

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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: :  
: Chapter 11  
In re : :  
: :  
: Case No. 04-13638 (RDD)  
RCN CORPORATION, et al., : :  
: (Jointly Administered)  
Debtors. : :  
: :  
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**ORDER APPROVING DEBTORS' EX PARTE MOTION FOR AN ORDER APPROVING SHORTENED NOTICE AND OBJECTION PROCEDURES WITH RESPECT TO DEBTORS' MOTION FOR ORDER UNDER 11 U.S.C. §§ 105(a), 363(b), 503(b) AND 507 AUTHORIZING, APPROVING, AND RATIFYING (I) COMMITMENTS FOR CONVERTIBLE SECOND-LIEN NOTES, (II) PLACEMENT AGENT AGREEMENT, AND (III) PAYMENT OF RELATED FEES AND EXPENSES**

Upon the ex parte motion (the "Motion to Shorten Notice") of the Debtors for entry of an order approving shortened notice and objection procedures with respect to the Debtors' Motion for Order Under 11 U.S.C. §§ 105(a), 363(b), 503(b) and 507 Authorizing, Approving, and Ratifying (I) Commitments for Convertible Second-Lien Notes, (II) Placement Agent Agreement, and (III) Payment of Related Fees and Expenses (the "Motion"); and the Court having reviewed the Motion to Shorten Notice; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion to Shorten Notice is GRANTED.

2. The Motion shall be heard before the Honorable Robert D. Drain, United States Bankruptcy Judge for the Southern District of New York, Alexander Hamilton Customs House, One Bowling Green, New York, NY 10004-1408 on November 16, 2004 at 10:00 a.m.

3. Service of the Motion (i) by hand delivery on or before November 2, 2004 on (a) the U.S. Trustee (or, in the event the Office of the U.S. Trustee is closed on November 2, 2004, on or before November 3, 2004), (b) counsel for the agents for the Debtors' prepetition secured lenders and (c) counsel to the official committee of unsecured creditors, and (ii) by overnight mail on or before November 2, 2004 on all entities on the Master Service List as defined in the Notice, Case Management and Administrative Procedures Order dated June 2, 2004, (docket number 6), will be good and sufficient notice of the Motion.

4. Objections to the Motion shall be filed with the Court and served so that they are actually received no later than November 15, 2004 at 4:00 p.m.

Dated: New York, New York  
November 1, 2004

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE