

Via Express Mail

As of December 1, 2004

Mr. John Murawski  
RCN Corporation ("RCN")  
105 Carnegie Center  
Princeton, NJ 08540

Re: **E! Entertainment Television, Inc. ("E!") /  
Assumption of style. Programming Agreement**

Dear John:

This letter shall confirm that, in connection with its bankruptcy plan of reorganization, RCN has agreed to assume and perform its obligations with respect to the style. programming service ("style."), as set forth in (i) that certain Side Letter Agreement between E! and RCN, dated as of January 1, 2002, and (ii) style.'s National Cable Television Cooperative ("NCTC") affiliation agreement, dated January 1, 2000 (as such may be amended), which RCN agreed to perform when it joined the NCTC in 2002 (the aforementioned Side Letter Agreement and style. NCTC affiliation agreement are collectively referred to as the "style. Programming Agreement").

Provided that RCN take all necessary actions with the Bankruptcy Court to effectuate the assumption of the style. Programming Agreement, E! will thereafter permit RCN to reposition style., without penalty, solely in its Philadelphia system, from the analog expanded basic level of service to a lesser penetrated digital level of service, notwithstanding the prohibition against such repositioning contained in the style. NCTC affiliation agreement. Except as modified above with respect to RCN's Philadelphia system, the style. Programming Agreement shall remain unchanged and in full force and effect.

This letter contains the entire understanding of the parties with respect to the assumption by RCN of the style. Programming Agreement, and may only be modified by a writing signed by both parties. Please confirm RCN's agreement with the above by signing below and returning this letter to me. I will forward a fully executed original to you for your files. Thank you.

Sincerely,

Mitchel Karp, Esq.  
Vice President, Business & Legal Affairs  
E! Networks

AGREED TO AND ACCEPTED:  
RCN CORPORATION

**E! ENTERTAINMENT  
TELEVISION, INC.**

By: 

Name: VP Marketing & Programming  
Its: Barbara J Adas

\_\_\_\_\_  
M. Bradford Fox  
Senior Vice President  
Affiliate Relations



NETWORKS

Via Express Mail

As of December 1, 2004

Mr. John Murawski  
RCN Corporation ("RCN")  
105 Carnegie Center  
Princeton, NJ 08540

Re: **E! Entertainment Television, Inc. ("E!") /  
Assumption of style. Programming Agreement**

Dear John:

This letter shall confirm that, in connection with its bankruptcy plan of reorganization, RCN has agreed to assume and perform its obligations with respect to the style. programming service ("style."), as set forth in (i) that certain Side Letter Agreement between E! and RCN, dated as of January 1, 2002, and (ii) style.'s National Cable Television Cooperative ("NCTC") affiliation agreement, dated January 1, 2000 (as such may be amended), which RCN agreed to perform when it joined the NCTC in 2002 (the aforementioned Side Letter Agreement and style. NCTC affiliation agreement are collectively referred to as the "style. Programming Agreement").

Provided that RCN take all necessary actions with the Bankruptcy Court to effectuate the assumption of the style. Programming Agreement, E! will thereafter permit RCN to reposition style., without penalty, solely in its Philadelphia system, from the analog expanded basic level of service to a lesser penetrated digital level of service, notwithstanding the prohibition against such repositioning contained in the style. NCTC affiliation agreement. Except as modified above with respect to RCN's Philadelphia system, the style. Programming Agreement shall remain unchanged and in full force and effect.

This letter contains the entire understanding of the parties with respect to the assumption by RCN of the style. Programming Agreement, and may only be modified by a writing signed by both parties. Please confirm RCN's agreement with the above by signing below and returning this letter to me. I will forward a fully executed original to you for your files. Thank you.

Sincerely,

Mitchel Karp, Esq.  
Vice President, Business & Legal Affairs  
E! Networks

AGREED TO AND ACCEPTED:  
RCN CORPORATION

E! ENTERTAINMENT  
TELEVISION, INC.

M. Bradford Fox  
Senior Vice President  
Affiliate Relations

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Its: \_\_\_\_\_

