICES AND DISBURSEMENTS FOR THE PERIOD  
OF JUNE 7, 2004 THROUGH JULY 31, 2004

RCN Corporation  
105 Carnegie Center  
Princeton, NJ 08540  
Attn: General Counsel

August 20, 2004

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FOR PROFESSIONAL SERVICES RENDERED

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Re: RCN Corporation, *et al.*,  
Debtors in Possession  
(June 7, 2004 through July 31, 2004)

Professional services rendered by Winston & Strawn  
LLP ("W&S"), as attorneys for Board of Directors of RCN Corp., *et al.*, include:

- ? daily contact with Board involving informing and consulting members re: fiduciary duties under the Bankruptcy Code, Chapter 11 bankruptcy process as it relates to business going forward and business/bankruptcy strategy;
- ? supervised appropriate service of pleadings and notices
- ? performed general document review and maintained project list, case calendar, and case docket of documents filed with the Court;
- ? prepared agendas, various presentations and attended all Board Meetings either telephonically or personally;
- ? conducted numerous internal team meetings to discuss case strategy and possible causes of action;
- ? reviewed and analyzed all retention applications of professionals, drafted and filed an application for retention of Winston & Strawn LLP;
- ? performed legal research on various topics and attended to other miscellaneous matters;
- ? participated in all plan negotiations, reviewed and commented on several rounds of plan of reorganization drafts.

Total amount of Compensation for Professional Services	\$398,099.50
Less Holdback as per Court Order entered June 22, 2004 (20%)	\$79,619.90
Interim Compensation for Professional Services (80%)	\$318,479.60
Plus Reimbursement for Actual and Necessary Expenses	<u>\$1,037.89</u>
Requested Payment Less Holdback	<b>\$319,517.49</b>

**ATTACHMENT A  
TO FOURTH INTERIM FEE APPLICATION**

<b>Name of Professional</b>	<b>Position with the Appointment, Number of Years in that Position and Area of Expertise</b>	<b>Hourly Billing Rate</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
<b>Partners</b> Robert Bostrom	Joined firm as Corporate Partner in 1996. New York Bar member 1980	\$620.00	421.5	\$261,3330.00
Robert Fischler	Litigation Partner since 1989. Joined firm as Associate in 1988; New York Bar member 1981	570.00	15.3	8,721.00
David Neier	Joined firm as Bankruptcy Partner in 2000. New York Bar member 1986	540.00	142.2	76,788.00
Matthew Botica	Joined firm as Bankruptcy Partner in 1999. Illinois Bar member 1975	550.00	47.75	26,262.50
Morris Simkin	Joined firm as Counsel in 1997 became Partner in 1999. Pennsylvania Bar Member 1966; New York Bar member 1974	495.00	5.2	2,574.00
Loran Thompson	Joined firm as Partner in 2000. New York Bar member 1977	495.00	9.0	4,455.00
	<b>Subtotal Partner</b>		640.95	\$380,130.50

<b>Name of Professional</b>	<b>Position with the Appointment, Number of Years in that Position and Area of Expertise</b>	<b>Hourly Billing Rate</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
<b><u>Associates</u></b>				
Michael Jones	Joined firm as an associate in 2002. Missouri Bar member 1999; Illinois Bar member 2001	285.00	37.8	\$10,773.00
Naima Walker	Joined firm as an associate in 1998. Illinois Bar member 1996; New York Bar member 2002	395.00	6.5	2,567.50
	<b>Subtotal Associate</b>		44.3	\$13,340.50
<b><u>Paraprofessionals</u></b>				
Denise Cunsolo	Paralegal	160.00	8.1	\$1,296.00
Daphne Morduchowitz	Paralegal	215.00	15.5	3,332.50
	<b>Subtotal Paraprofessional</b>		23.6	\$4,628.50
	<b>Total</b>		<b>708.85</b>	<b>\$398,099.50</b>

**EXHIBIT B**

**ACTUAL AND NECESSARY DISBURSEMENTS INCURRED BY  
WINSTON & STRAWN LLP  
COMMENCING JUNE 7,2004**

<b>Disbursement</b>	<b>Total</b>
Local Travel/Overtime Transportation	\$395.50
Telephone/Telecom Service	3.00
Lodging	240.61
Business Meals	\$398.78
<b>TOTAL</b>	<b>\$1,037.89</b>

**EXHIBIT C**

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**SUMMARY OF SERVICES  
BY TASK CODE**

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<b>Task Code</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
B110	Case Administration	289.4	\$165,061.00
B160	Fee/Employment Applications	80.80	35,614.00
B210	Business Operations	277.2	162,358.00
B320	Plan and Disclosure Statement	61.45	35,066.50
<b>TOTAL:</b>		<b>708.85</b>	<b>\$398,099.50</b>

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