

Hearing Date: December 2, 2004 at 10:00 a.m.
Objection Deadline: November 30, 2004 at 4:00 p.m.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York 10036-6522
(212) 735-3000
D. J. Baker (DB 0085)
(A Member of the Firm)
Frederick D. Morris (FM 6564)

Attorneys for Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
: RCN CORPORATION, et al., : Case No. 04-13638 (RDD)
: Debtors. : (Jointly Administered)
: :
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**NOTICE OF DEBTORS' MOTION FOR AN ORDER UNDER 11 U.S.C.
§§ 105 AND 363 AUTHORIZING PAYMENT OF EXPENSES OF TEJAS
SECURITIES GROUP, INC. IN CONNECTION WITH POTENTIAL
PURCHASE OF CONVERTIBLE SECOND-LIEN NOTES**

PLEASE TAKE NOTICE that on November 10, 2004, RCN Corporation ("RCN") and certain of its subsidiaries, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed the Debtors' Motion for an Order under 11 U.S.C. §§ 105 and 363 Authorizing Payment of Expenses of Tejas

Securities Group, Inc. in Connection with Potential Purchase of Convertible Second-Lien Notes (the "Motion").

PLEASE TAKE FURTHER NOTICE that if timely written objections are filed, served and received in accordance with this notice, the Bankruptcy Court will hold a hearing on **December 2, 2004 at 10:00 a.m.** to consider granting the relief requested in the Motion (the "Hearing").

PLEASE TAKE FURTHER NOTICE that if no written objections to the Motion are timely filed, served and received, the proposed order filed with the Motion will be submitted for signature to the Honorable Robert D. Drain, United States Bankruptcy Judge for the Southern District of New York, Alexander Hamilton Customs House, One Bowling Green, New York, NY 10004-1408 on December 1, 2004.

PLEASE TAKE FURTHER NOTICE that objections to the Motion, if any, must be in writing, must conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, and must be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties in interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect or any other Windows-based word processing format); submitted in hard-copy form directly to the chambers of the

Honorable Robert D. Drain, United States Bankruptcy Judge; and served upon (i) RCN Corporation, 105 Carnegie Center, Princeton, NJ 08540, Attention: General Counsel; (ii) Skadden, Arps, Slate, Meagher & Flom LLP, counsel to the Debtors, 4 Times Square, New York, NY, 10036-6522, Attention: D. Jan Baker, Esq. and Frederick D. Morris, Esq.; (iii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st floor, New York, NY 10004, Attention: Paul K. Schwartzberg, Esq.; (iv) Milbank, Tweed, Hadley & McCloy LLP, counsel to the Official Committee of Unsecured Creditors, 1 Chase Manhattan Plaza, New York, NY 10005, Attention: Dennis Dunne, Esq. and Deirdre Sullivan, Esq.; (v) counsel to any other statutory committee(s) appointed in these cases; (vi) Simpson Thacher & Bartlett LLP, counsel to the agent for the Debtors' prepetition credit facility, 425 Lexington Avenue, New York, NY 10017-3954, Attention: Peter V. Pantaleo, Esq. and Elisha D. Graff, Esq.; and (vii) Kelley, Drye & Warren LLP, counsel to the indenture trustee for the Debtors' outstanding debt securities, 101 Park Avenue, New York, NY 10178, Attention: David E. Retter, Esq. and Debra SuDock, Esq., in each case so as to be **received** no later than 4:00 p.m. Eastern time on **November 30, 2004** (the "Objection Deadline").

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

Dated: New York, New York
November 10, 2004

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

/s/ D.J. Baker
D. J. Baker (DB 0085)
(A Member of the Firm)
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