

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
RCN CORPORATION, <u>et al.</u> ,	:	Case No. 04-13638 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

**CERTIFICATE OF SERVICE OF FINANCIAL BALLOTING
GROUP LLC WITH RESPECT TO SERVICE OF SOLICITATION
PACKAGES AND NON-VOTING PACKAGES**

I, Jane Sullivan, hereby certify that the following is true to the best of my knowledge, information and belief:

1. I am the Executive Director of Financial Balloting Group LLC ("FBG"), located at 757 Third Avenue, New York, New York 10017.

2. FBG is the noticing, voting, and information agent appointed by the court and retained by the above-captioned debtors and debtors-in-possession (collectively, the "Debtors" or "RCN") to assist with the service of voting and non-voting solicitation packages to holders of claims against and interests in the Debtors in connection with the Joint Plan Of Reorganization Of RCN Corporation And Certain Subsidiaries, dated October 12, 2004 (the "Plan").¹

3. I am authorized to submit this certification on behalf of FBG. Unless otherwise stated, I have personal knowledge of the facts hereinafter set forth.

¹ Unless otherwise defined, capitalized terms used herein shall have the meanings ascribed to them in the Plan or "Solicitation Procedures Motion" (Docket No. 194).

4. David Hartie, a Director of FBG, also assisted with the service of solicitation packages described herein.

Transmittal of Solicitation Packages

5. The solicitation packages (the “Solicitation Packages”) included the following items:

- a) the Disclosure Statement With Respect To The Joint Plan Of Reorganization Of RCN Corporation And Certain Subsidiaries, dated October 12, 2004, and all the appendices attached thereto (including the Plan and all exhibits);
- b) the Order Pursuant To 11 U.S.C. § 1125 And Bankruptcy Rule 3017(b) Approving Debtors’ Disclosure Statement (the “Order Approving Disclosure Statement”), a true and correct copy of which is attached as Exhibit A hereto;
- c) the Notice Of (I) Hearing On Confirmation Of Joint Plan Of Reorganization Of RCN Corporation And Certain Subsidiaries, (II) Deadline And Procedures For Filing Objections To Confirmation Of Plan, And (III) Injunctions And Releases Under The Plan (the “Confirmation Hearing Notice”), a true and correct copy of which is attached as Exhibit B hereto;
- d) a ballot (each, a “Ballot”), as appropriate, to the holders of claims and interests entitled to vote to accept or reject the Plan. Specifically, holders of Class 3 Evergreen Claims received Ballot E-1; holders of non-noteholder Class 5 RCN General Unsecured Claims received ballot E-2; holders of 10% Senior Notes received Ballot E-3; holders of 11 1/8% Senior Discount Notes received Ballot E-4; holders of 9.8% Senior Discount Notes received Ballot E-5; holders of 11% Senior Discount Notes received Ballot E-6; and holders of 10 1/8% Senior Notes received Ballot E-7; holders of Class 7 Preferred Interests received Ballot E-8. A true and correct copy of each Ballot is attached as Exhibit C hereto;
- e) an election form (each, an “Election Form”), as appropriate, to holders of claims relating to Class 5 RCN General Unsecured Claims in respect of RCN's debt securities². Specifically, holders of the 10% Senior Notes received Election Form F-3; holders of the 11 1/8%

² The ballot sent to holders of non-noteholder Class 5 RCN General Unsecured Claims contained an election.

Senior Discount Notes received Election Form F-4; holders of the 9.8% Senior Discount Notes received Election Form F-5; holders of the 11% Senior Discount Notes received Election Form F-6; and holders of the 10 1/8% Senior Notes received Election Form F-7. A true and correct copy of each Election Form is attached as Exhibit D hereto; and

f) a postage-prepaid return envelope.

6. On October 15, 2004, I caused a Solicitation Package (with the appropriate Ballot) to be served by First Class United States Mail to (a) each holder of a Class 3 Evergreen Claim, (b) each holder of a non-bondholder Class 5 RCN General Unsecured Claim, and (c) each holder of a Class 7 Preferred Interest. The holders of the Class 3 Evergreen Claims are identified on Service List 1 attached hereto. The holders of the non-bondholder Class 5 General Unsecured Claims are identified on Service List 2 attached hereto. The holders of the Class 7 Preferred Interests are identified on Service List 3 attached hereto.

7. On October 15, 2004, I caused (a) sufficient copies of the Solicitation Packages (with appropriate Ballots and Election Forms), (b) a letter of instruction (copies of which are attached as Exhibit E hereto), and (c) a copy of the "Solicitation Procedures Order" (excluding any attached exhibits) (Docket No. 297), to be delivered by hand or by overnight Airborne or International FedEx courier to each Security Intermediary with respect to the Debt Securities. The letter of instruction directed the Securities Intermediaries to deliver these materials to the beneficial owners of the Debt Securities as of October 7, 2004 (the "Solicitation Record Date"). The names and addresses of the Security Intermediaries with respect to the Debt Securities are identified on Service List 4 attached hereto.

8. On October 15, 2004, I caused a Solicitation Package (without a Ballot) and a copy of the Solicitation Procedures Order to be sent by overnight FedEx courier to the

indenture trustee for the Voting Securities at the address identified on Service List 5 attached hereto.

9. On October 15, 2004, I caused the Solicitation Package (without a Ballot) to be served by First Class United States Mail to the parties identified on the "Master Service List" pursuant to the Court's Order Under 11 U.S.C. §§ 102 and 105 And Fed. R. Bankr. P. 2002, 9006 and 9007 Establishing Certain Notice, Case Management And Administrative Procedures, dated June 2, 2004 (Docket No. 6). The parties on the "Master Service List" are identified on Service List 6 attached hereto.

Service of Equity Non-Voting Packages

10. The non-voting packages (the "Non-Voting Packages") included the following items:

- a) the Order Approving Disclosure Statement;
- b) the Confirmation Hearing Notice; and
- c) as appropriate, either (1) the Notice Of Non-Voting Status With Respect To Unimpaired Class 1 Other Priority Claims, Class 2 Bank Claims, Class 4 Other Secured Claims, And Class 6 Subsidiary General Unsecured Claims, to holders of Claims in Classes 1, 2, 4 and 6, a copy of which is attached hereto as Exhibit F (the "Unimpaired Notice") or (2) the Notice Of Non-Voting Status With Respect to Impaired Class 8 Equity Interests, Class 9 Subordinated Claims and Class 10 Warrants Interests, to holders of Claims or Interests in Classes 8, 9 and 10, a copy of which is attached hereto as Exhibit G (the "Impaired Notice").

11. On October 15, 2004, I caused (a) sufficient copies of the Non-Voting Package (with the Impaired Notice), (b) a letter of instruction (a copy of which is attached as Exhibit H hereto), and (c) a copy of the Solicitation Procedures Order, to be delivered by hand or by overnight Airborne or International FedEx courier to each Security Intermediary with respect to RCN's common stock. The letter of instruction directed each Security Intermediary to deliver

these materials to the beneficial owners of RCN's common stock as of the Solicitation Record Date. The names and addresses of the Security Intermediaries with respect to RCN's common stock are identified on Service List 7 attached hereto.

12. On October 15, 2004, I caused copies of the Non-Voting Packages (with the Impaired Notice) to be sent by First Class United States Mail to the holders of Class 8 Equity Interests (the registered holders of RCN's common stock), Class 9 Subordinated Claims, and Class 10 Warrants Interests, identified on Service List 8 attached hereto.

13. On October 15, 2004, I caused copies of the Non-Voting Package (with the Unimpaired Notice) to be sent by First Class United States Mail to the holders of Class 2 Bank Claims, Class 4 Other Secured Claims, and Class 6 Subsidiary General Unsecured Claims, identified on Service List 9 attached hereto.

14. On October 15, 2004, I caused (a) the Confirmation Hearing Notice and (b) the Order Approving Disclosure Statement, to be served by First Class United States Mail to (i) any known holder of an Administrative Claim; (ii) any known holder of a Priority Tax Claim; (iii) all 50 State attorneys general and secretaries of state; (iv) parties whose executory contracts or unexpired leases are being assumed or assigned under the Plan; (v) creditors whose claims are subject to one of the first three omnibus objections to claims, and (vi) other parties in interest. The names and addresses of such parties are identified on Service List 10 attached hereto. I also caused the Notice Of Assumption Of Executory Contracts And Unexpired Leases Pursuant To Joint Plan Of Reorganization Of RCN Corporation And Certain Subsidiaries (the form of which is attached as Exhibit I hereto) to be served upon the non-Debtor parties to executory contracts or unexpired leases being assumed under the Plan. The non-Debtor parties to executory contracts or unexpired leases are identified on Service List 11 attached hereto.

15. On October 18, 2004, I caused copies of the Confirmation Hearing Notice to be sent by overnight Airborne courier to the (i) ordinary course professionals or professionals retained by the Debtors in the chapter 11 cases and (ii) the Pension Benefit Guarantee Corporation. The service addresses for such parties are identified on Service List 12 attached hereto.

Records for Service Lists

16. The names of the Security Intermediaries included on Service List 4 and Service List 7, and the number of customers represented by such Nominees, were determined by following the usual and customary procedures employed in annual meetings and other solicitations involving debt and/or equity securities traded on one or more of the national exchanges. The Security Intermediaries holding Debt Securities and RCN's common stock as of the Solicitation Record Date were determined from the records of The Depository Trust Company. The identities of the registered holders of RCN's common stock were provided by Mellon Investor Services, the transfer agent for RCN's common stock. The identities of the parties of the Master Service List were provided by Bankruptcy Services LLC.

17. The names and addresses of parties on all the other Service Lists were provided by AlixPartners LLC.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

Executed on: November 5, 2004



Jane Sullivan

Exhibit A

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
:
In re : Chapter 11
:
RCN CORPORATION, et al., : Case No. 04-13638 (RDD)
:
Debtors. : (Jointly Administered)
:
-----X

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

Exhibit B

Hrg. Date: December 8, 2004 @ 10:00 a.m. (prevailing Eastern Time)
Obj. Due: November 30, 2004 @ 4:00 p.m. (prevailing Eastern Time)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
RCN CORPORATION, <u>et al.</u> ,	:	Case No. 04-13638 (RDD)
	:	
Debtors.	:	Jointly Administered
	:	
-----	x	

**NOTICE OF (I) HEARING ON CONFIRMATION OF JOINT PLAN OF
REORGANIZATION OF RCN CORPORATION AND CERTAIN SUBSIDIARIES,
(II) DEADLINE AND PROCEDURES FOR FILING OBJECTIONS TO
CONFIRMATION OF PLAN, AND (III) INJUNCTIONS AND RELEASES UNDER THE PLAN**

TO ALL CREDITORS, EQUITY SECURITY HOLDERS AND OTHER PARTIES IN INTEREST:

PLEASE TAKE NOTICE that:

1. On August 20, 2004, RCN Corporation, and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above captioned chapter 11 cases (collectively, the "Debtors") filed with the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), the Joint Plan of Reorganization of RCN Corporation and Certain Subsidiaries (as amended, the "Plan"), and the Disclosure Statement with respect to the Plan (as amended, the "Disclosure Statement"). The Debtors subsequently amended the Disclosure Statement and Plan on August 31, 2004, October 6, 2004 and October 12, 2004. All defined terms not defined herein shall have the meanings ascribed to them in the Plan. A list of the Debtor plan proponents is attached hereto as Exhibit A.

2. A hearing to confirm the Plan has been scheduled for December 8, 2004 at 10 a.m. (prevailing Eastern time) at the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004, before the Honorable Robert D. Drain, United States Bankruptcy Judge (the "Confirmation Hearing"). The Confirmation Hearing may be continued or adjourned from time to time without further notice other than the announcement of the adjourned or continued date(s) at the Confirmation Hearing or any continued or adjourned hearing.

3. Executory Contracts And Unexpired Leases. Except as otherwise provided in the Plan, or in any contract, instrument, release, indenture, or other agreement or document entered into in connection with the Plan, as of the Effective Date, each Debtor will be deemed to have rejected each executory contract and unexpired lease to which it is a party, unless such contract or lease (i) was previously assumed or rejected by the applicable Debtor, (ii) previously expired or terminated pursuant to its own terms, (iii) is listed on the schedule of contracts to be assumed attached to the Plan as Exhibit D, or (iv) is the subject of a motion to assume filed on or before the deadline for voting to accept or reject the Plan.

4. The Debtors have transmitted a notice to each non-Debtor party to an executory contract or unexpired lease the Debtors intend to assume under the Plan. Such notice states the Debtors' proposed cure amount with respect to such executory contract or unexpired lease (i.e. the amount the Debtors must pay to the non-Debtor parties to the executory contract or unexpired lease prior to the Debtors' assumption of such executory contract or

unexpired lease). If you disagree with the Debtors' proposed cure amount, then you must assert your objection to the Debtors' assumption of the contract in accordance with the provisions contained in paragraph 5 herein.

5. Objections, if any, to confirmation of the Plan (or assumption of lease or contract under the Plan) must be in writing, must conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the United States Bankruptcy Court for the Southern District of New York, and must be, **no later than 4:00 p.m. prevailing Eastern time on November 30, 2004**, (i) filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) (a) electronically, by registered users of the Bankruptcy Court's case filing system, and (b) on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect or any other Windows-based word processing format), by all other parties in interest; (ii) submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004; and (iii) served on the following parties:

Skadden, Arps, Slate, Meagher & Flom LLP Four Times Square New York, NY 10036-6522 (Attn: D.J. Baker, Esq. and Frederick D. Morris, Esq.) Counsel for RCN Corporation, <u>et al.</u>	Simpson, Thacher & Bartlett LLP 425 Lexington Avenue New York, NY 10017-3954 (Attn: Peter V. Pantaleo, Esq. and Elisha Graff, Esq.) Counsel to the agent for the Debtors' pre-petition credit facility	Milbank, Tweed, Hadley & McCloy LLP One Chase Manhattan Plaza New York, NY 10005 (Attn: Dennis F. Dunne, Esq. and Deirdre Ann Sullivan, Esq.) Counsel for the Creditors' Committee
Office of the United States Trustee 33 Whitehall Street New York, NY 10004 (Attn: Paul K. Schwartzberg, Esq.)	Counsel to any other statutory committee appointed in the Debtors' cases (currently no such committees have been appointed)	

Objections not timely filed and served in the manner set forth above may not be considered and may be overruled.

6. The Plan provides for the following releases and injunctions:

a. *All consideration distributed under the Plan will be in exchange for, and in complete satisfaction, settlement, discharge, and release of, all Claims against and Interests in the Debtors of any nature whatsoever or against any of the Debtors' assets or properties. Except as otherwise expressly provided in the Plan, the Confirmation Order will act as a discharge of all Claims against, liens on, and Interests in each of the Debtors, the Debtors' assets and their properties, arising at any time before the Effective Date, regardless of whether a proof of Claim or proof of Interest therefor was filed, whether the Claim or Interest is Allowed, or whether the holder thereof votes to accept the Plan or is entitled to receive a distribution thereunder, subject to the occurrence of the Effective Date. Any holder of such discharged Claim or Interest will be precluded from asserting against the Debtors or any of their assets or properties any other or further Claim or Interest based upon any document, instrument, act, omission, transaction, or other activity of any kind or nature that occurred before the Effective Date. The Confirmation Order will be a judicial determination of discharge of all liabilities of the Debtors, subject to the occurrence of the Effective Date.*

b. *In accordance with section 524 of the Bankruptcy Code, the discharge provided by the Plan and section 1141 of the Bankruptcy Code will act as an injunction against the commencement or*

continuation of any action, employment of process, or act to collect, offset, or recover the Claims and Interests discharged by the Plan and Bankruptcy Code. Except as otherwise expressly provided in the Plan or the Confirmation Order, all Persons who have held, hold, or may hold Claims against, or Interests in, the Debtors will be permanently enjoined, on and after the Effective Date, from (i) commencing or continuing in any manner any action or other proceeding of any kind with respect to any such Claim or Interest, (ii) the enforcement, attachment, collection, or recovery by any manner or means of any judgment, award, decree, or order against the Debtors on account of any such Claim or Interest, (iii) creating, perfecting, or enforcing any encumbrance of any kind against the Debtors or against the property or interests in property of the Debtors on account of any such Claim or Interest, and (iv) asserting any right of setoff, subrogation, or recoupment of any kind against any obligation due from the Debtors or against the property or interests in property of the Debtors on account of any such Claim or Interest. The foregoing injunction will extend to successors of the Debtors (including, without limitation, the Reorganized Debtors) and their respective properties and interests in property.

c. On the Effective Date, the Debtors will release and be permanently enjoined from any prosecution or attempted prosecution of any and all claims and causes of action which they have or may have against any director, officer, or employee of the Debtors serving in such capacity as of the Confirmation Date, provided, however, that the foregoing will not operate as a waiver of or release from any causes of action arising out of the willful misconduct, intentional breach of fiduciary duty, or fraud of such director, officer, or employee.

d. As of the Effective Date, the Debtors, the Reorganized Debtors, and any Person seeking to exercise the rights of the Debtors' estate, will be deemed to forever release, waive and discharge all claims, obligations, suits, judgments, damages, demands, debts, rights, causes of action (including claims or causes of action arising under Chapter 5 of the Bankruptcy Code), and liabilities whatsoever (other than for willful misconduct, intentional breach of fiduciary duty, or fraud) in connection with or related to the Debtors, the Chapter 11 Cases, or the Plan, whether liquidated or unliquidated, fixed or contingent, matured or unmatured, known or unknown, foreseen or unforeseen, then existing or thereafter arising, in law, equity, or otherwise, that are base in whole or part on any act, omission, transaction, event or other occurrence taking place on or prior to the Effective Date in any way relating to the Debtors, the Reorganized Debtors, the Chapter 11 Cases, or the Plan, and that may be asserted by or on behalf of the Debtors, the Estates, or Reorganized Debtors, against the Administrative Agent, the Senior Secured Lenders and the Indenture Trustees.

e. As of the Effective Date, in consideration for the obligations of the Debtors and the Reorganized Debtors under this Plan and the distributions to be delivered in connection with this Plan, all holders of Claims against or Interests in the Debtors will be deemed to forever release, waive and discharge all claims, demands, debts, rights, causes of action, or liabilities (other than the right to enforce the Debtors' or the Reorganized Debtors' obligations under this Plan, and the contracts, instruments, releases, agreements, and documents delivered under this Plan), whether liquidated or unliquidated, fixed or contingent, matured or unmatured, known or unknown, foreseen or unforeseen, then existing or thereafter arising, in law, equity, or otherwise that are based in whole or in part on any act or omission, transaction, event, or other occurrence taking place on or prior to the Effective Date in any way relating to the Debtors, the Chapter 11 Cases, the Plan, or the Disclosure Statement against (i) the Debtors, (ii) the Reorganized Debtors and (iii) the directors, officers, agents, financial advisors, attorneys, employees, equity holders, partners, members, subsidiaries, managers, affiliates and representatives of the Debtors serving in such capacity as of the Confirmation Date, provided, however, that no Person shall be released from any claim arising from such Person's willful misconduct, intentional breach of fiduciary duty, or fraud.

f. On the Effective Date, all holders of Claims against and Interests in the Debtors will be permanently enjoined from bringing any action against the Debtors, the Reorganized Debtors, and their respective officers, directors, agents, financial advisors, attorneys, employees, equity holders, partners,

members, subsidiaries, managers, affiliates and representatives serving in such capacity as of the Confirmation Date, and their respective property, in respect of any Claims, obligations, rights, causes of action, demands, suits, proceedings, and liabilities related in any way to the Debtors, the Chapter 11 Cases, this Plan, or the Disclosure Statement.

7. This Notice is not a solicitation of acceptances or rejections of the Plan.

8. The Confirmation Hearing may be continued or adjourned from time to time without further notice other than the announcement of the adjourned or continued date(s) at the Confirmation Hearing or any continued or adjourned hearing.

9. Copies of the Disclosure Statement and Plan are available for inspection online (a) free of charge at <http://www.rcnplan.com> or (b) on the Bankruptcy Court's Internet Website at <http://www.nysb.uscourts.gov>. A login and password to the Court's Public Access to Electronic Court Records ("PACER") are required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>. Copies of the Disclosure Statement and Plan may also be examined between the hours of 9:00 a.m. and 4:30 p.m., Monday through Friday at the Office of the Clerk of the Bankruptcy Court, One Bowling Green, Room 511, New York, New York 10004-1408. Copies of the Disclosure Statement and Plan may also be obtained (a) upon written request to Debtors' counsel at the address and telephone number set forth below, or (b) upon written request to Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, NY 10017 or by telephone at (646) 282-1800.

Dated: New York, New York
October 13, 2004

D.J. Baker (DB 0085)
(Member of the Firm)
Frederick D. Morris (FM 6564)
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
Four Times Square
New York, New York 10036
(212) 735-3000
Attorneys for Debtors and Debtors-in-Possession

Exhibit A
Schedule of Debtor Plan Proponents

DEBTOR	ADDRESS	CASE NO.	EID #
Hot Spots Productions, Inc.	80 West End Avenue, New York, NY 10023	04-13637 (RDD)	11-3658121
RCN Corporation	105 Carnegie Center, Princeton, NJ 08540	04-13638 (RDD)	22-3498533
RLH Property Corporation	105 Carnegie Center, Princeton, NJ 08540	04-13639 (RDD)	22-3720727
RCN Finance, LLC	105 Carnegie Center, Princeton, NJ 08540	04-13640 (RDD)	22-3827831
TEC Air, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-13641 (RDD)	51-0320454
RCN Entertainment, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-15505 (RDD)	22-3815533
ON TV, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-15506 (RDD)	04-3593566
21st Century Telecom Services, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-15507 (RDD)	52-2113018
RCN Telecom Services of Virginia, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-15508 (RDD)	22-3493560
RCN Cable TV of Chicago, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-15120 (RDD)	52-2113019

Exhibit C

Ballot for Holders of Class 3 Evergreen Claims

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE COURT.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
RCN CORPORATION, <u>et al.</u> ,	:	Case No. 04-13638 (RDD)
	:	
Debtors.	:	Jointly Administered
	:	
-----	x	

CLASS 3 – EVERGREEN CLAIMS

BALLOT FOR ACCEPTING OR REJECTING JOINT PLAN OF REORGANIZATION OF RCN CORPORATION AND CERTAIN SUBSIDIARIES UNDER CHAPTER 11 OF THE BANKRUPTCY CODE

This Ballot is to be used by you, as a lender under RCN Corporation's secured credit agreement (the "Evergreen Credit Agreement"), dated as of June 6, 2003, among RCN and Evergreen Investment Management Company, LLC, and certain of its affiliates that are parties to the Evergreen Credit Agreement, to transmit your vote to accept or reject the chapter 11 plan of reorganization (the "Plan")¹ which is being proposed by RCN Corporation and certain of its subsidiaries and affiliates. The Plan is Exhibit A to the Disclosure Statement, dated October 12, 2004 (the "Disclosure Statement"), which accompanies this Ballot. The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class that vote on the Plan, and by the holders of two-thirds in amount of equity security interests in each class that vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. Before you transmit your vote, please review the Disclosure Statement carefully, including the voting procedures explained in Section XIV - "The Solicitation; Voting Procedures."

**PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY AND
RETURN YOUR BALLOT IN THE ENVELOPE PROVIDED.**

¹ Unless otherwise defined herein, capitalized terms shall have the meaning ascribed to them in the Plan.

IMPORTANT

YOU SHOULD REVIEW THE DISCLOSURE STATEMENT AND THE PLAN BEFORE YOU VOTE. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE PLAN AND YOUR CLASSIFICATION AND TREATMENT UNDER THE PLAN. YOUR CLAIMS HAVE BEEN PLACED IN CLASS 3 UNDER THE PLAN. IF YOU HOLD CLAIMS OR INTERESTS IN ANOTHER CLASS, YOU WILL RECEIVE A BALLOT FOR EACH CLASS IN WHICH YOU ARE ENTITLED TO VOTE.

PLEASE READ CAREFULLY AND FOLLOW THE ATTACHED INSTRUCTIONS ON RETURNING YOUR BALLOT. THE VOTING DEADLINE BY WHICH YOUR VOTE MUST BE *RECEIVED* BY THE VOTING AGENT IS 5:00 P.M., *PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004* OR THE VOTES REPRESENTED BY YOUR BALLOT WILL *NOT* BE COUNTED. IF YOU HAVE ANY QUESTIONS, PLEASE CALL FINANCIAL BALLOTING GROUP LLC (THE "VOTING AGENT") AT (646) 282-1800. BALLOTS WILL NOT BE ACCEPTED BY FACSIMILE TRANSMISSION. THIS BALLOT MAY *NOT* BE USED FOR ANY PURPOSE OTHER THAN TO CAST VOTES TO ACCEPT OR REJECT THE PLAN.

YOUR VOTE MUST BE FORWARDED IN AMPLE TIME FOR YOUR VOTE TO BE RECEIVED BY THE VOTING AGENT, BY 5:00 P.M., PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004, OR YOUR VOTE WILL NOT BE COUNTED.

Item 1. Vote On Plan. For purposes of voting to accept (for) or reject (against) the Plan, the undersigned votes all of his/her/its Class 3 Evergreen Claims against the Debtors and in the aggregate voting amount listed above as follows (**check one box only in Item 1 - if you do NOT check a box, your vote will not be counted**).

☐ ACCEPTS (votes FOR) the Plan.

☐ REJECTS (votes AGAINST) the Plan.

Item 2. Certifications. By signing this Ballot, the undersigned claimant certifies that he/she/it (i) has been provided with copies of (a) the Disclosure Statement With Respect To Joint Plan of Reorganization of RCN Corporation And Certain Subsidiaries, as approved by the Bankruptcy Court and (b) the Plan, and (ii) is the holder of the Claims set forth above and has full power and authority to vote to accept or reject the Plan. To the extent that the undersigned is voting on behalf of the actual holder of the Claims, the undersigned certifies that he/she/it has the requisite authority to do so and will submit evidence of same upon request.

Name of Creditor (Print or Type): _____

Social Security or Federal Tax I.D. No. (optional): _____

Signature: _____

Print or Type Name: _____

Title (if appropriate): _____

Address: _____

Telephone Number: _____

Date: _____

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan. This Ballot shall not constitute or be deemed a proof of claim or equity interest or an assertion of a claim or equity interest.

YOUR VOTE MUST BE FORWARDED IN AMPLE TIME FOR YOUR VOTE TO BE RECEIVED BY THE VOTING AGENT BY 5:00 P.M., PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004, OR YOUR VOTE WILL NOT BE COUNTED.

INSTRUCTIONS FOR COMPLETING THE CLASS 3 EVERGREEN CLAIMS BALLOT

RCN Corporation and certain of its subsidiaries and affiliates (collectively, the "Debtors") are soliciting the votes of their noteholders and certain other creditors on their proposed Plan, dated October 12, 2004, described in and annexed as Exhibit A to the Disclosure Statement accompanying this Ballot. Please review the Disclosure Statement and Plan carefully before you vote. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Plan.

This Ballot does *not* constitute and shall *not* be deemed to constitute (a) a proof of claim or (b) an admission by the Debtors of the nature, validity, or amount of any claim.

To ensure your vote is counted, you must complete, sign and return this Ballot to the address set forth on the enclosed pre-addressed postage-paid envelope provided. **Unsigned ballots may not be counted.** Ballots must be received by the Voting Agent, Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, NY 10017, Att'n: RCN Corporation Ballot Tabulation, by 5:00 p.m. (prevailing Eastern Time) on November 30, 2004. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, such delivery will be deemed made only when the original executed Ballot is actually received by the Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. Delivery of a Ballot by facsimile, e-mail or any other electronic means will not be accepted. Ballots should not be sent to the Debtors, any indenture trustee, transfer agent, or financial or legal advisor of the Debtors.

To complete the Ballot properly, take the following steps:

(a) Cast your vote either to accept or reject the Plan by checking the proper box in Item 1. Ballots that are signed and returned, but not expressly voted for acceptance or rejection of the Plan, will not be counted. A Ballot accepting or rejecting the Plan may not be revoked after the Voting Deadline.

(b) Read Item 2 carefully.

(c) Sign and date your Ballot.

(d) If you believe that you have received the wrong ballot or if you believe any of the information contained in this Ballot is incorrect, please contact the Voting Agent, Financial Balloting Group LLC, at (646) 282-1800 immediately.

(e) If you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing.

(f) Provide your name and mailing address (i) if different from the printed address that appears on the Ballot, or (ii) if no pre-printed address appears on the Ballot.

(g) Return your Ballot using the enclosed return envelope.

PLEASE MAIL YOUR BALLOT PROMPTLY!

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES,
PLEASE CONTACT THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, PROMPTLY
AT (646) 282 -1800 OR FINANCIAL BALLOTING GROUP LLC,
757 THIRD AVENUE, 3RD FLOOR, NEW YORK, NEW YORK 10017,
ATT'N: RCN CORPORATION BALLOT TABULATION**

**Ballot for Holders of Class 5 RCN General Unsecured Claims
(Other Than Senior Notes Claims)**

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE COURT.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x
	:
In re	:
	:
RCN CORPORATION, <u>et al.</u> ,	:
	:
Debtors.	:
	:
-----	x

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

CLASS 5 – GENERAL UNSECURED CLAIMS (OTHER THAN SENIOR NOTES CLAIMS)

**BALLOT FOR ACCEPTING OR REJECTING
JOINT PLAN OF REORGANIZATION OF RCN CORPORATION AND CERTAIN
SUBSIDIARIES UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

This Ballot is to be used by you, as a creditor of RCN Corporation, to transmit your vote to accept or reject the chapter 11 plan of reorganization (the "Plan") which is being proposed by RCN Corporation and certain of its subsidiaries and affiliates. The Plan is Exhibit A to the Disclosure Statement, dated October 12, 2004 (the "Disclosure Statement"), which accompanies this Ballot. The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class that vote on the Plan, and by the holders of two-thirds in amount of equity security interests in each class that vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. Before you transmit your vote, please review the Disclosure Statement carefully, including the voting procedures explained in Section XIV - "The Solicitation; Voting Procedures."

Under the Plan, each holder of an Allowed Class 5 RCN General Unsecured Claim shall receive, in full and final satisfaction, settlement, release, and discharge of, and in exchange for, such Allowed Class 5 General Unsecured Claim, on or as soon as practicable after the Effective Date, (i) its Pro Rata share of 100% of the shares of New Common Stock, subject to dilution by exercise of the (A) Management Incentive Options and New Warrants and (B) conversion of any Convertible Second-Lien Notes, or (ii) at the election of a holder of an Allowed Class 5 RCN General Unsecured Claim (the "Cash Electing Holder"), such Cash Electing Holder shall receive instead, Cash equal to 25% of the amount of such Allowed Class 5 RCN General Unsecured Claim (the "Cash Component"); *provided, however*, that if the aggregate amount of Cash to be distributed to all Cash Electing Holders exceeds \$12,500,000 (the "Cash Component Cap"), then each Cash Electing Holder shall receive (y) its Pro Rata share, based on the Face Amount of the Allowed Class 5 RCN General Unsecured Claims of all Cash Electing Holders, of the Cash Component Cap (the "Capped Distribution Component"), and (z) a Pro Rata share of the New Common Stock as set forth in (i) above calculated by

multiplying the Face Amount of the Cash Electing Holder's Allowed Class 5 RCN General Unsecured Claim by the percentage by which the Capped Distribution Component is less than what the Cash Component would have been. **If you want to receive the treatment specified in (ii) above, you must indicate your election on Item 2 of this Ballot.**

**PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY AND
RETURN YOUR BALLOT IN THE ENVELOPE PROVIDED.**

IMPORTANT

YOU SHOULD REVIEW THE DISCLOSURE STATEMENT AND THE PLAN BEFORE YOU VOTE. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE PLAN AND YOUR CLASSIFICATION AND TREATMENT UNDER THE PLAN. YOUR CLAIMS HAVE BEEN PLACED IN CLASS 5 UNDER THE PLAN. IF YOU HOLD CLAIMS OR INTERESTS IN ANOTHER CLASS, YOU WILL RECEIVE A BALLOT FOR EACH CLASS IN WHICH YOU ARE ENTITLED TO VOTE.

PLEASE READ CAREFULLY AND FOLLOW THE ATTACHED INSTRUCTIONS ON RETURNING YOUR BALLOT. THE VOTING DEADLINE BY WHICH YOUR VOTE MUST BE *RECEIVED* BY THE VOTING AGENT IS 5:00 P.M., *PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004* OR THE VOTES REPRESENTED BY YOUR BALLOT WILL *NOT* BE COUNTED. IF YOU HAVE ANY QUESTIONS, PLEASE CALL FINANCIAL BALLOTING GROUP LLC (THE "VOTING AGENT") AT (646) 282-1800. BALLOTS WILL NOT BE ACCEPTED BY FACSIMILE TRANSMISSION. This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

Item 1. Vote On Plan. For purposes of voting to accept (for) or reject (against) the Plan, the undersigned votes all of his/her/its Class 5 General Unsecured Claim against the Debtors and in the aggregate voting amount listed above as follows (**check one box only in Item 1 - if you do NOT check a box, your vote will not be counted**).

☐ ACCEPTS (votes FOR) the Plan. ☐ REJECTS (votes AGAINST) the Plan.

Item 2. Cash Election. Indicate below whether you elect to receive the Cash Component on account of your Class 5 RCN General Unsecured Claim. **Holders of claims who want to receive only a Pro Rata distribution of New Common Stock should not make an election. Note: You are entitled to make the cash election even if you vote to reject the Plan or do not vote at all.**

☐ I elect to receive the Cash Component; *provided, however*, I understand that if the aggregate amount of Cash to be distributed to all Electing Holders exceeds the Cash Component Cap, then my distribution on account of my Class 5 RCN General Unsecured Claim will be a combination of Cash and New Common Stock to be determined in accordance with the terms of the Plan.

Item 3. Certification As To Other Class 5 Claims. By completing and returning this Ballot, the holder of the Class 5 General Unsecured Claim certifies that either (1) it has not submitted any other Ballots for other Class 5 RCN General Unsecured Claims, including any claims held on account of any notes issued by RCN, or (2) it has provided the information specified in the following table for all other Class 5 RCN General Unsecured Claims for which it has submitted additional Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU HAVE VOTED BALLOTS OTHER THAN THIS BALLOT

Name of Holder ¹	Account Number	Principal Amount Of Other Class 5 RCN General Unsecured Claims Voted	Type of Other Class 5 RCN General Unsecured Claims Voted ²
		\$	
		\$	
		\$	

¹ Insert your name if notes are held by you in record name or, if held in street name, insert the name of your broker or bank.

² See the instruction pages for this Ballot for the appropriate code to insert in this column.

Item 4. Authorization By signing this Ballot, the undersigned claimant certifies that he/she/it (i) has been provided with copies of (a) the Disclosure Statement With Respect To Joint Plan of Reorganization of RCN Corporation And Certain Subsidiaries, as approved by the Bankruptcy Court and (b) the Plan, and (ii) is the holder of the Claims set forth above and has full power and authority to vote to accept or reject the Plan. To the extent that the undersigned is voting on behalf of the actual holder of the Claims, the undersigned certifies that he/she/it has the requisite authority to do so and will submit evidence of same upon request.

Name of Creditor (Print or
Type): _____

Social Security or Federal
Tax I.D. No. (optional): _____

Signature: _____

Print or Type Name: _____

Title (if appropriate): _____

Address: _____

Telephone Number: _____

Date: _____

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan. This Ballot shall not constitute or be deemed a proof of claim or equity interest or an assertion of a claim or equity interest.

YOUR VOTE MUST BE FORWARDED IN AMPLE TIME FOR YOUR VOTE TO BE RECEIVED BY THE VOTING AGENT, BY 5:00 P.M., PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004, OR YOUR VOTE WILL NOT BE COUNTED.

**OPPORTUNITY FOR GENERAL UNSECURED CREDITORS TO
PURCHASE CONVERTIBLE SECOND-LIEN NOTES
(PLEASE REFER TO SECTION ILC OF THE DISCLOSURE STATEMENT FOR
FURTHER INFORMATION REGARDING THIS OPPORTUNITY)**

In the event that the RCN Companies pursue the issuance of the Convertible Second-Lien Notes, Deutsche Bank or another financial institution acceptable to the Debtors and the Creditors' Committee (the "Placement Agent") will act as initial purchaser of such notes in a transaction expected to be exempt from registration under the Securities Act by reason of section 4(2) thereof. The Placement Agent would resell, in one or more transactions not requiring registration under the Securities Act, up to 100% of the Convertible Second-Lien Notes purchased by it to Persons, including General Unsecured Creditors of the Debtors, who are Accredited Investors. If the Convertible Second-Lien Notes are offered, the Debtors will request that the Placement Agent reserve up to 49% of such notes for resale to qualified General Unsecured Creditors at a purchase price equal to the same purchase price at which the Convertible Second-Lien Notes are purchased by the Placement Agent, subject to such other percentage as may be necessary in connection with the Placement Agent's syndication efforts with respect to the Term Loans and the Convertible Second-Lien Notes. In order to facilitate the issuance of Convertible Second-Lien Notes, the RCN Companies have requested that certain members of the Creditors' Committee provide commitments by no later than October 25, 2004 (the "Commitment Date") to purchase from the Placement Agent, on customary terms and conditions, all of the Convertible Second-Lien Notes offered for resale to, and not purchased by, other General Unsecured Creditors of the Debtors. Any Convertible Second-Lien Notes committed to be purchased by members of the Creditors' Committee shall be shared ratably (based on their relative amount of General Unsecured Claims) with any other General Unsecured Creditor that agrees to purchase Convertible Second-Lien Notes by the Commitment Date. RCN has agreed to facilitate the Placement Agent's offering of Convertible Second-Lien Notes to Accredited Investors by furnishing to the Placement Agent a list of holders of General Unsecured Claims that, in the belief of RCN, qualify as Accredited Investors. RCN's furnishing of such information is not intended to be exclusive of any other information that may be available to the Placement Agent or that may be supplied by potential investors. In connection with the resale of Convertible Second-Lien Notes by the Placement Agent, the Placement Agent may request customary information about potential purchasers in order to determine the eligibility of such potential purchaser to purchase the Convertible Second-Lien Notes.

INSTRUCTIONS FOR COMPLETING THE CLASS 5 GENERAL UNSECURED CLAIM BALLOT

RCN Corporation and certain of its subsidiaries and affiliates (collectively, the "Debtors") are soliciting the votes of their noteholders and certain other creditors on their proposed Plan, dated October 12, 2004, described in and annexed as Exhibit A to the Disclosure Statement accompanying this Ballot. Please review the Disclosure Statement and Plan carefully before you vote. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Plan.

This Ballot does *not* constitute and shall *not* be deemed to constitute (a) a proof of claim or (b) an admission by the Debtors of the nature, validity, or amount of any claim.

To ensure your vote is counted, you must complete, sign and return this Ballot to the address set forth on the enclosed pre-addressed postage-paid envelope provided. **Unsigned ballots may not be counted.** Ballots must be received by the Voting Agent, Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, NY 10017, Att'n: RCN Corporation Ballot Tabulation, by 5:00 p.m. (prevailing Eastern Time) on November 30, 2004. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, such delivery will be deemed made only when the original executed Ballot is actually received by the Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. Delivery of a Ballot by facsimile, e-mail or any other electronic means will not be accepted. Ballots should not be sent to the Debtors, any indenture trustee, transfer agent, or financial or legal advisor of the Debtors.

To complete the Ballot properly, take the following steps:

(a) Cast your vote either to accept or reject the Plan by checking the proper box in Item 1. Ballots that are signed and returned, but not expressly voted for acceptance or rejection of the Plan will not be counted. A Ballot accepting or rejecting the Plan may not be revoked after the Voting Deadline.

(b) Check the box in Item 2 if you want to make the cash election available to holders of Class 5 RCN General Unsecured Claims. Please see the first page of the Ballot or the Disclosure Statement for a description of the election available to holders of Class 5 RCN General Unsecured Claims.

(c) Provide the information required by Item 3, if applicable to you. Use the following legend to insert the appropriate code in the last column of the table in Item 3:

Basis of Other Class 5 Claim	Code
General Unsecured Claim (Other than a Senior Note Claim)	GUC
11 1/8% Senior Discount Notes, due October 15, 2007	11 1/8% SDN
11% Senior Notes, due July 1, 2008	11% SN
10% Senior Notes, due October 15, 2007	10% SN
9.8% Senior Discount Notes, due October 15, 2007	9.8% SDN
10 1/8% Senior Notes, due January 15, 2010	10 1/8% SN

(d) Read Item 4 carefully.

(e) Sign and date your Ballot.

(f) If you believe that you have received the wrong ballot or if you believe any of the information contained in this Ballot is incorrect, please contact the Voting Agent, Financial Balloting Group LLC, at (646) 282-1800 immediately.

(g) If you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing.

(h) Provide your name and mailing address (i) if different from the printed address that appears on the Ballot, or (ii) if no pre-printed address appears on the Ballot.

(i) Return your Ballot using the enclosed return envelope.

PLEASE MAIL YOUR BALLOT PROMPTLY!

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING
PROCEDURES, PLEASE CONTACT THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC,
PROMPTLY AT (646) 282-1800 OR FINANCIAL BALLOTING GROUP LLC,
757 THIRD AVENUE, 3RD FLOOR, NEW YORK, NY 10017,
ATT'N: RCN CORPORATION BALLOT TABULATION**

**Beneficial Owner Ballot for Holders of RCN Corporation's Senior Notes
10% Senior Notes (CUSIP 749361 AC5)**

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE COURT.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
RCN CORPORATION, <u>et al.</u> ,	:	Case No. 04-13638 (RDD)
	:	
Debtors.	:	Jointly Administered
	:	
-----	x	

CLASS 5 - RCN GENERAL UNSECURED CLAIMS

**BENEFICIAL OWNER/ENTITLEMENT HOLDER BALLOT FOR ACCEPTING OR REJECTING
JOINT PLAN OF REORGANIZATION OF RCN CORPORATION AND CERTAIN
SUBSIDIARIES UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

This Ballot is to be used by you, as a Beneficial Owner of the Notes identified on the top of this page issued by RCN Corporation (the "Notes"), to transmit your vote to accept or reject the chapter 11 plan of reorganization (the "Plan") which is being proposed by RCN Corporation and certain of its subsidiaries and affiliates. The Plan is Exhibit A to the Disclosure Statement, dated October 12, 2004 (the "Disclosure Statement"), which accompanies this Ballot. The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class that vote on the Plan, and by the holders of two-thirds in amount of equity security interests in each class that vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. Before you transmit your vote, please review the Disclosure Statement carefully, including the voting procedures explained in Section XIV - "The Solicitation; Voting Procedures."

**PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY AND
RETURN YOUR BALLOT IN THE ENVELOPE PROVIDED.**

IMPORTANT

YOU SHOULD REVIEW THE DISCLOSURE STATEMENT AND THE PLAN BEFORE YOU VOTE. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE PLAN AND YOUR CLASSIFICATION AND TREATMENT UNDER THE PLAN. YOUR CLAIMS HAVE BEEN PLACED IN CLASS 5 UNDER THE PLAN. IF YOU HOLD CLAIMS OR INTERESTS IN ANOTHER CLASS, YOU WILL RECEIVE A BALLOT FOR EACH CLASS IN WHICH YOU ARE ENTITLED TO VOTE.

PLEASE READ CAREFULLY AND FOLLOW THE ATTACHED INSTRUCTIONS ON RETURNING YOUR BALLOT. THE VOTING DEADLINE BY WHICH YOUR VOTE MUST BE *RECEIVED* BY THE VOTING AGENT IS 5:00 P.M., *PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004* OR THE VOTES REPRESENTED BY YOUR BALLOT WILL *NOT* BE COUNTED. IF YOU HAVE ANY QUESTIONS, PLEASE CALL FINANCIAL BALLOTING GROUP LLC (THE "VOTING AGENT") AT (646) 282-1800. **IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR FINANCIAL INSTITUTION PLEASE ALLOW SUFFICIENT TIME FOR YOUR FINANCIAL INSTITUTION TO PROCESS YOUR VOTE. DO NOT RETURN ANY NOTES WITH THIS BALLOT. BALLOTS WILL NOT BE ACCEPTED BY FACSIMILE TRANSMISSION.** This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

HOW TO VOTE

1. COMPLETE ITEM 1 (if not already filled out by your nominee) AND ITEM 2 AND COMPLETE ITEM 3 (if applicable).
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 4.
3. **SIGN THE BALLOT** (unless your Ballot has already been signed or "prevalidated" by your nominee).
4. RETURN THE BALLOT IN THE PRE-ADDRESSED POSTAGE-PAID ENVELOPE (if the enclosed envelope is addressed to your nominee, make sure your nominee receives your Ballot in time to submit it before the Voting Deadline).
5. YOU WILL RECEIVE A SEPARATE BALLOT FOR EACH ISSUE OF SECURITIES YOU OWN WHICH IS ENTITLED TO VOTE UNDER THE PLAN.
6. YOU MUST VOTE *ALL* YOUR NOTES *EITHER* TO ACCEPT *OR* REJECT THE PLAN AND MAY NOT SPLIT YOUR VOTE.

You may receive multiple mailings containing Ballots, especially if you own your Notes through more than one bank, broker, other intermediary, or agent thereof (each, a "Nominee"). You should vote each Ballot that you receive for all of the Notes that you beneficially own.

You must provide all of the information requested by this Ballot. Failure to do so may result in the disqualification of your vote.

Item 1. Principal Amount of Notes. The undersigned hereby certifies that as of October 7, 2004, the undersigned was the Beneficial Owner (or authorized signatory for a Beneficial Owner), or the Nominee of a Beneficial Owner, of Notes in the following aggregate unpaid principal amount (insert amount in box below). If your Notes are held by a Nominee on your behalf and you do not know the amount of Notes held, please contact your Nominee immediately.

\$

Item 2. Vote On Plan. The Beneficial Owner of the Notes identified in Item 1 votes as follows (check one box only - if you do not check a box your vote will not be counted):

☐ ACCEPTS (votes FOR) the Plan.

☐ REJECTS (votes AGAINST) the Plan.

Item 3. Certification As To Notes Held In Additional Accounts. By completing and returning this Ballot, the Beneficial Owner certifies that either (1) it has not submitted any other Ballots for other Class 5 RCN General Unsecured Claims held in other accounts or other record names or (2) it has provided the information specified in the following table for all other Class 5 RCN General Unsecured Claims for which it has submitted additional Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU HAVE VOTED BALLOTS OTHER THAN THIS BALLOT

Name of Holder ¹	Account Number	Principal Amount Of Other Class 5 RCN General Unsecured Claims Voted	Type of Other Class 5 RCN General Unsecured Claims Voted ²
		\$	
		\$	
		\$	

¹ Insert your name if the notes are held by you in record name or, if held in street name, insert the name of your broker or bank.

² See the instruction pages for this Ballot for the appropriate code to insert in this column.

Item 4. Authorization. By returning this Ballot, the Beneficial Owner of the Notes identified in Item 1 certifies that it (a) has full power and authority to vote to accept or reject the Plan with respect to the Notes listed in Item 1, (b) was the Beneficial Owner of the Notes described in Item 1 on October 7, 2004 and (c) has received a copy of the Disclosure Statement (including the exhibits thereto) and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement.

An authorized signatory of an eligible Beneficial Owner may execute this Ballot, but must provide the name and address of the Beneficial Owner on this Ballot and may be required to submit evidence to the Bankruptcy Court demonstrating such signatory's authorization to vote on behalf of the Beneficial Owner. Authorized signatories voting on behalf of more than one Beneficial Owner must complete a separate Ballot for each Beneficial Owner.

Name of Creditor (Print or
Type):

Social Security or Federal
Tax I.D. No. (optional):

Signature:

Print or Type Name:

Title (if appropriate):

Address:

Telephone Number:

Date:

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan. This Ballot shall not constitute or be deemed a proof of claim or equity interest or an assertion of a claim or equity interest.

YOUR VOTE MUST BE FORWARDED IN AMPLE TIME FOR YOUR VOTE TO BE RECEIVED BY THE VOTING AGENT, BY 5:00 P.M., PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004, OR YOUR VOTE WILL NOT BE COUNTED. IF THE ENCLOSED ENVELOPE IS ADDRESSED TO YOUR NOMINEE, MAKE SURE YOUR NOMINEE RECEIVES YOUR BALLOT IN TIME TO SUBMIT IT ON A MASTER BALLOT BEFORE THE VOTING DEADLINE.

**OPPORTUNITY FOR GENERAL UNSECURED CREDITORS TO
PURCHASE CONVERTIBLE SECOND-LIEN NOTES
(PLEASE REFER TO SECTION II.C OF THE DISCLOSURE STATEMENT FOR
FURTHER INFORMATION REGARDING THIS OPPORTUNITY)**

In the event that the RCN Companies pursue the issuance of the Convertible Second-Lien Notes, Deutsche Bank or another financial institution acceptable to the Debtors and the Creditors' Committee (the "Placement Agent") will act as initial purchaser of such notes in a transaction expected to be exempt from registration under the Securities Act by reason of section 4(2) thereof. The Placement Agent would resell, in one or more transactions not requiring registration under the Securities Act, up to 100% of the Convertible Second-Lien Notes purchased by it to Persons, including General Unsecured Creditors of the Debtors, who are Accredited Investors. If the Convertible Second-Lien Notes are offered, the Debtors will request that the Placement Agent reserve up to 49% of such notes for resale to qualified General Unsecured Creditors at a purchase price equal to the same purchase price at which the Convertible Second-Lien Notes are purchased by the Placement Agent, subject to such other percentage as may be necessary in connection with the Placement Agent's syndication efforts with respect to the Term Loans and the Convertible Second-Lien Notes. In order to facilitate the issuance of Convertible Second-Lien Notes, the RCN Companies have requested that certain members of the Creditors' Committee provide commitments by no later than October 25, 2004 (the "Commitment Date") to purchase from the Placement Agent, on customary terms and conditions, all of the Convertible Second-Lien Notes offered for resale to, and not purchased by, other General Unsecured Creditors of the Debtors. Any Convertible Second-Lien Notes committed to be purchased by members of the Creditors' Committee shall be shared ratably (based on their relative amount of General Unsecured Claims) with any other General Unsecured Creditor that agrees to purchase Convertible Second-Lien Notes by the Commitment Date. RCN has agreed to facilitate the Placement Agent's offering of Convertible Second-Lien Notes to Accredited Investors by furnishing to the Placement Agent a list of holders of General Unsecured Claims that, in the belief of RCN, qualify as Accredited Investors. RCN's furnishing of such information is not intended to be exclusive of any other information that may be available to the Placement Agent or that may be supplied by potential investors. In connection with the resale of Convertible Second-Lien Notes by the Placement Agent, the Placement Agent may request customary information about potential purchasers in order to determine the eligibility of such potential purchaser to purchase the Convertible Second-Lien Notes.

INSTRUCTIONS FOR COMPLETING THE BENEFICIAL OWNER BALLOT

RCN Corporation and certain of its subsidiaries and affiliates (collectively, the "Debtors") are soliciting the votes of their noteholders and certain other creditors on their proposed Plan, dated October 12, 2004, described in and annexed as Exhibit A to the Disclosure Statement accompanying this Ballot. Please review the Disclosure Statement and Plan carefully before you vote. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Plan.

This Ballot does *not* constitute and shall *not* be deemed to constitute (a) a proof of claim or (b) an admission by the Debtors of the nature, validity, or amount of any claim. This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan. Holders should *not* surrender, at this time, certificates representing their Notes, and neither the Debtors nor the Voting Agent will accept delivery of any certificates surrendered with this Ballot. Surrender of Notes for exchange may only be made by you or your Nominee pursuant to a letter of transmittal, which will be furnished by the Debtors following confirmation of the Plan. **DO NOT SUBMIT NOTES WITH THIS BALLOT.**

To ensure your vote is counted, you must complete, sign and return this Ballot to the address set forth on the enclosed pre-addressed postage-paid envelope provided. **Unsigned ballots may not be counted.** Ballots (or the Master Ballot completed on your behalf by your Nominee) must be received by the Voting Agent, Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, New York 10017, Att'n: RCN Corporation Ballot Tabulation, by 5:00 p.m. (prevailing Eastern Time) on November 30, 2004. **If you received a return envelope addressed to your Nominee, be sure to return your Ballot early enough for your vote to be processed and then forwarded and received by the Voting Agent by the Voting Deadline.** If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, such delivery will be deemed made only when the original executed Ballot is actually received by the Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. Delivery of a Ballot by facsimile, e-mail or any other electronic means will not be accepted. No Ballot should be sent to the Debtors, any indenture trustee, transfer agent, or financial or legal advisor of the Debtors.

To complete the Ballot properly, take the following steps:

(a) Make sure that the information required by Item 1 has been inserted. If you do not know the face amount of your Notes, please contact your Nominee immediately.

(b) Cast your vote either to accept or reject the Plan by checking the proper box in Item 2. Ballots that are signed and returned, but not expressly voted for acceptance or rejection of the Plan will not be counted. A Ballot accepting or rejecting the Plan may not be revoked after the Voting Deadline.

(c) Provide the information required by Item 3, if applicable to you. Use the following legend to insert the appropriate code in the last column of the table in Item 3:

Basis of Other Class 5 Claim	Code
General Unsecured Claim (Other than a Senior Note Claim)	GUC
11 1/8% Senior Discount Notes, due October 15, 2007	11 1/8% SDN
11% Senior Notes, due July 1, 2008	11% SN
10% Senior Notes, due October 15, 2007	10% SN
9.8% Senior Discount Notes, due October 15, 2007	9.8% SDN
10 1/8% Senior Notes, due January 15, 2010	10 1/8% SN

(d) Read Item 4 carefully.

(e) Sign and date your Ballot (unless your ballot has already been signed or "prevalidated" by your Nominee).

(f) If you believe that you have received the wrong ballot, please contact the Voting Agent, Financial Balloting Group, at (626) 282-1800, or your broker or Nominee immediately.

(g) If you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing.

(h) Provide your name and mailing address (i) if different from the printed address that appears on the Ballot, or (ii) if no pre-printed address appears on the Ballot.

(i) Return your Ballot using the enclosed return envelope.

PLEASE MAIL YOUR BALLOT PROMPTLY!

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES,
PLEASE CONTACT THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, PROMPTLY
AT (646) 282 -1800 OR FINANCIAL BALLOTING GROUP LLC,
757 THIRD AVENUE, 3RD FLOOR, NEW YORK, NEW YORK 10017,
ATT'N: RCN CORPORATION BALLOT TABULATION**

**Beneficial Owner Ballot for Holders of RCN Corporation's Senior Notes
11 1/8% Senior Discount Notes (CUSIP 749361 AD3)**

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE COURT.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
RCN CORPORATION, <u>et al.</u> ,	:	Case No. 04-13638 (RDD)
	:	
Debtors.	:	Jointly Administered
	:	
-----	x	

CLASS 5 - RCN GENERAL UNSECURED CLAIMS

**BENEFICIAL OWNER/ENTITLEMENT HOLDER BALLOT FOR ACCEPTING OR REJECTING
JOINT PLAN OF REORGANIZATION OF RCN CORPORATION AND CERTAIN
SUBSIDIARIES UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

This Ballot is to be used by you, as a Beneficial Owner of the Notes identified on the top of this page issued by RCN Corporation (the "Notes"), to transmit your vote to accept or reject the chapter 11 plan of reorganization (the "Plan") which is being proposed by RCN Corporation and certain of its subsidiaries and affiliates. The Plan is Exhibit A to the Disclosure Statement, dated October 12, 2004 (the "Disclosure Statement"), which accompanies this Ballot. The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class that vote on the Plan, and by the holders of two-thirds in amount of equity security interests in each class that vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. Before you transmit your vote, please review the Disclosure Statement carefully, including the voting procedures explained in Section XIV - "The Solicitation; Voting Procedures."

**PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY AND
RETURN YOUR BALLOT IN THE ENVELOPE PROVIDED.**

IMPORTANT

YOU SHOULD REVIEW THE DISCLOSURE STATEMENT AND THE PLAN BEFORE YOU VOTE. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE PLAN AND YOUR CLASSIFICATION AND TREATMENT UNDER THE PLAN. YOUR CLAIMS HAVE BEEN PLACED IN CLASS 5 UNDER THE PLAN. IF YOU HOLD CLAIMS OR INTERESTS IN ANOTHER CLASS, YOU WILL RECEIVE A BALLOT FOR EACH CLASS IN WHICH YOU ARE ENTITLED TO VOTE.

PLEASE READ CAREFULLY AND FOLLOW THE ATTACHED INSTRUCTIONS ON RETURNING YOUR BALLOT. THE VOTING DEADLINE BY WHICH YOUR VOTE MUST BE *RECEIVED* BY THE VOTING AGENT IS *5:00 P.M., PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004* OR THE VOTES REPRESENTED BY YOUR BALLOT WILL *NOT* BE COUNTED. IF YOU HAVE ANY QUESTIONS, PLEASE CALL FINANCIAL BALLOTING GROUP LLC (THE "VOTING AGENT") AT (646) 282-1800. **IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR FINANCIAL INSTITUTION PLEASE ALLOW SUFFICIENT TIME FOR YOUR FINANCIAL INSTITUTION TO PROCESS YOUR VOTE. DO NOT RETURN ANY NOTES WITH THIS BALLOT. BALLOTS WILL NOT BE ACCEPTED BY FACSIMILE TRANSMISSION.** This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

HOW TO VOTE

1. COMPLETE ITEM 1 (if not already filled out by your nominee) AND ITEM 2 AND COMPLETE ITEM 3 (if applicable).
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 4.
3. **SIGN THE BALLOT** (unless your Ballot has already been signed or "prevalidated" by your nominee).
4. RETURN THE BALLOT IN THE PRE-ADDRESSED POSTAGE-PAID ENVELOPE (if the enclosed envelope is addressed to your nominee, make sure your nominee receives your Ballot in time to submit it before the Voting Deadline).
5. YOU WILL RECEIVE A SEPARATE BALLOT FOR EACH ISSUE OF SECURITIES YOU OWN WHICH IS ENTITLED TO VOTE UNDER THE PLAN.
6. YOU MUST VOTE *ALL* YOUR NOTES *EITHER* TO ACCEPT *OR* REJECT THE PLAN AND MAY NOT SPLIT YOUR VOTE.

You may receive multiple mailings containing Ballots, especially if you own your Notes through more than one bank, broker, other intermediary, or agent thereof (each, a "Nominee"). You should vote each Ballot that you receive for all of the Notes that you beneficially own.

You must provide all of the information requested by this Ballot. Failure to do so may result in the disqualification of your vote.

Item 1. Principal Amount of Notes. The undersigned hereby certifies that as of October 7, 2004, the undersigned was the Beneficial Owner (or authorized signatory for a Beneficial Owner), or the Nominee of a Beneficial Owner, of Notes in the following aggregate unpaid principal amount (insert amount in box below). If your Notes are held by a Nominee on your behalf and you do not know the amount of Notes held, please contact your Nominee immediately.

\$

Item 2. Vote On Plan. The Beneficial Owner of the Notes identified in Item 1 votes as follows (check one box only - if you do not check a box your vote will not be counted):

☐ ACCEPTS (votes FOR) the Plan.

☐ REJECTS (votes AGAINST) the Plan.

Item 3. Certification As To Notes Held In Additional Accounts. By completing and returning this Ballot, the Beneficial Owner certifies that either (1) it has not submitted any other Ballots for other Class 5 RCN General Unsecured Claims held in other accounts or other record names or (2) it has provided the information specified in the following table for all other Class 5 RCN General Unsecured Claims for which it has submitted additional Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU HAVE VOTED BALLOTS OTHER THAN THIS BALLOT

Name of Holder ¹	Account Number	Principal Amount Of Other Class 5 RCN General Unsecured Claims Voted	Type of Other Class 5 RCN General Unsecured Claims Voted ²
		\$	
		\$	
		\$	

¹ Insert your name if the notes are held by you in record name or, if held in street name, insert the name of your broker or bank.

² See the instruction pages for this Ballot for the appropriate code to insert in this column.

Item 4. Authorization. By returning this Ballot, the Beneficial Owner of the Notes identified in Item 1 certifies that it (a) has full power and authority to vote to accept or reject the Plan with respect to the Notes listed in Item 1, (b) was the Beneficial Owner of the Notes described in Item 1 on October 7, 2004 and (c) has received a copy of the Disclosure Statement (including the exhibits thereto) and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement.

An authorized signatory of an eligible Beneficial Owner may execute this Ballot, but must provide the name and address of the Beneficial Owner on this Ballot and may be required to submit evidence to the Bankruptcy Court demonstrating such signatory's authorization to vote on behalf of the Beneficial Owner. Authorized signatories voting on behalf of more than one Beneficial Owner must complete a separate Ballot for each Beneficial Owner.

Name of Creditor (Print or Type): _____

Social Security or Federal Tax I.D. No. (optional): _____

Signature: _____

Print or Type Name: _____

Title (if appropriate): _____

Address: _____

Telephone Number: _____

Date: _____

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan. This Ballot shall not constitute or be deemed a proof of claim or equity interest or an assertion of a claim or equity interest.

YOUR VOTE MUST BE FORWARDED IN AMPLE TIME FOR YOUR VOTE TO BE RECEIVED BY THE VOTING AGENT, BY 5:00 P.M., PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004, OR YOUR VOTE WILL NOT BE COUNTED. IF THE ENCLOSED ENVELOPE IS ADDRESSED TO YOUR NOMINEE, MAKE SURE YOUR NOMINEE RECEIVES YOUR BALLOT IN TIME TO SUBMIT IT ON A MASTER BALLOT BEFORE THE VOTING DEADLINE.

**OPPORTUNITY FOR GENERAL UNSECURED CREDITORS TO
PURCHASE CONVERTIBLE SECOND-LIEN NOTES
(PLEASE REFER TO SECTION II.C OF THE DISCLOSURE STATEMENT FOR
FURTHER INFORMATION REGARDING THIS OPPORTUNITY)**

In the event that the RCN Companies pursue the issuance of the Convertible Second-Lien Notes, Deutsche Bank or another financial institution acceptable to the Debtors and the Creditors' Committee (the "Placement Agent") will act as initial purchaser of such notes in a transaction expected to be exempt from registration under the Securities Act by reason of section 4(2) thereof. The Placement Agent would resell, in one or more transactions not requiring registration under the Securities Act, up to 100% of the Convertible Second-Lien Notes purchased by it to Persons, including General Unsecured Creditors of the Debtors, who are Accredited Investors. If the Convertible Second-Lien Notes are offered, the Debtors will request that the Placement Agent reserve up to 49% of such notes for resale to qualified General Unsecured Creditors at a purchase price equal to the same purchase price at which the Convertible Second-Lien Notes are purchased by the Placement Agent, subject to such other percentage as may be necessary in connection with the Placement Agent's syndication efforts with respect to the Term Loans and the Convertible Second-Lien Notes. In order to facilitate the issuance of Convertible Second-Lien Notes, the RCN Companies have requested that certain members of the Creditors' Committee provide commitments by no later than October 25, 2004 (the "Commitment Date") to purchase from the Placement Agent, on customary terms and conditions, all of the Convertible Second-Lien Notes offered for resale to, and not purchased by, other General Unsecured Creditors of the Debtors. Any Convertible Second-Lien Notes committed to be purchased by members of the Creditors' Committee shall be shared ratably (based on their relative amount of General Unsecured Claims) with any other General Unsecured Creditor that agrees to purchase Convertible Second-Lien Notes by the Commitment Date. RCN has agreed to facilitate the Placement Agent's offering of Convertible Second-Lien Notes to Accredited Investors by furnishing to the Placement Agent a list of holders of General Unsecured Claims that, in the belief of RCN, qualify as Accredited Investors. RCN's furnishing of such information is not intended to be exclusive of any other information that may be available to the Placement Agent or that may be supplied by potential investors. In connection with the resale of Convertible Second-Lien Notes by the Placement Agent, the Placement Agent may request customary information about potential purchasers in order to determine the eligibility of such potential purchaser to purchase the Convertible Second-Lien Notes.

INSTRUCTIONS FOR COMPLETING THE BENEFICIAL OWNER BALLOT

RCN Corporation and certain of its subsidiaries and affiliates (collectively, the "Debtors") are soliciting the votes of their noteholders and certain other creditors on their proposed Plan, dated October 12, 2004, described in and annexed as Exhibit A to the Disclosure Statement accompanying this Ballot. Please review the Disclosure Statement and Plan carefully before you vote. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Plan.

This Ballot does *not* constitute and shall *not* be deemed to constitute (a) a proof of claim or (b) an admission by the Debtors of the nature, validity, or amount of any claim. This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan. Holders should *not* surrender, at this time, certificates representing their Notes, and neither the Debtors nor the Voting Agent will accept delivery of any certificates surrendered with this Ballot. Surrender of Notes for exchange may only be made by you or your Nominee pursuant to a letter of transmittal, which will be furnished by the Debtors following confirmation of the Plan. **DO NOT SUBMIT NOTES WITH THIS BALLOT.**

To ensure your vote is counted, you must complete, sign and return this Ballot to the address set forth on the enclosed pre-addressed postage-paid envelope provided. **Unsigned ballots may not be counted.** Ballots (or the Master Ballot completed on your behalf by your Nominee) must be received by the Voting Agent, Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, New York 10017, Att'n: RCN Corporation Ballot Tabulation, by 5:00 p.m. (prevailing Eastern Time) on November 30, 2004. **If you received a return envelope addressed to your Nominee, be sure to return your Ballot early enough for your vote to be processed and then forwarded and received by the Voting Agent by the Voting Deadline.** If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, such delivery will be deemed made only when the original executed Ballot is actually received by the Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. Delivery of a Ballot by facsimile, e-mail or any other electronic means will not be accepted. No Ballot should be sent to the Debtors, any indenture trustee, transfer agent, or financial or legal advisor of the Debtors.

To complete the Ballot properly, take the following steps:

(a) Make sure that the information required by Item 1 has been inserted. If you do not know the face amount of your Notes, please contact your Nominee immediately.

(b) Cast your vote either to accept or reject the Plan by checking the proper box in Item 2. Ballots that are signed and returned, but not expressly voted for acceptance or rejection of the Plan will not be counted. A Ballot accepting or rejecting the Plan may not be revoked after the Voting Deadline.

(c) Provide the information required by Item 3, if applicable to you. Use the following legend to insert the appropriate code in the last column of the table in Item 3:

Basis of Other Class 5 Claim	Code
General Unsecured Claim (Other than a Senior Note Claim)	GUC
11 1/8% Senior Discount Notes, due October 15, 2007	11 1/8% SDN
11% Senior Notes, due July 1, 2008	11% SN
10% Senior Notes, due October 15, 2007	10% SN
9.8% Senior Discount Notes, due October 15, 2007	9.8% SDN
10 1/8% Senior Notes, due January 15, 2010	10 1/8% SN

- (d) Read Item 4 carefully.
- (e) Sign and date your Ballot (unless your ballot has already been signed or "prevalidated" by your Nominee).
- (f) If you believe that you have received the wrong ballot, please contact the Voting Agent, Financial Balloting Group, at (626) 282-1800, or your broker or Nominee immediately.
- (g) If you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing.
- (h) Provide your name and mailing address (i) if different from the printed address that appears on the Ballot, or (ii) if no pre-printed address appears on the Ballot.
- (i) Return your Ballot using the enclosed return envelope.

PLEASE MAIL YOUR BALLOT PROMPTLY!

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES,
PLEASE CONTACT THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, PROMPTLY
AT (646) 282 -1800 OR FINANCIAL BALLOTING GROUP LLC,
757 THIRD AVENUE, 3RD FLOOR, NEW YORK, NEW YORK 10017,
ATT'N: RCN CORPORATION BALLOT TABULATION**

**Beneficial Owner Ballot for Holders of RCN Corporation's Senior Notes
9.8% Senior Discount Notes (CUSIP 749361 AG6)**

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE COURT.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
RCN CORPORATION, <u>et al.</u> ,	:	Case No. 04-13638 (RDD)
	:	
Debtors.	:	Jointly Administered
	:	
-----	x	

CLASS 5 - RCN GENERAL UNSECURED CLAIMS

**BENEFICIAL OWNER/ENTITLEMENT HOLDER BALLOT FOR ACCEPTING OR REJECTING
JOINT PLAN OF REORGANIZATION OF RCN CORPORATION AND CERTAIN
SUBSIDIARIES UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

This Ballot is to be used by you, as a Beneficial Owner of the Notes identified on the top of this page issued by RCN Corporation (the "Notes"), to transmit your vote to accept or reject the chapter 11 plan of reorganization (the "Plan") which is being proposed by RCN Corporation and certain of its subsidiaries and affiliates. The Plan is Exhibit A to the Disclosure Statement, dated October 12, 2004 (the "Disclosure Statement"), which accompanies this Ballot. The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class that vote on the Plan, and by the holders of two-thirds in amount of equity security interests in each class that vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. Before you transmit your vote, please review the Disclosure Statement carefully, including the voting procedures explained in Section XIV - "The Solicitation; Voting Procedures."

**PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY AND
RETURN YOUR BALLOT IN THE ENVELOPE PROVIDED.**

IMPORTANT

YOU SHOULD REVIEW THE DISCLOSURE STATEMENT AND THE PLAN BEFORE YOU VOTE. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE PLAN AND YOUR CLASSIFICATION AND TREATMENT UNDER THE PLAN. YOUR CLAIMS HAVE BEEN PLACED IN CLASS 5 UNDER THE PLAN. IF YOU HOLD CLAIMS OR INTERESTS IN ANOTHER CLASS, YOU WILL RECEIVE A BALLOT FOR EACH CLASS IN WHICH YOU ARE ENTITLED TO VOTE.

PLEASE READ CAREFULLY AND FOLLOW THE ATTACHED INSTRUCTIONS ON RETURNING YOUR BALLOT. THE VOTING DEADLINE BY WHICH YOUR VOTE MUST BE *RECEIVED* BY THE VOTING AGENT IS 5:00 P.M., *PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004* OR THE VOTES REPRESENTED BY YOUR BALLOT WILL *NOT* BE COUNTED. IF YOU HAVE ANY QUESTIONS, PLEASE CALL FINANCIAL BALLOTING GROUP LLC (THE "VOTING AGENT") AT (646) 282-1800. **IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR FINANCIAL INSTITUTION PLEASE ALLOW SUFFICIENT TIME FOR YOUR FINANCIAL INSTITUTION TO PROCESS YOUR VOTE. DO NOT RETURN ANY NOTES WITH THIS BALLOT. BALLOTS WILL NOT BE ACCEPTED BY FACSIMILE TRANSMISSION.** This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

HOW TO VOTE

1. COMPLETE ITEM 1 (if not already filled out by your nominee) AND ITEM 2 AND COMPLETE ITEM 3 (if applicable).
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 4.
3. **SIGN THE BALLOT** (unless your Ballot has already been signed or "prevalidated" by your nominee).
4. RETURN THE BALLOT IN THE PRE-ADDRESSED POSTAGE-PAID ENVELOPE (if the enclosed envelope is addressed to your nominee, make sure your nominee receives your Ballot in time to submit it before the Voting Deadline).
5. YOU WILL RECEIVE A SEPARATE BALLOT FOR EACH ISSUE OF SECURITIES YOU OWN WHICH IS ENTITLED TO VOTE UNDER THE PLAN.
6. YOU MUST VOTE *ALL* YOUR NOTES *EITHER* TO ACCEPT *OR* REJECT THE PLAN AND MAY NOT SPLIT YOUR VOTE.

You may receive multiple mailings containing Ballots, especially if you own your Notes through more than one bank, broker, other intermediary, or agent thereof (each, a "Nominee"). You should vote each Ballot that you receive for all of the Notes that you beneficially own.

You must provide all of the information requested by this Ballot. Failure to do so may result in the disqualification of your vote.

Item 1. Principal Amount of Notes. The undersigned hereby certifies that as of October 7, 2004, the undersigned was the Beneficial Owner (or authorized signatory for a Beneficial Owner), or the Nominee of a Beneficial Owner, of Notes in the following aggregate unpaid principal amount (insert amount in box below). If your Notes are held by a Nominee on your behalf and you do not know the amount of Notes held, please contact your Nominee immediately.

\$

Item 2. Vote On Plan. The Beneficial Owner of the Notes identified in Item 1 votes as follows (check one box only - if you do not check a box your vote will not be counted):

☐ ACCEPTS (votes FOR) the Plan. ☐ REJECTS (votes AGAINST) the Plan.

Item 3. Certification As To Notes Held In Additional Accounts. By completing and returning this Ballot, the Beneficial Owner certifies that either (1) it has not submitted any other Ballots for other Class 5 RCN General Unsecured Claims held in other accounts or other record names or (2) it has provided the information specified in the following table for all other Class 5 RCN General Unsecured Claims for which it has submitted additional Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU HAVE VOTED BALLOTS OTHER THAN THIS BALLOT

Name of Holder ¹	Account Number	Principal Amount Of Other Class 5 RCN General Unsecured Claims Voted	Type of Other Class 5 RCN General Unsecured Claims Voted ²
		\$	
		\$	
		\$	

¹ Insert your name if the notes are held by you in record name or, if held in street name, insert the name of your broker or bank.

² See the instruction pages for this Ballot for the appropriate code to insert in this column.

Item 4. Authorization. By returning this Ballot, the Beneficial Owner of the Notes identified in Item 1 certifies that it (a) has full power and authority to vote to accept or reject the Plan with respect to the Notes listed in Item 1, (b) was the Beneficial Owner of the Notes described in Item 1 on October 7, 2004 and (c) has received a copy of the Disclosure Statement (including the exhibits thereto) and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement.

An authorized signatory of an eligible Beneficial Owner may execute this Ballot, but must provide the name and address of the Beneficial Owner on this Ballot and may be required to submit evidence to the Bankruptcy Court demonstrating such signatory's authorization to vote on behalf of the Beneficial Owner. Authorized signatories voting on behalf of more than one Beneficial Owner must complete a separate Ballot for each Beneficial Owner.

Name of Creditor (Print or
Type):

Social Security or Federal
Tax I.D. No. (optional):

Signature:

Print or Type Name:

Title (if appropriate):

Address:

Telephone Number:

Date:

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan. This Ballot shall not constitute or be deemed a proof of claim or equity interest or an assertion of a claim or equity interest.

YOUR VOTE MUST BE FORWARDED IN AMPLE TIME FOR YOUR VOTE TO BE RECEIVED BY THE VOTING AGENT, BY 5:00 P.M., PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004, OR YOUR VOTE WILL NOT BE COUNTED. IF THE ENCLOSED ENVELOPE IS ADDRESSED TO YOUR NOMINEE, MAKE SURE YOUR NOMINEE RECEIVES YOUR BALLOT IN TIME TO SUBMIT IT ON A MASTER BALLOT BEFORE THE VOTING DEADLINE.

**OPPORTUNITY FOR GENERAL UNSECURED CREDITORS TO
PURCHASE CONVERTIBLE SECOND-LIEN NOTES
(PLEASE REFER TO SECTION II.C OF THE DISCLOSURE STATEMENT FOR
FURTHER INFORMATION REGARDING THIS OPPORTUNITY)**

In the event that the RCN Companies pursue the issuance of the Convertible Second-Lien Notes, Deutsche Bank or another financial institution acceptable to the Debtors and the Creditors' Committee (the "Placement Agent") will act as initial purchaser of such notes in a transaction expected to be exempt from registration under the Securities Act by reason of section 4(2) thereof. The Placement Agent would resell, in one or more transactions not requiring registration under the Securities Act, up to 100% of the Convertible Second-Lien Notes purchased by it to Persons, including General Unsecured Creditors of the Debtors, who are Accredited Investors. If the Convertible Second-Lien Notes are offered, the Debtors will request that the Placement Agent reserve up to 49% of such notes for resale to qualified General Unsecured Creditors at a purchase price equal to the same purchase price at which the Convertible Second-Lien Notes are purchased by the Placement Agent, subject to such other percentage as may be necessary in connection with the Placement Agent's syndication efforts with respect to the Term Loans and the Convertible Second-Lien Notes. In order to facilitate the issuance of Convertible Second-Lien Notes, the RCN Companies have requested that certain members of the Creditors' Committee provide commitments by no later than October 25, 2004 (the "Commitment Date") to purchase from the Placement Agent, on customary terms and conditions, all of the Convertible Second-Lien Notes offered for resale to, and not purchased by, other General Unsecured Creditors of the Debtors. Any Convertible Second-Lien Notes committed to be purchased by members of the Creditors' Committee shall be shared ratably (based on their relative amount of General Unsecured Claims) with any other General Unsecured Creditor that agrees to purchase Convertible Second-Lien Notes by the Commitment Date. RCN has agreed to facilitate the Placement Agent's offering of Convertible Second-Lien Notes to Accredited Investors by furnishing to the Placement Agent a list of holders of General Unsecured Claims that, in the belief of RCN, qualify as Accredited Investors. RCN's furnishing of such information is not intended to be exclusive of any other information that may be available to the Placement Agent or that may be supplied by potential investors. In connection with the resale of Convertible Second-Lien Notes by the Placement Agent, the Placement Agent may request customary information about potential purchasers in order to determine the eligibility of such potential purchaser to purchase the Convertible Second-Lien Notes.

INSTRUCTIONS FOR COMPLETING THE BENEFICIAL OWNER BALLOT

RCN Corporation and certain of its subsidiaries and affiliates (collectively, the "Debtors") are soliciting the votes of their noteholders and certain other creditors on their proposed Plan, dated October 12, 2004, described in and annexed as Exhibit A to the Disclosure Statement accompanying this Ballot. Please review the Disclosure Statement and Plan carefully before you vote. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Plan.

This Ballot does *not* constitute and shall *not* be deemed to constitute (a) a proof of claim or (b) an admission by the Debtors of the nature, validity, or amount of any claim. This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan. Holders should *not* surrender, at this time, certificates representing their Notes, and neither the Debtors nor the Voting Agent will accept delivery of any certificates surrendered with this Ballot. Surrender of Notes for exchange may only be made by you or your Nominee pursuant to a letter of transmittal, which will be furnished by the Debtors following confirmation of the Plan. **DO NOT SUBMIT NOTES WITH THIS BALLOT.**

To ensure your vote is counted, you must complete, sign and return this Ballot to the address set forth on the enclosed pre-addressed postage-paid envelope provided. **Unsigned ballots may not be counted.** Ballots (or the Master Ballot completed on your behalf by your Nominee) must be received by the Voting Agent, Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, New York 10017, Att'n: RCN Corporation Ballot Tabulation, by 5:00 p.m. (prevailing Eastern Time) on November 30, 2004. **If you received a return envelope addressed to your Nominee, be sure to return your Ballot early enough for your vote to be processed and then forwarded and received by the Voting Agent by the Voting Deadline.** If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, such delivery will be deemed made only when the original executed Ballot is actually received by the Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. Delivery of a Ballot by facsimile, e-mail or any other electronic means will not be accepted. No Ballot should be sent to the Debtors, any indenture trustee, transfer agent, or financial or legal advisor of the Debtors.

To complete the Ballot properly, take the following steps:

(a) Make sure that the information required by Item 1 has been inserted. If you do not know the face amount of your Notes, please contact your Nominee immediately.

(b) Cast your vote either to accept or reject the Plan by checking the proper box in Item 2. Ballots that are signed and returned, but not expressly voted for acceptance or rejection of the Plan will not be counted. A Ballot accepting or rejecting the Plan may not be revoked after the Voting Deadline.

(c) Provide the information required by Item 3, if applicable to you. Use the following legend to insert the appropriate code in the last column of the table in Item 3:

Basis of Other Class 5 Claim	Code
General Unsecured Claim (Other than a Senior Note Claim)	GUC
11 1/8% Senior Discount Notes, due October 15, 2007	11 1/8% SDN
11% Senior Notes, due July 1, 2008	11% SN
10% Senior Notes, due October 15, 2007	10% SN
9.8% Senior Discount Notes, due October 15, 2007	9.8% SDN
10 1/8% Senior Notes, due January 15, 2010	10 1/8% SN

(d) Read Item 4 carefully.

(e) Sign and date your Ballot (unless your ballot has already been signed or "prevalidated" by your Nominee).

(f) If you believe that you have received the wrong ballot, please contact the Voting Agent, Financial Balloting Group, at (626) 282-1800, or your broker or Nominee immediately.

(g) If you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing.

(h) Provide your name and mailing address (i) if different from the printed address that appears on the Ballot, or (ii) if no pre-printed address appears on the Ballot.

(i) Return your Ballot using the enclosed return envelope.

PLEASE MAIL YOUR BALLOT PROMPTLY!

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES,
PLEASE CONTACT THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, PROMPTLY
AT (646) 282 -1800 OR FINANCIAL BALLOTING GROUP LLC,
757 THIRD AVENUE, 3RD FLOOR, NEW YORK, NEW YORK 10017,
ATT'N: RCN CORPORATION BALLOT TABULATION**

**Beneficial Owner Ballot for Holders of RCN Corporation's Senior Notes
11% Senior Discount Notes (CUSIP 749361 AH4)**

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE COURT.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
RCN CORPORATION, <u>et al.</u> ,	:	Case No. 04-13638 (RDD)
	:	
Debtors.	:	Jointly Administered
	:	
-----	x	

CLASS 5 - RCN GENERAL UNSECURED CLAIMS

**BENEFICIAL OWNER/ENTITLEMENT HOLDER BALLOT FOR ACCEPTING OR REJECTING
JOINT PLAN OF REORGANIZATION OF RCN CORPORATION AND CERTAIN
SUBSIDIARIES UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

This Ballot is to be used by you, as a Beneficial Owner of the Notes identified on the top of this page issued by RCN Corporation (the "Notes"), to transmit your vote to accept or reject the chapter 11 plan of reorganization (the "Plan") which is being proposed by RCN Corporation and certain of its subsidiaries and affiliates. The Plan is Exhibit A to the Disclosure Statement, dated October 12, 2004 (the "Disclosure Statement"), which accompanies this Ballot. The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class that vote on the Plan, and by the holders of two-thirds in amount of equity security interests in each class that vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. Before you transmit your vote, please review the Disclosure Statement carefully, including the voting procedures explained in Section XIV - "The Solicitation; Voting Procedures."

**PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY AND
RETURN YOUR BALLOT IN THE ENVELOPE PROVIDED.**

IMPORTANT

YOU SHOULD REVIEW THE DISCLOSURE STATEMENT AND THE PLAN BEFORE YOU VOTE. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE PLAN AND YOUR CLASSIFICATION AND TREATMENT UNDER THE PLAN. YOUR CLAIMS HAVE BEEN PLACED IN CLASS 5 UNDER THE PLAN. IF YOU HOLD CLAIMS OR INTERESTS IN ANOTHER CLASS, YOU WILL RECEIVE A BALLOT FOR EACH CLASS IN WHICH YOU ARE ENTITLED TO VOTE.

PLEASE READ CAREFULLY AND FOLLOW THE ATTACHED INSTRUCTIONS ON RETURNING YOUR BALLOT. THE VOTING DEADLINE BY WHICH YOUR VOTE MUST BE *RECEIVED* BY THE VOTING AGENT IS *5:00 P.M., PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004* OR THE VOTES REPRESENTED BY YOUR BALLOT WILL *NOT* BE COUNTED. IF YOU HAVE ANY QUESTIONS, PLEASE CALL FINANCIAL BALLOTING GROUP LLC (THE "VOTING AGENT") AT (646) 282-1800. **IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR FINANCIAL INSTITUTION PLEASE ALLOW SUFFICIENT TIME FOR YOUR FINANCIAL INSTITUTION TO PROCESS YOUR VOTE. DO NOT RETURN ANY NOTES WITH THIS BALLOT. BALLOTS WILL NOT BE ACCEPTED BY FACSIMILE TRANSMISSION.** This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

HOW TO VOTE

1. COMPLETE ITEM 1 (if not already filled out by your nominee) AND ITEM 2 AND COMPLETE ITEM 3 (if applicable).
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 4.
3. **SIGN THE BALLOT** (unless your Ballot has already been signed or "prevalidated" by your nominee).
4. RETURN THE BALLOT IN THE PRE-ADDRESSED POSTAGE-PAID ENVELOPE (if the enclosed envelope is addressed to your nominee, make sure your nominee receives your Ballot in time to submit it before the Voting Deadline).
5. YOU WILL RECEIVE A SEPARATE BALLOT FOR EACH ISSUE OF SECURITIES YOU OWN WHICH IS ENTITLED TO VOTE UNDER THE PLAN.
6. YOU MUST VOTE *ALL* YOUR NOTES *EITHER* TO ACCEPT *OR* REJECT THE PLAN AND MAY NOT SPLIT YOUR VOTE.

You may receive multiple mailings containing Ballots, especially if you own your Notes through more than one bank, broker, other intermediary, or agent thereof (each, a "Nominee"). You should vote each Ballot that you receive for all of the Notes that you beneficially own.

You must provide all of the information requested by this Ballot. Failure to do so may result in the disqualification of your vote.

Item 1. Principal Amount of Notes. The undersigned hereby certifies that as of October 7, 2004, the undersigned was the Beneficial Owner (or authorized signatory for a Beneficial Owner), or the Nominee of a Beneficial Owner, of Notes in the following aggregate unpaid principal amount (insert amount in box below). If your Notes are held by a Nominee on your behalf and you do not know the amount of Notes held, please contact your Nominee immediately.

\$

Item 2. Vote On Plan. The Beneficial Owner of the Notes identified in Item 1 votes as follows (check one box only - if you do not check a box your vote will not be counted):

☐ ACCEPTS (votes FOR) the Plan.

☐ REJECTS (votes AGAINST) the Plan.

Item 3. Certification As To Notes Held In Additional Accounts. By completing and returning this Ballot, the Beneficial Owner certifies that either (1) it has not submitted any other Ballots for other Class 5 RCN General Unsecured Claims held in other accounts or other record names or (2) it has provided the information specified in the following table for all other Class 5 RCN General Unsecured Claims for which it has submitted additional Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU HAVE VOTED BALLOTS OTHER THAN THIS BALLOT

Name of Holder ¹	Account Number	Principal Amount Of Other Class 5 RCN General Unsecured Claims Voted	Type of Other Class 5 RCN General Unsecured Claims Voted ²
		\$	
		\$	
		\$	

¹ Insert your name if the notes are held by you in record name or, if held in street name, insert the name of your broker or bank.

² See the instruction pages for this Ballot for the appropriate code to insert in this column.

Item 4. Authorization. By returning this Ballot, the Beneficial Owner of the Notes identified in Item 1 certifies that it (a) has full power and authority to vote to accept or reject the Plan with respect to the Notes listed in Item 1, (b) was the Beneficial Owner of the Notes described in Item 1 on October 7, 2004 and (c) has received a copy of the Disclosure Statement (including the exhibits thereto) and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement.

An authorized signatory of an eligible Beneficial Owner may execute this Ballot, but must provide the name and address of the Beneficial Owner on this Ballot and may be required to submit evidence to the Bankruptcy Court demonstrating such signatory's authorization to vote on behalf of the Beneficial Owner. Authorized signatories voting on behalf of more than one Beneficial Owner must complete a separate Ballot for each Beneficial Owner.

Name of Creditor (Print or Type): _____

Social Security or Federal Tax I.D. No. (optional): _____

Signature: _____

Print or Type Name: _____

Title (if appropriate): _____

Address: _____

Telephone Number: _____

Date: _____

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan. This Ballot shall not constitute or be deemed a proof of claim or equity interest or an assertion of a claim or equity interest.

YOUR VOTE MUST BE FORWARDED IN AMPLE TIME FOR YOUR VOTE TO BE RECEIVED BY THE VOTING AGENT, BY 5:00 P.M., PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004, OR YOUR VOTE WILL NOT BE COUNTED. IF THE ENCLOSED ENVELOPE IS ADDRESSED TO YOUR NOMINEE, MAKE SURE YOUR NOMINEE RECEIVES YOUR BALLOT IN TIME TO SUBMIT IT ON A MASTER BALLOT BEFORE THE VOTING DEADLINE.

**OPPORTUNITY FOR GENERAL UNSECURED CREDITORS TO
PURCHASE CONVERTIBLE SECOND-LIEN NOTES
(PLEASE REFER TO SECTION II.C OF THE DISCLOSURE STATEMENT FOR
FURTHER INFORMATION REGARDING THIS OPPORTUNITY)**

In the event that the RCN Companies pursue the issuance of the Convertible Second-Lien Notes, Deutsche Bank or another financial institution acceptable to the Debtors and the Creditors' Committee (the "Placement Agent") will act as initial purchaser of such notes in a transaction expected to be exempt from registration under the Securities Act by reason of section 4(2) thereof. The Placement Agent would resell, in one or more transactions not requiring registration under the Securities Act, up to 100% of the Convertible Second-Lien Notes purchased by it to Persons, including General Unsecured Creditors of the Debtors, who are Accredited Investors. If the Convertible Second-Lien Notes are offered, the Debtors will request that the Placement Agent reserve up to 49% of such notes for resale to qualified General Unsecured Creditors at a purchase price equal to the same purchase price at which the Convertible Second-Lien Notes are purchased by the Placement Agent, subject to such other percentage as may be necessary in connection with the Placement Agent's syndication efforts with respect to the Term Loans and the Convertible Second-Lien Notes. In order to facilitate the issuance of Convertible Second-Lien Notes, the RCN Companies have requested that certain members of the Creditors' Committee provide commitments by no later than October 25, 2004 (the "Commitment Date") to purchase from the Placement Agent, on customary terms and conditions, all of the Convertible Second-Lien Notes offered for resale to, and not purchased by, other General Unsecured Creditors of the Debtors. Any Convertible Second-Lien Notes committed to be purchased by members of the Creditors' Committee shall be shared ratably (based on their relative amount of General Unsecured Claims) with any other General Unsecured Creditor that agrees to purchase Convertible Second-Lien Notes by the Commitment Date. RCN has agreed to facilitate the Placement Agent's offering of Convertible Second-Lien Notes to Accredited Investors by furnishing to the Placement Agent a list of holders of General Unsecured Claims that, in the belief of RCN, qualify as Accredited Investors. RCN's furnishing of such information is not intended to be exclusive of any other information that may be available to the Placement Agent or that may be supplied by potential investors. In connection with the resale of Convertible Second-Lien Notes by the Placement Agent, the Placement Agent may request customary information about potential purchasers in order to determine the eligibility of such potential purchaser to purchase the Convertible Second-Lien Notes.

INSTRUCTIONS FOR COMPLETING THE BENEFICIAL OWNER BALLOT

RCN Corporation and certain of its subsidiaries and affiliates (collectively, the "Debtors") are soliciting the votes of their noteholders and certain other creditors on their proposed Plan, dated October 12, 2004, described in and annexed as Exhibit A to the Disclosure Statement accompanying this Ballot. Please review the Disclosure Statement and Plan carefully before you vote. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Plan.

This Ballot does *not* constitute and shall *not* be deemed to constitute (a) a proof of claim or (b) an admission by the Debtors of the nature, validity, or amount of any claim. This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan. Holders should *not* surrender, at this time, certificates representing their Notes, and neither the Debtors nor the Voting Agent will accept delivery of any certificates surrendered with this Ballot. Surrender of Notes for exchange may only be made by you or your Nominee pursuant to a letter of transmittal, which will be furnished by the Debtors following confirmation of the Plan. **DO NOT SUBMIT NOTES WITH THIS BALLOT.**

To ensure your vote is counted, you must complete, sign and return this Ballot to the address set forth on the enclosed pre-addressed postage-paid envelope provided. **Unsigned ballots may not be counted.** Ballots (or the Master Ballot completed on your behalf by your Nominee) must be received by the Voting Agent, Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, New York 10017, Att'n: RCN Corporation Ballot Tabulation, by 5:00 p.m. (prevailing Eastern Time) on November 30, 2004. **If you received a return envelope addressed to your Nominee, be sure to return your Ballot early enough for your vote to be processed and then forwarded and received by the Voting Agent by the Voting Deadline.** If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, such delivery will be deemed made only when the original executed Ballot is actually received by the Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. Delivery of a Ballot by facsimile, e-mail or any other electronic means will not be accepted. No Ballot should be sent to the Debtors, any indenture trustee, transfer agent, or financial or legal advisor of the Debtors.

To complete the Ballot properly, take the following steps:

(a) Make sure that the information required by Item 1 has been inserted. If you do not know the face amount of your Notes, please contact your Nominee immediately.

(b) Cast your vote either to accept or reject the Plan by checking the proper box in Item 2. Ballots that are signed and returned, but not expressly voted for acceptance or rejection of the Plan will not be counted. A Ballot accepting or rejecting the Plan may not be revoked after the Voting Deadline.

(c) Provide the information required by Item 3, if applicable to you. Use the following legend to insert the appropriate code in the last column of the table in Item 3:

Basis of Other Class 5 Claim	Code
General Unsecured Claim (Other than a Senior Note Claim)	GUC
11 1/8% Senior Discount Notes, due October 15, 2007	11 1/8% SDN
11% Senior Notes, due July 1, 2008	11% SN
10% Senior Notes, due October 15, 2007	10% SN
9.8% Senior Discount Notes, due October 15, 2007	9.8% SDN
10 1/8% Senior Notes, due January 15, 2010	10 1/8% SN

(d) Read Item 4 carefully.

(e) Sign and date your Ballot (unless your ballot has already been signed or "prevalidated" by your Nominee).

(f) If you believe that you have received the wrong ballot, please contact the Voting Agent, Financial Balloting Group, at (626) 282-1800, or your broker or Nominee immediately.

(g) If you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing.

(h) Provide your name and mailing address (i) if different from the printed address that appears on the Ballot, or (ii) if no pre-printed address appears on the Ballot.

(i) Return your Ballot using the enclosed return envelope.

PLEASE MAIL YOUR BALLOT PROMPTLY!

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES,
PLEASE CONTACT THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, PROMPTLY
AT (646) 282 -1800 OR FINANCIAL BALLOTING GROUP LLC,
757 THIRD AVENUE, 3RD FLOOR, NEW YORK, NEW YORK 10017,
ATT'N: RCN CORPORATION BALLOT TABULATION**

**Beneficial Owner Ballot for Holders of RCN Corporation's Senior Notes
10 1/8% Senior Notes (CUSIP 749361 AJ0)**

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE COURT.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
RCN CORPORATION, <u>et al.</u> ,	:	Case No. 04-13638 (RDD)
	:	
Debtors.	:	Jointly Administered
	:	
-----	x	

CLASS 5 - RCN GENERAL UNSECURED CLAIMS

**BENEFICIAL OWNER/ENTITLEMENT HOLDER BALLOT FOR ACCEPTING OR REJECTING
JOINT PLAN OF REORGANIZATION OF RCN CORPORATION AND CERTAIN
SUBSIDIARIES UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

This Ballot is to be used by you, as a Beneficial Owner of the Notes identified on the top of this page issued by RCN Corporation (the "Notes"), to transmit your vote to accept or reject the chapter 11 plan of reorganization (the "Plan") which is being proposed by RCN Corporation and certain of its subsidiaries and affiliates. The Plan is Exhibit A to the Disclosure Statement, dated October 12, 2004 (the "Disclosure Statement"), which accompanies this Ballot. The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class that vote on the Plan, and by the holders of two-thirds in amount of equity security interests in each class that vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. Before you transmit your vote, please review the Disclosure Statement carefully, including the voting procedures explained in Section XIV - "The Solicitation; Voting Procedures."

**PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY AND
RETURN YOUR BALLOT IN THE ENVELOPE PROVIDED.**

IMPORTANT

YOU SHOULD REVIEW THE DISCLOSURE STATEMENT AND THE PLAN BEFORE YOU VOTE. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE PLAN AND YOUR CLASSIFICATION AND TREATMENT UNDER THE PLAN. YOUR CLAIMS HAVE BEEN PLACED IN CLASS 5 UNDER THE PLAN. IF YOU HOLD CLAIMS OR INTERESTS IN ANOTHER CLASS, YOU WILL RECEIVE A BALLOT FOR EACH CLASS IN WHICH YOU ARE ENTITLED TO VOTE.

PLEASE READ CAREFULLY AND FOLLOW THE ATTACHED INSTRUCTIONS ON RETURNING YOUR BALLOT. THE VOTING DEADLINE BY WHICH YOUR VOTE MUST BE *RECEIVED* BY THE VOTING AGENT IS 5:00 P.M., *PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004* OR THE VOTES REPRESENTED BY YOUR BALLOT WILL *NOT* BE COUNTED. IF YOU HAVE ANY QUESTIONS, PLEASE CALL FINANCIAL BALLOTING GROUP LLC (THE "VOTING AGENT") AT (646) 282-1800. **IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR FINANCIAL INSTITUTION PLEASE ALLOW SUFFICIENT TIME FOR YOUR FINANCIAL INSTITUTION TO PROCESS YOUR VOTE. DO NOT RETURN ANY NOTES WITH THIS BALLOT. BALLOTS WILL NOT BE ACCEPTED BY FACSIMILE TRANSMISSION.** This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

HOW TO VOTE

1. COMPLETE ITEM 1 (if not already filled out by your nominee) AND ITEM 2 AND COMPLETE ITEM 3 (if applicable).
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 4.
3. **SIGN THE BALLOT** (unless your Ballot has already been signed or "prevalidated" by your nominee).
4. RETURN THE BALLOT IN THE PRE-ADDRESSED POSTAGE-PAID ENVELOPE (if the enclosed envelope is addressed to your nominee, make sure your nominee receives your Ballot in time to submit it before the Voting Deadline).
5. YOU WILL RECEIVE A SEPARATE BALLOT FOR EACH ISSUE OF SECURITIES YOU OWN WHICH IS ENTITLED TO VOTE UNDER THE PLAN.
6. YOU MUST VOTE *ALL* YOUR NOTES *EITHER* TO ACCEPT *OR* REJECT THE PLAN AND MAY NOT SPLIT YOUR VOTE.

You may receive multiple mailings containing Ballots, especially if you own your Notes through more than one bank, broker, other intermediary, or agent thereof (each, a "Nominee"). You should vote each Ballot that you receive for all of the Notes that you beneficially own.

You must provide all of the information requested by this Ballot. Failure to do so may result in the disqualification of your vote.

Item 1. Principal Amount of Notes. The undersigned hereby certifies that as of October 7, 2004, the undersigned was the Beneficial Owner (or authorized signatory for a Beneficial Owner), or the Nominee of a Beneficial Owner, of Notes in the following aggregate unpaid principal amount (insert amount in box below). If your Notes are held by a Nominee on your behalf and you do not know the amount of Notes held, please contact your Nominee immediately.

\$

Item 2. Vote On Plan. The Beneficial Owner of the Notes identified in Item 1 votes as follows (check one box only - if you do not check a box your vote will not be counted):

☐ ACCEPTS (votes FOR) the Plan.

☐ REJECTS (votes AGAINST) the Plan.

Item 3. Certification As To Notes Held In Additional Accounts. By completing and returning this Ballot, the Beneficial Owner certifies that either (1) it has not submitted any other Ballots for other Class 5 RCN General Unsecured Claims held in other accounts or other record names or (2) it has provided the information specified in the following table for all other Class 5 RCN General Unsecured Claims for which it has submitted additional Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU HAVE VOTED BALLOTS OTHER THAN THIS BALLOT

Name of Holder ¹	Account Number	Principal Amount Of Other Class 5 RCN General Unsecured Claims Voted	Type of Other Class 5 RCN General Unsecured Claims Voted ²
		\$	
		\$	
		\$	

¹ Insert your name if the notes are held by you in record name or, if held in street name, insert the name of your broker or bank.

² See the instruction pages for this Ballot for the appropriate code to insert in this column.

Item 4. Authorization. By returning this Ballot, the Beneficial Owner of the Notes identified in Item 1 certifies that it (a) has full power and authority to vote to accept or reject the Plan with respect to the Notes listed in Item 1, (b) was the Beneficial Owner of the Notes described in Item 1 on October 7, 2004 and (c) has received a copy of the Disclosure Statement (including the exhibits thereto) and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement.

An authorized signatory of an eligible Beneficial Owner may execute this Ballot, but must provide the name and address of the Beneficial Owner on this Ballot and may be required to submit evidence to the Bankruptcy Court demonstrating such signatory's authorization to vote on behalf of the Beneficial Owner. Authorized signatories voting on behalf of more than one Beneficial Owner must complete a separate Ballot for each Beneficial Owner.

Name of Creditor (Print or Type): _____

Social Security or Federal Tax I.D. No. (optional): _____

Signature: _____

Print or Type Name: _____

Title (if appropriate): _____

Address: _____

Telephone Number: _____

Date: _____

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan. This Ballot shall not constitute or be deemed a proof of claim or equity interest or an assertion of a claim or equity interest.

YOUR VOTE MUST BE FORWARDED IN AMPLE TIME FOR YOUR VOTE TO BE RECEIVED BY THE VOTING AGENT, BY 5:00 P.M., PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004, OR YOUR VOTE WILL NOT BE COUNTED. IF THE ENCLOSED ENVELOPE IS ADDRESSED TO YOUR NOMINEE, MAKE SURE YOUR NOMINEE RECEIVES YOUR BALLOT IN TIME TO SUBMIT IT ON A MASTER BALLOT BEFORE THE VOTING DEADLINE.

**OPPORTUNITY FOR GENERAL UNSECURED CREDITORS TO
PURCHASE CONVERTIBLE SECOND-LIEN NOTES
(PLEASE REFER TO SECTION II.C OF THE DISCLOSURE STATEMENT FOR
FURTHER INFORMATION REGARDING THIS OPPORTUNITY)**

In the event that the RCN Companies pursue the issuance of the Convertible Second-Lien Notes, Deutsche Bank or another financial institution acceptable to the Debtors and the Creditors' Committee (the "Placement Agent") will act as initial purchaser of such notes in a transaction expected to be exempt from registration under the Securities Act by reason of section 4(2) thereof. The Placement Agent would resell, in one or more transactions not requiring registration under the Securities Act, up to 100% of the Convertible Second-Lien Notes purchased by it to Persons, including General Unsecured Creditors of the Debtors, who are Accredited Investors. If the Convertible Second-Lien Notes are offered, the Debtors will request that the Placement Agent reserve up to 49% of such notes for resale to qualified General Unsecured Creditors at a purchase price equal to the same purchase price at which the Convertible Second-Lien Notes are purchased by the Placement Agent, subject to such other percentage as may be necessary in connection with the Placement Agent's syndication efforts with respect to the Term Loans and the Convertible Second-Lien Notes. In order to facilitate the issuance of Convertible Second-Lien Notes, the RCN Companies have requested that certain members of the Creditors' Committee provide commitments by no later than October 25, 2004 (the "Commitment Date") to purchase from the Placement Agent, on customary terms and conditions, all of the Convertible Second-Lien Notes offered for resale to, and not purchased by, other General Unsecured Creditors of the Debtors. Any Convertible Second-Lien Notes committed to be purchased by members of the Creditors' Committee shall be shared ratably (based on their relative amount of General Unsecured Claims) with any other General Unsecured Creditor that agrees to purchase Convertible Second-Lien Notes by the Commitment Date. RCN has agreed to facilitate the Placement Agent's offering of Convertible Second-Lien Notes to Accredited Investors by furnishing to the Placement Agent a list of holders of General Unsecured Claims that, in the belief of RCN, qualify as Accredited Investors. RCN's furnishing of such information is not intended to be exclusive of any other information that may be available to the Placement Agent or that may be supplied by potential investors. In connection with the resale of Convertible Second-Lien Notes by the Placement Agent, the Placement Agent may request customary information about potential purchasers in order to determine the eligibility of such potential purchaser to purchase the Convertible Second-Lien Notes.

INSTRUCTIONS FOR COMPLETING THE BENEFICIAL OWNER BALLOT

RCN Corporation and certain of its subsidiaries and affiliates (collectively, the "Debtors") are soliciting the votes of their noteholders and certain other creditors on their proposed Plan, dated October 12, 2004, described in and annexed as Exhibit A to the Disclosure Statement accompanying this Ballot. Please review the Disclosure Statement and Plan carefully before you vote. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Plan.

This Ballot does *not* constitute and shall *not* be deemed to constitute (a) a proof of claim or (b) an admission by the Debtors of the nature, validity, or amount of any claim. This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan. Holders should *not* surrender, at this time, certificates representing their Notes, and neither the Debtors nor the Voting Agent will accept delivery of any certificates surrendered with this Ballot. Surrender of Notes for exchange may only be made by you or your Nominee pursuant to a letter of transmittal, which will be furnished by the Debtors following confirmation of the Plan. **DO NOT SUBMIT NOTES WITH THIS BALLOT.**

To ensure your vote is counted, you must complete, sign and return this Ballot to the address set forth on the enclosed pre-addressed postage-paid envelope provided. **Unsigned ballots may not be counted.** Ballots (or the Master Ballot completed on your behalf by your Nominee) must be received by the Voting Agent, Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, New York 10017, Att'n: RCN Corporation Ballot Tabulation, by 5:00 p.m. (prevailing Eastern Time) on November 30, 2004. **If you received a return envelope addressed to your Nominee, be sure to return your Ballot early enough for your vote to be processed and then forwarded and received by the Voting Agent by the Voting Deadline.** If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, such delivery will be deemed made only when the original executed Ballot is actually received by the Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. Delivery of a Ballot by facsimile, e-mail or any other electronic means will not be accepted. No Ballot should be sent to the Debtors, any indenture trustee, transfer agent, or financial or legal advisor of the Debtors.

To complete the Ballot properly, take the following steps:

(a) Make sure that the information required by Item 1 has been inserted. If you do not know the face amount of your Notes, please contact your Nominee immediately.

(b) Cast your vote either to accept or reject the Plan by checking the proper box in Item 2. Ballots that are signed and returned, but not expressly voted for acceptance or rejection of the Plan will not be counted. A Ballot accepting or rejecting the Plan may not be revoked after the Voting Deadline.

(c) Provide the information required by Item 3, if applicable to you. Use the following legend to insert the appropriate code in the last column of the table in Item 3:

Basis of Other Class 5 Claim	Code
General Unsecured Claim (Other than a Senior Note Claim)	GUC
11 1/8% Senior Discount Notes, due October 15, 2007	11 1/8% SDN
11% Senior Notes, due July 1, 2008	11% SN
10% Senior Notes, due October 15, 2007	10% SN
9.8% Senior Discount Notes, due October 15, 2007	9.8% SDN
10 1/8% Senior Notes, due January 15, 2010	10 1/8% SN

- (d) Read Item 4 carefully.
- (e) Sign and date your Ballot (unless your ballot has already been signed or "prevalidated" by your Nominee).
- (f) If you believe that you have received the wrong ballot, please contact the Voting Agent, Financial Balloting Group, at (626) 282-1800, or your broker or Nominee immediately.
- (g) If you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing.
- (h) Provide your name and mailing address (i) if different from the printed address that appears on the Ballot, or (ii) if no pre-printed address appears on the Ballot.
- (i) Return your Ballot using the enclosed return envelope.

PLEASE MAIL YOUR BALLOT PROMPTLY!

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES,
PLEASE CONTACT THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, PROMPTLY
AT (646) 282 -1800 OR FINANCIAL BALLOTING GROUP LLC,
757 THIRD AVENUE, 3RD FLOOR, NEW YORK, NEW YORK 10017,
ATT'N: RCN CORPORATION BALLOT TABULATION**

Ballot for Holders of Class 7 Preferred Interests

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE COURT.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
RCN CORPORATION, <u>et al.</u> ,	:	Case No. 04-13638 (RDD)
	:	
Debtors.	:	Jointly Administered
	:	
-----	x	

CLASS 7 – PREFERRED INTERESTS

**BALLOT FOR ACCEPTING OR REJECTING
JOINT PLAN OF REORGANIZATION OF RCN CORPORATION AND CERTAIN
SUBSIDIARIES UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

This Ballot is to be used by you, as a holder of a Class 7 Preferred Interest in RCN Corporation, to transmit your vote to accept or reject the chapter 11 plan of reorganization (the "Plan")¹ which is being proposed by RCN Corporation and certain of its subsidiaries and affiliates. The Plan is Exhibit A to the Disclosure Statement, dated October 12, 2004 (the "Disclosure Statement"), which accompanies this Ballot. The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class that vote on the Plan, and by the holders of two-thirds in amount of equity security interests in each class that vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. Before you transmit your vote, please review the Disclosure Statement carefully, including the voting procedures explained in Section XIV - "The Solicitation; Voting Procedures."

**PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY AND
RETURN YOUR BALLOT IN THE ENVELOPE PROVIDED.**

¹ Unless otherwise defined herein, capitalized terms shall have the meaning ascribed to them in the Plan.

IMPORTANT

YOU SHOULD REVIEW THE DISCLOSURE STATEMENT AND THE PLAN BEFORE YOU VOTE. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE PLAN AND YOUR CLASSIFICATION AND TREATMENT UNDER THE PLAN. YOUR INTERESTS HAVE BEEN PLACED IN CLASS 7 UNDER THE PLAN. IF YOU HOLD CLAIMS OR INTERESTS IN ANOTHER CLASS, YOU WILL RECEIVE A BALLOT FOR EACH CLASS IN WHICH YOU ARE ENTITLED TO VOTE.

PLEASE READ CAREFULLY AND FOLLOW THE ATTACHED INSTRUCTIONS ON RETURNING YOUR BALLOT. THE VOTING DEADLINE BY WHICH YOUR VOTE MUST BE *RECEIVED* BY THE VOTING AGENT IS 5:00 P.M., *PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004* OR THE VOTES REPRESENTED BY YOUR BALLOT WILL *NOT* BE COUNTED. IF YOU HAVE ANY QUESTIONS, PLEASE CALL FINANCIAL BALLOTING GROUP LLC (THE "VOTING AGENT") AT (646) 282-1800. BALLOTS WILL NOT BE ACCEPTED BY FACSIMILE TRANSMISSION. THIS BALLOT MAY *NOT* BE USED FOR ANY PURPOSE OTHER THAN TO CAST VOTES TO ACCEPT OR REJECT THE PLAN.

YOUR VOTE MUST BE FORWARDED IN AMPLE TIME FOR YOUR VOTE TO BE RECEIVED BY THE VOTING AGENT, BY 5:00 P.M., PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004, OR YOUR VOTE WILL NOT BE COUNTED.

Item 1. Vote On Plan. For purposes of voting to accept (for) or reject (against) the Plan, the undersigned votes all of his/her/its Class 7 Preferred Interest in the Debtors and in the aggregate voting amount listed above as follows (**check one box only in Item 1 - if you do NOT check a box, your vote will not be counted**).

☐ ACCEPTS (votes FOR) the Plan.

☐ REJECTS (votes AGAINST) the Plan.

Item 2. Certifications. By signing this Ballot, the undersigned interestholder certifies that he/she/it (i) has been provided with copies of (a) the Disclosure Statement With Respect To Joint Plan of Reorganization of RCN Corporation And Certain Subsidiaries, as approved by the Bankruptcy Court and (b) the Plan, and (ii) is the holder of the Interests set forth above and has full power and authority to vote to accept or reject the Plan. To the extent that the undersigned is voting on behalf of the actual holder of the Interests, the undersigned certifies that he/she/it has the requisite authority to do so and will submit evidence of same upon request.

Name of Creditor (Print or Type): _____

Social Security or Federal Tax I.D. No. (optional): _____

Signature: _____

Print or Type Name: _____

Title (if appropriate): _____

Address: _____

Telephone Number: _____

Date: _____

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan. This Ballot shall not constitute or be deemed a proof of claim or equity interest or an assertion of a claim or equity interest.

YOUR VOTE MUST BE FORWARDED IN AMPLE TIME FOR YOUR VOTE TO BE RECEIVED BY THE VOTING AGENT BY 5:00 P.M., PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004, OR YOUR VOTE WILL NOT BE COUNTED.

INSTRUCTIONS FOR COMPLETING THE CLASS 7 PREFERRED INTERESTS BALLOT

RCN Corporation and certain of its subsidiaries and affiliates (collectively, the "Debtors") are soliciting the votes of their noteholders and certain other creditors on their proposed Plan, dated October 12, 2004, described in and annexed as Exhibit A to the Disclosure Statement accompanying this Ballot. Please review the Disclosure Statement and Plan carefully before you vote. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Plan.

This Ballot does *not* constitute and shall *not* be deemed to constitute (a) a proof of claim or (b) an admission by the Debtors of the nature, validity, or amount of any claim.

To ensure your vote is counted, you must complete, sign and return this Ballot to the address set forth on the enclosed pre-addressed postage-paid envelope provided. **Unsigned ballots may not be counted.** Ballots must be received by the Voting Agent, Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, NY 10017, Att'n: RCN Corporation Ballot Tabulation, by 5:00 p.m. (prevailing Eastern Time) on November 30, 2004. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, such delivery will be deemed made only when the original executed Ballot is actually received by the Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. Delivery of a Ballot by facsimile, e-mail or any other electronic means will not be accepted. Ballots should not be sent to the Debtors, any indenture trustee, transfer agent, or financial or legal advisor of the Debtors.

To complete the Ballot properly, take the following steps:

(a) Cast your vote either to accept or reject the Plan by checking the proper box in Item 1. Ballots that are signed and returned, but not expressly voted for acceptance or rejection of the Plan, will not be counted. A Ballot accepting or rejecting the Plan may not be revoked after the Voting Deadline.

(b) Read Item 2 carefully.

(c) Sign and date your Ballot.

(d) If you believe that you have received the wrong ballot or if you believe any of the information contained in this Ballot is incorrect, please contact the Voting Agent, Financial Balloting Group LLC, at (646) 282-1800 immediately.

(e) If you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing.

(f) Provide your name and mailing address (i) if different from the printed address that appears on the Ballot, or (ii) if no pre-printed address appears on the Ballot.

(g) Return your Ballot using the enclosed return envelope.

PLEASE MAIL YOUR BALLOT PROMPTLY!

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES,
PLEASE CONTACT THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, PROMPTLY
AT (646) 282 -1800 OR FINANCIAL BALLOTING GROUP LLC,
757 THIRD AVENUE, 3RD FLOOR, NEW YORK, NEW YORK 10017,
ATT'N: RCN CORPORATION BALLOT TABULATION**

Exhibit D

Election Form for Holders of Class 5 RCN General Unsecured Claims (Senior Noteholders)
10% Senior Notes (CUSIP 749361 AC5)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
RCN CORPORATION, <u>et al.</u> ,	:	Case No. 04-13638 (RDD)
	:	
Debtors.	:	Jointly Administered
	:	
-----	x	

ELECTION FORM FOR HOLDERS OF CLASS 5 RCN GENERAL UNSECURED CLAIMS

This election form (the "Election Form") is to be used by you, as a beneficial owner of the debt securities issued by RCN Corporation indicated on the top of this Election Form (the "Notes"), to elect the treatment of your claim (the "Election") under the chapter 11 plan of reorganization (as amended, the "Plan")¹ proposed by RCN Corporation and certain of its subsidiaries and affiliates. The Plan is Exhibit A to the Disclosure Statement, dated October 12, 2004 (as amended, the "Disclosure Statement"), which accompanies this Election Form. A Solicitation Package was sent to you that included, among other items, a copy of the Plan and Disclosure Statement and a Ballot for voting your claim. If you have not received a Solicitation Package, please immediately contact the person or entity that is the registered owner (the "Nominee") of your Notes or the Debtors' voting agent, Financial Balloting Group LLC, at (646) 282-1800.

Under the Plan, each holder of an Allowed Class 5 RCN General Unsecured Claim shall receive, in full and final satisfaction, settlement, release, and discharge of, and in exchange for, such Allowed Class 5 General Unsecured Claim, on or as soon as practicable after the Effective Date, (i) its Pro Rata share of 100% of the shares of New Common Stock, subject to dilution by exercise of the (A) Management Incentive Options and New Warrants and (B) conversion of any Convertible Second-Lien Notes, or (ii) at the election of a holder of an Allowed Class 5 RCN General Unsecured Claim (the "Cash Electing Holder"), such Cash Electing Holder shall receive instead, Cash equal to 25% of the amount of such Allowed Class 5 RCN General Unsecured Claim (the "Cash Component"); *provided, however*, that if the aggregate amount of Cash to be distributed to all Cash Electing Holders exceeds \$12,500,000 (the "Cash Component Cap"), then each Cash Electing Holder shall receive (y) its Pro Rata share, based on the Face Amount of the Allowed Class 5 RCN General Unsecured Claims of all Cash Electing Holders, of the Cash Component Cap (the "Capped Distribution Component"), and (z) a Pro Rata share of the New Common Stock as set forth in (i) above calculated by multiplying the Face Amount of the Cash Electing Holder's Allowed Class 5 RCN General Unsecured Claim by the percentage by which the Capped Distribution Component is less than what the Cash Component would have been.

**PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY AND
RETURN YOUR ELECTION FORM IN THE ENVELOPE PROVIDED.**

YOU SHOULD REVIEW THE DISCLOSURE STATEMENT AND THE PLAN BEFORE YOU MAKE YOUR ELECTION. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE PLAN AND YOUR CLASSIFICATION AND TREATMENT UNDER THE PLAN. YOUR CLAIMS HAVE BEEN PLACED IN CLASS 5 UNDER THE PLAN.

PLEASE READ CAREFULLY AND FOLLOW THE ATTACHED INSTRUCTIONS ON RETURNING YOUR ELECTION FORM. THE ELECTION DEADLINE IS **5:00 P.M., PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004**. IF YOU HAVE ANY QUESTIONS, PLEASE CALL FINANCIAL BALLOTING GROUP LLC (THE "VOTING AGENT") AT (646) 282-1800. DO NOT RETURN ANY NOTES WITH THIS ELECTION FORM. THIS ELECTION FORM IS *NOT* A LETTER OF TRANSMITTAL AND MAY *NOT* BE USED FOR ANY PURPOSE OTHER THAN TO ELECT THE TREATMENT OF YOUR CLAIMS UNDER THE PLAN.

¹ Unless otherwise defined herein, capitalized terms shall have the meaning ascribed to them in the Plan.

This Election Form is to be used only for the purpose of electing the treatment of your Class 5 RCN General Unsecured Claim under the Plan. If you do not make an election you will receive your Pro Rata share of the New Common Stock as described above.

In order to make the Election, you must complete and return this Election Form to your Nominee in sufficient time for your Election to be processed in advance of the election expiration deadline which is **5:00 p.m. (prevailing Eastern time) on November 30, 2004** (the "Election Expiration Date"). Upon receipt of your Election Form, the securities representing your Allowed Senior Note Claim will be deemed surrendered and you will not be able to sell or otherwise transfer those securities unless your Election is withdrawn by your Nominee prior to the Election Expiration Date. However, private arrangements for the sale and purchase of the right to receive distributions under the Plan following the surrender of securities to effectuate an Election are not prohibited, but the Debtors have no obligation to recognize or facilitate such private arrangements. Your Election and deemed surrender of securities will be revocable prior to the Election Expiration Date and the holder of a Claim that has revoked an Election may exercise a new election, subject to compliance with all required procedures (including those procedures set forth herein) prior to the Election Expiration Date. **If you are the holder of Allowed Senior Note Claims that are held in separate accounts, you will receive a separate Election Form for each such Claim.** If you have any questions about this Election Form please contact either your Nominee or the Voting Agent, Financial Balloting Group LLC, at (646) 282-1800.

HOW TO MAKE THE ELECTION:

COMPLETE ITEM 1 BY INDICATING THE PRINCIPAL AMOUNT OF NOTES THAT YOU HOLD OF THE TYPE INDICATED ON THE TOP OF THIS PAGE;
COMPLETE ITEM 2 BY INDICATING YOUR ELECTION;
COMPLETE THE CERTIFICATION IN ITEM 3; AND
RETURN THE ELECTION FORM TO YOUR NOMINEE PRIOR TO THE ELECTION EXPIRATION DATE IN SUFFICIENT TIME FOR YOUR NOMINEE TO PROCESS YOUR ELECTION.

Item 1. AGGREGATE PRINCIPAL AMOUNT OF NOTES HELD BY THE CREDITOR OF THE TYPE SPECIFIED ON THE TOP OF THIS PAGE:

\$

Item 2. INDICATE BELOW WHETHER YOU ELECT TO RECEIVE THE CASH COMPONENT ON ACCOUNT OF YOUR ALLOWED SENIOR NOTE CLAIM. **HOLDERS OF NOTES WHO WANT TO RECEIVE ONLY A PRO RATA DISTRIBUTION OF NEW COMMON STOCK NEED NOT RETURN THIS ELECTION FORM. NOTE: YOU ARE ENTITLED TO MAKE THE CASH ELECTION EVEN IF YOU VOTE TO REJECT THE PLAN OR DO NOT VOTE AT ALL.**

- ☐ I elect to receive the Cash Component; *provided, however*, I understand that if the aggregate amount of Cash to be distributed to all Electing Holders exceeds the Cash Component Cap, then my distribution on account of my Allowed Senior Note Claim will be a combination of Cash and New Common Stock to be determined in accordance with the terms of the Plan.

Item 3. Authorization. By returning this Election Form, the beneficial owner of the Notes identified in Item 1 certifies that it (a) has full power and authority to make the Election with respect to the Notes listed in Item 1, (b) if the Election is made, the Beneficial Holder's underlying Notes identified in Item 1 will be electronically surrendered, (c) understands that any distribution on account such underlying Notes is contingent upon confirmation of the Plan, and (d) understands that in the event that the Plan is not confirmed by the Bankruptcy Court the underlying Notes will be electronically released.

An authorized signatory of an eligible beneficial owner may execute this Election Form, but must provide the name and address of the beneficial owner on this Election Form and may be required to submit evidence to the Bankruptcy Court demonstrating such signatory's authorization to make the Election on behalf of the beneficial owner. Authorized signatories voting on behalf of more than one beneficial owner must complete a separate Election Form for each Beneficial Owner.

Name of Creditor (Print or Type): _____

Social Security or Federal Tax I.D. No. (optional): _____

Signature: _____

Print or Type Name: _____

Title (if appropriate): _____

Address: _____

Telephone Number: _____

Date: _____

THIS FORM SHOULD BE RETURNED ONLY TO YOUR NOMINEE.

IF YOU HAVE NOT RECEIVED THE SOLICITATION PACKAGE OR IF YOU HAVE ANY QUESTIONS REGARDING THIS ELECTION FORM PLEASE CONTACT EITHER YOUR NOMINEE OR THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, AT (646) 282-1800.

Election Form for Holders of Class 5 RCN General Unsecured Claims (Senior Noteholders)
11 1/8% Senior Discount Notes (CUSIP 749361 AD3)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
RCN CORPORATION, <u>et al.</u> ,	:	Case No. 04-13638 (RDD)
	:	
Debtors.	:	Jointly Administered
	:	
-----	x	

ELECTION FORM FOR HOLDERS OF CLASS 5 RCN GENERAL UNSECURED CLAIMS

This election form (the "Election Form") is to be used by you, as a beneficial owner of the debt securities issued by RCN Corporation indicated on the top of this Election Form (the "Notes"), to elect the treatment of your claim (the "Election") under the chapter 11 plan of reorganization (as amended, the "Plan")¹ proposed by RCN Corporation and certain of its subsidiaries and affiliates. The Plan is Exhibit A to the Disclosure Statement, dated October 12, 2004 (as amended, the "Disclosure Statement"), which accompanies this Election Form. A Solicitation Package was sent to you that included, among other items, a copy of the Plan and Disclosure Statement and a Ballot for voting your claim. If you have not received a Solicitation Package, please immediately contact the person or entity that is the registered owner (the "Nominee") of your Notes or the Debtors' voting agent, Financial Balloting Group LLC, at (646) 282-1800.

Under the Plan, each holder of an Allowed Class 5 RCN General Unsecured Claim shall receive, in full and final satisfaction, settlement, release, and discharge of, and in exchange for, such Allowed Class 5 General Unsecured Claim, on or as soon as practicable after the Effective Date, (i) its Pro Rata share of 100% of the shares of New Common Stock, subject to dilution by exercise of the (A) Management Incentive Options and New Warrants and (B) conversion of any Convertible Second-Lien Notes, or (ii) at the election of a holder of an Allowed Class 5 RCN General Unsecured Claim (the "Cash Electing Holder"), such Cash Electing Holder shall receive instead, Cash equal to 25% of the amount of such Allowed Class 5 RCN General Unsecured Claim (the "Cash Component"); *provided, however*, that if the aggregate amount of Cash to be distributed to all Cash Electing Holders exceeds \$12,500,000 (the "Cash Component Cap"), then each Cash Electing Holder shall receive (y) its Pro Rata share, based on the Face Amount of the Allowed Class 5 RCN General Unsecured Claims of all Cash Electing Holders, of the Cash Component Cap (the "Capped Distribution Component"), and (z) a Pro Rata share of the New Common Stock as set forth in (i) above calculated by multiplying the Face Amount of the Cash Electing Holder's Allowed Class 5 RCN General Unsecured Claim by the percentage by which the Capped Distribution Component is less than what the Cash Component would have been.

**PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY AND
RETURN YOUR ELECTION FORM IN THE ENVELOPE PROVIDED.**

YOU SHOULD REVIEW THE DISCLOSURE STATEMENT AND THE PLAN BEFORE YOU MAKE YOUR ELECTION. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE PLAN AND YOUR CLASSIFICATION AND TREATMENT UNDER THE PLAN. YOUR CLAIMS HAVE BEEN PLACED IN CLASS 5 UNDER THE PLAN.

PLEASE READ CAREFULLY AND FOLLOW THE ATTACHED INSTRUCTIONS ON RETURNING YOUR ELECTION FORM. THE ELECTION DEADLINE IS **5:00 P.M., PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004**. IF YOU HAVE ANY QUESTIONS, PLEASE CALL FINANCIAL BALLOTING GROUP LLC (THE "VOTING AGENT") AT (646) 282-1800. DO NOT RETURN ANY NOTES WITH THIS ELECTION FORM. THIS ELECTION FORM IS *NOT* A LETTER OF TRANSMITTAL AND MAY *NOT* BE USED FOR ANY PURPOSE OTHER THAN TO ELECT THE TREATMENT OF YOUR CLAIMS UNDER THE PLAN.

¹ Unless otherwise defined herein, capitalized terms shall have the meaning ascribed to them in the Plan.

This Election Form is to be used only for the purpose of electing the treatment of your Class 5 RCN General Unsecured Claim under the Plan. If you do not make an election you will receive your Pro Rata share of the New Common Stock as described above.

In order to make the Election, you must complete and return this Election Form to your Nominee in sufficient time for your Election to be processed in advance of the election expiration deadline which is **5:00 p.m. (prevailing Eastern time) on November 30, 2004** (the "Election Expiration Date"). Upon receipt of your Election Form, the securities representing your Allowed Senior Note Claim will be deemed surrendered and you will not be able to sell or otherwise transfer those securities unless your Election is withdrawn by your Nominee prior to the Election Expiration Date. However, private arrangements for the sale and purchase of the right to receive distributions under the Plan following the surrender of securities to effectuate an Election are not prohibited, but the Debtors have no obligation to recognize or facilitate such private arrangements. Your Election and deemed surrender of securities will be revocable prior to the Election Expiration Date and the holder of a Claim that has revoked an Election may exercise a new election, subject to compliance with all required procedures (including those procedures set forth herein) prior to the Election Expiration Date. **If you are the holder of Allowed Senior Note Claims that are held in separate accounts, you will receive a separate Election Form for each such Claim.** If you have any questions about this Election Form please contact either your Nominee or the Voting Agent, Financial Balloting Group LLC, at (646) 282-1800.

HOW TO MAKE THE ELECTION:

COMPLETE ITEM 1 BY INDICATING THE PRINCIPAL AMOUNT OF NOTES THAT YOU HOLD OF THE TYPE INDICATED ON THE TOP OF THIS PAGE;
COMPLETE ITEM 2 BY INDICATING YOUR ELECTION;
COMPLETE THE CERTIFICATION IN ITEM 3; AND
RETURN THE ELECTION FORM TO YOUR NOMINEE PRIOR TO THE ELECTION EXPIRATION DATE IN SUFFICIENT TIME FOR YOUR NOMINEE TO PROCESS YOUR ELECTION.

- Item 1.** AGGREGATE PRINCIPAL AMOUNT OF NOTES HELD BY THE CREDITOR OF THE TYPE SPECIFIED ON THE TOP OF THIS PAGE:

\$

- Item 2.** INDICATE BELOW WHETHER YOU ELECT TO RECEIVE THE CASH COMPONENT ON ACCOUNT OF YOUR ALLOWED SENIOR NOTE CLAIM. **HOLDERS OF NOTES WHO WANT TO RECEIVE ONLY A PRO RATA DISTRIBUTION OF NEW COMMON STOCK NEED NOT RETURN THIS ELECTION FORM. NOTE: YOU ARE ENTITLED TO MAKE THE CASH ELECTION EVEN IF YOU VOTE TO REJECT THE PLAN OR DO NOT VOTE AT ALL.**

- ☐ I elect to receive the Cash Component; *provided, however*, I understand that if the aggregate amount of Cash to be distributed to all Electing Holders exceeds the Cash Component Cap, then my distribution on account of my Allowed Senior Note Claim will be a combination of Cash and New Common Stock to be determined in accordance with the terms of the Plan.

Item 3. Authorization. By returning this Election Form, the beneficial owner of the Notes identified in Item 1 certifies that it (a) has full power and authority to make the Election with respect to the Notes listed in Item 1, (b) if the Election is made, the Beneficial Holder's underlying Notes identified in Item 1 will be electronically surrendered, (c) understands that any distribution on account such underlying Notes is contingent upon confirmation of the Plan, and (d) understands that in the event that the Plan is not confirmed by the Bankruptcy Court the underlying Notes will be electronically released.

An authorized signatory of an eligible beneficial owner may execute this Election Form, but must provide the name and address of the beneficial owner on this Election Form and may be required to submit evidence to the Bankruptcy Court demonstrating such signatory's authorization to make the Election on behalf of the beneficial owner. Authorized signatories voting on behalf of more than one beneficial owner must complete a separate Election Form for each Beneficial Owner.

Name of Creditor (Print or Type): _____

Social Security or Federal Tax I.D. No. (optional): _____

Signature: _____

Print or Type Name: _____

Title (if appropriate): _____

Address: _____

Telephone Number: _____

Date: _____

THIS FORM SHOULD BE RETURNED ONLY TO YOUR NOMINEE.

IF YOU HAVE NOT RECEIVED THE SOLICITATION PACKAGE OR IF YOU HAVE ANY QUESTIONS REGARDING THIS ELECTION FORM PLEASE CONTACT EITHER YOUR NOMINEE OR THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, AT (646) 282-1800.

Election Form for Holders of Class 5 RCN General Unsecured Claims (Senior Noteholders)
9.8% Senior Discount Notes (CUSIP 749361 AG6)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
RCN CORPORATION, <u>et al.</u> ,	:	Case No. 04-13638 (RDD)
	:	
Debtors.	:	Jointly Administered
	:	
-----	x	

ELECTION FORM FOR HOLDERS OF CLASS 5 RCN GENERAL UNSECURED CLAIMS

This election form (the "Election Form") is to be used by you, as a beneficial owner of the debt securities issued by RCN Corporation indicated on the top of this Election Form (the "Notes"), to elect the treatment of your claim (the "Election") under the chapter 11 plan of reorganization (as amended, the "Plan")¹ proposed by RCN Corporation and certain of its subsidiaries and affiliates. The Plan is Exhibit A to the Disclosure Statement, dated October 12, 2004 (as amended, the "Disclosure Statement"), which accompanies this Election Form. A Solicitation Package was sent to you that included, among other items, a copy of the Plan and Disclosure Statement and a Ballot for voting your claim. If you have not received a Solicitation Package, please immediately contact the person or entity that is the registered owner (the "Nominee") of your Notes or the Debtors' voting agent, Financial Balloting Group LLC, at (646) 282-1800.

Under the Plan, each holder of an Allowed Class 5 RCN General Unsecured Claim shall receive, in full and final satisfaction, settlement, release, and discharge of, and in exchange for, such Allowed Class 5 General Unsecured Claim, on or as soon as practicable after the Effective Date, (i) its Pro Rata share of 100% of the shares of New Common Stock, subject to dilution by exercise of the (A) Management Incentive Options and New Warrants and (B) conversion of any Convertible Second-Lien Notes, or (ii) at the election of a holder of an Allowed Class 5 RCN General Unsecured Claim (the "Cash Electing Holder"), such Cash Electing Holder shall receive instead, Cash equal to 25% of the amount of such Allowed Class 5 RCN General Unsecured Claim (the "Cash Component"); *provided, however*, that if the aggregate amount of Cash to be distributed to all Cash Electing Holders exceeds \$12,500,000 (the "Cash Component Cap"), then each Cash Electing Holder shall receive (y) its Pro Rata share, based on the Face Amount of the Allowed Class 5 RCN General Unsecured Claims of all Cash Electing Holders, of the Cash Component Cap (the "Capped Distribution Component"), and (z) a Pro Rata share of the New Common Stock as set forth in (i) above calculated by multiplying the Face Amount of the Cash Electing Holder's Allowed Class 5 RCN General Unsecured Claim by the percentage by which the Capped Distribution Component is less than what the Cash Component would have been.

**PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY AND
RETURN YOUR ELECTION FORM IN THE ENVELOPE PROVIDED.**

YOU SHOULD REVIEW THE DISCLOSURE STATEMENT AND THE PLAN BEFORE YOU MAKE YOUR ELECTION. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE PLAN AND YOUR CLASSIFICATION AND TREATMENT UNDER THE PLAN. YOUR CLAIMS HAVE BEEN PLACED IN CLASS 5 UNDER THE PLAN.

PLEASE READ CAREFULLY AND FOLLOW THE ATTACHED INSTRUCTIONS ON RETURNING YOUR ELECTION FORM. THE ELECTION DEADLINE IS **5:00 P.M., PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004**. IF YOU HAVE ANY QUESTIONS, PLEASE CALL FINANCIAL BALLOTING GROUP LLC (THE "VOTING AGENT") AT (646) 282-1800. DO NOT RETURN ANY NOTES WITH THIS ELECTION FORM. THIS ELECTION FORM IS *NOT* A LETTER OF TRANSMITTAL AND MAY *NOT* BE USED FOR ANY PURPOSE OTHER THAN TO ELECT THE TREATMENT OF YOUR CLAIMS UNDER THE PLAN.

¹ Unless otherwise defined herein, capitalized terms shall have the meaning ascribed to them in the Plan.

This Election Form is to be used only for the purpose of electing the treatment of your Class 5 RCN General Unsecured Claim under the Plan. If you do not make an election you will receive your Pro Rata share of the New Common Stock as described above.

In order to make the Election, you must complete and return this Election Form to your Nominee in sufficient time for your Election to be processed in advance of the election expiration deadline which is **5:00 p.m. (prevailing Eastern time) on November 30, 2004** (the "Election Expiration Date"). Upon receipt of your Election Form, the securities representing your Allowed Senior Note Claim will be deemed surrendered and you will not be able to sell or otherwise transfer those securities unless your Election is withdrawn by your Nominee prior to the Election Expiration Date. However, private arrangements for the sale and purchase of the right to receive distributions under the Plan following the surrender of securities to effectuate an Election are not prohibited, but the Debtors have no obligation to recognize or facilitate such private arrangements. Your Election and deemed surrender of securities will be revocable prior to the Election Expiration Date and the holder of a Claim that has revoked an Election may exercise a new election, subject to compliance with all required procedures (including those procedures set forth herein) prior to the Election Expiration Date. **If you are the holder of Allowed Senior Note Claims that are held in separate accounts, you will receive a separate Election Form for each such Claim.** If you have any questions about this Election Form please contact either your Nominee or the Voting Agent, Financial Balloting Group LLC, at (646) 282-1800.

HOW TO MAKE THE ELECTION:

COMPLETE ITEM 1 BY INDICATING THE PRINCIPAL AMOUNT OF NOTES THAT YOU HOLD OF THE TYPE INDICATED ON THE TOP OF THIS PAGE;
COMPLETE ITEM 2 BY INDICATING YOUR ELECTION;
COMPLETE THE CERTIFICATION IN ITEM 3; AND
RETURN THE ELECTION FORM TO YOUR NOMINEE PRIOR TO THE ELECTION EXPIRATION DATE IN SUFFICIENT TIME FOR YOUR NOMINEE TO PROCESS YOUR ELECTION.

- Item 1.** AGGREGATE PRINCIPAL AMOUNT OF NOTES HELD BY THE CREDITOR OF THE TYPE SPECIFIED ON THE TOP OF THIS PAGE:

\$

- Item 2.** INDICATE BELOW WHETHER YOU ELECT TO RECEIVE THE CASH COMPONENT ON ACCOUNT OF YOUR ALLOWED SENIOR NOTE CLAIM. **HOLDERS OF NOTES WHO WANT TO RECEIVE ONLY A PRO RATA DISTRIBUTION OF NEW COMMON STOCK NEED NOT RETURN THIS ELECTION FORM. NOTE: YOU ARE ENTITLED TO MAKE THE CASH ELECTION EVEN IF YOU VOTE TO REJECT THE PLAN OR DO NOT VOTE AT ALL.**

- ☐ I elect to receive the Cash Component; *provided, however*, I understand that if the aggregate amount of Cash to be distributed to all Electing Holders exceeds the Cash Component Cap, then my distribution on account of my Allowed Senior Note Claim will be a combination of Cash and New Common Stock to be determined in accordance with the terms of the Plan.

Item 3. Authorization. By returning this Election Form, the beneficial owner of the Notes identified in Item 1 certifies that it (a) has full power and authority to make the Election with respect to the Notes listed in Item 1, (b) if the Election is made, the Beneficial Holder's underlying Notes identified in Item 1 will be electronically surrendered, (c) understands that any distribution on account such underlying Notes is contingent upon confirmation of the Plan, and (d) understands that in the event that the Plan is not confirmed by the Bankruptcy Court the underlying Notes will be electronically released.

An authorized signatory of an eligible beneficial owner may execute this Election Form, but must provide the name and address of the beneficial owner on this Election Form and may be required to submit evidence to the Bankruptcy Court demonstrating such signatory's authorization to make the Election on behalf of the beneficial owner. Authorized signatories voting on behalf of more than one beneficial owner must complete a separate Election Form for each Beneficial Owner.

Name of Creditor (Print or Type): _____

Social Security or Federal Tax I.D. No. (optional): _____

Signature: _____

Print or Type Name: _____

Title (if appropriate): _____

Address: _____

Telephone Number: _____

Date: _____

THIS FORM SHOULD BE RETURNED ONLY TO YOUR NOMINEE.

IF YOU HAVE NOT RECEIVED THE SOLICITATION PACKAGE OR IF YOU HAVE ANY QUESTIONS REGARDING THIS ELECTION FORM PLEASE CONTACT EITHER YOUR NOMINEE OR THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, AT (646) 282-1800.

Election Form for Holders of Class 5 RCN General Unsecured Claims (Senior Noteholders)
11% Senior Discount Notes (CUSIP 749361 AH4)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x
	:
In re	:
	:
RCN CORPORATION, <u>et al.</u> ,	:
	:
Debtors.	:
	:
-----	x

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

ELECTION FORM FOR HOLDERS OF CLASS 5 RCN GENERAL UNSECURED CLAIMS

This election form (the "Election Form") is to be used by you, as a beneficial owner of the debt securities issued by RCN Corporation indicated on the top of this Election Form (the "Notes"), to elect the treatment of your claim (the "Election") under the chapter 11 plan of reorganization (as amended, the "Plan")¹ proposed by RCN Corporation and certain of its subsidiaries and affiliates. The Plan is Exhibit A to the Disclosure Statement, dated October 12, 2004 (as amended, the "Disclosure Statement"), which accompanies this Election Form. A Solicitation Package was sent to you that included, among other items, a copy of the Plan and Disclosure Statement and a Ballot for voting your claim. If you have not received a Solicitation Package, please immediately contact the person or entity that is the registered owner (the "Nominee") of your Notes or the Debtors' voting agent, Financial Balloting Group LLC, at (646) 282-1800.

Under the Plan, each holder of an Allowed Class 5 RCN General Unsecured Claim shall receive, in full and final satisfaction, settlement, release, and discharge of, and in exchange for, such Allowed Class 5 General Unsecured Claim, on or as soon as practicable after the Effective Date, (i) its Pro Rata share of 100% of the shares of New Common Stock, subject to dilution by exercise of the (A) Management Incentive Options and New Warrants and (B) conversion of any Convertible Second-Lien Notes, or (ii) at the election of a holder of an Allowed Class 5 RCN General Unsecured Claim (the "Cash Electing Holder"), such Cash Electing Holder shall receive instead, Cash equal to 25% of the amount of such Allowed Class 5 RCN General Unsecured Claim (the "Cash Component"); *provided, however*, that if the aggregate amount of Cash to be distributed to all Cash Electing Holders exceeds \$12,500,000 (the "Cash Component Cap"), then each Cash Electing Holder shall receive (y) its Pro Rata share, based on the Face Amount of the Allowed Class 5 RCN General Unsecured Claims of all Cash Electing Holders, of the Cash Component Cap (the "Capped Distribution Component"), and (z) a Pro Rata share of the New Common Stock as set forth in (i) above calculated by multiplying the Face Amount of the Cash Electing Holder's Allowed Class 5 RCN General Unsecured Claim by the percentage by which the Capped Distribution Component is less than what the Cash Component would have been.

**PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY AND
RETURN YOUR ELECTION FORM IN THE ENVELOPE PROVIDED.**

YOU SHOULD REVIEW THE DISCLOSURE STATEMENT AND THE PLAN BEFORE YOU MAKE YOUR ELECTION. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE PLAN AND YOUR CLASSIFICATION AND TREATMENT UNDER THE PLAN. YOUR CLAIMS HAVE BEEN PLACED IN CLASS 5 UNDER THE PLAN.

PLEASE READ CAREFULLY AND FOLLOW THE ATTACHED INSTRUCTIONS ON RETURNING YOUR ELECTION FORM. THE ELECTION DEADLINE IS **5:00 P.M., PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004**. IF YOU HAVE ANY QUESTIONS, PLEASE CALL FINANCIAL BALLOTING GROUP LLC (THE "VOTING AGENT") AT (646) 282-1800. DO NOT RETURN ANY NOTES WITH THIS ELECTION FORM. THIS ELECTION FORM IS *NOT* A LETTER OF TRANSMITTAL AND MAY *NOT* BE USED FOR ANY PURPOSE OTHER THAN TO ELECT THE TREATMENT OF YOUR CLAIMS UNDER THE PLAN.

¹ Unless otherwise defined herein, capitalized terms shall have the meaning ascribed to them in the Plan.

This Election Form is to be used only for the purpose of electing the treatment of your Class 5 RCN General Unsecured Claim under the Plan. If you do not make an election you will receive your Pro Rata share of the New Common Stock as described above.

In order to make the Election, you must complete and return this Election Form to your Nominee in sufficient time for your Election to be processed in advance of the election expiration deadline which is **5:00 p.m. (prevailing Eastern time) on November 30, 2004** (the "Election Expiration Date"). Upon receipt of your Election Form, the securities representing your Allowed Senior Note Claim will be deemed surrendered and you will not be able to sell or otherwise transfer those securities unless your Election is withdrawn by your Nominee prior to the Election Expiration Date. However, private arrangements for the sale and purchase of the right to receive distributions under the Plan following the surrender of securities to effectuate an Election are not prohibited, but the Debtors have no obligation to recognize or facilitate such private arrangements. Your Election and deemed surrender of securities will be revocable prior to the Election Expiration Date and the holder of a Claim that has revoked an Election may exercise a new election, subject to compliance with all required procedures (including those procedures set forth herein) prior to the Election Expiration Date. **If you are the holder of Allowed Senior Note Claims that are held in separate accounts, you will receive a separate Election Form for each such Claim.** If you have any questions about this Election Form please contact either your Nominee or the Voting Agent, Financial Balloting Group LLC, at (646) 282-1800.

HOW TO MAKE THE ELECTION:

COMPLETE ITEM 1 BY INDICATING THE PRINCIPAL AMOUNT OF NOTES THAT YOU HOLD OF THE TYPE INDICATED ON THE TOP OF THIS PAGE;
COMPLETE ITEM 2 BY INDICATING YOUR ELECTION;
COMPLETE THE CERTIFICATION IN ITEM 3; AND
RETURN THE ELECTION FORM TO YOUR NOMINEE PRIOR TO THE ELECTION EXPIRATION DATE IN SUFFICIENT TIME FOR YOUR NOMINEE TO PROCESS YOUR ELECTION.

Item 1. AGGREGATE PRINCIPAL AMOUNT OF NOTES HELD BY THE CREDITOR OF THE TYPE SPECIFIED ON THE TOP OF THIS PAGE:

\$

Item 2. INDICATE BELOW WHETHER YOU ELECT TO RECEIVE THE CASH COMPONENT ON ACCOUNT OF YOUR ALLOWED SENIOR NOTE CLAIM. **HOLDERS OF NOTES WHO WANT TO RECEIVE ONLY A PRO RATA DISTRIBUTION OF NEW COMMON STOCK NEED NOT RETURN THIS ELECTION FORM. NOTE: YOU ARE ENTITLED TO MAKE THE CASH ELECTION EVEN IF YOU VOTE TO REJECT THE PLAN OR DO NOT VOTE AT ALL.**

- ☐ I elect to receive the Cash Component; *provided, however*, I understand that if the aggregate amount of Cash to be distributed to all Electing Holders exceeds the Cash Component Cap, then my distribution on account of my Allowed Senior Note Claim will be a combination of Cash and New Common Stock to be determined in accordance with the terms of the Plan.

Item 3. Authorization. By returning this Election Form, the beneficial owner of the Notes identified in Item 1 certifies that it (a) has full power and authority to make the Election with respect to the Notes listed in Item 1, (b) if the Election is made, the Beneficial Holder's underlying Notes identified in Item 1 will be electronically surrendered, (c) understands that any distribution on account such underlying Notes is contingent upon confirmation of the Plan, and (d) understands that in the event that the Plan is not confirmed by the Bankruptcy Court the underlying Notes will be electronically released.

An authorized signatory of an eligible beneficial owner may execute this Election Form, but must provide the name and address of the beneficial owner on this Election Form and may be required to submit evidence to the Bankruptcy Court demonstrating such signatory's authorization to make the Election on behalf of the beneficial owner. Authorized signatories voting on behalf of more than one beneficial owner must complete a separate Election Form for each Beneficial Owner.

Name of Creditor (Print or
Type): _____

Social Security or Federal
Tax I.D. No. (optional): _____

Signature: _____

Print or Type Name: _____

Title (if appropriate): _____

Address: _____

Telephone Number: _____

Date: _____

THIS FORM SHOULD BE RETURNED ONLY TO YOUR NOMINEE.

IF YOU HAVE NOT RECEIVED THE SOLICITATION PACKAGE OR IF YOU HAVE ANY QUESTIONS REGARDING THIS ELECTION FORM PLEASE CONTACT EITHER YOUR NOMINEE OR THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, AT (646) 282-1800.

Election Form for Holders of Class 5 RCN General Unsecured Claims (Senior Noteholders)
10 1/8% Senior Notes (CUSIP 749361 AJ0)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
RCN CORPORATION, <u>et al.</u> ,	:	Case No. 04-13638 (RDD)
	:	
Debtors.	:	Jointly Administered
	:	
-----	x	

ELECTION FORM FOR HOLDERS OF CLASS 5 RCN GENERAL UNSECURED CLAIMS

This election form (the "Election Form") is to be used by you, as a beneficial owner of the debt securities issued by RCN Corporation indicated on the top of this Election Form (the "Notes"), to elect the treatment of your claim (the "Election") under the chapter 11 plan of reorganization (as amended, the "Plan")¹ proposed by RCN Corporation and certain of its subsidiaries and affiliates. The Plan is Exhibit A to the Disclosure Statement, dated October 12, 2004 (as amended, the "Disclosure Statement"), which accompanies this Election Form. A Solicitation Package was sent to you that included, among other items, a copy of the Plan and Disclosure Statement and a Ballot for voting your claim. If you have not received a Solicitation Package, please immediately contact the person or entity that is the registered owner (the "Nominee") of your Notes or the Debtors' voting agent, Financial Balloting Group LLC, at (646) 282-1800.

Under the Plan, each holder of an Allowed Class 5 RCN General Unsecured Claim shall receive, in full and final satisfaction, settlement, release, and discharge of, and in exchange for, such Allowed Class 5 General Unsecured Claim, on or as soon as practicable after the Effective Date, (i) its Pro Rata share of 100% of the shares of New Common Stock, subject to dilution by exercise of the (A) Management Incentive Options and New Warrants and (B) conversion of any Convertible Second-Lien Notes, or (ii) at the election of a holder of an Allowed Class 5 RCN General Unsecured Claim (the "Cash Electing Holder"), such Cash Electing Holder shall receive instead, Cash equal to 25% of the amount of such Allowed Class 5 RCN General Unsecured Claim (the "Cash Component"); *provided, however*, that if the aggregate amount of Cash to be distributed to all Cash Electing Holders exceeds \$12,500,000 (the "Cash Component Cap"), then each Cash Electing Holder shall receive (y) its Pro Rata share, based on the Face Amount of the Allowed Class 5 RCN General Unsecured Claims of all Cash Electing Holders, of the Cash Component Cap (the "Capped Distribution Component"), and (z) a Pro Rata share of the New Common Stock as set forth in (i) above calculated by multiplying the Face Amount of the Cash Electing Holder's Allowed Class 5 RCN General Unsecured Claim by the percentage by which the Capped Distribution Component is less than what the Cash Component would have been.

**PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY AND
RETURN YOUR ELECTION FORM IN THE ENVELOPE PROVIDED.**

YOU SHOULD REVIEW THE DISCLOSURE STATEMENT AND THE PLAN BEFORE YOU MAKE YOUR ELECTION. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE PLAN AND YOUR CLASSIFICATION AND TREATMENT UNDER THE PLAN. YOUR CLAIMS HAVE BEEN PLACED IN CLASS 5 UNDER THE PLAN.

PLEASE READ CAREFULLY AND FOLLOW THE ATTACHED INSTRUCTIONS ON RETURNING YOUR ELECTION FORM. THE ELECTION DEADLINE IS **5:00 P.M., PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004**. IF YOU HAVE ANY QUESTIONS, PLEASE CALL FINANCIAL BALLOTING GROUP LLC (THE "VOTING AGENT") AT (646) 282-1800. DO NOT RETURN ANY NOTES WITH THIS ELECTION FORM. THIS ELECTION FORM IS *NOT* A LETTER OF TRANSMITTAL AND MAY *NOT* BE USED FOR ANY PURPOSE OTHER THAN TO ELECT THE TREATMENT OF YOUR CLAIMS UNDER THE PLAN.

¹ Unless otherwise defined herein, capitalized terms shall have the meaning ascribed to them in the Plan.

This Election Form is to be used only for the purpose of electing the treatment of your Class 5 RCN General Unsecured Claim under the Plan. If you do not make an election you will receive your Pro Rata share of the New Common Stock as described above.

In order to make the Election, you must complete and return this Election Form to your Nominee in sufficient time for your Election to be processed in advance of the election expiration deadline which is **5:00 p.m. (prevailing Eastern time) on November 30, 2004** (the "Election Expiration Date"). Upon receipt of your Election Form, the securities representing your Allowed Senior Note Claim will be deemed surrendered and you will not be able to sell or otherwise transfer those securities unless your Election is withdrawn by your Nominee prior to the Election Expiration Date. However, private arrangements for the sale and purchase of the right to receive distributions under the Plan following the surrender of securities to effectuate an Election are not prohibited, but the Debtors have no obligation to recognize or facilitate such private arrangements. Your Election and deemed surrender of securities will be revocable prior to the Election Expiration Date and the holder of a Claim that has revoked an Election may exercise a new election, subject to compliance with all required procedures (including those procedures set forth herein) prior to the Election Expiration Date. **If you are the holder of Allowed Senior Note Claims that are held in separate accounts, you will receive a separate Election Form for each such Claim.** If you have any questions about this Election Form please contact either your Nominee or the Voting Agent, Financial Balloting Group LLC, at (646) 282-1800.

HOW TO MAKE THE ELECTION:

COMPLETE ITEM 1 BY INDICATING THE PRINCIPAL AMOUNT OF NOTES THAT YOU HOLD OF THE TYPE INDICATED ON THE TOP OF THIS PAGE;
COMPLETE ITEM 2 BY INDICATING YOUR ELECTION;
COMPLETE THE CERTIFICATION IN ITEM 3; AND
RETURN THE ELECTION FORM TO YOUR NOMINEE PRIOR TO THE ELECTION EXPIRATION DATE IN SUFFICIENT TIME FOR YOUR NOMINEE TO PROCESS YOUR ELECTION.

- Item 1.** AGGREGATE PRINCIPAL AMOUNT OF NOTES HELD BY THE CREDITOR OF THE TYPE SPECIFIED ON THE TOP OF THIS PAGE:

\$

- Item 2.** INDICATE BELOW WHETHER YOU ELECT TO RECEIVE THE CASH COMPONENT ON ACCOUNT OF YOUR ALLOWED SENIOR NOTE CLAIM. **HOLDERS OF NOTES WHO WANT TO RECEIVE ONLY A PRO RATA DISTRIBUTION OF NEW COMMON STOCK NEED NOT RETURN THIS ELECTION FORM. NOTE: YOU ARE ENTITLED TO MAKE THE CASH ELECTION EVEN IF YOU VOTE TO REJECT THE PLAN OR DO NOT VOTE AT ALL.**

- ☐ I elect to receive the Cash Component; *provided, however*, I understand that if the aggregate amount of Cash to be distributed to all Electing Holders exceeds the Cash Component Cap, then my distribution on account of my Allowed Senior Note Claim will be a combination of Cash and New Common Stock to be determined in accordance with the terms of the Plan.

Item 3. Authorization. By returning this Election Form, the beneficial owner of the Notes identified in Item 1 certifies that it (a) has full power and authority to make the Election with respect to the Notes listed in Item 1, (b) if the Election is made, the Beneficial Holder's underlying Notes identified in Item 1 will be electronically surrendered, (c) understands that any distribution on account such underlying Notes is contingent upon confirmation of the Plan, and (d) understands that in the event that the Plan is not confirmed by the Bankruptcy Court the underlying Notes will be electronically released.

An authorized signatory of an eligible beneficial owner may execute this Election Form, but must provide the name and address of the beneficial owner on this Election Form and may be required to submit evidence to the Bankruptcy Court demonstrating such signatory's authorization to make the Election on behalf of the beneficial owner. Authorized signatories voting on behalf of more than one beneficial owner must complete a separate Election Form for each Beneficial Owner.

Name of Creditor (Print or Type): _____

Social Security or Federal Tax I.D. No. (optional): _____

Signature: _____

Print or Type Name: _____

Title (if appropriate): _____

Address: _____

Telephone Number: _____

Date: _____

THIS FORM SHOULD BE RETURNED ONLY TO YOUR NOMINEE.

IF YOU HAVE NOT RECEIVED THE SOLICITATION PACKAGE OR IF YOU HAVE ANY QUESTIONS REGARDING THIS ELECTION FORM PLEASE CONTACT EITHER YOUR NOMINEE OR THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, AT (646) 282-1800.

Exhibit E

Financial Balloting Group LLC

MEMORANDUM

TO: All Banks, Brokers and Other Intermediaries

DATE: October 15, 2004

SUBJECT: RCN Corporation *et al.* Cusip# 749361 AG 6
Case No. 04-13638 (RDD) Cusip# 749361 AC 5
Cusip# 749361 AJ 0
VOTING RECORD DATE: Cusip# 749361 AH 4
October 7, 2004 Cusip# 749361 AD 3

**NOTE: THE RECORD DATE APPLIES ONLY TO VOTING TO ACCEPT OR REJECT THE PLAN.
THERE IS NO RECORD DATE ASSOCIATED WITH THE ELECTION OF TREATMENT UNDER THE PLAN.**

With this memo we are providing you with the following documents for RCN Corporation:

- Disclosure Statement, dated October 12, 2004;
- Disclosure Statement Order;
- Confirmation Hearing Notice;
- Business Reply Envelope
- Ballot and Election Form for each Cusip as follows:

FORM	FOOTER (lower left)	CUSIP	COLOR
Ballot	RCN E-5	749361 AG 6	Cherry
Election Form	RCN F-5	749361 AG 6	Cherry
Ballot	RCN E-3	749361 AC 5	Yellow
Election Form	RCN F-3	749361 AC 5	Yellow
Ballot	RCN E-7	749361 AJ 0	Goldenrod
Election Form	RCN F-7	749361 AJ 0	Goldenrod
Ballot	RCN E-6	749361 AH 4	Pink
Election Form	RCN F-6	749361 AH 4	Pink
Ballot	RCN E-4	749361 AD 3	Gray
Election Form	RCN F-4	749361 AD 3	Gray

Invoices regarding distribution of the above materials should be directed to:

RCN Corporation,
105 Carnegie Center,
Princeton, NJ 08540
ATTN: Douglas W. Kortrey, Esq., Corporate Counsel

Should you require additional copies of Notices, please contact the Balloting Agent:

Financial Balloting Group LLC
757 Third Avenue, 3rd Floor
New York, NY 10017
Telephone (646) 282-1800, fax: (646) 282-1804

Financial Balloting Group LLC

MEMORANDUM

TO: All Banks, Brokers and Other Intermediaries

DATE: October 15, 2004

SUBJECT: RCN Corporation *et al.* Cusip# 749361 AG 6
Case No. 04-13638 (RDD) Cusip# 749361 AC 5
Cusip# 749361 AJ 0
VOTING RECORD DATE: Cusip# 749361 AH 4
October 7, 2004 Cusip# 749361 AD 3

NOTE: THE RECORD DATE APPLIES ONLY TO VOTING TO ACCEPT OR REJECT THE PLAN. ELECTION FORMS ARE BEING DISTRIBUTED TO YOUR REORG DEPARTMENT FOR HANDLING. (THERE IS NO RECORD DATE ASSOCIATED WITH THE ELECTION OF TREATMENT UNDER THE PLAN.)

With this memo we are providing you with the following documents for RCN Corporation:

- Disclosure Statement, dated October 12, 2004;
- Disclosure Statement Order;
- Confirmation Hearing Notice;
- Business Reply Envelope
- Ballot Form for each Cusip as follows:

FORM	FOOTER (lower left)	CUSIP	COLOR
Ballot	RCN E-5	749361 AG 6	Cherry
Ballot	RCN E-3	749361 AC 5	Yellow
Ballot	RCN E-7	749361 AJ 0	Goldenrod
Ballot	RCN E-6	749361 AH 4	Pink
Ballot	RCN E-4	749361 AD 3	Gray

Invoices regarding distribution of the above materials should be directed to:

RCN Corporation,
105 Carnegie Center,
Princeton, NJ 08540
ATTN: Douglas W. Kortrey, Esq., Corporate Counsel

Should you require additional copies of Notices, please contact the Balloting Agent:

Financial Balloting Group LLC
757 Third Avenue, 3rd Floor
New York, NY 10017
Telephone (646) 282-1800, fax: (646) 282-1804

Financial Balloting Group LLC

MEMORANDUM

TO: All Banks, Brokers and Other Intermediaries

DATE: October 15, 2004

SUBJECT: RCN Corporation *et al.* Cusip# 749361 AG 6
Case No. 04-13638 (RDD) Cusip# 749361 AC 5
Cusip# 749361 AJ 0
VOTING RECORD DATE: Cusip# 749361 AH 4
October 7, 2004 Cusip# 749361 AD 3

NOTE: THERE IS NO RECORD DATE ASSOCIATED WITH THE ELECTION OF TREATMENT UNDER THE PLAN. THE RECORD DATE APPLIES ONLY TO VOTING TO ACCEPT OR REJECT THE PLAN. (BALLOT FORMS ARE BEING DISTRIBUTED TO YOUR PROXY DEPARTMENT OR THEIR AGENT FOR HANDLING.)

With this memo we are providing you with the following documents for RCN Corporation:

- Disclosure Statement, dated October 12, 2004;
- Disclosure Statement Order;
- Confirmation Hearing Notice;
- Election Form for each Cusip as follows:

FORM	FOOTER (lower left)	CUSIP	COLOR
Election Form	RCN F-5	749361 AG 6	Cherry
Election Form	RCN F-3	749361 AC 5	Yellow
Election Form	RCN F-7	749361 AJ 0	Goldenrod
Election Form	RCN F-6	749361 AH 4	Pink
Election Form	RCN F-4	749361 AD 3	Gray

Invoices regarding distribution of the above materials should be directed to:

RCN Corporation,
105 Carnegie Center,
Princeton, NJ 08540
ATTN: Douglas W. Kortrey, Esq., Corporate Counsel

Should you require additional copies of Notices, please contact the Balloting Agent:

Financial Balloting Group LLC
757 Third Avenue, 3rd Floor
New York, NY 10017
Telephone (646) 282-1800, fax: (646) 282-1804

Exhibit F

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
RCN CORPORATION, <u>et al.</u> ,	:	Case No. 04-13638 (RDD)
	:	
Debtors.	:	Jointly Administered
	:	
-----	x	

**NOTICE OF NON-VOTING STATUS WITH RESPECT TO UNIMPAIRED
CLASS 1 OTHER PRIORITY CLAIMS, CLASS 2 BANK CLAIMS, CLASS 4 OTHER SECURED CLAIMS
AND CLASS 6 SUBSIDIARY GENERAL UNSECURED CLAIMS**

TO HOLDERS OF CLASS 1 OTHER PRIORITY CLAIMS, CLASS 2 BANK CLAIMS, CLASS 4 OTHER
SECURED CLAIMS AND CLASS 6 SUBSIDIARY GENERAL UNSECURED CLAIMS:

PLEASE TAKE NOTICE that:

1. On August 20, 2004, RCN Corporation, and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above captioned chapter 11 cases (collectively, the "Debtors") filed with the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), the Joint Plan of Reorganization of RCN Corporation and Certain Subsidiaries (as amended, the "Plan"), and the Disclosure Statement with respect to the Plan (as amended, the "Disclosure Statement"). The Debtors subsequently amended the Disclosure Statement and Plan on August 31, 2004, October 6, 2004, and October 12, 2004. All defined terms not defined herein shall have the meanings ascribed to them in the Plan. A list of the Debtor plan proponents is attached hereto as Exhibit A.

2. By order, dated October 13, 2004, the Bankruptcy Court approved the Disclosure Statement for use by the Debtors in soliciting acceptances or rejections of the Plan from holders of certain impaired claims who are entitled to vote to accept or reject the Plan.

3. UNDER THE TERMS OF THE PLAN, YOUR CLAIM(S) AGAINST THE DEBTORS ARE NOT IMPAIRED. THEREFORE, PURSUANT TO SECTION 1126(f) OF THE UNITED STATES BANKRUPTCY CODE, YOU (I) ARE DEEMED TO HAVE ACCEPTED THE PLAN AND (II) ARE NOT ENTITLED TO VOTE ON THE PLAN. IF YOU HAVE ANY QUESTIONS ABOUT THE STATUS OF YOUR CLAIM(S), YOU MAY CONTACT FINANCIAL BALLOTING GROUP LLC, AT (646) 282-1800.

4. Copies of the Disclosure Statement and Plan are available for inspection online (a) free of charge at <http://www.rcnplan.com> or (b) on the Bankruptcy Court's Internet Website at <http://www.nysb.uscourts.gov>. A login and password to the Court's Public Access to Electronic Court Records ("PACER") are required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>. Copies of the Disclosure Statement and Plan may also be examined between the hours of 9:00 a.m. and 4:30 p.m., Monday through Friday at the Office of the Clerk of the Bankruptcy Court, One Bowling Green, Room 511, New York, New York 10004-1408. Copies of the Disclosure Statement and Plan may also be obtained (a) upon written request to Debtors' counsel at the address and telephone number set forth below, or (b) upon written request to Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, NY 10017 or by telephone at (646) 282-1800.

**OPPORTUNITY FOR GENERAL UNSECURED CREDITORS TO
PURCHASE CONVERTIBLE SECOND-LIEN NOTES
(PLEASE REFER TO SECTION II.C OF THE DISCLOSURE STATEMENT FOR
FURTHER INFORMATION REGARDING THIS OPPORTUNITY)**

In the event that the RCN Companies pursue the issuance of the Convertible Second-Lien Notes, Deutsche Bank or another financial institution acceptable to the Debtors and the Creditors' Committee (the "Placement Agent") will act as initial purchaser of such notes in a transaction expected to be exempt from registration under the Securities Act by reason of section 4(2) thereof. The Placement Agent would resell, in one or more transactions not requiring registration under the Securities Act, up to 100% of the Convertible Second-Lien Notes purchased by it to Persons, including General Unsecured Creditors of the Debtors, who are Accredited Investors. If the Convertible Second-Lien Notes are offered, the Debtors will request that the Placement Agent reserve up to 49% of such notes for resale to qualified General Unsecured Creditors at a purchase price equal to the same purchase price at which the Convertible Second-Lien Notes are purchased by the Placement Agent, subject to such other percentage as may be necessary in connection with the Placement Agent's syndication efforts with respect to the Term Loans and the Convertible Second-Lien Notes. In order to facilitate the issuance of Convertible Second-Lien Notes, the RCN Companies have requested that certain members of the Creditors' Committee provide commitments by no later than October 25, 2004 (the "Commitment Date") to purchase from the Placement Agent, on customary terms and conditions, all of the Convertible Second-Lien Notes offered for resale to, and not purchased by, other General Unsecured Creditors of the Debtors. Any Convertible Second-Lien Notes committed to be purchased by members of the Creditors' Committee shall be shared ratably (based on their relative amount of General Unsecured Claims) with any other General Unsecured Creditor that agrees to purchase Convertible Second-Lien Notes by the Commitment Date. RCN has agreed to facilitate the Placement Agent's offering of Convertible Second-Lien Notes to Accredited Investors by furnishing to the Placement Agent a list of holders of General Unsecured Claims that, in the belief of RCN, qualify as Accredited Investors. RCN's furnishing of such information is not intended to be exclusive of any other information that may be available to the Placement Agent or that may be supplied by potential investors. In connection with the resale of Convertible Second-Lien Notes by the Placement Agent, the Placement Agent may request customary information about potential purchasers in order to determine the eligibility of such potential purchaser to purchase the Convertible Second-Lien Notes.

Dated: New York, New York
October 13, 2004

D.J. Baker (DB 0085)
(Member of the Firm)
Frederick D. Morris (FM 6564)
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
Four Times Square
New York, New York 10036
(212) 735-3000
Attorneys for Debtors and Debtors-in-Possession

Exhibit A
Schedule of Debtor Plan Proponents

DEBTOR	ADDRESS	CASE NO.	EID #
Hot Spots Productions, Inc.	80 West End Avenue, New York, NY 10023	04-13637 (RDD)	11-3658121
RCN Corporation	105 Carnegie Center, Princeton, NJ 08540	04-13638 (RDD)	22-3498533
RLH Property Corporation	105 Carnegie Center, Princeton, NJ 08540	04-13639 (RDD)	22-3720727
RCN Finance, LLC	105 Carnegie Center, Princeton, NJ 08540	04-13640 (RDD)	22-3827831
TEC Air, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-13641 (RDD)	51-0320454
RCN Entertainment, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-15505 (RDD)	22-3815533
ON TV, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-15506 (RDD)	04-3593566
21st Century Telecom Services, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-15507 (RDD)	52-2113018
RCN Telecom Services of Virginia, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-15508 (RDD)	22-3493560
RCN Cable TV of Chicago, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-15120 (RDD)	52-2113019

Exhibit G

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x
	:
In re	:
	:
RCN CORPORATION, <u>et al.</u> ,	:
	:
Debtors.	:
	:
-----	x

**NOTICE OF NON-VOTING STATUS WITH RESPECT TO IMPAIRED
CLASS 8 EQUITY INTERESTS, CLASS 9 SUBORDINATED CLAIMS
AND CLASS 10 WARRANT INTERESTS**

TO HOLDERS OF CLASS 8 EQUITY INTERESTS, CLASS 9 SUBORDINATED CLAIMS AND CLASS 10
WARRANT INTERESTS:

PLEASE TAKE NOTICE that:

1. On August 20, 2004, RCN Corporation, and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above captioned chapter 11 cases (collectively, the "Debtors") filed with the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), the Joint Plan of Reorganization of RCN Corporation and Certain Subsidiaries (as amended, the "Plan"), and the Disclosure Statement with respect to the Plan (as amended, the "Disclosure Statement"). The Debtors subsequently amended the Disclosure Statement and Plan on August 31, 2004, October 6, 2004, and October 12, 2004. All defined terms not defined herein shall have the meanings ascribed to them in the Plan. A list of the Debtor plan proponents is attached hereto as Exhibit A.

2. By order, dated October 13, 2004, the Bankruptcy Court approved the Disclosure Statement for use by the Debtors in soliciting acceptances or rejections of the Plan from holders of certain impaired claims who are entitled to vote to accept or reject the Plan.

3. UNDER THE TERMS OF THE PLAN, YOU ARE NOT ENTITLED TO RECEIVE OR RETAIN ANY PROPERTY ON ACCOUNT OF YOUR CLAIM(S) AGAINST OR INTEREST(S) IN THE DEBTORS. THEREFORE, PURSUANT TO SECTION 1126(g) OF THE UNITED STATES BANKRUPTCY CODE, YOU (I) ARE DEEMED TO HAVE REJECTED THE PLAN AND (II) ARE NOT ENTITLED TO VOTE ON THE PLAN. IF YOU HAVE ANY QUESTIONS ABOUT THE STATUS OF YOUR CLASS 8 EQUITY INTERESTS, CLASS 9 SUBORDINATED CLAIMS OR CLASS 10 WARRANT INTERESTS YOU SHOULD CONTACT FINANCIAL BALLOTING GROUP LLC AT (646) 282-1800.

4. As indicated above, under the Plan, holders of Class 8 Equity Interests are not entitled to, and will not receive or retain, any property or interest in property on account of such Equity Interests. However, upon the affirmative vote of holders of Class 5 RCN General Unsecured Claims, whose claims are senior to those of holders of Class 8 Equity Interests, the Plan provides that each holder of Class 8 Equity Interests will receive their Pro Rata share of New Warrants representing approximately .25% of the Reorganized Debtors' outstanding New Common Stock, subject to dilution.

5. Copies of the Disclosure Statement and Plan are available for inspection online (a) free of charge at <http://www.rcnplan.com> or (b) on the Bankruptcy Court's Internet Website at <http://www.nysb.uscourts.gov>. A login and password to the Court's Public Access to Electronic Court Records ("PACER") are required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>. Copies of the Disclosure Statement and Plan may also be examined between the hours of 9:00 a.m. and 4:30 p.m., Monday through Friday at the Office of the Clerk of the Bankruptcy Court, One Bowling Green, Room 511, New York, New York 10004-1408. Copies of the Disclosure Statement and Plan may also be obtained (a) upon written request to Debtors' counsel at the address and telephone number set forth below, or (b) upon written request to Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, NY 10017 or by telephone at (646) 282-1800.

Dated: New York, New York
October 13, 2004

D.J. Baker (DB 0085)
(Member of the Firm)
Frederick D. Morris (FM 6564)
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
Four Times Square
New York, New York 10036
(212) 735-3000
Attorneys for Debtors and Debtors-in-Possession

Exhibit A
Schedule of Debtor Plan Proponents

DEBTOR	ADDRESS	CASE NO.	EID #
Hot Spots Productions, Inc.	80 West End Avenue, New York, NY 10023	04-13637 (RDD)	11-3658121
RCN Corporation	105 Carnegie Center, Princeton, NJ 08540	04-13638 (RDD)	22-3498533
RLH Property Corporation	105 Carnegie Center, Princeton, NJ 08540	04-13639 (RDD)	22-3720727
RCN Finance, LLC	105 Carnegie Center, Princeton, NJ 08540	04-13640 (RDD)	22-3827831
TEC Air, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-13641 (RDD)	51-0320454
RCN Entertainment, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-15505 (RDD)	22-3815533
ON TV, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-15506 (RDD)	04-3593566
21st Century Telecom Services, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-15507 (RDD)	52-2113018
RCN Telecom Services of Virginia, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-15508 (RDD)	22-3493560
RCN Cable TV of Chicago, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-15120 (RDD)	52-2113019

Exhibit H

Financial Balloting Group LLC

MEMORANDUM

TO: All Banks, Brokers and Other Intermediaries

DATE: October 15, 2004

SUBJECT: RCN Corporation *et al.* Cusip# 749361 10 1
Case No. 04-13638 (RDD)

RECORD DATE:
October 7, 2004

With this memo we are providing you with the following documents for RCN Corporation:

- Disclosure Statement Order;
- Confirmation Hearing Notice;
- Notice of Non-Voting Status (Classes 8, 9 and 10)

Invoices regarding distribution of the above materials should be directed to:

RCN Corporation,
105 Carnegie Center,
Princeton, NJ 08540
ATTN: Douglas W. Kortrey, Esq., Corporate Counsel

Should you require additional copies of Notices, please contact the Balloting Agent:

Financial Balloting Group LLC
757 Third Avenue, 3rd Floor
New York, NY 10017
Telephone (646) 282-1800, fax: (646) 282-1804

Exhibit I

Obj. Due: November 30, 2004 @ 4:00 p.m. (prevailing Eastern Time)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
RCN CORPORATION, <u>et al.</u> ,	:	Case No. 04-13638 (RDD)
	:	
Debtors.	:	Jointly Administered
	:	
-----	x	

**NOTICE OF ASSUMPTION OF EXECUTORY CONTRACTS AND UNEXPIRED
LEASES PURSUANT TO JOINT PLAN OF REORGANIZATION
OF RCN CORPORATION AND CERTAIN SUBSIDIARIES**

PLEASE TAKE NOTICE that:

1. On August 20, 2004, RCN Corporation, and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above captioned chapter 11 cases (collectively, the "Debtors") filed with the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), the Joint Plan of Reorganization of RCN Corporation and Certain Subsidiaries (as amended, the "Plan"), and the Disclosure Statement with respect to the Plan (as amended, the "Disclosure Statement"). The Debtors subsequently amended the Disclosure Statement and Plan on August 31, 2004, October 6, 2004, and October 12, 2004. All defined terms not defined herein shall have the meanings ascribed to them in the Plan. A list of the Debtor plan proponents is attached hereto as Exhibit A.

2. A hearing to confirm the Plan has been scheduled for December 8, 2004 at 10:00 a.m. (prevailing Eastern time) at the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004, before the Honorable Robert D. Drain, United States Bankruptcy Judge (the "Confirmation Hearing"). The Confirmation Hearing may be continued or adjourned from time to time without further notice other than the announcement of the adjourned or continued date(s) at the Confirmation Hearing or any continued or adjourned hearing.

3. Executory Contracts And Unexpired Leases. Except as otherwise provided in the Plan, or in any contract, instrument, release, indenture, or other agreement or document entered into in connection with the Plan, as of the Effective Date each Debtor will be deemed to have rejected each executory contract and unexpired lease to which it is a party, unless such contract or lease (i) was previously assumed or rejected by the applicable Debtor, (ii) previously expired or terminated pursuant to its own terms, (iii) is listed on the schedule of contracts to be assumed attached to the Plan as Exhibit D, or (iv) is the subject of a motion to reject filed on or before the deadline for voting to accept or reject the Plan.

4. The order confirming the Plan will constitute an order of the Bankruptcy Court under section 365 of the Bankruptcy Code approving the contract and lease assumptions and rejections described above, as of the Effective Date.

5. The following identifies the assumed contract(s) to which you and a Debtor are a party and the Debtor's proposed cure amount for such assumed contract(s):

Debtor Name	Description of Assumed Executory Contract or Unexpired Lease	Proposed Cure Amount

6. Each executory contract and unexpired lease that is assumed and relates to the use, ability to acquire, or occupancy of real property shall include (a) all modifications, amendments, supplements, restatements, or other agreements made directly or indirectly by any agreement, instrument, or other document that in any manner affect such executory contract or unexpired lease and (b) all executory contracts or unexpired leases appurtenant to the premises, including all easements, licenses, permits, rights, privileges, immunities, options, rights of first refusal, powers, uses, reciprocal easement agreements, vaults, tunnel or bridge agreements or franchises, and any other interests in real estate or rights *in rem* related to such premises, unless any of the foregoing agreements has been rejected pursuant to an order of the Bankruptcy Court.

7. Objections, if any, to the Debtors' proposed assumption of assumed contracts or unexpired leases, including any objection as to the Debtors' proposed cure amount, must conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the United States Bankruptcy Court for the Southern District of New York, and must be, **no later than 4:00 p.m. prevailing Eastern time on November 30, 2004**, (i) filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) (a) electronically, by registered users of the Bankruptcy Court's case filing system, and (b) on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect or any other Windows-based word processing format), by all other parties in interest; (ii) submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004; and (iii) served on the following parties:

Skadden, Arps, Slate, Meagher & Flom LLP Four Times Square New York, NY 10036-6522 (Attn: D.J. Baker, Esq. and Frederick D. Morris, Esq.) Counsel for RCN Corporation, <u>et al.</u>	Simpson, Thacher & Bartlett LLP 425 Lexington Avenue New York, NY 10017-3954 (Attn: Peter V. Pantaleo, Esq. and Elisha Graff, Esq.) Counsel to the agent for the Debtors' pre-petition credit facility	Milbank, Tweed, Hadley & McCloy LLP One Chase Manhattan Plaza New York, NY 10005 (Attn: Dennis F. Dunne, Esq. and Deirdre Ann Sullivan, Esq.) Counsel for the Creditors' Committee
Office of the United States Trustee 33 Whitehall Street New York, NY 10004 (Attn: Paul K. Schwartzberg, Esq.)	Counsel to any other statutory committee appointed in the Debtors' cases (currently no such committees have been appointed)	

Objections not timely filed and served in the manner set forth above may not be considered and may be overruled.

8. Unless you file and serve a timely objection asserting a higher cure amount than set forth above, the cure amount with respect to the above Assumed Contract shall be the amount of the cure asserted by the Debtors. Upon payment of the cure amount, if any, a non-Debtor party to an Assumed Contract will be forever barred, estopped and permanently enjoined from asserting against the Debtors, their estates, the reorganized Debtors or their property, any default or breach under any Assumed Contract, any claim or lack of consent or any other condition to assignment thereof, or any counterclaim, defense, setoff, right of recoupment or any other claim asserted or assertable against the Debtors or Reorganized Debtor, arising under or related to the Assumed Contracts, arising prior to the effective date of the Plan.

9. Copies of the Disclosure Statement and Plan are available for inspection online (a) free of charge at <http://www.rcnplan.com> or (b) on the Bankruptcy Court's Internet Website at <http://www.nysb.uscourts.gov>. A login and password to the Court's Public Access to Electronic Court Records ("PACER") are required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>. Copies of the Disclosure Statement and Plan may also be examined between the hours of 9:00 a.m. and 4:30 p.m., Monday through Friday at the Office of the Clerk of the Bankruptcy Court, One Bowling Green, Room 511, New York, New York 10004-1408. Copies of the Disclosure Statement and Plan may also be obtained (a) upon written request to Debtors' counsel at the address and telephone number set forth below, or (b) upon written request to Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, NY 10017 or by telephone at (646) 282-1800.

Dated: New York, New York
October 13, 2004

D.J. Baker (DB 0085)
(Member of the Firm)
Frederick D. Morris (FM 6564)
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
Four Times Square
New York, New York 10036
(212) 735-3000
Attorneys for Debtors and Debtors-in-Possession

Exhibit A
Schedule of Debtor Plan Proponents

DEBTOR	ADDRESS	CASE NO.	EID #
Hot Spots Productions, Inc.	80 West End Avenue, New York, NY 10023	04-13637 (RDD)	11-3658121
RCN Corporation	105 Carnegie Center, Princeton, NJ 08540	04-13638 (RDD)	22-3498533
RLH Property Corporation	105 Carnegie Center, Princeton, NJ 08540	04-13639 (RDD)	22-3720727
RCN Finance, LLC	105 Carnegie Center, Princeton, NJ 08540	04-13640 (RDD)	22-3827831
TEC Air, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-13641 (RDD)	51-0320454
RCN Entertainment, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-15505 (RDD)	22-3815533
ON TV, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-15506 (RDD)	04-3593566
21st Century Telecom Services, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-15507 (RDD)	52-2113018
RCN Telecom Services of Virginia, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-15508 (RDD)	22-3493560
RCN Cable TV of Chicago, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-15120 (RDD)	52-2113019