

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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:
In re :
: Chapter 11
RCN CORPORATION, et al., :
: Case No. 04-13638
Debtors. :
: (Jointly Administered)
:
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**AFFIDAVIT OF JANE SULLIVAN IN SUPPORT
OF DEBTORS' APPLICATION FOR ORDER UNDER 28 U.S.C. § 156(c)
AND FED. R. BANKR. P. 2002 AUTHORIZING RETENTION OF
FINANCIAL BALLOTING GROUP LLC AS NOTICING, VOTING,
AND INFORMATION AGENT FOR THE DEBTORS**

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

Jane Sullivan, being duly sworn, deposes and says:

1. I am the Executive Director of Financial Balloting Group LLC ("FBG"). I submit this affidavit in support of the Debtors' Application For Order Under 28 U.S.C. § 156(c) And Fed. R. Bankr. P. 2002 Authorizing Retention Of FBG As Noticing, Voting, And Information Agent For The Debtors (the "Application").¹

¹ Unless otherwise defined herein, capitalized terms used herein shall have the meanings ascribed to them in the Application.

2. 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

SERVICES TO BE RENDERED

3. Pursuant to the agreement attached hereto as Exhibit A (the "FBG Agreement"), FBG proposes to render the following services as Solicitation Agent to the Debtors:

- (a) provide advice to the Debtors and their counsel regarding all aspects of the plan vote, including timing issues, voting and tabulation procedures, and documents needed for the vote;
- (b) review the voting portions of the Disclosure Statement and ballots, particularly as they may relate to beneficial owners holding securities in "street name";
- (c) work with the Debtors to request appropriate information from the trustee(s) of the Senior Notes, the transfer agents(s) of the Common Stock, and The Depository Trust Company;
- (d) mail voting and non-voting documents to the registered record holders of the Senior Notes, Common Stock, and, if requested, other parties entitled to receive notice;
- (e) coordinate the distribution of voting documents to "street name" holders of Senior Notes by forwarding the appropriate documents to the banks and brokerage firms holding the securities (or their agent), who in turn will forward said documents to beneficial owners for voting;

² Certain of the disclosures herein relate to matters within the knowledge of other employees at FBG and are based on information provided by them.

- (f) coordinate the distribution of non-voting documents to "street name" holders of Common Stock by forwarding the appropriate documents to the banks and brokerage firms holding the securities (or their agent), who in turn will forward said documents to beneficial owners;
- (g) distribute copies of the master ballots to the appropriate nominees so that firms may cast votes on behalf of beneficial owners;
- (h) prepare a certificate of service for filing with the court;
- (i) handle requests for documents from parties in interest, including brokerage firm and bank back offices and institutional holders;
- (j) respond to telephone inquiries from holders regarding the disclosure statement and the voting procedures;³
- (k) if requested to do so, make telephone calls to confirm receipt of plan documents and respond to questions about the voting procedures;
- (l) if requested to do so, assist with any necessary efforts to identify beneficial owners of the Senior Notes and the Common Stock;
- (m) receive and examine all ballots and master ballots cast by creditors and security holders. FBG will date- and time-stamp the originals of all such ballots and master ballots upon receipt;

³ FBG has informed the Debtors that it will restrict its answers to the information contained in the plan documents and will seek assistance from the Debtors or their counsel on any questions that fall outside of the plan documents.

- (n) tabulate all ballots and master ballots received prior to the voting deadline in accordance with established procedures, and prepare a vote certification for filing with the court; and
- (o) undertake such other duties as may be agreed upon by the Debtors and FBG.

FBG'S QUALIFICATIONS

4. FBG was formed by the key members of Innisfree's bankruptcy specialty practice to provide the same services described herein. As a result of Innisfree's bankruptcy professionals having moved to FBG, FBG now has the same expertise in these areas. FBG's principals and employees have significant experience providing counsel to large, publicly-traded companies, including debtors-in-possession, in matters relating to communications with, and notices to, security holders, assistance with plan solicitations, and the tabulation of ballots with respect to chapter 11 plans. Further, I will head up the engagement for FBG. I have provided counsel in numerous chapter 11 cases, including, among others, In re NTL Inc., Case No. 02-41316 (ALG) (Bankr. S.D.N.Y. May 13, 2002); In re Rhythms NetConnections Inc., Case No. 01-14283 through 01-14287 (BRL) (Bankr. S.D.N.Y. Aug. 23, 2001); and In re Globix Corp., Case No. 02-10647 (PJW) (Bankr. D. Del. Mar. 6, 2002). Accordingly, I believe that FBG is well qualified to act as Solicitation Agent in this matter.

DISINTERESTEDNESS

5. To the best of my knowledge, except as noted in the list attached hereto as Exhibit B, neither FBG nor any employee thereof has any connection with the Debtors, their creditors, any other party in interest herein or their respective attorneys and accountants, the United States Trustee for the Southern District of New York, or any person employed in the office of the United States Trustee. To the best of my knowledge, neither FBG nor any employee thereof represents any interest adverse to the Debtors' estates with respect to any matter upon which FBG is to be engaged.⁴

6. Nevertheless, it is possible that employees of FBG may have had business associations with certain creditors or other parties in interest in the Debtors' cases, but such associations were (or are) in no way connected with FBG's representation of the Debtors.⁵

5. As compensation for its services, FBG will charge the rates set forth in the FBG Agreement. These rates are at least as favorable as those charged by FBG to other chapter 11 debtors for similar services.

⁴ Should FBG discover any adverse interest, it will inform this Court by supplemental disclosure.

⁵ For example, employees of FBG may now have, or may have had in the past, banking, investment, trust or other customer relationships with certain creditors or other parties in interest.

7. FBG has no agreement with any other person or entity prohibited by section 504 of the Bankruptcy Code to share with such person or entity any compensation received or to be received by FBG or any other person in connection with these cases.

8. FBG will comply with all requests of the Clerk of the Court and follow the guidelines promulgated by the Judicial Conference of the United States for the implementation of 28 U.S.C. § 156(c).

Dated: New York, New York
August 23, 2004

/s/ Jane Sullivan
JANE SULLIVAN
Executive Director
Financial Balloting Group

Sworn to and subscribed
before me this 23rd day
of August 2004

/s/ Tirzah Gordon
Notary Public

EXHIBIT A

EXHIBIT B