

EXHIBIT A

MILBANK, TWEED, HADLEY & M^cCLOY LLP
1 Chase Manhattan Plaza
New York, New York 10005-1413
(212) 530-5000
Dennis F. Dunne (DD 7543)
Susheel Kirpalani (SK 8926)
Deirdre Ann Sullivan (DS 6867)

Counsel for the Official Committee
of Unsecured Creditors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11
: :
RCN CORPORATION, et al., : Case No. 04-13638 (RDD)
: :
Debtors. : (Jointly Administered)
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**CERTIFICATION UNDER GUIDELINES FOR DISBURSEMENTS
FOR PROFESSIONALS IN RESPECT OF FIRST APPLICATION OF
MILBANK, TWEED, HADLEY & M^cCLOY LLP, COUNSEL TO OFFICIAL
COMMITTEE OF UNSECURED CREDITORS, FOR INTERIM ALLOWANCE
OF COMPENSATION FOR SERVICES RENDERED AND FOR
REIMBURSEMENT OF EXPENSES DURING PERIOD FROM
JUNE 10, 2004 THROUGH AND INCLUDING AUGUST 31, 2004**

Pursuant to the Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on June 24, 1991 and amended April 21, 1995 (together, the "Local Guidelines"), and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the "U.S. Trustee Guidelines" and, together with the Local Guidelines, the "Guidelines"), the undersigned, a partner with the firm Milbank, Tweed, Hadley & M^cCloy LLP ("Milbank"), counsel to the Official Committee of Unsecured Creditors (the "Committee") of RCN Corporation

and its affiliated debtors and debtors in possession in the above-captioned cases (collectively, "RCN" or the "Debtors"), hereby certifies with respect to Milbank's first application for interim allowance of compensation for services rendered and for reimbursement of expenses, dated October 23, 2004 (the "Application"), for the period of June 10, 2004 through and including August 31, 2004 (the "First Interim Compensation Period") as follows:

1. I am the professional designated by Milbank in respect of compliance with the Guidelines.

2. I make this certification in support of the Application, for interim compensation and reimbursement of expenses for the First Interim Compensation Period, in accordance with the Local Guidelines.

3. In respect of section B.1 of the Local Guidelines, I certify that:

- a. I have read the Application.
- b. To the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Guidelines.
- c. Except to the extent that fees or disbursements are prohibited by the Guidelines, the fees and disbursements sought are billed at rates in accordance with practices customarily employed by Milbank and generally accepted by Milbank's clients.

d. In providing a reimbursable service, Milbank does not make a profit on that service, whether the service is performed by Milbank in-house or through a third party.¹

4. In respect of section B.2 of the Local Guidelines, I certify that Milbank has provided statements of Milbank's fees and disbursements previously accrued, by filing and serving monthly statements in accordance with the Interim Compensation Order (as defined in the Application), except that completing reasonable and necessary internal accounting and review procedures have precluded filing fee statements within the time periods established in the Interim Compensation Order.

5. In respect of section B.3 of the Local Guidelines, I certify that copies of the Application are being provided to (a) RCN Corporation, (b) counsel for the Debtors, (c) the Office of the United States Trustee and (d) counsel to the agent for the Debtors' prepetition senior credit facility in accordance with the Interim Compensation Order.

Dated: New York, New York
October 23, 2004

/s/ Dennis F. Dunne
Dennis F. Dunne

¹ The cost of expenses Milbank is seeking reflects any discounted rates based on volume or other discounts which Milbank anticipates receiving from certain outside vendors; however, Milbank does not perform a retrospective reconciliation of any "year-end" adjustments (positive or negative) to the actual discounted cost of such expenses.