

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re)
)
RCN CORPORATION, et al.,)
)
Debtors.)
)
RCN CORPORATION and)
RCN CALBE TV OF CHICAGO, INC.,)
)
Plaintiffs)
)
v.)
)
CITY OF CHICAGO,)
)
Defendant.)
)

Chapter 11
Case No. 04-13638 (RDD)
(Jointly Administered)

Adv. No. 04-03666 (RDD)

AFFIDAVIT OF MAILING

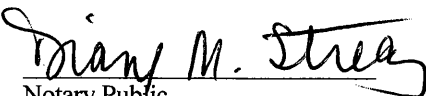
STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

TIRZAH GORDON, being duly sworn, deposes and says:

1. I am over the age of eighteen years and employed by Bankruptcy Services LLC, 757 Third Avenue, New York, New York and I am not a party to the above-captioned action.
2. On December 3, 2004, I caused to be served true and correct copies of the "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", dated December 3, 2004, a sample of which is attached hereto as Exhibit "A", enclosed securely in separate postage pre-paid envelopes, to be delivered by first class mail to those parties listed on the annexed Exhibit "B".


Tirzah Gordon

Sworn to before me this
1st day of December, 2004


Notary Public

DIANE M. STREANY
Notary Public, State of New York
No. 01ST5003825
Qualified in Westchester County
Commission Expires November 2, 2006

EXHIBIT "A"

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**

----- X
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)
COOK COUNTY) ss:
)

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.¹
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.

¹ 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

Exhibit “B”

| | |
|--|--|
| 828 S. WABASH, LLC | 40 E. 9TH ST. UNIT 1516 CHICAGO, IL 60605 |
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| ARNALL GOLDEN GREGORY LLP | ATTN: FRANK N. WHITE, ESQ., DARRYL S. LADDIN, ESQ. (COUNSEL TO VERIZON OPERATING TELEPHONE COMPANIES) 171 17TH STREET NW, SUITE 2100 |
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| CITY OF CHICAGO | THE CABLE ADMINISTRATOR (AREA 2) 33 NORTH LASALLE STREET CHICAGO, IL 60602 |
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| HSBC BANK USA, AS INDENTURE TRUSTEE | ATTN: ISSUER SERVICES 452 FIFTH AVENUE NEW YORK, NY 10018 |
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| INTERNATIONAL FAMILY ENTERTAINMENT INC/ | 10960 WILSHIRE BLVD LOS ANGELES, CA 90024 |
| JOHN CLIFFORD PHOTOGRAPHY | 54 WEST 18TH STREET #161 NEW YORK, NY 10011 |
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