

**WINSTON & STRAWN LLP**

200 Park Avenue  
New York, NY 10166-4193  
TAX ID NO. 36-1975990

RCN Corporation, Board of Directors  
Attn: Alfred Fasola, Lead Director  
105 Carnegie Center  
Princeton, NJ 08540

Invoice No. 1830723  
Invoice Date 08/20/04  
Client Matter No. 082179.00001

For Legal Services Rendered Through July 31, 2004 In Connection With:  
**00001 Board Duties**

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**BIO - CASE ADMINISTRATION**

<b>Date</b>	<b>Attorney/Other Prof</b>	<b>Rate</b>	<b>Hours</b>	<b>Amount</b>	<b>Description</b>
06/09/04	L. Thompson	495	4.20	\$ 2,079.00	Review and analysis of RCN retention and severance plan and bankruptcy motion for same, as they affect McCourt (2.5); prepare comments (1.7)
06/09/04	D. Neier	540	2.10	\$ 1,134.00	Meeting with Bostrom re: board issues and bankruptcy (1.3); meeting with Bostrom regarding board issues (.4) communications with Bostrom, McCourt, and Fasola re: board issues with respect to bankruptcy (.4)
06/10/04	D. Neier	540	0.80	\$ 432.00	Meeting with Dubel and Bostrom re: McCourt, board issues and bankruptcy strategy.
06/10/04	D. Neier	540	0.10	\$ 54.00	Meeting with Dubel and Bostrom re:

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					McCourt, board issues and bankruptcy strategy
06/11/04	L. Thompson	495	0.30	\$ 148.50	Review bankruptcy court filings
06/14/04	D. Cunsolo	160	1.80	\$ 288.00	Obtain docket and all pleadings in proceeding as per D. Neier (1.4); distribute same (.4)
06/16/04	R. Bostrom	620	1.60	\$ 992.00	Review and analyze Bankruptcy Court pleadings.
06/17/04	R. Bostrom	620	0.50	\$ 310.00	Review Bankruptcy Court filings.

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06/18/04	D. Neier	540	3.40	\$ 1,836.00	Meeting with Bostrom on RCN to discuss bankruptcy strategy (.8); meeting with Skadden attorneys re: bankruptcy strategy and board issues (1.3); conference call with clients re: strategy for board (1.0); communications with Dubel re: bankruptcy strategy (.3)
06/21/04	D. Neier	540	2.30	\$ 1,242.00	Meeting and communications with Bostrom re: board issues (1.6); communications with Dubel re: board issues (.7)
06/21/04	R. Bostrom	620	3.80	\$ 2,356.00	Research and tel. confs. with D. McCourt, Chairman and CEO and A. Fasola, Lead Director re Board Fiduciary duties in the zone of insolvency (3.0); review Skadden pleading re disqualification (.8)
06/22/04	D. Neier	540	2.70	\$ 1,458.00	Communications with Dubel and Bostrom re: bankruptcy strategy and D&O issues (.6) meetings between account and committee (1.1); research lock-up and release agreements and provisions (1.0)
06/23/04	D. Neier	540	1.20	\$ 648.00	Communications with Bostrom re: bankruptcy strategy (.4) research lock-up, tail and release provisions (.8)

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06/24/04	D. Neier	540	5.50	\$ 2,970.00	Meeting with Royster, Coleman and Dubel re: McCourt, filing of opcos and substantive consolidation (3.6); conference call with clients re same (.6); communications with Bostrom re: bankruptcy strategy (.8)
06/29/04	D. Neier	540	4.60	\$ 2,484.00	Meetings with RCN board members and officers and Dubel re: bankruptcy strategy and board issues
06/30/04	D. Neier	540	10.00	\$ 5,400.00	Meetings with Bostrom, RCN board members and officers, Skadden, Alix Partners, Committee, Blackstone re: bankruptcy plan
07/01/04	M. Botica	550	1.50	\$ 825.00	Review pending Motions (1.0); phone conference with Board members re same (.5)
07/01/04	D. Cunsolo	160	1.00	\$ 160.00	Set up ECF noticing and distribution list as per D. Neier (.5); download and distribute pleadings (.5)
07/01/04	R. Bostrom	620	6.10	\$ 3,782.00	Numerous confs with Al Fasola, Lead Director re status of case and Board of Directors (1.0); review pleadings filed in bankruptcy court (1.9); research and respond to various inquires from Board of

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					Directors re liability and fiduciary duties and substantive consolidation issues (3.2).
07/02/04	N. Walker	395	4.00	\$ 1,580.00	Drafted minutes to June 30th Board meeting (2.0); reviewed prior Board minutes and presentation to Board (2.0).
07/02/04	R. Bostrom	620	5.00	\$ 3,100.00	Numerous tel. confs with Al Fasola, Lead Director re case status and analysis of current Brand recommendations re process (2.2); conf. with D. McCourt, Chairman and CEO re analysis of sub con and subsidiary filing issues and position of Creditor Committee (2.3); review pleadings filed in bankruptcy court (.5).
07/05/04	D. Neier	540	1.60	\$ 864.00	Revisions to memo for Fasola re: status, options, duties
07/06/04	D. Neier	540	5.80	\$ 3,132.00	Communications with Goffman, Dubel, Coleman, Bostrom, Bar-Cohen, Fasola, McCourt re: plan strategy and fiduciary duties (1.0); communications with Bostrom and Fasola and Barack Bar-Cohen re: board memo (1.2); revisions to board memo (3.4); communications with Sullivan re: elimination of costs from company and plan (.2)

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07/06/04	R. Bostrom	620	8.30	\$ 5,146.00	Tel. confs with McCourt, Chairman and CEO and Lead Director, Fasola re strategy and process going forward (1.0); analysis of process for Bd to review and analyze re Creditor Committee positions (1.5); prepare recommendations for Lead Director Fasola and chairman McCourt re schedule, timing, process, risks and delegation of responsibilities among J. Dubel and Alix Partners, Skadden and Blackstone (3.5); research and analysis of Board Corp. Gov. issues (2.3).
07/07/04	D. Neier	540	7.90	\$ 4,266.00	Meeting with Alic Partners, Blackstone, Skadden, Debtors representatives at Skadden re: bankruptcy strategy
07/07/04	M. Botica	550	0.60	\$ 330.00	Attention to analysis of additional filings
07/07/04	R. Bostrom	620	1.80	\$ 1,116.00	Numerous tel. confs. with Barak Bar-Cohen, Al Fasola, Lead Director, David McCourt, Chairman and CEO re Creditor Committee strategy, liability issues and substantive consolidation and Board memo (1.8).
07/08/04	D. Cunsolo	160	0.60	\$ 96.00	Review ECF notices, download and distribute all pleadings.

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07/08/04	R. Bostrom	620	8.10	\$ 5,022.00	Draft review, revise and finalize memo to Board for Fasola, Lead Director (4.9); prepare for and attend conf. at Skadden Arps w/Blackstone, RCN, Fasola, Skadden re financial analysis of substantive consolidation and other alternative bankruptcy filings at direction of Board of Directors (3.2).
07/09/04	D. Cunsolo	160	0.60	\$ 96.00	Review ECF notices, download and distribute all pleadings.
07/09/04	R. Bostrom	620	8.70	\$ 5,394.00	Prepare for and attend conf. at Blackstone w/representatives of Blackstone, Skadden, Alix partners and RCN (5.8); prepare for conf. w/Creditor Committee counsel re additional filing of operating companies and substantive consolidation (2.5); tel. confs. w/D.McCourt and Barak Bar-Cohen re status (.4).
07/09/04	D. Neier	540	5.80	\$ 3,132.00	Meeting with Debtors, Skadden, Alix Partners and Blackstone at Blackstone re: plan and bankruptcy strategy
07/09/04	D. Neier	540	2.40	\$ 1,296.00	Research on D&O and corporate governance issues in bankruptcies
07/10/04	R. Bostrom	620	8.80	\$ 5,456.00	Tel. conf w/A.Fasola, Lead Director re:

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					status of case (.8); tel. conf. with Barak Bar-Cohen re status of case (.6); research and review substantive consolidation issues (2.4); review and comment Skadden memo to Board of Directors re bankruptcy options (3.0); review Blackstone financial analysis for Board meeting re bankruptcy options (2.0).
07/11/04	R. Bostrom	620	10.20	\$ 6,324.00	Research and review Board of Director Fiduciary duty and liability issues (2.9); review and comment on on Skadden memo to Board of Directors re bankruptcy options and analyze Board Fiduciary duties. (4.0); prepare for meeting with Creditor Committee counsel re bankruptcy options and analyze Board fiduciary duties (1.8); tel. conf. with lead Director Fasola re same (1.5)
07/12/04	D. Cunsolo	160	0.40	\$ 64.00	Review ECF notices, download and distribute all pleadings.
07/12/04	R. Bostrom	620	10.10	\$ 6,262.00	Numerous conf. calls with Barak Bar-Cohen, David McCourt, Chairman and CEO and Al Fasola, Lead Director, re Alix Partners, Board duties, substantive consolidation, bankruptcy filing alternative's (1.6) tel. confs with



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					Blackstone and Alix Partners re same (1.1); review and revise Skadden memo and Blackstone financial analysis of bankruptcy filing options (1.1); review and analyze violation of various bankruptcy plan filing scenarios (2.6), draft review and revise memorandum to Board (2.9); review filings in bankruptcy court (.8), tel. conf. with Director Roth re Nominating Committee issues (.5).
07/13/04	M. Botica	550	1.00	\$ 550.00	Phone conference re Debtors' options (.50); review substantive consolidation issue (.50)
07/13/04	D. Cunsolo	160	0.40	\$ 64.00	Review ECF notices, download and distribute all pleadings.
07/13/04	R. Bostrom	620	10.50	\$ 6,510.00	Conf.s w/Fasola Lead Director, and Bar-Cohen re schedule, strategy, lead director issues (2.6) attend conf. with Skadden, Coleman of Blackstone, Dubel of Alix Partners, Fasola and Bar-Cohen re Skadden Board Presentation, Blackstone presentation and creditor committee requests and issues (3.3); review and analyze SEC Inquiry Letter (1.8); conf. w/Fasola, Bar-Cohen and D. McCourt, Chairman and CEO, regarding Board

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					response to SEC Inquiry letter (1.8); conf. w/Bar-Cohen and Fasola re outstanding issues, strategy and schedule (1.2).
07/14/04	D. Neier	540	0.80	\$ 432.00	Communications with Fischler and Bostrom re: insurance and D&O issues in bankruptcy
07/14/04	D. Cunsolo	160	0.50	\$ 80.00	Review ECF notices, download and distribute all pleadings.
07/14/04	R. Bostrom	620	8.00	\$ 4,960.00	Draft lead Director Fasola memo to Board (2.2); t.conf.s w/Blackstone re financial presentation (.8); tel. conf. w/Skadden re financial presentation (1.2); review and comment on Blackstone financial presentation and Skadden legal presentation (.8), confs w/Al Fasola, Lead Director; confs w/McCourt, Chairman and CEO and Bar-Cohen re presentation to Board of filing alternatives, Creditor Committee position and analytical process going forward (.6).
07/15/04	D. Neier	540	6.80	\$ 3,672.00	Communications with Bostrom, Debtors, Blackstone, Skadden, Alix Partners, Milbank re: bankruptcy strategy
07/15/04	M. Botica	550	3.00	\$ 1,650.00	Review drafts of materials for 7/20 Board

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					meeting
07/15/04	D. Cunsolo	160	0.40	\$ 64.00	Review ECF notices, download and distribute all pleadings.
07/15/04	R. Bostrom	620	11.00	\$ 6,820.00	Conf. w/Blackstone, Fasola, Lead Director, McCourt, Chairman and CEO, Bar-Cohen re: financial analysis of bankruptcy filing alternatives (.8); conf.s w/Fasola; and w/Bar-Cohen re presentation and Board Meeting (1.3); draft , review revise McCourt and Fasola memo to Board (3.6); tel. confs. w/B. Turner and Blackstone(1.3); prepare for and attend conf. at Blackstone re Blackstone Financial presentation of bankruptcy filing alternatives (3.0); prepare for Bd meeting (1.0).
07/16/04	M. Botica	550	2.00	\$ 1,100.00	Preparation for Board meeting on 7/20
07/16/04	D. Cunsolo	160	0.40	\$ 64.00	Review ECF notices, download and distribute all pleadings.
07/16/04	R. Bostrom	620	9.70	\$ 6,014.00	Conf. w/Al Fasola, Lead Director, re case status (.4); draft memos to Bd of Directors re developments (1.2); tel. conf. w/J. Goffman Skadden, re Bd. meeting and various issues relating to Al Fasola and the

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					Bd (1.0); review Blackstone financial presentation to Board (1.8); conf. with Blackstone re materials (1.2); draft memo to D. McCourt, Chairman and CEO, re Bd. meeting (1.2); prepare for Bd meeting (2.5); review Francisco Partners email and letter (.4).
07/16/04	D. Neier	540	2.40	\$ 1,296.00	Communications with Bostrom, Fasola, Bar-Cohen, Morris, Goffman, Haggerty re: bankruptcy strategy
07/19/04	D. Neier	540	1.20	\$ 648.00	Working travel to Princeton in prep for meeting (.9) communications with Bostrom re: board meeting (.3)
07/19/04	M. Botica	550	5.00	\$ 2,750.00	Preparation and travel re Board meeting on 7/20
07/19/04	D. Cunsolo	160	0.40	\$ 64.00	Review ECF notices, download and distribute all pleadings.
07/19/04	R. Bostrom	620	2.50	\$ 1,550.00	Review and analyze Blackstone and Skadden Board presentations re bankruptcy filing alternatives (2.5).
07/20/04	D. Neier	540	7.80	\$ 4,212.00	Prep for meeting with Bostrom, Fasola (1.3); attend board meeting with Debtors, Blackstone, Skadden (6.5)

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07/20/04	M. Botica	550	8.50	\$ 4,675.00	Preparation for Board meeting (2.8); attend Board meeting (2.7); travel to Chicago (3.0)
07/20/04	R. Bostrom	620	9.50	\$ 5,890.00	Conf. w/Lead Director, A. Fasola, Neier and Botica re case status and Board Meeting (1.6); prepare for and attend Board Meeting re Board Issues and analytical process (3.8); confs w/Dubel and Blackstone re Blackstone financial analysis to bankruptcy alternatives and Bd presentation (2.7); tel. confs w/potential compensation consultants re lead director compensation standards (.8); tel. confs. w/D McCourt, Chairman and CEO re same (.6).
07/21/04	R. Bostrom	620	12.20	\$ 7,564.00	Review materials, prepare for and attend conf w/Creditors Committee, counsel to Creditors Committee, Skadden, Alix Partners, D. McCourt, Chairman and CEO, A. Fasola, Lead Director, Blackstone, Chairman and CTA re financial presentation (3.2); review materials, prepare for and attend conf. w/Skadden, JP Morgan, counsel to JP Morgan, Alix Partners and Blackstone (3.6); attend tel. conf. w/Skadden, Blackstone and Deutsche Bank (1.0);

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					conf. w/Fasola and McCourt re content of discussion at meetings (1.2); conf. with Fasola and Skadden all re same presentation of financial and legal analysis for other parties to review and consider (.8); tel. conf. w/Compensation consultant at Pearl Meyer A. Fasola (.4); review RCN/AON and D&O insurance summarized policies (2.0)
07/21/04	D. Neier	540	7.80	\$ 4,212.00	Meeting with RCN, Skadden, Blackstone, HSBC, Alix Partners, Milbank, Committee re: bankruptcy strategy (5.5); communications with McCourt, Dubel, Fasola, Bostrom re: same (2.3)
07/21/04	D. Neier	540	0.70	\$ 378.00	Communications with Fischler re: D&O issues in bankruptcy and insurance versus release issues
07/21/04	D. Neier	540	0.30	\$ 162.00	Communications with Goffman and Morris re: D&O issues in bankruptcy
07/22/04	R. Bostrom	620	9.50	\$ 5,890.00	T. confs. with D. McCourt and B. Bar-Cohen of RCN re Board issues and process (1.7); research re D & O insurance tail and release issues (5.8); review and tel. confs w/Al Fasola Lead Director re bankruptcy filing scenarios,

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					Creditor Committee position and Board recommendation (1.2); tel. conf. w/Ellen Ito, head of HR, re corporate governance issues (.8).
07/22/04	D. Neier	540	1.00	\$ 540.00	Communications with Fischler re: D&O issues in bankruptcy (.6); communications with Bostrom and Fasola re: Bankruptcy strategy (.4)
07/23/04	D. Cunsolo	160	0.40	\$ 64.00	Review ECF notices, download and distribute all pleadings.
07/23/04	D. Neier	540	0.80	\$ 432.00	Communications with Fischler re: insurance versus release gap
07/25/04	R. Bostrom	620	4.50	\$ 2,790.00	Review and analyze D&O Insurance policies and release issues
07/26/04	R. Bostrom	620	9.50	\$ 5,890.00	Tel. confs w/Milbank re: status (.8); tel. confs w/A Fasola, Lead Director, re corp. governance issues (1.6); tel. confs. w/D. McCourt, Chairman and CEO and Bar-Cohen re status, recommendation to Bd, and Creditor Committee position (1.8); review plan options and lead director Fasola issues and tel. conf. w/Gene Roth, Chair of Nominating Committee re status (.8); tel. confs. w/Skadden Arps re status

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(1.5); review Skadden and Blackstone draft Board presentations re Plan options (3.0).

07/26/04	D. Neier	540	2.20	\$ 1,188.00	Communications with Bostrom, Fischler, Goffman, Morris, Blackstone, Dubel re: lockup, bankruptcy strategy
07/27/04	D. Neier	540	0.80	\$ 432.00	Communications with Bostrom re: bankruptcy strategy issues
07/28/04	D. Cunsolo	160	0.60	\$ 96.00	Review ECF notices, download and distribute all pleadings.
07/29/04	D. Cunsolo	160	0.40	\$ 64.00	Review ECF notices, download and distribute all pleadings.
07/30/04	D. Cunsolo	160	0.20	\$ 32.00	Review ECF notices, download and distribute all pleadings.
06/30/04	N. Walker	395	2.50	\$ 987.50	Attended RCN board meeting and participated as acting secretary.
<b>Total Hours</b>		<b>289.40</b>		<b>\$165,061.00</b>	



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### B160 - FEE/ EMPLOYMENT APPLICATIONS

Date	Attorney/Other Prof	Rate	Hours	Amount	Description
06/08/04	M. Jones	285	1.20	\$ 342.00	Teleconference with M. Botica re discussion of retention of Winston & Strawn as special counsel to the RCN Board of Directors (.4); begin preparation of list of parties in interest for conflicts search for Bostrom affidavit (.5); review of correspondence re same (.3)
06/08/04	M. Botica	550	2.70	\$ 1,485.00	Review background materials (1.2); phone conference with R. Morris re retention (.2); review SEC disclosure issues and Bondholder request (1.3)
06/09/04	D. Neier	540	1.40	\$ 756.00	Communications with D. Sullivan re: Winston & Strawn retention on behalf of the Board, bankruptcy strategy, access to information (.6); review Winston conflict check with respect to retention (.8)
06/09/04	M. Jones	285	3.60	\$ 1,026.00	Begin preparation of Bostrom affidavit (1.0); research re Section 327(e) (.8); research re retention of special counsel to debtors' board of directors in other bankruptcy cases (.6); review of

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correspondence from and preparation of  
correspondence to certain partners re  
Winston's representation of certain parties  
in interest in the RCN bankruptcy cases  
(1.2)

06/10/04 M. Jones	285	2.10	\$ 598.50	Begin review of conflicts results (.5); continue preparation of Bostrom affidavit (1.6)
06/11/04 M. Botica	550	1.00	\$ 550.00	Review various pleadings re background (.4); attention to Winston & Strawn application (.6)
06/11/04 R. Bostrom	620	3.40	\$ 2,108.00	Review bankruptcy court filings and W&S application (2.2); review and analyze RCN Corp. governance documents (1.2)
06/14/04 R. Bostrom	620	1.50	\$ 930.00	Review bankruptcy court filings re W&S retention
06/14/04 M. Jones	285	8.40	\$ 2,394.00	Continue conflicts review for preparation of Bostrom affidavit
06/15/04 M. Jones	285	6.70	\$ 1,909.50	Continue conflicts review for preparation of Bostrom affidavit
06/15/04 R. Bostrom	620	1.20	\$ 744.00	Review bankruptcy court pleadings re W&S retention

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06/16/04 M. Jones	285	8.20	\$ 2,337.00	Continue conflicts review for preparation of Bostrom affidavit (8.0); meeting with M. Botica re discussion of status of conflicts review (.2)
06/17/04 M. Jones	285	1.10	\$ 313.50	Continue conflicts review for preparation of Bostrom affidavit (.4); continue preparation of Bostrom affidavit (.7)
06/18/04 M. Jones	285	0.50	\$ 142.50	Review of UST objection to RCN's application to retain Skadden as its bankruptcy counsel (.3); preparation of correspondence to M. Botica re same (.2)
06/21/04 M. Jones	285	0.60	\$ 171.00	Review of Skadden's response to UST objection to RCN's application to retain Skadden as its bankruptcy counsel
06/21/04 R. Bostrom	620	4.40	\$ 2,728.00	Research and tel. confs. with D. McCourt, Chairman and CEO and A. Draft engagement letter (2.0); review conflicts issues re Declaration (2.4).
06/22/04 M. Jones	285	1.20	\$ 342.00	Meeting with M. Botica re discussion of results of conflicts review for Bostrom affidavit (.2); continue preparation of Bostrom affidavit (1.0)

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06/23/04 R. Bostrom	620	1.60	\$ 992.00	Revise engagement letter.
06/24/04 M. Jones	285	3.40	\$ 969.00	Teleconference with D. Neier and R. Bostrom re discussion of retention of Winston & Strawn as special counsel for RCN's board of directors and status of Bostrom affidavit (.2); continue conflicts review (.8); continue preparation of Bostrom affidavit (1.2); preparation of correspondence to M. Botica, R. Bostrom and D. Neier re transmittal of same and discussion of open issues pertaining to same (1.2)
06/25/04 D. Neier	540	3.60	\$ 1,944.00	Draft and revise retention papers (1.3); communications with Bostrom, Fasola, Dubel, Botica re: retention (.8); revisions to lead director memo and to retention letter (1.5)
06/25/04 M. Jones	285	0.60	\$ 171.00	Review of correspondence from D. Neier re retention of Winston & Strawn as special counsel to RCN's board of directors (.4); review of retention papers used in other bankruptcy cases (.2)
06/25/04 R. Bostrom	620	4.80	\$ 2,976.00	Revise and finalize and send engagement letter (2.2); review conflicts re Declaration and prepare process plan (2.6).

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06/28/04 M. Jones	285	0.20	\$ 57.00	Meeting with M. Botica re discussion of status of retention of Winston & Strawn as special counsel to the RCN Board of Directors
07/01/04 R. Bostrom	620	1.80	\$ 1,116.00	Review draft filings to bankruptcy court for W & S retention (1.8).
07/07/04 D. Neier	540	2.30	\$ 1,242.00	Draft and revise 327(e) retention application (2.0) communications with Morris Kelly and St. Clair re: same (.3)
07/09/04 M. Botica	550	2.60	\$ 1,430.00	Review Skadden and Blackstone materials re options available to RCN
07/09/04 R. Bostrom	620	0.40	\$ 248.00	Review Skadden filing for W & S retention (.4).
07/16/04 D. Neier	540	0.80	\$ 432.00	Communications with Sullivan re: retention
07/20/04 R. Fischler	570	1.00	\$ 570.00	Telephone calls with R. Bostrom re retention issues (.5); file review re retention issues (.5 )
07/22/04 D. Neier	540	0.70	\$ 378.00	Communications with Sullivan re: retention
07/23/04 D. Neier	540	0.90	\$ 486.00	Communications with Sullivan re: retention

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07/26/04 D. Neier	540	1.60	\$ 864.00	Communications with Sullivan re: retention and revisions to Order
07/27/04 D. Neier	540	0.60	\$ 324.00	Communications with Sullivan re: retention
07/28/04 D. Neier	540	1.30	\$ 702.00	Revisions to retention order and communications with Sullivan and Bostrom re: same
07/29/04 D. Neier	540	0.80	\$ 432.00	Communications with Sullivan re: retention and revisions to order
07/30/04 D. Neier	540	2.60	\$ 1,404.00	Attend hearing on retention
<b>Total Hours</b>		<b>80.80</b>	<b>\$35,614.00</b>	

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### B210 - BUSINESS OPERATIONS

Date	Attorney/Other Prof	Rate	Hours	Amount	Description
06/07/04	R. Bostrom	620	7.50	\$ 4,650.00	Research and tel. confs. with Lead Director, Al Fasola re Board of Directors duties and corporate governance issues (2.2); review 10-K and corporate governance documents re board of directors and committee (2.5); research and analysis re 8-K disclosure issues and Board responsibilities (2.0); review and analyze Creditor Committee Confidentiality Letter (.8).
06/08/04	R. Bostrom	620	8.50	\$ 5,270.00	Tel. confs with RCN directors (.5); tel. confs with Lead Director, Al Fasola (.5); tel. confs with Howard Ellin of Skadden (.5); research re 8-K disclosure issues and Board responsibilities (3.6). Review Confidentiality Agreement (.5), draft 8-K and related materials and Bankruptcy Court filings (2.9).
06/09/04	R. Bostrom	620	9.00	\$ 5,580.00	Meeting and tel confs re Confidentiality Agreement and disclosure issues (2.3); analyze bondholder demands for disclosures (2.0); tel. confs with RCN Board members (.8); tel. confs with

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Howard Ellin of Skadden (.6); analyze 8-K and FD disclosure issues (3.3).

06/09/04 L. Thompson	495	1.00	\$	495.00	Conference with D. Neier re use of escrow arrangement to secure company's obligations (.6); telephone conferences with E. Ito re escrow (.4)
06/10/04 R. Bostrom	620	9.00	\$	5,580.00	Meet with John Dubel of Alix Partners/RCN Corporation re issues in connection with RCN Board (1.5); tel. confs. with directors re disclosure issues and corporate governance issues going forward (3.3); review and analyze Bd. corp. governance issues (2.6); tel. confs re same with Al Fasola, Lead Director and David McCourt, Chairman and CEO (1.6).
06/10/04 D. Neier	540	1.50	\$	810.00	Communications with Thompson and Bostrom re: KERP (.8); review and revise KERP (.7)
06/10/04 L. Thompson	495	0.40	\$	198.00	Conference with D. Neier re bankruptcy issues related to KERP.
06/11/04 L. Thompson	495	1.30	\$	643.50	Conference call with R. Bostrom, D. Neier re KERP (.4); draft proposed modification of KERP plan documents



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(.6); telephone conference with R. Bostrom, E. Ito. re KERP plan modification (.3)

06/11/04	R. Bostrom	620	4.80	\$ 2,976.00	Conf. with Barack Bar-Cohen, D. McCourt, Chairman and CEO re corp. governance and fiduciary duties (2.0); tel. confs with Al Fasola, Lead Director re Board of Director corporate governance and fiduciary duties (1.8); review and analyze board directors and responsibilities (1.0)
06/14/04	R. Bostrom	620	5.50	\$ 3,410.00	Research and conf calls with David McCourt, Chairman and CEO and Al Fasola, Lead Director regarding D & O lock-up release and liability issues (3.2); tel. confs w/Al Fasola, Lead Director; research and tel. confs w/D. McCourt, Chairman and CEO (2.3); all re proposed consensual plan and Bd of Directors process going forward to comply with fiduciary duties.
06/14/04	L. Thompson	495	0.10	\$ 49.50	Consideration of KERP prop. plan modification
06/15/04	R. Bostrom	620	5.80	\$ 3,596.00	Meeting with David McCourt, Chairman and CEO of RCN regarding Bd of Director issues (including lead director and

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independence) and succession issues (2.8); review bondholder issues (2.0); tel. conf. with Al Fasola, Lead Director, re Lead Director issues and responsibilities (1.0).

06/16/04 R. Bostrom	620	8.40	\$ 5,208.00	Review and research Bd of Directors fiduciary duty issues and director independence (3.5); tel. confs with David McCourt, Chairman and CEO (.8); research re continued Sarbanes-Oxley responsibilities of board of directors of delisted company (3.5), tel. confs with Al Fasola, Lead Director, re Bd issues and lead director issues (.6).
06/17/04 R. Bostrom	620	8.00	\$ 4,960.00	Tel. confs with Al Fasola, Lead Director, re Skadden meeting to discuss status of case, Plan of Reorganization and strategy (1.8); prepare for meeting at Skadden (1.5); research and review board of Director fiduciary duty liability director independence issues and lead director status issues (4.0), tel. confs w/D.McCourt, Chairman and CEO re same (.7).
06/18/04 R. Bostrom	620	9.30	\$ 5,766.00	Review documents and prepare for and attend meeting at Skadden with David Neier (3.1); prepare summary of meeting

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for Board (1.3); tel. conf. with Al Fasola (.7); review and analyze Bd. liability issues re: fiduciary duties, lock-up release of D & O insurance (4.2).

06/21/04 R. Bostrom	620	0.80	\$	496.00	Tel. conf. with J. Dubel re status and cost cut issues for Bd report.
06/22/04 R. Bostrom	620	10.00	\$	6,200.00	Research re applicability of Audit Committee Independence Standards of Sarbanes and NASDAQ to delisted company (2.8); tel. confs. with McCourt re same re Bd committee composition (.5), tel. confs. with Fasola, Lead Director, re Lead Director (.5); draft memo re independence standards (2.8); research re lead director responsibilities and duties (3.4).
06/22/04 M. Simkin	495	0.40	\$	198.00	Review of Audit Committee charter
06/23/04 M. Simkin	495	1.20	\$	594.00	Research and draft memorandum re audit committee
06/23/04 R. Bostrom	620	9.40	\$	5,828.00	Confs. with McCourt, Chairman and CEO and Director and Audit Committee Member Tom O'Neill re Audit Committee issues; (1.8); tel. conf. with Dubel research and tel. conf. with A. Fasola, Lead

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Director, re: status and strategy of case and Bd issues (2.6); review and research SEC filings of companies re lead directors and roles of board directors (4.2); review Deutsche Bank Commitment Letter (.8).

06/24/04 R. Bostrom	620	10.50	\$	6,510.00	Draft memo re Audit Committee Independence under Sarbanes Oxley and NASDAQ (5.1), prepare for and attend lunch meeting for Board of Directors with John Dubel, Deborah Royster and Timothy Coleman and David Neier to discuss status of recommendations in case and plan going forward (3.4); tel. conf with Dubel (.8); tel. conf with McCourt, Chairman and CEO (.6), tel. conf. with Fasola, Lead Director, re same (.6).
06/24/04 M. Simkin	495	1.70	\$	841.50	Research re audit committee
06/25/04 R. Bostrom	620	5.20	\$	3,224.00	Research, draft, review and revise memo re Lead Director (2.2); tel. confs with McCourt, Chairman and CEO, Fasola, Lead Director and Dubel re analytical process going forward to formulate Board recommendation (3.0).
06/28/04 R. Bostrom	620	5.20	\$	3,224.00	Research, prepare for and participate in conf. call with McCourt, Chairman and

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CEO RCN Corp., Neier and Alfred Fasola, Lead Director, RCN Corp., regarding Board of Directors Meeting, corporate governance issues, filing of subs and substantive consolidation.

06/29/04 M. Botica	550	4.00	\$ 2,200.00	Preparation for Board meeting on 6/30 re operating company filing issues (3.3); phone conference with B. Bostrom re substantive consolidation (.7)
06/29/04 R. Bostrom	620	12.00	\$ 7,440.00	Prepare agenda and issues for Board of Directors meeting (2.8); review corporate governance issues, review and analyze unanimous consent resolutions and RCN by-laws (4.5); review Delaware Corporate law (1.4); tel. confs. with Al Fasola, Lead Director and David McCourt, Chairman and CEO (.3); dinner conf. with Fasola and McCourt re Board Meeting and recommendations to Board (3.0).
06/30/04 M. Botica	550	9.00	\$ 4,950.00	Attend meetings with A. Fasola and D. McGuire to discuss board meeting (2.0); attend Board meeting (1.5); preparation for meeting with Bondholders (3.5); meeting with York and Tudor re Bondholder issues (.8); meeting with

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Skadden re: status of case (1.2)

06/30/04 R. Bostrom	620	12.00	\$ 7,440.00	Prepare for and attend Board of Directors meeting (3.6); conf calls and meetings with Al Fasola and David McCourt (1.5); prepare for and attend confs and meetings with (1) Skadden Arps. (2.0) Creditor Committee Members as directed by Board of Directors (5.3), draft letter to professionals and creditor groups (1.0); confs. with Fasola, McCourt and Bar-Cohen of RCN re same (.6); analyze and consider Creditor Committee positions on substantive consolidation and subsidiary filings re Board of Directors position(1.2).
07/01/04 R. Bostrom	620	3.60	\$ 2,232.00	Review and research re board of director fiduciary duty issues (3.6).
07/01/04 D. Neier	540	4.40	\$ 2,376.00	Communications with and meeting with Committee representatives Dennis Dunne and Deidre Sullivan and Bob Bostrom re: plan negotiations (3.8); communications with N. Walker re: review of board minutes and preparation of board minutes (.6)
07/03/04 R. Bostrom	620	4.00	\$ 2,480.00	Review and analyze substantive consolidation issues and fiduciary duties of

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Board (1.5); conf. w/D. McCourt, Chairman and CEO; re same (.5); tel. confs with Lead Director, Al Fasola re Board fiduciary duties and a bd process to thoroughly review and analyze creditor committee position (1.0); review and develop process (1.0)

07/04/04 R. Bostrom	620	5.50	\$ 3,410.00	Review and draft recommendation to Board for review and analytical process to analyze all bankruptcy plan filing options consistent with Board fiduciary dates (4.0); tel. conf. w/McCourt, Chairman and CEO and Lead Director, Al Fasola re same (1.5).
07/05/04 R. Bostrom	620	4.50	\$ 2,790.00	Review and analyze Lead Director, Al Fasola's responsibilities, liabilities and compensation for Gene Roth, Chairman, Compensation Committee (2.5); review notes of June 30 Board Meeting (.5); review, research re Lead Director compensation and duties (1.5).
07/07/04 R. Bostrom	620	8.70	\$ 5,394.00	Develop and outline a methodology to ensure thorough analysis of Creditor Committee position by Blackstone, Skadden and Alix (3.2); research and review issues re Board meeting to present

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and approve methodology, communications w/Directors, and fiduciary duties of Board (3.0); research and analyze risks of filing options for Board of Directors (2.5).

07/08/04 R. Bostrom	620	4.40	\$ 2,728.00	Numerous tel. confs with David McCourt, Chairman & CEO, RCN Corp. re strategy with Creditor Committee, board meetings, potential bidders, Board liability issues (1.8); confs with Fasola, Lead Director and Barak Bar-Cohen re strategy, board meeting, communications with directors (1.6) attend meeting at D. Shaw (potential investor) w/Dubel and RCN team (1.0).
07/08/04 D. Neier	540	1.40	\$ 756.00	Communications with Bostrom re: D&O and corporate governance issues in bankruptcies
07/09/04 R. Bostrom	620	1.80	\$ 1,116.00	Confs. w/A. Fasola, Lead Director, Barak Bar-Cohen and head of Real Estate at RCN re cost cutting and lease negotiations (1.5); tel. conf. with Gene Roth, Chairman of RCN Nominating Committee (.3).
07/14/04 R. Bostrom	620	4.80	\$ 2,976.00	Tel. confs. with RCN officers (2.0); lead Director Fasola (1.0); attention to SEC



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letter re informal inquiry (1.8).

07/19/04 R. Bostrom	620	7.80	\$ 4,836.00	Prepare for Board presentation and meeting (4.4); conf. with D. McCourt, Chairman and CEO and Barak Bar-Cohen re Bd meeting (1.8); review Press Release (.8); tel. conf. w/Pearl Meyer re director compensation issues (.8).
07/21/04 L. Thompson	495	1.70	\$ 841.50	Draft summary of KERP payouts under alternative scenarios.
07/21/04 R. Fischler	570	1.50	\$ 855.00	Review AON D&O summaries (.5) and form of releases and exculpation (.1)
07/23/04 R. Bostrom	620	9.70	\$ 6,014.00	Review outstanding issues with lead Director A. Fasola and tel. confs w/Milbank re status (1.6); tel. confs w/A. Fasola, Lead Director re corp. governance issues (1.8); review and analyze recommendations to Board re plan filing (1.2) tel. confs w/D. McCourt Chairman and CEO and Bar-Cohen re status, recommendations to Bd, and Creditor Committee position (3.2); prepare for and tel. conf. w/Gene Roth, Chair of Nominating Committee re status of case and compensation issues (1.4); tel. confs w/Skadden Arps re: status (.5).

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07/23/04 M. Simkin	495	0.90	\$	445.50	Research audit and director independence questions
07/23/04 M. Botica	550	0.50	\$	275.00	Attention to Committee issues
07/23/04 R. Fischler	570	4.00	\$	2,280.00	Review release, exculpation provisions (.5); review reorganization plans, objections (1.0 ); conferences with D. Neier re release, D&O issues (.5); draft memo re same (2.0)
07/26/04 R. Fischler	570	2.80	\$	1,596.00	Review draft plan provisions and D&O policy provisions (1.0); draft memo re gap issue (1.8)
07/26/04 D. Morduchowitz	215	0.50	\$	107.50	Meet Robert Bostrom re Board issues
07/27/04 R. Bostrom	620	10.50	\$	6,510.00	Review Blackstone and Skadden Board memos and analyze Board fiduciary duty (2.0); Prepare for various confs w/Credit Comm Blackstone, Board, etc. (2.8) t. confs w/Creditor Committee, counsel to Debtor Blackstone, A, Fasola, Lead Director, D. McCourt, Chairman and CEO, B. Bar-Cohen, re Bd. recommendation of bankruptcy filings, financial analysis (3.9); review and research corp. gov. issues D & O ins and release (1.8).

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07/28/04 M. Simkin	495	1.00	\$ 495.00	Research re articles on independent auditors
07/28/04 R. Bostrom	620	10.40	\$ 6,448.00	Prepare for and attend conf. with A. Fasola, Lead Director, D. McCourt, Chairman and CEO, B. Bar-Cohen (3.6); draft and prepare Bd. Agenda and cover memo (2.8); review and analyze scenarios and recommendation (4.0).
07/29/04 D. Morduchowitz	215	10.00	\$ 2,150.00	Reviewed RCN Board Meeting minutes and materials for past 1 1/2 years re fiduciary duties
07/29/04 R. Bostrom	620	5.40	\$ 3,348.00	Review D & O ins. information (1.); confs w/Fasola, Lead Director and Bar-Cohen re D & O issues (.8); draft agenda and Bd. memo recommended plan (3.6).
07/30/04 D. Morduchowitz	215	5.00	\$ 1,075.00	Review of list of RCN Board Meeting minutes and materials
06/11/04 D. Neier	540	0.90	\$ 486.00	Communications with Thompson and Bostrom re: KERP (.4); review and revise KERP (.5)
<b>Attorney/Other Prof</b>		<b>277.20</b>	<b>\$162,358.00</b>	

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### B320 - PLAN & DISCLOSURE STATEMENT

Date	Attorney/Other Prof	Rate	Hours	Amount	Description
06/25/04	M. Botica	550	1.00	\$ 550.00	Attention to various issues related to Plan proposal (.6); phone conference re same (.4)
07/01/04	D. Neier	540	3.40	\$ 1,836.00	Meeting with A. Fasola and D. McCourt and B. Bostrom re: plan negotiations and strategy (1.3); research board protection issues for plan (1.7); communications with Dubel re: operations and plan negotiations (.4)
07/02/04	D. Neier	540	4.30	\$ 2,322.00	Draft and revise memo for Fasola re: plan negs. (2.8); communications with Bostrom, Fasola, Dubel and Bar-Cohen re: plan (1.5)
07/05/04	D. Neier	540	0.80	\$ 432.00	Communications with Bostrom re: plan negs. and board duties
07/12/04	D. Neier	540	5.70	\$ 3,078.00	Meeting with counsel for bondholders re: bankruptcy plan and strategy (3.5); meetings with Fasola, Bostrom and Bar-Cohen re: plan and bankruptcy strategy

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(1.4); draft and revise letter for Bar-Cohen re: possible alternative transaction (.8)

07/12/04 M. Botica	550	0.90	\$ 495.00	Review revised financial materials re Plan and filing alternatives
07/14/04 D. Neier	540	6.60	\$ 3,564.00	Communications with Goffman and Morris re: plan and bankruptcy strategy (2.3); communications with Dubel re: plan and bankruptcy strategy (2.6); communications with Fasola and Bostrom re: plan and bankruptcy strategy and meeting with Chase (1.7)
07/21/04 M. Botica	550	1.70	\$ 935.00	Review additional analysis re filing options prepared by Blackstone
07/23/04 D. Neier	540	0.60	\$ 324.00	Communications with Bostrom, Fasola, Bar-Cohen re: bankruptcy strategy and plan
07/28/04 R. Fischler	570	4.00	\$ 2,280.00	Review draft plan, D&O policy, and related documents (1.0); draft memo re gap issue (2.5); correspondence with D. Neier, R. Bostrom (0.5)
07/29/04 R. Bostrom	620	4.10	\$ 2,542.00	Review draft Plan of Reorganization and Settlement Agreement (2.8); tel. confs

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w/Chairman McCourt and lead Director Fasola re: plan (1.3).

07/29/04 M. Botica	550	2.75	\$ 1,512.50	Review draft Plan of Reorganization
07/29/04 R. Fischler	570	2.00	\$ 1,140.00	Revisions to gap analysis memo (1.0); review revised plan revisions and telephone call with D. Neier re same (1.0)
07/30/04 R. Bostrom	620	10.10	\$ 6,262.00	Tel. confs w/McCourt, Chairman and CEO re Plan of Reorganization and Bd materials (.9); tel. conf w/Fasola, Lead Director re Plan of Reorganization and Board materials; tel. confs with Skadden re Board materials (.8) and Plan of Reorganization (1.2); tel. confs with Alix, Blackstone and Skadden re bondholders and proposed changes to Plan of Reorganization (1.2); draft review, revise and redraft memorandum to Board re plan (.9); review Plan of Reorganization Disclosure Statement and Support Agreement (2.6); review D&O Insurance (1.2); conf. with Dubel of Alix Partners re plan (1.3).
07/30/04 D. Neier	540	7.20	\$ 3,888.00	Negotiations on plan with bondholders, Milbank, Blackstone, Alix Partners, Fasola

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07/31/04 R. Bostrom	620	6.30	\$ 3,906.00	Tel. confs. w/McCourt, Chairman and CEO (.8); review Bd memorandum and analyze proposed changes to plan in view of bondholder positions (1.6); analyze options and alternatives going forward and revise Bd memorandum; review June 30 Board meeting minutes (3.2); analyze D&O policies and AON information (.7)
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61.45 \$35,066.50

**Total for Legal Services**

**\$398,099.50**

### Timekeeper Summary

<u>Attorney/Other Prof</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees Billed</u>
R. Bostrom	421.50	620.00	261,330.00
R. Fischler	15.30	570.00	8,721.00
M. Botica	47.75	550.00	26,262.50
L. Thompson	9.00	495.00	4,455.00
M. Simkin	5.20	495.00	2,574.00
D. Neier	142.20	540.00	76,788.00
N. Walker	6.50	395.00	2,567.50
M. Jones	37.80	285.00	10,773.00
D. Morduchowitz	15.50	215.00	3,332.50

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<u>Attorney/Other Prof</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees Billed</u>
D. Cunsolo	8.10	160.00	1,296.00
<b>Total Attorney/Other Prof</b>	<b>708.85</b>		<b>398,099.50</b>

## Disbursements & Other Charges

<b>Date</b>	<b>Description</b>	<b>Amount</b>
07/28/04	Lodging Expense Overnight Stay in New York working late to prepare for morning meeting.	240.61
06/30/04	Local Travel expense: Transportation to New Canaan CT from NYC RE: Late dinner meeting and tel confs with Al Fasola, David McCourt and Barak Bar-Cohen re: Board of Director issues and bankruptcy scenario.	125.00
07/02/04	Local Travel Expense - Cab fare from New Canaan, CT to LaGuardia in connection with meeting with David McCourt	140.50
07/21/04	Local Travel Expense Everready Transportation - travel to NYC because of train problem and time factor ( R. Bostrom had meeting in City).	130.00
07/28/04	Telecom Services Telephone Calls	3.00



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RCN Corporation, Board of Directors

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### Disbursements & Other Charges

<b>Date</b>	<b>Description</b>	<b>Amount</b>
06/23/04	Business Meals VENDOR: Central Cafe; INVOICE#: 97575; INV DATE: 6/23/2004 R. Bostrom	79.75
06/30/04	Business Meals VENDOR: Central Cafe; INVOICE#: 96841; INV DATE: 6/30/2004 R. Bostrom	87.30
07/19/04	Business Meals Refreshments with Al Fasola, Lead Director, RCN Corp	17.00
07/19/04	Business Meals Dinner re late night working with D. McCourt, Chairman and CEO, RCN and Barak Bar-Cohen, VP RCN in preparation for Board Meeting	100.50
07/28/04	Business Meals Breakfast	37.09
07/28/04	Business Meals Dinner with A. Fasola, Lead Director, RCN	77.14
<b>Total Disbursements &amp; Other Charges</b>		<b>\$1,037.89</b>
<b>Total Due This Invoice</b>		<b>\$399,137.39</b>

**WINSTON & STRAWN LLP**

200 Park Avenue  
New York, NY 10166-4193  
TAX ID NO. 36-1975990

RCN Corporation, Board of Directors  
Attn: Alfred Fasola, Lead Director  
105 Carnegie Center  
Princeton, NJ 08540

Invoice # 1830723  
Invoice Date 08/20/04  
Client Matter No. 082179.00001

**Client Remittance Copy**

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Total Fees	\$398,099.50
Total Disbursements	1,037.89
<b>Total Due This Invoice</b>	<b>\$399,137.39</b>

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Remittance Address		For Wire Transfers/ACH Payments
<b>Via Mail:</b> Winston & Strawn LLP 36235 Treasury Center Chicago, IL 60694-6200	<b>Via Delivery Service:</b> c/o Harris Bank Remittance Winston & Strawn LLP 311 W. Monroe 7th Floor, Lockbox #36235 Chicago, IL 60606	Harris Bank - Chicago, Illinois ABA/Routing Number: 071 000 288 Account Number: 449-675-8 Account Name: Winston & Strawn LLP SWIFT Code: HATRUS44 (International Wires) Please reference invoice/client matter number.

**WINSTON & STRAWN LLP**

200 Park Avenue  
New York, NY 10166-4193  
TAX ID NO. 36-1975990

RCN Corporation, Board of Directors  
Attn: Alfred Fasola, Lead Director  
105 Carnegie Center  
Princeton, NJ 08540

Invoice # 1830723  
Invoice Date 08/20/04  
Client Matter No. 082179.00001

**Remittance Advice**

Please include this remittance page with your payment

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Total Fees	\$398,099.50
Total Disbursements	1,037.89
<b>Total Due This Invoice</b>	<b>\$399,137.39</b>

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Remittance Address		For Wire Transfers/ACH Payments
<b>Via Mail:</b> Winston & Strawn LLP 36235 Treasury Center Chicago, IL 60694-6200	<b>Via Delivery Service:</b> c/o Harris Bank Remittance Winston & Strawn LLP 311 W. Monroe 7th Floor, Lockbox #36235 Chicago, IL 60606	<b>Harris Bank - Chicago, Illinois</b> ABA/Routing Number: 071 000 288 Account Number: 449-675-8 Account Name: Winston & Strawn LLP SWIFT Code: HATRUS44 (International Wires) Please reference invoice/client matter number.