

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
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Frederick D. Morris (FM 6564)

Attorneys for Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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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 JULY 1, 2004 THROUGH JULY 31, 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 from July 1, 2004 through July 31, 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 approved by the Court on a

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

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 JULY 1, 2004 THROUGH JULY 31, 2004²**

<u>NAME</u>	<u>YEAR OF ADMISSION</u>	<u>RATE</u>	<u>HOURS</u>	<u>AMOUNT</u>
<u>PARTNERS</u>				
Peter A. Atkins		\$760	8.80	\$ 6,688.00
Jay M. Goffman		760	49.00	37,240.00
Maxwell M. Miller		720	8.00	5,760.00
J. Gregory St. Clair		595	74.80	44,506.00
TOTAL PARTNERS			140.60	\$ 94,194.00
<u>COUNSEL</u>				
Thomas J. Matz		\$495	77.30	\$ 38,263.50
TOTAL COUNSEL			77.30	\$ 38,263.50
<u>ASSOCIATES</u>				
Kris Agarwal		\$355	30.00	\$ 10,650.00
Grenville R. Day		440	44.20	19,448.00
Mordecai L. Geisler		320	6.70	2,144.00
Jeffrey A. Greenblatt		460	27.40	12,604.00
Brian P. Kelly		395	77.10	30,454.50
Nick Mancuso		355	54.90	19,489.50
Evan A. Michael		320	12.10	3,872.00
Frederick D. Morris		475	77.80	36,955.00
Joseph A. Rotter		355	27.00	9,585.00
Bennett S. Silverberg		395	25.70	10,151.50
Venera E. Taouchanova		420	40.80	17,136.00
Sina Toussi		460	23.10	10,626.00
Jennifer E. Underwood		295	10.00	2,950.00

² As an accommodation to the Debtors, Skadden, Arps has voluntarily reduced its fees by \$13,560.25, which represents time for partners, counsel, associates, and paraprofessionals billing less than five (5) hours during this period.

	TOTAL ASSOCIATES	456.80	\$186,065.50
<u>PARAPROFESSIONALS</u>			
Donald Rockness	\$135	6.50	\$ 877.50
Adriana G. Salazar	85	53.10	4,513.50
Stephanie Skelly	195	10.10	1,969.50
	TOTAL PARAPROFESSIONALS	69.70	\$ 7,360.50
	TOTAL	744.40	\$325,883.50

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.³

³

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 JULY 1, 2004 THROUGH JULY 31, 2004⁴**

Computer Legal Research	\$ 7,200.61
Long Distance Telephone	163.24
In-House Reproduction (@\$.15 per page)	1,059.40
Outside Research	250.67
Filing/Court Fees	1,678.00
Court Reporting	553.20
Local Travel	386.27
Business Meals ⁵	248.19
Courier & Express Carriers (e.g., Federal Express) ⁶	322.55
Postage	<u>15.80</u>

CLIENT TOTAL: \$11,877.93

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

⁴ 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.

⁵ Business meals are charged to a client if an attorney is meeting with a client during breakfast, lunch or dinner.

⁶ 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:

- **Plan and Disclosure Statement.** Skadden, Arps attorneys continued to spend considerable time assisting the Debtors in their continuing efforts to formulate and draft a Plan of Reorganization and associated Disclosure Statement.

- **Case Administration.** Skadden, Arps attorneys continued to spend significant time on the day to day administration of the Debtors' chapter 11 cases, including preparing for and attending hearings on matters related to the Debtors' retention of professionals, proposed restrictions on trading in the Debtors' equity securities, and continuation of the Debtors' employee retention and severance program.

- **Statutory Committees.** Skadden, Arps' attorneys assisted the Debtors in responding to the stockholders request to form an equity committee.

- **Retention Matters.** At the request of the Debtors, Skadden, Arps continued to undertake the work necessary to be retained as a professional in these cases and to update the disclosure required by the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and the Bankruptcy Court. Skadden, Arps attorneys continued to advise the Debtors with respect to matters concerning the retention of other professionals in these chapter 11 cases.

- **Automatic Stay.** Skadden, Arps' attorneys advised the Debtors with respect to motions filed to lift the automatic stay.

- **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' equity securities.

- **Regulatory and SEC Matters.** Skadden, Arps attorneys advised the Debtors with respect to various matters in connection with filings required by the SEC.

**SUMMARY OF FEES AND DISBURSEMENTS OF SKADDEN,
ARPS, SLATE, MEAGHER & FLOM LLP FOR THE PERIOD
FROM JULY 1, 2004 THROUGH JULY 31, 2004**

TOTAL PROFESSIONAL FEES	\$325,883.50
TOTAL DISBURSEMENTS	<u>\$11,877.93</u>
<u>TOTAL FEES AND DISBURSEMENTS FOR THE FEE PERIOD</u>	<u>\$337,761.43</u>
80% OF PROFESSIONAL FEES	\$260,706.80
100% OF DISBURSEMENTS	<u>\$11,877.93</u>
<u>TOTAL AMOUNT LESS 20% HOLDBACK</u>	<u>\$272,584.73</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
August 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)
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(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: 08/05/04
Bill Number: 1023182

NAME	DATE	HOURS	DESCRIPTION
ATKINS PA	07/15/04	0.20	T/C W/ J.GOFFMAN (SASM&F) RE: UPCOMING BOARD MEETING.
ATKINS PA	07/18/04	0.90	REVIEW BOARD MEETING MATERIAL.
ATKINS PA	07/20/04	7.40	PREPARATION FOR AND ATTENDANCE AT BOARD MEETING RE: REVIEW CURRENT STATUS, ALTERNATIVE STRATEGIES AND STEPS (5.5); CONFS. WITH J.DUBEL (COO OF RCN) (.6) AND D. MCCOURT (.7) RE: ISSUES INVOLVED IN STRATEGIC PLANNING/STEPS; CONF. WITH J. GOFFMAN (SASM&F) POST-BOARD MEETING RE: NEXT STEPS, TIMING, ETC. (.6).
		8.50	
GOFFMAN JM	07/07/04	1.50	PREPARATION OF BOARD STRATEGY MEMO.
GOFFMAN JM	07/08/04	1.50	REVIEW AND REVISE MEMO FOR BOARD RE: CASE STRATEGY.
GOFFMAN JM	07/09/04	2.50	REVIEW AND REVISE MEMO FOR BOARD RE: STRATEGY ISSUES.
GOFFMAN JM	07/12/04	1.00	REVIEW AND REVISE STRATEGY MEMO FOR BOARD.
GOFFMAN JM	07/16/04	1.50	REVIEW AND REVISE STRATEGY MEMO (1.0); TC'S WITH J. DUBEL, ETC. RE: SAME (.5).
GOFFMAN JM	07/19/04	2.50	PREPARE FOR BOARD MEETING (1.0); REVIEW AND REVISE MEMO THERETO (1.5).
GOFFMAN JM	07/20/04	8.50	ALL DAY MEETINGS IN PRINCETON WITH BOARD OF DIRECTORS TO REVIEW STRATEGY AND POTENTIAL PLAN ISSUES (6.0); REVIEW AND REVISE MEMOS THERETO (1.5); TC'S WITH P. PANTALEO, T. COLEMAN, F. MORRIS, ETC. RE: STRATEGY ISSUES (1.0).
GOFFMAN JM	07/29/04	1.00	REVIEW AND REVISE BOARD MATERIALS.
		20.00	
Total Partner		28.50	
MATZ TJ	07/02/04	0.40	WORK ON BOARD POWERS AND COMPENSATION MATTER.
MATZ TJ	07/16/04	0.40	WORK ON DIRECTOR GOVERNANCE ISSUES.
		0.80	
Total Counsel		0.80	

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

DAY GR	07/16/04	2.30	REVIEW BOARD OF DIRECTOR ISSUES.
		2.30	
MORRIS FD	07/02/04	0.30	T.CONF. W/ P. BRADSHAW RE: CORPORATE GOVERNANCE ISSUES.
MORRIS FD	07/07/04	0.50	T.CONF. W/ D. NEIER RE: BOARD ISSUES (.2); WORK RE: SAME (.3).
MORRIS FD	07/16/04	0.50	T.CONF. W/ R. BOSTROM, H. ELLIN, J. GOFFMAN RE CORP. GOVERNANCE ISSUES, RESTRUCTURING STRATEGY (.3); REVIEW DILIGENCE REQUEST LETTER (.2).
MORRIS FD	07/19/04	0.70	T.CONF. W/ D. KORTREY RE: BOARD INFORMATION REQUEST (.2); LETTER TO D. KORTREY RE: SAME (.2) AND WORK RE: RESPONSE TO SAME (.3).
MORRIS FD	07/21/04	0.20	DRAFT LETTER TO D. KUNZ RE: CONFI AGREEMENT.
MORRIS FD	07/22/04	0.50	T.CONF. W/ D. SULLIVAN RE: SPENCER STUART RETENTION (.2), WORK RE: SAME (.2); T.CONF. W/ D. SULLIVAN RE: PROPOSED SPENCER STUART AGREEMENT (.1).
		2.70	
ROTTER JA	07/19/04	1.60	REVIEW CONFIDENTIALITY AGREEMENT AND CORRESPONDENCE REGARDING CONFIDENTIALITY AGREEMENT.
ROTTER JA	07/20/04	4.80	CALLS WITH R.MORRIS (.2); CORRESPONDENCE WITH BLACKSTONE AND SKADDEN RE: CONFIDENTIALITY AGREEMENTS (1.0); DRAFT CONFIDENTIALITY AGREEMENT (2.6); REVIEW CONFIDENTIALITY AGREEMENT (.4); REVIEW CORRESPONDENCE FROM RCN AND BLACKSTONE AND ALL ATTACHMENTS THERETO (.6).
		6.40	
Total Associate		11.40	
TOTAL TIME		<u>40.70</u>	

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

RCN Corporation (DIP)
Automatic Stay (Relief Actions)

Bill Date: 08/05/04
Bill Number: 1023182

NAME	DATE	HOURS	DESCRIPTION
ST. CLAIR JG	07/01/04	1.50	REVIEW REDMOND'S MOTION FOR RELIEF FROM STAY AND WORK ON STRATEGY RE: SAME.
ST. CLAIR JG	07/06/04	0.60	WORK ON STAY RELIEF STRATEGY.
ST. CLAIR JG	07/17/04	1.50	REVIEW REDMOND LIFT STAY REQUEST AND STRATEGY MEMO RE: SAME.
ST. CLAIR JG	07/21/04	0.30	WORK ON REDMOND STAY RELIEF MATTER.
ST. CLAIR JG	07/22/04	0.50	WORK ON REDMOND LIFT STAY RESPONSE.
		4.40	
Total Partner		4.40	
MORRIS FD	07/01/04	0.40	REVIEW LIFT STAY PAPERS (.3), LETTER TO P. BRADSHAW RE: SAME (.1).
MORRIS FD	07/06/04	0.60	T.CONF. W/ P. BRADSHAW RE: REDMOND STAY REQUEST (.2); WORK RE: PROTOCOL FOR HANDLING STAY REQUESTS (.4).
MORRIS FD	07/07/04	0.30	ANALYSIS RE: REDMOND LIFT-STAY MOTION.
MORRIS FD	07/21/04	0.40	WORK RE: REDMOND LIFT STAY RESPONSE (.2); WORK RE: ADDITIONAL LIFT STAY REQUEST (.2).
MORRIS FD	07/23/04	0.40	WORK RE REDMOND LIFT STAY MOTION.
		2.10	
TAOUCHANOVA VE	07/06/04	0.80	REVIEW LIFT OF STAY MOTIONS.
TAOUCHANOVA VE	07/12/04	6.10	REVIEW KEMPER INSURANCE POLICY (3.1); DISCUSSED VARIOUS ISSUE RE: SAME WITH G. DAY (.5); REVIEW STIPULATION WITH E. PACINO (1.1); VARIOUS CALLS WITH P. BRADSHAW RE: DEDUCTIBLE AND SETTLEMENT OF MCAD AND EEOC MATTER (1.0); CALL WITH R. MORRIS AND T. MATZ RE: SAME (.4).
TAOUCHANOVA VE	07/14/04	4.10	REVIEW BARBARA REDMOND CLAIM (1.5); DRAFT STIPULATION MODIFYING THE AUTOMATIC STAY RE: SAME (1.4); DISCUSS STRATEGIES WITH R. MORRIS AND T. MATZ (.6); EMAIL CORRESPONDENCE TO G. ST. CLAIR RE: SAME (.6).
TAOUCHANOVA VE	07/15/04	5.30	CONTINUE DRAFTING STIPULATION MODIFYING THE AUTOMATIC STAY RE: BARBARA REDMOND CLAIM (4.4); EMAIL CORRESPONDENCE WITH G. ST. CLAIR AND R. MORRIS RE: SAME (.9).

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

TAOUCHANOVA VE	07/21/04	4.10	FOLLOW UP ON BARBARA REDMOND LIFT STAY MOTION (1.8); DISCUSS SAME WITH G. ST. CLAIR (.5); CONTACT HOWARD JUMP (LOCAL COUNSEL FOR RCN TELECOM) RE: STATUS OF LITIGATION, COMPLAINT AND INSURANCE POLICY (.6); DRAFT LETTER RE: SAME (1.2).
TAOUCHANOVA VE	07/23/04	6.90	WORK ON BARBARA REDMOND LIFT STAY MOTION (1.6); REVIEW 21ST CENTURY INSURANCE POLICY WITH MICHIGAN MUTUAL INSURANCE COMPANY AND COMPLAINT (3.1); FOLLOW UP WITH MAI CHAN (.4); CALL WITH PAUL BRADSHAW RE: STRATEGY (.5); FOLLOW UP WITH MAI CHAN (LOCAL COUNSEL FOR RCN TELECOM) RE: STATUS OF LITIGATION (.4); CALL WITH MARK DYM RE: WITHDRAWAL OF LIFT STAY MOTION, AND DRAFT LETTER RE: SAME (.9).
TAOUCHANOVA VE	07/26/04	2.10	CALL WITH P. BRADSHAW RE: E. PACINO LIFT OF STAY REQUEST (.5); REVIEW COMPLAINT RE: SAME (1.6).
TAOUCHANOVA VE	07/28/04	7.90	CONTINUE WORKING ON BARBARA REDMOND LIFT STAY MOTION (1.7); VARIOUS CALLS AND EMAIL CORRESPONDENCE WITH MARK DYM RE: WITHDRAWAL OF LIFT STAY MOTION (.8); EMAIL CORRESPONDENCE WITH TEAM AND P. BRADSHAW RE: SAME (.5); REVIEW AND ANALYZE KEMPER INSURANCE PROGRAM AGREEMENT AND CLAIMS AND LOSS INFORMATION SERVICES AGREEMENT(2.1); REVISE STIPULATION RE: E. PACINO LIFT OF STAY REQUEST (1.1); PREPARE AND DISCUSS ISSUES WITH G. ST. CLAIR (.6); RESEARCH LEGAL ISSUES RE: EMPLOYMENT CLAIMS AND BANKRUPTCY (1.1).
TAOUCHANOVA VE	07/29/04	3.50	REVIEW AND ANALYZE KEMPER INSURANCE PROGRAM AGREEMENT (1.2); REVISE STIPULATION RE: E. PACINO LIFT OF STAY REQUEST (.9); CALL WITH R. HAMMER RE: SAME (.2); RESEARCH LEGAL ISSUES RE: EMPLOYMENT CLAIMS AND BANKRUPTCY (.7); REVIEW CASE LAW RE: SAME (.5).
		40.80	
Total Associate		42.90	
TOTAL TIME		<u>47.30</u>	

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

RCN Corporation (DIP)
Business Operations/Strategic Planning

Bill Date: 08/05/04
Bill Number: 1023182

NAME	DATE	HOURS	DESCRIPTION
MATZ TJ	07/12/04	0.50	CALL WITH B. WORALL, H. COHEN, R. MCWILLIAMS, D. KORTREY RE: BUSINESS OPERATIONS/ACCOUNTING.
MATZ TJ	07/14/04	1.30	REVIEW AND WORK ON POSSIBLE OBJECTION TO CREDITORS COMMITTEE MOTION FOR NOTICE PROCEDURES RE: BUSINESS OF NON-DEBTOR SUBSIDIARIES.
		1.80	
Total Counsel		1.80	
TOTAL TIME		<u>1.80</u>	

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

RCN Corporation (DIP)
Case Administration

Bill Date: 08/05/04
Bill Number: 1023182

NAME	DATE	HOURS	DESCRIPTION
GOFFMAN JM	07/29/04	2.50	PREPARE FOR COURT HEARING (2.0); TC WITH D. DUNNE RE: SAME (.5).
GOFFMAN JM	07/30/04	4.50	REPRESENT DEBTOR AT HEARING AND MEETINGS RE: SUBSIDIARY PROTOCOL AND VARIOUS RETENTION MOTIONS (3.0); STRATEGY TC'S WITH J. DUBEL, R. BOSTROM AND T. COLEMAN (1.5).
		7.00	
Total Partner		7.00	
MATZ TJ	07/07/04	0.40	WORK ON TIMELINE (.2); CALL WITH COURT OFFICE RE: SCHEDULING (.2).
MATZ TJ	07/13/04	0.30	WORK ON UPDATING CASE TIMELINE.
MATZ TJ	07/16/04	0.80	WORK ON CASE ADMINISTRATION, SERVICE OF DOCUMENTS AND MAINTAINING R-2002 SERVICE LIST.
MATZ TJ	07/28/04	1.90	WORK ON AGENDA FOR JULY 30 COURT HEARING AND STATUS OF NINE PENDING MATTER (1.5); TWO CALLS WITH COURT CHAMBERS RE: SAME (.4).
MATZ TJ	07/29/04	0.90	PREPARATION OF JULY 30, HEARING LETTER FOR COURT AND COURT MATERIALS RE: SAME (.6); WORKING ON CASE TIME LINE FOR DISTRIBUTION (.3).
		4.30	
Total Counsel		4.30	
KELLY BP	07/02/04	0.30	DRAFT JULY 30 HEARING AGENDA.
KELLY BP	07/14/04	1.10	REVIEW AND UPDATE TIMELINE, E-MAIL TO T. MATZ THEN TO SKADDEN TEAM.
KELLY BP	07/16/04	1.10	REVIEW WITH LEGAL ASSISTANTS -- ITEMS TO GET READY FOR JULY 30 HEARING, AND FILING AND NOTICING PROCEDURES TO DATE AND GOING FORWARD.
KELLY BP	07/21/04	2.20	EDIT OUTLINE FOR JULY 30 HEARING (1.1); EDIT AGENDA FOR JULY 30 HEARING (.9); DISCUSS NOTICE DATES W/ P. BRADSHAW (RCN) (.2).
KELLY BP	07/22/04	2.60	COMPREHENSIVE UPDATE OF TIMELINE, AND CIRCULATE.
KELLY BP	07/23/04	0.30	EDIT TIMELINE AND CIRCULATE.
KELLY BP	07/27/04	0.40	REVIEW & EDIT TIMELINE.

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

KELLY BP	07/28/04	2.70	DRAFT AGENDA FOR JULY 30 HEARING (1.5); REVIEW & EDIT TIMELINE (.9); REVIEW & EDIT OUTLINE FOR JULY 30 (.3).
KELLY BP	07/29/04	7.60	REVIEW/EDIT AGENDA AND COORDINATE DELIVERY TO CHAMBERS (.8); REVIEW & EDIT OUTLINE (INCLUDING DESCRIPTIONS OF ALL EDITS TO FINAL ORDERS), FINALIZE AND CIRCULATE (5.0); FIELD CALL FROM CITY OF NY WATER DEPT. RE: PROPERTY WITHIN NYC AND FOLLOW UP W/ P. BRADSHAW RE: REQUESTED INFO (.4); REVIEW & EDIT TIMELINE (.4); COORDINATE GENERAL PREPARATIONS FOR JULY 30 HEARING (1.0).
KELLY BP	07/30/04	1.00	CORRESPOND W/ NYC WATER DEPT RE: PROPERTY OWNED BY DEBTORS IN NYC (.2); REVIEW AND EDIT TIMELINE, CIRCULATE (.8).
		19.30	
MANCUSO N	07/01/04	0.40	REVIEW DOCKET, NOTICE OF APPEAL FILED BY WELLS FARGO/VULCAN, AND DISTRIBUTE SAME.
MANCUSO N	07/02/04	1.50	DRAFT OUTLINE FOR JULY 30 HEARING.
MANCUSO N	07/12/04	0.20	ATTENTION TO SERVICE ISSUES W/ BSI.
MANCUSO N	07/16/04	1.30	MEET RE: CASE ADMINISTRATION ISSUES, INCLUDING PREP FOR UPCOMING HEARING AND ASSIGNMENT OF TASKS.
MANCUSO N	07/22/04	0.10	ATTENTION TO CASE ADMINISTRATION ISSUES.
MANCUSO N	07/28/04	2.80	PREP FOR JULY 30 HEARING (2.7); ATTENTION TO SERVICE ISSUES (.1).
MANCUSO N	07/29/04	8.10	PREP FOR JULY 30 HEARING, INCLUDING COORDINATION OF PREPARING ALL MATERIALS RELATED THERETO (7.7); ATTENTION TO ISSUES RE: CASE ADMIN. (.4).
		14.40	
MORRIS FD	07/06/04	0.20	LETTER TO J. DUBEL RE: DOCKET ENTRIES.
MORRIS FD	07/14/04	1.00	WORK RE 7/30 HEARING PREPARATION (.3); REVIEW CASE CALENDAR (.3); REVIEW DOCKET, PLEADINGS (.4).
MORRIS FD	07/15/04	0.40	REVIEW DOCKET, PLEADINGS.
MORRIS FD	07/18/04	0.20	RESPOND TO BAR DATE INQUIRY.
MORRIS FD	07/19/04	0.20	LETTER TO SHAREHOLDER RE: BAR DATE NOTICE.

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

MORRIS FD	07/22/04	0.90	REVIEW DOCKET, PLEADINGS (.3); REVIEW DRAFT SUBSIDIARY PROTOCOL MOTION OBJECTION (.6).
MORRIS FD	07/23/04	0.90	T.CONF. W/ SHAREHOLDER BAR DATE NOTICE (.2); REVIEW DOCKET, PLEADINGS (.3); WORK RE: PREPARATION FOR 7/30 OMNIBUS HEARING (.4).
MORRIS FD	07/26/04	0.90	REVIEW DOCKET, PLEADINGS (.2); WORK RE: RESPONSE TO COMMITTEE DILIGENCE REQUESTS (.4), T.CONF. W/ P. BRADSHAW RE: SAME (.3).
MORRIS FD	07/28/04	0.80	REVIEW DOCKET, PLEADINGS (.2); PREPARATION FOR 7/30 OMNIBUS HEARINGS (.5); T.CONF. W/ J. MILLERMAN, T. MATZ RE HEARING AGENDA (.1).
MORRIS FD	07/29/04	2.00	PREPARATION FOR 7/30 OMNIBUS HEARINGS (1.5); T.CONF. W/ T. HORVAT RE MOR, 7/30 HEARINGS (.2); LETTERS TO J. DUBEL RE EQUITY COMMITTEE DENIAL (.3).
MORRIS FD	07/30/04	3.90	ATTEND OMNIBUS HEARING, INCLUDING MEETING W/ D. DUNNE, D. SULLIVAN RE: PLAN ISSUES.
		11.40	
TOUSSI S	07/13/04	1.20	ADDRESS AND RESOLVE ISSUES RE: CASE STATUS, RESEARCH ISSUES RE: SAME.
TOUSSI S	07/19/04	0.80	REVIEW VARIOUS DOCKET ENTRIES AND MATERIALS, ADDRESS ISSUES RE: SAME AND STATUS OF CASES.
		2.00	
Total Associate		47.10	
SALAZAR AG	07/06/04	1.30	CONVERT AND SAVE DOCUMENTS FOR SUBMISSION TO COURT CLERK (.8); SUBMIT FILES FOR SCANNING AND CODING OF COURT DOCUMENTS (.5).
SALAZAR AG	07/07/04	0.20	DISTRIBUTE DOCKET UPDATE AND CERTAIN PLEADINGS TO TEAM.
SALAZAR AG	07/08/04	1.00	ELECTRONICALLY FILE AFFIDAVIT, PREPARE AND SERVE CHAMBERS COPY.
SALAZAR AG	07/09/04	1.70	PREPARE AND FILE APPLICATION AND RELATED DOCUMENTS TO EMPLOY WINSTON & STRAWN AS SPECIAL COUNSEL; DISTRIBUTE DOCKET UPDATE AND CERTAIN PLEADINGS TO TEAM.
SALAZAR AG	07/12/04	1.40	UPDATE WORKING GROUP LIST ON NEW COURT FILINGS BY EMAIL (.4); PREPARE DOCUMENTS TO BE FILED IN COURT WITH THE CREATION OF ELECTRONIC AND HARD COPIES (1.0).

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

SALAZAR AG	07/13/04	0.30	UPDATE WORKING GROUP LIST FOR RECENT COURT FILINGS THROUGH AN ANALYSIS, COMPILATION AND DISTRIBUTION OF RELEVANT DOCUMENTS.
SALAZAR AG	07/14/04	0.10	UPDATE WORKING GROUP LIST WITH RECENT COURT FILINGS THROUGH AN ANALYSIS, COMPILATION AND DISTRIBUTION OF RELEVANT DOCUMENTS.
SALAZAR AG	07/15/04	0.50	UPDATE WORKING GROUP LIST MEMBERS (.3); EMAIL DOCKET UPDATE TO WORKING GROUP (.2).
SALAZAR AG	07/16/04	0.70	UPDATE WORKING GROUP ON RECENT COURT FILINGS (.5); UPDATE INDEX FOR HEARING BINDER (.1); DISCUSS STATUS OF CASE WITH ATTORNEYS (.1).
SALAZAR AG	07/18/04	0.10	SEND COURT FILING EMAIL UPDATE TO WORKING GROUP.
SALAZAR AG	07/19/04	0.30	UPDATE MASTER SERVICE LIST.
SALAZAR AG	07/21/04	2.10	SEND EMAIL TO WORKING GROUP LIST ON RECENT COURT FILINGS (.2); REVISE WORKING GROUP EMAIL LIST (.1); PREPARE NEW VERSION DOCUMENTS FOR COURT FILING (1.0); RESPOND TO REQUEST FOR DOCUMENTS (.8).
SALAZAR AG	07/22/04	1.30	SEND EMAIL UPDATE OF COURT FILINGS (.2); CALL PC SUPPORT TO FIX ERROR WITH SERVICE LIST (.1); PREPARE NEW VERSION OF DOCUMENT FOR COURT (.3); ELECTRONICALLY FILE APPEAL (.7).
SALAZAR AG	07/23/04	4.20	PREPARE PLEADINGS BINDERS (3.1); SEND EMAIL UPDATE ON COURT FILINGS (.2); SEARCH DOCKET FOR DOCUMENTS REQUESTED BY RCN TEAM (.2); SERVE APPEAL ON CHAMBERS (.7).
SALAZAR AG	07/26/04	0.10	SEARCH DOCKET FOR NEW COURT FILINGS.
SALAZAR AG	07/27/04	1.10	SEARCH DOCKET FOR COURT FILING UPDATES(.1); ELECTRONICALLY FILE OBJECTION TO MOTION (1.0).
SALAZAR AG	07/28/04	4.90	SEND EMAIL UPDATE ON COURT FILINGS(.2); SERVE OBJECTION TO MOTION (.5); PROOF MASTER SERVICE LIST AND ELECTRONICALLY FILE SEPARATE AFFIDAVIT OF MAILINGS (1.0); PREPARE HEARING BINDER DOCUMENTS(2.6); SEARCH DOCKET FOR ATTORNEY REQUESTED DOCUMENTS TO EMAIL(.5); SPEAK TO CO-COUNSEL REPRESENTATIVE RE: MASTER SERVICE LIST(.1).
SALAZAR AG	07/29/04	10.00	SEND EMAIL UPDATE ON RECENT COURT FILINGS(.1); PREPARE HEARING BINDERS AND RESPOND TO ATTORNEY'S REQUESTS RE: JULY 30, HEARING PREP (9.9).

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

SALAZAR AG	07/30/04	1.60	PREPARE HEARING BINDERS FOR COURT (1.2); POST HEARING ADMINISTRATIVE TASKS(.3); SEND EMAIL UPDATE OF RECENT COURT FILINGS(.1).
		32.90	
SKELLY S	07/02/04	2.90	UPDATE BINDER FOR JULY 30TH HEARING (.6); PREPARE DOCUMENTS FOR IMAGING (.6); PREPARE BLUEBACKS AND DISKS FOR HEARING ON JULY 30TH (1.7).
SKELLY S	07/06/04	1.90	REVIEW DOCKET AND PROVIDE UPDATE (.3); PREPARE DOCUMENTS FOR IMAGING (.5); PREPARE CHECK REQUEST FOR HEARING TRANSCRIPT (.3); REVIEW IMAGED DOCUMENTS (.4); WORK ON UPDATING BRSQ CHART OF RESPONSES (.4).
SKELLY S	07/07/04	1.30	ORDER HEARING TRANSCRIPT (.3); UPDATE MASTER SERVICE LIST (.2); REVIEW BRSQ CHART (.5); PRINT DOCUMENTS FOR IMAGING (.3).
SKELLY S	07/08/04	0.60	CIRCULATE HEARING TRANSCRIPT AND REVIEW DOCKET FOR 2019 STATEMENT.
SKELLY S	07/09/04	2.00	REVIEW RCN DOCKET RE: 2019 STATEMENT (.2); DISTRIBUTE NOTICE OF EQUITY HOLDER (.2); ASSIST WITH FILING OF RETENTION PAPERS AND PREPARATION OF COURTESY COPIES (.5); ORGANIZE FILES (1.1).
SKELLY S	07/12/04	1.00	UPDATE BRSQ CHART (.3); REVIEW RCN DOCKET RE: 2019 STATEMENT (.3); UPDATE HEARING BINDER AND FOLDERS (.4).
		9.70	
Total Legal Assistant		42.60	
TOTAL TIME		<u>101.00</u>	

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

RCN Corporation (DIP)
Claims Admin. (General)

Bill Date: 08/05/04
Bill Number: 1023182

NAME	DATE	HOURS	DESCRIPTION
KELLY BP	07/01/04	0.30	FIELD CALLS FROM SHAREHOLDERS RE: MATERIALS RECEIVED.
KELLY BP	07/02/04	0.60	RETURN CALLS FROM SHAREHOLDERS AND LANDLORDS RE: BANKRUPTCY MATERIALS.
KELLY BP	07/12/04	0.70	FIELD CALLS FROM SHAREHOLDERS RE: PROOF OF CLAIM MATERIALS.
KELLY BP	07/13/04	1.50	FIELD NUMEROUS CALLS FROM SHAREHOLDERS RE: PROOF OF CLAIM MATERIALS.
KELLY BP	07/16/04	0.90	FIELD CALLS FROM SHAREHOLDERS RE: BAR DATE MATERIAL.
KELLY BP	07/21/04	1.20	FIELD CALLS FROM SHAREHOLDERS RE: MATERIALS RECEIVED.
KELLY BP	07/22/04	0.40	FIELD SHAREHOLDER CALLS RE: MATERIALS RECEIVED.
KELLY BP	07/23/04	0.20	FIELD CALLS FROM STOCKHOLDERS RE: MATERIALS RECEIVED.
KELLY BP	07/27/04	1.60	FIELD CALLS FROM STOCKHOLDERS RE: INFORMATION RECEIVED.
KELLY BP	07/28/04	0.60	FIELD SHAREHOLDER CALLS RE: MATERIALS RECEIVED.
KELLY BP	07/29/04	1.20	FIELD SHAREHOLDER CALLS RE: MATERIALS RECEIVED.
KELLY BP	07/30/04	1.60	FIELD CALLS FROM SHAREHOLDERS AND OTHER PARTIES IN INTEREST RE: MATERIALS RECEIVED.
		10.80	
Total Associate		10.80	
TOTAL TIME		<u>10.80</u>	

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

RCN Corporation (DIP)
Creditor Meetings/Statutory Committees

Bill Date: 08/05/04
Bill Number: 1023182

NAME	DATE	HOURS	DESCRIPTION
ATKINS PA	07/22/04	0.30	CONF. CALL WITH J. GOFFMAN, H. ELLIN RE: MEETING WITH CREDITORS, ETC.
		0.30	
GOFFMAN JM	07/28/04	1.50	TC'S WITH D. DUNNE AND D. SULLIVAN RE: SUBSIDIARY PROTOCOL MOTION, PLAN, DISC. STRATEGY, LOCK UP AGREEMENT, ETC. (.5); REVIEW AND REVISE DOCUMENTS THERETO (1.0).
		1.50	
ST. CLAIR JG	07/06/04	1.40	REVIEW EQUITY HOLDER REQUEST FOR OFFICIAL COMMITTEE (.5); REVIEW COMMITTEE MOTION TO RETAIN PROFESSIONALS (.9).
ST. CLAIR JG	07/09/04	2.40	REVIEW AND REVISE RESPONSE TO EQUITY COMMITTEE REQUEST.
ST. CLAIR JG	07/12/04	0.60	REVIEW AND COMMENT ON LETTER RESPONSE TO REQUEST TO FORM AN OFFICIAL EQUITY HOLDER COMMITTEE.
ST. CLAIR JG	07/13/04	1.20	WORK ON COMMITTEE EXPENSE REIMBURSEMENT ISSUE (.5); REVIEW RESPONSE TO EQUITY COMMITTEE FORMATION REQUEST (.7).
ST. CLAIR JG	07/14/04	0.50	REVIEW LETTER REQUESTING EQUITY COMMITTEE.
ST. CLAIR JG	07/21/04	4.40	WORK ON STRATEGY REGARDING COMMITTEE PROTOCOL MOTION (.9); REVIEW AND REVISE RESPONSE TO MOTION (3.5).
ST. CLAIR JG	07/23/04	2.60	REVIEW AND REVISE RESPONSE TO COMMITTEE MOTION REGARDING SUBSIDIARY PROTOCOL.
ST. CLAIR JG	07/25/04	4.60	REVIEW AND REVISE RESPONSE TO COMMITTEE PROTOCOL MOTION. (4.3); REVIEW TIMELINE (.3).
ST. CLAIR JG	07/27/04	0.80	REVIEW REVISED RESPONSE TO COMMITTEE MOTION.
ST. CLAIR JG	07/30/04	0.60	REVIEW UST LETTER DENYING EQUITY COMMITTEE.
		19.10	
Total Partner		20.90	
MATZ TJ	07/06/04	1.50	REVIEW AND WORK ON RESPONSE TO WELLS FARGO, VULCAN VENTURES REQUEST TO U.S. TRUSTEE TO APPOINT AN EQUITY COMMITTEE.

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

MATZ TJ	07/08/04	3.40	WORK ON RESPONSE TO U.S. TRUSTEE RE: APPOINTMENT OF EQUITY COMMITTEE.
MATZ TJ	07/09/04	3.30	WORK ON RESPONSE TO US TRUSTEE RE: REQUEST TO APPOINT AN EQUITY COMMITTEE.
MATZ TJ	07/11/04	0.30	FOLLOW UP RE: REVISIONS TO EQUITY COMMITTEE RESPONSE.
MATZ TJ	07/12/04	2.20	REVISIONS TO RESPONSE TO EQUITY COMMITTEE REQUEST (.4); FORWARDING SAME TO BLACKSTONE (.1); WORK ON NOTICE PROCEDURES MOTION FILED BY CREDITORS COMMITTEE (.6) AND RESPONSE TO MOTION (.6); REVISIONS TO RESPONSE TO EQUITY COMMITTEE REQUEST (.4); FORWARD SAME TO BLACKSTONE (.1).
MATZ TJ	07/13/04	0.30	REVIEW NIXON PEABODY REQUEST FOR EQUITY COMMITTEE (.2); CALL WITH P. SCHWARTZBERG RE: SAME (.1).
MATZ TJ	07/14/04	1.10	CALL WITH P. SCHWARTZBERG RE: 341 MEETING-DATE; WORK ON RESPONSE TO US TRUSTEE RE: APPOINTMENT OF EQUITY COMMITTEE (.5) CALLS WITH P. SCHWARTZBERG RE: SAME (.4).
MATZ TJ	07/15/04	1.20	WORK ON OBJECTION TO CREDIT COMMITTEE MOTION RE: OPERATIONS OF NON DEBTORS SUBSIDIARIES.
MATZ TJ	07/19/04	0.50	REVIEW RESPONSE LETTER FROM ANDREWS KURTH LLP RE: REQUEST FOR APPOINTMENT OF EQUITY COMMITTEE (.3); AND ENGAGED RE: SAME (.2).
		13.80	
Total Counsel		13.80	
AGARWAL K	07/06/04	2.70	WORK ON RESEARCH FOR RESPONSE TO EQUITY COMMITTEE MEMO.
AGARWAL K	07/07/04	8.40	CONTINUE TO RESEARCH AND WORK ON RESPONSE TO EQUITY COMMITTEE LETTER.
AGARWAL K	07/08/04	9.30	DRAFT RESPONSE TO EQUITY COMMITTEE LETTER.
AGARWAL K	07/29/04	4.20	WORK ON CASE SUMMARIES FOR DEBTOR'S OBJECTION TO MOTION OF OFFICIAL COMMITTEE OF UNSECURED CREDITORS.
		24.60	
DAY GR	07/06/04	0.60	REVIEW REQUEST TO UST FOR EQUITY COMMITTEE AND FORMULATE RESPONSE STRATEGY.

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

DAY GR	07/08/04	5.90	REVISE LETTER TO UST RE: REQUEST FOR APPOINTMENT OF AN EQUITY COMMITTEE, INCLUDING RESEARCH RE: SOLVENCY AND EQUITY OWNERSHIP.
DAY GR	07/12/04	2.20	REVISE LETTER TO UST RE: EQUITY COMMITTEE.
DAY GR	07/13/04	2.20	REVISE LETTER TO UST RE: EQUITY COMMITTEE REQUEST.
		10.90	
KELLY BP	07/08/04	4.90	RESEARCH RE: PREFERRED SHARES OUTSTANDING AND AMOUNTS TO WHICH THEY COULD BE ENTITLED UPON LIQUIDATION; DILIGENCE RE: RESPONSE TO EQUITY COMMITTEE REQUEST.
		4.90	
MORRIS FD	07/05/04	0.60	REVIEW MILBANK RETENTION APPLICATION (.3); REVIEW CTA RETENTION APPLICATION (.3).
MORRIS FD	07/06/04	3.00	REVIEW UNITED STATES TRUSTEE LETTER RE EQUITY COMMITTEE (.2); REVIEW SHAREHOLDER LETTER BRIEF REQUEST FOR APPOINTMENT OF EQUITY COMMITTEE (.7), WORK RE RESPONSE TO SAME (1.4); T.CONF. W/ J. DUBEL RE EQUITY COMMITTEE RESPONSE, STRATEGY ISSUES (.2), T.CONF. W/ D. SULLIVAN RE RESPONSE (.2), T.CONF W/ B. HAGGERTY RE RESPONSE (.3).
MORRIS FD	07/07/04	2.80	LETTER TO D. SULLIVAN RE: CONFIDENTIALITY ISSUES (.2); T.CONF. W/ D. SULLIVAN RE EQUITY COMMITTEE REQUEST (.2); DRAFT LETTER TO D. NEIER RE SAME (.2); WORK RE RESPONSE TO TRUSTEE REQUEST RE EQUITY COMMITTEE (2.2).
MORRIS FD	07/08/04	1.00	WORK RE RESPONSE TO EQUITY COMMITTEE REQUEST.
MORRIS FD	07/09/04	2.90	REVIEW AND REVISE RESPONSE TO EQUITY COMMITTEE REQUEST (1.8), WORK, RESEARCH AND ANALYSIS RE SAME (.9); T.CONF. W/ B. HAGGERTY RE EQUITY COMMITTEE RESPONSE (.2).
MORRIS FD	07/12/04	0.80	REVIEW PROPOSED COMMITTEE RESPONSE TO EQUITY COMMITTEE REQUEST (.3); T.CONF. W/ D. NEIER RE UST RESPONSE (.2); REVISE RESPONSE LETTER TO EQUITY COMMITTEE REQUEST (.3).

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

MORRIS FD	07/13/04	1.90	T.CONF. W/ D. SULLIVAN RE: SUBSIDIARY PROTOCOL MOTION (.2), LETTER TO D. SULLIVAN RE SAME (.1); WORK RE RESPONSE TO REQUEST FOR EQUITY COMMITTEE APPOINTMENT (.7); T.CONF. W/ E. GRAFF RE SAME, PLAN ISSUES (.3), LETTER TO E. GRAFF RE EQUITY COMMITTEE REQUEST (.2); T.CONF. W/ J. DUBEL, T. COLEMAN RE EQUITY COMMITTEE RESPONSE (.2); T.CONF. W/ J. DUBEL RE EQUITY COMMITTEE RESPONSE (.2).
MORRIS FD	07/14/04	0.90	LETTER TO D. SULLIVAN RE: INFORMATION REQUEST (.2); T.CONF. W/ D. SULLIVAN RE: CONFIDENTIALITY ISSUES, SCHEDULING MEETINGS W/ COMMITTEE, ADVISORS (.2); REVIEW JOYCE EQUITY COMMITTEE REQUEST AND WORK RE SAME (.3); LETER TO E. GRAFF RE EQUITY COMMITTEE REQUESTS (.2).
MORRIS FD	07/16/04	1.30	WORK RE: COMMITTEE PRESENTATION MATERIALS (.5); ANALYSIS RE: COMMITTEE REQUEST TO COMPENSATE HSBC COUNSEL (.3), LTR. TO J. DUBEL RE: SAME (.2); LETTER TO J. DUBEL RE: CTA REQUEST (.1); T.CONF. W/ D. SULLIVAN, J. GOFFMAN RE: SCHEDULING MEETING, CONFI ISSUES (.2).
MORRIS FD	07/19/04	0.80	REVIEW VULCAN/WELLS SURREPLY RE EQUITY COMMITTEE APPOINTMENT (.4) AND ANALYSIS RE POTENTIAL RESPONSE (.4).
MORRIS FD	07/20/04	0.30	WORK RE: COMMITTEE CONFI AGREEMENT.
MORRIS FD	07/21/04	3.10	MEETING W/ COMMITTEE, CHANIN, CTA, MILBANK, BLACKSTONE, COMPANY, WINSTON & STRAWN RE: RESTRUCTURING ALTERNATIVES (2.5); REVIEW PROPOSED EXECUTIVE SEARCH AGREEMENT WITH COMMITTEE (.4), T.CONF. W/ J. DUBEL RE: SAME (.2).
MORRIS FD	07/23/04	0.50	WORK RE: OBJECTION TO SUBSIDIARY PROTOCOL MOTION.
MORRIS FD	07/26/04	0.80	REVIEW AND REVISE OBJECTION TO SUBSIDIARY PROTOCOL MOTION.
MORRIS FD	07/29/04	1.20	T.CONF. W/ D. SULLIVAN RE: SUBSIDIARY PROTOCOL MOTION, PLAN (.3); PREPARATION FOR COMMITTEE CALL (.5); T.CONF. W/ D. DUNNE, D. SULLIVAN, D. SCHALL, G. SINGER, J. GOFFMAN RE: SUBSIDIARY PROTOCOL MOTION, PLAN (.4).
		21.90	
Total Associate		62.30	

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

ROCKNESS D	07/07/04	6.50	CITECHECK DRAFT LETTER RE: APPOINTMENT OF AN OFFICIAL COMMITTEE OF EQUITY HOLDERS.
		6.50	
Total Legal Assistant Support		6.50	
TOTAL TIME		<u>103.50</u>	

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

RCN Corporation (DIP)
Disclosure Statement/Voting Issues

Bill Date: 08/05/04
Bill Number: 1023182

NAME	DATE	HOURS	DESCRIPTION
ST. CLAIR JG	07/06/04	1.70	REVIEW AND REVISE SOLICITATION PROCEDURES MOTION.
ST. CLAIR JG	07/28/04	5.50	REVIEW AND REVISE DRAFT DISCLOSURE STATEMENT.
ST. CLAIR JG	07/29/04	4.90	REVIEW AND REVISE DRAFT DISCLOSURE STATEMENT.
ST. CLAIR JG	07/30/04	3.60	REVIEW AND REVISE DRAFT DISCLOSURE STATEMENT (3.5); TELEPHONE CONFERENCE WITH J. DUBEL REGARDING SAME (.1).
ST. CLAIR JG	07/31/04	4.40	REVIEW AND REVISE SOLICITATION PROCEDURES MOTION, ORDER AND EXHIBITS/NOTICES.
		20.10	
Total Partner		20.10	
MATZ TJ	07/01/04	1.20	WORK ON DISCLOSURE STATEMENT AND SOLICITATION PROCEDURES.
MATZ TJ	07/12/04	0.80	WORK ON DISCLOSURE STATEMENT.
MATZ TJ	07/16/04	5.60	WORK ON PLAN AND DISCLOSURE STATEMENT REVISIONS (1.8); DISCUSSIONS RE: STRATEGIC ALTERNATIVES (.9); REVISIONS TO TIME LINE AND ALTERNATIVES (1.6) CALLS WITH T. HORVAT RE: SAME (1.3).
MATZ TJ	07/18/04	2.00	WORK ON DISCLOSURE STATEMENT.
MATZ TJ	07/21/04	1.20	FOLLOW UP RE: OUTSTANDING MATERIAL FOR DISCLOSURE STATEMENT AND AMENDMENTS TO SAME.
MATZ TJ	07/22/04	0.60	WORK ON DISCLOSURE STATEMENT AND OUTSTANDING MATERIALS, AND INFORMATION THEREFOR.
MATZ TJ	07/26/04	0.40	FOLLOW UP AND WORK ON OUTSTANDING INFORMATION FOR DISCLOSURE STATEMENT.
MATZ TJ	07/27/04	0.80	CALLS WITH T. HORVAT RE: COMMENTS TO DISCLOSURE STATEMENT; CALLS WITH B. HAGGERTY RE: VALUATION MATERIALS.
MATZ TJ	07/28/04	3.00	REVIEW AND REVISE DISCLOSURE STATEMENT AND CALL WITH VARIOUS PARTIES RE: MATERIAL FOR SAME.

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

MATZ TJ	07/29/04	3.20	REVISIONS TO DISCLOSURE STATEMENT(2.2); CALLS WITH B. HAGGERTY RE: VALUATION AND PROJECTED FINANCIAL INFORMATION FOR DISTRIBUTION IN DISCLOSURE STATEMENT (.5); CALLS WITH T. HORVAT RE: SAME (.5).
MATZ TJ	07/30/04	1.50	DRAFT CONFORMING CHANGES TO DISCLOSURE STATEMENT FOR DISTRIBUTION (1.2); CALLS W. B. HAGGERTY RE: BLACKSTONE MATERIALS FOR DISCLOSURE STATEMENT (.3).
		20.30	
Total Counsel		20.30	
KELLY BP	07/14/04	2.80	REVIEW AND MARKUP DISCLOSURE STATEMENT.
KELLY BP	07/15/04	0.40	REVIEW AND MARKUP DISCLOSURE STATEMENT.
KELLY BP	07/16/04	3.00	DRAFT DISCLOSRE STATEMENT RIDER WITH LIST AND DISCUSSION OF ALL MOTIONS FILED TO DATE, AND STATUS THEREOF.
KELLY BP	07/30/04	1.90	COORDINATE DELIVERY OF PLAN AND DISCLOSURE STATEMENT (.6); REVIEW DISCLOSURE STATEMENT AND RESPOND TO B. HAGGERTY'S CALL (1.3).
		8.10	
MANCUSO N	07/31/04	1.40	WORK RE: FORM OF VALUATION ANALYSIS CONTAINED IN DISCLOSURE STATEMENT.
		1.40	
MICHAEL EA	07/02/04	0.50	REVISIONS TO DISCLOSURE STATEMENT.
MICHAEL EA	07/05/04	2.00	REVIEW OF DISCLOSURE STATEMENT FOLLOWING LATEST VERSION OF THE PLAN.
MICHAEL EA	07/06/04	4.50	WORK RE: REVISIONS TO DISCLOSURE STATEMENT.
MICHAEL EA	07/07/04	1.00	REVIEW OF LATEST DISCLOSURE STATEMENT.
		8.00	
ROTTER JA	07/02/04	3.20	REVIEW CORRESPONDENCE (.2); REVIEW DRAFTS OF DISCLOSURE STATEMENT AND PLAN(3.0).
ROTTER JA	07/06/04	2.00	REVIEW DISCLOSURE STATEMENT AND PLAN.
ROTTER JA	07/07/04	5.40	REVIEW DISCLOSURE STATEMENT AND PLAN (5.0); REVIEW CERT OF DES FOR PREFERRED STOCK (.4).

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

ROTTER JA	07/08/04	4.20	REVIEW/REVISE DISCLOSURE STATEMENT AND PLAN OF REORGANIZATION (2.8); REVIEW CORRESPONDENCE (.2); REVIEW RCN PUBLIC FILINGS FOR CERTAIN INFORMATION (1.2) .
ROTTER JA	07/09/04	3.00	REVIEW/REVISE PLAN AND DISCLOSURE STATEMENT.
		17.80	
SILVERBERG BS	07/01/04	9.40	CONTINUE TO REVIEW AND REVISE SOLICITATION PROCEDURES MOTION, ORDER, AND RELATED NOTICES.
SILVERBERG BS	07/02/04	5.20	WORK RE: SOLICITATION MOTION, ORDER AND ACCOMPANYING NOTICES AND EXHIBITS.
SILVERBERG BS	07/05/04	5.50	DRAFT BALLOTS FOR SOLICITATION PROCEDURES MOTION, AND MAKE REVISIONS TO MOTION AND ORDER.
		20.10	
Total Associate		55.40	
TOTAL TIME		<u>95.80</u>	

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

RCN Corporation (DIP)
Employee Matters (General)

Bill Date: 08/05/04
Bill Number: 1023182

NAME	DATE	HOURS	DESCRIPTION
GOFFMAN JM	07/01/04	6.00	PREP. FOR KERP HEARINGS (1.5); ATTEND COURT HEARING RE: KERP, ETC. (2.5); MEETING WITH J. DUBEL, A. FASOLA, D. NEIER, ETC. RE: STRATEGY ISSUES; TC W/ P. PANTALEO RE: SAME (2.0).
		6.00	
Total Partner		6.00	
MATZ TJ	07/01/04	3.00	ATTENDING COURT FOR HEARING ON MOTION TO APPROVE KERP.
		3.00	
Total Counsel		3.00	
DAY GR	07/01/04	3.70	PREPARE MATERIALS FOR 7/1 HEARING RE: KERP, INCLUDING OUTLINES AND DIRECT EXAMINATION (1.3); ATTEND HEARING RE: KERP MOTION (2.1); REVIEW KERP ISSUES WITH COMPANY (.3).
DAY GR	07/02/04	0.30	CORRESPONDENCE WITH E. ITTO RE: KERP PROGRAM.
DAY GR	07/06/04	0.40	REVIEW ISSUES RE: KERP AND CHAIRMAN'S PLAN.
		4.40	
KELLY BP	07/28/04	0.50	HANDLE INQUIRY FROM J. GREEN RE: LIFT STAY REQUEST FOR SUIT BY FORMER RCN EMPLOYEE.
		0.50	
MORRIS FD	07/01/04	2.70	ATTEND KERP HEARING (2.3); HEARING PREPARATION (.4).
MORRIS FD	07/23/04	0.20	LETTER TO B. BAR-COHEN, D. KORTREY RE: KERP.
		2.90	
Total Associate		7.80	
TOTAL TIME		<u>16.80</u>	

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

RCN Corporation (DIP)
 Executory Contracts (Personalty)

Bill Date: 08/05/04
 Bill Number: 1023182

NAME	DATE	HOURS	DESCRIPTION
ST. CLAIR JG	07/21/04	1.40	REVIEW AND COMMENT ON CONTRACT REJECTION MEMO.
		1.40	
Total Partner		1.40	
MATZ TJ	07/02/04	0.90	REVIEW AND REVISE CONTRACT REJECTION/ASSUMPTION ANALYSIS MEMO AND ISSUES IN RESPECT THEREOF.
MATZ TJ	07/08/04	0.70	WORK ON EXECUTORY CONTRACTS MEMORANDUM.
MATZ TJ	07/09/04	1.50	WORK ON EXECUTORY CONTRACT ASSUMPTION/REJECTION ISSUES AND MEMORANDUM.
		3.10	
Total Counsel		3.10	
MANCUSO N	07/07/04	5.40	REVIEW OF ISSUES AND RESEARCH RE: PERMISSIBILITY OF DRAW ON LETTER OF CREDIT UNDER SECTION 365 OF THE BANKRUPTCY CODE.
MANCUSO N	07/08/04	4.80	FOLLOW UP RESEARCH RE: DRAW ON L/C UNDER 365, DISCUSS RESEARCH AND STRATEGY RE: SAME, AND DRAFT MEMO RE: SAME.
		10.20	
UNDERWOOD JE	07/15/04	2.50	REVISE/EDIT MEMO RE: CONTRACT ISSUES.
UNDERWOOD JE	07/16/04	2.50	CONTINUE TO REVISE/EDIT MEMO RE: CONTRACT ISSUES.
UNDERWOOD JE	07/21/04	1.50	FINALIZE MEMO RE CONTRACT ISSUES.
		6.50	
Total Associate		16.70	
TOTAL TIME		<u>21.20</u>	

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

RCN Corporation (DIP)
Financing (DIP and Emergence)

Bill Date: 08/05/04
Bill Number: 1023182

NAME	DATE	HOURS	DESCRIPTION
ST. CLAIR JG	07/01/04	0.20	REVIEW VULCAN, WELLS FARGO NOTICE OF APPEAL.
ST. CLAIR JG	07/21/04	0.50	REVIEW AND COMMENT ON COUNTER DESIGNATION FOR VULCAN APPEAL.
		0.70	
Total Partner		0.70	
DAY GR	07/01/04	1.70	REVIEW APPEAL OF DB ORDER AND RELATED APPELLATE RULES.
DAY GR	07/13/04	0.50	REVIEW NOTICE OF APPEAL AND RELATED DOCUMENTS AND PREPARE STRATEGY RE: SAME.
DAY GR	07/15/04	0.80	REVIEW DB APPEAL AND PREPARE DOCUMENTS RE: SAME.
DAY GR	07/16/04	1.30	REVIEW DOCUMENTS RE: DB APPEAL OF EXIT FACILITY.
DAY GR	07/22/04	0.80	PREPARE AND FILE DESIGNATION OF RECORD RE: DB APPEAL.
		5.10	
KELLY BP	07/14/04	0.70	REVIEW DOCUMENTS RE: ANDREWS KURTH APPEAL.
KELLY BP	07/21/04	0.50	COORDINATE RE: RESPONSE TO PREFERRED STOCKHOLDER APPEAL OF EXIT FINANCING ORDER.
		1.20	
MANCUSO N	07/01/04	0.40	REVIEW DOCKET, NOTICE OF APPEAL FILED BY WELLS FARGO/VULCAN, AND DISTRIBUTE SAME.
		0.40	
MORRIS FD	07/01/04	0.40	REVIEW NOTICE OF APPEAL OF EXIT FACILITY ORDER (.2), LETTER TO J. DUBEL RE: SAME (.2).
MORRIS FD	07/15/04	0.80	REVIEW DRAFT EXIT FACILITY (.4), WORK RE: SAME (.4).
MORRIS FD	07/16/04	0.80	T.CONF. W/ DEUTSCHE BANK, WHITE & CASE, S. TEICHER, P. NECKLES RE: CREDIT AGREEMENT.

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

MORRIS FD	07/21/04	2.10	MULT. T.CONFS. W/ D. SULLIVAN RE: EXIT FINANCING APPEAL (.3); MEETING W/ M. EGBERT, B. COSGROVE, J. ESPOSITO, P. PANTALEO, J. KATZ, E. GRAFF, D. NEIER, R. BOSTROM, J. DUBEL AND B. HAGGERTY RE: RESTRUCTURING ALTNERNATIVES (1.5); WORK RE: BANK WAIVER (.3).
MORRIS FD	07/22/04	0.60	WORK RE: EXIT FACILITY (.2); WORK RE: COMMITTEE LIEN INVESTIGATION INFORMATION REQUESTS (.4).
MORRIS FD	07/23/04	0.60	WORK RE: RESPONDING TO COMMITTEE REQUESTS RE: LIEN INVESTIGATION.
		5.30	
Total Associate		12.00	
TOTAL TIME		<u>12.70</u>	

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

RCN Corporation (DIP)
Insurance

Bill Date: 08/05/04
Bill Number: 1023182

NAME	DATE	HOURS	DESCRIPTION
KELLY BP	07/09/04	1.00	DISCUSS MOR INSURANCE DISCLOSURES WITH R. MCWILLIAMS AND FORWARD DILIGENCE RE: SAME.
		1.00	
Total Associate		1.00	
TOTAL TIME		<u>1.00</u>	

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

RCN Corporation (DIP)
Leases (Real Property)

Bill Date: 08/05/04
Bill Number: 1023182

NAME	DATE	HOURS	DESCRIPTION
ST. CLAIR JG	07/02/04	0.50	REVIEW AND REPLY TO EMAILS REGARDING LEASE ASSUMPTION.
ST. CLAIR JG	07/08/04	2.60	REVIEW AND REVISE MOTION TO ENTER INTO LEASE AMENDMENT/GUARANTTEE.
		3.10	
Total Partner		3.10	
MATZ TJ	07/07/04	0.80	CALL WITH P. BRADSHAW RE: LIBERTY PROPERTY LEASE AMENDMENT/RCN GUARANTTEE (.4); WORK ON MOTION TO APPROVE SAME (.4).
MATZ TJ	07/08/04	0.90	WORK ON MOTION RE: APPROVAL OF GUARANTTEE OF LIBERTY PROPERTY LEASE (.4); CALL WITH P. BRADSHAW RE: PROPERTY LEASE (.3); CALLS WITH T. HORVAT RE: SAME (.2).
MATZ TJ	07/27/04	0.40	CORRESPOND WITH P. BRADSHAW, T. HORVAT RE: LEHIGH VALLEY LEASE.
		2.10	
Total Counsel		2.10	
KELLY BP	07/08/04	0.40	DRAFT E-MAIL TO D. KORTREY TO INQUIRE WHETHER A PARTICULAR LEASE SHOULD BE INCLUDED IN SCHEDULES.
		0.40	
SILVERBERG BS	07/06/04	2.50	DRAFT MOTION REGARDING ASSUMPTION OF GUARANTTEE AGREEMENT.
SILVERBERG BS	07/07/04	2.00	REVIEW AND REVISE MOTION TO APPROVE GUARANTY OF LEASE; DRAFT ORDER FOR GUARANTTEE MOTION.
SILVERBERG BS	07/08/04	1.10	REVIEW AND REVISE MOTION TO GUARANTTEE NON-DEBTOR SUBSIDIARY LEASE.
		5.60	
Total Associate		6.00	
TOTAL TIME		<u>11.20</u>	

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

RCN Corporation (DIP)
Regulatory and SEC Matters

Bill Date: 08/05/04
Bill Number: 1023182

NAME	DATE	HOURS	DESCRIPTION
GOFFMAN JM	07/22/04	1.00	REVIEW REGULATORY ISSUES RE: PLAN FILING.
GOFFMAN JM	07/23/04	2.00	TC WITH REGULATORY COUNSEL AND CRED. COMMITTEE COUNSEL RE: REGULATORY ISSUES (1.0); REVIEW ISSUES RE: UPCOMING MEETING (1.0).
		3.00	
Total Partner		3.00	
MATZ TJ	07/28/04	0.90	WORK ON 10Q DISCLOSURE AND REVISIONS THERETO.
MATZ TJ	07/30/04	0.50	REVIEW AND COMMENT ON DRAFT SEC FILING.
		1.40	
Total Counsel		1.40	
MICHAEL EA	07/21/04	1.20	WORK RE: 8K.
MICHAEL EA	07/23/04	1.00	REVIEW OF 10Q PRECEDENT.
MICHAEL EA	07/26/04	0.90	REVIEW OF 10Q NOTES.
MICHAEL EA	07/29/04	1.00	WORK RE: 10Q-A.
		4.10	
MORRIS FD	07/14/04	0.60	T.CONF. W/ B. BOSTROM RE COMPLIANCE ISSUE (.2); T.CONF. W/ P. BRADSHAW RE SAME (.2); LETTER TO B. BOSTROM RE SAME (.2).
MORRIS FD	07/22/04	1.00	LETTER TO D. SULLIVAN, J. KIDDOO RE REGULATORY CALL (.2); T.CONF. W/ D. SULLIVAN RE: REGULATORY ISSUES (.3); T.CONF. W/ D. SULLIVAN RE: WINSTON RETENTION (.2); WORK RE: 10-Q (.3).
MORRIS FD	07/23/04	1.00	T.CONF. W/ D. SULLIVAN, D. DUNNE, J. KIDDOO, DARA, D. ROYSTER RE: REGULATORY ISSUES.
MORRIS FD	07/26/04	1.40	WORK RE: 10-Q.
MORRIS FD	07/28/04	1.20	REVISE DRAFT 10-Q AND WORK RE: SAME.
MORRIS FD	07/29/04	0.20	T.CONF. W/ P. BRADSHAW RE: 10-Q, REAL ESTATE SETTLEMENTS.
MORRIS FD	07/31/04	1.10	WORK RE: 10-Q.
		6.50	

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

ROTTER JA	07/21/04	2.80	REVIEW 8-K (1.0); CALLS WITH E.MICHAEL RE: SAME (.6); REVIEW CORRESPONDENCE AND ATTACHMENTS FROM BLACKSTONE, RCN AND SKADDEN RE: SAME (1.2).
		2.80	
Total Associate		13.40	
TOTAL TIME		<u>17.80</u>	

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

RCN Corporation (DIP)
Reorganization Plan/Plan Sponsors

Bill Date: 08/05/04
Bill Number: 1023182

NAME	DATE	HOURS	DESCRIPTION
GOFFMAN JM	07/03/04	2.50	REVIEW AND REVISE PLAN AND DISCLOSURE STATEMENT.
GOFFMAN JM	07/21/04	5.00	MEETINGS WITH CREDIT COMMITTEE RE: PLAN ISSUES (2.0); MEETING WITH COMPANY RE: SAME (1.5); MEETING WITH JP MORGAN RE: PLAN ISSUES (1.0); TC'S WITH DEUTSCHE BANK RE: PLAN ISSUES (.5).
GOFFMAN JM	07/27/04	3.00	PREPARATION FOR MEETING WITH CREDITOR COMMITTEE RE: PLAN ISSUES.
GOFFMAN JM	07/29/04	1.00	REVIEW AND REVISE DRAFT PLAN.
		11.50	
ST. CLAIR JG	07/03/04	7.60	REVIEW AND COMMENT ON DRAFT REORGANIZATION PLAN.
ST. CLAIR JG	07/19/04	3.10	REVIEW AND COMMENT ON CLASSIFICATION MEMO AND RESEARCH.
ST. CLAIR JG	07/27/04	3.30	WORK ON REVISIONS TO REORGANIZATION PLAN.
ST. CLAIR JG	07/28/04	4.10	REVIEW AND REVISE PLAN OF REORGANIZATION.
		18.10	
Total Partner		29.60	
MATZ TJ	07/12/04	0.70	WORK ON PLAN REVISIONS.
MATZ TJ	07/19/04	0.50	WORK ON PLAN.
MATZ TJ	07/21/04	0.50	REVISE AND DISTRIBUTE TO D. NEIER DRAFT PLAN RELEASES, EXCEPTION AND INDEMNITY PROVISIONS.
MATZ TJ	07/28/04	1.20	REVISIONS TO PLAN FOR DISTRIBUTION TO RCN, ADVISORS AND MILBANK.
MATZ TJ	07/29/04	1.20	WORK ON REVISIONS TO PLAN AND DISTRIBUTION TO CREDITORS COMMITTEE ET AL FOR COMMENT (.8); CALLS WITH D. NEIER RE: PLAN PROVISIONS, VOTING (.4).
MATZ TJ	07/30/04	2.50	WORKING ON REVISION TO PLAN FOR BOARD DISTRIBUTION (1.6) CALLS WITH J. GOFFMAN, J. DUBEL, R. BOSTROM RE: SAME (.9).
		6.60	
Total Counsel		6.60	

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

AGARWAL K	07/06/04	4.60	RESEARCH RESOLICITATION ISSUES UNDER BANKRUPTCY CODE SECTION 1127 AND RULE 3019.
		4.60	
DAY GR	07/19/04	0.50	REVIEW LEGAL ISSUES RE: PLAN CLASSIFICATIONS.
DAY GR	07/29/04	2.20	REVISE PLAN AND DISCLOSURE STATEMENT.
		2.70	
GEISLER ML	07/01/04	4.00	RESEARCH RE CLASSIFICATION OF CREDITORS (2.0); RESEARCH AND DRAFT MEMO RE: BOARD OF DIRECTORS AND COURT AUTHORIZATION (2.0).
GEISLER ML	07/06/04	2.50	RESEARCH RE RESOLICITATION.
GEISLER ML	07/16/04	0.20	REVIEW AND DISTRIBUTE MEMO RE DIRECTOR ISSUES.
		6.70	
KELLY BP	07/28/04	4.00	DRAFT AND CIRCULATE TIMELINE FOR PLAN AND DISCLOSURE STATEMENT.
KELLY BP	07/29/04	0.30	DISTRIBUTE COPIES OF REVISED PLAN, DISCLOSURE STATEMENT AND LOCKUPS.
		4.30	
MORRIS FD	07/01/04	0.50	LETTER TO J. SULLIVAN RE PLAN (.2); T.CONF. W/ B. HAGGERTY, G. ST. CLAIR RE LIQUIDITATION ANALYSIS (.3).
MORRIS FD	07/16/04	0.60	T.CONF. W/ B. BAR-COHEN RE PLAN STRATEGY (.2); T.CONF. W/ B. HAGGERTY RE PLAN STRATEGY (.4).
MORRIS FD	07/20/04	0.70	T.CONF. W/ B. HAGGERTY RE PLAN, DISCLOSURE STATEMENT, VALUATION ISSUES, LIQUIDATION ANALYSIS, STRATEGY, EQUITY COMMITTEE REPLY.
MORRIS FD	07/22/04	0.60	DRAFT MEMO TO BOARD RE PLAN COMPARISONS.
MORRIS FD	07/23/04	0.20	T.CONF. W/ J. GOFFMAN, D. DUNNE, R. SULLIVAN RE: PLAN ISSUES.
MORRIS FD	07/28/04	5.70	T.CONF. W/ D. SULLIVAN RE PLAN, COMMITTEE INFORMATION REQUESTS, 7/30 HEARING (.3); WORK RE PLAN TERM SHEET (.3); T.CONF. W/ J. DUBEL RE PLAN STRATEGY (.2); T.CONF. W/ J. DUBEL RE PLAN STRATEGY (.1); WORK RE PLAN (1.0); DRAFT PLAN SUPPORT AGREEMENT (3.3); T.CONF. W/ B. BAR-COHEN RE PLAN, STRATEGY (.5).

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

MORRIS FD	07/29/04	3.90	DRAFT AND REVISE PLAN SUPPORT AGREEMENT (2.4); T.CONF. W/ D. NEIER RE PLAN (.2); WORK RE PLAN (.5); T.CONF. W/ B. BAR-COHEN RE PLAN (.2); T.CONF. W/ D. NEIER RE SUPPORT AGREEMENT (.3); T.CONF. W/ B. HAGGERTY RE PLAN, DISCLOSURE STATEMENT (.3).
MORRIS FD	07/30/04	2.00	T.CONF. W/ D. SULLIVAN RE PLAN (.2); T.CONF. W/ E. GRAFF RE PLAN (.2); WORK RE PLAN REVISIONS (.8); T.CONF. W/ E. GRAFF RE PLAN REVISIONS (.2); T.CONF. W/ D. SULLIVAN RE PLAN, LOCKUP (.2); T.CONF. W/ P. NECKLES RE PLAN TREATMENT, DEUTSCHE BANK FACILITY (.2); T.CONF. W/ D. NEIER, R. BOSTROM RE PLAN (.2).
		14.20	
TOUSSI S	07/12/04	4.50	UPDATE PLAN AND DISCLOSURES STATEMENT.
TOUSSI S	07/13/04	4.00	EDIT AND REVISE LATEST DRAFT OF PLAN AND DISCLOSURES STATEMENT, FINALIZE SAME.
TOUSSI S	07/15/04	2.20	UPDATE VARIOUS SECTIONS OF DISCLOSURE STATEMENT TO INCLUDE LATEST DRAFT OF PLAN.
TOUSSI S	07/16/04	6.30	EDIT AND REVISE PLAN AND DISCLOSURE STATEMENT, UPDATE DISCLOSURE STATEMENT TO INCLUDE DISCLOSURES FROM THE PLAN.
TOUSSI S	07/23/04	4.10	EDIT AND REVISE PLAN AND DISCLOSURE STATEMENT (2.9); PREPARE MEMO ON OUTSTANDING ISSUES RE SAME (1.2).
		21.10	
Total Associate		53.60	
TOTAL TIME		<u>89.80</u>	

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

RCN Corporation (DIP)
Reports and Schedules

Bill Date: 08/05/04
Bill Number: 1023182

NAME	DATE	HOURS	DESCRIPTION
MATZ TJ	07/07/04	0.80	WORK ON JULY MONTHLY OPERATING REPORT FILING (.4); CORRESPOND WITH R. MCWILLIAMS, H. COLVIN AND D. KORTEY RE: SAME (.4).
MATZ TJ	07/09/04	0.20	CORRESPOND WITH D. KORTREY RE: LEASE SCHEDULE AND POSSIBLE AMENDMENTS THERETO.
MATZ TJ	07/12/04	0.60	CALL WITH D. KORTREY RE: JULY MONTHLY OPERATING REPORT (.2); CALL WITH H. COHEN, R. MCWILLIAMS, B. WORALL & D. KORTREY RE: PREPARATION OF JULY MONTHLY OPERATING REPORT (.4).
MATZ TJ	07/13/04	1.10	CALL WITH T. HORVAT RE: MAY JUNE MONTHLY OPERATING REPORT AND FILING (.6); CALLS WITH R. MC WILLIAMS RE: MAY JUNE MONTHLY OPERATING REPORT AND FILING (.3); CALL WITH P. SCHWARTZBERG RE: MAY JUNE MONTHLY OPERATING REPORT AND FILING (.2).
MATZ TJ	07/14/04	0.50	CALL WITH R. MCWILLIAMS RE: MAY/JUNE MONTHLY OPERATING REPORT (.3); CORRESPOND WITH R. MCWILLIAMS RE: SCHEDULES TO MAY/JUNE MONTHLY OPERATING REPORT (.2).
MATZ TJ	07/16/04	1.20	CALL WITH B. WORALL RE: MONTHLY OPERATING REPORT (.4); CALLS WITH T. HORVAT RE: MONTHLY OPERATING REPORT (.4); REVIEW FORMAT DRAFTS AND COMMENTING THEREON (.4).
MATZ TJ	07/18/04	0.20	CALL WITH T. HORVAT RE: MEETING WITH U.S. TRUSTEE.
MATZ TJ	07/19/04	1.50	ATTENDING MEETING WITH REPRESENTATIVES OF THE U.S. TRUSTEE REGARDING THE MAY/JUNE MONTHLY OPERATING/ REPORT.
MATZ TJ	07/27/04	0.70	CORRESPOND AND CALLS WITH H. COWEN RE: FINALIZING MAY/JUNE MONTHLY OPERATING REPORT AS PER DISCUSSION WITH U.S. TRUSTEE'S OFFICE(.4); CORRESPOND AND CALLS WITH B. WORALL RE: FINALIZING MAY/JUNE MONTHLY OPERATING REPORT AS PER DISCUSSION WITH U.S. TRUSTEE'S OFFICE (.3).
MATZ TJ	07/28/04	0.40	CALL WITH B. WORALL, H. COWIN RE: MAY/JUNE MONTHLY OPERATING REPORT.
MATZ TJ	07/29/04	0.50	CALLS WITH T. HORVAT RE: QUARTERLY MONTHLY OPERATION REPORTS AND TIMING (.3); CALLS WITH P SCHWARTZBERG RE: SAME (.2).

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

		7.70	
Total Counsel		7.70	
DAY GR	07/12/04	1.30	REVIEW ISSUES RE: MORS AND ACCOUNTING ISSUES.
DAY GR	07/15/04	1.30	REVIEW ISSUES RE: MOR REPORTING.
		2.60	
MORRIS FD	07/14/04	0.60	T.CONFS. W/ T. HORVAT RE MOR (.3); WORK RE SAME (.3).
MORRIS FD	07/15/04	0.20	WORK RE MOR.
		0.80	
Total Associate		3.40	
TOTAL TIME		<u><u>11.10</u></u>	

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

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

Bill Date: 08/05/04
Bill Number: 1023182

NAME	DATE	HOURS	DESCRIPTION
ST. CLAIR JG	07/19/04	3.50	PREPARE MONTHLY FEE STATEMENT.
		3.50	
Total Partner		3.50	
MATZ TJ	07/21/04	0.40	WORK ON SUPPLEMENTAL RETENTION QUESTIONNAIRE.
		0.40	
Total Counsel		0.40	
KELLY BP	07/06/04	0.40	RESEARCH FEE APPLICATION ISSUES.
KELLY BP	07/19/04	2.60	REVIEW RETENTION QUESTIONNAIRE RESPONSES (1.4), CONDUCT FOLLOW-UPS TO CERTAIN RESPONSES (1.2).
KELLY BP	07/21/04	3.00	RETENTION QUESTIONNAIRE -- REVIEW RESULTS (.9) AND COORDINATE CIRCULATION OF SECOND REQUEST QUESTIONNAIRE (.7); DRAFT SUPPLEMENTAL SKADDEN RETENTION AFFIDAVIT (1.4).
		6.00	
MANCUSO N	07/06/04	0.80	STRATEGY RE: ORGANIZATION OF FIRST MONTHLY FEE APPLICATION.
MANCUSO N	07/08/04	0.10	DISCUSSIONS W/ BILLING RE: MAY/JUNE BILL.
MANCUSO N	07/09/04	1.30	BEGIN REVIEW OF MAY/JUNE TIME DETAIL.
MANCUSO N	07/10/04	2.10	CONTINUE INITIAL REVIEW OF MAY/JUNE TIME DETAIL.
MANCUSO N	07/12/04	2.80	CONTINUE INITIAL REVIEW OF MAY/JUNE TIME DETAIL.
MANCUSO N	07/13/04	2.10	REVIEW MAY/JUNE TIME DETAIL, CALLS W/ ATTORNEYS RE: SAME.
MANCUSO N	07/14/04	4.40	BEGIN DRAFTING MAY/JUNE FEE APPLICATION (2.1); CONTINUE TO REVIEW TIME DETAIL AND DISBURSEMENT DETAIL (2.3).
MANCUSO N	07/15/04	3.10	CONTINUE TO REVIEW MAY/JUNE TIME DETAIL AND DISBURSEMENT DETAIL.
MANCUSO N	07/16/04	4.10	CONTINUE TO REVIEW MAY/JUNE TIME DETAIL.
MANCUSO N	07/19/04	3.50	CONTINUE TO REVIEW MAY/JUNE TIME DETAIL.

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

MANCUSO N	07/20/04	4.20	CONTINUE REVISING FEE APPLICATION, NUMEROUS T/C'S AND E-MAILS RE: SAME, AND FINALIZE AND SERVE SAME.
		28.50	
MORRIS FD	07/19/04	1.00	WORK RE MONTHLY FEE STATEMENT (.6); WORK RE SUPPLEMENTAL DISCLOSURE AFFIDAVIT (.4).
		1.00	
UNDERWOOD JE	07/15/04	3.50	REVISE/EDIT FEE APPLICATION.
		3.50	
Total Associate		39.00	
SALAZAR AG	07/06/04	4.20	REVIEW AND RECORD RETENTION SCREENING QUESTIONNAIRE RESPONSES FROM ATTORNEYS.
SALAZAR AG	07/07/04	0.50	REVIEW AND CATEGORIZE SCREENING QUESTIONNAIRE ATTORNEY RESPONSES.
SALAZAR AG	07/08/04	0.30	DISTRIBUTE DOCKET UPDATE AND CERTAIN PLEADINGS TO TEAM.
SALAZAR AG	07/09/04	0.70	REVIEW AND CATEGORIZE ATTORNEY RESPONSES TO RETENTION SCREENING QUESTIONNAIRE.
SALAZAR AG	07/12/04	0.70	UPDATE ATTORNEY RETENTION SCREENING QUESTIONNAIRES.
SALAZAR AG	07/16/04	1.30	REVIEW AND UPDATE ATTORNEY RETENTION SCREENING QUESTIONNAIRE.
SALAZAR AG	07/19/04	0.60	SUBMIT STATUS ON RETENTION SCREENING QUESTIONNAIRES.
SALAZAR AG	07/21/04	1.40	PREPARE SECOND REQUEST FOR RETENTION SCREENING QUESTIONNAIRES.
SALAZAR AG	07/22/04	5.00	DISTRIBUTION OF SECOND REQUEST RETENTION QUESTIONNAIRE.
SALAZAR AG	07/23/04	1.10	UPDATE RETENTION QUESTIONNAIRE CHART WITH SECOND REQUEST RESPONSES.
SALAZAR AG	07/26/04	1.60	UPDATE RETENTION QUESTIONNAIRE RESPONSES.
SALAZAR AG	07/27/04	1.00	UPDATE RETENTION SCREENING QUESTIONNAIRE RESPONSES.
SALAZAR AG	07/28/04	0.50	UPDATE RETENTION SCREENING QUESTIONNAIRE RESPONSES.
SALAZAR AG	07/29/04	0.90	UPDATE ATTORNEY RETENTION SCREENING QUESTIONNAIRES.
SALAZAR AG	07/30/04	0.40	UPDATE ATTORNET RETENTION SCREENING QUESTIONNAIRES.

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

		20.20	
SKELLY S	07/09/04	0.40	UPDATE BRSQ CHART.
		0.40	
Total Legal Assistant		20.60	
TOTAL TIME		<u>63.50</u>	

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

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

Bill Date: 08/05/04
Bill Number: 1023182

NAME	DATE	HOURS	DESCRIPTION
ST. CLAIR JG	07/08/04	2.00	REVIEW CHANNIN RETENTION PAPERS.
ST. CLAIR JG	07/21/04	0.90	REVIEW AND COMMENT ON SPENCER STUART ENGAGEMENT LETTER.
ST. CLAIR JG	07/23/04	0.40	REVIEW COMMITTEE LETTER REGARDING PROFESSIONAL RETENTION ISSUES.
		3.30	
Total Partner		3.30	
MATZ TJ	07/09/04	1.10	WORK ON WINSTON & STRAWN RETENTION PLEADINGS AND COMMENTS THERETO (.9); CALL WITH T. HORVAT RE: SUBMISSION OF SAME (.2).
MATZ TJ	07/21/04	0.50	REVIEW AND COMMENT ON DRAFT SPENCER STUART RETENTION LETTER.
MATZ TJ	07/22/04	0.50	CALL WITH T. HORVAT RE: ALIX PARTNERS RETENTION (.3); CALL WITH B. HAGGERTY RE: BLACKSTONE RETENTION AND POSSIBLE HEARING (.2).
MATZ TJ	07/26/04	0.30	CALL WITH T. HORVAT RE: CREDITORS' COMMITTEE RESOLUTION RE: AP RETENTION APPLICATION (.2); CALL TO J. DUBEL RE: SAME (.1).
MATZ TJ	07/27/04	1.70	WORK ON JULY 30 HEARING OUTLINE, MATTERS ON AGENDA (.7); CALLS WITH T. HORVAT RE STATUS OF ALIX PARTNERS AND BLACKSTONE RETENTION APPLICATIONS (.2); CALLS WITH B. HAGGERTY RE STATUS OF ALIX PARTNERS AND BLACKSTONE RETENTION APPLICATIONS (.2); FOLLOW UP WORK RE: BLACKSTONE'S FINAL RETENTION ORDER AND REVISIONS THERETO (.6).
MATZ TJ	07/28/04	1.10	CORRESPONDENCE RE: BLACKSTONE AND AP SERVICES RETENTION ORDERS (.4); FOLLOW UP RE: SAME (.7).
MATZ TJ	07/29/04	1.70	CALLS AND CORRESPONDENCE WITH D. NEIER RE: WINSTON & STRAWN RETENTION AND FINAL ORDER(.3); CALLS AND CORRESPONDENCE WITH J. MILLERMAN RE: SAME (.2); PREPARE FOR JULY 30 HEARING (HEARING BINDER, AP SERVICES AND BLACKSTONE RETENTION ORDERS) (1.2).
MATZ TJ	07/30/04	1.50	FINAL PREPARATION FOR HEARING RE: FINAL RETENTION ORDERS FOR AP SERVICE AND BLACKSTONE AND ATTEND HEARING RE: SAME.

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

		8.40	
Total Counsel		8.40	
DAY GR	07/06/04	1.90	REVIEW APPLICATIONS TO RETAIN COMMITTEE COUNSEL AND ADVISORS; REVIEW FEE APPLICATION PROCEDURE.
DAY GR	07/07/04	1.30	REVIEW COMMITTEE PROFESSIONAL APPLICATIONS AND RELATED DOCUMENTS.
DAY GR	07/12/04	1.20	REVIEW AND REVISE MONTHLY FEE STATEMENT.
DAY GR	07/13/04	1.60	REVIEW ISSUES RE: COMMITTEE FEE STATEMENTS (1.0); REVIEW SKADDEN FEE STATEMENTS (.6).
DAY GR	07/19/04	4.30	REVIEW AND REVISE MONTHLY FEE STATEMENT.
DAY GR	07/21/04	0.70	REVIEW ISSUES RE: COMMITTEE RETENTION APPLICATIONS.
DAY GR	07/22/04	1.10	REVIEW ISSUES RE: COMMITTEE PROFESSIONALS (.7); CALL TO COMMITTEE RE: RETENTION APPLICATIONS (.1); CALL WITH COMPANY RE: INTERIM COMPENSATION PROCEDURES (.3).
		12.10	
KELLY BP	07/06/04	0.50	COORDINATE W/ PROFESSIONALS RE: MONTHLY FEE APPS.
KELLY BP	07/07/04	5.70	DRAFT WINSTON & STRAWN RETENTION PLEADINGS.
KELLY BP	07/08/04	0.30	EDIT WINSON & STRAWN RETENTION PLEADINGS.
KELLY BP	07/09/04	2.80	WINSTON & STRAWN RETENTION - REVIEW/EDIT/FINALIZE PLEADINGS (1.5), COORDINATE GETTING REQUIRED SIGNATURES (.8); COORDINATE FILING (.5).
KELLY BP	07/28/04	0.80	ADDRESS RETENTION ISSUES AND FINAL ORDERS FOR WINSTON & STRAWN, BLACKSTONE AND AP SERVICES IN ANTICIPATION OF JULY 30 HEARING.
KELLY BP	07/29/04	4.30	REVIEW FINAL RETENTION ORDERS FOR APS, BLACKSTONE, WINSTON & STRAWN (1.3); IN PREPARATION FOR JULY 30 HEARING, OBTAIN FINAL BLACKSTONE, APS AND WINSTON RETENTION ORDERS, AND COORDINATE FORMATTING EDITS AND RUNNING BLACKLINES AGAINST ORDERS AS FILED (1.8); EDIT FINAL APS ORDER PER D. SULLIVAN COMMENTS TO CONFORM PROVISIONS TO BLACKSTONE ORDER AND CIRCULATE (.8); PREPARE APPROPRIATE BLACKLINES OF APS ORDER AS REVISED FOR JULY 30 HEARING (.4).

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

14.40

MORRIS FD	07/22/04	0.30	T.CONF. W/ D. SULLIVAN RE COMMITTEE DISCOVERY REQUESTS RE BLACKSTONE AND AP RETENTION MOTIONS (.2); LETTER TO J. DUBEL, T.COLEMAN RE SAME (.1).
MORRIS FD	07/23/04	0.70	T.CONF. W/ J. TECCE RE COMMITTEE DISCOVERY REQUESTS RE BLACKSTONE AND ALIXPARTNERS (.2); REVIEW DISCOVERY REQUESTS (.3), LETTER TO J. DUBEL, T. COLEMAN RE SAME (.2).
MORRIS FD	07/25/04	0.30	T.CONF. W/ D. SULLIVAN RE BLACKSTONE OBJECTION DEADLINE (.1), LETTER TO J. DUBEL, T. COLEMAN RE SAME (.2).
MORRIS FD	07/26/04	0.70	T.CONF. W/ D. SULLIVAN RE RETENTION DISCOVERY, INFORMATION REQUESTS, COMMITTEE MEETINGS (.2); T.CONF. W/ J. TECCE, D. SULLIVAN RE DISCOVERY REQUESTS (.2); T.CONF. W/ D. SULLIVAN RE COMMITTEE OBJECTION TO BLACKSTONE RETENTION, DILIGENCE REQUESTS (.2); T.CONF. W/ D. SULLIVAN RE BLACKSTONE LITIGATION (.1).
MORRIS FD	07/28/04	1.60	T.CONF. W/ J. DUBEL RE RETENTION LITIGATION (.2); LETTER TO D. SULLIVAN RE ADVISOR RETENTION ISSUES (.2); T.CONF. W/ D. SULLIVAN RE WINSTON RETENTION (.1); REVIEW PROPOSED CHANGES TO WINSTON ORDER (.3); T.CONF. W/ B. HAGGERTY RE BLACKSTONE ORDER MODIFICATIONS, PLAN STRATEGY (.5); DRAFT LETTER TO B. HAGGERTY RE PROPOSED BLACKSTONE RETENTION ORDER MODIFICATIONS (.3).
MORRIS FD	07/29/04	2.50	REVIEW REVISED BLACKSTONE ORDER (.2); LETTER TO COLEMAN, HAGGERTY RE RETENTION HEARING (.2); LETTER TO D. SULLIVAN RE AP SERVICES ORDER (.2); T.CONF. W/ K. ZIMAN RE BLACKSTONE HEARING (.2); WORK RE BLACKSTONE RETENTION (.4); T.CONF. W/ S. KORANGY RE BLACKSTONE RETENTION (.2); LETTER TO J. DUBLE RE AP SERVICES RETENTION (.2); WORK RE AP SERVICES ORDER REVISIONS (.4), T.CONF. W/ D. SULLIVAN RE SAME (.3); T.CONF. W/ B. HAGGERTY RE BLACKSTONE RETENTION (.2).
MORRIS FD	07/30/04	0.50	LETTER TO J. DUBEL RE AP SERVICES RETENTION ORDER (.2); LETTER TO R. BOSTROM, D. NEIER RE WINSTON RETENTION ORDER (.2); T.CONF. W/ J. MILLERMAN RE: BLACKSTONE ORDER (.1).

6.60

Total Associate	33.10
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SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

TOTAL TIME

44.80

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

RCN Corporation (DIP)
Secured Claims

Bill Date: 08/05/04
Bill Number: 1023182

NAME	DATE	HOURS	DESCRIPTION
ST. CLAIR JG	07/06/04	1.10	TELEPHONE CONFERENCE WITH J. DUBEL REGARDING LETTER OF CREDIT ISSUES (.2); WORK ON STRATEGY REGARDING SAME (.9).
		1.10	
Total Partner		1.10	
TOTAL TIME		<u>1.10</u>	

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

RCN Corporation (DIP)
Tax Matters

Bill Date: 08/05/04
Bill Number: 1023182

NAME	DATE	HOURS	DESCRIPTION
MILLER MM	07/01/04	0.40	CALL TO GREENBLATT RE NOLS (.1); ATTENTION TO DISCLOSURE STATEMENT (.2); CALLS TO ROSEN RE SAME (.1).
MILLER MM	07/06/04	0.80	CALL TO R. MORRIS RE NOLS (.2); CALL TO J. GREENBLATT (.1), CALL TO M. ROSEN RE SAME (.1); REVIEW REQUEST FOR EQUITY HOLDERS COMMITTEE (.4).
MILLER MM	07/07/04	0.10	CALL TO ROSEN RE NOLS.
MILLER MM	07/08/04	0.30	CALLS TO ROSEN RE NOLS.
MILLER MM	07/09/04	0.60	CALL TO FEINER (.1), CALLS TO R. MORRIS (.2), CALL TO ROSEN (.1) RE NOLS; ANALYSIS OF ISSUES (.2).
MILLER MM	07/10/04	0.20	CALLS TO ROSEN RE NOLS.
MILLER MM	07/11/04	0.20	CALLS TO ROSEN RE NOLS.
MILLER MM	07/12/04	2.10	CALLS TO R. MORRIS RE NOLS (.3); REVIEW NOTICES (.1); RESEARCH ON NOL ISSUES (.4); EMAIL TO A. FEINER (.1); REVIEW MOTION PRECEDENTS (1.2).
MILLER MM	07/13/04	0.30	CALL TO R. MORRIS RE NOLS (.2); REVIEW NOTICES (.1).
MILLER MM	07/14/04	0.30	REVIEW NOL ORDERS (.2); CALL TO R. MORRIS RE SAME (.1).
MILLER MM	07/16/04	1.00	REVISE NOL ORDERS AND EMAIL TO A. FEINER (.8); CALLS TO R. MORRIS RE SAME (.2).
MILLER MM	07/19/04	0.20	CALLS TO R. MORRIS RE NOLS.
MILLER MM	07/20/04	0.30	DISCUSSIONS WITH M. ROSEN RE SAME (.2); CALLS TO R. MORRIS RE SAME (.1).
MILLER MM	07/21/04	0.50	CALLS TO T. MATZ RE NOLS (.2); REVIEW MOTIONS AND EMAILS (.3).
MILLER MM	07/22/04	0.10	CALLS TO T. MATZ AND M. ROSEN RE NOLS.
MILLER MM	07/23/04	0.30	REVIEW NOL MOTION (.1); CALLS TO J. GREENBLATT AND T. MATZ RE SAME (.2).
MILLER MM	07/28/04	0.20	CALL TO J. GREENBLATT RE NOLS(.1); CALL TO B. KELLY RE SAME (.1).
MILLER MM	07/30/04	0.10	CALL TO J. GREENBLATT AND T. MATZ RE NOLS.
		8.00	
Total Partner		8.00	

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

MATZ TJ	07/09/04	0.40	CALL RE: LEVEL 3 NOL EQUITY STATEMENT (.2); CALL TO LEVEL 3 RE: SAME (.2).
MATZ TJ	07/21/04	0.40	WORK ON FINALIZING REVISIONS TO NOL EQUITY TRADING ORDER.
MATZ TJ	07/29/04	1.40	WORK ON FINAL AMENDMENTS TO NOL EQUITY TRADING ORDER (.4); WORK RE POSITION OF ANDREWS KURTH IN RESPECT THEREOF WITH CALLS AND CORRESPONDENCE TO AND WITH P. GOODMAN (.2), J. WYATT (.5), AND J. MILLERMAN IN CHAMBERS (.3).
		2.20	
Total Counsel		2.20	
AGARWAL K	07/06/04	0.80	WORK ON NOL DOCKET RESEARCH PROJECT.
		0.80	
GREENBLATT JA	07/01/04	4.30	WORK ON REVISING TAX DISCLOSURE FOR DISCLOSURE STATEMENT.
GREENBLATT JA	07/02/04	2.60	CONTINUE REVISING TAX DISCLOSURE FOR DISCLOSURE STATEMENT.
GREENBLATT JA	07/06/04	1.60	ANALYSIS OF TAX STRUCTURING ISSUES RE: INDENTURES.
GREENBLATT JA	07/14/04	3.30	DOCUMENT REVIEW/ANALYSIS/MARKUP OF EXIT FACILITY.
GREENBLATT JA	07/15/04	5.60	DOCUMENT REVIEW/ANALYSIS/MARKUP OF EXIT FACILITY.
GREENBLATT JA	07/16/04	5.30	CONTINUED DOCUMENT REVIEW/ANALYSIS/MARKUP OF EXIT FACILITY.
GREENBLATT JA	07/21/04	0.60	TAX ANALYSIS OF ISSUES ARISING WITH AGENT THAT IS U.S. BRANCH OF FOREIGN BANK.
GREENBLATT JA	07/28/04	3.80	WORK ON NOL ORDER AND EXHIBITS.
GREENBLATT JA	07/30/04	0.30	TAX WORK REGARDING PLAN AND DISCLOSURE STATEMENT; UPDATE TAX SECTIONS.
		27.40	
KELLY BP	07/12/04	1.00	DISTRIBUTE EQUITY TRADING PROCEDURES ORDER AND FORMS, AND DISCUSS SAME W/ RCN TEAM (.4); REVIEW NOTICING ISSUES (.6).
KELLY BP	07/21/04	0.60	COORDINATE EDITS TO NOL ORDER.
KELLY BP	07/28/04	1.30	REVIEW FINAL NOL ORDER AND EXHIBITS IN ANTICIPATION OF JULY 30 HEARING, AND CONFORM ALL.

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

KELLY BP	07/29/04	2.40	REVIEW/EDIT FINAL NOL MOTION AND EXHIBITS (1.0); COORDINATE W/ A. FEINER AT ANDREWS KURTH RE: CONSENT TO REVISED NOL ORDER (.9); COORDINATE PREPARATION OF BLACKLINES TO BRING TO JULY 30 HEARING (.5).
KELLY BP	07/30/04	0.90	EDIT NOTICE OF FINAL NOL ORDER FOR PUBLICATION IN WSJ, SEND TO TAYLOR & IVES TO CREATE PRINTER'S PROOF (.7); COORDINATE W/ J. SULLIVAN RE: SERVICE OF NOTICE OF FINAL NOL ORDER (.2).
		6.20	
MORRIS FD	07/09/04	0.20	LETTER TO J. SAILE RE TAX ORDER NOTICE.
MORRIS FD	07/12/04	0.60	REVIEW WELLS FARGO EQUITYHOLDER NOTICE (.2); REVIEW VULCAN EQUITYHOLDER NOTICE (.2); T.CONF. W/ D. NEIER, M. CALLIPARI RE EQUITYHOLDER NOTICE (.2).
MORRIS FD	07/16/04	0.20	T.CONF. W/ M. MILLER RE REVISIONS TO FINAL TRADING RESTRICTIONS ORDER.
		1.00	
Total Associate		35.40	
TOTAL TIME		<u>45.60</u>	

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

RCN Corporation (DIP)
Vendor Matters

Bill Date: 08/05/04
Bill Number: 1023182

NAME	DATE	HOURS	DESCRIPTION
MATZ TJ	07/06/04	1.40	CALL WITH P. BRADSHAW RE: REPUBLIC BANK DRAW REQUEST ON JPMORGAN CHASE LETTER OF CREDIT (.4); REVIEW FAXES OF RELEVANT DOCUMENTS FROM P. BRADSHAW AND REVIEW OF SAME (.5); CALL WITH E. GRAF (COUNSEL TO JPMORGAN CHASE) RE: REPUBLIC BANK DRAW (.2); CORRESPONDENCE RE: SAME (.1); CALL TO REPUBLIC BANKS COUNSEL E. TESCANO RE: DRAW (.2).
		1.40	
Total Counsel		1.40	
DAY GR	07/06/04	2.20	REVIEW LEASE AGREEMENTS AND LOCS IN CONNECTION WITH DISPUTE WITH EQUIPMENT LESSOR.
DAY GR	07/07/04	1.90	REVIEW CONTRACTS AND LEGAL ISSUES RE: RECENT LESSOR DRAW OF LETTER OF CREDIT.
		4.10	
MORRIS FD	07/06/04	0.70	T.CONF. W/ P. BRADSHAW RE LETTER OF CREDIT DRAW (.2), ANALYSIS RE L/C DRAW ISSUES (.3); LETTER TO A. HORVAT RE CREDITOR APPEARANCE (.2).
MORRIS FD	07/07/04	0.40	ANALYSIS RE VENDOR LETTER OF CREDIT DRAW.
MORRIS FD	07/29/04	0.30	WORK RE WATER BOARD INQUIRY.
		1.40	
Total Associate		5.50	
TOTAL TIME		<u>6.90</u>	
 CLIENT TOTAL		 <u>744.40</u>	

EXHIBIT B

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #1 General Corporate Advice

Bill No: 1023182

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNERS</u>			
PETER A. ATKINS	\$760	8.50	\$ 6,460.00
JAY M. GOFFMAN	760	<u>20.00</u>	<u>15,200.00</u>
TOTAL PARTNERS		28.50	\$21,660.00
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	<u>0.80</u>	\$ <u>396.00</u>
TOTAL COUNSEL		0.80	\$ 396.00
<u>ASSOCIATES</u>			
GRENVILLE R. DAY	\$440	2.30	\$ 1,012.00
FREDERICK D. MORRIS	475	2.70	1,282.50
JOSEPH A. ROTTER	355	<u>6.40</u>	<u>2,272.00</u>
TOTAL ASSOCIATES		11.40	\$ 4,566.50
MATTER TOTAL		<u>40.70</u>	<u>\$26,622.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #6 Automatic Stay (Relief Actions)

Bill No: 1023182

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
J. GREGORY ST. CLAIR	\$595	<u>4.40</u>	\$ <u>2,618.00</u>
TOTAL PARTNER		4.40	\$ 2,618.00
<u>ASSOCIATES</u>			
FREDERICK D. MORRIS	\$475	2.10	\$ 997.50
VENERA E. TAOUCHANOVA	420	<u>40.80</u>	<u>17,136.00</u>
TOTAL ASSOCIATES		42.90	\$18,133.50
MATTER TOTAL		<u>47.30</u>	<u>\$20,751.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #7 Business Operations/Strategic Planning

Bill No: 1023182

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	<u>1.80</u>	<u>\$891.00</u>
TOTAL COUNSEL		1.80	\$891.00
MATTER TOTAL		<u>1.80</u>	<u>\$891.00</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #8 Case Administration

Bill No: 1023182

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
JAY M. GOFFMAN	\$760	<u>7.00</u>	\$ <u>5,320.00</u>
TOTAL PARTNER		7.00	\$ 5,320.00
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	<u>4.30</u>	\$ <u>2,128.50</u>
TOTAL COUNSEL		4.30	\$ 2,128.50
<u>ASSOCIATES</u>			
BRIAN P. KELLY	\$395	19.30	\$ 7,623.50
NICK MANCUSO	355	14.40	5,112.00
FREDERICK D. MORRIS	475	11.40	5,415.00
SINA TOUSSI	460	<u>2.00</u>	<u>920.00</u>
TOTAL ASSOCIATES		47.10	\$19,070.50
<u>LEGAL ASSISTANTS</u>			
ADRIANA G. SALAZAR	\$85	32.90	\$ 2,796.50
STEPHANIE SKELLY	195	<u>9.70</u>	<u>1,891.50</u>
TOTAL LEGAL ASSISTANTS		42.60	\$ 4,688.00
MATTER TOTAL		<u>101.00</u>	<u>\$31,207.00</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #9 Claims Admin. (General)

Bill No: 1023182

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>ASSOCIATE</u>			
BRIAN P. KELLY	\$395	<u>10.80</u>	<u>\$4,266.00</u>
TOTAL ASSOCIATE		10.80	\$4,266.00
MATTER TOTAL		<u>10.80</u>	<u>\$4,266.00</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #13 Creditor Meetings/Statutory Committees

Bill No: 1023182

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNERS</u>			
PETER A. ATKINS	\$760	0.30	\$ 228.00
JAY M. GOFFMAN	760	1.50	1,140.00
J. GREGORY ST. CLAIR	595	<u>19.10</u>	<u>11,364.50</u>
TOTAL PARTNERS		20.90	\$12,732.50
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	<u>13.80</u>	\$ <u>6,831.00</u>
TOTAL COUNSEL		13.80	\$ 6,831.00
<u>ASSOCIATES</u>			
KRIS AGARWAL	\$355	24.60	\$ 8,733.00
GRENVILLE R. DAY	440	10.90	4,796.00
BRIAN P. KELLY	395	4.90	1,935.50
FREDERICK D. MORRIS	475	<u>21.90</u>	<u>10,402.50</u>
TOTAL ASSOCIATES		62.30	\$25,867.00
<u>LEGAL ASSISTANTS</u>			
DONALD ROCKNESS	\$135	<u>6.50</u>	\$ <u>877.50</u>
TOTAL LEGAL ASSISTANTS		6.50	\$ 877.50
MATTER TOTAL		<u>103.50</u>	<u>\$46,308.00</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #14 Disclosure Statement/Voting Issues

Bill No: 1023182

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
J. GREGORY ST. CLAIR	\$595	<u>20.10</u>	<u>\$11,959.50</u>
TOTAL PARTNER		20.10	\$11,959.50
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	<u>20.30</u>	<u>\$10,048.50</u>
TOTAL COUNSEL		20.30	\$10,048.50
<u>ASSOCIATES</u>			
BRIAN P. KELLY	\$395	8.10	\$ 3,199.50
NICK MANCUSO	355	1.40	497.00
EVAN A. MICHAEL	320	8.00	2,560.00
JOSEPH A. ROTTER	355	17.80	6,319.00
BENNETT S. SILVERBERG	395	<u>20.10</u>	<u>7,939.50</u>
TOTAL ASSOCIATES		55.40	\$20,515.00
MATTER TOTAL		<u>95.80</u>	<u>\$42,523.00</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #15 Employee Matters (General)

Bill No: 1023182

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
JAY M. GOFFMAN	\$760	<u>6.00</u>	<u>\$4,560.00</u>
TOTAL PARTNER		6.00	\$4,560.00
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	<u>3.00</u>	<u>\$1,485.00</u>
TOTAL COUNSEL		3.00	\$1,485.00
<u>ASSOCIATES</u>			
GRENVILLE R. DAY	\$440	4.40	\$1,936.00
BRIAN P. KELLY	395	0.50	197.50
FREDERICK D. MORRIS	475	<u>2.90</u>	<u>1,377.50</u>
TOTAL ASSOCIATES		7.80	\$3,511.00
MATTER TOTAL		<u>16.80</u>	<u>\$9,556.00</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #18 Executory Contracts (Personalty)

Bill No: 1023182

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
J. GREGORY ST. CLAIR	\$595	<u>1.40</u>	\$ <u>833.00</u>
TOTAL PARTNER		1.40	\$ 833.00
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	<u>3.10</u>	\$ <u>1,534.50</u>
TOTAL COUNSEL		3.10	\$1,534.50
<u>ASSOCIATES</u>			
NICK MANCUSO	\$355	10.20	\$3,621.00
JENNIFER E. UNDERWOOD	295	<u>6.50</u>	<u>1,917.50</u>
TOTAL ASSOCIATES		16.70	\$5,538.50
MATTER TOTAL		<u>21.20</u>	<u>\$7,906.00</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #19 Financing (DIP and Emergence)

Bill No: 1023182

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
J. GREGORY ST. CLAIR	\$595	<u>0.70</u>	\$ <u>416.50</u>
TOTAL PARTNER		0.70	\$ 416.50
<u>ASSOCIATES</u>			
GRENVILLE R. DAY	\$440	5.10	\$2,244.00
BRIAN P. KELLY	395	1.20	474.00
NICK MANCUSO	355	0.40	142.00
FREDERICK D. MORRIS	475	<u>5.30</u>	<u>2,517.50</u>
TOTAL ASSOCIATES		12.00	\$5,377.50
MATTER TOTAL		<u>12.70</u>	<u>\$5,794.00</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #21 Insurance

Bill No: 1023182

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>ASSOCIATE</u>			
BRIAN P. KELLY	\$395	<u>1.00</u>	<u>\$395.00</u>
TOTAL ASSOCIATE		1.00	\$395.00
MATTER TOTAL		<u>1.00</u>	<u>\$395.00</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #24 Leases (Real Property)

Bill No: 1023182

<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>2.10</u>	<u>\$1,039.50</u>
TOTAL COUNSEL		2.10	\$1,039.50
<u>ASSOCIATES</u>			
BRIAN P. KELLY	\$395	0.40	\$ 158.00
BENNETT S. SILVERBERG	395	<u>5.60</u>	<u>2,212.00</u>
TOTAL ASSOCIATES		6.00	\$2,370.00
MATTER TOTAL		<u>11.20</u>	<u>\$5,254.00</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #30 Regulatory and SEC Matters

Bill No: 1023182

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
JAY M. GOFFMAN	\$760	<u>3.00</u>	<u>\$2,280.00</u>
TOTAL PARTNER		3.00	\$2,280.00
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	<u>1.40</u>	<u>\$ 693.00</u>
TOTAL COUNSEL		1.40	\$ 693.00
<u>ASSOCIATES</u>			
EVAN A. MICHAEL	\$320	4.10	\$1,312.00
FREDERICK D. MORRIS	475	6.50	3,087.50
JOSEPH A. ROTTER	355	<u>2.80</u>	<u>994.00</u>
TOTAL ASSOCIATES		13.40	\$5,393.50
MATTER TOTAL		<u>17.80</u>	<u>\$8,366.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #31 Reorganization Plan/Plan Sponsors

Bill No: 1023182

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNERS</u>			
JAY M. GOFFMAN	\$760	11.50	\$ 8,740.00
J. GREGORY ST. CLAIR	595	<u>18.10</u>	<u>10,769.50</u>
TOTAL PARTNERS		29.60	\$19,509.50
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	<u>6.60</u>	\$ <u>3,267.00</u>
TOTAL COUNSEL		6.60	\$ 3,267.00
<u>ASSOCIATES</u>			
KRIS AGARWAL	\$355	4.60	\$ 1,633.00
GRENVILLE R. DAY	440	2.70	1,188.00
MORDECAI L. GEISLER	320	6.70	2,144.00
BRIAN P. KELLY	395	4.30	1,698.50
FREDERICK D. MORRIS	475	14.20	6,745.00
SINA TOUSSI	460	<u>21.10</u>	<u>9,706.00</u>
TOTAL ASSOCIATES		53.60	\$23,114.50
MATTER TOTAL		<u>89.80</u>	<u>\$45,891.00</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #32 Reports and Schedules

Bill No: 1023182

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	<u>7.70</u>	<u>\$3,811.50</u>
TOTAL COUNSEL		7.70	\$3,811.50
<u>ASSOCIATES</u>			
GRENVILLE R. DAY	\$440	2.60	\$1,144.00
FREDERICK D. MORRIS	475	<u>0.80</u>	<u>380.00</u>
TOTAL ASSOCIATES		3.40	\$1,524.00
MATTER TOTAL		<u>11.10</u>	<u>\$5,335.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

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

Bill No: 1023182

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
J. GREGORY ST. CLAIR	\$595	<u>3.50</u>	\$ <u>2,082.50</u>
TOTAL PARTNER		3.50	\$ 2,082.50
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	<u>0.40</u>	\$ <u>198.00</u>
TOTAL COUNSEL		0.40	\$ 198.00
<u>ASSOCIATES</u>			
BRIAN P. KELLY	\$395	6.00	\$ 2,370.00
NICK MANCUSO	355	28.50	10,117.50
FREDERICK D. MORRIS	475	1.00	475.00
JENNIFER E. UNDERWOOD	295	<u>3.50</u>	<u>1,032.50</u>
TOTAL ASSOCIATES		39.00	\$13,995.00
<u>LEGAL ASSISTANTS</u>			
ADRIANA G. SALAZAR	\$85	20.20	\$ 1,717.00
STEPHANIE SKELLY	195	<u>0.40</u>	<u>78.00</u>
TOTAL LEGAL ASSISTANTS		20.60	\$ 1,795.00
MATTER TOTAL		<u>63.50</u>	<u>\$18,070.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

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

Bill No: 1023182

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
J. GREGORY ST. CLAIR	\$595	<u>3.30</u>	\$ <u>1,963.50</u>
TOTAL PARTNER		3.30	\$ 1,963.50
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	<u>8.40</u>	\$ <u>4,158.00</u>
TOTAL COUNSEL		8.40	\$ 4,158.00
<u>ASSOCIATES</u>			
GRENVILLE R. DAY	\$440	12.10	\$ 5,324.00
BRIAN P. KELLY	395	14.40	5,688.00
FREDERICK D. MORRIS	475	<u>6.60</u>	<u>3,135.00</u>
TOTAL ASSOCIATES		33.10	\$14,147.00
MATTER TOTAL		<u>44.80</u>	<u>\$20,268.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #35 Secured Claims

Bill No: 1023182

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
J. GREGORY ST. CLAIR	\$595	<u>1.10</u>	<u>\$654.50</u>
TOTAL PARTNER		1.10	\$654.50
MATTER TOTAL		<u>1.10</u>	<u>\$654.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #36 Tax Matters

Bill No: 1023182

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
MAXWELL M. MILLER	\$720	<u>8.00</u>	\$ <u>5,760.00</u>
TOTAL PARTNER		8.00	\$ 5,760.00
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	<u>2.20</u>	\$ <u>1,089.00</u>
TOTAL COUNSEL		2.20	\$ 1,089.00
<u>ASSOCIATES</u>			
KRIS AGARWAL	\$355	0.80	\$ 284.00
JEFFREY A. GREENBLATT	460	27.40	12,604.00
BRIAN P. KELLY	395	6.20	2,449.00
FREDERICK D. MORRIS	475	<u>1.00</u>	<u>475.00</u>
TOTAL ASSOCIATES		35.40	\$15,812.00
MATTER TOTAL		<u>45.60</u>	<u>\$22,661.00</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #39 Vendor Matters

Bill No: 1023182

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	<u>1.40</u>	\$ <u>693.00</u>
TOTAL COUNSEL		1.40	\$ 693.00
<u>ASSOCIATES</u>			
GRENVILLE R. DAY	\$440	4.10	\$1,804.00
FREDERICK D. MORRIS	475	<u>1.40</u>	<u>665.00</u>
TOTAL ASSOCIATES		5.50	\$2,469.00
MATTER TOTAL		<u>6.90</u>	<u>\$3,162.00</u>
CLIENT TOTAL		<u>744.40</u>	<u>\$325,883.50</u>

EXHIBIT C

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

RCN Corporation (DIP)
General Corporate Advice

Bill Date: 08/05/04
Bill Number: 1023182

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	07/06/04	Copy Center, D	15.70
In-house Reproduction	07/09/04	Copy Center, D	21.80
In-house Reproduction	07/20/04	Copy Center, D	3.00
In-house Reproduction	07/30/04	Copy Center, D	52.70
		TOTAL IN-HOUSE REPRODUCTION	\$93.20
Westlaw	07/16/04	Underwood JE	34.28
		TOTAL WESTLAW	\$34.28
CLR/Disclosure	06/30/04	Office Admin, D	36.00
		TOTAL CLR/DISCLOSURE	\$36.00
		TOTAL MATTER	\$163.48

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

RCN Corporation (DIP)
Asset Analysis and Recovery

Bill Date: 08/05/04
Bill Number: 1023182

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	07/30/04	Telecommunications, D	0.07
		TOTAL TELEPHONE EXPENSE	\$0.07
		TOTAL MATTER	\$0.07

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

**RCN Corporation (DIP)
Asset Dispositions (General)**

**Bill Date: 08/05/04
Bill Number: 1023182**

Disbursement	Date	Vendor/Employee/Dept.	Amount
CLR/Disclosure	06/30/04	Global Securities	28.24
CLR/Disclosure	06/30/04	Global Securities	21.73
		TOTAL CLR/DISCLOSURE	\$49.97
		TOTAL MATTER	\$49.97

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

RCN Corporation (DIP)
Assets Dispositions (Inventory)

Bill Date: 08/05/04
Bill Number: 1023182

Disbursement	Date	Vendor/ Employee /Dept.	Amount
CLR/Disclosure	06/30/04	Global Securities	28.24
		TOTAL CLR/DISCLOSURE	\$28.24
		TOTAL MATTER	\$28.24

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

RCN Corporation (DIP)
Automatic Stay (Relief Actions)

Bill Date: 08/05/04
Bill Number: 1023182

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	07/30/04	Copy Center, D	22.80
		TOTAL IN-HOUSE REPRODUCTION	\$22.80
Telephone Expense	07/30/04	Telecommunications, D	1.81
		TOTAL TELEPHONE EXPENSE	\$1.81
Westlaw	07/28/04	Taouchanova VE	142.05
		TOTAL WESTLAW	\$142.05
Messengers/ Courier	07/14/04	Dist Serv/Mail/Page, D	11.75
		TOTAL MESSENGERS/ COURIER	\$11.75
		TOTAL MATTER	\$178.41

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

RCN Corporation (DIP)
Business Operations/Strategic Planning

Bill Date: 08/05/04
Bill Number: 1023182

Disbursement	Date	Vendor/ Employee /Dept.	Amount
Telephone Expense	07/30/04	Telecommunications, D	0.07
		TOTAL TELEPHONE EXPENSE	\$0.07
		TOTAL MATTER	\$0.07

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

RCN Corporation (DIP)
Case Administration

Bill Date: 08/05/04
Bill Number: 1023182

Disbursement	Date	Vendor/Employee/Dept.	Amount
Car Service Vendor Feeds	06/22/04	Mancuso N	344.96
Car Service Vendor Feeds	07/02/04	Morris FD	41.31
		TOTAL CAR SERVICE VENDOR FEEDS	\$386.27
In-house Reproduction	07/06/04	Copy Center, D	133.80
In-house Reproduction	07/09/04	Copy Center, D	0.20
In-house Reproduction	07/13/04	Copy Center, D	1.40
In-house Reproduction	07/16/04	Copy Center, D	1.00
In-house Reproduction	07/20/04	Copy Center, D	2.30
In-house Reproduction	07/27/04	Copy Center, D	343.80
In-house Reproduction	07/30/04	Copy Center, D	187.60
		TOTAL IN-HOUSE REPRODUCTION	\$670.10
Lexis/Nexis	07/01/04	Agarwal K	276.36
Lexis/Nexis	07/02/04	Agarwal K	52.46
Lexis/Nexis	07/06/04	Agarwal K	324.04
Lexis/Nexis	07/06/04	Geisler ML	107.88
Lexis/Nexis	07/07/04	Agarwal K	25.92
Lexis/Nexis	07/12/04	Kelly BP	115.35
Lexis/Nexis	07/13/04	Kelly BP	58.95
Lexis/Nexis	07/29/04	Agarwal K	43.44
		TOTAL LEXIS/NEXIS	\$1,004.40
Westlaw	07/07/04	Rockness D	11.15
Westlaw	07/08/04	Rockness D	632.54
Westlaw	07/08/04	Mancuso N	344.60
Westlaw	07/09/04	Mancuso N	397.67
Westlaw	07/12/04	Day GR	18.27
		TOTAL WESTLAW	\$1,404.23
Vendor Hosted Teleconferencing	06/30/04	Teleconferencing Services, LLC	7.00

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

Disbursement	Date	Vendor/Employee/Dept.	Amount
		TOTAL VENDOR HOSTED TELECONFERENCING	\$7.00
Filing/Court Fees	05/27/04	Day GR	1,678.00
		TOTAL FILING/COURT FEES	\$1,678.00
Messengers/ Courier	06/28/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	06/28/04	Dist Serv/Mail/Page, D	20.25
Messengers/ Courier	06/30/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	07/01/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	07/06/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	07/12/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	07/14/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	07/23/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	07/27/04	Dist Serv/Mail/Page, D	21.26
Messengers/ Courier	07/28/04	Dist Serv/Mail/Page, D	21.26
Messengers/ Courier	07/28/04	Dist Serv/Mail/Page, D	21.26
Messengers/ Courier	07/29/04	Dist Serv/Mail/Page, D	11.75
		TOTAL MESSENGERS/ COURIER	\$178.03
Court Reporting	06/28/04	Veritext New York Reporting Company L.L.	553.20
		TOTAL COURT REPORTING	\$553.20
Outside Research/Internet Services	06/30/04	Pacer Service Center	223.65
Outside Research/Internet Services	07/09/04	Pacer Service Center	9.80
Outside Research/Internet Services	07/30/04	Pacer Service Center	2.10
		TOTAL OUTSIDE RESEARCH/INTERNET SERVICES	\$235.55
Contracted Catering-NY	07/02/04	Morris FD	248.19
		TOTAL CONTRACTED CATERING- NY	\$248.19
CLR/Disclosure	06/30/04	Global Securities	28.24
CLR/Disclosure	06/30/04	Global Securities	34.76

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

Disbursement	Date	Vendor/Employee/Dept.	Amount
		TOTAL CLR/DISCLOSURE	\$63.00
		TOTAL MATTER	\$6,427.97

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

RCN Corporation (DIP)
Claims Admin. (General)

Bill Date: 08/05/04
Bill Number: 1023182

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	07/30/04	Telecommunications, D	0.16
		TOTAL TELEPHONE EXPENSE	\$0.16
		TOTAL MATTER	\$0.16

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

RCN Corporation (DIP)
Creditor Meetings/Statutory Committees

Bill Date: 08/05/04
Bill Number: 1023182

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	07/30/04	Telecommunications, D	1.41
		TOTAL TELEPHONE EXPENSE	\$1.41
		TOTAL MATTER	\$1.41

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

RCN Corporation (DIP)
Disclosure Statement/Voting Issues

Bill Date: 08/05/04
Bill Number: 1023182

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	07/06/04	Copy Center, D	16.50
		TOTAL IN-HOUSE REPRODUCTION	\$16.50
Telephone Expense	07/30/04	Telecommunications, D	5.28
		TOTAL TELEPHONE EXPENSE	\$5.28
Messengers/ Courier	07/30/04	Dist Serv/Mail/Page, D	23.29
		TOTAL MESSENGERS/ COURIER	\$23.29
CLR/Disclosure	06/30/04	Global Securities	49.97
		TOTAL CLR/DISCLOSURE	\$49.97
		TOTAL MATTER	\$95.04

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

RCN Corporation (DIP)
Employee Matters (General)

Bill Date: 08/05/04
Bill Number: 1023182

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	07/30/04	Telecommunications, D	5.92
		TOTAL TELEPHONE EXPENSE	\$5.92
		TOTAL MATTER	\$5.92

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

RCN Corporation (DIP)
Executory Contracts (Personalty)

Bill Date: 08/05/04
Bill Number: 1023182

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	07/30/04	Telecommunications, D	3.04
		TOTAL TELEPHONE EXPENSE	\$3.04
Westlaw	07/07/04	Mancuso N	767.99
Westlaw	07/08/04	Mancuso N	146.80
		TOTAL WESTLAW	\$914.79
		TOTAL MATTER	\$917.83

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

RCN Corporation (DIP)
Financing (DIP and Emergence)

Bill Date: 08/05/04
Bill Number: 1023182

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	07/30/04	Telecommunications, D	0.82
		TOTAL TELEPHONE EXPENSE	\$0.82
		TOTAL MATTER	\$0.82

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

RCN Corporation (DIP)
Insurance

Bill Date: 08/05/04
Bill Number: 1023182

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	07/30/04	Telecommunications, D	1.70
		TOTAL TELEPHONE EXPENSE	\$1.70
		TOTAL MATTER	\$1.70

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

**RCN Corporation (DIP)
Leases (Real Property)**

**Bill Date: 08/05/04
Bill Number: 1023182**

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	07/30/04	Telecommunications, D	0.64
		TOTAL TELEPHONE EXPENSE	\$0.64
		TOTAL MATTER	\$0.64

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

RCN Corporation (DIP)
Nonworking Travel Time

Bill Date: 08/05/04
Bill Number: 1023182

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	07/30/04	Telecommunications, D	0.62
		TOTAL TELEPHONE EXPENSE	\$0.62
		TOTAL MATTER	\$0.62

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

RCN Corporation (DIP)
Regulatory and SEC Matters

Bill Date: 08/05/04
Bill Number: 1023182

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	07/30/04	Copy Center, D	17.00
		TOTAL IN-HOUSE REPRODUCTION	\$17.00
Telephone Expense	07/30/04	Telecommunications, D	4.06
		TOTAL TELEPHONE EXPENSE	\$4.06
Vendor Hosted Teleconferencing	06/30/04	Teleconferencing Services, LLC	18.03
Vendor Hosted Teleconferencing	06/30/04	Teleconferencing Services, LLC	9.06
Vendor Hosted Teleconferencing	06/30/04	Teleconferencing Services, LLC	9.27
Vendor Hosted Teleconferencing	06/30/04	Teleconferencing Services, LLC	10.92
Vendor Hosted Teleconferencing	06/30/04	Teleconferencing Services, LLC	10.61
Vendor Hosted Teleconferencing	06/30/04	Teleconferencing Services, LLC	32.96
		TOTAL VENDOR HOSTED TELECONFERENCING	\$90.85
CLR/Disclosure	06/30/04	Global Securities	93.42
CLR/Disclosure	06/30/04	Global Securities	49.97
CLR/Disclosure	06/30/04	Global Securities	49.97
		TOTAL CLR/DISCLOSURE	\$193.36
		TOTAL MATTER	\$305.27

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

RCN Corporation (DIP)
Reorganization Plan/Plan Sponsors

Bill Date: 08/05/04
Bill Number: 1023182

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	07/06/04	Copy Center, D	1.10
In-house Reproduction	07/09/04	Copy Center, D	49.40
In-house Reproduction	07/13/04	Copy Center, D	0.20
In-house Reproduction	07/30/04	Copy Center, D	1.20
		TOTAL IN-HOUSE REPRODUCTION	\$51.90
Lexis/Nexis	07/01/04	Geisler ML	2,167.72
Lexis/Nexis	07/06/04	Geisler ML	924.43
		TOTAL LEXIS/NEXIS	\$3,092.15
Westlaw	07/07/04	Peart NA	20.47
Westlaw	07/08/04	Kelly BP	47.11
		TOTAL WESTLAW	\$67.58
Vendor Hosted Teleconferencing	06/30/04	Teleconferencing Services, LLC	9.99
		TOTAL VENDOR HOSTED TELECONFERENCING	\$9.99
Outside Research/Internet Services	07/09/04	Pacer Service Center	2.17
		TOTAL OUTSIDE RESEARCH/INTERNET SERVICES	\$2.17
		TOTAL MATTER	\$3,223.79

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

**RCN Corporation (DIP)
Reports and Schedules**

**Bill Date: 08/05/04
Bill Number: 1023182**

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	07/30/04	Telecommunications, D	2.89
		TOTAL TELEPHONE EXPENSE	\$2.89
		TOTAL MATTER	\$2.89

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

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

Bill Date: 08/05/04
Bill Number: 1023182

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	07/16/04	Copy Center, D	10.00
In-house Reproduction	07/20/04	Copy Center, D	23.00
In-house Reproduction	07/23/04	Copy Center, D	86.80
		TOTAL IN-HOUSE REPRODUCTION	\$119.80
Telephone Expense	07/30/04	Telecommunications, D	19.44
		TOTAL TELEPHONE EXPENSE	\$19.44
Postage	07/20/04	Office Admin, D	15.80
		TOTAL POSTAGE	\$15.80
Messengers/ Courier	06/25/04	Straightline Courier	69.40
		TOTAL MESSENGERS/ COURIER	\$69.40
Outside Research/Internet Services	07/09/04	Pacer Service Center	3.71
Outside Research/Internet Services	07/09/04	Pacer Service Center	9.24
		TOTAL OUTSIDE RESEARCH/INTERNET SERVICES	\$12.95
		TOTAL MATTER	\$237.39

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

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

Bill Date: 08/05/04
Bill Number: 1023182

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	07/30/04	Telecommunications, D	3.01
		TOTAL TELEPHONE EXPENSE	\$3.01
		TOTAL MATTER	\$3.01

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

**RCN Corporation (DIP)
Secured Claims**

**Bill Date: 08/05/04
Bill Number: 1023182**

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	07/30/04	Telecommunications, D	0.14
		TOTAL TELEPHONE EXPENSE	\$0.14
		TOTAL MATTER	\$0.14

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

**RCN Corporation (DIP)
Tax Matters**

**Bill Date: 08/05/04
Bill Number: 1023182**

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	07/16/04	Copy Center, D	68.10
		TOTAL IN-HOUSE REPRODUCTION	\$68.10
Telephone Expense	07/30/04	Telecommunications, D	1.61
		TOTAL TELEPHONE EXPENSE	\$1.61
Messengers/ Courier	07/18/04	Arrow Messenger Svc	40.08
		TOTAL MESSENGERS/ COURIER	\$40.08
CLR/Disclosure	06/30/04	Global Securities	95.59
CLR/Disclosure	06/30/04	Office Admin, D	25.00
		TOTAL CLR/DISCLOSURE	\$120.59
		TOTAL MATTER	\$230.38

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

**RCN Corporation (DIP)
U.S. Trustee Matters**

**Bill Date: 08/05/04
Bill Number: 1023182**

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	07/30/04	Telecommunications, D	2.28
		TOTAL TELEPHONE EXPENSE	\$2.28
		TOTAL MATTER	\$2.28

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

**RCN Corporation (DIP)
Vendor Matters**

**Bill Date: 08/05/04
Bill Number: 1023182**

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	07/30/04	Telecommunications, D	0.43
		TOTAL TELEPHONE EXPENSE	\$0.43
		TOTAL MATTER	\$0.43
		TOTAL CLIENT	\$11,877.93