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ATTORNEYS FOR HSBC BANK USA,
AS INDENTURE TRUSTEE

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

<hr/>)	Chapter 11
)	
In re:)	
)	Case No. 04-13637
RCN CORPORATION, et al.,)	(Jointly Administered)
)	
Debtors.)	
)	
<hr/>)	Honorable Robert D. Drain

**NOTICE OF APPEARANCE AND
DEMAND FOR SERVICE OF PAPERS**

PLEASE TAKE NOTICE that the undersigned appear in the above-captioned cases on behalf of HSBC Bank USA, as Indenture Trustee (“HSBC”), a creditor, and pursuant to Federal Rules of Bankruptcy Procedure 2002 and 9010(b) and section 1109(b) of title 11 of the United States Code, 11 U.S.C. §§101, *et seq.* (the “Bankruptcy Code”), demands that all notices given or required to be given and all papers served in these cases be delivered to and served upon the parties identified below at the following address:

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PLEASE TAKE FURTHER NOTICE that pursuant to section 1109(b) of the Bankruptcy Code, the foregoing demand includes not only the notices and papers referred to in the above-mentioned Bankruptcy Rules, but also includes, without limitation, all orders, applications, motions, petitions, pleadings, requests, complaints or demands, whether formal or informal, written or oral, transmitted or conveyed by mail delivery, telephone, facsimile or otherwise, in these cases.

This Notice of Appearance and any subsequent appearance, pleading, claim, or suit is not intended nor shall be deemed to waive HSBC's (i) right to have final orders in non-core matters entered only after *de novo* review by a district court judge; (ii) right to trial by jury in any proceedings so triable herein or in any case, controversy or proceeding related hereto; (iii) right to have the reference withdrawn by the United States District Court in any matter subject to mandatory or discretionary withdrawal; or (iv) other rights, claims, actions, defenses, setoffs or recoupments to which HSBC is or may be entitled under agreements, in law, or in equity, all of which rights, claims, actions, defenses, setoffs, and recoupments expressly are hereby reserved.

Dated: New York, New York
June 10, 2004

KELLEY DRYE & WARREN LLP

By: /s/ Debra SuDock

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