

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York 10036-6522
(212) 735-3000
Jay M. Goffman (JG 6722)
J. Gregory St. Clair (GS 8344)
Frederick D. Morris (FM 6564)

Attorneys for Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	:	
In re	:	Chapter 11
	:	
RCN CORPORATION, <u>et al.</u> ,	:	Case No. 04-13638 (RDD)
	:	
	:	(Jointly Administered)
Debtors.	:	
	:	
-----X	:	

**FEE STATEMENT OF SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
OF FEES FOR PROFESSIONAL SERVICES RENDERED AND
DISBURSEMENTS INCURRED AS COUNSEL FOR THE DEBTORS FOR THE
PERIOD FROM THE PETITION DATE THROUGH JUNE 30, 2004**

Skadden, Arps, Slate, Meagher & Flom LLP ("Skadden, Arps"), counsel for RCN Corporation ("RCN") and certain of its direct and indirect subsidiaries, debtors and debtors-in-possession in the above-captioned jointly administered chapter 11 reorganization cases (collectively, the "Debtors"), hereby submit this statement of fees and disbursements for the period May 27, 2004 (the "Petition Date") through June 30, 2004 (the "Fee Period"), in accordance with the Court's June 22, 2004, Administrative Order Under 11 U.S.C. §§ 105 And 331 Establishing Procedures For Interim Compensation And Reimbursement Of Expenses Of Professionals, the Court's Administrative Orders dated June 20, 1991 and April 19, 1995, and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, dated January 30, 1996.¹ Skadden, Arps' retention was

¹ Skadden, Arps reserves the right to amend the amounts listed in the event that
(continued...)

approved by the Court on a final basis on June 22, 2004. The monthly fee statements for the Fee Period are attached hereto as Exhibits A-C.

PROFESSIONAL SERVICES

For professional services, Skadden, Arps' fees are based in part on its guideline hourly rates, which are periodically adjusted in the normal course of the firm's business, often due to the increased experience of a particular professional. Skadden, Arps and the Debtors have agreed that Skadden, Arps' bundled rate structure will apply to these cases and, therefore, Skadden, Arps will not be seeking to be separately compensated for certain staff, clerical, and resource charges for which it normally charges. The rates set forth below are the guideline hourly professional and paraprofessional fee rates used in the bundled rate structure.

¹ (...continued)

a subsequent review of its books and records reveals that additional professional services were rendered or expenses were incurred on behalf of the Debtors, which services or expenses were not processed by the firm's computer system before this statement was prepared. In addition, Skadden, Arps reserves the right to seek such additional fees or expenses in subsequent fee applications.

**TIME SUMMARY TO FEE STATEMENT OF SKADDEN,
ARPS, SLATE, MEAGHER & FLOM LLP FOR THE PERIOD
FROM THE PETITION DATE THROUGH 30, 2004²**

<u>NAME</u>	<u>YEAR OF ADMISSION</u>	<u>RATE³</u>	<u>HOURS</u>	<u>AMOUNT</u>
<u>PARTNERS</u>				
Peter A. Atkins	1969	\$760	6.70	\$ 5,092.00
Howard L. Ellin	1991	735	61.70	45,349.50
Jay M. Goffman	1984	760	60.70	46,132.00
John K. Lyons	1989	575	26.00	14,950.00
Maxwell M. Miller	1988	720	33.00	23,760.00
J. Gregory Milmo	1976	760	5.80	4,408.00
Matthew A. Rosen	1976	760	17.50	13,300.00
J. Gregory St. Clair	1990	595	99.30	59,083.50
TOTAL PARTNERS			310.70	\$212,075.00
<u>COUNSEL</u>				
Thomas J. Matz	1976	\$495	187.90	\$ 93,010.50
Juliette W. Pryor	1982	495	50.00	24,750.00
TOTAL COUNSEL			237.90	\$117,760.50
<u>ASSOCIATES</u>				
Kris Agarwal	2003	\$355	94.50	\$ 33,547.50
John E. Alessi	2003	295	8.00	2,360.00
Grenville R. Day	1998	440	162.50	71,500.00
Mordecai L. Geisler	2003	320	56.90	18,208.00
Jeffrey A. Greenblatt	1997	460	11.20	5,152.00
Keith M. Hamlin	1999	440	5.50	2,420.00

² As an accommodation to the Debtors, Skadden, Arps has voluntarily reduced its fees by \$8,862.00, which represents time for partners, counsel, associates, and paraprofessionals billing less than five (5) hours during this period.

³ Non-working travel time is billed at 50% of the professionals standard hourly billing rate. Accordingly, hours billed for non-working travel time, included in Exhibit A attached hereto, have been reduced by 50%.

Brian P. Kelly	2001	395	194.40	76,788.00
Nick Mancuso	2002	355	93.50	33,192.50
Evan A. Michael	2003	320	102.80	32,896.00
Frederick D. Morris	1995	475	171.20	81,320.00
Joseph A. Rotter	2002	355	74.70	26,518.50
Rena M. Samole	2000	395	81.80	32,311.00
Manan D. Shah	2002	420	5.50	2,310.00
Bennett S. Silverberg	2001	395	5.40	2,133.00
Stephanie L. Teicher	1997	475	10.50	4,987.50
Sina Toussi	1995	460	166.20	76,452.00
Jennifer E. Underwood	Pending	295	35.60	10,502.00
TOTAL ASSOCIATES			1,280.20	\$512,598.00
<u>PARAPROFESSIONALS</u>				
Malikah Ashby		\$195	13.50	\$ 2,632.50
Michael L. Kreiner		135	20.60	2,781.00
Rebecca J. Levy		120	20.70	2,484.00
Joseph J. Roman		85	10.30	875.50
Stephanie Skelly		170	139.60	23,732.00
Mark P. Sullivan		135	5.50	742.50
TOTAL PARAPROFESSIONALS			210.20	\$ 33,247.50
TOTAL			2,039.00	\$875,681.00

A complete itemization of tasks performed by the aforementioned professionals and paraprofessionals during the Fee Period and a time summary of charges attributable to each professional and paraprofessional for each matter are attached hereto as Exhibits A and B, respectively.

DISBURSEMENTS

Consistent with its agreement with the Debtors, and firm policy with respect to its other bankruptcy clients, Skadden, Arps will continue to charge the Debtors for all other services provided and for other charges, expenses and disbursements incurred in the rendition of professional services. These charges, expenses and disbursements include, among other things, costs for telephone charges, photocopying, travel, business meals, computerized research, messengers, couriers, postage, witness fees and other fees related to trials and hearings.⁴

⁴

Charges and disbursements are invoiced pursuant to Skadden, Arps' Policy Statement Concerning Charges and Disbursements Under Standard Bundled Rate Structure, a copy of which is attached to the Engagement Agreement previously submitted with the affidavit of Jay M. Goffman filed with the Debtors' application to retain Skadden, Arps as counsel to the Debtors.

**DISBURSEMENT SUMMARY TO FEE STATEMENT OF
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP FOR THE
PERIOD FROM THE PETITION DATE THROUGH JUNE 30, 2004⁵**

Computer Legal Research	\$ 26,616.95
Long Distance Telephone	284.18
In-House Reproduction (@\$.10 per page)	3,812.50
Outside Reproduction	632.48
Outside Research	1.00
Court Reporting	881.60
Out-Of-Town Travel	3,418.00
Business Meals ⁶	248.18
Courier & Express Carriers (e.g., Federal Express) ⁷	419.26
Postage	28.87
Other	<u>3,377.54</u>

CLIENT TOTAL: \$39,720.56

A complete itemization of disbursements for the Fee Period is attached hereto as Exhibit C.

⁵ Skadden, Arps bills clients for reasonable charges and disbursements incurred in connection with an engagement. Clients are billed for external charges at the actual cost billed by vendors or, in the case of telephone calls, at the approximate tariff rate. The disbursements and charges reflected on this statement are only those that have been booked at the end of this billing period. Due to normal bookkeeping procedures, many charges and disbursements are not recorded until later periods. Skadden, Arps reserves the right to amend the amounts listed herein to include such previously unbilled disbursements.

⁶ Business Meals are charged to a client if an attorney is meeting with a client during breakfast, lunch or dinner.

⁷ Express carriers are used only when first class mail is impracticable and the exigencies of time require this form of delivery. Couriers are used only when time is of the essence.

BRIEF DESCRIPTION OF SERVICES RENDERED

During the Fee Period, the services performed by Skadden, Arps for the Debtors included the following:

- **Case Administration.** Skadden, Arps attorneys spent significant time on the day to day administration of the Debtors' chapter 11 cases, including preparing for and attending the first-day hearing and hearings on matters related to the Debtor's exit financing, use of cash collateral, retention of professionals, and continuation of the Debtors' employee retention and severance program.
- **Plan and Disclosure Statement.** Skadden, Arps attorneys spent considerable time assisting the Debtors in their continuing efforts to formulate and draft a Plan of Reorganization and associated Disclosure Statement.
- **Financing Matters.** Skadden, Arps attorneys advised the Debtors with respect to financing matters, including matters related to approval of the Deutsche Bank Exit Financing Commitment and the Debtors' use of cash collateral.
- **Regulatory and SEC Matters.** Skadden, Arps attorneys advised the Debtors with respect to various matters in connection with filings required by the SEC.
- **Employee Matters.** Skadden, Arps attorneys advised the Debtors with respect to various employee matters associated with filing for relief under Chapter 11 of the Bankruptcy Code, including issues related to the continuation of their preexisting employee retention and severance program.
- **Tax Matters.** Skadden, Arps attorneys advised the Debtors with respect to various tax matters in connection with the proposed restrictions on trading in the Debtors' debt and equity securities.

**SUMMARY OF FEES AND DISBURSEMENTS OF SKADDEN,
ARPS, SLATE, MEAGHER & FLOM LLP FOR THE PERIOD
FROM THE PETITION DATE THROUGH JUNE 30, 2004**

TOTAL PROFESSIONAL FEES	\$875,681.00
TOTAL DISBURSEMENTS	<u>\$39,720.56</u>
<u>TOTAL FEES AND DISBURSEMENTS FOR THE FEE PERIOD</u>	<u>\$915,401.56</u>
80% OF PROFESSIONAL FEES	\$700,544.80
100% OF DISBURSEMENTS	<u>\$39,720.56</u>
<u>TOTAL AMOUNT LESS 20% HOLDBACK</u>	<u>\$740,265.36</u>

Served upon: Debtor
RCN Corporation (Attention: Deborah M. Royster, Esq.)

Counsel to the Official Committee of Unsecured Creditors
Milbank, Tweed, Hadley & McCloy LLP (Attention: Dennis Dunne, Esq.)

United States Trustee
Office of the United States Trustee (Attention: Paul K. Schwartzberg, Esq.)

Counsel to the Agent for the Debtors' Prepetition Credit Facility
Simpson Thacher & Bartlett (Attention: Peter V. Pantaleo, Esq.)

Dated: New York, New York
July 20, 2004

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

/s/ Jay M. Goffman
Jay M. Goffman (JG 6722)
J. Gregory St. Clair (GS 8344)
(Members of the Firm)
Frederick D. Morris (FM 6564)
Four Times Square
New York, New York 10036-6522
(212) 735-3000

Attorneys for Debtors and
Debtors-in-Possession

EXHIBIT A

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

RCN Corporation (DIP)
General Corporate Advice

Bill Date: 07/07/04
Bill Number: 1019561

NAME	DATE	HOURS	DESCRIPTION
ATKINS PA	06/08/04	3.20	TEL. CONF. WITH H. ELLIN (SASM&F) RE BONDHOLDER REQUEST FOR INFO DISCLOSURE AND RELATED ISSUES (1.7); CONF. CALL WITH J. DUBEL, P. HOGAN, D. ROYSTER (ALL RCN), H. ELLIN (SASM&F) RE BONDHOLDER DISCLOSURE REQUEST (.3); PARTICIPATION IN RCN TELEPHONIC BOARD MEETING (1.0); FOLLOW UP CALL WITH J. DUBEL (RCN) RE BONDHOLDER DISCLOSURE REQUEST (.2).
ATKINS PA	06/09/04	1.20	TEL. CONF. WITH H. ELLIN (SASM&F) RE VARIOUS ISSUES, REGARDING 8-K AND RELATED MATTERS (.7); PARTICIPATE IN TELEPHONIC BOARD CALL (.5).
ATKINS PA	06/10/04	0.70	TEL.CONF. WITH J. CROWE (RCN DIRECTOR) RE BOARD MATTERS.
ATKINS PA	06/11/04	0.30	VMM FROM J. DUBEL (COO OF RCN) RE INTERFACE WITH W&S (.1); CONSIDER BOARD INTERFACE ISSUES (.2).
ATKINS PA	06/14/04	0.50	TEL. CONF. WITH H. ELLIN RE BOARD-RELATED ISSUES; STATUS.
ATKINS PA	06/16/04	0.80	TEL. CONF. WITH J. GOFFMAN/H. ELLIN (SASM&F) RE OVERALL STATUS/TIMING/ISSUES OF CASE (.8); TELEPHONE CONVERSATION WITH J. GOFFMAN (SASM&F) (.2); AND J. BUTLER (SASM&F) (.1); RE RETENTION; REVIEW DRAFT UST PAPERS (.3).
		6.70	
ELLIN HL	06/09/04	2.50	ATTEND CONF. CALLS W/COUNSEL TO THE BOARD.
ELLIN HL	06/10/04	1.00	ANALYSIS OF TIMES AND PROCESS (.5); ATTEND CONF. CALL W/RCN (.5).
ELLIN HL	06/14/04	2.00	ANALYSIS OF DISCLOSURE SCHEDULE, AND VARIOUS CORPORATE ISSUES.
ELLIN HL	06/15/04	2.00	ATTEND CONF. CALL RE: FINANCING (1.0); CONF. CALL RE: GENERAL CONTRACT ISSUES (1.0).
ELLIN HL	06/18/04	1.50	MEETING W/BANK COUNSEL (1.0); CONF. CALLS W/DEB ROYSTER (.5).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

		9.00	
Total Partner		15.70	
DAY GR	06/24/04	1.80	REVIEW ISSUES RE: CORP RESOLUTIONS.
		1.80	
MORRIS FD	06/04/04	0.50	RESEARCH AND ANALYSIS RE: FIDUCIARY DUTIES.
MORRIS FD	06/08/04	6.40	T.CONF. W/ J. DUBEL RE CORPORATE GOVERNANCE (.2); T.CONF. W/ J. DUBEL RE CORPORATE GOVERNANCE (.1); T.CONF. W/ M. BOTTICA RE CORPORATE GOVERNANCE (.2); T.CONF. W/ D. ROYSTER, B. WORRALL, J. DUBEL RE BOND DISCLOSURE ISSUES (.4); T.CONF. W/ B. BOSTRUM RE BOARD MEETING, DISCLOSURE ISSUES (.5); T.CONF. W/ J. DUBEL, P. ATKINS, H. ELLIN, D. ROYSTER, P. BRADSHAW, P. HOGAN, B. WORRALL, T. COLEMAN RE PREPARATION FOR BOARD CALL (1.2); BOARD CALL (.7); WORK RE BONDHOLDER DISCLOSURE ISSUES (.5); WORK RE COLEMAN AFFIDAVIT; WORK RE BOARD REPRESENTATION ISSUES (2.6).
MORRIS FD	06/10/04	0.40	T.CONF. W/ P. BRADSHAW RE SOX CONSULTANT.
MORRIS FD	06/14/04	0.30	WORK RE BOARD ADVISOR RETENTION.
MORRIS FD	06/16/04	1.40	T.CONF. W/ D. NEIER RE BOARD ISSUES (.2) AND RELATED CORRESPONDENCE (.2); WORK RE NASDAQ INFORMATION REQUEST (.7); WORK RE BOARD ISSUES (.3).
MORRIS FD	06/18/04	1.70	MEETING W/ J. GOFFMAN, B. BOSTRUM, D. NEIER RE CORPORATE GOVERNANCE ISSUES.
MORRIS FD	06/20/04	0.50	WORK RE SECTION 363(B) RETENTION PLEADINGS FOR PROPOSED BOARD COUNSEL.
MORRIS FD	06/23/04	0.30	WORK RE RETENTION OF BOARD COUNSEL.
MORRIS FD	06/24/04	0.50	T.CONF. W/ D. NEIER, B. BOSTROM RE WINSTON RETENTION (.2), WORK RE RETENTION OF BOARD COUNSEL (.3).
MORRIS FD	06/29/04	0.20	LETTER T. C. PROTO RE NASDAQ INFORMATION REQUEST.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

	12.20
Total Associate	14.00
MATTER TOTAL	<u>29.70</u>

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

RCN Corporation (DIP)
Automatic Stay (Relief Actions)

Bill Date: 07/07/04
Bill Number: 1019561

NAME	DATE	HOURS	DESCRIPTION
ST. CLAIR J	06/17/04	0.90	REVIEW SHUMAN MOTION FOR RELIEF FROM STAY.
		0.90	
Total Partner		0.90	
MATZ TJ	06/18/04	0.40	REVIEW SHUMAN LIFT STAY MOTION AND WORK ON SAME.
		0.40	
Total Counsel		0.40	
MORRIS FD	06/04/04	0.20	T.CONF. W/ K. LEDERER RE STAY RELIEF REQUEST.
MORRIS FD	06/17/04	0.70	REVIEW AND ANALYSIS RE SHUMAN LIFT STAY REQUEST (.5); DRAFT LETTER TO P. BRADSHAW RE SAME (.2).
MORRIS FD	06/18/04	1.80	T.CONF. W/ J. MILLERMAN RE LIFT STAY MOTION (.2); T.CONF. W/ N. UNGER RE LIFT STAY MOTION (.2); T.CONF. W/ N. UNGER, J. MILLERMAN RE SCHEDULING LIFT STAY MOTION (.2); T.CONF. W/ N. UNGER RE LIFT STAY MOTION (.1); T.CONF. W/ D. SULLIVAN RE LIFT STAY MOTION (.2); REVIEW LIFT STAY PAPERS AND WORK RE RESCHEDULING OF SAME (.9).
MORRIS FD	06/20/04	0.30	REVIEW ADDITIONAL CORR. AND PLEADINGS RELATED TO SHUMAN LIFT STAY REQUEST.
MORRIS FD	06/21/04	0.40	T.CONF. W/ P. BRADSHAW RE SHUMAN, KERP, SECTION 510(B) ISSUES.
MORRIS FD	06/23/04	0.50	T.CONF. W/ P. BRADSHAW RE SHUMAN LIFT STAY MOTION (.2); REVIEW REVISED SHUMAN LIFT STAY PLEADINGS (.3).
MORRIS FD	06/24/04	1.40	T.CONF. W/ D. SULLIVAN RE LIFT STAY MOTION (.2); T.CONF. W/ P. BRADSHAW RE LIFT STAY, LEASE GUARANTEE (.2); REVISE LIFT STAY ORDER (.4), T.CONF. W/ P. BRADSHAW RE SAME (.2), T.CONF. W/ P. BRADSHAW, N. UNGER RE REVISED LIFT STAY ORDER (.2); DRAFT LETTER TO D. SULLIVAN RE REVISED LIFT STAY ORDER (.2).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

MORRIS FD	06/25/04	0.90	T.CONF. W/ D. SULLIVAN RE SHUMAN LIFT STAY MOTION (.2); T.CONF. W/ D. SULLIVAN RE PROPOSED LIFT STAY ORDER (.2); T.CONF. W/ T. CLARK RE LIFT STAY ORDER (.2); DRAFT LETTER TO CHAMBERS RE REVISED LIFT STAY ORDER (.3).
		6.20	
UNDERWOOD JE	06/24/04	2.00	RESEARCH SHUMAN LIFT-STAY ORDER; DRAFT SHUMAN ORDER.
		2.00	
Total Associate		8.20	
SKELLY S	06/25/04	1.30	PREPARE SHUMAN ORDER FOR CHAMBERS.
		1.30	
Total Legal Assistant		1.30	
MATTER TOTAL		<u>10.80</u>	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

RCN Corporation (DIP)
Case Administration

Bill Date: 07/07/04
Bill Number: 1019561

NAME	DATE	HOURS	DESCRIPTION
ELLIN HL	05/28/04	0.70	REVIEW FIRST DAY ORDERS AND RELATED MATTERS.
		0.70	
GOFFMAN JM	05/27/04	1.00	TC'S WITH COURT RE: FIRST DAY HEARINGS (.3); TC'S WITH NUMEROUS CREDITORS, REPORTERS, J. DUBEL, TIM COLEMAN, ETC. RE: 1ST DAY HEARINGS AND RELATED ISSUES (.7).
GOFFMAN JM	05/28/04	1.50	TC J. DUBEL RE: FIRST DAY STRATEGY ISSUES (.8); REVIEW AND REVISE MATERIALS FOR FIRST DAY HEARING (.7).
GOFFMAN JM	05/31/04	2.20	PREP FOR 1ST DAY HEARINGS (1.5); REVIEW AND REVISE VARIOUS MOTIONS AND APPLICATIONS (.7).
GOFFMAN JM	06/01/04	7.00	PREPARE FOR FIRST DAY HEARINGS (2.0); REVIEW ALL PLEADINGS THERETO AND MEETING WITH CLIENTS THERETO (4.0); MEETING WITH U.S. TRUSTEE RE: SKADDEN RETENTION ISSUES AND FOLLOW UP TC'S (1.0).
GOFFMAN JM	06/02/04	5.50	PREP FOR AND REPRESENT DIP AT FIRST DAY HEARINGS (4.5); POST HEARINGS TC'S W/CLIENT RE: STRATEGY ISSUES (1.0).
GOFFMAN JM	06/03/04	1.50	FOLLOW UP FROM FIRST DAY MEETINGS AND TC'S WITH CLIENT THERETO.
GOFFMAN JM	06/16/04	1.30	MEETINGS RE: UPCOMING HEARINGS AND ALL POTENTIAL OBJECTIONS.
GOFFMAN JM	06/17/04	1.50	FOLLOW UP ON OBJECTIONS TO DB MOTION, SKADDEN RETENTION, CASH COLLATERAL, ETC., TC'S THERETO.
GOFFMAN JM	06/18/04	1.50	PREP FOR 6/22 HEARING.
GOFFMAN JM	06/21/04	7.00	PREP FOR HEARINGS ON USE OF CASH COLLATERAL, DEUTSCHE BANK FINANCING AND VARIOUS RETENTIONS INCLUDING REVIEW OF VARIOUS OBJECTIONS, RESPONSES AND RELEVANT CASES.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

GOFFMAN JM	06/22/04	4.00	PREP FOR AND REPRESENT RCN DEBTORS AT HEARINGS RE: DEUTSCHE BANK FINANCING; VARIOUS RETENTIONS, CASH COLLATERAL, ETC. (3.5); FOLLOW UP STRATEGY TC'S WITH J. DUBEL, ETC. (.5).
GOFFMAN JM	06/25/04	2.50	TC'S RE: UPCOMING HEARING; POTENTIAL OBJECTION, PLAN, DISC. ST. & TIMING ISSUES (1.0); REVIEW DOCUMENTS THERETO (1.5).
GOFFMAN JM	06/29/04	0.50	PREP FOR COURT HEARING.
GOFFMAN JM	06/30/04	3.50	MEETINGS RE: UPCOMING HEARING (.5); REVIEW OBJECTION (.5); REVIEW AND REVISE RESPONSE (1.0); PREP FOR COURT HEARING (1.5).
		40.50	
ST. CLAIR J	06/08/04	1.90	REVIEW AND REVISE CASE CALENDAR (.4); WORK ON WELLS FARGO TRADING RESTRICTION ISSUES (.9); REVIEW AND REVISE LETTERS REGARDING PENDING MOTIONS (.6).
ST. CLAIR J	06/09/04	0.70	REVIEW AND COMMENT ON NOTICE OF COMMENCEMENT.
ST. CLAIR J	06/11/04	0.40	REVIEW AND REVISE CALENDAR.
ST. CLAIR J	06/17/04	0.60	REVIEW HEARING AGENDA.
ST. CLAIR J	06/21/04	0.10	REVIEW AND COMMENT ON HEARING AGENDA.
ST. CLAIR J	06/29/04	1.40	PREPARE FOR AND PARTICIPATE IN CONFERENCE CALL WITH D. ROYSTER AND D. KORTREY RE: CASE ADMINISTRATION.
		5.10	
Total Partner		46.30	
MATZ TJ	05/28/04	6.50	WORK ON FIRST DAY MATERIALS (SPEAKING OUTLINE AND ALL INTERIM AND FINAL ORDERS) AND TRADING IN STOCK/NOL ORDERS & NOTICES.
MATZ TJ	06/01/04	4.80	CALL WITH J. MILLERMAN RE: COURT FILINGS AND CHAMBER PROCEDURES (.3); WORK ON PREPARATIONS FOR FIRST DAY HEARINGS ON JUNE 2 (4.5).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

MATZ TJ	06/02/04	9.60	PREPARATION FOR FIRST DAY HEARINGS INCLUDING DISCUSSIONS WITH T. HORVAT & D. ROYSTER RE: SAME AND FINALIZING MATERIALS FOR COURT (4.5); ATTEND COURT W/ REPRESENTATIVES OF ALIX PARTNERS AND RCN ON THE FIRST DAY MOTIONS (2.8); MEET WITH J. MILLERMAN TO FINALIZE VARIOUS FIRST DAY ORDERS AND NOTICES (.8); FOLLOW UP ON NOTICING AND SERVICE OF FIRST DAY ORDERS AND NOTICES, CASE CALENDAR AND TASK LIST FOR THE CASES (1.5).
MATZ TJ	06/03/04	1.30	CALLS WITH J. MILLERMAN RE: DOCKETED ORDERS, OTHER MOTIONS FOR JUNE 22, MOTION FOR SEALING AND FOLLOW UP RE: SAME (.6); WORK ON CASE CALENDAR AND FOLLOW UP RE: DOCKET (.7).
MATZ TJ	06/04/04	4.50	WORK ON KERP MOTION, DEUTSCHE BANK SEALING MOTION AND ALL FRIST DAY INTERIM ORDERS (3.0); WORK ON NOL PLEADINGS AND DISCUSSION WITH BSI RE: SERVICE (1.5).
MATZ TJ	06/07/04	0.50	WORK ON SERVICE MATTERS AND CALLS WITH H. BAER (BSI) RE: SAME.
MATZ TJ	06/08/04	1.40	FOLLOW UP RE: NOTICE OF COMMENCEMENT OF CASES (.2); WORK ON AMENDED NOTICES AND SERVICE OF PLEADINGS MATTERS (1.2).
MATZ TJ	06/14/04	0.80	WORK ON CASE CALENDAR/TIMELINE (.4); CORRESPONDENCE AND FOLLOW UP RE: BSI RCN WEBSITE AND DOCKETED ITEMS (.4).
MATZ TJ	06/15/04	0.70	D. KORTREY RE: CASE SCHEDULES (.2); WORK ON EQUITY HOLDER LIST, FILING (.3); CALL WITH CLERK'S OFFICE RE: SAME (.2).
MATZ TJ	06/16/04	2.00	WORK ON OUTSTANDING MATTERS FOR JUNE 22 AND JULY 1 HEARING (.7); AND FOLLOW UP WITH OTHERS RESPONSIBLE FOR SAME (.9); CALL WITH D. KORTREY RE: MATTERS FOR JUNE 22 AND CASE CALENDAR (.2); FOLLOW UP RE: SAME (.2).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

MATZ TJ	06/17/04	1.70	CALL WITH CHAMBER RE: ADJOURNMENT OF NOL MOTION (.1); CALLS WITH M. MILLER, P. GOODMAN, B. LOGAN RE: SAME (.2); FOLLOW UP RE: CONFIRMATION (.1); UPDATE CASE TIMELINE AND CALENDAR (.4); CORRESPONDENCE WITH D. KORTREY RE: SAME (.1); ENGAGE IN FILE MANAGEMENT, COORDINATION AND PREPARATION OF AGENDA LETTER FOR JUNE 22 HEARINGS (.8).
MATZ TJ	06/18/04	1.10	WORK ON PLEADINGS BINDER AND SPEAKING OUTLINE FOR JUNE 22 HEARING.
MATZ TJ	06/20/04	0.60	REVIEW AND COMMENT ON DRAFT AGENDA LETTER FOR JUNE 22 HEARING (.3); UPDATE CASE CALENDAR/TIMELINE (.3).
MATZ TJ	06/21/04	4.60	WORK ON SPEAKING OUTLINE FOR ALL JUNE 22 HEARING MOTIONS INCLUDING TWO ADJOURNED, FOUR UNCONTESTED AND THREE CONTESTED (DEUTSCHE BANK EXIT FINANCING, CASH COLLATERAL, SKADDEN RETENTION) MOTIONS (4.0); WORK ON AGENDA LETTER FOR JUNE 22 HEARING (.4); CALL WITH J. MILLERMAN (CHAMBERS) RE SAME AND RESPONSES TO OBJECTIONS (.2).
MATZ TJ	06/22/04	0.30	FOLLOW UP RE COURT DOCKETING OF ALL JUNE 22 ORDERS (.2); CALL WITH D. KORTREY RE SAME (.1).
MATZ TJ	06/25/04	0.30	WORK ON AGENDA LETTER FOR JULY 1 HEARINGS (.1); CALL WITH CHAMBERS RE: ADJOURNMENT OF NOL EQUITY TRADING MOTION (.2).
MATZ TJ	06/28/04	0.30	UPDATE CASE CALENDAR.
MATZ TJ	06/30/04	0.20	COMPLETE AGENDA LETTER FOR JULY 1 HEARING.
		41.20	
Total Counsel		41.20	
AGARWAL K	05/27/04	12.20	REVISE AND EDIT VARIOUS FIRST DAY MOTIONS (10.9); DRAFT NOTICE OF AGENDA (1.3).
AGARWAL K	05/28/04	7.00	REVISE AND EDIT FIRST DAY OUTLINES (5.3); WORK ON LIST OF PROFESSIONALS BILLING TO RCN (.7); PREPARE BLUE BACKS FOR DISTRUBUTION (1.0).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

AGARWAL K	06/01/04	7.90	REVISE AND EDIT FIRST DAY OUTLINE (.8); DRAFT PRO HAC MOTION FOR M. MILLER (1.8); RESEARCH 503(B) ISSUES (2.1); REVIEW AND PULL MOTIONS/ORDERS FOR FIRST DAY HEARING BINDERS (3.2).
AGARWAL K	06/02/04	0.40	REVISE PRO HAC MOTIONS.
AGARWAL K	06/03/04	0.70	CREATE BINDER WITH BAR DATE AND INTERIM COMPENSATION MATERIALS.
AGARWAL K	06/25/04	2.70	WORK ON SPEAKING OUTLINE FOR HEARING.
		30.90	
DAY GR	05/27/04	1.40	REVIEW ISSUES RE: FILING OF PETITIONS AND SERVICE OF FIRST DAY MOTIONS AND ORDERS.
DAY GR	05/28/04	0.90	REVIEW ISSUES RE: SERVICE OF FIRST DAY MOTIONS AND ORDERS.
DAY GR	05/28/04	2.20	REVIEW AND REVISE SPEAKING OUTLINE FOR FIRST DAY HEARING.
DAY GR	05/30/04	4.30	REVISE FIRST DAY HEARING OUTLINES (2.4); REVIEW ORDERS AND OTHER DOCUMENTS RELATED TO FIRST DAY HEARING (1.9).
DAY GR	05/31/04	1.40	REVISE FIRST DAY HEARING OUTLINES.
DAY GR	06/01/04	3.20	REVISE SPEAKING OUTLINES FOR FIRST DAY HEARING.
DAY GR	06/02/04	3.80	FINALIZE OUTLINES FOR FIRST DAY HEARING (2.6); ATTEND FIRST DAY HEARING (1.2).
DAY GR	06/04/04	6.90	DRAFT AND REVISE NOTICES OF COMMENCEMENT, NOL MOTION, RETENTION APPLICATIONS, EXIT FINANCING MOTION, BAR DATE MOTION AND INTERIM COMP MOTION, AND OVERSEE SERVICE OF SAME ON APPROPRIATE PARTIES.
DAY GR	06/09/04	2.40	DRAFT AND REVISE CASE CALENDAR.
DAY GR	06/21/04	2.10	PREPARE ORDERS, BLACKLINES, ETC. FOR 6/22 HEARING.
		28.60	
GEISLER ML	05/28/04	3.00	DRAFT, EDIT OUTLINE FOR FIRST DAY HEARING.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

GEISLER ML	06/01/04	3.50	PREPARE BINDER OF RELEVANT ORDERS CORRESPONDING TO FIRST DAY MOTION BINDER (3.3); READ AND COMMENT ON SPEAKING OUTLINE OF FIRST DAY MOTIONS; REVISE / EDIT SPEAKING OUTLINE OF FIRST DAY MOTIONS (.2).
GEISLER ML	06/03/04	1.00	EDIT/DRAFT FINAL ORDERS IN ACCORDANCE W/COURT'S INTERIM ORDERS.
GEISLER ML	06/22/04	1.00	PREPARE BINDERS OF CASES FOR HEARING.
		8.50	
KELLY BP	05/27/04	15.00	REVIEW FIRST DAY PLEADINGS BEFORE FILING, AND REVISE AS NECESSARY (9.5); COORDINATE WITH CLIENT, OTHER SKADDEN ATTORNEYS, LEGAL ASSISTANTS AND OUTSIDE PROFESSIONALS (INCLUDING CLAIMS AGENT) RE: PROCESS, INCLUDING NOTICING AND SERVICE ISSUES (5.5).
KELLY BP	05/28/04	7.80	COORDINATE WITH SKADDEN TEAM AND BSI RE: PROCESS, INCLUDING NOTICING ISSUES AND "NEW" MOTIONS (2.5); COORDINATE W/ LEGAL ASSISTANTS RE: ASSEMBLING FIRST DAY BINDERS AND RELATED DOCUMENTS (1.0); COORDINATE REVISIONS OF FIRST DAY HEARING OUTLINES AND REVIEW AND EDIT (2.7); REVIEW BAR DATE, INTERIM COMP, DB PLEADINGS AND UNDERLYING DB DOCS AND COORDINATE ASSEMBLY OF BINDERS FOR J. GOFFMAN AND SKADDEN TEAM (1.0), DRAFT DETAILED E-MAIL WITH ALL DOCS ATTACHED AND SEND TO SKADDEN TEAM (.6).
KELLY BP	05/31/04	2.00	REVIEW AND EDIT FIRST DAY HEARING OUTLINES.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

KELLY BP	06/01/04	7.90	NOTICE MOTIONS AND HEARING OUTLINES - REVIEW AND MARKUP (.2), RUN CHANGES (1.1), PRINT, ORGANIZE AND DELIVER TO J. GOFFMAN (.8); CREATE BINDER OF ORDERS CITED IN FIRST-DAY MOTIONS -- COORDINATE WORK (.5), REVIEW BINDER AGAINST MOTIONS (.9), ADD ORDERS ON PACER TO BINDER (1.2); INTERIM AND FINAL ORDERS FOR NOL MOTION -- REVIEW COMMENTS, RUN CHANGES, REVIEW REVISED DRAFTS AND CIRCULATE E-MAIL (1.5); ASSIST IN PREPARING BINDERS, BLUEBACKS AND BLACKLINES FOR FIRST-DAY HEARING (1.7).
KELLY BP	06/02/04	5.50	REVIEW J. GOFFMAN COMMENTS (2 ROUNDS) TO HEARING OUTLINE, RUN CHANGES AND REVIEW OUTLINE, SUBMIT REVISED DRAFT AND BLACKLINE FOR REVIEW (1.5); NOL MOTION - ADDRESS NOTICE ISSUES (.5); ASSIST WITH GETTING MATERIALS READY FOR HEARING, INCLUDING BINDERS, BLUEBACKS, BLACKLINES, ORDERS CITED (1.8); MEET W/ SKADDEN TEAM RE: HEARING FOLLOW-UP, ORGANIZE CASE CALENDAR, AND ALLOCATE RESPONSIBILITY OVER NEXT 2 DAYS FOR NOTICING, NOTICE MOTIONS, SCHEDULES (1.7).
KELLY BP	06/03/04	8.80	NOTICING / SERVICE ISSUES -- REVIEW AND REVISE INTERIM ORDERS AND NOTICES AND COORDINATE SERVICE WITH BSI (5.6); REVIEW NOL PLEADINGS AND COORDINATE NOTICING / SERVICE (3.2).
KELLY BP	06/04/04	8.30	REVISE NOTICES AND INTERIM ORDERS, PDF NOTICE W/ CONFORMED SIG AND MERGE INTO PDF OF UNDERLYING DOCS AND SEND TO BSI FOR SERVICE (3.0); COORDINATE W/ BSI RE: SERVICE OF ALL INTERIM ORDERS AND NOTICES (.6); REVIEW/EDIT NOL PLEADINGS AND COORDINATE W/ BSI RE: SERVICE (1.5); REVIEW/EDIT NOTICE PLEADINGS--INT. COMP, BAR DATE, DEUTSCHE BANK-- AND COORDINATE SERVICE W/ BSI (3.2).
KELLY BP	06/07/04	3.40	REVIEW NOTICING ISSUES AND NOTICE PLEADINGS (1.2); DILIGENCE RE: AP SERVICES REQUEST AND FORWARD SAME TO R. MCWILLIAMS (2.2).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

KELLY BP	06/08/04	3.70	REVIEW AND EDIT LETTERS TO OBTAIN BENEFICIAL OWNER INFO. RE: STOCKS AND BONDS, SEND TO CLIENT (.8); DISCUSSION W/ D. KORTREY RE: INFORMATION REQUESTED IN LETTERS VS. INFORMATION ALREADY REC'D (.6); RESPOND TO D. KORTREY RE: DATA ROOM INDEX (.5); NOTICE OF COMMENCEMENT - REVIEW AND REVISE, SEND TO CLERK AND TRUSTEE FOR REVIEW AND SIGN-OFF (1.8).
KELLY BP	06/09/04	4.10	NOTICING ISSUES -- REVIEW/EDIT NOTICE OF COMMENCEMENT (1.4), COORDINATE SERVICE OF NOTICE OF COMMENCEMENT W/ BSI & INNISFREE (1.2); FIELD CALLS FROM SHAREHOLDERS AND VENDORS RE: DOCUMENTS SERVED (1.0); COORDINATE W/ J. SULLIVAN RE: NOL NOTICE (.5).
KELLY BP	06/10/04	0.70	DISTRIBUTE INSURANCE FINANCING MOTION / ORDER (.3); FIELD CALLS FROM RCN STOCKHOLDERS RE: DOCUMENTS SERVED (.4).
KELLY BP	06/11/04	0.40	FIELD CALLS FROM STOCKHOLDERS AND VENDORS RE: DOCUMENTS SERVED.
KELLY BP	06/16/04	1.80	COORDINATE W/ S. SKELLY RE: BINDER FOR 6/22/04 HEARING (.5); RESEARCH RE: VARIOUS FILING AND NOTICING MATTERS (1.3).
KELLY BP	06/17/04	7.00	PHONE CALLS TO STOCKHOLDERS (.3); REVIEW "NEW" FIRST DAY ISSUES (.5); DRAFT CONFLICT WAIVERS (5.1); MATTERS RELATING TO 6/22/04 HEARING (1.1);.
KELLY BP	06/18/04	6.50	RESEARCH PRECEDENT FOR CONFIDENTIALITY AGREEMENT (.3); LOCAL RULE RESEARCH (.3); PREPARATION FOR 6/22/04 HEARING - - REVIEW/EDIT PLEADINGS, RUN BLACKLINES (1.4); AGENDA FOR 6/22 HEARING, MAKE CONFORMING CHANGES TO INDEX AND BINDERS (2.5); RUN EDITS TO VARIOUS PLEADINGS TO REFLECT COMMENTS FROM VARIOUS PARTIES (MILBANK, WHITE & CASE, STB, SKADDEN) (2.0).
KELLY BP	06/19/04	2.40	FOR 6/22/04 HEARING -- COORDINATE PREPARATION OF BINDERS (1.8); DRAFT AGENDA (.6).
KELLY BP	06/21/04	7.90	DRAFT HEARING AGENDA (.8); REVIEW AND UPDATE HEARING BINDERS (2.1); PREPARE MATERIALS FOR HEARING (5.0).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

KELLY BP	06/21/04	4.90	PREPAREATION FOR "ALL SUB" FILING.
KELLY BP	06/22/04	0.40	PREPARE MATERIALS FOR HEARING.
KELLY BP	06/24/04	1.10	REVIEW CORPORATE / FILING ISSUES AND E-MAIL E. MICHAEL W/ QUESTIONS.
KELLY BP	06/25/04	0.40	DRAFT AGENDA FOR JULY 1 HEARING.
KELLY BP	06/28/04	0.40	REVISE/EDIT JULY 1 HEARING AGENDA.
KELLY BP	06/29/04	0.50	REVISE/EDIT AGENDA FOR JULY 1 HEARING.
KELLY BP	06/30/04	2.50	DRAFT HEARING OUTLINE (1.8); REVISE/EDIT AGENDA (.7).
		103.40	
MANCUSO N	05/27/04	14.00	CONTINUE TO REVISE/EDIT FIRST-DAY PAPERS AND ASSIST IN FILING FOR CHAPTER 11 RELIEF (7.4); ATTENTION TO NOTICING ISSUES, PREPARATION OF FIRST-DAY BINDERS, AND T/CS W/ BSI RE: NOTICES (5.4); REVISE/EDIT BAR DATE MOTION/ORDER/NOTICE/EXHIBITS (1.2).
MANCUSO N	05/28/04	0.80	ATTENTION TO NOTICING ISSUES (.4); STRATEGY SESSION RE: TIME DETAILING (.4).
MANCUSO N	06/01/04	3.80	COORDINATE DISTRIBUTION OF FIRST- DAY BINDERS (.9), AND PREPARE MATERIALS FOR FIRST DAY HEARING (2.9).
MANCUSO N	06/02/04	5.50	CONTINUE PREPARING MATERIALS FOR FIRST -DAY HEARING (4.8); STRATEGIZE RE: NOTICING ISSUES FOLLOWING FIRST-DAY HEARING (.7).
MANCUSO N	06/03/04	13.00	ATTENTION TO NOTICING ISSUES INCLUDING REVISE/EDIT NOTICES, REVIEW DOCKET, PREPARE SERVICE PACKAGES FOR DISTRIBUTION, STRATEGY RE: SERVICE AND MOTIONS TO BE FILED, AND COMMUNICATE W/ BSI RE: SERVICE OF SAME.
MANCUSO N	06/04/04	9.20	REVISE/EDIT AND PREPARE ENTERED ORDERS AND RELATED DOCS FOR SERVICE AND COMMUNICATE W/ BSI RE: SAME.
MANCUSO N	06/07/04	0.20	ATTENTION TO SERVICE ISSUES.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

MANCUSO N	06/08/04	0.90	REVIEW OUTSTANDING ISSUES/DOCKET AND T/CS E-MAILS RE: SAME (.6); ATTENTION TO SERVICE ISSUES/MSL (.3).
MANCUSO N	06/10/04	1.10	ATTENTION TO NOTICING ISSUES, T/CS, E-MAILS W/ BSI RE: SAME.
MANCUSO N	06/11/04	2.80	ATTENTION TO NOTICING ISSUES (.2); DRAFT NOTICE/EXECUTE/AND FILE (.9); COORDINATE SERVICE OF MOTIONS (1.7).
MANCUSO N	06/14/04	1.00	ATTENTION TO NOTICING/SERVICE ISSUES (.6); REVIEW AFFIDAVIT OF SERVICE FOR FILING (.4).
MANCUSO N	06/15/04	1.00	PREPARE FOR 6/22 HEARING (.9); ATTENTION TO SERVICE ISSUES (.1).
MANCUSO N	06/16/04	2.70	ATTENTION TO SERVICE ISSUES (.3); STRATEGY SESSION W/ RCN TEAM (1.4); FOLLOW UP RE: SAME (1.0).
MANCUSO N	06/18/04	2.70	REVIEW OBJECTIONS FILED AND SUMMARIZE AND DISTRIBUTE SAME (.4); DRAFT SPEAKING OUTLINE FOR 6/22 HEARING (2.3).
MANCUSO N	06/19/04	1.50	REVISE EDIT SPEAKING OUTLINE.
MANCUSO N	06/21/04	6.40	PREPARE MATERIALS FOR 6/22 HEARING (4.4); REVISE/EDIT 6/22 SPEAKING OUTLINE (1.7); ATTENTION TO SERVICE ISSUES (.3).
MANCUSO N	06/22/04	5.20	CONTINUE TO PREPARE MATERIALS FOR HEARING (2.3); ATTEND HEARING (1.7); FOLLOW UP RE: SAME (.8); ATTENTION TO SERVICE ISSUES W/ BSI (.4).
MANCUSO N	06/25/04	0.20	ATTENTION TO SERVICE ISSUES W/ BSI.
MANCUSO N	06/29/04	1.20	REVISE/EDIT 7/1 HEARING OUTLINE (.9); STATUS RE: HEARING (.1); ATTENTION TO SERVICE ISSUES (.2).
		73.20	
MORRIS FD	05/27/04	3.10	T.CONF. W/ J. MILLERMAN RE FIRST DAY HEARINGS (.2); T.CONF. W/ P. SCHWARTZBERG RE FILING, FIRST DAY HEARING (.2); WORK RE FIRST DAY NOTICING AND SUPERVISION RE SAME (2.1); T.CONF. W/ J. MILLERMAN RE FIRST DAY HEARING (.1); T.CONF. W/ D. SULLIVAN RE FIRST DAY HEARING (.2); REVISE FIRST DAY AGENDA (.3).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

MORRIS FD	05/28/04	2.70	WORK RE POST-FILING COORDINATION (1.1); WORK RE PREPARATION FOR FIRST DAY HEARING (1.2); T.CONF. W/ D. KORTREY RE REVISIONS TO CREDIT LISTS, RETENTION ISSUES (.4).
MORRIS FD	05/30/04	3.50	REVIEW FIRST DAY MOTIONS, ORDERS, OUTLINE, AND RELATED PREPARATION FOR FIRST DAY HEARING.
MORRIS FD	05/31/04	0.50	WORK RE PREPARATION RE FIRST DAY HEARING.
MORRIS FD	06/01/04	4.30	T.CONF. W/ J. DUBEL RE FIRST DAY HEARING (.2); T.CONF. W/ D. SULLIVAN RE FIRST DAY HEARING, CREDITORS, RETENTION APPLICATIONS (.3); T.CONF. W/ J. KATZ RE FIRST DAY HEARINGS, AGENDA, BONDHOLDER INFORMATION REQUESTS (.5); WORK RE RESPONDING TO BONDHOLDER INFORMATION REQUESTS RE FIRST DAY ISSUES (.4); PREPARATION FOR FIRST DAY HEARINGS (2.2); WORK RE PRO HAC MOTION (.2); T.CONF. W/ P. BRADSHAW RE BONDHOLDER REQUEST (.2); T.CONF. W/ D. SULLIVAN RE FIRST DAY HEARING (.1); T.CONF. W/ D. SULLIVAN RE FIRST DAY HEARINGS (.2).
MORRIS FD	06/02/04	8.80	T.CONF. W/ D. DUNNE, D. SULLIVAN, J. GOFFMAN RE FIRST DAY HEARING (.4); PREPARATION FOR FIRST DAY HEARING (2.3); ATTEND FIRST DAY HEARING AND RELATED TRAVEL (4.2); WORK RE REVISIONS TO FIRST DAY ORDERS AND NOTICES FOR ENTRY (.8); WORK RE COORDINATING NOTICING FIRST DAY ORDERS (.7); WORK RE CASE CALENDAR (.4).
MORRIS FD	06/03/04	1.40	WORK RE NOTICING FIRST DAY ORDERS (.7); WORK RE CASE CALENDAR (.3); T.CONF. W/ D. TATAR RE IDENTITY OF DEBTORS (.2); T.CONF. W/ D. SULLIVAN RE CASE CALENDAR, PLAN TIMING, CASH COLLATERAL BUDGET (.2).
MORRIS FD	06/07/04	1.20	WORK RE NOTICING (.5); WORK RE CASE CALENDAR (.3); T.CONF. W/ T. HORVAT RE NOTICING (.2); T.CONF. W/ T. HORVAT, H. COLVIN RE NOTICE OF COMMENCEMENT, EQUITY TRADING RESTRICTIONS NOTICE, BAR DATE NOTICE (.2).
MORRIS FD	06/08/04	0.20	REVIEW REVISED NOTICE OF COMMENCEMENT.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

MORRIS FD	06/09/04	1.00	MULT. T.CONFS. W/ D. KORTREY RE NCTC; T.CONF. W/ J. KIDDOO RE FCC LETTER; T.CONF. W/ D. ROYSTER RE KEMPER, WORK RE SAME; WORK RE SUBSIDIARY LITIGATION ISSUES; T.CONFS. W/ C. BRALEY RE BECOM ATTACHMENT OPTIONS AND WORK RE SAME.
MORRIS FD	06/14/04	0.20	T.CONF. W/ D. SULLIVAN RE PENDING MOTIONS.
MORRIS FD	06/16/04	1.60	REVIEW COMMITTEE COMMENTS TO 6/22 PROPOSED ORDERS (.4); T.CONF. W/ D. SULLIVAN RE FINAL ORDERS, DEUTSCHE BANK MOTION, BAR DATE ORDER MODIFICATION, PROPOSED SUBSIDIARY PROTOCOL (.4); T.CONF. W/ E. GRAFF RE BAR DATE ORDER MODIFICATION, FINAL CASH COLLATERAL ORDER, EVERGREEN ADEQUATE PROTECTION REQUEST (.4); WORK RE 6/22 ORDERS (.4).
MORRIS FD	06/17/04	0.70	WORK RE STATUS OF 6/22 MOTIONS (.3); WORK RE CASE CALENDAR (.4).
MORRIS FD	06/18/04	0.50	ATTENTION TO CASE CALENDAR AND SCHEDULING (.3); T.CONF. W/ D. SULLIVAN RE HEARING DATES (.2).
MORRIS FD	06/20/04	0.20	REVIEW HSBC 2019 STATEMENT.
MORRIS FD	06/21/04	8.80	WORK RE PREPARATION FOR 6/22 HEARINGS, INCLUDING PREPARATION FOR THREE CONTESTED MATTERS (EXIT FACILITY COMMITMENTS, CASH COLLATERAL, SKADDEN RETENTION) AND POTENTIAL EVIDENTIARY HEARING.
MORRIS FD	06/22/04	6.00	PREPARATION FOR HEARING RE MULTIPLE MATTERS (EXIT FACILITY, SKADDEN RETENTION, CASH COLLATERAL, OTHERS) (2.9); ATTEND EXIT FACILITY, SKADDEN RETENTION, CASH COLLATERAL, ETC. HEARINGS AND RELATED MEETING WITH CHAMBERS RE ENTRY OF ORDER (2.7); WORK RE SCHEDULING ISSUES (.4).
MORRIS FD	06/23/04	0.20	DRAFT LETTER TO P. HOGAN, A. HORVAT RE CASH COLLATERAL ORDER.
MORRIS FD	06/25/04	0.50	WORK RE CASE CALENDAR ISSUES (.3); T.CONF. W/ J. MILLERMAN, T. MATZ RE CASE MANAGEMENT (.2).
MORRIS FD	06/28/04	0.20	T.CONF. W/ C. COMPITELLO RE BAR DATE ORDER, CASE NOTICES.

45.60

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

TOUSSI S	05/27/04	7.80	EDIT AND REVISE FIRST DAY NOTICE MOTIONS, INCLUDING NOL MOTION AND ORDERS (2.2); REVIEW PACER FILINGS AND DOCKET ENTRIES FOR ACCURACY AND ADDRESS AND RESOLVE ISSUES RE SAME (2.1); TEAM MEETING RE NOTICE PROCEDURES AND SERVICE LISTS, ADDRESS AND RESOLVE ISSUES RE SERVICE AND NOTICE (1.6); PREPARE BINDERS FOR SERVICE, CONFERENCE CALL WITH SERVICE AGENT (.7); ADDRESS FIRST DAY ISSUES AND OUTLINE (1.2).
TOUSSI S	05/28/04	7.40	ADDRESS FIRST DAY ISSUES, INCLUDING PREPARING BINDERS AND OUTLINES FOR FIRST DAY HEARING (3.1); TEAM MEETING RE: STRATEGY FOR FIRST DAYS, ADDRESS AND RESOLVE ISSUES RELATED TO SAME (1.8); REVIEW SPEAKING OUTLINES AND DRAFT PLEADINGS, EDIT AND REVISE SAME (2.5).
TOUSSI S	06/01/04	3.60	REVIEW FIRST DAY OUTLINE AND PLEADINGS, EDIT AND REVISE SAME (1.2); REVIEW FIRST DAY BINDERS AND RELATED DOCUMENTS (.7); VARIOUS TEAM MEETINGS RE CASE STATUS AND PREPARATION FOR FIRST DAY HEARING (.9); REVIEW NOTICE MOTIONS AND NOTICE PROCEDURES (.8).
TOUSSI S	06/02/04	2.90	ADDRESS AND RESOLVE ISSUES RELATED TO FIRST DAY ORDERS AND MOTIONS, ATTEND TEAM MEETING RE OUTSTANDING ISSUES (2.1); ADDRESS ISSUES RE NOTICE MOTIONS (.8).
TOUSSI S	06/08/04	0.60	REVIEW DOCKET ENTRIES AND ADDRESS ISSUES RE DOCKET ENTRIES.
TOUSSI S	06/09/04	0.60	REVIEW DOCKET ENTRIES RE RECENT FILINGS.
TOUSSI S	06/10/04	1.90	REVIEW DOCKET ENTRIES RE RECENT FILINGS (1.0); ADDRESS ISSUES RE AFFIDAVIT OF SERVICE AND OTHER SERVICE ISSUES RELATED TO DB FINANCING MOTION (.9).
TOUSSI S	06/11/04	0.90	ADDRESS AND RESOLVE ISSUES RE DOCKET ENTRIES, REVIEW CORRESPONDENCE, VARIOUS TEAM DISCUSSIONS RE STATUS.
TOUSSI S	06/14/04	0.60	REVIEW DOCKET ENTRIES AND ADDRESS ISSUES RE: SAME.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

TOUSSI S	06/15/04	2.20	ADDRESS AND RESOLVE ISSUES RE: UPCOMING HEARING RE: NOL MOTION AND RETENTION APPLICATIONS, VARIOUS TELEPHONE CALLS WITH TEAM MEMBERS RE: SAME.
TOUSSI S	06/16/04	1.80	TEAM MEETING TO DISCUSS STATUS OF CASE AND PENDING TASKS, ADDRESS AND RESOLVE ISSUES RE: SAME.
TOUSSI S	06/17/04	2.90	ADDRESS ISSUES RE: CASH COLLATERAL ORDER, RETENTION APPLICATION AND PREPARING HEARING OUTLINE.
TOUSSI S	06/18/04	3.90	PREPARE HEARING OUTLINE, AND REVIEW INTERIM COMP MOTION, BAR DATE MOTION AND BLACKSTONE RETENTION APPLICATIONS IN CONNECTION WITH SAME (2.5); REVIEW DOCKET ENTRIES INCLUDING OBJECTIONS TO CASH COLLATERAL MOTION, ADDRESS ISSUES RE: SAME (1.4).
TOUSSI S	06/21/04	10.10	PREPARE FOR 6/22 HEARING, INCLUDING PREPARING SPEAKING OUTLINE (1.8), QUESTION/ANSWER LIST FOR WITNESSES AND OTHER PREPARATION ISSUES FOR DEUTSCHE BANK FINANCING MOTION (3.2); OTHER FIRST DAY MOTIONS/OBJECTIONS PREPARATION (2.2); REVIEW BINDERS FOR HEARING AND ADDRESS ISSUES RE SAME (2.9).
TOUSSI S	06/22/04	6.80	ATTEND AND PREPARE FOR COURT HEARING ON MOTIONS RELATED TO DEUTSCHE BANK FINANCING AND RETENTION APPLICATIONS, VARIOUS TELEPHONE CONFERENCES IN PREPARATION FOR SAME (4.2); REVIEW ORDERS AND RELATED DOCKET ENTRIES (.8); PREPARE OUTLINE IN CONNECTION WITH HEARING, EDIT AND REVISE SAME (1.8).
TOUSSI S	06/23/04	0.80	REVIEW RECENTLY FILED DOCUMENTS AND ORDERS.
TOUSSI S	06/29/04	1.10	ADDRESS FIRST DAY PREP ISSUES IN CONNECTION WITH VARIOUS FIRST DAY MOTIONS; REVIEW DOCKET ENTRIES AND DOCUMENTS.
TOUSSI S	06/30/04	1.50	ADDRESS ISSUES RE STATUS OF FIRST DAY FILINGS, REVIEW CORRESPONDENCE, REVIEW BACKGROUND SECTION.

57.40

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

UNDERWOOD JE	05/27/04	2.10	REVISE/EDIT BACKGROUND SECTIONS TO FIRST-DAY MOTIONS (.8); CONFORM INDEX AND MOTION TITLES (1.3).
UNDERWOOD JE	06/01/04	4.50	RESEARCH TRANSCRIPTS OF FIRST-DAY HEARINGS (1.5); OBTAIN MOTION RE EQUITY TRADING AND ALL EXHIBITS AND CONVERT TO PDF FOR INTER-ATTORNEY DISTRIBUTION (1.0); RESEARCH LOCAL RULES AND BANKRUPTCY CODE RE FILING UNDER SEAL (2.0).
UNDERWOOD JE	06/16/04	1.70	STRATEGY RE NEXT STEPS IN THE CASE.
		8.30	
Total Associate		355.90	
ASHBY M	05/26/04	1.60	PREPARE FIRST DAY PLEADINGS FOR FILING.
ASHBY M	05/27/04	8.40	PREPARE FOR FILING (4.1); PREPARE OF COURTESY COPIES OF FIRST DAY PLEADINGS (4.3).
ASHBY M	05/28/04	0.60	PREPARE COURTESY COPIES OF FIRST DAY PLEADINGS.
		10.60	
KREINER ML	05/27/04	10.40	FILE CHAPTER 11 CASE AND PREPARE MATERIALS FOR ATTORNEY REVIEW.
KREINER ML	05/28/04	1.00	ASSIST WITH HEARING PREPARATION.
KREINER ML	06/04/04	0.60	PREPARE BLUEBACKS FOR CHAMBERS COPIES OF MOTIONS AND ORDERS.
KREINER ML	06/28/04	0.60	PREPARE FAX RE: LIFT STAY ORDER AND SERVE SAME.
		12.60	
LEVY RJ	05/28/04	4.80	PREPARE AND UPDATE BINDERS RE: FIRST DAY PAPERS (1.0), REVIEW AND REVISE BLUEBACKS (1.5), PREPARE BLACKLINE BINDER OF FIRST DAYS (2.3).
LEVY RJ	06/01/04	8.30	PREPARE AND SEND FIRST DAY BINDERS INTERNALLY AND EXTERNALLY (.5); PREPARE BLUEBACKS, DISK, LABELS AND EXTRA COPIES FOR HEARING (6.3); PULL SIGNED ORDERS FOR PRECEDENT BINDER (1.5).
LEVY RJ	06/02/04	1.50	REVIEW DISKS FOR FIRST DAY HEARING (1.0); ORGANIZE DOCUMENTS FOR COURT (.5).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

LEVY RJ	06/03/04	0.80	UPDATE FILES.
LEVY RJ	06/04/04	0.30	PREPARE BLUEBACKS TO BE SENT DOWN TO COURT.
LEVY RJ	06/07/04	1.00	PREPARE BLUEBACKS AND COURTESY COPIES FOR COURT.
LEVY RJ	06/08/04	1.20	FILE AND SERVE THE COLEMAN AFFIDAVIT AND MOTION AND ORDER TO FILE DOCUMENTS UNDER SEAL.
LEVY RJ	06/09/04	1.10	PREPARE DECLARATION OF SERVICE RE: DOCUMENTS TO BE FILED UNDER SEAL (.4), PREPARE BLUEBACKS AND SERVICE COPIES FOR COURT (.7).
LEVY RJ	06/10/04	0.30	PREPARE BLUEBACKS AND COURTESY COPIES FOR COURT.
		19.30	
SKELLY S	05/27/04	11.30	PREPARE, FINALIZE AND FILE FIRST DAY PETITIONS, MOTIONS AND ORDERS (6.8); PREPARE BINDERS OF FILED FIRST DAY PAPERS (4.5).
SKELLY S	05/28/04	8.00	UPDATE FIRST DAY HEARING BINDERS (.8); PREPARE COURTESY COPY OF NOTICE OF HEARING (.3); ORGANIZE FILED DOCUMENTS AND ORIGINALS FILES (1.6); REVIEW AND REVISE BLUEBACKS FOR FIRST DAY MOTIONS AND ORDERS (.9); PREPARE BINDER OF BLACKLINED MOTIONS AND ORDERS FOR ATTORNEY REVIEW (3.4); FILE AND PREPARE COURTESY COPY OF AFFIDAVIT OF MAILING (.5); TEAM MEETING RE: BILLING PROCEDURES (.5).
SKELLY S	06/01/04	7.60	REVIEW FILES FOR FIRST DAY HEARING TRANSCRIPTS (.4); PREPARE FIRST DAY BINDERS (3.2); REVIEW BLUEBACKS FOR HEARING (1.6); ASSIST WITH PREPARATION OF CASE BINDER (1.4); UPDATE MASTER SERVICE LIST (.6); OBTAIN PRECEDENT RE: PRO HAC VICE MOTION AND ORDER (.4).
SKELLY S	06/02/04	3.50	PREPARE FOR HEARING AND COMPILE FIRST DAY PAPERS FILED (2.3); UPDATE HEARING BINDERS (.4); ASSIST WITH PREPARATION OF DISKS FOR FIRST DAY ORDERS (.8).
SKELLY S	06/03/04	4.30	INDEX DOCUMENTS FOR IMAGEBASE (1.8); UPDATE MASTER SERVICE LIST (.4); PREPARE SIGNED ORDERS BINDERS (1.7); PREPARE AND NOTARIZE AFFIDAVIT (.4).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

SKELLY S	06/04/04	6.70	REVIEW AND NOTARIZE AFFIDAVIT FOR J. GOFFMAN (.3); FILE AND PREPARE COURTESY COPY OF AFFIDAVIT (.6); UPDATE SERVICE LIST (.3); FILE AND PREPARE COURTESY COPIES OF MOTION SETTING BAR DATE, MOTION FOR INTERIM COMPENSATION, AND NOTICES OF SIGNED INTERIM ORDERS (3.7); WORK RE: FILING EXIT FINANCING MOTION (1.8).
SKELLY S	06/07/04	1.90	PREPARE COURTESY COPIES (.6); UPDATE MASTER SERVICE LIST (.4); PREPARE FOR FILING (.9).
SKELLY S	06/08/04	2.90	ORDER FIRST DAY HEARING TRANSCRIPT (.3); INDEX ORIGINAL DOCUMENTS (.8); REVIEW MASTER SERVICE LIST ON BSI WEBSITE (.3); FILE AFFIDAVITS OF MAILING AND PREPARE COURTESY COPIES (.8); PREPARE FOR SERVICE OF DOCUMENTS TO BE FILED UNDER SEAL (.7).
SKELLY S	06/09/04	3.40	PREPARE COURTESY COPIES (.6); REVIEW DOCKET AND PROVIDE UPDATE (.3); PREPARE DISKS FOR CHAMBERS (.6); PREPARE DECLARATION OF SERVICE (.4); PREPARE AFFIDAVITS OF MAILING FOR CHAMBERS (.4); INDEX CORRESPONDENCE FOR IMAGEBASE (.8); UPDATE MASTER SERVICE LIST (.3).
SKELLY S	06/10/04	3.60	REVIEW DOCKET AND PROVIDE UPDATE (.3); COMPILE PLANS OF REORGANIZATION FOR USE AS PRECEDENT (1.3); UPDATE MASTER SERVICE LIST (.3); UPDATE BINDERS (.4); FILE DECLARATION OF SERVICE AND AFFIDAVIT OF MAILING (.4); PREPARE COURTESY COPIES OF FILINGS (.3); INDEX DOCUMENTS FOR IMAGEBASE (.6).
SKELLY S	06/11/04	5.00	PREPARE FOR SERVICE OF KERP MOTION VIA FACSIMILE (.8); UPDATE MASTER SERVICE LIST (.3); REVIEW DOCKET AND PROVIDE UPDATE (.2); FILE KERP MOTION, SCHEDULES AND SOFAS (2.8); ORGANIZE ORIGINAL FILES (.4); PREPARE DOCUMENTS FOR IMAGING (.5).
SKELLY S	06/14/04	5.30	PREPARE COURTESY COPIES OF SCHEDULES AND STATEMENTS (1.3); PREPARE DOCUMENTS FOR IMAGEBASE (1.4); PREPARE AND FILE TWO DECLARATIONS OF SERVICE (1.5); COORDINATE PREPARATION OF BRSQ (.4); REVIEW IMAGED DOCUMENTS (.7).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

SKELLY S	06/15/04	4.60	UPDATE MASTER SERVICE LIST (.4); REVIEW DOCKET AND PROVIDE UPDATE (.3); PREPARE DISKS AND DOCUMENTS FOR HEARING (3.5); RESEARCH RE: NOTICE OF FILING OF LIST OF SHAREHOLDERS (.4).
SKELLY S	06/16/04	2.60	PREPARE HEARING BINDER (2.1); FILE NOTICE OF COMMENCEMENT (.5).
SKELLY S	06/17/04	6.80	REVIEW DOCKET AND PROVIDE UPDATE (.3); UPDATE MASTER SERVICE LIST (.2); PREPARE BINDERS OF DISCLOSURE STATEMENTS (2.0); RESEARCH RE: CASE NUMBERS OF MAJOR BANKRUPTCIES (2.7); FILE AND PREPARE COURTESY COPY OF AFFIDAVIT OF MAILING (.4); ORDER HEARING TRANSCRIPTS (.5); PREPARE DOCUMENTS FOR IMAGING (.7).
SKELLY S	06/21/04	10.90	REVIEW DOCKET AND PROVIDE UPDATE (.3); PREPARE DOCUMENTS FOR IMAGING (.4); PREPARE BLACKLINES OF FINAL ORDERS (.6); PREPARE AND ORGANIZE HEARING MATERIALS (1.5); REVIEW IMAGED DOCUMENTS (.3); FILE AND SERVE RESPONSE TO TRUSTEE'S OBJECTION (1.5); FILE AND SERVE DEBTORS REPLY TO OBJECTION RE: EXIT FINANCING (.8); SERVE AGENDA LETTER (.5); UPDATE MASTER SERVICE LIST (.2); ASSIST WITH HEARING PREPARATION RE DISKS, BLUEBACKS AND BINDERS (4.8).
SKELLY S	06/22/04	3.30	ASSIST WITH PREPARATION OF CASE BINDERS FOR HEARING (1.9); UPDATE MASTER SERVICE LIST (.3); ORDER HEARING TRANSCRIPTS (.3); PREPARE AND FILE DECLARATION OF SERVICE RE: REPLY (.8).
SKELLY S	06/23/04	0.80	REVIEW DOCKET AND PROVIDE UPDATE (.3); REVIEW MASTER SERVICE LIST AND DOCKET BEING KEPT BY BSI (.5).
SKELLY S	06/25/04	6.20	PREPARE BINDER AND DOCUMENTS FOR HEARING (2.1); REVIEW MOR'S FOR USE AS PRECEDENT (.6); FILE AFFIDAVIT OF MAILING AND PREPARE COURTESY COPY (.6); PREPARE CHECK REQUEST FOR HEARING TRANSCRIPT (.5); PREPARE DISKS FOR HEARING (.7); UPDATE 6/22/04 HEARING BINDERS WITH SIGNED ORDERS (.8); SEND DUE DILIGENCE BINDERS FOR ATTORNEY REVIEW (.9).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

SKELLY S	06/29/04	5.20	REVIEW DOCKET AND PROVIDE UPDATE (.3); FILE AND PREPARE COURTESY COPY OF AFFIDAVIT OF MAILING AND DUBEL SUPPLEMENTAL DECLARATION (.7); PREPARE HEARING BINDER (1.1); PREPARE BLUEBACKS AND DISKS FOR HEARING (1.7); PREPARE DOCUMENTS FOR IMAGING (.8); PREPARE CHECK REQUESTS FOR HEARING TRANSCRIPTS ORDERED (.6).
SKELLY S	06/30/04	5.60	REVIEW DOCKET AND PROVIDE UPDATE (.3); FILE AND PREPARE COURTESY COPIES OF AFFIDAVITS AND REPLY (1.6); UPDATE HEARING BINDERS (.4); WORK ON HEARING PREPARATION FOR JULY 1ST HEARING AND JULY 30TH HEARING (2.3); PREPARE DOCUMENTS FOR IMAGING (.6); SERVE AGENDA LETTER (.4).
		109.50	
Total Legal Assistant		152.00	
ROMAN JJ	06/30/04	0.70	CONFIRM RECEIPT BY CLERK'S OFFICE OF LETTER RE: AGENDAS.
		0.70	
Total Legal Assist Support		0.70	
MATTER TOTAL		<u>596.10</u>	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

RCN Corporation (DIP)
Claims Admin. (General)

Bill Date: 07/07/04
Bill Number: 1019561

NAME	DATE	HOURS	DESCRIPTION
ST. CLAIR J	06/03/04	2.30	WORK ON BAR DATE MATTERS, NOTICES, ORDER.
ST. CLAIR J	06/14/04	0.80	WORK ON BAR DATE ORDER MODIFICATIONS (.5); RESPOND TO COMMITTEE COMMENTS REGARDING SAME (.3).
		3.10	
Total Partner		3.10	
MATZ TJ	05/30/04	1.80	WORK ON FINALIZING BAR DATE NOTICE, ORDER AND NOTICE.
MATZ TJ	06/14/04	0.70	WORK ON AMENDMENT TO BAR DATE ORDER RE: SENIOR LENDERS CLAIMS.
MATZ TJ	06/15/04	0.40	CALLS WITH T. HORVAT (.2); CALL WITH D. SULLIVAN RE: BAR DATE ORDER (.2).
MATZ TJ	06/16/04	0.40	COMMENTS FROM MILBANK AND SIMPSON THACHER RE: BAR DATE ORDER. AND REVIEW AND AMEND ORDER.
MATZ TJ	06/18/04	1.20	WORK ON BAR DATE ORDER (.3); TWO CALLS WITH CHAMBERS RE: SAME (.3); CALL WITH CLERK'S OFFICE RE: SAME (.2); WORK ON BAR DATE ORDER, TIMING, REVISIONS TO ORDER (.4).
MATZ TJ	06/21/04	0.40	WORK ON FINALIZING BAR DATE ORDER, NOTICE DATES AND PUBLICATION DEADLINES.
MATZ TJ	06/23/04	0.90	CALL WITH J. MILLERMAN (CHAMBERS) RE FINALIZING AND DOCKETING OF BAR DATE ORDER AND NOTICE (.2); WORKING ON SERVICE (INNISFREE AND BSI) AND PUBLICATION (WALL STREET JOURNAL) THEREOF AND TIMING ISSUES (.7).
MATZ TJ	06/24/04	0.60	FINAL REVIEW OF WSJ PUBLICATION NOTICE (.2); WORK ON NOTIFICATION MATTERS WITH BSI (.4).
		6.40	
Total Counsel		6.40	
DAY GR	05/31/04	4.10	REVISE BAR DATE MOTION AND RELATED DOCUMENTS.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

DAY GR	06/01/04	3.30	REVIEW AND REVISE BAR DATE MOTION, PROPOSED NOTICE, POC CLAIM AND ORDER.
DAY GR	06/02/04	2.80	REVIEW AND REVISE BAR DATE MOTION, PROPOSED NOTICE, POC CLAIM AND ORDER.
DAY GR	06/03/04	0.90	REVIEW AND REVISE BAR DATE MOTION AND RELATED NOTICES.
		11.10	
GEISLER ML	06/08/04	2.80	REVISE, EDIT, REVIEW MEMO RE 510(B) ISSUES.
GEISLER ML	06/10/04	0.50	READ AND REVISE MEMO RE CLAIMS PENDING AGAINST RCN.
		3.30	
KELLY BP	06/16/04	1.00	REVIEW D. SULLIVAN COMMENTS RE: BAR DATE PLEADINGS.
KELLY BP	06/21/04	1.80	REVIEW/EDIT BAR DATE PLEADINGS.
KELLY BP	06/22/04	1.60	COORDINATE MAILING OF BAR DATE NOTICE.
KELLY BP	06/23/04	1.70	BAR DATE - COORDINATE WITH BSI AND INNISFREE RE: MAILING.
KELLY BP	06/24/04	1.90	COORDINATE STOCKHOLDER NOTICE ISSUES RE: BAR DATE (.8); BAR DATE PUBLICATION NOTICE - REVIEW AND MARKUP PRINTER PROOF AND SEND TO TAYLOR & IVES (1.1).
		8.00	
MANCUSO N	05/28/04	1.50	REVISE/EDIT BAR DATE MOTION.
		1.50	
MORRIS FD	06/14/04	1.00	DRAFT REVISED BAR DATE ORDER LANGUAGE (.4), DRAFT LETTER TO E. GRAFF RE SAME (.3), DRAFT LETTER TO E. GRAFF RE ADDITIONAL REVISIONS TO BAR DATE ORDER (.3).
MORRIS FD	06/14/04	1.50	WORK RE BAR DATE ORDER REVISIONS.
		2.50	
Total Associate		26.40	
MATTER TOTAL		<u>35.90</u>	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

RCN Corporation (DIP)
Creditor Meetings/Statutory Committees

Bill Date: 07/07/04
Bill Number: 1019561

NAME	DATE	HOURS	DESCRIPTION
ST. CLAIR J	06/07/04	0.50	WORK ON COMMITTEE FORMATION ISSUES.
ST. CLAIR J	06/29/04	3.50	REVIEW SCHEDULES AND PREPARE FOR 341 MEETING (2.5); REVIEW COMMITTEE'S PROPOSED PROTOCOL FOR SUBSIDIARY DEBTORS (1.0).
		4.00	
Total Partner		4.00	
MATZ TJ	05/28/04	0.30	CALL WITH P. SCHWARTZBERG RE: FORMATION AND 341 MEETING AND NOTICE RE: SAME.
MATZ TJ	06/03/04	0.70	CALLS WITH J. DUBEL & T. HORVAT RE: 341 MEETING (.3) AND FOLLOW UP W. T. HORVAT RE: SAME (.1); CALL WITH U.S. TRUSTEE RE: 341 MEETING DATE, SCHEDULES, SOFAS (.3).
MATZ TJ	06/29/04	1.10	CALL WITH T. HORVAT RE: 341 MEETING AND MATTERS THEREOF(.4); CALL WITH D. KORTREY RE: 341 MEETING AND MATTERS THEREOF(.4); CALL WITH U.S. TRUSTEE RE: 341 MEETING AND MATTERS THEREOF (.3).
		2.10	
Total Counsel		2.10	
DAY GR	06/09/04	1.30	DRAFT CASE OUTLINE FOR COMMITTEE FORMATION MEETING.
		1.30	
MORRIS FD	05/28/04	0.30	WORK RE SCHEDULING 341 MEETING AND COORDINATING ATTENDANCE AT FORMATION MEETING.
MORRIS FD	05/28/04	0.20	T.CONF. W/ P. SCHWARTZBERG RE SCHEDULING 341 MEETING, FORMATION MEETING, CONFLICTS ISSUE.
MORRIS FD	06/08/04	0.60	DRAFT LETTER TO J. DUBEL RE COMMITTEE FORMATION (.2); T.CONF. W/ J. DUBEL RE COMMITTEE FORMATION (.2); T.CONF. W/ D. SULLIVAN RE COMMITTEE FORMATION, 8-K (.2).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

MORRIS FD	06/09/04	1.20	T.CONF. W/ J. DUBEL RE COMMITTEE FORMATION, BECOM REAL ESTATE OBLIGATION (.2); T.CONF. W/ J. DUBEL RE COMMITTEE FORMATION MEETING (.1); T.CONF. W/ D. SULLIVAN RE COMMITTEE FORMATION MEETING, EXIT FINANCING MOTION (.2); T.CONF. W/ J. DUBEL RE COMMITTEE FORMATION MEETING (.2); PREPARATION FOR COMMITTEE FORMATION MEETING (.5).
MORRIS FD	06/10/04	3.10	PREPARATION FOR COMMITTEE FORMATION MEETING AND ATTENDANCE THEREOF AND RELATED MTGS. W/ J. DUBEL, T. HORVAT RE COMMITTEE ISSUES.
MORRIS FD	06/16/04	0.70	WORK RE CONFIDENTIALITY AGREEMENT WITH COMMITTEE (.4), REVIEW COMMITTEE BYLAWS RE CONFIDENTIALITY PROVISIONS (.3).
MORRIS FD	06/17/04	0.20	T.CONF. W/ D. SULLIVAN RE 6/22 MOTIONS, MOVING ALIXPARTNERS HEARING.
MORRIS FD	06/24/04	0.50	WORK RE COMMITTEE CONFIDENTIALITY AGREEMENT.
MORRIS FD	06/28/04	2.30	T.CONF. W/ D. SULLIVAN RE DOCUMENT REQUEST RELATING TO CREDITOR MEETING AND WORK RE RESPONDING TO SAME (.2); T.CONF. W/ T. HORVAT RE 341 MTG (.2); T.CONF. W/ D. KORTREY RE 341 MTG (.2); T.CONF. W/ T. HORVAT, D. KORTREY RE PREPARATION FOR 341 MTG (.2); PREPARATION FOR SECTION 341 MEETING (1.5).
MORRIS FD	06/29/04	0.40	WORK RE SECTION 341 MTG PREP (.2); T.CONF. W/ D. SULLIVAN RE COMMITTEE CONFIDENTIALITY AGREEMENT (.2).
MORRIS FD	06/29/04	3.80	T.CONF. W/ T. HORVAT RE 341 MEETING (.2); T.CONF. W/ D. KORTREY RE 341 (.3); T.CONF. W/ J. DUBEL, D. ROYSTER, T. HORVAT, D. KORTREY RE 341 (.3); T.CONF. W/ D. KORTREY RE 341 (.2); ATTEND 341 MEETING AND RELATED PREP (2.8).
		13.30	
Total Associate		14.60	
MATTER TOTAL		<u>20.70</u>	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

RCN Corporation (DIP)
Disclosure Statement/Voting Issues

Bill Date: 07/07/04
Bill Number: 1019561

NAME	DATE	HOURS	DESCRIPTION
ST. CLAIR J	06/26/04	6.90	REVIEW AND REVISE DRAFT DISCLOSURE STATEMENT REGARDING HOLDING COMPANY DEBTORS.
		6.90	
Total Partner		6.90	
MATZ TJ	06/14/04	1.60	CORRESPONDENCE RE: SOLICITATION PROCEDURES (.2); WORK ON SOLICITATION PROCEDURES MATERIALS (.8); WORK ON DISCLOSURE STATEMENT, OUTLINE (.6).
MATZ TJ	06/15/04	1.40	WORK ON SOLICITATION PROCEDURES MOTION.
MATZ TJ	06/18/04	0.80	WORK ON SOLICITATION PROCEDURES, NOTICING AND TIMING.
MATZ TJ	06/21/04	1.80	WORK ON DRAFTING DISCLOSURE STATEMENT.
MATZ TJ	06/23/04	4.00	CONTINUE TO WORK ON DRAFTING DISCLOSURE STATEMENT.
MATZ TJ	06/24/04	2.60	WORK ON SOLICITATION PROCEDURES (.4); WORK ON REVISIONS TO DISCLOSURE STATEMENT (2.2).
MATZ TJ	06/28/04	1.40	WORK ON DISCLOSURE STATEMENT (.8); WORK ON SOLICITATION PROCEDURES FOR VOTING (.6).
		13.60	
Total Counsel		13.60	
KELLY BP	06/14/04	0.80	DRAFT SOLICITATION/VOTING PROCEDURES MOTION.
KELLY BP	06/15/04	4.60	CONTINUE TO DRAFT SOLICITATION PROCEDURES/VOTING MOTION.
KELLY BP	06/16/04	2.20	REVISE/EDIT SOLICITATIONS PROCEDURES MOTION.
KELLY BP	06/17/04	3.20	REVIEW/MARKUP SOLICITATION PROCEDURES MOTION.
KELLY BP	06/18/04	0.20	REVIEW/EDIT SOLICITATION PROCEDURES PLEADINGS.
KELLY BP	06/24/04	0.40	REVIEW SOLICITATION PROCEDURES MOTION.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

		11.40	
MICHAEL EA	06/01/04	5.00	MARK-UP OF DISCLOSURE STATEMENT FOLLOWING MOST RECENT TERM SHEET.
MICHAEL EA	06/02/04	4.90	CONTINUE DRAFTING DISCLOSURE STATEMENT.
MICHAEL EA	06/09/04	1.70	MEETING/RCN TEAM RE: DISCLOSURE STATEMENT (.7); REVISIONS TO DISCLOSURE STATEMENT (1.0).
MICHAEL EA	06/10/04	4.90	REVIEW AND REVISIONS TO DISCLOSURE STATEMENT (4.5); REVIEW OF POTENTIAL WARRANT AGREEMENTS (.4).
MICHAEL EA	06/11/04	4.00	REVISIONS TO DISCLOSURE STATEMENT.
MICHAEL EA	06/14/04	0.50	REVIEW OF DISCLOSURE STATEMENT PRECEDENTS.
MICHAEL EA	06/16/04	3.00	MEETING RE: DISCLOSURE STATEMENT (1.5); CALL W/RCN TEAM RE: DISCLOSURE STATEMENT (.5); REVIEW OF DISCLOSURE STATEMENT (1.0).
MICHAEL EA	06/17/04	2.50	REVIEW OF LATEST DRAFT OF DISCLOSURE STATEMENT (1.0); REVIEW OF SUBSTANTIVE CONSOLIDATION PRECEDENT (.5); REVIEW OF INDENTURES FOR TAX SECTION TO DISCLOSURE STATEMENT (1.0).
MICHAEL EA	06/18/04	1.00	REVIEW OF LATEST DISCLOSURE STATEMENT DRAFT.
		27.50	
ROTTER JA	06/15/04	2.00	DRAFT DISCLOSURE STATEMENT.
ROTTER JA	06/16/04	8.80	MEETING WITH SKADDEN PERSONNEL RE: DISCLOSURE STATEMENT(1.6); MEETING WITH H.ELLIN RE: SAME (.4); CONTINUE TO DRAFT DISCLOSURE STATEMENT (6.8).
ROTTER JA	06/17/04	7.60	CONTINUE TO DRAFT DISCLOSURE STATEMENT (5.6); CALLS WITH RCN TEAM RE: SAME(2.0).
ROTTER JA	06/18/04	2.40	REVIEW DISCLOSURE STATEMENT PRECEDENT (1.8); CONTINUE TO DRAFT DISCLOSURE STATEMENT (.6).
ROTTER JA	06/21/04	3.60	CONFERENCE CALL WITH RCN. SKADDEN, BLACKSTONE (1.2); CALLS WITH RCN TEAM RE: DISCLOSURE STATEMENT(1.0); REVIEW DISCLOSURE STATEMENT (1.4).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

ROTTER JA	06/25/04	0.40	MEETING WITH R.MORRIS RE: DISCLOSURE STATEMENT(.2), AND E.MICHAEL RE: SAME (.2).
		24.80	
SILVERBERG BS	06/27/04	1.00	REVIEW AND REVISE SOLICITATION PROCEDURES MOTION.
SILVERBERG BS	06/28/04	4.00	REVIEW AND REVISE SOLICITATION PROCEDURES MOTION.
		5.00	
Total Associate		68.70	
MATTER TOTAL		<u>89.20</u>	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

**RCN Corporation (DIP)
Employee Matters (General)**

**Bill Date: 07/07/04
Bill Number: 1019561**

NAME	DATE	HOURS	DESCRIPTION
ST. CLAIR J	06/04/04	3.50	REVIEW DRAFT KERP PLAN AND MOTION FOR APPROVAL OF SAME.
ST. CLAIR J	06/07/04	0.90	REVIEW COMMENTS TO KERP MOTION AND FINALIZE SAME.
ST. CLAIR J	06/08/04	2.10	REVIEW REVISED KERP PLAN AND MOTION TO APPROVE SAME.
ST. CLAIR J	06/09/04	0.90	WORK ON STRATEGY REGARDING KERP MOTION TIMING AND HEARING DATES.
ST. CLAIR J	06/28/04	4.30	REVIEW KERP OBJECTION AND WORK ON STRATEGY REGARDING SAME.
		11.70	
Total Partner		11.70	
MATZ TJ	06/08/04	1.50	WORK ON KERP AND KERP MOTION (1.3); WORK ON LETTER TO EMPLOYEES (.2).
MATZ TJ	06/09/04	1.80	REVIEW DETAILED MARK UP OF MOTION TO APPROVE KERP.
MATZ TJ	06/10/04	1.60	WORK ON KERP MOTION AND TIMING (.4); CALL WITH J. MILLERMAN RE: SAME (.3); REVISIONS TO KERP MOTION (.9).
MATZ TJ	06/11/04	2.00	WORKING ON FINALIZING AND SERVICE OF KERP MOTION AND PROPOSED ORDER (1.9); MAIL FORM COURT OFFICE RE: SAME (.1).
MATZ TJ	06/28/04	0.80	WORK ON KERP MOTION OBJECTION FROM WELLS FARGO AND VULCAN AND RESPONSE THERETO.
MATZ TJ	06/29/04	7.90	DRAFT RESPONSE TO WELLS FARGO AND VULCAN VENTURES OBJECTION TO KERP MOTION (.4); CALL WITH E. ITO RE: FACTS FOR RESPONSE TO SAME (.3); WORK ON RESPONSE TO WELLS FARGO AND VULCAN VENTURES OBJECTION TO KERP MOTION (6.7); CALLS AND CONFERENCES WITH E. ITO RE: SAME (.5).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

MATZ TJ	06/30/04	6.90	CALL WITH E. ITO RE: KERP PROCESS (.5) AND WORK ON RESPONSE TO WELLS FARGO/VULCAN VENTURES OBJECTION TO KERP APPROVAL MOTION (4.2); COMMENTS FOR E. ITO, J. DUBEL RE: KERP RESPONSE (.4); AND WORK ON SAME FOR FILING RESPONSE (.9); WORK ON SPEAKING OUTLINE AND HEARING BINDERS FOR JULY 1 HEARING (.9).
		22.50	
PRYOR JW	05/28/04	2.00	REVIEW DRAFT EMPLOYER RETENTION PLAN (1.1); REVIEW LATEST DRAFT OF KERP MOTION (.9).
PRYOR JW	06/02/04	1.90	CONTINUE REVISIONS TO KERP MOTION.
PRYOR JW	06/03/04	4.80	CALL WITH S. TOUSSI RE: MODIFICATION TO FINANCING MOTION (.70); CALL WITH F. MORRIS RE: KERP MOTION (.60); CALL WITH J. DUBELL, F. MORRIS, ET. AL. RE: KERP MOTION (.40); CALL WITH D. KORTREY, F. MORRIS AND G. DAY RE: REVISED RETENTION PLAN (.70); CONTINUE EDITING KERP PLAN AND MOTION (2.4).
PRYOR JW	06/04/04	9.20	EXTENSIVE REVISIONS TO KERP PLAN AND KERP MOTION (6.3); REVIEW FURTHER PRECEDENT ON KERP MOTION (1.3); REVIEW LENDER'S COMMENTS TO FINANCING MOTION (.70); CALL WITH E. ITO RE: REVISIONS TO KERP PLAN (.90).
PRYOR JW	06/07/04	6.60	TELEPHONE CALL WITH E. ITO RE: REVISIONS TO KERP (.8); REVIEW MOTION TO FILE FEE LETTER UNDER SEAL (.6); CONTINUE EXTENSIVE REVISION AND EDITS TO KERP PLAN AND MOTION (4.7); TELEPHONE CALL WITH F. MORRIS RE: EDITS TO KERP (.2); TELEPHONE CALL WITH T. MATZ RE: SAME (.3).
PRYOR JW	06/08/04	5.70	FURTHER REVISIONS TO KERP PLAN AND MOTION (4.1); TELEPHONE CALL WITH T. MATZ RE: SAME (.2); TELEPHONE CALL WITH E. ITO RE: SAME (.8); EMAIL EXCHANGE WITH E. ITO RE: FURTHER REVISIONS TO PLAN (.2); TELEPHONE CALL WITH M. SHAH RE: REVISIONS TO KERP PLAN (.4).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

PRYOR JW	06/09/04	6.00	FURTHER EXTENSIVE REVISIONS TO KERP MOTION AND PLAN (4.3); TELEPHONE CALL WITH T. MATZ RE: SAME (.3); TELEPHONE CALL WITH F. MORRIS RE: SAME (.2); TELEPHONE CALL WITH E. ITO RE: SAME (.6); TELEPHONE CALL WITH M. SHAH RE: SAME (.6).
PRYOR JW	06/10/04	4.30	TELEPHONE CALL WITH E. ITO RE: KERP REVISIONS (.6); CONTINUE MAKING EDITS TO KERP MOTION AND PLAN (3.4); TELEPHONE CALL WITH T. MATZ RE: SAME (.3).
PRYOR JW	06/11/04	6.40	FINALIZE KERP MOTION AND PLAN (5.2); TELEPHONE CALL TO E. ITO, D. ROYSTER, D. KORTREY RE: SAME (.8); TELEPHONE CALL WITH M. SHAH RE: EDITS TO KERP (.2); TELEPHONE CALL WITH F. MORRIS RE: SAME (.2).
PRYOR JW	06/15/04	1.80	FURTHER EDITS TO EMPLOYEE LETTER ON KERP (1.2); TELEPHONE CALL WITH E. ITO RE: SAME (.6).
		48.70	
Total Counsel		71.20	
AGARWAL K	06/28/04	2.70	CREATE OUTLINE OF KEY EMPLOYEE RETENTION AND SEVERANCE BENEFITS PLAN.
		2.70	
DAY GR	06/01/04	3.10	REVIEW AND REVISE KERP MOTION, ORDER AND NOTICE.
DAY GR	06/02/04	4.10	REVIEW AND REVISE KERP MOTION.
DAY GR	06/03/04	1.80	CONTINUE TO REVISE KERP MOTION.
DAY GR	06/07/04	5.10	REVIEW ISSUES RE: KERP PROGRAM AND MOTION TO APPROVE SAME.
DAY GR	06/08/04	1.40	REVIEW ISSUES RE: KERP PROGRAM AND MOTION TO APPROVE KERP MOTION.
DAY GR	06/11/04	2.20	FINALIZE AND FILE KERP MOTION.
DAY GR	06/28/04	3.20	DRAFT REPLY TO KERP OBJECTION.
DAY GR	06/29/04	9.60	LEGAL RESEARCH RE: KERP MOTION (1.6); DRAFT REPLY TO OBJECTION TO KERP MOTION(4.6); PREPARE OUTLINE OF RESPONSE TO KERP OBJECTION (2.3); PREPARE DIRECT EXAMINATION FOR KERP HEARING (1.1).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

DAY GR	06/30/04	3.10	PREPARE ORDERS AND RELATED DOCUMENTS FOR KERP HEARING (.9); ATTEND KERP HEARING (2.2).
		33.60	
MANCUSO N	05/28/04	0.80	REVISE/EDIT KERP MOTION.
MANCUSO N	06/29/04	0.30	REVIEW KERP OBJ.
		1.10	
MORRIS FD	06/03/04	1.60	T.CONF. W/ J. DUBEL, D. DUNNE, J. KATZ, CHANIN, CTA RE KERP (.4); T.CONF. W/ E. ITO, T. HORVAT, D. KORTREY, G. DAY, J. PRYOR RE KERP REVISIONS AND MOTION (.6); WORK RE KERP REVISIONS AND MOTION (.6).
MORRIS FD	06/04/04	1.20	WORK RE KERP (.3); REVIEW T. WINGFIELD SEPARATION AGREEMENT (.3); T.CONF. W/ P. BRADSHAW RE SEPARATION AGREEMENT, KERP, DISCLOSURE ISSUES (.6).
MORRIS FD	06/09/04	2.00	WORK RE KERP PLAN AND MOTION (1.4); MULT. T.CONFS. W/ J. DUBEL RE KERP (.6).
MORRIS FD	06/10/04	3.60	WORK RE KERP (1.7); MEETING W/ J. DUBEL, T. HORVAT, G. SCHAEFER RE KERP, STRATEGY, SCHEDULES (1.0); T.CONF. W/ D. SULLIVAN RE KERP, PLAN, COMMITTEE FORMATION (.3); T.CONF. W/ D. SULLIVAN RE KERP (.1); T.CONF. W/ D. SULLIVAN RE KERP PARTICIPANTS (.1); T.CONF. W/ E. ITO RE KERP (.3); T.CONF. W/ D. SULLIVAN RE KERP (.1).
MORRIS FD	06/11/04	4.40	WORK RE KERP, INCLUDING REVIEW AND REVISE KERP MOTION (3.1), T.CONF. W/ D. SULLIVAN RE KERP (.2); T.CONF. W/ E. ITO, J. PRYOR RE KERP (.4); T.CONF. W/ D. ROYSTER, E. ITO, D. KORTREY RE KERP APPROVAL (.4); T.CONF. W/ D. SULLIVAN RE KERP PARTICIPANTS (.1); LETTER TO P. BRADSHAW RE KERP (.2).
MORRIS FD	06/14/04	0.50	REVIEW PROPOSED EMPLOYEE COMMUNICATIONS RELATING TO KERP AND WORK RE SAME.
MORRIS FD	06/28/04	3.00	REVIEW OBJECTION TO KERP (.4), DRAFT LETTER TO J. DUBEL RE SAME (.2); WORK RE ANALYSIS OF KERP OBJECTION AND RESPONSE TO SAME (2.4).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

MORRIS FD	06/29/04	7.00	T.CONF. W/ P. BRADSHAW RE KERP (.2); REVIEW AND REVISE REPLY TO KERP OBJECTION AND WORK RE SAME (6.8).
MORRIS FD	06/30/04	2.50	T.CONF. W/ E. GRAFF RE KERP, CASH COLLATERAL (.2); PREPARATION FOR CONTESTED KERP HEARING (2.3).
		25.80	
SHAH MD	06/08/04	4.30	ATTENTION TO ISSUES RELATING TO THE KERP PLAN.
SHAH MD	06/09/04	1.20	REVIEW OF THE KERP DOCUMENT.
		5.50	
TOUSSI S	06/08/04	0.30	REVIEW KERP MOTION AND RELATED DOCUMENTS.
TOUSSI S	06/28/04	2.10	RESEARCH ISSUES RELATED TO KERP PLAN OBJECTIONS, AND REVIEW BINDERS OF COMPARABLE KERP PLANS IN CONNECTION WITH PROPOSED RESPONSE.
TOUSSI S	06/29/04	4.60	REVIEW OBJECTIONS TO KERP MOTION (.4); EDIT AND REVISE DEBTORS' PROPOSED RESPONSE (1.1); RESEARCH ISSUES RELATED TO KERP MOTION, INCLUDING CASELAW AND SIMILARLY FILED CASES, VARIOUS T/C WITH TEAM MEMBERS RE SAME (3.1).
		7.00	
Total Associate		75.70	
MATTER TOTAL		<u>158.60</u>	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

RCN Corporation (DIP)
 Executory Contracts (Personalty)

Bill Date: 07/07/04
 Bill Number: 1019561

NAME	DATE	HOURS	DESCRIPTION
ST. CLAIR J	06/07/04	2.10	BEGIN ANALYSIS OF CONTRACT ISSUES.
		2.10	
Total Partner		2.10	
DAY GR	05/27/04	2.70	REVIEW ISSUES RE: LIABILITIES UNDER VARIOUS EXECUTORY CONTRACTS.
		2.70	
UNDERWOOD JE	06/07/04	2.00	RESEARCH REJECTION OF CONTRACTS.
UNDERWOOD JE	06/08/04	3.00	CONTINUE RESEARCHING REJECTION OF CONTRACTS.
UNDERWOOD JE	06/09/04	4.20	CONTINUE RESEARCHING REJECTION OF CONTRACTS, AND REVIEW CONTRACTS.
UNDERWOOD JE	06/11/04	1.00	CREATE OUTLINE OF REJECTION/ASSUMPTION CASELAW.
UNDERWOOD JE	06/16/04	1.80	CONTACT DOUG KORTREY RE MASTER AGREEMENTS AND BEGIN REVIEW OF MASTER AGREEMENTS.
UNDERWOOD JE	06/28/04	3.00	BEGIN DRAFTING MEMO RE: CONTRACT REJECTION.
UNDERWOOD JE	06/29/04	4.00	CONTINUE DRAFTING MEMO RE: CONTRACT REJECTION.
UNDERWOOD JE	06/30/04	1.50	CONTINUE WORK ON MEMO RE: CONTRACT REJECTION.
		20.50	
Total Associate		23.20	
MATTER TOTAL		<u>25.30</u>	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

RCN Corporation (DIP)
Financing (DIP and Emergence)

Bill Date: 07/07/04
Bill Number: 1019561

NAME	DATE	HOURS	DESCRIPTION
ELLIN HL	05/27/04	2.00	ATTEND MEETING AT BLACKSTONE RE: EXIT FINANCING STRUCTURE AND STRUCTURING.
ELLIN HL	05/28/04	1.00	ATTENTION TO EXIT FINANCING RELATED ISSUES.
		3.00	
GOFFMAN JM	06/18/04	0.50	REVIEW OBJECTIONS TO DB MOTION AND CASH COLLATERAL MOTION.
		0.50	
ST. CLAIR J	06/01/04	2.50	WORK ON EXIT FINANCING MOTION.
ST. CLAIR J	06/02/04	2.50	WORK ON EXIT FINANCING MOTION AND AFFIDAVIT.
ST. CLAIR J	06/03/04	2.00	REVIEW AND COMMENT ON EXIT FINANCING MOTION AND COMMITMENT LETTERS.
ST. CLAIR J	06/04/04	0.90	REVIEW W&C COMMENTS TO EXIT FINANCING MOTION.
ST. CLAIR J	06/07/04	1.50	REVIEW AND COMMENT ON MOTIONS TO FILE UNDER SEAL.
ST. CLAIR J	06/14/04	2.20	REVIEW COMMENTS TO CASH COLLATERAL ORDER (1.1); WORK ON EXIT FINANCING COMMITTEE ISSUES (.8); WORK ON CONFIDENTIALITY ISSUES WITH EXIT FINANCING COMMITMENT (.3).
ST. CLAIR J	06/20/04	2.20	REVIEW NCTC OBJECTION TO CASH COLLATERAL MOTION (1.0); STRATEGY REGARDING RESPONSE TO SAME (.3); REVIEW WELLS OBJECTION TO EXIT FINANCING (.9).
		13.80	
Total Partner		17.30	
MATZ TJ	06/01/04	5.00	DRAFT AND REVISING MOTION TO APPROVE DEUTSCHE BANK EXIT FINANCING, ORDER AND BLACKSTONE AFFIDAVIT IN RESPECT THEREOF.
MATZ TJ	06/02/04	0.80	WORK ON DEUTSCHE BANK EXIT FINANCING APPROVAL MOTION.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

MATZ TJ	06/03/04	2.90	WORK ON DEUTSCHE BANK EXIT FINANCING MOTION AND SEALING MOTION.
MATZ TJ	06/04/04	3.80	CALL WITH N. MUNZBERG RE: DEUTSCHE BANK EXIT FINANCING APPROVAL MOTION AND BLACKSTONE AFFIDAVIT (.3); WORK ON DEUTSCHE BANK EXIT FINANCING APPROVAL MOTION AND ORDER (3.5).
MATZ TJ	06/07/04	0.50	WORK ON DEUTSCHE BANK MATERIALS, SEALING MOTION AND SERVICE MATTERS.
MATZ TJ	06/08/04	1.50	FOLLOW UP RE: BLACKSTONE MATERIAL AND SERVICE (.3); REVIEW AND COMMENT ON SEALING MOTION AND CORRESPONDENCE WITH U.S. TRUSTEE AND SEC RE: DEUTSCHE BANK SEALED DOCUMENTS (1.2).
MATZ TJ	06/14/04	0.40	RECEIVE COMMENTS FROM OFFICIAL COMMITTEE RE: CASH COLLATERAL ORDER AND REVIEW SAME.
MATZ TJ	06/16/04	0.30	REVIEW COMMENTS FROM WHITE & CASE RE: DEUTSCHE BANK FINANCING APPROVAL ORDER AND WORK ON SAME.
MATZ TJ	06/17/04	0.40	CORRESPONDENCE WITH P. GOODMAN, B. LOGAN RE: DEUTSCHE BANK MOTION, REQUESTED ADJOURNMENT AND FOLLOW UP RE: SAME.
MATZ TJ	06/18/04	0.80	WORK ON COMMENTS TO AND REVISE FINAL CASH COLLATERAL ORDER (.4); FOLLOW UP RE CASH COLLATERAL ORDER AND OBJECTION FROM WELLS FARGO (.4).
MATZ TJ	06/20/04	2.00	REVIEW WELLS FARGO/VULCAN OBJECTION TO DEUTSCHE BANK EXIT FINANCING APPROVAL MOTION AND WORK ON POINTS FOR RESPONSE THERETO.
MATZ TJ	06/21/04	5.90	REVIEW NCTC OBJECTION TO CASH COLLATERAL ORDER AND WORK ON ORAL ARGUMENT RESPONSE THERETO (.3); WORK ON DETAILED RESPONSE TO WELLS FARGO/VULCAN OBJECTION TO DEUTSCHE BANK EXIT FINANCING APPROVAL MOTION (4.0); WORK ON COURT EXAMINATION OF BLACKSTONE IN RESPECT THERETO (1.6).
MATZ TJ	06/22/04	4.30	ATTEND BANKRUPTCY COURT HEARING ON DEUTSCHE BANK EXIT FINANCING APPROVAL MOTION AND ALL RELATED MATTERS.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

		28.60	
PRYOR JW	05/27/04	1.30	REVIEW COMMENTS TO FINANCING MOTION FROM G. ST. CLAIR AND PROVIDE ADDITIONAL COMMENTS (.9); DISCUSS SAME WITH S. TOUSSI (.4).
		1.30	
Total Counsel		29.90	
ALESSI JE	06/03/04	1.50	REVIEW TERMS OF BANKRUPTCY COURT MOTION TO APPROVE NEW FINANCING AND VERIFY CONSISTENCY WITH COMMITMENT LETTER, FEE LETTER AND RELATED TERM SHEETS.
ALESSI JE	06/10/04	3.10	DRAFT SUMMARY OF TERMS OF CREDIT FACILITY FOR USE IN COMPANY'S DISCLOSURE STATEMENT TO PROPOSED CHAPTER 11 PLAN OF REORGANIZATION.
ALESSI JE	06/11/04	3.40	PREPARE DRAFT BOARD RESOLUTIONS AUTHORIZING COMPANY TO ENTER INTO THE PROPOSED SECURED FINANCING AGREEMENTS (1.9); COMPLETE DRAFT SUMMARY OF TERMS OF NEW CREDIT FACILITY FOR COMPANY'S DISCLOSURE STATEMENT TO PROPOSED CHAPTER 11 PLAN OF REORGANIZATION (1.5).
		8.00	
DAY GR	05/27/04	3.20	REVIEW AND REVISE CASH COLLATERAL MOTION AND RELATED DOCUMENTS.
DAY GR	05/31/04	1.90	REVIEW AND REVISE MOTION TO APPROVE DB COM. LETTERS.
DAY GR	06/01/04	2.60	REVIEW AND REVISE MOTION TO APPROVE EXIT FINANCING.
DAY GR	06/02/04	3.90	CONTINUE TO REVIEW AND REVISE MOTION TO APPROVE EXIT FINANCING.
DAY GR	06/03/04	1.20	CONTINUE TO REVIEW AND REVISE MOTION TO APPROVE EXIT FINANCING.
DAY GR	06/04/04	2.80	FINALIZE AND FILE MOTION TO APPROVE EXIT FINANCING.
DAY GR	06/07/04	3.80	REVIEW TERMS OF DB COMM. LETTER AND REVIEW AND REVISE MOTION TO FILE DOCUMENTS UNDER SEAL AND AFFIDAVIT IN SUPPORT OF DB MOTION.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

DAY GR	06/08/04	5.40	REVIEW ISSUES RE: DB MOTION AND THE FILING OF RELATED DOCUMENTS UNDER SEAL (3.2); REVIEW ISSUES RE: COLEMAN AFFIDAVIT IN SUPPORT OF DB MOTION (2.2).
DAY GR	06/21/04	5.50	PREPARE SPEAKING OUTLINE, ARGUMENT AND DIRECT EXAMINATION WITH RESPECT TO EXIT FINANCING MOTION.
DAY GR	06/22/04	3.30	PREPARE MATERIALS AND WITNESSES FOR HEARING RE: DB EXIT FINANCING MOTION AND OTHER MATTERS (1.4); ATTEND HEARING RE: DB EXIT FINANCING MOTION AND OTHER MATTERS (1.9).
		33.60	
KELLY BP	06/18/04	2.40	REVIEW/EDIT DB FINANCING MOTION PER N. MUNZBERG COMMENTS, CIRCULATE (1.0); REVIEW OBJECTION TO DB EXIT FINANCING MOTION AND BEGIN PRELIMINARY WORK ON RESPONSE (1.4).
KELLY BP	06/19/04	6.20	OBJECTION TO DB EXIT FINANCING MOTION - REVIEW ALL RELATED DOCUMENTATION AND PRECEDENT AND BEGIN DRAFTING RESPONSE.
KELLY BP	06/20/04	3.10	CONTINUE DRAFTING RESPONSE TO OBJECTION TO DB EXIT FINANCING MOTION.
		11.70	
MORRIS FD	06/03/04	4.60	REVISE DB MOTION PAPERS (4.3); T.CONF. W/ D. SULLIVAN RE CASH COLLATERAL (.1); T.CONF. W/ T. HORVAT RE WORK LETTER (.2).
MORRIS FD	06/04/04	3.70	REVIEW WHITE & CASE COMMENTS TO DEUTSCHE BANK MOTION AND WORK RE SAME (2.1); T.CONFS. W/ N. MUNZBERG RE FINANCING COMMITMENTS APPROVAL MOTION AND REVISIONS (.8); WORK RE REVISIONS TO EXIT FINANCING MOTION PAPERS (.8).
MORRIS FD	06/04/04	0.10	T.CONF. W/ T. CHERVIT RE CASH COLLATERAL ORDER.
MORRIS FD	06/08/04	0.40	T.CONF. W/ D. SULLIVAN RE EXIT FINANCING SEAL MOTION (.2); T.CONF. W/ D. KORTREY RE CASH COLLATERAL REPORTING REQUIREMENTS (.2).
MORRIS FD	06/09/04	0.10	T.CONF. W/ D. SULLIVAN RE EXIT FINANCING MOTION.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

MORRIS FD	06/10/04	0.90	T.CONF. W/ E. GRAFF RE BAR DATE ORDER (.2); T.CONF. W/ D. SULLIVAN RE BANK PROOF OF CLAIM (.1); WORK RE SIMPSON BAR DATE ORDER REQUEST (.3), DRAFT LETTER TO D. SULLIVAN RE SAME (.1), DRAFT LETTER TO E. GRAFF RE SAME (.2).
MORRIS FD	06/11/04	1.00	T.CONF. W/ E. GRAFF RE EXIT FINANCING TERMS (.2); T.CONF. W/ J. DUBEL RE EXIT FINANCING TERMS (.2); LETTER TO T. COLEMAN, J. DUBEL RE EXIT FINANCING (.2); T.CONF. W/ H. STRICKEN RE ADEQUATE PROTECTION REQUEST (.2), LETTER TO J. DUBEL, A. HORVAT RE SAME (.2).
MORRIS FD	06/14/04	3.70	DRAFT LETTER TO D. SULLIVAN RE CASH COLLATERAL ORDER, BAR DATE LANGUAGE (.2); DRAFT LETTER TO E. GRAFF RE FINAL CASH COLLATERAL ORDER (.2); WORK RE FINAL CASH COLLATERAL ORDER (.9); T.CONF. W/ D. SULLIVAN RE CASH COLLATERAL ORDER, PLAN, CONFIDENTIALITY ISSUES (.3); REVIEW PROPOSED FINAL CASH COLLATERAL ORDER (.3); DRAFT LETTER TO J. DUBEL, A. HORVAT, S. KORANGY, T. COLEMAN RE COMMITTEE BUDGET REQUESTS (.2); T.CONF. W/ B. HAGGERTY RE COMMITTEE BUDGET REQUESTS (.2); T.CONF. W/ D. SULLIVAN RE FINAL CASH COLLATERAL ORDER (.1); WORK RE NOTICING FINANCING DOCUMENTS FILED UNDER SEAL (.3); REVIEW COMMITTEE COMMENTS TO PROPOSED FINAL CASH COLLATERAL ORDER (.3); T.CONF. W/ T. HORVAT RE CASH COLLATERAL ISSUES, COMMITTEE REQUESTS (.2); DRAFT LETTER TO D. SULLIVAN RE CONFIDENTIALITY ISSUES RELATING TO FINANCING DOCUMENTS (.3); T.CONF. W/ E. GRAFF RE CASH COLLATERAL ORDER CHANGES (.2).
MORRIS FD	06/16/04	1.00	DRAFT LETTER TO T. COLEMAN, S. KORANGY RE COMMITTEE REQUEST RE SEALED DOCUMENTS (.2), DRAFT LETTER TO N. MUNZBERG RE SAME (.2); WORK RE COMMITTEE REQUEST RE SEALED DOCUMENTS (.4); T.CONF. W/ B. HAGGERTY RE EXIT FINANCING, PROF'L COMPENSATION PROCEDURES (.2).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

MORRIS FD	06/17/04	1.40	T.CONF. W/ N. MUNZBERG RE SEALED DOCUMENTS (.2); T.CONF. W/ E. GRAFF RE EVERGREEN ADEQUATE PROTECTION REQUEST (.2); T.CONF. W/ H. STRICKON RE ADEQUATE PROTECTION REQUEST (.2); T.CONF. W/ T. HORVAT RE FINAL CASH COLLATERAL ORDER (.2); REVIEW PROPOSED MODIFICATIONS TO FINAL CASH COLLATERAL ORDER (.3), LETTER TO J. DUBEL, T. HORVAT RE SAME (.3).
MORRIS FD	06/18/04	3.40	DRAFT LETTER TO E. GRAFF RE EVERGREEN REQUEST (.2); T.CONF. W/ N. MUNZBERG RE DEUTSCHE BANK ORDER, UST OBJECTION (.2); T.CONF. W/ T. HORVAT RE CASH COLLATERAL ORDER, NCTC OBJECTION (.2); T.CONF. W/ P. PANTALEO RE CASH COLLATERAL ORDER, NCTC OBJECTION (.3); REVIEW MULT. REVISED DRAFTS OF CASH COLLATERAL ORDER REFLECTING COMMITTEE AND LENDER COMMENTS (.5); T.CONF. W/ N. MUNZBERG RE STOCKHOLDER OBJECTION TO COMMITMENT LETTER APPROVAL (.2); DRAFT LETTER TO J. DUBEL, A. HORVAT, T. COLEMAN RE EXIT FINANCING OBJECTION (.2); WORK RE RESPONSE TO SHAREHOLDER OBJECTION TO EXIT FACILITY COMMITMENTS (1.6).
MORRIS FD	06/20/04	0.50	WORK RE RESPONSE TO SHAREHOLDER OBJECTION TO EXIT FINANCING COMMITMENTS.
MORRIS FD	06/21/04	3.80	WORK RE RESPONSE TO WELLS FARGO OBJECTION TO EXIT FACILITY COMMITMENTS (3.4), LETTER TO P. PANTALEO RE CASH COLLATERAL OBJECTION (.1); WORK RE REVISED CASH COLLATERAL ORDER (.3).
MORRIS FD	06/23/04	0.20	LETTER TO N. MUNZBERG RE EXIT FACILITY ORDER (.2).
		24.80	
TEICHER SL	06/02/04	1.00	MEET W/JA AND ST RE DUE DILIGENCE; CORP DOCUMENTS AND UCC ISSUES FOR DB COLLATERAL.
TEICHER SL	06/03/04	1.00	REVIEW AND COMMENT ON MOTION TO APPROVE DB DOCUMENTS AND RELATED AFFIDAVITS.
TEICHER SL	06/04/04	0.50	REVIEW AND DISCUSS DB'S COMMENTS TO MOTION APPROVING DB DOCUMENTS.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

TEICHER SL	06/09/04	1.00	INFO RE SUBSIDIARY OBLIGORS FOR CURRENT FINANCING, CALLS W/RCN RE: SAME.
TEICHER SL	06/11/04	1.50	REVISE SUMMARY OF EXIT FACILITY FOR DISCLOSURE STATEMENT.
TEICHER SL	06/17/04	0.50	REVIEW FINAL CASH COLLATERAL ORDER.
TEICHER SL	06/18/04	1.00	REVIEW WF OBJECTION TO DB FACILITY.
TEICHER SL	06/21/04	2.50	MEETING TO DISCUSS OBJECTION TO DB FACILITY (1.0); SUMMARIZE DB FEES (.5); REVIEW DEBTOR RESPONSE TO OBJECTION (1.0).
TEICHER SL	06/22/04	0.50	DISCUSS DB FEE STRUCTURE FOR EXIT FACILITY.
		9.50	
TOUSSI S	05/28/04	2.20	EDIT AND REVISE DEUTSCHE BANK EXIT FINANCING MOTION AND ORDER AND COLEMAN AFFIDAVIT IN SUPPORT.
TOUSSI S	06/01/04	6.40	REVIEW AND ANALYZE LATEST DRAFT OF DEUTSCHE BANK COMMITMENT LETTER AND RELATED AGREEMENTS; EDIT AND REVISE MOTION AND ORDER, INCLUDING COLEMAN AFFIDAVIT BASED ON SAME; VARIOUS DISCUSSIONS WITH TEAM MEMBERS RE SAME.
TOUSSI S	06/02/04	7.40	EDIT AND REVISE DEUTSCHE BANK EXIT FINANCING MOTION (2.6); DRAFT AND REVISE MOTION TO FILE FEE LETTER AND ENGAGEMENT LETTER UNDER SEAL (3.1); EDIT AND REVISE COLEMAN AFFIDAVIT (.8); COORDINATE CHANGES TO DOCUMENTS (.9).
TOUSSI S	06/04/04	10.50	EDIT AND REVISE DEUTSCHE BANK MOTION AND RELATED DOCUMENTS AND TEAM MEETING TO DISCUSS SAME (2.5); REVIEW AND ANALYZE WHITE & CASE COMMENTS AND REVISE DOCUMENTS BASED ON COMMENTS AND CIRCULATE SAME (5.5); PREPARE DOCUMENTS AND EXHIBITS FOR FILING WITH THE BANKRUPTCY COURT AND SERVICE OF SAME (2.5).
TOUSSI S	06/07/04	5.50	EDIT AND REVISE UNDER SEAL MOTION AND ADDRESS AND RESOLVE ISSUES RE COLEMAN AFFIDAVIT, VARIOUS TEAM MEETINGS RE SAME (3.9); ADDRESS AND RESOLVE ISSUES RE FILING AND SERVING OF SAME (1.6).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

TOUSSI S	06/08/04	3.70	EDIT AND REVISE UNDER SEAL MOTION AND ADDRESS AND RESOLVE ISSUES RE COLEMAN AFFIDAVIT, VARIOUS TEAM MEETINGS RE SAME (1.9); ADDRESS AND RESOLVE ISSUES RE FILING AND SERVING OF SAME (1.8).
TOUSSI S	06/09/04	2.20	ADDRESS AND RESOLVE ISSUES RELATED TO DB FINANCING AND UNDER SEAL MOTION (1.1); VARIOUS TEAM MEETINGS RE SAME (.5); ADDRESS SERVICE ISSUES RELATED TO DOCUMENTS TO BE FILED UNDER SEAL (.6).
TOUSSI S	06/14/04	1.20	ADDRESS AND RESOLVE ISSUES RE: DEUTSCHE BANK UNDER SEAL MOTION AND ATTACHED EXHIBITS.
TOUSSI S	06/18/04	3.10	REVIEW OBJECTION TO DEUTSCHE BANK MOTION FOR EXIT FACILITY FINANCING, RESEARCH ISSUES RE: SAME.
TOUSSI S	06/19/04	5.70	RESEARCH ISSUES/CASES IN CONNECTION WITH RESPONSE AND REVIEW FINANCING COMMITMENT DOCUMENTS (3.2); EDIT AND REVISE RESPONSE TO SHAREHOLDERS OBJECTIONS TO DEUTSCHE BANK MOTION (2.5).
TOUSSI S	06/20/04	6.70	EDIT AND REVISE RESPONSE TO SHAREHOLDERS OBJECTIONS TO DEUTSCHE BANK MOTION (3.5); RESEARCH ISSUES/CASES IN CONNECTION WITH RESPONSE AND REVIEW FINANCING COMMITMENT DOCUMENTS (3.2).
		54.60	
Total Associate		142.20	
MATTER TOTAL		<u>189.40</u>	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

**RCN Corporation (DIP)
Insurance**

**Bill Date: 07/07/04
Bill Number: 1019561**

NAME	DATE	HOURS	DESCRIPTION
ST. CLAIR J	06/28/04	1.30	WORK ON KEMPER INSURANCE ISSUES.
		1.30	
Total Partner		1.30	
MATZ TJ	06/14/04	0.80	WORK ON CANANWILL INSURANCE APPROVAL MOTION.
MATZ TJ	06/15/04	1.50	FOLLOW UP RE: CANANWILL INSURANCE MATTER (.3); WORK ON INSURANCE FINANCING APPROVAL MOTION (1.2).
MATZ TJ	06/16/04	0.90	WORK ON CANANWILL INSURANCE FINANCING, POSSIBLE MOTION AND ALTERNATIVES.
MATZ TJ	06/17/04	0.40	CONTINUE WORK ON CANANWILL INSURANCE FINANCING MOTION.
MATZ TJ	06/18/04	0.30	WORK ON CANANWILL PREMIUM FINANCING.
		3.90	
Total Counsel		3.90	
AGARWAL K	06/23/04	6.60	RESEARCH INSURANCE ISSUE RE PARENT AND SUBSIDIARY LIABILITY (5.1); CALL WITH ROGER HAMMER RE INSURANCE ISSUES AND FOLLOW UP (1.5).
		6.60	
MANCUSO N	06/10/04	2.00	REVIEW OF ISSUES RE: INS. MOTION AND BEGIN DRAFT OF SAME.
MANCUSO N	06/11/04	6.10	CONTINUE DRAFTING INS. MOTION.
MANCUSO N	06/14/04	2.40	CONTINUE DRAFTING INS. MOTION AND ORDER.
MANCUSO N	06/15/04	0.80	CONTINUE DRAFTING INS. MOTION.
MANCUSO N	06/16/04	4.10	REVISE/EDIT INS. MOTION/ORDER/NOTICE.
MANCUSO N	06/17/04	0.60	REVISE/EDIT INS. MOTION.
MANCUSO N	06/18/04	0.50	STRATEGY SESSION RE: INS MOTION, E-MAILS / T/CS RE: SAME.
		16.50	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

MORRIS FD	06/16/04	0.40	WORK RE INSURANCE PREMIUM FINANCING APPROVAL REQUEST.
		0.40	
Total Associate		23.50	
MATTER TOTAL		<u>28.70</u>	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

RCN Corporation (DIP)
Litigation (General)

Bill Date: 07/07/04
Bill Number: 1019561

NAME	DATE	HOURS	DESCRIPTION
MORRIS FD	06/08/04	0.20	T.CONF. W/ L. DWOSKIN RE STAYING PENDING EMPLOYMENT LITIGATION AND PROF'L RETENTION.
MORRIS FD	06/09/04	0.60	T.CONF. W/ D. DAUERTY RE STAYING FISHER LITIGATION (.2); T.CONF. W/ P. BRADSHAW RE APPLICATION OF STAY TO PENDING LITIGATION (.2); DRAFT LETTER TO G. DAUERTY RE AUTOMATIC STAY (.2).
		0.80	
Total Associate		0.80	
MATTER TOTAL		<u>0.80</u>	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

RCN Corporation (DIP)
Nonworking Travel Time

Bill Date: 07/07/04
Bill Number: 1019561

NAME	DATE	HOURS	DESCRIPTION
LYONS JK	06/22/04	1.70	TRAVEL TO CHICAGO FOLLOWING 6/22 HEARING (3.5).
		1.70	
MILLER MM	06/02/04	3.00	TRAVEL TO AND FROM NEW YORK FOR FIRST DAY HEARING (6.0).
		3.00	
Total Partner		4.70	
DAY GR	05/27/04	1.20	TRAVEL TO AND FROM COMPANY TO ASSIST WITH VENDOR ISSUES (2.4).
		1.20	
Total Associate		1.20	
ROMAN JJ	06/30/04	0.30	DELIVER DOCUMENT TO JUDGE'S CHAMBER (SDNY) RE: COURT AGENDAS (.6).
		0.30	
Total Legal Assist Support		0.30	
MATTER TOTAL		<u>6.20</u>	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

RCN Corporation (DIP)
Regulatory and SEC Matters

Bill Date: 07/07/04
Bill Number: 1019561

NAME	DATE	HOURS	DESCRIPTION
ELLIN HL	05/27/04	2.50	REVIEW AND ANALYSIS OF FORM 8-K RE: REGULATION FD FURNISHINGS (.5); CONF. CALL RE: REGULATION FD ISSUES (.5); REVIEW AND ANALYSIS OF FORM 8-K RE: BANKRUPTCY, FILING, COMMITMENT LETTER, AGREEMENT (1.5).
ELLIN HL	06/01/04	2.20	ATTEND AUDIT COMMITTEE CONF. CALL (1.0); ANALYSIS OF 8-K ISSUES (1.2).
ELLIN HL	06/02/04	1.20	REVIEW CORPORATE DISCLOSURE MATTERS (.5); 8-K ANALYSIS (.7).
ELLIN HL	06/03/04	3.50	PREPARE FOR AUDIT COMMITTEE MEETING (.5); CONF. CALLS W/BONDHOLDERS COUNSEL RE: DISCLOSURE, CONFIDENTIALITY AGREEMENTS, FORM 8-K AND RELATED SEC ISSUES (2.0); ATTEND AUDIT COMMITTEE MEETING. (1.0).
ELLIN HL	06/04/04	6.70	REVIEW OF 8-K (1.0); ANALYSIS OF DISCLOSURE ISSUES (1.5); CONF. CALL W/MILBANK & BONDHOLDERS RE: 8-K (1.2); CONF. CALL W/MILBANK RE: 8-K(1.0); CONF. CALLS W/RCN RE: 8-K (1.0); REVIEW OF DISCLOSURE LETTER (1.0).
ELLIN HL	06/06/04	5.20	CONF. CALL W/RCN RE: DISCLOSURE (1.0); CONF. CALL W/BONDHOLDERS ADVISORS RE: 8-K (.7); CONF. CALL W/RCN RE: 8-K (.5); REVIEW OF 8-K (2.0); CONF. CALL W/COMMITTEE ADVISOR RE: DISCLOSURE, 8-K, CONFIDENTIALITY AGREEMENT (1.0).
ELLIN HL	06/07/04	5.70	PREPARATION FOR BOARD MEETING (.7); ATTEND AUDIT COMMITTEE MEETING (1.0); ANALYSIS OF DISCLOSURE ISSUES (1.0); CONF. CALLS W/BONDHOLDERS RE: DISCLOSURE 8-K (1.0); CONF. CALLS W/RCN RE: DISCLOSURE 8-K (2.0).
ELLIN HL	06/08/04	7.50	PREPARATION FOR RCN CALL, DRAFT OUTLINE OF PRESENTATION, ANALYSIS OF ISSUES, CONF. CALLS W/RCN MANAGEMENT (2.5); ATTEND RCN BOARD CALL (1.0); ANALYSIS OF DISCLOSURE ISSUES (2.0); CONF. CALL W/BOARD COUNSEL (1.0); PREPARATION OF 8-K AND LETTERS (1.0).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

ELLIN HL	06/09/04	3.50	PREPARATION FOR BOARD MEETING (1.0); ATTEND BOARD MEETING (1.0); REVIEW FINAL 8-K AND SIDE LETTERS (1.5).
		38.00	
ST. CLAIR J	06/04/04	1.20	WORK ON 8K DISCLOSURE ISSUES.
ST. CLAIR J	06/08/04	2.20	REVIEW FCC TRANSFER REQUEST AND RESEARCH REGARDING SAME.
		3.40	
Total Partner		41.40	
HAMLIN KM	05/27/04	4.50	WORK ON 8-K'S RE: FD DISCLOSURE AND PRESS RELEASE.
HAMLIN KM	05/28/04	1.00	DISCLOSURE AND 8-K ISSUES (FD & G).
		5.50	
MICHAEL EA	05/27/04	9.90	RESEARCH RE: REG FD AND REG G FOR UPCOMING 8K DISCLOSURES (4.5); MEETING W/ H. ELLIN, J. ROTTER AND K. HAMLIN RE: 8K (1.5); DRAFTING BANKRUPTCY 8K AND BLOW-UP 8K (3.9).
MICHAEL EA	05/28/04	8.20	CONTINUED RESEARCH RE: 8K DISCLOSURE REQUIREMENTS (2.5); MEETING W/ H. ELLIN AND J. ROTTER RE: 8K (1.2); REVISIONS TO BANKRUPTCY 8K AND BLOW-UP 8K (4.5).
MICHAEL EA	06/01/04	6.70	RESEARCH RE: REG FD AND DISCLOSURE REQUIREMENTS RE: FINANCIAL ANALYST REPORTS (3.0); REVISIONS TO BANKRUPTCY 8K (1.2); MEETING W/ J. ROTTER (1.0); PREP FOR AND CONFERENCE CALL W/ H. ELLIN, J. ROTTER AND COMPANY RE: BONDHOLDER DISCLOSURE REQUEST (1.5).
MICHAEL EA	06/02/04	1.00	REVIEW OF FINANCIAL REPORT FOR BLOW-UP 8K FILING.
MICHAEL EA	06/03/04	9.20	MEETING AND CALL W/ J. ROTTER AND H. ELLIN AND RCN AUDIT COMMITTEE RE: BLOW-UP 8K (1.5); REVISIONS TO BLOW-UP 8K (3.0); RESEARCH RE: SOX CFO CERTIFICATION REQUIREMENTS (1.2); REVISIONS TO NOTEHOLDER REP LETTER (3.5).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

MICHAEL EA	06/04/04	13.50	CONFERENCE CALLS W/ H. ELLIN AND RCN RE: DISCLOSURE ISSUES (4.0); CONFERENCE CALL W/ MILBANK (2.0); REVISIONS TO REP LETTER AND BLOW-UP 8K (7.5).
MICHAEL EA	06/06/04	7.10	VARIOUS CONFERENCE CALLS W/ H. ELLIN, J. DUBEL, D. ROYSTER, MILBANK, CTA AND CHANIN RE: 8K DISCLOSURE ISSUES AND BLOW-UP LETTER (3.2); PREP FOR CALLS (1.0); REVISIONS TO 8K AND BLOWUP LETTER (2.9).
MICHAEL EA	06/07/04	5.80	CONTINUED RESEARCH RE: REG FD LIABILITY AND AGENCY ISSUE (2.0); VARIOUS CONFERENCE CALLS W/ J. DUBEL, H. ELLIN AND J. ROTTER RE: DISCLOSURE INFORMATION FOR 8-K (2.8); AUDIT COMMITTEE CALL RE: 8K (1.0).
MICHAEL EA	06/08/04	6.80	REVIEW OF DATA ROOM FOR CONFIDENTIAL/HIGHLY CONFIDENTIAL MATERIAL (2.0); VARIOUS CONFERENCE CALLS W/ J. DUBEL, H. ELLIN AND J. ROTTER AND AUDIT COMMITTEE COUNSEL RE: 8K (3.3); REVISIONS TO 8K AND DISCLOSURE LETTER (1.5).
MICHAEL EA	06/09/04	7.10	CONFERENCE CALLS W/ J. DUBEL, H. ELLIN, J. ROTTER AND AUDIT COMMITTEE COUNSEL RE: 8K DISCLOSURE ISSUES (5.0); FINAL REVISIONS TO 8K AND DISCLOSURE LETTER AND FILING OF SUCH (2.1).
		75.30	
MORRIS FD	05/27/04	0.50	WORK RE LOCAL FRANCHISE AUTHORITY LETTERS RE FILING (.5).
MORRIS FD	05/28/04	2.00	T.CONF. W/ P. BRADSHAW RE 8-K DISCLOSURE ISSUES (.2); T.CONF. W/ D. SULLIVAN RE 8-K (.2); T.CONF. W/ P. BRADSHAW, D. ROYSTER RE 8-K DISCLOSURE ISSUES (.2); T.CONF. W/ D. SULLIVAN RE 8-K (.2); WORK RE REG FD AND DISCLOSURE ISSUES RELATING TO BOND CONFIDENTIAL AGREEMENT (.4); REVIEW 8-K (.3); REVIEW DRAFT BOND DISCLOSURE 8-K (.3); LETTER TO D. SULLIVAN RE DISCLOSURE ISSUES (.2).
MORRIS FD	05/31/04	0.30	WORK RE BONDHOLDER 8-K.
MORRIS FD	06/01/04	0.50	WORK RE 8-K FILINGS.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

MORRIS FD	06/03/04	0.90	REVIEW BOND REP LETTER (.3); REVIEW LOBBY LETTER RE REGULATORY ISSUES (.4), LETTER TO D. ROYSTER RE SAME (.2).
MORRIS FD	06/07/04	3.10	WORK RE BONDHOLDER DISCLOSURE ISSUES AND RELATED 8-K.
MORRIS FD	06/08/04	0.40	REVIEW PROPOSED FCC CHANGE OF CONTROL NOTICE.
MORRIS FD	06/09/04	2.90	WORK RE 8-K DISCLOSURE (.5); T.CONF. W/ J. DUBEL RE 8-K (.2); T.CONF. W/ J. DUBEL RE BOND DISCLOSURE (.1); T.CONF. W/ H. ELLIN, M. BOTTICA, B. BOSTROM RE DISCLOSURE, REG FD ISSUES (.8); T.CONF. W/ J. DUBEL RE DISCLOSURE ISSUES (.2); T.CONF. W/ H. ELLIN, J. DUBEL RE 8-K (.1); WORK RE RETENTION OF BOARD COUNSEL (1.0).
		10.60	
ROTTER JA	06/01/04	6.50	MEETING WITH E.MICHAEL RE: 8-K (.5); AUDIT COMMITTEE CONFERENCE CALL (1.0); RESEARCH AND REVIEW REG FD (3.0); DRAFT MILBANK/CHANIN/CTA LETTER (2.0).
ROTTER JA	06/02/04	7.00	DRAFT REPRESENTATION LETTER (3.6); RESEARCH AND REVIEW REG FD (1.8); CALLS WITH MILBANK AND SKADDEN RE: SAME (1.6).
ROTTER JA	06/03/04	9.20	CONFERENCE CALLS WITH J.DUBEL, MILBANK, RCN AND SKADDEN RE: 8- K(4.0); DRAFT REP LETTER (2.2); CORRESPONDENCE WITH MILBANK (1.0); REVIEW DRAFT 8-K (1.0); RESERACH AND REVIEW SOX AND REVIEW REG G (1.0).
ROTTER JA	06/07/04	8.20	CONFERENCE CALLS WITH J.DUBEL, RCN, MILBANK AND AUDIT COMMITTEE RE: DISCLOSURE (4.4); CORRESPONDENCE WITH MILBANK RE: SAME (1.2); RESEARCH AND REVIEW MATERIALS ON REG FD (1.2); REVIEW AND REVISE LETTER AND DRAFT 8-K (1.4).
ROTTER JA	06/08/04	8.40	CONFERENCE CALLS WITH RCN, BLACKSTONE, SKADDEN AND PWC RE: 8-K (4.6) RE: DISCLOSURE; CALLS WITH MILBANK RE: SAME (1.0); REVIEW AND REVISE 8-K (1.8); MEETINGS WITH H.ELLIN, E. MICHAEL AND R. MORRIS RE: SAME (1.0).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

ROTTER JA	06/09/04	9.00	CONFERENCE CALLS WITH BOARD OF RCN, RCN, BLACKSTONE, SKADDEN, AUDITORS, WINSTON & STRAWN, MILBANK RE: DISCLOSURE (6.0); REVIEW AND REVISE LETTER AND 8-K (2.0); MAKE 8-K FILING (1.0).
ROTTER JA	06/29/04	1.60	CALL WITH P.BRADHSAW RE: DISCLOSURE (.2); CALL WITH E.MICHAEL RE: SAME (.4), AND REVIEW SOX ISSUES (1.0).
		49.90	
Total Associate		141.30	
MATTER TOTAL		<u>182.70</u>	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

**RCN Corporation (DIP)
Reorganization Plan/Plan Sponsors**

**Bill Date: 07/07/04
Bill Number: 1019561**

NAME	DATE	HOURS	DESCRIPTION
ELLIN HL	06/10/04	1.00	REVIEW OF OUTLINE FOR PLAN AND DISCLOSURE STATEMENT.
ELLIN HL	06/16/04	2.00	MEETING RE: PLAN, DISCLOSURE SCHEDULE, DEAL ISSUES.
ELLIN HL	06/17/04	1.00	MEETING RE: PLAN ISSUES (.5); CONF. CALL W/ D. ROYSTER RE: SAME (.5).
ELLIN HL	06/18/04	1.00	REVIEW PLAN ISSUES.
		5.00	
GOFFMAN JM	06/28/04	3.00	REVIEW AND REVISE PLAN AND DISC. ST. (2.0); MEETINGS RE: STRATEGY ISSUES (1.0).
GOFFMAN JM	06/29/04	1.50	REVIEW AND REVISE PLAN AND DISCLOSURE STATEMENT.
		4.50	
ST. CLAIR J	06/09/04	6.80	BEGIN WORKING ON DRAFT PLAN OF REORGANIZATION FOR HOLDING COMPANY FILINGS.
ST. CLAIR J	06/11/04	4.30	WORK ON PLAN TERM SHEET.
ST. CLAIR J	06/14/04	5.50	WORK ON DRAFT PLAN OF REORGANIZATION FOR HOLDING COMPANY DEBTORS.
ST. CLAIR J	06/18/04	3.50	WORK ON DRAFTING PLAN OF REORGANIZATION FOR HOLDING COMPANY DEBTORS.
		20.10	
Total Partner		29.60	
MATZ TJ	06/09/04	5.20	WORK ON PLAN, DISCLOSURE STATEMENT, OUTLINE, CONTENT AND WORKING ON DRAFT OF SAME.
MATZ TJ	06/10/04	5.20	WORK ON DRAFTING PLAN.
MATZ TJ	06/14/04	0.80	CONTINUED WORK ON PLAN.
MATZ TJ	06/15/04	2.50	WORK ON PLAN, DISTRIBUTION, RELEASE PROVISIONS (2.0); CALLS WITH T. HORVAT (.3); CALLS WITH D. KORTREY RE: SAME (.2).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

MATZ TJ	06/16/04	4.30	WORK ON REVISIONS TO PLAN (3.5); DISCUSSIONS WITH VARIOUS PARTIES RE: CLASSIFICATION, PLAN TREATMENT PROVISIONS (.8).
MATZ TJ	06/17/04	4.50	WORK ON REVISIONS TO PLAN.
MATZ TJ	06/18/04	2.40	WORK ON REVISIONS TO PLAN.
MATZ TJ	06/21/04	2.60	WORK ON REVISING PLAN FOR PRELIMINARY DISTRIBUTION TO ALIX PARTNERS AND BLACKSTONE.
MATZ TJ	06/22/04	1.80	WORK ON PLAN DRAFTING FOR PRELIMINARY DISTRIBUTION TO ALIX PARTNERS AND BLACKSTONE.
		29.30	
Total Counsel		29.30	
DAY GR	06/10/04	6.70	REVIEW AND REVISE PLAN AND DISCLOSURE STATEMENT.
DAY GR	06/21/04	6.50	REVIEW ISSUES RE: PLAN STRATEGY (1.2); REVISE PLAN AND DISCLOSURE STATEMENT (5.3).
		13.20	
MORRIS FD	06/09/04	2.50	WORK RE PLAN AND DISCLOSURE STATEMENT.
MORRIS FD	06/10/04	0.20	T.CONF. W/ D. POLITZER RE FILING, PLAN.
MORRIS FD	06/11/04	0.40	WORK RE PLAN.
MORRIS FD	06/14/04	0.30	WORK RE PLAN AND DISCLOSURE STATEMENT PREPARATION.
MORRIS FD	06/16/04	1.00	T.CONF. W/ B. HAGGERTY RE DISCLOSURE STATEMENT, LIQUIDATION ANALYSIS (.4); WORK RE PLAN, DISCLOSURE STATEMENT ISSUES (.6).
MORRIS FD	06/21/04	0.40	WORK RE PLAN STRATEGY ISSUES.
MORRIS FD	06/22/04	0.40	WORK RE PREPARATION OF PLAN, DISCLOSURE STATEMENT.
MORRIS FD	06/24/04	0.70	WORK RE PLAN ISSUES.
		5.90	
TOUSSI S	06/07/04	1.50	REVIEW LATEST DRAFT OF PLAN OF REORGANIZATION AND DISCLOSURE STATEMENT, BEGIN EDITING DISCLOSURE STATEMENT TO CONFORM TO LATEST STATUS OF THE DEAL.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

TOUSSI S	06/10/04	6.10	EDIT AND REVISE VARIOUS SECTIONS OF PLAN OF REORGANIZATION.
TOUSSI S	06/11/04	2.20	REVIEW CHANGES TO PLAN OF REORGANIZATION, EDIT AND REVISE SAME.
TOUSSI S	06/14/04	3.10	EDIT AND REVISE VARIOUS SECTIONS OF PLAN, INCLUDING DEFINITIONS AND TREATMENT OF CLAIMS.
TOUSSI S	06/15/04	3.50	EDIT AND REVISE LATEST DRAFT OF THE PLAN, INCLUDING TERMS OF EXIT FINANCIING, NEW WARRANTS, NEW COMMON STOCK AND VARIOUS CLASSES; INCLUDE ADDITIONAL LANGUAGE RE: RELEASES.
TOUSSI S	06/16/04	4.20	EDIT AND REVISE DRAFT OF PLAN TO INCORPORATE REVISED STRUCTURE, INCORPORATE COMMENTS, RESEARCH ISSUES RE: SAME.
TOUSSI S	06/17/04	4.90	EDIT AND REVISE PLAN AND RELATED DOCUMENTS, VARIOUS TELEPHONE CALLS RE: SAME.
TOUSSI S	06/23/04	4.50	EDIT AND REVISE DICLOSURE STATEMENT TO CONFORM TO PLAN; PREPARE DOCUMENT FOR DISTRIBUTION.
TOUSSI S	06/24/04	5.00	TEAM MEETING TO DISCUSS STRUCTURE ISSUES AND DISCLOSURE STATEMENT, EDIT AND REVISE DISCLOSURE STATEMENT TO CONFORM (3.5); RESEARCH ISSUES (1.5); ADDITIONAL EDITS TO PLAN OF REORGANIZATION.
TOUSSI S	06/25/04	4.00	REVIEW LATEST MARKUP OF PLAN, EDIT AND REVISE DISCLOSURE STATEMENT TO CONFORM TO PLAN OF REORGANIZATION (1.5); RESEARCH ISSUES, VARIOUS T/C WITH TEAM MEMBERS RE SAME (2.5).
TOUSSI S	06/28/04	6.00	EDIT AND REVISE DISCLOSURE STATEMENT FOR EMERGENCE FROM CHAPTER 11 (2.5); RESEARCH ISSUES, VARIOUS T/C WITH TEAM MEMBERS RE SAME (3.5).
		45.00	
Total Associate		64.10	
SKELLY S	06/30/04	0.50	PREPARE CHART OF SUBCLASSES FOR PLAN.
		0.50	
Total Legal Assistant		0.50	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

MATTER TOTAL

123.50

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

RCN Corporation (DIP)
Reports and Schedules

Bill Date: 07/07/04
Bill Number: 1019561

NAME	DATE	HOURS	DESCRIPTION
MATZ TJ	05/28/04	0.40	TWO CALLS WITH P. SCHWARTZBERG RE: LARGEST UNSECURED CREDITORS SCHEDULES.
MATZ TJ	06/03/04	4.20	WORK ON SOFAS AND SCHEDULES FOR CONFERENCE CALL WITH ALIX PARTNERS (2.4); CONFERENCE CALL WITH E. O'HARA AND H. COBIN, K. HOOK, T. HORVAT AND D. KORTREY TO DISCUSS SCHEDULES AND SOFAS, COMMENTS , EXECUTORY CONTRACTS, SCHEDULING (1.8).
MATZ TJ	06/04/04	0.80	REVIEWING AND COMMENTING ON DRAFT SCHEDULES.
MATZ TJ	06/07/04	3.90	REVIEWING JUNE 4 SOFAS AND SCHEDULES AND NOTING COMMENTS THEREON FOR CONFERENCE CALL RE: SAME (2.5); CONFERENCE CALL WITH ALIX PARTNERS, (MCWILLIAMS, COWIN, HOOK, HORVAT) AND D. KORTREY TO REVIEW JUNE 4 SOFAS AND SCHEDULES (1.0); FOLLOW UP RE: FINANCIAL INFORMATION RE: SAME (.4).
MATZ TJ	06/08/04	2.40	WORK ON REVISIONS TO SCHEDULES AND SOFAS, CORPORATE INFORMATION (1.8); CORRESPONDENCE WITH T. HORVAT, K. HOOK RE: SCHEDULES (.4); CALL WITH P. SCHWARTZBERG RE: SAME (.2).
MATZ TJ	06/10/04	2.40	CALL WITH R. MCWILLIAMS RE: SCHEDULES (.3); BRIEF REVIEW OF CHANGES TO SCHEDULES (.9); COMMENTS TO MCWILLIAMS RE: SAME (.3); CONFERENCE CALL WITH ALIX PARTNERS AND D. KORTREY RE: SCHEDULES AND SOFAS (.9).
MATZ TJ	06/11/04	7.30	WORK ON FINALIZING ALL DEBTORS SCHEDULES AND STATEMENTS OF FINANCIAL AFFAIRS WITH D. KORTREY, R. MCWILLIAMS, A. HORVAT.
MATZ TJ	06/14/04	0.20	CORRESPONDENCE RE: FILING LIST OF DEBTORS' EQUITY SECURITY HOLDERS.
MATZ TJ	06/15/04	0.20	CALL WITH D. KORTREY RE: SCHEDULES.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

MATZ TJ	06/23/04	0.50	REVIEW JULY MONTHLY OPERATING REPORT DRAFT FORMAT FROM ALIX PARTNERS - REVIEWED (.2); CALL WITH H. COLVIN, R. MCWILLIAMS AND D. KORTREY RE SAME (.3).
MATZ TJ	06/24/04	0.40	CALL FROM R. MCWILLIAMS RE CONTENT OF JULY 15 MOR AND PUBLIC DISCLOSURE ISSUES (.3); CORRESPONDENCE RE SAME (.1).
		22.70	
Total Counsel		22.70	
DAY GR	06/03/04	4.70	REVIEW AND COMMENT ON SCHEDULES AND STATEMENTS.
DAY GR	06/11/04	6.80	FINALIZE AND FILE SCHEDULES AND SOFAS.
		11.50	
KELLY BP	05/28/04	0.30	CONTACT BSI RE: CREDITOR MATRIX.
KELLY BP	06/03/04	3.00	SOFAS/SCHEDULES - REVIEW, MARKUP AND DISCUSS IN CONFERENCE CALL W/ CLIENT AND AP SERVICES.
KELLY BP	06/04/04	0.50	REVIEW SOFAS AND DISCUSS COMMENTS W/ K. HOOK OF AP SERVICES.
KELLY BP	06/07/04	4.10	SOFAS AND SCHEDULES -- REVIEW AND MARKUP, SUBMIT COMMENTS TO AP SERVICES.
KELLY BP	06/08/04	2.70	REVIEW EXCEL STOCKHOLDER LIST FROM CLIENT AND SEND TO INNISFREE (.5); SOFAS - REVIEW OFFICERS AND DIRECTORS LISTED IN SCHEDULES AGAINST FIRST-DAY PLEADINGS, IDENTIFY DISCREPANCIES AND COMPOSE DETAILED E-MAIL TO D. KORTREY (2.2).
KELLY BP	06/09/04	4.20	COORDINATE W/ D. KORTREY RE: DETERMINING BENEFICIAL HOLDERS OF BONDS AND COMMON STOCK (.8); COORDINATE W/ BSI AND INNISFREE RE: NOTICING BENEFICIAL HOLDERS (.8); RESEARCH CORRECT CONTACT INFO FOR CREDITORS AND CIRCULATE (.7); SOFA/SCHEDULES -- REVIEW AND MARKUP (1.9).
KELLY BP	06/10/04	3.00	REVIEW/REVISE/EDIT SOFAS AND SCHEDULES.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

KELLY BP	06/11/04	9.30	SOFAS/SCHEDULES -- REVIEW AND MARKUP (1.0); DISCUSS OPEN ISSUES W/ R. MCWILLIAMS AND D. KORTREY (1.0); REVIEW AND MARKUP ACCORDINGLY (1.5); DETAILED REVIEW AND MARKUP WHILE WORKING W/ R. MCWILLIAMS AND D. KORTREY TO RUN CHANGES (5.4); COORDINATE FILINGS W/ S. SKELLY (.4).
		27.10	
MORRIS FD	05/28/04	0.70	T.CONF. W/ T. HORVAT RE SCHEDULES (.2); T.CONF. W/ T. HORVAT RE CONSOLIDATED REPORTING (.2); WORK RE SCHEDULES (.3).
MORRIS FD	06/03/04	1.40	T.CONF. W/ E. OHARA, D. KORTREY, T. HORVAT, R. MCWILLIAMS, H. COLVIN, T. MATZ, B. KELLY RE SCHEDULES AND STATEMENTS AND RELATED WORK.
MORRIS FD	06/07/04	0.40	WORK RE SCHEDULES.
MORRIS FD	06/11/04	2.00	WORK RE PREPARATION OF SCHEDULES AND STATEMENTS (1.8); T.CONF. W/ T. HORVAT RE SCHEDULES (.2).
MORRIS FD	06/14/04	0.20	T.CONF. W/ D. SULLIVAN RE SCHEDULES.
MORRIS FD	06/23/04	0.20	WORK RE MONTHLY OPERATING REPORT.
MORRIS FD	06/25/04	0.30	WORK RE MONTHLY OPERATING REPORTS.
		5.20	
TOUSSI S	06/08/04	0.90	REVIEW SCHEDULES TO BE FILED WITH THE COURT.
		0.90	
Total Associate		44.70	
SKELLY S	06/14/04	0.90	PREPARE BINDER OF SOFAS AND SCHEDULES.
SKELLY S	06/15/04	0.30	PREPARE PDF FILES OF SOFAS AND STATEMENTS.
		1.20	
Total Legal Assistant		1.20	
MATTER TOTAL		<u>68.60</u>	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

RCN Corporation (DIP)
Retention/Fee Matters (SASM&F)

Bill Date: 07/07/04
Bill Number: 1019561

NAME	DATE	HOURS	DESCRIPTION
ELLIN HL	06/01/04	5.00	ANALYSIS OF RETENTION ISSUES.
ELLIN HL	06/02/04	1.00	ANALYSIS OF RETENTION ISSUES.
		6.00	
GOFFMAN JM	06/04/04	2.00	REVIEW AND REVISE SKADDEN AFFIDAVIT, AND TC'S THERETO.
GOFFMAN JM	06/15/04	1.00	MEETING WITH F. MORRIS RE: KERP MOTION, ETC., AND UPCOMING HEARINGS (.7); TC WITH D. MARTINI RE: U.S. TRUSTEE'S OBJECTION TO SKADDEN'S RETENTION ON A 1% PER SE BASIS (.3).
GOFFMAN JM	06/16/04	0.20	TC WITH U.S. TRUSTEE'S OFFICE RE: OBJECTION TO SKADDEN'S RETENTION.
GOFFMAN JM	06/18/04	4.50	REVIEW U.S. TRUSTEE'S OBJECTION TO SKADDEN RETENTION (.3); REVIEW CASES THERETO (2.2); REVIEW AND REVISE DRAFT OF RESPONSE THERETO (1.5); TC W/ CLIENT THERETO (.5).
GOFFMAN JM	06/19/04	4.50	REVIEW AND REVISE RESPONSE TO U.S. TRUSTEE OBJECTION TO SKADDEN RETENTION AND REVIEW CASES THERETO.
GOFFMAN JM	06/20/04	3.00	REVIEW OBJECTIONS AND CASES RE: HEARING ON RETENTIONS, ETC.
		15.20	
LYONS JK	06/17/04	6.00	WORKED ON RETENTION APPLICATION RESPONSE.
LYONS JK	06/18/04	6.80	FURTHER REVISIONS TO RCN RESPONSE, REVIEW OF CASELAW AND OBJECTION, AND COMMENTS FOR ADDITIONAL CHANGES.
LYONS JK	06/19/04	4.00	FURTHER REVISIONS TO RCN RESPONSE, ADDITIONAL REVIEW OF CASELAW, AND FINAL REVIEW.
LYONS JK	06/20/04	1.00	CONFERENCE REGARDING FINAL CHANGES TO RESPONSE.
LYONS JK	06/21/04	3.50	FINAL CHANGES TO RESPONSE AND PREPARATION FOR 6/22 HEARING.
LYONS JK	06/22/04	3.00	PREPARATION FOR 6/22 HEARING (1.0), ATTENDANCE AT HEARING (2.0).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

		24.30	
MILMOE J	06/01/04	2.30	CALLS WITH SKADDEN TEAM TO PREP. FOR MEETING WITH US TRUSTEE (.6); MEETING WITH US TRUSTEE RE RETENTION AND CONFLICT ISSUES (1.0); CALLS AND CONFER WITH TEAM RE DEFINING ACTUAL CLIENT REPRESENTATION (.7).
MILMOE J	06/02/04	0.40	CALLS TO J. GOFFMAN AND R. MORRIS TO FOLLOW UP ON ASPECTS OF MEETING WITH US TRUSTEE.
MILMOE J	06/15/04	0.30	CALLS WITH J. GOFFMAN AND TEAM RE US TRUSTEE OBJECTION.
MILMOE J	06/17/04	1.20	CONFER W/ J. GOFFMAN AND J. LYONS RE US TRUSTEE'S OBJECTION AND APPROPRIATE RESPONSE (.6); CALL J. LYONS AND R. SAMOLE RE BRIEF, FACTS AND CASES (.6).
MILMOE J	06/18/04	1.30	REVIEW DRAFT BRIEF IN RESPONSE TO US TRUSTEE'S OBJECTIONS AND CONVEY COMMENTS TO J. LYONS AND R. SAMOLE (.9); CALLS WITH J. GOFFMAN AND J. BUTLER RE: SAME (.4).
MILMOE J	06/22/04	0.30	CALLS W/ J. GOFFMAN RE COURT HEARING AND IMPLICATIONS.
		5.80	
ST. CLAIR J	06/15/04	6.40	REVIEW DRAFT OBJECTION TO SKADDEN RETENTION (.4); REVIEW RETENTION PLEADINGS AND AFFIDAVIT (1.5); STRATEGY CONFERENCE REGARDING RESPONSE TO OBJECTION (1.2); REVIEW CASE LAW CITED IN OBJECTION (3.3).
ST. CLAIR J	06/17/04	8.50	RESEARCH REGARDING U.S. TRUSTEE OBJECTION TO SKADDEN RETENTION (4.5); REVIEW AND REVISE DRAFT RESPONSE TO OBJECTION (4.0).
ST. CLAIR J	06/20/04	4.30	WORK ON RETENTION BRIEF.
ST. CLAIR J	06/21/04	5.40	FINALIZE AND FILE RESPONSE TO TRUSTEE OBJECTION TO SKADDEN RETENTION.
		24.60	
Total Partner		75.90	
MATZ TJ	06/03/04	0.40	WORK ON SKADDEN RETENTION DISCLOSURE.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

MATZ TJ	06/07/04	0.30	CALL FROM P. SCHWARTZBERG RE SKADDEN AMENDED DISCLOSURE (.2); FOLLOW UP RE: SAME (.1).
MATZ TJ	06/14/04	0.80	WORK ON UPDATED RETENTION QUESTION QUESTIONNAIRE AND COMMENTS TO B. KELLY.
MATZ TJ	06/15/04	0.20	WORK ON SKADDEN RETENTION ISSUE.
MATZ TJ	06/17/04	0.80	WORK ON SKADDEN RETENTION OBJECTION FROM U.S. TRUSTEE AND RESPOND.
MATZ TJ	06/24/04	0.20	CALL WITH CHAMBERS RE AP SERVICES RETENTION APPLICATION ADJOURNMENT (.1); FOLLOW UP RE SAME (.1).
		2.70	
Total Counsel		2.70	
AGARWAL K	05/28/04	1.30	BEGIN RESEARCH ON 327(A) AND (E) ISSUES.
AGARWAL K	06/01/04	3.10	WORK ON 327 RESEARCH ISSUE.
AGARWAL K	06/04/04	1.00	WORK ON RETENTION QUESTIONNAIRE.
AGARWAL K	06/16/04	9.10	REVIEW SDNY DOCKETED CASES FOR GENERAL AND SPECIAL COUNSEL CONFLICT ISSUES.
AGARWAL K	06/17/04	10.10	REVIEW RECENT CHAPTER 11 CASES AND REVIEW FOR 327 ISSUES TO POPULATE CHART AND CREATE A STRING CITE FOR ANSWER TO DRAFT OBJECTION ON RETENTION ISSUES.
AGARWAL K	06/18/04	8.50	REVISE AND EDIT DEBTOR'S RESPONSE TO RETENTION OBJECTION AND RESEARCH LAW FIRM LOANS CREATING CONFLICTS ISSUE.
AGARWAL K	06/19/04	4.30	WORK ON RESPONSE TO RETENTION OBJECTION.
AGARWAL K	06/21/04	9.10	FINALIZE RESPONSE TO THE OBJECTION TO SKADDEN'S RETENTION INCLUDING REVISING AND EDITING THE BRIEF, GETTING DOCUMENTS READY FOR SERVICE, AND FINALIZING BINDERS FOR HEARING ON THE RETENTION ISSUE.
AGARWAL K	06/22/04	1.00	CREATE BINDER FOR HEARING ON RETENTION APPLICATION.
		47.50	
GEISLER ML	05/28/04	3.00	RESEARCH ISSUES RE RETENTION OF COUNSEL AND SECTION 327(A).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

GEISLER ML	05/31/04	1.20	REVIEW RESEARCH RE 327(A) ISSUES REGARDING RETENTION OF LAW FIRM.
GEISLER ML	06/01/04	3.70	RESEARCH RE ATTORNEY RETENTION AND 327(A) .
GEISLER ML	06/15/04	0.30	DISCUSSION AND RESEARCH RE RETENTION OF ATTORNEY ISSUES.
GEISLER ML	06/16/04	11.00	RESEARCH RE ISSUE OF LAW FIRM RETENTION IN SDNY (9.70); PREPARATION OF CITATIONS FOR INCLUSION IN RETENTION BRIEF (1.30) .
GEISLER ML	06/17/04	10.70	RESEARCH FOR RESPONSE TO RETENTION OBJECTION RE RECENT CASES IN SDNY RETENTION ISSUES AND PREPARATION OF CHART; DRAFT INSERT FOR SAME.
GEISLER ML	06/18/04	7.70	WORK ON REVISING AND EDITING RESPONSE TO RETENTION OBJECTION (6.20); RESEARCH RE RETENTION ISSUES (1.5) .
GEISLER ML	06/20/04	1.70	WORK ON EDITING, AND PREPARING SUPPLEMENT TO RETENTION BRIEF.
GEISLER ML	06/21/04	4.50	PREPARE APPENDIX TO RESPONSE TO OBJECTION OF RETENTION, PREPARE BINDERS FOR HEARINGS, OVERSEE FILING/SENDING OUT RESPONSE TO OBJECTION.
		43.80	
KELLY BP	05/28/04	1.20	REVIEW SKADDEN RETENTION QUESTIONNAIRE (.3); COORDINATE HAND DELIVERY OF FIRST DAY BINDER AND OTHER MATERIALS TO D. CRONIN, PROSPECTIVE CONFLICTS COUNSEL (.9) .
KELLY BP	06/02/04	1.30	DRAFT REVISED SKADDEN RETENTION AFFIDAVIT.
KELLY BP	06/04/04	0.80	RETENTION QUESTIONNAIRE - REVIEW AND EDIT, COORDINATE W/ R. LEVY.
KELLY BP	06/07/04	1.00	REVIEW AND MARKUP RETENTION QUESTIONNAIRE.
KELLY BP	06/08/04	0.80	REVIEW AND EDIT RETENTION QUESTIONNAIRE, SEND TO G. DAY.
KELLY BP	06/14/04	0.50	RETENTION QUESTIONNAIRE - FINALIZE AND SEND TO S. SKELLY TO CIRCULATE.
KELLY BP	06/15/04	0.50	REVIEW SKADDEN RETENTION PLEADINGS.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

KELLY BP	06/18/04	2.60	WORK ON MATTERS RELATED TO SKADDEN RETENTION.
		8.70	
MORRIS FD	05/28/04	0.10	T.CONF. W/ D. MARTINI RE SCHEDULING MEETING RE RETENTION.
MORRIS FD	06/02/04	0.40	WORK RE REVISED SKADDEN RETENTION AFFIDAVIT.
MORRIS FD	06/03/04	0.90	REVISE SKADDEN RETENTION AFFIDAVIT AND WORK RE SAME.
MORRIS FD	06/16/04	1.20	REVIEW PROPOSED UST OBJECTION TO SKADDEN RETENTION APPLICATION (.5), WORK RE RELATED ISSUES IN RESPONSE TO UST CONCERNS (.7).
MORRIS FD	06/17/04	0.90	WORK RE RESPONSE TO UST OBJECTION TO SKADDEN RETENTION.
MORRIS FD	06/18/04	2.60	WORK RE RESPONSE TO UST OBJECTION TO SKADDEN RETENTION (2.5); T.CONF. W/ P. PANTALEO RE SAME (.1).
MORRIS FD	06/19/04	2.80	WORK RE REPLY BRIEF IN RESPONSE TO UST OPPOSITION TO SKADDEN RETENTION.
MORRIS FD	06/20/04	1.10	WORK RE RESPONSE TO UST OBJECTION TO SKADDEN RETENTION (.7); DRAFT LETTER TO P. PANTALEO RE UST OBJECTION (.2); DRAFT LETTER TO N. MUNZBERG RE UST OBJECTION (.2).
MORRIS FD	06/21/04	1.30	WORK RE REPLY BRIEF IN SUPPORT OF SKADDEN RETENTION (.7); T.CONF. W/ N. MUNZBERG RE SAME (.2), T.CONF. W/ P. PANTALEO RE SAME (.2), T.CONF. W/ A. DENATALE RE SAME (.2).
MORRIS FD	06/25/04	0.40	T.CONF. W/ P. SCHWARTZBERG RE CASE MANAGEMENT ISSUES (.2); DRAFT LETTER TO A. HORVAT RE UST GUIDELINES (.2).
		11.70	
SAMOLE RM	06/15/04	10.10	RESEARCH CASES AND ARTICLES RE: DISINTERESTEDNESS.
SAMOLE RM	06/16/04	16.10	RESEARCH AND DRAFT BRIEF RE: UST OBJECTION TO SASMF RETENTION.
SAMOLE RM	06/17/04	16.80	CONTINUE TO RESEARCH AND DRAFT RESPONSE TO UST OBJECTION.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

SAMOLE RM	06/18/04	12.80	CONTINUE WORK ON RESPONSE TO UST OBJ.
SAMOLE RM	06/19/04	7.80	CONTINUE WORK RE: RESPONSE TO UST OBJECTION.
SAMOLE RM	06/20/04	8.90	REVISE UST RESPONSE TO OBJ (7.4); REVIEW ALL UNPUBLISHED DECISIONS CITED IN UST RESPONSE (1.5).
SAMOLE RM	06/21/04	8.20	FINALIZE BRIEF RESPONDING TO UST AND COORDINATE FILING.
SAMOLE RM	06/22/04	1.10	ASSIST IN HEARING PREP.
		81.80	
SILVERBERG BS	06/16/04	0.40	WORK ON ISSUES REGARDING SKADDEN ARPS RETENTION AS BANKRUPTCY COUNSEL.
		0.40	
TEICHER SL	06/18/04	1.00	REVIEW UST OBJECTION TO SASMF RETENTION (.5); CALLS/EMAILS RE LENDERS WAIVERS LETTERS (.5).
		1.00	
Total Associate		194.90	
ASHBY M	06/28/04	2.90	REVIEW AND CATEGORIZE ATTORNEY RESPONSES TO RETENTION QUESTIONNAIRES (2.1). PREPARE RESPONSES FOR UPDATING CONFLICT CHART (.8).
		2.90	
KREINER ML	06/23/04	2.80	LOG BRSQ RESPONSES INTO MASTER LIST.
KREINER ML	06/25/04	1.80	CONTINUE WORK ON RETENTION QUESTIONNAIRE MASTER CHART.
KREINER ML	06/28/04	3.40	CONTINUE WORK ON BRSQ CHART AND RESPONSES.
		8.00	
LEVY RJ	06/04/04	0.60	PREPARE BRSQ.
LEVY RJ	06/07/04	0.80	PREPARE BRSQ.
		1.40	
SKELLY S	06/15/04	0.50	PREPARE BRSQ.
SKELLY S	06/16/04	3.80	RESEARCH MAJOR CASES FOR RETENTION OF SKADDEN AS SPECIAL COUNSEL (1.7); SORT AND MAIL BRSQ (2.1).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

SKELLY S	06/22/04	1.90	SORT BRSQ'S.
SKELLY S	06/23/04	8.20	RECORD BRSQ'S AND MAINTAIN CONFLICTS CHART.
SKELLY S	06/24/04	9.60	CONTINUE TO RECORD BRSQ RESPONSES AND MAINTAIN CONFLICTS CHART (8.6); RESEND UNMARKED FORMS (1.0).
SKELLY S	06/25/04	1.30	CONTINUE RECORDING BRSQ RESPONSES.
SKELLY S	06/30/04	1.80	UPDATE LIST OF RESPONSES TO BRSQ.
		27.10	
Total Legal Assistant		39.40	
ROMAN JJ	06/16/04	1.50	WORK ON DISTRIBUTION OF RETENTION QUESTIONNAIRES TO ATTORNEYS (.8); SORT QUESTIONNAIRES BY OFFICES AND DISTRIBUTE TO SAME (.7).
ROMAN JJ	06/17/04	0.90	WORK ON REVIEW AND CATEGORIZATION OF ATTORNEY REPLIES TO RETENTION QUESTIONNAIRES.
ROMAN JJ	06/18/04	2.00	CONTINUED WORK ON REVIEW OF ATTORNEY REPLIES TO RETENTION QUESTIONNAIRES.
ROMAN JJ	06/21/04	3.50	RETRIEVE DOCUMENTS AND ASSIST WITH PREPARATION FOR SERVICE OF SAME CHAMBERS AND U.S. TRUSTEE (.8); ATTEND TO SERVICE OF SAME (1.1); FOLLOW UP WORK ON RETENTION QUESTIONNAIRES RE: SCREENING PROCEDURES (1.6).
ROMAN JJ	06/23/04	1.40	CONTINUED WORK ON REVIEW AND SORTING OF RETENTION QUESTIONNAIRES.
		9.30	
SULLIVAN MP	06/18/04	5.50	CITECHECK DEBTORS' RESPONSE TO OBJECTION OF U.S. TRUSTEE TO APPLICATION TO RETAIN SKADDEN AS COUNSEL.
		5.50	
Total Legal Assist Support		14.80	
MATTER TOTAL		<u>327.70</u>	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

RCN Corporation (DIP)
Retention/Fee Matters/Objections (Others)

Bill Date: 07/07/04
Bill Number: 1019561

NAME	DATE	HOURS	DESCRIPTION
ST. CLAIR J	06/08/04	0.50	WORK ON RETENTION OF BOARD COUNSEL.
ST. CLAIR J	06/17/04	1.80	REVIEW WINSTON RETENTION PAPERS AND COMMENT ON SAME.
		2.30	
Total Partner		2.30	
MATZ TJ	05/28/04	1.90	WORKING ON BLACKSTONE RETENTION NOTICE, DISCLOSURE (.7) CALL WITH P. SCHWARTZBERG AND BLACKSTONE AND AP NEGATIVE NOTICE (.2); CALL WITH BLACKSTONE RE: SAME (.2); WORK ON INTERIM COMPENSATION MOTION AND ORDER (.8).
MATZ TJ	05/30/04	1.30	WORK ON INTERIM COMPENSATION MOTION AND FINALIZING SAME.
MATZ TJ	05/31/04	2.30	REVIEW AND REVISE PWC AND AP RETENTION MATERIALS, AND INTERIM COMPENSATION ORDER.
MATZ TJ	06/01/04	1.00	WORK ON BLACKSTONE RETENTION NOTICE (.5); TWO CALLS WITH B. HAGGERTY RE: SAME (.3); CALL WITH U.S. TRUSTEE RE: BLACKSTONE AND NOTICE REQUIREMENT (.2).
MATZ TJ	06/04/04	0.30	WORK ON BLACKSTONE RETENTION FINAL ORDER AS PER U.S. TRUSTEE REQUEST.
MATZ TJ	06/14/04	1.20	WORK ON WINSTON & STRAWN RETENTION AND COMMENTS ON DRAFT MOTION, ORDER TO B. KELLY.
MATZ TJ	06/16/04	0.80	WORK ON ALIX PARTNERS RETENTION MATTERS (.4); EMAIL COMMENTS FROM MILBANK RE: SAME (.2); WORK ON FINALIZING SWIDLER, PWC RETENTION ORDERS (.2).
MATZ TJ	06/17/04	1.20	WORK ON WINSTON & STRAWN 363 RETENTION APPLICATION (.8); CALL WITH CHAMBERS RE: ADJOURNMENT OF AP SERVICES RETENTION (.2) AND FOLLOW UP RE: SAME (.2).
MATZ TJ	06/28/04	0.30	REVIEW AND COMMENT ON J. DUBEL SUPPLEMENTAL DISCLOSURE DECLARATION FOR FILING.
		10.30	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Total Counsel		10.30	
AGARWAL K	06/03/04	1.50	REVISE AND EDIT FINAL RETENTION ORDERS TO REFLECT COURT'S COMMENTS.
		1.50	
DAY GR	05/27/04	4.20	REVIEW AND REVISE RETENTION APPLICATIONS OF BLACKSTONE, BSI, PWC, SWIDLER AND OTHERS TO PREPARE APPLICATIONS FOR FILING.
DAY GR	05/31/04	2.90	REVISE MOTION TO APPROVE INTERIM COMP. PROCEDURES.
DAY GR	06/01/04	2.10	REVISE INTERIM COMP. MOTION, ORDER AND NOTICE.
DAY GR	06/02/04	0.90	REVISE INTERIM COMP. MOTION.
DAY GR	06/03/04	5.20	REVISE GOFFMAN AFFIDAVIT.
DAY GR	06/16/04	0.40	ATTEND CONF. CALL RE: RETENTION ISSUES AND UST OBJECTION.
DAY GR	06/21/04	0.50	REVIEW LOCAL RULES RE: PLEADING REQUIREMENTS.
		16.20	
KELLY BP	06/01/04	1.20	REVIEW UST EDITS TO BLACKSTONE RETENTION NOTICE, MAKE CHANGES AND E-MAIL TO UST AND B. HAGGERTY AT BLACKSTONE FOR SIGN-OFF.
KELLY BP	06/03/04	1.40	REVIEW AS-ENTERED RETENTION ORDERS AND SEND TO APPLICABLE PROFESSIONALS (1.0); REVISE INTERIM COMP PLEADINGS (.4).
KELLY BP	06/04/04	1.00	BLACKSTONE RETENTION - REVIEW FINAL ORDER AND INTERIM ORDER AS ISSUED BY COURT, AND COMPARE TO GLOBAL CROSSING PRECEDENT REQUESTED BY UST.
KELLY BP	06/09/04	1.70	RESEARCH RE: RETENTION OF SPECIAL COUNSEL.
KELLY BP	06/10/04	2.70	RESEARCH SPECIAL COUNSEL RETENTION ISSUE.
KELLY BP	06/14/04	4.20	DRAFT RETENTION PLEADINGS FOR SPECIAL COUNSEL TO BOARD.
KELLY BP	06/15/04	4.40	DRAFT PLEADINGS TO RETAIN SPECIAL COUNSEL TO BOARD.
KELLY BP	06/16/04	0.60	RESEARCH BLACKSTONE RETENTION MATTERS.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

KELLY BP	06/17/04	0.30	CALL W/ B. HAGGERTY TO DISCUSS BLACKSTONE FEE ISSUES.
KELLY BP	06/18/04	1.30	REVIEW / MARKUP WINSTON & STRAWN RETENTION PLEADINGS.
KELLY BP	06/23/04	0.80	REVISE WINSTON & STRAWN PLEADINGS AND CIRCULATE.
KELLY BP	06/24/04	0.50	REVIEW ISSUES RE: RETENTION OF AP SERVICES (.3) AND WINSTON & STRAWN (.2).
KELLY BP	06/29/04	0.50	REVIEW AND COMMENT ON BLACKSTONE RETENTION SUPPLEMENT (E-MAIL COMMENTS TO B. HAGGERTY).
		20.60	
MANCUSO N	05/28/04	1.20	REVISE/EDIT INTERIM COMP. NOTICE AND OCP MOTION.
		1.20	
MORRIS FD	06/23/04	0.20	LETTER TO J. DUBEL RE RETENTION HEARING ADJOURNMENT REQUEST.
MORRIS FD	06/23/04	0.80	REVIEW 6/22 ORDERS (.4); DRAFT LETTER TO J. KIDDOO RE INTERIM COMP ORDER, SWIDLER RETENTION ORDER (.2); DRAFT LETTER TO BLACKSTONE RE INTERIM COMP ORDER (.2).
MORRIS FD	06/24/04	0.20	T.CONF. W/ D. SULLIVAN RE AP RETENTION ADJOURNMENT.
		1.20	
TOUSSI S	06/23/04	1.30	REVIEW ORDINARY COURSE PROFESSIONALS MOTION AND LIST OF PROFESSIONALS.
		1.30	
UNDERWOOD JE	06/18/04	4.80	COMPOSE SUMMARIES FOR SPEAKING OUTLINE ON THE MOTION FOR INTERIM COMPENSATION AND PROFESSIONAL SERVICES SUMMARIES FOR THE DEBTOR'S ACCOUNTANT AND COMMUNICATIONS REGULATORY COUNSEL.
		4.80	
Total Associate		46.80	
MATTER TOTAL		<u>59.40</u>	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

RCN Corporation (DIP)
Tax Matters

Bill Date: 07/07/04
Bill Number: 1019561

NAME	DATE	HOURS	DESCRIPTION
MILLER MM	06/01/04	4.00	REVIEW NOL MOTION (1.2); REVIEW RESEARCH AND PREPARE FOR HEARING (2.8).
MILLER MM	06/02/04	4.40	PREPARE FOR HEARING (2.1); ATTEND HEARING (2.2) FOLLOWUP CALLS RE: SAME (.1).
MILLER MM	06/03/04	1.50	CALLS TO J. SAILE AND REVIEW PRESENTATION IN ANTICIPATION OF CALL (.4); CONFERENCE CALL WITH BONDHOLDERS (1.1) RE: NOL ISSUES.
MILLER MM	06/04/04	0.10	CALL TO M. ROSEN RE: NOL ISSUES.
MILLER MM	06/08/04	0.20	CALL TO R. MORRIS RE: NOL MOTION; REVIEW OF SAME.
MILLER MM	06/09/04	0.40	BEGIN REVIEW OF DISCLOSURE STATEMENT.
MILLER MM	06/10/04	0.30	CALLS TO R. MORRIS AND P. GOODMAN RE: NOLS.
MILLER MM	06/14/04	1.90	CALL TO H. ELLIN RE: NOLS (.1); CALL TO R. MORRIS (.4); CALLS TO ANDREWS AND KURTH (1.4); RESEARCH ON 382 ISSUES.
MILLER MM	06/15/04	1.50	CALL TO M. ROSEN (.3); ANALYSIS OF NOL POSITION AND CASES (1.2).
MILLER MM	06/16/04	2.00	INTERNAL CONFERENCE CALL RE: NOLS (.7), CALLS TO M. ROSEN (.5), CALL TO H. ELLIN (.1), CALL TO J. SAILE (.2), CALLS TO ANDREWS & KURTH , RE: SAME (.1); AND REVIEW DOCUMENTS RE: NOLS (.4).
MILLER MM	06/17/04	2.50	MISCELLANEOUS CALLS RE: NOLS (.3); REVIEW DISCLOSURE STATEMENTS (.7); ANALYSIS OF TAX ISSUES (1.5).
MILLER MM	06/18/04	1.50	REVIEW DISCLOSURE STATEMENT (1.3); CALLS TO J. GREENBLATT (.2) RE: SAME.
MILLER MM	06/22/04	0.50	REVIEW NOL MOTION PRECEDENTS.
MILLER MM	06/23/04	3.30	CALL TO A. FRINER (1.0), CALLS TO J. SAILLE (.1), CALLS TO J. GREENBLATT (.2) AND CALLS TO M. ROSEN (.1), REVIEW REGS AND RESEARCH ON SECTION 382 ISSUES (1.9).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

MILLER MM	06/24/04	2.90	CALLS TO M. ROSEN (.6); RESEARCH AND ANALYSIS OF 382 ISSUES (1.9); CALLS TO R. MORRIS (.2); CALLS TO J. GREENBLATT (.1) AND CALL TO A. FEINER RE: SAME (.1).
MILLER MM	06/25/04	1.20	RESEARCH ON TRADING ORDERS (.3); CALLS TO S. FINKELSTEIN (.1), CALLS TO M. ROSEN (.2), CALLS TO R. MORRIS (.2), CALL TO M. KUSHMAN (.1), CALL TO A. FEINER (.1) AND CALL TO J. SAILE RE: SAME (.2).
MILLER MM	06/28/04	0.50	REVIEW CASES AND ANALYSIS (.5).
MILLER MM	06/29/04	1.00	CALL TO R. MORRIS (.3); CALL TO J. GREENBLATT (.1); REVIEW RESEARCH MATERIALS (.6).
MILLER MM	06/30/04	0.30	REVIEW BOARD MATERIALS (.3).
		30.00	
ROSEN MA	06/02/04	2.90	PREPARATION FOR BANKRUPTCY COURT PROCEEDING (.9); REVIEW OF WELLS FARGO OBJECTIONS (.9); REVIEW AND ANALYSIS OF NPV OF RCN'S NOLS (1.1).
ROSEN MA	06/04/04	1.80	WORK RE: RESTRICTIONS ON TRADING OF DEBT AND/OR EQUITY (.9); REVIEW OF BONDHOLDERS' ISSUES AND CONCERNS (.9).
ROSEN MA	06/08/04	1.20	ANALYSIS RE DISCLOSURE OBLIGATIONS AND RESPONSIBILITIES.
ROSEN MA	06/09/04	0.50	REVIEW DISCLOSURE OBLIGATIONS.
ROSEN MA	06/10/04	0.50	DISCLOSURE ISSUES ANALYSIS.
ROSEN MA	06/15/04	2.20	RESTRICTIONS ON COMMON EQUITY TRADING (1.0); ALTERNATIVE STRUCTURES FOR EXIT FROM BANKRUPTCY (1.2).
ROSEN MA	06/16/04	1.50	CONSIDERATION OF SECTION 382 PRE-BANKRUPTCY CONFIRMATION OWNERSHIP CHANGE.
ROSEN MA	06/17/04	2.20	BANKRUPTCY PLAN DISCLOSURE DOCUMENT.
ROSEN MA	06/18/04	1.20	DISCLOSURE STATEMENT REVIEW.
ROSEN MA	06/22/04	0.50	ANALYSIS OF NOLS.
ROSEN MA	06/24/04	2.50	ANALYSIS RE RESTRICTION ON TRADING OF PREFERRED AND COMMON EQUITY.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

ROSEN MA	06/28/04	0.50	REVIEW RESTRICTIONS ON TRADING EQUITY.
		17.50	
Total Partner		47.50	
MATZ TJ	05/31/04	3.70	WORK ON FIRST DAY SPEAKING OUTLINE AND PREPARATION FOR FIRST DAY HEARING ON JUNE 2 (3.3); WORK ON REVISIONS TO NOL/TRADING IN EQUITY INTEREST ORDERS (.4).
		3.70	
Total Counsel		3.70	
AGARWAL K	06/25/04	4.80	REVIEW DOCKETS IN SDNY AND DEL FOR MOTIONS ON RESTRICTING EQUITY TRADING, OBJECTIONS AND RESPONSES.
AGARWAL K	06/28/04	0.50	CONTINUE PREP OF BINDERS OF NOL MOTIONS FILED IN OTHER CASES.
		5.30	
DAY GR	05/27/04	2.40	REVIEW AND REVISE NOL TAX MOTION.
DAY GR	05/31/04	1.30	REVISE NOL ORDERS PER PRIOR SERVICE OF MOTION.
		3.70	
GEISLER ML	06/25/04	1.30	RESEARCH PRECEDENT RE NOL MOTION.
		1.30	
GREENBLATT JA	05/28/04	1.20	DRAFT EXPLANATION OF NOL/RESTRICTION ON TRADING MOTION.
GREENBLATT JA	06/10/04	2.30	WORK ON TAX DISCLOSURE FOR DISCLOSURE STATEMENT.
GREENBLATT JA	06/16/04	1.20	WORK ON DISCLOSURE STATEMENT RE: TAX ISSUES.
GREENBLATT JA	06/18/04	5.20	DOCUMENT REVIEW/MARKUP OF DISCLOSURE STATEMENT.
GREENBLATT JA	06/24/04	1.30	RESEARCH RE: BANKRUPTCY/382 ISSUES.
		11.20	
KELLY BP	06/07/04	1.60	NOL/EQUITY TRADING MOTION - REVIEW AND MARKUP LETTERS TO BE SENT BY RCN TO ASSIST INNISFREE DETERMINE BENEFICIAL HOLDERS OF STOCK AND BONDS.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

KELLY BP	06/10/04	1.90	NOL/EQUITY TRADING MOTION - RESEARCH RE: ALL ORDERS (AND UNDERLYING MOTIONS) CITED, SCAN TO PDF AND DISTRIBUTE.
		3.50	
MORRIS FD	05/27/04	0.30	PREPARATION FOR NOL/TRADING MOTION HEARING.
MORRIS FD	06/08/04	0.30	WORK RE WELLS FARGO TRADING RESTRICTION OBJECTION.
MORRIS FD	06/10/04	0.50	T.CONF. W/ P. GOODMAN, M. MILLER RE TRADING RESTRICTIONS MOTION (.2), WORK RE OBTAINING FINAL ORDER (.3).
MORRIS FD	06/14/04	0.40	WORK RE RESOLUTION OF POTENTIAL OBJECTION TO EQUITY TRADING MOTION AND RELATED ISSUES.
MORRIS FD	06/16/04	0.40	WORK RE WELLS FARGO INQUIRY RE TRADING RESTRICTIONS ORDER.
MORRIS FD	06/23/04	0.30	T.CONF. W/ M. MILLER RE FINAL TRADING RESTRICTIONS ORDER AND WORK RE SAME.
MORRIS FD	06/24/04	0.60	WORK RE FINAL TRADING RESTRICTIONS ORDER (.4); T.CONF. W/ J. DUBEL RE TRADING RESTRICTIONS HEARING ADJOURNMENT (.2).
MORRIS FD	06/25/04	0.60	WORK RE FINAL TRADING RESTRICTIONS ORDER.
MORRIS FD	06/30/04	0.20	LETTER TO A. FEINER RE TAX MOTION ADJOURNMENT.
		3.60	
Total Associate		28.60	
MATTER TOTAL		<u>79.80</u>	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

RCN Corporation (DIP)
U.S. Trustee Matters

Bill Date: 07/07/04
Bill Number: 1019561

NAME	DATE	HOURS	DESCRIPTION
MATZ TJ	06/09/04	0.50	WORK ON AND FINALIZE AMENDED NOTICE OF COMMENCEMENT (.3); CALL WITH U.S. TRUSTEE RE: SAME (.2).
		0.50	
Total Counsel		0.50	
MORRIS FD	05/28/04	0.30	WORK RE RESPONDING TO UST ISSUES.
		0.30	
Total Associate		0.30	
MATTER TOTAL		<u>0.80</u>	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

RCN Corporation (DIP)
Vendor Matters

Bill Date: 07/07/04
Bill Number: 1019561

NAME	DATE	HOURS	DESCRIPTION
DAY GR	05/27/04	2.80	MEET WITH COMPANY TO ASSIST WITH FIRST DAY VENDOR ISSUES, EMPLOYEE AND LITIGATION ISSUES.
DAY GR	05/28/04	1.20	CALL TO AMERICAN EXPRESS, COMPANY AND OTHER VENDORS RE: CHAPTER 11 ISSUES.
		4.00	
MORRIS FD	06/01/04	0.30	T.CONF. W/ CON EDISON RE CHAPTER 11 FILING (.2); DRAFT LETTER TO CON EDISON RE SAME (.1).
MORRIS FD	06/11/04	0.30	ANALYSIS RE EXECUTORY CONTRACT ASSUMPTION.
MORRIS FD	06/24/04	0.30	T.CONF. W/ B. RAICHT RE NCTC PAYMENT TERMS.
MORRIS FD	06/29/04	0.20	T.CONF. W/ I. VELLENAS RE PROOF OF CLAIM.
		1.10	
Total Associate		5.10	
MATTER TOTAL		<u>5.10</u>	
CLIENT TOTAL		<u>2,039.00</u>	

EXHIBIT B

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #1 General Corporate Advice

Bill No: 1019561

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNERS</u>			
PETER A. ATKINS	\$760	6.70	\$ 5,092.00
HOWARD L. ELLIN	735	<u>9.00</u>	<u>6,615.00</u>
TOTAL PARTNERS		15.70	\$11,707.00
<u>ASSOCIATES</u>			
GRENVILLE R. DAY	\$440	1.80	\$ 792.00
FREDERICK D. MORRIS	475	<u>12.20</u>	<u>5,795.00</u>
TOTAL ASSOCIATES		14.00	\$ 6,587.00
MATTER TOTAL		<u>29.70</u>	<u>\$18,294.00</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #6 Automatic Stay (Relief Actions)

Bill No: 1019561

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
J. GREGORY ST. CLAIR	\$595	<u>0.90</u>	\$ <u>535.50</u>
TOTAL PARTNER		0.90	\$ 535.50
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	<u>0.40</u>	\$ <u>198.00</u>
TOTAL COUNSEL		0.40	\$ 198.00
<u>ASSOCIATES</u>			
FREDERICK D. MORRIS	\$475	6.20	\$2,945.00
JENNIFER E. UNDERWOOD	295	<u>2.00</u>	<u>590.00</u>
TOTAL ASSOCIATES		8.20	\$3,535.00
<u>LEGAL ASSISTANTS</u>			
STEPHANIE SKELLY	\$170	<u>1.30</u>	\$ <u>221.00</u>
TOTAL LEGAL ASSISTANTS		1.30	\$ 221.00
MATTER TOTAL		<u>10.80</u>	<u>\$4,489.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #8 Case Administration

Bill No: 1019561

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNERS</u>			
HOWARD L. ELLIN	\$735	0.70	\$ 514.50
JAY M. GOFFMAN	760	40.50	30,780.00
J. GREGORY ST. CLAIR	595	<u>5.10</u>	<u>3,034.50</u>
TOTAL PARTNERS		46.30	\$ 34,329.00
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	<u>41.20</u>	\$ <u>20,394.00</u>
TOTAL COUNSEL		41.20	\$ 20,394.00
<u>ASSOCIATES</u>			
KRIS AGARWAL	\$355	30.90	\$ 10,969.50
GRENVILLE R. DAY	440	28.60	12,584.00
MORDECAI L. GEISLER	320	8.50	2,720.00
BRIAN P. KELLY	395	103.40	40,843.00
NICK MANCUSO	355	73.20	25,986.00
FREDERICK D. MORRIS	475	45.60	21,660.00
SINA TOUSSI	460	57.40	26,404.00
JENNIFER E. UNDERWOOD	295	<u>8.30</u>	<u>2,448.50</u>
TOTAL ASSOCIATES		355.90	\$143,615.00
<u>LEGAL ASSISTANTS</u>			
MALIKAH ASHBY	\$195	10.60	\$ 2,067.00
MICHAEL L. KREINER	135	12.60	1,701.00
REBECCA J. LEVY	120	19.30	2,316.00
JOSEPH J. ROMAN	85	0.70	59.50
STEPHANIE SKELLY	170	<u>109.50</u>	<u>18,615.00</u>
TOTAL LEGAL ASSISTANTS		152.70	\$ 24,758.50
MATTER TOTAL		<u>596.10</u>	<u>\$223,096.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #9 Claims Admin. (General)

Bill No: 1019561

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
J. GREGORY ST. CLAIR	\$595	<u>3.10</u>	\$ <u>1,844.50</u>
TOTAL PARTNER		3.10	\$ 1,844.50
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	<u>6.40</u>	\$ <u>3,168.00</u>
TOTAL COUNSEL		6.40	\$ 3,168.00
<u>ASSOCIATES</u>			
GRENVILLE R. DAY	\$440	11.10	\$ 4,884.00
MORDECAI L. GEISLER	320	3.30	1,056.00
BRIAN P. KELLY	395	8.00	3,160.00
NICK MANCUSO	355	1.50	532.50
FREDERICK D. MORRIS	475	<u>2.50</u>	<u>1,187.50</u>
TOTAL ASSOCIATES		26.40	\$10,820.00
MATTER TOTAL		<u>35.90</u>	<u>\$15,832.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #13 Creditor Meetings/Statutory Committees

Bill No: 1019561

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
J. GREGORY ST. CLAIR	\$595	<u>4.00</u>	\$ <u>2,380.00</u>
TOTAL PARTNER		4.00	\$ 2,380.00
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	<u>2.10</u>	\$ <u>1,039.50</u>
TOTAL COUNSEL		2.10	\$ 1,039.50
<u>ASSOCIATES</u>			
GRENVILLE R. DAY	\$440	1.30	\$ 572.00
FREDERICK D. MORRIS	475	<u>13.30</u>	<u>6,317.50</u>
TOTAL ASSOCIATES		14.60	\$ 6,889.50
MATTER TOTAL		<u>20.70</u>	<u>\$10,309.00</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #14 Disclosure Statement/Voting Issues

Bill No: 1019561

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
J. GREGORY ST. CLAIR	\$595	<u>6.90</u>	\$ <u>4,105.50</u>
TOTAL PARTNER		6.90	\$ 4,105.50
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	<u>13.60</u>	\$ <u>6,732.00</u>
TOTAL COUNSEL		13.60	\$ 6,732.00
<u>ASSOCIATES</u>			
BRIAN P. KELLY	\$395	11.40	\$ 4,503.00
EVAN A. MICHAEL	320	27.50	8,800.00
JOSEPH A. ROTTER	355	24.80	8,804.00
BENNETT S. SILVERBERG	395	<u>5.00</u>	<u>1,975.00</u>
TOTAL ASSOCIATES		68.70	\$24,082.00
MATTER TOTAL		<u>89.20</u>	<u>\$34,919.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #15 Employee Matters (General)

Bill No: 1019561

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
J. GREGORY ST. CLAIR	\$595	<u>11.70</u>	\$ <u>6,961.50</u>
TOTAL PARTNER		11.70	\$ 6,961.50
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	22.50	\$11,137.50
JULIETTE W. PRYOR	495	<u>48.70</u>	<u>24,106.50</u>
TOTAL COUNSEL		71.20	\$35,244.00
<u>ASSOCIATES</u>			
KRIS AGARWAL	\$355	2.70	\$ 958.50
GRENVILLE R. DAY	440	33.60	14,784.00
NICK MANCUSO	355	1.10	390.50
FREDERICK D. MORRIS	475	25.80	12,255.00
MANAN D. SHAH	420	5.50	2,310.00
SINA TOUSSI	460	<u>7.00</u>	<u>3,220.00</u>
TOTAL ASSOCIATES		75.70	\$33,918.00
MATTER TOTAL		<u>158.60</u>	<u>\$76,123.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #18 Executory Contracts (Personalty)

Bill No: 1019561

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
J. GREGORY ST. CLAIR	\$595	<u>2.10</u>	<u>\$1,249.50</u>
TOTAL PARTNER		2.10	\$1,249.50
<u>ASSOCIATES</u>			
GRENVILLE R. DAY	\$440	2.70	\$1,188.00
JENNIFER E. UNDERWOOD	295	<u>20.50</u>	<u>6,047.50</u>
TOTAL ASSOCIATES		23.20	\$7,235.50
MATTER TOTAL		<u>25.30</u>	<u>\$8,485.00</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #19 Financing (DIP and Emergence)

Bill No: 1019561

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNERS</u>			
HOWARD L. ELLIN	\$735	3.00	\$ 2,205.00
JAY M. GOFFMAN	760	0.50	380.00
J. GREGORY ST. CLAIR	595	<u>13.80</u>	<u>8,211.00</u>
TOTAL PARTNERS		17.30	\$10,796.00
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	28.60	\$14,157.00
JULIETTE W. PRYOR	495	<u>1.30</u>	<u>643.50</u>
TOTAL COUNSEL		29.90	\$14,800.50
<u>ASSOCIATES</u>			
JOHN E. ALESSI	\$295	8.00	\$ 2,360.00
GRENVILLE R. DAY	440	33.60	14,784.00
BRIAN P. KELLY	395	11.70	4,621.50
FREDERICK D. MORRIS	475	24.80	11,780.00
STEPHANIE L. TEICHER	475	9.50	4,512.50
SINA TOUSSI	460	<u>54.60</u>	<u>25,116.00</u>
TOTAL ASSOCIATES		142.20	\$63,174.00
MATTER TOTAL		<u>189.40</u>	<u>\$88,770.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #21 Insurance

Bill No: 1019561

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
J. GREGORY ST. CLAIR	\$595	<u>1.30</u>	\$ <u>773.50</u>
TOTAL PARTNER		1.30	\$ 773.50
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	<u>3.90</u>	\$ <u>1,930.50</u>
TOTAL COUNSEL		3.90	\$ 1,930.50
<u>ASSOCIATES</u>			
KRIS AGARWAL	\$355	6.60	\$ 2,343.00
NICK MANCUSO	355	16.50	5,857.50
FREDERICK D. MORRIS	475	<u>0.40</u>	<u>190.00</u>
TOTAL ASSOCIATES		23.50	\$ 8,390.50
MATTER TOTAL		<u>28.70</u>	<u>\$11,094.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #25 Litigation (General)

Bill No: 1019561

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>ASSOCIATE</u>			
FREDERICK D. MORRIS	\$475	<u>0.80</u>	<u>\$380.00</u>
TOTAL ASSOCIATE		<u>0.80</u>	<u>\$380.00</u>
MATTER TOTAL		<u>0.80</u>	<u>\$380.00</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #28 Nonworking Travel Time

Bill No: 1019561

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNERS</u>			
JOHN K. LYONS	\$575	1.70	\$ 977.50
MAXWELL M. MILLER	720	<u>3.00</u>	<u>2,160.00</u>
TOTAL PARTNERS		4.70	\$3,137.50
<u>ASSOCIATE</u>			
GRENVILLE R. DAY	\$440	<u>1.20</u>	\$ <u>528.00</u>
TOTAL ASSOCIATE		1.20	\$ 528.00
<u>LEGAL ASSISTANTS</u>			
JOSEPH J. ROMAN	\$85	<u>0.30</u>	\$ <u>25.50</u>
TOTAL LEGAL ASSISTANTS		0.30	\$ 25.50
MATTER TOTAL		<u>6.20</u>	<u>\$3,691.00</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #30 Regulatory and SEC Matters

Bill No: 1019561

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNERS</u>			
HOWARD L. ELLIN	\$735	38.00	\$27,930.00
J. GREGORY ST. CLAIR	595	<u>3.40</u>	<u>2,023.00</u>
TOTAL PARTNERS		41.40	\$29,953.00
<u>ASSOCIATES</u>			
KEITH M. HAMLIN	\$440	5.50	\$ 2,420.00
EVAN A. MICHAEL	320	75.30	24,096.00
FREDERICK D. MORRIS	475	10.60	5,035.00
JOSEPH A. ROTTER	355	<u>49.90</u>	<u>17,714.50</u>
TOTAL ASSOCIATES		141.30	\$49,265.50
MATTER TOTAL		<u>182.70</u>	<u>\$79,218.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #31 Reorganization Plan/Plan Sponsors

Bill No: 1019561

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNERS</u>			
HOWARD L. ELLIN	\$735	5.00	\$ 3,675.00
JAY M. GOFFMAN	760	4.50	3,420.00
J. GREGORY ST. CLAIR	595	<u>20.10</u>	<u>11,959.50</u>
TOTAL PARTNERS		29.60	\$19,054.50
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	<u>29.30</u>	<u>\$14,503.50</u>
TOTAL COUNSEL		29.30	\$14,503.50
<u>ASSOCIATES</u>			
GRENVILLE R. DAY	\$440	13.20	\$ 5,808.00
FREDERICK D. MORRIS	475	5.90	2,802.50
SINA TOUSSI	460	<u>45.00</u>	<u>20,700.00</u>
TOTAL ASSOCIATES		64.10	\$29,310.50
<u>LEGAL ASSISTANTS</u>			
STEPHANIE SKELLY	\$170	<u>0.50</u>	\$ <u>85.00</u>
TOTAL LEGAL ASSISTANTS		0.50	\$ 85.00
MATTER TOTAL		<u>123.50</u>	<u>\$62,953.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #32 Reports and Schedules

Bill No: 1019561

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	<u>22.70</u>	<u>\$11,236.50</u>
TOTAL COUNSEL		22.70	\$11,236.50
<u>ASSOCIATES</u>			
GRENVILLE R. DAY	\$440	11.50	\$ 5,060.00
BRIAN P. KELLY	395	27.10	10,704.50
FREDERICK D. MORRIS	475	5.20	2,470.00
SINA TOUSSI	460	<u>0.90</u>	<u>414.00</u>
TOTAL ASSOCIATES		44.70	\$18,648.50
<u>LEGAL ASSISTANTS</u>			
STEPHANIE SKELLY	\$170	<u>1.20</u>	<u>\$ 204.00</u>
TOTAL LEGAL ASSISTANTS		1.20	\$ 204.00
MATTER TOTAL		<u>68.60</u>	<u>\$30,089.00</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #33 Retention/Fee Matters (SASM&F)

Bill No: 1019561

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNERS</u>			
HOWARD L. ELLIN	\$735	6.00	\$ 4,410.00
JAY M. GOFFMAN	760	15.20	11,552.00
JOHN K. LYONS	575	24.30	13,972.50
J. GREGORY MILMOE	760	5.80	4,408.00
J. GREGORY ST. CLAIR	595	<u>24.60</u>	<u>14,637.00</u>
TOTAL PARTNERS		75.90	\$ 48,979.50
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	<u>2.70</u>	\$ <u>1,336.50</u>
TOTAL COUNSEL		2.70	\$ 1,336.50
<u>ASSOCIATES</u>			
KRIS AGARWAL	\$355	47.50	\$ 16,862.50
MORDECAI L. GEISLER	320	43.80	14,016.00
BRIAN P. KELLY	395	8.70	3,436.50
FREDERICK D. MORRIS	475	11.70	5,557.50
RENA M. SAMOLE	395	81.80	32,311.00
BENNETT S. SILVERBERG	395	0.40	158.00
STEPHANIE L. TEICHER	475	<u>1.00</u>	<u>475.00</u>
TOTAL ASSOCIATES		194.90	\$ 72,816.50
<u>LEGAL ASSISTANTS</u>			
MALIKAH ASHBY	\$195	2.90	\$ 565.50
MICHAEL L. KREINER	135	8.00	1,080.00
REBECCA J. LEVY	120	1.40	168.00
JOSEPH J. ROMAN	85	9.30	790.50
STEPHANIE SKELLY	170	27.10	4,607.00
MARK P. SULLIVAN	135	<u>5.50</u>	<u>742.50</u>
TOTAL LEGAL ASSISTANTS		54.20	\$ 7,953.50
MATTER TOTAL		<u>327.70</u>	<u>\$131,086.00</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #34 Retention/Fee Matters/Objections (Others)

Bill No: 1019561

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
J. GREGORY ST. CLAIR	\$595	<u>2.30</u>	\$ <u>1,368.50</u>
TOTAL PARTNER		2.30	\$ 1,368.50
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	<u>10.30</u>	\$ <u>5,098.50</u>
TOTAL COUNSEL		10.30	\$ 5,098.50
<u>ASSOCIATES</u>			
KRIS AGARWAL	\$355	1.50	\$ 532.50
GRENVILLE R. DAY	440	16.20	7,128.00
BRIAN P. KELLY	395	20.60	8,137.00
NICK MANCUSO	355	1.20	426.00
FREDERICK D. MORRIS	475	1.20	570.00
SINA TOUSSI	460	1.30	598.00
JENNIFER E. UNDERWOOD	295	<u>4.80</u>	<u>1,416.00</u>
TOTAL ASSOCIATES		46.80	\$18,807.50
MATTER TOTAL		<u>59.40</u>	<u>\$25,274.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #36 Tax Matters

Bill No: 1019561

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNERS</u>			
MAXWELL M. MILLER	\$720	30.00	\$21,600.00
MATTHEW A. ROSEN	760	<u>17.50</u>	<u>13,300.00</u>
TOTAL PARTNERS		47.50	\$34,900.00
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	<u>3.70</u>	\$ <u>1,831.50</u>
TOTAL COUNSEL		3.70	\$ 1,831.50
<u>ASSOCIATES</u>			
KRIS AGARWAL	\$355	5.30	\$ 1,881.50
GRENVILLE R. DAY	440	3.70	1,628.00
MORDECAI L. GEISLER	320	1.30	416.00
JEFFREY A. GREENBLATT	460	11.20	5,152.00
BRIAN P. KELLY	395	3.50	1,382.50
FREDERICK D. MORRIS	475	<u>3.60</u>	<u>1,710.00</u>
TOTAL ASSOCIATES		28.60	\$12,170.00
MATTER TOTAL		<u>79.80</u>	<u>\$48,901.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #37 U.S. Trustee Matters

Bill No: 1019561

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	<u>0.50</u>	<u>\$247.50</u>
TOTAL COUNSEL		0.50	\$247.50
<u>ASSOCIATE</u>			
FREDERICK D. MORRIS	\$475	<u>0.30</u>	<u>\$142.50</u>
TOTAL ASSOCIATE		0.30	\$142.50
MATTER TOTAL		<u>0.80</u>	<u>\$390.00</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #39 Vendor Matters

Bill No: 1019561

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>ASSOCIATES</u>			
GRENVILLE R. DAY	\$440	4.00	\$1,760.00
FREDERICK D. MORRIS	475	<u>1.10</u>	<u>522.50</u>
TOTAL ASSOCIATES		5.10	\$2,282.50
MATTER TOTAL		<u>5.10</u>	<u>\$2,282.50</u>
CLIENT TOTAL		<u>2039.00</u>	<u>\$875,681.00</u>

EXHIBIT C

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

RCN Corporation (DIP)
General Corporate Advice

Bill Date: 07/07/04
Bill Number: 1019561

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	06/04/04	Copy Center, D	390.60
In-house Reproduction	06/08/04	Copy Center, D	2.50
In-house Reproduction	06/22/04	Copy Center, D	81.10
In-house Reproduction	06/29/04	Copy Center, D	17.10
		TOTAL IN-HOUSE REPRODUCTION	\$491.30
Telephone Expense	06/30/04	Telecommunications, D	4.26
		TOTAL TELEPHONE EXPENSE	\$4.26
Telephone - Long Distance	06/07/04	Goffman JM	14.76
Telephone - Long Distance	06/07/04	Goffman JM	4.92
Telephone - Long Distance	06/08/04	Goffman JM	4.92
		TOTAL TELEPHONE - LONG DISTANCE	\$24.60
Scanning	06/08/04	Scott-Bonnick S	125.07
Scanning	06/10/04	Scott-Bonnick S	21.12
Scanning	06/15/04	Scott-Bonnick S	27.06
Scanning	06/15/04	Scott-Bonnick S	2.31
Scanning	06/22/04	Scott-Bonnick S	51.92
Scanning	06/22/04	Scott-Bonnick S	7.81
Scanning	06/30/04	Scott-Bonnick S	32.12
Scanning	06/30/04	Scott-Bonnick S	0.33
		TOTAL SCANNING	\$267.74
OCR Processing	06/25/04	Paternostro M	78.75
OCR Processing	06/25/04	Drouillard, Jr. JK	1.05
		TOTAL OCR PROCESSING	\$79.80
		TOTAL MATTER	\$867.70

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

RCN Corporation (DIP)
Case Administration

Bill Date: 07/07/04
Bill Number: 1019561

Disbursement	Date	Vendor/Employee/Dept.	Amount
CLR\New York Database	06/04/04	Office Admin, D	200.00
		TOTAL CLR\NEW YORK DATABASE	\$200.00
CLR/Delaware Database	06/04/04	Office Admin, D	1,800.00
		TOTAL CLR/DELAWARE DATABASE	\$1,800.00
In-house Reproduction	05/28/04	Copy Center, D	54.10
In-house Reproduction	06/04/04	Copy Center, D	245.20
In-house Reproduction	06/08/04	Copy Center, D	0.40
In-house Reproduction	06/08/04	Copy Center, D	7.50
In-house Reproduction	06/11/04	Copy Center, D	49.50
In-house Reproduction	06/11/04	Copy Center, D	226.80
In-house Reproduction	06/15/04	Copy Center, D	6.30
In-house Reproduction	06/15/04	Copy Center, D	2.80
In-house Reproduction	06/18/04	Copy Center, D	302.50
In-house Reproduction	06/18/04	Copy Center, D	1,002.60
In-house Reproduction	06/22/04	Copy Center, D	281.50
In-house Reproduction	06/25/04	Copy Center, D	408.80
In-house Reproduction	06/29/04	Copy Center, D	258.60
In-house Reproduction	06/29/04	Copy Center, D	3.80
		TOTAL IN-HOUSE REPRODUCTION	\$2,850.40
Telephone Expense	06/30/04	Telecommunications, D	0.87
Telephone Expense	06/30/04	Telecommunications, D	0.09
Telephone Expense	06/30/04	Telecommunications, D	22.65
Telephone Expense	06/30/04	Telecommunications, D	0.03
Telephone Expense	06/30/04	Telecommunications, D	0.71
Telephone Expense	06/30/04	Telecommunications, D	0.33
Telephone Expense	06/30/04	Telecommunications, D	0.02
Telephone Expense	06/30/04	Telecommunications, D	1.22
Telephone Expense	06/30/04	Telecommunications, D	0.13
		TOTAL TELEPHONE EXPENSE	\$26.05
Postage	06/14/04	Office Admin, D	28.50

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Disbursement	Date	Vendor/Employee/Dept.	Amount
Postage	06/23/04	Office Admin, D	0.37
		TOTAL POSTAGE	\$28.87
Non-standard/Outside Reproduction	06/23/04	Village Copier	632.48
		TOTAL NON-STANDARD/OUTSIDE REPRODUCTION	\$632.48
Lexis/Nexis	06/01/04	Kelly BP	17.56
Lexis/Nexis	06/07/04	Michael EA	444.97
Lexis/Nexis	06/10/04	Kelly BP	8.77
Lexis/Nexis	06/26/04	Fawkes TR	8.33
Lexis/Nexis	06/30/04	Day GR	8.77
		TOTAL LEXIS/NEXIS	\$488.40
Westlaw	06/22/04	Skelly S	204.21
Westlaw	06/26/04	Fawkes TR	411.85
Westlaw	06/29/04	Toussi S	832.92
		TOTAL WESTLAW	\$1,448.98
Vendor Hosted Teleconferencing	06/01/04	Teleconferencing Services, LLC	10.35
		TOTAL VENDOR HOSTED TELECONFERENCING	\$10.35
Messengers/ Courier	05/27/04	Dist Serv/Mail/Page, D	20.25
Messengers/ Courier	05/28/04	Dist Serv/Mail/Page, D	8.91
Messengers/ Courier	05/28/04	Dist Serv/Mail/Page, D	8.91
Messengers/ Courier	05/28/04	Dist Serv/Mail/Page, D	8.91
Messengers/ Courier	05/28/04	Dist Serv/Mail/Page, D	8.91
Messengers/ Courier	05/28/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	05/28/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	06/01/04	Dist Serv/Mail/Page, D	7.85
Messengers/ Courier	06/01/04	Dist Serv/Mail/Page, D	7.85
Messengers/ Courier	06/01/04	Dist Serv/Mail/Page, D	7.85
Messengers/ Courier	06/01/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	06/04/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	06/07/04	Dist Serv/Mail/Page, D	20.25
Messengers/ Courier	06/07/04	Dist Serv/Mail/Page, D	11.75

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Disbursement	Date	Vendor/Employee/Dept.	Amount
Messengers/ Courier	06/08/04	Dist Serv/Mail/Page, D	8.91
Messengers/ Courier	06/09/04	Dist Serv/Mail/Page, D	7.85
Messengers/ Courier	06/09/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	06/09/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	06/09/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	06/14/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	06/14/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	06/15/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	06/17/04	Dist Serv/Mail/Page, D	17.62
Messengers/ Courier	06/18/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	06/21/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	06/21/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	06/23/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	06/23/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	06/25/04	Dist Serv/Mail/Page, D	30.37
		TOTAL MESSENGERS/ COURIER	\$352.44
Court Reporting	06/14/04	Veritext New York Reporting Company L.L.	328.80
Court Reporting	06/24/04	Veritext New York Reporting Company L.L.	163.80
Court Reporting	06/24/04	Veritext New York Reporting Company L.L.	249.60
		TOTAL COURT REPORTING	\$742.20
Outside Research/Internet Services	06/02/04	LexisNexis Courtlink Inc.	1.00
		TOTAL OUTSIDE RESEARCH/INTERNET SERVICES	\$1.00
Contracted Catering-NY	06/11/04	Day GR	124.09
Contracted Catering-NY	06/11/04	Day GR	124.09
		TOTAL CONTRACTED CATERING-NY	\$248.18
CLR/Disclosure	05/31/04	Global Securities	26.07
CLR/Disclosure	05/31/04	Global Securities	93.42
CLR/Disclosure	05/31/04	Global Securities	160.77

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Disbursement	Date	Vendor/Employee/Dept.	Amount
		TOTAL CLR/DISCLOSURE	\$280.26
		TOTAL MATTER	\$9,109.61

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

RCN Corporation (DIP)
Disclosure Statement/Voting Issues

Bill Date: 07/07/04
Bill Number: 1019561

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	06/30/04	Telecommunications, D	3.21
		TOTAL TELEPHONE EXPENSE	\$3.21
		TOTAL MATTER	\$3.21

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

RCN Corporation (DIP)
Employee Matters (General)

Bill Date: 07/07/04
Bill Number: 1019561

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	06/30/04	Telecommunications, D	2.14
		TOTAL TELEPHONE EXPENSE	\$2.14
		TOTAL MATTER	\$2.14

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

RCN Corporation (DIP)
Executory Contracts (Personalty)

Bill Date: 07/07/04
Bill Number: 1019561

Disbursement	Date	Vendor/Employee/Dept.	Amount
Westlaw	06/07/04	Underwood JE	404.68
Westlaw	06/08/04	Underwood JE	77.22
TOTAL WESTLAW			\$481.90
TOTAL MATTER			\$481.90

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

RCN Corporation (DIP)
Financing (DIP and Emergence)

Bill Date: 07/07/04
Bill Number: 1019561

Disbursement	Date	Vendor/Employee/Dept.	Amount
UCC Flat Fee Org ID Search	06/02/04	Alessi JE	30.00
UCC Flat Fee Org ID Search	06/02/04	Alessi JE	30.00
UCC Flat Fee Org ID Search	06/02/04	Alessi JE	30.00
		TOTAL UCC FLAT FEE ORG ID SEARCH	\$90.00
UCC Flat Fee Search	06/02/04	Alessi JE	122.00
UCC Flat Fee Search	06/02/04	Alessi JE	77.00
UCC Flat Fee Search	06/02/04	Alessi JE	77.00
UCC Flat Fee Search	06/02/04	Alessi JE	77.00
UCC Flat Fee Search	06/02/04	Alessi JE	122.00
UCC Flat Fee Search	06/02/04	Alessi JE	122.00
UCC Flat Fee Search	06/02/04	Alessi JE	122.00
UCC Flat Fee Search	06/02/04	Alessi JE	122.00
UCC Flat Fee Search	06/02/04	Alessi JE	122.00
UCC Flat Fee Search	06/02/04	Alessi JE	122.00
UCC Flat Fee Search	06/02/04	Alessi JE	122.00
UCC Flat Fee Search	06/02/04	Alessi JE	122.00
UCC Flat Fee Search	06/02/04	Alessi JE	77.00
UCC Flat Fee Search	06/02/04	Alessi JE	77.00
UCC Flat Fee Search	06/02/04	Alessi JE	77.00
UCC Flat Fee Search	06/02/04	Alessi JE	122.00
UCC Flat Fee Search	06/02/04	Alessi JE	77.00
UCC Flat Fee Search	06/02/04	Alessi JE	77.00
UCC Flat Fee Search	06/02/04	Alessi JE	77.00
UCC Flat Fee Search	06/02/04	Alessi JE	77.00
UCC Flat Fee Search	06/02/04	Alessi JE	77.00
UCC Flat Fee Search	06/02/04	Alessi JE	122.00
UCC Flat Fee Search	06/02/04	Alessi JE	77.00
UCC Flat Fee Search	06/02/04	Alessi JE	122.00
UCC Flat Fee Search	06/02/04	Alessi JE	77.00

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Disbursement	Date	Vendor/Employee/Dept.	Amount
UCC Flat Fee Search	06/02/04	Alessi JE	122.00
UCC Flat Fee Search	06/02/04	Alessi JE	77.00
UCC Flat Fee Search	06/02/04	Alessi JE	122.00
UCC Flat Fee Search	06/08/04	Alessi JE	77.00
		TOTAL UCC FLAT FEE SEARCH	\$2,940.00
In-house Reproduction	06/04/04	Copy Center, D	6.50
		TOTAL IN-HOUSE REPRODUCTION	\$6.50
Telephone Expense	06/30/04	Telecommunications, D	6.63
Telephone Expense	06/30/04	Telecommunications, D	0.01
		TOTAL TELEPHONE EXPENSE	\$6.64
Westlaw	06/22/04	Mancuso N	91.76
		TOTAL WESTLAW	\$91.76
		TOTAL MATTER	\$3,134.90

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

RCN Corporation (DIP)
Litigation (General)

Bill Date: 07/07/04
Bill Number: 1019561

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	06/18/04	Copy Center, D	35.90
In-house Reproduction	06/22/04	Copy Center, D	139.00
In-house Reproduction	06/25/04	Copy Center, D	6.30
		TOTAL IN-HOUSE REPRODUCTION	\$181.20
Telephone Expense	06/30/04	Telecommunications, D	5.25
		TOTAL TELEPHONE EXPENSE	\$5.25
Lexis/Nexis	05/28/04	Geisler ML	159.48
Lexis/Nexis	06/08/04	Geisler ML	27.60
Lexis/Nexis	06/15/04	Geisler ML	40.14
Lexis/Nexis	06/16/04	Geisler ML	709.27
Lexis/Nexis	06/17/04	Geisler ML	755.68
Lexis/Nexis	06/18/04	Geisler ML	3,874.88
		TOTAL LEXIS/NEXIS	\$5,567.05
Westlaw	06/01/04	Underwood JE	114.95
Westlaw	06/16/04	Peart NA	140.23
Westlaw	06/18/04	Agarwal K	211.12
		TOTAL WESTLAW	\$466.30
Court Reporting	06/18/04	Geisler ML	108.10
		TOTAL COURT REPORTING	\$108.10
		TOTAL MATTER	\$6,327.90

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

RCN Corporation (DIP)
Regulatory and SEC Matters

Bill Date: 07/07/04
Bill Number: 1019561

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	06/04/04	Copy Center, D	21.50
		TOTAL IN-HOUSE REPRODUCTION	\$21.50
Telephone Expense	06/30/04	Telecommunications, D	4.42
		TOTAL TELEPHONE EXPENSE	\$4.42
Vendor Hosted Teleconferencing	06/17/04	Teleconferencing Services, LLC	179.67
		TOTAL VENDOR HOSTED TELECONFERENCING	\$179.67
		TOTAL MATTER	\$205.59

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

RCN Corporation (DIP)
Reorganization Plan/Plan Sponsors

Bill Date: 07/07/04
Bill Number: 1019561

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	06/08/04	Copy Center, D	0.10
In-house Reproduction	06/18/04	Copy Center, D	79.20
In-house Reproduction	06/22/04	Copy Center, D	0.30
In-house Reproduction	06/25/04	Copy Center, D	42.10
In-house Reproduction	06/29/04	Copy Center, D	125.30
		TOTAL IN-HOUSE REPRODUCTION	\$247.00
Telephone Expense	06/30/04	Telecommunications, D	7.23
Telephone Expense	06/30/04	Telecommunications, D	0.01
		TOTAL TELEPHONE EXPENSE	\$7.24
Lexis/Nexis	05/28/04	Geisler ML	1,104.09
Lexis/Nexis	06/01/04	Agarwal K	152.38
Lexis/Nexis	06/01/04	Geisler ML	1,067.26
Lexis/Nexis	06/16/04	Agarwal K	209.09
Lexis/Nexis	06/17/04	Agarwal K	121.68
Lexis/Nexis	06/18/04	Agarwal K	616.18
Lexis/Nexis	06/21/04	Agarwal K	228.71
Lexis/Nexis	06/21/04	Geisler ML	710.33
Lexis/Nexis	06/22/04	Agarwal K	153.84
Lexis/Nexis	06/22/04	Geisler ML	326.15
Lexis/Nexis	06/23/04	Agarwal K	592.77
Lexis/Nexis	06/23/04	Geisler ML	627.92
Lexis/Nexis	06/24/04	Geisler ML	4,311.28
Lexis/Nexis	06/25/04	Geisler ML	9.18
Lexis/Nexis	06/28/04	Agarwal K	522.10
Lexis/Nexis	06/28/04	Geisler ML	1,685.97
Lexis/Nexis	06/29/04	Agarwal K	164.78
Lexis/Nexis	06/29/04	Geisler ML	463.98
		TOTAL LEXIS/NEXIS	\$13,067.69
Westlaw	06/18/04	Sullivan MP	156.78
Westlaw	06/19/04	Rockness D	652.96

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Disbursement	Date	Vendor/Employee/Dept.	Amount
		TOTAL WESTLAW	\$809.74
		TOTAL MATTER	\$14,131.67

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

RCN Corporation (DIP)
Retention/Fee Matters (SASM&F)

Bill Date: 07/07/04
Bill Number: 1019561

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	06/22/04	Copy Center, D	4.90
		TOTAL IN-HOUSE REPRODUCTION	\$4.90
Telephone Expense	06/30/04	Telecommunications, D	7.26
Telephone Expense	06/30/04	Telecommunications, D	0.01
		TOTAL TELEPHONE EXPENSE	\$7.27
Lexis/Nexis	06/15/04	Samole RM	13.46
Lexis/Nexis	06/16/04	Samole RM	231.37
Lexis/Nexis	06/17/04	Samole RM	138.32
Lexis/Nexis	06/18/04	Samole RM	17.96
		TOTAL LEXIS/NEXIS	\$401.11
Westlaw	06/16/04	Karaffa JM	132.61
Westlaw	06/16/04	Thompson BJ	155.01
		TOTAL WESTLAW	\$287.62
Messengers/ Courier	06/11/04	Anco Delivery/Dist.	21.41
Messengers/ Courier	06/20/04	Arrow Messenger Svc	24.00
		TOTAL MESSENGERS/ COURIER	\$45.41
Court Reporting	06/22/04	Veritext New York Reporting Company L.L.	31.30
		TOTAL COURT REPORTING	\$31.30
		TOTAL MATTER	\$777.61

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

RCN Corporation (DIP)
Retention/Fee Matters/Objections (Others)

Bill Date: 07/07/04
Bill Number: 1019561

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	06/30/04	Telecommunications, D	1.21
		TOTAL TELEPHONE EXPENSE	\$1.21
Lexis/Nexis	06/18/04	Kelly BP	12.32
		TOTAL LEXIS/NEXIS	\$12.32
Messengers/ Courier	06/11/04	Anco Delivery/Dist.	21.41
		TOTAL MESSENGERS/ COURIER	\$21.41
		TOTAL MATTER	\$34.94

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

RCN Corporation (DIP)
Tax Matters

Bill Date: 07/07/04
Bill Number: 1019561

Disbursement	Date	Vendor/Employee/Dept.	Amount
Air/Rail Travel - vendor feed	06/02/04	Miller MM	1,334.90
Air/Rail Travel - vendor feed	06/02/04	Miller MM	1,368.90
Air/Rail Travel - vendor feed	06/02/04	Miller MM	689.20
		TOTAL AIR/RAIL TRAVEL - VENDOR FEED	\$3,393.00
In-house Reproduction	06/25/04	Copy Center, D	9.70
		TOTAL IN-HOUSE REPRODUCTION	\$9.70
Telephone Expense	06/30/04	Telecommunications, D	1.87
		TOTAL TELEPHONE EXPENSE	\$1.87
Lexis/Nexis	06/18/04	Greenblatt JA	67.74
Lexis/Nexis	06/24/04	Greenblatt JA	206.74
		TOTAL LEXIS/NEXIS	\$274.48
Westlaw	06/24/04	Greenblatt JA	939.34
		TOTAL WESTLAW	\$939.34
Out-of-Town Travel	06/02/04	Miller MM	25.00
		TOTAL OUT-OF-TOWN TRAVEL	\$25.00
		TOTAL MATTER	\$4,643.39
		TOTAL CLIENT	\$39,720.56