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December 7, 2004

The Honorable Robert D. Drain
United States Bankruptcy Court
Southern District of New York
Alexander Hamilton Customs House
One Bowling Green
New York, New York 10004-1408

Re: In re RCN Corporation, et al., Case No. 04-13638 (RDD)

Dear Judge Drain:

Set forth below is an agenda for the matters scheduled for the hearing on December 8, 2004 at 10:00 a.m. The information contained in this agenda reflects documents received in our offices as of this morning and information contained on the Court's docket last reviewed this morning.

A. CONTINUED MATTER

1. DEBTORS' OBJECTION UNDER 11 U.S.C. §§ 105(a), 502(b), 503 AND 507 AND FED. R. BANKR. P. 3007 AND THE BAR DATE ORDER TO PROOFS OF CLAIM FILED BY KEMPER INSURANCE COMPANIES (Dkt. No. 251).

Response Deadline: October 28, 2004 at 4:00 p.m.

Responses: None.

Status: The parties have reached an agreement, the terms of which are reflected in a term sheet executed by the parties. The parties will be requesting that this matter

be adjourned to January 5, 2005 at 10:00 a.m. while they finalize a stipulation reflecting such terms.

B. UNCONTESTED MATTERS

2. MOTION OF DEBTORS FOR APPROVAL OF SETTLEMENT AGREEMENT BETWEEN RCN CORPORATION, RCN CABLE TV OF CHICAGO, INC., AND THE CITY OF CHICAGO (**Dkt. No. 405**).

Objection Deadline: December 7, 2004 at 4:00 p.m.

Objections: None.

Related Documents: Declaration of Thomas McKay in Support of Motion of Debtors for Approval of Settlement Agreement Between RCN Corporation, RCN Cable TV of Chicago, Inc., and The City of Chicago (**Dkt. No. 462**).

Status: This matter will be proceeding.

3. JOINT PLAN OF REORGANIZATION OF RCN CORPORATION AND CERTAIN SUBSIDIARIES (**Dkt. No. 166**); DISCLOSURE STATEMENT WITH RESPECT TO THE JOINT PLAN OF REORGANIZATION OF RCN CORPORATION AND CERTAIN SUBSIDIARIES (BLACKLINED DISCLOSURE STATEMENT AND PLAN TO VERSIONS FILED WITH THE COURT ON OCTOBER 6, 2004) (**Dkt. No. 292**).

Objection Deadline: November 30, 2004 at 4:00 p.m.

Objections: Objection to Plan Confirmation by Creditor Debra K. Craig on Behalf of the RCN Savings and Stock Ownership Plan and its Participants and Beneficiaries (**Dkt. No. 431**).

Response of E! Entertainment to Debtors' Notice of Assumption of Executory Contracts and Unexpired Leases Pursuant to Joint Plan of Reorganization and

Response Regarding Confirmation of Joint Plan of Reorganization (**Dkt. No. 434**).

Limited Objection of Scripps Networks, Inc. to Assumption of HGTV Contract in Connection with Joint Plan of Reorganization and Brief in Support Thereof (**Dkt. No. 436**).

Objection of Edward T. Joyce to Confirmation of Joint Plan of Reorganization of RCN Corporation and Certain Subsidiaries (**Dkt. No. 438**).

Objection of Merrill Lynch Trust Company FSB to the Confirmation of the Joint Plan of Reorganization of RCN Corporation and Certain Subsidiaries (**Dkt. No. 440**).

Objection of National Cable Television Cooperative to Assumption of Executory Contracts and Unexpired Leases Pursuant to Joint Plan of Reorganization of RCN Corporation and Certain of its Subsidiaries (**Dkt. No. 445**).

Related Documents: Certificate of Service of Financial Balloting Group LLC with Respect to Service of Solicitation Packages and Non-Voting Packages (**Dkt. No. 362**).

Declaration of Jane Sullivan Certifying (A) Voting on and Tabulation of Ballots Accepting and Rejecting the Joint Plan Of Reorganization of RCN Corporation and Certain Subsidiaries and (B) Election by Holders of Class 5 RCN General Unsecured Claims (**Dkt. No. 463**).

Memorandum of Law in Support of Confirmation of the Joint Plan of Reorganization of RCN Corporation and Certain Subsidiaries (**Dkt. No. 467**).

Declaration of John S. Dubel in Support of Confirmation of the Joint Plan Of Reorganization of RCN Corporation and Certain Subsidiaries (**Dkt. No. 468**).

Declaration of Timothy Coleman in Support of Confirmation of the Joint Plan of Reorganization of RCN Corporation and Certain Subsidiaries (**Dkt. No. 469**).

Status: This matter will be proceeding. All of the objections have been resolved.

Respectfully,

/s/ Thomas J. Matz

cc (by facsimile):

Counsel of record for each of the parties filing pleadings identified above:

Wildman, Harrold, Allen & Dixon LLP, attn: David J. Fischer, Esq.
Counsel for Kemper Insurance

Sarraf Gentile LLP, attn: Ronen Sarraf, Esq.
Malakoff Doyle & Finberg, P.C., attn: Richard A. Finberg, Esq.
Co-counsel for Debra K. Craig

Kaye Scholer LLP, attn: Ronald L. Leibow, Esq. and Andrew A. Kress, Esq.
Counsel for E! Entertainment Television, Inc.

Baker & Hostetler LLP, attn: Matthew R. Goldman, Esq.
Counsel for Scripps Networks, Inc.

Nixon Peabody LLP, attn: Roger R. Crane, Esq.
Counsel for Edward T. Joyce

Gibson, Dunn & Crutcher LLP, attn: Jonathan M. Landers, Esq.
Counsel for Merrill Lynch Trust Company FSB

Halperin Battaglia Raicht, LLP, attn: Alan D. Halperin, Esq.
Blackwell Sanders Peper & Martin, LLP, attn: Richard M. Beheler, Esq.
Co-counsel for National Cable Television Cooperative

Milbank, Tweed, Hadley & McCloy LLP
Counsel for the Official Committee of Unsecured Creditors

Simpson Thacher & Bartlett LLP
Counsel for the Senior Lenders

The Office of the United States Trustee
Attn: Paul K. Schwartzberg, Esq.