

R. Bankr. P. 2014 and 2016 Authorizing the Retention of Dechert LLP as Special Conflicts Counsel to the Debtors (the "Application").¹

2. Pursuant to the engagement letter, dated September 22, 2004 (the "Engagement Letter"), the Debtors wish to retain Dechert, nunc pro tunc to September 14, 2004, as their special conflicts counsel. A copy of the Engagement Letter is attached hereto as Exhibit A and is incorporated herein by reference. The terms of employment and compensation set forth in the Engagement Letter and below are consistent with employment and compensation arrangements typically entered into by Dechert and other firms for the performance of similar services.

3. The Debtors propose to retain Dechert to represent them in (1) the resolution of certain patent infringement claims (the "Claims") asserted against them and (2) any other matters specifically requested by them and agreed to by Dechert, to the extent Dechert does not represent or hold any interest adverse to the Debtors or their estates with respect to such matters.

4. With offices in New York, Philadelphia, Washington, D.C., Boston, Charlotte, Princeton, Harrisburg, Hartford, Newport Beach, Palo Alto, San Francisco, London, Luxembourg, Brussels, Frankfurt, Munich, and Paris, Dechert is a full-service law firm with broad experience and expertise in the fields of intellectual

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

property, bankruptcy, corporate reorganization, and debtors' and creditors' rights, as well as in many other areas of practice.

5. Dechert has represented the Debtors since 1999 in connection with the Claims and related issues, and it is familiar with such issues. Dechert has also represented the Debtors since 1997 in general intellectual property, labor, and immigration matters, among other matters.

6. Based on the conflicts searches conducted to date by Dechert's Conflicts Department (which, upon information and belief, included searches of Dechert's client records going back into the 1970s) and described herein, to the best of my knowledge, neither I, the Firm, nor any member of the Firm holds or represents any interest adverse to the Debtors or their estates with respect to the Claims or any other matter related to these cases, except as disclosed and described herein.

7. Dechert and certain of its partners, counsel, and associates may have in the past represented, may currently represent, and likely in the future will represent parties-in-interest of the Debtors in connection with matters unrelated to the Debtors and these cases. Dechert has searched its electronic database for any connection to the Debtors and their affiliates and to the entities and individuals included on the conflicts list provided by the Debtors, a copy of which is attached hereto as Exhibit B and is incorporated herein by reference.

8. Except as set forth herein, to the best of my knowledge, information, and belief, Dechert has not and will not represent any party listed on Exhibit B in any matter related to these cases.

9. Although not necessarily relevant for the purposes of 11 U.S.C. § 327(e), attached hereto as Exhibit C and incorporated herein by reference are the material results of Dechert's conflicts searches and, specifically, a list of the entities and individuals that Dechert has represented and may continue to represent, or that have affiliates or corporate relatives that Dechert has represented and may continue to represent, in matters unrelated to the Claims and to these cases.

10. The information listed below may have changed without our knowledge and may change during the pendency of these cases. I or another member of the Firm will update this Affidavit as necessary when we become aware of new material information.

11. Dechert has also represented Music Choice in these cases in connection with an ongoing contractual relationship with the Debtors. Dechert has not billed substantial time on such matter and does not expect to bill significant additional time thereon. Moreover, Dechert anticipates obtaining a waiver from Music Choice with respect to Dechert's proposed representation of the Debtors. Finally, the Debtors have not requested that Dechert represent them on any specific matter involving Music Choice and, in the event such representation would create an

interest adverse to the Debtors or their estates with respect to such matter, Dechert will not represent the Debtors with respect thereto.

12. To the best of my knowledge, information, and belief, no actual conflict of interest exists with respect to the simultaneous representation of the Debtors at this time.

13. The Engagement Letter provides that Dechert will be compensated with a fee based on its customary hourly rates. Dechert's current customary hourly rates, subject to change from time to time, range from \$230 to \$650 for attorneys and from \$135 to \$195 for non-lawyer personnel who may work on this matter. These hourly rates are Dechert's standard hourly rates for work of this nature.

14. These rates are set at a level designed to compensate fairly Dechert for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. It is Dechert's policy to charge its clients in all areas of practices for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document processing, photocopying charges, travel expenses, expenses for "working meals," computerized research expenses, transcription costs, and non-ordinary overhead expenses such as secretarial and other overtime. Dechert will charge the Debtors for these expenses in a manner and at rates consistent with charges made generally to Dechert's other clients. Dechert believes that it is more equitable to charge these

expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients.

15. Dechert may perform services on behalf of both the Debtors and the Non-Debtor Affiliates (as defined in the Application). Services performed exclusively for any of the Non-Debtor Affiliates will be billed directly to such Non-Debtor Affiliates and will not be billed to the Debtors' estates. To the extent Dechert performs services on behalf of both the Debtors and the Non-Debtor Affiliates, for the benefit of both, it will allocate a proportional amount of its fees and expenses for such services to such non-debtor entities, and it will only seek payment from the estates of that portion allocated to the Debtors.

16. As set forth in the Engagement Letter, with respect to services rendered on behalf of the Debtors, Dechert may provide monthly statements and will file fee applications pursuant to the Bankruptcy Code sections 330 or 331, the Local Bankruptcy Rules for the Southern District of New York, the Fee Guidelines promulgated by the Executive Office of the United States Trustee, the Bankruptcy Court's interim compensation order, dated June 22, 2004, and any other Bankruptcy Court order.

17. Dechert will endeavor to manage effectively its attorney, paralegal, clerk, and support staff so as to avoid duplicating services with the Debtors' other attorneys in these cases, including Skadden, Arps, Slate, Meagher & Flom LLP, the Debtors' general bankruptcy counsel.

18. Dechert has not entered into any payment sharing agreements pursuant to its representation of the Debtors.

19. According to information provided by Dechert's accounting department, within the twelve months before the petition date of the Initial Debtors (as defined in the Application), Dechert was paid a total of approximately \$152,000 for services rendered to the Debtors and to Non-Debtor Affiliates, subject to continuing reconciliation.

20. As of the Initial Debtors' petition date, the Debtors and the Non-Debtor Affiliates owed Dechert \$34,000 for legal services previously rendered. Dechert has received payments from certain Non-Debtor Affiliates in full satisfaction of these obligations and in partial satisfactions of certain post-petition obligations.

21. Debtor RCN Corporation currently owes Dechert approximately \$2,000 for post-petition services rendered, subject to continuing reconciliation.

22. I am the partner at Dechert who will bear primary responsibility for supervising the representation for which authority is sought.

23. I am generally familiar with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules of this Court.

24. Dechert's bankruptcy attorneys working on these cases have read and are familiar with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules of this Court.

25. Dechert is competent to represent the interests of the Debtors on whose behalf representation is now sought in all proceedings now pending or which may be reasonably expected in these cases.

26. The Dechert attorneys working on these cases will conduct themselves in accordance with the local rules, customs, and procedures of this Court.

/s/ Martin J. Black

Martin J. Black

Sworn to and subscribed
before me this 23rd day
of September, 2004
/s/ Sharon M. Anglim
Notary Public

EXHIBIT A

September 22, 2004

Deborah M. Royster
Senior Vice President, General Counsel,
and Corporate Secretary
RCN Corporation
105 Carnegie Center
Princeton, New Jersey 08540

Dear Deborah:

We have found it helpful in connection with an engagement to set forth our expectations regarding billing and our understanding of the scope of our representation and the services you expect us to perform.

This will confirm the arrangement, effective as of September 14, 2004, under which we will perform legal services for RCN Corporation and its debtor affiliates (collectively, the "Debtors") in their bankruptcy cases (the "Cases") filed with the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), as well as for RCN Corporation's non-debtor affiliates (the "Non-Debtor Affiliates" and, together with the Debtors, the "Company"). Specifically, we will represent the Company in (1) the resolution of certain patent infringement claims against it and (2) any other matters specifically requested by it and agreed to by us, to the extent we do not represent or hold any interest adverse to the Debtors or their estates with respect to such matters. Our acceptance of this representation does not involve an undertaking to represent you, your interests, or any other affiliate, individual or entity other than as described above.

Services performed exclusively for any of the Non-Debtor Affiliates will be billed directly to such Non-Debtor Affiliates and will not be billed to the Debtors' estates. To the extent we perform services on behalf of both the Debtors and the Non-Debtor Affiliates, for the benefit of both, we will allocate a proportional amount of our fees and expenses for such services to such non-debtor entities, and we will only seek payment from the estates of that portion allocated to the Debtors.

With respect to services rendered on behalf of the Debtors, we may provide monthly statements and will file fee applications pursuant to the Bankruptcy Code sections 330
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or 331, the Local Bankruptcy Rules for the Southern District of New York, the Fee Guidelines promulgated by the Executive Office of the United States Trustee, the Bankruptcy Court's interim compensation order, dated June 22, 2004, and any other Bankruptcy Court order.

Our fees will be based primarily upon hourly rates which the firm establishes for each member of our staff who provides legal services to clients. Our present hourly rates for the lawyers expected to work on this matter range from \$230 to \$650; and the rates for non-lawyer personnel who may work on this matter range from \$135 to \$195. These rates are subject to periodic adjustment by the firm, based on factors such as increased costs affecting our practice and enhanced expertise and experience of the lawyers and other personnel working on the matter, and the adjusted rates will apply to all services performed thereafter.

Monthly statements and/or fee applications will include itemized charges for expenses and services such as filing fees, duplicating, messenger and delivery services, overnight mail, toll telephone, travel, staff overtime and computerized legal research. You authorize us to incur all such costs as are reasonable and necessary to our representation. Please note that there are often unavoidable delays in reporting disbursements and other charges, and not all such charges will be billed at the same time as the related legal services.

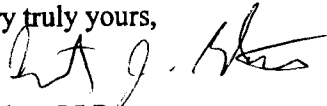
While this letter is intended to deal with the specific legal services described above, these terms and conditions will also apply with respect to any additional legal services that we may subsequently agree to provide.

This letter and our representation of the Debtors are subject to prior to Bankruptcy Court approval.

September 22, 2004
Page 3

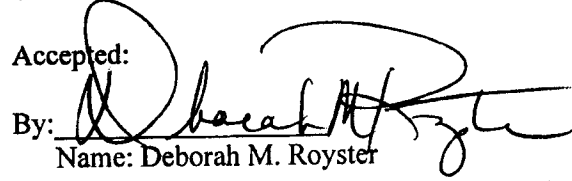
If the above does not reflect your understanding of the extent of our representation and the basis for our charges, please advise me promptly. If this letter correctly sets forth our understanding, please sign and return a copy of this letter.

Very truly yours,



Dechert LLP

Accepted:



By:

Name: Deborah M. Royster

EXHIBIT B

**RCN CORPORATION AND SUBSIDIARIES
CONFLICTS LIST**

Senior Lenders

JPMorgan Chase Bank
1888 Fund, Ltd.
AIMCO CDO Series 2000-A
AIMCO CLO Series 2001-A
Allstate Insurance Company
Allstate Life Insurance Company
Amara-1 Finance Ltd.
Amara-2 Finance Ltd.
American Express Asset Management
Archimedes Funding II, Ltd.
Archimedes Funding III, Ltd.
Bain Capital Inc.
Bank of Montreal
Bank One, N.A.
BDC Finance LLC
BDCM Opportunity Fund, LP
Bear Stearns & Co. Inc.
Bingham CDO L.P.
Black Diamond Capital Management, LLC
BNP Paribas
Canpartners Investments IV LLC
Canyon Capital Advisors LLC
Canyon Capital CDO 2001-1
Centurion CDO II, Limited
Ceres Finance, Ltd.
Ceres II Finance, Ltd.
Citigroup Global Asset Management
Citigroup Investments Corporate Loan Fund, Inc.
Credit Opportunities Funding, Inc.
Credit Suisse Asset Management
Credit Suisse First Boston
CypressTree Investment Partners II
CypressTree Investment Partners I
CyprusTree Investment Management Co.
Deephaven Distressed Opportunities
Deutsche Bank AG
Diversified Credit Strategies Fund
Eaton Vance Management (a/k/a Senior Debt Portfolio)

ELT Ltd
Epsilon Global Master Fund LP
Epsilon Global Master Fund II LP
Fleet National Bank
Goldman Sachs Credit Partners L.P.
Great Point CBO 1998-1
Guggenheim Partners
Hamilton CDO Ltd.
HFR DS Strategic Opportunity Master Trust
Highland Capital Management, L.P.
Highland Crusader Offshore Partners
IBM Credit LLC (f/k/a IBM Credit Corporation)
ING Capital Advisors, Inc.
INVESCO
KD Distressed and High Income Master Fund C.V.
KD Distressed and High Income Securities Fund LP
KS Capital Partners, L.P.
KS International
KZH CypressTree-1 LLC
KZH ING-2 LLC
KZH Sterling LLC
Lispenard Street Credit (Master) Ltd.
Longacre Master Fund Ltd
Magma CDO Ltd.
Merrill Lynch Credit Products
Metropolitan Life Insurance Co.
Mizuho Global, Ltd.
ML CLO XIX Sterling (Cayman) Ltd.
Nuveen Senior Income Fund
Oak Hill Advisors
Oak Hill Securities Fund, L.P.
Oak Hill Securities Fund II, L.P.
Oasis Collateral High Income Port.-1
One Group High Yield Bond Fund
PAM Capital Funding LP
Pamco Cayman Ltd.
Paribas Capital Funding LLC
PB Capital Corporation
PPM America Special Investments
Redwood Master Fund, Ltd.

Satellite Asset Management
Satellite Senior Income Fund, LLC
Sea Pines Funding LLC
Seneca Capital, L.P.
Sequils ING I (HBDGM), Ltd.
SIL Loan Funding LLC
Silver Point Capital
Spiret IV Loan Trust 2003-A
SPCP Group, LLC
SPS High Yield Loan Trading
SRS Strategies (Cayman), L.P.
Stanfield Capital Partners LLC
Stanfield CLO, Ltd.
Stanfield Quattro CLO, Ltd.
Stanfield/RMF Transatlantic CDO, Ltd.
Stellar Funding, Ltd.
Strata Funding Limited
SunAmerica Senior Floating Rate Fund
Thermopylae Funding Corp.
TRS Callisto LLC
UBS AG, Stamford Branch
Upper Columbia Capital Company, LLC
Wachovia Bank National Association
Windsor Loan Funding Limited
York Capital Management, L.P.
Chase Securities, Inc.
Merrill Lynch Capital Corp.
Morgan Stanley Senior Funding

Junior Credit Facility (Evergreen)

Evergreen High Yield Bond Fund
Evergreen Income Advantage Fund Evergreen
Strategic Income Fund
Evergreen Utility and Telecommunications Fund
Evergreen VA High Income Fund
Evergreen VA Strategic Income Fund
HSBC Bank USA
Sentinel Capital Markets Income Fund
Sentinel High Yield Bond Fund

3% Beneficial Owners of Notes

Bay Harbour Management

Centennial Bank Trust Department
Charles Schwab Investment Management
Credit Suisse Asset Management, LLC
Deutsche Bank Securities
Deutsche Bank Asset Management Americas
First Investors Management Company, Inc.
Fiserv Securities
Fortis Investment Services
Greywolf Capital Partners II LP
HBV Capital Management
JP Morgan Chase
Lampe Conway & Company, L.L.C.
Loeb Partners
Luxor Capital Partners Offshore Ltd
Mason Capital Ltd.
Mason Capital L.P.
Memorial Capital Corporation
Milfam LLC
Nomura International PLC
Q Investments
RBC Investment Management
Romulus Holdings, Inc.
Silfen Investment Partners
TCW Asset Management
Tudor Investment Corporation
Teachers Ins. & Annuity Association
Wholesale Realtors Supply
York Capital Management LP

Indenture Trustee - Notes

The Chase Manhattan Bank

Exit Financing Parties

Deutsche Bank AG Cayman Islands Branch
Deutsche Bank Securities Inc.

5% Beneficial Owners of Common Stock

HM4 RCN Partners
Level 3 Delaware Holdings, Inc.
Walter Scott, Jr.
Vulcan Ventures Inc.

RCN Preferred Stock Holders

Hicks Muse Fund IV
Hicks, Muse, Tate & Furst
Vulcan Ventures Inc.
Wells Fargo & Company

Officers and Directors

Paul T. Bradshaw
Peter Brodsky
James Q. Crowe
John S. Dubel
Alfred Fasola
John D. Filipowicz
Patrick T. Hogan
Anthony M. Horvat
Richard R. Jaros
Predeep Mangla
David C. McCourt
Kevin McGann
Edward O'Hara
Thomas P. O'Neill III
Eugene Roth
Deborah M. Royster
Walter E. Scott, Jr.
Michael B. Yanney

Landlords

A.M. Glick Realty Trust
Allen Glick
Arlington Center Garage and Service Corporation
Charles Christie
David T. Rubin
EOP-Riverside Project, L.L.C.
Glenridge Realty Trust
HP. Trust
Joe Cunningham Remodeling and Construction, Inc.
R.K. Associates, Inc.
212 Associates, LLC
Belhaven Avenue C. LLC
Broad and Noble Associates, Inc.
Carmen Masci
CBS Corporation

C-Tec Cable Systems, Inc.
Dolores Masci
J. Medlar T/A Uniform Supply Service
John F. Harkins & Patricia A. Harkins
Jon K. Miller
Joseph E. Bakes
Liberty Property Limited Partnership
Mericle Properties
Monarch, Inc.
Robert K. Mericle
Stephen Fogt and Robert Dedert
Van R. Kloiber and GERALYN M. Kloiber
Wilson Park Ltd.
1401 S. Jefferson, LLC
535 North Michigan Avenue Condominium
Association
Board of Trade of the City of Chicago
G.F.L.P
The Chestnut Place Associates
The Drexel Towers Apartments
The Habitat Company
Town Management Corp.
Waterton Printers' Square, LLC
William Bodnarchuk
2551 North Clark Associates
A&P Management
Boys and Girls Club of Chicago
Burnham Park Plaza Associates
California 225 West Washington, Inc.
Carl Sandburg Village Condominium Association II
Christopher House
Firstar Bank Illinois (f/k/a First Colonial Trust Co.)
James Runnion
Kass Management
Katz Realty and Investment Corporation
L&L Building Corp. c/o Reebie Stoarge & Moving
Co., Inc.
Moss Investment
Murdoch, Coll & Lillibridge, Inc.
MW-CPAG Holdings, LLC
Rayan Brothers Enterprises, Inc.
Smith Property Holdings Superior Place, LLC

The Lurie Company	Glynnis Burgdoff
Tomo and Adella Matanic	GTI Properties Inc.
Torstenson Glass Company	Irving Lefkovitz
100 & 200 Clarendon LLC	James C. Dow
200 Berkeley & 197 Clarendon LLC	John A. Walsh
225 Franklin Street LLC	Liberty Mutual Insurance Company
340 Associates LLC	Moshe Ariel
Abbey Landmark Operating, LLC	MSP Summer Street LLC
Allen Glick	Norfolk Realty Trust
American Venture 594 Corporation	North Beacon 155 Associates, LLC
Atlantic-Quincy Realty LLC	Paradigm 31 Milk LLC
Bearnfed, Inc	River Street Realty Trust
Boylston 425 Limited Partnership	Rosemary Office Associates LP
BP Prucenter Acquisition LLC	Sigmond Lefkovitz
Bronx Park Associated, LP	Starwood Paradigm Franklin LLC
Cameron Real Estate, Inc.	Stephen Danzansky
Concord Property Management	Thomas Wold
Dennis A. Dyer	WB Tremont LLC
Edward P. Goll	Alan Rosenfield
Financial District Investors Limited Partnership	CGMD, LLC
George Oulton III and Nancy C. Oulton	David Mareira
Glenborough Properties, LP	Fieldcom Realty Trust
Glick Realty Trust	Philip Rosenfield
John Hancock Life Insurance Company	Robert P. Dion
Louise G. Allen	Robert Rosenfield
Louise G. Allen & Paul Allen as Trustees of the	1133 Building Corp.
Louise Allen Insurance Trust	79-87 Ave. C., LLC
Paradigm 313 Washington, LLC	80 W.E.T.H. Corp.
Regency Plaza Bromfield LLC	Argonaut Holdings, Inc.
The Louise Allen Insurance Trust	Broadcast Estates Associates
The Marlin Realty Corporation	Carmel Associates
William T. Conti	CDC IXIS Financial Guaranty Services, Inc.
225 Franklin Street LLC	Edmund Bernstein
255 State Street LLC	Grant & Bauman Partnership
81-83 Boylston Street Realty Trust:	Hudson Telegraph Associates, LP
Arnold Bloom	Jetblue Airways Corporation
Barbara Burley	George Soros
Boston Edison Company	Joseph Ende
Boston-America Realty Trust	Julio Villas
Boynton Yards Associates LLC	Rockrose Development Corp.
Church Realty Trust	Traditional Casket Co., Inc.
EOP-125 Summer Street LLC	Boston Properties Limited Partnership

Deborah Sperberg
PS Business Parks, LP
Robertson Properties, LC
Sycon Corporation
West Little Creek, LLC
Westwood Village, LLC
Carson Industrial Park Partners
Clark Metals, Inc.
Copper and Brass Sales, Inc.
Cornerstone Suburban Office, LP
Cornerstone Ventures, Inc.
F.W. Spencer & Son, Inc.
HPMC Pacific Plaza LLC
J&R Realty Company
John W. Clark
Koll Cornerstone II
Mitsubishi Electric & Electronics USA., Inc.
Oscar Douoian
Steven M. David
The Cambay Group, Inc
The Klabin Company
1920 L Street LLC
300 4th Street Limited Partnership
5756 Georgia LLC
BDC Derekwood LLC
Columbia Realty Venture
Consortium Two-2100 M Street, LLC
Dani's Properties
East-West LLC
Fields Road Joint Venture
First FSK Limited Partnership
George Winkler
GTW Properties, LLC
Lawrence D. Limited Partnership
MDG Companies
Michael Arkin
P&G Partnership
Southgate at Washington Business Park, Inc.
Washingtonian Properties Limited Partnership
340 Associates LLC
Carnegie Center Associates Princeton 202
Associates Limited Partnership

Christopher House
Margaret Realty Trust
Mericle Properties
Robert K. Mericle
10000 Derekwood Lane, LLC
340 West LLC
419 Boylston Street Realty
AM Glick Realty Trust
Apparel Center Owners
BGE
Boston America Realty Trust
Central Locating Service Ltd.
Charles E. Smith Residential Realty
Ciminello Property Associates
Comed
Con Edison
Current Solutions Electric
Dominion Virginia Power
Eport 600, LLC
FW Spencer & Sons Inc.
Garage Management Corporation
Glenborough Fund IX LLC
J&G Cleaning
JSE Woodside F.L.P
Lee Buffington
Mericle 100 Baltimore LLC
Mesne Properties
Met Ed
Milford Management
PECO Energy Company
PP&L
PS Business Parks Inc. Loc #10
PSE&G Co.
RDP Management Inc.
Royal Realty Corp.
STCC Assistance Corp.
Strategic Energy LLC
Waste Management
Wells Avenue
Wesley Jessen Corp
Wakefield Municipal Gas and Light Department
Siemens Enterprise Networks LLC

Southern California Edison

Material Litigation

City of Chicago

Chicago Access Corp.

Material Contracts - Software Agreement Parties

Active Software, Inc.

Anacomp, Inc.

Architel Systems Corporation

Ceon Corporation

Clarify Inc.

Computer Generation Incorporated

CAP Gemini America Inc.

Granite Systems, Inc.

Group 1 Software, Inc.

Hyperion Solutions Corporation

IET Intelligent Electronics, Ltd.

Kennan Systems Corporation

KPMG Consulting LLC

Oracle Corporation

PeopleSoft USA, Inc.

Primus Knowledge Solutions, Inc.

Quest Software, Inc.

The Allied Group, Inc.

Vertex Inc.

Westmark Harris Advisors, Inc.

Material Contracts – Pole Attachment Agreements

Commonwealth Telephone Company of Pennsylvania

PECO Energy Company

The Town of Wakefield, Massachusetts' Municipal
Gas and Light Department

Boston Edison Company

NSTAR Communications, Inc.

The Board of Selectmen of the Town of Wakefield,
Massachusetts

Bell Atlantic–Maryland, Inc.

Consolidated Edison Company of New York, Inc.

Illinois Bell Telephone Company (a/k/a Ameritech-
Illinois)

Massachusetts Electric Company

Metropolitan Edison Company

New England Telephone and Telegraph Company
(d/b/a Bell Atlantic–New England)

New York State Electric & Gas Corporation

New York Telephone Company

Pacific Gas and Electric Company

Pennsylvania Power & Light Company

Potomac Electric Power Company

Sylvan Lake Telephone Company

The Bell Telephone Company of Pennsylvania

Time Warner Cable of New York City

Virginia Electric and Power Company (d/b/a Vir-
ginia
Power)

Wakefield Community Access Television

Bell Atlantic–Pennsylvania, Inc.

City of Seattle

Clapp Research Associates, P.C.

Commonwealth Edison Company

Department of Water and Power of the City of Los
Angeles

Global Lightwave

GTE California Incorporated (n/k/a Verizon
California)

GTE Northwest Incorporated (n/k/a Verizon
Northwest)

Pacific Bell

PG&E

Puget Sound Energy, Inc.

US West Communications, Inc.

Verizon California Inc.

Material Contracts – Programming Agreements

A&E Television Networks

A.D. Vision, Inc.

Affiliate Sales and Marketing, Inc.

American Movie Classics Company

Atom Television Group

Brief Original Broadcasts, LLC

CNBC, Inc.

Colorado Satellite Broadcasting Inc.
C-TEC Cable System Services, Inc. (n/k/a
Commonwealth Telephone Enterprises, Inc.)
Discovery Communications, Inc.
E! Entertainment Television, Inc.
Fox Cable Network Services, LLC
FX Networks, LLC
HSN LP
Japan Network Group, Inc.
Madison Square Garden, LP
Marantha Broadcasting Company, Inc.
MSNBC Cable LLC
National Broadcasting Company, Inc.
National Cable Television Cooperative:
NBC Cable Networks
New England Sports Network Limited Partnership
Oxygen Cable, LLC
Romance Classics
SportsChannel Chicago Associates
SportsChannel New England Limited Partnership
SportsChannel Pacifica Associates
Sundance Channel, LLC
TechTV, LLC
Tower Distributions Company
TVB (USA) Inc.
TVN Entertainment Corporation:
Valuevision Media, Inc.
Warner Home Video

Material Contracts – Peering Agreements

Accretive Networks, Inc
AT&T Corp.
Broadwing Communications (f/k/a Cincinnati Bell)
Comdisco
Concert Global Networks Services Ltd.
Data Xchange
DISC/DREN Business Unit of AT&T Corp.
Electric Lightwave Inc.:
Equinox Operating Company, Inc.
Genuity Solutions Inc.
ICG NetAhead Inc.
Japan Telecom America

KDDI Corporation
Primus Telecommunications, Inc.
Swisscom AG

Material Contracts – Dark Fiber/IRU Agreements

21st Century Telecom Services, Inc.
ACSI Network Technologies, Inc.
Allegiance Telecom, Inc.
American University
Broadview Networks, Inc.
Cogent Communications, Inc.
CSX Fiber Networks LLC
First World Communications, Inc.
Genentech, Inc.
Global NAPs Network
GT Group Telecom Services (USA) Corp.
KeySpan Communications Corp.
Level 3 Communications, LLC
Massachusetts' Municipal Gas and Light Department
McLeodUSA Telecommunications:
Metromedia Fiber Networks Services, Inc.
Metromedia Fiber Systems of New York, Inc.
Metromedia Fiber Systems/McCourt, Inc.
Neon Optica, Inc.
NextG Networks, Inc.
Northeastern University
NSTAR Communications, Inc.
Partners HealthCare Systems, Inc.
QWEST Communications Corporation
SAVVIS Communications Corporatio
SUNESYS, Inc.
Teleport Communications Boston
The Town of Wakefield
The Trustees of Columbia University in the City of
New York
Tufts University
Yipes Enterprise Services, Inc.
NEES Communications, Inc.

Material Contracts – Capital and

Equipment Agreements

Applied Financial, Inc.
Mirapoint, Inc.
Siemens Credit Corporation

Material Contracts - Benefits/Payroll

American Express
Automatic Data Processing
Aetna Middletown
Benefit Concepts Inc.
Ceridian
Cigna
Computershare Limited
First Priority HMO
Humana Health Plan Inc.
Keystone Health Plan Central
Marsh@Workolutions
Mellon Investor Services
NEC Corp.
Penn St. Geisinger Health Plan
Plan Advisory Services
Snelling Personnel Services
Spectera, Inc.
Talk
Tufts Health Plan
Work & Well, Inc.

Material Contracts - Call Center

Affinitas Corporation
Aspect Communications
Blue Pumpkin Software
Call Center Resources, Inc
Corporate Collection Services
Decision One Corporation
North Shore Agency, Inc.
Online Interpreters, Inc
Voicelog
Witness Systems

Material Contracts - Wireless CPE, Cable & Misc.

Acterna

Boise Cascade Office Products
CH Robinson Worldwide Inc.
Commscope
Contec Corporation
Corning Gilbert Inc.
Eagle Comtronics Inc.
Harmonic Inc.
Linksys.
Motorola
NDS America, Inc.
Nextel Communications
Passive Devices, Inc. (PDI)
Power & Telephone Supply
Scientific Atlanta
Tellabs
Times Fiber Communications, Inc.
Tollgrade Communications Inc.
Toshiba America Information Systems Inc.
TVC Incorporated
UEC Technologies
Verizon Wireless
Webb Mason
Wright Express

Insurance Carriers

Aegis Insurance Services Inc.
American Venture Corp.
AON Corp.
Cananwill Inc.
Connecticut General Life Insurance Company
FBO Liberty Mutual Insurance
Lumbermens Mutual Insurance Company (a/k/a
Kemper Insurance)
Reliance Standard Life
Saul Metcho
Seabury and Smith
Saint Paul Fire and Marine
XL Specialty Ins. Co.

Material Contracts - Information Technology

(I) Structure
Alltel/CTSI

AMDOCS
Aptis
CEON Corp.
Convergys IMG
Crystal Information Technology
Dell Corporation
DST Innovis Inc
IBM
Intec
Microsoft
Neustar
Republic Bank
RJS Associates Inc.
RJS Software Systems Inc.
RTP Technology Corporation
Software Spectrum
Synergy Networks Inc.
Systems 170
Trident USA
Veritas Software Corporation
Vision Information Technology

Material Contracts - Mail

Federal Express
GE Capital
Pitney Bowes Credit Corp.
US Post Service
US Postmaster

Material Contracts - Marketing

Adams Outdoor Advertising LP
Advanced Magazine Publishers
Affinitas Corporation
Bernard Hodes Group
Chowder
Clear Channel Communications
Comtec Telservices Inc.
Epsilon, A Relizon Company
Evergreen Sales & Marketing Inc
Hatteras Press
HN Media & Marketing
Infini Solutions

Midlantic Color Graphics
Protocol Marketing Group
Rocky & Rockwell Advertising
Suburban Mailing Services
The Morning Call
The Telemarketing Company

Material Contracts - Network

Alltel Information Services
Arris
Bigband Networks Inc.
Ciena Communications Incorporated
Cisco Systems
Core Communications, Inc.
Extreme Networks Inc.
Fujitsu Telecom Solutions
General Bandwidth
Global Data
Lucent Technologies Incorporated
Marconi Corporation PLC
Nortel Networks
Openwave Systems
Phase 3 Communications Inc.
Seachange International
SS8 Networks, Inc.
Switch and Data
Uunet Technologies Inc.
Zhone Technologies, Inc.

Material Contracts - Network Cost

Williams Communications LLC
Ameritech
Amtrak
Bellsouth
Cable & Wireless USA Inc.
Commonwealth Telephone Company
Covad Communications
CTSI
Focal
Global Crossing
Illuminet
Level 3 Communications

MCI
MFS Telecom Inc.
Nees Communications
New York Access Billing LLC
SCE
SNET
Sprint
Sprint United
TCI
Teleglobe USA Inc.
Verizon Advanced Data
Verizon Communications Corp.
Verizon-Retail
Verizon-Wholesale
Worldcom
XO Communications

Material Contracts - Programming

Accuweather Channel (WFMZ)
Arts & Entertainment Network
Black Entertainment Television
Cable Guide
Cinemax
Classic Sports Network
Comcast Sportsnet
Country Music Television
Discovery Digital Networks
Discovery Channel/ABC Cable Networks
Disney Channel
ESPN
ESPN 2
ESPN Affiliates
Fox Movie Channel
Fox News Network LLC
Fox Sports Digital Nets Inc.
Fox Sports Chicago
Fox Sports New England
Fox Sports World Espanol
Fox Sports World LLC
Galavision
HBO
International Channel

Lifetime Entertainment Services
Lifetime Television
Manhattan Neighborhood Network
MTV Networks
Music Choice
MSNBC
New Video Channel America (BBC America)
NGC Networks US LLC
Oxygen Cable LLC Affiliate
Pennsylvania Cable Network
Playboy Entertainment Group Inc.
Showtime Networks Inc.
Sportschannel Pacific
Starz Encore Group
The Erotic Networks
The Health Network
The History Channel
The National Network
TV Guide
TV Guide Networks, Inc.
USA Network
WGN
Womens Entertainment
Yankees Entertainment and Sports

Material Contracts - RCN Entertainment

BTL Production Services, Inc.
Cast & Crew Talent Services, Inc.
Cast and Crew production Payroll, Inc.
Crew Production Services, Inc.
Outward Bound, Inc.
Discovery Communications, Inc.
TPS Jeunesse
Great Plains National Instructional Television
Library
Decode Entertainment, Inc.
Loris Lunsford
Loris Kramer
Sungate Partners, Inc.
Marathon International
The United Nations
Games Productions, Inc.

Walter Dean Myers
Overbrook Films, LLC
Ellen Wittlinger
Mr. Knife Productions, Inc.
Gail Carson Levine
Curtis Brown, Ltd.
International Family Entertainment, Inc. (d/b/a ABC
Family and Fox Kids International Programming
A.V.V.)
Showtime Networks, Inc.
International Family Entertainment, Inc.
Zack Productions, Inc.
Manhattan Transfer/Edit, Inc.
Jim Arnosky
Walden Media LLC
SeaStar Books (a Division of North South Books)
Great Plains Network
WNED-TV
Nebraskans For Public Television on Behalf of
Great Plains National
Bantam Doubleday Dell Books
Community Television of Southern California
The Strategy Licensing Company, Inc.
Citysearch.com
Writers Guild of America, East, Inc.
Writers Guild of America, West, Inc.
TVN Entertainment Corporation
Arthur Yorinks
ASIS Productions, Inc.
Community Television of Southern California
Goldhill Home Media International, Inc.
Lois Lowry

Material Contracts - Joint Venture

NSTAR Communications
Pepco Communications, Inc.

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Restructuring Advisors**

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EXHIBIT C

RCN Bankruptcy - Dechert active clients (of affiliates to Dechert active clients)

Page 1

Allstate Insurance
American Express Asset Management (American Express Co.)
Bank of Montreal
Bank One (JP Morgan/Bank One)
BNP Paribas
Citigroup Global Asset Management (Citigroup, Inc.)
Citigroup Investments Corporate Loan Fund
Credit Suisse Asset Management
Credit Suisse First Boston
Deutsche Bank AG
Fleet National Bank (Bank of America/FleetBoston Financial)
Goldman Sachs Credit Partners (Goldman Sachs and Co.)
Highland Capital Management
ING Capital Advisors (ING Groep)
INVESCO
JP Morgan Chase
Merrill Lynch Credit Products (Merrill Lynch & Co.)
Mizuho Global Ltd.
Oak Hill Advisors
Paribas Capital Funding (BNP Paribas)
PB Capital Corp.
PPM America Special Investments (PPM America)

Page 2

Seneca Capital
SunAmerica Senior Floating Rate Fund (AIG SunAmerica)
UBS AG
Wachovia Bank
Chase Securities, Inc. (JP Morgan Chase)
Merrill Lynch Capital Corp. (Merrill Lynch & Co.)
Morgan Stanley Senior Funding (Morgan Stanley)
HSBC Bank USA
Charles Schwab Investment Management
Credit Suisse Asset Management, LLC (Credit Suisse First Boston)
Deutsche Bank Securities (Deutsche Bank AG)
Deutsche Bank Asset Management Americas
JP Morgan Chase
Teachers Insurance & Annuity Association (TIAA-Cref)
The Chase Manhattan Bank
Deutsche Bank AG Cayman Island Branch
Deutsche Bank Securities, Inc.
TCW Asset Management
Fortis Investment Services (Fortis Bank)

First Investors Management Co.

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C-Tec Cable Systems (C-Tec Corporation)

David McCourt

Wells Fargo & Co.

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CDC IXIS Financial Guaranty

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Mitsubishi Electric and Electronics

PP&L

Siemens Enterprise Networks (Siemens AG)

Waste Management

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Commonwealth Telephone of Pennsylvania

KPMG Consulting LLC

Oracle Corp.

Time Warner Cable

US West Communications

Verizon California (Verizon Corp.)

Vertex, Inc.

Page 7

Comdisco

Fox Cable Network Services (News Corp.)

National Broadcasting Co.

The Trustees of Columbia University

Page 8

Aetna Middletown (Aetna Corp.)

American Express

AON Corp.

Applied Financial, Inc.

Aspect Communications

Cigna

Mellon Investor Solutions (Mellon Bank)

Penn State Geisinger Health

Saint Paul Fire

Siemens Credit Corp. (Siemens AG)

Talx

Verizon Wireless

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Cable and Wireless USA Inc.
Cisco Systems
Dell Corporation
Extreme Networks, Inc.
Focal
GE Capital (General Electric)
Pitney Bowes
United States Postal Service

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Verizon Communications
Worldcom
Comcast Sportsnet (Comcast Corp.)
Fox News, Fox Sports, Fox Movie (News Corp.)
Music Choice
MTV Networks
The United Nations

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Winston and Strawn
Ernst and Young

Page 12

KPMG
JP Morgan
PriceWaterhouseCoopers
Piper Rudnick LLP

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No conflicts