

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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**DECLARATION OF JANE SULLIVAN CERTIFYING
(A) VOTING ON AND TABULATION OF BALLOTS
ACCEPTING AND REJECTING THE JOINT PLAN
OF REORGANIZATION OF RCN CORPORATION
AND CERTAIN SUBSIDIARIES AND (B) ELECTION
BY HOLDERS OF CLASS 5 RCN GENERAL UNSECURED CLAIMS**

I, Jane Sullivan, declare:

1. I am the Executive Director of Financial Balloting Group LLC ("FBG"), located at 757 Third Avenue, New York, New York 10017, and, unless otherwise indicated, have personal knowledge of the matters set forth herein.

FBG'S RETENTION

2. In accordance with the Order Under 28 U.S.C. § 156(c) And Fed. R. Bankr. P. 2002 Authorizing Retention Of Innisfree M&A Incorporated As Noticing, Voting, and Information Agent For The Debtors, dated June 3, 2004 (Docket No. 12), the Court approved the retention of Innisfree M&A Incorporated

("Innisfree") as noticing, voting, and information agent for the Initial Debtors¹ (the "Innisfree Retention Order").

3. On August 20, 2004, several of the professionals at Innisfree, including myself, who were performing or were to perform the noticing, voting and information services authorized by the Innisfree Retention Order, left Innisfree and formed FBG.

4. In accordance with the Order Under 28 U.S.C. § 156(c) And Fed. R. Bankr. P. 2002 Authorizing Retention Of Financial Balloting Group LLC As Noticing, Voting, And Information Agent For The Debtors, dated August 26, 2004 (Docket No. 184), the Court approved the retention of FBG as noticing, voting, and information agent (the "FBG Retention Order") for the Debtors in lieu of Innisfree.²

THE SOLICITATION PROCEDURES ORDER

5. On October 13, 2004, the Bankruptcy Court entered an Order Under 11 U.S.C. §§ 105, 502, 1125, And 1128 And Fed. R. Bankr. P. 2002, 3002, 3017, 3018, And 3020, (i) Scheduling Hearing On Confirmation Of Plan; (ii)

¹ The Initial Debtors were RCN Corporation, TEC Air, Inc., RLH Property Corporation, RCN Finance, LLC and Hot Spots Productions, Inc.

² The debtors in these Chapter 11 Cases are: RCN Corporation, TEC Air, Inc., RLH Property Corporation, RCN Finance, LLC, Hot Spots Productions, Inc., RCN Cable TV of Chicago, Inc., 21st Century Telecom Services, Inc., RCN Telecom Services of Virginia, Inc., RCN Entertainment, Inc. and ON TV, Inc. (collectively, the "Debtors").

Establishing Deadline And Procedures For Filing Objections To Confirmation Of Plan; (iii) Establishing Deadline And Procedures For Temporary Allowance Of Claims For Voting Purposes; (iv) Establishing Record Date For Mailing Materials For Voting Purposes; (v) Determining Treatment Of Certain Unliquidated, Contingent Or Disputed Claims For Notice and Voting Purposes; (vi) Approving (A) Solicitation Packages And Procedures for Distribution, (B) Form Of Notice Of Hearing On Confirmation And Related Matters, And (C) Forms Of Ballots; (vii) Establishing Voting Deadline And Procedures For Tabulating of Votes; (viii) Establishing Notice And Procedures For Assuming Or Rejecting Executory Contracts And Unexpired Leases; And (ix) Deeming Class 8 Equity Interests To Have Rejected The Plan. (the "Solicitation Procedures Order")³ (Docket No. 297).

6. Pursuant to the Solicitation Procedures Order, the Bankruptcy Court, among other things, (a) approved certain solicitation procedures, vote tabulation rules, forms of ballots and notice requirements regarding the solicitation of votes on the Plan; (b) established October 7, 2004, as the record date to determine whether a holder of a Claim was entitled to vote on the Plan; (c) established 5:00 p.m.

³ Unless otherwise defined herein, capitalized terms used herein shall have the meanings ascribed to them in the Solicitation Procedures Order or the Joint Plan Of Reorganization Of RCN Corporation And Certain Subsidiaries, dated October 12, 2004 (the "Plan").

(prevailing Eastern Time) on November 30, 2004 (the "Voting Deadline")⁴ as the last day by which FBG must receive Ballots in order to be counted; and (d) provided for the solicitation and tabulation of votes from creditors in Classes 3, 5 and 7.

SERVICE AND TRANSMITTAL OF SOLICITATION PACKAGES

7. On October 15, 2004, FBG caused to be served Solicitation Packages and Non-Voting Packages in accordance with the Solicitation Procedures Order. The Certificate Of Service Of Financial Balloting Group LLC With Respect To Service Of Solicitation Packages And Non-Voting Packages, dated November 5, 2004 (Docket No. 362), details the contents and recipients of the respective packages.

8. In connection with that service, the United States Post Office returned a number of Solicitation Packages and Non-Voting Packages as undeliverable. To the extent the United States Post Office provided forwarding addresses, the Solicitation Packages and Non-Voting Packages were re-sent to such addresses.

DESCRIPTION OF CLASSES

9. The following table describes each class of Claims and Interests in these Chapter 11 Cases and indicates whether or not such class is impaired under the Plan:

⁴ FBG was later advised that the Voting Deadline was extended until December 1, 2004 at 4:00 p.m. (prevailing Eastern Time).

Name of Class	Description	Impaired or Unimpaired
Class 1	Other Priority Claims	Unimpaired
Class 2	Bank Claims	Unimpaired
Class 3	Evergreen Claims	Impaired
Class 4	Other Secured Claims	Unimpaired
Class 5	RCN General Unsecured Claims	Impaired
Class 6	Subsidiary General Unsecured Claims	Unimpaired
Class 7	Preferred Interests	Impaired
Class 8	Equity Interests	Impaired
Class 9	Subordinated Claims	Impaired
Class 10	Warrants Interests	Impaired

CLASSES NOT ENTITLED TO VOTE

10. In accordance with the Solicitation Procedures Order, the following classes were not entitled to vote on the Plan:

(a) Unimpaired Claims in Class 1 (Other Priority Claims), Class 2 (Bank Claims), Class 4 (Other Secured Claims) and Class 6 (Subsidiary General Unsecured Claims); and

(b) Impaired Claims in Class 8 (Equity Interests), Class 9 (Subordinated Claims) and Class 10 (Warrants Interests).

CLASSES ENTITLED TO VOTE

11. In accordance with the Solicitation Procedures Order, FBG caused to be mailed the Solicitation Package and the appropriate Ballot to holders of claims in Class 3 (Evergreen Claims), Class 5 (RCN General Unsecured Claims) and Class 7 (Preferred Interests).

TABULATION PROCEDURES

12. As voting and tabulation agent, FBG adhered to the following procedures when handling Ballots: FBG (a) opened the envelopes, (b) removed the Ballots and date and time-stamped each Ballot, (c) inspected the Ballots to determine compliance with the Solicitation Procedures Order, (d) entered into the voting tabulation portion of FBG's database the date of the Ballot, whether the Ballot indicated an acceptance or rejection of the Plan, and, if applicable, whether the Cash election was made.⁵ To the extent that a creditor had previously submitted a Ballot, the claims database was modified to reflect the last timely received Ballot from such creditor.

13. FBG then tabulated the votes on the Plan in accordance with the terms and provisions of the Solicitation Procedures Order. FBG audited the tabulation of Ballots in accordance with its standard practice.

14. On December 1, 2004, FBG was advised by the Debtors that the Voting Deadline was extended until December 1, 2004 at 4:00 p.m. (prevailing Eastern Time). Ballots received prior to this extended Voting Deadline were counted in accordance with the Solicitation Procedures Order.

⁵ Holders of Class 5 RCN General Unsecured Claims had the opportunity to make an election to receive the Cash Component in lieu of receiving their Pro Rata share of the New Common Stock (the "Election").

VOTING TABULATION

15. The results of the voting and tabulation of properly completed Ballots received by FBG prior to the extended Voting Deadline are summarized by Class on Exhibit A annexed hereto.

16. FBG received several Ballots that were not included in the tabulation. Exhibit B to this Declaration identifies the Ballots that FBG was unable to tabulate or did not include in the official vote tabulation because they did not comply with the Solicitation Procedures Order. The reasons that the votes reflected on such Ballots were not included by FBG in its vote tabulation are indicated in the Exhibit.

VOTING SUMMARY

17. FBG was instructed to tabulate any valid votes cast on the Plan. Accordingly, following these instructions, and as summarized on Exhibit A to this Declaration, (a) at least two-thirds in amount and more than one-half in number of the creditors in each of Classes 3 and 5 who voted on the Plan voted to accept the Plan and (b) at least two-thirds in amount of the interests voted by holders of Class 7 Preferred Interests were voted to accept the Plan.

**ELECTION BY HOLDERS OF
CLASS 5 RCN GENERAL UNSECURED CLAIMS**

18. The results of the Election by holders of Class 5 RCN General Unsecured Claims to receive Cash in lieu of New Common Stock are summarized on Exhibit C.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

Executed on December 3, 2004

/s/ Jane Sullivan
Jane Sullivan

EXHIBIT A

Ballot Tabulation

	Amount Accepting (% of Amount Voted)	Amount Rejecting (% of Amount Voted)	Number Accepting (% of Amount Voted)	Number Rejecting (% of Amount Voted)
Class 3 Evergreen Claims	\$32,893,035.75 (100%)	\$0.00 (0.00%)	8 (100.00%)	0 (0.00%)
Class 5 RCN General Unsecured Claims	\$660,807,100.00 (99.98%)	\$115,000.00 (0.02%)	711 (99.72%)	2 (0.28%)
Class 7 Preferred In- terests	353,287 shares (100.00%)	no shares (0.00%)	N/A	N/A

EXHIBIT B

Ballots Not Counted

Plan Class	Creditor	Claim Amount	Vote/Election	Reason Not Counted
5	Nortel Networks Inc.	\$43,552.56	Accept	Claim subject to Third Omnibus Objection
5	Broadcast Music, Inc.	\$21,290.86	Accept/ Elected Cash Component	Claim subject to Third Omnibus Objection
5	Federal Express Corporation	\$1,434.63	Accept/ Elected Cash Component	Claim subject to Third Omnibus Objection
5	Iron Mountain Off-Site Data Protection	\$1,033.22	Accept/ Elected Cash Component	Claim subject to Third Omnibus Objection
5	BP Air Conditioning Corp	\$10,846.92	No Vote Indicated	No Vote Indicated
5	Verizon Communications, Inc.	\$114,177.72	Accept/ Elected Cash Component	Claim subject to Third Omnibus Objection

EXHIBIT C

Class 5 RCN General Unsecured Claims Election Results

Amount Electing	Number Electing
\$45,221,500.00	60