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March 20, 2013

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Via Overnight Courier

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street
Second Floor - Room N201
Harrisburg, PA 17120

**Re: Securities Certificate of RCN Telecom Services (Lehigh) LLC and
RCN Telecom Services of Philadelphia, LLC
Docket No. S-_____**

Dear Secretary Chiavetta:

On behalf of RCN Telecom Services (Lehigh) LLC and RCN Telecom Services of Philadelphia, LLC ("Applicants"), enclosed for filing is an original and three (3) copies of the above-referenced Securities Certificate. Also enclosed is a check in the amount of \$350 for the filing fee. Pursuant to 52 Pa. Code § 1.34, Applicants respectfully request that the Commission accept a single filing fee for the Securities Certificate because applicants are affiliates and the financing arrangements are the same for both Applicants.

The financial information submitted as Exhibit B has been marked "CONFIDENTIAL" and is being submitted under seal with the original copy of the Securities Certificate. Applicants respectfully request that the information be accorded confidential treatment and that it not be made a part of the public record or otherwise be made available for public disclosure. This information is provided in a sealed envelope attached only to the original copy of the application.

Please date-stamp the enclosed extra copy of this filing and return it in the self-addressed, stamped envelope provided. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned.

Respectfully submitted,



Jean L. Kiddoo
Danielle Burt

Counsel for Applicants

- Beijing
- Boston
- Frankfurt
- Hartford
- Hong Kong
- London
- Los Angeles
- New York
- Orange County
- San Francisco
- Santa Monica
- Silicon Valley
- Tokyo
- Washington

Bingham McCutchen LLP
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Washington, DC
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**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

In the Matter of the Registration of the
Joint Securities Certificate of

**RCN Telecom Services (Lehigh) LLC and
RCN Telecom Services of Philadelphia, LLC**

Regarding their Participation in Certain
Financing Arrangements

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TO THE PENNSYLVANIA PUBLIC UTILITY COMMISSION:

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

SECURITIES CERTIFICATE

RCN Telecom Services (Lehigh) LLC (“RCN Lehigh”) and RCN Telecom Services of Philadelphia, LLC (“RCN Philadelphia” and, together with RCN Lehigh, the “Applicants”), by undersigned counsel and pursuant to Section 1901 of the Public Utility Code, 66 Pa. C.S. § 1901, and Section 3.601 of the Pennsylvania Public Utility Commission’s (“Commission”) regulations, 52 Pa. Code § 3.601, file this Securities Certificate and request that the Commission issue a Notice of Registration of a Securities Certificate (“Notice of Registration”) authorizing Applicants to participate in proposed financing arrangements contemplated by their direct and indirect parents, RCN Telecom Services, LLC (“RCN Telecom”) and Yankee Cable Acquisition, LLC (“Yankee”), respectively, as more fully described in Section III below.

In support of this filing, Applicants provide the following information:

I. DESCRIPTION OF THE PARTIES

1. Yankee and its wholly owned subsidiary RCN Telecom (together, “Parents”) are privately-held Delaware limited liability companies with principal offices located at 650 College Road East, Suite 3100, Princeton, NJ 08540. Through its various operating

subsidiaries, RCN Telecom is one of the largest facilities-based competitive providers of bundled phone, cable and high speed Internet services delivered over fiber-optic local networks to consumers in the most densely populated markets in the United States. RCN Telecom's operating subsidiaries are authorized to provide telecommunications services in Delaware, the District of Columbia, Illinois, Maryland, Massachusetts, New York, Pennsylvania and Virginia.

2. In Pennsylvania, RCN Telecom's operating subsidiaries are RCN Lehigh, a Delaware limited liability company, and RCN Philadelphia, a Delaware limited liability company.

3. RCN Lehigh is currently authorized in Pennsylvania to provide local exchange and interexchange telecommunications services, and is a Competitive Access Provider pursuant to Docket Nos. A-2010-2171445, A-2010-2171448, A-20102171449, A-2010-2171450, A-2010-2171452, A-2010-2171457, A-2010-2171458, A2010-2171460, issued on June 16, 2010.

4. RCN Philadelphia is currently authorized in Pennsylvania to provide local exchange and interexchange telecommunications services, and is a Competitive Access Provider pursuant to Docket Nos. A2010-2171661, A-2010-2171662, A-2010-2171664, A-2010-2171665, A-2010-2171666, issued on June 16, 2010.

5. All of the annual reports, tariffs, certificates, applications and other documents filed with the Commission by Applicants and their predecessors are made a part hereof by reference.

6. To their knowledge, Applicants have paid all special and general assessments made against it pursuant to Section 510 of the Public Utility Code, 66 Pa. C.S. § 510. Applicants will remain responsible for the payment of any and all lawful special and general assessments which this Commission may make against it, pursuant to Section 510 of the Public Utility Code.

II. CONTACTS

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

For Applicants:

Jean L. Kiddoo
Danielle C. Burt
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006-1806
Tel: (202) 373-6000
Fax: (202) 373-6001
Email: jean.kiddoo@bingham.com
danielle.burt@bingham.com

With copies to:

Jeffrey B. Kramp
SVP, Secretary & General Counsel
RCN Telecom Services, LLC
650 College Road East, Suite 3100
Princeton, NJ 08540
Tel: (609) 681-2290
Fax: (609) 452-2540
Email: jkramp@patmedia.us

and:

Joseph O. Kahl
Senior Director, Regulatory and External Affairs
RCN Telecom Services, LLC
650 College Road East, Suite 3100
Princeton, NJ 08540
Tel: (609) 681-2184
Email: joe.kahl@rcn.net

III. SECURITIES CERTIFICATE

8. Pursuant to Section 3.601 of the Commission's regulations, 52 Pa. Code § 3.106, Applicant submits the following information in support of this filing:

(1) Name and Address of Utility

RCN Telecom Services (Lehigh) LLC
RCN Telecom Services of Philadelphia, LLC
650 College Road East, Suite 3100
Princeton, NJ 08540

(2) Name and Address of Utility's Attorney

Inquiries or copies of any correspondence, orders, or other materials pertaining to this Securities Certificate should be directed to the contact provided in Section II, above.

(3) History and Description of Pennsylvania Services

As described in Section I above, RCN Lehigh and RCN Philadelphia are currently authorized in Pennsylvania to provide local exchange and interexchange telecommunications services and are Competitive Access Providers. Their authority was obtained contemporaneously with a merger and transfer of control transaction approved by the Commission.¹

(4) Corporate Structure

An illustrative chart of Applicants' corporate structure is provided in Exhibit A.

(5) Description of the Financing Arrangements

Applicants previously obtained Commission approval to participate in the existing debt arrangements of their Parents as guarantors and by pledging their assets in support of the financing arrangements up to \$898 million in the aggregate, consisting of a term loan, a revolving credit facility, and an incremental facility.² Parents are in the process of negotiating the terms of additional financing to increase the principal amount from \$898 million up to \$1.2 billion in the aggregate ("Additional Financing"). It is anticipated that this Additional Financing will require Applicants to pledge assets (other than those assets for which a security interest may not lawfully be granted) and/or to act as guarantors (along with other operating subsidiaries that operate in states other than Pennsylvania). Applicants therefore seek Commission approval to pledge their assets and/or to act as guarantors in support of the Additional Financing in a principal amount up to \$1.2 billion in the aggregate.

¹ See Order issued in Docket No. A-2010-21726858 and Docket No. A-2010-2172659 on June 16, 2010.

² See Order issued in Docket No. S-2012-2291520 and Docket No. S-2012-2291521 on April 12, 2012.

Depending on market conditions, the Additional Financing will be in the form of a term loan and/or revolving credit facility with Parents expected to be the primary borrowers, or an issuance of unsecured notes by Parents. The specific amounts and terms of the proposed financing, which may be completed in multiple issuances and tranches, will not be priced or otherwise finalized until the specific arrangement(s) have been completed shortly before closing, and will reflect market conditions then existing. Some of the terms, such as the interest rate, may fluctuate during the term of the financing due to changes in market conditions. The key terms of the financing are expected to be substantially as follows:

Funding Providers: The funding providers may be banks, financial institutions, private lending institutions, private individuals, and/or other institutions, either individually or as a syndicate or other type of consortium.

Amount: The proposed financing transaction is expected to increase the principal amount of Parents' financing arrangements up to \$1.2 billion in the aggregate (including an incremental facility).

Debt Instruments: Parents expect the financing will consist of a term loan(s), a revolving credit facility(ies), an incremental facility, and/or unsecured notes. Since the precise debt structure will not be known until the marketing process has proceeded, it is important that Parents retain the flexibility to address market requirements. Accordingly, in order to maintain flexibility, Applicants seek approval to participate in indebtedness in the form of notes; conventional credit facilities, such as term loans and revolving credit facilities; or a combination thereof.

Maturity: The specific maturity date for any debt instruments issued in connection with the financing will be subject to negotiation and will depend on credit

conditions at the time they are priced and issued. Parents anticipate that the financing arrangements will consist solely of long-term indebtedness.

Interest: The interest rate will likely be the market rate for similar financings at or around the closing, and will therefore not be determined until the financing arrangements are finalized.

Security: It is expected that Applicants (in addition to other operating subsidiaries of RCN Telecom that operate in states other than Pennsylvania) will provide guarantees of a portion or all of Parents' obligations under the Additional Financing. The Additional Financing is also expected to be secured by a security interest in substantially all of the assets of Parents and their subsidiaries, including Applicants (other than those assets for which a security interest may not lawfully be granted). The security documents will contain appropriate provisions indicating that exercise of certain rights thereunder may be subject to obtaining prior regulatory approvals. Accordingly, Applicants request approval to provide guarantees and, to the extent necessary, related pledges of substantially all of its assets as security for the Additional Financing.

(6) Purpose of Financing Arrangements

In order to maintain flexibility, Applicants seek approval to participate in the Additional Financing, which may be used for any purpose permitted by law, including but not limited to: refinancing or repaying debt of Parents and its current and future subsidiaries; funding capital expenditures or future acquisitions; financing working capital; dividend payments; and other general corporate purposes.

(7) Filing(s) with the Securities and Exchange Commission

Applicants are privately-held companies, and therefore will not submit any filing with the Securities and Exchange Commission with respect to the proposed financing arrangements.

(8) Financial Information

Applicants submit under seal as Exhibit B the confidential consolidated financial statements of Yankee Cable Parent, LLC, the direct parent of Yankee. Applicants request confidential treatment of these financial statements as they contain confidential and proprietary business information that has not been made available to the public. General dissemination of such information would harm Applicants' position in the marketplace, and confidential treatment is therefore required to avoid commercial and competitive injury.

(9) Public Interest Considerations

The funds to be obtained through the financing arrangements are necessary and appropriate, are consistent with the performance by the Applicants of their services to the public, will not impair the ability of Applicants to perform such services and will promote a lawful objective within the corporate purposes of the Applicants. The financing transaction will be transparent to customers and will not disrupt service, or cause customer confusion or inconvenience. Furthermore, Applicants believe that the financial arrangements described herein provide important financial benefits by improving and expanding the terms of credit under which the companies operate. As a result, the registration of this Securities Certificate approving Applicants' participation in the proposed financing arrangements described herein will serve the public interest by enabling Applicants to strengthen their competitive position by yielding financial benefits that ultimately inure to the benefit of Applicants' current and future customers. In sum, greater access to capital will strengthen Applicants' ability to bring

competitive telecommunications services to consumers in the Commonwealth of Pennsylvania and is therefore in the public interest.

Grant of this Securities Certificate is also consistent with the public interest because no transfer of any Certificate or other operating authority, assets or customers will occur as a result of Applicants' participation in the financing arrangements. Immediately following execution of the relevant documents in connection with the financing, Applicants will continue to provide service to existing customers at the same rates, terms and conditions as currently provided. Applicants' participation in the Additional Financing will therefore be transparent to its Pennsylvania customers.

IV. NOTICE

9. In accordance with 52 Pa. Code § 5.14, Applicants request that, promptly upon its receipt of this Securities Certificate, the Commission direct Applicants as to the forms of notice, if any, that are required.

10. Contemporaneously with the filing of this Securities Certificate, copies hereof will be served upon the Office of Trial Staff, the Pennsylvania Office of Consumer Advocate and the Pennsylvania Office of Small Business Advocate.

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V. CONCLUSION

WHEREFORE, for the reasons set forth above, Applicants request the Commission to issue a Notification of Registration for this Securities Certificate authorizing RCN Telecom Services (Lehigh) LLC and RCN Telecom Services of Philadelphia, LLC to incur long-term debt obligations in a principal amount of up to \$1.2 billion and to encumber their property through the grant of a security interest in their assets in support of the financing arrangements.

Respectfully submitted,



Jean L. Kiddoo
Danielle Burt
Bingham McCutchen LLP
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Washington, DC 20006-1806
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jean.kiddoo@bingham.com
danielle.burt@bingham.com

Counsel for the Applicants

Dated: March 20, 2013

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LIST OF EXHIBITS

- EXHIBIT A Illustrative Corporate Structure Chart
- EXHIBIT B Yankee Cable Parent, LLC Financial Statements
[**CONFIDENTIAL - FILED UNDER SEAL**]
- Verification
- Certificate of Service

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EXHIBIT A

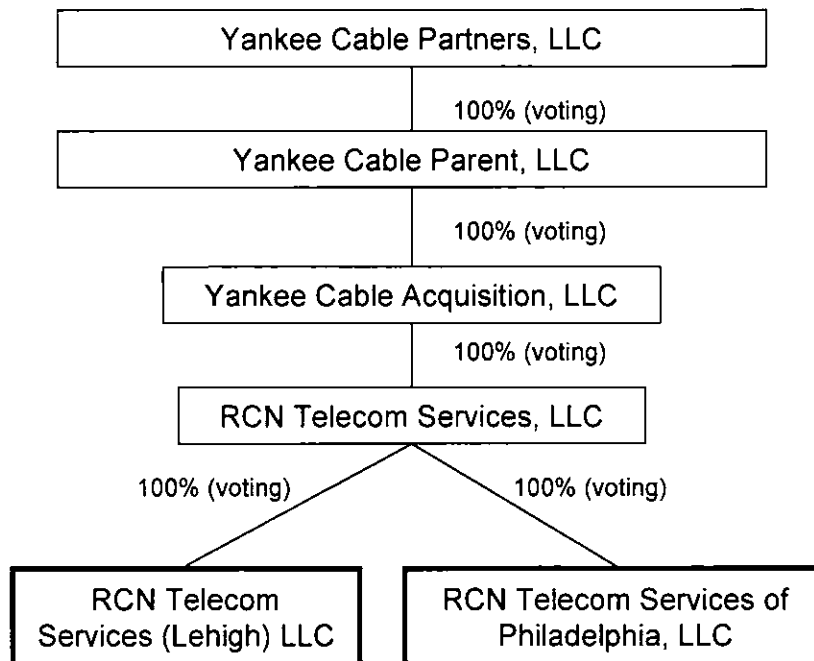
Illustrative Corporate Structure Chart

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Corporate Structure of Licensees



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EXHIBIT B

Yankee Cable Parent, LLC Financial Statements

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The Applicants respectfully request confidential treatment of the document attached hereto. Applicants have not made the document available to the public. The information set forth in the document derives significant economic value from not being disclosed to the public. More importantly, competitors of Applicants and their affiliates may gain significant economic benefit in the event of disclosure of such information. In order to maintain the confidential status of the document, Applicants clearly designated the document as "CONFIDENTIAL," and have enclosed the document in sealed envelopes.

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VERIFICATION

STATE OF NEW JERSEY §
COUNTY OF Ocean §

I, Jeffrey B. Kramp, state that I am SVP, Secretary & General Counsel for RCN Telecom Services, LLC; that I am authorized to make this Verification on behalf of RCN Telecom Services, LLC and its 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.

Jeffrey B. Kramp
Jeffrey B. Kramp
SVP, Secretary & General Counsel
RCN Telecom Services, LLC

SWORN TO AND SUBSCRIBED before me on the 18th day of March, 2013.

Dawn M. Lawton
Notary Public

My commission expires: 4/24/16

DAWN M. LAWTON
NOTARY PUBLIC
STATE OF NEW JERSEY
MY COMMISSION EXPIRES APRIL 24, 2016

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SECRETARY'S BUREAU

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CERTIFICATE OF SERVICE

I, Danielle Burt, hereby certify that on this 20th day of March 2013, a copy of the foregoing Securities Certificate of RCN Telecom Services (Lehigh) LLC and RCN Telecom Services of Philadelphia, LLC Regarding their Participation in Certain Financing Arrangements was served by first class, prepaid United States mail delivery upon the following:

Consumer Advocate
Office of Consumer Advocate
555 Walnut Street
Forum Place, 5th Floor
Harrisburg, PA 17101-1923

Small Business Advocate
Office of Small Business Advocate
Commerce Building
300 North Second Street, Suite 1102
Harrisburg, PA 17101

Bureau of Investigation & Enforcement
Commonwealth Keystone Building
400 North Street
Harrisburg, PA 17120



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DANIELLE BURT 2023736000 BINGHAM MCCUTCHEN LLP 2020 K STREET NW WASHINGTON DC 20006		1 LBS	1 OF 1
SHIP TO: ROSEMARY CHIAVETTA, SECY. 2023736620 PENNSYLVANIA PUC COMMONWEALTH KEYSTONE BLDG 400 NORTH ST HARRISBURG PA 17120-0200			
	PA 171 9-20 		
UPS NEXT DAY AIR		1	
TRACKING #: 1Z 604 2E0 24 9083 0409			
			
BILLING: P/P SIGNATURE REQUIRED			
Reference No.1: 4019505.0000327131 Reference No.2: 91366 Burt, Danielle		<small>XBL 13.02.02</small>	<small>NV45 33.0A 10/2012</small>
			

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FOLD on this line and place in shipping pouch with bar code and delivery address visible

1. Fold the first printed page in half and use as the shipping label.
2. Place the label in a waybill pouch and affix it to your shipment so that the barcode portion of the label can be read and scanned.
3. Keep the second page as a receipt for your records. The receipt contains information useful for tracking your package.