

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York 10036-6522
(212) 735-3000
D. J. Baker (DB 0085)
(Member of the Firm)
Frederick D. Morris (FM 6564)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- X
In re: : Chapter 11
: :
RCN CORPORATION, et al., : Case No. 04-13638 (RDD)
: :
Debtors. : Jointly Administered
: :
: :
----- X

AFFIDAVIT OF SERVICE

PLEASE NOTE that on November 16, 2004, I caused true copies of the (i) Monthly Operating Report For The Period From September 1, 2004 To September 30, 2004, attached hereto as Exhibit A, to be served via first class mail on:

The Office Of The United States Trustee
33 Whitehall Street, 21st floor
New York, NY 10004
Att'n: Paul K. Schwartzberg

Milbank, Tweed, Hadley & McCloy LLP
1 Chase Manhattan Plaza
New York, NY 10005
Att'n: Deirdre A. Sullivan

Simpson, Thacher & Bartlett LLP
425 Lexington Avenue
New York, NY 10017-3954
Att'n: Elisha Graff

Simpson, Thacher & Bartlett LLP
425 Lexington Avenue
New York, NY 10017-3954
Att'n: Peter V. Pantaleo

Executed in: New York, New York
On: November 16, 2004

/s/ Adriana G. Salazar
Adriana G. Salazar

/s/ Luisa Bonachea
Notary Public

EXHIBIT A

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X

In re:

Chapter 11 Case No.

RCN CORPORATION, et al.,

04-13638(RDD)

(Jointly Administered)

Debtors.

-----X

**MONTHLY OPERATING REPORT FOR THE PERIOD
FROM SEPTEMBER 1, 2004 TO SEPTEMBER 30, 2004**

DEBTORS' ADDRESS: RCN CORPORATION
105 CARNEGIE CENTER
PRINCETON, NJ 08540

DEBTORS' ATTORNEYS: SKADDEN ARPS SLATE MEAGHER & FLOM LLP
4 TIMES SQUARE
NEW YORK, NY 10036

The undersigned has reviewed the attached report and is familiar with the Debtors' (defined below) financial affairs. The following monthly operating report includes the unaudited condensed combined financial statements for RCN Corporation, Hot Spots Productions, Inc., RCN Finance, LLC, RLH Property Corporation, TEC Air, Inc., RCN Cable TV of Chicago, Inc., RCN Entertainment, Inc., ON TV Inc., 21st Century Telecom Services, Inc. and RCN Telecom Services of Virginia, Inc. (collectively "the Debtors") all of which filed voluntary petitions for reorganization under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York. RCN Corporation, Hot Spots Productions, Inc., RCN Finance, LLC, RLH Property Corporation and TEC Air, Inc. each filed Chapter 11 petitions on May 27, 2004. RCN Cable TV of Chicago, Inc. filed its Chapter 11 petition on August 5, 2004. RCN Entertainment, Inc., ON TV, Inc., 21st Century Telecom Services, Inc. and RCN Telecom Services of Virginia, Inc. each filed Chapter 11 petitions on August 20, 2004. The cases of all of the Debtors are jointly administered under case number 04-13638 (RDD). The Debtors remain in possession of their assets and properties and continue to operate their businesses and manage their properties as "debtors-in-possession" pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code.

The monthly operating report is unaudited and may be subject to change at any time. The results of operations are not necessarily indicative of operating results expected for the full year or future interim periods.

The undersigned verifies under penalty of perjury that the information contained herein is complete, accurate and truthful to the best of his knowledge as of the below date.

By: /s/ Blair L. Worrall
Blair L. Worrall
Vice President, Accounting

Date: November 15, 2004

**RCN CORPORATION, HOT SPOTS PRODUCTIONS, INC., RCN FINANCE, LLC,
RLH PROPERTY CORPORATION, TEC AIR, INC., RCN CABLE TV OF CHICAGO, INC.,
RCN ENTERTAINMENT, INC., ON TV INC., 21ST CENTURY TELECOM SERVICES, INC.
AND RCN TELECOM SERVICES OF VIRGINIA, INC.
(DEBTORS-IN-POSSESSION)**

INDEX TO MONTHLY OPERATING REPORT AND SCHEDULE

	<u>Page Number</u>
Unaudited Condensed Combined Statement of Operations for the Period 9/1/2004 – 9/30/2004	3
Unaudited Condensed Combined Balance Sheet as of 9/30/2004.....	4
Unaudited Condensed Combined Statement of Cash Flows for the Period 9/1/2004 – 9/30/2004	5
Notes to Unaudited Condensed Combined Financial Statements.....	6
Schedule 1 – Disbursements by Legal Entity	9

**RCN CORPORATION, HOT SPOTS PRODUCTIONS, INC., RCN FINANCE LLC,
 RLH PROPERTY CORPORATION, TEC AIR, INC., RCN CABLE TV OF CHICAGO, INC.,
 RCN ENTERTAINMENT, INC., ON TV, INC., 21st CENTURY TELECOM SERVICES, INC.
 AND RCN TELECOM SERVICES OF VIRGINIA, INC.
 (DEBTORS-IN-POSSESSION)
 UNAUDITED CONDENSED COMBINED STATEMENT OF OPERATIONS
 For the Period September 1, 2004 through September 30, 2004
 (In Thousands)**

Revenues	\$ 482
Cost and expenses	797
Non-cash stock based compensation	356
Depreciation and amortization	1
Reorganization items, net (Note 7)	<u>3,215</u>
Operating loss	(3,887)
Interest expense (contract expense of \$13,078 for the period September 1, 2004 through September 30, 2004 (Note 5))	3,521
Other expense	<u>12</u>
Loss before income taxes	(7,420)
Equity in the loss of non-combined subsidiaries	<u>(18,931)</u>
Net loss	<u><u>\$(26,351)</u></u>

The accompanying notes are an integral part of these unaudited Condensed Combined Financial Statements.

**RCN CORPORATION, HOT SPOTS PRODUCTIONS, INC., RCN FINANCE LLC,
 RLH PROPERTY CORPORATION, TEC AIR, INC., RCN CABLE TV OF CHICAGO, INC.,
 RCN ENTERTAINMENT, INC., ON TV, INC., 21st CENTURY TELECOM SERVICES, INC.
 AND RCN TELECOM SERVICES OF VIRGINIA, INC.
 (DEBTORS-IN-POSSESSION)
 UNAUDITED CONDENSED COMBINED BALANCE SHEET
 September 30, 2004
 (In Thousands)**

ASSETS

Current assets

Cash and temporary cash investments	\$ 816
Other current assets	939

Total current assets	1,755
Accounts receivable from non-combined subsidiaries	237,105
Investment in and advances to non-combined subsidiaries	1,461,613
Deferred charges and other assets	250,434
Total assets	\$ 1,950,907

LIABILITIES, REDEEMABLE PREFERRED STOCK AND SHAREHOLDERS' DEFICIT

Current liabilities

Current maturities of long-term debt	\$ 438,512
Accounts payable, accrued expenses and unearned revenues	6,142

Total current liabilities	444,654
Accounts payable to non-combined subsidiaries	821,715
Pre-petition liabilities subject to compromise (Note 6)	1,205,165
Series A redeemable Preferred stock	350,362
Series B redeemable Preferred stock	1,474,850
Shareholders' deficit	
Common stock	123,588
Additional paid in capital	2,153,614
Cumulative translation adjustment	(17,288)
Unearned compensation expense	(90)
Treasury stock	(10,166)
Unrealized appreciation on investments	(126)
Accumulated deficit	(4,595,371)
Total shareholders' deficit	(2,345,839)
Total liabilities, redeemable preferred stock and shareholders' deficit	\$ 1,950,907

The accompanying notes are an integral part of these unaudited Condensed Combined Financial Statements.

**RCN CORPORATION, HOT SPOTS PRODUCTIONS, INC., RCN FINANCE LLC,
 RLH PROPERTY CORPORATION, TEC AIR, INC., RCN CABLE TV OF CHICAGO, INC.,
 RCN ENTERTAINMENT, INC., ON TV, INC., 21st CENTURY TELECOM SERVICES, INC.
 AND RCN TELECOM SERVICES OF VIRGINIA, INC.**

(DEBTORS-IN-POSSESSION)

UNAUDITED CONDENSED COMBINED STATEMENTS OF CASH FLOWS

For the Period September 1, 2004 through September 30, 2004

(In Thousands)

CASH FLOWS FROM OPERATING ACTIVITIES:	
Net loss	(\$26,351)
Non-cash stock based compensation	356
Depreciation and amortization	1
Equity loss of non-combined subsidiaries	18,931
Accretion of discounted debt	338
Amortization of financing costs	537
Net cash used in operating activities	<u>(6,188)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:	
Payment of long-term debt	(14,234)
Investments from non-combined subsidiaries	20,430
Net cash provided by financing activities	<u>6,196</u>
Net increase/(decrease) in cash and temporary cash investments	8
Beginning cash & temporary cash investments	<u>808</u>
Ending cash & temporary cash investments	<u><u>\$816</u></u>

The accompanying notes are an integral part of these unaudited Condensed Combined Financial Statements.

**RCN CORPORATION, HOT SPOTS PRODUCTIONS, INC., RCN FINANCE, LLC,
RLH PROPERTY CORPORATION, TEC AIR, INC., RCN CABLE TV OF CHICAGO, INC.,
RCN ENTERTAINMENT, INC., ON TV INC., 21ST CENTURY TELECOM SERVICES, INC.
AND RCN TELECOM SERVICES OF VIRGINIA, INC.
(DEBTORS-IN-POSSESSION)**

**NOTES TO UNAUDITED CONDENSED COMBINED FINANCIAL STATEMENTS
(In Thousands)**

(1) Basis of Presentation

The Debtors caution readers not to place undue reliance upon the information contained in this monthly operating report (the "Operating Report"). This report should not be construed as the financial statements of the registrant. This Operating Report contains unaudited information which is subject to further review and potential adjustments and may not be indicative of the Debtors' operating results. The accompanying financial statements have been prepared on a going concern basis, which assumes the realization of assets and the payment of liabilities in the ordinary course of business, and do not reflect any adjustments that might result if the Debtors are unable to continue as a going concern. There can be no assurance that this Operating Report is complete and the Debtors undertake no obligation to update or revise the Operating Report.

This Operating Report includes the Debtors' unaudited condensed combined Statement of Operations for the period September 1, 2004 through September 30, 2004, Balance Sheet at September 30, 2004 and Statement of Cash Flows for the period September 1, 2004 through September 30, 2004. The Operating Report has been updated to include combined information from the Debtors that filed voluntary petitions for reorganization under Chapter 11 on May 27, 2004, as well as those filed on August 5, 2004 and August 20, 2004, as to each Debtor, "the Petition Date". Investments in non-combined subsidiaries and equity in income of non-combined subsidiaries are shown separately in the balance sheet and income statement.

The accompanying unaudited condensed combined financial statements do not include all of the information and footnote disclosures required by generally accepted accounting principles ("GAAP") for complete financial statements. Further, the amounts reported in this Operating Report, when reported on a quarterly or annual basis on Form 10-Q or Form 10-K and filed with the United States Securities and Exchange Commission, may differ materially due to adjustments to accruals, changes in facts and circumstances, changes in estimates, further analysis and other factors.

The unaudited condensed combined Statement of Operations has also been prepared in accordance with Statement of Position ("SOP") No. 90-7, "Financial Reporting by Entities in Reorganization Under the Bankruptcy Code." SOP 90-7 requires an entity's statement of operations to portray the results of operations of the reporting entity during Chapter 11 proceedings. As a result, any revenues, expenses, realized gains and losses, and provisions resulting from the reorganization and restructuring of the Debtors should be reported separately as reorganization items, except those required to be reported as discontinued operations and extraordinary items in conformity with Statement of Financial Accounting Standards No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets."

In the opinion of management, all disclosures considered necessary for an informative presentation have been included.

(2) Summary of Significant Accounting Policies

Cash and temporary cash investments:

The Debtors consider cash in banks and short-term investments with original maturities of three months or less as cash and cash equivalents. At September 30, 2004, the Debtors had approximately \$816 of cash and temporary cash investments.

Reorganization Items:

In the accompanying unaudited combined Statement of Operations, the Debtors classify expenses, restructuring costs, severance costs, retention plans, professional fees and interest income, as reorganization items based upon the provisions of SOP 90-7.

(3) Insurance

Premiums to date for all insurance policies, including workers' compensation and disability insurance, have been paid and such policies are in full force and effect.

(4) Income Taxes

Income taxes due on postpetition income for all Federal, State, and Local taxing authorities have been paid in full.

(5) Interest Expense

As of the applicable Petition Date, the Debtors ceased accruing interest on certain unsecured pre-petition debt classified as Pre-petition liabilities subject to compromise in the unaudited condensed combined balance sheets in accordance with SOP 90-7. Interest at the stated contractual amount on pre-petition debt that was not charged to results of operations for the period September 1, 2004 – September 30, 2004 was approximately \$9,557.

(6) Liabilities Subject to Compromise

Under U.S. bankruptcy law, actions by creditors to collect indebtedness the Debtors owed prior to the commencement of their bankruptcy cases are generally stayed and certain other pre-petition contractual obligations may not be enforced against the Debtors. All pre-petition liabilities of the Debtors have been classified as liabilities subject to compromise in the unaudited condensed combined balance sheets. Adjustments to these amounts may result from negotiations, payments authorized by the Bankruptcy Court, and/or rejection of executory contracts and leases. Amounts recorded may ultimately be different than amounts filed by the creditors under the Bankruptcy Court claims reconciliation and resolution process.

The Debtors mailed notices to creditors and equity holders of the commencement of these cases. The Bankruptcy Court established August 11, 2004 as the general deadline for submission of proofs of claim for general unsecured claims against certain Debtors and October 1, 2004 for certain other Debtors. A separate bar date for certain other government claims was established as 180 days after the date each respective Debtor commenced its Chapter 11 case. In accordance with the bar date orders entered by the Bankruptcy Court, holders of certain pre-petition claims against the Debtors are required to file proofs of claim on or prior to the applicable bar date to be eligible to participate in any distribution of assets from the Debtors in connection with a plan of reorganization. Until such claims are investigated and resolved, the ultimate number and amount of resolved claims cannot be determined. Because any recovery on allowed pre-petition claims is subject to a confirmed plan of reorganization, the ultimate distribution with respect to allowed claims is not presently ascertainable.

The following table summarizes the components of the liabilities classified as liabilities subject to compromise in the unaudited condensed combined balance sheet:

	September 30, 2004
Accounts payable	\$ 460
Accrued expenses	94,384
Accrued cost of sales	815
Long-term debt	1,109,506
Total liabilities subject to compromise	<u>\$ 1,205,165</u>

(7) **Reorganization Items, Net**

Reorganization items represent amounts the Debtors incurred as a result of the Chapter 11 process and are presented separately in the unaudited condensed combined statement of operations.

	For the period September 1 through September 30, 2004
Professional fees	\$ 2,722
Employee costs	564
Interest income	(71)
Total	<u>\$ 3,215</u>

Cash paid for reorganization items during the period September 1, 2004 through September 30, 2004 was \$285.

The following paragraphs provide additional information relating to the above reorganization items:

- Professional fees

Professional fees include financial, legal and valuation services directly associated with the reorganization process.

- Employee costs

The Debtors have implemented a Bankruptcy Court approved retention plan that provides for cash incentives to key members of the management team of RCN Corporation and its affiliates. The retention plan is a milestone-based plan expected to encourage employees to continue their employment through the completion of the reorganization process.

- Interest income

Interest income represents interest income earned by the Debtors as a result of excess cash balances due to the Chapter 11 filing.

Schedule 1 – Disbursements by Legal Entity

<u>Case Number</u>	<u>Name of Company</u>	<u>Disbursements</u> <u>9/1/2004 - 9/30/2004</u>
04-13638(RDD)	RCN Corporation (a)	\$ 898,560
04-13637(RDD)	Hot Spots Productions, Inc.	\$ -
04-13640(RDD)	RCN Finance, LLC	\$ -
04-13639(RDD)	RLH Property Corporation	\$ -
04-13641(RDD)	TEC Air, Inc.	\$ -
04-15120(RDD)	RCN Cable TV of Chicago, Inc. (a)	\$ 4,030
04-15505(RDD)	RCN Entertainment, Inc. (a)	\$ 468,416
04-15506(RDD)	ON TV Inc.	\$ -
04-15507(RDD)	21st Century Telecom Services, Inc.	\$ -
04-15508(RDD)	RCN Telecom Services of Virginia, Inc.	\$ -
	Total	<u>\$ 1,371,005</u>

(a) Please note that these payments were made by RCN Telecom Services, Inc. by way of an intercompany transaction. Total actual disbursements are disclosed - not rounded to thousands.