

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
Debtors. : (Jointly Administered)
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**NOTICE OF MOTION FOR INTERIM AND FINAL
ORDERS UNDER 11 U.S.C. §§ 105, 362 AND 541(A)
ESTABLISHING NOTIFICATION AND HEARING
PROCEDURES FOR TRADING IN EQUITY INTERESTS
AND (B) SCHEDULING FINAL HEARING THEREON**

PLEASE TAKE NOTICE that on May 27, 2004, RCN Corporation and certain of its direct and indirect subsidiaries (collectively, the "Debtors"), filed the Motion for Interim and Final Orders Under 11 U.S.C. §§ 105, 362, and 541 (A) Establishing Notification and Hearing Procedures For Trading in Equity Interests and (B) Scheduling Final Hearing Thereon (the "Motion").¹

PLEASE TAKE FURTHER NOTICE that on June 2, 2004, the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), entered an Interim Order (i) approving the procedures set forth in the Motion in order to preserve the Debtors' net operating losses and certain built in losses pursuant to Bankruptcy Code sections 105, 362 and 541 and (ii) scheduling a hearing to authorize on a final basis the procedures set forth in the Motion. **Any purchase, sale, conversion, abandonment, trade or other transfer of equity interests in the Debtors in violation of the procedures set forth in the Interim Order shall be null and void ab initio as an act in violation of the automatic stay under Bankruptcy Code section 362.**

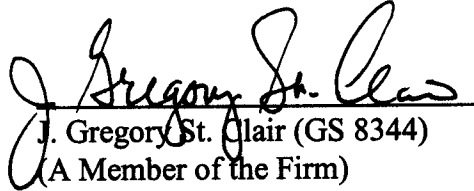
¹ Unless otherwise defined, capitalized terms used herein shall have the meanings ascribed to them in the Motion.

PLEASE TAKE FURTHER NOTICE that on June 22, 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. Responses or objections to the Motion, if any, must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, and shall be filed with the Bankruptcy Court electronically in accordance with General Order M-242 (General Order M-242 and the User's Manual for the Electronic Case Filing System can be found at www.nysb.uscourts.gov), by registered users of the Bankruptcy Court's case filing system and, by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect or any other Windows-based word processing format (with a hard-copy delivered directly to Chambers), and shall be served in accordance with General Order M-242 upon (i) the Debtors, 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.; (iii) Skadden, Arps, Slate, Meagher & Flom LLP, counsel to the Debtors, 333 West Wacker Drive, Chicago, IL 60606-1285, Attention: Maxwell Miller, 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; (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.; (viii) HSBC Bank USA, the indenture trustee for the Debtors' outstanding debt securities, 452 Fifth Avenue, New York, NY 10001, Attention: Issuer Services; (ix) the Securities and Exchange Commission, 233 Broadway, Suite 600, New York, NY 10279; and (x) the Internal Revenue Service, Insolvency, 290 Broadway 5th Floor, New York, NY 10007; and shall be filed with the Clerk of the Bankruptcy Court, in each case so as to be received no later than June 18, 2004, at 4:00 p.m. (Eastern Time).

PLEASE TAKE FURTHER NOTICE that only those responses or objections made in writing and timely filed and received will be considered by the Bankruptcy Court, and that if no responses or 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
June 4, 2004

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP



J. Gregory St. Clair (GS 8344)
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