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Jean L. Kiddoo
Elise Scherr Frejka (ESF-6896)

Hearing Date: November 16, 2004 at 10:00 A.M.
Objection Deadline: November 12, 2004 at 4:00 PM

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

**SUMMARY SHEET PURSUANT TO UNITED STATES TRUSTEE GUIDELINES
FOR REVIEWING APPLICATIONS FOR COMPENSATION
AND REIMBURSEMENT OF EXPENSES FILED UNDER 11 U.S.C. § 330**

FIRST INTERIM APPLICATION

NAME OF APPLICANT: Swidler Berlin Shereff Friedman, LLP

TIME PERIOD: May 27, 2004 through and including September 30, 2004

ROLE IN CASE: Special Regulatory Counsel

DATE OF RETENTION June 22, 2004 *nunc pro tunc* to May 27, 2004

CURRENT APPLICATION:

| | |
|---------------------|-------------|
| Fees Requested: | \$83,335.75 |
| Expenses Requested: | \$1,694.31 |

PRIOR APPLICATIONS:

| | |
|--------------------------------|--------|
| Fees Previously Requested: | \$0.00 |
| Fees Previously Awarded: | \$0.00 |
| Expenses Previously Requested: | \$0.00 |
| Expenses Previously Awarded: | \$0.00 |

EXHIBIT D

ATTORNEY TIME DETAIL

| Date | Task Code | Initials | Description | Hours | Rate | Amount |
|-------------|------------------|-----------------|--|--------------|-------------|---------------|
| 5/27/04 | Regulatory | ADL | Teleconferences (2) with D. McCourt (.8); answer inquiries (.6); teleconference with D. Royster (.4); review orders, Notices (.2). | 2.00 | \$540.00 | \$1,080.00 |
| 5/28/04 | Regulatory | ADL | Teleconference with D. McCourt (.2); teleconference with D. Royster (.3); review and comment on bankruptcy documents, and disclosures (.5). | 1.00 | 540.00 | 540.00 |
| 5/28/04 | Regulatory | JLK | Telephone call with D. Royster re retention issues, project status and follow-up correspondence with D. Royster, D. Kortrey, and R. Morris re same (1.0) | 1.00 | 505.00 | 505.00 |
| 5/30/04 | Regulatory | ADL | Follow up D. McCourt/D. Royster teleconferences (.4); address post filing issues (.5); notes (.1). | 1.00 | 540.00 | 540.00 |
| 6/7/04 | Regulatory | RAG | Telephone conferences with D. Royster and Bradshaw (.7); review 8-K (1.0); blowup letter (.6); confidentiality agreement (.7). | 3.00 | 520.00 | 1,560.00 |
| 6/8/04 | Regulatory | GA | Conference re R. Goldberg re disclosure issues. (.3) | 0.30 | 520.00 | 156.00 |
| 6/8/04 | Regulatory | RAG | Telephone conferences with Bradshaw (.5); data room index (.9); 8-K (.6). | 2.00 | 520.00 | 1,040.00 |
| 6/8/04 | Regulatory | SMZ | Conference with R. Goldberg re disclosure issues (.4). | 0.40 | 520.00 | 208.00 |
| 6/9/04 | Regulatory | RAG | Telephone conferences with Bradshaw (.5); comment on 8-K (1.0). | 1.50 | 520.00 | 780.00 |
| 6/9/04 | Regulatory | JLK | Telephone call with D. Kortrey re special regulatory counsel invoices (.3). | 0.30 | 505.00 | 151.50 |
| 6/14/04 | Regulatory | ADL | Review and prepare for D. McCourt meeting (.5). | 0.50 | 540.00 | 270.00 |
| 6/21/04 | Regulatory | JLK | Conference call with J. Dubel, D. Royster, et al re restructuring issues, strategy, timing (1.1). | 1.10 | 505.00 | 555.50 |

| Date | Task Code | Initials | Description | Hours | Rate | Amount |
|-------------|------------------|-----------------|---|--------------|-------------|---------------|
| 7/1/04 | Regulatory | ADL | Follow up on D. McCourt issues (.5); RCN note (.2). | 0.70 | 540.00 | 378.00 |
| 7/2/04 | Regulatory | JLK | Correspondence with R. Morris and related research re liquidation analysis precedent (.4); prepare memorandum to D. Royster and T. Steel re plan and disclosure statement (.3). | 0.70 | 505.00 | 353.50 |
| 7/6/04 | Regulatory | ADL | Address RCN entrance facility issues (.3); confer with P. D. (.1); bankruptcy issues (.3). | 0.70 | 540.00 | 378.00 |
| 7/7/04 | Regulatory | ADL | Teleconference with D. McCourt (.2); address fiber issues (.2); regulatory issues (.1). | 0.50 | 540.00 | 270.00 |
| 7/7/04 | Regulatory | JLK | Telephone calls to R. Morris re Plan and Disclosure Statement issues (.3). | 0.30 | 505.00 | 151.50 |
| 7/7/04 | Regulatory | MRB | Review of compensation procedures (.2); review of monthly statement for May (.2); initial preparations for finalizing and filing June monthly statement.(.6). | 1.00 | 175.00 | 175.00 |
| 7/8/04 | Regulatory | JLK | Telephone call with P. Passanante re invoices for special regulatory counsel representation (.2); telephone call with R. Morris re Plan and Disclosure Statement issues, schedule (.5). | 0.70 | 505.00 | 353.50 |
| 7/8/04 | Regulatory | MRB | Follow-up re proper format for submission of monthly statements (.1). | 0.10 | 175.00 | 17.50 |
| 7/9/04 | Regulatory | JLK | Review and revise draft disclosure statement (.9). | 0.90 | 505.00 | 454.50 |
| 7/19/04 | Regulatory | JLK | Review regulatory issues and revise draft credit agreement with Deutsche Bank (1.3). | 1.30 | 505.00 | 656.50 |
| 7/21/04 | Regulatory | ADL | Review and comment on RCN announcement (.3); teleconference with D. McCourt (.2). | 0.50 | 540.00 | 270.00 |
| 7/21/04 | Regulatory | JLK | Review credit agreement, disclosure statement (.9). | 0.90 | 505.00 | 454.50 |

| Date | Task Code | Initials | Description | Hours | Rate | Amount |
|-------------|------------------|-----------------|---|--------------|-------------|---------------|
| 7/22/04 | Regulatory | JLK | Telephone call with D. Royster re regulatory implications of subsidiary bankruptcies and telephone call/follow up correspondence with D. Panahy and D. Sullivan (Milbank) re same (1.7). | 1.70 | 505.00 | 858.50 |
| 7/23/04 | Regulatory | JLK | Conference call with D. Dunne, D. Panahy and D. Sullivan (Milbank), J. Goffman and R. Morris (Skadden) and D. Royster re regulatory issues raised by subsidiary bankruptcy filings and follow up research re same (1.2). | 1.20 | 505.00 | 606.00 |
| 7/26/04 | Regulatory | JLK | Telephone call with T. Steel re regulatory issues, timing impact raised by subsidiary bankruptcy (.4); telephone call with D. Royster and R. Clemons re conference call with CTA (.2); telephone call with D. Royster re subsidiary bankruptcy issues, responses (.3); conference call with J. Dubel, D. Royster, CTA, Milbank re franchise issues and follow up re same (1.9); telephone calls with D. Royster, R. Morris, T. Steel and D. Hankin re franchise issues (.5); prepare materials, research status for meeting with CTA, Milbank Tweed, Winston Strawn, et al (2.4). | 5.70 | 505.00 | 2,878.50 |
| 7/26/04 | Regulatory | LED | Conferences with J. Kiddoo re status of franchise amendments, in preparation for meeting with bankruptcy counsel (.8); compile amendment documents for CA, PA, and MA markets, and prepare status report (2.1). | 2.90 | 390.00 | 1,131.00 |
| 7/27/04 | Regulatory | JLK | Prepare for and attend client meetings and meetings with Creditor's Committee re franchises, subsidiary bankruptcies (10.2). | 10.20 | 505.00 | 5,151.00 |

| Date | Task Code | Initials | Description | Hours | Rate | Amount |
|-------------|------------------|-----------------|--|--------------|-------------|---------------|
| 7/28/04 | Regulatory | JLK | Meetings with A. Fasola, B. Bostrum, D. McCourt, D. Royster, J. Goffman, et al re plan of reorganization/disclosure statement, subsidiary bankruptcy, other issues and prepare draft memorandum to Board of Directors re Chicago strategy and timing and summary chart for creditors re franchise project (4.4). | 4.40 | 505.00 | 2,222.00 |
| 7/28/04 | Regulatory | JLK | Travel to DC from meetings in NY (non-working travel time billed at 1/2 standard rate) (2.4). | 2.40 | 252.50 | 606.00 |
| 7/29/04 | Regulatory | JLK | Prepare chart of franchise project status for A. Fasola, creditors (1.7); research re information needed for Creditor Committee lock up agreement and prepare memorandum to R. Morris re same (.4). | 2.10 | 505.00 | 1,060.50 |
| 7/30/04 | Regulatory | JLK | Review and revise draft memorandum to the Board of Directors re franchise issues and discuss same with D. Royster (1.7). | 1.70 | 505.00 | 858.50 |
| 7/30/04 | Regulatory | LED | Research, review and revise entries in draft 10-Q re pending legal proceedings (.9); compose e-mail to and telephone conference with D. Royster re same (.3); research and draft additional section for 10-Q re dispute with Daly City, CA (.5); compose e-mail to D. Royster, T. Steel, D. Hankin re same (.2). | 1.90 | 390.00 | 741.00 |
| 8/2/04 | Regulatory | JLK | Telephone call with R. Morris re plan of reorganization and disclosure statement and review draft plan (.4). | 0.40 | 505.00 | 202.00 |

| Date | Task Code | Initials | Description | Hours | Rate | Amount |
|-------------|------------------|-----------------|--|--------------|-------------|---------------|
| 8/3/04 | Regulatory | JLK | Telephone call with D. Royster re Optel bankruptcy and follow up with J. Goffman and H. Goldberg (Optel regulatory counsel) re Optel regulatory issues, and prepare memorandum to H. Goldberg re Optel bankruptcy approvals (1.3); review and revise regulatory sections of draft plan of reorganization and disclosure statement and research for same (1.2). | 2.50 | 505.00 | 1,262.50 |
| 8/4/04 | Regulatory | JLK | Prepare for and attend Board meeting re status of franchise negotiations, Chicago bankruptcy (4.5). | 4.50 | 505.00 | 2,272.50 |
| 8/5/04 | Chicago | JLK | Telephone call with D. Royster re Chicago filing, press release, and follow up re notice to City, Travelers, discovery requests (1.1). | 1.10 | 505.00 | 555.50 |
| 8/5/04 | Regulatory | LED | Telephone conference with F. Morris, Skadden, re RCN Chicago bankruptcy filing (.3); telephone call to F. Caufield, Travelers, re same and re TRO hearing (.3); conference with J. Kiddoo re next steps (.4); telephone conference with K. Smoot re preparation for TRO hearing (.3); review draft document requests to City of Chicago (.6); research factual background, chronology, for document requests (.7); compose e-mail to Skadden providing detailed comments on, corrections to, draft document requests (.3). | 2.90 | 390.00 | 1,131.00 |
| 8/6/04 | Chicago | JLK | Telephone call with R. Morris re injunction hearing, discovery, schedule and follow up meeting with D. Royster and D. Hankin re same (.6); notice to Travelers re hearing, briefing schedule (.1). | 0.70 | 505.00 | 353.50 |

| Date | Task Code | Initials | Description | Hours | Rate | Amount |
|-------------|------------------|-----------------|---|--------------|-------------|---------------|
| 8/6/04 | Chicago | LED | Conference re outcome of request for TRO against City of Chicago, agreement with City to standstill re performance bonds (.3); telephone conference with F. Caufield, Travelers, re same, and re status (.2). | 0.50 | 390.00 | 195.00 |
| 8/10/04 | Regulatory | ADL | Follow up re RCN bankruptcy regulatory issue (.3); inquiries re same (.2). | 0.50 | 540.00 | 270.00 |
| 8/10/04 | Chicago | JLK | Review and revise draft discovery requests and discuss same with E. Davis (.6); meeting with A. Fasola and D. Royster re Chicago litigation/settlement strategy (1.3). | 1.90 | 505.00 | 959.50 |
| 8/10/04 | Chicago | JLK | Non-working travel time (billed at 1/2 standard rate) (5.5). | 5.50 | 505.00 | 2,777.50 |
| 8/11/04 | Chicago | JLK | Meeting with A. Fasola and D. Royster re Chicago status and litigation/bankruptcy strategy (1.1); meeting with A. Fasola, D. Royster, Skadden, Winston and Ungharetti re Chicago strategy and follow up with D. Royster re same (3.9); review and revise draft notices of depositions and document requests and discuss with S. Ory (.4). | 5.40 | 505.00 | 2,727.00 |
| 8/11/04 | Chicago | JLK | Non-working travel time (billed at 1/2 standard rate) (4.4). | 4.40 | 252.50 | 1,111.00 |
| 8/12/04 | Regulatory | ADL | Address RCN regulatory/bankruptcy issues; (.2); RCN investor issue (.3). | 0.50 | 540.00 | 270.00 |
| 8/12/04 | Regulatory | JLK | Telephone call with R. Leib (Price Waterhouse) re 10Q report on Chicago status (.4). | 0.40 | 505.00 | 202.00 |
| 8/13/04 | Chicago | JLK | Correspondence to/from K. Smoot and P. Thompson re non-disclosure agreement, document production (.2). | 0.20 | 505.00 | 101.00 |
| 8/17/04 | Regulatory | ADL | Address RCN bankruptcy, restructuring inquiries (.5). | 0.50 | 540.00 | 270.00 |

| Date | Task Code | Initials | Description | Hours | Rate | Amount |
|-------------|------------------|-----------------|--|--------------|-------------|---------------|
| 8/17/04 | Chicago | JLK | Conference call with D. Royster, J. Cari, E. Davis, et al re litigation/settlement strategy (.7); meeting with P. Acquino re Chicago franchise status (.7). | 1.40 | 505.00 | 707.00 |
| 8/17/04 | Regulatory | MRB | Check status of preparation of July monthly fee statement (.1). | 0.10 | 175.00 | 17.50 |
| 8/18/04 | Regulatory | ADL | Teleconference with D. Royster (.2); address and follow up re RCN restructuring issues (.8). | 1.00 | 540.00 | 540.00 |
| 8/18/04 | Regulatory | JLK | Telephone calls with D. Royster re status of franchise amendment progress, report to creditors (.6); conference call with J. Dubel, A. Fasola, D. Royster, Skadden, Creditors re reorganization progress, status of franchise amendments, Chicago litigation (.8); review and revise draft Plan of Reorganization and Disclosure Statement regulatory and litigation sections (3.5). | 4.90 | 505.00 | 2,474.50 |
| 8/19/04 | Regulatory | JLK | Review and revise draft Disclosure Statement and Plan of Reorganization and telephone calls with D. Royster re changes to same (12.7). | 12.70 | 505.00 | 6,413.50 |
| 8/19/04 | Regulatory | RMB | Review, comment on regulatory section of Disclosure Statement (.8). | 0.80 | 495.00 | 396.00 |
| 8/19/04 | Regulatory | MRB | Follow-up re preparation of July fee statement (.2). | 0.20 | 175.00 | 35.00 |
| 8/20/04 | Regulatory | JLK | Review and revise latest draft Plan of Reorganization and Disclosure Statement (.8). | 0.80 | 505.00 | 404.00 |
| 8/24/04 | Regulatory | ADL | Review and comment on RCN reorganization plan (.5); consider follow up issues (.5). | 1.00 | 540.00 | 540.00 |

| Date | Task Code | Initials | Description | Hours | Rate | Amount |
|-------------|------------------|-----------------|--|--------------|-------------|---------------|
| 8/24/04 | Chicago | JLK | Attend conference call with D. Royster, K. Smoot, J. Cari, P. Thompson, T. Clark, et al re litigation status, settlement negotiations (.5). | 0.50 | 505.00 | 252.50 |
| 8/25/04 | Regulatory | ADL | Follow up re reorganization issues (.5). | 0.50 | 540.00 | 270.00 |
| 8/25/04 | Regulatory | JLK | Telephone call with S. Toussi (Skadden) re supplemental disclosure statement, changes to regulatory section (.3); review and revise disclosure statement (.4). | 0.70 | 505.00 | 353.50 |
| 8/26/04 | Regulatory | JLK | Review Disclsoure Statement and revise regulatory section for supplement (2.4). | 2.40 | 505.00 | 1,212.00 |
| 8/26/04 | Regulatory | LED | Review legal and regulatory section of revised disclosure statement, and conference re edits required to same (.9). | 0.90 | 390.00 | 351.00 |
| 8/27/04 | Regulatory | JLK | Review and revise Disclosure Statement, prepare memorandum to T. Matz, S. Toussi re changes to regulatory section and telephone call with S. Toussi re same (2.2) | 2.20 | 505.00 | 1,111.00 |
| 8/30/04 | Regulatory | JLK | Further review and revise disclosure statement and send copy to P. Bradshaw (.3) | 0.30 | 505.00 | 151.50 |
| 8/31/04 | Regulatory | ADL | Address RCN bankruptcy, regulatory issues (.5). | 0.50 | 540.00 | 270.00 |
| 8/31/04 | Chicago | JLK | Conference call with D. Royster, K. Smoot, J. Cari, P. Thompson, S. Ory, E. Davis, and T. Clark re settlement discussions, continuance of litigation and follow up telephone call with D. Royster re same (1.1). | 1.10 | 505.00 | 555.50 |
| 9/1/04 | Regulatory | JLK | Review supplemental Disclosure Statement and telephone calls with S. Toussi re failure to include regulatory changes (.9). | 0.90 | 505.00 | 454.50 |

| Date | Task Code | Initials | Description | Hours | Rate | Amount |
|-------------|------------------|-----------------|---|--------------|-------------|---------------|
| 9/1/04 | Chicago | JLK | Conference call with D. Royster, K. Smoot, T. Fox, M. DeGrosseliers, S. Ory, E. Davis, and T. Clark re status of discussions with Greenberg, City of Chicago (.4). | 0.40 | 505.00 | 202.00 |
| 9/1/04 | Chicago | LED | Telephone conference with R. Scott (Comcast) re oral argument in cable modem fees case (.3). | 0.30 | 390.00 | 117.00 |
| 9/2/04 | Regulatory | JLK | Review and revise regulatory section of draft Disclosure Statement, send changes to S. Toussi and T. Matz and telephone call with D. Royster re same (1.1). | 1.10 | 505.00 | 555.50 |
| 9/2/04 | Chicago | JLK | Telephone calls with K. Smoot re litigation status, strategy, settlement negotiations (.3); conference call with D. Royster, P. Thompson, T. Clark, E. Davis, S. Ory re discussions with City of Chicago re settlement and follow up telephone call with D. Royster re same (.8). | 1.10 | 505.00 | 555.50 |
| 9/3/04 | Chicago | JLK | Conference call with D. Royster, K. Smoot, T. Steel, J. Cari, P. Thompson, and Skadden team re settlement discussions, progress and follow up with D. Royster re Chicago meeting (.9). | 0.90 | 505.00 | 454.50 |
| 9/3/04 | Chicago | LED | Consult 7th Circuit clerk re providing notice re counsel for oral argument (.2); draft letter to clerk, 7th Circuit, re non-attendance at oral argument in cable modem fees case (.4); conference re service of same (.1). | 0.70 | 390.00 | 273.00 |
| 9/7/04 | Chicago | JLK | Review local origination payment issue, obligations and telephone call with K. Smoot re same (1.6). | 1.60 | 505.00 | 808.00 |
| 9/7/04 | Chicago | CAR | Review letter to Court in City of Chicago case and sign (.3). | 0.30 | 385.00 | 115.50 |

| Date | Task Code | Initials | Description | Hours | Rate | Amount |
|-------------|------------------|-----------------|---|--------------|-------------|---------------|
| 9/8/04 | Regulatory | JLK | Review and revise draft regulatory section of Disclosure Statement and Plan and telephone call/correspondence with S. Toussiere same (2.8). | 2.80 | 505.00 | 1,414.00 |
| 9/9/04 | Regulatory | JLK | Correspondence re revised disclosure statement (.3). | 0.30 | 505.00 | 151.50 |
| 9/9/04 | Chicago | JLK | Telephone call with D. Royster re Chicago meeting and follow up re same (.6). | 0.60 | 505.00 | 303.00 |
| 9/10/04 | Chicago | JLK | Meeting with D. Royster, T. McKay, K. Smoot, J. Cari, P. Thompson, E. Davis and S. Ory re strategy for meetings with City and attend meetings with City re settlement, applicability of automatic stay to Cable Modem litigation (6.7). | 6.70 | 505.00 | 3,383.50 |
| 9/10/04 | Chicago | LED | Telephone conference with bankruptcy counsel with J. Kiddoo re affect of automatic stay on cable modem fees litigation in 7th Circuit (.4). | 0.40 | 390.00 | 156.00 |
| 9/10/04 | Chicago | JLK | Non-working travel time (billed at 1/2 standard rate) (7.1). | 7.10 | 252.50 | 1,792.75 |
| 9/11/04 | Regulatory | ADL | Review RCN bankruptcy issue (.3); follow up re inquiries (.2). | 0.50 | 540.00 | 270.00 |
| 9/13/04 | Chicago | JLK | Review and respond to correspondence re automatic stay waiver for cable modem fee 7th Circuit litigation (.8). | 0.80 | 505.00 | 404.00 |
| 9/13/04 | Chicago | LED | Review motion for relief from automatic stay in bankruptcy to allow 7th Circuit appeal of cable modem fees litigation to proceed, and stipulation and order in appeal of denial of petition for modification of Chicago franchises (.4); conference re same (.2). | 0.60 | 390.00 | 234.00 |

| Date | Task Code | Initials | Description | Hours | Rate | Amount |
|-------------|------------------|-----------------|---|--------------|-------------|---------------|
| 9/14/04 | Chicago | JLK | Telephone call with E. Davis re settlement strategy (.8); conference call with D. Royster, K. Smoot, T. Steel, J. Cari, P. Thompson, and E. Davis re settlement offer and follow up conference call with D. Royster and E. Davis re same (1.1). | 1.90 | 505.00 | 959.50 |
| 9/14/04 | Chicago | LED | Conferences re status of request for modification of automatic stay to enable litigation in cable modem fees case to proceed (.3); telephone call to R. Scott, counsel for Comcast, re same and re oral argument (.1). | 0.40 | 390.00 | 156.00 |
| 9/14/04 | Chicago | CAR | Teleconference with E. Dieterich re Bankruptcy Court petition for modification of automatic stay re 7th Circuit case (.2). | 0.20 | 385.00 | 77.00 |
| 9/16/04 | Chicago | LED | Review, reply to, and forward e-mail correspondence from R. Scott (Comcast) re oral argument in cable modem fees case before 7th Circuit (.3). | 0.30 | 390.00 | 117.00 |
| 9/17/04 | Regulatory | ADL | Answer RCN inquiry (.2); bankruptcy/regulatory issues (.3). | 0.50 | 540.00 | 270.00 |
| 9/17/04 | Chicago | JLK | Conference call with D. Royster, K. Smoot, T. McKay, J. Cari, P. Thompson, and E. Davis re strategy for Chicago settlement conference (1.1); conference call with J. Dubel, P. Acquino, D. Royster et al re settlement terms (.8). | 1.90 | 505.00 | 959.50 |
| 9/17/04 | Chicago | CAR | Review report of B. Scott re oral argument in Chicago Cable Modem case (.2). | 0.20 | 385.00 | 77.00 |
| 9/21/04 | Chicago | JLK | Conference call with J. Dubel, A. Fasola, D. Royster, J. Cari, et al re settlement strategy, offer and follow up call with D. Royster re same (.9). | 0.90 | 505.00 | 454.50 |

| Date | Task Code | Initials | Description | Hours | Rate | Amount |
|-------------|------------------|-----------------|---|--------------|-------------|---------------|
| 9/21/04 | Chicago | LED | Review e-mail correspondence re bankruptcy court order modifying automatic stay to allow cable modem fees case appeal to proceed (.3); research rules and draft notice to 7th Circuit re same (.6); conferences re filing same (.2). | 1.10 | 390.00 | 429.00 |
| 9/22/04 | Regulatory | JLK | Telephone call with D. Royster re Disclosure Statement and follow up with T. Matz re same (.4); review and revise supplemental Disclosure Statement (2.2). | 2.60 | 505.00 | 1,313.00 |
| 9/22/04 | Chicago | JLK | Review settlement issues, strategy (.5). | 0.50 | 505.00 | 252.50 |
| 9/23/04 | Regulatory | JLK | Review and revise draft supplemental Disclosure Statement (2.7); further revise draft Disclosure Statement, send same to T. Matz and S. Toussi, and discuss changes with T. Steel and D. Royster (.5). | 3.20 | 505.00 | 1,616.00 |
| 9/23/04 | Chicago | LED | Review, and conference re responding to, message from F. Caufield (Travelers) re status of litigation re petition for modification of Chicago franchises (.4); obtain bankruptcy court order modifying stay (.2); revise and finalize notice to 7th Circuit re same (.1). | 0.70 | 390.00 | 273.00 |
| 9/23/04 | Chicago | CAR | Review sign and send correspondence to court in connection with modification of automatic stay (.3). | 0.30 | 385.00 | 115.50 |
| 9/24/04 | Regulatory | JLK | Review and revise latest draft of Disclosure Statement circulated by T. Matz and send changes to Skadden and client (2.6). | 2.60 | 505.00 | 1,313.00 |

| Date | Task Code | Initials | Description | Hours | Rate | Amount |
|-------------|------------------|-----------------|--|--------------|-------------|---------------|
| 9/24/04 | Chicago | JLK | Telephone call with D. Royster re settlement agreement, documentation and review correspondence re same (.7); review term sheet and discuss same with D. Royster (.3). | 1.00 | 505.00 | 505.00 |
| 9/24/04 | Chicago | LED | Conference re status of litigation re petition for modification with City of Chicago (.2); telephone conference with E. Davis re entry of standstill order (.3); telephone call to F. Caufield (Travelers) re same (.1). | 0.60 | 390.00 | 234.00 |
| 9/26/04 | Regulatory | JLK | Telephone call with D. Hankin re changes to draft supplemental Disclosure Statement and revise same (1.3); telephone call with R. Morris re supplemental Disclosure Statement, regulatory impact of additional subsidiary filings (.5); conference call with J. Dubel and D. Royster re regulatory impact of additional subsidiary filings (.6). | 2.40 | 505.00 | 1,212.00 |
| 9/26/04 | Chicago | JLK | Conference call with J. Dubel, D. Royster, T. McKay, K. Smoot, P. Maguire, E. Davis, T. Clark re City settlement term sheet and follow up research and memorandum to D. Royster re terms of provision of fiber capacity to City (1.8). | 1.80 | 505.00 | 909.00 |
| 9/27/04 | Regulatory | JLK | Correspondence with S. Toussi re supplemental Disclosure Statement and review latest draft of same (.6). | 0.60 | 505.00 | 303.00 |
| 9/27/04 | Chicago | JLK | Review and revise draft Chicago settlement term sheet and prepare memorandum to P. Thompson et al re changes to same (2.1). | 2.10 | 505.00 | 1,060.50 |
| 9/29/04 | Chicago | JLK | Conference call with D. Royster, K. Smoot, J. Cari, Skadden, et al re City's response to proposal and follow up correspondence re same (.8). | 0.80 | 505.00 | 404.00 |

| Date | Task Code | Initials | Description | Hours | Rate | Amount |
|---------|-----------|----------|--|-------|--------|--------|
| 9/30/04 | Chicago | JLK | Telephone call with D. Royster re settlement negotiations, options, draft of term sheet/agreement and review correspondence re same (.8); review correspondence re deadline, hearing preparation (.3). | 1.10 | 505.00 | 555.50 |

EXPENSE DETAIL

| DATE | TASK CODE | OTHER CHARGES | AMOUNT |
|-------------|------------------|---|---------------|
| 06/03/04 | Regulatory | Parking - Vendor:PETTY CASH | 7.65 |
| 06/04/04 | Regulatory | Telephone ; from: 7770 ; to: (216) 822-8045/CLEVELAND OH ; duration: 0.9 | 0.09 |
| 06/14/04 | Regulatory | Telephone ; from: 6997 ; to: (609) 734-3827/PRINCETON NJ ; duration: 0.9 | 0.09 |
| 06/15/04 | Regulatory | Travel/Taxis - Vendor:ANDREW D. LIPMAN | 50.00 |
| 06/15/04 | Regulatory | Travel/Airfare - Vendor:ANDREW D. LIPMAN | 308.70 |
| 06/15/04 | Regulatory | Travel/Meal Expenses - Vendor:ANDREW D. LIPMAN | 61.59 |
| 06/15/04 | Regulatory | Travel/Parking - Vendor:ANDREW D. LIPMAN | 15.00 |
| 07/16/04 | Regulatory | Photocopy & Printing Equitrac User: Jean Kiddoo | 6.60 |
| 07/16/04 | Regulatory | Postage | 2.17 |
| 07/16/04 | Regulatory | Postage | 2.17 |
| 07/16/04 | Regulatory | FedEx Package From: JEAN L. KIDDOO Company: SWIDLER BERLIN SHEREFF & FRIED City: WASHINGTON DC To: DEBORAH M. ROYSTER Company: RCN CORPORATION City: PRINCETON NJ Received by: R.LAVERS | 7.75 |
| 07/22/04 | Regulatory | Telephone ; from: 7609 ; to: (617) 670-2906/BOSTON MA ; duration: 1.1 | 0.11 |
| 07/26/04 | Regulatory | Secretarial Services | 10.00 |
| 07/26/04 | Regulatory | Photocopy & Printing Equitrac User: L. Elise Dieterich | 4.80 |

| DATE | TASK CODE | OTHER CHARGES | AMOUNT |
|-------------|------------------|--|---------------|
| 07/26/04 | Regulatory | Photocopy & Printing Equitrac User: L. Elise Dieterich | 2.00 |
| 07/26/04 | Regulatory | Photocopy & Printing Equitrac User: L. Elise Dieterich | 6.00 |
| 07/26/04 | Regulatory | Photocopy & Printing Equitrac User: L. Elise Dieterich | 30.40 |
| 07/26/04 | Regulatory | Photocopy & Printing Equitrac User: L. Elise Dieterich | 10.40 |
| 07/26/04 | Regulatory | Photocopy & Printing Equitrac User: L. Elise Dieterich | 1.00 |
| 07/26/04 | Regulatory | Photocopy & Printing Equitrac User: L. Elise Dieterich | 0.80 |
| 07/26/04 | Regulatory | Telephone ; from: 7834 ; to: (609) 734-3812/PRINCETON NJ ; duration: 1.2 | 0.12 |
| 07/28/04 | Regulatory | Travel/Taxis - Vendor:JEAN L KIDDOO | 70.00 |
| 07/28/04 | Regulatory | Travel/Airfare - Vendor:JEAN L KIDDOO | 318.70 |
| 07/28/04 | Regulatory | Travel/Parking - Vendor:JEAN L KIDDOO | 30.00 |
| 07/28/04 | Regulatory | Travel/Lodging - Vendor:JEAN L KIDDOO | 341.74 |
| 07/28/04 | Regulatory | Travel/Meal Expenses - Vendor:JEAN L KIDDOO | 15.16 |
| 07/30/04 | Regulatory | Telephone ; from: 7609 ; to: (410) 255-1200/ARMGR GBISMD ; duration: 4.0 | 0.41 |
| 07/30/04 | Regulatory | Telephone ; from: 7609 ; to: (650) 212-8010/SAN MATEO CA ; duration: 8.0 | 0.83 |
| 07/30/04 | Regulatory | Telephone ; from: 7609 ; to: (410) 255-1200/ARMGR GBISMD ; duration: 4.0 | 0.41 |

| DATE | TASK CODE | OTHER CHARGES | AMOUNT |
|-------------|------------------|--|---------------|
| 08/02/04 | Regulatory | Telephone ; from: 7609 ; to: (609) 734-3835/PRINCETON NJ ; duration: 2.4 | 0.25 |
| 08/03/04 | Regulatory | Telephone ; from: 7609 ; to: (609) 734-3835/PRINCETON NJ ; duration: 1.2 | 0.12 |
| 08/03/04 | Regulatory | Telephone ; from: 7609 ; to: (415) 292-0100/SFCZ 9 CA ; duration: 5.4 | 0.56 |
| 08/03/04 | Regulatory | Telephone ; from: 7609 ; to: (609) 734-3835/PRINCETON NJ ; duration: 4.2 | 0.43 |
| 08/04/04 | Regulatory | Telephone ; from: 7609 ; to: (609) 734-3831/PRINCETON NJ ; duration: 1.2 | 0.12 |
| 08/04/04 | Regulatory | Telephone ; from: 7609 ; to: (609) 734-3835/PRINCETON NJ ; duration: 1.1 | 0.11 |
| 08/04/04 | Regulatory | Telephone ; from: 7609 ; to: (415) 292-0100/SFCZ 9 CA ; duration: 5.1 | 0.53 |
| 08/04/04 | Regulatory | Travel/Taxis - Vendor:JEAN L KIDDOO | 35.00 |
| 08/04/04 | Regulatory | Travel/Airfare - Vendor:JEAN L KIDDOO | 220.10 |
| 08/04/04 | Regulatory | Travel/Meal Expenses - Vendor:JEAN L KIDDOO | 3.66 |
| 08/11/04 | Chicago | Travel/Taxis - Vendor:JEAN L KIDDOO | 20.00 |
| 08/11/04 | Chicago | Travel/Meal Expenses - Vendor:JEAN L KIDDOO | 10.99 |
| 08/19/04 | Regulatory | Photocopy & Printing Equitrac User: Jean Kiddoo | 14.40 |

| DATE | TASK CODE | OTHER CHARGES | AMOUNT |
|-------------|------------------|--|---------------|
| 08/19/04 | Regulatory | FedEx Package From: JEAN L. KIDDOO Company: SWIDLER BERLIN SHEREFF & FRIED City: WASHINGTON DC To: DENNIS F. DUNNE, ESQ. DUNNE, E Company: MILBANK TWEED HADLEY & MCCLOY City: NEW YORK CITY NY Received by: G.COX | 9.11 |
| 08/19/04 | Regulatory | FedEx Package From: JEAN L. KIDDOO Company: SWIDLER BERLIN SHEREFF & FRIED City: WASHINGTON DC To: PETER V. PANTALEO Company: SIMPSON THACHER & BARTLETT City: NEW YORK CITY NY Received by: K.THOMPSON | 9.11 |
| 08/19/04 | Regulatory | FedEx Package From: JEAN L. KIDDOO Company: SWIDLER BERLIN SHEREFF & FRIED City: WASHINGTON DC To: PAUL K. SCHWARTZBERG, ESQ. Company: OFFICE OF THE UNITED STATES TR City: NEW YORK CITY NY Received by: G.MENDEZ | 9.11 |
| 08/19/04 | Regulatory | FedEx Package From: JEAN L. KIDDOO Company: SWIDLER BERLIN SHEREFF & FRIED City: WASHINGTON DC To: JAY M. GOFFMAN, ESQ. Company: SKADDEN ARPS SLATE MEAGHER & F City: NEW YORK CITY NY Received by: L.ROWE | 9.11 |
| 08/20/04 | Regulatory | Telephone ; from: 7609 ; to: (609) 734-3835/PRINCETON NJ ; duration: 0.8 | 0.08 |
| 09/07/04 | Chicago | Postage | 3.00 |

| DATE | TASK CODE | OTHER CHARGES | AMOUNT |
|-------------|------------------|---|---------------|
| 09/07/04 | Chicago | Photocopy & Printing Equitrac User: Sandra R. Jackson | 3.60 |
| 09/07/04 | Chicago | Photocopy & Printing Equitrac User: Sandra R. Jackson | 1.00 |
| 09/08/04 | Chicago | Telephone ; from: 7834 ; to: (312) 955-2322/CHI.- H PIL ; duration: 0.8 | 0.08 |
| 09/08/04 | Regulatory | Telephone ; from: 7609 ; to: (609) 734-3835/PRINCETON NJ ; duration: 0.6 | 0.06 |
| 09/09/04 | Chicago | Telephone ; from: 7834 ; to: (609) 734-3811/PRINCETON NJ ; duration: 1.2 | 0.12 |
| 09/09/04 | Regulatory | Photocopy & Printing Equitrac User: Sandra R. Jackson | 24.60 |
| 09/10/04 | Chicago | Telephone ; from: 6983 ; to: (212) 735-2262/NYC NY ; duration: 1.0 | 0.10 |
| 09/14/04 | Chicago | Telephone ; from: 7834 ; to: (302) 651-3190/WILMINGTONDE ; duration: 41.8 | 4.34 |
| 09/24/04 | Chicago | Postage | \$9.45 |
| 09/24/04 | Chicago | Telephone ; from: 6983 ; to: (302) 651-3190/WILMINGTONDE ; duration: 3.0 | 0.31 |
| 09/24/04 | Chicago | Telephone ; from: 6983 ; to: (860) 277-4280/HARTFORD CT ; duration: 1.7 | 0.17 |

9178127v1

SUMMARY

FEES – ALL TASK CODES

| Name of Professional | Title | Department | Year Admitted | Hours | Hourly Rate | Amount |
|-----------------------------|-----------------|--------------------|----------------------|--------------|--------------------|---------------|
| Andrew D. Lipman | Partner | Telecommunications | 1977 | 12.40 | \$540.00 | \$6,696.00 |
| Gerald Adler | Partner | Corporate | 1982 | 0.30 | 520.00 | 156.00 |
| Richard A. Goldberg | Partner | Corporate | 1978 | 6.50 | 520.00 | 3,380.00 |
| Scott M. Zimmerman | Partner | Corporate | 1984 | 0.40 | 520.00 | 208.00 |
| Jean L. Kiddoo | Partner | Telecommunications | 1980 | 124.40 | 505.00 | 62,822.00 |
| | | | | 13.90 | 252.50 | 3,509.75 |
| Russell M. Blau | Partner | Telecommunications | 1982 | 0.80 | 450.00 | 396.00 |
| Laurie Elise Dieterich | Of Counsel | Telecommunications | 1987 | 14.20 | 390.00 | 5,538.00 |
| Charles A. Rohe | Of Counsel | Telecommunications | 1989 | 1.00 | 385.00 | 385.00 |
| M. Renee Britt | Legal Assistant | Telecommunications | N/A | 1.40 | 175.00 | 245.00 |
| | | | | 175.30 | \$475.39 | \$83,335.75 |

BLENDED RATE

| Professionals | Blended Rate | Hours Billed | Compensation |
|----------------------|---------------------|---------------------|---------------------|
| Partners | \$486.25 | 158.70 | \$77,167.75 |
| Of Counsel | 389.67 | 15.20 | 5,923.00 |
| Support Staff | | 1.40 | 245.00 |
| BLENDED RATE | \$477.81 | 175.30 | \$83,335.75 |

FEES – RCN REGULATORY WORK

| Name of Professional | Title | Department | Year Admitted | Hours | Hourly Rate | Amount |
|-----------------------------|-----------------|--------------------|----------------------|--------------|--------------------|---------------|
| Andrew D. Lipman | Partner | Telecommunications | 1977 | 12.40 | \$540.00 | \$6,696.00 |
| Gerald Adler | Partner | Corporate | 1982 | 0.30 | 520.00 | 156.00 |
| Richard A. Goldberg | Partner | Corporate | 1978 | 6.50 | 520.00 | 3,380.00 |
| Scott M. Zimmerman | Partner | Corporate | 1984 | 0.40 | 520.00 | 208.00 |
| Jean L. Kiddoo | Partner | Telecommunications | 1980 | 82.50 | 505.00 | 41,662.50 |
| | | | | 2.40 | 252.50 | 606.00 |
| Russell M. Blau | Partner | Telecommunications | 1982 | 0.80 | 450.00 | 396.00 |
| Laurie Elise Dieterich | Of Counsel | Telecommunications | 1987 | 8.60 | 390.00 | 3,354.00 |
| M. Renee Britt | Legal Assistant | Telecommunications | N/A | 1.40 | 175.00 | 245.00 |
| | | | | 115.30 | \$475.39 | \$56,703.50 |

BLENDED RATE

| Professionals | Blended Rate | Hours Billed | Compensation |
|----------------------|---------------------|---------------------|---------------------|
| Partners | \$504.32 | 105.30 | \$53,104.50 |
| Of Counsel | 390.00 | 8.60 | 3,354.00 |
| Support Staff | | 1.40 | 245.00 |
| BLENDED RATE | \$495.69 | 115.30 | \$56,703.50 |

FEES – CHICAGO LITIGATION

| Name of Professional | Title | Department | Year Admitted | Hours | Hourly Rate | Amount |
|-----------------------------|--------------|--------------------|----------------------|--------------|--------------------|---------------|
| Jean L. Kiddoo | Partner | Telecommunications | 1980 | 41.90 | \$505.00 | \$21,159.50 |
| | | | | 11.50 | 252.50 | 2,903.75 |
| Laurie Elise Dieterich | Of Counsel | Telecommunications | 1987 | 5.60 | 390.00 | 2,184.00 |
| Charles A. Rohe | Of Counsel | Telecommunications | 1989 | 1.00 | 385.00 | 385.00 |
| | | | | 60.00 | \$475.39 | \$26,632.25 |

BLENDED RATE

| Professionals | Blended Rate | Hours Billed | Compensation |
|----------------------|---------------------|---------------------|---------------------|
| Partners | \$450.62 | 53.40 | \$24,063.25 |
| Of Counsel | 289.24 | 6.60 | 2,569.00 |
| BLENDED RATE | \$443.87 | 60.00 | \$26,632.25 |

EXPENSES – ALL TASK CODES

| Description | Amount |
|-----------------------|-------------------|
| Federal Express | \$44.19 |
| Parking | 7.65 |
| Photocopy & Printing | 105.60 |
| Postage | 16.79 |
| Secretarial Services | 10.00 |
| Telephone | 9.44 |
| Travel/Airfare | 847.50 |
| Travel/Lodging | 341.74 |
| Travel/Meal Expenses | 91.40 |
| Travel/Parking | 45.00 |
| Travel/Taxis | 175.00 |
| TOTAL EXPENSES | \$1,694.31 |

EXPENSES – RCN REGULATORY WORK

| Description | Amount |
|-----------------------|-------------------|
| Federal Express | \$44.19 |
| Parking | 7.65 |
| Photocopy & Printing | 101.00 |
| Postage | 4.34 |
| Secretarial Services | 10.00 |
| Telephone | 4.32 |
| Travel/Airfare | 847.50 |
| Travel/Lodging | 341.74 |
| Travel/Meal Expenses | 80.41 |
| Travel/Parking | 45.00 |
| Travel/Taxis | 155.00 |
| TOTAL EXPENSES | \$1,641.15 |

EXPENSES – CHICAGO LITIGATION

| Description | Amount |
|-----------------------|-----------------|
| Photocopy & Printing | \$4.60 |
| Postage | 12.45 |
| Telephone | 5.12 |
| Travel/Meal Expenses | 10.99 |
| Travel/Taxi | 20.00 |
| TOTAL EXPENSES | \$ 53.16 |

SUMMARY

| Task Code | Fees | Expenses |
|-------------------------|--------------------|-------------------|
| RCN Regulatory Work | \$56,703.50 | \$1,641.15 |
| Chicago Regulatory Work | 26,632.25 | 53.16 |
| Total | \$83,335.75 | \$1,694.31 |

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP
Special Regulatory Counsel
3000 K Street N.W., Suite 300
Washington, D.C. 20007
202-424-7500
Andrew D. Lipman
Jean L. Kiddoo
Elise Scherr Frejka (ESF-6896)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

**FIRST APPLICATION OF SWIDLER BERLIN SHEREFF FRIEDMAN, LLP,
AS SPECIAL REGULATORY COUNSEL, FOR AN INTERIM ALLOWANCE OF
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND FOR
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED
FROM MAY 27, 2004 THROUGH AND INCLUDING SEPTEMBER 30, 2004**

TO THE HONORABLE ROBERT D. DRAIN,
UNITED STATES BANKRUPTCY JUDGE:

Swidler Berlin Shereff Friedman, LLP (“SBSF”), as Special Regulatory Counsel, for RCN Corporation (“RCN”), and its affiliated debtors and debtors-in-possession (collectively, the “Debtors”), for its first application (the “Application”) pursuant to sections 330(a) and 331 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), for an interim allowance of compensation for professional services rendered by SBSF for the period commencing May 27, 2004, through and including September 30, 2004 (the “Compensation Period”), and for reimbursement of its actual and necessary expenses incurred during the Compensation Period, respectfully represents:

Background

1. On May 27, 2004 (the "Petition Date"), the Debtors filed with this Court voluntary petitions for relief under Chapter 11 of the Bankruptcy Code. The Debtors are continuing to possess their property and manage their businesses under sections 1107 and 1108 of the Bankruptcy Code.

2. On the Petition Date the Debtors sought authority to retain SBSF as Special Regulatory Counsel. By Final Order dated June 22, 2004, the Debtors were authorized to retain SBSF as Special Regulatory Counsel effective *nunc pro tunc* as of the Petition Date.

Summary of Professional Compensation and Reimbursement of Expenses Requested

3. This Application has been prepared in accordance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted on April 19, 1995 (the "Local Guidelines"), and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the "UST Guidelines"). Pursuant to the Local Guidelines, a certification regarding compliance with the same is attached hereto as Exhibit A.

4. SBSF seeks allowance of interim compensation for professional services rendered as Special Regulatory Counsel, during the Compensation Period, in the aggregate amount of \$83,335.75, and for reimbursement of expenses incurred in the rendition of such services in the amount of \$1,694.31. During the Compensation Period, SBSF attorneys and paraprofessionals expended a total of 175.30 hours for which compensation is requested.

5. There is no agreement or understanding between SBSF and any other person, other than members of the firm, for the sharing of compensation for services rendered in this case.

6. The fees charged by SBSF in this case are billed in accordance with its existing billing rates and procedures in effect during the Compensation Period. The rates SBSF charges for the services rendered by its professionals and paraprofessionals in these Chapter 11 cases are the same rates SBSF charges for professional and paraprofessional services rendered in comparable non-bankruptcy related matters. Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable non-bankruptcy cases in a competitive national legal market.

7. Pursuant to the UST Guidelines, annexed hereto as Exhibit B are schedules setting forth all SBSF professionals and paraprofessionals who have performed services in these Chapter 11 cases during the Compensation Period, the capacity in which each such individual is employed by SBSF, the department in which each individual practices, the hourly billing rate charged by SBSF for services performed by such individual, the aggregate number of hours expended in this matter and the fees billed therefore allocated by discrete task code, and the year in which each professional was first licensed to practice law.

8. Annexed hereto as Exhibit C are schedules specifying the categories of expenses for which SBSF is seeking reimbursement, allocated by discrete task code, and the amounts for each such expense category.

9. SBSF maintains computerized records of the time spent by all SBSF attorneys and paraprofessionals in connection with the rendition of services in these Chapter 11 cases. Annexed hereto as Exhibit D are contemporaneously maintained time entries for each individual

providing services during the Compensation Period. Included herein and made a part of Exhibit D, is the expense detail required by the UST Guidelines.

10. Pursuant to the terms of the order of this Court establishing procedures for monthly compensation and reimbursement of expenses of professionals, dated June 22, 2004, Swidler has submitted five (5) fee statements (the “Fee Statements”) during the Compensation Period to the Debtors as follows:

| <u>Invoice No.</u> | <u>Fee Statement Date</u> | <u>Month</u> | <u>Billed Amount</u> | <u>Payment</u> |
|--------------------|---------------------------|----------------|----------------------|-------------------|
| 268650 | 06/25/2004 | May 2004 | \$2,665.00 | \$2,132.00 |
| 270031 | 07/15/2004 | June 2004 | 4,728.83 | 3,784.63 |
| 271978 | 08/19/2004 | July 2004 | 20,822.15 | 0.00 |
| 273678 | 09/17/2004 | August 2004 | 20,936.31 | 0.00 |
| 273679 | 09/17/2004 | August 2004 | 10,295.00 | 0.00 |
| 275515 | 10/19/2004 | September 2004 | 9,192.36 | 0.00 |
| 275516 | 10/19/2004 | September 2004 | 16,390.41 | 0.00 |
| TOTAL | | | \$85,030.06 | \$5,916.63 |

11. To the extent time or disbursement charges for services rendered or disbursements incurred relate to the Compensation Period, but were not processed prior to the preparation of this Application, SBSF reserves the right to request additional compensation for such services and reimbursement of such expenses in a future application.

12. SBSF reserves its right to supplement this Application pending a hearing on the Application.

13. SBSF currently holds an escrow retainer balance of \$49,627.31 for post-petition services and post-petition expenses.

14. This is SBSF’s first application for compensation and reimbursement of expenses.

Qualifications of SBSF

15. SBSF has been the Debtors' primary counsel for federal, state and local telecommunications regulatory issues since the Company was founded, and as such has

represented the Debtors before the Federal Communications Commission (the "FCC"), state and local regulatory and municipal authorities, and federal and state courts. SBSF's services have related primarily to counseling and representing the Debtors as to federal, state and local regulatory issues arising from the Debtors' construction, installation, operation, and acquisition of advanced fiber optic networks and their provision of telecommunications, video programming and Internet services over those networks. SBSF has also counseled the Debtors extensively and represented the RCN Companies in litigation before the FCC and state regulatory agencies and in federal and state courts. SBSF's representation of the Debtors on the matters described above was active on the Petition Date.

16. SBSF's Telecommunications Practice Group is one of the country's largest telecommunications practices. Its practice includes virtually every aspect of federal, state and international telecommunications law and related fields, including regulatory, transactional, securities, international, litigation, legislative, and land use. SBSF's practice extends to all 50 states, U.S. territories, and many international markets.

Summary of Services Performed During the Current Compensation Period

17. SBSF has rendered extensive professional services for or on behalf of the Debtors during the Compensation Period. Rather than burden the Court with an overly detailed or lengthy recitation of each and every matter SBSF addressed during the Compensation Period, the following is a summary description of the primary services rendered by SBSF during the Compensation Period, which highlights the benefits conferred upon the Debtors, their estates and other parties-in-interest as a result of SBSF's efforts. All of the professional services rendered by SBSF are set forth in the computerized time records maintained by SBSF, and the Court is

respectfully referred to those records for the specific details of all of the work performed by SBSF.

18. SBSF was required to render substantial professional services during the Compensation Period on a wide array of matters, including, without limitation:

- a. Special Regulatory Counsel (Task Code: Regulatory): SBSF's work in this category was for the preparation of certain Bankruptcy Court filings, including certain regulatory sections of the Plan of Reorganization, Disclosure Statement, advice with respect to required approvals by local franchises, and state and federal telecommunications authorizations, advise and negotiations regarding amendment of local cable franchises to eliminate certain liabilities, and the preparation of documents in support of SBSF's retention and Monthly Fee Statements.
- b. Special Regulatory Counsel – RCN Chicago (Task Code: Chicago Litigation): SBSF's work in this category relates to litigation with the City of Chicago over RCN Chicago's compliance with certain of its cable franchise obligations.

19. SBSF has rendered substantial professional services to the Debtors and their estates in fulfilling its professional responsibilities during the Compensation Period. These large and complex Chapter 11 cases, and the numerous regulatory issues raised during these proceedings, has required thoughtful effort by the partners and associates of SBSF. SBSF submits that it has addressed these issues in a professional, expeditious and efficient manner.

20. The foregoing professional services performed by SBSF were necessary and appropriate to the administration of these Chapter 11 cases. The professional services performed by SBSF were in the best interests of the Debtors, their Estates, and other parties-in-interest. Compensation for the foregoing services as requested is commensurate with the complexity, importance and nature of the problems, issues or tasks involved.

21. All of the services performed by members and associates of SBSF during the Compensation Period were rendered by the Telecommunications Practice Group at SBSF. SBSF has a preeminent practice in this area and enjoys a national reputation for its expertise.

22. During the Compensation Period, SBSF's hourly billing rates for attorneys involved in this engagement ranged from \$385 to \$540 per hour. Allowance of compensation in the amount requested would result in a blended hourly billing rate for attorneys of approximately \$477.81 (based on 173.90 hours for attorneys at SBSF's regular billing rates in effect at the time of performance of services). Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable bankruptcy cases in a competitive legal market. As noted, attached hereto as Exhibit B is a schedule listing each SBSF professional and paraprofessional who performed services in these cases during the Compensation Period, the hourly rate charged by SBSF for services performed by each such individual and the aggregate number of hours and charges by each individual.

23. Time spent preparing this Application is not included within the time for which compensation is sought. Allowance of compensation for such time will be sought in a subsequent fee application.

The Compensation Requested

24. There are numerous factors to be considered by the Court in determining allowances of compensation. *See, e.g., In re First Colonial Corp.*, 544 F.2d 1291 (5th Cir. 1977), cert. denied, 431 U.S. 904 (1977); Johnson v. Georgia Highway Express, Inc., 488 F.2d 714 (5th Cir. 1974); In re Drexel Burnham Lambert Group Inc., 133 B.R. 13 (Bankr. S.D.N.Y. 1991). See also In re Nine Associates, Inc., 76 B.R. 943 (S.D.N.Y. 1987); In re Cuisine Magazine, Inc., 61 B.R. 210 (Bankr. S.D.N.Y. 1986).

25. The perspective from which an application for an allowance of compensation should be viewed in a reorganization case was aptly stated by Congressman Edwards on the

floor of the House of Representatives on September 28, 1978, when he made the following statement in relation to section 330 of the Bankruptcy Code:

[B]ankruptcy legal services are entitled to command the same competency of counsel as other cases. In that light, the policy of this section is to compensate attorneys and other professionals serving in a case under title 11 at the same rate as the attorney or other professional would be compensated for performing comparable services other than in a case under title 11. Contrary language in the Senate report accompanying S.2266 is rejected, and Massachusetts Mutual Life Insurance Co. v. Brock, 405 F.2d 429, 432 (5th Cir. 1968) is overruled. Notions of economy of the estate in fixing fees are outdated and have no place in a bankruptcy code. 124 Cong. Rec. H11,089 (daily ed. Sept. 28, 1978) (emphasis added). See also In re McCombs, 751 F.2d 286 (8th Cir. 1984); In re Drexel Burnham Lambert Group Inc., 133 B.R. at 13; In re Carter, 101 B.R. 170 (Bankr. D.S.D. 1989); In re Public Service Co. of New Hampshire, 93 B.R. 823 (Bankr. D.N.H. 1988); In re White Motor Credit Corp., 50 B.R. 885 (Bankr. N.D. Ohio 1985).

26. The philosophy underlying the adoption of section 330 of the Bankruptcy Code is equally applicable to interim compensation. The Bankruptcy Code provides that the same considerations apply to making interim awards of compensation under section 331 as to final allowances under section 330. See In re Public Service Co., 93 B.R. at 826; In re International Horizons, Inc., 10 B.R. 895 (Bankr. N.D. Ga. 1981). Section 331 of the Bankruptcy Code provides:

A trustee, an examiner, a debtor's attorney, or any professional person employed under section 327 or 1103 of this title may apply to the court not more than once every 120 days after an order for relief in a case under this title, or more often if the court permits, for such compensation for services rendered before the date of such an application or reimbursement for expenses incurred before such date as is provided under section 330 of this title. After notice and a hearing, the Court may allow and disburse to such applicant such compensation or reimbursement. 11 U.S.C. § 331.

27. In awarding compensation pursuant to sections 330 and 331 of the Bankruptcy Code to professional persons employed under sections 327 of the Bankruptcy Code, the Court

must take into account, among other factors, the cost of comparable non-bankruptcy services.

Section 330 of the Bankruptcy Code provides, in pertinent part, for payment of:

- a. reasonable compensation for actual, necessary services rendered by the trustee, examiner, professional person, or attorney and by any paraprofessional person employed by such person; and
- b. reimbursement for actual, necessary expenses. 11 U.S.C. § 330(a)(1).

28. The professional services rendered by SBSF have required and will continue to require an expenditure of substantial time and effort. During the Compensation Period, 133.90 recorded hours were expended by SBSF's professionals in the rendition of the required professional services for which SBSF seeks compensation.

29. Time and labor devoted, however, is only one of many pertinent factors to be considered in awarding attorney compensation. The number of hours expended must be considered in light of (i) the amount involved and the results achieved to date; (ii) the novelty and difficulty of the questions presented; (iii) the skill requisite to perform properly the legal services; (iv) the preclusion of other employment on behalf of other clients; (v) the customary fee charged to a private client for the services rendered; (vi) awards in similar cases; (vii) time constraints required by the exigencies of the case, including the frequency and amount of time required to be devoted other than during regular business hours; (viii) the experience, reputation and ability of the attorneys rendering services; and (ix) the nature and length of the professional relationship with the client (the "Johnson Factors"). See Johnson v. Georgia Highway Express, 488 F.2d at 717-19 (enumerating the "Johnson Factors" to be considered in awarding attorneys' fees in equal employment opportunities cases under Title VII); In re First Colonial Corp., 544 F.2d at 1298 (applying the Johnson Factors in bankruptcy cases).

30. The majority of the Johnson Factors are codified in section 330(a) of the Bankruptcy Code, and have been applied by various courts in making determinations that requested attorneys' fees constitute reasonable compensation. The Supreme Court has clearly articulated that the "lodestar method"¹ is presumed to subsume the Johnson Factors, as does section 330(a) of the Bankruptcy Code. *See, e.g., Pennsylvania v. Delaware Valley Citizens Counsel for Clean Air*, 483 U.S. 711 ("Delaware Valley II"), *on remand*, 826 F.2d 238 (3d Cir. 1987); *Pennsylvania v. Delaware Valley Citizens Council for Clean Air*, 478 U.S. 546 (1986) ("Delaware Valley I"); *United States Football League v. National Football League*, 887 F.2d 408, 413 (2d Cir. 1989), *cert. denied*, 493 U.S. 1071 (1990); *Lindy Bros. Builders Inc. v. American Radiator and Standard Sanitary Corp.*, 487 F.2d 161 (3d Cir. 1973), *vacated on other grounds*, 540 F.2d 102 (3d Cir. 1976); *In re Cena's Fine Furniture, Inc.*, 109 B.R. 575 (E.D.N.Y. 1990); *In re Drexel Burnham Lambert Group Inc.*, 133 B.R. at 13.

31. SBSF respectfully submits that application of the foregoing criteria more than justifies the compensation requested in this Application. This is an application for interim compensation. Therefore, such compensation is reviewable by the Court at such time as it considers SBSF's application for final compensation in this case.

32. SBSF has encountered novel and difficult legal problems during the course of the Compensation Period, involving many areas of expertise. The professional services rendered in these Chapter 11 cases have been performed by attorneys with broad expertise and high levels of

¹ Application of the "lodestar method" involves multiplying the number of hours reasonably expended on the case by the reasonable hourly rate of compensation for each attorney. *In re Grant Assocs.*, 154 B.R. 836, 843 (S.D.N.Y. 1993). This method of calculating attorney fees is appropriate in light of section 330(a) of the Bankruptcy Code, which serves as a starting point, permitting bankruptcy courts, in their own discretion, to consider other factors, such as the novelty and difficulty of the issues, the special skills of counsel, and their results obtained. *In re Copeland*, 154 B.R. 693, 698 (Bankr. W.D. Mich. 1993).

skill in their practice area or specialty. This highly professional and expert group of attorneys has ensured that this representation has progressed in an efficient manner.

33. During the Compensation Period, SBSF has been required to furnish extensive services, which have often occupied a substantial portion of the time of its attorneys. If this were not a case under the Bankruptcy Code, SBSF would charge the Debtors and expect to receive on a current basis, an amount at least equal to the amounts requested herein for the professional services rendered. Pursuant to the criteria normally examined in bankruptcy cases, and based upon the factors to be considered in accordance with sections 330 and 331 of the Bankruptcy Code, the results that have been achieved during the Compensation Period more than substantiate charges in that amount. The services that SBSF has rendered thus far have produced benefits that have inured to the Debtors, their estates and their creditors.

34. In view of the foregoing, SBSF respectfully requests that it be allowed reasonable interim compensation in the amount of \$83,335.75 for professional services rendered as Ordinary Course Professionals and \$1,694.31 for reimbursement of expenses incurred in the rendition of such services. SBSF's services as Ordinary Course Professional justifies interim compensation at least in the amount requested. Thus, SBSF requests that one hundred (100%) percent of such compensation be allowed. In view of the policy underlying sections 330 and 331 of the Bankruptcy Code that attorneys in bankruptcy cases be compensated on parity with attorneys practicing in other fields, it is respectfully submitted that interim compensation should be allowed as requested.

SBSF's Staffing and Billing Practices

35. SBSF has assigned the work performed during the Compensation Period to attorneys having the experience and specialization to perform the services required efficiently and properly, often to the exclusion of providing services for other clients of SBSF. Moreover,

to provide the required services on the most economical basis possible, SBSF assigned as much work as possible that did not require significant levels of experience to associates.

36. This Application summarizes the time and effort required of SBSF attorneys and paraprofessionals during the Compensation Period to address the complex legal issues and a variety of other matters that have arisen. During the Compensation Period, the Debtors called on SBSF to furnish extensive services that often fully occupied the time of its attorneys and paraprofessionals. In short, the services that SBSF has rendered, thus far, have, in SBSF's view, produced benefits that have inured to all parties-in-interest in this case.

Actual and Necessary Disbursements by SBSF

37. As set forth in Exhibit C hereto, SBSF has disbursed \$1,649.31 as actual and necessary expenses incurred in providing professional services during the Compensation Period.

38. With respect to photocopying and printing expenses, SBSF routinely charges its clients \$0.20 per page. This charge includes the cost of maintaining the duplicating facilities and the actual cost involved with respect to duplication. These charges are intended to cover SBSF's direct operating costs for photocopying and printing facilities, which costs are not incorporated into the SBSF hourly billing rates. Only clients who actually use photocopying, printing, and other office services of the types set forth in Exhibit C are separately charged for such service. The effect of including such expenses as part of the hourly billing rates would impose that cost upon clients who do not require extensive photocopying and document production facilities and services. The amount of the standard photocopying and printing charge is intended to allow SBSF to cover the related expenses of its photocopying and printing services. A determination of the actual expenses per page for photocopying and printing, however, is dependent on both the volume of copies and the total expenses attributable to photocopying and printing on an annual basis.

39. SBSF imposes no charge for incoming or outgoing facsimile transmissions, except for long distance telephone charges incurred in sending facsimiles.

40. It is SBSF's practice to use computer-assisted legal research when time pressures have rendered it impracticable to conduct such research manually. It is also SBSF's practice to use computer-assisted research to assist its clients and to reduce the amount of time spent by attorneys and paraprofessionals in manual research when it was anticipated that the resulting manual research would have resulted in a greater cost to the client.

41. The legal services summarized by this Application and rendered by SBSF as Ordinary Course Professional during the Compensation Period were substantial, professional, and beneficial to the Debtors' Chapter 11 cases. They were reasonable and necessary to the preservation and maximization of the Debtors' estates.

42. As noted above, the amounts sought by SBSF consist only of actual and reasonable billable time expended by attorneys and legal support staff (\$83,335.75) and actual and necessary disbursements made by SBSF (\$1,649.31) during the Compensation Period. As demonstrated throughout this Application, the other factors typically considered in determining compensation – including, complexity, results achieved, special expertise, magnitude of the matter, and professional standing -- all militate toward the conclusion that the amount of compensation requested by SBSF is necessary, fair, and reasonable.

Memorandum of Law

43. SBSF submits that the relevant legal authorities are set forth herein and that the requirement pursuant to Local Bankruptcy Rule 9013-1 that SBSF file a memorandum of law in support of this Application is satisfied.

Notice

44. Notice of this Application has been given in accordance with the Interim Compensation Order. SBSF submits that such notice is adequate and sufficient.

Conclusion

45. In light of (a) the complexity of this Chapter 11 case, (b) the results achieved, (c) the significant contributions made and time devoted, (d) awards of compensation in similar cases, and (e) other factors pertinent to the allowance of compensation, SBSF believes that the compensation sought herein is fair and reasonable and is authorized under the relevant provisions of the Bankruptcy Code.

WHEREFORE, Swidler Berlin Shereff Friedman, LLP respectfully requests (i) interim approval and allowance of compensation in the amount of \$83,335.75 for professional services rendered as Special Regulatory Counsel during the Compensation Period, and reimbursement of actual and necessary out-of-pocket expenses in the amount of \$1,649.31; (ii) authorization for the Debtors to pay SBSF such sums as are awarded; (iii) that allowance of such compensation for professional services rendered and reimbursement of actual and necessary expenses incurred be without prejudice to SBSF's right to seek additional compensation for services performed and expenses incurred during the Compensation Period; (iv) authority to seek compensation for

preparing this Application in subsequent applications for compensation; and (v) such other and further relief as the Court may consider just and proper.

Dated: New York, New York
October 27, 2004

Respectfully Submitted,

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP
Special Regulatory Counsel

By: _____ /s/
Jean L. Kiddoo
Elise Scherr Frejka (ESF-6896)
3000 K Street N.W., Suite 300
Washington, D.C. 20007
202-424-7500

EXHIBIT A

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP
Special Regulatory Counsel
3000 K Street N.W., Suite 300
Washington, D.C. 20007
202-424-7500
Jean L. Kiddoo
Elise Scherr Frejka (ESF-6896)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

**CERTIFICATION PURSUANT TO GUIDELINES
FOR FEES AND DISBURSEMENTS**

I, Jean L. Kiddoo, hereby declare that the following is true and correct to the best of my knowledge, information and belief:

1. I am a member of the firm of Swidler Berlin Shereff Friedman, LLP (“SBSF”), I have read the foregoing Application and am familiar with its contents.

2. I have personally performed many of the legal services rendered by SBSF as Special Regulatory Counsel to the Debtors and Debtors in Possession, and I am familiar with the work performed by the attorneys, other professionals, and paraprofessionals of SBSF in connection with this matter.

3. I have reviewed the Application, and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Additionally, I have reviewed the Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995, the United States Trustee

Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 adopted on January 30, 1996, and this Court's order dated June 22, 2004, establishing procedures for interim compensation of professionals in these cases (collectively, the "Orders"). In particular, I certify that:

- a. To the best of my knowledge, information and belief, formed after reasonable inquiry, the Application complies with the Orders;
- b. To the best of my knowledge, information and belief, formed after reasonable inquiry, the request for an interim allowance of compensation for services rendered and reimbursement for expenses incurred (hereinafter, the "Compensation"), as otherwise set forth in the Application falls within the Guidelines with respect to the Compensation requested for all services rendered and expenses incurred except as set forth herein and in the Application; and
- c. The Compensation sought in the Application is billed at rates and charged in accordance with the practices customarily employed by SBSF and generally accepted by SBSF's bankruptcy and non-bankruptcy clients (except as have been reduced to comply with the Guidelines).
- d. SBSF has provided a copy of the Application to the Debtors, counsel for the Debtors, counsel for the Official Committee of Unsecured Creditors and the Office of the United States Trustee.

I declare under penalty of perjury that the foregoing is true and correct. Executed on October 27, 2004.

/s/
Jean L. Kiddoo

EXHIBIT B

FEES – ALL TASK CODES

| Name of Professional | Title | Department | Year Admitted | Hours | Hourly Rate | Amount |
|------------------------|-----------------|--------------------|---------------|--------|-------------|-------------|
| Andrew D. Lipman | Partner | Telecommunications | 1977 | 12.40 | \$540.00 | \$6,696.00 |
| Gerald Adler | Partner | Corporate | 1982 | 0.30 | 520.00 | 156.00 |
| Richard A. Goldberg | Partner | Corporate | 1978 | 6.50 | 520.00 | 3,380.00 |
| Scott M. Zimmerman | Partner | Corporate | 1984 | 0.40 | 520.00 | 208.00 |
| Jean L. Kiddoo | Partner | Telecommunications | 1980 | 124.40 | 505.00 | 62,822.00 |
| | | | | 13.90 | 252.50 | 3,509.75 |
| Russell M. Blau | Partner | Telecommunications | 1982 | 0.80 | 450.00 | 396.00 |
| Laurie Elise Dieterich | Of Counsel | Telecommunications | 1987 | 14.20 | 390.00 | 5,538.00 |
| Charles A. Rohe | Of Counsel | Telecommunications | 1989 | 1.00 | 385.00 | 385.00 |
| M. Renee Britt | Legal Assistant | Telecommunications | N/A | 1.40 | 175.00 | 245.00 |
| | | | | 175.30 | \$475.39 | \$83,335.75 |

BLENDED RATE

| Professionals | Blended Rate | Hours Billed | Compensation |
|---------------------|--------------|--------------|--------------|
| Partners | \$486.25 | 158.70 | \$77,167.75 |
| Of Counsel | 389.67 | 15.20 | 5,923.00 |
| Support Staff | | 1.40 | 245.00 |
| BLENDED RATE | \$477.81 | 175.30 | \$83,335.75 |

FEES – RCN REGULATORY WORK

| Name of Professional | Title | Department | Year Admitted | Hours | Hourly Rate | Amount |
|------------------------|-----------------|--------------------|---------------|--------|-------------|-------------|
| Andrew D. Lipman | Partner | Telecommunications | 1977 | 12.40 | \$540.00 | \$6,696.00 |
| Gerald Adler | Partner | Corporate | 1982 | 0.30 | 520.00 | 156.00 |
| Richard A. Goldberg | Partner | Corporate | 1978 | 6.50 | 520.00 | 3,380.00 |
| Scott M. Zimmerman | Partner | Corporate | 1984 | 0.40 | 520.00 | 208.00 |
| Jean L. Kiddoo | Partner | Telecommunications | 1980 | 82.50 | 505.00 | 41,662.50 |
| | | | | 2.40 | 252.50 | 606.00 |
| Russell M. Blau | Partner | Telecommunications | 1982 | 0.80 | 450.00 | 396.00 |
| Laurie Elise Dieterich | Of Counsel | Telecommunications | 1987 | 8.60 | 390.00 | 3,354.00 |
| M. Renee Britt | Legal Assistant | Telecommunications | N/A | 1.40 | 175.00 | 245.00 |
| | | | | 115.30 | \$475.39 | \$56,703.50 |

BLENDDED RATE

| Professionals | Blended Rate | Hours Billed | Compensation |
|----------------------|---------------------|---------------------|---------------------|
| Partners | \$504.32 | 105.30 | \$53,104.50 |
| Of Counsel | 390.00 | 8.60 | 3,354.00 |
| Support Staff | | 1.40 | 245.00 |
| BLENDDED RATE | \$495.69 | 115.30 | \$56,703.50 |

FEES – CHICAGO LITIGATION

| Name of Professional | Title | Department | Year Admitted | Hours | Hourly Rate | Amount |
|-----------------------------|--------------|--------------------|----------------------|--------------|--------------------|---------------|
| Jean L. Kiddoo | Partner | Telecommunications | 1980 | 41.90 | \$505.00 | \$21,159.50 |
| | | | | 11.50 | 252.50 | 2,903.75 |
| Laurie Elise Dieterich | Of Counsel | Telecommunications | 1987 | 5.60 | 390.00 | 2,184.00 |
| Charles A. Rohe | Of Counsel | Telecommunications | 1989 | 1.00 | 385.00 | 385.00 |
| | | | | 60.00 | \$475.39 | \$26,632.25 |

BLENDDED RATE

| Professionals | Blended Rate | Hours Billed | Compensation |
|----------------------|---------------------|---------------------|---------------------|
| Partners | \$450.62 | 53.40 | \$24,063.25 |
| Of Counsel | 289.24 | 6.60 | 2,569.00 |
| BLENDDED RATE | \$443.87 | 60.00 | \$26,632.25 |

EXHIBIT C

EXPENSES – ALL TASK CODES

| Description | Amount |
|-----------------------|-------------------|
| Federal Express | \$44.19 |
| Parking | 7.65 |
| Photocopy & Printing | 105.60 |
| Postage | 16.79 |
| Secretarial Services | 10.00 |
| Telephone | 9.44 |
| Travel/Airfare | 847.50 |
| Travel/Lodging | 341.74 |
| Travel/Meal Expenses | 91.40 |
| Travel/Parking | 45.00 |
| Travel/Taxis | 175.00 |
| TOTAL EXPENSES | \$1,694.31 |

EXPENSES – RCN REGULATORY WORK

| Description | Amount |
|-----------------------|-------------------|
| Federal Express | \$44.19 |
| Parking | 7.65 |
| Photocopy & Printing | 101.00 |
| Postage | 4.34 |
| Secretarial Services | 10.00 |
| Telephone | 4.32 |
| Travel/Airfare | 847.50 |
| Travel/Lodging | 341.74 |
| Travel/Meal Expenses | 80.41 |
| Travel/Parking | 45.00 |
| Travel/Taxis | 155.00 |
| TOTAL EXPENSES | \$1,641.15 |

EXPENSES – CHICAGO LITIGATION

| Description | Amount |
|-----------------------|-----------------|
| Photocopy & Printing | \$4.60 |
| Postage | 12.45 |
| Telephone | 5.12 |
| Travel/Meal Expenses | 10.99 |
| Travel/Taxi | 20.00 |
| TOTAL EXPENSES | \$ 53.16 |

EXHIBIT D

Copies of the daily time records are being provided to the Court and the Office of the United States Trustee. Parties in interest required to be served with SBSF'S monthly fee statements pursuant to the Interim Compensation Order have previously been furnished with such daily time records. Copies of the time records will be made available to other parties in interest upon reasonable request.

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