

herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Plan Proposal Period is hereby extended through the later of (i) December 10, 2004 and (ii) the date on which the Court shall enter an order with respect to any subsequent request by the Debtors, filed on or before December 10, 2004, for an extension of the Plan Proposal Period, should the Debtors make any such request, subject to the terms and conditions of paragraph 2 hereof; and

2. With respect to any request by any of the Debtors to extend the Plan Proposal Period beyond December 10, 2004, any extension after such date shall include co-exclusivity for both the Creditors' Committee and JPMorgan Chase Bank, as Administrative Agent for the Debtors' Senior Secured Lenders (the "Administrative Agent"), subject to the following conditions, to the extent applicable: If, as of the deadline for casting ballots or filing objections to the Joint Plan of Reorganization of RCN Corp. and Certain Subsidiaries, dated October 12, 2004 (the "Plan"),² (a) definitive commitments for the Exit Facility (on substantially the same terms and conditions described in the Disclosure Statement) have been obtained and accepted by the Debtors and (b) there has been no occurrence or failure of condition that would render consummation of the Plan impracticable by December

2 Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Plan.

31, 2004 (except with respect to the Subsidiary Debtors), then, (x) as a condition to the Creditors' Committee's co-exclusivity, each of those official and ex-officio members of the Creditors' Committee eligible to vote with respect to the Plan shall have voted to accept the Plan, and (y) as a condition to the Administrative Agent's co-exclusivity, each of the Senior Secured Lenders entitled to object to the Plan shall not have objected to the Plan and the Senior Secured Lenders shall not have terminated use of cash collateral (on terms and conditions no more onerous to the Debtors than currently in effect) prior to the close of business on December 10, 2004. In the event that neither the Creditors' Committee nor the Administrative Agent shall be entitled to co-exclusivity in accordance with the foregoing conditions, the Debtors retain the right to seek extensions of the Plan Proposal Period without any grant of co-exclusivity to any third party.

Dated: New York, New York
November 16, 2004

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE