

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

Attorneys for Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
RCN CORPORATION, <u>et al.</u> ,	:	Case No. 04-13638 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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**FEE STATEMENT OF SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
OF FEES FOR PROFESSIONAL SERVICES RENDERED AND  
DISBURSEMENTS INCURRED AS COUNSEL FOR THE DEBTORS  
AND NON-DEBTOR SUBSIDIARIES FOR THE PERIOD FROM  
OCTOBER 1, 2004 THROUGH OCTOBER 31, 2004**

Skadden, Arps, Slate, Meagher & Flom LLP ("Skadden, Arps"), counsel for RCN Corporation ("RCN") and all of its direct and indirect subsidiaries, certain of which are debtors and debtors-in-possession in the above-captioned, jointly administered chapter 11 reorganization cases (collectively, the "Debtors"), hereby submits this statement of fees and disbursements for the period from October 1, 2004 through October 31, 2004 (the "Fee Period"), in accordance with the Court's June 22, 2004, Administrative Order Under 11 U.S.C. §§ 105 And 331 Establishing Procedures For Interim Compensation And Reimbursement Of Expenses Of Professionals, the Court's Administrative Orders dated June 20, 1991 and April 19, 1995, and The United States Trustee Guidelines For Reviewing Applications For Compensation And Reimbursement Of Expenses Filed Under 11 U.S.C. § 330, dated January 30, 1996.<sup>1</sup> Skadden, Arps' retention as

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

counsel to the Debtors was approved by the Court on a final basis on June 22, 2004. The monthly fee statements for work performed on behalf of the Debtors and their non-debtor affiliates (the "Non-Debtors") for the Fee Period are attached hereto.

### **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.

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<sup>1</sup>

(...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 or Non-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 WORK PERFORMED  
ON BEHALF OF THE DEBTORS FOR THE PERIOD FROM  
OCTOBER 1, 2004 THROUGH OCTOBER 31, 2004<sup>2</sup>**

<u>NAME</u>	<u>YEAR OF ADMISSION</u>	<u>RATE<sup>3</sup></u>	<u>HOURS</u>	<u>AMOUNT</u>
<b><u>PARTNERS</u></b>				
Lauren E. Aguiar	1996	\$545	12.00	\$ 6,540.00
Stuart N. Alperin	1977	760	5.70	4,332.00
Peter A. Atkins	1969	760	5.80	4,408.00
D. J. (Jan) Baker	1973	760	170.80	129,808.00
Anthony W. Clark	1979	735	7.50	5,512.50
Eric M. Davis	1992	595	115.50	68,722.50
Howard L. Ellin	1991	735	6.50	4,777.50
Maxwell M. Miller	1988	720	7.50	5,400.00
Alan G. Straus	1978	720	87.20	62,784.00
George A. Zimmerman	1980	760	5.60	4,256.00
<b>TOTAL PARTNERS</b>			<b>424.10</b>	<b>\$ 296,540.50</b>
<b><u>COUNSEL</u></b>				
Thomas J. Matz	1976	\$248	8.30	\$ 2,054.25
		495	189.00	93,555.00
Mark A. McDermott	1991	248	38.00	9,405.00
		495	134.30	66,478.50
<b>TOTAL COUNSEL</b>			<b>369.60</b>	<b>\$ 171,492.75</b>
<b><u>ASSOCIATES</u></b>				
Kris Agarwal	2003	\$395	63.90	\$ 25,240.50
Jeremy S. Bloom	2002	395	51.50	20,342.50
Grenville R. Day	1998	460	93.40	42,964.00

<sup>2</sup> As an accommodation to the Debtors, Skadden, Arps has voluntarily reduced its fees by \$13,054.10, which represents time for partners, counsel, associates, and paraprofessionals billing less than five (5) hours during this period.

<sup>3</sup> Non-working travel time is billed at 50% of the professionals standard hourly billing rate. Accordingly, hours billed for non-working travel time, included in Exhibit A attached hereto, have been reduced by 50%.

Mark L. Desgrosseillier	1999	440	93.70	41,228.00
Aileen A. Dowd	1999	440	23.30	10,252.00
Thomas R. Fawkes	2002	355	5.50	1,952.50
Loren E. Friedman	not admitted	320	35.60	11,392.00
Mordecai L. Geisler	2003	355	12.70	4,508.50
Robert A. Greebel	2002	395	23.40	9,243.00
Brian P. Kelly	2001	420	144.90	60,858.00
Frederick D. Morris	1995	490	114.00	55,860.00
Alberto Rodriguez	not admitted	250	50.30	12,575.00
Bennett S. Silverberg	2001	210	11.00	2,310.00
		420	117.40	49,308.00
Venera E. Taouchanova	2003	440	179.80	79,112.00
Sina Toussi	1995	238	4.00	950.00
		475	194.10	92,197.50
		TOTAL ASSOCIATES	1,218.50	\$ 520,293.50
PARAPROFESSIONALS				
Luisa Bonachea		\$120	3.80	\$ 456.00
Raymond R. Pizarro		135	8.20	1,107.00
Adriana G. Salazar		120	103.20	12,384.00
		TOTAL PARAPROFESSIONALS	115.20	\$ 13,947.00
		TOTAL	2,127.40	\$1,002,273.75

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.

**TIME SUMMARY TO FEE STATEMENT OF SKADDEN, ARPS,  
SLATE, MEAGHER & FLOM LLP FOR WORK PERFORMED  
ON BEHALF OF THE NON-DEBTORS FOR THE PERIOD FROM  
OCTOBER 1, 2004 THROUGH OCTOBER 31, 2004**

<u>NAME</u>	<u>YEAR OF ADMISSION</u>	<u>RATE</u>	<u>HOURS</u>	<u>AMOUNT</u>
<b><u>PARTNERS</u></b>				
Stuart N. Alperin	1996	\$760	0.60	\$ 456.00
Howard L. Ellin	1991	735	2.50	1,837.50
Peter J. Neckles	1978	760	34.50	26,220.00
<b>TOTAL PARTNERS</b>			<b>37.60</b>	<b>\$28,513.50</b>
<b><u>COUNSEL</u></b>				
Mark A. McDermott	1991	\$495	1.40	\$ 693.00
<b>TOTAL COUNSEL</b>			<b>1.40</b>	<b>\$ 693.00</b>
<b><u>ASSOCIATES</u></b>				
Kris Agarwal	2003	\$395	1.30	\$ 513.50
Grenville R. Day	1998	460	8.50	3,910.00
Mordecai L. Geisler	2003	355	0.80	284.00
Radha Kapoor	2003	420	19.80	8,316.00
Frederick D. Morris	1995	490	12.00	5,880.00
Venera E. Taouchanova	2003	440	4.40	1,936.00
Stephanie L. Teicher	1997	490	12.00	5,880.00
<b>TOTAL ASSOCIATES</b>			<b>58.80</b>	<b>\$26,719.50</b>
<b><u>PARAPROFESSIONALS</u></b>				
Johan Mathew		\$85	0.80	\$ 68.00
Joseph J. Roman		85	2.70	229.50
<b>TOTAL PARAPROFESSIONALS</b>			<b>3.50</b>	<b>\$ 297.50</b>
<b>TOTAL</b>			<b>101.30</b>	<b>\$56,223.50</b>

## **DISBURSEMENTS**

Consistent with its agreement with the Debtors and Non-Debtors, and firm policy with respect to its other bankruptcy clients, Skadden, Arps will continue to charge the Debtors and Non-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.<sup>4</sup>

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<sup>4</sup> 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 WORK  
PERFORMED ON BEHALF OF THE DEBTORS FOR THE PERIOD  
FROM OCTOBER 1, 2004 THROUGH OCTOBER 31, 2004<sup>5</sup>**

Computer Legal Research	\$ 4,807.82
Long Distance Telephone	328.86
Outside Telephone	41.50
In-House Reproduction (@\$.10 per page)	4,955.50
Reproduction-color (@\$.80 per page)	64.50
Outside Reproduction	7,315.07
Outside Research	1,532.93
Filing/Court Fees	175.00
Court Reporting	1,058.10
Local Travel	157.89
Out-Of-Town Travel	6,847.05
Business Meals <sup>6</sup>	2,320.44
Courier & Express Carriers (e.g., Federal Express) <sup>7</sup>	687.91
Postage	39.70
Other	<u>816.75</u>

**CLIENT TOTAL: \$31,149.02**

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

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<sup>5</sup> 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.

<sup>6</sup> Business meals are charged to a client if an attorney is meeting with a client during breakfast, lunch or dinner.

<sup>7</sup> 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.
- 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.

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

- General Advice. Skadden, Arps' attorneys continued to spend significant time working on issues associated with the "B Piece" exit financing, including intercreditor issues and revising and editing exit financing term sheets.<sup>8</sup> Attorneys also worked on issues associated with Starpower Communications, LLC.

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<sup>8</sup> The proposed exit financing facility relates to both Debtors and Non-Debtors, and accordingly, such work is attributed to both Debtors and Non-Debtors.



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

**FEES AND EXPENSES FOR DEBTORS**

TOTAL PROFESSIONAL FEES	\$1,002,273.75
TOTAL DISBURSEMENTS	<u>\$31,149.02</u>
<u>TOTAL FEES AND DISBURSEMENTS FOR THE FEE PERIOD</u>	<u>\$1,033,422.77</u>
80% OF PROFESSIONAL FEES	\$801,819.00
100% OF DISBURSEMENTS	<u>\$31,149.02</u>
<u>TOTAL AMOUNT LESS 20% HOLDBACK</u>	<u>\$832,968.02</u>

**FEES AND EXPENSES FOR NON-DEBTORS**  
(Not Payable at This Time)

TOTAL PROFESSIONAL FEES	\$56,223.50
TOTAL DISBURSEMENTS	<u>\$412.42</u>
<u>TOTAL FEES AND DISBURSEMENTS FOR THE FEE PERIOD</u>	<u>\$56,635.92</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  
November 22, 2004

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

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

D. J. Baker (DB 0085)  
(Member of the Firm)  
Frederick D. Morris (FM 6564)  
Four Times Square  
New York, New York 10036-6522  
(212) 735-3000

Attorneys for Debtors and  
Debtors-in-Possession

## **EXHIBIT A**

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

RCN Corporation (DIP)  
General Corporate Advice

Bill Date: 11/22/04  
Bill Number: 1033935

NAME	DATE	HOURS	DESCRIPTION
ATKINS PA	10/18/04	1.20	CONF. CALL W/ A. FASOLA (LEAD DIRECTOR) AND J. BAKER RE: SITUATION W/ AUDITORS (.7); CONF. CALL W/ A. FOX (PWC) RE: RCN (.5).
ATKINS PA	10/19/04	1.40	TELEPHONE CONVERSATION W/ J. BAKER (SASM&F) RE: MEETING W/ A. FASOLA (.2); CONF. CALL W/ A. FASOLA (LEAD DIRECTOR) AND PWC RE: SITUATION AND PERSONNEL MATTER (1.2).
ATKINS PA	10/20/04	2.80	CONF. W/ J. BAKER (.3) AND MEETING W/ A. FASOLA (DIRECTOR) /J. BAKER (SASM&F) RE: AUDIT FIRM, PERSONNEL MATTER (2.3); CONF. W/ J. DUBEL (COO) RE: STATUS (.2).
ATKINS PA	10/21/04	0.40	CONF. W/ J. BAKER (SASM&F) RE: DISCUSSION W/ A. FASOLA.
		5.80	
BAKER DJ	10/06/04	0.80	REVIEW MATERIALS TO BE SENT TO BOARD OF DIRECTORS PRIOR TO BOARD MEETING.
BAKER DJ	10/14/04	2.00	PREPARE FOR CONF. CALL W/ BOARD OF DIRECTORS (.7); TELEPHONE CALL A. FASOLA RE: BOARD ISSUES (.3); PARTICIPATE IN CONF. CALL W/ BOARD (1.0).
BAKER DJ	10/18/04	0.70	TELEPHONE CALL A. FASOLA W/ RESPECT TO AUDIT ISSUES (.3); CONF. CALL P. ATKINS AND A. FASOLA RE: AUDIT ISSUES (.4).
BAKER DJ	10/19/04	1.20	CONF. P. ATKINS AND A. FASOLA RE: AUDIT ISSUES.
		4.70	
ELLIN HL	10/05/04	2.00	ANALYSIS OF BOARD ISSUES AND REVIEW OF MEMO (1.0); ANALYSIS OF DISCHARGE ISSUES (1.0).
ELLIN HL	10/08/04	2.00	ANALYSIS OF DIRECTOR ISSUES/GOVERNANCE ISSUES (1.0); REVIEW BOARD MEMO AND REVIEW (1.0).
ELLIN HL	10/25/04	1.50	CONF. CALL W/D. ROYSTER (.5); REVIEW BACKGROUND MATERIALS (.5); REVIEW LEGAL ISSUES (.5).
		5.50	
<b>Total Partner</b>		<b>16.00</b>	

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

MCDERMOTT MA	10/15/04	0.80	CALL D. SCHALL, J. DUBEL, T. JANSON, RE: MEGACABLE DISCLOSURE.
		0.80	
<b>Total Counsel</b>		0.80	
DAY GR	10/20/04	0.40	REVIEW ISSUES RE: BYLAWS FOR REORGANIZED RCN CORP.
		0.40	
MORRIS FD	10/13/04	1.90	T.CONF. W/ D. ROYSTER RE: BOARD MEETING, DISCLOSURE STMT HEARING (.2); T.CONF. W/ D. ROYSTER RE: BOARD MEETING (.1); T.CONF. W/ D. ROYSTER RE: DIRECTOR ISSUES (.6), WORK RE: BOARD ISSUES (.5); T.CONF. W/ D. ROYSTER RE: BOARD RESOLUTIONS (.2); WORK RE: 8-K PRESS RELEASE (.3).
MORRIS FD	10/14/04	0.60	REVIEW PROPOSED 8-K (.3), WORK RE: SAME (.3).
MORRIS FD	10/15/04	0.40	WORK RE: 8-K.
MORRIS FD	10/19/04	1.60	WORK RE: 8-K.
MORRIS FD	10/25/04	2.80	DRAFT AND REVISE 10-Q SECTIONS.
MORRIS FD	10/27/04	0.40	T.CONF. W/ D. SULLIVAN RE: SUBSIDIARY DIRECTORS (.2); WORK RE: SAME (.2).
MORRIS FD	10/28/04	0.40	LETTER TO D. KORTREY RE: COMMITTEE REQUEST RE: CORP. GOVERNANCE (.2); T.CONF. W/ D. SULLIVAN RE: SAME (.2).
MORRIS FD	10/29/04	0.50	T.CONF. W/ P. BRADSHAW RE: 10-Q, 401(K) LITIGATION, INDEMNIFICATION CLAIMS.
		8.60	
<b>Total Associate</b>		9.00	
<b>TOTAL TIME</b>		<b><u>25.80</u></b>	

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

RCN Corporation (DIP)  
Asset Dispositions (General)

Bill Date: 11/22/04  
Bill Number: 1033935

NAME	DATE	HOURS	DESCRIPTION
BAKER DJ	10/06/04	0.40	CONF. CALL RE: STARPOWER ISSUES W/ J. DUBEL, B. BOSTRUM AND T. COLEMAN.
BAKER DJ	10/18/04	1.60	REVIEW STAR POWER ISSUES AND WORK RE: SAME.
		2.00	
ELLIN HL	10/13/04	1.00	STARPOWER ISSUES: DISCUSSION AND ANALYSIS.
		1.00	
<b>Total Partner</b>		3.00	
MATZ TJ	10/20/04	2.30	FURTHER WORK ON MOTION AND COLEMAN AFFIDAVIT (.8); WORK ON COLEMAN DECLARATION RE: STARPOWER ACQUISITION (.7); REVIEW AND COMMENT ON FINANCING BANK MOTION AND ORDER RE: STARPOWER ACQUISITION (.8).
		2.30	
MCDERMOTT MA	10/26/04	0.20	MEETING W/ R. GREEBEL RE: STARPOWER ACQUISITION.
		0.20	
<b>Total Counsel</b>		2.50	
AGARWAL K	10/01/04	3.00	BEGIN DRAFT OF 364 STARPOWER MOTION.
AGARWAL K	10/04/04	1.40	CONTINUE DRAFT OF STARPOWER 364 MOTION.
		4.40	
GREEBEL RA	10/05/04	0.20	CONVERSATION W/J. BAKER RE: STARPOWER.
GREEBEL RA	10/06/04	1.60	CONF CALL W/RCN RE: STARPOWER (1.0); PREPARED FOR CONF CALL RE: STARPOWER (.4); CONVERSATION W/RM RE: STARPOWER (.2).
GREEBEL RA	10/22/04	0.90	CONVERSATION W/H. ELLIN & R. MORRIS RE: STARPOWER (.4); REVIEWING PROPOSED STARPOWER STOCK PURCHASE AGREEMENT (.5).
GREEBEL RA	10/25/04	1.00	REVIEWING STARPOWER DRAFT PURCHASE AGREEMENT.
		3.70	
MORRIS FD	10/14/04	0.30	WORK RE: STARPOWER PURCHASE OPTION.

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

MORRIS FD	10/18/04	1.30	T.CONF. W/ J. DUBEL RE: STARPOWER PRESS RELEASE (.2); REVIEW STARPOWER PRESS RELEASES AND WORK RE: REVISIONS TO SAME (1.1).
		1.60	
Total Associate		9.70	
TOTAL TIME		<u>15.20</u>	

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

RCN Corporation (DIP)  
Automatic Stay (Relief Actions)

Bill Date: 11/22/04  
Bill Number: 1033935

NAME	DATE	HOURS	DESCRIPTION
DAVIS EM	10/01/04	0.80	REVIEW LATEST REQUEST IN JOYCE ANALYSIS AND RESPOND TO SAME (.6); REVIEW RESPONSE OF R. HAMMER TO SAME (.2).
DAVIS EM	10/04/04	0.90	REVIEW AND REVISE LATEST VERSION OF DEWEES DISCOVERY RESPONSES.
		1.70	
Total Partner		1.70	
MATZ TJ	10/08/04	0.40	FOLLOW UP RE: D. CRAIG LIFT STAY MOTION (.3); CALL TO J. MILLERMAN RE: SAME (.1).
MATZ TJ	10/11/04	0.60	WORK ON D. CRAIG LIFT STAY MOTION (.4); CALLS W/ J. MILLERMAN RE: SAME AND ADJOURNMENT (.2).
MATZ TJ	10/29/04	0.20	FOLLOW UP RE: D. CRAIG LIFT STAY APPLICATION, STIPULATION.
		1.20	
MCDERMOTT MA	10/07/04	0.50	ATTENTION TO D. CRAIG LIFT STAY MOTION AND CONSIDER STRATEGIC ALTERNATIVES RE: SAME.
		0.50	
Total Counsel		1.70	
MORRIS FD	10/07/04	0.40	WORK RE: D. CRAIG LIFT STAY REQUEST.
MORRIS FD	10/14/04	0.20	T.CONF. W/ P. BRADSHAW, D. KORTREY RE: LIFT STAY REQUEST, RCNE CONTRACTS.
		0.60	
SILVERBERG BS	10/11/04	0.60	WORK ON D. CRAIG LIFT STAY MOTION (.4); CALLS W/ J. MILLERMAN RE: SAME AND ADJOURNMENT (.2).
		0.60	
TAOUCHANOVA VE	10/04/04	3.90	WORK ON M. DEWEES OBJECTION.
TAOUCHANOVA VE	10/11/04	5.90	VARIOUS CALLS W/ L. DWOSKIN RE: D. CRAIG (1.2); CALLS W/ D. DERATZIAN RE: WITHDRAWAL OF LIFT STAY MOTION (1.3); RESEARCH ISSUES RE: STANDING (2.1); DRAFT OUTLINE RE: SAME (1.3).



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

TAOUCANOVA VE	10/14/04	2.00	EMAIL CORRESPONDENCE WITH J. GREEN REGARDING M. DEWEES LIFT STAY STIPULATION (.5); CALL WITH C. JACOBS REGARDING SAME (.5); VARIOUS CALLS WITH D. DERATZIAN REGARDING D. CRAIG LIFT STAY MOTION (1.0).
TAOUCANOVA VE	10/18/04	4.20	RESEARCH RE: D. CRAIG LIFT STAY MOTION (2.1); EMAIL CORRESPONDENCE WITH J. GREEN REGARDING M. DEWEES LIFT STAY STIPULATION (.6); CALL WITH C. JACOBS REGARDING SAME (.5); VARIOUS CALLS WITH D. DERATZIAN REGARDING D. CRAIG LIFT STAY MOTION (1.0).
TAOUCANOVA VE	10/19/04	0.70	CALL WITH L. DWOSKIN REGARDING D. CRAIG'S LIFT STAY MOTION (.5); VOICE MAIL TO D. DERATZIAN REGARDING SAME (.2).
TAOUCANOVA VE	10/21/04	1.80	CALL W/ L. DWOSKIN RE: D. CRAIG'S LIFT STAY MOTION (.5); CALL W/ C. JACOBS RE: M. DEWEES (.5); EMAILS W/ J. GREEN (.8).
TAOUCANOVA VE	10/22/04	1.00	VARIOUS CALLS W/ D. DERATZIAN RE: D. CRAIG LIFT STAY MOTION (.5) AND L. DWOSKIN RE: SAME (.5).
TAOUCANOVA VE	10/29/04	1.00	VARIOUS CALLS W/ D. DERATZIAN RE: D. CRAIG LIFT STAY MOTION (.5) AND L. DWOSKIN RE: SAME (.5).
		<b>20.50</b>	
<b>Total Associate</b>		<b>21.70</b>	
<b>TOTAL TIME</b>		<b><u>25.10</u></b>	

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

RCN Corporation (DIP)  
Business Operations/Strategic Planning

Bill Date: 11/22/04  
Bill Number: 1033935

NAME	DATE	HOURS	DESCRIPTION
MCDERMOTT MA	10/04/04	0.30	REVIEW CORRESPONDENCE RE: SETTLEMENT W/ COMMITTEE RE: STRATEGIC ALTERNATIVES.
MCDERMOTT MA	10/08/04	0.40	CALLS W/ A. FASOLA AND J. DUBEL RE: STRATEGIC CONSIDERATIONS.
MCDERMOTT MA	10/09/04	0.70	CALL J. DUBEL AND A. FASOLA RE: STRATEGIC ALTERNATIVES IN CONNECTION W/ PLAN AND RELATED MATTERS (.4); FURTHER CORRESPONDENCE RE: SAME (.3).
MCDERMOTT MA	10/10/04	1.70	SERIES OF CALLS W/ A. FASOLA, J. DUBEL, AND T. COLEMAN RE: TERM SHEET W/ COMMITTEE AND OTHER STRATEGIC ALTERNATIVES (.6); CORRESPONDENCE W/ S. KIRPALANI AND D. DUNNE RE: SAME (.2) AND REVISIONS TO SAME (.2); CALLS J. DUBEL AND A. FASOLA (.2); FOLLOW-UP CALLS J. DUBEL AND J. BAKER (.5).
		3.10	
Total Counsel		3.10	
TOTAL TIME		<u>3.10</u>	

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

RCN Corporation (DIP)  
Case Administration

Bill Date: 11/22/04  
Bill Number: 1033935

NAME	DATE	HOURS	DESCRIPTION
MATZ TJ	10/04/04	0.40	WORK ON CASE TIME LINE (.2); WORK ON ADJOURNMENTS TO OCTOBER 12 (.2).
MATZ TJ	10/08/04	0.30	UPDATING CASE TIME LINE.
MATZ TJ	10/29/04	1.00	WORK ON OUTSTANDING MATTERS (.8); SCHEDULING COURT MATTERS (.2).
		<b>1.70</b>	
MCDERMOTT MA	10/04/04	0.90	CONTINUED ATTENTION TO OUTSTANDING MATTERS, TASKS, AND CALENDAR.
MCDERMOTT MA	10/11/04	0.50	ATTENTION TO VARIOUS OUTSTANDING TASKS, CALENDAR, AND TEAM ASSIGNMENTS.
MCDERMOTT MA	10/14/04	0.60	ATTENTION TO CASE CALENDAR AND RELATED MATTERS.
MCDERMOTT MA	10/15/04	0.60	PREPARE AGENDA IN ANTICIPATION OF WEEKLY TEAM MEETING.
MCDERMOTT MA	10/22/04	1.20	ATTENTION TO OUTSTANDING TASKS AND RELATED ITEMS.
MCDERMOTT MA	10/24/04	0.30	ATTENTION TO VARIOUS OUTSTANDING TASKS AND RELATED MATTERS.
MCDERMOTT MA	10/25/04	0.50	MEETING W/ R. MORRIS RE: STATUS ON VARIOUS ITEMS (.2); ATTENTION TO HEARING ON WEDNESDAY OCTOBER 27 AND RELATED ADMINISTRATIVE MATTERS (.3).
MCDERMOTT MA	10/26/04	3.50	ATTENTION PRO HAC VICE MATTERS AND ORDERS FOR OMNIBUS HEARING (.1); REVIEW BINDER OF ALL PLEADINGS FOR OMNIBUS HEARING AND PREPARE NOTES IN PREPARATION OF SAME (2.6); ATTENTION TO OUTSTANDING TASKS, CALENDAR, AND RELATED ITEMS.
MCDERMOTT MA	10/27/04	1.70	PREPARE FOR OMNIBUS HEARING (.3); ATTEND OMNIBUS HEARING (1.4).
MCDERMOTT MA	10/29/04	0.70	PREPARE AGENDA FOR ANNUAL TEAM MEETING.
		<b>10.50</b>	
<b>Total Counsel</b>		<b>12.20</b>	
AGARWAL K	10/04/04	0.70	COORDINATE SERVICE OF MOTIONS AND AFFIDAVITS.
AGARWAL K	10/06/04	0.30	COORDINATE SERVICE OF NOTICES W/ BSI.
AGARWAL K	10/08/04	1.40	RCN STRATEGY MEETING W/ RCN TEAM AND FOLLOW UP WORK.

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

AGARWAL K	10/13/04	0.20	COORDINATE W/ BSI AFFIDAVITS OF SERVICE.
AGARWAL K	10/14/04	0.40	DRAFT NOTICE OF ADJOURNMENT.
AGARWAL K	10/15/04	0.40	RCN STRATEGY MEETING W/ RCN TEAM AND FOLLOW UP WORK.
AGARWAL K	10/18/04	0.50	REVISE AND EDIT FEE APPLICATION.
AGARWAL K	10/22/04	1.40	ATTENTION TO SERVICE ISSUES (.3); TEAM STRATEGY MEETING AND FOLLOW UP (1.1).
AGARWAL K	10/25/04	0.20	ATTENTION TO OMNIBUS OBJECTION SERVICE ISSUES.
AGARWAL K	10/26/04	2.40	DRAFT PRO HAC VICE MOTION AND ORDER.
		<b>7.90</b>	
DAY GR	10/22/04	1.10	REVIEW CASE ADMINISTRATION ISSUES.
DAY GR	10/25/04	0.30	REVIEW DOCKET AND RECENT FILINGS.
		<b>1.40</b>	
KELLY BP	10/05/04	1.20	REVIEW AND UPDATE TIMELINE.
KELLY BP	10/08/04	2.60	TIMELINE - REVIEW AND UPDATE (1.1); TEAM MEETING (1.5).
KELLY BP	10/11/04	1.50	REVIEW AND EDIT TIMELINE.
KELLY BP	10/13/04	1.80	PREPARE HEARING AGENDA FOR OCTOBER 15 (1.0); PREPARE SPEAKING OUTLINE FOR OCTOBER 15 (.8).
KELLY BP	10/14/04	4.90	PREPARE HEARING AGENDA (1.1); FORWARD COPY OF AGENDA TO CHAMBERS (.1); COORDINATE NOTICING AND FILING OF AGENDA (.4); PREPARE SPEAKING OUTLINE (1.7); PREPARE MATERIALS FOR HEARING (1.1); SUPERVISE LEGAL ASSISTANT RE: PREPARATION OF MATERIALS FOR HEARING (.5).
KELLY BP	10/15/04	2.90	REVIEW HEARING MATERIALS AND PREPARE FOR HEARING (1.0); ATTEND HEARING (1.9).
KELLY BP	10/20/04	0.80	REVIEW DOCKET AND UPDATE TIMELINE.
KELLY BP	10/22/04	1.00	RCN TEAM MEETING TO DISCUSS STATUS OF CASE AND FOLLOW UP.
KELLY BP	10/25/04	2.60	PREPARE HEARING AGENDA (1.1); CALL CHAMBERS (.1); REVIEW DOCKET AND REVIEW/EDIT TIMELINE ACCORDINGLY (1.4).
KELLY BP	10/26/04	5.90	CORRESPONDENCE RE: HEARING (1.3); PREPARE MATERIALS FOR HEARING (2.8); PREPARE AGENDA (.2); PREPARE SPEAKING OUTLINE (1.6).

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

KELLY BP	10/27/04	0.80	PREPARE MATERIALS FOR HEARING.
KELLY BP	10/29/04	4.00	TEAM MEETING (1.1); DRAFT NOVEMBER 3 HEARING AGENDA (.9); DRAFT SPEAKING OUTLINE FOR NOVEMBER 3 HEARING (.9); CORRESPONDENCE RE: D. CRAIG MOTION TO LIFT STAY (.4); CORRESPONDENCE RE: NOTICE AND SERVICE ISSUES (.7).
		<b>30.00</b>	
MORRIS FD	10/04/04	0.80	CONF. CALL W/ J. DUBEL RE: OMNIBUS HEARINGS (.1); T.CONF. W/ J. DUBEL RE: INTERIM FEE ORDER (.2), LETTER TO J. DUBEL RE: SAME (.2); REVIEW DOCKET, PLEADINGS (.3).
MORRIS FD	10/07/04	0.40	REVIEW DOCKET, PLEADINGS.
MORRIS FD	10/15/04	0.60	WORK RE: STATUS OF MULTIPLE PENDING MATTERS.
MORRIS FD	10/22/04	1.50	MEETING RE: CASE STATUS, STATUS RE: MULT. PENDING ISSUES.
MORRIS FD	10/25/04	1.10	WORK RE: STATUS RE: MULT. PENDING MATTERS (.5); REVIEW DOCKET, PLEADINGS (.3); ATTENTION TO CASE CALENDAR (.3).
MORRIS FD	10/26/04	0.60	WORK RE: PRO HAC VICE MOTION (.2); REVIEW DOCKET, PLEADINGS (.4).
MORRIS FD	10/28/04	0.40	REVIEW DOCKET, PLEADINGS.
MORRIS FD	10/29/04	0.60	WORK RE: CASE STATUS (.3); REVIEW DOCKET, PLEADINGS (.3).
MORRIS FD	10/31/04	0.30	REVIEW CASE/CONSUMMATION TIMELINE.
		<b>6.30</b>	
SILVERBERG BS	10/01/04	0.70	PREPARE, FILE AND COORDINATE SERVICE OF NOTICE OF ADJOURNMENT.
SILVERBERG BS	10/07/04	0.20	CONF. CALL W/J. MILLERMAN RE: HEARINGS SCHEDULING.
SILVERBERG BS	10/08/04	0.70	WEEKLY STATUS MEETING RE: PLANNING AND STRATEGY.
SILVERBERG BS	10/22/04	1.50	REVIEW ISSUES RE: CERTIFICATE OF SERVICE FOR SOLICITATION; INTERNAL PLANNING AND STRATEGY MEETING.
SILVERBERG BS	10/26/04	0.70	WORK RE: PRO HAC VICE APPLICATION AND ORDER.
SILVERBERG BS	10/27/04	1.00	UPDATE CASE CALENDAR.
SILVERBERG BS	10/29/04	1.00	INTERNAL PLANNING AND STRATEGY MEETING.
		<b>5.80</b>	

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

TAOUCHANOVA VE	10/08/04	0.90	MEETING W/ RCN TEAM RE: STRATEGY AND ORGANIZATION.
		0.90	
TOUSSI S	10/07/04	4.90	ADDRESS AND RESOLVE ISSUE ON EXCLUSIVITY EXTENSION AND CALLS W/ CHAMBERS RE: SAME (2.9); WORK ON PLAN TREATMENT OF EXECUTORY CONTRACTS (.8); DILIGENCE IN RESPECT THEREOF (.7); CALL W/ MILBANK RE: PLAN, STATUS, DISTRIBUTION (.5).
TOUSSI S	10/08/04	1.80	ADDRESS ISSUES RE: TIMELINE AND CLAIMS OBJECTIONS.
TOUSSI S	10/15/04	0.40	REVIEW DOCKET ENTRIES AND ADDRESS ISSUES RE: SAME.
TOUSSI S	10/20/04	0.90	REVIEW DOCKET ENTRIES, ADDRESS ISSUES RE: SAME.
TOUSSI S	10/21/04	1.00	ADDRESS ISSUES RE: HEARING DATE FOR VARIOUS MOTIONS, REVIEW D.CRAIG MOTION AND DRAFT RESPONSE.
TOUSSI S	10/25/04	0.70	REVIEW DOCKET FILINGS, ADDRESS ISSUES RE: SAME.
TOUSSI S	10/27/04	0.30	REVIEW INTERIM FEE APPLICATIONS FOR OTHER PROFESSIONALS (.3).
TOUSSI S	10/28/04	1.00	REVIEW MOST RECENT DOCKET ENTRIES, ADDRESS AND RESOLVE ISSUES RE: SAME (.7), ADDRESS ISSUES RE: DISTRIBUTION OF CERTAIN COURT FILINGS (.3).
TOUSSI S	10/29/04	1.00	ADDRESS AND RESOLVE ISSUES RE: SCHEDULED COURT MATTERS, REVIEW DRAFT AGENDA.
		12.00	
<b>Total Associate</b>		<b>64.30</b>	
BONACHEA L	10/01/04	1.30	SERVE/FILE COURT W/ PREPARE TO FILE/FILE MOTION ON DOCKET (.9); SEARCH DOCKET FOR MISFILED PLEADING PER INQUIRY FROM KASOWITZ (.4).
BONACHEA L	10/12/04	0.70	ASSIST W/ PRINTING PROOFS OF CLAIMS FROM CD-ROM.
BONACHEA L	10/19/04	0.60	FILE MAINTENANCE AND ASSIST W/PHOTOCOPYING OF CASE DOCUMENTS.
BONACHEA L	10/21/04	0.40	PRINT REQUESTED PROOFS OF CLAIM.
BONACHEA L	10/26/04	0.80	FILE MAINTENANCE AND MAKE COPIES OF REQUESTED SERVICE AGREEMENTS.
		3.80	

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

SALAZAR AG	10/04/04	6.10	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.2); PREPARE AND SUBMIT COURTESY COPIES OF PLEADINGS TO CHAMBERS (.8); DRAFT, PREPARE, ELECTRONICALLY FILE AND SERVE FOUR AFFIDAVITS (3.2); RESPOND TO ATTORNEY'S REQUESTS FOR DOCUMENTS (1.9).
SALAZAR AG	10/05/04	6.20	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.4); SERVE MOTION AND DRAFT AFFIDAVIT TO FILE (1.0); SERVE COURTESY COPIES OF PLEADINGS TO CHAMBERS (.5); FILE MAINTENANCE (.4); UPDATE RCN DOCUMENTS (1.7); PREPARE, ELECTRONICALLY FILE AND SERVE AFFIDAVITS, MOTION AND NOTICE (2.2).
SALAZAR AG	10/06/04	1.70	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.2); RESPOND TO ATTORNEY'S REQUESTS FOR DOCUMENTS (.2); FILE AMENDED DISCLOSURE STMT (1.3).
SALAZAR AG	10/07/04	7.10	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.2); DISTRIBUTE REQUESTED MEGACABLE DOCUMENTS (1.0); PRODUCTION AND DISTRIBUTION OF AMENDED DISCLOSURE STMT (1.6); PREPARE AND ELECTRONICALLY FILE SECOND OMNIBUS OBJECTION (1.4); RESPOND TO ATTORNEY'S REQUESTS FOR DOCUMENTS (1.8); FILE MAINTENANCE (1.1).
SALAZAR AG	10/08/04	4.60	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.2); FILE MAINTENANCE (.4); RESPOND TO ATTORNEY'S REQUESTS (1.8); PREPARE AND SERVE PLEADINGS TO CHAMBERS (.5); PREPARE, ELECTRONICALLY FILE AND SERVE AFFIDAVIT (1.7).
SALAZAR AG	10/11/04	9.30	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.2); PREPARE, ELECTRONICALLY FILE AND SERVE AFFIDAVITS (.6); REVISE AND EDIT EXHIBITS, CREATE ELECTRONIC VERSIONS OF DOCUMENTS, ELECTRONICALLY FILE AND PREPARE SETS FOR CHAMBERS (6.1); ORGANIZE DOCUMENT PRODUCTION FOR INTERNAL DISTRIBUTION AND SERVICE TO CHAMBERS (2.4).
SALAZAR AG	10/12/04	6.20	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.2); INTERNAL DISTRIBUTION OF PLEADINGS FOR HEARING (1.2); SERVICE OF DOCUMENTS TO CHAMBERS (1.1); RESPOND TO ATTORNEY REQUESTS FOR DOCUMENTS (1.6); PREPARE DOCUMENTS FOR IMAGING AND FILE MAINTENANCE (2.1).

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

SALAZAR AG	10/13/04	5.70	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.2); REQUEST HEARING TRANSCRIPTS AND CONTACT VENDOR W/ ACCOUNT ISSUES (.4); REVISE AND UPDATE THE SOLICITATION PROCEDURES ORDER AND PREPARE SERVICE OF FINAL VERSION (2.5); PREPARE DOCUMENTS AND SUBMIT FOR IMAGING (.6); SERVICE OF PLEADINGS TO CHAMBERS (.1); UPDATE PROOF OF CLAIMS BINDERS AND SUBMIT NEW CLAIMS FOR IMAGEBASE DATALOAD (1.9).
SALAZAR AG	10/14/04	6.00	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.2); PREPARE PLEADINGS FOR HEARING (2.5); ELECTRONICALLY FILE AND SERVE NOTICE, HEARING AGENDA AND DISCLOSURE STMT (1.2); PREPARE PLEADINGS AND CORRESPONDENCE FOR IMAGING AND FILE MAINTENANCE (2.1).
SALAZAR AG	10/15/04	1.80	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.2); DRAFT, ELECTRONICALLY FILE AND SERVE AFFIDAVIT OF SERVICE (1.2); RCN CONF. CALL MEETING (.4).
SALAZAR AG	10/18/04	7.20	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.2); COORDINATE DELIVERY OF TRANSCRIPTS W/ VENDOR (.3); RESPOND TO ATTORNEY'S REQUESTS FOR DOCUMENTS (2.3); PREPARE DOCUMENTS AND SUBMIT FOR IMAGING (2.8); FILE MAINTENANCE (1.6).
SALAZAR AG	10/19/04	3.60	SEARCH DOCKET FOR RECENT COURT FILINGS (.1); SERVE APPLICATION FOR RETENTION TO CHAMBERS (1.0); SERVE COPIES OF DISCLOSURE STMT TO CLIENT (.5); RESPOND TO ATTORNEY REQUESTS (.4); PREPARE, ELECTRONICALLY FILE AND SERVE AFFIDAVIT (1.2); DELIVER COPIES OF TRANSCRIPTS (.4).
SALAZAR AG	10/20/04	1.70	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.2); RESPOND TO ATTORNEY'S REQUESTS FOR DOCUMENTS (.1); PRODUCE AND DISTRIBUTE FEE STMT (1.4).
SALAZAR AG	10/21/04	5.10	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.2); RESPOND TO ATTORNEY'S REQUESTS FOR DOCUMENTS (.3); PREPARE AND ELECTRONICALLY FILE FOURTH OMNIBUS OBJECTION (3.3); FILE MAINTENANCE (1.3).



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

SALAZAR AG	10/22/04	6.30	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.4); FILE MAINTENANCE (.4); PREPARE AND SUBMIT CLAIMS AND PLEADINGS FOR IMAGING (.4); DRAFT NOTICE FOR MOTION (.4); PREPARE, FILE AND SERVE OBJECTION (1.2); SERVE COPIES OF DISCLOSURE STMTNT (.6); ATTEND TEAM MEETING (1.6); PREPARE AND ELECTRONICALLY FILE RETENTION APPLICATION AND AFFIDAVIT (.6); TEND TO CASE MATTERS (.7).
SALAZAR AG	10/25/04	4.10	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.2); RESPOND TO REQUESTS FOR DOCUMENTS (.3); PREPARE AND ELECTRONICALLY FILE FEE APPLICATION AND AFFIDAVIT (2.6); DOCUMENT PRODUCTION AND SERVICE OF FEE APPLICATION (1.0).
SALAZAR AG	10/26/04	5.70	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.2); DRAFT, PREPARE, ELECTRONICALLY FILE AND SERVE AFFIDAVITS OF SERVICE (3.2); SERVE CLIENT REQUESTED DOCUMENTS (.4); COMPILE HEARING BINDER (1.3); DRAFT COVER LETTERS AND SERVE COPIES OF THE DISCLOSURE STMTNT TO REQUESTING PARTIES (.6).
SALAZAR AG	10/27/04	6.70	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.3); PREPARE AND SUBMIT CHECK REQUEST (.9); DRAFT COVER LETTERS AND SERVE COPIES OF DISCLOSURE STMTNT (1.4); PREPARE, AND SEND COURTESY COPIES OF AFFIDAVITS TO CHAMBERS (.7); PREPARE FOR, AND TRAVEL TO COURT FOR PAYMENT OF PRO HAC VICE MOTION FEES (2.9); CONTACT VENDOR AND SUBMIT NEW REQUESTS FOR HEARING TRANSCRIPTS (.5).
SALAZAR AG	10/28/04	2.20	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.2); PREPARE, ELECTRONICALLY FILE AND SERVE FEE APPLICATION AND NOTICE (1.1); REPRODUCE AND DISTRIBUTE COPIES OF HEARING TRANSCRIPTS (.7); RESPOND TO ATTORNEY REQUESTS FOR DOCUMENTS (.2).
SALAZAR AG	10/29/04	2.00	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.5); SERVE PLEADINGS TO CHAMBERS (.1); COORDINATE W/ VENDOR FOR TIMELY FILING OF AFFIDAVITS (.9); REPRODUCE AND DISTRIBUTE COPIES OF LATEST HEARING TRANSCRIPT (.3); RESPOND TO ATTORNEY REQUESTS (.2).
		99.30	
Total Legal Assistant		103.10	
TOTAL TIME		<u>179.60</u>	

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

RCN Corporation (DIP)  
Claims Admin. (General)

Bill Date: 11/22/04  
Bill Number: 1033935

NAME	DATE	HOURS	DESCRIPTION
BAKER DJ	10/05/04	0.50	WORK W/ RESPECT TO CLAIMS ISSUES.
BAKER DJ	10/14/04	0.70	REVIEW ISSUES RE: CLAIMS ESTIMATION.
BAKER DJ	10/18/04	1.10	TELEPHONE CALL J. DUBEL, R. MORRIS, AND E. DAVIS RE: ESTIMATION ISSUES (.3); TELEPHONE CALL W/ J. DUBEL AND M. BLACK RE: CLAIM ESTIMATION (.3); TELEPHONE CALL W/ A. FASOLA AND J. DUBEL RE: CLAIM ESTIMATION ISSUES (.3); TELEPHONE CALL W/ E. DAVIS AND R. MORRIS RE: KEMPER CLAIM (.2).
BAKER DJ	10/19/04	5.60	REVIEW STATUS OF CLAIM ESTIMATION ISSUES (.4); CONF. W/ A. FASOLA RE: CLAIM ESTIMATION ISSUES (.3); CONF. W/ J. DUBEL AND A. FASOLA RE: CLAIM ESTIMATION MATTERS (1.4); REVIEW COMMITTEE ISSUES RE: CLAIM ESTIMATION AND RELATED MATTERS (2.2); FURTHER CONF. W/ A. FASOLA RE: CLAIM ESTIMATION MATTERS (1.3).
BAKER DJ	10/20/04	4.50	TELEPHONE CALL W/ K. RAUH RE: CLAIM ISSUES (.2); TELEPHONE CALL W/ P. ATKINS RE: CLAIM ISSUES (.1); REVIEW MEMORANDA W/ RESPECT TO CLAIMS (2.0); TELEPHONE CALL W/ D. ROYSTER RE: CLAIM ISSUES (.5); TELEPHONE CALL W/ M. BLACK RE: CLAIM ISSUES (.2); TELEPHONE CALL W/ E. DAVIS RE: WORK ON KEMPER CLAIMS (.2); CONF. CALL W/ A. FASOLA, B. BOSTROM AND J. DUBEL RE: CLAIM ISSUES (.5); TELEPHONE CALL W/ S. KIRPALANI, D. DUNNE AND J. DUBEL RE: CLAIM ISSUES (.5); FURTHER TELEPHONE CALL A. FASOLA W/ RE: CLAIM ISSUES (.3).
BAKER DJ	10/21/04	3.30	CONF. W/ S. KIRPALANI RE: CLAIM ESTIMATION (.4); THREE CONF. CALLS W/ S. KIRPALANI AND J. DUBEL W/ RESPECT TO CLAIM ESTIMATION ISSUES (2.0); CONF. CALL W/ A. FASOLA AND J. DUBEL W/ RESPECT TO CLAIM ESTIMATION (.4); TELEPHONE CALL W/ D. ROYSTER RE: CLAIM ESTIMATION (.5).
BAKER DJ	10/22/04	4.80	TELEPHONE CALL W/ S. KIRPALANI AND W/ J. DUBEL RE: COMMITTEE POSITION ON CLAIM ESTIMATION (.4); TELEPHONE CALL J. DUBEL AND A. FASOLA RE: CLAIM ESTIMATION (.4); TELEPHONE CALL W/ E. DAVIS RE: KEMPER CLAIM (.2); REVIEW TERM SHEET FROM COMMITTEE RE: CLAIM ISSUES (.4); CONTINUE WORK ON CLAIM ESTIMATION (1.6); CONTINUE WORK ON COMMITTEE ISSUES RE: CLAIMS (1.8).

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

BAKER DJ	10/25/04	2.40	TELEPHONE CALL W/ A. FASOLA RE: CLAIM ISSUES (.2); CONTINUE WORK ON CLAIM ISSUES RAISED BY COMMITTEE (1.8); FURTHER TELEPHONE CALL W/ A. FASOLA RE: CLAIM ISSUES RAISED BY CLAIM MATTERS (.4).
BAKER DJ	10/26/04	1.40	CONTINUE WORK ON CLAIM ISSUES.
BAKER DJ	10/27/04	1.60	FURTHER WORK ON ISSUES RELATED TO UNLIQUIDATED CLAIMS ASSERTED AGAINST RCN CORP.
BAKER DJ	10/28/04	2.40	CONTINUE WORK ON ISSUES RELATED TO CONTINGENT AND UNLIQUIDATED CLAIMS ASSERTED AGAINST DEBTORS.
		28.30	
DAVIS EM	10/12/04	4.30	CALL W/ J. BAKER ON ESTIMATION ISSUE RE: LARGE CLAIMS (.4); REVIEW PLAN AS IT RELATES TO SAME FOR BASIS OF ESTIMATION (.8); WORK ON ESTIMATION MOTION RE: KEMPER (2.7); CALLS TO D. ROSNER AND M. BLACK FOR COORDINATION ON SAME (.4).
DAVIS EM	10/13/04	2.30	CONTINUE REVISING MOTIONS TO ESTIMATE (1.5); PREPARE FOR AND PARTICIPATE IN CONF. CALL RE: SAME (.8).
DAVIS EM	10/14/04	1.70	CONTINUE DRAFTING VARIOUS ESTIMATION MOTIONS (.9); CALL W/ D. ROSNER ON SAME (.2); REVISE MOTIONS AND CIRCULATE TO OTHER COUNSEL FOR DEBTORS (.6).
DAVIS EM	10/15/04	4.60	CONTINUE WORK ON DRAFTING ESTIMATION MOTION RE: KEMPER (2.1); DUE DILIGENCE RE: FACTS ON FILING ENTITIES AS TO PROOFS OF CLAIM AND ESTIMATION (.8); REVIEW STD. OF PROOF ON EST. (.3); REVISE AND CIRCULATE MOTION FOR COMMENT (1.0); CALL TO J. DUBEL ON SAME (.4).
DAVIS EM	10/18/04	6.40	CONTINUE REVISING MOTION TO ESTIMATE (2.6); PREPARE FOR AND PARTICIPATE IN CONF. CALL ON SAME W/ D. ROYSTER, J. DUBEL; M. BLACK AND D. ROSNER (1.2); CONTINUE WORK ON MOTION AND STRATEGY RE: SAME (1.5); FOLLOW UP CALL W/ J. DUBEL AND M. BAKER ON SAME (1.1).
DAVIS EM	10/19/04	4.20	REVIEW CLAIMS FILED IN RCN CHICAGO CASE (.9); INTERNAL CALL W/ J. BAKER RE: ESTIMATION FOR PLAN PURPOSES (.1); CALL TO D. ROSNER ON SAME (.2); WORK ON DRAFTING MEMO/LETTER TO COMPANY ON EST. RE: KEMPER (2.1); ADDRESS EXEC. CONTRACT ISSUES RE: INSURANCE COMPANIES (.9).

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

DAVIS EM	10/20/04	1.80	CALL W/ D. SULLIVAN ON ESTIMATION (.3); CONTINUE REVISING ESTIMATION ANALYSIS FOR D. ROYSTER (1.3); CALL W/ J. DUBEL ON SAME (.2).
		25.30	
ZIMMERMAN GA	10/04/04	0.70	PHONE CALLS RE: INSURANCE (.3); REVIEWED AND REVISED LETTER TO CARRIERS (.4).
ZIMMERMAN GA	10/05/04	1.20	PHONE CALL W/ CLIENT RE: INSURANCE (.1); REVIEW OBJECTION (.7); REVIEW COMPLAINT (.4).
		1.90	
<b>Total Partner</b>		<b>55.50</b>	
MATZ TJ	10/04/04	0.40	WORK ON INDIVIDUAL CLAIMS OBJECTIONS, TIMING OF SAME.
MATZ TJ	10/07/04	0.20	FOLLOW UP CALL W/ DECHERT RE: IBM OBJECTION.
MATZ TJ	10/13/04	0.80	WORK ON CLAIMS ESTIMATION MATTERS (.6); FOLLOW UP CALL TO J. MILLERMAN RE: HEARING (.2).
MATZ TJ	10/14/04	1.20	WORK ON ESTIMATION OF KEMPER, AND IBM CLAIMS (.8) CALL W/ J. MILLERMAN RE: SAME (.2); FOLLOW UP RE: CLAIMS & HEARINGS AND NOTICE OF ADJOURNMENT (.2).
MATZ TJ	10/18/04	1.80	WORK ON CLAIMS OBJECTIONS (.6); CALL W/ KASOWITZ, DECHERT, J. DUBEL & A. HORVAT RE: ESTIMATION OF MAJOR CLAIMS (.8); FOLLOW UP WORK RE: SAME (.4).
MATZ TJ	10/19/04	1.40	WORK ON CLAIMS DISPUTES, ESTIMATION MATTERS (.8); CALL W/ J. MILLERMAN RE: ESTIMATION HEARINGS (.2); WORK ON D. CRAIG CLAIM WITHDRAWAL (.4).
MATZ TJ	10/20/04	2.40	WORK ON CLAIMS ESTIMATION MATTERS (.9); REVIEW AND COMMENT ON ESTIMATION MOTION RE: KEMPER'S CLAIMS (.9); FOLLOW UP CONF. CALL RE: ESTIMATION PROCEEDINGS (.6).
MATZ TJ	10/21/04	3.60	WORK ON FOURTH OMNIBUS CLAIMS OBJECTIONS AND HORVAT DECLARATION IN RESPECT THERETO (1.8); CALL W/ A. HORVAT RE: SAME (.3); FOLLOW UP RE: ESTIMATION HEARING RE: IBM & KEMPER CLAIMS AND KEMPER ESTIMATION PLEADINGS (.7); CALL TO CHAMBERS RE: SAME (.2); WORK ON OBJECTION TO LATE FILED CLAIM OF D. CRAIG (.6).

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

MATZ TJ	10/25/04	0.40	CALL W/ CHAMBERS RE: D. CRAIG LATE FILED CLAIM MOTION (.2); CALL TO M. BLACK RE: LABOR ESTIMATION MOTION (.2).
MATZ TJ	10/26/04	1.70	CALLS W/ D. MCGRAIL RE: IBM ESTIMATION HEARING (.5); CALL W/ CHAMBERS RE: SAME (.2); CALL W/ CHAMBERS RE: D. CRAIG LATE FILING MOTION AND 10/27 AGENDA (.2); FOLLOW UP RE: HEARING OUTLINE AND SAME (.8).
MATZ TJ	10/27/04	3.30	PREPARE AND ATTEND HEARING RE: D. CRAIG LATE FILING CLASS ACTION CLAIM AND OTHER MOTIONS.
MATZ TJ	10/29/04	0.60	CORRESPONDENCE RE: IBM CLAIMS OBJECTION AND RESPONSE (.2); CALLS W/ D. MCGRAIL RE: SAME (.4).
		<b>17.80</b>	
MCDERMOTT MA	10/07/04	1.40	ANALYZE OPTIONS IN CONNECTION W/ PROSECUTION OF OBJECTION TO KEMPER CLAIM (.5); REVIEW/REVISE DRAFT OF AFFIDAVIT IN CONNECTION W/ SECOND OMNIBUS CLAIMS OBJECTION (.9).
MCDERMOTT MA	10/09/04	0.30	ATTENTION TO EVERGREEN CLAIM AND RELATED ISSUES.
MCDERMOTT MA	10/15/04	1.40	CALLS W/ E. DAVIS AND M. DESGROSSEILLERS RE: KEMPER CLAIMS OBJECTION (.2); REVIEW/REVISE DRAFT OF MOTION TO ESTIMATE KEMPER CLAIMS (1.2).
MCDERMOTT MA	10/18/04	0.20	CALLS W/ R. MORRIS AND E. DAVIS RE: STRATEGIC ALTERNATIVES IN CONNECTION W/ CLAIMS ESTIMATION OF VARIOUS KEY CLAIMS.
MCDERMOTT MA	10/21/04	3.20	REVIEW/REVISE DRAFT OF OBJECTION TO MOTION OF D. CRAIG TO ALLOW LATE-FILED CLAIM.
MCDERMOTT MA	10/22/04	0.40	CALL COUNSEL TO D. CRAIG (.2); CONSIDER OPTION IN CONNECTION W/ OBJECTION TO SAME (.2).
MCDERMOTT MA	10/25/04	0.20	REVIEW OMNIBUS CLAIMS OBJECTIONS.
		<b>7.10</b>	
<b>Total Counsel</b>		<b>24.90</b>	
AGARWAL K	10/01/04	0.60	OMNIBUS OBJECTION CALL W/ D. KORTREY AND AP SERVICES.
AGARWAL K	10/05/04	2.60	OMNIBUS OBJECTION CONF. CALL W/ D. KORTREY AND AP SERVICES (.8); WORK ON PROOFS OF CLAIM (1.8).

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

AGARWAL K	10/06/04	8.70	CALL W/ D. KORTREY AND ALIX PARTNERS RE: SECOND OMNIBUS OBJECTION (.6); WORK ON SCHEDULES TO OBJECTION (3.3); WORK ON OBJECTION, NOTICE AND ORDER TO SECOND OMNIBUS OBJECTION (4.8).
AGARWAL K	10/07/04	4.20	WORK ON SECOND OMNIBUS OBJECTION (3.7); CALL W/ D. KORTREY AND ALIX PARTNERS (.5).
AGARWAL K	10/12/04	3.00	OMNIBUS OBJECTION CALL W/ D. KORTREY, ALIX PARTNERS (.8); BEGIN DRAFT OF THIRD OMNIBUS OBJECTION, NOTICE AND ORDER (2.2).
AGARWAL K	10/18/04	1.80	CONF. CALL W/ A. HORVAT AND ALIX PARTNERS RE: OMNIBUS OBJECTION (.8); REVISE AND EDIT OMNIBUS OBJECTION (1.0).
AGARWAL K	10/19/04	3.60	BEGIN DRAFT OF FOURTH OMNIBUS OBJECTION, NOTICE, ORDER, AND DECLARATION.
AGARWAL K	10/20/04	6.30	WORK ON DRAFT OF FOURTH OMNIBUS OBJECTION (5.0); CONF. CALL W/ D. KORTREY, ALIX PARTNERS RE: THIRD, FOURTH, AND FIFTH OMNIBUS OBJECTIONS (.6); CALL TO LIBERTY INSURANCE RE: POC 1016 AND 1017 (.1); REVIEW NEW POCs (.6).
AGARWAL K	10/21/04	5.40	CALL W/ D. KORTREY, ALIX PARTNERS RE: FOURTH OMNIBUS (.3); FINALIZE FOURTH OMNIBUS OBJECTION (5.1).
AGARWAL K	10/26/04	0.60	CLAIMS CALL W/ D. KORTREY AND ALIX PARTNERS.
		<b>36.80</b>	
DAY GR	10/06/04	2.30	REVIEW ISSUES RE: OMNIBUS OBJECTION TO CLAIMS.
DAY GR	10/20/04	0.50	REVIEW ISSUES RE: AFFINITAS CLAIMS.
		<b>2.80</b>	
GEISLER ML	10/06/04	0.90	RESEARCH RE: ISSUE OF PROOF OF CLAIM AND STANDING.
		<b>0.90</b>	
KELLY BP	10/04/04	1.10	FIELD CALLS FROM SHAREHOLDERS AND CLAIMANTS (.5); CORRESPOND W/ CONFLICTS COUNSEL RE: STATUS OF OBJECTIONS (.6).
KELLY BP	10/05/04	0.60	CORRESPONDENCE RE: CLAIMS OBJECTIONS.
KELLY BP	10/13/04	0.60	DISCUSS OBJECTION W/ IN-HOUSE COUNSEL TO CLAIMANT, INCLUDING FOLLOW-UP.
KELLY BP	10/14/04	0.30	FIELD CALLS FROM STOCKHOLDERS RE: MATERIALS RECEIVED.

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

KELLY BP	10/18/04	0.20	CORRESPOND W/ J. SULLIVAN AT FINANCIAL BALLOTING.
KELLY BP	10/19/04	0.20	RESPOND TO INQUIRY BY A. LUNGEN AT KASOWITZ.
KELLY BP	10/20/04	0.10	RESPOND TO CALLS FROM STOCKHOLDERS.
KELLY BP	10/22/04	0.10	RESPOND TO INQUIRY FROM A. LUNGEN AT KASOWITZ.
KELLY BP	10/25/04	0.20	RESPOND TO CALLS FROM SHAREHOLDERS.
KELLY BP	10/26/04	0.60	PREPARE MATERIALS RE: CRAIG MOTION TO ALLOW CLAIMS (.3); RESPOND TO CALLS FROM SHAREHOLDERS (.3).
KELLY BP	10/28/04	0.90	PREPARE ORDER DENYING D. CRAIG MOTION TO FILE LATE CLAIMS.
KELLY BP	10/29/04	0.70	CORRESPONDENCE RE: D. CRAIG MOTION TO FILE LATE CLAIMS.
		<b>5.60</b>	
MORRIS FD	10/05/04	0.30	LETTER TO J. DUBEL RE: OMNIBUS OBJECTION (.1); T.CONF. W/ J. DUBEL RE: SAME (.2).
MORRIS FD	10/07/04	1.00	T.CONF. W/ D. ROYSTER, J. UPTON RE: LEVEL 3 CLAIMS (.2); T.CONF. W/ D. SULLIVAN RE: DEBRA CRAIG CLAIMS (.2); T.CONF. W/ D. ROYSTER RE: IBM CLAIM (.2); WORK RE: CLAIMS RECONCILIATION (.4).
MORRIS FD	10/13/04	0.90	T.CONF. W/ D. ROSNER RE: CLAIMS OBJECTION (.1); WORK RE: SAME (.3); LETTER TO J. DUBEL RE: SAME (.2); T.CONF. W/ J. DUBEL RE: CLAIM, BANK MEETING (.2); DRAFT LETTER TO D. ROSNER RE: SAME (.1).
MORRIS FD	10/15/04	1.30	WORK RE: COORDINATION OF ESTIMATION HEARINGS (1.1); T.CONF. W/ M. BLACK RE: IBM LITIGATION (.2).
MORRIS FD	10/18/04	2.90	T.CONF. W/ T. HORVAT RE: CLAIMS RECONCILIATION (.2); T.CONF. W/ J. DUBEL RE: CLAIMS RECONCILIATION (.1); T.CONF. W/ J. DUBEL, D. ROSNER, M. BLACK. T. HORVAT, D. ROYSTER RE: CLAIMS ESTIMATION MOTIONS (.7); T.CONF. W/ D. SULLIVAN, E. DAVIS RE: ESTIMATION HEARINGS (.3); T.CONF. W/D. ROYSTER AND J. DUBEL RE: CLAIMS ESTIMATION (.8); WORK RE: CLAIMS ESTIMATION (.8).
MORRIS FD	10/19/04	0.90	WORK RE: CLAIMS RECONCILIATION (.3); T.CONF. W/ A. LUNGEN RE: CLAIM OBJECTION (.2); WORK RE: CLAIMS ESTIMATION (.4).

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

MORRIS FD	10/20/04	0.30	WORK RE: CLAIMS ESTIMATION ISSUES.
MORRIS FD	10/21/04	1.00	WORK RE: CLAIMS ESTIMATION (.3); WORK RE: CLAIMS RECONCILIATION (.2); WORK RE: CRAIG CLAIM OBJECTION AND RELATED ISSUES (.5).
MORRIS FD	10/25/04	0.80	REVIEW THIRD OMNIBUS OBJECTION (.3); REVIEW FOURTH OMNIBUS OBJECTION (.3); REVIEW FIFTH OMNIBUS OBJECTION (.2).
MORRIS FD	10/28/04	0.60	WORK RE: KEMPER OBJECTION (.3); REVIEW IBM RESPONSE (.3).
		<b>10.00</b>	
SILVERBERG BS	10/01/04	0.80	CONF. CALL W/ A. HORVAT. R. MCWILLIAMS, ET AL., RE: SECOND OMNIBUS OBJECTION (.5); FOLLOW UP RE: SAME (.3).
SILVERBERG BS	10/04/04	1.00	WORK RE: SECOND OMNIBUS OBJECTION.
SILVERBERG BS	10/05/04	10.70	REVIEW AND REVISE 2ND OMNIBUS OBJECTION DECLARATION (9.5); CONF. CALL W/R. MCWILLIAMS, D. KORTREY, P. PASSAMANTE, ET AL. RE: 2ND OMNIBUS OBJECTION (.6), FOLLOW UP RE: SAME (.4); CONF. CALL W/B. KELLY RE: TIMING OF KASOWITZ OBJECTIONS (.2).
SILVERBERG BS	10/06/04	6.70	CONTINUE REVISIONS TO SECOND OMNIBUS OBJECTION, REVIEW OF EXHIBITS.
SILVERBERG BS	10/07/04	6.80	REVIEW, FINALIZE AND SUPERVISE SERVICE OF SECOND OMNIBUS OBJECTION, ORDER AND NOTICE (6.3); CONF. CALL W/T. HORVAT, R. MCWILLIAMS, D. KORTREY, P. PASSAMANTE RE: SECOND OMNIBUS OBJECTION (.5).
SILVERBERG BS	10/08/04	0.20	REVIEW RECENTLY FILED PROOFS OF CLAIM.
SILVERBERG BS	10/18/04	4.10	REVIEW AFFIDAVIT OF SERVICE RE: ADJOURNMENT OF HEARING(.1), CONF. CALL W/K. GERBER RE: SAME (.2); CONF. CALL W/T. HORVAT, R. MCWILLIAMS, J. WRIGHT RE: CLAIMS (.6); FOLLOW UP RE: SAME (.2); REVIEW BSI ERRATA NOTICE (.3); REVIEW AND REVISE THIRD OMNIBUS OBJECTION (1.2); WORK RE: INSURANCE CLAIMS (1.5).
SILVERBERG BS	10/19/04	1.00	WORK RE: INSURANCE CLAIMS (.5); CONF. CALL W/R. HAMMER RE: INSURANCE CLAIMS (.2); CONF. CALL W/A. LUNGEN RE: CLAIMS OBJECTION (.1); FOLLOW UP RE: SAME (.2).



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

SILVERBERG BS	10/20/04	4.10	WORK RE: CLAIMS ISSUES (.4); CONF. CALL W/D. MILNER RE: HARTFORD FIRE INSURANCE COMPANY CLAIM (.2); CONF. CALL W/D. KORTREY, R. MCWILLIAMS, J. WRIGHT RE: FOURTH OMNIBUS OBJECTION (.7); WORK RE: FOURTH OMNIBUS OBJECTION (2.8).
SILVERBERG BS	10/21/04	4.30	CONF. CALL W/E. LAZAROU RE: GECC LEASE GUARANTEE (.1), FOLLOW UP RE: SAME (.1); CONF. CALL W/D. KORTREY, R. MCWILLIAMS, J. WRIGHT, ET AL., RE: FOURTH OMNIBUS OBJECTION (.3); REVIEW, REVISE, AND FINALIZE FOURTH OMNIBUS OBJECTION (3.8).
SILVERBERG BS	10/25/04	0.60	CONF. CALL W/G. GIORDANO RE: FIRST OMNIBUS OBJECTION (.1); CONF. CALL W/P. CARANESE RE: FIRST OMNIBUS OBJECTION (.1); CONF. CALL W/J. DALY RE: OLD DOMINION AND SECOND OMNIBUS OBJECTION (.2); FOLLOW UP RE: SAME (.2).
SILVERBERG BS	10/26/04	1.50	PREPARE FOR CLAIMS DISCUSSION (.3); CONF. CALL W/T. HORVAT, D. KORTREY, R. MCWILLIAMS, J. WRIGHT, ET AL. RE: CLAIMS, EXECUTORY CONTRACTS AND INSURANCE CARRIER CLAIMS, FOLLOW UP RE: SAME (1.2).
		<b>41.80</b>	
TAOUCHANOVA VE	10/01/04	1.10	PREPARE AND ATTEND CALL W/ RCN TEAM RE: SECOND OMNIBUS OBJECTION CLAIM REVIEW.
TAOUCHANOVA VE	10/05/04	1.00	CALL RE: CLAIM RECONCILIATION.
TAOUCHANOVA VE	10/06/04	3.40	WORK ON SECOND OMNIBUS OBJECTION AND AFFIDAVIT (2.9); MEETING RE: SAME (.5).
TAOUCHANOVA VE	10/07/04	10.80	WORK ON SECOND OMNIBUS OBJECTION AND AFFIDAVIT (2.3); VARIOUS MEETINGS RE: SAME (.9); CONDUCT LEGAL RESEARCH RE: STANDING AND SUBORDINATION W/ RESPECT TO D. CRAIG'S OBJECTION (7.6).
TAOUCHANOVA VE	10/08/04	5.70	CORRESPONDENCE W/ J. GREEN (M. DEWEES) RE: SECOND OMNIBUS OBJECTION (.4); RESEARCH LEGAL ISSUES RE: STANDING AND SUBORDINATION W/ RESPECT TO D. CRAIG (5.3).
TAOUCHANOVA VE	10/13/04	8.30	PREPARE AND ATTEND CONF. CALL WITH TEAM REGARDING CLAIMS RECONCILIATION (1.2) WORK ON CLAIM RECONCILIATION (4.2); WORK ON SOLICITATION MATTERS (2.9).
TAOUCHANOVA VE	10/14/04	4.20	WORK ON CLAIMS RECONCILIATION.

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

TAOUCHANOVA VE	10/18/04	5.40	WORK ON CLAIMS RECONCILIATION (4.2); PREPARE AND ATTEND CONF. CALL REGARDING SAME (1.2).
TAOUCHANOVA VE	10/19/04	9.30	WORK ON CLAIMS RECONCILIATION (2.4); LEGAL RESEARCH REGARDING D. CRAIG'S MOTION TO FILE LATE CLAIM (6.9).
TAOUCHANOVA VE	10/20/04	8.20	DRAFT OBJECTION TO D. CRAIG'S MOTION TO FILE LATE CLAIM.
TAOUCHANOVA VE	10/21/04	6.50	CONTINUE DRAFTING OBJECTION TO D. CRAIG'S MOTION TO FILE LATE PROOF OF CLAIM.
TAOUCHANOVA VE	10/22/04	5.30	REVISE (3.5) AND FILE (.6) OBJECTION TO D. CRAIG'S MOTION TO FILE LATE CLAIM; PREPARE AFFIDAVIT RE: SAME (1.2).
		<b>69.20</b>	
TOUSSI S	10/07/04	1.20	ADDRESS ISSUES RE: CLAIMS OBJECTIONS, INCLUDING ISSUES RELATED TO IBM AND D. CRAIG.
TOUSSI S	10/26/04	1.10	REVIEW CORRESPONDENCE RE: CLAIMS ESTIMATION ISSUES RE: IBM, D. CRAIG OBJECTION AND REVIEW HEARING OUTLINE/AGENDA.
TOUSSI S	10/29/04	0.60	ADDRESS AND RESOLVE CLAIMS ISSUES.
		<b>2.90</b>	
<b>Total Associate</b>		<b>170.00</b>	
<b>TOTAL TIME</b>		<b><u>250.40</u></b>	

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

RCN Corporation (DIP)  
Creditor Meetings/Statutory Committees

Bill Date: 11/22/04  
Bill Number: 1033935

NAME	DATE	HOURS	DESCRIPTION
BAKER DJ	10/04/04	0.30	TELEPHONE CALL W/ A. FASOLA W/ RESPECT TO COMMITTEE ISSUES.
BAKER DJ	10/20/04	1.70	CONTINUE WORK ON ISSUES RAISED BY CREDITORS COMMITTEE.
BAKER DJ	10/21/04	1.60	CONTINUE WORK ON ISSUES RAISED BY CREDITORS COMMITTEE.
		3.60	
<b>Total Partner</b>		3.60	
MATZ TJ	10/26/04	3.30	PREPARE AND ATTEND 341 MEETING W/ A. HORVAT RE: CHICAGO AND OTHER DEBTORS.
		3.30	
<b>Total Counsel</b>		3.30	
DAY GR	10/25/04	1.70	PREPARE FOR 10/26 341 MEETING.
DAY GR	10/26/04	3.90	PREPARE FOR AND ATTEND 341 MEETING FOR RCN CHICAGO, RCN E, ON TV, RCN VIRGINIA AND 21ST CENTURY.
		5.60	
MORRIS FD	10/07/04	0.80	WORK RE: RESPONDING TO COMMITTEE DILIGENCE INQUIRIES (.6); T.CONF. W/ D. ROYSTER RE: SAME (.2).
		0.80	
<b>Total Associate</b>		6.40	
<b>TOTAL TIME</b>		<u>13.30</u>	

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

RCN Corporation (DIP)  
Disclosure Statement/Voting Issues

Bill Date: 11/22/04  
Bill Number: 1033935

NAME	DATE	HOURS	DESCRIPTION
BAKER DJ	10/01/04	1.00	TELEPHONE CALL P. SCHWARTZBERG W/ RESPECT TO DISCLOSURE STMTN ISSUES.
BAKER DJ	10/04/04	3.50	TELEPHONE CALL J. DUBEL W/ RESPECT TO DISCLOSURE STMTN ISSUES (.3); PREPARE MEMORANDUM W/ RESPECT TO DISCLOSURE STMTN TO BE SENT TO CLIENT AND ADVISERS (.3); CONTINUE WORK W/ RESPECT TO OBJECTION FILED TO DISCLOSURE STMTN (.4); CONF. T. MATZ RE: DISCLOSURE STMTN ISSUES (.4); FURTHER TELEPHONE CALL A. FASOLA W/ RESPECT TO DISCLOSURE STMTN ISSUES (.3); TELEPHONE CALL D. ROYSTER AND J. DUBEL RE: DISCLOSURE STMTN ISSUES (.3); CONTINUE WORK ON DISCLOSURE STMTN ISSUES AND REVISIONS TO SAME (1.5).
BAKER DJ	10/05/04	5.40	CONTINUE WORK ON DISCLOSURE STMTN ISSUES RAISED BY COMMITTEE (2.1); TELEPHONE CALL S. KIRPALANI RE: COMMITTEE ISSUES W/ DISCLOSURE STMTN (.3); REVIEW PROPOSED CHANGES TO DISCLOSURE STMTN (.8); TELEPHONE CALL A. FASOLA RE: DISCLOSURE STMTN ISSUES (.3); TELEPHONE CALL J. DUBEL W/ RESPECT TO DISCLOSURE STMTN ISSUES RAISED BY COMMITTEE (.3); CONTINUE WORK ON REVISIONS TO DISCLOSURE STMTN (1.6).
BAKER DJ	10/06/04	7.30	CALLS W/ A. FASOLA RE: DISCLOSURE STMTN ISSUES (.5); CALLS W/ J. DUBEL RE: DISCLOSURE STMTN ISSUES RAISED BY COMMITTEE AND RESPONSE OF DEBTORS TO SAME (.6); ATTEND MEETING W/ SKADDEN TEAM RE: DISCLOSURE STMTN ISSUES (.7); CONF. CALL W/ J. DUBEL, A. FASOLA, B. BOSTRUM, T. COLEMAN AND OTHERS RE: OUTSTANDING DISCLOSURE STMTN ISSUES RAISED BY COMMITTEE (.5); REVIEW LANGUAGE REQUESTED TO BE INSERTED IN DISCLOSURE STMTN BY MILBANK (1.8); PREPARE AND TRANSMIT EMAILS TO S. KIRPALANI RE: COMMITTEE PROPOSALS (.5); FURTHER WORK W/ RESPECT TO FINAL CHANGES TO DISCLOSURE STMTN (2.7).
BAKER DJ	10/07/04	8.80	PREPARE FOR MEETINGS AT WINSTON & STRAWN W/ RESPECT TO COMMITTEE ISSUES RE: DISCLOSURE STMTN (1.8); ATTEND MEETINGS AT WINSTON & STRAWN W/ B. BOSTRUM, A. FASOLA AND J. DUBEL, TO REVIEW COMMITTEE ISSUES W/ DISCLOSURE STMTN (5.7); CONTINUE WORK ON REVISIONS TO DISCLOSURE STMTN (1.3).

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

BAKER DJ	10/08/04	8.00	CONTINUE WORK W/ RESPECT TO COMMITTEE ISSUES RE: POSSIBLE CHANGES TO DISCLOSURE STMT (4.3); TELEPHONE CALL A. FASOLA W/ RESPECT TO COMMITTEE ISSUES (.3); TELEPHONE CALL J. DUBEL W/ RESPECT TO ISSUES RAISED BY COMMITTEE (.3); TELEPHONE CALL W/ S. KIRPALANI RE: COMMITTEE PROPOSALS (.2); TELEPHONE CALL W/ D. DUNNE W/ RESPECT TO COMMITTEE PROPOSALS (.3); FURTHER TELEPHONE CALL W/ A. FASOLA RE: ISSUES RAISED BY COMMITTEE (.4); CONTINUE REVIEW COMMITTEE ISSUES RE: POSSIBLE CHANGES TO DISCLOSURE STMT (2.2).
BAKER DJ	10/09/04	1.80	TELEPHONE CALL W/ J. DUBEL RE: DISCLOSURE STMT ISSUES AND COMMITTEE PROPOSALS (.3); TELEPHONE CALL W/ T. COLEMAN RE: COMMITTEE ISSUES W/ RESPECT TO DISCLOSURE STMT MATTERS (.3); TELEPHONE CALL W/ T. COLEMAN AND J. DUBEL RE: COMMITTEE ISSUES RAISED W/ RESPECT TO DISCLOSURE STMT (.4); 3 TELEPHONE CALLS W/ A. FASOLA RE: COMMITTEE ISSUES RELATED TO DISCLOSURE STMT MATTERS (.8).
BAKER DJ	10/10/04	4.80	WORK ON DRAFT OF PROPOSED AGREEMENT BETWEEN DEBTORS AND CREDITORS COMMITTEE RE: DISCLOSURE STMT ISSUES (3.6); TELEPHONE CALL W/ D. DUNNE RE: DISCLOSURE STMT ISSUES (.3); 4 TELEPHONE CALLS W/ A. FASOLA RE: DISCUSSIONS W/ COMMITTEE, OUTLINE OF POSSIBLE AGREEMENT AND RELATED MATTERS (.9).
BAKER DJ	10/11/04	9.20	CONTINUE WORK ON DISCLOSURE STMT AND REVISIONS TO SAME, PRIOR TO APPROVAL HEARING (6.7); REVIEW COMMITTEE PROPOSALS FOR FURTHER CHANGES TO DISCLOSURE STMT (.8); CALLS W/ S. KIRPALANI RE: COMMITTEE REQUEST FOR CHANGES TO DISCLOSURE STMT (.5); WORK ON REVISIONS TO DISCLOSURE STMT PURSUANT TO FURTHER COMMENTS BY CREDITORS COMMITTEE (1.2).
BAKER DJ	10/12/04	7.40	CONTINUE FINAL PREPARATION FOR DISCLOSURE STMT HEARING (1.8); WORK ON REVISIONS AND RELATED MATTERS (4.0); ATTEND DISCLOSURE STMT HEARING (1.6).

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

BAKER DJ	10/13/04	5.80	CONTINUE REVIEW OF REVISED DISCLOSURE STMT AND WORK ON SAME (2.1); CONF. W/ J. DUBEL AND M. MCDERMOTT TO REVIEW EXHIBITS TO BE INCLUDED W/ DISCLOSURE STMT (2.2); TWO TELEPHONE CALLS W/ S. KIRPALANI RE: EXHIBITS TO BE INCLUDED W/ DISCLOSURE STMT (.4); CONTINUE WORK ON FINALIZING DISCLOSURE STMT (1.1).
BAKER DJ	10/14/04	5.10	CONTINUE WORK ON DISCLOSURE STMT ISSUES RAISED BY CREDITORS' COMMITTEE (1.3); CONF. J. DUBEL AND A. STRAUSS RE: DISCLOSURE STMT ISSUES (1.7); TWO TELEPHONE CALLS W/ S. KIRPALANI RE: COMMITTEE ISSUES RELATING TO DISCLOSURE STMT (.5); CONTINUE WORK FINALIZING DISCLOSURE STMT W/ RESPECT TO ISSUES RAISED BY COMMITTEE (1.6).
BAKER DJ	10/15/04	1.40	CONF. CALL D. SCHALL, T. JANSON, J. DUBEL AND OTHERS W/ RESPECT TO DISCLOSURE STMT ISSUES (.6); CONTINUE WORK ON DISCLOSURE STMT ISSUES RAISED BY COMMITTEE (.8).
		<b>69.50</b>	
DAVIS EM	10/05/04	2.10	WORK ON LANGUAGE FOR DISCLOSURE STMT RELATING TO LITIGATIONS, INCLUDING RCN CHICAGO (1.6); CALL TO A. ENSCHEDE FOR APPROVAL ON SAME (.5).
DAVIS EM	10/07/04	1.40	WORK ON ADDRESSING ISSUES RE: LITIGATION DISCLOSURE IN D.S. AND ACCEPT/REJECT OF EXEC. CONTRACTS.
DAVIS EM	10/11/04	1.30	ADDRESS AND WORK ON ISSUES IN D.S. RELATING TO ONGOING LITIGATION AND EXECUTORY CONTRACTS.
DAVIS EM	10/12/04	0.90	REVIEW LATEST VERSIONS OF D.S. AS SAME RELATES TO LITIGATION OF CLAIM ISSUE.
DAVIS EM	10/13/04	0.70	ADDRESS ISSUES RE: LITIGATION AS SAME RELATES TO FORM OF D.S.
		<b>6.40</b>	
MILLER MM	10/05/04	1.50	CONF. CALL W/ SASMF TEAM (.3); CALL TO R. MORRIS (.1); CALL TO T. MATZ (.2); CALL TO M. ROSEN (.3); CALL TO J. GREENBLATT (.1); REVIEW PLAN (.5).
MILLER MM	10/06/04	0.80	REVIEW DISCLOSURE STMT (.3); CALL TO J. SAILE (.2); CALLS TO J. GREENBLATT (.2); CALL TO T. MATZ (.1).
MILLER MM	10/07/04	0.50	REVIEW EQUITY HOLDER NOTICE (.2); REVIEW DISCLOSURE STMT AND PLAN (.3).

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

MILLER MM	10/08/04	0.30	REVIEW DISCLOSURE STMT (.2); CALL TO T. MATZ (.1).
MILLER MM	10/11/04	3.50	REVIEW DISCLOSURE AND CALLS RE: SAME.
MILLER MM	10/12/04	0.50	CALLS TO J. GREENBLATT (.2); CALL TO J. SAILE (.1); REVIEW DISCLOSURE STMT (.2).
MILLER MM	10/13/04	0.20	REVIEW DISCLOSURE STMT.
MILLER MM	10/29/04	0.20	REVIEW SCHEDULE.
		7.50	
<b>Total Partner</b>		<b>83.40</b>	
MATZ TJ	10/01/04	10.10	WORK ON FINALIZING DISCLOSURE STMT FOR POSSIBLE FILING AND DISTRIBUTION FOR SCHEDULED OCTOBER 5 DISCLOSURE STMT HEARING (5.6); CONF. CALL W/ J. DUBEL, J. KIDDOO, B. HAGGERTY, D. ROYSTER FOR COMMENTS AND REVISIONS TO DISCLOSURE STMT (1.0); FURTHER REVIEW AND REVISE THE DISCLOSURE STMT AS PER J. KIDDO'S COMMENTS (.4); CALL W/ R. SARRAF RE: DISCLOSURE STMT HEARING AND ADJOURNMENT (.3); CALLS AND CORRESPONDENCE W/ P. SCHWARTZBERG RE: INTEREST RATE ON IMPAIRED CLAIMS (1.5); CALL W/ J. MILLERMAN RE: FILING AND ADJOURNMENT OF DISCLOSURE STMT HEARING (.8); FOLLOW UP RE: NOTICE OF ADJOURNMENT (.2); CALLS W/ BSI RE: SERVICE OF SAME (.3).
MATZ TJ	10/04/04	0.90	CALL W/ CHAMBERS RE: ADJOURNMENT OF DISCLOSURE STMT HEARING (.2); FOLLOW UP W/ WORKING GROUP RE: SAME (.3); WORK ON SOLICITATION MATTERS, BALLOTING AND FINANCING ELECTIONS (.4).
MATZ TJ	10/05/04	11.00	CORRESPOND W/ D. NEIER RE: CONDITIONS IN DISCLOSURE (.2); CALL W/ J. KIDDO RE: SAME (.2); REVIEW AND REVISE DISCLOSURE STMT (.8); CALL W/ D. ROYSTER (.2); REVIEW AND DISTRIBUTE BLACK LINE OF PLAN (1.4); CALLS W/ J. KIDDO RE: REGULATORY DISCLOSURE(.2); REVIEW AND DISTRIBUTE BLACK LINE OF DISCLOSURE STMT (8.0).

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

MATZ TJ	10/06/04	9.50	REVIEW COMMENTS TO THE PLAN (.8); REVISE PLAN (1.5); CONF. CALL W/ A. FASOLA, J. DUBEL, A. HORVAT, D. ROYSTER ET AL RE: PLAN FINANCING REVISIONS (1.2); CALL W/ D. SULLIVAN RE: REVISIONS TO PLAN (.2); D. NEIER RE: REVISIONS TO PLAN (.3); REVISE PLAN (2.0); REVIEW COMMENTS ON DISCLOSURE STMNT (1.2); REVIEW COMMENTS FROM D. NEIER (.2); REVIEW COMMENTS FROM J. KIDDO (.2); REVISE DISCLOSURE STMNT AND CONFORM TO PLAN (1.9).
MATZ TJ	10/07/04	4.70	WORK ON PLAN EXIT FINANCING ISSUES AND DRAFTING REVISIONS TO SAME (2.5); REVIEW AND REVISE DISCLOSURE STMNT (2.2).
MATZ TJ	10/08/04	7.70	WORK ON DISCLOSURE STMNT (.9); FOLLOW UP W/ D. HARTIE RE: SOLICITATION (.2); ATTEND MEETING RE: OUTSTANDING MATTERS, CLAIMS (1.0); FOLLOW UP RE: SOLICITATION MATTERS W/ J. SULLIVAN (.3); CONF. CALL W/ MILBANK TWEED RE: COMMENTS ON DISCLOSURE STMNT AND FINANCING (1.8); WORK ON REVISIONS TO DISCLOSURE STMNT AND DISTRIBUTION THEREOF (3.5).
MATZ TJ	10/10/04	3.60	WORK ON REVISIONS TO DISCLOSURE STMNT AND CONFORMING TO PLAN.
MATZ TJ	10/11/04	10.00	REVIEW AND REVISE DISCLOSURE STMNT ACCORDING TO COMMENTS.
MATZ TJ	10/12/04	9.80	FINAL REVIEW AND REVISING OF DISCLOSURE STMNT AS PER COMMENTS FROM MILBANK, WILLKIE ET AL (1.0); PREPARING FOR OCTOBER 12 HEARING (4.3); ATTENDING HEARING (3.2); REVISING DISCLOSURE STMNT, SOLICITATION PROCEDURES ORDER AND BALLOTS AS PER COURT'S REQUESTED CHANGES (1.3).
MATZ TJ	10/13/04	6.70	CALL W/ J. MILLERMAN RE: ADDITIONAL CHANGES TO THE DISCLOSURE STMNT (.4); FOLLOW UP WORK AND DISTRIBUTION OF SAME (1.2); WORK ON SOLICITATION AND BALLOTING MATTERS (.9); CALL W/ D. HARTIE RE: DISTRIBUTION (.2); WORK ON SOLICITATION (4.0).
MATZ TJ	10/14/04	8.40	CORRESPOND W/ J. KIDDOO RE: DISCLOSURE STMNT (.2); CALL W/ J. MILLERMAN RE: DOCKETING OF DISCLOSURE STMNT (.2); WORK ON SAME (.2); WORK ON SOLICITATION MATTERS (.6); WORK ON SOLICITATION & PRINTING OF MATERIALS AT R.R. DONNELLEY'S PA FACILITY TO FINALIZE THE DISCLOSURE STMNT AND SOLICITATION MATERIALS (7.2).



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

MATZ TJ	10/15/04	6.00	REVIEWING FINAL PROOFS OF SOLICITATION MATERIALS, INCLUDING THE DISCLOSURE STMT, NOTICES AND BALLOTS AND COORDINATING SERVICE OF SAME.
MATZ TJ	10/18/04	1.60	WORK ON SOLICITATION MATTERS (.6); CALL W/ A. HORVAT RE: SOLICITATION (.4); CALL W/ D. KORTREY RE: SAME (.2); WORK ON DISCLOSURE MATTERS (.4).
MATZ TJ	10/20/04	0.70	FOLLOW UP RE: DISCLOSURE ISSUES PERTAINING TO THE DISCLOSURE STMT.
MATZ TJ	10/29/04	1.20	WORK ON VOTE TABULATION ISSUES (.5); CALL W/ J. SULLIVAN RE: CASH ELECTION CERTIFICATION (.4); CALL W/ K. GERBER RE: D&O CLAIM CERTIFICATION (.3).
		<b>91.90</b>	
MCDERMOTT MA	10/05/04	8.80	REVIEW/REVISE DRAFT OF DISCLOSURE STMT (.8); CALL SEVERAL PARTIES IN INTEREST RE: CHANGES TO DISCLOSURE STMT (.5); CORRESPONDENCE TO PARTIES IN INTEREST RE: SAME (.7); CONTINUED WORK ON SAME (6.8).
MCDERMOTT MA	10/06/04	9.50	CONTINUE EXTENSIVE WORK ON DISCLOSURE STMT TO REFLECT COMMENTS FROM COMMITTEE AND OTHERS RECEIVED TO DATE IN ANTICIPATION OF FILING MODIFIED VERSION FOR HEARING ON SAME.
MCDERMOTT MA	10/07/04	5.60	CONTINUE WORK ON CONTEMPLATED CHANGES TO DISCLOSURE STMT RE: RIGHTS OFFERING IN CONNECTION W/ EXIT AND STARPOWER FINANCING (3.6); CALLS TO D. CRAIG RE: PROPOSED CHANGES TO DISCLOSURE STMT (.7); ATTENTION TO REQUESTED CHANGES BY U.S. TRUSTEE, INCLUDING CORRESPONDENCE RE: SAME (.4); BEGIN SUMMARY OF REVISED VERSION OF FINANCING ALTERNATIVE (.9).
MCDERMOTT MA	10/08/04	6.80	CONTINUE WORK ON DISCLOSURE STMT TO REFLECT CHANGES FROM COMMITTEE AND OTHERS.
MCDERMOTT MA	10/10/04	2.70	REVIEW LATEST DRAFT OF DISCLOSURE STMT AND MAKE EDITS RE: SAME (.6); CONTINUE DRAFTING PROVISIONS RE: OFFERING OF CONVERTIBLE SECOND LIEN NOTES TO ACCREDITED INVESTORS (.8); FURTHER ATTENTION TO SOLICITATION AND RELATED DISCLOSURE ISSUES (.7); REVIEW/REVISE AGREEMENT W/ CREDITOR (.6).

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

MCDERMOTT MA	10/11/04	8.10	REVIEW LATEST DRAFT OF DISCLOSURE STMNT AND PROVIDE EDITS (.5); CALLS D. DUNNE AND S. KIRPALANI RE: SAME (.2); EDITS AND REVISIONS TO DISCLOSURE STMNT RELATED TO FINANCING ALTERNATIVES AND POTENTIAL ACQUISITION FINANCING (5.6); CORRESPONDENCE PARTIES IN INTEREST RE: SAME (.3); REVIEW AND REVISE EDITS TO SAME (.2); CONSIDER SECURITIES AND RELATED ISSUES IN CONNECTION W/ SAME (.4); CALL D. SUDOCK RE: SAME (.2); DRAFT SPEAKING OUTLINE RE: D. CRAIG OBJECTION TO DISCLOSURE STMNT (.7).
MCDERMOTT MA	10/12/04	8.10	REVIEW DISCLOSURE STMNT FOR MOST RECENT CHANGES (.6); MEETING TO DISCUSS LATEST CHANGES FROM COMMITTEE AND BEGIN IMPLEMENTING SAME (1.3); CONTINUE WORK ON CHANGES TO SAME IN ANTICIPATION OF DISCLOSURE STMNT HEARING (2.1); ATTEND DISCLOSURE STMNT HEARING AND RELATED MATTERS, PLUS DISCUSSIONS PARTIES IN INTEREST; ATTENTION MEGACABLE DISCLOSURE ISSUES (.5); FURTHER ATTENTION IMPLEMENTATION OF COURT COMMENTS TO DISCLOSURE STMNT AND SOLICITATION PROCEDURES (.4).
MCDERMOTT MA	10/13/04	7.10	MEETING J. DUBEL RE: ALTERNATIVES IN CONNECTION W/ MEGACABLE DISCLOSURE (.2); MEETING A. STRAUS AND ANALYZE SECURITIES ASPECTS OF POTENTIAL DISCLOSURE (.3); CALL J. HAKIM OF RCN RE: BUSINESS ISSUES IN CONNECTION W/ SAME (.3); CALL P. SCHWARTZBERG RE: SOLICITATION QUESTION (.1); FOLLOW UP CALL W/ J. HAKIM RE: MEGACABLE DISCLOSURE (.2); FOLLOW UP ANALYSIS W/ A. STRAUS RE: SECURITIES ASPECTS (.1); FOLLOW-UP DISCUSSION W/ J. DUBEL RE: SAME (.1); CALL S. KIRPALANI RE: SAME (.2); SERIES OF FOLLOW-UP CALLS W/ S. KIRPALANI AND T. JANSON RE: SAME (.5); CONTINUED WORK ON DISCLOSURE STMNT AND SOLICITATION MATERIALS AND ASSISTING IN OVERSEEING FINAL PRODUCTION OF SAME (5.1).
MCDERMOTT MA	10/14/04	0.20	ATTENTION TO SOLICITATION PROCESS/MATTERS.
MCDERMOTT MA	10/15/04	0.50	ATTENTION TO DISCLOSURE STMNT PRINTING STATUS AND RELATED SOLICITATION MATTERS.
		57.40	
<b>Total Counsel</b>		<b>149.30</b>	

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

AGARWAL K	10/05/04	0.60	BEGIN WORK ON AMENDED NOTICE OF HEARING OF DISCLOSURE STMT OF PLAN.
AGARWAL K	10/06/04	0.30	FINALIZE WORK ON AMENDED NOTICE OF HEARING OF DISCLOSURE STMT AND PLAN.
		<b>0.90</b>	
KELLY BP	10/08/04	1.00	REVIEW REVISED DISCLOSURE STMT.
KELLY BP	10/11/04	3.10	REVIEW AND UPDATE PLAN BALLOTS (1.5); CORRESPONDENCE RE: DISCLOSURE STMT (1.6).
KELLY BP	10/12/04	2.80	COORDINATE PREPARATION OF MATERIALS FOR DISCLOSURE STMT HEARING.
KELLY BP	10/13/04	1.00	PREPARE EXHIBITS TO DISCLOSURE STMT.
KELLY BP	10/22/04	0.80	CORRESPOND W/ CREDITORS RE: DISCLOSURE STMT INQUIRIES AND REQUESTS.
		<b>8.70</b>	
MORRIS FD	10/04/04	0.40	WORK RE: DISCLOSURE STMT REVISIONS.
MORRIS FD	10/15/04	0.40	LETTER TO J. DOWNING RE: DISCLOSURE STMT (.2); T.CONF. W/ J. DUBEL, J. HAKIM RE: DISCLOSURE STMT (.2).
		<b>0.80</b>	
SILVERBERG BS	10/01/04	6.40	CONF. CALL W/R. MCWILLIAMS, J. SULLIVAN RE: SOLICITATION LOGISTICS (.9); REVIEW AND REVISE DISCLOSURE STMT IN PREPARATION FOR FILING (5.5).
SILVERBERG BS	10/04/04	2.00	REVIEW DISTIRUBITON AND SOLICITATION SECTIONS FOR DISCLOSURE STMT (1.5); REVISE SOLICITATION TIMELINE (.5).
SILVERBERG BS	10/05/04	0.70	REVIEW SOLICITATION PROCEDURES ORDER W/R/T EXECUTORY CONTRACTS, CONFIRMATION HEARING NOTICE.
SILVERBERG BS	10/06/04	0.70	REVIEW, REVISE AND FINALIZE AMENDED DISCLOSURE STMT.
SILVERBERG BS	10/07/04	0.70	WORK RE: DISCLOSURE STMT.
SILVERBERG BS	10/08/04	0.20	CONF. CALL W/J. SULLIVAN, D. HARTIE RE: SOLICITATION MECHANICS.
SILVERBERG BS	10/11/04	11.20	T/CS W/J. SULLIVAN RE: SOLICITATION MATTERS (1.2); REVIEW AND REVISE DISCLOSURE STMT ACCORDING TO COMMENTS (10.0).

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

SILVERBERG BS	10/12/04	9.80	FINAL REVIEW AND REVISING OF DISCLOSURE STMNT AS PER COMMENTS FROM MILBANK, WILLKIE ET AL (4.3); ATTENDING HEARING (3.2); REVISING DISCLOSURE STMNT, SOLICITATION PROCEDURES ORDER AND BALLOTS AS PER COURT'S REQUESTED CHANGES (2.3).
SILVERBERG BS	10/13/04	12.00	CALL W/ D. HARTIE RE: DISTRIBUTION (.2); WORK ON SOLICITATION (6.5); FINALIZE PLAN AND DISCLOSURE STMNT (1.5); REVIEW SOLICITATION MATERIALS AT RR DONNELLEY FACILITY (3.8).
SILVERBERG BS	10/14/04	5.20	WORK ON SOLICITATION AND PRINTING OF MATERIALS AT R.R. DONNELLEY'S PA FACILITY TO FINALIZE THE DISCLOSURE STMNT AND SOLICITATION MATERIALS.
SILVERBERG BS	10/15/04	6.00	REVIEWING FINAL PROOFS OF SOLICITATION MATERIALS, INCLUDING THE DISCLOSURE STMNT, NOTICES AND BALLOTS AND COORDINATING SERVICE OF THEM.
SILVERBERG BS	10/18/04	1.00	T/CS W/J. SULLIVAN RE: SOLICITATION (.5); WORK ON ISSUES RE: EVERGREEN CLAIMS SOLICITATION (.5).
SILVERBERG BS	10/22/04	0.40	CONF. CALL W/J. SULLIVAN, M. ALLEN RE: BONDHOLDER SOLICITATION (.1); CONF. CALL W/D. SULLIVAN, D. HARTIE RE: SOLICITATION (.1); CONF. CALL W/J. SULLIVAN RE: SOLICITATION (.2).
SILVERBERG BS	10/25/04	2.50	REVIEW AND COMMENT ON SOLICITATION AFFIDAVIT BY FINANCIAL BALLOTING.
SILVERBERG BS	10/26/04	2.70	CONF. CALL W/J. AULD AT LONGMEADOW INVESTOR SRVCS RE: SOLICITATION (.1), FOLLOW UP RE: SAME (.1); CONF. CALL W/K. WALLACE RE: CONFIRMATION HEARING NOTICE (.1); CONF. CALL W/W. PLASCID AT SUNTRUST, D. HARTIE RE: SOLICITATION (.1); CONF. CALL W/J. SULLIVAN RE: BALLOTING (.1); CONTINUE TO REVIEW AND REVISE SOLICITATION AFFIDAVIT BY J. SULLIVAN OF FBG (2.0); CONF. CALL W/J. SULLIVAN RE: SOLICITATION AFFIDAVIT (.2).
		<b>61.50</b>	
TAOUCHANOVA VE	10/01/04	6.20	EDIT AND REVISE DISCLOSURE STMNT.
TAOUCHANOVA VE	10/04/04	8.90	COMMENTS ON DISCLOSURE STMNT AND PLAN.
TAOUCHANOVA VE	10/08/04	8.10	WORK ON DISCLOSURE STMNT AND PLAN.
TAOUCHANOVA VE	10/10/04	3.10	EDIT AND REVISE DISCLOSURE STMNT AND CONFORM TO PLAN.

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

TAOUCHANOVA VE	10/11/04	11.90	CONTINUE REVISING MILBANK'S COMMENTS INTO DISCLOSURE STMT (9.8); VARIOUS MEETINGS RE: ORGANIZATION AND STRATEGY (2.1).
TAOUCHANOVA VE	10/12/04	12.10	CONFORM REVISIONS TO PLAN (1.1); PREPARE AND ATTEND MEETING W/ RCN TEAM RE: MILBANK'S REVISIONS TO DISCLOSURE STMT (1.3); CONTINUE REVISING DISCLOSURE STMT AND PLAN (3.0); ATTEND HEARING RE: APPROVAL OF DISCLOSURE STMT (3.2); CONTINUE REVISING DISCLOSURE STMT TO CONFORM JUDGE DRAIN'S CHANGES (3.5).
TAOUCHANOVA VE	10/14/04	2.10	WORK ON SOLICITATION MATTERS.
		52.40	
TOUSSI S	10/01/04	10.60	EDIT AND REVISE DISCLOSURE STMT FOR POSSIBLE FILING AND DISTRIBUTION FOR SCHEDULED OCTOBER 5 DISCLOSURE STMT HEARING AND FINALIZE SAME (5.6); CONF. CALL W/ TEAM MEMBERS FOR COMMENTS AND REVISIONS TO DISCLOSURE STMT (1.7); FURTHER REVIEW AND REVISE THE DISCLOSURE STMT AS PER CONF. CALL COMMENTS (.5); CALL AND CORRESPOND W/ TRUSTEE AND CHAMBERS RE: COMMENTS, FILING ISSUES, AND SERVICE (2.8).
TOUSSI S	10/04/04	3.90	EDIT AND REVISE DISCLOSURE STMT TO CONFORM TO CREDITORS' COMMITTEE COMMENTS TO PLAN (3.5); ADDRESS AND RESOLVE ISSUES RE: SOLICITATION MATTERS, BALLOTING AND FINANCING ELECTIONS (.4).
TOUSSI S	10/05/04	3.90	CORRESPOND W/ TEAM MEMBERS RE: VARIOUS ISSUES IN DISCLOSURE STMT AND ADDRESS COMMENTS TO SAME, INCLUDING CONDITIONS TO CLOSING AND RELEASES (1.2); REGULATORY ISSUES (.5); REVIEW AND REVISE DISCLOSURE STMT (.8); REVIEW AND DISTRIBUTE BLACK LINE OF DISCLOSURE STMT (1.4).
TOUSSI S	10/06/04	8.50	EDIT AND REVISE VARIOUS SECTIONS OF THE DISCLOSURE STMT (3.0); INCORPORATE CHANGES FROM VARIOUS THIRD PARTIES (2.5); VARIOUS CONF. CALLS AND TEAM MEETINGS TO DISCUSS PLAN AND DISCLOSURE STMT (1.5); ADDRESS ISSUES RE: FILING AND SERVING DOCUMENTS (1.5).
TOUSSI S	10/07/04	3.70	REVIEW AND REVISE DISCLOSURE STMT TO CONFORM TO PLAN COMMENTS, ADDRESS ISSUES RE: EXIT FINANCING.

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

TOUSSI S	10/08/04	6.80	EDIT AND REVISE DISCLOSURE STMNT TO INCORPORATE CHANGES FROM VARIOUS PARTIES RELATED TO NEW FINANCING (2.5); TEAM MEETING TO DISCUSS PROPOSED COMMENTS (1.2); CORRESPONDENCE W/ MILBANK AND OTHER THIRD PARTIES AND ADDRESS ISSUES RE: SAME (2.1); PREPARE DISCLOSURE STMNT FOR DISTRIBUTION (1.0).
TOUSSI S	10/09/04	1.90	REVIEW BLACKLINE OF DISCLOSURE STMNT (1.5); ADDRESS DISTRIBUTION PROBLEMS (.4).
TOUSSI S	10/10/04	2.30	EDIT AND REVISE DISCLOSURE STMNT TO ADDRESS COMMENTS FROM THIRD PARTIES, INCLUDING CREDITORS' COMMITTEE, FINANCIER AND TRUSTEE (1.3); CONFORM DISCLOSURE STMNT TO PLAN (1.0).
TOUSSI S	10/11/04	8.20	EDIT AND REVISE DISCLOSURE STMNT TO INCORPORATE CHANGES FROM VARIOUS PARTIES RELATED TO NEW FINANCING (2.5); CORRESPONDENCE W/ MILBANK AND OTHER THIRD PARTIES AND ADDRESS ISSUES RE: SAME (2.1); ADDRESS ISSUES RE: EXECUTORY CONTRACTS AND RELATED EMPLOYMENT ISSUES (2.1); REVIEW AND ANALYZE ISSUES FINANCING TERM SHEET, INCORPORATE CHANGES TO DISCLOSURE STMNT (1.5).
TOUSSI S	10/12/04	9.50	ADDRESS AND RESOLVE COMMENTS FROM VARIOUS THIRD PARTIES IN CONNECTION W/ EDITING THE DISCLOSURE STMNT, INCORPORATE COMMENTS (3.2); PREPARE BLACKLINES FOR COURT AND VARIOUS PARTIES (.5); EDIT AND REVISE DISCLOSURE STMNT BASED ON COMMENTS RECEIVED DURING THE HEARING FROM THE COURT AND THIRD PARTIES, DISTRIBUTE SAME (2.6); HEARING BEFORE JUDGE DRAIN RE: APPROVING THE DISCLOSURE STMNT (3.2).
TOUSSI S	10/13/04	4.00	EDIT AND REVISE DISCLOSURE STMNT TO CONFORM TO COURT'S INSTRUCTIONS (2.2); ADDRESS COMMENTS RE: SAME (.5); ADDRESS ISSUES RE: MEGACABLE (.3); PREPARE DS FOR PRINTERS (.3); VARIOUS TELECONFERENCES W/ TEAM MEMBERS AND W/ COURT RE: STATUS OF DISCLOSURE STMNT (.7).
TOUSSI S	10/14/04	2.80	REVIEW AND EDIT BALLOTS, DISCLOSURE STMNT AND RELATED DOCUMENTS AT PRINTERS OFFICE IN PA.
TOUSSI S	10/21/04	2.10	ADDRESS ISSUES RE: VOTING/BALLOTING AND SOLICITATION PROCEDURES (1.0); EDIT AND REVISE CONFIRMATION ORDER AND BRIEF (1.1).

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

TOUSSI S	10/25/04	7.40	DRAFT AND EDIT CLOSING CHECKLIST, REVIEW PRECEDENT RE: SAME (4.2); EDIT AND REVISE CONFIRMATION BRIEF AND ORDER (2.2); REVIEW AND ANALYZE CONFIRMATION HEARING TRANSCRIPTS, PROFFERS, AFFIDAVITS AND OTHER RELATED DOCUMENTS (1.0).
TOUSSI S	10/29/04	0.50	ADDRESS AND RESOLVE ISSUES RE: VOTE TABULATION ISSUES.
		76.10	
Total Associate		200.40	
TOTAL TIME		<u>433.10</u>	

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

RCN Corporation (DIP)  
Employee Matters (General)

Bill Date: 11/22/04  
Bill Number: 1033935

NAME	DATE	HOURS	DESCRIPTION
MORRIS FD	10/27/04	0.40	WORK RE: PROPOSED EMPLOYEE BENEFIT MODIFICATIONS.
MORRIS FD	10/28/04	0.40	T.CONF. W/ E. ITO RE: PROPOSED EMPLOYEE BENEFIT MODIFICATIONS (.2); WORK RE: SAME (.2).
		0.80	
Total Associate		0.80	
TOTAL TIME		<u>0.80</u>	



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

RCN Corporation (DIP)  
Executory Contracts (Personalty)

Bill Date: 11/22/04  
Bill Number: 1033935

NAME	DATE	HOURS	DESCRIPTION
MATZ TJ	10/04/04	0.60	CORRESPOND W/ R. MCWILLIAMS AND G. SCHAFER RE: EXECUTORY CONTRACTS, ASSUMPTION EXHIBIT (.3); FOLLOW UP CALL RE: SAME (.3).
MATZ TJ	10/14/04	0.50	CALL W/ D. KORTREY RE: ASSUMPTIONS OF EXECUTORY CONTRACTS (.3) FOLLOW UP RE: SAME (.2).
MATZ TJ	10/18/04	0.60	WORK ON EXECUTORY CONTRACTS, ASSUMPTION MATTERS.
MATZ TJ	10/20/04	0.80	CONF. CALL RE: INSURANCE CONTRACTS, ASSUMPTION/REJECTION MATTERS (.6) AND FOLLOW UP RE: KEMPER CONTRACTS (.2).
MATZ TJ	10/27/04	0.80	WORK ON ASSUMPTION/REJECTION MATTERS.
MATZ TJ	10/28/04	1.00	CORRESPOND W/ D. KORTREY ET AL RE: GECC LEASE, ASSUMPTION ISSUES (.4); WORK ON GECC CONTRACT REQUEST, RESOLUTION (.3); FOLLOW UP RE: EXECUTORY CONTRACTS (.3).
MATZ TJ	10/29/04	0.70	WORK ON OUTSTANDING EXECUTORY CONTRACTS ISSUES ASSUMPTIONS (.5); CORRESPONDENCE RE: SAME (.2).
		<b>5.00</b>	
MCDERMOTT MA	10/11/04	0.20	CONSIDER ALTERNATIVES IN CONNECTION W/ ASSUMPTION AND REJECTION OF CERTAIN EXECUTORY CONTRACTS.
		<b>0.20</b>	
<b>Total Counsel</b>		<b>5.20</b>	
DAY GR	10/04/04	5.80	REVIEW ISSUES RE: ASSUMED AND REJECTED EXECUTORY CONTRACTS.
DAY GR	10/07/04	5.10	REVIEW ISSUES RE: ASSUMED AND REJECTED EXECUTORY CONTRACTS.
DAY GR	10/08/04	4.40	REVIEW ISSUES RE: ASSUMED AND REJECTED EXECUTORY CONTRACTS.
DAY GR	10/11/04	4.30	REVIEW ISSUES RE: ASSUMED EXECUTORY CONTRACTS.
DAY GR	10/12/04	4.80	REVIEW ISSUES RE: ASSUMED EXECUTORY CONTRACTS.
DAY GR	10/13/04	4.90	REVIEW ISSUE RE: ASSUMED EXECUTORY CONTRACTS.
DAY GR	10/20/04	3.60	REVIEW ISSUES RE: ASSUMED EXECUTORY CONTRACTS.

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

DAY GR	10/26/04	2.20	PREPARE HEARING OUTLINE FOR MOTIONS RE: LEASE TERMINATION AGREEMENTS.
DAY GR	10/27/04	6.20	REVIEW ISSUES RE: ASSUMPTION OF INSURANCE CONTRACTS AND RCN E CONTRACTS AND DRAFT MOTION RE: SAME.
DAY GR	10/28/04	7.90	REVIEW ISSUES RE: ASSUMPTION OF EXECUTORY CONTRACTS AND DRAFT MOTION RE: SAME.
DAY GR	10/29/04	2.30	REVIEW ISSUES RE: ASSUMED CONTRACTS.
		<b>51.50</b>	
MORRIS FD	10/11/04	1.40	WORK RE: CONTRACT ASSUMPTION LISTS FOR RCN E, ON TV (.4); T.CONF. W/ D. SULLIVAN, K. MELMAN, P. BADE, T. HORVAT RE: RCN E AND ON TV CONTRACTS TO BE ASSUMED (.4), T.CONF. W/ T. HORVAT RE: SAME (.2), LETTER TO P. PASANANTE RE: SAME (.2); LETTER TO D. SULLIVAN RE: SEVERANCE AGREEMENTS (.2).
MORRIS FD	10/14/04	1.00	T.CONF. W/ K. MELMAN, O. WISEMAN RE: RCN E, ON TV EXECUTORY CONTRACTS (.5), T.CONFS. W/ D. KORTREY RE: SAME (.3); T.CONF. W/ B. BAR-COHEN RE: EXECUTORY CONTRACTS, MEGACABLE (.2).
MORRIS FD	10/19/04	1.10	MULT. T.CONFS. W/ K. MELMAN RE: ASSUMPTION AND ASSIGNMENT OF EXECUTORY CONTRACTS (.4); REVIEW RCN E PERFORMANCE CONTRACT (.3); T.CONF. W/ D. KORTREY RE: ASSUMPTION AND ASSIGNMENT OF EXECUTORY CONTRACTS (.4).
MORRIS FD	10/25/04	0.30	WORK RE: ASSUMPTION/ASSIGNMENT OF EXECUTORY CONTRACTS RE: RCN E, ON TV.
MORRIS FD	10/26/04	0.60	T.CONF. W/ K. MELMAN RE: RCN E EXECUTORY CONTRACTS (.2); WORK RE: ASSUMPTION/ASSIGNMENT ANALYSIS RE: SAME (.4).
MORRIS FD	10/27/04	0.60	T.CONF. W/ D. KORTREY RE: ASSUMPTION AND ASSIGNMENT OF EXECUTORY CONTRACTS (.3); WORK RE: SAME (.3).
MORRIS FD	10/28/04	0.50	WORK RE: ASSUMPTION/ASSIGNMENT RE: RCN E/ONTV CONTRACTS.
		<b>5.50</b>	
SILVERBERG BS	10/27/04	1.00	CONF. CALL W/J. SULLIVAN RE: SOLICITATION DECLARATION (.2); WORK ON MATTERS RELATING TO GECC LEASE GUARANTEE ASSUMPTION (.8).
SILVERBERG BS	10/28/04	0.70	WORK ON MATTERS RE: GECC EQUIPMENT LEASE (.5); CONF. CALL W/T. HORVAT RE: SAME (.2).

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

		<b>1.70</b>	
TAOUCHANOVA VE	10/26/04	2.10	RESEARCH, ORGANIZED AND SENT PROGRAMMING AGREEMENTS TO D. KORTNEY (2.1).
		<b>2.10</b>	
TOUSSI S	10/04/04	1.00	CORRESPOND RE: EXECUTORY CONTRACTS, ASSUMPTION EXHIBIT TO THE PLAN, ADDRESS AND RESOLVE ISSUES RE SAME.
TOUSSI S	10/27/04	0.50	ADDRESS ISSUES RE: EXECUTORY CONTRACTS (.5).
		<b>1.50</b>	
<b>Total Associate</b>		<b>62.30</b>	
<b>TOTAL TIME</b>		<b><u>67.50</u></b>	

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

RCN Corporation (DIP)  
Financing (DIP and Emergence)

Bill Date: 11/22/04  
Bill Number: 1033935

NAME	DATE	HOURS	DESCRIPTION
BAKER DJ	10/01/04	1.80	CONTINUE WORK W/ RESPECT TO "B" FINANCING AND RELATED ISSUES.
BAKER DJ	10/04/04	1.20	CONTINUE WORK ON ISSUES RELATED TO EXIT FINANCING FOR "B" PIECE.
BAKER DJ	10/07/04	1.70	FURTHER WORK W/ RESPECT TO ISSUES RELATING TO "B" PIECE OF EXIT FINANCING.
BAKER DJ	10/09/04	1.10	CONF. CALL W/ J. DUBEL, T. COLEMAN, AND OTHERS W/ RESPECT TO "B" FINANCING, ISSUES RELATED TO SAME, AND REQUESTS BY CREDITORS' COMMITTEE W/ RESPECT TO SUCH FINANCING.
BAKER DJ	10/11/04	2.80	CONTINUE WORK ON EXIT FINANCING ISSUES.
BAKER DJ	10/12/04	3.70	CONTINUE WORK ON ISSUES W/ RESPECT TO EXIT FINANCING.
BAKER DJ	10/13/04	2.30	PREPARE FOR MEETING W/ BANK GROUP AND PRESENTATION TO SAME (1.0); ATTEND MEETING W/ BANK GROUP AND PRESENTATION TO SAME (1.3).
BAKER DJ	10/14/04	0.80	PREPARE FOR CONF. CALL W/ U.S. TRUSTEE RE: EXIT FINANCING (.4); PARTICIPATE IN CONF. CALL W/ P. SCHWARTZBERG, T. COLEMAN, J. DUBEL AND OTHERS W/ RESPECT TO EXIT FINANCING (.4).
BAKER DJ	10/18/04	2.30	WORK ON ISSUES W/ RESPECT TO EXIT FINANCING.
BAKER DJ	10/20/04	2.10	FURTHER WORK W/ RESPECT TO EXIT FINANCING ISSUES.
BAKER DJ	10/22/04	0.30	TELEPHONE CALL J. DUBEL RE: CASH COLLATERAL ISSUES.
BAKER DJ	10/25/04	3.90	REVIEW REVISIONS TO FINANCING TERM SHEET (1.1); REVIEW PROPOSAL FOR ALTERNATE EXIT FINANCING FROM BANK (1.0); TELEPHONE CALL W/ J. DUBEL, T. COLEMAN AND SHERVIN KORANGY RE: PROPOSAL FROM BANK (.4); TELEPHONE CALL MORRIS WEISS RE: BANK PROPOSAL (.4); REVIEW ISSUES RELATED TO EXIT FINANCING TO BE PROVIDED BY BANK (1.0).

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

BAKER DJ	10/26/04	3.80	FURTHER WORK ON RCN EXIT FINANCING (1.2); TELEPHONE CALL MORRIS WEISS RE: EXIT FINANCING (.3); CONF. CALL J. DUBEL, A. FASOLA AND T. COLEMAN RE: EXIT FINANCING (.3); TELEPHONE CALL J. DUBEL W/ RESPECT TO EXIT FINANCING (.2); TELEPHONE CALL TONY HORVAT RE: CASH COLLATERAL ISSUES (.2); CONTINUE WORK ON CASH COLLATERAL (1.6).
BAKER DJ	10/27/04	3.50	TELEPHONE CALL J. DUBEL, TONY HORVAT AND D. DUNNE RE: CASH COLLATERAL ISSUES (.4); TELEPHONE CALL A. FASOLA RE: EXIT FINANCING ISSUES RELATED TO "B" PIECE OF FINANCING (.3); TELEPHONE CALL MORRIS WEISS W/ RESPECT TO PROPOSAL FROM BANK (.3); TELEPHONE CALL J. DUBEL W/ RESPECT TO CASH COLLATERAL (.3); REVIEW DRAFT OF CASH COLLATERAL STIPULATION (.4); FURTHER WORK ON CASH COLLATERAL STIPULATION (1.8).
BAKER DJ	10/28/04	4.30	PREPARE FOR MEETING W/ SECURED BANK GROUP (.8); ATTEND BANK GROUP MEETING (.8); CONF. A. FASOLA AND J. DUBEL W/ RESPECT TO BANK ISSUES (.3); CONTINUE WORK ON EXIT FINANCING ISSUES RELATED TO "B" PIECE OF FINANCING (1.8); TELEPHONE CALL M. STAMER RE: BANK PROPOSAL (.3); TELEPHONE CALL MORRIS WEISS W/ RESPECT TO BANK PROPOSAL (.3).
BAKER DJ	10/29/04	2.20	TELEPHONE CALL A. FASOLA W/ RESPECT TO EXIT FINANCING ISSUES (.3); TELEPHONE CALL J. DUBEL W/ RESPECT TO EXIT FINANCING AND OFFER FROM BANK (.3); TELEPHONE CALL J. DUBEL AND A. FASOLA RE: BANK ISSUES (.3); CONTINUE WORK ON EXIT FINANCING ISSUES (1.3).
		<b>37.80</b>	
DAVIS EM	10/14/04	1.40	CALL FROM R. MORRIS RE: DIP FINANCING APPEAL (.3); REVIEW APPLICABLE LAW ON DISMISSALS OF APPEALS AND CALL R. MORRIS ON SAME (1.1).
		<b>1.40</b>	
STRAUS AG	10/01/04	0.40	EMAIL J. BLOOM RE: REGISTRATION CHECKLIST (.2); REVIEW DRAFT REGISTRATION CHECKLIST (.2).
STRAUS AG	10/02/04	1.50	REVIEW AND REVISE MEMO ON REGISTRATION REQUIREMENTS.
STRAUS AG	10/04/04	1.20	CALLS TO P. NECKLES, WILLKIE FARR AND J. BAKER RE: STATUS OF PLAN AND FINANCING ARRANGEMENTS.

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

STRAUS AG	10/05/04	4.20	CONF. CALLS BLACKSTONE, WILLKIE FARR (.4); DISCUSSIONS J. BLOOM RE: RESEARCH (.4); INTERNAL EMAILS RE: POSSIBLE PLANS TO FINANCE "B" PIECE (.6); REVIEW POSSIBLE DISCLOSURE LANGUAGE (.7); RESEARCH RE: SEC POSITION ON GENERAL SOLICITATION (2.1).
STRAUS AG	10/06/04	5.60	CONF. CALLS J. BLOOM RE: S-1 CHECKLIST ASSIGNMENT (.6); CONF. CALLS IN HOUSE DISCUSSIONS AND EMAILS RE: "B" PIECE (2.5); REVIEW AND REVISION OF DISCLOSURE STMT LANGUAGE (2.5).
STRAUS AG	10/07/04	0.70	CONF. CALLS RE: FINANCING DEAL.
STRAUS AG	10/08/04	4.70	CALL, EMAIL AND REVIEW LANGUAGE RE: CHANGES IN DISCLOSURE STMT RELATING TO REGISTRATION RIGHTS, FINANCING DEAL.
STRAUS AG	10/09/04	3.60	EMAILS RE: DISCLOSURE STMT LANGUAGE (.2); REVIEW DISCLOSURE STATEMENT LANGUAGE (.6); CONF CALLS RE: FINANCIER, '33 ACT ISSUES (2.8).
STRAUS AG	10/10/04	3.50	FOLLOW UP EMAILS (.5); REVISE DISCLOSURE STMT LANGUAGE (1.0); CONF. CALLS J. BAKER, CLIENT (2.0).
STRAUS AG	10/11/04	2.40	REVIEW OF DOCUMENTS AND EMAILS.
STRAUS AG	10/12/04	1.60	CALL W/ P. NECKLES RE: TERM SHEET (.4); EMAILS RE: SHAW TERM SHEET (.4); REVISIONS TO TERM SHEET (.8).
STRAUS AG	10/13/04	4.20	REVIEW AND RESPOND TO EMAILS RE: 8-K (.2); REVIEW EMAILS RE: FINANCING PROPOSALS (.4); CONF. M. MCDERMOTT RE: DISCLOSURE ISSUES (.4); MEETING P. NECKLES, S. TEICHER, R. KAPOOR TO DISCUSS TERM SHEETS AND OTHER ISSUES (1.0); MEETING J. BAKER, M. MCDERMOTT, J. DUBELL RE: EXIT FIN. ISSUES (2.2).
STRAUS AG	10/14/04	5.50	MTG P. NECKLES AND RELATED CALLS (1.0); CONF. CALLS AND EMAILS RE: FINANCING (1.5); MEETING CLIENT AND RELATED CONF. CALLS RE: MEGACABLE (3.0).
STRAUS AG	10/15/04	4.90	EMAIL DISCUSSION J. BLOOM RE: WRAPPER FOR CONVERT OFFERING (.4); CONF. CALL RE: MEGACABLE ISSUES (.5); DRAFT PROPOSED LANGUAGE RE: MEGACABLE (1.5); CALLS AND EMAILS RE: FINANCING (2.5).

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

STRAUS AG	10/18/04	1.20	EMAIL EXCHANGE M. MCDERMOTT RE: MEGACABLE DISCLOSURE LANGUAGE AND OTHER MATTERS (.4); EMAILS AND CONF. CALLS RE: FINANCING COMMITMENT (.8).
STRAUS AG	10/19/04	1.70	CONF. CALLS RE: CONVERTIBLE PIECE (.5); DISCUSSION J. BLOOM RE: RESEARCH ASSIGNMENT (.5); COMMENCE REVISIONS TO MEMO ON SEC FILINGS (.7).
STRAUS AG	10/20/04	0.90	EMAIL EXCHANGE P. NECKLES, F. MORRIS (.2); EMAIL AND TC EXCHANGE S. KORYANGI, R. LANGDON (.2); ADDITIONAL INTERNAL EMAILS AND DISCUSSIONS RE: FILING AND ACCOUNTING ISSUES (.5).
STRAUS AG	10/21/04	3.00	COMMENCE REVIEW OF COMMITMENT LETTER AND TERM SHEETS (.4); INTERNAL DISCUSSIONS RE: TERM SHEETS AND OPEN ISSUES (.6); REVISION OF MEMO ON SEC FILING ISSUES.
STRAUS AG	10/22/04	5.20	REVIEW AND REVISE TERM SHEETS AND RELATED MATERIALS (5.2).
STRAUS AG	10/24/04	0.50	EMAILS RE: FINANCING ARRANGEMENTS.
STRAUS AG	10/25/04	7.00	NEGOTIATIONS RE: CONTINUING ISSUES ON TERMS SHEETS AND COMMITMENTS.
STRAUS AG	10/26/04	4.50	NEGOTIATIONS RE: TERMS SHEETS AND COMMITMENTS.
STRAUS AG	10/27/04	6.30	CONTINUE DRAFTING AND NEGOTIATING TERM SHEET.
STRAUS AG	10/28/04	4.70	CONF. CALLS AND EMAILS RE: NEGOTIATION OF SECOND LIEN NOTES, INCLUDING ALL HANDS TC AND REDRAFTING OF VARIOUS ITEMS.
STRAUS AG	10/29/04	6.50	CONTINUING DISCUSSION AND REVISIONS RE: TERM SHEETS.
STRAUS AG	10/30/04	1.70	EMAILS RE: CONF. CALL (.5); CONF. CALL TO DISCUSS TERM SHEET AND FOLLOW UP EMAILS AND CALLS (1.2).
		<b>87.20</b>	
<b>Total Partner</b>		<b>126.40</b>	
MATZ TJ	10/18/04	1.20	WORK ON POSSIBLE INCREASE IN DIP FACILITY, EXTENSIONS OF DB FINANCING (.7); AND COMMENTING ON DRAFT PLEADINGS RE: SAME (.5).
MATZ TJ	10/20/04	2.00	FOLLOW UP RE: PREFERRED SHAREHOLDERS, APPEAL OF ORIGINAL EXIT FACILITY MOTION (.4); WORK ON FINANCING MOTION AND REVIEW AND REVISE DRAFT PLEADINGS (1.2); FOLLOW UP W/ J. DUBEL RE: SAME (.4).

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

MATZ TJ	10/21/04	2.20	WORK ON FINANCING AMENDMENT, PLEADINGS AND REVISIONS THERETO (1.4); DISCUSSIONS W/ J. DUBEL RE: FINANCING COMMITMENT RE: STARPOWER ACQUISITION (.5); FOLLOW UP WORK RE: SAME (.3).
MATZ TJ	10/28/04	2.40	WORK ON EXIT FINANCING (1.0); TWO CALLS AND CORRESPOND W/ U.S. TRUSTEE RE: SAME (.6); FOLLOW UP WORK ON APPROVAL MOTION RE: FINANCING (.6) AND CORRESPOND RE: FINANCING COMMITMENT (.2).
MATZ TJ	10/29/04	0.70	REVIEW AND REVISE MOTION TO SHORTEN NOTICE, MOTION TO APPROVE FINANCING.
		8.50	
MCDERMOTT MA	10/05/04	2.10	CONSIDER OPTIONS IN CONNECTION W/ SECOND-LIEN NOTES FINANCING ALTERNATIVES (.7); CALL D. SULLIVAN RE: SAME (.2); FURTHER CONSIDERATION OF FINANCING ALTERNATIVES (1.2).
MCDERMOTT MA	10/07/04	1.10	CALL REPRESENTATIVES OF FINANCIER RE: FINANCING MECHANICS (.3); ANALYSIS OF OPTIONS IN CONNECTION W/ SAME (.4); REVIEW UPDATED TERM SHEET (.2); REVIEW DRAFT OF PROPOSED AMENDMENT TO CASH COLLATERAL STIPULATION.
MCDERMOTT MA	10/08/04	0.40	CALL BLACKSTONE RE: FINANCING ALTERNATIVES.
MCDERMOTT MA	10/09/04	1.60	CALL W/ REPRESENTATIVES OF RCN, BLACKSTONE, AND FINANCING RE: FINANCING ALTERNATIVES (1.3); ATTENTION DILIGENCE RE: SAME, INCLUDING CALL S. KAROLL (.3).
MCDERMOTT MA	10/10/04	0.40	CONTINUED ATTENTION TO FINANCING AND RELATED ALTERNATIVES.
MCDERMOTT MA	10/11/04	1.70	SERIES OF CALLS W/ J. DUBEL AND S. KORANGY RE: PROPOSED ALTERNATIVE TERM SHEETS (.8); REVIEW AND REVISE SAME AND FORWARD TO PARTIES IN INTEREST (.9).
MCDERMOTT MA	10/13/04	1.50	REVIEW TALKING POINTS RE: FINANCING ALTERNATIVES PREPARED BY S. KIRPALANI IN ANTICIPATION OF CALL W/ P. SCHWARTZBERG (.1); CALL W/ S. KIRPALANI RE: SAME (.2); CALL W/ P. SCHWARTZBERG (.4); CALL S. KORANGY OF BLACKSTONE RE: PURSUIT OF FINANCING ALTERNATIVES AND STATUS OF DISCUSSIONS B/W DB AND OTHER BANK (.3); REVIEW DRAFTS OF BANK TERM SHEET AND COMMENT ON SAME (.3); FOLLOW-UP ATTENTION TO STATUS OF MATTERS B/W DB AND OTHER BANK (.2).



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

MCDERMOTT MA	10/14/04	0.30	ATTENTION STATUS OF DB/OTHER BANK FINANCING ALTERNATIVES.
MCDERMOTT MA	10/18/04	0.20	REVIEW DRAFT OF PROPOSED MEGACABLE DISCLOSURE IN CONNECTION W/ EXIT FINANCING (.1); ATTENTION STATUS OF AMENDMENT TO EXIT FINANCING FACILITY (.1).
MCDERMOTT MA	10/19/04	0.10	REVIEW DRAFT OF AFFIDAVIT RE: EXIT FACILITY AMENDMENT.
MCDERMOTT MA	10/20/04	0.70	REVIEW/REVISE DRAFT OF MOTION RE: INCREASE OF EXIT FINANCING COMMITMENT.
MCDERMOTT MA	10/21/04	1.50	CALL P. NECKLES RE: POTENTIAL INTERIM ACQUISITION FINANCING FOR STARPOWER AND CONSIDER OPTIONS IN CONNECTION W/ SAME (.1); WORK ON MOTION TO APPROVE AMENDMENT TO EXIT FINANCING COMMITMENTS (1.4).
MCDERMOTT MA	10/22/04	1.40	REVIEW ALTERNATIVE FINANCING COMMITMENT LETTER AND RELATED TERM SHEET.
MCDERMOTT MA	10/25/04	5.60	REVIEW DB COMMENTS TO OTHER BANK TERM SHEET RE: CONVERTIBLE SECOND-LIEN NOTES, SKADDEN COMMENTS TO COMMITMENT LETTER, AND ALTERNATIVE EXIT FACILITY PROPOSED BY CERTAIN BONDHOLDERS (.7); CALL J. DUBEL, S. KORANGY, B. HAGGARTY, A. STRAUS, AND J. BLOOM RE: COMMENTS TO BANK TERM SHEET AND COMMITMENT LETTER (2.0); ATTENTION STARPOWER INTERIM FINANCING SCENARIO (.1); CALL J. DUBEL RE: SAME (.2); BEGIN DRAFTING MOTION TO APPROVE EXIT FINANCING COMMITMENT FROM BANK (2.6).
MCDERMOTT MA	10/26/04	6.60	REVIEW MARKED COPIES OF BANK TERM SHEET AND COMMITMENT LETTER (.4); REVIEW DRAFT OF ALTERNATIVE TERM SHEET FROM OTHER BONDHOLDER GROUP (.3); CALLS J. BLOOM RE: SAME (.1); CALL J. DUBEL AND B. HAGGARTY RE: FINANCING ALTERNATIVES (.6); CALL R. LANGDON RE: BANK (.2); CALL B. HAGGERY RE: SAME (.1); REVIEW AND REVISE ORIGINAL PLACEMENT AGREEMENT W/ DB TO REFLECT POSSIBLE NEW FINANCING (.6); CONTINUE DRAFTING MOTION TO APPROVE CONVERTIBLE SECOND-LIEN NOTES FINANCING (1.7); ATTENTION TO LATEST DRAFTS OF TERM SHEETS FROM WILLKIE FARR (.2); FURTHER WORK ON MOTION TO APPROVE CONVERTIBLE SECOND-LIEN FINANCING (1.9); REVIEW REVISED VERSION OF WILLKIE FARR TERM SHEET (.5).

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

MCDERMOTT MA	10/27/04	2.90	CALL S. KORANGY RE: BANK TERM SHEET AND COMMITMENT LETTER (.7); CORRESPONDENCE J. BAKER AND A. STRAUS RE: STRATEGIC CONSIDERATIONS IN CONNECTION W/ SAME (.2); CALL RE: SAME (.1); MEETING R. MORRIS RE: SAME (.1); CALL W/ LAWYERS FROM DB, FINANCIER AND COMMITTEE RE: SAME (1.1); CALL S. KORANGY RE: SAME (.5); ATTENTION CASH COLLATERAL ISSUES (.2).
MCDERMOTT MA	10/28/04	9.00	REVIEW AND REVISE DRAFT OF MOTION TO APPROVE CONVERTIBLE SECOND-LIEN NOTES FINANCING ALTERNATIVE (.7); DRAFT ORDER IN CONNECTION W/ SAME (.3); CORRESPONDENCE TO WHITE & CASE, MILBANK, CAHILL, AND WILLKIE RE: SAME (.2); CALL T. COLEMAN AND J. DUBEL RE: FINANCING ALTERNATIVES (.5); CALL S. WILAMOWSKY RE: COURT TIMING (.1); CONSIDER ALTERNATIVES IN CONNECTION W/ SAME W/ T. MATZ (.2); CALL S. KORANGY (.2); CALL T. COLEMAN AND A. STRAUS (.2); LAWYERS' ONLY CALL RE: TERM SHEET AND COMMITMENT LETTER (.6); DRAFT DECLARATION OF T. COLEMAN IN SUPPORT OF FINANCING ALTERNATIVE (4.6); CALL J. DUBEL AND A. FASOLA RE: CASH COLLATERAL (.1) AND REVIEW OF CORRESPONDENCE RE: SAME (.1); CALL M. STAMER RE: ADDITIONAL FINANCING ALTERNATIVE (.2); CALL R. MORRIS RE: ALTERNATIVES (.3); CALL J. DUBEL AND S. KORANGY RE: ISSUES (.4); ANALYSIS OF OPTIONS RE: MODIFICATIONS (.3).
MCDERMOTT MA	10/29/04	8.90	CALL W/ REPRESENTATIVES OF ALTERNATIVE LENDER AND BLACKSTONE (1.2); FOLLOW UP CALL W/ J. DUBEL AND T. COLEMAN RE: STRATEGIC ALTERNATIVES (.9); CALL M. STAMER OF AKIN GUMP AND ALTERNATIVE LENDER (.6); CALL J. DUBEL RE: SAME (.2); CALL B. HAGGERTY RE: SAME (.2); FOLLOW-UP CALL M. STAMER RE: SAME (.1); ANALYSIS OF OPTIONS IN CONNECTION W/ SAME (.2); CALL B. HAGGERTY RE: FINANCING ALTERNATIVE (.2); STARPOWER DILIGENCE CALL (.3); STRATEGY SESSION W/ T. COLEMAN (.4); CONTINUE WORK ON REVIEW AND REVISION OF ALTERNATIVE FINANCING TERM SHEET AND TELEPHONE CALLS W/ BLACKSTONE RE: SAME (2.1); CONTINUE W/ SERIES OF CALLS AMONG PARTIES IN INTEREST AND REVIEW OF BOTH EXIT FINANCING ALTERNATIVES (2.5).
MCDERMOTT MA	10/30/04	0.40	CALL REPRESENTATIVES OF BANKS AND BLACKSTONE RE: LATEST DRAFT OF COMMITMENT LETTER AND TERM SHEET.

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

MCDERMOTT MA	10/31/04	0.90	REVIEW/REVISE DRAFT OF MOTION TO SHORTEN NOTICE OF FINANCING MOTION (.2); CORRESPONDENCE TO WILLKIE, CAHILL, AND MILBANK RE: MOTION, TIMING, AND OUTSTANDING ITEMS (.3); ATTENTION TO OUTSTANDING ITEMS AND TIMING FOR BLACKSTONE (.4).
		<b>47.30</b>	
<b>Total Counsel</b>		<b>55.80</b>	
BLOOM JS	10/01/04	3.70	COMPLETED DRAFTING MEMO RE: FORMS S-1 AND S-3.
BLOOM JS	10/05/04	3.10	CONFERRED W/ A. STRAUS; RESEARCH RE: OFFERING TO ACCREDITED INVESTORS.
BLOOM JS	10/07/04	0.50	EMAIL W/ A. STRAUS (.1); REVIEWED TERM SHEET (.4).
BLOOM JS	10/15/04	3.50	CONFERRED W/ A. STRAUS (.3); RESEARCH RE: SECTION 3(A) (10) (1.0); REVIEWED DISCLOSURE STMT (1.0); BEGAN DRAFTING OFFERING DOCUMENT (1.2).
BLOOM JS	10/18/04	2.20	CONTINUED PREPARING OFFERING DOCUMENT.
BLOOM JS	10/19/04	3.40	REVISED OFFERING DOCUMENT (1.0); CONFERRED W/ A. STRAUS RE: LATE 10-K FILING (.6); PREPARED MEMO RE: SAME (1.8).
BLOOM JS	10/21/04	2.30	CONFERRED W/ A. STRAUS (.6); REVIEWED COMMITMENT LETTER (1.0); REVISED MEMO RE: SEC FILINGS (.7).
BLOOM JS	10/22/04	1.40	CONFERRED W/ A. STRAUS (.4); PREPARED COMMENTS TO FINANCIER COMMITMENT LETTER (1.0).
BLOOM JS	10/23/04	0.80	CONFERRED W/ A. STRAUS (.6); CIRCULATED COMMITMENT LETTER COMPARISON (.2).
BLOOM JS	10/24/04	0.30	EMAIL W/ A. STRAUS AND A. FOWLER.
BLOOM JS	10/25/04	5.90	CONFERRED W/ A. STRAUS RE: FINANCIER COMMITMENT LETTERS (.9); PREPARED SUMMARY RE: SAME (2.0); CONF. CALL RE: FINANCIER COMMITMENT LETTER (1.2); PREPARED AND DISTRIBUTED SKADDEN COMMENTS TO FINANCIER COMMITMENT LETTER (.6); REVIEWED FINANCIER COMMITMENT LETTER AND TERM SHEET (1.2).

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

BLOOM JS	10/26/04	6.70	PREPARED REVISIONS TO FINANCIER COMMITMENT LETTER (1.0); CONFERRED W/ A. STRAUS AND M. MCDERMOTT (.4); CALLS W/ B. HILLER AND J. LANGDON RE: FINANCIER COMMITMENT LETTER (1.0); PREPARED CLOSING CHECKLIST FOR RULE 144 TRANSACTION (2.0); RESEARCH RE: NASDAQ AND NYSE LISTING REQUIREMENTS (.8); BEGAN DRAFTING MEMO RE: SAME (.6); REVIEWED REVISED DRAFT OF BANK COMMITMENT LETTER (.9).
BLOOM JS	10/27/04	8.70	CONFERRED W/ A. STRAUS AND M. MCDERMOTT (.2); CONTINUED PREPARING COMMENTS TO BANK COMMITMENT LETTER (3.5); DISTRIBUTED SAME (.2); CONTINUED DRAFTING MEMO RE: LISTING REQUIREMENTS (4.8).
BLOOM JS	10/28/04	3.50	DRAFTED FINANCIER CONFIRMATION AGREEMENT (2.6); PHONE CALL W/ R. GREEBEL RE: SAME (.2); PHONE CALL W/ S. TOUSSI RE: CLOSING CHECKLISTS (.6); CONFERRED W/ A. STRAUS (.1).
BLOOM JS	10/29/04	4.80	CONF. CALLS RE: FINANCIER COMMITMENT LETTERS (.2); CONFERRED W/ A. STRAUS AND M. MCDERMOTT (.2); EMAIL TO M. STAMER RE: CONFIDENTIALITY AGREEMENT (.2); REVISED FINANCIER COMMITMENT LETTERS (4.0); DISTRIBUTED SAME (.2).
BLOOM JS	10/30/04	0.70	EMAILS AND CONF. CALL RE: FINANCIER COMMITMENT LETTER.
		<b>51.50</b>	
KELLY BP	10/16/04	0.50	REVIEW AMENDMENT TO EXIT FACILITY FOR STARPOWER FINANCING AND COMPARE TO ORIGINAL DOCUMENTS.
KELLY BP	10/17/04	8.50	REVIEW AMENDMENT TO DB EXIT FACILITY FOR STARPOWER FINANCING AND COMPARE TO ORIGINAL DOCUMENTS (1.4); DRAFT MOTION TO AUTHORIZE AMENDMENT TO DB EXIT FACILITY (5.9); DRAFT ORDER AUTHORIZING AMENDMENT TO DB EXIT FACILITY (1.2).
KELLY BP	10/18/04	4.60	PREPARE PLEADINGS TO AMEND EXIT FINANCING COMMITMENTS.
KELLY BP	10/19/04	1.20	PREPARE PLEADINGS TO AMEND EXIT FINANCING FACILITY (1.0); PREPARE COLEMAN DECLARATION, INCLUDING CORRESPONDENCE W/ B. HAGGERTY OF BLACKSTONE (.2).
KELLY BP	10/20/04	0.90	PREPARE PLEADINGS TO AMEND EXIT FINANCING FACILITY.

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

KELLY BP	10/21/04	3.20	DRAFT PROPOSED ORDER TO AMEND EXIT FACILITY (1.2); REVIEW AND EDIT MOTION TO AMEND EXIT FACILITY (.8); REVISE COLEMAN DECLARATION (1.2).
KELLY BP	10/22/04	2.70	REVIEW AND EDIT PLEADINGS TO AMEND EXIT FACILITY (1.5); CORRESPONDENCE RE: PLEADINGS TO AMEND EXIT FACILITY (1.2).
KELLY BP	10/28/04	2.30	PREPARE PLEADINGS TO REQUEST SHORTENED NOTICE FOR MOTION APPROVING CONVERTIBLE SECOND-LIEN NOTES.
KELLY BP	10/29/04	1.50	REVIEW/EDIT PLEADINGS TO APPROVE SHORTENED NOTICE OF MOTION TO APPROVE CONVERTIBLE SECOND LIEN NOTES.
		<b>25.40</b>	
MORRIS FD	10/04/04	1.60	T.CONF. W/ B. HAGGERTY, A. STRAUS, P. NECKLES RE: SECOND LIEN FINANCING (.2); WORK RE: SAME (.2); REVIEW PROPOSED CASH COLLATERAL EXTENSION STIPULATION AND ORDER (.4); WORK RE: REVISIONS TO SAME (.3); WORK RE: SECOND LIEN FINANCING DILIGENCE REQUESTS (.2); DRAFT REVISED CASH COLLATERAL STIPULATION (.3).
MORRIS FD	10/05/04	0.40	T.CONF. W/ B. HAGGERTY RE: EXIT FACILITY (.2); T.CONF. W/ N. MUNZBERG RE: PLAN (.2).
MORRIS FD	10/06/04	1.90	DRAFT REVISED CASH COLLATERAL STIPULATION AND ORDER (.9); WORK RE: CASH COLLATERAL EXTENSION (.5); WORK RE: EXIT FACILITY ALTERNATIVES, RELATED DISCLOSURE ISSUES (.5).
MORRIS FD	10/07/04	2.10	WORK RE: SECOND LIEN FINANCING (1.3); REVIEW REVISED FINANCING TERM SHEET (.4); WORK RE: CASH COLLATERAL EXTENSION (.4).
MORRIS FD	10/09/04	0.30	WORK RE: BRIDGE LOAN FINANCING.
MORRIS FD	10/11/04	1.10	REVIEW REVISED SECOND LIEN FINANCING TERM SHEET (.4); WORK RE: SAME (.7).
MORRIS FD	10/13/04	1.40	WORK RE: CASH COLLATERAL EXTENSION (.2); WORK RE: SECOND LIEN FINANCING (.9); REVIEW DB COMMENTS TO SECOND LIEN FINANCING TERM SHEET (.3).
MORRIS FD	10/14/04	0.80	REVIEW PROPOSED COMMITMENT LETTER AMENDMENT (.3); WORK RE: SAME (.2); WORK RE: SECOND LIEN FINANCING (.3).

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

MORRIS FD	10/15/04	1.90	WORK RE: SECOND LIEN FINANCING (.4); REVIEW AMENDED DB DRAFT COMMITMENT LETTER (.3); T.CONF. W/ J. DUBEL RE: SAME (.2); LETTER TO D. SULLIVAN RE: DB COMMITMENT LETTER AMENDMENT (.2); T.CONF. W/ D. SULLIVAN RE: SAME, COMMITTEE PROFESSIONALS (.2); WORK RE: DB COMMITMENT LETTER AMENDMENT (.4); T.CONFS. W/ J. DUBEL RE: SAME (.2).
MORRIS FD	10/18/04	1.10	WORK RE: WITHDRAWAL OF EXIT FACILITY APPEAL (.2); T.CONF. W/ T. HORVAT RE: CASH COLLATERAL EXTENSION (.2); WORK RE: SAME (.7).
MORRIS FD	10/19/04	1.50	WORK RE: DB COMMITMENT AMENDMENT (.4); T.CONF. W/ T. HORVAT RE: CASH COLLATERAL EXTENSION (.2); WORK RE: SAME (.5); T.CONF. W/ T. HORVAT RE: CASH COLLATERAL STIPULATION (.2); T.CONF. W/ N. MUNZBERG RE: WITHDRAWAL OF EXIT FINANCING APPEAL (.2).
MORRIS FD	10/20/04	1.00	WORK RE: AMENDMENT TO COMMITMENT LETTER (.4); T.CONF. W/ T. HORVAT RE: CASH COLLATERAL EXTENSION (.2); REVISE COMMITMENT AMENDMENT MOTION (.4).
MORRIS FD	10/21/04	1.10	REVISE COMMITMENT AMENDMENT MOTION (.5); WORK RE: DB COMMITMENT AMENDMENT (.3); WORK RE: SECOND LIEN FINANCING ALTERNATIVES (.3).
MORRIS FD	10/22/04	1.00	WORK RE: SECOND LIEN FINANCING (.3); T.CONF. W/ T. HORVAT RE: CASH COLLATERAL EXTENSION (.2); T.CONF. W/ D. SULLIVAN RE: FINANCING ALTERNATIVES (.2); WORK RE: ALTERNATIVE SECOND LIEN FINANCING (.3).
MORRIS FD	10/25/04	1.80	T.CONF. W/ T. HORVAT RE: CASH COLLATERAL EXTENSION (.2); REVIEW ALTERNATE SECOND LIEN FINANCING TERM SHEET (.3); REVIEW REVISED ADDITIONAL ALTERNATIVE SECOND LIEN TERM SHEET (.3); WORK RE: STRATEGY RE: FINANCING ALTERNATIVES (.4); REVIEW NEW ALTERNATIVE COMMITMENT LETTER AND TERM SHEET AND WORK RE: SAME (.6).
MORRIS FD	10/26/04	1.20	WORK RE: SECOND LIEN FINANCING ALTERNATIVES (.5); REVIEW DRAFT PLACEMENT AGENT AGREEMENT (.3); REVIEW REVISED COMMITMENT LETTER, TERM SHEETS RE: ALTERNATIVE FINANCING (.4).

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

MORRIS FD	10/27/04	6.50	WORK RE: SECOND LIEN FINANCING ALTERNATIVES (1.5); WORK RE: CASH COLLATERAL EXTENSION (.2); REVIEW REVISED SECOND LIEN TERM SHEET, COMMITMENT LETTER (.4); T.CONF. W/ J. BAKER, T. HORVAT, D. DUNNE RE: CASH COLLATERAL EXTENSION (.5); WORK RE: SAME (.4); T.CONF. W/ E. GRAFF RE: CASH COLLATERAL EXTENSION TERMS (.7); WORK RE: SAME (.4); T.CONF. W/ B. HAGGERTY RE: SECOND LIEN FINANCING (.4); T.CONF. W/ E. GRAFF RE: CASH COLLATERAL STIPULATION (.3); REVIEW SECOND LIEN COMMITMENT MOTION AND WORK RE: SAME (1.4); T.CONF. W/ J. DUBEL RE: CASH COLLATERAL EXTENSION, STARPOWER (.3).
MORRIS FD	10/28/04	2.30	WORK RE: SECOND LIEN FINANCING ALTERNATIVES (1.5); T.CONF. W/ T. HORVAT RE: CASH COLLATERAL (.2); REVIEW TERM SHEET, COMMITMENT LETTER RE: EXIT FACILITY (.4); T.CONF. W/ T. HORVAT RE: BANK MEETING (.2).
MORRIS FD	10/29/04	1.60	T.CONF. W/ T. HORVAT RE: CASH COLLATERAL (.2); REVIEW FINANCING CHECKLIST (.3); REVIEW TERM SHEET, COMMITMENT LETTER (.5); WORK RE: SECOND LIEN FINANCING (.6).
MORRIS FD	10/31/04	0.40	WORK RE: SECOND LIEN FINANCING.
		31.00	
TOUSSI S	10/09/04	3.20	ADDRESS ISSUES RE: DUE DILIGENCE IN CONNECTION W/ STARPOWER ACQUISITION FINANCING (1.5); ADDRESS ISSUES RE: FINANCIER'S TERM SHEET AND MARKUP DISCLOSURE STMTNT TO CONFORM (.7); ADDRESS AND RESEARCH ISSUES RE: SECURITIES REGISTRATION RIGHTS (1.0).
TOUSSI S	10/13/04	1.00	REVIEW AND ANALYZE MARKUP OF TERM SHEET FOR SECOND LIEN NOTES FINANCING.
TOUSSI S	10/18/04	4.60	EDIT AND REVISE EXIT FINANCING AMENDMENT (2.0); COLEMAN DECLARATION (1.0); REVIEW ORIGINAL EXIT FINANCING AGREEMENTS AND REPLY BRIEF AND HEARING TRANSCRIPT FROM JUNE 22, 2004 HEARING (1.6).
TOUSSI S	10/19/04	4.50	EDIT AND REVISE STARPOWER ACQUISITION MOTION/ORDER (2.5); EDIT AND REVISE COLEMAN DECLARATION, ADDRESS ISSUES RE: SAME (1.2); VARIOUS TELECONFERENCES RE: SAME (.8).
TOUSSI S	10/20/04	3.90	EDIT AND REVISE STARPOWER FINANCING DOCUMENTS (2.1); VARIOUS TELECONFERENCES RE: SAME (.3); ADDRESS ISSUES RE: SAME (1.5).

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

TOUSSI S	10/21/04	5.70	EDIT AND REVISE MOTION/ORDER TO INCREASE THE EXIT FINANCING FACILITY FOR THE STARPOWER ACQUISITION (3.5); ADDRESS AND RESOLVE ISSUES TO COLEMAN AFFIDAVIT (1.0); REVIEW AMENDMENT AND COMMITMENT LETTER (.5); ADDRESS ISSUES RE: SERVICE AND NOTICE OF SAME (.7).
TOUSSI S	10/22/04	5.30	ADDRESS COMMENTS TO MOTION/ORDER TO INCREASE THE EXIT FINANCING FACILITY FOR THE STARPOWER ACQUISITION (1.0); EDIT AND REVISE MOTION/ORDER (1.5); ADDRESS AND RESOLVE ISSUES TO COLEMAN AFFIDAVIT (1.2); REVIEW AMENDMENT AND COMMITMENT LETTER (.8); REVIEW AND ANALYZE LATEST DRAFTS OF COMMITMENT LETTER FOR ALTERNATIVE B FINANCING (.8).
TOUSSI S	10/27/04	1.50	REVIEW LATEST DRAFTS OF TERMS SHEETS AND COMMITMENT LETTER FOR ALTERNATIVE "B" PIECE FINANCING (1.0); ADDRESS AND RESOLVE ISSUES RE: SAME (.5).
TOUSSI S	10/28/04	5.50	EDIT AND REVISE MOTION TO SHORTEN NOTICE AND ORDER (1.5); WORK ON ALTERNATIVE FINANCING MOTION/ORDER (1.2); REVIEW AND ANALYZE ISSUES RE: EXIT FINANCING CORRESPONDENCE, TERMS SHEETS AND COMMITMENT LETTERS (2.2); TWO CALLS CORRESPOND W/ U.S. TRUSTEE RE: SAME (.6).
TOUSSI S	10/29/04	2.70	EDIT AND REVISE MOTION TO SHORTEN NOTICE, ADDRESS ISSUES RE: SAME (1.5); REVIEW MOTION TO APPROVE ALTERNATIVE FINANCING COMMITMENT AND ADDRESS AND RESOLVE ISSUES RE: COLEMAN AFFIDAVIT (1.2).
		<b>37.90</b>	
<b>Total Associate</b>		<b>145.80</b>	
PIZARRO RR	10/18/04	8.20	ASSIST W/ DUE DILIGENCE.
		<b>8.20</b>	
<b>Total Legal Assistant Support</b>		<b>8.20</b>	
<b>TOTAL TIME</b>		<b><u>336.20</u></b>	



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

RCN Corporation (DIP)  
Insurance

Bill Date: 11/22/04  
Bill Number: 1033935

NAME	DATE	HOURS	DESCRIPTION
BAKER DJ	10/14/04	0.80	BEGIN REVIEW OF D&O ISSUES.
BAKER DJ	10/15/04	1.60	CONTINUE PREPARATION FOR HEARINGS ON D&O INSURANCE (.7); ATTEND HEARINGS IN BANKRUPTCY COURT W/ RESPECT TO RENEWAL OF D&O INSURANCE (.7); TELEPHONE CALL B. BOSTROM RE: RESULTS OF HEARINGS (.2).
		<b>2.40</b>	
DAVIS EM	10/07/04	2.70	CALL W/ FISHER ON DISCOVERY (.4); CALL W/ COURT ON SCHEDULING DISCOVERY DISPUTES (.2); WORK ON STRATEGY TO OBTAIN DISCOVERY ON EXPEDITED BASIS FROM KEMPER (.7); REVIEW AND REVISE MOTION TO EXPEDITE (.7); CALL W/ J. DUBEL ON SAME (.2); REVISE STRATEGY (.5).
DAVIS EM	10/08/04	2.20	ENGAGE IN SERIES OF CALLS RE: NEGOTIATIONS W/ KEMPER ON SETTLEMENT NEGOTIATIONS (1.0); REVIEW AND REVISE DISCOVERY LETTER (.4); WORK ON STRATEGY RE: MOTION TO COMPEL (.8).
DAVIS EM	10/19/04	1.10	WORK ON SCHEDULING MTG. B/W COMPANY AND KEMPER (.4); CALL W/ R. HAMMER ON SAME AND STRATEGY POINTS (.7).
DAVIS EM	10/20/04	0.90	ADDRESS ISSUES RAISED IN DISCOVERY RE: KEMPER AND ACTUARIALS.
DAVIS EM	10/21/04	3.20	ANALYZE ESTIMATION PAPERS RE: KEMPER (1.1); PREPARE FOR AND PARTICIPATE IN CONF. CALL W/ COMMITTEE ON SAME AND ON RCN CHICAGO (1.3); FOLLOW UP ON ISSUES RAISED ON CALL (.2); CALL W/ COUNSEL FOR KEMPER (.3); EMAIL TO INTERNAL GROUP ON CALL W/ KEMPER FOR 10/22 CALL ON SAME (.3).
DAVIS EM	10/22/04	3.50	ANALYZE NON-RECOURSE OFFER OF KEMPER AND VARIOUS ALTERNATIVES TO SAME (.9); PREPARE FOR AND CONF. CALL W/ J. DUBEL, R. HAMMER AND M. DESGROSSEILLIERS (2.1); FOLLOW UP ANALYSIS ON ISSUES RAISED IN CONNECTION W/ CALL (.5).
DAVIS EM	10/26/04	0.80	PREPARE FOR AND CALL W/ FISHER RE: KEMPER CLAIM.
DAVIS EM	10/27/04	0.70	CALL W/ KEMPER'S COUNSEL RE: POSSIBLE SETTLEMENT ON CLAIM OBJ. (.4); REVIEW INTERNAL EMAILS RE: COLLATERAL SUPPORTING KEMPER CLAIM (.3).

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

DAVIS EM	10/28/04	2.20	STRATEGIZE ON WAYS TO SETTLE KEMPER CLAIMS WITHOUT RECOURSE (1.4); CALL W/ D. SULLIVAN ON SAME (.2); CONF. CALL W/ J. DUBEL ON STATUS OF DISCUSSIONS (.1); CALL TO KEMPER'S COUNSEL RE: BUSINESS MEETING (.1); EXCHANGE EMAIL W/ R. HAMMER ON SAME (.4).
DAVIS EM	10/29/04	2.50	REVIEW AND ANALYZE LATEST OFFER FROM KEMPER (.6); CALL W/ J. DUBEL ON SAME (.8); STRATEGIZE ON WAY TO SET UP DEAL W/ KEMPER AND THEN COMMUNICATE BY WAY OF EXCHANGE OF EMAIL ON SAME TO KEMPER'S COUNSEL (1.1).
		<b>19.80</b>	
<b>Total Partner</b>		<b>22.20</b>	
MATZ TJ	10/01/04	0.50	CALL FROM CHAMBERS RE: SHORTENED NOTICE ORDER (.2); WORK ON NOTICING AND FINALIZING D&O INSURANCE MOTION FOR OCTOBER 15 (.3).
MATZ TJ	10/14/04	0.50	WORK ON AGENDA LETTER FOR OCT. 15TH D&O MOTION HEARING (.3); WORK ON SPEAKING OUTLINE FOR SAME (.2).
MATZ TJ	10/18/04	0.80	WORK ON INSURANCE ASSUMPTION, CLAIMS AND RELATED ISSUES, INCLUDING MATTERS RE: AMERICAN HOME AND ST. PAUL TRAVELERS.
		<b>1.80</b>	
<b>Total Counsel</b>		<b>1.80</b>	
DAY GR	10/19/04	2.10	REVIEW ISSUE RE: ASSUMPTION OF INSURANCE POLICIES.
DAY GR	10/21/04	0.40	REVIEW ISSUES RE: INSURANCE CARRIERS.
DAY GR	10/22/04	2.30	REVIEW ISSUES RE: INSURANCE CARRIERS.
		<b>4.80</b>	
DESGROSSEILLIER ML	10/01/04	0.60	CONTINUE TO REVIEW KEMPER DISCOVERY AND WORK ON SERVICE ISSUES RE: SAME.
DESGROSSEILLIER ML	10/04/04	1.10	REVIEW KEMPER OBJECTION AND UNDERLYING DOCUMENTS (.3); WORK ON DISCOVERY-RELATED ISSUES IN CONNECTION W/ SAME (.8).
DESGROSSEILLIER ML	10/05/04	0.70	CONTINUE TO WORK ON DISCOVERY ISSUES IN CONNECTION W/ KEMPER CLAIM.

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

DESGROSSEILLIER ML	10/06/04	7.70	PREPARE/DRAFT MOTION TO EXPEDITE DISCOVERY IN CONNECTION W/ KEMPER CLAIMS OBJECTION (3.2); RESEARCH RE: SAME (2.1); REVIEW/REVISE SAME (1.2); REVIEW REVISED PLAN RE: SAME (.8); WORK ON SCHEDULING ISSUES RE: HEARING ON SAME (.4).
DESGROSSEILLIER ML	10/07/04	8.30	CONTINUE TO REVIEW/REVISE MOTION TO EXPEDITE DISCOVERY RE: KEMPER PROOF OF CLAIM AND OBJECTION (2.7); TELEPHONE CALLS TO COUNSEL FOR KEMPER RE: SAME (.2); WORK ON VARIOUS ISSUES RELATED TO THE SAME (1.7); PREPARE/DRAFT MOTION FOR EMERGENCY HEARING/SHORTENED NOTICE ON SAME (2.2); WORK ON SCHEDULING ISSUES RE: EMERGENCY HEARING AND STRATEGY RE: SAME (.6); PREPARE/DRAFT LETTER RE: RESOLUTION OF DISCOVERY DISPUTE (.4); WORK ON ISSUES RE: INFORMAL RESOLUTION (.5).
DESGROSSEILLIER ML	10/08/04	2.70	CONTINUE TO WORK ON DISCOVERY ISSUES RE: KEMPER CLAIM (.8); TELEPHONE CALLS W/ COUNSEL FOR KEMPER RE: RESOLUTION OF CLAIM (.3); RESEARCH RE: POTENTIAL RESOLUTION OF KEMPER CLAIM (.7); WORK ON LETTER TO KEMPER'S COUNSEL RE: REVISED DISCOVERY DEADLINE (.9).
DESGROSSEILLIER ML	10/11/04	0.40	CONTINUE TO WORK ON RESOLUTION OF KEMPER INSURANCE CLAIM.
DESGROSSEILLIER ML	10/12/04	0.40	CONTINUE TO WORK ON ISSUES RE: KEMPER INCLUDING POTENTIAL MOTION TO ESTIMATE KEMPER CLAIM.
DESGROSSEILLIER ML	10/13/04	2.60	RESEARCH RE: MOTION TO ESTIMATE KEMPER CLAIM (.9); TELEPHONE CALLS TO CLIENT RE: RESOLUTION OF KEMPER CLAIM (.2); WORK ON MOTION TO ESTIMATE KEMPER CLAIM (1.4); TELEPHONE CALL TO COUNSEL FOR KEMPER RE: RESOLUTION OF CLAIM (.1).
DESGROSSEILLIER ML	10/14/04	2.10	CONTINUE TO WORK ON ESTIMATION MOTION RE: KEMPER (1.2); WORK ON ISSUES RE: KEMPER CLAIMS OBJECTION (.9).
DESGROSSEILLIER ML	10/15/04	0.90	CONTINUE TO WORK ON ESTIMATION MOTION RE: KEMPER CLAIMS (.8); TELEPHONE CALL TO COUNSEL FOR KEMPER RE: BUSINESS MEEETING RE: CLAIMS AND RESOLUTION OF SAME (.1).
DESGROSSEILLIER ML	10/17/04	0.40	WORK ON KEMPER ESTIMATION MOTION.
DESGROSSEILLIER ML	10/18/04	3.30	CONTINUE TO WORK ON KEMPER ESTIMATION MOTION (2.2); PREPARE FOR HEARING ON KEMPER CLAIMS OBJECTION (1.1).

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

DESGROSSEILLIER ML	10/19/04	3.80	CONTINUE TO WORK ON KEMPER ESTIMATION MOTION (3.2); WORK ON SETTLEMENT OF KEMPER CLAIMS (.6).
DESGROSSEILLIER ML	10/20/04	3.50	WORK ON LETTER TO CLIENT RE: ESTIMATION MOTION (.2); REVIEW/REVISE ESTIMATION MOTION RE: KEMPER CLAIMS (.2); RESEARCH IN PREPARATION FOR KEMPER HEARING (2.2); STRATEGIZE RE: SETTLEMENT OF KEMPER CLAIMS (.9).
DESGROSSEILLIER ML	10/21/04	2.10	CONTINUE TO REVIEW AND ANALYZE ISSUES RE: KEMPER CLAIMS OBJECTION AND MOTION TO ESTIMATE.
DESGROSSEILLIER ML	10/22/04	2.80	CONTINUE TO ANALYZE ISSUES RE: KEMPER CLAIM (1.2); TELEPHONE CALL W/ CLIENT RE: POTENTIAL RESOLUTION OF SAME AND STRATEGY (.4); FOLLOW-UP RE: SAME (.3); REVIEW PLAN RE: KEMPER CLAIM ISSUES (.3); RESEARCH RE: POTENTIAL KEMPER RESOLUTION (.6).
DESGROSSEILLIER ML	10/25/04	1.70	CONTINUE TO WORK ON POTENTIAL RESOLUTION OF KEMPER CLAIM (1.3); RESEARCH RE: SAME (.4).
DESGROSSEILLIER ML	10/26/04	0.80	CONTINUE TO ANALYZE ISSUES RE: KEMPER CLAIMS AND RESOLUTION OF SAME (.7); TELEPHONE CALL TO COUNSEL FOR KEMPER RE: SAME (.1).
DESGROSSEILLIER ML	10/27/04	0.20	CONTINUE TO WORK ON POTENTIAL KEMPER SETTLEMENT.
DESGROSSEILLIER ML	10/28/04	1.70	WORK ON KEMPER SETTLEMENT.
DESGROSSEILLIER ML	10/29/04	3.30	WORK ON RESOLUTION OF KEMPER CLAIMS.
		<b>51.10</b>	
FRIEDMAN LE	10/12/04	3.10	PREPARING MOTION FOR ORDER TO ESTIMATE INSURANCE CLAIMS UNDER THE PLAN OF REORGANIZATION (2.7); PREPARING ORDER TO ESTIMATE INSURANCE CLAIMS UNDER THE PLAN OF REORGANIZATION (.4).
FRIEDMAN LE	10/13/04	3.00	PREPARED MOTION FOR ORDER ESTIMATING INSURANCE CLAIMS UNDER THE PLAN OF REORGANIZATION (2.4); PREPARED ORDER ESTIMATING INSURANCE CLAIMS UNDER THE PLAN OF REORGANIZATION (.1); PREPARED NOTICE OF MOTION FOR ORDER ESTIMATING INSURANCE CLAIMS UNDER THE PLAN OF REORGANIZATION (.5).
FRIEDMAN LE	10/14/04	2.60	WORKED ON MOTION FOR ORDER ESTIMATING INSURANCE CLAIMS UNDER THE PLAN OF REORGANIZATION.
		<b>8.70</b>	

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

KELLY BP	10/21/04	1.80	LEGAL RESEARCH INSURANCE ISSUE AND EXECUTORY CONTRACTS.
KELLY BP	10/22/04	3.10	LEGAL RESEARCH INSURANCE ISSUE AND EXECUTORY CONTRACTS.
KELLY BP	10/23/04	5.80	LEGAL RESEARCH INSURANCE ISSUE AND EXECUTORY CONTRACTS.
KELLY BP	10/27/04	1.40	LEGAL RESEARCH RE: INSURANCE POLICIES AND EXECUTORY CONTRACTS.
KELLY BP	10/28/04	3.50	LEGAL RESEARCH RE: INSURANCE POLICIES AND EXECUTORY CONTRACTS.
KELLY BP	10/29/04	2.90	LEGAL RESEARCH RE: INSURANCE POLICIES AND EXECUTORY CONTRACTS.
		<b>18.50</b>	
MORRIS FD	10/14/04	0.80	PREPARATION FOR D&O INSURANCE HEARING (.6); T.CONF. W/ R. HAMMER RE: D&O HEARING (.2).
MORRIS FD	10/15/04	0.70	ATTEND HEARING RE: D&O MOTION.
		<b>1.50</b>	
SILVERBERG BS	10/01/04	0.50	COORDINATE SERVICE FOR MOTION RE: EXTENSION OF D&O POLICY.
SILVERBERG BS	10/20/04	1.60	CONF. CALL W/B. DIBIASO-FRANCES RE: ST. P. TRAVELERS INSURANCE CLAIM (.1); WORK ON ISSUES RE: INSURANCE POLICY CLAIMS AND POTENTIAL ASSUMPTION (1.5).
		<b>2.10</b>	
<b>Total Associate</b>		<b>86.70</b>	
<b>TOTAL TIME</b>		<b><u>110.70</u></b>	

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

RCN Corporation (DIP)  
Leases (Real Property)

Bill Date: 11/22/04  
Bill Number: 1033935

NAME	DATE	HOURS	DESCRIPTION
BAKER DJ	10/18/04	0.30	WORK W/ RESPECT TO REAL ESTATE LEASE ISSUES.
		0.30	
Total Partner		0.30	
DAY GR	10/18/04	2.20	REVIEW ISSUES RE: 825 THIRD AVE. LEASE AND SUBLEASE ISSUES.
		2.20	
MORRIS FD	10/26/04	0.30	T.CONF. W/ D. SULLIVAN RE: REAL ESTATE LEASE, PENDING LITIGATION, WORK RE: SAME.
		0.30	
SILVERBERG BS	10/22/04	0.10	CONF. CALL W/J. LAKS RE: RUDIN MANAGEMENT LEASES.
		0.10	
Total Associate		2.60	
TOTAL TIME		<u>2.90</u>	

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

RCN Corporation (DIP)  
Litigation (General)

Bill Date: 11/22/04  
Bill Number: 1033935

NAME	DATE	HOURS	DESCRIPTION
BAKER DJ	10/15/04	1.20	CONF. D. ROYSTER W/ RESPECT TO LITIGATION ISSUES (.4); TELEPHONE CALL G. ZIMMERMAN RE: LITIGATION ISSUES (.2); CONTINUE WORK ON LITIGATION ISSUES RAISED BY D. ROYSTER (.6).
BAKER DJ	10/21/04	1.40	REVIEW AND DEV. STRATEGY ISSUES RELATED TO CLAIMS ASSERTED ON BEHALF OF D. CRAIG.
		2.60	
CLARK AW	10/04/04	0.80	RE: CHICAGO LITIGATION - WORK ON ISSUES RE: SETTLEMENT (.3); IL FILING (.3); REVIEW CORRESP (.2).
CLARK AW	10/05/04	1.00	RE: CHICAGO LITIGATION - WORK ON ISSUES RE: SETTLEMENT (.1); IL PROTECTIVE SUIT (.3); REVIEW CORRESP AND COURT PAPERS (.3); WORK ON ISSUES RE: PLAN AND DE CHANCERY LITIGATION (.3).
CLARK AW	10/06/04	0.80	RE: CHICAGO LITIGATION - WORK ON ISSUES RE: SETTLEMENT (.5); REVIEW CORRESP (.3).
CLARK AW	10/08/04	0.90	REVIEW AND DEV. STRATEGY ON ISSUES RE: KASOWITZ INFORMATION REQUEST (.2); CHICAGO SETTLEMENT (.6); CONF. CALL S. DAVIS OFFICE (.1).
CLARK AW	10/10/04	0.30	REVIEW AND DEV. STRATEGY ON ISSUES RE: CHICAGO SETTLEMENT (.2); REVIEW CORRESP (.1).
CLARK AW	10/11/04	1.30	REVIEW AND DEV. STRATEGY ON ISSUES RE: CHICAGO SETTLEMENT (1.1); REVIEW CORRESP (.2).
CLARK AW	10/14/04	0.80	REVIEW AND DEV. STRATEGY ON ISSUES RE: CHICAGO SETTLEMENTS.
CLARK AW	10/15/04	0.50	REVIEW AND DEV. STRATEGY ON ISSUES RE: KASOWITZ INFORMATION REQUEST AND CONF. CALL S. DAVIS OFFICE (.3); WORK ON ISSUES RE: CHICAGO SETTLEMENT (.2).
CLARK AW	10/20/04	0.20	REVIEW AND DEV. STRATEGY ON ISSUES RE: CHICAGO SETTLEMENT AND REVIEW CORRESP.
CLARK AW	10/22/04	0.30	REVIEW AND DEV. STRATEGY ON ISSUES RE: CHICAGO SETTLEMENT AND REVIEW CORRESP.

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

CLARK AW	10/25/04	0.30	REVIEW AND DEV. STRATEGY ON ISSUES RE: CHICAGO SETTLEMENT.
CLARK AW	10/26/04	0.30	REVIEW AND DEV. STRATEGY ON ISSUES RE: CHICAGO SETTLEMENT.
		7.50	
DAVIS EM	10/01/04	10.60	REVISE FORM OF COMPLAINT AND MOTION TO STAY FOR N.D. ILL. PARALLEL ACTION AND CALLS ON SAME (1.9); REVISE DOCUMENTS RELATED TO DISCUSSIONS W/ CITY ON LITIGATION MATTERS, INCLUDING REVISIONS TO DOCS AND MULTIPLE CONF. CALLS W/ COMPANY AND CITY ON SAME (8.2); CALLS W/ J. TECCE ON STATUS OF LITIGATION (.3); FORWARD EMAILS RE: LITIGATION STATUS TO MEMBERS OF LITIGATION TEAM (.2).
DAVIS EM	10/04/04	6.30	CALL W/ A. ENSCHEDE TO LAW CLERK RE: STANDSTILL (.4); DEV. STRATEGY RE: PARALLEL N.D. ILL. COMPLAINT AND MULTIPLE REVISIONS TO SAME (2.1); CALLS W/ D. ROYSTER AND K. SMOOT ON SAME (.4); CALL W/ A. ENSCHEDE ABOUT THE FACT THAT COMPLAINT WILL BE FILED (.5); FINALIZE AND FILE COMPLAINT AND OVERSEE SERVICE ISSUES (1.2); REVIEW AND DISTRIBUTE THE PAPERS RELATING TO DISCUSSIONS ON CHICAGO LITIGATION (.2); CALL W/ J. TECCE ON SAME (.1); DRAFT AND CIRCULATE STANDSTILL STIP TO COMMITTEE AND CHICAGO COUNSEL (.9); FINALIZE AND FILE SAME (.5).
DAVIS EM	10/05/04	3.30	ANALYZE STANDSTILL ORDER ISSUES RELATING TO ENTRY OF ORDER AND CALLS W/ J. TECCE AND A. ENSCHEDE (2.1); CALLS W/ J. TECCE AND A. ENSCHEDE RE: CONFI AGREEMENT (.9); CIRCULATE SAME FOR COMMENT AND APPROVAL (.3).
DAVIS EM	10/06/04	3.30	REVIEW LATEST DOCUMENTS RE: STANDSTILL W/ CITY (1.0); COMMENT ON SAME (.8); PREPARE FOR AND PARTICIPATE IN CONF. CALL ON SAME (.9); CONTINUE REVISIONS (.4); CALL W/ J. TECCE ON STATUS OF LITIGATION (.2).
DAVIS EM	10/07/04	1.30	CONTINUE REVISING AGREEMENTS RELATED TO STANDSTILL (1.2); COMMUNICATE TO J. TECCE ON STATUS OF LITIGATION (.1).
DAVIS EM	10/08/04	1.80	CONTINUE REVISING CONFI AGREEMENT ISSUES W/ COMMITTEE AND CITY OF CHICAGO COUNSEL.



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

DAVIS EM	10/11/04	1.30	REVIEW TO DEVELOP STRATEGY RE: FORM OF REVISED PAPERS IN DISCUSSIONS RELATED TO RCN CHICAGO LITIGATION (.9); COMMUNICATE W/ J. KIDDOO ON SAME (.2); REVIEW EMAIL FROM K. SMOOT (.1); AND J. CARI (.1); ON SAME.
DAVIS EM	10/13/04	1.70	REVIEWING AND REVISING DRAFT LITIGATION PAPERS ON RCN CHICAGO LITIGATION MATTER (1.3); CALL RE: TRAVELERS AND BONDS (.2); REVIEW FILES AND FWD. NEW STANDSTILL ON SAME (.2).
DAVIS EM	10/14/04	3.10	CALLS W/ J. PACE RE: LITIGATION PAPERS AND DOCUMENT PRODUCTION AS SAME RELATES TO FINANCIALS (1.7); CALL W/ E. TRYBAN TELSER ON BANKRUPTCY AS SAME RELATES TO LITIGATION PAPERS (1.1); CALL W/ D. ROYSER AND J. KIDDOO ON SAME (.2); CALL TO P. THOMPSON ON FINANCIAL ANALYSIS PRODUCTION (.1).
DAVIS EM	10/15/04	1.40	PREP FOR AND PARTICIPATE IN CONF. CALL RE: CHICAGO LITIGATION W/ P. THOMPSON, J. KIDDOO, D. ROYSER AND K. SMOOT.
DAVIS EM	10/19/04	1.20	PREP FOR AND PARTICIPATE IN CONF. CALL RE: ISSUES ON STANDSTILL W/ CITY.
DAVIS EM	10/20/04	1.10	REVIEW AND PROVIDE COMMENTS ON DARK FIBER AGREEMENT.
DAVIS EM	10/21/04	4.30	REVIEW ISSUES OUTSTANDING IN RCN LITIGATION AND DEV. STRATEGY RE: SAME (.9); REVIEW LATEST PAPERS ON SAME (.4); PREP FOR AND PARTICIPATE IN CONF. CALL ON SAME (1.4); REVIEW AND ANALYZE FOLLOW UP INFO FROM J. KIDDOO ON SAME (.8); REVISE AND CIRCULATE CONF. SIDE AGREEMENT AFTER REVIEWING AND ANALYZING COMMENTS FROM J. TEECE (.8).
DAVIS EM	10/22/04	2.50	PREPARE FOR AND PARTICIPATE IN UPDATE CALL ON RCN CHICAGO LITIGATION W/ P. THOMPSON, J. KIDDOO, K. SMOOT AND D. ROYSER (1.9); REVISE LANGUAGE FOR INSERTION INTO LITIGATION PAPERS (.6).

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

DAVIS EM	10/25/04	3.80	DEVELOP FORM, W/ RESEARCH ON SAME, OF RCN - CHICAGO STRATEGY RE: CAN TV FOR SETTLEMENT OF DISPUTES ON FRANCHISE AGREEMENTS (1.9); CALL W/ J. TECCE RE: CONFIDENTIALITY AS SAME RELATES TO RCN-CHICAGO (.3); FOLLOW UP CALL ON SAME (.1); CIRCULATE REVISE PAPERS ON SAME AND GET SIGN OFF (.8); REVIEW LATEST FORM OF OVERALL PAPERS AND PROPOSED CHANGES ON RCN-CHICAGO LITIGATION (.7).
DAVIS EM	10/26/04	3.90	PREP FOR AND PARTICIPATE IN LITIGATION CONF. CALL W/ P. THOMPSON; K. SMOOT; J. KIDDOO RE: RCN CHICAGO (1.4); FOLLOW UP CALL W/ J. KIDDOO ON SAME (1.1); DRAFT LANGUAGE RE: ASSUMPTION ON SAME (.2); REVISE AND COORDINATE EXECUTION OF COMMITTEE SIDE LETTER (.9); CALL FROM E. TRYBAN TELSER ON LITIGATION AND EMAIL ON SAME (.3).
DAVIS EM	10/27/04	3.40	PREP FOR AND PARTICIPATE IN CONF. CALL ON PAPERS RELATING TO LITIGATION W/D. ROYSTER, J. KIDDOO, K. SMOOT AND P. THOMPSON (1.3); DEVELOP LANGUAGE RE: 365 AS SAME RELATES TO LITIGATION PAPERS (.8); CALL FROM J. KIDDOO ON OUTSTANDING BANKR. ISSUES (.2); CALL TO E. TRYBAN TELSER ON SAME (.4); REVIEW REVISED LITIGATION PAPERS TO GO TO CITY (.7).
DAVIS EM	10/28/04	2.90	CALLS W/ E. TRYBAN TELSER ON GAP PERIOD ISSUES (.8); REVIEW HER PROPOSED LANGUAGE ON SAME AND COMMENT ON SAME (.3); CALL TO J. KIDDOO TO UPDATE ON CALL W/ TELSER (.2); REVIEW CAN TV CONTRACTS AND ANALYZE SAME (.9); REVEIW AND COMMENT ON LATEST VERSION OF LITIGATION PAPERS (.7).
DAVIS EM	10/29/04	1.30	PREP FOR AND PARTICIPATE IN CONF. CALL ON LITIGATION PAPERS AND REVISIONS ON SAME RECEIVED BY CITY (1.3).
		<b>58.50</b>	
<b>Total Partner</b>		<b>68.60</b>	
DESGROSSEILLIER ML	10/01/04	4.10	CONTINUE TO REVIEW AND REVISE COMPLAINT TO BE FILED AGAINST THE CITY OF CHICAGO (1.2); RESEARCH RE: MOTION TO STAY PROCEEDINGS (.7); CONTINUE TO REVIEW AND REVISE MOTION AND ORDER TO STAY PROCEEDINGS (2.2).

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

DESGROSSEILLIER ML	10/04/04	5.90	CONTINUE TO REVIEW/REVISE COMPLAINT TO BE FILED AGAINST CITY OF CHICAGO (2.4); CONTINUE TO REVIEW/REVISE MOTION AND ORDER STAYING PROCEEDING RE: SAME (1.9); WORK ON ISSUES RELATED TO ADVERSARY PROCEEDING PENDING IN NEW YORK (.2); WORK ON FILING LITIGATION PAPERS IN CHICAGO (1.4).
DESGROSSEILLIER ML	10/05/04	0.60	CONTINUE TO WORK ON ISSUES RE: PROTECTIVE FILING IN NORTHERN DISTRICT OF ILLINOIS RE: RCN-CHICAGO DISPUTE W/ CITY OF CHICAGO.
DESGROSSEILLIER ML	10/06/04	0.30	REVIEW REVISED PLAN RE: CITY OF CHICAGO LITIGATION.
DESGROSSEILLIER ML	10/11/04	0.60	WORK ON MATTERS RELATED TO PENDING HEARING ON RCN-CHICAGO DISPUTE W/ CITY OF CHICAGO.
DESGROSSEILLIER ML	10/12/04	0.30	CONTINUE TO WORK ON ISSUES RELATED TO PENDING ACTIONS AGAINST CITY OF CHICAGO.
DESGROSSEILLIER ML	10/13/04	0.70	CONTINUE TO WORK ON ISSUES RE: PENDING LITIGATION AGAINST THE CITY OF CHICAGO.
DESGROSSEILLIER ML	10/14/04	0.80	CONTINUE TO WORK ON ISSUES RELATED TO CITY OF CHICAGO AND CAN TV LITIGATION AND RELATED DISPUTES.
DESGROSSEILLIER ML	10/15/04	1.20	CONTINUE TO WORK ON ISSUES RELATED TO CHICAGO LITIGATION.
DESGROSSEILLIER ML	10/18/04	1.10	CONTINUE TO WORK ON LITIGATION AGAINST THE CITY OF CHICAGO.
DESGROSSEILLIER ML	10/19/04	1.20	CONTINUE TO WORK ON ISSUES RE: CHICAGO LITIGATION.
DESGROSSEILLIER ML	10/20/04	5.10	CONTINUE TO WORK ON CITY OF CHICAGO LITIGATION (2.8); RESEARCH RE: SAME (2.3).
DESGROSSEILLIER ML	10/21/04	4.30	CONTINUE TO ANALYZE CHICAGO LITIGATION ISSUES (3.2); RESEARCH RE: SAME (1.1).
DESGROSSEILLIER ML	10/22/04	2.20	CONTINUE TO ANALYZE ISSUES RE: LITIGATION W/ CITY OF CHICAGO.
DESGROSSEILLIER ML	10/25/04	2.90	CONTINUE TO ANALYZE ISSUES RE: LITIGATION W/ CITY OF CHICAGO.
DESGROSSEILLIER ML	10/26/04	3.20	TELEPHONE CALLS W/ CLIENT AND JEAN KIDDOO RE: CHICAGO LITIGATION (1.9); ANALYZE CHICAGO LITIGATION ISSUES (1.3).
DESGROSSEILLIER ML	10/28/04	3.40	CONTINUE TO WORK ON CITY OF CHICAGO/RCN-CHICAGO LITIGATION.

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

DESGROSSEILLIER ML	10/29/04	4.70	CONTINUE TO WORK ON RCN-CHICAGO LITIGATION.
		<b>42.60</b>	
DOWD AA	10/08/04	2.50	REVIEWED COMPLAINT IN CONNECTION W/ 401(K) PLAN.
		<b>2.50</b>	
FAWKES TR	10/01/04	0.40	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.
FAWKES TR	10/04/04	3.20	PREPARE AND FILE DOCUMENTS RELATED TO COMPLAINT FOR DECLARATORY AND INJUNCTIVE RELIEF AGAINST CITY OF CHICAGO IN THE DISTRICT COURT FOR THE NORTHERN DISTRICT OF ILLINOIS (2.8); REVIEW DOCUMENTS RELATED TO LITIGATION BETWEEN RCN AND CITY OF CHICAGO (.4).
FAWKES TR	10/15/04	0.60	WORK ON REVIEW OF CAN TV BACKGROUND DOCUMENTS RE: PREPARATION OF 9019 MOTION TO APPROVE SETTLEMENT W/ CAN TV.
FAWKES TR	10/19/04	1.30	REVIEW AND COMMENT ON DRAFT 9019 MOTIONS TO APPROVE SETTLEMENTS W/ CITY OF CHICAGO AND CAN TV RELATED TO CABLE FRANCHISE AGREEMENTS AND CABLE ACCESS FEES.
		<b>5.50</b>	
FRIEDMAN LE	10/12/04	3.40	WORKING ON LITIGATION MATTERS IN RELATION TO THE CITY OF CHICAGO: MOTION (1.6); NOTICE (1.1); ORDER (.7).
FRIEDMAN LE	10/13/04	3.50	WORK ON LITIGATION MATTERS IN RELATION TO THE CITY OF CHICAGO: NOTICE (.3) AND MOTION (3.2).
FRIEDMAN LE	10/14/04	1.40	WORK ON LITIGATION MATTERS IN RELATION TO THE CITY OF CHICAGO: NOTICE (.1) AND MOTION (1.3).
FRIEDMAN LE	10/15/04	3.80	WORK ON LITIGATION MATTERS RELATING TO THE CITY OF CHICAGO: MOTION (.2); NOTICE (.1); ORDER (.1); WORK ON LITIGATION MATTERS RELATING TO THE CHICAGO ACCESS CORPORATION: MOTION (3.4).
FRIEDMAN LE	10/18/04	3.90	WORK ON LITIGATION MATTERS RELATING TO CHICAGO ACCESS CORPORATION: MOTION (3.3); NOTICE (.3); ORDER (.3).

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

FRIEDMAN LE	10/21/04	4.50	LITIGATION MATTERS RELATING TO THE CITY OF CHICAGO: MOTION (1.1); LITIGATION MATTERS RELATING TO CHICAGO ACCESS CORPORATION: MOTION (3.2); NOTICE (.1); ORDER (.1).
FRIEDMAN LE	10/22/04	6.40	LITIGATION MATTERS RELATING TO CHICAGO ACCESS CORPORATION: MOTION.
		<b>26.90</b>	
MORRIS FD	10/04/04	0.90	REVIEW CHICAGO SETTLEMENT TERM SHEET (.4); REVIEW PROPOSED LITIGATION STANDSTILL STIPULATION (.2); ATTENTION TO FILING STIPULATION (.3).
MORRIS FD	10/14/04	0.60	WORK RE: EXIT FACILITY APPEAL (.4), LETTER TO N. MUNZBERG RE: SAME (.2).
MORRIS FD	10/29/04	0.30	T.CONF. W/ D. NEIER RE: PENDING LITIGATION, PLAN ISSUES.
		<b>1.80</b>	
SILVERBERG BS	10/04/04	0.20	COORDINATE FILING OF STANDSTILL AGREEMENT.
SILVERBERG BS	10/18/04	0.10	CONF. CALL W/L. STOLIER RE: ENID GRAMAZIO V. EMPIRE CITY SUBWAY CO., LTD., AND RCN TELECOM SERVICES, INC.
		<b>0.30</b>	
<b>Total Associate</b>		<b>79.60</b>	
<b>TOTAL TIME</b>		<b><u>148.20</u></b>	

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

RCN Corporation (DIP)  
Nonworking Travel Time

Bill Date: 11/22/04  
Bill Number: 1033935

NAME	DATE	HOURS	DESCRIPTION
MATZ TJ	10/14/04	4.00	TRAVEL TO PA (4.0) .
MATZ TJ	10/15/04	4.30	RETURNING FROM PRINTERS IN PA (4.3) .
		<b>8.30</b>	
MCDERMOTT MA	10/04/04	4.70	TRAVEL FROM CHICAGO TO NEW YORK (4.7) .
MCDERMOTT MA	10/09/04	4.20	TRAVEL FROM NEW YORK TO CHICAGO (4.2) .
MCDERMOTT MA	10/10/04	3.30	TRAVEL FROM CHICAGO TO NEW YORK (3.3) .
MCDERMOTT MA	10/14/04	4.30	TRAVEL FROM NEW YORK TO CHICAGO (4.3) .
MCDERMOTT MA	10/17/04	4.30	TRAVEL FROM NEW YORK TO CHICAGO (4.3) .
MCDERMOTT MA	10/19/04	4.70	TRAVEL FROM NEW YORK TO CHICAGO (4.7) .
MCDERMOTT MA	10/24/04	4.20	TRAVEL FROM CHICAGO TO NEW YORK (4.2) .
MCDERMOTT MA	10/27/04	0.80	TRAVEL TO/FROM OMNIBUS HEARING (.8) .
MCDERMOTT MA	10/28/04	4.90	TRAVEL FROM NEW YORK TO CHICAGO (4.9) .
MCDERMOTT MA	10/31/04	2.60	TRAVEL FROM CHICAGO TO NEW YORK (2.6) .
		<b>38.00</b>	
<b>Total Counsel</b>		<b>46.30</b>	
SILVERBERG BS	10/14/04	5.50	TRAVEL TO LANCASTER, PA DONNELEY PRINTING FACILITIES (5.5) .
SILVERBERG BS	10/15/04	5.50	RETURNING FROM PRINTERS IN PA (5.5) .
		<b>11.00</b>	
TOUSSI S	10/14/04	4.00	TRAVEL TO LANCASTER PA IN CONNECTION W/ PRINTER WORK (4.0) .
		<b>4.00</b>	
<b>Total Associate</b>		<b>15.00</b>	
<b>TOTAL TIME</b>		<b><u>61.30</u></b>	

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

RCN Corporation (DIP)  
Regulatory and SEC Matters

Bill Date: 11/22/04  
Bill Number: 1033935

NAME	DATE	HOURS	DESCRIPTION
MATZ TJ	10/20/04	0.70	WORK ON ISSUES RELATED TO RCN'S 8K AND RELATED MATTERS.
		0.70	
<b>Total Counsel</b>		<b>0.70</b>	
GREEBEL RA	10/01/04	2.50	CONTINUED REVISING INDEPENDENT DIR. MEMO.
GREEBEL RA	10/04/04	1.70	CONTINUED REVISING INDEPENDENT MEMO (1.1); SPOKE W/E. MICHAEL RE: INDEPENDENT MEMO (.3); SPOKE W/H. ELLIN RE: INDEPENDENT MEMO (.3).
GREEBEL RA	10/05/04	3.20	CONTINUED DRAFTING AND REVIEW ISSUES RE: INDEPENDENT DIRECTOR MEMO (2.5); MET W/H. ELLIN (.2); CONVERSATION W/E. MICHAEL (.5).
GREEBEL RA	10/15/04	0.90	CORRESPONDED W/S. TOUSSI (.1); CONVERSATION W/R. MORRIS (.1); SPOKE W/ B. SILVERBERG (.1); BEGAN PREPARING DOCS FOR EDGARIZING (.2); CONVERSATION W/EDGAR DEPT. (.2); BEGAN REVIEWING DRAFT 8-K (.2).
GREEBEL RA	10/18/04	2.20	CONVERSATIONS W/EDGAR DEPT. (.8); BEGAN DRAFTING 8-K (.9); MET W/Z. PFANSTIEL (.5).
GREEBEL RA	10/22/04	1.50	SPOKE W/ D. ROYSTER (.2); REVISED 8-K & PROOFED FILING (.8); SPOKE W/H. ELLIN (.1) & Z. PFANSTEIL (.3); EDGAR DEPT (.1).
GREEBEL RA	10/25/04	0.50	MET W/H. ELLIN RE: IND DIRECTOR (.2); PREPARED FOR MEETING W/H. ELLIN (.3).
GREEBEL RA	10/27/04	2.80	CONVERSATION W/P. BRADSHAW (.6); BEGAN REVIEWING SOX ISSUE (1.5); SPOKE W/H. ELLIN (.2); M. GERBER (.5).
GREEBEL RA	10/28/04	2.50	CONF. CALL W/P. BRADSHAW, J. HAKIM AND B. WORRALL (.6); CONTINUED REVIEWING CERTAIN SOX TOPICS (1.4); CONVERSATIONS W/ M. GERBER (.4), J. BAKER (.1).
GREEBEL RA	10/29/04	1.90	SPOKE W/H. ELLIN (.2), P. BRADSHAW (.1); CONTINUED REVIEWING SOX MATERIALS (1.6).
		<b>19.70</b>	

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

MORRIS FD	10/27/04	0.80	T.CONF. W/ W. QUILL RE: REGULATORY APPROVALS (.2); WORK RE: PENNSYLVANIA AND NY REGULATORY APPROVAL (.4); T.CONF. W/ W. QUILL RE: REGULATORY REQUESTS (.2).
MORRIS FD	10/28/04	0.30	REVIEW REGULATORY STATUS OF CONSUMMATION APPROVALS.
		<b>1.10</b>	
TOUSSI S	10/13/04	1.30	ADDRESS AND RESEARCH ISSUES RE: 8-K.
TOUSSI S	10/14/04	0.80	EDIT AND REVISE 8-K.
TOUSSI S	10/15/04	1.20	ADDRESS ISSUES RE: SECURITIES ACT FILINGS RE: 8-K AND REG G.
TOUSSI S	10/18/04	1.20	ADDRESS AND RESEARCH ISSUES RE: RCN'S 8-K AND PRESS RELEASE.
TOUSSI S	10/19/04	1.70	ADDRESS ISSUES RE: COMPANY'S 8-K AND RELATED MATTERS, RESEARCH ISSUES RE: SAME.
		<b>6.20</b>	
<b>Total Associate</b>		<b>27.00</b>	
<b>TOTAL TIME</b>		<b><u>27.70</u></b>	



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

RCN Corporation (DIP)  
Reorganization Plan/Plan Sponsors

Bill Date: 11/22/04  
Bill Number: 1033935

NAME	DATE	HOURS	DESCRIPTION
BAKER DJ	10/01/04	7.40	TWO TELEPHONE CALLS W/ D. DUNNE AND S. KIRPALANI RE: PLAN ISSUES (.7); REVISE LETTER TO COMMITTEE RE: PLAN ISSUES (2.8); FOUR TELEPHONE CALLS W/ A. FASOLA RE: PLAN ISSUES (.9); THREE TELEPHONE CALLS W/ J. DUBEL RE: PLAN ISSUES AND DISCUSSIONS W/ COMMITTEE RELATED TO PLAN (.7); TELEPHONE CALL W/ J. DUBEL, A. FASOLA, AND T. COLEMAN RE: PLAN ISSUES (.5); CONTINUE WORK W/ RESPECT TO CONTINGENCY PLANNING ISSUES AND PREPARATION (1.8).
BAKER DJ	10/18/04	2.30	REVIEW STATUS OF PLAN CONFIRMATION ISSUES AND BEGIN OUTLINE FOR CONFIRMATION HEARING.
BAKER DJ	10/21/04	1.90	CONTINUE WORK ON PLAN OF REORGANIZATION ISSUES.
BAKER DJ	10/29/04	2.60	CONTINUE WORK ON EXCLUSIVITY ISSUES AND PROPOSED MODIFICATION OF EXCLUSIVITY DATES (.8); FURTHER WORK W/ RESPECT TO PENDING ISSUES RELATED TO PLAN OF REORGANIZATION (1.8).
BAKER DJ	10/30/04	3.00	WORK ON OUTLINE OF THE TIMELINE FOR PLAN PROCESS AND RELATED ISSUES.
BAKER DJ	10/31/04	1.40	CONF. CALL W/ A. FASOLA AND J. DUBEL W/ RESPECT TO PLAN PROCESS ISSUES (.8); TELEPHONE CALL W/ T. COLEMAN AND J. DUBEL W/ RESPECT TO PLAN PROCESS AND RELATED ISSUES (.6).
		<b>18.60</b>	
<b>Total Partner</b>		<b>18.60</b>	
MATZ TJ	10/01/04	1.20	REVIEW AND REVISE PLAN AS TO CONFORM W/ DISCLOSURE STMT.
MATZ TJ	10/04/04	12.70	CALL W/ CHAMBERS RE: BRIDGE ORDER RE: PLAN EXCLUSIVITY (.2); WORK ON SAME (.2); CALL W/ J. DUBEL RE: PLAN REVISIONS (.6); FOLLOW UP WORK RE: SAME (.5); PREPARE FOR MEETING W/ MILBANK RE: PLAN MATTERS (.4); MEETING W/ S. KIRPALANI RE: CREDITORS' COMMITTEE COMMENTS TO PLAN (3.3); REVIEW AND REVISE PLAN TO REFLECT MILBANK COMMENTS (6.7); CALL W/ J. DUBEL (.8); CALL W/ T. HORVAT RE: MILBANK PLAN COMMENTS.

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

MATZ TJ	10/05/04	5.80	WORK ON INTERCOMPANY LOANS TREATMENT AND CONDITIONS TO CONFIRMATION & CONSUMMATION, EXIT FINANCING AND REVISIONS TO PLAN (2.4); CALL W/ D. SULLIVAN RE: PLAN REVISIONS (.3); CONF. CALL W/ J. DUBEL, A. HOVAT RE: REQUESTED CHANGES TO PLAN (1.5); REVIEW AND REVISE DISCLOSURE STMT (.8); WORK ON CHICAGO DISPUTE (.5); CALLS W/ D. ROYSTER (.3).
MATZ TJ	10/07/04	2.70	WORK ON EXCLUSIVITY EXTENSION (.4); CALLS W/ J. MILLERMAN RE: SAME (.3); WORK ON PLAN TREATMENT OF EXECUTORY CONTRACTS (.8); DILIGENCE IN RESPECT THEREOF (.7); CALL W/ D. SULLIVAN RE: PLAN, STATUS, DISTRIBUTION (.5).
MATZ TJ	10/08/04	1.50	CALL W/ J. MILLERMAN RE: EXCLUSIVITY MOTION ADJOURNMENT (.2); FOLLOW UP RE: SAME (.1); WORK ON REVISIONS TO PLAN (1.2).
MATZ TJ	10/10/04	3.50	WORK ON REVISIONS TO PLAN (2.5); CORRESPOND W/ R. DIEGNAN RE: PLAN COMMENTS (.2); CALL W/ R. DIEGNAN RE: SAME (.2); WORK ON PLAN TREATMENT OF EXECUTORY CONTRACTS (.3); WORK ON CREDITORS COMMITTEE DILIGENCE RE: SAME (.3).
MATZ TJ	10/11/04	3.20	EXIT FINANCING PLAN CONCEPTS AND REVISIONS (1.2); REVIEW AND REVISE PLAN ACCORDING TO COMMENTS (2.0).
MATZ TJ	10/20/04	2.90	WORK ON PLAN SUPPLEMENT AND QUESTIONS RE: SAME (.4); FOLLOW UP RE: PLAN SUPPLEMENT DOCUMENTS (.3); CALLS W/ J. DUBEL, B. HAGGERTY RE: CONVERTIBLE SECOND-LIEN NOTE (.3); AND WORK ON SAME (.4); WORK ON CONFIRMATION TIMING AND BRIEFING MATTERS (.9); CONFERENCES RE: CONFIRMATION AND CONFIRMATION MATERIALS (.6).
MATZ TJ	10/25/04	6.50	WORK ON CLOSING (IMPLEMENTATION) CHECKLIST (1.8); CONFIRMATION BRIEF AND ORDER (3.2); EVIDENCE FOR CONFIRMATION HEARING AND PROFFERS (1.5).
MATZ TJ	10/26/04	3.10	RESPOND TO CONFIRMATION INQUIRY FROM CREDITORS (.3); REVIEW AND REVISE CONFIRMATION BRIEF (.9); FOLLOW UP WORK RE: CLOSING CHECKLIST (1.5); FOLLOW UP WORK RE: PLAN SUPPLEMENT DOCUMENTS (.4).
MATZ TJ	10/27/04	1.80	REVIEW AND REVISE CONFIRMATION BRIEF.
MATZ TJ	10/28/04	3.30	WORK ON CONSUMMATION CLOSING CHECKLIST, FINANCING AND CORPORATE MATTERS (1.8); WORK ON CONFIRMATION MATERIALS (1.5).

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

MATZ TJ	10/29/04	3.30	CALL W/ CHAMBERS RE: EXCLUSIVITY MOTION (.2); FOLLOW UP RE: SAME (.2); WORK ON CONSUMMATION/CLOSING CHECKLIST (.9); REVIEW AND REVISE CONFIRMATION BRIEF (1.3); FOLLOW UP RE: PLAN SUPPLEMENT DOCUMENTS (.4); WORK ON DRAFT AGENDA FOR NOVEMBER HEARING (.3).
		<b>51.50</b>	
MCDERMOTT MA	10/05/04	2.30	REVIEW LATEST DRAFT OF PLAN OF REORGANIZATION (.8); CALL W/ J. DUBEL, B. BOSTROM, AND D. NEIER RE: COMMITTEE QUESTIONS/COMMENTS TO PLAN (1.5).
MCDERMOTT MA	10/08/04	1.40	CALL W/ S. KIRPARLANI OF MILBANK RE: DISCLOSURE STMT AND OTHER PLAN RELATED ISSUES.
MCDERMOTT MA	10/10/04	0.30	REVIEW LATEST DRAFT OF PLAN AND MAKE EDITS RE: SAME.
MCDERMOTT MA	10/11/04	0.20	ATTENTION TO D. CRAIG OBJECTION TO RELEASES IN DISCLOSURE STMT.
		<b>4.20</b>	
<b>Total Counsel</b>		<b>55.70</b>	
DAY GR	10/05/04	4.20	REVISE PLAN AND DISCLOSURE STMT.
DAY GR	10/06/04	7.80	REVISE PLAN AND DISCLOSURE STMT.
DAY GR	10/11/04	5.20	REVISE PLAN AND DISCLOSURE STMT PER COMPANY AND COMMITTEE COMMENTS.
		<b>17.20</b>	
KELLY BP	10/04/04	0.60	DRAFT BRIDGE ORDER TO EXTEND EXCLUSIVITY.
KELLY BP	10/13/04	2.60	PREPARE PUBLICATION NOTICE FOR CONFIRMATION HEARING (1.4); COORDINATE W/ TAYLOR & IVES RE: PUBLICATION NOTICE (1.2).
KELLY BP	10/14/04	0.50	REVIEW PUBLICATION NOTICE FOR CONFIRMATION HEARING.
		<b>3.70</b>	
MORRIS FD	10/05/04	8.60	WORK RE: PLAN AND DISCLOSURE STMT REVISIONS (5.8); WORK RE: PLAN TAX ISSUES (.2); T.CONF. W/ J. DUBEL, B. HAGGERTY, D.NEIR, R. BOSTROM, OTHERS RE: PLAN ISSUES (1.5); T.CONF. W/ D. SULLIVAN RE: PLAN (.3); T.CONF. W/ S. KIRPALANI RE: PLAN (.2); LETTER TO S. KIRPALANI RE: DISCLOSURE STMT (.2); T.CONF. W/ J. DUBEL RE: PLAN (.2); LETTER TO S. KIRPALANI RE: PLAN (.2).

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

MORRIS FD	10/06/04	4.10	WORK RE: COMMITTEE PLAN COMMENTS (.4); T.CONF. W/ J. DUBEL RE: PLAN ISSUES (.2); T.CONF. W/ J. DUBEL, D. ROYSTER, D. NEIER, R. BOSTROM, A. FASOLA, OTHERS RE: PLAN AND DISCLOSURE STMNT (.6); WORK RE: REVISIONS TO PLAN, DISCLOSURE STMNT (2.9).
MORRIS FD	10/07/04	0.90	WORK RE: DISCLOSURE STMNT OBJECTION (.5); T.CONF. W/ D. SULLIVAN RE: DISCLOSURE STMNT, PLAN (.2); T.CONF. W/ E. ITO RE: CRAIG OBJECTION (.2).
MORRIS FD	10/08/04	0.30	T.CONF. W/ J. DUBEL RE: PLAN ISSUES.
MORRIS FD	10/09/04	0.90	T.CONF. W/ D. SULLIVAN RE: PLAN ISSUES (.2); T.CONF. W/ J. DUBEL RE: PLAN ISSUES (.1); T.CONFS. W/ T. HORVAT RE: PLAN ISSUES (.3); WORK RE: PLAN REVISIONS (.3).
MORRIS FD	10/10/04	4.00	WORK RE: DISCLOSURE STMNT AND PLAN (.8); DRAFT SECURED CREDITOR SUPPORT AGREEMENT (2.5); WORK RE: PLAN/EXIT FACILITY ISSUES (.7).

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

MORRIS FD

10/11/04

9.30 REVIEW REVISED VERSIONS OF PLAN, DISCLOSURE STMT (.7); T.CONF. W/ D. SULLIVAN RE: PLAN DILIGENCE, EXECUTORY CONTRACTS, SEVERANCE AGREEMENTS (.2); WORK RE: PLAN, DISCLOSURE STMT REVISIONS (2.3); T.CONF. W/ T. HORVAT RE: SUBSIDIARY DEBTOR CONTRACT ASSUMPTION LIST (.2); T.CONF. W/ T. HORVAT RE: EXECUTORY CONTRACT PLAN EXHIBIT (.2); T.CONF. W/ T. MATZ, B. HAGGERTY, S. KORANGY RE: PLAN, DISCLOSURE STMT (.5); WORK RE: TAX DISCLOSURE (.3); T.CONF. W/ E. GRAFF RE: PLAN, DISCLOSURE STMT (.3); T.CONF. W/ D. SULLIVAN RE: PLAN (.2); T.CONF. W/ B. BAR-COHN, K. MELMAN, P. PASANANTE RE: COMMITTEE PLAN DILIGENCE (.4); T.CONF. W/ D. SULLIVAN RE: RCNE CONTRACTS (.1); WORK RE: EVERGREEN TREATMENT CHANGES (.7); T.CONF. W/ S. KORANGY, B. HAGGERTY RE: PLAN, DISCLOSURE STMT, SECOND LIEN FINANCING (.3); T.CONF. W/ J. DUBEL RE: EVERGREEN TREATMENT (.2); T.CONF. W/ H. STRICKON RE: EVERGREEN TREATMENT (.2); LETTER TO J. DUBEL RE: EVERGREEN PLAN TREATMENT (.2); T.CONF. W/ D. SULLIVAN RE: PLAN (.2); T.CONF. W/ J. DUBEL, B. HAGGERTY, T. HORVAT, S. KORANGY RE: EVERGREEN TREATMENT, RCNE CONTRACTS, SEVERANCE AGREEMENTS (.2); LETTER TO H. STRICKON RE: EVERGREEN TREATMENT (.2); T.CONF. W/ E. GRAFF RE: DISCLOSURE STMT HEARING (.2); T.CONF. W/ R. MCWILLIAMS RE: RCNE CONTRACTS (.2); LETTER TO E. GRAFF RE: PLAN, DISCLOSURE STMT (.2); WORK RE: REVISIONS TO EVERGREEN TERM SHEET (.5), T.CONF. W/ B. HAGGERTY, S. KORANGY RE: SAME (.2); T.CONF. W/ J. DUBEL RE: PLAN, SUPPORT AGREEMENT (.4).

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

MORRIS FD	10/12/04	6.80	LETTER TO H. STRICKON RE: EVERGREEN TREATMENT (.2); T.CONF. W/ D. SULLIVAN RE: PLAN (.2); T.CONF. W/ T. HORVAT RE: PLAN (.2); PREPARATION FOR DISCLOSURE STMT HEARING (.8); WORK RE: PLAN, DISCLOSURE STMT REVISIONS (1.1); T.CONF. W/ D. KORTREY RE: PLAN EXHIBITS (.2); T.CONF. W/ D. SULLIVAN, R. DIEGNAN RE: EVERGREEN TREATMENT (.1); T.CONF. W/ D. KORTREY, T. HORVAT RE: PLAN EXHIBITS (.2); T.CONF. W/ D. KORTREY RE: PLAN EXHIBITS (.2); T.CONF. W/ M. CHERNICK RE: EVERGREEN TREATMENT AND DISCLOSURE (.2); T.CONF. W/ J. DUBEL RE: EVERGREEN TREATMENT AND DISCLOSURE (.2); T.CONF. W/ M. CHERNICK RE: DISCLOSURE STMT (.2); T.CONF. W/ D. KORTREY RE: EXECUTORY CONTRACT PLAN EXHIBIT (.2); ATTEND DISCLOSURE STMT HEARING, EXCLUSIVITY HEARING (2.2); WORK RE: DISCLOSURE STMT REVISIONS; T.CONF. W/ B. BAR-COHEN RE: MEGACABLE, EXECUTORY CONTRACTS EXHIBIT (.4); LETTER TO H. STRICKON RE: SUPPORT AGREEMENT (.2).
MORRIS FD	10/13/04	1.10	T.CONF. W/ T. HORVAT RE: PLAN (.2); T.CONF. W/ B. BAR-COHEN, K. MELMAN RE: EXECUTORY CONTRACTS PLAN EXHIBIT (.3); T.CONF. W/ D. SULLIVAN RE: EXECUTORY CONTRACTS PLAN EXHIBIT (.2); REVIEW DISCLOSURE STMT, EXHIBIT REVISIONS (.4).
MORRIS FD	10/14/04	2.00	WORK RE: SOLICITATION (.4); T.CONF. W/ K. MELMAN RE: PLAN EXHIBIT (.2); T.CONF. W/ D. KORTREY RE: SAME (.2); T.CONF. W/ J.DUBEL RE: EVERGREEN TREATMENT, EXIT FACILITY APPEAL (.2); LETTER TO H. STRICKON RE: PLAN (.2); T.CONF. W/ J. DUBEL RE: EVERGREEN (.2), LETTER TO H. STRICKON RE: SAME (.3); WORK RE: SUPPORT AGREEMENT (.3).
MORRIS FD	10/15/04	0.20	WORK RE: EVERGREEN AGREEMENT.
MORRIS FD	10/20/04	0.30	WORK RE: PLAN SUPPLEMENT DOCUMENTS.
MORRIS FD	10/22/04	0.20	T.CONF. W/ BONDHOLDER RE: SOLICITATION.
MORRIS FD	10/25/04	0.70	T.CONF. W/ J. DUBEL RE: EVERGREEN, ESTIMATION MOTIONS, PLAN (.4); LETTER TO M. CHERNICK RE: PLAN SUPPORT AGREEMENT (.3).
MORRIS FD	10/26/04	0.50	T.CONF. W/ W. ADAMS RE: PLAN, CHICAGO MARKET (.2); WORK RE: CREDITOR SUPPORT AGREEMENT (.3).
MORRIS FD	10/29/04	0.30	REVIEW PLAN CONSUMMATION CHECKLIST.

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

		<b>40.20</b>	
SILVERBERG BS	10/04/04	0.30	REVIEW AND REVISE EXCLUSIVITY BRIDGE ORDER (.2), COORDINATE FILING OF SAME (.1).
SILVERBERG BS	10/11/04	3.20	EXIT FINANCING PLAN CONCEPTS AND REVISIONS (1.2); REVIEW AND REVISE PLAN ACCORDING TO COMMENTS (2.0).
		<b>3.50</b>	
TAOUCHANOVA VE	10/05/04	16.00	REVISE AND CONFIRM COMMENTS ON DISCLOSURE STMNT AND PLAN.
TAOUCHANOVA VE	10/06/04	9.40	CONTINUE REVISING PLAN AND DISCLOSURE STMNT.
TAOUCHANOVA VE	10/10/04	9.30	EDIT AND REVISE PLAN (4.9); EMAIL CORRESPONDENCE RE: SAME (.6); WORK ON CREDITORS' COMMITTEE COMMENTS (2.9); MEETINGS RE: SAME (.9).
		<b>34.70</b>	
TOUSSI S	10/01/04	1.70	REVIEW AND REVISE PLAN AS TO CONFORM W/ DISCLOSURE STMNT.
TOUSSI S	10/04/04	12.50	CALL W/ TEAM MEMBERS RE: PLAN REVISIONS (.6); FOLLOW UP WORK RE: SAME (.5); PREPARE FOR MEETING W/ MILBANK RE: PLAN MATTERS (.4); MEETING W/ CREDITORS' COMMITTEE COUNSEL TO DISCUSS THEIR COMMENTS TO PLAN (2.8); REVIEW AND REVISE PLAN TO REFLECT MILBANK'S COMMENTS (6.7); CALL COMPANY AND TEAM MEMBERS RE: CREDITORS COMMITTEE COMMENTS AND ADDRESS AND RESOLVE ISSUES RE: SAME (1.5).
TOUSSI S	10/05/04	13.40	ADDRESS AND RESOLVE ISSUES RELATED TO INTERCOMPANY LOANS TREATMENT AND CONDITIONS TO CONFIRMATION & CONSUMMATION, EXIT FINANCING AND REVISIONS TO PLAN (3.0); TELECONFERENCE W/ MILBANK RE: CREDITORS' COMMITTEE COMMENTS AND REVISIONS TO PLAN (.3); CONF. CALL TEAM MEMBERS AND COMPANY RE: REQUESTED CHANGES TO PLAN (1.5); REVIEW AND REVISE PLAN AND CONFORM DISCLOSURE STMNT TO PLAN (3.8); ADDRESS ISSUES RE: CHICAGO LITIGATION AND VARIOUS CONF. CALL RE: SAME (1.2); CONTINUE EDITING AND REVISING PLAN AND DISCLOSURE STMNT AND DISTRIBUTE BLACKLINE OF DISCLOSURE STMNT (3.6).
TOUSSI S	10/06/04	2.00	REVIEW COMMENTS TO PLAN FROM WINSTON AND REGULATORY COUNSEL (.5); CONFORM PLAN TO DISCLOSURE STMNT REVISIONS (1.5).

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

TOUSSI S	10/08/04	3.10	EDIT AND REVISE PLAN TO CONFORM TO DISCLOSURE STMT (2.0); ADDRESS ISSUES RE: EXECUTORY CONTRACTS AND RELATED EMPLOYMENT AGREEMENTS (1.1).
TOUSSI S	10/10/04	3.40	EDIT AND REVISE PLAN (1.9); CORRESPONDENCE W/ MILBANK AND OTHER THIRD PARTIES TO ADDRESS COMMENTS AND PROPOSED CHANGES (.8); WORK ON ISSUES RE: CREDITORS' COMMITTEE AND FINANCIERS COMMENTS (.7).
TOUSSI S	10/11/04	3.80	EDIT AND REVISE PLAN TO CONFORM TO DISCLOSURE STMT (2.0); ADDRESS COMMENTS FROM THIRD PARTIES (1.8).
TOUSSI S	10/26/04	5.80	EDIT AND REVISE CONFIRMATION BRIEF AND ORDER, ADDRESS ISSUES RE: SAME (2.9); EDIT AND REVISE CLOSING CHECKLIST (2.5); ADDRESS AND RESOLVE ISSUES RE: PLAN SUPPLEMENT DOCUMENTS (.4).
TOUSSI S	10/27/04	5.40	EDIT AND REVISE CONFIRMATION BRIEF AND ORDER, ADDRESS ISSUES RE: SAME (2.9); EDIT AND REVISE CLOSING CHECKLIST (2.5).
TOUSSI S	10/28/04	3.40	EDIT AND REVISE CONFIRMATION BRIEF AND ORDER, ADDRESS ISSUES RE: SAME (1.4); EDIT AND REVISE CLOSING CHECKLIST (2).
TOUSSI S	10/29/04	3.00	EDIT AND REVISE CLOSING CHECKLIST (2.5); CORRESPONDENCE W/ OTHER PROFESSIONALS RE: TASKS IN THE CHECKLIST AND ADDRESS ISSUES RE: SAME (.5).
		57.50	
<b>Total Associate</b>		156.80	
<b>TOTAL TIME</b>		<u>231.10</u>	



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

RCN Corporation (DIP)  
Reports and Schedules

Bill Date: 11/22/04  
Bill Number: 1033935

NAME	DATE	HOURS	DESCRIPTION
MATZ TJ	10/04/04	0.50	REVIEW AUGUST MONTHLY OPERATING REPORT ITEMS (.3); CALL W/ COMPANY RE: SAME (.2).
MATZ TJ	10/08/04	0.30	REVIEW AND REVISE DRAFT OF AUGUST MONTHLY OPERATING REPORT.
MATZ TJ	10/28/04	0.30	CALL W/ A. HORVAT RE: SEPTEMBER MONTHLY OPERATING REPORT.
		1.10	
Total Counsel		1.10	
DAY GR	10/07/04	1.60	REVISE MOR.
DAY GR	10/08/04	2.80	REVISE AND FILE MOR.
		4.40	
Total Associate		4.40	
TOTAL TIME		<u>5.50</u>	

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

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

Bill Date: 11/22/04  
Bill Number: 1033935

NAME	DATE	HOURS	DESCRIPTION
BAKER DJ	10/19/04	1.00	WORK ON FEE APPLICATION ISSUE AND REVIEW SAME.
		1.00	
DAVIS EM	10/15/04	0.80	WORK ON THE FEE APPLICATION.
DAVIS EM	10/19/04	0.80	REVIEW BILLING FOR FEE APPLICATION AND COMMENT ON SAME.
		1.60	
<b>Total Partner</b>		2.60	
MCDERMOTT MA	10/14/04	0.40	REVIEW DRAFT OF FIRST INTERIM FEE APPLICATION.
MCDERMOTT MA	10/15/04	1.00	REVIEW SEPTEMBER FEE PACKAGE PER COURT ORDER RE: INTERIM COMPENSATION (.8); REVIEW DRAFT OF PLEADING IN CONNECTION W/ SAME (.2).
MCDERMOTT MA	10/17/04	0.70	REVIEW SEPTEMBER FEE PACKAGE (.4); REVIEW DRAFT OF FIRST INTERIM FEE APPLICATION (.3).
MCDERMOTT MA	10/19/04	0.70	REVIEW/REVISE DRAFT OF FIRST INTERIM FEE APPLICATION.
MCDERMOTT MA	10/21/04	0.20	ATTENTION TO FIRST INTERIM FEE APPLICATION.
		3.00	
<b>Total Counsel</b>		3.00	
AGARWAL K	10/01/04	0.70	WORK ON MONTHLY AND INTERIM FEE APPLICATION.
AGARWAL K	10/05/04	1.00	WORK ON MONTHLY FEE APP.
AGARWAL K	10/06/04	1.50	WORK ON MONTHLY FEE APP.
AGARWAL K	10/08/04	0.30	WORK ON MONTHLY FEE APP.
AGARWAL K	10/12/04	1.30	WORK ON MONTHLY FEE APP.
AGARWAL K	10/13/04	3.10	WORK ON MONTHLY FEE APP.
AGARWAL K	10/14/04	2.00	WORK ON MONTHLY FEE APP.
AGARWAL K	10/19/04	2.30	REVISE AND EDIT FEE APPLICATION.
AGARWAL K	10/20/04	1.40	WORK ON FEE APPLICATION.
AGARWAL K	10/22/04	0.30	FINALIZE MONTHLY FEE APP.
		13.90	
GEISLER ML	10/04/04	1.80	WORK ON EDITING SEPTEMBER FEE STMT.

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

GEISLER ML	10/05/04	6.20	WORK ON SEPTEMBER FEE APPLICATION.
GEISLER ML	10/06/04	1.20	WORK ON SEPTEMBER FEE APPLICATION.
GEISLER ML	10/11/04	0.50	WORK ON SEPTEMBER FEE APPLICATION.
GEISLER ML	10/12/04	1.50	WORK ON SEPTEMBER FEE APPLICATION.
GEISLER ML	10/14/04	0.30	WORK ON SEPTEMBER FEE APPLICATION.
GEISLER ML	10/20/04	0.30	WORK ON SEPTEMBER FEE APPLICATION.
		<b>11.80</b>	
KELLY BP	10/10/04	0.50	PREPARE INTERIM FEE APPLICATION.
KELLY BP	10/11/04	1.00	PREPARE INTERIM FEE APPLICATION.
KELLY BP	10/12/04	6.10	PREPARE INTERIM FEE APPLICATION.
KELLY BP	10/13/04	5.20	PREPARE INTERIM FEE APPLICATION (2.5); RESEARCH ISSUE RE: FEE APPLICATION (2.7).
KELLY BP	10/14/04	2.40	REVIEW/EDIT FEE APPLICATION (1.0); RESEARCH RE: PROVISION OF SDNY ADMINISTRATIVE ORDER (1.4).
KELLY BP	10/16/04	6.40	REVIEW CONFLICTS RESULTS FOR "NEW" PARTIES IN INTEREST (.4); PREPARE INTERIM FEE APPLICATION (6.0).
KELLY BP	10/18/04	4.20	PREPARE INTERIM FEE APPLICATION.
KELLY BP	10/19/04	8.60	PREPARE INTERIM FEE APPLICATION (6.8); PREPARE EXHIBITS TO MONTHLY FEE APPLICATION (.2); CORRESPOND W/ A. SALAZAR RE: RESPONSES TO RETENTION QUESTIONNAIRE (.8); REVIEW RETENTION QUESTIONNAIRE (.4); PREPARE SKADDEN RETENTION SUPPLEMENT (.4).
KELLY BP	10/20/04	1.30	PREPARE INTERIM FEE APPLICATION.
KELLY BP	10/25/04	4.30	REVIEW AND EDIT INTERIM FEE APPLICATION (2.8); CORRESPONDENCE RE: FILING AND SERVICE OF INTERIM FEE APPLICATION (1.5).
		<b>40.00</b>	
<b>Total Associate</b>		<b>65.70</b>	
SALAZAR AG	10/05/04	0.10	RUN CONFLICTS CHECK FOR RCN.
SALAZAR AG	10/07/04	0.20	UPDATE ATTORNEY RESPONSES TO RETENTION SCREENING QUESTIONNAIRE.
SALAZAR AG	10/18/04	0.60	PREPARE AND COORDINATE FIFTH REQUEST OF ATTORNEY RETENTION SCREENING QUESTIONNAIRE.
SALAZAR AG	10/19/04	2.30	SUBMIT FIFTH REQUEST FOR ATTORNEY RETENTION SCREENING.

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

SALAZAR AG	10/20/04	0.30	UPDATE ATTORNEY RESPONSES TO RETENTION SCREENING QUESTIONNAIRE.
SALAZAR AG	10/21/04	0.40	UPDATE ATTORNEY RESPONSES TO RETENTION SCREENING QUESTIONNAIRE.
		3.90	
Total Legal Assistant		3.90	
TOTAL TIME		<u>75.20</u>	

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

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

Bill Date: 11/22/04  
Bill Number: 1033935

NAME	DATE	HOURS	DESCRIPTION
DAVIS EM	10/01/04	0.80	ADDITIONAL WORK ON RETENTION ISSUES ON LOBBYISTS.
		0.80	
<b>Total Partner</b>		<b>0.80</b>	
MATZ TJ	10/18/04	0.40	CALL W/ P. SCHWARTZBERG RE: DECHERT RETENTION (.2); FOLLOW UP WORK RE: SAME (.2).
MATZ TJ	10/27/04	0.60	REVIEW AND REVISE FIRST INTERIM FEE APPLICATIONS FOR OTHER PROFESSIONALS.
MATZ TJ	10/28/04	1.20	CALLS W/ P. SCHWARTZBERG RE: FIRST INTERIM FEE APPLICATION, NOTICE, TIMING (.3); WORK ON FIRST INTERIM FEE APPLICATION (.7); CALLS W/ A. HORVAT RE: SAME (.2).
		2.20	
<b>Total Counsel</b>		<b>2.20</b>	
DAY GR	10/20/04	0.20	REVIEW ISSUES RE: INTERIM FEE APPLICATIONS.
DAY GR	10/28/04	2.90	REVIEW ISSUES RE: INTERIM FEE APPLICATIONS, INCLUDING CONSULTATION W/ OTHER PROFESSIONALS AND FILING OF OMNIBUS NOTICE OF INTERIM FEE APPLICATIONS.
		3.10	
KELLY BP	10/10/04	0.30	REVIEW KASOWITZ RETENTION ORDER AS ENTERED (.1); CORRESPONDENCE W/ A. LUNGEN (.2).
KELLY BP	10/15/04	0.60	FOLLOW-UP CORRESPONDENCE RE: STATUS OF DECHERT ORDER.
KELLY BP	10/25/04	2.40	PREPARE RETENTION PLEADINGS FOR CPA FIRMS TO BE RETAINED FOR Q3 REVIEW AND YEAR-END AUDIT.
KELLY BP	10/27/04	3.50	CORRESPONDENCE RE: INTERIM FEE APPLICATIONS (1.4); CORRESPONDENCE W/ D. SULLIVAN AND CHAMBERS RE: OMNIBUS FEE APP HEARING DATE (.5); PREPARE OMNIBUS FEE APP NOTICE (1.6).

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

KELLY BP	10/28/04	6.20	PREPARE OMNIBUS INTERIM FEE APPLICATION NOTICE (1.9); GENERAL CORRESPONDENCE W/ PROFESSIONALS RE: INTERIM FEE APPS (.9); CORRESPONDENCE W/ PWC RE: INTERIM FEE APP QUESTIONS (.8); REVIEW DRAFT PWC FEE APP (1.2); CORRESPONDENCE W/ BLACKSTONE RE: INTERIM FEE APP QUESTIONS (.4); REVIEW BLACKSTONE FEE APP (.6); CORRESPONDENCE RE: FILING AND SERVICE OF OMNIBUS INTERIM FEE APP NOTICE (.4).
		<b>13.00</b>	
MORRIS FD	10/05/04	0.20	CONF. CALL W/ D. ROYSTER, E. OHARA RE: PROF'L FEE PAYMENT PROCEDURES.
MORRIS FD	10/07/04	0.30	LETTER TO R. BOSTROM RE: SCOPE OF ACCOUNTING ENGAGEMENT.
MORRIS FD	10/19/04	1.30	REVIEW TRANSCRIPT RE: COMMITTEE SUCCESS FEES.
MORRIS FD	10/26/04	0.30	CONF. CALL W/ D. SULLIVAN RE: AP AND BLACKSTONE FINAL RETENTION ORDERS, WORK RE: SAME.
MORRIS FD	10/28/04	0.80	CONF. CALLS W/ D. CUSOLA RE: FEE APPLICATION (.2), WORK RE: SAME (.2); REVIEW MILBANK INTERIM FEE APPLICATION (.4).
MORRIS FD	10/29/04	0.20	WORK RE: OMNIBUS FEE ORDER.
		<b>3.10</b>	
<b>Total Associate</b>		<b>19.20</b>	
<b>TOTAL TIME</b>		<b><u>22.20</u></b>	

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

RCN Corporation (DIP)  
Erisa Litigation

Bill Date: 11/22/04  
Bill Number: 1033935

NAME	DATE	HOURS	DESCRIPTION
AGUIAR LE	10/07/04	1.00	MEETING W/ G. ZIMMERMAN, REVIEW COMPLAINT.
AGUIAR LE	10/08/04	4.00	CONF. CALLS W/ CLIENT (1.0); MEETING W/ G. ZIMMERMAN TO PREPARE AND FINALIZE TALKING POINTS (2.0); T/CS W/ D. ROYSTER (.7); CONF. CALL W/ S. ALPERIN (.3).
AGUIAR LE	10/12/04	0.50	MEETING W/ A. RODRIQUEZ.
AGUIAR LE	10/13/04	1.50	MEETING W/ S. ALPERIN, G. ZIMMERMAN (.7); MEETINGS W/ A. RODRIQUEZ (.8).
AGUIAR LE	10/14/04	1.00	CONF. CALL W/ D. ROYSTER (.3); REVIEW DOCUMENTS (.6); T/CS W/ GAZ (.1).
AGUIAR LE	10/15/04	4.00	MEETING W/ S. ALPERIN (1.0); MEETING W/ CLIENT; CONF. CALL W/ J. BAKER (1.3); MULTIPLE T/CS W/ A. RODRIQUEZ (1.7).
		<b>12.00</b>	
ALPERIN SN	10/07/04	0.50	REVIEW COMPLAINT.
ALPERIN SN	10/08/04	0.30	CONF. CALL'S W/ L. AGUIAR.
ALPERIN SN	10/13/04	2.00	REVIEW COMPLAINT (.8); MEETING W/ L. AGUIAR (.2).
ALPERIN SN	10/14/04	0.70	REVIEW CASES AND PLAN; MEETING R. DOWD.
ALPERIN SN	10/15/04	2.20	CLIENT MEETING, ETC. RE: LITIGATION.
		<b>5.70</b>	
ZIMMERMAN GA	10/07/04	0.70	REVIEWED COMPLAINT; MEETING W/ L. AGUIAR RE: STRATEGY.
ZIMMERMAN GA	10/08/04	1.00	STRATEGY MEETINGS; PHONE CALLS W/ CLIENT RE: RCN COMPLAINT.
ZIMMERMAN GA	10/13/04	1.00	MEETING W/ TEAM TO DISCUSS STRATEGY (.6); REVIEWED MATERIALS (.4).
ZIMMERMAN GA	10/14/04	1.00	REVIEWED EMAIL CORRESPONDENCE (.6); REVIEWED ERISA RELATED DOCS (.4).
		<b>3.70</b>	
<b>Total Partner</b>		<b>21.40</b>	
DOWD AA	10/11/04	1.50	REVIEW COMPLAINT.
DOWD AA	10/12/04	3.20	REVIEW OF RELEVANT ERISA CASE LAW (1.7); COMPILED AND PREPARED BACKGROUND MATERIALS TO ASSIST LITIGATORS (1.5).

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

DOWD AA	10/13/04	3.80	MEETING W/ L. AGUIAR, G. ZIMMERMAN AND S. ALPERIN RE: ERISA LITIGATION (1.0); REVIEW RECENT ERISA CASE LAW (2.8).
DOWD AA	10/14/04	5.10	REVIEW OF 401(K) PLAN DOCUMENT (.8); DISCUSSION W/ S. ALPERIN (.3); REVIEW OF RELEVANT CASE LAW (2.4); REVIEW OF ALL ERISA CASES DECIDED BY JUDGE RAKOFF (1.6).
DOWD AA	10/15/04	4.70	REVIEW DOCUMENTS RELATING TO 401(K) PLAN (2.4); MEETING W/ L. AGUIAR (.5) MEETING W/ D. ROYSTER (1.8).
DOWD AA	10/18/04	2.50	DOCUMENT REVIEW RELATING TO 401(K) PLAN.
		<b>20.80</b>	
RODRIGUEZ A	10/08/04	3.00	MEETING W/ PARTNER TO DISCUSS RCN COMPLAINT (.6); REVIEW OF COMPLAINT (2.4).
RODRIGUEZ A	10/10/04	4.00	READ OVER RCN COMPLAINT (1.0); IDENTIFY AND LOCATE ARTICLES AND PRESS RELEASES REFERENCED IN COMPLAINT (3.0).
RODRIGUEZ A	10/11/04	8.00	REVIEW AND CROSS-CHECK PRESS RELEASES AND ARTICLES CITED IN RCN/ERISA COMPLAINT (7.2); CONF. W/ L. AGUIAR TO DISCUSS RESULT OF PRESS RELEASE/ARTICLE SEARCH (.8).
RODRIGUEZ A	10/12/04	9.30	DRAFT RCN/ERISA MATTER TIMELINE FOCUSING ON FINANCIAL HISTORY OF COMPANY AND OTHER KEY DEVELOPMENTS (8.5); CONF. W/ L. AGUIAR RE: TIMELINE (.5); RESEARCH POSSIBLE ISSUE (.3).
RODRIGUEZ A	10/13/04	10.00	RESEARCH ISSUE ON WESTLAW, LEXIS AND SKADDEN LIBRARY (7.2); CONTINUE WORK ON DRAFT OF RCN TIMELINE (1.6); DEVELOP SPREADSHEET OF RCN FINANCIAL HISTORY INDICATING ANNUAL AND QUARTERLY NET REVENUE, EBITDA, AND STOCK INFORMATION (1.2).
RODRIGUEZ A	10/14/04	11.00	REVIEW AND REVISE RCN/ERISA MATTER TIMELINE AND SPREADSHEET.
RODRIGUEZ A	10/15/04	5.00	MAKE FINAL REVISIONS TO RCN TIMELINE AND SPREADSHEETS (2.0); RESEARCH PLAINTIFFS' COUNSEL IN RCN/ERISA LITIGATION W/ REGARD TO TYPE OF CASES TYPICALLY HANDLED BY THE FIRM AND CLIENTS REPRESENTED (3.0).
		<b>50.30</b>	
<b>Total Associate</b>		<b>71.10</b>	



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

TOTAL TIME 92.50

CLIENT TOTAL 2127.40

## **EXHIBIT B**

TIME SUMMARY - - ALL MATTERS  
RCN CORPORATION (DIP)

MATTER #1 General Corporate Advice

Bill No: 1033935

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNERS</u>			
PETER A. ATKINS	\$760	5.80	\$ 4,408.00
D. J. (JAN) BAKER	760	4.70	3,572.00
HOWARD L. ELLIN	735	<u>5.50</u>	<u>4,042.50</u>
TOTAL PARTNERS		16.00	\$12,022.50
<u>COUNSEL</u>			
MARK A. MCDERMOTT	\$495	<u>0.80</u>	\$ <u>396.00</u>
TOTAL COUNSEL		0.80	\$ 396.00
<u>ASSOCIATES</u>			
GRENVILLE R. DAY	\$460	0.40	\$ 184.00
FREDERICK D. MORRIS	490	<u>8.60</u>	<u>4,214.00</u>
TOTAL ASSOCIATES		9.00	\$ 4,398.00
MATTER TOTAL		<u>25.80</u>	<u>\$16,816.50</u>

TIME SUMMARY - - ALL MATTERS  
RCN CORPORATION (DIP)

MATTER #3 Asset Dispositions (General)

Bill No: 1033935

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNERS</u>			
D. J. (JAN) BAKER	\$760	2.00	\$1,520.00
HOWARD L. ELLIN	735	<u>1.00</u>	<u>735.00</u>
TOTAL PARTNERS		3.00	\$2,255.00
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	2.30	\$1,138.50
MARK A. MCDERMOTT	495	<u>0.20</u>	<u>99.00</u>
TOTAL COUNSEL		2.50	\$1,237.50
<u>ASSOCIATES</u>			
KRIS AGARWAL	\$395	4.40	\$1,738.00
ROBERT A. GREEBEL	395	3.70	1,461.50
FREDERICK D. MORRIS	490	<u>1.60</u>	<u>784.00</u>
TOTAL ASSOCIATES		9.70	\$3,983.50
MATTER TOTAL		<u>15.20</u>	<u>\$7,476.00</u>

TIME SUMMARY - - ALL MATTERS  
RCN CORPORATION (DIP)

MATTER #6 Automatic Stay (Relief Actions)

Bill No: 1033935

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
ERIC M. DAVIS	\$595	<u>1.70</u>	\$ <u>1,011.50</u>
TOTAL PARTNER		1.70	\$ 1,011.50
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	1.20	\$ 594.00
MARK A. MCDERMOTT	495	<u>0.50</u>	<u>247.50</u>
TOTAL COUNSEL		1.70	\$ 841.50
<u>ASSOCIATES</u>			
FREDERICK D. MORRIS	\$490	0.60	\$ 294.00
BENNETT S. SILVERBERG	420	0.60	252.00
VENERA E. TAOUCHANOVA	440	<u>20.50</u>	<u>9,020.00</u>
TOTAL ASSOCIATES		21.70	\$ 9,566.00
MATTER TOTAL		<u>25.10</u>	<u>\$11,419.00</u>

TIME SUMMARY - - ALL MATTERS  
RCN CORPORATION (DIP)

MATTER #7 Business Operations/Strategic Planning

Bill No: 1033935

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>COUNSEL</u>			
MARK A. MCDERMOTT	\$495	<u>3.10</u>	<u>\$1,534.50</u>
TOTAL COUNSEL		<u>3.10</u>	<u>\$1,534.50</u>
MATTER TOTAL		<u>3.10</u>	<u>\$1,534.50</u>

TIME SUMMARY - - ALL MATTERS  
RCN CORPORATION (DIP)

MATTER #8 Case Administration

Bill No: 1033935

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	1.70	\$ 841.50
MARK A. MCDERMOTT	495	<u>10.50</u>	<u>5,197.50</u>
TOTAL COUNSEL		12.20	\$ 6,039.00
<u>ASSOCIATES</u>			
KRIS AGARWAL	\$395	7.90	\$ 3,120.50
GRENVILLE R. DAY	460	1.40	644.00
BRIAN P. KELLY	420	30.00	12,600.00
FREDERICK D. MORRIS	490	6.30	3,087.00
BENNETT S. SILVERBERG	420	5.80	2,436.00
VENERA E. TAOUCHANOVA	440	0.90	396.00
SINA TOUSSI	475	<u>12.00</u>	<u>5,700.00</u>
TOTAL ASSOCIATES		64.30	\$27,983.50
<u>LEGAL ASSISTANTS</u>			
LEGAL ASSISTANT @	\$120	<u>103.10</u>	<u>\$12,372.00</u>
TOTAL LEGAL ASSISTANTS		103.10	\$12,372.00
MATTER TOTAL		<u>179.60</u>	<u>\$46,394.50</u>

TIME SUMMARY - - ALL MATTERS  
RCN CORPORATION (DIP)

MATTER #9 Claims Admin. (General)

Bill No: 1033935

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNERS</u>			
D. J. (JAN) BAKER	\$760	28.30	\$ 21,508.00
ERIC M. DAVIS	595	25.30	15,053.50
GEORGE A. ZIMMERMAN	760	<u>1.90</u>	<u>1,444.00</u>
TOTAL PARTNERS		55.50	\$ 38,005.50
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	17.80	\$ 8,811.00
MARK A. MCDERMOTT	495	<u>7.10</u>	<u>3,514.50</u>
TOTAL COUNSEL		24.90	\$ 12,325.50
<u>ASSOCIATES</u>			
KRIS AGARWAL	\$395	36.80	\$ 14,536.00
GRENVILLE R. DAY	460	2.80	1,288.00
MORDECAI L. GEISLER	355	0.90	319.50
BRIAN P. KELLY	420	5.60	2,352.00
FREDERICK D. MORRIS	490	10.00	4,900.00
BENNETT S. SILVERBERG	420	41.80	17,556.00
VENERA E. TAOUCHANOVA	440	69.20	30,448.00
SINA TOUSSI	475	<u>2.90</u>	<u>1,377.50</u>
TOTAL ASSOCIATES		170.00	\$ 72,777.00
MATTER TOTAL		<u>250.40</u>	<u>\$123,108.00</u>



TIME SUMMARY - - ALL MATTERS  
RCN CORPORATION (DIP)

MATTER #13 Creditor Meetings/Statutory Committees

Bill No: 1033935

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
D. J. (JAN) BAKER	\$760	<u>3.60</u>	<u>\$2,736.00</u>
TOTAL PARTNER		3.60	\$2,736.00
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	<u>3.30</u>	<u>\$1,633.50</u>
TOTAL COUNSEL		3.30	\$1,633.50
<u>ASSOCIATES</u>			
GRENVILLE R. DAY	\$460	5.60	\$2,576.00
FREDERICK D. MORRIS	490	<u>0.80</u>	<u>392.00</u>
TOTAL ASSOCIATES		6.40	\$2,968.00
MATTER TOTAL		<u>13.30</u>	<u>\$7,337.50</u>

TIME SUMMARY - - ALL MATTERS  
RCN CORPORATION (DIP)

MATTER #14 Disclosure Statement/Voting Issues

Bill No: 1033935

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNERS</u>			
D. J. (JAN) BAKER	\$760	69.50	\$ 52,820.00
ERIC M. DAVIS	595	6.40	3,808.00
MAXWELL M. MILLER	720	<u>7.50</u>	<u>5,400.00</u>
TOTAL PARTNERS		83.40	\$ 62,028.00
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	91.90	\$ 45,490.50
MARK A. MCDERMOTT	495	<u>57.40</u>	<u>28,413.00</u>
TOTAL COUNSEL		149.30	\$ 73,903.50
<u>ASSOCIATES</u>			
KRIS AGARWAL	\$395	0.90	\$ 355.50
BRIAN P. KELLY	420	8.70	3,654.00
FREDERICK D. MORRIS	490	0.80	392.00
BENNETT S. SILVERBERG	420	61.50	25,830.00
VENERA E. TAOUCHANOVA	440	52.40	23,056.00
SINA TOUSSI	475	<u>76.10</u>	<u>36,147.50</u>
TOTAL ASSOCIATES		200.40	\$ 89,435.00
MATTER TOTAL		<u>433.10</u>	<u>\$225,366.50</u>

TIME SUMMARY - - ALL MATTERS  
RCN CORPORATION (DIP)

MATTER #15 Employee Matters (General)

Bill No: 1033935

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>ASSOCIATE</u>			
FREDERICK D. MORRIS	\$490	<u>0.80</u>	<u>\$392.00</u>
TOTAL ASSOCIATE		<u>0.80</u>	<u>\$392.00</u>
MATTER TOTAL		<u>0.80</u>	<u>\$392.00</u>

TIME SUMMARY - - ALL MATTERS  
RCN CORPORATION (DIP)

MATTER #18 Executory Contracts (Personalty)

Bill No: 1033935

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	5.00	\$ 2,475.00
MARK A. MCDERMOTT	495	<u>0.20</u>	<u>99.00</u>
TOTAL COUNSEL		5.20	\$ 2,574.00
<u>ASSOCIATES</u>			
GRENVILLE R. DAY	\$460	51.50	\$23,690.00
FREDERICK D. MORRIS	490	5.50	2,695.00
BENNETT S. SILVERBERG	420	1.70	714.00
VENERA E. TAOUCHANOVA	440	2.10	924.00
SINA TOUSSI	475	<u>1.50</u>	<u>712.50</u>
TOTAL ASSOCIATES		62.30	\$28,735.50
MATTER TOTAL		<u>67.50</u>	<u>\$31,309.50</u>

TIME SUMMARY - - ALL MATTERS  
RCN CORPORATION (DIP)

MATTER #19 Financing (DIP and Emergence)

Bill No: 1033935

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNERS</u>			
D. J. (JAN) BAKER	\$760	37.80	\$ 28,728.00
ERIC M. DAVIS	595	1.40	833.00
ALAN G. STRAUS	720	<u>87.20</u>	<u>62,784.00</u>
TOTAL PARTNERS		126.40	\$ 92,345.00
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	8.50	\$ 4,207.50
MARK A. MCDERMOTT	495	<u>47.30</u>	<u>23,413.50</u>
TOTAL COUNSEL		55.80	\$ 27,621.00
<u>ASSOCIATES</u>			
JEREMY S. BLOOM	\$395	51.50	\$ 20,342.50
BRIAN P. KELLY	420	25.40	10,668.00
FREDERICK D. MORRIS	490	31.00	15,190.00
SINA TOUSSI	475	<u>37.90</u>	<u>18,002.50</u>
TOTAL ASSOCIATES		145.80	\$ 64,203.00
<u>LEGAL ASSISTANTS</u>			
LEGAL ASSISTANT @	\$135	<u>8.20</u>	\$ <u>1,107.00</u>
TOTAL LEGAL ASSISTANTS		8.20	\$ 1,107.00
MATTER TOTAL		<u>336.20</u>	<u>\$185,276.00</u>

TIME SUMMARY - - ALL MATTERS  
RCN CORPORATION (DIP)

MATTER #21 Insurance

Bill No: 1033935

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNERS</u>			
D. J. (JAN) BAKER	\$760	2.40	\$ 1,824.00
ERIC M. DAVIS	595	<u>19.80</u>	<u>11,781.00</u>
TOTAL PARTNERS		22.20	\$13,605.00
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	<u>1.80</u>	\$ <u>891.00</u>
TOTAL COUNSEL		1.80	\$ 891.00
<u>ASSOCIATES</u>			
GRENVILLE R. DAY	\$460	4.80	\$ 2,208.00
MARK L. DESGROSSEILLIER	440	51.10	22,484.00
LOREN E. FRIEDMAN	320	8.70	2,784.00
BRIAN P. KELLY	420	18.50	7,770.00
FREDERICK D. MORRIS	490	1.50	735.00
BENNETT S. SILVERBERG	420	<u>2.10</u>	<u>882.00</u>
TOTAL ASSOCIATES		86.70	\$36,863.00
MATTER TOTAL		<u>110.70</u>	<u>\$51,359.00</u>

TIME SUMMARY - - ALL MATTERS  
RCN CORPORATION (DIP)

MATTER #24 Leases (Real Property)

Bill No: 1033935

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
D. J. (JAN) BAKER	\$760	<u>0.30</u>	\$ <u>228.00</u>
TOTAL PARTNER		0.30	\$ 228.00
<u>ASSOCIATES</u>			
GRENVILLE R. DAY	\$460	2.20	\$1,012.00
FREDERICK D. MORRIS	490	0.30	147.00
BENNETT S. SILVERBERG	420	<u>0.10</u>	<u>42.00</u>
TOTAL ASSOCIATES		2.60	\$1,201.00
MATTER TOTAL		<u>2.90</u>	<u>\$1,429.00</u>

TIME SUMMARY - - ALL MATTERS  
RCN CORPORATION (DIP)

MATTER #25 Litigation (General)

Bill No: 1033935

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNERS</u>			
D. J. (JAN) BAKER	\$760	2.60	\$ 1,976.00
ANTHONY W. CLARK	735	7.50	5,512.50
ERIC M. DAVIS	595	<u>58.50</u>	<u>34,807.50</u>
TOTAL PARTNERS		68.60	\$42,296.00
<u>ASSOCIATES</u>			
MARK L. DESGROSSEILLIER	\$440	42.60	\$18,744.00
AILEEN A. DOWD	440	2.50	1,100.00
THOMAS R. FAWKES	355	5.50	1,952.50
LOREN E. FRIEDMAN	320	26.90	8,608.00
FREDERICK D. MORRIS	490	1.80	882.00
BENNETT S. SILVERBERG	420	<u>0.30</u>	<u>126.00</u>
TOTAL ASSOCIATES		79.60	\$31,412.50
MATTER TOTAL		<u>148.20</u>	<u>\$73,708.50</u>



TIME SUMMARY - - ALL MATTERS  
RCN CORPORATION (DIP)

MATTER #28 Nonworking Travel Time

Bill No: 1033935

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>COUNSEL</u>			
THOMAS J. MATZ	\$248	8.30	\$ 2,054.25
MARK A. MCDERMOTT	248	<u>38.00</u>	<u>9,405.00</u>
TOTAL COUNSEL		46.30	\$11,459.25
<u>ASSOCIATES</u>			
BENNETT S. SILVERBERG	\$210	11.00	\$ 2,310.00
SINA TOUSSI	238	<u>4.00</u>	<u>950.00</u>
TOTAL ASSOCIATES		15.00	\$ 3,260.00
MATTER TOTAL		<u>61.30</u>	<u>\$14,719.25</u>

TIME SUMMARY - - ALL MATTERS  
RCN CORPORATION (DIP)

MATTER #30 Regulatory and SEC Matters

Bill No: 1033935

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	<u>0.70</u>	\$ <u>346.50</u>
TOTAL COUNSEL		0.70	\$ 346.50
<u>ASSOCIATES</u>			
ROBERT A. GREEBEL	\$395	19.70	\$ 7,781.50
FREDERICK D. MORRIS	490	1.10	539.00
SINA TOUSSI	475	<u>6.20</u>	<u>2,945.00</u>
TOTAL ASSOCIATES		27.00	\$11,265.50
MATTER TOTAL		<u>27.70</u>	<u>\$11,612.00</u>

TIME SUMMARY - - ALL MATTERS  
RCN CORPORATION (DIP)

MATTER #31 Reorganization Plan/Plan Sponsors

Bill No: 1033935

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
D. J. (JAN) BAKER	\$760	<u>18.60</u>	\$ <u>14,136.00</u>
TOTAL PARTNER		18.60	\$ 14,136.00
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	51.50	\$ 25,492.50
MARK A. MCDERMOTT	495	<u>4.20</u>	<u>2,079.00</u>
TOTAL COUNSEL		55.70	\$ 27,571.50
<u>ASSOCIATES</u>			
GRENVILLE R. DAY	\$460	17.20	\$ 7,912.00
BRIAN P. KELLY	420	3.70	1,554.00
FREDERICK D. MORRIS	490	40.20	19,698.00
BENNETT S. SILVERBERG	420	3.50	1,470.00
VENERA E. TAOUCHANOVA	440	34.70	15,268.00
SINA TOUSSI	475	<u>57.50</u>	<u>27,312.50</u>
TOTAL ASSOCIATES		156.80	\$ 73,214.50
MATTER TOTAL		<u>231.10</u>	<u>\$114,922.00</u>

TIME SUMMARY - - ALL MATTERS  
RCN CORPORATION (DIP)

MATTER #32 Reports and Schedules

Bill No: 1033935

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	<u>1.10</u>	\$ <u>544.50</u>
TOTAL COUNSEL		1.10	\$ 544.50
<u>ASSOCIATE</u>			
GRENVILLE R. DAY	\$460	<u>4.40</u>	\$ <u>2,024.00</u>
TOTAL ASSOCIATE		4.40	\$ <u>2,024.00</u>
MATTER TOTAL		<u>5.50</u>	<u>\$2,568.50</u>

TIME SUMMARY - - ALL MATTERS  
RCN CORPORATION (DIP)

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

Bill No: 1033935

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNERS</u>			
D. J. (JAN) BAKER	\$760	1.00	\$ 760.00
ERIC M. DAVIS	595	<u>1.60</u>	<u>952.00</u>
TOTAL PARTNERS		2.60	\$ 1,712.00
<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	13.90	\$ 5,490.50
MORDECAI L. GEISLER	355	11.80	4,189.00
BRIAN P. KELLY	420	<u>40.00</u>	<u>16,800.00</u>
TOTAL ASSOCIATES		65.70	\$26,479.50
<u>LEGAL ASSISTANTS</u>			
LEGAL ASSISTANT @	\$120	<u>3.90</u>	\$ <u>468.00</u>
TOTAL LEGAL ASSISTANTS		3.90	\$ 468.00
MATTER TOTAL		<u>75.20</u>	<u>\$30,144.50</u>

TIME SUMMARY - - ALL MATTERS  
RCN CORPORATION (DIP)

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

Bill No: 1033935

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
ERIC M. DAVIS	\$595	<u>0.80</u>	\$ <u>476.00</u>
TOTAL PARTNER		0.80	\$ 476.00
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	<u>2.20</u>	\$ <u>1,089.00</u>
TOTAL COUNSEL		2.20	\$1,089.00
<u>ASSOCIATES</u>			
GRENVILLE R. DAY	\$460	3.10	\$1,426.00
BRIAN P. KELLY	420	13.00	5,460.00
FREDERICK D. MORRIS	490	<u>3.10</u>	<u>1,519.00</u>
TOTAL ASSOCIATES		19.20	\$8,405.00
MATTER TOTAL		<u>22.20</u>	<u>\$9,970.00</u>

TIME SUMMARY - - ALL MATTERS  
RCN CORPORATION (DIP)

MATTER #40 Erisa Litigation

Bill No: 1033935

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNERS</u>			
LAUREN E. AGUIAR	\$545	12.00	\$ 6,540.00
STUART N. ALPERIN	760	5.70	4,332.00
GEORGE A. ZIMMERMAN	760	<u>3.70</u>	<u>2,812.00</u>
TOTAL PARTNERS		21.40	\$13,684.00
<u>ASSOCIATES</u>			
AILEEN A. DOWD	\$440	20.80	\$ 9,152.00
ALBERTO RODRIGUEZ	250	<u>50.30</u>	<u>12,575.00</u>
TOTAL ASSOCIATES		71.10	\$21,727.00
MATTER TOTAL		<u>92.50</u>	<u>\$35,411.00</u>
CLIENT TOTAL		<u>2127.40</u>	<u>\$1,002,273.75</u>

## **EXHIBIT C**



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

RCN Corporation (DIP)  
General Corporate Advice

Bill Date: 11/22/04  
Bill Number: 1033935

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	10/01/04	Copy Center, D	2.00
In-house Reproduction	10/05/04	Copy Center, D	2.40
In-house Reproduction	10/08/04	Copy Center, D	6.60
In-house Reproduction	10/19/04	Copy Center, D	1.70
In-house Reproduction	10/29/04	Copy Center, D	8.60
<b>TOTAL IN-HOUSE REPRODUCTION</b>			<b>\$21.30</b>
Telephone Expense	10/29/04	Telecommunications, D	0.96
Telephone Expense	10/29/04	Telecommunications, D	0.01
Telephone Expense	10/29/04	Telecommunications, D	0.01
Telephone Expense	10/29/04	Telecommunications, D	0.08
<b>TOTAL TELEPHONE EXPENSE</b>			<b>\$1.06</b>
Scanning	10/13/04	Scott-Bonnick S	2.09
Scanning	10/13/04	Agarwal K	134.75
Scanning	10/14/04	Scott-Bonnick S	102.52
Scanning	10/14/04	Scott-Bonnick S	5.17
Scanning	10/18/04	Scott-Bonnick S	54.12
Scanning	10/18/04	Scott-Bonnick S	8.14
<b>TOTAL SCANNING</b>			<b>\$306.79</b>
OCR Processing	10/07/04	Davis M	290.85
OCR Processing	10/07/04	Lopez N	59.60
OCR Processing	10/07/04	Davis M	11.00
OCR Processing	10/28/04	Paternostro M	132.45
OCR Processing	10/28/04	Paternostro M	7.00
<b>TOTAL OCR PROCESSING</b>			<b>\$500.90</b>
File Conversion (Multi-10/13/04 page to Single-page)		Poon MY	8.54
File Conversion (Multi-10/22/04 page to Single-page)		Paternostro M	0.52
<b>TOTAL FILE CONVERSION (MULTI-PAGE TO SINGLE-PAGE)</b>			<b>\$9.06</b>
Contracted Catering-NY	10/11/04	Matz TJ	239.50

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

Disbursement	Date	Vendor/Employee/Dept.	Amount
		TOTAL CONTRACTED CATERING- NY	\$239.50
		TOTAL MATTER	\$1,078.61

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

RCN Corporation (DIP)  
Asset Dispositions (General)

Bill Date: 11/22/04  
Bill Number: 1033935

Disbursement	Date	Vendor/ <del>Employee</del> /Dept.	Amount
Telephone Expense	10/29/04	Telecommunications, D	1.27
Telephone Expense	10/29/04	Telecommunications, D	0.01
Telephone Expense	10/29/04	Telecommunications, D	0.02
Telephone Expense	10/29/04	Telecommunications, D	0.11
<b>TOTAL TELEPHONE EXPENSE</b>			<b>\$1.41</b>
<b>TOTAL MATTER</b>			<b>\$1.41</b>

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

RCN Corporation (DIP)  
Assets Dispositions (Inventory)

Bill Date: 11/22/04  
Bill Number: 1033935

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	10/29/04	Telecommunications, D	0.26
Telephone Expense	10/29/04	Telecommunications, D	0.03
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$0.29</b>
		<b>TOTAL MATTER</b>	<b>\$0.29</b>

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

RCN Corporation (DIP)  
Asset Dispositions (Real Property)

Bill Date: 11/22/04  
Bill Number: 1033935

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	10/29/04	Telecommunications, D	0.16
Telephone Expense	10/29/04	Telecommunications, D	0.03
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$0.19</b>
		<b>TOTAL MATTER</b>	<b>\$0.19</b>

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

RCN Corporation (DIP)  
Automatic Stay (Relief Actions)

Bill Date: 11/22/04  
Bill Number: 1033935

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	10/29/04	Telecommunications, D	1.02
Telephone Expense	10/29/04	Telecommunications, D	0.01
Telephone Expense	10/29/04	Telecommunications, D	0.01
Telephone Expense	10/29/04	Telecommunications, D	0.10
<b>TOTAL TELEPHONE EXPENSE</b>			<b>\$1.14</b>
Lexis/Nexis	10/11/04	Taouchanova VE	34.69
Lexis/Nexis	10/20/04	Taouchanova VE	48.48
Lexis/Nexis	10/21/04	Taouchanova VE	20.90
<b>TOTAL LEXIS/NEXIS</b>			<b>\$104.07</b>
Westlaw	10/07/04	Taouchanova VE	1,243.35
Westlaw	10/20/04	Taouchanova VE	153.36
<b>TOTAL WESTLAW</b>			<b>\$1,396.71</b>
Outside Research/Internet Services	07/09/04	Pacer Service Center	59.22
<b>TOTAL OUTSIDE RESEARCH/INTERNET SERVICES</b>			<b>\$59.22</b>
<b>TOTAL MATTER</b>			<b>\$1,561.14</b>

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

RCN Corporation (DIP)  
Case Administration

Bill Date: 11/22/04  
Bill Number: 1033935

Disbursement	Date	Vendor/Employee/Dept.	Amount
Air/Rail Travel - vendor feed	10/04/04	McDermott MA	652.45
Air/Rail Travel - vendor feed	10/09/04	McDermott MA	1,224.83
Air/Rail Travel - vendor feed	10/14/04	McDermott MA	500.50
Air/Rail Travel - vendor feed	10/17/04	McDermott MA	1,255.63
Air/Rail Travel - vendor feed	10/24/04	McDermott MA	1,241.61
Air/Rail Travel - vendor feed	10/28/04	McDermott MA	589.16
Air/Rail Travel - vendor feed	10/31/04	McDermott MA	652.45
		<b>TOTAL AIR/RAIL TRAVEL - VENDOR FEED</b>	<b>\$6,116.63</b>
Car Service Vendor Feeds	09/24/04	McDermott MA	46.17
Car Service Vendor Feeds	10/14/04	McDermott MA	46.17
Car Service Vendor Feeds	10/19/04	McDermott MA	65.55
		<b>TOTAL CAR SERVICE VENDOR FEEDS</b>	<b>\$157.89</b>
In-house Reproduction	10/01/04	Copy Center, D	500.80
In-house Reproduction	10/05/04	Copy Center, D	0.70
In-house Reproduction	10/08/04	Copy Center, D	186.20
In-house Reproduction	10/12/04	Copy Center, D	109.40
In-house Reproduction	10/15/04	Copy Center, D	254.00
In-house Reproduction	10/15/04	Copy Center, D	2,236.30
In-house Reproduction	10/19/04	Copy Center, D	38.00
In-house Reproduction	10/22/04	Copy Center, D	134.90
In-house Reproduction	10/22/04	Copy Center, D	38.70
In-house Reproduction	10/26/04	Copy Center, D	209.00
In-house Reproduction	10/29/04	Copy Center, D	331.20
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$4,039.20</b>

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

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Telephone Expense	09/30/04	Telecommunications, D	4.52
Telephone Expense	10/29/04	Telecommunications, D	6.12
Telephone Expense	10/29/04	Telecommunications, D	0.10
Telephone Expense	10/29/04	Telecommunications, D	0.08
Telephone Expense	10/29/04	Telecommunications, D	0.65
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$11.47</b>
Postage	10/08/04	Office Admin, D	3.30
Postage	10/08/04	Office Admin, D	0.60
Postage	10/19/04	Office Admin, D	4.00
Postage	10/20/04	Office Admin, D	11.90
Postage	10/20/04	Office Admin, D	4.00
Postage	10/22/04	Office Admin, D	1.70
Postage	10/28/04	Office Admin, D	5.30
Postage	10/28/04	Office Admin, D	4.90
		<b>TOTAL POSTAGE</b>	<b>\$35.70</b>
Lexis/Nexis	10/27/04	Kelly BP	48.07
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$48.07</b>
Vendor Hosted Teleconferencing	09/30/04	Teleconferencing Services, LLC	0.31
Vendor Hosted Teleconferencing	09/30/04	Teleconferencing Services, LLC	0.21
Vendor Hosted Teleconferencing	09/30/04	Teleconferencing Services, LLC	15.14
Vendor Hosted Teleconferencing	09/30/04	Teleconferencing Services, LLC	47.90
Vendor Hosted Teleconferencing	09/30/04	Teleconferencing Services, LLC	7.62
Vendor Hosted Teleconferencing	09/30/04	Teleconferencing Services, LLC	12.67
Vendor Hosted Teleconferencing	09/30/04	Teleconferencing Services, LLC	11.95
Vendor Hosted Teleconferencing	09/30/04	Teleconferencing Services, LLC	28.02
Vendor Hosted Teleconferencing	09/30/04	Teleconferencing Services, LLC	7.93
		<b>TOTAL VENDOR HOSTED TELECONFERENCING</b>	<b>\$131.75</b>



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

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Telephone - Long Distance	07/31/04	Toussi S	31.68
		<b>TOTAL TELEPHONE - LONG DISTANCE</b>	<b>\$31.68</b>
Out-of-Town Travel	10/10/04	McDermott MA	52.00
Out-of-Town Travel	10/10/04	McDermott MA	54.00
Out-of-Town Travel	10/11/04	McDermott MA	20.00
Out-of-Town Travel	10/12/04	McDermott MA	18.00
Out-of-Town Travel	10/13/04	McDermott MA	20.00
Out-of-Town Travel	10/14/04	McDermott MA	35.00
Out-of-Town Travel	10/14/04	McDermott MA	10.00
		<b>TOTAL OUT-OF-TOWN TRAVEL</b>	<b>\$209.00</b>
Filing/Court Fees	10/27/04	Salazar AG	25.00
		<b>TOTAL FILING/COURT FEES</b>	<b>\$25.00</b>
Messengers/ Courier	09/27/04	Dist Serv/Mail/Page, D	21.26
Messengers/ Courier	09/28/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	09/29/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	09/30/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	10/01/04	Dist Serv/Mail/Page, D	9.12
Messengers/ Courier	10/01/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	10/04/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	10/05/04	Dist Serv/Mail/Page, D	8.87
Messengers/ Courier	10/06/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	10/06/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	10/07/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	10/07/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	10/08/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	10/08/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	10/11/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	10/11/04	Dist Serv/Mail/Page, D	21.26
Messengers/ Courier	10/11/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	10/12/04	Dist Serv/Mail/Page, D	5.50
Messengers/ Courier	10/12/04	Dist Serv/Mail/Page, D	5.50
Messengers/ Courier	10/12/04	Dist Serv/Mail/Page, D	12.08

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

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Messengers/ Courier	10/12/04	Dist Serv/Mail/Page, D	12.08
Messengers/ Courier	10/12/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	10/13/04	Dist Serv/Mail/Page, D	5.50
Messengers/ Courier	10/13/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	10/15/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	10/19/04	Dist Serv/Mail/Page, D	21.26
Messengers/ Courier	10/20/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	10/21/04	Dist Serv/Mail/Page, D	21.26
Messengers/ Courier	10/22/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	10/25/04	Dist Serv/Mail/Page, D	8.87
Messengers/ Courier	10/26/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	10/27/04	Dist Serv/Mail/Page, D	7.77
Messengers/ Courier	10/27/04	Dist Serv/Mail/Page, D	21.26
Messengers/ Courier	10/27/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	10/29/04	Dist Serv/Mail/Page, D	11.75
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$428.34</b>
Out-of-Town Meals	10/10/04	McDermott MA	14.12
Out-of-Town Meals	10/13/04	McDermott MA	42.01
		<b>TOTAL OUT-OF-TOWN MEALS</b>	<b>\$56.13</b>
Court Reporting	10/19/04	Veritext New York Reporting Company L.L.	922.50
Court Reporting	10/26/04	Veritext New York Reporting Company L.L.	54.60
Court Reporting	10/28/04	Veritext New York Reporting Company L.L.	81.00
		<b>TOTAL COURT REPORTING</b>	<b>\$1,058.10</b>
Outside Research/Internet Services	07/09/04	Pacer Service Center	956.45
		<b>TOTAL OUTSIDE RESEARCH/INTERNET SERVICES</b>	<b>\$956.45</b>
Wireless - Mobile/Cellular/Pager	09/23/04	McDermott MA	41.50
		<b>TOTAL WIRELESS - MOBILE/CELLULAR/PAGER</b>	<b>\$41.50</b>

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

Disbursement	Date	Vendor/Employee/Dept.	Amount
		TOTAL MATTER	\$13,346.91

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

RCN Corporation (DIP)  
Claims Admin. (General)

Bill Date: 11/22/04  
Bill Number: 1033935

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	10/19/04	Copy Center, D	13.70
In-house Reproduction	10/22/04	Copy Center, D	0.40
In-house Reproduction	10/26/04	Copy Center, D	17.10
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$31.20</b>
Telephone Expense	10/29/04	Telecommunications, D	14.13
Telephone Expense	10/29/04	Telecommunications, D	0.23
Telephone Expense	10/29/04	Telecommunications, D	0.21
Telephone Expense	10/29/04	Telecommunications, D	1.51
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$16.08</b>
Lexis/Nexis	10/06/04	Geisler ML	358.17
Lexis/Nexis	10/26/04	Hirtz C	75.28
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$433.45</b>
Westlaw	10/20/04	Taouchanova VE	643.96
Westlaw	10/21/04	Taouchanova VE	98.78
Westlaw	10/26/04	Hirtz C	447.62
Westlaw	10/27/04	McDermott MA	77.95
		<b>TOTAL WESTLAW</b>	<b>\$1,268.31</b>
Vendor Hosted Teleconferencing	10/01/04	Teleconferencing Services, LLC	55.62
		<b>TOTAL VENDOR HOSTED TELECONFERENCING</b>	<b>\$55.62</b>
		<b>TOTAL MATTER</b>	<b>\$1,804.66</b>

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

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

Bill Date: 11/22/04  
Bill Number: 1033935

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	10/29/04	Copy Center, D	0.20
		TOTAL IN-HOUSE REPRODUCTION	\$0.20
		TOTAL MATTER	\$0.20

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

RCN Corporation (DIP)  
Creditor Meetings/Statutory Committees

Bill Date: 11/22/04  
Bill Number: 1033935

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	10/29/04	Telecommunications, D	0.23
Telephone Expense	10/29/04	Telecommunications, D	0.03
TOTAL TELEPHONE EXPENSE			\$0.26
TOTAL MATTER			\$0.26

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

RCN Corporation (DIP)  
Disclosure Statement/Voting Issues

Bill Date: 11/22/04  
Bill Number: 1033935

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	10/08/04	Copy Center, D	12.20
In-house Reproduction	10/12/04	Copy Center, D	210.10
In-house Reproduction	10/15/04	Copy Center, D	4.20
In-house Reproduction	10/26/04	Copy Center, D	0.10
In-house Reproduction	10/29/04	Copy Center, D	1.60
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$228.20</b>
Telephone Expense	10/29/04	Telecommunications, D	24.43
Telephone Expense	10/29/04	Telecommunications, D	0.43
Telephone Expense	10/29/04	Telecommunications, D	0.40
Telephone Expense	10/29/04	Telecommunications, D	2.70
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$27.96</b>
Postage	10/18/04	Office Admin, D	4.00
		<b>TOTAL POSTAGE</b>	<b>\$4.00</b>
Westlaw	10/11/04	Taouchanova VE	251.98
		<b>TOTAL WESTLAW</b>	<b>\$251.98</b>
Reproduction - color	10/12/04	Copy Center, D	1.00
Reproduction - color	10/12/04	Copy Center, D	63.50
		<b>TOTAL REPRODUCTION - COLOR</b>	<b>\$64.50</b>
Out-of-Town Travel	10/14/04	Silverberg BS	1.00
Out-of-Town Travel	10/14/04	Silverberg BS	178.16
Out-of-Town Travel	10/14/04	Silverberg BS	5.25
Out-of-Town Travel	10/15/04	Silverberg BS	4.80
Out-of-Town Travel	10/15/04	Silverberg BS	6.00
Out-of-Town Travel	10/15/04	Silverberg BS	5.00
		<b>TOTAL OUT-OF-TOWN TRAVEL</b>	<b>\$200.21</b>
Messengers/ Courier	10/08/04	Dist Serv/Mail/Page, D	21.26
Messengers/ Courier	10/10/04	Dist Serv/Mail/Page, D	21.26
Messengers/ Courier	10/26/04	Dist Serv/Mail/Page, D	11.75

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

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$54.27</b>
Out-of-Town Meals	10/14/04	Silverberg BS	24.75
Out-of-Town Meals	10/15/04	Silverberg BS	16.69
Out-of-Town Meals	10/15/04	Silverberg BS	7.53
		<b>TOTAL OUT-OF-TOWN MEALS</b>	<b>\$48.97</b>
		<b>TOTAL MATTER</b>	<b>\$880.09</b>



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

RCN Corporation (DIP)  
Employee Matters (General)

Bill Date: 11/22/04  
Bill Number: 1033935

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	10/15/04	Copy Center, D	25.80
		TOTAL IN-HOUSE REPRODUCTION	\$25.80
Westlaw	10/14/04	Dowd AA	94.64
		TOTAL WESTLAW	\$94.64
		TOTAL MATTER	\$120.44

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

RCN Corporation (DIP)  
Executory Contracts (Personalty)

Bill Date: 11/22/04  
Bill Number: 1033935

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	10/29/04	Telecommunications, D	1.27
Telephone Expense	10/29/04	Telecommunications, D	0.01
Telephone Expense	10/29/04	Telecommunications, D	0.02
Telephone Expense	10/29/04	Telecommunications, D	0.11
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$1.41</b>
		<b>TOTAL MATTER</b>	<b>\$1.41</b>

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

RCN Corporation (DIP)  
Financing (DIP and Emergence)

Bill Date: 11/22/04  
Bill Number: 1033935

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	10/29/04	Telecommunications, D	5.70
Telephone Expense	10/29/04	Telecommunications, D	0.09
Telephone Expense	10/29/04	Telecommunications, D	0.08
Telephone Expense	10/29/04	Telecommunications, D	0.59
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$6.46</b>
Outside Research/Internet Services	07/09/04	Pacer Service Center	5.39
Outside Research/Internet Services	10/08/04	Pacer Service Center	2.87
		<b>TOTAL OUTSIDE RESEARCH/INTERNET SERVICES</b>	<b>\$8.26</b>
		<b>TOTAL MATTER</b>	<b>\$14.72</b>

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

RCN Corporation (DIP)  
Insurance

Bill Date: 11/22/04  
Bill Number: 1033935

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	10/01/04	Copy Center, D	27.20
In-house Reproduction	10/01/04	Copy Center, D	11.60
In-house Reproduction	10/05/04	Copy Center, D	1.20
In-house Reproduction	10/12/04	Copy Center, D	0.40
In-house Reproduction	10/22/04	Copy Center, D	8.40
In-house Reproduction	10/29/04	Copy Center, D	9.00
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$57.80</b>
Lexis/Nexis	10/22/04	Kelly BP	101.79
Lexis/Nexis	10/23/04	Kelly BP	148.82
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$250.61</b>
Westlaw	10/13/04	Desgrosseillier ML	39.82
Westlaw	10/13/04	Friedman LE	37.70
Westlaw	10/14/04	Friedman LE	160.26
		<b>TOTAL WESTLAW</b>	<b>\$237.78</b>
Messengers/ Courier	10/01/04	Dist Serv/Mail/Page, D	12.08
Messengers/ Courier	10/03/04	Comet Messenger Service	5.50
Messengers/ Courier	10/04/04	Dist Serv/Mail/Page, D	21.26
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$38.84</b>
Outside Research/Internet Services	10/08/04	Pacer Service Center	8.26
		<b>TOTAL OUTSIDE RESEARCH/INTERNET SERVICES</b>	<b>\$8.26</b>
		<b>TOTAL MATTER</b>	<b>\$593.29</b>

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

RCN Corporation (DIP)  
Litigation (General)

Bill Date: 11/22/04  
Bill Number: 1033935

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	10/01/04	Copy Center, D	0.30
In-house Reproduction	10/05/04	Copy Center, D	9.00
In-house Reproduction	10/08/04	Copy Center, D	405.00
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$414.30</b>
Telephone Expense	10/12/04	Telecommunications, D	0.06
Telephone Expense	10/29/04	Telecommunications, D	4.78
Telephone Expense	10/29/04	Telecommunications, D	0.08
Telephone Expense	10/29/04	Telecommunications, D	0.07
Telephone Expense	10/29/04	Telecommunications, D	0.51
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$5.50</b>
Non-standard/Outside Reproduction	09/14/04	Landmark Document Services	2,914.45
Non-standard/Outside Reproduction	09/17/04	Greenberg Traurig, LLP	4,400.62
		<b>TOTAL NON-STANDARD/OUTSIDE REPRODUCTION</b>	<b>\$7,315.07</b>
Westlaw	10/21/04	Desgrosseillier ML	70.68
Westlaw	10/21/04	Friedman LE	33.21
Westlaw	10/21/04	Desgrosseillier ML	33.71
		<b>TOTAL WESTLAW</b>	<b>\$137.60</b>
Out-of-Town Travel	09/09/04	Davis EM	40.00
Out-of-Town Travel	09/09/04	Davis EM	281.21
		<b>TOTAL OUT-OF-TOWN TRAVEL</b>	<b>\$321.21</b>
Filing/Court Fees	10/01/04	Sasm&F Chicago	150.00
		<b>TOTAL FILING/COURT FEES</b>	<b>\$150.00</b>
Messengers/ Courier	10/03/04	Comet Messenger Service	64.80
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$64.80</b>
Outside Research/Internet Services	07/09/04	Pacer Service Center	188.79

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

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Outside Research/Internet Services	10/01/04	LexisNexis Courtlink Inc.	5.00
Outside Research/Internet Services	10/08/04	Pacer Service Center	0.07
Outside Research/Internet Services	10/08/04	Pacer Service Center	18.62
		<b>TOTAL OUTSIDE RESEARCH/INTERNET SERVICES</b>	<b>\$212.48</b>
Telco-Non Astra	10/22/04	Telecommunications, D	1.56
		<b>TOTAL TELCO-NON ASTRA</b>	<b>\$1.56</b>
		<b>TOTAL MATTER</b>	<b>\$8,622.52</b>

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

RCN Corporation (DIP)  
Nonworking Travel Time

Bill Date: 11/22/04  
Bill Number: 1033935

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	10/29/04	Telecommunications, D	2.44
Telephone Expense	10/29/04	Telecommunications, D	0.04
Telephone Expense	10/29/04	Telecommunications, D	0.02
Telephone Expense	10/29/04	Telecommunications, D	0.24
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$2.74</b>
		<b>TOTAL MATTER</b>	<b>\$2.74</b>

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

RCN Corporation (DIP)  
Regulatory and SEC Matters

Bill Date: 11/22/04  
Bill Number: 1033935

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	10/01/04	Copy Center, D	30.80
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$30.80</b>
Telephone Expense	10/29/04	Telecommunications, D	3.85
Telephone Expense	10/29/04	Telecommunications, D	0.07
Telephone Expense	10/29/04	Telecommunications, D	0.06
Telephone Expense	10/29/04	Telecommunications, D	0.41
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$4.39</b>
Westlaw	10/01/04	Beaulieu J	16.09
Westlaw	10/02/04	Rockness D	164.68
		<b>TOTAL WESTLAW</b>	<b>\$180.77</b>
Messengers/ Courier	09/30/04	Dist Serv/Mail/Page, D	21.26
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$21.26</b>
		<b>TOTAL MATTER</b>	<b>\$237.22</b>



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

RCN Corporation (DIP)  
Reorganization Plan/Plan Sponsors

Bill Date: 11/22/04  
Bill Number: 1033935

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	10/08/04	Copy Center, D	34.30
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$34.30</b>
Telephone Expense	10/29/04	Telecommunications, D	13.75
Telephone Expense	10/29/04	Telecommunications, D	0.23
Telephone Expense	10/29/04	Telecommunications, D	0.21
Telephone Expense	10/29/04	Telecommunications, D	1.46
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$15.65</b>
Lexis/Nexis	10/01/04	Kelly BP	8.77
Lexis/Nexis	10/05/04	Straus AG	127.13
Lexis/Nexis	10/15/04	Straus AG	63.57
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$199.47</b>
Westlaw	10/11/04	Taouchanova VE	204.36
		<b>TOTAL WESTLAW</b>	<b>\$204.36</b>
Messengers/ Courier	10/15/04	Straightline Courier	22.60
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$22.60</b>
Outside Research/Internet Services	07/09/04	Pacer Service Center	288.26
		<b>TOTAL OUTSIDE RESEARCH/INTERNET SERVICES</b>	<b>\$288.26</b>
Contracted Catering-NY	10/01/04	Baker DJ	299.37
Contracted Catering-NY	10/05/04	Matz TJ	179.62
Contracted Catering-NY	10/06/04	Matz TJ	269.43
Contracted Catering-NY	10/08/04	Baker DJ	449.06
Contracted Catering-NY	10/15/04	Baker DJ	299.37
Contracted Catering-NY	10/18/04	Baker DJ	59.87
Contracted Catering-NY	10/19/04	Baker DJ	119.75
Contracted Catering-NY	10/22/04	Baker DJ	299.37
		<b>TOTAL CONTRACTED CATERING- NY</b>	<b>\$1,975.84</b>

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

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
		<b>TOTAL MATTER</b>	<b>\$2,740.48</b>

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

RCN Corporation (DIP)  
Reports and Schedules

Bill Date: 11/22/04  
Bill Number: 1033935

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	10/29/04	Telecommunications, D	0.08
Telephone Expense	10/29/04	Telecommunications, D	0.02
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$0.10</b>
		<b>TOTAL MATTER</b>	<b>\$0.10</b>

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

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

Bill Date: 11/22/04  
Bill Number: 1033935

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	10/01/04	Copy Center, D	7.80
In-house Reproduction	10/05/04	Copy Center, D	16.40
In-house Reproduction	10/08/04	Copy Center, D	11.00
In-house Reproduction	10/15/04	Copy Center, D	12.10
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$47.30</b>
Telephone Expense	10/29/04	Telecommunications, D	4.64
Telephone Expense	10/29/04	Telecommunications, D	0.08
Telephone Expense	10/29/04	Telecommunications, D	0.07
Telephone Expense	10/29/04	Telecommunications, D	0.48
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$5.27</b>
		<b>TOTAL MATTER</b>	<b>\$52.57</b>

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

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

Bill Date: 11/22/04  
Bill Number: 1033935

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	10/29/04	Telecommunications, D	0.26
Telephone Expense	10/29/04	Telecommunications, D	0.01
		TOTAL TELEPHONE EXPENSE	\$0.27
		TOTAL MATTER	\$0.27

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

RCN Corporation (DIP)  
Secured Claims

Bill Date: 11/22/04  
Bill Number: 1033935

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	10/12/04	Copy Center, D	0.20
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$0.20</b>
Telephone Expense	10/29/04	Telecommunications, D	0.18
Telephone Expense	10/29/04	Telecommunications, D	0.03
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$0.21</b>
		<b>TOTAL MATTER</b>	<b>\$0.41</b>

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

RCN Corporation (DIP)  
Tax Matters

Bill Date: 11/22/04  
Bill Number: 1033935

Disbursement	Date	Vendor/ <del>Employee</del> /Dept.	Amount
Telephone Expense	10/29/04	Telecommunications, D	0.97
Telephone Expense	10/29/04	Telecommunications, D	0.01
Telephone Expense	10/29/04	Telecommunications, D	0.01
Telephone Expense	10/29/04	Telecommunications, D	0.08
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$1.07</b>
Messengers/ Courier	10/15/04	Straightline Courier	57.80
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$57.80</b>
		<b>TOTAL MATTER</b>	<b>\$58.87</b>

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

RCN Corporation (DIP)  
Erisa Litigation

Bill Date: 11/22/04  
Bill Number: 1033935

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	10/12/04	Copy Center, D	20.90
In-house Reproduction	10/15/04	Copy Center, D	4.00
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$24.90</b>
Telephone Expense	10/29/04	Telecommunications, D	4.69
Telephone Expense	10/29/04	Telecommunications, D	0.08
Telephone Expense	10/29/04	Telecommunications, D	0.07
Telephone Expense	10/29/04	Telecommunications, D	0.48
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$5.32</b>
		<b>TOTAL MATTER</b>	<b>\$30.22</b>
		<b>TOTAL CLIENT</b>	<b>\$31,149.02</b>