

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
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D. J. Baker (DB 0085)
(Member of the Firm)
Frederick D. Morris (FM 6564)

Attorneys for Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

**FEE STATEMENT OF SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
OF FEES FOR PROFESSIONAL SERVICES RENDERED AND
DISBURSEMENTS INCURRED AS COUNSEL FOR THE DEBTORS FOR
THE PERIOD FROM SEPTEMBER 1, 2004 THROUGH SEPTEMBER 30, 2004**

Skadden, Arps, Slate, Meagher & Flom LLP ("Skadden, Arps"), counsel for RCN Corporation ("RCN") and certain of its direct and indirect subsidiaries, debtors and debtors-in-possession in the above-captioned, jointly administered chapter 11 reorganization cases (collectively, the "Debtors"), hereby submit this statement of fees and disbursements for the period from September 1, 2004 through September 30, 2004 (the "Fee Period"), in accordance with the Court's June 22, 2004, Administrative Order Under 11 U.S.C. §§ 105 And 331 Establishing Procedures For Interim Compensation And Reimbursement Of Expenses Of Professionals, the Court's Administrative Orders dated June 20, 1991 and April 19, 1995, and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, dated January 30, 1996.¹ Skadden, Arps' retention was

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

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

PROFESSIONAL SERVICES

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

¹ (...continued)

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

**TIME SUMMARY TO FEE STATEMENT OF SKADDEN,
ARPS, SLATE, MEAGHER & FLOM LLP FOR THE PERIOD
FROM SEPTEMBER 1, 2004 THROUGH SEPTEMBER 30, 2004²**

<u>NAME</u>	<u>YEAR OF ADMIS- SION</u>	<u>RATE</u>	<u>HOURS</u>	<u>AMOUNT</u>
<u>PARTNERS</u>				
D. J. (Jan) Baker	1973	\$760	164.90	\$ 125,324.00
Anthony W. Clark	1979	735	28.60	21,021.00
Eric M. Davis	1992	595	155.15	92,314.25
Paul J. Lockwood	1995	545	47.50	25,887.50
Maxwell M. Miller	1988	720	7.50	5,400.00
Matthew A. Rosen	1976	760	6.10	4,636.00
J. Gregory St. Clair	1990	630	17.30	10,899.00
Alan G. Straus	1978	720	15.20	10,944.00
TOTAL PARTNERS			442.25	\$ 296,425.75
<u>COUNSEL</u>				
Thomas J. Matz	1976	\$495	131.00	\$ 64,845.00
Mark A. McDermott	1991	495	190.80	94,446.00
TOTAL COUNSEL			321.80	\$ 159,291.00
<u>ASSOCIATES</u>				
Kris Agarwal	2003	\$395	98.70	\$ 38,986.50
A. Thompson Bayliss	2003	320	66.00	21,120.00
Stephen D. Dargitz	1997	475	35.10	16,672.50
Grenville R. Day	1998	460	47.90	22,034.00
Mark L. Desgrosseillier	1999	440	125.45	55,198.00
Thomas R. Fawkes	2002	355	46.40	16,472.00
Loren E. Friedman	pending	320	5.80	1,856.00
Mordecai L. Geisler	2003	355	43.10	15,300.50
Robert A. Greebel	2002	395	76.10	30,059.50
Jeffrey A. Greenblatt	1997	475	7.80	3,705.00
Richard S. Horvath, Jr.	pending	250	9.00	2,250.00

² As an accommodation to the Debtors, Skadden, Arps has voluntarily reduced its fees by \$14,385.75, which represents time for partners, counsel, associates, and paraprofessionals billing less than five (5) hours during this period.

Brian P. Kelly	2001	420	127.70	53,634.00
Nick Mancuso	2002	395	73.90	29,190.50
Evan A. Michael	2003	355	19.60	6,958.00
Frederick D. Morris	1995	490	139.40	68,306.00
Samuel S. Ory	1994	475	21.50	10,212.50
Bennett S. Silverberg	2001	420	104.30	43,806.00
Venera E. Taouchanova	2003	440	138.50	60,940.00
Sina Toussi	1995	475	72.60	34,485.00
Jennifer E. Underwood	pending	320	7.00	2,240.00
	TOTAL ASSOCIATES		1,265.85	\$ 533,426.00
<u>PARAPROFESSIONALS</u>				
Philip A. Ashby		\$135	5.20	\$ 702.00
Douglas A. Krech		135	12.00	1,620.00
Laura A. Medlin		135	7.00	945.00
Zachary D. Pfanstiel		85	10.00	850.00
Adriana G. Salazar		120	126.60	15,192.00
	TOTAL PARAPROFESSIONALS		160.80	\$ 19,309.00
	TOTAL		2,190.70	\$1,008,451.75

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

DISBURSEMENTS

Consistent with its agreement with the Debtors, and firm policy with respect to its other bankruptcy clients, Skadden, Arps will continue to charge the Debtors for all other services provided and for other charges, expenses and disbursements incurred in the rendition of professional services. These charges, expenses and disbursements include, among other things, costs for telephone charges, photocopying, travel, business meals, computerized research, messengers, couriers, postage, witness fees and other fees related to trials and hearings.³

³ Charges and disbursements are invoiced pursuant to Skadden, Arps' Policy Statement Concerning Charges and Disbursements Under Standard Bundled Rate Structure, a copy of which is attached to the Engagement Agreement previously submitted with the affidavit of Jay M. Goffman filed with the Debtors' application to retain Skadden, Arps as counsel to the Debtors.

**DISBURSEMENT SUMMARY TO FEE STATEMENT OF
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP FOR THE
PERIOD FROM SEPTEMBER 1, 2004 THROUGH SEPTEMBER 30, 2004⁴**

Computer Legal Research	\$ 14,930.48
Long Distance Telephone	445.82
In-House Reproduction (@\$.10 per page)	5,629.84
Reproduction-color (@\$1.00 per page)	36.50
Outside Reproduction	6,817.75
Outside Research	113.10
Court Reporting	114.00
Local Travel	1,428.22
Out-Of-Town Travel	10,979.12
Business Meals ⁵	1,980.63
Courier & Express Carriers (e.g., Federal Express) ⁶	1,143.46
Postage	138.61
Other	<u>443.59</u>

CLIENT TOTAL: \$44,201.12

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

⁴ Skadden, Arps bills clients for reasonable charges and disbursements incurred in connection with an engagement. Clients are billed for external charges at the actual cost billed by vendors or, in the case of telephone calls, at the approximate tariff rate. The disbursements and charges reflected on this statement are only those that have been booked at the end of this billing period. Due to normal bookkeeping procedures, many charges and disbursements are not recorded until later periods. Skadden, Arps reserves the right to amend the amounts listed herein to include such previously unbilled disbursements.

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

⁶ Express carriers are used only when first class mail is impracticable and the exigencies of time require this form of delivery. Couriers are used only when time is of the essence.

BRIEF DESCRIPTION OF SERVICES RENDERED

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

- Plan and Disclosure Statement. Skadden, Arps' attorneys continued to spend considerable time assisting the Debtors in their continuing efforts to formulate and draft a Plan of Reorganization and associated Disclosure Statement.
- Litigation. Skadden, Arps' attorneys spent significant time assisting the Debtors in connection with their efforts relating to the adversary proceeding commenced against the City of Chicago, including conducting discovery and developing a litigation strategy.
- Case Administration. Skadden, Arps' attorneys continued to spend significant time on the day to day administration of the Debtors' chapter 11 cases, including preparing for and attending hearings on various matters, and preparing for and attending committee meetings.
- Claims Administration. Skadden, Arps' attorneys continued to spend considerable time reviewing proofs of claim, assessing the validity of various claims, and drafting omnibus objections.
- Retention/Fee Matters/Objections. Skadden, Arps' attorneys spent considerable time drafting various retention applications, including the application for PDA Group, LLC, Dechert LLP, and Kasowitz, Benson, Torres & Friedman LLP.

**SUMMARY OF FEES AND DISBURSEMENTS OF SKADDEN,
ARPS, SLATE, MEAGHER & FLOM LLP FOR THE PERIOD
FROM SEPTEMBER 1, 2004 THROUGH SEPTEMBER 30, 2004**

TOTAL PROFESSIONAL FEES	\$1,008,451.75
TOTAL DISBURSEMENTS	<u>\$44,201.12</u>
<u>TOTAL FEES AND DISBURSEMENTS FOR THE FEE PERIOD</u>	<u>\$1,052,652.87</u>
80% OF PROFESSIONAL FEES	\$806,761.40
100% OF DISBURSEMENTS	<u>\$44,201.12</u>
<u>TOTAL AMOUNT LESS 20% HOLDBACK</u>	<u>\$850,962.52</u>

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

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

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

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

Dated: New York, New York
October 20, 2004

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

/s/ D.J. Baker
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(Member of the Firm)
Frederick D. Morris (FM 6564)
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Attorneys for Debtors and
Debtors-in-Possession

EXHIBIT A

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

RCN Corporation (DIP)
General Corporate Advice

Bill Date: 10/13/04
Bill Number: 1029909

NAME	DATE	HOURS	DESCRIPTION
BAKER DJ	09/02/04	0.40	TC B. BOSTROM RE: BOARD ISSUES.
		0.40	
Total Partner		0.40	
MANCUSO N	09/08/04	0.30	RESEARCH RE: BOARD OF DIRECTORS.
		0.30	
MORRIS FD	09/01/04	0.40	WORK RE: CORPORATE GOVERNANCE ISSUES.
MORRIS FD	09/03/04	1.80	T.CONF. W/ J. DUBEL, D. ROYSTER, P. BRADSHAW, P. LOCKWOOD, M. MCDERMOTT, J. BAKER RE: JV ISSUES (1.0); T.CONF. W/ D. ROYSTER, P. BRADSHAW, J. DUBEL RE: INTERNAL CORPORATE RESTRUCTURING S (0.4); WORK RE: SAME (0.2); T.CONF. W/ J. DUBEL RE: SAME (0.2).
MORRIS FD	09/15/04	0.90	REVIEW PROPOSED PRESS RELEASES (.3); WORK AND ANALYSIS RE: POST-CONSUMMATION SEC REGISTRATION REQUIREMENTS (.6).
MORRIS FD	09/20/04	0.90	REVISE 8-K RE: MANAGEMENT CHANGES (.3); WORK RE: SAME (.6).
MORRIS FD	09/21/04	0.50	WORK RE: 8-K RE: MANAGEMENT CHANGES.
MORRIS FD	09/22/04	0.40	WORK RE: 8-K ISSUES (.4).
MORRIS FD	09/29/04	0.30	WORK RE '34 ACT ISSUES.
MORRIS FD	09/30/04	1.00	TC W/ J. DOWNING RE PUBLIC RELATIONS ISSUES (0.2); WORK RE STOCK TRANSFER REQUEST (0.8).
		6.20	
Total Associate		6.50	
TOTAL TIME		<u>6.90</u>	

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

RCN Corporation (DIP)
Asset Dispositions (General)

Bill Date: 10/13/04
Bill Number: 1029909

NAME	DATE	HOURS	DESCRIPTION
BAKER DJ	09/01/04	0.80	TC D. ROYSTER REGARDING STARPOWER ISSUES (.5); CONFERENCE M. MCDERMOTT REGARDING STARPOWER ISSUES (.3).
BAKER DJ	09/02/04	2.80	WORK ON STARPOWER ISSUES AND POSSIBLE ISSUES RELATED TO SAME.
BAKER DJ	09/03/04	1.80	WORK ON STARPOWER ISSUES, EXERCISE OF OPTION AND RELATED MATTERS.
BAKER DJ	09/08/04	0.60	REVIEW LETTER TO PROPOSED PURCHASER AND WORK WITH RESPECT TO SAME.
BAKER DJ	09/10/04	6.00	ATTEND MEETING WITH B. BOSTROM, A. FASOLA, J. DUBEL AND T. COLEMAN AND WORK ON STARPOWER ISSUES.
BAKER DJ	09/13/04	3.20	WORK ON STARPOWER ISSUES RELATED TO POSSIBLE EXERCISE OF PURCHASE OPTION (1.5); CONFERENCE CALL WITH CREDITORS COMMITTEE WITH RESPECT TO STARPOWER ISSUES (.6); REVIEW PLEADINGS FILED IN DELAWARE CHANCERY COURT WITH RESPECT TO STARPOWER (.8); TC J. DUBEL WITH RESPECT TO STARPOWER ISSUES (.3).
BAKER DJ	09/14/04	2.70	TC P. LOCKWOOD WITH RESPECT TO STARPOWER LITIGATION (.5); CONFERENCE CALL P. LOCKWOOD AND J. DUBEL WITH RESPECT TO STARPOWER LITIGATION (.5); WORK ON STARPOWER RIGHT OF FIRST REFUSAL AND RELATED MATTERS (1.2); CONFERENCE CALL D. ROYSTER, J. DUBEL AND P. LOCKWOOD REGARDING STARPOWER ISSUES (.5).
BAKER DJ	09/15/04	0.80	REVIEW DRAFT ORDER PROPOSED TO BE SUBMITTED TO CHANCERY COURT IN CONNECTION WITH STARPOWER LITIGATION (.5); CONFERENCE CALL J. DUBEL AND P. LOCKWOOD WITH RESPECT TO TERMS OF ORDER (.3).
BAKER DJ	09/16/04	1.90	REVIEW OF STARPOWER SETTLEMENT AGREEMENT (.8); TC J. DUBEL WITH RESPECT TO TERMS OF SAME (.3); REVIEW DOCUMENTS RELATED TO STARPOWER SETTLEMENT (.8).
BAKER DJ	09/17/04	0.80	WORK ON STARPOWER ISSUES.
BAKER DJ	09/20/04	0.80	WORK WITH RESPECT TO ISSUES RELATED TO STARPOWER, POSSIBLE ACQUISITION OF REMAINING 50% INTEREST, AND FINANCING FOR SAME.

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

BAKER DJ	09/22/04	1.70	WORK WITH RESPECT TO ISSUES RELATED TO POSSIBLE SALE OF MEGACABLE (.8); CONTINUE WORK ON ISSUES RELATED TO ABILITY TO FINANCE ACQUISITION OF 50% INTEREST IN STARPOWER (.9).
BAKER DJ	09/23/04	0.60	CONTINUE REVIEW OF MEGACABLE ISSUES.
BAKER DJ	09/30/04	2.80	CONTINUE WORK ON STARPOWER ISSUES, INCLUDING EXERCISE OF OPTION AND FINANCING FOR SAME (2.8).
		27.30	
Total Partner		27.30	
MATZ TJ	09/02/04	0.30	CORRESPONDENCE RE: STARPOWER ISSUES (.3).
		0.30	
MCDERMOTT MA	09/01/04	7.40	CONTINUE ANALYSIS OF OPTIONS IN CONNECTION W/ STARPOWER (2.5); RESEARCH LAW ON VARIOUS ISSUES IN CONNECTION W/ SAME (2.5); BEGIN OUTLINING OPTIONS FOR DISCUSSION PER D. ROYSTER OF RCN (2.4).
MCDERMOTT MA	09/02/04	3.90	CONCLUDE PRELIMINARY ANALYSIS OF OPTIONS RE: EXERCISE OF RIGHT OF FIRST REFUSAL IN CONNECTION W/ PEPCO OFFER RE: STARPOWER (3.4); TC D. ROYSTER AND S. DUBEL RE: SAME (.5).
MCDERMOTT MA	09/03/04	0.80	TC W/ D. ROYSTER AND J. DUBEL RE: OPTIONS IN CONNECTION W/ PEPCO/STARPOWER MEMBERSHIP INTEREST DISPOSITION AND POSSIBLE RELATED LITIGATION.
MCDERMOTT MA	09/05/04	1.10	DRAFT LETTER IN CONNECTION W/ PROPOSED DISPOSITION OF MEMBERSHIP INTEREST.
MCDERMOTT MA	09/08/04	0.40	REVISE LETTER RE: DISPOSITION OF MEMBERSHIP INTERESTS.
MCDERMOTT MA	09/10/04	4.20	REVIEW DRAFTS OF DELAWARE CHANCERY PAPERS IN CONNECTION W/ DISPOSITION OF MEMBERSHIP INTEREST (.7); CALL T. JANSON OF MILBANK RE: SAME (.3); REVIEW CASH COLLATERAL ORDER FOR OPTIONS IN CONNECTION W/ SAME (2.2); REVIEW ANALYSES OF CORPORATE STRUCTURE, CASH MANAGEMENT SYSTEM, AND RELATED ITEMS IN CONNECTION WITH CONSIDERATION OF OPTIONS FOR POSSIBLE ACQUISITION OF SAME (.9); CORRESPONDENCE T. JANSON AND D. SULLIVAN RE: SAME (.1).
MCDERMOTT MA	09/13/04	0.20	CALL P. LOCKWOOD ON STARPOWER/PEPCO LITIGATION.

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

MCDERMOTT MA	09/14/04	1.60	CALLS W/ COMMITTEE (.4) AND J. DUBEL, ET AL. (.8) TO CONSIDER OPTIONS IN CONNECTION W/ POTENTIAL ACQUISITION OF PEPSCO MEMBERSHIP INTEREST; FURTHER CONSIDERATION OF OPTIONS AND STRATEGIES IN CONNECTION W/ SAME (.4).
MCDERMOTT MA	09/15/04	0.60	REVIEW DRAFT OF BRIEF IN SUPPORT OF TRO IN CONNECTION W/ ACTION AGAINST PEPSCO RE: STARPOWER (.4); CALL COMMITTEE REPRESENTATIVES RE: SAME (.2).
MCDERMOTT MA	09/17/04	0.30	REVIEW MEMBERSHIP PURCHASE AGREEMENT B/W PEPSCO AND CORVIS.
MCDERMOTT MA	09/27/04	0.20	ATTENTION TO MEGACABLE DISPOSITION ISSUES.
		20.70	
Total Counsel		21.00	
GREEBEL RA	09/01/04	2.70	W/R. MORRIS RE: STARPOWER (.7); REVIEWING STARPOWER DOCS RE: NEXT STEP (1.3); DRAFTED SUMMARY OF STARPOWER STATUS (.7).
GREEBEL RA	09/02/04	1.50	CORRESPONDENCE W/ P. BRADSHAW AND TC RE: STARPOWER (.3); TC W/R. MORRIS RE: STARPOWER (.2); REVIEWED M. MCDERMOTT ANALYSIS RE: STARPOWER (1).
GREEBEL RA	09/03/04	0.40	DISTRIBUTION STARPOWER DOCS (.1) AND CORRESPONDENCE WITH CLIENT (.3).
GREEBEL RA	09/20/04	4.30	CONVERSATION W/J. BAKER RE: STARPOWER (.1); REVIEWING PURCHASE AGREEMENT AND RELATED DOCS RE: STARPOWER (4.2).
GREEBEL RA	09/21/04	2.90	CONVERSATION W/B. HAGGERTY RE: STARPOWER (.1); CONVERSATION W/J. BAKER RE: STARPOWER (.1); REVIEWING PURCHASE AGREEMENT AND BEGAN DRAFTING SUMMARY (2.5); CONVERSATION W/P. BRADSHAW RE: STARPOWER (.2).
GREEBEL RA	09/22/04	6.50	CONVERSATIONS W/P. BRADSHAW RE: STARPOWER (.3); CONVERSATIONS AND MET W/ E. MICHAEL RE: STARPOWER SUMMARY (1.1); CONTINUED DRAFTING PURCHASE AGREEMENT RE: STARPOWER (4.9); CONVERSATION W/J. BAKER RE: STARPOWER (.1); SPOKE W/B. HAGGERTY RE: STARPOWER (.1).
GREEBEL RA	09/24/04	0.40	MEETING W/RCN TEAM AND DISCUSSED STARPOWER (.4).
		18.70	
MICHAEL EA	09/22/04	1.50	REVIEW OF STARPOWER SUMMARY (1.5).

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

		1.50	
MORRIS FD	09/02/04	4.90	WORK AND ANALYSIS RE: STARPOWER JV (2.9); TC W/ D. ROYSTER, J. DUBEL, P. BRADSHAW RE: STARPOWER (0.7); WORK AND ANALYSIS RE: CORPORATE ORGANIZATIONAL RESTRUCTURING (0.9); T.C W/ B. BAR-COHEN RE: STARPOWER, ORGANIZATIONAL RESTRUCTURING (0.4).
MORRIS FD	09/07/04	0.50	WORK RE: STARPOWER ISSUES (.3); T.CONF. W/ P. BRADSHAW RE: STARPOWER, LEVEL 3 ISSUES (.2).
MORRIS FD	09/08/04	0.40	WORK RE: STARPOWER ISSUES.
MORRIS FD	09/09/04	1.80	WORK RE: STARPOWER ISSUES (1.1); LETTER TO J. DUBEL RE: SAME (0.2); T.CONF. W/ P. BRADSHAW RE: STARPOWER, COMMITTEE REQUEST (0.2); LETTER TO J. DUBEL RE: STARPOWER (0.2); T.CONF. W/ D. SULLIVAN RE: STARPOWER (0.1); T.CONF. W/ J. DUBEL RE: STARPOWER (0.2).
		7.60	
Total Associate		27.80	
TOTAL TIME		<u>76.10</u>	

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

RCN Corporation (DIP)
Asset Dispositions (Real Property)

Bill Date: 10/13/04
Bill Number: 1029909

NAME	DATE	HOURS	DESCRIPTION
MCDERMOTT MA	09/15/04	1.30	CONSIDER OPTIONS IN CONNECTION W/ DISPOSITION OF 825 THIRD AVENUE LEASE (.2); REVIEW DRAFT OF MOTION TO APPROVE ASSIGNMENT AND SETTLEMENT OF SAME (1.1).
MCDERMOTT MA	09/21/04	0.10	ATTENTION TO PAPERS RE: SETTLEMENT CONCERNING 825 THIRD AVENUE PROPERTY.
MCDERMOTT MA	09/23/04	0.60	REVIEW/REVISE DRAFT OF MOTION REQUESTING AUTHORITY TO TERMINATE QUEENS BOULEVARD LEASE/GUARANTY (.3); FURTHER CONSIDERATION OF OPTIONS IN CONNECTION W/ SAME (.3).
MCDERMOTT MA	09/27/04	0.20	ATTENTION ISSUES IN CONNECTION W/ DISPOSITION OF 825 THIRD AVENUE.
MCDERMOTT MA	09/28/04	0.70	REVIEW SETTLEMENT AGREEMENT RE: 825 THIRD AVENUE AND DRAFT MOTION IN CONNECTION W/ SAME (.4); CONSIDER STRATEGIC OPTIONS IN CONNECTION W/ SAME AND RELATED LEASE MATTERS (.3).
MCDERMOTT MA	09/29/04	0.40	REVIEW/REVISE MOTION TO APPROVE ASSIGNMENT OF 825 THIRD AVENUE LEASE/GUARANTY (.3); CALL J. DUBEL RE: SAME (.1).
		3.30	
Total Counsel		3.30	
DAY GR	09/20/04	1.30	DRAFT MOTIONS TO APPROVE LEASE TERMINATION AGREEMENTS.
DAY GR	09/27/04	2.70	FINALIZE MOTION RE: 825 THIRD AVE LEASE (1.6); REVIEW ISSUES RE: QUEENS BLVD LEASE AGREEMENT (1.1).
		4.00	
GEISLER ML	09/09/04	4.00	WORK ON MOTION RE: SUBLEASE SETTLEMENT AGREEMENT.
		4.00	
Total Associate		8.00	
TOTAL TIME		<u>11.30</u>	

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

RCN Corporation (DIP)
Automatic Stay (Relief Actions)

Bill Date: 10/13/04
Bill Number: 1029909

NAME	DATE	HOURS	DESCRIPTION
DAVIS EM	09/10/04	1.30	REVIEW ISSUES WITH J. KIDDOO ON LIFT STAY ON CABLE MODEM APPEAL (.7); CONF. WITH CITY'S COUNSEL ON SAME (.4); CALL TO COMMITTEE COUNSEL ON SAME (.2).
DAVIS EM	09/13/04	2.40	CALL WITH D. SULLIVAN RE: STIP ON MODIFYING STAY RE: CABLE MODEM APPEAL (.2); REVIEW COMMENTS FROM PARTIES RE: STIP (.4); CALL TO COURT RE: PROCEDURE ON SAME (.1); REVIEW AND REVISE STIP (.8); WORK ON THE PROCEDURAL AND SUBSTANTIVE ISSUES ON MODIFICATION WITH CITY (.9).
DAVIS EM	09/14/04	1.40	CALL WITH A. KADISH RE: LIFT STAY (.2); WORK WITH NYO IN COORDINATE FILING OF STIP AND ORDER ON 7TH CIR. APPEAL (1.2).
DAVIS EM	09/15/04	0.90	ADDRESS LEE ISSUES (.4); REVIEW M. DEWEES DISCOVERY (.5).
DAVIS EM	09/17/04	1.50	WORK ON M. DE WEES DISCOVERY (.8); CIRCULATE CORRESPONDENCE FROM COURT ON CABLE MODEM LIFT STAY (.7).
DAVIS EM	09/20/04	1.90	WORK ON REVISING THE DISCOVERY RE: M. DEWEES.
		9.40	
Total Partner		9.40	
MATZ TJ	09/14/04	0.20	CALL WITH J. MILLERMAN RE: LIFT STAY (.1); FOLLOW UP RE: SAME (.1).
		0.20	
Total Counsel		0.20	
MORRIS FD	09/20/04	0.30	WORK RE: LIFT STAY REQUEST.
		0.30	
TAOUCHANOVA VE	09/07/04	6.30	WORK ON OBJECTION TO DOCUMENT PRODUCTION (2.9); WORK ON STIPULATION WITH M. DE WEES RE: MODIFICATION OF THE AUTOMATIC STAY (2.5); VARIOUS CALLS WITH J. GREEN (0.9).
TAOUCHANOVA VE	09/08/04	8.50	CONTINUE WORKING ON MARIE DE WEES'S CLAIM (3.1); CALLS WITH J. GREEN RE: CLAIM AND DOCUMENT PRODUCTION (1.0); RESEARCH RE: NON APPLICABILITY OF SECTION 523 TO CORPORATE DEBTORS (3.5); CALLS WITH L. DE LILLO RE: EVELYN PACINO CLAIM (0.9).

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

TAOUCHANOVA VE	09/09/04	3.40	WORK ON OBJECTION TO DOCUMENT PRODUCTION (1.9); REVISE STIPULATION WITH M. DE WEES RE: MODIFICATION OF THE AUTOMATIC STAY (1.5).
TAOUCHANOVA VE	09/10/04	3.40	REVISE STIPULATION WITH M. DE WEES RE: MODIFICATION OF THE AUTOMATIC STAY (1.5); REVISE OBJECTION TO DOCUMENT PRODUCTION (1.9).
TAOUCHANOVA VE	09/17/04	2.90	VARIOUS CALLS WITH E. DAVIS RE: M. DEWEES'S OBJECTION TO DOCUMENT PRODUCTION(0.9); WORK ON SAME(1.2); CALLS WITH G. DAY RE: SAME (0.8).
TAOUCHANOVA VE	09/20/04	6.40	VARIOUS CALLS WITH E. DAVIS RE: M. DEWEES'S OBJECTION TO DOCUMENT PRODUCTION (1.2); REVISE SAME(3.5); CALLS WITH G. DAY RE: SAME (0.5); VARIOUS CALLS WITH P. PASSANANTE RE: COMMENTS ON SAME (1.2).
TAOUCHANOVA VE	09/22/04	2.10	REVISE M. DEWEES'S RESPONSE TO DOCUMENT PRODUCTION.
TAOUCHANOVA VE	09/23/04	6.60	DOCUMENT REVIEW IN CONNECTION WITH M. DE WEES'S REQUEST FOR DOCUMENT PRODUCTION (2.1); REVISE OBJECTION (0.7); MEETING WITH G. DAY RE: SAME (1.1); CORRESPONDENCE WITH E. DAVIS AND P. PASSANANTE RE: SAME (0.7); DRAFT LETTER TO C. JACOBS (0.4); REVIEW D. CRAIG LIFT STAY MOTION AND COMPLAINT (1.1); MEETING WITH G. DAY RE: SAME (0.5).
TAOUCHANOVA VE	09/24/04	0.30	TC WITH C. JACOBS RE: PRODUCTION OF DOCUMENTS WITH RESPECT TO M. DE WEES'S REQUEST (0.5).
TAOUCHANOVA VE	09/27/04	2.70	WORK ON D. CRAIG'S LIFT STAY MOTION (1.3); REVISE M. DE WEES'S REQUEST FOR DOCUMENT PRODUCTION (1.4).
TAOUCHANOVA VE	09/28/04	4.30	WORK ON OBJECTION TO M. DE WEES' REQUEST FOR DOCUMENT PRODUCTION (1.2); RESEARCH RE: D. CRAIG'S OBJECTION (3.1).
		46.90	
Total Associate		47.20	
TOTAL TIME		<u>56.80</u>	

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

RCN Corporation (DIP)
Business Operations/Strategic Planning

Bill Date: 10/13/04
Bill Number: 1029909

NAME	DATE	HOURS	DESCRIPTION
BAKER DJ	09/03/04	1.60	PREPARATION FOR STRATEGY MEETINGS.
BAKER DJ	09/07/04	5.50	PREPARATION FOR STRATEGY MEETING (1.0); ATTEND STRATEGY MEETING WITH A. FASOLA, D. MCCOURT, T. COLEMAN, J. DUBEL, R. MORRIS, AND WORK REGARDING SAME (4.5).
BAKER DJ	09/21/04	4.30	PREPARE FOR STRATEGY MEETING WITH A. FASOLA AND J. DUBEL (1.2); ATTEND STRATEGY MEETING WITH A. FASOLA, J. DUBEL, T. COLEMAN, AND B. BOSTROM, AND WORK WITH RESPECT TO SAME (3.1).
		11.40	
Total Partner		11.40	
MCDERMOTT MA	09/02/04	0.50	REVIEW COMMITTEE MOTION TO ESTABLISH SUBSIDIARY PROTOCOLS AND RELATED OBJECTION AND CONSIDER RAMIFICATIONS OF SAME ON CURRENT, PENDING EMERGENCE ITEMS AND OTHER CONSIDERATIONS.
MCDERMOTT MA	09/14/04	2.10	LUNCHEON MEETING J. DUBEL, B. BOSTROM, AND B. HAGGERTY RE: STRATEGIC OPTIONS AND RELATED MATTERS.
MCDERMOTT MA	09/21/04	0.10	CALL R. MORRIS RE: VARIOUS REGULATORY AND OTHER BUSINESS MATTERS.
MCDERMOTT MA	09/23/04	0.60	MEETING J. DUBEL AND J. BAKER RE: STATUS OF VARIOUS STRATEGIC ALTERNATIVES.
MCDERMOTT MA	09/24/04	1.20	CALL J. BAKER RE: STRATEGIC ALTERNATIVES (.3); SERIES OF CALLS/MEETINGS J. BAKER AND OTHERS RE: DEVELOPMENTS CONCERNING SAME (.9).
MCDERMOTT MA	09/25/04	1.00	REVIEW AND COMMENT ON DRAFT OF SETTLEMENT AGREEMENT W/ MEMBERS OF THE COMMITTEE RE: CASE DISPOSITION (.7); FURTHER REVIEW REVISED VERSION OF SAME (.3).
MCDERMOTT MA	09/27/04	3.00	MEETING T. MATZ RE: CONTINGENCY PLANNING RE: VARIOUS STRATEGIC ALTERNATIVES (.7); REVIEW DRAFTS OF LETTER TO COMMITTEE RE: AGREEMENT ON STRATEGIC ALTERNATIVES (.6); CALL W/ REPRESENTATIVES OF RCN, ALIXPARTNERS, AND BLACKSTONE RE: SAME (.8); TEAM MEETING RE: STRATEGIC ALTERNATIVES (.9).

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

MCDERMOTT MA	09/29/04	0.30	MEETING J. BAKER DISCUSSIONS W/ COMMITTEE RE: STRATEGIC ALTERNATIVES.
MCDERMOTT MA	09/30/04	0.70	SERIES OF CALLS W/ J. DUBEL, A. FASOLA, AND S. KARPILANI RE: STRATEGIC ALTERNATIVES IN CONNECTION W/ RESTRUCTURING.
		9.50	
Total Counsel		9.50	
TOTAL TIME		<u>20.90</u>	

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

RCN Corporation (DIP)
Case Administration

Bill Date: 10/13/04
Bill Number: 1029909

NAME	DATE	HOURS	DESCRIPTION
BAKER DJ	09/01/04	2.80	TEAM STRATEGY MEETING REGARDING CASE ISSUES (2.5); CONFERENCE R. MORRIS REGARDING STATUS OF CASE ISSUES (.3).
BAKER DJ	09/14/04	0.40	TC J. DUBEL WITH RESPECT TO CASE STAFFING ISSUES.
BAKER DJ	09/16/04	0.40	REVIEW AGENDA FOR MEETING OF RESTRUCTURING ATTORNEYS.
BAKER DJ	09/17/04	1.50	STRATEGY MEETING OF RCN ATTORNEYS AND DISCUSS CASE STATUS AND ORGANIZATION.
BAKER DJ	09/28/04	1.60	BEGIN PREPARATION FOR FORTHCOMING BANKRUPTCY COURT HEARINGS (1.6).
BAKER DJ	09/29/04	1.50	ATTEND HEARINGS IN BANKRUPTCY COURT (1.5).
		8.20	
ST. CLAIR JG	09/01/04	4.00	PREPARE FOR AND ATTEND STRATEGY MEETING REGARDING CASE ADMINISTRATION AND PENDING ISSUES.
ST. CLAIR JG	09/03/04	1.00	REVIEW RECENT PLEADINGS AND CASE CALENDAR.
ST. CLAIR JG	09/15/04	0.30	REVIEW REVISED TIMELINE AND COMMENT ON SAME.
		5.30	
STRAUS AG	09/17/04	1.20	STRATEGY MEETING WITH RCN TEAM AND DISCUSSION OF FINANCING ISSUES.
STRAUS AG	09/24/04	0.70	ATTENDANCE AT TEAM MEETING (.7).
STRAUS AG	09/27/04	0.70	ATTEND TEAM MEETING TO DISCUSS CASE DEVELOPMENTS.
		2.60	
Total Partner		16.10	
MATZ TJ	09/01/04	2.40	UPDATING TIMELINE RE: CONFIRMATION HEARING KEY DATES (.4); WORK ON OUTSTANDING CASE MATTERS AND STATUS THEREOF (2.0).
MATZ TJ	09/02/04	0.30	WORK ON AGENDA LETTER FOR SEPT. 8 HEARING DATE.
MATZ TJ	09/10/04	1.70	GROUP DISCUSSIONS TO UPDATE DATES OF CASES AND OUTSTANDING MATTERS.
MATZ TJ	09/14/04	0.30	WORK ON UPDATING CASE TIMELINE.
MATZ TJ	09/15/04	0.40	WORK ON UPDATING CASE TIMELINE.

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

MATZ TJ	09/20/04	0.30	WORK ON UPDATING CASE TIMELINE.
MATZ TJ	09/27/04	4.60	REVIEW AND REVISE WITH COMMITTEE RE: TIMING OF CASE, DISCLOSURE STATEMENT HEARING, CONFIRMATION (1.5); CONFERENCE CALL WITH A. FASOLA, J. DUBEL RE: SAME (1.3); FOLLOW UP WORK RE: CASE MANAGEMENT AND TIMING (.5); CALL WITH B. HAGGERTY, D. ROYSTER, J. DUBEL RE: CASE MANAGEMENT, TIMELINE, SUBSIDIARY PROTOCOL MOTION (.3); CALL WITH S. KIRPALANI & D. DUNNE RE: SAME (.3); WORK ON CASE MANAGEMENT AND CORRESPONDENCE TO COMMITTEE (.7).
MATZ TJ	09/28/04	1.30	REVIEW AND REVISE SEPTEMBER 29TH HEARING OUTLINE (.3); REVIEW AND REVISE COURT AGENDA LETTER (.3); CALL AND CORRESPONDENCE WITH J. MILLER RE: SAME (.7).
MATZ TJ	09/30/04	1.20	WORK ON CREDITORS COMMITTEE MATTERS RE: CASE TIMING, SOLICITATION AND CONFIRMATION CONSIDERATION.
		12.50	
MCDERMOTT MA	09/01/04	2.80	STRATEGY MEETING RE: ALL PENDING AND OUTSTANDING MATTERS AND COORDINATION ON SAME.
MCDERMOTT MA	09/02/04	1.10	REVIEW CASE DOCKET (.3); ATTENTION TO CALENDAR AND OUTSTANDING MATTERS AND STAFFING/PRIORITIZING SAME (.6); ATTENTION MISCELLANEOUS FILE MATTERS. (.2).
MCDERMOTT MA	09/03/04	0.40	ATTENTION TO CASE CALENDAR AND PENDING MATTERS AND PRIORITY OF SAME.
MCDERMOTT MA	09/07/04	1.20	ATTENTION TO OUTSTANDING TASKS/TEAM ASSIGNMENTS AND RELATED MATTERS.
MCDERMOTT MA	09/08/04	0.40	ATTENTION TO NEW TASKS AND RELATED MATTERS.
MCDERMOTT MA	09/09/04	0.60	REVIEW/REVISE AGENDA FOR TEAM MEETING AND RELATED AGENDA ITEMS.
MCDERMOTT MA	09/10/04	2.10	TEAM MEETING TO COORDINATE ALL OUTSTANDING MATTERS (1.7); ATTENTION TO TIMELINE AND RELATED TEAM TASKS (.4).
MCDERMOTT MA	09/13/04	1.80	ATTENTION TO STAFFING AND VARIOUS RELATED ITEMS (.6); FURTHER ATTENTION TO VARIOUS CALENDARING AND RELATED ITEMS (.7); MEETING R. MORRIS RE: VARIOUS OUTSTANDING MATTERS (.5).
MCDERMOTT MA	09/15/04	0.40	ATTENTION TO CALENDAR AND OUTSTANDING TEAM TASKS.

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MCDERMOTT MA	09/16/04	0.70	CANVASS ALL OUTSTANDING MATTERS AND PREPARE AGENDA FOR TEAM MEETING.
MCDERMOTT MA	09/17/04	2.20	STRATEGY MEETING TO DISCUSS ALL MATTERS RE: CASE AND COORDINATION OF TASKS (1.6); FOLLOW-UP ATTENTION TO OUTSTANDING MATTERS (.6).
MCDERMOTT MA	09/20/04	0.40	ATTENTION TO VARIOUS TEAM TASKS/ASSIGNMENTS.
MCDERMOTT MA	09/22/04	0.70	ATTENTION TO CASE CALENDAR AND VARIOUS OUTSTANDING TEAM TASKS/UPDATES.
MCDERMOTT MA	09/23/04	0.30	MEETING R. MORRIS RE: VARIOUS CASE STATUS AND STRATEGY MATTERS.
MCDERMOTT MA	09/24/04	2.40	STRATEGY MEETING RE: ALL PENDING MATTERS AND COORDINATION OF SAME (.7); CALLS T. MATZ (.2) AND TO CHAMBERS OF J. DRAIN RE: SCHEDULING OF MATTERS (.5); FOLLOW-UP CALL (.2); FURTHER ATTENTION TO SAME (.2); FOLLOW-UP ATTENTION TO PENDING MATTERS, CALENDARING AND COORDINATION OF SAME (.6).
MCDERMOTT MA	09/25/04	1.20	UPDATE VARIOUS TASKS LISTS AND COORDINATION AMONG VARIOUS TEAM MEMBERS RE: OUTSTANDING MATTERS.
MCDERMOTT MA	09/27/04	1.60	ATTENTION TO CALENDAR, TIMING, AND VARIOUS OUTSTANDING TASKS (.4); TEAM MEETING RE: VARIOUS CONTINGENCY PLANNING MATTERS (1.2).
MCDERMOTT MA	09/28/04	0.50	ATTENTION TO VARIOUS COURT AND RELATED MATTERS (.2); ATTENTION OUTSTANDING TEAM TASKS (.3).
MCDERMOTT MA	09/29/04	2.20	ATTENTION TO CALENDAR, TASKS, AND RELATED TEAM ASSIGNMENTS.
		23.00	
Total Counsel		35.50	
AGARWAL K	09/01/04	3.00	RCN STRATEGY MEETING WITH RCN TEAM ET AL AND FOLLOW UP WORK.
AGARWAL K	09/10/04	1.80	RCN STRATEGY MEETING WITH RCN TEAM ET AL AND FOLLOW UP WORK.
AGARWAL K	09/17/04	2.00	RCN STRATEGY MEETING WITH RCN TEAM ET AL AND FOLLOW UP WORK (1.6); CONFERENCE CALL WITH KORTREY, ALIX PARTNERS (.4).
AGARWAL K	09/24/04	1.60	RCN STRATEGY MEETING WITH RCN TEAM ET AL AND FOLLOW UP WORK.
AGARWAL K	09/27/04	0.90	RCN STRATEGY MEETING WITH RCN TEAM ET AL AND FOLLOW UP WORK.

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

9.30

DAY GR	09/02/04	1.70	DRAFT HEARING AGENDA FOR 9/8 HEARING.
DAY GR	09/03/04	1.60	REVISE HEARING AGENDA AND SEND SAME TO COURT.
DAY GR	09/07/04	1.80	REVISE AGENDA PER CALLS WITH COURT, COMMITTEE AND OTHER PARTIES.
DAY GR	09/15/04	0.20	CALL WITH COURT RE: SCHEDULING ISSUES.
DAY GR	09/17/04	1.70	REVIEW CASE MANAGEMENT ISSUES.
DAY GR	09/22/04	1.80	REVIEW CASE SCHEDULING ISSUES.

8.80

GEISLER ML	09/01/04	2.80	CASE STRATEGY MEETING.
GEISLER ML	09/10/04	1.80	RCN STRATEGY MEETING WITH RCN TEAM.
GEISLER ML	09/24/04	1.70	CASE STRATEGY MEETING.
GEISLER ML	09/27/04	0.80	DISCUSSION OF CASE STRATEGY.

7.10

KELLY BP	09/07/04	8.50	PREPARE AGENDA FOR SEPT. 8 HEARING (2.5); CORRESPONDENCE RE: STATUS OF MATTERS SCHEDULED FOR HEARING (.9); MAKE ADDITIONAL CHANGES TO AGENDA TO REFLECT RECENT DEVELOPMENTS (.7); COORDINATE FILING OF AGENDA (.3); PREPARE SPEAKING OUTLINE FOR SEPTEMBER 8 HEARING (4.1).
KELLY BP	09/08/04	4.00	PREPARE FOR HEARING (1.0); ATTEND HEARING (3.0).
KELLY BP	09/10/04	1.90	TEAM STRATEGY MEETING AND FOLLOW-UP.
KELLY BP	09/14/04	1.20	REVIEW DOCKET AND REVIEW/UPDATE TIMELINE.
KELLY BP	09/15/04	2.50	REVIEW AND UPDATE TIMELINE AND CIRCULATE (2.0); FINALIZE AND SERVE COMMENCEMENT/SEC. 341NOTICE (.5).
KELLY BP	09/17/04	2.00	TEAM MEETING AND FOLLOW-UP.
KELLY BP	09/22/04	0.70	REVIEW DOCKET AND UPDATE TIMELINE.
KELLY BP	09/23/04	1.30	REVIEW DOCKET AND UPDATE TIMELINE.
KELLY BP	09/24/04	6.00	REVIEW DOCKET AND REVIEW/EDIT TIMELINE (2.2); MEETING TO DISCUSS RECENT DEVELOPMENTS AND STRATEGY GOING FORWARD (2.1); DRAFT SPEAKING OUTLINE (1.2); DRAFT AGENDA (.5).

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

KELLY BP	09/27/04	6.40	CORRESPONDENCE RE: STATUS OF ITEMS SCHEDULED FOR HEARING (1.3); DRAFT HEARING AGENDA (1.2); COORDINATE PREPARATION OF HEARING BINDERS (.5); DRAFT SPEAKING OUTLINE FOR HEARING (3.4).
KELLY BP	09/28/04	10.80	REVIEW/EDIT SPEAKING OUTLINE (1.9); REVIEW/EDIT HEARING AGENDA (.4); CORRESPOND W/ COURT RE: ITEMS SCHEDULED FOR HEARING (1.5); INTERNAL CORRESPONDENCE RE: ITEMS SCHEDULED FOR HEARING (2.8); PREPARE MATERIALS FOR HEARING (2.9); COORDINATE W/ LEGAL ASST. AND COPY CENTER PREPARATION OF MATERIALS FOR HEARING (1.3).
KELLY BP	09/29/04	3.80	PREPARE FOR HEARING (1.3); ATTEND HEARING (1.5); FOLLOW-UP (.5); REVIEW NOTICES AND AFFIDAVITS FROM BSI (.5).
		49.10	
MANCUSO N	09/01/04	5.70	RCN TEAM MEETING RE: STRATEGY, ASSIGNMENT OF TASKS GOING FORWARD (3.0); BEGIN DRAFTING REMOVAL MOTION/ORDER/NOTICE (2.7).
MANCUSO N	09/02/04	2.70	ATTENTION TO SERVICE ISSUES (.4); CONTINUE DRAFTING REMOVAL MOTION/ORDER/NOTICE (2.0); REVISE/EDIT 341 NOTICE.
MANCUSO N	09/07/04	0.20	ATTENTION TO CASE ADMIN ISSUES.
MANCUSO N	09/10/04	1.70	CASE STATUS MEETING AND REVIEW OF OUTSTANDING ISSUES.
MANCUSO N	09/15/04	0.40	ATTENTION TO SERVICE ISSUES.
MANCUSO N	09/20/04	1.20	ATTENTION TO SERVICE ISSUES.
MANCUSO N	09/24/04	1.70	RCN TEAM STRATEGY MEETING.
MANCUSO N	09/28/04	1.30	HEARING PREP (1.0); ATTENTION TO SERVICE ISSUES (.3).
		14.90	
MORRIS FD	09/01/04	3.50	REVIEW DOCKET, PLEADINGS (0.3); PREPARATION FOR STATUS MEETING (0.4); WORK RE: STATUS OF MULTIPLE PENDING MATTERS, INCLUDING COORDINATION OF PLAN CONFIRMATION PROCESS (2.8).
MORRIS FD	09/02/04	0.40	WORK RE: 9/8 HEARING AGENDA (.3); LETTER TO D. SULLIVAN RE: SAME (.1).
MORRIS FD	09/07/04	1.50	PREPARATION FOR 9/8 OMNIBUS HEARING (0.7); WORK RE: STATUS OF MULT. PENDING MATTERS (0.5); REVIEW DOCKET, PLEADINGS, CORR. (0.3).

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

MORRIS FD	09/08/04	2.20	ATTEND OMNIBUS HEARING (1.9); REVIEW DOCKET, PLEADINGS (0.3).
MORRIS FD	09/09/04	1.30	DRAFT CASE STATUS MEMORANDUM (.9); REVIEW DOCKET, PLEADINGS (.4).
MORRIS FD	09/10/04	1.70	STATUS MEETING RE: UPDATE RE: MULT PENDING MATTERS.
MORRIS FD	09/13/04	0.90	REVIEW DOCKET, PLEADINGS (.3); WORK RE: STATUS OF MULT. PENDING MATTERS (.6).
MORRIS FD	09/14/04	0.50	LETTER TO J. DOWNING RE: JULY OPERATING REPORT (.3); REVIEW DOCKET, PLEADINGS (.2).
MORRIS FD	09/17/04	1.20	INTERNAL STATUS MEETING RE: PLAN STATUS, DISCLOSURE ISSUES, EXIT FACILITY, OTHERS.
MORRIS FD	09/20/04	0.70	WORK RE: STATUS OF MULT PENDING ISSUES (.4); LETTER TO D. SULLIVAN RE: PLEADINGS AND NOTICING (.3).
MORRIS FD	09/22/04	0.40	DRAFT MEMO RE: COMMITTEE POSITIONS RE: MULT. PENDING ISSUES.
MORRIS FD	09/24/04	1.90	WORK RE: STATUS OF MULT. PENDING MATTERS.
MORRIS FD	09/28/04	2.40	REVIEW DRAFT 9/29 HEARING AGENDA AND WORK RE: SAME (0.3); LETTER TO E. GRAFF RE: AGENDA (0.2); T.CONF. W/ S. NAIK RE: HEARING AGENDA (0.2); PREPARATION FOR 9/29 OMNIBUS HEARING (1.7).
MORRIS FD	09/29/04	1.20	ATTEND OMNIBUS HEARING (0.7); T.CONF. W/ J. DUBEL RE PUBLICATION NOTICE (0.2); LETTER TO J. DUBEL, D. ROYSTER RE ENTERED ORDERS (0.3).
MORRIS FD	09/30/04	0.20	LETTER TO J. DUBEL, D. ROYSTER RE SUBSIDIARY PROTOCOL MOTION (0.2).
		20.00	
SILVERBERG BS	09/01/04	3.00	TEAM STRATEGY MEETING.
SILVERBERG BS	09/10/04	2.00	WEEKLY CASE STATUS MEETING TO DISCUSS OUTSTANDING ITEMS, PLANNING AND STRATEGY (1.8); REVIEW AND REVISE AFFIDAVIT OF SERVICE (.2).
SILVERBERG BS	09/14/04	3.00	REVIEW AND REVISE TIME FOR REMOVAL MOTION; SUPERVISE FILING OF SAME.
SILVERBERG BS	09/17/04	1.00	TEAM STRATEGY AND PLANNING MEETING.

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

SILVERBERG BS	09/24/04	3.50	PLANNING AND STRATEGY MEETING WITH RESTRUCTURING TEAM (1.0); MULTIPLE T/C W/T. MATZ, CHAMBERS FOR HON. DRAIN RE: RESCHEDULING DISCLOSURE STATEMENT HEARING (1.0); WORK RE: NOTICING PARTIES OF ADJOURNED DISCLOSURE STATEMENT HEARING DATE (1.5).
SILVERBERG BS	09/27/04	1.90	RESPOND TO CORRESPONDENCE FROM CREDITORS, STOCKHOLDERS (.5); PLANNING AND STRATEGY MEETING WITH RESTRUCTURING TEAM (1.4).
		14.40	
TAOUCHANOVA VE	09/10/04	2.10	MEETING WITH TEAM RE: STATUS REVIEW.
TAOUCHANOVA VE	09/17/04	2.50	PREPARE FOR AND ATTEND WEEKLY STATUS MEETING.
TAOUCHANOVA VE	09/24/04	2.40	PREPARATION AND STRATEGY MEETING WITH RCN TEAM RE: CASE UPDATE AND STRATEGY.
TAOUCHANOVA VE	09/27/04	2.10	STRATEGY MEETING WITH TEAM RE: STRATEGY AND UPDATE.
		9.10	
TOUSSI S	09/01/04	2.50	TEAM MEETING TO DISCUSS STATUS OF VARIOUS MATTERS.
TOUSSI S	09/02/04	4.70	REVIEW DRAFT AGENDA AND RELATED MOTIONS FILED WITH THE COURT (1.5); ADDRESS ISSUES RE: STATUS OF CASE (3.2).
TOUSSI S	09/08/04	1.70	REVIEW RECENTLY FILED MOTIONS/PAPERS AND ADDRESS ISSUES RE SAME (1.2); RESEARCH ISSUES RE SAME (.5).
TOUSSI S	09/09/04	1.50	ADDRESS ISSUES RE RETENTION AND RELATED MATTERS (.7); TEAM MEETING TO DISCUSS STATUS (.8).
TOUSSI S	09/10/04	1.20	REVIEW VARIOUS MOTIONS AND RELATED DOCUMENTS (.7); MEETING TO DISCUSS STATUS (.5).
TOUSSI S	09/22/04	1.20	REVIEW CASE DOCKET AND ENTRIES, ADDRESS ISSUES RE SAME.
TOUSSI S	09/28/04	0.80	REVIEW LATEST DOCKET ENTRIES.
		13.60	
UNDERWOOD JE	09/01/04	3.00	TEAM STRATEGY MEETING.
		3.00	
Total Associate		149.30	

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

SALAZAR AG	09/01/04	1.00	SEARCH DOCKET FOR REQUESTED DOCUMENTS (.8); SEND EMAIL ON RECENT COURT FILINGS (.2).
SALAZAR AG	09/02/04	3.20	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.2); ELECTRONICALLY FILE, AND SERVE MOTION (2.2); PREPARE RECEIPTS FOR CHECK REQUEST OF FILINGS FEES (.3); RESPOND TO ATTORNEY REQUESTS FOR DOCUMENTS (.5).
SALAZAR AG	09/03/04	0.90	PREPARE PAYMENT REQUESTS FOR BANKRUPTCY COURT FILING FEES (.5); SEND EMAIL UPDATE ON RECENT COURT FILINGS (.2); ELECTRONICALLY FILE AND PREPARE TO SERVE AFFIDAVIT OF SERVICE (.2).
SALAZAR AG	09/07/04	6.70	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.2); ELECTRONICALLY FILE DOCUMENTS AND SERVE TO CHAMBERS (1); CASE HEARING DEVELOPMENT (.2); RESPOND TO ATTORNEY'S DOCUMENT REQUESTS (.2); CREATE HEARING BINDERS, DISKS, BLUEBACKS AND COMPILE OTHER HEARING RELATED MATERIALS (5.1).
SALAZAR AG	09/08/04	5.80	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.2); RESPOND TO ATTORNEY'S REQUEST FOR DOCUMENT (.5); DRAFT AFFIDAVIT OF SERVICE (.8); PREPARE ORIGINAL DOCUMENTS FOR IMAGING AND OTHER FILE ADMINISTRATION (4.3).
SALAZAR AG	09/09/04	4.10	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.2); DRAFT LETTER, PREPARE DOCUMENTS AND MAIL AS PER CLAIMANTS REQUEST (1.1); RESPOND TO ATTORNEY'S REQUEST FOR A NOTARY PUBLIC AND FOR CASE DOCUMENTS (1); PREPARE CHECK REQUEST FOR HEARING TRANSCRIPT PAYMENT (.1); FILE AND SERVE 4 SCHEDULES AND 4 SUMMARY OF FINANCIAL AFFAIRS FOR RCN SUBSIDIARIES (1.2); DRAFT AND SERVE AFFIDAVIT (.5).
SALAZAR AG	09/10/04	3.40	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.2); RESPOND TO ATTORNEY REQUESTS FOR CASE DOCUMENTS (1.1); PREPARE CHECK REQUEST FOR TRANSCRIPT HEARING INVOICE (.2); REQUEST ATTORNEY ACCESS TO CLAIMS DATABASE (.2); PREPARE, ELECTRONICALLY FILE AND SERVE AFFIDAVIT (1.5); FILE MAINTENANCE (.2).

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

SALAZAR AG	09/13/04	2.40	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.1); RESPOND TO REQUEST FOR DOCUMENTS (.2); CREATE AND SUBMIT CHECK REQUEST FOR PAYMENT OF HEARING TRANSCRIPT (.5); SERVE COPIES OF HEARING TRANSCRIPT TO ATTORNEYS ON CASE (.4); FILE AND SERVE AN AFFIDAVIT (.4); SET UP ATTORNEY ACCESS FOR DATABASE AND ARRANGE FOR CLAIMS TO BE ENTERED INTO SYSTEM (.8).
SALAZAR AG	09/14/04	3.50	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.3); SERVE AND FILE AFFIDAVIT OF SERVICE (.3); PREPARE DOCUMENTS FOR IMAGING (.4); DRAFT REQUEST FOR HEARING TRANSCRIPT PAYMENT (.5); CASE DEVELOPMENT, PREPARE FOR NEXT HEARING (.5); FILE TWO MOTIONS ALONG WITH NOTICES AND ORDERS (1.3); RESPOND TO ATTORNEY'S REQUESTS (.2).
SALAZAR AG	09/15/04	7.50	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.2); PREPARE PLEADINGS AND CORRESPONDENCE FOR IMAGING (.6); SUBMIT CHECK REQUEST FOR HEARING TRANSCRIPT PAYMENT (.4); SERVE MOTIONS FILED (.6); PREPARE COURTESY FIRST DAY BINDERS (2.2); RESPOND TO ATTORNEY REQUESTS (.6); PREPARE AFFIDAVIT FOR SIGNATURES AND FILE (.9); DRAFT NOTICE AND FILE MOTION, NOTICE AND ORDER (1.1); ELECTRONICALLY FILE AND SERVE AFFIDAVIT (.9).
SALAZAR AG	09/16/04	3.30	REVIEW FEE STATEMENT (.9); SEND EMAIL UPDATE ON RECENT COURT FILINGS (.2); PREPARE AND SUBMIT ORIGINAL DOCUMENTS FOR IMAGING (1); PREPARE AND ELECTRONICALLY FILE AND SERVE AFFIDAVIT (1); RESPOND TO ATTORNEY'S REQUESTS (.2).
SALAZAR AG	09/17/04	5.70	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.3); SUBMIT REQUEST FOR CONFLICTS CHECK (.2); ELECTRONICALLY FILE AND SERVE AFFIDAVIT OF MAILING (1.2); PREPARE STIPULATION AND ORDER, ELECTRONICALLY FILE AND PREPARE FOR SERVICE (.9); PREPARE ORIGINAL DOCUMENTS AND SUBMIT FOR IMAGING (1.3); IDENTIFY AND DELIVER SPECIFIED PROOFS OF CLAIMS (.5); RESPOND TO ATTORNEY REQUESTS FOR DOCUMENTS AND CASE INFORMATION (1.3).

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

SALAZAR AG	09/20/04	7.50	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.2); SEND EMAIL REQUESTING FIRST DAY PETITIONS (.2); SEARCH FOR REQUESTED CASE DOCUMENTS AND CREATE CHART OF FINDINGS (2.1); DRAFT AFFIDAVIT FOR STIPULATION AND ORDER, SIGN AND NOTARIZE (.8); PREPARE, CHECK FOR CHANGES, REQUEST REVISIONS, ELECTRONICALLY FILE AND SERVE 4 AFFIDAVITS (3.2); CASE FILE MAINTENANCE (1).
SALAZAR AG	09/21/04	7.50	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.2); PREPARE AND SUBMIT ORIGINAL DOCUMENTS FOR IMAGE BASE SCANNING AND DATA LOAD (5.3); RESPOND TO REQUEST RE: JOINT PLAN (.3); ELECTRONICALLY FILE FIRST OMNIBUS OBJECTION (1.2); CASE DEVELOPMENT (.5).
SALAZAR AG	09/22/04	7.30	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.2); PREPARE AND SEND COPIES OF THE DISCLOSURE STATEMENT AND JOINT PLAN AS PER ATTORNEY'S REQUEST (.8); DISTRIBUTE COPY OF THE SOLICITATION PROCEDURES MOTION TO ATTORNEY (.4); SERVE COURTESY COPIES OF PLEADINGS TO CHAMBERS (.6); PREPARE, ELECTRONICALLY FILE AND SERVE RETENTION PLEADINGS AND AFFIDAVIT (3.8); FILE MAINTENANCE (1.5).
SALAZAR AG	09/23/04	4.70	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.2); PREPARE AND SEND COURTESY COPIES OF RECENT FILINGS TO CHAMBERS (.7); FILE RETENTION APPLICATION AND AFFIDAVIT (1); DRAFT AFFIDAVIT OF SERVICE AND FILE (.9); RESPOND TO ATTORNEY'S REQUESTS FOR DOCUMENTS (.2); COMMUNICATE WITH VENDER RE: AFFIDAVITS FOR RECENT SERVICE (.2); PREPARE DOCUMENTS IN DATA ROOM FOR RELOCATION (1.5).
SALAZAR AG	09/24/04	7.70	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.3); PREPARE, ELECTRONICALLY FILE AND SERVE AFFIDAVIT OF MAILING (.9); ATTEND MEETING RE: STATUS OF CASE AND HEARING (1.5); RESPOND TO ATTORNEY'S REQUESTS FOR DILIGENCE RESEARCH (1.5); ORGANIZE AND PREPARE CASE ROOM DOCUMENTS FOR RELOCATION (1.9); RESPOND TO SERIES OF REQUESTS FOR DOCUMENTS AND OTHER CASE RELATED INFORMATION (1.6).
SALAZAR AG	09/25/04	2.60	UPDATE AND REVISE DATA ROOM INDEX FOR DOCUMENT STORAGE.

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

SALAZAR AG	09/27/04	5.20	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.2); RESPOND TO ATTORNEY'S REQUESTS FOR RESEARCH AND DOCUMENTS (1.6); PREPARE DILIGENCE INDEX AND CASE ROOM DOCUMENTS (.9); PREP DOCUMENTS FOR IMAGING (.1); UPDATE CLAIMS FILES (.4); FILE NOTICE OF ADJOURNMENT (.2); PREPARE, FILE AND SERVE AFFIDAVITS (.5); PREPARE PLEADINGS FOR HEARING (1.3).
SALAZAR AG	09/28/04	11.20	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.2); RESPOND TO ATTORNEY'S REQUESTS FOR DOCUMENTS AND RESEARCH (.2); UPDATE CLAIMS FILES (.6); FILE NOTICE OF HEARING AGENDA (.2); PREPARE, FILE AND SERVE AFFIDAVIT (.7); PREPARE PLEADINGS FOR COURT HEARING AND UPDATE DOCUMENTS FOR FIRST DAY FILING (9.3).
SALAZAR AG	09/29/04	6.80	ASSEMBLE FIRST DAYS BINDERS (5.8); SEND EMAIL UPDATE ON RECENT COURT FILINGS (.5); PREPARE AND ELECTRONICALLY FILE PLEADINGS (.5).
SALAZAR AG	09/30/04	10.40	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.2); DRAFT, NOTARIZE, ELECTRONICALLY FILE AND SERVE AN AFFIDAVIT (1.2); PREPARE AFFIDAVITS FOR SERVICE TO CHAMBERS AND COURIER (1.3); QUALITY CHECK RCN FIRST DAY BINDERS (.4); FILE A MOTION (.5); ANALYZE AND REVIEW RCN DILIGENCE DOCUMENTS, CREATE PDF VERSIONS OF DOCUMENTS AND RESPOND TO ATTORNEYS REQUESTS (6.8).
		118.40	
Total Legal Assistant		118.40	
TOTAL TIME		<u>319.30</u>	

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

RCN Corporation (DIP)
Claims Admin. (General)

Bill Date: 10/13/04
Bill Number: 1029909

NAME	DATE	HOURS	DESCRIPTION
BAKER DJ	09/17/04	1.20	REVIEW POTENTIAL CLAIMS AGAINST DEBTORS.
BAKER DJ	09/23/04	1.50	REVIEW OUTLINES OF CLAIMS ASSERTED AGAINST DEBTORS (1.1); TELEPHONE CALLS WITH D. ROSNER REGARDING MATERIALS REQUESTED BY A. FASOLA RELATED TO CLAIMS (.4).
		2.70	
CLARK AW	09/02/04	0.40	WORK ON ISSUES RE: KEMPER CLAIM (.2); REVIEW CORRESP (.2).
CLARK AW	09/03/04	1.30	WORK ON ISSUES RE: SETTLEMENT (.4); DISCOVER (.4), CONF CALL D ROYSTER/K SMOOT ET AL. (.5).
CLARK AW	09/09/04	1.10	WORK ON ISSUES RE: KEMPER CLAIM (.2); REVIEW BACKGROUND DOCS (.7) AND CORRESP (.2).
CLARK AW	09/16/04	0.50	WORK ON ISSUES RE: KEMPER CLAIM.
CLARK AW	09/20/04	0.40	WORK ON ISSUES RE: KEMPER CLAIM.
		3.70	
DAVIS EM	09/02/04	1.30	BEGIN REVIEW OF KEMPER CLAIM AND STRATEGY RE SAME, INCLUDING REVIEW OF CONTROLLING DOCS.
DAVIS EM	09/03/04	1.90	CONTINUE ANALYSIS OF KEMPER CLAIM AND POSSIBLE RESOLUTION OF SAME.
DAVIS EM	09/13/04	2.10	WORK ON ISSUES RE: KEMPER CLAIM IN PREP FOR 9/14 CONF. CALL.
DAVIS EM	09/14/04	1.90	WORK ON RESPONSE TO KEMPER POC.
DAVIS EM	09/15/04	1.90	WORK ON ISSUES RE: KEMPER CLAIM.
DAVIS EM	09/17/04	1.40	REVIEW KEMPER CONTRACTS.
DAVIS EM	09/21/04	1.10	WORK ON CLAIM OBJ. TO KEMPER (.9); REVIEW AND RESPOND TO EMAIL ON SAME BY R. HAMMER (.2).
DAVIS EM	09/22/04	4.60	CONTINUE TO WORK ON LEGAL OBJECTIONS TO BE INCLUDED IN KEMPER OBJECTION, INCLUDING 507(A)(4) OBJECTIONS (2.5); WORK ON DRAFTING AND REVISING DISCOVERY (1.6); CALLS WITH R. HAMMER RE SAME AND FORM OF OBJECTION, AND DISCOVERY (.2); CALLS TO D. ROYSTER (.1) AND J. DUBEL (.2) FOR COMMENTS ON SAME.

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DAVIS EM	09/23/04	3.80	WORK ON KEMPER CLAIM OBJECTION AND CIRCULATE SAME FOR COMMENT (2.1); REVISE DOC REQUESTS, 30(B)(6) NOTICE AND INTERROGS (1.7).
DAVIS EM	09/24/04	3.20	CALL WITH R. HAMMER AND TO J. DUBEL RE: KEMPER (.9); WORK ON REVISING OBJ. RE: CONVERSATION WITH SAME (1.3); REVIEW AND REVISE INTERROGS TO KEMPER (.8); CALL TO D. ROYSTER ON SAME (.2).
DAVIS EM	09/27/04	1.70	WORK ON FORM OF KEMPER OBJ AND ACCOMPANYING DISCOVERY (1.3); CALLS WITH J. DUBEL ON SAME (.3); CALL TO D. ROYSTER ON SAME (.1).
DAVIS EM	09/28/04	1.10	WORK ON KEMPER OBJ. AND DISCOVERY (.9); CALL WITH D. ROYSTER ON SAME (.2); REVISE ACCORDINGLY.
DAVIS EM	09/29/04	2.20	CONTINUE WORK ON CLAIM OBJ. AND FORM OF SAME (.9); REVIEW REVISE AND DISTRIBUTE PROPOSED DISCOVERY TO KEMPER (1.3).
DAVIS EM	09/30/04	0.40	REVIEW COMMUNICATIONS SENT TO KEMPER RE CLAIM OBJECTION AND DISCOVERY.
		28.60	
LOCKWOOD PJ	09/20/04	0.90	PREPARE FOR CONFERENCE CALL RE: UPDATES REGARDING JOYCE LITIGATION; OBTAINING AND REVIEWING INSURANCE CONTRACTS REQUESTED BY THE PLAINTIFF.
LOCKWOOD PJ	09/21/04	1.10	CONFERENCE CALL RE: JOYCE LITIGATION AND OTHER LITIGATION MATTERS.
		2.00	
Total Partner		37.00	
MATZ TJ	09/01/04	2.20	CALL WITH K. GERBER RE: CLAIMS REGISTER (.2); CALL WITH ALIX PARTNERS RE: CLAIMS, REVIEWS, OBJECTIONS (.5); FOLLOW UP WORK RE: SAME AND OMNIBUS OBJECTION PREPARATION (1.5).
MATZ TJ	09/02/04	0.80	WORK ON CLAIMS SUMMARY RECEIVED FROM ALIX PARTNERS AND PRELIMINARY REVIEW THEREOF FOR CLAIMS OBJECTION PROCESS.
MATZ TJ	09/07/04	0.80	WORK ON GENERAL CLAIMS ANALYSIS.

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

MATZ TJ	09/08/04	2.90	WORK ON CLAIMS REVIEW RE: PLAN THRESHOLD FOR SUBSIDIARY DEBTORS (1.3); REVIEW CLAIMS RECONCILIATION SPREAD SHEET AND VARIANCE ANALYSIS FROM ALIX PARTNERS (.7); DISCUSSION WITH A. HORVAT RE: SAME (.4); CORRESPONDENCE WITH A. HORVAT RE: LEVEL 3 CLAIM (.2); AND CALL WITH D. KORTREY RE: KEMPER CLAIM (.3).
MATZ TJ	09/09/04	0.80	DISCUSSIONS WITH R. MC WILLIAMS AND J. WRIGHT RE: CLAIMS RECONCILIATION PROCESS AND OMNIBUS OBJECTIONS (.5); FOLLOW UP RE: CLAIMS OBJECTIONS AND POTENTIAL TIMELINE (.3).
MATZ TJ	09/10/04	1.40	WORK ON AND DISCUSS CLAIMS REVIEW, SCHEDULING OF OMNIBUS OBJECTIONS (.9); CALLS WITH J. MILLERMAN RE: OMNIBUS OBJECTIONS (.3); FOLLOW UP RE: SAME (.2).
MATZ TJ	09/13/04	1.10	WORK ON CLAIMS ANALYSIS AND OMNIBUS OBJECTIONS (.8); CALL WITH J. WRIGHT RE: SAME (.3).
MATZ TJ	09/14/04	2.80	WORK ON CLAIMS RECONCILIATION MATTERS (.9); CALLS WITH R. MCWILLIAMS, J. WRIGHT RE: EQUITY, BOND AND SUBORDINATED CLAIMS, EXHIBITS FOR CLAIMS OBJECTIONS (1.1); FOLLOW UP WORK RE: SAME (.4); CALL WITH R. MCWILLIAMS RE: HYBRID CLAIMS AND RECLASSIFICATION MATTERS (.4).
MATZ TJ	09/15/04	6.00	WORK ON OMNIBUS CLAIMS MATTERS (.4); DISCUSSION WITH WORKING GROUP RE: OMNIBUS CLAIMS OBJECTIONS, CATEGORIES, TIMING & ISSUES (1.3); FOLLOW UP CALLS WITH R. MCWILLIAMS RE: OMNIBUS (.6); FOLLOW UP CALLS WITH A. HORATIO, R. MCWILLIAMS & J. WRIGHT RE: SAME (.8); WORK ON OMNIBUS OBJECTIONS (1.2); CALLS WITH J. SULLIVAN RE: PRODUCTION AND SERVICE OF OMNIBUS OBJECTIONS (.1); CALLS WITH K. GERBER RE: PRODUCTION AND SERVICE OF OMNIBUS OBJECTIONS (.4); CALLS WITH M. HALEY (R.R. DONNELLY) RE: PRODUCTION AND SERVICE OF OMNIBUS OBJECTIONS (.4); CALLS WITH A. HORATIO RE: SPECIFIC CLAIMS OBJECTIONS (.8).
MATZ TJ	09/17/04	0.40	CONFERENCE CALL WITH A. HORVAT, R. MCWILLIAMS, J. WRIGHT RE: FIRST OMNIBUS CLAIMS OBJECTION.

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MATZ TJ	09/20/04	1.30	CALL WITH A. HORVAT RE: FIRST OMNIBUS CLAIMS OBJECTIONS AND OUTSTANDING MATTERS IN RESPECT THEREOF (.4); WORK ON CLAIMS OBJECTIONS, OUTSTANDING CLAIMS & SUMMARIES FROM R. MCWILLIAMS (.9).
MATZ TJ	09/21/04	2.90	CONFERENCE CALL RE: FISH AND SECOND OMNIBUS CLAIMS OBJECTIONS AND SPECIFIC CLAIMS (1.8); CALL FROM CREDITORS RE: CLAIMS (.2); WORK ON COMPLETING FIRST OMNIBUS CLAIMS OBJECTION (.9).
MATZ TJ	09/22/04	0.70	REVIEW AND EDIT PRINTER'S PROOF OF FIRST OMNIBUS OBJECTION (.5); CALL WITH R.R. DONNELLY RE: SAME (.2).
MATZ TJ	09/27/04	0.20	CALL WITH J. MILLERMAN RE: KEMPER OBJECTION (.1); WORK ON SAME (.1).
MATZ TJ	09/28/04	0.70	WORK ON SECOND OMNIBUS CLAIMS OBJECTION, CLAIMS STATUS CHART (.3); CALL WITH A. HORVAT RE: CLAIMS OBJECTIONS (.2); FOLLOW UP RE: KEMPER OBJECTION (.2).
		25.00	
MCDERMOTT MA	09/01/04	1.10	CONSIDER STRATEGIES/OPTIONS IN CONNECTION W/ CLAIMS REVIEW AND RECONCILIATION.
MCDERMOTT MA	09/03/04	0.80	REVIEW KEMPER CLAIM AND RELATED MEMORANDUM (.3); CALL W/ LITIGATION TEAM TO CONSIDER OPTIONS AND RELATED STRATEGY (.5).
MCDERMOTT MA	09/07/04	0.30	ATTENTION TO KEMPER CLAIM (.1); ATTENTION TO STATUS OF CLAIMS REVIEW (.2).
MCDERMOTT MA	09/09/04	0.90	UPDATE ON STATUS OF CLAIMS REVIEW AND KEY CLAIMS FOR ANALYSIS/OBJECTION.
MCDERMOTT MA	09/10/04	2.30	REVIEW ANALYSIS OF CLAIMS AND PREPARE OVERVIEW OF SAME FOR STRATEGY IN OBJECTING AND RELATED MATTERS.
MCDERMOTT MA	09/13/04	2.20	CALL J. DUBEL, T. HORVAT OF ALIXPARTNERS AND R. HAMMER OF RCN RE: KEMPER CLAIM AND STRATEGY RE: SAME (.8); CALL J. DUBEL RE: IBM CLAIM (.2); STRATEGIZE IN CONNECTION W/ OMNIBUS CLAIMS PROCESS VIZ. PLAN PROCESS (.6); CONSIDER OPTIONS IN CONNECTION W/ KEY SUBSIDIARY CLAIMS (.6).
MCDERMOTT MA	09/14/04	0.90	PREPARE FOR TEAM CLAIMS MEETING - REVIEW OF CLAIMS SUMMARY REPORT IN CONNECTION W/ SAME (.6); STRATEGIZE IN CONNECTION W/ POTENTIAL KEMPER CLAIMS OBJECTION (.3).

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

MCDERMOTT MA	09/15/04	2.10	MEETING TO DISCUSS OMNIBUS CLAIMS AND OTHER CLAIMS REVIEW AND OBJECTION PROCESSES (1.0); ANALYZE OPTIONS IN CONNECTION W/ KEMPER INSURANCE CLAIM (.4); FURTHER ATTENTION TO STRATEGIES IN CONNECTION W/ OMNIBUS CLAIMS OBJECTION (.7).
MCDERMOTT MA	09/17/04	0.40	ATTENTION TO STATUS OF OMNIBUS CLAIMS OBJECTION PREPARATION (.3); CORRESPONDENCE B. BOSTROM AND D. NEIER RE: 21ST CENTURY CLAIMS (.1).
MCDERMOTT MA	09/20/04	0.80	ATTENTION STATUS OF JOYCE/LEE CLAIMS (.1); FURTHER CONSIDERATION OF OMNIBUS CLAIMS OBJECTION ALTERNATIVES (.3); REVIEW/REVISE DRAFT OF FIRST OMNIBUS OBJECTION TO CLAIMS, ORDER, AND AFFIDAVIT (.4).
MCDERMOTT MA	09/23/04	1.30	REVIEW MOTION BY D. CRAIG TO ALLOW LATE-FILED CLAIM (.2); REVIEW MEMO RE: JOYCE AND LEE SECURITIES-RELATED LITIGATION (.2) AND CONSIDER OPTIONS IN CONNECTION W/ SAME (.2); REVIEW SUMMARY OF KEMPER CLAIMS OBJECTION (.2); CALL D. ROSNER RE: OTHER CLAIMS OBJECTION (.2); REVIEW DRAFT OF OBJECTION TO KEMPER CLAIM (.3).
MCDERMOTT MA	09/24/04	0.40	CALL E. DAVIS RE: KEMPER CLAIMS OBJECTION (.2); REVIEW REVISED DRAFT OF SAME (.2).
MCDERMOTT MA	09/27/04	0.40	ATTENTION TO JOYCE/LEE CLAIMS AND RELATED DOCUMENT REQUESTS (.1); ATTENTION TO SECOND OMNIBUS CLAIMS OBJECTION (.3).
MCDERMOTT MA	09/28/04	0.20	ATTENTION TO KEMPER CLAIMS OBJECTION.
		14.10	
Total Counsel		39.10	
AGARWAL K	09/01/04	1.00	MEETING WITH RCN TEAM RE: PREPARATION OF OMNIBUS OBJECTION.
AGARWAL K	09/02/04	6.70	WORK ON OMNIBUS OBJECTION.
AGARWAL K	09/03/04	7.30	WORK ON OMNIBUS OBJECTION.
AGARWAL K	09/07/04	6.20	WORK ON OMNIBUS OBJECTION.
AGARWAL K	09/08/04	5.20	WORK ON OMNIBUS OBJECTION.
AGARWAL K	09/09/04	7.10	WORK ON PREPARATION OF OMNIBUS OBJECTION (1.3); CLAIMS RECONCILIATION AND REVIEW (5.8).
AGARWAL K	09/10/04	2.00	WORK ON CLAIMS OBJECTIONS.
AGARWAL K	09/13/04	5.30	WORK ON CLAIMS OBJECTIONS.
AGARWAL K	09/14/04	3.20	WORK ON CLAIMS OBJECTIONS.

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

AGARWAL K	09/15/04	8.10	CLAIMS OBJECTIONS AND STRATEGY MEETING RE: STATUS OF CLAIMS (4); RECONCILE PROOFS OF CLAIM (4.1).
AGARWAL K	09/16/04	5.30	WORK ON CLAIMS OBJECTIONS AND CLAIMS RECONCILIATION.
AGARWAL K	09/20/04	1.40	WORK ON CLAIMS OBJECTIONS AND CLAIMS RECONCILIATION.
AGARWAL K	09/21/04	1.50	CONFERENCE CALL WITH ALIX PARTNERS, RCN AND SASMF RE: FIRST OMNIBUS OBJECTION.
AGARWAL K	09/22/04	0.50	WORK ON CLAIMS OBJECTIONS FOR SECOND OMNIBUS OBJECTION.
AGARWAL K	09/24/04	2.40	MEETING WITH ALIX PARTNERS AND RCC COUNSEL RE: SECOND OMNIBUS OBJECTION (1.0); UPDATE CLAIMS OBJECTIONS CHART (.6); WORK ON NEW CLAIMS(.8).
AGARWAL K	09/28/04	1.30	MEETING WITH ALIX PARTNERS AND RCC COUNSEL RE: SECOND OMNIBUS OBJECTION AND FOLLOW UP.
		64.50	
DAY GR	09/02/04	5.40	PREPARE OMNIBUS OBJECTIONS TO CLAIMS (2.6); REVIEW LEGAL ISSUES RE: INSURANCE CLAIMS (2.8).
DAY GR	09/03/04	3.30	REVIEW LEGAL ISSUES RE: INSURANCE CLAIMS.
DAY GR	09/08/04	2.90	REVIEW PROOFS OF CLAIMS AND PREPARE CLAIM ADMINISTRATION STRATEGY.
DAY GR	09/09/04	3.80	REVIEW ISSUES RE: OMNIBUS CLAIMS OBJECTIONS.
DAY GR	09/15/04	3.40	REVIEW POCS AND PREPARE OMNIBUS OBJECTION TO CLAIMS.
DAY GR	09/21/04	1.90	ATTEND CONF. CALL WITH COMPANY RE: OMNIBUS CLAIM OBJECTION AND REVIEW ISSUES RE: SAME.
DAY GR	09/27/04	1.50	REVIEW ISSUES RE: LEE AND JOYCE CLAIMS.
		22.20	
DESGROSSEILLIER ML	09/21/04	9.10	RESEARCH RE: KEMPER INSURANCE PREMIUM CLAIM OBJECTION (4.2); WORK ON NOTICE, OBJECTION AND ORDER RE: SAME (2.2); WORK ON DISCOVERY RE: KEMPER OBJECTION (2.7).
DESGROSSEILLIER ML	09/22/04	9.30	WORK ON OBJECTION TO PROOF OF CLAIM FILED BY THE KEMPER INSURANCE COMPANIES (4.2); RESEARCH RE: SAME (5.1).

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

DESGROSSEILLIER ML	09/23/04	9.20	WORK ON OBJECTION TO PROOF OF CLAIM FILED BY THE KEMPER INSURANCE COMPANIES (4.7); CONTINUE TO WORK ON DISCOVERY RE: SAME (3.2); WORK ON MOTION, ORDER AND NOTICE TO EXPEDITE DISCOVERY RE: SAME (1.3).
DESGROSSEILLIER ML	09/24/04	8.60	REVIEW/REVISE DISCOVERY IN CONNECTION WITH CLAIM OBJECTION TO KEMPER CLAIM (3.3); REVIEW/REVISE CLAIM OBJECTION, NOTICE AND ORDER (2.1); REVIEW/REVISE NOTICE, MOTION AND ORDER RE: EXPEDITE DISCOVERY (2.4); RESEARCH RE: SAME (.8).
DESGROSSEILLIER ML	09/27/04	6.20	REVIEW/REVISE OBJECTION TO KEMPER PROOF OF CLAIM (2.7); RESEARCH RE: SAME (.7); WORK ON KEMPER DISCOVERY REQUESTS (2.2); WORK ON LETTER TO KEMPER'S COUNSEL RE: DISCOVERY (.4); REVIEW/REVISE SAME (.2).
DESGROSSEILLIER ML	09/28/04	4.80	WORK ON KEMPER CLAIMS OBJECTION (2.2); PREPARE SAME FOR FILING (.7); WORK ON DISCOVERY IN CONNECTION WITH SAME (1.9).
DESGROSSEILLIER ML	09/29/04	1.80	WORK ON KEMPER DISCOVERY AND SERVICE OF SAME (1.2); REVIEW KEMPER CLAIM OBJECTION AND WORK ON RELATED ISSUES (.6).
DESGROSSEILLIER ML	09/30/04	0.90	WORK ON SERVICE ISSUES RE: DISCOVERY (.9).
		49.90	
FAWKES TR	09/29/04	0.30	ATTENTION TO SERVICE OF DISCOVERY REQUESTS ON KEMPER INSURANCE (.3).
		0.30	
FRIEDMAN LE	09/22/04	1.20	DISCUSSION WITH E. DAVIS AND M. DESGROSSEILLIERS RE: CLAIM BY KEMPER INSURANCE COMPANIES RE: WORKERS' COMPENSATION INSURANCE; DISCUSSION WITH M. DESGROSSEILLIERS RE: MATTER FURTHER AND RECEIVE THE PROOF OF CLAIM FILED (.1); RESEARCH RE: ADMINISTRATIVE PRIORITY STATUS FOR WORKERS' COMPENSATION CLAIMS (.5); E- MAIL TO M. DESGROSSEILLIERS, CASES THE ISSUE IN DETAIL (.5).

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FRIEDMAN LE	09/23/04	4.60	REVIEW OF DEBTORS OBJECTION ORDER TO PROOFS OF CLAIM FILED BY KEMPER INSURANCE COMPANIES (.1); REVISE OBJECTION RE: KEMPER INSURANCE COMPANIES (.1); PREPARED MOTION TO EXPEDITE DISCOVERY IN RE: KEMPER INSURANCE COMPANIES (2.7); PREPARED NOTICE OF MOTION TO EXPEDITE DISCOVERY IN RE: KEMPER INSURANCE COMPANIES (.6); PREPARED ORDER TO EXPEDITE DISCOVERY IN RE: KEMPER INSURANCE COMPANIES (.6); EDIT AND UPDATE NOTICE OF DEPOSITION RE: KEMPER INSURANCE COMPANIES (.5).
		5.80	
GEISLER ML	09/02/04	7.50	WORK ON CLASSIFICATION OF PROOFS OF CLAIM.
GEISLER ML	09/03/04	7.00	WORK ON CLASSIFICATION OF PROOFS OF CLAIM.
GEISLER ML	09/07/04	3.50	WORK ON CLASSIFICATION AND DESCRIPTION OF PROOFS OF CLAIM.
GEISLER ML	09/08/04	1.80	WORK ON CLASSIFICATION AND DESCRIPTION OF PROOFS OF CLAIM.
		19.80	
HORVATH, JR. RS	09/14/04	8.10	RESEARCH CASES RE: CLAIMS ADMINISTRATION IN 2D CIR. (4.5); DRAFT MEMO RE: CLAIMS ADMINISTRATION IN 2D CIR. (3.6).
HORVATH, JR. RS	09/15/04	0.90	CITE CHECK OF CASES RE: CLAIMS ADMINISTRATION IN 2D CIR. (.2) DRAFT MEMO RE: CLAIMS ADMINISTRATION IN 2D CIR. (.7).
		9.00	
KELLY BP	09/08/04	0.90	FIELD CALLS FROM STOCKHOLDERS RE: BANKRUPTCY MATERIALS RECEIVED.
KELLY BP	09/09/04	0.80	FIELD CALLS FROM STOCKHOLDERS RE: MATERIALS RECEIVED (.6); REVIEW PROOF OF CLAIM (.2).
KELLY BP	09/10/04	0.40	FIELD CALLS FROM STOCKHOLDERS RE: MATERIALS RECEIVED (.3); REVIEW PROOF OF CLAIM (.1).
KELLY BP	09/15/04	0.60	CORRESPOND W/ BSI RE: BAR DATE SERVICE.
KELLY BP	09/24/04	0.30	FIELD CALLS FROM STOCKHOLDERS RE: MATERIALS RECEIVED.
		3.00	
MANCUSO N	09/09/04	1.60	REVIEW CLAIMS AND STRATEGY RE: SAME.

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

MORRIS FD	09/13/04	0.40	WORK RE: CLAIMS RECONCILIATION.
MORRIS FD	09/14/04	0.30	WORK RE: KEMPER CLAIMS RECONCILIATION.
MORRIS FD	09/20/04	0.40	REVIEW EVERGREEN LETTER RE: TREATMENT OBJECTION (0.2); LETTER TO J. DUBEL, T. COLEMAN RE: SAME (0.2).
MORRIS FD	09/27/04	0.30	WORK RE: CLAIMS RECONCILIATION ISSUES.
MORRIS FD	09/28/04	0.90	REVIEW KEMPER CLAIMS OBJECTION (.3); ATTENTION TO FILING SAME (.3); REVIEW OMNIBUS CLAIMS OBJECTION (.3).
MORRIS FD	09/29/04	0.20	WORK RE KEMPER DISCOVERY REQUESTS.
		5.80	
SILVERBERG BS	09/01/04	1.90	T/C W/T. MATZ, G. DAY, R. MCWILLIAMS REGARDING PROOFS OF CLAIM, SCHEDULES (1.0); WORK REGARDING PREPARATIONS FOR CLAIMS OBJECTIONS (.9).
SILVERBERG BS	09/03/04	4.00	PREPARATIONS FOR CLAIMS OBJECTIONS.
SILVERBERG BS	09/07/04	7.00	PREPARATIONS FOR CLAIMS OBJECTIONS.
SILVERBERG BS	09/08/04	6.00	WORK RE: PREPARATIONS FOR CLAIMS OBJECTION.
SILVERBERG BS	09/09/04	6.50	MTG W/R. MCWILLIAMS, J. WRIGHT, D. KORTRAY, ET AL. RE CLAIMS.
SILVERBERG BS	09/13/04	1.50	WORK ON MATTERS REGARDING CLAIMS OBJECTIONS.
SILVERBERG BS	09/14/04	0.20	WORK RE: CLAIMS OBJECTIONS.
SILVERBERG BS	09/15/04	6.80	WORK REGARDING CLAIMS OBJECTIONS, REVIEW OF CLAIMS.
SILVERBERG BS	09/16/04	2.50	MULTIPLE T/CS W/R. MCWILLIAMS, J. WRIGHT, T. HORVAT REGARDING FIRST OMNIBUS OBJECTION, FOLLOWUP RE: SAME.
SILVERBERG BS	09/17/04	1.50	T/C W/T. MATZ, K. AGARWAL, D. KORTRAY, T. HORVAT, ET AL., RE: OMNIBUS OBJECTIONS; FOLLOW RE: SAME.
SILVERBERG BS	09/20/04	4.80	WORK REGARDING OMNIBUS OBJECTION, FINALIZE PLEADINGS AND EXHIBITS.
SILVERBERG BS	09/21/04	6.00	T/C W/T. HORVAT, D. KORTREY, R. MCWILLIAMS, J. WRIGHT, ET AL., RE: OUTSTANDING CLAIMS (1.8); REVIEW AND REVISE FIRST OMNIBUS OBJECTION (.2); REVIEW AND FINALIZE 1ST OMNIBUS OBJECTION (4.0).
SILVERBERG BS	09/24/04	1.10	T/C W/D. KORTRAY, R. MCWILLIAMS, J. WRIGHT, ET AL., RE: CLAIMS STATUS.

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

MANCUSO N	09/13/04	2.30	CONTINUE CLAIMS RECONCILIATION PROCESS.
MANCUSO N	09/14/04	1.00	CONTINUE CLAIMS RECONCILIATION WORK, T/C'S W/ J. ALIX RE: SAME.
MANCUSO N	09/15/04	9.40	CONTINUE CLAIMS RECONCILIATION WORK (1.0); MEETING RE: STRATEGY, FOLLOW UP RE: SAME, AND CALLS W/ J. ALIX RE: SAME (2.6); MEETING RE: OUTSTANDING CLAIMS (1.0); FOLLOW UP RE: SAME (.8); CONTINUED CLAIMS REVIEW AND CATEGORIZATION (4.0).
MANCUSO N	09/16/04	3.10	CONTINUE CLAIMS RECONCILIATION PROCESS AND CALLS WITH J. ALIX RE: SAME.
MANCUSO N	09/20/04	0.70	CONTINUE CLAIMS RECONCILIATION PROCESS.
MANCUSO N	09/21/04	3.50	CONTINUE CLAIMS RECONCILIATION (1.3); CALL WITH J. ALIX/RCN CLAIMS TEAM RE: SAME (1.6); FOLLOW UP RE: SAME (1.2); DRAFT NOTICE OF OBJECTION (.3); REVIEW EXHIBITS (.1).
MANCUSO N	09/22/04	1.50	REVIEW CLAIMS OBJECTION DOCS.
MANCUSO N	09/23/04	0.80	CALL W/ J. ALIX RE: 2ND OMNI OBJECTION (.2); DRAFT NARRATIVE FOR MERRILL CLAIM (.6).
MANCUSO N	09/24/04	2.00	MEETING RE: CLAIMS (1.0); FOLLOW UP RE: SAME (1.0).
MANCUSO N	09/27/04	2.10	DRAFT CLAIMS NARRATIVE.
MANCUSO N	09/28/04	1.50	T/C W/ J. ALIX, RCN CLAIMS TEAM RE: CLAIMS RECONCILIATION (1.0); CONTINUE TO DRAFT CLAIMS NARRATIVE (.5).
MANCUSO N	09/29/04	2.30	CONTINUE CLAIMS RECONCILIATION.
MANCUSO N	09/30/04	2.60	CONTINUE CLAIMS RECONCILIATION.
		34.40	
MORRIS FD	09/02/04	1.40	WORK RE: CLAIMS RECONCILIATION AND RELATED PLAN ISSUES.
MORRIS FD	09/07/04	0.40	WORK RE: STRATEGY FOR DEALING WITH VARIOUS MATERIAL CLAIMS AGAINST DEBTOR SUBSIDIARIES.
MORRIS FD	09/09/04	1.10	MEETING W/ R. MCWILLIAMS, D. KORTREY, G. DAY RE: CLAIMS RECONCILIATION (.4); T.CONF. W/ E. ITO RE: CLAIMS RECONCILIATION STRATEGY (.3); T.CONF. W/ W. ADAMS RE: CHICAGO CLAIMS (.3); T.CONF. W/ A. HORVAT RE: SCHEDULES (.1).
MORRIS FD	09/11/04	0.40	REVIEW AND ANALYSIS RE: FILED CLAIMS.

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

SILVERBERG BS	09/27/04	0.50	REVIEW NEW CLAIMS RECEIVED FROM CLAIMS AGENT (.2); T/C W/J. GEIGER RE: CLAIMS OBJECTION (.1); T/C W/B. SLOSS RE: CLAIMS OBJECTION (.2).
SILVERBERG BS	09/28/04	1.40	CONFERENCE CALL W/T. HORVAT, R. MCWILLIAMS, ET AL., RE: CLAIMS OBJECTION (.8); T/C W/R. HAMMER, R. MCWILLIAMS RE: INSURANCE CLAIMS (.6).
SILVERBERG BS	09/29/04	0.70	WORK RE: SECOND OMNIBUS OBJECTION.
SILVERBERG BS	09/30/04	4.50	WORK RE: SECOND OMNIBUS OBJECTION TO CLAIMS.
		56.90	
TAOUCHANOVA VE	09/09/04	6.80	MEETING W/ J. WRIGHT, R. MCWILLIAMS, B. SILVERBERG, K. AGARWAL, G. DAY, N. MANCUSO AND D. KORTREY RE: CLAIM RECONCILIATION PROCESS (4.9); REVIEW AND WORK ON DIFFERENT LITIGATION CLAIMS (1.9).
TAOUCHANOVA VE	09/10/04	2.60	CLAIMS REVIEW AND OUTLINE.
TAOUCHANOVA VE	09/13/04	8.80	WORK ON CLAIM RECONCILIATION (4.3); VARIOUS CALLS AND EMAIL CORRESPONDENCE WITH D. KORTREY, P. PASSANANTE AND R. HAMMER RE: LITIGATION CALIMS (4.5).
TAOUCHANOVA VE	09/14/04	10.30	VARIOUS CALLS AND EMAIL CORRESPONDENCE WITH G. BARON RE: EMPLOYEE AND LITIGATION CALIMS (3.5); CALLS AND EMAIL CORRESPONDENCE WITH WITH R. HAMMER RE: INSURANCE CLAIMS (1.4); DRAFT CLAIM NARATIVES (4.2); CONTINUE WORKING ON CLAIMS (1.2).
TAOUCHANOVA VE	09/15/04	11.30	VARIOUS CALLS AND EMAIL CORRESPONDENCE WITH G. BARON RE: EMPLOYEE AND LITIGATION CALIMS (2.5); CALLS AND EMAIL CORRESPONDENCE WITH WITH R. HAMMER RE: INSURANCE CLAIMS (2.4); DRAFT CLAIM NARATIVES (5.2); ATTEND MEETING RE: SAME (1.2).
TAOUCHANOVA VE	09/17/04	5.60	PREPARE AND PARTICIPATE IN A CONFERENCE CALL WITH ALIX PARTNERS RE: CLAIM RECONCILIATION(1.1); WORK ON VARIOUS CLAIMS (3.5); CALLS WITH D. KURTREY RE: SAME (0.5); EMAIL CORRESPONDENCE WITH R. WILLIAMS (0.5).
TAOUCHANOVA VE	09/20/04	4.00	WORK ON VARIOUS CLAIMS (3.5); CALLS WITH D. KURTREY RE: SAME (0.5); EMAIL CORRESPONDENCE WITH R. WILLIAMS (0.5).
TAOUCHANOVA VE	09/21/04	1.80	CONFERENCE CALL WITH TEAM, ALIXPARTNERS AND D. KORTREY RE: CLAIM STATUS UPDATE.

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

TAOUCHANOVA VE	09/22/04	4.10	VARIOUS CALLS WITH D. KORTEY RE: CLAIMS (0.8); CALLS CORRESPONDENCE WITH R. HAMMER RE: CLAIMS (1.1); CONTINUE REVIEWING DOCUMENTS AND PLEADINGS RE: SAME (2.2).
TAOUCHANOVA VE	09/23/04	6.20	WORK ON CLAIMS (1.2); EMAIL CORRESPONDENCE WITH R. HAMMER RE: SAME (0.2); CALL TO D. KORTREY RE: CLAIMS (0.4); ANALYSIS MOTION TO FILE LATE PROOF OF CLAIM AND OBJECTION TO DISCLOSURE STATEMENT FILED BY D. CRAIG (2.2); CALL TO HERB BERB RE: BAR DATE NOTICE TO D. CRAIG (0.2); RESEARCH ISSUES RE: EXCUSABLE NEGLIGENCE (0.6); WORK ON OBJECTION TO MOTION TO FILE LATE CLAIM (1.4).
TAOUCHANOVA VE	09/24/04	8.50	PREPARATION AND MEETING WITH RCN TEAM RE: CLAIM RECONCILIATION (1.6); CONTINUE WORK ON CLAIMS (2.1); RESEARCH VARIOUS ISSUES RE: D. CRAIG'S MOTION TO FILE LATE CLAIM (3.1); MEETING WITH B. SILVERBERG AND M. MCDERMOTT RE: OBJECTION TO D. CRAIG'S MOTIONS AND STRATEGY (1.5).
TAOUCHANOVA VE	09/27/04	6.80	CALL AND EMAIL CORRESPONDENCE WITH D. KORTREY RE: D. CRAIG'S PARTICIPATION IN STOCK OWNERSHIP PLAN (0.7); CONTINUE RESEARCHING ISSUES RE: D. CRAIG'S STANDING (2.8); WORK ON CLAIMS RECONCILIATION SUMMARY (3.3).
TAOUCHANOVA VE	09/28/04	1.30	PREPARE FOR AND ATTEND MEETING WITH RCN CLAIM RECONCILIATION TEAM.
TAOUCHANOVA VE	09/29/04	2.10	CONTINUE WORKING ON CLAIM SUMMARIES.
TAOUCHANOVA VE	09/30/04	2.30	WORK ON CLAIMS RE: SECOND OMNIBUS OBJECTION (1.2); MEETING WITH B. SILVERBERG RE: D. CRAIG MOTION TO FILE LATE CLAIM AND SECOND OMNIBUS (.5); WORK ON SAME (1.1).
		82.50	
UNDERWOOD JE	09/01/04	2.00	MEET INTERNALLY TO PLAN FOR REVIEW OF CLAIMS (1.0); ARRANGE FOR DUPLICATION AND ORGANIZATION OF CLAIMS (1.0).
UNDERWOOD JE	09/02/04	2.00	ARRANGE FOR PRELIMINARY REVIEW OF CLAIMS.
		4.00	
Total Associate		358.10	
SALAZAR AG	09/03/04	2.80	COMPILE BINDER OF ALL CLAIMS (2.8).
SALAZAR AG	09/20/04	0.20	ASSEMBLE CLAIMS BINDER.
		3.00	

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

Total Legal Assistant		3.00	
ASHBY PA	09/03/04	5.20	BINDER INDEX.
		5.20	
KOTULA L	09/02/04	7.00	BINDERS: CREATING BINDERS.
		7.00	
MEDLIN LA	09/03/04	7.00	ASSIST W/ DRAFTING OF PROOF OF CLAIMS EXCEL CHART.
		7.00	
Total Legal Assistant Support		19.20	
TOTAL TIME		<u>456.40</u>	

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

RCN Corporation (DIP)
Creditor Meetings/Statutory Committees

Bill Date: 10/13/04
Bill Number: 1029909

NAME	DATE	HOURS	DESCRIPTION
BAKER DJ	09/02/04	2.80	BEGIN REVIEW OF MATERIALS IN CONNECTION WITH MEETING WITH CREDITORS COMMITTEE.
BAKER DJ	09/08/04	3.90	CONTINUE PREPARATION FOR MEETINGS WITH CREDITORS COMMITTEE (1.3); ATTEND MEETING WITH CREDITORS COMMITTEE AND REPRESENTATIVES OF DEBTORS (2.6).
BAKER DJ	09/10/04	0.60	REVIEW EXHIBITS IN CONNECTION WITH HEARING ON EQUITY COMMITTEE MATTER.
BAKER DJ	09/20/04	2.10	TELEPHONE CALL A. FASOLA AND B. BOSTROM WITH RESPECT TO COMMITTEE ISSUES (.5); CONTINUE WORK ON ISSUES RAISED BY COMMITTEE AND RESPONSE OF COMPANY TO SAME (1.6).
BAKER DJ	09/21/04	2.70	PREPARE FOR CONFERENCE CALL WITH CREDITORS COMMITTEE REGARDING CURRENT STATUS OF PLAN, TIMETABLE, AND RELATED MATTERS (1.3); PARTICIPATE IN CONFERENCE CALL WITH CREDITORS COMMITTEE, TOGETHER WITH REPRESENTATIVES OF COMMITTEE AND REPRESENTATIVES OF DEBTORS (1.4).
BAKER DJ	09/22/04	0.30	TELEPHONE CALL A. FASOLA REGARDING COMMITTEE ISSUES.
BAKER DJ	09/24/04	9.40	CONFERENCE A. FASOLA, J. DUBEL, T. COLEMAN PRIOR TO THEIR MEETING WITH REPRESENTATIVES OF COMMITTEE, TO REVIEW AGENDA FOR MEETING (1.5); MEET WITH A. FASOLA, J. DUBEL AND T. COLEMAN FOLLOWING MEETING WITH COMMITTEE AND DISCUSSION OF ISSUES RAISED IN MEETING (5.2); BEGIN WORK ON DRAFT LETTER TO COMMITTEE (2.7).
BAKER DJ	09/25/04	5.20	CONTINUE WORK ON LETTER TO BE SENT TO COMMITTEE WITH RESPECT TO OUTSTANDING COMMITTEE ISSUES.

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

BAKER DJ	09/27/04	2.00	TELEPHONE CALL P. SCHWARTZBERG WITH RESPECT TO COMMITTEE ISSUES (.2); TELEPHONE CALL A. FASOLA WITH RESPECT TO DISCUSSIONS WITH COMMITTEE (.3); TWO TELEPHONE CALLS WITH J. DUBEL WITH RESPECT TO DISCUSSIONS WITH COMMITTEE (.4); TELEPHONE CALL B. BOSTROM REGARDING COMMITTEE ISSUES AND POSSIBLE AGREEMENT WITH SAME (.3); TELEPHONE CALL D. NEIER AND J. DUBEL WITH RESPECT TO POSSIBLE AGREEMENT WITH COMMITTEE (.3); MEET WITH SKADDEN TEAM TO REVIEW PROPOSED AGREEMENT WITH COMMITTEE AND RELATED ISSUES (.5).
BAKER DJ	09/28/04	0.40	TELEPHONE CALL P. PANTALEO AND J. DUBEL WITH RESPECT TO STATUS OF DISCUSSIONS WITH CREDITORS COMMITTEE (.4).
		29.40	
Total Partner		29.40	
MCDERMOTT MA	09/02/04	0.40	REVIEW PRELIMINARY DRAFT OF CREDITOR PRESENTATION PREPARED BY ALIX PARTNERS FOR MEETING W/ COMMITTEE.
MCDERMOTT MA	09/03/04	0.20	REVIEW UPDATED DRAFT OF CREDITOR PRESENTATION PREPARED BY ALIX PARTNERS.
MCDERMOTT MA	09/07/04	4.90	MEETING W/ REPRESENTATIVES OF RCN, BLACKSTONE, AND SOLUTIONS MANAGEMENT RE: CREDITORS' COMMITTEE MEETING AND ALL MAJOR OUTSTANDING ISSUES/STRATEGY SESSION RE: SAME.
MCDERMOTT MA	09/09/04	0.20	ATTENTION TO MEETING W/ LENDERS' STEERING COMMITTEE.
MCDERMOTT MA	09/13/04	0.10	ATTENTION TO MEETING W/ JPMORGAN.
MCDERMOTT MA	09/14/04	3.10	TO SIMPSON THATCHER FOR MEETINGS W/ LENDERS AND STEERING COMMITTEE.
MCDERMOTT MA	09/20/04	0.90	ATTENTION TO COMMITTEE MEETING STATUS (.1); CALL D. SULLIVAN RE: NUMEROUS OUTSTANDING MATTERS (.8).
MCDERMOTT MA	09/21/04	1.40	CALL W/ REPRESENTATIVES OF COMMITTEE RE: NUMEROUS MATTERS PERTAINING TO CASE STATUS.
MCDERMOTT MA	09/22/04	0.70	CALL D. SULLIVAN RE: EXIT FINANCING STRUCTURE AND RELATED DISCLOSURE.
MCDERMOTT MA	09/27/04	0.40	CALL D. DUNNE AND S. KARPILANI RE: STRATEGIC ALTERNATIVES (.3); ATTENTION CORRESPONDENCE RE: JPMORGAN RE: SAME (.1).
		12.30	

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

Total Counsel		12.30	
GREEBEL RA	09/23/04	3.60	CONVERSATIONS AND MET W/ E. MICHAEL RE: CONFI AGRMT (2.1); CONVERSATIONS W/HE RE: CONFI AGRMT (.5); CONVERSATIONS RE: CONFI AGREEMENT (.6); CONVERSATIONS W/P. BRADSHAW, J. DUBEL, D. ROYSTER AND D. MCCOURT RE: CONFI (.4).
		3.60	
MORRIS FD	09/02/04	1.10	REVIEW AND REVISE PRESENTATION MATERIALS FOR COMMITTEE MEETING (.8); LETTER TO A HORVAT RE: SAME (.3).
MORRIS FD	09/06/04	0.50	T.CONF. W/ D. SULLIVAN RE: COMMITTEE MEETING (.1); WORK RE: COORDINATION RE: SAME (.4).
MORRIS FD	09/07/04	5.80	MEETING W/ BLACKSTONE (T.COLEMAN, S. KORANGY, T. MIDDLETON, B. HAGGERTY), COMPANY (A. FASOLA, D. ROYSTER, J. DUBEL, A. HORVAT, D. MCCOURT, B. BAR-COHN), WINSTON (R. BOSTROM, D. NEIER), P. AQUINO, J. BAKER, M. MCDERMOTT RE: PREPARATION FOR COMMITTEE MEETING (5.2); T.CONF. W/ D. SULLIVAN RE: COMMITTEE MEETING (0.1); LETTER TO D. SULLIVAN RE: SAME (0.1); PREPARATION FOR COMMITTEE MEETING (0.4).
MORRIS FD	09/08/04	4.50	MEETING W/ COMPANY, ALIXPARTNERS, WINSTON, BLACKSTONE RE: AGENDA FOR COMMITTEE MEETING (2.0); MEETING W/ COMMITTEE, MILBANK, COMPANY, ALIXPARTNERS, WINSTON, BLACKSTONE RE: CASE UPDATE (2.5).
MORRIS FD	09/09/04	0.60	WORK RE: COMMITTEE INFORMATION REQUESTS.
MORRIS FD	09/11/04	0.20	LETTER TO J. DOWNING RE: COMMITTEE COMPOSITION.
MORRIS FD	09/22/04	0.70	T.CONF. W/ D. SULLIVAN, T. JANSON, J. BAKER, M. MCDERMOTT RE: FINANCING, PLAN, DISCLOSURE STATEMENT.
MORRIS FD	09/27/04	1.70	T.CONF. W/ D. ROYSTER RE: CTA DILIGENCE, COMMITTEE ISSUES (.5); T.CONF. W/ D. KORTREY RE: COMMITTEE DILIGENCE (.2); WORK RE: COMMITTEE DILIGENCE REQUEST (.3); LETTER TO D. ROYSTER, D. KORTREY RE: DATA ROOM (.3); T.CONF. W/ T. HORVAT RE: COMMITTEE DUE DILIGENCE (.2); T.CONF. W/ S. NAIK RE: SUBSIDIARY PROTOCOL MOTION (.2).
		15.10	
Total Associate		18.70	

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

TOTAL TIME

60.40

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

RCN Corporation (DIP)
Disclosure Statement/Voting Issues

Bill Date: 10/13/04
Bill Number: 1029909

NAME	DATE	HOURS	DESCRIPTION
BAKER DJ	09/16/04	0.70	REVIEW ISSUES RELATED TO TIMING OF DISCLOSURE STATEMENT HEARING.
BAKER DJ	09/20/04	4.50	PREPARE FOR CONFERENCE CALL WITH J. DUBEL AND T. HORVAT REGARDING DISCLOSURE STATEMENT ISSUES (.8); PARTICIPATE IN CONFERENCE CALL WITH J. DUBEL, T. HORVAT, M. MCDERMOTT, AND R. MORRIS REGARDING DISCLOSURE STATEMENT (1.5); CONFERENCE CALL D. SULLIVAN, M. MCDERMOTT AND R. MORRIS REGARDING DISCLOSURE STATEMENT ISSUES (.5); CONTINUE WORK ON DISCLOSURE STATEMENT ISSUES, TIMING OF HEARING AND REVISIONS TO DOCUMENT (1.7).
BAKER DJ	09/22/04	3.30	BEGIN REVIEW OF LATEST REVISIONS TO DISCLOSURE STATEMENT (1.2); TELEPHONE CALL J. DUBEL WITH RESPECT TO REVISIONS TO DISCLOSURE STATEMENT (.3); TELEPHONE CALL D. SULLIVAN, P. SCHWARTZBERG, M. MCDERMOTT & R. MORRIS REGARDING ISSUES RELATED TO COMMITTEE PARTICIPATION IN BACKSTOP OF FINANCING AND LANGUAGE TO DESCRIBE SAME (.3); REVIEW PROPOSED LANGUAGE RELATED TO FINANCING TO BE INCLUDED IN DISCLOSURE STATEMENT (1.1); TELEPHONE CALL B. BOSTROM AND A. FASOLA REGARDING BACKSTOP FINANCING ISSUES (.4).
BAKER DJ	09/23/04	2.20	CONTINUE REVIEW OF REVISIONS TO DISCLOSURE STATEMENT (1.3); REVIEW OBJECTION TO DISCLOSURE STATEMENT (.6); CONFERENCE J. DUBEL AND M. MCDERMOTT REGARDING DISCLOSURE STATEMENT HEARING (.3).
BAKER DJ	09/30/04	0.30	TELEPHONE CALL JOHN DUBEL WITH RESPECT TO DISCLOSURE STATEMENT ISSUES (.3).
		11.00	
DAVIS EM	09/17/04	0.90	WORK ON DISCLOSURE ISSUES RE: RCN CHICAGO LITIGATION AND KEMPER.
DAVIS EM	09/22/04	1.20	REVIEW AND REVISE PROPOSED DISCLOSURE STATEMENT LANGUAGE ON KEMPER AND CHICAGO LITIGATION.
DAVIS EM	09/23/04	2.20	WORK ON REVISING LITIGATION SECTIONS TO DISCLOSURE STATEMENT (1.9); CALLS WITH J. BAKER AND M. MCDERMOTT ON SAME (.3).
DAVIS EM	09/24/04	1.40	INTERNAL CONF. CALL RE: STATUS OF DIS. STATEMENT AND ISSUES RE: SAME.

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

		5.70	
LOCKWOOD PJ	09/17/04	1.00	REVIEWING DISCLOSURE STATEMENT RE: STARPOWER SETTLEMENT (.5); DISCUSSION WITH J. DUBEL RE: STARPOWER SETTLEMENT (.5).
		1.00	
ST. CLAIR JG	09/03/04	1.50	REVIEW REGULATORY COMMENTS TO DISCLOSURE STATEMENT.
ST. CLAIR JG	09/08/04	2.00	REVIEW REVISIONS TO DISCLOSURE STATEMENT.
ST. CLAIR JG	09/12/04	3.70	REVIEW PLAN AND DISCLOSURE STATEMENT (3.0); PREPARE FOR AND PARTICIPATE IN CONFERENCE CALL WITH D. DUNNE AND D. SULLIVAN REGARDING SAME (.7).
ST. CLAIR JG	09/13/04	0.80	WORK ON ISSUES REGARDING EXCLUSIVITY FOR PLAN FILING.
ST. CLAIR JG	09/16/04	0.50	WORK ON PRINTING AND SOLICITATION MECHANICS.
		8.50	
STRAUS AG	09/23/04	1.80	REVIEW AND COMMENT ON DISCLOSURE LANGUAGE RE: FINANCING PLANS.
STRAUS AG	09/24/04	0.80	CONTINUING REVIEW AND REVISION OF LANGUAGE ON FINANCING PLAN (.8).
STRAUS AG	09/29/04	1.70	REVISIONS TO PLAN DESCRIPTION RE REG RIGHTS.
		4.30	
Total Partner		30.50	
MATZ TJ	09/01/04	1.60	WORK ON REGULATORY ASPECTS OF DISCLOSURE AND ADDITIONAL MATERIAL RE: SAME (.8); WORK ON FINALIZING SOLICITATION PROCEDURE MOTION AND ORDER FOR SERVICE (.8).
MATZ TJ	09/02/04	0.70	CORRESPONDENCE FROM J. KIDDO WITH REVISION TO DISCLOSURE STATEMENT (.2) AND WORK ON SAME (.3); WORK ON SOLICITATION PROCEDURES SERVICES (.2).
MATZ TJ	09/07/04	2.10	WORK ON DISCLOSURE STATEMENT SOLICITATION PROCEDURES PROCESS AND PRINTING (.8); WORK ON AMENDMENTS (.9); CALL WITH T. HORVAT RE: RR DONNELLEY (.2); CALL WITH PRINTERS (.2).

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

MATZ TJ	09/08/04	2.20	CALL WITH J. SULLIVAN RE: ADP AND NOTICING (.2); CALL WITH D. KORTREY RE: SOLICITATION MATTERS (.2); DISCUSSIONS WITH A. HORVAT RE: SOLICITATION MATTERS (.4); DISCUSSIONS WITH R. BOSTROM RE: SOLICITATION MATTERS (.2); FOLLOW UP CALL WITH J. SULLIVAN RE: SAME (.2); DISCUSSION W. R. BOSTROM RE: DISCLOSURE STATEMENT (.2); DISCUSSION WITH A. HORVAT RE: DISCLOSURE STATEMENT (.2); REVISIONS TO DISCLOSURE STATEMENT AS PER J. KIDDO'S COMMENTS (.5); FOLLOW UP RE: SAME (.1).
MATZ TJ	09/09/04	2.90	CALL WITH D. SULLIVAN RE: COMMENTS ON DISCLOSURE STATEMENT AND CONFERENCE CALL (.4); CALLS WITH M. HALEY OF DONELLEY RE: DISCLOSURE STATEMENT, SOLICITATION (.6); CALL WITH J. SULLIVAN (FINANCIAL BALLOTING) RE: SOLICITATION, BALLOTING AND ADP (1.2); FOLLOW UP CALLS WITH S. BRIGHTHAUPT (.4); FOLLOW UP CALL WITH R. BOSTROM RE: SAME (.3).
MATZ TJ	09/10/04	2.00	WORK ON DISCLOSURE STATEMENT (1.5); PREPARE FOR CALL RE: SAME (.5).
MATZ TJ	09/12/04	0.80	CONFERENCE CALL WITH D. DUNNE, D. SULLIVAN RE: OUTSTANDING DISCLOSURE MATTERS (.4); AND FOLLOW UP WORK RE: SAME (.4).
MATZ TJ	09/13/04	0.70	WORK ON ADDITIONAL DISCLOSURE MEGACABLE.
MATZ TJ	09/15/04	0.60	CORRESPONDENCE RE: AMENDMENTS TO DISCLOSURE STATEMENT (.2); WORK OR SAME (.4).
MATZ TJ	09/17/04	1.30	WORK ON OUTSTANDING ITEMS FOR DISCLOSURE STATEMENT (.5); PREPARE FOR APPROVAL HEARING (.8).
MATZ TJ	09/20/04	6.10	WORK ON DISCLOSURE STATEMENT AMENDMENT AND HEARING DATE (2.5); CALL W. J. DUBEL & A. HORVAT RE: OUTSTANDING MATTERS FOR DISCLOSURE STATEMENT (1.3); FOLLOW UP WORK RE: SAME (1.4); CALL WITH D. SULLIVAN RE: VARIOUS OUTSTANDING DISCLOSURE ITEMS (.5); FOLLOW UP WORK RE: SAME (.4).
MATZ TJ	09/21/04	4.20	REVIEW FAX FROM D. HARTE RE: ADP AND SOLICITATION PROCESS (.3); DISCUSSION WITH J. BAKER RE: SAME (.2); WORK ON DISCLOSURE STATEMENT REVISIONS (2.3); CALLS WITH D. KORTREY RE: SAME (.6); WORK ON RIDERS AND REVISIONS WITH VARIOUS PARTIES (8).

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

MATZ TJ	09/22/04	7.60	CORRESPONDENCE WITH J. KIDDO RE: REGULATORY INSERTS (.2); CALLS WITH J. KIDDO RE: SAME (.4); REVIEW AND REVISE DISCLOSURE STATEMENT (6.0); CALLS WITH D. KORTREY RE: MANAGEMENT UPDATES (.4); CALLS WITH A. HORVART RE: MANAGEMENT UPDATES (.6).
MATZ TJ	09/23/04	7.40	REVIEW AND REVISE DISCLOSURE STATEMENT AS PER SWIDLER COMMENTS, WORK ON MANAGEMENT DESCRIPTION; UPDATE COURT ORDERS, CLAIMS, OBJECTIONS, AND EVERGREEN CLAIMS RE: DISCLOSURE STATEMENT (7.0); CALL WITH DEBRA CRAIG RE: OBJECTION TO DISCLOSURE STATEMENT AND PLAN PROVISIONS (.4).
MATZ TJ	09/24/04	1.00	WORK ON POSSIBLE ADJOURNMENT RE: DISCLOSURE STATEMENT HEARING (.6) CALLS WITH J. LUCAS RE: ADJOURNMENT DISCLOSURE STATEMENT HEARING AND SOLICITATION PROCEDURES (.4).
MATZ TJ	09/27/04	4.00	REVIEW AND REVISE DISCLOSURE STATEMENT TO INCLUDE COMMENTS FROM J. KIDDO, P. BRADSHAW, E. ITO, B. HAGGERTY, R. MCWILLIAMS (3.1); CALLS WITH J. MILLERMAN RE: SCHEDULING OF DISCLOSURE STATEMENT HEARING, NOTICES OF ADJOURNMENT (.5); WORK ON SAME (.4).
MATZ TJ	09/28/04	0.50	CALL WITH A. HORVAT RE: SOLICITATION MATTERS.
MATZ TJ	09/29/04	4.10	CALLS WITH D. HARTIE RE: SOLICITATION MATTERS (.5); CALL WITH K. GERBER RE: NOTICING, BALLOTING (.4); WORK ON REVISIONS TO DISCLOSURE STATEMENT AS PER DISCUSSIONS WITH J. DUBEL AND OTHERS (3.2).
MATZ TJ	09/30/04	3.50	REVIEW AND REVISE STARPOWER EXIT FINANCING TO DISCLOSURE STATEMENT CONFORMING LANGUAGE THROUGHOUT FOR COMPANY AND ADVISORS CALL ON 10/1.
		53.30	
MCDERMOTT MA	09/02/04	0.20	REVIEW PROPOSED DRAFT OF SOLICITATION SCHEDULE AND RELATED DEADLINES AND CORRESPONDENCE RE: SAME.
MCDERMOTT MA	09/03/04	0.20	ATTENTION TO PROPOSED SOLICITATION CALENDAR AND RELATED TIMELINES.
MCDERMOTT MA	09/14/04	0.20	ATTENTION TO OUTSTANDING DISCLOSURE ITEMS.
MCDERMOTT MA	09/15/04	1.90	DRAFT PROVISION OF DISCLOSURE STATEMENT RE: STARPOWER.

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

MCDERMOTT MA	09/16/04	5.10	BEGIN REVIEW OF DRAFT OF DISCLOSURE STATEMENT FOR CHANGES IN ANTICIPATION OF HEARING ON SAME.
MCDERMOTT MA	09/17/04	1.60	REVIEW/REVISION OF DISCLOSURE STATEMENT (.6); CORRESPONDENCE J. DUBEL AND T. HORVAT RE: TIMELINE AND PROPOSED MODIFICATIONS TO SAME (.1); COORDINATION OF TASKS FOR SAME (.1); CONTINUED REVIEW/REVISION OF SAME (.4); ATTENTION TO OPTIONS IN CONNECTION W/ RIGHTS OFFERING IN CONNECTION W/ EXIT FINANCING (.4).
MCDERMOTT MA	09/18/04	1.40	REVIEW/REVISION OF DISCLOSURE STATEMENT.
MCDERMOTT MA	09/20/04	6.20	CONSIDER ALTERNATIVES W/ RESPECT TO DISCLOSURE STATEMENT VIZ. CHANGES IN EXIT FINANCING PLATFORM (.6); PREPARE REVISIONS TO DISCLOSURE STATEMENT RE: STARPOWER (.3); CALL J. DUBEL AND T. HORVAT OF RCN RE: DISCLOSURE MODIFICATIONS AND TIMELINE (1.5); REVIEW/REVISIONS TO DISCLOSURE STATEMENT (.4); BEGIN DRAFTING PORTION OF DISCLOSURE STATEMENT RE: ALTERNATIVES FOR FINANCING THE SECOND LIEN NOTES (3.4).
MCDERMOTT MA	09/21/04	8.40	WORK ON DISCLOSURE RE: EXIT FINANCING OPTIONS.
MCDERMOTT MA	09/22/04	6.40	WORK ON DISCLOSURE RELATED TO EXIT FINANCING AND STARPOWER ACQUISITION (5.7); MEETING W/ T. MATZ AND S. TOUSSI RE: SAME (.4); ATTENTION TO MODIFICATION ISSUES W/ K. AGARWAL (.3).
MCDERMOTT MA	09/23/04	7.20	REVIEW OBJECTION TO DISCLOSURE STATEMENT BY D. CRAIG (.2) AND CONSIDER OPTIONS IN RESPONDING TO SAME (.3); REVIEW PROPOSED CHANGES TO DISCLOSURE STATEMENT (.2); CALL J. DUBEL AND REPRESENTATIVES OF BLACKSTONE RE: DISCLOSURE RELATED TO STARPOWER AND POSSIBLE CONVERTIBLE SECOND-LIEN NOTE FINANCING (.5); CONTINUE WORK ON REVISIONS TO DISCLOSURE STATEMENT AND CIRCULATION OF CHANGES TO SAME TO ALL PARTIES IN INTEREST (6.0).
MCDERMOTT MA	09/24/04	1.90	UPDATE INSERTS TO DISCLOSURE STATEMENT RE: DILUTIVE EFFECTS OF CONVERTIBLE NOTES (.9) AND CORRESPONDENCE B. HAGGERTY OF BLACKSTONE RE: SAME (.2); MEETING RE: OBJECTION TO DISCLOSURE STATEMENT FILED BY D. CRAIG AND CONSIDER OPTIONS IN CONNECTION W/ SAME (.8).

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

MCDERMOTT MA	09/25/04	1.20	PROOF DISCLOSURE STATEMENT (.2); REVIEW SAME FOR EDITS TO ADDRESS POTENTIAL OTHER STRATEGIC ALTERNATIVES (1.0).
MCDERMOTT MA	09/26/04	0.60	CONTINUE REVIEW OF DISCLOSURE STATEMENT RE: REFLECTION OF POSSIBLE STRAGETIC ALTERNATIVES.
MCDERMOTT MA	09/27/04	1.10	ATTENTION TO REVISIONS TO DISCLOSURE STATEMENT.
MCDERMOTT MA	09/28/04	3.30	ATTENTION TO D. CRAIG OBJECTION TO DISCLOSURE STATEMENT (.2); CONTINUE REVIEW AND REVISION TO DISCLOSURE STATEMENT ALTERNATIVES RE: FINANCING (1.8) AND STARPOWER DISPOSITION (.2); FURTHER WORK ON DISCLOSURE STATEMENT RE: REGISTRATION RIGHTS AGREEMENTS (1.1).
MCDERMOTT MA	09/29/04	0.40	REVIEW/REVISE EDITS TO DISCLOSURE STATEMENTRE: FINANCING AND STARPOWER.
MCDERMOTT MA	09/30/04	1.40	DRAFT PROVISIONS OF DISCLOSURE STATEMENT RE: D. CRAIG OBJECTION (.7); MEETING T. MATZ AND S. TOUSSI RE: UPDATES TO DISCLOSURE STATEMENT (.3); FURTHER UPDATES TO DISCLOSURE STATEMENT (.4).
		48.70	
Total Counsel		102.00	
KELLY BP	09/23/04	2.00	DRAFT DISCLOSURE STATEMENT RIDER RE: PROFESSIONALS (.9); DRAFT DISCLOSURE STATEMENT RIDER RE: EVENTS DURING THE CASES (1.1).
		2.00	
MORRIS FD	09/13/04	0.40	WORK RE: MEGACABLE DISCLOSURE (.4).
MORRIS FD	09/14/04	0.40	WORK RE: DISCLOSURE ISSUES RELATING TO DISCLOSURE STATEMENT (.4).
MORRIS FD	09/15/04	0.60	TC W/ D. SULLIVAN RE: REG RIGHTS AGREEMENT, DISCLOSURE STATEMENT, STARPOWER, EXIT FACILITY, PLAN (.4); WORK RE: PREPARATION FOR SOLICITATION (.2).
MORRIS FD	09/16/04	0.40	WORK RE: SUPPLEMENTING DISCLOSURE STATEMENT.
MORRIS FD	09/17/04	0.40	WORK RE: STARPOWER DISCLOSURE.

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

MORRIS FD	09/20/04	6.20	WORK RE: DISCLOSURE STATEMENT REVISIONS (0.3); LETTER TO D. SULLIVAN RE: DISCLOSURE STATEMENT (0.3); TC W/ J. DUBEL, A. HORVAT, J. BAKER, M. MCDERMOTT RE: DISCLOSURE STATEMENT REVISIONS (1.0); TC W/ D. SULLIVAN RE: PLAN (0.2); TC W/ D. SULLIVAN, J. BAKER, M. MCDERMOTT, T. MATZ RE: DISCLOSURE STATEMENT (0.7); WORK RE: MEGACABLE DISCLOSURE (0.3); TC W/ B. BAR-COHEN RE: MEGACABLE DISCLOSURE (0.2); TC W/ B. BAR-COHEN RE: MEGACABLE DISCLOSURE (0.2); LETTER TO B. HAGGERTY RE: MEGACABLE (0.2); TC W/ B. HAGGERTY RE: DISCLOSURE STATEMENT, MEGACABLE DISCLOSURE (0.3); REVISE DISCLOSURE STATEMENT (2.2); WORK RE: SOLICITATION TIMING ISSUES (0.3).
MORRIS FD	09/21/04	4.10	WORK RE: REVISIONS TO DISCLOSURE STATEMENT (1.0); REVIEW AND REVISE DISCLOSURE STATEMENT AND PLAN (2.9); LETTERS TO J. KIDDOO RE: DISCLOSURE STATEMENT INSERTS (0.2).
MORRIS FD	09/22/04	6.50	REVISE DISCLOSURE STATEMENT AND WORK RE: MODIFICATIONS TO SAME (5.8); TC W/ R. SAROFF RE: PLAN OBJECTION (0.2); LETTER TO J. DUBEL, D. ROYSTER RE: DISCLOSURE STATEMENT OBJECTION (0.2); REVIEW DISCLOSURE STATEMENT OBJECTION (0.3).
MORRIS FD	09/23/04	1.80	WORK RE: PLAN, DISCOURSE STATEMENT (1.8).
MORRIS FD	09/24/04	0.60	TC W/ P. BRADSHAW RE: DISCLOSURE STATEMENT, LEASE TERMINATION (0.2); TC W/ NY LAW DEP'T ATT'Y RE: DISCLOSURE STATEMENT (0.2); TC W/ D. NEIER RE: DISCLOSURE STATEMENT (0.2).
MORRIS FD	09/27/04	0.30	WORK RE: BANK DISCLOSURE STATEMENT COMMENTS (.3).
		21.70	
SILVERBERG BS	09/01/04	3.00	FINALIZE SOLICITATION PROCEDURES MOTION AND PREPARE SAME FOR FILING.
SILVERBERG BS	09/03/04	4.30	T/C W/D. HARTIE RE SOLICITATION AND AFFIDAVIT OF SERVICE FOR NOTICE OF DISCLOSURE STATEMENT HEARING (4.0); WORK REGARDING SOLICITATION ISSUES (.3).
SILVERBERG BS	09/07/04	0.80	WORK ON PRINTING REQUIREMENTS MATRIX.

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SILVERBERG BS	09/08/04	0.90	WORK REGARDING SOLICITATION MATTERS (.1); TC W/J. SULLIVAN RE: SOLICITATION AND NOTICE OF DISCLOSURE STATEMENT HEARING (.6); REVIEW AFFIDAVIT OF SERVICE FOR SOLICITATION PROCEDURES MOTION (.2).
SILVERBERG BS	09/20/04	1.00	WORK REGARDING REVISIONS TO SOLICITATION TIMELINE.
SILVERBERG BS	09/22/04	0.30	TC W/R. MCWILLIAMS, J. WRIGHT RE: SOLICITATION.
SILVERBERG BS	09/23/04	7.50	REVIEW, REVISE DISCLOSURE STATEMENT FOR 9/23 DISTRIBUTION.
SILVERBERG BS	09/24/04	2.00	RESEARCH AND WORK ON RESPONSE TO DISCLOSURE STATEMENT OBJECTION FOR CRAIG.
SILVERBERG BS	09/27/04	1.60	WORK ON RESPONSE TO D. CRAIG DISCLOSURE STATEMENT OBJECTION (.5); WORK ON DISCLOSURE STATEMENT AND SOLICITATION PROCEDURES MOTION ISSUES (.8); WORK ON NOTICE OF ADJOURNMENT OF HEARING (.3).
SILVERBERG BS	09/28/04	1.30	RESEARCH RE: ERISA CLAIM/DISCLOSURE STATEMENT OBJECTION (1.1); WORK RE: SOLICITATION ISSUES (.2).
SILVERBERG BS	09/29/04	0.60	TC W/J. SULLIVAN, D. HARTIE RE: SOLICITATION ISSUES.
		23.30	
TOUSSI S	09/01/04	2.50	ADDRESS AND RESOLVE ISSUES RE: PLAN AND DISCLOSURE STATEMENT.
TOUSSI S	09/02/04	2.50	ADDRESS ISSUES RE: DISCLOSURE STATEMENT AND PLAN.
TOUSSI S	09/08/04	2.10	EDIT AND REVISE REGULATORY SECTION RE DISCLOSURE STATEMENT (1.0); ADDRESS ISSUES RE SAME (1.1).
TOUSSI S	09/09/04	2.70	EDIT AND REVISE DISCLOSURE STATEMENT (2.0); UPDATE SECTIONS FOR POSSIBLE DISTRIBUTION (.7).
TOUSSI S	09/10/04	2.20	EDIT AND REVISE DISCLOSURE STATEMENT AND PLAN IN CONNECTION WITH LATEST NEGOTIATIONS (2.2).
TOUSSI S	09/12/04	2.10	PREPARE FOR MEETING RE: DISCLOSURE STATEMENT AND OUTSTANDING ISSUES (1.1); TELECONFERENCE WITH CREDITORS COMMITTEE RE: SAME, ADDRESS FOLLOW UP ISSUES (1.0).
TOUSSI S	09/13/04	4.50	EDIT AND REVISE DISCLOSURE STATEMENT AND PLAN OF REORGANIZATION, VARIOUS TEAM MEETINGS TO DISCUSS AND ANALYZE SAME.

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

TOUSSI S	09/22/04	4.50	EDIT AND REVISE VARIOUS SECTIONS OF DISCLOSURE STATEMENT INCLUDING REGULATORY, EXIT FINANCING, STARPOWER AND SECURITIES LAW ISSUES.
TOUSSI S	09/23/04	10.20	EDIT AND REVISE DISCLOSURE STATEMENT IN CONNECTION WITH LATEST NEGOTIATIONS (3.0); EDIT AND REVISE PLAN TO CONFORM TO DISCLOSURE STATEMENT (3.5); VARIOUS TEAM MEETINGS TO DISCUSS STATUS (1.5); RESEARCH ISSUES RE FINANCING AND SECURITIES (2.2).
TOUSSI S	09/24/04	5.00	EDIT AND REVISE DISCLOSURE STATEMENT TO INCORPORATE LATEST COMMENTS FROM THIRD PARTIES.
TOUSSI S	09/27/04	4.60	EDIT AND REVISE SECTIONS OF DISCLOSURE STATEMENT AND PLAN (2.8); ADDRESS ISSUES RE SAME (1.0); TEAM MEETING RE SAME (.8).
TOUSSI S	09/30/04	3.50	REVIEW DISCLOSURE STATEMENT AND PLAN TO INCORPORATE CHANGES RE FINANCING AND STARPOWER (1.5); RESEARCH SECURITIES ISSUES RE FINANCING (2.0).
		46.40	
Total Associate		93.40	
TOTAL TIME		<u>225.90</u>	

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

RCN Corporation (DIP)
Employee Matters (General)

Bill Date: 10/13/04
Bill Number: 1029909

NAME	DATE	HOURS	DESCRIPTION
KELLY BP	09/15/04	0.50	TALK W/ D. KORTREY RE: EMPLOYMENT ISSUES.
		0.50	
MORRIS FD	09/02/04	0.50	WORK RE: RETENTION OF AQUINO.
		0.50	
Total Associate		1.00	
TOTAL TIME		<u>1.00</u>	

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

RCN Corporation (DIP)
Executory Contracts (Personalty)

Bill Date: 10/13/04
Bill Number: 1029909

NAME	DATE	HOURS	DESCRIPTION
ST. CLAIR JG	09/13/04	0.40	WORK ON PLAN TREATMENT OF EXECUTORY CONTRACTS.
		0.40	
Total Partner		0.40	
MATZ TJ	09/01/04	0.80	CONFERENCE CALL WITH REPRESENTATIVES OF ALIX PARTNERS, RCN, CTA, MILBANK RE: EXECUTORY CONTRACTS ASSUMPTION/REJECTION (.5); FOLLOW UP CALL WITH A. HORVAT (.2); FOLLOW UP CALL WITH D. SULLIVAN RE: SAME (.1).
MATZ TJ	09/02/04	0.50	REVIEW MATERIAL FROM ALIX PARTNERS RE: EXECUTORY CONTRACTS (.3) AND WORK ON SAME (.2).
MATZ TJ	09/08/04	0.50	TWO CALL S. WITH D. KORTREY RE: EXECUTORY CONTRACT, ASSUMPTION AND REJECTIONS.
MATZ TJ	09/13/04	0.80	CALL WITH R. MCWILLIAMS RE: EXECUTORY CONTRACTS, ASSUMPTIONS, EMPLOYMENT AGREEMENTS (.6); WORK ON SAME (.2).
MATZ TJ	09/14/04	1.30	CALL WITH NCTC'S COUNSEL RE: TREATMENT OF CONTRACTS (.4); CALL WITH CIGNA HEALTHCARE RE: ASSUMPTION/REJECTION OF INSURANCE CONTRACTS (.4); FOLLOW UP WITH D. KORTREY (.2); FOLLOW UP WITH R. MCWILLIAMS RE: NCTC, CIGNA CONTRACTS (.3).
		3.90	
MCDERMOTT MA	09/01/04	0.60	CALL W/ REPRESENTATIVES OF COMMITTEE AND ALIXPARTNERS RE: OPTIONS IN CONNECTION W/ ASSUMPTION AND REJECTION OF CONTRACTS AND LEASES.
MCDERMOTT MA	09/02/04	0.40	REVIEW LIST OF EXECUTORY CONTRACTS AND PROPOSED STRATEGIES IN CONNECTION W/ DISPOSITION OF SAME.
		1.00	
Total Counsel		4.90	
GREEBEL RA	09/04/04	4.00	REVIEWED VULCAN SPA.
GREEBEL RA	09/07/04	2.80	CONVERSATIONS W/RM RE: VULCAN (.9); CONTINUED REVIEWING VULCAN SPA RE: IMPACT OF TERMINATING K (1.9).
		6.80	
Total Associate		6.80	

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

TOTAL TIME

12.10

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

RCN Corporation (DIP)
Financing (DIP and Emergence)

Bill Date: 10/13/04
Bill Number: 1029909

NAME	DATE	HOURS	DESCRIPTION
BAKER DJ	09/03/04	0.30	TELEPHONE CALL P. PANTALEO WITH RESPECT TO BANK FINANCING ISSUES.
BAKER DJ	09/07/04	0.80	TELEPHONE CALL P. PANTALEO WITH RESPECT TO ISSUES RAISED BY BANK GROUP.
BAKER DJ	09/09/04	3.00	FOUR TELEPHONE CALLS WITH P. PANTALEO WITH RESPECT TO MEETING WITH BANK GROUP (.8); TELEPHONE CALL WITH A. FASOLA REGARDING MEETING WITH BANK GROUP (.3); TELEPHONE CALL J. DUBEL REGARDING MEETING WITH BANK GROUP (.3); WORK IN CONNECTION WITH PREPARATIONS FOR MEETING AND PRESENTATION TO BE MADE TO BANK GROUP (1.6).
BAKER DJ	09/10/04	1.10	REVIEW CASH COLLATERAL AND BANK ISSUES AND WORK WITH RESPECT TO SAME.
BAKER DJ	09/13/04	1.20	BEGIN PREPARATION FOR MEETING WITH BANK GROUP, INCLUDING REVIEW OF AGENDA AND PRESENTATION.
BAKER DJ	09/14/04	5.20	CONTINUE PREPARATION FOR MEETING WITH SECURED BANK GROUP (1.1); ATTEND MEETING OF SECURED BANK GROUP, TOGETHER WITH COMPANY AND ADVISORS (3.0); PREPARE FOR CONFERENCE CALL WITH RESPECT TO FINANCING AND WORK REGARDING SAME (1.1).
BAKER DJ	09/15/04	3.30	CONFERENCE CALL WITH REPRESENTATIVES OF BLACKSTONE WITH RESPECT TO FINANCING PROPOSAL (1.0); REVIEW TERM SHEETS FOR FINANCING (.8); FURTHER CONFERENCE CALL WITH COMMITTEE WITH RESPECT TO PROPOSALS (.5); REVIEW REVISED TERM SHEETS PROPOSED FOR FINANCING (.4); CONTINUE WORK WITH RESPECT TO EXIT FINANCING ISSUES (.6).
BAKER DJ	09/16/04	1.30	REVIEW OF EXIT FINANCING ISSUES AND WORK WITH RESPECT TO SAME.
BAKER DJ	09/20/04	1.60	WORK ON "B" TRANCHE FINANCING AND CONDITIONS OF SAME.
BAKER DJ	09/21/04	1.60	WORK ON ISSUES RELATED TO EXIT FINANCING FOR "A" AND "B" TRANCHES OF FINANCING.
BAKER DJ	09/22/04	2.10	WORK WITH RESPECT TO EXIT FINANCING (1.8); TELEPHONE CALL P. PANTALEO REGARDING BANK ISSUES (.3).

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

BAKER DJ	09/23/04	1.40	REVIEW ISSUES WITH RESPECT TO CONFIDENTIALITY AGREEMENT REQUESTED FROM POTENTIAL LENDER (.4); CONFERENCE A. FASOLA, J. DUBEL, AND B. BOSTROM REGARDING D. E. SHAW ISSUES (1.0).
BAKER DJ	09/28/04	0.60	CONFERENCE CALL WITH U.S. TRUSTEE'S OFFICE TOGETHER WITH S. KIRPALANI AND D. DUNNE REGARDING ROLE OF CREDITORS AND EXIT FINANCING (.3); FURTHER TELEPHONE CALL WITH D. DUNNE AND S. KIRPALANI REGARDING EXIT FINANCING ISSUES (.3).
BAKER DJ	09/30/04	3.10	CONTINUE WORK WITH RESPECT TO EXIT FINANCING ISSUES (2.1); TELEPHONE CALL A. FASOLA REGARDING EXIT FINANCING (.3); TELEPHONE CALL S. KIRPALANI REGARDING EXIT FINANCING MATTERS (.3); TELEPHONE CALL T. COLEMAN REGARDING STATUS OF DISCUSSIONS REGARDING "B" FINANCING (.4).
		26.60	
STRAUS AG	09/15/04	0.80	TC J BAKER; REVIEW TERMS SHEETS FOR FINANCING PARTICIPATION.
STRAUS AG	09/20/04	2.00	REVIEW OF EMAILS RE: FINANCING AND PREPARATION OF COMMENTS RE: SAME (1.3); COMMENTARY TO M MCDERMOTT RE: FINANCING STRUCTURE (.7).
STRAUS AG	09/30/04	0.20	TC J BLOOM RE: MEMO ON S-1. S-3.
		3.00	
Total Partner		29.60	
MATZ TJ	09/10/04	0.50	FOLLOW UP WORK RE: RIGHTS OFFERING AND MEMORANDUM RE: SAME.
		0.50	
MCDERMOTT MA	09/02/04	0.60	REVIEW PAPERS AND DOCUMENTS RELATED TO EXIT FINANCING FACILITY IN CONNECTION W/ CASE EMERGENCE PLANNING AND RELATED ITEMS.
MCDERMOTT MA	09/15/04	2.10	REVIEW DRAFTS OF TERMS SHEETS FOR SECOND LIEN NOTES (.4); CALL W/ REPRESENTATIVES OF COMPANY AND BLACKSTONE RE: SAME (.7); CALL COMMITTEE REPRESENTATIVES RE: SAME (.6); FURTHER REVIEW OF REVISED TERM SHEETS AND DISCUSSIONS RE: SAME (.4).
MCDERMOTT MA	09/19/04	1.90	CONTINUE CONSIDERATION OF OPTIONS IN CONNECTION W/ SECOND LIEN NOTES.

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

MCDERMOTT MA	09/20/04	1.10	CONTINUED ANALYSIS OF OPTIONS FOR PRIVATE PLACEMENT OF SECOND LIEN NOTES.
		5.70	
Total Counsel		6.20	
AGARWAL K	09/22/04	3.50	RESEARCH BANKRUPTCY CODE RELATING TO ALTERNATIVE EXIT FINANCING DISCLOSURE REQUIREMENTS.
		3.50	
MICHAEL EA	09/22/04	6.90	WORK ON CONFIDENTIALITY AGREEMENT (4.0); CALLS W/ FINANCIER RE: CONFI AGREEMENT (1.0); CALLS WITH COMPANY RE: CONFI AGREEMENT (1.0); MEETINGS W/ F. MORRIS, H. ELLIN AND R. GREEBEL RE: CONFI (.9).
MICHAEL EA	09/23/04	5.20	MARK-UP TO REG RIGHTS (1.5); REVISIONS TO CONFI AGREEMENT (2.5); CALLS WITH COMPANY, H.ELLIN AND R. GREEBEL RE: CONFI AGREEMENT (1.20).
		12.10	
MORRIS FD	09/14/04	5.20	MEETINGS W/ M.E. EGBERT, J. KATZ, P. PANTALEO, J. KATZ, J. ESPOSITO, OTHERS RE: BANK AGENT AND STEERING COMMITTEE UPDATES (3.5); REVIEW PROPOSED 2D LIEN TERM SHEETS (0.6); LEGAL RESEARCH AND ANALYSIS RE: SECTION 1145 (1.1).
MORRIS FD	09/15/04	6.30	TC W/ J. DUBEL, T. COLEMAN, R. BOSTROM, P. NECKLES, A. HORVAT, P. HOGAN, B. HAGGERTY, S. KORANGY RE: SECOND LIEN FINANCING TERM SHEET (1.2); T.CONF. W/ J. DUBEL RE: EXIT FACILITY, MEGACABLE (0.2); LETTER TO J. DUBEL RE: DB COMMITMENT LETTER (0.2); WORK RE: STRUCTURING 2ND LIEN FACILITY (2.2); T.CONF. W/ J. DUBEL RE: SAME (0.2); REVIEW VARIOUS DRAFTS OF 2D LIEN FINANCING TERM SHEET AND WORK RE: SAME (0.6); T/C W/ B. HAGGERTY, S. TEICHER RE: SAME; TC W/ B. HAGGERTY RE: SAME (0.1); T/C W/ D. SCHAL, G. SINGER, D. DUNNE, J. DUBEL, D. ROYSTER, S. HORWITZ, OTHERS RE: SECOND LIEN TERM SHEETS (0.4); TC W/ J. DUBEL, J. BAKER, P. NECKLES RE: SECOND LIEN TERM SHEETS (0.4); TC W/ B. HAGGERTY RE: FINANCING CONFI AGREEMENT (0.2); REVIEW AND REVISE CONFIDENTIALITY AGREEMENT AND WORK RE: SAME (.6).
MORRIS FD	09/17/04	0.50	TC W/ J. DUBEL RE: EXIT FACILITY (.2); TC W/ J. DUBEL RE: FINANCING ISSUES (.3).

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

MORRIS FD	09/21/04	0.50	TC W/ D. SULLIVAN RE: EXIT FINANCING, COMMITTEE CALL (.2); WORK RE: COMMITTEE EXIT FINANCING INQUIRY (.3).
MORRIS FD	09/22/04	2.40	LETTER TO BLACKSTONE RE: SECOND LIEN FINANCING (.2); WORK RE: SECOND LIEN FINANCING (.3); T.CONF. W/ D. NEIER RE: SECOND LIEN FINANCING (.2); WORK RE: SECOND LIEN FINANCING CONFIDENTIALITY AGREEMENT (1.1); T.CONF. W/ D. ROYSTER RE: CONFIDENTIALITY AGREEMENT (.2); TC W/ D. NEIER RE: PLAN, FINANCING ISSUES (0.4).
MORRIS FD	09/23/04	1.20	WORK RE: 2D LIEN FINANCING; WORK RE: CONFI AGREEMENT.
MORRIS FD	09/24/04	0.50	WORK RE: CASH COLLATERAL EXTENSION (.3); LETTER TO E. GRAFF RE: SAME (.2).
MORRIS FD	09/27/04	0.60	TC W/ E. GRAFF RE: CASH COLLATERAL EXTENSION (.3); WORK RE: SAME (.3).
MORRIS FD	09/28/04	1.00	DRAFT PROPOSED FINAL AMENDED CASH COLLATERAL ORDER (.4); WORK RE: SAME, INCLUDING COORDINATION WITH LENDERS (.6).
MORRIS FD	09/29/04	1.30	WORK RE EXIT FACILITY APPEAL (0.8), T.CONFS. W/ J. WYATT RE EXIT FACILITY APPEAL (0.3); LETTER TO N. MUNZBERG RE EXIT FACILITY APPEAL (0.2).
		19.50	
TOUSSI S	09/10/04	1.70	RESEARCH SECURITIES ISSUES RE RIGHTS OFFERING AND PRIVATE PLACEMENTS (1.7).
		1.70	
Total Associate		36.80	
TOTAL TIME		<u>72.60</u>	

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

RCN Corporation (DIP)
Insurance

Bill Date: 10/13/04
Bill Number: 1029909

NAME	DATE	HOURS	DESCRIPTION
BAKER DJ	09/08/04	2.10	MEET WITH J. DUBEL, B. BOSTROM, AND T. HORVAT WITH RESPECT TO PRESENTATION TO INSURANCE CARRIERS.
BAKER DJ	09/29/04	1.70	TELEPHONE CALL JOHN DUBEL REGARDING INSURANCE ISSUES (.3); REVIEW INSURANCE MATERIALS IN PREPARATION FOR CONFERENCE CALL REGARDING SAME (1.4).
		3.80	
Total Partner		3.80	
MATZ TJ	09/14/04	0.50	WORK ON MOTION TO APPROVE DIRECTORS AND OFFICERS FAIL INSURANCE (.5).
MATZ TJ	09/20/04	0.50	WORK ON DIRECTORS AND OFFICES INSURANCES APPROVAL MOTION (.3) AND CALL WITH J. MILLERMAN RE: SAME (.2).
MATZ TJ	09/28/04	0.60	CALL WITH R. HAMMER, R. BOSTROM, D&O INSURANCE, ET AL (.4); DISTRIBUTE DRAFT MOTION ORDER (.2).
MATZ TJ	09/30/04	6.40	REVIEW AND REVISE AON D&O POLICY PROPOSAL (.4); CONFERENCE CALL WITH R. HAMMER, D. ROYSTER, J. DUBEL, R. BOSTROM, AON REPRESENTATIVES, S. KIRPLANI & D. DUNNE FOR D&O INSURANCE AND RENEWAL INSURANCE (.9); FOLLOW UP CALL WITH A. FASOLA, R. BOSTROM, J. DUBEL RE: SAME (.4); REVIEW AND REVISE INSURANCE APPROVAL MOTION (.4); CALLS WITH R. BOSTROM RE: COMMITTEE, DIRECTORS, OFFICERS, PROOFS OF CLAIM-WITHDRAWAL CONCEPT (.7); CONFERENCE RE: REVISED D&O INSURANCE PRESENTATION FROM AON WITH J. DUBEL, D. ROYSTER, CREDITORS COMMITTEE, ET AL (.8); FOLLOW UP CALLS WITH R. BOSTROM (.3); CALLS WITH J. DUBEL RE: SAME (.2); REVIEW AND REVISE EXPARTE MOTION AND ORDER FOR SHORTEN NOTICE RE: D&O INSURANCE APPROVAL MOTION (1.6) CALL WITH J. MILLERMAN RE: SAME (.2); REVIEW AND REVISE D&O INSURANCE APPROVAL MOTION (.3); CALL WITH AON REPRESENTATIVES RE: SAME (.2).
		8.00	
MCDERMOTT MA	09/13/04	0.20	ATTENTION TO CALENDARING AND RELATED ISSUES IN CONNECTION W/ POTENTIAL MOTION TO APPROVE D&O TAIL/STUB.

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

MCDERMOTT MA	09/14/04	0.40	ATTENTION TO PREPARATION OF MOTION AND RELATED ORDER RESPECTING D&O INSURANCE TAIL AND STUB COVERAGE.
MCDERMOTT MA	09/15/04	0.60	FURTHER ATTENTION TO MOTION FOR APPROVAL TO PURCHASE D&O STUB AND TAIL INSURANCE.
MCDERMOTT MA	09/22/04	2.30	DRAFT MOTION FOR AUTHORITY TO PROCURE DIRECTORS' AND OFFICERS' LIABILITY RENEWAL AND TAIL COVERAGE (1.6); PREPARE ORDER RE: SAME (.6); CORRESPONDENCE BOARD COUNSEL RE: SAME (.1).
MCDERMOTT MA	09/28/04	0.20	CALL J. DUBEL AND OTHERS RE: MOTION TO APPROVE ACQUISITION OF D&O INSURANCE.
MCDERMOTT MA	09/30/04	1.90	TC W/ J. DUBEL, B. BOSTROM, R. HAMMER, D. DUNNE, S. KARPILANI, AND REPRESENTATIVES OF AON RE: PROPOSED D&O INSURANCE COVERAGE (.7); FOLLOW-UP ATTENTION TO FINALIZING AND MOTION FOR APPROVAL OF SAME (.7); CALLS W/ MEMBERS OF COMMITTEE RE: SAME (.5).
		5.60	
Total Counsel		13.60	
DAY GR	09/07/04	1.10	REVIEW ISSUES RE: KEMPER INSURANCE.
		1.10	
KELLY BP	09/14/04	0.50	PREPARE PLEADINGS RE: PURCHASE OF D&O COVERAGE.
KELLY BP	09/16/04	1.20	PREPARE PLEADINGS TO AUTHORIZE PURCHASE OF D&O COVERAGE.
KELLY BP	09/17/04	0.20	PREPARE PLEADINGS RE: D&O INSURANCE COVERAGE.
KELLY BP	09/20/04	1.40	PREPARE PLEADINGS TO AUTHORIZE PURCHASE OF D&O INSURANCE COVERAGE.
KELLY BP	09/21/04	3.60	PREPARE PLEADINGS TO AUTHORIZE PURCHASE OR D&O INSURANCE COVERAGE.
KELLY BP	09/22/04	1.70	PREPARE PLEADINGS TO AUTHORIZE PURCHASE OF D&O LIABILITY INSURANCE.
KELLY BP	09/30/04	6.70	CONFERENCE CALLS AND FOLLOW-UP CORRESPONDENCE RE: NEW D&O POLICIES (1.5); REVIEW/EDIT D&O PLEADINGS (3.2); CORRESPONDENCE W/ CLIENT, AON, WINSTON & STRAWN AND CREDITORS COMMITTEE COUNSEL RE: COMMENTS TO D&O PLEADINGS (2.0).

15.30

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

MORRIS FD	09/08/04	2.50	MEETING W/ R. BOSTROM, J. DUBEL, D. ROYSTER, A. HORVAT RE: INSURANCE PRESENTATION, CASE STRATEGY.
MORRIS FD	09/22/04	0.60	TC W/ J. DUBEL, R. HAMMER RE: D&O INSURANCE RENEWAL (.2); WORK RE: SAME (.4).
MORRIS FD	09/28/04	0.40	REVIEW PROPOSED D&O INSURANCE MOTION AND WORK RE: SAME.
		3.50	
Total Associate		19.90	
SALAZAR AG	09/29/04	0.50	OBTAIN ORIGINAL SIGNATURES FOR DISCOVERY PLEADINGS AND ELECTRONICALLY SEND TO WILMINGTON OFFICE.
		0.50	
Total Legal Assistant		0.50	
TOTAL TIME		<u>37.80</u>	

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

RCN Corporation (DIP)
Leases (Real Property)

Bill Date: 10/13/04
Bill Number: 1029909

NAME	DATE	HOURS	DESCRIPTION
BAKER DJ	09/01/04	1.90	TC A. FASOLA REGARDING REAL ESTATE ISSUES (.6); TELEPHONE CALLS M. WORRALL REGARDING WORK ON REAL ESTATE MATTERS (.6); REVIEW BACKGROUND MATERIALS FROM M. WORRALL (.4); CONFERENCE CALL J. HERRING AND M. WORRALL REGARDING REAL ESTATE ISSUES (.3).
BAKER DJ	09/02/04	1.00	TC MICHAEL WORRALL REGARDING REAL ESTATE ISSUES (.5); A. FASOLA REGARDING REAL ESTATE ISSUES (.5).
BAKER DJ	09/03/04	2.40	M. WORRALL REGARDING REAL ESTATE LEASES (.6); CONTINUE REVIEW OF REAL ESTATE LEASE ISSUES (1.4); CONFERENCE CALL A. FASOLA AND B. BOSTROM WITH RESPECT TO REAL ESTATE ISSUES (.4).
		5.30	
Total Partner		5.30	
MATZ TJ	09/20/04	0.40	WORK ON THIRD AVENUE LEASE RESOLUTION (.2); CALL WITH J. MILLERMAN RE: SAME (.2).
		0.40	
MCDERMOTT MA	09/02/04	0.80	CALL M. WORRALL OF SOLUTIONS MANAGEMENT AND J. HERRING OF RCN RE: REVIEW OF LEASE PORTFOLIO.
MCDERMOTT MA	09/09/04	1.10	ATTENTION TO ISSUES IN CONNECTION W/ ANALYSIS OF LEASE PORTFOLIO (.4); REVIEW/REVISE DRAFT OF MOTION TO EXTEND DEADLINE TO ASSUME/REJECT UNEXPIRED LEASES (.7).
MCDERMOTT MA	09/14/04	0.60	REVIEW/REVISE MOTION TO EXTEND DEADLINE FOR ASSUMING OR REJECTING LEASES.
		2.50	
Total Counsel		2.90	
DAY GR	09/07/04	1.20	REVISE MOTION TO EXTEND 365(D) (4) DEADLINE.
		1.20	
SILVERBERG BS	09/13/04	2.50	REVIEW AND REVISE 365(D) (4) MOTION.
		2.50	
Total Associate		3.70	
TOTAL TIME		<u>11.90</u>	

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

RCN Corporation (DIP)
Litigation (General)

Bill Date: 10/13/04
Bill Number: 1029909

NAME	DATE	HOURS	DESCRIPTION
CLARK AW	09/01/04	1.80	WORK ON ISSUES RE: DISCOVERY (.6); CONFIDENTIALITY STIP. (.4) STANDSTILL (.2); CONF CALL W/ D ROYSTER/K SMOOT ET A.. (.6).
CLARK AW	09/02/04	0.70	WORK ON ISSUES RE: CITY PRODUCTION (.3); REVIEW CORRESP (.3); T/C D ROYSTER (.1).
CLARK AW	09/06/04	0.20	WORK ON ISSUES RE: STANDSTILL (.1); REVIEW CORRESP (.1).
CLARK AW	09/07/04	1.20	RE: CHICAGO LITIGATION - WORK ON ISSUES RE: DISCOVERY (.3), STANDSTILL (.6), REVIEW CORRESP (.3).
CLARK AW	09/08/04	1.80	RE: CHICAGO LITIGATION - WORK ON ISSUES RE: STANDSTILL (.5), DISCOVERY (.7), HEARING PREP (.2); REVIEW CORRESP (.4).
CLARK AW	09/09/04	1.30	RE: CHICAGO LITIGATION - WORK ON ISSUES RE: STANDSTILL (.8); DISCOVERY (.3), REVIEW CORRESP (.2).
CLARK AW	09/10/04	1.80	RE: CHICAGO LITIGATION - WORK ON ISSUES RE: STANDSTILL (1.0); DISCOVERY (.3), CONF. STIP. (.3); REVIEW CORRESP (.2).
CLARK AW	09/13/04	1.90	RE: CHICAGO LITIGATION - WORK ON ISSUES RE: STANDSTILL (.9); STANDSTILL (.5); DISCOVERY (.2); CONF STIP, REVIEW CORRESP AND COURT PAPERS (.3).
CLARK AW	09/14/04	1.30	RE: CHICAGO LITIGATION - WORK ON ISSUES RE: STANDSTILL (1.0); CONF STIP (.1); REVIEW CORRESP AND COURT PAPERS (.2).
CLARK AW	09/16/04	1.70	RE: CHICAGO LITIGATION - WORK ON ISSUES RE: DISCOVERY (.4); CONF STIP (.2); STANDSTILL (.7); REVIEW CORRESP (.4).
CLARK AW	09/17/04	0.40	RE: CHICAGO LITIGATION - WORK ON ISSUES RE: DISCOVERY (.1); STANDSTILL (.2); REVIEW CORRESP (.1).
CLARK AW	09/20/04	0.60	RE: CHICAGO LITIGATION - WORK ON ISSUES RE: STANDSTILL (.2); LIT STRATEGY (.4).
CLARK AW	09/21/04	1.60	RE: CHICAGO LITIGATION - WORK ON ISSUES RE: STANDSTILL (.9); LIMITATIONS PERIOD (.2); CONF CALL D ROYSTER ET AL. (.5).

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

CLARK AW	09/22/04	0.30	RE: CHICAGO LITIGATION - WORK ON ISSUES RE: CONFIDENTIALITY STIP AND REVIEW CORRESP.
CLARK AW	09/23/04	0.60	RE: CHICAGO LITIGATION - WORK ON ISSUES RE: STANDSTILL AND REVIEW CORRESP (0.4); T/C D ROYSTER (0.2).
CLARK AW	09/24/04	0.50	RE: CHICAGO LITIGATION - WORK ON ISSUES RE: STANDSTILL.
CLARK AW	09/26/04	2.20	RE: CHICAGO LITIGATION - WORK ON STANDSTILL ISSUES (0.4); CONF CALL D ROYSTER ET AL. (1.8).
CLARK AW	09/27/04	0.80	RE: CHICAGO LITIGATION - WORK RE: STANDSTILL (0.4); REVIEW CORRESP (0.2); CONF CALL D ROYSTER ET AL. (0.2).
CLARK AW	09/28/04	2.80	RE: CHICAGO LITIGATION - WORK ON ISSUES RE: STANDSTILL (1.7); REVIEW CORRESP (0.4); CONF CALL D ROYSTER ET AL. (0.7).
CLARK AW	09/29/04	0.80	RE: CHICAGO LITIGATION - WORK ON ISSUES RE: STANDSTILL (0.5); CONF CALL D ROYSTER ET AL. (0.3).
CLARK AW	09/30/04	0.60	RE: CHICAGO LITIGATION - WORK ON ISSUES RE: STANDSTILL (0.4); REVIEW CORRESP (0.2).
		24.90	
DAVIS EM	09/01/04	5.60	WORK ON DISCOVERY ISSUES RE: RULE 26 STIP AND THIRD PARTY DISCOVERY (4.1); CALLS WITH CITY COUNSEL RE: PRODUCTION OF DOCS ABSENT STIP (.5); CONF. CALL ON STATUS OF LITIGATION WITH CLIENT (1.0).
DAVIS EM	09/02/04	6.20	WORK ON PRIVILEGE ISSUE AND CALL TO A. ENSCHEDE ON SAME (1.6); WORK ON OPEN DISCOVERY ISSUES AND DEPO PREP (2.9); PREP FOR AND PARTICIPATE IN CONF. CALL WITH D. ROYSTER, J. KIDDOO, K. SMOOT, J. CIRI, S. ORY AND T. CLARK (1.4); BEGIN WORK ON DISCOVERY DISPUTE STRATEGY (.3).
DAVIS EM	09/03/04	4.40	PREP FOR AND PARTICIPATE IN CONF. CALL W/ COMPANY, UNGARRETTI AND SWIDLER RE: POTENTIAL STANDSTILL (1.1); CALL WITH D. ROYSTER ABOUT DISCOVERY LETTER (.3); WORK ON DISCOVERY/DISCLOSURE MATTER AND CALL WITH A. ENSCHEDE ON SAME (.9); REVIEW STATUS OF SCHEDULING DEPOS (.4); ANALYZE MEMOS ON WHAT WAS AND WAS NOT PRODUCED BY CITY (.8); REVIEW STATUS OF RUTTER PRODUCTION (.3); WORK ON VARIOUS OPEN DISCOVERY ISSUES (.6).

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

DAVIS EM	09/05/04	0.80	WORK ON DISCOVERY LETTER TO ENSCHEDE (.5); REVISE SAME AND CIRCULATE BASED ON COMMENTS FROM T. CLARK (.3).
DAVIS EM	09/06/04	1.10	FINALIZE DISCOVERY LETTER AND SEND SAME (.4); REVIEW INTERVENTION PAPERS AND ISSUES (.5); ANALYZE LATEST INFO RE: DISCOVERY STANDSTILL AND CIRCULATE SAME INTERNALLY (.2).
DAVIS EM	09/07/04	6.20	WORK ON DEPO OUTLINES (.9); CALL W/ D. SULLIVAN RE: LETTER ON DISCOVERY TO CITY OF CHICAGO(.2); REVIEW CRITICAL DOCS IN PRODUCTION (2.9); ADDRESS MOTION TO INTERVENE (.9); WORK ON ISSUES RE: WEBSTER DEPO (.7); READ PROPOSED FIN. INFO TO CITY (.6).
DAVIS EM	09/08/04	4.90	WORK ON STRATEGY RE: DEPOSITIONS (1.4); ADDRESS ISSUES RE: 30(B)(6) AND SCHOENBERGER (.9); REVIEW AND ADDRESS MOTION TO INTERVENE ISSUES (.8); PREP FOR MEETING ON 9/10 (1.1); WORK ON MOTION TO COMPEL ON DISCOVERY ISSUES (.7).
DAVIS EM	09/09/04	8.40	REVIEW AND REVISE DEPO OUTLINES (.9); WORK ON MOTION TO COMPEL (1.2); REVIEW CORRESPONDENCE RE: RUTTER (.3); CALLS AND PREP WITH K. SMOOT ON UPCOMING COMMISSION MTG (.8); PREP FOR CONF. W/ CITY ON LITIGATION (2.1); TRAVEL TO CHICAGO AND PREP FOR MTG ON TRIP (3.1).
DAVIS EM	09/10/04	9.80	PREP FOR AND MEET WITH CLIENT AND THEN CITY OF CHICAGO RE: STANDSTILL.
DAVIS EM	09/13/04	9.50	CALLS WITH D. ROYSTER RE: STIP (.8); REVIEW AND REVISE LATEST STIP AND CIRCULATE SAME FOR COMMENT (1.9); WORK ON LITIGATION ISSUES AND STRATEGY IN EVENT OF NO STANDSTILL (2.1); CALLS WITH D. SULLIVAN RE: STANDSTILL STIP (.2); CALL WITH COURT ON SAME (.1); MULTIPLE CALLS WITH A. ENSCHEDE RE: ISSUES ON STANDSTILL STIP AND RULE 26 STIP (1.7); FINALIZE AND ATTEMPT TO GET FINAL SIGNATURES ON STANDSTILL (.3); MULTIPLE CALLS WITH D. ROYSTER AND J. KIDDOO RE: STANDSTILL (2.4).

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

DAVIS EM	09/14/04	9.00	CALLS WITH J. KIDDOO AND D. ROYSTER RE: STANDSTILL (2.1); CALLS WITH K. SMOOT RE: STANDSTILL AND COMMISSION MTG. (1.8); CALLS WITH T. OLSON RE: MTG. (.4); WORK ON FINALIZING FORM OF STANDSTILL ORDER AND SUBMISSION OF SAME (2.5); REVIEW NEW VERSION OF RULE 26 STIP (.2); CALL WITH A. ENSCHEDE ON SAME (.4); CALL WITH K. SMOOT ON SAME AND CALL WITH D. ROYSTER ON SAME (.7); WORK ON COMPROMISE ON PROPOSED CHANGES (.9).
DAVIS EM	09/15/04	2.10	CALLS RE: STANDSTILL CONF. WITH K. SMOOT (.2); D. ROYSTER (.8); AND J. KIDDOO (.2); CONF CALL ON SAME (.6); REVIEW LATEST FILINGS AND COURT ORDERS (.3).
DAVIS EM	09/16/04	3.40	WORK ON STANDSTILL ISSUES (.8); CONF. CALL ON SAME (.5); CALL WITH J. KIDDOO AND D. ROYSTER RE: STRATEGY AT CONF. (.6); ADDRESS ATTY-CLIENT ISSUES (.8); WORK ON RULE 26 STIP (.4); CIRCULATE SAME FOR COMMENT (.3).
DAVIS EM	09/17/04	8.40	CALL FROM A. ENSCHEDE RE: STANDSTILL (.9); REVISE AND CIRCULATE CONF STIP AND ADDRESS OTHER DISCOVERY ISSUES (1.9); REVIEW ATTORNEY-CLIENT PRIVILEGE ISSUES ON DISCOVERY (.8); WORK ON STANDSTILL ISSUES AND FOLLOW-UP CALLS WITH D. ROYSTER AND J. KIDDOO (4.8).
DAVIS EM	09/20/04	1.90	PREP ISSUES THAT WILL BE RAISED ON CONF. CALL OF 9/21, INCLUDING CALLS WITH D. SMOOT, D. ROYSTER AND J. KIDDOO.
DAVIS EM	09/21/04	3.20	PREP FOR AND PARTICIPATE IN CONF. CALL RE: STANDSTILL (1.1); FOLLOW-UP CALLS W/ D. ROYSTER AND T. CLARK ON SAME (.4); RETURN CALL TO A. ENSCHEDE ON SAME (.2); CALL WITH D. SULLIVAN ON RCN-CHI STATUS (.3); REVIEW MEMOS ON LEE AND JORDAN (.3); PREP FOR AND PARTICIPATE IN CONF. CALL ON SAME (.9).
DAVIS EM	09/22/04	1.40	CALL FROM E. DIETRICH RE: TRAVELERS (.2); CALL FROM D. SULLIVAN RE: STATUS OF LITIGATION AND J. TECCE (.4); CALLS FROM A. ENSCHEDE RE: LITIGATION DISCUSSIONS (.8).
DAVIS EM	09/24/04	2.20	TC WITH D. ROYSTER AND P. THOMPSON RE: STATUS OF DISCUSSIONS WITH CITY (.4); WORK ON PAPERS RE: SAME (1.8).

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

DAVIS EM	09/27/04	1.40	CALLS WITH J. TECCE RE: DISCOVERY IN RCN CHICAGO (.3); WORK ON FORM OF STANDSTILL AGREEMENT (.9); CALL WITH P. THOMPSON ON SAME (.2).
DAVIS EM	09/28/04	7.30	PREP FOR AND PARTICIPATE IN CONF. CALL ON RCN CHICAGO STANDSTILL AGREEMENT (1.8); CALLS FROM J. TECCE ON STATUS OF LITIGATION (.4); MULTIPLE CALLS W/ D. ROYSTER AND P. THOMPSON ON STANDSTILL AGREEMENT (1.2); REVISE AND RE: REVISE SAME (1.1); CONF. CALL WITH A. ENSCHEDE ON SAME (1.2); FOLLOWUP T/CS WITH COMPANY AND P. THOMPSON ON SAME (.9); CALL WITH A. ENSCHEDE (.2); REVIEW AND COMMENT ON LATEST VERSION (.5).
DAVIS EM	09/29/04	5.30	MULTIPLE INTERNAL CALLS RE: DISCUSSIONS WITH CHICAGO (2.1); CALL WITH TECCE RE: PLANNED DISCOVERY (.2); RESPOND TO EMAILS RE: DISCUSSION (.4); REVIEW LATEST VERSION OF DOCS RELATING TO DISCUSSIONS WITH CHICAGO AND COMMENT ON SAME (1.9); EMAIL CORRESPONDENCE WITH ENSCHEDE RE: DISCUSSIONS AND DISCOVERY (.6).
DAVIS EM	09/30/04	5.80	WORK ON MOTION TO STAY AND ACCOMPANYING ORDER (2.7); MULTIPLE COMMUNICATIONS (EMAILS; CONF. CALLS, ETC.) WITH A. ENSCHEDE, J. TECCE AND COMPANY RE: DISCUSSIONS WITH CHICAGO ON ISSUES RELATING TO LITIGATION (3.1).
		108.30	
LOCKWOOD PJ	09/02/04	2.10	ANALYSIS OF CONTRACT RIGHTS OF RCN TELECOM DC(1.1); REVIEW OF PROCEDURAL OPTIONS (.5); ANALYZING CORRESPONDENCE (.5).
LOCKWOOD PJ	09/03/04	0.80	DISCUSSION OF LITIGATION OPTIONS FOR RCN TELECOM DC RE: STARPOWER.
LOCKWOOD PJ	09/08/04	2.00	PREPARE LITIGATION PAPERS IN COURT OF CHANCERY RE: STARPOWER JOINT VENTURE FOR RCN DC SUBSIDIARY (1.5); COMMUNICATIONS RE: LITIGATION AND STRATEGIC OPTIONS RE: STARPOWER JOINT VENTURE (.5).

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

LOCKWOOD PJ	09/09/04	6.20	PREPARE FOR RCN TELECOM DC LITIGATION RE: STARPOWER JOINT VENTURE, INCLUDING ANALYZING CONTRACT RIGHTS FOR RCN TELECOM (.8); DRAFTING COMPLAINT FOR RCN (2.1); DRAFTING MOTION TO EXPEDITE DISCOVERY (1.1); EDIT MOTION FOR TRO (.5); EDIT PROPOSED ORDERS FOR TRO, SCHEDULING AND PRELIMINARY INJUNCTION (.5); DRAFT LETTER TO DELAWARE COURT OF CHANCERY (1.2).
LOCKWOOD PJ	09/10/04	1.60	ANALYSIS RE: POTENTIAL CLAIMS RE: STARPOWER JOINT VENTURE (.5); DISCUSSION WITH LAWYERS FOR CREDITORS COMMITTEE (.5); DRAFTING BRIEF IN SUPPORT OF TRO FOR STARPOWER LITIGATION ON BEHALF OF RCN TELECOM DC (.6).
LOCKWOOD PJ	09/12/04	1.50	DRAFTING BRIEF IN SUPPORT OF MOTION FOR A TEMPORARY RESTRAINING ORDER (1); EDITING COMPLAINT AND SUPPORTING PAPERS (.5).
LOCKWOOD PJ	09/13/04	4.90	EDITING PAPERS TO BE FILED IN COURT OF CHANCERY (1.2); COMMUNICATIONS RE: FILING IN COURT OF CHANCERY (.5); DISCUSSION WITH LAWYER FOR PEPCO (.5); DISCUSSION WITH LAWYER FOR PEPCO (.3); COMMUNICATING SETTLEMENT OFFERS TO CLIENT AND STRATEGIC ANALYSIS (.9); DRAFTING BRIEF IN SUPPORT OF MOTION FOR TRO IN COURT OF CHANCERY FOR STARPOWER LAWSUIT (1.5).
LOCKWOOD PJ	09/14/04	11.30	CONFERENCE CALLS WITH PEPCO'S LAWYERS TO DISCUSS SETTLEMENT (1.5); STRATEGIC ANALYSIS WITH J. DUBEL, DEB ROYSTER AND OTHERS (1.5); PREPARING FOR CONFERENCE WITH COURT OF CHANCERY RE: STARPOWER LITIGATION (1.0); PARTICIPATING IN HEARING WITH COURT OF CHANCERY (.5); DISCUSSION WITH MILBANK LAWYERS (.6) AND DISCUSSION WITH M. BERG OF MILBANK (.4) RE: STRATEGY FOR STARPOWER LITIGATION; DRAFTING SEVERAL COMMUNICATIONS TO COMMUNICATE SETTLEMENT OFFERS IN STARPOWER LITIGATION TO CLIENT AND TO CREDITORS COMMITTEE (.8); DRAFTING BRIEF IN SUPPORT OF TRO RE: STARPOWER LITIGATION (1.8); DRAFTING IRREPARABLE HARM SECTION OF BRIEF (1.5); LEGAL ANALYSIS RE: ARGUMENTS IN FAVOR OF TRO (STARPOWER LIT) (1.7).

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

LOCKWOOD PJ	09/15/04	8.30	DRAFTING BRIEF IN SUPPORT OF TRO (1.0); NEGOTIATIONS WITH PEPCO'S COUNSEL (1.1); CONFERENCE CALL RE: STARPOWER LITIGATION (.5); DRAFTING SETTLEMENT AGREEMENT (2.5); COMMUNICATIONS WITH ATTORNEYS FOR CREDITORS COMMITTEE RE: TERMS OF SETTLEMENT OF STARPOWER LITIGATION (1.4); ANALYSIS OF DELAWARE LAW ISSUES AND BANKRUPTCY ISSUES RE: SETTLEMENT OF STARPOWER LITIGATION (1.8).
LOCKWOOD PJ	09/16/04	5.80	NEGOTIATIONS WITH PEPCO RE: SETTLEMENT OF STARPOWER LITIGATION (.9); COMMUNICATIONS WITH CREDITORS COMMITTEE RE: STARPOWER LITIGATION SETTLEMENT (1.1); DRAFTING/EDITING STARPOWER SETTLEMENT AGREEMENT (1.5); ANALYSIS OF LEGAL ISSUES RE: STARPOWER SETTLEMENT (1.5); PRESENTING SETTLEMENT OF STARPOWER LITIGATION TO THE COURT OF CHANCERY IN DELAWARE (.8).
		44.50	
Total Partner		177.70	
MATZ TJ	09/14/04	0.30	CALLS WITH J. MILLERMAN RE: STIPULATION AND FILING (.2); FOLLOW UP RE: SAME (.1).
		0.30	
MCDERMOTT MA	09/09/04	0.40	REVIEW/REVISE DRAFT OF MOTION TO EXTEND TIME TO REMOVE LAWSUITS AND RELATED ORDER.
		0.40	
Total Counsel		0.70	
BAYLISS AT	09/08/04	11.90	DRAFTING AND REVISING COMPLAINT (11.9).
BAYLISS AT	09/09/04	16.30	DRAFT COMPLAINT FOR DECLARATORY AND INJUNCTIVE RELIEF AND ANCILLARY PAPERS TO BE FILED IN DELAWARE (6.0); REVISE COMPLAINT AND ANCILLARY PAPERS (5.0); DRAFT AND REVISE DOCUMENT REQUEST (2.2); RESEARCH RE: MERITS OF REQUEST FOR TEMPORARY RESTRAINING ORDER (3.1).
BAYLISS AT	09/10/04	10.00	RESEARCH RE: RIGHTS OF FIRST REFUSAL AND MERITS OF REQUEST FOR TEMPORARY RESTRAINING ORDER (5.6); REVISE BRIEF IN SUPPORT OF MOTION FOR TEMPORARY RESTRAINING ORDER (2.3); PROOF ANCILLARY PAPERS (2.1).

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

BAYLISS AT	09/13/04	12.90	REVISE COMPLAINT AND MOTION PAPERS FOR FILING (6.8); SUPPLEMENTING PAPERS (.6); ORGANIZE AND TRANSMIT HARD COPIES (.4); RESEARCH RE: IRREPARABLE HARM FOR BRIEF IN SUPPORT OF MOTION FOR TRO (5.1).
BAYLISS AT	09/14/04	9.10	PREPARE AND TRANSMIT MOTION PAPERS TO THE COURT (1.3); RESEARCH RE: PRELIMINARY INJUNCTION BONDS IN THE COURT OF CHANCERY (.8); CONFERENCE CALL WITH THE COURT AND SUBSEQUENT DEBRIEFING (1.5); PREPARE OF COO'S AFFIDAVIT (.9); REVISE TRO BRIEF (.8); DRAFT AND REVISE SETTLEMENT (3.8).
BAYLISS AT	09/15/04	5.80	DRAFT AND REVISE SETTLEMENT AGREEMENT (4.6); REVISE TRO BRIEF IN PREPARATION FOR POTENTIAL FILING (1.2).
		66.00	
DARGITZ SD	09/03/04	0.80	CONFERENCES RE: LITIGATION STRATEGY.
DARGITZ SD	09/08/04	3.50	RESEARCH MOTION FOR EXPEDITED PROCEEDINGS (1.4); DRAFTING MOTION FOR EXPEDITED PROCEEDINGS AND RELATED LETTER TO COURT (2.1).
DARGITZ SD	09/09/04	7.70	RESEARCH TEMPORARY RESTRAINING ORDER BRIEF (5.7); REVISING LETTER TO COURT (.7); RESEARCH CONTRACT ISSUE FOR LETTER TO COURT (1.3).
DARGITZ SD	09/10/04	6.00	REVIEW DRAFT DOCUMENT REQUEST (.4); REVIEW DRAFT COMPLAINT AND RELATED MOTION PAPERS (.7); RESEARCHING TEMPORARY RESTRAINING ORDER BRIEF (2.6); DRAFTING TEMPORARY RESTRAINING ORDER BRIEF (2.3).
DARGITZ SD	09/13/04	11.70	EDIT DRAFT CONFIDENTIALITY ORDER (.4); EDIT COMPLAINT AND MOTION PAPERS (2.5); CONFERENCES RE: LITIGATION STRATEGY (1.4); RESEARCH FOR BRIEF IN SUPPORT OF MOTION FOR TRO (4.8); REVISE BRIEF IN SUPPORT OF MOTION FOR TRO (1.8); CALLS TO COURT RE: FILING (.8).
DARGITZ SD	09/14/04	4.50	FINALIZE COMPLAINT AND SUPPORTING PAPERS (.4); DISCUSS SETTLEMENT NEGOTIATIONS AND POSSIBLE TERMS OF SETTLEMENT (.6); RESEARCH FOR TRO BRIEF (1.2); DRAFT TRO BRIEF (2.3).
DARGITZ SD	09/15/04	0.60	REVIEWING DRAFT SETTLEMENT STIPULATION.
DARGITZ SD	09/16/04	0.30	LETTER TO V.C. LAMB.
		35.10	

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

DAY GR	09/07/04	1.30	REVISE MOTION TO EXTEND REMOVAL DEADLINE.
DAY GR	09/20/04	2.40	DRAFT AND CIRCULATE MEMO RE: LITIGATION ISSUES IN ANTICIPATION OF CONF. CALL RE: SAME.
		3.70	
DESGROSSEILLIER ML	09/01/04	8.30	REVIEW DOCUMENTS RE: RCN-CHICAGO VS. CITY OF CHICAGO.
DESGROSSEILLIER ML	09/02/04	10.30	REVIEW DOCUMENTS PRODUCED BY THE CITY OF CHICAGO (5.1); REVIEW DOCUMENTS PRODUCED BY RCN-CHICAGO IN PREPARATION FOR DEPOSITIONS (5.2).
DESGROSSEILLIER ML	09/03/04	2.70	REVIEW DISCOVERY FROM CITY OF CHICAGO (1.6); WORK ON LETTER RE: DOCUMENTS REQUESTED BUT NOT PROVIDED (.7); CONFERENCE CALL WITH CLIENT RE: LITIGATION STRATEGY (.4).
DESGROSSEILLIER ML	09/07/04	3.80	REVIEW DOCUMENTS PRODUCED BY THE CITY OF CHICAGO (1.4); WORK ON REQUEST FOR MISSING DOCUMENTS (.3); PREPARE FOR DEPOSITIONS OF SHOENBERGER AND RUTTER (2.1).
DESGROSSEILLIER ML	09/08/04	10.40	PREPARE FOR DEPOSITION OF SHOENBERGER (4.4); REVIEW DOCUMENTS TO BE PROVIDED BY RCN AND DOCUMENTS PROVIDED BY THE CITY OF CHICAGO (2.3); PREPARE FOR DEPOSITION OF E. RUTTER (3.7).
DESGROSSEILLIER ML	09/13/04	1.60	REVIEW DOCUMENTS RECEIVED FROM EDWARD RUTTER IN LITIGATION WITH CHICAGO (1.2); WORK ON ISSUES RE: CANCELLATION OF RUTTER DEPOSITION (.3); REVIEW STIPULATION RE: STANDSTILL AGREEMENT WITH THE CITY OF CHICAGO (.1).
DESGROSSEILLIER ML	09/14/04	1.20	REVIEW DOCUMENTS PROVIDED BY E. RUTTER IN LITIGATION WITH CITY OF CHICAGO.
DESGROSSEILLIER ML	09/15/04	2.90	REVIEW CERTAIN DOCUMENTS TO BE PROVIDED TO CITY OF CHICAGO (1.4); WORK ON PRIVILEGE ISSUES RE: SAME (.2); CONTINUE TO REVIEW DOCUMENTS PROVIDED BY E. RUTTER (1.3).
DESGROSSEILLIER ML	09/16/04	5.40	REVIEW DOCUMENTS TO BE PROVIDED TO THE CITY OF CHICAGO AND ADDRESS PRIVILEGE ISSUES RE: SAME (1.4); REVIEW CONFIDENTIALITY STIPULATION AND WORK ON RELATED ISSUES (1.3); CONTINUE TO REVIEW DOCUMENTS PROVIDED BY E. RUTTER (2.7).
DESGROSSEILLIER ML	09/17/04	2.90	REVIEW DOCUMENTS FROM E. RUTTER (2.2); WORK ON PRIVILEGE ISSUES (.7).

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

DESGROSSEILLIER ML	09/20/04	2.30	REVIEW DOCUMENTS PROVIDED BY E. RUTTER IN CHICAGO LITIGATION.
DESGROSSEILLIER ML	09/28/04	3.90	PREPARE/DRAFT PROTECTIVE COMPLAINT TO BE FILED IN THE NORTHERN DISTRICT OF ILLINOIS RE: CITY OF CHICAGO FRANCHISE LITIGATION (1.2); RESEARCH RE: SAME (.9); WORK ON ISSUES RE: MOTION TO STAY PROCEEDING AND BEGIN TO RESEARCH RE: SAME (.7); REVIEW DOCUMENTS PROVIDED BY E. RUTTER IN PREPARATION FOR POTENTIAL DEPOSITION (1.1).
DESGROSSEILLIER ML	09/29/04	8.70	PREPARE/DRAFT COMPLAINT FOR THE NORTHERN DISTRICT OF ILLINOIS RE: CHICAGO FRANCHISE AGREEMENTS (1.2); RESEARCH RE: SAME (1.4); REVIEW/REVISE SAME (.9); PREPARE/DRAFT MOTION RE: STAY OF ACTION IN ILLINOIS (2.9); RESEARCH RE: SAME (2.3).
DESGROSSEILLIER ML	09/30/04	6.50	CONTINUE TO REVIEW AND REVISE COMPLAINT AGAINST THE CITY OF CHICAGO (.7); WORK ON FILING ISSUES RELATED TO SAME (.9); CONTINUE TO WORK ON MOTION RE: STAY OF PROCEEDINGS (3.7); RESEARCH RE: SAME (1.2).
		70.90	
FAWKES TR	09/01/04	10.40	REVIEW DOCUMENTS PRODUCED BY CITY OF CHICAGO (8.9); TELECONFERENCE WITH D. ROYSTER, T. STEEL, P. PASSANANTE, P. THOMPSON, K. SMOOT, J. CARI AND OTHER RCN REPRESENTATIVES RE: CITY OF CHICAGO ADVERSARY PROCEEDING STATUS AND DISCOVERY ISSUES (.6); WORK ON EDITS TO RULE 26 DISCOVERY STIPULATION (.9).
FAWKES TR	09/02/04	10.10	REVIEW OF DOCUMENTS PRODUCED BY CITY OF CHICAGO (6.2); REVIEW RCN PRODUCTION FOR KEY DOCUMENTS IN PREPARATION FOR DEPOSITIONS AND TRIAL (3.4); TELECONFERENCE WITH D. ROYSTER, T. STEEL, P. PASSANANTE, P. THOMPSON, K. SMOOT, J. CARI AND OTHER RCN REPRESENTATIVES RE: CITY OF CHICAGO ADVERSARY PROCEEDING STATUS AND DISCOVERY ISSUES (.5).
FAWKES TR	09/03/04	2.10	COMPILE CITY OF CHICAGO KEY DOCUMENTS FOR REVIEW IN CONNECTION WITH DEPOSITION AND TRIAL PREPARATION (1.6); ATTENTION TO CITY OF CHICAGO'S FAILURE TO RESPOND TO CERTAIN OF RCN'S DOCUMENT REQUESTS (.5).

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

FAWKES TR	09/07/04	2.50	WORK ON OUTLINE FOR DEPOSITION OF JAMES MCVANE, ACTING CABLE ADMINISTRATOR, CITY OF CHICAGO (2.2); ATTENTION TO CITY OF CHICAGO DOCUMENT PRIVILEGE ISSUES (.3).
FAWKES TR	09/08/04	9.30	COMPLETE OUTLINE FOR DEPOSITION OF JAMES MCVANE, ACTING CABLE ADMINISTRATOR (2.3); WORK ON DRAFT OUTLINE FOR DEPOSITION OF NORMA I. REYES, CABLE COMMISSIONER AND COMMISSIONER, DEPARTMENT OF CONSUMER SERVICES (2.9); RESEARCH AND DRAFT MOTION TO COMPEL CITY OF CHICAGO'S COMPLIANCE WITH RCN AND RCN-CHICAGO REQUEST FOR PRODUCTION OF DOCUMENTS (4.1).
FAWKES TR	09/09/04	5.20	WORK ON EDITS TO MOTION TO COMPEL CITY OF CHICAGO'S COMPLIANCE WITH RCN AND RCN-CHICAGO REQUEST FOR PRODUCTION OF DOCUMENTS (.4); PREPARE DOCUMENTS RELATED TO RCN-CHICAGO ADVERSARY PROCEEDING (2.3); WORK ON EDITS TO DEPOSITION OUTLINES OF N. REYES, J. MCVANE, C. SHOENBERGER, AND E. RUTTER (2.1); REVIEW STATEMENTS MADE BY CAN-TV RE: RCN FRANCHISE AGREEMENT (.4).
FAWKES TR	09/13/04	1.90	ATTENTION TO PRODUCTION OF RCN AND RCN-CHICAGO DOCUMENTS TO RCN OFFICIAL COMMITTEE OF UNSECURED CREDITORS (.6); PREPARE T. OLSON FOR APPEARANCE AT CHICAGO CABLE COMMISSION MEETING ON SEPTEMBER 14 (1.3).
FAWKES TR	09/16/04	0.60	REVIEW DOCUMENTS FROM RCN-CHICAGO FOR ATTORNEY-CLIENT PRIVILEGE (.4); TELECONFERENCE WITH K. SMOOT RE: SAME (.2).
FAWKES TR	09/24/04	1.30	ATTENTION TO CITY OF CHICAGO DOCUMENT PRODUCTION AND REVIEW FOR PRIVILEGED DOCUMENTS (.7); ATTENTION TO RULE 26 STIPULATION BETWEEN RCN AND CITY OF CHICAGO AND RELEASE OF RCN DOCUMENTS TO CITY OF CHICAGO (.6).
FAWKES TR	09/27/04	0.60	ATTENTION TO PRODUCTION OF RCN DOCUMENTS TO CITY OF CHICAGO (.4); TELECONFERENCE WITH A. ENSCHEDE RE: SERVICE OF RCN RESPONSES TO CITY OF CHICAGO'S DISCOVERY REQUESTS, AND RCN RECEIPT OF CHICAGO'S RESPONSES (.2).
FAWKES TR	09/29/04	0.70	ATTENTION TO RCN PRODUCTION DOCUMENTS, AND CLAIMS OF ATTORNEY-CLIENT PRIVILEGE OF CERTAIN RCN INTERNAL STRATEGY MEMORANDA (.4); ATTENTION TO COMPLAINT TO BE FILED AGAINST CITY OF CHICAGO IN NORTHERN DISTRICT OF ILLINOIS (.3).

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

FAWKES TR	09/30/04	1.40	PREPARE DOCUMENTS IN ANTICIPATION OF FILING OF COMPLAINT FOR DECLARATORY AND INJUNCTIVE RELIEF AGAINST CITY OF CHICAGO IN THE DISTRICT COURT FOR THE NORTHERN DISTRICT OF ILLINOIS.
		46.10	
MORRIS FD	09/07/04	0.30	WORK RE: COMMITTEE INTERVENTION MOTION.
MORRIS FD	09/09/04	0.70	T.CONF. W/ J. KIDDOO RE: CHICAGO LITIGATION, CORP. ORGANIZATION ISSUES (.3); WORK RE: CHICAGO LITIGATION (.4).
MORRIS FD	09/13/04	0.50	REVIEW PROPOSED STIPULATIONS W/ CITY OF CHICAGO (.3); WORK RE: CHICAGO LITIGATION SCHEDULING MATTERS (.2).
MORRIS FD	09/16/04	0.20	REVIEW MOTION TO EXTEND REMOVAL DEADLINE.
		1.70	
ORY SS	09/01/04	2.10	ATTENTION TO FINAL DRAFT RESPONSES TO DISCOVERY REQUESTS (.5); ATTENTION TO RULE 26 STIPULATION REVISION (.7); TC WITH A. ENSCHEDE REGARDING DISCOVERY ISSUES AND POTENTIAL STANDSTILL (.4); TC WITH D. ROYSTER, K. SMOOT REGARDING SAME (.5).
ORY SS	09/02/04	0.80	ATTENTION TO REVIEW OF DOCUMENTS PRODUCED BY CHICAGO (.3); TC WITH D. ROYSTER AND K. SMOOT REGARDING CURRENT STATUS OF DISCUSSIONS WITH CITY (.5).
ORY SS	09/03/04	0.90	TC WITH A. ENSCHEDE REGARDING PRIVILEGE ISSUES, STAND STILL, RULE 26 STIPULATION (.4); TC WITH D. ROYSTER AND K. SMOOT REGARDING STATUS OF NEGOTIATIONS WITH CHICAGO (.5).
ORY SS	09/05/04	0.20	CONTACT E. RUTTER REGARDING DOCUMENTS.
ORY SS	09/06/04	0.30	TC WITH D. SULLIVAN REGARDING COMMITTEE INTERVENTION.
ORY SS	09/07/04	0.90	TC WITH R. WEBSTER REGARDING SUBPOENA FOR DEPOSITION (.3); TC WITH A. ENSCHEDE REGARDING SAME AND STATUS OF STANDSTILL ISSUES (.3); ATTENTION TO DEPOSITION PREPARATION (.3).

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

ORY SS	09/08/04	1.60	TC WITH J. PACE REGARDING SHOENBERGER DEPOSITION (.3); TC WITH E. RUTTER REGARDING DOCUMENTS (.3); ATTENTION TO 30(B)(6) DESIGNATION ISSUES (.2); ATTENTION TO STRATEGY RELATED TO SHOENBERGER NOT BEING PRODUCED (.4); TC WITH A. ENSCHEDE REGARDING SHOENBERGER DEPOSITION, STAND STILL, STANDSTILL MEETING (.4).
ORY SS	09/09/04	3.70	ATTENTION TO MOTION TO COMPEL (.4); ATTENTION TO DEPOSITION OUTLINES (.4); PREPARE CORRESPONDENCE TO A. ENSCHEDE OUTLINING DISCOVERY ISSUES, NEED TO PRESENT ISSUES TO COURT (.5); ATTENTION TO REGULATORY REPORTING FORM ISSUES (.2); TELEPHONE CONFERENCES WITH A. ENSCHEDE REGARDING STANDSTILL MEETING (.8); ATTENTION TO CANTV CAMPAIGN TACTICS, REYES STATEMENTS (.5); TC WITH K. SMOOT REGARDING STANDSTILL CONFERENCE (.3); REVIEW CONFIDENTIALITY AGREEMENT AND PREPARE FOR STANDSTILL CONFERENCE (.6).
ORY SS	09/10/04	7.40	PREPARE FOR STANDSTILL CONFERENCE (.5); REVISE CONFIDENTIALITY AGREEMENT (.4); MEETING WITH D. ROYSTER, K. SMOOT, T. MACKAY AND OTHERS TO PREPARE FOR STANDSTILL CONFERENCE (3.5); STANDSTILL CONFERENCE (2.5); NEGOTIATE STANDSTILL PROVISIONS WITH A. ENSCHEDE (.5).
ORY SS	09/12/04	0.70	DRAFT STANDSTILL STIPULATION.
ORY SS	09/13/04	0.50	ATTENTION TO STANDSTILL ISSUES (.3); CONTACT R. WEBSTER REGARDING SAME (.2).
ORY SS	09/27/04	0.50	ATTENTION TO DISCUSSIONS WITH CITY OF CHICAGO REGARDING ISSUES BEING LITIGATED.
ORY SS	09/28/04	1.00	FURTHER ATTENTION TO DISCUSSIONS REGARDING LITIGATION WITH CHICAGO (1.0).
ORY SS	09/29/04	0.30	ATTENTION TO DEPOSITION ISSUES (.3).
ORY SS	09/30/04	0.60	ATTENTION TO SHADOW COMPLAINT AGAINST CHICAGO TO BE FILED IN N.D. OF ILLINOIS (.6).
		21.50	
Total Associate		245.00	

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

KRECH DA	09/08/04	3.20	REVISE DRAFT OF MOTION FOR EXPEDITED PROCEEDINGS (.8); ASSIST WITH DRAFTING OF NOTICES, MOTIONS & PROPOSED ORDERS FOR NEW RCN MATTER (2.4).
KRECH DA	09/09/04	0.60	ASSIST TO CREATE DRAFT OF MOTION FOR PROCESS SERVER.
KRECH DA	09/13/04	5.40	ASSIST W/ FILING OF VERIFIED COMPLAINT FOR DECLARATORY AND INJUNCTIVE RELIEF, TEMPORARY RESTRAINING ORDER, MOTION FOR EXPEDITED PROCEEDINGS AND ACCOMPANYing PAPERS.
KRECH DA	09/15/04	2.30	ASSIST W/ FILING OF SUMMONS ON PEPCO COMMUNICATIONS, LLC. (.7); CITECHECK BRIEF IN SUPPORT OF TEMPORARY RESTRAINING ORDER (1.6).
KRECH DA	09/16/04	0.50	ASSIST W/ FILING OF SUMMONS (PEPCO COMMUNICATIONS, LLC) WITH COMPLETED AFFIDAVIT OF PERSONAL SERVICE.
		12.00	
Total Legal Assistant		12.00	
TOTAL TIME		<u>435.40</u>	

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

RCN Corporation (DIP)
Nonworking Travel Time

Bill Date: 10/13/04
Bill Number: 1029909

NAME	DATE	HOURS	DESCRIPTION
DAVIS EM	09/10/04	2.05	TRAVEL BACK FROM SETTLEMENT CONF. (4.1) .
		2.05	
Total Partner		2.05	
MCDERMOTT MA	09/02/04	1.40	FROM NEW YORK TO CHICAGO (2.8) .
MCDERMOTT MA	09/06/04	2.10	TRAVEL FROM CHICAGO TO NEW YORK (4.2) .
MCDERMOTT MA	09/07/04	2.45	TRAVEL FROM NEW YORK TO CHICAGO (5.4 - DELAYS) (4.9) .
MCDERMOTT MA	09/08/04	1.70	TRAVEL FROM CHICAGO TO NEW YORK (3.4) .
MCDERMOTT MA	09/10/04	1.95	TRAVEL FROM NEW YORK TO CHICAGO (3.9) .
MCDERMOTT MA	09/13/04	2.20	TRAVEL FROM CHICAGO TO NEW YORK (4.4) .
MCDERMOTT MA	09/17/04	1.05	FROM NEW YORK TO CHICAGO (2.1) .
MCDERMOTT MA	09/20/04	2.45	FROM CHICAGO TO NEW YORK - DELAYS (4.9) .
MCDERMOTT MA	09/24/04	2.10	TRAVEL FROM NEW YORK TO CHICAGO (4.2) .
MCDERMOTT MA	09/26/04	1.80	TRAVEL FROM CHICAGO TO NEW YORK (3.6) .
MCDERMOTT MA	09/30/04	2.70	TRAVEL FROM NEW YORK TO CHICAGO (5.4) .
		21.90	
Total Counsel		21.90	
DESGROSSEILLIER ML	09/01/04	2.00	TRAVEL TO CHICAGO FOR DOCUMENT REVIEW (5.5) .
DESGROSSEILLIER ML	09/02/04	2.65	RETURN TO WILMINGTON FROM CHICAGO (5.3) .
		4.65	
Total Associate		4.65	
TOTAL TIME		<u>28.60</u>	

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

RCN Corporation (DIP)
Regulatory and SEC Matters

Bill Date: 10/13/04
Bill Number: 1029909

NAME	DATE	HOURS	DESCRIPTION
MATZ TJ	09/02/04	0.50	CORRESPONDENCE RE: LOCAL FRANCHISE AUTHORITIES AND TRANSFERS OF OPERATIONS (.2); WORK ON SAME (.3).
		0.50	
MCDERMOTT MA	09/02/04	0.20	REVIEW CORRESPONDENCE RE: STATUS OF REGULATORY APPROVALS AND STRATEGY IN CONNECTION W/ SAME.
MCDERMOTT MA	09/27/04	0.20	ATTENTION TO REGULATORY APPROVAL PROCESS AND TIMING OF SAME.
		0.40	
Total Counsel		0.90	
GREEBEL RA	09/01/04	1.10	SPOKE W/ M. GERBER RE: INDEPENDENCE OF DIRECTORS (.3); REVIEWED '34 ACT STANDARDS AND OTHER MATERIAL ON DIRECTOR INDEPENDENCE (.8).
GREEBEL RA	09/14/04	3.90	CONVERSATION W/ P. BRADSHAW RE: STARPOWER 8-K (.3); CONVERSATION W/ R. MORRIS RE: S-1 AND REG RIGHTS AGREEMENT (.9); REVIEW S-1 AND S-3 REQUIREMENTS (2.2); REVIEW MEMO FROM S. TOUSSI (.5).
GREEBEL RA	09/20/04	7.40	REVIEW SECURITIES LAWS RE: 8-K (.9); DRAFT 8-K AND REVISED 8-K (4); CONVERSATIONS W/P. BRADSHAW RE: 8-K (1.2); CONVERSATIONS AND MET W/ R. MORRIS RE: 8-K (.5); CONVERSATIONS AND MET W/ E. MICHAEL RE: 8-K (.8).
GREEBEL RA	09/21/04	9.20	CONVERSATIONS W/ P. BRADSHAW RE: 8-K (1); CONVERSATIONS AND MEETINGS W/ E. MICHAEL RE: 8 8-K (.9); REVISING 8-K (2); MET W/ H. ELLIN RE: 8-K (.1); MET W/ D. ROYSTER RE: 8-K (.2); RESEARCH DRAFT MEMO RE: QUESTIONS POSED REGARDING INDEPENDENCE OF A DIRECTOR (5).
GREEBEL RA	09/22/04	4.60	SPOKE W/J. BAKER RE: 8-K (.1); SPOKE W/ R. MORRIS RE: 8-K (.1); RESEARCH AND WRITE MEMO RE: DIRECTOR INDEPENDENCE (4.4).
GREEBEL RA	09/23/04	2.80	CONVERSATIONS W/ P. BRADSHAW (.5); H. ELLIN (.5) AND E. MICHAEL (.1) RE: IND DIRECTOR RESEARCH; CONTINUED RESEARCH RE: IND DIRECTOR MEMO (1.5); SPOKE W/ L. KAUFMAN RE: IND DIRECTOR MEMO (.2).

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

GREEBEL RA	09/27/04	1.50	CONVERSATION W/P. HOGAN RE: SOX SEC 404 (.3); BEGAN REVIEWING SOX 404 (.4) CONTINUED REVISING IND. DIRECTOR MEMO (.8).
GREEBEL RA	09/28/04	4.30	CONVERSATIONS W/H. ELLIN (.2); CONVERSATIONS W/E. MICHAEL (.4); CONVERSATION W/P. HOGAN (.1); BEGAN RESEARCHING SECURITIES LAW ISSUE (2.5); CONVERSATION W/M. GERBER (.2); CONTINUED DRAFTING MEMO RE: IND DIRECTORS (.9).
GREEBEL RA	09/29/04	4.30	CONVERSATIONS W/H. ELLIN (.2), M. GERBER (.1), R. MORRIS (.1), P. HOGAN (.3); PREPARED FOR CALL W/P. HOGAN (.3); CONTINUED RESEARCH ON SECURITIES LAW ISSUE (.3); CONTINUED DRAFTING MEMO ON IND. DIRECTOR (3).
GREEBEL RA	09/30/04	2.30	CONTINUED REVISING AND RESEARCHING IND. MEMO (2); SPOKE W/J. BAKER (.2); SPOKE W/H. ELLIN (.1).
		41.40	
MICHAEL EA	09/08/04	0.40	WORK RE: ANCILLARY DOCUMENTS.
MICHAEL EA	09/15/04	2.00	REVIEW OF SECURITIES LAWS FOR TIMELY FILING ISSUE AND REG RIGHTS SUMMARY.
MICHAEL EA	09/20/04	1.50	REVIEW OF NEW 8K RULES AND WORK ON 8K FILING.
MICHAEL EA	09/21/04	2.10	REVIEW OF 8K AND RULES FOR DISCLOSURE (1.5); REVIEW OF REG RIGHTS AGREEMENT (.6).
		6.00	
MORRIS FD	09/01/04	0.30	TC W/ P. BRADSHAW RE: FCC APPROVAL REQUIREMENTS.
MORRIS FD	09/02/04	1.30	TC W/ J. KIDDOO RE: REGULATORY APPLICATIONS (FCC AND STATE), LOCAL FRANCHISE AUTHORITY ISSUES (.7); WORK AND ANALYSIS RE: REGULATORY ISSUES IMPACTING PLAN (.6).
MORRIS FD	09/09/04	1.60	WORK RE: REGULATORY CHANGE OF CONTROL APPROVALS (.5); TC W/ D. ROYSTER, P. BRADSHAW, W. QUILL RE: REGULATORY APPLICATIONS (.6); TC W/ D. ROYSTER RE: REGULATORY MATTERS, CORPORATE ORGANIZATION, CHICAGO LITIGATION (.5).
MORRIS FD	09/14/04	0.40	TC W/ J. KIDDOO, W. QUILL RE: FCC APPROVAL (.2); TC W/ J. KIDDOO, D. SULLIVAN, W. QUILL RE: FCC APPROVAL ISSUES (.2).

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

MORRIS FD	09/20/04	2.00	REVISE FCC TRANSFER APPROVAL APPLICATION AND WORK RE: SAME (1.0); TC W/ W. QUILL RE: SAME (0.2); REVISE STATE REGULATORY TRANSFER APPLICATION (0.4); TC W/ W. QUILL RE: SAME (0.4).
MORRIS FD	09/23/04	1.40	REVIEW AND REVISE FCC CONSENT APPLICATION AND RELATED REGULATORY ANALYSIS (1.0); LETTER TO W. QUILL RE: SAME (.2); TC W/ W. QUILL RE: SAME (.2).
		7.00	
TOUSSI S	09/12/04	2.90	REVIEW AND ANALYZE REGISTRATION RIGHTS AGREEMENT AND WARRANT AGREEMENT FOR SECURITIES ISSUES (.7); PREPARE MEMO RE: SAME (1.2); RESEARCH SECURITIES LAW ISSUES (1).
		2.90	
Total Associate		57.30	
TOTAL TIME		<u>58.20</u>	

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

RCN Corporation (DIP)
Reorganization Plan/Plan Sponsors

Bill Date: 10/13/04
Bill Number: 1029909

NAME	DATE	HOURS	DESCRIPTION
BAKER DJ	09/03/04	1.60	REVIEW OF PLAN OF REORGANIZATION.
BAKER DJ	09/09/04	1.60	WORK WITH RESPECT TO PLAN OF REORGANIZATION ISSUES.
BAKER DJ	09/15/04	0.40	REVIEW DRAFT EXCLUSIVITY PLEADINGS.
BAKER DJ	09/22/04	0.30	TELEPHONE CALL D. SULLIVAN REGARDING EXCLUSIVITY ISSUES.
BAKER DJ	09/23/04	1.00	TELEPHONE CALL S. KIRPALANI REGARDING EXCLUSIVITY ISSUES (.3); TELEPHONE CALL B. BOSTROM AND A. FASOLA REGARDING HEARING DATE FOR EXCLUSIVITY (.4); PREPARE AND TRANSMIT MEMORANDUM TO COMMITTEE COUNSEL REGARDING HEARING DATE FOR EXCLUSIVITY (.3).
BAKER DJ	09/27/04	7.20	WORK ON DRAFT OF LETTER REGARDING PLAN ISSUES AND REVISIONS TO SAME (6.2); CONFERENCE CALL WITH A. FASOLA, J. DUBEL AND D. ROYSTER REGARDING PROPOSED PLAN ISSUES (.5); TELEPHONE CALL D. DUNNE AND S. KIRPALANI REGARDING PLAN LETTER AND RELATED ISSUES (.5).
BAKER DJ	09/28/04	5.60	PREPARE FOR MEETINGS RELATED TO PLAN ISSUES WITH A. FASOLA AND J. DUBEL (1.1); ATTEND MEETINGS REGARDING PLAN WITH A. FASOLA, J. DUBEL AND B. BOSTROM (2.8); TELEPHONE CALL S. KIRPALANI AND D. DUNNE REGARDING COMMITTEE RESPONSE TO PLAN ISSUES RAISED BY DEBTORS (.4); FURTHER MEETING WITH B. BOSTROM, A. FASOLA & J. DUBEL REGARDING PLAN ISSUES (.8); TELEPHONE CALL S. KIRPALANI WITH RESPECT TO RESPONSE OF DEBTORS TO ISSUES RAISED BY COMMITTEE REGARDING PLAN (.4).
BAKER DJ	09/29/04	2.50	TELEPHONE CALL S. KIRPALANI WITH RESPECT TO COMMITTEE POSITION ON PLAN ISSUES (.3); TELEPHONE CALL A. FASOLA REGARDING PLAN ISSUES (.3); WORK ON REVISIONS TO DRAFT LETTER REGARDING PLAN ISSUES (1.0); TELEPHONE CALL J. DUBEL WITH RESPECT TO PLAN ISSUES (.3); TELEPHONE CALL D. DUNNE WITH RESPECT TO CHANGES REQUESTED BY COMMITTEE REGARDING PLAN ISSUES (.2); TELEPHONE CALL B. BOSTROM AND A. FASOLA REGARDING PLAN ISSUES (.4).

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

BAKER DJ	09/30/04	2.30	CONTINUE WORK ON REVISIONS OF LETTER TO BE SENT TO COMMITTEE REGARDING PLAN ISSUES (1.6); TELEPHONE CALL A. FASOLA WITH RESPECT TO PLAN ISSUES (.4); TELEPHONE CALL B. BOSTROM REGARDING PLAN ISSUES (.3).
		22.50	
ST. CLAIR JG	09/01/04	0.80	REVIEW AND COMMENT ON DRAFT KEY DATES/TIMELINE FOR CONFIRMATION.
ST. CLAIR JG	09/03/04	0.20	REVIEW REGULATORY COMMENTS TO PLAN LANGUAGE.
ST. CLAIR JG	09/13/04	2.10	WORK ON REGISTRATION RIGHTS AGREEMENT ISSUES.
		3.10	
STRAUS AG	09/21/04	1.50	REVIEW OF PLAN MATERIALS.
STRAUS AG	09/22/04	3.60	TC J. DUBEL (.5); EMAIL CORRESPONDENCE F MORRIS (.2); CONTINUING REVIEW AND REVISION OF D/S LANGUAGE RE: FINANCING (2.5); TC M MCDERMOTT RE: STRUCTURE OF COMMITMENT BY COMMITTEE MEMBERS (.4).
STRAUS AG	09/30/04	0.20	EXCHANGE W/ S. TOUSSI.
		5.30	
Total Partner		30.90	
MATZ TJ	09/01/04	0.40	CALLS WITH CHAMBERS RE: CONFIRMATION TIMELINE (.3); FOLLOW UP CORRESPONDENCE RE: SAME (.1).
MATZ TJ	09/08/04	0.80	WORK ON PLAN CONFIRMATION MEMORANDUM AND ORDER REQUIREMENTS.
MATZ TJ	09/09/04	2.00	CALL WITH D. SULLIVAN RE: PLAN ANCILLARY DOCUMENTS (.2); WORK ON SAME (.7); DISCUSSION WITH A. HORVAT RE: CONFIRMATION TIMELINE (.3); DISTRIBUTE SAME (.2); DISCUSSIONS WITH R. MCWILLIAMS, A. HORVAT, D. KORTREY AND J. WRIGHT RE: PLAN TREATMENT OF EXECUTORY CONTRACTS AND DILIGENCE RE: SAME (.6).
MATZ TJ	09/10/04	0.40	CALL WITH A. HORVAT RE: PLAN REVISIONS.
MATZ TJ	09/13/04	0.80	WORK ON RIGHTS OFFERING MATTER, EXECUTORY CONTRACTS PROVISIONS.
MATZ TJ	09/14/04	0.40	CALL WITH A. HORVAT RE: TREATMENT OF EXECUTORY CONTRACTS AND REVISE SAME.

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

MATZ TJ	09/27/04	0.50	CORRESPONDENCE WITH D. SULLIVAN RE: EXCLUSIVITY MOTION (.1); WORK ON EXCLUSIVITY "BRIDGE" ORDER (.3); CALL WITH J. MILLERMAN RE: SCHEDULING (.1).
		5.30	
MCDERMOTT MA	09/10/04	0.50	ANALYZE OPTIONS IN CONNECTION W/ POTENTIAL RIGHTS OFFERING UNDER PLAN.
MCDERMOTT MA	09/13/04	0.40	ATTENTION TO PLAN SUPPLEMENT DOCUMENTS AND STATUS OF SAME (.2); STRATEGIZE IN CONNECTION W/ EXCLUSIVITY (.2).
MCDERMOTT MA	09/14/04	0.70	CONSIDER OPTIONS IN CONNECTION W/ RIGHTS OFFERING AND RELATED ITEMS UNDER PLAN (.4); ATTENTION TO EXCLUSIVITY MATTERS (.3).
MCDERMOTT MA	09/15/04	1.90	REVIEW/REVISE DRAFT OF MOTION TO EXTEND EXCLUSIVITY (1.2); DISCUSSION J. BAKER RE: SAME AND TIMING (.2); CONSIDER ISSUES IN CONNECTION W/ REGISTRATION RIGHTS AGREEMENT AND RIGHTS OFFERING (.2); FURTHER ATTENTION TO EXCLUSIVITY MOTION (.3).
MCDERMOTT MA	09/16/04	2.60	REVIEW/REVISE DRAFT OF PLAN OF REORGANIZATION.
MCDERMOTT MA	09/17/04	2.90	CONTINUE REVIEW/REVISION OF PLAN OF REORGANIZATION (.4); ANALYZE OPTIONS IN STRUCTURING SAME, INCLUDING FINANCING AND POTENTIAL RIGHTS MATTERS (2.3); ATTENTION TO PLAN SUPPLEMENT MATERIALS (.2).
MCDERMOTT MA	09/18/04	1.20	ANALYZE OPTIONS IN CONNECTION /W RIGHTS OFFERING AND SECURITIES EXEMPTIONS.
MCDERMOTT MA	09/20/04	0.20	REVIEW/REVISE PLAN OF REORGANIZATION.
MCDERMOTT MA	09/21/04	0.20	ATTENTION TO PLAN SUPPLEMENT DOCUMENTS: WARRANT AGREEMENT, REGISTRATION RIGHTS AGREEMENT, AND CERTIFICATES AND BY-LAWS.
MCDERMOTT MA	09/23/04	0.30	CONSIDER 1145 EXEMPTION RE: MANAGEMENT INCENTIVE OPTIONS (.1); ATTENTION TO STRUCTURE RE: SALES OF CONVERTIBLE SECOND-LIEN NOTES TO ACCREDITED INVESTORS (.2).
MCDERMOTT MA	09/26/04	0.20	REVIEW/REVISE PLAN OF REORGANIZATION RE: REFLECTION OF POSSIBLE STRATEGIC ALTERNATIVES.
MCDERMOTT MA	09/28/04	1.60	REVIEW/REVISE DRAFT PLAN OF REORGANIZATION.

12.70

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

Total Counsel		18.00	
DAY GR	09/07/04	0.40	REVIEW PLAN ISSUES RE: EXEC CONTRACTS.
		0.40	
GREEBEL RA	09/09/04	0.90	CONVERSATION W/R. MORRIS AND E. MICHAEL RE: ANCILLARY DOCS (.5); CONVERSATION W/ E. MICHAEL RE: ANCILLARY DOCS (.2); CONVERSATION W/S. TOUSSI RE: ANCILLARY DOCS (.2).
GREEBEL RA	09/10/04	0.50	CONVERSATION W/ S. TOUSSI RE: ANCILLARY DOCS (.3); CONVERSATION W/ E. MICHAEL RE: ANCILLARY DOCS (.2).
GREEBEL RA	09/13/04	3.10	BEGAN REVIEWING REG RIGHTS AGREEMENT AND S-1 RULES TO DETERMINE OBLIGATIONS ON RCN (2.5); CONVERSATION W/ S. TOUSSI (.1); CONVERSATIONS W/ E. MICHAEL (.3); CONVERSATIONS W/ R. MORRIS (.2).
GREEBEL RA	09/23/04	0.50	CONVERSATIONS W/M. MCDERMOT RE: REG RIGHTS AGREEMENT (.2); CONVERSATIONS W/ R. MORRIS RE: REG RIGHTS AGREEMENT (.3).
GREEBEL RA	09/24/04	0.60	MEETING W/RCN TEAM AND DISCUSSED ANCILLARY DOCS (.4); SPOKE W/M. MCDERMOT (.2).
		5.60	
KELLY BP	09/14/04	1.50	REVIEW AND DISCUSS PLAN (.8); CORRESPONDENCE W/ 3RD PARTY RE: PLAN PROVISIONS (.7).
		1.50	
MORRIS FD	09/01/04	2.50	PREPARATION RE: COMMITTEE CALL (0.6); TC W/ T. HORVAT RE: EXEC CONTRACTS, PLAN (0.2); TC W/ D. SULLIVAN, CTA, D. KORTREY, A. HORVAT, G. SCHAFER RE: EXECUTORY CONTRACTS, PLAN (0.5); TC W/ T. HORVAT RE: PLAN, EXECUTORY CONTRACTS (0.4); TC W/ D. SULLIVAN RE: PLAN, EXEC CONTRACTS, SUB PROTOCOL MOTION (0.2); TC W/ G. SCHAFER RE: PLAN, EXEC CONTRACTS (0.2); LETTER TO A. HORVAT, J. DUBEL, D. ROYSTER RE: CONFIRMATION/SOLICITATION TIMELINE (0.4).
MORRIS FD	09/02/04	0.60	TC W/ D. SULLIVAN RE: PLAN (.2); WORK RE: CONFIRMATION TIMELINE (.4).
MORRIS FD	09/06/04	0.40	WORK RE: PREPARATION FOR SOLICITATION.

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

MORRIS FD	09/07/04	0.50	TC W/ R. MASON RE: PLAN TREATMENT (.2); WORK RE: SOLICITATION ISSUES (.3).
MORRIS FD	09/09/04	0.80	TC W/ B. HAGGERTY RE: PLAN (.2); WORK RE: PLAN SUPPLEMENT DOCUMENTS (.6).
MORRIS FD	09/10/04	0.60	WORK RE: PLAN SUPPLEMENT DOCUMENTS.
MORRIS FD	09/13/04	0.60	WORK RE: PLAN ISSUES, EXCLUSIVITY (.6).
MORRIS FD	09/14/04	1.10	WORK RE: REGISTRATION RIGHTS AGREEMENT (1.1).
MORRIS FD	09/15/04	0.30	WORK RE: REGISTRATION RIGHTS AGREEMENT (.3).
MORRIS FD	09/16/04	0.20	REVIEW EXCLUSIVITY EXTENSION MOTION.
MORRIS FD	09/17/04	0.50	TC W/ J. DUBEL RE: PLAN (.2); WORK RE: PLAN (.3).
MORRIS FD	09/21/04	7.30	MEETINGS W/ A. FASOLA, R. BOSTROM, B. BAR-COHEN, B. HAGGERTY, S. KORANGY, J. DUBEL, A. HORVAT, D. ROYSTER, OTHERS RE: PLAN, CONFIRMATION TIMELINE, PREPARATION FOR COMMITTEE CALL, 8-K, EXIT FACILITY, CLAIMS RECONCILIATION, RESULTS OF COMMITTEE CALL AND NEXT STEPS, ETC. (5.9); TC W/ G. SINGER, D. SCHALL, D. DUNNE, E. EDIDIN, D. SUDOCK, D. RETTER, S. HOROWITZ, D. NEIER, R. BOSTROM, J. BAKER, J. DUBEL, OTHERS RE: PLAN, CONFIRMATION TIMELINE, SUBSIDIARY ISSUES, CLAIMS, DISCLOSURE STATEMENT, ETC. (1.4).
MORRIS FD	09/22/04	2.00	LETTER TO J. DUBEL RE: PLAN SUPPLEMENT DOCS (0.2); TC W/ D. SULLIVAN RE: PLAN, EXCLUSIVITY REQUEST, SUBSIDIARY PROTOCOL MOTION (0.2); TC W/ J. DUBEL RE: EXCLUSIVITY, COMMITTEE ISSUES (0.2); TC W/ J. DUBEL RE: PLAN (0.3); TC W/ B. HAGGERTY RE: PLAN (0.2); TC W/ R. SAROFF RE: DISCLOSURE STATEMENT OBJECTION (0.2); WORK RE: PLAN, CONFIRMATION, SOLICITATION ISSUES (0.7).
MORRIS FD	09/23/04	1.80	TC W/ S. KORANGY RE: PROJECTIONS (0.1); TC W/ S. KORANGY, M. MCDERMOTT, J. DUBEL, B. HAGGERTY RE: MODEL, PROJECTIONS (0.5); TC W/ A. HORVAT RE: PLAN (0.2); TC W/ D. ROYSTER RE: PLAN, MANAGEMENT CHANGES, 8-K (0.7); TC W/ D. NEIER RE: PLAN ISSUES (0.3).
MORRIS FD	09/24/04	3.20	WORK RE: PLAN (2.7); MULT. T.CONFS. W/ T. HORVAT RE: PLAN, DISCLOSURE STATEMENT (0.5).

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

MORRIS FD	09/27/04	0.70	WORK RE: PLAN ISSUES (.5); TC W/ B. HAGGERTY RE: PLAN (.2).
MORRIS FD	09/29/04	0.50	WORK RE PLAN ISSUES (0.3); TC W/ UBS RE SOLICITATION QUESTIONS (0.2).
MORRIS FD	09/30/04	0.20	WORK RE STOCK TRANSFER AGENT RETENTION.
		23.80	
SILVERBERG BS	09/12/04	3.20	DRAFT MOTION TO EXTEND EXCLUSIVITY PERIODS.
SILVERBERG BS	09/13/04	1.50	REVIEW AND REVISE MOTION TO EXTEND EXCLUSIVITY.
SILVERBERG BS	09/15/04	2.50	REVIEW AND FINALIZE EXTENSION OF EXCLUSIVITY MOTION.
		7.20	
TOUSSI S	09/08/04	1.50	ADDRESS PLAN DISTRIBUTION ISSUES.
TOUSSI S	09/22/04	3.00	EDIT AND REVISE SECTIONS OF PLAN TO CONFORM TO DISCLOSURE STATEMENT (2.0); RESEARCH ISSUES RE SAME (1.0).
TOUSSI S	09/24/04	3.50	EDIT AND REVISE PLAN TO CONFORM CHANGES TO DISCLOSURE STATEMENT, ADDRESS ISSUES RE VARIOUS CLASSES AND CLASS TREATMENT.
		8.00	
Total Associate		46.50	
TOTAL TIME		<u>95.40</u>	

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

RCN Corporation (DIP)
Reports and Schedules

Bill Date: 10/13/04
Bill Number: 1029909

NAME	DATE	HOURS	DESCRIPTION
MATZ TJ	09/02/04	0.30	REVIEW AND COMMENT ON SCHEDULES AND SOFAS FOR SUBSEQUENT DEBTORS (RCN ENTERTAINMENT ET AL).
MATZ TJ	09/08/04	1.10	DISCUSSION WITH A. HORVAT RE: SCHEDULES, FINALIZATION AND FILING (.3); REVIEW SAME (.8).
MATZ TJ	09/09/04	0.20	WORK ON FINALIZING ADDITIONAL DEBTORS SCHEDULES AND SOFAS.
MATZ TJ	09/15/04	0.20	CALLS WITH A. HORVAT RE: MONTHLY OPERATING REPORT.
MATZ TJ	09/29/04	0.60	REVIEW AND REVISE DRAFT AUGUST MONTHLY OPERATING REPORT (.3); CALL WITH B. WORALL & JULIE RE: SAME (.3).
		2.40	
Total Counsel		2.40	
DAY GR	09/03/04	1.20	REVIEW AND REVISE SCHEDULES AND STATEMENTS.
DAY GR	09/07/04	0.50	REVIEW AND REVISE SCHEDULES AND STATEMENTS.
		1.70	
Total Associate		1.70	
TOTAL TIME		<u>4.10</u>	

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

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

Bill Date: 10/13/04
Bill Number: 1029909

NAME	DATE	HOURS	DESCRIPTION
BAKER DJ	09/10/04	0.80	WORK ON BILLING ISSUES.
BAKER DJ	09/13/04	0.80	CONFERENCES M. MCDERMOTT, G. DAY, AND R. MORRIS WITH RESPECT TO BILLINGS.
BAKER DJ	09/14/04	0.80	WORK ON DRAFT BUDGET FOR CASE.
BAKER DJ	09/16/04	1.00	WORK ON BILLING ISSUES.
BAKER DJ	09/17/04	1.00	WORK ON BILLING AND FEE STATEMENT ISSUES.
BAKER DJ	09/22/04	1.20	WORK ON BILLING AND FEE APPLICATION ISSUES.
BAKER DJ	09/28/04	0.70	CONFERENCE J. DUBEL WITH RESPECT TO BILLING ISSUES (.7).
BAKER DJ	09/29/04	1.10	WORK ON BILLING AND FEE APPLICATION ISSUES (1.1).
		7.40	
Total Partner		7.40	
MCDERMOTT MA	09/07/04	0.20	ATTENTION TO MATTERS CONCERNING SUPPLEMENTAL AFFIDAVIT.
MCDERMOTT MA	09/08/04	1.30	ATTENTION TO UPDATED SUPPLEMENTAL DISCLOSURE AFFIDAVIT (.1); PREPARE AUGUST FEE PACKAGE/INTERIM ORDER (1.2).
MCDERMOTT MA	09/09/04	0.40	CONTINUED REVIEW OF AUGUST TIME DETAIL FOR INTERIM FEE APPLICATION.
MCDERMOTT MA	09/14/04	0.50	REVIEW/REVISE SUPPLEMENTAL DISCLOSURE AFFIDAVIT FOR J. BAKER (.2); PREPARE ITEMS FOR GO-FORWARD BUDGET PER D. ROYSTER (.3).
MCDERMOTT MA	09/15/04	0.20	ATTENTION TO INTERIM FEE MATTERS PER COURT ORDER AND D. ROYSTER.
MCDERMOTT MA	09/16/04	0.10	ATTENTION TO FEE STATEMENT PER COURT ORDER.
MCDERMOTT MA	09/17/04	0.10	ATTENTION TO INTERIM FEE STATEMENT.
MCDERMOTT MA	09/21/04	0.20	ATTENTION TO INTERIM FEE COMPENSATION PER COURT ORDER.
		3.00	
Total Counsel		3.00	
AGARWAL K	09/13/04	1.00	WORK ON CREDITORS CONFLICTS CHECK CHART.

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

AGARWAL K	09/17/04	7.60	WORK ON FEE STATEMENT RUN RATE ANALYSIS; RUN RCN CREDITOR CONFLICTS AND BEGIN CONFLICTS CHECK (2.5).
AGARWAL K	09/20/04	1.20	WORK ON CREDITOR CONFLICTS CHART.
AGARWAL K	09/21/04	6.60	WORK ON FEE STATEMENT RUN RATE ANALYSIS (2.4); WORK ON CONFLICTS CHART (4.2).
AGARWAL K	09/22/04	1.90	CONTINUE WORK ON CONFLICTS CHART (1.5); UPDATE SUMMARY OF FEES CHART (.4).
AGARWAL K	09/23/04	2.20	FINISH FEE STATEMENT ANALYSIS.
AGARWAL K	09/24/04	0.50	UPDATE FEE'S ANALYSIS CHART.
		21.00	
DAY GR	09/13/04	4.80	REVIEW ISSUES RE: FEE STATEMENTS, BILLS AND PAYMENTS THEREUNDER.
		4.80	
GEISLER ML	09/21/04	8.00	PREPARATION OF CONFLICTS CHECK SUMMARY.
GEISLER ML	09/22/04	4.20	PREPARATION OF CONFLICTS SUMMARY.
		12.20	
KELLY BP	09/10/04	2.10	REVIEW RETENTION QUESTIONNAIRE RESPONSES (.8) AND PREPARE SUPPLEMENTAL RETENTION AFFIDAVIT (1.3).
KELLY BP	09/14/04	0.20	EDIT SKADDEN RETENTION SUPPLEMENT.
KELLY BP	09/15/04	1.00	PREPARE SUPPLEMENTAL RETENTION AFFIDAVIT.
		3.30	
MANCUSO N	09/08/04	0.50	REVIEW AUGUST BILL.
MANCUSO N	09/09/04	6.60	REVIEW AUGUST TIME DETAIL.
MANCUSO N	09/10/04	0.30	REVIEW BACKUP FOR DISBURSEMENT DETAIL.
MANCUSO N	09/13/04	4.10	REVISE/EDIT AUGUST TIME DETAIL (3.9); ATTENTION TO CONFLICTS ISSUES (.2).
MANCUSO N	09/14/04	5.30	REVISE/EDIT AUGUST FEE STATEMENT.
MANCUSO N	09/16/04	5.10	REVISE AUGUST TIME DETAIL AND DRAFT FEE STATEMENT.
MANCUSO N	09/20/04	2.40	FINALIZE AUGUST FEE STATEMENT AND SERVE.
		24.30	

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

MORRIS FD	09/13/04	3.20	WORK RE: PROF'L FEE BUDGET AND FORECAST.
MORRIS FD	09/16/04	0.20	REVIEW SUPPLEMENTAL AFFIDAVIT.
		3.40	
Total Associate		69.00	
SALAZAR AG	09/01/04	0.50	COORDINATE PRODUCTION OF FOURTH REQUEST ATTORNEY SCREENING QUESTIONNAIRE.
SALAZAR AG	09/02/04	0.50	PREPARE AND DISTRIBUTE NEW SET OF ATTORNEY RETENTION SCREENING QUESTIONNAIRES.
SALAZAR AG	09/03/04	0.20	UPDATE ATTORNEY RESPONSES ON RETENTION SCREENING QUESTIONNAIRE.
SALAZAR AG	09/07/04	0.10	UPDATE ATTORNEY RESPONSES ON RETENTION SCREENING QUESTIONNAIRE.
SALAZAR AG	09/08/04	0.10	UPDATE ATTORNEY RESPONSES FOR RETENTION SCREENING QUESTIONNAIRE.
SALAZAR AG	09/09/04	0.30	UPDATE ATTORNEY RESPONSES ON RETENTION SCREENING QUESTIONNAIRE.
SALAZAR AG	09/10/04	0.20	UPDATE AND SUBMIT LATEST VERSION OF RETENTION SCREENING CHART TO ATTORNEY FOR REVIEW.
SALAZAR AG	09/14/04	0.10	UPDATE ATTORNEY RESPONSES TO RETENTION SCREENING QUESTIONNAIRE.
SALAZAR AG	09/15/04	0.20	UPDATE ATTORNEY RESPONSES TO RETENTION SCREENING QUESTIONNAIRE.
SALAZAR AG	09/22/04	0.10	UPDATE ATTORNEY RESPONSES ON RETENTION SCREENING QUESTIONNAIRE.
SALAZAR AG	09/23/04	2.40	PERFORM DOCKET RESEARCH FOR FEE APPLICATIONS OF SIMILAR CASES.
		4.70	
Total Legal Assistant		4.70	
TOTAL TIME		<u>84.10</u>	

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

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

Bill Date: 10/13/04
Bill Number: 1029909

NAME	DATE	HOURS	DESCRIPTION
BAKER DJ	09/07/04	2.00	REVIEW SPENCER STUART AND PDA RETENTION PLEADINGS (1.0); TELEPHONE CALL D. ROYSTER WITH RESPECT TO RETENTION ISSUES (.2); CONFERENCE CALL D. ROYSTER, A. MARKS, AND B. BOSTROM WITH RESPECT TO RETENTION ISSUES (.5); TELEPHONE CALL A. MARKS REGARDING RETENTION OF KASOWITZ FIRM (.3).
BAKER DJ	09/08/04	2.50	ATTEND COURT HEARINGS WITH RESPECT TO PROPOSED RETENTIONS; CONTINUE WORK ON RETENTION ISSUES RELATED TO KASOWITZ FIRM.
BAKER DJ	09/09/04	3.00	CONTINUE WORK ON RETENTION OF SOLUTIONS MANAGEMENT (1.3); CONTINUE WORK WITH RESPECT TO RETENTION OF KASOWITZ FIRM (1.4); TELEPHONE CALL A. FASOLA WITH RESPECT TO ISSUES RELATED TO PROPOSED RETENTIONS (.3).
BAKER DJ	09/15/04	0.40	CONTINUE WORK ON RETENTION ISSUES FOR SPECIAL COUNSEL.
BAKER DJ	09/17/04	1.00	CONTINUE WORK ON RETENTION OF SPECIAL COUNSEL TO DEFEND CLAIMS MADE AGAINST DEBTORS.
		8.90	
DAVIS EM	09/29/04	1.10	REVIEW INQUIRY RE RETENTION OF LOBBYISTS AND RESPOND TO SAME.
		1.10	
Total Partner		10.00	
MATZ TJ	09/02/04	0.40	WORK ON SOLUTIONS MANAGEMENT RETENTION-REAL ESTATE ASSESSMENT.
MATZ TJ	09/07/04	2.50	CALL WITH M. WORALL OF MANAGEMENT SOLUTIONS RE: RETENTION (.4); WORK ON RETENTION APPLICATION RE: MANAGEMENT SOLUTIONS (1.2); WORK AGENDA LETTER FOR 9/8 HEARING RE: PDA AND SPENCER STUART RETENTION (.3); CALLS WITH COURT CHAMBERS RE: SAME (.3); WORK ON HEARING OUTLINE FOR 9/8 HEARING (.3).
MATZ TJ	09/08/04	2.90	CALL WITH M. WORALL RE: MANAGEMENT SOLUTIONS ENGAGEMENT LETTER AND RETENTION (.9); WORK ON SAME (1.0); MEETING WITH M. WORALL RE: MANAGEMENT SOLUTIONS RETENTION (.7); DISCUSSION WITH A. HORVAT RE: SAME (.3).

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

MATZ TJ	09/09/04	2.50	WORK ON RETENTION APPLICATION FOR SOLUTIONS MANAGEMENT (.8); MEETING WITH M. WORALL RE: AFFIDAVIT (.6); FOLLOW UP CORRESPONDENCE RE: SOLUTIONS MANAGEMENT RETENTION (.3); DISCUSSION WITH. A. HORVAT RE: SAME (.3); REVIEW MATERIALS RE: RETENTION OF KASOWITZ AND WORK ON SAME (.5).
MATZ TJ	09/10/04	1.60	CORRESPONDENCE WITH A. MARKS RE: ENGAGEMENT LETTER (.2); CALL WITH A. MARKS RE: SAME AND RETENTION (.3); CORRESPONDENCE WITH KASOWITZ, BENSON RE: RETENTION (.2); WORK ON SAME (.5); CALL WITH J. SULLIVAN RE: SOLICITATION AND BALLOTING (.4).
MATZ TJ	09/13/04	1.00	WORK ON KASOWITZ RETENTION APPLICATION (.6); CALL WITH D. KORTREY RE: DECHERT RETENTION RE: IBM MATTER (.2); FOLLOW UP RE: SAME (.2).
MATZ TJ	09/14/04	1.60	WORK ON KASOWITZ RETENTION (.6); WORK ON POSSIBLE DECHERT RETENTION (.2); CALL WITH D. KORTREY RE: DECHERT RETENTION (.4); FOLLOW UP WORK ON SAME (.4).
MATZ TJ	09/15/04	1.10	CALL WITH A. MARKS RE: FINALIZING KASOWITZ RETENTION (.3); FOLLOW UP RE: SAME (.2); CORRESPONDENCE RE: DECHERT RETENTION (.3); WORK ON SAME (.3).
MATZ TJ	09/20/04	1.10	CALL WITH J. LEVIN RE: DECHART ENGAGEMENT LETTER AND RETENTION APPLICATION (.4); FOLLOW UP WORK RE: SAME (.5); CORRESPONDENCE WITH D. SULLIVAN RE: KASOWITZ AND DECHERT RETENTION (.2).
MATZ TJ	09/21/04	1.40	WORK ON DECHERT ENGAGEMENT LETTER (.4); WORK ON RETENTION APPLICATION (.7); WORK ON FINALIZING KASOWITZ RETENTION (.3).
MATZ TJ	09/23/04	0.60	WORK ON FINALIZING DECHERT RETENTION (.4); CALLS WITH D. KORTREY RE: SAME (.2).
		16.70	
MCDERMOTT MA	09/02/04	0.70	REVIEW AND EDIT PROPOSED ENGAGEMENT LETTER FOR SOLUTIONS MANAGEMENT (.5); REVIEW APPLICATION TO RETAIN PDA GROUP (.2).
MCDERMOTT MA	09/03/04	0.70	FURTHER REVIEW AND EDITS TO PROPOSED ENGAGEMENT LETTER OF SOLUTIONS MANAGEMENT (.5); CORRESPONDENCE M. WORRALL RE: SAME (.2).

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

MCDERMOTT MA	09/09/04	2.90	REVIEW DRAFT OF ENGAGEMENT LETTER W/ SOLUTIONS MANAGEMENT (.3); MEETING M. WORRALL RE: SAME (.1); REVIEW/REVISE DRAFT OF RETENTION APPLICATION FOR SAME (.6); REVIEW/REVISE DRAFT OF AFFIDAVIT (.4) AND ORDER (.2) RE: SAME; FURTHER FOLLOW-UP W/ RCN RE: STATUS OF SAME (.3); FOLLOW-UP M. WORRALL RE: SAME (.2); ATTENTION TO RETENTION OF SPECIAL COUNSEL RE: CERTAIN CLAIMS OBJECTIONS (.3); FURTHER MODIFICATIONS TO SOLUTIONS MANAGEMENT RETENTION PAPERS (.5).
MCDERMOTT MA	09/14/04	0.30	ATTENTION TO RETENTION OF SPECIAL CONFLICTS COUNSEL.
MCDERMOTT MA	09/15/04	0.10	CONSIDER OPTIONS IN CONNECTION W/ COMPANY'S PROPOSED ACQUISITION OF LEASE VALUATION CONSULTANT.
MCDERMOTT MA	09/17/04	0.90	REVIEW/REVISE APPLICATION TO RETAIN DECHERT AS SPECIAL COUNSEL (.5); REVIEW/REVISE APPLICATION TO RETAIN KASOWITZ AS SPECIAL COUNSEL (.4).
MCDERMOTT MA	09/20/04	0.10	ATTENTION TO KASOWITZ AND DECHER RETENTION APPLICATIONS.
MCDERMOTT MA	09/22/04	0.30	ATTENTION TO DECHERT AND KASOWITZ RETENTION APPLICATIONS.
		6.00	
Total Counsel		22.70	
AGARWAL K	09/07/04	0.40	FIRST DAY OUTLINE OF PDA/AQUINO MOTION.
		0.40	
KELLY BP	09/07/04	2.80	DRAFT SOLUTIONS MANAGEMENT RETENTION PLEADINGS (2.2); REVIEW AND UPDATE "CONFLICT PARTIES" LIST AND SEND TO M. WORRALL (.6).
KELLY BP	09/08/04	6.20	DRAFT SOLUTIONS MANAGEMENT PLEADINGS (4.2); MEET WITH M. WORRALL TO REVIEW PLEADINGS AND DISCUSS RETENTION ISSUES (1.5); CORRESPONDENCE RE: RETENTION ISSUES (.5).
KELLY BP	09/09/04	7.00	PREPARE SOLUTIONS MANAGEMENT RETENTION PLEADINGS (6.4); MEET WITH M. WORRALL (.6).
KELLY BP	09/10/04	0.50	DISCUSS PROPOSED RETENTION OF KASOWITZ FIRM.
KELLY BP	09/13/04	5.90	PREPARE KASOWITZ RETENTION PLEADINGS.
KELLY BP	09/14/04	1.10	PREPARE KASOWITZ RETENTION PLEADINGS; PREPARE DECHERT RETENTION PLEADINGS.

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

KELLY BP	09/15/04	4.70	PREPARE KASOWITZ RETENTION PLEADINGS (.4); PREPARE DECHERT RETENTION PLEADINGS (4.3).
KELLY BP	09/16/04	2.30	PREPARE DECHERT RETENTION PLEADINGS.
KELLY BP	09/17/04	2.10	CORRESPONDENCE RE: RETENTION OF CONFLICTS COUNSEL (.5); EDIT DECHERT RETENTION PLEADINGS (.9); EDIT KASOWITZ RETENTION PLEADINGS (.7).
KELLY BP	09/20/04	1.90	PREPARE PLEADINGS TO RETAIN CONFLICTS COUNSEL.
KELLY BP	09/21/04	4.90	PREPARE PLEADINGS TO RETAIN KASOWITZ AS CONFLICTS COUNSEL (1.9); CORRESPOND WITH A. LUNGEN AT KASOWITZ (.3); PREPARE PLEADINGS TO RETAIN DECHERT AS CONFLICTS COUNSEL (1.8); CORRESPONDENCE W/ D. MCGRAIL AT DECHERT (.3); CORRESPONDENCE W/ CLIENT RE: RETENTION OF CONFLICTS COUNSEL (.6).
KELLY BP	09/22/04	8.40	PREPARE PLEADINGS TO RETAIN KASOWITZ (2.2); CORRESPONDENCE W/ ALAN LUNGEN AT KASOWITZ (1.1); CORRESPONDENCE W/ CLIENT RE: KASOWITZ (.6); PREPARE PLEADINGS TO RETAIN DECHERT (2.2); CORRESPONDENCE W/ D. MCGRAIL AND M. BLACK AT DECHERT (1.8); CORRESPONDENCE W/ CLIENT RE: DECHERT (.5).
KELLY BP	09/23/04	4.80	FOLLOW-UP CORRESPONDENCE W/ KASOWITZ RE: THEIR RETENTION (.2); PREPARE DECHERT RETENTION PLEADINGS (2.4); CORRESPONDENCE W/ DECHERT (1.4); CORRESPONDENCE W/ CLIENT RE: DECHET (.8).
		52.60	
MORRIS FD	09/01/04	0.60	WORK RE: RETENTION OF REAL ESTATE CONSULTANT (.3); REVIEW RELATED PROPOSED ENGAGEMENT AGREEMENT (.3).
MORRIS FD	09/02/04	0.40	WORK RE: RETENTION OF REAL ESTATE CONSULTANT.
MORRIS FD	09/09/04	0.30	WORK RE: CONSULTANT RETENTION.
MORRIS FD	09/15/04	0.50	TC W/ P. BRADSHAW RE: REAL ESTATE CONSULTANT RETENTION, DISCLOSURE ISSUES RE: ORGANIZATIONAL RESTRUCTURING (.3); WORK RE: RETENTION OF REAL ESTATE CONSULTANT (.2).
MORRIS FD	09/16/04	0.20	REVIEW MOTION TO EXTEND 365(D) (4) DEADLINE.
MORRIS FD	09/28/04	0.30	REVIEW KASOWITZ RETENTION PLEADINGS.

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

	2.30
Total Associate	55.30
TOTAL TIME	<u>88.00</u>

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

RCN Corporation (DIP)
Secured Claims

Bill Date: 10/13/04
Bill Number: 1029909

NAME	DATE	HOURS	DESCRIPTION
PFANSTIEL ZD	09/22/04	6.50	ORGANIZE / INDEX ORIGINAL TRUST AGREEMENTS, AMENDED TRUSTS AND LLC AGREEMENTS. MARKED TITLE AND NAME OF EACH SIGNATORY AND ORGANIZED INTO FOLDERS.
PFANSTIEL ZD	09/23/04	3.50	ORGANIZE / INDEX DOCUMENTS. DOUBLE-CHECKED PLACEMENT OF DOCUMENTS IN FOLDERS AND REDWELDS. CHECKED NAME, TITLE AND DATE OF DOCUMENTS.
		10.00	
Total Legal Assistant		10.00	
TOTAL TIME		<u>10.00</u>	

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP): through October 15, 2004

MATTER #5 Asset Dispositions (Real Property)

Bill No: 1029909

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>COUNSEL</u>			
MARK A. MCDERMOTT	\$495	<u>3.30</u>	<u>\$1,633.50</u>
TOTAL COUNSEL		3.30	\$1,633.50
<u>ASSOCIATES</u>			
GRENVILLE R. DAY	\$460	4.00	\$1,840.00
MORDECAI L. GEISLER	355	<u>4.00</u>	<u>1,420.00</u>
TOTAL ASSOCIATES		8.00	\$3,260.00
MATTER TOTAL		<u>11.30</u>	<u>\$4,893.50</u>

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

RCN Corporation (DIP)
Tax Matters

Bill Date: 10/13/04
Bill Number: 1029909

NAME	DATE	HOURS	DESCRIPTION
MILLER MM	09/08/04	0.20	REVIEW MATTERS.
MILLER MM	09/09/04	1.70	CALLS TO R. MORRIS (.30); CALLS TO J. GREENBLATT (.20); RESEARCH ON 382(1)(B) ISSUES AND ANALYSIS OF SAME (1.2).
MILLER MM	09/10/04	1.50	RESEARCH ON SECTION 382(L)(6); ANALYSIS OF ISSUES.
MILLER MM	09/13/04	0.50	REVIEW NOTICES (.1); CALLS TO M. ROSEN (.1); ANALYSIS OF 382 ISSUES (.3).
MILLER MM	09/14/04	0.10	CALLS TO M. ROSEN.
MILLER MM	09/15/04	0.80	CALL TO J. SAILLE (.2); CALLS TO M. ROSEN (.2); RESEARCH ON 382 ISSUES (.4).
MILLER MM	09/21/04	0.50	REVIEW TERM SHEET (.1); CALL TO M. ROSEN (.3); CALL TO R. MORRIS (.1).
MILLER MM	09/22/04	0.30	CALL TO R. MORRIS (.1); RESEARCH ON 382 ISSUES (.2).
MILLER MM	09/23/04	0.70	CALL TO J. SAILLE (.2); CALLS TO R. MORRIS (.2); REVIEW DOCUMENTS (.2); CALL TO M. ROSEN (.1).
MILLER MM	09/24/04	0.70	REVIEW NOTICE AND DISCLOSURE STATEMENT.
MILLER MM	09/28/04	0.30	CALL TO J. SAILLE (.10); CALL TO R. MORRIS (.20).
MILLER MM	09/29/04	0.20	CALL TO M. ROSEN.
		7.50	
ROSEN MA	09/08/04	0.50	CONSIDERATION OF SUBS.
ROSEN MA	09/09/04	1.20	CONSIDERATION OF SUBS.
ROSEN MA	09/10/04	0.70	CONSIDERATION OF SUBS.
ROSEN MA	09/13/04	1.50	ISSUE RE: SUBS; NOL ANALYSIS.
ROSEN MA	09/14/04	0.50	LIQUIDATION/CONVERSION OF SUBS; NOL ANALYSIS.
ROSEN MA	09/15/04	0.70	NOL CALCULATION; TESTING VARIOUS ASSUMPTIONS.
ROSEN MA	09/21/04	0.50	TAX IMPLICATION OF CONVERTIBLE DEBT.
ROSEN MA	09/29/04	0.50	TAX CONSIDERATIONS OF SUBS FILING FOR BANKRUPTCY.

6.10

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

Total Partner		13.60	
GREENBLATT JA	09/09/04	4.70	DOCUMENT REVIEW/ANALYSIS/MARKUP OF REVISED DISCLOSURE STATEMENT.
GREENBLATT JA	09/23/04	3.10	DOCUMENT REVIEW/ANALYSIS/MARKUP RE: REVISED DISCLOSURE STATEMENT.
		7.80	
KELLY BP	09/08/04	0.40	REVIEW VARIOUS "SUBSTANTIAL EQUITYHOLDER" NOTICES RECEIVED AND FORWARD TO M. MILLER AND J. GREENBLATT.
		0.40	
MORRIS FD	09/08/04	0.40	REVIEW NOTICES OF SUBSTANTIAL EQUITY POSITION AND WORK RE: SAME.
MORRIS FD	09/09/04	0.60	WORK RE: NOL TAX ANALYSIS.
		1.00	
Total Associate		9.20	
TOTAL TIME		<u>22.80</u>	

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

RCN Corporation (DIP)
U.S. Trustee Matters

Bill Date: 10/13/04
Bill Number: 1029909

NAME	DATE	HOURS	DESCRIPTION
MATZ TJ	09/01/04	1.00	WORK ON NOTICE OF COMMENCEMENT/341 NOTICE RE: SUBSEQUENT DEBTORS (.2); CALLS WITH ALIX PARTNERS RE: SUBSEQUENT DEBTORS SOFAS AND SCHEDULE (.8).
MATZ TJ	09/02/04	0.20	REVIEW AND COMMENT ON DRAFT NOTICE OF COMMENCEMENT/341 NOTICE.
MATZ TJ	09/20/04	0.50	REVIEW FAX FROM U.S. TRUSTEE RE: SECOND QUARTER FEES (.2); FOLLOW UP CALLS WITH A. HORVAT (.2); FOLLOW UP CALL P. SCHWARTZBERG RE: SAME (.1).
		1.70	
Total Counsel		1.70	
TOTAL TIME		<u>1.70</u>	
CLIENT TOTAL		<u>2197.70</u>	

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP): through October 15, 2004

MATTER #3 Asset Dispositions (General)

Bill No: 1029909

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
D. J. (JAN) BAKER	\$760	<u>27.30</u>	<u>\$20,748.00</u>
TOTAL PARTNER		27.30	\$20,748.00
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	0.30	\$ 148.50
MARK A. MCDERMOTT	495	<u>20.70</u>	<u>10,246.50</u>
TOTAL COUNSEL		21.00	\$10,395.00
<u>ASSOCIATES</u>			
ROBERT A. GREEBEL	\$395	18.70	\$ 7,386.50
EVAN A. MICHAEL	355	1.50	532.50
FREDERICK D. MORRIS	490	<u>7.60</u>	<u>3,724.00</u>
TOTAL ASSOCIATES		27.80	\$11,643.00
MATTER TOTAL		<u>76.10</u>	<u>\$42,786.00</u>

EXHIBIT B

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP): through October 15, 2004

MATTER #1 General Corporate Advice

Bill No: 1029909

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
D. J. (JAN) BAKER	\$760	<u>0.40</u>	\$ <u>304.00</u>
TOTAL PARTNER		0.40	\$ 304.00
<u>ASSOCIATES</u>			
NICK MANCUSO	\$395	0.30	\$ 118.50
FREDERICK D. MORRIS	490	<u>6.20</u>	<u>3,038.00</u>
TOTAL ASSOCIATES		6.50	\$3,156.50
MATTER TOTAL		<u>6.90</u>	<u>\$3,460.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP): through October 15, 2004

MATTER #6 Automatic Stay (Relief Actions)

Bill No: 1029909

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
ERIC M. DAVIS	\$595	<u>9.40</u>	\$ <u>5,593.00</u>
TOTAL PARTNER		9.40	\$ 5,593.00
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	<u>0.20</u>	\$ <u>99.00</u>
TOTAL COUNSEL		0.20	\$ 99.00
<u>ASSOCIATES</u>			
FREDERICK D. MORRIS	\$490	0.30	\$ 147.00
VENERA E. TAOUCHANOVA	440	<u>46.90</u>	<u>20,636.00</u>
TOTAL ASSOCIATES		47.20	\$20,783.00
MATTER TOTAL		<u>56.80</u>	<u>\$26,475.00</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP): through October 15, 2004

MATTER #7 Business Operations/Strategic Planning

Bill No: 1029909

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
D. J. (JAN) BAKER	\$760	<u>11.40</u>	\$ <u>8,664.00</u>
TOTAL PARTNER		11.40	\$ 8,664.00
<u>COUNSEL</u>			
MARK A. MCDERMOTT	\$495	<u>9.50</u>	\$ <u>4,702.50</u>
TOTAL COUNSEL		9.50	\$ 4,702.50
MATTER TOTAL		<u>20.90</u>	<u>\$13,366.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP): through October 15, 2004

MATTER #8 Case Administration

Bill No: 1029909

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNERS</u>			
D. J. (JAN) BAKER	\$760	8.20	\$ 6,232.00
J. GREGORY ST. CLAIR	630	5.30	3,339.00
ALAN G. STRAUS	720	<u>2.60</u>	<u>1,872.00</u>
TOTAL PARTNERS		16.10	\$ 11,443.00
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	12.50	\$ 6,187.50
MARK A. MCDERMOTT	495	<u>23.00</u>	<u>11,385.00</u>
TOTAL COUNSEL		35.50	\$ 17,572.50
<u>ASSOCIATES</u>			
KRIS AGARWAL	\$395	9.30	\$ 3,673.50
GRENVILLE R. DAY	460	8.80	4,048.00
MORDECAI L. GEISLER	355	7.10	2,520.50
BRIAN P. KELLY	420	49.10	20,622.00
NICK MANCUSO	395	14.90	5,885.50
FREDERICK D. MORRIS	490	20.00	9,800.00
BENNETT S. SILVERBERG	420	14.40	6,048.00
VENERA E. TAOUCHANOVA	440	9.10	4,004.00
SINA TOUSSI	475	13.60	6,460.00
JENNIFER E. UNDERWOOD	320	<u>3.00</u>	<u>960.00</u>
TOTAL ASSOCIATES		149.30	\$ 64,021.50
<u>LEGAL ASSISTANTS</u>			
ADRIANA G. SALAZAR	\$120	<u>118.40</u>	<u>\$ 14,208.00</u>
TOTAL LEGAL ASSISTANTS		118.40	\$ 14,208.00
MATTER TOTAL		<u>319.30</u>	<u>\$107,245.00</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP): through October 15, 2004

MATTER #9 Claims Admin. (General)

Bill No: 1029909

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNERS</u>			
D. J. (JAN) BAKER	\$760	2.70	\$ 2,052.00
ANTHONY W. CLARK	735	3.70	2,719.50
ERIC M. DAVIS	595	28.60	17,017.00
PAUL J. LOCKWOOD	545	<u>2.00</u>	<u>1,090.00</u>
TOTAL PARTNERS		37.00	\$ 22,878.50
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	25.00	\$ 12,375.00
MARK A. MCDERMOTT	495	<u>14.10</u>	<u>6,979.50</u>
TOTAL COUNSEL		39.10	\$ 19,354.50
<u>ASSOCIATES</u>			
KRIS AGARWAL	\$395	64.50	\$ 25,477.50
GRENVILLE R. DAY	460	22.20	10,212.00
MARK L. DESGROSSEILLIER	440	49.90	21,956.00
THOMAS R. FAWKES	355	0.30	106.50
LOREN E. FRIEDMAN	320	5.80	1,856.00
MORDECAI L. GEISLER	355	19.80	7,029.00
RICHARD S. HORVATH, JR.	250	9.00	2,250.00
BRIAN P. KELLY	420	3.00	1,260.00
NICK MANCUSO	395	34.40	13,588.00
FREDERICK D. MORRIS	490	5.80	2,842.00
BENNETT S. SILVERBERG	420	56.90	23,898.00
VENERA E. TAOUCHANOVA	440	82.50	36,300.00
JENNIFER E. UNDERWOOD	320	<u>4.00</u>	<u>1,280.00</u>
TOTAL ASSOCIATES		358.10	\$148,055.00
<u>LEGAL ASSISTANTS</u>			
PHILIP A. ASHBY	\$135	5.20	\$ 702.00
LAURA A. MEDLIN	135	7.00	945.00
ADRIANA G. SALAZAR	120	<u>3.00</u>	<u>360.00</u>
TOTAL LEGAL ASSISTANTS		15.20	\$ 2,007.00
MATTER TOTAL		<u>456.40</u>	<u>\$192,295.00</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP): through October 15, 2004

MATTER #13 Creditor Meetings/Statutory Committees

Bill No: 1029909

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
D. J. (JAN) BAKER	\$760	<u>29.40</u>	<u>\$22,344.00</u>
TOTAL PARTNER		29.40	\$22,344.00
<u>COUNSEL</u>			
MARK A. MCDERMOTT	\$495	<u>12.30</u>	<u>\$ 6,088.50</u>
TOTAL COUNSEL		12.30	\$ 6,088.50
<u>ASSOCIATES</u>			
ROBERT A. GREEBEL	\$395	3.60	\$ 1,422.00
FREDERICK D. MORRIS	490	<u>15.10</u>	<u>7,399.00</u>
TOTAL ASSOCIATES		18.70	\$ 8,821.00
MATTER TOTAL		<u>60.40</u>	<u>\$37,253.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP): through October 15, 2004

MATTER #14 Disclosure Statement/Voting Issues

Bill No: 1029909

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNERS</u>			
D. J. (JAN) BAKER	\$760	11.00	\$ 8,360.00
ERIC M. DAVIS	595	5.70	3,391.50
PAUL J. LOCKWOOD	545	1.00	545.00
J. GREGORY ST. CLAIR	630	8.50	5,355.00
ALAN G. STRAUS	720	<u>4.30</u>	<u>3,096.00</u>
TOTAL PARTNERS		30.50	\$ 20,747.50
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	53.30	\$ 26,383.50
MARK A. MCDERMOTT	495	<u>48.70</u>	<u>24,106.50</u>
TOTAL COUNSEL		102.00	\$ 50,490.00
<u>ASSOCIATES</u>			
BRIAN P. KELLY	\$420	2.00	\$ 840.00
FREDERICK D. MORRIS	490	21.70	10,633.00
BENNETT S. SILVERBERG	420	23.30	9,786.00
SINA TOUSSI	475	<u>46.40</u>	<u>22,040.00</u>
TOTAL ASSOCIATES		93.40	\$ 43,299.00
MATTER TOTAL		<u>225.90</u>	<u>\$114,536.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP): through October 15, 2004

MATTER #15 Employee Matters (General)

Bill No: 1029909

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>ASSOCIATES</u>			
BRIAN P. KELLY	\$420	0.50	\$210.00
FREDERICK D. MORRIS	490	<u>0.50</u>	<u>245.00</u>
TOTAL ASSOCIATES		1.00	\$455.00
MATTER TOTAL		<u>1.00</u>	<u>\$455.00</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP): through October 15, 2004

MATTER #18 Executory Contracts (Personalty)

Bill No: 1029909

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
J. GREGORY ST. CLAIR	\$630	<u>0.40</u>	\$ <u>252.00</u>
TOTAL PARTNER		0.40	\$ 252.00
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	3.90	\$1,930.50
MARK A. MCDERMOTT	495	<u>1.00</u>	<u>495.00</u>
TOTAL COUNSEL		4.90	\$2,425.50
<u>ASSOCIATE</u>			
ROBERT A. GREEBEL	\$395	<u>6.80</u>	\$ <u>2,686.00</u>
TOTAL ASSOCIATE		6.80	\$2,686.00
MATTER TOTAL		<u>12.10</u>	<u>\$5,363.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP): through October 15, 2004

MATTER #19 Financing (DIP and Emergence)

Bill No: 1029909

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNERS</u>			
D. J. (JAN) BAKER	\$760	26.60	\$20,216.00
ALAN G. STRAUS	720	<u>3.00</u>	<u>2,160.00</u>
TOTAL PARTNERS		29.60	\$22,376.00
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	0.50	\$ 247.50
MARK A. MCDERMOTT	495	<u>5.70</u>	<u>2,821.50</u>
TOTAL COUNSEL		6.20	\$ 3,069.00
<u>ASSOCIATES</u>			
KRIS AGARWAL	\$395	3.50	\$ 1,382.50
EVAN A. MICHAEL	355	12.10	4,295.50
FREDERICK D. MORRIS	490	19.50	9,555.00
SINA TOUSSI	475	<u>1.70</u>	<u>807.50</u>
TOTAL ASSOCIATES		36.80	\$16,040.50
MATTER TOTAL		<u>72.60</u>	<u>\$41,485.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP): through October 15, 2004

MATTER #21 Insurance

Bill No: 1029909

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
D. J. (JAN) BAKER	\$760	<u>3.80</u>	\$ <u>2,888.00</u>
TOTAL PARTNER		3.80	\$ 2,888.00
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	8.00	\$ 3,960.00
MARK A. MCDERMOTT	495	<u>5.60</u>	<u>2,772.00</u>
TOTAL COUNSEL		13.60	\$ 6,732.00
<u>ASSOCIATES</u>			
GRENVILLE R. DAY	\$460	1.10	\$ 506.00
BRIAN P. KELLY	420	15.30	6,426.00
FREDERICK D. MORRIS	490	<u>3.50</u>	<u>1,715.00</u>
TOTAL ASSOCIATES		19.90	\$ 8,647.00
<u>LEGAL ASSISTANTS</u>			
ADRIANA G. SALAZAR	\$120	<u>0.50</u>	\$ <u>60.00</u>
TOTAL LEGAL ASSISTANTS		0.50	\$ 60.00
MATTER TOTAL		<u>37.80</u>	<u>\$18,327.00</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP): through October 15, 2004

MATTER #24 Leases (Real Property)

Bill No: 1029909

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
D. J. (JAN) BAKER	\$760	<u>5.30</u>	<u>\$4,028.00</u>
TOTAL PARTNER		5.30	<u>\$4,028.00</u>
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	0.40	\$ 198.00
MARK A. MCDERMOTT	495	<u>2.50</u>	<u>1,237.50</u>
TOTAL COUNSEL		2.90	<u>\$1,435.50</u>
<u>ASSOCIATES</u>			
GRENVILLE R. DAY	\$460	1.20	\$ 552.00
BENNETT S. SILVERBERG	420	<u>2.50</u>	<u>1,050.00</u>
TOTAL ASSOCIATES		3.70	<u>\$1,602.00</u>
MATTER TOTAL		<u>11.90</u>	<u>\$7,065.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP): through October 15, 2004

MATTER #25 Litigation (General)

Bill No: 1029909

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
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PARTNERS

ANTHONY W. CLARK	\$735	24.90	\$ 18,301.50
ERIC M. DAVIS	595	108.30	64,438.50
PAUL J. LOCKWOOD	545	<u>44.50</u>	<u>24,252.50</u>
TOTAL PARTNERS		177.70	\$106,992.50

COUNSEL

THOMAS J. MATZ	\$495	0.30	\$ 148.50
MARK A. MCDERMOTT	495	<u>0.40</u>	<u>198.00</u>
TOTAL COUNSEL		0.70	\$ 346.50

ASSOCIATES

A. THOMPSON BAYLISS	\$320	66.00	\$ 21,120.00
STEPHEN D. DARGITZ	475	35.10	16,672.50
GRENVILLE R. DAY	460	3.70	1,702.00
MARK L. DESGROSSEILLIER	440	70.90	31,196.00
THOMAS R. FAWKES	355	46.10	16,365.50
FREDERICK D. MORRIS	490	1.70	833.00
SAMUEL S. ORY	475	<u>21.50</u>	<u>10,212.50</u>
TOTAL ASSOCIATES		245.00	\$ 98,101.50

LEGAL ASSISTANTS

DOUGLAS A. KRECH	\$135	<u>12.00</u>	\$ <u>1,620.00</u>
TOTAL LEGAL ASSISTANTS		12.00	\$ 1,620.00

MATTER TOTAL		<u>435.40</u>	<u>\$207,060.50</u>
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TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP): through October 15, 2004

MATTER #28 Nonworking Travel Time

Bill No: 1029909

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
ERIC M. DAVIS	\$595	<u>2.05</u>	\$ <u>1,219.75</u>
TOTAL PARTNER		2.05	\$ 1,219.75
<u>COUNSEL</u>			
MARK A. MCDERMOTT	\$495	<u>21.90</u>	\$ <u>10,840.50</u>
TOTAL COUNSEL		21.90	\$10,840.50
<u>ASSOCIATE</u>			
MARK L. DESGROSSEILLIER	\$440	<u>4.65</u>	\$ <u>2,046.00</u>
TOTAL ASSOCIATE		4.65	\$ 2,046.00
MATTER TOTAL		<u>28.60</u>	<u>\$14,106.25</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP): through October 15, 2004

MATTER #30 Regulatory and SEC Matters

Bill No: 1029909

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	0.50	\$ 247.50
MARK A. MCDERMOTT	495	<u>0.40</u>	<u>198.00</u>
TOTAL COUNSEL		0.90	\$ 445.50
<u>ASSOCIATES</u>			
ROBERT A. GREEBEL	\$395	41.40	\$16,353.00
EVAN A. MICHAEL	355	6.00	2,130.00
FREDERICK D. MORRIS	490	7.00	3,430.00
SINA TOUSSI	475	<u>2.90</u>	<u>1,377.50</u>
TOTAL ASSOCIATES		57.30	\$23,290.50
MATTER TOTAL		<u>58.20</u>	<u>\$23,736.00</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP): through October 15, 2004

MATTER #31 Reorganization Plan/Plan Sponsors

Bill No: 1029909

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNERS</u>			
D. J. (JAN) BAKER	\$760	22.50	\$17,100.00
J. GREGORY ST. CLAIR	630	3.10	1,953.00
ALAN G. STRAUS	720	<u>5.30</u>	<u>3,816.00</u>
TOTAL PARTNERS		30.90	\$22,869.00
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	5.30	\$ 2,623.50
MARK A. MCDERMOTT	495	<u>12.70</u>	<u>6,286.50</u>
TOTAL COUNSEL		18.00	\$ 8,910.00
<u>ASSOCIATES</u>			
GRENVILLE R. DAY	\$460	0.40	\$ 184.00
ROBERT A. GREEBEL	395	5.60	2,212.00
BRIAN P. KELLY	420	1.50	630.00
FREDERICK D. MORRIS	490	23.80	11,662.00
BENNETT S. SILVERBERG	420	7.20	3,024.00
SINA TOUSSI	475	<u>8.00</u>	<u>3,800.00</u>
TOTAL ASSOCIATES		46.50	\$21,512.00
MATTER TOTAL		<u>95.40</u>	<u>\$53,291.00</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP): through October 15, 2004

MATTER #32 Reports and Schedules

Bill No: 1029909

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	<u>2.40</u>	<u>\$1,188.00</u>
TOTAL COUNSEL		2.40	\$1,188.00
<u>ASSOCIATE</u>			
GRENVILLE R. DAY	\$460	<u>1.70</u>	<u>\$ 782.00</u>
TOTAL ASSOCIATE		1.70	\$ 782.00
MATTER TOTAL		<u>4.10</u>	<u>\$1,970.00</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP): through October 15, 2004

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

Bill No: 1029909

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
D. J. (JAN) BAKER	\$760	<u>7.40</u>	\$ <u>5,624.00</u>
TOTAL PARTNER		7.40	\$ 5,624.00
<u>COUNSEL</u>			
MARK A. MCDERMOTT	\$495	<u>3.00</u>	\$ <u>1,485.00</u>
TOTAL COUNSEL		3.00	\$ 1,485.00
<u>ASSOCIATES</u>			
KRIS AGARWAL	\$395	21.00	\$ 8,295.00
GRENVILLE R. DAY	460	4.80	2,208.00
MORDECAI L. GEISLER	355	12.20	4,331.00
BRIAN P. KELLY	420	3.30	1,386.00
NICK MANCUSO	395	24.30	9,598.50
FREDERICK D. MORRIS	490	<u>3.40</u>	<u>1,666.00</u>
TOTAL ASSOCIATES		69.00	\$27,484.50
<u>LEGAL ASSISTANTS</u>			
ADRIANA G. SALAZAR	\$120	<u>4.70</u>	\$ <u>564.00</u>
TOTAL LEGAL ASSISTANTS		4.70	\$ 564.00
MATTER TOTAL		<u>84.10</u>	<u>\$35,157.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP): through October 15, 2004

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

Bill No: 1029909

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNERS</u>			
D. J. (JAN) BAKER	\$760	8.90	\$ 6,764.00
ERIC M. DAVIS	595	<u>1.10</u>	<u>654.50</u>
TOTAL PARTNERS		10.00	\$ 7,418.50
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	16.70	\$ 8,266.50
MARK A. MCDERMOTT	495	<u>6.00</u>	<u>2,970.00</u>
TOTAL COUNSEL		22.70	\$11,236.50
<u>ASSOCIATES</u>			
KRIS AGARWAL	\$395	0.40	\$ 158.00
BRIAN P. KELLY	420	52.60	22,092.00
FREDERICK D. MORRIS	490	<u>2.30</u>	<u>1,127.00</u>
TOTAL ASSOCIATES		55.30	\$23,377.00
MATTER TOTAL		<u>88.00</u>	<u>\$42,032.00</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP): through October 15, 2004

MATTER #35 Secured Claims

Bill No: 1029909

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>LEGAL ASSISTANTS</u>			
ZACHARY D. PFANSTIEL	\$85	<u>10.00</u>	<u>\$850.00</u>
TOTAL LEGAL ASSISTANTS		<u>10.00</u>	<u>\$850.00</u>
MATTER TOTAL		<u>10.00</u>	<u>\$850.00</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP): through October 15, 2004

MATTER #36 Tax Matters

Bill No: 1029909

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNERS</u>			
MAXWELL M. MILLER	\$720	7.50	\$ 5,400.00
MATTHEW A. ROSEN	760	<u>6.10</u>	<u>4,636.00</u>
TOTAL PARTNERS		13.60	\$10,036.00
<u>ASSOCIATES</u>			
JEFFREY A. GREENBLATT	\$475	7.80	\$ 3,705.00
BRIAN P. KELLY	420	0.40	168.00
FREDERICK D. MORRIS	490	<u>1.00</u>	<u>490.00</u>
TOTAL ASSOCIATES		9.20	\$ 4,363.00
MATTER TOTAL		<u>22.80</u>	<u>\$14,399.00</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP): through October 15, 2004

MATTER #37 U.S. Trustee Matters

Bill No: 1029909

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	<u>1.70</u>	<u>\$841.50</u>
TOTAL COUNSEL		<u>1.70</u>	<u>\$841.50</u>
MATTER TOTAL		<u>1.70</u>	<u>\$841.50</u>
CLIENT TOTAL		<u>2197.70</u>	<u>\$1,008,451.75</u>

EXHIBIT C

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

RCN Corporation (DIP)
General Corporate Advice

Bill Date: 10/13/04
Bill Number: 1029909

Disbursement	Date	Vendor/Employee/Dept.	Amount
Car Service Vendor Feeds	07/20/04	Goffman JM	605.68
		TOTAL CAR SERVICE VENDOR FEEDS	\$605.68
In-house Reproduction	09/01/04	Copy Center, D	94.50
In-house Reproduction	09/03/04	Copy Center, D	24.90
In-house Reproduction	09/03/04	Copy Center, D	59.50
In-house Reproduction	09/14/04	Copy Center, D	2.00
In-house Reproduction	09/17/04	Copy Center, D	2.40
		TOTAL IN-HOUSE REPRODUCTION	\$183.30
Telephone Expense	09/30/04	Telecommunications, D	0.01
Telephone Expense	09/30/04	Telecommunications, D	0.36
Telephone Expense	09/30/04	Telecommunications, D	0.08
		TOTAL TELEPHONE EXPENSE	\$0.45
Postage	09/09/04	Office Admin, D	19.75
		TOTAL POSTAGE	\$19.75
Scanning	08/31/04	Scott-Bonnick S	48.62
Scanning	08/31/04	Scott-Bonnick S	1.76
Scanning	09/08/04	Scott-Bonnick S	0.33
Scanning	09/08/04	Scott-Bonnick S	0.11
Scanning	09/08/04	Scott-Bonnick S	59.07
Scanning	09/21/04	Scott-Bonnick S	4.40
Scanning	09/21/04	Scott-Bonnick S	47.08
Scanning	09/21/04	Scott-Bonnick S	82.61
Scanning	09/21/04	Scott-Bonnick S	19.80
Scanning	09/21/04	Scott-Bonnick S	0.33
		TOTAL SCANNING	\$264.11
OCR Processing	09/01/04	Wu D	13.15
OCR Processing	09/01/04	Paternostro M	0.10
OCR Processing	09/01/04	Paternostro M	0.45

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

Disbursement	Date	Vendor/Employee/Dept.	Amount
OCR Processing	09/17/04	Davis M	22.15
OCR Processing	09/17/04	Lopez N	27.05
OCR Processing	09/17/04	Lopez N	0.30
		TOTAL OCR PROCESSING	\$63.20
File Conversion (Multi-09/21/04 page to Single-page)		Davis M	1.48
File Conversion (Multi-09/28/04 page to Single-page)		Drouillard, Jr. JK	0.38
		TOTAL FILE CONVERSION (MULTI-PAGE TO SINGLE-PAGE)	\$1.86
		TOTAL MATTER	\$1,138.35

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

**RCN Corporation (DIP)
Asset Analysis and Recovery**

**Bill Date: 10/13/04
Bill Number: 1029909**

Disbursement	Date	Vendor/Employee/Dept.	Amount
Car Service Vendor Feeds	07/30/04	Goffman JM	514.90
Car Service Vendor Feeds	08/04/04	Goffman JM	146.06
		TOTAL CAR SERVICE VENDOR FEEDS	\$660.96
		TOTAL MATTER	\$660.96

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

RCN Corporation (DIP)
Asset Dispositions (General)

Bill Date: 10/13/04
Bill Number: 1029909

Disbursement	Date	Vendor/ Employee /Dept.	Amount
Car Service Vendor Feeds	09/02/04	McDermott MA	41.11
		TOTAL CAR SERVICE VENDOR FEEDS	\$41.11
Telephone Expense	09/30/04	Telecommunications, D	4.47
Telephone Expense	09/30/04	Telecommunications, D	0.14
Telephone Expense	09/30/04	Telecommunications, D	0.68
		TOTAL TELEPHONE EXPENSE	\$5.29
Westlaw	09/01/04	McDermott MA	318.70
Westlaw	09/10/04	McDermott MA	199.98
		TOTAL WESTLAW	\$518.68
		TOTAL MATTER	\$565.08

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

RCN Corporation (DIP)
Asset Dispositions (Real Property)

Bill Date: 10/13/04
Bill Number: 1029909

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	09/30/04	Telecommunications, D	0.03
Telephone Expense	09/30/04	Telecommunications, D	0.02
TOTAL TELEPHONE EXPENSE			\$0.05
TOTAL MATTER			\$0.05

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

RCN Corporation (DIP)
Automatic Stay (Relief Actions)

Bill Date: 10/13/04
Bill Number: 1029909

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	09/24/04	Copy Center, D	83.70
In-house Reproduction	09/28/04	Copy Center, D	16.40
TOTAL IN-HOUSE REPRODUCTION			\$100.10
Telephone Expense	09/30/04	Telecommunications, D	1.23
Telephone Expense	09/30/04	Telecommunications, D	0.04
Telephone Expense	09/30/04	Telecommunications, D	0.17
TOTAL TELEPHONE EXPENSE			\$1.44
Lexis/Nexis	09/10/04	Taouchanova VE	120.43
Lexis/Nexis	09/23/04	Taouchanova VE	398.14
TOTAL LEXIS/NEXIS			\$518.57
Messengers/ Courier	09/23/04	Dist Serv/Mail/Page, D	9.41
TOTAL MESSENGERS/ COURIER			\$9.41
TOTAL MATTER			\$629.52

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

RCN Corporation (DIP)
Business Operations/Strategic Planning

Bill Date: 10/13/04
Bill Number: 1029909

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	09/03/04	Copy Center, D	28.40
TOTAL IN-HOUSE REPRODUCTION			\$28.40
Telephone Expense	09/30/04	Telecommunications, D	0.03
Telephone Expense	09/30/04	Telecommunications, D	0.66
Telephone Expense	09/30/04	Telecommunications, D	0.11
TOTAL TELEPHONE EXPENSE			\$0.80
TOTAL MATTER			\$29.20

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

RCN Corporation (DIP)
Case Administration

Bill Date: 10/13/04
Bill Number: 1029909

Disbursement	Date	Vendor/Employee/Dept.	Amount
Air/Rail Travel - vendor feed	09/10/04	McDermott MA	664.96
Air/Rail Travel - vendor feed	09/13/04	McDermott MA	1,272.41
Air/Rail Travel - vendor feed	09/20/04	McDermott MA	1,255.63
Air/Rail Travel - vendor feed	09/26/04	McDermott MA	1,232.53
TOTAL AIR/RAIL TRAVEL - VENDOR FEED			\$4,425.53
Car Service Vendor Feeds	09/10/04	McDermott MA	46.21
TOTAL CAR SERVICE VENDOR FEEDS			\$46.21
In-house Reproduction	09/01/04	Copy Center, D	46.20
In-house Reproduction	09/03/04	Copy Center, D	1.00
In-house Reproduction	09/03/04	Copy Center, D	0.40
In-house Reproduction	09/10/04	Copy Center, D	268.60
In-house Reproduction	09/14/04	Copy Center, D	16.10
In-house Reproduction	09/17/04	Copy Center, D	4.30
In-house Reproduction	09/21/04	Copy Center, D	15.90
In-house Reproduction	09/24/04	Copy Center, D	237.00
In-house Reproduction	09/24/04	Copy Center, D	0.40
In-house Reproduction	09/28/04	Copy Center, D	24.90
TOTAL IN-HOUSE REPRODUCTION			\$614.80
Telephone Expense	09/09/04	Telecommunications, D	2.40
Telephone Expense	09/30/04	Telecommunications, D	20.60
Telephone Expense	09/30/04	Telecommunications, D	0.71
Telephone Expense	09/30/04	Telecommunications, D	3.02
TOTAL TELEPHONE EXPENSE			\$26.73
Postage	09/20/04	Office Admin, D	1.66
Postage	09/22/04	Office Admin, D	91.08
TOTAL POSTAGE			\$92.74

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

Disbursement	Date	Vendor/Employee/Dept.	Amount
Reproduction - color	09/01/04	Copy Center, D	0.50
Reproduction - color	09/30/04	Copy Center, D	18.00
		TOTAL REPRODUCTION - COLOR	\$18.50
Vendor Hosted Teleconferencing	08/31/04	Teleconferencing Services, LLC	73.34
Vendor Hosted Teleconferencing	08/31/04	Teleconferencing Services, LLC	2.16
Vendor Hosted Teleconferencing	08/31/04	Teleconferencing Services, LLC	159.65
Vendor Hosted Teleconferencing	09/22/04	Teleconferencing Services, LLC	13.91
		TOTAL VENDOR HOSTED TELECONFERENCING	\$249.06
Out-of-Town Travel	08/29/04	McDermott MA	9.00
Out-of-Town Travel	08/29/04	McDermott MA	35.00
Out-of-Town Travel	08/29/04	McDermott MA	51.00
Out-of-Town Travel	09/02/04	McDermott MA	35.00
Out-of-Town Travel	09/02/04	McDermott MA	1,422.31
Out-of-Town Travel	09/07/04	McDermott MA	250.84
Out-of-Town Travel	09/08/04	McDermott MA	32.00
Out-of-Town Travel	09/09/04	McDermott MA	15.90
Out-of-Town Travel	09/09/04	McDermott MA	7.30
Out-of-Town Travel	09/09/04	McDermott MA	53.00
Out-of-Town Travel	09/13/04	McDermott MA	52.00
Out-of-Town Travel	09/13/04	McDermott MA	7.40
Out-of-Town Travel	09/13/04	McDermott MA	45.00
Out-of-Town Travel	09/14/04	McDermott MA	7.80
Out-of-Town Travel	09/15/04	McDermott MA	17.10
Out-of-Town Travel	09/16/04	McDermott MA	15.90
Out-of-Town Travel	09/17/04	McDermott MA	7.30
Out-of-Town Travel	09/17/04	McDermott MA	35.00
		TOTAL OUT-OF-TOWN TRAVEL	\$2,098.85
Messengers/ Courier	08/27/04	Straightline Courier	22.60
Messengers/ Courier	09/01/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	09/02/04	Dist Serv/Mail/Page, D	11.75

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

Disbursement	Date	Vendor/Employee/Dept.	Amount
Messengers/ Courier	09/07/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	09/07/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	09/07/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	09/09/04	Dist Serv/Mail/Page, D	21.26
Messengers/ Courier	09/09/04	United Parcel Service	26.91
Messengers/ Courier	09/09/04	Dist Serv/Mail/Page, D	9.41
Messengers/ Courier	09/10/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	09/11/04	United Parcel Service	4.15
Messengers/ Courier	09/14/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	09/15/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	09/16/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	09/17/04	Dist Serv/Mail/Page, D	21.26
Messengers/ Courier	09/18/04	United Parcel Service	1.50
Messengers/ Courier	09/19/04	Comet Messenger Service	13.72
Messengers/ Courier	09/20/04	Dist Serv/Mail/Page, D	21.26
Messengers/ Courier	09/21/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	09/23/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	09/24/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	09/26/04	Comet Messenger Service	13.72
Messengers/ Courier	09/27/04	Dist Serv/Mail/Page, D	25.27
		TOTAL MESSENGERS/ COURIER	\$322.06
Out-of-Town Meals	09/02/04	McDermott MA	80.51
Out-of-Town Meals	09/07/04	McDermott MA	46.55
Out-of-Town Meals	09/08/04	McDermott MA	22.01
Out-of-Town Meals	09/08/04	McDermott MA	31.66
Out-of-Town Meals	09/14/04	McDermott MA	102.39
Out-of-Town Meals	09/15/04	McDermott MA	33.19
		TOTAL OUT-OF-TOWN MEALS	\$316.31
Court Reporting	09/10/04	Veritext New York Reporting Company L.L.	114.00
		TOTAL COURT REPORTING	\$114.00
Outside Research/Internet Services	09/26/04	VirtualDocket.com	5.60

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

Disbursement	Date	Vendor/Employee/Dept.	Amount
		TOTAL OUTSIDE RESEARCH/INTERNET SERVICES	\$5.60
File Conversion (Multi-09/13/04 page to Single-page)		Paternostro M	114.42
		TOTAL FILE CONVERSION (MULTI-PAGE TO SINGLE-PAGE)	\$114.42
Contracted Catering-NY	09/09/04	Day GR	299.37
Contracted Catering-NY	09/24/04	McDermott MA	359.24
Contracted Catering-NY	09/28/04	Agarwal K	117.97
		TOTAL CONTRACTED CATERING- NY	\$776.58
CLR/Disclosure	09/30/04	Global Securities	58.66
		TOTAL CLR/DISCLOSURE	\$58.66
		TOTAL MATTER	\$9,280.05

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

RCN Corporation (DIP)
Claims Admin. (General)

Bill Date: 10/13/04
Bill Number: 1029909

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	09/03/04	Copy Center, D	0.90
In-house Reproduction	09/10/04	Copy Center, D	12.20
In-house Reproduction	09/14/04	Copy Center, D	1.60
In-house Reproduction	09/17/04	Copy Center, D	0.10
		TOTAL IN-HOUSE REPRODUCTION	\$14.80
Telephone Expense	09/30/04	Telecommunications, D	17.96
Telephone Expense	09/30/04	Telecommunications, D	0.64
Telephone Expense	09/30/04	Telecommunications, D	2.63
		TOTAL TELEPHONE EXPENSE	\$21.23
Westlaw	09/14/04	Horvath, Jr. RS	268.71
		TOTAL WESTLAW	\$268.71
Printing to paper from TIF	09/01/04	Copy Center, D	630.24
		TOTAL PRINTING TO PAPER FROM TIF	\$630.24
		TOTAL MATTER	\$934.98

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

RCN Corporation (DIP)
Claims Admin. (PACA/PASA)

Bill Date: 10/13/04
Bill Number: 1029909

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	09/21/04	Copy Center, D	6.90
		TOTAL IN-HOUSE REPRODUCTION	\$6.90
Telephone Expense	09/30/04	Telecommunications, D	0.01
Telephone Expense	09/30/04	Telecommunications, D	0.41
Telephone Expense	09/30/04	Telecommunications, D	0.08
		TOTAL TELEPHONE EXPENSE	\$0.50
Westlaw	09/09/04	Taouchanova VE	229.68
Westlaw	09/10/04	Taouchanova VE	366.98
Westlaw	09/23/04	Taouchanova VE	274.59
		TOTAL WESTLAW	\$871.25
		TOTAL MATTER	\$878.65

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

RCN Corporation (DIP)
Creditor Meetings/Statutory Committees

Bill Date: 10/13/04
Bill Number: 1029909

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	09/30/04	Telecommunications, D	3.69
Telephone Expense	09/30/04	Telecommunications, D	0.11
Telephone Expense	09/30/04	Telecommunications, D	0.55
TOTAL TELEPHONE EXPENSE			\$4.35
TOTAL MATTER			\$4.35

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

RCN Corporation (DIP)
Disclosure Statement/Voting Issues

Bill Date: 10/13/04
Bill Number: 1029909

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	09/24/04	Copy Center, D	30.00
		TOTAL IN-HOUSE REPRODUCTION	\$30.00
Telephone Expense	09/30/04	Telecommunications, D	12.67
Telephone Expense	09/30/04	Telecommunications, D	0.45
Telephone Expense	09/30/04	Telecommunications, D	1.83
		TOTAL TELEPHONE EXPENSE	\$14.95
Postage	09/27/04	Office Admin, D	0.37
		TOTAL POSTAGE	\$0.37
Lexis/Nexis	08/19/04	Baroni ML	38.85
Lexis/Nexis	09/22/04	Agarwal K	289.29
Lexis/Nexis	09/28/04	Silverberg BS	205.53
		TOTAL LEXIS/NEXIS	\$533.67
Westlaw	09/22/04	Toussi S	303.95
Westlaw	09/28/04	Toussi S	657.28
		TOTAL WESTLAW	\$961.23
Reproduction - color	09/30/04	Copy Center, D	18.00
		TOTAL REPRODUCTION - COLOR	\$18.00
CLR/Disclosure	08/31/04	Global Securities	52.14
CLR/Disclosure	09/30/04	Global Securities	15.21
		TOTAL CLR/DISCLOSURE	\$67.35
		TOTAL MATTER	\$1,625.57

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

RCN Corporation (DIP)
Executory Contracts (Personalty)

Bill Date: 10/13/04
Bill Number: 1029909

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	09/30/04	Telecommunications, D	0.01
Telephone Expense	09/30/04	Telecommunications, D	0.41
Telephone Expense	09/30/04	Telecommunications, D	0.08
TOTAL TELEPHONE EXPENSE			\$0.50
TOTAL MATTER			\$0.50

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

RCN Corporation (DIP)
Financing (DIP and Emergence)

Bill Date: 10/13/04
Bill Number: 1029909

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	09/30/04	Telecommunications, D	2.62
Telephone Expense	09/30/04	Telecommunications, D	0.09
Telephone Expense	09/30/04	Telecommunications, D	0.42
		TOTAL TELEPHONE EXPENSE	\$3.13
Westlaw	09/29/04	McDermott MA	165.17
		TOTAL WESTLAW	\$165.17
		TOTAL MATTER	\$168.30

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

**RCN Corporation (DIP)
Insurance**

**Bill Date: 10/13/04
Bill Number: 1029909**

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	09/10/04	Copy Center, D	1.90
In-house Reproduction	09/28/04	Copy Center, D	2.10
In-house Reproduction	09/29/04	Copy Center, D	37.20
		TOTAL IN-HOUSE REPRODUCTION	\$41.20
Telephone Expense	09/30/04	Telecommunications, D	6.40
Telephone Expense	09/30/04	Telecommunications, D	0.22
Telephone Expense	09/30/04	Telecommunications, D	0.93
		TOTAL TELEPHONE EXPENSE	\$7.55
Lexis/Nexis	09/21/04	Desgrosseillier ML	360.36
		TOTAL LEXIS/NEXIS	\$360.36
Westlaw	09/22/04	Desgrosseillier ML	471.26
Westlaw	09/22/04	Desgrosseillier ML	233.16
Westlaw	09/22/04	Friedman LE	78.91
Westlaw	09/23/04	Desgrosseillier ML	43.83
Westlaw	09/23/04	Friedman LE	6.54
		TOTAL WESTLAW	\$833.70
Messengers/ Courier	09/30/04	Dist Serv/Mail/Page, D	9.12
Messengers/ Courier	09/30/04	Dist Serv/Mail/Page, D	9.12
Messengers/ Courier	09/30/04	Dist Serv/Mail/Page, D	9.12
Messengers/ Courier	09/30/04	Dist Serv/Mail/Page, D	9.12
		TOTAL MESSENGERS/ COURIER	\$36.48
		TOTAL MATTER	\$1,279.29

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

RCN Corporation (DIP)
Leases (Real Property)

Bill Date: 10/13/04
Bill Number: 1029909

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	09/30/04	Telecommunications, D	0.94
Telephone Expense	09/30/04	Telecommunications, D	0.04
Telephone Expense	09/30/04	Telecommunications, D	0.12
TOTAL TELEPHONE EXPENSE			\$1.10
TOTAL MATTER			\$1.10

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

RCN Corporation (DIP)
Litigation (General)

Bill Date: 10/13/04
Bill Number: 1029909

Disbursement	Date	Vendor/Employee/Dept.	Amount
Air/Rail Travel - vendor feed	09/01/04	Desgrosseillier ML	243.20
Air/Rail Travel - vendor feed	09/09/04	Davis EM	263.19
Air/Rail Travel - vendor feed	09/09/04	Davis EM	-218.19
Air/Rail Travel - vendor feed	09/09/04	Davis EM	109.10
Air/Rail Travel - vendor feed	09/09/04	Davis EM	-45.00
Air/Rail Travel - vendor feed	09/10/04	Davis EM	154.10
		TOTAL AIR/RAIL TRAVEL - VENDOR FEED	\$506.40
In-house Reproduction	09/01/04	Copy Center, D	1,986.20
In-house Reproduction	09/01/04	Copy Center, D	20.90
In-house Reproduction	09/03/04	Copy Center, D	534.10
In-house Reproduction	09/03/04	Copy Center, D	4.30
In-house Reproduction	09/10/04	Copy Center, D	106.30
In-house Reproduction	09/10/04	Copy Center, D	109.00
In-house Reproduction	09/10/04	Copy Center, D	159.90
In-house Reproduction	09/13/04	Copy Center, D	208.50
In-house Reproduction	09/14/04	Copy Center, D	6.10
In-house Reproduction	09/14/04	Copy Center, D	40.10
In-house Reproduction	09/17/04	Copy Center, D	57.30
In-house Reproduction	09/24/04	Copy Center, D	22.10
In-house Reproduction	09/29/04	Copy Center, D	25.50
		TOTAL IN-HOUSE REPRODUCTION	\$3,280.30
Telephone Expense	09/30/04	Telecommunications, D	37.43
Telephone Expense	09/30/04	Telecommunications, D	1.34
Telephone Expense	09/30/04	Telecommunications, D	5.27
		TOTAL TELEPHONE EXPENSE	\$44.04
Postage	09/13/04	Office Admin, D	9.95

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

Disbursement	Date	Vendor/Employee/Dept.	Amount
		TOTAL POSTAGE	\$9.95
Non-standard/Outside Reproduction	08/26/04	Landmark Document Services	884.45
Non-standard/Outside Reproduction	08/27/04	Landmark Document Services	1,857.33
Non-standard/Outside Reproduction	08/31/04	Landmark Document Services	851.53
Non-standard/Outside Reproduction	09/01/04	Landmark Document Services	3,224.44
		TOTAL NON-STANDARD/OUTSIDE REPRODUCTION	\$6,817.75
Westlaw	09/08/04	Dargitz SD	275.38
Westlaw	09/08/04	Bayliss AT	16.25
Westlaw	09/08/04	Fawkes TR	62.86
Westlaw	09/09/04	Dargitz SD	772.15
Westlaw	09/09/04	Bayliss AT	383.63
Westlaw	09/09/04	Fawkes TR	8.53
Westlaw	09/10/04	Dargitz SD	295.96
Westlaw	09/10/04	Bayliss AT	335.94
Westlaw	09/11/04	Powell JE	122.54
Westlaw	09/13/04	Dargitz SD	638.09
Westlaw	09/13/04	Bayliss AT	577.35
Westlaw	09/14/04	Lockwood PJ	11.18
Westlaw	09/14/04	Bayliss AT	140.24
Westlaw	09/15/04	Senft CJ	195.95
Westlaw	09/15/04	Bayliss AT	3.69
Westlaw	09/29/04	Desgrosseillier ML	507.87
Westlaw	09/30/04	Desgrosseillier ML	25.74
		TOTAL WESTLAW	\$4,373.35
Vendor Hosted Teleconferencing	08/31/04	Teleconferencing Services, LLC	6.90
Vendor Hosted Teleconferencing	08/31/04	Teleconferencing Services, LLC	8.45
Vendor Hosted Teleconferencing	09/22/04	Teleconferencing Services, LLC	13.64

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

Disbursement	Date	Vendor/Employee/Dept.	Amount
Out-of-Town Meals	09/02/04	Desgrosseillier ML	6.00
Out-of-Town Meals	09/02/04	Desgrosseillier ML	4.50
		TOTAL OUT-OF-TOWN MEALS	\$49.50
Outside Research/Internet Services	09/11/04	CT Corporation System-NY	100.00
Outside Research/Internet Services	09/19/04	VirtualDocket.com	7.50
		TOTAL OUTSIDE RESEARCH/INTERNET SERVICES	\$107.50
		TOTAL MATTER	\$16,232.81

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

RCN Corporation (DIP)
Nonworking Travel Time

Bill Date: 10/13/04
Bill Number: 1029909

Disbursement	Date	Vendor/Employee/Dept.	Amount
Air/Rail Travel - vendor feed	08/06/04	Clark AW	164.00
Air/Rail Travel - vendor feed	08/29/04	McDermott MA	635.66
Air/Rail Travel - vendor feed	09/02/04	McDermott MA	661.11
Air/Rail Travel - vendor feed	09/02/04	McDermott MA	661.11
Air/Rail Travel - vendor feed	09/02/04	McDermott MA	-616.11
Air/Rail Travel - vendor feed	09/06/04	McDermott MA	1,286.43
Air/Rail Travel - vendor feed	09/08/04	McDermott MA	666.46
Air/Rail Travel - vendor feed	09/08/04	McDermott MA	635.66
Air/Rail Travel - vendor feed	09/08/04	McDermott MA	-666.46
Air/Rail Travel - vendor feed	09/08/04	McDermott MA	30.80
		TOTAL AIR/RAIL TRAVEL - VENDOR FEED	\$3,458.66
Telephone Expense	09/30/04	Telecommunications, D	3.89
Telephone Expense	09/30/04	Telecommunications, D	0.13
Telephone Expense	09/30/04	Telecommunications, D	0.58
		TOTAL TELEPHONE EXPENSE	\$4.60
Out-of-Town Travel	09/01/04	Celebrity Limo	204.75
		TOTAL OUT-OF-TOWN TRAVEL	\$204.75
		TOTAL MATTER	\$3,668.01

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

Disbursement	Date	Vendor/Employee/Dept.	Amount
		TOTAL VENDOR HOSTED TELECONFERENCING	\$28.99
Out-of-Town Travel	09/01/04	Desgrosseillier ML	40.00
Out-of-Town Travel	09/02/04	Desgrosseillier ML	5.00
Out-of-Town Travel	09/02/04	Desgrosseillier ML	40.00
Out-of-Town Travel	09/02/04	Desgrosseillier ML	199.93
		TOTAL OUT-OF-TOWN TRAVEL	\$284.93
Messengers/ Courier	09/04/04	Tristate Courier	219.42
Messengers/ Courier	09/07/04	Dist Serv/Mail/Page, D	9.12
Messengers/ Courier	09/07/04	Dist Serv/Mail/Page, D	16.24
Messengers/ Courier	09/09/04	United Parcel Service	44.10
Messengers/ Courier	09/09/04	Dist Serv/Mail/Page, D	18.52
Messengers/ Courier	09/11/04	United Parcel Service	21.19
Messengers/ Courier	09/12/04	Arrow Messenger Svc	24.60
Messengers/ Courier	09/13/04	Dist Serv/Mail/Page, D	7.43
Messengers/ Courier	09/13/04	Dist Serv/Mail/Page, D	9.12
Messengers/ Courier	09/18/04	United Parcel Service	1.50
Messengers/ Courier	09/19/04	Parcels Inc.	50.00
Messengers/ Courier	09/24/04	Dist Serv/Mail/Page, D	48.70
Messengers/ Courier	09/24/04	Dist Serv/Mail/Page, D	28.00
Messengers/ Courier	09/24/04	Dist Serv/Mail/Page, D	29.12
Messengers/ Courier	09/24/04	Dist Serv/Mail/Page, D	15.68
Messengers/ Courier	09/24/04	Dist Serv/Mail/Page, D	10.08
Messengers/ Courier	09/24/04	Dist Serv/Mail/Page, D	13.44
Messengers/ Courier	09/24/04	Dist Serv/Mail/Page, D	28.00
Messengers/ Courier	09/24/04	Dist Serv/Mail/Page, D	31.36
Messengers/ Courier	09/24/04	Dist Serv/Mail/Page, D	32.48
Messengers/ Courier	09/24/04	Dist Serv/Mail/Page, D	25.76
Messengers/ Courier	09/24/04	Dist Serv/Mail/Page, D	30.24
Messengers/ Courier	09/30/04	Office Admin, D	16.00
		TOTAL MESSENGERS/ COURIER	\$730.10
Out-of-Town Meals	09/01/04	Desgrosseillier ML	4.00
Out-of-Town Meals	09/01/04	Desgrosseillier ML	35.00

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

RCN Corporation (DIP)
Regulatory and SEC Matters

Bill Date: 10/13/04
Bill Number: 1029909

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	09/21/04	Copy Center, D	14.90
		TOTAL IN-HOUSE REPRODUCTION	\$14.90
Telephone Expense	09/30/04	Telecommunications, D	3.89
Telephone Expense	09/30/04	Telecommunications, D	0.13
Telephone Expense	09/30/04	Telecommunications, D	0.58
		TOTAL TELEPHONE EXPENSE	\$4.60
Lexis/Nexis	09/02/04	Cleary MA	10.87
Lexis/Nexis	09/02/04	Cleary MA	126.28
Lexis/Nexis	09/21/04	Greebel RA	75.28
		TOTAL LEXIS/NEXIS	\$212.43
Westlaw	09/02/04	Cleary MA	111.74
		TOTAL WESTLAW	\$111.74
CLR/Disclosure	08/31/04	Global Securities	34.76
CLR/Disclosure	08/31/04	Global Securities	65.18
CLR/Disclosure	08/31/04	Global Securities	63.00
CLR/Disclosure	08/31/04	Global Securities	171.63
CLR/Disclosure	08/31/04	Global Securities	180.32
CLR/Disclosure	09/30/04	Global Securities	71.69
		TOTAL CLR/DISCLOSURE	\$586.58
		TOTAL MATTER	\$930.25

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

RCN Corporation (DIP)
Reorganization Plan/Plan Sponsors

Bill Date: 10/13/04
Bill Number: 1029909

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	09/10/04	Copy Center, D	7.50
In-house Reproduction	09/21/04	Copy Center, D	511.40
In-house Reproduction	09/28/04	Copy Center, D	15.80
TOTAL IN-HOUSE REPRODUCTION			\$534.70
Telephone Expense	09/30/04	Telecommunications, D	7.90
Telephone Expense	09/30/04	Telecommunications, D	0.27
Telephone Expense	09/30/04	Telecommunications, D	1.18
TOTAL TELEPHONE EXPENSE			\$9.35
Lexis/Nexis	09/01/04	Agarwal K	65.19
Lexis/Nexis	09/01/04	Agarwal K	757.07
Lexis/Nexis	09/02/04	Agarwal K	4.09
Lexis/Nexis	09/02/04	Agarwal K	47.73
Lexis/Nexis	09/09/04	Geisler ML	536.54
Lexis/Nexis	09/27/04	Kelly BP	270.96
Lexis/Nexis	09/28/04	Kelly BP	138.42
TOTAL LEXIS/NEXIS			\$1,820.00
Westlaw	09/06/04	Toussi S	594.23
Westlaw	09/12/04	Toussi S	460.25
Westlaw	09/12/04	Toussi S	305.43
Westlaw	09/18/04	McDermott MA	298.03
Westlaw	09/22/04	McDermott MA	77.94
Westlaw	09/24/04	Toussi S	231.10
Westlaw	09/26/04	McDermott MA	187.39
Westlaw	09/27/04	McDermott MA	165.48
TOTAL WESTLAW			\$2,319.85
Contracted Catering-NY	09/08/04	Baker DJ	239.50
Contracted Catering-NY	09/10/04	Baker DJ	299.37
Contracted Catering-NY	09/21/04	Baker DJ	299.37
TOTAL CONTRACTED CATERING-NY			\$838.24

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

Disbursement	Date	Vendor/Employee/Dept.	Amount
CLR/Disclosure	08/31/04	Global Securities	17.38
		TOTAL CLR/DISCLOSURE	\$17.38
		TOTAL MATTER	\$5,539.52

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

RCN Corporation (DIP)
Reports and Schedules

Bill Date: 10/13/04
Bill Number: 1029909

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	09/30/04	Telecommunications, D	0.03
Telephone Expense	09/30/04	Telecommunications, D	0.02
TOTAL TELEPHONE EXPENSE			\$0.05
TOTAL MATTER			\$0.05

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

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

Bill Date: 10/13/04
Bill Number: 1029909

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	09/21/04	Copy Center, D	63.30
In-house Reproduction	09/24/04	Copy Center, D	76.70
		TOTAL IN-HOUSE REPRODUCTION	\$140.00
Telephone Expense	09/30/04	Telecommunications, D	4.24
Telephone Expense	09/30/04	Telecommunications, D	0.14
Telephone Expense	09/30/04	Telecommunications, D	0.64
		TOTAL TELEPHONE EXPENSE	\$5.02
Postage	09/20/04	Office Admin, D	15.80
		TOTAL POSTAGE	\$15.80
Messengers/ Courier	09/29/04	Dist Serv/Mail/Page, D	45.41
		TOTAL MESSENGERS/ COURIER	\$45.41
		TOTAL MATTER	\$206.23

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

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

Bill Date: 10/13/04
Bill Number: 1029909

Disbursement	Date	Vendor/Employee/Dept.	Amount
Car Service Vendor Feeds	09/09/04	McDermott MA	74.26
		TOTAL CAR SERVICE VENDOR FEEDS	\$74.26
Telephone Expense	09/30/04	Telecommunications, D	7.58
Telephone Expense	09/30/04	Telecommunications, D	0.27
Telephone Expense	09/30/04	Telecommunications, D	1.10
		TOTAL TELEPHONE EXPENSE	\$8.95
Telco-Non Astra	09/08/04	Telecommunications, D	1.23
		TOTAL TELCO-NON ASTRA	\$1.23
		TOTAL MATTER	\$84.44

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

**RCN Corporation (DIP)
Secured Claims**

**Bill Date: 10/13/04
Bill Number: 1029909**

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	09/30/04	Telecommunications, D	0.01
Telephone Expense	09/30/04	Telecommunications, D	0.41
Telephone Expense	09/30/04	Telecommunications, D	0.08
TOTAL TELEPHONE EXPENSE			\$0.50
TOTAL MATTER			\$0.50

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

**RCN Corporation (DIP)
Tax Matters**

**Bill Date: 10/13/04
Bill Number: 1029909**

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	09/10/04	Copy Center, D	2.10
In-house Reproduction	09/14/04	Copy Center, D	5.00
In-house Reproduction	09/17/04	Copy Center, D	0.30
		TOTAL IN-HOUSE REPRODUCTION	\$7.40
Telephone Expense	09/30/04	Telecommunications, D	0.03
Telephone Expense	09/30/04	Telecommunications, D	0.66
Telephone Expense	09/30/04	Telecommunications, D	0.11
		TOTAL TELEPHONE EXPENSE	\$0.80
Westlaw	09/09/04	Greenblatt JA	331.80
		TOTAL WESTLAW	\$331.80
		TOTAL MATTER	\$340.00

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

RCN Corporation (DIP)
U.S. Trustee Matters

Bill Date: 10/13/04
Bill Number: 1029909

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	09/30/04	Telecommunications, D	0.56
		TOTAL TELEPHONE EXPENSE	\$0.56
		TOTAL MATTER	\$0.56

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

RCN Corporation (DIP)
Utilities

Bill Date: 10/13/04
Bill Number: 1029909

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	09/03/04	Copy Center, D	2.40
In-house Reproduction	09/21/04	Copy Center, D	0.40
TOTAL IN-HOUSE REPRODUCTION			\$2.80
TOTAL MATTER			\$2.80
TOTAL CLIENT			\$44,201.12