



**EXHIBIT "A"**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	: Chapter 11
RCN CORPORATION, <u>et al.</u> ,	: Case No. 04-13638 (RDD)
Debtors.	: (Jointly Administered)
----- x	
RCN CORPORATION and	:
RCN CABLE TV OF CHICAGO, INC.,	:
Plaintiffs	:
v.	: Adv. No. 04-03666 (RDD)
CITY OF CHICAGO,	:
Defendant.	:
----- x	

**ORDER AUTHORIZING DEBTORS TO FILE UNDER SEAL  
DARK FIBER IRU AGREEMENT WITH THE CITY OF CHICAGO**

Upon the motion (the "Motion")<sup>1</sup> of the Debtors for entry of an order under 11 U.S.C. §§ 105(a) and 107(b) and Rule 9018 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") authorizing the Debtors to file, under seal, the Dark Fiber IRU Agreement and its exhibits (the "Confidential Materials") relating to the Debtors' Motion for Approval of Settlement Agreement between RCN Corporation, RCN Cable TV of Chicago, Inc., and the City of Chicago

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

(the "Settlement Motion"); and the Court having reviewed the Motion; 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 upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED as provided herein.
2. The Debtors, pursuant to section 107(b) of the Bankruptcy Code and Bankruptcy Rule 9018, are authorized to file the Confidential Material under seal.
3. The Confidential Material (and any information derived from the Confidential Material) shall remain confidential, be filed under seal and shall be served on and made available only to (i) the United States Trustee, (ii) counsel to the Committee, (iii) counsel to any other statutory committee appointed in these chapter 11 cases, (iv) counsel to the administrative agents for the prepetition secured lenders to the Debtors and (v) such other parties as ordered by the Court or agreed to by the Debtors and the City.
4. Service of the Settlement Motion without the Confidential Material shall be made on all entities entitled to receive notice pursuant to this Court's Order, dated June 2, 2004, establishing notice procedures in these chapter 11 cases; provided that, upon request by a party in interest, the Debtors shall provide

such party a version of the Confidential Information redacted to delete all commercially sensitive information.

5. Any pleadings filed in these cases that reference or disclose any of the information contained in the Confidential Material (other than information disclosed in the Settlement Motion) shall be filed under seal and served only on those parties authorized to receive the Confidential Material in accordance with this Order.

Dated: New York, New York  
November 22, 2004

/s/ ROBERT D. DRAIN  
Honorable Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

**Exhibit "B"**

**Hearing Date: December 8, 2004 at 10:00 a.m. (Eastern)**  
**Objections Due: December 7, 2004 at 12:00 p.m. (Eastern)**

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
D. J. Baker (JB 0085)  
Frederick D. Morris (FM 6564)  
Four Times Square  
New York, New York 10036-6522  
(212) 735-3000

**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  
RCN CORPORATION and :  
RCN CABLE TV OF CHICAGO, INC., :  
: Plaintiffs :  
: :  
v. : Adv. No. 04-03666 (RDD)  
: CITY OF CHICAGO, :  
: Defendant. :  
----- X

**REVISED NOTICE OF MOTION OF DEBTORS FOR APPROVAL OF  
SETTLEMENT AGREEMENT BETWEEN RCN CORPORATION, RCN  
CABLE TV OF CHICAGO, INC., AND THE CITY OF CHICAGO**

PLEASE TAKE NOTICE that on November 19, 2004, the above-captioned debtors and debtors-in-possession (the "Debtors"), filed the **Debtors' Motion for Approval of Settlement Agreement between RCN Corporation, RCN Cable TV of Chicago, Inc., and the City of Chicago** (the "Motion").

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motion or the relief requested therein must be made in writing, must conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, and must be (i) filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) - registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties in interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF)), WordPerfect or any other Windows-based word processing format); submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge; and (ii) served upon (a) RCN-Chicago, 105 Carnegie Center, Princeton, New Jersey 08540, Attention: General Counsel; (b) Skadden, Arps, Slate, Meagher & Flom LLP, counsel to RCN and RCN-Chicago, 4 Times Square, New York, New York, 10036-6522, Attention: Jay M. Goffman, Esq.; (c) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21<sup>st</sup> Floor, New York, New York 10004, Attention: Paul K. Schwartzberg, Esq.; (d) Milbank, Tweed, Hadley & McCloy, counsel to the official



committee of unsecured creditors, 1 Chase Manhattan Plaza, New York, New York 10005, Attention: Dennis Dunne, Esq., Deirdre A. Sullivan, Esq.; (e) Simpson Thacher & Bartlett, counsel to the agent for the Debtors' prepetition credit facility, 425 Lexington Avenue, New York, New York 10017-3955, Attention: Peter V. Pantaleo, Esq.; and (vi) HSBC Bank USA, the indenture trustee for the Debtors' outstanding debt securities, 452 Fifth Avenue, New York, New York 10001, Attention: Issuer Services (collectively, the "Notice Parties") no later than **12:00 p.m. prevailing Eastern time on December 7, 2004.**

PLEASE TAKE FURTHER NOTICE that if an objection is properly filed and received in accordance with the above procedures, a hearing on the Motion will be held before the Honorable Robert D. Drain, in the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004 on **December 8, 2004 at 10:00 a.m. prevailing Eastern time.** Only objections made in writing and timely filed and received by the Notice Parties will be considered by the Bankruptcy Court at such hearing.

**IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS  
NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE  
MOTION WITHOUT FURTHER NOTICE OR HEARING.**

Dated: New York, New York  
November 22, 2004

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

/s/ D. J. Baker

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Attorneys for Debtors and Debtors-in-Possession

**EXHIBIT "C"**

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  
RCN CORPORATION and :  
RCN CABLE TV OF CHICAGO, INC., :  
Plaintiffs :  
v. : Adv. No. 04-03666 (RDD)  
CITY OF CHICAGO, :  
Defendant. :  
----- x

**ORDER SHORTENING NOTICE PERIOD AND  
ESTABLISHING OBJECTION DEADLINE AND HEARING  
ON MOTION OF DEBTORS FOR APPROVAL OF  
SETTLEMENT AGREEMENT BETWEEN RCN CORPORATION,  
RCN CABLE TV OF CHICAGO, INC., AND THE CITY OF CHICAGO**

Upon consideration of the motion (the "Motion")<sup>1</sup> of the Debtors for entry of an order shortening the notice period and establishing a hearing date and time and an objection deadline with respect to the Motion of Debtors for Approval of Settlement Agreement between RCN Corporation, RCN Cable TV of Chicago, Inc.,

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

and the City of Chicago (the "Settlement Motion"); and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and the Court having determined that the relief sought in the Motion is in the best interests of the Debtors and their estates; and upon the Motion and all of the proceedings had before the Court; and after due deliberation thereon and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED as provided herein.
2. The objection deadline for the Settlement Motion is December 7, 2004 at 12:00 noon (prevailing Eastern time).
3. The hearing on the Settlement Motion is scheduled for December 8, 2004 at 10:00 a.m. (prevailing Eastern time).
4. Notwithstanding any Bankruptcy Rule to the contrary, this Order shall take effect immediately upon its entry.
5. The requirement under Local Bankr. R. 9013-1(b) of the service and filing of a separate memorandum of law is satisfied by the Motion.

Dated: New York, New York  
November 22, 2004

/s/ ROBERT D. DRAIN  
Honorable Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

**Exhibit "D"**

Name	Address
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CHARLES, CHRISTOPHER	3018 AVE I BROOKLYN NY 11210
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CITY OF CHICAGO	THE CABLE ADMINISTRATOR (AREA 1) 33 NORTH LASALLE STREET CHICAGO IL 60602
CITY OF CHICAGO	THE CABLE ADMINISTRATOR (AREA 2) 33 NORTH LASALLE STREET CHICAGO IL 60602
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Total Number of Records Printed

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**Exhibit "E"**

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