

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

**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)  
: :  
----- X  
: RCN CORPORATION and :  
: RCN CABLE TV OF CHICAGO, INC., :  
: :  
: Plaintiffs :  
: :  
: v. : Adv. No. 04-03666 (RDD)  
: :  
: CITY OF CHICAGO, :  
: :  
: Defendant. :  
----- X

**DECLARATION OF THOMAS MCKAY IN SUPPORT OF  
MOTION OF DEBTORS FOR APPROVAL OF SETTLEMENT  
AGREEMENT BETWEEN RCN CORPORATION, RCN CABLE TV OF  
CHICAGO, INC., AND THE CITY OF CHICAGO**

STATE OF ILLINOIS )  
 ) ss:  
COOK COUNTY )

Thomas McKay declares and says:

1. I am the General Manager of RCN Cable TV of Chicago, Inc. ("RCN-Chicago").
2. I have reviewed the Motion of Debtors for Approval of Settlement Agreement between RCN Corporation, RCN-Chicago, and the City of Chicago (the "City Settlement Motion") filed in this Court on or about November 19, 2004.
3. Except as otherwise noted, I have personal knowledge of the factual assertions set forth in the City Settlement Motion and, if called as a witness, would testify competently thereto.<sup>1</sup>
4. The facts set forth in the City Settlement Motion are true and correct to the best of my information, knowledge and belief.
5. I believe the settlement agreement between RCN Corporation, RCN-Chicago and the City of Chicago is fair, reasonable, and in the best interest of the Reorganized Debtors. I also believe the terms of this settlement agreement are the result of the Debtors' valid business judgment.

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<sup>1</sup> Certain of the facts set forth in the City Settlement Motion relate to matters within the knowledge of other employees of RCN-Chicago and my verification of such facts herein is based on information provided by them.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on December 3, 2004, Chicago, Illinois.

/s/ Thomas McKay  
Thomas McKay