

**Hrg. Date: June 22, 2004
at 10:00 a.m. (if objections
are timely filed)
Obj. Due: June 18, 2004
by 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 6772)
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
: :
: Case No. 04-13638
RCN CORPORATION, et al., :
: (Jointly Administered)
Debtors. :
----- X
- -

**NOTICE OF APPLICATION AND ENTRY OF INTERIM ORDER
UNDER 11 U.S.C. § 363 (A) AUTHORIZING RETENTION OF
AP SERVICES, LLC AS CRISIS MANAGERS FOR THE DEBTORS
AND (B) SCHEDULING FINAL HEARING THEREON**

PLEASE TAKE NOTICE that on May 27, 2004, RCN Corporation and
certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-

captioned cases (collectively, the "Debtors") filed the Debtors' Application for Order Under 11 U.S.C. § 363 Authorizing Retention of AP Services, LLC ("APS") as Crisis Managers for the Debtors (the "Application").

PLEASE TAKE FURTHER NOTICE that on June 3, 2004, the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered an interim order granting the relief requested in the Application, a copy of which is enclosed herewith.

PLEASE TAKE FURTHER NOTICE that if no written objections to APS' retention are timely filed, served and received in accordance with the requirements set forth below, a final order will be submitted which will provide that the Application shall be granted in its entirety. If timely written objections are filed, served and received, a hearing to consider approval of the Application on a final basis will be held at **10:00 a.m. Eastern Time on June 22, 2004** before the Honorable Robert D. Drain, United States Bankruptcy Judge, in the Bankruptcy Court, Courtroom 610-2, One Bowling Green, New York, New York 10004-1408 (the "Hearing").

PLEASE TAKE FURTHER NOTICE that objections, if any, to approval of the Application on a final basis 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 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; and served upon (i) RCN Corporation, 105 Carnegie Center, Princeton, NJ 08540, Attention: General Counsel; (ii) AP Services, LLC, 2000 Town Center Drive, Suite 2400, Southfield, Michigan 48075, Attention: John S. Dubel; (iii) Skadden, Arps, Slate, Meagher & Flom LLP, counsel to the Debtors, 4 Times Square, New York, NY, 10036-6522, Attention: Jay M. Goffman, Esq.; (iv) 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.; (v) Milbank, Tweed, Hadley & McCloy, counsel to the unofficial committee of noteholders, 1 Chase Manhattan Plaza, New York, NY 10005, Attention: Dennis Dunne, Esq.; (vi) counsel to any other statutory committee(s) appointed in these cases; (vii) 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.; and (viii) HSBC Bank USA, the indenture trustee for the Debtors' outstanding debt securities, 452 Fifth Avenue, New York, NY 10001, Attention: Issuer Services, in each case so as

to be **received** no later than **4:00 p.m. Eastern time on June 18, 2004** (the "Objection Deadline").

