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Vulcan Ventures Inc.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
: :
RCN CORPORATION, et al., : Case No.: 04-13638
: :
Debtors. : (Jointly Administered)
: :
: :
: :
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APPELLANTS' STATEMENT OF ISSUES ON APPEAL

Appellants, Wells Fargo & Company and Vulcan Ventures Inc., pursuant to Rule 8006 of the Federal Rules of Bankruptcy Procedure, hereby present their statement of the issues on appeal from the Bankruptcy Court's Order, dated June 22, 2004, approving the Debtors' Motion for Order Under 11 U.S.C. §§ 105(a), 363(b), 364(c)(1), 503(b) and 507 Authorizing, Approving and Ratifying Exit Financing Commitments and Payment of Related Fees and Expenses [filed in Case No. 04-13638, Docket No. 67].

Issues on Appeal

1. Is an exit facility that by its terms cannot benefit the estate until a plan of reorganization is confirmed and becomes effective and that presently burdens the estate with

significant fees and expenses governed by Sections 1125, 1126 , 1128 and 1129 of the Bankruptcy Code?

2. Is an exit facility that by its terms cannot benefit the estate until a plan of reorganization is confirmed and becomes effective and that presently burdens the estate with significant fees and expenses subject to the standard of the Debtor's business judgment under Section 363(b) of the Bankruptcy Code?

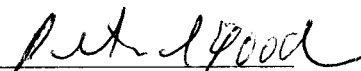
3. Does the exit facility constitute an impermissible *sub rosa* plan of reorganization?

4. Did the Bankruptcy Court violate the due process rights of Appellants by entering the Order Authorizing the Debtors to File Under Seal the Fee Letter and Engagement Letter Relating to Debtors' Motion for Order Under 11 U.S.C. Sections. 105(a), 363(b), 364(c)(1), 503(b) and 507 Authorizing, Approving and Ratifying Exit Financing Commitments and Payment of Related Fees and Expenses, which barred Appellants from having access to information concerning the exit facility.

Dated: New York, New York
July 12, 2004

Respectfully submitted,

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