

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

RCN CORPORATION, et al.,

Debtors.

Chapter 11

Case No. 04-13638

(Jointly Administered)

**VERIFIED STATEMENT OF KELLEY DRYE &
WARREN LLP PURSUANT TO RULE 2019 OF THE
FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Kelley Drye & Warren LLP (“KDW”), as counsel to the parties designated herein in these jointly-administered chapter 11 cases, submits this verified statement pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure and states as follows:

1. Names And Addresses Of The Creditors
Represented By KDW

KDW has been employed to represent HSBC Bank USA (“HSBC”), Issuer Services, 452 Fifth Avenue, New York, New York 10018-2706, in its capacity (i) as the Agent and Collateral Agent under the Junior Credit Facility (as defined herein) and (ii) as the successor Indenture Trustee under the Senior Indentures (as defined herein).

2. Nature And Amount Of The Claims
And Time Of Acquisition Thereof

HSBC’s claims arise under (i) the \$41.5 million Commercial Term Loan and Credit Agreement, dated as of June 6, 2003 (the “Junior Credit Facility”), among RCN Corporation (“RCN”), the Lenders party thereto, and HSBC, as Agent and Collateral Agent which is secured by a junior lien on substantially all of the assets of RCN (excluding cash), including the equity of certain of its directly owned subsidiaries and (ii) the Indentures (as

identified in the attached Schedule) pursuant to which RCN issued five series of securities approximately \$1.2 billion in aggregate principal amount (the “Senior Indentures”).

3. Pertinent Facts And Circumstances In Connection With The Employment Of KDW

KDW has fully advised HSBC with respect to this concurrent representation.

HSBC has agreed to such representation and has requested that KDW represent them in these cases.

4. Amount Of Claims Owned By KDW

KDW does not hold any claims against or hold any interest in the debtors.

I, Mark R. Somerstein, declare under penalty of perjury that I have read the foregoing and that it is true and correct to the best of my knowledge, information, and belief.

Dated: New York, New York
June 10, 2004

KELLEY DRYE & WARREN LLP

By: /s/ Mark R. Somerstein
Mark R Somerstein (MS 9721)
101 Park Avenue
New York, New York 10178
Tel: (212) 808-7800
Fax: (212) 808-7897

COUNSEL TO HSBC BANK USA

Schedule

HSBC Bank USA is the successor Indenture Trustee for the holders of the following five (5) series of securities issued by RCN Corporation:

<u>Indenture Date</u>	<u>Securities</u>	<u>Outstanding Principal Amount</u>
1. October 17, 1997	10% Senior Notes due 2007	\$160,879,000
2. October 17, 1997	11 1/8% Senior Discount Notes due 2007	\$315,995,000
3. February 6, 1998	9.80% Senior Discount Notes due 2008	\$290,289,000
4. June 24, 1998	11% Senior Discount Notes due 2008	\$139,471,000
5. December 22, 1999	10 1/8% Senior Notes due 2010	\$202,871,000
Total:		\$1,109,505,000