

EXHIBIT C

Martin J. Black Certification

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
: :
RCN CORPORATION, et al., : Case No. 04-13638 (RDD)
: :
Debtors. : (Jointly Administered)
: :
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**CERTIFICATION IN SUPPORT OF FINAL
APPLICATION OF DECHERT LLP FOR ALLOWANCE
OF COMPENSATION FOR PROFESSIONAL SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED
FROM SEPTEMBER 14, 2004 THROUGH AND INCLUDING JANUARY 28, 2005**

MARTIN J. BLACK, under penalty of perjury, certifies as follows:

1. I am a partner in the law firm of Dechert LLP (“Dechert”) and practice in its office located at 1717 Arch Street, Philadelphia, PA 19103-2793. I submit this Certification in support of the supplemental and final application of Dechert for allowance of compensation for professional services rendered and reimbursement of expenses from September 14, 2004 through and including January 28, 2005 (the “Final Application”) and in conformity with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Cases, dated April 19, 1995, the Executive Office of United States Trustees’ Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, dated May 17, 1996 (together, the “Guidelines”), and Rule 2016 of the Federal Rules of Bankruptcy Procedure.

2. I am the professional designated by Dechert with the responsibility for compliance with the Guidelines in these cases. I have read the Final Application and, to the best of my knowledge, information, and belief (a) the Final Application complies with the Guidelines

and the fees and expenses requested fall within the Guidelines, except as specifically noted in herein or in the Application, (b) the fees and expenses requested are billed at rates and in accordance with practices customarily employed by Dechert and generally accepted by clients of Dechert, and (c) when reimbursement is sought for a service which Dechert purchased or contracted from a third party, such reimbursement only includes the amount billed to Dechert by the third party and in providing a reimbursable service Dechert does not make a profit on that service, whether the service is performed by Dechert or a third party.

3. There is no agreement or understanding between Dechert and any other person, other than members of Dechert, for the sharing of compensation to be received for services rendered in this case.

4. The Debtors, the United States Trustee, counsel to the Committee, counsel to the agent for the Debtors' pre-petition credit facility, the indenture trustee for the Debtors' outstanding debt securities, and those persons who filed notices of appearance in this case will be provided with a copy of the Application at least twenty (20) days before the date set by the Court for a hearing on the Application.

DATED: January 28, 2005
New York, New York

/s/ Martin J. Black
Martin J. Black