

September 28, 2004

BY HAND DELIVERY

The Honorable Robert D. Drain
United States Bankruptcy Court
Southern District of New York
Alexander Hamilton Customs House
One Bowling Green
New York, New York 10004-1408

Re: In re RCN Corporation, et al., Case No. 04-13638 (RDD)

Dear Judge Drain:

Set forth below is an agenda for the matters scheduled for the hearing on September 29, 2004 at 10:00 a.m. The information contained in this agenda reflects documents received in our offices as of this morning and information contained on the Court's docket last reviewed this morning.

A. CONTINUED MATTERS

1. DISCLOSURE STATEMENT WITH RESPECT TO THE JOINT PLAN OF REORGANIZATION OF RCN CORPORATION AND CERTAIN SUBSIDIARIES (Dkt. No. 189)

Objection Deadline: September 24, 2004 at 4:00 p.m.

Objections: Objections of Debra Craig to Disclosure Statement by Herself and as Representative of RCN Savings and Stock Ownership Plan and Similarly Situated Participants and Beneficiaries of Savings Plan (Dkt. No. 242).

Status: This matter has been adjourned to October 5, 2004 at 10:00 a.m.

2. MOTION FOR ORDER UNDER 11 U.S.C. SECTIONS 105, 502, 1125, AND 1128 AND FED. R. BANKR. P. 2002, 3002, 3017, 3018, AND 3020 (I) SCHEDULING HEARING ON CONFIRMATION OF PLAN; (II) ESTABLISHING DEADLINE AND PROCEDURES FOR FILING OBJECTIONS TO CONFIRMATION OF PLAN; (III) ESTABLISHING DEADLINE AND PROCEDURES FOR TEMPORARY ALLOWANCE OF CLAIMS FOR VOTING PURPOSES; (IV) ESTABLISHING RECORD DATE FOR MAILING OF MATERIALS FOR VOTING PURPOSES; (V) DETERMINING TREATMENT OF CERTAIN UNLIQUIDATED, CONTINGENT OR DISPUTED CLAIMS FOR NOTICE AND VOTING PURPOSES; (VI) APPROVING (A) SOLICITATION PACKAGES AND PROCEDURES FOR DISTRIBUTION, (B) FORM OF NOTICE OF HEARING ON CONFIRMATION AND RELATED MATTERS, AND (C) FORMS OF BALLOTS; (VII) ESTABLISHING VOTING DEADLINE AND PROCEDURES FOR TABULATION OF VOTES; (VIII) ESTABLISHING NOTICE AND PROCEDURES FOR ASSUMING OR REJECTING EXECUTORY CONTRACTS AND UNEXPIRED LEASES AND (IX) DEEMING CLASS 8 EQUITY INTERESTS TO HAVE REJECTED THE PLAN (Dkt. No. 194)

Objections: None.

Status: This matter has been adjourned to October 5, 2004 at 10:00 a.m.

3. MOTION OF OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR ENTRY OF ORDER, UNDER 11 U.S.C. §§ 105(a), ESTABLISHING CERTAIN NOTICE PROCEDURES REGARDING THE OPERATION OF DEBTORS' BUSINESS (Dkt. No. 100)

Objections: Debtors' Objection to Motion of Official Committee of Unsecured Creditors for Entry of Order, under 11 U.S.C. §§ 105(a), Establishing Certain Notice Procedures Regarding the Operation of Debtors' Business (Dkt. No. 123).

Status: This matter has been adjourned to October 27, 2004 at 10:00 a.m.

B. RESOLVED MATTERS

4. NOTICE OF MOTION FOR A BRIDGE ORDER EXTENDING TIME TO FILE A MOTION FOR NON-DISCHARGEABILITY AND AN ORDER MOFYING AUTOMATIC STAY PURSUANT TO 11 U.S.C. SECTION 362(d) AND TO EXTEND DEADLINE TO FILE ADVERSARIAL COMPLAINT UNDER 11 U.S.C. 523(a)(6) (Dkt. No. 137)

Objections: None.

Status: Stipulation and order filed by the parties on September 17, 2004 would, subject to court approval, allow the matter to proceed in the Superior Court of New Jersey – Appellate Division (Dkt. No. 231). Objection deadline is 5:00 p.m. on October 8, 2004 with presentment at noon on October 11, 2004.

C. UNCONTESTED MATTERS

5. MOTION FOR ORDER TO AMEND FINAL ORDER (I) AUTHORIZING THE USE OF LENDERS' USE OF CASH COLLATERAL AND (II) GRANTING ADEQUATE PROTECTION PURSUANT TO 11 U.S.C. §§ 361 AND 363 (Dkt. Nos. 66, 175))

Objection Deadline: September 24, 2004 at 4:00 p.m.

Objections: None.

Status: The Debtors seek entry of the Final Order. The Interim Order was entered August 26, 2004 (Dkt. No. 182).

6. MOTION FOR ORDER UNDER 11 U.S.C. § 105(a) DIRECTING THAT CERTAIN ORDERS ENTERED IN THE CHAPTER 11 CASES OF RCN CORPORATION, ET AL., BE DEEMED APPLICABLE TO THE SUBSEQUENT DEBTORS (Dkt. No. 174))

Objection Deadline: September 24, 2004 at 4:00 p.m.

Objections: None.

Status: The Debtors seek entry of the Final Order with respect to the case management and interim compensation motions, and the applications to retain Bankruptcy Services LLC, PricewaterhouseCoopers LLP, Swidler Berlin Shereff Friedman, LLP, and Skadden, Arps, Slate, Meagher & Flom LLP. The Interim Order was entered on August 26, 2004 (Dkt. No. 183).

7. MOTION FOR ORDER UNDER 11 U.S.C. SECTION 365(D)(4) EXTENDING TIME WITHIN WHICH THE DEBTORS MAY ASSUME OR REJECT UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY (RCN Cable TV of Chicago, Inc., RCN Entertainment, Inc., ON TV, Inc., 21st Century Telecom Services, Inc. and RCN Telecom Services of Virginia, Inc.) (Dkt. No. 224)

Objection Deadline: September 24, 2004 at 4:00 p.m.

Objections: None.

Status: This matter will be proceeding.

8. MOTION FOR ORDER UNDER 11 U.S.C. SECTION 105(a) AND FED. R. BANKR. P. 9006(b) EXTENDING THE TIME WITHIN WHICH THE DEBTORS MAY FILE NOTICES OF REMOVAL (RCN Cable TV of Chicago, Inc., RCN Entertainment, Inc., ON TV, Inc., 21st Century Telecom Services, Inc. and RCN Telecom Services of Virginia, Inc.) (Dkt. No. 225)

Objection Deadline: September 24, 2004 at 4:00 p.m.

Objections: None.

Status: This matter will be proceeding.

9. DEBTORS' MOTION FOR ORDER UNDER 11 U.S.C. SECTION 1121(d) EXTENDING THE EXCLUSIVE PERIODS TO PROPOSE AND SOLICIT AND OBTAIN ACCEPTANCES OF DEBTORS' JOINT PLAN OF REORGANIZATION (RCN Corporation, TEC Air, Inc., RLH Property Corporation, RCN Finance, LLC and Hot Spots Productions, Inc.) (Dkt. No. 227)

Objection Deadline: September 24, 2004 at 4:00 p.m.

Objections: None.

Status: This matter has been adjourned to October 5, 2004 at 10:00 a.m. A bridge order extending the exclusive date to file the plan will be presented to the Court on September 29, 2004 at 10:00 a.m.

Respectfully,

/s/ Thomas J. Matz

cc (by facsimile):

Counsel of record for each of the parties filing pleadings identified above:

Sarraf Gentile LLP and Malakoff Doyle & Finberg, P.C.
Counsel to Debra Craig

Milbank, Tweed, Hadley & McCloy LLP
Counsel for the Official Committee of Unsecured Creditors

Simpson Thacher & Bartlett LLP
Counsel for the Senior Lenders

The Office of the United States Trustee
Attn: Paul K. Schwartzberg, Esq.