

**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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**FINAL 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");¹ 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 there being no objection to the Motion; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED, that the relief requested in the Motion is granted; and it is further

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 Telecom Services, Inc., ON TV, Inc., RCN Entertainment, Inc., and RCN Telecom Services of

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

Virginia, Inc.” (the “Subsequent Debtors”) to the list of entities that comprise the defined term “Debtors”;² 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

² 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.

ORDERED, that the Debtors are authorized to execute, deliver and take all other actions necessary to implement this Order.

Dated: New York, New York
September 29, 2004

/s/Robert D. Drain
HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

CONSENTED TO:

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