

**Hearing Date: November 16, 2004 at 10:00 a.m.**  
**Objections Due: November 12, 2004 at 4:00 p.m.**

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
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(212) 735-3000  
D. J. Baker (DB 0085)  
(A Member of the Firm)  
Frederick D. Morris (FM 6564)

Attorneys for Debtors and Debtors-in-Possession

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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**NOTICE OF FIRST INTERIM APPLICATION OF SKADDEN, ARPS,  
SLATE, MEAGHER & FLOM LLP SEEKING ALLOWANCE OF FEES  
FOR PROFESSIONAL SERVICES RENDERED AND DISBURSEMENTS  
INCURRED AS COUNSEL FOR THE DEBTORS FOR THE PERIOD  
FROM MAY 27, 2004 THROUGH AUGUST 31, 2004**

PLEASE TAKE NOTICE that on October 25, 2004, Skadden, Arps,  
Slate, Meagher & Flom LLP filed the First Interim Application Of Skadden, Arps,  
Slate, Meagher & Flom LLP Seeking Allowance of Fees for Professional Services  
Rendered and Disbursements Incurred as Counsel for the Debtors for the Period  
From May 27, 2004 Through August 31, 2004 (the "Application").

PLEASE TAKE FURTHER NOTICE that responses to the Application, if any, shall be filed in writing with the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004 (the "Bankruptcy Court"), and served upon (i) Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, New York 10036 (Attention: D. J. Baker, Esq. and Frederick D. Morris, 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 **November 12, 2004** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that if no responses to the Application are timely filed and served in accordance with the procedures set forth herein, the Bankruptcy Court may enter an Order granting the Application **without**

**further notice.** If a response is properly filed and served in accordance with the procedures set forth herein, a hearing with respect to the Application will be held on **November 16, 2004, at 10:00 a.m.** Eastern time at the Bankruptcy Court before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004. Only those responses made in writing and timely filed and received will be considered by the Bankruptcy Court at such hearing.

Dated: New York, New York  
October 25, 2004

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

/s/ D.J. Baker

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