

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
DECEMBER 1, 2004 THROUGH DECEMBER 21, 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 were debtors and debtors-in-possession in the above-captioned, jointly administered chapter 11 reorganization cases (collectively, the "Debtors") during the relevant time period, hereby submits this statement of fees and disbursements for the period from December 1, 2004 through December 21, 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 Compensa-

tion And Reimbursement Of Expenses Filed Under 11 U.S.C. § 330, dated January 30, 1996.¹

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.

¹ 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
DECEMBER 1, 2004 THROUGH DECEMBER 21, 2004²**

<u>NAME</u>	<u>YEAR OF ADMISSION</u>	<u>RATE</u> ³	<u>HOURS</u>	<u>AMOUNT</u>
<u>PARTNERS</u>				
D. J. (Jan) Baker	1973	\$760	113.30	\$ 86,108.00
Eric M. Davis	1992	298	6.90	2,618.00
		595	80.10	46,529.00
Maxwell M. Miller	1988	720	6.10	4,392.00
Alan G. Straus	1978	360	0.70	252.00
		720	107.20	77,184.00
	TOTAL PARTNERS		314.30	\$217,083.00
<u>COUNSEL</u>				
Berit R. Freeman	1991	\$495	10.60	\$ 5,247.00
Thomas J. Matz	1976	495	147.00	72,765.00
Mark A. McDermott	1991	248	17.80	4,405.50
		495	107.80	53,361.00
Joseph P. Nisa	1988	495	9.00	4,455.00
David E. Schwartz	1994	495	6.90	3,415.50
	TOTAL COUNSEL		299.10	\$143,649.00
<u>ASSOCIATES</u>				
Michael D. Adamski	PENDING	\$250	70.20	\$ 17,550.00
Kris Agarwal	2003	395	83.50	32,982.50
John E. Alessi	2003	320	153.20	49,024.00
Jeremy S. Bloom	2002	395	221.40	87,453.00
Grenville R. Day	1998	230	6.30	1,449.00

² As an accommodation to the Debtors, Skadden, Arps has voluntarily reduced its fees by \$21,021.50, which represents time for partners, counsel, associates, and paraprofessionals billing less than five (5) hours during this period.

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

		460	91.50	42,090.00
Jenelle J. DeCoteau	PENDING	250	11.50	2,875.00
Mark L. Desgrosseilliers	1999	440	71.90	31,636.00
Michael A. Gentry	PENDING	250	190.50	47,625.00
Robert A. Greebel	2002	395	69.20	27,334.00
Jeffrey A. Greenblatt	1997	475	38.00	18,050.00
Brian P. Kelly	2001	210	1.00	210.00
		420	81.70	34,314.00
Evan A. Michael	2003	355	89.40	31,737.00
Frederick D. Morris	1995	490	31.50	15,435.00
Mindy E. Nagorsky	1999	440	6.00	2,640.00
Bryan L. Olson	2002	395	5.00	1,975.00
Dawn M. Pacifico	1998	460	9.00	4,140.00
Bennett S. Silverberg	2001	420	103.80	43,596.00
Venera E. Taouchanova	1997	440	43.10	18,964.00
Sina Toussi	1995	475	111.20	52,820.00
Julie X. Wang	2002	355	5.50	1,952.50
	TOTAL ASSOCIATES		1,494.40	\$565,852.00
<u>PARAPROFESSIONALS</u>				
Mary Cunningham		\$60	4.50	\$ 270.00
		120	70.00	8,400.00
Margaret Dash		120	10.10	1,212.00
Richard G. Davis		135	6.70	904.50
Ken Kaissar		135	6.10	823.50
Constance A. Kaplan		120	10.70	1,284.00
Helen B. Kaplan		135	9.20	1,242.00
Minsoo Kwon		120	24.90	2,988.00
Robert L. Montgomery		135	5.00	675.00
Timothy G. Murphy		135	9.00	1,215.00
Zachary D. Pfanstiel		120	35.10	4,212.00
Raymond R. Pizarro		135	6.00	810.00
William E. Ross		120	7.00	840.00
Adriana G. Salazar		120	113.80	13,656.00
Nancy J. Schneider		135	5.20	702.00
Janet W. Slater		195	6.90	1,345.50

Jennifer M. Wilson		55	12.90	709.50
	TOTAL PARAPROFESSIONALS		343.10	\$ 41,289.00
	TOTAL		2,450.90	\$967,873.00

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
DECEMBER 1, 2004 THROUGH DECEMBER 21, 2004**

<u>NAME</u>	<u>YEAR OF ADMISSION</u>	<u>RATE</u>	<u>HOURS</u>	<u>AMOUNT</u>
<u>PARTNERS</u>				
Howard L. Ellin	1991	735	16.00	11,760.00
Richard R. Kalikow	1975	720	5.50	3,960.00
Peter J. Neckles	1978	760	32.50	24,700.00
	TOTAL PARTNERS		54.00	\$ 40,420.00
<u>ASSOCIATES</u>				
Jennifer C. Bowman	2003	355	33.50	11,892.50
Jeffrey A. Greenblatt	1997	475	6.60	3,135.00
Radha Kapoor	2003	420	178.00	74,760.00
Evan A. Michael	2003	355	13.50	4,792.50
Frederick D. Morris	1995	490	10.90	5,341.00
Stephanie L. Teicher	1997	490	96.00	47,040.00
Jennifer L. Wilson	PENDING	250	51.00	12,750.00
	TOTAL ASSOCIATES		389.50	\$159,711.00
<u>PARAPROFESSIONALS</u>				
Matthew Boyer		120	126.40	15,168.00
Judith M. Rhodes		135	6.50	877.50
Faith C. Robinson		170	16.40	2,788.00
Elizabeth H. Terhune		135	8.80	1,188.00
Nathan Vieira-Ducey		120	16.00	1,920.00
	TOTAL PARAPROFESSIONALS		174.10	\$ 21,941.50
		TOTAL	617.60	\$222,072.50

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.⁴

⁴ 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 DECEMBER 1, 2004 THROUGH DECEMBER 21, 2004⁵**

Computer Legal Research	\$ 6,913.76
Long Distance Telephone	527.21
In-House Reproduction (@\$.10 per page)	3,644.40
Reproduction-color (@\$.80 per page)	117.50
Outside Reproduction	3,805.00
Outside Research	361.98
Court Reporting	441.00
Local Travel	1,013.14
Out-Of-Town Travel	4,681.71
Business Meals ⁶	2,450.23
Courier & Express Carriers (e.g., Federal Express) ⁷	913.15
Electronic Document Management	202.05
Other	<u>28.24</u>

CLIENT TOTAL: \$25,099.37

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

⁵ 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.

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

⁷ 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:

- Financing. Skadden, Arps' attorneys spent significant time negotiating and drafting documents relating to the various financing facilities.
- Reorganization Plan. Skadden, Arps' attorneys spent significant time negotiating and drafting documents relating to the confirmation of the plan of reorganization.
- Litigation. Skadden, Arps' attorneys spent significant time negotiating and drafting documents relating to the City of Chicago settlement.

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 post closing events, asset dispositions, and financing issues.⁸

⁸

The 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
DECEMBER 1, 2004 THROUGH DECEMBER 21, 2004**

FEES AND EXPENSES FOR DEBTORS

TOTAL PROFESSIONAL FEES	\$967,873.00
TOTAL DISBURSEMENTS	<u>\$25,099.37</u>
<u>TOTAL FEES AND DISBURSEMENTS FOR THE FEE PERIOD</u>	<u>\$992,972.37</u>
80% OF PROFESSIONAL FEES	\$774,298.40
100% OF DISBURSEMENTS	<u>\$25,099.37</u>
<u>TOTAL AMOUNT LESS 20% HOLDBACK</u>	<u>\$799,397.77</u>

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

TOTAL PROFESSIONAL FEES	\$222,072.50
TOTAL DISBURSEMENTS	<u>\$7,726.79</u>
<u>TOTAL FEES AND DISBURSEMENTS FOR THE FEE PERIOD</u>	<u>\$229,799.29</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
January 20, 2005

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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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: 01/20/05
Bill Number: 1042875

NAME	DATE	HOURS	DESCRIPTION
BAKER DJ	12/01/04	1.30	TELEPHONE CALL W/ D. MCCOURT REGARDING CORPORATE ISSUES (.3); TELEPHONE CALL W/ D. ROYSTER REGARDING SAME (.3); TELEPHONE CALL W/ J. DUBEL WITH RESPECT TO PENDING CORPORATE ISSUES (.4); FOLLOW UP CALL W/ H. ELLIN AND D. ROYSTER REGARDING CORPORATE ISSUES (.3).
		1.30	
STRAUS AG	12/09/04	5.70	CONF. CALL TO DISCUSS CLOSING MECHANICS (.7); REVIEW DOCUMENTS (5.0).
		5.70	
Total Partner		7.00	
MCDERMOTT MA	12/15/04	2.40	CALL D. ROYSTER AND J. DUBEL RE: BOARD MATTERS, INCLUDING RESOLUTIONS AND RELATED MATTERS (.2); REVIEW RESOLUTIONS PER J. DUBEL, T. HORVAT, AND D. ROYSTER (.6); PREPARE RELATED PAPERS IN CONNECTION W/ SAME (.2); DRAFT TRANSMITTAL LETTER TO BOARD MEMBERS RE: RESOLUTIONS AND CONSUMMATION OF PLAN (.4); FOLLOW UP CALL W/ D. ROYSTER AND J. DUBEL RE: SAME (.3); CONTINUE TO WORK ON PACKAGE OF MATERIALS FOR BOARD IN CONNECTION W/ CONSUMMATION OF PLAN (.7).
MCDERMOTT MA	12/16/04	0.60	WORK ON PREPARATION OF PACKAGE FOR BOARD AND SENIOR MANAGEMENT IN ANTICIPATION OF CONSUMMATION OF PLAN.
		3.00	
Total Counsel		3.00	
GREEBEL RA	12/07/04	1.80	REVISE CHARTER.
GREEBEL RA	12/10/04	0.60	CONVERSATIONS W/ J. BLOOM & A. STRAUS RE: DIRECTORS.
GREEBEL RA	12/11/04	1.10	CONVERSATIONS W/ J. BLOOM & M. GENTRY RE: CORP. DOCS.
GREEBEL RA	12/14/04	1.40	REVIEW COMMENTS TO WARRANT AGREEMENT (1.2); CONVERSATIONS W/ D. KORTREY RE: SAME (.2).

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

GREEBEL RA	12/15/04	1.40	CONVERSATIONS W/ J. BLOOM AND E. MICHAEL RE: CORP. DOCS (.4); CONVERSATION W/ E. MICHAEL AND B. SILVERBERG RE: CORP. DOCS (.2); BEGIN TO PREPARE POST EFFECTIVE CORP. DOCS (.8).
		6.30	
KELLY BP	12/15/04	0.20	CORRESPOND W/ R. HAMMER RE: REORGANIZED RCN BYLAWS.
		0.20	
Total Associate		6.50	
TOTAL TIME		<u>16.50</u>	

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

RCN Corporation (DIP)
Asset Dispositions (Real Property)

Bill Date: 01/20/05
Bill Number: 1042875

NAME	DATE	HOURS	DESCRIPTION
GREEBEL RA	12/04/04	0.60	REVISE STARPOWER PURCHASE AGREEMENT.
GREEBEL RA	12/06/04	3.50	REVISE STARPOWER PURCHASE AGREEMENT.
GREEBEL RA	12/08/04	2.80	REVISE STARPOWER PURCHASE AGREEMENT (.9); CONVERSATIONS W/ H. ELLIN (.5) AND E. MICHAEL (.5) RE: STARPOWER; CONF. CALL W/ H. ELLIN AND D. ROYSTER (.3) RE: STARPOWER; CONF. CALL W/ P. NECKLES AND H. ELLIN RE: STARPOWER (.3); CONVERSATION W/ R. KAPOOR RE: SAME (.3).
GREEBEL RA	12/09/04	1.50	REVISE STARPOWER PURCHASE AGREEMENT (.3); COORDINATED COMMENTS (.2), CONVERSATIONS W/ H. ELLIN (.2), E. MICHAEL (.2), D. KORTREY (.3) AND D. ROYSTER RE: SAME (.3).
GREEBEL RA	12/10/04	0.20	CONVERSATION W/ D. KORTREY RE: STARPOWER.
GREEBEL RA	12/13/04	2.30	REVIEW REVISED STARPOWER AGREEMENT AND DRAFTED ISSUES LIST (.9); CONVERSATIONS W/ H. ELLIN (.3), E. MICHAEL (.3), R. MORRIS (.2) AND D. KORTREY RE: SAME (.6).
GREEBEL RA	12/14/04	6.20	REVIEW REVISED STARPOWER PURCHASE AGREEMENT AND COMMENTS FROM MILBANK (1.5); MEET W/ E. MICHAEL (1.5); REVISE STARPOWER OPERATING AGREEMENT; DRAFT ISSUES LIST (1.2); REVIEW GUARANTIES (.9); DRAFT CLOSING CHECKLIST (1.1).
GREEBEL RA	12/15/04	14.40	STARPOWER - CONF. CALL W/CLIENT, H. ELLIN & E. MICHAEL (.5); REVISE PURCHASE AGREEMENT (1.0), REVIEW & REVISE RELEASE AGREEMENT (1.5), DRAFT BOARD RESOLUTION (4.5), DRAFT SECRETARY'S CERT (2.5), DRAFTED CROSS RECEIPT (2.5), REVIEW PCI GUARANTIES (1.1); REVISE CHECKLIST (.6); REVISE ISSUES LIST (.2).
GREEBEL RA	12/16/04	5.90	CONVERSATION W/ E. MICHAEL (1.1), H. ELLIN (.5) AND D. KORTREY RE: STARPOWER (.9); REVISE PURCHASE AGREEMENT (1.1); REVISE ANCILLARY DOCS (.9); CONVERSATIONS W/ PEPCO AND THEIR COUNSEL (1.4).
GREEBEL RA	12/20/04	0.80	CONVERSATIONS W/ E. MICHAEL RE: STARPOWER.
		38.20	
MICHAEL EA	12/08/04	1.00	REVIEW AND REVISE STARPOWER DRAFT.

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

MICHAEL EA	12/13/04	5.50	WORK RE: STARPOWER AGREEMENT (3.5); REVISE RESOLUTIONS RE: CONFIRMATION (2.0) .
MICHAEL EA	12/14/04	5.20	REVIEW OF STARPOWER AGREEMENT (1.5); REVIEW OF WARRANT AGREEMENT COMMENTS (1.5); REVIEW OF CABLEVISION APA (1.0); REVISIONS TO INDEMNITY AGREEMENT (1.2) .
MICHAEL EA	12/15/04	16.00	WORK RE: DRAFT AND REVISE GUARANTY (5.0); WORK RE: REVISIONS TO STARPOWER AGREEMENT (3.0); MEETING W/ H. ELLIN RE: SAME (1.0); CONF. CALL W/ H. ELLIN, R. GREEBEL AND COMPANY RE: SAME (.5); WORK RE: ANCILLARY DOCUMENTS TO STARPOWER (2.5); CONF. CALL W/ B. NIELSON AND R. GREEBEL RE: SAME (1.0); WORK RE: AUDIT COMMITTEE CHARTER (2.0); REVIEW OF MICROWAVE ASSET SALE (1.0) .
MICHAEL EA	12/16/04	13.30	MEETING W/ Z. PFANISTAL RE: 8-K (1.0); WORK RE: MICROWAVE SALE (6.5); WORK RE: REVISIONS TO GUARANTY AGREEMENT (2.5); CONF. CALL RE: STATUS (.5); WORK RE: STARPOWER ANCILLARY DOCUMENTS (2.5); CALL W/ B. SILVERBERG RE: MECHANICS (.8) .
MICHAEL EA	12/17/04	8.70	WORK RE: MICROWAVE AGREEMENT (3.0); FINALIZE STARPOWER AGREEMENT (2.0); WORK ON WARRANT AGREEMENT (1.0); MEETING W/ D. KORTREY, T. MATZ AND S. TOUSSI RE: SAME (.7); CLOSING CHECKLIST (1.0); REVISIONS TO CERT. OF INC. AND BYLAWS (1.0) .
MICHAEL EA	12/19/04	1.20	REVISIONS TO WARRANT AGREEMENT.
MICHAEL EA	12/20/04	8.40	WORK RE: WARRANT AGREEMENT (1.0); WORK RE: EXCHANGE AGREEMENT (4.0); WORK RE: STARPOWER CLOSING (1.0); CALLS W/ D. ROYSTER RE: SAME (.5); MEETING W/ D. KORTREY RE: SAME (.5); MEETING W/ J. DUBEL RE: SAME (.5); CALL W/ R. GREEBEL RE: STATUS (.5); MEET W/ H. ELLIN RE: STATUS (.4) .
MICHAEL EA	12/21/04	9.10	WORK RE: EXCHANGE AGREEMENT (3.0); CONF. CALLS W/ A. STRAUS, J. BLOOM AND B. SILVERBERG RE: CLOSING (1.5); CALL W/ R. GREEBEL RE: STATUS (1.0); WALK THROUGH OF CLOSING ROOM WITH COUNSEL (2.0); CALLS W/ B. NIELSON RE: PEPCO (1.0); MEETING W/ R. MORRIS (.6) .
		68.40	
NAGORSKY ME	12/17/04	2.00	REVIEW OF PURCHASE AGREEMENT.

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

NAGORSKY ME	12/20/04	2.00	REVIEW OF PURCHASE AGREEMENT (1.0); REVIEW AND EDIT EXCHANGE AGENT AGREEMENT AND LETTER OF TRANSMITTAL (1.0).
NAGORSKY ME	12/21/04	2.00	ATTENTION TO ASSET PURCHASE AGREEMENT AND RELATED PROVISIONS (.7). ATTENTION TO BANKRUPTCY QUESTIONS (1.3).
		6.00	
Total Associate		112.60	
TOTAL TIME		<u>112.60</u>	

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

RCN Corporation (DIP)
Business Operations/Strategic Planning

Bill Date: 01/20/05
Bill Number: 1042875

NAME	DATE	HOURS	DESCRIPTION
NISA JP	12/01/04	3.00	CONTINUE WORK ON DRAFT. HSR FILING.
NISA JP	12/02/04	3.00	FINALIZE DRAFT FOR FILING, REVIEW AND INDEX 4 (C) DOCUMENTS.
NISA JP	12/03/04	3.00	DRAFT COVER LETTER (.7); GATHER AND REVIEW FINAL 4 (C) DOCUMENT INCLUDING OBTAIN SIGNATURES, COORDINATE WITH PEPCO COUNSEL, COORDINATE WITH M. LIM (DC) (2.3).
		9.00	
Total Counsel		9.00	
SLATER JW	12/01/04	4.20	ASSIST W/ ASSEMBLY OF DOC PRODUCTION.
SLATER JW	12/02/04	2.70	ASSIST W/ ASSEMBLY OF DOC PRODUCTION.
		6.90	
Total Legal Assistant		6.90	
TOTAL TIME		<u>15.90</u>	

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

RCN Corporation (DIP)
Case Administration

Bill Date: 01/20/05
Bill Number: 1042875

NAME	DATE	HOURS	DESCRIPTION
MCDERMOTT MA	12/01/04	0.10	ATTENTION OUTSTANDING TASKS AND RELATED ITEMS.
MCDERMOTT MA	12/06/04	0.30	ATTENTION TO OUTSTANDING TASKS, PENDING MATTERS, AND CASE CALENDAR.
MCDERMOTT MA	12/07/04	0.20	ATTENTION TASK LIST AND OUTSTANDING MATTERS.
		0.60	
Total Counsel		0.60	
AGARWAL K	12/10/04	0.70	CALLS W/ BSI RE: SERVICE MATTERS.
AGARWAL K	12/15/04	0.20	CORRESP. W/ J. SULLIVAN RE: NOTICE OF CONFIRMATION.
		0.90	
KELLY BP	12/01/04	4.30	REVIEW AND FINALIZE HEARING AGENDA LETTER (.8); REVISE AGENDA LETTER TO REFLECT WITHDRAWAL OF NORTEL RESPONSE (.2); CORRESPONDENCE RE: AGENDA LETTER (.4); REVIEW AND UPDATE SPEAKING OUTLINE FOR TEJAS MOTION AND OTHER EDITS (2.4); REVIEW MATERIALS FOR HEARING (.5).
KELLY BP	12/02/04	0.60	CORRESPONDENCE RE: OPEN ISSUES AND PROSPECTIVE SCHEDULE FOR THE CHAPTER 11 CASES.
KELLY BP	12/06/04	1.60	PREPARE AGENDA (.9); CORRESPONDENCE RE: AGENDA (.7).
KELLY BP	12/07/04	1.80	FINALIZE HEARING AGENDA LETTER (1.5); CORRESPONDENCE RE: FINALIZED AGENDA LETTER (.3).
KELLY BP	12/14/04	1.50	UPDATE TIMELINE PER RECENT CHANGES TO DOCKET (1.0); PREPARE AGENDA LETTER FOR DECEMBER 16 HEARING (.5).
		9.80	
MORRIS FD	12/20/04	0.20	REVIEW DOCKET.
		0.20	
SILVERBERG BS	12/01/04	1.00	PREPARATIONS FOR 12/2 OMNIBUS OBJECTION HEARING.
SILVERBERG BS	12/13/04	0.70	REVIEW AND REVISE NOTICE OF ENTRY OF CONFIRMATION ORDER.
SILVERBERG BS	12/14/04	0.10	WORK RE: NOTICE OF DIRECTORS FOR REORGANIZED RCN.
		1.80	

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

TOUSSI S	12/01/04	6.00	ADDRESS ISSUES RE: CONFIRMATION BRIEF AND ORDER (1.5); EDIT AND REVISE ORDER AND CONFIRMATION BRIEF (1.9); ADDRESS ISSUES RE: RELEASES AND VARIOUS FILED OBJECTIONS TO PLAN (1.5); ADDRESS AND RESOLVE ISSUES RE: DECLARATIONS (.5); REVIEW VOTING RESULTS AND ADDRESS MATTERS RE: SAME (.6).
TOUSSI S	12/02/04	5.80	EDIT AND REVISE CONFIRMATION BRIEF AND MEMO TO INCORPORATE COMMENTS FROM VARIOUS THIRD PARTIES (2.5); ADDRESS ISSUES RE: CONFIRMATION ISSUES AND OBJECTION TO CONFIRMATION (1.8); RESEARCH ISSUES RE: CONFIRMATION (1.0); REVIEW AND RESOLVE VARIOUS CORRESPONDENCE RE: CONFIRMATION (.5).
TOUSSI S	12/03/04	4.70	ADDRESS AND RESOLVE CONFIRMATION ISSUES, INCLUDING EDIT AND REVISE CONFIRMATION BRIEF AND CONFIRMATION ORDER (2.2); REVIEW AND ANALYZE ISSUES RE: RELEASES AND RESPOND TO OBJECTIONS TO CONFIRMATION BY VARIOUS PARTIES (.8); ADDRESS AND RESOLVE MATTERS RE: VOTING AND SULLIVAN TABULATION AFFIDAVIT (.4); ADDRESS ISSUES RE: EXECUTORY CONTRACTS AND PLANNED CHANGES TO ORDER (.2); ADDRESS AND RESOLVE ISSUES RE: INTERCOMPANY CLAIMS, PREPARE PLAN MODIFICATIONS (.5); REVIEW AND FINALIZED COLEMAN AND DUBEL DECLARATIONS (.6).
TOUSSI S	12/05/04	4.50	EDIT AND REVISE CONFIRMATION BRIEF (1.2); EDIT AND REVISE CONFIRMATION ORDER (.8); CONFORM SAME TO DUBEL AFFIDAVIT AND ADDRESS AND RESOLVE ISSUES RE: DUBEL AFFIDAVIT (1.0); PREPARE AND REVIEW PLEADINGS AND PAPERS TO FILE WITH COURT AND ADDRESS ISSUES RE: SAME (1.5).
TOUSSI S	12/06/04	6.60	ADDRESS ISSUES RE: CONFIRMATION ORDER (1.7); REVIEW AND UPDATE CLOSING CHECKLIST AND EDIT AND REVISE SAME (2.3); ADDRESS AND RESOLVE ISSUES RE: RELEASES, CHICAGO SETTLEMENT AND PROPOSED LANGUAGE AND RESOLUTION OF VARIOUS OBJECTIONS FILED BY THIRD PARTIES (1.6); REVIEW AND EDIT SPEAKING OUTLINE (.5); PREPARE AND SEND TO COURT CHANGED PAGES TO PLAN AND CONFIRMATION ORDER (.5).

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

TOUSSI S	12/07/04	7.80	ADDRESS ISSUES RE: FINAL AMENDMENTS TO CONFIRMATION ORDER (1.1); ADDRESS ISSUES RE: OBJECTIONS (.3); ADDRESS ISSUES RE: CONFIRMATION ORDER AND REVISED LANGUAGE (1.7); ADDRESS AND PREPARE CORRESPONDENCE RE: SAME (.4); ADDRESS AND RESOLVE ISSUES RE: CLOSING CHECKLIST (1.3); ADDRESS AND RESOLVE ISSUES RE: RELEASES (.7); ADDRESS AND RESOLVE ISSUES RE: CHICAGO SETTLEMENT AND PROPOSED LANGUAGE (.6); REVIEW AND EDIT SPEAKING OUTLINE (.5); ADDRESS ISSUES RE: OBJECTIONS TO CONFIRMATION (.4); ADDRESS ISSUES RE: PREPARING FOR CONFIRMATION HEARING (.5); PREPARE AND SEND TO COURT MARKED CONFIRMATION ORDER (.3).
TOUSSI S	12/08/04	3.20	ADDRESS AND RESOLVE ISSUES RE: CONFIRMATION HEARING AND FINAL PREPARATION FOR SAME (1.7); ADDRESS AND RESOLVE FOLLOW UP ISSUES RE: CONFIRMATION RELATED TO CHICAGO SETTLEMENT, DOCKET ENTRIES AND ORDERS AND LATEST DRAFT OF CLOSING AGREEMENTS (1.5).
TOUSSI S	12/09/04	6.10	ADDRESS AND RESOLVE ISSUES RE: CONVERTIBLE SECOND LIEN NOTES, NASDAQ LISTING AND STOCK DISTRIBUTION ISSUES (.8); ADDRESS ISSUES RE: FIRST AND THIRD LIENS (.7); ADDRESS AND RESOLVE FOLLOW UP ISSUES RE: CONFIRMATION ORDER (.8); UPDATE AND EDIT CLOSING CHECKLIST (.5); ADDRESS AND RESOLVE ISSUES RE: CLOSING RELATED TO THE FINANCING AGREEMENTS AND CORPORATE LAW MATTERS (1.8); VARIOUS INTERNAL AND EXTERNAL COMMUNICATIONS RE: CLOSING ISSUES AND TASK LIST (.7); REVIEW DISTRIBUTION RESERVE MOTION AND ADDRESS ISSUES RE: SAME (.8).
TOUSSI S	12/10/04	2.00	ADDRESS AND RESOLVE ISSUES RE: CLOSING (1.1); UPDATE CLOSING CHECKLIST BASED ON VARIOUS CONF. CALLS AND CORRESPONDENCE (.9).
TOUSSI S	12/13/04	4.30	EDIT AND REVISE CLOSING CHECKLIST BASED ON CONF. CALL (1.1); ADDRESS ISSUES RE: CLOSING DOCUMENTS, INCLUDING FINANCING AND STARPOWER DOCUMENTS (.9); VARIOUS EMAIL CORRESPONDENCE RE: STATUS OF CLOSING AND RELATED MATTERS (.8); ADDRESS ISSUES RE: 8-K AND CONFIRMATION ORDER (.7); STATUS MEETING RE: CLOSING (.8).

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

TOUSSI S	12/14/04	5.80	REVIEW AND EDIT FLOW OF FUNDS MEMO FROM CLIENT (1.1), ADDRESS AND RESOLVE ISSUES RE: SAME (1.7); ADDRESS AND RESOLVE ISSUES RE: CONSUMMATION, INCLUDING REVIEWING LATEST DRAFTS OF CLOSING DOCUMENTS (1.5); VARIOUS STATUS MEETINGS AND EMAIL CORRESPONDENCE RE: CONSUMMATION ISSUES (1.5).
TOUSSI S	12/15/04	4.20	UPDATE MASTER CHECKLIST TO REFLECT VARIOUS CONF./STATUS CALLS AND CORRESPONDENCE (1.3); ADDRESS AND RESOLVE ISSUES RE: CLOSING FOR VARIOUS FINANCINGS (.8); STATUS MEETING RE: CLOSING (.7); FOLLOW UP WITH VARIOUS THIRD PARTIES RE: CLOSING (.8); REVIEW DRAFT ELECTION DECLARATIONS AND BOARD RESOLUTIONS (.6).
TOUSSI S	12/16/04	6.10	ADDRESS AND RESOLVE ISSUES RE: CLOSING FOR VARIOUS FINANCINGS (1.2); ADDRESS ISSUES RE: CHECKLIST, EDIT AND REVISE SAME (1.5); STATUS MEETING RE: CLOSING, CHICAGO SETTLEMENT AND CLAIMS ISSUES (1.1); FOLLOW UP WITH VARIOUS THIRD PARTIES RE: CLOSING (.8); STATUS CALL WITH CREDITORS' COMMITTEE (.8); REVIEW DRAFT ELECTION DECLARATIONS (.4); ADDRESS ISSUES RE: 8-K AND STARPOWER CLOSING (.3).
TOUSSI S	12/17/04	5.90	ADDRESS AND RESOLVE ISSUES RE: FLOW OF FUNDS MEMO (2.4); REVIEW AND ANALYZE VARIOUS CLOSING DOCUMENTS (1.0); ATTEND STATUS MEETINGS RE: CONSUMMATION AND CLOSING OF EXIT FINANCING FACILITIES (1.3); ADDRESS ISSUES RE: SECURITIES ISSUES FOR NEW BOARD AND REORGANIZED RCN OFFICERS (1.2).
TOUSSI S	12/19/04	3.80	ADDRESS AND RESOLVE ISSUES RE: FLOW OF FUNDS MEMO AND OUTSTANDING CONSUMMATION ISSUES (2.0); EDIT AND REVISE SAME (1.0); VARIOUS TEAM MEETINGS AND CORRESPONDENCE RE: CONSUMMATION (.8).
TOUSSI S	12/20/04	6.00	TEAM MEETING RE: STATUS OF CONSUMMATION AND ADDRESS ISSUES IN PREPARATION OF SAME (1.8); ADDRESS AND RESOLVE ISSUES RE: FLOW OF FUNDS MEMO, INCLUDING T/C AND EMAIL CORRESPONDENCE WITH DEBTORS' OUTSIDE PROFESSIONALS (1.7); ADDRESS AND RESOLVE OTHER OUTSTANDING CONSUMMATION ISSUES (1.7); VARIOUS TEAM MEETINGS AND CORRESPONDENCE RE: CONSUMMATION (.8).

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

TOUSSI S	12/21/04	5.10	FINALIZE FLOW OF FUNDS MEMO (1.4); TEAM MEETING RE: STATUS OF CONSUMMATION, ADDRESS ISSUES IN PREPARATION OF SAME (1.8); ADDRESS AND RESOLVE OTHER OUTSTANDING CONSUMMATION ISSUES (1.1); VARIOUS TEAM MEETINGS AND CORRESPONDENCE RE: CONSUMMATION (.8).
		87.90	
Total Associate		100.60	
SALAZAR AG	12/01/04	7.00	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.4); PREPARE, ELECTRONICALLY FILE AND SERVE OPERATING REPORT (1.0); DRAFT AFFIDAVITS OF SERVICE (2.5); CREATE HEARING BINDERS AND PREPARE OTHER HEARING RELATED DOCUMENTS (3.1).
SALAZAR AG	12/02/04	5.60	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.3); UPDATE MASTER SERVICE LIST (.5); CASE MANAGEMENT (1.0); RESPOND TO ATTORNEY'S REQUESTS FOR DOCUMENTS (.4); RESEARCH APPELLEE BRIEFS FOR PRECEDENT (1.7); DRAFT AND ELECTRONICALLY FILE AFFIDAVITS (1.7).
SALAZAR AG	12/03/04	6.50	SEND EMAIL ON RECENT COURT FILINGS (.2); ORDER TRANSCRIPT, REPRODUCE ORIGINALS AND DISTRIBUTE TO TEAM (.6); DRAFT AFFIDAVITS AND ELECTRONICALLY FILE (.5); RESPOND TO ATTORNEY'S REQUEST FOR DOCUMENTS (.3); CREATE BINDER OF PLAN OBJECTIONS (1.6); SUBMIT REQUESTS FOR CHECKS FOR TRANSCRIPT FEES (.5); CASE MANAGEMENT (.3); PREPARE PLEADINGS AND SUBMIT FOR IMAGING IN DATABASE (1.3); PREPARE AND FILE AFFIDAVIT OF SERVICE AND BALLOTING DECLARATION FOR PLAN (1.2).
SALAZAR AG	12/05/04	4.30	CREATE CONFIRMATION BINDERS AND RESPOND TO ATTORNEY'S REQUESTS.
SALAZAR AG	12/06/04	5.30	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.2); CREATE HEARING BINDERS (1.9); ELECTRONICALLY FILE AND SERVE AFFIDAVIT (.5); PREPARE NEW PLEADINGS IN SUPPORT OF CONFIRMATION AND SERVE (2.7).

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

SALAZAR AG	12/07/04	9.80	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.2); SUBMIT ORDERS FOR HEARING TRANSCRIPTS (.4); SERVE COPIES OF CONFIRMATION BINDERS (.7); CREATE FAX SHEET FOR SERVICE OF PLEADINGS (.1); ELECTRONICALLY FILE AMENDED SUPPLEMENT TO JOINT PLAN (.2); CREATE AND SEND CHECK REQUEST FOR PAYMENT OF TRANSCRIPTS (.4); DRAFT AFFIDAVITS OF SERVICE (.7); DRAFT AGENDA AND CREATE CORRESPONDING BINDERS FOR CONFIRMATION HEARING (7.1).
SALAZAR AG	12/08/04	6.70	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.2); PREPARE PLEADINGS AND SUBMIT FOR IMAGING (2.3); DRAFT AFFIDAVITS OF SERVICE AND ELECTRONICALLY FILE AND SERVE (1.4); UPDATE CHANGES TO PLEADINGS FOR HEARING AND PREPARE DOCUMENTS NEEDED FOR THE COURT (2.8).
SALAZAR AG	12/09/04	3.50	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.2); RESPOND TO ATTORNEY REQUESTS FOR PLAN SUPPLEMENT, AMENDED SUPPLEMENT AND OTHER DOCUMENTS (.8); SERVE COURTESY COPIES OF PLEADINGS TO CHAMBERS (.7); PREPARE DOCUMENTS AND SUBMIT FOR IMAGING (1.8).
SALAZAR AG	12/10/04	2.40	SEARCH DOCKET FOR RECENT COURT FILINGS (.2); PREPARE AND ELECTRONICALLY FILE SETTLEMENT PLEADINGS (1.7); RESPOND TO ATTORNEY'S REQUEST FOR DOCUMENTS (.2); PREPARE CHECK REQUEST FOR PAYMENT OF TRANSCRIPTS (.3).
SALAZAR AG	12/13/04	4.00	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.2); UPDATE CASE MANAGEMENT SYSTEM (.5); SUBMIT REQUEST FOR HEARING TRANSCRIPTS (.4); PREPARE HEARING BINDER (1.2); FILE ADMINISTRATION (1.0); RESPOND TO ATTORNEY REQUESTS FOR D. CRAIG PLEADINGS (.7).
SALAZAR AG	12/14/04	5.30	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.2); CASE ADMINISTRATION (.2); ATTORNEY REQUEST FOR DOCUMENTS (.3); SUBMIT CHECK REQUEST FOR PAYMENT OF TRANSCRIPTS (.5); PREPARE AND DRAFT AFFIDAVITS (1.6); FILE AFFIDAVIT OF SERVICE FOR CHICAGO SETTLEMENT (.8); PREPARE HEARING MATERIALS FOR CHICAGO SETTLEMENT HEARING (1.2); PREPARE DOCUMENTS FOR IMAGING (.5).

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

SALAZAR AG	12/15/04	1.30	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.2); UPDATE ATTORNEYS ON STATUS OF CHICAGO SETTLEMENT AND PROVIDE HEARING MATERIALS (1.1).
SALAZAR AG	12/16/04	3.80	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.2); CASE ADMINISTRATION (.5); PREPARE BOARD PACKAGE BINDERS (.8); DRAFT AND ELECTRONICALLY FILE AFFIDAVIT (.7); PRODUCE AND SERVE COPIES OF CONFIRMATION HEARING TRANSCRIPT TO TEAM (1.0); PREPARE AND ELECTRONICALLY FILE AFFIDAVIT AND DECLARATION (.6).
SALAZAR AG	12/17/04	1.80	SEND EMAIL UPDATE ON RECENT COURT FILINGS (.2); PREPARE BOARD PACKAGE BINDER (1.6).
SALAZAR AG	12/20/04	5.50	CREATE AND DISTRIBUTE BOARD PACKAGE MATERIALS (3.4); SEARCH DOCKET FOR RECENT COURT FILINGS (.1); DRAFT, FILE AND SERVE AFFIDAVITS (1.4); SERVE COPIES OF THE FEE APPLICATION (.6).
SALAZAR AG	12/21/04	3.10	PREPARE AND FILE MOTION AND UPDATE CASE CALENDAR.
		75.90	
Total Legal Assistant		75.90	
TOTAL TIME		<u>177.10</u>	

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

RCN Corporation (DIP)
Claims Admin. (General)

Bill Date: 01/20/05
Bill Number: 1042875

NAME	DATE	HOURS	DESCRIPTION
MATZ TJ	12/01/04	3.10	WORK ON CLAIMS MATTERS, RESOLUTION OF OBJECTIONS AND AGENDA LETTER FOR DECEMBER 2ND COURT HEARING (.9); CALLS AND CORRESPONDENCE WITH CHAMBERS RE: NORTEL NETWORK CLAIM (.3); CALL WITH A. HORVAT RE: OUTSTANDING CLAIMS RESOLUTIONS AND DECEMBER 2ND COURT HEARING (.4); PREPARE FOR DECEMBER 2ND COURT HEARING RE: 3RD, 4TH & 5TH OMNIBUS CLAIMS OBJECTIONS, STATUS OF KEMPER OBJECTION, SECOND OMNIBUS OUTSTANDING RESPONSES, AND WORK ON HEARING OUTLINE & BINDER FOR SAME (1.5).
MATZ TJ	12/02/04	2.00	PREPARING FOR AND ATTEND COURT HEARING RE: 2ND & 4TH OMNIBUS AND KEMPER CLAIMS OBJECTIONS.
		5.10	
MCDERMOTT MA	12/06/04	0.40	CALL A. HORVAT AND CONSIDER OPTIONS IN CONNECTION W/ ESTABLISHMENT OF DISTRIBUTION RESERVES (.2); CALL W/ B. SILVERBERG RE: SAME (.1); CALL W/ J. BAKER RE: SAME (.1).
MCDERMOTT MA	12/13/04	3.10	ATTENTION TO MECHANICS AND RELATED ITEMS IN CONNECTION W/ DISTRIBUTION RESERVE FOR CLAIMS (.3); CALL G. DAY RE: SAME (.1); CALL R. MORRIS RE: JOYCE CLAIM (.1); REVIEW IN DETAIL ALIXPARTNERS SPREADSHEET ON OUTSTANDING CLAIMS AND ESTIMATED DISTRIBUTION RESERVES AND PROVIDE COMMENTS (1.9); ANALYZE OPTIONS IN CONNECTION W/ DISTRIBUTION RESERVE W/ D. CRAIG'S CLAIM, INCLUDING CORRESPONDENCE TO R. FINBERG, COUNSEL TO SAME, AND COUNSEL AT PROSKAUER, COUNSEL TO THE ERISA DEFENDANTS RE: SAME (.7).
MCDERMOTT MA	12/14/04	3.40	REVIEW AND REVISE DRAFT OF NOTICE RE: REJECTION CLAIMS BAR DATE (.3); REVIEW AND REVISE DRAFT OF NOTICE TO ELECT STOCK OR CASH (.2); COORDINATE DISSEMINATION OF SAME (.3); CORRESPONDENCE RE: DISPUTE W/ 825 THIRD AVENUE (.2); REVIEW LATEST DRAFT OF RESERVE ANALYSIS PREPARED BY ALIXPARTNERS (.3); COMPREHENSIVE REVIEW AND REVISION TO DRAFT MOTION TO APPROVE SETTING OF STOCK AND CASH DISTRIBUTION RESERVES (1.9); ATTENTION STATUS OF DISCUSSIONS RE: SAME (.2).

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

MCDERMOTT MA	12/15/04	3.40	REVIEW LATEST DRAFT OF DISTRIBUTION RESERVE ANALYSIS PREPARED BY ALIXPARTNERS (.3); REVIEW/REVISE DRAFT OF MOTION TO ESTABLISH DISTRIBUTION RESERVE AMOUNTS (1.3); ATTENTION TO ISSUES IN CONNECTION W/ D. CRAIG ESTIMATION (.4); REVIEW/REVISE DRAFT OF ELECTION NOTICE FORM RE: STOCK VERSUS CASH ELECTIONS (.2); CORRESPONDENCE W/ D. ROYSTER AND ERISA COUNSEL RE: INFORMAL INFORMATION REQUEST PROPOUNDED BY COUNSEL TO D. CRAIG (.4); REVISE DRAFT MOTION TO ESTABLISH DISTRIBUTION RESERVE TO REFLECT COMMENTS FROM ALIXPARTNERS (.4); UPDATE FROM G. DAY RE: 825 THIRD AVENUE CLAIM (.1); CALL D. ROYSTER RE: D. CRAIG CLAIM AND RELATED MATTERS (.3).
MCDERMOTT MA	12/16/04	1.90	ATTENTION TO ISSUES IN CONNECTION W/ DISTRIBUTION RESERVE AND MECHANICS (.6); CONF. CALL W/ D. ROYSTER, J. DUBEL, S. KIRPILANI, AND T. JANSON RE: POTENTIAL INDEMNIFICATION CLAIMS ARISING OUT OF D. CRAIG'S ERISA ACTION AND STRATEGIES FOR ADDRESSING IT (1.0); CALL T. JANSON AND J. DUBEL RE: SEVERANCE ISSUES (.3).
		12.20	
Total Counsel		17.30	
DAY GR	11/11/04	0.50	REVIEW LEGAL ISSUES RE: JOYCE CLAIM.
		0.50	
DEGROSSEILLIERS ML	12/20/04	2.10	REVIEW/REVISE LANGUAGE RE: JOYCE ESTIMATION MOTION (1.2); RESEARCH RE: SAME (.9).
		2.10	
MORRIS FD	12/13/04	0.60	WORK RE: JOYCE CLAIMS (.3); T. CONF. W/ D. SULLIVAN RE: SAME AND DISTRIBUTION RESERVE (.3).
		0.60	
SILVERBERG BS	12/02/04	0.80	T/C W/ D. KORTREY, R. MCWILLIAMS, J. WRIGHT RE: OUTSTANDING CLAIMS.
SILVERBERG BS	12/06/04	0.60	T/C W/ D. KORTREY RE: OMNIBUS OBJECTIONS (.1); DRAFT SETTLEMENT W/ M. KRAFCISIN RESOLVING OBJECTION TO CLAIM (.5).
SILVERBERG BS	12/07/04	1.20	T/C W/ R. MCWILLIAMS AND J. WRIGHT RE: DISTRIBUTION RESERVES (.2); DRAFT SETTLEMENT W/ KRAFCISIN RE: SECOND OMNIBUS OBJECTION (1.0).

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

SILVERBERG BS	12/13/04	0.70	WORK RE: CLAIMS RESERVES.
SILVERBERG BS	12/14/04	2.60	WORK RE: RESERVE MOTION (.1); WORK REGARDING ELECTION FORM FOR CONTINGENT AND REJECTION DAMAGE CLAIMANTS (2.5).
SILVERBERG BS	12/15/04	1.00	WORK RE: ELECTION FORM, REJECTION NOTICE.
		6.90	
TAOUCHANOVA VE	12/01/04	10.00	RESEARCH PRECEDENT RE: BRIEF WITH RESPECT TO D. CRAIG'S APPEAL (4.3); REVIEW LOCAL DISTRICT COURT RULES RE: SAME (2.9); START PREPARING BRIEF (2.8).
TAOUCHANOVA VE	12/07/04	5.90	CONTINUE WORKING ON BRIEF WITH RESPECT TO D. CRAIG'S APPEAL.
		15.90	
Total Associate		26.00	
TOTAL TIME		<u>43.30</u>	

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

RCN Corporation (DIP)
Creditor Meetings/Statutory Committees

Bill Date: 01/20/05
Bill Number: 1042875

NAME	DATE	HOURS	DESCRIPTION
BAKER DJ	12/06/04	1.20	REVIEW AGENDA FOR CALL WITH COMMITTEE (.2); TELEPHONE CALL W/ J. DUBEL RE: FORTHCOMING CALL WITH CREDITORS COMMITTEE (.2); PARTICIPATE IN CONF. CALL WITH COMMITTEE (.8).
		1.20	
Total Partner		1.20	
TOTAL TIME		<u>1.20</u>	

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

RCN Corporation (DIP)
Disclosure Statement/Voting Issues

Bill Date: 01/20/05
Bill Number: 1042875

NAME	DATE	HOURS	DESCRIPTION
MATZ TJ	12/01/04	3.20	CONF. CALLS AND CORRESPONDENCE WITH J. SULLIVAN AND D. HARTIE RE: VOTING DEADLINE AND EXTENSION (.8); CALLS AND CORRESPONDENCE WITH A. HORVAT RE: VOTING DEADLINE AND EXTENSION (.3); CALLS AND CORRESPONDENCE WITH D. ROYSTER RE: VOTING DEADLINE AND EXTENSION (.2); CALLS AND CORRESPONDENCE WITH J. DOWNING RE: VOTING DEADLINE AND EXTENSION (.3); WORK ON SAME (1.6).
		3.20	
MCDERMOTT MA	12/03/04	0.60	REVIEW FINALIZED AUDITED VOTE TABULATION PREPARED BY FBG (.2); REVIEW CERTIFICATION AND AFFIDAVIT FOR J. SULLIVAN IN SUPPORT OF SAME (.2); CORRESPONDENCE PARTIES IN INTEREST RE: SAME (.2).
		0.60	
Total Counsel		3.80	
SILVERBERG BS	12/01/04	3.00	WORK RE: VOTING AND VOTING DEADLINE EXTENSION ISSUES.
SILVERBERG BS	12/02/04	0.20	T/C W/ J. SULLIVAN RE: VOTING CERTIFICATION.
SILVERBERG BS	12/03/04	4.20	REVISE AND FINALIZE TABULATION AND ELECTION CERTIFICATION.
SILVERBERG BS	12/07/04	0.50	WORK REGARDING CASH COMPONENT ELECTION.
		7.90	
Total Associate		7.90	
TOTAL TIME		<u>11.70</u>	

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

RCN Corporation (DIP)
Employee Matters (General)

Bill Date: 01/20/05
Bill Number: 1042875

NAME	DATE	HOURS	DESCRIPTION
BAKER DJ	12/06/04	0.40	CONF. CALL W/ D. ROYSTER AND S. KIRPALANI RE: EMPLOYEE ISSUES.
BAKER DJ	12/15/04	2.50	TELEPHONE CALL W/ D. ROYSTER REGARDING EMPLOYEE ISSUES (.3); CONTINUE WORK ON EMPLOYEE ISSUES (2.2).
BAKER DJ	12/16/04	0.30	TELEPHONE CALL W/ D. ROYSTER RE: ADDITIONAL EMPLOYEE ISSUES.
		3.20	
Total Partner		3.20	
FREEMAN BR	12/01/04	5.00	MEET WITH R. OLSHAN AND J. DUBEL RE: CFO CONTRACT/DISCUSS TERMS (.9); DRAFT LETTER AGREEMENT (3.0) AND REVIEW WITH J. DUBEL (.3); DRAFT REVISIONS AND DISTRIBUTE TO E. ITO AND A. FASOLA FOR REVIEW (.8).
FREEMAN BR	12/02/04	0.50	REVIEW E. ITO COMMENTS TO DRAFT LETTER AGREEMENT (.3); CORRESPOND WITH E. ITO AND J. DUBEL RE: SAME(.2).
FREEMAN BR	12/03/04	1.40	REVIEW REVISED LETTER AGREEMENT FOR CFO (1.0); DRAFT REVISED "ENTIRE AGREEMENT" CLAUSE AND DISTRIBUTE (.4).
FREEMAN BR	12/07/04	0.50	CONF. WITH R. OLSHAN AND B. OLSON REGARDING CONSULTING AGREEMENT NEEDED RE: D. MCCOURT.
FREEMAN BR	12/08/04	2.00	WORK ON DRAFT CONSULTING AGREEMENT RE: D. MCCOURT.
FREEMAN BR	12/09/04	0.80	EDIT CONSULTING LETTER AGREEMENT RE: D. MCCOURT (.5); CORRESPOND WITH J. BAKER RE: SAME (.1); REVIEW KERP IN CONNECTION WITH SAME (.2).
FREEMAN BR	12/13/04	0.20	REVIEW COMMENTS TO MCCOURT CONSULTING AGREEMENT.
FREEMAN BR	12/17/04	0.20	LOCATE AND DISTRIBUTE APPROVED VERSION OF KERP IN RESPONSE TO INQUIRY FROM R. OLSHAN.
		10.60	
SCHWARTZ DE	12/17/04	0.80	TELEPHONE CONFERENCES WITH D. ROYSTER AND R. OLSHAN TO REVIEW ISSUES AND DEVELOP STRATEGY FOR TERMINATION OF EMPLOYEES.

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

SCHWARTZ DE	12/20/04	4.80	REVIEW AND REVISE SEPARATION AGREEMENTS (1.2); REVIEW AND ANALYZE KERP VIS-A-VIS SEPARATION AGREEMENTS (3.0); COMMUNICATIONS WITH D. ROYSTER AND D. KORTREY RE: SEPARATION AGREEMENTS AND REQUIRED REVISIONS THERETO (.6) .
SCHWARTZ DE	12/21/04	1.30	REVIEW AND REVISE EXECUTIVE SEPARATION AGREEMENTS .
		6.90	
Total Counsel		17.50	
OLSON BL	12/07/04	1.70	DRAFTING CONSULTING AGREEMENT FOR FORMER CEO .
OLSON BL	12/08/04	3.30	DRAFTING CONSULTING AGREEMENT FOR FORMER CEO (2.4); EDIT CONSULTING AGREEMENT AND INCORPORATE COMMENTS OF PROJECT TEAM MEMBERS (.9) .
		5.00	
PACIFICO DM	12/20/04	7.00	REVIEW AND REVISE E. ITO AND D. MCCOURT SEPARATION AGREEMENTS (3.0); DRAFT OWBPA CHART TO THE SAME (3.0); REVIEW OWBPA REGULATIONS IN CONNECTION W/ SAME (1.0) .
PACIFICO DM	12/21/04	2.00	REVIEW AND REVISE E. ITO AND D. MCCOURT AGREEMENTS .
		9.00	
Total Associate		14.00	
TOTAL TIME		<u>34.70</u>	

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

RCN Corporation (DIP)
 Executory Contracts (Personalty)

Bill Date: 01/20/05
 Bill Number: 1042875

NAME	DATE	HOURS	DESCRIPTION
MATZ TJ	12/01/04	0.30	WORK ON ASSUMPTION OF CONTRACTS AND CURE MATTERS.
		0.30	
MCDERMOTT MA	12/07/04	0.60	REVIEW PROPOSED STIPULATION RE: ASSUMPTION OF HGTV CONTRACT AND CONSIDER OPTIONS IN CONNECTION W/ SAME (.2); ANALYSIS OF PROPOSED LANGUAGE AND CONSIDER OPTIONS IN CONNECTION W/ NCTC OBJECTION TO CONTRACT ASSUMPTION (.4).
		0.60	
Total Counsel		0.90	
AGARWAL K	12/13/04	3.70	DRAFT RCNE ASSIGNMENT AGREEMENTS.
AGARWAL K	12/15/04	1.70	REVISE AND EDIT RCNE ASSIGNMENT AGREEMENTS.
		5.40	
DAY GR	11/11/04	2.60	REVISE MOTION AND DRAFT ORDER RE: ASSUMED CONTRACTS.
DAY GR	12/14/04	2.70	PREPARE NOTICE RE: REJECTED EXECUTORY CONTRACTS.
DAY GR	12/20/04	1.20	REVISE RCNE ASSIGNMENT AGREEMENT (.7); PREPARE CORRESPONDENCE TO E! RE: ASSUMPTION STIPULATION (.5).
		6.50	
KELLY BP	12/15/04	1.20	REVIEW RCN DOCUMENTS RE: ASSIGNMENT OF AGREEMENTS.
KELLY BP	12/16/04	5.70	PREPARE ASSUMPTION AND ASSIGNMENT AGREEMENT FOR RCNE AND ON TV.
KELLY BP	12/17/04	2.00	REVISE ASSIGNMENT AND ASSUMPTION AGREEMENTS FOR RCNE AND ONTV.
KELLY BP	12/20/04	7.10	PREPARE LIBERTY MUTUAL STIPULATION (2.9); REVIEW RCNE/ONTV ASSIGNMENT AND ASSUMPTION AGREEMENTS W/ CLIENT (.9); REVISE RCNE/ONTV AGREEMENTS PER CLIENT REQUEST (1.5); FOLLOW UP REVIEW AND REVISIONS TO RCNE/ONTV AGREEMENTS (1.8).
KELLY BP	12/21/04	0.80	REVIEW RCNE/ONTV ASSIGNMENT AND ASSUMPTION AGREEMENTS W/ D. KORTREY (.4); CORRESPONDENCE RE: LIBERTY MUTUAL BOND ISSUE (.4).
		16.80	

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

SILVERBERG BS	12/01/04	0.20	T/C W/ T. MAGLIORE RE: SEVERANCE AGREEMENT.
SILVERBERG BS	12/03/04	0.40	DRAFT LETTER RE: CURE AMOUNT FOR CHECK RE: SERVICES CORPORATION.
		0.60	
TOUSSI S	12/07/04	0.80	ADDRESS OUTSTANDING ISSUES RELATED TO OBJECTIONS TO RCN ASSUMING CERTAIN EXECUTORY CONTRACTS.
		0.80	
Total Associate		30.10	
TOTAL TIME		<u>31.00</u>	

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

RCN Corporation (DIP)
Financing (DIP and Emergence)

Bill Date: 01/20/05
Bill Number: 1042875

NAME	DATE	HOURS	DESCRIPTION
BAKER DJ	12/02/04	2.00	TELEPHONE CALL W/ J. DUBEL REGARDING FINANCING ISSUES (.4); FURTHER WORK ON FINANCING MATTERS (1.6).
BAKER DJ	12/06/04	2.10	TELEPHONE CALL W/ J. DUBEL REGARDING FINANCING ISSUES (.3); CONTINUE WORK ON EXIT FINANCING MATTERS (1.8).
BAKER DJ	12/13/04	2.70	REVIEW RCN EXIT FINANCING AND CONTINUE WORK REGARDING SAME.
BAKER DJ	12/15/04	3.10	CONTINUE WORK ON RCN EXIT FINANCING ISSUES (2.8); TELEPHONE CALL W/ J. DUBEL REGARDING EXIT FINANCING MATTERS (.3).
BAKER DJ	12/16/04	2.70	CONTINUE WORK ON EXIT FINANCING ISSUES IN CONNECTION WITH EFFECTIVE DATE.
BAKER DJ	12/17/04	1.20	REVIEW EXIT FINANCING ISSUES.
		13.80	
Total Partner		13.80	
MCDERMOTT MA	12/03/04	0.60	CALL P. NECKLES AND S. TEICHER RE: EXIT FINANCING MATTERS (.2); FOLLOW UP CALL W/ J. BAKER AND CONSIDER ALTERNATIVES IN CONNECTION W/ SAME (.3); CALL W/ J. DUBEL RE: SAME (.1).
MCDERMOTT MA	12/13/04	0.20	ATTENTION TO ISSUE IN CONNECTION W/ SUBSCRIPTIONS TO CONVERTIBLE SECOND-LIEN NOTES (.1); REVIEW DRAFT OF OPINION IN CONNECTION W/ FIRST-LIEN FACILITY (.1).
MCDERMOTT MA	12/14/04	2.90	CALL D. SULLIVAN AND A. STRAUS RE: ISSUES IN CONNECTION W/ CONVERTIBLE SECOND-LIEN NOTES (.7); CALL W/ J. DUBEL, S. KORANGY, S. KIRPALANI, T. JANSON, AND A. STRAUS RE: MECHANICS OF OFFERING RE: CONVERTIBLE SECOND-LIEN NOTES (2.2).
MCDERMOTT MA	12/15/04	0.50	CALL W/ J. DUBEL AND S. KORANGY RE: MECHANICS IN CONNECTION W/ SUBSCRIPTIONS OF CONVERTIBLE SECOND-LIEN NOTES (.3); REVIEW OF OFFERING CIRCULAR RE: SAME (.2).
		4.20	
Total Counsel		4.20	

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

ADAMSKI MD	12/15/04	10.00	WORK ON MATTERS RELATING TO THE PRORATION AND COLLECTION OF SUBSCRIPTION DATA FROM SUBSCRIBERS (9.4); SEND OUT SUBSCRIPTION EMAILS TO EACH OF THE VARIOUS SUBSCRIBERS (.6).
ADAMSKI MD	12/16/04	17.60	ADDRESS MATTERS RELATING TO SUBSCRIPTION, INCLUDING RESEARCH INTO SUBSCRIBER QUESTIONS AND COMMUNICATIONS ISSUES (5.5); PREPARE SCHEDULES FOR REG RIGHTS AGREEMENT, NOTES PURCHASE AGREEMENT, AND INDENTURE (6.2); ASSIST IN PREPARATION OF CLOSING ROOM (3.4); OTHER MATTERS RELATED TO CREATION OF CLOSING DOCUMENTS (2.5).
ADAMSKI MD	12/17/04	11.50	ASSIST IN PREPARATION OF CLOSING DOCUMENTS.
ADAMSKI MD	12/18/04	10.90	PREPARE CLOSING DOCUMENTS; PREPARE AND UPDATE CLOSING CHECKLIST.
ADAMSKI MD	12/19/04	4.20	ASSIST WITH PRE-CLOSING SIGNING OF CLOSING DOCUMENTS.
ADAMSKI MD	12/20/04	12.50	CLOSING ROOM PREPARATION (8.0); ASSIST FINALIZING DOCUMENTS FOR CLOSING (3.5); SEND EMAILS TO SUBSCRIBERS DETAILING PARTIAL REFUND (1.0).
ADAMSKI MD	12/21/04	3.50	ASSIST WITH RCN CLOSING (3.0); SEND EMAILS TO SUBSCRIBERS (.5).
		70.20	
AGARWAL K	12/15/04	7.50	REVIEW MATERIAL CONTRACTS FOR SCHEDULES.
AGARWAL K	12/16/04	6.20	REVIEW MATERIAL CONTRACTS FOR SCHEDULES.
AGARWAL K	12/17/04	3.70	REVIEW MATERIAL CONTRACTS FOR SCHEDULES.
AGARWAL K	12/19/04	2.80	REVIEW MATERIAL CONTRACTS TO REVISE AND EDIT SCHEDULES.
		20.20	
ALESSI JE	12/01/04	4.50	REVIEW FIRST-LIEN CREDIT AGREEMENT SCHEDULES (.9); REVISE FIRST-LIEN SECURITY AGREEMENT SCHEDULES (2.5); REVISE FIRST-LIEN CREDIT AGREEMENT SCHEDULES (.5); REVISE UCC SEARCH ABSTRACT (.6).

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

ALESSI JE	12/02/04	2.40	ANALYZE CLOSING CHECKLIST REQUIREMENTS (1.5); COORDINATE DELIVERY OF UCC SEARCH RESULTS TO AGENTS' COUNSEL (.7); COORDINATE DELIVERY OF DRAFT FIRST-LIEN CREDIT AGREEMENT SCHEDULES TO COMPANY (.2).
ALESSI JE	12/03/04	5.60	ANALYZE UCC SEARCH RESULTS (.4); BEGIN DRAFTING NEW STOCK CERTIFICATES FOR COMPANY (1.4); PREPARE SEPTEMBER 2004 FINANCIAL PROJECTIONS TO DISTRIBUTE TO AGENTS' COUNSEL (1.2); REVIEW DRAFT AUTHORIZING RESOLUTIONS FOR EXIT FACILITY (.3); REVISE DRAFT AUTHORIZING RESOLUTIONS (2.3).
ALESSI JE	12/06/04	9.10	REVISE AUTHORIZING RESOLUTIONS FOR EXIT FACILITY (2.6); CONTINUE TO DRAFT NEW STOCK CERTIFICATES FOR COMPANY (.8); REVIEW THIRD-LIEN CREDIT AGREEMENT CLOSING CONDITIONS PRECEDENT (1.3); ANALYZE LIST OF COMPANY'S MATERIAL CONTRACTS (.7); REVISE FIRST-LIEN SECURITY AGREEMENT SCHEDULES (2.8); COORDINATE DELIVERY OF REVISED SCHEDULES TO COMPANY (.9).
ALESSI JE	12/07/04	5.90	CONTINUE TO REVISE AUTHORIZING RESOLUTIONS FOR EXIT FACILITY (1.6); CONTINUE TO REVIEW UCC SEARCH RESULTS BASED ON ADDITIONAL RESULTS RECEIVED (2.4); COORDINATE ORDER FOR "BRING-DOWN" CERTIFICATES OF GOOD STANDING FOR COMPANY AND ITS SUBSIDIARIES (.5); COORDINATE DELIVERY OF CHARTER DOCUMENTS OF COMPANY AND ITS SUBSIDIARIES TO AGENTS' COUNSEL (.7); COORDINATE CERTAIN REVISIONS TO NEW STOCK CERTIFICATES FOR COMPANY'S SUBSIDIARIES (.7).
ALESSI JE	12/08/04	8.10	CONTINUE TO REVISE AUTHORIZING RESOLUTIONS FOR EXIT FACILITY (1.8); REVISE FIRST-LIEN SCHEDULES (.6); REVIEW NEW STOCK CERTIFICATES OF COMPANY AND ITS SUBSIDIARIES (.2); ANALYZE REQUIREMENTS FOR SCHEDULES IN THIRD-LIEN CREDIT DOCUMENTS (1.5); CONTINUE TO REVIEW UCC SEARCH RESULTS (2.5); ORGANIZE COMPANY'S FINANCIAL STATEMENTS FOR DISTRIBUTION TO AGENTS' COUNSEL (1.1); REVIEW AND COMMENT ON INSURANCE CERTIFICATE DRAFT (.4).

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

ALESSI JE	12/09/04	8.20	CONTINUE TO REVIEW CLOSING REQUIREMENTS FOR FIRST-LIEN CREDIT FACILITY (.1); REVIEW REVISIONS TO NEW STOCK CERTIFICATES FOR COMPANY AND ITS SUBSIDIARIES (.3); ANALYZE REQUIREMENTS TO RELEASE LIENS ON CERTAIN OF COMPANY'S INTELLECTUAL PROPERTY (.6); REVISE SCHEDULES TO FIRST-LIEN SECURITY AGREEMENT (4.1); REVISE SCHEDULE TO FIRST-LIEN CREDIT AGREEMENT (2.1); COORDINATE DELIVER OF ADDITIONAL CERTIFICATES OF GOOD STANDING (.2); REVIEW REVISIONS TO INSURANCE CERTIFICATE (.4); COORDINATE DELIVERY OF CHARTER DOCUMENTS AND BY-LAWS OF COMPANY AND ITS SUBSIDIARIES (.4).
ALESSI JE	12/10/04	9.60	ANALYZE ISSUE RE: GOOD STANDING OF TEC AIR, INC. (.9); REVIEW FIRST-LIEN SECURITY AGREEMENT SCHEDULES (2.4); COORDINATE DELIVERY OF INFORMATION FOR EXIT FACILITY SCHEDULES (1.6); REVIEW CURRENT JP MORGAN UCC FINANCING STATEMENTS ON COMPANY'S ASSETS (1.8); REVIEW INFORMATION RECEIVED FROM COMPANY RE: FIRST-LIEN CREDIT AND SECURITY AGREEMENT SCHEDULES (1.2); REVISE FIRST-LIEN SCHEDULES BASED ON INFORMATION RECEIVED (1.7).
ALESSI JE	12/11/04	4.30	CONTINUE TO REVISE SCHEDULES TO FIRST-LIEN CREDIT AGREEMENT.
ALESSI JE	12/12/04	8.90	REVIEW INTELLECTUAL PROPERTY SCHEDULES TO FIRST-LIEN SECURITY AGREEMENT (1.4); CONTINUE TO REVISE FIRST-LIEN CREDIT AGREEMENT SCHEDULES (2.7); REVIEW DRAFT UCC-3 TERMINATION STATEMENTS (3.9); REVIEW CAPITAL LEASE AGREEMENTS RECEIVED FROM COMPANY (.9).
ALESSI JE	12/13/04	10.10	COORDINATE DELIVERY OF DRAFTS OF SAME TO AGENT'S COUNSEL (.6); CONTINUE TO REVIEW DRAFT TERMINATION STATEMENTS (.5); CONTINUE TO REVISE FIRST-LIEN CREDIT AGREEMENT SCHEDULES (.8); REVIEW AGENTS' COUNSEL COMMENTS TO DRAFT AUTHORIZING RESOLUTIONS FOR EXIT FACILITY (2.6); REVISE DRAFT AUTHORIZING RESOLUTIONS FOR EXIT FACILITY (5.6).

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

ALESSI JE	12/14/04	8.90	REVIEW AND WORK RE: COMMENTS TO AUTHORIZING RESOLUTIONS FOR EXIT FACILITY (3.8); REVIEW DRAFTS OF OFFICER'S CERTIFICATES (1.4); COORDINATE DISTRIBUTION OF ADDITIONAL UCC SEARCH RESULTS TO AGENTS' COUNSEL (1.3); REVIEW FIRST-LIEN CREDIT AGREEMENT SCHEDULES BASED ON INFORMATION RECEIVED (2.4).
ALESSI JE	12/15/04	6.60	REVISE GENERAL COUNSEL OPINION (.9); REVIEW OUTSTANDING RESULTS ON UCC SEARCH (.6); REVIEW AND COMMENT ON "BREAK-OUT" SIGNATURE PAGES CIRCULATED BY AGENTS' COUNSEL (1.2); ANALYZE CAPITAL LEASE REQUIREMENTS FOR FIRST-LIEN CREDIT AGREEMENT SCHEDULES (.9); CONTINUE TO REVISE OFFICER'S CERTIFICATES FOR FIRST-LIEN CREDIT AGREEMENT (1.1); ANALYZE INTELLECTUAL PROPERTY RELATED ISSUES WITH FIRST-LIEN SECURITY AGREEMENT SCHEDULES (1.9).
ALESSI JE	12/16/04	16.10	ORGANIZE "BREAK-OUT" SIGNATURE PAGES FOR EXIT FACILITY DOCUMENTS (1.4); REVIEW "BRING-DOWN" GOOD STANDING LETTERS RECEIVED (.4); ANALYZE ISSUES RELATED TO SAME (.6); REVIEW AND COMMENT TO DRAFT UCC FINANCING STATEMENTS CIRCULATED BY AGENTS' COUNSEL (1.4); DRAFT OFFICER'S CERTIFICATE FOR THIRD-LIEN CREDIT AGREEMENT (.8); REVIEW CLOSING REQUIREMENTS IN CONNECTION WITH EXIT FACILITY (1.3); REVIEW DOCUMENTS IN CLOSING ROOM (4.1); ORGANIZE DOCUMENTS FOR CLOSING ROOM (6.1).
ALESSI JE	12/17/04	10.50	REVIEW CLOSING MATERIALS (2.5); ORGANIZE CLOSING MATERIALS IN CLOSING ROOM (4.5); REVISE OFFICER'S CERTIFICATES FOR RCN CORPORATION AND SUBSIDIARIES (2.5); COORDINATE SIGNATURES ON CERTAIN OPERATIVE DOCUMENTS (1.0).
ALESSI JE	12/19/04	14.00	CONTINUE TO REVIEW CLOSING MATERIALS (5.0); REVISE FIRST-LIEN CREDIT AGREEMENT SCHEDULES (.8); REVISE THIRD-LIEN CREDIT AGREEMENT SCHEDULES (.6); REVISE SCHEDULES TO SECURITY DOCUMENTS (.6); ORGANIZE CLOSING MATERIALS IN CLOSING ROOM (4.5); COORDINATE SIGNATURES ON CERTAIN OPERATIVE DOCUMENTS (2.5).

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

ALESSI JE	12/20/04	11.40	CONTINUE TO REVIEW CLOSING MATERIALS (4.2); COORDINATE REVIEW OF DOCUMENTS WITH AGENTS' COUNSEL TO FIRST AND THIRD-LIEN CREDIT FACILITIES (3.5); REVIEW ISSUE RE: BANKBOSTON LIEN ON CERTAIN OF COMPANY'S TRADEMARKS (2.0); REVISE FIRST-LIEN CREDIT AGREEMENT SCHEDULES (.1); REVISE THIRD-LIEN CREDIT AGREEMENT SCHEDULES (.1); COORDINATE RECEIPT OF SIGNATURES FROM COMPANY ON AUTHORIZING RESOLUTIONS AND STARPOWER MANAGERS' CERTIFICATE (1.5).
ALESSI JE	12/21/04	9.00	REVIEW CLOSING MATERIALS (3.5); COORDINATE DELIVERY OF CLOSING MATERIALS TO FIRST-LIEN AGENT'S COUNSEL (4.0); COORDINATE DELIVERY OF GOOD STANDING CERTIFICATES FOR CERTAIN OF COMPANY'S SUBSIDIARIES (.3); ORGANIZE CLOSING MATERIALS (1.2).
		153.20	
BLOOM JS	12/01/04	13.50	REVISE OFFERING CIRCULAR (9.6); PHONE CALLS AND EMAIL S. KORRELL, L. RUFF, R. DIEGNAN, M. IULIANO, A. STRAUS, J. GREENBLATT AND R. LANGDON RE: COMMENTS TO OFFERING CIRCULAR (1.5); PHONE CALLS WITH A. BARTH RE: OFFEREES (.2); CONFER WITH A. STRAUS, B. FREEMAN, R. GREEBEL AND M. GENTRY RE: SAME (1.7); PHONE CALLS AND EMAIL WITH K. DOLAN RE: SUBSCRIPTION AGENT (.5).
BLOOM JS	12/02/04	9.20	REVISE AND CIRCULATE OFFERING CIRCULAR (7.3); EMAIL AND PHONE CALLS WITH S. KORRELL, L. RUFF, R. DIEGNAN, M. IULIANO, A. STRAUS AND R. LANGDON RE: SAME (1.2); PREPARE LIST OF OFFEREES (.7).
BLOOM JS	12/03/04	6.90	COMPLETE OFFERING CIRCULAR (6.5); EMAILS AND PHONE CALLS WITH A. STRAUS, H. ELLIN, R. GREEBEL AND J. DUBEL RE: CHARTER, 8-K, INDENTURE AND OTHER MATTERS (.4).
BLOOM JS	12/05/04	4.40	REVIEW PURCHASE AGREEMENT (1.3); CONTINUE TO DRAFT OPINION (1.5); REVIEW CREDIT AGREEMENT (1.2); REVIEW REVISED DRAFT OF FINANCIAL ADVISORY SERVICES AGREEMENT (.4).

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

BLOOM JS	12/06/04	5.20	PHONE CALL WITH B. HAGGERTY RE: OFFEREE QUESTIONS (.3); PHONE CALL WITH R. KAPOOR RE: SECURITY DOCUMENTS (.3); CONFIRMED OFFEREE CONTACT INFORMATION (.5); EMAIL TO R. LANGDON RE: NPA (.3); PHONE CALL WITH A. JEPSON RE: OFFERING QUESTIONS (.3); CONTINUE TO DRAFT OPINION (.8); DISTRIBUTE ADDITIONAL OFFERING CIRCULARS (.7); REVIEW TRUSTEE'S COMMENTS TO INDENTURE (1.8); PHONE CALL WITH K. DOLAN RE: ESCROW AGENT AGREEMENT (.2).
BLOOM JS	12/07/04	12.80	PHONE CALLS WITH S. TOUSSI RE: 8-A AND TRANSFER AGENT (.2); PHONE CALLS WITH D. SULLIVAN RE: 5% HOLDERS AND OFFEREE QUESTIONS (.4); PHONE CALL WITH J. KATZ RE: RECORD DATE (.2); PHONE CALLS WITH A. JEBSON AND VARIOUS OTHERS (1.2); EMAILS WITH ADDITIONAL OFFEREES (.5); REVIEW RESOLUTIONS (1.2); REVIEW REVISED DRAFT OF INDENTURE (3.5); CONFER WITH M. GENTRY RE: 8-A, PORTAL APPLICATION AND OFFICER CERTIFICATE (.5); REVIEW FIRST-LIEN TRANSACTION DOCUMENTS AND SECOND-LIEN SECURITY DOCUMENTS (2.8); EMAIL WITH B. HAGGERTY RE: OFFEREE QUESTIONS (.4); PHONE CALLS AND EMAIL WITH E. SULLIVAN, L. WEGMANN AND M. GENTRY RE: CUSIP NUMBERS AND PORTAL APPLICATION (.4); PHONE CALL WITH D. RETTER RE: TRUSTEE FEES (.2); PHONE CALL WITH R. GREEBEL AND S. TOUSSI RE: WARRANTS AND COMMON STOCK (.2); EMAIL WITH K. HOTTE RE: HSBC CONTACT (.1); PHONE CALL WITH K. DOLAN AND DB RE: ESCROW AGENT (.2); REVIEW SCHEDULE OF FEES (.4); CONFER WITH M. GENTRY RE: OPINION (.4).
BLOOM JS	12/08/04	8.60	PHONE CALL WITH R. LANGDON RE: NPA (.2); CONTINUE TO REVIEW INDENTURE (3.0); CONFER WITH A. STRAUS RE: INDENTURE (2.0); PHONE CALL WITH A. JEBSON RE: OFFEREE QUESTIONS (.3); CONFER WITH R. KAPOOR RE: DISCLOSURE SCHEDULES (.2); EMAIL WITH R. TUPPER RE: OFFEREE QUESTIONS (.3); REVIEW AND REVISED PRESS RELEASE (.5); PHONE CALL WITH D. DESAI AT YORK CAPITAL RE: OFFEREE QUESTIONS (.2); PHONE CALLS WITH K. DOLAN RE: ESCROW AGREEMENT (.4); EMAIL TO E. COLE RE: OFFERING CIRCULAR (.2); PHONE CALL WITH R. GREEBEL RE: WARRANTS AND STARPOWER (.1); REVIEW DISCLOSURE SCHEDULES (.5); REVIEW REVISIONS TO FIRST-LIEN DOCUMENTS (.7).

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

BLOOM JS	12/09/04	11.60	REVIEW AND PREPARE DOCUMENTS FOR ESCROW ACCOUNT (1.7); STATUS CONF. CALL WITH COMPANY (1.7); CALLS WITH MILBANK RE: WARRANTS AND COMMON STOCK (.7); PHONE CALLS AND EMAIL WITH B OF A RE: OFFERING CIRCULAR (.3); PHONE CALL WITH L. RUFF RE: FORM OF NOTES (.2); CIRCULATED COMMENTS TO INDENTURE (.8); REVIEW OFFICER CERTIFICATES (.9); PHONE CALLS WITH K. DOLAN RE: ESCROW AGREEMENT (.8); PHONE CALLS WITH A. JEBSON (.2) RE: OFFEREE QUESTION; PHONE CALLS WITH YORK CAPITAL RE: SAME (.2); REVIEW COMMENTS TO TRANSACTION DOCUMENTS (1.4); PREPARE AND CIRCULATE COMMENTS TO ESCROW AGREEMENT (.7); CONFER WITH R. KAPOOR RE: PLEDGE AGREEMENT (.2); REVISE OFFICER CERTIFICATE AND GUARANTOR CERTIFICATE (.5); REVIEW WARRANT AGREEMENT (1.3).
BLOOM JS	12/10/04	8.60	CALLS RE: OFFEREE QUESTIONS (.4); REVIEW SUBMITTED SUBSCRIPTIONS (1.8); REVIEW REVISED DRAFT OF TRANSACTION DOCUMENTS AND CIRCULATED COMMENTS (.4); REVISE MEMO RE: DOCUMENT SIGNATORIES (.4); REVIEW OPINION FOR FIRST-LIEN AGREEMENT (.5); EMAIL WITH L. WEGMANN RE: CUSIPS AND PORTAL (.5); PHONE CALL WITH K. DOLAN RE: ESCROW AGREEMENT (.5); EMAIL TO D. KORTREY RE: DTC LETTER OF REPS (.2); WORK ON OFFERING (3.9).
BLOOM JS	12/11/04	5.50	DRAFT RIDER TO CHARTER RE: LAMINAR DIRECTOR (.7); CONFER WITH R. GREEBEL AND M. GENTRY RE: WARRANTS, LAMINAR DIRECTOR, STARPOWER AND CLOSING (.6); RESEARCH RE: DGCL SECTION 221 (1.0); UPDATE CLOSING CHECKLIST (.7); RESEARCH RE: FORM T-3 (.5); REVIEW REVISIONS TO FIRST-LIEN AND SECURITY DOCUMENTS (1.2); REVISE MEMO TO COMPANY (.5); EMAIL TO J. KIM RE: DELIVERABLES TO TRUSTEE (.1); EMAIL WITH R. LANGDON RE: CLOSING (.2).
BLOOM JS	12/12/04	8.80	COMPLETE DRAFTING OF OPINIONS (5.1); WORK ON OFFERING (3.7).
BLOOM JS	12/13/04	13.50	CONF. CALLS WITH COMPANY (1.0); REVIEW SUBSCRIPTIONS AND ANSWER QUESTIONS FROM OFFEREES (9.0); REVISE TRANSACTION DOCUMENTS (3.5).
BLOOM JS	12/14/04	18.50	REVIEW SUBSCRIPTIONS AND ANSWER QUESTIONS FROM OFFEREES (5.0); WORK ON ESCROW DOCS (8.0); WORK ON OFFERING (3.0); REVIEW REVISED TRANSACTION DOCUMENTS (2.5).

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

BLOOM JS	12/15/04	18.00	WORK ON ISSUES RE: DELIVERY OF NOTES AND PRORATION (6.0); PREPARE NOTICE TO PURCHASERS (3.0); WORK ON OFFERING (5.5); REVISE TRANSACTION DOCUMENTS (3.5).
BLOOM JS	12/16/04	18.10	WORK ON OFFERING INCLUDING FINALIZING OFFERING AND ESCROW DOCUMENTS (10.0); PHONE CALL WITH R.LANGDON RE: NPA, RRA AND INDEMNIFICATION AGREEMENT (.6); REVISE TRANSACTION DOCUMENTS (2.5); BEGIN TO PREPARE CLOSING ROOM (5.0).
BLOOM JS	12/17/04	15.50	PREPARE FOR CLOSING AND PRE-CLOSING W/ WHITE AND CASE, WILLKIE FARR (9.0); WORK ON OFFERING (6.5).
BLOOM JS	12/18/04	8.00	PREPARE FOR CLOSING AND ORGANIZE CLOSING ROOM.
BLOOM JS	12/19/04	9.50	PREPARE FOR CLOSING W/ D. ROYSTER AND P. HOGAN.
BLOOM JS	12/20/04	16.00	PREPARE FOR CLOSING INCLUDING FINAL PRE-CLOSING.
BLOOM JS	12/21/04	9.20	ATTEND CLOSING.
		221.40	
DAY GR	12/09/04	3.60	PREPARE DOCUMENTATION FOR EXIT FINANCING FACILITY.
DAY GR	12/10/04	5.10	REVIEW INFORMATION AT COMPANY TO ASSIST WITH PREPARATION OF EXIT FINANCING DOCUMENTATION.
DAY GR	12/13/04	3.80	PREPARE MATERIALS AT THE COMPANY RE: EXIT FACILITY AND LCS.
DAY GR	12/14/04	2.30	REVIEW LEGAL ISSUES RE: EXIT FACILITY, LETTER OF CREDIT TRANSFERS AND INSURANCE SECURITY.
DAY GR	12/15/04	1.40	REVIEW ISSUES RE: TRAVELER'S LETTER OF CREDIT UNDER EXIT FACILITY.
DAY GR	12/16/04	2.70	REVIEW ISSUES RE: LETTERS OF CREDIT AND INSURANCE BONDS.
DAY GR	12/21/04	1.80	FINALIZE STIPULATION RE: LIBERTY BONDS AND LETTERS OF CREDIT.
		20.70	
DECOTEAU JJ	12/13/04	10.00	REVIEW UCC 30-170 (2.0); UPDATE CHART (3.5); REVIEW UCC 1-20 (1.5); CREATE UCC 171-174 (3.0).
DECOTEAU JJ	12/14/04	1.00	REVIEW ADJUSTED UCC PDF.
DECOTEAU JJ	12/16/04	0.50	REVIEW OF IN LIEU SCHEDULES AND UCC STATEMENTS.

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

11.50

GENTRY MA	12/02/04	2.40	SEARCH FOR ADDRESSES RE: SPECIFIED INVESTORS IN ORDER TO SEND OFFERING CIRCULAR.
GENTRY MA	12/06/04	4.30	BEGIN PREPARING PORTAL APPLICATION (1.2); CONFIRM DELIVERY OF OFFERING CIRCULARS TO CLASS 5 HOLDERS ON MAILING LIST, MAIL CIRCULARS TO THOSE HOLDERS TO WHOM NOT YET SENT (3.1).
GENTRY MA	12/07/04	11.10	EDIT BOARD RESOLUTIONS (1.1); BEGIN DRAFTING OFFICERS CERTIFICATE (1.4); CONTACT NASDAQ RE: PORTAL APPLICATION (.1); EDITS TO BOARD RESOLUTIONS (.3); RESEARCH FORM 8-A RE: NEW OR AMENDED, SEARCH FOR PRECEDENTS (2.2); RESEARCH & DRAFT 8-A (3.4); CALL W/ J. ALESSI (AND LATER CONF. CALL W/ R. KAPOOR ADDED) RE: RESOLUTION DEFINITIONS (.3); CALL TO J. BLOOM RE: RESOLUTIONS DEFINITIONS(.1); EMAIL TO A. STRAUS RE: RESOLUTIONS DEFINITIONS (.2); EDIT RESOLUTIONS/CONVERSE W/ J. BLOOM & J. ALESSI RE: EDITS (.3); MEET W/ J. BLOOM RE: NPA OPINION (.3); BEGIN DRAFTING NPA OPINION (1.4).
GENTRY MA	12/08/04	6.80	DRAFT SCHEDULES FOR NPA & INDENTURE (3.6); CONVERT ATTACHED INSURANCE FORMS (.2); CONTINUE DRAFTING 8-A, READ RELATED DOCUMENTS (2.4); DRAFT GUARANTOR'S CERTIFICATE (.2); EMAIL A. HORVAT RE: FUNDS FLOW MEMORANDUM (.2); CALL W/ J. BLOOM RE: SCHEDULES (.1); CALL W/ J. BLOOM AND R. GREEBEL RE: WARRANT REGISTRATION ISSUES (.1).

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

GENTRY MA	12/09/04	7.20	<p>CONF. CALL W/ A. STRAUS, J. BLOOM, S. TEICHER, B. SILVERBERG, T. MATZ AND OTHERS RCN RE: CLOSING CHECKLISTS & DOCUMENTS (1.8); CALL W/ A. STRAUS, J. BLOOM & B. SILVERBERG TO S. ROTHWELL RE: NASDAQ LISTING (.3); MEET W/ A. STRAUS, J. BLOOM & B. SILVERBERG RE: NASDAQ LISTING & CLOSING DOCUMENT ACTIONS (.3); READ MEMO RE: NASDAQ LISTING REQUIREMENTS/TIMING (.5); CALL W/ J. BLOOM, B. SILVERBERG & FINANCIAL BALLOTING GROUP RE: AGENTS FOR VARIOUS EXISTING SECURITIES & AGREEMENTS (.5); MEET W/ J. BLOOM, B. SILVERBERG RE: COMMON STOCK REGISTRATION RIGHTS/CUSIPS/8-A/MARKET FOR COMMON STOCK (.8); CALL W/ SAME & D. SULLIVAN, R. DIEGNAN FROM MILBANK RE: COMMON STOCK MARKET & REGISTRATION (.2); CALL W/ J. BLOOM, A. HORVAT (RCN) & B. HAGGERTY (BLACKSTONE) RE: FUNDS FLOW MEMO (.3); CALL W/ J. BLOOM & R. KAPOOR RE: SIGNATURE REQUIREMENTS FOR CLOSING (.2); DRAFT TABLE OF ALL SIGNATURES REQUIRED FOR ALL DOCUMENTS RE: CLOSING (2.3).</p>
GENTRY MA	12/10/04	5.40	<p>CALL W/ A. HORVAT RE: PRESIDENT POSITION (.2); CALL W/ D. KORTREY RE: PRESIDENT POSITION, CLOSING DATE SIGNATURES (.2); UPDATE/REDRAFT SIGNATURE MEMO (1.8); ORGANIZE CUSIP DESIGNATIONS (.2); FINALIZE/DISTRIBUTE DISCLOSURE SCHEDULES (.4); RESEARCH RE: DGCL 221 CLASS TREATMENT (2.4); SPREADSHEET INFORMATION RE: NOTE SUBSCRIPTION FORM RESPONSES (.2).</p>
GENTRY MA	12/11/04	9.90	<p>RESEARCH RE: APPLICATION OF DGCL 221 TO ENTIRE CLASS OF DEBT (3.4); ENTER DATA FROM NOTE SUBSCRIPTION FORM RESPONSES INTO SPREADSHEET, VERIFY ACCURACY/CONTENT (2.8); CALL W/ J. BLOOM, R. GREEBEL RE: POSSIBLE ALTERNATIVE STRUCTURES TO ENABLE PLACEMENT OF LAMINAR DIRECTOR ON BOARD, WARRANT AGREEMENT, CLOSING CHECKLIST (.4); RESEARCH RE: DGCL 221 RE: BOARD VOTING/PROXY STATEMENTS W/ CONTRACT APPOINTED DIRECTORS (1.4); RE: DRAFT/UPDATE SIGNATURE MEMORANDUM W/ COMMENTS FROM R. KAPOOR, J. BLOOM, J. ALESSI AND CORRESPONDENCE AND PHONE CALLS W/ SAME (1.8); EMAIL TO AKIN GUMP RE: MISSING CROSS RECEIPT (.1).</p>

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

GENTRY MA	12/12/04	1.60	REVIEW COMMENTS TO WARRANT AGREEMENT FROM KELLEY DRYE (.4); UPDATE & FORMAT SPREADSHEET FOR NOTE SUBSCRIPTIONS (.6); EDIT INDENTURE RE: SCHEDULES (.3); CALL W/ J. BLOOM RE: CLOSING/DISCLOSURES/FUNDS FLOW MEMO/SUBSCRIPTION FORM/8-A (.3).
GENTRY MA	12/13/04	9.60	CONF. CALL W/ A. STRAUS, J. BLOOM & RCN RE: CLOSING MATTERS (1.4); REDRAFT CLOSING CHECKLIST W/ DETAIL (1.5); REVIEW FORM 8-A W/ B. SILVERBERG (.3); NOTE SUBSCRIPTION FORM RESPONSES, VERIFY/SPREADSHEET/CONTACT RE: MISSING INFORMATION/DEAL (6.4).
GENTRY MA	12/14/04	10.10	CALCULATE PRORATION FOR NOTE SUBSCRIPTION (.8); CALL INVESTORS TO VERIFY INFORMATION, UPDATE SPREADSHEETS AND RESOLVE INFORMATION DEFICIENCIES (9.3).
GENTRY MA	12/15/04	20.20	WORK ON CLOSING CHECKLIST (2.8); REVISE AND EDIT INDENTURE & NPA SCHEDULES (.6); REVISE AND EDIT PURCHASE SCHEDULES (.4); REVISE AND EDIT TAX & POWER OF ATTORNEY BREAKOUT (.4); REVISE AND EDIT OFFERING CIRCULAR DOCUMENTATION/ISSUES (16.0).
GENTRY MA	12/16/04	16.00	RESOLVE OFFERING ISSUES INCLUDING VERIFYING INFORMATION W/ INVESTORS, CORRECTING INCOMPLETE INVESTOR FORMS AND FOLLOWING UP ON UNRESOLVED ISSUES (12.0); PREPARE CLOSING CHECKLIST/DOCUMENTS (4.0).
GENTRY MA	12/17/04	13.40	PRE-CLOSING ROOM PREP. (.8); PRE-CLOSING DOCUMENT PREPARATION/ISSUES INCLUDING VERIFYING AND UPDATING REG RTS AGREEMENT, CS REG RTS, NOTE PURCHASE AGREEMENT, INDENTURE AND OFFICERS CERTIFICATES (10.0); EDIT/UPDATE OPINION (1.4); CONF. CALL RE: CLOSING ISSUES (1.2).
GENTRY MA	12/18/04	5.00	CLOSING PREPARATION INCLUDING MEET W/ D. KORTREY TO VERIFY, REVIEW DOCS.
GENTRY MA	12/19/04	10.50	CLOSING PREPARATION INCLUDING MEET W/ D. KORTREY TO VERIFY, REVIEW DOCS.
GENTRY MA	12/20/04	19.60	CLOSING PREPARATION INCLUDING MEET W/ D. KORTREY TO VERIFY, REVIEW DOCS.
GENTRY MA	12/21/04	11.00	CLOSING INCLUDING GETTING DOCS VERIFIED AND SIGNED BY D. KORTREY, WILLKIE FARR, AND WHITE AND CASE.
		164.10	
GREEBEL RA	12/16/04	4.00	REVISE WARRANT AGREEMENT.

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

GREEBEL RA	12/17/04	6.10	MEET W/ D. KORTREY RE: VARIOUS AGREEMENTS (.9); CONVERSATIONS W/ J. BAKER (.1) AND J. DUBEL (.3), CONF. CALL W/ RCN RE: AGREEMENTS (1.0).
GREEBEL RA	12/20/04	2.50	CONVERSATION W/ E. MICHAEL RE: VARIOUS ISSUES REGARDING EMERGENCE.
GREEBEL RA	12/21/04	2.90	CONVERSATIONS W/ E. MICHAEL RE: EMERGENCE (1.1); CONVERSATIONS RE: MICROWAVE SALE (.8); REVIEW REVISED SALE AGREEMENT (1.0).
		15.50	
KELLY BP	12/15/04	1.00	RESPOND TO INQUIRY FROM L/C HOLDER RE: EXIT FACILITY AND AUTHORIZATIONS.
KELLY BP	12/17/04	0.60	MEET WITH D. KORTREY TO COORDINATE FINANCING DOCUMENTS.
		1.60	
MORRIS FD	12/01/04	1.10	WORK RE: APPEAL DISMISSAL STIPULATION (.4); T. CONF. W/ M. STAMER RE: TEJAS MOTION (.2); WORK RE: WITHDRAWAL OF TEJAS MOTION (.3); T. CONF. W/ M. STAMER RE: SAME (.2).
MORRIS FD	12/02/04	0.20	LETTER TO N. MUNZBERG RE: STIPULATION AND ORDER.
MORRIS FD	12/03/04	0.10	T. CONF. W/ M. STAMER RE: OMNIBUS HEARING.
MORRIS FD	12/13/04	2.30	T. CONF. W/ S. SINGER RE: CONVERTIBLE SUBSCRIPTION (.2); WORK RE: CONVERTIBLE NOTE PLACEMENT AND SUBSCRIPTION EVALUATION (2.1).
MORRIS FD	12/14/04	1.90	T. CONF. W/ J. DUBEL RE: PLACEMENT OF CONVERTIBLE NOTES (.3); T. CONF. W/ D. ROYSTER RE: PLACEMENT ISSUES (.3); WORK RE: CONVERTIBLE PLACEMENT ISSUES (1.1); T. CONF. W/ J. DUBEL RE: CONVERTIBLE PLACEMENT (.2).
MORRIS FD	12/17/04	0.20	WORK RE: SECOND-LIEN ALLOCATION.
		5.80	
TAOUCHANOVA VE	12/14/04	8.10	REVIEW AGREEMENTS RE: LIMITATIONS OF DEBT, GUARANTEES AND LIENS.
TAOUCHANOVA VE	12/15/04	7.80	REVIEW AGREEMENTS RE: LIMITATIONS OF DEBT, GUARANTEES AND LIENS.
TAOUCHANOVA VE	12/16/04	7.90	REVIEW AGREEMENTS RE: LIMITATIONS OF DEBT, GUARANTEES AND LIENS.
		23.80	
TOUSSI S	12/01/04	0.80	REVIEW EXIT FINANCING CHECKLIST AND RELATED CLOSING DOCUMENTS.

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

TOUSSI S	12/07/04	1.20	ADDRESS ISSUES RE: EXIT FINANCING, RESPOND TO CORRESPONDENCE (.6); ADDRESS ISSUES RE: CONVERTIBLE SECOND-LIEN NOTES FINANCING AND LAMINAR BOARD DIRECTORS (.6).
TOUSSI S	12/13/04	1.90	ADDRESS AND RESOLVE ISSUES RE: FINANCING DOCUMENTS, INCLUDING SECOND-LIEN AND FIRST-LIEN DOCUMENTS (1.1); REVIEW PURCHASE AGREEMENTS AND ADDRESS ISSUES RE: BONDHOLDERS AND STOCK DISTRIBUTIONS (.8).
TOUSSI S	12/15/04	1.20	ADDRESS AND RESOLVE ISSUES RE: FIRST AND SECOND-LIEN CLOSINGS (.8); VARIOUS CORRESPONDENCE WITH TEAM MEMBERS RE: SAME (.4).
TOUSSI S	12/16/04	1.10	ADDRESS AND RESOLVE ISSUES RE: FIRST AND SECOND-LIEN FINANCINGS, VARIOUS CORRESPONDENCE RE: SAME.
TOUSSI S	12/19/04	2.30	ADDRESS AND RESOLVE ISSUES RE: CLOSING OF FIRST, SECOND AND THIRD-LIEN FINANCINGS (1.5); ADDRESS AND RESOLVE SECURITIES AND CORPORATE LAW ISSUES RE: FINANCINGS (.8).
TOUSSI S	12/20/04	2.80	ADDRESS AND RESOLVE ISSUES RE: CLOSING OF FIRST, SECOND AND THIRD-LIEN FINANCINGS, REVIEW CLOSING DOCUMENTS (1.5); VARIOUS CORRESPONDENCE WITH CREDITORS' COMMITTEE RE: STATUS OF CLOSING AND ADDRESSING SECURITIES AND CORPORATE LAW ISSUES RE: FINANCINGS (1.3).
TOUSSI S	12/21/04	3.60	VARIOUS CORRESPONDENCE WITH BANKING AND CORPORATE TEAM RE: ADDRESSING AND RESOLVING ISSUES RE: FIRST, SECOND AND THIRD-LIEN FINANCINGS (2.5); CORRESPONDENCE WITH CREDITORS' COMMITTEE COUNSEL RE: ADDRESSING OUTSTANDING CORPORATE AND SECURITIES LAW ISSUES RE: FINANCINGS (1.1).
		14.90	
Total Associate		722.90	
CUNNINGHAM M	12/14/04	12.90	ASSIST WITH CONFIRMING THAT INFORMATION IN MASTER EXCEL SPREADSHEET MATCHED SUBSCRIPTION INFORMATION OBTAINED FROM PURCHASERS (5.2); VERIFY CALCULATIONS BASED ON PROOF OF CLAIM FORMS (4.2); ASSIST WITH DRAFTING OF SCHEDULES 1 AND 2 (3.5).

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

CUNNINGHAM M	12/15/04	14.00	ASSEMBLE COMPLETE COMPILATION OF ALL FORMS OF POWER OF ATTORNEY AND TAX FOR EACH ENTITY (4.8); ASSIST WITH VERIFYING INFORMATION STILL OUTSTANDING FOR SUBSCRIPTION (5.1); SCAN ALL LETTERS TO BE SENT OUT TO PURCHASERS (1.5); RESOLVE CONFUSION OVER BANK OF AMERICA LETTERS (.4); ORGANIZE ALL DOCUMENTS RECEIVED FOR SUBSCRIPTION (2.2).
CUNNINGHAM M	12/16/04	10.10	OBTAIN/ORDER RE: OFFICER'S CERTIFICATES, PRINTED AND PLACED IN FOLDERS (6.2); SENT FAX COPIES OF POA'S TO ENTITIES WITH FORMS OUTSTANDING (1.1); VERIFY RECEIPT OF ALL NECESSARY DOCUMENTS FROM PURCHASERS, ASSEMBLE CONTENTS OF FOLDERS FOR PRE-CLOSING (2.8).
CUNNINGHAM M	12/17/04	9.70	COORDINATE CLOSING/MEETING OF UPDATED CLOSING CHECK LIST (1.1); REVISE GUARANTOR CERTIFICATES (2.5); OBTAIN FINAL OUTSTANDING POA FORMS AND SCANNED TO PDF (1.7); PRINT NECESSARY AGREEMENTS, ASSEMBLED CLOSING RACKS, ASSIST ATTORNEYS WITH CHECKING FOR COMPLETION OF SIGNATURES (4.4).
CUNNINGHAM M	12/18/04	3.70	REVISE DATES ON OFFICER'S CERTIFICATES (2.6); HELP ARRANGE CLOSING ROOM (1.1).
CUNNINGHAM M	12/19/04	6.40	ASSIST WITH SIGNING.
CUNNINGHAM M	12/20/04	4.20	UPDATED CLOSING CHECKLIST.
CUNNINGHAM M	12/21/04	9.00	COORDINATE CLOSING/MEETING OF ALL SIGNATORIES IN OFFICE (7.0); FINALIZE CLOSING ROOM CONTENTS (2.0).
		70.00	
KWON M	12/08/04	3.50	ASSEMBLE THE UCC SEARCH RESULT CHART.
KWON M	12/09/04	4.00	ASSIST W/ DRAFTING OF THE UCC SEARCH RESULT CHART.
KWON M	12/11/04	8.40	ASSEMBLE THE UCC TERMINATION DOCUMENTS.
KWON M	12/12/04	3.50	ASSEMBLE THE IN-LIEU STATEMENTS AND TERMINATION STATEMENTS.
KWON M	12/17/04	5.50	ASSIST W/ CLOSING.
		24.90	
PFANSTIEL ZD	12/19/04	4.60	ASSIST W/ PRE-CLOSING.
PFANSTIEL ZD	12/21/04	9.50	ASSIST W/ CLOSING.
		14.10	

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

SALAZAR AG	12/15/04	15.90	COORDINATE CLOSING/MEETING OF RCN CORPORATION EXIT FINANCING.
SALAZAR AG	12/16/04	8.30	COORDINATE CLOSING/MEETING OF RCN EXIT FINANCING.
SALAZAR AG	12/17/04	0.30	COORDINATE CLOSING/MEETING OF RCN EXIT FINANCING.
SALAZAR AG	12/20/04	8.40	COORDINATE CLOSING/MEETING OF RESPOND TO ATTORNEY REQUESTS IN PREPARATION FOR EXIT FINANCING.
SALAZAR AG	12/21/04	5.00	COORDINATE CLOSING/MEETING OF RESPOND TO ATTORNEY REQUESTS FOR EXIT FINANCING.

37.90

Total Legal Assistant 146.90

WILSON JM	12/02/04	5.20	COORDINATE UCC FINANCING STATEMENTS.
WILSON JM	12/03/04	0.50	COORDINATE UCC FINANCING STATEMENTS.
WILSON JM	12/06/04	0.70	COORDINATE UCC SEARCHES (.5); COORDINATE UCC FINANCING STATEMENTS (.2).
WILSON JM	12/07/04	2.70	COORDINATE UCC SEARCHES.
WILSON JM	12/08/04	2.00	COORDINATE UCC SEARCHES.
WILSON JM	12/09/04	0.70	COORDINATE UCC SEARCHES.
WILSON JM	12/10/04	0.20	COORDINATE UCC SEARCHES.
WILSON JM	12/13/04	0.50	COORDINATE UCC SEARCHES.
WILSON JM	12/17/04	0.20	COORDINATE UCC SEARCHES.
WILSON JM	12/20/04	0.20	COORDINATE UCC FINANCING STATEMENTS.

12.90

Total Legal Assistant 12.90
Specialist

DAVIS RG	12/14/04	6.70	PREPARE DISTRIBUTION OF TAX FORMS AND POWER OF ATTORNEY.
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6.70

KAISSAR K	12/16/04	6.10	ASSIST W/ PRE-CLOSING.
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6.10

KAPLAN HB	12/19/04	9.20	NOTARIZE GRANTS, MORTGAGES, ETC.
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9.20

PIZARRO RR	12/13/04	6.00	ASSIST W/ DUE DILIGENCE.
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6.00

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

SCHNEIDER NJ	12/13/04	5.20	REVISE THE RCN NOTE SUBSCRIPTION RESPONSE FORM CHART.
		5.20	
Total Legal Assistant Support		33.20	
TOTAL TIME		<u>933.90</u>	

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

RCN Corporation (DIP)
Insurance

Bill Date: 01/20/05
Bill Number: 1042875

NAME	DATE	HOURS	DESCRIPTION
DAVIS EM	11/01/04	2.50	CONTINUE REVISING KEMPER TERM SHEET (1.0); CALL WITH R. HAMMER ON PARAMETERS ON SAME (.3); CONF. CALL WITH KEMPER'S COUNSEL ON SAME (1.2).
DAVIS EM	11/02/04	3.10	CONTINUE ADDRESSING KEMPER SETTLEMENT ISSUES, INCLUDING CALLS WITH COMMITTEE AND KEMPER'S COUNSEL (1.2); REVIEW AND REVISE TERM SHEET PER CONVERSATIONS WITH J. DUBEL AND R. HAMMER (.7); REVIEW APPLICABLE POLICIES AS SAME RELATE TO DISPUTE RESOLUTION (1.2).
DAVIS EM	11/03/04	1.80	REVISE TERM SHEET (.6); CALL WITH COMMITTEE COUNSEL ON SAME (.2); CALL WITH R. HAMMER ON DISPUTE RESOLUTION MECHANISMS (1.0).
DAVIS EM	11/17/04	0.60	REVIEW LATEST COMMUNICATIONS RE: KEMPER SETTLEMENT.
DAVIS EM	11/19/04	2.60	REVIEW AND ADDRESS COMMENTS ON KEMPER TERM SHEET (.7); BEGIN DUE DILIGENCE ON CHUBB ISSUES - INCLUDING CORRESPONDENCE WITH R. HAMMER AND D. ROYSTER (1.9).
DAVIS EM	11/29/04	2.50	CONTINUE TO ADDRESS ISSUES RE: KEMPER SETTLEMENT AND REVISIONS TO SAME (.9); REVIEW COMPLAINTS AND FORM OF INSURANCE AND BEGIN DRAFTING EXEC. SUMMARY RE: ISSUES (1.3); CALL WITH D. ROYSTER ON SAME (.3).
DAVIS EM	11/30/04	3.10	CONT. DRAFTING EXEC. SUMMARY FOR COVERAGE ISSUES AND CIRCULATE SAME (1.1); CALLS WITH D. ROYSTER AND R. HAMMER ON RESPONDING TO CHUBB (.8); ADDRESS ISSUES RE: KEMPER SETTLEMENT WITH R. HAMMER (.2); CALL TO J. TECCE ON KEMPER SETTLEMENT (.3); REVIEW COMPLAINTS FILED IN ERISA SUITS (.7).
DAVIS EM	12/01/04	2.90	CONT. WORK ON TERM SHEET AND COMMITTEE AGREEMENT ON SAME (.9); CALL TO D. SULLIVAN ON SAME (.2); CONTINUE REVIEW AS TO FIDUCIARY POLICY AND RESERVATION RIGHTS ISSUES (1.4); BEGIN TO DRAFT MEMO AND LETTER ON SAME (.4).
DAVIS EM	12/02/04	0.90	CONTINUE WORK ON FIDUCIARY CLAIMS IN CONNECTION WITH CHUBB AND ERISA CLAIMS.

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

DAVIS EM	12/09/04	3.10	PREP. FOR AND PARTICIPATE IN CONF. CALL WITH COMPANY AND COMMITTEE RE: NEW FIDUCIARY AND D&O POLICIES (1.1); CALL WITH J. DUBEL RE: FIDUCIARY SUITS AND COVERAGE (.7); CALL WITH R. HAMMER RE: KEMPER, PAYMENT ON POLICIES AND EARLY CLOSING (.5); WORK ON FIDUCIARY POLICY COVERAGE LETTER (.2); REVIEW AND REVISE KEMPER STIPULATION AND ORDER (.6).
DAVIS EM	12/13/04	0.40	CONTINUE WORK ON CLOSING KEMPER SETTLEMENT INCLUDING RECONCILING NUMBERS FOR SETTLEMENT.
DAVIS EM	12/14/04	1.10	CONTINUE WORK ON CLOSING KEMPER SETTLEMENT (.3); CALLS WITH R. HAMMER ON SAME (.4); CALL WITH J. DUBEL ON SAME (.1); WORK WITH M. DESGROSSEILLIERS ON STRATEGY ON SAME (.3).
		24.60	
Total Partner		24.60	
DEGROSSEILLIERS ML	12/01/04	2.00	PREPARE FOR HEARING RE: KEMPER CLAIM OBJECTION (.7); CONTINUE TO REVIEW/REVISE STIPULATION RESOLVING KEMPER CLAIM AND OBJECTION THERETO (.9); REVIEW KEMPER POLICIES (.4).
DEGROSSEILLIERS ML	12/02/04	0.90	CONTINUE TO REVIEW/REVISE STIPULATION RE: KEMPER INSURANCE COMPANIES.
DEGROSSEILLIERS ML	12/06/04	0.20	HEARING PREPARATION RE: KEMPER.
DEGROSSEILLIERS ML	12/07/04	0.90	CONTINUE TO REVIEW/REVISE STIPULATION WITH KEMPER.
DEGROSSEILLIERS ML	12/08/04	1.40	CONTINUE TO REVIEW/REVISE STIPULATION RE: KEMPER.
DEGROSSEILLIERS ML	12/09/04	1.30	CONTINUE TO REVIEW/REVISE KEMPER STIPULATION (.8); ANALYZE ISSUES RE: ESTABLISHMENT OF FUND (.4); TELEPHONE CALL WITH R. HAMMER RE: SAME (.1).
DEGROSSEILLIERS ML	12/10/04	2.20	CONTINUE TO REVIEW/REVISE STIPULATION RE: KEMPER (1.8); RESEARCH RE: FUNDING OF SAME (.4).
DEGROSSEILLIERS ML	12/13/04	1.30	REVIEW CHART RE: KEMPER CASH BALANCE (.2); MULTIPLE COMMUNICATIONS WITH COUNSEL FOR KEMPER RE: SAME (.3); CONTINUE TO ANALYZE ISSUES RE: ESTABLISHING ESCROW FOR KEMPER SETTLEMENT FUNDS (.8).
DEGROSSEILLIERS ML	12/14/04	0.80	ANALYZE ISSUES RE: ESTABLISHMENT OF FUND IN CONNECTION WITH KEMPER SETTLEMENT.

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

DEGROSSEILLIERS ML	12/15/04	1.30	CONTINUE TO ANALYZE ISSUES RE: SETTLEMENT OF KEMPER CLAIMS AND ESTABLISHMENT OF ESCROW.
DEGROSSEILLIERS ML	12/16/04	1.90	REVIEW LETTER OF CREDIT FOR KEMPER RE: CANCELLATION OF SAME (.3); RESEARCH RE: SAME (.8); REVIEW OUTSTANDING AMOUNTS OWED TO KEMPER AND RELATED ISSUES (.2); COMMUNICATIONS WITH COUNSEL FOR KEMPER RE: SETTLEMENT AND RELEASE OF LETTER OF CREDIT (.6).
DEGROSSEILLIERS ML	12/17/04	1.30	CONTINUE TO ANALYZE ISSUES RE: SETTLEMENT WITH KEMPER (.9); CONVERSATIONS WITH KEMPER COUNSEL RE: SAME (.2); CONVERSATION WITH CLIENTS RE: SAME (.2).
DEGROSSEILLIERS ML	12/19/04	0.60	CONTINUE TO ANALYZE ISSUES RE: KEMPER SETTLEMENT AND FINALIZATION OF SAME.
DEGROSSEILLIERS ML	12/20/04	3.70	CONTINUE TO ANALYZE ISSUES RE: KEMPER SETTLEMENT AND RELEASE OF LETTER OF CREDIT (.9); TELEPHONE CALLS TO KEMPER'S COUNSEL RE: SAME (.2); TELEPHONE CALLS FROM R. HAMMER RE: SAME (.1); PREPARE/DRAFT LETTER TO KEMPER'S COUNSEL RE: REVISIONS TO TERM SHEET (1.2); REVIEW LETTER RE: RELEASE OF LETTER OF CREDIT AND LETTER OF CREDIT APPLICATION (.4); RESEARCH RE: CLAIM FOR INTEREST ON ACCOUNT HELD BY KEMPER (.9).
DEGROSSEILLIERS ML	12/21/04	3.10	CONTINUE TO REVIEW/REVISE LETTER OF CREDIT RELEASE LETTER RE: KEMPER (.2); CONTINUE TO REVIEW/REVISE TERM SHEET (1.7); TELEPHONE CALLS WITH R. HAMMER RE: SAME (.3); TELEPHONE CALLS WITH COUNSEL FOR KEMPER RE: SAME (.2); RESEARCH RE: MODIFICATIONS TO TERM SHEET (.7).
		22.90	
SILVERBERG BS	11/30/04	2.70	T/C W/M. LEVITT, G. DAY RE: AIG INSURANCE ASSUMPTION ISSUES (.5); WORK RE: ASSUMPTION MOTION AND ORDER WITH RESPECT TO INSURANCE ISSUES (1.9); WORK REGARDING ST. PAUL INSURANCE BUYOUT (.3).
SILVERBERG BS	12/02/04	1.10	DRAFT STIPULATION W/ AIG REGARDING ASSUMPTION OF INSURANCE PROGRAM (.8); WORK RE: ST. PAUL BUYOUT (.1); T/C W/ B. DIBASO, M. BOARDMAN AT ST. PAUL RE: SAME (.2).
SILVERBERG BS	12/03/04	2.00	WORK REGARDING STIPULATION WITH AIG WITH RESPECT TO INSURANCE PROGRAMS.
SILVERBERG BS	12/06/04	0.20	WORK RE: AIG INSURANCE PROGRAM ISSUES.

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

SILVERBERG BS	12/07/04	2.90	REVIEW AND REVISE STIPULATION WITH RESPECT TO ASSUMPTION OF INSURANCE PROGRAMS WITH AIG (2.5); T/C W/D. KORTREY RE: SAME (.4).
		8.90	
Total Associate		31.80	
TOTAL TIME		<u>56.40</u>	

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

RCN Corporation (DIP)
Leases (Real Property)

Bill Date: 01/20/05
Bill Number: 1042875

NAME	DATE	HOURS	DESCRIPTION
MATZ TJ	12/03/04	0.30	REVIEW AND COMMENT RE: 825 THIRD AVENUE SETTLEMENT AGREEMENT.
		0.30	
Total Counsel		0.30	
DAY GR	12/20/04	2.10	REVISE AND EXECUTE SETTLEMENT AGREEMENT RE: 825 THIRD AVE. (1.3); REVIEW PAYMENT ISSUES RE: SETTLEMENT AGREEMENT (.8).
DAY GR	12/21/04	0.80	REVIEW ISSUES AND DRAFT AMENDMENT RE: CDC SECURITY DEPOSIT.
		2.90	
KELLY BP	12/13/04	0.20	SETTLEMENT ISSUE RE: 825 3RD AVENUE LEASE.
		0.20	
Total Associate		3.10	
TOTAL TIME		<u>3.40</u>	

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

RCN Corporation (DIP)
Litigation (General)

Bill Date: 01/20/05
Bill Number: 1042875

NAME	DATE	HOURS	DESCRIPTION
DAVIS EM	12/01/04	3.70	CONTINUE TO PREPARE FOR 12/8 HEARING ON CITY SETTLEMENT HEARING, INCLUDING WORK ON WITNESS AND FACT PRESENTATION FOR MOTION (1.8); REVIEW CAC SETTLEMENT AGREEMENT AND COMMENT ON SAME (.7); PREPARE FOR AND PARTICIPATE IN CONF. CALL WITH K. SMOOT AND J. KIDDOO ON SAME (1.2).
DAVIS EM	12/02/04	3.60	CONT. PREPARE FOR CITY SETTLEMENT HEARING, INCLUDING CALLS WITH K. SMOOT AND T. MCKAY RE: WITNESSES (1.9); REVIEW AND REVISE INITIAL DRAFT OF DECLARATION OF T. MCKAY (.3); CALL WITH J. TECCE RE: FORM OF ORDER (.4); REVIEW AND COMMENT ON LATEST DRAFT OF CAC SETTLEMENT AGREEMENT (.4); BEGIN TO REVIEW CAC SETTLEMENT MOTION (.6).
DAVIS EM	12/03/04	2.20	CALL WITH T. MCKAY RE: DECLARATION AND PREPARATION FOR TRIAL (.6); PREPARATION FOR HEARING AND FINALIZE DECLARATION FOR SAME (.4); REVIEW LATEST DRAFT OF CAC SETTLEMENT AND COMMENT ON SAME (.6); CALL WITH J. TECCE ON CITY'S POSITION ON PROOF OF CLAIM (.4); REVIEW EMAILS ON SAME (.2).
DAVIS EM	12/06/04	3.10	CALLS WITH T. MCKAY ON FACT PRESENTATION FOR HEARING (.8); REVISE OUTLINE ON PRESENTATION (.9); CALL WITH J. TECCE ON LATEST DISCUSSIONS WITH COMMITTEE ON PROOF OF CLAIM ISSUES (.4); PREPARATION FOR AND PARTICIP. IN CONF. CALL ON CAC SETTLEMENT (.7); REVIEW AND COMMENT ON AGENDA ON SAME (.3).
DAVIS EM	12/07/04	5.10	CAC SETTLEMENT-REVIEW FINALIZED AGREEMENT (.3); COMMUNICATION BY EMAIL WITH D. HAMILTON ON SAME (.4); CALL WITH J. KIDDOO ON FINAL OUTCOME (.2); CALLS WITH T. MCKAY ON EVIDENCE PRESENTATION AND DECLARATION AND TRAVEL AND TIMING (.8); WORK ON PRESENTATION FOR HEARING (.9); CALLS WITH J. PACE, A. KADISH AND E. TRYBAN TELSER RE: ISSUES WITH COMMITTEE (1.9); REVIEW LATEST ITERATION OF CAC SETTLEMENT AND PRESENTATION TO COURT ON SAME (.6).

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

DAVIS EM	12/08/04	6.40	REVIEW AND REVISE 9019 MOTION ON CAC (1.2); CALL TO J. TECCE ON SAME (.2); CALL WITH K. SMOOT ON TESTIFYING (.7); DRAFT DECLARATION AND GET K. SMOOT TO SIGN AND FILE SAME (1.0); PREPARATION FOR HEARING AND REVISE PRESENTATION OUTLINE (.8); MTG. WITH T. MCKAY RE: TESTIFYING (1.0); MEET WITH CITY AND COMMITTEE TO RESOLVE HEARING/ORDER ISSUES (.6); PRESENTATION IN COURT (.8); MTG. WITH COMMITTEE ON CAC (.1).
DAVIS EM	12/09/04	2.80	CONTINUE REVISING AND TAKING COMMENTS ON 9019 MOTION AND ORDER, AND MOTION TO SHORTEN (1.3); CALL WITH J. KIDDOO ON SAME (.3); CALL WITH J. TECCE ON COMMITTEE'S COMMENTS (.2); REVIEW EMAILS RE: POSITION OF COURT ON HEARING DATE AND NEED FOR ATTORNEY AFFIDAVIT (.4); REVIEW SUGGESTIONS BY CAC TO ORDER (.1); WORK ON K. SMOOT DECLARATION (.5).
DAVIS EM	12/10/04	4.20	CALLS WITH J. KIDDOO RE: FORM OF CAC MOTION (.8); CALL WITH M. DESGROSSEILLIERS RE: ATTY. AFFID. PER REQUEST OF COURT (.3); REVIEW AND COMMENT ON SAME (.4); REVIEW AND FINALIZE CAC MOTION, ORDER, MOTION TO SHORTEN AND SMOOT DECLARATION (1.8); CALL WITH K. SMOOT ON WITNESS PREPARATION FOR CAC HEARING, IF NECESSARY (.7); CALL TO D. SULLIVAN RE: COMMITTEE'S POSITION ON CAC ORDER (.2).
DAVIS EM	12/13/04	2.60	PREPARE FOR AND PARTICIPATE IN CONF. CALL WITH K. SMOOT AND J. KIDDOO AND T. MCKAY ON CLOSING CAC AND CHICAGO SETTLEMENTS (.9); CALL WITH K. SMOOT RE: HEARING (.3); BEGIN PREPARATION FOR HEARING, INCLUDING Q&A FOR K. SMOOT (.7); REVIEW AND ANALYZE EMAIL FROM M. DESGROSSEILLIERS RE: BONDS AND CLOSING (.4); REVIEW AND REVISE WAIVER LETTER (.2); CALL WITH J. KIDDOO ON SAME AND ON FINALITY ISSUE (.1).
DAVIS EM	12/14/04	1.40	REVIEW AND COMMENT ON ISSUES RE: FINALITY WITH CAC TO EFFECTUATE SETTLEMENT (.7); CALL WITH J. KIDDOO ON SAME (.2); CALLS WITH K. SMOOT RE: TESTIFYING IN CAC HEARING (.5).

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

DAVIS EM	12/15/04	4.00	REVIEW HEARING OUTLINE (1.9); CALLS WITH K. SMOOT RE: NO OBJECTION AND HEARING (.4); REVIEW DOCKET RE: HEARING AND COMMUNICATE NO OBJECTION POINT TO D. ROYSTER AND J. KIDDOO (.5); CALL WITH A. KADISH OF CITY RE: CAC SETTLEMENT HEARING (.2); REVIEW CORRESPONDENCE RE: "FINALITY" ISSUE AND RESPOND TO SAME (.3); CONT. LIMITED PREPARATION FOR HEARING (.3); REVIEW CORRESPONDENCE RE: COURT'S REQUEST TO HAVE SOMEONE AT HEARING IN EVENT SOMEONE SHOWS AND OBJECTS TO CAC SETTLEMENT (.4).
DAVIS EM	12/16/04	3.40	MEET WITH AND PREPARATION K. SMOOT FOR HEARING (1.2); REVIEW LEGAL AND FACTUAL PRESENTATION TO BE MADE TO JUDGE (.6); ATTEND HEARING (.7); CALLS WITH D. ROYSTER (.1) AND J. KIDDOO (.4) RE: RESULTS OF HEARING; MEET WITH K SMOOT RE: CONDITIONS TO EFFECTIVENESS (.4).
DAVIS EM	12/20/04	0.40	RESPOND TO INQUIRIES BY J. PACE.
		42.90	
Total Partner		42.90	
MCDERMOTT MA	12/06/04	2.60	CALL E. DAVIS RE: SETTLEMENT W/ CITY OF CHICAGO AND RELATED ITEMS (.1); REVIEW SPEAKING OUTLINE AND MOTION, AGREEMENT AND RELATED PAPERS CONCERNING SETTLEMENT OF LITIGATION WITH CITY OF CHICAGO IN PREPARATION FOR HEARING ON SAME (1.0); DRAFT PROPOSED LANGUAGE FOR INCLUSION IN CONFIRMATION ORDER RELATING TO APPROVAL OF SAME BY CITY (.3); CONTINUE TO PREPARE DISCUSSION POINTS IN FURTHERANCE OF SETTLEMENT (1.2).
MCDERMOTT MA	12/07/04	0.50	UPDATE SPEAKING OUTLINE RE: SETTLEMENT W/ CITY OF CHICAGO (.3); CALL E. DAVIS RE: SAME (.2).
		3.10	
Total Counsel		3.10	
DEGROSSEILLIERS ML	12/01/04	5.10	CONTINUE TO REVIEW/REVISE SETTLEMENT NOTICE, MOTION AND ORDER RE: CAC SETTLEMENT (2.3); RESEARCH RE: SAME (.8); REVIEW DRAFT SETTLEMENT WITH CAC (.4); TELEPHONE CALL WITH CLIENT AND J. KIDDOO RE: SAME (.2); PREPARE FOR HEARING RE: SETTLEMENT WITH THE CITY OF CHICAGO (1.4).

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

DEGROSSEILLIERS ML	12/02/04	5.20	CONTINUE TO REVIEW/REVISE NOTICE, MOTION AND ORDER RE: SETTLEMENT WITH CAC (1.7); RESEARCH RE: SAME (.8); REVIEW CAC SETTLEMENT (.4); CONTINUE TO PREPARE FOR HEARING RE: CITY SETTLEMENT (2.3).
DEGROSSEILLIERS ML	12/06/04	1.40	ANALYZE ISSUES RE: CAC SETTLEMENT (.6); TELEPHONE CALL WITH CLIENT RE: STATUS OF SAME (.3); REVIEW PROPOSED CHANGES TO CAC SETTLEMENT (.3); HEARING PREPARATION RE: CITY OF CHICAGO SETTLEMENT (.2).
DEGROSSEILLIERS ML	12/07/04	5.70	CONTINUE TO REVIEW/REVISE MOTION AND ORDER RE: CAC SETTLEMENT (1.1); REVIEW/REVISE CAC SETTLEMENT AGREEMENT (.6); RESEARCH RE: CAC SETTLEMENT (.8); ADDRESS PLAN ISSUES RE: CAC AND CITY SETTLEMENT (2.3); REVIEW/REVISE CITY SETTLEMENT ORDER AND PREPARE SAME FOR PRESENTATION TO COURT (.9).
DEGROSSEILLIERS ML	12/08/04	4.70	HEARING PREPARATION RE: CITY OF CHICAGO SETTLEMENT (.9); TELEPHONE CALL WITH CITY OF CHICAGO RE: CONFIRMATION ORDER AND SETTLEMENT ISSUES (.1); ANALYZE ISSUES RE: SAME (.3); CONTINUE TO REVIEW/REVISE SETTLEMENT MOTION AND ORDER WITH CAC (1.7); REVIEW CAC SETTLEMENT AGREEMENT RE: SAME (.6); PREPARE/DRAFT MOTION AND ORDER TO SHORTEN NOTICE RE: SAME (1.1).
DEGROSSEILLIERS ML	12/09/04	7.50	REVIEW/REVISE MOTION AND ORDER RE: APPROVAL OF CAC SETTLEMENT (4.7); REVIEW CAC SETTLEMENT AGREEMENT (.4); CONTINUE TO PREPARE/DRAFT MOTION AND ORDER RE: SHORTENING NOTICE (.9); RESEARCH RE: SAME (.7); REVIEW/REVISE SAME (.6); PREPARE/DRAFT AFFIDAVIT RE: SAME (.2).
DEGROSSEILLIERS ML	12/10/04	4.40	CONTINUE TO REVIEW/REVISE MOTION AND ORDER RE: CAC SETTLEMENT (1.4); CONTINUE TO REVIEW/REVISE MOTION AND ORDER RE: SHORTENING NOTICE ON SAME (1.2); WORK ON SERVICE ISSUES MOTIONS AND ORDERS FILED AND ENTERED (1.1); RESEARCH ISSUES RE: WAIVING FINALITY OF ORDERS (.7).
DEGROSSEILLIERS ML	12/13/04	1.10	ATTEND CONF. CALL RE: FINALITY AND SETTLEMENT ORDERS FOR CHICAGO AND THE CAC (.4); WORK ON LANGUAGE RE: WAIVER OF FINALITY (.4); ANALYZE ISSUES RE: SAME (.3).
DEGROSSEILLIERS ML	12/14/04	2.40	PREPARE FOR HEARING RE: CAC SETTLEMENT MOTION (2.1); WORK ON SERVICE ISSUES RE: SAME (.3).

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

DEGROSSEILLIERS ML	12/15/04	1.70	CONTINUE TO PREPARE FOR HEARING RE: CAC SETTLEMENT MOTION.
DEGROSSEILLIERS ML	12/16/04	1.80	ADDRESS ISSUES RE: EFFECTIVE DATE OF SETTLEMENT WITH CAC AND THE CITY (.4); ADDRESS ISSUES RE: ENTRY OF ORDER SETTLING CAC MATTERS (.3); FOLLOW UP RE: CAC AND CITY SETTLEMENT (1.1).
DEGROSSEILLIERS ML	12/20/04	0.10	WORK ON SERVICE ISSUES RE: RCN- CHICAGO SETTLEMENT.
		41.10	
MORRIS FD	12/01/04	1.40	WORK RE: RESPONSE TO COMMITTEE LITIGATION DILIGENCE REQUESTS (.8); T. CONF. W/ P. PASANANTE RE: SAME (.3); ANALYSIS RE: RELEASE MODIFICATIONS (.3).
MORRIS FD	12/02/04	0.20	T. CONF. W/ J. KATZ RE: COMMITTEE INFORMATION REQUEST.
MORRIS FD	12/03/04	0.30	WORK RE: RESPONDING TO COMMITTEE INFORMATION REQUEST.
MORRIS FD	12/15/04	0.90	T. CONF. W/ D. SULLIVAN RE: JOYCE CLAIMS, ASSET SALE (.2); LETTERS TO R. BERNARD RE: JOYCE CLAIMS (.3); WORK RE: RECONCILIATION OF JOYCE CLAIMS (.4).
MORRIS FD	12/16/04	0.60	T. CONF. W/ D. KORTREY RE: JOYCE CLAIMS (.3); WORK RE: CLAIMS RECONCILIATION (.3).
MORRIS FD	12/17/04	0.90	WORK RE: DISPOSITION OF JOYCE CLAIMS (.4); T. CONF. W/ R. BERNARD, D. SULLIVAN, G. DAY RE: JOYCE CLAIMS (.5).
MORRIS FD	12/20/04	0.50	WORK RE: JOYCE CLAIMS (.2); REVIEW ERISA PLAINTIFF'S MOTION TO MODIFY PLAN INJUNCTION (.3).
		4.80	
SILVERBERG BS	12/02/04	0.20	WORK RE: AFFIDAVIT OF SERVICE RE: CHICAGO LITIGATION.
SILVERBERG BS	12/10/04	2.60	WORK REGARDING CAC/CITY OF CHICAGO SETTLEMENT.
SILVERBERG BS	12/14/04	0.20	WORK ON ISSUES RE: CHICAGO SETTLEMENT.
		3.00	
Total Associate		48.90	
TOTAL TIME		<u>94.90</u>	

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

RCN Corporation (DIP)
Nonworking Travel Time

Bill Date: 01/20/05
Bill Number: 1042875

NAME	DATE	HOURS	DESCRIPTION
DAVIS EM	12/07/04	1.90	TRAVEL TO NYC FOR EVIDENTIARY HEARING ON CITY SETTLEMENT AND PREPARATION ON TRAIN.
DAVIS EM	12/08/04	3.30	TRAVEL TO HEARING WITH MCKAY; TRAVEL BACK FROM HEARING WITH T. MCKAY; TRAVEL BACK TO WILMINGTON WITH D. ROYSTER AND DISCUSS CAC (1.9).
DAVIS EM	12/16/04	1.50	TRAVEL TO COURT WITH K. SMOOT; TRAVEL BACK TO OFFICE FROM HEARING.
DAVIS EM	12/17/04	2.10	TRAVEL BACK TO WILMINGTON AFTER HEARING ON CAC SETTLEMENT.
		8.80	
STRAUS AG	12/08/04	0.70	TRAVEL TO AND FROM CONFIRMATION HEARING.
		0.70	
Total Partner		9.50	
MCDERMOTT MA	12/10/04	5.20	TRAVEL FROM NEW YORK TO CHICAGO (DELAYS).
MCDERMOTT MA	12/13/04	4.20	TRAVEL FROM CHICAGO TO NEW YORK.
MCDERMOTT MA	12/16/04	4.40	TRAVEL FROM NEW YORK TO CHICAGO.
MCDERMOTT MA	12/19/04	4.00	TRAVEL FROM CHICAGO TO NEW YORK.
		17.80	
Total Counsel		17.80	
DAY GR	12/10/04	3.10	TRAVEL TO AND FROM PRINCETON TO ASSIST WITH EXIT FINANCING.
DAY GR	12/13/04	3.20	TRAVEL TO AND FROM PRINCETON TO PREPARE EXIT FACILITY DOCUMENTS.
		6.30	
KELLY BP	12/08/04	1.00	TRAVEL TO/FROM HEARING.
		1.00	
Total Associate		7.30	
CUNNINGHAM M	12/20/04	4.50	TRAVEL TO/FROM RCN HEADQUARTERS IN PRINCETON, NJ.
		4.50	
Total Legal Assistant		4.50	
TOTAL TIME		<u>39.10</u>	

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

RCN Corporation (DIP)
Regulatory and SEC Matters

Bill Date: 01/20/05
Bill Number: 1042875

NAME	DATE	HOURS	DESCRIPTION
DAVIS EM	12/21/04	0.90	WORK ON 8-K ISSUES RE: CHICAGO AND CAC.
		0.90	
STRAUS AG	12/01/04	1.00	DISCUSS 8-K DISCLOSURE ISSUE WITH J. DUBEL RE: CHANGE OF MANAGER CONTRACT EFFECTIVE WITH EMERGENCE (.2); REVIEW ACCOUNTANT CHANGE 8-K (.8).
STRAUS AG	12/02/04	2.00	DISCUSSIONS RE: 8-K RELATING TO ACCOUNTANT TRANSITION.
STRAUS AG	12/03/04	0.50	TC'S RE: 8-K.
		3.50	
Total Partner		4.40	
MATZ TJ	12/14/04	1.50	REVIEW AND REVISE 8-K.
		1.50	
MCDERMOTT MA	12/14/04	0.90	REVIEW LATEST DRAFT OF 8-K RE: PLAN (.2); FURTHER CONSIDERATION TO CHANGES TO SAME RE: ESTABLISHMENT OF DISTRIBUTION RESERVE (.4); CONTINUED ANALYSIS OF ISSUES IN CONNECTION W/ SAME (.3).
		0.90	
Total Counsel		2.40	
DEGROSSEILLIERS ML	12/20/04	1.20	RESEARCH RE: EMERGENCE 8-K.
DEGROSSEILLIERS ML	12/21/04	2.30	CONTINUE TO DRAFT DISCLOSURES RE: CHICAGO AND CAC SETTLEMENTS (.6); RESEARCH RE: SAME (1.7).
		3.50	
GENTRY MA	12/01/04	13.60	UPDATE OFFERING CIRCULAR (7.0); CREATE SPREADSHEET RE: HOLDERS OF NOTES (3.2); UPDATE CIRCULAR (3.4).
GENTRY MA	12/09/04	2.90	RESEARCH RE: 8-A.
GENTRY MA	12/10/04	5.20	RESEARCH & DRAFT FORM 8-A.
GENTRY MA	12/12/04	4.10	CONTINUE TO DRAFT 8-A.
GENTRY MA	12/16/04	0.60	CONTINUE TO DRAFT 8-A.
		26.40	
GREEBEL RA	12/03/04	1.50	REVISE 8-K & FILED 8-K.

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

GREEBEL RA	12/10/04	1.20	CONVERSATIONS W/ D. KORTREY, CONVERSATION W/ M. GERBER, CONVERSATION W/ A. STRAUS AND CONVERSATION W/ H. ELLIN RE: 8-KA.
GREEBEL RA	12/14/04	3.70	REVIEW DRAFTS OF 8-K (1.3); CONVERSATIONS W/ E. MICHAEL RE: SAME (.9); CONVERSATIONS A. STRAUS RE: SAME (.6); CONF. CALL W/ RCN & MILBANK RE: SAME (.4); CONVERSATIONS W/ J. DUBEL RE: SAME (.5).
GREEBEL RA	12/16/04	1.70	CONVERSATION W/ Z. PFANSTAL (.5), E. MICHAEL (.3), D. KORTREY (.4) & R. MORRIS RE: REGULATORY ISSUES AND 8-K (.5).
GREEBEL RA	12/20/04	0.80	CONVERSATION W/ Z. PFANTIEL (.2), CONVERSATION W/ E. MICHAEL (.4); REVIEW CORRESPONDENCES (.2).
GREEBEL RA	12/21/04	0.30	CONVERSATION W/ Z. PFANTIEL (.1) & E. MICHAEL RE: 8-K (.2).
		9.20	
MICHAEL EA	12/08/04	1.00	REVIEW AND REVISE PRESS RELEASE.
MICHAEL EA	12/13/04	5.00	DRAFT, RESEARCH AND REVISIONS TO 8-K (4.0); CONF. CALL W/ COMPANY AND R. GREEBEL RE: 8-K (1.0).
MICHAEL EA	12/14/04	7.50	REVISIONS TO CONFIRMATION ORDER 8-K.
MICHAEL EA	12/15/04	0.50	WORK RE: 8-K AMENDMENT (.5).
MICHAEL EA	12/19/04	5.00	WORK RE: DRAFTING 8-K FOR RCN EMERGENCE.
MICHAEL EA	12/20/04	2.00	WORK RE: EMERGENCE 8-K.
		21.00	
MORRIS FD	12/03/04	1.10	WORK RE: CONFIRMATION PRESS RELEASE (.3); T. CONF. W/ J. DOWNING AND B. BAR-COHEN RE: PRESS RELEASE COMMUNICATIONS (.4); WORK RE: 8-K (.4).
MORRIS FD	12/13/04	2.00	WORK RE: CONFIRMATION 8-K AND RELATED FINANCIAL DISCLOSURE (1.8); T. CONF. W/ D. KORTREY RE: SAME (.2).
MORRIS FD	12/14/04	0.70	WORK RE: 8-K.
MORRIS FD	12/21/04	0.80	REVIEW 8-K (.3); WORK RE: CLOSING (.5).
		4.60	
SILVERBERG BS	12/13/04	2.70	REVIEW 8-K RELATING TO PLAN CONFIRMATION (1.3); REVIEW 8-A IN CONNECTION WITH REGISTRATION OF COMMON STOCK AND NEW WARRANTS (1.4).

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

		2.70	
TOUSSI S	12/10/04	1.90	REVIEW DRAFT 8-A AND COMMENTS TO CHARTER AND WARRANT AGREEMENT.
		1.90	
Total Associate		69.30	
PFANSTIEL ZD	12/03/04	1.50	ASSIST W/ DRAFTING OF 8-K AND FILING.
PFANSTIEL ZD	12/16/04	1.40	ASSIST W/ AGENCY FILING OF 8-K AND ARRANGED EDGAR AND STAFFING WORK.
PFANSTIEL ZD	12/17/04	3.20	ORGANIZE / INDEX DOCUMENTS TO BE FILED WITH 8-K (1.2); CREATED TABLE, COMMUNICATED WITH ATTORNEYS (2.0).
PFANSTIEL ZD	12/20/04	14.90	ORGANIZE / INDEX DOCUMENTS TO BE EDGARIZED FOR 8-K AND SEND DOCUMENTS TO EDGAR (1.4); PREPARE DISTRIBUTION OF DOCUMENTS FOR EDGARIZATION PROOFED DOCUMENTS, EMAIL RE: DOCUMENTS TO BE INCLUDED IN 8-A AND 8-K AND COORDINATED FILING PREPARATION (4.2); ASSIST W/ PRE-CLOSING (9.3).
		21.00	
Total Legal Assistant		21.00	
DASH M	12/09/04	1.70	PREPARE AND PROCESS EDGAR FILING OF 8-K.
DASH M	12/17/04	0.70	PREPARE AND PROCESS EDGAR FILING OF 8-K/A.
DASH M	12/20/04	2.70	PREPARE AND PROCESS EDGAR FILING OF 8-K.
DASH M	12/21/04	5.00	PREPARE AND PROCESS EDGAR FILING OF 8-K, 8-A12G.
		10.10	
KAPLAN CA	12/20/04	4.00	PREPARE AND PROCESS EDGAR FILING OF 8-K.
KAPLAN CA	12/21/04	6.70	PREPARE AND PROCESS EDGAR FILING OF 8-K.
		10.70	
MONTGOMERY RL	12/21/04	5.00	LEGAL DOCUMENT PREPARATION OF NUMEROUS EDGARIZED DOCUMENTS INCLUDING SECURITY AGREEMENTS, PLEDGE AGREEMENTS, SUBSIDIARY AGREEMENT, INTERCREDITOR AGREEMENT FOR 8-K AND 8-A FILINGS.
		5.00	
ROSS WE	12/13/04	3.00	PREPARE AND PROCESS EDGAR FILING OF FORM 8-K.

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

ROSS WE	12/20/04	4.00	PREPARE AND PROCESS EDGAR FILING OF FORM 8-K, FORM 8-A12G.
		7.00	
Total Legal Assistant Support		32.80	
TOTAL TIME		<u>129.90</u>	

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

RCN Corporation (DIP)
Reorganization Plan/Plan Sponsors

Bill Date: 01/20/05
Bill Number: 1042875

NAME	DATE	HOURS	DESCRIPTION
BAKER DJ	12/01/04	7.80	PREPARE FOR MEETING TO REVIEW RCN PLAN OF REORGANIZATION AND ISSUES RELATED TO SAME (.8); ATTEND MEETING WITH D. ROYSTER, A. FASOLA, J. DUBEL, TONY HORVAT, AND MARK MCDERMOTT REGARDING ISSUES RELATED TO PLAN OF REORGANIZATION (4.2); BEGIN REVIEW OF OBJECTIONS TO CONFIRMATION OF PLAN (.7); WORK ON EXTENSION OF VOTING DEADLINE (.3); CONTINUE PREPARATION FOR CONFIRMATION HEARINGS (1.6); TELEPHONE CALL W/ P. PANTALEO REGARDING EXTENSION OF VOTING DEADLINE (.2).
BAKER DJ	12/02/04	4.70	TELEPHONE CALL W/ A. FASOLA REGARDING PLAN ISSUES (.3); CONTINUE REVIEW OF OBJECTIONS TO CONFIRMATION (1.7); BEGIN PLANNING FOR CONFIRMATION HEARING (2.4); CONF. W/ M. MCDERMOTT WITH RESPECT TO PLAN ISSUES (.3).
BAKER DJ	12/03/04	4.60	CONF. W/ A. FASOLA REGARDING PLAN ISSUES (.3); CONF. W/ A. FASOLA AND B. BOSTROM WITH RESPECT TO PLAN (.4); BEGIN WORK ON MEMORANDUM TO BOARD OF DIRECTORS REGARDING PLAN ISSUES (1.6); CONF. W/ M. MCDERMOTT AND T. MATZ WITH RESPECT TO PLAN ISSUES (.4); CONTINUE TO REVIEW OF OBJECTIONS AND WORK WITH RESPECT TO SAME (1.5); TELEPHONE CALL W/ J. DUBEL REGARDING PLAN ISSUES (.4).
BAKER DJ	12/05/04	4.70	REVIEW PLAN AND OBJECTIONS TO CONFIRMATION IN CONNECTION WITH PREPARATION FOR CONFIRMATION HEARING.
BAKER DJ	12/06/04	9.60	TELEPHONE CALL W/ A. FASOLA REGARDING PLAN STATUS (.4); TELEPHONE CALL W/ D. MCCOURT AND D. ROYSTER REGARDING PLAN ISSUES (.4); CONTINUE WORK ON MEMORANDUM TO BOARD OF DIRECTORS REGARDING PLAN ISSUES (2.9); TELEPHONE CALL W/ J. DUBEL REGARDING PLAN ISSUES (.2); CONF. W/ M. MCDERMOTT RE: FORTHCOMING CONFIRMATION HEARINGS (.2); CONF. W/ T. MATZ REGARDING PLAN ISSUES (.2); CONTINUE REVIEW OF FINAL OBJECTIONS (1.4); BEGIN REVIEW OF DRAFT OUTLINE OF CONFIRMATION MATERIALS (1.7); CONTINUE CONFIRMATION PREPARATION (2.2).

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

BAKER DJ	12/07/04	9.90	CONTINUE WORK PREPARING FOR CONFIRMATION HEARINGS, INCLUDING TELEPHONE CALL WITH J. DUBEL WITH RESPECT TO PLAN ISSUES (.3); TELEPHONE CALL W/ A. FASOLA WITH RESPECT TO CONFIRMATION HEARINGS (.3); TELEPHONE CALL W/ S. KIRPALANI REGARDING LANGUAGE CHANGES REQUESTED BY COMMITTEE (.4); CONF. W/ M. MCDERMOTT REGARDING POSSIBLE REVISIONS TO PLAN (.3); REVIEW PROPOSED CHANGES REQUESTED BY COMMITTEE (.7); REVIEW LANGUAGE REQUESTED BY DEPARTMENT OF JUSTICE (.3); REVIEW DECLARATION BY T. COLEMAN (1.2); REVIEW J. DUBEL'S DECLARATION (1.4); FURTHER TELEPHONE CALL WITH J. DUBEL REGARDING EVERGREEN ISSUES (.3); TELEPHONE CALL W/ T. COLEMAN REGARDING PLAN CONFIRMATION (.3); TELEPHONE CALL W/ A. FASOLA REGARDING CHANGES REQUESTED BY CREDITORS COMMITTEE (.3); CONTINUE REVIEW OF OUTLINE OF CONFIRMATION HEARING (1.6); FURTHER CONF. W/ M. MCDERMOTT REGARDING HEARING ISSUES (.3); CONF. W/ T. MATZ WITH RESPECT TO HEARING (.3); FURTHER TELEPHONE CALL W/ S. KIRPALANI REGARDING HEARING ISSUES (.3); BEGIN WORK WITH RESPECT TO ISSUES RELATED TO CLOSING AND GOING EFFECTIVE (1.6).
BAKER DJ	12/08/04	6.80	CONTINUE PREPARATION FOR CONFIRMATION HEARING (2.0); ATTEND CONFIRMATION HEARING (1.0); CONTINUE WORK WITH RESPECT TO CLOSING AND COMPLETION OF EXIT FINANCING (3.8).
BAKER DJ	12/09/04	6.10	TELEPHONE CALL W/ A. FASOLA WITH RESPECT TO CLOSING ISSUES (.3); CONTINUE REVIEW OF CLOSING ISSUES AND WORK ON CLOSING MATTERS AND EXIT FINANCING (5.8).
BAKER DJ	12/10/04	6.80	CONTINUE WORK ON RCN CLOSING ISSUES, COMPLETION OF EXIT FINANCING, CLAIMS ESTIMATION AND RELATED MATTERS.
BAKER DJ	12/13/04	5.20	TELEPHONE CALL J. DUBEL WITH RESPECT TO CLOSING ISSUES (.3); TELEPHONE CALL M. MCDERMOTT REGARDING CLOSING (.2); REVIEW DRAFT OF MEMORANDUM REQUESTED BY J. DUBEL (1.0); CONTINUE WORK ON PLAN TRANSITION ISSUES (3.7).

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

BAKER DJ	12/16/04	2.80	PREPARE FOR CONF. CALL WITH COMMITTEE PROFESSIONALS WITH RESPECT TO PLAN CLOSING ISSUES (1.2); PARTICIPATE IN CALL REGARDING SAME (.8); TELEPHONE CALL W/ J. DUBEL WITH RESPECT TO CLOSING ISSUES (.3); REVIEW AND RESPOND TO EMAILS FROM COMMITTEE WITH RESPECT TO PLAN CLOSING ISSUES (.5).
BAKER DJ	12/17/04	8.70	CONTINUE WORK ON RCN CLOSING ISSUES (4.3); TELEPHONE CALL W/ A. FASOLA WITH RESPECT TO CLOSING ISSUES (.3); TELEPHONE CALL W/ J. DUBEL REGARDING CLOSING (.3); TELEPHONE CALL W/ T. HORVAT WITH RESPECT TO FLOW OF FUNDS (.3); REVIEW DRAFT OF MEMORANDUM REGARDING FLOW OF FUNDS (.8); TELEPHONE CALL W/ D. ROYSTER WITH RESPECT TO CLOSING ISSUES (.4); CONF. CALL WITH CREDITORS COMMITTEE REGARDING ISSUES RELATED TO ESTIMATE FOR CLAIMS RESERVE (1.1); CONTINUE WORK ON RESERVE ISSUES (1.2).
BAKER DJ	12/20/04	9.40	TELEPHONE CALL W/ D. MCCOURT WITH RESPECT TO CLOSING ISSUES (.3); TELEPHONE CALL W/ D. ROYSTER REGARDING CLOSING ISSUES (.3); TELEPHONE CALL W/ A. FASOLA REGARDING NEW CLOSING ISSUES (.3); REVIEW REVISIONS TO FLOW OF FUNDS MEMORANDUM AND RELATED CHARTS (1.1); CONF. CALL W/ A. FASOLA AND J. DUBEL REGARDING CLOSING ISSUES (.6); FURTHER TELEPHONE CALL W/ D. ROYSTER REGARDING CLOSING ISSUES (.4); TELEPHONE CALL W/ A. FASOLA WITH RESPECT TO FLOW OF FUNDS ISSUES (.2); FURTHER CONF. W/ J. DUBEL REGARDING SAME (.3); TRANSMIT E-MAIL TO W/ D. DUNNE AND S. KIRPALANI REGARDING FLOW OF FUNDS (.2); FOLLOW-UP CALL WITH A. FASOLA REGARDING CLOSING ISSUES (.3); TELEPHONE CALL WITH M. WEISS REGARDING CLOSING (.3); TELEPHONE CALL W/ J. BLOOM REGARDING ISSUES RAISED BY M. WEISS (.2); TELEPHONE CALL W/ S. TOUSSI REGARDING FUNDS MEMORANDUM (.2); CONTINUE WORK ON CLOSING ISSUES (4.7).
BAKER DJ	12/21/04	6.70	FINAL WORK ON RCN CLOSING AND RELATED WORK.
		93.80	
DAVIS EM	12/01/04	2.10	MEETING WITH COMPANY ON PLAN AND STRATEGY GOING FORWARD (1.3); REVIEW CONF. BRIEF AND COMMENT ON SAME (.8).
DAVIS EM	12/02/04	1.90	REVIEW AND COMMENT ON STRATEGY RE: JOYCE CLAIM (.8); ANALYZE CONF. BRIEF AND ORDER AND COMMENT ON SAME (1.1).

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

DAVIS EM	12/03/04	1.60	REVIEW AND COMMENT ON BRIEF AND ORDER ON CONFIRMATION ORDER AS SAME RELATES TO CITY AND CAC AND RELEASES (1.2); ANALYZE VOTE ON PLAN AND EMAIL FROM M. MCDERMOTT ON SAME (.4).
DAVIS EM	12/06/04	1.00	WORK ON FORM OF CONF. ORDER AS SAME RELATES TO CAC AND CITY SETTLEMENTS.
DAVIS EM	12/08/04	1.10	MTG. ON CHECKLIST TO GO EFFECTIVE ON PLAN.
DAVIS EM	12/10/04	0.70	ANALYZE ISSUES RE: FINALITY AND RCN CHICAGO CLOSING ON 12/21.
DAVIS EM	12/13/04	1.10	CALL WITH J. DUBEL RE: CLOSING ON PLAN (.2); PREP FOR AND PARTICIPATE ON CONF. CALL ON SAME (.9).
DAVIS EM	12/14/04	0.30	TELEPHONE CALL W/ WITH J. DUBEL ON CLOSING ISSUES FOR PLAN.
		9.80	
STRAUS AG	12/01/04	6.00	REVISIONS TO OFFERING CIRCULAR AND INTERNAL DISCUSSIONS RE: SAME.
STRAUS AG	12/02/04	3.50	REVISIONS TO OFFERING CIRCULAR.
STRAUS AG	12/03/04	1.50	REVISIONS TO OFFERING CIRCULAR.
STRAUS AG	12/06/04	4.50	TC'S CLIENT, OTHER COUNSEL RE: EVERGREEN POSITIONS (.6); STATUS CONF. CALL (1.0); INTERNAL CONFERENCES M. GENTRY AND J. BLOOM RE: STATUS OF DOCUMENTS, ETC (1.2); REVIEW AND REVISION OF RESOLUTIONS AND DISCUSSION OF SAME W/ M. GENTRY (1.7).
STRAUS AG	12/07/04	8.80	CONF. CALLS TO DISCUSS EVERGREEN ISSUES (.5); TC'S W&C RE: BANK ISSUES AND IMPLICATIONS FOR SECOND-LIEN NOTES (.7); REVIEW AND REVISION OF CHARTER, INCLUDING DISCUSSION OF SAME W/ R. GREEBEL (1.3); TC'S AND EMAILS RELATING TO TRUSTEE COMMENTS (1.4); DISCUSSION, DRAFTING, APPROVAL AND IMPLEMENTATION OF PRESS RELEASE RE: RECORD DATE (2.3); REVIEW OF DOCUMENTS GENERALLY (2.4); TC W/ J. OGDEN RE: OFFERING CIRCULAR ISSUES (.2).
STRAUS AG	12/08/04	5.20	REVIEW AND REVISE DOCUMENTATION RE: FINANCE DOCS (2.0); TC'S RE: SAME (3.2).
STRAUS AG	12/10/04	3.70	REVIEW AND REVISE DOCS RE: REG RIGHTS, OTHER FINANCING DOCS (1.7); LAMINAR DIRECTOR, RELATED MATTERS (2.0).

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

STRAUS AG	12/12/04	0.50	CONSIDERATION OF VARIOUS ISSUES RELATING TO LAMINAR DIRECTOR AND OTHER CLOSING MATTERS.
STRAUS AG	12/13/04	4.10	CONTINUE TO REVIEW OF CLOSING MATERIALS (1.0), INCLUDING ALL HANDS CONF. CALL (1.0) AND MISC OTHER CONF. CALLS, DOCUMENT REVIEW AND EMAILS (1.4).
STRAUS AG	12/14/04	11.00	TC'S, REVIEW AND REVISION OF DOCUMENTS RELATING TO SECOND-LIEN NOTES OFFERING (6.0), COMMON STOCK MATTERS (3.0) AND GENERAL CLOSING ISSUES (2.0).
STRAUS AG	12/15/04	10.50	MULTIPLE TC'S RE: SECOND-LIEN NOTES OFFERING (2.5); INCLUDING COMPILATION OF SPREADSHEETS ON OFFERING AND PARTICIPATION IN CLOSING MATTERS (8.0).
STRAUS AG	12/16/04	9.40	TC'S AND COMPUTATIONS RE: ALLOCATIONS (1.0); ATTENTION TO 8-K ISSUES (3.0); ATTENTION TO CLOSING ISSUES (5.4).
STRAUS AG	12/17/04	11.20	CONTINUE WORKING ON ALL ASPECTS OF CLOSING, INCLUDING REVIEW OF DOCUMENTS.
STRAUS AG	12/19/04	0.70	TC'S AND EMAILS RE: PRE-CLOSING MATTERS.
STRAUS AG	12/20/04	8.80	WORK ON CLOSING MATTERS.
STRAUS AG	12/21/04	8.60	ATTEND CLOSING AND DRAFT PRESS RELEASE FOR EMERGENCE.
		98.00	
Total Partner		201.60	
MATZ TJ	12/01/04	1.80	CORRESPOND WITH SIMPSON THACHER RE: CONFIRMATION ORDER (.4); CORRESPOND WITH BLACKSTONE RE: COLEMAN AFFIDAVIT (.3); FOLLOW UP RE: SAME (.3); CALLS WITH A. HORVAT RE: CONFIRMATION CHECKLIST AND OUTSTANDING MATTERS (.8).

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

MATZ TJ	12/02/04	6.90	MEETING WITH A. HORVAT RE: CONFIRMATION MATTERS, INCLUDING SUBSIDIARY DEBTORS CLAIMS (1.3); FOLLOW UP WORK RE: CONFIRMATION, HORVAT AND COLEMAN DECLARATIONS AND SUBSIDIARY DEBTOR MATTERS (1.6); REVIEW AND REVISE MEMORANDUM OF LAW FOR CONFIRMATION (2.5); CALLS WITH MILBANK RE: CONFIRMATION ORDER, PLAN SUPPLEMENT AMENDMENT (.5); CORRESPOND WITH WHITE & CASE AND SIMPSON & THACHER RE: CONFIRMATION ORDER, PLAN SUPPLEMENT AMENDMENT (.5); WORK ON PLAN OBJECTIONS, RELEASES AND SUMMARY CHART FOR COURT (.5).
MATZ TJ	12/03/04	8.50	WORK ON FBG VOTE TABULATION CERTIFICATION (.8); WORK ON DUBEL DECLARATION FOR CONF. CALL (.7); WORK ON VARIOUS CONFIRMATION MEMORANDUM AND CONFIRMATION ORDER ISSUES (5.0); WORK ON PLAN AMENDMENTS AND ADDITIONAL SUPPLEMENT (.8); CALLS WITH A. HORVAT RE: SCHEDULES OF SUBSIDIARY DEBTOR CLAIMS AND DUBEL DECLARATION (1.2).
MATZ TJ	12/05/04	4.00	WORK ON CONFIRMATION MEMORANDUM AND DUBEL DECLARATION IN SUPPORT THEREOF.
MATZ TJ	12/06/04	8.10	REVIEW AND FINALIZING CONFIRMATION BINDERS BEFORE FILING AND SERVICE (.9); CALLS RE: TELEPHONIC PARTICIPATION IN CONFIRMATION HEARING (.3); CALL WITH CHAMBERS RE: SAME (.1); CALL WITH U.S. TRUSTEE RE: CONFIRMATION MATERIALS AND FEES (.3); WORK ON ADDITIONAL PLAN AND CONFIRMATION ORDER AMENDMENTS RE: MERRILL LYNCH, RCN CHICAGO SETTLEMENT (2.0); CORRESPONDENCE AND CALL RE: SAME (.3); CALL WITH CHAMBERS RE: SAME (.3); WORK ON DEC. 8TH COURT AGENDA AND SPEAKING OUTLINES FOR CONFIRMATION HEARING (1.2); WORK ON CONSUMMATION MATTERS, CLOSING CHECKLIST (.9); CALLS WITH D. KORTREY RE: CONSUMMATION MATTERS, CLOSING CHECKLIST (.3); CALLS WITH A. HORVAT RE: SAME (.3); REVIEW AND REVISE BOARD LETTER RE: CONFIRMATION (.3); DISCUSSIONS RE: EXECUTORY CONTRACT/CONFIRMATION MATTERS (.6); CALL WITH CHAMBER RE: STATUS OF CONFIRMATION (.3).
MATZ TJ	12/07/04	11.80	PREPARATION FOR CONFIRMATION HEARING AND ALL TELEPHONE CALLS WITH VARIOUS PARTIES RE: SAME (11.5); FINALIZING REVISIONS TO PLAN, RELEASE LANGUAGE, CONTRACT ASSUMPTIONS (.3).

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

MATZ TJ	12/08/04	5.60	PREPARE FOR AND ATTEND RCN CONFIRMATION HEARING (4.5); CALLS WITH D. KORTREY RE: CLOSING (.3); CALLS WITH A. HORVAT RE: SAME (.4); FOLLOW UP RE: STARPOWER/CLOSING CHECKLIST (.4).
MATZ TJ	12/09/04	7.80	WORK ON PLAN IMPLEMENTATION/FINANCING MATTERS AND DOCUMENTATION (3.7); CONF. CALL WITH FINANCING AND PLAN IMPLEMENTATION TEAMS (1.8); FOLLOW UP DISCUSSIONS RE: SAME (.6); CALLS WITH A. HORVAT RE: CLOSING ITEMS (.5); CALLS WITH D. KORTREY RE: SAME (.4); WORK ON DISTRIBUTION ISSUES (.8).
MATZ TJ	12/10/04	7.60	CALLS WITH VARIOUS BONDHOLDERS RE: IMPLEMENTATION AND DISTRIBUTION QUESTIONS (1.5); CALLS WITH D. KORTREY RE: CLOSING MECHANICS, DISTRIBUTION RESERVES AND WORK ON SAME (.6); CALLS WITH A. HORVAT RE: SAME (.8); CONF. CALL WITH TEAM & RCN ADVISORS RE: CLOSING OF FINANCINGS AND REORGANIZATION (1.8); FOLLOW UP WORK AND DISCUSSIONS RE: VARIOUS CLOSING MATTERS (2.1); CALLS WITH A. HORVAT RE: FINANCING, SCHEDULES AND REPLACEMENT LETTERS OF CREDIT, FLOW OF FUNDS MEMORANDUM AND DISTRIBUTION RESERVE (.8).
MATZ TJ	12/13/04	7.80	WORK ON CLOSING MATTERS, OUTSTANDING FINANCING MATERIALS, SCHEDULES, LETTER OF CREDIT REPLACEMENTS (3.5); CONF. CALL WITH TEAM RE: CLOSING MATTERS (1.3); FOLLOW UP RE: SAME (.6); REVIEW AND COMMENT ON DISTRIBUTION RESERVE CALCULATIONS (1.6); CALLS WITH A. HORVAT RE: SAME (.4); CALLS WITH D. KORTREY RE: MATERIAL CONTRACTS (.4).
MATZ TJ	12/14/04	7.40	WORK ON MATERIAL CONTRACT MATTERS FOR CLOSING OPINION (.6); WORK ON CREDITORS, SHAREHOLDERS INQUIRES (.8); WORK ON DISTRIBUTION RESERVE CALCULATIONS AND MOTION RE: SAME (1.2); CALLS WITH D. SULLIVAN AND R. DIEGNAN RE: DIRECTORS (.6); FOLLOW UP RE: SAME (.4); CALLS WITH A. HORVAT RE: FLOW OF FUNDS CHART (.8); FOLLOW UP WORK RE: SAME (.3); WORK ON DIRECTORS INDEMNIFICATION MATTERS (.3); CALLS WITH MILBANK RE: SAME (.4); WORK ON EMERGENCE CHECKLIST MATTERS/FINANCING & SCHEDULE ITEMS (2.0).

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MATZ TJ	12/15/04	9.30	WORKING ON EMERGENCE CASH AND FLOW FUNDS ISSUES CORRESPONDING WITH A. HORVAT AND E. O'HARA RE: SAME (2.2); WORK ON REPLACEMENT LETTER OF CREDIT MATTERS (.8); WORK ON BONDHOLDER ELECTION AND INQUIRIES (.5); WORK ON CLOSING CHECKLIST (.7); WORK ON CLOSING ITEMS (.6); PARTICIPATE IN CLOSING MATTERS STATUS CALL AND FOLLOW UP RE: SAME (1.6); WORK ON 825 THIRD AVE. DISPUTE (.3); WORK ON DISTRIBUTION RESERVE ITEMS (.5); CALL WITH J. SULLIVAN ON DECLARATION RE: ELECTIONS (.3); CALLS WITH H. BAER RE: DIRECTOR WITHDRAWALS OF CLAIMS (.3); FOLLOW UP WORK RE: CLOSING MATTERS (1.5).
MATZ TJ	12/16/04	8.00	WORKING ON PLAN CLOSING AND EMERGENCE MATTERS.
MATZ TJ	12/17/04	7.90	WORK ON VARIOUS 8-K MATTERS RE: PLAN AND DISCUSSIONS WITH R. DIEGNAN, R. GREEBEL RE: SAME (1.5); WORK ON DISTRIBUTION RESERVE MATTERS (.8); REVIEW CORRESPONDENCE RE: SAME (.4); CALLS WITH A. HORVAT RE: FLOW OF FUNDS MEMO (.7); CORRESPOND WITH VARIOUS PARTIES RE: SAME (.8); CALLS WITH D. KORTREY RE: VARIOUS CLOSING MATTERS AND DOCUMENTS FOR SIGNING (1.2); CORRESPOND WITH VARIOUS PARTIES RE: SAME (.5); WORK ON CLOSING MATTERS IN GENERAL (2.0).
MATZ TJ	12/19/04	4.80	WORK ON CLOSING MATTERS (1.6); WORK ON FLOW FUNDS MEMO (1.8); WORK ON OUTSTANDING FEES FROM VARIOUS PROFESSIONALS (.6); REVIEW AND REVISE MOTION TO ESTABLISH DISTRIBUTION RESERVES (.8).
MATZ TJ	12/20/04	12.50	PREPARE AND FINALIZE DOCUMENTATION, INCLUDING FLOW OF FUNDS MEMORANDUM AND ALL CALLS AND CORRESPONDENCE RE: VARIOUS PROFESSIONAL FIRMS IN RESPECT THEREOF FOR CLOSING OF FINANCING TRANSACTIONS AND EMERGENCE FROM CHAPTER 11.
MATZ TJ	12/21/04	10.00	ASSIST WITH CLOSING OF FINANCING TRANSACTIONS AND EMERGENCE FROM CHAPTER 11 AND PREPARE EMERGENCE PRESS RELEASE.

129.80

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MCDERMOTT MA	12/01/04	10.20	REVISE CARVE-OUTS TO PLAN RELEASES TO REFLECT COMMENTS FROM PARTIES IN INTEREST (.6); MEETING W/ A. FASOLA AND D. ROYSTER TO DISCUSS OUTSTANDING PLAN AND RELATED MATTERS IN ANTICIPATION OF CONFIRMATION AND CONSUMMATION (2.8); WORK ON BRIEF RE: THIRD-PARTY RELEASES AND RELATED ITEMS (3.7); REVIEW/REVISE CONFIRMATION BRIEF (2.3); CALLS W/ R. SARRAF RE: ERISA LITIGATION AND IMPACT ON PLAN (.2); CALL COUNSEL TO OTHER ERISA CLAIMANTS RE: SAME (.2); REVIEW/REVISE CONFIRMATION ORDER (.4) .
MCDERMOTT MA	12/02/04	6.90	CONTINUE WORK ON CONFIRMATION BRIEF RELATING TO OBJECTIONS TO THIRD-PARTY RELEASES (2.7); CALL TO D. ROYSTER RE: INSURANCE POLICES (.1) AND CORRESPONDENCE TO ERISA PLAINTIFFS RE: SAME (.2); PROOF LATEST DRAFT OF CONFIRMATION BRIEF RELATING TO ALL OTHER PROVISIONS (.6); WORK ON REVISED DRAFT OF J. DUBEL DECLARATION (.4); CALL T. HORVAT RE: SAME (.2); MEET W/ J. BAKER RE: OBJECTIONS TO RELEASES AND CONSIDER ALTERNATIVES RE: SAME (.2); CALL R. FINBERG, COUNSEL TO ERISA CLAIMANTS, RE: SAME (1.2); FOLLOW UP DISCUSSION W/ J. BAKER RE: SAME (.2); CONTINUE ATTENTION TO STRATEGY IN CONNECTION W/ RELEASES AND RELATED ITEMS (1.1) .

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

MCDERMOTT MA	12/03/04	7.50	CONTINUE TO EDIT ARGUMENT RELATING TO THIRD-PARTY RELEASES IN SUPPORT OF PLAN (.4); REVIEW AND REVISE DRAFT OF CONFIRMATION ORDER TO INCLUDE, AMONG OTHER THINGS, CHANGES FROM D. SULLIVAN (1.9); ATTENTION TO REVISIONS TO J. DUBEL AFFIDAVIT IN SUPPORT OF CONFIRMATION, INCLUDING BRIEF CALL T. HORVAT RE: SAME (.4); MEETING W/ J. BAKER RE: STATUS OF DISCUSSIONS CONCERNING PLAN OBJECTIONS AND STRATEGIES IN CONNECTION W/ SAME (.2); CALLS W/ R. FINBERG, M. RIELA, AND R. BERNARD RE: OBJECTIONS TO PLAN RELATING TO SCOPE OF RELEASES (.2) AND DRAFTED REVISION PROVISION RE: SAME AND CIRCULATE FOR REVIEW (.5); FURTHER FOLLOW UP CALLS TO R. FINBERG AND R. BERNARD TO FINALIZE PROPOSED SETTLEMENT LANGUAGE (.3); REVISIONS TO SAME (.2); MEETING W/ J. BAKER AND T. MATZ RE: SAME AND STRATEGY RE: IMPLEMENTATION (.3); REVIEW/REVISE CONFIRMATION BRIEF RE: RELEASES TO REFLECT RESOLUTION AND ARGUMENT IN SUPPORT OF SAME (1.6); REVIEW/REVISE DRAFT OF J. DUBEL AFFIDAVIT IN SUPPORT OF SAME (1.1); REVIEW/REVISE DRAFT OF CHART SUMMARIZING PLAN OBJECTIONS (.4).
MCDERMOTT MA	12/05/04	6.60	REVIEW/REVISE DRAFT OF CONFIRMATION BRIEF (.8); REVIEW/REVISE DRAFT OF CHART SUMMARIZING OBJECTIONS TO PLAN (.2); REVIEW/REVISE DRAFT OF CONFIRMATION ORDER (.6); PROOF BRIEF (.3); PREPARING SPEAKING OUTLINE FOR CONFIRMATION HEARING, INCLUDING REVIEW OF PRECEDENT RE: SAME (1.6); CONTINUED ATTENTION TO CONFIRMATION HEARING PREPARATION (2.2); CALL J. DUBEL AND A. HORVAT RE: J. DUBEL DECLARATION (.3); EDITS AND FINALIZING SAME (.6).

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

MCDERMOTT MA	12/06/04	6.30	CALL W/ REPRESENTATIVES OF COMMITTEE RE: OUTSTANDING MATTERS IN ANTICIPATION OF CONFIRMATION (.9); CALL M. RIELA, COUNSEL TO MERRILL LYNCH, RE: OBJECTION TO RELEASE PROVISIONS OF PLAN (.1) AND DRAFT PROPOSED MODIFYING LANGUAGE (.2); REVIEW/REVISE SPEAKING OUTLINE RE: CONFIRMATION HEARING (.7); CALLS J. DUBEL AND S. TOLL RE: COMMENTS TO DUBEL DECLARATION (.2); CORRESPONDENCE PARTIES IN INTEREST RE: AGREEMENTS ON SCOPE OF CARVE-OUTS TO RELEASES AND RELATED MATTERS (.3); REVISE SAME FOR CONFIRMATION ORDER AND PLAN (.2); CONTINUED ATTENTION TO PREPARATION FOR CONFIRMATION HEARING, INCLUDING CALLS NUMEROUS PARTIES IN INTEREST (3.7).
MCDERMOTT MA	12/07/04	13.40	TEAM MEETING TO DISCUSS OUTSTANDING MATTERS RELATING TO CONFIRMATION (.4); CORRESPONDENCE W/ COMMITTEE AND LAMINAR RE: BOARD MEMBERS, ETC. FOR CONFIRMATION HEARING (.2); REVIEW/REVISE DRAFT OF SPEAKING OUTLINE AND PREPARE FOR CONFIRMATION HEARING (.6); CALL S. KIRPALANI RE: SCOPE OF THIRD-PARTY RELEASES (.2); CALLS W/ R. MORRISON OF THE US ATTORNEY'S OFFICE RE: SAME (.2); CALLS W/ R. BERNARD, COUNSEL TO E. JOYCE RE: SAME (.2); CALLS W/ M. RIELA, COUNSEL TO MERRILL LYNCH RE: SAME (.2); SERIES OF LENGTHY CALLS W/ R. SARRAF AND R. FINBERG, COUNSEL TO D. CRAIG RE: SAME (1.1); REDRAFT OF RELATED PROVISIONS OF RELEASES (.3); FOLLOW UP CALLS W/ PARTIES IN INTEREST RE: SAME (.4); CONFORM ORDER AND PLAN AND REVIEW SAME FOR ALL CHANGES IN PREPARATION FOR CONFIRMATION HEARING (.7); ATTENTION TO ISSUES IN CONNECTION W/ SELECTION AND IDENTIFICATION OF BOARD MEMBERS FOR NEW RCN, INCLUDING CALLS D. SULLIVAN RE: SAME (.3); UPDATE SPEAKING OUTLINE FOR CONFIRMATION HEARING AND MEETING T. MATZ TO PREPARE FOR SAME (.8); CONTINUED ATTENTION TO NUMEROUS OTHER MATTERES IN PREPARATION FOR CONFIRMATION HEARING: PAPERS, ORDERS; EXHIBITS; AND CALLS PARTIES IN INTEREST (7.8).
MCDERMOTT MA	12/08/04	2.20	PREPARE FOR AND ATTEND HEARING ON CONFIRMATION OF PLAN.

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

MCDERMOTT MA	12/09/04	7.70	CALL W/ NUMEROUS COMPANY AND OTHER PARTICIPANTS RE: PLAN CLOSING AND EMERGENCE (1.7); ATTENTION TO MECHANICS OF DISTRIBUTION RESERVE AND DISTRIBUTION OF STOCK AND RELATED ITEMS (2.2); DRAFT ELECTION NOTICE FOR HOLDERS OF REJECTION AND RELATED CLAIMS (1.1); CONTINUED ATTENTION TO CLOSING OF PLAN (2.7).
MCDERMOTT MA	12/13/04	2.10	REVIEW DRAFT OF 8-K RE: PLAN OF REORGANIZATION (.1); PREPARE BRIEF MEMORANDUM TO THE BOARD/SENIOR MANAGEMENT SUMMARIZING CERTAIN TERMS PER A. FASOLA (1.1); MEETING T. MATZ RE: STATUS OF CLOSING MATTERS (.6); REVIEW PLAN CLOSING CHECKLIST (.3).
MCDERMOTT MA	12/15/04	2.90	CALL REPRESENTATIVES OF RCN, ALIXPARTNERS RE: CLOSING AND STATUS OF ALL ASPECTS RE: SAME (.7); CONTINUE TO WORK ON NUMEROUS MATTERS TOWARDS CONSUMMATION OF PLAN (2.2).
MCDERMOTT MA	12/17/04	2.30	CALL REPRESENTATIVES OF ALIXPARTNERS, COMMITTEE, AND CTA RE: MECHANICS AND RELATED ITEMS IN CONNECTION WITH PLAN DISTRIBUTIONS (1.2); CALL T. MATZ RE: SAME (.2); CALL B. SILVERBERG RE: SAME (.3); ATTENTION VARIOUS MATTERS IN CONNECTION W/ CONSUMMATION OF PLAN (.6).
MCDERMOTT MA	12/18/04	3.20	REVIEW LATEST CALCULATIONS OF RESERVE SCENARIOS PREPARED BY ALIXPARTNERS (.3); CALL D. SULLIVAN RE: SAME (.1); REVIEW AND REVISE DRAFT OF MOTION TO APPROVE SETTING OF DISTRIBUTION RESERVES (2.5); CORRESPOND W/ ALIXPARTNERS AND MILBANK RE: DRAFT OF SAME AND OUTSTANDING TASKS (.3).
MCDERMOTT MA	12/20/04	6.30	REVIEW/REVISE DRAFT OF MOTION TO APPROVE ESTABLISHMENT OF DISTRIBUTION RESERVES (.6); DRAFT PROPOSED REQUEST FOR ESTIMATION OF JOYCE CLAIMS (1.4); ATTENTION FLOW OF FUNDS MEMORANDUM IN ANTICIPATION OF CLOSING ON PLAN (.3); MEET W/ J. DUBEL RE: CORPORATE GOVERNANCE MATTERS IN CONNECTION W/ CLOSING (.2); FINALIZE BOARD PACKAGE FOR EXITING BOARD MEMBERS RE: PLAN AND RELATED ITEMS (.7); ATTENTION TO CLOSING OF PLAN OF REORGANIZATION (3.1).
MCDERMOTT MA	12/21/04	5.00	CONTINUED ATTENTION TO CLOSING OF PLAN AND RELATED MATTERS.
		82.60	
Total Counsel		212.40	

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

AGARWAL K	12/01/04	7.80	REVISE AND EDIT MEMO IN SUPPORT OF CONFIRMATION INCLUDING RESEARCH RE: 1129 AND 1123 ISSUES (3.4); RESEARCH THIRD PARTY RELEASE ISSUES (4.4).
AGARWAL K	12/02/04	8.70	WORK ON RELEASE RESEARCH AND BRIEF RIDER (5.7); REVISE AND EDIT BRIEF (3.0).
AGARWAL K	12/03/04	0.40	RESEARCH RE: 1123 AND 1129.
AGARWAL K	12/13/04	5.90	REVISE AND EDIT NOTICE OF ORDER CONFIRMING PLAN OF REORGANIZATION (3.6); BEGIN WORK ON 1129 DISCLOSING IDENTITY OF INDIVIDUALS (2.3).
AGARWAL K	12/14/04	4.10	WORK ON 1129 DISCLOSURE OF DIRECTORS NOTICE.
AGARWAL K	12/20/04	4.60	WORK ON LIBERTY STIPULATION (4.3); CALL W/ D. KORTREY (.1) RE: SAME; CALLS W/ R. HAMMER (.2) RE: SAME.
AGARWAL K	12/21/04	4.30	CALLS TO R. HAMMER RE: CITY OF CHICAGO AND STEVE M. DAVID BONDS (.3); WORK ON STIPULATION (4.0).
		35.80	
DAY GR	11/17/04	2.30	REVISE CONFIRMATION DECLARATIONS AND RELATED DOCUMENTS.
DAY GR	12/01/04	5.80	REVIEW AND REVISE CONFIRMATION MATERIALS, REVISIONS TO DECLARATIONS, AND REVIEW OF CONFIRMATION ORDER.
DAY GR	12/02/04	7.80	REVIEW AND REVISE CONFIRMATION MATERIALS, INCLUDING DECLARATIONS, CONFIRMATION ORDER AND BRIEF.
DAY GR	12/03/04	10.60	PREPARE AND REVISE CONFIRMATION MATERIALS, INCLUDING DECLARATIONS, ORDER AND BRIEF.
DAY GR	12/05/04	5.90	FINALIZE AND FILE PLAN CONFIRMATION MATERIALS, INCLUDING BRIEF, CONF. ORDER AND DECLARATIONS IN SUPPORT.
DAY GR	12/06/04	7.10	FINALIZE AND FILE CONFIRMATION MATERIALS, INCLUDING ORDER, BRIEF, DECLARATIONS AND OTHER MATERIALS (3.2); REVIEW AND RESOLVE CURE/CONFIRMATION OBJECTIONS (3.9).
DAY GR	12/07/04	11.80	REVISE CONFIRMATION ORDER, PLAN AND OTHER CONFIRMATION MATERIALS PER SETTLEMENTS RE: OUTSTANDING OBJECTIONS TO CONFIRMATION/CURE.
DAY GR	12/08/04	3.30	PREPARE FOR AND ATTEND CONF. HEARING.
DAY GR	12/13/04	4.10	REVIEW DATA AND ANALYSIS RE: DISTRIBUTION RESERVES AT COMPANY.
		58.70	

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

DEGROSSEILLIERS ML	12/01/04	0.90	REVIEW SEVERAL OBJECTIONS TO PLAN CONFIRMATION (.6); REVIEW PLAN AND DISCLOSURE STATEMENT (.3).
DEGROSSEILLIERS ML	12/08/04	0.40	ADDRESS ISSUES RE: PLAN CONFIRMATION AND FCC APPROVALS (.4).
DEGROSSEILLIERS ML	12/12/04	0.20	ANALYZE ISSUES RE: LETTERS OF CREDIT AND RENEWAL OF SAME ON EFFECTIVE DATE (.2).
DEGROSSEILLIERS ML	12/13/04	0.80	ATTEND TELEPHONE CONF. RE: EMERGENCE ISSUES (.8).
		2.30	
KELLY BP	12/08/04	1.90	PREPARE FOR CONFIRMATION HEARING (.4); ATTEND CONFIRMATION HEARING (1.0); FOLLOW UP RE: CONFIRMATION HEARING (.5).
KELLY BP	12/13/04	6.80	CONF. CALL RE: ESTIMATED CLAIMS TO RESERVE AGAINST (.6); CORRESPONDENCE W/ CREDITOR RE: EXECUTORY CONTRACTS TO BE ASSUMED (.7); PREPARE DISTRIBUTION RESERVE MOTION (5.5).
KELLY BP	12/14/04	7.00	PREPARE DISTRIBUTION RESERVE MOTION.
KELLY BP	12/15/04	4.80	PREPARE DISTRIBUTION RESERVE MOTION (2.2); REVIEW DETAIL AND COMPUTATIONS IN DISTRIBUTION AND RESERVE ANALYSIS PREPARED BY ALIXPARTNERS (1.1); PREPARE EXHIBITS TO DISTRIBUTION RESERVE MOTION AS REQUESTED BY M. MCDERMOTT (1.5).
KELLY BP	12/16/04	1.50	PREPARE EXHIBITS TO DISTRIBUTION RESERVE (.5); REVIEW NOTICE OF CONFIRMATION AND EDIT FOR PUBLICATION NOTICE (.4); CORRESPONDENCE W/ TAYLOR & IVES RE: PUBLICATION OF CONFIRMATION NOTICE IN WSJ (.6).
KELLY BP	12/17/04	0.80	REVIEW DISTRIBUTION RESERVE COMPUTATIONS AND COORDINATE W/ AP SERVICES.
		22.80	

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

MORRIS FD	12/01/04	4.40	LETTER TO H. STRICKON RE: EVERGREEN BALLOT (.2); WORK RE: BALLOTING ISSUES AND EXTENSION OF VOTING DEADLINE (.7); T. CONF. W/ J. DOWNING RE: PRESS RELEASE RE: VOTING EXTENSION (.2); WORK RE: PRESS RELEASE (.4); T.CONFS. W/ J. SULLIVAN RE: TABULATION (.3); T. CONF. W/ R. BEHELER RE: NCTC OBJECTION (.2); REVIEW NCTC OBJECTION (.3); T. CONF. W/ D. KORTREY RE: NCTC OBJECTION (.2); T. CONF. W/ D. KORTREY AND B. HERB RE: NCTC (.2); T. CONF. W/ R. BERNARD RE: JOYCE OBJECTION (.2); LETTER TO R. BERNARD RE: SAME (.4); T. CONF. W/ R. BEHELER RE: NCTC OBJECTION (.2); WORK RE: RESPONSE TO CONFIRMATION OBJECTIONS (.9).
MORRIS FD	12/02/04	3.50	WORK RE: CONFIRMATION PREPARATION, INCLUDING CONFIRMATION BRIEF, NADC OBJECTION, JOYCE OBJECTION.
MORRIS FD	12/03/04	1.70	WORK RE: CONFIRMATION BRIEF (.4); T. CONF. W/ R. BERNARD RE: CONFIRMATION OBJECTION (.2); WORK RE: RESOLUTION OF SAME (.3); WORK RE: CONFIRMATION PREPARATION (.8).
MORRIS FD	12/13/04	2.70	WORK RE: CONSUMMATION (1.1); T. CONF. W/ J. DUBEL, D. ROYSTER, D. KORTREY, T. HORVAT, T. MATZ AND OTHERS RE: CONSUMMATION/CLOSING CHECKLIST (1.0); WORK RE: DISTRIBUTION RESERVE (.6).
MORRIS FD	12/15/04	0.70	WORK RE: CONSUMMATION STATUS (.3); WORK RE: FINALIZING WARRANT AGREEMENT (.4).
MORRIS FD	12/17/04	1.80	ANALYSIS RE: BONDHOLDER DISTRIBUTION ALLOCATION (.4); WORK RE: DISTRIBUTIONS (.5); T. CONF. W/ D. SULLIVAN RE: DISTRIBUTIONS (.2); WORK RE: CONSUMMATION STATUS, CHECKLIST (.7).
MORRIS FD	12/20/04	0.20	WORK RE: CONSUMMATION PRESS RELEASE.
MORRIS FD	12/21/04	0.50	REVIEW FUNDS FLOW MEMO (.2); WORK RE: CLOSING (.3).
		15.50	
SILVERBERG BS	12/03/04	1.20	WORK REGARDING CONFIRMATION MATTERS.
SILVERBERG BS	12/05/04	5.50	PREPARATIONS FOR CONFIRMATION HEARING.
SILVERBERG BS	12/06/04	6.00	PREPARATIONS FOR 12/8 CONFIRMATION HEARING (5.5); WORK RE: ELECTION ISSUES (.5).

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

SILVERBERG BS	12/07/04	7.20	PREPARATIONS FOR CONFIRMATION HEARING (7.0); T/C W/ J. SULLIVAN RE: CONFIRMATION HEARING (.2).
SILVERBERG BS	12/08/04	2.50	PREPARE FOR CONFIRMATION HEARING (1.5); ATTEND CONFIRMATION HEARING (1.0).
SILVERBERG BS	12/09/04	7.80	T/C W/ J. DUBEL, T. HORVAT, D. ROYSTER, D. KORTREY ET A.. RE: PLANNING FOR EMERGENCE (1.8); WORK REGARDING ISSUANCE OF NEW SECURITIES (5.0); WORK REGARDING RESERVE MECHANICS (1.0).
SILVERBERG BS	12/10/04	2.70	WORK REGARDING DISTRIBUTION, SECURITIES ISSUES.
SILVERBERG BS	12/13/04	4.00	STATUS CONF. CALL W/ J. DUBEL, T. HORVAT, D. ROYSTER AND D. KORTREY RE: EMERGENCE PLANNING (1.1); WORK ON CLOSING ISSUES (2.5); T/C W/ J. SULLIVAN RE: CLOSING ISSUES (.4).
SILVERBERG BS	12/14/04	3.00	WORK RE: PLAN CLOSING ISSUES (2.8); T/C W/C. PROTO @ NASDAQ, J. SULLIVAN RE: DISTRIBUTION ISSUES (.2).
SILVERBERG BS	12/15/04	7.70	T/C W/ R. MCWILLIAMS RE: DISTRIBUTION MECHANICS (.2); T/C W/ A. HORVAT, D. ROYSTER, D. KORTREY RE: DISTRIBUTION PLANNING (.8); T/C W/ S. HORWITZ AND D. SUDDOCK RE: HSBC INDENTURE TRUSTEE ISSUES (.6); T/C W/ D. SULLIVAN RE: D&O INDEMNIFICATION CLAIMS (.4); WORK ON PLAN CONSUMMATION MATTERS (3.5); DRAFT SPECIMEN COMMON STOCK CERTIFICATE (1.0); DRAFT LETTER TO DTC RE: ELIGIBILITY OF NEW SECURITIES FOR TRACKING BY DTC (1.2).
SILVERBERG BS	12/16/04	2.30	WORK RE: DISTRIBUTION MECHANICS (.3); T/CS W/ MELLON, HSBC RE: DISTRIBUTION MECHANICS (1.1); T/C W/ MELLON RE: COMMON STOCK (.7); T/C W/ J. KIM RE: DISTRIBUTION MECHANICS (.2).
SILVERBERG BS	12/17/04	7.30	WORK ON DISTRIBUTION MECHANICS, EFFECTIVE DATE MATTERS.
SILVERBERG BS	12/20/04	9.00	PREPARATIONS FOR 12/21 EFFECTIVE DATE PLAN CLOSING.
SILVERBERG BS	12/21/04	5.80	WORK ON CONSUMMATION OF CHAPTER 11 CASES.
		72.00	
TAOUCANOVA VE	12/10/04	3.40	WORK ON SCHEDULES (2.8); VARIOUS CALLS WITH G. DAY (.6).
		3.40	

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

TOUSSI S	12/01/04	1.20	ADDRESS ISSUES RE: MODIFYING PLAN, PREPARE PLAN RIDERS RE: LAMINAR AND RELEASES.
TOUSSI S	12/02/04	1.10	PREPARE REVISIONS TO PLAN RE: RELEASES AND INDEMNIFICATION, ADDRESS AND RESOLVE ISSUES RE: SAME.
TOUSSI S	12/03/04	0.80	ADDRESS ISSUES RE: PLAN AMENDMENTS/MODIFICATIONS, PREPARE RIDERS RE: SAME.
TOUSSI S	12/06/04	0.70	EDIT AND REVISE PLAN (.4); ADDRESS ISSUES RE: PLAN SUPPLEMENT DOCUMENTS (.3).
TOUSSI S	12/07/04	1.90	ADDRESS AND RESOLVE ISSUES RE: FINAL EDITS TO PLAN TO BE ATTACHED TO CONFIRMATION ORDER (.8); ADDRESS PLAN SUPPLEMENT ISSUES, INCLUDING REVISED CHARTER, WARRANT AGREEMENT AND TRANSFER AGENT ISSUES (1.1).
		5.70	
Total Associate		216.20	
MURPHY TG	12/01/04	9.00	CITE CHECK MEMORANDUM OF LAW IN SUPPORT OF CONFIRMATION OF THE JOINT PLAN OF REORGANIZATION OF RCN CORPORATION.
		9.00	
Total Legal Assistant Support		9.00	
TOTAL TIME		<u>639.20</u>	

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

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

Bill Date: 01/20/05
Bill Number: 1042875

NAME	DATE	HOURS	DESCRIPTION
MATZ TJ	12/17/04	0.50	WORK ON SKADDEN FEES THROUGH CLOSING.
MATZ TJ	12/19/04	3.00	WORK ON MONTHLY FEE STATEMENT FOR NOVEMBER.
		3.50	
Total Counsel		3.50	
AGARWAL K	12/06/04	5.20	WORK ON MONTHLY FEE APP.
AGARWAL K	12/07/04	1.20	REVISE AND EDIT MONTHLY FEE APP.
AGARWAL K	12/08/04	2.70	WORK ON MONTHLY FEE APPLICATION.
AGARWAL K	12/09/04	1.30	WORK ON MONTHLY FEE APPLICATION.
AGARWAL K	12/10/04	3.70	WORK ON MONTHLY FEE APP.
AGARWAL K	12/13/04	1.40	WORK ON MONTHLY FEE APP.
AGARWAL K	12/14/04	2.20	WORK ON MONTHLY FEE APP.
AGARWAL K	12/20/04	3.50	FINALIZE FEE APP.
		21.20	
DAY GR	12/19/04	2.20	REVIEW AND REVISE MONTHLY FEE STATEMENT.
		2.20	
KELLY BP	12/16/04	1.20	COORDINATE COMPILATION OF CERTAIN BILLING INFORMATION PER J. BAKER/T. MATZ REQUEST.
KELLY BP	12/17/04	3.60	PER CLIENT REQUEST, COMPILE DETAIL RE: UNBILLED TIME AND ESTIMATED TIME TO BE BILLED THROUGH CONSUMMATION.
KELLY BP	12/20/04	2.60	PER CLIENT REQUEST, COMPILE SUMMARY OF ESTIMATED BILL THROUGH CONSUMMATION.
KELLY BP	12/21/04	3.50	PER CLIENT REQUEST COMPILE BILLING DETAIL, BY PROFESSIONAL, FOR NOVEMBER THROUGH CONSUMMATION (ESTIMATED).
		10.90	
Total Associate		34.30	
TOTAL TIME		<u>37.80</u>	

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

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

Bill Date: 01/20/05
Bill Number: 1042875

NAME	DATE	HOURS	DESCRIPTION
MATZ TJ	12/09/04	1.00	WORK ON ACCUME LLP & FRIEDMAN LLP RETENTION (.8); CALLS TO U.S. TRUSTEE RE: SAME (.2).
MATZ TJ	12/10/04	0.60	FOLLOW UP RE: ACCUME AND FRIEDMAN LLP RETENTION (.4); CALL WITH P. SCHWARTZBERG RE: SAME (.2).
MATZ TJ	12/13/04	0.30	FOLLOW UP RE: ACCUME & FRIEDMAN LLP RETENTION.
		1.90	
Total Counsel		1.90	
KELLY BP	12/01/04	5.50	CORRESPONDENCE RE: FRIEDMAN RETENTION PLEADINGS (.6); RESEARCH RETENTION ISSUE (.5); REVIEW AND EDIT ACCUME RETENTION DECLARATION (1.9); CORRESPOND W/ C. JANIS AT ACCUME AND REVISE RETENTION DECLARATION ACCORDINGLY (1.0); PREPARE E&Y RETENTION PLEADINGS (1.5).
KELLY BP	12/02/04	4.00	PREPARE E&Y RETENTION PLEADINGS.
KELLY BP	12/03/04	3.40	CORRESPOND W/ FRIEDMAN RE: RETENTION PLEADINGS (.4); CORRESPONDENCE RE: ACCUME RETENTION PLEADINGS (.9); REVIEW BANKRUPTCY RETENTION APPLICATION PROCESS W/ C. JANIS OF ACCUME (.5) CORRESPOND W/ B. ECKENTHAL TO GET SIGN-OFF ON FRIEDMAN RETENTION DECLARATION (.4); PHONE CALLS W/ L. MILLER & STEFAN RE: E&Y RETENTION PLEADINGS (.5); PREPARE E&Y RETENTION PLEADINGS (.7).
KELLY BP	12/06/04	0.40	REVISE ACCUME RETENTION PLEADINGS RE: RETAINER.
KELLY BP	12/07/04	1.40	CORRESPOND W/ D. KORTREY RE: E&Y RETENTION (.2); REVIEW AND EDIT FRIEDMAN RETENTION PLEADINGS (.4); REVIEW AND EDIT ACCUME RETENTION PLEADINGS (.4); CORRESPONDENCE RE: GENERAL EDITS TO CPA RETENTION PLEADINGS (.4).
KELLY BP	12/09/04	1.10	CORRESPONDENCE RE: CPA RETENTION PLEADINGS.

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

KELLY BP	12/10/04	3.00	CORRESPONDENCE RE: CPA RETENTION PLEADINGS (1.2); CORRESPONDENCE W/ D. KORTREY RE: CPA RETENTION ISSUES (1.0); CORRESPOND W/ C. JANIS AT ACCUME RE: RETENTION REQUIREMENTS (.4); CORRESPOND W/ B. ECKENTHAL AT FRIEDMAN RE: RETENTION REQUIREMENTS (.4).
KELLY BP	12/13/04	0.60	CORRESPONDENCE W/ CLIENT AND C. JANIS RE: STATUS OF ACCUME RETENTION PLEADINGS.
		19.40	
Total Associate		19.40	
TOTAL TIME		<u>21.30</u>	

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

RCN Corporation (DIP)
Tax Matters

Bill Date: 01/20/05
Bill Number: 1042875

NAME	DATE	HOURS	DESCRIPTION
MILLER MM	12/01/04	0.30	CALLS TO J. GREENBLATT RE: TAX MATTERS AND DISCLOSURE ISSUES.
MILLER MM	12/02/04	1.40	REVIEW DEBT DOCUMENT (.7); CALLS TO J. GREENBLATT (.3) RE: INTERCO LIABILITIES; TAX RESEARCH (.4).
MILLER MM	12/03/04	1.40	RESEARCH ON DISTRIBUTION (.9); CALLS TO J. GREENBLATT AND J. SAILE (.4); CALL TO R. KESTENBAUM (.1).
MILLER MM	12/04/04	0.40	CALLS TO J. GREENBLATT RE: TAX MATTERS AND DISCLOSURE ISSUES.
MILLER MM	12/05/04	0.20	CALLS TO J. GREENBLATT AND M. ROSEN RE: TAX MATTERS AND DISCLOSURE ISSUES.
MILLER MM	12/06/04	1.10	CALL TO T. HORVAT (.3); CALLS TO J. SAILE (.2); CALL TO R. KESTENBAUM(.2); DISCUSSIONS WITH J. GREENBLATT (.3).
MILLER MM	12/07/04	0.30	CALLS TO J. GREENBLATT AND J. SAILE RE: TAX MATTERS.
MILLER MM	12/10/04	0.30	REVIEW DOCUMENTS.
MILLER MM	12/14/04	0.10	DISCUSSIONS WITH J. GREENBLATT RE: W/HOLDING.
MILLER MM	12/16/04	0.30	W/HOLDING ANALYSIS.
MILLER MM	12/17/04	0.30	W/HOLDING ANALYSIS.
		6.10	
Total Partner		6.10	
GREENBLATT JA	12/01/04	2.80	WORK ON DEUTSCHE BANK EXIT FACILITY.
GREENBLATT JA	12/02/04	2.60	WORK ON TAX DISCLOSURE FOR OFFERING MEMORANDUM (1.8); TELECONFERENCE(S) WITH J. SAILE AND M. MILLER REGARDING INTERCO LIABILITIES (.3); TAX ANALYSIS REGARDING SAME (.5).
GREENBLATT JA	12/03/04	5.70	DOCUMENT REVIEW/MARKUP/ANALYSIS OF REVISED CREDIT FACILITY (.8); WORK ON WITHHOLDING ISSUES (4.9).
GREENBLATT JA	12/05/04	0.30	DOCUMENT REVIEW/ANALYSIS/MARKUP OF REVISED DISCLOSURE FOR SECOND-LIEN NOTES.
GREENBLATT JA	12/06/04	7.60	DOCUMENT MARKUP REVIEW/ANALYSIS OF REVISED CREDIT FACILITY (.4); WORK ON WITHHOLDING ISSUES (4.3); WORK ON TAX DISCLOSURE FOR OFFERING MEMORANDUM FOR SECOND-LIEN NOTES (2.9).

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

GREENBLATT JA	12/07/04	0.70	WORK ON EXIT TAX ISSUES.
GREENBLATT JA	12/08/04	0.90	TELECONFERENCE(S) WITH J. SAILE REGARDING FIRST-LIEN CREDIT FACILITY (.7); REVIEW CHANGES TO SAME (.2).
GREENBLATT JA	12/09/04	4.10	CREATE FORM OF WITHHOLDING STATEMENT FOR W-8IMY (4.0); TELECONFERENCE(S) WITH J. SAILE REGARDING WITHHOLDING (.1).
GREENBLATT JA	12/10/04	3.40	CONTINUE TO WORK ON FORM OF WITHHOLDING STATEMENT (2.9); WORK ON GROSS-UP CALCULATIONS (.3); TELECONFERENCE(S) WITH J. SAILE REGARDING SAME (.2).
GREENBLATT JA	12/14/04	1.40	DOCUMENT REVIEW OF SECOND-LIEN DOCUMENTS (.9); THIRD-LIEN DOCUMENTS (.4); TELECONFERENCE(S) WITH J. SAILE REGARDING WITHHOLDING (.1).
GREENBLATT JA	12/16/04	4.60	REVIEW WITHHOLDING FORMS (.3); TELECONFERENCE(S) WITH J. SAILE REGARDING SAME (.2); REVIEW OF SECURITY DOCUMENTS (.6); DOCUMENT REVIEW/MARKUP/ANALYSIS OF CABLEVISION ASSET PURCHASE AGREEMENT (3.5).
GREENBLATT JA	12/17/04	0.80	DOCUMENT REVIEW/ANALYSIS/MARKUP OF SECOND-LIEN DOCUMENTS (.3) AND OF THIRD-LIEN DOCUMENTS (.5).
GREENBLATT JA	12/18/04	0.40	DOCUMENT REVIEW OF CREDIT FACILITY AND SECURITY DOCUMENTS.
GREENBLATT JA	12/19/04	1.30	DOCUMENT REVIEW/ANALYSIS/MARKUP OF REVISED INDENTURE (1.0); FOLLOW-UP REGARDING TAX SCHEDULES (.3).
GREENBLATT JA	12/20/04	1.10	DOCUMENT REVIEW/ANALYSIS/MARKUP OF CREDIT AGREEMENT (.4); REVIEW/ANALYSIS/MARKUP OF SECOND-LIEN DOCUMENTS (.7).
GREENBLATT JA	12/21/04	0.30	TELECONFERENCE(S) WITH J. SAILE REGARDING INFORMATION REPORTING.
		38.00	
WANG JX	12/02/04	2.00	RESEARCH ON DISTRIBUTION OF INDEBTEDNESS OWED TO A SUBSIDIARY.
WANG JX	12/03/04	3.00	CONTINUE TO RESEARCH ON THE DISTRIBUTION OF PARENT'S INDEBTEDNESS BY ITS SUBSIDIARY IN THE CONTEXT OF A CONSOLIDATED GROUP.
WANG JX	12/06/04	0.50	REVIEW THE REV. PROC. FORWARDED BY J. GREENBLATT.
		5.50	
Total Associate		43.50	

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

TOTAL TIME 49.60

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

RCN Corporation (DIP)
U.S. Trustee Matters

Bill Date: 01/20/05
Bill Number: 1042875

NAME	DATE	HOURS	DESCRIPTION
MATZ TJ	12/01/04	0.60	CORRESPONDENCE WITH U.S. TRUSTEE RE: QUARTERLY FEES (.3); FOLLOW-UP WITH COMPANY RE: SAME (.3).
MATZ TJ	12/02/04	0.40	CORRESPOND WITH U.S. TRUSTEE RE: QUARTERLY FEES (.2); CALLS WITH A. HORVAT RE: SAME (.2).
MATZ TJ	12/15/04	0.40	CORRESPOND WITH U.S. TRUSTEE RE: QUARTERLY FEES (.2); FOLLOW UP RE: SAME (.2).
		1.40	
Total Counsel		1.40	
TOTAL TIME		<u>1.40</u>	
CLIENT TOTAL		<u>2450.90</u>	

EXHIBIT B

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #1 General Corporate Advice

Bill No: 1042875

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNERS</u>			
D. J. (JAN) BAKER	\$760	1.30	\$ 988.00
ALAN G. STRAUS	720	<u>5.70</u>	<u>4,104.00</u>
TOTAL PARTNERS		7.00	\$5,092.00
<u>COUNSEL</u>			
MARK A. MCDERMOTT	\$495	<u>3.00</u>	<u>\$1,485.00</u>
TOTAL COUNSEL		3.00	\$1,485.00
<u>ASSOCIATES</u>			
ROBERT A. GREEBEL	\$395	6.30	\$2,488.50
BRIAN P. KELLY	420	<u>0.20</u>	<u>84.00</u>
TOTAL ASSOCIATES		6.50	\$2,572.50
MATTER TOTAL		<u>16.50</u>	<u>\$9,149.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #5 Asset Dispositions (Real Property)

Bill No: 1042875

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>ASSOCIATES</u>			
ROBERT A. GREEBEL	\$395	38.20	\$15,089.00
EVAN A. MICHAEL	355	68.40	24,282.00
MINDY E. NAGORSKY	440	<u>6.00</u>	<u>2,640.00</u>
TOTAL ASSOCIATES		112.60	\$42,011.00
MATTER TOTAL		<u>112.60</u>	<u>\$42,011.00</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #7 Business Operations/Strategic Planning

Bill No: 1042875

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>COUNSEL</u>			
JOSEPH P. NISA	\$495	<u>9.00</u>	<u>\$4,455.00</u>
TOTAL COUNSEL		9.00	\$4,455.00
<u>LEGAL ASSISTANTS</u>			
LEGAL ASSISTANT @	\$195	<u>6.90</u>	<u>\$1,345.50</u>
TOTAL LEGAL ASSISTANTS		6.90	\$1,345.50
MATTER TOTAL		<u>15.90</u>	<u>\$5,800.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #8 Case Administration

Bill No: 1042875

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>COUNSEL</u>			
MARK A. MCDERMOTT	\$495	<u>0.60</u>	\$ <u>297.00</u>
TOTAL COUNSEL		0.60	\$ 297.00
<u>ASSOCIATES</u>			
KRIS AGARWAL	\$395	0.90	\$ 355.50
BRIAN P. KELLY	420	9.80	4,116.00
FREDERICK D. MORRIS	490	0.20	98.00
BENNETT S. SILVERBERG	420	1.80	756.00
SINA TOUSSI	475	<u>87.90</u>	<u>41,752.50</u>
TOTAL ASSOCIATES		100.60	\$47,078.00
<u>LEGAL ASSISTANTS</u>			
LEGAL ASSISTANT @	\$120	<u>75.90</u>	\$ <u>9,108.00</u>
TOTAL LEGAL ASSISTANTS		75.90	\$ 9,108.00
MATTER TOTAL		<u>177.10</u>	<u>\$56,483.00</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #9 Claims Admin. (General)

Bill No: 1042875

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	5.10	\$ 2,524.50
MARK A. MCDERMOTT	495	<u>12.20</u>	<u>6,039.00</u>
TOTAL COUNSEL		17.30	\$ 8,563.50
<u>ASSOCIATES</u>			
GRENVILLE R. DAY	\$460	0.50	\$ 230.00
MARK L. DESGROSSEILLIER	440	2.10	924.00
FREDERICK D. MORRIS	490	0.60	294.00
BENNETT S. SILVERBERG	420	6.90	2,898.00
VENERA E. TAOUCHANOVA	440	<u>15.90</u>	<u>6,996.00</u>
TOTAL ASSOCIATES		26.00	\$11,342.00
MATTER TOTAL		<u>43.30</u>	<u>\$19,905.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #13 Creditor Meetings/Statutory Committees

Bill No: 1042875

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
D. J. (JAN) BAKER	\$760	<u>1.20</u>	<u>\$912.00</u>
TOTAL PARTNER		1.20	\$912.00
MATTER TOTAL		<u>1.20</u>	<u>\$912.00</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #14 Disclosure Statement/Voting Issues

Bill No: 1042875

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	3.20	\$1,584.00
MARK A. MCDERMOTT	495	<u>0.60</u>	<u>297.00</u>
TOTAL COUNSEL		3.80	\$1,881.00
<u>ASSOCIATE</u>			
BENNETT S. SILVERBERG	\$420	<u>7.90</u>	<u>\$3,318.00</u>
TOTAL ASSOCIATE		7.90	\$3,318.00
MATTER TOTAL		<u>11.70</u>	<u>\$5,199.00</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #15 Employee Matters (General)

Bill No: 1042875

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
D. J. (JAN) BAKER	\$760	<u>3.20</u>	\$ <u>2,432.00</u>
TOTAL PARTNER		3.20	\$ 2,432.00
<u>COUNSEL</u>			
BERIT R. FREEMAN	\$495	10.60	\$ 5,247.00
DAVID E. SCHWARTZ	495	<u>6.90</u>	<u>3,415.50</u>
TOTAL COUNSEL		17.50	\$ 8,662.50
<u>ASSOCIATES</u>			
BRYAN L. OLSON	\$395	5.00	\$ 1,975.00
DAWN M. PACIFICO	460	<u>9.00</u>	<u>4,140.00</u>
TOTAL ASSOCIATES		14.00	\$ 6,115.00
MATTER TOTAL		<u>34.70</u>	<u>\$17,209.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #18 Executory Contracts (Personalty)

Bill No: 1042875

<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>0.60</u>	<u>297.00</u>
TOTAL COUNSEL		0.90	\$ 445.50
<u>ASSOCIATES</u>			
KRIS AGARWAL	\$395	5.40	\$ 2,133.00
GRENVILLE R. DAY	460	6.50	2,990.00
BRIAN P. KELLY	420	16.80	7,056.00
BENNETT S. SILVERBERG	420	0.60	252.00
SINA TOUSSI	475	<u>0.80</u>	<u>380.00</u>
TOTAL ASSOCIATES		30.10	\$12,811.00
MATTER TOTAL		<u>31.00</u>	<u>\$13,256.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #19 Financing (DIP and Emergence)

Bill No: 1042875

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
D. J. (JAN) BAKER	\$760	<u>13.80</u>	\$ <u>10,488.00</u>
TOTAL PARTNER		13.80	\$ 10,488.00
<u>COUNSEL</u>			
MARK A. MCDERMOTT	\$495	<u>4.20</u>	\$ <u>2,079.00</u>
TOTAL COUNSEL		4.20	\$ 2,079.00
<u>ASSOCIATES</u>			
MICHAEL D. ADAMSKI	\$250	70.20	\$ 17,550.00
KRIS AGARWAL	395	20.20	7,979.00
JOHN E. ALESSI	320	153.20	49,024.00
JEREMY S. BLOOM	395	221.40	87,453.00
GRENVILLE R. DAY	460	20.70	9,522.00
JENELLE J. DECOTEAU	250	11.50	2,875.00
MICHAEL A. GENTRY	250	164.10	41,025.00
ROBERT A. GREEBEL	395	15.50	6,122.50
BRIAN P. KELLY	420	1.60	672.00
FREDERICK D. MORRIS	490	5.80	2,842.00
VENERA E. TAOUCHANOVA	440	23.80	10,472.00
SINA TOUSSI	475	<u>14.90</u>	<u>7,077.50</u>
TOTAL ASSOCIATES		722.90	\$242,614.00
<u>LEGAL ASSISTANTS</u>			
LEGAL ASSISTANT @	\$55	12.90	\$ 709.50
LEGAL ASSISTANT @	120	146.90	17,628.00
LEGAL ASSISTANT @	135	<u>33.20</u>	<u>4,482.00</u>
TOTAL LEGAL ASSISTANTS		193.00	\$ 22,819.50
MATTER TOTAL		<u>933.90</u>	<u>\$278,000.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #21 Insurance

Bill No: 1042875

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
ERIC M. DAVIS	\$595	<u>24.60</u>	<u>\$14,637.00</u>
TOTAL PARTNER		24.60	\$14,637.00
<u>ASSOCIATES</u>			
MARK L. DESGROSSEILLIER	\$440	22.90	\$10,076.00
BENNETT S. SILVERBERG	420	<u>8.90</u>	<u>3,738.00</u>
TOTAL ASSOCIATES		31.80	\$13,814.00
MATTER TOTAL		<u>56.40</u>	<u>\$28,451.00</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #24 Leases (Real Property)

Bill No: 1042875

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	<u>0.30</u>	\$ <u>148.50</u>
TOTAL COUNSEL		0.30	\$ 148.50
<u>ASSOCIATES</u>			
GRENVILLE R. DAY	\$460	2.90	\$1,334.00
BRIAN P. KELLY	420	<u>0.20</u>	<u>84.00</u>
TOTAL ASSOCIATES		3.10	\$1,418.00
MATTER TOTAL		<u>3.40</u>	<u>\$1,566.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #25 Litigation (General)

Bill No: 1042875

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
ERIC M. DAVIS	\$595	<u>42.90</u>	<u>\$25,525.50</u>
TOTAL PARTNER		42.90	\$25,525.50
<u>COUNSEL</u>			
MARK A. MCDERMOTT	\$495	<u>3.10</u>	<u>\$ 1,534.50</u>
TOTAL COUNSEL		3.10	\$ 1,534.50
<u>ASSOCIATES</u>			
MARK L. DESGROSSEILLIER	\$440	41.10	\$18,084.00
FREDERICK D. MORRIS	490	4.80	2,352.00
BENNETT S. SILVERBERG	420	<u>3.00</u>	<u>1,260.00</u>
TOTAL ASSOCIATES		48.90	\$21,696.00
MATTER TOTAL		<u>94.90</u>	<u>\$48,756.00</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #28 Nonworking Travel Time

Bill No: 1042875

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNERS</u>			
ERIC M. DAVIS	\$298	8.80	\$2,618.00
ALAN G. STRAUS	360	<u>0.70</u>	<u>252.00</u>
TOTAL PARTNERS		9.50	\$2,870.00
<u>COUNSEL</u>			
MARK A. MCDERMOTT	\$248	<u>17.80</u>	<u>\$4,405.50</u>
TOTAL COUNSEL		17.80	\$4,405.50
<u>ASSOCIATES</u>			
GRENVILLE R. DAY	\$230	6.30	\$1,449.00
BRIAN P. KELLY	210	<u>1.00</u>	<u>210.00</u>
TOTAL ASSOCIATES		7.30	\$1,659.00
<u>LEGAL ASSISTANTS</u>			
LEGAL ASSISTANT @	\$60	<u>4.50</u>	<u>\$ 270.00</u>
TOTAL LEGAL ASSISTANTS		4.50	\$ 270.00
MATTER TOTAL		<u>39.10</u>	<u>\$9,204.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #30 Regulatory and SEC Matters

Bill No: 1042875

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNERS</u>			
ERIC M. DAVIS	\$595	0.90	\$ 535.50
ALAN G. STRAUS	720	<u>3.50</u>	<u>2,520.00</u>
TOTAL PARTNERS		4.40	\$ 3,055.50
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	1.50	\$ 742.50
MARK A. MCDERMOTT	495	<u>0.90</u>	<u>445.50</u>
TOTAL COUNSEL		2.40	\$ 1,188.00
<u>ASSOCIATES</u>			
MARK L. DESGROSSEILLIER	\$440	3.50	\$ 1,540.00
MICHAEL A. GENTRY	250	26.40	6,600.00
ROBERT A. GREEBEL	395	9.20	3,634.00
EVAN A. MICHAEL	355	21.00	7,455.00
FREDERICK D. MORRIS	490	4.60	2,254.00
BENNETT S. SILVERBERG	420	2.70	1,134.00
SINA TOUSSI	475	<u>1.90</u>	<u>902.50</u>
TOTAL ASSOCIATES		69.30	\$23,519.50
<u>LEGAL ASSISTANTS</u>			
LEGAL ASSISTANT @	\$120	48.80	\$ 5,856.00
LEGAL ASSISTANT @	135	<u>5.00</u>	<u>675.00</u>
TOTAL LEGAL ASSISTANTS		53.80	\$ 6,531.00
MATTER TOTAL		<u>129.90</u>	<u>\$34,294.00</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #31 Reorganization Plan/Plan Sponsors

Bill No: 1042875

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNERS</u>			
D. J. (JAN) BAKER	\$760	93.80	\$ 71,288.00
ERIC M. DAVIS	595	9.80	5,831.00
ALAN G. STRAUS	720	<u>98.00</u>	<u>70,560.00</u>
TOTAL PARTNERS		201.60	\$147,679.00
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	129.80	\$ 64,251.00
MARK A. MCDERMOTT	495	<u>82.60</u>	<u>40,887.00</u>
TOTAL COUNSEL		212.40	\$105,138.00
<u>ASSOCIATES</u>			
KRIS AGARWAL	\$395	35.80	\$ 14,141.00
GRENVILLE R. DAY	460	58.70	27,002.00
MARK L. DESGROSSEILLIER	440	2.30	1,012.00
BRIAN P. KELLY	420	22.80	9,576.00
FREDERICK D. MORRIS	490	15.50	7,595.00
BENNETT S. SILVERBERG	420	72.00	30,240.00
VENERA E. TAOUCHANOVA	440	3.40	1,496.00
SINA TOUSSI	475	<u>5.70</u>	<u>2,707.50</u>
TOTAL ASSOCIATES		216.20	\$ 93,769.50
<u>LEGAL ASSISTANTS</u>			
LEGAL ASSISTANT @	\$135	<u>9.00</u>	\$ <u>1,215.00</u>
TOTAL LEGAL ASSISTANTS		9.00	\$ 1,215.00
MATTER TOTAL		<u>639.20</u>	<u>\$347,801.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

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

Bill No: 1042875

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	<u>3.50</u>	\$ <u>1,732.50</u>
TOTAL COUNSEL		3.50	\$ 1,732.50
<u>ASSOCIATES</u>			
KRIS AGARWAL	\$395	21.20	\$ 8,374.00
GRENVILLE R. DAY	460	2.20	1,012.00
BRIAN P. KELLY	420	<u>10.90</u>	<u>4,578.00</u>
TOTAL ASSOCIATES		34.30	\$13,964.00
MATTER TOTAL		<u>37.80</u>	<u>\$15,696.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

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

Bill No: 1042875

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	<u>1.90</u>	\$ <u>940.50</u>
TOTAL COUNSEL		1.90	\$ 940.50
<u>ASSOCIATE</u>			
BRIAN P. KELLY	\$420	<u>19.40</u>	\$ <u>8,148.00</u>
TOTAL ASSOCIATE		19.40	\$8,148.00
MATTER TOTAL		<u>21.30</u>	<u>\$9,088.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #36 Tax Matters

Bill No: 1042875

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>PARTNER</u>			
MAXWELL M. MILLER	\$720	<u>6.10</u>	\$ <u>4,392.00</u>
TOTAL PARTNER		6.10	\$ 4,392.00
<u>ASSOCIATES</u>			
JEFFREY A. GREENBLATT	\$475	38.00	\$18,050.00
JULIE X. WANG	355	<u>5.50</u>	<u>1,952.50</u>
TOTAL ASSOCIATES		43.50	\$20,002.50
MATTER TOTAL		<u>49.60</u>	<u>\$24,394.50</u>

TIME SUMMARY - - ALL MATTERS
RCN CORPORATION (DIP)

MATTER #37 U.S. Trustee Matters

Bill No: 1042875

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL</u>
<u>COUNSEL</u>			
THOMAS J. MATZ	\$495	<u>1.40</u>	<u>\$693.00</u>
TOTAL COUNSEL		1.40	\$693.00
MATTER TOTAL		<u>1.40</u>	<u>\$693.00</u>
CLIENT TOTAL		<u>2450.90</u>	<u>\$967,873.00</u>

EXHIBIT C

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

RCN Corporation (DIP)
General Corporate Advice

Bill Date: 01/20/05
Bill Number: 1042875

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	12/03/04	Copy Center, D	8.60
In-house Reproduction	12/10/04	Copy Center, D	6.30
In-house Reproduction	12/10/04	Copy Center, D	43.60
In-house Reproduction	12/14/04	Copy Center, D	0.60
In-house Reproduction	12/21/04	Copy Center, D	1.30
		TOTAL IN-HOUSE REPRODUCTION	\$60.40
Vendor Hosted Teleconferencing	11/30/04	Teleconferencing Services, LLC	12.98
Vendor Hosted Teleconferencing	11/30/04	Teleconferencing Services, LLC	9.17
		TOTAL VENDOR HOSTED TELECONFERENCING	\$22.15
Messengers/ Courier	12/03/04	Dist Serv/Mail/Page, D	7.32
Messengers/ Courier	12/03/04	Dist Serv/Mail/Page, D	5.57
Messengers/ Courier	12/03/04	Dist Serv/Mail/Page, D	5.57
Messengers/ Courier	12/03/04	Dist Serv/Mail/Page, D	5.57
Messengers/ Courier	12/03/04	Dist Serv/Mail/Page, D	5.57
Messengers/ Courier	12/03/04	Dist Serv/Mail/Page, D	9.71
Messengers/ Courier	12/03/04	Dist Serv/Mail/Page, D	8.84
Messengers/ Courier	12/03/04	Dist Serv/Mail/Page, D	7.96
Messengers/ Courier	12/03/04	Dist Serv/Mail/Page, D	8.84
Messengers/ Courier	12/03/04	Dist Serv/Mail/Page, D	8.84
Messengers/ Courier	12/03/04	Dist Serv/Mail/Page, D	8.84
Messengers/ Courier	12/03/04	Dist Serv/Mail/Page, D	7.96
Messengers/ Courier	12/03/04	Dist Serv/Mail/Page, D	9.71
Messengers/ Courier	12/03/04	Dist Serv/Mail/Page, D	8.84
Messengers/ Courier	12/03/04	Dist Serv/Mail/Page, D	8.84
Messengers/ Courier	12/03/04	Dist Serv/Mail/Page, D	8.84
Messengers/ Courier	12/03/04	Dist Serv/Mail/Page, D	7.88
Messengers/ Courier	12/03/04	Dist Serv/Mail/Page, D	5.57
Messengers/ Courier	12/03/04	Dist Serv/Mail/Page, D	5.57
Messengers/ Courier	12/03/04	Dist Serv/Mail/Page, D	5.57

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

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

Disbursement	Date	Vendor/Employee/Dept.	Amount
Messengers/ Courier	12/03/04	Dist Serv/Mail/Page, D	5.57
Messengers/ Courier	12/03/04	Dist Serv/Mail/Page, D	5.57
Messengers/ Courier	12/03/04	Dist Serv/Mail/Page, D	6.57
Messengers/ Courier	12/03/04	Dist Serv/Mail/Page, D	5.57
Messengers/ Courier	12/06/04	Dist Serv/Mail/Page, D	5.67
Messengers/ Courier	12/06/04	Dist Serv/Mail/Page, D	8.02
Messengers/ Courier	12/06/04	Dist Serv/Mail/Page, D	8.02
Messengers/ Courier	12/07/04	Dist Serv/Mail/Page, D	8.02
Messengers/ Courier	12/09/04	Dist Serv/Mail/Page, D	5.77
Messengers/ Courier	12/10/04	Federal Express Corp.	12.21
Messengers/ Courier	12/10/04	Federal Express Corp.	11.10
Messengers/ Courier	12/10/04	Federal Express Corp.	12.77
Messengers/ Courier	12/10/04	Federal Express Corp.	11.10
Messengers/ Courier	12/10/04	Federal Express Corp.	20.17
Messengers/ Courier	12/10/04	Dist Serv/Mail/Page, D	5.34
Messengers/ Courier	12/21/04	Dist Serv/Mail/Page, D	11.75
		TOTAL MESSENGERS/ COURIER	\$487.51
Scanning	12/05/04	Scott-Bonnick S	51.15
		TOTAL SCANNING	\$51.15
OCR Processing	12/13/04	Marin I	0.20
OCR Processing	12/13/04	Paternostro M	17.15
OCR Processing	12/13/04	Wu D	133.55
		TOTAL OCR PROCESSING	\$150.90
CLR/Disclosure	11/30/04	Global Securities	221.60
CLR/Disclosure	11/30/04	Global Securities	21.73
CLR/Disclosure	11/30/04	Global Securities	149.90
		TOTAL CLR/DISCLOSURE	\$393.23
		TOTAL MATTER	\$1,165.34

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

RCN Corporation (DIP)
Asset Analysis and Recovery

Bill Date: 01/20/05
Bill Number: 1042875

Disbursement	Date	Vendor/Employee/Dept.	Amount
Outside Research/Internet Services	11/24/04	Capitol District Information	361.98
		TOTAL OUTSIDE RESEARCH/INTERNET SERVICES	\$361.98
		TOTAL MATTER	\$361.98

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

RCN Corporation (DIP)
Business Operations/Strategic Planning

Bill Date: 01/20/05
Bill Number: 1042875

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	12/03/04	Copy Center, D	367.60
In-house Reproduction	12/07/04	Copy Center, D	0.40
In-house Reproduction	12/07/04	Copy Center, D	17.30
In-house Reproduction	12/21/04	Copy Center, D	3.00
		TOTAL IN-HOUSE REPRODUCTION	\$388.30
Reproduction - color	12/03/04	Copy Center, D	117.50
		TOTAL REPRODUCTION - COLOR	\$117.50
Vendor Hosted Teleconferencing	12/16/04	Teleconferencing Services, LLC	14.52
		TOTAL VENDOR HOSTED TELECONFERENCING	\$14.52
Messengers/ Courier	12/20/04	Dist Serv/Mail/Page, D	10.34
		TOTAL MESSENGERS/ COURIER	\$10.34
		TOTAL MATTER	\$530.66

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

**RCN Corporation (DIP)
Case Administration**

**Bill Date: 01/20/05
Bill Number: 1042875**

Disbursement	Date	Vendor/Employee/Dept.	Amount
Air/Rail Travel - vendor feed	11/30/04	McDermott MA	635.66
Air/Rail Travel - vendor feed	12/10/04	McDermott MA	1,255.63
		TOTAL AIR/RAIL TRAVEL - VENDOR FEED	\$1,891.29
Car Service Vendor Feeds	12/10/04	McDermott MA	46.17
		TOTAL CAR SERVICE VENDOR FEEDS	\$46.17
In-house Reproduction	12/03/04	Copy Center, D	196.00
In-house Reproduction	12/07/04	Copy Center, D	109.00
In-house Reproduction	12/10/04	Copy Center, D	182.10
In-house Reproduction	12/10/04	Copy Center, D	1,425.30
In-house Reproduction	12/21/04	Copy Center, D	90.70
		TOTAL IN-HOUSE REPRODUCTION	\$2,003.10
Vendor Hosted Teleconferencing	11/30/04	Teleconferencing Services, LLC	0.21
Vendor Hosted Teleconferencing	11/30/04	Teleconferencing Services, LLC	22.66
Vendor Hosted Teleconferencing	11/30/04	Teleconferencing Services, LLC	0.21
Vendor Hosted Teleconferencing	11/30/04	Teleconferencing Services, LLC	25.13
Vendor Hosted Teleconferencing	11/30/04	Teleconferencing Services, LLC	18.85
		TOTAL VENDOR HOSTED TELECONFERENCING	\$67.06
Telephone - Long Distance	12/11/04	Morris FD	56.00
		TOTAL TELEPHONE - LONG DISTANCE	\$56.00
Out-of-Town Travel	11/10/04	McDermott MA	21.70
Out-of-Town Travel	11/11/04	McDermott MA	7.80
Out-of-Town Travel	11/12/04	McDermott MA	74.00

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

Disbursement	Date	Vendor/Employee/Dept.	Amount
Out-of-Town Travel	11/22/04	McDermott MA	30.00
Out-of-Town Travel	11/29/04	McDermott MA	52.00
Out-of-Town Travel	11/29/04	McDermott MA	35.00
Out-of-Town Travel	11/30/04	McDermott MA	35.00
Out-of-Town Travel	11/30/04	McDermott MA	52.00
Out-of-Town Travel	11/30/04	McDermott MA	7.00
Out-of-Town Travel	12/01/04	McDermott MA	14.70
Out-of-Town Travel	12/02/04	McDermott MA	8.90
Out-of-Town Travel	12/03/04	McDermott MA	8.10
Out-of-Town Travel	12/06/04	McDermott MA	15.10
Out-of-Town Travel	12/07/04	McDermott MA	9.30
Out-of-Town Travel	12/08/04	McDermott MA	17.70
Out-of-Town Travel	12/08/04	McDermott MA	17.50
Out-of-Town Travel	12/08/04	McDermott MA	7.40
Out-of-Town Travel	12/09/04	McDermott MA	8.90
Out-of-Town Travel	12/10/04	McDermott MA	7.70
Out-of-Town Travel	12/13/04	McDermott MA	52.00
Out-of-Town Travel	12/13/04	McDermott MA	7.40
Out-of-Town Travel	12/14/04	McDermott MA	8.50
Out-of-Town Travel	12/15/04	McDermott MA	6.90
Out-of-Town Travel	12/16/04	McDermott MA	7.30
Out-of-Town Travel	12/16/04	McDermott MA	40.00
Out-of-Town Travel	12/19/04	McDermott MA	52.00
Out-of-Town Travel	12/19/04	McDermott MA	26.60
Out-of-Town Travel	12/20/04	McDermott MA	7.70
Out-of-Town Travel	12/21/04	McDermott MA	7.30
Out-of-Town Travel	12/21/04	McDermott MA	15.00
		TOTAL OUT-OF-TOWN TRAVEL	\$660.50
Messengers/ Courier	11/29/04	Dist Serv/Mail/Page, D	21.26
Messengers/ Courier	11/29/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	11/30/04	Dist Serv/Mail/Page, D	21.26
Messengers/ Courier	12/01/04	Dist Serv/Mail/Page, D	5.57
Messengers/ Courier	12/02/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	12/03/04	Dist Serv/Mail/Page, D	11.75

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

Disbursement	Date	Vendor/Employee/Dept.	Amount
Messengers/ Courier	12/06/04	Dist Serv/Mail/Page, D	21.26
Messengers/ Courier	12/06/04	Dist Serv/Mail/Page, D	12.08
Messengers/ Courier	12/06/04	Dist Serv/Mail/Page, D	12.08
Messengers/ Courier	12/06/04	Dist Serv/Mail/Page, D	12.08
Messengers/ Courier	12/06/04	Dist Serv/Mail/Page, D	21.26
Messengers/ Courier	12/06/04	Dist Serv/Mail/Page, D	31.38
Messengers/ Courier	12/06/04	Dist Serv/Mail/Page, D	21.26
Messengers/ Courier	12/06/04	Dist Serv/Mail/Page, D	21.26
Messengers/ Courier	12/07/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	12/08/04	Dist Serv/Mail/Page, D	21.26
Messengers/ Courier	12/09/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	12/15/04	Dist Serv/Mail/Page, D	5.67
Messengers/ Courier	12/15/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	12/17/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	12/20/04	Dist Serv/Mail/Page, D	34.10
		TOTAL MESSENGERS/ COURIER	\$344.03
Court Reporting	11/30/04	Veritext New York Reporting Company L.L.	147.00
Court Reporting	12/06/04	Veritext New York Reporting Company L.L.	86.50
Court Reporting	12/15/04	Veritext New York Reporting Company L.L.	207.50
		TOTAL COURT REPORTING	\$441.00
		TOTAL MATTER	\$5,509.15

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

RCN Corporation (DIP)
Disclosure Statement/Voting Issues

Bill Date: 01/20/05
Bill Number: 1042875

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	12/17/04	Copy Center, D	98.60
		TOTAL IN-HOUSE REPRODUCTION	\$98.60
Lexis/Nexis	12/01/04	Rockness D	323.69
		TOTAL LEXIS/NEXIS	\$323.69
Westlaw	12/01/04	Murphy TG	2,232.76
Westlaw	12/01/04	Rockness D	78.02
		TOTAL WESTLAW	\$2,310.78
Vendor Hosted Teleconferencing	10/18/04	Teleconferencing Services, LLC	41.10
		TOTAL VENDOR HOSTED TELECONFERENCING	\$41.10
CLR/Disclosure	10/31/04	Office Admin, D	21.00
CLR/Disclosure	11/30/04	Global Securities	34.76
CLR/Disclosure	12/31/04	Global Securities	19.55
CLR/Disclosure	12/31/04	Global Securities	39.11
		TOTAL CLR/DISCLOSURE	\$114.42
Continuations	11/30/04	Global Securities	28.24
		TOTAL CONTINUATIONS	\$28.24
		TOTAL MATTER	\$2,916.83

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

RCN Corporation (DIP)
Employee Matters (General)

Bill Date: 01/20/05
Bill Number: 1042875

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	12/21/04	Copy Center, D	5.70
		TOTAL IN-HOUSE REPRODUCTION	\$5.70
		TOTAL MATTER	\$5.70

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

RCN Corporation (DIP)
Financing (DIP and Emergence)

Bill Date: 01/20/05
Bill Number: 1042875

Disbursement	Date	Vendor/Employee/Dept.	Amount
CLR/Delaware Database	12/17/04	Office Admin, D	1,400.00
		TOTAL CLR/DELAWARE DATABASE	\$1,400.00
In-house Reproduction	12/03/04	Copy Center, D	143.80
In-house Reproduction	12/07/04	Copy Center, D	57.10
In-house Reproduction	12/10/04	Copy Center, D	15.80
In-house Reproduction	12/14/04	Copy Center, D	14.70
In-house Reproduction	12/17/04	Copy Center, D	42.90
In-house Reproduction	12/21/04	Copy Center, D	510.50
		TOTAL IN-HOUSE REPRODUCTION	\$784.80
Westlaw	12/10/04	Gentry MA	77.73
		TOTAL WESTLAW	\$77.73
Messengers/ Courier	11/18/04	Dist Serv/Mail/Page, D	5.57
Messengers/ Courier	12/06/04	Dist Serv/Mail/Page, D	5.67
Messengers/ Courier	12/21/04	Dist Serv/Mail/Page, D	21.26
		TOTAL MESSENGERS/ COURIER	\$32.50
Contracted Catering-NY	12/17/04	Baker DJ	359.24
Contracted Catering-NY	12/20/04	Baker DJ	239.50
Contracted Catering-NY	12/20/04	Baker DJ	359.24
Contracted Catering-NY	12/21/04	Baker DJ	359.24
Contracted Catering-NY	12/21/04	Baker DJ	179.62
Contracted Catering-NY	12/21/04	Baker DJ	359.24
Contracted Catering-NY	12/21/04	Baker DJ	119.75
		TOTAL CONTRACTED CATERING-NY	\$1,975.83
		TOTAL MATTER	\$4,270.86

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

RCN Corporation (DIP)
Insurance

Bill Date: 01/20/05
Bill Number: 1042875

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	12/03/04	Copy Center, D	29.10
In-house Reproduction	12/08/04	Copy Center, D	41.10
		TOTAL IN-HOUSE REPRODUCTION	\$70.20
Air/Rail Travel (external)	11/15/04	Davis EM	99.00
		TOTAL AIR/RAIL TRAVEL (EXTERNAL)	\$99.00
Out-of-Town Travel	11/15/04	Davis EM	353.10
		TOTAL OUT-OF-TOWN TRAVEL	\$353.10
Out-of-Town Meals	11/15/04	Davis EM	55.28
		TOTAL OUT-OF-TOWN MEALS	\$55.28
CLR/Disclosure	11/30/04	Global Securities	26.07
		TOTAL CLR/DISCLOSURE	\$26.07
		TOTAL MATTER	\$603.65

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

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

**Bill Date: 01/20/05
Bill Number: 1042875**

Disbursement	Date	Vendor/Employee/Dept.	Amount
Air/Rail Travel - vendor feed	12/07/04	Davis EM	151.00
Air/Rail Travel - vendor feed	12/15/04	Davis EM	257.00
		TOTAL AIR/RAIL TRAVEL - VENDOR FEED	\$408.00
Car Service Vendor Feeds	12/08/04	Davis EM	44.13
Car Service Vendor Feeds	12/16/04	Davis EM	63.51
		TOTAL CAR SERVICE VENDOR FEEDS	\$107.64
In-house Reproduction	12/21/04	Copy Center, D	17.40
		TOTAL IN-HOUSE REPRODUCTION	\$17.40
Vendor Hosted Teleconferencing	11/30/04	Teleconferencing Services, LLC	1.34
Vendor Hosted Teleconferencing	11/30/04	Teleconferencing Services, LLC	0.21
Vendor Hosted Teleconferencing	11/30/04	Teleconferencing Services, LLC	14.21
Vendor Hosted Teleconferencing	11/30/04	Teleconferencing Services, LLC	0.41
Vendor Hosted Teleconferencing	11/30/04	Teleconferencing Services, LLC	16.89
		TOTAL VENDOR HOSTED TELECONFERENCING	\$33.06
		TOTAL MATTER	\$566.10

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

RCN Corporation (DIP)
Regulatory and SEC Matters

Bill Date: 01/20/05
Bill Number: 1042875

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	12/21/04	Copy Center, D	4.70
		TOTAL IN-HOUSE REPRODUCTION	\$4.70
Non-standard/Outside Reproduction	11/30/04	Office Tiger	3,805.00
		TOTAL NON-STANDARD/OUTSIDE REPRODUCTION	\$3,805.00
Lexis/Nexis	12/02/04	Moringiello KB	679.16
Lexis/Nexis	12/02/04	Cleary MA	137.99
Lexis/Nexis	12/03/04	Cleary MA	29.28
Lexis/Nexis	12/07/04	Poggioli C	49.33
		TOTAL LEXIS/NEXIS	\$895.76
Contracted Catering-NY	12/01/04	Baker DJ	239.50
		TOTAL CONTRACTED CATERING-NY	\$239.50
CLR/Disclosure	11/30/04	Global Securities	58.66
CLR/Disclosure	11/30/04	Global Securities	15.21
CLR/Disclosure	11/30/04	Global Securities	89.07
CLR/Disclosure	11/30/04	Global Securities	65.18
		TOTAL CLR/DISCLOSURE	\$228.12
		TOTAL MATTER	\$5,173.08

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

RCN Corporation (DIP)
Reorganization Plan/Plan Sponsors

Bill Date: 01/20/05
Bill Number: 1042875

Disbursement	Date	Vendor/Employee/Dept.	Amount
Air/Rail Travel - vendor feed	12/16/04	McDermott MA	634.16
Air/Rail Travel - vendor feed	12/19/04	McDermott MA	635.66
		TOTAL AIR/RAIL TRAVEL - VENDOR FEED	\$1,269.82
Car Service Vendor Feeds	12/08/04	Baker DJ	412.59
Car Service Vendor Feeds	12/08/04	Baker DJ	100.61
Car Service Vendor Feeds	12/08/04	Baker DJ	193.35
Car Service Vendor Feeds	12/16/04	McDermott MA	46.17
Car Service Vendor Feeds	12/16/04	Baker DJ	106.61
		TOTAL CAR SERVICE VENDOR FEEDS	\$859.33
In-house Reproduction	12/03/04	Copy Center, D	94.70
In-house Reproduction	12/21/04	Copy Center, D	91.40
		TOTAL IN-HOUSE REPRODUCTION	\$186.10
Lexis/Nexis	12/01/04	Agarwal K	386.72
Lexis/Nexis	12/02/04	Agarwal K	211.78
Lexis/Nexis	12/03/04	Agarwal K	4.59
Lexis/Nexis	12/13/04	Kelly BP	110.15
Lexis/Nexis	12/16/04	Taouchanova VE	4.59
		TOTAL LEXIS/NEXIS	\$717.83
Westlaw	12/20/04	Desgrosseillier ML	29.39
		TOTAL WESTLAW	\$29.39
Vendor Hosted Teleconferencing	11/30/04	Teleconferencing Services, LLC	105.06
Vendor Hosted Teleconferencing	11/30/04	Teleconferencing Services, LLC	20.70

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

Disbursement	Date	Vendor/Employee/Dept.	Amount
Vendor Hosted Teleconferencing	11/30/04	Teleconferencing Services, LLC	21.73
Vendor Hosted Teleconferencing	11/30/04	Teleconferencing Services, LLC	0.31
Vendor Hosted Teleconferencing	11/30/04	Teleconferencing Services, LLC	8.65
Vendor Hosted Teleconferencing	11/30/04	Teleconferencing Services, LLC	43.26
Vendor Hosted Teleconferencing	11/30/04	Teleconferencing Services, LLC	0.82
Vendor Hosted Teleconferencing	11/30/04	Teleconferencing Services, LLC	3.71
Vendor Hosted Teleconferencing	11/30/04	Teleconferencing Services, LLC	5.46
Vendor Hosted Teleconferencing	11/30/04	Teleconferencing Services, LLC	10.92
Vendor Hosted Teleconferencing	11/30/04	Teleconferencing Services, LLC	72.31
		TOTAL VENDOR HOSTED TELECONFERENCING	\$292.93
Messengers/ Courier	12/02/04	Dist Serv/Mail/Page, D	11.75
Messengers/ Courier	12/15/04	Dist Serv/Mail/Page, D	5.76
Messengers/ Courier	12/17/04	Dist Serv/Mail/Page, D	21.26
		TOTAL MESSENGERS/ COURIER	\$38.77
		TOTAL MATTER	\$3,394.17

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

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

Bill Date: 01/20/05
Bill Number: 1042875

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	12/03/04	Copy Center, D	3.80
In-house Reproduction	12/14/04	Copy Center, D	2.20
In-house Reproduction	12/21/04	Copy Center, D	15.50
TOTAL IN-HOUSE REPRODUCTION			\$21.50
TOTAL MATTER			\$21.50

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

RCN Corporation (DIP)
Tax Matters

Bill Date: 01/20/05
Bill Number: 1042875

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	12/03/04	Copy Center, D	0.30
In-house Reproduction	12/21/04	Copy Center, D	2.00
		TOTAL IN-HOUSE REPRODUCTION	\$2.30
Westlaw	12/02/04	Wang JX	148.27
Westlaw	12/03/04	Wang JX	7.64
		TOTAL WESTLAW	\$155.91
		TOTAL MATTER	\$158.21

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

RCN Corporation (DIP)
Erisa Litigation

Bill Date: 01/20/05
Bill Number: 1042875

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	10/19/04	Copy Center, D	1.30
		TOTAL IN-HOUSE REPRODUCTION	\$1.30
Telephone Expense	11/24/04	Telecommunications, D	0.34
Telephone Expense	11/24/04	Telecommunications, D	0.02
Telephone Expense	11/24/04	Telecommunications, D	0.03
		TOTAL TELEPHONE EXPENSE	\$0.39
Lexis/Nexis	10/15/04	Rodriguez A	75.28
		TOTAL LEXIS/NEXIS	\$75.28
Westlaw	10/11/04	Rodriguez A	50.40
		TOTAL WESTLAW	\$50.40
Contracted Catering-NY	10/15/04	Aguilar LE	179.62
		TOTAL CONTRACTED CATERING-NY	\$179.62
CLR/Disclosure	10/31/04	Global Securities	58.66
CLR/Disclosure	10/31/04	Global Securities	56.49
		TOTAL CLR/DISCLOSURE	\$115.15
		TOTAL MATTER	\$422.14
		TOTAL CLIENT	\$25,099.37