

Hearing Date: December 16, 2004 at 10:00 a.m. (Eastern)
Objections Due: December 15, 2004 at 12:00 p.m. (Eastern)

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

PLEASE TAKE NOTICE that on December 10, 2004, the above-captioned debtors and debtors-in-possession (the "Debtors"), filed the attached **Motion of Debtors for Approval of Settlement Agreement between RCN Cable TV of Chicago, Inc., and the Chicago Access Corporation** (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: D. J. Baker, Esq.; (c) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st 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 (f) 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 15, 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 16, 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
December 10, 2004

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

/s/ D. J. Baker

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