

**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 (RDD)  
: :  
Debtors. : (Jointly Administered)  
: :  
: :  
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**INTERIM CONSENT ORDER AMENDING FINAL ORDER (I) AUTHORIZING THE  
USE OF LENDERS' CASH COLLATERAL AND (II) GRANTING ADEQUATE  
PROTECTION PURSUANT TO 11 U.S.C. §§ 361 AND 363**

Upon the (1) 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") and (2) Final Order of this Court, dated June 22, 2004, (I) Authorizing the Use of Lenders' Cash Collateral and (II) Granting Adequate Protection Pursuant to 11 U.S.C. §§ 361 and 363 (the "Final Cash Collateral Order");<sup>1</sup> and the Court having jurisdiction to grant the relief provided herein in accordance with 28 U.S.C. §§ 157 and 1334; and the relief provided herein having been consented to by the Debtors and counsel to the Administrative Agent; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED, that the relief granted in the next two paragraphs of this Order is granted on an interim basis, and shall remain in full force and effect until such time as this Court enters a final order on the Motion.

ORDERED, that the third line of the first recital paragraph of the Final Cash Collateral Order shall be amended by adding "RCN Cable TV of Chicago, Inc., 21st Century

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Final Cash Collateral Order.

Telecom Services, Inc., ON TV, Inc., RCN Entertainment, Inc., and RCN Telecom Services of Virginia, Inc.,” (the “Subsequent Debtors”) to the list of entities that comprise the defined term “Debtors”;<sup>2</sup> and it is further

ORDERED, that any relief granted herein with respect to the Subsequent Debtors, and all of the rights, benefits and privileges granted to the Lenders hereunder with respect to the Subsequent Debtors, including without limitation the Replacement Liens and the 507(b) Claims, shall in each case be effective as of the date each of the Subsequent Debtors filed its chapter 11 petition for relief; and it is further

ORDERED, that the Final Cash Collateral Order is hereby ratified and confirmed and remains in full force and effect, except as modified above; and it is further

ORDERED, that the Debtors are authorized to execute, deliver and take all other actions necessary to implement this Order; and it is further

ORDERED, that the final hearing on the Motion shall be held on September 29, 2004 at 10:00 a.m. EST in courtroom 610 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004; and it is further

ORDERED, that the Debtor shall serve a copy of this order on or before August 27, 2004, and that any objections to the Motion shall be filed and served on or before 4:00 p.m. EST on September 24, 2004 on (a) the undersigned counsel for the Debtors, (b) the undersigned counsel for the Administrative Agent to the Lenders, (c) the United States Trustee, and (d)

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<sup>2</sup> The term “Debtors” as used in the Final Cash Collateral Order shall include: RCN Corporation, TEC Air, Inc., Hot Spots Productions, Inc., RLH Property Corporation, RCN Finance LLC, RCN Cable TV of Chicago, Inc., 21st Century Telecom Services, Inc., ON TV, Inc., RCN Entertainment, Inc., and RCN Telecom Services of Virginia, Inc.

counsel for the Official Unsecured Creditors Committee, Milbank, Tweed, Hadley & McCloy, LLP, One Chase Manhattan Plaza 10005, Attn.: Dennis Dunne, Esq., with a copy to Chambers.

Dated: New York, New York  
August 26, 2004

/s/ ROBERT D. DRAIN  
THE HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE

CONSENTED TO:

SKADDEN, ARPS, SLATE MEAGHER & FLOM LLP

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Attorneys for JPMorgan Chase Bank, as Administrative  
Agent for the Lenders