

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
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(Member of the Firm)  
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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  
NOVEMBER 1, 2004 THROUGH NOVEMBER 30, 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 November 1, 2004 through November 30, 2004 (the "Fee Period"), in accordance with the Court's June 22, 2004, Administrative Order Under 11 U.S.C. §§ 105 And 331 Establishing Procedures For Interim Compensation And Reimbursement Of Expenses Of Professionals, the Court's Administrative Orders dated June 20, 1991 and April 19, 1995, and The United States Trustee Guidelines For Reviewing Applications For Compensation And Reimbursement

Of Expenses Filed Under 11 U.S.C. § 330, dated January 30, 1996.<sup>1</sup> Skadden, Arps' retention as 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> Skadden, Arps reserves the right to amend the amounts listed in the event that a subsequent review of its books and records reveals that additional professional services were rendered or expenses were incurred on behalf of the Debtors 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  
NOVEMBER 1, 2004 THROUGH NOVEMBER 30, 2004<sup>2</sup>**

<u>NAME</u>	<u>YEAR OF ADMISSION</u>	<u>RATE</u>	<u>HOURS</u>	<u>AMOUNT</u>
<b><u>PARTNERS</u></b>				
D. J. (Jan) Baker	1973	\$760	126.50	\$ 96,140.00
Anthony W. Clark	1979	735	5.10	3,748.50
Eric M. Davis	1992	298	2.30	684.25
		595	98.60	58,667.00
Howard L. Ellin	1991	735	7.50	5,512.50
Maxwell M. Miller	1988	720	8.60	6,192.00
Matthew A. Rosen	1976	760	5.10	3,876.00
Alan G. Straus	1978	720	131.90	94,968.00
	<b>TOTAL PARTNERS</b>		<b>385.60</b>	<b>\$269,788.25</b>
<b><u>COUNSEL</u></b>				
Thomas J. Matz	1976	\$495	162.60	\$ 80,487.00
Mark A. McDermott	1991	248	15.00	3,712.50
		495	104.40	51,678.00
	<b>TOTAL COUNSEL</b>		<b>282.00</b>	<b>\$135,877.50</b>
<b><u>ASSOCIATES</u></b>				
Kris Agarwal	2003	\$395	71.90	\$ 28,400.50
John E. Alessi	2003	320	60.30	19,296.00
Jeremy S. Bloom	2002	395	127.10	50,204.50
Colleen M. Cassidy	2000	420	5.40	2,268.00
Grenville R. Day	1998	460	95.60	43,976.00
Mark L. Desgrosseillier	1999	440	103.90	45,716.00
Stacy-Ann J. Elvy	PENDING	250	8.00	2,000.00
Michael A. Gentry	PENDING	250	79.60	19,900.00

<sup>2</sup> As an accommodation to the Debtors, Skadden, Arps has voluntarily reduced its fees by \$16,032.50, which represents time for partners, counsel, associates, and paraprofessionals billing less than five (5) hours during this period.

Robert A. Greebel	2002	395	80.70	31,876.50
Jeffrey A. Greenblatt	1997	475	44.40	21,090.00
Brian P. Kelly	2001	210	1.00	210.00
		420	123.60	51,912.00
Evan A. Michael	2003	355	27.20	9,656.00
Frederick D. Morris	1995	245	0.50	122.50
		490	134.50	65,905.00
Bennett S. Silverberg	2001	420	80.10	33,642.00
Venera E. Taouchanova	1997	440	70.60	31,064.00
Sina Toussi	1995	475	131.50	62,462.50
	TOTAL ASSOCIATES		1,245.90	\$519,701.50
PARAPROFESSIONALS				
Douglas Culhane		\$135	6.00	\$ 810.00
Nancy E. Pichardo		55	15.90	874.50
William E. Ross		120	7.00	840.00
Adriana G. Salazar		120	115.90	13,908.00
Yolande Scott-Clarke		120	5.00	600.00
Jennifer M. Wilson		55	17.70	973.50
	TOTAL PARAPROFESSIONALS		167.50	\$ 18,006.00
		TOTAL	2,081.00	\$943,373.25

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  
NOVEMBER 1, 2004 THROUGH NOVEMBER 30, 2004**

<u>NAME</u>	<u>YEAR OF ADMISSION</u>	<u>RATE</u>	<u>HOURS</u>	<u>AMOUNT</u>
<b><u>PARTNERS</u></b>				
Allison L. Amorison	1993	\$595	1.00	\$ 595.00
Ronald C. Barusch	1978	760	1.60	1,216.00
Margaret A. Brown	1979	720	0.80	576.00
Howard L. Ellin	1991	735	4.00	2,940.00
Richard R. Kalikow	1975	720	0.30	216.00
Peter J. Neckles	1978	760	24.50	18,620.00
Randall J. Rademaker	1982	760	1.50	1,140.00
David C. Reamer	1990	680	0.50	340.00
<b>TOTAL PARTNERS</b>			<b>34.20</b>	<b>\$ 25,643.00</b>
<b><u>OF COUNSEL</u></b>				
Joseph W. Halliday	1964	\$760	2.10	\$ 1,596.00
<b>TOTAL OF COUNSEL</b>			<b>2.10</b>	<b>\$ 1,596.00</b>
<b><u>COUNSEL</u></b>				
Joy E. Maddox	1988	\$495	0.80	\$ 396.00
Peter T. McKeon	1979	495	0.50	247.50
Sooryun Youn	1994	495	19.10	9,454.50
<b>TOTAL COUNSEL</b>			<b>20.40</b>	<b>\$ 10,098.00</b>
<b><u>ASSOCIATES</u></b>				
Kris Agarwal	2003	\$395	3.10	\$ 1,224.50
Scott Brown	1998	475	3.10	1,472.50
Grenville R. Day	1998	460	4.10	1,886.00
Jeffrey A. Greenblatt	1997	475	2.60	1,235.00
Mahesh Joshi	2004	320	6.80	2,176.00
Radha Kapoor	2003	420	92.90	39,018.00
Brian P. Kelly	2001	420	12.10	5,082.00

Frederick D. Morris	1995	490	12.30	6,027.00
Aubry D. Smith	1996	490	15.50	7,595.00
Stephanie L. Teicher	1997	490	115.30	56,497.00
	<b>TOTAL ASSOCIATES</b>		<b>267.80</b>	<b>\$122,213.00</b>
<b><u>PARAPROFESSIONALS</u></b>				
Lynn T. Buckley		\$195	2.00	\$ 390.00
Susan E. Day		135	0.50	67.50
Brendan J. Gallagher		135	3.00	405.00
Norman K. Isaksson		135	1.00	135.00
Tracey L. Lewis		160	1.00	160.00
Johan Mathew		120	1.60	192.00
Michael C. McGuire		195	0.90	175.50
Laura A. Medlin		135	0.70	94.50
Kathleen M. Pritz		195	0.30	58.50
Faith C. Robinson		170	38.10	6,477.00
Nathan Vieira-Ducey		120	25.40	3,048.00
Cora L. Yeung		120	1.10	132.00
	<b>TOTAL PARAPROFESSIONALS</b>		<b>75.60</b>	<b>\$ 11,335.00</b>
	<b>TOTAL</b>		<b>400.10</b>	<b>\$170,885.00</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>3</sup>

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<sup>3</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 NOVEMBER 1, 2004 THROUGH NOVEMBER 30, 2004<sup>4</sup>**

Computer Legal Research	\$ 4,478.07
Long Distance Telephone	458.73
Outside Telephone	48.50
In-House Reproduction (@\$.10 per page)	1,953.04
Outside Research	783.87
Court Reporting	691.00
Local Travel	136.47
Out-Of-Town Travel	1,286.43
Courier & Express Carriers (e.g., Federal Express) <sup>5</sup>	369.39
Postage	27.62
Electronic Document Management	308.24
Other	<u>24,953.24</u>

**CLIENT TOTAL: \$35,494.60**

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

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<sup>4</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>5</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:

- Litigation. Skadden, Arps' attorneys spent significant time assisting the Debtors in connection with their efforts relating to the City of Chicago and Kemper settlement discussions.
- Financing. Skadden, Arps' attorneys spent significant time negotiating and drafting documents relating to the various financing facilities.
- 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 discussions and meetings.
- Claims Administration. Skadden, Arps' attorneys continued to spend considerable time assessing the validity of various claims and responding to various claims.

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>6</sup> Attorneys also worked on issues associated with Starpower Communications, LLC.

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<sup>6</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  
NOVEMBER 1, 2004 THROUGH NOVEMBER 30, 2004**

**FEES AND EXPENSES FOR DEBTORS**

TOTAL PROFESSIONAL FEES	\$943,373.25
TOTAL DISBURSEMENTS	<u>\$35,494.60</u>
<u>TOTAL FEES AND DISBURSEMENTS FOR THE FEE PERIOD</u>	<u>\$978,867.85</u>
80% OF PROFESSIONAL FEES	\$754,698.60
100% OF DISBURSEMENTS	<u>\$35,494.60</u>
<u>TOTAL AMOUNT LESS 20% HOLDBACK</u>	<u>\$790,193.20</u>

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

TOTAL PROFESSIONAL FEES	\$170,885.00
TOTAL DISBURSEMENTS	<u>\$3,508.13</u>
<u>TOTAL FEES AND DISBURSEMENTS FOR THE FEE PERIOD</u>	<u>\$174,393.13</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  
December 20, 2004

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

/s/ D.J. Baker  
D. J. Baker (DB 0085)  
(Member of the Firm)  
Frederick D. Morris (FM 6564)  
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(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: 12/16/04  
Bill Number: 1038000**

NAME	DATE	HOURS	DESCRIPTION
DAVIS EM	11/02/04	1.30	WORK ON FORM OF 10-Q.
DAVIS EM	11/03/04	1.30	REVIEW, REVISE AND OFFER LANGUAGE FOR 10-Q.
DAVIS EM	11/08/04	0.80	CONT. WORK ON LANGUAGE FOR 10-Q.
DAVIS EM	11/12/04	1.10	CONTINUE TO REVISE 10-Q.
DAVIS EM	11/15/04	1.30	ANALYZE AND COMMENT ON MULTIPLE VERSIONS OF THE 10-Q.
		<b>5.80</b>	
ELLIN HL	11/03/04	3.00	CONF. CALL W/ P. BRADSHAW, D. ROYSTER, R. GREEBEL AND M. GERBER RE: SOX ISSUES (1.0); ANALYSIS OF SOX ISSUES, ACCOUNTING ISSUES, EXCHANGE ISSUES (2.0).
ELLIN HL	11/16/04	1.00	REVIEW WARRANT AGREEMENT.
ELLIN HL	11/19/04	1.50	CONF. CALL W/D. ROYSTER (.5); REVIEW MATERIALS (1.0).
ELLIN HL	11/23/04	2.00	REVIEW 8-K PRESS RELEASE (.5); CONF. CALL RE: 8-K W/ RCN (.5); AUDIT COMMITTEE ISSUES (1.0).
		<b>7.50</b>	
STRAUS AG	11/12/04	1.20	CONF. CALLS AND REVISIONS OF DOCUMENTS RE: 10-Q.
STRAUS AG	11/15/04	1.25	REVIEW AND REVISION OF 10-Q, INCLUDING CONF. CALLS RE: SAME.
STRAUS AG	11/23/04	2.75	DISCUSSIONS AND CONF. CALLS RE: PROCESS OF TRANSITION BETWEEN ACCOUNTING FIRMS, INCLUDING REVIEW OF DRAFT 8-K AND PREPARATION OF LETTERS TO ACCOUNTING FIRMS RE: PROCEDURES AND DISCUSSION W/ T. JANSON RE: SAME.
STRAUS AG	11/24/04	0.40	REVIEW OF 8-K DRAFT RE: PLAN SUPPLEMENT AND DISCUSS SAME INTERNALLY.
STRAUS AG	11/27/04	3.70	CONTINUE TO REVISE OFFERING CIRCULAR.
STRAUS AG	11/28/04	3.20	CONTINUE TO REVISE OFFERING CIRCULAR.
		<b>12.50</b>	
<b>Total Partner</b>		<b>25.80</b>	
MORRIS FD	11/02/04	2.80	REVIEW AND REVISE 10-Q AND WORK RE: SAME.

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

MORRIS FD	11/03/04	0.40	T. CONF. W/ P. BRADSHAW AND J. HAKIM RE: 10-Q.
MORRIS FD	11/04/04	1.10	T. CONF. W/ P. BRADSHAW RE: 10-Q (.3); REVIEW 12B-25 NOTICE AND WORK RE: SAME (.3); WORK RE: REVISIONS TO 10-Q (.5).
MORRIS FD	11/08/04	0.70	WORK RE: 10-Q.
MORRIS FD	11/10/04	1.70	T. CONF. W/ P. HOGAN AND B. WORRALL RE: 10-Q (.2); WORK RE: 10-Q AND RELATED DISCLOSURE ISSUES (1.3); T. CONF. W/ P. HOGAN AND R. GREEBEL RE: 10-Q AND DISCLOSURE ISSUES (.2).
MORRIS FD	11/11/04	5.90	T. CONF. W/ P. BRADSHAW RE: 10-Q (.2); T. CONF. W/ P. HOGAN AND A. STRAUS RE: RATINGS AGENCY (.2); T. CONF. W/ P. BRADSHAW AND J. HAKIM RE: 10-Q (.3); T. CONF. W/ J. KIDDOO RE: 10-Q (.4); WORK RE: REVISIONS TO 10-Q (4.8).
MORRIS FD	11/12/04	2.30	WORK RE: 10-Q (1.9); T. CONF. W/ P. BRADSHAW, B. WORRALL AND P. HOGAN RE: DISCLOSURE ISSUES (.2); T. CONF. W/ B. WORRALL AND A. STRAUS RE: DISCLOSURE ISSUE (.2).
MORRIS FD	11/14/04	1.50	WORK RE: 10-Q.
MORRIS FD	11/15/04	1.90	T. CONF. W/ D. KORTREY RE: 10-Q, CLAIMS OBJECTION (.4); WORK RE: 10-Q (1.2); T. CONF. W/ D. ROYSTER RE: 10-Q AND COMMITTEE PLEADINGS (.3).
MORRIS FD	11/16/04	0.20	REVIEW PROPOSED EARNINGS PRESS RELEASE.
MORRIS FD	11/17/04	0.40	WORK RE: POST-CONSUMMATION LISTING ISSUES.
MORRIS FD	11/22/04	0.30	WORK RE: PRESS RELEASE.
MORRIS FD	11/23/04	2.70	REVIEW PROPOSED PRESS RELEASE (.8); T. CONF. W/ J. KATZ RE: PRESS RELEASE (.2); T. CONF. W/ J. DOWNING RE: PRESS RELEASE, BONDHOLDER TREATMENT INQUIRY (.3); REVIEW PROPOSED 8-K AND WORK RE: SAME (.6); WORK RE: SECURITIES LAW DISCLOSURE ISSUES (.8).
MORRIS FD	11/24/04	1.10	WORK RE: AUDITOR 8-K (.3); WORK RE: PLAN SUPPLEMENT DISCLOSURE ISSUES (.8).
		23.00	
Total Associate		23.00	
TOTAL TIME		<u>48.80</u>	

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

RCN Corporation (DIP)  
Asset Dispositions (Real Property)

Bill Date: 12/16/04  
Bill Number: 1038000

NAME	DATE	HOURS	DESCRIPTION
GREEBEL RA	11/01/04	0.50	REVIEW STARPOWER MARK-UP.
GREEBEL RA	11/04/04	6.40	CONTINUE REVIEWING DRAFT STARPOWER PURCHASE AGREEMENT AND BEGIN DRAFTING MARK-UP RE: STARPOWER (6.1) CONVERSATIONS W/P. BRADSHAW RE: STARPOWER (.3).
GREEBEL RA	11/05/04	3.70	REVIEW AND REVISE STARPOWER MARK-UP.
GREEBEL RA	11/08/04	2.10	REVISE AND REVIEW STARPOWER AGREEMENT.
GREEBEL RA	11/09/04	1.20	CONVERSATIONS W/ P. BRADSHAW RE: STARPOWER (.5); REVISE STARPOWER PURCHASE AGREEMENT (.4); MEET H. ELLIN RE: STARPOWER (.2); CONFER W/ J. NISA (.1).
GREEBEL RA	11/10/04	2.90	BRADSHAW RE: REVIEW DRAFT PURCHASE AGREEMENT.
GREEBEL RA	11/12/04	1.40	BEGIN TO REVIEW COMMENTS ON STARPOWER DRAFT (1.0); CONVERSATION W/ P. BRADSHAW RE: STARPOWER COMMENTS (.4).
GREEBEL RA	11/22/04	2.10	CONF. CALL W/ D. ROYSTER AND J. DUBEL RE: STARPOWER (1.0); BEGIN TO REVISE DRAFT STARPOWER SPA (1.1).
GREEBEL RA	11/24/04	1.70	REVISE STARPOWER PURCHASE AGREEMENT (1.1); CONVERSATION W/ J. NISA RE: STARPOWER (.5); CONVERSATIONS W/ D. ROYSTER RE: STARPOWER (.1).
GREEBEL RA	11/26/04	4.50	CONTINUE TO REVISE STARPOWER PURCHASE AGREEMENT.
GREEBEL RA	11/28/04	2.00	CONTINUE TO REVIEW STARPOWER PURCHASE AGREEMENT REVISION FOR ESCROW PROVISION.
GREEBEL RA	11/29/04	0.80	CONVERSATIONS W/ D. ROYSTER RE: STARPOWER (.3); CONVERSATIONS W/ D. KORTREY RE: STARPOWER (.4); CONFER W/ H. ELLIN RE: STARPOWER (.1).
GREEBEL RA	11/30/04	0.30	CONVERSATIONS W/ D. KORTREY (.1), R. MORRIS (.1) & H. ELLIN (.1) RE: STARPOWER.
		<b>29.60</b>	
MICHAEL EA	11/05/04	1.50	REVIEW OF STARPOWER AGREEMENT.
MICHAEL EA	11/09/04	1.90	REVIEW AND COMMENT TO STARPOWER AGREEMENT.

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

MICHAEL EA	11/22/04	1.70	CALL RE: MICROWAVE AGREEMENT (.7); REVIEW OF MICROWAVE PURCHASE AGREEMENT (1.0).
		5.10	
Total Associate		34.70	
TOTAL TIME		<u>34.70</u>	



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

**RCN Corporation (DIP)  
Automatic Stay (Relief Actions)**

**Bill Date: 12/16/04  
Bill Number: 1038000**

<b>NAME</b>	<b>DATE</b>	<b>HOURS</b>	<b>DESCRIPTION</b>
MATZ TJ	11/04/04	0.20	FOLLOW UP RE: D. CRAIG LIFT STAY OF MOTION.
MATZ TJ	11/08/04	0.20	CALL W/ CHAMBERS RE: D. CRAIG LIFT STAY.
MATZ TJ	11/15/04	0.20	CALL W/ CHAMBERS RE: D. CRAIG WITHDRAWAL OF LIFT STAY MOTION.
		0.60	
<b>Total Counsel</b>		0.60	
TAOUCHANOVA VE	11/22/04	6.00	WORK ON D. CRAIG APPEAL (1.0); RESEARCH ISSUES RE: STANDARD OF REVIEW (2.9); REVISE COUNTER-DESIGNATION STATEMENT (2.1).
		6.00	
<b>Total Associate</b>		6.00	
<b>TOTAL TIME</b>		<u><b>6.60</b></u>	

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

RCN Corporation (DIP)  
Case Administration

Bill Date: 12/16/04  
Bill Number: 1038000

NAME	DATE	HOURS	DESCRIPTION
STRAUS AG	11/11/04	1.00	TEAM PLANNING MEETING.
		1.00	
<b>Total Partner</b>		1.00	
MATZ TJ	11/04/04	1.40	WORK ON CASE CALENDAR, TIMELINE RE: KEY DATES FOR ALIX PARTNERS (.4); CALL W/ A. HORVAT RE: SAME (.6); REVIEW AND REVISE EMPLOYEE CLAIMS RESPONSES AND RESOLUTIONS (.4).
MATZ TJ	11/05/04	0.30	REVIEW AND REVISE CASE CALENDAR AND TIME LINE.
MATZ TJ	11/11/04	1.50	UPDATE OUTSTANDING MATTERS (.5); TEAM MEETING RE: ONGOING AND OUTSTANDING MATTERS (1.0).
MATZ TJ	11/19/04	0.20	REVIEW AGENDA FOR COURT HEARING ON NOVEMBER 23.
		3.40	
MCDERMOTT MA	11/03/04	1.90	ATTEND HEARING ON EXCLUSIVITY, OMNIBUS CLAIM OBJECTION, AND FINANCING MOTION.
MCDERMOTT MA	11/04/04	0.40	CALL T. MATZ RE: VARIOUS OUTSTANDING MATTERS (.2); ATTENTION CORRESPONDENCE VARIOUS MATTERS (.2).
MCDERMOTT MA	11/10/04	1.90	PREPARE AGENDA FOR TEAM MEETING AND RELATED ITEMS, INCLUDING TASK LISTS, CALENDAR, AND RELATED PAPERS (1.6); CALLS W/ J. BAKER AND T. MATZ RE: SAME (.3).
MCDERMOTT MA	11/11/04	2.10	WEEKLY TEAM MEETING RE: ALL OUTSTANDING MATTERS (1.0); CORRESPONDENCE W/ T. COLEMAN AND A. HORVAT RE: HEARING PREPARATION (.4); ATTENTION TO OUTSTANDING TASKS, CALENDAR, AND RELATED TEAM ASSIGNMENTS (.7).
MCDERMOTT MA	11/12/04	0.90	ATTENTION TO VARIOUS TASKS, CALENDARED ITEMS, AND RELATED ITEMS, INCLUDING MATTERS FOR NOVEMBER 16 OMNIBUS HEARING (.3); CORRESPONDENCE W/ SEVERAL PARTIES RE: OUTSTANDING MATTERS AND ATTENTION STATUS RE: SAME (.6).
MCDERMOTT MA	11/21/04	2.90	REVIEW AGENDAS AND OUTSTANDING TASK LISTS AND RELATED ITEMS (.6); REVIEW OF CORRESPONDENCE RE: VARIOUS OUTSTANDING MATTERS, INCLUDING E-MAILS AND RELATED ITEMS (2.3).

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

MCDERMOTT MA	11/22/04	0.70	CORRESPONDENCE W/ TEAM RE: SEVERAL OUTSTANDING TASKS AND RELATED ITEMS IN LIEU OF MEETING (.4); CALLS T. MATZ RE: STATUS OF SEVERAL OUTSTANDING MATTERS (.3).
MCDERMOTT MA	11/23/04	0.80	WORK ON OUTSTANDING TASK LISTS AND RELATED CALENDAR OF EVENTS IN ANTICIPATION OF CONFIRMATION AND CIRCULATE TO TEAM.
		11.60	
<b>Total Counsel</b>		15.00	
AGARWAL K	11/01/04	0.30	ATTENTION TO SERVICE ISSUES.
AGARWAL K	11/10/04	0.10	ATTENTION TO MEETING AGENDA.
AGARWAL K	11/11/04	1.00	MEETING W/ SKADDEN TEAM RE: PLAN SUPPLEMENTS DOCS AND EXIT FACILITY ISSUES.
AGARWAL K	11/12/04	0.20	ATTENTION TO SERVICE ISSUES.
AGARWAL K	11/15/04	0.30	REVIEW DOCKET.
AGARWAL K	11/16/04	0.20	ATTENTION TO SERVICE ISSUES.
AGARWAL K	11/19/04	0.20	REVIEW DOCKET.
AGARWAL K	11/22/04	0.20	REVIEW DOCKET.
AGARWAL K	11/29/04	0.20	ATTENTION TO SERVICE ISSUES.
		2.70	
BLOOM JS	11/11/04	1.00	INTERNAL MEETING AND FOLLOW UP.
		1.00	
KELLY BP	11/01/04	2.10	PREPARE AGENDA FOR NOVEMBER 3 HEARING (1.2); COORDINATE FILING AND SERVICE OF AGENDA (.6); CORRESPONDENCE RE: HEARING (.3).
KELLY BP	11/02/04	2.90	PREPARE SPEAKING OUTLINE FOR HEARING (1.2); CORRESPONDENCE RE: STATUS OF EXCLUSIVITY ORDER (.4); FINALIZE EXCLUSIVITY ORDER (.2); PREPARATION FOR NOVEMBER 3 HEARING (1.1).
KELLY BP	11/03/04	1.00	REVIEW AND EDIT TIMELINE TO REFLECT RECENT DEVELOPMENTS AND ITEMS ON DOCKET.
KELLY BP	11/04/04	0.70	REVIEW AND EDIT TIMELINE.
KELLY BP	11/08/04	0.50	REVIEW AND EDIT TIMELINE.
KELLY BP	11/09/04	1.20	PREPARE AGENDA (.5); CORRESPONDENCE RE: HEARING (.7).

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

KELLY BP	11/11/04	1.90	REVIEW AND EDIT TIMELINE FOR CIRCULATION (.6); WEEKLY TEAM MEETING (1.0); PREPARE AGENDA FOR NOVEMBER 16 HEARING (.3).
KELLY BP	11/12/04	2.80	PREPARE HEARING AGENDA (1.1); PREPARE SPEAKING OUTLINE (1.4); PREPARE MATERIALS FOR HEARING (.3).
KELLY BP	11/15/04	11.50	PREPARE AGENDA (1.2); CORRESPONDENCE RE: STATUS OF MATTERS SCHEDULED FOR HEARING TOMORROW (2.8); PREPARE SPEAKING OUTLINE (2.5); PREPARE MATERIALS FOR HEARING (5.0).
KELLY BP	11/17/04	1.00	PREPARE FOR HEARING.
KELLY BP	11/18/04	0.50	REVIEW DOCKET AND UPDATE TIMELINE.
KELLY BP	11/19/04	1.10	INTERNAL CORRESPONDENCE RE: AFFIDAVITS OF PUBLICATION FOR VARIOUS NOTICES (.5); PREPARE AGENDA FOR NOVEMBER 23 HEARING (.4); REVIEW DOCKET AND UPDATE TIMELINE (.2).
KELLY BP	11/20/04	0.20	PREPARE NOVEMBER 23 HEARING AGENDA.
KELLY BP	11/22/04	7.80	PREPARE AGENDA FOR NOVEMBER 23 HEARING (1.7); CORRESPONDENCE RE: MATTERS SCHEDULED FOR HEARING (1.5); RESPOND TO CALLS FROM STOCKHOLDERS (.2); REVIEW DOCKET AND UPDATE TIMELINE (.4); PREPARE SPEAKING OUTLINE FOR NOVEMBER 23 HEARING (1.2); PREPARE MATERIALS FOR NOVEMBER 23 HEARING (2.8).
KELLY BP	11/29/04	1.60	REVIEW DOCKET AND UPDATE TIMELINE.
KELLY BP	11/30/04	2.70	PREPARE MATERIALS FOR HEARING (.7); DRAFT AGENDA LETTER FOR HEARING (1.2); PREPARE SPEAKING OUTLINE FOR HEARING (.8).
		<b>39.50</b>	
MORRIS FD	11/01/04	0.50	REVIEW AGENDA (.2); REVIEW DOCKET, PLEADINGS (.3).
MORRIS FD	11/03/04	0.40	REVIEW DOCKET AND PLEADINGS.
MORRIS FD	11/04/04	0.40	REVIEW DOCKET AND PLEADINGS.
MORRIS FD	11/08/04	0.30	REVIEW DOCKET AND PLEADINGS.
MORRIS FD	11/09/04	0.90	WORK RE: CONFIRMATION STATUS (.4); REVIEW DOCKET, PLEADINGS (.3); WORK RE: EXCLUSIVITY STIPULATION (.2).
MORRIS FD	11/10/04	0.80	REVIEW DOCKET, PLEADINGS, HEARING TRANSCRIPT (.5); REVIEW CASE STATUS (.3).
MORRIS FD	11/15/04	1.60	WORK RE: AGENDA LETTER (.4); WORK RE: 11/15 HEARING PREPARATION (1.2).

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

MORRIS FD	11/17/04	0.40	REVIEW DOCKET AND PLEADINGS.
		5.30	
SILVERBERG BS	11/11/04	1.20	MEETING W/ INTERNAL RCN TEAM RE: PLANNING AND STRATEGY (1.0) AND FOLLOW UP (.2).
SILVERBERG BS	11/12/04	0.20	WORK ON ISSUES RE: NOTICE OF COMMENCEMENT.
SILVERBERG BS	11/15/04	2.50	PREPARE FOR 11/16 OMNIBUS HEARING.
SILVERBERG BS	11/16/04	2.00	ATTEND 11/16 OMNIBUS HEARING.
SILVERBERG BS	11/18/04	1.50	REVISE AGENDA FOR NOVEMBER 19 STATUS MEETING.
SILVERBERG BS	11/19/04	0.40	REVIEW DOCKET FOR AFFIDAVIT OF PUBLICATION RE: BAR DATE NOTICE AND FOLLOW UP RE: SAME.
SILVERBERG BS	11/22/04	0.30	T/C W/ K. GERBER RE: COURT DOCKET (.1); WORK RE: FILING DOCUMENTS UNDER SEAL (.2).
SILVERBERG BS	11/24/04	0.10	T/C W/ D. MARACHI RE: BONDHOLDER CLAIM.
SILVERBERG BS	11/29/04	1.00	WORK RE: PREPARATIONS FOR DEC 2 HEARING.
SILVERBERG BS	11/30/04	1.50	PREPARATIONS FOR 12/2 HEARING.
		10.70	
TOUSSI S	11/01/04	1.30	REVIEW DOCKET ENTRIES AND ADDRESS ISSUES RE: SAME (.6); CORRESPOND RE: INSURANCE CONTRACTS AND ASSUMPTIONS, CLAIMS (.7).
TOUSSI S	11/02/04	1.10	ADDRESS ISSUES RE: EXCLUSIVITY AND OTHER ITEMS SCHEDULED FOR WEDNESDAY HEARING (.8); REVIEW DOCKET FILINGS (.3).
TOUSSI S	11/03/04	3.70	ADDRESS AND RESOLVE CLOSING CHECKLIST ISSUES (1.5); EDIT AND REVISE CLOSING CHECKLIST (1.0); ADDRESS AND RESOLVE ISSUES RE: COURT HEARING AND SPEAKING OUTLINES (1.2).
TOUSSI S	11/04/04	2.00	ADDRESS AND RESOLVE ISSUES RE: CLOSING CHECKLIST (1.0); EDIT AND REVISE SAME (.7); REVIEW DOCKET ENTRIES AND COURT ORDERS RE: EXIT FINANCING (.3).
TOUSSI S	11/08/04	5.10	EDIT AND REVISE CLOSING CHECKLIST, ADDRESS AND RESOLVE ISSUES RE: SAME (2.5); REVIEW DOCKET ENTRIES (.3); STATUS MEETING TO REVIEW ACTION PLAN AND OUTSTANDING ISSUES (1.2); ADDRESS & RESOLVE ISSUES RE: CONFIRMATION ORDER AND BRIEF (1.1).

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

TOUSSI S	11/10/04	2.00	REVIEW MOTIONS RE: TEJAS FINANCING AND OTHER DOCKET ENTRIES (.6); REVIEW AND ANALYZE TIMELINE (.2); MEET W/ CLIENTS TO DISCUSS STATUS OF PRE-CONFIRMATION MATTERS (1.2).
TOUSSI S	11/11/04	0.80	MEETING TO DISCUSS STATUS (LEFT EARLY).
TOUSSI S	11/12/04	3.20	EDIT AND REVISE CLOSING CHECKLIST IN CONNECTION W/ MEETING W/ CLIENTS AND COMMENTS FROM OTHER THIRD-PARTIES (2.5); REVIEW PLAN CONFIRMATION PROFFERS (.7).
TOUSSI S	11/16/04	4.30	EDIT AND REVISE CONFIRMATION ORDER, RESEARCH ISSUES RE: SAME (2.5); REVIEW DOCKET ENTRIES RE: HEARING MATTERS ON AGENDA FOR 11/16 HEARING (.8); ADDRESS ISSUES RE: UPDATING CLOSING CHECKLIST (1.0).
TOUSSI S	11/17/04	2.10	REVIEW DOCKET ENTRIES, ADDRESS ISSUES RE: SAME (.8); EDIT AND REVISE CLOSING CHECKLIST (.6); REVIEW AND ADDRESS CORRESPONDENCE RE: OUTSTANDING ISSUES (.7).
TOUSSI S	11/18/04	0.90	REVIEW AGENDA FOR 11/19 HEARING (.6); REVIEW DUBEL/COLEMAN AFFIDAVITS, CONFORM SAME (.3).
TOUSSI S	11/19/04	0.70	ADDRESS ISSUES RE: HEARING.
		<b>27.20</b>	
<b>Total Associate</b>		<b>86.40</b>	
SALAZAR AG	11/01/04	2.30	EMAIL UPDATE ON RECENT COURT FILINGS (.2); UPDATE STATUS OF PLEADINGS ON CASE MANAGEMENT SYSTEM (.4); DRAFT AFFIDAVIT FOR BLACKSTONE GROUP SERVICE (.3); PREPARE AND FILE MOTION (1.4).
SALAZAR AG	11/02/04	3.60	EMAIL UPDATE ON RECENT COURT FILINGS (.2); RESPOND TO ATTORNEY'S REQUESTS (1.0); COMPILE BINDERS OF RELEVANT PLEADINGS FOR HEARING (1.0); PREPARE AFFIDAVITS AND CHECK STATUS OF PLEADINGS (1.4).
SALAZAR AG	11/03/04	2.50	EMAIL UPDATE ON RECENT COURT FILINGS (.2); RESPOND TO ATTORNEY'S REQUESTS FOR DOCUMENTS (.5); UPDATE CASE TIMELINE (.3); PREPARE, ELECTRONICALLY FILE AND SERVE MOTION (1.5).

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

SALAZAR AG	11/04/04	3.20	EMAIL UPDATE ON RECENT COURT FILINGS (.3); UPDATE CASE INFORMATION ON CMS (.4); DRAFT AFFIDAVIT (.7); PREPARE, ELECTRONICALLY FILE AND SERVE AFFIDAVIT (1.1); PREPARE HEARING BINDER (.7).
SALAZAR AG	11/05/04	2.60	EMAIL UPDATE ON RECENT COURT FILINGS (.2); CASE MANAGEMENT RE: VENDOR'S AFFIDAVITS (.4); RESPOND TO ATTORNEY'S REQUESTS (.3); ELECTRONICALLY FILE AFFIDAVIT (.4); PREPARE AND ELECTRONICALLY FILE CERTIFICATE OF SERVICE (1.3).
SALAZAR AG	11/08/04	4.30	EMAIL UPDATE ON RECENT COURT FILINGS (.2); UPDATE RCN'S CASE MANAGEMENT SYSTEM (.2); ADD WORKING GROUP PARTIES TO INTERACTION (.5); FILE MAINTENANCE (.5); PREPARE PLEADINGS AND SUBMIT FOR IMAGING AND DATABASE UPLOAD (2.9).
SALAZAR AG	11/09/04	5.50	EMAIL UPDATE ON RECENT COURT FILINGS (.2); REQUEST TRANSCRIPTS FROM RECENT HEARING (.4); RESPOND TO ATTORNEY'S REQUESTS FOR DOCUMENTS (.5); PREPARE AND SUBMIT PLEADINGS FOR IMAGING (1.9); PREPARE, ELECTRONICALLY FILE AND SERVE PLEADING (1.9); DRAFT AND ELECTRONICALLY FILE AFFIDAVIT OF SERVICE (.6).
SALAZAR AG	11/10/04	7.50	EMAIL UPDATE ON RECENT COURT FILINGS (.2); SERVE COURTESY PLEADING COPIES TO CHAMBERS (.2); PREPARE AND ORGANIZE PLEADINGS FOR IMAGING (4.2); PREPARE AND ELECTRONICALLY FILE PLEADING (1.1); PREPARE HEARING TRANSCRIPTS AND DISTRIBUTE (.6); EXTERNAL DISTRIBUTION OF DISCLOSURE STATEMENT (1.2).
SALAZAR AG	11/11/04	4.10	EMAIL UPDATE ON RECENT COURT FILINGS (.2); FILE MAINTENANCE (1.6); RESPOND TO ATTORNEY REQUEST FOR TRANSCRIPT (.5); PREPARE AND ORGANIZE PLEADINGS FOR IMAGING (1.3); CASE MANAGEMENT SYSTEM OVERVIEW FROM ATTORNEY (.5).
SALAZAR AG	11/12/04	7.40	EMAIL UPDATE ON RECENT COURT FILINGS (.2); FILE MAINTENANCE (.6); CREATE HEARING BINDERS (2.0); PREPARE AND ELECTRONICALLY FILE AFFIDAVIT (.4); COMPILE AND DISTRIBUTE SERIES OF FEE STATEMENTS FROM PARTIES INVOLVED IN CASE (4.2).

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

SALAZAR AG	11/15/04	12.10	EMAIL UPDATE ON RECENT COURT FILINGS (.2); CASE MANAGEMENT (.2); PREPARE PLEADINGS FOR IMAGING AND UPDATE DATABASE (.2); PREPARE PLEADINGS, ELECTRONICALLY FILE AND SERVE (2.4); PREPARE PLEADINGS, CREATE INDEX, AND COMPILE HEARING BINDERS (9.1).
SALAZAR AG	11/16/04	3.80	SERVE MONTHLY OPERATING REPORT (.4); EMAIL UPDATE ON RECENT COURT FILINGS AND CASE MAINTENANCE (.6); RESPOND TO ATTORNEY REQUESTS FOR DOCUMENTS (.5); PREPARE CHECK REQUEST FOR PAYMENT OF HEARING TRANSCRIPTS (.2); ORDER HEARING TRANSCRIPTS (.2); DRAFT AFFIDAVITS FOR RECENT SERVICE (.9); PREPARE PLEADINGS FOR IMAGING AND UPDATE DATABASE (1.0).
SALAZAR AG	11/17/04	9.60	EMAIL UPDATE ON RECENT COURT FILINGS (.2); CASE MAINTENANCE (.3); PREPARE AND SUBMIT TRANSCRIPT ORDER (.1); PREPARE AND SUBMIT CHECK REQUEST FOR TRANSCRIPT PAYMENT (.2); SERVE AFFIDAVIT (.2); CREATE HEARING BINDERS (5.2); PREPARE DOCUMENTS AND SUBMIT FOR IMAGING INTO CASE DATABASE (1.9); DRAFT AFFIDAVIT (.3); UPDATE MASTER SERVICE LIST (.2); PREPARE PLEADINGS AND ELECTRONICALLY FILE (1.0).
SALAZAR AG	11/18/04	3.50	PREPARE AND ELECTRONICALLY FILE AFFIDAVITS (2.5); SERVE PLEADINGS (.4); PREPARE PLEADINGS AND SUBMIT FOR IMAGING (.6).
SALAZAR AG	11/19/04	11.90	EMAIL UPDATE ON RECENT COURT FILINGS (.2); RESPOND TO ATTORNEY'S REQUESTS FOR DOCUMENTS (.3); UPDATE CASE MANAGEMENT SYSTEM (.5); ORGANIZE AFFIDAVITS OF PUBLICATION FOR FILING (1.1); PREPARE PLEADINGS AND SUBMIT FOR IMAGING (2.1); PREPARE PLEADINGS, ELECTRONICALLY FILE AND SERVE (4.1); PREPARE SUPPLEMENT TO THE JOINT PLAN FOR ELECTRONIC FILING (3.6).
SALAZAR AG	11/22/04	6.10	EMAIL UPDATE ON RECENT COURT FILINGS (.2); DRAFT INDEX OF PERTINENT PLEADINGS AND CREATE BINDERS FOR HEARING (2.4); PREPARE AND ELECTRONICALLY FILE AFFIDAVITS OF PUBLICATION (2.2); PREPARE AND ELECTRONICALLY FILE MOTIONS FOR ADVERSARY LITIGATION CASE (.6); DISTRIBUTE COPIES OF FEE APPLICATION (.2); PREPARE AND SERVE SUPPLEMENT TO JOINT PLAN (.5).



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

SALAZAR AG	11/23/04	4.70	EMAIL UPDATE ON RECENT COURT FILINGS (.4); DRAFT AND ELECTRONICALLY FILE AFFIDAVITS (.3); RESPOND TO ATTORNEY REQUESTS FOR DOCUMENTS (.5); PREPARE AND ELECTRONICALLY FILE SECOND LIEN PLEADINGS (1.0); REPRODUCE AND DISTRIBUTE JOINT PLAN SUPPLEMENT (1.7); ELECTRONICALLY FILE AFFIDAVITS OF PUBLICATION (.8).
SALAZAR AG	11/24/04	5.40	EMAIL UPDATE ON RECENT COURT FILINGS (.1); RESPOND TO ATTORNEY'S REQUEST FOR DOCUMENTS (1.2); REPRODUCE AND DISTRIBUTE SPECIFIED CASE ROOM DOCUMENTS (.8); SUBMIT VENDOR ORDER FOR HEARING TRANSCRIPT (.2); FILE AFFIDAVITS (1.0); PREPARE COPY OF PLAN FOR CHAMBERS (2.1).
SALAZAR AG	11/29/04	7.90	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.2); PREPARE PLEADINGS FOR HEARING (1.8); SUBMIT CHECK REQUEST FOR PAYMENT OF HEARING TRANSCRIPTS (.4); RESPOND TO ATTORNEY'S REQUESTS FOR DOCUMENTS (.6); SUBMIT ORDER TO VENDOR FOR HEARING TRANSCRIPTS (.2); PREPARE, ELECTRONICALLY FILE AND SERVE SKADDEN RETENTION APPLICATION (1.4); PREPARE, ELECTRONICALLY FILE AND SERVE WITHDRAWAL OF PROOF OF CLAIM (.8); PREPARE, ELECTRONICALLY FILE AND SERVE COUNTER-DESIGNATION AND CORRESPONDING AFFIDAVIT (2.5).
SALAZAR AG	11/30/04	7.90	PREPARE BINDERS AND PLEADINGS FOR COURT HEARING (3.5); SEND EMAIL UPDATE OF RECENT COURT FILINGS (.2); RESPOND TO ATTORNEY'S REQUESTS FOR DOCUMENTS (.7); DRAFT AFFIDAVIT OF SERVICE FOR ADVERSARY CASE (1.3); DRAFT AND ELECTRONICALLY FILE AFFIDAVITS (2.2).
		115.90	
<b>Total Legal Assistant</b>		115.90	
<b>TOTAL TIME</b>		<u>218.30</u>	

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

RCN Corporation (DIP)  
Claims Admin. (General)

Bill Date: 12/16/04  
Bill Number: 1038000

NAME	DATE	HOURS	DESCRIPTION
BAKER DJ	11/12/04	1.60	REVIEW ISSUES RELATED TO CLAIMS MATTERS.
BAKER DJ	11/13/04	1.70	CONT. TO WORK ON CLAIM ISSUES.
BAKER DJ	11/19/04	1.70	REVIEW ISSUES RELATED TO CLAIMS ASSERTED ON BEHALF OF KEMPER (.6); REVIEW OTHER PENDING CLAIMS ASSERTED AGAINST ESTATE (1.1).
BAKER DJ	11/22/04	1.90	CONFERENCE CALL J. DUBEL AND D. ROYSTER W/ RESPECT TO CLAIMS PENDING AGAINST RCN (.9); BEGIN PREPARATION FOR FORTHCOMING COURT HEARINGS W/ RESPECT TO CLAIMS (1.0).
BAKER DJ	11/23/04	1.60	PREPARE FOR BANKRUPTCY COURT HEARINGS ON CLAIM ISSUES (1.0); ATTEND HEARINGS (.6).
		8.50	
DAVIS EM	11/09/04	0.70	REVIEW STATUS OF AND PREPARE JOYCE CLAIM OBJECTION.
DAVIS EM	11/10/04	0.80	BEGIN ANALYSIS AND WORK ON CRAIG APPEAL.
DAVIS EM	11/11/04	1.50	DEV. STRATEGY TO JOYCE CLAIM OBJ. (.4); REVIEW JOYCE RESPONSE (.3); BEGIN REVIEW OF DOCS RELATING TO POTENTIAL JOYCE CLAIM (.8).
DAVIS EM	11/12/04	1.90	DEV. APPEAL STRATEGY ON CRAIG (.4); CONF. CALL W/ G. DAY, M. MCDERMOTT AND R. MORRIS RE: JOYCE CLAIM OBJ. (1.1); FOLLOW UP CALL W/ M. MCDERMOTT ON SAME (.4).
DAVIS EM	11/15/04	1.30	CONTINUE PREPARING FOR JOYCE CLAIM OBJ. (.4); REVISE PROPOSED RESPONSE ON SAME (.9).
DAVIS EM	11/17/04	0.80	REVIEW CRAIG DESIGNATION ON APPEAL.
DAVIS EM	11/18/04	0.90	REVIEW DRAFT OF COUNTER-DESIGNATION ON CRAIG AND COMMENT ON SAME.
DAVIS EM	11/19/04	0.60	REVISE CRAIG COUNTER-DESIGNATION.
DAVIS EM	11/22/04	1.10	REVIEW CRAIG APPEAL COUNTER-DESIGNATION AND PROPOSE CHANGES TO SAME.
		9.60	
Total Partner		18.10	

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

*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	10/19/04	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	10/20/04	-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	10/20/04	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	11/01/04	0.40	REVIEW RESPONSE FILED BY OLD DOMINION (.2); WORK ON SAME (.2).
MATZ TJ	11/02/04	0.60	WORK ON SECOND OMNIBUS RESPONSES (.4); FOLLOW UP RE: IBM ESTIMATION MOTION (.2).
MATZ TJ	11/08/04	1.50	CORRESPONDENCE RE: GECC CLAIM (.2); FOLLOW UP RE: SAME (.4); CORRESPONDENCE RE: IBM CLAIM PRODUCTION AND PROCESS (.2); WORK ON CHICAGO RESOLUTION/STIPULATION (.3); WORK ON OUTSTANDING CLAIMS MATTERS (.4).
MATZ TJ	11/09/04	1.30	WORK ON RESPONSES TO SECOND OMNIBUS CLAIMS OBJECTION (.8); CALL W/ D. KORTREY RE: OUTSTANDING CLAIMS (.3); AND CORRESPONDENCE RE: SAME (.2).
MATZ TJ	11/11/04	0.70	FOLLOW UP AND WORK ON CLAIMS RESOLUTIONS FOR SECOND OMNIBUS CLAIMS OBJECTION HEARING.
MATZ TJ	11/19/04	0.40	FOLLOW UP RE: SECOND OMNIBUS CLAIMS RESOLUTIONS, KEMPER AND IBM STIPULATIONS.
MATZ TJ	11/22/04	2.50	WORK ON KEMPER AND IBM CLAIMS RESOLUTIONS (.8); CALLS W/ M. MCDERMOTT AND D. MCPHAIL RE: STIPULATIONS FOR COURT HEARING AND SEALING MOTION FOR IBM EXHIBIT (.6); CALL W/ CHAMBERS RE: SAME (.2); REVIEW AND REVISE HEARING OUTLINE, BINDER AND AGENDA LETTER FOR 11/23 HEARING (.7); CALL W/ CHAMBERS RE: SAME (.2).

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

MATZ TJ	11/23/04	2.50	PREPARE FOR AND ATTEND COURT RE: KEMPER AND IBM, ET AL. CLAIMS OBJECTION RESOLUTIONS (2.3); FOLLOW UP WORK RE: SAME (.2).
MATZ TJ	11/29/04	1.20	WORK ON OUTSTANDING CLAIMS OBJECTIONS AND POSSIBLE RESOLUTIONS (.7); CALLS W/ D. KORTREY RE: SAME (.2); CALLS W/ A. HORVAT RE: SAME (.3).
		<b>11.10</b>	
MCDERMOTT MA	11/11/04	0.30	CALL E. DAVIS RE: JOYCE LITIGATION.
MCDERMOTT MA	11/12/04	2.10	REVIEW PLEADINGS AND MEMORANDUM RELATING TO JOYCE CLAIM (.9); ANALYZE ALTERNATIVES FOR DEFENDING AGAINST SAME (.8); CALL E. DAVIS AND P. LOCKWOOD RE: STRATEGIC ALTERNATIVES IN CONNECTION W/ JOYCE PROOF OF CLAIM AND RELATED MATTERS (.9).
MCDERMOTT MA	11/13/04	4.40	REVIEW PAPERS RELATED TO JOYCE LITIGATION (.7); WORK ON REPLY TO RESPONSE TO OMNIBUS OBJECTION RE: SAME (1.6); FURTHER WORK ON SAME (2.1).
MCDERMOTT MA	11/22/04	0.80	CALL COUNSEL TO D. CRAIG TO RESOLVE CLAIM AND POTENTIAL OBJECTION TO PLAN (.5); ATTENTION COUNTER-DESIGNATION OF RECORD ON D. CRAIG APPEAL (.3).
		<b>7.60</b>	
<b>Total Counsel</b>		<b>18.70</b>	
AGARWAL K	11/01/04	0.40	ATTENTION TO CLAIMS ISSUES.
AGARWAL K	11/08/04	6.60	WORK ON JOYCE OBJECTION RESPONSE.
AGARWAL K	11/09/04	3.80	WORK ON JOYCE OBJECTION RESEARCH RELATING TO GIFT AND SUBORDINATION UNDER 510(B).
AGARWAL K	11/15/04	0.60	WORK ON JOYCE REPLY TO RESPONSE.
		<b>11.40</b>	
DAY GR	11/10/04	2.20	REVIEW JOYCE RESPONSE AND PREPARE FOR HEARING RE: SAME.
DAY GR	11/13/04	8.80	REVISE RESPONSE TO JOYCE CLAIM.
DAY GR	11/14/04	6.10	PREPARE SPEAKING OUTLINE FOR JOYCE LITIGATION.
DAY GR	11/15/04	3.40	REVISE RESPONSE TO JOYCE CLAIM.
		<b>20.50</b>	
DESGROSSEILLIER ML	11/11/04	0.60	ANALYZE CLAIM BY CHICAGO ACCESS CORPORATION AND WORK ON STRATEGIES RE: SAME.

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

DESGROSSEILLIER ML	11/12/04	0.90	REVIEW/ANALYZE ISSUES RE: JOYCE CLAIMS.
		1.50	
KELLY BP	11/01/04	1.00	PREPARE MOTION DENYING D. CRAIG MOTION TO ALLOW CLAIMS (.4); CORRESPONDENCE RE: D. CRAIG MOTION TO LIFT STAY (.4); ANSWER CALLS FROM STOCKHOLDERS (.2).
KELLY BP	11/09/04	0.30	CORRESPONDENCE RE: JOYCE CLAIM.
KELLY BP	11/11/04	0.20	ANSWER CALLS FROM STOCKHOLDERS.
KELLY BP	11/24/04	0.20	CORRESPONDENCE W/ A. LUNGEN.
		1.70	
MORRIS FD	11/01/04	1.00	T.CONF. W/ J. DALEY RE: CLAIMS RESPONSE (.2); WORK RE: SAME (.3); REVIEW CLAIM RESPONSE (.3); WORK RE: INSURANCE CLAIM SETTLEMENT (.2).
MORRIS FD	11/03/04	0.40	REVIEW JOYCE RESPONSE TO CLAIM OBJECTION.
MORRIS FD	11/05/04	0.30	WORK RE: RESPONDING TO INFORMAL DISCOVERY REQUEST RE: CLAIM.
MORRIS FD	11/09/04	0.30	REVIEW IBM CLAIMS ESTIMATION MOTION.
MORRIS FD	11/10/04	0.40	WORK ON STRATEGY RE: JOYCE CLAIMS OBJECTION.
MORRIS FD	11/15/04	1.10	WORK RE: CLAIMS ADMINISTRATION (.5); T. CONF. W/ M. BLACK RE: IBM CLAIM STATUS (.2); WORK RE: RESOLUTION OF CLAIM (.4).
MORRIS FD	11/16/04	0.20	REVIEW OLD DOMINION RESPONSE.
MORRIS FD	11/29/04	0.30	WORK RE: CLAIMS RECONCILIATION.
		4.00	
SILVERBERG BS	11/02/04	0.60	T/C W/J. RADECKI RE: EQUITY CLAIM (.1); T/C W/D. KORTREY RE: OLD DOMINION (.1), FOLLOW UP W/ COUNSEL FOR OLD DOMINION (.4).
SILVERBERG BS	11/03/04	3.20	REVIEW OF RESPONSES TO SECOND OMNIBUS OBJECTION (1.0); T/C W/ D. KORTREY, T. HORVAT, R. MCWILLIAMS, J. WRIGHT RE: RESPONSES TO SECOND OMNIBUS OBJECTION (.8); T/C W/ T. LANDON AT SMITH BARNEY RE: EQUITY TRADING NOTICE (.1); T/C W/ R. MCWILLIAMS RE: SECOND OMNIBUS OBJECTION, CITICORP CAPITAL CLAIMS (.2); T/C W/ N. SEFF RE: EQUITY INTERESTS (.1); T/C W/ D. KORTREY AND R. MCWILLIAMS TO FOLLOW UP RE: SAME (1.0).

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

SILVERBERG BS	11/09/04	0.60	T/C W/ D. KORTREY, R. MCWILLIAMS, J. WRIGHT RE: EMPLOYEE LITIGATION AND SECOND OMNIBUS OBJECTION.
SILVERBERG BS	11/10/04	0.50	T/C W/ R. MCWILLIAMS AND J. WRIGHT RE: SECOND OMNIBUS RESPONSES (.3); FOLLOW UP RE: WITHDRAWAL OF RESPONSE BY SMITH-BROWN (.2).
SILVERBERG BS	11/11/04	1.30	T/C W/ J. SULLIVAN RE: LITIGATION CLAIMS (.2); WORK RE: RESPONSES TO SECOND OMNIBUS OBJECTION (1.1).
SILVERBERG BS	11/12/04	1.30	T/C W/ M. PALL RE: SMITH-BROWN AND SECOND OMNIBUS OBJECTION (.2); WORK RE: CSG CLAIM AND 4TH OMNIBUS OBJECTION (.4); WORK RE: OLD DOMINION CLAIM AND SECOND OMNIBUS OBJECTION (.2); T/C W/ KRAFCISIN RE: SECOND OMNIBUS OBJECTION, FOLLOW UP RE: SAME (.5).
SILVERBERG BS	11/13/04	0.30	T/C W/ J. DALY RE: OLD DOMINION.
SILVERBERG BS	11/15/04	0.70	WORK RE: SECOND OMNIBUS OBJECTION, REVIEW OF REVISED EXHIBITS (.3); T/C W/D. KORTREY AND J. SAILE RE: SECOND OMNIBUS OBJECTION AND INTERCOMPANY CLAIMS (.4).
SILVERBERG BS	11/16/04	0.10	WORK RE: RESPONSES TO THIRD OMNIBUS OBJECTION.
SILVERBERG BS	11/17/04	1.50	T/C W/E. FLANIGAN RE: CSG SYSTEMS AND FOURTH OMNIBUS OBJECTION (.3); FOLLOW UP RE: SAME (.5); T/C W/R. MCWILLIAMS, J. WRIGHT RE: SAME (.3); T/C W/N. HERSKOWITZ RE: REGEN CAPITAL (.2); FOLLOW UP RE: SAME (.2).
SILVERBERG BS	11/18/04	0.90	WORK ON ISSUES RE: ADJOURNING SECOND OMNIBUS OBJECTIONS (.7); WORK ON ISSUES RE: CSG SYSTEMS (.2).
SILVERBERG BS	11/19/04	0.50	T/C W/ K. GERBER RE: SECOND OMNIBUS OBJECTION (.1); WORK ON ISSUES RE: REGEN CAPITAL (.2); T/C W/ J. DALY RE: SECOND OMNIBUS OBJECTION (.2).
SILVERBERG BS	11/22/04	0.30	T/C W/ D. KORTREY RE: SECOND OMNIBUS OBJECTION (.2); T/C W/ R. MCWILLIAMS RE: ADJOURNMENT OF SECOND OMNIBUS OBJECTION (.1).

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

SILVERBERG BS	11/29/04	3.00	WORK ON ISSUES RE: ADJOURNING SECOND OMNIBUS OBJECTION (.2); T/C RE: SMITH-BROWN RESPONSE TO SECOND OMNIBUS OBJECTION (.1); T/C W/ R. MCWILLIAMS RE: CLAIM ESTIMATES, AT&T CLAIM (.2); WORK RE: OMNIBUS OBJECTIONS (.4); T/C W/ D. KORTREY RE: OMNIBUS OBJECTIONS (.1); T/C W/ M. PAUL RE: KRAFCISIN (.1); T/C W/ B. NOVICK RE: SETTLEMENT W/ VERIZON AND FOLLOW UP RE: SAME (.3); T/C W/ E. ALTER RE: BONDHOLDER CLAIMS (.1); T/C W/ D. KORTREY AND R. MCWILLIAMS RE: CLAIMS (.4); T/C W/ D. KORTREY, T. HORVAT AND R. MCWILLIAMS RE: RESERVES AND CLAIMS (1.0); FOLLOW UP RE: SAME (.1).
		<b>14.80</b>	
TAOUCHANOVA VE	11/08/04	3.30	VARIOUS CALLS W/ D. DERATZIAN RE: WITHDRAWAL OF MOTION TO LIFT STAY (1.2); WORK ON VARIOUS CLAIM ISSUES (2.1).
TAOUCHANOVA VE	11/09/04	2.00	REVIEW NOTICE OF APPEAL D. CRAIG (1.5); DISTRIBUTE SAME (0.5).
TAOUCHANOVA VE	11/10/04	7.60	REVIEW LOCAL RULES RE: NOTICE OF DESIGNATION (1.1); REVIEW DOCKET RE: SAME (.6); CALLS W/ D. DERATZIAN RE: WITHDRAWAL OF MOTION TO LIFT THE AUTOMATIC STAY (.5); WORK ON CLAIM OBJECTIONS (4.4); PREPARE AND ATTEND STATUS MEETING (1.0).
TAOUCHANOVA VE	11/11/04	8.30	DRAFT STATEMENT OF COUNTER-DESIGNATION OF ISSUES RE: D. CRAIG (4.1); WORK ON CLAIM OBJECTIONS (4.2).
TAOUCHANOVA VE	11/12/04	2.00	CALL W/ D. DERATZIAN RE: WITHDRAWAL OF MOTION TO LIFT STAY (.5); WORK ON CLAIM OBJECTIONS (1.5).
TAOUCHANOVA VE	11/23/04	2.80	WORK ON COUNTER-DESIGNATION STATEMENT (2.2); EMAIL CORRESPONDENCE W/ D. KORTREY AND M. MCDERMOTT RE: SAME (.6).
TAOUCHANOVA VE	11/24/04	2.00	WORK ON STATEMENT OF DESIGNATION OF ISSUES (1.7); EMAIL CORRESPONDENCE W/ P. PASSANANTE (.3).
TAOUCHANOVA VE	11/29/04	2.40	WORK ON STATEMENT OF COUNTER-DESIGNATION OF ISSUES (1.5); FILE AND SERVE SAME (.9).
TAOUCHANOVA VE	11/30/04	10.00	RESEARCH PRECEDENT RE: BRIEF W/ RESPECT TO D. CRAIG'S APPEAL (4.3); REVIEW LOCAL DISTRICT COURT RULES RE: SAME (2.9); BEGIN DRAFT OF BRIEF (2.8).

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

	<b>40.40</b>
<b>Total Associate</b>	<b>94.30</b>
<b>TOTAL TIME</b>	<b><u>131.10</u></b>



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

RCN Corporation (DIP)  
Creditor Meetings/Statutory Committees

Bill Date: 12/16/04  
Bill Number: 1038000

NAME	DATE	HOURS	DESCRIPTION
BAKER DJ	11/09/04	1.70	FURTHER WORK ON COMMITTEE ISSUES.
BAKER DJ	11/10/04	1.80	PREPARE FOR CONF. CALL W/ REPRESENTATION OF CREDITORS COMMITTEE (1.0); PARTICIPATE IN CALL W/ REPRESENTATIVES OF COMMITTEE, TOGETHER W/ A. FASOLA, J. DUBEL AND T. COLEMAN (.8).
		3.50	
DAVIS EM	11/10/04	1.40	PREPARE FOR AND PARTICIPATE IN CONF. CALL W/ COMMITTEE MEMBERS RE: OUTSTANDING ISSUES W/ KEMPER, CITY OF CHICAGO, ETC.
		1.40	
<b>Total Partner</b>		<b>4.90</b>	
MCDERMOTT MA	11/10/04	0.50	CALL MEMBERS OF THE CREDITORS' COMMITTEE RE: STATUS OF SEVERAL OUTSTANDING MATTERS.
		0.50	
<b>Total Counsel</b>		<b>0.50</b>	
MORRIS FD	11/03/04	0.30	WORK RE: COMMITTEE EXPENSE REIMBURSEMENT REQUEST.
MORRIS FD	11/04/04	0.40	WORK RE: COMMITTEE MEMBER REIMBURSEMENT REQUEST.
		0.70	
<b>Total Associate</b>		<b>0.70</b>	
<b>TOTAL TIME</b>		<b><u>6.10</u></b>	

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

**RCN Corporation (DIP)  
Disclosure Statement/Voting Issues**

**Bill Date: 12/16/04  
Bill Number: 1038000**

<b>NAME</b>	<b>DATE</b>	<b>HOURS</b>	<b>DESCRIPTION</b>
MATZ TJ	10/19/04	0.70	FOLLOW UP RE: DISCLOSURE ISSUES PERTAINING TO THE DISCLOSURE STMT.
*MATZ TJ	10/20/04	-0.70	FOLLOW UP RE: DISCLOSURE ISSUES PERTAINING TO THE DISCLOSURE STMT.
MATZ TJ	11/05/04	0.80	REVIEW AND REVISE SOLICITATION AFFIDAVIT OF FINANCIAL BALLOTING GROUP.
MATZ TJ	11/30/04	5.20	WORK ON VOTE TABULATION AND TRACKING SAME (2.0); CALLS AND CORRESPONDENCE RE: SAME, POSSIBLE EXTENSION TO VOTING AND ELECTION DEADLINE (2.5); CALLS AND DISCUSSIONS W/ A. HORVAT RE: SAME (.7).
		<b>6.00</b>	
MCDERMOTT MA	11/30/04	0.70	ATTENTION TO VOTE TABULATION RESULTS, STATUS OF SAME, AND CERTIFICATION OF SAME.
		<b>0.70</b>	
<b>Total Counsel</b>		<b>6.70</b>	
AGARWAL K	11/02/04	2.40	WORK ON TABULATION AFFIDAVIT (1.4); CONF. CALL W/ ALIX PARTNERS, D. KORTREY, SASMF, R. HAMMER (1.0).
AGARWAL K	11/03/04	3.70	WORK ON TABULATION DECLARATION.
AGARWAL K	11/04/04	1.80	WORK ON TABULATION DECLARATION (1.6); AND CALLS W/ J. SULLIVAN RE: DECLARATION (.2).
AGARWAL K	11/23/04	0.40	REVISE AND EDIT VOTING TABULATION AFFIDAVIT PER J. SULLIVAN'S COMMENTS.
		<b>8.30</b>	
DESGROSSEILLIER ML	11/11/04	1.30	ANALYZE ISSUES RE: PLAN CONFIRMATION.
DESGROSSEILLIER ML	11/12/04	0.40	PREPARE FOR HEARING RE: CONFIRMATION.
		<b>1.70</b>	
GREEBEL RA	11/01/04	2.30	CONTINUE TO REVIEW REG. RIGHTS AGREEMENT AND BEGIN TO MARK-UP.
GREEBEL RA	11/08/04	6.00	REVIEW FINAL DISCLOSURE STATEMENT (4.0); BEGIN TO REVIEW COMMENTS TO WARRANT AGREEMENT (2.0).

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

GREEBEL RA	11/10/04	3.00	CONVERSATIONS W/ A. STRAUS (.1) AND R. MORRIS RE: WARRANT AGREEMENT (.2); CONTINUE TO REVIEW WARRANT AGREEMENT (2.1); MEET W/ Z. PFANSTIEL RE: SAME (.6).
GREEBEL RA	11/13/04	6.30	CONTINUE TO REVIEW AND REVISE WARRANT AGREEMENT (2.5); CONTINUE TO REVIEW NOTE REG. RIGHTS AGREEMENT (3.8).
GREEBEL RA	11/17/04	5.80	REVISE REG RIGHTS AGREEMENT & WARRANT AGREEMENT (5.5); CONVERSATION W/D. KORTREY AND CONVERSATION W/ MILBANK RE: AGREEMENTS (.3).
GREEBEL RA	11/18/04	0.30	REVISE C/S REG RIGHTS.
GREEBEL RA	11/19/04	0.30	REVISE C/S REG RIGHTS.
		<b>24.00</b>	
MICHAEL EA	11/18/04	2.50	REVIEW AND COMMENT ON ANCILLARY AGREEMENTS.
MICHAEL EA	11/19/04	4.00	REVIEW AND REVISE ANCILLARY DOCUMENTS TO PLAN SUPPLEMENT INCLUDING WARRANT AGREEMENT (2.0), CERTIFICATE OF INCORPORATION (1.0) AND BYLAWS (1.0).
		<b>6.50</b>	
SILVERBERG BS	11/02/04	0.70	T/C W/ J. SULLIVAN RE: SOLICITATION ISSUES.
SILVERBERG BS	11/03/04	0.30	CONTINUE TO REVISE SOLICITATION DECLARATION.
SILVERBERG BS	11/15/04	0.30	T/C W/ J. SULLIVAN RE: AFFIDAVIT OF SERVICE RE: MASTER BALLOTS (SOLICITATION).
SILVERBERG BS	11/21/04	0.80	REVIEW AND REVISE TABULATION DECLARATION.
SILVERBERG BS	11/22/04	0.50	T/C W/ J. SULLIVAN RE: BALLOTING ISSUES (.3); WORK RE: BALLOTING ISSUES (.2).
SILVERBERG BS	11/30/04	3.20	T/C W/ D. MCGRAIL, L. GLASEMAN, J. SULLIVAN, ET AL., RE: IBM BALLOT (.3); FOLLOW UP RE: SAME (.2); WORK RE: VOTING ISSUES (2.7).
		<b>5.80</b>	
TOUSSI S	11/02/04	1.70	EDIT AND REVISE CHECKLIST (1.0); ADDRESS AND RESOLVE ISSUES RE: SAME (.7).
TOUSSI S	11/03/04	1.10	ADDRESS PLAN SUPPLEMENT ISSUES/DOCUMENTS (.7); VARIOUS T/C RE: SAME (.4).

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

TOUSSI S	11/09/04	2.40	EDIT AND REVISE CHECKLIST (1.2); ADDRESS AND RESOLVE ISSUES RE: EXIT FINANCING AND EVERGREEN FINANCING (.8); VARIOUS EMAIL CORRESPONDENCE RE: SAME (.4).
TOUSSI S	11/10/04	1.20	FOLLOW UP ISSUES RE: CHECKLIST (.6); ADDRESS AND RESOLVE ISSUES RE: SAME (.6).
TOUSSI S	11/11/04	3.70	EDIT AND REVISE CHECKLIST FOR PRE-CONFIRMATION AND CLOSING TO DO ITEMS (2.1); ADDRESS AND RESOLVE ISSUES RE: SAME (1.1); STATUS MEETING TO DISCUSS SAME (.5).
TOUSSI S	11/24/04	6.30	EDIT AND REVISE CONFIRMATION BRIEF (2.5); RESEARCH ISSUES RE: RELEASES AND "GIFTING" (1.1); COMPARE BRIEF TO DRAFT ORDER AND CONFORM SAME (1.2); REVIEW J. DUBEL AND T. COLEMAN AFFIDAVITS (1.5).
		<b>16.40</b>	
<b>Total Associate</b>		<b>62.70</b>	
CULHANE D	11/30/04	6.00	CITECHECK BRIEF.
		<b>6.00</b>	
<b>Total Legal Assistant Support</b>		<b>6.00</b>	
<b>TOTAL TIME</b>		<b><u>75.40</u></b>	

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

**RCN Corporation (DIP)  
Employee Matters (General)**

**Bill Date: 12/16/04  
Bill Number: 1038000**

<b>NAME</b>	<b>DATE</b>	<b>HOURS</b>	<b>DESCRIPTION</b>
CASSIDY CM	11/12/04	2.20	REVIEW AND REVISE CREDIT AGREEMENT.
CASSIDY CM	11/15/04	2.20	REVISE CREDIT AGREEMENT.
CASSIDY CM	11/18/04	1.00	NEGOTIATION OF CREDIT AGREEMENT BENEFITS SECTIONS.
		5.40	
ELVY SJ	11/12/04	4.50	READ THE RELEVANT ERISA SECTIONS OF THE CODE IN CONJUNCTION W/ REPRESENTATIONS, NOTICE PROVISIONS AND EVENT OF DEFAULT SECTIONS IN THE CREDIT AGREEMENT.
ELVY SJ	11/15/04	3.50	REVIEW OPPOSING COUNSEL'S COMMENTS TO THE RCN CREDIT AGREEMENT (1.7); ATTEND NEGOTIATION CONF. W/ OPPOSING COUNSEL (1.2); REVISE RCN CREDIT AGREEMENT TO REFLECT NEW PROVISIONS (.6).
		8.00	
MORRIS FD	11/03/04	0.60	DRAFT LETTER TO S. GARRICK RE: PBGC INQUIRY (.3); DILIGENCE RE: SAME (.3).
		0.60	
<b>Total Associate</b>		<b>14.00</b>	
<b>TOTAL TIME</b>		<b><u>14.00</u></b>	

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

RCN Corporation (DIP)  
Executory Contracts (Personalty)

Bill Date: 12/16/04  
Bill Number: 1038000

NAME	DATE	HOURS	DESCRIPTION
DAVIS EM	11/02/04	1.90	PREPARATION FOR (INCLUDING REVIEW OF PROPOSED MOTION) AND PARTICIPATE IN CONF. CALL ON EXEC. CONTRACTS.
DAVIS EM	11/04/04	1.10	INTERNAL CALLS RE: EXEC. CONTRACTS UNDER PLAN (.3); REVIEW PROPOSED PLAN ATTACHMENT ON SAME AND CLARIFY AS TO KEMPER (.8).
		3.00	
<b>Total Partner</b>		3.00	
MATZ TJ	11/01/04	0.70	CORRESPOND RE: INSURANCE CONTRACTS, ASSUMPTIONS, CLAIMS.
MATZ TJ	11/04/04	0.80	FOLLOW UP RE: ASSUMPTION OF VARIOUS EXECUTORY CONTRACTS AND ISSUES IN RESPECT THEREOF.
MATZ TJ	11/05/04	1.30	CORRESPONDENCE AND CALLS RE: RCN ENTERTAINMENT CONTRACTS (.7); FOLLOW UP RE: CONTRACT ASSUMPTIONS, REJECTIONS (.6).
MATZ TJ	11/10/04	0.50	REVIEW AND REVISE 825 THIRD AVENUE LEASE REJECTION (.3); REVIEW AND REVISE RCN ENTERTAINMENT ASSUMPTIONS AND ASSIGNMENTS (.2).
MATZ TJ	11/29/04	0.60	DISCUSSIONS AND WORK ON ASSUMPTION OF CONTRACTS INCLUDING AIG INSURANCE POLICIES.
MATZ TJ	11/30/04	1.20	WORK ON MOTION TO ASSUME EXECUTORY CONTRACTS AND INSURANCE POLICIES (.8); CALL W/ A. HORVAT RE: SAME (.3); CALL W/ CHAMBERS RE: SAME (.1).
		5.10	
MCDERMOTT MA	11/10/04	0.10	CALL G. DAY RE: VARIOUS EXECUTORY CONTRACT MATTERS.
MCDERMOTT MA	11/11/04	0.30	REVIEW/REVISE DRAFT OF MOTION TO ASSUME CERTAIN CONTRACTS AND RELATED MATTERS.
		0.40	
<b>Total Counsel</b>		5.50	
AGARWAL K	11/02/04	6.00	WORK ON REJECTION ANALYSIS.
AGARWAL K	11/03/04	2.40	CONTINUE TO WORK ON REJECTION AND ASSUMPTION ANALYSIS (.9); CONF. CALL W/ K. MELMAN AND G. DAY (1.5).

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

AGARWAL K	11/05/04	1.20	PREPARE FOR CALL ON ASSUMPTION AND REJECTION OF EXECUTORY CONTRACTS MOTION (.8); CONF. CALL W/ CTA, MILBANK, RCN RE: MOTION (.4).
AGARWAL K	11/15/04	1.20	RESEARCH MATTERS RE: ASSUMPTION OF COLLECTIVE BARGAINING AGREEMENTS.
		<b>10.80</b>	
DAY GR	11/01/04	6.90	REVIEW ISSUES RE: ASSUMPTION OF EXECUTORY CONTRACTS (2.9); DRAFT MOTION RE: SAME (4.0).
DAY GR	11/04/04	1.80	REVIEW ISSUES RE: ASSUMED EXECUTORY CONTRACTS.
DAY GR	11/05/04	2.00	REVISE MOTION TO ASSUME CONTRACTS PER COMPANY COMMENTS (1.6); ATTEND CALL W/ COMPANY AND COMMITTEE RE: ASSUMED CONTRACTS (.4).
DAY GR	11/10/04	3.90	REVIEW ISSUES AND DRAFT MOTION AND AGREEMENTS RE: ASSUMPTION AND ASSIGNMENT OF RCN E CONTRACTS (3.1); REVIEW INSURANCE POLICIES TO BE ASSUMED (.8).
DAY GR	11/22/04	3.70	REVIEW ISSUES RE: ASSUMPTION AND TRANSFER OF RCN E CONTRACTS.
DAY GR	11/23/04	2.20	REVIEW ASSUMPTION AND ASSIGNMENT ISSUES RE: CBAS.
DAY GR	11/29/04	4.30	REVISE MOTION TO ASSUME EXECUTORY CONTRACTS.
DAY GR	11/30/04	4.40	REVISE AND FILE MOTION TO ASSUME EXECUTORY CONTRACTS.
		<b>29.20</b>	
MORRIS FD	11/01/04	0.40	WORK RE: RCN E, CHICAGO EXECUTORY CONTRACTS ASSUMPTION/ASSIGNMENT.
MORRIS FD	11/02/04	0.80	T. CONF. W/ R. HAMMER, D. KORTREY, K. MELMAN AND OTHERS RE: INSURANCE AGREEMENTS, ASSUMPTION OF EXECUTORY CONTRACTS (.5); T. CONF. W/ K. MELMAN RE: EXECUTORY CONTRACT ASSUMPTION, ASSIGNMENTS, COLLECTIVE BARGAINING AGREEMENTS (.3).
MORRIS FD	11/03/04	0.50	T. CONF. W/ D. KORTREY RE: ASSUMPTION EXECUTORY CONTRACTS AND INSURANCE PROGRAMS (.3); T. CONF. W/ K. MELMAN AND G. DAY RE: RCNE EXECUTORY CONTRACTS (.2).
MORRIS FD	11/10/04	0.50	T. CONF. W/ O. WEISMAN AND G. DAY RE: RCNE CONTRACT ASSUMPTION AND ASSIGNMENT (.2); WORK RE: SAME (.3).

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

MORRIS FD	11/11/04	0.20	WORK RE: RCN E CONTRACT ASSUMPTION/ASSIGNMENT.
MORRIS FD	11/12/04	0.30	WORK RE: ASSUMPTION/REJECTION DETERMINATIONS.
MORRIS FD	11/15/04	0.60	T. CONF. W/ J. DICKERSON RE: STATUS OF CONTRACT ASSUMPTION RE: LIFETIME (.2), T. CONF. W/ D. KORTREY RE: SAME (.2); REVIEW CONTRACT ASSUMPTION SCHEDULE (.2).
MORRIS FD	11/23/04	0.30	T. CONF. W/ D. KORTREY RE: NCTC CONTRACT, CRAIG LITIGATION, MICROWAVE SALE.
MORRIS FD	11/29/04	1.80	T. CONF. W/ R. BEHELER RE: NCTC CONTRACT ASSUMPTION AND POSSIBLE OBJECTIONS (0.3), T. CONF. W/ D. KORTREY RE: SAME (0.3); T.CONF. W/ R. BEHELER RE: NCTC ISSUES (0.3); LETTER TO R. BEHELER RE: OBJECTION DEADLINE (0.3); T. CONF. W/ D. KORTREY RE: NCTC (0.2); WORK RE: RESOLUTION OF NCTC ISSUES (0.4).
MORRIS FD	11/30/04	1.50	REVIEW AND REVISE MOTION TO ASSUME EXECUTORY CONTRACTS (0.9); REVIEW E! ASSUMPTION OBJECTION (0.4); REVIEW ASSUMPTION OBJECTION (0.2).
		6.90	
SILVERBERG BS	11/02/04	1.10	T/C W/ T. HORVAT AND D. KORTREY, ET AL., RE: EXECUTORY CONTRACT ASSUMPTION.
SILVERBERG BS	11/09/04	1.80	WORK RE: LETTER IN RESPONSE TO GECC W/R/T COMPUTER EQUIPMENT.
SILVERBERG BS	11/10/04	1.50	REVIEW AND REVISE LETTER TO GECC.
SILVERBERG BS	11/11/04	0.50	REVISE AND REVISE GECC RESPONSE LETTER (.3); FINALIZE SAME (.2).
SILVERBERG BS	11/22/04	0.40	WORK ON ISSUE RE: ASSUMPTION OF INSURANCE POLICIES, EXECUTORY CONTRACTS.
SILVERBERG BS	11/29/04	0.30	T/C W/ J. GRUBIN RE: ASSUMPTION OF EXECUTORY CONTRACT W/CHECKFREE (.1); WORK RE: POSSIBLE GECC GUARANTY ASSUMPTION (.2).
SILVERBERG BS	11/30/04	0.40	T/C W/ J. GRUBIN RE: CURE AMOUNT (.1); FOLLOW UP RE: SAME (.2); T/C W/ E. LAZAROU RE: GECC LEASE (.1).
		6.00	
Total Associate		52.90	
TOTAL TIME		<u>61.40</u>	



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

RCN Corporation (DIP)  
Financing (DIP and Emergence)

Bill Date: 12/16/04  
Bill Number: 1038000

NAME	DATE	HOURS	DESCRIPTION
BAKER DJ	11/01/04	3.80	T/C W/ T. COLEMAN, J. DUBEL RE: CASH COLLATERAL ISSUES (.3); T/C J. DUBEL, W/ RESPECT TO CASH COLLATERAL MATTERS (.2); T/C M. MCDERMOTT W/ RESPECT TO EXIT FINANCING(.3); REVIEW DRAFT MOTION W/ RESPECT TO EXIT FINANCING (1.2); CONT. WORK ON EXIT FINANCING ISSUES (1.8).
BAKER DJ	11/02/04	1.80	CONT. WORK ON OUTSTANDING EXIT FINANCING ISSUES.
BAKER DJ	11/03/04	5.40	CONT. WORK ON EXIT FINANCING ISSUES (4.2); T/C M. WEISS W/ RESPECT TO EXIT FINANCING AND POSSIBLE PARTICIPATION BY TEJAS IN SAME (.5); T/C A. FASOLA W/ RESPECT TO EXIT FINANCING ISSUES (.4); T/C J. DUBEL RE: EXIT FINANCING ISSUES (.3).
BAKER DJ	11/08/04	3.20	CONF. CALL WITH T. COLEMAN, A. FASOLA AND J. DUBEL W/ RESPECT TO EXIT FINANCING (.4); CONT. WORK ON OUTSTANDING EXIT FINANCING ISSUES(2.8).
BAKER DJ	11/09/04	3.40	WORK ON ISSUES RELATED TO EXIT FINANCING AND POSSIBLE ALTERNATIVE SOURCES.
BAKER DJ	11/10/04	3.40	T/C W/ M. WEISS W/ RESPECT TO EXIT FINANCING ISSUES (.3); WORK ON MEMO RE: EXIT FINANCING (.4); CONT. WORK ON EXIT FINANCING ALTERNATIVES (2.7).
BAKER DJ	11/11/04	2.50	REVIEW RCN EXIT FINANCING ISSUES AND CONT. WORK ON SAME (2.2); T/C J. DUBEL AND M. MCDERMOTT W/ RESPECT TO EXIT FINANCING ISSUES (.3).
BAKER DJ	11/12/04	3.80	CONT. WORK ON EXIT FINANCING (2.8); T/C M. WEISS W/ RESPECT TO POSITION OF TEJAS (.3); T/C T. COLEMAN RE: POSSIBLE TEJAS FINANCING (.3); T/C A. FASOLA AND J. DUBEL RE: EXIT FINANCING ISSUES (.4).
BAKER DJ	11/13/04	3.60	CONT. WORK ON EXIT FINANCING ISSUES (2.2); 3 CONF. CALLS W/ J. DUBEL, A. FASOLA AND T. COLEMAN RE: EXIT FINANCING ISSUES (1.4).
BAKER DJ	11/14/04	3.80	CONTINUE TO WORK ON RCN EXIT FINANCING ISSUES, INCLUDING RESOLUTION OF ISSUES RELATED TO "B" FINANCING.

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

BAKER DJ	11/15/04	8.50	TELEPHONE CALL W/ M. STAMER RE: DOCUMENTS FOR "B" FINANCING (.3); REVIEW FINAL D. E. SHAW DOCUMENTS (1.2); TELEPHONE CALL W/ A. FASOLA, T. COLEMAN AND J. DUBEL RE: D. E. SHAW FINANCING (.4); FURTHER TELEPHONE CALL W/ M. STAMER RE: STATUS OF DOCUMENTS (.3); REVIEW OBJECTION OF TEJAS TO D. E. SHAW FINANCING (.6); FURTHER TELEPHONE CALL W/ A. FASOLA RE: FINANCING ISSUES (.3); TELEPHONE CALL W/ M. WEISS RE: TEJAS PROPOSAL (.3); TELEPHONE CALL W/ T. COLEMAN RE: DISCUSSIONS W/ TEJAS (.3); BEGIN PREPARATIONS FOR HEARING ON APPROVAL OF FINANCING, INCLUDING REVIEW OF PLEADINGS AND DOCUMENTATION (3.7); FURTHER TELEPHONE CALLS W/ A. FASOLA RE: EXIT FINANCING (.3); TELEPHONE CALL W/ J. DUBEL W/ RESPECT TO TEJAS ISSUES (.2); FURTHER TELEPHONE CALL W/ M. STAMER RE: PLACEMENT FEE ISSUES (.2); TELEPHONE CALL W/ T. COLEMAN W/ RESPECT TO PLACEMENT FEE ISSUES (.2); CONFERENCE CALL W/ J. DUBEL AND A. FASOLA RE: PLACEMENT FEE ISSUES (.2).
BAKER DJ	11/16/04	9.80	PREPARE FOR HEARINGS ON EXIT FINANCING (2.4); CONFERENCE W/ J. DUBEL, T. COLEMAN AND A. FASOLA PRIOR TO HEARING ON EXIT FINANCING (1.5); ATTEND HEARINGS IN BANKRUPTCY COURT ON EXIT FINANCING (.8); ATTEND CONFERENCE AT MILBANK W/ ALL PARTIES TO CONSIDER EXIT FINANCING AND EFFORTS TO FACILITATE POSSIBLE SETTLEMENT BETWEEN COMPETING PARTIES (2.5); RETURN TO BANKRUPTCY COURT AND ANNOUNCE TERMS OF SETTLEMENT (.4); CONTINUE WORK ON FINALIZING SETTLEMENT (2.2).

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

BAKER DJ	11/17/04	7.80	CONTINUE TO WORK ON EXIT FINANCING DOCUMENTATION (1.6); TELEPHONE CALL COUNSEL FOR D. E. SHAW RE: TIMING OF ORDER (.3); REVIEW COMMENTS W/ RESPECT TO DOCUMENTS (1.4); TELEPHONE CALL W/ A. FASOLA RE: EXIT FINANCING ISSUES (.3); TELEPHONE CALL J. DUBEL RE: EXIT FINANCING MATTERS (.3); TELEPHONE CALL W/ A. STRAUS RE: EXIT FINANCING DOCUMENTATION (.3); TELEPHONE CALL W/ M. STAMER RE: EXIT FINANCING ISSUES (.2); TELEPHONE CALL W/ M. WEISS RE: PARTICIPATION OF TEJAS (.2); FURTHER TELEPHONE CALL W/ A. FASOLA RE: TEJAS ISSUES (.3); CONTINUE TO WORK ON TERMS OF ORDER AND RELATED DOCUMENTATION (2.3); TELEPHONE CALL W/ J. DUBEL W/ RESPECT TO ISSUES RELATED TO TERMS OF PROPOSED ORDER (.3); TELEPHONE CALL W/ T. COLEMAN RE: TEJAS ISSUES (.3).
BAKER DJ	11/19/04	1.80	CONTINUE WORK TO ON EXIT FINANCING ISSUES, INCLUDING "B" PIECE ISSUES.
BAKER DJ	11/22/04	2.20	REVIEW REVISED DOCUMENTS FOR EXIT FINANCING AND WORK W/ RESPECT TO SAME.
BAKER DJ	11/23/04	1.50	REVIEW STATUS OF EXIT FINANCING ISSUES (.3); PREPARE AND FORWARD E-MAIL TO J. DUBEL W/ RESPECT TO SAME (.2); TELEPHONE CALL W/ J. DUBEL RE: FURTHER ISSUES RELATED TO "B" FINANCING (.5); TELEPHONE CALL W/ J. DUBEL RE: FURTHER ISSUES RELATED TO "B" FINANCING (.2); REVIEW LATEST FORM OF ORDER TO BE SUBMITTED TO BANKRUPTCY COURT (.3).
		<b>66.30</b>	
STRAUS AG	11/01/04	5.50	CONTINUED NEGOTIATION OF TEJAS AND D. E. SHAW LETTERS, INTERCREDITOR ISSUES (4.0); MISC. INTERNAL CONFERENCES AND T/C'S RE: SAME (1.5).
STRAUS AG	11/02/04	7.50	DRAFT AND NEGOTIATE COMMITMENT LETTERS AND RELATED MATTERS.
STRAUS AG	11/03/04	5.50	T/C'S, EMAILS AND OTHER ATTENTION TO TERM SHEETS AND RELATED MATTERS.
STRAUS AG	11/04/04	0.40	EMAILS RE: TEJAS.
STRAUS AG	11/05/04	1.30	MONITOR EMAILS AND OTHER MESSAGES, INCLUDING T/C'S (.5); ATTENTION TO VARIOUS MATTERS RELATING TO SECOND-LIEN PIECE AND DISCLOSURE (.8).
STRAUS AG	11/08/04	0.90	EMAILS AND T/C'S M. MCDERMOTT.
STRAUS AG	11/09/04	0.50	T/C'S AND EMAILS RE: SECOND-LIEN DOCS AND RELATED MATTERS.

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

STRAUS AG	11/10/04	2.00	MISC. EMAILS AND T/C'S RE: INTERCREDITOR AGMT. DEBT DOCUMENTS (1.0); INTERNAL DISCUSSIONS RE: 10-Q AND S&P RATING, INCL. REVIEW OF DOCUMENTS AND DISCLOSURE RULES (1.0).
STRAUS AG	11/11/04	7.50	MISC. EMAILS AND T/C'S RE: FINANCING AND RELATED MATTERS (1.0); REVIEW AND REVISE DOCUMENTATION RE: FINANCING (6.5).
STRAUS AG	11/12/04	7.80	REVIEW, REVISE AND T/C'S RE: NEGOTIATION OF FINANCING DOCUMENTS.
STRAUS AG	11/13/04	7.50	REVIEW AND REVISE DOCUMENTS RE: FINANCING (7.0); EMAILS RE: SAME (.5).
STRAUS AG	11/14/04	3.50	EMAILS AND T/C'S RE: OPEN ISSUES ON FINANCING AGREEMENTS.
STRAUS AG	11/15/04	6.00	REVIEW AND REVISION OF D. E. SHAW DOCUMENTS (3.8); CONF. CALL TO DISCUSS D. E. SHAW DOCUMENTS (.6); ARRANGEMENTS FOR FILING (.3); ANALYSIS OF TEJAS OFFER (1.0); CONF. CALLS RE: SAME (.3).
STRAUS AG	11/16/04	11.70	ATTEND COURT HEARING (1.3); RELATED NEGOTIATION AND DRAFTING OF D. E. SHAW DOCUMENTS (10.4).
STRAUS AG	11/17/04	10.00	NEGOTIATION AND DRAFTING MATTERS RE: D. E. SHAW.
STRAUS AG	11/18/04	11.50	CONTINUING NEGOTIATION RE: FINANCING FACILITIES AND RELATED DISCLOSURE MATTERS.
STRAUS AG	11/19/04	7.50	CONTINUING REVISIONS TO COMMITMENT LETTERS AND T/C'S AND EMAILS RE: SAME.
STRAUS AG	11/22/04	3.60	T/C W/ JASON RE: REG RIGHTS (.3); CONF. CALL RE: 10-Q AND VARIOUS COMMUNICATIONS RE: COMMITMENT LETTERS (2.1); DRAFT AND REVISE VARIOUS CHARTS TO KEEP TRACK OF DOCUMENTS (1.2).
STRAUS AG	11/23/04	6.00	REVISIONS TO OFFERING MEMO (2.5); CONF. CALLS RE: ROLE OF DEUTSCHE BANK IN OFFERING (2.1); DISCUSSIONS RE: WIRE TRANSFERS OF COMMITMENT FEES AND REVISIONS OF LISTS RE: SAME (1.4).
STRAUS AG	11/24/04	1.30	MISC. EMAILS RE: COMMITMENT FEES (.2); REVISE OFFERING MEMO (1.1).
STRAUS AG	11/26/04	3.10	CONTINUE TO REVISE OFFERING CIRCULAR.

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

STRAUS AG	11/29/04	3.80	CONF. CALL RE: ACCOUNTING CHANGE ISSUES (.6); REVISE LETTERS RE: ACCTS (1.0); CONF. CALL TO DISCUSS CLOSING MATTERS (1.0); INTERNAL MEETINGS TO DISCUSS OFFERING CIRCULAR (1.2).
		114.40	
<b>Total Partner</b>		<b>180.70</b>	
MATZ TJ	10/19/04	0.40	FOLLOW UP RE: PREFERRED SHAREHOLDERS, APPEAL OF ORIGINAL EXIT FACILITY MOTION.
*MATZ TJ	10/20/04	-0.40	FOLLOW UP RE: PREFERRED SHAREHOLDERS, APPEAL OF ORIGINAL EXIT FACILITY MOTION.
MATZ TJ	11/01/04	2.40	REVIEW AND REVISE MOTION TO SHORTEN NOTICE (1.4); FORWARD EXPERT MOTION TO CHAMBERS (.3); CALLS W/ CHAMBERS RE: SAME (.3); FOLLOW UP WORK RE: SAME (.4).
MATZ TJ	11/02/04	3.00	WORK ON T. COLEMAN DECLARATION, D. E. SHAW COMMITMENT, ORDER AND MOTION TO APPROVE CONVERTIBLE NOTES FINANCING.
MATZ TJ	11/03/04	6.60	REVIEW AND REVISE AMENDED ORDER RE: SHORTENED NOTICE OF CONVERTIBLE NOTES FINANCING MOTION (.2); FORWARD TO CHAMBERS (.1); REVIEW AND REVISE MOTION TO APPROVE CONVERTIBLE NOTES FINANCING, T. COLEMAN DECLARATION, ORDER (4.0); CORRESPOND AND CONFER W/ VARIOUS PARTIES RE: FINALIZING, FILING AND SERVICE OF SAME AS PER THE COURT ORDER OF 1/3/04. (2.3).
MATZ TJ	11/04/04	1.10	CALL W/ U.S. TRUSTEE RE: MOTION TO APPROVE CONVERTIBLE SECOND-LIEN NOTES FINANCING (.3); REVIEW AND REVISE TEJAS INQUIRY (.6) REVIEW AND REVISE MOTION TO APPROVE WORK FEE (.2).
MATZ TJ	11/05/04	0.80	REVIEW AND COMMENT ON TEJAS MOTION RE: DILIGENCE, DEPOSIT (.6); FOLLOW UP CORRESPONDENCE RE: SAME (.2).
MATZ TJ	11/08/04	1.20	WORK ON TEJAS SECURITIES DILIGENCE MOTION (.8); FOLLOW UP RE: FINALIZING SAME (.4).
MATZ TJ	11/09/04	1.20	WORK ON DEUTSCHE BANK AND EVERGREEN CREDIT AGREEMENTS FOR PLAN SUPPLEMENT (.6); CALL W/ A. HORVAT RE: SAME (.3); CALL W/ D. ROYSTER RE: SAME AND STARPOWER FINANCING(.3).

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

MATZ TJ	11/10/04	4.40	WORK ON DEUTSCHE BANK AND EVERGREEN FINANCING ISSUES (.4); CALLS W/ A. HORVAT RE: SAME (.4); WORK ON FINALIZING TEJAS MOTION FOR FILING AND SERVICE (.8); FOLLOW UP RE: SAME (.2); WORK ON CLOSING DOCUMENTS FOR EMERGENCE & CHECKLIST (.6); CALLS W/ A. HORVAT RE: FINANCING DOCUMENTS (.3); CALLS W/ D. ROYSTER RE: FINANCING DOCUMENTS (.2); REVIEW AND REVISE CONFIRMATION MATERIALS (1.5).
MATZ TJ	11/11/04	1.60	REVIEW AND COMMENT ON RESPONSE TO GECC RE: LIENS ISSUE (.3); WORK ON TEJAS MOTION (1.2) AND MESSAGE TO CHAMBERS RE: SAME (.1).
MATZ TJ	11/15/04	2.80	WORK ON D. E. SHAW AND TEJAS EXIT FINANCING MATTERS (1.4); CORRESPONDENCE W/ VARIOUS PARTIES RE: SAME (.4); WORK ON SUPPLEMENTAL FILING TO ORIGINAL MOTION TO APPROVE D. E. SHAW FINANCING (.7); SERVICE OF SAME (.3).
MATZ TJ	11/16/04	6.60	ATTEND COURT ON 11/16 ON VARIOUS MATTERS, INCLUDING MOTION TO INCREASE EXIT FINANCING FACILITY AND MOTION TO APPROVE CONVERTIBLE SECOND-LIEN NOTES FINANCING (1.8); MEETINGS AT MILBANK TO RESOLVE PARTICIPATION BY D. E. SHAW, TEJAS SECURITIES AND COMMITTEE MEMBERS IN SECOND-LIEN FINANCING (3.5); FOLLOW UP WORK RE: FORM OF ORDER RE: SECOND-LIEN FINANCING AND COMMITMENT LETTERS IN RESPECT THEREOF (1.3).
MATZ TJ	11/17/04	5.30	WORK ON TEJAS AND D. E. SHAW COMMITMENT LETTERS RE: SECOND-LIEN FINANCING AND FORM OF ORDER IN RESPECT THEREOF (3.5); CALLS AND CORRESPONDENCE W/ VARIOUS PARTIES IN RESPECT THEREOF (1.8).
MATZ TJ	11/18/04	2.70	WORK ON CONVERTIBLE SECOND-LIEN FINANCING ISSUES, TERM SHEET AND COMMITMENT LETTERS AND ORDER (1.7); WORK ON OUTSTANDING MATTERS RE: DEUTSCHE BANK EXIT FACILITY (.6); MEETING W/ A. HORVAT RE: SAME (.4).
MATZ TJ	11/19/04	2.30	CORRESPONDENCE RE: THE SECOND-LIEN NOTES, INDENTURE, TERM SHEET AND COMMITMENTS FROM VARIOUS PARTIES (1.4); WORK ON ORDER AND EXHIBITS TO ORDER RE: SAME (.6); CALLS TO CHAMBERS RE: FILING AND DOCKETING (.3).
MATZ TJ	11/22/04	1.50	CORRESPONDENCE RE: AND WORK ON REVISIONS TO CONVERTIBLE SECOND-LIEN FINANCING ORDER.

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

MATZ TJ	11/23/04	1.70	REVIEW AND REVISE CONVERTIBLE SECOND-LIEN FINANCING COMMITMENT LETTERS AND ORDER (.6); CALLS W/ J. DUBEL AND A. HORVAT RE: FINALIZING SAME (.9); CALL TO CHAMBERS RE: ENTRY OF ORDER (.2).
MATZ TJ	11/24/04	0.90	CALLS W/ A. HORVAT RE: FUNDING COMMITMENT LETTER FEES AND OUTSTANDING FINANCING MATTERS.
		46.10	
MCDERMOTT MA	11/01/04	6.80	REVIEW LATEST DRAFT OF D. E. SHAW COMMITMENT LETTER AND TERM SHEET (.3); REVIEW/REVISE MOTION TO SHORTEN NOTICE AND MOTION TO APPROVE SAME (.2); ATTENTION CORRESPONDENCE RE: SAME (.1); REVISE DRAFT OF MOTION TO APPROVE SAME AND RELATED ORDER TO REFLECT CHANGES TO DEAL TERMS (1.2); BEGIN REVIEW OF PLACEMENT AGENCY AGREEMENT (.8); CALL S. KORVIN RE: STRATEGY (.4); MEETING T. MATZ RE: SAME (.3); CALL AKIN GUMP RE: FINANCING ALTERNATIVE (.8); SERIES OF INTERNAL MEETINGS AND CALLS RE: FINANCING ALTERNATIVES AND RELATED TIMING ISSUES (2.7).
MCDERMOTT MA	11/02/04	13.40	CORRESPOND WITH S. KORANGY AND J. DUBEL RE: TIMING AND RELATED ISSUES IN CONNECTION W/ MOTION TO APPROVE CONVERTIBLE SECOND-LIEN FINANCING (.6); CALL W/ J. DUBEL AND S. KORANGY RE: SAME (.4); CONF. CALLS W/ ALL PARTIES IN INTEREST RE: INTERCREDITOR ISSUES (1.2); SERIES OF CALLS AND NEGOTIATIONS W/ PARTIES IN INTEREST RE: MOTION, ORDER, COMMITMENT LETTER, TERM SHEET, AND RELATED ITEMS (6.5); CALL COUNSEL TO YORK RE: COMMITTEE COMMITMENT (.3); REVISIONS TO SAME (.4); ATTENTION TO FINAL DRAFTING OF MOTION, TERM SHEET, COMMITMENT LETTER, AND RELATED ITEMS, INCLUDING PARTICIPATION IN NUMEROUS CALLS AMONG PARTIES IN INTEREST (4.0).
MCDERMOTT MA	11/03/04	3.60	CORRESPONDENCE TO BLACKSTONE, ET AL., RE: COMMITTEE COMMITMENT AGREEMENTS (.2); PARTICIPATE IN CALL RE: COMMITTEE DISCUSSIONS RE: D. E. SHAW FINANCING ALTERNATIVE (.3); ATTENTION TO FINAL FORMS OF COMMITTEE MEMBER BACK-STOP COMMITMENT LETTERS (.4); EDITS TO MOTION TO APPROVE CONVERTIBLE SECOND-LIEN FINANCING AND RELATED ORDER (.6); CALLS W/ S. KORANGY RE: SAME (.2); FURTHER ATTENTION TO FINALIZING AND FILING MOTION AND ORDER RE: FINANCING ALTERNATIVE (1.9).

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

MCDERMOTT MA	11/08/04	2.60	REVIEW AND REVISE DRAFT OF MOTION TO APPROVE EXPENSE REIMBURSEMENT TO TEJAS IN CONNECTION W/ CONVERTIBLE SECOND-LIEN NOTES AND RELATED RESEARCH RE: SAME.
MCDERMOTT MA	11/09/04	1.40	ATTENTION TO FINANCING AND RELATED MATTERS (.2); REVIEW/REVISE DRAFT OF MOTION TO APPROVE PAYMENT OF EXPENSES TO TEJAS (1.2).
MCDERMOTT MA	11/11/04	2.20	CALLS W/ J. DUBEL RE: MOTION TO APPROVE PAYMENT OF TEJAS EXPENSES (.2); CORRESPOND W/ S. KORANGY AND J. DUBEL RE: SAME AND STRATEGIC CONSIDERATIONS IN CONNECTION W/ APPROVAL OF FINANCING (.6); REVIEW/REVISE MOTION (.7); FURTHER ATTENTION TO STATUS OF SAME (.7).
MCDERMOTT MA	11/12/04	0.40	REVIEW REVISED TEJAS COMMITMENT LETTER (.2); CORRESPONDENCE RE: CONSIDERING STRATEGIC ALTERNATIVES (.2).
MCDERMOTT MA	11/21/04	0.60	REVIEW DRAFTS OF REVISED TERM SHEETS RELATING TO CONVERTIBLE SECOND-LIEN NOTES AND RELATED ORDER.
MCDERMOTT MA	11/22/04	0.60	REVIEW DRAFT OF ORDER RE: CONVERTIBLE SECOND-LIEN NOTES FINANCING (.1) AND CORRESPONDENCE RE: PLACEMENT AGENT AGREEMENT (.1); MEETING J. GREENBLATT RE: TAX ISSUES RELATED TO EXIT FACILITY (.2); ATTENTION TO FEE EXPENSE REIMBURSEMENT MATTERS IN CONNECTION W/ COMMITMENT LETTERS (.2).
MCDERMOTT MA	11/23/04	0.70	CALL J. DUBEL AND B. HAGGERTY RE: MECHANISM FOR OFFERING CONVERTIBLE SECOND-LIEN NOTES TO AIS AND QIBS (.3); CALL W/ REPRESENTATIVES OF DEUTSCHE BANK RE: SAME (.4).
MCDERMOTT MA	11/30/04	1.70	REVIEW/REVISE DRAFT OF OFFERING CIRCULAR FOR CONVERTIBLE SECOND-LIEN NOTES.
		<b>34.00</b>	
<b>Total Counsel</b>		<b>80.10</b>	
ALESSI JE	11/01/04	0.80	DRAFT CLOSING CHECKLIST.
ALESSI JE	11/08/04	1.90	REVIEW EXHIBITS TO FIRST-LIEN CREDIT AGREEMENT.
ALESSI JE	11/10/04	1.90	CONTINUE TO REVIEW DRAFT EXHIBITS TO FIRST-LIEN CREDIT FACILITY (.3); BEGIN REVIEW OF FORM OF CONTROL AGREEMENT (.9); BEGIN DRAFTING SCHEDULES TO FIRST-LIEN SECURITY AGREEMENT (.7).



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

ALESSI JE	11/11/04	4.30	CONTINUE TO DRAFT SECURITY AGREEMENT SCHEDULES.
ALESSI JE	11/12/04	1.40	CONTINUE TO DRAFT SCHEDULES TO FIRST-LIEN SECURITY AGREEMENT (.8); BEGIN REVIEW OF DRAFT AUTHORIZING RESOLUTIONS FOR SECURITY AGREEMENT (.6).
ALESSI JE	11/16/04	2.80	REVISE AUTHORIZING RESOLUTIONS FOR FIRST-LIEN AGREEMENT (.9); REVIEW STARPOWER LLC OPERATING AGREEMENT IN CONNECTION W/ REQUIREMENTS TO AUTHORIZE FIRST-LIEN FACILITY (.5); BEGIN PREPARATION OF LIEN SEARCH FOR RCN AND ITS SUBSIDIARIES (1.4).
ALESSI JE	11/17/04	3.30	CONTINUE TO PREPARE LIEN SEARCH FOR RCN AND ITS SUBSIDIARIES (1.1); REVISE SCHEDULES TO SECURITY AGREEMENT (.9); REVIEW REVISED EXHIBITS TO FIRST-LIEN CREDIT AGREEMENT (1.3).
ALESSI JE	11/18/04	1.80	REVIEW COMPLIANCE CERTIFICATE (.2); REVIEW SCHEDULE REQUIREMENTS IN NEW DRAFT OF FIRST-LIEN AGREEMENT CIRCULATED BY WHITE AND CASE (.6); CONF. CALL W/ RCN RE: REQUIREMENTS FOR SCHEDULES TO SECURITY AGREEMENT AND FIRST-LIEN AGREEMENT (1.0).
ALESSI JE	11/19/04	3.50	REVIEW INFORMATION RECEIVED FROM COMPANY FOR SECURITY AGREEMENT SCHEDULES (1.9); REVISE INTELLECTUAL PROPERTY SCHEDULES (1.6).
ALESSI JE	11/20/04	0.60	REVISE CREDIT AGREEMENT SCHEDULES.
ALESSI JE	11/21/04	0.90	DRAFT SCHEDULES CHECKLIST (.3); REVIEW ASSIGNMENT AGREEMENTS FOR CERTAIN OF THE COMPANY'S TRADEMARKS (.6).
ALESSI JE	11/22/04	9.20	REVIEW AND REVISE SCHEDULES TO FIRST-LIEN CREDIT AGREEMENT (7.2); COORDINATE DELIVERY OF REVISED SCHEDULES TO COMPANY FOR REVIEW (.6); BEGIN DRAFTING STARPOWER AUTHORIZING RESOLUTIONS (.6); PREPARE UPDATED LIEN SEARCH (.8).
ALESSI JE	11/23/04	5.70	REVIEW INFORMATION RECEIVED FROM COMPANY AND UPDATE FIRST-LIEN SCHEDULES (3.0); BEGIN DRAFTING OFFICERS' CERTIFICATES TO FIRST-LIEN CREDIT FACILITY (1.7); REVIEW CHARTER DOCUMENTS AND BY-LAWS FOR LIEN AND DEBT RESTRICTIONS (1.0).

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

ALESSI JE	11/24/04	7.10	CONTINUE TO REVIEW CHARTER DOCUMENTS FOR LIEN REQUIREMENTS AND DEBT RESTRICTIONS (1.1); REVIEW OUTSTANDING ISSUE RE: SCHEDULES TO FIRST-LIEN CREDIT FACILITY AND RELATED DOCUMENTS (.8); REVIEW LIST OF MATERIAL CONTRACTS IN CONNECTION W/ OPINION DILIGENCE (.9); CONTINUE TO DRAFT OFFICERS' CERTIFICATES (4.3).
ALESSI JE	11/29/04	10.60	REVISE FIRST-LIEN SECURITY AGREEMENT SCHEDULES (2.7); REVISE FIRST-LIEN CREDIT AGREEMENT SCHEDULES (1.8); REVIEW FIRST-LIEN CREDIT AGREEMENT REQUIREMENTS FOR SCHEDULING OF EXISTING INDEBTEDNESS (.2); DRAFT AUTHORIZING RESOLUTIONS FOR THIRD-LIEN CREDIT AGREEMENT (.6); COORDINATE DELIVERY OF GOOD STANDING CERTIFICATES TO FIRST-LIEN AND SECOND-LIEN AGENT'S COUNSEL (2.8); CONTINUE TO REVIEW LIEN SEARCH RESULTS (2.5).
ALESSI JE	11/30/04	4.50	REVIEW INSURANCE CERTIFICATE REQUIREMENTS IN FIRST-LIEN CREDIT AGREEMENT (.4); CONTINUE TO REVISE SCHEDULES TO FIRST-LIEN PLEDGE AGREEMENT (.5); CONTINUE TO REVIEW LIEN SEARCH RESULTS (1.9); ANALYZE BY-LAWS OF RCN AND ITS SUBSIDIARIES (.6); CONTINUE TO REVISE SCHEDULES TO FIRST-LIEN CREDIT AGREEMENT (1.1).
		60.30	
BLOOM JS	11/22/04	9.80	CONTINUE TO DRAFT OFFERING DOCUMENT (8.0); REVIEW DRAFT ORDER (1.8).
BLOOM JS	11/23/04	7.70	COORDINATE RECEIPT OF COMMITMENT LETTERS (3.4); REVISE FINANCIAL ADVISORY AGREEMENT, CROSS RECEIPTS AND SCHEDULE OF COMMITMENT FEES (4.3).
BLOOM JS	11/24/04	3.90	REVISE OFFERING DOCUMENT (3.1); REVIEW COMMENTS FROM J. GREENBLATT RE: SAME (.8).
BLOOM JS	11/29/04	10.30	DRAFT OFFERING CIRCULAR AND LETTERS TO BROKER AND CLIENTS (7.0); REVIEW OPINION FOR FIRST-LIEN OFFERING (3.0); REVIEW FIRST-LIEN DOCUMENTS (.3).
BLOOM JS	11/30/04	11.10	CONTINUE TO DRAFT OFFERING CIRCULAR (9.1); DRAFT LETTER TO INVESTORS (.9); REVISE INVESTOR QUESTIONNAIRE (1.1).
		42.80	

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

DAY GR	11/04/04	0.80	DRAFT STIPULATION RE: DEUTSCHE BANK EXIT FACILITY APPEAL.
		0.80	
KELLY BP	11/03/04	0.50	PREPARE NOTICE OF MOTION TO AUTHORIZE D. E. SHAW COMMITMENTS.
KELLY BP	11/04/04	3.80	PREPARE MOTION TO AUTHORIZE PAYMENT TO TEJAS.
KELLY BP	11/05/04	3.80	CONTINUE TO PREPARE MOTION TO AUTHORIZE PAYMENT TO TEJAS.
KELLY BP	11/08/04	2.50	PREPARE MOTION TO AUTHORIZE PAYMENT TO TEJAS.
KELLY BP	11/09/04	1.20	PREPARE MOTION TO AUTHORIZE PAYMENT TO TEJAS.
KELLY BP	11/10/04	1.10	FINALIZE PLEADINGS AUTHORIZING PAYMENT TO TEJAS.
		12.90	
MORRIS FD	11/01/04	1.80	WORK RE: CASH COLLATERAL EXTENSION (.4); T. CONF. W/ B. BAR-COHEN RE: EXIT FINANCING (.2); T. CONF. W/ B. BAR-COHEN RE: FINANCING STATUS (.1); LETTER TO N. MUNZBERG RE: APPEAL (.3); WORK RE: SECOND-LIEN FINANCING ALTERNATIVES (.4); LETTER TO R. CLEMENT, B. BAR-COHEN RE: FINANCING INQUIRY (.2); T. CONF. W/ A. HORVAT RE: CASH COLLATERAL (.2).
MORRIS FD	11/02/04	5.20	WORK RE: FINANCING ALTERNATIVES AND TIMING (1.6); REVIEW DEUTSCHE BANK COMMENTS TO FINANCING MOTION (.3); REVIEW PROPOSED STIPULATION OF DISMISSAL RE: APPEAL (.3); WORK RE: SAME (.3); T. CONF. W/ J. WYATT RE: APPEAL (.2); T. CONF. W/ N. MUNZBERG RE: APPEAL (.2); REVIEW REVISED COMMITMENT LETTER, TERM SHEET RE: ALTERNATIVE FINANCING (.3); T. CONF. W/ J. DUBEL RE: CASH COLLATERAL (.2); T. CONF. W/ E. GRAFF RE: CASH COLLATERAL, EXCLUSIVITY, PLAN (.2); REVIEW REVISIONS TO FINANCING MOTION (.3); REVIEW REVISIONS TO TERM SHEET, COMMITMENT LETTERS, MOTION, ORDER (.4); WORK RE: EVERGREEN CREDIT AGREEMENT (.5); REVIEW EXCLUSIVITY ORDER AND WORK RE: SAME (.4).
MORRIS FD	11/03/04	0.80	WORK RE: SECOND-LIEN FINANCING (.4); WORK RE: REG. RIGHTS AGREEMENTS FOR CREDITORS, LENDERS (.4).

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

MORRIS FD	11/04/04	2.80	T. CONF. W/ M. STAMER RE: CONVERTIBLE NOTE FINANCING (.2), WORK RE: SAME (1.5); LETTER TO M. STAMER RE: CONVERTIBLE NOTE FINANCING (.3); REVISE STIPULATION WITHDRAWING APPEAL (.8).
MORRIS FD	11/08/04	1.20	WORK RE: COMMITTEE CASH COLLATERAL INQUIRY (.4); T. CONF. W/ A. HORVAT RE: CASH COLLATERAL, 10-Q (.2); REVIEW PROPOSED FINANCING RELATED MOTION (.6).
MORRIS FD	11/09/04	1.60	WORK RE: STIPULATION OF APPEAL DISMISSAL (.4); WORK RE: REGISTRATION RIGHTS AGREEMENT (.4); REVIEW COMMENTS AND REVISIONS TO WARRANT AGREEMENT (.4); WORK RE: PREPARATION FOR CONFIRMATION HEARING (.4).
MORRIS FD	11/10/04	1.30	WORK RE: SECOND-LIEN FINANCING (.8); REVIEW FIRST-LIEN CREDIT AGREEMENT AND COMMENTS (.5).
MORRIS FD	11/11/04	0.60	WORK RE: SECOND-LIEN FINANCING ALTERNATIVES.
MORRIS FD	11/15/04	3.10	WORK RE: SECOND-LIEN FINANCING ISSUES (2.4); REVIEW TEJAS OBJECTION TO SECOND-LIEN COMMITMENTS (.3); WORK RE: RESPONDING TO SAME (.4).
MORRIS FD	11/16/04	5.50	ATTEND OMNIBUS HEARING (1.0); MEETING W/ MULT. CONSTITUENCIES RE: SECOND-LIEN FINANCING (4.0); ATTEND CONTINUED SECOND-LIEN FINANCING HEARING (.5).
MORRIS FD	11/17/04	1.50	LETTER TO J. WYATT RE: DISMISSAL OF EXIT FACILITY APPEAL (.2); WORK RE: SAME (.2); REVIEW SUPPLEMENT TO SECOND-LIEN TERM SHEET (.3); REVIEW COMMENTS TO SAME (.2); REVIEW COMMENTS TO INTERCREDITOR AGREEMENT (.3); WORK RE: REGISTRATION RIGHTS AGREEMENTS (.3).
MORRIS FD	11/18/04	1.20	REVISE DEUTSCHE BANK CREDIT AGREEMENT (.3); REVIEW PLAN SUPPLEMENT FINANCING DOCUMENT REVISIONS (.4); WORK RE: CASH COLLATERAL EXTENSION (.2); WORK RE: RESTRUCTURED EVERGREEN SECURITY AGREEMENT (.3).
MORRIS FD	11/19/04	1.30	WORK RE: EXIT FACILITY LIEN ISSUES (.4); WORK RE: PRESS INQUIRY RE: FINANCING MOTION (.2); REVIEW CREDIT DOCUMENTS (.4); WORK RE: REVISIONS TO EVERGREEN CREDIT AGREEMENT (.3).

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

MORRIS FD	11/22/04	0.80	WORK RE: SECOND-LIEN FINANCING (.2); REVIEW CASH COLLATERAL REQUEST (.2); WORK RE: ORDER APPROVING COMMITMENT LETTERS (.2); WORK RE: TEJAS REIMBURSEMENT MOTION (.2).
MORRIS FD	11/23/04	0.30	WORK RE: SECURITY AGREEMENT/COLLATERAL.
MORRIS FD	11/29/04	0.80	LETTER TO J. WYATT RE: COMMITMENT ORDER APPEAL (.3); WORK RE: DRAFTING EXIT FACILITY BASKETS (.5).
		<b>29.80</b>	
SILVERBERG BS	11/03/04	2.00	WORK RE: FINANCING MOTION.
SILVERBERG BS	11/15/04	3.20	WORK RE: SUPPLEMENT TO MOTION TO APPROVE D. E. SHAW CONVERTIBLE SECOND-LIEN NOTE OFFERING.
SILVERBERG BS	11/16/04	4.30	CONVENE AT OFFICES OF MILBANK RE: RESOLUTION OF B-PIECE FINANCING.
SILVERBERG BS	11/17/04	4.00	WORK ON REVISED ORDER FOR APPROVAL CONVERTIBLE SECOND-LIEN NOTES AND RECEIVE COMMENTS FROM PARTICIPANTS.
SILVERBERG BS	11/18/04	0.40	REVIEW SUPPLEMENTAL TERM SHEET FOR SECOND-LIEN CONVERTIBLE NOTES.
SILVERBERG BS	11/21/04	0.20	WORK RE: ORDER W/ RESPECT TO SECOND- LIEN FINANCING.
SILVERBERG BS	11/22/04	2.30	WORK ON ISSUES RE: FINANCING ORDER (2.2); T/C W/ J. DUBEL RE: COMMITMENT LETTERS (.1).
		<b>16.40</b>	
TOUSSI S	11/01/04	2.40	REVIEW AND REVISE MOTION TO SHORTEN NOTICE MOTION RE: CONVERTIBLE SECOND-LIEN NOTES (.6); UNDERLYING MOTION AND ISSUES (.8); VARIOUS CONFERENCE CALLS AND CORRESPONDENCE RE: SAME (.6); ADDRESS ISSUES RE: SERVICE (.4).
TOUSSI S	11/02/04	6.00	ADDRESS AND RESOLVE ISSUES RELATED TO ALTERNATIVE EXIT FINANCING, INCLUDING EDIT AND REVISING ORDER TO SHORTEN NOTICE (.8); EDIT AND REVISE MOTION AND ORDER TO APPROVE ALTERNATIVE EXIT FINANCING (2.2); REVIEW AND ANALYZE LATEST DRAFTS OF TERM SHEETS AND COMMITMENT LETTER (1.0); ADDRESS AND RESOLVE ISSUES RELATED TO T. COLEMAN AFFIDAVIT (1.2); VARIOUS CORRESPONDENCE AND CONFERENCE CALLS RE: SAME (.8).

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

TOUSSI S	11/03/04	3.20	REVIEW AND ANALYZE TERM SHEET AND COMMITMENT LETTERS (1.0); ADDRESS AND RESOLVE ISSUES RE: MOTION, ORDER AND AFFIDAVIT RE: EXIT FINANCING COMMITMENT (B PIECE) (1.5); REVIEW CORRESPONDENCE RE: SAME (.2); ADDRESS ISSUES RE: INTERCREDITOR AGREEMENT (.5).
TOUSSI S	11/04/04	1.20	REVIEW AND ANALYZE ISSUES RE: EXIT FINANCING (B PIECE) AND REVIEW COMMENTS AND REVISIONS BY THIRD PARTIES.
TOUSSI S	11/10/04	1.10	REVIEW DOCUMENTS RELATED TO SECOND-LIEN CONVERTIBLE NOTES FINANCING (.5); ADDRESS ISSUES RE: SAME (.6).
TOUSSI S	11/11/04	1.40	REVIEW SECOND-LIEN CONVERTIBLE NOTES FINANCING DOCUMENTS (.7); ADDRESS ISSUES RE: SAME (.7).
TOUSSI S	11/12/04	2.20	REVIEW SECOND-LIEN NOTES INDENTURE INTER-CREDITOR AGREEMENT AND COMMENTS BY THIRD PARTIES (1.2); ADDRESS ISSUES RE: REGISTRATION RIGHTS AGREEMENT AND OTHER PLAN SUPPLEMENT DOCUMENTS (1.0).
TOUSSI S	11/17/04	1.50	ADDRESS AND RESOLVE ISSUES RE: EXIT FINANCING TERM SHEETS, COMMITMENT LETTERS AND CORRESPONDENCE, REVIEW COMMENTS.
TOUSSI S	11/18/04	1.90	REVIEW LATEST DRAFTS OF EXIT FINANCING DOCUMENTS AND COMMENTS FROM THIRD PARTIES (1.6); FOLLOW UP ISSUES RE: SAME (.3).
TOUSSI S	11/22/04	1.10	REVIEW EXIT FINANCING DOCUMENTS (.7); ADDRESS ISSUES RE: CONVERTIBLE NOTES FINANCING (.4).
TOUSSI S	11/29/04	0.80	ADDRESS ISSUES RE: CLOSING CHECKLISTS FOR 1ST, 2ND AND 3RD LIEN FACILITIES.
TOUSSI S	11/30/04	1.20	ADDRESS ISSUES RE: EXIT FINANCING AND CONVERTIBLE SECOND-LIEN NOTES (.7); REVIEW DOCUMENTS RE: SAME (.5).
		<b>24.00</b>	
<b>Total Associate</b>		<b>187.00</b>	
PICHARDO NE	11/19/04	3.00	COORDINATE UCC FINANCING STATEMENTS.
PICHARDO NE	11/22/04	4.50	COORDINATE UCC FINANCING STATEMENTS.
PICHARDO NE	11/23/04	6.20	COORDINATE UCC FINANCING STATEMENTS.
PICHARDO NE	11/24/04	2.20	COORDINATE UCC FINANCING STATEMENTS.
		<b>15.90</b>	
WILSON JM	11/19/04	3.00	COORDINATE UCC FINANCING STATEMENTS.

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

WILSON JM	11/22/04	2.20	COORDINATE UCC FINANCING STATEMENTS.
WILSON JM	11/23/04	5.70	COORDINATE UCC FINANCING STATEMENTS.
WILSON JM	11/24/04	4.80	COORDINATE UCC FINANCING STATEMENTS.
WILSON JM	11/29/04	2.00	COORDINATE UCC FINANCING STATEMENTS.
		17.70	
Total Legal Assistant Specialist		33.60	
TOTAL TIME		<u>481.40</u>	

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

RCN Corporation (DIP)  
Insurance

Bill Date: 12/16/04  
Bill Number: 1038000

NAME	DATE	HOURS	DESCRIPTION
DAVIS EM	11/04/04	1.90	CALLS W/ R. HAMMER RE: TERM SHEET S. KEMPER (.8); EMAIL W/ D. FISHER RE: TERMS OF SETTLEMENT (.7); REVISE TERM SHEET (.4).
DAVIS EM	11/05/04	0.80	CALLS W/ R. HAMMER AND J. DUBEL ON TERM SHEET (.4); CONTINUE TO DRAFT TERM SHEET (.4).
DAVIS EM	11/08/04	1.10	CONT. WORK ON TERM SHEET AND CIRCULATE FOR COMMENTS (.9); CALL TO D. FISHER ON SAME (.2).
DAVIS EM	11/09/04	1.60	CALLS W/ D. FISHER RE: TERM SHEET (.8); CALL W/ J. DUBELAND AND R. HAMMER ON SAME (.4); REVISE TERM SHEET (.4).
DAVIS EM	11/10/04	2.60	REVIEW AND REVISE KEMPER STIPULATION (.4); REVIEW REQUESTS BY KEMPER COUNSEL FOR NEW LANGUAGE (.4); REVISE TO INCLUDE SAME (.1); CALL W/ D. SULLIVAN ON SAME (.8); CALL W/ R. HAMMER AND J. DUBEL ON STATUS OF NEGOTIATIONS. (.9).
DAVIS EM	11/11/04	2.40	REVIEW AND REVISE TERM SHEET ON KEMPER (1.2); CALL W/ J. DUBEL AND R. HAMMER ON SAME (.4); REVIEW COLLATERAL ON SAME (.2); EMAIL EXCHANGE ON SAME W/ J. DUBEL (.3); COMMUNICATE W/ COMMITTEE ON SAME (.3).
DAVIS EM	11/15/04	0.80	PREPARE FOR HEARING ON KEMPER SETTLEMENT.
DAVIS EM	11/16/04	1.80	WORK ON KEMPER OUTLINE (.6); ATTEND HEARING (1.2).
DAVIS EM	11/22/04	2.10	BEGIN TO REVIEW ISSUES RELATING TO CHUBB AND INSURANCE COVERAGE FOR ERISA AND D&O CLAIMS, INCLUDING COVER LETTER AND WINSTON ANALYSIS (1.3); CALLS TO R. HAMMER FOR RELEVANT INFO ON SAME INCLUDING SUITS AND POLICIES (.5); REVIEW LATEST CORRESPONDENCE W/ KEMPER AND OFFER COMMENTS ON SAME (.3).
DAVIS EM	11/23/04	3.10	REVIEW ERISA COMPLAINTS AND APPLICABLE INSURANCE POLICIES RE: COVERAGE.
		18.20	
<b>Total Partner</b>		18.20	
AGARWAL K	11/11/04	0.60	RESEARCH INSURANCE ISSUES.



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

		<b>0.60</b>	
DESGROSSEILLIER ML	11/01/04	3.30	REVIEW KEMPER INSURANCE POLICIES (.9); REVIEW CLAIMS OF KEMPER (.3); WORK ON KEMPER TERM SHEET (2.1).
DESGROSSEILLIER ML	11/02/04	3.60	WORK ON TERM SHEET RE: KEMPER (1.4); REVIEW POLICIES RE: SAME (2.2).
DESGROSSEILLIER ML	11/03/04	1.20	WORK ON KEMPER SETTLEMENT.
DESGROSSEILLIER ML	11/04/04	1.40	CONTINUE TO WORK ON KEMPER SETTLEMENT.
DESGROSSEILLIER ML	11/05/04	2.30	CONTINUE TO WORK ON KEMPER SETTLEMENT AND RELATED ISSUES.
DESGROSSEILLIER ML	11/08/04	1.90	CONTINUE TO WORK ON SETTLEMENT W/ KEMPER AND RELATED ISSUES.
DESGROSSEILLIER ML	11/09/04	3.20	CONTINUE TO WORK ON KEMPER SETTLEMENT AND TERMS SHEET RE: SAME.
DESGROSSEILLIER ML	11/10/04	2.90	WORK ON TERM SHEET W/ KEMPER (2.2); WORK ON ISSUES RE: TRUST STRUCTURE (.4); TELEPHONE CALL TO CLIENT RE: SAME (.1); TELEPHONE CALLS TO COUNSEL FOR KEMPER RE: SAME (.2).
DESGROSSEILLIER ML	11/11/04	2.00	CONTINUE TO REVIEW/REVISE KEMPER TERMS SHEET (1.6); SEVERAL TELEPHONE CALLS RE: SAME W/ CLIENT, OPPOSING COUNSEL, COUNSEL FOR THE COMMITTEE (.4).
DESGROSSEILLIER ML	11/12/04	2.30	CONTINUE TO ANALYZE ISSUES RE: KEMPER SETTLEMENT.
DESGROSSEILLIER ML	11/16/04	0.30	TELEPHONE CALLS TO KEMPER'S COUNSEL RE: KEMPER SETTLEMENT (.2); TELEPHONE CALL FROM R. HAMMER RE: SAME (.1).
DESGROSSEILLIER ML	11/18/04	0.50	CONTINUE TO WORK ON KEMPER SETTLEMENT (.2); TELEPHONE CALL FROM CLIENT RE: SAME (.1); TELEPHONE CALL TO KEMPER'S COUNSEL RE: SAME (.1); TELEPHONE CALL TO CLIENT RE: SAME (.1).
DESGROSSEILLIER ML	11/19/04	0.70	CONTINUE TO ADDRESS ISSUES RELATED TO SETTLEMENT W/ KEMPER.
DESGROSSEILLIER ML	11/22/04	0.90	CONTINUE TO WORK ON SETTLEMENT W/ KEMPER.
DESGROSSEILLIER ML	11/23/04	1.60	CONTINUE TO WORK ON KEMPER SETTLEMENT.
DESGROSSEILLIER ML	11/24/04	0.40	CONTINUE TO WORK ON KEMPER TERM SHEET AND ADDRESS RELATED ISSUES.
DESGROSSEILLIER ML	11/29/04	3.90	PREPARE/DRAFT STIPULATION RE: KEMPER SETTLEMENT (2.3); RESEARCH RE: SAME (1.6).

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

DESGROSSEILLIER ML	11/30/04	1.20	CONTINUE TO REVIEW/REVISE STIPULATION RE: KEMPER (.4); ADDRESS ISSUES RE: FINALIZING KEMPER TERM SHEET (.3); PREPARE FOR HEARING RE: SAME (.5).
		<b>33.60</b>	
KELLY BP	11/01/04	2.00	RESEARCH INSURANCE ISSUE.
KELLY BP	11/02/04	1.70	RESEARCH INSURANCE ISSUE (.5); CONF. CALL W/ CLIENT RE: INSURANCE POLICIES AND EXECUTORY CONTRACTS (.9); FOLLOW UP CORRESPONDENCE RE: INSURANCE (.3).
		<b>3.70</b>	
SILVERBERG BS	11/10/04	1.90	WORK RE: ASSUMPTION OF HARTFORD INSURANCE POLICIES (.2); T/C W/ R. HAMMER RE: HARTFORD (.2); MODIFICATION OF ASSUMPTION ORDER TO ADDRESS INSURANCE POLICIES (1.5).
SILVERBERG BS	11/11/04	1.40	T/C W/ D. MILLNER RE: HARTFORD INSURANCE POLICIES (.2); REVISE ORDER W/R/T INSURANCE CONTRACTS (1.2).
SILVERBERG BS	11/22/04	0.20	T/C W/ R. HAMMER RE: INSURANCE CARRIERS.
SILVERBERG BS	11/29/04	2.40	CALLS W/ M. LEVITT RE: AIG CLAIM (1.4); REVIEW AND REVISE ASSUMPTION ORDER AND MOTION (1.0).
		<b>5.90</b>	
<b>Total Associate</b>		<b>43.80</b>	
<b>TOTAL TIME</b>		<b><u>62.00</u></b>	

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

RCN Corporation (DIP)  
Leases (Real Property)

Bill Date: 12/16/04  
Bill Number: 1038000

NAME	DATE	HOURS	DESCRIPTION
MATZ TJ	11/29/04	0.30	WORK ON 825 THIRD AVENUE LEASE MATTER.
		0.30	
MCDERMOTT MA	11/10/04	0.30	ATTENTION TO 825 THIRD AVENUE LEASE CLOSING MATTERS.
MCDERMOTT MA	11/21/04	0.10	REVIEW CORRESPONDENCE RE: 825 THIRD AVENUE DISPOSITION.
		0.40	
Total Counsel		0.70	
DAY GR	11/08/04	3.60	REVIEW CLOSING ISSUES RE: 825 THIRD AVE LEASE AGREEMENT, INCLUDING REVIEW OF CLOSING CALCULATIONS.
DAY GR	11/09/04	5.80	REVIEW AGREEMENTS AND ISSUES RE: 825 THIRD AVE LEASE ASSIGNMENT.
DAY GR	11/10/04	4.80	REVIEW ISSUES RE: 825 THIRD AVE. LEASE ISSUES, INCLUDING REVIEW OF MASTER LEASES, TERMINATION AGREEMENT AND COMPANY CALCULATIONS.
		14.20	
KELLY BP	11/12/04	0.40	REVIEW DOCUMENTATION RE: LOCATION OF REAL PROPERTY LEASES.
		0.40	
MORRIS FD	11/10/04	0.60	T. CONF. W/ P. BRADSHAW RE: LEASE REJECTION (.2); WORK RE: 825 THIRD AVENUE LEASE SETTLEMENT CLOSING (.4).
MORRIS FD	11/11/04	0.20	REVIEW J&R REALTY LETTER.
		0.80	
Total Associate		15.40	
TOTAL TIME		<u>16.10</u>	

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

RCN Corporation (DIP)  
Litigation (General)

Bill Date: 12/16/04  
Bill Number: 1038000

NAME	DATE	HOURS	DESCRIPTION
BAKER DJ	11/19/04	2.00	BEGIN TO REVIEW OF ERISA LITIGATION CLAIMS (.8); REVIEW CHICAGO ACCESS CORPORATION LITIGATION ISSUES (1.2).
BAKER DJ	11/22/04	1.00	BEGIN TO REVIEW OF ERISA LITIGATION ISSUES.
BAKER DJ	11/23/04	1.80	CONTINUE TO REVIEW OF ERISA LITIGATION ISSUES.
BAKER DJ	11/24/04	5.40	CONTINUE TO WORK ON ERISA LITIGATION CLAIMS (1.6); CONF. CALL D. ROYSTER AND H. SHAPIRO RE: ERISA CLAIMS (.4); FURTHER CALL W/ M. MCDERMOTT, E. DAVIS, H. SHAPIRO AND D. ROYSTER RE: ERISA LITIGATION CLAIMS (.8); REVIEW DRAFT LANGUAGE FOR POSSIBLE RESOLUTION OF ERISA ISSUES (1.2); REVIEW PROVISIONS FROM OTHER CHAPTER 11 PLANS RECEIVED FROM H. SHAPIRO (1.4).
		<b>10.20</b>	
CLARK AW	11/04/04	0.50	WORK ON ISSUES RE: CHICAGO SETTLEMENT (.3); T/C WITH D. ROYSTER/ P. THOMPSON (.2).
CLARK AW	11/09/04	0.40	WORK ON ISSUES RE: CHICAGO SETTLEMENT AND REVIEW CORRESP.
CLARK AW	11/15/04	0.20	WORK ON ISSUES RE: CHICAGO SETTLEMENT AND REVIEW CORRESP.
CLARK AW	11/16/04	0.80	WORK ON ISSUE RE: CHICAGO SETTLEMENT AND 9019 ORDER (.6); REVIEW CORRESP. (.2).
CLARK AW	11/17/04	1.60	WORK ON ISSUES RE: CHICAGO SETTLEMENT MOTION (1.3); REVIEW CORRESP. (.3).
CLARK AW	11/18/04	0.40	WORK ON ISSUES RE: CHICAGO SETTLEMENT (.2); REVIEW CORRESP. AND COURT PAPERS (.2).
CLARK AW	11/19/04	0.20	WORK ON ISSUES RE: CHICAGO SETTLEMENT AND REVIEW CORRESP.
CLARK AW	11/22/04	0.40	WORK ON ISSUE RE: CHICAGO SETTLEMENT (.2); REVIEW CORRESP. (.2).
CLARK AW	11/23/04	0.60	WORK ON ISSUES RE: CHICAGO SETTLEMENT (.4); REVIEW CORRESP. AND COURT PAPERS (.2).
		<b>5.10</b>	

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

DAVIS EM	11/01/04	1.20	CALL W/ J. TECCE ON TERMS OF SETTLEMENT W/ CHICAGO (.4); CONTINUE TO COORDINATE COMMENTS TO FORM OF SETTLEMENT MOTION (.8).
DAVIS EM	11/03/04	3.50	CONT. WORKING ON FORM OF MOTION TO SETTLE CHICAGO LITIGATION (.9); CALL W/ J. TECCE ON SAME (.1); CALL W/ K. SMOOT ON SETTLEMENT AGREEMENT (.7); WORK ON PARALLEL MOTION RE: CONFIRMATION AND SHORTENED NOTICE (.8); PREP. FOR AND PARTICIPATE IN INTERNAL CONF. CALL W/ D. ROYSTER, J. KIDDOO, P. THOMPSON AND K. SMOOT RE: SETTLEMENT AGREEMENT (1.0).
DAVIS EM	11/04/04	1.80	CALL FROM NEGOTIATIONS MTG. RE: STANDSTILL AND FOLLOW UP ON SAME (.8); REVISE AND CIRCULATE NEW STANDSTILL (.4); ADDRESS ORDINARY COURSE ISSUE (.6).
DAVIS EM	11/05/04	3.40	CALLS FROM A. KADISH ON STANDSTILL (.6); CALLS FROM K. SMOOT AND J. KIDDOO RE: LITIGATION PAPER ISSUES INCL. ORDINARY COURSE AND COURT APPROVAL (2.3); CONT. WORK ON GETTING STANDSTILL FILED W/ CHAMBERS (.2); REVIEW LATEST VERSION OF LIT. PAPERS (.3).
DAVIS EM	11/07/04	0.60	WORK ON GETTING SIGNATURES FOR STANDSTILL EXTENSION.
DAVIS EM	11/08/04	3.00	CALLS W/ J. KIDDOO RE: TERM SHEET (.7); FWD. LANGUAGE RE: CONF. ON DFU (.3); CALLS W/ J. TECCE RE: STANDSTILL AND LITIGATION PAPERS (.6); CONF. CALL W/ TEAM (J. KIDDOO, THOMPSON, K. SMOOT) ON SAME (.9); REVIEW EMAILS RE: CABLE WORLDWIDE ISSUE (.5).
DAVIS EM	11/09/04	4.30	CALLS W/ J. TECCE RE: STATUS W/ CITY AND EXTENDING STANDSTILL (1.1); CONF. CALL ON STATUS W/ CITY (T. GRAY; J. KIDDOO, D. ROYSTER, P THOMPSON AND SMOOT) (.8); REVIEW COMMENTS OF COMMITTEE AND CALL W/ KIDDOO ON SAME (.8); DISCUSS STATUS W/ D. ROYSTER (.6); CALLS W/ A. ENSCHEDE, J. KIDDOO AND J. TECCE ON NEED TO EXTEND STANDSTILL (.8); DRAFT LATEST STANDSTILL AND CIRCULATE SAME (.2).
DAVIS EM	11/10/04	1.70	REVIEW AND COMMENT ON LATEST VERSIONS OF AGREEMENT AND DARK FIBER IRU (.9); COMMUNICATE W/ CITY'S COUNSEL RE: EXT. OF DEADLINES (.4); REVISE AND FILE STIPULATION W/ CITY (.4).

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

DAVIS EM	11/11/04	1.80	REVISE LATEST STIPULATION (.3); CALL ON FORM OF SETTLEMENT AGREEMENT (.7); CALLS RE: NON-DEBTOR WHO NOT SERV. OR PARTIES (.8).
DAVIS EM	11/12/04	4.10	REVIEW AND COMMENT ON FORM OF SETTLEMENT AGREEMENT (1.9); WORK ON 9109 MOTION (1.3); STATUS CALL W/ J. TECCE (.2); CALLS W/ J. KIDDOO ON FINAL TERMS OF THE PROVISION (.3); CALLS AND REDRAFTING OF ADD'L STIPULATION EXTENDING TIME (.4).
DAVIS EM	11/15/04	3.10	REVIEW AND REVISE THE 9019 MOTION AND ORDER (1.8); CIRCULATE ORDER FOR COMMENT AND REVISE SAME (.6); CALLS W/ A. ENSCHEDE AND COURT RE: SETTLEMENT AND DEADLINES TO RESPOND (.7).
DAVIS EM	11/16/04	3.10	ADDRESS PRESENTATION ISSUES FOR 11/19 HEARING IN CHICAGO ON PARALLEL SUIT (1.6); REVISE AND CIRCULATE THE 9019 MOTION FOR INTERNAL COMMENT (1.1); REVIEW K. SMOOT'S PROPOSED CHANGES (.2); CONF. W/ COURTROOM DEPUTY RE: SCHEDULING (.1); MEET W/ U.S. TRUSTEE ON SAME (.1).
DAVIS EM	11/17/04	2.90	CONTINUE REVISING MOTION TO SETTLE W/ CHI. (1.2); CALL W/ A. ENSCHEDE ON SAME (.1); CALL W/ J. TECCE ON SAME (.2); CONF. CALL W/ J. KIDDOO AND K. SMOOT ON FORM OF AGREEMENT (.6); PREP FOR HEARING ON 11/18 IN ND ILL. (.8).
DAVIS EM	11/18/04	3.00	CONTINUE TO REVISE THE SETTLEMENT MOTION (1.3); WORK ON REDACTION MATTERS AND MOTION TO SEAL (.8); CALLS W/ E. TRYBAN TELSER ON FORM OF ORDER AND MOTION AND REVISE SAME (.9).
DAVIS EM	11/19/04	5.30	CONTINUE TO FINALIZE MOTION TO SETTLE AND FORM OF ORDER (1.7); CALL W/ E. TRYBAN TELSER ON FORM (.6); CALL W/ J. TECCE ON SAME (.3); REVIEW AND REVISE MOTION TO SHORTEN AND REDACTION MOTION (.6); REVIEW LATEST ITERATION OF REDACTED DARK FIBER AGREEMENT (.3); CONF. CALL W/ J. KIDDOO (.6); DEAL W/ SERVICE ISSUES (.4); FINALIZE AND FILE MOTIONS (.8).
DAVIS EM	11/22/04	3.70	CALLS W/ A. ENSCHEDE RE: FILINGS OF 9019 AND TIMING OF COURT HEARINGS ON SAME (.9); CALLS W/ COURT CHAMBERS RE: MOTION TO SEAL AND MOTION TO SHORTEN (.4); COORDINATE NOTICING OF SAME (.8); CONF. CALL ON STATUS OF CAN-TV NEGOTIATIONS (1.0); CALL W/ E. TRYBAN TELSER ON PRESENTATION OF MOTION AT 12/8 HEARING (.6).

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

DAVIS EM	11/29/04	3.90	ADDRESS ISSUES RAISED BY COURT ON MOTION TO SEAL (.8); RECEIVE STATUS UPDATE ON CAN-TV NEGOTIATIONS FROM J. KIDDOO (.8); REVIEW AND RESPOND TO EXT. DEADLINE REQUEST OF J. PACE (.6); BEGIN HEARING PREP. AND CALL W/ K. SMOOT ON SAME (1.7).
DAVIS EM	11/30/04	2.50	CONTINUE TO PREPARE WORK FOR 12/8 HEARING, INCLUDING CALLS W/ D. ROYSTER AND K. SMOOT ON SAME (1.8); STATUS CALL W/ J. TECCE ON FORM OF ORDER (.3); REVIEW STATUS OF CAN-TV NEGOTIATIONS (.4).
		<b>52.90</b>	
<b>Total Partner</b>		<b>68.20</b>	
MATZ TJ	11/19/04	1.40	WORK ON CHICAGO LITIGATION SETTLEMENT, MOTION TO SHORTEN NOTICE AND MOTION TO FILE UNDER SEAL (.8); CALLS W/ CHAMBERS RE: SAME AND SEALING MOTION (.6).
		<b>1.40</b>	
<b>Total Counsel</b>		<b>1.40</b>	
DESGROSSEILLIER ML	11/02/04	1.70	CONTINUE TO DRAFT CHICAGO LITIGATION SETTLEMENT MOTION.
DESGROSSEILLIER ML	11/04/04	0.90	REVIEW AND REVISE CHICAGO LITIGATION SETTLEMENT MOTION.
DESGROSSEILLIER ML	11/05/04	2.10	CONTINUE TO REVIEW AND ANALYZE ISSUES RE: CHICAGO LITIGATION.
DESGROSSEILLIER ML	11/08/04	1.70	CONTINUE TO WORK ON ISSUES RELATED TO CHICAGO LITIGATION.
DESGROSSEILLIER ML	11/09/04	1.90	CONTINUE TO WORK ON CHICAGO LITIGATION MATTERS.
DESGROSSEILLIER ML	11/11/04	2.10	CONTINUE TO WORK ON CHICAGO LITIGATION MATTERS.
DESGROSSEILLIER ML	11/12/04	2.20	CONTINUE TO ANALYZE ISSUES RE: PENDING CHICAGO LITIGATION.
DESGROSSEILLIER ML	11/15/04	7.40	PREPARE/DRAFT MOTION AND ORDER RE: FILING AGREEMENT W/ CITY OF CHICAGO UNDER SEAL (1.7); RESEARCH RE: SAME (.7); PREPARE/DRAFT MOTION TO SHORTEN RE: SETTLEMENT MOTION W/ CITY OF CHICAGO (1.1); RESEARCH RE: SAME (.6); REVIEW/REVISE SETTLEMENT MOTION AND ORDER (2.1); RESEARCH RE: SAME (1.2).

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

DESGROSSEILLIER ML	11/16/04	6.30	CONTINUE TO REVIEW/REVISE SETTLEMENT MOTION AND ORDER W/ CITY OF CHICAGO (3.3); RESEARCH RE: SAME (.9); REVIEW/REVISE MOTION TO SHORTEN NOTICE RE: SAME (.8); REVIEW/REVISE MOTION TO FILE UNDER SEAL RE: SAME (.7); CONTINUE TO RESEARCH RE: MOTION TO FILE UNDER SEAL (.6).
DESGROSSEILLIER ML	11/17/04	6.90	REVIEW/REVISE SETTLEMENT MOTION AND ORDER W/ CITY OF CHICAGO (2.3); REVIEW/REVISE MOTION TO SHORTEN NOTICE RE: SAME (1.4); RESEARCH RE: SAME (1.2); REVIEW/REVISE MOTION TO FILE DARK FIBER AGREEMENT UNDER SEAL (1.3); RESEARCH RE: SAME (.7).
DESGROSSEILLIER ML	11/18/04	5.80	REVIEW/REVISE MOTION AND ORDER SHORTENING NOTICE RE: MOTION TO APPROVE SETTLEMENT W/ CITY OF CHICAGO (1.8); REVIEW/REVISE MOTION TO FILE DARK FIBER AGREEMENT UNDER SEAL (1.6); TELEPHONE CALL W/ CITY OF CHICAGO RE: SAME (.2); REVIEW CITY OF CHICAGO REVISIONS AND ANALYZE ISSUES RELATED THERETO (.9); REVIEW/REVISE SETTLEMENT MOTION AND ORDER (1.3).
DESGROSSEILLIER ML	11/19/04	7.80	CONTINUE TO REVIEW/REVISE MOTION TO SHORTEN NOTICE RE: RCN-CHICAGO SETTLEMENT MOTION (.9); ADDRESS FILING ISSUES RE: SAME (.4); CONTINUE TO REVIEW/REVISE MOTION TO FILE DARK FIBER AGREEMENT UNDER SEAL (1.6); ADDRESS FILING ISSUES RE: SAME (.9); CONTINUE TO REVIEW/REVISE SETTLEMENT MOTION W/ CITY OF CHICAGO (2.3); ADDRESS FILING ISSUES RE: SAME (.8); ADDRESS SERVICE ISSUES RE: SAME (.9).
DESGROSSEILLIER ML	11/22/04	8.40	ANALYZE ISSUES RE: MOTION TO SHORTEN AND MOTION TO FILE UNDER SEAL (.7); ADDRESS SERVICE AND NOTICE ISSUES RE: SETTLEMENT MOTION (2.2); PREPARE/DRAFT SETTLEMENT MOTION, NOTICE AND ORDER RE: CITY OF CHICAGO (3.1); RESEARCH RE: SAME (1.2); REVIEW CITY OF CHICAGO AGREEMENTS RE: SAME (1.2).
DESGROSSEILLIER ML	11/23/04	5.10	CONTINUE TO REVIEW/REVISE SETTLEMENT MOTION AND ORDER RE: CITY OF CHICAGO (2.2); REVIEW FRANCHISE AGREEMENTS AND CITY OF CHICAGO CONTRACTS RE: SAME (1.9); T/C W/ J. KIDDOO RE: SAME (.1); CONTINUE TO WORK ON SERVICE ISSUES RE: RCN-CHICAGO SETTLEMENT MOTION (.9).
DESGROSSEILLIER ML	11/24/04	0.30	CONTINUE TO WORK ON SERVICE ISSUES RE: CITY OF CHICAGO SETTLEMENT MOTION.



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

DESGROSSEILLIER ML	11/29/04	2.40	CONTINUE TO REVIEW/REVISE MOTION RE: CITY OF CHICAGO/CAN-TV SETTLEMENT (.9); RESEARCH RE: SAME (1.2); ADDRESS SERVICE ISSUES RE: CITY OF CHICAGO SETTLEMENT MOTION (.3).
DESGROSSEILLIER ML	11/30/04	4.10	CONTINUE TO REVIEW/REVISE NOTICE, MOTION AND ORDER RE: SETTLEMENT W/ CITY OF CHICAGO (2.6); REVIEW CONTRACTS W/ CITY OF CHICAGO RE: SETTLEMENT OF DISPUTE CONCERNING SAME (.8); PREPARE FOR HEARING RE: CHICAGO SETTLEMENT MOTION (.7).
		<b>67.10</b>	
MORRIS FD	11/01/04	0.50	T. CONF. W/ D. ROYSTER AND P. BRADSHAW RE: ERISA LITIGATION ISSUES.
MORRIS FD	11/08/04	0.60	WORK RE: CLAIMANT DISCOVERY REQUEST (.4), T. CONF. W/ B. HAGGERTY AND S. KORANGY RE: SAME (.2).
MORRIS FD	11/09/04	4.90	WORK RE: JOYCE DISCOVERY REQUEST (.5); T. CONF. W/ D. NEIER RE: JOYCE CLAIMS (.3); T. CONF. W/ R. BERNARD RE: JOYCE LITIGATION AND DISCOVERY REQUESTS (.3); DRAFT MEMORANDUM AND RELATED ANALYSIS RE: JOYCE CLAIMS, DISCOVERY, LEGAL ISSUES (3.6); REVIEW CHICAGO STANDSTILL STIPULATION (.2).
MORRIS FD	11/10/04	1.30	WORK RE: STRATEGY RE: PUTATIVE JOYCE CONFIRMATION OBJECTIONS (.4); WORK RE: RESPONSE TO JOYCE DISCOVERY REQUESTS (.4); DRAFT CONFIDENTIALITY AGREEMENT RE: DISCOVERY (.5).
MORRIS FD	11/11/04	2.70	WORK RE: JOYCE DISCOVERY REQUEST (.3); DRAFT AND REVISE CONFIDENTIALITY STIPULATION (2.4).
MORRIS FD	11/12/04	1.50	WORK ON STRATEGY RE: JOYCE CLAIMS AND PLAN OBJECTIONS (.9); REVISE CONFIDENTIALITY STIPULATION RE: DISCOVERY (.4); DRAFT LETTER TO D. ROYSTER RE: SAME (.2).
MORRIS FD	11/15/04	1.30	T. CONF. W/ R. BERNARD RE: CLAIMS HEARING (.2); T. CONF. W/ R. BERNARD RE: JOYCE CLAIMS, PROCEDURAL MATTERS (.3); T. CONF. W/ D. ROYSTER RE: HEARING RE: JOYCE CLAIMS (.2); WORK RE: STATUS RE: LITIGATION W/ CITY OF CHICAGO (.2); REVIEW COMPLAINT RE: MERRILL (.4).
MORRIS FD	11/17/04	0.30	REVIEW DESIGNATION OF RECORD.
MORRIS FD	11/18/04	0.90	WORK RE: CHICAGO LITIGATION/FINANCING ISSUES (.5); T. CONF. W/ A. DENATALE AND E. DAVIS RE: CHICAGO LITIGATION (.4).

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

MORRIS FD	11/19/04	1.60	WORK RE: JOYCE DISCOVERY REQUEST (.4); T. CONF. W/ BLACKSTONE RE: DOCUMENT REQUESTS (.2); T. CONF. W/ D. KORTREY RE: DOCUMENT REQUEST (.2); T. CONF. W/ R. BERNARD RE: DISCOVERY REQUEST (.2); T. CONF. W/ W. ADAMS RE: CHICAGO LITIGATION STATUS (.2); ATTENTION TO FILING CHICAGO SETTLEMENT PLEADINGS (.4).
MORRIS FD	11/22/04	2.90	WORK RE: JOYCE DISCOVERY REQUEST (.4); T. CONF. W/ J. KATZ RE: CRAIG LITIGATION (.2); WORK RE: CONFIRMATION LITIGATION STRATEGY (.4); T. CONF. W/ D. KORTREY, P. PASSANANTE RE: CRAIG LITIGATION (.3); T. CONF. W/ E. CERASIA RE: CRAIG LITIGATION (.2); T. CONF. W/ J. KATZ RE: CRAIG LITIGATION (.2); ANALYSIS RE: INDEMNIFICATION ISSUES (.4); T. CONF. W/ D. ROYSTER RE: CONFIRMATION LITIGATION (.2); WORK RE: CRAIG LITIGATION (.4); LETTER TO S. BRIGHHAUPT RE: INSURANCE POLICIES (.2).
MORRIS FD	11/23/04	1.20	REVIEW SCOPE OF PLAN EXCULPATIONS (.4); LETTER TO D. KORTREY RE: COMMITTEE LITIGATION INQUIRIES (.2); T. CONF. W/ J. DUBEL, E. ITO RE: CRAIG LITIGATION (.2); REVIEW CRAIG PLAN OBJECTION (.4).
MORRIS FD	11/24/04	1.70	T. CONF. W/ D. ROYSTER RE: INDEMNIFICATION, PLAN PROVISIONS, PENDING LITIGATION (.8); T. CONF. W/ H. SHAPIRO, D. ROYSTER, J. BAKER AND OTHERS RE: PLAN LITIGATION STRATEGY (.9).
MORRIS FD	11/26/04	0.70	REVIEW CHICAGO LITIGATION SETTLEMENT PLEADINGS (.4); WORK RE: JOYCE DISCOVERY (.3).
MORRIS FD	11/29/04	0.80	WORK RE: DISCLOSURE OF INSURANCE POLICIES RELATING TO PENDING LITIGATION (0.5); T.CONF. W/ R. HAMMER RE: SAME, PENDING INSURANCE ISSUES (0.3).
MORRIS FD	11/30/04	0.60	LETTER TO B. HAGGERTY RE: JOYCE DISCOVERY (0.2); WORK RE: RESPONSE TO JOYCE DISCOVERY REQUEST, LITIGATION STATUS (0.4).
		23.50	
SILVERBERG BS	11/08/04	0.20	WORK RE: CHICAGO LITIGATION STANDSTILL.
SILVERBERG BS	11/10/04	1.00	WORK RE: CHICAGO LITIGATION STANDSTILL.

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

SILVERBERG BS	11/12/04	0.50	WORK RE: CHICAGO LITIGATION STANDSTILL.
SILVERBERG BS	11/19/04	3.50	WORK RE: CITY OF CHICAGO SETTLEMENT.
SILVERBERG BS	11/22/04	0.80	WORK RE: CHICAGO SETTLEMENT.
SILVERBERG BS	11/24/04	0.20	WORK RE: SETTLEMENT NOTICING ISSUES.
SILVERBERG BS	11/30/04	0.70	WORK RE: FILING DOCUMENTS UNDER SEAL.
		6.90	
Total Associate		97.50	
TOTAL TIME		<u>167.10</u>	

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

RCN Corporation (DIP)  
Nonworking Travel Time

Bill Date: 12/16/04  
Bill Number: 1038000

NAME	DATE	HOURS	DESCRIPTION
DAVIS EM	11/16/04	2.30	TRAVEL BACK TO WILMINGTON AFTER RCN OMNIBUS HEARING ON KEMPER, JOYCE AND C. CHICAGO MATTERS (1.7); TRAVEL BACK FROM COURT TO NYC OFFICE (.6).
		2.30	
<b>Total Partner</b>		<b>2.30</b>	
MCDERMOTT MA	11/03/04	4.20	TRAVEL FROM NEW YORK TO CHICAGO.
MCDERMOTT MA	11/10/04	4.20	TRAVEL FROM CHICAGO TO NEW YORK.
MCDERMOTT MA	11/12/04	5.00	TRAVEL FROM NEW YORK TO CHICAGO (DELAYS).
MCDERMOTT MA	11/30/04	1.60	TRAVEL FROM CHICAGO TO NEW YORK.
		15.00	
<b>Total Counsel</b>		<b>15.00</b>	
KELLY BP	11/19/04	1.00	TRAVEL TO CHAMBERS TO DELIVER CERTAIN DOCUMENTS TO J. MILLERMAN.
		1.00	
MORRIS FD	11/16/04	0.50	TRAVEL RE: OMNIBUS HEARING.
		0.50	
<b>Total Associate</b>		<b>1.50</b>	
<b>TOTAL TIME</b>		<b><u>18.80</u></b>	

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

RCN Corporation (DIP)  
Regulatory and SEC Matters

Bill Date: 12/16/04  
Bill Number: 1038000

NAME	DATE	HOURS	DESCRIPTION
DAVIS EM	11/09/04	0.50	CONF. CALL ON REGULATORY (.3); REVIEW STATUS UPDATE ON SAME FROM J. KIDDOO (.2).
DAVIS EM	11/10/04	1.00	CONF. CALL ON REG. MATTERS AND CONFIRMATION.
		1.50	
<b>Total Partner</b>		<b>1.50</b>	
MATZ TJ	10/19/04	0.70	WORK ON ISSUES RELATED TO RCN'S 8-K AND RELATED MATTERS.
*MATZ TJ	10/20/04	-0.70	WORK ON ISSUES RELATED TO RCN'S 8-K AND RELATED MATTERS.
MATZ TJ	11/05/04	0.30	CALL W/ P. BRADSHAW RE: CORPORATE DISCLOSURE MATTER.
		0.30	
<b>Total Counsel</b>		<b>0.30</b>	
BLOOM JS	11/01/04	4.40	REVIEW PLACEMENT AGREEMENT.
BLOOM JS	11/02/04	5.50	DRAFT COMMITTEE COMMITMENT TO PURCHASE (1.0); DRAFT CHANGE OF CONTROL LANGUAGE (.5); REVIEW DRAFT OF MOTION AND REVISE COMMITMENT LETTER AND TERM SHEET (4.0).
BLOOM JS	11/03/04	5.90	REVISE COMMITTEE COMMITMENT LETTER (3.4); COLLECT SIGNATURES TO COMMITTEE COMMITMENTS (.5); REVIEW PLACEMENT AGREEMENT PRECEDENT (2.0).
BLOOM JS	11/04/04	4.60	REVIEW FORM 12B-25 (1.6); CONTINUE TO DRAFT LISTING REQUIREMENTS MEMO (3.0).
BLOOM JS	11/05/04	3.20	COMPLETE LISTING REQUIREMENTS MEMO (1.2); CONTINUE TO DRAFT OFFERING DOCUMENT (2.0).
BLOOM JS	11/08/04	1.00	REVISE OFFERING DOCUMENT.
BLOOM JS	11/09/04	1.40	REVISE OFFERING DOCUMENT.
BLOOM JS	11/10/04	1.80	CONFER W/ R. GREEBEL RE: REGISTRATION RIGHTS AGREEMENT (.4); REVISE OFFERING DOCUMENT (.5); REVIEW FIRST-LIEN DOCUMENTS (.9).
BLOOM JS	11/11/04	3.30	REVIEW 10-Q (.8); REVIEW REGISTRATION RIGHTS AGREEMENT AND PURCHASE AGREEMENT (2.5).

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

BLOOM JS	11/12/04	9.00	REVISE PURCHASE AGREEMENT AND REGISTRATION RIGHTS AGREEMENT (6.5); REVIEW INDENTURE (2.5).
BLOOM JS	11/13/04	2.10	REVISE REGISTRATION RIGHTS AGREEMENT (1.9); EMAIL RE: AGREEMENTS (.2).
BLOOM JS	11/15/04	6.20	PREPARE DIRECTOR INDEMNIFICATION AGREEMENT (3.4); CALL W/ J. DUBEL, R. HOGAN AND A. STRAUS RE: CONTROLS DISCLOSURE (.5); CALL W/ R. GREEBEL AND J. HAKIM RE: 10-Q (.4); REVIEW REVISED AGREEMENTS (1.4); REVIEW TEJAS MOTION (.5).
BLOOM JS	11/16/04	9.20	REVIEW COMMITMENT LETTER (4.3); BEGIN TO DRAFT OPINION (2.7); DRAFTED INDEMNIFICATION AGREEMENT (.7); REVISE OFFERING DOCUMENT (1.5).
BLOOM JS	11/17/04	8.60	REVIEW DRAFT ORDER (1.6); REVISE LAMINAR COMMITMENT LETTER (2.4); REVISE OFFERING DOCUMENT (2.8); REVIEW MILBANK COMMENTS TO AGREEMENTS (1.8).
BLOOM JS	11/18/04	7.20	REVIEW COMMON STOCK REGISTRATION RIGHTS AGREEMENT (4.2); REVIEW INDENTURE (2.8); DISTRIBUTE COMMENTS TO INDENTURE AND NOTE PURCHASE AGREEMENT (.2).
BLOOM JS	11/19/04	6.70	DRAFT TEJAS COMMITMENT LETTER.
BLOOM JS	11/20/04	2.30	DRAFT OFFERING DOCUMENT.
BLOOM JS	11/21/04	0.90	CONTINUE TO REVISE OFFERING DOCUMENT.
		83.30	
GENTRY MA	11/17/04	9.80	MEET W/ A. STRAUS, J. BLOOM, R. GREEBEL FOR CONF. CALL/DISCUSSION RE: NECESSARY ACTIONS AND FOLLOW UP (1.5); MEET W/ R. GREEBEL RE: COMMON STOCK REG. RIGHTS AGREEMENT (1.7); DRAFT COMMON STOCK REG. RIGHTS AGREEMENT (6.6).
GENTRY MA	11/18/04	15.80	DRAFT COMMON STOCK REG. RIGHTS AGREEMENT (4.2); EDIT CS RRA (8.2); SEND OUT FOR COMMENTS (.4); EDIT NOTE PURCHASE AGREEMENT RE: S. TEICHER CHANGES (1.3); CONF. W/ R. KAPOOR & J. BLOOM RE: SAME (.4); UPDATE CS RRA TO REFLECT COUNSEL'S CHANGES TO NOTES REG. RIGHTS AGREEMENT (1.1); SEND OUT UPDATED REG. RIGHTS AGMNT. FOR COMMENTS (.2).

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

GENTRY MA	11/19/04	9.80	UPDATE DRAFT OF STOCK REG. RIGHTS AGREEMENT (3.6); READ OFFERING MEMO V.1/A. STRAUS SUGGESTIONS/RE: DRAFT OFFERING MEMORANDUM (3.2); TALK W/ R. GREEBEL RE: MARKUPS TO RRA AND INCORPORATE CHANGES (.7); TALK W/ D. KORTREY AT RCN RE: COMPANY COMMENTS (.2); TALK W/ MILBANK RE: CHANGES/ATTEMPT TO REDRAFT/FORWARD/FURTHER DISCUSSIONS (.4); CONTACT PARTIES RE: WIRE TRANSFER ADDRESSES (.6); UPDATE DOCUMENT SCHEDULE(1.1).
GENTRY MA	11/20/04	7.40	DRAFT OFFERING MEMORANDUM (2.4); MEET W/ J. BLOOM RE: MARKUP TO DRAFT 1 (.4); REDRAFT OFFERING MEMO (4.6).
GENTRY MA	11/21/04	2.30	EDIT OFFERING MEMORANDUM.
GENTRY MA	11/22/04	9.90	EDIT OFFERING MEMORANDUM (8.8); FOLLOW UP ON DOCUMENT LIST (.2); WIRE INFO RE: COMMITMENT FEES (.3); COMMITMENT FEE SCHEDULE (.6).
GENTRY MA	11/23/04	9.80	REVISE CROSS RECEIPTS FOR WIRE TRANSFERS AND UPDATE WIRE TRANSFER SCHEDULES (2.8); FINALIZE/SEND TO J. DUBEL WIRE TRANSFER SCHEDULES (1.4); DRAFT BOARD RESOLUTIONS (5.6).
GENTRY MA	11/24/04	2.40	DRAFT BOARD RESOLUTIONS (2.0); SEND OUT WIRE CROSS RECEIPTS (.4).
GENTRY MA	11/29/04	5.70	EDIT OFFERING CIRCULAR (2.7); FOLLOW UP ON CROSS RECEIPTS (3.0).
GENTRY MA	11/30/04	6.70	DRAFT OFFERING CIRCULAR.
		79.60	
GREEBEL RA	11/01/04	0.60	CONVERSATION W/ P. BRADSHAW RE: SOX (.4); SPOKE W/ M. GERBER (.1); SPOKE W/ H. ELLIN RE: SOX (.1).
GREEBEL RA	11/02/04	1.20	CONTINUE TO REVISE CS RRA.
GREEBEL RA	11/03/04	0.90	CONF. CALL W/ RCN RE: SOX.
GREEBEL RA	11/04/04	2.20	CONTINUE TO REVIEW DRAFT OF 10-Q (1.5); REVIEW 12B-25 NOTICE(.2); CONVERSATIONS W/ R. MORRIS & E. MICHAEL (.2); CONVERSATIONS W/ J. BLOOM (.3).
GREEBEL RA	11/05/04	1.20	REVIEWED 10-Q AND SKADDEN COMMENTS (.8); CONVERSATIONS W/E. MICHAEL & R. MORRIS (.4).
GREEBEL RA	11/11/04	3.40	REVISE & COMMENT ON DRAFT 10-Q.
GREEBEL RA	11/12/04	2.50	CONTINUE TO REVISE AND REVIEW DRAFT 10-Q (1.5); COORDINATE SKADDEN COMMENTS (1.0).

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

GREEBEL RA	11/15/04	7.70	CONTINUE TO REVIEW AND REVISE DRAFTS OF 10-Q.
GREEBEL RA	11/23/04	4.50	BEGIN TO DRAFT AND REVISE 8-K (4.2); REVIEW PRESS RELEASES (.3).
GREEBEL RA	11/24/04	1.60	PREPARE AND REVIEW 8-K FOR PLAN SUPPLEMENT.
GREEBEL RA	11/30/04	1.30	CONVERSATION W/ J. DUBEL AND REVIEW DOCS FROM J. DUBEL.
		<b>27.10</b>	
MICHAEL EA	11/02/04	3.00	REVIEW OF 10-Q (1.5); REVIEW OF STARPOWER AGREEMENT (1.5).
MICHAEL EA	11/03/04	1.00	CONF. CALL RE: SOX (.5); PREPARATION FOR CONF. CALL (.5).
MICHAEL EA	11/04/04	1.50	REVIEW AND COMMENTS TO 10-Q.
MICHAEL EA	11/05/04	2.00	REVIEW AND COMMENTS TO 10-Q.
MICHAEL EA	11/08/04	2.00	REVIEW OF 10-Q.
MICHAEL EA	11/19/04	2.00	RESEARCH AND DRAFT OF 8-K RE: CHICAGO SETTLEMENT.
MICHAEL EA	11/22/04	2.10	REVIEW OF ACCOUNTANT DISCLOSURE RULES AND PLAN SUPPLEMENT RULES (1.5); WORK ON DRAFT 8-K (.6).
MICHAEL EA	11/23/04	2.00	CALL RE: ACCOUNTANT DISCLOSURE (1.0); RESEARCH ACCOUNTANT DISCLOSURE RULES (.5); REVIEW DRAFT 8-K (.5).
		<b>15.60</b>	
SILVERBERG BS	11/11/04	1.50	WORK RE: 10-Q CLAIMS DISCUSSION.
		<b>1.50</b>	
<b>Total Associate</b>		<b>207.10</b>	
ROSS WE	11/22/04	7.00	PREPARE AND PROCESS EDGAR FILING OF FORM 8-K.
		<b>7.00</b>	
SCOTT-CLARKE Y	11/23/04	5.00	PREPARE AND PROCESS EDGAR FILING OF FORM 8-K.
		<b>5.00</b>	
<b>Total Legal Assistant Support</b>		<b>12.00</b>	
<b>TOTAL TIME</b>		<b><u>220.90</u></b>	



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

RCN Corporation (DIP)  
Reorganization Plan/Plan Sponsors

Bill Date: 12/16/04  
Bill Number: 1038000

NAME	DATE	HOURS	DESCRIPTION
BAKER DJ	11/01/04	1.90	WORK ON MEMORANDUM RE: PLAN ISSUES FOR A. FASOLA (1.7); T/C W/ S. KIRPALANI W/ RESPECT TO EXCLUSIVITY ISSUES (.2).
BAKER DJ	11/02/04	4.10	CONT. WORK ON DRAFT OF ORDER RELATED TO EXCLUSIVITY (1.3); T/C D. SULLIVAN W/ RESPECT TO EXCLUSIVITY ORDER (.3); T/C S. KIRPALANI W/ RESPECT TO EXCLUSIVITY ISSUES (.3); T/C D. SCHALL RE: EXCLUSIVITY PROVISIONS (.3); WORK ON REVISIONS TO EXCLUSIVITY ORDER (.7); T/C P. PANTALEO AND E. GRAFF RE: EXCLUSIVITY ISSUES (.3); T/C J. DUBEL W/ RESPECT TO DISCUSSIONS W/ COUNSEL FOR COMMITTEE AND COUNSEL FOR BANK RE: EXCLUSIVITY (.3); T/C A. FASOLA W/ RESPECT TO DISCUSSIONS W/ COUNSEL FOR COMMITTEE AND FOR BANK(.3); FURTHER CONF. CALL W/ A. FASOLA AND J. DUBEL RE: EXCLUSIVITY ISSUES (.3).
BAKER DJ	11/03/04	2.80	CONT. WORK ON EXCLUSIVITY ISSUES AND TERMS OF ORDER.
BAKER DJ	11/08/04	1.50	T/C D. DUNNE, S. KIRPALANI, D. SCHALL AND A. FASOLA W/ RESPECT TO EXCLUSIVITY ISSUES (.5); REVIEW EMAILS RE: EXCLUSIVITY AND RESPOND TO SAME (.3); T/C W/ J. DUBEL W/ RESPECT TO EXCLUSIVITY ISSUES (.2); T/C W/ A. FASOLA W/ RESPECT TO EXCLUSIVITY ISSUES (.2); REVIEW CHANGES TO ORDER (.3).
BAKER DJ	11/09/04	1.80	CONT. TO WORK ON EXCLUSIVITY ISSUES.
BAKER DJ	11/10/04	3.00	CONF. W/ A. FASOLA W/ RESPECT TO CLOSING ISSUES RELATED TO PLAN OF REORGANIZATION (.7); REVIEW CLOSING CHECKLIST AND WORK RE: SAME (1.1); CONT. WORK ON EXCLUSIVITY ISSUES (1.2).
BAKER DJ	11/11/04	1.30	REVIEW PLAN OF REORGANIZATION CONFIRMATION ISSUES.
BAKER DJ	11/23/04	2.70	CONTINUE PREPARATION FOR CONFIRMATION HEARINGS.

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

BAKER DJ	11/29/04	5.60	TELEPHONE CALL W/ A. FASOLA RE: PLAN ISSUES (.3); T/C J. DUBEL W/ RESPECT TO PLAN ISSUES (.3); TELEPHONE CALL J. DUBEL W/ RESPECT TO PLAN ISSUES (.3); CONTINUE TO WORK ON PLAN CONFIRMATION ISSUES (3.3); BEGIN REVIEW OF OBJECTIONS FILED TO CONFIRMATION OF PENDING PLAN OF REORGANIZATION (1.4).
BAKER DJ	11/30/04	6.00	TELEPHONE CALL A. FASOLA RE: PLAN ISSUES (.3); CONTINUE REVIEW OF PLAN OBJECTIONS (1.2); REVIEW MEMORANDUM TO BOARD OF DIRECTORS RE: PLAN ISSUES (.6); TELEPHONE CALL W/ J. DUBEL W/ RESPECT TO CONFIRMATION OBJECTIONS (.3); TELEPHONE CALL W/ D. ROYSTER RE: PLAN OBJECTIONS (.3); CONTINUE TO WORK ON PLAN CONFIRMATION ISSUES (3.0); TELEPHONE CALL W/ A. FASOLA AND P. ATKINS RE: PLAN ISSUES (.3).
		30.70	
DAVIS EM	11/01/04	0.80	ADDRESS JOYCE CONFIRMATION ISSUES AS THEY RELATE TO RELEASES ON PLAN.
DAVIS EM	11/11/04	0.80	REVISE CONFIDENTIALITY AGREEMENT FOR JOYCE OPP. OF PLAN.
DAVIS EM	11/12/04	1.10	STRATEGY CONF. CALL TO DETERMINE PLAN ISSUES.
DAVIS EM	11/24/04	2.70	CONF. CALL W/ CLIENT (D. ROYSTER) RE: PLAN AS SAME RELATES TO ERISA CLAIMS AND INSURANCE (.8); CALL W/ D. BAKER ON SAME (.5); CONF. CALL W/ OUTSIDE COUNSEL AND CLIENT RE: SAME (.2); PREPARE FOR AND PARTICIPATE IN CONF. CALL ON SAME (1.2).
DAVIS EM	11/29/04	0.80	REVIEW OBJECTIONS TO PLAN AS THEY RELATE TO RELEASE ISSUES (.5); REVIEW EMAIL ANALYSIS OF M. MCDERMOTT ON SAME (.3).
		6.20	
STRAUS AG	11/30/04	4.00	CONF. CALL RE: OFFERING CIRCULAR (1.0); REVIEW AND REVISE OFFERING CIRCULAR (3.0).
		4.00	
<b>Total Partner</b>		<b>40.90</b>	
MATZ TJ	10/19/04	1.50	WORK ON CONFIRMATION TIMING AND BRIEFING MATTERS (.9); CONFERENCES RE: CONFIRMATION AND CONFIRMATION MATERIALS (.6).

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

*MATZ TJ	10/20/04	-1.50	WORK ON CONFIRMATION TIMING AND BRIEFING MATTERS (.9); CONFERENCES RE: CONFIRMATION AND CONFIRMATION MATERIALS (.6).
MATZ TJ	11/01/04	4.40	WORK ON EXCLUSIVITY EXTENSION (.4); CALLS W/ D. SULLIVAN RE: SAME (.6); FOLLOW UP RE: SAME (.2); WORK ON AGENDA LETTER FOR 11/3 COURT HEARING (.2); CALL W/ CHAMBERS RE: EXCLUSIVITY MOTION (.2); WORK ON CLOSING AGENDA, PLAN SUPPLEMENT AND IMPLEMENTATION MATTERS (2.8).
MATZ TJ	11/02/04	3.60	REVIEW AND REVISE CLOSING AND CHECKLIST CONSUMMATION, DOCUMENTS IN RESPECT THEREOF (2.5); TELECONFERENCE AND CORRESPONDENCE W/ ALIX PARTNERS AND SWIDLER RE: CLOSING ITEMS (.5); REVIEW AND REVISE 11/3 HEARING SPEAKING OUTLINE (.3); REVIEW AND REVISE COURT BINDER (.3).
MATZ TJ	11/03/04	2.00	PREPARE FOR AND ATTEND COURT HEARING RE: EXTENSION TO PLAN, EXCLUSIVITY, ETC.
MATZ TJ	11/04/04	2.90	CALL W/ D. ROYSTER RE: CLOSING CHECKLIST (.3); FOLLOW UP WORK RE: SAME (.5); CALLS W/ A. HORVAT RE: PLAN SUPPLEMENT AND CLOSING ITEMS (1.2); WORK ON CLOSING CHECKLIST (.6); CALLS W/ E. QUILL RE: REGULATORY ITEMS FOR CHECKLIST (.3).
MATZ TJ	11/05/04	2.00	CALLS W/ D. ROYSTER RE: CLOSING CHECKLIST AND PLAN CONSUMMATION (.6); FOLLOW UP CORRESPONDENCE RE: SAME (.3); WORK ON CLOSING CHECKLIST ITEMS (.9); FOLLOW UP RE: CURRENT VOTING TABULATIONS (.2).
MATZ TJ	11/08/04	4.70	REVIEW AND REVISE CLOSING CHECKLIST AND CONSUMMATION MATTERS (2.2); DISCUSSION W/ A. HORVAT RE: SAME (.4); CONFERENCE CALL W/ D. ROYSTER & A. HORVAT RE: CLOSING CHECKLIST, PLAN SUPPLEMENT (.9); FOLLOW UP WORK RE: SAME (.6) CALL W/ D. SULLIVAN RE: EXCLUSIVITY, PLAN SUPPLEMENT (.4); CALL W/ CHAMBERS RE: EXCLUSIVITY BRIDGE ORDER TO 11/10 (.2).
MATZ TJ	11/09/04	4.50	REVIEW AND REVISE EXTENSION TO PLAN EXCLUSIVITY, DRAFT ORDERS, AGENDA LETTER FOR COURT 11/10 (1.2); CALLS W/ CHAMBERS RE: SAME (.2); CALL W/ D. SULLIVAN RE: SAME (.2); CALL W/ E. GRAFF RE: SAME (.3); FOLLOW UP PLAN SUPPLEMENT DOCUMENTS AND WORK ON SAME (1.2); CALLS W/ D. ROYSTER RE: SAME (.3); CALL W/ A. HORVAT RE: SAME (.4); WORK ON CLOSING CHECKLIST (.7).

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

MATZ TJ	11/11/04	3.20	REVIEW AND COMMENT ON CONFIDENTIALITY STIPULATION RE: ANTICIPATED JOYCE OBJECTION TO CONFIRMATION (.5); UPDATE CONSUMMATION CHECKLIST (.8); CALL W/ A. HORVAT RE: PLAN TREATMENT OF INTERCOMPANY CLAIMS (.3); CALL W/ D. ROYSTER RE: CLOSING CHECKLIST AND STATUS OF ITEMS (.8); FOLLOW UP WORK RE: SAME (.8).
MATZ TJ	11/15/04	7.40	WORK ON EXTENSION TO EXCLUSIVITY (1.2) AND CORRESPONDENCE W/ MILBANK AND SIMPSON THACHER RE: SAME (.3); WORK ON AGENDA LETTER FOR 11/16 COURT HEARING (.8); 2 CALLS W/ CHAMBERS (.3) AND CALL W/ E. GRAFF RE: SAME (.2); WORK ON 11/16 COURT HEARING BINDER AND SPEAKING OUTLINE (1.6); CALLS AND CORRESPONDENCE W/ D. ROYSTER (.2), D. SULLIVAN (.3), R. MCWILLIAMS (.3) AND A. HORVAT (.7) RE: PLAN SUPPLEMENT STATUS AND INTERCOMPANY PAYABLES ANALYSIS. (1.5).
MATZ TJ	11/16/04	1.30	WORK ON PLAN SUPPLEMENT (.4); CALLS W/ VARIOUS PARTIES RE: INTERCOMPANY CLAIMS SCHEDULE AND TWO CREDIT FACILITIES (.9).
MATZ TJ	11/17/04	1.50	STATUS CALLS W/ GROUP MEMBERS RE: STATUS OF PLAN SUPPLEMENT DOCUMENTS AND OUTSTANDING MATTERS (.8); CALLS W/ J. DUBEL AND A. HORVAT RE: PLAN SUPPLEMENT MATTERS (.7).
MATZ TJ	11/18/04	4.80	DISCUSS W/ A. HORVAT, M. MILLER, MILBANK, J. SAILE AND CORRESPONDENCE RE: INTERCOMPANY CLAIMS ANALYSIS AND TREATMENT UNDER PLAN FOR PLAN SUPPLEMENT (2.1); UPDATE STATUS OF ALL PLAN SUPPLEMENT DOCUMENTS (.4); WORK ON PLAN CLOSING CHECKLIST ITEMS AND CONFIRMATION MATERIALS (2.3).
MATZ TJ	11/19/04	5.20	CALLS W/ A. HORVAT RE: STATUS OF VARIOUS PLAN SUPPLEMENT DOCUMENTS (.8); CONFERENCE CALL TO RESOLVE REINSTATEMENT OF INTERCOMPANY CLAIMS (.5); WORK ON EXTENSION TO EXCLUSIVITY RE: SUBSEQUENT DEBTORS (.3); WORK ON FINALIZING AND FILING ALL PLAN SUPPLEMENT DOCUMENTS (3.0); WORK ON CONFIRMATION DECLARATIONS (.6).

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

MATZ TJ	11/22/04	6.00	WORK ON PLAN SUPPLEMENT FILING TIMING (.8); CALLS W/ CLERK AND CALLS W/ CHAMBERS RE: SAME (.6); CORRESPONDENCE RE: JOYCE AND CRAIG RELEASE PROVISION ISSUES & WORK ON RESOLUTION OF SAME (.8); CALL W/ A. HORVAT RE: CLOSING CHECKLIST, TREATMENT OF L/C'S AND DISTRIBUTION RESERVE (.5); CORRESPONDENCE RE: SAME (.3); REVIEW AND REVISE CONFIRMATION ORDER (3.0).
MATZ TJ	11/23/04	3.40	REVIEW AND REVISE PLAN CONFIRMATION ORDER AND SUPPORTING DECLARATIONS (2.5); CORRESPONDENCE RE: PLAN RELEASES, RESOLUTION OF POSSIBLE OBJECTIONS IN RESPECT THEREOF (.9).
MATZ TJ	11/24/04	6.90	REVIEW AND REVISE T. COLEMAN AND J. DUBEL CONFIRMATION AFFIDAVITS (2.2); REVIEW AND REVISE PLAN CONFIRMATION ORDER (3.8); REVIEW AND REVISE EXCLUSIVITY FOR RCN CHICAGO (.3); CALLS W/ J. TECCE RE: CLOSING CHECKLIST (.6).
MATZ TJ	11/29/04	5.80	CORRESPOND AND DISCUSS W/ A. HORVAT RE: PLAN CONFIRMATION, OPEN ITEMS, CLOSING CHECKLIST (1.6); FOLLOW UP RE: SAME (.4); CALL W/ R. DIEGNAN RE: PLAN CLOSING DOCUMENTS (.2); FOLLOW UP RE: SAME (.2); WORK ON NCTC AND DOJ POSSIBLE OBJECTIONS TO CONFIRMATION (.8); REVIEW AND REVISE T. COLEMAN AND J. DUBEL DECLARATIONS (.8); CALL W/ B. HAGGERTY RE: T. COLEMAN AFFIDAVIT (.3); REVIEW AND REVISE CONFIRMATION MEMORANDUM (1.5).
MATZ TJ	11/30/04	2.60	WORK ON NADC, NCTC, SCRIPPS, E-ENTERTAINMENT AND MERRILL OBJECTIONS TO CONFIRMATION (1.5); WORK ON CONFIRMATION BRIEF AND ORDER (.8); CALLS AND CORRESPONDENCE RE: TELEPHONE PARTICIPANTS IN HEARINGS (.3).
		<b>72.20</b>	
MCDERMOTT MA	11/01/04	1.60	BEGIN REVIEW OF DRAFT PLAN CLOSING CHECKLIST (1.4); CALL E. DAVIS RE: RCN CHICAGO (.2).
MCDERMOTT MA	11/02/04	0.60	MEET W/ T. MATZ, R. MORRIS, AND S. TOUSSI RE: PLAN SUPPLEMENT DOCUMENTS.
MCDERMOTT MA	11/08/04	0.50	CALL T. MATZ RE: STATUS OF PLAN SUPPLEMENT PREPARATION AND RELATED MATTERS, INCLUDING EXCLUSIVITY (.2); CORRESPOND W/ PARTIES IN INTEREST RE: EXCLUSIVITY (.1); CALL J. BAKER RE: SAME (.1); FOLLOW UP CORRESPONDENCE RE: SAME (.1).

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

MCDERMOTT MA	11/11/04	4.70	REVIEW DRAFT OF ORDER RE: EXCLUSIVITY (.2); REVIEW AND REVISE LATEST DRAFT OF CLOSING CHECKLIST AND REVIEW PLAN AND RELATED ITEMS, INCLUDING AGENDAS, FOR OUTSTANDING MATTERS AND ISSUES FOR CLOSING (1.4); CALL T. MATZ RE: SAME (.1); CALL E. DAVIS RE: PLAN CONFIRMATION STRATEGY (.3); CALL D. ROYSTER RE: PLAN CLOSING CHECKLIST (.5); MEETING T. MATZ AND S. TOUSSI RE: SAME (.4); CORRESPONDENCE T. HORVAT RE: NUMEROUS OUTSTANDING PLAN CLOSING MATTERS (.7); CONTINUED ATTENTION TO OUTSTANDING PLAN CLOSING AND RELATED MATTERS (1.1).
MCDERMOTT MA	11/12/04	2.10	REVIEW REVISED DRAFT OF EXCLUSIVITY ORDER AND ATTENTION TO CONSIDERATIONS IN CONNECTION W/ EXCLUSIVITY OF RCN CHICAGO AND OTHER SUBSEQUENT DEBTORS (.2); CALL D. ROYSTER AND A. HORVAT RE: CLOSING CHECKLIST AND KEY OUTSTANDING ACTION ITEMS (.7); CIRCULATE NOTES AND STATUS SUMMARY OF ACTION ITEMS (.3); CONTINUED ATTENTION TO VARIOUS PLAN SUPPLEMENT ITEMS (.9).
MCDERMOTT MA	11/21/04	2.90	BEGIN REVIEW OF DRAFT OF CONFIRMATION ORDER (1.1); REVIEW/REVISE DRAFT OF MOTION RE: EXCLUSIVITY RE: RCN CHICAGO (.4); REVIEW AND UPDATE PLAN CLOSING CHECKLIST (.4); CONTINUE TO REVIEW DRAFT CONFIRMATION ORDER (1.0).

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

MCDERMOTT MA	11/22/04	8.50	REVIEW CORRESPONDENCE RE: POTENTIAL OBJECTIONS TO THIRD-PARTY RELEASES IN PLAN (.1); CALL D. NEIER RE: SAME (.1); ANALYZE OPTIONS IN CONNECTION W/ SAME (.2); CALL R. MORRIS RE: JOYCE ISSUES RELATING TO PLAN RELEASES (.3); CALL R. FINBERG RE: SAME (.1); CONTINUE REVIEW AND REVISIONS OF DRAFT CONFIRMATION ORDER (1.6) AND CORRESPONDENCE TEAM RE: SEVERAL OUTSTANDING MATTERS RELATED TO SAME (.2); REVIEW/REVISE DRAFT OF AFFIDAVIT IN SUPPORT OF CONFIRMATION OF J. DUBEL (1.1); REVIEW/REVISE DRAFT OF T. COLEMAN AFFIDAVIT IN SUPPORT OF PLAN (.5); REVIEW PRECEDENT RE: CARVE-OUTS TO THIRD-PARTY RELEASES AND DRAFT PROPOSED CARVE-OUT FOR CRAIG AND JOYCE ACTIONS (.8); CONTINUED REVISION TO AFFIDAVIT OF J. DUBEL AND DRAFTING OF ADDITIONAL PROVISIONS FOR SAME (2.3); CONTINUED REVISION TO AFFIDAVIT OF T. COLEMAN AND DRAFTING OF ADDITIONAL PROVISIONS FOR SAME (.7); WORK ON TIMELINE OF CONFIRMATION HEARING AND RELATED EXHIBITS FOR SAME (.3); REVIEW DRAFT OF MOTION TO EXTEND EXCLUSIVITY RE: RCN CHICAGO (.2).
MCDERMOTT MA	11/23/04	5.80	PREPARE MEMORANDUM TO THE BOARD RE: STATUS OF DISCUSSIONS W/ PARTIES IN INTEREST RE: SCOPE OF THIRD-PARTY RELEASES AND POSSIBLE SETTLEMENTS RE: SAME (1.1); DRAFT PROVISION OF J. DUBEL AFFIDAVIT SUPPORTING THIRD-PARTY RELEASES AND RELATED PROVISIONS (1.3); CALL H. SHAPIRO RE: POTENTIAL SETTLEMENT INVOLVING RELEASES (.2); SERIES OF CORRESPONDENCE D. NEIER RE: SAME (.2); CONSIDER ISSUES IN CONNECTION W/ D&O AND FIDUCIARY INSURANCE POLICIES UPON PROPOSED RESOLUTION OF OBJECTIONS TO SCOPE OF THIRD-PARTY RELEASES (.5); REVIEW/REVISE DRAFT OF CONFIRMATION ORDER (.5); REVIEW DRAFT PLAN OBJECTION BY D. CRAIG AND PROPOSED CHANGES TO PLAN (.2) AND ANALYZE OPTIONS IN CONNECTION W/ SAME (.1); FURTHER CORRESPONDENCE TO PARTIES IN INTEREST RE: POSSIBLE CONSIDERATIONS IN SCOPE OF THIRD-PARTY RELEASES (.6); FURTHER ATTENTION TO AFFIDAVITS IN SUPPORT OF CONFIRMATION (1.1).
MCDERMOTT MA	11/24/04	8.20	REVIEW/REVISE NEW DRAFT OF J. DUBEL AFFIDAVIT IN SUPPORT OF CONFIRMATION OF THE PLAN (1.5); REVIEW/REVISE DRAFT OF CONFIRMATION BRIEF (4.5); CALLS TEAM MEMBERS RE: NUMEROUS OUTSTANDING PLAN RELATED MATTERS AND ATTENTION TO SAME (2.2).

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

MCDERMOTT MA	11/28/04	2.60	CONTINUE TO WORK ON BRIEF IN SUPPORT OF CONFIRMATION OF PLAN (1.3); CONTINUE WORK ON T. COLEMAN AFFIDAVIT IN SUPPORT OF CONFIRMATION OF PLAN (.6); CONTINUE WORK ON J. DUBEL AFFIDAVIT IN SUPPORT OF CONFIRMATION OF PLAN (.7).
MCDERMOTT MA	11/29/04	4.20	REVIEW PRECEDENT AND CONSIDER OPTIONS IN CONNECTION W/ RESOLUTION OF ANTICIPATED PLAN OBJECTIONS AND DRAFT PROPOSED INSERTS RE: SAME (2.8); ATTENTION NUMEROUS OUTSTANDING RELATED PLAN CONFIRMATION MATTERS AND CALLS W/ TEAM MEMBERS RE: SAME (1.4).
MCDERMOTT MA	11/30/04	7.10	REVIEW/REVISE SECOND DRAFT OF CONFIRMATION BRIEF (2.2); CONTINUE TO WORK ON SAME (.7); REVIEW/REVISE DRAFTS OF J. DUBEL (.3) AND T. COLEMAN (.3) AFFIDAVITS IN SUPPORT OF CONFIRMATION; REVIEW ALL OBJECTIONS FILED TO PLAN AND PREPARE CHART SUMMARIZING SAME AND PROPOSED RESPONSES (1.3); CALL D. ROYSTER RE: BOARD CONSIDERATION OF MODIFICATIONS TO RELEASES AND RELATED ITEMS (.1); CORRESPONDENCE ALL PARTIES IN INTEREST RE: CONFIRMATION VOTING AND RELATED TASKS, INCLUDING REVIEW AND COMMENT ON CONFIRMATION ORDER (.4); ATTENTION TO ISSUES IN CONNECTION W/ PLAN OBJECTIONS, AND CONSIDER STRATEGIC ALTERNATIVES IN CONNECTION W/ SAME (.6); ATTENTION TO DRAFT OF CONFIRMATION ORDER AND RELATED ITEMS (.7); FURTHER ATTENTION TO CONFIRMATION STRATEGY (.5).
		<b>48.80</b>	
<b>Total Counsel</b>		<b>121.00</b>	
AGARWAL K	11/08/04	0.70	WORK ON TABULATION DECLARATION.
AGARWAL K	11/09/04	0.70	WORK ON CONFIRMATION BRIEF ISSUES.
AGARWAL K	11/22/04	0.70	REVISE AND EDIT VOTING TABULATION AFFIDAVIT.
AGARWAL K	11/23/04	6.20	REVISE AND EDIT CONFIRMATION MEMORANDUM OF LAW AND THE ORDER.
AGARWAL K	11/24/04	0.80	WORK ON CONFIRMATION AFFIDAVITS.
AGARWAL K	11/29/04	0.70	WORK ON FBG DECLARATION FOR J. SULLIVAN.
AGARWAL K	11/30/04	1.10	RESEARCH 1129(A) (3) ISSUES (.8); REVISE AND EDIT CONFIRMATION MEMO (.3).
		<b>10.90</b>	



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

DAY GR	11/16/04	5.50	REVISE PLAN DECLARATIONS AND RELATED PLAN CONFIRMATION MATERIALS.
DAY GR	11/18/04	7.20	REVISE PLAN DECLARATIONS, BRIEF AND CONF. ORDER.
DAY GR	11/19/04	4.80	REVISE CONFIRMATION MATERIALS, INCLUDING DECLARATIONS, BRIEF AND ORDER.
DAY GR	11/23/04	2.80	REVISE CONFIRMATION DECLARATIONS.
DAY GR	11/29/04	4.10	REVISE CONFIRMATION MATERIALS, INCLUDING BRIEF, ORDER AND DECLARATIONS IN SUPPORT.
DAY GR	11/30/04	5.20	REVISE DECLARATIONS IN SUPPORT OF CONFIRMATION.
		<b>29.60</b>	
KELLY BP	11/01/04	1.10	PREPARE BRIDGE ORDER TO EXTEND EXCLUSIVITY (.2); CORRESPONDENCE RE: EXTENDING EXCLUSIVITY (.9).
KELLY BP	11/18/04	1.90	PREPARE PLEADINGS TO EXTEND EXCLUSIVE PERIOD FOR RCN-CHICAGO TO FILE PLAN.
KELLY BP	11/19/04	2.90	PREPARE PLEADINGS TO EXTEND EXCLUSIVITY FOR RCN-CHICAGO (2.0); REVIEW/EDIT J. DUBEL AFFIDAVIT IN SUPPORT OF CONFIRMATION (.9).
KELLY BP	11/20/04	6.40	REVIEW AND MARKUP J. DUBEL CONFIRMATION AFFIDAVIT (.6); EDIT J. DUBEL AFFIDAVIT WHILE INCORPORATING COMMENTS FROM G. DAY AND S. TOUSSI (1.7); DRAFT T. COLEMAN CONFIRMATION AFFIDAVIT (1.5); REVIEW AND REVISE CONFIRMATION ORDER (1.7); REVIEW AND EDIT REVISED CONFIRMATION AFFIDAVITS (.9).
KELLY BP	11/21/04	3.30	REVIEW AND EDIT J. DUBEL CONFIRMATION AFFIDAVIT (1.5); REVIEW AND EDIT T. COLEMAN CONFIRMATION AFFIDAVIT (1.0); COORDINATE CORRESPONDENCE W/ T. MATZ AND M. MCDERMOTT RE: CONFIRMATION ORDER AND AFFIDAVITS (.8).
KELLY BP	11/22/04	0.50	REVIEW M. MCDERMOTT'S MARKUP AND EDIT PLEADINGS TO EXTEND RCN-CHICAGO'S EXCLUSIVE PERIOD.
KELLY BP	11/23/04	10.30	REVIEW AND EDIT CONFIRMATION BRIEF (3.5); REVIEW AND EDIT T. COLEMAN AFFIDAVIT IN SUPPORT OF CONFIRMATION (2.7); REVIEW AND EDIT J. DUBEL AFFIDAVIT IN SUPPORT OF CONFIRMATION (3.1); CORRESPONDENCE RE: CONFIRMATION PLEADINGS (1.0).

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

KELLY BP	11/24/04	3.00	CORRESPONDENCE RE: EXTENDING RCN-CHICAGO'S EXCLUSIVE PERIOD TO FILE PLAN (.4); CORRESPONDENCE RE: J. DUBEL CONFIRMATION AFFIDAVIT (.3); REVIEW AND EDIT J. DUBEL CONFIRMATION AFFIDAVIT (1.2); DRAFT CONSENSUAL BRIDGE ORDER TO EXTEND RCN-CHICAGO'S EXCLUSIVITY (1.1).
KELLY BP	11/29/04	0.80	CORRESPONDENCE RE: EXTENDING EXCLUSIVITY FOR RCN-CHICAGO (.2); CORRESPONDENCE RE: CONFIRMATION PLEADINGS (.6).
		<b>30.20</b>	
MORRIS FD	11/04/04	0.50	T. CONF. W/ T. HORVAT RE: PLAN STATUS (.2); WORK RE: CONSUMMATION CHECKLIST (.3).
MORRIS FD	11/08/04	3.00	WORK RE: JOYCE PLAN DISCOVERY REQUEST (.6); T. CONF. W/ B. HAGGERTY RE: SAME (.2); T. CONF. W/ R. BERNARD RE: SAME (.2); MEETING W/ T. HORVAT RE: CONFIRMATION/CONSUMMATION ISSUES/STATUS (.6); T. CONF./MEETING W/ A. HORVAT, D. ROYSTER, T. MATZ, OTHERS RE: CONFIRMATION/CONSUMMATION STATUS, CHECKLIST (1.2); T. CONF. W/ D. SULLIVAN RE: PLAN, CASH COLLATERAL, CLAIMS (.2).
MORRIS FD	11/10/04	0.70	WORK RE: PLAN SUPPLEMENT DOCUMENTS (REG RIGHTS AGREEMENT, CHARTER, BYLAWS, WARRANT AGREEMENT).
MORRIS FD	11/11/04	1.20	WORK RE: CONFIRMATION/CONSUMMATION CHECKLIST/STATUS.
MORRIS FD	11/12/04	0.30	REVIEW REVISIONS TO PROPOSED EXCLUSIVITY ORDER AND COMMENTS THERETO.
MORRIS FD	11/15/04	0.80	T. CONF. W/ R. BOSTROM, J. BAKER RE: PLAN ISSUES (.2); WORK RE: SAME (.4); T. CONF. W/ D. NEIER RE: PLAN ISSUES (.2).
MORRIS FD	11/16/04	0.40	WORK RE: FINALIZATION OF INDENTURE FOR CONVERTIBLE NOTES.
MORRIS FD	11/17/04	1.80	T. CONF. W/ R. BOSTROM, D. NEIER RE: PLAN ISSUES (.2); WORK RE: CONFIRMATION ISSUES AND ANTICIPATED CONFIRMATION OBJECTIONS (1.1); WORK RE: COORDINATION OF PLAN SUPPLEMENT DOCUMENTS (.5).
MORRIS FD	11/18/04	1.10	T. CONF. W/ P. HOGAN, J. WRIGHT, J. DUBEL, A. HORVAT, T. MATZ RE: INTERCOMPANY SCHEDULE (.7); WORK RE: PLAN SUPPLEMENT (.4).

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MORRIS FD	11/19/04	1.20	WORK RE: CONFIRMATION ORDER (.6); WORK RE: PREPARATION FOR CONFIRMATION HEARING (.3); WORK RE: PLAN SUPPLEMENT (INTERCOMPANY CLAIMS SCHEDULE) (.3).
MORRIS FD	11/23/04	0.60	WORK RE: BONDHOLDER TREATMENT INQUIRY (.3); REVIEW BOARD MEMO RE: PLAN ISSUES (.3).
MORRIS FD	11/24/04	4.00	WORK RE: CONFIRMATION STATUS (.7); REVIEW CONFIRMATION ORDER (.4); T. CONF. W/ INVESTOR RE: PLAN INQUIRIES (.2); T. CONF. W/ R. MORRISON RE: US ATTORNEY PLAN COMMENT (.2); T. CONF. W/ CREDITOR RE: EXIT FACILITY INQUIRY (.2); WORK RE: CREDITOR PLAN SUPPLEMENT INQUIRIES (.4); REVIEW CHARTER, BYLAWS (.4); REVIEW CONFIRMATION ORDER AND REVISIONS TO SAME (1.5).
MORRIS FD	11/26/04	0.90	REVIEW T. COLEMAN AFFIDAVIT (.3); REVIEW J. DUBEL CONFIRMATION AFFIDAVIT (.6).
MORRIS FD	11/29/04	2.50	WORK RE: REVISIONS TO T. COLEMAN AFFIDAVIT (.3); WORK RE: REVISIONS TO J. DUBEL AFFIDAVIT (.3); WORK RE: REVISIONS TO CONFIRMATION ORDER (.4); T.CONF. W/ BONDHOLDER RE: PLAN TREATMENT (.2); T. CONF. W/ R. MORRISON RE: U. S. ATTORNEY INQUIRY (.2), WORK RE: REVISIONS TO PLAN RELATING TO SAME (.4); WORK RE: PREPARATION FOR CONFIRMATION HEARING (.4); T. CONF. W/ R. MORRISON RE: FCC APPROVAL, PLAN LANGUAGE (.2); T.CONF. W/ R. MORRISON RE: PLAN (.1).

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

MORRIS FD	11/30/04	6.20	WORK RE: RESOLUTION OF NADC PLAN OBJECTION (.8); WORK RE: PLAN RELEASE PROVISIONS (.9); T. CONF. W/ D. KORTREY RE: NADC OBJECTION (.2); REVIEW CRAIG OBJECTION (.4); T.CONF. W/ D. KORTREY RE: NCTC OBJECTION, NADC OBJECTION (.2); T.CONF. W/ R. BEHELER RE: NCTC OBJECTION (.2); T. CONF. W/ C. PLAZA RE: NADC PLAN OBJECTION (.2); T. CONF. W/ T. HORVAT, D. KORTREY RE: NADC PLAN OBJECTION, NCTC OBJECTION (.2); T. CONF. W/ C. PLAZA RE: PLAN MODIFICATION (.2); T. CONF. W/ B. BAR-COHEN RE: PLAN MODIFICATIONS (.2); T. CONF. W/ C. PLAZA RE: PLAN MODIFICATION (.1); WORK RE: RESPONDING TO CONFIRMATION OBJECTIONS AND RELATED CONFIRMATION PREPARATION (.6); T.CONF. W/ J. DUBEL RE: TABULATION REPORT (.1); T.CONF. W/ R. BERNARD RE: JOYCE CONFIRMATION OBJECTION (.4); T. CONF. W/ H. STRICKON RE: PLAN VOTE (.2); WORK RE: TABULATION ISSUES (.5), T. CONF. W/ J. DUBEL RE: SAME (.2); REVIEW TABULATION REPORTS (.3); REVIEW MERRILL CONFIRMATION OBJECTION (.3).
		25.20	
SILVERBERG BS	11/17/04	0.30	INTERNAL T/C W/SKADDEN RESTRUCTURING TEAM RE: PLAN SUPPLEMENT DOCUMENTS.
SILVERBERG BS	11/18/04	0.80	WORK RE: PLAN SUPPLEMENT.
SILVERBERG BS	11/19/04	6.00	WORK RE: PLAN SUPPLEMENT.
SILVERBERG BS	11/21/04	0.40	REVIEW SOLICITATION SECTIONS OF CONFIRMATION ORDER.
SILVERBERG BS	11/22/04	3.40	WORK RE: PLAN SUPPLEMENT FILING, EDGARIZATION.
SILVERBERG BS	11/23/04	0.50	RESEARCH AND DRAFT RESPONSE TO BONDHOLDER INQUIRY.
SILVERBERG BS	11/24/04	0.50	WORK RE: CONFIRMATION HEARING PREPARATIONS.
SILVERBERG BS	11/28/04	0.20	REVIEW CONFIRMATION DECLARATIONS.
		12.10	
TAOUCHANOVA VE	11/22/04	3.10	WORK ON SOLICITATION MATTERS W/ RESPECT TO CONFIRMATION.
TAOUCHANOVA VE	11/23/04	10.00	MEETING RE: CONFIRMATION DOCUMENTS AND PROCEDURES (3.3); WORK ON RELEASE LANGUAGE AND APPLICABLE LAW RE: SAME (6.7).
TAOUCHANOVA VE	11/24/04	3.10	WORK ON T. COLEMAN AFFIDAVIT.

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

TAOUCHANOVA VE	11/29/04	8.00	REVIEW APPLICABLE AUTHORITY W/ RESPECT TO RELEASES (1.5); MEETING RE: STRATEGY (1.2); WORK ON T. COLEMAN AFFIDAVIT (5.3).
		<b>24.20</b>	
TOUSSI S	11/01/04	4.40	ADDRESS ISSUES RE: EXCLUSIVITY, SERVICE AND VOTE TABULATION (1.6); WORK ON CLOSING AGENDA, PLAN SUPPLEMENT AND IMPLEMENTATION MATTERS (2.8).
TOUSSI S	11/04/04	0.70	ADDRESS AND RESOLVE ISSUES RE: PLAN SUPPLEMENT DOCUMENTS.
TOUSSI S	11/12/04	1.00	ADDRESS AND RESOLVE PLAN SUPPLEMENT DOCUMENTS INCLUDING CHARTER AND WARRANT AGREEMENT.
TOUSSI S	11/16/04	1.80	ADDRESS AND RESOLVE ISSUES RE: PLAN SUPPLEMENT DOCUMENTS (1.2); VARIOUS CORRESPONDENCE RE: SAME (.6).
TOUSSI S	11/17/04	5.80	ADDRESS AND RESOLVE ISSUES RE: PLAN SUPPLEMENT DOCUMENTS AND EXHIBITS (1.8); EDIT AND REVISE RCN CONFIRMATION ORDER (2.5); RESEARCH ISSUES RE: CONFIRMATION ORDER AND BRIEF (1.5).
TOUSSI S	11/18/04	6.50	ADDRESS AND RESOLVE PLAN SUPPLEMENT DOCUMENTS (1.0); ADDRESS CORRESPONDENCE RE: SAME, INCLUDING UPDATING CHECKLIST (.8); EDIT AND REVISE CONFIRMATION BRIEF AND ORDER, REVISE FIRST/SECOND/THIRD LIEN DISCUSSION (3.5); RESEARCH ISSUES RE: CONFIRMATION BRIEF FOR VARIOUS SECTIONS (1.2).
TOUSSI S	11/19/04	7.70	ADDRESS AND RESOLVE ISSUES RE: WARRANT AGREEMENT, REGISTRATION RIGHTS AGREEMENT (1.2); REVIEW ALL EXHIBITS FOR PLAN SUPPLEMENT (1.2); ADDRESS ISSUES RE: FILING SAME (.8); EDIT AND REVISE CONFIRMATION BRIEF (1.8); CONFIRMATION ORDER (1.5); RESEARCH ISSUES RE: BRIEF (1.2).
TOUSSI S	11/20/04	5.60	EDIT AND REVISE CONFIRMATION ORDER AND CONFIRMATION BRIEF (3.1); REVIEW J. DUBEL AND T. COLEMAN AFFIDAVITS AND CONFORM DOCUMENTS (2.5).
TOUSSI S	11/21/04	1.50	EDIT AND REVISE CONFIRMATION ORDER AND ADDRESS ISSUES RE: SAME.

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

TOUSSI S	11/22/04	7.90	REVIEW ISSUES RE: OBJECTION TO CONFIRMATION, ADDRESS ISSUES RE: SAME (1.0); EDIT AND REVISE CONFIRMATION BRIEF (2.9); RESEARCH ISSUES RE: RELEASES AND OTHER CONTESTED CONFIRMATION MATTERS (1.5); EDIT AND REVISE CONFIRMATION ORDER BASED ON MARKUP (2.5).
TOUSSI S	11/23/04	8.30	EDIT AND REVISE CONFIRMATION ORDER BASED ON COMMENTS FROM VARIOUS PEOPLE (2.5); ADDRESS ISSUES RE: SAME (.8); EDIT AND REVISE CONFIRMATION BRIEF (2.8); RESEARCH ISSUES RE: SAME (1.0); CONFORM BRIEF TO DUBEL/COLEMAN AFFIDAVIT (1.2).
TOUSSI S	11/29/04	6.30	EDIT AND REVISE CONFIRMATION BRIEF AND ORDER (2.5); RESEARCH ISSUES RE: SAME (1.2); REVIEW OBJECTIONS TO CONFIRMATION AND CORRESPONDENCE IN RESPONSE TO SAME (1.0); ADDRESS ISSUES RE: VOTING TABULATION (.6); REVIEW LATEST DRAFT OF T. COLEMAN, J. SULLIVAN AND J. DUBEL DECLARATIONS (1.0).
TOUSSI S	11/30/04	6.40	ADDRESS AND RESOLVE ISSUES RE: AMENDING PLAN (.8); EDIT AND REVISE CHECKLIST TO UPDATE RECENT DEVELOPMENTS (.9); EDIT AND REVISE CONFIRMATION BRIEF AND ORDER (2.5); RESEARCH ISSUES RE: CONFIRMATION BRIEF AND ORDER (1.2); REVIEW OBJECTIONS TO CONFIRMATION AND CORRESPONDENCE IN RESPONSE TO SAME (1.0).
		63.90	
Total Associate		196.10	
TOTAL TIME		<u>358.00</u>	

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

RCN Corporation (DIP)  
Reports and Schedules

Bill Date: 12/16/04  
Bill Number: 1038000

NAME	DATE	HOURS	DESCRIPTION
MATZ TJ	11/11/04	0.20	FOLLOW UP RE: QUARTERLY OPERATING REPORT.
		0.20	
Total Counsel		0.20	
TOTAL TIME		<u>0.20</u>	

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

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

Bill Date: 12/16/04  
Bill Number: 1038000

NAME	DATE	HOURS	DESCRIPTION
BAKER DJ	11/17/04	1.80	BEGIN TO PREPARE FOR FORTHCOMING FEE HEARINGS, INCLUDING REVIEW OF PLEADINGS.
BAKER DJ	11/18/04	2.60	PREPARE FOR RCN FEE HEARINGS (1.0); ATTEND FEE HEARINGS IN BANKRUPTCY COURT (1.6).
		4.40	
<b>Total Partner</b>		4.40	
MATZ TJ	11/11/04	0.20	WORK ON FIRST INTERIM FEE APPLICATION ORDER.
MATZ TJ	11/16/04	3.50	WORK ON MONTHLY FEE STATEMENT FOR OCTOBER.
MATZ TJ	11/17/04	1.70	CALLS W/ CHAMBERS RE: FIRST INTERIM FEE APPLICATION AND ORDER (.5); WORK ON HEARING OUTLINE FOR 11/18 (.4); PREPARING FOR COURT HEARING (.8).
MATZ TJ	11/18/04	4.10	PREPARE FOR AND APPEAR IN COURT ON FIRST INTERIM FEE APPLICATIONS (2.6) AND FOLLOW UP WORK ON ORDER (.7); CALLS W/ VARIOUS PARTIES RE: FINALIZING ORDER (.8).
MATZ TJ	11/19/04	0.60	CORRESPONDENCE RE: FINALIZING FIRST INTERIM FEE ORDER (.2); WORK ON OCTOBER FEE STATEMENT (.3); CALL W/ CHAMBERS RE: FIRST INTERIM FEE ORDER (.1).
		10.10	
<b>Total Counsel</b>		10.10	
AGARWAL K	11/04/04	4.20	WORK ON OCTOBER FEE APP.
AGARWAL K	11/05/04	3.10	WORK ON OCTOBER FEE APP.
AGARWAL K	11/09/04	3.00	WORK ON MONTHLY FEE APP.
AGARWAL K	11/12/04	3.20	WORK ON MONTHLY FEE APP.
AGARWAL K	11/16/04	1.10	WORK ON MONTHLY FEE APP.
AGARWAL K	11/17/04	2.40	WORK ON MONTHLY FEE APP.
AGARWAL K	11/18/04	5.20	WORK ON MONTHLY FEE APP. INCLUDING CONFORMING IT TO NEW PROCEDURES.
AGARWAL K	11/19/04	0.80	WORK ON FEE APP. COVER LETTER AND SUMMARY CHARTS.
AGARWAL K	11/22/04	1.80	FINALIZE MONTHLY FEE APPLICATION.
		24.80	



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

DAY GR	11/09/04	1.30	REVIEW ISSUES RE: COMMITTEE REQUEST RE: SKADDEN FEES.
		1.30	
KELLY BP	11/02/04	0.30	PREPARE OMNIBUS FEE ORDER.
KELLY BP	11/03/04	1.20	PREPARE OMNIBUS INTERIM FEE ORDER.
KELLY BP	11/09/04	1.90	PREPARE OMNIBUS FEE ORDER.
KELLY BP	11/12/04	1.90	PREPARE POSSIBLE SKADDEN RETENTION SUPPLEMENT (1.0); PREPARE OMNIBUS FEE ORDER (.9).
KELLY BP	11/16/04	4.10	REVIEW RESPONSES TO SKADDEN RETENTION QUESTIONNAIRE (.7); PREPARE POSSIBLE SUPPLEMENTAL SKADDEN RETENTION AFFIDAVIT (1.2); PREPARE OMNIBUS INTERIM FEE ORDER.
KELLY BP	11/17/04	5.70	REVIEW APS RETENTION DOCUMENTS (.5); CORRESPOND W/ S. TOLL AND K. LARIN RE: APS RETENTION (.2); CORRESPONDENCE RE: BLACKSTONE DECLARATION SUPPLEMENT (.6); REVIEW AND INTERNAL CORRESPONDENCE RE: FEE ORDER (1.1); CORRESPONDENCE W/ VARIOUS PROFESSIONALS RE: FEE ORDER (2.0); CORRESPONDENCE W/ COMMITTEE, U. S. TRUSTEE, CHAMBERS RE: FEE ORDER (1.3).
KELLY BP	11/18/04	1.80	REVISE OMNIBUS FEE ORDER TO REFLECT RESULTS OF HEARING (.4); CORRESPONDENCE W/ APS AND CREDITORS' COMMITTEE RE: FEE ORDER COMMENTS AND QUESTIONS (.5); CORRESPONDENCE W/ P. PASSANANTE AT RCN RE: S. STUART RETENTION (.5); CORRESPONDENCE W/ KASOWITZ RE: FEE APPLICATIONS (.4).
KELLY BP	11/19/04	0.60	FOLLOW UP W/ SWIDLER TO GET SIGN-OFF ON REVISED FEE ORDER (.2); CORRESPONDENCE RE: FEE ORDER (.4).
KELLY BP	11/24/04	0.30	CORRESPONDENCE W/ SKADDEN BILLING DEPT. TO CONFIRM INFO. IN SUPPLEMENTAL RETENTION AFFIDAVIT.
KELLY BP	11/29/04	1.10	PREPARE 3RD SUPPLEMENT TO SKADDEN RETENTION AFFIDAVIT.
		18.90	
MORRIS FD	11/01/04	0.30	REVIEW U. S. TRUSTEE FEE APPLICATION OBJECTION.
MORRIS FD	11/02/04	0.20	WORK RE: OMNIBUS FEE ORDER.
MORRIS FD	11/08/04	0.50	T. CONF. W/ D. SULLIVAN RE: PROF'L FEES (.2); WORK RE: RESPONSE TO COMMITTEE FEE INQUIRY (.3).

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

MORRIS FD	11/09/04	0.60	T. CONF. W/ D. SULLIVAN RE: PROF'L FEES (.2); WORK RE: RESPONSE TO COMMITTEE INQUIRY (.4).
MORRIS FD	11/15/04	1.70	REVIEW REVISED FEE REPORT (.2); WORK RE: CTA ENHANCED FEE REQUEST (.3); REVIEW RESPONSE TO SKADDEN FEE APPLICATION (.3); T. CONF. W/ D. SULLIVAN RE: SAME, FEE REPORT (.5); WORK RE: RESPONSE TO COMMITTEE FEE INQUIRY (.4).
MORRIS FD	11/17/04	1.00	WORK RE: COMMITTEE PROF'L FEE INQUIRY (.8); REVIEW PROPOSED OMNIBUS FEE ORDER (.2).
		<b>4.30</b>	
<b>Total Associate</b>		<b>49.30</b>	
<b>TOTAL TIME</b>		<b><u>63.80</u></b>	

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

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

Bill Date: 12/16/04  
Bill Number: 1038000

NAME	DATE	HOURS	DESCRIPTION
BAKER DJ	11/01/04	0.60	T/C W/ B. BOSTROM AND A. FASOLA RE: ISSUES RELATED TO FEES (.2); T/C W/ D. SULLIVAN RE: FEE ISSUES (.2); T/C P. SCHWARTZBERG RE: FEE ISSUES (.2).
BAKER DJ	11/18/04	0.60	TELEPHONE CALL W/ A. FASOLA W/ RESPECT TO ISSUES RELATED TO FEES OF WINSTON & STRAWN (.3); TELEPHONE CALL W/ J. DUBEL W/ RESPECT TO WINSTON FEE ISSUES (.3).
BAKER DJ	11/19/04	1.00	WORK ON ISSUES W/ RESPECT TO WINSTON & STRAWN FEES AND THEIR ROLE AS COUNSEL TO BOARD OF DIRECTORS.
BAKER DJ	11/29/04	0.70	TELEPHONE CALL W/ S. KIRPALANI W/ RESPECT TO COMMITTEE ISSUES OVER FEES TO BE PAID TO WINSTON & STRAWN (.2); REVIEW LETTER FROM COMMITTEE TO WINSTON (.2); TELEPHONE CALL W/ A. FASOLA RE: COMMITTEE LETTER (.3).
		2.90	
Total Partner		2.90	
MATZ TJ	11/01/04	0.60	CALL W/ P. SCHWARTZBERG RE: FIRST INTERIM FEE APPLICATION, U.S. TRUSTEE RESPONSE (.3); FOLLOW UP RE: SAME (.3).
MATZ TJ	11/17/04	1.90	REVIEW OBJECTIONS OF U.S. TRUSTEE AND CALL W/ P. SCHWARTZBERG RE: RESOLUTION OF SAME (.5); CALLS W/ BLACKSTONE RE: U.S. TRUSTEE OBJECTION (.4); CALLS W/ MILBANK AND ALIX PARTNERS RE: ALIX PARTNERS HOLDBACK (.6); TWO CALLS W/ MILBANK RE: FORM OF ORDER FOR DEBTORS ADVISORS (.4).
MATZ TJ	11/23/04	1.00	WORK ON FRIEDMAN LLP (REPLACEMENT AUDITORS) RETENTION APPLICATION (.8); CORRESPONDENCE W/ D. KORTREY RE: SAME (.2).
MATZ TJ	11/24/04	0.30	CALLS W/ CHAMBERS RE: KASOWITZ FEE APPLICATION (.1); CALL W/ D. ROSNER RE: SAME (.2).
MATZ TJ	11/29/04	1.60	CORRESPOND AND DISCUSS REPLACEMENT AUDITORS (.8); CALLS W/ D. KORTREY RE: SAME (.4); FOLLOW UP WORK RE: FRIEDMAN RETENTION (.4).
MATZ TJ	11/30/04	0.40	WORK ON RETENTION OF INTERNAL AUDITORS.
		5.80	

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

MCDERMOTT MA	11/21/04	0.20	REVIEW MOTION BY COMMITTEE RE: COMPENSATION TO CTA.
		0.20	
<b>Total Counsel</b>		<b>6.00</b>	
AGARWAL K	11/12/04	2.40	WORK ON ANALYSIS OF PROFESSIONAL FEES.
		2.40	
KELLY BP	11/22/04	1.70	PREPARE FRIEDMAN LLP RETENTION PLEADINGS.
KELLY BP	11/23/04	1.60	PREPARE RETENTION PLEADINGS.
KELLY BP	11/24/04	0.50	PREPARE FRIEDMAN LLP RETENTION PLEADINGS.
KELLY BP	11/29/04	4.80	CORRESP. RE: FRIEDMAN RETENTION PLEADINGS (1.5); PREPARE FRIEDMAN RETENTION PLEADINGS (.9); CORRESP. RE: RETENTION OF ALL 3 CPA/ACCOUNTING FIRMS (.5); PREPARE ACCUME PARTNERS RETENTION PLEADINGS (.9); PREPARE RETENTION PLEADINGS (1.0).
KELLY BP	11/30/04	7.70	PREPARE FRIEDMAN RETENTION PLEADINGS (.8); PREPARE ACCUME RETENTION PLEADINGS (4.7); CORRESPONDENCE RE: ACCUME RETENTION PLEADINGS (1.3); CORRESPONDENCE W/ CLIENT RE: CPA RETENTIONS (.4); RESPOND TO INQUIRY BY C. JANIS AT ACCUME (.5).
		<b>16.30</b>	
MORRIS FD	11/03/04	0.20	T. CONF. W/ B. HAGGERTY RE: BLACKSTONE FEE APPLICATION, FINANCING STATUS.
MORRIS FD	11/12/04	6.10	T. CONF. W/ D. NEIER RE: FEE APPLICATIONS (.2); DRAFT FEE REPORT AND ANALYSIS FOR DEBTOR AND COMMITTEE PROFESSIONALS AND RELATED WORK (5.9).
MORRIS FD	11/14/04	0.60	WORK RE: ANALYSIS OF PROF'L FEES.
MORRIS FD	11/16/04	0.30	T. CONF. W/ B. HAGGERTY RE: TRUSTEE OBJECTION TO BLACKSTONE INTERIM APPLICATION.
MORRIS FD	11/17/04	0.30	ANALYSIS RE: COMMITTEE MOTION TO INCREASE CTA FEES.
MORRIS FD	11/18/04	1.00	WORK RE: FEE APPLICATION HEARING PREPARATION (.4); WORK RE: RESPONSE TO COMMITTEE FEE INQUIRY (.4); T. CONF. W/ J. DUBEL RE: FEE HEARING (.2).
		<b>8.50</b>	
<b>Total Associate</b>		<b>27.20</b>	

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

**TOTAL TIME**

**36.10**

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

**RCN Corporation (DIP)  
Secured Claims**

**Bill Date: 12/16/04  
Bill Number: 1038000**

<b>NAME</b>	<b>DATE</b>	<b>HOURS</b>	<b>DESCRIPTION</b>
MCDERMOTT MA	11/11/04	0.20	REVIEW LETTER RESPONDING TO REQUEST BY GE RE: TREATMENT OF ITS LIEN.
		0.20	
Total Counsel		0.20	
TOTAL TIME		<u>0.20</u>	

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

RCN Corporation (DIP)  
Tax Matters

Bill Date: 12/16/04  
Bill Number: 1038000

NAME	DATE	HOURS	DESCRIPTION
MILLER MM	11/04/04	0.70	CALLS TO J. GREENBLATT AND J. SAILE RE: STARPOWER (.2); REVIEW STARPOWER AGREEMENT (.5).
MILLER MM	11/08/04	0.10	REVIEW EQUITY NOTICE.
MILLER MM	11/09/04	0.30	REVIEW STARPOWER DOCUMENT.
MILLER MM	11/15/04	0.50	CALLS TO J. GREENBLATT (.2); REVIEW MEMO (.2); CALL TO T. MATZ (.1).
MILLER MM	11/16/04	0.40	CALLS TO J. GREENBLATT AND M. ROSEN.
MILLER MM	11/17/04	0.30	CALLS TO J. GREENBLATT.
MILLER MM	11/18/04	1.80	SEVERAL CALLS TO J. SAILE, T. MATZ, R. MORRIS, G. DAY AND J. GREENBLATT (.8); REVIEW DISCLOSURE (.7); ANALYSIS OF 382 ISSUES (.3).
MILLER MM	11/19/04	2.70	CONFERENCE CALL (.6); CALLS TO C. ERDMANN (.2); CALLS TO J. GREENBLATT (.4); CALL TO G. DAY (.2); ANALYSIS OF TAX ISSUES (1.3).
MILLER MM	11/22/04	1.00	DISCUSSIONS W/ J. GREENBLATT (.3); REVIEW CREDIT AGREEMENT (.3); REVIEW DISCLOSURE (.3); CALL TO M. ROSEN (.1).
MILLER MM	11/23/04	0.60	SEVERAL CALLS TO J. GREENBLATT AND M. ROSEN (.3); REVIEW CREDIT AGREEMENT PROVISIONS (.3).
MILLER MM	11/24/04	0.10	CALLS TO J. GREENBLATT.
MILLER MM	11/30/04	0.10	CALLS TO J. GREENBLATT.
		8.60	
ROSEN MA	11/13/04	1.20	FURTHER CONSIDERATION OF ABANDONMENT ISSUE.
ROSEN MA	11/16/04	0.50	ANALYSIS OF ABANDONMENT ISSUE.
ROSEN MA	11/17/04	1.20	INTERCOMPANY ACCOUNTABLES - POTENTIAL CANCELLATION.
ROSEN MA	11/18/04	1.50	REVIEW DEUTSCHE LENDING FACILITY.
ROSEN MA	11/23/04	0.70	WITHHOLDING TAXES UNDER DEUTSCHE FACILITY.
		5.10	
Total Partner		13.70	
GREENBLATT JA	11/15/04	6.40	WORK ON DEUTSCHE BANK FACILITY (6.0); TAX PLANNING FOR EXIT (.4).

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

GREENBLATT JA	11/16/04	5.90	WORK ON SECOND-LIEN, DEUTSCHE BANK FACILITY AND OFFERING CIRCULAR.
GREENBLATT JA	11/17/04	7.00	STARPOWER DOCUMENT REVIEW/ANALYSIS/MARKUP OF ACQUISITION AGREEMENT (2.0), 163 ISSUES (3.7), 382 ISSUES (1.0), INDENTURE; INTERCOMPANIES (.3).
GREENBLATT JA	11/18/04	2.70	WORK ON INDENTURE, CREDIT FACILITY, INTERCOMPANY ISSUES.
GREENBLATT JA	11/19/04	4.00	WORK ON OFFERING CIRCULAR (2.1); TAX PLANNING REGARDING INTERCOMPANY RECEIVABLES (1.9).
GREENBLATT JA	11/22/04	8.60	WORK ON INDENTURE (3.5); OFFERING CIRCULAR (2.7); WITHHOLDING ISSUES REGARDING DEUTSCHE BANK FACILITY (2.4).
GREENBLATT JA	11/23/04	3.90	DOCUMENT REVIEW/ANALYSIS/MARKUP OF 144A CIRCULAR (1.1); WORK ON DEUTSCHE BANK EXIT FACILITY (2.2); DRAFT MEMO TO CLIENT RE: WITHHOLDING/GROSS-UP ISSUES (.6).
GREENBLATT JA	11/29/04	2.20	DOCUMENT REVIEW/ANALYSIS/MARKUP OF REVISE OFFERING CIRCULAR (.5); DOCUMENT REVIEW/ANALYSIS/MARKUP OF REVISED OFFERING CIRCULAR (1.7).
GREENBLATT JA	11/30/04	3.70	WORK ON 144A OFFERING CIRCULAR (1.0); TAX STRUCTURING REGARDING EXIT; FIRST-LIEN CREDIT AGREEMENT (2.7).
		<b>44.40</b>	
MORRIS FD	11/15/04	0.20	LETTER TO J. SAILE RE: NOTICE OF SUBSTANTIAL EQUITYHOLDER.
MORRIS FD	11/18/04	0.70	T. CONF. W/ J. SAILE, M. MILLER, T. MATZ RE: INTERCOMPANY CLAIM/TAX MATTERS (.3); WORK RE: TAX IMPLICATIONS OF INTERCOMPANY CLAIM TREATMENT (.4).
MORRIS FD	11/19/04	1.00	T. CONF. W/ A. HORVAT, J. SAILE, M. MILLER, S. KIRPALANI, OTHERS RE: TREATMENT OF INTERCOMPANY CLAIMS (.6); ANALYSIS RE: TREATMENT OF INTECOMPANY CLAIMS (.4).
		<b>1.90</b>	
<b>Total Associate</b>		<b>46.30</b>	
<b>TOTAL TIME</b>		<b><u>60.00</u></b>	
<b>CLIENT TOTAL</b>		<b><u>2081.00</u></b>	

\* The negative entries represent adjustment amounts for tickets in advertently billed with incorrect transaction dates on bill# 1033935.



## **EXHIBIT B**

TIME SUMMARY - - ALL MATTERS  
RCN CORPORATION (DIP)

MATTER #9 Claims Admin. (General)

Bill No: 1038000

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNERS</u>			
D. J. (JAN) BAKER	\$760	8.50	\$ 6,460.00
ERIC M. DAVIS	595	<u>9.60</u>	<u>5,712.00</u>
TOTAL PARTNERS		18.10	\$12,172.00
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	11.10	\$ 5,494.50
MARK A. MCDERMOTT	495	<u>7.60</u>	<u>3,762.00</u>
TOTAL COUNSEL		18.70	\$ 9,256.50
<u>ASSOCIATES</u>			
KRIS AGARWAL	\$395	11.40	\$ 4,503.00
GRENVILLE R. DAY	460	20.50	9,430.00
MARK L. DESGROSSEILLIER	440	1.50	660.00
BRIAN P. KELLY	420	1.70	714.00
FREDERICK D. MORRIS	490	4.00	1,960.00
BENNETT S. SILVERBERG	420	14.80	6,216.00
VENERA E. TAOUCHANOVA	440	<u>40.40</u>	<u>17,776.00</u>
TOTAL ASSOCIATES		94.30	\$41,259.00
MATTER TOTAL		<u>131.10</u>	<u>\$62,687.50</u>

TIME SUMMARY - - ALL MATTERS  
RCN CORPORATION (DIP)

MATTER #13 Creditor Meetings/Statutory Committees

Bill No: 1038000

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNERS</u>			
D. J. (JAN) BAKER	\$760	3.50	\$2,660.00
ERIC M. DAVIS	595	<u>1.40</u>	<u>833.00</u>
TOTAL PARTNERS		4.90	\$3,493.00
<u>COUNSEL</u>			
MARK A. MCDERMOTT	\$495	<u>0.50</u>	\$ <u>247.50</u>
TOTAL COUNSEL		0.50	\$ 247.50
<u>ASSOCIATE</u>			
FREDERICK D. MORRIS	\$490	<u>0.70</u>	\$ <u>343.00</u>
TOTAL ASSOCIATE		0.70	\$ 343.00
MATTER TOTAL		<u>6.10</u>	<u>\$4,083.50</u>

TIME SUMMARY - - ALL MATTERS  
RCN CORPORATION (DIP)

MATTER #14 Disclosure Statement/Voting Issues

Bill No: 1038000

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	6.00	\$ 2,970.00
MARK A. MCDERMOTT	495	<u>0.70</u>	<u>346.50</u>
TOTAL COUNSEL		6.70	\$ 3,316.50
<u>ASSOCIATES</u>			
KRIS AGARWAL	\$395	8.30	\$ 3,278.50
MARK L. DESGROSSEILLIER	440	1.70	748.00
ROBERT A. GREEBEL	395	24.00	9,480.00
EVAN A. MICHAEL	355	6.50	2,307.50
BENNETT S. SILVERBERG	420	5.80	2,436.00
SINA TOUSSI	475	<u>16.40</u>	<u>7,790.00</u>
TOTAL ASSOCIATES		62.70	\$26,040.00
<u>LEGAL ASSISTANTS</u>			
LEGAL ASSISTANT @	\$135	<u>6.00</u>	\$ <u>810.00</u>
TOTAL LEGAL ASSISTANTS		6.00	\$ 810.00
MATTER TOTAL		<u>75.40</u>	<u>\$30,166.50</u>

TIME SUMMARY - - ALL MATTERS  
RCN CORPORATION (DIP)

MATTER #15 Employee Matters (General)

Bill No: 1038000

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>ASSOCIATES</u>			
COLLEEN M. CASSIDY	\$420	5.40	\$2,268.00
STACY-ANN J. ELVY	250	8.00	2,000.00
FREDERICK D. MORRIS	490	<u>0.60</u>	<u>294.00</u>
TOTAL ASSOCIATES		14.00	\$4,562.00
MATTER TOTAL		<u>14.00</u>	<u>\$4,562.00</u>

TIME SUMMARY - - ALL MATTERS  
RCN CORPORATION (DIP)

MATTER #18 Executory Contracts (Personalty)

Bill No: 1038000

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
ERIC M. DAVIS	\$595	<u>3.00</u>	\$ <u>1,785.00</u>
TOTAL PARTNER		3.00	\$ 1,785.00
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	5.10	\$ 2,524.50
MARK A. MCDERMOTT	495	<u>0.40</u>	<u>198.00</u>
TOTAL COUNSEL		5.50	\$ 2,722.50
<u>ASSOCIATES</u>			
KRIS AGARWAL	\$395	10.80	\$ 4,266.00
GRENVILLE R. DAY	460	29.20	13,432.00
FREDERICK D. MORRIS	490	6.90	3,381.00
BENNETT S. SILVERBERG	420	<u>6.00</u>	<u>2,520.00</u>
TOTAL ASSOCIATES		52.90	\$23,599.00
MATTER TOTAL		<u>61.40</u>	<u>\$28,106.50</u>

TIME SUMMARY - - ALL MATTERS  
RCN CORPORATION (DIP)

MATTER #19 Financing (DIP and Emergence)

Bill No: 1038000

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNERS</u>			
D. J. (JAN) BAKER	\$760	66.30	\$ 50,388.00
ALAN G. STRAUS	720	<u>114.40</u>	<u>82,368.00</u>
TOTAL PARTNERS		180.70	\$132,756.00
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	46.10	\$ 22,819.50
MARK A. MCDERMOTT	495	<u>34.00</u>	<u>16,830.00</u>
TOTAL COUNSEL		80.10	\$ 39,649.50
<u>ASSOCIATES</u>			
JOHN E. ALESSI	\$320	60.30	\$ 19,296.00
JEREMY S. BLOOM	395	42.80	16,906.00
GRENVILLE R. DAY	460	0.80	368.00
BRIAN P. KELLY	420	12.90	5,418.00
FREDERICK D. MORRIS	490	29.80	14,602.00
BENNETT S. SILVERBERG	420	16.40	6,888.00
SINA TOUSSI	475	<u>24.00</u>	<u>11,400.00</u>
TOTAL ASSOCIATES		187.00	\$ 74,878.00
<u>LEGAL ASSISTANTS</u>			
LEGAL ASSISTANT @	\$55	<u>33.60</u>	\$ 1,848.00
TOTAL LEGAL ASSISTANTS		33.60	\$ 1,848.00
MATTER TOTAL		<u>481.40</u>	<u>\$249,131.50</u>

TIME SUMMARY - - ALL MATTERS  
RCN CORPORATION (DIP)

MATTER #21 Insurance

Bill No: 1038000

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
ERIC M. DAVIS	\$595	<u>18.20</u>	<u>\$10,829.00</u>
TOTAL PARTNER		18.20	\$10,829.00
<u>ASSOCIATES</u>			
KRIS AGARWAL	\$395	0.60	\$ 237.00
MARK L. DESGROSSEILLIER	440	33.60	14,784.00
BRIAN P. KELLY	420	3.70	1,554.00
BENNETT S. SILVERBERG	420	<u>5.90</u>	<u>2,478.00</u>
TOTAL ASSOCIATES		43.80	\$19,053.00
MATTER TOTAL		<u>62.00</u>	<u>\$29,882.00</u>



TIME SUMMARY - - ALL MATTERS  
RCN CORPORATION (DIP)

MATTER #24 Leases (Real Property)

Bill No: 1038000

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	0.30	\$ 148.50
MARK A. MCDERMOTT	495	<u>0.40</u>	<u>198.00</u>
TOTAL COUNSEL		0.70	\$ 346.50
<u>ASSOCIATES</u>			
GRENVILLE R. DAY	\$460	14.20	\$6,532.00
BRIAN P. KELLY	420	0.40	168.00
FREDERICK D. MORRIS	490	<u>0.80</u>	<u>392.00</u>
TOTAL ASSOCIATES		15.40	\$7,092.00
MATTER TOTAL		<u>16.10</u>	<u>\$7,438.50</u>

TIME SUMMARY - - ALL MATTERS  
RCN CORPORATION (DIP)

MATTER #25 Litigation (General)

Bill No: 1038000

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNERS</u>			
D. J. (JAN) BAKER	\$760	10.20	\$ 7,752.00
ANTHONY W. CLARK	735	5.10	3,748.50
ERIC M. DAVIS	595	<u>52.90</u>	<u>31,475.50</u>
TOTAL PARTNERS		68.20	\$42,976.00
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	<u>1.40</u>	\$ <u>693.00</u>
TOTAL COUNSEL		1.40	\$ 693.00
<u>ASSOCIATES</u>			
MARK L. DESGROSSEILLIER	\$440	67.10	\$29,524.00
FREDERICK D. MORRIS	490	23.50	11,515.00
BENNETT S. SILVERBERG	420	<u>6.90</u>	<u>2,898.00</u>
TOTAL ASSOCIATES		97.50	\$43,937.00
MATTER TOTAL		<u>167.10</u>	<u>\$87,606.00</u>

TIME SUMMARY - - ALL MATTERS  
RCN CORPORATION (DIP)

MATTER #28 Nonworking Travel Time

Bill No: 1038000

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
ERIC M. DAVIS	\$298	<u>2.30</u>	\$ <u>684.25</u>
TOTAL PARTNER		2.30	\$ 684.25
<u>COUNSEL</u>			
MARK A. MCDERMOTT	\$248	<u>15.00</u>	\$ <u>3,712.50</u>
TOTAL COUNSEL		15.00	\$3,712.50
<u>ASSOCIATES</u>			
BRIAN P. KELLY	\$210	1.00	\$ 210.00
FREDERICK D. MORRIS	245	<u>0.50</u>	<u>122.50</u>
TOTAL ASSOCIATES		1.50	\$ 332.50
MATTER TOTAL		<u>18.80</u>	<u>\$4,729.25</u>

TIME SUMMARY - - ALL MATTERS  
RCN CORPORATION (DIP)

MATTER #30 Regulatory and SEC Matters

Bill No: 1038000

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
ERIC M. DAVIS	\$595	<u>1.50</u>	\$ <u>892.50</u>
TOTAL PARTNER		1.50	\$ 892.50
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	<u>0.30</u>	\$ <u>148.50</u>
TOTAL COUNSEL		0.30	\$ 148.50
<u>ASSOCIATES</u>			
JEREMY S. BLOOM	\$395	83.30	\$32,903.50
MICHAEL A. GENTRY	250	79.60	19,900.00
ROBERT A. GREEBEL	395	27.10	10,704.50
EVAN A. MICHAEL	355	15.60	5,538.00
BENNETT S. SILVERBERG	420	<u>1.50</u>	<u>630.00</u>
TOTAL ASSOCIATES		207.10	\$69,676.00
<u>LEGAL ASSISTANTS</u>			
LEGAL ASSISTANT @	\$120	<u>12.00</u>	\$ <u>1,440.00</u>
TOTAL LEGAL ASSISTANTS		12.00	\$ 1,440.00
MATTER TOTAL		<u>220.90</u>	<u>\$72,157.00</u>

TIME SUMMARY - - ALL MATTERS  
RCN CORPORATION (DIP)

MATTER #31 Reorganization Plan/Plan Sponsors

Bill No: 1038000

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNERS</u>			
D. J. (JAN) BAKER	\$760	30.70	\$ 23,332.00
ERIC M. DAVIS	595	6.20	3,689.00
ALAN G. STRAUS	720	<u>4.00</u>	<u>2,880.00</u>
TOTAL PARTNERS		40.90	\$ 29,901.00
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	72.20	\$ 35,739.00
MARK A. MCDERMOTT	495	<u>48.80</u>	<u>24,156.00</u>
TOTAL COUNSEL		121.00	\$ 59,895.00
<u>ASSOCIATES</u>			
KRIS AGARWAL	\$395	10.90	\$ 4,305.50
GRENVILLE R. DAY	460	29.60	13,616.00
BRIAN P. KELLY	420	30.20	12,684.00
FREDERICK D. MORRIS	490	25.20	12,348.00
BENNETT S. SILVERBERG	420	12.10	5,082.00
VENERA E. TAOUCHANOVA	440	24.20	10,648.00
SINA TOUSSI	475	<u>63.90</u>	<u>30,352.50</u>
TOTAL ASSOCIATES		196.10	\$ 89,036.00
MATTER TOTAL		<u>358.00</u>	<u>\$178,832.00</u>

TIME SUMMARY - - ALL MATTERS  
RCN CORPORATION (DIP)

MATTER #32 Reports and Schedules

Bill No: 1038000

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	<u>0.20</u>	<u>\$99.00</u>
TOTAL COUNSEL		<u>0.20</u>	<u>\$99.00</u>
MATTER TOTAL		<u>0.20</u>	<u>\$99.00</u>

TIME SUMMARY - - ALL MATTERS  
RCN CORPORATION (DIP)

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

Bill No: 1038000

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
D. J. (JAN) BAKER	\$760	<u>4.40</u>	\$ <u>3,344.00</u>
TOTAL PARTNER		4.40	\$ 3,344.00
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	<u>10.10</u>	\$ <u>4,999.50</u>
TOTAL COUNSEL		10.10	\$ 4,999.50
<u>ASSOCIATES</u>			
KRIS AGARWAL	\$395	24.80	\$ 9,796.00
GRENVILLE R. DAY	460	1.30	598.00
BRIAN P. KELLY	420	18.90	7,938.00
FREDERICK D. MORRIS	490	<u>4.30</u>	<u>2,107.00</u>
TOTAL ASSOCIATES		49.30	\$20,439.00
MATTER TOTAL		<u>63.80</u>	<u>\$28,782.50</u>

TIME SUMMARY - - ALL MATTERS  
RCN CORPORATION (DIP)

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

Bill No: 1038000

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
D. J. (JAN) BAKER	\$760	<u>2.90</u>	\$ <u>2,204.00</u>
TOTAL PARTNER		2.90	\$ 2,204.00
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	5.80	\$ 2,871.00
MARK A. MCDERMOTT	495	<u>0.20</u>	<u>99.00</u>
TOTAL COUNSEL		6.00	\$ 2,970.00
<u>ASSOCIATES</u>			
KRIS AGARWAL	\$395	2.40	\$ 948.00
BRIAN P. KELLY	420	16.30	6,846.00
FREDERICK D. MORRIS	490	<u>8.50</u>	<u>4,165.00</u>
TOTAL ASSOCIATES		27.20	\$11,959.00
MATTER TOTAL		<u>36.10</u>	<u>\$17,133.00</u>



TIME SUMMARY - - ALL MATTERS  
RCN CORPORATION (DIP)

MATTER #35    Secured Claims

Bill No: 1038000

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>COUNSEL</u>			
MARK A. MCDERMOTT	\$495	<u>0.20</u>	<u>\$99.00</u>
TOTAL COUNSEL		0.20	\$99.00
MATTER TOTAL		<u>0.20</u>	<u>\$99.00</u>

TIME SUMMARY - - ALL MATTERS  
RCN CORPORATION (DIP)

MATTER #1 General Corporate Advice

Bill No: 1038000

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNERS</u>			
ERIC M. DAVIS	\$595	5.80	\$ 3,451.00
HOWARD L. ELLIN	735	7.50	5,512.50
ALAN G. STRAUS	720	<u>12.50</u>	<u>9,000.00</u>
TOTAL PARTNERS		25.80	\$17,963.50
<u>ASSOCIATE</u>			
FREDERICK D. MORRIS	\$490	<u>23.00</u>	<u>\$11,270.00</u>
TOTAL ASSOCIATE		23.00	\$11,270.00
MATTER TOTAL		<u>48.80</u>	<u>\$29,233.50</u>

TIME SUMMARY - - ALL MATTERS  
RCN CORPORATION (DIP)

MATTER #5 Asset Dispositions (Real Property)

Bill No: 1038000

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>ASSOCIATES</u>			
ROBERT A. GREEBEL	\$395	29.60	\$11,692.00
EVAN A. MICHAEL	355	<u>5.10</u>	<u>1,810.50</u>
TOTAL ASSOCIATES		34.70	\$13,502.50
MATTER TOTAL		<u>34.70</u>	<u>\$13,502.50</u>

TIME SUMMARY - - ALL MATTERS  
RCN CORPORATION (DIP)

MATTER #6 Automatic Stay (Relief Actions)

Bill No: 1038000

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	<u>0.60</u>	\$ <u>297.00</u>
TOTAL COUNSEL		0.60	\$ 297.00
<u>ASSOCIATE</u>			
VENERA E. TAOUCHANOVA	\$440	<u>6.00</u>	<u>\$2,640.00</u>
TOTAL ASSOCIATE		6.00	<u>\$2,640.00</u>
MATTER TOTAL		<u>6.60</u>	<u>\$2,937.00</u>

TIME SUMMARY - - ALL MATTERS  
RCN CORPORATION (DIP)

MATTER #8 Case Administration

Bill No: 1038000

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
ALAN G. STRAUS	\$720	<u>1.00</u>	\$ <u>720.00</u>
TOTAL PARTNER		1.00	\$ 720.00
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	3.40	\$ 1,683.00
MARK A. MCDERMOTT	495	<u>11.60</u>	<u>5,742.00</u>
TOTAL COUNSEL		15.00	\$ 7,425.00
<u>ASSOCIATES</u>			
KRIS AGARWAL	\$395	2.70	\$ 1,066.50
JEREMY S. BLOOM	395	1.00	395.00
BRIAN P. KELLY	420	39.50	16,590.00
FREDERICK D. MORRIS	490	5.30	2,597.00
BENNETT S. SILVERBERG	420	10.70	4,494.00
SINA TOUSSI	475	<u>27.20</u>	<u>12,920.00</u>
TOTAL ASSOCIATES		86.40	\$38,062.50
<u>LEGAL ASSISTANTS</u>			
LEGAL ASSISTANT @	\$120	<u>115.90</u>	\$ <u>13,908.00</u>
TOTAL LEGAL ASSISTANTS		115.90	\$13,908.00
MATTER TOTAL		<u>218.30</u>	<u>\$60,115.50</u>

TIME SUMMARY - - ALL MATTERS  
RCN CORPORATION (DIP)

MATTER #36 Tax Matters

Bill No: 1038000

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNERS</u>			
MAXWELL M. MILLER	\$720	8.60	\$ 6,192.00
MATTHEW A. ROSEN	760	<u>5.10</u>	<u>3,876.00</u>
TOTAL PARTNERS		13.70	\$10,068.00
<u>ASSOCIATES</u>			
JEFFREY A. GREENBLATT	\$475	44.40	\$21,090.00
FREDERICK D. MORRIS	490	<u>1.90</u>	<u>931.00</u>
TOTAL ASSOCIATES		46.30	\$22,021.00
MATTER TOTAL		<u>60.00</u>	<u>\$32,089.00</u>
CLIENT TOTAL		<u>2081.00</u>	<u>\$943,373.25</u>

## **EXHIBIT C**

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

**RCN Corporation (DIP)  
General Corporate Advice**

**Bill Date: 12/16/04  
Bill Number: 1038000**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	11/05/04	Copy Center, D	2.30
In-house Reproduction	11/19/04	Copy Center, D	0.10
In-house Reproduction	11/26/04	Copy Center, D	2.90
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$5.30</b>
Telephone Expense	11/24/04	Telecommunications, D	5.14
Telephone Expense	11/24/04	Telecommunications, D	0.36
Telephone Expense	11/24/04	Telecommunications, D	0.01
Telephone Expense	11/24/04	Telecommunications, D	0.85
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$6.36</b>
Vendor Hosted Teleconferencing	10/31/04	Teleconferencing Services, LLC	1.85
		<b>TOTAL VENDOR HOSTED TELECONFERENCING</b>	<b>\$1.85</b>
Messengers/ Courier	11/11/04	Dist Serv/Mail/Page, D	5.57
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$5.57</b>
Outside Research/Internet Services	10/08/04	Pacer Service Center	29.96
		<b>TOTAL OUTSIDE RESEARCH/INTERNET SERVICES</b>	<b>\$29.96</b>
Scanning	11/10/04	Scott-Bonnick S	4.29
Scanning	11/10/04	Scott-Bonnick S	87.01
Scanning	11/17/04	Scott-Bonnick S	22.77
Scanning	11/17/04	Scott-Bonnick S	33.33
Scanning	11/19/04	Scott-Bonnick S	122.32
Scanning	11/19/04	Scott-Bonnick S	10.67
Scanning	11/19/04	Scott-Bonnick S	0.44
		<b>TOTAL SCANNING</b>	<b>\$280.83</b>
OCR Processing	11/22/04	Wu D	26.05
		<b>TOTAL OCR PROCESSING</b>	<b>\$26.05</b>



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

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
File Conversion (Multi- page to Single-page)	11/19/04	Poon MY	1.36
		<b>TOTAL FILE CONVERSION (MULTI-PAGE TO SINGLE-PAGE)</b>	<b>\$1.36</b>
CLR/Disclosure	10/31/04	Global Securities	278.08
		<b>TOTAL CLR/DISCLOSURE</b>	<b>\$278.08</b>
		<b>TOTAL MATTER</b>	<b>\$635.36</b>

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

**RCN Corporation (DIP)  
Asset Dispositions (General)**

**Bill Date: 12/16/04  
Bill Number: 1038000**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Telephone Expense	11/24/04	Telecommunications, D	0.40
Telephone Expense	11/24/04	Telecommunications, D	0.03
Telephone Expense	11/24/04	Telecommunications, D	0.07
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$0.50</b>
Vendor Hosted Teleconferencing	10/31/04	Teleconferencing Services, LLC	4.64
		<b>TOTAL VENDOR HOSTED TELECONFERENCING</b>	<b>\$4.64</b>
		<b>TOTAL MATTER</b>	<b>\$5.14</b>

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

**RCN Corporation (DIP)  
Automatic Stay (Relief Actions)**

**Bill Date: 12/16/04  
Bill Number: 1038000**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	11/09/04	Copy Center, D	0.20
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$0.20</b>
Telephone Expense	11/24/04	Telecommunications, D	0.38
Telephone Expense	11/24/04	Telecommunications, D	0.03
Telephone Expense	11/24/04	Telecommunications, D	0.06
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$0.47</b>
		<b>TOTAL MATTER</b>	<b>\$0.67</b>

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

RCN Corporation (DIP)  
Case Administration

Bill Date: 12/16/04  
Bill Number: 1038000

Disbursement	Date	Vendor/Employee/Dept.	Amount
Air/Rail Travel - vendor feed	11/10/04	McDermott MA	1,286.43
		<b>TOTAL AIR/RAIL TRAVEL - VENDOR FEED</b>	<b>\$1,286.43</b>
Car Service Vendor Feeds	10/28/04	McDermott MA	46.17
Car Service Vendor Feeds	11/03/04	McDermott MA	46.17
Car Service Vendor Feeds	11/12/04	McDermott MA	44.13
		<b>TOTAL CAR SERVICE VENDOR FEEDS</b>	<b>\$136.47</b>
In-house Reproduction	11/02/04	Copy Center, D	114.00
In-house Reproduction	11/05/04	Copy Center, D	87.10
In-house Reproduction	11/09/04	Copy Center, D	0.40
In-house Reproduction	11/12/04	Copy Center, D	77.80
In-house Reproduction	11/16/04	Copy Center, D	328.40
In-house Reproduction	11/19/04	Copy Center, D	511.10
In-house Reproduction	11/23/04	Copy Center, D	223.70
In-house Reproduction	11/23/04	Copy Center, D	6.00
In-house Reproduction	11/26/04	Copy Center, D	148.60
In-house Reproduction	11/30/04	Copy Center, D	75.90
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$1,573.00</b>
Telephone Expense	11/24/04	Telecommunications, D	11.56
Telephone Expense	11/24/04	Telecommunications, D	0.85
Telephone Expense	11/24/04	Telecommunications, D	0.01
Telephone Expense	11/24/04	Telecommunications, D	1.92
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$14.34</b>
Postage	11/15/04	Office Admin, D	0.37
Postage	11/15/04	Office Admin, D	0.37
Postage	11/15/04	Office Admin, D	0.37
Postage	11/16/04	Office Admin, D	0.83
Postage	11/16/04	Office Admin, D	0.83

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

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Postage	11/16/04	Office Admin, D	1.43
Postage	11/22/04	Office Admin, D	3.95
Postage	11/22/04	Office Admin, D	3.95
Postage	11/22/04	Office Admin, D	7.90
Postage	11/29/04	Office Admin, D	1.96
Postage	11/29/04	Office Admin, D	0.60
Postage	11/29/04	Office Admin, D	4.20
Postage	11/29/04	Office Admin, D	0.49
		<b>TOTAL POSTAGE</b>	<b>\$27.25</b>
Lexis/Nexis	11/18/04	Baroni ML	150.53
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$150.53</b>
Westlaw	11/09/04	Morris FD	9.67
Westlaw	11/13/04	Schneider NJ	56.83
		<b>TOTAL WESTLAW</b>	<b>\$66.50</b>
Vendor Hosted Teleconferencing	10/31/04	Teleconferencing Services, LLC	2.27
Vendor Hosted Teleconferencing	10/31/04	Teleconferencing Services, LLC	20.60
Vendor Hosted Teleconferencing	10/31/04	Teleconferencing Services, LLC	8.96
Vendor Hosted Teleconferencing	10/31/04	Teleconferencing Services, LLC	39.35
Vendor Hosted Teleconferencing	11/12/04	Genesys Conferencing	17.39
		<b>TOTAL VENDOR HOSTED TELECONFERENCING</b>	<b>\$88.57</b>
Messengers/ Courier	10/22/04	Dist Serv/Mail/Page, D	17.07
Messengers/ Courier	10/25/04	Dist Serv/Mail/Page, D	8.87
Messengers/ Courier	10/25/04	Dist Serv/Mail/Page, D	8.87
Messengers/ Courier	10/25/04	Dist Serv/Mail/Page, D	8.87
Messengers/ Courier	10/26/04	Dist Serv/Mail/Page, D	17.96
Messengers/ Courier	10/26/04	Dist Serv/Mail/Page, D	18.32
Messengers/ Courier	10/27/04	Dist Serv/Mail/Page, D	22.15
Messengers/ Courier	11/01/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	11/03/04	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	11/03/04	Dist Serv/Mail/Page, D	21.26
Messengers/ Courier	11/03/04	Dist Serv/Mail/Page, D	12.08
Messengers/ Courier	11/04/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	11/04/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	11/08/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	11/10/04	Dist Serv/Mail/Page, D	17.30
Messengers/ Courier	11/10/04	Dist Serv/Mail/Page, D	17.30
Messengers/ Courier	11/10/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	11/12/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	11/14/04	Arrow Messenger Svc	12.60
Messengers/ Courier	11/19/04	Dist Serv/Mail/Page, D	7.88
Messengers/ Courier	11/19/04	Dist Serv/Mail/Page, D	20.38
Messengers/ Courier	11/22/04	Dist Serv/Mail/Page, D	6.55
Messengers/ Courier	11/24/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	11/24/04	Dist Serv/Mail/Page, D	7.88
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$319.67</b>
Court Reporting	11/01/04	Veritext New York Reporting Company L.L.	202.00
Court Reporting	11/10/04	Veritext New York Reporting Company L.L.	70.00
Court Reporting	11/22/04	Veritext New York Reporting Company L.L.	158.00
Court Reporting	11/30/04	Veritext New York Reporting Company L.L.	97.50
Court Reporting	11/30/04	Veritext New York Reporting Company L.L.	163.50
		<b>TOTAL COURT REPORTING</b>	<b>\$691.00</b>
Outside Research/Internet Services	10/08/04	Pacer Service Center	243.53
Outside Research/Internet Services	10/08/04	Pacer Service Center	273.35
Outside Research/Internet Services	10/08/04	Pacer Service Center	64.89
		<b>TOTAL OUTSIDE RESEARCH/INTERNET SERVICES</b>	<b>\$581.77</b>

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

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Telco-Non Astra	11/04/04	Telecommunications, D	1.68
Telco-Non Astra	11/30/04	Telecommunications, D	12.76
		<b>TOTAL TELCO-NON ASTRA</b>	<b>\$14.44</b>
Printing to paper from TIF	11/22/04	Copy Center, D	86.56
Printing to paper from TIF	11/23/04	Copy Center, D	86.48
		<b>TOTAL PRINTING TO PAPER FROM TIF</b>	<b>\$173.04</b>
Wireless - Mobile/Cellular/Pager	10/23/04	McDermott MA	48.50
		<b>TOTAL WIRELESS - MOBILE/CELLULAR/PAGER</b>	<b>\$48.50</b>
Firm Apartments	10/27/04	Sprint	3.24
		<b>TOTAL FIRM APARTMENTS</b>	<b>\$3.24</b>
		<b>TOTAL MATTER</b>	<b>\$5,174.75</b>

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

RCN Corporation (DIP)  
Claims Admin. (General)

Bill Date: 12/16/04  
Bill Number: 1038000

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	11/12/04	Copy Center, D	0.20
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$0.20</b>
Telephone Expense	11/24/04	Telecommunications, D	10.07
Telephone Expense	11/24/04	Telecommunications, D	0.75
Telephone Expense	11/24/04	Telecommunications, D	0.01
Telephone Expense	11/24/04	Telecommunications, D	1.68
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$12.51</b>
Lexis/Nexis	11/08/04	Agarwal K	77.97
Lexis/Nexis	11/09/04	Agarwal K	42.83
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$120.80</b>
Westlaw	11/04/04	Hirtz C	4.75
Westlaw	11/07/04	McDermott MA	69.73
Westlaw	11/09/04	McDermott MA	206.28
Westlaw	11/13/04	Day GR	64.65
Westlaw	11/22/04	Taouchanova VE	237.57
		<b>TOTAL WESTLAW</b>	<b>\$582.98</b>
Outside Research/Internet Services	10/08/04	Pacer Service Center	3.15
Outside Research/Internet Services	10/08/04	Pacer Service Center	0.77
		<b>TOTAL OUTSIDE RESEARCH/INTERNET SERVICES</b>	<b>\$3.92</b>
		<b>TOTAL MATTER</b>	<b>\$720.41</b>



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

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

Bill Date: 12/16/04  
Bill Number: 1038000

Disbursement	Date	Vendor/Employee/Dept.	Amount
Outside Research/Internet Services	10/08/04	Pacer Service Center	2.31
TOTAL OUTSIDE RESEARCH/INTERNET SERVICES			\$2.31
TOTAL MATTER			\$2.31

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

**RCN Corporation (DIP)  
Credit Card Agreements**

**Bill Date: 12/16/04  
Bill Number: 1038000**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Vendor Hosted Teleconferencing	10/31/04	Teleconferencing Services, LLC	11.12
		<b>TOTAL VENDOR HOSTED TELECONFERENCING</b>	<b>\$11.12</b>
		<b>TOTAL MATTER</b>	<b>\$11.12</b>

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

**RCN Corporation (DIP)  
Disclosure Statement/Voting Issues**

**Bill Date: 12/16/04  
Bill Number: 1038000**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	11/02/04	Copy Center, D	0.60
In-house Reproduction	11/05/04	Copy Center, D	1.60
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$2.20</b>
Telephone Expense	11/24/04	Telecommunications, D	7.92
Telephone Expense	11/24/04	Telecommunications, D	0.53
Telephone Expense	11/24/04	Telecommunications, D	0.01
Telephone Expense	11/24/04	Telecommunications, D	1.32
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$9.78</b>
Lexis/Nexis	11/10/04	Zablocki P	415.45
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$415.45</b>
Westlaw	11/09/04	Alcena LS	965.13
Westlaw	11/10/04	Zablocki P	4.02
Westlaw	11/30/04	Culhane D	111.10
		<b>TOTAL WESTLAW</b>	<b>\$1,080.25</b>
Vendor Hosted Teleconferencing	10/31/04	Teleconferencing Services, LLC	3.40
		<b>TOTAL VENDOR HOSTED TELECONFERENCING</b>	<b>\$3.40</b>
Outside Research/Internet Services	10/08/04	Pacer Service Center	8.61
		<b>TOTAL OUTSIDE RESEARCH/INTERNET SERVICES</b>	<b>\$8.61</b>
CLR/Disclosure	10/31/04	Global Securities	17.38
CLR/Disclosure	10/31/04	Global Securities	21.73
		<b>TOTAL CLR/DISCLOSURE</b>	<b>\$39.11</b>
		<b>TOTAL MATTER</b>	<b>\$1,558.80</b>

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

**RCN Corporation (DIP)  
Employee Matters (General)**

**Bill Date: 12/16/04  
Bill Number: 1038000**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	11/16/04	Copy Center, D	15.90
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$15.90</b>
Telephone Expense	11/24/04	Telecommunications, D	0.38
Telephone Expense	11/24/04	Telecommunications, D	0.03
Telephone Expense	11/24/04	Telecommunications, D	0.06
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$0.47</b>
		<b>TOTAL MATTER</b>	<b>\$16.37</b>

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

**RCN Corporation (DIP)  
Executory Contracts (Personalty)**

**Bill Date: 12/16/04  
Bill Number: 1038000**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Telephone Expense	11/24/04	Telecommunications, D	2.89
Telephone Expense	11/24/04	Telecommunications, D	0.21
Telephone Expense	11/24/04	Telecommunications, D	0.50
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$3.60</b>
Messengers/ Courier	11/11/04	Dist Serv/Mail/Page, D	5.57
Messengers/ Courier	11/11/04	Dist Serv/Mail/Page, D	21.26
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$26.83</b>
		<b>TOTAL MATTER</b>	<b>\$30.43</b>

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

**RCN Corporation (DIP)**  
**Financing (DIP and Emergence)**

Bill Date: 12/16/04  
Bill Number: 1038000

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

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

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	122.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
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UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	122.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	122.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	122.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	122.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	122.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	122.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	122.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00

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

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

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	122.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	122.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	122.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	122.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00
UCC Flat Fee Search	11/17/04	Alessi JE	77.00

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

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<b>TOTAL UCC FLAT FEE SEARCH</b>	<b>\$24,950.00</b>
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**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	11/19/04	Copy Center, D	2.00
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$2.00</b>
Telephone Expense	11/24/04	Telecommunications, D	31.31
Telephone Expense	11/24/04	Telecommunications, D	2.25
Telephone Expense	11/24/04	Telecommunications, D	0.05
Telephone Expense	11/24/04	Telecommunications, D	5.36
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$38.97</b>
Westlaw	11/08/04	McDermott MA	193.94
		<b>TOTAL WESTLAW</b>	<b>\$193.94</b>
Vendor Hosted Teleconferencing	10/31/04	Teleconferencing Services, LLC	20.60
Vendor Hosted Teleconferencing	10/31/04	Teleconferencing Services, LLC	10.30
		<b>TOTAL VENDOR HOSTED TELECONFERENCING</b>	<b>\$30.90</b>
		<b>TOTAL MATTER</b>	<b>\$25,215.81</b>

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

**RCN Corporation (DIP)  
Insurance**

**Bill Date: 12/16/04  
Bill Number: 1038000**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Telephone Expense	11/24/04	Telecommunications, D	3.24
Telephone Expense	11/24/04	Telecommunications, D	0.22
Telephone Expense	11/24/04	Telecommunications, D	0.52
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$3.98</b>
Lexis/Nexis	11/02/04	Kelly BP	442.15
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$442.15</b>
Vendor Hosted Teleconferencing	10/31/04	Teleconferencing Services, LLC	8.45
		<b>TOTAL VENDOR HOSTED TELECONFERENCING</b>	<b>\$8.45</b>
		<b>TOTAL MATTER</b>	<b>\$454.58</b>



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

**RCN Corporation (DIP)  
Leases (Real Property)**

**Bill Date: 12/16/04  
Bill Number: 1038000**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Postage	11/11/04	Office Admin, D	0.37
		<b>TOTAL POSTAGE</b>	<b>\$0.37</b>
		<b>TOTAL MATTER</b>	<b>\$0.37</b>

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

**RCN Corporation (DIP)  
Litigation (General)**

**Bill Date: 12/16/04  
Bill Number: 1038000**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	11/23/04	Copy Center, D	5.40
In-house Reproduction	11/26/04	Copy Center, D	87.60
In-house Reproduction	11/30/04	Copy Center, D	7.40
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$100.40</b>
Telephone Expense	11/24/04	Telecommunications, D	9.54
Telephone Expense	11/24/04	Telecommunications, D	0.71
Telephone Expense	11/24/04	Telecommunications, D	0.01
Telephone Expense	11/24/04	Telecommunications, D	1.58
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$11.84</b>
Westlaw	11/01/04	Friedman LE	3.69
Westlaw	11/16/04	Desgrosseillier ML	150.24
		<b>TOTAL WESTLAW</b>	<b>\$153.93</b>
Messengers/ Courier	11/29/04	Dist Serv/Mail/Page, D	5.57
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$5.57</b>
Outside Research/Internet Services	11/02/04	LexisNexis Courtlink Inc.	-1.60
		<b>TOTAL OUTSIDE RESEARCH/INTERNET SERVICES</b>	<b>\$-1.60</b>
		<b>TOTAL MATTER</b>	<b>\$270.14</b>

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

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

**Bill Date: 12/16/04  
Bill Number: 1038000**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Telephone Expense	11/24/04	Telecommunications, D	1.44
Telephone Expense	11/24/04	Telecommunications, D	0.10
Telephone Expense	11/24/04	Telecommunications, D	0.22
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$1.76</b>
		<b>TOTAL MATTER</b>	<b>\$1.76</b>

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

**RCN Corporation (DIP)  
Regulatory and SEC Matters**

**Bill Date: 12/16/04  
Bill Number: 1038000**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	11/19/04	Copy Center, D	8.40
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$8.40</b>
Telephone Expense	11/24/04	Telecommunications, D	5.47
Telephone Expense	11/24/04	Telecommunications, D	0.38
Telephone Expense	11/24/04	Telecommunications, D	0.01
Telephone Expense	11/24/04	Telecommunications, D	0.90
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$6.76</b>
Lexis/Nexis	11/18/04	Gentry MA	20.08
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$20.08</b>
Vendor Hosted Teleconferencing	11/16/04	Teleconferencing Services, LLC	17.77
		<b>TOTAL VENDOR HOSTED TELECONFERENCING</b>	<b>\$17.77</b>
CLR/Disclosure	10/31/04	Global Securities	36.93
		<b>TOTAL CLR/DISCLOSURE</b>	<b>\$36.93</b>
		<b>TOTAL MATTER</b>	<b>\$89.94</b>

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

RCN Corporation (DIP)  
Reorganization Plan/Plan Sponsors

Bill Date: 12/16/04  
Bill Number: 1038000

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	11/12/04	Copy Center, D	11.10
In-house Reproduction	11/16/04	Copy Center, D	2.90
In-house Reproduction	11/23/04	Copy Center, D	2.60
In-house Reproduction	11/26/04	Copy Center, D	0.70
In-house Reproduction	11/30/04	Copy Center, D	8.40
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$25.70</b>
Telephone Expense	11/11/04	Telecommunications, D	3.38
Telephone Expense	11/24/04	Telecommunications, D	7.26
Telephone Expense	11/24/04	Telecommunications, D	0.48
Telephone Expense	11/24/04	Telecommunications, D	0.01
Telephone Expense	11/24/04	Telecommunications, D	1.24
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$12.37</b>
Lexis/Nexis	11/02/04	Straus AG	210.77
Lexis/Nexis	11/16/04	Straus AG	283.56
Lexis/Nexis	11/23/04	Taouchanova VE	302.76
Lexis/Nexis	11/30/04	Agarwal K	24.25
		<b>TOTAL LEXIS/NEXIS</b>	<b>\$821.34</b>
Vendor Hosted Teleconferencing	10/31/04	Teleconferencing Services, LLC	4.74
Vendor Hosted Teleconferencing	10/31/04	Teleconferencing Services, LLC	48.93
Vendor Hosted Teleconferencing	10/31/04	Teleconferencing Services, LLC	16.69
Vendor Hosted Teleconferencing	10/31/04	Teleconferencing Services, LLC	8.76
Vendor Hosted Teleconferencing	10/31/04	Teleconferencing Services, LLC	7.83
Vendor Hosted Teleconferencing	10/31/04	Teleconferencing Services, LLC	11.12
Vendor Hosted Teleconferencing	10/31/04	Teleconferencing Services, LLC	12.36
Vendor Hosted Teleconferencing	10/31/04	Teleconferencing Services, LLC	1.34
Vendor Hosted Teleconferencing	10/31/04	Teleconferencing Services, LLC	0.31

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

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Vendor Hosted Teleconferencing	10/31/04	Teleconferencing Services, LLC	33.27
		<b>TOTAL VENDOR HOSTED TELECONFERENCING</b>	<b>\$145.35</b>
		<b>TOTAL MATTER</b>	<b>\$1,004.76</b>

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

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

**Bill Date: 12/16/04  
Bill Number: 1038000**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
Telephone Expense	11/24/04	Telecommunications, D	0.53
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$0.53</b>
		<b>TOTAL MATTER</b>	<b>\$0.53</b>

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

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

**Bill Date: 12/16/04  
Bill Number: 1038000**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	11/09/04	Copy Center, D	18.00
In-house Reproduction	11/12/04	Copy Center, D	0.20
In-house Reproduction	11/19/04	Copy Center, D	1.90
In-house Reproduction	11/23/04	Copy Center, D	4.80
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$24.90</b>
Telephone Expense	11/24/04	Telecommunications, D	5.14
Telephone Expense	11/24/04	Telecommunications, D	0.36
Telephone Expense	11/24/04	Telecommunications, D	0.01
Telephone Expense	11/24/04	Telecommunications, D	0.85
		<b>TOTAL TELEPHONE EXPENSE</b>	<b>\$6.36</b>
Messengers/ Courier	11/22/04	Dist Serv/Mail/Page, D	11.75
		<b>TOTAL MESSENGERS/ COURIER</b>	<b>\$11.75</b>
Outside Research/Internet Services	10/08/04	Pacer Service Center	158.90
		<b>TOTAL OUTSIDE RESEARCH/INTERNET SERVICES</b>	<b>\$158.90</b>
		<b>TOTAL MATTER</b>	<b>\$201.91</b>



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

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

Bill Date: 12/16/04  
Bill Number: 1038000

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	11/24/04	Telecommunications, D	1.33
Telephone Expense	11/24/04	Telecommunications, D	0.09
Telephone Expense	11/24/04	Telecommunications, D	0.22
TOTAL TELEPHONE EXPENSE			\$1.64
TOTAL MATTER			\$1.64

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

**RCN Corporation (DIP)  
Tax Matters**

**Bill Date: 12/16/04  
Bill Number: 1038000**

<b>Disbursement</b>	<b>Date</b>	<b>Vendor/Employee/Dept.</b>	<b>Amount</b>
In-house Reproduction	11/05/04	Copy Center, D	1.90
In-house Reproduction	11/19/04	Copy Center, D	1.40
In-house Reproduction	11/23/04	Copy Center, D	17.90
In-house Reproduction	11/26/04	Copy Center, D	0.30
In-house Reproduction	11/30/04	Copy Center, D	0.30
		<b>TOTAL IN-HOUSE REPRODUCTION</b>	<b>\$21.80</b>
Westlaw	11/16/04	Greenblatt JA	76.00
		<b>TOTAL WESTLAW</b>	<b>\$76.00</b>
		<b>TOTAL MATTER</b>	<b>\$97.80</b>
		<b>TOTAL CLIENT</b>	<b>\$35,494.60</b>