

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- x
In re : Chapter 11
: RCN CORPORATION, et al., : Case No. 04-13638 (RDD)
: Debtors. : (Jointly Administered)
: :
----- x

NOTICE OF [●], 2004 DEADLINE FOR FILING PROOFS OF CLAIM

TO ALL CREDITORS, EQUITY INTEREST HOLDERS OF THE DEBTORS, AND OTHER PARTIES-IN-INTEREST:

PLEASE TAKE NOTICE OF THE FOLLOWING:

In accordance with an order entered on [●], 2004, by the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), in the above-captioned Chapter 11 cases (the "Bar Date Order"), **5:00 p.m. Eastern Time on [●], 2004** (the "General Bar Date") has been established as the last date for each person or entity (including individuals, partnerships, corporations, joint ventures and trusts) to file a proof of claim in the chapter 11 cases of the above-captioned debtors and debtors-in-possession (collectively, the "Debtors"). A list of all Debtors in these chapter 11 cases is attached hereto as Exhibit A.

RCN Cable TV of Chicago, Inc. filed a chapter 11 bankruptcy petition on August 5, 2004. RCN Entertainment, Inc., On TV, Inc., 21st Century Telecom Services, Inc., and RCN Telecom Services of Virginia, Inc. filed chapter 11 bankruptcy petitions on August 20, 2004. The term "Petition Date" shall mean the date on which each Debtor filed its chapter 11 bankruptcy petition. The General Bar Date and the procedures set forth below for filing proofs of claim apply to all claims against the Debtors that arose before the applicable Petition Date, except for those holders of the claims listed in Section 4 below that are specifically excluded from the General Bar Date filing requirement.

1. WHO MUST FILE A PROOF OF CLAIM

You **MUST** file a proof of claim to vote on a Chapter 11 plan filed by the Debtors or to share in distributions from the Debtors' bankruptcy estates if you have a claim against the Debtors that arose prior to the applicable Petition Date, and it is not one of the types of claim described in Section 4 below. Claims based on acts or omissions of the Debtors that occurred before the applicable Petition Dates must be filed

on or prior to the General Bar Date, even if such claims are not now fixed, liquidated or certain or did not mature or become fixed, liquidated or certain before the applicable Petition Date.

Under section 101(5) of the Bankruptcy Code and as used in this Notice, the word "claim" means: (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

2. WHAT TO FILE

The Debtors are enclosing a proof of claim form which you may use to file any claim you may have in these cases. If the Debtors scheduled you as a creditor in any of the Debtors' schedules of assets and liabilities, the form sets forth the amount of your claim as scheduled and whether the claim is scheduled as disputed, contingent or unliquidated. Additional proof of claim forms may be obtained at <http://www.uscourts.gov/bkforms/index.html>.

All proof of claim forms must be signed by the claimant or, if the claimant is not an individual, by a claimant's authorized agent. It must be written in English and be denominated in United States currency. You should attach to your completed proof of claim any documents on which the claim is based (if voluminous, attach a summary) or an explanation as to why the documents are not available.

Any holder of a claim against more than one Debtor must file a separate proof of claim with respect to each such Debtor and all holders of claims must identify on their proof of claim the specific Debtor against which their claim is asserted and the case number of that Debtor's bankruptcy case. A list of the names of the Debtors and their case numbers is attached hereto as Exhibit A.

3. WHEN AND WHERE TO FILE

Except as provided for herein, all proofs of claim must be filed so as to be received on or before **5:00 p.m. Eastern Time on [●], 2004**, at the following address:

If sent by mail:

United States Bankruptcy Court
Southern District of New York
Bowling Green Station
P.O. Box 5043
New York, New York 10274-5043

If sent by messenger or overnight courier:

United States Bankruptcy Court
Southern District of New York
One Bowling Green
Room 534
New York, New York 10004

Proofs of claim will be deemed filed only when received at the addresses above on or before the General Bar Date. Proofs of claim may not be delivered by facsimile, telecopy or electronic mail transmission.

Governmental units may have until the date that is 180 days after the applicable Petition Date, to file proofs of claim (in the case of a Claim against RCN Cable TV of Chicago, Inc., February 1, 2005; in the case of a Claim against RCN Entertainment, Inc., On TV, Inc., 21st Century Telecom Services, Inc., or RCN Telecom Services of Virginia, Inc., February 16, 2005).

4. WHO NEED NOT FILE A PROOF OF CLAIM

You do **not** need to file a proof of claim on or prior to the General Bar Date if you are:

- a. Any person or entity that has already filed a proof of claim against the Debtors with the Clerk of the Bankruptcy Court for the Southern District of New York in a form substantially similar to Official Bankruptcy Form No. 10;
- b. Any person or entity whose claim is listed on any Schedules filed by the Debtors, provided that (i) the claim is not scheduled as "disputed," "contingent" or "unliquidated"; and (ii) the claimant does not disagree with the amount, nature and priority of the claim as set forth in the Schedules; and (iii) the claimant does not dispute that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules;
- c. Any holder of a claim that heretofore has been allowed by order of the Court;
- d. Any person or entity whose claim has been paid in full;
- e. Any holder of a claim for which specific deadlines have previously been fixed by the Court;
- f. Any Debtor having a claim against another Debtor or any of the non-debtor affiliates of RCN Corporation having a claim against any of the Debtors;
- g. Any holder of a claim allowable under § 503(b) and § 507(a) of the Bankruptcy Code as an expense of administration;
- h. Claims by a holder of a Claim arising under or in connection with that certain Credit Agreement dated as of June 3, 1999 (as amended, supplemented or otherwise modified prior to the Petition Date, the "Credit Agreement") among RCN and certain subsidiaries of RCN, as borrowers, the several lenders party thereto (the "Lenders"), and JPMorgan Chase Bank, as administrative agent and collateral agent for the Lenders (in such capacity, the "Administrative Agent"), and all collateral and ancillary documentation executed in

connection with the Credit Agreement (collectively, the "Loan Documents"); provided, however, that the Administrative Agent and any Lender who wishes to assert a Claim against the Debtors that does not arise under or in connection with the Loan Documents shall file a proof of claim on or prior to the General Bar Date in respect of such Claim; and provided further that the Administrative Agent shall be required to file a master proof of claim relating to any claims arising under the Loan Documents, to the extent otherwise required by the Bankruptcy Code, on or before the date that is 35 calendar days after the Debtors provide the Administrative Agent with written notice of its election to require the Administrative Agent to file a proof of claim; and provided further that in that event, as to the Administrative Agent with respect to any such Claims, such date shall be deemed to be the General Bar Date;

- i. Any Governmental Unit (as defined by 11 U.S.C. § 101(27)), which entity shall file any proof of claim in accordance with 11 U.S.C. § 502(b)(9); and
- j. Claims by non-debtor parties to any rejected executory contract or unexpired lease (an "Executory Contract") arising solely from the rejection of such Executory Contract, provided, however, that such Claims shall be filed in accordance with any order of the Court applicable thereto, in each case, as to such claim or interest,

in each case, as to such claim or interest.

If you are a holder of an equity interest in the Debtors, you need not file a proof of interest with respect to the ownership of such equity interest at this time. However, if you assert a claim against the Debtors, including a claim relating to such equity interest or the purchase or sale of such interest, a proof of such claim must be filed on or prior to the General Bar Date pursuant to procedures set forth in this Notice.

This notice is being sent to many persons and entities that have had some relationship with or have done business with the Debtors but may not have an unpaid claim against the Debtors. **The fact that you have received this Notice does not necessarily mean that you have a claim or that the Debtors or the Court believe that you have a claim against the Debtors.**

5. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Any person or entity that has a claim arising from the rejection of an Executory Contract must file a proof of claim by the date set by the order of the Court authorizing such rejection.

6. CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM BY THE GENERAL BAR DATE

ANY HOLDER OF A CLAIM THAT IS NOT EXCEPTED FROM THE REQUIREMENTS OF THIS NOTICE, AS SET FORTH IN SECTION 4 ABOVE, AND THAT FAILS TO TIMELY FILE A

PROOF OF CLAIM IN THE APPROPRIATE FORM WILL BE BARRED FROM ASSERTING SUCH CLAIM AGAINST THE DEBTORS AND THEIR CHAPTER 11 ESTATES, FROM VOTING ON ANY PLAN OF REORGANIZATION FILED IN THESE CASES, AND FROM PARTICIPATING IN ANY DISTRIBUTION IN THE DEBTORS' CASES ON ACCOUNT OF SUCH CLAIM.

7. THE DEBTORS' SCHEDULES AND ACCESS THERETO

You may be listed as the holder of a claim against the Debtors in any of the Debtors' Schedules of Assets and Liabilities and/or Schedules of Executory Contracts and Unexpired Leases (collectively, the "Schedules").

To determine if and how you are listed on any Schedules, please refer to the descriptions set forth on the enclosed proof of claim forms regarding the nature, amount, and status of your claim(s).

As set forth above, if you agree with the nature, amount and status of your claim as listed in any of Debtors' Schedules, and if your claim is not described as "disputed," "contingent," or "unliquidated," you need not file a proof of claim. Otherwise, or if you decide to file a proof of claim, you must do so before the General Bar Date in accordance with the procedures set forth in this Notice.

Copies of any of the Debtors' Schedules, if filed, are available for inspection online at <http://www.bsillc.com> or on the Court's Internet Website at <http://www.nysb.uscourts.gov>. A login and password to the Court's Public Access to Electronic Court Records ("PACER") are required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>. Copies of any Schedules may also be examined between the hours of 9:00 a.m. and 4:30 p.m., Monday through Friday at the Office of the Clerk of the Bankruptcy Court, One Bowling Green, Room 511, New York, New York 10004-1408. Copies of any Debtors' Schedules may also be obtained (a) upon written request to Debtors' counsel at the address set forth below or (b) upon written request to Bankruptcy Services, LLC, 757 Third Avenue, 3rd Floor, New York, New York 10017 or by telephone at (646) 282-2500.

A holder of a possible claim against the Debtors should consult an attorney regarding any matters not covered by this notice, such as whether the holder should file a proof of claim.

Dated: New York, New York
[●], 2004

SKADDEN, ARPS, SLATE,
MEAGHER & FLOM LLP
Jay M. Goffman
J. Gregory St. Clair
Frederick D. Morris
Four Times Square
New York, New York 10036-6522

Attorneys for Debtors and Debtors-in-Possession

Exhibit A

Schedule of Debtors

DEBTOR	ADDRESS	CASE NO.	EID #
RCN Entertainment, Inc.	80 West End Avenue, New York, NY 10023	04-15505	22-3815533
ON TV, Inc.	80 West End Avenue, New York, NY 10023	04-15506	04-3593566
21st Century Telecom Services, Inc.	350 N. Orleans Street, Chicago, IL 60654	04-15507	52-2113018
RCN Telecom Service of Virginia, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-15508	22-3493560
RCN Cable TV of Chicago, Inc.	350 N. Orleans Street, Chicago, IL 60654	04-15120	52-2113019