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November 15, 2004

The Honorable Robert D. Drain
United States Bankruptcy Court
Southern District of New York
Alexander Hamilton Customs House
One Bowling Green
New York, New York 10004-1408

Re: In re RCN Corporation, et al., Case No. 04-13638 (RDD)

Dear Judge Drain:

Set forth below is an agenda for the matter scheduled for the hearing on November 16, 2004 at 10:00 a.m. The information contained in this agenda reflects documents received in our offices as of this morning and information contained on the Court's docket last reviewed this morning.

A. WITHDRAWN MATTERS

1. MOTION TO LIFT STAY, FILED BY DAVID L. DERATZIAN ON BEHALF OF DEBRA CRAIG (Dkt. No. 276)

Objection Deadline: None specified.

Objections: None.

Status: Movant's counsel indicated that the motion had been withdrawn pursuant to a letter to the Court, dated November 2, 2004.

B. UNCONTESTED MATTERS

2. DEBTORS' MOTION FOR ORDER UNDER 11 U.S.C. §§ 105(a), 363(b), 364(c)(1), 503(b) AND 507 AUTHORIZING, APPROVING AND RATIFYING AMENDMENT TO EXIT FINANCING COMMITMENTS AND PAYMENT OF RELATED FEES AND EXPENSES (**Dkt. No. 313**)

Objection Deadline: November 12, 2004 at 4:00 p.m.

Objections: None.

Status: This matter will be proceeding.

3. DEBTORS' MOTION FOR ORDER UNDER 11 U.S.C. §§ 105(a), 363(b), 503(b) AND 507 AUTHORIZING, APPROVING, AND RATIFYING (I) COMMITMENTS FOR CONVERTIBLE SECOND-LIEN NOTES, (II) PLACEMENT AGENT AGREEMENT, AND (III) PAYMENT OF RELATED FEES AND EXPENSES (**Dkt. No. 348**)

Objection Deadline: November 15, 2004 at 4:00 p.m.

Objections: None.

Status: This matter will be proceeding.

4. DEBTORS' MOTION FOR ORDER UNDER 11 U.S.C. § 1121(d) EXTENDING THE EXCLUSIVE PERIODS TO PROPOSE AND SOLICIT AND OBTAIN ACCEPTANCES OF DEBTORS' JOINT PLAN OF REORGANIZATION (RCN CORPORATION, TEC AIR, INC., RLH PROPERTY CORPORATION, RCN FINANCE, LLC AND HOT SPOTS PRODUCTIONS, INC.) (**Dkt. No. 227**)

Objection Deadline: September 24, 2004 at 4:00 p.m.

Objections: None.

Status: This matter will be proceeding.

5. DEBTORS' OBJECTION UNDER 11 U.S.C. §§ 105(A), 502(B), 503 AND 507, FED. R. BANKR. P. 3007 AND THE BAR DATE ORDER TO PROOFS OF CLAIM FILED BY KEMPER INSURANCE COMPANIES (Dkt. No. 251)

Response Deadline: October 28, 2004 at 4:00 p.m.

Responses: None.

Status: The parties have reached an agreement in principle and will be speaking to this matter.

6. DEBTORS' OBJECTION UNDER 11 U.S.C. §§ 105(a) AND 502 AND FED. R. BANKR. P. 3001 AND 3007 TO PROOFS OF CLAIM FILED BY INTERNATIONAL BUSINESS MACHINES CORPORATION (Dkt. No. 282)

Response Deadline: October 28, 2004 at 4:00 p.m.

Responses: Response to Debtors' Objection to IBM Proofs of Claim, filed by Lara O. Glaesman on behalf of International Business Machines Corporation. (Dkt. No. 331).

Debtors' Motion for an Order Under Bankruptcy Code §§ 105(a) and 502(c) Estimating the Claims, for Purposes of Allowance, of International Business Machines Corporation (Dkt. No. 338) (objection deadline is November 19, 2004 at 4:00 p.m. and hearing is set for November 23, 2004 at 10:00 a.m.).

Status: The parties have reached an agreement in principle and will be speaking to this matter.

7. DEBTORS' SECOND OMNIBUS OBJECTION PURSUANT TO DEBTORS' SECOND OMNIBUS OBJECTION PURSUANT TO 11 U.S.C. §§ 502(b) AND 510(B) AND FED. R. BANKR. P. 3003 AND 3007 TO CLAIMS (Dkt. No. 281)

Response Deadline: November 3, 2004 at 4:00 p.m.

Responses:

Creditor's Response to Debtor's Second Omnibus Objection to 11 U.S.C. §§ 502(b) and 510(b) and Fed. R. Bankr. P. 3003 and 3007 to Claims, dated November 1, 2004, and served by Michael H. Krafcisin (**Does not appear on docket**).

Claimant Nytalya Smith-Brown Response to Debtors' Second Omnibus Objection Pursuant to 11 U.S.C. §§ 502(b) and 510(b) and Fed. R. Bankr. P. 3003 and 3007 to Claims (Claim No. 1325), served by Joseph E. Gasperetti, Esq. on behalf of Nytalya Smith-Brown (**Undated, does not appear on docket**).

Response to Debtor's Second Omnibus Objection to Claim No. 1096, filed by John M. Daley on behalf of Old Dominion Freight Line, Inc. on November 3, 2004. (**Dkt. No. 357**).

Response to Debtors' Second Omnibus Objection Pursuant to 11 U.S.C. 502(b) and 510(b) and Fed. R. Bank. P. 3003 and 3007 to Claims, filed by Richard J. Bernard on behalf of Edward T. Joyce on November 3, 2004 (**Dkt. No. 346**).

Status:

This matter will be proceeding with respect to all purported claims except that the parties will be requesting that the hearing with respect to the first three responses listed above be adjourned to November 23, 2004 at 10:00 a.m., and that the hearing with respect to the fourth response listed above be adjourned to a date to be determined.

Respectfully,

/s/ Thomas J. Matz

cc (by facsimile):

Counsel of record for each of the parties filing pleadings identified above:

Hahalis & Kounoupis, P.C., attn: David L. Deratzian, Esq.
Counsel for Debra Craig

Wildman, Harrold, Allen & Dixon LLP, attn: David J. Fischer, Esq.
Counsel for Kemper Insurance

Dechert LLP, attn: David C. McGrail
Special conflicts counsel to the Debtors

Oppenheimer Wolff & Donnelly LLP, attn: Laura O. Glaesman
Counsel to International Business Machines Corporation

Michael H. Krafcisin
Respondent/Creditor, Pro Se

Law Offices of Joseph E. Gasperetti, P.C., attn: Joseph E. Gasperetti, Esq.
Schuyler, Roche & Zqirner, P.C., attn: Dolores Ayala, Esq.
Counsel for Nyotalya Smith-Brown

John M. Daley, Esq.
Counsel for Old Dominion Freight Lines, Inc.

Nixon & Peabody LLP, attn: Richard J. Bernard
Counsel for Edward T. Joyce

Milbank, Tweed, Hadley & McCloy LLP
Counsel for the Official Committee of Unsecured Creditors

Simpson Thacher & Bartlett LLP
Counsel for the Senior Lenders

The Office of the United States Trustee
Attn: Paul K. Schwartzberg, Esq.