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UNITED STATE BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
: RCN CORPORATION, et al., : Case No. 04-13638 (RDD)
: Debtors. : Jointly Administered
: :
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**FIRST SUPPLEMENTAL AFFIDAVIT OF JAY M. GOFFMAN IN SUPPORT
OF DEBTORS' APPLICATION FOR ORDER UNDER 11 U.S.C. §§ 327(a)
AND 329 AND FED. R. BANKR. P. 2014 AND 2016 AUTHORIZING RETEN-
TION OF SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
AS ATTORNEYS FOR THE DEBTORS**

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

JAY M. GOFFMAN, being duly sworn, deposes and says:

1. I am a member of the firm of Skadden, Arps, Slate, Meagher & Flom LLP ("Skadden, Arps" or the "Firm"), which maintains an office, among others, for the practice of law at Four Times Square, New York, New York 10036. I

am admitted, practicing and a member in good standing of the bar of the State of New York and the United States District Court for the Southern District of New York. I am authorized to make this supplemental affidavit on behalf of Skadden, Arps.

2. I submit this supplemental affidavit pursuant to 11 U.S.C. §§ 327 and 329 and Fed. R. Bank. P. 2014 and 2016 in support of the Application for Order Under 11 U.S.C. §§ 327(a) and 329 and Fed. R. Bankr. P. 2014 and 2016 Authorizing Retention of Skadden, Arps, Slate, Meagher & Flom LLP as Attorneys for the Debtors (the "Application"),¹ filed on May 27, 2004 (Docket No. 10, Case No. 04-13637) by the Debtors. Except as otherwise indicated, I have personal knowledge of the matters set forth herein and, if called as a witness, would testify competently thereto.²

3. This supplemental affidavit supplements my previous affidavit (the "Original Affidavit"), executed on June 4, 2004 (Docket No. 19), in support of the Application.

¹ Unless otherwise defined herein, capitalized terms used in this supplemental affidavit shall have the meanings ascribed to them in the Application or Original Affidavit, as applicable.

² Certain of the disclosures herein relate to matters within the knowledge of other attorneys at Skadden, Arps and are based on information provided by them.

BACKGROUND

4. To ensure compliance with the Firm's ongoing disclosure obligations as Debtors' counsel, following the filing of these chapter 11 cases, Skadden, Arps instituted, and is currently engaged in, an extensive further inquiry of the Firm's members, counsel and associates regarding the Debtors' constituencies and the matters contained in the Original Affidavit, including the circulation of a special "disinterestedness" questionnaire to each of the approximately 1,750 members, counsel and associates in the Firm's numerous domestic and international offices.

5. That inquiry has revealed that Skadden, Arps has the following additional connections to the Debtors and/or other parties in interest in these cases, in matters unrelated to the Debtors or these cases.

DISINTERESTEDNESS OF PROFESSIONALS

6. In the Original Affidavit, Skadden, Arps disclosed that no attorney at the Firm is or was a creditor or an insider of the Debtors, except as disclosed therein. See Original Affidavit, ¶ 46. As a result of the inquiry referenced above, Skadden, Arps has discovered that an associate attorney at the Firm owns 100 shares of RCN common stock. Such attorney has requested the physical stock certificate evidencing these 100 shares from his broker, and has made arrangements to promptly divest his entire interest in these 100 shares upon receipt of the stock certificate. This attorney has not been involved with the Firm's representation of the

Debtors, and will not partake in any discussion, access any documents or files, or otherwise be involved in any way with the Debtors or these cases.

7. In the Original Affidavit, Skadden, Arps disclosed that no attorney at the Firm is related to any United States District Judge or United States Bankruptcy Judge for the Southern District of New York other than Adlai S. Hardin III, an associate at the Firm, who is the son of Judge Adlai Hardin. See Original Affidavit, ¶ 52. As a result of the inquiry referenced above, Skadden, Arps has discovered that Charisse M. Lee, an associate at the Firm's San Francisco office, is the daughter-in-law of Judge Kevin T. Duffy of the Federal District Court for the Southern District of New York.

8. In the Original Affidavit, Skadden, Arps disclosed that it does not represent and has not represented any party to the Senior Credit Facility except as disclosed therein. See Original Affidavit, ¶ 11. As a result of the inquiry referenced above, Skadden, Arps has discovered that: (i) Helene L. Kaplan, of counsel at Skadden, Arps, is a director of MetLife, Inc., the parent of Metropolitan Life Insurance Company, a Senior Lender; (ii) David Nagler, a partner at Skadden, Arps, is the son of Stewart G. Nagler, a vice-chairman of the board of directors of Metropolitan Life Insurance Company, a Senior Lender; (iii) Scott Winter, an associate at Skadden, Arps, is the son of Karen Winter, a managing director at Bear Stearns & Co., Inc., a Senior Lender; (iv) Curtis H. Barnette, of counsel at Skadden, Arps, is a

director of Metropolitan Life Insurance Company, a Senior Lender; and (v) Patrick J. Nash, an associate at Skadden, Arps, is the son of Patrick J. Nash, a managing director at JP Morgan Chase Bank, a Senior Lender and the Agent under the Senior Credit Agreement.

9. In the Original Affidavit, Skadden, Arps disclosed that it does not represent and has not represented any Noteholder, except as disclosed therein. See Original Affidavit, ¶ 24. As a result of the inquiry referenced above, Skadden, Arps has discovered that Katherine Bristol, a partner at Skadden, Arps, is the spouse of William W. Priest, a former executive officer of, and currently a director at several mutual funds managed by, Credit Suisse Asset Management, a Noteholder.

10. In the Original Affidavit, Skadden, Arps disclosed that it does not represent and has not represented any Material Contract Parties, except as disclosed therein. See Original Affidavit, ¶ 35. As a result of the inquiry referenced above, Skadden, Arps has discovered that Elizabeth McGinn, an associate at Skadden, Arps, is the spouse of Michael Robichaud, the Senior Director of Sports and Entertainment Marketing at Nextel, a Material Contract Party.

11. In the Original Affidavit, Skadden, Arps disclosed that it does not represent and has not represented any of the restructuring advisors except as disclosed therein. See Original Affidavit, ¶ 39. As a result of the inquiry referenced above, Skadden, Arps has discovered that: (i) Adlai S. Hardin III, an associate at

Skadden, Arps, is the spouse of a partner at Milbank, Tweed, Hadley & McCloy LLP, counsel to the Debtors' official committee of unsecured creditors; (ii) Alesia Ranney-Marinelli, a partner at Skadden, Arps, is the spouse of an of counsel at Simpson Thacher & Bartlett LLP ("Simpson Thacher"), counsel to the Senior Lenders; (iii) David Ingles, an associate at Skadden, Arps, is the spouse of an associate at Simpson Thacher; and (iv) Stephanie Fleischman, an associate at Skadden, Arps, is a former Simpson Thacher associate.

12. None of the aforementioned Skadden, Arps attorneys have been involved with the Firm's representation of the Debtors during the past two years, except that Mr. Nagler and Ms. Ranney-Marinelli each billed less than two hours to the Debtors in 2004, and none of these individuals will partake in any discussion, access any documents or files, or otherwise be involved in any way with the Debtors or these cases. Skadden, Arps believes that the aforementioned connections, which are wholly unrelated to the Debtors or these chapter 11 cases, have not and will not affect the Firm's representation of the Debtors in these cases.

13. In the Original Affidavit, Skadden, Arps disclosed that it does not represent and has not represented any party to the Senior Credit Facility except as disclosed therein. See Original Affidavit, ¶ 11. As a result of the inquiry referenced above, Skadden, Arps has discovered that the Firm has represented and continues to represent Morgan Stanley D.W. Inc. ("MSDW") in its capacity as the subtenant of

real property that it is subleasing from RCN Telecom Services, Inc., a Non-Debtor Affiliate. On information and belief, MSDW is an affiliate of Morgan Stanley Senior Funding, Inc., a Senior Lender and the Documentation Agent under the Senior Credit Agreement. Prior to accepting the engagement as counsel to MSDW for purposes of its sublease with RCN Telecom Services, Inc., Skadden, Arps obtained RCN's consent to such representation. Skadden, Arps believes that such representation, which is wholly unrelated to these chapter 11 cases, has not and will not affect the Firm's representation of the Debtors in these cases.

ADDITIONAL DISCLOSURE

14. Skadden, Arps will promptly file further supplemental affidavits should the results of its ongoing inquiry or any further inquiries reveal material facts not previously disclosed.

/s/ Jay M. Goffman
Jay M. Goffman
Skadden, Arps, Slate, Meagher & Flom LLP

Sworn and subscribed
before me this 20th day
of August, 2004

/s/ Mark Sullivan
Notary Public