

FCC Form 312
Exhibit A21

Description Of Transaction
And Public Interest Statement - Item A21

Pursuant to 47 C.F.R. §25.131 and the instructions to the instant FCC Form 312, p. 1, 5, the instant Form 312 application and five (5) other simultaneously filed Form 312 applications are being filed electronically to notify the Commission of the following changes in ownership of the specified domestic receive-only satellite earth station ("ROES") registrations:

ROES	Ownership Change; Parties (FRNs)
E990040	Transfer of control of Licensee RCN Cable TV of Chicago, Inc. (0011432994) from Transferor RCN Corporation (0011432986) to Transferee Yankee Cable Acquisition, LLC (0019668706)
E060102 E6527 E970184	Assignment from Licensee/Assignor RCN Telecom Services, Inc. (0003252426) to Licensee/Assignee RCN Telecom Services (Lehigh) LLC (0019653450)
E010323	Assignment from Licensee/Assignor RCN Telecom Services, Inc. (0003252426) to Licensee/Assignee RCN Telecom Services of New York, LP (0019653401)
E970384	Transfer of control of Licensee RCN Telecom Services of Illinois, LLC (0008314908) from Transferor RCN Corporation (0011432986) to Transferee Yankee Cable Acquisition, LLC (0019668706)
E980466	Assignment from Licensee/Assignor RCN Telecom Services of Massachusetts, Inc. (0003734969) to Licensee/Assignee RCN BecoCom LLC (0019653476)
E990279	Transfer of control of Licensee Starpower Communications, LLC d/b/a RCN (0003735016) from Transferor RCN Corporation (0011432986) to Transferee Yankee Cable Acquisition, LLC (0019668706)

These ownership changes were consummated pursuant to an Agreement and Plan of Merger ("Merger Agreement") entered into on March 5, 2010, by RCN Corporation ("RCN")¹ and Yankee Cable

¹Prior to the ownership changes specified herein, the above-specified Licensee/Assignors and transfer of control Licensees were direct or indirect wholly-owned subsidiaries of RCN. Prior to the consummation of the Transaction, RCN's subsidiaries also held domestic and international Section 214 authorizations, wireless licenses, CARS licenses, and a transmit/receive earth station license. The Commission consented to the transfers of control and assignments of these licenses. See WC Docket No. 10-79; File Nos.

Acquisition, LLC ("Yankee Cable")² (along with Yankee Metro Parent, Inc. and Yankee Metro Merger Sub, Inc.) by which Yankee Cable acquired control of RCN operating subsidiaries ("Transaction"). Pursuant to the Merger Agreement, the Transaction was accomplished through a series of steps, including preliminary *pro forma* intracorporate actions that were 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 indirectly purchased from RCN all of RCN's ownership interests in the above-specified Licensee/Assignors and transfer of control Licensees, resulting in the above-specified assignment of license and transfer of control ownership changes. These ownership changes do not change the manner in which the above-specified Post Transaction Licensees currently offer service. These ownership changes, as well as other ownership changes resulting from the Merger Agreement, were consummated on August 26, 2010.

The Transaction serves the public interest because it allows the Post Transaction Licensees to strengthen their ability to compete and to offer enhanced telecommunications services within the areas they operate. The Post Transaction Licensees will now have the financial support of Yankee Cable and its owners (see Exhibit A20 hereto). Also, the Post Transaction Licensees now have access to the well-qualified management, operational and technical personnel that Yankee Cable intends to maintain now that the Transaction has been consummated. Such financial and managerial support should strengthen the ability of the Post Transaction Licensees to compete. In sum, the Transaction should strengthen the ability of the Post Transaction Licensees to compete and to offer enhanced telecommunications services within their business areas.

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; File Nos. CAR-20100330AA-08, CAR-20100330AB-08, CAR- 20100330AC-08, CAR-20100330AD-08; and File No. SES-T/C-20100604-00673.

²Now that the ownership changes specified herein have been consummated, the above-specified Licensee/Assignees and transfer of control Licensees are indirect wholly-owned subsidiaries of Yankee Cable. [For ease of reference, the above-specified Licensee/Assignees and transfer of control Licensees may be referred to collectively hereinafter as "Post Transaction Licensees."] See Exhibit A20 hereto for a more detailed description of the ownership structure of the Post Transaction Licensees and Yankee Cable.