

Hrg. Date: June 22, 2004 at 10:00 a.m.
(if objections are timely filed)
Obj. Due: June 18, 2004 at 4:00 p.m.

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	: Chapter 11
	:
RCN CORPORATION, <u>et al.</u> ,	: Case No. 04-13638 (RDD)
	:
Debtors.	: (Jointly Administered)
	:
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**NOTICE OF MOTION FOR STIPULATION AND ENTRY
OF INTERIM ORDER (I) AUTHORIZING THE USE OF
LENDERS' CASH COLLATERAL, (II) GRANTING
ADEQUATE PROTECTION PURSUANT TO 11 U.S.C. §§ 361
AND 363 AND (III) SCHEDULING A FINAL HEARING
PURSUANT TO BANKRUPTCY RULE 4001(b)**

PLEASE TAKE NOTICE that on May 27, 2004, RCN Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases filed the Motion for Stipulation and Interim Order (i) Authorizing the Use of Lenders' Cash Collateral, (ii) Granting Adequate Protection

Pursuant to 11 U.S.C. §§ 361 and 363 and (iii) Scheduling a Final Hearing Pursuant to Bankruptcy Rule 4001(b) (the "Motion").

PLEASE TAKE FURTHER NOTICE that on June 3, 2004, the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered an interim order granting the relief requested in the Application, a copy of which is enclosed herewith.

PLEASE TAKE FURTHER NOTICE that if no written objections to the Motion are timely filed, served and received in accordance with the requirements set forth below, a final order will be submitted which will provide that the Motion shall be granted in its entirety. If timely written objections are filed, served and received, a hearing to consider approval of the Motion on a final basis will be held at **10:00 a.m. Eastern Time on June 22, 2004** before the Honorable Robert D. Drain, United States Bankruptcy Judge, in the Bankruptcy Court, Courtroom 610-2, One Bowling Green, New York, New York 10004-1408 (the "Hearing").

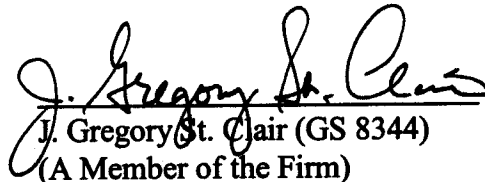
PLEASE TAKE FURTHER NOTICE that objections, if any, to approval of the Motion on a final basis must be in writing, must conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, and must be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties in

interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF)), WordPerfect or any other Windows-based word processing format); submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge; and served upon (i) RCN Corporation, 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) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st floor, New York, NY 10004, Attention: Paul K. Schwartzberg, Esq.; (iv) Milbank, Tweed, Hadley & McCloy, counsel to the unofficial committee of noteholders, 1 Chase Manhattan Plaza, New York, NY 10005, Attention: Dennis Dunne, Esq.; (v) counsel to any other statutory committee(s) appointed in these cases; (vi) 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.; and (vii) HSBC Bank USA, the indenture trustee for the Debtors' outstanding debt securities, 452 Fifth Avenue, New York, NY 10001, Attention: Issuer Services, in each case so as to be received no later than **4:00 p.m. Eastern time on June 18, 2004** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made in writing and timely filed and received by the Objection Deadline will be considered by the Bankruptcy Court at the Hearing, and that if no objections to the Motion are timely filed and served in accordance with the procedures set forth herein, the Bankruptcy Court may enter a final order granting the Motion **without further notice.**

Dated: New York, New York
June 4, 2004

SKADDEN, ARPS, SLATE, MEAGHER
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