

Obj. Due: July 28, 2004 at 4:00 p.m.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York 10036-6522
(212) 735-3000
Jay M. Goffman (JG 6722)
J. Gregory St. Clair (GS 8344)
Frederick D. Morris (FM 6564)

Attorneys for Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	X
	:
In re	: Chapter 11
	:
RCN CORPORATION., <u>et al.</u> ,	: Case No. 04-13638 (RDD)
	:
Debtors.	: (Jointly Administered)
	:
-----	X

**NOTICE OF PRESENTMENT OF ORDER
UNDER 11 U.S.C. §§ 327(e) AND 328 AND FED. R. BANKR. P. 2014 AND
2016 AUTHORIZING RETENTION OF WINSTON & STRAWN LLP AS
SPECIAL COUNSEL TO THE BOARD OF DIRECTORS**

PLEASE TAKE NOTICE that on July 8, 2004, RCN Corporation ("RCN"), and certain of its subsidiaries, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed the Application for Order Under 11 U.S.C. §§ 327(e) and 328 and Fed. R. Bankr. P. 2014 and 2016 Authorizing the Retention of Winston & Strawn LLP as Special Counsel to the Board of Directors (the "Application").

PLEASE TAKE FURTHER NOTICE that if timely written objections are filed, served and received in accordance with this notice, the court will set a hearing date to determine whether to approve the retention of Winston & Strawn on the terms described in the Application.

PLEASE TAKE FURTHER NOTICE that if no written objections to Winston & Strawn's retention are timely filed, served and received, the proposed order filed with the Application will be submitted for signature to the Honorable Robert D. Drain, United States Bankruptcy Judge for the Southern District of New York, Alexander Hamilton Customs House, One Bowling Green, New York, NY 10004-1408 on July 29, 2004.

PLEASE TAKE FURTHER NOTICE that objections to the Application, if any, must be in writing, must conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, and must be (i) filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties in interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF)), WordPerfect or any other Windows-based word processing format); submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge for the Southern District of New York, and served upon (i) RCN Corporation, 105 Carnegie

Center, Princeton, NJ 08540, Attention: General Counsel; (ii) Skadden, Arps, Slate, Meagher & Flom LLP, counsel to the Debtors, Four Times Square, New York, NY, 10036-6522, Attention: Jay M. Goffman, Esq. and Frederick D. Morris, Esq.; (iii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st floor, New York, NY 10004, Attention: Paul K. Schwartzberg, Esq.; (iv) Milbank, Tweed, Hadley & McCloy, counsel to the Creditors' Committee, One Chase Manhattan Plaza, New York, NY 10005, Attention: Dennis Dunne, Esq. and Deirdre Sullivan, Esq.; (v) counsel to any other statutory committee(s) appointed in these cases; (vi) Simpson Thacher & Bartlett, counsel to the agent for the Debtors' prepetition credit facility, 425 Lexington Avenue, New York, NY 10017-3954, Attention: Peter V. Pantaleo, Esq.;(vii) HSBC Bank USA, the indenture trustee for the Debtors' outstanding debt securities, 452 Fifth Avenue, New York, NY 10001, Attention: Issuer Services; and (viii) Winston & Strawn, LLP, 200 Park Avenue, New York, NY 10166-4193, Attention: David Neier, in each case so as to be **received no later than 4:00 p.m. Eastern time on July 28, 2004** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made in writing and timely filed and received by the Objection Deadline will be considered by the Bankruptcy Court at the Hearing, and that if no objections to the Application are timely filed and served in accordance with the procedures set forth herein, the Bankruptcy Court may enter an order granting the Application **without further notice.**

Dated: New York, New York
July 8, 2004

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

/s/ J. Gregory St. Clair

Jay M. Goffman (JG 6722)

J. Gregory St. Clair (GS 8344)

(Members of the Firm)

Frederick D. Morris (FM 6564)

Four Times Square

New York, New York 10036-6522

(212) 735-3000

Attorneys for Debtors and
Debtors-in-Possession