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National Association

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re: : X
: Chapter 11
: :
RCN Corporation, et al. , : Case No. 04-13638 (RDD)
: :
: (Jointly Administered)
Debtors. :
----- X

**VERIFIED STATEMENT OF HSBC BANK USA, NATIONAL ASSOCIATION, AS
SUCCESSOR INDENTURE TRUSTEE, PURSUANT TO BANKRUPTCY RULE 2019**

In accordance with Rule 2019(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), HSBC Bank USA, National Association (“HSBC”), as successor Indenture Trustee under the five (5) Indentures (collectively, the “Indentures”) described on the annexed Schedule, between RCN Corporation (the “Debtor”), as Issuer, and HSBC, as Indenture Trustee (successor to JPMorgan Chase Bank f/k/a The Chase Manhattan Bank), pursuant to which Indentures five (5) series of Notes (the “Notes”) were issued, respectively, as described in the annexed Schedule, states the following:

1. Names and Addresses of Creditors
Represented by the Indenture Trustee

The names and addresses of the holders (collectively, the “Holders”) of the Notes outstanding under each of the Indentures, respectively, are maintained by HSBC, as Registrar, in

accordance with the provisions of each of the Indentures. The names and addresses of the Holders may be furnished to any party-in-interest who is entitled to such information under the terms of any of the applicable Indentures and/or applicable law. The identities of the Holders may change from time to time during the case as a result of transfers of the Notes. Copies of the Indentures are annexed hereto as Exhibits A through E.

2. Nature and Amount of the Claims and Time of Acquisition Thereof

The initial Holders acquired their claims through their respective purchases of the Notes on the dates set forth on the annexed Schedule. Many of the current Holders, however, may have purchased their Notes in the secondary market.

The amounts of the claims of the Holders and the Indenture Trustee (including the predecessor Indenture Trustee) under each of the Indentures consist of the following: (i) the aggregate principal amount of the respective series of Notes set forth on the annexed Schedule, plus accrued interest (the “Indenture Amount”); and (ii) the Indenture Trustee’s fees and expenses which consist of all unpaid reasonable compensation for the services of the Indenture Trustee plus all reasonable expenses, fees, disbursements, and advances incurred or made by or on behalf of the Indenture Trustee, including the reasonable compensation, fees, expenses, and disbursements of the Indenture Trustee’s counsel and of all agents and other persons not regularly in its employ (collectively, the “Compensation and Expenses”), and for all other amounts, including all indemnification rights, due or to become due the Holders and/or the Indenture Trustee under each of the Indentures and the Notes.

The claims under the Indenture Amount arise out of the terms of the respective series of Notes and the Indentures. HSBC’s claim for its Compensation and Expenses, and for

all other amounts due or to become due to HSBC in its capacity as Indenture Trustee, arises under Section 6.07 of each of the Indentures.

3. Pertinent Facts and Circumstances In Connection
With the Employment of the Indenture Trustee

JPMorgan Chase Bank became the Indenture Trustee by executing and delivering, together with the Debtor, each of the respective Indentures. Thereafter, pursuant to five (5) separate Instruments of Resignation, Appointment and Acceptance, each dated August 9, 2001, HSBC succeeded as the Indenture Trustee under each of the Indentures, and has continued in that capacity since that time.

4. Amount of Claims Owned by the Indenture Trustee

HSBC does not own, as Indenture Trustee, any claims or Notes of the Debtor, except as described above.

I, Sandra E. Horwitz, declare under penalty of perjury that I have read the foregoing statement and that it is true and correct to the best of my knowledge, information and belief.

Dated: New York, New York
July 7, 2004

HSBC BANK USA, National Association, as
successor Indenture Trustee

By: *Sandra E. Horwitz*
Sandra E. Horwitz

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EXHIBITS “A THROUGH E” INTENTIONALLY OMITTED

**Please contact Kelley Drye & Warren LLP
for copies of the Indentures.**

Schedule

HSBC Bank USA, National Association is the successor Indenture Trustee for the holders of the following five (5) series of securities issued by RCN Corporation:

<u>Indenture Date</u>	<u>Securities</u>	<u>Outstanding Principal Amount</u>
1. October 17, 1997	10% Senior Notes due 2007	\$160,879,000
2. October 17, 1997	11 1/8% Senior Discount Notes due 2007	\$315,995,000
3. February 6, 1998	9.80% Senior Discount Notes due 2008	\$290,289,000
4. June 24, 1998	11% Senior Discount Notes due 2008	\$139,471,000
5. December 22, 1999	10 1/8% Senior Notes due 2010	\$202,871,000
Total:		\$1,109,505,000