

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:
	:
RCN CORPORATION, <u>et al.</u> ,	:
	:
Debtors.	:

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

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 16, 2004, I caused to be served true and correct copies of the "Second Supplemental Declaration of Timothy R. Coleman in Support of the First Interim Application of the Blackstone Group L.P., as Financial Advisor to RCN Corporation and Affiliates for Allowance of Interim Compensation for Actual and Necessary Services Rendered and Reimbursement of All Actual and Necessary Expenses Incurred for the Period of May 27, 2004 Through September 30, 2004", dated December 16, 2004, a copy 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
20th day of December, 2004

Bridget K. Gallerie
 Notary Public

BRIDGET K. GALLERIE
 Notary Public, State Of New York
 No. 01GA6056813
 Qualified In New York County
 Commission Expires April 2, 20 07

EXHIBIT "A"

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

**SECOND SUPPLEMENTAL DECLARATION OF TIMOTHY R. COLEMAN
IN SUPPORT OF THE FIRST INTERIM APPLICATION OF THE BLACKSTONE GROUP L.P.,
AS FINANCIAL ADVISOR TO RCN CORPORATION AND AFFILIATES FOR ALLOWANCE
OF INTERIM COMPENSATION FOR ACTUAL AND NECESSARY SERVICES RENDERED
AND REIMBURSEMENT OF ALL ACTUAL AND NECESSARY EXPENSES INCURRED FOR
THE PERIOD OF MAY 27, 2004 THROUGH SEPTEMBER 30, 2004**

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

Timothy R. Coleman, being duly sworn, deposes and says:

1. I am a Senior Managing Director of the firm of The Blackstone Group L.P. (“Blackstone”), which firm maintains offices for providing financial advisory services at 345 Park Avenue, New York, New York 10154. Blackstone is acting as financial advisor for the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) in the captioned case.

I. Background

2. On May 27, 2004 (the “Petition Date”), certain Debtors filed voluntary petitions with this Court for reorganization relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”)⁽¹⁾. The Debtors continue to manage and operate their

⁽¹⁾ Certain other debtors filed voluntary petitions with this Court for relief under the Bankruptcy Code on August 5, 2004 and August 20, 2004.

businesses as debtors-in-possession pursuant to §§ 1107 and 1108 of the Bankruptcy Code.

3. On May 27, 2004, the Debtors applied to this Court for an order authorizing them to employ Blackstone pursuant to an engagement agreement dated March 10, 2004 (the "Engagement Agreement") as their financial advisor, effective as of the Petition Date.

4. On June 3, 2004, this Court entered an interim order pursuant to 11 U.S.C. §§ 327 and 328 and Fed. R. Bankr. P. 2014 and 2016(a) authorizing the employment and retention of Blackstone as financial advisor to the Debtors.

5. On June 22, 2004, this Court entered an order (the "Administrative Order") establishing procedures for interim compensation and reimbursement of expenses of professionals and committee members pursuant to 11 U.S.C. §§ 105(a) and 331.

6. On August 3, 2004, this Court entered a final order (the "Retention Order") pursuant to 11 U.S.C. §§ 327 and 328 and Fed. R. Bankr. P. 2014 and 2016(a) authorizing the employment and retention of Blackstone as financial advisor to the Debtors, effective as of the Petition Date.

7. On October 28, 2004, Blackstone filed its First Interim Application Of The Blackstone Group L.P., As Financial Advisor To RCN Corporation And Affiliates For Allowance Of Interim Compensation For Actual And Necessary Services Rendered And Reimbursement Of All Actual And Necessary Expenses Incurred For The Period Of May 27, 2004 Through September 30, 2004 (the "First Interim Application").

8. On November 17, 2004, Blackstone filed its Supplemental Declaration Of Timothy R. Coleman In Support Of The First Interim Application Of The Blackstone Group L.P., As Financial Advisor To RCN Corporation And Affiliates For Allowance Of

Interim Compensation For Actual And Necessary Services Rendered And Reimbursement
Of All Actual And Necessary Expenses Incurred For The Period Of May 27, 2004
Through September 30, 2004.

II. Supplemental Disclosure

9. Blackstone does not bill its clients based upon the number of hours expended by its professionals and accordingly does not have hourly rates for its professionals. In the First Interim Application, Blackstone did not indicate the specific time expended by its professionals in providing financial advisory services to the Debtors. Subsequent to the First Interim Application, Blackstone disclosed that its professionals expended in excess of 3,100 hours providing financial advisory services to the debtors. In the interest of providing further disclosure to this Court regarding the specific tasks performed by Blackstone's professionals and the time expended on such tasks, and based on agreement with the U.S. Trustee, I have prepared this Second Supplemental Declaration.

10. The table below summarizes the approximate hours expended by each Blackstone professional during the period from May 27, 2004 through September 30, 2004.

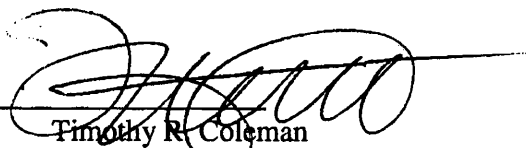
	<u>May-04</u>	<u>Jun-04</u>	<u>Jul-04</u>	<u>Aug-04</u>	<u>Sep-04</u>	<u>Total</u>
Timothy R. Coleman	10	97	102	115	120	444
Thomas Middleton	10	20	15	15	10	70
Elias Dokas	10	45	30	10	20	115
Shervin Korangy	8	145	28	165	188	534
Bruce Haggerty	21	169	155	192	195	732
Medhi Malaki	-	70	5	-	-	75
Derek Crevello	-	142	158	56	-	356
Vinicius Vacanti	-	250	193	189	109	741
Vivek Garipalli	-	27	-	-	-	27
James Helwig	-	70	-	-	-	70
Blackstone Total	59	1,035	686	742	642	3,164

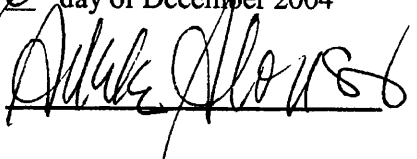
11. In addition, Blackstone has identified specific tasks it has performed during the period from May 27, 2004 through September 30, 2004 and the approximate hours expended in providing such services.

Modifying the Debtors' forecasts based on developments in the chapter 11 cases	185
Assisting in all aspects of the refinancing process, including rating agency presentations, bank offering memorandum and financial analysis	734
Assisting in discussions and updates regarding the regulatory approval process	121
Analyzing various strategic business configuration alternatives	390
Negotiating with stakeholders regarding various matters on the chapter 11 cases, including the structure of the POR	164
Presenting to and updating senior management and the Board of Directors regarding developments in the cases	242
Assisting in the preparation of the revised Plan and Disclosure Statement approved by the Court on October 12, 2004	127
Performing a liquidation analysis for Disclosure Statement purposes	87
Exploring further financing alternatives for the Debtors	186
Valuing the Debtors' businesses for Disclosure Statement purposes	542
Participating in conference calls and meetings with advisors and representatives of the creditors committee and bank lenders to discuss numerous aspects of the case	<u>386</u>
Total	3,164

III. Supplemental Disclosure by Type of Activity

12. Blackstone respectfully submits that the supplemental disclosure is in accordance with the agreement with the U.S. Trustee as disclosed to the court on November 18, 2004 during the fee hearing on Blackstone's First Interim Fee Application.

By: 
Timothy R. Coleman
Senior Managing Director

Sworn to before me this
10th day of December 2004


ADELE D'ALONZO
Notary Public - State of New York
NO. 01AL4965431
Qualified in Kings County
My Commission Expires Apr 23, 2011

EXHIBIT "B"

RCN Corporation - Creditor Listing - December 16, 2004

828 S. WABASH, LLC
 ALL RACK
 ANDREWS KURTH LLP
 ARNALL GOLDEN GREGORY LLP
 BLACKWELL SANDERS PEPPER MARTIN LLP
 BLANK ROME LLP
 CARL SANDBURG VILLAGE CONDOMINIUM
 CHARLES, CHRISTOPHER
 CHICAGO ACCESS CORPORATION (AREA 2)
 CITY OF CHICAGO
 CITY OF CHICAGO
 CITY OF CHICAGO
 CITY OF CHICAGO
 DHL EXPRESS (USA), INC.
 DWYER, SMITH, GARDNER, LAZER, POHREN,
 E! ENTERTAINMENT TELEVISION, INC.
 FEDERAL COMMUNICATIONS COMMISSION
 GOTHAM SOUND & COMMUNICATIONS
 GREENBERG TRAUIG, LLP
 GREENBERG TRAUIG, LLP
 HALPERIN & ASSOCIATES
 HSBC BANK USA
 HSBC BANK USA, AS INDENTURE TRUSTEE
 INTERNAL REVENUE SERVICE
 INTERNATIONAL BUSINESS MACHINES
 INTERNATIONAL FAMILY ENTERTAINMENT INC/
 JOHN CLIFFORD PHOTOGRAPHY
 KAYE SCHOLER LLP
 KAYE SCHOLER LLP
 KELLEY DRYE & WARREN LLP
 KELLEY DRYE & WARREN LLP
 LOVELLS
 LOWENSTEIN SANDLER PC
 MICHAEL A. CORDOZO
 MILBANK, TWEED, HADLEY & MCCLOY LLP
 MILBANK, TWEED, HADLEY & MCCLOY LLP
 MORRISON & FOERSTER LLP
 O'MELVENY & MYERS LLP
 PATTERSON, BELKNAP, WEBB & TYLER LLP
 PAUL, HASTINGS, JANOFSKY & WALKER LLP
 PAUL, HASTINGS, JANOFSKY & WALKER LLP
 PHANTOM POWER, GRIP & ELECTRIC
 PHOTOBITION BONDED SERVICES
 PROFESSIONAL SOUND SERVICES
 RCN CORPORATION
 REED SMITH LLP
 SECURITIES AND EXCHANGE COMMISSION
 SHIP-IT
 SIMPSON, THACHER & BARTLETT LLP
 SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
 SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
 SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
 SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
 SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
 SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
 TAYLOR PLACE APARTMENTS
 THE 5000 SOUTH CORNELL CONDOMINIUM
 THE 535 NORTH MICHIGAN AVE CONDOMINIUM
 THE CHESTNUT PLACE ASSOCIATES
 THE DREXEL TOWERS APARTMENTS
 THE OFFICE OF THE UNITED STATES TRUSTEE
 THE SIEGE PERILOUS LLC
 THE WEEKS-LERMAN GROUP, LLC
 TOWN MANAGEMENT CORP
 TUDOR INVESTMENT CORP.
 UNITED STATES ATTORNEY FOR THE
 UNIVERSAL SERVICE ADMINISTRATIVE
 US FUND FOR UNICEF
 WEINER & LAURIN, LLP
 WILLKIE FARR & GALLAGHER LLP
 YORK CAPITAL MANAGEMENT

40 E. 9TH ST. UNIT 1516 CHICAGO, IL 60605
 361 WEST 36TH STREET NEW YORK, NY 10018
 ATTN: PETER S. GOODMAN, ESQ. (COUNSEL TO WELLS FARGO AND COMPANY) 450 LEXINGTON AVENUE NEW YORK, NY 10017
 ATTN: FRANK N. WHITE, ESQ., DARRYL S. LADDIN, ESQ. (COUNSEL TO VERIZON OPERATING TELEPHONE COMPANIES) 171 17TH STREET NW, SUITE 2100
 ATTN: RICHARD M. BEHELER 2300 MAIN STREET, SUITE 1000 KANSAS CITY, MO 64108
 ATTN: MICHAEL S. SIMON, ESQ (COUNSEL FOR HUDSON TELEGRAPH ASSOCIATES, L.P.) 405 LEXINGTON AVENUE NEW YORK, NY 10174
 1455 N. SANDBURG TERRACE CHICAGO, IL 60610
 3018 AVE I BROOKLYN, NY 11210
 322 SOUTH GREEN STREET ATTN: BARBARA POPOVIC CHICAGO, IL 60607
 ATTN: ESTHER E. TRYBAN TELSER CITY OF CHICAGO DEPARTMENT OF LAW 30 N. LASALLE; ROOM 900 CHICAGO, IL 60602
 THE CABLE ADMINISTRATOR (AREA 1) 33 NORTH LASALLE STREET CHICAGO, IL 60602
 THE CABLE ADMINISTRATOR (AREA 2) 33 NORTH LASALLE STREET CHICAGO, IL 60602
 ATTN: MARA GEORGES, DIANE PEZANOKSI, WESTON HANSCOM, ESTHER TRYBAN-TELSER, 30 NORTH LASALLE STREET, SUITE 900 CHICAGO, IL 60602
 PO BOX 905143 CHARLOTTE, NC 28290
 FORREST, LLP (COUNSEL TO AFFINITAS CORPORATION) ATTN: CLAY M. ROGERS, GRANT A. FORSBERG 8712 W. DODGE ROAD, SUITE 400 OMAHA, NE
 5750 WILSHIRE BLVD., 4TH FLOOR ATTN: MITCH KARP, ESQ. LOS ANGELES, CA 90048
 445 12TH STREET, SW WASHINGTON, DC 20554
 330 W. 38TH ST NEW YORK, NY 10018
 ATTN: RICHARD MILLER & THOMAS WEBER THE MET LIFE BUILDING 200 PARK AVENUE NEW YORK, NY 10166
 ATTN: ANDREW ENSCHEDE 77 WEST WACKER DRIVE, SUITE 2500 CHICAGO, IL 60601
 ATTN: ALAN D. HALPERIN, ESQ., ETHAN D. GANC, ESQ. 555 MADISON AVENUE - 9TH FLOOR NEW YORK, NY 10022
 ATTN: MS. SANDRA E. HORWITZ 452 FIFTH AVENUE NEW YORK, NY 10018-2706
 ATTN: ISSUER SERVICES 452 FIFTH AVENUE NEW YORK, NY 10018
 INSOLVENCY UNIT 290 BROADWAY, 5TH FLOOR NEW YORK, NY 10007
 C/O STEVEN W. MEYER, ESQ. OPPENHEIMER WOLFF & DONNELLY LLP 3300 PLAZA VII 45 SOUTH SEVENTH ST MINNEAPOLIS, MN 55402
 10960 WILSHIRE BLVD LOS ANGELES, CA 90024
 54 WEST 18TH STREET #16J NEW YORK, NY 10011
 3 FIRST NATIONAL PLAZA SUITE 4100 70 WEST MADISON STREET ATTN: DANIEL A. ZAZOVE, ESQ. CHICAGO, IL 60602
 1999 AVENUE OF THE STARS, 17TH FLOOR ATTN: STEVEN F. WERTH, ESQ. LOS ANGELES, CA 90067
 ATTN: DAVID E. RETTER, ESQ., DEBRA SUDOCK, ESQ. (COUNSEL TO HSBC BANK USA, AS INDENTURE TRUSTEE) 101 PARK AVENUE NEW YORK, NY 10178
 ATTN: MARK R. SOMERSTEIN, ESQ., ANNE H. PAK, ESQ. (COUNSEL TO HSBC BANK USA, AS COLLATERAL AGENT) 101 PARK AVENUE NEW YORK, NY 10178
 ATTN: ERIC D. STATMAN, ESQ. (COUNSEL TO NORTEL NETWORKS, INC.) 900 THIRD AVENUE, 16TH FLOOR NEW YORK, NY 10022
 (ATTORNEYS FOR AT&T) ATTN: VINCENT A. D'AGOSTINO, ESQ. 65 LIVINGSTON AVENUE ROSELAND, NJ 07068
 CORPORATION COUNSEL OF THE CITY OF NEW YORK ATTN: GABRIELA P. CACUCI, ESQ. 100 CHURCH STREET NEW YORK, NY 10007
 ATTN: DENNIS DUNNE, ESQ. 1 CHASE MANHATTAN PLAZA NEW YORK, NY 10005
 ATTN: DEIDRE A. SULLIVAN, ESQ. 1 CHASE MANHATTAN PLAZA NEW YORK, NY 10005
 ATTN: JASON C. DIBATTISTA, ESQ. (COUNSEL TO A&E TELEVISION NETWORKS) 1290 AVENUE OF THE AMERICAS NEW YORK, NY 10104
 ATTN: BEN H. LOGAN, ESQ., EMILY CULLER, ESQ. (COUNSEL TO VULCAN VENTURES CAPTIAL) 400 SOUTH HOPE STREET LOS ANGELES, CA 90071-2899
 ATTN: DAVID W. DYKHOUSE (COUNSEL TO DOLP 1133 PROPERTIES LLC) 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036-6710
 ATTN: MICHAEL K. CHERNICK, ESQ. 75 E. 55TH STREET, FIRST FLOOR NEW YORK, NY 10022
 ATTN: HARVEY A STRICKON, ESQ. (COUNSEL TO EVERGREEN FUNDS) 75 EAST 55TH STREET NEW YORK, NY 10022-3205
 29605 LORAIN ROAD NORTH OLMSTED, OH 44070
 504 JANE ST. FORT LEE, NJ 07024
 311 WEST 43RD ST NEW YORK, NY 10036
 ATTN: GENERAL COUNSEL 105 CARNEGIE CENTER PRINCETON, NJ 08540
 ATTN: ELENA LAZAROU, ESQ (COUNSEL FOR GENERAL ELECTRIC CAPITAL CORPORATION) 599 LEXINGTON AVENUE NEW YORK, NY 10022
 233 BROADWAY, SUITE 600 NEW YORK, NY 10279
 732 W BROADWAY FULTON, NY 13069
 ATTN: PETER V. PANTALEO, ESQ. 425 LEXINGTON AVENUE NEW YORK, NY 10017-3954
 ATTN: BENNETT S. SILVERBERG FOUR TIMES SQUARE, 26-412 NEW YORK, NY 10036
 ATTN: FREDERICK MORRIS, ESQ. FOUR TIMES SQUARE NEW YORK, NY 10036-6522
 ATTN: JAY M. GOFFMAN, ESQ. FOUR TIMES SQUARE NEW YORK, NY 10036-6522
 ATTN: KRIS AGARWAL FOUR TIMES SQUARE NEW YORK, NY 10036-6522
 ATTN: ADRIANA SALAZAR, RM 26-413 FOUR TIMES SQUARE NEW YORK, NY 10036-6522
 ATTN: BRIAN P. KELLY, RM 35-220 FOUR TIMES SQUARE NEW YORK, NY 10036-6522
 901 SOUTH ASHLAND ATTN: JIM ADDAUTE CHICAGO, IL 60607
 5000 SOUTH CORNELL CHICAGO, IL 60615
 535 N. MICHIGAN AVE CHICAGO, IL 60611
 850 N. STATE ST. CHICAGO, IL 60610
 4917 S. DREXEL CHICAGO, IL 60615
 ATTN: PAUL K. SCHWARTZBERG, ESQ. 33 WHITEHALL STREET, 21ST FLOOR NEW YORK, NY 10004
 108 CALYER STREET #4R BROOKLYN, NY 11222
 58-38 PAGE PL. PO BOX O MASPETH, NY 11378
 1550 N NORTHWEST HWY STE 209 PARK RIDGE, IL 600681459
 ATTN: DARRYL L. SCHALL, ANALYST 1275 KING STREET GREENWICH, CT 06831
 86 CHAMBERS ST #3 NEW YORK, NY 100071826
 D. SCOTT BARASH V.P. & GENERAL COUNSEL 2000 L STREET, NW, SUITE 200 WASHINGTON, DC 20036
 681 MAIN ST PO BOX 346 LUMBERTON, NJ 08048
 ATTN: PAUL J. LAURIN, ESQ. (COUNSEL TO FOX CABLE NETWORKS GROUP) 15760 VENTURA BLVD., SUITE 1727 ENCINO, CA 91436-2152
 787 SEVENTH AVENUE ATTN: STEVEN WILAMOWSKY, ESQ. NEW YORK, NY 10019
 ATTN: ERIC EDIDIN 390 PARK AVENUE, 15TH FLOOR NEW YORK, NY 10022

Total Records Printed ==> 71