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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11  
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RCN CORPORATION, et al., : Case No. 04-13638 (RDD)  
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Debtors. : (Jointly Administered)  
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**DECLARATION OF KRISTEN SMOOT IN SUPPORT OF  
MOTION OF DEBTORS FOR APPROVAL OF SETTLEMENT  
AGREEMENT BETWEEN RCN CABLE TV OF CHICAGO, INC., AND THE  
CHICAGO ACCESS CORPORATION**

STATE OF ILLINOIS )  
) ss:  
COOK COUNTY )

Kristen Smoot declares and says:

1. I am the Director of Regulatory Affairs for RCN Corporation ("RCN").
2. I have reviewed the Motion (the "CAC Settlement Motion") of Debtors for Approval of Settlement Agreement between RCN Cable TV of Chicago,

Inc. ("RCN-Chicago") and the Chicago Access Corporation (the "CAC") filed in this Court on or about December 10, 2004.

3. Except as otherwise noted, I have personal knowledge of the factual assertions set forth in the CAC Settlement Motion and, if called as a witness, would testify competently thereto.<sup>1</sup>

4. The facts set forth in the CAC Settlement Motion are true and correct to the best of my information, knowledge and belief.

5. I believe the settlement agreement between RCN-Chicago and the CAC is fair, reasonable, and in the best interest of the Debtors, including RCN-Chicago.

6. I also believe the terms of this settlement agreement are the result of RCN-Chicago's valid business judgment.

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

Executed on December 10, 2004, Chicago, Illinois.

/s/ Kristen Smoot  
Kristen Smoot

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