

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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ORDER PURSUANT TO 11 U.S.C. § 1125  
AND BANKRUPTCY RULE 3017(b)  
APPROVING DEBTORS' DISCLOSURE STATEMENT

Upon the record of the hearing held on October 12, 2004 (the "Disclosure Statement Hearing") to consider the request of the above-captioned debtors and debtors-in-possession (collectively, the "Debtors") for approval of the Debtors' Disclosure Statement with Respect to Joint Plan of Reorganization of RCN Corporation and Certain Subsidiaries, dated October 11, 2004 (the "Disclosure Statement"); and any objections with respect to approval of the Disclosure Statement having been withdrawn, resolved or overruled; and it appearing that notice of Disclosure Statement Hearing was good and sufficient under the particular circumstances and that no other or further notice need be given; and upon the record of the Disclosure Statement Hearing and the changes made to the Disclosure Statement as a result thereof; and after due deliberation thereon; and the Court having determined that the Disclosure Statement contains adequate information as such term is defined

in section 1125 of the Bankruptcy Code; and good cause appearing therefor, it is hereby

ORDERED that, in accordance with section 1125 of the Bankruptcy Code and Bankruptcy Rule 3017(b), the Disclosure Statement (and all exhibits and attachments thereto), as the same may be amended and modified from time to time to incorporate immaterial modifications, fill in blanks, and reflect any modifications that the Debtors determine to be appropriate which do not materially change the Disclosure Statement or materially affect any rights of a party-in-interest, is approved as containing adequate information as such term is defined in section 1125 of the Bankruptcy Code; and it is further

ORDERED that the Debtors be, and they hereby are, authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate this Order.

Dated: New York, New York  
October 13, 2004

/s/ ROBERT D. DRAIN  
United States Bankruptcy Judge