

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
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D. J. Baker (DB 0085)
(Member of the Firm)
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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	:	Chapter 11
In re	:	
	:	Case No. 04-13638 (RDD)
RCN CORPORATION, <u>et al.</u> ,	:	
	:	(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 AUGUST 1, 2004 THROUGH AUGUST 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 August 1, 2004 through August 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 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 Skadden, Arps reserves the right to amend the amounts listed in the event that 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 AUGUST 1, 2004 THROUGH AUGUST 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	1969	\$760	12.70	\$ 9,652.00
D. J. (Jan) Baker	1973	760	28.20	21,432.00
Anthony W. Clark	1979	735	50.40	37,044.00
Eric M. Davis	1992	575	94.80	54,510.00
Howard L. Ellin	1991	735	35.30	25,945.50
Jay M. Goffman	1984	760	34.00	25,840.00
Maxwell M. Miller	1988	720	7.10	5,112.00
J. Gregory St. Clair	1990	595	146.80	87,346.00
TOTAL PARTNERS			409.30	\$266,881.50
<u>COUNSEL</u>				
Thomas J. Matz	1976	\$495	189.70	\$ 93,901.50
Mark A. McDermott	1991	495	13.10	6,484.50
TOTAL COUNSEL			202.80	\$100,386.00
<u>ASSOCIATES</u>				
Kris Agarwal	2003	\$355	43.10	\$ 15,300.50
T. Victor Clark	2002	320	17.60	5,632.00
Grenville R. Day	1998	440	68.70	30,228.00
Mark L. Desgrosseillier	1999	420	47.70	20,034.00
Jarett Epstein	2003	320	62.40	19,968.00
Thomas R. Fawkes	2002	320	39.80	12,736.00
Mordecai L. Geisler	2003	320	60.30	19,296.00
Robert A. Greebel	2002	355	64.40	22,862.00
Jeffrey A. Greenblatt	1997	460	19.60	9,016.00

²

As an accommodation to the Debtors, Skadden, Arps has voluntarily reduced its fees by \$9,000.50, which represents time for partners, counsel, associates, and paraprofessionals billing less than five (5) hours during this period.

Brian P. Kelly	2001	395	130.50	51,547.50
Nick Mancuso	2002	355	50.70	17,998.50
Evan A. Michael	2003	320	26.20	8,384.00
Frederick D. Morris	1995	475	186.50	88,587.50
Samuel S. Ory	1994	460	105.50	48,530.00
Joseph A. Rotter	2002	355	28.20	10,011.00
Manan D. Shah	2002	420	11.80	4,956.00
Bennett S. Silverberg	2001	395	86.70	34,246.50
Venera E. Taouchanova	2003	420	62.00	26,040.00
Sina Toussi	1995	460	158.20	72,772.00
Jennifer E. Underwood	Pending	295	38.80	11,446.00
		TOTAL ASSOCIATES	1,308.70	\$529,591.50
<u>PARAPROFESSIONALS</u>				
Buzz Boyshow		\$135	10.00	\$ 1,350.00
Matthew P. Buchwald		135	6.80	918.00
Constance A. Kaplan		120	5.50	660.00
Peggy J. Laurel		120	10.30	1,236.00
John F. Norwell		135	10.00	1,350.00
Adriana G. Salazar		85	136.80	11,628.00
Janet A. Walker		105	8.50	892.50
		TOTAL PARAPROFESSIONALS	187.90	\$ 18,034.50
		TOTAL	2,108.70	\$914,893.50

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 AUGUST 1, 2004 THROUGH AUGUST 31, 2004⁴**

Computer Legal Research	\$ 4,746.63
Long Distance Telephone	178.07
Outside Telephone	1.50
In-House Reproduction (@\$.10 per page)	2,291.90
Reproduction-color (@\$1.00 per page)	4.00
Outside Reproduction	85.00
Outside Research	6.25
Filing/Court Fees	3,356.00
Court Reporting	699.09
Local Travel	1,149.28
Out-Of-Town Travel	1,063.76
Business Meaks ⁵	2,392.48
Courier & Express Carriers (e.g., Federal Express) ⁶	857.16
Postage	233.26
Professional Fees	676.69
Other	<u>30.14</u>

CLIENT TOTAL: \$17,771.21

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.
- Litigation. Skadden, Arps' attorneys spent significant time assisting the Debtors in connection with their efforts relating to the adversary proceeding commenced against the City of Chicago, including conducting discovery, responding to interrogatories, and developing a litigation strategy.
- 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.
- 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.
- Regulatory and SEC Matters. Skadden, Arps attorneys advised the Debtors with respect to various matters in connection with filings and disclosures required by the SEC.
- Automatic Stay. Skadden, Arps' attorneys continued to advise the Debtors in connection with motions filed to lift the automatic stay.

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

TOTAL PROFESSIONAL FEES	\$914,893.50
TOTAL DISBURSEMENTS	<u>\$17,771.21</u>
<u>TOTAL FEES AND DISBURSEMENTS FOR THE FEE PERIOD</u>	<u>\$932,664.71</u>
80% OF PROFESSIONAL FEES	\$731,914.80
100% OF DISBURSEMENTS	<u>\$17,771.21</u>
<u>TOTAL AMOUNT LESS 20% HOLDBACK</u>	<u>\$749,686.01</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
September 20, 2004

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

A handwritten signature in black ink, appearing to read "D. J. Baker", written over a horizontal line.

D. J. Baker (DB 0085)

(Member of the Firm)

Frederick D. Morris (FM 6564)

Four Times Square

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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: 09/16/04
Bill Number: 1026526

NAME	DATE	HOURS	DESCRIPTION
ATKINS PA	08/02/04	0.30	T/C W/ H. ELLIN, J. GOFFMAN RE: BOARD MEETING.
ATKINS PA	08/04/04	2.60	PREPARATION FOR AND ATTEND BOARD MEETING AT WINSTON & STRAWN.
ATKINS PA	08/06/04	0.50	T/C W/ H. ELLIN RE: AQUINO AND RELATED MATTERS, INCLUDING REPORTS FROM WINSTON & STRAWN.
ATKINS PA	08/09/04	0.20	T/C W/ H. ELLIN.
ATKINS PA	08/10/04	0.70	T/C W/ H. ELLIN, CONSIDER SITUATION W/ RESPECT TO ACCOUNTING ISSUE.
ATKINS PA	08/11/04	2.20	T/C'S/CONFS. CALLS W/ JOHN DUBEL, H. ELLIN; REVIEW MATERIAL FROM CO. RE: ACCOUNTING MATTER; T/C W/ C. MAHONEY RE: SITUATION; ETC.
ATKINS PA	08/12/04	0.30	T/C W/ H. ELLIN (SA) RE: DEVELOPMENTS IN ACCOUNTING ISSUE REVIEW.
ATKINS PA	08/17/04	0.40	T/C W/ D. MCCOURT.
ATKINS PA	08/18/04	0.70	T/C W/ H. ELLIN RE: ISSUES ASSOCIATED W/ PREPARATION FOR FILING, BOARD MATTERS.
ATKINS PA	08/19/04	0.30	T/C W/ J. GOFFMAN.
ATKINS PA	08/23/04	0.40	T/C'S W/ H. ELLIN RE: STATUS.
		8.60	
ELLIN HL	08/02/04	0.90	CONF. CALLS W/ BOARD COUNSEL; REVIEW BOARD MEMO.
ELLIN HL	08/05/04	1.50	CONF. CALLS W/RCN; BOARD MTG (.5); REVIEW, ADVISE ON PRESS RELEASE (.5); PLAN ISSUES (.5).
ELLIN HL	08/06/04	3.00	CONF. CALLS RE: PRESS RELEASES; MANAGEMENT ISSUES; DISCLOSURE; RESOLUTIONS (2.0); DRAFT DOCUMENTS RE: PRESS RELEASES; 8-K (1.0).
ELLIN HL	08/08/04	2.70	CONF. CALL W/ GENERAL COUNSEL OF RCN (1.0); DRAFT AND REVIEW 8-KS; PRESS RELEASE (.7); REVIEW RETENTION POLICY; ANALYSIS OF POLICY (1.0).
ELLIN HL	08/09/04	3.00	PLAN ISSUES (.5); REVIEW ANCILLARY AGREEMENT (1.0); CONF. CALLS W/RCN, WINSTON RE: 8-K (1.5).

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

ELLIN HL	08/10/04	2.70	CONF. CALL W/ P. HOGAN (.7); CONF. CALL W/ B. BOSTROM (.5); REVIEW OF SOX/INTENT CONTROL ISSUES (.5); REVIEW 8-K; CONSULTING AGREEMENTS; ANALYSIS (1.0).
ELLIN HL	08/12/04	2.00	DISCUSSIONS RE: ACCOUNTING ISSUES (1.0); CONSULTING AGREEMENT; 8K/CALLS RE: TIMING AND DEAL PLANS (1.0).
ELLIN HL	08/17/04	1.70	CONF. CALL W/ D. ROYSTER, E. ITO RE: DISCLOSURE ISSUES (1.0); ANALYSIS OF CORPORATE MATTERS (.7).
ELLIN HL	08/19/04	1.50	CALL W/ D. ROYSTER; CC RE: VARIOUS ISSUES (1.0); ANALYSIS OF AUDIT COMMITTEE ISSUES (.5).
ELLIN HL	08/20/04	2.00	COMMENTS; REVIEW OF PRESS RELEASE, CALL W/ RCN (1.0); CONF. CALL W/ DEB ROYSTER RE: VARIOUS CORPORATE ISSUES (1.0).
ELLIN HL	08/21/04	1.90	REVIEW PRESS RELEASE; COMMENTS; DISCUSSION (1.0); PLAN ISSUES; PROJECTS (.9).
ELLIN HL	08/25/04	1.00	MEETING W/ D. ROYSTER & J. DUBEL.
		23.90	
GOFFMAN JM	08/02/04	2.50	PREPARE FOR BOARD MEETING (1.5); T/C'S W/ R. BOSTROM, A. FASOLA, D. NEIER, H. ELLIN AND P. ATKINS THERETO (1.0).
GOFFMAN JM	08/03/04	2.50	PREPARE FOR BOARD MEETING INCLUDING REVIEW OF DOCUMENTS.
GOFFMAN JM	08/04/04	5.50	PREPARE FOR AND ATTEND BOARD MEETING (4.5); FOLLOW UP ON STRATEGY ISSUES FROM BOARD MEETING (1.0).
		10.50	
Total Partner		43.00	
MATZ TJ	08/06/04	0.50	CORRESP. RE: GENERAL RESTRUCTURING MATTERS (.2) CALL W/ D. KORTREY RE: SAME (.3).
		0.50	
Total Counsel		0.50	
DAY GR	08/02/04	2.30	DRAFT RCN BOARD RESOLUTIONS AND WRITTEN CONSENTS.
		2.30	

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

GREEBEL RA	08/16/04	2.40	MEET W/ J. ROTTER RE: ANCILLARY DOCUMENTS(.8); CONV. W/ R. MORRIS (.2); REVIEW NASDAQ INDEPENDENT DIRECTOR STANDARD AND REVISE LANGUAGE FOR INCLUSION AS A PROVISION OF RCN'S POST EMERGENCE CHARTER (.9); REVIEW DRAFT OF CHARTER AND BYLAWS (.5).
GREEBEL RA	08/19/04	4.10	RESEARCH AUDIT COMMITTEE DIRECTOR INDEPENDENCE (2.9); CONVERSATIONS W/ E. MICHAEL (.5), H. ELLIN (.5) AND P. BRADSHAW RE: SAME (.2).
GREEBEL RA	08/31/04	1.40	REVIEW MATERIAL FROM VEDER PRICE RE: LEAD DIRECTOR COMPENSATION.
		7.90	
MORRIS FD	08/02/04	0.70	WORK RE: DIRECTOR INQUIRY (.2); REVIEW CONSULTANT ENGAGEMENT LETTER (.3); T/C W/ D. NEIER RE: CORP. GOVERNANCE ISSUE (.2).
MORRIS FD	08/05/04	1.40	T/C W/ B. BOSTROM RE: BOARD MEETING (.2); T/C W/ B. BOSTROM RE: DISCLOSURE ISSUES (.2); T/C W/ D. NEIER RE: DISCLOSURE ISSUES, BOARD MEETING (.2); T/C W/ D. NEIER RE: PRESS RELEASE (.2); REVIEW REVISED PRESS RELEASE (.2) AND WORK RE: SAME (.4).
MORRIS FD	08/06/04	1.20	T/C W/ E. GRAFF RE: OPERATIONS CONSULTANT (.2); WORK RE: RETENTION OF OPERATIONS CONSULTANT (.6); WORK RE: DISCLOSURE ISSUES (.4).
MORRIS FD	08/09/04	0.90	WORK RE: CORP. DISCLOSURE ISSUES.
MORRIS FD	08/23/04	3.30	REVIEW PRESS RELEASE (.2); WORK RE: 8-K, INCLUDING ANALYSIS OF REG G ISSUES (2.1); T/C W/ B. BAR-COHEN, J. DOWNING RE: PRESS INQUIRIES, PRESS RELEASE (.2); T/C W/ P. BRADSHAW, R. GREEBEL RE: 8-K (.3); T/C W/ D. ROYSTER RE: DIRECTOR COMPENSATION, 8-K, CONSULTANT RETENTION (.3); T/C W/ P. BRADSHAW, R. GREEBEL RE: REG G ISSUE (.2).
MORRIS FD	08/24/04	1.40	WORK RE: 8-K.
MORRIS FD	08/25/04	0.40	WORK RE: 8-K.
MORRIS FD	08/31/04	0.20	T/C W/ G. SCHAFER RE: ANALYSIS OF STOCK PURCHASE AGREEMENT.
		9.50	
Total Associate		19.70	
TOTAL TIME		<u>63.20</u>	

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

RCN Corporation (DIP)
Asset Dispositions (General)

Bill Date: 09/16/04
Bill Number: 1026526

NAME	DATE	HOURS	DESCRIPTION
ST. CLAIR JG	08/18/04	0.30	DRAFT EMAIL RE: STARPOWER RESPONSE.
		0.30	
Total Partner		0.30	
MCDERMOTT MA	08/30/04	0.20	ATTENTION TO CORRESP. RE: POTENTIAL TRANSACTION AND ANALYZE OPTIONS IN CONNECTION W/ SAME.
MCDERMOTT MA	08/31/04	1.10	REVIEW STARPOWER JOINT VENTURE AGREEMENT AND CORRESP. FROM JOINT VENTURE PARTNER AND CONSIDER OPTIONS IN CONNECTION W/ POTENTIAL DISPOSITION OF INTERESTS IN SAME.
		1.30	
Total Counsel		1.30	
GREEBEL RA	08/17/04	3.50	CONV. W/ G. ST. CLAIR (.2); BEGIN REVIEWING STARPOWER JV AGREEMENT AND LETTER FROM PEPCO (2.5); BEGIN DRAFTING RESPONSE LETTER (.6); DISCUSS RE: SAME (.2).
GREEBEL RA	08/19/04	0.90	CONTINUE DRAFTING RESPONSE TO STARPOWER RIGHT OF FIRST REFUSAL.
GREEBEL RA	08/20/04	0.40	CONF. CALL W/D. ROYSTER AND P. BRADSHAW RE: STARPOWER.
GREEBEL RA	08/24/04	6.20	CONV. W/ P. BRADSHAW AND CONTINUE TO REVIEW DOCUMENTS AND CONTINUE DRAFTING RESPONSE TO PEPCO RE: STARPOWER (5.2), CONV. W/ G. ST. CLAIR, K. HAMLIN AND R. MORRIS RE: SAME (1.0).
GREEBEL RA	08/25/04	3.50	REVISE STARPOWER RESPONSE (2.5); SPOKE W/ P. BRADSHAW RE: SAME (.3); REVIEW P. BRADSHAW'S COMMENTS (.5); RECEIVE COMMENTS FROM R. MORRIS (.2) ALL RE: STARPOWER.
GREEBEL RA	08/26/04	1.20	SPOKE W/SAROOSH (.1), D. ROYSTER (.1) AND P. BRADSHAW (.1) RE: RESPONSE LETTER; MEET W/ H. ELLIN RE: RESPONSE LETTER (.3); DRAFT E-MAIL, REVIEW RESPONSE LETTER AND SEND TO CLIENT (.6).
GREEBEL RA	08/27/04	1.90	CONVS. W/ D. ROYSTER RE: STARPOWER RESPONSE (.5); REVISE STARPOWER RESPONSE (.9); MEET W/ E. MICHAEL AND H. ELLIN (.5) RE: STARPOWER.

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

GREEBEL RA	08/31/04	1.20	CONV W/ P. BRADSHAW RE: STARPOWER (.4); SPOKE W/ R. MORRIS RE: STARPOWER (.3); DISTRIBUTE DOCUMENTS RE: STARPOWER (.2); REVIEW PEPCO RESPONSE RE: STARPOWER (.3).
		18.80	
KELLY BP	08/26/04	3.20	REVIEW STARPOWER AGREEMENTS (OPERATING AGREEMENT, LETTER OF INTENT) AND DISTRIBUTE SAME TO S. NAIK.
KELLY BP	08/27/04	1.00	FOLLOW UP ON MILBANK REQUEST FOR STARPOWER PURCHASE DOCUMENTS.
		4.20	
MORRIS FD	08/24/04	0.30	WORK RE: STARPOWER RESPONSE.
MORRIS FD	08/25/04	0.40	REVIEW PROPOSED LETTER TO JV PARTNER.
MORRIS FD	08/26/04	0.20	T/C W/ D. ROYSTER RE: STARPOWER, CASE STATUS.
MORRIS FD	08/27/04	1.40	WORK RE: LETTER TO PEPCO RE: STARPOWER (.4), T/C W/ J. DUBEL, D. ROYSTER RE: SAME (.2); WORK RE: ANALYSIS RE: STARPOWER ALTERNATIVES (.7), T/C W/ D. ROYSTER RE: SAME (.1).
MORRIS FD	08/31/04	1.80	WORK RE: STARPOWER STRATEGY (1.5), T/C W/ D. ROYSTER, P. BRADSHAW RE: SAME (.3).
		4.10	
Total Associate		27.10	
TOTAL TIME		<u>28.70</u>	

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

RCN Corporation (DIP)
Automatic Stay (Relief Actions)

Bill Date: 09/16/04
Bill Number: 1026526

NAME	DATE	HOURS	DESCRIPTION
MORRIS FD	08/03/04	0.30	ANALYSIS RE: INSURANCE POLICY RE: LIFT-STAY IMPLICATIONS.
MORRIS FD	08/04/04	0.30	REVIEW LIFT-STAY REQUEST.
		0.60	
TAOUCHANOVA VE	08/03/04	6.10	REVIEW AND ANALYZE KEMPER INSURANCE PROGRAM AGREEMENT RE: LETTER OF CREDIT AND LOSS DEPOSIT ACCOUNT (1.6); CALL W/ R. HUMMER RE: E. PACINO LIFT OF STAY REQUEST (.5); REVIEW LIFT STAY MOTION OF M. DE WEES (.9); RESEARCH LEGAL ISSUES RE: EMPLOYMENT CLAIMS AND BANKRUPTCY (1.8); REVIEW CASE LAW IN DE WEES' LIFT STAY MOTION (1.3).
TAOUCHANOVA VE	08/04/04	8.90	REVIEW AND RESEARCH EVELYN PACINO'S REQUEST FOR MODIFICATION OF THE AUTOMATIC STAY (2.7); VARIOUS CALLS W/ R. HAMMER RE: SAME AND DISCUSS STRUCTURE OF INSURANCE POLICIES (.5); REVIEW AND RESEARCH MARIE DE WEES MOTION TO LIFT STAY (2.1); DISCUSS LIFT STAY MATTERS W/ G. ST. CLAIR (.4); DRAFT EMAIL TO R. HAMMER RE: EVELYN PACINO'S CLAIM (.9); REVIEW RESPONSE AND DRAFT DETAILED EMAIL RE: STRATEGY IN CONNECTION W/ SAME (1.1); DRAFT CORRESPONDENCE TO D. KUNZ RE: STRATEGY RE: M. DE WEES (1.2).
TAOUCHANOVA VE	08/05/04	4.30	CONTINUED CORRESP. W/ R. HAMMER RE: LIFT STAY MATTERS (1.1); DISCUSS MATTERS W/ G. ST. CLAIR (.2); REVIEW AND RESEARCH ISSUES IN CONNECTION W/ RODNEY WALKER SETTLEMENT AGREEMENT (2.1); CORRESP. TO P. BRADSHAW AND D. KUNZ RE: STRATEGY AND RESOLUTION (.9).
TAOUCHANOVA VE	08/09/04	1.70	CONFERENCE CALL W/ G. DAY, P. PASSANANTE AND D. KORTREY RE: VARIOUS CORRESP. RE: INSURANCE MATTERS (.9); CORRESP. RE: SAME (.8).
TAOUCHANOVA VE	08/10/04	2.70	REVIEW MARIE DE WEES'S REQUEST FOR DOCUMENT PRODUCTION (.9); RESEARCH ISSUES RE: AUTOMATIC STAY (.6); VARIOUS CALLS W/ J. GREEN RE: MARIE DE WEES'S CLAIM (1.2).

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

TAOUCANOVA VE	08/11/04	8.50	CONTINUE WORKING ON MARIE DE WEES'S CLAIM (3.1); CALLS W/ J. GREEN RE: CLAIM AND DOCUMENT PRODUCTION; RESEARCH AND CORRESP. TO J. GREEN RE: COLLIER OF BANKRUPTCY AND NON APPLICABILITY OF SECTION 523 TO CORPORATE DEBTORS (4.5); CALLS W/ L. DE LILLO RE: EVELYN PACINO CLAIM (.9).
TAOUCANOVA VE	08/12/04	6.70	REVIEW CORRESP. RESPONSE FROM J. GREEN (.4); RESEARCH AND PREPARE RESPONSE W/ APPLICABLE CASE LAW RE: SECTION 523 (4.1); PREPARE MEMO RE: SAME (1.1); BEGAN DRAFTING STIPULATION ALLOWING MODIFICATION OF THE AUTOMATIC STAY (1.1).
TAOUCANOVA VE	08/13/04	9.20	CONTINUE RESEARCH AND PREPARATION OF RESPONSE W/ APPLICABLE CASE LAW (5.2); FINALIZE MEMO RE: SAME (1.1); FINALIZE STIPULATION ALLOWING MODIFICATION OF THE AUTOMATIC STAY (2.9).
TAOUCANOVA VE	08/17/04	1.20	DISCUSS POSSIBLE ISSUES RE: INSURANCE POLICY IN CONNECTION W/ M. DE WEES'S CLAIM (.4); CALL AND EMAIL CORRESP. WITH J. GREEN (.4); CALL W/ P. PASSANANTE RE: INSURANCE (.4).
TAOUCANOVA VE	08/18/04	7.50	EMAIL CORRESP. W/ P. PASSANANTE RE: MARIE DE WEES'S INSURANCE POLICY (1.4); DRAFT RESPONSE TO MARIE DE WEES'S REQUEST FOR DOCUMENT PRODUCTION (6.1).
TAOUCANOVA VE	08/19/04	3.10	REVISE RESPONSE TO MARIE DE WEES'S REQUEST FOR DOCUMENT PRODUCTION. (3.0); REVISE RESPONSE TO MARIE DEWEES'S REQUEST FOR DOCUMENT PRODUCTION (.1).
TAOUCANOVA VE	08/20/04	2.10	REVISE RESPONSE TO MARIE DE WEES'S REQUEST FOR DOCUMENT PRODUCTION. (1.4); REVISE RESPONSE TO MARIE DEWEES'S REQUEST FOR DOCUMENT PRODUCTION (.7).
		62.00	
Total Associate		62.60	
TOTAL TIME		<u>62.60</u>	

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

RCN Corporation (DIP)
Business Operations/Strategic Planning

Bill Date: 09/16/04
Bill Number: 1026526

NAME	DATE	HOURS	DESCRIPTION
BAKER DJ	08/27/04	0.60	T/C W/ D. ROYSTER RE: OPERATIONS AND STRATEGIC ISSUES.
BAKER DJ	08/30/04	1.40	CONTINUE WORK W/ RESPECT TO FORTHCOMING STRATEGY SESSION (1.1); TELEPHONE CALL W/ A. FASOLA RE: STRATEGY SESSION (.3).
BAKER DJ	08/31/04	1.20	CONTINUE WORK RE: STRATEGY MEETING AND AGENDA FOR SAME.
		3.20	
Total Partner		3.20	
KELLY BP	08/27/04	0.40	LIST OF SUBSIDIARIES TO R. MORRIS (.1); RESEARCH RE: PREFERRED STOCK OWNERSHIP (.3).
		0.40	
Total Associate		0.40	
TOTAL TIME		<u>3.60</u>	

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

RCN Corporation (DIP)
Case Administration

Bill Date: 09/16/04
Bill Number: 1026526

NAME	DATE	HOURS	DESCRIPTION
ATKINS PA	08/24/04	1.20	T/C'S W/ H. ELLIN (.4); J. DUBEL (.8) RE: STAFFING AND RELATED MATTERS.
ATKINS PA	08/25/04	2.20	MEETING W/ J.DUBEL, D. ROYSTER, J.BAKER, G. MILMOE, H. ELLIN RE: STAFFING AND RELATED MATTERS (2.0); T/C W/ A. FASOLA RE: STAFFING AND RELATED MATTERS (.2).
ATKINS PA	08/26/04	0.50	T/C'S W/ D. ROYSTER/H. ELLIN (.3); H. ELLIN (.1); J. BAKER (.1) - ALL RE: STATUS.
		3.90	
BAKER DJ	08/25/04	4.00	CONF. W/ G. MILMOE RE: RCN STAFFING (1.0); CONF. W/ P. ATKINS, G. MILMOE D. ROYSTER, AND J. DUBEL RE: RCN ISSUES (1.5); CONF. W/ J. DUBEL AND R. MORRIS RE: CASE STATUS, STAFFING AND RELATED MATTERS (1.5).
BAKER DJ	08/26/04	3.30	PREPARE FOR RCN MEETINGS, INCLUDING CONTINUED REVIEW OF DOCUMENTS (1.8); ATTEND MEETINGS W/ D. ROYSTER, A. FASOLA, B. BOSTRUM AND J. DUBEL RE: CASE ISSUES (1.5).
BAKER DJ	08/27/04	1.30	WORK ON RCN CASE STAFFING AND ORGANIZATIONAL ISSUES.
BAKER DJ	08/30/04	1.70	CONF. W/ M. MCDERMOTT RE: CASE ISSUES (.4); CONTINUE WORK ON STAFFING AND RELATED ISSUES (1.3).
BAKER DJ	08/31/04	0.80	T/C W/ R. MORRIS RE: CASE ISSUES (.4); CONF. W/ M. MCDERMOTT RE: CASE ISSUES (.4).
		11.10	
ST. CLAIR JG	08/05/04	3.90	REVIEW AND COMMENT ON PRESS RELEASE; PREPARE FOR FIRST DAY AND TRO HEARINGS.
ST. CLAIR JG	08/06/04	3.50	PREPARE FOR AND ATTEND FIRST DAY HEARING FOR NEWLY FILED SUBSIDIARIES.
ST. CLAIR JG	08/25/04	1.90	WORK ON CASE MANAGEMENT SYSTEM (.9); PREPARE FOR FIRST DAY HEARING FOR NEWLY FILED SUBS (1.0).
ST. CLAIR JG	08/26/04	3.90	PREPARE FOR AND ATTEND FIRST DAY HEARING FOR NEWLY FILED SUBSIDIARIES.
ST. CLAIR JG	08/27/04	0.80	MEETING RE: STAFFING.
ST. CLAIR JG	08/31/04	0.20	REVIEW AND COMMENT ON MEETING AGENDA.
		14.20	

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

Total Partner		29.20	
MATZ TJ	08/02/04	0.80	UPDATE CASE TIME LINE.
MATZ TJ	08/04/04	0.20	UPDATE TIME LINE.
MATZ TJ	08/05/04	0.20	UPDATE CASE CALENDAR.
MATZ TJ	08/06/04	0.70	CALLS W/ J. MILLERMAN RE: OMNIBUS HEARING (.3); CALLS W/ D. SULLIVAN RE: OMNIBUS HEARING (.2); CALLS W/ E. GRAFF RE: OMNIBUS HEARING DATE (.1); CORRESP. W/ GROUP RE: SAME (.1).
MATZ TJ	08/10/04	0.20	WORK ON AFFILIATED DEBTOR MOTION.
MATZ TJ	08/23/04	0.70	REVIEW AND REVISE AFFILIATED DEBTORS GENERAL APPLICATION MOTION (.4); CALL W/ CHAMBERS RE: SCHEDULING OF VARIOUS MOTIONS (.3).
MATZ TJ	08/24/04	0.40	UPDATE CASE CALENDAR.
MATZ TJ	08/26/04	1.80	ATTEND COURT ON RCN ENTERTAINMENT ET AL'S FIRST DAY MOTIONS, BAR DATE AND AFFILIATED DEBTORS MOTION.
MATZ TJ	08/27/04	0.30	UPDATE CASE CALENDAR.
MATZ TJ	08/31/04	0.60	WORK ON CASE TIMELINE, SOLICITATION DATES AND CONFIRMATION.
		5.90	
MCDERMOTT MA	08/30/04	1.00	MEET W/ J. BAKER RE: COORDINATION OF MATTERS AND STATUS (.4); MEET W/ T. MATZ RE: RELATED ITEMS AND TEAM ASSIGNMENTS AND OUTSTANDING TASKS (.6).
MCDERMOTT MA	08/31/04	3.40	MEET W/ J. BAKER (.3), R. MORRIS (.6), G. DAY (.7), AND B. KELLY (.6) RE: STATUS AND OUTSTANDING TASKS RE: SOLICITATION, REAL ESTATE DISPOSITIONS, CLAIMS ANALYSIS; GOVERNANCE MATTERS, AND AGENDA FOR OMNIBUS HEARING; FURTHER ATTENTION TO CALENDAR AND RELATED OUTSTANDING MATTERS AND TASKS (1.2).
		4.40	
Total Counsel		10.30	
DAY GR	08/24/04	2.70	REVISE HEARING AGENDA FOR 8/26 HEARING AND FILE SAME (.9); REVISE HEARING OUTLINE FOR 8/2 (1.8).
DAY GR	08/25/04	3.90	PREPARE MATERIALS FOR 8/26 FIRST DAY HEARING, INCLUDING REVIEW OF NOTICE ISSUES.
DAY GR	08/26/04	2.40	OVERSEE SERVICE OF FIRST DAY DOCUMENTS.

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

		9.00	
KELLY BP	08/02/04	0.40	FIELD CALLS FROM SHAREHOLDERS RE: MATERIALS RECEIVED.
KELLY BP	08/03/04	1.20	COMPREHENSIVE REVIEW AND UPDATE OF TIMELINE, CIRCULATE.
KELLY BP	08/05/04	6.30	RCN CABLE TV OF CHICAGO -- ASSIST W/ FILING PETITION (.4); FINALIZE FIRST-DAY PLEADINGS (.8); PREPARE PLEADING BINDERS AND COORDINATE THEIR DELIVERY TO INTERESTED PARTIES (1.5); PREPARE FOR FIRST-DAY HEARING (3.6).
KELLY BP	08/17/04	2.30	REVIEW AND EDIT/UPDATE TIMELINE.
KELLY BP	08/24/04	0.20	REVIEW AND EDIT TIMELINE.
KELLY BP	08/27/04	2.00	REVIEW AND EDIT TIMELINE (1.2); TEAM MEETING TO DISCUSS RECENT DEVELOPMENTS (.8).
KELLY BP	08/31/04	1.60	TIMELINE - REVIEW T. MATZ COMMENTS, EDIT TIMELINE AND CIRCULATE.
		14.00	
MANCUSO N	08/02/04	0.70	ATTENTION TO SERVICE ISSUES RE: 7/30 ORDERS.
MANCUSO N	08/05/04	0.30	PREP FOR HEARING ON RCN CHICAGO FIRST-DAYS.
MANCUSO N	08/06/04	2.80	CONTINUE TO PREP FOR HEARING, AND ATTEND HEARING (2.0); FOLLOWUP RE: SAME (.3); REVISE/EDIT RCN CHICAGO NOTICE MOTIONS/ORDERS/NOTICES (.5).
MANCUSO N	08/09/04	0.40	ATTENTION TO SERVICE ISSUES.
MANCUSO N	08/10/04	1.70	REVISE/EDIT AFFILIATE DEBTOR MOTION (1.4); ATTENTION TO NOTICING ISSUES (.3).
MANCUSO N	08/12/04	0.40	ATTENTION TO SERVICE ISSUES.
MANCUSO N	08/16/04	0.10	ATTENTION TO CASE ADMINISTRATION ISSUES.
MANCUSO N	08/21/04	1.00	OVERSEE FILING FIRST DAYS AND FOLLOW UP RE: SAME.
MANCUSO N	08/23/04	7.50	REVIEW DOCKET AND CASE ADMIN WORK (.3); MANAGE FILES (.3); REVISE/EDIT AGENDA, ATTENTION TO SERVICE ISSUES W/ BSI (1.4); CONTINUE DRAFTING SPEAKING OUTLINE FOR 8/26 HEARING (2.5); REVISE/EDIT NOTICES (.3); COORDINATE FILING/SERVICE OF MOTIONS TO BE HEARD ON 8/26 (2.7).

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

MANCUSO N	08/24/04	4.50	REVISE/EDIT SPEAKING OUTLINE FOR 8/26 HEARING (1.2); FIRST-DAY HEARING PREP (.8); ATTENTION TO SERVICE ISSUES (1.1); DRAFT NOTICE OF COMMENCEMENT (.7), REVISIONS TO SAME (.2); REVIEW EQUITY NOTICES (.5).
MANCUSO N	08/25/04	5.40	COORDINATE PREPARATION FOR FIRST-DAY HEARING.
MANCUSO N	08/26/04	2.40	ATTEND FIRST-DAY HEARING; ATTENTION TO SERVICE ISSUES.
MANCUSO N	08/30/04	0.20	REVIEW OF DOCKET.
		27.40	
MORRIS FD	08/02/04	0.70	PREPARATION FOR SUBSIDIARY PROTOCOL CONTESTED HEARING (.5); REVIEW DOCKET, PLEADINGS (.2).
MORRIS FD	08/03/04	0.20	LETTER TO J. DUBEL RE: SUB PROTOCOL ADJOURNMENT.
MORRIS FD	08/05/04	1.10	T/C W/ D. SULLIVAN RE: HEARING DATES (.1); T/C W/ D. SULLIVAN RE: SPENCER STUART AGREEMENT PROCESS (.1); PREPARATION FOR 8/6 CHICAGO HEARINGS (.9).
MORRIS FD	08/06/04	2.30	ATTEND RCN CHICAGO FIRST DAY AND TRO HEARING (1.5); REVIEW DOCKET, PLEADINGS (.4); ATTENTION TO SCHEDULING MATTERS (.4).
MORRIS FD	08/10/04	1.10	WORK RE: CASE STATUS, STRATEGY.
MORRIS FD	08/19/04	0.30	LETTER TO D. ROYSTER RE: COMMITTEE EXTENSION REQUEST (.2); LETTER TO D. SULLIVAN RE: EXTENSION REQUEST (.1).
MORRIS FD	08/23/04	2.90	T/C W/ J. DUBEL, T. HORVAT, B. HAGGERTY RE: 341 HEARING, PLAN AND DISCLOSURE STATEMENT TIMING (.5); WORK RE: RESPONSE TO UST QUESTIONS (.4); REVIEW AND REVISE CASE ADMINISTRATION MOTION (.5); WORK RE: FIRST DAY MOTION PREPARATION AND FILING FOR ADDITIONAL DEBTORS (1.5).
MORRIS FD	08/24/04	1.50	WORK RE: PREPARATION FOR FIRST DAY HEARING (.6); T/C W/ A. EATON RE: FIRST DAY HEARING AND CASH COLLATERAL (.2); WORK RE: PREPARATION OF CASH BUDGET (.7).
MORRIS FD	08/25/04	0.70	REVIEW CORRESP. (.3); REVIEW DOCKET, PLEADINGS (.4).
MORRIS FD	08/26/04	0.90	WORK RE: CASE STATUS, STRATEGY.

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

MORRIS FD	08/27/04	1.40	REVIEW DOCKET, PLEADINGS (.4); REVIEW AGENDA FOR MULT MEETINGS (.3); WORK RE: STATUS OF MULT PENDING ISSUES (.4); REVIEW DOCKET, PLEADINGS (.3).
MORRIS FD	08/31/04	4.70	WORK RE: STATUS OF MULT PENDING ISSUES (2.4); DRAFT AGENDA RE: UPDATE MEETING (.7); DRAFT MEETING OUTLINE POINTS FOR CREDITOR MEETINGS (1.6).
		17.80	
SILVERBERG BS	08/27/04	0.50	INTERNAL PLANNING AND STRATEGY MEETING.
		0.50	
TOUSSI S	08/04/04	1.40	REVIEW VARIOUS DOCKET ENTRIES AFFECTING CASE, ADDRESS AND RESOLVE ISSUES RE: SAME.
TOUSSI S	08/11/04	1.40	REVIEW PENDING MOTIONS AND MATTERS IN ANTICIPATION OF HEARING, ADDRESS ISSUES RE: SAME.
TOUSSI S	08/18/04	1.80	REVIEW DOCKET ENTRIES, REVIEW VARIOUS DRAFT MOTIONS.
TOUSSI S	08/23/04	1.20	REVIEW LATEST FILINGS, INCLUDING RECENT FIRST DAYS, REVIEW FIRST DAY HEARING OUTLINE.
TOUSSI S	08/24/04	3.20	ADDRESS ISSUES RELATED TO FIRST DAY MOTIONS, INCLUDING NOLS (1.0); REVIEW DOCKET ENTRIES AND OTHER CORRESP. (1.2); VARIOUS TEAM MEETINGS RE: UPCOMING CASE ADMINISTRATIONS ISSUES (1.0).
TOUSSI S	08/25/04	0.90	REVIEW RECENT FILINGS AND DOCUMENTS, ADDRESS ISSUES RE: SAME.
TOUSSI S	08/27/04	1.00	TEAM MEETING RE: CASE STRATEGY.
		10.90	
Total Associate		79.60	
SALAZAR AG	08/02/04	0.70	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.2); ORDER COPIES OF HEARING TRANSCRIPT (.5).
SALAZAR AG	08/03/04	0.20	SEND EMAIL UPDATE ON RECENT COURT FILINGS.
SALAZAR AG	08/04/04	5.60	SEND EMAIL ON RECENT COURT FILINGS (.2); TEAM MEETING TO DISCUSS STATUS OF CASE FILING (.7); PREPARE DOCUMENTS FOR HEARING AND COURT FILING (4.7).
SALAZAR AG	08/05/04	7.50	ELECTRONICALLY FILE BANKRUPTCY PETITION AND MOTIONS, PREPARE DOCUMENTS FOR COURT HEARING AND RESPOND TO ATTORNEY REQUESTS.

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

SALAZAR AG	08/06/04	2.60	ELECTRONICALLY FILE DOCUMENTS (.4); DISTRIBUTE FIRST DAY BINDERS (.9); PREPARE DOCUMENTS FOR COURT HEARING (.9); SEND EMAIL UPDATE OF RECENT COURT FILINGS (.4).
SALAZAR AG	08/09/04	2.70	UPDATE MASTER SERVICE LIST (.9); SEND EMAIL UPDATE ON RECENT COURT FILINGS (.5); DISTRIBUTE FIRST DAY PLEADINGS BINDER TO TEAM MEMBERS (.8); RESPOND TO ATTORNEY REQUESTS FOR DOCKET DOCUMENTS (.5).
SALAZAR AG	08/10/04	6.40	PREPARE ORDER LETTER FOR HAND DELIVERY (1.0); FILE MAINTENANCE (.9); ELECTRONICALLY FILE AND SERVE TO CHAMBERS AN AFFIDAVIT AND STIPULATION ORDER (2.5); DISTRIBUTE HEARING TRANSCRIPTS TO DESIGNATED ATTORNEYS (.9); PICK UP ORIGINAL DOCUMENTS FROM ATTORNEY FOR FILES (.5); SEND EMAIL UPDATE ON RECENT COURT FILINGS (.6).
SALAZAR AG	08/11/04	1.20	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.2); RESPOND TO ATTORNEY REQUESTS FOR DOCKET DOCUMENTS (.2); ELECTRONICALLY FILE AND SERVE AFFIDAVITS (.6); ARRANGE FOR SERVICE OF DOCUMENTS TO SERVICE LIST AND FOR RECEIPT OF AFFIDAVITS (.2).
SALAZAR AG	08/12/04	3.50	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.2); DRAFT NOTICE OF SERVICE (.5); PREPARE AFFIDAVITS OF MAILING FOR FILING (.5); ELECTRONICALLY FILE AFFIDAVITS OF MAILING (.3); SEARCH DOCKET FOR DOCUMENT REQUESTS (.2); DOCUMENT PRODUCTION OF DOCKET ITEMS REQUESTED (.4); DISTRIBUTE DOCUMENTS TO CASE TEAM MEMBERS (.5); ELECTRONICALLY FILE NOTICE OF SERVICE (.4); PREPARE HARD COPIES OF ITEMS FILED FOR SERVICE TO CHAMBERS (.4); RESPOND TO ATTORNEYS ADMINISTRATIVE REQUESTS (.1).
SALAZAR AG	08/13/04	2.00	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.2); PREPARE DEPOSITION NOTICES, OBTAIN ORIGINAL SIGNATURES BY AUTHORIZERS, AND SERVE ITEMS TO APPROPRIATE PARTIES (1.4); RESPOND TO ATTORNEY'S ADMINISTRATIVE REQUESTS (.2) FILE MANAGEMENT (.2).

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

SALAZAR AG	08/16/04	7.10	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.2); PREPARE DRAFT COPIES OF FIRST DAY HEARING BINDERS (2.4); SUBMIT PAYMENT FOR HEARING TRANSCRIPTS (.5); PREPARE, ELECTRONICALLY FILE AND SERVE MONTHLY OPERATING REPORT (2.0); PREPARE DOCUMENTS FOR ELECTRONIC IMAGING (.5); FILE MAINTANENCE(1.5).
SALAZAR AG	08/17/04	1.50	PREPARE AND ELECTRONICALLY FILE AFFIDAVIT OF SERVICE, AND SERVE TO CHAMBERS (.5); PREPARE DOCUMENTS FOR IMAGING (.1); SUBMIT PAYMENT REQUESTS FOR TRANSCRIPT HEARINGS (.2); SEND EMAIL UPDATE ON RECENT COURT FILINGS (.2); DRAFT, ELECTRONICALLY FILE AND SERVE AFFIDAVIT OF SERVICE (.5).
SALAZAR AG	08/18/04	3.30	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.2); PREPARE, ELECTRONICALLY FILE AND SERVE AFFIDAVIT OF SERVICE (.4); PREPARE ORIGINAL DOCUMENTS FOR ELECTRONIC IMAGING (2.2); PREPARE EXHIBIT CHART (.5).
SALAZAR AG	08/19/04	8.00	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.2); PREPARE FIRST DAY PLEADINGS BINDERS (1.5); PREPARE, ELECTRONICALLY FILE AND SERVE TO MASTER SERVICE LIST TWO SETS OF NOTICE, MOTION, PROPOSED ORDER AND EXHIBITS AND RESPOND TO ATTORNEY'S ADDITIONAL ADMINISTRATIVE REQUESTS (6.3).
SALAZAR AG	08/20/04	10.50	SERVICE OF MOTION TO MASTER LIST (.8); SEND EMAIL UPDATE OF RECENT COURT FILINGS (.1); ATTEND MEETING FOR UPDATE ON THE STATUS OF FILING (.3); DRAFT, NOTARIZE AND PREPARE AFFIDAVITS OF SERVICE FOR CHAMBERS (2.0); RESPOND TO ATTORNEY REQUESTS, PREPARE DOCUMENTS, AND ELECTRONICALLY FILE SUPPLEMENTAL AFFIDAVIT, FOUR CHAPTER 11 PETITIONS, THREE MOTIONS, PLAN AND DISCLOSURE STATEMENT AND NOTIFY INTERESTED PARTIES (7.3).
SALAZAR AG	08/23/04	8.40	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.8); PREPARE, ELECTRONICALLY FILE AND SERVE AFFIDAVITS OF SERVICE (1.6); UPDATE AND CREATE HEARING BINDER SETS (3.6); IMAGE ORIGINAL DOCUMENTS FOR DATABASE (.7); ELECTRONICALLY FILE 3 PROPOSED ORDERS ALONG W/ MOTIONS AND NOTICE OF MOTION (1.3); FILE MAINTENANCE (.4).

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

SALAZAR AG	08/24/04	6.40	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.4); UPDATE AND CREATE COURT HEARING BINDERS (2.3); PREPARE, ELECTRONICALLY FILE, AND SERVE AFFIDAVITS AND COURT HEARING AGENDA (3.7).
SALAZAR AG	08/25/04	5.20	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.2); PREPARE DOCUMENTS AND PROPOSED ORDERS FOR COURT HEARING (5.0).
SALAZAR AG	08/26/04	2.40	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.5); FILE MAINTENANCE (.5); ORDER TRANSCRIPT OF COURT HEARING (.4); PREPARE, ELECTRONICALLY FILE AND SERVE AFFIDAVIT (1.0).
SALAZAR AG	08/30/04	4.10	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.3); FILE MONTHLY OPERATING REPORT, SERVE AND PREPARE AFFIDAVIT OF SERVICE (.6); PREPARE AND SERVE COPIES OF ORIGINAL HEARING TRANSCRIPT TO LEAD ATTORNEYS (1.5); ELECTRONICALLY FILE AFFIDAVIT OF MAILING (.3); PREPARE ORIGINAL PLEADINGS, CLAIMS AND CORRESP. FOR IMAGING (1.4).
SALAZAR AG	08/31/04	3.70	SEND EMAIL UPDATE OF RECENT COURT FILINGS (.3); ELECTRONICALLY FILE AND PREPARE FOR DISTRIBUTION COPIES OF DISCLOSURE STATEMENT AND NOTICE OF DISCLOSURE STATEMENT (1.6); PREPARE ORIGINAL DOCUMENTS FOR IMAGING (1.8).
		93.00	
Total Legal Assistant		93.00	
BOVSHOW B	08/14/04	4.00	CITECHECK CHAPTER 11 MOTION.
		4.00	
Total Legal Assistant Support		4.00	
TOTAL TIME		<u>216.10</u>	

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

RCN Corporation (DIP)
Claims Admin. (General)

Bill Date: 09/16/04
Bill Number: 1026526

NAME	DATE	HOURS	DESCRIPTION
BAKER DJ	08/31/04	0.70	REVIEW ISSUES RELATED TO CLAIMS, NUMBER AND AMOUNT OF SAME, AND RELATED MATTERS.
		0.70	
Total Partner		0.70	
MATZ TJ	08/11/04	0.50	CALLS W/ COUNSEL TO AFFINITAS (.3); CALL W/ D. SULLIVAN RE: AFFINITAS PROOF OF CLAIM AND CORRESP. RE: SAME (.2).
MATZ TJ	08/23/04	0.80	WORK ON BAR DATE MOTION FOR RCN CHICAGO AND FOUR OTHER SUBSEQUENT DEBTORS.
MATZ TJ	08/24/04	0.60	WORK ON REVISIONS TO BAR DATE ORDER AND NOTICES, PUBLICATION NOTICE.
MATZ TJ	08/25/04	0.40	CALL W/ D. SULLIVAN RE: BAR DATE (.2); FOLLOW UP RE: SERVICE AND PUBLICATION NOTICE (.2).
MATZ TJ	08/26/04	0.50	CALLS W/ CHAMBERS RE: BAR DATE ORDER AND NOTICE (.3); FOLLOW UP WORK RE: SAME (.2).
MATZ TJ	08/27/04	0.40	WORK ON BAR DATE (OCTOBER 1) SERVICE MATTERS.
		3.20	
Total Counsel		3.20	
DAY GR	08/24/04	3.00	REVISE BAR DATE ORDER AND NOTICE PER COMMENTS FROM CLERK AND COURT AND SEND TO COURT FOR APPROVAL (2.1); REVISE NOTICE OF COMMENCEMENT (.9).
DAY GR	08/26/04	1.60	REVISE BAR DATE ORDER AND NOTICE PER COMMENTS FROM COURT.
DAY GR	08/27/04	2.40	COORDINATE SERVICE OF BAR DATE NOTICE.
		7.00	
KELLY BP	08/05/04	0.50	FIELD CALLS FROM STOCKHOLDERS RE: PROOF OF CLAIM MATERIALS.
KELLY BP	08/06/04	0.70	FIELD CALLS FROM STOCKHOLDERS RE: PROOF OF CLAIM MATERIALS.
KELLY BP	08/10/04	0.30	FIELD SHAREHOLDER CALLS RE: PROOF OF CLAIM MATERIALS.
KELLY BP	08/11/04	0.40	FIELD SHAREHOLDER CALLS RE: PROOF OF CLAIM MATERIALS.

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

KELLY BP	08/12/04	0.30	FIELD SHAREHOLDER CALLS RE: MATERIALS RECEIVED.
KELLY BP	08/13/04	0.20	FIELD STOCKHOLDER CALLS RE: MATERIALS RECEIVED.
KELLY BP	08/16/04	1.50	REVIEW/EDIT NEW BAR DATE PLEADINGS.
KELLY BP	08/20/04	0.60	FIELD CALLS FROM STOCKHOLDERS RE: MATERIALS RECEIVED.
KELLY BP	08/23/04	0.40	FIELD CALLS FROM STOCKHOLDERS RE: MATERIALS RECEIVED.
KELLY BP	08/24/04	2.50	FIELD CALLS FROM STOCKHOLDERS RE: MATERIALS RECEIVED (1.3), AND CONTINUED WORK ON BAR DATE MOTION (1.2).
KELLY BP	08/25/04	0.50	FIELD CALLS FROM STOCKHOLDERS RE: BANKRUPTCY MATERIALS RECEIVED.
KELLY BP	08/26/04	0.90	DRAFT PUBLICATION NOTICE FOR ADDITIONAL DEBTORS' BAR DATE, SEND TO TAYLOR & IVES.
KELLY BP	08/30/04	1.80	REVIEW PROOF OF BAR DATE PUBLICATION NOTICE, AND EXCHANGE MARKUPS W/ H. BALLEY (1.0); FIELD CALLS FROM STOCKHOLDERS RE: MATERIALS RECEIVED (.8).
KELLY BP	08/31/04	1.10	BAR DATE PUBLICATION NOTICE -- REVIEW AND MARKUP PRINTERS PROOF AND SIGN OFF (.5); FIELD CALLS FROM STOCKHOLDERS (.6).
		11.70	
MORRIS FD	08/03/04	0.20	LETTER TO E. GRAFF RE: BAR DATE.
MORRIS FD	08/17/04	0.80	T/C W/ D. SULLIVAN RE: CLAIMS RECONCILIATION (.2), LETTER TO G. SCHAFER RE: SAME (.2); T/C W/ G. SCHAFER, R. MCWILLIAMS, J. WRIGHT RE: CLAIMS RECONCILIATION ISSUES (.2); T/C'S W/ J. DUBEL RE: PROOFS OF CLAIM (.2).
MORRIS FD	08/25/04	0.40	WORK RE: BAR DATE (.2); T/C W/ D. SULLIVAN RE: BAR DATE, DISBURSING AGENT (.2).
MORRIS FD	08/27/04	0.20	T/C W/ J. DUBEL RE: BAR DATES.
		1.60	
Total Associate		20.30	
TOTAL TIME		<u>24.20</u>	

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

RCN Corporation (DIP)
Creditor Meetings/Statutory Committees

Bill Date: 09/16/04
Bill Number: 1026526

NAME	DATE	HOURS	DESCRIPTION
BAKER DJ	08/31/04	0.30	PREPARE AND FORWARD MEMORANDUM W/ RESPECT TO COMMITTEE MEETING.
		0.30	
GOFFMAN JM	08/02/04	0.50	REVIEW MATERIAL RE: CREDITORS COMMITTEE PROTOCOL MOTION.
		0.50	
Total Partner		0.80	
DAY GR	08/26/04	0.90	REVIEW AND REVISE 341 NOTICE.
		0.90	
MORRIS FD	08/03/04	0.40	T/C W/ D. SULLIVAN RE: SUBSIDIARY PROTOCOL, EXECUTIVE SEARCH AGREEMENT (.2); T/C W/ D. SULLIVAN RE: SUB PROTOCOL ADJOURNMENT (.2).
MORRIS FD	08/24/04	2.80	MEETING W/ T. HORVAT RE: SECTION 341 MEETING PREPARATION (1.9); ATTEND SECTION 341 MEETING (.9).
		3.20	
Total Associate		4.10	
TOTAL TIME		<u>4.90</u>	

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

RCN Corporation (DIP)
Disclosure Statement/Voting Issues

Bill Date: 09/16/04
Bill Number: 1026526

NAME	DATE	HOURS	DESCRIPTION
BAKER DJ	08/25/04	1.80	BEGIN REVIEW OF DISCLOSURE STATEMENT.
BAKER DJ	08/30/04	1.20	CONTINUE REVIEW OF DISCLOSURE STATEMENT.
		3.00	
ELLIN HL	08/15/04	2.00	REVIEW PLAN AND DRAFT STATEMENT (1.0); REVIEW AGREEMENTS (1.0).
ELLIN HL	08/18/04	3.40	CONF. CALLS RE: DISCLOSURE, CORP. ISSUES (1.5); REVIEW OF PLAN AND FILINGS (1.9).
		5.40	
GOFFMAN JM	08/12/04	2.00	CONFERENCE CALL W/ R. MORRIS, R. BOSTROM, D. NEIER, ETC., RE: STRATEGY ISSUES SURROUNDING PLAN & DISCLOSURE STATEMENT (1.0); REVIEW DOCUMENTS THERETO (1.0).
GOFFMAN JM	08/17/04	1.00	T/C'S W/ R. MORRIS, ETC. RE: PLAN & DISCLOSURE STATEMENT AND OTHER ISSUES.
GOFFMAN JM	08/19/04	5.00	REVIEW AND REVISION OF PLAN AND DISCLOSURE STATEMENT; T/C'S AND CONFERENCE CALLS THERETO.
GOFFMAN JM	08/20/04	6.50	REVIEW AND REVISE PLAN AND DISCLOSURE STATEMENT AND SIDE LETTER (3.5); NUMEROUS T/C'S AND CONFERENCE CALLS W/ ALL PARTIES THERETO (3.0).
		14.50	
ST. CLAIR JG	08/04/04	5.30	REVISE DISCLOSURE STATEMENT (3.0); REVIEW AND REVISE SOLICITATION PROCEDURES MOTION AND NOTICES (2.3).
ST. CLAIR JG	08/14/04	6.50	REVIEW AND REVISE DRAFT DISCLOSURE STATEMENT.
ST. CLAIR JG	08/15/04	4.50	REVIEW REVISED DRAFT DISCLOSURE STATEMENT.
ST. CLAIR JG	08/16/04	1.60	REVIEW LENDERS' COMMENTS TO DISCLOSURE STATEMENT.
ST. CLAIR JG	08/17/04	1.30	WORK ON EQUITY SOLICITATION PROCEDURES.
ST. CLAIR JG	08/19/04	5.30	REVIEW AND REVISE DRAFT DISCLOSURE STATEMENT (4.3); T. CONF. W/ B. HAGGERTY RE: LIQUIDATION ANALYSIS AND VALUATION (.4); T. CONF. W/ D. SULLIVAN RE: SAME (.4); T. CONF. W/ J. DUBEL RE: SAME (.2).

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

ST. CLAIR JG	08/20/04	10.10	REVIEW AND REVISE DISCLOSURE STATEMENT AND EXHIBITS (5.5); CONFERENCE CALL W/ J. DUBEL, T. HORVAT, D. SULLIVAN, D. DUNNE, P. BRADSHAW RE: REVISIONS TO DISCLOSURE STATEMENT (1.5); REVIEW AND REVISE THE DISCLOSURE STATEMENT (3.1).
ST. CLAIR JG	08/25/04	1.10	WORK ON REVISIONS TO DISCLOSURE STATEMENT.
ST. CLAIR JG	08/27/04	0.90	REVIEW REGULATORY DISCLOSURE STATEMENT COMMENTS (.6); REVIEW R. MORRIS COMMENTS (.3).
ST. CLAIR JG	08/31/04	3.00	WORK ON AMENDMENTS TO THE DISCLOSURE STATEMENT.
		39.60	
Total Partner		62.50	
MATZ TJ	08/02/04	1.80	REVISIONS TO DISCLOSURE STATEMENT; CALL W/ B. HAGGERTY RE: VALUATION AND LIQUIDATION ANALYSIS MATERIAL.
MATZ TJ	08/03/04	0.90	REVIEW AND REVISE COMMENTS FROM WHITE & CASE (.3); REVISIONS TO TAX DISCLOSURE (.6).
MATZ TJ	08/04/04	0.90	WORK ON DISCLOSURE STATEMENT AND CORRESPOND W/ D. SULLIVAN RE: SAME (.5); WORK ON OUTSTANDING MATERIAL (.4).
MATZ TJ	08/05/04	0.60	REVIEW AND REVISE DISCLOSURE STATEMENT.
MATZ TJ	08/06/04	1.80	WORK ON DISCLOSURE STATEMENT (.8); WORK ON OUTSTANDING MATTERS MEMO RE: SAME (.4); CALL W/ T. HORVAT RE: OUTSTANDING MATERIAL FOR DISCLOSURE STATEMENT (.6).
MATZ TJ	08/09/04	1.20	WORK ON DISCLOSURE STATEMENT AND OUTSTANDING MATTERS.
MATZ TJ	08/10/04	3.40	WORK ON DISCLOSURE STATEMENT (2.4); CALLS W/ D. SULLIVAN RE: ANCILLARY DOCUMENTS AND EXHIBITS (.3); WORK ON SAME (.7).
MATZ TJ	08/11/04	3.50	REVIEW AND REVISE BLACKSTONE MATERIALS (LIQUIDATION ANALYSIS, VALUATION, FINANCIAL PROJECTIONS) (1.4); WORK ON DISCLOSURE STATEMENT (2.1).
MATZ TJ	08/12/04	2.80	REVIEW AND REVISE FINANCIAL MATERIAL FROM ALIX PARTNERS (.8); REVIEW AND REVISE FEASIBILITY AND VALUATION TEXT AND DATA FROM BLACKSTONE (.8) REVISE DISCLOSURE STATEMENT (1.2).

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

MATZ TJ	08/13/04	5.00	WORK ON REVISIONS TO DISCLOSURE STATEMENT AND DISTRIBUTIONS TO ALIX PARTNERS, WINSTON & STRAWN AND BLACKSTONE FOR COMMENT.
MATZ TJ	08/14/04	5.50	WORK ON DISCLOSURE STATEMENT, BLACKSTONE VALUATION AND LIQUIDATION ANALYSIS.
MATZ TJ	08/15/04	6.30	WORK ON DISCLOSURE STATEMENT (3.8); REVIEW AND REVISE SOLICITATION PROCEDURES MOTION AND NOTICES & BALLOTS (2.5).
MATZ TJ	08/16/04	5.90	WORK ON DISCLOSURE STATEMENT (1.6); WORK ON MEMORANDUM RE: OUTSTANDING INFORMATION FOR COMPANY, ALIX PARTNERS, BLACKSTONE, WINSTON & STRAWN AND DISTRIBUTE SAME (1.2); CALL W/ B. HAGGERTY RE: VALUATION (.3); CALLS W/ T. HORVAT RE: DISCLOSURE STATEMENT (.3); CALLS W/ G. SHAFER RE: DISCLOSURE STATEMENT (.4); FOLLOW UP W/ E. ITO RE: EMPLOYMENT DESCRIPTIONS (.4); CALLS W/ J. SULLIVAN RE: SOLICITATION AND VOTING ISSUES (.4); WORK ON SAME AND SOLICITATION PROCEDURES MOTION (1.3).
MATZ TJ	08/17/04	6.50	CALL W/ E. ITO RE: EMPLOYMENT DESCRIPTIONS (.3); CORRESP. W/ D. NEIER RE: DIRECTOR DESCRIPTION (.2); CALL W/ B. HAGGERTY RE: VALUATION AND LIQUIDATION ANALYSIS (.4) AND WORK ON SAME (.5); CALL W/ G. SCHAFER, R. MCWILLIAMS RE: FINANCIAL INFORMATION AND OUTSTANDING DISCLOSURE MATTERS (.9); WORK ON RIDERS FOR DISCLOSURE STATEMENT (2.1); WORK ON CONFORMING CHANGES TO DISCLOSURE STATEMENT (1.6); CALL W/ D. HARTE OF INNISFREE RE: SOLICITATION AND BALLOTING (.5).
MATZ TJ	08/18/04	2.30	CONFERENCE CALL W/ J. DUBEL, G. SHAFER, R. MCWILLIAMS, B. HAGGERTY RE: OUTSTANDING ITEMS FOR DISCLOSURE STATEMENT (.8); WORK ON DISCLOSURE STATEMENT (1.5).
MATZ TJ	08/19/04	8.90	INCORPORATE REGULATORY MATERIAL FROM SWIDLER BERLIN AND CONFORM SAME TO DISCLOSURE STATEMENT (2.5); RECEIVE AND INCORPORATE BLACKSTONE VALUATION AND LIQUIDATION MATERIALS AND CONFORM TO DISCLOSURE STATEMENT (2.0); CALL W/ T. HORVAT RE: FINANCIAL ASPECT OF DOCUMENT (1.2); UPDATE CORPORATE ASPECTS OF DOCUMENT RE: HISTORY AND OFFICERS AND DISTRIBUTE TO VARIOUS PARTIES (3.2).

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

MATZ TJ	08/20/04	20.80	DRAFT AND DISTRIBUTE REVISIONS TO DISCLOSURE STATEMENT TO ALL INTERESTED PARTIES (COMPANY, BLACKSTONE, ALIX PARTNERS, MILBANK, WINSTON & STRAWN) FOR REVIEW AND COMMENT (9.5); CONFERENCE CALLS W/ ALL INTERESTED PARTIES RE: CONTENT AND CHANGE TO DISCLOSURE STATEMENT (2.5); VARIOUS CALL W/ J. DUBEL AND A. HORVAT RE: SAME (1.5); VARIOUS CALL W/ S. KORANGY AND B. HAGGERTY RE: VALUATION AND LIQUIDATION ANALYSIS REVISIONS (2.5); CALLS W/ D. SULLIVAN RE: DISCLOSURE STATEMENT COMMENTS (.8); FINALIZING AND FILING DISCLOSURE STATEMENT (4.0).
MATZ TJ	08/23/04	0.60	FOLLOW UP RE: OUTSTANDING MATERIAL FOR DISCLOSURE STATEMENT (.4); CALL W/ D. SULLIVAN RE: SAME (.2).
MATZ TJ	08/24/04	2.80	WORK ON VARIOUS OUTSTANDING MATTERS FOR DISCLOSURE STATEMENT (MEGACABLE, DIRECTORS DISCLOSURE, CORPORATE TRANSACTIONS) AND CONFORMING CHANGES THROUGH OUT DOCUMENT (2.4); CALL W/ G. SHAFER RE: CONTRACTS DISCLOSURE (.4).
MATZ TJ	08/25/04	2.60	MEETING W/ J. DUBEL RE: SOLICITATION, PROCESS, ELECTION (.6); WORK ON SOLICITATION (.6); FOLLOW UP W/ VARIOUS PARTIES RE: CORPORATE FINANCIAL DISCLOSURE (.8); CALL W/ BLACKSTONE RE: CORPORATE FINANCIAL DISCLOSURE (.3); CALLS W/ T. HORVAT RE: SAME (.3).
MATZ TJ	08/26/04	5.40	WORK ON REVISIONS TO DISCLOSURE STATEMENT (MANAGEMENT AND DIRECTORS) AND COMMENTS FROM WINSTON & STRAWN AND U.S. TRUSTEE (3.0); CALL W/ E. ALLEN (HICKS, MUSE) AND D. SULLIVAN RE: BROADSKY DISCLOSURE (.4) FOLLOW UP REVIEWS RE: SAME (1.2); CALL W/ P. SCHWARTZBURG RE: CLASS 6 UNIMPAIRED STATUS (.2); FAX OF DRAFT OBJECTION RE: SAME (.2); CALL W/ J. SULLIVAN RE: SOLICITATION PROCEDURES (.4).
MATZ TJ	08/27/04	6.90	WORK ON DISCLOSURE STATEMENT HEARING NOTICE AND TIME LINE (.5); WORK ON REVISIONS TO DISCLOSURE STATEMENT (1.4); WORK ON MEGA-CABLE BACKGROUND AND DISCLOSURE (.7); WORK ON SERVICE ISSUES (.8); WORK ON ELECTION SERVICE ISSUES, SEPARATE FORM (.5); REVIEW AND COMMENT ON SOLICITATION PROCEDURES MOTION, NOTICE OF CONFIRMATION HEARING, NOTICE OF ASSUMPTION/REJECTION OF EXECUTORY CONTRACT (3.0).

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

MATZ TJ	08/30/04	4.80	WORK ON NOTICE OF DISCLOSURE STATEMENT HEARING AND SERVICE THEREOF (.3); WORK ON REVISIONS TO DISCLOSURE STATEMENT FOR SERVICE ON AUGUST 31 (4.5).
MATZ TJ	08/31/04	8.50	CALL W/ U.S. TRUSTEE RE: REVISIONS TO DISCLOSURE STATEMENT (.3); REVISE DISCLOSURE STATEMENT FOR SERVICE BY BSI (3.6); REVIEW AND REVISE BALLOTS, ELECTION FORMS AND SOLICITATION PROCEDURES MOTION AND ORDER (4.0); CALLS W/ K. GERBER OF BSI RE: SERVICE OF DISCLOSURE STATEMENT (.4); FOLLOW UP RE: SAME (.2).
		109.70	
MCDERMOTT MA	08/27/04	1.30	BEGIN REVIEW OF DISCLOSURE STATEMENT.
MCDERMOTT MA	08/31/04	0.90	ANALYZE DRAFT OF VOTING AND RELATED CONFIRMATION TIMELINE AND KEY DATES AND CONSIDER OPTIONS IN CONNECTION W/ SAME (.3); REVIEW DRAFT OF DISCLOSURE STATEMENT (.6).
		2.20	
Total Counsel		111.90	
AGARWAL K	08/18/04	4.90	REVISE AND EDIT DISCLOSURE STATEMENT.
AGARWAL K	08/19/04	2.40	REVISE AND EDIT DISCLOSURE STATEMENT.
AGARWAL K	08/20/04	8.70	REVISE AND EDIT DISCLOSURE STATEMENT.
		16.00	
GREEBEL RA	08/21/04	4.50	CORRESP. W/ H. ELLIN & E. MICHAEL (.4); CREATE SPREADSHEET COMPARING MAY AND AUG FINANCIAL PROJECTIONS (2.9); CONVS. W/B. KELLY & COORDINATE EDGARIZING OF DOCUMENTS (1.2).
GREEBEL RA	08/23/04	1.70	CORRESP. W/ H. ELLIN (.5); REVISE FINANCIALS COMPARISON (1.0); CONV. W/ E. MICHAEL RE: FINANCIALS (.2).
GREEBEL RA	08/24/04	0.40	CONV. W/ S. TOUSSI RE: ANCILLARY DOCS.
		6.60	
KELLY BP	08/13/04	2.70	REVIEW DISCLOSURE STATEMENT AND DRAFT RIDER DESCRIBING RETENTIONS AND OTHER ORDERS GRANTED TO DATE.
KELLY BP	08/14/04	5.20	CONTINUE TO REVIEW AND EDIT DISCLOSURE STATEMENT.
KELLY BP	08/18/04	14.50	CONTINUE TO REVIEW/EDIT DISCLOSURE STATEMENT.
KELLY BP	08/19/04	9.70	CONTINUE TO REVIEW/EDIT DISCLOSURE STATEMENT.

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

KELLY BP	08/23/04	0.60	RESPOND TO INQUIRIES RE: DISCLOSURE STATEMENT.
KELLY BP	08/24/04	0.60	REVIEW PLAN AND DISCLOSURE STATEMENT AND DRAFT RIDER PER S. TOUSSI REQUEST.
KELLY BP	08/25/04	3.40	CONVERT PLAN AND DISCLOSURE STATEMENT TO WORD AND E-MAIL TO D. NEIER PER HIS REQUEST (.3); REVIEW DISCLOSURE STATEMENT AND DRAFT RIDER (3.1).
KELLY BP	08/26/04	0.90	REVIEW/EDIT DISCLOSURE STATEMENT RIDER.
KELLY BP	08/31/04	1.60	REVIEW AND EDIT DISCLOSURE STATEMENT.
		39.20	
MORRIS FD	08/10/04	1.00	REVIEW DRAFT DISCLOSURE STATEMENT.
MORRIS FD	08/21/04	1.90	REVIEW AND REVISE PLAN AND DISCLOSURE STATEMENT.
MORRIS FD	08/22/04	1.90	CONTINUE TO REVIEW AND REVISE DISCLOSURE STATEMENT.
MORRIS FD	08/24/04	0.40	WORK RE: PLAN ISSUES (.2); T/C W/ J. DUBEL RE: PLAN, CONFIRMATION TIMELINE (.2).
MORRIS FD	08/26/04	4.30	REVIEW AND REVISE DISCLOSURE STATEMENT AND EXHIBITS AND WORK RE: SAME (4.2); T/C W/ HEDGE FUND RE: DISCLOSURE STATEMENT (.1).
		9.50	
ORY SS	08/20/04	1.10	ATTENTION TO REVISION OF DISCLOSURE STATEMENT RE: CHICAGO LITIGATION.
		1.10	
ROTTER JA	08/13/04	4.00	DRAFT ANCILLARY AGREEMENTS.
ROTTER JA	08/14/04	2.20	REVIEW DRAFT PLAN AND DISCLOSURE STATEMENT.
ROTTER JA	08/18/04	0.20	REVIEW CORRESP.
ROTTER JA	08/20/04	0.20	REVIEW CORRESP.
		6.60	
SILVERBERG BS	08/13/04	6.00	WORK RE: SOLICITATION PROCEDURES MOTION AND ORDER.
SILVERBERG BS	08/14/04	7.50	CONTINUE REVISIONS TO SOLICITATION PROCEDURES MOTION, ORDER AND REVISE SOLICITATION DISCUSSION IN DISCLOSURE STATEMENT.
SILVERBERG BS	08/15/04	3.50	CONTINUE WORK RE: SOLICITATION MATERIALS.

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

SILVERBERG BS	08/16/04	5.50	CONTINUE WORK RE: SOLICITATION PROCEDURES.
SILVERBERG BS	08/19/04	7.50	UPDATE SOLICITATION PROCEDURES SECTION IN DISCLOSURE STATEMENT (2.6); T/C W/J. SULLIVAN RE: SOLICITATION PROCEDURES (.9); CONTINUE REVIEW OF DISCLOSURE STATEMENT IN CONTEMPLATED OF FILING ON 8/20 (4.0).
SILVERBERG BS	08/20/04	15.50	REVIEW AND REVISE DISCLOSURE STATEMENT FOR FILING.
SILVERBERG BS	08/23/04	3.40	T/C W/J. SULLIVAN RE: SOLICITATION ISSUES (.4); WORK RE: SOLICITATION MATTERS (3.0).
SILVERBERG BS	08/24/04	3.20	WORK RE: SOLICITATION MATTERS AND REVIEW OF DISCLOSURE STATEMENT W/ RESPECT TO SOLICITATION MATTERS.
SILVERBERG BS	08/25/04	4.90	REVISIONS TO SOLICITATION PROCEDURES MOTION, ORDER AND RELATED NOTICES.
SILVERBERG BS	08/26/04	6.20	WORK RE: DISCLOSURE STATEMENT MATTERS; T/C W/J. SULLIVAN RE: SOLICITATION ISSUES.
SILVERBERG BS	08/27/04	6.20	WORK RE: SOLICITATION MOTION, ORDER AND BALLOTS (3.3); WORK RE: SOLICITATION NOTICING WEBSITE (1.5); FINALIZE NOTICE OF DISCLOSURE STATEMENT HEARING (.7); MULTIPLE T/C'S W/ J. SULLIVAN RE: SERVICE OF NOTICE OF DISCLOSURE STATEMENT HEARING (.7).
SILVERBERG BS	08/30/04	7.20	CONTINUE TO REVIEW AND REVISE SOLICITATION PROCEDURES MOTION, ORDER, BALLOTS, ELECTION FORM AND NOTICES IN CONNECTION W/ SOLICITATION AND CONFIRMATION.
SILVERBERG BS	08/31/04	4.70	T/C W/D. HARTIE RE: ELECTION FORM AND NOTICING WEBSITE; WORK RE: FINALIZING SOLICITATION PROCEDURES MOTION AND EXHIBITS.
		81.30	
TOUSSI S	08/12/04	1.50	EDIT AND REVISE PLAN AND DISCLOSURE STATEMENT.
TOUSSI S	08/13/04	13.00	EDIT AND REVISE DISCLOSURE STATEMENT TO REFLECT LATEST COMMENTS FROM CREDITORS' COMMITTEE, DEUTSCHE BANK, JPMORGAN AND INTERNAL SKADDEN COMMENTS (8.5); PREPARE AND EDIT MEMO RE: OUTSTANDING ISSUES RELATED TO THIRD PARTY COMMENTS (2.5); VARIOUS TEAM MEETINGS TO DISCUSS REVISED DRAFT OF DISCLOSURE STATEMENT AND PLAN (2.0).

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

TOUSSI S	08/14/04	6.50	CONTINUED EDITING AND REVISING VARIOUS SECTIONS OF DISCLOSURE STATEMENT, INCLUDING ANTICIPATED EVENTS, SOLICITATION PROCEDURES, AND UPDATE DISCLOSURE STATEMENT TO REFLECT MOST RECENT 10Q, PREPARE DISTRIBUTION OF SAME.
TOUSSI S	08/15/04	3.70	EDIT AND REVISE DISCLOSURE SCHEDULE, CONFORM SAME TO PLAN OF REORGANIZATION, ADDRESS ISSUES RE: SAME.
TOUSSI S	08/17/04	5.50	EDIT AND REVISE DISCLOSURE STATEMENT, ADDRESS AND RESOLVE OUTSTANDING ISSUES RE: SAME, CONFORM DISCLOSURE STATEMENT TO PLAN OF REORGANIZATION.
TOUSSI S	08/18/04	10.00	EDIT AND REVISE DISCLOSURE STATEMENT AND RELATED EXHIBITS (BLACKSTONE PROJECTIONS) (7.5); TEAM MEETING RE: SAME (2.5).
TOUSSI S	08/19/04	13.50	EDIT AND REVISE VARIOUS SECTIONS OF DISCLOSURE STATEMENT IN ANTICIPATION OF FILING PLAN (8.5); ADDRESS AND RESOLVE ISSUES AND RESEARCH POINTS (3.0); TEAM MEETINGS RE: SAME (2.0).
TOUSSI S	08/20/04	12.50	EDIT AND REVISE VARIOUS SECTIONS OF DISCLOSURE STATEMENT (5.5), REVIEW AND ANALYZE COMMENTS FROM VARIOUS PARTIES TO DISCLOSURE STATEMENT (4.5), CONFERENCE CALLS RE: SAME (2.5).
TOUSSI S	08/23/04	1.90	REVIEW BLACKLINE OF DISCLOSURE STATEMENT, PREPARE MEMO RE: OUTSTANDING ISSUES RE: SAME.
TOUSSI S	08/25/04	3.50	ADDRESS OUTSTANDING ISSUES RELATED TO PLAN AND DISCLOSURE STATEMENT, INCLUDING CHANGES TO ANTICIPATED EVENTS AND RISK FACTORS, REVIEW CHANGES RE: SAME.
TOUSSI S	08/26/04	2.00	REVIEW AND EDIT BANKRUPTCY SOLICITATION PROCEDURES PAPERS.
TOUSSI S	08/27/04	2.50	ADDRESS ISSUES RE: LATEST COMMENTS TO THE DISCLOSURE STATEMENT.
TOUSSI S	08/28/04	2.80	PREPARE MARKUP OF LATEST CHANGES TO DISCLOSURE STATEMENT, PREPARE MEMO RE: SAME.
TOUSSI S	08/30/04	8.20	REVIEW AND ANALYZE LATEST COMMENTS FROM VARIOUS PARTIES TO DISCLOSURE STATEMENT AND PLAN, EDIT AND REVISE SAME IN CONNECTION W/ FILING AMENDED DISCLOSURE STATEMENT AND PLAN.
TOUSSI S	08/31/04	5.50	FINALIZE DISCLOSURE STATEMENT AND PLAN AND FILE/SERVE SAME.

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

	92.60
Total Associate	252.90
TOTAL TIME	<u>427.30</u>

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

RCN Corporation (DIP)
Employee Matters (General)

Bill Date: 09/16/04
Bill Number: 1026526

NAME	DATE	HOURS	DESCRIPTION
KELLY BP	08/25/04	1.80	REVIEW EMPLOYEE BENEFITS DILIGENCE MATERIALS, CORRESP. W/ E. ITO RE: SAME.
KELLY BP	08/26/04	2.00	REVIEW EMPLOYEE BENEFITS DILIGENCE MATERIALS, ORGANIZE, DRAFT INDEX AND SEND BINDERS TO D. SULLIVAN.
		3.80	
MORRIS FD	08/03/04	1.20	T/C W/ D. SULLIVAN RE: EXECUTIVE SEARCH, SUB PROTOCOL MOTION (.2); REVIEW REVISED EXECUTIVE SEARCH AGREEMENT (.3), LETTER TO D. MCCOURT RE: SAME (.2); LETTERS TO D. SULLIVAN RE: APPROVAL OF EXECUTIVE SEARCH AGREEMENT (.2), WORK RE: SAME (.3).
MORRIS FD	08/04/04	0.20	LETTER TO D. SULLIVAN RE: EXECUTIVE SEARCH AGREEMENT APPROVAL.
MORRIS FD	08/09/04	5.70	WORK RE: RETENTION OF OPERATIONS CONSULTANT, INCLUDING REVISIONS TO DRAFT CONSULTING AGREEMENT (4.6); T/C W/ D. NEIER RE: CONSULTANT RETENTION (.2); T/C W/ D. ROYSTER, D. NEIER, R. BOSTROM RE: RETENTION OF OPERATIONS CONSULTANT AND DISCLOSURE ISSUES (.9).
MORRIS FD	08/10/04	1.30	T/C W/ E. ITO RE: CONSULTANT AGREEMENT (.2), WORK RE: CONSULTANT AGREEMENT (.6); REVISE DRAFT CONSULTING AGREEMENT (.5).
MORRIS FD	08/11/04	0.40	WORK RE: CONSULTANT AGREEMENT APPROVAL MOTION.
MORRIS FD	08/13/04	4.70	REVIEW REVISED CONSULTANT AGREEMENT AND COMMENTS THERETO (.5); WORK RE: FINALIZING MANAGEMENT CONSULTING AGREEMENT (2.6); T/C W/ E. ITO, M. SHAH RE: CONSULTANT AGREEMENT (.8); T/C W/ J. DUBEL, R. BOSTROM, E. ITO, M. SHAH RE: CONSULTANT AGREEMENT (.4); T/C W/ E. ITO, J. DUBEL, G. ST. CLAIR RE: CONSULTANT AGREEMENT (.2); T/C W/ J. DUBEL RE: CONSULTANT AGREEMENT (.2).
MORRIS FD	08/14/04	1.10	WORK RE: CONSULTANT AGREEMENT ISSUES (.2); REVIEW REVISED CONSULTING AGREEMENT AND WORK RE: SAME (.9).
MORRIS FD	08/16/04	0.60	WORK RE: MANAGEMENT CONSULTING AGREEMENT (.4); LETTER TO E. ITO, R. BOSTROM RE: SAME (.2).

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

MORRIS FD	08/17/04	1.20	T/C W/ R. BOSTROM RE: CONSULTANT AGREEMENT (.2), T/C W/ R. BOSTROM, D.NEIER RE: SAME (.3), WORK RE: SAME (.4), T/C W/ R. BOSTROM, D. NEIER RE: SAME (.3).
MORRIS FD	08/18/04	3.50	T/C W/ D. NEIER, R. BOSTROM, P. AQUINO, B. BAR-COHEN RE: CONSULTING AGREEMENT (.3), REVISE CONSULTING AGREEMENT AND RELATED WORK (1.0); T/C W/ E. ITO RE: CONSULTING AGREEMENT REVISIONS, EMPLOYEE ISSUES, LEAD DIRECTOR COMPENSATION (.4); REVISE CONSULTANT AGREEMENT RETENTION PLEADINGS (1.6), T/C W/ J. DUBEL RE: SAME (.2).
MORRIS FD	08/19/04	5.10	REVISE CONSULTANT MOTION (1.4); T/C W/ J. DUBEL RE: CONSULTANT MOTION (.2); WORK RE: CONSULTANT APPROVAL; WORK RE: SPENCER STUART APPROVAL (.3); T/C W/ B. BAR-COHEN RE: EMPLOYEE ISSUES (.2); LETTER TO E. ITO, J. DUBEL RE: CONSULTANT AGREEMENT (.2); T/C W/ E. ITO RE: CONSULTANT AGREEMENT (.3); T/C W/ D. ROYSTER RE: CONSULTANT APPROVAL (.2); T/C W/ R. BOSTROM RE: CONSULTANT APPROVAL (.2); MEETING W/ R. BOSTROM, B. BAR-COHEN RE: CONSULTANT APPROVAL (.5); WORK RE: CONSULTANT RETENTION AGREEMENT AND RELATED APPROVAL AND PLEADINGS (1.5).
MORRIS FD	08/23/04	0.60	T/C W/ R. BOSTROM, B. BAR-COHEN RE: BANK CONCERNS RE: CONSULTANT (.4), T/C W/ R. BOSTROM, P. PANTALEO RE: SAME (.2).
MORRIS FD	08/24/04	0.60	T/C W/ R. BOSTROM RE: CONSULTANT RETENTION (.2), WORK RE: RESOLUTION OF OBJECTIONS RE: SAME (.4).
		26.20	
SHAH MD	08/09/04	3.10	REVISE/EDIT CONSULTING AGREEMENT.
SHAH MD	08/13/04	3.20	REVIEW OF CONSULTING AGREEMENT; CALL W/ CLIENT RE: SAME.
SHAH MD	08/16/04	1.80	REVIEW OF AQUINO AGREEMENT.
SHAH MD	08/17/04	1.40	ISSUES RELATING TO PETER AQUINO AGREEMENT.
SHAH MD	08/18/04	2.30	REVIEW CONSULTING AGREEMENT; MEETING TO DISCUSS CONSULTING AGREEMENT, AND CALL W/ E. ITO RE: SAME.
		11.80	
Total Associate		41.80	
TOTAL TIME		<u>41.80</u>	

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

RCN Corporation (DIP)
Executory Contracts (Personalty)

Bill Date: 09/16/04
Bill Number: 1026526

NAME	DATE	HOURS	DESCRIPTION
BAKER DJ	08/31/04	1.80	PREPARE AND FORWARD MEMORANDUM RE: EXECUTORY CONTRACTS (.6); T/C W/ T. HORVAT RE: EXECUTORY CONTRACTS (.4); REVIEW ISSUES W/ RESPECT TO EXECUTORY CONTRACTS AND RELATED WORK (.8).
		1.80	
ST. CLAIR JG	08/31/04	0.30	WORK ON EXECUTORY CONTRACT TREATMENT AND PLAN PROVISIONS.
		0.30	
Total Partner		2.10	
MATZ TJ	08/26/04	0.50	CALLS W/ D. SULLIVAN RE: SUBSIDIARY DEBTORS EXECUTORY CONTRACTS, REJECTIONS (.2); FOLLOW UP CALL W/ G. SHAHER RE; SAME, EXHIBITS FOR PLAN (.3).
MATZ TJ	08/27/04	0.70	WORK ON EXECUTORY CONTRACTS ASSUMPTION/REJECTION (.5); CALL W/ G. SHAHER RE: SUBSIDIARIES CONTRACTS (.2).
		1.20	
MCDERMOTT MA	08/31/04	0.40	CONSIDER OPTIONS IN CONNECTION W/ STRATEGIES FOR ASSUMPTION/REJECTION OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES.
		0.40	
Total Counsel		1.60	
MORRIS FD	08/27/04	0.40	WORK RE: EXECUTORY CONTRACT ASSUMPTION/REJECTION DECISIONS.
MORRIS FD	08/29/04	0.20	WORK RE: DECISION RE: EXECUTORY CONTRACTS ASSUMPTION/REJECTION.
		0.60	
Total Associate		0.60	
TOTAL TIME		<u>4.30</u>	

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

RCN Corporation (DIP)
Financing (DIP and Emergence)

Bill Date: 09/16/04
Bill Number: 1026526

NAME	DATE	HOURS	DESCRIPTION
BAKER DJ	08/26/04	3.00	MEET W/ T. COLEMAN, J. DUBEL, A. FASOLA AND B. BOSTRUM RE: DEUTSCHE BANK FINANCING (2.0); ATTEND MEETING W/ T. COLEMAN AND J. DUBEL RE: EXIT FINANCING AND RELATED ISSUES (1.0).
BAKER DJ	08/27/04	1.10	CONTINUE REVIEW OF EXIT FINANCING ISSUES.
BAKER DJ	08/31/04	1.30	WORK W/ RESPECT TO EXIT FINANCING ISSUES.
		5.40	
Total Partner		5.40	
MATZ TJ	08/06/04	1.50	ATTEND COURT ON RCN CABLE TV OF CHICAGO FIRST DAY HEARINGS (1.0); FOLLOW UP RE: SERVICE OF CASH MANAGEMENT ORDER (.2); CALLS AND CORRESP. W/ D. KORTREY RE: CASH MANAGEMENT ORDER, PREPETITION CHECKS (.3).
MATZ TJ	08/09/04	0.40	CORRESP. W/ T HORVAT ET AL RE: LETTER OF CREDIT AND NEW CREDIT AGREEMENT.
MATZ TJ	08/23/04	0.60	REVIEW AND REVISE CASH COLLATERAL MOTION FOR AUGUST 26 (.4); CALL W/ D. SULLIVAN RE: SAME (.2).
		2.50	
MCDERMOTT MA	08/31/04	0.40	REVIEW TERMS OF PROPOSED DB EXIT FINANCING FACILITY.
		0.40	
Total Counsel		2.90	
DAY GR	08/05/04	6.70	REVISE AND FILE FIRST DAY MOTIONS AND SPEAKING OUTLINES, INCLUDING MOTION TO AMEND CASH MANAGEMENT SYSTEM.
DAY GR	08/06/04	3.20	PREPARE MATERIALS FOR 8/6 FIRST DAY HEARING FOR RCN CHICAGO (.8); ATTEND FIRST DAY HEARING FOR RCN CHICAGO, INCLUDING CASH MANAGEMENT (1.5); REVIEW ISSUES RE: SERVICES OF CASH MANAGEMENT ORDERS AND OTHER ORDERS (.9).
DAY GR	08/10/04	0.20	REVISE MOTION TO AMEND CASH COLLATERAL ORDER.
DAY GR	08/23/04	3.10	REVISE AND FINALIZE CASH COLLATERAL MOTION.
		13.20	

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

MANCUSO N	08/05/04	1.10	REVISE/EDIT CASH COLLATERAL MOTION/ORDER/NOTICE.
		1.10	
MORRIS FD	08/05/04	0.60	WORK RE: MOTION TO APPROVE AMENDED CASH COLLATERAL ORDER.
MORRIS FD	08/09/04	0.60	WORK RE: REVISED CASH COLLATERAL ORDER, MOTION, BUDGET.
MORRIS FD	08/10/04	0.40	WORK RE: AMENDING CASH COLLATERAL ORDER, BUDGET.
MORRIS FD	08/23/04	2.10	WORK RE: CASH COLLATERAL MOTION AND BUDGET.
MORRIS FD	08/24/04	0.40	T/C W/ T. HORVAT RE: CASH COLLATERAL BUDGET (.2), LETTER TO D. SULLIVAN RE: SAME (.2).
MORRIS FD	08/25/04	0.20	T/C W/ P. NECKLES RE: DEUTSCH BANK FINANCING.
		4.30	
Total Associate		18.60	
TOTAL TIME		<u>26.90</u>	

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

RCN Corporation (DIP)
Insurance

Bill Date: 09/16/04
Bill Number: 1026526

NAME	DATE	HOURS	DESCRIPTION
ST. CLAIR JG	08/04/04	0.80	WORK ON INSURANCE ISSUES.
		0.80	
Total Partner		0.80	
MORRIS FD	08/17/04	1.00	T/C W/ R. BOSTROM, D. SULLIVAN, R. HAMMER, C. DAILY RE: INSURANCE POLICY (.6), REVIEW INSURANCE PRICING SUMMARY (.2), WORK RE: SAME (.2).
		1.00	
SILVERBERG BS	08/18/04	0.70	WORK RE: D&O INSURANCE TAIL PLAN ISSUES.
		0.70	
Total Associate		1.70	
TOTAL TIME		<u>2.50</u>	

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

RCN Corporation (DIP)
Leases (Real Property)

Bill Date: 09/16/04
Bill Number: 1026526

NAME	DATE	HOURS	DESCRIPTION
GOFFMAN JM	08/19/04	1.50	CONFERENCE CALL RE: REAL ESTATE ISSUES.
GOFFMAN JM	08/20/04	2.00	T/C'S RE: SETTLEMENT OF REAL ESTATE ISSUES.
		3.50	
ST. CLAIR JG	08/05/04	1.20	PREPARE FOR AND PARTICIPATE IN CONFERENCE CALL W/ J. HARRING, M. QUIG, B. LOPOUSKI AND J. DUBEL RE: LEASES.
ST. CLAIR JG	08/06/04	0.50	T. CONF. W/ J. HERRING RE: LEASE ISSUES.
		1.70	
Total Partner		5.20	
DAY GR	08/30/04	1.40	REVIEW ISSUES RE: LEASE REJECTIONS.
		1.40	
Total Associate		1.40	
TOTAL TIME		<u>6.60</u>	

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

RCN Corporation (DIP)
Litigation (General)

Bill Date: 09/16/04
Bill Number: 1026526

NAME	DATE	HOURS	DESCRIPTION
CLARK AW	08/05/04	8.70	WORK ON ISSUES RE: DISCOVERY (.6), HEARING PREP (6.6), T/C W/ J. MILLERMAN (.1), J. PACE/E TRIBAN- TESLER (.2), F. CAUFIELD OFFICE (.1), CONFS. W/ K. SMOOT (1.1).
CLARK AW	08/06/04	7.70	PREPARE/ATTEND HEARING (4.4), WORK ON ISSUES RE: DISCOVERY (1.2), PI SCHEDULING ORDER (.4), REVIEW CORRESP. (.6), CONFS. W/ K. SMOOT (.8), A. CADISH (.2), T/C W/ D. ROYSTER (.1).
CLARK AW	08/10/04	0.40	WORK ON ISSUES RE: DISCOVERY AND REVIEW CORRESP. AND COURT PAPERS RE: SAME.
CLARK AW	08/11/04	0.60	WORK ON ISSUES RE: DISCOVERY AND REVIEW CORRESP. AND COURT PAPERS.
CLARK AW	08/12/04	0.30	WORK ON DISCOVERY ISSUES AND REVIEW CORRESP. AND COURT PAPERS.
CLARK AW	08/16/04	2.40	WORK ON ISSUES RE: DISCOVERY (1.4), SETTLEMENT (.3), 10-Q LITIGATION DISCLOSURE (.3), REVIEW CORRESP. (.4).
CLARK AW	08/17/04	1.60	WORK ON ISSUES RE: DISCOVERY (1.3), REVIEW CORRESP. (.3).
CLARK AW	08/18/04	1.80	WORK ON ISSUES RE: DISCOVERY (1.6), REVIEW CORRESP. (.2).
CLARK AW	08/19/04	1.70	WORK ON ISSUES RE: CHICAGO DISCOVERY REQUESTS (.6), CONF CALL D. ROYSTER/K SMOOT ET AL. (.5), REVIEW COURT PAPERS AND CORRESP. (.6).
CLARK AW	08/20/04	1.20	WORK ON ISSUES RE: DISCOVERY (.9) REVIEW CORRESP. (.3).
CLARK AW	08/24/04	2.70	WORK ON ISSUES RE: DISCOVERY (.8), SETTLEMENT (.3), CONFIDENTIALITY PROTECTIVE ORDER (.5), REVIEW CORRESP. (.5) CONF. CALL W/ D. ROYSTER/K. SMOOT ET AL. RE: SAME (.6).
CLARK AW	08/25/04	0.90	WORK ON DISCOVERY ISSUES (.7), REVIEW CORRESP. (.2).
CLARK AW	08/26/04	1.90	WORK ON ISSUES RE: DISCOVERY (1.5), REVIEW CORRESP. (.4).

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CLARK AW	08/27/04	4.70	WORK ON ISSUES RE:-DISCOVERY RESPONSES (2.7), COMMITTEE INTERVENTION (.3), SETTLEMENT (.6), REVIEW CORRESP. (.5), CONF. CALL D. ROYSTER/K. SMOOT ET AL. (.6).
CLARK AW	08/29/04	4.20	REVISE DISCOVERY RESPONSES.
CLARK AW	08/30/04	6.30	REVISE DISCOVERY RESPONSES (4.3), WORK ON ISSUES RE: SETTLEMENT (.7), REVIEW CORRESP. (.3); WORK ON ISSUES RE: CABLE COMMISSION FILING (.2), DISCOVERY (.3), SETTLEMENT (.2), REVIEW CORRESP. (.3).
CLARK AW	08/31/04	2.10	WORK ON ISSUES RE: DISCOVERY (.6), SETTLEMENT (.6), REVIEW CORRESP. (.4), CONF CALL D ROYSTER/K SMOOT ET AL. (.5).
		49.20	
DAVIS EM	08/05/04	6.30	REVIEW COMMUNICATIONS FROM COURT RE: FILING (.2); CALL W/ COUNSEL FOR CITY RE: TRO (.4); PREP K. SMOOT RE: TESTIFYING (2.9); REVIEW PREP AND EXHIBITS FOR TRO (1.9); MEET AGAIN W/ SMOOT RE: STRATEGY ON 8/6 (.9).
DAVIS EM	08/06/04	8.80	PREP FOR HEARING (1.9); MEET W/ K. SMOOT RE: TESTIMONY (.9); ATTEND AND PARTICIPATE IN HEARING ON TRO REQUEST (2.5); CALL TO D. ROYSTER AND J. KIDDOO RE: RESULTS (.4); WORK ON DRAFT STANDSTILL STIP (.9); COMMUNICATE W/ L. MUTUAL AND CREDITORS COMMITTEE RE: STANDSTILL (.8); WORK ON DISCOVERY ISSUES (1.4).
DAVIS EM	08/09/04	6.40	WORK ON FINALIZING STANDSTILL STIPULATION (2.1); CALLS W/ COMMITTEE ON INTERVENTION AND STANDSTILL AGREEMENT (.9); REVIEW AND REVISE DISCOVERY - 30(B)(6); DOC REQUESTS/SUBPOENAS (3.1); UPDATE CALLS W/ K. SMOOT (.3).
DAVIS EM	08/10/04	6.70	CALLS W/ KADISH RE: FORM OF STIP AND ORDER ON STANDSTILL (.5); ADDRESS ANSWER ISSUE (.2); CALL W/ D. ROYSTER ON DISCOVERY (.6); CALL W/ K. SMOOT AND D. ROYSTER RE: 8/10 COMMISSION MTG. (.9); WORK ON DOC REQUESTS, SUBPOENAS AND ATTACHMENTS AND 30(B)(6) NOTICE (2.3); PREP FOR 8/11 MTG (1.2); DRAFT DISCOVERY LETTER TO KADISH (.4); REVISE AND SEND SAME (.3); CALLS W/ D. SULLIVAN ON INTERVENTION (.3).

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DAVIS EM	08/11/04	8.70	TRAVEL TO CHICAGO RE: LITIGATION MEETING W/ CLIENT AND CHICAGO COUNSEL AND PREP ON PLANE (2.7); PREP FOR AND PARTICIPATE IN MTG. (3.9); MEET W/ J. KIDDOO AND D. ROYSTER RE: OPEN ISSUES (1.0); WORK ON SCHEDULES FOR DEPO NOTICES (1.1).
DAVIS EM	08/12/04	2.10	WORK ON DISCOVERY ISSUES RE: RUTTER AND SCHOENBERGER (1.2); WORK ON OVERALL DISCOVERY PLAN AND STRATEGY (.9).
DAVIS EM	08/13/04	2.70	REVIEW DOCKET UPDATE (.7); WORK ON LATEST DISCOVERY DRAFTS (1.1); WORK ON SUBPOENA SERVICE ISSUES (.9).
DAVIS EM	08/16/04	6.70	ADDRESS ISSUES RE: RUTTER DEPO AND PRODUCTION (1.3); WORK ON WITNESS FEE MATTER (.4); REVIEW STRATEGY RE: PRODUCTION AND MOTION TO EXPEDITE DISCOVERY (1.3); PREP FOR AND PARTICIPATE IN CONF. CALL ON DISCOVERY W/ A. ENSCHADE AND A. KADISH (2.9); REVISE DEPO NOTICE (.8).
DAVIS EM	08/17/04	5.30	FOLLOW UP DISCOVERY ISSUES FROM GREENBERG CONF. CALL (1.8); REVIEW AND REVISE MOTION TO EXPEDITE (1.1); CALL W/ D. ROYSTER ON SAME (.3); READ FINANCIAL INFO TO BE PROVIDED TO CITY AND COMMENT ON SAME (.7); WORK ON MATTERS RELATING TO DOC. PRODUCTIONS (1.4).
DAVIS EM	08/18/04	7.30	WORK ON DISCOVERY ISSUES (3.4); CALL W/ A.KADISH AND A. ENSCHADE ON DISCOVERY AND FOLLOW UP CALL W/ CLIENT ON SAME (1.1); REVIEW AND REVISE DEPO NOTICES AND SUBPOENAS (.9); ADDRESS PRIVILEGE AND PRODUCTION ISSUES (.2); REVIEW EMAIL AND DISCOVERY PROPOUNDED BY CITY AND EMAIL RE: SAME TO CLIENT AND INTERNAL PERSONNEL (1.7).
DAVIS EM	08/30/04	4.70	PREP FOR AND PARTICIPATE IN CONF. CALL ON LITIGATION STATUS (1.2); WORK ON DISCOVERY RESPONSES (1.9); ADDRESS DEPO ISSUES (.4); REVIEW LATEST ITERATION OF CONFIDENTIALITY STIP AND ADDRESS FOIA ISSUE OF CITY (.9); REVIEW LATEST DOCKET IN ADV. (.3).

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

DAVIS EM	08/31/04	6.90	WORK ON DISCOVERY ISSUES (.9); PREP FOR AND PARTICIPATE ON CONF. CALL RE: LITIGATION STATUS (.8); WORK ON SETTLEMENT ISSUES AND LITIGATION STRATEGY (2.1); REVISE DISCOVERY RESPONSES (1.5); CALL FROM A. ENSHADE RE: PRODUCTION OF DOCS. (.6); WORK ON PPS RELATING TO FOIA REQUESTS IN CONFI STIP (.3); WORK ON STAFFING ISSUES FOR DOC REVIEW (.7).
		72.60	
ST. CLAIR JG	08/06/04	0.40	REVIEW AND COMMENT ON TRO ORDER.
ST. CLAIR JG	08/24/04	0.30	WORK ON CHICAGO LITIGATION DISCOVERY ISSUES.
		0.70	
Total Partner		122.50	
CLARK TV	08/05/04	6.10	REVIEW OF ALL LITIGATION PAPERS FILED W/ SDNY (2.1); DRAFT CORRESP. RE: FILING AND DISSEMINATE FILING TO CO-COUNSEL, CLIENT AND OTHER INTERESTED PARTIES (.8); EDIT CORPORATE OWNERSHIP STATEMENT AND PREPARE FOR FILING (1.5); DISCUSS APPROACH, GATHER MATERIALS AND PREPARE FOR NEXT DAY'S HEARING ON BANKRUPTCY FILING AND MOTION FOR TEMPORARY RESTRAINING ORDER (1.7).
CLARK TV	08/06/04	6.20	GATHER AND REVIEW MATERIALS IN PREPARATION FOR 10 A.M. HEARING ON BANKRUPTCY FILING AND MOTION FOR TEMPORARY RESTRAINING ORDER (1.1); ATTEND HEARING AT SDNY BANKRUPTCY COURT (2.5); REVIEW OUTCOME OF HEARING AND STATUS GOING FORWARD (.8); CONTACT CO-COUNSEL, CLIENT AND OTHER INTERESTED PARTIES RE: OUTCOME (.7); REVIEW DRAFT DISCOVERY PAPERS AND STANDSTILL STIPULATION (1.1).
CLARK TV	08/07/04	0.30	REVIEW AND RESPOND TO CORRESP. RE: DISCOVERY.
CLARK TV	08/09/04	1.10	REVIEW/ EDIT LATEST DRAFTS OF DISCOVERY PAPERS, INCLUDING DOCUMENT REQUEST, SUBPOENA AND NOTICE OF DEPOSITION (.8); REVIEW LATEST COPY OF STANDSTILL AGREEMENT AND RELATED CORRESP. (.3).

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CLARK TV	08/10/04	1.10	REVIEW CORRESP. ON CREDITOR'S COMMITTEE SEEKING TO INTERVENE (.2); REVIEW CORRESP. ON DOCKET UPDATES AND THE FILING OF THE STIP AND ORDER W/ THE COURT (.3); REVIEW AND RESPOND TO CORRESP. ON DATES FOR DISCOVERY AND THE FILING/SERVING OF DISCOVERY PAPERS, INCLUDING DOCUMENT REQUEST, SUBPOENA AND NOTICE OF DEPOSITION (.6).
CLARK TV	08/11/04	0.20	REVIEW CORRESP. ON DOCKET UPDATES AND STATUS OF CASE.
CLARK TV	08/12/04	1.50	REVIEW MEDIA REPORTS RE: BANKRUPTCY AND ADVERSARY COMPLAINT (.4); REVIEW E-MAILS ON DOCKET STATUS, ETC. (.4); DISCUSS STATUS OF DISCOVERY REQUESTS W/ M. DESGROSSEILLIERS (.7).
CLARK TV	08/19/04	0.40	REVIEW RELATED CORRESP. AND DISCUSS STATUS OF CASE W/ DESGROSSEILLIERS.
		16.90	
DAY GR	08/05/04	2.40	REVIEW CHICAGO LITIGATION PAPERS.
		2.40	
DESGROSSEILLIER ML	08/05/04	1.70	CONTINUE TO PREPARE FOR HEARING ON TRO AGAINST THE CITY OF CHICAGO (.9); CONTINUE TO WORK ON DISCOVERY RE: SAME (.8).
DESGROSSEILLIER ML	08/06/04	1.80	WORK ON DISCOVERY RE: DISPUTE W/ CITY OF CHICAGO (1.2); PREPARE FOR HEARING RE: TRO (.6).
DESGROSSEILLIER ML	08/09/04	4.10	RESEARCH RE: DISCOVERY FROM CURRENT AND FORMER CHICAGO OFFICIALS IN RCN-CHICAGO LITIGATION (2.3); WORK ON DOCUMENT REQUESTS AND NOTICES OF DEPOSITIONS/SUBPOENAS FOR VARIOUS CURRENT AND FORMER OFFICIALS IN CHICAGO AND FOR MR. RUTTER (1.8).
DESGROSSEILLIER ML	08/10/04	3.20	CONTINUE TO WORK ON DISCOVERY DOCUMENTS INCLUDING NOTICES OF DEPOSITION AND DOCUMENT REQUESTS RE: RCN-CHICAGO LITIGATION (2.4); RESEARCH RE: SAME (.8).
DESGROSSEILLIER ML	08/11/04	2.90	CONTINUE TO WORK ON RCN DISCOVERY REQUESTS AND NOTICES OF DEPOSITION RE: CITY'S EXPERT AND POTENTIAL FACT WITNESSES (2.1); WORK ON SCHEDULING ISSUES RE: SAME (.8).
DESGROSSEILLIER ML	08/12/04	3.40	CONTINUE TO WORK ON DISCOVERY RE: CHICAGO INCLUDING SHOENBERGER DEPOSITION NOTICE AND SUBPOENA AND RUTTER DEPOSITION NOTICE AND SUBPOENA (1.2); WORK ON SCHEDULING AND SERVICE ISSUES RE: RUTTER DEPOSITION (2.2).

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DESGROSSEILLIER ML	08/13/04	3.30	CONTINUE TO WORK ON RUTTER DEPOSITION AND SCHEDULING/SERVICE ISSUES RE: SAME (1.6); WORK ON NOTICES OF DEPOSITION AND SCHEDULES FOR DOCUMENT PRODUCTION (1.7).
DESGROSSEILLIER ML	08/16/04	8.70	WORK ON SUBPOENA RE: E. RUTTER (.3); RESEARCH RE: SAME (1.1); WORK ON SERVICE ISSUES RE: SAME (.7); RESEARCH RE: EMERGENCY MOTION TO EXPEDITE DISCOVERY (3.2); PREPARE/DRAFT MOTION, ORDER AND NOTICE RE: EMERGENCY HEARING (1.2); PREPARE/DRAFT NOTICE, MOTION AND ORDER RE: EXPEDITED DISCOVERY (2.2).
DESGROSSEILLIER ML	08/17/04	7.00	CONTINUE TO PREPARE/DRAFT MOTION FOR EXPEDITED DISCOVERY IN LITIGATION W/ CITY OF CHICAGO (2.2); RESEARCH RE: SAME (1.7); REVIEW/REVISE NOTICE AND ORDER RE: SAME (.7); CONTINUE TO PREPARE/DRAFT MOTION TO SHORTEN NOTICE RE: SAME (1.1); REVIEW/REVISE ORDER AND NOTICE RE: SAME (.6); REVIEW/REVISE SUBPOENA FOR MR. RUTTER (.4); WORK ON SERVICE ISSUES RE: SUBPOENA FOR MR. RUTTER (.3).
DESGROSSEILLIER ML	08/18/04	5.30	REVIEW DISCOVERY REQUESTS FROM THE CITY (.1); CONTINUE TO WORK ON MOTION TO EXPEDITE DISCOVERY (3.1); CONTINUE TO RESEARCH RE: SAME (1.9); CONTINUE TO WORK ON SERVICE ISSUES RE: RUTTER DEPOSITION (.2).
DESGROSSEILLIER ML	08/19/04	4.20	CONTINUE TO WORK ON DISCOVERY RE: RCN V. CHICAGO INCLUDING RUTTER DEPOSITION SERVICE AND SCHEDULING (.8); REVIEW DISCOVERY RECEIVED FROM CITY INCLUDING REQUESTS FOR ADMISSION, INTERROGATORIES, DOCUMENT REQUESTS AND DEPOSITION NOTICES (1.3); REVIEW/REVISE MOTION TO EXPEDITE DISCOVERY (.9); CONTINUE TO RESEARCH RE: SAME (1.2).
DESGROSSEILLIER ML	08/20/04	2.10	CONTINUE TO WORK ON DEPOSITION AND SCHEDULING ISSUES (.9); CONTINUE TO REVIEW DISCOVERY REQUESTS FROM THE CITY (1.2).
		47.70	
EPSTEIN J	08/25/04	4.60	REVIEW CHICAGO LITIGATION DOCUMENTS FOR DOCUMENT PRODUCTION.
EPSTEIN J	08/26/04	15.50	DOCUMENT PRODUCTION FOR CHICAGO LITIGATION.
EPSTEIN J	08/27/04	11.70	DOCUMENT PRODUCTION FOR CHICAGO LITIGATION.
EPSTEIN J	08/28/04	6.70	DOCUMENT PRODUCTION FOR CHICAGO LITIGATION.

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EPSTEIN J	08/29/04	7.50	DOCUMENT PRODUCTION FOR CHICAGO LITIGATION.
EPSTEIN J	08/30/04	8.90	REVIEW DOCUMENTS FOR PRODUCTION FOR CHICAGO LITIGATION (3.7); FINALIZE PRIVILEGE LOG (5.2).
EPSTEIN J	08/31/04	7.50	REVIEWING DOCUMENTS FOR PRODUCTION FOR CHICAGO LITIGATION.
		62.40	
FAWKES TR	08/23/04	0.60	ATTENTION TO AND REVIEW OF CITY OF CHICAGO REQUEST FOR PRODUCTION OF DOCUMENTS.
FAWKES TR	08/24/04	3.90	BEGIN DRAFT OF RESPONSE TO CITY OF CHICAGO REQUEST FOR PRODUCTION OF DOCUMENTS RE: RCN-CHICAGO ADVERSARY PROCEEDING.
FAWKES TR	08/25/04	11.20	REVIEW DOCUMENTS AT RCN-CHICAGO OFFICES FOR RESPONSIVENESS TO CITY OF CHICAGO DOCUMENT REQUEST AND FOR PRIVILEGE PURPOSES (8.7); BEGIN DRAFT RESPONSE TO CITY OF CHICAGO INTERROGATORIES (1.2); DRAFT PRIVILEGE LOG OF DOCUMENTS WITHHELD FROM PRODUCTION TO CITY OF CHICAGO ON GROUNDS OF ATTORNEY-CLIENT PRIVILEGE OR WORK PRODUCT DOCTRINE (1.3).
FAWKES TR	08/26/04	8.60	REVIEW DOCUMENTS PRODUCED BY RCN CHICAGO OFFICE IN RESPONSE TO CITY OF CHICAGO DOCUMENT REQUEST (2.2); DRAFT RESPONSE TO CITY OF CHICAGO INTERROGATORIES (2.8); DRAFT RESPONSE TO CITY OF CHICAGO REQUEST FOR ADMISSION (2.3); WORK ON PRIVILEGE LOG RELATED TO DOCUMENTS PRODUCED BY RCN CHICAGO OFFICE IN RESPONSE TO CITY OF CHICAGO DOCUMENT REQUEST (1.3).
FAWKES TR	08/30/04	6.10	REVIEW PRODUCTION DOCUMENTS FROM RCN CHICAGO OFFICE FOR CONFIDENTIALITY (5.4); WORK ON EDITS TO RESPONSES TO INTERROGATORIES, REQUEST FOR DOCUMENTS, AND REQUESTS FOR ADMISSION OF CITY OF CHICAGO (.7).

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

FAWKES TR	08/31/04	9.40	WORK ON EDITS TO RESPONSES TO CITY OF CHICAGO'S INTERROGATORIES, REQUEST FOR PRODUCTION, AND REQUESTS FOR ADMISSION (2.7); T. CONF. W/ K. SMOOT, P. PASSANANTE, D. ROYSTER, T. STEEL, P. THOMPSON, AND J. CARI RE: RCN/CITY OF CHICAGO DISCOVERY MATTERS (.8); ATTENTION TO CITY OF CHICAGO DOCUMENT PRODUCTION (1.3); DRAFT LETTER TO A. ENSCHEDE RE: RCN DOCUMENT PRODUCTION (.3); ATTENTION TO RCN DOCUMENTS TO BE PRODUCED TO CITY OF CHICAGO (3.1); RESEARCH RE: ILLINOIS FREEDOM OF INFORMATION ACT AND EXEMPTIONS RELATED TO CONFIDENTIAL COMMERCIAL INFORMATION (.6); ATTENTION TO AFFIDAVIT OF SERVICE TO BE FILED W/ RESPECT TO SERVICE OF RCN DISCOVERY ON CITY OF CHICAGO (.6).
		39.80	
GEISLER ML	08/24/04	2.50	REVIEW MATERIALS RELATED TO CHICAGO LITIGATION FOR DOCUMENT REVIEW.
GEISLER ML	08/25/04	10.50	DOCUMENT REVIEW AT RCN HQ.
GEISLER ML	08/26/04	15.00	DOCUMENT REVIEW AT RCN HQ RELATED TO CHICAGO LITIGATION.
GEISLER ML	08/27/04	11.50	DOCUMENT REVIEW AT RCN HQ RELATED TO CHICAGO LITIGATION.
GEISLER ML	08/28/04	3.00	DOCUMENT REVIEW RELATED TO CHICAGO LITIGATION.
GEISLER ML	08/29/04	5.00	DOCUMENT REVIEW RELATED TO CHICAGO LITIGATION.
GEISLER ML	08/30/04	9.50	DOCUMENT PRODUCTION AND PREPARATION OF PRIVILEGE LOG.
GEISLER ML	08/31/04	3.30	WORK ON DOCUMENT PRODUCTION PRIVILEGE LOG.
		60.30	
MORRIS FD	08/02/04	0.30	T/C W/ A. MATHEWS RE: PENDING PERSONAL INJURY LITIGATION.
MORRIS FD	08/05/04	0.20	WORK RE: CORP. OWNERSHIP STATEMENT.
MORRIS FD	08/06/04	0.30	WORK RE: CHICAGO LITIGATION.
MORRIS FD	08/09/04	0.50	T/C W/ D. ROYSTER RE: CHICAGO LITIGATION STRATEGY (.2), WORK RE: SAME (.3).
MORRIS FD	08/10/04	1.10	WORK RE: CHICAGO STRATEGY.
MORRIS FD	08/11/04	4.20	MEETINGS W/ R. BOSTROM, D. NEIER, D. ROYSTER, A. FASOLA, E. DAVIS, S. ORY, J. KIDDOO, P. THOMPSON, J. CARY RE: LITIGATION STRATEGY.

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

MORRIS FD	08/13/04	0.40	REVIEW DEPOSITION NOTICES AND WORK RE: SAME.
MORRIS FD	08/20/04	0.30	WORK RE: CHICAGO LITIGATION.
MORRIS FD	08/24/04	0.70	WORK RE: CHICAGO LITIGATION DOCUMENT DISCOVERY.
MORRIS FD	08/25/04	0.40	WORK RE: CHICAGO LITIGATION.
MORRIS FD	08/26/04	0.40	WORK RE: CHICAGO DOCUMENT PRODUCTION.
MORRIS FD	08/27/04	0.50	REVIEW COMMITTEE PLEADINGS RE: INTERVENTION (.3), WORK RE: SAME (.2).
		9.30	
ORY SS	08/05/04	9.50	FINAL PREPARATION AND FILING OF RCN CHICAGO LITIGATION PLEADINGS (4.2); PREPARATION FOR TRO HEARING (5.3).
ORY SS	08/06/04	4.70	FINAL PREPARATION FOR TRO HEARING (2.3); ATTEND TRO HEARING (1.3); DRAFT STIPULATION AND ORDER PER AGREEMENT MADE AT TRO HEARING (1.1).
ORY SS	08/09/04	3.80	ATTENTION TO DISCOVERY REQUESTS AND SUBPOENAS (1.8); T/C W/ A. KADISH RE: STIPULATION AND ORDER FOR STANDSTILL, TIMING OF ANSWER (.4); ATTENTION TO STRATEGY ISSUES RE: SAME (.4); T/C W/ D. ROYSTER RE: SAME (.4); T/C W/ A. KADISH RE: SAME (.3); REVIEW PROPOSED REVISED STIPULATION RECEIVED FROM A. KADISH (.5).
ORY SS	08/10/04	4.60	ATTENTION TO EXECUTION AND FILING OF STIPULATION AND ORDER (1.6); ATTENTION TO DOCUMENT REQUEST, DISCOVERY SCHEDULING ISSUES (2.6); ATTENTION TO MEETING RE: STRATEGY ISSUES (.4).
ORY SS	08/11/04	5.30	MEETING W/ CLIENT, SPECIAL COUNSEL RE: STRATEGY RE: CHICAGO ISSUES (3.6); ATTENTION TO DISCOVERY AND SUBPOENA ISSUES (1.7).
ORY SS	08/12/04	2.80	ATTENTION TO SUBPEONAS DUCES TECUM (1.8); DRAFT CORRESP. TO A. KADISH RE: SAME (.5); ATTENTION TO SERVICE OF SUMMONS AND AFFIDAVIT THEREOF (.5).
ORY SS	08/13/04	2.50	ATTENTION TO DEPOSITION ISSUES, SERVICE OF NOTICE.

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

ORY SS	08/16/04	8.10	ATTENTION TO DISCOVERY NOTICING ISSUES (1.5); ATTENTION TO 10-Q DESCRIPTION OF LITIGATION (1.1); ATTENTION TO DEPOSITION SCHEDULING (.5); ATTENTION TO POTENTIAL EMERGENCY MOTION RE: EXPEDITED DISCOVERY (2.3); T/C W/ A. KADISH AND A. ENSCHENDE RE: DISCOVERY SCHEDULE, VARIOUS DISCOVERY ISSUES (.6); T/C W/ D. ROYSTER RE: SAME (.4); ATTENTION TO SUBPOENA SERVICE ISSUES (1.7).
ORY SS	08/17/04	5.60	CONF. CALL W/ K. SMOOT, D. ROYSTER, J. CARI, P. THOMPSON AND J. KIDDOO RE: STATUS, LITIGATION STRATEGY (1.0); ATTENTION TO EXPEDITED DISCOVERY MOTION (2.1); REVIEW TAPE OF 8/10 CABLE COMMISSION MEETING (2.2); ATTENTION TO SERVICE ISSUES (.3).
ORY SS	08/18/04	8.10	REVISE EXPEDITED DISCOVERY MOTION (3.4); REVIEW PLAN AND DISCLOSURE STATEMENT RE: POTENTIAL IMPACT ON LITIGATION W/ CHICAGO (1.9); BEGIN DEVELOPING AREAS OF INQUIRY FOR DEPOSITIONS (2.0); ATTENTION TO DEPOSITION ISSUES (.8).
ORY SS	08/19/04	8.00	REVIEW CHICAGO'S REQUEST FOR ADMISSION, INTERROGATORIES, REQUEST FOR DOCUMENTS (1.0); ATTENTION TO SCHEDULING ISSUES (.4); T/C W/ A. KADISH, A. ENSCHENDE AND E. TRYBAN TESLER RE: DISCOVERY SCHEDULE AND RELATED DISCOVERY ISSUES (.9); DRAFT UNDERSTANDING OF AGREEMENT ON CALL (.9); FURTHER REVIEW AND ANALYSIS OF DISCOVERY REQUESTS (3.3); ATTENTION TO CONFIDENTIAL INFORMATION ISSUES (.5); T/C W/ K. SMOOT RE: DOCUMENT REQUESTS (.6); T/C W/ K. SMOOT RE: PROPOSED DEPOSITION OF R. WEBSTER (.4).
ORY SS	08/20/04	6.20	T/C W/ E. RUTTER RE: DEPOSITION (.5); ATTENTION TO CONFIDENTIALITY ISSUES (.5); ATTENTION TO REVISION OF DISCLOSURE STATEMENT RE: CHICAGO LITIGATION (1.1); T. CONF. W/ K. SMOOT RE: DEPOSITION DATES (.3); DRAFT AGREED PROTECTIVE ORDER (1.3); T. CONF. W/ R. WEBSTER RE: POTENTIAL DEPOSITION (.5); T/C W/ D. ROYSTER RE: SAME, AUTHORIZATION TO REPRESENT R. WEBSTER (.4); ATTENTION TO C. SHOENBERGER DEPOSITION (.3); ATTENTION TO COORDINATION OF DOCUMENT PRODUCTION AND DISCOVERY RESPONSES (1.3).

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

ORY SS	08/23/04	8.10	ATTENTION TO ISSUES RELATED TO R. WEBSTER DEPOSITION (2.8); T/C W/ E. RUTTER RE: DEPOSITION LOCATION, LOGISTICS (.3); CORRESP. W/ A. ENSCHEDE RE: DISCOVERY SCHEDULING, WEBSTER AND OTHER DISCOVERY ISSUES (1.6); ATTENTION TO DISCOVERY REQUESTS (3.4).
ORY SS	08/24/04	4.10	CORRESP. W/ R. WEBSTER RE: LITIGATION W/ CHICAGO (.2); T/C W/ D. ROYSTER, K. SMOOT, J. KIDDOO, P. THOMPSON AND J. CARI RE: STATUS AND STRATEGY FOR CHICAGO LITIGATION (.7); T/C W/ K. SMOOT, P. PASSANANTE AND D. KUNZ RE: DISCOVERY REQUESTS (1.5); ATTENTION TO RULE 26 STIPULATION (.2); ATTENTION TO DOCUMENT PRODUCTION LOGISTICS AND RELATED ISSUES (1.5).
ORY SS	08/25/04	5.40	T/C W/ K. SMOOT RE: COMMISSION MEETINGS (.2); T/C W/ K. SMOOT RE: RULE 26 STIPULATION (.2); ATTENTION TO DISCOVERY RESPONSES, DOCUMENT PRODUCTION (5.0).
ORY SS	08/26/04	4.30	COMPLETE INITIAL DRAFTS OF DISCOVERY RESPONSES.
ORY SS	08/27/04	4.90	ATTENTION TO DOCUMENT PRODUCTION ISSUES (2.0); CORRESP. W/ A. ENSCHEDE RE: RULE 26 STIPULATION AND DISCOVERY SCHEDULING (.8); T/C W/ S. NIAK RE: COMMITTEE'S INTERVENTION INTO ADVERSARY W/ CHICAGO (.2); REVIEW STIPULATION RE: SAME (.4); T/C W/ S. NAIK RE: MODIFICATIONS TO STIPULATION (.3); T/C W/ A. ENSHEDE RE: PRODUCTION ISSUES, APPROACHES TO SETTLEMENT DISCUSSIONS (.5); T/C W/ D. ROYSTER, K. SMOOT, P. PASSANANTE, J. CARI AND P. THOMPSON RE: SAME (.7).
ORY SS	08/30/04	4.20	T/C W/ K. SMOOT RE: SHIFTING SETTLEMENT STRATEGY (.4); ATTENTION TO DISCOVERY RESPONSES (2.5); T/C W/ K. SMOOT, D. ROYSTER AND P. PASSANANTE RE: SETTLEMENT STRATEGY (.7); T/C W/ A. ENSCHEDE RE: DISCOVERY ISSUES, RULE 26 STIPULATION, POTENTIAL APPROACHES TO SETTLEMENT (.6).
ORY SS	08/31/04	2.20	ATTENTION TO DISCOVERY RESPONSES (.8); T/C W/ A. ENSHEDE RE: SAME, TIMING, FOIA ISSUES (.6); ATTENTION TO FOIA ISSUES AND RULE 26 STIPULATION (.8).
		102.40	
UNDERWOOD JE	08/26/04	8.00	REVIEW DOCUMENTS FOR DISCOVERY AT RCN HEADQUARTERS.

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

UNDERWOOD JE	08/27/04	7.00	REVIEW DOCUMENTS FOR DISCOVERY AT RCN HEADQUARTERS.
UNDERWOOD JE	08/28/04	4.50	DETERMINE LEVEL OF CONFIDENTIALITY OF DOCUMENTS.
UNDERWOOD JE	08/29/04	3.80	DETERMINE LEVEL OF CONFIDENTIALITY OF DOCUMENTS (3.0); IDENTIFY PORTIONS OF DOCUMENTS FOR REDACTION (.8).
UNDERWOOD JE	08/30/04	9.00	DRAFT, EDIT AND FORMAT PRIVILEGE LOG (7.0); PREPARE AND DISTRIBUTE DOCUMENTS TO CHICAGO OFFICE AND GREENBURG TRAUIG (2.0).
UNDERWOOD JE	08/31/04	3.50	EDIT PRIVILEGE LOG FOR DISTRIBUTION.
		35.80	
Total Associate		377.00	
SALAZAR AG	08/26/04	9.30	DOCUMENT DISCOVERY AND CREATE PRIVILEGE LOG OF DOCUMENTS.
SALAZAR AG	08/27/04	10.80	DOCUMENT DISCOVERY AT CLIENT HEADQUARTERS.
SALAZAR AG	08/28/04	7.10	DOCUMENT DISCOVERY.
SALAZAR AG	08/29/04	0.20	DOCUMENT DISCOVERY.
SALAZAR AG	08/30/04	6.80	DOCUMENT DISCOVERY AND PRODUCE DOCUMENT SETS AND CREATE PRIVILEGE LOG (5.8); DISTRIBUTE BOXES OF DOCUMENTS PRODUCED (1.0).
SALAZAR AG	08/31/04	1.00	DOCUMENT DISCOVERY. FINISH EDITING OF PRIVILEGE LOG AND DISTRIBUTE REMAINING DOCUMENTS (.5); DRAFT AFFIDAVIT OF SERVICE (.5).
		35.20	
Total Legal Assistant		35.20	
BOVSHOW B	08/29/04	6.00	ASSIST W/ DOCUMENT PRODUCTION OF LITIGATION DOCUMENTS.
		6.00	
BUCHWALD MP	08/28/04	6.80	ASSIST W/ DOCUMENT ASSEMBLY OF MISCELLANEOUS CORPORATE DOCUMENTS.
		6.80	
NORWELL JF	08/28/04	10.00	ASSIST W/ DOCUMENT ASSEMBLY OF BATES LABELING AND REDACTING.
		10.00	
WALKER JA	08/29/04	8.50	CODE PLEADINGS, CORRESP. AND BACKGROUND MATERIALS.
		8.50	

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

Total Legal Assistant Support	31.30
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TOTAL TIME	<u>566.00</u>
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SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

RCN Corporation (DIP)
Liquidation/Feasibility

Bill Date: 09/16/04
Bill Number: 1026526

NAME	DATE	HOURS	DESCRIPTION
ST. CLAIR JG	08/12/04	2.00	REVIEW DRAFT LIQUIDATION ANALYSIS.
		2.00	
Total Partner		2.00	
TOTAL TIME		<u>2.00</u>	

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

RCN Corporation (DIP)
Nonworking Travel Time

Bill Date: 09/16/04
Bill Number: 1026526

NAME	DATE	HOURS	DESCRIPTION
CLARK AW	08/06/04	1.20	RETURN TRAVEL FROM NY.
		1.20	
DAVIS EM	08/06/04	0.90	TRAVEL BACK TO WILMINGTON FROM RCN-CHICAGO FIRST DAYS AND TRO HEARING.
DAVIS EM	08/11/04	2.10	TRAVEL BACK TO PHILLY THROUGH TIME DELAYS DUE TO WEATHER.
DAVIS EM	08/12/04	0.90	TRAVEL BACK TO WILM FROM MTGS. ON PLAN.
		3.90	
Total Partner		5.10	
MCDERMOTT MA	08/29/04	2.80	TRAVEL FROM CHICAGO TO NEW YORK.
		2.80	
Total Counsel		2.80	
CLARK TV	08/06/04	0.70	TRAVEL BACK TO WILMINGTON.
		0.70	
MANCUSO N	08/06/04	0.50	TRANSIT TO/FROM HEARING.
MANCUSO N	08/26/04	0.50	TRANSIT TO/FROM FIRST-DAY HEARING.
		1.00	
MORRIS FD	08/06/04	0.30	TRANSIT TO/FROM RCN CHICAGO FIRST-DAY HEARING.
MORRIS FD	08/10/04	2.90	TRAVEL TO CHICAGO FOR LITIGATION STRATEGY MEETING.
MORRIS FD	08/11/04	2.90	RETURN TRAVEL FROM CHICAGO.
MORRIS FD	08/24/04	0.50	TRAVEL RE: 341 MEETING.
		6.60	
ORY SS	08/06/04	2.00	TRAVEL FROM NEW YORK TO CHICAGO.
		2.00	
UNDERWOOD JE	08/26/04	1.50	TRAVEL TO RCN HEADQUARTERS IN PRINCETON, NJ.
UNDERWOOD JE	08/27/04	1.50	TRAVEL TO/FROM RCN HEADQUARTERS IN PRINCETON, NJ.
		3.00	
Total Associate		13.30	
TOTAL TIME		<u>21.20</u>	

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

RCN Corporation (DIP)
Regulatory and SEC Matters

Bill Date: 09/16/04
Bill Number: 1026526

NAME	DATE	HOURS	DESCRIPTION
DAVIS EM	08/16/04	2.30	REVIEW AND REVISE 10-Q.
		2.30	
ELLIN HL	08/13/04	1.50	CALL W/JOHN DUBEL (.5); 8-K DISCLOSURE (.5); 1Q-Q/ ISSUES (.5).
ELLIN HL	08/23/04	2.00	REVIEW OF 8-K AND DISCLOSURE ISSUES (1.0); CONF. CALL W/ D. ROYSTER (1.0).
		3.50	
ST. CLAIR JG	08/02/04	2.00	REVIEW AND COMMENT ON 10Q.
ST. CLAIR JG	08/16/04	1.50	REVIEW DRAFT 10Q.
		3.50	
Total Partner		9.30	
MATZ TJ	08/03/04	0.40	REVIEW AND REVISE COMMENTS ON PROPOSED 10-Q.
MATZ TJ	08/05/04	0.50	CALLS W/ B. WORALL RE: 10Q.
		0.90	
Total Counsel		0.90	
GREEBEL RA	08/20/04	7.70	MEETINGS W/ R. MORRIS, CONF. CALLS W/ BARAK, EDITS, CONVERSATIONS W/E. MICHAEL, H. ELLIN AND K. HAMLIN RE: PRESS RELEASE (5.9); CONTINUED REVIEW OF STARPOWER DOCS (.9); BEGIN REVIEWING NEW 8-K RULES (.9).
GREEBEL RA	08/23/04	7.10	CONVS. W/ R. MORRIS AND CONF. CALLS W/ P. BRADSHAW RE: FORM 8-K (1.8), MEET W/ R. MORRIS (.8), CONVS. W/ E. MICHAEL RE: 8-K (.9); REVISE FORM 8-K & DISTRIBUTE FOR COMMENTS (1.4); RESEARCH REG G AND REG S-K (1.4); REVIEW 8-K MODELS (.8).
GREEBEL RA	08/24/04	2.20	CONV. W/ E. MICHAEL, K. HAMLIN AND R. MORRIS RE: 8-K (.6); SPOKE W/ P. BRADSHAW RE: 8-K (.4); REVISE 8-K AND SEND TO P. BRADSHAW FOR REVIEW (1.2).
GREEBEL RA	08/25/04	4.60	CONVS. W/ R. MORRIS (.4); E. MICHAEL (.5) AND P. BRADSHAW RE: 8-K (.5); BEGIN REVIEWING EXHIBIT 99.1 AND COMPARE TO REG G REQUIREMENTS (1.8); CONTINUE REVISING 8-K (1.4).

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

GREEBEL RA	08/26/04	9.50	MEETINGS AND CONVS. W/ E. MICHAEL AND R. MORRIS RE: 8-K (2.1); CONVS. W/ EDGAR FILING GROUP (1.3); CONVERSATIONS W/ J. HAKIM RE: 8-K (.9); DRAFT AND REVISE EXHIBIT 99.1(2.8); CONV. W/ P. BRADSHAW (.2); CONV. W/ D. ROYSTER (.4); CONVS. AND MEETINGS W/ H. ELLIN (.6); REVIEW 8-K AND EXHIBITS (1.2).
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31.10

KELLY BP	08/17/04	2.40	DRAFT 8-K FOR RCN TO USE TO FILE ITS MONTHLY OPERATING REPORTS.
KELLY BP	08/21/04	0.80	PREP OF PLAN AND DISCLOSURE STATEMENT AND EXHIBITS FOR EDGAR FILING.

3.20

MICHAEL EA	08/01/04	2.00	MARK-UP 10Q.
MICHAEL EA	08/02/04	0.40	REVIEW OF 10Q COMMENTS.
MICHAEL EA	08/03/04	1.60	REVIEW OF 10Q MARK-UP.
MICHAEL EA	08/04/04	3.20	REVIEW OF 10Q COMMENTS (.7); WORK RE: PRESS RELEASE (2.5).
MICHAEL EA	08/05/04	1.00	WORK RE: 8-K.
MICHAEL EA	08/06/04	1.50	WORK RE: 8-K AND POTENTIAL MANAGEMENT PRESS RELEASE.
MICHAEL EA	08/08/04	1.50	WORK RE: DISCLOSURE MATTERS.
MICHAEL EA	08/09/04	3.00	WORK RE: DISCLOSURE ISSUES FOR NEW CONSULTANT (1.5); REVIEW AND COMMENT TO CONSULTING AGREEMENT (1.5).
MICHAEL EA	08/10/04	2.50	RESEARCH RE: INTERNAL CONTROLS (1.5); WORK RE: 8K ISSUES (1.0).
MICHAEL EA	08/11/04	0.80	WORK RE: LATE 10Q FILING.
MICHAEL EA	08/13/04	2.90	REVIEW OF 10Q (2.0); RESEARCH RE: POSSIBLE LATE FILING (.9).
MICHAEL EA	08/16/04	1.00	WORK RE: 10Q ISSUES.
MICHAEL EA	08/17/04	1.20	RESEARCH AND WORK RE: 8K.
MICHAEL EA	08/19/04	0.50	REVIEW SOX FOR AUDITOR INDEPENDENCE.
MICHAEL EA	08/20/04	1.00	WORK RE: PRESS RELEASE AND FILING OF 8K.
MICHAEL EA	08/23/04	0.60	WORK RE: 8K.
MICHAEL EA	08/26/04	1.50	WORK RE: 8K FOR PLAN.

26.20

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

MORRIS FD	08/02/04	1.10	T/C W/ B. WORRALL RE: 10-Q (.2); REVISE 10-Q (.5), LETTER TO B. WORRALL RE: SAME (.2); T/C W/ B. WORRALL RE: REVISIONS TO 10-Q (.2).
MORRIS FD	08/03/04	0.20	T/C W/ B. WORRALL RE: 10-Q.
MORRIS FD	08/06/04	0.20	T/C W/ J. KIDDOO RE: LOCAL FRANCHISE AUTHORITY STRATEGY, CHICAGO LITIGATION.
MORRIS FD	08/14/04	2.50	REVIEW REVISED DRAFT 10-Q AND WORK RE: SAME (1.5), T/C W/ B. WORRALL RE: 10-Q DRAFT (1.0).
MORRIS FD	08/16/04	1.50	T/C W/ D. ROYSTER RE: 10-Q (.2); WORK RE: 10-Q (.7); T/C W/ B. WORRALL RE: 10-Q (.2); T/C W/ J. DUBEL RE: 10-Q/A (.2), LETTER TO D. DUNNE RE: SAME (.2).
MORRIS FD	08/26/04	1.10	WORK RE: 8-K (.5); REVIEW REG G DISCLOSURE AND WORK RE: SAME (.4); T/C W/ J. DUBEL RE: 8-K (.2).
MORRIS FD	08/27/04	0.30	WORK RE: LOCAL FRANCHISE AGREEMENT UPDATE.
		6.90	
ROTTER JA	08/04/04	1.60	REVIEW CORRESP. AND ATTACHMENTS THERETO (1.4); CALL W/ E. MICHAEL RE: SAME (.2).
ROTTER JA	08/17/04	1.40	REVIEW, EDGARIZE, PROOF, REVISE AND FILE 8-K FILING.
		3.00	
Total Associate		70.40	
KAPLAN CA	08/04/04	1.75	PREPARE AND PROCESS EDGAR FILING OF 8-K.
KAPLAN CA	08/17/04	1.00	PREPARE AND PROCESS EDGAR FILING OF 8-K.
KAPLAN CA	08/23/04	1.00	PREPARE AND PROCESS EDGAR FILING OF 8-K.
KAPLAN CA	08/26/04	1.75	PREPARE AND PROCESS EDGAR FILING OF 8-K.
		5.50	
LAUREL PJ	08/21/04	9.00	PREPARE AND PROCESS EDGAR FILING OF EXHIBITS FOR RCN 8-K.
LAUREL PJ	08/26/04	1.30	PREPARE AND PROCESS EDGAR FILING OF REVISIONS TO AND FILING OF RCN 8-K.
		10.30	
Total Legal Assistant Support		15.80	

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

TOTAL TIME

96.40

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

RCN Corporation (DIP)
Reorganization Plan/Plan Sponsors

Bill Date: 09/16/04
Bill Number: 1026526

NAME	DATE	HOURS	DESCRIPTION
BAKER DJ	08/25/04	1.20	BEGIN REVIEW OF RCN DRAFT PLAN.
BAKER DJ	08/27/04	1.50	FURTHER WORK W/ RESPECT TO PLAN AND CONFIRMATION ISSUES.
		2.70	
DAVIS EM	08/02/04	1.30	REVIEW AND COMMENT ON DRAFT PLAN OF REORGANIZATION.
DAVIS EM	08/11/04	1.30	WORK ON PREP FOR 8/12 MTG ON PLAN IN RCN.
DAVIS EM	08/12/04	7.90	TRAVEL TO NYC AND PREP FOR MEETING W/ CLIENT ON PLAN AND D.S. (2.1); PREP FOR AND ATTEND SERIES OF MEETINGS W/ CLIENT AND ALIXPARTNERS RE: PLAN (4.9); INTERNAL MTGS. RE: TIMELINES ON PLAN (.9).
DAVIS EM	08/13/04	0.90	BEGIN REVIEW OF LATEST ITERATION OF PLAN.
DAVIS EM	08/16/04	2.10	WORK ON FORM OF PLAN AND DISCLOSURE STATEMENT.
DAVIS EM	08/17/04	1.70	REVIEW AND COMMENT ON LATEST ITERATION OF PLAN AND DISCLOSURE STATEMENT.
DAVIS EM	08/18/04	0.80	READ LATEST VERSION OF PLAN.
		16.00	
ELLIN HL	08/03/04	1.50	REVIEW RESTRUCTURING (.5); REVIEW PLAN ANALYSIS (.5); CONF. CALL RE: FILING ISSUES; CAP ISSUES (.5).
ELLIN HL	08/16/04	1.00	REVIEW ANCILLARY AGREEMENTS.
		2.50	
GOFFMAN JM	08/11/04	1.00	MEETING W/ F. MORRIS RE: PLAN & DISCLOSURE STATEMENT ISSUES.
GOFFMAN JM	08/13/04	1.50	T/C W/ R. MORRIS RE: PLAN & DISCLOSURE STATEMENT ISSUES (.5); REVIEW DOCUMENTS THERETO (1.0).
GOFFMAN JM	08/15/04	0.50	T/C W/ R. MORRIS RE: STRATEGY ISSUES, PLAN & DISCLOSURE STATEMENT.
GOFFMAN JM	08/16/04	1.00	NUMEROUS T/C'S W/ R. MORRIS RE: PLAN & DISCLOSURE STATEMENT AND OTHER STRATEGY ISSUES.
GOFFMAN JM	08/18/04	1.00	MEETING W/ DEBTOR AND COMMITTEE; FOLLOW UP W/ R. MORRIS, J. DUBEL, ETC. RE: PLAN & DISCLOSURE STATEMENT ISSUES.

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

5.00

ST. CLAIR JG	08/02/04	1.50	REVIEW LENDERS' COMMENTS TO DRAFT PLAN AND DISCLOSURE STATEMENT.
ST. CLAIR JG	08/03/04	0.90	REVIEW AND COMMENT ON STB MARK-UP.
ST. CLAIR JG	08/09/04	0.80	REVIEW AND REVISE OPEN ITEMS MEMO.
ST. CLAIR JG	08/10/04	6.40	WORK ON REORGANIZATION PLAN (4.0); DRAFT OPEN ITEMS LIST (2.4).
ST. CLAIR JG	08/11/04	3.40	WORK ON PLAN EXHIBITS (1.4); REVIEW BLACKSTONE TEXT (2.0).
ST. CLAIR JG	08/13/04	6.70	REVIEW AND COMMENT ON REVISED DRAFT OF REORGANIZATION PLAN (4.4); REVIEW RESEARCH RE: POTENTIAL CONFIRMATION ISSUE (2.3).
ST. CLAIR JG	08/15/04	1.00	REVIEW D. NEIER COMMENTS TO PLAN.
ST. CLAIR JG	08/16/04	8.60	PREPARE FOR AND PARTICIPATE IN MEETING W/ D. DUNNE AND D. SULLIVAN TO NEGOTIATE PLAN OF REORGANIZATION (3.5); REVIEW AND REVISE PLAN (4.0); REVIEW AND REVISE OPEN ISSUES LIST (.5); T/C W/ D. NEIER AND B. BOSTROM RE: REORGANIZATION PLAN (.6).
ST. CLAIR JG	08/17/04	6.80	CONF. CALL W/ A. FASOLA, J. DUBEL, B. HAGGERTY RE: REORGANIZATION PLAN (.9); CONF. CALL W/ A. FASOLA, J. DUBEL, B. HAGGERTY, B. BOSTROM, D. NEIER RE: REORGANIZATION PLAN (1.1); REVIEW TERM SHEET FOR EVERGREEN CLAIM (.5); T/C W/ J. DUBEL RE: SAME (.2); REVIEW AND REVISE REORGANIZATION PLAN (3.5); REVIEW COMMITTEE COMMENTS TO SAME (.6).
ST. CLAIR JG	08/18/04	13.50	PREPARE FOR AND PARTICIPATE IN PLAN MEETING W/ A. FASOLA, D. ROYSTER, B. BOSTROM AND B. HAGGERTY (3.5); PARTICIPATE IN MEETING W/ CREDITORS COMMITTEE AND ITS COUNSEL AND ADVISORS TO DISCUSS REORGANIZATION PLAN (6.0); WORK ON REVISIONS TO PLAN (3.0); PARTICIPATE IN CONFERENCE CALL W/ J. DUBEL, T. HORVAT, B. HAGERTY, G. SHAEFER RE: PLAN MODIFICATIONS (1.0).
ST. CLAIR JG	08/19/04	7.40	REVIEW AND REVISE PLAN OF REORGANIZATION TO ADDRESS COMMENTS FROM INDENTURE TRUSTEE, EXIT LENDER, SECURED LENDER, AND COMMITTEE (6.0); T/C W/ J. DUBEL RE: SAME (.4); T/C W/ A. FASOLA AND B. BOSTROM RE: SAME (.3); T/C W/ D. SULLIVAN RE: SAME (.5); T/C W/ M. BOTICA RE: SAME (.2).

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

ST. CLAIR JG	08/20/04	9.30	REVIEW AND REVISE PLAN OF REORGANIZATION (4.0); CONF. CALL W/ A. FASOLA, J. DUBEL, T. HORVATT, B. HAGGERTY RE: REVISIONS TO PLAN (1.0); T/C W/ D. SULLIVAN RE: PLAN COMMENTS (.4); T/C W/ D. DUVAL RE: SAME (.2); REVISE PLAN OF REORGANIZATION (3.7).
ST. CLAIR JG	08/26/04	2.00	REVIEW US TRUSTEE DRAFT OBJECTION AND WORK ON RESOLUTION OF ISSUES RAISED.
		68.30	
Total Partner		94.50	
MATZ TJ	08/02/04	0.40	CALL W/ A. HORVAT RE: PLAN AND EVERGREEN SUBSIDIARIES.
MATZ TJ	08/03/04	0.30	REVIEW AND REVISE COMMENTS TO PLAN FROM E. GRAFF.
MATZ TJ	08/04/04	0.60	WORK ON LETTERS OF CREDIT ISSUE IN PLAN (.3); WORK ON OUTSTANDING MATERIAL FOR PLAN (.3).
MATZ TJ	08/05/04	0.20	WORK ON PLAN COMMENTS.
MATZ TJ	08/10/04	0.90	WORK ON PLAN REVISIONS.
MATZ TJ	08/11/04	3.80	REVIEW AND REVISE MILBANK AND INDENTURE TRUSTEE'S COMMENTS ON PLAN AND WORK ON SAME (1.7); REVIEW AND REVISE PLAN RE: SUBSIDIARY PLANS (1.9); FOLLOW UP W/ E. GRAFF RE: REPLACEMENT FINANCING (.2).
MATZ TJ	08/12/04	12.20	MEETING W/ A. FASOLA, J. DUBEL, G. SHAFFER, R. BOSTOM, D. NEIR RE: PLAN AND OUTSTANDING ISSUES (5.4); FOLLOW UP DISCUSSIONS W/ G. SHAFER RE: LIQUIDATION ANALYSIS, FINANCIAL PROJECTIONS (.8); WORK ON REVISIONS TO PLAN TO INCORPORATE REVISIONS FROM COMPANY, CREDITORS COMMITTEE AND INDENTURE TRUSTEE, SECURED LENDERS AND DEUTSCHE BANK (6.0).
MATZ TJ	08/13/04	8.50	WORK ON REVISIONS TO PLAN AND DISTRIBUTION TO ALIX PARTNERS AND WINSTON & STRAWN (7.4); WORK ON ANCILLARY DOCUMENTS FOR PLAN SUPPLEMENT (.8); CALL W/ J. DUBEL COMMENTS ON DRAFT PLAN (.3).
MATZ TJ	08/16/04	4.10	WORK ON PLAN OUTSTANDING ITEMS (.9); CALL W/ B. HAGGERTY RE: EVERGREEN TREATMENT (.4); MEETING W/ D. DUNNE AND D. SULLIVAN RE: OUTSTANDING ISSUES RE: PLAN (.9); FOLLOW UP W/ D. NEIER RE: DIRECTOR POINT AND INNISFREE SOLICITATION ISSUES RE: EQUITY (1.1); WORK ON PLAN SUPPLEMENT DOCUMENTS (.8); CALL W/ MILBANK RE: SAME.

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MATZ TJ	08/17/04	2.50	REVIEW AND REVISE PLAN (.9) FOLLOW UP W/ D. NEIER RE: PLAN MATTERS (.2); DISTRIBUTE PLAN RIDERS AND AMENDMENTS (1.4).
MATZ TJ	08/18/04	11.70	ATTEND MEETING W/ RCN, BLACKSTONE, ALIX PARTNERS AND WINSTON & STRAWN REPRESENTATIVES RE: OUTSTANDING PLAN ISSUES (2.0); ATTEND MEETING W/ REPRESENTATIVES OF MILBANK, CREDITORS' COMMITTEE, RCN, BLACKSTONE, ALIX PARTNERS AND WINSTON & STRAWN RE: OUTSTANDING PLAN ISSUES; FOLLOW UP DISCUSSIONS W/ VARIOUS PARTICIPANTS RE: SAME (5.5); CALLS W/ D. SULLIVAN RE: PLAN PROVISIONS AND FILING SCHEDULE (.5); DRAFT AND REVISE PLAN FOR DISTRIBUTION TO ALL PARTIES AND INCORPORATE COMMENTS AND MEETING RESOLUTIONS (3.7).
MATZ TJ	08/19/04	6.60	WORK ON FINALIZING PLAN AND INCORPORATING COMMENTS FROM COMPANY AND CREDITORS COMMITTEE (MILBANK), DISTRIBUTION OF DRAFTS TO VARIOUS PARTIES FOR COMMENT (5.0); CALL W/ D. SULLIVAN, D. DUNNE RE: SUGGESTED REVISIONS TO PLAN FROM CREDITORS' COMMITTEE (1.6).
MATZ TJ	08/20/04	2.00	FINALIZING PLAN FOR FILING.
MATZ TJ	08/30/04	0.80	REVISIONS TO PLAN TO CONFORM W/ DISCLOSURE STATEMENT AND WORK ON SAME.
		54.60	
MCDERMOTT MA	08/28/04	1.20	BEGIN REVIEW OF PLAN OF REORGANIZATION.
MCDERMOTT MA	08/31/04	0.40	REVIEW SELECTED PROVISIONS OF LATEST DRAFT OF REORGANIZATION PLAN.
		1.60	
Total Counsel		56.20	
AGARWAL K	08/13/04	1.20	RESEARCH 1129(A) ISSUES.
		1.20	
DAY GR	08/20/04	2.10	REVISE AND FILE PLAN AND DISCLOSURE STATEMENT.
DAY GR	08/31/04	2.20	REVIEW LEGAL ISSUES RE: PLAN OF REORGANIZATION.
		4.30	
KELLY BP	08/03/04	0.40	REVIEW E. GRAFF COMMENTS TO PLAN.
KELLY BP	08/20/04	10.60	EDIT AND FILE PLAN OF REORGANIZATION AND DISCLOSURE STATEMENT.

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

		11.00	
MORRIS FD	08/02/04	0.40	WORK RE: PLAN TAX PROVISIONS AND DISCLOSURE (.2); LETTER TO J. KIDDOO RE: PLAN, DISCLOSURE STATEMENT (.2).
MORRIS FD	08/03/04	0.60	WORK RE: PLAN, PLAN RESOLUTIONS (.3); T/C W/ B. HAGGERTY RE: VALUATION ISSUES, PLAN STRATEGY (.3).
MORRIS FD	08/04/04	0.40	T/C W/ B. HAGGERTY RE: VALUATION, PLAN.
MORRIS FD	08/09/04	0.80	WORK RE: PLAN STRATEGY.
MORRIS FD	08/10/04	1.70	WORK RE: PLAN (.5); T/C W/ B. HAGGERTY, J. DUBEL, G. ST. CLAIR RE: PLAN STRATEGY, PLAN ISSUES, DISCLOSURE STATEMENT (1.0); T/C W/ D. SULLIVAN RE: PLAN (.2).
MORRIS FD	08/11/04	3.50	T/C W/ B. HAGGERTY RE: PLAN (.3); MEETINGS W/ D. NEIER, R. BOSTROM, D. ROYSTER, J. KIDDOO RE: PLAN STRATEGY (2.1); PREPARATION FOR PLAN STRATEGY MEETING (1.1).
MORRIS FD	08/12/04	7.70	MEETINGS W/ J. DUBEL, R. BOSTROM, D. NEIER, B. HAGGERTY RE: PLAN STRATEGY, SUBSIDIARY ISSUES (5.4); WORK RE: PLAN (2.1); T/C W/ J. DUBEL, R. BOSTROM RE: PLAN (.2).
MORRIS FD	08/13/04	7.40	T/C W/ D. SULLIVAN RE: PLAN, FEE STATEMENTS (.5); WORK RE: PLAN (2.7); T/C W/ G. SCHAFER RE: LIQUIDATION ANALYSIS (.2); T/C W/ J. DUBEL RE: PLAN (.3); LEGAL RESEARCH RE: PLAN STRUCTURE ISSUES (.8); T/C W/ R. BOSTROM RE: PLAN, CONSULTANT ISSUES (.3); LETTER TO R. BOSTROM RE: PLAN (.2); T/C W/ B. HAGGERTY RE: PLAN TREATMENT ISSUES (.4); T/C W/ J. DUBEL RE: PLAN DRAFT DISTRIBUTION (.2); T/C W/ J. DUBEL RE: PLAN (.2); LETTER TO G. SCHAFER RE: LIQUIDATION ANALYSES (.2), REVIEW SAME (.4); T/C W/ J. DUBEL, T. MATZ, S. TOUSSI RE: PLAN REVISIONS (.7); LETTER TO D. SULLIVAN RE: ESTIMATED CLAIMS (.3).
MORRIS FD	08/14/04	1.00	WORK RE: PROJECTIONS ASSUMPTIONS (.2); LETTER TO D. SULLIVAN RE: ACCRUED CLAIMS (.2); WORK RE: DISCLOSURE STATEMENT (.2); WORK RE: PLAN (.4).
MORRIS FD	08/15/04	3.10	REVIEW AND REVISE DRAFT REORGANIZATION PLAN AND EXHIBITS THERETO (2.5); WORK RE: PLAN, DISCLOSURE STATEMENT (.6).

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MORRIS FD	08/16/04	6.90	<p>WORK RE: PLAN (3.1); T/C W/ D. SULLIVAN RE: PLAN (.2); WORK RE: PLAN EXHIBITS (.4); T/C W/ D. SULLIVAN RE: PLAN (.2); T/C W/ R. BOSTROM RE: PLAN (.2); REVIEW DEUTSCHE BANK PLAN COMMENTS (.2); T/C W/ J DUBEL RE: PLAN (.1); T/C W/ R. BOSTROM, G. ST CLAIR RE: PLAN (.3); T/C W/ E. GRAFF RE: PLAN (.2); MEETING W/ D. DUNNE, D. SULLIVAN, G. ST CLAIR, T. MATZ RE: PLAN ISSUES (1.5); T/C'S W/ J. DUBEL, G. ST. CLAIR RE: PLAN (.5).</p>
MORRIS FD	08/17/04	7.90	<p>REVIEW DISCLOSURE STATEMENT (.4); WORK RE: PLAN TAX ISSUES (.3); T/C W/ D. ROYSTER RE: PLAN (.3); T/C W/ D. DUNNE, D. SULLIVAN, T. MATZ RE: PLAN COMMENTS (.4); T/C W/ R. BOSTROM RE: PLAN ISSUES (.3); T/C W/ T. HORVAT RE: PLAN (.2); T/C W/ J. DUBEL RE: PLAN (.7); WORK RE: PLAN (1.8); T/C W/ B. HAGGERTY RE: PLAN (.1); T/C W/ E. GRAFF RE: PLAN (.2); T/C W/ A. FASOLA, R. BOSTROM, D. NEIER, J. DUBLE, D. ROYSTER RE: PLAN (1.3); T/C W/ R. BOSTROM, D. NEIER, G. ST. CLAIR RE: PLAN (.4); T/C W/D. ROYSTER RE: PLAN, CONSULTANT (.5); T/C W/ D. NEIER, J. DUBEL, D. ROYSTER, B. BAR-COHEN, A HORVAT, A. FASOLA RE: PLAN ISSUES (.7); T/C W/ J. DUBEL, G. ST CLAIR RE: PLAN ISSUES (.3).</p>
MORRIS FD	08/18/04	9.90	<p>MEETING W/ A. FASOLA, D. NEIER, R. BOSTROM, J. DUBEL, D. ROYSTER, G. ST. CLAIR RE: PLAN, PREP FOR COMMITTEE MEETING (1.8); MEETINGS W/ RCN, COMMITTEE, CTA, WINSTON RE: PLAN ISSUES (5.5); T/C W/ E. GRAFF RE: PLAN (.2); WORK RE: PLAN (1.5); T/C W/ J. DUBEL RE: PLAN (.2); T/C W/ J. DUBEL, A. HORVAT, R. MCWILLIAMS, T. MATZ, G. ST. CLAIR RE: PLAN ISSUES (.7).</p>

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MORRIS FD	08/19/04	8.50	T/C W/ D. SULLIVAN RE: PLAN (.3); T/C W/ J. DUBEL RE: PLAN, LEAD DIRECTOR COMP (.2); WORK RE: PLAN (3.0); T/C W/ E. GRAFF RE: PLAN (.3); LETTER TO J. DUBEL RE: PLAN (.2); T/C W/ E. GRAFF RE: PLAN (.4); T/C W/ S. KORANGY RE: PLAN TREATMENT (.2); T/C W/ S. KORANGY, B. HAGGERTY RE: PLAN TREATMENT (.2); T/C W/ J. DUBEL, A. FASOLA, R. BOSTROM, D. SULLIVAN RE: PLAN, DISCLOSURE STATEMENT ISSUES (.5); T/C W/ E. ITO RE: PLAN, EMPLOYEE BENEFIT PROGRAMS (.5); T/C W/ E. GRAFF RE: PLAN (.2); DRAFT EVERGREEN PLAN TREATMENT (.4); T/C W. A/ FASOLA RE: VALUATION (.2); T/C W/ B. HAGGERTY RE: VALUATION (.2); T/C W/ B. HAGGERTY RE: VALUATION (.2); T/C W/ S. KORANGY, B. HAGGERTY RE: VALUATION (.2); T/C W/ J. DUBEL, S. KORANGY, B. HAGGERTY, G. ST. CLAIR, A. HORVAT, T. MATZ, R. BOSTROM, D. ROYSTER RE: PLAN, DISCLOSURE STATEMENT, FILING ISSUES (.5); WORK RE: PLAN TAX ISSUES (.8).
MORRIS FD	08/20/04	11.00	WORK RE: PLAN AND DISCLOSURE STATEMENT (6.2); T/C W/ E. ITO RE: PLAN (.2); T/C W/ B. BAR-COHEN RE: PLAN (.2); T/C W/ R. BOSTROM, A. FASOLA RE: PLAN (.2); T/C W/ D. ROYSTER RE: PLAN (.2); T/C W/ D. SULLIVAN RE: PLAN, CONSULTANT AGREEMENT (.3); T/C W/ E. GRAFF RE: PLAN, CONSULTANT MOTION (.4); REVISE DRAFTS OF PLAN PRESS RELEASE (.7) AND WORK RE: SAME (1.2), T/C W/ R. BOSTROM, B. BAR-COHEN RE: SAME (.3); LETTER TO R. BOSTROM RE: PLAN DOCUMENTS (.2), LETTER TO D. SULLIVAN, D. DUNNE RE: PLAN DOCUMENT (.2); T/C W/ D. SULLIVAN RE: PLAN (.2); T/C W/ D. SULLIVAN, D. DUNNE, R. BOSTROM, J. DUBEL, OTHERS RE: PLAN ISSUES (.5).
MORRIS FD	08/23/04	1.10	LETTER TO B. BAR-COHEN RE: PLAN (.2); LEGAL RESEARCH RE: SOLICITATION ISSUE (.4); LETTER TO J. DOWNING RE: DISCLOSURE STATEMENT REQUESTS (.2); MULT. T/C'S W/ J. DOWNING RE: PRESS INQUIRIES RE: PLAN (.3).
MORRIS FD	08/24/04	0.80	WORK RE: PLAN ISSUES (.6); T/C W/ J. DUBEL RE: PLAN, CONFIRMATION TIMELINE (.2).

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MORRIS FD	08/25/04	3.40	T/C W/ J. DUBEL RE: PLAN, CONSULTANT MOTION (.4); MEETING W/ J. DUBEL RE: PLAN, CASE STATUS (.4); WORK RE: PLAN (.4); MEETING W/ J. DUBEL, J. BAKER RE: PLAN, STRATEGY (1.5); T/C W/ D. ROYSTER RE: PLAN, STRATEGY (.2); T/C W/ L. WICKET RE: DISBURSING/WARRANT AGENT SERVICES (.2); T/C W/ J. DUBEL RE: PLAN, STRATEGY (.3).
MORRIS FD	08/26/04	1.20	T/C W/ D. ROYSTER RE: PLAN (.2); T/C W/ G. SCHAFER, R. MCWILLIAMS RE: PLAN EXHIBITS (.4); WORK RE: REVISIONS TO PLAN AND EXHIBITS (.6).
MORRIS FD	08/27/04	3.30	WORK RE: PLAN (2.7); T/C W/ G. SCHAFER RE: PLAN, INDENTURE (.2); REVIEW CONFIRMATION TIMELINE (.4).
MORRIS FD	08/31/04	1.60	T/C W/ D. SULLIVAN RE: PLAN, EXEC CONTRACTS, SUB PROTOCOL (.2); LETTER TO T. HORVAT, G. SCHAFER RE: PLAN CONTRACT PROVISIONS (.3); T/C W/ HJ PAIK RE: SOLICITATION (.2); WORK RE: COMMITTEE REQUEST RE: EXECUTORY CONTRACT TREATMENT (.4); T/C W/ T. HORVAT, G. SCHAFER RE: EXECUTORY CONTRACT TREATMENT (.3); LETTER TO T. HORVAT, G. SCHAFER RE: COMMITTEE CALL RE: PLAN TREATMENT (.2).
		82.20	
ROTTER JA	08/10/04	2.80	CALLS W/ S.TOUSSI RE: DISCLOSURE STATEMENT (.4); REVIEW CORRESPONDENCE (1.0); REVIEW WARRANT AGREEMENT PRECEDENT (1.4).
ROTTER JA	08/12/04	4.00	DRAFT ANCILLARY AGREEMENTS (3.6). CALLS W/ S.TOUSSI AND E.MICHAEL (.4) RE: SAME.
ROTTER JA	08/14/04	2.80	DRAFT ANCILLARY AGREEMENTS.
ROTTER JA	08/15/04	3.20	DRAFT ANCILLARY AGREEMENTS (1.0); REVIEW PRECEDENT TO DRAFT ANCILLARY AGREEMENTS (2.2).
ROTTER JA	08/16/04	5.80	DRAFT ANCILLARY AGREEMENTS. (3.8); MEETING AND CALLS W/ R.GREEBEL (1.0); REVIEW CORRESP. (1.0).
		18.60	
SILVERBERG BS	08/18/04	3.50	REVISIONS TO PLAN RE: EXECUTORY CONTRACTS AND COMMENTS FROM CREDITORS COMMITTEE.
		3.50	

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TOUSSI S	08/03/04	3.60	EDIT AND REVISE LATEST DRAFTS OF PLAN AND DISCLOSURE STATEMENT TO INCORPORATE COMMENTS FROM WHITE & CASE, JPMORGAN, AND INTERNAL TAX DEPARTMENT (2.1), RESEARCH ISSUES RE: SAME (1.5).
TOUSSI S	08/04/04	3.30	ADDRESS OUTSTANDING ISSUES RELATED TO PLAN (.8), EDIT AND REVISE MEMO RE: SAME (.3); EDIT AND REVISE PLAN (1.2), ADDRESS AND RESOLVE ISSUES RE: COMMENTS FROM DIFFERENT CREDITOR GROUPS (1.0).
TOUSSI S	08/05/04	6.20	EDIT AND REVISE MEMO RE: OUTSTANDING ISSUES RE: PLAN AND DISCLOSURE STATEMENT (2.1); RESEARCH OUTSTANDING ISSUES RE: SAME, INCLUDING COMMENTS FROM BANK GROUP AND EXIT FINANCING LENDERS (2.1); EDIT AND REVISE PLAN AND DISCLOSURE STATEMENT (2.0).
TOUSSI S	08/10/04	3.80	EDIT AND REVISE PLAN TO INCORPORATE LATEST CHANGES, RESEARCH ISSUES RE: SAME.
TOUSSI S	08/11/04	7.70	EDIT AND FINALIZE OPEN ISSUES MEMO IN PREPARATION FOR ALL-HANDS MEETING (1.1); EDIT AND REVISE PLAN AND DISCLOSURE STATEMENT IN CONNECTION W/ MEETING, REVIEW COMMENTS FROM VARIOUS THIRD PARTIES TO PLAN AND DISCLOSURE STATEMENT (5.1); ADDRESS ISSUES RE: CORPORATE DOCUMENTS (REGISTRATION RIGHTS AGREEMENT, WARRANT AGREEMENT, CHARTER, BY-LAWS) (1.5).
TOUSSI S	08/12/04	2.70	ADDRESS ISSUES RE: PLAN AND DISCLOSURE STATEMENT FOR FILED SUBSIDIARIES AND RCN.
TOUSSI S	08/16/04	4.20	EDIT AND REVISE PLAN OF REORGANIZATION, ADDRESS COMMENTS FROM VARIOUS PARTIES.
TOUSSI S	08/17/04	3.80	EDIT AND REVISE PLAN OF REORGANIZATION, REVIEW COMMENTS FROM VARIOUS PARTIES AND ADDRESS ISSUES RE: SAME.
TOUSSI S	08/18/04	7.50	EDIT AND REVISE PLAN OF REORGANIZATION AND RELATED DOCUMENTS/EXHIBITS (6.0), VARIOUS TEAM MEETINGS RE: SAME (1.5).
TOUSSI S	08/19/04	4.50	EDIT AND REVISE PLAN OF REORGANIZATION AND RELATED EXHIBITS, ADDRESS AND RESOLVE ISSUES RE: SAME.

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

TOUSSI S	08/24/04	4.90	REVIEW FINANCING DOCUMENTS AND RELATED MATERIALS (1.1); REVIEW PLAN AND DISCLOSURE DOCUMENTS, BEGIN EDITING SAME (2.4); VARIOUS TEAM MEETINGS AND T/C RE: SAME AND TO DISCUSS OUTSTANDING ISSUES (1.4).
TOUSSI S	08/26/04	2.50	ADDRESS AND RESOLVE ISSUES RE: PLAN AND DISCLOSURE STATEMENT, ADDRESS COMMENTS FROM THIRD PARTIES AND INTERNALLY.
		54.70	
Total Associate		175.50	
TOTAL TIME		<u>326.20</u>	

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

RCN Corporation (DIP)
Reports and Schedules

Bill Date: 09/16/04
Bill Number: 1026526

NAME	DATE	HOURS	DESCRIPTION
MATZ TJ	08/11/04	0.40	CALL W/ D. KORTREY, R. MCWILLIAMS RE: RCN CHICAGO SOFA AND SCHEDULES (.2); REVIEW AND REVISE SAME (.2).
MATZ TJ	08/13/04	0.50	REVIEW FINAL DRAFT OF MAY/JUNE MONTHLY OPERATING REPORT (.3); CALL W/ B. WORALL RE: SAME (.2).
MATZ TJ	08/16/04	0.40	WORK ON RCN CABLE TV OF CHICAGO SCHEDULES (.3); CALL W/ B. WORRAL RE: MAY/JUNE MONTHLY OPERATING REPORT (.1).
MATZ TJ	08/17/04	1.10	REVIEW RCN CABLE TV DRAFT SCHEDULES (.3); CALL W/ P. BRADSHAW AND R. MCWILLIAMS RE: RCN CHICAGO SOFA AND SCHEDULES (.8).
MATZ TJ	08/23/04	0.40	FINAL REVIEW OF RCN CHICAGO'S SOFA AND SCHEDULES AND COMMENTS ON SAME.
MATZ TJ	08/24/04	0.70	CALL W/ T. HORVAT RE: ADDITIONAL DEBTORS SCHEDULES AND SOFAS AND JULY MONTHLY OPERATING REPORT FOR ALL DEBTORS (.4); FOLLOW UP CALL W/ R. MCWILLIAMS RE: SAME (.3).
MATZ TJ	08/26/04	0.40	CALL W/ G. SHAFER RE: RCN ENTERTAINMENT ET AL SCHEDULES AND SOFAS.
		3.90	
Total Counsel		3.90	
DAY GR	08/10/04	3.20	REVIEW AND COMMENT ON RCN CHICAGO SCHEDULES.
DAY GR	08/12/04	2.60	REVIEW AND COMMENT ON RCN CHICAGO SCHEDULES.
DAY GR	08/13/04	3.10	REVIEW AND REVISE SCHEDULES AND STATEMENTS.
DAY GR	08/16/04	2.90	REVIEW AND COMMENT ON RCN CHICAGO SCHEDULES.
DAY GR	08/17/04	1.70	REVIEW AND COMMENT ON RCN CHICAGO SCHEDULES.
DAY GR	08/30/04	1.80	REVIEW, REVISE AND FILE MOR.
DAY GR	08/31/04	1.80	REVIEW AND REVISE SCHEDULES AND STATEMENTS.
		17.10	
MANCUSO N	08/17/04	0.70	T/C W/ RCN, J. ALIX AND SKADDEN RE: RCN CHICAGO SCHEDULES AND SOFAS.

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

		0.70	
MORRIS FD	08/15/04	0.30	REVIEW DRAFT MONTHLY OPERATING REPORT.
MORRIS FD	08/24/04	0.20	T/C W/ R. MCWILLIAMS RE: SCHEDULES.
		0.50	
Total Associate		18.30	
TOTAL TIME		<u><u>22.20</u></u>	

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

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

Bill Date: 09/16/04
Bill Number: 1026526

NAME	DATE	HOURS	DESCRIPTION
ATKINS PA	08/20/04	0.20	T. CONF. W/ J. GOFFMAN, H. ELLIN RE: FEE APP.
		0.20	
Total Partner		0.20	
DAY GR	08/16/04	2.30	REVIEW AND REVISE FEE STATEMENT.
		2.30	
KELLY BP	08/04/04	0.30	COORDINATE W/ ADRIANA RE: SENDING OUT "THIRD REQUEST" RETENTION QUESTIONNAIRE.
KELLY BP	08/05/04	0.50	BEGIN DRAFTING RETENTION AFFIDAVIT SUPPLEMENT.
KELLY BP	08/09/04	1.30	CONTINUE DRAFTING SUPPLEMENT TO SKADDEN RETENTION AFFIDAVIT.
KELLY BP	08/10/04	8.40	CONTINUE DRAFTING SUPPLEMENT TO SKADDEN RETENTION AFFIDAVIT.
KELLY BP	08/11/04	0.70	CONTINUE DRAFTING SUPPLEMENT TO SKADDEN RETENTION SUPPLEMENT.
KELLY BP	08/12/04	1.40	CONTINUE DRAFTING SUPPLEMENT TO SKADDEN RETENTION SUPPLEMENT.
KELLY BP	08/13/04	0.20	REVIEW/EDIT SUPPLEMENT TO SKADDEN RETENTION AFFIDAVIT.
KELLY BP	08/16/04	1.00	REVIEW RESPONSES TO CONFLICTS QUESTIONNAIRE.
KELLY BP	08/17/04	1.60	ADDRESS ISSUES RE: SUPPLEMENTAL SKADDEN RETENTION AFFIDAVIT.
		15.40	
MANCUSO N	08/05/04	1.50	REVIEW JULY TIME DETAIL.
MANCUSO N	08/06/04	4.10	CONTINUE TO REVISE/EDIT JULY TIME DETAIL.
MANCUSO N	08/09/04	3.00	DRAFT JULY FEE STATEMENT.
MANCUSO N	08/11/04	1.90	CONTINUE TO REVISE/EDIT JULY TIME DETAIL; CONTINUE DRAFTING JULY FEE STATEMENT.
MANCUSO N	08/12/04	0.70	CONTINUE TO REVISE/EDIT JULY TIME DETAIL.
MANCUSO N	08/13/04	2.40	CONTINUE TO REVISE/EDIT JULY FEE STATEMENT AND TIME DETAIL.
MANCUSO N	08/17/04	0.50	REVISE/EDIT JULY FEE STATEMENT.

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

MANCUSO N	08/19/04	0.50	REVISE/EDIT JULY TIME DETAIL.
MANCUSO N	08/20/04	1.00	FINALIZE AND SERVE JULY FEE STATEMENT.
		15.60	
Total Associate		33.30	
SALAZAR AG	08/02/04	0.60	UPDATE ATTORNEY SCREENING RETENTION QUESTIONNAIRES.
SALAZAR AG	08/03/04	0.30	UPDATE ATTORNEY SCREENING RETENTION QUESTIONNAIRE.
SALAZAR AG	08/04/04	1.10	PREPARE THIRD REQUEST RETENTION SCREENING FORMS. CREATE SPREADSHEET FOR OUTSTANDING ENTRIES. WORK W/ WORD PROCESSING TO CREATE NEW QUESTIONNAIRE DOCUMENTS.
SALAZAR AG	08/06/04	2.70	UPDATE ATTORNEY RETENTION SCREENING QUESTIONNAIRES AND SEND A THIRD DISTRIBUTION.
SALAZAR AG	08/09/04	0.30	UPDATE ATTORNEY RETENTION SCREENING QUESTIONNAIRE RESPONSES.
SALAZAR AG	08/10/04	0.60	UPDATE ATTORNEY RESPONSES TO SCREENING RETENTION QUESTIONNAIRE.
SALAZAR AG	08/11/04	0.80	UPDATE ATTORNEY RESPONSES ON RETENTION SCREENING QUESTIONNAIRE.
SALAZAR AG	08/13/04	0.60	COMPILE AND UPDATE FINAL ATTORNEY RETENTION SCREENING RESPONSES.
SALAZAR AG	08/16/04	0.60	UPDATE ATTORNEY RESPONSES FROM RETENTION SCREENING QUESTIONNAIRES.
SALAZAR AG	08/17/04	0.10	UPDATE ATTORNEY RESPONSES TO RETENTION SCREENING QUESTIONNAIRE.
SALAZAR AG	08/18/04	0.40	UPDATE ATTORNEY RESPONSES ON RETENTION SCREENING QUESTIONNAIRES.
SALAZAR AG	08/26/04	0.10	UPDATE ATTORNEY RESPONSES TO RETENTION SCREENING QUESTIONNAIRE.
SALAZAR AG	08/30/04	0.20	UPDATE ATTORNEY RESPONSES FOR RETENTION SCREENING QUESTIONNAIRES.
SALAZAR AG	08/31/04	0.20	UPDATE RETENTION SCREENING CHART W/ NEW REPOSSES TO QUESTIONNAIRE.
		8.60	
Total Legal Assistant		8.60	
TOTAL TIME		<u>42.10</u>	

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

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

Bill Date: 09/16/04
Bill Number: 1026526

NAME	DATE	HOURS	DESCRIPTION
ST. CLAIR JG	08/03/04	1.10	WORK ON SPENCER STUART RETENTION.
ST. CLAIR JG	08/05/04	0.40	T/C W/ J. DUBEL RE: AQUINO RETENTION ISSUES.
ST. CLAIR JG	08/09/04	5.00	PREPARE FOR AND PARTICIPATE IN CONFERENCE CALL RE: RETENTION OF PDA (3.0); REVIEW AND REVISE MOTION RE: SAME (2.0).
ST. CLAIR JG	08/10/04	0.70	REVIEW COMMENTS TO PDA CONSULTING AGREEMENT.
ST. CLAIR JG	08/11/04	2.20	REVIEW AND COMMENT ON MOTION TO RETAIN PDA.
ST. CLAIR JG	08/12/04	0.70	REVIEW REVISED PDA AGREEMENT.
ST. CLAIR JG	08/13/04	1.70	REVIEW REVISED PDA AGREEMENT (1.0); T/C W/ E. ITO RE: SAME (.7).
ST. CLAIR JG	08/16/04	0.40	T/C W/ E. ITO RE: PDA RETENTION ISSUES.
ST. CLAIR JG	08/18/04	1.50	REVIEW AND COMMENT ON SPENCER STUART RETENTION PAPERS (1.1); REVIEW REVISED AQUINO AGREEMENT (.4).
ST. CLAIR JG	08/19/04	1.30	REVIEW AND REVISE MOTION TO RETAIN PDA (.8); REVIEW AND REVISE MOTION TO RETAIN SPENCER STUART (.3); T/C W/ B. BOSTROM RE: SAME (.1); T/C W/ J. DUBEL RE: SAME (.1).
		15.00	
Total Partner		15.00	
MATZ TJ	08/03/04	0.40	CORRESP. RE: RETENTION OF SPENCER STUART FIRM FOR EXECUTIVE SEARCH (.2) WORK ON SAME (.2).
MATZ TJ	08/04/04	0.50	CORRESP. W/ D. SULLIVAN RE: FINAL WINSTON & STRAWN DOCKETED ORDER (.3); FOLLOW UP RE: SAME (.2).
MATZ TJ	08/10/04	0.60	WORK ON ORDINARY COURSE PROFESSIONAL ISSUE AND MOTION RE: SAME (.3); WORK ON RETENTION OF SPENCER STUART (.3).
MATZ TJ	08/11/04	0.30	WORK ON SPENCER STUART RETENTION APPLICATION.
MATZ TJ	08/23/04	0.90	WORKING ON PREPARATION OF APPLICATION TO RETAIN FINANCIAL BALLOTING GROUP LLC AS SOLICITATION AGENT.
MATZ TJ	08/25/04	0.30	CALL W/ J. SULLIVAN RE: FINANCIAL BALLOTING GROUP RETENTION.

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

		3.00	
Total Counsel		3.00	
AGARWAL K	08/05/04	2.50	BEGIN WORK ON MOTION, NOTICE AND ORDER TO RETAIN CONSULTANT PURSUANT TO 363(B).
AGARWAL K	08/09/04	4.50	WORK ON DRAFT OF RETENTION OF CONSULTANT PURSUANT TO 363(B) MOTION.
AGARWAL K	08/11/04	3.00	WORK ON SUMMARY FEE STATEMENT (1.1); CONTINUE DRAFTING RETENTION OF CONSULTANT PURSUANT TO 363(B) MOTION (1.9).
AGARWAL K	08/13/04	0.80	WORK ON FEE STATEMENT CHART.
AGARWAL K	08/16/04	0.60	UPDATE FEE STATEMENT CHART.
AGARWAL K	08/18/04	6.20	FINALIZE MOTION, ORDER AND NOTICE TO RETAIN PDA AND PETER AQUINO.
AGARWAL K	08/19/04	7.70	FINALIZE AND FILE RETENTION OF PDA AND AQUINO MOTION, NOTICE AND ORDER.
AGARWAL K	08/24/04	0.60	WORK ON FEE STATEMENT CHART.
		25.90	
DAY GR	08/09/04	2.80	REVIEW MOTION TO HAVE RETENTION APPLICATIONS APPLY TO NEW DEBTOR.
DAY GR	08/10/04	1.00	FURTHER REVISE MOTION RE: RETENTION APPLICATIONS AND NEW DEBTOR (.3); REVISE SUPPLEMENTAL GOFFMAN AFFIDAVIT (.7).
DAY GR	08/23/04	5.00	REVISE AND FINALIZE MOTION RE: AFFILIATE DEBTORS (2.6); REVISE AND FINALIZE J. SULLIVAN RETENTION APPLICATION (2.4).
		8.80	
KELLY BP	08/03/04	0.20	REVIEW SPENCER STUART ENGAGEMENT LETTER.
KELLY BP	08/10/04	0.70	DRAFT SPENCER STUART RETENTION PLEADINGS.
KELLY BP	08/11/04	8.30	DRAFT SPENCER STUART RETENTION PLEADINGS.
KELLY BP	08/12/04	2.60	DRAFT SPENCER STUART RETENTION PLEADINGS.
KELLY BP	08/19/04	10.00	DRAFT SPENCER STUART RETENTION PLEADINGS (7.8); COORDINATE FILING AND SERVICE OF SPENCER STUART RETENTION PLEADINGS (2.2).
KELLY BP	08/23/04	0.80	SPENCER STUART RETENTION -- LOOK INTO QUESTIONS POSED BY SPENCER STUART'S COUNSEL.

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

		22.60	
MANCUSO N	08/19/04	3.00	DRAFT FBG (FORMERLY INNISFREE) RETENTION PAPERS.
MANCUSO N	08/20/04	1.00	REVISE/EDIT FBG RETENTION DOCS.
MANCUSO N	08/23/04	0.90	REVISE/EDIT FBG RETENTION DOCS.
		4.90	
MORRIS FD	08/02/04	0.80	REVIEW REVISED VERSIONS OF BLACKSTONE RETENTION ORDER (.4), LETTER TO K. ZIMAN RE: SAME (.1), SUPERVISE SUBMISSION OF SAME TO CHAMBERS (.3).
MORRIS FD	08/03/04	0.20	LETTER TO T. COLEMAN RE: BLACKSTONE RETENTION ORDER.
MORRIS FD	08/13/04	0.30	T/C W/ J. SULLIVAN RE: BALLOTING AGENT RETENTION MOTION.
MORRIS FD	08/19/04	0.10	T/C W/ D. SULLIVAN RE: FEE STATEMENT.
MORRIS FD	08/23/04	0.40	REVIEW AND REVISE VOTING AGENT MOTION.
MORRIS FD	08/24/04	0.40	T/C W/ D. ROYSTER RE: FEE STATEMENTS AND BUDGETING (.2); T/C W/ J. DUBEL RE: FEE STATEMENTS (.2).
		2.20	
SILVERBERG BS	08/19/04	0.70	WORK ON RETENTION ISSUES RE: SOLICITATION AGENT.
		0.70	
Total Associate		65.10	
TOTAL TIME		<u>83.10</u>	

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

RCN Corporation (DIP)
Tax Matters

Bill Date: 09/16/04
Bill Number: 1026526

NAME	DATE	HOURS	DESCRIPTION
MILLER MM	08/02/04	0.50	REVIEW DISCLOSURE; EMAILS TO M. ROSEN AND J. GREENBLATT.
MILLER MM	08/09/04	0.30	CALLS TO R. MORRIS AND M. ROSEN.
MILLER MM	08/12/04	0.40	CALLS TO R. MORRIS AND M. ROSEN.
MILLER MM	08/13/04	0.50	CALLS TO J. GREENBLATT AND R. MORRIS (.2); BEGIN REVIEW OF PLAN (.3).
MILLER MM	08/16/04	0.30	CALL TO T. MATZ (.1); REVIEW LISTS (.2).
MILLER MM	08/17/04	0.30	CALL TO J. GREENBLATT (.1); REVIEW DISC. STATEMENT (.2).
MILLER MM	08/18/04	0.20	CALLS TO J. GREENBLATT.
MILLER MM	08/19/04	3.30	SEVERAL CALLS TO J. GREENBLATT, M. ROSEN AND R. MORRIS RE: DISCLOSURE (1.1); REVIEW PLAN AND DISCLOSURE STATEMENT (1.2); ANALYSIS OF TAX ISSUES (1.0).
MILLER MM	08/20/04	0.50	REVIEW DISCLOSURE (.3); CALLS TO J. GREENBLATT (.2).
MILLER MM	08/21/04	0.20	REVIEW FILINGS.
MILLER MM	08/26/04	0.40	CALLS TO R. MORRIS (.2); REVIEW NOTICES (.2).
MILLER MM	08/30/04	0.20	REVIEW NOTICES.
		7.10	
ST. CLAIR JG	08/02/04	0.40	REVIEW J. GREENBLAT MEMO AND WORK ON TAX ISSUES.
		0.40	
Total Partner		7.50	
MATZ TJ	08/03/04	0.20	REVIEW AND FINALIZE WALL STREET JOURNAL PUBLICATION NOTICE RE: NOL EQUITY TRADING.
MATZ TJ	08/24/04	0.30	WORK ON EQUITY (NOL) STATUS NOTICES.
		0.50	
Total Counsel		0.50	
GREENBLATT JA	08/01/04	4.30	TAX REVIEW/ANALYSIS/MARKUP OF PLAN (1.2) AND DISCLOSURE STATEMENT (3.1).
GREENBLATT JA	08/02/04	1.60	CONTINUED REVIEW/ANALYSIS/MARKUP OF DISCLOSURE STATEMENT.

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

GREENBLATT JA	08/04/04	1.40	DOCUMENT REVIEW/MARKUP OF DISCLOSURE STATEMENT; ATTENTION TO ALLOCATION ISSUES.
GREENBLATT JA	08/08/04	0.50	ATTENTION TO FILES.
GREENBLATT JA	08/16/04	0.20	DOCUMENT REVIEW/ANALYSIS/MARKUP OF REVISED PLAN (.1); DOCUMENT REVIEW/ANALYSIS/MARKUP OF REVISED DISCLOSURE STATEMENT (.1).
GREENBLATT JA	08/17/04	0.20	CONTINUED REVIEW OF DISCLOSURE STATEMENT, WORK ON ALLOCATION ISSUES.
GREENBLATT JA	08/18/04	4.80	DOCUMENT REVIEW/ANALYSIS/MARKUP OF PLAN (.8), DISCLOSURE STATEMENT (2.5); REVISED TAX DISCLOSURE (1.5).
GREENBLATT JA	08/19/04	5.80	DOCUMENT REVIEW/ANALYSIS OF PLAN (1.2); REVISED TAX DISCLOSURE IN DISCLOSURE STATEMENT (4.6).
GREENBLATT JA	08/20/04	0.80	DOCUMENT REVIEW/MARKUP/ANALYSIS OF REVISED PLAN (.2) AND DISCLOSURE STATEMENT (.6).
		19.60	
KELLY BP	08/01/04	0.60	REVIEW AND MARKUP PRINTER'S PROOF OF PUBLICATION NOTICE OF FINAL NOL ORDER.
KELLY BP	08/02/04	0.90	NOTICE OF NOL ORDER -- OBTAIN SIGN-OFF/SIGNATURE (.2), COORDINATE SERVICE W/ J. SULLIVAN (.5), COORDINATE PUBLICATION NOTICE W/ TAYLOR & IVES (.2).
KELLY BP	08/05/04	0.70	REVIEW AND EDIT INNISFREE AFFIDAVIT FOR SERVICE OF NOL FINAL ORDER.
KELLY BP	08/06/04	0.30	FINALIZE EDITS TO AFFIDAVIT OF SERVICE OF FINAL NOL ORDER, SEND TO J. SULLIVAN.
KELLY BP	08/24/04	1.30	"SUBSTANTIAL EQUITYHOLDER" NOTICES -- ORGANIZE ALL NOTICES (FROM BSI AND THOSE REC'D INTERNALLY).
KELLY BP	08/26/04	0.70	SUBSTANTIAL EQUITYHOLDER NOTICES -- REVIEW ADDITIONAL NOTICES RECEIVED, ORGANIZE AND SEND TO M. MILLER & J. GREENBLATT.
		4.50	
MORRIS FD	08/04/04	0.20	LETTER TO J. DUBEL, J. SAILE RE: NOTICE OF SUBSTANTIAL EQUITY HOLDER.
		0.20	
Total Associate		24.30	
TOTAL TIME		<u>32.30</u>	

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

RCN Corporation (DIP)
U.S. Trustee Matters

Bill Date: 09/16/04
Bill Number: 1026526

NAME	DATE	HOURS	DESCRIPTION
MATZ TJ	08/24/04	3.20	MEETING W/ T. HORVAT TO PREPARE FOR 341 MEETING (.8); DISCUSS AFFILIATED DEBTORS SOFAS AND SCHEDULES (.4); ATTEND 341 MEETING W/ A. HORVAT (1.7); FOLLOW UP W/ RCN. RE: INSURANCE PARTICULARS (.2); FORWARD CERTIFICATE TO U.S. TRUSTEE (.1).
MATZ TJ	08/26/04	0.30	CALL W/ P. SCHWARTZBURG RE: 341 MEETING FOR SUBSEQUENT DEBTORS (.2); FOLLOW UP RE: SAME (.1).
MATZ TJ	08/27/04	0.30	WORK ON NOTICE OF COMMENCEMENT/341 NOTICE FOR RCN CHICAGO AND ADDITIONAL DEBTORS.
		3.80	
Total Counsel		3.80	
TOTAL TIME		<u>3.80</u>	

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

RCN Corporation (DIP)
Utilities

Bill Date: 09/16/04
Bill Number: 1026526

NAME	DATE	HOURS	DESCRIPTION
KELLY BP	08/17/04	0.50	PREPARE AND SUBMIT REQUESTED CORRESP. TO NYC DEPT OF WATER RE: NEW BANKRUPTCY FILING.
		0.50	
Total Associate		0.50	
TOTAL TIME		<u>0.50</u>	

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

RCN Corporation (DIP)
Vendor Matters

Bill Date: 09/16/04
Bill Number: 1026526

NAME	DATE	HOURS	DESCRIPTION
MORRIS FD	08/24/04	0.20	T/C W/ B. D'AGOSTINO RE: AT&T INQUIRY.
		0.20	
Total Associate		0.20	
TOTAL TIME		<u>0.20</u>	
CLIENT TOTAL		<u>2108.70</u>	

EXHIBIT B

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP): August 1, 2004 to August 31, 2004

MATTER #1 General Corporate Advice

Bill No: 1026526

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNERS</u>			
PETER A. ATKINS	\$760	8.60	\$ 6,536.00
HOWARD L. ELLIN	735	23.90	17,566.50
JAY M. GOFFMAN	760	<u>10.50</u>	<u>7,980.00</u>
TOTAL PARTNERS		43.00	\$32,082.50
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	<u>0.50</u>	\$ <u>247.50</u>
TOTAL COUNSEL		0.50	\$ 247.50
<u>ASSOCIATES</u>			
GRENVILLE R. DAY	\$440	2.30	\$ 1,012.00
ROBERT A. GREEBEL	355	7.90	2,804.50
FREDERICK D. MORRIS	475	<u>9.50</u>	<u>4,512.50</u>
TOTAL ASSOCIATES		19.70	\$ 8,329.00
MATTER TOTAL		<u>63.20</u>	<u>\$40,659.00</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP): August 1, 2004 to August 31, 2004

MATTER #3 Asset Dispositions (General)

Bill No: 1026526

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
J. GREGORY ST. CLAIR	\$595	<u>0.30</u>	\$ <u>178.50</u>
TOTAL PARTNER		0.30	\$ 178.50
<u>COUNSEL</u>			
MARK A. MCDERMOTT	\$495	<u>1.30</u>	\$ <u>643.50</u>
TOTAL COUNSEL		1.30	\$ 643.50
<u>ASSOCIATES</u>			
ROBERT A. GREEBEL	\$355	18.80	\$ 6,674.00
BRIAN P. KELLY	395	4.20	1,659.00
FREDERICK D. MORRIS	475	<u>4.10</u>	<u>1,947.50</u>
TOTAL ASSOCIATES		27.10	\$10,280.50
MATTER TOTAL		<u>28.70</u>	<u>\$11,102.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP): August 1, 2004 to August 31, 2004

MATTER #6 Automatic Stay (Relief Actions)

Bill No: 1026526

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>ASSOCIATES</u>			
FREDERICK D. MORRIS	\$475	0.60	\$ 285.00
VENERA E. TAOUCHANOVA	420	<u>62.00</u>	<u>26,040.00</u>
TOTAL ASSOCIATES		62.60	\$26,325.00
MATTER TOTAL		<u>62.60</u>	<u>\$26,325.00</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP): August 1, 2004 to August 31, 2004

MATTER #7 Business Operations/Strategic Planning

Bill No: 1026526

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
D. J. (JAN) BAKER	\$760	<u>3.20</u>	<u>\$2,432.00</u>
TOTAL PARTNER		3.20	<u>\$2,432.00</u>
<u>ASSOCIATE</u>			
BRIAN P. KELLY	\$395	<u>0.40</u>	<u>\$ 158.00</u>
TOTAL ASSOCIATE		0.40	<u>\$ 158.00</u>
MATTER TOTAL		<u>3.60</u>	<u>\$2,590.00</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP): August 1, 2004 to August 31, 2004

MATTER #8 Case Administration

Bill No: 1026526

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNERS</u>			
PETER A. ATKINS	\$760	3.90	\$ 2,964.00
D. J. (JAN) BAKER	760	11.10	8,436.00
J. GREGORY ST. CLAIR	595	<u>14.20</u>	<u>8,449.00</u>
TOTAL PARTNERS		29.20	\$19,849.00
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	5.90	\$ 2,920.50
MARK A. MCDERMOTT	495	<u>4.40</u>	<u>2,178.00</u>
TOTAL COUNSEL		10.30	\$ 5,098.50
<u>ASSOCIATES</u>			
GRENVILLE R. DAY	\$440	9.00	\$ 3,960.00
BRIAN P. KELLY	395	14.00	5,530.00
NICK MANCUSO	355	27.40	9,727.00
FREDERICK D. MORRIS	475	17.80	8,455.00
BENNETT S. SILVERBERG	395	0.50	197.50
SINA TOUSSI	460	<u>10.90</u>	<u>5,014.00</u>
TOTAL ASSOCIATES		79.60	\$32,883.50
<u>LEGAL ASSISTANTS</u>			
LEGAL ASSISTANT @	\$85	93.00	\$ 7,905.00
LEGAL ASSISTANT @	135	<u>4.00</u>	<u>540.00</u>
TOTAL LEGAL ASSISTANTS		97.00	\$ 8,445.00
MATTER TOTAL		<u>216.10</u>	<u>\$66,276.00</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP): August 1, 2004 to August 31, 2004

MATTER #9 Claims Admin. (General)

Bill No: 1026526

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
D. J. (JAN) BAKER	\$760	<u>0.70</u>	\$ <u>532.00</u>
TOTAL PARTNER		0.70	\$ 532.00
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	<u>3.20</u>	\$ <u>1,584.00</u>
TOTAL COUNSEL		3.20	\$ 1,584.00
<u>ASSOCIATES</u>			
GRENVILLE R. DAY	\$440	7.00	\$ 3,080.00
BRIAN P. KELLY	395	11.70	4,621.50
FREDERICK D. MORRIS	475	<u>1.60</u>	<u>760.00</u>
TOTAL ASSOCIATES		20.30	\$ 8,461.50
MATTER TOTAL		<u>24.20</u>	<u>\$10,577.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP): August 1, 2004 to August 31, 2004

MATTER #13 Creditor Meetings/Statutory Committees

Bill No: 1026526

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNERS</u>			
D. J. (JAN) BAKER	\$760	0.30	\$ 228.00
JAY M. GOFFMAN	760	<u>0.50</u>	<u>380.00</u>
TOTAL PARTNERS		0.80	\$ 608.00
<u>ASSOCIATES</u>			
GRENVILLE R. DAY	\$440	0.90	\$ 396.00
FREDERICK D. MORRIS	475	<u>3.20</u>	<u>1,520.00</u>
TOTAL ASSOCIATES		4.10	\$1,916.00
MATTER TOTAL		<u>4.90</u>	<u>\$2,524.00</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP): August 1, 2004 to August 31, 2004

MATTER #14 Disclosure Statement/Voting Issues

Bill No: 1026526

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNERS</u>			
D. J. (JAN) BAKER	\$760	3.00	\$ 2,280.00
HOWARD L. ELLIN	735	5.40	3,969.00
JAY M. GOFFMAN	760	14.50	11,020.00
J. GREGORY ST. CLAIR	595	<u>39.60</u>	<u>23,562.00</u>
TOTAL PARTNERS		62.50	\$ 40,831.00
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	109.70	\$ 54,301.50
MARK A. MCDERMOTT	495	<u>2.20</u>	<u>1,089.00</u>
TOTAL COUNSEL		111.90	\$ 55,390.50
<u>ASSOCIATES</u>			
KRIS AGARWAL	\$355	16.00	\$ 5,680.00
ROBERT A. GREEBEL	355	6.60	2,343.00
BRIAN P. KELLY	395	39.20	15,484.00
FREDERICK D. MORRIS	475	9.50	4,512.50
SAMUEL S. ORY	460	1.10	506.00
JOSEPH A. ROTTER	355	6.60	2,343.00
BENNETT S. SILVERBERG	395	81.30	32,113.50
SINA TOUSSI	460	<u>92.60</u>	<u>42,596.00</u>
TOTAL ASSOCIATES		252.90	\$105,578.00
MATTER TOTAL		<u>427.30</u>	<u>\$201,799.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP): August 1, 2004 to August 31, 2004

MATTER #15 Employee Matters (General)

Bill No: 1026526

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>ASSOCIATES</u>			
BRIAN P. KELLY	\$395	3.80	\$ 1,501.00
FREDERICK D. MORRIS	475	26.20	12,445.00
MANAN D. SHAH	420	<u>11.80</u>	<u>4,956.00</u>
TOTAL ASSOCIATES		41.80	\$18,902.00
MATTER TOTAL		<u>41.80</u>	<u>\$18,902.00</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP): August 1, 2004 to August 31, 2004

MATTER #18 Executory Contracts (Personalty)

Bill No: 1026526

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNERS</u>			
D. J. (JAN) BAKER	\$760	1.80	\$1,368.00
J. GREGORY ST. CLAIR	595	<u>0.30</u>	<u>178.50</u>
TOTAL PARTNERS		2.10	\$1,546.50
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	1.20	\$ 594.00
MARK A. MCDERMOTT	495	<u>0.40</u>	<u>198.00</u>
TOTAL COUNSEL		1.60	\$ 792.00
<u>ASSOCIATE</u>			
FREDERICK D. MORRIS	\$475	<u>0.60</u>	\$ 285.00
TOTAL ASSOCIATE		0.60	\$ 285.00
MATTER TOTAL		<u>4.30</u>	<u>\$2,623.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP): August 1, 2004 to August 31, 2004

MATTER #19 Financing (DIP and Emergence)

Bill No: 1026526

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
D. J. (JAN) BAKER	\$760	<u>5.40</u>	\$ <u>4,104.00</u>
TOTAL PARTNER		5.40	\$ 4,104.00
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	2.50	\$ 1,237.50
MARK A. MCDERMOTT	495	<u>0.40</u>	<u>198.00</u>
TOTAL COUNSEL		2.90	\$ 1,435.50
<u>ASSOCIATES</u>			
GRENVILLE R. DAY	\$440	13.20	\$ 5,808.00
NICK MANCUSO	355	1.10	390.50
FREDERICK D. MORRIS	475	<u>4.30</u>	<u>2,042.50</u>
TOTAL ASSOCIATES		18.60	\$ 8,241.00
MATTER TOTAL		<u>26.90</u>	<u>\$13,780.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP): August 1, 2004 to August 31, 2004

MATTER #21 Insurance

Bill No: 1026526

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
J. GREGORY ST. CLAIR	\$595	0.80	\$ 476.00
TOTAL PARTNER		0.80	\$ 476.00
<u>ASSOCIATES</u>			
FREDERICK D. MORRIS	\$475	1.00	\$ 475.00
BENNETT S. SILVERBERG	395	0.70	276.50
TOTAL ASSOCIATES		1.70	\$ 751.50
MATTER TOTAL		<u>2.50</u>	<u>\$1,227.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP): August 1, 2004 to August 31, 2004

MATTER #24 Leases (Real Property)

Bill No: 1026526

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNERS</u>			
JAY M. GOFFMAN	\$760	3.50	\$2,660.00
J. GREGORY ST. CLAIR	595	<u>1.70</u>	<u>1,011.50</u>
TOTAL PARTNERS		5.20	\$3,671.50
<u>ASSOCIATE</u>			
GRENVILLE R. DAY	\$440	<u>1.40</u>	\$ <u>616.00</u>
TOTAL ASSOCIATE		1.40	\$ 616.00
MATTER TOTAL		<u>6.60</u>	<u>\$4,287.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP): August 1, 2004 to August 31, 2004

MATTER #25 Litigation (General)

Bill No: 1026526

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNERS</u>			
ANTHONY W. CLARK	\$735	49.20	\$ 36,162.00
ERIC M. DAVIS	575	72.60	41,745.00
J. GREGORY ST. CLAIR	595	<u>0.70</u>	<u>416.50</u>
TOTAL PARTNERS		122.50	\$ 78,323.50
<u>ASSOCIATES</u>			
T. VICTOR CLARK	\$320	16.90	\$ 5,408.00
GRENVILLE R. DAY	440	2.40	1,056.00
MARK L. DESGROSSEILLIER	420	47.70	20,034.00
JARETT EPSTEIN	320	62.40	19,968.00
THOMAS R. FAWKES	320	39.80	12,736.00
MORDECAI L. GEISLER	320	60.30	19,296.00
FREDERICK D. MORRIS	475	9.30	4,417.50
SAMUEL S. ORY	460	102.40	47,104.00
JENNIFER E. UNDERWOOD	295	<u>35.80</u>	<u>10,561.00</u>
TOTAL ASSOCIATES		377.00	\$140,580.50
<u>LEGAL ASSISTANTS</u>			
LEGAL ASSISTANT @	\$85	35.20	\$ 2,992.00
LEGAL ASSISTANT @	105	8.50	892.50
LEGAL ASSISTANT @	135	<u>22.80</u>	<u>3,078.00</u>
TOTAL LEGAL ASSISTANTS		66.50	\$ 6,962.50
MATTER TOTAL		<u>566.00</u>	<u>\$225,866.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP): August 1, 2004 to August 31, 2004

MATTER #27 Liquidation/Feasibility

Bill No: 1026526

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
J. GREGORY ST. CLAIR	\$595	<u>2.00</u>	<u>\$1,190.00</u>
TOTAL PARTNER		2.00	\$1,190.00
MATTER TOTAL		<u>2.00</u>	<u>\$1,190.00</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP): August 1, 2004 to August 31, 2004

MATTER #28 Nonworking Travel Time

Bill No: 1026526

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNERS</u>			
ANTHONY W. CLARK	\$735	1.20	\$ 882.00
ERIC M. DAVIS	575	<u>3.90</u>	<u>2,242.50</u>
TOTAL PARTNERS		5.10	\$ 3,124.50
<u>COUNSEL</u>			
MARK A. MCDERMOTT	\$495	<u>2.80</u>	\$ <u>1,386.00</u>
TOTAL COUNSEL		2.80	\$ 1,386.00
<u>ASSOCIATES</u>			
T. VICTOR CLARK	\$320	0.70	\$ 224.00
NICK MANCUSO	355	1.00	355.00
FREDERICK D. MORRIS	475	6.60	3,135.00
SAMUEL S. ORY	460	2.00	920.00
JENNIFER E. UNDERWOOD	295	<u>3.00</u>	<u>885.00</u>
TOTAL ASSOCIATES		13.30	\$ 5,519.00
MATTER TOTAL		<u>21.20</u>	<u>\$10,029.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP): August 1, 2004 to August 31, 2004

MATTER #30 Regulatory and SEC Matters

Bill No: 1026526

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNERS</u>			
ERIC M. DAVIS	\$575	2.30	\$ 1,322.50
HOWARD L. ELLIN	735	3.50	2,572.50
J. GREGORY ST. CLAIR	595	<u>3.50</u>	<u>2,082.50</u>
TOTAL PARTNERS		9.30	\$ 5,977.50
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	<u>0.90</u>	\$ <u>445.50</u>
TOTAL COUNSEL		0.90	\$ 445.50
<u>ASSOCIATES</u>			
ROBERT A. GREEBEL	\$355	31.10	\$11,040.50
BRIAN P. KELLY	395	3.20	1,264.00
EVAN A. MICHAEL	320	26.20	8,384.00
FREDERICK D. MORRIS	475	6.90	3,277.50
JOSEPH A. ROTTER	355	<u>3.00</u>	<u>1,065.00</u>
TOTAL ASSOCIATES		70.40	\$25,031.00
<u>LEGAL ASSISTANTS</u>			
LEGAL ASSISTANT @	\$120	<u>15.80</u>	\$ <u>1,896.00</u>
TOTAL LEGAL ASSISTANTS		15.80	\$ 1,896.00
MATTER TOTAL		<u>96.40</u>	<u>\$33,350.00</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP): August 1, 2004 to August 31, 2004

MATTER #31 Reorganization Plan/Plan Sponsors

Bill No: 1026526

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNERS</u>			
D. J. (JAN) BAKER	\$760	2.70	\$ 2,052.00
ERIC M. DAVIS	575	16.00	9,200.00
HOWARD L. ELLIN	735	2.50	1,837.50
JAY M. GOFFMAN	760	5.00	3,800.00
J. GREGORY ST. CLAIR	595	<u>68.30</u>	<u>40,638.50</u>
TOTAL PARTNERS		94.50	\$ 57,528.00
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	54.60	\$ 27,027.00
MARK A. MCDERMOTT	495	<u>1.60</u>	<u>792.00</u>
TOTAL COUNSEL		56.20	\$ 27,819.00
<u>ASSOCIATES</u>			
KRIS AGARWAL	\$355	1.20	\$ 426.00
GRENVILLE R. DAY	440	4.30	1,892.00
BRIAN P. KELLY	395	11.00	4,345.00
FREDERICK D. MORRIS	475	82.20	39,045.00
JOSEPH A. ROTTER	355	18.60	6,603.00
BENNETT S. SILVERBERG	395	3.50	1,382.50
SINA TOUSSI	460	<u>54.70</u>	<u>25,162.00</u>
TOTAL ASSOCIATES		175.50	\$ 78,855.50
MATTER TOTAL		<u>326.20</u>	<u>\$164,202.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP): August 1, 2004 to August 31, 2004

MATTER #32 Reports and Schedules

Bill No: 1026526

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<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>			
GRENVILLE R. DAY	\$440	17.10	\$7,524.00
NICK MANCUSO	355	0.70	248.50
FREDERICK D. MORRIS	475	<u>0.50</u>	<u>237.50</u>
TOTAL ASSOCIATES		18.30	\$8,010.00
MATTER TOTAL		<u>22.20</u>	<u>\$9,940.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP): August 1, 2004 to August 31, 2004

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

Bill No: 1026526

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
PETER A. ATKINS	\$760	<u>0.20</u>	\$ <u>152.00</u>
TOTAL PARTNER		0.20	\$ 152.00
<u>ASSOCIATES</u>			
GRENVILLE R. DAY	\$440	2.30	\$ 1,012.00
BRIAN P. KELLY	395	15.40	6,083.00
NICK MANCUSO	355	<u>15.60</u>	<u>5,538.00</u>
TOTAL ASSOCIATES		33.30	\$12,633.00
<u>LEGAL ASSISTANTS</u>			
LEGAL ASSISTANT @	\$85	<u>8.60</u>	\$ <u>731.00</u>
TOTAL LEGAL ASSISTANTS		8.60	\$ 731.00
MATTER TOTAL		<u>42.10</u>	<u>\$13,516.00</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP): August 1, 2004 to August 31, 2004

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

Bill No: 1026526

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
J. GREGORY ST. CLAIR	\$595	<u>15.00</u>	\$ <u>8,925.00</u>
TOTAL PARTNER		15.00	\$ 8,925.00
<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>			
KRIS AGARWAL	\$355	25.90	\$ 9,194.50
GRENVILLE R. DAY	440	8.80	3,872.00
BRIAN P. KELLY	395	22.60	8,927.00
NICK MANCUSO	355	4.90	1,739.50
FREDERICK D. MORRIS	475	2.20	1,045.00
BENNETT S. SILVERBERG	395	<u>0.70</u>	<u>276.50</u>
TOTAL ASSOCIATES		65.10	\$25,054.50
MATTER TOTAL		<u>83.10</u>	<u>\$35,464.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP): August 1, 2004 to August 31, 2004

MATTER #36 Tax Matters

Bill No: 1026526

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNERS</u>			
MAXWELL M. MILLER	\$720	7.10	\$ 5,112.00
J. GREGORY ST. CLAIR	595	<u>0.40</u>	<u>238.00</u>
TOTAL PARTNERS		7.50	\$ 5,350.00
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	<u>0.50</u>	\$ <u>247.50</u>
TOTAL COUNSEL		0.50	\$ 247.50
<u>ASSOCIATES</u>			
JEFFREY A. GREENBLATT	\$460	19.60	\$ 9,016.00
BRIAN P. KELLY	395	4.50	1,777.50
FREDERICK D. MORRIS	475	<u>0.20</u>	<u>95.00</u>
TOTAL ASSOCIATES		24.30	\$10,888.50
MATTER TOTAL		<u>32.30</u>	<u>\$16,486.00</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP): August 1, 2004 to August 31, 2004

MATTER #37 U.S. Trustee Matters

Bill No: 1026526

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	<u>3.80</u>	<u>\$1,881.00</u>
TOTAL COUNSEL		3.80	<u>\$1,881.00</u>
MATTER TOTAL		<u>3.80</u>	<u>\$1,881.00</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP): August 1, 2004 to August 31, 2004

MATTER #38 Utilities

Bill No: 1026526

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>ASSOCIATE</u>			
BRIAN P. KELLY	\$395	<u>0.50</u>	<u>\$197.50</u>
TOTAL ASSOCIATE		0.50	\$197.50
MATTER TOTAL		<u>0.50</u>	<u>\$197.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP): August 1, 2004 to August 31, 2004

MATTER #39 Vendor Matters

Bill No: 1026526

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>ASSOCIATE</u>			
FREDERICK D. MORRIS	\$475	<u>0.20</u>	<u>\$95.00</u>
TOTAL ASSOCIATE		<u>0.20</u>	<u>\$95.00</u>
MATTER TOTAL		<u>0.20</u>	<u>\$95.00</u>
CLIENT TOTAL		<u>2108.70</u>	<u>\$914,893.50</u>

EXHIBIT C

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

RCN Corporation (DIP)
General Corporate Advice

Bill Date: 09/16/04
Bill Number: 1026526

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	08/13/04	Copy Center, D	4.60
In-house Reproduction	08/20/04	Copy Center, D	3.80
In-house Reproduction	08/24/04	Copy Center, D	3.00
TOTAL IN-HOUSE REPRODUCTION			\$11.40
Telephone Expense	08/27/04	Telecommunications, D	2.50
Telephone Expense	08/27/04	Telecommunications, D	0.03
Telephone Expense	08/27/04	Telecommunications, D	0.24
TOTAL TELEPHONE EXPENSE			\$2.77
Messengers/ Courier	08/25/04	Dist Serv/Mail/Page, D	11.75
TOTAL MESSENGERS/ COURIER			\$11.75
Scanning	08/23/04	Scott-Bonnick S	0.99
Scanning	08/23/04	Scott-Bonnick S	0.22
Scanning	08/23/04	Scott-Bonnick S	28.93
TOTAL SCANNING			\$30.14
TOTAL MATTER			\$56.06

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

RCN Corporation (DIP)
Asset Analysis and Recovery

Bill Date: 09/16/04
Bill Number: 1026526

Disbursement	Date	Vendor/ Employee /Dept.	Amount
Telephone Expense	08/27/04	Telecommunications, D	0.05
Telephone Expense	08/27/04	Telecommunications, D	0.01
TOTAL TELEPHONE EXPENSE			\$0.06
TOTAL MATTER			\$0.06

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

RCN Corporation (DIP)
Assets Dispositions (Inventory)

Bill Date: 09/16/04
Bill Number: 1026526

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	08/24/04	Copy Center, D	0.20
TOTAL IN-HOUSE REPRODUCTION			\$0.20
TOTAL MATTER			\$0.20

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

RCN Corporation (DIP)
Automatic Stay (Relief Actions)

Bill Date: 09/16/04
Bill Number: 1026526

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	08/06/04	Copy Center, D	1.80
		TOTAL IN-HOUSE REPRODUCTION	\$1.80
Telephone Expense	08/27/04	Telecommunications, D	4.13
Telephone Expense	08/27/04	Telecommunications, D	0.12
Telephone Expense	08/27/04	Telecommunications, D	0.39
		TOTAL TELEPHONE EXPENSE	\$4.64
Postage	08/19/04	Office Admin, D	69.92
		TOTAL POSTAGE	\$69.92
Lexis/Nexis	08/04/04	Taouchanova VE	99.53
Lexis/Nexis	08/05/04	Taouchanova VE	298.60
Lexis/Nexis	08/11/04	Taouchanova VE	99.53
Lexis/Nexis	08/12/04	Taouchanova VE	365.51
Lexis/Nexis	08/13/04	Taouchanova VE	160.57
		TOTAL LEXIS/NEXIS	\$1,023.74
Westlaw	08/03/04	Taouchanova VE	80.37
Westlaw	08/04/04	Taouchanova VE	558.68
Westlaw	08/05/04	Taouchanova VE	338.15
Westlaw	08/12/04	Taouchanova VE	452.79
Westlaw	08/13/04	Taouchanova VE	611.51
		TOTAL WESTLAW	\$2,041.50
		TOTAL MATTER	\$3,141.60

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

RCN Corporation (DIP)
Business Operations/Strategic Planning

Bill Date: 09/16/04
Bill Number: 1026526

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	08/27/04	Telecommunications, D	0.28
Telephone Expense	08/27/04	Telecommunications, D	0.03
TOTAL TELEPHONE EXPENSE			\$0.31
TOTAL MATTER			\$0.31

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

RCN Corporation (DIP)
Case Administration

Bill Date: 09/16/04
Bill Number: 1026526

Disbursement	Date	Vendor/Employee/Dept.	Amount
Car Service Vendor Feeds	07/01/04	Goffman JM	423.30
Car Service Vendor Feeds	08/26/04	Salazar AG	174.01
TOTAL CAR SERVICE VENDOR FEEDS			\$597.31
In-house Reproduction	08/03/04	Copy Center, D	7.10
In-house Reproduction	08/06/04	Copy Center, D	239.30
In-house Reproduction	08/13/04	Copy Center, D	96.80
In-house Reproduction	08/13/04	Copy Center, D	505.30
In-house Reproduction	08/17/04	Copy Center, D	8.90
In-house Reproduction	08/20/04	Copy Center, D	23.30
In-house Reproduction	08/24/04	Copy Center, D	563.50
In-house Reproduction	08/27/04	Copy Center, D	106.00
TOTAL IN-HOUSE REPRODUCTION			\$1,550.20
Telephone Expense	08/27/04	Telecommunications, D	5.29
Telephone Expense	08/27/04	Telecommunications, D	0.15
Telephone Expense	08/27/04	Telecommunications, D	0.52
TOTAL TELEPHONE EXPENSE			\$5.96
Postage	08/13/04	Office Admin, D	3.00
Postage	08/17/04	Office Admin, D	4.15
Postage	08/19/04	Office Admin, D	3.00
Postage	08/20/04	Office Admin, D	15.48
Postage	08/20/04	Office Admin, D	98.60
Postage	08/23/04	Office Admin, D	15.84
Postage	08/30/04	Office Admin, D	7.47
TOTAL POSTAGE			\$147.54
Non-standard/Outside Reproduction	07/22/04	Belmar JJ	55.00
TOTAL NON-STANDARD/OUTSIDE REPRODUCTION			\$55.00
Westlaw	08/12/04	Mancuso N	8.04

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

Disbursement	Date	Vendor/Employee/Dept.	Amount
Westlaw	08/13/04	Morris FD	21.57
Westlaw	08/14/04	Kaplan HB	44.24
		TOTAL WESTLAW	\$73.85
Vendor Hosted Teleconferencing	07/31/04	Teleconferencing Services, LLC	4.22
Vendor Hosted Teleconferencing	07/31/04	Teleconferencing Services, LLC	0.62
Vendor Hosted Teleconferencing	07/31/04	Teleconferencing Services, LLC	29.36
		TOTAL VENDOR HOSTED TELECONFERENCING	\$34.20
Business Meals	07/30/04	Matz TJ	10.00
		TOTAL BUSINESS MEALS	\$10.00
Filing/Court Fees	08/20/04	United States Bankruptcy Court	839.00
Filing/Court Fees	08/20/04	United States Bankruptcy Court	839.00
Filing/Court Fees	08/20/04	United States Bankruptcy Court	839.00
Filing/Court Fees	08/20/04	United States Bankruptcy Court	839.00
		TOTAL FILING/COURT FEES	\$3,356.00
Messengers/ Courier	08/06/04	Dist Serv/Mail/Page, D	16.02
Messengers/ Courier	08/10/04	Dist Serv/Mail/Page, D	21.26
Messengers/ Courier	08/11/04	Dist Serv/Mail/Page, D	21.26
Messengers/ Courier	08/11/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	08/12/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	08/13/04	Dist Serv/Mail/Page, D	23.25
Messengers/ Courier	08/17/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	08/18/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	08/20/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	08/23/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	08/23/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	08/24/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	08/25/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	08/25/04	Dist Serv/Mail/Page, D	11.75

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

Disbursement	Date	Vendor/Employee/Dept.	Amount
Messengers/ Courier	08/25/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	08/25/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	08/26/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	08/31/04	Dist Serv/Mail/Page, D	11.75
		TOTAL MESSENGERS/ COURIER	\$246.29
Court Reporting	08/05/04	Veritext New York Reporting Company L.L.	86.50
Court Reporting	08/10/04	Veritext New York Reporting Company L.L.	108.50
Court Reporting	08/30/04	Veritext New York Reporting Company L.L.	81.00
		TOTAL COURT REPORTING	\$276.00
Outside Research/Internet Services	07/31/04	Law Bulletin	6.25
		TOTAL OUTSIDE RESEARCH/INTERNET SERVICES	\$6.25
Telco-Non Astra	08/12/04	Telecommunications, D	26.38
		TOTAL TELCO-NON ASTRA	\$26.38
Contracted Catering-NY	08/12/04	Goffman JM	1,045.14
Contracted Catering-NY	08/20/04	Goffman JM	298.61
Contracted Catering-NY	08/24/04	Morris FD	89.58
		TOTAL CONTRACTED CATERING-NY	\$1,433.33
Wireless - Mobile/Cellular/Pager	08/05/04	Cingular Wireless	1.50
		TOTAL WIRELESS - MOBILE/CELLULAR/PAGER	\$1.50
		TOTAL MATTER	\$7,819.81

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

RCN Corporation (DIP)
Claims Admin. (General)

Bill Date: 09/16/04
Bill Number: 1026526

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	08/27/04	Telecommunications, D	0.94
Telephone Expense	08/27/04	Telecommunications, D	0.12
Telephone Expense	08/27/04	Telecommunications, D	0.01
TOTAL TELEPHONE EXPENSE			\$1.07
TOTAL MATTER			\$1.07

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

RCN Corporation (DIP)
Creditor Meetings/Statutory Committees

Bill Date: 09/16/04
Bill Number: 1026526

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	08/27/04	Copy Center, D	39.30
		TOTAL IN-HOUSE REPRODUCTION	\$39.30
Telephone Expense	08/27/04	Telecommunications, D	6.05
Telephone Expense	08/27/04	Telecommunications, D	0.15
Telephone Expense	08/27/04	Telecommunications, D	0.59
		TOTAL TELEPHONE EXPENSE	\$6.79
		TOTAL MATTER	\$46.09

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

RCN Corporation (DIP)
Disclosure Statement/Voting Issues

Bill Date: 09/16/04
Bill Number: 1026526

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	08/17/04	Copy Center, D	5.40
In-house Reproduction	08/20/04	Copy Center, D	21.20
In-house Reproduction	08/24/04	Copy Center, D	10.50
		TOTAL IN-HOUSE REPRODUCTION	\$37.10
Telephone Expense	08/27/04	Telecommunications, D	24.73
Telephone Expense	08/27/04	Telecommunications, D	0.70
Telephone Expense	08/27/04	Telecommunications, D	2.31
		TOTAL TELEPHONE EXPENSE	\$27.74
Lexis/Nexis	08/19/04	Baroni ML	450.45
		TOTAL LEXIS/NEXIS	\$450.45
Westlaw	08/14/04	Bovshow B	57.59
		TOTAL WESTLAW	\$57.59
		TOTAL MATTER	\$572.88

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

RCN Corporation (DIP)
Employee Matters (General)

Bill Date: 09/16/04
Bill Number: 1026526

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	08/27/04	Telecommunications, D	2.41
Telephone Expense	08/27/04	Telecommunications, D	0.03
Telephone Expense	08/27/04	Telecommunications, D	0.23
TOTAL TELEPHONE EXPENSE			\$2.67
TOTAL MATTER			\$2.67

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

RCN Corporation (DIP)
Financing (DIP and Emergence)

Bill Date: 09/16/04
Bill Number: 1026526

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	08/27/04	Telecommunications, D	1.25
Telephone Expense	08/27/04	Telecommunications, D	0.03
Telephone Expense	08/27/04	Telecommunications, D	0.14
TOTAL TELEPHONE EXPENSE			\$1.42
TOTAL MATTER			\$1.42

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

RCN Corporation (DIP)
Insurance

Bill Date: 09/16/04
Bill Number: 1026526

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	08/27/04	Telecommunications, D	0.04
Telephone Expense	08/27/04	Telecommunications, D	0.01
TOTAL TELEPHONE EXPENSE			\$0.05
TOTAL MATTER			\$0.05

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

RCN Corporation (DIP)
Leases (Real Property)

Bill Date: 09/16/04
Bill Number: 1026526

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	08/27/04	Telecommunications, D	0.01
Telephone Expense	08/27/04	Telecommunications, D	0.01
TOTAL TELEPHONE EXPENSE			\$0.02
TOTAL MATTER			\$0.02

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

RCN Corporation (DIP)
Litigation (General)

Bill Date: 09/16/04
Bill Number: 1026526

Disbursement	Date	Vendor/Employee/Dept.	Amount
Air/Rail Travel - vendor feed	08/10/04	Morris FD	1,217.13
Air/Rail Travel - vendor feed	08/11/04	Davis EM	-64.09
Air/Rail Travel - vendor feed	08/11/04	Davis EM	218.19
Air/Rail Travel - vendor feed	08/11/04	Davis EM	439.24
Air/Rail Travel - vendor feed	08/12/04	Davis EM	-44.00
Air/Rail Travel - vendor feed	08/12/04	Davis EM	195.00
Air/Rail Travel - vendor feed	08/12/04	Davis EM	99.00
		TOTAL AIR/RAIL TRAVEL - VENDOR FEED	\$2,060.47
Car Service Vendor Feeds	08/26/04	Epstein J	191.40
Car Service Vendor Feeds	08/27/04	Epstein J	210.12
Car Service Vendor Feeds	08/27/04	Salazar AG	150.45
		TOTAL CAR SERVICE VENDOR FEEDS	\$551.97
In-house Reproduction	08/13/04	Copy Center, D	2.10
In-house Reproduction	08/17/04	Copy Center, D	11.20
In-house Reproduction	08/18/04	Copy Center, D	27.30
In-house Reproduction	08/20/04	Copy Center, D	5.20
In-house Reproduction	08/20/04	Copy Center, D	9.50
In-house Reproduction	08/24/04	Copy Center, D	27.10
		TOTAL IN-HOUSE REPRODUCTION	\$82.40
Telephone Expense	08/27/04	Telecommunications, D	12.46
Telephone Expense	08/27/04	Telecommunications, D	0.37
Telephone Expense	08/27/04	Telecommunications, D	1.20
		TOTAL TELEPHONE EXPENSE	\$14.03

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

Disbursement	Date	Vendor/Employee/Dept.	Amount
Non-standard/Outside Reproduction	08/16/04	Discovery Video Services	30.00
		TOTAL NON-STANDARD/OUTSIDE REPRODUCTION	\$30.00
Westlaw	08/16/04	Desgrosseillier ML	133.36
Westlaw	08/17/04	Desgrosseillier ML	257.05
		TOTAL WESTLAW	\$390.41
Reproduction - color	08/29/04	Copy Center, D	4.00
		TOTAL REPRODUCTION - COLOR	\$4.00
Out-of-Town Travel	08/06/04	Ory SS	592.58
Out-of-Town Travel	08/10/04	Morris FD	333.21
Out-of-Town Travel	08/10/04	Morris FD	5.00
Out-of-Town Travel	08/11/04	Morris FD	12.00
Out-of-Town Travel	08/11/04	Morris FD	37.00
Out-of-Town Travel	08/24/04	Geisler ML	7.00
Out-of-Town Travel	08/25/04	Geisler ML	5.00
Out-of-Town Travel	08/26/04	Geisler ML	9.80
Out-of-Town Travel	08/26/04	Geisler ML	5.00
Out-of-Town Travel	08/27/04	Geisler ML	9.80
		TOTAL OUT-OF-TOWN TRAVEL	\$1,016.39
Other Professional Fees	08/05/04	Legal Assistants, Inc.	60.00
Other Professional Fees	08/16/04	Legal Assistants, Inc.	65.00
Other Professional Fees	08/26/04	Sasm&F Delaware	55.21
Other Professional Fees	08/26/04	Sasm&F Delaware	44.88
Other Professional Fees	08/26/04	Sasm&F Delaware	451.60
		TOTAL OTHER PROFESSIONAL FEES	\$676.69
Messengers/ Courier	08/12/04	Dist Serv/Mail/Page, D	10.75
Messengers/ Courier	08/17/04	Dist Serv/Mail/Page, D	10.18
Messengers/ Courier	08/20/04	Dist Serv/Mail/Page, D	22.18
Messengers/ Courier	08/22/04	Parcels Inc.	276.00
Messengers/ Courier	08/30/04	Dist Serv/Mail/Page, D	28.79
Messengers/ Courier	08/30/04	Dist Serv/Mail/Page, D	48.15

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

Disbursement	Date	Vendor/Employee/Dept.	Amount
Messengers/ Courier	08/30/04	Dist Serv/Mail/Page, D	22.65
Messengers/ Courier	08/30/04	Dist Serv/Mail/Page, D	43.97
Messengers/ Courier	08/31/04	Office Admin, D	8.00
Messengers/ Courier	08/31/04	Dist Serv/Mail/Page, D	18.26
Messengers/ Courier	08/31/04	Dist Serv/Mail/Page, D	46.41
		TOTAL MESSENGERS/ COURIER	\$535.34
Out-of-Town Meals	08/10/04	Morris FD	47.25
Out-of-Town Meals	08/11/04	Morris FD	6.07
		TOTAL OUT-OF-TOWN MEALS	\$53.32
Court Reporting	06/22/04	Veritext New York Reporting Company L.L.	423.09
		TOTAL COURT REPORTING	\$423.09
Contracted Catering-NY	08/18/04	Morris FD	895.83
		TOTAL CONTRACTED CATERING-NY	\$895.83
		TOTAL MATTER	\$6,733.94

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

**RCN Corporation (DIP)
Nonworking Travel Time**

**Bill Date: 09/16/04
Bill Number: 1026526**

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	08/27/04	Telecommunications, D	1.69
Telephone Expense	08/27/04	Telecommunications, D	0.03
Telephone Expense	08/27/04	Telecommunications, D	0.17
TOTAL TELEPHONE EXPENSE			\$1.89
TOTAL MATTER			\$1.89

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

RCN Corporation (DIP)
Regulatory and SEC Matters

Bill Date: 09/16/04
Bill Number: 1026526

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	08/13/04	Copy Center, D	64.30
		TOTAL IN-HOUSE REPRODUCTION	\$64.30
Telephone Expense	08/27/04	Telecommunications, D	5.09
Telephone Expense	08/27/04	Telecommunications, D	0.14
Telephone Expense	08/27/04	Telecommunications, D	0.50
		TOTAL TELEPHONE EXPENSE	\$5.73
CLR/Disclosure	07/31/04	Global Securities	180.32
		TOTAL CLR/DISCLOSURE	\$180.32
		TOTAL MATTER	\$250.35

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

RCN Corporation (DIP)
Reorganization Plan/Plan Sponsors

Bill Date: 09/16/04
Bill Number: 1026526

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	08/13/04	Copy Center, D	167.70
In-house Reproduction	08/20/04	Copy Center, D	6.60
In-house Reproduction	08/27/04	Copy Center, D	135.90
TOTAL IN-HOUSE REPRODUCTION			\$310.20
Telephone Expense	08/27/04	Telecommunications, D	19.07
Telephone Expense	08/27/04	Telecommunications, D	0.52
Telephone Expense	08/27/04	Telecommunications, D	1.83
TOTAL TELEPHONE EXPENSE			\$21.42
Lexis/Nexis	08/13/04	Agarwal K	185.03
TOTAL LEXIS/NEXIS			\$185.03
Westlaw	08/11/04	Toussi S	326.36
TOTAL WESTLAW			\$326.36
Messengers/ Courier	08/14/04	Dist Serv/Mail/Page, D	21.26
Messengers/ Courier	08/26/04	Dist Serv/Mail/Page, D	21.26
Messengers/ Courier	08/27/04	Dist Serv/Mail/Page, D	21.26
TOTAL MESSENGERS/ COURIER			\$63.78
CLR/Disclosure	07/31/04	Global Securities	17.38
TOTAL CLR/DISCLOSURE			\$17.38
TOTAL MATTER			\$924.17

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

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

**Bill Date: 09/16/04
Bill Number: 1026526**

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	08/27/04	Telecommunications, D	0.08
Telephone Expense	08/27/04	Telecommunications, D	0.02
TOTAL TELEPHONE EXPENSE			\$0.10
TOTAL MATTER			\$0.10

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

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

Bill Date: 09/16/04
Bill Number: 1026526

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	08/13/04	Copy Center, D	15.80
In-house Reproduction	08/24/04	Copy Center, D	125.20
TOTAL IN-HOUSE REPRODUCTION			\$141.00
Telephone Expense	08/27/04	Telecommunications, D	4.14
Telephone Expense	08/27/04	Telecommunications, D	0.12
Telephone Expense	08/27/04	Telecommunications, D	0.39
TOTAL TELEPHONE EXPENSE			\$4.65
Postage	08/20/04	Office Admin, D	15.80
TOTAL POSTAGE			\$15.80
TOTAL MATTER			\$161.45

~~SWIDEN~~ ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Corporation (DIP)
Mention/Fee Matters/Objections (Others)

Bill Date: 09/16/04
Bill Number: 1026526

Assessment	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	08/27/04	Telecommunications, D	4.15
Telephone Expense	08/27/04	Telecommunications, D	0.12
Telephone Expense	08/27/04	Telecommunications, D	0.39
TOTAL TELEPHONE EXPENSE			\$4.66
TOTAL MATTER			\$4.66

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

RCN Corporation (DIP)
Tax Matters

Bill Date: 09/16/04
Bill Number: 1026526

Disbursement	Date	Vendor/Employee/Dept.	Amount
Air/Rail Travel - vendor feed	06/02/04	Miller MM	-678.20
Air/Rail Travel - vendor feed	06/02/04	Miller MM	-1,334.90
		TOTAL AIR/RAIL TRAVEL - VENDOR FEED	\$-2,013.10
In-house Reproduction	08/20/04	Copy Center, D	0.60
In-house Reproduction	08/24/04	Copy Center, D	1.00
In-house Reproduction	08/27/04	Copy Center, D	52.40
		TOTAL IN-HOUSE REPRODUCTION	\$54.00
Telephone Expense	08/27/04	Telecommunications, D	1.89
Telephone Expense	08/27/04	Telecommunications, D	0.03
Telephone Expense	08/27/04	Telecommunications, D	0.21
		TOTAL TELEPHONE EXPENSE	\$2.13
Telco-Non Astra	08/09/04	Telecommunications, D	8.80
		TOTAL TELCO-NON ASTRA	\$8.80
		TOTAL MATTER	\$-1,948.17

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

RCN Corporation (DIP)
Utilities

Bill Date: 09/16/04
Bill Number: 1026526

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	08/27/04	Telecommunications, D	0.58
		TOTAL TELEPHONE EXPENSE	\$0.58
		TOTAL MATTER	\$0.58
		TOTAL CLIENT	\$17,771.21