

March 18, 2010

Via Electronic Filing

Marlene H. Dortch, Secretary
Federal Communications Commission
International Bureau Applications
P.O. Box 979093
St. Louis, MO 63197-9700

Re: Consolidated Application of RCN Corporation ("RCN"), Yankee Cable Acquisition, LLC ("Yankee Cable") and Yankee Metro Parent, Inc. ("Yankee Metro") For Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, for a Transfer of Control

Dear Ms. Dortch:

Enclosed please find an application for approval to complete a transaction whereby Yankee Cable and Yankee Metro will acquire control of RCN and its subsidiaries. Pursuant to Section 63.04(b) of the Commission's rules, Applicants submit this filing as a combined domestic section 214 assignment application and international section 214 assignment application ("Combined Application").

This filing and the applicable credit card payment in the amount of \$5,075.00, which satisfies the filing fee required for this application under line 2.b of Section 1.1105 of the Commission's rules, are being submitted electronically through the MyIBFS. Applicants are simultaneously filing the Application with the Wireline Competition Bureau, in accordance with the Commission's rules.

Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,



Jean L. Kiddoo
Danielle C. Burt

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**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)	
)	
RCN Corporation)	
<i>Transferor</i>)	
)	WC Docket No. 10-_____
and)	
)	ITC-T/C-2010-_____
Yankee Cable Acquisition, LLC)	
Yankee Metro Parent, Inc.)	
<i>Transferees</i>)	
)	
)	
Notice of <i>Pro Forma</i> Transactions and)	
Application for Consent to Transfer)	
Control of Entities Holding International)	
Authorizations and Blanket Domestic)	
Authorizations Pursuant to Section 214 of)	
the Communications Act of 1934, as Amended)	
)	

CONSOLIDATED APPLICATION FOR TRANSFER OF CONTROL

RCN Corporation (“RCN”), Yankee Cable Acquisition, LLC (“Yankee Cable”) and Yankee Metro Parent, Inc. (“Yankee Metro”) (collectively, “Applicants”), through their undersigned counsel and pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. §214 (the “Act”), and Sections 63.03, 63.04 and 63.24(e) of the Commission’s Rules, 47 CFR §§ 63.03, 63.04, 63.24(e), hereby respectfully request the authority

necessary to consummate a transaction whereby Yankee Cable and Yankee Metro¹ will acquire control of RCN and its subsidiaries (“Transaction”).²

The Applicants respectfully request streamlined treatment of this Application pursuant to Sections 63.03 and 63.12 of the Commission’s Rules, 47 C.F.R. §§ 63.03 and 63.12. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission’s Rules, 47 C.F.R. § 63.03(b)(2)(i), because: (1) after the proposed transaction is consummated, Yankee Cable and Yankee Metro (including any affiliates, as that term is defined in Section 3(1) of the Act) will have a market share of less than 10 percent of the interstate, interexchange market, and will provide competitive services exclusively in areas served by a dominant local carrier not a party to the transaction, and (2) neither the Applicants nor any of their affiliates are regulated as dominant with respect to any service.

This Application is also eligible for streamlined processing with respect to the international section 214 authorizations pursuant to Section 63.12(c) of the Commission’s Rules because: (1) after consummation of the proposed transaction, Yankee Metro and Yankee Cable will not be affiliated with any foreign carriers, (2) Yankee Metro and Yankee Cable are not affiliated with any dominant U.S. carrier whose international switched or private line services

¹ As described in more detail in this Application, Yankee Cable is majority-owned by ABRY Partners VI, L.P. Yankee Metro is majority-owned by ABRY Partners VI, L.P. and ABRY Senior Equity III, L.P.

² The RCN subsidiaries who hold Section 214 authorizations that will be included in this transaction are: RCN Telecom Services, Inc., RCN Telecom Services of Philadelphia, Inc., RCN-BecoCom, Inc., RCN Telecom Services of Illinois, LLC, RCN New York Communications, LLC, RCN Telecom Services of Massachusetts, Inc., RCN Telecom Services of Washington, D.C., Inc., NEON Optica, Inc., and Starpower Communications LLC (collectively, the “RCN Operating Subsidiaries”). As described in more detail in this Application, prior to the close of the Transaction the following subsidiaries, which are not currently providing any telecommunications services, will be liquidated and their authorizations cancelled: RCN Telecom Services of Massachusetts, Inc., and RCN Telecom Services of Washington, D.C., Inc. In addition, RCN Telecom Services, Inc. will be merged into newly formed RCN Telecom Services (Lehigh) LLC, RCN-BecoCom, Inc., will be merged into newly formed RCN-BecoCom LLC, and RCN Telecom Services of Philadelphia, Inc., will be merged into newly formed RCN Telecom Services of Philadelphia LLC. Also, RCN Telecom Services, Inc. will assign one of its redundant international Section 214 authorizations to RCN Telecom Services of Philadelphia LLC, and another one to newly formed RCN Telecom Services of New York, LP along with its New York operating assets.

their subsidiaries will seek authority to resell, and (3) none of the other provisions contained in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12, apply.

I. DESCRIPTION OF THE TRANSACTION

RCN Corporation, Yankee Cable, and Yankee Metro (along with Yankee Metro Merger Sub, Inc.) entered into an Agreement and Plan of Merger ("Merger Agreement") on March 5, 2010, for Yankee Cable and Yankee Metro to acquire control of RCN and the RCN Operating Subsidiaries. Pursuant to the Merger Agreement, the Transaction will be accomplished through a series of steps, including the following preliminary *pro forma* intracorporate actions that are being completed to allocate certain assets to appropriate RCN Corporation subsidiaries in a tax-efficient manner.

Pro Forma Assignments

1. RCN Telecom Services, Inc. will assign one of its international Section 214 authorizations for global facilities-based and resale services, along with its New York operating assets, to newly formed RCN Telecom Services of New York, LP. Affected customers will be notified of this *pro forma* carrier change. A sample of the form of notice that will be provided to applicable affected customers is provided in Exhibit A.
2. RCN Telecom Services, Inc. will assign another one of its international Section 214 authorizations for global facilities-based and resale services to newly formed RCN Telecom Services of Philadelphia LLC.

Pro Forma Mergers

3. RCN Telecom Services, Inc., will be merged into RCN Telecom Services (Lehigh) LLC, a newly formed Delaware limited liability company.
4. RCN-BecoCom, Inc., will be merged into RCN-BecoCom LLC, a newly formed Delaware limited liability company.
5. RCN Telecom Services of Philadelphia, Inc., will be merged into RCN Telecom Services of Philadelphia LLC, a newly formed Delaware limited liability company.

Affected customers will be notified of these *pro forma* carrier changes. A sample of the form of notice that will be provided to applicable affected customers is provided in Exhibit B.

Pro Forma Transfers of Control

The following subsidiaries of RCN will become direct subsidiaries of a newly formed subsidiary of RCN, RCN Telecom Services, LLC ("RCN TS")

RCN Telecom Services (Lehigh) LLC
RCN Telecom Services of Philadelphia LLC
RCN-BecoCom LLC
RCN Telecom Services of Illinois, LLC
Starpower Communications, LLC

In addition, RCN TS will become the general partner of RCN Telecom Services of New York, LP. The limited partner of RCN Telecom Services of New York, LP is RCN NY LLC 1, a Delaware limited liability company, which is in turn a direct subsidiary of RCN TS.

Discontinuances

1. RCN Telecom Services of Massachusetts, Inc. will be dissolved
2. RCN Telecom Services of Washington, D.C., Inc. will be dissolved.

Neither of these companies has customers, therefore no customer notices will be required.

Shortly after these *pro forma* changes are completed, control of all of the RCN Operating Subsidiaries under Yankee Cable will be transferred to ABRY Partners VI, L.P., a Delaware limited partnership, and control of all Operating Subsidiaries under Yankee Metro will be transferred to ABRY Partners VI, L.P. and ABRY Senior Equity III, L.P., a Delaware limited partnership. Specifically, following completion of the pre-acquisition intracorporate *pro forma* reorganization described above, Yankee Cable will indirectly purchase from RCN all of its ownership interests in RCN TS, thereby gaining control of RCN Telecom Services (Lehigh) LLC, RCN Telecom Services of Philadelphia LLC, RCN-BecoCom LLC, RCN Telecom Services of Illinois, LLC, RCN Telecom Services of New York, LP, and Starpower Communications, LLC. Yankee Metro will purchase the stock of RCN Corporation through the merger of Yankee Metro Merger Sub, Inc., a subsidiary of Yankee Metro created specifically for the purposes of this transaction, with and into RCN Corporation, with RCN Corporation surviving.

Accordingly, Applicants request authority, as needed, for the transactions noted above, including (1) the intracorporate *pro forma* assignments, mergers, and transfers of control of the RCN Operating Subsidiaries described above; (2) the surrender of authority and discontinuances by RCN Telecom Services of Massachusetts, Inc. and RCN Telecom Services of Washington, D.C. (which do not provide telecommunications services); and (3) the transfers of control of the remaining RCN Operating Subsidiaries to either Yankee Metro or Yankee Cable as described above.

For the Commission's reference, applications for the transfer of control of the various wireless licenses held or for which applications are pending by the RCN Operating Subsidiaries are being filed with the Commission concurrently herewith. Further, during the pendency of these transfer of control applications, RCN operating subsidiaries may file additional applications for new FCC authorizations, and the Applicants therefore request that the grant of authority for the transfer of control to Yankee Metro or Yankee Cable includes consent to the transfer of control as appropriate of any such subsidiary as may file such application(s) for new authorizations. For the Commission's convenience, illustrative pre- and post-Transaction organization charts are provided as Exhibit C hereto.³

Immediately following the Transaction, the surviving RCN Operating Subsidiaries will continue to provide service to existing customers at the same rates, terms and conditions as currently provided. In addition, the surviving RCN Operating Subsidiaries will continue to be operated by highly experienced, well-qualified management, operational and technical personnel as described in Section II below.

³ RCN is also filing applications and notices for such approvals as are required by state regulatory agencies and local franchise authorities for the *pro forma* transactions and transfer of control transactions described herein.

II. PUBLIC INTEREST STATEMENT

Petitioners submit that the Transaction described herein will serve the public interest. The transfer of control to Yankee Cable and Yankee Metro will allow all the RCN Operating Subsidiaries to strengthen their ability to compete and to offer enhanced telecommunications services within the areas they operate. Following the proposed Transaction, the RCN Operating Subsidiaries will have the financial support of Yankee Cable (and its majority-owner ABRY Partners VI, L.P.), Yankee Metro (and its majority-owners ABRY Partners VI., L.P. and ABRY Senior Equity III, L.P.). The RCN Operating Subsidiaries, Yankee Metro, and their ultimate owner, ABRY, and will continue to deliver advanced telecommunications services. Also, the RCN Operating Subsidiaries will have access to the experience of ABRY and its management team to complement the existing highly experienced, well-qualified management, operational and technical personnel that Yankee Cable and Yankee Metro intend to maintain following consummation of this Transaction. Such financial and managerial support should strengthen the ability of the RCN Operating Subsidiaries to compete.

In addition, the intracorporate *pro forma* transactions occurring as a result of this Transaction will be virtually transparent to customers as there will be no change in their services. The only perceptible change will be, in some cases, the formal corporate name of the company providing the affected customers' telecommunications services, and that change will be minimized since the RCN Operating Subsidiaries, upon closing, will continue to use the same branding on materials distributed to customers, including bills, as is currently used. Applicants emphasize that the proposed Transaction will be seamless and virtually transparent to customers, and in no event will it result in the discontinuance, reduction, loss, or impairment of service to customers. Therefore, the intracorporate assignments will not result in customer confusion.

Moreover, following the proposed Transaction the RCN Operating Subsidiaries will provide high-quality communications services to customers without interruption and without change in rates, terms or conditions.

In sum, the proposed Transaction should strengthen the ability of the RCN Operating Subsidiaries to compete and to offer enhanced telecommunications services within their business areas. Also, the proposed Transaction will be virtually transparent to existing customers of the RCN Operating Subsidiaries and will not result in a change to the rates, terms and conditions of service as currently provided.

III. INFORMATION REQUIRED BY SECTION 63.24(e) OF THE COMMISSION'S RULES AND THE IBFS ELECTRONIC FORM

In support of this Application, the Applicants submit the following information pursuant to Section 63.24(e) of the Commission's Rules, including the information requested in Section 63.18:

A. Answer to Question 10 - Section 63.18(a)-(d)

(a)(b) Description of Parties

Transferor - RCN Corporation (FRN: 0011432986)

RCN Corporation is a publicly traded Delaware corporation with its principal offices located at 196 Van Buren Street, Suite 300, Herndon, VA 20170. RCN Corporation is one of the largest facilities-based competitive providers of bundled phone, cable and high speed Internet services delivered over its own fiber-optic local network to consumers in the most densely populated markets in the United States. RCN Corporation has several subsidiaries authorized by the FCC to provide domestic and international telecommunications services. Some of these subsidiaries also are authorized by state PUCs to provide local telecommunications services in

Connecticut, Delaware, District of Columbia, Illinois, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont and Virginia.

Transferees - Yankee Cable Acquisition, LLC (FRN: 0019668706) and Yankee Metro Parent, Inc. (FRN: 0019668805)

Yankee Cable, a Delaware limited liability company, is an indirect subsidiary of Yankee Cable Partners, LLC, a Delaware limited liability company. Yankee Metro, a Delaware corporation, is a direct subsidiary of Yankee Metro Partners, LLC, a Delaware limited liability company. The address for Yankee Cable, Yankee Metro, Yankee Cable Partners, LLC, and Yankee Metro Partners, LLC is c/o ABRY Partners, LLC, 111 Huntington Avenue, 30th Floor, Boston, Massachusetts 02199 and the phone number is 617-859-2959.

Yankee Cable Partners, LLC will be majority-owned by ABRY Partners VI, L.P., a Delaware limited partnership. Yankee Metro Partners, LLC will be majority-owned by ABRY Partners VI, L.P. and ABRY Senior Equity III, L.P., a Delaware limited partnership. The address for ABRY Partners VI, L.P. and ABRY Senior Equity III, L.P. is c/o ABRY Partners, LLC, 111 Huntington Avenue, 30th Floor, Boston, Massachusetts 02199 and the phone number is 617-859-2959. No other entities will hold a 10 percent or greater ownership interest in either Yankee Cable Partners, LLC or Yankee Metro Partners, LLC.

ABRY Partners VI, L.P. and ABRY Senior Equity III, L.P. are private equity funds which primarily make privately negotiated equity investments in the media, telecommunications, and information industries. ABRY Partners VI, L.P. or other commonly controlled funds (collectively, "ABRY") own cable, telecommunications, and interconnected VoIP providers in the United States. ABRY and its management team are therefore experienced investors in communications service providers. Yankee Cable and Yankee Metro intend to maintain the management personnel of RCN following consummation of this Transaction.

ABRY Partners VI, L.P. will hold all voting interests in each of Yankee Cable Partners, LLC and Yankee Metro Partners, LLC. The sole general partner of ABRY Partners VI, L.P. is ABRY VI Capital Partners, L.P., a Delaware limited partnership. The sole general partner of ABRY VI Capital Partners, L.P. is ABRY VI Capital Investors, LLC, a Delaware limited liability company. The sole owner of ABRY VI Capital Investors, LLC is Royce Yudkoff, a citizen of the United States.

(c) Contacts:

For the purposes of this Application, questions or any correspondence, orders, or other materials should be directed to the following contacts:

For RCN:

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With a copy to:

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Sr. Director, Regulatory and External Affairs
RCN Corporation
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Fax: (703) 434-8184
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For Yankee Cable and Yankee Metro:

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Email: jnakahata@wiltshiregrannis.com
jmirsky@wiltshiregrannis.com

(d) Licensees

The following RCN Operating Subsidiaries have the same contact information as RCN Corporation, and hold blanket authorizations under Section 214 of the Act to provide domestic telecommunications services, and where a file number is indicated, international Section 214 authority to provide global resale and facilities-based telecommunications services (where the licensee will change following the *pro forma* intracorporate transactions taking place prior to the transfer of control to Yankee Cable or Yankee Metro, the post-Transaction licensee is also indicated below):

Pre-Transaction -- RCN Telecom Services, Inc. (FRN: 0003252426)

Post-Transaction -- RCN Telecom Services (Lehigh) LLC (FRN: 0019653450)

File Nos. ITC-214-19961004-00490

ITC-214-19970707-00379 [To Be Assigned to RCN Telecom Services of Philadelphia, LLC]

ITC-214-19970707-00384 [To Be Assigned to RCN Telecom Services of New York LP]

ITC-214-19970717-00411

ITC-214-19970723-00430

ITC-214-19981002-00679

Pre-Transaction -- RCN-BecoCom, Inc.(FRN: 0003734993)

Post-Transaction -- RCN-BecoCom LLC (FRN: 0019653476)

File No. ITC-214-19971027-00661

Pre-and Post-Transaction -- RCN Telecom Services of Illinois, LLC

FRN: 0008314908

File No. ITC-214-19980731-00532

Pre- and Post-Transaction -- RCN New York Communications, LLC
FRN: 00062544403
File No. ITC-214-20001128-00698

Pre- and Post- Transaction -- Starpower Communications, LLC
FRN: 0003735016
File No. ITC-214-19980116-00024

Pre-Transaction -- RCN Telecom Services of Philadelphia, Inc. (FRN: 0003735008)
Post-Transaction -- RCN Telecom Services of Philadelphia LLC (FRN: 0019653443)
File No. ITC-214-19970707-00379 [Post *Pro Forma* Assignment from RCN Telecom Services, Inc.]

Post-Transaction -- RCN Telecom Services of New York, LP
FRN: 0019653401
File No. ITC-214-19970707-00384 [Post *Pro Forma* Assignment from RCN Telecom Services, Inc.]

Pre-Transaction -- RCN Telecom Services of Massachusetts, Inc.
FRN: 0003734969 [company to be liquidated]

Pre-Transaction -- RCN Telecom Services of Washington, D.C., Inc.
FRN: 0012316493 [company to be liquidated]

Pre- and Post Transaction -- NEON Optica, Inc.
FRN: 0005052741
Domestic 214 Only

(h) (*Answer to Questions 11 & 12*) The following entities own directly or indirectly 10% or more of RCN Corporation (transferor) and Yankee Cable and Yankee Metro (transferees):

RCN Corporation – Existing Ownership

No entity holds a ten percent (10%) or greater direct or indirect interest in RCN Corporation.

RCN Operating Subsidiaries under Yankee Cable Partners, LLC following the transfer of control

Post-Transaction, RCN Telecom Services (Lehigh) LLC, RCN Telecom Services of Philadelphia LLC, RCN-BecoCom LLC, RCN Telecom Services of Illinois, LLC, and Starpower Communications, LLC will be wholly-owned by RCN Telecom Services, LLC, a Delaware limited liability company. RCN Telecom Services, LLC will also be the general partner of RCN Telecom Services of New York, LP, and own 100% of RCN Telecom Services of New York, LP's limited partner, RCN NY LLC 1.

RCN Telecom Services, LLC will be wholly owned by Yankee Cable Acquisition, LLC, a Delaware limited liability company, which is a transferee. The principal place of business for RCN Telecom Services, LLC is 196 Van Buren Street, Suite 300, Herndon, VA 20170.

The transferee Yankee Cable Acquisition, LLC will be wholly-owned by Yankee Cable Parent, LLC, a Delaware limited liability company. Yankee Cable Parent, LLC will be wholly-owned by Yankee Cable Partners, LLC, a Delaware limited liability company. Yankee Cable Partners, LLC will be majority-owned by ABRY Partners VI, L.P., a Delaware limited partnership.

ABRY Partners VI, L.P. will hold all voting interests in each of Yankee Cable Partners, LLC. The sole general partner of ABRY Partners VI, L.P. is ABRY VI Capital Partners, L.P., a Delaware limited partnership. The sole general partner of ABRY VI Capital Partners, L.P. is ABRY VI Capital Investors, LLC, a Delaware limited liability company. The sole owner of ABRY VI Capital Investors, LLC is Royce Yudkoff, a citizen of the United States.

No other entities will hold a 10 percent or greater ownership interest in Yankee Cable Acquisition, LLC.

The principal place of business for Yankee Cable Acquisition, LLC, Yankee Cable Parent, LLC, Yankee Cable Partners, LLC, ABRY Partners VI, L.P., ABRY VI Capital Partners, L.P., ABRY VI Capital Investors, LLC, and Royce Yudkoff will be c/o ABRY Partners, LLC, 111 Huntington Avenue, 30th Floor, Boston, Massachusetts 02199.

RCN Operating Subsidiaries under Yankee Metro Parent, Inc.

Post-Transaction, the following RCN Operating Subsidiaries will have common ownership under Yankee Metro Parent, Inc.: NEON Optica, Inc. and RCN New York Communications, LLC.

NEON Optica, Inc. is a wholly-owned subsidiary of NEON Communications, Inc., a Delaware corporation, which in turn is a wholly-owned subsidiary of NEON Communications Group, Inc., a Delaware corporation. NEON Communications Group, Inc. is a wholly-owned subsidiary of RCN Corporation. RCN New York Communications, LLC is also a wholly-owned subsidiary of RCN Corporation.

RCN Corporation is a Delaware corporation. RCN Corporation's sole owner will be Yankee Metro Parent, Inc., a Delaware corporation, which is the transferee.

The transferee, Yankee Metro Parent, Inc., is wholly-owned by Yankee Metro Partners, LLC, a Delaware limited liability company. Yankee Metro Partners, LLC will be majority-owned by ABRY Partners VI, L.P., a Delaware limited partnership, and ABRY Senior Equity III, L.P., a Delaware limited partnership.

ABRY Partners VI, L.P. will hold all voting interests in Yankee Metro Partners, LLC. The sole general partner of ABRY Partners VI, L.P. is ABRY VI Capital Partners, L.P., a Delaware limited partnership. The sole general partner of ABRY VI Capital Partners, L.P. is ABRY VI Capital Investors, LLC, a Delaware limited liability company. The sole owner of ABRY VI Capital Investors, LLC is Royce Yudkoff, a citizen of the United States.

No other entities will hold a 10 percent or greater ownership interest in Yankee Metro Partners, LLC.

The principal place of business for NEON Communications, Inc., NEON Communications Group, Inc., RCN Corporation, Yankee Metro Parent, Inc., Yankee Metro Partners, LLC, ABRY Partners VI, L.P., ABRY Senior Equity III, L.P., ABRY VI Capital Partners, L.P., ABRY VI Capital Investors, LLC, and Royce Yudkoff is c/o ABRY Partners, LLC, 111 Huntington Avenue, 30th Floor, Boston, Massachusetts 02199.

- (i) *(Answer to Question 14)* Applicants certify that, following consummation of the proposed Transaction, none of the Applicants or RCN Operating Subsidiaries will be foreign carriers, or affiliated with any foreign carrier.
- (j) *(Answer to Question 15)* Applicants certify that they do not seek to provide international telecommunications services to any destination country where:
 - (1) An Applicant is a foreign carrier in that country; or
 - (2) An Applicant controls a foreign carrier in that country; or
 - (3) Any entity that owns more than 25 percent of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; or
 - (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of an Applicant and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing or international basic telecommunications services in the United States.
- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.
- (n) Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
- (o) Applicants certify, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, that they are not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

- (p) The Applicants request streamlined processing of this Application pursuant to Section 63.12 of the Commission's Rules, 47 C.F.R. § 63.12. This Application qualifies for streamlined treatment because (i) after consummation, none of the RCN Operating Subsidiaries will be affiliated with any foreign carrier, (ii) the RCN Operating Subsidiaries are not affiliated with any dominant U.S. carrier whose international switched or private line services they seek authority to resell, nor will the RCN Operating Subsidiaries be so affiliated after consummation, and (iii) none of the other scenarios outlined in Section 63.12 (c) of the Commission's Rules apply.

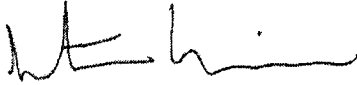
V. INFORMATION REQUIRED BY SECTION 63.04(b) OF THE COMMISSION'S RULES

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, the additional information required for the domestic section 214 transfer of control application is provided in **Exhibit D**.

V. **CONCLUSION**

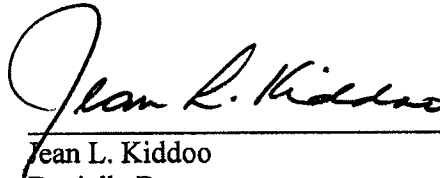
For the reasons stated above, Applicants respectfully request the Commission grant all authority necessary for the Transaction described herein.

Respectfully submitted,



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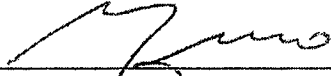
Counsel for RCN Corporation

Dated: March 18, 2010

VERIFICATION

I, Peter D. Aquino, state that I am President and Chief Executive Officer of RCN Corporation and its operating subsidiaries; that I am authorized to make this Verification on behalf of RCN Corporation and its operating subsidiaries; that the foregoing filing was prepared under my direction and supervision; and that the statements in the foregoing document are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 18th day of March, 2010.



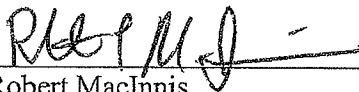
Name: Peter D. Aquino
Title: President & Chief Executive Officer
Company: RCN Corporation

DECLARATION

I, Robert MacInnis, hereby declare that:

- (1) My title is Partner with ABRY Partners, LLC;
- (2) I am authorized by ABRY Partners VI, L.P. to make this declaration on behalf of both Yankee Cable Acquisition, LLC and Yankee Metro Parent, Inc;
- (3) The statements in the foregoing application relating to Yankee Cable Acquisition, LLC and Yankee Metro Parent, Inc. and their parents and subsidiaries affiliates are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 18th day of March, 2010.



Robert MacInnis
ABRY Partners, LLC

LIST OF EXHIBITS

EXHIBIT A	Form of Customer Notice
EXHIBIT B	Form of Customer Notice
EXHIBIT C	Pre and Post-Transaction Corporate Structure
EXHIBIT D	Domestic Section 214 Transfer of Control Information

EXHIBIT A

Form of Customer Notice

RCN Telecom Services
Form of Customer Notice of *Pro Forma* Assignment

The following form of notice will be provided to RCN Telecom Services, Inc.'s telecommunications customers to notify them that their carrier will be RCN Telecom Services of New York, LP following the *pro forma* intracompany Transaction described above:

To our valued customers:

We wanted to take this opportunity to advise you of an internal corporate change in your RCN service. Specifically, on or about [INSERT DATE], RCN Telecom Services, Inc. will assign its New York operations to its affiliate, RCN Telecom Services of New York, LP. As a result your telecommunications services will be provided by RCN Telecom Services of New York, LP. Your services and the associated pricing and terms and conditions of service will not change as a result of this internal corporate reorganization. There will not be any charge associated with this change and any preferred carrier freeze you have will remain in place. You will continue to receive a bill from RCN and we will continue to resolve any issues you may have with your account or service using the same customer service number: 800-746-4726.

We recognize that you always have a choice in telecommunications carriers, subject to restrictions in your contract or service order, and we appreciate your business. RCN Telecom Services of New York, LP looks forward to continuing to provide you with the same great RCN service you are accustomed to receiving.

EXHIBIT B

Form of Customer Notice

RCN BecoCom
Form of Customer Notice of *Pro Forma* Merger

The following form of notice will be provided to RCN BecoCom, Inc.'s telecommunications customers to notify them that their carrier will be RCN BecoCom LLC following the *pro forma* intracompany Transaction described above:

To our valued customers:

We wanted to take this opportunity to advise you of an internal corporate change in your RCN service. Specifically, on or about [INSERT DATE], RCN BecoCom, Inc. will merge with its affiliate, RCN BecoCom LLC. As a result, your telecommunications services will be provided by RCN BecoCom LLC. Your services and the associated pricing and terms and conditions of service will not change as a result of this internal corporate reorganization. There will not be any charge associated with this change and any preferred carrier freeze you have will remain in place. You will continue to receive a bill from RCN and we will continue to resolve any issues you may have with your account or service using the same customer service number: 800-746-4726.

We recognize that you always have a choice in telecommunications carriers, subject to restrictions in your contract or service order, and we appreciate your business. RCN BecoCom LLC looks forward to continuing to provide you with the same great RCN service you are accustomed to receiving.

RCN Telecom Services of Philadelphia
Form of Customer Notice of *Pro Forma* Merger

The following form of notice will be provided to RCN Telecom Services of Philadelphia, Inc.'s telecommunications customers to notify them that their carrier will be RCN Telecom Services of Philadelphia LLC following the *pro forma* intracompany Transaction described above:

To our valued customers:

We wanted to take this opportunity to advise you of an internal corporate change in your RCN service. Specifically, on or about [INSERT DATE], RCN Telecom Services of Philadelphia, Inc. will merge with its affiliate, RCN Telecom Services of Philadelphia LLC. As a result, your telecommunications will be provided by RCN Telecom Services of Philadelphia LLC. Your services and the associated pricing and terms and conditions of service will not change as a result of this internal corporate reorganization. There will not be any charge associated with this change and any preferred carrier freeze you have will remain in place. You will continue to receive a bill from RCN and we will continue to resolve any issues you may have with your account or service using the same customer service number: 800-746-4726.

We recognize that you always have a choice in telecommunications carriers, subject to restrictions in your contract or service order, and we appreciate your business. RCN Telecom Services of Philadelphia LLC looks forward to continuing to provide you with the same great RCN service you are accustomed to receiving.

RCN Telecom Services
Form of Customer Notice of *Pro Forma* Merger

The following form of notice will be provided to RCN Telecom Services, Inc.'s telecommunications customers to notify them that their carrier will be RCN Telecom Services (Lehigh), LLC following the *pro forma* intracompany Transaction described above:

To our valued customers:

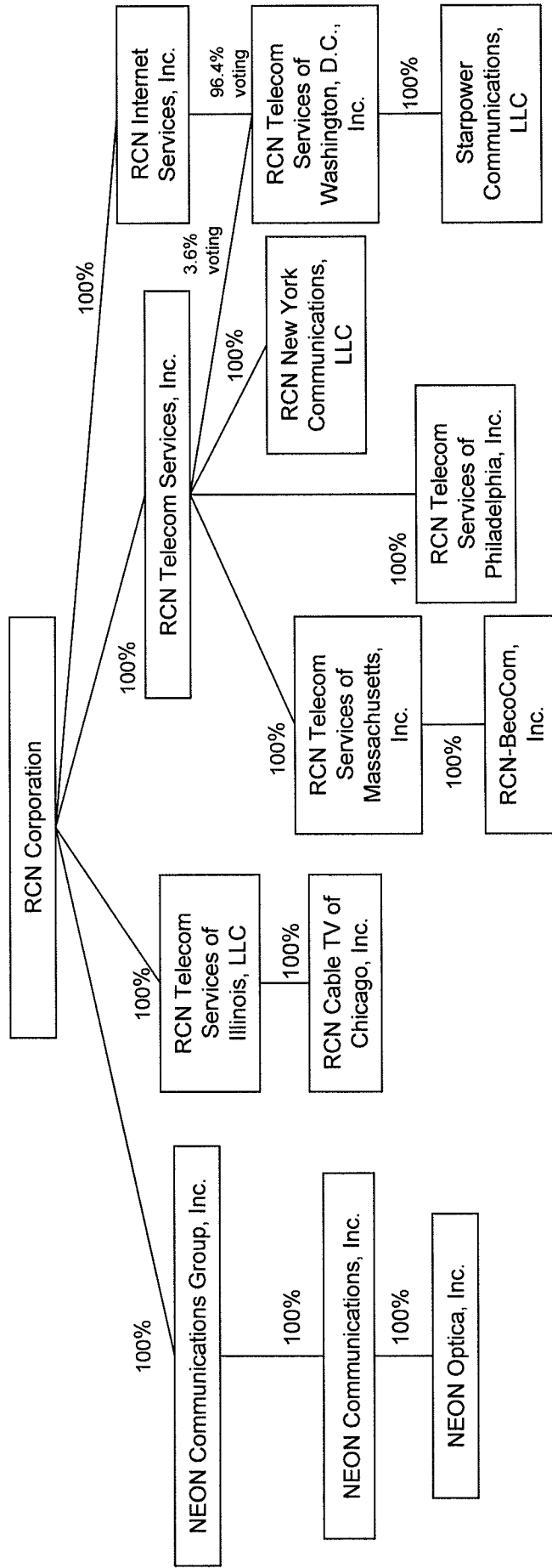
We wanted to take this opportunity to advise you of an internal corporate change in your RCN service. Specifically, on or about [INSERT DATE], RCN Telecom Services, Inc. will merge with its affiliate RCN Telecom Services (Lehigh), LLC. As a result, your telecommunications services will be provided by RCN Telecom Services (Lehigh), LLC. Your services and the associated pricing and terms and conditions of service will not change as a result of this internal corporate reorganization. There will not be any charge associated with this change and any preferred carrier freeze you have will remain in place. You will continue to receive a bill from RCN and we will continue to resolve any issues you may have with your account or service using the same customer service number: 800-746-4726.

We recognize that you always have a choice in telecommunications carriers, subject to restrictions in your contract or service order, and we appreciate your business. RCN Telecom Services (Lehigh), LLC looks forward to continuing to provide you with the same great RCN service you are accustomed to receiving.

EXHIBIT C

Pre and Post-Transaction Corporate Structure

Pre-Transaction Corporate Structure of Licensees



Post-Transaction Corporate Structure of Licensees

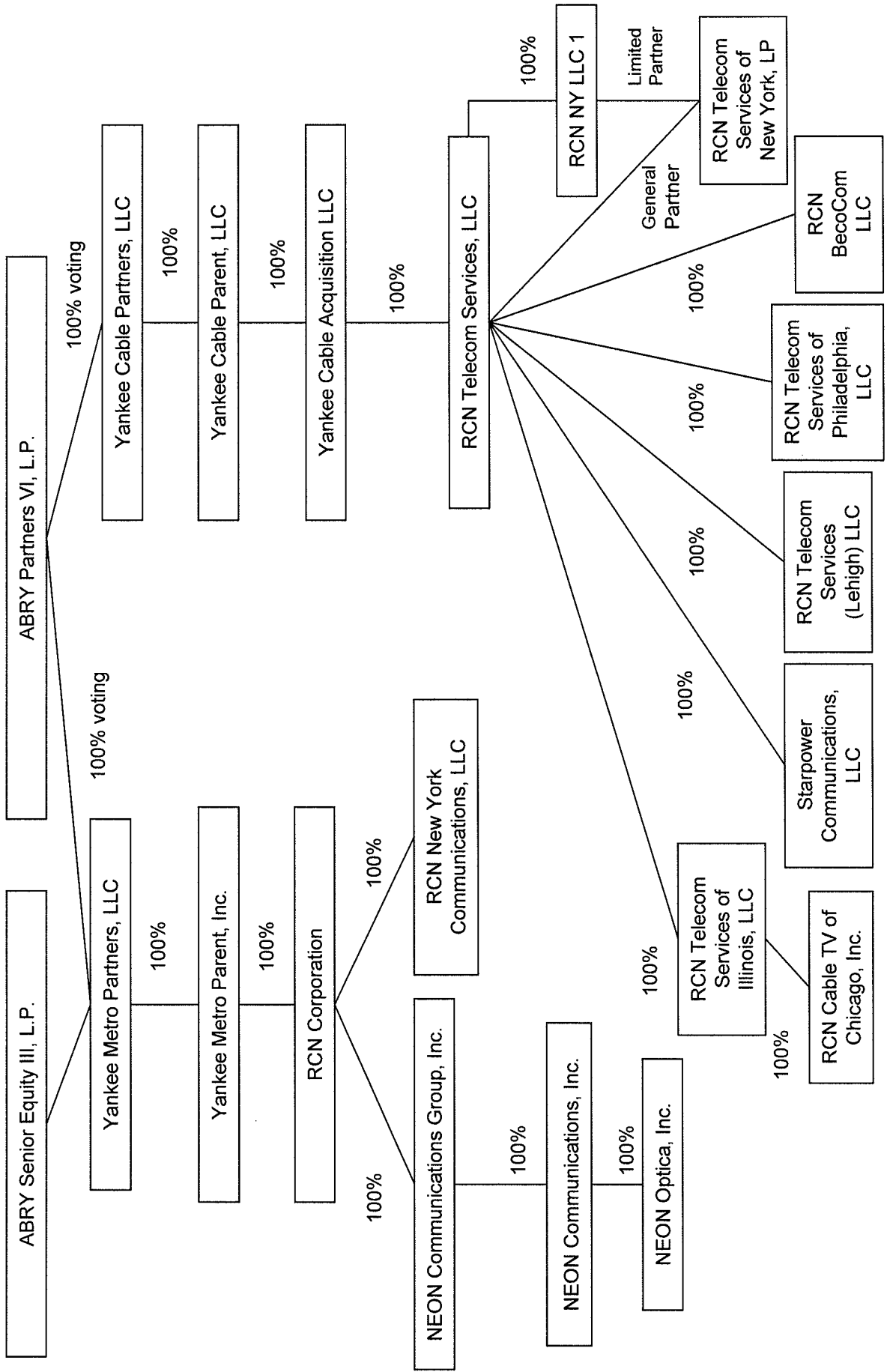


EXHIBIT D

DOMESTIC SECTION 214 TRANSFER OF CONTROL INFORMATION

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04, the Applicants provide the following information in support of its request.

63.04(a)(6): Description of the Transaction

The proposed Transaction is described in Section II of the Application.

63.04(a)(7): Description of Geographic Service Area and Services in Each Area

Various RCN Operating Subsidiaries are authorized by the FCC and state PUCs to provide local, long distance and international telecommunications services in Connecticut, Delaware, District of Columbia, Illinois, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island (local only), Vermont and Virginia. ABRY's affiliate Grande Communications Networks, Inc. provides telecommunications services in Arkansas, California (on an interstate, wholesale basis only), Florida, Georgia, Oklahoma, and Texas, primarily for ISPs and other carriers on a wholesale basis. Grande Communications Networks, Inc. provides residential and business customers in Texas with local and long distance telephony services.

63.04(a)(8): Presumption of Non-Dominance and Qualification for Streamlining

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2), because (1) after the proposed transaction is consummated, Yankee Cable and Yankee Metro (including any affiliates, as that term is defined in Section 3(1) of the Act) will have a market share of less than 10 percent of the interstate, interexchange market, and will provide competitive

services exclusively in areas served by a dominant local carrier not a party to the transaction, and (2) neither the Applicants nor any of their affiliates are regulated as dominant with respect to any service.

63.04(a)(9): Other Pending Commission Applications Concerning the Proposed Transaction

The Commission applications related to the Transaction are identified on pages 3-5 of this narrative.

63.04(a)(10): Special Considerations

The Applicants do not request special consideration because no parties to this transaction are facing imminent business failure.

63.04(a)(11): Waiver Requests (If Any)

None.

63.04(a)(12): Public Interest Statement

The proposed transaction is in the public interest for the reasons detailed in Section II of the Application.