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Attorneys for RCN Corporation,
Reorganized Debtor

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re : Chapter 11
: :
RCN CORPORATION, : Case No. 04-13638 (RDD)
: :
Debtor. :
-----X

**NOTICE OF HEARING CONCERNING MOTION FOR ORDER
UNDER 11 U.S.C. §§ 105(a), 363(b) AND 365 AUTHORIZING AND
APPROVING THE ASSUMPTION OF CERTAIN EXECUTORY
CONTRACTS WITH ROYAL & SUNALLIANCE, USA, INC.**

**TO: KENNETH M. GREENE
NC STATE BAR NO. 5465
CARRUTHERS & ROTH, P.A.
POST OFFICE BOX 540
235 NORTH EDGEWORTH STREET
GREENSBORO, NORTH CAROLINA 27401**

**ATTORNEYS FOR ROYAL &
SUNALLIANCE USA, INC.
AND ITS AFFILIATES AND SUBSIDIARIES**

PLEASE TAKE NOTICE THAT on November 30, 2004, RCN Corporation (“RCN”) and certain of its direct and indirect subsidiaries, former debtors and debtors-in-possession in the above-captioned cases (collectively, the “Reorganized Debtors”), filed the Motion For Order Under 11 U.S.C. §§ 105(a), 363(b), and 365 Authorizing And Approving (A) The Assumption Of Certain Executory Contracts And (B) The Renewal Of Insurance Programs (Docket No. 442) (the "Assumption Motion").

PLEASE TAKE FURTHER NOTICE THAT in the Assumption Motion, RCN sought to assume certain agreements under which Royal & SunAlliance USA, Inc. and its affiliates and subsidiaries (collectively, "Royal") provided and continues to provide RCN with insurance coverage, including automobile, commercial general liability, owners and contractors protective liability, railroad protective liability, and workers compensation coverage, pursuant to insurance policies listed on Exhibit A hereto (the "Insurance Policies"), which are governed by various payment and indemnity agreements between RCN and Royal, as amended from time to time (the "Royal Assumption").

PLEASE TAKE FURTHER NOTICE THAT RCN, upon reasonable investigation, is not aware of any defaults existing under the Insurance Policies and believes the cure amount is \$0.00 (zero).

PLEASE TAKE NOTICE THAT a hearing (the "Hearing") on the Royal Assumption has been scheduled for March 3, 2005 at 10:00 a.m. (EST).

PLEASE TAKE FURTHER NOTICE THAT pursuant to rules 6006-1 and 9006-1(b) of the Local Rules For The United States Bankruptcy Court, if you wish to contest the Royal Assumption, you must file and serve a response by **no later than February 28, 2005 at 4:00 p.m. (Eastern Standard Time)**.

PLEASE TAKE FURTHER NOTICE THAT each such written response must be served on the following parties: (i) counsel for RCN, Milbank, Tweed, Hadley & M^cCloy LLP, Attention: Susheel Kirpalani, Esq. and Deirdre Ann Sullivan, Esq., 1 Chase Manhattan Plaza, New York, New York 10005; (ii) Office of the United States Trustee, Southern District of New York, Attention: Paul K. Schwartzberg, Esq., 33 Whitehall Street, 21st Floor, New York, New York 10004; and (iii) United States Bankruptcy Court for the Southern District of New York, Attention: Chambers of the Honorable Robert D. Drain, Alexander Hamilton Customs House, One Bowling Green, New York, New York 10004.

PLEASE TAKE FURTHER NOTICE THAT RCN requests that at a minimum each response contain the following:

- (a) a caption setting forth the name of the Bankruptcy Court, the name of the case, the case number, and the title of the Assumption Motion; and
- (b) a concise statement setting forth the reasons why the Royal Assumption should not be granted, including, but not limited to, the specific factual and legal basis upon which the creditor will rely in opposing the Royal Assumption;

PLEASE TAKE FURTHER NOTICE THAT RCN reserves the right to file a supplemental memorandum of law in further support of the Royal Assumption.

DATED: New York, New York
February 10, 2005

MILBANK, TWEED, HADLEY & M^cCLOY LLP

By: /s/ Susheel Kirpalani _____

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EXHIBIT A

Policy Description	Policy Number
Automobile Liability	P2TS468478
Automobile Liability	P2TW468479
Commercial General Liability	P2tR468475
Owners & Contractors Protective Liability	R2TS468745
Owners & Contractors Protective Liability	R2TS468746
Railroad Protective Liability	R2TS468750
Railroad Protective Liability	R2TS468747
Railroad Protective Liability	R2TS468748
Railroad Protective Liability	R2TS468749
Workers Compensation	R2IJ000178
Workers Compensation	R2TO468476