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Attorneys for Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
:  
RCN CORPORATION, et al., : Case No. 04-13638 (RDD)  
:  
Debtors. : (Jointly Administered)  
:  
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**STIPULATION AND ORDER DISMISSING APPEAL OF  
BANKRUPTCY COURT'S ORDER, DATED JUNE 22, 2004,  
APPROVING THE DEBTORS' MOTION FOR ORDER UNDER  
11 U.S.C. §§ 105(A), 363(B), 364(C)(1), 503(B) AND 507  
AUTHORIZING, APPROVING AND RATIFYING EXIT FINANCING  
COMMITMENTS AND PAYMENT OF RELATED FEES AND EXPENSES**

Appellees RCN Corporation and certain of its direct and indirect subsidiaries, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Appellants Wells Fargo & Company ("Wells") and Vulcan Ventures Inc. ("Vulcan"), hereby stipulate and agree that:

A. Wells and Vulcan filed a notice of appeal (Dkt. No. 84), dated July 1, 2004, of the Order Under 11 U.S.C. §§ 105(a), 363(b), 364(c)(1), 503(b) and 507 Authorizing, Approving and Ratifying Exit Financing Commitments and Payment of Related Fees and Expenses (Dkt. No. 67), dated June 22, 2004 (the "Appeal");

B. Wells and Vulcan sent a letter to the Clerk of the Bankruptcy Court requesting that the Appeal be withdrawn (Dkt. No. 298);

C. The parties wish to file a stipulation for dismissal of the Appeal pursuant to Rule 8001(c)(1) of the Federal Rules of Bankruptcy Procedure; and

D. The undersigned counsel acknowledge that their respective clients have approved the terms of this Stipulation and Order and have authorized them to execute this Stipulation and Order on their behalf.

It is therefore STIPULATED, ORDERED and DECREED that:

1. The Appeal is dismissed with prejudice.

Dated: New York, New York  
November 30, 2004

SKADDEN, ARPS, SLATE,  
MEAGHER & FLOM LLP

/s/ D.J. Baker

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Attorneys for Wells Fargo & Company and  
Vulcan Ventures Inc.

SO ORDERED this 2<sup>nd</sup> day of December 2004

/s/Robert D. Drain

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UNITED STATES BANKRUPTCY JUDGE