

Hearing Date: March 3, 2005 at 10:00 a.m.
Objections Due: February 25, 2005 at 4:00 p.m.

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Counsel for Reorganized 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)
:
Reorganized Debtors. : (Jointly Administered)
:
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**NOTICE OF HEARING TO CONSIDER APPLICATIONS
SEEKING FINAL ALLOWANCE OF FEES FOR
PROFESSIONAL SERVICES RENDERED AND
DISBURSEMENTS INCURRED**

PLEASE TAKE NOTICE that a hearing will be held before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004, on **March 3, 2005 at 10:00 a.m.** (the "Hearing Date"), to consider the following applications (collectively, the "Applications") seeking final allowance of fees for professional services and disbursements incurred, through December 21, 2004:

| Applicant/Nature of Representation | Fees and Expenses |
|--|--|
| Skadden, Arps, Slate, Meagher & Flom LLP Counsel for the Debtors | Fees: \$5,981,366.75 Expenses: \$205,313.81 |
| Winston & Strawn LLP Special Counsel for RCN's Board of Directors | Fees: \$1,111,789.75 Expenses: \$31,598.45 |
| Swidler Berlin Shereff Friedman, LLP Special Regulatory Counsel for the Debtors | Fees: \$269,799.50 Expenses: \$9,043.32 |
| Kasowitz, Benson, Torres & Friedman, LLP Special Conflicts Counsel to the Debtors | FILED UNDER SEAL |
| Dechert LLP Special Conflicts Counsel for the Debtors | Fees: \$131,337.40 Expenses: \$5,313.86 |
| The Blackstone Group L.P. Financial Advisors for the Debtors | Fees: \$9,167,741.93 (includes \$7.8 million restructuring fee) Expenses: \$37,216.80 |
| AP Services, LLC Crisis Managers for the Debtors | Fees: \$7,566,333.00 ¹ Expenses: \$354,589.29 |
| PricewaterhouseCoopers LLP Accountants and Financial Advisors to the Debtors | Fees: \$516,259.80 Expenses: \$2,092.06 |
| Milbank, Tweed, Hadley & McCloy LLP Counsel for the Creditors' Committee | Fees: \$1,812,347.50 Expenses: \$97,285.50 |
| Chanin Capital Partners Financial Advisors for the Creditors' Committee | Fees: \$924,408.61 Expenses: \$40,246.49 |
| Capital & Technology Advisors LLC Industry and Technology Advisors for the Creditors' Committee | Fees: \$2,736,935.48 Expenses: \$61,171.63 |

PLEASE TAKE FURTHER NOTICE that the Applications have been or will be electronically filed with the Clerk of the Bankruptcy Court and as such may be examined and inspected by interested parties on the Court's website, <http://www.nysb.uscourts.gov>, and can be

¹ This amount includes a \$4,000,000.00 contingent success fee that is being sought by AP Services, LLC under a separate application.

viewed with a PACER password (to obtain a PACER password, go to the PACER website, <http://pacer.psc.uscourts.gov>), or by contacting the particular Applicant.

PLEASE TAKE FURTHER NOTICE that objections to the Applications, if any, shall be filed in writing with the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004 (the "Bankruptcy Court"), and served upon (i) Milbank, Tweed, Hadley & McCloy LLP, as counsel to the Reorganized Debtors and Debtors in Possession, 1 Chase Manhattan Plaza, New York, NY 10005, Attention: Susheel Kirpalani, Esq.; (ii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st floor, New York, NY 10004, Attention: Paul K. Schwartzberg, Esq.; and (iii) the particular Applicant affected thereby, in each case so as to be **received** no later than 4:00 p.m. Eastern time on **February 25, 2005** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made in writing and timely filed and received by the Objection Deadline will be considered by the Bankruptcy Court at the Hearing, and that if no objections to a particular Application are timely filed and served in accordance with the procedures set forth herein, the Bankruptcy Court may enter an order granting such Application **without further notice**.

Dated: New York, New York
February 4, 2005

MILBANK, TWEED, HADLEY & M^cCLOY LLP

/s/ Susheel Kirpalani

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