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February 22, 2006

**VIA ELECTRONIC FILING**

Marlene H. Dortch, Secretary  
Federal Communications Commission  
The Portals  
445 12th Street, S.W.  
Washington, D.C. 20554

Re: Notice of *Ex Parte* Communications  
MB Docket No. 05-192 and MB Docket No. 05-311

Dear Ms. Dortch:

On behalf of RCN Corporation (“RCN”), and pursuant to Section 1.1206 of the Commission’s Rules, 47 C.F.R. § 1.1206 (2002), this is to provide a notice of *ex parte* meetings in connection with the above-referenced proceedings on the afternoon of February 21, 2006. The meetings were attended by Peter D. Aquino, RCN’s President & Chief Executive Officer, Richard Ramlall, RCN’s Senior Vice President, Strategic, External and Regulatory Affairs, Amy R. Mehlman of Mehlman Capitol Strategies, Inc., and the undersigned (“RCN Participants”). The RCN Participants met separately with Commissioner Jonathan S. Adelstein and Rudy N. Brioché; Commissioner Michael J. Copps and Jordan Goldstein; and Commissioner Deborah Taylor Tate and Aaron Goldberger (“FCC Participants”).

The purpose of these meetings was to introduce RCN and its competitive cable, telephone and broadband business to the FCC Participants and to discuss some of the points raised in RCN’s Comments filed in MB Docket No. 05-192 concerning the need for the Commission to impose conditions on the proposed mergers that will protect and promote continued wireline competition in the marketplace for the delivery of multi-channel video programming to consumers. In addition, the RCN Participants discussed the point raised in RCN’s Comments filed in MB Docket No. 05-311 that the local franchise process has not, in its experience, unreasonably restricted entry into the video service market. No written materials on either of these topics were provided to the FCC Participants.

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Should any additional information be required with respect to this *ex parte* notice, please do not hesitate to contact me.

Very truly yours,



Jean L. Kiddoo

cc (by electronic mail):  
FCC Participants  
RCN Participants