

EXHIBIT B

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

RCN CORPORATION-ADEQUATE PROTECTION ISSUES AND LITIGATION

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9701491	6/10/2004	Review cash collateral motion.	0.30	Naik, Soham D.
9689678	6/11/2004	Review cash collateral issues	0.60	Dunne, Dennis F.
9739026	6/11/2004	TCs w/ E. Graff and R. Morris re: open issues.	0.20	Sullivan, Deirdre Ann
9689679	6/12/2004	Review docs.	0.70	Dunne, Dennis F.
9689680	6/13/2004	Draft list of cash collateral issues (1.4); Mark-up docs re same (1.2)	2.60	Dunne, Dennis F.
9701502	6/13/2004	Review cash collateral order.	1.00	Sullivan, Deirdre Ann
9686291	6/14/2004	TCs w/ A. Kapur re: same (1.9); TC w/ E. Graff re: same motions (1.2).	3.10	Sullivan, Deirdre Ann
9689681	6/14/2004	Review cash collateral order comments (0.8); Confs w/ D. Sullivan re same (0.3).	1.10	Dunne, Dennis F.
9701506	6/14/2004	Prepare cash collateral comments.	1.20	Sullivan, Deirdre Ann
9686293	6/15/2004	TCs w/ E. Graff re: cash collateral and proofs of claim.	0.80	Sullivan, Deirdre Ann
9701512	6/16/2004	TCs w/ E. Graff re: cash collateral and bar date.	0.80	Sullivan, Deirdre Ann
9701520	6/17/2004	Confirm sign-off on budget.	0.30	Sullivan, Deirdre Ann
9701523	6/18/2004	TCs w/ P. Pantaleo re: cash collateral.	0.80	Sullivan, Deirdre Ann
9739024	6/18/2004	Review issues re cash collateral stipulation (0.9); Confs w/ D. Sullivan re same (0.2).	1.10	Dunne, Dennis F.
9692140	6/20/2004	Review final version of cash collateral stipulation.	0.90	Dunne, Dennis F.
9770555	8/3/2004	Review cash collateral orders.	0.40	Naik, Soham D.
9814481	8/23/2004	RV cash collateral motion (.4); TCs w/ P. Bade and A. Kapur re: budget (.6); Mtg w/ D. Dunne re same (.3)	1.30	Sullivan, Deirdre Ann
9848483	8/24/2004	Review and distribute to Committee 13-wk budget.	0.20	Naik, Soham D.
9848484	8/25/2004	Review motion to amend cash collateral order.	0.50	Naik, Soham D.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

RCN CORPORATION-ASSET SALES

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9814525	8/25/2004	Review Starpower docs (.3); conferences with D. Sullivan and A. Kapur at Chanin re: same (.2).	0.50	Naik, Soham D.
9814490	8/26/2004	Review Pepco-Starpower docs. (.5); correspondences with D. Sullivan and B. Kelly re: same (.4).	0.90	Naik, Soham D.
9810489	8/27/2004	Review PEPCo issues (0.4); Review letter from company to PEPCo (0.4); Confs w/ D. Sullivan re same (0.1).	0.90	Dunne, Dennis F.
9821539	8/27/2004	RV draft letter to Pepco (.3); TCs w/ G. Singer, D. Schall and D. Dunne re: same (.8); TC w/ J. Dubel re: same (.3)	1.40	Sullivan, Deirdre Ann

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

RCN CORPORATION-AUTOMATIC STAY ENFORCEMENT & LITIGATION

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9701377	6/23/2004	Review lift stay motion.	0.20	Dunne, Dennis F.
9705885	6/23/2004	Review and summarize R/S motion (.3); TC to counsel re same (.1)	0.40	Sullivan, Deirdre Ann
9703115	6/24/2004	Review lift stay motion (0.2); Draft memo re same (0.1).	0.30	Dunne, Dennis F.
9712878	6/25/2004	Review shuman relief from stay documents.	0.30	Naik, Soham D.
9711262	6/29/2004	Obtained information from corporate filings re: Joyce v. RCN Corp.	0.90	Fabsik, Paul
9734285	7/8/2004	Research re automatic stay issues and applicability to non-debtor subsidiaries (.4); meetings with D. Dunne and S. Naik re same (.3).	0.70	Katz, Jeffrey M.
9796426	7/8/2004	Prepared summary of Redmond relief from stay motion.	0.50	Naik, Soham D.
9778883	8/8/2004	Review DeWees motion to lift stay and extend time to file adv complaint	0.50	Naik, Soham D.
9810490	8/29/2004	Review Dewees motion (0.4); Draft memo re same (0.1).	0.50	Dunne, Dennis F.

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Description of Legal Services

RCN CORPORATION-BUSINESS PLAN REVIEW & ANALYSIS

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9701510	6/16/2004	TCs w/ R. Morris re: open issues (.8); TCs w/ R. Morris re: open issues (1.2).	2.00	Sullivan, Deirdre Ann
9725094	7/7/2004	Review rating agency presentation materials.	1.10	Dunne, Dennis F.
9734284	7/7/2004	Analyze correspondence re Megacable information.	0.10	Katz, Jeffrey M.
9734287	7/7/2004	Analyze RCN presentation materials to S&P (.2); analyze Moody's ratings commentary and correspondence re ratings agency book (.2).	0.40	Katz, Jeffrey M.
9734310	7/7/2004	Review S&P presentation (1.2); Circulate short-form version (.4)	1.60	Sullivan, Deirdre Ann

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

RCN CORPORATION-CLAIMS ANALYSIS AND ESTIMATION

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9701498	6/11/2004	RV and revise bar date language.	0.50	Sullivan, Deirdre Ann
9739025	6/11/2004	RV and revise bar date language	1.50	Sullivan, Deirdre Ann
9684078	6/13/2004	Research trading orders.	1.30	Naik, Soham D.
9701378	6/23/2004	Review schedules.	0.50	Dunne, Dennis F.
9739022	6/28/2004	Review NOL trading objection.	0.40	Naik, Soham D.
9723353	6/29/2004	Review pleadings and draft summary of class action re: 21st Century	1.10	Sullivan, Deirdre Ann
9726749	6/30/2004	Review franchise agreements.	2.50	Naik, Soham D.
9723352	7/6/2004	Review USTrustee correspondence (0.3); Review equity committee letter (0.3); Outline response re same (0.3).	0.90	Dunne, Dennis F.
9734288	7/6/2004	Analyze correspondence re request for appointment of equity committee and report of financial advisor to equity holders re entity valuation.	0.60	Katz, Jeffrey M.
9734294	7/6/2004	Research re formation of an equity committee.	1.90	Ceron, Rena
9796622	7/6/2004	Review and distribute documents relating to corporate organization to P. Bade at CTA	0.70	Naik, Soham D.
9725093	7/7/2004	Review potential responses to equity committee request (0.6); Confs w/ E. Edidin re same (0.3).	0.90	Dunne, Dennis F.
9734289	7/7/2004	Analyze correspondence re equity holders' request for equity committee and E. Edidin comments re same.	0.30	Katz, Jeffrey M.
9734290	7/7/2004	Draft response to UST re: request for equity committee (3.5); Research re: same (1.8)	5.30	Sullivan, Deirdre Ann
9734291	7/8/2004	Review 10K/A re: information in response to UST re: equity committee	0.80	Sullivan, Deirdre Ann
9796425	7/8/2004	Obtain and distribute 10K-A, review same re Level 3 common stock	0.70	Ceron, Rena

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RCN CORPORATION-CLAIMS ANALYSIS AND ESTIMATION

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9734292	7/9/2004	Review comments to letter to UST re: equity committee (.6); Revise letter re: same (.9)	1.50	Sullivan, Deirdre Ann
9729281	7/11/2004	Review, revise and finalize latest draft of UST letter re equity committee requestion (0.8); Review case law re same (0.3).	1.10	Dunne, Dennis F.
9734293	7/11/2004	Revise and distribute response to UST re: equity committee	1.80	Sullivan, Deirdre Ann
9746276	7/12/2004	Analyze reports, correspondence and responses re request for equity committee.	0.40	Katz, Jeffrey M.
9746278	7/12/2004	Revise letter to UST re: equity committee per comments (.5); Circulate (.2); TC w/ R. Morris re: response (.4).	1.10	Sullivan, Deirdre Ann
9746277	7/13/2004	Analyze Skadden response re request for equity committee.	0.30	Katz, Jeffrey M.
9746279	7/13/2004	Revise letter to UST re: equity committee per additional comments (.5); Review Debtors' draft response re: same (.4)	0.90	Sullivan, Deirdre Ann
9741335	7/15/2004	Review cost-savings issues and status of same.	0.80	Dunne, Dennis F.
9757627	7/19/2004	Analyze legal issues of subsidiary claims (.3); correspondence t/f D. Dunne, D. Sullivan, J. Tecce and S. Naik re matter (.1).	0.40	Katz, Jeffrey M.
9752830	7/21/2004	Numerous TCs w/ P. Bade re: subsidiary cost-savings issues	2.80	Sullivan, Deirdre Ann
9750612	7/23/2004	Review pre-petition advisor engagement letter and related corporate structure.	0.90	Tecce, James
9750613	7/25/2004	Research legal issues of subsidiary claims.	1.60	Tecce, James
9757628	7/25/2004	Analyze correspondence received from D. Dunne, J. Tecce and D. Sullivan re: certain claims.	0.30	Katz, Jeffrey M.
9752832	7/26/2004	Research regarding certain claims (.7); review cases gathered re discharge and outline open issues re same (3.7); conf w/J. Katz re certain factual issues (.2); draft email memorandum to D. Dunne and D. Sullivan re research (2.6).	7.20	Tecce, James

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RCN CORPORATION-CLAIMS ANALYSIS AND ESTIMATION

June 10, 2004 through August 31, 2004

Date	Description	Hour	Name
9764567	7/26/2004 Discussions with J. Tecce re state law issues.	0.30	Katz, Jeffrey M.
9770549	7/26/2004 Prepare for and meet w/ J. Tecce re: open claims issues (.8)	0.80	Sullivan, Deirdre Ann
9772702	7/26/2004 Review collateral documents re: bank claims.	0.20	Naik, Soham D.
9757629	7/27/2004 Confs w/R. DeFord and J. Katz re claims issues (.5); revise memo to committee re claims and related issues (5.2).	5.70	Tecce, James
9764568	7/27/2004 Prepare analysis of state law issues re subsidiary claims and forward same to D. Dunne, J. Tecce, D. Sullivan and S. Naik (.6); discussions with J. Tecce and R. Deford re same (.2).	0.80	Katz, Jeffrey M.
9770550	7/27/2004 Conference w/ J. Tecce re issues with certain claims (.1); research re caselaw and statutory law in Delaware (3.2); research certain corporate law issues (1.4); draft sections for memorandum (.7).	5.40	Deford, Ryan
9772703	7/27/2004 Conference with J. Katz re: collateral review (.2); TC with B. Kelley at Skadden re: same (.1).	0.30	Naik, Soham D.
9759212	7/28/2004 Research issues articles of incorporation.	0.30	Fabsik, Paul
9759213	7/28/2004 Revisions to claim memo (3.6); review bylaws (.3); review shareholder cases (1.2); conf w/Katz re same (.2); revise memo re additional issues (1.1); revise all (1.8); revise analysis section (.9).	9.10	Tecce, James
9764569	7/28/2004 Analyze R. Deford memo re state law issues (.6); discussions with J. Tecce re same (.3); analyze treatise re same (.2).	1.10	Katz, Jeffrey M.
9770551	7/28/2004 Research re caselaw and statutory law in certain claims (5.3); draft memorandum section on law re same (1.9).	7.20	Deford, Ryan
9760519	7/29/2004 Revise memo re claim (1.4); re state law issues issues (.8); revise all for review (3.6); draft executive summary (.8); review additional cases (.7).	7.30	Tecce, James

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Description of Legal Services

RCN CORPORATION-CLAIMS ANALYSIS AND ESTIMATION

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9764570	7/29/2004	Analyze J. Tecce memo re subsidiary claims (.5); discussions with J. Tecce re same (.2).	0.70	Katz, Jeffrey M.
9770545	7/29/2004	Additional research re articles of incorporation and bylaws of RCN Corp.	1.30	Deford, Ryan
9772704	7/29/2004	Conference with J. Katz re: collateral review (.2); review UCCs (2).	2.20	Naik, Soham D.
9762196	7/30/2004	Review cases in R. Deford's memo.	1.20	Tecce, James
9772705	7/30/2004	Continue review of UCCs (1.7); conference with J. Katz re: same (.2).	1.90	Naik, Soham D.
9764571	8/2/2004	Confs w/D Sullivan re claims analysis (.4); conf w/J Katz re same (.3); emails with same and Dunne re same (.5); research re: claims issues (2.1); review cases gathered from same and Sullivan memo with facts (4.1); conf w/ J Bulger re procedural issues (.2); review CTA documents (.8); review cases on procedural issues (.6); draft memo to D Dunne summarizing claims analysis issues and facts (3.2).	12.20	Tecce, James
9783115	8/2/2004	Legal research per J. Tecce.	2.40	Mc Cabe, Scott M.
9770548	8/3/2004	Final revisions to memo for D Dunne (1.2); conduct further research (.2); review cases (1.4).	2.80	Tecce, James
9783157	8/3/2004	Analyze bank liens and perfection issues for collateral review (2.0); discussions with S. Naik re same (.4).	2.40	Katz, Jeffrey M.
9774051	8/4/2004	Review memoranda and emails of Katz and Sullivan re claims issues facts (1.6); draft outline of affidavit in support of motion and discovery letter (4.8); email Dunne, Sullivan, Katz re same and next steps (.4).	6.80	Tecce, James
9778879	8/4/2004	Review draft Proof of Claims (.9).	0.90	Naik, Soham D.
9778880	8/4/2004	Review UCCs re: bank liens (4.6); conference with J. Katz re: same (.4).	5.00	Naik, Soham D.

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RCN CORPORATION-CLAIMS ANALYSIS AND ESTIMATION

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9783158	8/4/2004	Analyze copies of share certificates and stock powers (.3); analyze correspondence re same (.2); discussions with S. Naik re same (.6); analyze issues re perfection of security interest in equity and in other collateral under UCC and relevant agreements (1.6).	2.70	Katz, Jeffrey M.
9826747	8/4/2004	RV draft proofs of claim and calculations(1.1); RV revised draft proofs of claim and underlying calculations (.8).	1.90	Sullivan, Deirdre Ann
9778881	8/5/2004	Review stock certificates (1.1); conference with J. Katz re: collateral review memo (1).	2.10	Naik, Soham D.
9783159	8/5/2004	Analysis of perfection re securities accounts holding cash collateral from asset sales (.6); analysis of issues re perfection of proceeds of accounts receivable (.4); analysis of interplay between New York and Delaware UCCs on issues re perfection of equity collateral (1.0); discussions and meeting with S. Naik re same (.6).	2.60	Katz, Jeffrey M.
9826745	8/5/2004	Analysis of issues and correspondence re filing of RCN Cable TV of Chicago and other subsidiaries (.2); correspondence t/f D. Sullivan and J. Tecce; discussion with J. Tecce (.2); review press release forwarded re same (.2); RV correspondence re filing of Chicago subsidiary (.1).	0.90	Katz, Jeffrey M.
9783160	8/6/2004	Analysis of legal issues re attachment and perfection of security interests re collateral review.	2.30	Katz, Jeffrey M.
9778882	8/8/2004	Prepare outline for collateral review summary.	4.30	Naik, Soham D.
9778878	8/9/2004	Revise affidavit in support of discovery motion (6.5); revise letter to Skadden requesting discovery for same (1.8); revise both for circulation to Dunne, Sullivan & Katz (.6); review cash management motions and first day affidavit re same (1.2); review petitions (.2).	10.30	Tecce, James

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RCN CORPORATION-CLAIMS ANALYSIS AND ESTIMATION

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9790213	8/9/2004	Meeting with S. Naik re collateral review outline and memo (.8); legal research re same (.9).	2.70	Katz, Jeffrey M.
9794583	8/9/2004	Draft memo to Cte re: bar date (.3); review assets pledged to second lienholder and related security docs (2.1); review assets pledged to first lienholder and related security docs (2.5); review NJ and Carmel cash collateral agreements (.6); Conference with J. Katz re: collateral review memo (1.7).	7.20	Naik, Soham D.
9848480	8/9/2004	Circulate draft proofs of claim to Committee.	0.30	Sullivan, Deirdre Ann
9790214	8/10/2004	Analysis of issues re collateral review.	0.80	Katz, Jeffrey M.
9790215	8/11/2004	Meeting with S. Naik re collateral review; analyze legal issues re same.	1.00	Katz, Jeffrey M.
9794584	8/11/2004	Review and revise collateral review outline (7.9); meeting with J. Katz re: same (.9).	8.80	Naik, Soham D.
9790216	8/12/2004	Meeting with S. Naik re UCC-1 financing statements re collateral review (.3); analyze attachment and perfection issues re same (.2).	0.50	Katz, Jeffrey M.
9794585	8/12/2004	Research re: perfection of security interests (2.2); Review credit agreement docs re: subsidiary pledgors (1.5); Review UCC-1s (.6); revise collateral review outline (3); conference with J. Katz re: the preceding (.4).	7.70	Naik, Soham D.
9790217	8/13/2004	Meeting with S. Naik re collateral review (.2); analyze draft outline re same (.2).	0.40	Katz, Jeffrey M.
9794586	8/13/2004	Conference with J. Katz re: same (.4); Review documents regarding perfection of first lienholder's security interest in certain cash proceeds (2.6); Review UCC-1s regarding perfection of security interest in accounts receivable and investment property (1.3); Revise collateral review outline based on foregoing (2.7).	7.00	Naik, Soham D.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

RCN CORPORATION-CLAIMS ANALYSIS AND ESTIMATION

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9800980	8/16/2004	Analysis of bank credit agreement and amendments (0.7), pledge agreement and amendments (0.3) and security agreement and amendments (0.3); correspondence to working group re same (0.2); discussion with S. Naik re letters of credit (0.2); analysis of letters of credit (0.3); analysis of indentures claim (0.8).	2.80	Katz, Jeffrey M.
9800993	8/16/2004	Meeting with S. Naik re collateral review (0.4); analyze draft outline re same (0.5); analyze issues re same (0.3).	1.20	Katz, Jeffrey M.
9804988	8/16/2004	Draft collateral review memo (4); review UCC-1s (.9); conference with J. Katz re: certain UCC-1s (.7); Review credit and pledge agreements (.3); Email and v/m to S. Teicher re: pledge agreement (.2).	6.10	Naik, Soham D.
9805020	8/16/2004	Review docs re: RCN L/Cs (.7); Review provisions of second lienholder facility re: effect of termination of second leinholder facility (.6); review bank waivers (.2).	1.50	Naik, Soham D.
9800994	8/17/2004	Analyze pledge agreement (0.5) and supplements thereto (0.8); meetings with S. Naik re same (0.6); analysis of issues re same (0.7).	2.60	Katz, Jeffrey M.
9804989	8/17/2004	Correspondence with S. Teicher re: pledge supplements (.1); review pledge agreement supplements received from Skadden (2.1); conference with J. Katz re: same (.4); review credit agreement (.2); continue drafting collateral review memo (4.9).	7.70	Naik, Soham D.
9800995	8/18/2004	Analyze first Lien Pledge Agreement (0.5), supplements thereto (0.4), security agreement (0.6), supplements thereto (0.3); analyze UCC provisions and attachment and perfection issues re collateral (1.2); discussions with S. Naik re same (0.7).	3.70	Katz, Jeffrey M.
9804990	8/18/2004	Conference with J. Katz re: pledges (.8); Update collateral review memo (3.6); review security agreement supplements (1.1); conference with J. Katz re: same (.4).	5.90	Naik, Soham D.

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Description of Legal Services

RCN CORPORATION-CLAIMS ANALYSIS AND ESTIMATION

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9800996	8/19/2004	Analysis of legal issues re collateral review (2.4); discussions with S. Naik (0.3) and D. Dunne (0.1) re same.	2.80	Katz, Jeffrey M.
9804991	8/19/2004	Conferences with S. Teicher and J. Katz re: pledged equity of subsidiaries (.6); revise collateral review memo (5.2).	5.80	Naik, Soham D.
9800997	8/20/2004	Analyze draft memo re collateral review (2.6); meeting with S. Naik re same (1.2).	3.80	Katz, Jeffrey M.
9804992	8/20/2004	Conference with J. Katz re: collateral review.	1.10	Naik, Soham D.
9814491	8/23/2004	Draft summary to collateral review memo (4.4); update collateral review memo re: pledges memo (4.3).	8.70	Naik, Soham D.
9814528	8/23/2004	Analysis of relevant UCC (1.7) and Bankruptcy Code (0.8) provisions re collateral review; meeting with S. Naik (0.1) re first and second lienholders collateral review.	2.60	Katz, Jeffrey M.
9814529	8/24/2004	Revise collateral review memo (4.1); meeting with S. Naik re memo (0.2).	4.30	Katz, Jeffrey M.
9814492	8/25/2004	Review and revise collateral review memo (.7); legal research re: same (1.1); conference with J. Katz re: second lien holder security docs (.5); research re: same (.7).	3.00	Naik, Soham D.
9814530	8/25/2004	Analyze first lien (1.5) and second lien (0.8) security documentation; analyze first lien (1.0) and second lien (0.3) perfection materials; analyze first lien pledge supplements (0.4); analyze relevant UCC articles 8 and 9 provisions (1.2); meeting with S. Naik re same (0.4) re collateral review.	5.60	Katz, Jeffrey M.
9814493	8/26/2004	Review Megacable subscription agreement re: claims analysis.	0.20	Naik, Soham D.
9814531	8/26/2004	Revise memorandum re first and second liens collateral review (3.6); analyze UCC provisions and official comments thereto (1.3); analyze filed UCC-1 financing statements (1.7); meeting with S. Naik (0.2) re collateral review.	6.80	Katz, Jeffrey M.

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Description of Legal Services

RCN CORPORATION-CLAIMS ANALYSIS AND ESTIMATION

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9814494	8/27/2004	Review additional UCC-1s (.2); conference with J. Katz re: same (.1).	0.30	Naik, Soham D.
9814532	8/27/2004	Analyze attachment (2.1) and perfection (1.4) issues re first lien facility; analyze attachment (1.3) and perfection (0.6) issues re second lien facility; analyze UCC provisions re such issues (1.2); meeting with S. Naik re same (0.1) re collateral review.	6.70	Katz, Jeffrey M.
9825337	8/30/2004	Prepare revisions to collateral review memo (4.4); analyze UCC provisions re attachment and perfection issues (1.4).	5.80	Katz, Jeffrey M.
9825318	8/31/2004	Revise collateral review memo.	0.40	Naik, Soham D.
9825338	8/31/2004	Finalize collateral review memorandum and distribute to D. Dunne, D. Sullivan, J. Tecce and S. Naik.	4.90	Katz, Jeffrey M.

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Description of Legal Services

RCN CORPORATION-COMMITTEE ADMINISTRATION

June 10, 2004 through August 31, 2004

Date	Description	Hour	Name
9684072	6/10/2004 Revise contacts list.	0.40	Metz, Patrice C.
9684076	6/10/2004 Revise working group list for official committee.	2.90	Naik, Soham D.
9689673	6/10/2004 Prepare for and attend organizational meeting (1.1); Confs thereafter w/ DSchall, GSinger & EEdidin re same and re next steps (1.2); Review same (0.6).	2.90	Dunne, Dennis F.
9701487	6/10/2004 Set up Committee conference call (.3); Finalize documents for Committee call(1.1); Circulate call information and documents (.3); TC w/ D. Retter (.4).	2.10	Sullivan, Deirdre Ann
9739020	6/10/2004 Draft agenda (.4); revise same (.1); email to committee re: conference call (.1).	0.60	Naik, Soham D.
9679253	6/11/2004 TC w/ S. Horwitz and D. Retter (.5); Finalize agenda for committee meeting (.3).	0.80	Sullivan, Deirdre Ann
9684077	6/11/2004 Revised Working Group List (1.1); begin draft of retention affidavit (2.4); conf. w/ D. Sullivan re: working group list (1.4); review new filings on docket (.4).	5.30	Naik, Soham D.
9689674	6/11/2004 Review by-laws (0.6); Review working group list (0.2); Review next steps (0.3)	1.10	Dunne, Dennis F.
9701480	6/11/2004 Meeting w/ S. Naik re: working group list.	0.40	Sullivan, Deirdre Ann
9689675	6/12/2004 Review agenda, by-laws and other issues	1.00	Dunne, Dennis F.
9679254	6/13/2004 Finalize memo to S. Horwitz (.1); Prepare and send Chanin and CTA summaries for Committee (.8).	0.90	Sullivan, Deirdre Ann
9697147	6/14/2004 Meeting with D. Sullivan re: RCN to do list.	0.30	Naik, Soham D.
9697152	6/14/2004 Review agenda and bylaws (.3); revise bylaws based on comments in conference call (.3).	0.60	Naik, Soham D.
9697154	6/14/2004 Draft minutes of committee call.	0.90	Naik, Soham D.
9697148	6/15/2004 Review corp. issues (.5); email charts to P. Aquino (.1)	0.60	Naik, Soham D.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

RCN CORPORATION-COMMITTEE ADMINISTRATION

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9697149	6/15/2004	Locate press release (.3); revise contacts info (.3) email charts to P. Aquino (.1).	0.70	Metz, Patrice C.
9697150	6/16/2004	Obtain requested information.	0.40	Metz, Patrice C.
9701517	6/16/2004	Arrange Committee call (.5); TCs to members re same (.7).	1.20	Sullivan, Deirdre Ann
9697155	6/17/2004	Prepare minutes of conference call.	0.40	Naik, Soham D.
9701526	6/18/2004	Organize weekly committee meetings.	0.50	Sullivan, Deirdre Ann
9697151	6/21/2004	Organize and participate in conf. call w/ advisors re: committee protocol	1.20	Sullivan, Deirdre Ann
9697153	6/21/2004	Prepare agenda for weekly call (.4); Distribute call reminder and relevant documents (.6)	1.00	Sullivan, Deirdre Ann
9712866	6/21/2004	Participate in conf. call with Advisors re: committee protocol (.3); Prepare calendar notices for upcoming RCN events (.3)	0.60	Naik, Soham D.
9718848	6/22/2004	Obtain documents for D. Dunne.	0.30	Metz, Patrice C.
9705888	6/23/2004	Meeting with S. Naik and follow-up on items requested by Committee	0.50	Sullivan, Deirdre Ann
9712867	6/23/2004	Meeting with D. Sullivan re: next steps to be taken (1.1); Prepare minutes of 6/23 conf. call (.3); Review Schedules and Statements (.8); email Schedules and Statement to Committee (.1); Review bar date order (.6); email to bankholder re: same (.2); Revise by-laws (.5); Revise working group list as per changes from HSBC (.6).	4.20	Naik, Soham D.
9711264	6/28/2004	Review and revise agenda (0.1); Prepare for tomorrow's meeting (0.2); Confs w/ G. Singer & D. Schall re same (0.2).	0.50	Dunne, Dennis F.
9712868	6/28/2004	Review documents for Wednesday meeting (.6); email to S. Horwitz and D. Retter re: same (.2).	0.80	Naik, Soham D.
9723355	6/28/2004	Draft agenda for Committee call (.3); Corresp. w/ D. Dunne re: same (.3); Send reminder re: call (.3)	0.90	Sullivan, Deirdre Ann

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

RCN CORPORATION-COMMITTEE ADMINISTRATION

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9712869	6/29/2004	Prepare minutes of 6/14, 6/17, 6/23, and 6/29 conference calls for file.	2.80	Naik, Soham D.
9796429	7/1/2004	Prepare summary of court hearing for Committee.	0.50	Naik, Soham D.
9726741	7/2/2004	Finalize Company organization chart for Committee and advisors.	0.60	Naik, Soham D.
9726748	7/2/2004	Prepare minutes of Committee conference call.	0.40	Naik, Soham D.
9718847	7/5/2004	Review correspondence re upcoming meetings.	0.50	Dunne, Dennis F.
9734298	7/5/2004	Prepare agenda and distribute to committee w/ notice of call	0.80	Sullivan, Deirdre Ann
9734299	7/6/2004	Prepare and distribute agenda for Committee call	0.80	Sullivan, Deirdre Ann
9734295	7/7/2004	Research equity committee issues.	1.70	Ceron, Rena
9734296	7/8/2004	Obtain information re submission of Committee member expenses	0.40	Ceron, Rena
9734301	7/8/2004	Meeting with D. Sullivan regarding outstanding matters (.5); Prepare calendar notices (.4).	0.90	Naik, Soham D.
9734318	7/8/2004	Research re: committee issues.	0.60	Ceron, Rena
9734319	7/8/2004	Review guidelines re: certain claims (.7); Draft and circulate memo to Committee members re: expenses (1.1); TC w/ D. Retter re: same (.4)	2.20	Sullivan, Deirdre Ann
9746290	7/12/2004	Review correspondence from committee members.	0.10	Katz, Jeffrey M.
9746291	7/12/2004	Review case law re: committee member expenses	0.50	Sullivan, Deirdre Ann
9734302	7/13/2004	Prepared calendar notices re: upcoming RCN dates (.4); Review news articles re: RCN (.7).	1.10	Naik, Soham D.
9746283	7/13/2004	TC w/ D. Retter re: committee expenses backup (.4); Circulate materials to Committee members for call (.5)	0.90	Sullivan, Deirdre Ann
9752836	7/20/2004	Review Committee expense information w/ S. Naik	0.20	Sullivan, Deirdre Ann

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

RCN CORPORATION-COMMITTEE ADMINISTRATION

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9757632	7/20/2004	Conference w/ D. Sullivan re: committee expenses.	0.20	Naik, Soham D.
9757649	7/22/2004	Review and distribute RCN articles.	0.30	Naik, Soham D.
9770554	7/27/2004	Setup Committee call (.3); Draft Agenda re: same (.3); Revise per comments (.3)	0.90	Sullivan, Deirdre Ann
9783121	8/2/2004	Draft agenda for Committee call (.4); Revise per comments (.2); Corresp. re next Committee call (.4)	1.00	Sullivan, Deirdre Ann
9794588	8/9/2004	Prepare agenda (.4); draft reminder of Committee call w/ agenda (.4).	1.20	Sullivan, Deirdre Ann
9794604	8/9/2004	Review and distribute press releases.	0.20	Naik, Soham D.
9804995	8/16/2004	Draft agenda for Committee meeting (.5); Revise per comments (.4); Send Committee meeting information and agenda (.3)	1.20	Sullivan, Deirdre Ann
9804996	8/18/2004	Emails to the Committee re: proofs of claim and the claims register.	0.50	Naik, Soham D.
9804997	8/18/2004	Review and circulate RCN news articles.	0.20	Naik, Soham D.
9814495	8/23/2004	Draft and circulate agenda for Committee call (.4); Prepare and send email reminder and status update to Committee (.3).	0.70	Sullivan, Deirdre Ann
9814496	8/24/2004	Review and distribute news articles to Committee.	0.90	Naik, Soham D.
9825319	8/30/2004	Revise and distribute updated working group list.	0.10	Naik, Soham D.

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Description of Legal Services

RCN CORPORATION-COMMITTEE MEETINGS

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9677025	6/10/2004	Finalize materials for organizational meeting (3.5); Attend organizational meeting (1.7).	5.20	Sullivan, Deirdre Ann
9701489	6/10/2004	Attend RCN Committee organization meeting.	1.70	Naik, Soham D.
9686292	6/14/2004	Participate on Committee call	1.00	Sullivan, Deirdre Ann
9689676	6/14/2004	Prepare for and attend committee call (1.0); Confs w/ D. Schall & G. Singer thereafter re same (0.6).	1.60	Dunne, Dennis F.
9689677	6/17/2004	Prepare for and attend committee meeting (0.7); Confs w/ D. Retter & D. Sullivan re same and procedures for meetings (0.4).	1.10	Dunne, Dennis F.
9701518	6/17/2004	Prepare for (.7) and participate in (.7) conference call w/ Committee; Review updated orders and give comments (1.9).	3.30	Sullivan, Deirdre Ann
9701379	6/23/2004	Prepare for and attend call w/ committee.	1.20	Dunne, Dennis F.
9705889	6/23/2004	Prepare for (.3) and participate (1.2) in Committee call.	1.50	Sullivan, Deirdre Ann
9712870	6/23/2004	Prepare for (.2) and participate (1.2) in official committee conference call.	1.40	Naik, Soham D.
9712871	6/29/2004	Participate in Official Committee Call.	0.40	Naik, Soham D.
9713945	6/29/2004	Prepare for and attend committee meeting (.4); Review issues re same (.8).	1.20	Dunne, Dennis F.
9723357	6/29/2004	Participate in Committee call	0.40	Sullivan, Deirdre Ann
9718849	7/2/2004	Prepare for and attend committee meetings (0.5); Confs w/ G. Singer re same (0.3).	0.80	Dunne, Dennis F.
9723358	7/2/2004	Prepare for (.5) and participate in (.5) Committee call	1.00	Sullivan, Deirdre Ann
9734303	7/2/2004	Conference call with committee members.	0.50	Katz, Jeffrey M.
9734304	7/5/2004	Review correspondence re committee conference call.	0.10	Katz, Jeffrey M.
9723356	7/6/2004	Prepare for and attend committee meeting (0.6); Confs w/ D. Schall, G. Singer, R. Belinsky re same (0.4).	1.00	Dunne, Dennis F.

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Description of Legal Services

RCN CORPORATION-COMMITTEE MEETINGS

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9734305	7/6/2004	Participate on committee conference call.	0.60	Katz, Jeffrey M.
9734306	7/6/2004	Prepare for (.2) and participate in (.6) committee call	0.80	Sullivan, Deirdre Ann
9734307	7/6/2004	Prepare minutes for 7/2 and 7/6 committee conference call.	1.60	Naik, Soham D.
9734308	7/13/2004	Prepare minutes of committee conference call.	0.60	Naik, Soham D.
9746285	7/13/2004	Participate on conference call with creditors committee.	0.70	Katz, Jeffrey M.
9746286	7/13/2004	Prepare for (.8) and participate in (.7) Committee conference call	1.50	Sullivan, Deirdre Ann
9757636	7/19/2004	Prepare agenda for 7/20 committee call (.4); prepare security list for 7/21 "All Hands" meeting (.2).	0.60	Naik, Soham D.
9748065	7/20/2004	Prepare for and attend committee meeting (0.8); Review issues raised in same (0.6).	1.40	Dunne, Dennis F.
9752837	7/20/2004	Prepare for (.7) and participate in (.8) Committee conference call	1.50	Sullivan, Deirdre Ann
9749074	7/21/2004	Prepare for and attend committee meeting at Skadden before meeting with company and its advisors (1.3); Outline issues raised therein (0.2).	1.50	Dunne, Dennis F.
9752838	7/21/2004	Participate in Committee pre-meeting	1.30	Sullivan, Deirdre Ann
9757635	7/26/2004	Prepare for and attend committee meeting.	1.10	Dunne, Dennis F.
9760520	7/28/2004	Prepare for and attend committee meeting (0.5); Confs thereafter w/ G. Singer, E. Edidin & D. Schall re open issues re hearing (1.6).	2.10	Dunne, Dennis F.
9770557	7/28/2004	Participate in Committee conference call	0.50	Sullivan, Deirdre Ann
9770556	8/2/2004	Prepare for and attend committee meeting.	0.30	Dunne, Dennis F.
9778884	8/2/2004	Participate in committee call.	0.30	Naik, Soham D.
9783122	8/2/2004	Participate on committee call.	0.30	Katz, Jeffrey M.

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Description of Legal Services

RCN CORPORATION-COMMITTEE MEETINGS

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9783123	8/2/2004	Prepare for and participate in Committee conference call	0.40	Sullivan, Deirdre Ann
9772706	8/3/2004	Prepare for and attend committee meeting.	0.50	Dunne, Dennis F.
9783124	8/3/2004	Prepare for (.3) and participate in (.5) Committee conference call	0.80	Sullivan, Deirdre Ann
9783125	8/5/2004	Participate in Committee call w/ Chanin	0.50	Sullivan, Deirdre Ann
9784966	8/10/2004	Prepare for and attend committee meeting (1.0); Review issues re same (0.3).	1.30	Dunne, Dennis F.
9796299	8/17/2004	Prepare for and attend committee call	1.00	Dunne, Dennis F.
9804998	8/17/2004	Prepare for and participate in Committee call.	1.00	Sullivan, Deirdre Ann
9805001	8/17/2004	Prepare for (.2) and participate in (1.0); Conference call with Committee and R. Morris and others at Skadden.	1.20	Naik, Soham D.
9805002	8/20/2004	Participate in committee call.	.90	Naik, Soham D.
9805000	8/22/2004	Draft agenda for Committee call (.3); Prepare notice re Committee call (.2)	0.50	Sullivan, Deirdre Ann
9806238	8/24/2004	Prepare for and attend committee meetings (0.9); Review issues raised in same and next steps (0.6).	1.50	Dunne, Dennis F.
9814498	8/24/2004	Prepare for and participate in Committee call (.9)	0.90	Sullivan, Deirdre Ann
9814499	8/24/2004	Participate in Committee call.	0.90	Naik, Soham D.

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Description of Legal Services

RCN CORPORATION-COURT HEARINGS

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9701509	6/14/2004	Comment on all orders for pending motions.	2.80	Sullivan, Deirdre Ann
9712872	6/21/2004	Prepare documents relating to 6/22 court hearing (4.5); Review objections re: contested matters for 6/22 hearing (.6)	5.10	Naik, Soham D.
9698594	6/22/2004	Prepare for and attend court hearings.	2.00	Dunne, Dennis F.
9705890	6/22/2004	Prepare for (1.5) and attend hearings (2.0)	3.50	Sullivan, Deirdre Ann
9712873	6/22/2004	Prepare final docs for 6/22 hearing (.4); Prepare summary of the final hearings (2.7).	3.10	Naik, Soham D.
9712874	6/28/2004	Review materials for 7/1 hearing.	1.80	Naik, Soham D.
9712875	6/29/2004	Review materials for 7/1 hearing.	1.10	Naik, Soham D.
9726742	6/30/2004	Review materials for 7/1 hearing	0.80	Naik, Soham D.
9718850	7/1/2004	Prepare for and attend court hearing.	2.10	Dunne, Dennis F.
9723359	7/1/2004	Prepare for and attend hearing	3.30	Sullivan, Deirdre Ann
9726743	7/1/2004	Prepare for and attend hearing.	2.90	Naik, Soham D.
9762197	7/29/2004	Numerous confs w/ J. Goffman, D. Schall, G. Singer re tomorrow's hearing and issues re same (0.9); Prepare for same (0.7).	1.60	Dunne, Dennis F.
9770558	7/29/2004	TC w/ J. Drain's clerk re: adjourning Subsidiary Protocol hearing (.3); TC w/ R. Strappazon re: notice of adjournment (.4); RV and execute Notice of Adjournment (.3)	1.00	Sullivan, Deirdre Ann
9772707	7/29/2004	Outline issues list re: pleadings for hearing.	2.60	Naik, Soham D.
9764572	7/30/2004	Prepare for and attend court hearings.	1.90	Dunne, Dennis F.
9770559	7/30/2004	Prepare for and attend hearings	2.50	Sullivan, Deirdre Ann
9772708	7/30/2004	Prepare for and attend hearing.	2.40	Naik, Soham D.
9783126	8/3/2004	TC w/ J. Drain's chambers re: adjournment of sub protocol motion (.3); TC w/ R. Morris re same (.4); TC w/ R. Strappazon re notice of adjournment (.2); RV and execute same (.3); Send notice of adjournment to J. Millerman (.2)	1.40	Sullivan, Deirdre Ann

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Description of Legal Services

RCN CORPORATION-COURT HEARINGS

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9783127	8/5/2004	RV first day pleadings (.6); TC w/ E. Graff re: Chicago filing issues (.5); TCs w/ R. Morris re: same (.6)	1.70	Sullivan, Deirdre Ann
9778885	8/6/2004	Prepare for and attend hearing on first day and potential TRO re RCN Chicago (1.3); Confs thereafter w/ R. Morris, T. Clark re same and budget issues (0.3).	1.60	Dunne, Dennis F.
9778886	8/6/2004	Prepare for and attend hearing.	0.70	Naik, Soham D.
9783128	8/6/2004	Prepare for and attend hearing.	1.40	Sullivan, Deirdre Ann
9805003	8/16/2004	TC w/ J. Drain's clerk re: rescheduling hearing (.3); TC w/ R. Morris re: same (.3); TC w/ R. Strappazon re: notice of adjournment (.2); RV and execute Notice of Adjournment (.3)	1.10	Sullivan, Deirdre Ann
9805031	8/18/2004	Conference with G. Day re: first day pleadings for new entities to be filed (.1); review same (1.1)	1.20	Naik, Soham D.
9800982	8/23/2004	Obtained docket sheets and pleadings re: RCN Entertainment, Inc., On TV, Inc., 21st Century Telecom Services, Inc., and RCN Telecom Services of Virginia, Inc. for first day hearing.	0.80	Fabsik, Paul
9814500	8/23/2004	RV first day motions (1.9)	1.90	Sullivan, Deirdre Ann
9814501	8/24/2004	Attend 341(a) meeting	0.80	Sullivan, Deirdre Ann
9814503	8/24/2004	Review 1st day pleadings and prepare binders for hearing.	0.90	Naik, Soham D.
9814517	8/24/2004	Prepare for and attend 341(a) meeting (1); prepare email summary of mtg. to Committee (.2).	1.20	Naik, Soham D.
9814504	8/25/2004	Review other pleadings re: 1st day hearing.	1.20	Naik, Soham D.
9808721	8/26/2004	Prepare for and attend court hearing.	0.90	Dunne, Dennis F.
9814502	8/26/2004	Attend court hearing re first day motions for new debtors	1.20	Sullivan, Deirdre Ann

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RCN CORPORATION-COURT HEARINGS

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9821544	8/31/2004	TC w/ R. Morris re 9/8 hearing status of motions	0.50	Sullivan, Deirdre Ann

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RCN CORPORATION-DEBTOR-IN-POSSESSION MEETINGS & COMMUNICATIONS

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9739017	6/28/2004	Prepared materials for 341(a) meeting.	1.30	Naik, Soham D.
9723360	6/29/2004	Prepare for and attend 341(a) meeting	1.50	Sullivan, Deirdre Ann
9739018	6/29/2004	Prepare for and attend 341(a) meeting.	2.80	Naik, Soham D.
9718851	7/1/2004	Prepare for and attend meeting at Winston & Strawn w/ D. Neier, B. Bostrom and D. Sullivan re board issues and process for cost savings issues (1.1); Review issues re same (0.6); Confs w/ D. Schall & G. Singer re same (0.8).	2.50	Dunne, Dennis F.
9723361	7/1/2004	Prepare for and attend meeting w/ Winston & Strawn	3.00	Sullivan, Deirdre Ann
9734309	7/4/2004	Analyze correspondence from D. Schall.	0.10	Katz, Jeffrey M.
9752839	7/19/2004	Participate in meeting w/ Skadden	2.00	Sullivan, Deirdre Ann
9752840	7/21/2004	Meeting w/Skadden, Blackstone, AP Services re open issues.	2.80	Sullivan, Deirdre Ann
9770560	7/29/2004	Setup and participate in conf. call w/ Committee members and Skadden re: sub protocol motion (.9)	0.90	Sullivan, Deirdre Ann
9805004	8/17/2004	Draft agenda for next-day meeting at Skadden (.6); Circulate and revise per comments (.4); Distribute (.1)	1.10	Sullivan, Deirdre Ann
9797560	8/18/2004	Prepare for and attend all-day meetings at Skadden w/ Committee to negotiate terms of plan.	6.70	Dunne, Dennis F.
9805005	8/18/2004	Draft and circulate follow-up memo re all hands meeting (.9); Revise per comments and circulate (.7)	1.60	Sullivan, Deirdre Ann
9805006	8/18/2004	Prepare materials for and participate in "all hands" meeting at Skadden (7.2)	7.20	Sullivan, Deirdre Ann
9798980	8/19/2004	Review and revise memo to Skadden re summary of 08/18 meeting agreements (0.3); Confs w/ D. Sullivan & D. Schall re same (0.3).	0.60	Dunne, Dennis F.

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RCN CORPORATION-DIP AND EXIT FINANCING

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9696334	6/16/2004	TCs re budget and DB fee open issues.	0.60	Sullivan, Deirdre Ann
9701519	6/17/2004	Summarize DB financing.	1.80	Sullivan, Deirdre Ann
9739013	6/17/2004	Confirm sign-off on DB financing fees.	0.30	Sullivan, Deirdre Ann
9692139	6/18/2004	Review objections to DB commitment letter (0.6); Confs w/ G. Singer & D. Schall re same (0.3); Draft memo to committee re same (0.4); Review case law re same (0.5).	1.80	Dunne, Dennis F.
9697156	6/21/2004	Review Skadden's response re exit financing (0.4); Review committee's position re same (0.3); Review issues re Vulcan (0.3); Confs w/ D. Schall & G. Singer re same (0.3).	1.30	Dunne, Dennis F.
9697157	6/21/2004	TC w/ D. Retter re: exit financing (.4); Prepare summary of fees in exit financing (.8); RV objection re: DB financing (.8)	2.00	Sullivan, Deirdre Ann
9734297	7/9/2004	Obtain Notice of Appeal filed by Wells Fargo and Vulcan Ventures (.1); review information re appeal on Dist. Court web site (.7); corresp. w/D. Sullivan re same (.1).	0.90	Ceron, Rena
9734311	7/9/2004	Review financing appeal issues.	1.60	Sullivan, Deirdre Ann
9746280	7/12/2004	Corresp. w/J. Clark and D. Sullivan re status of appeal filed by Vulcan and Wells Fargo.	0.50	Ceron, Rena
9746282	7/12/2004	Draft agenda for Committee conf. call (.5); Revise per comments (.2); Finalize and distribute (.4)	1.10	Sullivan, Deirdre Ann
9734312	7/13/2004	Research re: DB financing order.	2.80	Naik, Soham D.
9746281	7/13/2004	Corresp. w/J. Clark and D. Sullivan re status of appeal filed by Vulcan and Wells Fargo.	0.20	Ceron, Rena
9746287	7/13/2004	TC w/ S. Naik re: appeal of exit financing order	0.70	Sullivan, Deirdre Ann
9746288	7/14/2004	Meeting w/ Soham re: intervention in appeal	0.40	Sullivan, Deirdre Ann
9741336	7/15/2004	Review procedures for intervention under the bankruptcy code.	2.50	Naik, Soham D.

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RCN CORPORATION-DIP AND EXIT FINANCING

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9752841	7/20/2004	RV Commitment Letter re: termination issues (.9); Draft summary re: same (.8)	1.70	Sullivan, Deirdre Ann
9757637	7/20/2004	Analyze executed Deutsche Bank commitment letters and fee letter re termination of commitment issues (.9); discussions with S. Naik re same (.4); prepare correspondence to D. Dunne re same (.4).	1.70	Katz, Jeffrey M.
9757639	7/20/2004	Review DB commitment letter and related docs.	1.90	Naik, Soham D.
9749075	7/21/2004	Research docket to determine status of pending appeal (.30); T conf/ w R. Strappazon re same (.30); prepare email correspondence re appeal status and procedures to R. Strappazon (.30)	0.90	Clark, Jacqueline
9752834	7/21/2004	Corresp. w/J. Clark re status of Vulcan/ Wells Fargo appeal (1.0); corresp. w/S. Naik re appeal process and obtain precedent re motion to intervene (1.6).	2.60	Ceron, Rena
9757640	7/21/2004	Research re: intervention in an appeal (3.9); conference with D. O'Donnell re: same (.2); conference with M. Barr re: same (.1).	4.20	Naik, Soham D.
9752835	7/23/2004	Coordinate review of files for precedent in connection with appeal issue.	0.80	Ceron, Rena
9757638	7/25/2004	Correspondence t/f D. Dunne and S. Naik re Deutsche Bank DIP facility.	0.20	Katz, Jeffrey M.
9764573	7/26/2004	Analyze DIP financing term sheets and forward relevant term sheets to D. Dunne (.5); discussions with S. Naik and correspondence to D. Dunne re same (.3).	0.80	Katz, Jeffrey M.
9770561	7/26/2004	TC w/ P. Goodman re: stipulation to intervention	0.30	Sullivan, Deirdre Ann
9790200	8/13/2004	Review District Court website in connection with Wells Fargo and Vulcan Ventures appeal.	0.30	Ceron, Rena
9804993	8/16/2004	Corresp. w/J. Clark and S. Naik re status of Vulcan, Wells Fargo appeal.	0.30	Ceron, Rena

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RCN CORPORATION-DIP AND EXIT FINANCING

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9848488	8/16/2004	T conf/w Anatin Rouzeau (SDNY Bankruptcy Court Appeals Clerk) re status of appeal.	0.20	Clark, Jacqueline

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RCN CORPORATION-DISCLOSURE STATEMENT

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9764574	8/1/2004	Analyze draft disclosure statement forwarded by Skadden.	1.00	Katz, Jeffrey M.
9794590	8/16/2004	Begin review of disclosure statement.	0.70	Dunne, Dennis F.
9796300	8/17/2004	Review and revise disclosure statement.	0.90	Dunne, Dennis F.
9800991	8/18/2004	Review and prepare comments to an memo on disclosure statement	4.10	Roest, Peter R.
9798981	8/19/2004	Review and revise disclosure statement (2.3); Confs w/ D. Sullivan, T. Matz, E. Edidin & D. Schall re same (0.7); Review valuation issues (0.3).	3.30	Dunne, Dennis F.
9800992	8/19/2004	Review and prepare comments to an memo on disclosure statement	4.80	Roest, Peter R.
9800983	8/20/2004	Review and revise disclosure statement (1.4); Confs w/ G. Singer, J. Goffman, J. Dubel, B. Bostrom, D. Schall & E. Edidin re same (1.6).	3.00	Dunne, Dennis F.
9805018	8/20/2004	Participate in Committee conference call re: plan issues (1.5); Participate in numerous calls w/ parties re: plan and disclosure statement comments (4.5); Review and comment on several versions of plan and disclosure statement (5.2); Numerous TCs w/ Committee members and D. Dunne re Plan comments (2.3); Tcs w/ D. Sudock (.6); TCs w/D. Royster re: open issues (.8).	15.90	Sullivan, Deirdre Ann
9800984	8/21/2004	Outline open issues to be rectified prior to hearing (0.8).	0.80	Dunne, Dennis F.
9814507	8/24/2004	Obtain documents for D. Dunne.	0.70	Metz, Patrice C.
9807401	8/25/2004	Read disclosure statement (0.9); list open issues (0.3).	1.20	Dunne, Dennis F.
9808722	8/26/2004	Continue list of issues to be resolved or added to disclosure statement.	1.40	Dunne, Dennis F.
9810491	8/29/2004	Review areas of additional disclosure.	0.70	Dunne, Dennis F.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

RCN CORPORATION-DISCLOSURE STATEMENT

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9814506	8/30/2004	Review and revise various sections of disclosure statement (1.3); Outline same (0.3).	1.60	Dunne, Dennis F.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

RCN CORPORATION-EMPLOYEE ISSUES

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9701486	6/10/2004	TCs w/ R. Morris re: KERP.	0.50	Sullivan, Deirdre Ann
9701490	6/10/2004	Review KERP Motion and summary.	1.80	Naik, Soham D.
9689682	6/11/2004	Review KERP filings and related issues	0.80	Dunne, Dennis F.
9701497	6/11/2004	TCs w/ A. Kapur and R. Belinsky re: KERP; TC w/ R. Morris re: same	1.20	Sullivan, Deirdre Ann
9701508	6/14/2004	Follow up on KERP.	0.60	Sullivan, Deirdre Ann
9739016	6/23/2004	Review KERP docs.	0.30	Naik, Soham D.
9739021	6/28/2004	Review KERP objection.	0.60	Naik, Soham D.
9739023	6/30/2004	Prepare summary of Debtors' Reply to KERP Objection	0.80	Naik, Soham D.
9718852	7/1/2004	Analyze correspondence re KERP and severance plan.	0.60	Katz, Jeffrey M.
9748066	7/20/2004	Confs w/ D. Schall, G. Singer re D. McCourt press release (0.3); Review same (0.2).	0.50	Dunne, Dennis F.
9783120	8/9/2004	Review retention of P. Aquino as consultant/officer (0.4); Confs w/ G. Singer, E. Edidin & D. Schall re same (0.7).	1.10	Dunne, Dennis F.
9786143	8/11/2004	Review Aquino retention issues (0.4); Confs w/ G. Singer re same (0.1); Review docs re same (0.3).	0.80	Dunne, Dennis F.
9805026	8/20/2004	Review Aquino retention docs (.5); email to Committee re: same (.1)	0.60	Naik, Soham D.
9807404	8/25/2004	Review banks position re retention of PDA LLC (0.3); Confs w/ D. Sullivan, D. Schall & G. Singer re same (0.5).	0.80	Dunne, Dennis F.
9814526	8/25/2004	TC w/ B. Bostrom re PDA retention	0.40	Sullivan, Deirdre Ann

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

RCN CORPORATION-EXECUTORY CONTRACTS

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9757641	7/21/2004	Discussions with D. Dunne and S. Naik re franchise agreements and change of control provisions therein and related regulatory matters (.3); analyze issues re same and compile relevant materials for D. Dunne (.7).	1.00	Katz, Jeffrey M.
9757642	7/22/2004	Conference call with D. Dunne, D. Sullivan, J. Tecce and S. Naik re franchise agreements (.5); meeting with S. Naik re same; analyze prior memoranda re same (.6).	1.40	Katz, Jeffrey M.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

RCN CORPORATION-FEE APPLICATIONS - OTHER

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9741342	7/15/2004	Emails to committee and Kelley & Drye re: fee statement and expenses.	0.10	Naik, Soham D.
9757643	7/19/2004	Review committee members expenses (.3); review counsel to HSBC fees and expenses (.3).	0.60	Naik, Soham D.
9757644	7/20/2004	Review Interim Compensation Order (.4); review fee statement of PWC (.3); review fee statement of Swidler Berlin (.2).	0.90	Naik, Soham D.
9778888	8/2/2004	Review fee statements of debtors' counsel and advisors.	0.30	Naik, Soham D.
9814508	8/23/2004	Review W&S fee application.	0.30	Naik, Soham D.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

RCN CORPORATION-FILE, DOCKET & CALENDAR MAINTENA

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9675258	6/10/2004	Labeling, organizing and filing of various documents.	2.00	Feld, Rachel Leigh
9701492	6/10/2004	Prepare calendar of RCN hearings.	0.80	Naik, Soham D.
9701494	6/10/2004	Verify info re 341 meeting.	0.10	Metz, Patrice C.
9701500	6/11/2004	Review new motions on docket.	0.40	Naik, Soham D.
9684070	6/14/2004	Monitor court docket and electronic notifications for revised hearing dates and objection deadlines (.50); revise calendar report re: new and revised hearing dates (.60); organize and setup internal calendar via outlook (.30); setup rule wizard for S. Naik re automatic notification (.30); setup automatic notification for D. Sullivan, D. Dunne (.20)	1.90	Clark, Jacqueline
9697158	6/14/2004	Review new case filings appearing on the docket.	1.10	Naik, Soham D.
9701513	6/14/2004	Obtained pleadings and circulate	0.70	Fabsik, Paul
9684074	6/15/2004	Edit of pleadings database re: recently filed pleadings as per D. Sullivan.	0.70	Fabsik, Paul
9701516	6/15/2004	Calendar pending dates (.6); Update calendar (.3)	0.90	Sullivan, Deirdre Ann
9692178	6/18/2004	Edit of pleadings database re: recently filed pleadings as per D. Sullivan.	0.40	Fabsik, Paul
9692141	6/21/2004	Filing of various working files.	0.20	Feld, Rachel Leigh
9696330	6/21/2004	Monitor court docket and electronic notifications for revised hearing dates and objection deadlines	0.50	Clark, Jacqueline
9696331	6/21/2004	Revise calendar report re: new and revised hearing dates	0.50	Clark, Jacqueline
9696332	6/22/2004	Revise calendar report re: new and revised hearing dates	0.50	Clark, Jacqueline
9696333	6/22/2004	Edit of pleadings database re: recently filed pleadings as per D. Sullivan.	0.50	Fabsik, Paul

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

RCN CORPORATION-FILE, DOCKET & CALENDAR MAINTENA

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9705891	6/23/2004	Monitor court docket and electronic notifications for revised hearing dates and objection deadlines (.30); update pleading database (.20)	0.50	Clark, Jacqueline
9712877	6/23/2004	Review orders entered from 6/22 hearing.	2.10	Naik, Soham D.
9739015	6/23/2004	Review cash collateral order (.6); seal privileged docs (.3).	0.90	Naik, Soham D.
9701376	6/24/2004	Edit of pleadings database re: recently filed pleadings as per D. Sullivan.	0.60	Fabsik, Paul
9705892	6/24/2004	Monitor court docket and electronic notifications for revised hearing dates and objection deadlines (.30); revise calendar report re: new and revised hearing dates (.20)	0.50	Clark, Jacqueline
9703116	6/25/2004	Labeled and filed various documents.	1.00	Feld, Rachel Leigh
9711265	6/28/2004	Monitor court docket and electronic notifications for revised hearing dates and objection deadlines (.40); revise calendar report re: new and revised hearing dates (.40)	0.80	Clark, Jacqueline
9712876	6/29/2004	Labeled and filed various documents.	1.00	Feld, Rachel Leigh
9713946	6/30/2004	Monitor court docket and electronic notifications for revised hearing dates and objection deadlines (.30); update pleading database (.20)	0.50	Clark, Jacqueline
9718853	7/1/2004	Revise calendar report re: new and revised hearing dates	0.30	Clark, Jacqueline
9796427	7/9/2004	Review updated docket in connection with service list.	0.30	Ceron, Rena
9729278	7/12/2004	Update internal court calendar report	0.70	Clark, Jacqueline
9734315	7/13/2004	Monitor court docket re new and revised hearing dates and objection deadlines (.40); T conf/w Brent Bush (US Bankruptcy Court, SDNY) re modification to docket text entry of application to employ Chanin (.20)	0.60	Clark, Jacqueline

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

RCN CORPORATION-FILE, DOCKET & CALENDAR MAINTENA

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9734316	7/13/2004	T conf and email communication with R. Strappazon re: modification to docket entry text	0.40	Clark, Jacqueline
9796431	7/13/2004	Review new pleadings in docket.	1.40	Naik, Soham D.
9735697	7/14/2004	Update pleadings database re: recently filed pleadings.	0.70	Fabsik, Paul
9738885	7/14/2004	Conference w/ R. Strappazon re: filing amended exhibits to application to employ Chanin	0.60	Clark, Jacqueline
9738886	7/14/2004	T conf and email communication with R. Strappazon re: filing amended exhibits to application to employ Chanin (.50); review case docket re same (.50)	1.00	Clark, Jacqueline
9738887	7/15/2004	Electronic file amended exhibit a and b to application to employ Chanin (.40); t conf/w R. Strappazon re same (.20)	0.60	Clark, Jacqueline
9738888	7/15/2004	T conf/w R. Strappazon re: filing amended exhibits to application to employ Chanin	0.20	Clark, Jacqueline
9738889	7/16/2004	Monitor court docket and electronic notifications for revised hearing dates and objection deadlines	0.50	Clark, Jacqueline
9741338	7/16/2004	Review court calendar (.2); Revise same (.4).	0.60	Naik, Soham D.
9746289	7/16/2004	Maintain files.	0.30	Ceron, Rena
9741334	7/19/2004	Update pleadings database re: recently filed pleadings.	0.20	Fabsik, Paul
9752842	7/23/2004	Monitor court docket and electronic notifications for revised hearing dates and objection deadlines (.30); revise calendar report re: new and revised hearing dates (.50)	0.80	Clark, Jacqueline
9757634	7/23/2004	Revise Court calendar.	0.20	Naik, Soham D.
9752843	7/26/2004	Docket, label and file various documents.	1.00	Feld, Rachel Leigh
9752844	7/26/2004	Search for various cases.	0.20	Feld, Rachel Leigh

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

RCN CORPORATION-FILE, DOCKET & CALENDAR MAINTENA

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9757645	7/26/2004	Review court docket for revised hearing dates and objection deadlines	0.30	Clark, Jacqueline
9770553	7/26/2004	Obtain press releases for file.	0.90	Ceron, Rena
9757646	7/27/2004	Review court docket for revised hearing dates and objection deadlines	0.30	Clark, Jacqueline
9757647	7/27/2004	Docket various pleadings, file documents.	0.50	Feld, Rachel Leigh
9757648	7/27/2004	Filing of various documents.	0.10	Feld, Rachel Leigh
9760521	7/28/2004	Monitor court docket and electronic notifications for revised hearing dates and objection deadlines	0.40	Clark, Jacqueline
9760518	7/29/2004	Update pleadings database re: recently filed pleadings.	0.10	Fabsik, Paul
9770552	7/29/2004	Electronic file notices of adjournment of motion establishing notice procedures (.30)	0.30	Clark, Jacqueline
9770562	7/29/2004	Format proposed order regarding notice of procedures on diskette (.10); monitor court docket and electronic notifications for revised hearing dates and objection deadlines (.50)	0.60	Clark, Jacqueline
9770563	8/3/2004	Electronic file amended notice of adjournment to motion to establish notice procedures	0.50	Clark, Jacqueline
9783133	8/3/2004	RV and comment on calendar	0.30	Sullivan, Deirdre Ann
9776496	8/4/2004	Monitor court docket and electronic notifications for revised hearing dates and objection deadlines	0.30	Clark, Jacqueline
9774052	8/5/2004	Updated pleadings database re: recently filed pleadings as per D. Sullivan.	0.90	Fabsik, Paul
9776497	8/6/2004	Updated pleadings database re: recently filed pleadings as per D. Sullivan.	0.80	Fabsik, Paul
9778889	8/6/2004	Finalize court calendar report (.40); distribute calendar to working group for internal review re: daily filings (.10)	0.50	Clark, Jacqueline

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

RCN CORPORATION-FILE, DOCKET & CALENDAR MAINTENA

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9778890	8/6/2004	Review court docket and electronic notifications (.30); update court calendar report (.50)	0.80	Clark, Jacqueline
9783131	8/6/2004	Maintain files.	0.20	Ceron, Rena
9778891	8/9/2004	Review and compiled various RCN working files as per D. Sullivan (.4); Obtained various RCN voluntary petitions as per S Naik (.5).	0.90	Fabsik, Paul
9783129	8/9/2004	Review court docket for revised hearing dates and objection deadlines	0.30	Clark, Jacqueline
9783130	8/10/2004	Inspect court docket and electronic notifications for revised hearing dates and objection deadlines	0.50	Clark, Jacqueline
9783132	8/10/2004	Updated pleadings database re: recently filed pleadings as per D. Sullivan.	0.30	Fabsik, Paul
9826748	8/10/2004	Revise email distribution lists.	0.20	Metz, Patrice C.
9794591	8/16/2004	Review court docket and electronic notifications (.30); update court calendar report (.60); email correspondence to R. Strappazon re same (.10)	1.00	Clark, Jacqueline
9804984	8/16/2004	Review and calendar discovery docs re: RCN-Chicago adv. proc. (1.9); correspondence with D. Sullivan re: same (.3); T/C with E. Davis re: same (.1).	2.30	Naik, Soham D.
9804994	8/17/2004	Revise email distribution lists.	0.30	Metz, Patrice C.
9800985	8/19/2004	Revise calendar report re: new and revised hearing dates	0.30	Clark, Jacqueline
9800986	8/20/2004	Review court docket and electronic notifications (.50); update court calendar report (.30)	0.80	Clark, Jacqueline
9805008	8/20/2004	Maintain files.	0.40	Ceron, Rena

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

RCN CORPORATION-FILE, DOCKET & CALENDAR MAINTENA

June 10, 2004 through August 31, 2004

Date	Description	Hour	Name
9805007	8/23/2004 Monitor court docket and electronic notifications for revised hearing dates and objection deadlines (.30); update pleading database (.20)	0.50	Clark, Jacqueline
9814515	8/23/2004 RV and comment on calendar	0.40	Sullivan, Deirdre Ann
9805009	8/24/2004 Revised pleadings database re: recently filed pleadings as per D. Sullivan.	0.80	Fabsik, Paul
9826743	8/24/2004 Review RCN-Chicago deposition docs and calendar relevant dates (.8)	0.80	Naik, Soham D.
9807402	8/26/2004 Revised pleadings database re: recently filed pleadings as per D. Sullivan.	0.30	Fabsik, Paul
9808723	8/26/2004 Monitor court docket and electronic notifications for revised hearing dates and objection deadlines	0.50	Clark, Jacqueline
9814497	8/26/2004 Review first day motions and calendar relevant dates.	0.60	Naik, Soham D.
9814516	8/26/2004 Meeting with S. Naik re updates to calendar	0.40	Sullivan, Deirdre Ann
9826744	8/26/2004 Review notices of depositions from City of Chicago and calendar relevant dates (.8).	0.80	Naik, Soham D.
9814509	8/27/2004 Review court docket and electronic notifications (.50); update court calendar report (.30)	0.80	Clark, Jacqueline
9814512	8/27/2004 Update RCN pleading and correspondence files.	4.30	Erick, Holly A.
9814513	8/27/2004 Coordinate update to files.	0.30	Ceron, Rena
9808724	8/28/2004 Compiled various working files as per D. Sullivan.	0.80	Fabsik, Paul
9814510	8/30/2004 Monitor court docket and electronic notifications for revised hearing dates and objection deadlines (.30); update pleading database (.20)	0.50	Clark, Jacqueline
9821549	8/30/2004 Update RCN pleading files.	0.80	Erick, Holly A.

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Description of Legal Services

RCN CORPORATION-FILE, DOCKET & CALENDAR MAINTENA

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9825330	8/30/2004	Update files.	0.20	Ceron, Rena
9814511	8/31/2004	Monitor court docket and electronic notifications for revised hearing dates and objection deadlines (.30); update pleading database (.20)	0.50	Clark, Jacqueline
9814514	8/31/2004	Revised pleadings database re: recently filed pleadings.	0.20	Fabsik, Paul
9821540	8/31/2004	Update RCN pleading and correspondence files (1.40).	1.40	Erick, Holly A.
9825331	8/31/2004	Coordinate update to case files.	0.30	Ceron, Rena

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

RCN CORPORATION-GENERAL COMMUNICATIONS WITH CREDITORS

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9701493	6/10/2004	Distribute 8-K.	0.10	Metz, Patrice C.
9697159	6/21/2004	TCs w/ several holders of bonds	1.20	Sullivan, Deirdre Ann
9723362	6/29/2004	Several TCs w/ holders re: proofs of claim	0.90	Sullivan, Deirdre Ann
9734317	7/7/2004	TCs w/ several holders	0.60	Sullivan, Deirdre Ann
9770564	7/27/2004	Several TCs w/ holders	1.50	Sullivan, Deirdre Ann
9783134	8/2/2004	TCs w/ several holders	0.80	Sullivan, Deirdre Ann
9783135	8/4/2004	TCs w/ several holders	1.70	Sullivan, Deirdre Ann
9783136	8/5/2004	TCs w/ several holders	0.60	Sullivan, Deirdre Ann
9783137	8/6/2004	TCs w/ several holders	0.60	Sullivan, Deirdre Ann

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

RCN CORPORATION-INSURANCE MATTERS

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9848494	8/17/2004	Participate in conf. call w/ B. Bostrom and others re: insurance issues re: plan.	0.50	Sullivan, Deirdre Ann
9848499	8/20/2004	TCs w/ B. Bostrom and R. Morris re insurance (.5); TCs w/ Committee members re insurance (1.1).	1.60	Sullivan, Deirdre Ann

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

RCN CORPORATION-PREPARATION OF MILBANK FEE APPLI

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9701527	6/18/2004	RV post-petition billing categories and send instructions to team re: same.	0.80	Sullivan, Deirdre Ann
9705893	6/23/2004	Review and revise post-petition billing entries re: categories to comply with bankruptcy rules and local guidelines.	0.80	Sullivan, Deirdre Ann
9705894	6/24/2004	Review and revise daynotes to reflect new billing categories to comply with bankruptcy rules and local guidelines.	0.80	Sullivan, Deirdre Ann
9734314	7/13/2004	Conference with D. Sullivan re: preparation of Milbank Fee Application (.4); Review billing information (1.2).	1.60	Naik, Soham D.
9746292	7/13/2004	Meeting w/ S. Naik re: Milbank fees/expenses for June and Committee expenses re: same period	0.40	Sullivan, Deirdre Ann
9741337	7/14/2004	Review fee statement.	1.50	Naik, Soham D.
9746293	7/15/2004	Review and revise billing information	1.20	Sullivan, Deirdre Ann
9752845	7/20/2004	Corresp. w/ D. Dunne re: Milbank fee statement (.8); Review and finalize comments on Milbank fee statement (1.8); Mtg w/ S. Naik re: same (.4)	3.00	Sullivan, Deirdre Ann
9796430	7/20/2004	Revise fee statement (2.6); draft cover letters to fee statement for Milbank and Kelly Drye (.9); Revise cover letters (.2).	3.70	Naik, Soham D.
9778892	8/5/2004	Review and revise July fee statement.	4.30	Naik, Soham D.
9794605	8/12/2004	Correspondence with G. Day re: June fees and expenses.	0.10	Naik, Soham D.
9805010	8/16/2004	Review and revise draft July bill and distribute.	1.80	Sullivan, Deirdre Ann
9805011	8/19/2004	Review and revise July bill	0.80	Sullivan, Deirdre Ann

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

RCN CORPORATION-REAL PROPERTY LEASES

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9689683	6/17/2004	Numerous confs w/ P. Aquino, D. Schall, D. Sullivan re Princeton lease renewal issue (0.4); Review issues re same (0.6).	1.00	Dunne, Dennis F.
9697160	6/17/2004	Review RCN leases	0.30	Naik, Soham D.
9701521	6/17/2004	Numerous TCs w/ advisors and T. Horvat re: Princeton lease issues (.4); TCs w/ P. Bade, P. Auino re: open issues (1.0); TCs w/ A. Kapur re: open issues (.8).	2.20	Sullivan, Deirdre Ann
9701524	6/18/2004	TCs w/ P. Bade re: open real estate issues (.9); TCs w/ P Aquino re: open real estate issues (1.1).	2.00	Sullivan, Deirdre Ann
9692142	6/20/2004	Review potential resolution of Princeton lease (0.4); Review issues re same (0.2).	0.60	Dunne, Dennis F.
9698595	6/22/2004	Review real estate lease renegotiation issues.	0.40	Dunne, Dennis F.
9770565	7/26/2004	RV lease amendments and terminations (.5); Request leases and backup information (.4)	0.90	Sullivan, Deirdre Ann
9770566	7/27/2004	Mtg w/ J. Bulger re: lease amendments and terminations	0.40	Sullivan, Deirdre Ann
9770567	7/28/2004	TCs w/ CTA re: RE lease issues	0.90	Sullivan, Deirdre Ann
9783138	8/6/2004	Review terms of amended and terminated leases (1.1); meet w/ D. Sullivan re: same (.2).	1.30	Bulger, James
9783139	8/9/2004	Reviewing lease amendments in connection with changes to material terms (3.3); drafting a chart re: same (2.1).	5.40	Bulger, James

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

RCN CORPORATION-REGULATORY ISSUES

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9734313	7/8/2004	Prepare summary of RCN franchise agreements.	3.20	Naik, Soham D.
9757651	7/21/2004	Discuss status of RCN with D. Sullivan (.3); place calls to J. Kiddoo re: same (.2); perform research on RCN regulatory status (.7).	1.20	Panahy, Dara A.
9757654	7/21/2004	Review franchise agreement, change of control and regulatory docs (2.4); conference with J. Katz re: same (.4).	2.80	Naik, Soham D.
9749076	7/22/2004	Review FCC and local municipality issues re franchise agreements (1.9); Confs w/ D. Panahy and D. Sullivan re same (0.6); Review next steps and open issues (0.5).	3.00	Dunne, Dennis F.
9752846	7/22/2004	Several TCs w/ D. Panahy re: regulatory issues (1.3); Participate in conf. call w/ J. Kiddoo and D. Panahy re: regulatory issues (.9); Follow-up call w/ D. Panahy (.4)	2.60	Sullivan, Deirdre Ann
9757652	7/22/2004	Discuss RCN regulatory issues with D. Sullivan (.3); call with J. Kiddoo re: same (.7); review RCN past research (1); participate on follow-up call with D. Dunne and S. Sullivan (.7).	2.70	Panahy, Dara A.
9757655	7/22/2004	Review change in control provisions in franchise agreements.	0.40	Naik, Soham D.
9752847	7/23/2004	Participate in call w/ Skadden & Swidler re: regulatory issues	1.20	Sullivan, Deirdre Ann
9757653	7/23/2004	Prepare for (.4); participate on call with J. Kiddoo (Swidler) re: RCN FCC, State and Local Franchise Board regulatory issues (.6); follow-up with D. Sullivan (.2); perform research on regulatory issues (1.2)	2.40	Panahy, Dara A.
9757650	7/26/2004	Confs w/ P. Aquino, D. Schall, D. Sullivan re franchise agreement issues (0.6); Review issues re same (0.3).	0.90	Dunne, Dennis F.
9764575	7/26/2004	Analyze materials re franchise agreements and forward same to D. Panahy.	0.30	Katz, Jeffrey M.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

RCN CORPORATION-REGULATORY ISSUES

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9770576	7/26/2004	Participate on RCN Committee Call (0.7); review e-mails from D. Dunne , J. Katz and D. Sullivan re: franchise issues (0.6); consider regulatory/licensing risks associated with bankruptcy filings (0.4)	1.70	Panahy, Dara A.
9770581	7/26/2004	Participate in TC w/ Committee and advisors re: regulatory issues (1.4); Participate in call w/ RCN and CTA re: regulatory issues (.8); Several TCs w/ D. Panahy re: regulatory issues (1.9);	4.10	Sullivan, Deirdre Ann
9759214	7/27/2004	Prepare for and attend conf call w/ E. Edidin, G. Singer & D. Schall re today's meeting (0.4); Prepare for and attend meeting at Skadden w/ company re franchise agreements and cost-savings summaries (3.1).	3.50	Dunne, Dennis F.
9770573	7/27/2004	Communication with D. Panahy regarding franchise agreements (.6); review of agreements and summary of same (2.1); communication with D. Panahy regarding partial draft summary (.6).	3.30	Francini, Mark B.
9770577	7/27/2004	Review of RCN settlement agreement and franchise agreement summaries (1.2); participate on Creditor's Committee call re: same (1.3).	2.50	Panahy, Dara A.
9770582	7/27/2004	Attend and participate in meeting at Skadden re: regulatory issues	5.00	Sullivan, Deirdre Ann
9770574	7/28/2004	Review of due diligence material (3.2); communication with A.Hedman regarding same (.2); summarizing franchise agreements and revising same (4.3).	7.70	Francini, Mark B.
9770578	7/28/2004	Review RCN settlement agreements (1.0), franchise area summaries (0.5), charts (0.5) and related e-mails (0.6); discuss same with D. Sullivan (0.3) and M. Francini (0.2).	3.10	Panahy, Dara A.
9770583	7/28/2004	TCs w/ D. Panahy re: regulatory issues (.9); RV proposed settlements re: franchises (1.9)	2.80	Sullivan, Deirdre Ann

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Description of Legal Services

RCN CORPORATION-REGULATORY ISSUES

June 10, 2004 through August 31, 2004

Date	Description	Hour	Name
9770575	7/29/2004 Review franchise agreements (.9), summarizing findings (2.4), proofreading summaries (.2), communication with A.Hedman regarding her findings (.2), communication with D.Panahy regarding results of review (.4), review of franchise agreements to note relevant subsidiaries party to each agreement (.4).	4.50	Francini, Mark B.
9770579	7/29/2004 Review various RCN franchise agreements (1.5); discuss summaries of same prepared by M. Francini; (.3) discuss same M. Francini (.4).	2.20	Panahy, Dara A.
9770580	7/30/2004 Review various RCN franchise Agreements (1.8); discuss same with M. Francini (.3).	2.10	Panahy, Dara A.
9783116	8/2/2004 Analysis of correspondence re franchise agreement issues.	0.40	Katz, Jeffrey M.
9783141	8/2/2004 Communication with D.Panahy regarding franchise diligence results, communication with D.Sullivan regarding findings.	0.50	Francini, Mark B.
9783143	8/2/2004 Discuss with M. Francini RCN FCC research re: build-out /service provision requirements.	0.80	Panahy, Dara A.
9783142	8/3/2004 Research regarding relief from buildout requirements in bankruptcy and communication with D.Panahy and D.Sullivan re same.	2.00	Francini, Mark B.
9783144	8/3/2004 Perform additional research re: precedent and impact of selective RCN sub filing (.8); discuss with M. Francini (5).	1.30	Panahy, Dara A.
9783145	8/3/2004 Corresp. and TCs w/ M. Francini and D. Panahy re: regulatory issues	2.10	Sullivan, Deirdre Ann
9783140	8/4/2004 Legal research re: regulatory statute; distribute same to D. Sullivan.	0.20	Ceron, Rena
9776498	8/5/2004 Review petition and related docs re Chicago filings (0.6); Review TRO request re same (0.6).	1.20	Dunne, Dennis F.
9783146	8/5/2004 RV TRO and OSC pleadings re: Chicago (2.5); Draft summary re: same (1.1)	3.60	Sullivan, Deirdre Ann

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RCN CORPORATION-REGULATORY ISSUES

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9778887	8/6/2004	Research re: motion to intervene (2.3); conference with D. Sullivan re: same (.1).	2.40	Naik, Soham D.
9783147	8/6/2004	Mtgs w/ S. Naik re: intervention in Chicago matter (.6); RV statutes (.4); RV legal research (.8)	1.80	Sullivan, Deirdre Ann
9794581	8/9/2004	Review TRO against City of Chicago (.4); Draft motion to intervene (1.8).	2.20	Naik, Soham D.
9794582	8/10/2004	Draft motion to intervene (7.7); Draft Adversary Complaint re: City of Chicago (4.7)	12.40	Naik, Soham D.
9794592	8/10/2004	Numerous TCs w/ E. Davis and others re: Chicago (2.2); Mtg w/ S. Naik re: intervention (.8); RV pleadings, discovery and stipulated order (2.8)	5.80	Sullivan, Deirdre Ann
9787956	8/12/2004	Review SF issues re: initial meeting of franchise counterparties (0.4); Review next steps (0.5).	0.90	Dunne, Dennis F.
9794593	8/14/2004	RV Chicago discovery pleadings and related documents (.7); RV and comment on draft intervention pleadings (.5)	1.20	Sullivan, Deirdre Ann
9804985	8/18/2004	Review RCN-Chicago Adv. Proc. discovery docs (.3); revise motion to intervene and adv. complaint (2.1).	2.40	Naik, Soham D.
9805012	8/18/2004	Review and revise intervention pleadings re Chicago	1.20	Sullivan, Deirdre Ann
9804986	8/19/2004	Review and revise motion to intervene and related adv. complaint (3.6).	3.70	Naik, Soham D.
9804987	8/20/2004	Draft motion to shorten time for hearing re: motion to intervene (.4); research re: motion to shorten time (2.1); draft motion to shorten time (1.2).	3.70	Naik, Soham D.
9806237	8/24/2004	Review and revise motion to intervene (0.6); Review and revise accompanying pleading as required by FedRCivP 24(c) (0.8); Review case law re same (0.7).	2.10	Dunne, Dennis F.
9814486	8/24/2004	Review and revise motion to intervene (2.9)	2.90	Naik, Soham D.

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Date	Description	Hour	Name
9814487	8/25/2004	Revise motion to intervene (1.6); research re: joinder (2.2).	3.80 Naik, Soham D.
9814518	8/25/2004	Review and revise motion to intervene pleadings (1.5); create additional pleadings re same (.9); review and revise motion to shorten time (1.1)	3.50 Sullivan, Deirdre Ann
9808719	8/26/2004	Review Chicago franchise authority litigation issues (1.3); Review intervention issues re same (0.8).	2.10 Dunne, Dennis F.
9814488	8/26/2004	Review and revise motion to intervene, motion to shorten time, stipulation, and notice (3.3); conferences with D. Sullivan re: same (.6).	3.90 Naik, Soham D.
9814519	8/26/2004	Review and revise motion to intervene pleadings (1.2); review and revise draft stipulation and order (.6); meeting with S. Naik re same (.6); tel. confs. with J. Millerman re shortened time motion (.6); tel. conf. with S. Ory re same (.4); tel. conf. to A. Kadish re same (.3); meeting with S. Naik re filing (.6)	4.30 Sullivan, Deirdre Ann
9814482	8/27/2004	Electronic file motion to intervene (.40); conf/ w R. Ceron re same (.10)	0.50 Clark, Jacqueline
9814483	8/27/2004	Electronic file motion to shorten time in adversary proceeding re RCN Corporation et al. v. City of Chicago (.40); t conf/ w R. Ceron re same (.30)	0.70 Clark, Jacqueline
9814484	8/27/2004	Coordinate filing re Motion to Intervene (.4); serve same (.7); serve Order approving Motion to Shorten Time re intervention (.3).	1.40 Ceron, Rena
9814485	8/27/2004	Prepare order approving motion to shorten time and coordinate distribution re same (1.5); coordinate electronic filing re Motion to Shorten Time re Intervention (.6).	2.10 Ceron, Rena
9814489	8/27/2004	Conferences with A. Kadish at Greenberg Traurig, S. Ory at Skadden re motion to shorten time and to intervene (.4); review, revise and file motions to intervene and shorten time per Court's order (6.3).	6.70 Naik, Soham D.

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Date	Description	Hour	Name
9814520	8/27/2004 Correspondence and tel. conf. with S. Naik re motion to intervene (1.8); tel. conf. with A. Kadish (.4); tel. conf. to S. Ory (.3)	2.50	Sullivan, Deirdre Ann
9825314	8/30/2004 Draft affidavit of service re motion to shorten time, order granting same and motion to intervene.	0.90	Ceron, Rena
9825315	8/30/2004 Electronically file affidavit of service re motion to shorten time, order granting same and motion to intervene.	0.30	Ceron, Rena
9825317	8/30/2004 Correspondence with R. Morris and G. Day at Skadden re: DeWees lift stay motion (.2); prepare summary of same (.5).	0.70	Naik, Soham D.
9825316	8/31/2004 Coordinate distribution of courtesy copies to Judge Drain re pleadings filed 8/27/04 (.4); corresp. w/S. Naik re same (.1).	0.50	Ceron, Rena
9848479	8/31/2004 Prepare and distribute courtesy copies to Judge Drain re pleadings filed 8/27/04 in connection with motion to intervene (.90).	0.90	Erick, Holly A.

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June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9735698	7/13/2004	Confs w/ E. Edidin, D. Schall, D. Sullivan re next steps re board consideration of Blackstone analysis (0.8); Review issues re same (0.6).	1.40	Dunne, Dennis F.
9746284	7/19/2004	Prepare for and attend meeting at Skadden w/ J. Goffman & R. Morris re Blackstone analysis and related issues (1.2); Review legal and factual issues raised at same (0.8).	2.00	Dunne, Dennis F.
9757633	7/22/2004	Conference with D. Dunne, D. Sullivan, J. Katz and J. Tecce re: RCN task list.	0.60	Naik, Soham D.
9760522	7/29/2004	Review draft reorganization plan	0.60	Tecce, James
9762198	7/29/2004	Confs w/ G. Singer, D. Schall re plan issues (0.4); Review same (0.8); Confs w/ J. Goffman re same (0.2).	1.40	Dunne, Dennis F.
9764578	7/29/2004	Analyze draft plan of reorganization (.8); analyze correspondence received re same (.4); review S. Naik memo re appointment of trustees (.4).	1.60	Katz, Jeffrey M.
9770585	7/29/2004	Review and comment on draft plan, disclosure statement and plan support agreement (3.6); RV CTA analysis (.9); Numerous TCs w/ CTA re: cost savings and plan issues (2.5)	7.00	Sullivan, Deirdre Ann
9762199	7/30/2004	Review and markup definitions section in plan (2.0); markup and review remainder (2.9); email to Katz, Dunne & Sullivan re comments to same (.3).	5.20	Tecce, James
9764576	7/30/2004	Numerous confs w/ J. Goffman, J. Dubel, D. Neier, B. Bostrom, E. Edidin, D. Schall, G. Singer, re plan structures, subsidiary filings, claim recoveries, timetable and regulatory issues (3.6); Review issues re same (0.8).	4.40	Dunne, Dennis F.
9764579	7/30/2004	Analyze draft support agreement forwarded by Skadden (1.1); start preparation of mark-up re same (2.0); analyze draft plan forwarded re same (1.0).	4.10	Katz, Jeffrey M.

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	Date	Description	Hour	Name
9770586	7/30/2004	Participate in numerous calls w/ D. Dunne, G. Singer, D. Schall, R. Bostrom and D. Neier re: plan issues (2.5); Follow-up meeting w/ D. Dunne (.5); TCs w/ P. Aquino and P. Bade (.6); TC w/ A. Kapur (.3)	3.90	Sullivan, Deirdre Ann
9772711	7/30/2004	Research re: certain requested agreements.	2.80	Naik, Soham D.
9772712	7/30/2004	Review plan (2); review disclosure statement (1.7).	3.70	Naik, Soham D.
9764580	7/31/2004	Analyze draft support agreement.	1.50	Katz, Jeffrey M.
9764577	8/1/2004	Review and revise draft plan (1.1); Draft memos to D. Sullivan, J. Tecce re same (0.4).	1.50	Dunne, Dennis F.
9764581	8/1/2004	Finalize mark-up and riders to draft lock-up agreement and forward same to D. Dunne, D. Sullivan, J. Tecce and S. Naik; analyze correspondence re same and re draft plan.	3.50	Katz, Jeffrey M.
9764582	8/2/2004	Finalize comments re committee post effective date duties	0.20	Tecce, James
9770584	8/2/2004	Confs w/ G. Singer, D. Schall re discussions w/ A. Fasola and next steps (0.4); Review plan filing structures and related issues (0.8); Review draft plan (0.8).	2.00	Dunne, Dennis F.
9783150	8/2/2004	Several TCs w/ R. Morris re: open issues (.8); TC w/ D. Sudock re: indenture trustee issues (.8)	1.60	Sullivan, Deirdre Ann
9772710	8/3/2004	Review and outline issues re draft plan (1.2); Confs w/ D. Schall and G. Singer re same (0.3); Review timetable (0.2).	1.70	Dunne, Dennis F.
9774053	8/4/2004	Review and revise plan.	1.90	Dunne, Dennis F.
9783151	8/4/2004	RV and comment on plan and disclosure statement	2.40	Sullivan, Deirdre Ann
9783152	8/4/2004	TCs w/ D. Sudock re: Plan and disclosure issues (.8); TC w/ T. Matz re plan and disclosure statement issues (.3); TCs w/ R. Morris re: open issues (1.3)	2.40	Sullivan, Deirdre Ann

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RCN CORPORATION-REORGANIZATION PLAN

June 10, 2004 through August 31, 2004

Date	Description	Hour	Name
9776495	8/5/2004 Prepare for and attend committee meeting re valuation issues (.5); Review materials re same (.5).	1.00	Dunne, Dennis F.
9783117	8/5/2004 Analysis of enterprise valuation and correspondence re same.	0.80	Katz, Jeffrey M.
9783153	8/5/2004 TCs w/ R. Morris, R. Bostrom and D. Neier re: Board meeting and plan issues (1.2); Corresp. w/ Committee re: same (.5); RV comments of Indenture Trustee to Plan and Disclosure Statement (.9); TC w/ D. Sudock re: same (.4)	3.00	Sullivan, Deirdre Ann
9778893	8/6/2004 Confs w/ G. Singer & D. Schall re status of plan structure and related issues (0.7); Review same (0.4).	1.10	Dunne, Dennis F.
9783154	8/6/2004 Create master of comments to Plan	3.50	Sullivan, Deirdre Ann
9783149	8/8/2004 Analyze correspondence received from D. Dunne and D. Sullivan re plan.	0.40	Katz, Jeffrey M.
9778894	8/9/2004 Review email corr among Sullivan and Dunne re plan comments	0.30	Tecce, James
9783148	8/9/2004 Edit plan draft (1.4); Draft memo of issues (0.9); Review indenture trustee comments and issues (0.5); Confs w/ G. Singer, D. Schall & E. Edidin re all of the above (0.7).	3.50	Dunne, Dennis F.
9790205	8/9/2004 Analyze draft plan and comments thereto.	0.80	Katz, Jeffrey M.
9794598	8/9/2004 Review comments w/ D. Dunne (.8); Respond to numerous plan comments inquiries (1.8); Revise plan comments (1.4); Make additional plan comment revisions (.8); TCs w/ counsel for Indenture Trustee re: plan issues (1.1); TCs w/ P. Bade re: plan issues (.6)	6.50	Sullivan, Deirdre Ann
9848481	8/9/2004 Circulate comments on plan to Committee.	0.30	Sullivan, Deirdre Ann
9784967	8/10/2004 Draft memo re open issues (0.7); Review same (1.6).	2.30	Dunne, Dennis F.
9790206	8/10/2004 Analyze plan mark-up distributed by D. Sullivan.	1.50	Katz, Jeffrey M.

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RCN CORPORATION-REORGANIZATION PLAN

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	Date	Description	Hour	Name
9790207	8/10/2004	Analyze registration rights terms and precedent for draft registration rights agreement.	1.50	Katz, Jeffrey M.
9790208	8/10/2004	Analyze warrant terms and precedent for draft warrant agreement and warrant certificate.	1.40	Katz, Jeffrey M.
9786144	8/11/2004	Review plan issues (0.8); Confs w/ D. Sullivan, D. Schall, G. Singer re same (0.9); Calls to J. Goffman, B. Bostrom re same (0.2); Draft riders re same (0.9).	2.80	Dunne, Dennis F.
9790209	8/11/2004	Prepare drafts of registration rights agreement, warrant agreement and warrant certificate; correspondence t/f D. Dunne re same.	9.20	Katz, Jeffrey M.
9794589	8/11/2004	Review DB Commitment Letter and term sheet re: disclosure.	0.20	Naik, Soham D.
9794599	8/11/2004	TCs w/ counsel for Indenture Trustee, D. Dunne and Committee members re: comments on Plan (1.9); Revise comments on plan (1.2); Circulate (.4)	3.50	Sullivan, Deirdre Ann
9790210	8/12/2004	Prepare drafts of warrant agreement, form of warrant certificate, and registration rights agreement.	11.70	Katz, Jeffrey M.
9794600	8/12/2004	RV and comment on revised Disclosure Statement (1.9); TCs w/ CTA and Chanin re: plan and disclosure statement issues (1.1); RV information re: same (.7)	3.70	Sullivan, Deirdre Ann
9794601	8/12/2004	TC w/ R. Morris re: status and timing	0.40	Sullivan, Deirdre Ann
9790202	8/13/2004	Review revised plan issues (0.6); Review D. Sullivan memo and D. Schall response re same (0.4).	1.00	Dunne, Dennis F.
9790211	8/13/2004	Finalize initial drafts of registration rights agreement and warrant agreement and forward same to D. Dunne, D. Sullivan, J. Tecce and S. Naik (8.0); analyze correspondence from D. Sullivan re plan. (.7).	8.70	Katz, Jeffrey M.

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RCN CORPORATION-REORGANIZATION PLAN

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Date	Description	Hour	Name
9794602	8/13/2004 TC w/ R. Morris re: status and timing (.4); Draft and send update re: plan timing to Committee and working group (.8)	1.20	Sullivan, Deirdre Ann
9794603	8/14/2004 RV compare and comment on revised draft of Plan (2.2); Prepare list of open issues (.7)	2.90	Sullivan, Deirdre Ann
9790203	8/15/2004 Review and revise plan (1.6); Compare to prior version and edits suggested there in (0.6); Memo re open issues re same (1.4).	3.60	Dunne, Dennis F.
9790212	8/15/2004 Analyze revised plan of reorganization circulated by Skadden; correspondence t/f D. Dunne re plan provisions.	2.50	Katz, Jeffrey M.
9794594	8/16/2004 Confs w/ G. Singer, E. Edidin, D. Schall re next steps, open plan issues, and resolution of same (0.9); Review plan drafts (0.9); Prepare for and attend meeting w/ committee re same (1.8).	3.60	Dunne, Dennis F.
9794595	8/16/2004 Review emails among Dunne, Sullivan and Katz re open Plan issues.	0.30	Tecce, James
9794596	8/16/2004 Multiple e-mails to/from D. Dunne and D. Sullivan re: reviewing debtors' draft plan (.5); complete review and analysis of draft plan and prepare both comments to document and first draft of "Issue Memorandum" with respect to Plan (9.3)	9.80	Roest, Peter R.
9800990	8/16/2004 Analyze revised draft plan (2.0); prepare mark-up re same and distribute to D. Dunne, D. Sullivan, J. Tecce and S. Naik (0.5); correspondence t/f working group re same (0.4).	2.90	Katz, Jeffrey M.
9805014	8/16/2004 Several TCs w/ R. Morris re: open issues and timing (.9); Mtgs w/ D. Dunne re: open issues and timing (1.2); TCs w/ G. Singer and D. Schall re: open issues (.5); RV D. Dunne's plan comments and respond (.9); Meeting w/ Skadden re: plan issues (2.5); TCs w/ CTA and Chanin re: open plan/disclosure statement issues (.9); TC w/ G. Singer re: meeting re: plan (.3); Corresp. w/ B. Bostrom re: same (.3)	7.50	Sullivan, Deirdre Ann

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RCN CORPORATION-REORGANIZATION PLAN

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Date	Description	Hour	Name
9794597	8/17/2004 Multiple e-mails to/from D. Dunne re: reviewing debtors' draft plan (.3); prepare "Issue Memorandum" with respect to Plan and Disclosure Statement (6.1).	6.40	Roest, Peter R.
9796301	8/17/2004 Review and analyze plan issues (0.8); Outline issues list re same (0.4); Prepare for tomorrow's meeting re same (0.3).	1.50	Dunne, Dennis F.
9805015	8/17/2004 TC w/ D. Dunne re: plan issues (.5); Participate in conf. call w/ Skadden re: plan issues (.6); TC w/ B. Bostrom and A. Fazola re: plan issues (.8); TCs w/ D. Sudock re: Indenture Trustee issues in Plan (.8); TCs and emails to Skadden re: meeting timing (.8); Corresp. w/ Committee and advisors re: meeting (.4); Review and comment on plan revisions (1.9); TCs w/ W. Barr re: open disclosure statement issues (2.3)	8.10	Sullivan, Deirdre Ann
9797561	8/18/2004 Review and analyze issues re same (0.9); Mark-up plan drafts re same (1.7).	1.60	Dunne, Dennis F.
9805016	8/18/2004 TC w/ D. Dunne re: plan and disclosure issues (.8);	0.80	Sullivan, Deirdre Ann
9805021	8/18/2004 Conference w/ D. Sullivan re: review of plan, DS, first-day pleadings for new debtors, and related docs.	0.40	Naik, Soham D.
9798983	8/19/2004 Review and revise latest drafts of plan (1.9); Confs w/ G. Singer, E. Edidin & D. Schall re same (0.8).	2.70	Dunne, Dennis F.
9804999	8/19/2004 Set up Committee call re plan/disclosure statement issues and distribute documents re: same (.6)	0.60	Sullivan, Deirdre Ann
9805017	8/19/2004 Review and comment on several versions of plan and draft disclosure statement (3.8); TCs w/ Committee members, CTA and Chanin re: open issues (4.6); Corresp. w/ D. Dunne re open issues (2.9);	11.30	Sullivan, Deirdre Ann
9800981	8/20/2004 Prepare for and attend several committee calls re plan issues.	1.30	Dunne, Dennis F.

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RCN CORPORATION-REORGANIZATION PLAN

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	Date	Description	Hour	Name
9800988	8/20/2004	Review and revise plan (0.9); Confs w/ G. Singer, J. Goffman, J. Dubel, B. Bostrom, D. Schall & E. Edidin re same (1.8).	2.70	Dunne, Dennis F.
9800989	8/21/2004	Review and revise press release re plan (0.3); Review solicitation issues (0.2).	0.50	Dunne, Dennis F.
9805019	8/22/2004	Contact Committee members re press release comments (.8); Distribute filed plan and disclosure statement to Committee and advisors (.8); TC to T. Janson re plan and disclosure statement and plan supplement documents (.3); Review and respond to corresp. re: press release (1.1)	3.00	Sullivan, Deirdre Ann
9805013	8/23/2004	Review filed draft of disclosure statement (0.9); Outline issues to be resolved (0.6).	1.50	Dunne, Dennis F.
9814522	8/23/2004	TC w/ T. Matz re disclosure statement (.4); TC w/ B. Bostrom re same (.3)	0.70	Sullivan, Deirdre Ann
9814524	8/23/2004	Review and distribute plan and disclosure statement.	1.20	Naik, Soham D.
9848482	8/23/2004	TCs w/ Committee members re plan and disclosure statement (.6); Mtg w/ S. Naik re documents to be distributed to Committee and open issues (.5).	1.10	Sullivan, Deirdre Ann
9806240	8/24/2004	Review plan (0.6); Outline issues (0.3).	0.90	Dunne, Dennis F.
9807403	8/25/2004	Review open issues re registration rights agreement, by-laws and charter (0.9); Confs w/ T. Janson, D. Sullivan and D. Schall re same (0.7).	1.60	Dunne, Dennis F.
9808725	8/26/2004	Confs w/ E. Edidin & D. Schall re plan and financing issues (0.3); Review same (0.3).	0.60	Dunne, Dennis F.
9814505	8/26/2004	Review DB commitment docs in connection with plan and disclosure statement and distribute same.	1.40	Naik, Soham D.
9814523	8/27/2004	Tel. confs. with Skadden re timing	0.40	Sullivan, Deirdre Ann
9810492	8/29/2004	Review structural issues.	0.30	Dunne, Dennis F.

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RCN CORPORATION-REORGANIZATION PLAN

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9814521	8/30/2004	Review certain open issues and resolution scenarios re same.	0.80	Dunne, Dennis F.
9821553	8/30/2004	TCs w/ P. Bade re contract assumption/rejection issues	0.80	Sullivan, Deirdre Ann
9821554	8/31/2004	Conf. call w/ CTA re: contract rejection/assumption issues	1.20	Sullivan, Deirdre Ann
9821555	8/31/2004	TC w/ T. Matz re disclosure statement and plan changes	0.80	Sullivan, Deirdre Ann

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RCN CORPORATION-RETENTION OF PROFESSIONALS

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9701495	6/11/2004	Meeting w/ S. Naik re: open issues.	0.60	Sullivan, Deirdre Ann
9701499	6/11/2004	Conference with D. Sullivan re: open issues (1.5); Began gathering information to be included in retention affidavit (1.3).	2.80	Naik, Soham D.
9701501	6/13/2004	Mtg w/ S. Naik re: summaries and retention affidavit (1.7); review and comment on retention orders (2.5); Meetings w/ S. Naik re: retention affidavit (2.5).	6.70	Sullivan, Deirdre Ann
9701504	6/13/2004	Prepare summary of the Blackstone and AP Services engagement letters (2.4); review conflicts checks (.9); begin summarizing conflicts report for retention affidavit (3.6).	6.90	Naik, Soham D.
9689684	6/14/2004	Review issues re AlixPartners and Blackstone (0.8); Outline issues re same (0.6).	1.40	Dunne, Dennis F.
9697163	6/14/2004	Obtain examples of retention applications for Chanin (.5); Created a table of Milbank's relationships with parties to case (6.1).	6.60	Naik, Soham D.
9701505	6/14/2004	TC w/ W. Barr re: retention issues.	1.90	Sullivan, Deirdre Ann
9701514	6/14/2004	Obtained various retention applications for specific professionals as per D. Sullivan.	1.00	Fabsik, Paul
9697164	6/15/2004	Continued review issues re retention application.	9.90	Naik, Soham D.
9701515	6/15/2004	Draft Chanin, CTA and Milbank retention applications and related documents including affidavits (9.5); Mtg w/ S.Naik re: conflicts issues (.8).	10.30	Sullivan, Deirdre Ann
9689685	6/16/2004	Confs w/ D. Schall & G. Singer re AP retention issues (0.4); Review same (0.6).	1.00	Dunne, Dennis F.
9697165	6/16/2004	Revised list of entities searched based on entities listed in the working group list (.5); Continued working on the conflicts checks (10.1).	10.60	Naik, Soham D.

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Description of Legal Services

RCN CORPORATION-RETENTION OF PROFESSIONALS

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9701511	6/16/2004	Review, revise and distribute retention pleadings to advisors (.8); Mtgs w/ S. Naik re: conflicts issues (1.5); Corresp. w/ D. Dunne re: open issues (.4); Review and revise Milbank retention application and affidavit re: conflicts information (1.1); Review additional conflicts materials (1.8); TC w/ S. Toll re: AP Services (.3).	5.90	Sullivan, Deirdre Ann
9697166	6/17/2004	Continued working on the conflicts checks (4.92); Conference with D. Sullivan re: status of conflicts search (.9); Review Milbank Retention Affidavits (1.3).	7.10	Naik, Soham D.
9701522	6/17/2004	TC w/ S. Toll re: AP Services	0.10	Sullivan, Deirdre Ann
9697167	6/18/2004	Finish drafting table of Milbank's relationships re: conflicts check (3.8); Begin organizing exhibits to the Milbank Retention Motion (.6).	4.40	Naik, Soham D.
9701525	6/18/2004	TC w/ W. Barr re: retention issues (.6); RV and distribute objections (2.1); TCs w/ R. Morris re: same (1.1).	3.80	Sullivan, Deirdre Ann
9696337	6/19/2004	RV case law re: conflicts disqualification	4.00	Sullivan, Deirdre Ann
9697168	6/19/2004	Finish list of entities and Milbank relationship (3.6); Prepare table disclosing Milbank's relationship with parties in interest (3.5).	7.10	Naik, Soham D.
9692143	6/20/2004	Review waivers (0.3); Review retention issues (0.2).	0.50	Dunne, Dennis F.
9697162	6/21/2004	TCs w/ R. Morris re: retention issues and UST objection	0.80	Sullivan, Deirdre Ann
9705896	6/22/2004	RV and comment on advisor engagement letters (1.2); Distribute same (.2); TC w/ W. Barr re: same (.3)	1.70	Sullivan, Deirdre Ann
9705897	6/23/2004	Revise and finalize retention application and affidavit	2.00	Sullivan, Deirdre Ann

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Description of Legal Services

RCN CORPORATION-RETENTION OF PROFESSIONALS

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9712879	6/23/2004	Review conflict checks and exhibits for accuracy.	0.80	Naik, Soham D.
9703118	6/24/2004	Review and revise retention application (1.6); Draft memo re same (0.3).	1.90	Dunne, Dennis F.
9705898	6/24/2004	Make additions to Milbank retention based on info from accounting (2.8); t/cs with W. Barr re CTA retention (.2); t/cs with accounting re retention (.5)	3.50	Sullivan, Deirdre Ann
9712880	6/24/2004	Revise conflicts table of relationships.	0.50	Naik, Soham D.
9705895	6/25/2004	Review and revise MTHM affidavit (0.7); Discussions w/ D. Sullivan and others re same (0.3).	1.00	Dunne, Dennis F.
9712881	6/28/2004	Review certain conflicts reports per inquiries from D. Sullivan.	2.50	Naik, Soham D.
9723363	6/28/2004	Conform changes to retention applications for CTA, Chanin and Milbank per comments and update conflicts reports re: additional information (7.9); TCs w/ W. Barr and A. Kapur re: same (.9); Distribute retention application documents to Committee (.6)	9.40	Sullivan, Deirdre Ann
9723364	6/29/2004	Review comments on Chanin retention (.4); Revise (1.8); TCs w/ S. Blauner re: JPMC (.9); Review internal conflicts responses (1.8)	4.90	Sullivan, Deirdre Ann
9723365	6/30/2004	TCs w/ S. Blauner re: JPMC (1.1); Review same (.3)	1.40	Sullivan, Deirdre Ann
9726745	6/30/2004	Revise Milbank retention application.	1.60	Naik, Soham D.
9718844	7/1/2004	Compiled documents pertaining to retention of various professionals (1.7); Compiled master service list (.5).	2.20	Fabsik, Paul
9726746	7/1/2004	Revise D. Dunne affidavit to Milbank retention application.	0.60	Naik, Soham D.
9718843	7/2/2004	Prepare documents for service.	0.40	Feld, Rachel Leigh

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RCN CORPORATION-RETENTION OF PROFESSIONALS

June 10, 2004 through August 31, 2004

Date	Description	Hour	Name
9718845 7/2/2004	Compile documents pertaining to retention of various professionals as per S. Naik (1.7); Update master service list as per D. Sullivan (.5); Preparation of service of retention application (.9); Revise pleadings database re: recently filed pleadings as per D. Sullivan (.9); File retention applications and notices (.5).	4.50	Fabsik, Paul
9718855 7/2/2004	Coordinate preparation re retention applications, service list, electronic filing and service re same.	0.60	Ceron, Rena
9718856 7/2/2004	Review, revise and finalize MTHM application (0.5); Review, revise and finalize supporting affidavit (0.4); Review, revise and finalize MTHM retention order (0.1); Review, revise and finalize schedules supporting MTHM retention application (0.3).	1.30	Dunne, Dennis F.
9723366 7/2/2004	Finalize, make revisions and obtain signatures re: Milbank, CTA and Chanin retention applications	9.30	Sullivan, Deirdre Ann
9726747 7/2/2004	Revise Milbank Order to conform it with Order used for Chanin and CTA (1.9); Revise retention applications (3.2); Review all retention pleadings for form and content in preparation for filing (1.6).	6.70	Naik, Soham D.
9718846 7/5/2004	Prepare Affidavits of Service re: various retention applications.	1.20	Fabsik, Paul
9723350 7/6/2004	File affidavits of service re: retention applications (.8); file and serve notice of presentments re: retention applications (1.9); serve Chanin app (.8).	3.50	Fabsik, Paul
9734300 7/6/2004	Review and distribute Chanin engagement letter (.5); Distributed retention documents and revisions to W. Barr at CTA (.7).	1.20	Naik, Soham D.

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RCN CORPORATION-RETENTION OF PROFESSIONALS

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9734321	7/6/2004	TCs w/ A. Kapur re: Chanin retention application (1.3); Mtgs w/ S. Naik re: same (.5); TCs w/ P. Schwartzberg re: CTA retention order (.8); Revise and circulate same (1.6); TCs/ R. Morris and Chanin re: same (.6)	4.80	Sullivan, Deirdre Ann
9734323	7/6/2004	Revise CTA retention order as requested by US Trustee (3.6); Revise Chanin Retention Order (.8); Revise Belinsky Declaration (.4); Revise Chanin Retention application (2); Review Chanin Retention documents for form and content in preparation for filing (1.5).	8.30	Naik, Soham D.
9723351	7/7/2004	File and serve Chanin retention application and notice of presentment.	1.90	Fabsik, Paul
9734322	7/7/2004	TCs w/ A. Kapur re: Chanin retention (.6); Mtgs w/ S. Naik re: same (.9)	1.30	Sullivan, Deirdre Ann
9734324	7/7/2004	Revise Chanin retention application (.5); Revise Chanin retention order (.7).	1.20	Naik, Soham D.
9746294	7/12/2004	Obtain and distribute retention of application re Winston & Strawn.	0.30	Ceron, Rena
9734325	7/13/2004	Perform research re: retention issues (2.2); Research re: filing amendment to Chanin retention application (1.2).	3.40	Naik, Soham D.
9746295	7/13/2004	Coordinate filing of amended Declaration of R. Belinsky in connection with retention of Chanin.	2.60	Ceron, Rena
9746300	7/13/2004	Meeting w/ S. Naik re: Winston & Strawn retention (.4); RV case law re: retention issues (.8)	1.20	Sullivan, Deirdre Ann
9796621	7/13/2004	Review cases re: retention issues.	1.20	Naik, Soham D.
9741341	7/14/2004	Review pleadings re: special counsel retention (3.4); Prepare summary of same for D. Sullivan (1.8); Revise Chanin Retention documents (.7); Research cases involving retention of special counsel (3.2).	9.10	Naik, Soham D.

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RCN CORPORATION-RETENTION OF PROFESSIONALS

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9746296	7/14/2004	Corresp. w/J. Clark and S. Naik re filing of amended exhibits re Declaration of R. Belinsky in connection with retention of Chanin.	1.40	Ceron, Rena
9746301	7/14/2004	Meetings w/ S. Naik re: retention applications (.8); Review precedents (1.1); Draft email to D. Dunne re: same (.4)	2.30	Sullivan, Deirdre Ann
9737373	7/15/2004	Serve Chambers copy re amended exhibits A and B of Chanin's retention application	0.60	Feld, Rachel Leigh
9741339	7/15/2004	Review and comment on outline of retention pleadings.	1.20	Dunne, Dennis F.
9741343	7/15/2004	Review various special counsel retention briefs (3.5); conference with D. Sullivan re: same (.3); Review letters to Judge Drain and parties on master service list re: amended Chanin exhibits (.3); Begin drafting retention pleadings (.4).	4.50	Naik, Soham D.
9746297	7/15/2004	Coordinate electronic filing re amended exhibits A and B to Chanin retention application (.6); prepare Chambers copy re same (.7).	1.30	Ceron, Rena
9746298	7/15/2004	Serve additional parties with amended exhibits re Chanin retention application (.7); draft cover letter re same (.3).	1.00	Ceron, Rena
9746302	7/15/2004	Mtg w/ S. Naik re: retention application issues and research re: same (.8); Review research materials (3.4); Mtg w/ S. Naik re: additional research (.4)	4.60	Sullivan, Deirdre Ann
9738884	7/16/2004	Prepare and compile affidavit of service re: Chanin retention.	0.80	Fabsik, Paul
9738890	7/16/2004	Conf w/D Dunne and S Naik re retention issues (.2); research retention issues (1.8); research issues re same (.7).	2.70	Tecce, James
9741340	7/16/2004	Review cases and memos re Winston retention (0.6); Confs w/ S. Naik, D. Sullivan and J. Tecce re same (0.1).	1.00	Dunne, Dennis F.

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RCN CORPORATION-RETENTION OF PROFESSIONALS

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	Date	Description	Hour	Name
9741344	7/16/2004	TCs with G. Day at Skadden re: retention apps (.1); Review retention orders (.3); Begin draft of retention pleadings issues (3.5); Conference with D. Dunne and J. Tecce re: Objection (.2); Prepare docs re: retention for J. Tecce (2.3).	6.10	Naik, Soham D.
9738891	7/17/2004	Review pleadings in related cases regarding retentions	1.50	Tecce, James
9738892	7/18/2004	Review cases relating to retention with related research (3.7); draft cte memo re same (3.1); re recent decisions (.9); revise all and conclusion for review by D Dunne (1.2).	8.90	Tecce, James
9741345	7/18/2004	Review cases cited in motion (1.4); Continue draft of retention pleadings (4.6); Review memo to clients re: retention issues by J. Tecce (.9).	6.90	Naik, Soham D.
9746299	7/19/2004	Review and revise memo to committee re retentions of professionals (0.4); Confs w/ S. Naik, D. Sullivan, E. Edidin & D. Schall re same (0.3).	0.70	Dunne, Dennis F.
9752853	7/19/2004	Review background materials re: retentions (1.3); Revise portions of memo re: same (1.5)	2.80	Sullivan, Deirdre Ann
9757657	7/19/2004	Continue draft of retention pleadings (5.6); research issues (2.5); revise memo to committee re: retentions (.5).	8.60	Naik, Soham D.
9757658	7/20/2004	Draft additional portions of retention pleadings.	1.70	Naik, Soham D.
9757659	7/21/2004	Finish draft re retention issues.	4.80	Naik, Soham D.
9749073	7/22/2004	Obtain documents re: retention applications.	0.80	Fabsik, Paul
9749077	7/22/2004	Review status of retention settlement discussions (0.9); Outline issues re same (0.6).	1.50	Dunne, Dennis F.

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June 10, 2004 through August 31, 2004

Date	Description	Hour	Name
9749078	7/22/2004 Call with D Sullivan, D Dunne, J Katz and D Dunne re retentions of professionals (.4); conf w/D Sullivan re same and issues re retentions (.3); draft discovery letter regarding same and review applications and affidavits relating to same (4.4).	5.10	Tecce, James
9752848	7/22/2004 Prepare diskettes with proposed orders re Capital & Technology Advisors LLC retention, Milbank retention and Chanin retention, draft letters to Judge Drain re same, corresp. w/D. Sullivan re same.	1.70	Ceron, Rena
9752854	7/22/2004 Draft retention memos (7.5); Review and revise proposed retention orders (1.8); Review final orders for Chanin, CTA and Milbank retention to be sent to J. Drain (.9)	10.20	Sullivan, Deirdre Ann
9757660	7/22/2004 Conference with D. Sullivan re: retention pleadings (.5); Draft proposed retention orders (1.7); Revise pleadings (3.8); Research re: retention issues (5.5); Draft pleadings re retention issues (2.5).	14.00	Naik, Soham D.
9750617	7/23/2004 Revise letter regarding discovery for objections with D Dunne comments and circulate to Skadden, et al.	3.30	Tecce, James
9752849	7/23/2004 Finalize preparation of proposed orders on diskettes in connection with Milbank's retention, retention of Capital & Tech. Advisors and retention of Chanin, finalize cover letters to Judge Drain re same and coordinate distribution of same to Chambers.	1.30	Ceron, Rena
9752850	7/23/2004 Confs w/ D. Schall, D. Sullivan re retention issues (0.4); Review draft pleadings re same (0.8).	1.20	Dunne, Dennis F.
9752855	7/23/2004 RV additional research and revise pleadings re retention issues.	5.80	Sullivan, Deirdre Ann
9757661	7/23/2004 Research re: retention issues.	2.20	Naik, Soham D.
9750614	7/25/2004 Review email corr among D. Dunne and D. Sullivan re: professionals retention issues.	0.30	Tecce, James

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RCN CORPORATION-RETENTION OF PROFESSIONALS

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	Date	Description	Hour	Name
9752851	7/25/2004	Review and revise pleading (1.2); Review case law re same (0.3); Memos to D. Schall and E. Edidin re same (0.1); Review Chanin Exhibit re same (0.3); Review database issues and omissions (0.3); Confs w/ J. Tecce, D. Sullivan re same (0.2); Review and revise pleading (0.7); Review case law re same (0.3).	3.40	Dunne, Dennis F.
9752856	7/25/2004	Review additional research and revise per comments re retention issues (4.0); Mtgs w/ S. Naik re: same (1.5)	5.50	Sullivan, Deirdre Ann
9757662	7/25/2004	Research re: pleading	4.70	Naik, Soham D.
9752852	7/26/2004	Conf w/D Sullivan re retention pleadings and discovery and call w/Skadden re same (.2); draft preliminary statements for same (1.1).	1.30	Tecce, James
9757656	7/26/2004	Review proposed retention settlements (0.6); Review proposed orders (0.3).	0.90	Dunne, Dennis F.
9770589	7/26/2004	Revise retention pleadings per comments (.5); TC to R. Bostrom (.2); Mtg w/ J. Tecce re: retention issues (.3); TC w/ E. Edidin re: retention orders (.3)	1.30	Sullivan, Deirdre Ann
9770590	7/26/2004	RV final Milbank and CTA orders (.8); Revise retention order language and circulate (.4); RV retention issues w/ D. Dunne (.6)	1.80	Sullivan, Deirdre Ann
9772713	7/26/2004	Research re: retention issues (2.5); Conference with D. Sullivan re: pleading (.2)	2.70	Naik, Soham D.
9759215	7/27/2004	Review and revise Blackstone order (0.2); Confs w/ E. Edidin re same (0.1); Review and revise AP Services order (0.3); Review and revise Winston & Strawn retention order (0.3).	0.90	Dunne, Dennis F.
9770587	7/27/2004	Review updated docket re approved retention orders re Milbank and Capital Tech. Advisors, distribute approved orders; electronically file affidavit of service re Amended Exhibits A and B re Chanin retention application.	0.60	Ceron, Rena

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RCN CORPORATION-RETENTION OF PROFESSIONALS

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9770591	7/27/2004	Meeting w/ R. Bostrom and D. Dunne re: W&S retention (.5); TCs w/ counsel for APS re: retention order (.6); TC w/ R. Strappazon re: Chanin order (.3); TCs w/ E. Edidin re: Blackstone order (.7); Revise same (.9)	3.00	Sullivan, Deirdre Ann
9772714	7/27/2004	Research re: retention issues (5.9); Begin draft of memo re: same (3.8).	9.70	Naik, Soham D.
9772715	7/27/2004	Review C&TA and Milbank retention orders as entered.	0.30	Naik, Soham D.
9770588	7/28/2004	Review docket for order approving retention of Chanin.	0.10	Ceron, Rena
9770592	7/28/2004	Numerous emails and TCs w/ D. Neier re: retention order (2.3); TCs and emails w/ M. Thompson and K. Ziman re: Blackstone order (2.1); TCs w/ E. Edidin re: Blackstone order (.7); Corresp. w/ D. Dunne re: W&S order (.8); Corresp. w/ Committee re: final orders (.6)	6.50	Sullivan, Deirdre Ann
9772716	7/28/2004	Finish drafting memo re: retention issues (7.4); Review Chanin order signed by judge and email same to R. Belinsky and A. Kapur (.1)	7.50	Naik, Soham D.
9770593	7/29/2004	Finalize revisions on W&S order (.4); Corresp. re: same (.4)	0.80	Sullivan, Deirdre Ann
9772717	7/29/2004	Review proposed orders as revised re: retention applications.	1.80	Naik, Soham D.
9764583	7/30/2004	Numerous discussions and negotiations w/ K. Ziman (Blackstone), E. Edidin, D. Sullivan, G. Singer re Blackstone and AP engagement letters (0.9); Resolve same (0.3).	1.20	Dunne, Dennis F.
9770594	7/30/2004	Revise Blackstone order (.7); Circulate and revise per comments (.5); TC w/ E. Edidin re: same (.4); TC w/ R. Morris re: same (.2); Send to K. Ziman (.3)	2.10	Sullivan, Deirdre Ann
9783155	8/2/2004	Finalize Blackstone order (.4); TC w/ E. Edidin re same (.3); Corresp. to K. Ziman and R. Morris re: same (.3)	1.00	Sullivan, Deirdre Ann

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RCN CORPORATION-RETENTION OF PROFESSIONALS

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	Date	Description	Hour	Name
9783156	8/3/2004	Mtg w/ S. Naik re: W&S order and APS order (.4); RV same (.2); TC w/ D. Neier and R. Morris re: W&S order to be corrected (.6); TC w/ J. Millerman re: Corrected W&S order (.4); Send correct W&S order to chambers (.2)	1.80	Sullivan, Deirdre Ann
9778895	8/4/2004	Review retention orders as filed (.4); conference with D. Sullivan re: same (.2)	0.60	Naik, Soham D.
9794587	8/10/2004	Legal research re legal issues per D. Dunne.	1.20	Metz, Patrice C.
9805023	8/16/2004	Correspondence with D. Sullivan & W. Barr re: fee statement requirements for C&TA (.1); review relevant docs (.3).	0.40	Naik, Soham D.
9805022	8/18/2004	RV and comment on Spencer Stuart retention pleadings (1.2)	1.20	Sullivan, Deirdre Ann
9805024	8/18/2004	Review Spencer Stuart retention docs (1.5); conference with D. Sullivan re: same (.1).	1.60	Naik, Soham D.
9805025	8/19/2004	Review revised Spencer Stuart retention docs (.4); conference with D. Sullivan re: same (.1).	0.50	Naik, Soham D.

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Description of Legal Services

RCN CORPORATION-SECURED TRANSACTIONS

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9697169	6/14/2004	Review credit facility issues.	1.40	Naik, Soham D.
9718857	7/1/2004	Analyze correspondence re cash collateral pleadings.	0.40	Katz, Jeffrey M.
9746303	7/13/2004	Analyze correspondence re collateral review and prior memorandum re same.	0.60	Katz, Jeffrey M.
9746304	7/14/2004	Analysis of issues re collateral review re perfection of security interests.	0.50	Katz, Jeffrey M.
9746305	7/16/2004	Analyze UCC financing statements filed by pre-petition lenders under credit facility.	0.70	Katz, Jeffrey M.
9757663	7/22/2004	Calls to R. Morris and B. Kelly at Skadden re materials needed for collateral review (.1); analysis of requirements re same (.2); discussions with S. Naik re same (.2); UCC research re receivables issues per discussion with D. Dunne (.3); call to W. Cook re same (.2).	1.00	Katz, Jeffrey M.
9757664	7/22/2004	Conference with J. Katz re: collateral review.	0.20	Naik, Soham D.
9764584	7/27/2004	Discussions with S. Naik re bank collateral review (.2); analyze UCC Article 9 issues re same (.5).	0.70	Katz, Jeffrey M.
9764585	7/28/2004	Analyze UCC issues.	0.80	Katz, Jeffrey M.

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Description of Legal Services

RCN CORPORATION-SUBSTANTIVE CONSOLIDATION

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9739014	6/10/2004	Confs w/ RMorris re subsidiary protocol (0.2); Review issues re same (0.3)	0.50	Dunne, Dennis F.
9679251	6/14/2004	Researched non-debtor entity orders as per J. Katz.	0.30	Fabsik, Paul
9701507	6/14/2004	Draft subsidiary protocol order.	1.80	Sullivan, Deirdre Ann
9689672	6/16/2004	Review substantive consolidation issues (1.5); Confs w/ D. Schall re same (0.2).	1.70	Dunne, Dennis F.
9696338	6/20/2004	RV cases re: non-debtor subsidiary actions issues	3.50	Sullivan, Deirdre Ann
9697161	6/21/2004	Confs w/ D. Schall & E. Edidin re substantive consolidation issues (0.3); Review same (0.5); Review cost-savings summaries (0.3).	1.10	Dunne, Dennis F.
9698593	6/22/2004	Confs w/ J. Goffman & D. Sullivan re sub con issues (0.4); Review same (0.4).	0.80	Dunne, Dennis F.
9701380	6/23/2004	Review various plan structures (0.9); Review issues re potential subsidiary filings (0.6); Confs w/ D. Schall and E. Edidin re same (0.5).	2.00	Dunne, Dennis F.
9705899	6/23/2004	Revise subsidiary protocol	0.50	Sullivan, Deirdre Ann
9703117	6/24/2004	Confs w/ G. Singer, J. Goffman, D. Schall re plan issues and next steps (1.1); Draft memo to committee re Skadden's position re company filings and sub con issues (0.5); Review same (0.4).	2.00	Dunne, Dennis F.
9705887	6/26/2004	Review subsidiary protocol docs (0.4); Review subsidiary filing scenarios (0.2).	0.60	Dunne, Dennis F.
9705886	6/27/2004	Review sub filing and sub con issues.	0.80	Dunne, Dennis F.
9713944	6/29/2004	Confs w/ G. Singer, D. Schall re subsidiary filing issues (0.6); Review memos re same (0.4).	1.00	Dunne, Dennis F.
9713947	6/30/2004	Confs w/ G. Singer, D. Schall re meetings with company and directors today (1.3); Review issues re same (0.7).	2.00	Dunne, Dennis F.

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Description of Legal Services

RCN CORPORATION-SUBSTANTIVE CONSOLIDATION

June 10, 2004 through August 31, 2004

Date	Description	Hour	Name
9723367	6/30/2004 Additional research, review of claims analysis (9); drafting re: substantive consolidation issues (6.8)	15.80	Sullivan, Deirdre Ann
9726738	6/30/2004 Review order re: notice procedures for nondebtor subsidiaries (.5); Performed research re: notice procedures for nondebtors (2.2).	2.70	Naik, Soham D.
9718858	7/1/2004 Analyze correspondence and issues re substantive consolidation and potential filings by subsidiaries.	1.10	Katz, Jeffrey M.
9726739	7/1/2004 Continue research re: nondebtor subsidiaries (3.1); Prepare memo re: same (3.4).	6.50	Naik, Soham D.
9718854	7/2/2004 Confs w/ G. Singer re sub con issues (0.2); Review and revise draft of sub con memo (0.9); Review case law re same (0.6); Review factual source materials re same (0.4).	2.10	Dunne, Dennis F.
9734326	7/2/2004 Analyze CTA list of additional required items for substantive consolidation and subsidiary filing analysis (.3); analyze related correspondence re matter (.1).	0.40	Katz, Jeffrey M.
9734328	7/6/2004 TC w/ D. Neier re: open information items (.3); Circulate list of missing information (.4); TC w/ R. Morris re: subsidiary protocol and timing of motion (.5)	1.20	Sullivan, Deirdre Ann
9725095	7/7/2004 Review filing of additional subsidiaries (0.4); Review treatment re same (0.6).	1.00	Dunne, Dennis F.
9734327	7/7/2004 Analyze correspondence re subsidiary protocol and subcon issues.	0.10	Katz, Jeffrey M.
9734329	7/7/2004 Mtgs w/ S. Naik re: sub protocol research and drafting (1.3)	1.30	Sullivan, Deirdre Ann
9734332	7/7/2004 Perform research under section 363, 541 and 105 for cases supporting a sub protocol motion (3.9); Draft basis for relief portion of sub protocol motion (4.5); Draft relief requested portion of sub protocol motion (1.7); Draft remaining portions of sub protocol motion (2.4).	12.50	Naik, Soham D.

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	Date	Description	Hour	Name
9726740	7/8/2004	Review and revise subsidiary protocol motion (0.6); Review case law re same (0.4).	1.00	Dunne, Dennis F.
9726744	7/8/2004	Review Winston's latest proposal for presentations to board re additional companies to file (0.4); Confs w/ E. Edidin re same (0.1).	0.50	Dunne, Dennis F.
9734330	7/8/2004	Review and revise sub protocol motion (2.1); Circulate to Committee (.3)	2.40	Sullivan, Deirdre Ann
9734333	7/8/2004	Draft proposed order for sub protocol motion (.9); Draft notice for sub protocol motion (1.5); Add cases to the sub protocol motion (.7); Revised sub protocol motion as per comments from D. Dunne (3.1); Research cases extending automatic stay to nondebtor subsidiaries (.6).	6.80	Naik, Soham D.
9729279	7/9/2004	Review memo re J. Dubel's position re next steps and additional sub filings (0.2); Review D. Neier's position re same and proposed timetable/next steps (0.4); Review next steps and craft recommendation re same (0.9).	1.50	Dunne, Dennis F.
9729280	7/9/2004	Review, revise and finalize subsidiary protocol motion, order and notice (1.1); E-mails to DSullivan re same (0.4).	1.50	Dunne, Dennis F.
9734286	7/9/2004	Prepare and electronically file subsidiary protocol motion (1.2); prepare and serve same (.9).	2.10	Ceron, Rena
9734331	7/9/2004	TCs re: sub protocol motion w/ Committee members (.8); Revise, finalize and file subsidiary protocol motion (2.6)	3.40	Sullivan, Deirdre Ann
9734320	7/12/2004	Prepare for and attend meeting at Winston & Strawn re filing additional subs and substantive consolidation (1.3); Draft memo to committee re same (0.6); Confs w/ D. Schall, E. Edidin and D. Sullivan re same (0.6).	2.50	Dunne, Dennis F.
9746275	7/12/2004	Prepare and distribute Chambers copy of subsidiary protocol motion.	0.50	Ceron, Rena

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	Date	Description	Hour	Name
9746306	7/12/2004	TCs w/ D. Neier re: meeting agenda (.6); Prepare for and attend meeting w/ W&S re: subsidiary filings (2.5); TC w/ R. Morris re: sub protocol (.4)	3.50	Sullivan, Deirdre Ann
9746307	7/13/2004	Several TCs w/ D. Neier and R. Morris re: meeting w/ Blackstone in advance of Board presentation	1.80	Sullivan, Deirdre Ann
9737372	7/14/2004	Review timetable for subsidiary filing and claim treatment (0.8); Confs w/ D. Sullivan re same (0.2).	1.00	Dunne, Dennis F.
9746308	7/14/2004	TC w/ E. Edidin re: subsidiary meetings (.3); Numerous TCs w/ R. Morris re: scheduling of meetings re: subsidiaries (2.3).	2.60	Sullivan, Deirdre Ann
9748067	7/20/2004	Review various sub con and claim treatment scenarios (0.7); Review timing assumptions (0.7); Review CTa and Chanin's position re cost-cutting (0.6).	2.00	Dunne, Dennis F.
9749079	7/21/2004	Prepare for and attend meeting w/ company at Skadden (1.9); Review issues in Blackstone report re same (0.6).	2.50	Dunne, Dennis F.
9752831	7/21/2004	Draft affidavit of service re subsidiary protocol motion (1.2); file same (.2).	1.40	Ceron, Rena
9752858	7/22/2004	RV materials re: costs issues at subsidiaries (2.3); TCs w/ P. Bade re: same (1.1)	3.40	Sullivan, Deirdre Ann
9752857	7/23/2004	Prepare for and attend conf w/ J. Kidoo (Swidler), D. Royster (RCN), J. Goffman (SASM&S), D. Panahy re regulatory issues surrounding potential filing of subsidiaries (1.2); Review and outline results of same (1.1); Confs w/ G. Singer, E. Edidin, and D. Schall re same (0.5).	1.80	Dunne, Dennis F.
9757626	7/27/2004	Obtain memorandum for research per S. Naik.	1.40	Fabsik, Paul
9770546	7/27/2004	Review docket for objections to subsidiary protocol motion.	0.20	Ceron, Rena

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	Date	Description	Hour	Name
9772720	7/27/2004	Summarize debtors' objection to sub protocol motion.	1.60	Naik, Soham D.
9762200	7/29/2004	Review sub con issues in plan draft (0.4); Confs w/ D. Schall and G. Singer re same (0.2).	0.60	Dunne, Dennis F.
9770547	7/29/2004	Prepare and electronically file notice of adjournment of hearing re: subsidiary protocol motion (.6); serve same (.4); draft affidavit of service re same (.4); electronically file same (.4); prepare and distribute copy to Chambers re same (.6).	2.40	Ceron, Rena
9772721	7/29/2004	Research re: sub protocol motion (1.9); conference with D. Sullivan re: same (.2).	2.10	Naik, Soham D.
9764586	8/1/2004	Confs w/ G. Singer & D. Schall re sub con issues (0.4); Outline issues re same (0.7).	1.10	Dunne, Dennis F.
9770595	8/2/2004	Discussions w/ G. Singer re filing sub con motion (0.2); Outline same (0.4).	0.60	Dunne, Dennis F.
9772719	8/2/2004	Reviewing SDNY local rules, Bankruptcy Code and Rules, and caselaw re: procedural requirements in connection with a potential motion or adversary complaint.	6.20	Bulger, James
9778896	8/2/2004	Research re: sub con (1.7); Conference with J. Katz re: same (.2); conferences with J. Tecce and D. Sullivan re: sub con and sub protocol replies (.2); Research re: sub protocol reply (6.6); Begin draft of reply (3).	11.70	Naik, Soham D.
9783161	8/2/2004	Analyze and prepare substantive consolidation materials and discussions with J. Tecce re same (1.2); prepare correspondence to D. Dunne re analysis re same (.8); correspondence w/ D. Dunne, D. Sullivan and J. Tecce re sub con issues (1.2).	3.20	Katz, Jeffrey M.
9783162	8/2/2004	Several mtgs w/ J. Tecce re: sub con issues (1.5); TCs w/ CTA re: subcon issues (.1.3); Follow-up w/ J. Tecce re: same (.6)	3.40	Sullivan, Deirdre Ann
9770596	8/3/2004	Continue to draft sub protocol reply.	6.60	Naik, Soham D.

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	Date	Description	Hour	Name
9772718	8/3/2004	Review and revise latest sub con memo (1.1); Confs w/ D. Sullivan and J. Tecce re same (0.3).	1.40	Dunne, Dennis F.
9783111	8/3/2004	Prepare Second Notice of Adjourned Hearing With Respect To Motion Of Official Committee Of Unsecured Creditors For Entry Of Order Establishing Certain Notice Procedures Regarding The Operation Of Debtors' Business for filing, coordinate electronic filing of same, serve same and distribute courtesy copy of same to Chambers.	2.30	Ceron, Rena
9778897	8/4/2004	Continue draft of sub protocol reply.	2.90	Naik, Soham D.
9778898	8/5/2004	Finish draft of sub protocol reply.	3.70	Naik, Soham D.
9783112	8/5/2004	Prepare affidavit of service re second notice of adjourned hearing re Sub-Protocol motion, electronically file same.	0.50	Ceron, Rena
9790218	8/10/2004	Analyze J. Tecce memo re substantive consolidation factual bases (.7); discussions with S. Naik re same (.3).	1.00	Katz, Jeffrey M.
9794607	8/10/2004	Review and revise pleadings.	0.80	Naik, Soham D.
9794606	8/16/2004	Confs w E. Edidin, G. Singer re substantive consolidation issues (0.3); Review issues re same (0.2).	0.50	Dunne, Dennis F.
9805027	8/16/2004	Draft Third Notice Of Adjourned Hearing re Sub-Protocol Motion (.2); coordinate electronic filing re same (.2); serve same (.5); coordinate delivery to Chambers re same (.3).	1.20	Ceron, Rena
9805030	8/16/2004	Review sub protocol reply brief.	0.30	Naik, Soham D.
9848493	8/16/2004	TC w/ J. Drain's chambers re: rescheduling sub protocol motion.	0.20	Sullivan, Deirdre Ann
9805028	8/19/2004	Draft affidavit of service re third notice of adjournment re sub-protocol motion.	0.20	Ceron, Rena

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RCN CORPORATION-SUBSTANTIVE CONSOLIDATION

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9805032	8/19/2004	Finish reviewing proposed first days for new entities to be filed (1.3); Conference with G. Day at Skadden re: same (.1).	1.40	Naik, Soham D.
9805029	8/20/2004	Electronically file affidavit of service re third notice of adjourned hearing re sub-protocol motion.	0.30	Ceron, Rena

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RCN CORPORATION-TAX ISSUES

June 10, 2004 through August 31, 2004

	Date	Description	Hour	Name
9770597	8/2/2004	Review of tax disclosure (.3) and conf Katz, Kestenbaum re allocation of stock between interest and principal (.3)	0.60	Friedman, Simon
9783163	8/2/2004	Voice/emails with J. Katz, discuss allocation issues with S. Friedman.	0.50	Kestenbaum, Russell J.
9783164	8/2/2004	Analysis of issues re net operating losses and disclosure statement language re same (1.0); discussions and correspondence t/f S. Friedman re same (.3); analyze relevant provisions of indentures re application of proceeds re same (.2); calls to R. Kestenbaum re same (.3).	1.80	Katz, Jeffrey M.
9772722	8/3/2004	Conf Katz re allocation of proceeds among interest and principal	0.30	Friedman, Simon
9783165	8/3/2004	Analyze draft disclosure statement and plan provisions re application of proceeds in respect of bonds (1.0); prepare mark-up of disclosure statement provisions and forward to D. Sullivan (.5); discussions and correspondence with S. Friedman and R. Kestenbaum re same (.4).	1.90	Katz, Jeffrey M.
9800987	8/19/2004	Conf Sullivan re tax issues.	0.20	Friedman, Simon