

EXHIBIT B

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

RCN CORPORATION-ADEQUATE PROTECTION ISSUES AND LITIGATION

June 10, 2004 through December 21, 2004

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

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

RCN CORPORATION-ADEQUATE PROTECTION ISSUES AND LITIGATION

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9833945 9/7/2004	Review cash collateral order.	0.70	Naik, Soham D.
9833954 9/13/2004	Review cash collateral order re use of cash on hand to finance certain purchases (0.4); Review options re same (0.7).	1.10	Dunne, Dennis F.
9919333 11/1/2004	Several TCs w/ Skadden re cash collateral issues (.8); Email corresp. re same (.4)	1.20	Sullivan, Deirdre Ann
9970071 11/8/2004	TCs w/ R. Morris and T. Matz re cash collateral extension (.6); TC to D. Royster re same (.3); RV emails re same (.4); Corresp w/ team re extension (.4)	1.70	Sullivan, Deirdre Ann

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

RCN CORPORATION-ASSET SALES

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9814525 8/25/2004	Review Starpower docs (.3); conferences with D. Sullivan and A. Kapur at Chanin re: same (.2).	0.50	Naik, Soham D.
9814490 8/26/2004	Review Pepco-Starpower docs. (.5); correspondences with D. Sullivan and B. Kelly re: same (.4).	0.90	Naik, Soham D.
9810489 8/27/2004	Review PEPCo issues (0.4); Review letter from company to PEPCo (0.4); Confs w/ D. Sullivan re same (0.1).	0.90	Dunne, Dennis F.
9821539 8/27/2004	RV draft letter to Pepco (.3); TCs w/ G. Singer, D. Schall and D. Dunne re: same (.8); TC w/ J. Dubel re: same (.3)	1.40	Sullivan, Deirdre Ann
9821538 9/3/2004	Review various asset sale scenarios (0.7); Review implementation and other issues re same (0.5).	1.20	Dunne, Dennis F.
9827941 9/9/2004	Review Starpower issues and docs (1.1); Confs w/ G. Singer, D. Schall & T. Janson re same (0.8).	1.90	Dunne, Dennis F.
9833937 9/9/2004	Starpower matters; review materials; Calls SASM&F; work on matter	3.00	Janson, Thomas C.
9829806 9/10/2004	Prepare for and attend conf call with G. Singer, T. Janson, D. Schall & E. Edidin re Starpower sale (0.7); Review and revise memo to Skadden re same (0.5); Review docs re same (1.5).	2.70	Dunne, Dennis F.
9829808 9/10/2004	Draft email to Skadden re Starpower (.4); Revise same per comments (.3); RV Starpower documents (1.8); Mtg w/ S. Naik re Starpower issues (.4)	2.90	Sullivan, Deirdre Ann
9829809 9/10/2004	Review funding issues and alternatives re Pepco.	0.90	Dunne, Dennis F.
9833938 9/10/2004	C/Call re: Starpower; review Starpower materials; review exercise and notice documents	1.50	Janson, Thomas C.
9833941 9/10/2004	Review and distribute Pepco sale docs.	0.60	Naik, Soham D.

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Description of Legal Services

RCN CORPORATION-ASSET SALES

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9829807 9/12/2004	Confs w/ G. Singer re Starpower issues (0.3); Review docs re same (0.6).	0.90	Dunne, Dennis F.
9833940 9/13/2004	Prepare for and attend Pepco call (0.4); Confs thereafter w/ G. Singer & D. Schall (0.3); Review docs re same (1.9).	2.60	Dunne, Dennis F.
9846912 9/13/2004	Review and distribute the Pepco sale offering memorandum, the Starpower Management Presentation, and the RCN DC complaint.	2.90	Naik, Soham D.
9846927 9/13/2004	Calls w/Company, SASM&F and others re Starpower (1.4); review materials for TRO and Pl. (.6).	2.00	Janson, Thomas C.
9874027 9/13/2004	RV draft pleadings re Starpower (.4); Participate in conf. call re Starpower and follow-up calls w/ Committee members (.8); Mtg w/ D. Dunne re open issues (.3); TC w/ P. Lockwood re timing (.3); RV and comment on revised pleadings (1.8)	3.60	Sullivan, Deirdre Ann
9833939 9/14/2004	Conference telephone calls with D. Gelfand, Skadden, Committee members, Milbank restructuring team (.8). Teleconference with VC Lamb, all counsel (.3). Conferences with D. Gelfand, D. Sullivan regarding injunctive action filed by Skadden (.6). Review and revise Skadden TRO brief (2.1). Legal research re same (4.0); conference with C. Walker-Diallo regarding additional research (.4). Review complaint, application for TRO, correspondence and LLC Agreement (2.4).	10.90	Berg, Michael A.
9835282 9/14/2004	Prepare for and attend meeting w/ Committee members re Starpower issues (0.3); Confs w/ D. Schall, G. Singer re same (0.4); Prepare for and attend call w/ Company re same (0.4); Review results of Delaware chancery court hearing re same (0.3); Review docs (1.3).	2.70	Dunne, Dennis F.
9839783 9/14/2004	T/c's with D. Dunne, T. Janson, D. Sullivan, M. Berg (.6); review correspondence, complaint, motion for TRO (1.8); t/c's Skadden (.4); t/c with Court re: scheduling (.4); t/c Creditors' Committee re: litigation strategy (.4); review and revise draft brief in support of TRO (1.2).	4.50	Gelfand, David R.

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RCN CORPORATION-ASSET SALES

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9846913 9/14/2004	Conferences with M. Berg & D. Sullivan re: Pepco sale contract law research (.5); research same (2.1).	2.70	Naik, Soham D.
9846928 9/14/2004	Calls re: RCN/Starpower with D. Dunne, D. Gelfand, Diedre Sullivan (.6); Call with D. Sullivan, D. Gelfand and P. Lockwood (SASM&F) (.6); Pre-call w/Committee (.7); Call w/Company re Starpower (.7); review RCN drafts of filings (1.2); calls re same with SASM&F (.7).	4.50	Janson, Thomas C.
9874028 9/14/2004	Participate in conf. call w/ D. Dunne, T. Janson, D. Gelfand and M. Berg re: Starpower issues (.9); RV conflicts issues (1.1); Draft new matter memo re Starpower (.2); Conf call w/ P. Lockwood re Starpower (.4); Participate on conf call w/ Delaware Chancery Court (.6); Mtg w/ D. Gelfand and M. Berg (.4); TC w/ M. Berg re timing (.2); Participate in conf call w/ Committee re Starpower (.4); Participate in conf. call w/ Company re Starpower (.5); RV and respond to corresp. re Starpower (.6); RV operating agreement re open issues (.8);	6.10	Sullivan, Deirdre Ann
9885559 9/14/2004	Participate in 2nd Committee call re Starpower.	0.40	Sullivan, Deirdre Ann
9836565 9/15/2004	Continue review of Pepco sale and litigation docs (0.9); prepare for and attend conf call re same (0.3).	1.20	Dunne, Dennis F.
9846909 9/15/2004	Confer with M. Berg re: settlement offer and brief supporting TRO.	1.00	Gelfand, David R.
9848332 9/15/2004	Research and review case law regarding rights of first refusal (2.3). Prepare memorandum re same (2.2). Conferences with D. Gelfand, C. Walker-Diallo regarding research (.4). Conference telephone calls with P. Lockwood and D. Sullivan (.2).	5.10	Berg, Michael A.
9874029 9/15/2004	RV and comment on Starpower settlement agreement (.8); RV and respond to corresp. re same (.9); Participate in conf call re same (1.0)	2.70	Sullivan, Deirdre Ann

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RCN CORPORATION-ASSET SALES

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9839784 9/16/2004	Review and revise settlement agreement with Pepco (0.3); Review timing and implementation issues (0.3).	0.60	Dunne, Dennis F.
9846910 9/16/2004	RCN: Emails re: settlement papers (.3); withdrawal of litigation (.2).	0.50	Gelfand, David R.
9846914 9/16/2004	Review stipulation re: Pepco sale.	0.30	Naik, Soham D.
9846929 9/16/2004	Calls (1.1); review stipulation for settlement of Delaware proceeding (.4); work on deal (.1).	2.50	Janson, Thomas C.
9874030 9/16/2004	RV and circulate draft settlement re Starpower to Committee and advisors for comments	0.40	Sullivan, Deirdre Ann
9874031 9/17/2004	RV and circulate final Starpower settlement (.4)	0.40	Sullivan, Deirdre Ann
9846911 9/20/2004	Review Starpower structuring issues.	0.80	Dunne, Dennis F.
9887909 9/21/2004	Review Starpower materials.	0.60	Janson, Thomas C.
9849319 9/22/2004	Review financing structural issues re Starpower.	0.80	Dunne, Dennis F.
9887910 9/22/2004	Review Starpower issues.	0.70	Janson, Thomas C.
9857604 9/24/2004	Review issues re Starpower ROFR (0.8); Confs w/ D. Schall, E. Edidin, S. Kirpalani and J. Baker re same (0.6).	1.40	Dunne, Dennis F.
9880653 10/8/2004	Conference w/ D. Dunne, T. Janson, S. Kirpalani and D. Sullivan re: Starpower financing.	0.40	Naik, Soham D.
9933493 10/13/2004	Call re: Starpower option exercise; work on deal.	0.50	Janson, Thomas C.
9894124 10/19/2004	Review Starpower docs (0.2); Review correspondence re same (0.1).	0.30	Dunne, Dennis F.
9980632 12/1/2004	TC w/ R. Morris re sale of microwave assets (.4); TC w/Pete Bade re same (.3)	0.70	Sullivan, Deirdre Ann

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Description of Legal Services

RCN CORPORATION-AUTOMATIC STAY ENFORCEMENT & LITIGATION

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9701377 6/23/2004	Review lift stay motion.	0.20	Dunne, Dennis F.
9705885 6/23/2004	Review and summarize R/S motion (.3); TC to counsel re same (.1)	0.40	Sullivan, Deirdre Ann
9703115 6/24/2004	Review lift stay motion (0.2); Draft memo re same (0.1).	0.30	Dunne, Dennis F.
9712878 6/25/2004	Review shuman relief from stay documents.	0.30	Naik, Soham D.
9711262 6/29/2004	Obtained information from corporate filings re: Joyce v. RCN Corp.	0.90	Fabsik, Paul
9734285 7/8/2004	Research re automatic stay issues and applicability to non-debtor subsidiaries (.4); meetings with D. Dunne and S. Naik re same (.3).	0.70	Katz, Jeffrey M.
9796426 7/8/2004	Prepared summary of Redmond relief from stay motion.	0.50	Naik, Soham D.
9778883 8/8/2004	Review DeWees motion to lift stay and extend time to file adv complaint	0.50	Naik, Soham D.
9810490 8/29/2004	Review Dewees motion (0.4); Draft memo re same (0.1).	0.50	Dunne, Dennis F.
9933415 10/7/2004	Add discussion of Debra Craig motions to lift stay and file proof of claim.	1.30	Naik, Soham D.
9894108 10/12/2004	Review and summarize DeWees stipulation and order.	0.60	Naik, Soham D.

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Description of Legal Services

RCN CORPORATION-BUSINESS PLAN REVIEW & ANALYSIS

June 10, 2004 through December 21, 2004

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

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RCN CORPORATION-CLAIMS ANALYSIS AND ESTIMATION

June 10, 2004 through December 21, 2004

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

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RCN CORPORATION-CLAIMS ANALYSIS AND ESTIMATION

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

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Description of Legal Services

RCN CORPORATION-CLAIMS ANALYSIS AND ESTIMATION

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9764567 7/26/2004	Discussions with J. Tecce re state law issues.	0.30	Katz, Jeffrey M.
9770549 7/26/2004	Prepare for and meet w/ J. Tecce re: open claims issues (.8)	0.80	Sullivan, Deirdre Ann
9772702 7/26/2004	Review collateral documents re: bank claims.	0.20	Naik, Soham D.
9757629 7/27/2004	Confs w/R. DeFord and J. Katz re claims issues (.5); revise memo to committee re claims and 524(e) issues (5.2).	5.70	Tecce, James
9764568 7/27/2004	Prepare analysis of state law issues re subsidiary claims and forward same to D. Dunne, J. Tecce, D. Sullivan and S. Naik (.6); discussions with J. Tecce and R. Deford re same (.2).	0.80	Katz, Jeffrey M.
9770550 7/27/2004	Conference w/ J. Tecce re issues with certain claims (.1); research re caselaw and statutory law in Delaware (3.2); research Mass. corporate law (1.4); draft sections for memorandum (.7).	5.40	Deford, Ryan
9772703 7/27/2004	Conference with J. Katz re: collateral review (.2); TC with B. Kelley at Skadden re: same (.1).	0.30	Naik, Soham D.
9759212 7/28/2004	Research issues articles of incorporation.	0.30	Fabsik, Paul
9759213 7/28/2004	Revisions to claim memo (3.6); review bylaws (.3); review shareholder cases (1.2); conf w/Katz re same (.2); revise memo re additional issues (1.1); revise all (1.8); revise analysis section (.9).	9.10	Tecce, James
9764569 7/28/2004	Analyze R. Deford memo re state law issues (.6); discussions with J. Tecce re same (.3); analyze treatise re same (.2).	1.10	Katz, Jeffrey M.
9770551 7/28/2004	Research re caselaw and statutory law in certain claims (5.3); draft memorandum section on law re same (1.9).	7.20	Deford, Ryan
9760519 7/29/2004	Revise memo re claim (1.4); re state law issues issues (.8); revise all for review (3.6); draft executive summary (.8); review additional cases (.7).	7.30	Tecce, James

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RCN CORPORATION-CLAIMS ANALYSIS AND ESTIMATION

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

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RCN CORPORATION-CLAIMS ANALYSIS AND ESTIMATION

June 10, 2004 through December 21, 2004

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

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RCN CORPORATION-CLAIMS ANALYSIS AND ESTIMATION

June 10, 2004 through December 21, 2004

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

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RCN CORPORATION-CLAIMS ANALYSIS AND ESTIMATION

June 10, 2004 through December 21, 2004

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

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RCN CORPORATION-CLAIMS ANALYSIS AND ESTIMATION

June 10, 2004 through December 21, 2004

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

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June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9814494 8/27/2004	Review additional UCC-1s (.2); conference with J. Katz re: same (.1).	0.30	Naik, Soham D.
9814532 8/27/2004	Analyze attachment (2.1) and perfection (1.4) issues re first lien facility; analyze attachment (1.3) and perfection (0.6) issues re second lien facility; analyze UCC provisions re such issues (1.2); meeting with S. Naik re same (0.1) re collateral review.	6.70	Katz, Jeffrey M.
9825337 8/30/2004	Prepare revisions to collateral review memo (4.4); analyze UCC provisions re attachment and perfection issues (1.4).	5.80	Katz, Jeffrey M.
9825318 8/31/2004	Revise collateral review memo.	0.40	Naik, Soham D.
9825338 8/31/2004	Finalize collateral review memorandum and distribute to D. Dunne, D. Sullivan, J. Tecce and S. Naik.	4.90	Katz, Jeffrey M.
9816834 9/1/2004	Review collateral investigation memo (0.9); Revise same (0.2); Draft cover memo to committee re same (0.2).	1.30	Dunne, Dennis F.
9821537 9/1/2004	RV collateral memo (1.4)	1.40	Sullivan, Deirdre Ann
9825339 9/1/2004	Correspondence t/f D. Dunne re collateral review memo (0.2); revisions to memo (0.3) re same.	0.50	Katz, Jeffrey M.
9846926 9/14/2004	Request conflict search re RCN, distribute same to D. Sullivan.	0.10	Ceron, Rena
9846924 9/20/2004	Review latest re cost-savings and additional filings.	0.70	Dunne, Dennis F.
9874034 9/21/2004	RV and comment of CTA claims report prior to circulating to Committee (.8).	0.80	Sullivan, Deirdre Ann
9874035 9/21/2004	RV First Omnibus Claims Objection and exhibits (3.8)	3.80	Sullivan, Deirdre Ann
9887908 9/21/2004	Review materials re: cost reduction program.	0.50	Janson, Thomas C.

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June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9849320 9/22/2004	Review CTA memo re claims issues and cost-savings (0.2); Confs w/ J. Abbruzzesse, D. Schall and G. Singer re same (0.8); Review options and timing re same (0.4).	1.40	Dunne, Dennis F.
9874036 9/22/2004	Participate in conf call w/ Skadden and Kasowitz re claim resolution strategy	1.20	Sullivan, Deirdre Ann
9885560 9/23/2004	RV D. Craig's motion for leave to file proof of claim.	0.80	Naik, Soham D.
9887902 9/23/2004	Review cost-savings issues.	0.80	Dunne, Dennis F.
9871196 9/27/2004	Review Debra Craig pleadings (.4); various correspondence with G. Day and M. McDermott at Skadden and S. Kirpalani and D. Sullivan re: same (.8).	1.20	Naik, Soham D.
9869682 10/4/2004	Review Kemper claim objection (0.4); Review and advise committee members re same (0.4); Review omnibus objection to claims issues (0.4).	1.20	Dunne, Dennis F.
9880654 10/4/2004	Review and summarize Kemper Proof of Claim and Debtors' objections thereto (3.1); calendar same (.1); correspondence with D. Dunne and S. Kirpalani re: same (.2); research re: possible Committee action (.7); draft memo to Committee re: same (2.4).	6.50	Naik, Soham D.
9876237 10/5/2004	Review of Kemper memo.	0.20	Diegnan, Richard P. Jr.
9933421 10/5/2004	Review, revise and distribute Kemper claim objection memo (.7); participate in weekly Committee (1).	0.70	Naik, Soham D.
9880655 10/6/2004	Summarize debtors' first omnibus objection to claims (3.2); calendar same (.1); prepare memo to Committee re: same (.8).	4.10	Naik, Soham D.
9874032 10/7/2004	Review IBM patent infringement claim (0.8); Numerous confs w/ J. Dubel, J. Baker, S. Kirpalani, G. Singer, D. Schall re same (1.3); Review company report of all pending litigation claims (1.9); Outline certain material listings re same (0.8).	4.80	Dunne, Dennis F.

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June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9874037 10/7/2004	RV and prepare summary of IBM claim (1.4); T/cs with R. Morris re same (.8); RV and prepare report on pending litigation (2.3).	4.50	Sullivan, Deirdre Ann
9880656 10/7/2004	Review recent 10 Ks and Qs re: IBM patent infringement claim (.4); draft summary of Debtors' objection to IBM proof of claim (1.5); draft summary of Debtors' second omnibus objection to claims (1.6)	3.50	Naik, Soham D.
9933431 10/7/2004	RV claims register (.1.5); TC w/ B. Silverberg re same.	1.90	Sullivan, Deirdre Ann
9874038 10/8/2004	Participate on conf.call w/ J. Dubel and M. Black re IBM Claims (.5)	0.50	Sullivan, Deirdre Ann
9876218 10/8/2004	Prepare for and attend call w/ J. Dubel & M. Black re IBM claim (0.6); Review issues re same (0.3); Continue review of 100-page summary of pending litigation received from RCN (0.8); Confs w/ G. Singer and D. Schall re same (0.4).	2.10	Dunne, Dennis F.
9880657 10/8/2004	Correspondence w/ B. Silverberg re: non-objected to proofs of claims (.1); review same (.4).	0.50	Naik, Soham D.
9880693 10/8/2004	Perform certain check re: IBM.	0.50	Naik, Soham D.
9876219 10/9/2004	Review Verizon, and IBM claim issues (0.3); Confs w/ J. Baker & D. Schall re same (0.1).	0.40	Dunne, Dennis F.
9876222 10/9/2004	Review claims register of claims not subject to omnibus objection and newly filed claims (.6); Prepare summary for team re same (.4); Corresp. w/ B. Silverberg re same (.2); RV proofs of claim on claims register (2.9); TCs w/ G. Day and B. Silverberg re claims (1.6); TC w/ S. O'Donnell re same (1.1)	6.80	Sullivan, Deirdre Ann
9876220 10/10/2004	Review Verizon, Affinitas and other claim issues (0.4); Confs w/ J. Dubel & D. Schall re same (0.2).	0.60	Dunne, Dennis F.

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RCN CORPORATION-CLAIMS ANALYSIS AND ESTIMATION

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9894110 10/11/2004	Review subsequently filed and non-objected to proofs of claim (.4); Compare Litigation Summary with omnibus obj. to claims (4.4); draft email memo re: same (.8); research and review precedent re: motion to estimate (3.1).	8.80	Naik, Soham D.
9894111 10/12/2004	Conf. with D. Sullivan re: open issues (.2); correspondence with B. Silverberg re: same (.1).	0.30	Naik, Soham D.
9887584 10/15/2004	Several TCs w/ R. Morris re claims estimation and objections	0.90	Sullivan, Deirdre Ann
9899617 10/18/2004	Participate in conf. call re claims of IBM, Kemper, Merrill and Verizon w/ R. Morris and E. Davis (.5)	0.50	Sullivan, Deirdre Ann
9899621 10/18/2004	Draft memo to Committee re: new matters and upcoming events.	5.90	Naik, Soham D.
9894109 10/19/2004	Review City of Chicago settlement issues (0.3); Review estimation issues (0.8); Review company's position re same (0.4).	1.50	Dunne, Dennis F.
9899620 10/19/2004	RV and revise memo to Committee re pending matters (1.0)	1.00	Sullivan, Deirdre Ann
9899622 10/19/2004	Review and revise memo to Committee.	0.60	Naik, Soham D.
9894115 10/20/2004	Conf. call w/J. Baker, J. Dubel, D. Dunne re estimation of claims at subsidiary level (.4); TC w/D. Dunne re due diligence session at Skadden tomorrow (.2).	0.60	Kirpalani, Susheel
9899618 10/20/2004	RV assume and assign list re RCN-E and ON TV (.5); TC w/ P. Bade re same (.3)	0.80	Sullivan, Deirdre Ann
9899616 10/21/2004	Prepare for and attend call w/ J. Dubel, S. Kirpalani, J. Baker re IBM, Kemper and other claims status (0.8); Review same (0.6); Confs w/ D. Schall re same (0.5).	1.90	Dunne, Dennis F.
9905412 10/21/2004	Request conflict search re Kemper.	0.10	Ceron, Rena

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June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9943685 10/21/2004	Attend meeting at Skadden w/J. Baker, J. Dubel to review status of IBM, Kemper, and other significant claims against subsidiaries (2.5); draft summary of meeting for use in Committee discussions (1.4).	3.90	Kirpalani, Susheel
9899626 10/22/2004	Prepare for and participate in conference call re: Kemper, IBM and other proofs of claim.	0.50	Naik, Soham D.
9899654 10/22/2004	Conference call re: IBM, Kemper and other claims.	0.40	Diegnan, Richard P. Jr.
9943686 10/22/2004	Draft outline of proposed resolution for large subsidiary claims based on Committee deliberation (1.1); conf. call w/J. Dubel, J. Baker re resolution strategy for large subsidiary claims and Committee's requests re same (.8).	1.90	Kirpalani, Susheel
9899624 10/24/2004	Draft memo to Committee re: new docket pleadings 10/16-10/25.	6.00	Naik, Soham D.
9911955 10/25/2004	Review and revise memo to Committee re: recent docket activity.	2.40	Naik, Soham D.
9919334 10/25/2004	RV conflict check re certain claimholders (.4); Email to team re same (.2)	0.60	Sullivan, Deirdre Ann
9909737 10/26/2004	Review pleadings in connection with reconciling large subsidiary claims (1.1);	1.10	Kirpalani, Susheel
9919336 10/27/2004	RV and comment on draft estimation motion re IBM (1.1); RV corresp re Level 3 and corresp. re same (.6)	1.70	Sullivan, Deirdre Ann
9909733 10/28/2004	Review Level 3 Claim issues (0.4); Prepare for and attend call w/ D. Royster & D. Sullivan re same (0.4); Review next steps (0.3).	1.10	Dunne, Dennis F.
9919337 10/28/2004	TC w/ Dechert re IBM motion (.6); RV IBM's response (2.3); Participate in conf. call w/ D. Royster re Level 3 (.5)	3.40	Sullivan, Deirdre Ann

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RCN CORPORATION-CLAIMS ANALYSIS AND ESTIMATION

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Date	Description	Hours	Name
9943687 10/28/2004	Confer w/S. Naik re IBM joinder and estimation objection (.5); review precedents for estimation (.5); revise draft motion from Dechert re same (1.2).	2.20	Kirpalani, Susheel
9911954 10/29/2004	Review IBM response and patent and infringement proofs exhibits (2.2); review docs re: Level 3 claims and attempted negotiations (.9).	3.10	Naik, Soham D.
9916954 10/29/2004	Review of RCN memo re: claims.	1.10	Diegnan, Richard P. Jr.
9919338 10/29/2004	Several TCs w/ G. Day re contract issues (1.2); TCs w/ CTA re same (.8); RV and comment on CTA memo re open claims issues (.8)	2.80	Sullivan, Deirdre Ann
9916940 11/1/2004	Review Kemper settlement issues (0.7); Review IBM estimation issues (0.5).	1.20	Dunne, Dennis F.
9919339 11/1/2004	TCs w/ E. Davis re Kemper (.6)	0.60	Sullivan, Deirdre Ann
9930166 11/1/2004	Review and prepare memo re: IBM's response to Debtors' objection to IBM proof of claim.	3.40	Naik, Soham D.
9919340 11/2/2004	Several TCs w/ P. Bade re RCN-E contracts and open issues	1.90	Sullivan, Deirdre Ann
9930167 11/2/2004	Draft memo to Committee re: IBM (3.2); review joinder precedents (2.8); draft joinder to Debtors' estimation motion (2.0).	8.00	Naik, Soham D.
9922053 11/3/2004	Several TCs w/ P. Bade re RCN-E contracts (.6); TC w/ G. Day re same (.4); RV Joyce response to claims objection (.4); RV and comment on memo to Committee re IBM claims (1.3);	2.70	Sullivan, Deirdre Ann
9922054 11/4/2004	RV IBM pleadings and exhibits	1.90	Sullivan, Deirdre Ann
9930168 11/4/2004	Review and revise IBM claims memo	0.80	Naik, Soham D.
9943688 11/5/2004	TC w/M. Black re status of IBM resolution of claims (.7).	0.70	Kirpalani, Susheel
9933189 11/8/2004	TC w/M. Black (Dechert) re IBM claims and potential range of outcomes (.5).	0.50	Kirpalani, Susheel
9938572 11/8/2004	Review and distribute IBM claims pleadings.	0.80	Naik, Soham D.

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Date	Description	Hours	Name
9970073 11/8/2004	TCs to Dechert and Kasowitz re status of claims resolution (.8); TCs w/ S. O'Donnell re open claims resolution issues (.6)	1.40	Sullivan, Deirdre Ann
9933188 11/9/2004	Review status of claim negotiations re IBM, Kemper.	0.40	Dunne, Dennis F.
9934436 11/10/2004	Prepare for and attend call w/ A. Fasola, J. Baker, J. Dubel, D. Royster, committee members re status of claims objections (0.7); Review same (0.4); Confs w/ G. Singer & D. Schall re same (0.3).	1.40	Dunne, Dennis F.
9938574 11/10/2004	Research re: estimation (4.1); review cases (3.5).	7.60	Naik, Soham D.
9970074 11/10/2004	TC w/ E. Davis re Kemper (.4)	0.40	Sullivan, Deirdre Ann
9938570 11/11/2004	Review status of IBM settlement discussions (0.6); Review status of ML discussions (0.4); Review other large claims and potential resolution of same (0.3).	1.30	Dunne, Dennis F.
9938575 11/11/2004	Review estimation cases (.7); begin email memo to S. Kirpalani re: same (.8).	1.50	Naik, Soham D.
9970075 11/11/2004	TCs w/ Skadden re Kemper settlement (.8); RV and comment on term sheet (.8)	1.60	Sullivan, Deirdre Ann
9938571 11/12/2004	Review IBM settlement terms and correspondence re same.	0.90	Dunne, Dennis F.
9970076 11/12/2004	RV and comment on additional Kemper term sheet changes (.8); Circulate ML complaint (.4); TCs w/ Skadden re status of disputed claims and pending litigation (1.8)	3.00	Sullivan, Deirdre Ann
9946464 11/16/2004	Review status of IBM and Kemper settlements (0.4); Review court results re same (0.1).	0.50	Dunne, Dennis F.
9950231 11/18/2004	Review intercompany claims issues and correspondence (0.4); Review status of IBM and Kemper (0.3).	0.70	Dunne, Dennis F.
9957858 11/18/2004	Research re: estimation (3.3); revise estimation joinder (1).	4.30	Naik, Soham D.

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Date	Description	Hours	Name
9950230 11/19/2004	File and serve joinder to Debtors' estimation motion re IBM's claims.	1.50	Mc Cabe, Scott M.
9952817 11/19/2004	Assist in Service of IBM Joinder (2.0); Prepare courtesy copy to Judge and distribute same (.40); Prepare affidavit of Service re Joinder (.50); File Affidavit of Service electronically (.30).	3.20	Erick, Holly A.
9957859 11/19/2004	Review joinder for filing.	0.50	Naik, Soham D.
9952818 11/21/2004	Review IBM - RCN patent cross license agreement (.4); conference with S Kirpalani regarding same (.3).	0.70	Griem, John M.
9952819 11/21/2004	Review 401(k) litigation (0.4); E-mails to D. Schall re same (0.1).	0.50	Dunne, Dennis F.
9967842 11/22/2004	Draft email memo re: status of Debra Craig claims to D. Dunne (2.6); communications with M. McDermott re: same (.2); review RCN Chicago settlement docs, distribute and calendar same (1.7).	4.50	Naik, Soham D.
9982703 11/22/2004	Analyze issues re 401(k) lawsuits per request of D. Dunne (0.5); analyze 10Q language re such lawsuits (0.3); discussions with R. Morris (Skadden) (0.4) and E. Cerasia (Proskauer) (0.2); prepare initial and updated reports to D. Dunne and S. Kirpalani re same (0.7); analyze plan indemnity provisions re same (0.3).	2.40	Katz, Jeffrey M.
9967841 11/29/2004	Review RCN E settlement and estimation issues (0.3); Review P. Aquino e-mail re same (0.1).	0.40	Dunne, Dennis F.
9980633 12/1/2004	TC w/ Pete Bade re RCN-E	0.30	Sullivan, Deirdre Ann
9980634 12/3/2004	Review updates re: various claims settlements.	0.40	Naik, Soham D.
9983622 12/3/2004	Review status of outstanding claims.	1.20	Dunne, Dennis F.
9980637 12/4/2004	Analyze CTA correspondence re matter.	0.30	Katz, Jeffrey M.
9983623 12/6/2004	Review status of ML claim (0.4); Review status of CAN-TV settlement (0.7).	1.10	Dunne, Dennis F.

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Date	Description	Hours	Name
9992928 12/6/2004	Analyze agreements forwarded by Skadden containing indemnity provisions.	1.60	Katz, Jeffrey M.
9992929 12/7/2004	Analyze 401(K) plan materials re potential indemnity obligations thereunder.	1.20	Katz, Jeffrey M.
9992931 12/7/2004	RV and comment on Level 3 settlement (.4); Corresp. w/ CTA re same (.5)	0.90	Sullivan, Deirdre Ann
9992932 12/7/2004	Review RCN - Chicago settlement papers.	0.90	Naik, Soham D.
9992930 12/9/2004	Analyze 401(K) documentation re potential indemnification obligations.	0.60	Katz, Jeffrey M.
10043112 12/16/2004	Review disputed claims reserve issues.	1.00	Naik, Soham D.
10002720 12/17/2004	Prepare for and attend call with CTA and S. Kirpalani re reserves and next steps (0.6); Review issues and facts re same (1.3).	1.90	Dunne, Dennis F.
10007940 12/17/2004	Reviewing reserve methodology, ERISA indemnification issues, and board issues in connection with final Committee conf. call on Monday (1.7)	1.70	Kirpalani, Susheel

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RCN CORPORATION-COMMITTEE ADMINISTRATION

June 10, 2004 through December 21, 2004

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

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Description of Legal Services

RCN CORPORATION-COMMITTEE ADMINISTRATION

June 10, 2004 through December 21, 2004

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

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Date	Description	Hours	Name
9712869 6/29/2004	Prepare minutes of 6/14, 6/17, 6/23, and 6/29 conference calls for file.	2.80	Naik, Soham D.
9796429 7/1/2004	Prepare summary of court hearing for Committee.	0.50	Naik, Soham D.
9726741 7/2/2004	Finalize Company organization chart for Committee and advisors.	0.60	Naik, Soham D.
9726748 7/2/2004	Prepare minutes of Committee conference call.	0.40	Naik, Soham D.
9718847 7/5/2004	Review correspondence re upcoming meetings.	0.50	Dunne, Dennis F.
9734298 7/5/2004	Prepare agenda and distribute to committee w/ notice of call	0.80	Sullivan, Deirdre Ann
9734299 7/6/2004	Prepare and distribute agenda for Committee call	0.80	Sullivan, Deirdre Ann
9734295 7/7/2004	Review additional ch. 11 docket reports in connection with precedent re formation of an equity committee.	1.70	Ceron, Rena
9734296 7/8/2004	Obtain information re submission of Committee member expenses	0.40	Ceron, Rena
9734301 7/8/2004	Meeting with D. Sullivan regarding outstanding matters (.5); Prepare calender notices (.4).	0.90	Naik, Soham D.
9734318 7/8/2004	Research re: committee issues.	0.60	Ceron, Rena
9734319 7/8/2004	Review guidelines re: certain claims (.7); Draft and circulate memo to Committee members re: expenses (1.1); TC w/ D. Retter re: same (.4)	2.20	Sullivan, Deirdre Ann
9746290 7/12/2004	Review correspondence from committee members.	0.10	Katz, Jeffrey M.
9746291 7/12/2004	Review case law re: committee member expenses	0.50	Sullivan, Deirdre Ann
9734302 7/13/2004	Prepared calender notices re: upcoming RCN dates (.4); Review news articles re: RCN (.7).	1.10	Naik, Soham D.
9746283 7/13/2004	TC w/ D. Retter re: committee expenses backup (.4); Circulate materials to Committee members for call (.5)	0.90	Sullivan, Deirdre Ann
9752836 7/20/2004	Review Committee expense information w/ S. Naik	0.20	Sullivan, Deirdre Ann

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June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9757632 7/20/2004	Conference w/ D. Sullivan re: committee expenses.	0.20	Naik, Soham D.
9757649 7/22/2004	Review and distribute RCN articles.	0.30	Naik, Soham D.
9770554 7/27/2004	Setup Committee call (.3); Draft Agenda re: same (.3); Revise per comments (.3)	0.90	Sullivan, Deirdre Ann
9783121 8/2/2004	Draft agenda for Committee call (.4); Revise per comments (.2); Corresp. re next Committee call (.4)	1.00	Sullivan, Deirdre Ann
9794588 8/9/2004	Prepare agenda (.4); draft reminder of Committee call w/ agenda (.4).	1.20	Sullivan, Deirdre Ann
9794604 8/9/2004	Review and distribute press releases.	0.20	Naik, Soham D.
9804995 8/16/2004	Draft agenda for Committee meeting (.5); Revise per comments (.4); Send Committee meeting information and agenda (.3)	1.20	Sullivan, Deirdre Ann
9804996 8/18/2004	Emails to the Committee re: proofs of claim and the claims register.	0.50	Naik, Soham D.
9804997 8/18/2004	Review and circulate RCN news articles.	0.20	Naik, Soham D.
9814495 8/23/2004	Draft and circulate agenda for Committee call (.4); Prepare and send email reminder and status update to Committee (.3).	0.70	Sullivan, Deirdre Ann
9814496 8/24/2004	Review and distribute news articles to Committee.	0.90	Naik, Soham D.
9825319 8/30/2004	Revise and distribute updated working group list.	0.10	Naik, Soham D.
9816833 9/1/2004	Confs w/ D. Schall re open issues (0.2); Review same (0.3).	0.50	Dunne, Dennis F.
9829810 9/7/2004	TCs w/ G. Day and R. Morris re all hands meeting (.6); Corresp. to Committee re meeting details and agenda (.3)	0.90	Sullivan, Deirdre Ann
9833946 9/7/2004	Revise contacts information.	0.20	Metz, Patrice C.
9833966 9/8/2004	Organize documents for all hands meeting.	1.60	Metz, Patrice C.

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June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9846916 9/13/2004	Correspondence with D. Schall re: Committee Expenses	0.30	Naik, Soham D.
9836566 9/16/2004	Research news articles.	1.20	Traylor, Robin
9836567 9/16/2004	Research news articles	0.70	Fabsik, Paul
9846919 9/16/2004	Emails to Committee re: expenses.	0.10	Naik, Soham D.
9846915 9/17/2004	Corresp. w/D. Sullivan re news articles.	0.10	Ceron, Rena
9848333 9/21/2004	Review Spencer Stuart CEO search suggestions and process re same.	0.30	Dunne, Dennis F.
9869685 9/28/2004	Obtain docs for Committee per D. Dunne.	0.20	Metz, Patrice C.
9871188 9/28/2004	Correspondence with D. Dunne re: Committee open matters (.3).	0.30	Naik, Soham D.
9869686 9/29/2004	Obtain doc. for Committee per D. Dunne.	0.30	Metz, Patrice C.
9880663 10/4/2004	Draft & distribute 10/05/04 Committee meeting agenda.	0.30	Naik, Soham D.
9880659 10/5/2004	Correspondence with D. Dunne, S. Kirpalani & D. Sullivan re: open issues.	0.20	Naik, Soham D.
9880660 10/6/2004	Review 9019 motion re: leases.	2.50	Naik, Soham D.
9874039 10/7/2004	Review and revise agenda for tomorrow's meeting (0.1); Review and revise memo to committee re pending matters in anticipation of same (0.2).	0.30	Dunne, Dennis F.
9874044 10/7/2004	Prepare agenda for Committee call (.8); Revise per comments (.4); Review and revise several drafts of memorandum for Committee (2.8); TC w/ P. Bade re CTA report for Committee (.4); Draft and send Committee call reminder (.4)	4.80	Sullivan, Deirdre Ann
9880661 10/7/2004	Review and revise same memo.	3.20	Naik, Soham D.
9880665 10/7/2004	Draft agenda for 10/08 Committee Call.	0.30	Naik, Soham D.
9887585 10/11/2004	Prepare and distribute materials for Committee call (1.3)	1.30	Sullivan, Deirdre Ann

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Date	Description	Hours	Name
9887586 10/12/2004	Draft and send email to Committee and advisors re disclosure statement hearing and timing	0.50	Sullivan, Deirdre Ann
9887587 10/14/2004	Draft email and distribute information to Committee for meeting	0.40	Sullivan, Deirdre Ann
9894112 10/14/2004	Review and distribute RCN developments to Committee.	0.30	Naik, Soham D.
9887588 10/15/2004	Draft agenda for next week's Committee call (.4); Distribute same (.2); Coordinate and prepare materials for Committee meeting (.8)	1.40	Sullivan, Deirdre Ann
9899619 10/18/2004	T/c with G. Singer (.2); Distribute information to Committee (.2); T/c with D. Schall and distribute information to Committee (.4); RV and revise memorandum to Committee re pending matters (.8); T/c with R. Diegnan re same (.4); DR agenda for Committee call (.5); T/c with D. Schall re same (.3); Send notice to Committee re call (.3).	3.10	Sullivan, Deirdre Ann
9933434 10/18/2004	Review director selection resumes and next steps.	0.50	Dunne, Dennis F.
9933438 10/22/2004	Review status of director selection.	0.30	Dunne, Dennis F.
9911952 10/25/2004	Emails and T/Cs to Committee and candidates re: CEO search (.6); review and distribute resumes (.5).	1.10	Naik, Soham D.
9919341 10/25/2004	Draft agenda for weekly meeting and distribute (.4); RV and revise memorandum for Committee re pending matters (.8); Schedule board candidate interviews (.4); T/cs re same (.4); Mtg with S. Naik re same (.4); Mtg with S. Naik re Committee expenses (.4).	2.80	Sullivan, Deirdre Ann
9907053 10/26/2004	Prepare for and attend committee meeting.	0.50	Dunne, Dennis F.
9907057 10/26/2004	Review director selection issues.	0.70	Dunne, Dennis F.
9911977 10/26/2004	Emails to Committee re: Board Interviews.	0.60	Naik, Soham D.

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Date	Description	Hours	Name
9919335 10/26/2004	T/c with W. Barr re open claims issues (.6); T/c to D. Royster re Level 3 (.2); RV and circulate pleadings re claims (.8).	1.30	Sullivan, Deirdre Ann
9919342 10/26/2004	Set up board candidate interviews (.4); TCs w/ D. Schall and E. Edidin re same (.3)	0.70	Sullivan, Deirdre Ann
9911979 10/27/2004	Emails and t/cs with candidates and the Committee re: CEO interviews.	0.70	Naik, Soham D.
9911974 10/29/2004	Review director selection issues and independence questionnaire re same.	0.60	Dunne, Dennis F.
9919343 10/29/2004	Further coordination of board candidate interviews	0.50	Sullivan, Deirdre Ann
9919344 11/1/2004	Draft and circulate proposed agenda for Committee call (.8); Respond to several emails re same (.6); Corresp re scheduling of Committee call (.9)	2.30	Sullivan, Deirdre Ann
9930169 11/1/2004	Review and distribute RCN news articles (.3); conference with D. Sullivan re: RCN task checklist (.3).	0.60	Naik, Soham D.
9919345 11/2/2004	Corresp. re scheduling on Committee call (.8)	0.80	Sullivan, Deirdre Ann
9938577 11/8/2004	Review and distribute RCN news articles.	0.20	Naik, Soham D.
9970079 11/8/2004	Draft agenda for Committee call and circulate same (.8)	0.80	Sullivan, Deirdre Ann
9970080 11/9/2004	Preparation for Committee call	0.50	Sullivan, Deirdre Ann
9938578 11/12/2004	Review new pleadings posted on docket.	1.70	Naik, Soham D.
9938579 11/14/2004	Draft memo re: recent pleadings.	3.00	Naik, Soham D.
9957860 11/15/2004	Emails re: committee expenses (.3); draft letter to Company re: same (.3); review pleadings on docket (3); draft memo re: same (4.5).	8.10	Naik, Soham D.
9957861 11/16/2004	Update calendar.	0.40	Naik, Soham D.
9947693 11/18/2004	Update correspondence files.	0.20	Ceron, Rena

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Date	Description	Hours	Name
9967852 11/22/2004	Distribute draft press release to committee per request of D. Dunne.	0.10	Katz, Jeffrey M.
9967853 11/23/2004	Analyze draft press release forwarded by RCN (0.4); discuss same with R. Morris (0.2) and D. Schall (0.1); prepare correspondence to RCN and Skadden with initial comments to draft press release per request of D. Schall (0.6); correspondence t/f T. Jansen re press release (0.1).	1.40	Katz, Jeffrey M.
9967854 11/24/2004	Analyze correspondence received re draft press release.	0.20	Katz, Jeffrey M.
9970077 11/29/2004	Discussion with S. Naik (0.1) and correspondence t/f D. Dunne (0.1) re committee call scheduled for 12/3/04.	0.20	Katz, Jeffrey M.
9970081 11/29/2004	Review recently filed pleadings.	0.40	Naik, Soham D.
9970084 11/29/2004	Review agenda issues for possible committee call (.5); communications with D. Schall, G. Day, and Milbank team re: same (.7).	1.20	Naik, Soham D.
9970078 11/30/2004	Correspondence t/f S. Naik (0.1) and D. Dunne (0.1) re materials for distribution to committee.	0.20	Katz, Jeffrey M.
9980638 12/2/2004	TCs w/ RCN re payment of outstanding Committee expenses	0.40	Sullivan, Deirdre Ann
9980639 12/2/2004	Organize Committee call (.2).	0.20	Naik, Soham D.
9975243 12/6/2004	Filing of Various Documents	0.20	Wallach, Joshua
9992935 12/6/2004	Emails re confirmation hearing and weekly call	0.60	Sullivan, Deirdre Ann
9992936 12/7/2004	Review and distribute RCN new articles.	0.30	Naik, Soham D.
9992937 12/9/2004	Review RCN news articles and distribute same.	0.40	Naik, Soham D.
9992933 12/10/2004	Coordinate update to public folder email lists.	0.20	Ceron, Rena
9999715 12/13/2004	Communications with D. Dunne, T. Janson and R. Diegnan re: pending matters (.6); draft and distribute agenda (.5).	1.10	Naik, Soham D.

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June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
10024607 12/13/2004	Review and revise agenda for Committee call (.4)	0.40	Sullivan, Deirdre Ann
10043086 12/17/2004	Drafting detailed agenda and talking points for Committee call (1.1).	1.10	Kirpalani, Susheel

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Date	Description	Hours	Name
9677025 6/10/2004	Finalize materials for organizational meeting (3.5); Attend organizational meeting (1.7).	5.20	Sullivan, Deirdre Ann
9701489 6/10/2004	Attend RCN Committee organization meeting.	1.70	Naik, Soham D.
9686292 6/14/2004	Participate on Committee call	1.00	Sullivan, Deirdre Ann
9689676 6/14/2004	Prepare for and attend committee call (1.0); Confs w/ D. Schall & G. Singer thereafter re same (0.6).	1.60	Dunne, Dennis F.
9689677 6/17/2004	Prepare for and attend committee meeting (0.7); Confs w/ D. Retter & D. Sullivan re same and procedures for meetings (0.4).	1.10	Dunne, Dennis F.
9701518 6/17/2004	Prepare for and participate in conference call w/ Committee (1.4); Review updated orders and give comments (1.9).	3.30	Sullivan, Deirdre Ann
9701379 6/23/2004	Prepare for and attend call w/ committee.	1.20	Dunne, Dennis F.
9705889 6/23/2004	Prepare for and participate in Committee call	1.50	Sullivan, Deirdre Ann
9712870 6/23/2004	Prepare for and participate in official committee conference call.	1.40	Naik, Soham D.
9712871 6/29/2004	Participate in Official Committee Call.	0.40	Naik, Soham D.
9713945 6/29/2004	Prepare for and attend committee meeting (0.9); Review issues re same (0.3).	1.20	Dunne, Dennis F.
9723357 6/29/2004	Participate in Committee call	0.40	Sullivan, Deirdre Ann
9718849 7/2/2004	Prepare for and attend committee meetings (0.5); Confs w/ G. Singer re same (0.3).	0.80	Dunne, Dennis F.
9723358 7/2/2004	Prepare for and participate in Committee call	1.00	Sullivan, Deirdre Ann
9734303 7/2/2004	Conference call with committee members.	0.40	Katz, Jeffrey M.
9734304 7/5/2004	Review correspondence re committee conference call.	0.10	Katz, Jeffrey M.
9723356 7/6/2004	Prepare for and attend committee meeting (0.6); Confs w/ D. Schall, G. Singer, R. Belinsky re same (0.4).	1.00	Dunne, Dennis F.

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Date	Description	Hours	Name
9734305 7/6/2004	Participate on committee conference call.	0.70	Katz, Jeffrey M.
9734306 7/6/2004	Prepare for and participate in committee call	0.80	Sullivan, Deirdre Ann
9734307 7/6/2004	Prepare minutes for 7/2 and 7/6 committee conference call.	1.60	Naik, Soham D.
9734308 7/13/2004	Prepare minutes of committee conference call.	0.60	Naik, Soham D.
9746285 7/13/2004	Participate on conference call with creditors committee.	0.70	Katz, Jeffrey M.
9746286 7/13/2004	Prepare for and participate in Committee conference call	1.50	Sullivan, Deirdre Ann
9757636 7/19/2004	Prepare agenda for 7/20 committee call (.4); prepare security list for 7/21 "All Hands" meeting (.2).	0.60	Naik, Soham D.
9748065 7/20/2004	Prepare for and attend committee meeting (0.8); Review issues raised in same (0.6).	1.40	Dunne, Dennis F.
9752837 7/20/2004	Prepare for and participate in Committee conference call	1.50	Sullivan, Deirdre Ann
9749074 7/21/2004	Prepare for and attend committee meeting at Skadden before meeting with company and its advisors (1.2); Outline issues raised therein (0.3).	1.50	Dunne, Dennis F.
9752838 7/21/2004	Participate in Committee pre-meeting	1.30	Sullivan, Deirdre Ann
9757635 7/26/2004	Prepare for and attend committee meeting.	1.10	Dunne, Dennis F.
9760520 7/28/2004	Prepare for and attend committee meeting (0.6); Confs thereafter w/ G. Singer, E. Edidin & D. Schall re open issues re hearing (1.4).	2.00	Dunne, Dennis F.
9770557 7/28/2004	Participate in Committee conference call	0.50	Sullivan, Deirdre Ann
9770556 8/2/2004	Prepare for and attend committee meeting.	0.40	Dunne, Dennis F.
9778884 8/2/2004	Participate in committee call.	0.30	Naik, Soham D.
9783122 8/2/2004	Participate on committee call.	0.30	Katz, Jeffrey M.

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Date	Description	Hours	Name
9783123 8/2/2004	Prepare for and participate in Committee conference call	0.40	Sullivan, Deirdre Ann
9772706 8/3/2004	Prepare for and attend committee meeting.	0.50	Dunne, Dennis F.
9783124 8/3/2004	Prepare for and participate in Committee conference call	0.80	Sullivan, Deirdre Ann
9783125 8/5/2004	Participate in Committee call w/ Chanin	0.50	Sullivan, Deirdre Ann
9784966 8/10/2004	Prepare for and attend committee meeting (1.0); Review issues re same (0.3).	1.30	Dunne, Dennis F.
9796299 8/17/2004	Prepare for and attend committee call (0.7); Review issues and next steps (0.3).	1.00	Dunne, Dennis F.
9804998 8/17/2004	Prepare for and participate in Committee call.	1.00	Sullivan, Deirdre Ann
9805001 8/17/2004	Conference calls with Committee and R. Morris and others at Skadden.	1.20	Naik, Soham D.
9805002 8/20/2004	Participate in committee call.	1.00	Naik, Soham D.
9805000 8/22/2004	Draft agenda for Committee call (.3); Prepare notice re Committee call (.2)	0.50	Sullivan, Deirdre Ann
9806238 8/24/2004	Prepare for and attend committee meetings (0.9); Review issues raised in same and next steps (0.6).	1.50	Dunne, Dennis F.
9814498 8/24/2004	Prepare for and participate in Committee call (.9)	0.90	Sullivan, Deirdre Ann
9814499 8/24/2004	Participate in Committee call.	0.80	Naik, Soham D.
9821543 9/6/2004	Prepare for tomorrow's committee meeting (0.4); Review DB and Pepco issues re same (0.3).	0.70	Dunne, Dennis F.
9829811 9/6/2004	Draft agenda for Committee call (.4); Revise per D. Dunne comments (.2); Draft and send email to Committe re committee call (.4)	1.00	Sullivan, Deirdre Ann
9825320 9/7/2004	Prepare for and attend committee meeting.	0.70	Dunne, Dennis F.
9829812 9/7/2004	Prepare for and participate in Committee call	0.80	Sullivan, Deirdre Ann

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Date	Description	Hours	Name
9833951 9/7/2004	Participate on conference call with Creditors Committee.	0.50	Katz, Jeffrey M.
9829813 9/10/2004	Participate in Committee call	0.50	Sullivan, Deirdre Ann
9833950 9/13/2004	Review and revise agenda and issues list.	0.20	Dunne, Dennis F.
9835283 9/14/2004	Prepare for and attend committee meeting.	0.60	Dunne, Dennis F.
9874040 9/14/2004	Draft agenda for Committee call and circulate (.4); Participate in Committee call (.5).	0.90	Sullivan, Deirdre Ann
9874041 9/20/2004	Prepare agenda for Committee call (.4); Revise per comments (.5); TC w/ Spencer Stuart re CEO search report for call (.2); Draft and circulate Committee call information and agenda (.6)	1.70	Sullivan, Deirdre Ann
9848334 9/21/2004	Prepare for and attend committee call.	1.00	Dunne, Dennis F.
9857602 9/21/2004	Prepare for and participate in Committee call (1.0); prepare list of attendees for file re: same (.1)	1.10	Naik, Soham D.
9857620 9/21/2004	Weekly conference call with Committee members; All hands conference call.	1.60	Janson, Thomas C.
9887907 9/21/2004	Conference call with Committee.	0.90	Diegnan, Richard P. Jr.
9857601 9/27/2004	Review committee issues and agenda (0.2).	0.20	Dunne, Dennis F.
9871192 9/27/2004	Review open issues (1.6) and draft and distribute agenda for Committee call (.4).	2.00	Naik, Soham D.
9859260 9/28/2004	Prepare for and attend committee meeting (0.9); Review issues and tasks from same (0.6).	1.50	Dunne, Dennis F.
9871193 9/28/2004	Prepare for and participate in committee conference call (.9); and in follow up call with D. Schall (.3).	1.20	Naik, Soham D.
9883373 9/28/2004	Attend Committee meeting (1.0).	1.00	Kirpalani, Susheel
9883374 9/30/2004	Prepare for Committee conf. call (.5); attend Committee call (1.0).	1.50	Kirpalani, Susheel

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Date	Description	Hours	Name
9871191 10/5/2004	Prepare for and attend committee meeting (0.9).	0.90	Dunne, Dennis F.
9874043 10/5/2004	Prepare for and participate in Committee call (1.2)	1.20	Sullivan, Deirdre Ann
9880664 10/5/2004	Prepare for and participate in weekly Committee.	1.00	Naik, Soham D.
9933440 10/5/2004	Conference call with committee.	1.00	Diegnan, Richard P. Jr.
9874045 10/8/2004	Prepare for and participate in Committee call	1.60	Sullivan, Deirdre Ann
9876223 10/8/2004	Prepare for and attend committee meeting re open plan, disclosure statement and financing issues (1.4); Review open issues and next steps re same (0.4).	1.80	Dunne, Dennis F.
9880666 10/8/2004	Prepare for and participate in committee call.	1.00	Naik, Soham D.
9882200 10/8/2004	Participate in call w/committee.	1.00	Janson, Thomas C.
9933443 10/8/2004	Participate in conference call with creditor committee.	1.10	Diegnan, Richard P. Jr.
9880662 10/11/2004	Prepare for and attend committee meeting re disclosure statement approval (0.8); Review issues re same (0.3).	1.10	Dunne, Dennis F.
9887589 10/11/2004	Prepare for and participate in Committee call	1.60	Sullivan, Deirdre Ann
9933445 10/11/2004	RCN Committee conf. call.	0.80	Janson, Thomas C.
9899625 10/22/2004	Prepare for and attend committee meeting (0.8); Review results and task lists from same (0.4).	1.20	Dunne, Dennis F.
9943690 10/22/2004	Attend Committee call to discuss large subsidiary claims and status of diligence on same (1.0).	1.00	Kirpalani, Susheel
9907052 10/25/2004	Review agenda and issues list.	0.40	Dunne, Dennis F.
9909734 10/26/2004	Prepare for and attend Committee conf call (1.1).	1.10	Kirpalani, Susheel
9911958 10/26/2004	Prepare for and participate in part of Committee call.	0.50	Naik, Soham D.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

RCN CORPORATION-COMMITTEE MEETINGS

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9919346 10/26/2004	Prepare for the Committee call; Participate in Committee call.	1.20	Sullivan, Deirdre Ann
9933192 11/9/2004	Prepare for (.2) and attend committee meeting (.5).	0.70	Dunne, Dennis F.
9933193 11/9/2004	Prepare for (.8) and attend weekly committee meeting (.5).	1.30	Kirpalani, Susheel
9938580 11/9/2004	Prepare for (.3) and participate in Committee call (.5).	0.80	Naik, Soham D.
9970083 11/9/2004	Participate in Committee call	0.50	Sullivan, Deirdre Ann
9943689 11/15/2004	Prepare for and attend committee meeting re tomorrow's hearing.	0.40	Dunne, Dennis F.
9982707 11/15/2004	Committee conference call.	0.40	Janson, Thomas C.
9943691 11/16/2004	Attend conference call w/Committee re status of hearing on 2d lien financing (.8); attend follow-up call re proposed resolution of same (.5); TCs w/indenture trustee re views on proposed resolution (.5).	1.80	Kirpalani, Susheel
9946465 11/16/2004	Prepare for and attend committee meetings re financing and related issues (0.8); Confs w/ G. Singer, D. Retter & D. Schall re same (0.5).	1.30	Dunne, Dennis F.
9952820 11/16/2004	Participate on committee conference call with D. Dunne and S. Kirpalani.	0.50	Katz, Jeffrey M.
9957863 11/16/2004	Prepare for and participate in calls with committee re 2nd lien financing.	1.30	Naik, Soham D.
9952821 11/18/2004	Participate on conference call with committee.	0.30	Katz, Jeffrey M.
9980641 12/3/2004	Communciations t/f Cte, D. Retter (Kelley Drye), G. Day (Skadden), and D. Sullivan re: scheduling of committee calls.	0.40	Naik, Soham D.
9992934 12/6/2004	Participate on committee conference call.	0.80	Katz, Jeffrey M.
9996713 12/14/2004	Prepare for and attend committee meeting.	0.60	Dunne, Dennis F.

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Description of Legal Services

RCN CORPORATION-COMMITTEE MEETINGS

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
10043111 12/14/2004	Prepare for (.5) and attend Committee call (.3).	0.80	Naik, Soham D.
10007942 12/20/2004	Prepare for and attend committee call re closing issues.	0.80	Dunne, Dennis F.
10010162 12/20/2004	Prepare for and attend Committee call.	0.80	Naik, Soham D.
10016680 12/20/2004	Review presentation materials for reserve methodology in connection with call (.8); attend final committee conf. call to discuss, ERISA issues, distributions, reserves, board meeting, next steps (1.2);	2.00	Kirpalani, Susheel
10024608 12/20/2004	Prepare for and participate in Committee call	1.60	Sullivan, Deirdre Ann

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

RCN CORPORATION-COURT HEARINGS

June 10, 2004 through December 21, 2004

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

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Description of Legal Services

RCN CORPORATION-COURT HEARINGS

June 10, 2004 through December 21, 2004

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

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Description of Legal Services

RCN CORPORATION-COURT HEARINGS

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9821544 8/31/2004	TC w/ R. Morris re 9/8 hearing status of motions	0.50	Sullivan, Deirdre Ann
9821545 9/3/2004	TC w/ G. Day re: 9/8 hearings (.2); TC w/ J. Millerman re: 9/8 hearing status (.3)	0.50	Sullivan, Deirdre Ann
9829814 9/7/2004	TCs w/ G. Day and J. Millerman re: hearing agenda for 9/8	0.60	Sullivan, Deirdre Ann
9833952 9/7/2004	Prepare hearing binders for 9/8/04 hearing.	2.50	Mc Cabe, Scott M.
9833953 9/7/2004	Review pleadings and prepare binder re: 9/8 hearing.	0.50	Naik, Soham D.
9829815 9/8/2004	Prepare for and attend court hearing	2.30	Sullivan, Deirdre Ann
9853028 9/20/2004	Compiled pleadings binder for 9/29 hearing as per D. Sullivan.	3.50	Erick, Holly A.
9857603 9/20/2004	Review pleadings and prepare binder for 9/29 hearing.	1.30	Naik, Soham D.
9853029 9/21/2004	Revise pleadings binder for 9/29 hearing as per D. Sullivan.	1.10	Erick, Holly A.
9871194 9/29/2004	Prepare for and attend Hearing.	1.90	Naik, Soham D.
9882192 10/12/2004	Attend court hearing re disclosure statement.	1.20	Dunne, Dennis F.
9887590 10/12/2004	Prepare and review materials for and attend disclosure statement hearing.	2.50	Sullivan, Deirdre Ann
9894113 10/12/2004	Attend Disclosure Statement hearing.	1.20	Naik, Soham D.
9894114 10/14/2004	Review and distribute 10/15 hearing docs.	0.50	Naik, Soham D.
9887591 10/15/2004	Prepare materials and review for and attend court hearing.	1.40	Sullivan, Deirdre Ann
9943692 10/19/2004	Confer w/J. MacInnis re prep for tomorrow's hearing (.5).	0.50	Kirpalani, Susheel
9911959 10/25/2004	Prepare binder (2); review docs for hearing (.4).	2.40	Naik, Soham D.

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Description of Legal Services

RCN CORPORATION-COURT HEARINGS

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9911969 10/25/2004	Prepare binder of petitions, schedules and statements of financial affairs (1.9); review same (.6).	2.50	Naik, Soham D.
9950235 10/25/2004	Assist with preparation of binders for hearing	2.20	Mc Cabe, Scott M.
9911960 10/26/2004	Revise binder.	1.60	Naik, Soham D.
9911970 10/26/2004	Prepare for and attend 341(a) meeting of Creditors.	1.50	Naik, Soham D.
9919347 10/26/2004	Prepare for and attend the 341(a) meeting (1.9); TC w/ M. McDermott re 10/27 hearing calendar (.4)	2.30	Sullivan, Deirdre Ann
9919348 10/26/2004	TC w/ Skadden re court hearing	0.40	Sullivan, Deirdre Ann
9911956 10/27/2004	Review orders entered on the docket.	0.40	Naik, Soham D.
9911961 10/27/2004	Prepare for and attend RCN court hearing.	2.00	Naik, Soham D.
9919349 10/27/2004	Prepare for and attend hearing (1.4)	1.40	Sullivan, Deirdre Ann
9950236 11/2/2004	Prepare hearing binder for 11/3/04 omnibus hearing.	4.20	Mc Cabe, Scott M.
9922056 11/3/2004	Prepare for hearing (.4)	0.40	Sullivan, Deirdre Ann
9930171 11/3/2004	Prepare for and attend hearing.	0.90	Naik, Soham D.
9943693 11/3/2004	Prepare for (.1) and attend hearing on exclusivity, exit financing scheduling and other matters (.9).	1.00	Kirpalani, Susheel
9938576 11/15/2004	Obtain and assembling Documents per S. McCable for hearing.	1.10	Wallach, Joshua
9950237 11/15/2004	Prepare binders for 11/16 hearing re objections to proofs of claim, 2nd lien commitments and Star Power amendment to exit facility.	4.80	Mc Cabe, Scott M.

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Description of Legal Services

RCN CORPORATION-COURT HEARINGS

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9943694 11/16/2004	Review Tejas objection in preparation for hearing on 2d lien financing (.9); confer w/D. Dunne re same (.5); attend hearing on 2d lien financing (1.1); attend meetings w/Blackstone, RCN, Tejas, DB, Shaw and other representatives during hearing break (3.5); attend conclusion of hearing on same (.9).	6.90	Kirpalani, Susheel
9946466 11/16/2004	Prepare for (1.5) and attend morning and afternoon court sessions (1.1).	1.60	Dunne, Dennis F.
9957864 11/16/2004	Prepare for (.4) and attend Court hearing (1.1).	1.50	Naik, Soham D.
9947695 11/17/2004	Prepare proposed orders re approval of professionals' first interim fee applications.	0.50	Ceron, Rena
9950238 11/17/2004	Prepare binders for hearing on interim fee applications.	2.80	Mc Cabe, Scott M.
9957865 11/17/2004	Review docs for hearing binder.	0.60	Naik, Soham D.
9947696 11/18/2004	Attend hearing re Cte professional fees.	2.30	Tecce, James
9950239 11/18/2004	Review results of today's hearings (0.2); Confs w/ S. Kirpalani & J. Tecce re same (0.3); Confs w/ D. Schall re same (0.2); Draft memo to committee re same (0.4).	1.10	Dunne, Dennis F.
9971541 11/18/2004	Prepare for (.2); and attend fee hearing (2.3).	2.50	Naik, Soham D.
9982700 11/18/2004	Prepare for hearing re fee applicatons (.6); call and email w/Kirpalani re same (.3); post hearing conf. w/Kirpalani (.2); call w/Dunne re hearing (.2).	1.30	Tecce, James
9963122 11/22/2004	Prepare 11/23/04 Hearing Binder as per J. Tecce.	2.40	Erick, Holly A.
9967846 11/22/2004	Review pleadings for 11/23 hearing binder.	2.30	Naik, Soham D.
9960381 11/23/2004	Prepare for and attend court.	2.90	Dunne, Dennis F.
9960382 11/23/2004	Review result of today's court hearing (0.3); Confs w/ J. Tecce re same (0.1).	0.40	Dunne, Dennis F.

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Description of Legal Services

RCN CORPORATION-COURT HEARINGS

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9971183 12/1/2004	Compile pleadings and create 5 binders re Plan Objections and Confirmation Order.	1.90	Erick, Holly A.
9971184 12/1/2004	Obtain pleadings re Plan Objections and Confirmation Order.	0.20	Erick, Holly A.
9980642 12/1/2004	Assemble binders for 12/2 omnibus hearing.	3.40	Mc Cabe, Scott M.
9980645 12/1/2004	Prepare for hearing	1.00	Sullivan, Deirdre Ann
9980647 12/1/2004	Review pleadings for 12/2 court hearing.	0.50	Naik, Soham D.
9980646 12/2/2004	Attend hearing	1.00	Sullivan, Deirdre Ann
9975245 12/6/2004	Prepare binder for 12/8/04 hearing.	2.80	Erick, Holly A.
9980643 12/7/2004	Obtain Agenda for 12/8/04 hearing (.20); Prepare four copies of binders re 12/8/04 hearing (1.9).	3.10	Erick, Holly A.
9980644 12/7/2004	Prepare four copies of binders re 12/8/04 hearing.	7.20	Erick, Holly A.
9992941 12/7/2004	Assist with assembling documents for 12/8/04 hearing.	0.70	Ceron, Rena
9992943 12/7/2004	Review docs for hearing binder.	0.50	Naik, Soham D.
9992942 12/8/2004	Prepare for and attend confirmation hearing	2.50	Sullivan, Deirdre Ann
9999718 12/15/2004	Review RCN Chicago--CAC settlement docs for 12/16 hearing binder.	1.30	Naik, Soham D.
10007943 12/15/2004	Prepare Binder re 12/16/04 Hearing.	1.30	Erick, Holly A.
10024609 12/15/2004	Prepare materials for hearing	1.40	Sullivan, Deirdre Ann
10024610 12/16/2004	Prepare for and attend hearing	1.30	Sullivan, Deirdre Ann

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Description of Legal Services

RCN CORPORATION-DEBTOR-IN-POSSESSION MEETINGS & COMMUNICATIONS

June 10, 2004 through December 21, 2004

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

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Description of Legal Services

RCN CORPORATION-DEBTOR-IN-POSSESSION MEETINGS & COMMUNICATIONS

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9826584 9/8/2004	Prepare for and attend meeting w/ Company at Skadden.	2.30	Dunne, Dennis F.
9829816 9/8/2004	Prepare for an attend meeting w/ the Company and all advisors	3.70	Sullivan, Deirdre Ann
9848335 9/21/2004	Prepare for and attend call w/ Company re open plan and restructuring issues (1.3); Review next steps re same (0.3).	1.60	Dunne, Dennis F.
9874046 9/21/2004	Circulate agenda and information for "all hands" call (.4); Prepare for and participate in "all hands" conference call (1.0)	1.40	Sullivan, Deirdre Ann
9983624 12/6/2004	Prepare for and attend call with Debtors and committee (1.1).	1.10	Dunne, Dennis F.
9992938 12/6/2004	Prepare for and attend Committee conf. call w/RCN management and director re open issues, and confirmation timing (1.5).	1.50	Kirpalani, Susheel
9992940 12/6/2004	Prepare for and participate in call with Cte and Company.	1.00	Naik, Soham D.

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Description of Legal Services

RCN CORPORATION-DIP AND EXIT FINANCING

June 10, 2004 through December 21, 2004

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

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Description of Legal Services

RCN CORPORATION-DIP AND EXIT FINANCING

June 10, 2004 through December 21, 2004

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

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Description of Legal Services

RCN CORPORATION-DIP AND EXIT FINANCING

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9848488 8/16/2004	T conf/w Anatin Rouzeau (SDNY Bankruptcy Court Appeals Clerk) re status of appeal.	0.20	Clark, Jacqueline
9825323 9/1/2004	Analyze Deutsche Bank exit facility commitment documentation per discussions with D. Dunne re escrow funding.	1.80	Katz, Jeffrey M.
9818555 9/2/2004	Review exit financing commitment and escrow funding issues (0.9); Review J. Katz memos re same (0.2).	1.10	Dunne, Dennis F.
9825324 9/2/2004	Analyze Deutsche Bank commitment documentation for exit facility (1.6); prepare summary of findings re escrow funding and send to D. Dunne, D. Sullivan, J. Tecce and S. Naik (.9).	2.70	Katz, Jeffrey M.
9825325 9/5/2004	Analyze Deutsche Bank exit facility commitment documentation re escrow funding.	0.80	Katz, Jeffrey M.
9825322 9/7/2004	Review escrow funding issues and extensions to commitment letter (0.4); Confs w/ E. Edidin & J. Katz re same (0.3).	0.70	Dunne, Dennis F.
9833955 9/7/2004	Analyze Deutsche Bank exit facility documentation regarding escrow funding (0.8) and meeting with D. Dunne regarding same (0.2)	1.00	Katz, Jeffrey M.
9842691 9/14/2004	Analyze term sheets re second lien financing.	0.30	Katz, Jeffrey M.
9836568 9/15/2004	Review issues re second lien syndication efforts.	0.50	Dunne, Dennis F.
9874047 9/15/2004	RV and comment on financing term sheets (.8)	0.80	Sullivan, Deirdre Ann
9882469 9/15/2004	Prepare for and attend call w/ Company and committee re second lien syndication efforts and docs re same.	0.60	Dunne, Dennis F.
9839786 9/16/2004	Review second lien options and covenants re same.	0.50	Dunne, Dennis F.
9842690 9/17/2004	Review latest changes to 2d lien financing options (0.6); Review correspondence re same (0.3).	0.90	Dunne, Dennis F.

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Date	Description	Hours	Name
9842692 9/19/2004	Analyze terms of second lien financing proposals.	1.50	Katz, Jeffrey M.
9853030 9/20/2004	Analyze 2nd lien term sheets (1.0); prepare memo with comments re same (1.8); analyze Evergreen credit agreement (0.3) and intercreditor agreement (0.4) re 2nd lien term sheet provisions (0.4); discussions with S. Naik re same (0.3); analyze RCN draft disclosure statement (0.2) and plan (0.3) re same.	4.30	Katz, Jeffrey M.
9848336 9/21/2004	Review issues re 2d lien financing (0.4); Review rights offering issues re same (0.3).	0.70	Dunne, Dennis F.
9853031 9/21/2004	Conference call with S. Teicher and P. Neckles (Skadden) re term sheets and open issues (0.4); analysis of draft term sheet documentation re same (0.9); prepare summary of issues for D. Dunne and D. Sullivan (0.7).	2.00	Katz, Jeffrey M.
9853032 9/22/2004	Correspondence t/f D. Dunne and D. Sullivan (0.3) and S. Teicher (0.1) re 2nd lien term sheets; analyze revised 2nd lien term sheets with Skadden comments (0.3).	0.70	Katz, Jeffrey M.
9874048 9/22/2004	RV revised financing term sheets (.8); Participate in conf call re same (.6)	1.40	Sullivan, Deirdre Ann
9887911 9/22/2004	Review 2nd lien commitment letters.	0.90	Janson, Thomas C.
9850801 9/23/2004	T conf/ w Anatin Rouzeau (U.S. Bankruptcy Court, Appeal's Clerk) re status of WellsFargo/Vulcan Appeal (.30); prepare email to D. Sullivan re same (.20)	0.50	Clark, Jacqueline
9857605 9/23/2004	Review and distribute exit financing docs.	0.60	Naik, Soham D.
9874049 9/23/2004	Follow-up on Vulcan/Wells Fargo appeal re exit financing (.5)	0.50	Sullivan, Deirdre Ann

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Date	Description	Hours	Name
9859261 9/28/2004	Review rights offering issues re exit facility (0.9); Prepare for and attend meeting w/ D. Martini, P. Schwartzberg, M. Tom, J. Baker re issues relating to same (0.7); Confs w/ D. Schall, G. Singer re same (0.6); Review next steps (0.7).	2.90	Dunne, Dennis F.
9860426 9/29/2004	Review DB bank book and issues re same (1.2); Confs w/ D. Schall, R. Belinsky, E. Edidin, and G. Singer re same (0.8).	2.00	Dunne, Dennis F.
9861766 9/30/2004	Confs w/ G. Singer, D. Martini (UStTrustee), D. Schall re financing (0.8); Review issues and potential scenarios re same (0.7).	1.50	Dunne, Dennis F.
9864441 10/1/2004	Confs w/ G. Singer, J. Baker & D. Schall re Starpower Financing issues (0.4); Review next steps (0.3).	0.70	Dunne, Dennis F.
9871195 10/5/2004	Review Starpower and Tranche B financing issues and rights offering provisions (1.9); Confs w/ S. Kirpalani and D. Schall re same (1.1).	3.00	Dunne, Dennis F.
9876224 10/8/2004	Review settlements re Tranche B financing (0.6); Confs w/ S. Kirpalani & T. Janson re same (0.3); Review Starpower financing issues (0.8); Review 1145 issues re same (0.3).	2.00	Dunne, Dennis F.
9876225 10/9/2004	Review issues re DB Tranche B financing and Starpower financing re same (1.8); Confs w/ T. Janson, D. Schall & J. Baker re same (0.8).	2.60	Dunne, Dennis F.
9880667 10/11/2004	Review issues re Tranche B financing (0.9); Confs w/ D. Schall, E. Edidin and J. Baker re same issues (1.2); Review DEShaw term sheets (0.8).	2.90	Dunne, Dennis F.
9887593 10/12/2004	TCs w/ P. Schwartzberg re financing issues.	0.60	Sullivan, Deirdre Ann
9883375 10/13/2004	Analyze convertibility feature and issues re same (0.8); Confs w/ D. Schall, G. Singer, S. Kirpalani & E. Edidin re same (1.1); Review UStTrustee issues (0.2); Review agenda and outline of responses re same (0.4).	2.50	Dunne, Dennis F.
9933492 10/13/2004	Review last changes to B facility.	0.40	Janson, Thomas C.

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Date	Description	Hours	Name
9887594 10/14/2004	Participate in call w/ P. Schwartzberg re financing issues	0.50	Sullivan, Deirdre Ann
9887595 10/14/2004	RV revised term sheets re financing (.8); Draft email and distribute same w/ comments (.4); RV withdrawal of appeal re exit financing and distribute same (.4).	1.60	Sullivan, Deirdre Ann
9887614 10/14/2004	Call with US Trustee re: Convertible Second Lien Notes.	0.50	Diegnan, Richard P. Jr.
9933495 10/14/2004	Call w/P. Schwartzberg re: financing options.	0.50	Janson, Thomas C.
9933496 10/14/2004	Review potential changes to Convertible Notes (0.8); Confs w/ D. Schall re same (0.2); Review USTrustee's questions re Tranche B financing (0.3); Review issues and potential changes re same (0.4).	1.70	Dunne, Dennis F.
9887607 10/15/2004	Review issues re convertible note issuance (0.8); Review potential changes and alterantives re same (1.3).	2.10	Dunne, Dennis F.
9887608 10/17/2004	Review financing and related issues.	0.80	Dunne, Dennis F.
9892526 10/18/2004	Review DB commitment re Starpower consent (0.3); Review Starpower press release (0.2); Review company's position re right of first refusal (0.3).	0.80	Dunne, Dennis F.
9899655 10/19/2004	RV updated financing term sheets.	0.80	Janson, Thomas C.
9895520 10/20/2004	Review commitment letter issues (0.8); Confs w/ M. Stamer and S. Lampe re same (0.3).	1.10	Dunne, Dennis F.
9899627 10/21/2004	Confs w/ D. Schall, G. Singer, M. Stamer re Tranche B financing term sheet (0.8); Review issues re same (0.6).	1.40	Dunne, Dennis F.
9899631 10/21/2004	RV revised term sheet (.5); TC w/ M. Stamer re commitment requirements (.4)	0.90	Sullivan, Deirdre Ann
9899628 10/22/2004	Review certain cash collateral issues.	1.10	Dunne, Dennis F.

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Date	Description	Hours	Name
9899632 10/22/2004	RV DB financing motion re Starpower (.5); TC w/ S. Toussi re same (.3); RV revised term sheets (.5)	1.30	Sullivan, Deirdre Ann
9899648 10/22/2004	Review new Tranche B term sheet (0.6); Confs w/ G. Singer & D. Schall re same (0.5).	1.10	Dunne, Dennis F.
9933497 10/22/2004	Review of 2nd lien notes term sheet.	0.10	Diegnan, Richard P. Jr.
9943700 10/22/2004	TC w/M. Stamer, J. Coale re estate's timing and need for commitments (.4);	0.40	Kirpalani, Susheel
9899629 10/23/2004	Review exit financing issues re Tranche B (0.8); Review term sheet issues (0.4).	1.20	Dunne, Dennis F.
9899630 10/24/2004	Prepare for and attend call w/ J. Dubel & J. Baker re cash collateral renewal and fee issues (0.4); Review issues and alternatives re same (0.9).	1.30	Dunne, Dennis F.
9907055 10/25/2004	Confs w/ S. Lampe, D. Schall re next steps on Tranche B financing (0.4); Review revised commitment letters (0.7).	1.10	Dunne, Dennis F.
9909741 10/25/2004	Calls S. Kirplani (.4); review financing term sheet (.1).	0.50	Janson, Thomas C.
9916950 10/25/2004	Review of competing bid for second lien notes.	0.30	Diegnan, Richard P. Jr.
9919350 10/25/2004	RV and comment on motion re exit financing (.8)	0.80	Sullivan, Deirdre Ann
9907056 10/26/2004	Review revised commitment letter from D.E. Shaw (0.4); Confs w/ D. Schall re same (0.1).	0.50	Dunne, Dennis F.
9916951 10/26/2004	Conference call with the committee re: second lien notes and pending notes.	0.70	Diegnan, Richard P. Jr.
9919351 10/26/2004	RV several drafts of financing documents (1.8)	1.80	Sullivan, Deirdre Ann
9908243 10/27/2004	Prepare for and attend call w/ J. Dubel, J. Baker, A. Horvat re banks request for fees in exchange for cash collateral extension (0.4); Review issues re same (0.8); Confs w/ D. Schall, G. Singer & E. Edidin re same (1.1).	2.30	Dunne, Dennis F.

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Date	Description	Hours	Name
9908244 10/27/2004	Review and analyze various iterations of the D. E. Shaw term sheet and commitment letter (0.8); Confs w/ D. Schall, G. Singer & S. Kirpalani re same (0.7).	1.50	Dunne, Dennis F.
9909738 10/27/2004	Review exit financing term sheets (1.2); TC w/D. Schall re same (.7); attend conf. call w/Debtors, lenders re same (1.3).	3.20	Kirpalani, Susheel
9916952 10/27/2004	Review of revised DE Shaw term sheet and commitment letter.	2.80	Diegnan, Richard P. Jr.
9919352 10/27/2004	RV and comment on revised financing documents (.9)	0.90	Sullivan, Deirdre Ann
9909736 10/28/2004	Review latest term sheets re Tranche B financing (0.8); Confs w/ D. Schall re same (0.3); Review issues re cash collateral and timing fees (0.6); Confs w/ P. Pantaleo, D. Schall re banks' request for additional fees (0.4).	2.10	Dunne, Dennis F.
9916953 10/28/2004	Review of revised term sheet and commitment letter (.4); conference call re: DE Shaw commitment letter and term sheet (.6).	1.00	Diegnan, Richard P. Jr.
9919353 10/28/2004	RV and comment on financing motion re Starpower increase (.7)	0.70	Sullivan, Deirdre Ann
9911962 10/29/2004	Review S&P rating and issues re same (0.2); Review next steps (0.3); Review D. E. Shaw term sheet issues (0.4).	0.90	Dunne, Dennis F.
9911964 10/29/2004	Review and distribute draft of second lien commitment motion.	0.90	Naik, Soham D.
9919354 10/29/2004	RV revised financing motion (.6)	0.60	Sullivan, Deirdre Ann
9943701 10/29/2004	Review draft motion re Tranche B financing (1.5);	1.50	Kirpalani, Susheel
9911963 10/31/2004	Review latest D. E. Shaw term sheet (0.4); E-mail to committee re same (0.1).	0.50	Dunne, Dennis F.
9919355 10/31/2004	RV revised financing documents (.8); Review revised motion re same (1.3)	2.10	Sullivan, Deirdre Ann

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Date	Description	Hours	Name
9916941 11/1/2004	Review Tranche B term sheet (0.4); Review ratings and syndications issues (0.7); Review next steps (0.3).	1.40	Dunne, Dennis F.
9919356 11/1/2004	RV several drafts of revised financing documents (1.9)	1.90	Sullivan, Deirdre Ann
9943702 11/1/2004	TC w/D. Schall re exit financing term sheets (.5); draft corresp. to Skadden re same (.3).	0.80	Kirpalani, Susheel
9919357 11/2/2004	RV several drafts of revised financing documents (.9)	0.90	Sullivan, Deirdre Ann
9943703 11/2/2004	Conf. calls re status of commitments w/proposed exit lenders (2.1); review draft term sheet, commitment letters re same (1.5); TC w/Skadden re Starpower closing date (.4); review draft motion prepared by Skadden (.6).	4.60	Kirpalani, Susheel
9920507 11/3/2004	Prepare for and attend conf call w/ T. Coleman, J. Dubel, G. Singer, D. Schall, J. Baker, E. Edidin, A. Fasola re financing issues, commitment letter, timing and motion (0.4); Review docs re same (0.8); Review issues re same (0.4).	1.60	Dunne, Dennis F.
9922057 11/4/2004	RV motion re 2nd lien financing	1.10	Sullivan, Deirdre Ann
9924395 11/5/2004	Confs w/ S. Lampe re next steps (0.4); Review docs and pleadings re exit issues (0.4).	0.80	Dunne, Dennis F.
9930172 11/8/2004	Review status of S&P rating issues (0.3); Review tranche B issues (0.2); Confs w/ D. Schall re same (0.1).	0.60	Dunne, Dennis F.
9933195 11/9/2004	Review 2d lien financing issues.	0.80	Dunne, Dennis F.
9938583 11/9/2004	Review amendment to commitment letter.	0.30	Naik, Soham D.
9943696 11/9/2004	Obtain RCN pleadings re exit finance commitments.	0.60	Erick, Holly A.
9943697 11/10/2004	Obtain and distribute Motion Authorizing And Approving Partial Assignment Of Lease And Assignment Of Subleases Agreement.	0.40	Erick, Holly A.

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Date	Description	Hours	Name
9938581	11/11/2004 Review draft exit financing documents.	1.20	Dunne, Dennis F.
9938582	11/12/2004 Review indenture and other issues.	0.70	Dunne, Dennis F.
9943695	11/14/2004 Review docs.	8.00	Cooke, Warren F.
9943699	11/15/2004 Numerous discussions w/ M. Stamer, S. Lampe, G. Singer, D. Schall re Tejas and DEShaw Tranche B financing (1.3); Review issues re same (0.7); Review Tejas pleadings re same (0.3).	2.30	Dunne, Dennis F.
9957866	11/15/2004 Conf. DS re comments	0.30	Cooke, Warren F.
9970085	11/15/2004 RV exit financing documents (2.6); Mtgs re same (1.0)	3.60	Sullivan, Deirdre Ann
9946467	11/16/2004 Review and analyze Tejas and Laminar terms (0.6); Numerous confs w/ D. Schall, G. Singer, M. Stamer, J. Gorman, S. Kirpalani, T. Coleman re same (1.8); Review potential settlement scenarios re same and negotiate same (1.1).	2.50	Dunne, Dennis F.
9952826	11/16/2004 Discussion with S. Kirpalani (0.2) and S. O'Donnell (0.1) re second-lien financing settlement; analyze first-lien credit agreement (1.3), registration rights agreement (1.2), note purchase agreement (1.0), Shaw term sheet supplement (0.4), and revised committee member backstop commitment letter (0.3).	4.50	Katz, Jeffrey M.
9957867	11/16/2004 Review Tejas second lien obj and term sheet (1); review D.E. Shaw docs (.8); review and distribute supplemental term sheet and backstop commitment letter (.5).	2.30	Naik, Soham D.
9943704	11/17/2004 Review revised term sheet for 2d lien financing (.4); draft corresp. to Committee summarizing open issues (.2).	0.60	Kirpalani, Susheel
9947697	11/17/2004 Review various drafts of indenture, reg rights agreement, commitment letters re Tranche B financing (1.9); Confs w/ D. Schall, S. Kirpalani, J. Katz re same (0.7).	2.60	Dunne, Dennis F.

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Date	Description	Hours	Name
9952827 11/17/2004	Analyze second-lien indenture (1.5), note purchase agreement (2.2), Laminar term sheet (0.4), backstop commitment letter (0.4), first-lien credit agreement (1.4) and registration rights agreement (1.6); meeting with R. Diegnan (0.7) and S. Naik (0.1) re same; discussions with D. Retter (0.2) and W. Cooke (0.1) re same; prepare correspondence to S. Kirpalani (0.5) and A. Straus (0.6) re same.	9.70	Katz, Jeffrey M.
9957868 11/17/2004	Review comments from Chanin, CTA & Committee re: 2nd lien term sheet.	0.40	Naik, Soham D.
9950240 11/18/2004	Review 10-Q (1.2); Confs w/ D. Schall re same and re impact on syndication efforts of DB re same (0.4); Review same and next steps (0.3).	1.90	Dunne, Dennis F.
9952828 11/18/2004	Analyze revised first-lien credit (1.6) and security (0.8) documentation, revised second lien credit documentation (1.3), revised third-lien credit (0.9) and security (0.8) documentation; analyze revised note purchase agreement for second-lien notes (0.6) and revised term sheet for second lien notes (0.4); prepare mark-up of term sheet (0.4) and distribute to working group (0.1); prepare correspondence to S. Kirpalani (0.5), D. Dunne (0.3), members of creditors committee (0.5) and D. Retter (0.2) re documentation; discussions with D. Schall (0.1) and R. Diegnan (0.2) re same.	8.70	Katz, Jeffrey M.
9952824 11/19/2004	Review latest turns of docs (1.3); Confs w/ T. Janson & D. Schall re same (0.3); Review status of Tranche A syndication efforts after 10-Q issues and docs re same (0.6); Confs w/ D. Schall re same (0.1).	2.30	Dunne, Dennis F.

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Date	Description	Hours	Name
9952829 11/19/2004	Analyze revised second-lien note term sheet (0.7), revised first-lien credit documentation (1.8), revised third-lien credit documentation (0.9); prepare comments re same (1.4) and forward to D. Dunne and S. Kirpalani; analyze revised note purchase agreement (1.3), revised indenture (0.4), revised second-lien commitment letter (0.8); analyze plan of reorganization re same (0.2); discussions with R. Diegnan (0.1) re same.	7.60	Katz, Jeffrey M.
9952825 11/21/2004	Review latest docs re Tranche B financing.	0.80	Dunne, Dennis F.
9952830 11/21/2004	Analyze draft of stockholders registration rights agreement (0.6), revised drafts of first-lien credit (0.6) and security (0.5) documentation, third-lien credit (0.7) and security documentation (0.4), revised intercreditor agreement (0.7), revised indenture (0.6), revised second-lien commitment letter (0.3), and second-lien term sheet (0.4).	4.80	Katz, Jeffrey M.
9957869 11/21/2004	Review second lien commitment documentation.	0.30	Naik, Soham D.
9967847 11/22/2004	Discussions with D. Schall (0.1), G. Singer (0.1) and E. Edidin (0.1) re backstop commitment letter (0.2); correspondence t/f T. Jansen re stockholder registration rights agreement (0.2); analyze revised drafts of proposed second-lien financing order (0.4); prepare correspondence to S. Kirpalani and D. Dunne re same (0.4); discussions with J. Bloom (Skadden) (0.2) re matter; analyze drafts of stockholder registration rights agreement (0.5), revised indenture (0.5), executed Shaw commitment letter (0.4), and second-lien term sheet (0.4); prepare correspondence to D. Dunne and S. Kirpalani with comments re same (0.6).	4.10	Katz, Jeffrey M.
9960383 11/23/2004	Review 2d lien and other docs and commitments.	0.90	Dunne, Dennis F.

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Date	Description	Hours	Name
9967848 11/23/2004	Prepare correspondence to D. Schall re ballots and cash-out election (0.4) per request of D. Dunne; analyze revised order re second lien financing (0.7) and revised second-lien financing term sheet (0.8); correspondence to S. Kirpalani and D. Dunne re comments re same (0.5); calls with J. Bloom (Skadden) (0.2) and E. Edidin (0.1) re backstop commitment letters.	2.70	Katz, Jeffrey M.
9967849 11/24/2004	Analyze executed second-lien financing order (0.3) and second-lien term sheet (0.6); return call to creditor per request of D. Dunne (0.1); prepare correspondence to S. Kirpalani and D. Dunne re order (0.1).	1.10	Katz, Jeffrey M.
9980648 12/1/2004	Analyze revised first-lien credit agreement (1.6); analyze offering circular for second-lien notes (0.8).	2.40	Katz, Jeffrey M.
9980651 12/1/2004	RV revised financing documents (2.5)	2.50	Sullivan, Deirdre Ann
9980649 12/2/2004	Discussions with R. Diegnan re offering circular comments (0.5); analysis of provisions forwarded by R. Diegnan re same (0.6); correspondence t/f A. Straus and S. Teicher (Skadden) (0.1) re first-lien credit agreement; analyze revised draft of first-lien credit agreement (0.7); discussion with R. Diegnan re same (0.1); analyze intercreditor agreement draft re same (0.4).	2.40	Katz, Jeffrey M.
9980650 12/3/2004	Correspondence t/f D. Dunne and others re revised draft of first-lien credit agreement (0.1); analyze draft intercreditor agreement (0.4).	0.50	Katz, Jeffrey M.
9992945 12/6/2004	Analyze revised first-lien credit documentation (0.8); analyze Kelly Drye comments to indenture for second-lien notes (0.7).	1.50	Katz, Jeffrey M.
9992951 12/6/2004	Participate in conf. call re financing documents (.5); RV and comment on closing checklists (.8); TCs w/ R. Diegnan re status and documents (.8)	2.10	Sullivan, Deirdre Ann

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Date	Description	Hours	Name
9983625 12/7/2004	Review latest revisions to first-lien credit agreement (0.3); Review latest revisions to second-lien note indenture (0.4); Review issues re record date and subscription rights for creditors to subscribe to same (0.6); Confs w/ S. Kirpalani re same (0.2).	1.50	Dunne, Dennis F.
9992946 12/7/2004	Analyze revised first-lien credit documentation (0.6); analyze draft closing index re first-lien facility (0.3); analyze last draft of intercreditor agreement. (0.2)	1.10	Katz, Jeffrey M.
9992947 12/8/2004	Analyze revised drafts and comments re note purchase agreement (0.6) and second lien indenture (0.8) for second-lien notes; analyze revised draft of first lien credit documentation (1.0); prepare correspondence to D. Schall re same (0.2).	2.60	Katz, Jeffrey M.
9992944 12/9/2004	TC w/E. Edidin re questions on exit financing process (.3).	0.30	Kirpalani, Susheel
9992948 12/9/2004	Analyze drafts of subsidiary guaranty agreement (0.4), security agreement (0.6) and pledge agreement (0.4) re second-lien notes; analyze revised draft of intercreditor agreement (0.8); analyze revised second-lien indenture (0.5); analyze third-lien credit facility exhibits (0.4); analyze revised first-lien credit documentation (0.6); correspondence t/f D. Schall re same (0.1); prepare correspondence to internal working group re same (0.1).	3.90	Katz, Jeffrey M.
9992949 12/10/2004	Analyze revised first lien loan documentation (0.5) and second-lien loan documentation (0.7); analyze Skadden comments re same (0.3).	1.50	Katz, Jeffrey M.

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Date	Description	Hours	Name
9992950 12/12/2004	Analyze Kelly Drye comments re second-lien loan documentation (0.3) and intercreditor agreement (0.1); analyze revised intercreditor agreement (0.4); analyze Paul Hastings comments to third-lien security documents (0.3); analyze Skadden comments to indenture for second-lien notes (0.4) and to first lien credit facility (0.3) and third-lien credit facility (0.4) revised drafts; analyze revised common stock registration rights agreement (0.5).	2.70	Katz, Jeffrey M.
9998041 12/13/2004	Analyze revised drafts of first lien credit documentation (0.8), second lien note documentation (0.9) and third lien credit documentation (0.6).	2.30	Katz, Jeffrey M.
9998042 12/14/2004	Analyze drafts of second lien pledge agreement (0.4), security agreement (0.3), subsidiary guaranty (0.4), note purchase agreement (0.3) and indenture (0.4); analyze drafts of third lien security agreement (0.5) and pledge agreement (0.4).	2.70	Katz, Jeffrey M.
10007944 12/14/2004	Conf. call w/J. Dubel, others, re exit financing status and need for modifications to solicitation (.8); review exit financing disclosures to creditors (.4); review pro rata distribution formula as fairest method for creditors in connection w/revised solicitation (1.2); TC w/T. Janson re press release draft and modifications thereto (.7); draft corresp. to Committee notifying of status of exit financing and consummation of Plan (.4);	3.50	Kirpalani, Susheel
9998043 12/15/2004	Analyze revised drafts of third lien credit agreement (0.5), second lien security agreement (0.3), second lien pledge agreement (0.2), second lien subsidiary guaranty (0.3), intercreditor agreement (0.2) and third lien security agreement (0.3) and pledge agreement (0.3).	2.10	Katz, Jeffrey M.

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RCN CORPORATION-DIP AND EXIT FINANCING

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
10007945 12/15/2004	Confer w/D. Dunne, T. Janson re resolution of exit financing issues from last night and Committee questions re same (.9); conf. call w/J. Dubel, S. Korangy re progress of exit financing and timeline for consummation fo plan (.7).	1.60	Kirpalani, Susheel
9998044 12/16/2004	Analyze revised draft of intercreditor agreement (0.3) and comments of Kelley Drye thereto (0.1); correspondence t/f S. Teicher (Skadden) (0.1).	0.50	Katz, Jeffrey M.
10002721 12/17/2004	Discussions with D. Sullivan (0.1) and R. Diegnan (0.1); correspondence t/f R. Diegnan (0.1); analyze revised drafts with note purchase agreement (0.3), registration rights agreement (0.2), officer certificates (0.2), second-lien security agreement (0.3), second-lien pledge agreement (0.1), Kelley Drye comments to second lien security agreement (0,1), White & Case comments to third-lien credit agreement (0.1), revised first-lien security agreement (0.3), first-lien pledge agreement (0.2), first-lien subsidiary guaranty (0.3), first-lien solvency certificate (0.1) and second-lien subsidiary guarantee (0.2).	2.70	Katz, Jeffrey M.
10007946 12/17/2004	Conf. call w/J. Dubel, A. Strauss (Skadden) re additional exit financing error in subscription calculations and proposed resolution to ensure timely closing of Plan (.5).	0.50	Kirpalani, Susheel
10002722 12/19/2004	Analyze revised drafts of second-lien note indenture (0.5), third-lien credit agreement (0.4), first-lien solvency certificate (0.1), second-lien subsidiary guaranty (0.3), second-lien security agreement (0.2), second-lien pledge agreement (0.2), third-lien security agreement (0.3), third-lien pledge agreement (0.3), second-lien solvency certificate (0.1), registration rights agreement (0.4) and third-lien solvency certificate (0.1).	2.90	Katz, Jeffrey M.

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RCN CORPORATION-DIP AND EXIT FINANCING

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Date	Description	Hours	Name
10013690 12/20/2004	Discussions with J. Hale (Xerion) re first-lien credit and security documentation and second-lien and third-lien security documentation (0.2); analyze first-lien credit (0.4) and security (0.5) documentation, second-lien (0.3) and third-lien (0.1) security documentation and intercreditor agreement (0.2) re same; discussions with S. Lehner (Morgan Stanley) re first-lien credit documentation (0.1); discussions with D. Sullivan (0.1), S. Naik (0.1) and R. Diegnan (0.1) re matter; analyze disclosure statement (0.5) and plan (0.8) re same.	3.40	Katz, Jeffrey M.
10013691 12/21/2004	Analyze revised drafts of third-lien credit agreement (0.2); analyze revised draft of second-lien note indenture (0.6); analyze revised draft of common stock registration rights agreement (0.3); discussions with D. Sullivan re matter (0.1).	1.20	Katz, Jeffrey M.

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

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Date	Description	Hours	Name
9814506 8/30/2004	Review and revise various sections of disclosure statement (1.3); Outline same (0.3).	1.60	Dunne, Dennis F.
9816835 9/1/2004	Draft memo to team re open issues in disclosure statement (0.8); Review docs re same (0.2).	1.00	Dunne, Dennis F.
9821557 9/2/2004	TC w/ W. Barr re status and revisions to disclosure statement (.5); TC w/ A. Kapur re: revisions to disclosure statement (.7)	1.20	Sullivan, Deirdre Ann
9825326 9/2/2004	Analyze revised disclosure statement re exit financing and other matters.	1.50	Katz, Jeffrey M.
9821546 9/3/2004	Review draft/disclosure statement.	1.30	Dunne, Dennis F.
9825327 9/3/2004	Analyze disclosure statement section on exit financing (0.8); analyze Deutsche Bank commitment documentation re exit facilities re same (1.5).	2.30	Katz, Jeffrey M.
9825328 9/6/2004	Compare disclosure statement description of exit facility against terms contained in executed term sheets.	1.50	Katz, Jeffrey M.
9829827 9/6/2004	RV and comment on revisions to disclosure statement and plan (1.2); Draft email to Committee re: changes to Plan and Disclosure Statement (.8); Draft email to D. Dunne re: open Plan and Disclosure Statement issues (1.2)	3.20	Sullivan, Deirdre Ann
9833956 9/7/2004	Prepare mark-up of disclosure statement section regarding exit facility and forward same to D. Sullivan.	1.30	Katz, Jeffrey M.
9827942 9/9/2004	Review Megacable issues and disclosure (0.4); Review Pepco disclosure issues (0.3).	0.70	Dunne, Dennis F.
9829829 9/9/2004	RV and comment on solicitation package (2.2); RV comments of D. Dunne re disclosure statement and respond to same (1.2)	3.40	Sullivan, Deirdre Ann
9829817 9/12/2004	Prepare for and attend call w/ T. Matz, D. Sullivan re disclosure statement issues (0.3); Review docs re same (0.6).	0.90	Dunne, Dennis F.

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Date	Description	Hours	Name
9829830 9/12/2004	Corresp. w/ D. Dunne re; conf. call agenda (.4); Participate in conf. call w/ Skadden re plan and disclosure statement issues (.4)	0.80	Sullivan, Deirdre Ann
9874051 9/13/2004	RV and comment on revised DS and Plan (2.2)	2.20	Sullivan, Deirdre Ann
9835284 9/14/2004	Review Megacable disclosure issues (0.4); Review latest information re same (0.5).	0.90	Dunne, Dennis F.
9842693 9/14/2004	Analyze draft disclosure statement.	2.70	Katz, Jeffrey M.
9842694 9/15/2004	Analyze draft disclosure statement (3.4); prepare mark-up re same and forward to D. Dunne and D. Sullivan (1.2).	4.60	Katz, Jeffrey M.
9839787 9/16/2004	Review Megacable disclosure issues (0.8); Review financial information and alternatives re same (0.6).	1.40	Dunne, Dennis F.
9857596 9/20/2004	Conferences with J. Katz re: Megacable (.5); review Megacable subscription and shareholder agreements re: open issues (1.2); review intercreditor agrmnt and Evergreen agrmnt re: open issues (1).	2.70	Naik, Soham D.
9874052 9/20/2004	RV and respond to corresp. re Megacable disclosure (.6); TCs w/ R. Diegnan re same (.8).	1.40	Sullivan, Deirdre Ann
9848337 9/21/2004	Outline open issues in disclosure statement (0.9); Confs w/ D. Schall and G. Singer re same (0.3).	1.20	Dunne, Dennis F.
9853033 9/21/2004	Analyze draft disclosure statement.	0.80	Katz, Jeffrey M.
9874053 9/21/2004	RV and respond to additional Megacable corresp. re disclosure (.6).	0.60	Sullivan, Deirdre Ann
9849322 9/22/2004	Review and revise Starpower and financing riders (0.8); Review Megacable e-mails and issues (0.3); Confs w/ D. Schall and G. Singer re same (0.4).	1.50	Dunne, Dennis F.
9853034 9/22/2004	Analyze disclosure statement re treatment of claims and distributions.	1.10	Katz, Jeffrey M.

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Date	Description	Hours	Name
9874042 9/22/2004	Participate in several conf calls w/ Committee members re open issues on DS and Plan (2.8)	2.80	Sullivan, Deirdre Ann
9874054 9/22/2004	RV and comment on provision for DS re exit financing and Starpower (1.8); TCs w/ R. Diegnan and T. Janson re Megacable issues (1.2)	3.00	Sullivan, Deirdre Ann
9853035 9/23/2004	Analyze draft disclosure statement; prepare comments thereto.	1.40	Katz, Jeffrey M.
9853046 9/23/2004	Review of warrant agreement (.1); review of Megacable documents (.9).	2.00	Diegnan, Richard P. Jr.
9857606 9/23/2004	Review disclosure issues re Megacable, Starpower, financing and related issues (0.9); Review adjournment and timing issues (0.4).	1.30	Dunne, Dennis F.
9857617 9/23/2004	Review and distribute Megacable docs. re disclosure.	0.80	Naik, Soham D.
9857622 9/23/2004	Revise disclosure for sections of the Disclosure Statement (.4); attention to Megacable disclosure issues (.3); calls re: same (.4); review correspondence from Megacable partner (.4).	1.50	Janson, Thomas C.
9874055 9/23/2004	Corresp. w/ Committee re Megacable (.5); TCs w/ T. Janson and R. Diegnan re disclosure issues (.6)	1.10	Sullivan, Deirdre Ann
9883581 9/23/2004	Review and summarize Debra Craig's objection to the disclosure statement.	0.70	Naik, Soham D.
9885006 9/23/2004	Meeting w/D. Sullivan re all significant pending matters and assistance needed (.8); reviewing background materials in aid of representation (.5); TCs w/J. Baker re pending deadlines for exclusivity and disclosure statement (.7); begin reviewing Plan and disclosure statement (2.2).	3.50	Kirpalani, Susheel

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Date	Description	Hours	Name
9853036 9/24/2004	Analyze revised disclosure statement distributed (1.7); correspondence t/f D. Dunne re same (0.2); analyze D. Sullivan mark-up of disclosure statement (0.6); prepare comments re same (0.4) and re rider to disclosure statement re 2nd lien financing (0.4).	3.30	Katz, Jeffrey M.
9853047 9/24/2004	Review of Megacable documents re: disclosure.	1.90	Diegnan, Richard P. Jr.
9857607 9/24/2004	Review Megacable disclosure issues (0.2); Review disclosure issues re same (0.3); Review potential infirmities re same (0.3); Confs w/ D. Schall, J. Baker, E. Edidin re same (0.4).	1.20	Dunne, Dennis F.
9857618 9/24/2004	Prepare summary of PDA consulting contract with RCN Corp. for DS insert (.7); Review Debra Craig motion and DS objection (.2); review and summarize terms of retention of Advisors to Debtors and the Committee for DS insert (1.1).	2.00	Naik, Soham D.
9874056 9/24/2004	RV and comment on revised DS and Plan (2.5); Prepare markup w/ all comments (1.8); Prepare mark-up of Starpower and Exit Financing comments (1.1); RV and comment on solicitation packages/ballots (1.8); Send same (.4); Numerous TCs w/ P. Bade re contracts to be assumed (1.2); TCs w/ R. Diegnan and T. Janson re Megacable disclosure (.8)	9.60	Sullivan, Deirdre Ann
9885007 9/24/2004	TC w/J. Baker re timing of DS hearing adjournment (.4); conf. call w/D. Dunne, D. Sullivan, T. Coleman and A. Fasola re global term sheet reached by committee and debtor (.5) TC w/J. Baker re counter-signature to term sheet (.4); reviewing term sheet (.9).	2.20	Kirpalani, Susheel
9874057 9/25/2004	Corresp. re comments of DS and Plan (.8)	0.80	Sullivan, Deirdre Ann
9883377 9/27/2004	Revising J. Baker's letter re proposal for exclusivity and disclosure statement (.7).	0.70	Kirpalani, Susheel
9883378 9/27/2004	Revising draft disclosure statement and Plan (2.4).	2.40	Kirpalani, Susheel

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Date	Description	Hours	Name
9883379 9/28/2004	Review comments to draft letter from J. Baker re disclosure statement issues and exclusivity (1.3); conf. call w/J. Baker and J. Dubel re Committee's comments; review "bank book" re information contained therein as also being disclosed (.8); TC w/ B. Haggerty (Blackstone) re bank book (.6).	2.70	Kirpalani, Susheel
9860427 9/29/2004	Confs w/ E. Edidin, D. Schall, G. Singer re Megacable disclosure issues (0.8); Review contractual issues re same (0.6).	1.40	Dunne, Dennis F.
9860429 9/30/2004	Comprehensive research for Megacable disclosure.	1.30	Kashansky, Jordan
9861767 9/30/2004	Review list of open disclosure points (0.3); Review Megacable disclosure issues (0.2); Confs w/ G. Singer and D. Schall re same (0.4); Review prior disclosures in debtor's 10-K's and 8-K's re same (0.6).	1.50	Dunne, Dennis F.
9864437 9/30/2004	Review of RCN filing re: Megacable.	2.20	Diegnan, Richard P. Jr.
9864440 9/30/2004	Coordinate retrieval of certain documents re Megacable.	0.20	Ceron, Rena
9871197 9/30/2004	Review and distribute Megacable docs. re: disclosure statement.	0.90	Naik, Soham D.
9883380 9/30/2004	Review revised version of draft plan and DS.	1.10	Kirpalani, Susheel
9885262 9/30/2004	Attention to Megacable issues.	0.30	Tecce, James
9864442 10/1/2004	Review Megacable issues (0.4); Confs w/ D. Schall re same (0.2).	0.60	Dunne, Dennis F.
9883381 10/1/2004	Reviewing draft of RCN plan and disclosure statement (3.5); review letter from J. Baker re terms of settlement w/Committee over certain issues (.8).	4.30	Kirpalani, Susheel
9883382 10/4/2004	Revising draft disclosure statement and plan (2.5); attend meeting at Skadden w/T. Matz and Sina Toussi to review comments (3.0);	5.50	Kirpalani, Susheel

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Date	Description	Hours	Name
9874058 10/5/2004	RV and comment on revised DS and Plan (2.6); RV prior comments in connection with revisions (1.2); TCs w/ T. Janson and R. Diegnan re comments on financing/Starpower (.8); TCs w/ S. Kirpalani re comments on Plan (1.2); Circulate revised DS and Plan to CTA and Chanin for comments (.4); RV comments re same (.6); TCs w/ CTA re open issues (1.4.)	8.00	Sullivan, Deirdre Ann
9880669 10/5/2004	Revising RCN proposed plan and disclosure statement (4.6); conf. calls w/M. McDermott, T. Matz (Skadden) (1.5); drafting comments to documents for dissemination to Skadden (1.1).	7.20	Kirpalani, Susheel
9880694 10/5/2004	Conf. t/c's re: disclosure statement/financing.	0.80	Janson, Thomas C.
9933441 10/5/2004	Review of revised disclosure statement.	4.60	Diegnan, Richard P. Jr.
9872336 10/6/2004	Confs w/ T. Janson, D. Sullivan, D. Schall re rights offering, plan terms and other issues (0.9); Review drafts and docs re same (1.4).	2.30	Dunne, Dennis F.
9874059 10/6/2004	Review and comment on draft of DS and Plan (2.2); Numerous TCs w/ T. Matz, R. Morris, S. Kirpalani and D. Dunne re same (2.3); TC w/ D. Neier re DS comments (.4); TCs w/ R. Diegnan re DS comments (1.3)	6.20	Sullivan, Deirdre Ann
9880670 10/6/2004	TC w/T. Janson re placement of exit financing and Committee's request for opportunities to be made for unsecured creditors (.5); TC w/D. Dunne re same (.5); review draft disclosure re availability of financing to all eligible creditors (.4).	1.40	Kirpalani, Susheel
9880695 10/6/2004	Review DS & plan documents (1.2); t/c's (.8).	2.00	Janson, Thomas C.
9933413 10/6/2004	Debra Craig motion re: obj to DS.	1.70	Naik, Soham D.
9933442 10/6/2004	Review of revised plan and disclosure statement; provide comments and riders.	5.00	Diegnan, Richard P. Jr.
9874050 10/7/2004	Review latest draft of disclosure statement (0.6); Review open issues (0.5); Confs w/ D. Schall and G. Singer re same (0.3).	1.40	Dunne, Dennis F.

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Date	Description	Hours	Name
9876239 10/7/2004	Review of plan and disclosure statement (5.8); call with M. McDermott re: registration rights (.7).	6.50	Diegnan, Richard P. Jr.
9880671 10/7/2004	Reviewing draft disclosure statement provided by Skadden (2.8).	2.80	Kirpalani, Susheel
9882199 10/7/2004	Review changes to disclosure statement (.6); review registration rights issues (.5); conf. t/c's re financing (1.2).	2.30	Janson, Thomas C.
9874061 10/8/2004	Participate in meeting w/ D. Dunne, S. Kirpalani, T. Janson & R. Diegnan re DS issues (1.0); TC w/ D./ Sudock re Indenture Trustee comments to DS (.4); Participate in conf call w/ Skadden re: plan and disclosure statement comments and issues (1.5); TCs w/ R. Diegnan re comments to disclosure statement (.5); Several TCs w/ P. Bade re assumed contract issues (1.5).	4.90	Sullivan, Deirdre Ann
9876226 10/8/2004	Review riders and blackline re latest draft.	0.70	Dunne, Dennis F.
9876240 10/8/2004	Review and revise disclosure statement.	8.20	Diegnan, Richard P. Jr.
9880672 10/8/2004	Revising draft disclosure statement and plan circulated by Skadden (3.3); conf. call w/M. McDermott, J. Baker re additional disclosure points (.9); revising plan (.9); review term sheets for financing used as basis for disclosure (1.1).	6.20	Kirpalani, Susheel
9880678 10/8/2004	Review disclosure statement mark up.	0.40	Naik, Soham D.
9933444 10/8/2004	Mtg w/D. Dunne, S. Kirpalani, D. Sullivan, R. Diegnan re plan and DS issues (1.2); conf. t/c Skadden Arps (1.1); draft revisions to financing provisions (2.1); review revised materials (.8).	5.20	Janson, Thomas C.
9876228 10/9/2004	Review and comment on revisions to plan and disclosure statement and prepare email to team re same (1.3); Review open issues re proposed assumed contracts and send summaries to team re same (1.2); Participate in call w/ Milbank team (.4); Prepare markups and issues list (1.8)	4.70	Sullivan, Deirdre Ann

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Date	Description	Hours	Name
9876241 10/9/2004	Review and revise disclosure statement and plan (1.9); conference call re: same (.7).	2.60	Diegnan, Richard P. Jr.
9880673 10/9/2004	Review drafts of disclosure statement and plan circulated by RCN (2.3); TC w/T. Janson re Securities Act 4(2) concerns (.6).	2.90	Kirpalani, Susheel
9882201 10/9/2004	T/c's re: financing (1.1); review revisions to disclosure statement (.6); RV and revise new drafts of DS plan (3.5)	5.20	Janson, Thomas C.
9876227 10/10/2004	Review disclosure statement drafts and resolve remaining issues.	0.80	Dunne, Dennis F.
9876242 10/10/2004	Review and revise disclosure statement and plan (2.2); call with Skadden re: registration rights (.6).	2.80	Diegnan, Richard P. Jr.
9880674 10/10/2004	Review draft term sheet circulated by Skadden re changes to Plan, exclusivity, and related issues (.9); attend conf. call w/Skadden, RCN and D. Dunne (.6).	1.50	Kirpalani, Susheel
9880677 10/10/2004	RV contracts and claims issues regarding disclosure statement (2.8); TCs w/ Skadden and CTA re same (1.9)	4.70	Sullivan, Deirdre Ann
9882202 10/10/2004	Conf. t/c's review revisions to disclosure statement (.7); reuse financing provisions (1.5).	2.20	Janson, Thomas C.
9880668 10/11/2004	Confs w/ D. Schall, G. Singer, J. Baker, S. Kirpalani re disclosure statement points (1.3); Review latest drafts of docs and riders re same (1.8).	3.10	Dunne, Dennis F.
9880675 10/11/2004	Attend Committee conf. call re draft disclosure statement, term sheet reached with Debtors (1.1); review drafts of disclosure statement, ballots and plan (3.5); conf. call w/M. McDermott, Shervin and J. Dubel re exit financing descriptions in the disclosure statement (.5); conf. calls w/D. Schall, G. Singer, E. Edidin re corrections to disclosure statement (.9); drafting riders to disclosure statement re exit financing issues (1.5).	7.50	Kirpalani, Susheel

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Date	Description	Hours	Name
9887597 10/11/2004	Prepare for and participate in conf. call w/ Skadden and the Company re ON TV and RCN-E contracts (1.5); Review and revise disclosure statement and participate in numerous TCs re: same (4.3); RV ON TV and RCN-E separation agreements and contracts (5.2); TCs w/ P. Bade re same (.9)	11.90	Sullivan, Deirdre Ann
9887611 10/11/2004	Conference call re: disclosure statement and plan (.8); review and revise plan (9.9).	10.70	Diegnan, Richard P. Jr.
9892536 10/11/2004	RCN Committee conf. call. Review and revise DS and ballots (2.0); review B Facility documents (.6); review WF&G mark-up on B Facility (.8); tcs w/Skadden re: same (1.1).	4.50	Janson, Thomas C.
9880676 10/12/2004	Reviewing revised drafts of disclosure statement and plan from Skadden (2.5); TC w/D. Schall re comments to disclosure statement (.9); drafting riders and comments to disclosure statement for dissemination to Skadden (1.4); draft corresp. to T. Matz (Skadden) re three rounds of comments to disclosure statement and plan (.9); confer w/D. Dunne re preparation for disclosure statement hearing, recent changes, exclusivity agreement (.5); attend disclosure statement hearing (1.5); review proposed term sheet submitted by RCN/potential third-party financial institution for Convertible Second-Lien Notes option (1.5); confer w/T. Janson, R. Diegnan re timing and effectiveness of exit loans (.4).	9.60	Kirpalani, Susheel
9882193 10/12/2004	Review latest drafts of docs (1.4); Confs w/ D. Schall, E. Edidin, J. Baker, S. Kirpalani re same (1.9); Review Megacable issues (0.2).	3.50	Dunne, Dennis F.
9887598 10/12/2004	Review and revise disclosure statement/solicitation motion and review email comments re: same (3.5); TCs re same (.9); TCs w/ P. Bade re contract issue (.8); Corresp. re additional markup to disclosure statement (.6)	5.80	Sullivan, Deirdre Ann
9887612 10/12/2004	Review and revise disclosure statement, plan (3.8); call with Skadden re: same (.6).	4.40	Diegnan, Richard P. Jr.

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Date	Description	Hours	Name
9892537 10/12/2004	Call re: Disclosure statement (.2); review revisions to DS (.2); Disclosure Statement Hearing (1.5); calls re: 4(2) issues (.3); calls re: Megacable (.2); calls re: Starpower financing backstop alternatives (.1).	2.50	Janson, Thomas C.
9894116 10/12/2004	Review revised disclosure statement.	3.70	Naik, Soham D.
9883376 10/13/2004	Review Megacable disclosure issues and correspondence (0.7); Review finalization of schedules and exhibits (0.4); Review printing and solicitation issues (0.3).	1.40	Dunne, Dennis F.
9883383 10/13/2004	Draft timeline of financing initiatives in preparation for UST call (1.1); confer w/D. Dunne re same (.2); TC w/J. Baker, M. McDermott (Skadden) re call w/UST (.4); conf. call w/UST re exit financing and creditor opportunities (.5); TC w/ M. McDermott (Skadden) re Megacable disclosure issue (.5); confer w/T. Janson re same (.2); draft corresp. to Committee re same (.4); conf. call w/M. McDermott, J. Dubel (RCN), T. Janson, J. Baker re exhibit to DS re Megacable (.5); TCs w/Committee members to poll views on same (.6).	4.40	Kirpalani, Susheel
9887599 10/13/2004	Meetings and conf. calls w/ P. Bade and RCN personnel re contracts to be assumed.	6.40	Sullivan, Deirdre Ann
9887613 10/13/2004	Review of RCN Megacable agreements.	0.80	Diegnan, Richard P. Jr.
9892538 10/13/2004	Review Megacable agreement.	0.50	Janson, Thomas C.
9894117 10/13/2004	Review and distribute final version of disclosure statement and plan.	2.10	Naik, Soham D.
9887600 10/14/2004	TC w/ P. Bade re Contract assumption list	0.30	Sullivan, Deirdre Ann
9894118 10/14/2004	Calls and emails with E. Eddin, S. Kirpalani and B. Silverberg re: disclosure statement (.8); review same (.9).	1.70	Naik, Soham D.
9885010 10/15/2004	Confer w/R. Diegnan re UST call (.2); revise summary presentation in connection w/same (.6).	0.60	Kirpalani, Susheel

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

RCN CORPORATION-DISCLOSURE STATEMENT

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9887592 10/15/2004	Review Megacable issues (0.6); Confs w/ D. Schall, S. Kirpalani, T. Janson re same (0.3); Review latest fact sheets re same (0.4).	1.30	Dunne, Dennis F.
9887615 10/15/2004	Consideration of issues with respect to Megacable.	0.70	Diegnan, Richard P. Jr.
9892540 10/15/2004	Conf call re Megacable disclosure (.8); calls D. Schall (.5); call Skadden and RCN (.5)	1.80	Janson, Thomas C.
9894120 10/15/2004	Review and distribute solicitation materials (.6); correspondence with A. Kapur re: same (-2).	0.80	Naik, Soham D.
9933196 10/31/2004	Review Shaw Laminar term sheets (.7).	0.70	Kirpalani, Susheel

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

RCN CORPORATION-EMPLOYEE ISSUES

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9701486 6/10/2004	TCs w/ R. Morris re: KERP.	0.50	Sullivan, Deirdre Ann
9701490 6/10/2004	Review KERP Motion and summary.	1.80	Naik, Soham D.
9689682 6/11/2004	Review KERP filings and related issues	0.80	Dunne, Dennis F.
9701497 6/11/2004	TCs w/ A. Kapur and R. Belinsky re: KERP; TC w/ R. Morris re: same	1.20	Sullivan, Deirdre Ann
9701508 6/14/2004	Followup on KERP.	0.60	Sullivan, Deirdre Ann
9739016 6/23/2004	Distribute KERP docs.	0.30	Naik, Soham D.
9739021 6/28/2004	Review KERP objection.	0.60	Naik, Soham D.
9739023 6/30/2004	Prepar summary of Debtors' Reply to KERP Objection	0.80	Naik, Soham D.
9718852 7/1/2004	Analyze correspondence re KERP and severance plan.	0.60	Katz, Jeffrey M.
9748066 7/20/2004	Confs w/ D. Schall, G. Singer re D. McCourt press release (0.3); Review same (0.2).	0.50	Dunne, Dennis F.
9783120 8/9/2004	Review retention of P. Aquino as consultant/officer (0.4); Confs w/ G. Singer, E. Edidin & D. Schall re same (0.7).	1.10	Dunne, Dennis F.
9786143 8/11/2004	Review Aquino retention issues (0.4); Confs w/ G. Singer re same (0.1); Review docs re same (0.3).	0.80	Dunne, Dennis F.
9805026 8/20/2004	Review Aquino retention docs (.5); email to Committee re: same (.1)	0.60	Naik, Soham D.
9807404 8/25/2004	Review banks position re retention of PDA LLC (0.3); Confs w/ D. Sullivan, D. Schall & G. Singer re same (0.5).	0.80	Dunne, Dennis F.
9814526 8/25/2004	TC w/ B. Bostrom re PDA retention	0.40	Sullivan, Deirdre Ann
9829818 9/9/2004	TCs w/ S. Price and J. Hanson re employee benefit programs (.6); TC w/ P. Bade re union issues (.3)	0.90	Sullivan, Deirdre Ann

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Description of Legal Services

RCN CORPORATION-EMPLOYEE ISSUES

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9860425 9/30/2004	Review emails and conf w/Dunne re executory contract/ee contract issues (.2); call with CTA (P Bade) re same (.2); research relating to executory contract issues and employee contract issues (2.3).	2.70	Tecce, James
9882195 10/5/2004	Reviewing employee benefit plans for assumption issues.	2.80	Price, Scott D.
9933429 10/5/2004	RV issues re compensation/benefits plans and severance contracts (.8); TCs w/ S. Price and P. Bade re same (1.2)	2.00	Sullivan, Deirdre Ann
9933430 10/5/2004	TC w/S. Price re employee benefits contracts to be assumed.	1.00	Kirpalani, Susheel
9882196 10/6/2004	Disc regarding benefit plans to be assumed	0.80	Price, Scott D.
9874060 10/7/2004	Numerous TCs re: severance agreements and compensation/benefit plans w/ P. Bade (1.6); TCs w/ S Price re: same (.8); Conf call w/ S. Price and S. Kirpalani re same (.4).	2.80	Sullivan, Deirdre Ann
9882197 10/7/2004	Review of revised plan of reorganization re: employee issues.	0.80	Price, Scott D.
9882198 10/8/2004	Reviewing employment contracts and severance agreements	1.50	Price, Scott D.
9933432 10/8/2004	Participate in meeting w/ D. Dunne, S. Kirpalani, T. Janson & R. Diegnan re DS issues (1.0); TC w/ D./ Sudock re Indenture Trustee comments to DS (.4); Participate in conf call w/ Skadden re: plan and disclosure statement comments and issues (1.5); TCs w/ R. Diegnan re comments to disclosure statement (.5); Several TCs w/ P. Bade re assumed contract issues (1.5).	0.80	Sullivan, Deirdre Ann
9883384 10/11/2004	Conf call re assumption of benefit plans; reviewing list of assumed plans	0.80	Price, Scott D.
9980657 12/2/2004	Review bylaws and charter re: indemnification provisions.	0.80	Naik, Soham D.

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Description of Legal Services

RCN CORPORATION-EMPLOYEE ISSUES

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9992952 12/6/2004	Conf. call w/D. Royster, J. Baker re ERISA exposure in class actions (.6).	0.60	Kirpalani, Susheel
9992953 12/7/2004	Conf. call w/H. Shapiro (Proskauer), J. Baker (Skadden) and D. Royster (RCN) re ERISA fiduciary duty claims and existing employee retention issues (1.1); draft corresp. to Committee members re update on same (.5); draft request for further information re same (.5)	2.10	Kirpalani, Susheel
9983626 12/8/2004	Draft consulting agreement for D. McCourt (0.3); Confs w/ G. Singer & D. Schall re same (0.5).	0.80	Dunne, Dennis F.
9992927 12/9/2004	Review McCourt Consulting Agreement.	0.50	Naik, Soham D.
9987494 12/13/2004	Confs w/ E. Edidin, D. Schall & G. Singer re McCourt issues (0.4); Review and revise doc (0.3).	0.70	Dunne, Dennis F.
9999713 12/13/2004	Review PDA Consulting Contract (.4); review terms of new contract (.3).	0.70	Naik, Soham D.
9996714 12/14/2004	Review and revise Mooney contract (0.3); Review Aquino contract (0.4); Review McCourt consulting agreement (0.1); Confs w/ D. Schall & G. Singer re same (0.3).	1.10	Dunne, Dennis F.
9999714 12/14/2004	Review McCourt consulting agrmt (.5); emails /w S. Price re:same (.2); review terms of Mooney engagement and communications w/ R. Diegnan re:same (.5).	1.20	Naik, Soham D.
9999719 12/16/2004	Review ERISA indemnification issue (0.3); Review correspondence re same (0.2); Confs w/ S. Kirpalani, D. Schall re same (0.3); Review next steps re same (0.3).	1.10	Dunne, Dennis F.
10007947 12/16/2004	Reviewing indemnification issues, corresp. from D. Royster, J. Baker re same (.9); draft corresp. to RCN re Committee's position on ERISA indemnification vs. generic D&O indemnity (.5); review court order on tail insurance, plan sections in connection w/same (.7); confer w/D. Dunne re same (.5).	2.60	Kirpalani, Susheel

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Description of Legal Services

RCN CORPORATION-EMPLOYEE ISSUES

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
10007941 12/21/2004	Locate Schedule A to the KERP	0.60	Wallach, Joshua
10010164 12/21/2004	Review and distributed KERP documents.	1.20	Naik, Soham D.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

RCN CORPORATION-EXCLUSIVITY ISSUES

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9848338 9/21/2004	Review exclusivity motion (0.3); Confs w/ D. Schall, G. Singer, D. Sullivan re same (0.6).	0.90	Dunne, Dennis F.
9849323 9/22/2004	Confs w/ D. Sullivan, D. Schall, re exclusivity issues.	0.20	Dunne, Dennis F.
9857608 9/23/2004	Review various exclusivity settlement scenarios (0.4); Confs w/ D. Schall, G. Singer, S. Kirpalani & D. Sullivan re same (0.7).	1.10	Dunne, Dennis F.
9853037 9/24/2004	Research objections to initial request to extend exclusivity.	0.90	Ceron, Rena
9857609 9/24/2004	Confs w/ D. Schall, E. Edidin, J. Baker & S. Kirpalani re exclusivity issues and settlements re same (0.4); review and analyze same (0.3).	0.70	Dunne, Dennis F.
9857610 9/24/2004	Conference with I. Bogdashevsky re: objection to motion to extend exclusivity.	0.40	Naik, Soham D.
9857616 9/24/2004	Conf. w/D. Sullivan and S. Naik re Objection to Exclusivity Motion (.5); research re Section 1121(d) (1.6); review and mark-up pleadings filed by Committee (.8); draft objection re same (2.8).	5.70	Bogdashevsky, Irene
9869691 9/27/2004	Further draft Objection to Exclusivity Motion and revise same to reflect terms agreed to by the parties.	1.40	Bogdashevsky, Irene
9887904 9/28/2004	Review exclusivity issues.	0.20	Naik, Soham D.
9885561 9/30/2004	TC w/J. Baker re exclusivity issues w/Board.	0.50	Kirpalani, Susheel
9864443 10/1/2004	Review proposals and counterproposals re exclusivity (0.7); Review case law re satisfaction of plan period (0.3); Numerous confs w/ D. Schall, G. Singer, S. Horwitz, J. Baker, D. Schall re various iterations of exclusivity proposals and settlement scenarios (1.7); Review memorialization of final deal (0.2).	2.90	Dunne, Dennis F.
9869687 10/5/2004	Calls and emails with Kirpalani re exclusivity objection (.3); research exclusivity issues (1.3).	1.60	Tecce, James

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Description of Legal Services

RCN CORPORATION-EXCLUSIVITY ISSUES

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9880679 10/5/2004	Conference with S. Kirpalani and J. Tecce re: exclusivity (.3); research same (5.4); draft shell of objection re: same (2.8); email memo to J. Tecce re: research and draft of objection (.3).	8.80	Naik, Soham D.
9880680 10/7/2004	Follow up research re: obj. to exclusivity.	3.10	Naik, Soham D.
9885009 10/7/2004	TC w/J. baker re exclusivity, co-exclusivity issues (.4); conf. call w/J. Dubel, J. Baker re term sheet (.3).	0.70	Kirpalani, Susheel
9874062 10/8/2004	Revise RCN pleading (4.3); research re 3016 (.6) re 1127 and 1121 (1.3).	6.20	Tecce, James
9880681 10/8/2004	Review 1984 legislative history re: 1121 (.6); email to J. Tecce re: same (.2).	0.80	Naik, Soham D.
9876229 10/9/2004	Confs w/ D. Schall, JBaker re open issues (0.3); Review same (0.2).	0.50	Dunne, Dennis F.
9874063 10/10/2004	Revise limited objection to exclusivity	2.90	Tecce, James
9876230 10/10/2004	Review memo re settlement scenario re exclusivity (0.1); Confs w/ J. Baker and D. Schall re same (0.4).	0.50	Dunne, Dennis F.
9882194 10/12/2004	Review banks' position re exclusivity (0.2); Confs w/ P. Pantaleo, J. Baker, E. Edidin and D. Schall re same (0.6).	0.80	Dunne, Dennis F.
9894121 10/19/2004	Review banks' position re exclusivity (0.3); Review next steps (0.2).	0.50	Dunne, Dennis F.
9916942 11/1/2004	Review exclusivity issues and debtors' proposal re same (0.4); Confs w/ S. Kirpalani, D. Schall & D. Sullivan re same (0.3).	0.70	Dunne, Dennis F.
9919359 11/1/2004	Several TCs w/ Skadden re exclusivity order	0.90	Sullivan, Deirdre Ann
9943705 11/1/2004	TC w/J. Baker re exclusivity and cash collateral negotiation w/secured lenders (.5).	0.50	Kirpalani, Susheel
9919358 11/2/2004	Review latest turns of exclusivity order and related issues (0.4); Confs w/ D. Schall & G. Singer re same (0.3).	0.70	Dunne, Dennis F.

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Description of Legal Services

RCN CORPORATION-EXCLUSIVITY ISSUES

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9919360 11/2/2004	TCs w/ J. Baker and corresp. w/ S. Kirpalani and the Committee re exclusivity order (1.8)	1.80	Sullivan, Deirdre Ann
9943706 11/2/2004	TC w/D. Schall re exclusivity position of RCN (.3); TC w/J. Baker re same (.4); draft corresp. to Committee re same (.3).	1.00	Kirpalani, Susheel
9924396 11/5/2004	Review exclusivity issues (0.9); Review docs (0.2).	1.10	Dunne, Dennis F.
9930173 11/8/2004	Confs w/ D. Schall re exclusivity stip issues (0.2); Review same (0.4); Prepare for and attend call w/ A. Fasola, J. Baker, D. Schall re same (0.3); Review correspondence and docs re same (0.4).	1.30	Dunne, Dennis F.
9933197 11/8/2004	Prepare for and attend conf. call w/D. Dunne, P. Pantaleo (bank group) and J. Baker (Skadden) re exclusivity extension and conditions thereto (.7); confer w/D. Dunne re need for revised order (.2); draft corresp. to M. McDermott, J. Baker re bridge order and next steps (.4).	1.30	Kirpalani, Susheel
9970086 11/8/2004	Numerous TCs and corresp. in follow-up of exclusivity order	1.10	Sullivan, Deirdre Ann
9933198 11/10/2004	Confer w/D. Dunne re revisions to exclusivity order (.2); revising proposed order circulated by RCN (Skadden) to address new conditions to co-exclusivity (.9); conf. call w/G. Singer, D. Schall, D. Dunne re same (.6); further revisions to proposed order (.4); draft corresp. to J. Baker, M. McDermott (Skadden) enclosing same (.2).	2.30	Kirpalani, Susheel
9934437 11/10/2004	Review and revise proposed order (0.3); Confs w/ S. Kirpalani, D. Schall, G. Singer re same (0.6); Review potential settlement scenarios re same (0.6).	1.50	Dunne, Dennis F.
9970087 11/12/2004	RV and comment on revised order (.4); TC w/ J. Baker re same (.4)	0.80	Sullivan, Deirdre Ann

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Description of Legal Services

RCN CORPORATION-EXECUTORY CONTRACTS

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9757641 7/21/2004	Discussions with D. Dunne and S. Naik re franchise agreements and change of control provisions therein and related regulatory matters (.3); analyze issues re same and compile relevant materials for D. Dunne (.7).	1.00	Katz, Jeffrey M.
9757642 7/22/2004	Conference call with D. Dunne, D. Sullivan, J. Tecce and S. Naik re franchise agreements (.5); meeting with S. Naik re same; analyze prior memoranda re same (.6).	1.40	Katz, Jeffrey M.
9821556 9/1/2004	Participate in conference call w/ CTA and the Company re: contract assumption/rejection issues (1.3); Follow-up call w/ W. Barr, P. Bade and S. O'Donnell (.6)	1.90	Sullivan, Deirdre Ann
9826585 9/8/2004	Review Real estate lease issues (0.8); Confs w/ J. Abbrusseze, G. Singer, D. Schall re same (0.4).	1.20	Dunne, Dennis F.
9922058 11/3/2004	RV RCN-E guild contracts (2.2); TCs w/ P. Bade re same (.8)	3.00	Sullivan, Deirdre Ann
9922059 11/4/2004	TCs w/ P. Bade re RCN-E (.6); RV corresp. from G. Day re same (.4); Corresp. re same (.2); RV 4 Guild contracts (1.5)	2.70	Sullivan, Deirdre Ann
9970088 11/10/2004	TCs w/ P. Bade, S. O'Donnell and G. Day re RCN-E	0.80	Sullivan, Deirdre Ann
9970089 11/29/2004	Communications with G. Day and D. Dunne re: RCN E contracts.	0.20	Naik, Soham D.
9970090 11/30/2004	Communications with P. Aquino, CTA and Milbank team re: RCN E executory contracts.	1.10	Naik, Soham D.

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Description of Legal Services

RCN CORPORATION-FEE APPLICATIONS - OTHER

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9741342 7/15/2004	Emails to committee and Kelley & Drye re: fee statement and expenses.	0.10	Naik, Soham D.
9757643 7/19/2004	Review committee members expenses (.3); review counsel to HSBC fees and expenses (.3).	0.60	Naik, Soham D.
9757644 7/20/2004	Review Interim Compensation Order (.4); review fee statement of PWC (.3); review fee statement of Swidler Berlin (.2).	0.90	Naik, Soham D.
9778888 8/2/2004	Review fee statements of debtors' counsel and advisors.	0.30	Naik, Soham D.
9814508 8/23/2004	Review W&S fee application.	0.30	Naik, Soham D.
9846917 9/14/2004	Review Interim Compensation, Chanin Retention and C&TA Retention Orders (.5); Emails to A. Kapur & W. Barr re: fee apps (.1); review prior fee orders (.3).	0.90	Naik, Soham D.
9846918 9/16/2004	Correspondence with E. Miller (Chanin) re: fee app.	0.10	Naik, Soham D.
9846920 9/17/2004	Revise first interim compensation fee app.	2.50	Naik, Soham D.
9853038 9/23/2004	Coordinate filing of Chanin's first fee application (.3); corresp. w/D. Sullivan and S. Naik re same (.2).	0.50	Ceron, Rena
9857611 9/23/2004	Review fee order re: deadline and conferences with G. Day and D. Sullivan re: same (.6); review and revise fee app and certification (1.6); draft proposed fee order (.4).	2.60	Naik, Soham D.
9853039 9/24/2004	Corresp. w/D. Sullivan and A. Heckman re fee application deadline.	0.20	Ceron, Rena
9871199 9/27/2004	Review updated Kelley Drye invoice and distribute as per fee order.	0.40	Naik, Soham D.
9905417 10/19/2004	Corresp. re coordinating filing of Capital & Technology Advisors' First Fee Application.	0.30	Ceron, Rena

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RCN CORPORATION-FEE APPLICATIONS - OTHER

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9905418 10/20/2004	Corresp. w/D. Sullivan re Chanin's first fee application (.3); corresp. w/E. Miller (Chanin) re revised fee application and filing deadline re same (.4).	0.70	Ceron, Rena
9933433 10/20/2004	RV Chanin fee app. (.5); RV CTA fee app. (.5).	0.10	Sullivan, Deirdre Ann
9899633 10/21/2004	Electronic file Chanin Captial Partners fee application with court	0.40	Clark, Jacqueline
9905419 10/21/2004	Coordinate electronic filing re Chanin Capital Partners' First Fee Application.	0.40	Ceron, Rena
9899634 10/22/2004	Correspondence w/D. Dunne and S. Kirpalani re: fee apps (.6); review and revise C&TA fee app (.7).	1.30	Naik, Soham D.
9899637 10/22/2004	Electronic file CTA first interim application with court (.50); service of pleading re same (.40); monitor court docket and electronic notifications re: application for compensation (.40)	1.30	Clark, Jacqueline
9905420 10/22/2004	Coordinate electronic filing re Capital & Technology Advisors' First Fee Application (.9); serve same (1.2).	2.10	Ceron, Rena
9916943 10/25/2004	Corresp. w/CTA and Chanin re status of First Fee Applications (.1); prepare Chambers copy re same (.3).	0.40	Ceron, Rena
9911953 10/26/2004	Review Skadden fee app docs.	0.40	Naik, Soham D.
9919361 10/29/2004	RV fee applications of other professionals	4.80	Sullivan, Deirdre Ann
9919362 11/1/2004	Several TCs w/ P. Schwartzberg re fee applications (1.2); Corresp. re same (.3)	1.50	Sullivan, Deirdre Ann
9930175 11/1/2004	Review filed first interim fee apps.	1.30	Naik, Soham D.
9930176 11/2/2004	Review and revise chart re: first interim fee apps.	1.50	Naik, Soham D.
9950241 11/2/2004	Draft chart of interim fee applications filed by all professionals.	4.60	Mc Cabe, Scott M.

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RCN CORPORATION-FEE APPLICATIONS - OTHER

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9920508 11/3/2004	Review fee chart (0.3); Confs w/ D. Shall & E. Edidin re same (0.3); Review due diligence issues re same (0.3).	0.90	Dunne, Dennis F.
9922060 11/3/2004	RV and comment on fee chart for Committee	0.40	Sullivan, Deirdre Ann
9930177 11/4/2004	Review fee apps (.2); correspondence with D. Schall & D. Sullivan re: same (.2).	0.40	Naik, Soham D.
9930174 11/5/2004	Finalize affidavits of service re Chanin and Capital & Tech. Advisors' first fee applications.	0.40	Ceron, Rena
9930178 11/5/2004	Review fee apps.	1.40	Naik, Soham D.
9930179 11/7/2004	Review fee apps (3.1); begin draft of memo to cte re: same (3.8).	6.90	Naik, Soham D.
9930187 11/8/2004	Review chart re professional fees (0.4); Confs w/ S. Naik & S. Kirpalani re same (0.2).	0.60	Dunne, Dennis F.
9938584 11/8/2004	Review and revise memo to cte. re: fee apps (4.2); draft chart re: hours by project category (4.1).	8.30	Naik, Soham D.
9970091 11/8/2004	TCs w/ R. Morris re fees applications non-debtor (.6); RV and revise fee memo re other professionals (.9)	1.50	Sullivan, Deirdre Ann
9938585 11/9/2004	Review and revise memo to cte re: fee apps.	0.90	Naik, Soham D.
9970092 11/9/2004	RV and revise fee applications chart and memorandum to Committee (1.2); Mtg w/ S. Naik re same (.5)	1.70	Sullivan, Deirdre Ann
9943714 11/10/2004	File Affidavit of Service re Chanin & CTA First Fee Application.	0.20	Erick, Holly A.
9970093 11/10/2004	TCs w/ G. Day re fees (.5); Corresp w/ team re same (.4)	0.90	Sullivan, Deirdre Ann
9938586 11/11/2004	Review retention apps, orders and first interim fee requests (2.3); draft pleadings re: same. (8.9).	11.20	Naik, Soham D.

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Description of Legal Services

RCN CORPORATION-FEE APPLICATIONS - OTHER

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9970094 11/11/2004	Several TCs w/ D. Neier re fee application issues (1.3); TCs w/ G. Day and R. Morris re non-debtor fee charges (.9)	2.20	Sullivan, Deirdre Ann
9938587 11/12/2004	Finish draft of pleading (1.5); review and revise same (1.5).	3.00	Naik, Soham D.
9938588 11/12/2004	Review committee position re fee applications (0.8); Confs w/ D. Schall & G. Singer re same (0.4).	1.20	Dunne, Dennis F.
9943698 11/12/2004	Obtain Retention Orders and Fee Applications.	0.90	Erick, Holly A.
9970095 11/12/2004	TCs w/ Skadden re fee applications.	0.50	Sullivan, Deirdre Ann
9943707 11/15/2004	Electronically file pleading, Reimbursement of Expense (.5) serve same.	0.80	Ceron, Rena
9943708 11/15/2004	Review draft pleadings re: fee applications (.4); revising same (.5); TC w/J. Baker re same (.2); confer w/D. Sullivan, D. Dunne re relief requested in limited response (.2); finalize pleading (.2).	1.50	Kirpalani, Susheel
9943715 11/15/2004	Review various drafts of pleadings re: fee applications (0.6); Confs w/ D. Sullivan and S. Kirpalani re same (0.3); Review settlement scenarios.	1.10	Dunne, Dennis F.
9957870 11/15/2004	Research re: fee applications.	2.20	Naik, Soham D.
9970096 11/15/2004	Draft pleadings re: fee applications (5.8); TC w/B. Bostrom and D. Dunne re: fee application issues (1.5)	7.30	Sullivan, Deirdre Ann
9946468 11/16/2004	Distribute Chambers copy re committee pleading.	0.30	Ceron, Rena
9957871 11/16/2004	Communications with G. Day, D. Sullivan & S. Kirpalani re: fees (.5); email to G. Day re: Committee request (.4); revise pleadings re: fee applications.	3.60	Naik, Soham D.

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Description of Legal Services

RCN CORPORATION-FEE APPLICATIONS - OTHER

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9947699 11/17/2004	Coordinate filing of committee pleading fee application (.4) fee application (.4); serve same (.2); distribute copy to Chambers re same (.2); draft Affidavit of Service pleadings electronically file same (.2), draft affidavit of service of pleadings (.1); electronically file same (.2).	1.50	Ceron, Rena
9947703 11/17/2004	Review fee pleading (0.3); Confs w/ S. Kirpalani re same (0.1); Review position re all fee apps re tomorrow's hearing (0.7).	1.10	Dunne, Dennis F.
9957872 11/17/2004	Research re: burden of proof re: fee apps (.9); review and revise fee pleading for filing (6.2); draft interim fee order and schedules (3.2).	10.30	Naik, Soham D.
9947698 11/18/2004	Distribute Interim Fee Order to Chambers.	0.60	Pizzino, Devon P.
9947700 11/18/2004	Distribute diskette copy of Interim Fee Order for Committee professionals to Chambers.	0.40	Ceron, Rena
9947701 11/18/2004	Review proposed form of order re fee applications and calls w/Skadden and W&S re same and emails w/D. Dunne and Kirpalani re same.	0.80	Tecce, James
9957873 11/18/2004	Review revised fee order and communications with B. Kelly re: same (.4); revise Committee fee order for filing (.3).	0.70	Naik, Soham D.
9950229 11/19/2004	Delivery of documents to Bankruptcy Court	0.50	Wallach, Joshua
9967850 11/27/2004	Draft letter re: October fee statement.	2.10	Naik, Soham D.
9970097 11/29/2004	Revise letter re: Oct. Fee Statement.	1.50	Naik, Soham D.
9999720 12/17/2004	Review Kasowitz motion to file fee app under seal (.2); T/C with A. Lungen re: same (.2).	0.40	Naik, Soham D.

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Description of Legal Services

RCN CORPORATION-FILE, DOCKET & CALENDAR MAINTENA

June 10, 2004 through December 21, 2004

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

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Description of Legal Services

RCN CORPORATION-FILE, DOCKET & CALENDAR MAINTENA

June 10, 2004 through December 21, 2004

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

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Description of Legal Services

RCN CORPORATION-FILE, DOCKET & CALENDAR MAINTENA

June 10, 2004 through December 21, 2004

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

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RCN CORPORATION-FILE, DOCKET & CALENDAR MAINTENA

June 10, 2004 through December 21, 2004

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

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Description of Legal Services

RCN CORPORATION-FILE, DOCKET & CALENDAR MAINTENA

June 10, 2004 through December 21, 2004

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

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RCN CORPORATION-FILE, DOCKET & CALENDAR MAINTENA

June 10, 2004 through December 21, 2004

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

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RCN CORPORATION-FILE, DOCKET & CALENDAR MAINTENA

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9825330 8/30/2004	Update files.	0.20	Ceron, Rena
9814511 8/31/2004	Monitor court docket and electronic notifications for revised hearing dates and objection deadlines (.30); update pleading database (.20)	0.50	Clark, Jacqueline
9814514 8/31/2004	Revised pleadings database re: recently filed pleadings.	0.20	Fabsik, Paul
9821540 8/31/2004	Update RCN pleading and correspondence files (1.40).	1.40	Erick, Holly A.
9825331 8/31/2004	Coordinate update to case files.	0.30	Ceron, Rena
9816836 9/1/2004	Revised pleadings database re: recently filed pleadings as per D. Sullivan.	0.20	Fabsik, Paul
9818556 9/1/2004	Monitor court docket and electronic notifications for revised hearing dates and objection deadlines	0.50	Clark, Jacqueline
9821541 9/1/2004	Update RCN file.	0.10	Erick, Holly A.
9816832 9/2/2004	Forward RCN docs to files.	0.20	Tecce, James
9821542 9/2/2004	Update RCN pleadings.	0.70	Erick, Holly A.
9821547 9/3/2004	Monitor court docket and electronic notifications for revised hearing dates and objection deadlines	0.50	Clark, Jacqueline
9821548 9/7/2004	Monitor court docket and electronic notifications for revised hearing dates and objection deadlines (.50); revise calendar report re: new and revised hearing dates (.50); distribute calendar to working group for internal review (.10)	1.10	Clark, Jacqueline
9821550 9/7/2004	Revised pleadings database re: recently filed pleadings (.1);	0.30	Fabsik, Paul
9833961 9/7/2004	Update files.	0.20	Ceron, Rena

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RCN CORPORATION-FILE, DOCKET & CALENDAR MAINTENA

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9825329 9/8/2004	Review court docket and electronic notifications for revised hearing dates and objection deadlines	0.30	Clark, Jacqueline
9825332 9/8/2004	Revised pleadings database re: recently filed pleadings.	0.20	Fabsik, Paul
9833947 9/8/2004	Review and revise RCN court calender.	0.70	Naik, Soham D.
9826586 9/9/2004	Revised pleadings database re: recently filed pleadings.	0.20	Fabsik, Paul
9829819 9/9/2004	RV and comment on calendar	0.60	Sullivan, Deirdre Ann
9829820 9/10/2004	RV and comment on revised calendar	0.30	Sullivan, Deirdre Ann
9833949 9/10/2004	Review and calender new deposition dates (.5); review and calendar exclusivity period dates (.4).	0.90	Naik, Soham D.
9833958 9/10/2004	Monitor court docket and electronic notifications for revised hearing dates and objection deadlines	0.50	Clark, Jacqueline
9829821 9/12/2004	Update calendar notices to team (.3)	0.30	Sullivan, Deirdre Ann
9833959 9/13/2004	Examine court docket and electronic notifications for revised hearing dates and objection deadlines	0.40	Clark, Jacqueline
9839788 9/13/2004	Update RCN pleading files.	2.80	Erick, Holly A.
9833960 9/14/2004	Monitor court docket and electronic notifications for revised hearing dates and objection deadlines (.30); revise calendar report re: new and revised hearing dates (.20)	0.50	Clark, Jacqueline
9833962 9/14/2004	Revised pleadings database re: recently filed pleadings as per D. Sullivan.	0.50	Fabsik, Paul
9839789 9/14/2004	Update RCN pleading files.	2.60	Erick, Holly A.
9842695 9/15/2004	Review court docket and electronic notifications for revised hearing dates and objection deadlines	0.30	Clark, Jacqueline

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Description of Legal Services

RCN CORPORATION-FILE, DOCKET & CALENDAR MAINTENA

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9842696 9/16/2004	Review court docket and electronic notifications for revised hearing dates and objection deadlines	0.50	Clark, Jacqueline
9846925 9/16/2004	Review and calender proposed order and motion to extend time to file plan and solicit acceptances.	0.70	Naik, Soham D.
9839785 9/17/2004	File maintenance.	1.40	Wallach, Joshua
9842697 9/17/2004	Monitor court docket and electronic notifications for revised hearing dates and objection deadlines	0.50	Clark, Jacqueline
9846921 9/20/2004	Update calendar report re: new and revised hearing dates (.50); distribute calendar report to team for internal review re: upcoming hearing dates (.20)	0.70	Clark, Jacqueline
9846922 9/21/2004	Review court docket and electronic notifications for revised hearing dates and objection deadlines (.30); revise calendar report re: new and revised hearing dates (.40)	0.70	Clark, Jacqueline
9857598 9/21/2004	Review and revise RCN calendar.	0.50	Naik, Soham D.
9848339 9/22/2004	Review court docket and electronic notifications for revised hearing dates and objection deadlines	0.40	Clark, Jacqueline
9850802 9/24/2004	Monitor court docket and electronic notifications for revised hearing dates and objection deadlines	0.50	Clark, Jacqueline
9857612 9/28/2004	Review court docket and electronic notifications for revised hearing dates and objection deadlines	0.50	Clark, Jacqueline
9885557 9/28/2004	Review new pleadings filed on docket and calendar.	1.90	Naik, Soham D.
9864444 9/29/2004	Monitor court docket and electronic notifications for revised hearing dates and objection deadlines	0.50	Clark, Jacqueline
9871190 9/29/2004	Review and update calendar.	0.30	Naik, Soham D.

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Description of Legal Services

RCN CORPORATION-FILE, DOCKET & CALENDAR MAINTENA

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9864446 9/30/2004	Monitor court docket and electronic notifications for revised hearing dates and objection deadlines	0.50	Clark, Jacqueline
9864447 10/1/2004	Monitor court docket and electronic notifications for revised hearing dates and objection deadlines	0.50	Clark, Jacqueline
9864448 10/4/2004	Review court docket and electronic notifications for revised hearing dates and objection deadlines (.30); revise calendar report re: new and revised hearing dates (.70)	1.00	Clark, Jacqueline
9869688 10/5/2004	Overlook docket and electronic notifications for revised hearing dates and objection deadlines (.50); amend calendar report re: new and revised hearing dates (.20)	0.70	Clark, Jacqueline
9933411 10/5/2004	Update RCN Calendar.	0.20	Naik, Soham D.
9874064 10/6/2004	Review and comment on calendar (1.2); TCs w/ Skadden re same (.6)	1.80	Sullivan, Deirdre Ann
9880682 10/6/2004	Inspect court docket and electronic notifications for revised hearing dates and objection deadlines (.40); amend calendar report re: new and revised hearing dates (.30)	0.70	Clark, Jacqueline
9880683 10/7/2004	Inspect court docket and electronic notifications for revised hearing dates and objection deadlines (.40); amend calendar report re: new and revised hearing dates (.30)	0.70	Clark, Jacqueline
9933416 10/7/2004	Calendar relevant hearing and other dates.	0.50	Naik, Soham D.
9880684 10/8/2004	Oversee docket and electronic notifications for revised hearing dates and objection deadlines (.50); renovate calendar report re: new and revised hearing dates (.20)	0.70	Clark, Jacqueline
9880685 10/8/2004	Set up S. Kirpalani to receive automatic notification from court	0.10	Clark, Jacqueline

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Description of Legal Services

RCN CORPORATION-FILE, DOCKET & CALENDAR MAINTENA

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9880686 10/11/2004	Review court docket and electronic notifications for revised hearing dates and objection deadlines (.30); revise calendar report re: new and revised hearing dates (.60)	0.90	Clark, Jacqueline
9880687 10/12/2004	Monitor court docket and electronic notifications for revised hearing dates and objection deadlines (.40); revise calendar report re: new and revised hearing dates (.50); distribute calendar to working group for internal review re: pending deadlines (.10)	1.00	Clark, Jacqueline
9892529 10/14/2004	Monitor court docket and electronic notifications for revised hearing dates and objection deadlines (.40); revise calendar report re: new and revised hearing dates (.50); distribute calendar to working group for internal review re: pending deadlines (.10)	1.00	Clark, Jacqueline
9894119 10/14/2004	Review solicitation procedures order and calendar relevant dates.	0.60	Naik, Soham D.
9892530 10/15/2004	Oversee docket and electronic notifications for revised hearing dates and objection deadlines (.50); renovate calendar report re: new and revised hearing dates (.20)	0.70	Clark, Jacqueline
9892531 10/18/2004	Monitor court docket and electronic notifications for revised hearing dates and objection deadlines (.40); revise calendar report re: new and revised hearing dates (.50); distribute calendar to working group for internal review re: pending deadlines (.10)	1.00	Clark, Jacqueline
9892532 10/19/2004	Monitor court docket and electronic notifications for revised hearing dates and objection deadlines (.40); revise calendar report re: new and revised hearing dates (.50);	0.90	Clark, Jacqueline
9899635 10/20/2004	Inspect court docket and electronic notifications for revised hearing dates and objection deadlines (.40); amend calendar report re: new and revised hearing dates (.30)	0.70	Clark, Jacqueline

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RCN CORPORATION-FILE, DOCKET & CALENDAR MAINTENA

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9899636 10/21/2004	Inspect court docket and electronic notifications for revised hearing dates and objection deadlines (.40)	0.40	Clark, Jacqueline
9899638 10/22/2004	Oversee docket and electronic notifications for revised hearing dates and objection deadlines (.60); renovate calendar report re: new and revised hearing dates (.20); research docket re administrative order for compensation procedures (.40)	1.20	Clark, Jacqueline
9899639 10/25/2004	Examine docket and electronic notifications for revised hearing dates and objection deadlines (.60); update calendar report re: new and revised hearing dates (.40)	1.00	Clark, Jacqueline
9933417 10/25/2004	Calendar relevant hearing and other dates.	0.20	Naik, Soham D.
9905421 10/26/2004	Examine docket and electronic notifications for revised hearing dates and objection deadlines (.60); update calendar report re: new and revised hearing dates (.40)	1.00	Clark, Jacqueline
9911965 10/27/2004	Inspect court docket and electronic notifications for revised hearing dates and objection deadlines (.40); amend calendar report re: new and revised hearing dates (.30)	0.70	Clark, Jacqueline
9911967 10/28/2004	Monitor docket and electronic notifications for revised hearing dates and objection deadlines (.50); alter calendar report re: new and revised hearing dates (.20)	0.70	Clark, Jacqueline
9911968 10/29/2004	Monitor court docket and electronic notifications for revised hearing dates and objection deadlines	0.50	Clark, Jacqueline
9916944 11/1/2004	Inspect court docket and electronic notifications for revised hearing dates and objection deadlines (.40); revise calendar report re: new and revised hearing dates (.30)	0.70	Clark, Jacqueline
9930185 11/1/2004	Update Court calendar.	0.50	Naik, Soham D.

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RCN CORPORATION-FILE, DOCKET & CALENDAR MAINTENA

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9916945 11/2/2004	Inspect court docket and electronic notifications for revised hearing dates and objection deadlines (.40); amend calendar report re: new and revised hearing dates (.30)	0.70	Clark, Jacqueline
9930180 11/3/2004	Inspect court docket and electronic notifications for revised hearing dates and objection deadlines (.40)	0.40	Clark, Jacqueline
9922061 11/4/2004	RV and comment on calendar	0.40	Sullivan, Deirdre Ann
9930181 11/4/2004	Monitor docket and electronic notifications for revised hearing dates and objection deadlines (.30); alter calendar report re: new and revised hearing dates (.20)	0.50	Clark, Jacqueline
9930186 11/4/2004	Update calendar.	0.30	Naik, Soham D.
9930182 11/5/2004	Oversee docket and electronic notifications for revised hearing dates and objection deadlines (.30); alter calendar report re: new and revised hearing dates (.20)	0.50	Clark, Jacqueline
9930183 11/8/2004	Monitor docket and electronic notifications for revised hearing dates and objection deadlines (.30); alter calendar report re: new and revised hearing dates (.20)	0.50	Clark, Jacqueline
9930184 11/9/2004	Oversee docket and electronic notifications for revised hearing dates and objection deadlines (.30); alter calendar report re: new and revised hearing dates (.20)	0.50	Clark, Jacqueline
9943709 11/10/2004	Inspect court docket and electronic notifications for revised hearing dates and objection deadlines (.40)	0.40	Clark, Jacqueline
9943710 11/11/2004	Monitor docket and electronic notifications for revised hearing dates and objection deadlines	0.30	Clark, Jacqueline
9943711 11/12/2004	Electronic filed motion of the official committee of unsecured creditors authorizing amendment to terms of employment and retention of capital & technology advisors llc	0.50	Clark, Jacqueline

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

RCN CORPORATION-FILE, DOCKET & CALENDAR MAINTENA

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9943712 11/12/2004	Monitor docket and electronic notifications for revised hearing dates and objection deadlines (.30); alter calendar report re: new and revised hearing dates (.20)	0.50	Clark, Jacqueline
9943713 11/15/2004	Monitor docket and electronic notifications for revised hearing dates and objection deadlines	0.30	Clark, Jacqueline
9947702 11/17/2004	Electronic file objection of committee to application of winston & strawn llp for interim compensation	0.40	Clark, Jacqueline
9950242 11/18/2004	Monitor docket and electronic notifications for revised hearing dates and objection deadlines	0.30	Clark, Jacqueline
9957874 11/22/2004	Monitor docket and electronic notifications for revised hearing dates and objection deadlines (.30); revise calendar report re: new and revised hearing dates (.30)	0.60	Clark, Jacqueline
9957875 11/23/2004	Oversee docket and electronic notifications for revised hearing dates and objection deadlines (.30); alter calendar report re: new and revised hearing dates (.30)	0.60	Clark, Jacqueline
9963121 11/29/2004	Docketed, Labeled and Filed Various Documents	1.60	Wallach, Joshua
9973005 11/29/2004	Obtain pleadings re Plan Objections and Confirmation Order (.20); Compile pleadings and create 5 binders re Plan Objections and Confirmation Order (1.9).	2.10	Erick, Holly A.
9967843 11/30/2004	Update pleading files, correspondence and fee apps.	3.10	Pizzino, Devon P.
9967851 11/30/2004	Oversee docket and electronic notifications for revised hearing dates and objection deadlines (.30); alter calendar report re: new and revised hearing dates (.30)	0.60	Clark, Jacqueline
9970099 11/30/2004	Obtain pleadings from court docket and distribute same.	0.80	Erick, Holly A.
9970100 11/30/2004	Review RCN docs for files.	4.50	Naik, Soham D.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

RCN CORPORATION-FILE, DOCKET & CALENDAR MAINTENA

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9971182 12/1/2004	Review docket and electronic notifications for revised hearing dates and objection deadlines	0.60	Clark, Jacqueline
9971180 12/2/2004	Docketed, Labeled and Filed Various Documents	3.60	Wallach, Joshua
9980652 12/2/2004	Oversee docket and electronic notifications for revised hearing dates and objection deadlines (.30); alter calendar report re: new and revised hearing dates (.30)	0.60	Clark, Jacqueline
9973003 12/3/2004	Docketed, Labeled and Filed Various Documents	1.90	Wallach, Joshua
9980635 12/3/2004	Update pleading files.	0.30	Pizzino, Devon P.
9980653 12/3/2004	Review docket and electronic notifications for revised hearing dates and objection deadlines	0.60	Clark, Jacqueline
9975242 12/6/2004	Docketed, Labeled and Filed Various Documents	0.80	Wallach, Joshua
9980654 12/6/2004	Monitor docket and electronic notifications for revised hearing dates and objection deadlines	0.60	Clark, Jacqueline
9980636 12/7/2004	Update pleading files	0.20	Pizzino, Devon P.
9980655 12/7/2004	Oversee docket and electronic notifications for revised hearing dates and objection deadlines (.30); alter calendar report re: new and revised hearing dates (.30)	0.60	Clark, Jacqueline
9992954 12/8/2004	Monitor docket and electronic notifications for revised hearing dates and objection deadlines	0.30	Clark, Jacqueline
9985183 12/9/2004	Updating pleading files, correspondence, and fee apps.	1.60	Pizzino, Devon P.
9992955 12/9/2004	Analyze docket and electronic notifications for revised hearing dates and objection deadlines	0.60	Clark, Jacqueline
9985182 12/10/2004	Docketed, Labeled and Filed Various Documents	0.80	Wallach, Joshua
9985184 12/10/2004	Update pleading files, fee apps. correspondence.	4.50	Pizzino, Devon P.
9992956 12/10/2004	Oversee docket and electronic notifications for revised hearing dates and objection deadlines	0.60	Clark, Jacqueline

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

RCN CORPORATION-FILE, DOCKET & CALENDAR MAINTENA

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9992977 12/10/2004	Create director contact list.	0.60	Naik, Soham D.
10021151 12/10/2004	Obtain information re contact information for board of directors.	1.20	Mc Cabe, Scott M.
9992957 12/13/2004	Oversee docket and electronic notifications for revised hearing dates and objection deadlines (.30); alter calendar report re: new and revised hearing dates (.30)	0.60	Clark, Jacqueline
9999716 12/14/2004	Review recently filed docket pleadings (1.8); calendar relevant dates (.3).	2.10	Naik, Soham D.
9999717 12/16/2004	Review director contact list (.2).	0.20	Naik, Soham D.
10002723 12/16/2004	Monitor docket and electronic notifications for revised hearing dates and objection deadlines	0.50	Clark, Jacqueline
9999721 12/17/2004	Update calendar (.2); and review DS re: the same (.4).	0.60	Naik, Soham D.
10007948 12/20/2004	Oversee docket and electronic notifications for revised hearing dates and objection deadlines (.30); alter calendar report re: new and revised hearing dates (.30)	0.60	Clark, Jacqueline
10007949 12/21/2004	Monitor docket and electronic notifications for revised hearing dates and objection deadlines	0.60	Clark, Jacqueline

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

RCN CORPORATION-GENERAL COMMUNICATIONS WITH CREDITORS

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9701493 6/10/2004	Distribute 8-K.	0.10	Metz, Patrice C.
9697159 6/21/2004	TCs w/ several holders of bonds	1.20	Sullivan, Deirdre Ann
9723362 6/29/2004	Several TCs w/ holders re: proofs of claim	0.90	Sullivan, Deirdre Ann
9734317 7/7/2004	TCs w/ several holders	0.60	Sullivan, Deirdre Ann
9770564 7/27/2004	Several TCs w/ holders	1.50	Sullivan, Deirdre Ann
9783134 8/2/2004	TCs w/ several holders	0.80	Sullivan, Deirdre Ann
9783135 8/4/2004	TCs w/ several holders	1.70	Sullivan, Deirdre Ann
9783136 8/5/2004	TCs w/ several holders	0.60	Sullivan, Deirdre Ann
9783137 8/6/2004	TCs w/ several holders	0.60	Sullivan, Deirdre Ann
9821551 9/1/2004	Several TCs w/ bondholders re disclosure statement and plan	1.10	Sullivan, Deirdre Ann
9885558 9/28/2004	T/C with bondholder re: reorg. plan	0.20	Naik, Soham D.
9887906 9/29/2004	T/C w/bondholder re: plan.	0.80	Naik, Soham D.
9887601 10/12/2004	Numerous TCs w/ creditors	2.40	Sullivan, Deirdre Ann
9887602 10/14/2004	Numerous TCs w/ creditors re plan and disclosure statement issues	2.80	Sullivan, Deirdre Ann
9887603 10/15/2004	Numerous TCs w/ creditors re disclosure statement and plan issues	1.60	Sullivan, Deirdre Ann
9899640 10/18/2004	TCs w/ several creditors re status	1.80	Sullivan, Deirdre Ann
9899641 10/19/2004	TCs w/ several creditors re status	1.20	Sullivan, Deirdre Ann
9899642 10/22/2004	Several TCs w/ unsecured creditors re plan	1.90	Sullivan, Deirdre Ann
9919363 10/27/2004	Several TCs w/ creditors re status	1.60	Sullivan, Deirdre Ann
9919364 10/28/2004	TC w/ CTA re creditor inquiries (.8)	0.80	Sullivan, Deirdre Ann
9919365 11/1/2004	TC w/ holder re status (.4)	0.40	Sullivan, Deirdre Ann

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

RCN CORPORATION-GENERAL COMMUNICATIONS WITH CREDITORS

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9967862 11/23/2004	T/C with bondholder K. Ferranini re: distributions under plan (.3); review DS re: same (1.2).	1.50	Naik, Soham D.
9970111 11/29/2004	T/C w/ Bondholder S. Jaj re: plan of reorganization (.2); review issues re: same (.2).	0.40	Naik, Soham D.
9980656 12/2/2004	TCs w/ numerous creditors re confirmation and offering	1.20	Sullivan, Deirdre Ann
9992959 12/7/2004	TCs w/ numerous creditors re offering	1.50	Sullivan, Deirdre Ann
9992958 12/8/2004	Discussions with D. Berkowitz at Madison Capital re plan of reorganization (0.2); analyze relevant plan provisions re same (0.6).	0.80	Katz, Jeffrey M.
9992960 12/9/2004	Numerous calls w/unsecured creditors re distributions and offering circular	2.60	Sullivan, Deirdre Ann

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

RCN CORPORATION-INSURANCE MATTERS

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9848494 8/17/2004	Participate in conf. call w/ B. Bostrom and others re: insurance issues re: plan.	0.50	Sullivan, Deirdre Ann
9848499 8/20/2004	TCs w/ B. Bostrom and R. Morris re insurance (.5); TCs w/ Committee members re insurance (1.1).	1.60	Sullivan, Deirdre Ann
9871203 9/27/2004	Confs. with D. Dunne, D. Sullivan, D. Sudock and B. Bostrom re: D&O Insurance (.8); review same issues (1).	1.80	Naik, Soham D.
9887903 9/28/2004	Review D&O insurance issues.	0.60	Naik, Soham D.
9871205 9/29/2004	Correspondence with D. Dunne, B. Bostrom and the Committee re: insurance (1.1); review related proposal (.3).	1.40	Naik, Soham D.
9871200 9/30/2004	Prepare for and attend call w/Company re D&O insurance (.5); review and distribute docs re: same (.5); prepare for and attend call w/Committee and Company re: same (.6).	1.60	Naik, Soham D.
9883385 9/30/2004	Review presentation from RCN re insurance proposals (.5); conf. call w/RCN and insurance team re preview of proposal prior to Committee call (.9); review and revise draft motion to be filed to approve D&O insurance (.7);	2.10	Kirpalani, Susheel
9883580 9/30/2004	Prepare for and attend call with Company re D&O coverage and related issues (0.4); Review docs re same and issues re same (0.3); Confs w/ G. Singer & D. Schall re same (0.4); Prepare for and attend call with certain Committee members and Company re same (0.6).	1.70	Dunne, Dennis F.
9880688 10/4/2004	Review pleadings filed by debtors re: D&O Insurance.	0.40	Naik, Soham D.
9967855 11/24/2004	Analyze pleadings re approved extension of officer and director liability insurance policy and tail coverage.	0.40	Katz, Jeffrey M.
9967856 11/24/2004	Review docs. re: tail coverage for D&O insurance (.8); review motion and order re: insurance renewal (.7).	1.50	Naik, Soham D.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

RCN CORPORATION-INSURANCE MATTERS

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9980672 12/2/2004	TCs w/ Skadden re indemnity agreements and D&O insurance issues (.8); TC w/ R. Hammer re same (.3)	1.10	Sullivan, Deirdre Ann

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

RCN CORPORATION-PREPARATION OF MILBANK FEE APPLI

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9701527 6/18/2004	RV post-petition billing categories and send instructions to team re: same.	0.80	Sullivan, Deirdre Ann
9705893 6/23/2004	Review and revise post-petition billing entries re: categories to comply with bankruptcy rules and local guidelines.	0.80	Sullivan, Deirdre Ann
9705894 6/24/2004	Review and revise daynotes to reflect new billing categories to comply with bankruptcy rules and local guidelines.	0.80	Sullivan, Deirdre Ann
9734314 7/13/2004	Conference with D. Sullivan re: preparation of Milbank Fee Application (.4); Review billing information (1.2).	1.60	Naik, Soham D.
9746292 7/13/2004	Meeting w/ S. Naik re: Milbank fees/expenses for June and Committee expenses re: same period	0.40	Sullivan, Deirdre Ann
9741337 7/14/2004	Review fee statement.	1.50	Naik, Soham D.
9746293 7/15/2004	Review and revise billing information	1.20	Sullivan, Deirdre Ann
9752845 7/20/2004	Corresp. w/ D. Dunne re: Milbank fee statement (.8); Review and finalize comments on Milbank fee statement (1.8); Mtg w/ S. Naik re: same (.4)	3.00	Sullivan, Deirdre Ann
9796430 7/20/2004	Revise fee statement (2.6); draft cover letters to fee statement for Milbank and Kelly Drye (.9); Revise cover letters (.2).	3.70	Naik, Soham D.
9778892 8/5/2004	Review and revise July fee statement.	4.30	Naik, Soham D.
9794605 8/12/2004	Correspondence with G. Day re: June fees and expenses.	0.10	Naik, Soham D.
9805010 8/16/2004	Review and revise draft July bill and distribute.	1.80	Sullivan, Deirdre Ann
9805011 8/19/2004	Review and revise July bill	0.80	Sullivan, Deirdre Ann
9829822 9/8/2004	Review and comment on billing statement	2.20	Sullivan, Deirdre Ann
9833963 9/10/2004	Draft First Fee Application (4.2), distribute same to S. Naik (.1), corresp. w/A. Heckman re status of same (.1).	4.40	Ceron, Rena

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

RCN CORPORATION-PREPARATION OF MILBANK FEE APPLI

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9833964 9/10/2004	Review statute and guidelines re: fee apps (.9);	0.90	Naik, Soham D.
9833965 9/11/2004	Draft fee app (6.5); review and revise same (.7).	7.20	Naik, Soham D.
9874065 9/13/2004	RV August daynotes and revise same (2.2)	2.20	Sullivan, Deirdre Ann
9846923 9/16/2004	Review and revise first interim fee app.	2.40	Naik, Soham D.
9874066 9/16/2004	RV and revise August daynotes and disbursements (1.2)	1.20	Sullivan, Deirdre Ann
9874067 9/17/2004	RV and revise fee application (2.9)	2.90	Sullivan, Deirdre Ann
9874068 9/20/2004	TC w/ A. Heckman re status of postpetition payments (.3); TC w/ J. Baker re unpaid postpetition invoices (.4); Follow-up email to R. Morris re same (.2)	0.90	Sullivan, Deirdre Ann
9853040 9/23/2004	Draft Certification in connection with Milbank's First Fee Application (.4); coordinate preparation re cover sheets re same (.1); corresp. w/S. Naik re same (.2).	0.50	Ceron, Rena
9874069 9/23/2004	RV and revise draft fee application (2.7)	2.70	Sullivan, Deirdre Ann
9871189 9/29/2004	Review fee motion order (.3); correspondence with D. Dunne re: unpaid fees (.3).	0.60	Naik, Soham D.
9880689 10/8/2004	Draft fee app.	1.70	Naik, Soham D.
9894122 10/11/2004	Continue draft of fee app.	0.60	Naik, Soham D.
9887604 10/14/2004	TCs w/ A. Heckman and S. Naik re billing	0.60	Sullivan, Deirdre Ann
9894123 10/14/2004	Review draft fee app.	0.50	Naik, Soham D.
9887605 10/15/2004	Review and revise September monthly fee statement.	1.20	Sullivan, Deirdre Ann
9899643 10/19/2004	Final review of September fee statement (.5); DR cover letter re same (.3); RV and revise fee application (1.2); RV exhibits (1.0); TC w/ D. Sudock re Kelley Drye bill (.3); RV same and prepare cover letter (.6)	3.90	Sullivan, Deirdre Ann

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

RCN CORPORATION-PREPARATION OF MILBANK FEE APPLI

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9899644	10/20/2004 Review of Milbank fee app.	1.30	Sullivan, Deirdre Ann
9899646	10/20/2004 Review and revise first interim fee application.	3.60	Naik, Soham D.
9905422	10/20/2004 Review docket re filing of first fee applications.	0.20	Ceron, Rena
9899645	10/22/2004 Numerous TCs w/ S. Naik and R. Ceron re fee app issues and changes (1.8)	1.80	Sullivan, Deirdre Ann
9899647	10/22/2004 Prepare fee app for filing.	3.10	Naik, Soham D.
9905423	10/22/2004 Coordinate preparation and filing re Milbank's first fee application.	1.10	Ceron, Rena
9919366	10/25/2004 RV and revise fee application (1.6)	1.60	Sullivan, Deirdre Ann
9908245	10/27/2004 Review and revise first interm fee app and related exhibits.	1.40	Dunne, Dennis F.
9911971	10/27/2004 Review compensation order (.2); correspondence with B. Kelley re: filing deadline (.2); research re: same (2.8).	3.00	Naik, Soham D.
9911966	10/28/2004 Electronic file milbank's first fee application with court (.40); service of application re same (.20)	0.60	Clark, Jacqueline
9911972	10/28/2004 Review and revise fee application.	7.90	Naik, Soham D.
9916946	10/28/2004 Coordinante electronic filing re First Fee Application of Milbank (.8); coordinate service re same (.6).	1.40	Ceron, Rena
9919367	10/28/2004 RV comments to fee app (.9); Several TCs w/ S. Naik re revisions (2.4); TCs w/ A. Heckamn re same (.6)	3.90	Sullivan, Deirdre Ann
9911973	10/29/2004 Review fee app (.5); correspondence with S. Kirpalani & D. Sullivan re: the same (.7).	1.20	Naik, Soham D.
9916947	10/29/2004 Prepare Chambers copy re Milbank's First Fee Application.	0.40	Ceron, Rena

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

RCN CORPORATION-PREPARATION OF MILBANK FEE APPLI

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9930189 11/2/2004	Create affidavit of service re Milbank's first fee application.	0.60	Bulow, Alessandra
9930188 11/5/2004	Review October time entries.	2.10	Naik, Soham D.
9930190 11/5/2004	Revise affidavit of service re Milbank's first fee application.	0.60	Bulow, Alessandra
9938589 11/8/2004	Review October time descriptions.	1.70	Naik, Soham D.
9970101 11/10/2004	RV and revise Oct. bill	1.50	Sullivan, Deirdre Ann
9957876 11/20/2004	Review fee order and emails re: November statement.	0.40	Naik, Soham D.
9952831 11/21/2004	Review and revise October monthly fee statement.	0.90	Dunne, Dennis F.
9971185 11/29/2004	Revise affidavit of service re Milbank's first fee application (.2); File same (.4).	0.60	Bulow, Alessandra
9980658 12/2/2004	Review November time entries.	4.60	Naik, Soham D.
9980659 12/3/2004	Review Nov. time entries (.2); correspondence with D. Dunne and A. Heckman re: same (.5).	0.70	Naik, Soham D.
9992962 12/6/2004	Review revised Nov. time entries.	0.50	Naik, Soham D.
9992961 12/7/2004	Prepare November bill	0.90	Sullivan, Deirdre Ann
9992963 12/9/2004	Review Nov. fee statement (1.3); draft cover letter for Nov. fee statement (.5).	1.80	Naik, Soham D.
10010166 12/21/2004	Prepare Milbank fee statement for RCN closing.	2.90	Naik, Soham D.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

RCN CORPORATION-REAL PROPERTY LEASES

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9689683 6/17/2004	Numerous confs w/ P. Aquino, D. Schall, D. Sullivan re Princeton lease renewal issue (0.4); Review issues re same (0.6).	1.00	Dunne, Dennis F.
9697160 6/17/2004	Review RCN leases	0.30	Naik, Soham D.
9701521 6/17/2004	Numerous TCs w/ advisors and T. Horvat re: Princeton lease issues (.4); TCs w/ P. Bade, P. Auino re: open issues (1.0); TCs w/ A. Kapur re: open issues (.8).	2.20	Sullivan, Deirdre Ann
9701524 6/18/2004	TCs w/ P. Bade re:open real estate issues (.9); TCs w/ P Aquino re: open real estate issues (1.1).	2.00	Sullivan, Deirdre Ann
9692142 6/20/2004	Review potential resolution of Princeton lease (0.4); Review issues re same (0.2).	0.60	Dunne, Dennis F.
9698595 6/22/2004	Review real estate lease renegotiation issues.	0.40	Dunne, Dennis F.
9770565 7/26/2004	RV lease amendments and terminations (.5); Request leases and backup information (.4)	0.90	Sullivan, Deirdre Ann
9770566 7/27/2004	Mtg w/ J. Bulger re: lease amendments and terminations	0.40	Sullivan, Deirdre Ann
9770567 7/28/2004	TCs w/ CTA re: RE lease issues	0.90	Sullivan, Deirdre Ann
9783138 8/6/2004	Review terms of amended and terminated leases (1.1); meet w/ D. Sullivan re: same (.2).	1.30	Bulger, James
9783139 8/9/2004	Reviewing lease amendments in connection with changes to material terms (3.3); drafting a chart re: same (2.1).	5.40	Bulger, James
9938590 11/10/2004	Review 325 3rd Avenue Lease and related motion.	0.40	Naik, Soham D.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

RCN CORPORATION-REGULATORY ISSUES

June 10, 2004 through December 21, 2004

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

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

RCN CORPORATION-REGULATORY ISSUES

June 10, 2004 through December 21, 2004

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

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

RCN CORPORATION-REGULATORY ISSUES

June 10, 2004 through December 21, 2004

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

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RCN CORPORATION-REGULATORY ISSUES

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

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

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Date	Description	Hours	Name
9814520 8/27/2004	Correspondence and tel. conf. with S. Naik re motion to intervene (1.8); tel. conf. with A. Kadish (.4); tel. conf. to S. Ory (.3)	2.50	Sullivan, Deirdre Ann
9825314 8/30/2004	Draft affidavit of service re motion to shorten time, order granting same and motion to intervene.	0.90	Ceron, Rena
9825315 8/30/2004	Electronically file affidavit of service re motion to shorten time, order granting same and motion to intervene.	0.30	Ceron, Rena
9825317 8/30/2004	Correspondence with R. Morris and G. Day at Skadden re: DeWees lift stay motion (.2); prepare summary of same (.5).	0.70	Naik, Soham D.
9825316 8/31/2004	Coordinate distribution of courtesy copies to Judge Drain re pleadings filed 8/27/04 (.4); corresp. w/S. Naik re same (.1).	0.50	Ceron, Rena
9848479 8/31/2004	Prepae and distribute courtesy copies to Judge Drain re pleadings filed 8/27/04 in connection with motion to intervene (.90).	0.90	Erick, Holly A.
9825333 9/2/2004	Review of franchise settlement agreement and communication with D.Panahy regarding same.	0.80	Francini, Mark B.
9829823 9/6/2004	Several TCs w/ S. Ory re Chicago status (1.2); TC to A. Kadish re motion to intervene (.3)	1.50	Sullivan, Deirdre Ann
9829824 9/7/2004	Numerous TCs w/ E. Davis and A. Kadish re motion to intervene and discovery schedule (1.9);	1.90	Sullivan, Deirdre Ann
9833942 9/7/2004	Prepare diskette with proposed order re motion to intervene for 9/8/04 hearing (.6); coordinate preparation re additional hearing files (.8).	1.40	Ceron, Rena
9833943 9/7/2004	Research re: motion to intervene through joinder.	1.50	Naik, Soham D.
9885556 9/8/2004	Review signed order motion to intervene.	0.20	Naik, Soham D.

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Date	Description	Hours	Name
9829825 9/9/2004	TCs w/ A. Kadish and A. Enschede re: discovery issues (.4); TCs w/ S. Ory and E. Davis re same (.5)	0.90	Sullivan, Deirdre Ann
9829826 9/10/2004	TC w/ E. Davis and S. Ory re discovery issues and standstill (.4); Further TCs w/ E. Davis re Chicago (.6)	1.00	Sullivan, Deirdre Ann
9833944 9/10/2004	Correspondence with E. Davis re: declaratory judgment action (.1); prepare email summary re: same (.4).	0.50	Naik, Soham D.
9874070 9/13/2004	Conf call w/ E. Davis and A. Enschede (.4); Conf call w/ J. Millerman re scheduling (.3); RV and comment on proposed standstill stipulation (.3); RV and comment on proposed stip re automatic stay (.4); TCs w/ E. Davis re stipualtions (.5); RV final stip and execute (.4)	2.50	Sullivan, Deirdre Ann
9874071 9/14/2004	Conf call w/ J. Kidoo, R. Morris re regulatory issues (.6); RV and comment on proposed Chicago order (.4); RV and comment on confi agreement (.9); Review ownership information and corresp. w/ D. Dunne re same (.9);	2.80	Sullivan, Deirdre Ann
9874072 9/16/2004	Follow-up w/ J. Kiddoo re FCC reporting/ownership issue (.4)	0.40	Sullivan, Deirdre Ann
9857595 9/21/2004	Conference with D. Sullivan re: RCN-Chicago due dilligence document review.	0.40	Naik, Soham D.
9849321 9/23/2004	Conf w/S Kirpalani re Chicago litigation (.5); review emails from Sullivan re same (.2).	0.70	Tecce, James
9857591 9/23/2004	T/c w/ S. Kirpalani, J. Tecce re City of Chicago action (.1); review case materials (.7).	0.80	Deford, Ryan
9874073 9/23/2004	TC w/ E. Davis re Chicago issues (.8)	0.80	Sullivan, Deirdre Ann
9850799 9/24/2004	Call with E Davis (Skadden) re Chicago Status.	0.20	Tecce, James
9857592 9/24/2004	Review documents produced by City of Chicago.	5.10	Deford, Ryan

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Date	Description	Hours	Name
9874074 9/24/2004	Follow-up on certain Chicago matters w/ E. Davis and J. Tecce (.6)	0.60	Sullivan, Deirdre Ann
9857593 9/25/2004	Review documents produced by City of Chicago in RCN-Chicago v. Chicago.	4.10	Deford, Ryan
9850800 9/26/2004	Review City of Chicago documents (bankruptcy pleadings and TRO pleadings) (1.3); review confidentiality agreement (.5).	1.80	Tecce, James
9857594 9/26/2004	Review documents produced by City of Chicago in RCN-Chicago v. Chicago.	7.10	Deford, Ryan
9853026 9/27/2004	Conf w/R Deford re document review (.2); review confidentiality agreement for transmission to Committee (1.2); with email memorandum to Committee regarding same and status of Chicago litigation (.8).	2.20	Tecce, James
9869679 9/27/2004	Draft timeline of events in Chicago action (2.1); draft summary of documents produced by City of Chicago (.7); review documents produced by RCN (6.1).	8.90	Deford, Ryan
9857597 9/28/2004	Review Deford emails on docs (.3); conf w/same re same (.2); call with E Davis (Skadden) re status (.2); review email corr on confi from D Sullivan (.2); review RCN docs (.4).	1.30	Tecce, James
9859259 9/29/2004	Conf w/R Deford re deposition documents (.3); review confidentiality agreement (comments from IT counsel) and emails with counsel for city and debtors regarding deposition schedules (.7).	1.00	Tecce, James
9869680 9/29/2004	Substantive review of RCN/Chicago documents in preparation for depositions.	5.30	Deford, Ryan
9864436 9/30/2004	Maintain documents produced by RCN and City of Chicago and catalog.	2.20	Pizzino, Devon P.
9869681 9/30/2004	Draft chart re witnesses to be deposed (2.2); conference w/ J. Tecce re results of document review (.2).	2.40	Deford, Ryan

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Date	Description	Hours	Name
9885263 9/30/2004	Conf w/Dunne re Chicago (.2); email memo to Dunne (1.1).	1.30	Tecce, James
9864438 10/4/2004	Emails re RCN Chicago litigation, briefing (.1) with Naik; review standstill agreement and related emails with Skadden (.6).	0.70	Tecce, James
9869683 10/5/2004	Review Skadden emails and draft confi on litigation (.3); call with Skadden and Greenberg re same (.1); emails re same (.1).	0.50	Tecce, James
9869690 10/5/2004	Call with Kirpalani re plan definitions (.3); email to same re same (.3)	0.60	Tecce, James
9871186 10/6/2004	Conf w/Dunne and Sullivan re Chicago (.1); review Aquino emails and emails with Sullivan re same (.2); review confi (.6).	0.90	Tecce, James
9871198 10/6/2004	Research exclusivity issues (2.9) with confs w/Foster (.3) and markup Naik draft of motion (.2).	3.40	Tecce, James
9872335 10/7/2004	Email memo to Cte regarding Chicago confidentiality agreement	0.50	Tecce, James
9872337 10/7/2004	Research exclusivity issues (2.8); conf w/W Foster re same (.4); revise pleading on facts (2.1); revise pleading on argument (5.4).	10.30	Tecce, James
9874075 10/7/2004	RV franchise settlement agreements and send same to D. Panahy (.8)	0.80	Sullivan, Deirdre Ann
9885008 10/7/2004	Confer w/J. Tecce re RCN issues for Chicago matter (.4).	0.40	Kirpalani, Susheel
9874033 10/8/2004	Review Chicago confi and emails to Skadden & Greenberg (.5); call with E Davis re same (.2); emails to Skadden and Greenberg on agreement (.2).	0.90	Tecce, James
9874076 10/8/2004	Corresp. w/ D. Panahy and M. Francini re franchise settlement agreements (.5)	0.50	Sullivan, Deirdre Ann
9880691 10/8/2004	Review various RCN Settlement and Release Agreements (1.2); respond to D. Sullivan as to ongoing commitments and liabilities (.7)	1.90	Panahy, Dara A.

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Date	Description	Hours	Name
9876221	10/11/2004 Review RCN Chicago document summaries	0.30	Tecce, James
9876231	10/11/2004 Revise exclusivity objection for review by S Kirpalani	4.60	Tecce, James
9887606	10/11/2004 Prepare for and participate in conf call w/ P. Bade, M. Francini and D. Panahy re franchise settlement issues (.5)	0.50	Sullivan, Deirdre Ann
9892534	10/11/2004 Discuss with M. Francini quantification of RCN build-out requirements in connection with settlement agreements (.4); review summaries thereof (.5); participate on call with sponsor re: same (.3).	1.20	Panahy, Dara A.
9892525	10/19/2004 Review Chicago litigation documents re arguments (1.5); review documents produced by RCN and City (5.6); call with E Davis re same (.3); review confi agreement side letter and email to Cte re same (.5); emails with Dunne re same (.2).	8.10	Tecce, James
9905411	10/19/2004 Conference w/ J. Tecce re RCN Chicago settlement terms.	0.20	Deford, Ryan
9905413	10/20/2004 Review RCN email of D Dunne (.1), review confi re City of Chicago litigation (.3); and response emails to D Dunne (.2); call with Kirpalani re same (.2).	0.80	Tecce, James
9905414	10/21/2004 Review RCN Chicago confi (.1) with emails to Dunne and Kirpalani re same (.2); emails to Skadden re same (.2) and Cte professionals re same (.2).	0.70	Tecce, James
9905415	10/25/2004 Emails re RCN Chicago settlement with Kirpalani and calls with E Davis re same and confs w/s Naik re same	0.40	Tecce, James
9911951	10/25/2004 Review RCN Chicago confidentiality docs (1.1); conference w/ J. Tecce re: same (.1); emails and T/Cs with A. Kapur. W. Barr, and P. Bade re: same (.3).	1.50	Naik, Soham D.
9905416	10/26/2004 Review and execute conf re City of Chicago with emails to Davis re same	0.60	Tecce, James

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Date	Description	Hours	Name
9907054 10/27/2004	Review RCN Chicago term sheet and related documents and pleadings	1.80	Tecce, James
9916938 10/28/2004	Draft memo re summary of facts in RCN Chicago Adversary Proceedings.	2.80	Deford, Ryan
9916939 10/29/2004	Revise memo re facts of RCN Chicago Adversary Proceeding.	1.10	Deford, Ryan
9909735 10/31/2004	Revise DeFord memo on RCN litigation and email SK re same	1.00	Tecce, James
9911957 11/1/2004	Review RCN Chicago Term sheet (.5); emails to Kirpalani and advisors regarding evaluation of same (.8).	1.30	Tecce, James
9930191 11/1/2004	Review of franchise agreements for Chicago (.5), review of related news articles (.2), communication with D.Panahy re same (.4), summarizing findings from franchise agreements (.4), communication with consultant regarding CAN TV payments owed (.3).	1.80	Francini, Mark B.
9930192 11/1/2004	Review RCN Chicago CAN-TV settlement figures (.7); research & review press information regarding outstanding RCN liabilities (1.0); discuss contractual obligations with M. Francini (.5); discuss same with CTA Advisors (.4);	2.60	Panahy, Dara A.
9919368 11/2/2004	TC w/ W. Quill re regulatory status (.6); RV chart re same (.3); TC w/ D. Panahy re same (.2); Corresp. w/ D. Panahy re same (.3)	1.40	Sullivan, Deirdre Ann
9930193 11/2/2004	Review RCN regulatory approvals/timing chart and respond to D. Sullivan re: same (1.0)	1.00	Panahy, Dara A.
9922055 11/4/2004	Call with Eric Davis (Skadden) re status on RCN Chicago Settlement	0.30	Tecce, James
9922062 11/4/2004	TC w/ E. Davis re Chicago	0.40	Sullivan, Deirdre Ann
9930194 11/5/2004	RV stipulation extending response time re Chicago and execute same	0.40	Sullivan, Deirdre Ann

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Date	Description	Hours	Name
9930170 11/9/2004	Review and markup settlement agreement; termsheet; and emails with Kirpalani and DeFord re same (1.8); meeting with Kirpalani and DeFord re settlement and issues (1.2); calls w/E Davis re status (.6); emails w/Kirpalani and team re settlement (.4).	4.00	Tecce, James
9933190 11/9/2004	Review memoranda re Chicago claims in preparation for meeting w/J. Tecce, R. Deford (.9); attend meeting w/J. Tecce, R. Deford re outline of proposed settlement, risks, and conditions thereto (.8); review additional summaries of contract w/CANTV prepared by R. Deford (.4).	2.10	Kirpalani, Susheel
9938573 11/9/2004	Review memo re: RCN Chicago facts (.6); review proposed settlement with RCN Chicago (.3); review emails from S. Kirpalani, D. Sullivan and J. Tecce re: the same (.3); legal research claims estimation (2.1).	3.50	Naik, Soham D.
9943684 11/9/2004	Prepare for meeting re RCN Chicago settlement (.5); meeting with S. Kirpalani and J. Tecce re RCN Chicago settlement (.8); review RCN documents re issues raised by settlement (1.3); draft memo re RCN Chicago documents (.5).	3.10	Deford, Ryan
9943716 11/9/2004	Review RCN city of Chicago settlement and dark fiber IRU agreement (1.0); participate on call with RCN and Swidler re: same (.6); review files for parameters of City of Chicago agreements (zones 1-4) and CAN-TV obligations (.8); review internal follow-up e-mails as to next steps (0.6).	3.00	Panahy, Dara A.
9970102 11/9/2004	Conf. call w/ S. O'Donnell, D. Panahy, J. Kiddoo and P. Thompson re Chicago issues (.9); Numerous calls w/ S. O'Donnell, D. Panahy re Chicago issues (1.2); Corresp w/ team re Chicago issues (.4); TC w/ J. Baker re Chicago and timing (.4); Corresp w/ team re same (.4); RV and comment on settlement documents (1.6)	4.90	Sullivan, Deirdre Ann

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Date	Description	Hours	Name
9933191 11/10/2004	Review memoranda re Chicago claims and potential resolution of same (.7); draft corresp. to D. Dunne re update of open issues on Chicago claim (.2); prepare for (.3); and attend conf. call w/Committee members, RCN management and counsel re global update on material claims against subsidiary debtors and proposed resolution of same (.7); conf. call w/D. Dunne, D. Schall re specifics of certain proposed claim settlements (.3).	2.20	Kirpalani, Susheel
9933194 11/10/2004	Emails with Dunne re Chicago settlement	0.20	Tecce, James
9934438 11/10/2004	Review status of Chicago settlement (0.8); Confs w/ G. Singer, D. Schall re same (0.3).	1.10	Dunne, Dennis F.
9943717 11/10/2004	Review revised RCN city of Chicago settlement and dark fiber IRU agreement (.6); and summary chart of pending regulatory approvals (.5).	1.10	Panahy, Dara A.
9970103 11/10/2004	RV and execute extension stipulation and circulate same (.4); Conf call w/ J. Kiddoo and E. Davis re Chicago issues (.6); RV updated regulatory chart and circulate same (.5)	1.30	Sullivan, Deirdre Ann
9970104 11/11/2004	RV and comment on Chicago settlement agreements (1.2); TCs w/ D. Panahy and J. Kiddoo re same (.9)	2.10	Sullivan, Deirdre Ann
9970105 11/12/2004	RV and execute extension stipulation re Chicago (.4); RV memo re regulatory status from Swidler (.6)	1.00	Sullivan, Deirdre Ann
9947694 11/18/2004	Review RCN Chicago motion and emails to CTA et al re same (.3); call w/E Davis re motion (.1); review 9019 motion and motions to shorten notice and email to Skadden re same (1.4).	1.80	Tecce, James
9957877 11/18/2004	Review RCN draft 9019 Order and related motion on the City of Chicago settlement (1.3).	1.30	Panahy, Dara A.

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RCN CORPORATION-REGULATORY ISSUES

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Date	Description	Hours	Name
9950232 11/19/2004	Review E Davis emails and related motions and agreements for Chicago filing (.5); call w/P Bade re Dark Fiber agreement (.1); review issues relating to filing same under seal (.3); conf w/Dunne and Jansen re same (.1); call w/E Davis (Skadden) re same (.2).	1.20	Tecce, James
9957862 11/22/2004	Review Chicago settlement papers (.4); email memo to Cte re same (1.4).	1.80	Tecce, James
9957857 11/23/2004	Chicago: Call D.Schall re Chicago settlement (.1); calls w/D Panahy and S ODonnel re same E. Edidin and D.Schall re same (.5); emails with Dunne re same post calls (.3); review settlement agreement and motion (1.3); emails w/D Panay and S. O'Donnel re same (.2).	2.40	Tecce, James
9967858 11/23/2004	Review RCN dark fiber agreement provisions and settlement agreement (1.0); related e-mails with CTA advisors (.3), discuss same with J. Tecce (.3); participate on call with CTA (.4) and Committee members (.4).	2.40	Panahy, Dara A.
9960380 11/24/2004	Review Chicago agreement and Order	0.20	Tecce, James
9967844 11/30/2004	Call w/S ODonnell (CTA) re Chicago (.2); email Committee re status on CAN TV (.4).	0.60	Tecce, James
9967845 11/30/2004	Review RCN Chicago documents and order (.3); call w/E Davis re same (.2).	0.50	Tecce, James
9970082 12/1/2004	Review CAN TV Agreement	0.30	Tecce, James
9971181 12/2/2004	Review CAN agreements (.3); emails with Bade (CTA) and calls to same re same (.3); call w/E Davis (Skadden) re same (.2).	0.80	Tecce, James
9973006 12/2/2004	Review proposed CAN-TV settlement agreement (.8) and related e-mails (.3).	1.10	Panahy, Dara A.
9980660 12/2/2004	RV Chicago agreements (.9); TC w/ J. Kiddoo and J. Tecce re same (.4)	1.30	Sullivan, Deirdre Ann
9973004 12/3/2004	Review CAN and settlement agreements (.6); call with J Kadoo re CAN TV Agreements (.3); emails to City re claims (.4).	1.30	Tecce, James

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Date	Description	Hours	Name
9980661 12/3/2004	Follow-up on Chicago settlement matters	1.20	Sullivan, Deirdre Ann
9975244 12/6/2004	Call w/E Davis (Skadden) re RCN Chicago Order, etc.	0.30	Tecce, James
9992964 12/6/2004	Review RCN CAN-TV settlement and respond to J. Tecce re: terms thereof (.8).	0.80	Panahy, Dara A.
9980640 12/7/2004	Emails to City re form of order (.3); call w/E Davis (Skadden) re same (.3); conf w/D Sullivan re same (.1); review CAN TV agreement (.1).	0.80	Tecce, James
9982500 12/8/2004	Review draft CAN TV Motion	0.50	Tecce, James
9985185 12/10/2004	Review CAC motions filed	0.10	Tecce, James
9992965 12/10/2004	TCs w/ E. Davis and J. Kiddoo re Chicago issues	0.80	Sullivan, Deirdre Ann
9992939 12/14/2004	Review CAN TV motion and related corresp.-	0.10	Tecce, James

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RCN CORPORATION-REORGANIZATION PLAN

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

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

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

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

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

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

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

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Date	Description	Hours	Name
9814521 8/30/2004	Review certain open issues and resolution scenarios re same.	0.80	Dunne, Dennis F.
9821553 8/30/2004	TCs w/ P. Bade re contract assumption/rejection issues	0.80	Sullivan, Deirdre Ann
9821554 8/31/2004	Conf. call w/ CTA re: contract rejection/assumption issues	1.20	Sullivan, Deirdre Ann
9821555 8/31/2004	TC w/ T. Matz re disclosure statement and plan changes	0.80	Sullivan, Deirdre Ann
9825335 9/5/2004	Analyze revised draft reorganization plan.	1.50	Katz, Jeffrey M.
9821552 9/6/2004	Review latest draft of plan.	0.90	Dunne, Dennis F.
9825334 9/7/2004	Continue review of latest draft of plan.	0.80	Dunne, Dennis F.
9842698 9/14/2004	Analyze draft RCN plan of reorganization.	1.20	Katz, Jeffrey M.
9842699 9/15/2004	Analyze draft reorganization plan (2.8); prepare mark-up re same and forward to D. Dunne and D. Sullivan (0.3).	3.10	Katz, Jeffrey M.
9842700 9/19/2004	Analyze correspondence re plan issues.	0.10	Katz, Jeffrey M.
9874077 9/20/2004	TC w/ Skadden re: open issues (.8); RV plan supplement documents (1.9); TC w/ T. Janson and R. Diegnan re same (.4)	1.20	Sullivan, Deirdre Ann
9853041 9/22/2004	Analyze draft plan; prepare comments re same.	0.80	Katz, Jeffrey M.
9850803 9/23/2004	Legal research re section 1145.	2.40	Clark, Jacqueline
9853042 9/23/2004	Analyze draft plan; prepare comments thereto.	0.70	Katz, Jeffrey M.
9857613 9/23/2004	Confs w/ G. Singer, D. Schall, & E. Edidin re plan (0.6); Review alternative timing and implementation strategies re same (0.4).	1.00	Dunne, Dennis F.
9874078 9/23/2004	DR indemnity rider and additional definitions for Plan (1.9)	1.90	Sullivan, Deirdre Ann

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Date	Description	Hours	Name
9853043 9/24/2004	Analyze revised plan distributed (0.5); analyze D. Sullivan mark-up of same (0.3); prepare comments re same (0.3); discussion with S. Naik re Evergreen facility re same (0.1).	1.20	Katz, Jeffrey M.
9857614 9/24/2004	Confs w/ E. Edidin, D. Schall, J. Baker & S. Kirpalani re open plan issues (0.9); Review and analyze same (0.8).	1.70	Dunne, Dennis F.
9857615 9/27/2004	Confs w/ S. Kirpalani, J. Baker, E. Edidin, D. Schall re plan issues (0.9); Review draft of letter from company to committee re same (0.4); Give comments to Skadden re same (0.1); Review final letter re same (0.2).	1.60	Dunne, Dennis F.
9859262 9/28/2004	Review company conditions letter (0.4); Confs w/ D. Schall, E. Edidin, G. Singer & S. Horwitz re same (0.9); Review response to same (0.7); Confs w/ J. Baker & S. Kirpalani re same (0.5); Review company's counterproposal re same (0.9); Draft memo to committee re same (0.7).	4.10	Dunne, Dennis F.
9871204 9/28/2004	Review Skadden letter re: timing (.2); review related timeline (.2); review plan re: claims treatment (.2); T/C with s/h re: same (.2).	0.80	Naik, Soham D.
9860428 9/29/2004	Individual Discussions w/ each of the Committee members regarding company's counterproposal (0.9); Review issues and proposed resolution re same (0.7); Confs w/ J. Baker re same (0.2).	1.80	Dunne, Dennis F.
9861768 9/30/2004	Review issues re plan treatment (0.8); Confs w/ G. Singer re same (0.2).	1.00	Dunne, Dennis F.
9869689 10/4/2004	Review open issues w/ S. Kirpalani (0.2); Review next steps re same (0.8); Confs w/ D. Schall and G. Singer re next steps and open plan issues (0.9); Review docs (0.4).	2.30	Dunne, Dennis F.
9871202 10/5/2004	Confs w/ S. Kirpalani, D. Schall re open issues (0.7); Review same (0.9).	1.60	Dunne, Dennis F.
9872338 10/6/2004	Review changes to plan and Skadden's reaction to same.	1.80	Dunne, Dennis F.

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Date	Description	Hours	Name
9876232 10/9/2004	Review open plan issues (1.4); Confs w/ T. Janson, D. Schall & J. Baker re same (1.2).	2.60	Dunne, Dennis F.
9876233 10/10/2004	Prepare for and attend call w/ J. Dubel & J. Baker re reg rights agreement, financing and other plan issues (0.4); Review docs and e-mails re same (1.3); Confs w/ D. Schall & S. Kirpalani re same (0.9)	2.60	Dunne, Dennis F.
9892535 10/18/2004	Review issues re charter and by-laws.	0.90	Dunne, Dennis F.
9899649 10/22/2004	Review proposed revisions to charter and by-laws.	0.80	Dunne, Dennis F.
9911975 10/26/2004	Review open issues and draft tasklist.	2.20	Naik, Soham D.
9911976 10/27/2004	Prepare chart of plan supplement checklist.	0.80	Naik, Soham D.
9916949 11/1/2004	Review status of director selection and related issues (0.4); Review drafts of plan supplement docs (0.5).	0.90	Dunne, Dennis F.
9919370 11/1/2004	Mtg w/ S. Naik re closing checklist for plan consummation (.5)	0.50	Sullivan, Deirdre Ann
9930196 11/1/2004	Review resumes and schedule CEO interviews.	0.40	Naik, Soham D.
9919369 11/2/2004	Review latest drafts of plan supplement docs (1.2); Review Tejas and D. E. Shaw commitment letters (0.4); Review next steps (0.5).	2.10	Dunne, Dennis F.
9930197 11/2/2004	T/C and emails with L. Hillman, J. Cecin and committee member re: interviews.	0.50	Naik, Soham D.
9930195 11/3/2004	Draft Closing checklist.	4.60	Naik, Soham D.
9930198 11/3/2004	Emails to L. Hillman re: RCN interview.	0.20	Naik, Soham D.
9922063 11/4/2004	Review financing and plan issues.	0.90	Dunne, Dennis F.
9970107 11/8/2004	TCs w/ R. Morris and T. Matz re plan supplement, confirmation and consummation documents (.9); TC w/ R. Diegnan re same (.3)	1.20	Sullivan, Deirdre Ann

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Date	Description	Hours	Name
9938594 11/10/2004	Participate in call with Company and Cte re: tasklist of items to do before plan supplement deadline.	0.50	Naik, Soham D.
9938591 11/11/2004	Review director selection issues (0.3); Confs w/ D. Schall & G. Singer re same (0.3).	0.60	Dunne, Dennis F.
9970108 11/11/2004	Draft bios of certain director candidates for confirmation hearing (1.6); TCs w/ T. Matz re plan supplement documents (.6)	2.20	Sullivan, Deirdre Ann
9938592 11/12/2004	Confs w/ G. Singer & D. Schall re director issues (0.4); Review same (0.2).	0.60	Dunne, Dennis F.
9938593 11/12/2004	Correspondence to (0.1)/from (0.1) D. Sullivan re matter.	0.20	Katz, Jeffrey M.
9938595 11/12/2004	Prepare for call re: plan supplement (.3); participate in same call (.5).	0.80	Naik, Soham D.
9970109 11/12/2004	RV checklist re confirmation and closing (.8); Participate in conf. call re Plan Suppl. documents (.9); Draft memo to Committee re plan supplement documents (1.1)	2.80	Sullivan, Deirdre Ann
9947704 11/17/2004	Review plan supplement docs (0.9); Review director selection issues (0.4).	1.30	Dunne, Dennis F.
9957881 11/17/2004	Communications w/ B. Silverberg, R. Diegnan, & S. Kirpalani re: plan supplement issues.	0.50	Naik, Soham D.
9957882 11/18/2004	Review intercompany claims charts (.4); numerous communications with G. Day, S. Kirpalani, and R. Kestenbaum re: same (1.7); draft email memo re: same (1.4).	3.50	Naik, Soham D.
9957879 11/19/2004	Review intercompany claim materials (.3), research tax issues associated with cancellation of intercompany claims (.9), c/c with Skadden and Milbank (S. Naik and S. Kirpalani) teams re: same (.5)	1.70	Kestenbaum, Russell J.
9957883 11/19/2004	T/C with R. Kestenbaum re: intercompany claims (.1); prepare for and participate in conference call re: intercompany claims with the Company and Skadden (.5).	0.60	Naik, Soham D.

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Date	Description	Hours	Name
9957878 11/22/2004	Confs w/ D. Schall re balloting issues (0.3); Review same (0.6); Field inquiries from creditors re plan supplement docs that were filed on Friday (0.3).	1.20	Dunne, Dennis F.
9967860 11/22/2004	Review D. Schall ballots (.6); review solicitation materials re: cash out election (.8)	1.40	Naik, Soham D.
9967861 11/22/2004	Review plan supplement (1); emails to A. Kapur, the Committee and Milbank team re: same (.4); review balloting procedures (.4); communications with J. Sullivan and D. Sharp re: same (.3).	2.10	Naik, Soham D.
9971536 11/22/2004	Discussions with R. Morris (Skadden) (0.4) and E. Cerasia correspondence t/f T. Jansen re stockholder registration rights agreement (0.2); discussions with balloting agent (0.2), S. Naik (0.2) and D. Schall (0.1) re getting ballots sent to Tudor; discussions with S. Jha at Bear Stearns re plan provisions (0.3); analyze plan re same (0.5); analyze all solicitation materials per inquiry of D. Schall re cash-out election (0.9); discussions with S. Naik re same (0.3); call to D. Schall (0.1) and prepare correspondence to D. Dunne and S. Kirpalani (0.1) re same.	2.90	Katz, Jeffrey M.
9971537 11/22/2004	Discussions with balloting agent (0.2), S. Naik (0.2) and D. Schall (0.1) re getting ballots sent to Tudor; discussions with S. Jha at Bear Stearns re plan provisions (0.3); analyze plan re same (0.5); analyze all solicitation materials per inquiry of D. Schall re cash-out election (0.9); discussions with S. Naik re same (0.3); call to D. Schall (0.1) and prepare correspondence to D. Dunne and S. Kirpalani (0.1) re same.	2.70	Katz, Jeffrey M.
9957880 11/23/2004	Emails with Dunne, Janson and Naik re plan closing list.	0.30	Tecce, James
9960384 11/23/2004	Field questions from S. Lampe & D. Schall re voting and cash-out election (0.3); Review docs re same (0.3).	0.60	Dunne, Dennis F.

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Date	Description	Hours	Name
9982706 11/23/2004	Review plan supplement checklist (.3); emails to T. Janson & J. Tecce re: same (.2).	0.50	Naik, Soham D.
9963123 11/24/2004	Review final issues re voting and elections.	0.50	Dunne, Dennis F.
9967859 11/29/2004	Review issues re rights offering (0.3); Confs w/ D. Schall re same (0.1); Review evidence to be presented at confirmation (0.4); Review e-mails from Skadden re same (0.1); Review general evidentiary issues (0.4).	1.30	Dunne, Dennis F.
9970110 11/29/2004	Review plan confirmation issues (.9); Communications with D. Dunne, S. Kirpalani and G. Day re: the same (.8)	1.70	Naik, Soham D.
9970072 11/30/2004	Reivew docs re: director list for Reorganized RCN.	0.30	Naik, Soham D.
9970106 11/30/2004	Review director selection issues (0.8); Review and revise confirmation order (1.1); Review rights offering circular and related implementation issues (0.9).	2.80	Dunne, Dennis F.
9970112 11/30/2004	Review objections to the plan (3); communciations with J. Bloom and J. Katz re: offering circular (.2).	3.20	Naik, Soham D.
9973007 12/1/2004	Review director issues (0.8); Review rights offering circular (1.4).	2.20	Dunne, Dennis F.
9980662 12/1/2004	Discussions with creditors M. Resnick (0.3) and D. Berkowitz (0.2); correspondence t/f S. Naik (0.3), D. Sullivan (0.1) D. Dunne (0.1) and S. Kirpalani (0.1) re matter; meetings with S. Naik (0.1) and D. Sullivan (0.1); analyze plan provisions re same (0.9).	2.20	Katz, Jeffrey M.
9980665 12/1/2004	RV plan supplement documents (1.5); Circulate voting deadline extension information (.4); RV objections to confirmation and draft confirmation order (2.5)	4.40	Sullivan, Deirdre Ann

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Date	Description	Hours	Name
9980668 12/1/2004	Review and distribute offering circular (.8); communications with IBM claim holder H. Buchwald re: making cash elections (.4); Draft memo to Cte re: objections to the Plan (6.6); Communications with G. Day and R. Kestenbaum re: interco claims (.2); review confirmation order (1.3).	9.30	Naik, Soham D.
9982501 12/1/2004	Research NJ law re: tax consequences of cancelling intercompany debt, p/c with Skadden re: same and email to Milbank team. (1.4)	1.40	Kestenbaum, Russell J.
9973008 12/2/2004	Confs w/ M. Katzenstein re director issues (0.2); Review indemnity and insurance issues (0.6); Confs w/ G. Singer & D. Schall re same (0.7); Review and revise confirmation order (1.3); Review prior precedents re same (0.6).	3.40	Dunne, Dennis F.
9980663 12/2/2004	Discussions with R. Morris (Skadden) (0.2) re 401(K) litigation; discussions with D. Berkowitz (Madison Capital) re Merrill Lynch litigation and 401(k) litigation (0.2); analyze latest 10Q re same (0.7); correspondence t/f S. Naik (0.1) and D. Sullivan (0.1) re same.	1.30	Katz, Jeffrey M.
9980666 12/2/2004	Meeting w/ T. Janson, R. Diegnan and S. Naik re closing mechanics and documents	1.00	Sullivan, Deirdre Ann
9980669 12/2/2004	Review RCN confirmation order with orders used in other cases (3.2); communications with D. Dunne and D. Sullivan re: same (.3).	3.50	Naik, Soham D.
9980670 12/2/2004	Review revised offering circular (.5); emails w/ A. Kapur re: same (.2).	0.70	Naik, Soham D.
9980667 12/3/2004	RV and comment on confirmation order and memo of law (2.3); TCs w/ Skadden re same (.4)	2.70	Sullivan, Deirdre Ann
9983627 12/3/2004	Confs w/ G. Singer, E. Edidin & D. Schall re open plan and financing issues and next steps (1.3); Review same and resolution of same (1.2).	2.50	Dunne, Dennis F.
9980664 12/4/2004	Prepare correspondence to T. Janson and others re agreements containing indemnity provisions forwarded by Skadden.	0.10	Katz, Jeffrey M.

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Date	Description	Hours	Name
9983628 12/6/2004	Review open issues re confirmation order and objection resolutions (0.7); Review issues re final director selection issues (0.4).	1.10	Dunne, Dennis F.
9987499 12/6/2004	Review rulings re: cancellation of intercompany debt (.6), p/c with Skadden re: same. (.4), email to Milbank team re: same (.8)	1.80	Kestenbaum, Russell J.
9992969 12/6/2004	Participate in conf. call w/ RCN, Skadden and Committee re confirmation (.8); RV pleadings for confirmation (1.1)	1.90	Sullivan, Deirdre Ann
9992974 12/6/2004	Review results of voting and related pleadings (.7); review memo of law and finding of facts re: plan confirmation (1.4).	2.00	Naik, Soham D.
9983629 12/7/2004	Review confirmation order (0.8); Review status of settlements of pending confirmation objections (0.7); Review indemnity and D&O issues for director candidates (0.6).	2.10	Dunne, Dennis F.
9992966 12/7/2004	Confer w/D. Dunne re record date for Tranche B offering (.5); conf. call w/A. Strauss, Blackstone, RCN re need for record date and inquiries from creditor body (1.2); review draft press release re same (.5); TC w/S. Lampe re inquiry about record date (.4); review numerous proposed riders and revisions to confirmation order in connection with resolving objections to plan (4.5); review plan provisions and proffered evidence, memo/law for confirmation (2.6); TC w/T. Janson re Sarbanes Oxley issues for new board (.6).	10.30	Kirpalani, Susheel
9992970 12/7/2004	Numerous TCs w/ Skadden re finalization of settlements of objections (3.2); TCs w/ director candidates re bios, revise and circulate same (4.8); TCs w/ P. Aquino re senior management disclosure (1.2); TCs w/ Skadden re confirmation hearing format (1.2); TC w/ G. Day re confirmation objection (.6)	10.80	Sullivan, Deirdre Ann

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Date	Description	Hours	Name
9992975 12/7/2004	Review cash election report (.2); communications with E. Edidin, D. Sullivan and A. Kapur re: same (.5); review and distribute warrant agreement and new evergreen facility (1.5).	2.20	Naik, Soham D.
9983630 12/8/2004	Meet w/ M. Katzenstein (prospective director candidate) to discuss case (1.3); Prepare for and attend confirmation hearing (1.7); Confs thereafter w/ G. Singer, D. Schall, E. Edidin re results of hearing, timing of closing, and open issues to be resolved for closing (1.8).	4.80	Dunne, Dennis F.
9992967 12/8/2004	Meeting w/M. Katzenstein (director), D. Dunne re company's restructuring, future actions for creditors/shareholders (1.5); prepare for hearing to confirm plan; attend confirmation hearing (1.5); review of certain plan provisions and confirmation order prior to entry (1.5); review of issues relating to new directors (1.0).	5.50	Kirpalani, Susheel
9992968 12/8/2004	Prepare for/assist at confirmation hearing.	3.70	Metz, Patrice C.
9992971 12/8/2004	Discussions w/ Skadden re closing	0.80	Sullivan, Deirdre Ann
9992976 12/8/2004	Communications with S. Kirpalani and D. Sullivan re: plan confirmation hearing (.5); review docs re: same (.5); review confirmation order as entered by the court (.5).	1.50	Naik, Soham D.
9985187 12/9/2004	Confs w/ E. Edidin & D. Schall re non-executive chairman and compensation issues re same (0.4); Review terms re same (0.2); Review process for orienting new board (0.5).	1.10	Dunne, Dennis F.
9985188 12/9/2004	Review issues re certification of new common stock and listing (0.4); Review memos re same (0.2).	0.70	Dunne, Dennis F.
9992972 12/9/2004	TCs w/ Skadden re open closing issues and timing	1.60	Sullivan, Deirdre Ann

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Date	Description	Hours	Name
9987495 12/10/2004	Confs w/ D. Schall, E. Edidin, G. Singer re directors, initial board meeting, chair compensation package and McCourt consulting agreement (0.9); Review and revise docs re same (1.9).	2.80	Dunne, Dennis F.
9992973 12/10/2004	Numerous TCs w/ Skadden re closing issues (1.1)	1.10	Sullivan, Deirdre Ann
9987496 12/11/2004	Memos to P. Aquino & T. Janson re meeting w/ Mooney and NDA (0.2); Review director meeting and organizational issues (0.4).	0.60	Dunne, Dennis F.
9987497 12/12/2004	Review McCourt and director orientation issues (0.8); Review docs re same (0.4).	1.20	Dunne, Dennis F.
9987498 12/13/2004	Confs w/ G. Singer re rights offering (0.2); Review same (0.6); Review rights offering mechanics (0.4); Confs w/ E. Edidin and G. Singer re next steps and director issues (0.4); Review same (0.9).	2.50	Dunne, Dennis F.
9999723 12/13/2004	T/C w/ G. Day re: disputed claims (.2); review same issues (.4); draft email to D. Dunne, S. Kirpalani and D. Sullivan re: same (.2).	0.80	Naik, Soham D.
10024616 12/13/2004	Analysis of holdings re registration rights agreement (.8); numerous TCs re same (1.1); conf. calls with Skadden re closing checklist and open items for closing (2.1); TCs with Skadden re directors and materials for Board meetings (1.8); update biography info for directors (.9)	6.70	Sullivan, Deirdre Ann
9996715 12/14/2004	Review satisfaction and status of closing conditions (0.3); Review rights offering issues (0.4); Correspondence and analysis re same (0.4); Review corporate governance issues and new board tasks (0.9).	2.00	Dunne, Dennis F.
10024617 12/14/2004	TCs with Skadden and RCN re subscription deadline issues (1.9); TCs with T. Matz and S. Toussi re open closing issues (2.7); review closing conditions and closing checklists (1.6); meeting with S. Naik re same (.6)	6.80	Sullivan, Deirdre Ann

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Date	Description	Hours	Name
9998045 12/15/2004	Review latest issues re rights offering (0.9); Confs w/ S. Kirpalani, T. Janson, D. Schall re same (0.7).	1.60	Dunne, Dennis F.
9999724 12/15/2004	Review intercompany claims issues (.6); review issues re: release of claims by D&Os (.8); review disputed claims reserve chart and draft motion (.7); draft email memo re: same (1.8).	3.90	Naik, Soham D.
10024618 12/15/2004	Review proposed reserves (1.3); participate in several conf. calls re same (2.2) review orders re director and officer indemnity claims (.9); review draft stock certificates (.6)	5.00	Sullivan, Deirdre Ann
9999722 12/16/2004	Review correspondence re claims reserve and initial distribution issues (0.4); Analyze issue (0.9); Confs w/ G. Singer, E. Eddin & D. Schall re same (0.8); Review closing issues and conditions to consummation (0.5).	2.70	Dunne, Dennis F.
9999725 12/16/2004	Prepare for (.4) and attend call with Skadden re: claim reserves (1); review DS re: still pending bar dates (.4)	1.80	Naik, Soham D.
10007951 12/16/2004	Review draft reserve motion from Skadden (1.1); review AlixPartners' spreadsheets re reserves and assumptions underlying same (.9); conf. call w/J. Dubel, D. Royster, T. Warback, J. Baker, M. McDermott re reserve methodology and assumptions on indemnification claims (1.5).	3.50	Kirpalani, Susheel
10024619 12/16/2004	Numerous TCs re distribution reserve (2.7); review revised charts re same (1.6); conf. call with T. Matz and S. Toussi re closing checklist and open issues for closing (1.8)	6.10	Sullivan, Deirdre Ann
9999726 12/17/2004	Prepare for and attend call with CTA re: claims reserve (1); review emails re: same (.4); review issues to be included in memo to new board (.5); review DS re: same (.4); prepare for (.3) and attend call re: mechanics of distribution (.6); review agenda for Committee call (.2); emails re: same (.4).	3.90	Naik, Soham D.
10002724 12/17/2004	Review director agenda and next steps (0.6); Review board packets re same (0.3).	1.90	Dunne, Dennis F.

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Date	Description	Hours	Name
10024620 12/17/2004	Participate in conf. call with CTA re reserves (1.5); participate in conf. call with RCN, Skadden and CTA re reserves and open closing issues (1.0); participate in conf. call with R. Morris and R. Bernhard re Joyce (.8); participate in conf. calls re registration rights agreement and largest holders (2.6); review materials re distribution (.5); participate in conf. call with AP, HSBC and Skadden re closing mechanics (1.4); review updated reserve charts (.8); prepare bill for closing (1.6); meeting with D. Dunne re same (.3); review bills of advisors to Committee (.9); TC with RCN re Committee professionals' bills (.6); TC with AP re various reserve scenarios (.7); review updated charts (.5); TC with M. McDermott re reserve motion (1.1)	14.30	Sullivan, Deirdre Ann
9999727 12/18/2004	Review revised motion and spreadsheet re: disputed claims (.6); draft memo to New Board re: same (2.9).	3.50	Naik, Soham D.
10024621 12/18/2004	TCs with R. McWilliams and J. Wright re reserve scenarios (.8); review updated charts re same (.5); TCs with M. McDermott re reserve scenarios (.8); correspondence with D. Schall and S. Price re contracts (.6); review correspondence re closing and revised documents (1.1); correspondence and voice mails with S. Naik re memo to Board re reserves (.9)	4.70	Sullivan, Deirdre Ann
9999728 12/19/2004	Draft memo to New Board re: reserves.	6.70	Naik, Soham D.
10024622 12/19/2004	Correspondence with S. Naik re memo to Board (1.1); review and revise memo to Board (2.4)	3.50	Sullivan, Deirdre Ann
10007950 12/20/2004	Review closing items.	1.30	Dunne, Dennis F.
10010168 12/20/2004	Review and revise memo to New Board re: reserves (3.5); review closing documents at Skadden (2.4).	5.90	Naik, Soham D.

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Date	Description	Hours	Name
10024623 12/20/2004	Review and revise memo to Board (.9); participate in several conf. calls with HSBC and Tudor re preparation for distributions (1.2); numerous TCs with creditors re distributions (1.8); attend closing (4.5); review flow of funds memo (.8); meetings with J. Dubel and T. Matz re same (1.1); distribute same to Committee (.4); review certain severance agreements (.6); conf. calls with S. Price, D. Royster and J. Dubel re same (1.8); TCs with D. Royster re Board agenda and materials (.9); review revised flow of funds memo (.6); TC with T. Matz re same (.5); revise and comment on reserves motion (1.2)	16.30	Sullivan, Deirdre Ann
10010167 12/21/2004	Prepare for tomorrow's board meeting.	2.00	Dunne, Dennis F.
10010169 12/21/2004	Review and revise reserve memo for distribution.	1.80	Naik, Soham D.
10024624 12/21/2004	Prepare for and participate in conf. call with P. Aquino and D. Royster re reserves and information for new Board (1.5); follow up re same (.8); attend closing (6.2); review and comment on press release (.8); review correspondence re same (.5); prepare for Board meeting (.8); TCs with R. Diegnan re closing issues (1.4); follow up with Tudor re restricted shares (1.1); participate in conf. call re severance agreements with S. Price, D. Royster and J. Dubel (.7)	13.80	Sullivan, Deirdre Ann

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

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

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

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

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

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Description of Legal Services

RCN CORPORATION-RETENTION OF PROFESSIONALS

June 10, 2004 through December 21, 2004

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

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Description of Legal Services

RCN CORPORATION-RETENTION OF PROFESSIONALS

June 10, 2004 through December 21, 2004

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

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Description of Legal Services

RCN CORPORATION-RETENTION OF PROFESSIONALS

June 10, 2004 through December 21, 2004

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

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RCN CORPORATION-RETENTION OF PROFESSIONALS

June 10, 2004 through December 21, 2004

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

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RCN CORPORATION-RETENTION OF PROFESSIONALS

June 10, 2004 through December 21, 2004

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

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RCN CORPORATION-RETENTION OF PROFESSIONALS

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9783156 8/3/2004	Mtg w/ S. Naik re: W&S order and APS order (.4); RV same (.2); TC w/ D. Neier and R. Morris re: W&S order to be corrected (.6); TC w/ J. Millerman re: Corrected W&S order (.4); Send correct W&S order to chambers (.2)	1.80	Sullivan, Deirdre Ann
9778895 8/4/2004	Review retention orders as filed (.4); conference with D. Sullivan re: same (.2)	0.60	Naik, Soham D.
9794587 8/10/2004	Legal research re: retention issues per D. Dunne.	1.20	Metz, Patrice C.
9805023 8/16/2004	Correspondence with D. Sullivan & W. Barr re: fee statement requirements for C&TA (.1); review relevant docs (.3).	0.40	Naik, Soham D.
9805022 8/18/2004	RV and comment on Spencer Stuart retention pleadings (1.2)	1.20	Sullivan, Deirdre Ann
9805024 8/18/2004	Review Spencer Stuart retention docs (1.5); conference with D. Sullivan re: same (.1).	1.60	Naik, Soham D.
9805025 8/19/2004	Review revised Spencer Stuart retention docs (.4); conference with D. Sullivan re: same (.1).	0.50	Naik, Soham D.
9825336 9/7/2004	Numerous confs w/ E. Edidin, G. Singer, D. Schall and D. Sullivan re retention of PDA Consultants and banks position re same (1.3); Confs w/ P. Pantaleo re same (0.2); Review conditions and restrictions re same (0.3).	1.80	Dunne, Dennis F.
9829831 9/7/2004	TC w/ G. Day re PDA retention (.2); TC w/ P. Pantaleo re: PDA retention (.3); Meeting w/ D. Dunne re same (.2); Conf call w/ Committee members re same (.4)	1.10	Sullivan, Deirdre Ann
9833948 9/8/2004	Review signed orders re: PDA retention, Spencer Stuart retention.	0.30	Naik, Soham D.
9874079 9/20/2004	RV conflicts counsel motions and comment on same (2.5); Request engagement letters re same (.3)	2.80	Sullivan, Deirdre Ann
9874080 9/21/2004	RV Kasowitz engagement letter re retention (.2);	0.20	Sullivan, Deirdre Ann

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Description of Legal Services

RCN CORPORATION-RETENTION OF PROFESSIONALS

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9857589 9/23/2004	Draft index for binder of pleadings in connection with RCN v. Chicago Adversary Proceeding and RCN of Chicago bankruptcy proceeding.	1.30	Mc Cabe, Scott M.
9874081 9/23/2004	RV Dechert engagement letter (.4)	0.40	Sullivan, Deirdre Ann
9853025 9/24/2004	Compile documents for binders re RCN Cable TV of Chicago.	0.80	Erick, Holly A.
9857590 9/24/2004	Prepare binders regarding RCN v. Chicago Adversary Proceeding and RCN of Chicago bankruptcy proceeding.	2.20	Mc Cabe, Scott M.
9869678 9/28/2004	Review documents produced by RCN (5.1); sort and combine substantive documents produced by all parties (2.1); highlight relevant sections of substantive documents (1.9).	9.10	Deford, Ryan
9871185 9/30/2004	Review RCN-Chicago stipulation (.4); emails to Committee members re: same (.6).	1.00	Naik, Soham D.
9933412 10/6/2004	Draft memo to Committee re: Kasowitz retention, Dechert Retention.	2.00	Naik, Soham D.
9887609 10/15/2004	TC w/ W. Barr re: fee application issues	0.80	Sullivan, Deirdre Ann
9899650 10/18/2004	RV materials re CTA success fee issue (1.6)	1.60	Sullivan, Deirdre Ann
9899623 10/20/2004	Review and distribute revised C&TA engagement letters.	0.40	Naik, Soham D.
9899651 10/21/2004	RV final CTA fee application (.5); RV revised Chanin fee application (.5); TC w/ R. Ceron re filing of same (.2)	1.20	Sullivan, Deirdre Ann
9899652 10/22/2004	Numerous TCs w/ R. Ceron re CTA and Chanin fee applications	1.10	Sullivan, Deirdre Ann
9919371 10/25/2004	RV and comment on revised engagement letter of CTA (.8); TC w/ W. Barr re same (.3)	1.10	Sullivan, Deirdre Ann
9911978 10/26/2004	Review Blackstone and AP Services retention docs.	0.70	Naik, Soham D.
9933439 10/26/2004	Review CTA scope of engagement issues.	0.40	Dunne, Dennis F.

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RCN CORPORATION-RETENTION OF PROFESSIONALS

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9922064 11/3/2004	TC w/ W. Barr re revised engagement letter	0.60	Sullivan, Deirdre Ann
9970113 11/11/2004	RV and comment on motion to amend CTA retention (1.8)	1.80	Sullivan, Deirdre Ann
9938596 11/12/2004	Review and revise amendment to CTA retention for filing.	3.20	Naik, Soham D.
9943718 11/12/2004	Coordinate filing and obtain hearing date re Amended Application of Capital & Technology Advisors' Retention Application (.9); serve same (.2).	1.10	Ceron, Rena
9943719 11/12/2004	Serve Amended Application of Capital & Technology Advisors' Retention Application.	2.60	Ceron, Rena
9950244 11/12/2004	Serve Amended Application of Capital & Technology Advisors' Retention Application.	0.40	Bulow, Alessandra
9970114 11/12/2004	Follow-up on service of CTA motion (.4)	0.40	Sullivan, Deirdre Ann
9943720 11/15/2004	Distribute Chambers copy re motion for amended retention of Capital & Tech. Advisors (.3); prepare diskette with proposed order re same (.3); serve US Trustee with motion re same (.2).	0.80	Ceron, Rena
9946469 11/17/2004	Draft affidavit of service re amended retention for Capital & Technology Advisors (.4); electronically file same (.3).	0.70	Ceron, Rena
9957884 11/22/2004	Confs w/ D. Schall, J. Tecce, G. Singer re tomorrow's CTA hearing (0.8); Review docs re same (0.6).	1.40	Dunne, Dennis F.
9957885 11/22/2004	Review IBM stip (.2); review CTA Advisors papers and prior applications and outline argument for same (2.8); conf w/D Dunne re same w/calls to Cte (.3).	3.30	Tecce, James
9957886 11/23/2004	Prep for CTA hearing on expanded retention (1.1); call w/W Barr re same (.2); attend hearing on CTA motion (1.8); email to Dunne post hearing re same (.2); review CTA Order and markup same (.3).	3.60	Tecce, James

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RCN CORPORATION-RETENTION OF PROFESSIONALS

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9960385 11/23/2004	Review status of CTA and Chanin's success fees.	0.90	Dunne, Dennis F.
9967863 11/23/2004	Review terms of C&TA's retention and the proposed amendment thereto (.5); multiple revisions to proposed order to amend C&TA's retention (.7); multiple communications w/ W. Barr, F. Baumfield, and J. Tecce re: same (.8).	2.00	Naik, Soham D.
9960386 11/24/2004	Finalize RCN Order with Naik and Erik for CTA and forward to court for signature	0.50	Tecce, James
9963124 11/24/2004	Obtain diskette, Order and Blackline re Amendment to Terms of Employment and Retention of Capital & Technology Advisors LLC (.40); Draft and Revise Courtesy Copy of Proposed Order to Judge Drain (1.9); Hand deliver Proposed Order to Judge Drain and U.S. Trustee (.70).	3.00	Erick, Holly A.
9967864 11/24/2004	Draft cover letter for C&TA fee order (.7); emails to J. Tecce, C&TA and Skadden re: same (.8).	1.50	Naik, Soham D.
9970098 11/30/2004	Review C&TA Order re: retention amendment as entered by the Court.	0.20	Naik, Soham D.
9992978 12/9/2004	Draft memo to Committee re: retention applications for accounting professionals.	3.80	Naik, Soham D.

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Description of Legal Services

RCN CORPORATION-RULE 2004 EXAMINATIONS

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9982708 11/16/2004	Conference call re: second lien notes.	0.50	Diegnan, Richard P. Jr.

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Description of Legal Services

RCN CORPORATION-SECURED TRANSACTIONS

June 10, 2004 through December 21, 2004

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

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Description of Legal Services

RCN CORPORATION-SUBSTANTIVE CONSOLIDATION

June 10, 2004 through December 21, 2004

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

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Description of Legal Services

RCN CORPORATION-SUBSTANTIVE CONSOLIDATION

June 10, 2004 through December 21, 2004

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

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Description of Legal Services

RCN CORPORATION-SUBSTANTIVE CONSOLIDATION

June 10, 2004 through December 21, 2004

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

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RCN CORPORATION-SUBSTANTIVE CONSOLIDATION

June 10, 2004 through December 21, 2004

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

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RCN CORPORATION-SUBSTANTIVE CONSOLIDATION

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

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RCN CORPORATION-SUBSTANTIVE CONSOLIDATION

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

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RCN CORPORATION-SUBSTANTIVE CONSOLIDATION

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9805032 8/19/2004	Finish reviewing proposed first days for new entities to be filed (1.3); Conference with G. Day at Skadden re: same (.1).	1.40	Naik, Soham D.
9805029 8/20/2004	Electronically file affidavit of service re third notice of adjourned hearing re sub-protocol motion.	0.30	Ceron, Rena
9874082 9/23/2004	TCs w/ Skadden and corresp w/ Committee re subsidiary protocol motion (1.1)	1.10	Sullivan, Deirdre Ann
9869684 9/27/2004	Corresp. w/S. Naik re adjournment and hearing prep.	0.30	Ceron, Rena
9871201 9/27/2004	Various correspondence with R. Morris, D. Dunne and S. Kirpalani re: sub protocol motion (.7); review re: adjournment pleadings and procedure (.5).	1.20	Naik, Soham D.
9869692 9/28/2004	Obtain precedent re notice of withdrawal, corresp. w/S. Naik re 9/29/04 hearing and withdrawal of sub protocol motion.	0.30	Ceron, Rena
9887905 9/28/2004	Review sub protocol issues and conferences with D. Dunne and R. Morris re: same.	0.40	Naik, Soham D.
9864450 9/29/2004	Draft Notice of Withdrawal re Sub Protocol Motion (.3); corresp. w/S. Naik re status of same (.2).	0.50	Ceron, Rena
9864445 9/30/2004	Electronic file notice of withdrawal of motion of official committee of unsecured creditors re notice procedures regarding the operation of debtors' business with court	0.40	Clark, Jacqueline
9864449 9/30/2004	Assist with serving Notice Of Withdrawal Of Motion Of Official Committee Of Unsecured Creditors For Entry Of Order, Under 11 U.S.C. §§ 105(A), Establishing Certain Notice Procedures Regarding The Operation Of Debtors' Business.	0.60	Erick, Holly A.
9864451 9/30/2004	Coordinate electronic filing of notice of withdrawal of sub protocol motion (.4); prepare service list (.1); coordinate service re same (.4).	0.90	Ceron, Rena

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June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9864452 10/1/2004	Prepare Chambers copy re notice of withdrawal of sub protol motion (.3); finalize affidavit of service re same (.3); electronically file same (.2).	0.80	Ceron, Rena

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RCN CORPORATION-TAX ISSUES

June 10, 2004 through December 21, 2004

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

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Description of Legal Services

RCN CORPORATION-TRAVEL TIME

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9887610 10/13/2004	Travel to and from Princeton	3.20	Sullivan, Deirdre Ann

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Description of Legal Services

RCN CORPORATION/CORPORATE MATTERS

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
9859265 9/1/2004	Consideration of issues with respect to warrant agrmt, reg. rights agrmt.	4.00	Diegnan, Richard P. Jr.
9835285 9/2/2004	Review of certification of incorporation (1.8); consideration of issues with respect to restructuring (1.2)..	3.00	Diegnan, Richard P. Jr.
9829828 9/7/2004	TC w/ T. Janson re corporate issues	0.40	Sullivan, Deirdre Ann
9835286 9/7/2004	Consideration of issues with respect to restructuring.	0.50	Diegnan, Richard P. Jr.
9857619 9/20/2004	Review drafts of warrant agreements and corporate constituent documents (.6); Calls R. Diegnan (.4); work on matter (1.2).	2.20	Janson, Thomas C.
9853044 9/21/2004	Review of warrant agreement, certificate of incorporation and bylaws for restructured RCN.	4.70	Diegnan, Richard P. Jr.
9853045 9/22/2004	Review of warrant agreement, certificate of incorporation, bylaws.	5.10	Diegnan, Richard P. Jr.
9857599 9/22/2004	Review and distribute articles of incorporation and bylaws of debtor entities.	1.40	Naik, Soham D.
9857621 9/22/2004	Conference T/C with Skadden Arps.	0.60	Janson, Thomas C.
9853027 9/24/2004	Compile binders re RCN Certificate of Incorporation and Bylaws for RCN Debtor Entities.	3.40	Erick, Holly A.
9857600 9/24/2004	Review bylaws and certif of incorp. of non-debtor entities (.2); Conference w/ H. Erick re: same (.2).	0.40	Naik, Soham D.
9871187 9/27/2004	Review and reorder binder of bylaws and articles of incorp. of nondebtor subs.	0.60	Naik, Soham D.
9869693 9/28/2004	Conf call w/Paul Schwartzberg (UST), Diedre Martini (UST), D. Dunne, S. Kirprilani and Jan Baker (Skadden) to discuss Starpower financing.	0.70	Janson, Thomas C.
9869694 9/28/2004	Weekly Committee call.	0.70	Janson, Thomas C.
9869695 9/30/2004	RV corporate issues.	0.20	Janson, Thomas C.

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RCN CORPORATION/CORPORATE MATTERS

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Date	Description	Hours	Name
9876238 10/6/2004	Preparation of memo re: organizational documents.	2.80	Diegnan, Richard P. Jr.
9933490 10/13/2004	Preparation of memo on org. documents.	2.00	Diegnan, Richard P. Jr.
9892539 10/14/2004	Call w/P. Schwartzberg re: financing options. Megacable options (.6); review agreements (.9).	1.50	Janson, Thomas C.
9899653 10/20/2004	Review and revise memo to creditor committee (.6); consideration of issues with respect to blank check preferred stock provisions (.4).	1.00	Diegnan, Richard P. Jr.
9930199 11/2/2004	Conference call re: second lien notes (.3); review of revised term sheet (.3).	0.60	Diegnan, Richard P. Jr.
9930203 11/2/2004	Conference call re: financing	0.30	Janson, Thomas C.
9930200 11/3/2004	Call with R. Greebel at Skadden re: charter, by-laws.	0.20	Diegnan, Richard P. Jr.
9930201 11/4/2004	Consideration of issues with respect to og. documents.	1.00	Diegnan, Richard P. Jr.
9930202 11/5/2004	Review of warrant agreement.	6.00	Diegnan, Richard P. Jr.
9938597 11/8/2004	Review and revise RCN warrant agreement.	0.30	Diegnan, Richard P. Jr.
9957890 11/8/2004	Attention to Warrant Agreement (.5); calls R. Diegnan (.3).	0.80	Janson, Thomas C.
9938598 11/9/2004	Committee conference call.	0.60	Diegnan, Richard P. Jr.
9938599 11/11/2004	Review and revise certificate of incorporation and bylaws.	2.40	Diegnan, Richard P. Jr.
9957891 11/11/2004	Review drafts of Purchase Agreement and Registration Rights Agreement (.4); comments on Registration Rights Agreement (.4); calls R. Diegnan (.2); review Merrill Lynch complaint (.3).	1.30	Janson, Thomas C.
9938600 11/12/2004	Consideration of issues with respect to plan supplement (3.2); review of closing checklist (.5); conference call with Skadden re: plan supplement documents (.5); review and revise charter, bylaws and warrant agreement (2.6).	6.80	Diegnan, Richard P. Jr.

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Date	Description	Hours	Name
9957892 11/12/2004	Conference w/R. Diegnan (.2); review and revise documents (1.2); calls (.6).	2.00	Janson, Thomas C.
9938601 11/14/2004	Review of comments with respect to indenture, registration rights and notes purchase agreement.	1.00	Diegnan, Richard P. Jr.
9952832 11/15/2004	Review indenture, registration rights agreement, notes purchase agreement (5.7); conference call with creditor committee (.4).	6.10	Diegnan, Richard P. Jr.
9952837 11/15/2004	OC with R. Diegnan re revising/updating memo re comparison of initial listing requirements for NYSE & NASDAQ (0.1 hr); revised/updated memo (1.8 hr)	1.90	Brough, Jennifer
9957893 11/15/2004	Calls R. Diegnan (.3); review documents (1.6).	1.90	Janson, Thomas C.
9952833 11/16/2004	Review and revise NPA and registration rights.	2.40	Diegnan, Richard P. Jr.
9952838 11/16/2004	Review memo to Committee (1.7 hr); emailed R. Diegnan comments re such review (0.1 hr); OCS with R. Diegnan re the foregoing (0.3 hr)	2.20	Brough, Jennifer
9957887 11/16/2004	Review corporate governance issues.	0.90	Naik, Soham D.
9957894 11/16/2004	Calls re: backstop and Tejas commitment letters (.7); review documents (.8); Committee calls (.5).	2.00	Janson, Thomas C.
9952834 11/17/2004	Call with R. Langdon re: registration rights, note purchase agreement (.5); review of note purchase agreement and registration rights (6.6).	7.10	Diegnan, Richard P. Jr.
9957888 11/17/2004	Communications with Committee, R. Diegnan & J. Katz re: corporate issues (.5); organize committee call re: same (.2).	0.70	Naik, Soham D.
9957895 11/17/2004	Conf. t/c re: Governance issues under charter documents (.2); calls R. Diegnan (.1).	0.30	Janson, Thomas C.

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Date	Description	Hours	Name
9952835 11/18/2004	Conference call with committee re: corp. governance documents (.3); review and revise indenture (4); review and revise bylaws and certificate of incorporation (3.5); call with L. Ruff re: indenture (.3).	8.10	Diegnan, Richard P. Jr.
9952839 11/18/2004	OC with R. Diegnan in preparation for cc (.5); cc with J. Katz, R. Diegnan & others re corporate governance & documents (.3); revised bylaws & certificate of incorporation as per cc (.6).	1.40	Brough, Jennifer
9957896 11/18/2004	Committee conf. t/c re: charter and governance matters (.3); review documents (.3); conf. R. Diegnan (.2); comments to Reg. Rts. agmt (.5); review secured loan documents (.5).	2.80	Janson, Thomas C.
9952836 11/19/2004	Review of plan supplement documents (2.5); call with Willkie re: indenture (.4); call with D. Schall re: commitment letter (.3); review of term sheet, commitment letter, warrant agreement and registration rights agreement (3.2).	6.60	Diegnan, Richard P. Jr.
9957897 11/19/2004	Call D. Schall (.2); calls D. Dunne (.2); review RCN/Shaw commitment letter draft (.2); conf. R Diegnan re: RCN warrant agreement (.2); RCN/Shaw commitment letter and RCN indenture comments (.2); plan supplement matters (.2); finalize comments on commitment letters re: Seneca and Canyon (.1).	1.30	Janson, Thomas C.
9975246 11/29/2004	Call with T. Matz at Skadden re: closing requirements.	0.20	Diegnan, Richard P. Jr.
9975253 11/30/2004	Calls and e-mails re: board arrangements (.4); review draft of offering memo to the Class 5 creditors (.4); work on deal (.2).	1.00	Janson, Thomas C.
9975247 12/1/2004	Review and revise offering circular for second lien notes.	9.30	Diegnan, Richard P. Jr.
9975250 12/1/2004	Researched & reviewed NYSE and NASDAQ "qualitative" (non-fee) listing requirements; started revising memo re listing requirements to include qualitative standards	4.20	Brough, Jennifer

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RCN CORPORATION/CORPORATE MATTERS

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Date	Description	Hours	Name
9975254 12/1/2004	Review and revise offering memo; conf. R. Diegnan re: same; attention to IAI and QIB transfer issues; calls D. Schall; work on deal	3.30	Janson, Thomas C.
9975248 12/2/2004	Review and revise offering circular for second lien notes.	8.30	Diegnan, Richard P. Jr.
9975251 12/2/2004	Worked on memo re qualitative listing standards	3.10	Brough, Jennifer
9975255 12/2/2004	Review revised PPM for the second lien notes offering; conf. R. Diegnan re: same; Conf. D. Sullivan, R. Diegnan and S. Naik re: closing matters and checklist/issues and open items; review and revise draft of Current Report on Form 8-K; calls and e-mails with D. Schall re: same; Call J. Dubel re: Form 8-K; call A. Strauss re: Form 8-K	3.30	Janson, Thomas C.
9980673 12/2/2004	Prepare for (.3) and attend mtg with T. Janson & R. Diegnan re: RCN closing corporate matters (1).	1.30	Naik, Soham D.
9982502 12/2/2004	Review OC, discuss issues with R. Diegnan, p/c with Skadden tax re: same, 305 deemed distribution research, discuss commitment fee issues with T. Janson. 3.5hr.	3.50	Kestenbaum, Russell J.
9975249 12/3/2004	Review and provide comments on offering circular; review financing documents.	3.20	Diegnan, Richard P. Jr.
9975252 12/3/2004	Finished revising memo to include qualitative listing standards; emailed memo to R. Diegnan with comments	10.00	Brough, Jennifer
9975256 12/3/2004	Call A. Strauss; Calls D. Schall; review tax issues re: Tejas and Backstop purchasers; calls Kestenbaum; conf. Diegnan; follow-up matters re; FOrm 8-K	2.00	Janson, Thomas C.
9980671 12/3/2004	Drafting consulting agreement	2.50	Price, Scott D.
9982503 12/3/2004	Review commitment letter. .25hr.	0.30	Kestenbaum, Russell J.
9987502 12/6/2004	Met with Sally Agel to discuss the RCN policy and objectives of our review of the policy.	0.30	Quilizapa, Patriia Janeth

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Date	Description	Hours	Name
9987503 12/6/2004	Reviewed and analyzed RCNs old liability coverage for October 15, 2003 to October 15, 2004.	1.50	Quilizapa, Patriia Janeth
9987507 12/6/2004	Conference call with creditor committee and RCN (1.2); conference call re: indenture (.8); review of D&O coverage (4.8).	6.80	Diegnan, Richard P. Jr.
9987513 12/6/2004	OC with R. Diegnan re listing standards memo (0.1 hr); worked on revising memo generally and to include continuing listing standards (1.7 hr)	1.80	Brough, Jennifer
9992979 12/6/2004	Discussions and e-mail regarding D&O insurance issues and background information; direct P. Quilizapa regarding same.	1.00	Agel, Sally
9992983 12/6/2004	Prepare for and participate in conf. call re: closing checklists with Wilkie, White & Case, Milbank and Skadden teams.	0.40	Naik, Soham D.
10007960 12/6/2004	Conf. T/C re: RCN Closing, etc. (1.2); issues re: D&O insurance and indemnification (.8); Offering circular review re:L mechanics (.3).	2.30	Janson, Thomas C.
9987504 12/7/2004	Drafted memorandum outlining the extent of the coverage provided for under the policy period of October 15, 2003 to October 15, 2004 and other relevant points.	4.50	Quilizapa, Patriia Janeth
9987505 12/7/2004	Reviewed last year's Directors' and Officers' Liability coverage, Outside Directorship Liability Coverage, and Coverage Summary prepared by AON Financial Services Group.	6.00	Quilizapa, Patriia Janeth
9987508 12/7/2004	Drafting of indemnification agreement for officers and directors; review of certificate of incorporations.	7.40	Diegnan, Richard P. Jr.
9987514 12/7/2004	Worked on revising memo generally and to include continuing listing standards	3.10	Brough, Jennifer
9992980 12/7/2004	Direct P. Quilizapa regarding D&O coverage issues.	0.50	Agel, Sally

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Date	Description	Hours	Name
10007961 12/7/2004	T/C's; review e-mails re: proposed terms and revisions (1.5); Calls with Committee (.9); record date issues re: convert offering (.6).	3.00	Janson, Thomas C.
9983631 12/8/2004	Review status of selection of chairman and seventh director (0.3); Review term sheet (0.2); Confs w/ G. Singer & E. Edidin re same (0.3).	0.80	Dunne, Dennis F.
9987506 12/8/2004	Reviewed and made changes to RCN Directors' and Officers' Liability Coverage Memorandum.	0.40	Quilizapa, Patriia Janeth
9987509 12/8/2004	Review of note purchase agreement and registration rights agreement (4.3); consideration of issues with respect to 2nd lien notes (2.0).	6.30	Diegnan, Richard P. Jr.
9987515 12/8/2004	OCs with R. Diegnan re memo (0.3 hr); finished revisions to memo (3 hr)	3.30	Brough, Jennifer
9992981 12/8/2004	Revise P. Quilizapa memorandum regarding D&O liability coverage (3.0); review policy provisions regarding same (2.0); e-mail regarding same (.5).	5.50	Agel, Sally
10007962 12/8/2004	Call T. Schell (.4); calls re: plan for emergence (1.0); board mechanic issues (.3).	1.70	Janson, Thomas C.
9985190 12/9/2004	Revise consulting agreement re D. McCourt (0.5); Review committee comments and incorporate same (0.6).	1.10	Dunne, Dennis F.
9987500 12/9/2004	Drafting McCourt agreement	1.00	Price, Scott D.
9987510 12/9/2004	Review of changes to pledge agreement, guaranty, security agreement for convertible 2nd lien notes (3.2); review of memo re: D&O insurance (1.6); consideration of issues with respect to SOX compliance (1.5); call with Skadden re: Starpower and registration rights agreement (1.8).	8.20	Diegnan, Richard P. Jr.
9992982 12/9/2004	E-mail regarding D&O liability coverage.	0.10	Agel, Sally

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

RCN CORPORATION/CORPORATE MATTERS

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
10007963 12/9/2004	McCourt consulting agreement (.5); retention of auditors and financial experts (.5); calls re: DTC delivery and share certificates (.5).	1.50	Janson, Thomas C.
9987501 12/10/2004	Discussions re Mooney contract	0.50	Price, Scott D.
9987511 12/10/2004	Review of financing documents.	4.00	Diegnan, Richard P. Jr.
10007964 12/10/2004	Calls re: Mooney agreement (1.2); review NTL agreements (1.0); calls re: proration (.4); calls re; offering memo (.6).	3.20	Janson, Thomas C.
9987512 12/11/2004	Consideration of issues with respect to registration rights agreement (.3); new board of directors (.3).	0.60	Diegnan, Richard P. Jr.
9999729 12/13/2004	Review of registration rights agreement.	1.10	Diegnan, Richard P. Jr.
10007953 12/13/2004	Started research for drafting memo re: corporate governance checklist for Nasdaq & SEC rules	1.60	Brough, Jennifer
10007965 12/13/2004	Prepare NDA for J. Mooney (.8); calls re: converts (.4); mechanics for closing (.6); review Starpower closing matters (.8).	2.60	Janson, Thomas C.
10010171 12/13/2004	Drafting employment contract for J. Mooney	3.80	Price, Scott D.
9999730 12/14/2004	Conference call with official committee of unsecured creditors.	5.70	Diegnan, Richard P. Jr.
10007954 12/14/2004	Finished draft memo re: corporate governance checklist for Nasdaq & SEC rules	8.60	Brough, Jennifer
10007966 12/14/2004	Conference call with Committee (1.2); Mooney employment agreement (1.9); Call D. Suddock of Kelley Drye (.6); Calls re: subscription mechanics for the convert offering (1.8); Prepare for closing (1.5).	7.00	Janson, Thomas C.
10010172 12/14/2004	Editing Mooney contract and drafting Aquino contract	2.30	Price, Scott D.
9999731 12/15/2004	Review of warrant agreement (2.4); call with Willkie re: indenture (.4).	2.80	Diegnan, Richard P. Jr.

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Description of Legal Services

RCN CORPORATION/CORPORATE MATTERS

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
10007967 12/15/2004	Calls re: extension of deadline for subscriptions (.4); calls re: offering memo (1.1); call York capital (.4); calls re: Romulus letter; Calls A. Strauss (.9); materials for Board meeting (.6).	4.20	Janson, Thomas C.
9999732 12/16/2004	Review of Starpower agreements (2.0); conference call with Skadden re: closing (1.8); conference call with RCN re: claims (1.2); review of new debt documents (1.1).	6.10	Diegnan, Richard P. Jr.
10007955 12/16/2004	Searched for audit, compensation & executive committee charters (0.8 hr); revised D&O form questionnaire for RCN (0.5 hr)	1.30	Brough, Jennifer
10007968 12/16/2004	Conference call (1.1); call D. Royster (.8); calls re: reserve calculations (1.1); review of closing documents and mechanics (2.0).	5.00	Janson, Thomas C.
10010173 12/16/2004	Editing CEO and Chairman contracts	0.50	Price, Scott D.
10002726 12/17/2004	Conference call with CTA re: reserves (.6); conference call with RCN, CTA re: reserves (1.8); conference call with Skadden re: registration rights and restricted securities and review same (5.4).	7.80	Diegnan, Richard P. Jr.
10007969 12/17/2004	Calls re: issuance mechanics and 5% holders (.6); calls re: Aquino and Mooney agreements (.8); calls re: closing (.2); allocation of converts and funding mechanics (.6); Review draft of 8-K/A (.8); call re: comments on 8-K/A (.2).	3.20	Janson, Thomas C.
10010174 12/17/2004	Circulating employment contracts	0.80	Price, Scott D.
10002727 12/18/2004	Review of warrant agreement changes, 2nd lien indenture.	0.50	Diegnan, Richard P. Jr.
10007956 12/20/2004	Meeting with Rich D. re: preparation for closing (.8). Revising Indemnity Agreement Memo (.5). Generating TOC for board book (.4). Researching bio of J. Mooney (.3).	2.00	Fleischer, Jennifer

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

RCN CORPORATION/CORPORATE MATTERS

June 10, 2004 through December 21, 2004

Date	Description	Hours	Name
10007970 12/20/2004	Finalize agreements for closing (.8); review memo re: reserves (.5); calls re: ERISA indemnity issues (.4); call with Committee (.7); Finalize registration rights agreement (.6); draft memo re: indemnity agreement (.6); review separation agreements for McCourt and Ito (.8); review changes to Mooney agreement (.7); attend pre-closing at Skadden Arps (3.0); prepare for Board meeting (1.2).	9.30	Janson, Thomas C.
10010175 12/20/2004	Editing employment agreements (4.0); disc. re severance agreements (.8).	4.80	Price, Scott D.
10016685 12/20/2004	Review and revise warrant agreement (.8); review of registration rights agreement (1.1); preparation of board resolutions (1.1); preparation of board package (4.0), closing (5.0).	12.00	Diegnan, Richard P. Jr.
10007957 12/21/2004	Assembling board books for tomorrow's meeting (5.2). Updating bio info re J. Mooney (.8). Revising board resolutions (.7). Updating board books as new docs are revised (1.2). Calls with Deb Royster and Rich re board book, tomorrow's meeting, the board resolutions, the agenda (.6). Sending out hard copies of board books (1.5). Drafting email distribution of board books (.2).	10.20	Fleischer, Jennifer
10007971 12/21/2004	T/C's w/parties (.8); prepare for Board meeting (1.1); Review agendas and employment agreement changes (1.1); calls Aquino (.6); Calls Royster (.3); conf. Call re: reserve estimates and mechanics for estimation (1.2); closing of transaction (.8); press release review (.3).	6.20	Janson, Thomas C.
10010176 12/21/2004	Editing contracts; discussions re separation agreements	4.30	Price, Scott D.
10013696 12/21/2004	Prepare distribution of board books.	3.50	Butters, Paul
10016686 12/21/2004	Closing of debt transactions (4.2); review and revise registration rights agreement (1.8); preparation of materials for first board meeting (2.1).	8.10	Diegnan, Richard P. Jr.