

**DESCRIPTION OF TRANSACTION
AND PUBLIC INTEREST STATEMENT - ITEM A21**

RCN Cable TV of Chicago, Inc. (“RCN Chicago” or “Licensee”) files this application for Commission consent to the transfer of control of its non common carrier earth station license (E100045) from RCN Corporation (“RCN” or “Transferor”) to Yankee Cable Acquisition, LLC (“Yankee Cable” or “Transferee”).¹ RCN Chicago is currently a wholly-owned subsidiary of RCN Telecom Services of Illinois, LLC, which in turn is a wholly-owned subsidiary of RCN. RCN 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.

Yankee Cable, a Delaware limited liability company, is an indirect subsidiary of Yankee Cable Partners, LLC, a Delaware limited liability company. Yankee Cable Partners, LLC is majority-owned by ABRY Partners VI, L.P., a Delaware limited partnership. ABRY Partners VI, L.P. is a private equity fund which primarily makes 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.

RCN and Yankee Cable (along with Yankee Metro Parent, Inc. and Yankee Metro Merger Sub, Inc.) entered into an Agreement and Plan of Merger (“Merger Agreement”) on March 5, 2010, by which Yankee Cable will acquire control of RCN Chicago and other RCN operating subsidiaries (“Transaction”). Pursuant to the Merger Agreement, the Transaction will be accomplished through a series of steps, including preliminary *pro forma* intracorporate actions that are being completed to allocate certain assets to appropriate RCN subsidiaries in a tax-efficient manner. Following completion of the pre-acquisition intracorporate *pro forma* reorganization, Yankee Cable will indirectly purchase from RCN all of its ownership interests in RCN Telecom Services of Illinois, LLC, thereby gaining control of RCN Chicago. Accordingly, Applicants request authority for the transfer of control of RCN Chicago to Yankee Cable. The transfer of control will not involve a change in the name under which RCN Chicago currently operates nor a change in the manner in which RCN Chicago currently offers service.

¹ RCN’s subsidiaries hold domestic and international Section 214 authorizations, wireless licenses, and CARS licenses, and the Commission has already consented to the transfer of control of these licenses. *See* WC Docket No. 10-79; File Nos. ITC-ASG-20100319-00113, ITC-ASG-20100416-00162, ITC-ASG-20100416-00163, ITC-ASG-20100319-00114, ITC-ASG-20100319-00115, ITC-ASG-20100319-00116, ITC-ASG-20100319-00119; File No. 0004176407; and File Nos. CAR-20100330AA-08, CAR-20100330AB-08, CAR-20100330AC-08, CAR-20100330AD-08.

FCC Form 312
RCN Cable TV of Chicago, Inc.
Application for Transfer of Control
From: RCN Corporation
To: Yankee Cable Acquisition, LLC
Non Common Carrier Earth Station E100045

The proposed transaction will serve the public interest because it will allow RCN Chicago and the other RCN operating subsidiaries to strengthen their ability to compete and to offer enhanced telecommunications services within the areas they operate. Following the proposed transaction, RCN Chicago will have the financial support of Yankee Cable (and its majority-owner ABRY Partners VI, L.P.). Also, RCN Chicago 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 intend to maintain following consummation of this transaction. Such financial and managerial support should strengthen the ability of RCN Chicago to compete. In sum, the proposed transaction should strengthen the ability of RCN Chicago to compete and to offer enhanced telecommunications services within its business areas.