

RODDY GAYMON, being duly sworn, deposes and says:

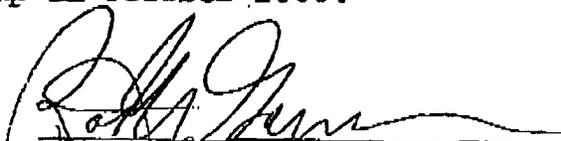
1. I have been employed by RCN Corporation as a Direct Sales Representative ("DSR") since September 11, 2000. From September 18, 1995 to September 8, 2000, I was employed as a DSR for Comcast Cable Corporation ("Comcast"). I also performed audits for Comcast to locate households that received Comcast's cable services but were not subscribers (In other words, I searched for people stealing Comcast's services).
2. In March 2000, I attended a meeting at Comcast's office located at 11400 Northeast Boulevard in Philadelphia. The meeting concerned the "Swat Team" Comcast had put together to combat RCN's anticipated entry into Folcroft in competition with Comcast. Kenneth Knight, one of two supervisors of DSRs and the leader of the Swat Team, and Alan Brickman, the Director of Sales, ran the meeting. Four or five other DSRs attended the meeting along with me.
3. At that meeting, Mr. Knight and Mr. Brickman instructed us to encourage Comcast's current customers to sign contracts agreeing to subscribe to Comcast's cable services for 18 months in exchange for receiving a lower price for their cable services. Comcast's mission was to get all their customers to agree to the 18-month contract before RCN entered the market so that RCN would be locked out of the market. The DSRs were

told that we should not tell customers that RCN would soon enter the market.

4. To provide the DSRs with an incentive to get customers to sign the 18-month contract, Comcast paid us \$15 for each contract the DSR had a customer sign. Earning that \$15 was much easier than selling cable services to new customers and the DSRs earned a substantial amount of money obtaining those signatures. There was little work involved because all the DSRs had to do was to ask Comcast's existing customers to sign the contracts and in exchange the customer would receive a lower rate for cable service. A DSR could get 20-30 signatures each day. That meant substantially more money than selling services to new customers, which paid only \$40 per customer and usually a DSR could only sign up 3 to 4 customers a day. The DSR obtained bonuses after obtaining a target number of signatures on the 18-month contract. After the March 2000 meeting, I was not involved in getting customers to sign the 18-month contracts because I was involved in performing auditing services instead.
5. I was told that approximately eighty-percent of Comcast's customers in Folcroft signed the contracts.
6. After RCN entered Folcroft, Comcast established a team to call customers to remind them that they had executed the 18-month contract. Often those calls were made right before a RCN DSR

visited the customer, thereby ensuring that the customer knew there would be financial penalties if he or she subscribed to RCN.

7. In May 2000, Mr. Knight told me that RCN would not have SportsNet in its channel line-up in October 2000.



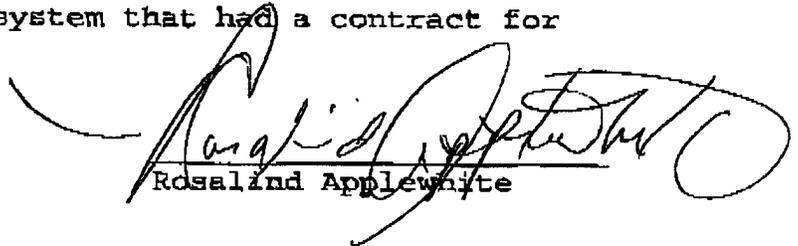
Ruddy Gaynor

Sworn to before me this
___ day of October 2000

Notary Public

ROSALIND APPLEWHITE, being duly sworn, deposes and says:

1. I was a Direct Sales Representative ("DSR") for Comcast Cable Corp. ("Comcast") from November 1999 to September 8, 2000. I have been a DSR for RCN Corp. since September 11, 2000.
2. In late February or early March 2000, while I was employed by Comcast, Comcast asked me to be on a team that would visit Comcast's customers in Folcroft township and get them to sign 18-month contracts so that they would be locked into Comcast before RCN entered the market. Alan Brickman, Laura Burke and Mr. Schiff (I cannot remember his first name) led the meeting.
3. At the meeting, we were told that, if a customer asked about RCN, we should tell him or her that RCN will not be able to offer SportsNet in October because it belonged to Comcast. We were told that the only reason RCN had SportsNet at that time was RCN had purchased a system that had a contract for SportsNet.


Rosalind Applewhite

Sworn to before me this
__ day of ____, 2000

Notary Public

PAUL PHILLIPS, being duly sworn, deposes and says:

1. I have been employed as a Direct Sales Representative ("DSR") for RCN Corporation since 9/12, 2000. From 1992 to 9/2000 I was employed by ET & Associates ("ET"). ET personnel acted as DSRs for Suburban Cable Systems, and after January 2000, as DSRs for Comcast Cable Corporation after Comcast acquired Suburban's system.
2. On a Friday in March 2000, I attended a meeting at 12 noon at the Wallingford office of Comcast, formerly Suburban. Five other ET personnel and 10 Comcast DSRs also attended the meeting. The following Comcast personnel ran the meeting: Alan Brickman, Comcast's marketing director for Philadelphia and the surrounding counties; Laura Burke, Comcast's marketing director for Delaware County; the new general manager for Wallingford, whose name I do not recall; and Chip Goodman. Eric Trefz, the owner of ET, also was there.
3. The purpose of the meeting was to introduce Comcast's marketing strategy for Folcroft in the face of RCN's imminent entry. In particular, they described the plans for the 18-month agreement, which would lock Comcast's customers into Comcast for 18 months, thereby seriously delaying RCN's entry.
4. The following Monday, I attended a meeting in Comcast's Glen Olden office run by Mr. Brickman. There were 8 Comcast DSRs and 6 ET employees also in attendance. Ms. Burke and Kenny

Knight also were there. Mr. Brickman said that the legal department had told him that RCN would not have the rights to SportsNet after October 1, 2000. We were instructed to tell current and potential subscribers that if they wanted to watch their Flyers, '6ers, and Phillies, they had to stay with Comcast. Such a statement to customers at that time was particularly powerful because the Flyers were doing well then and a large number of the people in Folcroft are avid Flyers fans.

5. Comcast paid the DSRs well for each 18-month contract they got a Folcroft customer to sign. Comcast paid each DSR (or, in my case, my employer, ET) \$15 for each signature. When a DSR obtained a certain number of signatures, he was paid \$500.



Paul Phillips

Sworn to before me this

30 day of MARCH, ²⁰⁰¹ 2000

Notary Public

BRUCE WIRT, being duly sworn, deposes and says:

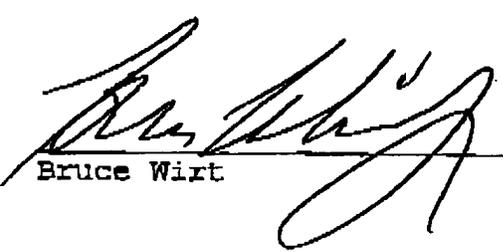
1. I have been employed by RCN Corporation since August 14, 2000 as a Direct Sales Representative ("DSR") in Delaware County. From February 1999 to August 9, 2000, I was employed by Comcast Cable Corporation as a DSR.
2. In late February or early March 2000, while employed by Comcast, I attend a meeting at Comcast's Northeast Avenue office to discuss RCN's imminent entry into Delaware County and Comcast's strategies to combat RCN. The meeting was led by Alan Brickman, the regional director of sales, and Kenny Knight, Comcast's direct sales supervisor. Other DSRs that attended were: Rosalind Applewhite, Gary Bradley, William Kidner, Frank D'Ingianni and Keith Jones.
3. We were told that to deter RCN's entry, we were to get Comcast's subscribers to sign contracts committing them to Comcast for 18 months. We were told that if we could do this, RCN would not survive.
4. I attended another meeting in the middle of March in Comcast's Wallingford office (which was part of the Suburban system that Comcast acquired in early 2000). The attendees, in addition to those listed above, were: employees of the ET group, a company that provided DSRs to Comcast on a contract basis; Ed Pardini, the vice president and general manager of Comcast Area 2; Chip Goodman; Laura Burke, the marketing manager for

the former Suburban system; and Denise Oady, the director of sales for the former Suburban system.

5. Mr. Pardini told us that Comcast would beat RCN. The DSRs were to get subscribers to sign the 18-month contracts. We were told not to mention RCN unless the customer brought it up. If the customer did, we were told to tell him or her that RCN would not have SportsNet as of October 1, 2000 and it is not a local company. We were also told that RCN was reselling Bell Atlantic phone lines and customers would have to get a new telephone number if they purchased phone service through RCN; I have since learned that that is not true.
6. The DSRs were successful in signing up 80% of Comcast's subscribers in Folcroft to the 18-month contract.
7. The compensation to the DSRs for getting customers to sign the 18-month contracts in Folcroft was lucrative. We were paid \$15 for each signature and once a DSR obtained a certain number of signatures, he or she received a \$500 bonus.

Sworn to before me
This 30 day of March, 2000

Notary Public


Bruce Wirt