

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

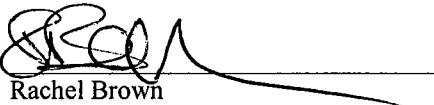
RACHEL BROWN, being duly sworn, deposes and says:

- 1. I am over the age of eighteen years and employed by Bankruptcy Services LLC, 757 Third Avenue, New York, New York and I am not a party to the above-captioned action.

- 2. On November 16, 2004, I caused to be served the following:
 - a) “Order Under 11 U.S.C. § 1121(d) Extending the Exclusive Periods During Which the Debtors May File Reorganization Plan”, dated November 16, 2004, a copy of which is attached hereto as Exhibit “A”, (the “Extension Order”), and

 - b) “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”, dated November 16, 2004, a copy of which is attached hereto as Exhibit “B”, (the “Exit Financing Order”),

by causing true and correct copies of the Extension Order and Exit Financing Order, enclosed securely in separate postage pre-paid envelopes, to be delivered by first class mail to those parties listed on the annexed Exhibit “C”.


Rachel Brown

Sworn to before me this
18th day of November, 2004


Notary Public

TIRZAH GORDON
Notary Public, State Of New York
No. 01GO6076304
Qualified In Queens County
Commission Expires June 24, 2006

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 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")¹ 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

¹ 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"),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

EXHIBIT “B”

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 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**

Upon the motion (the "Motion")¹ of the Debtors for entry of an Order Under 11 U.S.C. §§ 105(a), 363(b), 364(c)(1), 503(b) and 507 Authorizing, Approving and Ratifying the Amendment to the Exit Financing Commitments and Payment of Related Fees and Expenses; and the Court having reviewed the Motion and the Coleman Declaration; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors and other parties in interest; and it appearing that notice of the Motion was good and sufficient under the particular circumstances and that no other and further notice be given; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

¹ Unless otherwise defined herein, capitalized terms used herein shall have the meanings ascribed to them in the Motion.

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.

2. The Debtors' execution of the Financing Amendment is ratified and the Debtors are hereby authorized and empowered to perform the obligations set forth in the Financing Amendment, and the Exit Financing Commitments as amended thereby, and the obligations incurred by them thereunder.

3. The additional fees and expenses payable by the Debtors under each of the Commitment Letter and the Fee Letter, each as amended by the Financing Amendment, shall be entitled to priority as administrative expense claims under sections 503(b)(1) and 507(a)(1) of the Bankruptcy Code, as and when they become due and shall be paid when and as provided for under the Exit Financing Commitments, as amended by the Financing Amendment; and in the case of the obligation to pay fees as described in the last sentence of the sixth paragraph of the Commitment Letter, as amended by the Financing Amendment, such obligation and fees shall constitute super-priority obligations pursuant to Section 364(c)(1) of the Bankruptcy Code.

4. The requirement of Local Bankr. R. 9013-1(b) that any motion filed shall be accompanied by a separate memorandum of law is satisfied by the Motion.

Dated: New York, New York
November 16, 2004

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT “C”

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