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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)  
:   
Debtors. : (Jointly Administered)  
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**DECLARATION OF COUNSEL IN SUPPORT OF EX PARTE  
MOTION FOR ORDER SHORTENING NOTICE PERIOD AND  
ESTABLISHING OBJECTION DEADLINE AND HEARING ON  
MOTION OF DEBTORS FOR APPROVAL OF SETTLEMENT  
AGREEMENT BETWEEN RCN CABLE TV OF CHICAGO, INC.,  
AND THE CHICAGO ACCESS CORPORATION**

D. J. Baker declares and says:

1. I am a member of Skadden, Arps, Slate, Meagher & Flom LLP,  
counsel for the debtors and debtors-in-possession (the "Debtors") in the above-  
captioned bankruptcy cases.

2. I make this declaration in support of the Debtors' Ex Parte  
Motion (the "Motion to Shorten") for Order Shortening Notice Period and Establish-  
ing Objection Deadline and Hearing on Motion of Debtors for Approval of Settle-

ment Agreement Between RCN Cable TV of Chicago, Inc., and the Chicago Access Corporation (the "CAC Settlement Motion").

3. As set forth in the Motion to Shorten and the CAC Settlement Motion, a hearing with respect to the CAC Settlement Motion and approval by the Court of a settlement between RCN-Cable TV of Chicago, Inc. ("RCN-Chicago") and the Chicago Access Corporation (the "CAC") is a condition to the effective date of the plan of reorganization (the "Plan"), confirmed by the Court on December 8, 2004, with respect to RCN-Chicago.

4. In addition, approval of a settlement between RCN-Chicago and the CAC is a condition for the effective date of a settlement between RCN-Chicago and the City of Chicago, which settlement was approved by this Court on December 8, 2004.

5. If the relief requested in the Motion to Shorten is not granted, the effective date of the Plan with respect to RCN-Chicago and 21<sup>st</sup> Century Telecom Services, Inc., would be delayed until after the Plan went effective with respect to the remaining Debtors.

6. The relief requested in the Motion to Shorten is necessary, therefore, in order for all of the Debtors to achieve their goal of a prompt exit from bankruptcy.

7. Accordingly, the Debtors have respectfully requested that the Court enter an order in substantially the form of the proposed form of order submitted with the Motion to Shorten.

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

Executed on December 10, 2004, New York, New York.

/s/ D. J. Baker

D. J. Baker