

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK


In re
RCN CORPORATION, et al.,
Debtors.

Chapter 11
Case No. 04-13638 (RDD)
(Jointly Administered)
AFFIDAVIT OF MAILING

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

RACHEL BROWN, being duly sworn, deposes and says:

1. I am over the age of eighteen years and employed by Bankruptcy Services LLC, 757 Third Avenue, New York, New York and I am not a party to the above-captioned action.
2. On October 28, 2004, I caused to be served true and correct copies of the "Notice of Hearing to Consider Interim Applications Seeking Allowance of Fees for Professional Services Rendered and Disbursements Incurred", dated October 28, 2004, a copy of which is attached hereto as Exhibit "A", enclosed securely in separate postage pre-paid envelopes, to be delivered by overnight mail to those parties listed on the annexed Exhibit "B".


Rachel Brown

Sworn to before me this
29th day of October, 2004

Bridget K. Gallerie
Notary Public

BRIDGET K. GALLERIE
Notary Public, State Of New York
No. 01GA6056813
Qualified In New York County
Commission Expires April 2, 2007

EXHIBIT "A"

Hearing Date: November 18, 2004 at 10:00 a.m.
Objections Due: November 15, 2004 at 4:00 p.m.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York 10036-6522
(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)
: :
----- x

**NOTICE OF HEARING TO CONSIDER INTERIM APPLICATIONS
SEEKING ALLOWANCE OF FEES FOR PROFESSIONAL SERVICES
RENDERED AND DISBURSEMENTS INCURRED**

PLEASE TAKE NOTICE that a hearing will be held before the
Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bank-
ruptcy Court for the Southern District of New York, Alexander Hamilton Custom
House, One Bowling Green, New York, New York 10004, on **November 18, 2004**
at 10:00 a.m. (the "Hearing Date"), to consider the following interim applications
(collectively, the "Applications") seeking allowance of fees for professional services

and disbursements incurred, through September 30, 2004 with respect to Winston & Strawn LLP and The Blackstone Group, L.P., and through August 31, 2004 with respect to the other professionals listed below:

Applicant/Nature of Representation	Fees and Expenses
Skadden, Arps, Slate, Meagher & Flom LLP Counsel for the Debtors	Fees: \$2,116,458.00 Expenses: \$69,369.70
Winston & Strawn LLP Special Counsel for RCN's Board of Directors	Fees: \$793,897.75 Expenses: \$16,375.93
Swidler Berlin Shereff Friedman, LLP Special Regulatory Counsel for the Debtors	Fees: \$83,335.75 Expenses: \$1,694.31
The Blackstone Group L.P. Financial Advisors for the Debtors	Fees: \$832,258.06 Expenses: \$27,327.84
AP Services, LLC Crisis Managers for the Debtors	Fees: \$2,106,973.50 Expenses: \$31,438.00
Milbank, Tweed, Hadley & McCloy, LLP Counsel for the Creditors' Committee	Fees: \$704,958.00 Expenses: \$50,002.45
Chanin Capital Partners Financial Advisors for the Creditors' Committee	Fees: \$256,666.67 Expenses: \$22,733.57
Capital & Technology Advisors LLC Industry and Technology Advisors for the Creditors' Committee	Fees: \$385,000.00 Expenses: \$25,434.71

PLEASE TAKE FURTHER NOTICE that the Applications have been or will be electronically filed with the Clerk of the Bankruptcy Court and as such may be examined and inspected by interested parties on the Court's website, <http://www.nysb.uscourts.gov>, and can be viewed with a PACER password (to obtain

a PACER password, go to the PACER website, <http://pacer.psc.uscourts.gov>), or by contacting the particular Applicant.

PLEASE TAKE FURTHER NOTICE that objections to the Applications, 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.; (ii) 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.; (iii) Milbank, Tweed, Hadley & McCloy, counsel to the Official Committee of Unsecured Creditors, 1 Chase Manhattan Plaza, New York, NY 10005, Attention: Dennis Dunne, Esq. and Deirdre Sullivan, Esq.; (iv) 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 Elisha D. Graff; (v) Kelley, Drye & Warren LLP, counsel to the indenture trustee for the Debtors' outstanding debt securities, 101 Park Avenue, New York, NY 10178, Attention: David E. Retter, Esq. and Debra SuDock, Esq.; and (vi) the particular Applicant affected thereby, in each case so as to be **received** no later than 4:00 p.m. Eastern time on **November 15, 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 a particular Application are timely filed and served in accordance with the procedures set forth herein, the Bankruptcy Court may enter an order granting such Application **without further notice.**

Dated: New York, New York
October 28, 2004

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

/s/ D. J. Baker

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