

submit this affidavit and statement 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"), filed contemporaneously herewith by the Debtors.¹ 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

QUALIFICATION OF PROFESSIONALS

2. Beginning in October 2003, Skadden, Arps was retained to assist the Debtors in their present restructuring efforts by, among other things, advising the Debtors regarding restructuring matters in general and preparing for the potential commencement and prosecution of chapter 11 cases for the Debtors. Prior to the commencement of these chapter 11 cases, and in anticipation thereof, the Debtors entered into an engagement agreement with Skadden, Arps, dated as of October 7, 2003 (the "Engagement Agreement"), a copy of which is annexed hereto as Exhibit A.

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

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.

3. Skadden, Arps believes it has assembled a highly qualified team of attorneys to provide services to the Debtors during their reorganization efforts. I am a member of the Firm's corporate restructuring department and will coordinate the Firm's representation of the Debtors in these chapter 11 cases. I have over 20 years of experience in reorganization cases representing major corporations, financial institutions, creditor committees, bank groups, bondholders, equity holders, investment funds and investors in various business ventures, transactions, investments and restructurings related to troubled company situations – including chapter 11 cases, out-of-court workouts, exchange offers, tender offers and prepackaged restructurings and acquisitions – throughout the United States and the world. My recent experience includes lead debtor representations in large prepackaged, prearranged and traditional chapter 11 cases, including In re NTL, Inc., In re Globix Corp., In re SGPA, Inc. (Grove Worldwide LLC), In re Memorex-Telex, Inc. (I and II), In re Little Rock Groceries, Inc. (Harvest Foods), In re Eagle Food Centers, Inc., In re The Singer Company N.V., In re GWI, Inc. (Speciality Foods), and In re O&Y Financo and large successful out of court restructurings and/or refinancings, including America West Airlines, Evergreen Aviation, CoreComm Communications, Inc. and Offshore Logistics. I have also represented numerous lenders, potential investors and committees in large chapter 11 cases including In re XO Corporation, In re Bridge Information Systems, In re Focal Communications Corp., In re AmeriServe Food

Distribution, Inc., In re Global Crossing, Inc., In re Cable & Wireless, Inc., and In re Pocket Communications, Inc. Earlier in my career, I participated as Debtor's counsel in large chapter 11 cases including Texaco Inc., Eastern Airlines, Drexel, Burnham & Lambert and Saxon Industries and as creditors or lenders counsel in large chapter 11 cases including Sunbeam Corporation, Sharon Steel Group and Atlantic Computer Systems.

4. Skadden, Arps is familiar with the Debtors' capital structure, financing documents and other material agreements. Additionally, Skadden, Arps is familiar with the Debtors' business affairs and many of the potential legal issues that may arise in the context of these chapter 11 cases. Skadden, Arps has also assisted the Debtors in the preparation of these chapter 11 cases, including the drafting of the first-day motions and other documents and pleadings.

SERVICES TO BE RENDERED

5. The Debtors have requested that Skadden, Arps render the following services in connection with these chapter 11 cases:

- (a) advise the Debtors with respect to corporate transactions and corporate governance;
- (b) advise the Debtors with respect to their powers and duties as debtors-in-possession in the continued management and operation of their businesses and properties;
- (c) negotiate and review appropriate documents, and prepare any agreements with creditors, equity holders and investors;

- (d) review and prepare pleadings, make court appearances and take such other actions as are deemed necessary and desirable;
- (e) advise and consult on the conduct of the cases, including all of the legal and administrative requirements of operating in chapter 11;
- (f) initiate, prosecute and/or defend litigation that may arise during the course of the cases, as to which there is no disqualifying conflict;
- (g) negotiate and prepare on the Debtors' behalf a plan of reorganization, disclosure statement and all related agreements and/or documents and take any necessary action on behalf of the Debtors to obtain confirmation and consummation of such plan; and
- (h) perform all other necessary legal services and provide all other necessary legal advice to the Debtors in connection with these chapter 11 cases.

6. Subject to the Court's approval of the Application, Skadden, Arps has indicated a willingness to serve as the Debtors' counsel and to perform the services described above.

DISINTERESTEDNESS OF PROFESSIONALS

7. Except as otherwise set forth herein, and to the best of my knowledge, the members, counsel and associates of Skadden, Arps (i) do not have any connection with the Debtors, their non-debtors affiliates, creditors, or any other party in interest, or their respective attorneys and accountants, or the United States Trustee for the Southern District of New York or any person employed in the office of the same; (ii) are "disinterested persons," as that term is defined in Bankruptcy

Code section 101(14), as modified by Bankruptcy Code section 1107(b); and (iii) do not hold or represent any interest adverse to the Debtors' estates.

8. Skadden, Arps does not and has not represented any entity, other than the Debtors (and their non-debtor affiliates) in matters related to these chapter 11 cases. Skadden, Arps has represented, currently represents and in the future likely will represent certain creditors of the Debtors, their non-debtor affiliates and other parties in interest in matters unrelated to the Debtors and these chapter 11 cases.

9. Prior to the commencement of these chapter 11 cases, Skadden, Arps conducted a "conflicts check" with respect to the Debtors, their non-debtor affiliates, and entities that have the following relationships to the Debtors and their non-debtor affiliates: (a) the Senior Lenders (as of April 28, 2004); (b) the lenders under the Junior Credit Facility; (c) the indenture trustee and major identified holders (as of March 19, 2004) of their publicly traded notes; (d) the record holders (as of April 30, 2004) of at least a five percent (5%) voting equity interest in their common stock; (e) holders of their preferred stock, (f) their officers and directors; (g) their accountants, financial advisors, investment bankers and underwriters; (h) their insurance carriers; (i) parties to their material contracts; (j) landlords under their material lease agreements; (k) the Debtors' bankruptcy professionals; (l) their restructuring advisors; and (m) their non-bankruptcy professionals. That review has

revealed that Skadden, Arps currently represents, or has represented the following entities on matters unrelated (except as otherwise noted) to the Debtors and these chapter 11 cases:³

10. The Debtors and the Non-Debtor Affiliates. Skadden, Arps has represented the Debtors and their non-debtor affiliates on various matters since September 1997. These various matters include advice in connection with general corporate matters, investments, tax, litigation advice, securities, debt offerings, real estate and mergers and acquisitions. Prior to September 1997, Skadden, Arps represented Commonwealth Telephone Enterprises, Inc. ("Commonwealth Telephone"), the former parent of RCN, in connection with its spinoff of RCN. To the best of my knowledge, Skadden, Arps has not represented the Debtors or their non-debtor affiliates except as disclosed above. However, Skadden, Arps will continue to review its records with respect to such entities, and shall promptly notify the Court by a supplemental disclosure if it discovers any such past or current representation.

³ Skadden, Arps has instituted and is carrying on further inquiries of its attorneys with respect to the matters contained herein, including the circulation of a special "disinterestedness" questionnaire to each of the more than 1,750 attorneys in the Firm's domestic and international offices regarding their connections, if any, with the Debtors, their non-debtor affiliates, their officers and directors, unsecured creditors, 5% or larger stockholders, attorneys, investment bankers, accountants and certain other parties in interest. Skadden, Arps will review the responses to these questionnaires, and will promptly advise the Court and file supplemental disclosures if any additional relevant information comes to its attention.

11. Senior Lenders. The Debtors have identified the Senior Lenders, as of April 28, 2004, under the Senior Credit Facility. Skadden, Arps has represented, and continues to represent, the Senior Lenders (or their affiliates) and other parties to the Senior Credit Facility as set forth in the attached Exhibit B. To the best of my knowledge, Skadden, Arps does not and has not represented any of the Senior Lenders or parties to the Senior Credit Facility except as disclosed in Exhibit B. However, Skadden, Arps will continue to review its records with respect to its relationships with such entities (including any entities which may have become Senior Lenders subsequent to April 28, 2004), and shall promptly notify the Court by a supplemental disclosure if it discovers any such past or existing representation.

12. Additionally, Skadden, Arps borrowed funds from The Chase Manhattan Bank (now known as JPMorgan Chase Bank) under a facility under which JPMorgan Chase Bank is the administrative agent and Chase Securities (now known as JPMorgan Securities Inc.) acted as arranger, to finance certain capital improvements at Skadden, Arps' office space at Four Times Square, New York. The amount currently outstanding under that facility is approximately \$27 million. Citibank, N.A. is also a lender under that financing arrangement.

13. Margaret Wolff, a partner at Skadden, Arps, is married to Charles O. Prince, the Chief Executive Officer of Citigroup, Inc., on information and belief an affiliate of Senior Lenders SIL Loan Funding LLC and Citigroup Invest-

ments Corporate Loan Fund Inc. Ms. Wolff will not partake in any discussion, access any documents or files, work on any matters related to, or otherwise be involved in any with the Debtors or these cases.

14. Charles O. Prince IV, an associate attorney at Skadden, Arps, is the son of Charles O. Prince, the Chief Executive Officer of Citigroup, Inc., on information and belief an affiliate of Senior Lenders SIL Loan Funding LLC and Citigroup Investments Corporate Loan Fund Inc. Charles O. Prince IV will not partake in any discussion, access any documents or files, work on any matters related to, or otherwise be involved in any with the Debtors or these cases.

15. Structured Financings. Skadden represents JPMorgan Chase Bank and certain of its affiliates (collectively, "JPMC") on a number of matters unrelated to these cases. One such matter is the representation of JPMC in connection with various swap transactions between JPMC and certain Delaware Statutory Trusts (the "Trusts") and related swap transactions between JPMC and MOAT Funding LLC ("MOAT Funding"). MOAT Funding has a number of subsidiaries (the "Hedge Entities"), each of which is a special purpose entity that holds a diversified portfolio of loans (the "Reference Loans"). Several of the Hedge Entities may have in their respective portfolios, among other debt obligations from hundreds of other companies, portions of the outstanding loans under the Senior Credit Facility. JPMC serves as administrator of MOAT Funding and of the Hedge Entities and in a

number of other capacities relating to MOAT Funding's financing activities, including acting as placement agent for MOAT Funding's debt, providing credit enhancement (in the form of a swap agreement) and backup liquidity support for MOAT Funding's debt, and serving as collateral agent on behalf of various secured parties (which include JPMC). The secured parties are secured by collateral consisting primarily of (i) a pledge of the Reference Loans; and (ii) payments under the swap agreement between JPMC and MOAT Funding. JPMC also serves as trustee and fiscal agent to a number of the Trusts.

16. In addition, Skadden, Arps represents JPMC in various capacities, including structuring agent and placement agent, in connection with certain completed and proposed financings in each of which a new special purpose entity (each, an "SPE") will issue debt securities to acquire the assets of a specified Hedge Entity. The debt securities issued by the SPEs will be secured by collateral consisting, in substantial part, of the Reference Loans. JPMC also may serve as trustee of the SPEs.

17. Skadden, Arps' representation of JPMC with respect to these structured financings includes advice regarding the interpretation of the organizational and financing documents of the Trusts, MOAT Funding, and the Hedge Entities (the "Transaction Documents") and JPMC's rights and obligations thereunder, assistance to JPMC in structuring and preparing financing documents for the

SPEs (the "Structured Transactions"), and in acting as placement agent for the debt obligations of MOAT Funding and the SPEs. While the engagement may involve review of the underlying Reference Loans for certain purposes in connection with the Transaction Documents and the Structured Transactions, the engagement does not ordinarily extend to advice regarding credit decisions in respect of or creditors' rights under such Reference Loans. Skadden, Arps has not advised or represented and will not advise or represent JPMC, or any of the Trusts, SPEs, or Hedge Entities with respect to any rights, remedies, or courses of action in connection with these chapter 11 cases.

18. Certain of the Debtors and the Non-Debtor affiliates are borrowers under a Commercial Term Loan and Credit Agreement, dated as of June 6, 2003, among RCN, Evergreen Investment Management Company, LLC and the other lenders party thereto (collectively, the "Junior Lenders"), and HSBC Bank USA, as agent. HSBC Bank USA is a client of Skadden, Arps on matters unrelated to the Debtors. Further, on information and belief, HSBC Bank USA is an affiliate of HSBC Equator (USA) Incorporated, HSBC Bank PLC, HSBC Securities (Canada) Inc. and HSBC-CCF, each a client of Skadden, Arps on matters unrelated to the Debtors, and of HSBC James Capel Canada Inc. and The Hong Kong and Shanghai Banking Corp., each a former client of Skadden, Arps on matters unrelated to the Debtors.

19. To the best of my knowledge, Skadden, Arps does not represent and has not represented any of the Junior Lenders (or their affiliates) or HSBC Bank USA (or its affiliates) except as disclosed above. However, Skadden, Arps will continue to review its records with respect to its relationships with such entities and shall promptly notify the Court by a supplemental disclosure if it discovers any such past or current representation.

20. Proposed Exit Financing. Prior to the Petition Date, the Debtors executed a commitment letter with Deutsche Bank AG Cayman Islands Branch ("Deutsche Bank Cayman") and Deutsche Bank Securities Inc. ("Deutsche Securities") pursuant to which Deutsche Bank Cayman has committed, subject to court approval, to provide 100% of the exit facility in accordance with the terms of the commitment letter. Additionally, Deutsche Bank Cayman will act as administrative agent for the proposed exit facility. Deutsche Securities is a client of Skadden, Arps on matters unrelated to the Debtors. Deutsche Bank Cayman is not, and has never been, a client of Skadden, Arps. On information and belief, Deutsche Bank Cayman and Deutsche Securities are affiliates of Deutsche Bank AG, Bankers Trust Company, Deutsche Asset Management, and BT Commercial Corporation, each a client of Skadden, Arps on matters unrelated to the Debtors, and of Deutsche Morgan Grenfell, Deutsche Bank Alex Brown, Deutsche Bank Alex.Brown, and Bankers Trust A.G., each a former client of Skadden, Arps on matters unrelated to the

Debtors. To the best of my knowledge, Skadden, Arps does not represent and has not represented Deutsche Bank Cayman or Deutsche Securities, except as disclosed above. Skadden, Arps will continue, however, to review its records with respect to Deutsche Bank Cayman and Deutsche Securities and shall promptly notify the Court by a supplemental disclosure if it discovers any additional connections not set forth herein.

21. Senior Notes - Indenture Trustee and Noteholders. Prior to the Petition Date, RCN issued the following notes (collectively, the "Senior Notes"):

- (i) 10% Senior Notes due October 15, 2005, issued under the indenture dated October 17, 1997, as amended;
- (ii) 11% Senior Discount Notes due July 1, 2008 issued under the indenture dated June 24, 1998, as amended;
- (iii) 10.125% Senior Notes due January 15, 2010, issued under the indenture dated December 22, 1999;
- (iv) 11.125% Senior Discount Notes due October 15, 2007, issued under the indenture dated October 17, 1997, as amended; and
- (v) 9.8% Senior Discount Notes due February 15, 2008, issued under the indenture dated February 6, 1998, as amended.

The indenture trustee under the indentures for each of the Senior Notes is HSBC Bank USA (the "Indenture Trustee").

22. As described above, the Indenture Trustee is a client of Skadden, Arps on matters unrelated to the Debtors and, on information and belief, is an affiliate of HSBC Equator (USA) Incorporated, HSBC Bank PLC, HSBC Securi-

ties (Canada) Inc. and HSBC-CCF, each a client of Skadden, Arps on matters unrelated to the Debtors, and of HSBC James Capel Canada Inc. and The Hong Kong and Shanghai Banking Corp., each a former client of Skadden, Arps on matters unrelated to the Debtors. To the best of my knowledge, Skadden, Arps does not represent and has not represented the Indenture Trustee, except as disclosed above. However, Skadden, Arps will continue to review its records with respect to the Indenture Trustee and shall promptly notify the Court by a supplemental disclosure if it discovers any such past or existing representation.

23. The Debtors have identified the holders of at least 3% of any of the Senior Notes as of March 19, 2004 (the "Noteholders"). Skadden, Arps has represented, and continues to represent, certain Noteholders (or their affiliates) as set forth in the attached Exhibit C, on matters unrelated to the Debtors.

24. To the best of my knowledge, Skadden, Arps does not represent and has not represented any of the Noteholders, except as disclosed in Exhibit C. However, Skadden, Arps will continue to review its records with respect to its relationships with the Noteholders (including any entities which may have become custodial or beneficial holders of the Senior Notes subsequent to March 19, 2004) and shall promptly notify the Court by a supplemental disclosure if it discovers any such past or existing representation.

25. Debtors' 5% Equity Holders. Vulcan Ventures Incorporated ("Vulcan") is the holder of 82.9% of RCN's Series B 7% Senior Convertible Preferred Stock (the "Series B Preferred Stock"), which shares of Series B Preferred Stock are convertible into shares of Class A Common Stock of RCN (the "Common Stock")⁴ in an amount that would exceed 5% of the total outstanding shares of Common Stock. Vulcan is an affiliate of Vulcan Inc., a client of Skadden, Arps on matters unrelated to the Debtors. Level 3 Communications, Inc. ("Level 3") is a client of Skadden, Arps on matters unrelated to the Debtors, and holds approximately 26.4% of RCN's outstanding Class A Common Stock (the "Common Stock") through its indirect, wholly-owned subsidiary, Level 3 Delaware Holdings, Inc. Walter Scott, Jr. indirectly holds approximately 7.6% of the outstanding Common Stock, and is Chairman of, and holds a 7.7% equity interest in, Level 3, a client of Skadden, Arps on matters unrelated to the Debtors. Mr. Scott is also a director and 53.87% equity holder of MidAmerican Energy Holdings Company, an outside director for each of Burlington Resources Inc. and Commonwealth Telephone, and a director of Peter Kiewit Sons', Inc., each a client of Skadden, Arps on matters unrelated to the Debtors. Mr. Scott is also an outside director for Berkshire Hathaway, Inc. which, on information and belief, is an affiliate of certain clients of Skadden, Arps on matters unrelated to the Debtors. Mr. Scott is also an outside director of Kiewit Materials

⁴ Shares of Series B Preferred Stock may also be converted, at the election of the holder, into shares of nonvoting Class B Common Stock.

Company, a former client of Skadden, Arps on matters unrelated to the Debtors. To the best of my knowledge, Skadden, Arps does not represent and has not represented any of the ultimate holders (as of April 30, 2004), or their affiliates, of more than five percent (5%) of the voting common equity interests in any of the Debtors, except as specifically disclosed above. However, Skadden, Arps will continue to review its records with respect to such entities, and shall promptly notify the Court by a supplemental disclosure if it discovers any such past or current representation.

26. Preferred Stockholders. As of March 31, 2004, Hicks, Muse, Tate and Furst Live Wire Investors, LLC ("Hicks Muse"), through its affiliate HM4 RCN Partners, held all 353,289 outstanding shares of RCN's Series A 7% Senior Convertible Preferred Stock. Hicks Muse owns 14% of Globix Corp., a former client of Skadden, Arps on matters unrelated to the Debtors. As of March 31, 2004, there were 1,473,582 outstanding shares of Series B Preferred Stock, with 1,222,250 shares held by Vulcan and 251,332 shares held by Wells Fargo & Company ("Wells Fargo"). Wells Fargo is a client of Skadden, Arps on matters unrelated to the Debtors and, on information and belief, is an affiliate of Wells Fargo Home Mortgage, Inc., Wells Fargo Financial, Inc., William Siart, and Peregrine Capital Management, L.P., each a client or former client of Skadden, Arps on matters unrelated to the Debtors.

27. To the best of my knowledge, Skadden, Arps does not represent and has not represented Hicks Muse, HM4 RCN Partners, Vulcan or Wells Fargo except as disclosed above. However, Skadden, Arps will continue to review its records with respect to such entities, and shall promptly notify the Court by a supplemental disclosure if it discovers any such past or current representation.

28. Debtors' Officers and Directors: Skadden, Arps represented David C. McCourt, Chief Executive Officer and Chairman of the Board of Directors of RCN, in the sale, in February 2002, of his equity interest in Level 3 Telecom Holdings, Inc., which at the time held and continues to hold, a significant percentage of RCN's outstanding Common Stock. Skadden, Arps has also represented Mr. McCourt in connection with his "hedge" agreements with Merrill Lynch relating to his portfolio stock position in WorldCom, Inc., and currently represents Mr. McCourt with respect to certain preliminary estate planning matters. Peter Brodsky, an outside director of the Debtors, is also an outside director of Globix Corporation, a former client of Skadden, Arps on matters unrelated to the Debtors. Richard R. Jaros, an outside director of the Debtors, is also a director of MidAmerican Energy Holdings Company, a client of Skadden, Arps on matters unrelated to the Debtors. As stated above, Walter Scott, Jr. is a director and 53.87% equity holder of MidAmerican Energy Holdings Company, and an outside director for each of Burlington Resources Inc. and Commonwealth Telephone, and a director of Peter Kiewit Sons', Inc., each a

client of Skadden, Arps on matters unrelated to the Debtors. Mr. Scott is also an outside director for Berkshire Hathaway, Inc. which, on information and belief, is an affiliate of certain clients of Skadden, Arps on matters unrelated to the Debtors. Mr. Scott is also an outside director of Kiewit Materials Company, a former client of Skadden, Arps on matters unrelated to the Debtors.

29. Certain of the Debtors' officers and directors also have connections, as described more fully below, with Commonwealth Telephone, Level 3, Peter Kiewit Sons', Inc. ("Peter Kiewit") and MFS Communications, Inc. ("MFS"). Commonwealth Telephone, Level 3 and Peter Kiewit are clients of Skadden, Arps on matters unrelated to the Debtors. Skadden, Arps also represented Commonwealth Telephone, the former parent of RCN, in its spinoff of RCN in 1997. MFS is a former client of Skadden, Arps on matters unrelated to the Debtors. The Debtors' officers and directors have the following connections to Commonwealth Telephone, Level 3, Peter Kiewit and MFS: (i) James Q. Crowe is an outside director of the Debtors, an outside director of Commonwealth Telephone and Peter Kiewit, Chief Executive Officer and a director of Level 3, and former Chief Executive Officer and Chairman of the Board of Directors of MFS; (ii) Eugene Roth is an outside director of the Debtors and an outside director of Commonwealth Telephone; (iii) Michael A. Adams is a former director and Chief Strategy Officer of the Debtors and a former outside director of Commonwealth Telephone; (iv) Michael B. Yanney is an outside

director of the Debtors and an outside director of Level 3; (v) Richard R. Jaros is an outside director of the Debtors, an outside director of Level 3 and Commonwealth Telephone, and former Chief Financial Officer and Executive Vice President of Peter Kiewit; (vi) David C. McCourt is the Chief Executive Officer and Chairman of the Board of directors of RCN, a director of Level 3, the former Chairman of the Board of Directors of Commonwealth Telephone, and a former director of MFS; (vii) Douglas Bradbury is a former Executive Vice President of RCN and former Vice Chairman and Chief Financial Officer of Level 3; and (viii) Walter Scott, Jr. is an outside director of the Debtors, an outside director of Commonwealth Telephone, Chairman of the Board of Directors of Level 3 and a director of Peter Kiewit.

30. Except as disclosed herein, to the best of my knowledge, Skadden, Arps does not represent and has not represented any of the officers, directors, or senior management of any of the Debtors or their non-debtor affiliates. However, Skadden, Arps will continue to review its records with respect to such persons, and shall promptly notify the Court by a supplemental disclosure if it discovers any such past or current representation.

31. Accountants, Financial Advisors, Investment Bankers and Underwriters. Skadden, Arps has been advised that, during the three years prior to the commencement of these chapter 11 cases, the Debtors and their non-debtor affiliates retained PricewaterhouseCoopers, LLP ("PwC") as their auditors, and

retained various firms to provide investment banking and underwriting services, including Allen & Co., Communications Equity Associates, Greenbridge Partners, Greenhill & Co., and Paragon Capital Partners. Prior to the Petition Date, the Debtors also retained The Blackstone Group and Merrill, Lynch Pierce Fenner & Smith ("Merrill Lynch") to provide financial advisory services in connection with a possible restructuring of their indebtedness. Skadden, Arps has represented and continues to represent PwC, Allen & Co., and Greenhill & Co. on matters unrelated to the Debtors. Skadden, Arps has represented and continues to represent The Blackstone Group and Merrill Lynch (and their affiliates) on matters unrelated to the Debtors.

32. To the best of my knowledge, except as disclosed above, Skadden, Arps does not represent and has not represented any accountants, financial advisors, investment bankers or underwriters retained by the Debtors or their non-debtor affiliates during the three years prior to the commencement of these cases. However, Skadden, Arps will continue to review its records with respect to its relationships with such parties and shall promptly notify the Court by a supplemental disclosure if it discovers any such past or current representation.

33. Insurance Carriers. The Debtors and their non-debtor affiliates maintain insurance through multiple carriers (collectively, the "Insurers"), including FBO Liberty Mutual Insurance ("Liberty"), Kemper Insurance, a/k/a Lumbermens

Mutual Insurance Company ("Lumbermens"), Seabury and Smith, Connecticut General Life Insurance Company ("Connecticut Life"), St. Paul Fire and Marine ("St. Paul") and XL Specialty Insurance Company ("XL"). Skadden, Arps has represented, and currently represents, Liberty and Lumbermens on matters unrelated to the Debtors. On information and belief, Seabury and Smith is an affiliate of Marsh and McLennan Companies, Inc., Putnam Investments, LLC, TH Lee Putnam Ventures, and Americas Insurance Company, each of which is an existing or former client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, Connecticut Life is an affiliate of Cigna Corporation, a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, St. Paul is an affiliate of The St. Paul Companies Inc., a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, XL is an affiliate of XL Capital Ltd, a client of Skadden, Arps on matters unrelated to the Debtors.

34. Except as disclosed above, to the best of my knowledge, Skadden, Arps does not represent and has not represented any of the Insurers. However, Skadden, Arps will continue to review its records with respect to its relationships with such parties and shall promptly notify the Court by a supplemental disclosure if it discovers any such past or current representation.

35. Material Contract Parties. The Debtors and their non-debtor affiliates were, are, or may be, parties to material agreements with certain third

parties (the "Material Contract Parties"). Skadden, Arps has conducted a review of its records with respect to the Material Contract Parties. Skadden, Arps has represented, and continues to represent, certain parties identified as Material Contract Parties (or their affiliates) as set forth in the attached Exhibit D, on matters unrelated to the Debtors. To the best of my knowledge, Skadden, Arps does not now and has not previously represented any of the Material Contract Parties on matters pertaining to the Debtors. In addition, should the Debtors subsequently identify to Skadden, Arps any entities that should have been, but were not, treated as Material Contract Parties for purposes of this affidavit, Skadden, Arps shall perform a full review of its relationships with such entities. Skadden, Arps shall notify the Court by a supplemental disclosure of all information that it subsequently discovers, including material relationships not disclosed herein and relationships with entities later identified to Skadden, Arps as Material Contract Parties.

36. Landlords. In connection with their businesses, the Debtors and their non-debtor affiliates lease various real property locations from third parties (the "Landlords"). Skadden, Arps has conducted a review of its records with respect to the Landlords, and has identified the relationships between itself and the Landlords (or their affiliates) in the list set forth as Exhibit E attached hereto.

37. To the best of my knowledge, Skadden, Arps does not represent and has not represented any of the Landlords, except as disclosed in Exhibit

E. However, Skadden, Arps will continue to review its records with respect to its relationships with such parties and shall promptly notify the Court by a supplemental disclosure if it discovers any such past or current representation.

38. Debtors' Bankruptcy Professionals. Other than Skadden, Arps, the Debtors have retained or expect to retain certain professionals, including Swidler Berlin Shereff Friedman, LLP, Innisfree M&A Incorporated, Bankruptcy Services LLC, PwC, and AP Services, LLC to provide legal and other advice and services that relate directly to the Debtors' chapter 11 cases. Skadden, Arps has represented and continues to represent PwC on matters unrelated to the Debtors. To the best of my knowledge, Skadden, Arps does not represent and has not represented any of the aforementioned professionals except as disclosed above. However, Skadden, Arps will continue to review its records with respect to its relationships with such parties and shall promptly notify the Court by a supplemental disclosure if it discovers any such past or current representation.

39. Restructuring Advisors. Prior to the Petition Date, the Debtors retained The Blackstone Group and Merrill Lynch to provide financial advisory services in connection with its restructuring. Additionally, prior to the Petition Date, the Debtors agreed to pay the fees and expenses of the Noteholders' Committee's legal advisors (Milbank, Tweed, Hadley & McCloy LLP) and financial advisors (Chanin Capital Partners, LLC and Communication Technology Advisors

LLC). The Debtors also agreed to pay the fees and expenses of the Senior Lenders' legal advisors (Simpson Thacher & Bartlett LLP) and consultants (Capstone Corporate Recovery and Balfour Associates). Skadden, Arps has represented and continues to represent The Blackstone Group and Merrill Lynch (and their affiliates) on matters unrelated to the Debtors. Skadden, Arps formerly represented Chanin Capital Partners, LLC on matters unrelated to the Debtors. To the best of my knowledge, Skadden, Arps does not represent and has not represented any of the aforementioned professionals except as disclosed above. However, Skadden, Arps will continue to review its records with respect to its relationships with such parties and shall promptly notify the Court by a supplemental disclosure if it discovers any such past or current representation.

40. Debtors' Non-Bankruptcy Professionals. Skadden, Arps has been advised that the Debtors and their non-debtor affiliates have in the past retained, or expect to retain, several firms, including KPMG, Ernst & Young LLP ("E&Y") and Morgan Lewis & Bockius ("Morgan Lewis") to provide non-bankruptcy legal and other advice and services to the Debtors and their non-debtor affiliates (collectively, the "Non-Bankruptcy Professionals"). KPMG and E&Y are clients of Skadden, Arps on matters unrelated to the Debtors. Morgan Lewis is a former client of Skadden, Arps on matters unrelated to the Debtors.

41. Except as disclosed above, to the best of my knowledge, Skadden, Arps does not represent and has not represented any of the Non-Bankruptcy Professionals. However, Skadden, Arps will continue to review its records with respect to its relationships with such parties and shall promptly notify the Court by a supplemental disclosure if it discovers any such past or current representation.

42. Skadden, Arps is one of the largest law firms in the world and has a diverse client base. Each of Skadden, Arps' clients is, and is treated as, a separate legal entity, and bills are prepared and sent on such basis. Nevertheless, in order to provide as complete disclosure as possible, for purposes of this affidavit, when applicable, I will also identify the value of the time billed to clients and their affiliates on an aggregate basis. During the year ended December 31, 2003, no single client and affiliate group of the Firm represented more than 2.52% of the value of the time billed to client matters. Of the entities listed above, only JPMorgan Chase Bank and its affiliate group, Deutsche Bank AG and its affiliate group, Merrill Lynch and its affiliate group, Metropolitan Life and its affiliate group, and Credit Suisse First Boston Corporation and its affiliate group accounted for more than 0.5% of the value of the time billed to client matters for the one-year period. Of these five, only JPMorgan Chase Bank and its affiliate group and Deutsche Bank AG and its affiliate group accounted for more than 1.0% of the value of the time billed to client matters for the one-year period ended December 31, 2003; provided, however, JPMorgan

Chase Bank itself, the agent for, and as lender under, the Senior Credit Facility, did not account for more than 1.0% of the value of the time billed to matters for the one-year period ended December 31, 2003; and provided further, Deutsche Bank Cayman, the agent for, and lender under, the proposed secured exit facility, is not a client of Skadden, Arps and therefore did not account for more than 1.0% of the value of the time billed to matters for the one-year period ended December 31, 2003. The remaining entities each represented less than 0.5% of such billed time, with most of the remaining entities representing less than 0.1% of such billed time.

43. Skadden, Arps does not believe that its representation of the entities identified above on matters unrelated to the Debtors or these cases will affect the Firm's representation of the Debtors in these chapter 11 cases.

44. Skadden, Arps currently is engaged in extensive further inquiry regarding the Debtors' constituencies and, if appropriate, will file promptly with the Court a supplemental disclosure as soon as the results of this inquiry are obtained.

45. To the best of my knowledge, neither Skadden, Arps nor any attorney at the firm holds or represents an interest adverse to the Debtors' estates.

46. To the best of my knowledge, neither Skadden, Arps nor any attorney at the firm is or was a creditor or an insider of the Debtors, except that

Skadden, Arps previously rendered legal services to the Debtors for which it was compensated.

47. An attorney who is "of counsel" at Skadden, Arps was the holder of certain Senior Notes. Promptly after Skadden, Arps became aware of such ownership, the Firm implemented an ethical wall between such attorney and those attorneys engaged on this representation. That attorney has never worked on any representation of the Debtors, and was not involved in obtaining this representation. The purchase of the Senior Notes was purely a personal investment decision by said attorney and had nothing to do with the Firm's representation of the Debtors. Prior to the Petition Date, the attorney contributed these Senior Notes to charity and the Firm agreed to compensate the attorney for the loss arising from such contribution.

48. To the best of my knowledge, neither Skadden, Arps nor any attorney at the firm is or was an investment banker for any outstanding security of the Debtors.

49. To the best of my knowledge, neither Skadden, Arps nor any attorney at the firm is or was, within three years before the filing of the Debtors' Chapter 11 cases (the "Petition Date"), an investment banker for any security of the Debtors, or an attorney for an investment banker in connection with the offer, sale or issuance of any security of the Debtors.

50. To the best of my knowledge, neither Skadden, Arps nor any attorney at the firm is or was, within two years before the Petition Date, a director, officer or employee of the Debtors or of an investment banker of the Debtors.

51. To the best of my knowledge, Skadden, Arps does not have an interest materially adverse to the interests of the estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors or an investment banker specified in the foregoing paragraphs, or for any other reason.

52. I am not related to, and, except as set forth below, to the best of my knowledge, no attorney at the Firm is related to (a) any United States District Judge or United States Bankruptcy Judge for the Southern District of New York or (b) the United States Trustee for such district or any employee in the office thereof. Adlai S. Hardin III, an associate at the Firm, is the son of Judge Adlai Hardin.

53. In view of the foregoing, Skadden, Arps is a "disinterested person" within the meaning of Bankruptcy Code section 101(14), as modified by Bankruptcy Code section 1107(b).

PROFESSIONAL COMPENSATION

54. Pursuant to the Engagement Agreement, the Debtors have retained Skadden, Arps to, among other things, advise them and represent them regarding their financial and operational restructuring efforts and to represent the

Debtors as debtors-in-possession in these chapter 11 cases. Pursuant to the Engagement Agreement, and as set forth herein, Skadden, Arps will apply to this Court for compensation and reimbursement of expenses. Pursuant to the Engagement Agreement, the Debtors and their non-debtor affiliates paid Skadden, Arps a \$500,000 replenishing retainer for professional services and expenses, which was increased to \$1,491,882 (the "Retainer") pursuant to a letter dated January 24, 2004. Virtually all of the Retainer remains available as a retainer for application against future services.

55. Skadden, Arps and the Debtors have agreed that Skadden, Arps' bundled rate structure will apply to these cases and, therefore, Skadden, Arps will not be seeking to be separately compensated for certain staff, clerical and resource charges. Currently, the hourly rates under the bundled rate structure range from \$495 to \$760 for partners and of-counsel, \$280 to \$485 for associates, and \$80 to \$195 for legal assistants and support staff. The hourly rates set forth above are subject to periodic increases in the normal course of the firm's business, often due to the increased experience of a particular professional.

56. Skadden, Arps anticipates performing services on behalf of both the Debtors and their non-debtor affiliates. Services performed exclusively for the Debtors will be reflected in fee applications filed with the Court. Services performed exclusively for non-debtor affiliates will be billed directly to such non-debtor affiliates, will not be billed to the estates, and therefore will not be reflected in

fee applications filed with the Court. In circumstances where services are rendered to both Debtors and non-debtor affiliates which are for the benefit of both (e.g., services in respect of restructuring the Senior Credit Facility), Skadden, Arps will allocate a proportional amount of its fees and expenses for such services to such non-debtor entities, and will only seek payment from the estates of that portion allocated to the Debtors.

57. Consistent with the firm's policy with respect to its other clients, Skadden, Arps will continue to charge the Debtors for all other services provided and for other charges and disbursements incurred in the rendition of services. These charges and disbursements include, among other things, costs for telephone charges, photocopying, travel, business meals, computerized research, messengers, couriers, postage, witness fees and other fees related to trials and hearings. Charges and disbursements are invoiced pursuant to Skadden, Arps' Policy Statement Concerning Charges and Disbursements Under Standard Bundled Rate Structure, which is attached to the Engagement Agreement.

58. Prior to the filing of the Debtors' chapter 11 cases, Skadden, Arps submitted invoices to the Debtors and their non-debtor affiliates on a regular, periodic basis, for professional fees and expenses, including estimated unposted professional fees and expenses through the date these chapter 11 cases were commenced. During the twelve months prior to the filing of these chapter 11 cases, in

the ordinary course of business, the Debtors and their non-debtor affiliates paid in the aggregate \$9,947,774 for services rendered (including an estimate of services rendered through the Petition Date), of which \$8,568,609 was related to restructuring activities, and as reimbursement for charges and disbursements. This amount includes payments for advice in connection with general corporate matters, investments, tax, litigation, securities, debt offerings, real estate, mergers and acquisitions and services rendered in contemplation of or in connection with these chapter 11 cases.

59. As promptly as practicable after all fees and charges accrued prior to the Petition Date have been finally posted (the "Final Billed Amount"), Skadden, Arps will issue a final billing statement for the actual fees, charges and disbursements for the period prior to the Petition Date. The Final Billed Amount (net of payments received) shall be paid from amounts presently held by Skadden, Arps and any balance will be held as a postpetition retainer to be applied against any unpaid fees and expenses approved by the Court with respect to Skadden Arps' final fee application in these cases or otherwise held as a retainer to be applied against any unpaid fees and expenses of non-debtor affiliates, in accordance with the Engagement Agreement.

60. Skadden, Arps intends to apply to the Court for allowance of compensation for professional services rendered and reimbursement of charges and

disbursements incurred in these chapter 11 cases in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules of the United States Bankruptcy Court for the Southern District of New York, the United States Trustee Fee Guidelines, and the orders of this Court. Skadden, Arps will seek compensation for the services of each attorney and paraprofessional acting on behalf of the Debtors in these chapter 11 cases at the then-current rate charged for such services in a non-bankruptcy matter. The current standard hourly rates for Skadden, Arps professionals and paraprofessionals are set forth above.

61. Skadden, Arps has agreed to accept as compensation such sums as may be allowed by the Court on the basis of the professional time spent, the rates charged for such services, the necessity of such services to the administration of the estates, the reasonableness of the time within which the services were performed in relation to the results achieved, and the complexity, importance, and nature of the problems, issues or tasks addressed in these chapter 11 cases.

62. Other than as set forth above, no arrangement is proposed between the Debtors and Skadden, Arps for compensation to be paid in these chapter 11 cases.

63. Except for such sharing arrangements among Skadden, Arps, its affiliated law practice entities and their respective members, Skadden, Arps has

no agreement with any other entity to share any compensation received, nor will any be made, except as permitted under section 504(b)(1) of the Bankruptcy Code.

64. In the Engagement Agreement, Skadden, Arps specifically disclosed to the Debtors that the Firm may have represented or may currently represent creditors or other interested parties (collectively, the "Interested Parties") in matters unrelated to the Debtors, and intends to continue to represent such third parties in the future. Pursuant to the Engagement Agreement, the Debtors agreed that Skadden, Arps' representation of the Debtors would not be used as a basis for disqualifying the firm from representing another client of the firm in any particular matter vis-a-vis any other third party.

65. Other than as set forth above, however, as of the date of this affidavit, I am not aware of the existence of any claims, or potential claims, by the Debtors against any of the Interested Parties.

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

Sworn and subscribed
before me this 4th day
of June, 2004

/s/ Stephanie Skelly
Notary Public

EXHIBIT A

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

FOUR TIMES SQUARE
NEW YORK 10036-6522

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FIRM/AFFILIATE OFFICES

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HONG KONG
LONDON
MOSCOW
PARIS
SINGAPORE
SYDNEY
TOKYO
TORONTO

CONFIDENTIAL

October 7, 2003

Terry Wingfield, Jr., Esq.
General Counsel & Corporate Secretary
RCN Corporation
105 Carnegie Center
Princeton, New Jersey 08540

Dear Terry:

We are pleased that RCN Corporation, for itself and each of its wholly and majority owned subsidiaries (collectively, the "Company"), on a joint and several basis, has decided to continue its engagement of Skadden, Arps, Slate, Meagher & Flom LLP ("Skadden Arps" or the "Firm") in connection with the Company's corporate and litigation matters and its refinancing and restructuring efforts (the "Engagement"). This letter supplements our prior engagement letter(s) and sets forth the terms of this new Engagement, including the staffing, fees, related charges and disbursements, waivers, and the scope of our Engagement. Additionally, this letter sets forth the basis on which the Firm will present its bills for fees, related charges and disbursements on this Engagement and any other pending or future engagements.

As usual, our Engagement is to represent the Company and not its individual directors, officers, employees or shareholders. However, we anticipate that in the course of the Engagement, we may provide information or advice to directors, officers or employees in their corporate capacities.

Scope of Engagement

As described to us, the Engagement involves providing legal advice to the Company in connection with the Company's general corporate and litigation

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Page 2

matters and its efforts to restructure its capital structure and refinance its existing debt, and advice with respect to any investments and asset sale transactions. The services to be provided by the Firm in connection with the Engagement will encompass all services normally and reasonably associated with this type of engagement which the Firm is requested and able to provide and which are consistent with its ethical obligations.

The Engagement may involve advice as to, among other things, corporate transactions and corporate governance, negotiations, out-of-court agreements with creditors, equity holders, investors, review of documents, preparation of agreements, review and preparation of pleadings, court appearances and such other actions as both of us deem necessary and desirable. The Engagement also will include advice to, and representation of the Company, as debtors and debtors-in-possession, should it seek relief pursuant to the provisions of the Bankruptcy Code subject to the approval of our retention by the Bankruptcy Court.

In the event that chapter 11 cases are commenced and our retention is authorized, our representation will include, as noted above, serving as principal bankruptcy counsel to the debtors-in-possession under a general retainer, subject to Bankruptcy Court approval. Such representation also will encompass all out-of-court planning and negotiations attendant to these tasks. Although it is hoped that litigation can be avoided, subject to ethical constraints regarding conflicts of interest, we also will be available to serve the Company in any litigation capacities that become necessary to the extent that any required court approval is obtained.

Fees, Expenses and Retainers

Our fee will be based primarily on the time involved in the Engagement and our internal time charges. A schedule of our current bundled hourly time charges using the Firm's bundled rate structure as of September 1, 2003 is attached as Exhibit A. As part of the Firm's ordinary business practices, hourly time charges are periodically reviewed and revised.

If the Engagement results in one or more transactions or in a direct economic benefit to the Company, our fee may reflect a variety of factors. These

factors include internal time charges, the significance of the Firm's role, the importance of the Firm's expertise, the complexity of the matter, the outcome of the matter, the Firm's contribution to the results obtained, the size and significance of the matter, the intensity and duration of the Firm's efforts, the amount of fees we have received in other comparable matters, and the views of our client. As to the latter factor, we consider it very important and would not submit a final statement for services rendered without having discussed our fee in advance with the Company based on the factors mentioned above.

As to billing, we will submit on-account statements (approximating internal time charges) for payment on a monthly basis (or more frequent basis, as appropriate), and, at the matter's conclusion, we will submit a final statement for services rendered which will be based upon the factors outlined above and which would credit all prior payments to the retainer, as set forth herein. In addition, our billing statements will include charges and disbursements incurred by us in the course of performing legal services in accordance with our standard practice as described in the summary attached as Exhibit B, which may be updated periodically. The Company shall be responsible for payment of fees, charges and disbursements in accordance with the terms hereof on a joint and several basis.

It is customary in matters of this nature for us to receive a reasonable retainer/on account payment and to be paid promptly for services rendered and charges and disbursements incurred on behalf of the Company, including payment for the services rendered and charges and disbursements incurred prior to the date hereof. Given the size and complexity of the Company's affairs, we have requested and you have agreed to pay an initial payment in the amount of \$500,000, representing an initial retainer/on account payment for professional services to be rendered and charges and disbursements incurred by us for the Company's account in connection with our representation of the Company, including with respect to the Engagement and any consensual out-of-court restructuring as well as preparation for cases under chapter 11 of the Bankruptcy Code that may be filed by or against the Company (as may be replenished or supplemented from time to time, the "Retainer"). The Company agrees to replenish and supplement the Retainer from time to time during the course of the Engagement as set forth below and additionally in such amounts as we mutually shall agree are reasonably necessary to maintain the Retainer

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October 7, 2003
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at a level that will be sufficient to fund Engagement fees, charges and disbursements to be incurred for time periods to be covered by the Retainer.

In the future, we will send the Company periodic invoices (not less frequently than monthly) for services rendered and charges and disbursements incurred on the basis discussed above in connection with the Engagement or any other representation of the Company. Upon transmittal of an invoice, the Firm shall draw upon the Retainer in the amount of the invoice. The Company agrees upon submission of each such invoice to wire the invoice amount to us as replenishment of the Retainer (together with any supplemental amount to which the Firm and the Company mutually agree), without prejudice to the Company's right to advise us of any differences it may have with respect to such invoice. We have the right to apply to any outstanding invoice (including amounts billed prior to the date hereof), up to the remaining balance, if any, of the Retainer at any time subject to (and without prejudice to) the Company's opportunity to review our statements.

In the event that the Company subsequently determines to seek Bankruptcy Court protection and subject to the terms of any professional compensation order entered in the Company's chapter 11 cases, the issuance of our periodic invoice shall constitute a request for an interim payment against the reasonable fee to be determined at the conclusion of the representation. Although the Company may pay us from time to time for services rendered in our capacity as counsel for various matters, some fees, charges, and disbursements incurred before the filing of bankruptcy petitions (voluntary or involuntary) may remain unpaid as of the date of the bankruptcy filings. Any portion of the Retainer not otherwise properly applied will be held by us for the payment of any such unpaid fees, charges and disbursements (whether or not billed).

If orders for relief relating to the Company are entered pursuant to a bankruptcy filing, the unused portion, if any, of the Retainer will be applied to any unpaid prepetition invoices and unbilled fees, charges and disbursements, although any requisite court permission will be obtained in advance. Postpetition fees, charges and disbursements will be due and payable ~~immediately~~ upon entry of an order containing such court approval or at such time thereafter as instructed by the court, it being agreed and understood that the unused portion, if any, of the Retainer shall be

promptly

WTW

held by us and applied against the final fee application filed and approved by the court. The Company understands that while the arrangement in this paragraph may be altered in whole or in part by the Bankruptcy Court, the Company shall nonetheless remain liable for payment of court approved postpetition fees and expenses. Such items are afforded administrative priority under 11 U.S.C. § 503(b)(1). The Bankruptcy Code provides in pertinent part, at 11 U.S.C. § 1129(a)(9)(A), that a plan of reorganization cannot be confirmed unless these priority expenses are paid in full (unless such claimants agree to different treatment) in cash on the effective date of any reorganization plan.

If a dispute develops about our fees, you may be entitled under Part 137 of the Rules of the Chief Administrator of the New York Courts to arbitration of that dispute if it involves more than one thousand and less than fifty thousand dollars.

Waivers and Related Matters

The Firm represents a broad base of clients on a variety of legal matters. Accordingly, absent an effective conflicts waiver, conflicts of interest may arise that could adversely affect your ability and the ability of other clients of the Firm to choose the Firm as its counsel and preclude the Firm from representing you or other clients of our Firm in pending or future matters. Given that possibility, we wish to be fair not only to you, but to our other clients as well. Accordingly, this letter will confirm our mutual agreement that the Firm may represent other present or future parties on matters other than those for which it had been or then is engaged by the Company, whether or not on a basis adverse to the Company or any of its affiliates, including in litigation, legal or other proceedings or matters, which are referred to as a "Permitted Adverse Representation." In furtherance of this mutual agreement, the Company agrees that it will not for itself or any other party assert the Firm's representation of the Company, either previously, in its then existing representation in the Engagement, or in any other matter in which the Company retains the Firm, as a basis for disqualifying the Firm from representing another party in any Permitted Adverse Representation and agrees that any Permitted Adverse Representation does not constitute a breach of duty. Permitted Adverse Representation would include, without limitation, representing a client over which the Company might be seeking to acquire influence or control, or from which the Company may wish to buy

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Page 6

assets, or representing a client regarding its interest at the time in acquiring influence or control over an entity in which the Company then has a similar interest.

Our representation of the Company is premised on the Firm's adherence to its professional obligation not to disclose any confidential information or to use it for another party's benefit without the Company's consent. Provided that the Firm acts in this manner, the Company would not for itself or any other party assert that the Firm's possession of such information, even though it may relate to a matter for which the Firm is representing another client or may be known to someone at the Firm working on the matter, (a) is a basis for disqualifying the Firm from representing another of its clients in any matter in which the Company or any other party has an interest; or (b) constitutes a breach of any duty owed by the Firm.

With respect to parties affiliated with the Company generally, including parties owned by the Company and parties that hold direct or indirect interests in the Company, it is our understanding that the Firm is not being asked to provide, and will not be providing, legal advice to, or establishing an attorney-client relationship with, any such affiliated party or person in their individual capacity and will not be expected to do so unless the Firm has been asked and has specifically agreed to do so. Finally, it is our understanding that if the Firm acts as counsel for any other party as to which the Company then owns completely, directly or indirectly, all of the common stock or similar voting interest (other than directors' qualifying shares, if any), the mutual agreement reflected in this letter, including the waivers, would apply to that party as well.

* * *

The provisions of this letter will continue in effect, including if the Firm's representation of the Company was ended at your election (which, of course, the Company would be free to do at any time) or by the Firm (which would be subject to ethical requirements). In addition, the provisions of this Engagement letter will apply to future engagements of the Firm by the Company unless we mutually agree otherwise.

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Page 7

This agreement shall be governed by and interpreted in accordance with the laws of the State of New York without regard to its conflicts of laws principles.

For purposes of this letter, references to Skadden Arps or the Firm include our affiliated law practice entities.

If this letter is satisfactory, please sign a copy and return it to me. Obviously, if you want to discuss any aspect of this letter further, please call me. If this letter does not accurately reflect your understanding of the terms of our agreement regarding the Firm's Engagement, please call me promptly so that we may discuss it further.

Again, we very much appreciate the opportunity to work with RCN Corporation and look forward to doing so.

With best regards.


Sincerely,



Jay Goffman

RCN Corporation for itself and each
of its subsidiaries on a joint and several basis

By:



Name: Terry Wingfield, Jr., Esq.

Title: General Counsel & Corporate Secretary

Dated:

Enclosures

SASM&F LLP & AFFILIATESSTANDARD BUNDLED HOURLY TIME CHARGE SCHEDULE*September 1st, 2003

<u>PARTNERS and OF COUNSEL:</u>	\$495 - \$725
<u>COUNSEL and ASSOCIATES:</u>	
<u>Level</u>	<u>Rate</u>
10	\$485
9	475
8	455
7	435
6	415
5	395
4	375
3	335
2	295
1	240**
<u>LEGAL ASSISTANTS:</u>	\$80 - \$195

* These are the Firm's standard hourly fee rates for most attorneys and legal assistants in the Firm's "bundled rate" structure for clients who are not billed separately for certain charges (e.g., secretarial and word processing time preparing legal documents, proofreading, facsimile services, overtime meals and overtime travel allowances). In-house reproduction under the bundled rate structure is charged at \$0.10 per page. Please note that in a limited number of cases or for specific types of work (e.g., M&A transactions, certain types of tax matters, etc.), individual rates may be higher or lower than those stated.

** First year associates will move to \$280/hr. on April 1st, 2004.

SKADDEN ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES
Policy Statement Concerning Charges and Disbursements
Under Standard Bundled Rate Structure
Effective 9/1/03

Skadden Arps bills for reasonable charges and disbursements incurred in connection with an engagement. Clients are billed for external charges at the actual cost billed by the vendor except in a few cases noted below; charges for internal support services are billed at rates derived from internal cost analyses or at rates set at or below comparable outside vendor charges.

I. Research Services. *Charges for on-line computerized research (LexisNexis, Westlaw and financial services) and use of outside research services and materials are billed at the actual amounts charged by vendors, which have been reduced by discounts the Firm receives from vendors.*

SEC filings retrieved using the Disclosure system in our library are charged based on standard vendor rates derived from an internal cost analysis.

The State of Delaware Database provides computer access to a corporations database in Dover, Delaware. The charge for this service is \$50 per transaction, which is the average amount charged by outside services.

II. Travel-Related Expenses. *Out-of-town travel expenses are billed at actual cost and include air or rail travel, lodging, car rental, taxi or car service, tips and other reasonable miscellaneous items associated with travel. Corporate and/or negotiated discounted rates are passed on to the client. Specific Firm policies for expenditures relating to out-of-town travel include:*

- **Air Travel.** *Coach travel is used for all U.S. domestic flights unless upgrades are available at little additional cost or prior client approval is obtained for a different class. For international flights from the United States, business class is used. Travel by attorneys based outside the United States is consistent with these policies.*
- **Lodging.** *Overnight accommodations are generally booked with hotels with which the Firm has a corporate rate or, when this is not possible, with hotels suggested by the client.*

Local travel charges include commercial transportation and, when a private car is used, mileage, tolls and parking. Specific policies govern how and when a client is charged for these expenses; these include:

- *Fares for commercial transportation (e.g., car service, taxi or rail) are charged at the actual vendor invoice amount. The charge for private car usage is the IRS rate allowance per mile (or the equivalent outside the United States) plus the actual cost of tolls and parking.*

- *Round-trip transportation to the office is not charged separately for attorneys who work weekends or holidays, nor is transportation home on business days when an attorney works past a certain hour (typically 8:30 p.m.).*

- *Local travel for support staff is not charged when a staff member works after 8:00 p.m. specifically for the client.*

III. Word Processing and Secretarial and other Special Task-Related Services. *Routine secretarial tasks (correspondence, filing, travel and/or meeting arrangements, etc.) are not charged to clients. There is no separate charge for word processing and secretarial services associated with preparing legal documents.*

Multi-function personnel, such as qualified secretaries and word processors, may also perform other specialized tasks (such as EDGAR filings or legal assistant services). Such work is recorded in the appropriate billing category (for example, legal assistant services are recorded as fee in "Legal Assistant Support" on bills).

IV. Reproduction and Electronic Document Management. *Photocopying services (including copying, collating, tabbing and velo binding) performed in-house is charged at 10 cents per page, which represents the average internal cost per page. Color photocopies are charged at 50 cents per page (based on outside vendor rates). Photocopying projects performed by outside vendors are billed at the actual invoice amount. Special arrangements can be made for unusually large projects.*

Electronic Data Management services (e.g., scanning, OCR processing, printing from scanned files, and conversions) performed by outside vendors are billed at the actual invoice amount and those performed in-house are billed at rates comparable to those charged by outside vendors.

V. Electronic Communications: *Clients are charged for communications services as follows:*

- **Telephone Charges.** *There is no charge for local telephone calls or facsimile services. Long distance telephone calls made from the Firm are charged based on applicable rates in tariff tables and are allocated*

within a client based on the hours worked by attorneys on various matters for that client. Collect, credit card and third party calls are charged at the vendor rate plus applicable taxes and are assigned to the specific matter for which such charges were incurred.

- Facsimile Charges. There is no charge for outgoing or incoming facsimiles.

VI. Postage and Courier Services. Outside messenger and express carrier services are charged at the actual vendor invoice amount which frequently involves discounts negotiated by the Firm. Postage is charged at actual mail rates. On certain occasions, internal staff may be required to act as messengers; a standard rate is charged for their time.

VII. UCC Filing and Searches. Charges for filings and searches, in most instances, are based on standard amounts determined by the vendor. Unusual filings and searches will be charged based on vendor invoice.

VIII. Meals. Business meals with a client are charged at actual cost. Luncheon and dinner meetings with the client at the Firm are charged based on the costs developed by our food service vendor. Breakfast, beverage and snack services at the Firm's offices are not charged, except in unusual circumstances. Overtime meals are not charged separately to clients.

IX. Direct Payment by Clients of Other Disbursements. Other major disbursements incurred in connection with an engagement will be paid directly by the client. (Those which are incurred and paid by the Firm will be charged to the client at the actual vendor's invoice amount.) Examples of such major disbursements that clients will pay directly include:

- Professional Fees (including disbursements for outside professional services such as local counsel, accountants, witness and other professional fees).
- Filing/Court Fees (including disbursements for agency fees for filing documents, standard witness fees, juror fees).
- Transcription Fees (including disbursements for outside transcribing agencies and courtroom stenographer transcripts).
- Other Disbursements (including any other required out-of-pocket expenses incurred for the successful completion of a matter).

* * * * *

EXHIBIT B

Relationship Between Skadden, Arps, Slate, Meagher & Flom LLP and the Parties to the Senior Credit Facility of RCN Corporation and Its Subsidiaries

Name	Relationship to RCN Corp. and its Subsidiaries	Relationship to Skadden, Arps
JPMorgan Chase Bank	Senior Lender and Agent	Client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of J.P. Morgan Asia Equity Partners PTE Ltd., Chase-Chase H&Q, JP Chase-Apex Property Exchange Inc., each a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief this entity is an affiliate of Chemical Banking Corporation, JP Chase-JP Morgan Partners, Chase H&Q or Hambrecht & Quist Inc, Chemical Securities Inc., and Chem-Chemical, each a former client of Skadden, Arps on matters unrelated to the Debtors.
Allstate Insurance Company	Senior Lender	Client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of The Allstate Corporation, a client of Skadden, Arps on matters unrelated to the Debtors.
Allstate Life Insurance Company	Senior Lender	On information and belief, this entity is an affiliate of The Allstate Corporation and Allstate Insurance Company, each a client of Skadden, Arps on matters unrelated to the Debtors.
American Express Asset Management	Senior Lender	On information and belief, this entity is a subsidiary of The American Express Company, a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of American Express Tax and Business Services, and American Express Bank Ltd., each a former client of Skadden, Arps on matters unrelated to the Debtors.
Bain Capital Inc.	Senior Lender	Former client of Skadden, Arps on matters unrelated to the Debtors. On informa-

Name	Relationship to RCN Corp. and its Subsidiaries	Relationship to Skadden, Arps
		tion and belief, this entity is an affiliate of SK Private Investment Fund 1998 LLC, and Project Capital, each a client of Skadden, Arps on matters unrelated to the Debtors.
Bank of Montreal	Senior Lender	Client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of BMO Nesbitt Burns and Bankmont Financial Corp., each a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Nesbitt Burns Inc., a former client of Skadden, Arps on matters unrelated to the Debtors.
Bank One, N.A.	Senior Lender	Client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Bank One, Delaware, N.A., Banc One Capital Corporation, Betrusted Holdings, Inc, Banc One Leasing Corporation, First Chicago NBD Corporation, each a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of American National Bank and Trust Company of Chicago, a former client of Skadden, Arps on matters unrelated to the Debtors.
Bear Stearns & Co. Inc.	Senior Lender	Client of Skadden, Arps on matters unrelated to the Debtors.
Black Diamond Capital Management, LLC	Senior Lender	Client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Black Diamond Commercial, a client of Skadden, Arps on matters unrelated to the Debtors.
BNP Paribas	Senior Lender	Client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Banque Paribas, and BNP Equities (Australia) Limited, each a client of Skadden, Arps on matters unrelated to the Debtors.
Canyon Capital Advisors LLC	Senior Lender	Client of Skadden, Arps on matters unrelated to the Debtors. matters unrelated to the Debtors.

Name	Relationship to RCN Corp. and its Subsidiaries	Relationship to Skadden, Arps
Citigroup Financial Products Inc.	Senior Lender	On information and belief, this entity is a wholly-owned subsidiary of Citigroup Inc., a client of Skadden Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Travelers Life & Annuity Ins. Company, Citigroup-Associates First Capital Corp, Opportunity, Black Enterprise/Greenwich Street Corporate Growth Partners, L.P., Citibank, Salomon Brothers, Citigroup-Citigroup Inc., and The Travelers-Travelers Company, each a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Charles Harris/Travelers Insurance, MacAndrews & Forbes-California Federal Bank, Citigroup-Schroder Salomon Smith Barney, each a former client of Skadden, Arps on matters unrelated to the Debtors.
Citigroup Investments Corporate Loan Fund, Inc.	Senior Lender	On information and belief, this entity is a wholly-owned subsidiary of Citigroup Inc., a client of Skadden Arps on matters unrelated to the Debtors.
Credit Suisse Asset Management	Senior Lender	Client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of CS Asset Management, Credit Suisse First Boston International, CSFB-RECP Westwood Holdco, LLC, Credit Suisse, Donaldson, Lufkin & Jenrette, and Credit Suisse First Boston Corporation, each a client of Skadden, Arps on matters unrelated to the Debtors.
Credit Suisse First Boston	Senior Lender	Client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Credit Suisse First Boston International, CS Asset Management, CSFB-RECP Westwood Holdco, LLC, Credit Suisse, Donaldson, Lufkin & Jenrette, and Credit Suisse Asset Management, each a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief this entity is an affiliate of Clariden Asset Management, a former client of Skadden, Arps on matters unrelated to the Debtors.

Name	Relationship to RCN Corp. and its Subsidiaries	Relationship to Skadden, Arps
Deutsche Bank AG	Senior Lender and Documentation Agent	Client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Deutsche Bank Securities, Inc., Deutsche Bank-Bankers Trust Company, Deutsche Bank-Deutsche Asset Management, and Bankers Trust-BT Commercial Corporation, each a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Deutsche Morgan Grenfell, Deutsche Bank Alex Brown, Deutsche Bank Alex.Brown, Bankers Trust-Bankers Trust A.G., each a former client of Skadden, Arps on matters unrelated to the Debtors.
Eaton Vance Management	Senior Lender	On information and belief, this entity is an affiliate of Eaton Vance Corp, a client of Skadden, Arps on matters unrelated to the Debtors.
Fleet National Bank		Client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Bancboston Robertson Stephens, Fleet National Bank-Structured Real Estate, Option One Mortgage Corporation, Fleet Financial Group, Inc., and Fleetboston Corporation, each a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Fleet Capital Corp., Gunnar Overstrom, and Robert Stephens, each a former client of Skadden, Arps on matters unrelated to the Debtors.
Goldman Sachs Credit Partners L.P.	Senior Lender	On information and belief, this entity is an affiliate of Goldman Sachs, a client of Skadden, Arps on matters unrelated to the Debtors.
Highland Capital Management	Senior Lender	On information and belief, this entity is an affiliate of First Tennessee National Corporation, a client of Skadden, Arps on matters unrelated to the Debtors.
IBM Credit LLC	Senior Lender	On information and belief, this entity is an affiliate of International Business

Name	Relationship to RCN Corp. and its Subsidiaries	Relationship to Skadden, Arps
(f/k/a IBM Credit Corporation)		Machines Corp., IBM Real Estate, and the Rock Spring Park Joint Venture, each a client of Skadden, Arps on matters unrelated to the Debtors.
ING Capital Advisors, Inc.	Senior Lender	On information and belief, this entity is an affiliate of ING Capital Corporation, ING Capital - ING Bank, ING Capital - ING Direct, ING Capital - ING Groep N.V., and ING Capital - ING Barings, each a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Security Life of Denver, ING Insurance International B.V., ING Baring Furman Selz LLC, ING Real Estate Asset Management Australia Pty Limited, Cene Nestor and Crediet-En Effectenbank, and Banque Brussels Lambert, each a former client of Skadden, Arps on matters unrelated to the Debtors.
INVESCO	Senior Lender	On information and belief, this entity is an affiliate of Amvescap PLC, a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of National Asset Management Corporation, a former client of Skadden, Arps on matters unrelated to the Debtors.
Metropolitan Life Insurance Co.	Senior Lender	Client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of State Street Research & Management Company, MetLife, and MetLife-Legal Service Processing LLC Asbestos, each a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, the entity is an affiliate of General American Life Insurance Company, a former client of Skadden, Arps on matters unrelated to the Debtors.
Morgan Stanley Senior Funding, Inc.	Senior Lender and Documentation Agent	On information and belief, this entity is an affiliate of Morgan Stanley, a client of Skadden, Arps on matters unrelated to the Debtors.

Name	Relationship to RCN Corp. and its Subsidiaries	Relationship to Skadden, Arps
Paribas Capital Funding LLC	Senior Lender	On information and belief, this entity is an affiliate of Banque Paribas, BNP Equities (Australia) Limited, and BNP Paribas, each a client of Skadden, Arps on matter unrelated to the Debtors. On information and belief, this entity is an affiliate of BNP Prime Peregrine, Banque Internationale Pour Le Commerce Et L' Industrie Du Gabon, and Banque Nationale De Paris, each a former client of Skadden, Arps on matters unrelated to the Debtors.
SIL Loan Funding LLC	Senior Lender	On information and belief, this entity is a wholly-owned subsidiary of Citigroup Inc., a client of Skadden Arps on matters unrelated to the Debtors.
Silver Point Capital	Senior Lender	Client of Skadden, Arps on matters unrelated to the Debtors.
UBS AG, Stamford Branch	Senior Lender	On information and belief, this entity is a wholly-owned subsidiary of UBS AG., a client of Skadden Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of UBS Financial Services, Inc., Union Bank of Switzerland, Esselte Sverige AB, UBS Securities Inc., and Warburg Dillon Read LLC, each a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Paine Webber Inc., and Columbia National Holdings, Inc., each a former client of Skadden, Arps on matters unrelated to the Debtors.
Wachovia Bank National Association	Senior Lender	Client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of First Union National Bank of Virginia, Wachovia Corporation, and Newcastle Investment Corp., each a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of First Union Corp. Capital Markets Group, First Union Corporation, and

Name	Relationship to RCN Corp. and its Subsidiaries	Relationship to Skadden, Arps
		First Union Capital Markets, each a former client of Skadden, Arps on matters unrelated to the Debtors.
Chase Securities, Inc.	Lead Arranger and Book Manager	Client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Apex Property Exchange Inc., J.P. Morgan Chase, J.P. Morgan, J.P. Morgan Securities Inc., Chase H&Q, J.P. Morgan Asia Equity Partners PTE Ltd., each a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of J.P. Morgan Partners, a former client of Skadden, Arps on matters unrelated to the Debtors.
Merrill Lynch Capital Corp.	Documentation Agent	On information and belief, this entity is an affiliate of Merrill Lynch & Co., Inc., a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Merrill Lynch Insurance Group, Inc., and Merrill Lynch Direct Markets, each a former client of Skadden, Arps on matters unrelated to the Debtors.

EXHIBIT C

Relationship Between Skadden, Arps, Slate, Meagher & Flom LLP and the Holders of 3% or More of the Senior Notes of RCN Corporation

Name	Relationship to RCN Corp. and its Subsidiaries	Relationship to Skadden, Arps
Charles Schwab Investment Management	Holder of the Senior Notes	On information and belief, this entity is an affiliate of the U.S. Trust Corporation, Charles Schwab Corporation, and Charles Schwab Capital Markets, each of which is a client of Skadden, Arps on matters unrelated to the Debtors.
Credit Suisse Asset Management, LLC	Holder of the Senior Notes	Client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Donaldson, Lufkin & Jenrette, Credit Suisse First Boston Corp., Credit Suisse Financial Products Ltd., Credit Suisse First Boston International, CSFB - RECP Westwood Holdco, LLC, each of which is a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Clariden Asset Management and Sprout Group, each of which is a former client of Skadden, Arps on matters unrelated to the Debtors.
Deutsche Bank Asset Management Americas	Holder of the Senior Notes	Client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Deutsche Banc Alex Brown, Deutsche Bank AG, Scudder, Stevens & Clark, Deutsche Bank-Bankers Trust Company, Bankers Trust-BT Commercial Corporation, and Bankers Trust AG, each of which is a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Deutsche Morgan Grenfell, a former client of Skadden, Arps on matters unrelated to the Debtors.

Name	Relationship to RCN Corp. and its Subsidiaries	Relationship to Skadden, Arps
Deutsche Bank Securities	Holder of the Senior Notes	Client of Skadden, Arps on matters unrelated to the Debtors.
Fortis Investment Services	Holder of the Senior Notes	On information and belief, this entity is an affiliate of Fortis Financial Services, a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Fortis Bank Asia HK, and Fortis Bank (Nederland) N.V., each of which is a former client of Skadden, Arps on matters unrelated to the Debtors.
Nomura International, PLC	Holder of the Senior Notes	Former client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of IBJ Nomura Financial Products PLC, Nomura, and Nomura Principal Finance Co., each of which is a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of The Capital Company of America, a former client of Skadden, Arps on matters unrelated to the Debtors.
JP Morgan Chase Bank	Holder of the Senior Notes	Client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of J.P. Morgan Asia Equity Partners PTE Ltd., Chase-Chase H&O, JP Chase-Apex Property Exchange Inc., each of which is a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Chemical Banking Corporation, JP Chase-JP Morgan Partners, Chase H&Q, Chemical Securities Inc., and Chem-Chemical, each of which is a former client of Skadden, Arps on matters unrelated to the Debtors.
RBC Investment Management	Holder of the Senior Notes	On information and belief, this entity is an affiliate of Royal Bank of Canada, RBC Dominion Securities Inc. and Dain Rauscher Wessels, each a client of Skadden, Arps on matters unrelated to the Debtors.

Name	Relationship to RCN Corp. and its Subsidiaries	Relationship to Skadden, Arps
Tudor Investment Corporation	Holder of the Senior Notes	Former client of Skadden, Arps on matters unrelated to the Debtors.
Teachers Ins. & Annuity Association	Holder of the Senior Notes	Client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of TIAA-CREF, a former client of Skadden, Arps on matters unrelated to the Debtors.
Loeb Partners Corp.	Holder of the Senior Notes	Former client of Skadden, Arps on matters unrelated to the Debtors.
TCW Asset Management Company	Holder of the Senior Notes	On information and belief, this entity is an affiliate of Abgenix, Inc., Emcor Group, Inc., Phoenix Technologies, Inc., Societe Generale, SG Cowen Securities Corporation, Trust Co. West, TCW / Crescent Mezzanine LLC, each a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of SG Hambros Bank & Trust, a former client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, entity is holder of at least a 5% interest in Time Warner Telecom, Inc. On information and belief, Time Warner Telecom, Inc. is an affiliate of Time Warner, Inc., Warner Bros. Records, Inc., Time Warner Incorporated, Home Box Office, Inc., Time-Turner Network Sales, and Turner III, R.E., each of which is a client of Skadden, Arps on matters unrelated to the Debtors.

EXHIBIT D

Relationship Between Skadden, Arps, Slate, Meagher & Flom LLP and the Counterparties to Certain Material Contracts of RCN Corporation and Its Subsidiaries

Name	Relationship to RCN Corp. and its Subsidiaries	Relationship to Skadden, Arps
American Express	Benefits/Payroll	Client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of American Express Bank, a former client of Skadden, Arps on matters unrelated to the Debtors.
Aetna Middletown	Benefits/Payroll	On information and belief, this entity is an affiliate of Aetna US Healthcare and Aetna Travelers, each a former client of Skadden, Arps on matters unrelated to the Debtors.
Ceridian	Benefits/Payroll	Client of Skadden, Arps on matters unrelated to the Debtors.
Cigna	Benefits/Payroll	Client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Healthsource, a former client of Skadden, Arps on matters unrelated to the Debtors.
Computershare Limited	Benefits/Payroll	Client of Skadden, Arps on matters unrelated to the Debtors.
Mellon Investor Services	Benefits/Payroll	On information and belief, this entity is an affiliate of Mellon Financial Corporation, Mellon HBV Alternative Strategie, and Mellon Private Asset Management, each a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Mellon Bank N.A., a former client of Skadden, Arps on matters unrelated to the Debtors.
NEC Corp.	Benefits/Payroll	Client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of NEC Electronics (Europe) GMBH, a client of Skadden, Arps on matters unrelated to the Debtors.
Spectera, Inc.	Benefits/Payroll	On information and belief, this entity is an affiliate of UnitedHealth Group, a

Name	Relationship to RCN Corp. and its Subsidiaries	Relationship to Skadden, Arps
		client of Skadden, Arps on matters unrelated to the Debtors
North Shore Agency, Inc.	Call Center	On information and belief, this entity is an affiliate of Madison Dearborn Partners, Inc, a former client of Skadden, Arps on matters unrelated to the Debtors.
Witness Systems	Call Center	On information and belief, 19.3% of this entity is owned by Battery Ventures, a former client of Skadden Arps on matters unrelated to the Debtors.
Boise Cascade Office Products	Office Supplies	Former client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Boise Cascade Corporation, a client of Skadden, Arps on matters unrelated to the Debtors.
Corning Gilbert Inc.	Cable	On information and belief, this entity is an affiliate of Corning Incorporated, a client of Skadden, Arps on matters unrelated to the Debtors.
Linksys	Cable	On information and belief, this entity is an affiliate of Cisco Systems, Inc., a client of Skadden Arps on matters unrelated to the Debtors.
Motorola	Customer Premises Equipment	Client of Skadden, Arps on matters unrelated to the Debtors.
NDS America, Inc.	Customer Premises Equipment	On information and belief, this entity is an affiliate of The News Corp. Ltd., Fox Entertainment Group, Inc., Fox Television Stations, Inc., and News/Fox Directors, each a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Twentieth Century Fox, a former client of Skadden Arps on matters unrelated to the debtors.
Nextel Communications	Wireless	Client of Skadden, Arps on matters unrelated to the Debtors.
Scientific Atlanta	Cable	Client of Skadden, Arps on matters unrelated to the Debtors.
Tollgrad Communications Inc.	Cable	On information and belief, holder of at least a 5% interest in this entity is Mellon Financial Corporation, a client of Skadden, Arps on matters unrelated to the Debtors
Toshiba America Infor-	Customer Premises Equip-	On information and belief, this entity is an affiliate of Toshiba Corporation and

Name	Relationship to RCN Corp. and its Subsidiaries	Relationship to Skadden, Arps
Information Systems Inc.	Client	NEC Corp., each a client of Skadden, Arps on matters unrelated to the Debtors.
UEC Technologies	Customer Premises Equipment Provider	On information and belief, this entity is an affiliate of United States Steel Corp., a client of Skadden, Arps on matters unrelated to the Debtors.
Verizon Wireless	Wireless Provider	On information and belief, this entity is an affiliate of Verizon Communications Corp. and Price Communications Corp., and Price Communications Wireless, Inc., each a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Verizon Capital Corp., a former client of Skadden, Arps on matters unrelated to the Debtors.
Wright Express	Vehicles	On information and belief, this entity is an affiliate of Cendant Corporation, a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Trilegiant Corporation, Cendant/Travelers, James E. Buckman, and Corcoran Group, Inc., each a former client of Skadden, Arps on matters unrelated to the Debtors.
(I) Structure	Information Technology	On information and belief, this entity is an affiliate of Level 3 Communications, Commonwealth Telephone Enterprises, Inc., and Peter Kiewit Sons', Inc., each a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of MFS Communications Company, Inc., a former client of Skadden, Arps on matters unrelated to the Debtors.
Alltel/CTSI	Information Technology	Client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of 360 Degrees Communication Company and Commonwealth Telephone Enterprises, Inc., each a [client or former client] of Skadden, Arps on matters unrelated to the Debtors.
AMDOCS	Information Technology	On information and belief, 18.8% of this entity is owned by Southeastern Asset Management, Inc., a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, holders of at least a 5% interest in this entity are Axa

Name	Relationship to RCN Corp. and its Subsidiaries	Relationship to Skadden, Arps
		and SBC Communications, each a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Amdocs Development Limited and Amdocs, Inc., each a former client of Skadden, Arps on matters unrelated to the Debtors.
Dell Corporation	Information Technology	Client of Skadden, Arps on matters unrelated to the Debtors.
IBM	Information Technology	Client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of the Rock Spring Park joint venture and IBM Real Estate, each a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Lotus Development Corporation, a former client of Skadden, Arps on matters unrelated to the Debtors.
Software Spectrum	Information Technology	Former client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Level 3 Communications, Commonwealth Telephone Enterprises, Inc., and Peter Kiewit Sons', Inc., each a client of Skadden, Arps on matters unrelated to the Debtors, and MFS Communications Company, Inc., a former client of Skadden, Arps on matters unrelated to the Debtors.
Veritas Software Corporation	Information Technology	On information and belief, 10.16% of entity is owned by AXA Financial, Inc., which is affiliated with AXA Asset Management and AXA Investment Managers, each a client of Skadden, Arps on matters unrelated to the Debtors.
Federal Express	Mail	Client of Skadden, Arps on matters unrelated to the Debtors.
GE Capital	Mail	Former client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of General Electric Company, PSG

Name	Relationship to RCN Corp. and its Subsidiaries	Relationship to Skadden, Arps
		International Ltd., National Broadcasting Company, Inc., GE Commercial France, NBC Internet, Inc., Telemundo Communications Group, Genpower L.L.C., GE Mortgage Holdings L.L.C., Montgomery Ward Holding Corp., and GE Mortgage Holdings L.L.C., each a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of GE Capital Commercial Finance, GE Railcar Services Corporation, GE - Capital Mortgage Services, Inc., Montgomery Ward Holding Corporation, and Telemundo Holdings, Inc., each a former client of Skadden, Arps on matters unrelated to the Debtors.
Bernard Hodes Group	Marketing	On information and belief, this entity is an affiliate of Clark & Weinstock, a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of US Marketing and Promotions, Inc., a former client of Skadden, Arps on matters unrelated to the Debtors.
Clear Channel Communications	Marketing	On information and belief, 12.8% of entity is owned by Fidelity Management & Research Corp., a client of Skadden, Arps on matters unrelated to the Debtors.
Arris	Network	On information and belief, 10.3% of entity is owned by Liberty Media Corp., a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, 18.7% of this entity is owned by Nortel Networks Corporation, a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, holder of at least a 5% interest in this entity is Mellon Financial Corporation, a client of Skadden, Arps on matters unrelated to the Debtors.
Cisco Systems	Network	Client of Skadden, Arps on matters unrelated to the Debtors.
Lucent Technologies In-	Network	Client of Skadden, Arps on matters unrelated to the Debtors. On information and

Name	Relationship to RCN Corp. and its Subsidiaries	Relationship to Skadden, Arps
corporated		belief, this entity is an affiliate of Ascend Communications, Inc., a former client of Skadden Arps on matters unrelated to the Debtors.
Marconi Corporation PLC	Network	On information and belief, 11.2% of entity is owned by Goldman Sachs Group, a client of Skadden, Arps on matters unrelated to the Debtors.
Nortel Networks	Network	Client of Skadden, Arps on matters unrelated to the Debtors.
Openwave Systems	Network	Client of Skadden, Arps on matters unrelated to the Debtors.
Uunet Technologies Inc.	Network	On information and belief, this entity is an affiliate of Worldcom, Inc., a former client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of MCI Telecommunications Corporation, a former client of Skadden, Arps on matters unrelated to the Debtors.
Verizon Communications Corp.	Network	Client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Verizon Wireless, Price Communications Corp., and Price Communications Wireless, Inc., each a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Verizon Capital Corp., a former client of Skadden, Arps on matters unrelated to the Debtors.
Zhong Technologies, Inc.	Network	On information and belief, 15% of entity is owned by Science Applications International Corp., a client of Skadden, Arps on matters unrelated to the Debtors.
Ameritech	Network Cost	Client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Ameritech Mobile Communications, Inc., a former client of Skadden, Arps on matters unrelated to the Debtors, and of Ameritech Corp., Ameritech Credit Corp., Cingular Wireless LLC, and SBC Communications, Inc., each a client of Skadden, Arps on matters unrelated to the

Name	Relationship to RCN Corp. and its Subsidiaries	Relationship to Skadden, Arps
		Debtors.
Amtrak	Network Cost	Client of Skadden, Arps on matters unrelated to the Debtors.
Bellsouth	Network Cost	Former client of Skadden, Arps on matters unrelated to the Debtors.
Cable & Wireless USA Inc.	Network Cost	Client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Singtel Optus Pty Limited, and EXDS Inc., each a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Cable & Wireless and Exodus Communications, Inc., each a former client of Skadden, Arps on matters unrelated to the Debtors.
Commonwealth Telephone Company	Network Cost	On information and belief, this entity is an affiliate of Commonwealth Telephone Enterprises Inc., a client of Skadden, Arps on matters unrelated to the Debtors.
CTSI	Network Cost	On information and belief, this entity is an affiliate of Commonwealth Telephone Enterprises Inc., a client of Skadden, Arps on matters unrelated to the Debtors.
Focal Communications	Network Cost	On information and belief, holder of at least a 5% interest in this entity is Madison Dearborn Capital Partners LP, a former client of Skadden, Arps on matters unrelated to the Debtors.
Global Crossing	Network Cost	Client of Skadden, Arps on matters unrelated to the Debtor. On information and belief, this entity is an affiliate of Global Crossing Ltd., and Ixnet, Inc., each a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of IPC Communications, Inc., and Frontier Corporation, each a former client of Skadden, Arps on matters unrelated to the Debtors.
Illuminet	Network Cost	On information and belief, this entity is an affiliate of Verisign, Inc., a former

Name	Relationship to RCN Corp. and its Subsidiaries	Relationship to Skadden, Arps
		client of Skadden, Arps on matters unrelated to the Debtors.
Level 3 Communications	Network Cost	Client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Commonwealth Telephone Enterprises, Inc., and Peter Kiewit Sons' Inc., each a client of Skadden, Arps on matters unrelated to the debtors. On information and belief, this entity is an affiliate of MFS Communications Company, Inc., a former client of Skadden, Arps on matters unrelated to the Debtors.
MCI	Network Cost	Former client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of WorldCom, Inc., a former client of Skadden, Arps on matters unrelated to the Debtors.
MFS Telecom Inc.	Network Cost	On information and belief, this entity is an affiliate of WorldCom, Inc., a former client of Skadden, Arps on matters unrelated to the Debtors.
SNET	Network Cost	On information and belief, this entity is an affiliate of Ameritech Mobile Communications, Inc., a former client of Skadden, Arps on matters unrelated to the Debtors, and of SBC Communications, Inc., Ameritech Corp., Ameritech Credit Corp., and Cingular Wireless LLC, each a client of Skadden, Arps on matters unrelated to the Debtors.
Sprint	Network Cost	Former client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, 14.4% of entity is owned by Capital Research and Management Co., a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Sprint Corp., a former client of Skadden, Arps on matters unrelated to the Debtors and the officers and directors of which are clients of Skadden, Arps on matters unrelated to the Debtors.

Name	Relationship to RCN Corp. and its Subsidiaries	Relationship to Skadden, Arps
Sprint United	Network Cost	On information and belief, this entity is an affiliate of Sprint Corp., a former client of Skadden, Arps on matters unrelated to the Debtors, and the officers and directors of which are clients of Skadden, Arps on matters unrelated to the Debtors.
TCI	Network Cost	On information and belief, holder of at least a 5% interest in this entity is Liberty Media Corp., a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Comcast Corporation, a client of Skadden, Arps on matters unrelated to the Debtors.
Teleglobe USA Inc.	Network Cost	On information and belief, this entity is an affiliate of BCE Inc., Aliant, Inc., and Stratos Global Corporation, each a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Look Communications Inc., a former client of Skadden, Arps on matters unrelated to the Debtors.
Verizon Advanced Data	Network Cost	On information and belief, this entity is an affiliate of Verizon Communications Corp., Verizon Wireless, Price Communications Corp., and Price Communications Wireless, Inc., each a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Verizon Capital Corp., a former client of Skadden, Arps on matters unrelated to the Debtors.
Williams Communications LLC	Network Cost	Client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of The Williams Companies and Transcontinental Gas Pipe Line Corp., each a client of Skadden, Arps on matters unrelated to the Debtors.
Worldcom	Network Cost	A former client of Skadden, Arps on matters unrelated to the Debtors. On

Name	Relationship to RCN Corp. and its Subsidiaries	Relationship to Skadden, Arps
		information and belief, this entity is an affiliate of MCI Telecommunications Corporation, a former client of Skadden, Arps on matters unrelated to the Debtors.
XO Communications	Network Cost	On information and belief, this entity is an affiliate of Nextlink Communications, Inc., a former client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, holder of at least a 5% interest in this entity is Putnam Investments, Inc., a client of Skadden, Arps on matters unrelated to the Debtors.
Black Entertainment Television	Programming	On information and belief, this entity is an affiliate of National Amusements, Inc., Viacom International Inc., CBS Corporation and BET Holdings, Inc, each a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Blockbuster Entertainment Corporation, Spelling Entertainment, and MTV Russia, each a former client of Skadden, Arps on matters unrelated to the Debtors.
Country Music Television	Programming	On information and belief, this entity is an affiliate of National Amusements, Inc., Viacom International Inc., CBS Corporation, Spelling Entertainment, and BET Holdings, Inc, each a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Blockbuster Entertainment Corporation, and MTV Russia, each a former client of Skadden, Arps on matters unrelated to the Debtors.
Comcast Sportsnet	Programming	On information and belief, this entity is an affiliate of Comcast Corporation, a client of Skadden, Arps on matters unrelated to the Debtors.
Discovery Digital Networks	Programming	On information and belief, this entity is an affiliate of Discovery Communications, Inc., a former client of Skadden, Arps on matters unrelated to the Debtors.

Name	Relationship to RCN Corp. and its Subsidiaries	Relationship to Skadden, Arps
Discovery Channel/ABC Cable Networks	Programming	On information and belief, this entity is an affiliate of The Walt Disney Company, and Saban Capital Group, Inc., each a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of KCAL-TV, Channel 9, and Miramax Films, each a former client of Skadden, Arps on matters unrelated to the Debtors.
Disney Channel	Programming	On information and belief, this entity is an affiliate of Saban Capital Group, Inc., and The Walt Disney Company, each a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of KCAL-TV, Channel 9, and Miramax Films, each a former client of Skadden, Arps on matters unrelated to the Debtors.
ESPN	Programming	On information and belief, this entity is an affiliate of The Walt Disney Company, and Saban Capital Group, Inc., each a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of KCAL-TV, Channel 9, and Miramax Films, each a former client of Skadden, Arps on matters unrelated to the Debtors.
Fox News Network LLC	Programming	On information and belief, entity is an affiliate of The News Corporation Ltd., Fox Entertainment Group, News/Fox Directors, Fox Televisions Stations, Inc., each a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, entity is an affiliate of Twentieth Century Fox, a former client of Skadden, Arps on matters unrelated to the Debtors.
HBO	Programming	Client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of McKesson Corporation, R.E. Turner III., Time Warner Incorporated, AOL Time Warner, Warner Bros. Records, Inc., Warner

Name	Relationship to RCN Corp. and its Subsidiaries	Relationship to Skadden, Arps
		Music Group, Warner Bros. Germany GMBH and Time-Turner Network Sales, each a client of Skadden, Arps on matters unrelated to the Debtors.
MTV Networks	Programming	On information and belief, this entity is an affiliate of National Amusements, Inc., Viacom International Inc., CBS Corporation, and BET Holdings, Inc, each a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Spelling Entertainment, Blockbuster Entertainment Corporation, and MTV Russia, each a former client of Skadden, Arps on matters unrelated to the Debtors.
Playboy Entertainment Group Inc.	Programming	On information and belief, this entity is an affiliate of Playboy Enterprises, Inc., a client of Skadden, Arps on matters unrelated to the Debtors.
Showtime Networks Inc.	Programming	On information and belief, this entity is an affiliate of National Amusements, Inc., Viacom International Inc., CBS Corporation, and BET Holdings, Inc, each a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Spelling Entertainment, Blockbuster Entertainment Corporation, and MTV Russia, each a former client of Skadden, Arps on matters unrelated to the Debtors.
Starz Encore Group	Programming	Client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of On Command Corporation, Starz Encore Group, and Liberty Media Corporation, each a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of UnitedGlobalCom, TruePosition, and The Denver Nuggets Limited Partnership, each a former client of Skadden, Arps on matters unrelated to the Debtors.
TV Guide Networks, Inc.	Programming	On information and belief, this entity is an affiliate of Gemstar-TV Guide

Name	Relationship to RCN Corp. and its Subsidiaries	Relationship to Skadden, Arps
		International Inc., a client of Skadden, Arps on matters unrelated to the Debtors, and the independent directors of which are former clients of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of TVG Network, a former client of Skadden, Arps on matters unrelated to the Debtors.
Yankees Entertainment and Sports	Programming	Client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of New Jersey Nets, a client of Skadden, Arps on matters unrelated to the Debtors.
Architel Systems Corporations	Software	Former client of Skadden, Arps on matters unrelated to the Debtors.
Anacomp, Inc.	Software	On information and belief, holders of at least a 5% interest in this entity are Heartland Advisors, Inc. and Unitrin, Inc., each a client of Skadden, Arps on matters unrelated to the Debtors.
Group 1 Software, Inc.	Software	On information and belief, entity is 10.80% owned by Prudential Securities, a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, entity is an affiliate of Prudential Insurance Company of America, a client of Skadden, Arps on matters unrelated to the Debtors.
KPMG Consulting LLC	Software	On information and belief, entity is a wholly-owned subsidiary of Bearingpoint, Inc., a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, entity is an affiliate of KPMG Ltd. and KPMG Peat Marwick LLP, each a client of Skadden, Arps on matters unrelated to the Debtors.
Oracle Corporation	Software	Former client of Skadden, Arps on matters unrelated to the Debtors.
Quest Software, Inc.	Software	On information and belief, entity is an affiliate of Nortel Networks Corporation, a

Name	Relationship to RCN Corp. and its Subsidiaries	Relationship to Skadden, Arps
		client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, entity is an affiliate of Northern Telecom Inc., a client of Skadden, Arps on matters unrelated to the Debtors.
Bell Atlantic-Pennsylvania, Inc.	Pole Attachment	On information and belief, this entity is an affiliate of Verizon Communications Corp., Verizon Wireless, Price Communications Corp., and Price Communications Wireless, Inc., each a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Verizon Capital Corp., a former client of Skadden, Arps on matters unrelated to the Debtors.
Bell Atlantic-Maryland, Inc.	Pole Attachment	On information and belief, this entity is a wholly-owned subsidiary of Verizon Communications Corp., a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Verizon Wireless, Price Communications Corp., and Price Communications Wireless, Inc., each a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Verizon Capital Corp., a former client of Skadden, Arps on matters unrelated to the Debtors.
Commonwealth Edison Company	Pole Attachment	Former client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity's ultimate parent is Exelon Corporation, a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Peco Energy Company, a former client of Skadden, Arps on matters unrelated to the Debtors.
Consolidated Edison Company of New York, Inc.	Pole Attachment	On information and belief, this entity is an affiliate of Orange and Rockland Utilities, Inc., a client of Skadden, Arps on matters unrelated to the Debtors.

Name	Relationship to RCN Corp. and its Subsidiaries	Relationship to Skadden, Arps
Department of Water and Power of the City of Los Angeles	Pole Attachment	Client of Skadden, Arps on matters unrelated to the Debtors.
GTE California Incorporated: n/k/a Verizon California	Pole Attachment	On information and belief, this entity's parent company is Verizon Communications Corp., a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Verizon Wireless, Price Communications Corp., and Price Communications Wireless, Inc., each a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Verizon Capital Corp., a former client of Skadden, Arps on matters unrelated to the Debtors.
GTE Northwest Incorporated: n/k/a Verizon Northwest	Pole Attachment	On information and belief, this entity's parent company is Verizon Communications, a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Verizon Wireless, Price Communications Corp., and Price Communications Wireless, Inc., each a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Verizon Capital Corp., a former client of Skadden, Arps on matters unrelated to the Debtors.
Illinois Bell Telephone Company a.k.a. Ameritech-Illinois	Pole Attachment	On information and belief, this entity is an affiliate of Ameritech Mobile Communications, Inc., a former client of Skadden Arps on matters unrelated to the Debtors, and of Ameritech Corp., Ameritech Credit Corp., Cingular Wireless LLC, and SBC Communications, Inc., each a client of Skadden, Arps on matters unrelated to the Debtors.

Name	Relationship to RCN Corp. and its Subsidiaries	Relationship to Skadden, Arps
New England Telephone and Telegraph Company d/b/a bell Atlantic-New England	Pole Attachment	On information and belief, this entity is an affiliate of Verizon Communications Corp., Verizon Wireless, Price Communications Corp., and Price Communications Wireless, Inc., each a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Verizon Capital Corp., a former client of Skadden, Arps on matters unrelated to the Debtors.
New York Telephone Company	Pole Attachment	On information and belief, this entity is an affiliate of Verizon Communications Corp., Verizon Wireless, Price Communications Corp., and Price Communications Wireless, Inc., each a client of Skadden, Arps on matters unrelated to the Debtors.
Pacific Bell Telephone Company	Pole Attachment	On information and belief, this entity is a wholly-owned subsidiary of SBC Communications, Inc., a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Ameritech Mobile Communications, Inc., a former client of Skadden, Arps on matters unrelated to the Debtors, and of Ameritech Credit Corp., Cingular Wireless LLC, and Ameritech Corp., each a client of Skadden, Arps on matters unrelated to the Debtors.
Pacific Gas and Electric Company	Pole Attachment	Client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Pacific Gas-PG&E Designated Underwriters, a client of Skadden, Arps on matters unrelated to the Debtors.
Pennsylvania Power & Light Company	Pole Attachment	On information and belief, this entity is an affiliate of PPL Global, LLC, a client of Skadden, Arps on matters unrelated to the Debtors.
PG&E	Pole Attachment	Client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Pacific Gas-Pacific Gas Transmission and

Name	Relationship to RCN Corp. and its Subsidiaries	Relationship to Skadden, Arps
		Pacific Gas-PG&E Designated Underwriters, each a client of Skadden, Arps on matters unrelated to the Debtors.
Potomac Electric Power Company	Pole Attachment	Client of Skadden, Arps on matters unrelated to the Debtors.
Puget Sounds Energy, Inc.	Pole Attachment	Client of Skadden, Arps on matters unrelated to the Debtors.
Time Warner Cable of New York City	Pole Attachment	Client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of AOL Time Warner, Time-Turner Network Sales, and Turner III, R.E., each a client of Skadden, Arps on matters unrelated to the Debtors.
US West Communications, Inc.	Pole Attachment	Former client of Skadden, Arps on matters unrelated to the Debtors.
Verizon California Inc.	Pole Attachment	On information and belief, this entity is a wholly-owned subsidiary of Verizon Communications Corp., a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Verizon Wireless, Price Communications Corp., and Price Communications Wireless, Inc., each a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Verizon Capital Corp., a former client of Skadden, Arps on matters unrelated to the Debtors.

Name	Relationship to RCN Corp. and its Subsidiaries	Relationship to Skadden, Arps
CNBC, Inc.	Programming	On information and belief, this entity is a wholly-owned subsidiary of General Electric Company, Inc., a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of GE Commercial Finance, National Broadcasting Company, Inc., NBC Internet, Inc., Genpower LLC, Telemundo Communications Group, GE Mortgage Holdings LLC, GE Financial Holdings, Inc., and Montgomery Ward Holding Corp., each a client of Skadden, Arps on matters unrelated to the debtors. On information and belief, this entity is an affiliate of GE Capital Commercial Finance, GE Capital Mortgage Services, Inc., Telemundo Holdings, Inc., GE Investment Distributors, Inc., and GE Railcar Services Corporation, each a former client of Skadden, Arps on matters unrelated to the Debtors.
C-TEC Cable System Services, Inc. (n/k/a/ Commonwealth Telephone Enterprises, Inc.)	Programming	Client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Level 3 Communications and MFS Communications Company, Inc., a client and former client, respectively, of Skadden, Arps on matters unrelated to the Debtors.
E! Entertainment Television, Inc.	Programming	On information and belief, this entity's parent company is Comcast Corporation, a client of Skadden, Arps on matters unrelated to the Debtors.
Fox Cable Network Services, LLC	Programming	On information and belief, this entity is a wholly-owned subsidiary of The News Corporation Limited, a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, entity is an affiliate of Fox Entertainment Group, Inc., News/Fox Directors, and Fox Televisions Stations, Inc., each a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, entity is an affiliate of Twentieth Century Fox Home Entertainment, Inc., a

Name	Relationship to RCN Corp. and its Subsidiaries	Relationship to Skadden, Arps
		former client of Skadden, Arps on matters unrelated to the Debtors.
Madison Square Garden, LP	Programming	Client of Skadden, Arps on matters unrelated to the Debtors.
National Broadcasting Company, Inc.	Programming	Client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is a wholly-owned subsidiary of General Electric Company, Inc., a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of GE Commercial Finance, National Broadcasting Company, Inc., NBC Internet, Inc., Genpower LLC, Telemundo Communications Group, GE Mortgage Holdings LLC, and Montgomery Ward Holding Corp., each a client of Skadden, Arps on matters unrelated to the debtors. On information and belief, this entity is an affiliate of GE Capital Commercial Finance, GE Capital Mortgage Services, Inc., Telemundo Holdings, Inc., GE Investment Distributors, Inc., and GE Railcar Services Corporation, each a former client of Skadden, Arps on matters unrelated to the Debtors.
TechTV, LLC	Programming	On information and belief, this entity is 97% owned by Vulcan Ventures Incorporated, an affiliate of Vulcan Inc., a client of Skadden, Arps on matters unrelated to the Debtors.
Valuevision Media, Inc.	Programming	On information and belief, this entity is 39.10% owned by General Electric Company, a client of Skadden, Arps on matters unrelated to the Debtors.
Warner Home Video	Programming	On information and belief, this entity is a wholly-owned subsidiary of AOL Time Warner, Inc., a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Warner Bros. Records, Inc., Time Warner Incorporated, Home Box Office, Inc., Time-Turner Network Sales,

Name	Relationship to RCN Corp. and its Subsidiaries	Relationship to Skadden, Arps
		and R.E. Turner III, each a client of Skadden, Arps on matters unrelated to the Debtors.
AT&T Corp	Peering Agreement Party	Client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of GRC International, a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of AT&T Capital Corporation, a former client of Skadden, Arps on matters unrelated to the Debtors.
Broadwing Communications	Peering Agreement Party	On information and belief, this entity is 15.10% owned by Legg Mason, Inc., a former client of Skadden, Arps on matters unrelated to the Debtors and 6.41% owned by Gabelli Asset Management, Inc., a client of Skadden, Arps on matters unrelated to the Debtors.
Comdisco Inc.	Peering Agreement Party	Client of Skadden, Arps on matters unrelated to the Debtors.
Electric Lightwave Inc.	Peering Agreement Party	On information and belief, this entity is an 85% owned subsidiary of Citizens Communications Company, a client of Skadden, Arps on matters unrelated to the Debtors.
Genuity Solutions Inc.	Peering Agreement Party	Client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is a wholly-owned subsidiary of Level 3 Communications, Inc., a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Commonwealth Telephone Enterprises, Inc., a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of MFS Communications Company, Inc., a former client of Skadden, Arps on matters unrelated to the Debtors.
Japan Telecom America	Peering Agreement Party	On information and belief, this entity is an affiliate of Mannesmann AG and

Name	Relationship to RCN Corp. and its Subsidiaries	Relationship to Skadden, Arps
		Vodafone Holding GMBH, each a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Vodafone Australasia, a former client of Skadden Arps on matters unrelated to the Debtors.
KDDI Corporation	Peering Agreement Party	Client of Skadden, Arps on matters unrelated to the Debtors.
Primus Telecommunications, Inc.	Peering Agreement Party	On information and belief, this entity is 24.55% owned by American International Group, Inc., a former client of Skadden, Arps on matters unrelated to this entity
Cogent Communications, Inc.	Dark Fiber/IRU	Client of Skadden, Arps on matters unrelated to the Debtors.
Genentech, Inc.	Dark Fiber/IRU	Former client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, entity is 8.40% owner of Vaxgen Inc., a former client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Hoffman La Roche, Inc., a former client of Skadden, Arps on matters unrelated to the Debtors.
GT Group Telecom Services Corp	Dark Fiber/IRU	On information and belief, this entity is an affiliate of 360 Networks, Inc., a client of Skadden, Arps on Matters unrelated to the Debtors.
McLeodUSA Telecommunications Services	Dark Fiber/IRU	On information and belief, this entity is a subsidiary of McLeodUSA Incorporated, a client of Skadden, Arps on matters unrelated to the Debtors.
Metromedia Fiber Network Services, Inc.	Dark Fiber/IRU	On information and belief, this entity is a wholly-owned subsidiary of Metromedia Fiber Network, Inc., a client of Skadden, Arps on matters unrelated to the Debtors.
Metromedia Fiber Systems of New York, Inc. and Metromedia Fiber	Dark Fiber/IRU	On information and belief, this entity is an affiliate of Worldcom, Inc. and MCI Telecommunications Corporation, each a former client of Skadden, Arps on matters unrelated to the Debtors.

Name	Relationship to RCN Corp. and its Subsidiaries	Relationship to Skadden, Arps
Systems/McCourt, Inc.		
NEES Communications, Inc.	Dark Fiber/IRU	On information and belief, this entity is an affiliate of National Grid USA, a client of Skadden, Arps on matters unrelated to the Debtors.
Qwest Communications Corporation	Dark Fiber/IRU	On information and belief, this entity is a wholly-owned subsidiary of Qwest Communications International Inc., a client of Skadden, Arps on matters unrelated to the Debtors.
SUNESYS, Inc.	Dark Fiber/IRU	On information and belief, this entity is an affiliate of Exelon Corporation, a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Peco Energy Corporation and Commonwealth Edison, each a former client of Skadden, Arps on matters unrelated to the Debtors.
Teleport Communications Boston	Dark Fiber/IRU	On information and belief, this entity is affiliated with Teleport Communications Group Inc., a wholly-owned subsidiary of AT&T Corp., a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of GRC International, a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of ACC Corp., and AT&T Capital Corporation, each a former client of Skadden, Arps on matters unrelated to the Debtors.
Discovery Communications Inc.	TV Production	Former client of Skadden, Arps on matters unrelated to the Debtors.
Marathon International	TV Production	On information and belief, this entity is an affiliate of Delhi Gas Pipeline Corp., and Marathon Ashland Petroleum LLC, each a client of Skadden, Arps on matters

Name	Relationship to RCN Corp. and its Subsidiaries	Relationship to Skadden, Arps
		unrelated to the Debtors.
The United Nations	TV Production	On information and belief, this entity is an affiliate of United Nations Foundation, Inc., a client of Skadden, Arps on matters unrelated to the Debtors.
International Family Entertainment, Inc.	TV Production	On information and belief, this entity is a subsidiary of The Walt Disney Company, a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Saban Capital Group, Inc., a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of KCAL-TV, Channel 9, and Miramax Films, each a former client of Skadden, Arps.
ABC Family	TV Production	On information and belief, this entity is a wholly owned subsidiary of The Walt Disney Company, a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Saban Capital Group, Inc., a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of KCAL-TV, Channel 9, and Miramax Films, each a former client of Skadden, Arps.
Showtime Networks, Inc.	TV Production	On information and belief, this entity is an affiliate of National Amusements, Inc., Viacom International, Inc., Spelling Entertainment, and BET Holdings, Inc., each a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Blockbuster Entertainment Corporation and MTV Russia, each a former client of Skadden, Arps on matters unrelated to the Debtors.
Manhattan Transfer/Edit, Inc.	TV Production	On information and belief, this entity is a wholly-owned subsidiary of Liberty Media Corporation, a client of Skadden, Arps on matters unrelated to the Debtors.

Name	Relationship to RCN Corp. and its Subsidiaries	Relationship to Skadden, Arps
		On information and belief, this entity is an affiliate of Starz Encore Group, a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Unitedglobalcom, Trueposition, On Command Corporation, and The Denver Nuggets Limited Partnership, each a former client of Skadden, Arps on matters unrelated to the Debtors.
Walden Media LLC	TV Production	On information and belief, this entity is a subsidiary of Anshutz Company, a client of Skadden, Arps on matters unrelated to the Debtors.
Bantam Doubleday Dell Books	TV Production	On information and belief, this entity is an affiliate of Gruhner & Jahr AG & Co. and Bertelsmann AG, each a client of Skadden, Arps on matters unrelated to the Debtors.
Pepco Communications	Joint Venture	On information and belief, this entity is an affiliate of Potomac Electric Power Company, a client of Skadden, Arps on matters unrelated to the Debtors.

EXHIBIT E

**Relationship Between Skadden, Arps, Slate, Meagher & Flom LLP
and the Landlords and Lessors of RCN Corporation and Its Subsidiaries**

Name	Relationship to RCN Corp. and its Subsidiaries	Relationship to Skadden, Arps
Central Locating Service Ltd.	Landlord	On information and belief, this entity is an affiliate of Utilquest Holding Corp., a client of Skadden, Arps on matters unrelated to the Debtors.
John W. Clark	Landlord	On information and belief, this individual is Senior Vice-President of Consumers Energy Company, a client of Skadden, Arps on matters unrelated to the Debtors and an affiliate of CMS - Enterprises, Inc., CMS Generation Co. and CMS Energy Corporation, each a client of Skadden, Arps on matters unrelated to the Debtors.
Comed	Landlord	On information and belief, this entity is an affiliate of Exelon Corporation and Sithe Energies, Inc., each a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Commonwealth Edison and Peco Energy Company, each a former client of Skadden, Arps on matters unrelated to the Debtors.
Con Edison	Landlord	On information and belief, this entity is an affiliate of Orange and Rockland Utilities, Inc., a client of Skadden, Arps on matters unrelated to the Debtors.

Name	Relationship to RCN Corp. and its Subsidiaries	Relationship to Skadden, Arps
Peco Energy Company	Landlord	Former client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Commonwealth Edison, a former client of Skadden, Arps on matters unrelated to the Debtors, and of Exelon Corporation and Sithe Energies, Inc., each a client of Skadden, Arps on matters unrelated to the Debtors.
PP&L	Landlord	Client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of PPL Global, LLC, a client of Skadden, Arps on matters unrelated to the Debtors.
PS Business Parks Inc. Loc #10	Landlord	Former client of Skadden, Arps on matters unrelated to the Debtors.
PSE&G Co.	Landlord	Client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of PSEG Resources, Inc., and Public Service Enterprise Group, Inc., each a client of Skadden, Arps on matters unrelated to the Debtors.
Siemens Enterprise Networks LLC	Landlord	On information and belief, this entity is an affiliate of SVM Star Venture Management, a client of Skadden, Arps on matters unrelated to the Debtors.
Waste Management	Landlord	Client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Waste Management International PLC, a former client of Skadden, Arps on matters unrelated to the Debtors.
Wesley Jessen Corp.	Landlord	Former client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Wesley Jessen Vision Care, Novartis Pharmaceuticals Corporation, and Gerber products com-

Name	Relationship to RCN Corp. and its Subsidiaries	Relationship to Skadden, Arps
		pany, each a former client of Skadden, Arps on matters unrelated to the Debtors.
CBS Corporation	Landlord	Client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of National Amusements, Inc., BET Holdings, Inc., and Viacom International, each a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of Blockbuster Entertainment Corporation and MTV Russia, each a former client of Skadden, Arps on matters unrelated to the Debtors.
John Hancock Life Insurance Company	Landlord	Client of Skadden, Arps on matters unrelated to the Debtors.
Liberty Mutual Insurance Company	Landlord	Client of Skadden, Arps on matters unrelated to the Debtors.
Argonaut Holdings, Inc.	Landlord	On information and belief, this entity is an affiliate of General Motors Corporation, General Motors Acceptance Corp., Commercial Mortgage Group, Hughes Network Systems, Inc., and Hughes Electronics Corporation, each a former client of Skadden, Arps on matters unrelated to the Debtors.
CDC IXIS Financial Guaranty Services, Inc.	Landlord	On information and belief, this entity is an affiliate of CDC - IXIS Capital Markets, CDC, C3D, Societe De Development Et De Participations Financieres, CDC PME, Societe Centrale Immobiliere De La Caisse Des Depots (Scic), CDC Holding Finance, CDC IXIX Italia Holding, each a client of Skadden, Arps on matters unrelated to the Debtors. On information and belief, this entity is an affiliate of CDC

Name	Relationship to RCN Corp. and its Subsidiaries	Relationship to Skadden, Arps
		IXIS Capital Markets, and CDC Investment Management Corp., each a former client of Skadden, Arps.
Jetblue Airways Corporation	Landlord	On information and belief, 12.4% owner is Fidelity Management & Research Corp., and 5%+ owner is Bank of America Corporation, each a client of Skadden, Arps on matters unrelated to the Debtors.
Boston Properties Limited Partnership	Landlord	Client of Skadden, Arps on matters unrelated to the Debtors.