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 D. J. Baker (DB 0085)
 (A Member of the Firm)
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Attorneys for Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
 SOUTHERN DISTRICT OF NEW YORK

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| In re | : | Chapter 11 |
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| RCN CORPORATION, <u>et al.</u> , | : | Case No. 04-13638 (RDD) |
| | : | |
| Debtors. | : | Jointly Administered |
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| | x | |

**THIRD SUPPLEMENTAL AFFIDAVIT OF D. J. BAKER IN SUPPORT OF
 DEBTORS' 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**

STATE OF NEW YORK)
) ss:
 COUNTY OF NEW YORK)

D. J. Baker, being duly sworn, deposes and says:

1. I am a member of the firm of Skadden, Arps, Slate, Meagher & Flom LLP ("Skadden, Arps" or the "Firm"), which maintains offices for the practice of law at, among other places, Four Times Square, New York, New York

10036. I am admitted, practicing and a member in good standing of the bar of the State of New York and the United States District Court for the Southern District of New York. I am authorized to make this supplemental affidavit (the "Third Supplemental Affidavit") on behalf of Skadden, Arps.

2. I submit this Third Supplemental Affidavit pursuant to 11 U.S.C. §§ 327 and 329 and Fed. R. Bank. P. 2014 and 2016 in support of (i) 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"),¹ filed on May 27, 2004 (Docket No. 10, Case No. 04-13637) by the RCN Corporation, Hot Spots Productions, Inc., RLH Property Corporation, RCN Finance, LLC and TEC Air, Inc. (collectively, the "Initial Debtors"), and (ii) the Motion for Order Under 11 U.S.C. § 105(a) Directing that Certain Orders Entered in the Chapter 11 Cases of RCN Corporation, et al., be Deemed Applicable to the Subsequent Debtors, filed on August 27, 2004 (Docket No. 174, Case No. 04-13638) by the Initial Debtors and RCN Cable TV of Chicago, Inc., ON TV, Inc., 21st Century Telecom Services, Inc., and RCN Telecom Services of Virginia, Inc. (collectively, the "Debtors").

¹ Unless otherwise defined herein, capitalized terms used in this supplemental affidavit shall have the meanings ascribed to them in the Application or Original Affidavit, as applicable.

3. This Third Supplemental Affidavit supplements the previous affidavits of Jay M. Goffman, filed on June 4, 2004 (Docket No. 19, Case No. 04-13638) (the "Original Affidavit") and on August 20, 2004 (Docket No. 165, Case No. 04-13638), respectively, in support of the Application (the "First Supplemental Affidavit"), and my previous affidavit, filed on September 15, 2004 (Docket No. 228, Case No. 04-13638) (the "Second Supplemental Affidavit").

4. Except as otherwise indicated herein, I have personal knowledge of the matters set forth herein and, if called as a witness, would testify competently thereto.²

5. In the Original Affidavit, Skadden, Arps disclosed that it does not represent and has not represented either of the parties that had committed to provide the Debtors' exit financing, except as disclosed therein. See Original Affidavit, ¶ 20. The Debtors have subsequently identified D. E. Shaw Laminar Lending 2, Inc. and Tejas Securities Group, Inc. as potential purchasers of the Convertible Second-Lien Notes that the Debtors propose to issue as a part of their exit financing facility. Skadden, Arps currently represents D. E. Shaw, on information and belief an affiliate of D. E. Shaw Laminar Lending 2, Inc., on matters unrelated to the Debtors or these chapter 11 cases. Skadden, Arps believes that its

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.

representation of D. E. Shaw has not and will not affect the Firm's representation of the Debtors in these cases.

6. In the Original Affidavit, Skadden, Arps disclosed that it does not represent and has not represented any of the Debtors' restructuring advisors, except as disclosed therein. See Original Affidavit, ¶ 39. The Debtors subsequently retained Kasowitz, Benson, Torres & Friedman LLP ("Kasowitz") as special conflicts counsel, and the Junior Lenders retained Paul, Hastings, Janofsky & Walker LLP ("Paul Hastings") as counsel, for purposes of these chapter 11 cases. Skadden, Arps currently represents Kasowitz, and formerly represented Paul Hastings, on matters unrelated to the Debtors or these chapter 11 cases. Skadden, Arps believes that its current representation of Kasowitz and former representation of Paul Hastings has not or will not affect the Firm's representation of the Debtors in these cases.

7. To ensure compliance with the Firm's ongoing disclosure obligations as Debtors' counsel, following the filing of these chapter 11 cases, Skadden, Arps instituted, and is currently engaged in, an extensive further inquiry of the Firm's members, counsel and associates regarding the Debtors' constituencies and the matters contained in the Original Affidavit, including the circulation of a special "disinterestedness" questionnaire to each of the approximately 1,750 members, counsel and associates in the Firm's numerous domestic and international offices. That inquiry has revealed that Skadden, Arps has the following additional connec-

tions to the Debtors and/or other parties in interest in these cases, in matters unrelated to the Debtors or these cases.

8. In the Original Affidavit, Skadden, Arps disclosed that it does not represent and has not represented any of the 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, except as disclosed therein. See Original Affidavit, ¶¶ 31 and 32. As a result of the inquiry referenced above, Skadden, Arps discovered that Kevin Nichols, a Skadden, Arps associate, is a former PwC employee; that Alison O'Neill, a Skadden, Arps associate, is the spouse of a senior manager in PwC's capital markets group; that Alison Cahill, a Skadden, Arps associate, is the sister of a PwC accountant, and that Susan Kipp, a Skadden, Arps associate, is the daughter of a retired PwC partner.

9. Mr. Nichols, Ms. O'Neill, Ms. Cahill and Ms. Kipp have not been involved with the Firm's representation of the Debtors during the past two years, and will not partake in any discussion, access any documents or files, or otherwise be involved in any way with the Debtors or these cases. Skadden, Arps believes that these relationships, which are wholly unrelated to the Debtors or these chapter 11 cases, has not and will not affect the Firm's representation of the Debtors in these cases.

10. Skadden, Arps will promptly file further supplemental affidavits should the results of its ongoing inquiry or any further inquiries reveal material facts not previously disclosed.

/s/ D.J. Baker
D.J. Baker (DB 0085)
Skadden, Arps, Slate, Meagher & Flom LLP

Sworn and subscribed
before me this 29th day
of November, 2004

/s/ Adriana G. Salazar
Notary Public