BINGHAM

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March 18, 2010

VIA CERTIFIED MAIL

Mike Lynch, Director
Mayor's Office of Cable Communications
43 Hawkins Street
Boston, MA 02114

Re: RCN BecoCom, Inc.
FCC Form 394 (Boston, Massachusetts)

Dear Mike:

Enclosed please find an original and three (3) copies of FCC Form 394 in connection with the transfer of the Open Video System Agreement to serve the City of Boston in Massachusetts that is currently held by RCN-BecoCom, Inc., a subsidiary of RCN Corporation, to RCN BecoCom LLC, and the subsequent transfer of control to Yankee Cable Acquisition, LLC.

Also enclosed are confidential financial statements of ABRY Partners VI, L.P. submitted as Attachment C. Applicants respectfully request confidential treatment of the documents in Attachment C which are confidential and are not available to the public. General dissemination of the information contained in Attachment C would be harmful to Applicants' business interests.

Should you have any questions concerning this submission, please do not hesitate to contact us.

Very truly yours,

Jean L. Kiddoo
Danielle Burt

Enclosures

cc:

William F. Sinnott, City of Boston Corporation Counsel (by courier)
Richard Ramlall (RCN)
Thomas K. Steel, Jr. (RCN)
John T. Nakahata (Yankee)
Todd Wells (Yankee)

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Approved By OMB
3060-0573

FCC 394

APPLICATION FOR FRANCHISE AUTHORITY CONSENT TO ASSIGNMENT OR TRANSFER OF CONTROL OF CABLE TELEVISION FRANCHISE

FOR FRANCHISE AUTHORITY USE ONLY

SECTION I. GENERAL INFORMATION

DATE March 18, 2010	1. Community Unit Identification Number: MAA001

2. Application for: [ ] Assignment of Franchise [X] Transfer of Control

3. Franchising Authority: City of Boston	
4. Identify community where the system/franchise that is the subject of the assignment or transfer of control is located: Boston, MA	
5. Date system was acquired or (for system's constructed by the transferor/assignor) the date on which service was provided to the first subscriber in the franchise area:	7/27/1999
6. Proposed effective date of closing of the transaction assigning or transferring ownership of the system to transferee/assignee:	As soon as the necessary regulatory approvals are obtained, which the parties anticipate will be during August 2010

7. Attach as an Exhibit a schedule of any and all additional information or material filed with this application that is identified in the franchise as required to be provided to the franchising authority when requesting its approval of the type of transaction that is the subject of this application.

Exhibit No. N/A

PART I - TRANSFEROR/ASSIGNOR

1. Indicate the name, mailing address, and telephone number of the transferor/assignor.

Legal name of Transferor/Assignor (if individual, list last name first) RCN Corporation and RCN-BecoCom, Inc.			
Assumed name used for doing business (if any)			
Mailing street address or P.O. Box 196 Van Buren Street, Suite 300			
City Herndon	State VA	ZIP Code 20170	Telephone No. (include area code) (703) 434-8408

2.(a) Attach as an Exhibit a copy of the contract or agreement that provides for the assignment or transfer of control (including any exhibits or schedules thereto necessary in order to understand the terms thereof). If there is only an oral agreement, reduce the terms to writing and attach. (Confidential trade, business, pricing or marketing information, or other information not otherwise publicly available, may be redacted).

Exhibit No. I.I.2(a)

(b) Does the contract submitted in response to (a) above embody the full and complete agreement between the transferor/assignor and the transferee/assignee?

[ ] Yes [X] No

If No, explain in an Exhibit.

Exhibit No. I.I.2(b)

PART II - TRANSFEREE/ASSIGNEE

1.(a) Indicate the name, mailing address, and telephone number of the transferee/assignee.

Legal name of Transferee/Assignee (if individual, list last name first)			
Yankee Cable Acquisition, LLC			
Assumed name used for doing business (if any)			
Mailing street address or P.O. Box c/o ABRY Partners, LLC, 111 Huntington Avenue, 30th Floor			
City Boston	State MA	ZIP Code 02199	Telephone No. (include area code) (617) 859-2959

(b) Indicate the name, mailing address, and telephone number of person to contact, if other than transferee/assignee.

Name of contact person (list last name first)			
Todd Wells			
Firm or company name (if any) Schnelz Wells, P.C.			
Mailing street address or P.O. Box 280 North Old Woodward, Suite 250			
City Birmingham	State MI	ZIP Code 48009	Telephone No. (include area code) (248) 259-7074

(c) Attach as an Exhibit the name, mailing address, and telephone number of each additional person who should be contacted, if any.

Exhibit No. I.II.1(c)

(d) Indicate the address where the system's records will be maintained.

Street address 196 Van Buren Street, Suite 300		
City Herndon	State VA	ZIP Code 20170

2. Indicate on an attached exhibit any plans to change the current terms and conditions of service and operations of the system as a consequence of the transaction for which approval is sought.

Exhibit No. I.II.2

SECTION II. TRANSFEREE'S/ASSIGNEE'S LEGAL QUALIFICATIONS

1. Transferee/Assignee is:

☐ Corporation

a. Jurisdiction of incorporation:	d. Name and address of registered agent in jurisdiction:
b. Date of incorporation:	
c. For profit or not-for-profit:	

☐ Limited Partnership

a. Jurisdiction in which formed:	c. Name and address of registered agent in iurisdiction:
b. Date of formation:	

☐ General Partnership

a. Jurisdiction whose laws govern formation:	b. Date of formation:

☐ Individual

☒ Other. Describe in an Exhibit.

Exhibit No. II.1

2. List the transferee/assignee, and, if the transferee/assignee is not a natural person, each of its officers, directors, stockholders beneficially holding more than 5% of the outstanding voting shares, general partners, and limited partners holding an equity interest of more than 5%. Use only one column for each individual or entity. Attach additional pages if necessary (Read carefully - the lettered items below refer to corresponding lines in the following table.)

(a) Name, residence, occupation or principal business, and principal place of business. (If other than an individual, also show name, address and citizenship of natural person authorized to vote the voting securities of the applicant that it holds.) List the applicant first, officers, next, then directors and, thereafter, remaining stockholders and/or partners.
(b) Citizenship.
(c) Relationship to the transferee/assignee (e.g., officer, director, etc.).
(d) Number of shares or nature of partnersihp interest.
(e) Number of votes.
(f) Percentage of votes.

(a) See Exhibit II.2		
(b)		
(c)		
(d)		
(e)		
(f)		

3. If the applicant is a corporation or a limited partnership, is the transferee/assignee formed under the laws of, or duly qualified to transact business in, the State or other jurisdiction in which the system operates? ☐ Yes ☒ No

If the answer is No, explain in an Exhibit. Exhibit No. II.3

4. Has the transferee/assignee had any interest in or in connection with an applicant which has been dismissed or denied by any franchise authority? ☐ Yes ☒ No

If the answer is Yes, describe circumstances in an Exhibit. Exhibit No. N/A

5. Has an adverse finding been made or an adverse final action been taken by any court or administrative body with respect to the transferee/assignee in a civil, criminal or administrative proceeding, brought under the provisions of any law or regulation related to the following: any felony; revocation, suspension or involuntary transfer of any authorization (including cable franchises) to provide video programming services; mass media related antitrust or unfair competition; fraudulent statements to another government unit; or employment discrimination? ☐ Yes ☒ No

If the answer is Yes, attach as an Exhibit a full description of the persons and matter(s) involved, including an identification of any court or administrative body and any proceeding (by dates and file numbers, if applicable), and the disposition of such proceeding. Exhibit No. N/A

6. Are there any documents, instruments, contracts or understandings relating to ownership or future ownership rights with respect to any attributable interest as described in Question 2 (including, but not limited to, non-voting stock interests, beneficial stock ownership interests, options, warrants, debentures)? ☐ Yes ☒ No

If Yes, provide particulars in an Exhibit.

7. Do documents, instruments, agreements or understandings for the pledge of stock of the transferee/assignee, as security for loans or contractual performance, provide that: (a) voting rights will remain with the applicant, even in the event of default on the obligation; (b) in the event of default, there will be either a private or public sale of the stock; and (c) prior to the exercise of any ownership rights by a purchaser at a sale described in (b), any prior consent of the FCC and/or of the franchising authority, if required pursuant to federal, state or local law or pursuant to the terms of the franchise agreement will be obtained? ☒ Yes ☐ No

If No, attach as an Exhibit a full explanation. Exhibit No. N/A

SECTION III. TRANSFEREE'S/ASSIGNEE'S FINANCIAL QUALIFICATIONS

1. The transferee/assignee certifies that it has sufficient net liquid assets on hand or available from committed resources to consummate the transaction and operate the facilities for three months. ☒ Yes ☐ No

2. Attach as an Exhibit the most recent financial statements, prepared in accordance with generally accepted accounting principals, including a balance sheet and income statement for at least one full year, for the transferee/assignee or parent entity that has been prepared in the ordinary course of business, if any such financial statements are routinely prepared. Such statements, if not otherwise publicly available, may be marked CONFIDENTIAL and will be maintained as confidential by the franchise authority and its agents to the extent permissible under local law. Exhibit No. III.2

SECTION IV. TRANSFEREE'S/ASSIGNEE'S TECHNICAL QUALIFICATIONS

Set forth in an Exhibit a narrative account of the transferee's/assignee's technical qualifications, experience and expertise regarding cable television systems, including, but not limited to, summary information about appropriate management personnel that will be involved in the system's management and operations. The transferee/assignee may, but need not, list a representative sample of cable systems currently or formerly owned or operated. Exhibit No. IV

SECTION V - CERTIFICATIONS

Part I - Transferor/Assignor

All the statements made in the application and attached exhibits are considered material representations, and all the Exhibits are a material part hereof and are incorporated herein as if set out in full in the application.

I CERTIFY that the statements in this application are true, complete and correct to the best of my knowledge and belief and are made in good faith.	Signature
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.	Date 3/16/10 Print full name Michael Sicoli, CFO of RCN Corp. and its operating subsidiaries
Check appropriate classification: ☐ Individual ☐ General Partner ☒ Corporate Officer (Indicate Title) ☐ Other. Explain:	

Part II - Transferee/Assignee

All the statements made in the application and attached Exhibits are considered material representations, and all the Exhibits are a material part hereof and are incorporated herein as if set out in full in the application.

The transferee/assignee certifies that he/she:

(a) Has a current copy of the FCC's Rules governing cable television systems.

(b) Has a current copy of the franchise that is the subject of this application, and of any applicable state laws or local ordinances and related regulations.

(c) Will use its best efforts to comply with the terms of the franchise and applicable state laws or local ordinances and related regulations, and to effect changes, as promptly as practicable, in the operation system, if any changes are necessary to cure any violations thereof or defaults thereunder presently in effect or ongoing.

I CERTIFY that the statements in this application are true, complete and correct to the best of my knowledge and belief and are made in good faith.	Signature
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.	Date Print full name
Check appropriate classification: ☐ Individual ☐ General Partner ☐ Corporate Officer (Indicate Title) ☒ Other. Explain:	

SECTION V - CERTIFICATIONS

Part I - Transferor/Assignor

All the statements made in the application and attached exhibits are considered material representations, and all the Exhibits are a material part hereof and are incorporated herein as if set out in full in the application.

I CERTIFY that the statements in this application are true, complete and correct to the best of my knowledge and belief and are made in good faith.	Signature
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.	Date Print full name Michael Sicoli, CFO of RCN Corporation and its operating subsidiaries
Check appropriate classification: ☐ Individual ☐ General Partner ☒ Corporate Officer (Indicate Title) ☐ Other. Explain:	

Part II - Transferee/Assignee

All the statements made in the application and attached Exhibits are considered material representations, and all the Exhibits are a material part hereof and are incorporated herein as if set out in full in the application.

The transferee/assignee certifies that he/she:

(a) Has a current copy of the FCC's Rules governing cable television systems.

(b) Has a current copy of the franchise that is the subject of this application, and of any applicable state laws or local ordinances and related regulations.

(c) Will use its best efforts to comply with the terms of the franchise and applicable state laws or local ordinances and related regulations, and to effect changes, as promptly as practicable, in the operation system, if any changes are necessary to cure any violations thereof or defaults thereunder presently in effect or ongoing.

I CERTIFY that the statements in this application are true, complete and correct to the best of my knowledge and belief and are made in good faith.	Signature
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.	Date 3/18/2010 Print full name Rob MacInnis, ABRY Partners, LLC, and authorized representative of Yankee Cable Acquisition, LLC
☐ Individual ☐ General Partner	☐ Corporate Officer (Indicate Title) ☒ Other. Explain:

EXHIBIT I.II.1.c. (Section I, Part II, Item 1.c)
Additional Contacts

FOR RCN:

Richard Ramlall
Thomas K. Steel, Jr.
RCN Corporation
196 Van Buren Street
Herndon, VA 20170
(617) 670-2906
rramlall@rcn.net
tom.steel@rcn.net

Jean L. Kiddoo
Counsel for RCN Corporation
Bingham McCutchen, LLP
2020 K Street, N.W.
Washington, DC 20006
(202) 373-6034
jean.kiddoo@bingham.com

FOR Yankee Cable Acquisition, LLC:

John T. Nakahata
Counsel for Yankee Cable Acquisition, LLC
Wiltshire & Grannis LLP
1200 18th Street, N.W., Suite 1200
Washington, DC 20036
(202) 730-1320
jnakahata@wiltshiregrannis.com

EXHIBIT I.I.2(a) (Section I, Part I, Items 2(a))
Agreement to Transfer of Control

Attached hereto as Attachment A is a copy of the Agreement and Plan of Merger dated March 5, 2010.

RCN Corporation ("RCN"), RCN-BecoCom Inc. ("BecoCom Inc."), RCN BecoCom LLC ("BecoCom LLC") and Yankee Cable Acquisition, LLC ("Yankee Cable") respectfully request the authority necessary to consummate a transaction whereby Yankee Cable will acquire control of BecoCom LLC (the "Transaction"). RCN, BecoCom Inc., BecoCom LLC and Yankee Cable are collectively referred to herein as "Applicants." Applicants also request such authority, to the extent necessary, for a preliminary pro forma intracorporate step of the Transaction that will result in BecoCom Inc. merging with and into BecoCom LLC, with BecoCom LLC surviving.

RCN and Yankee Cable (along with Yankee Cable's affiliates Yankee Metro Parent, Inc. and Yankee Metro Merger Sub, Inc.) entered into an Agreement and Plan of Merger (the "Merger Agreement") on March 5, 2010, for Yankee Cable to acquire control of BecoCom LLC, along with certain other operating subsidiaries of RCN. Pursuant to the Merger Agreement, the Transaction will be accomplished through a series of steps, including various pro forma intracorporate actions that are being completed to allocate certain assets to appropriate RCN subsidiaries in a tax-efficient manner. One of these preliminary intracorporate actions will result in RCN Telecom Services of Massachusetts, Inc. ("RCN MA") forming BecoCom LLC and merging BecoCom Inc. with and into BecoCom LLC, with BecoCom LLC surviving. Another preliminary intracorporate action will result in BecoCom LLC becoming a direct subsidiary of a newly formed intermediate holding company, RCN Telecom Services, LLC ("RCN LLC"), which entity will, as part of the transfer of control transaction, become a wholly owned subsidiary of Yankee Cable.

Following completion of the pre-acquisition intracorporate reorganization, Yankee Cable will acquire control of BecoCom LLC by purchasing all of the ownership interests in RCN LLC. As a result, Yankee Cable will become the ultimate owner of BecoCom LLC. Applicants therefore request authority for the preliminary pro forma intracorporate step to merge BecoCom Inc. with and into BecoCom LLC, with BecoCom LLC surviving and the transfer of control of BecoCom LLC to Yankee Cable. For the City's convenience, illustrative pre- and post-Transaction organization charts are provided as Attachment B hereto.

Immediately following the Transaction, BecoCom LLC will continue to provide service to existing customers at the same rates, terms and conditions as currently provided. In addition, as set forth in Exhibit IV hereto, BecoCom LLC will continue to be operated by highly experienced, well-qualified management, operational and technical personnel.

EXHIBIT I.I.2(b) (Section I, Part I, Items 2(b))
Agreement and Plan of Merger

Certain exhibits and schedules to the Merger Agreement have not been submitted with this application. In accordance with the decision of the Federal Communications Commission in *LUJ, Inc. and Long Nine, Inc.*, Memorandum Opinion and Order, 17 FCC Rcd. 16980 (2002), Section I, Part I, Question 2(b) of this application has been answered "No."

The omitted exhibits and schedules contain proprietary information and/or voluminous information which Applicants believe is not germane to the franchising authority's consideration of the qualifications of the parties to this application. Nevertheless, the omitted documents will be provided to the franchising authority upon request and as applicable pursuant to appropriate confidentiality protection.

EXHIBIT I.II.2 (Section I, Part II, Item 2)
Changes to Current Terms of Service and Operations

Yankee Cable does not seek any changes to the terms or conditions of services or operations of the system (as set forth in the current OVS Agreement) as a consequence of the Transaction. Yankee Cable intends to comply fully with all OVS Agreement provisions and to meet or exceed all applicable operational requirements.

EXHIBIT II.1 (Section II, Item 1)
Form of Business Organization of Transferee

Yankee Cable Acquisition, LLC ("Yankee Cable") is a limited liability company.

a. Yankee Cable's jurisdiction of formation is Delaware.

b. Yankee Cable was formed on March 3, 2010.

c. Yankee Cable is a for-profit entity.

d. Yankee Cable's registered agent in Delaware is:

The Corporation Trust Company
Corporation Trust Center
1209 Orange Street
Wilmington, Delaware 19801

EXHIBIT II.2 (Section II, Item 2)
Information Concerning the Transferee

The Applicants are providing information on attributable interest holders of the transferee as such term is defined in Note 2 to Section 76.501 of the rules of the Federal Communications Commission, 47 C.F.R. § 76.501 n.2, addressing what constitutes an attributable interest holder in a cable system.

The transferee, Yankee Cable Acquisition, LLC, a Delaware limited liability company, will be the sole owner of RCN Telecom Services, LLC, a Delaware limited liability company. Following completion of the pre-acquisition pro forma intracorporate reorganization, RCN BecoCom LLC, a Delaware limited liability company (the successor by merger to RCN-BecoCom Inc.), will be a wholly owned subsidiary of RCN Telecom Services, LLC.

The transferee, Yankee Cable Acquisition, LLC, is wholly-owned by Yankee Cable Parent, LLC, a Delaware limited liability company. Yankee Cable Parent, LLC is wholly-owned by Yankee Cable Partners, LLC, a Delaware limited liability company.

The principal place of business for RCN Telecom Services, LLC is 196 Van Buren Street, Suite 300, Herndon, VA 20170. The principal place of business of Yankee Cable Acquisition, LLC, Yankee Cable Parent, LLC, and Yankee Cable Partners, LLC is c/o ABRY Partners, LLC, 111 Huntington Avenue, 30th Floor, Boston, Massachusetts 02199.

Each of RCN BecoCom, LLC, RCN Telecom Services, LLC, Yankee Cable Acquisition, LLC, Yankee Cable Parent, LLC, and Yankee Cable Partners, LLC will be managed by a board of managers consisting of Jay Grossman, Blake Battaglia, and Michael Yirilli. Each of RCN Telecom Services, LLC, Yankee Cable Acquisition, LLC, Yankee Cable Parent, LLC, and Yankee Cable Partners, LLC will have the following officers:

President:	Jay Grossman
Vice President & Treasurer:	Blake Battaglia
Secretary:	Michael Yirilli
Assistant Secretary:	Debra Johnson

Mr. Grossman, Mr. Battaglia, Mr. Yirilli, and Ms. Johnson are each citizens of the United States with the following principal place of business: c/o ABRY Partners, LLC, 111 Huntington Avenue, 30th Floor, Boston, Massachusetts 02199.

Yankee Cable Partners, LLC, will be majority owned by ABRY Partners VI, L.P., a Delaware limited partnership, which will also hold 100% of the voting interests in 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. The principal place of business for ABRY Partners VI, 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.

The foregoing information on the transferee is repeated below in table format.

a. Name and principal place of business:	RCN BecoCom, LLC 196 Van Buren Street, Suite 300 Herndon, VA 20170
b. Citizenship:	United States (Delaware LLC)
c. Relationship to transferee:	Wholly-owned indirect subsidiary of transferee
d. Number of shares/Nature of interest:	Wholly-owned indirect subsidiary of transferee
e. Number of votes:	N/A
f. Percentage of votes:	N/A
a. Name and principal place of business:	RCN Telecom Services, LLC 196 Van Buren Street, Suite 300 Herndon, VA 20170
b. Citizenship:	United States (Delaware LLC)
c. Relationship to transferee:	Wholly-owned direct subsidiary of transferee
d. Number of shares/Nature of interest:	Wholly-owned direct subsidiary of transferee
e. Number of votes:	N/A
f. Percentage of votes:	100% of RCN BecoCom, LLC
a. Name and principal place of business:	Yankee Cable Acquisition, LLC c/o ABRY Partners, LLC 111 Huntington Avenue, 30th Floor Boston, Massachusetts 02199
b. Citizenship:	United States (Delaware LLC)
c. Relationship to transferee:	Transferee and sole owner of RCN Telecom Services, LLC
d. Number of shares/Nature of interest:	Transferee and sole owner of RCN Telecom Services, LLC
e. Number of votes:	N/A
f. Percentage of votes:	100% of RCN Telecom Services, LLC
a. Name and principal place of business:	Yankee Cable Parent, LLC c/o ABRY Partners, LLC 111 Huntington Avenue, 30th Floor Boston, Massachusetts 02199
b. Citizenship:	United States (Delaware LLC)
c. Relationship to transferee:	Sole owner of transferee
d. Number of shares/Nature of interest:	Sole owner of transferee
e. Number of votes:	N/A

f. Percentage of votes:	100% of transferee
a. Name and principal place of business:	Yankee Cable Partners, LLC c/o ABRY Partners, LLC 111 Huntington Avenue, 30th Floor Boston, Massachusetts 02199
b. Citizenship:	United States (Delaware LLC)
c. Relationship to transferee:	Sole owner of Yankee Cable Parent, LLC
d. Number of shares/Nature of interest:	Sole owner of Yankee Cable Parent, LLC
e. Number of votes:	N/A
f. Percentage of votes:	100% of Yankee Cable Parent, LLC
a. Name and principal place of business:	ABRY Partners VI, L.P. c/o ABRY Partners, LLC 111 Huntington Avenue, 30th Floor Boston, Massachusetts 02199
b. Citizenship:	United States (Delaware LP)
c. Relationship to transferee:	Sole owner of Yankee Cable Partners, LLC
d. Number of shares/Nature of interest:	Sole owner of Yankee Cable Partners, LLC
e. Number of votes:	N/A
f. Percentage of votes:	100% of Yankee Cable Partners, LLC
a. Name and principal place of business:	ABRY VI Capital Partners, L.P. c/o ABRY Partners, LLC 111 Huntington Avenue, 30th Floor Boston, Massachusetts 02199
b. Citizenship:	United States (Delaware LP)
c. Relationship to transferee:	Sole general partner of ABRY Partners VI, L.P.
d. Number of shares/Nature of interest:	Sole general partner of ABRY Partners VI, L.P.
e. Number of votes:	N/A
f. Percentage of votes:	100% of ABRY Partners VI, L.P.
a. Name and principal place of business:	ABRY VI Capital Investors, LLC c/o ABRY Partners, LLC 111 Huntington Avenue, 30th Floor Boston, Massachusetts 02199
b. Citizenship:	United States (Delaware LLC)
c. Relationship to transferee:	Sole general partner of ABRY VI Capital Partners, L.P.
d. Number of shares/Nature of interest:	Sole general partner of ABRY VI Capital

	Partners, L.P.
e. Number of votes:	N/A
f. Percentage of votes:	100% of ABRY VI Capital Partners, L.P.
a. Name and principal place of business:	Royce Yudkoff c/o ABRY Partners, LLC 111 Huntington Avenue, 30th Floor Boston, Massachusetts 02199
b. Citizenship:	United States
c. Relationship to transferee:	Sole owner of ABRY VI Capital Investors, LLC
d. Number of shares/Nature of interest:	Sole owner of ABRY VI Capital Investors, LLC
e. Number of votes:	N/A
f. Percentage of votes:	100% of ABRY VI Capital Investors, LLC
a. Name and principal place of business:	Jay Grossman c/o ABRY Partners, LLC 111 Huntington Avenue, 30th Floor Boston, Massachusetts 02199
b. Citizenship:	United States
c. Relationship to transferee:	President of RCN Telecom Services, LLC, Yankee Cable Acquisition, LLC, Yankee Cable Parent, LLC, and Yankee Cable Partners, LLC; member of the Board of Managers of RCN BecoCom LLC, RCN Telecom Services, LLC, Yankee Cable Acquisition, LLC, Yankee Cable Parent, LLC, and Yankee Cable Partners, LLC
d. Number of shares/Nature of interest:	President of RCN Telecom Services, LLC, Yankee Cable Acquisition, LLC, Yankee Cable Parent, LLC, and Yankee Cable Partners, LLC; member of the Board of Managers of RCN BecoCom LLC, RCN Telecom Services, LLC, Yankee Cable Acquisition, LLC, Yankee Cable Parent, LLC, and Yankee Cable Partners, LLC
e. Number of votes:	0
f. Percentage of votes:	0%
a. Name and principal place of business:	Blake Battaglia c/o ABRY Partners, LLC 111 Huntington Avenue, 30th Floor

	Boston, Massachusetts 02199
b. Citizenship:	United States
c. Relationship to transferee:	Vice President and Treasurer of RCN Telecom Services, LLC, Yankee Cable Acquisition, LLC, Yankee Cable Parent, LLC, and Yankee Cable Partners, LLC; member of the Board of Managers of RCN BecoCom LLC, RCN Telecom Services, LLC, Yankee Cable Acquisition, LLC, Yankee Cable Parent, LLC, and Yankee Cable Partners, LLC
d. Number of shares/Nature of interest:	Vice President and Treasurer of RCN Telecom Services, LLC, Yankee Cable Acquisition, LLC, Yankee Cable Parent, LLC, and Yankee Cable Partners, LLC; member of the Board of Managers of RCN BecoCom LLC, RCN Telecom Services, LLC, Yankee Cable Acquisition, LLC, Yankee Cable Parent, LLC, and Yankee Cable Partners, LLC
e. Number of votes:	0
f. Percentage of votes:	0%
a. Name and principal place of business:	Michael Yirilli c/o ABRY Partners, LLC 111 Huntington Avenue, 30th Floor Boston, Massachusetts 02199
b. Citizenship:	United States
c. Relationship to transferee:	Secretary of RCN Telecom Services, LLC, Yankee Cable Acquisition, LLC, Yankee Cable Parent, LLC, and Yankee Cable Partners, LLC; member of the Board of Managers of RCN BecoCom LLC, RCN Telecom Services, LLC, Yankee Cable Acquisition, LLC, Yankee Cable Parent, LLC, and Yankee Cable Partners, LLC
d. Number of shares/Nature of interest:	Secretary of RCN Telecom Services, LLC, Yankee Cable Acquisition, LLC, Yankee Cable Parent, LLC, and Yankee Cable Partners, LLC; member of the Board of Managers of RCN BecoCom LLC, RCN Telecom Services, LLC, Yankee Cable Acquisition, LLC, Yankee Cable Parent, LLC, and Yankee Cable Partners, LLC
e. Number of votes:	0
f. Percentage of votes:	0%

a.	Name and principal place of business:	Debra Johnson c/o ABRY Partners, LLC 111 Huntington Avenue, 30th Floor Boston, Massachusetts 02199
b.	Citizenship:	United States
c.	Relationship to transferee:	Assistant Secretary of RCN Telecom Services, LLC, Yankee Cable Acquisition, LLC, Yankee Cable Parent, LLC, and Yankee Cable Partners, LLC
d.	Number of shares/Nature of interest:	Assistant Secretary of RCN Telecom Services, LLC, Yankee Cable Acquisition, LLC, Yankee Cable Parent, LLC, and Yankee Cable Partners, LLC
e.	Number of votes:	0
f.	Percentage of votes:	0%

Yankee Cable anticipates that other investors may acquire ownership stakes in Yankee Cable Partners, LLC while this application is pending. To the extent such investors are attributable under Note 2 to Section 76.501 of the rules of the Federal Communications Commission, 47 C.F.R. § 76.501 n.2, the Applicants will furnish such additional information as may be necessary or appropriate.

EXHIBIT II.3 (Section II, Item 3)
Qualification to Transact Business in State Where Systems Operate

Yankee Cable is not a corporation or limited partnership formed under the laws of, or duly authorized to transact business in, the Commonwealth of Massachusetts. However, BecoCom LLC registered to do business in the Commonwealth of Massachusetts on March 11, 2010 and remains duly authorized to transact business in the Commonwealth of Massachusetts.

EXHIBIT III.2 (Section III, Item 2)
Financial Qualifications

Attached as Attachment C are confidential audited financial statements for 2009 for ABRY Partners VI, L.P., the indirect owner of Yankee Cable. Yankee Cable submits that it has the necessary financial commitments to consummate the transaction described herein as provided in the Merger Agreement and to provide adequate working capital to meet the system's needs for the foreseeable future.

Applicants respectfully request that the City accord confidential treatment to the documents submitted as Attachment C, which are confidential and have not been made available to the public. General dissemination of the information contained in Attachment C would harm Applicants' position in the marketplace.

EXHIBIT IV (Section IV)
Transferee's Technical Qualifications

Following consummation of the proposed transactions, BecoCom LLC will provide high-quality communications services to customers pursuant to the terms of the current OVS Agreement and without interruption and without change in rates, terms or conditions. Applicants emphasize that the pro forma intracorporate reorganization and the proposed transfer of control to Yankee Cable 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.

In addition, BecoCom LLC will continue to be run by highly experienced, well-qualified personnel. Current management, technical and operational personnel of the Boston system will not change as a result of the Transaction, thereby assuring continuity of existing operations. In addition, Yankee Cable will provide BecoCom LLC with access to an experienced cable investment team. As such, the proposed transaction will not have a detrimental effect on, or result in a material change in, the services provided to existing customers of BecoCom Inc.

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 other multichannel video programming distributors, including Atlantic Broadband, the 15th largest cable provider in the United States, and Grande Communications, which provides cable services in Texas. ABRY and its management team are therefore experienced investors in cable operators. Yankee Cable intends for BecoCom LLC to be managed by the current management personnel of BecoCom Inc. following consummation of this transaction.

Attachment A

Merger Agreement