UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK In re In re Chapter 11 Case No. 04-13638 (RDD) Debtors. (Jointly Administered)

ORDER UNDER 11 U.S.C. § 1121(d) EXTENDING THE EXCLUSIVE PERIODS DURING WHICH THE DEBTORS MAY FILE REORGANIZATION PLAN

Upon the September 15, 2004 motion (the "Motion") of the Debtors for entry of an 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.); and the Debtors and the Creditors' Committee having presented this consensual order extending the exclusive plan filing period (the "Plan Proposal Period") through December 10, 2004; and the Court having reviewed this consensual order, and the Court being satisfied that it is in the best interests of the Debtors, their estates, creditors, and parties in interest; and upon the record

Unless otherwise defined herein, capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

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"), (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

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