

Obj. Due: September 3, 2004 at 4:00 p.m.

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(Members of the Firm)  
Frederick D. Morris (FM 6564)

Attorneys for Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
RCN CORPORATION, <u>et al.</u> ,	:	Case No. 04-13638 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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**NOTICE OF MOTION FOR AN ORDER UNDER 11 U.S.C. §§ 105 AND 363(b) AUTHORIZING THE RETENTION OF SPENCER STUART AS EXECUTIVE SEARCH CONSULTANTS FOR RCN CORPORATION**

PLEASE TAKE NOTICE that on August 19, 2004, RCN Corporation ("RCN"), and certain of its subsidiaries, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed the motion for entry of an order under 11 U.S.C. § 363(b), authorizing the retention of Spencer Stuart as executive search consultants for RCN (the "Motion"), to assist RCN in its efforts to recruit a new Chief Executive Officer.

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 Spencer Stuart on the terms described in the Motion (the "Hearing").

PLEASE TAKE FURTHER NOTICE that if no written objections to Spencer Stuart's retention are timely filed, served and received, the proposed order filed with the Motion 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 September 6, 2004.

PLEASE TAKE FURTHER NOTICE that objections to the Motion, 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; 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, 4 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 Official Committee of Unsecured Creditors, 1 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.; and (vii) Kelley, Drye & Warren LLP, counsel to the indenture trustee for the Debtors' outstanding debt securities, 101 Park Avenue, New York, NY 10178, Attention: David E. Retter, Esq. and Debra SuDock, Esq., in each case so as to be **received** no later than 4:00 p.m. Eastern time on **September 3, 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 Motion are timely filed and served in accordance with the procedures set forth herein, the Bankruptcy Court may enter an order granting the Motion **without further notice**.

Dated: New York, New York  
August 19, 2004

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

/s/ J. Gregory St. Clair

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