

Interim Hearing: August 26, 2004 at 10:00 a.m.
Objection Deadline: September 24, 2004 at 4:00 p.m.
Final Hearing Date: September 29, 2004 at 10:00 a.m.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York 10036-6522
(212) 735-3000
Jay M. Goffman (JG 6772)
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, et al., : Case No. 04-13638 (RDD)
Debtors. : (Jointly Administered)
----- x

**NOTICE OF MOTION TO AMEND FINAL ORDER (I) AUTHORIZING
THE USE OF LENDERS' CASH COLLATERAL AND (II) GRANTING
ADEQUATE PROTECTION PURSUANT TO 11 U.S.C. §§ 361 AND 363**

PLEASE TAKE NOTICE that on August 23, 2004, RCN Entertainment, Inc. and certain of its affiliates, debtors and debtors-in-possession in the above captioned cases (collectively, the "Debtors"), together with RCN Corporation ("RCN"), TEC Air, Inc., RLH Property Corporation, RCN Finance, LLC, Hot Spots Productions, Inc. (the "Initial Debtors"), and RCN Cable TV of Chicago, Inc. ("RCN

Chicago," and together with the Debtors and the Initial Debtors, the "RCN Debtors"), the debtors and debtors-in-possession in case number 04-13638, filed the Motion to Amend Final Order (I) Authorizing the Use of Lenders' Cash Collateral and (II) Granting Adequate Protection Pursuant to 11 U.S.C. §§ 361 and 363 (the "Motion").

PLEASE TAKE FURTHER NOTICE that on **August 26, 2004 at 10:00 a.m.**, the Bankruptcy Court will hold a hearing to consider granting the relief requested on an interim basis.

PLEASE TAKE FURTHER NOTICE that on **September 29, 2004 at 10:00 a.m.**, the Bankruptcy Court will hold a hearing to consider granting the relief requested in the Motion on a final basis (the "Hearing"). 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 RCN

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.; (v) Simpson Thacher & Bartlett, counsel to the agent for the RCN Debtors' prepetition credit facility, 425 Lexington Avenue, New York, NY 10017-3954, Attention: Peter V. Pantaleo, Esq.; and (vi) HSBC Bank USA, the indenture trustee for the RCN 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 **September 24, 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 a final order granting the Motion **without further notice.**

Dated: New York, New York
August 23, 2004

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

/s/Jay M. Goffman

Jay M. Goffman (JG 6772)
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