

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
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RCN CORPORATION, et al., : Case No. 04-13638
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Debtors. : (Jointly Administered)
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ORDER UNDER 11 U.S.C. §§ 102 AND 105 AND FED. R. BANKR. P. 2002, 9006 AND 9007 ESTABLISHING CERTAIN NOTICE, CASE MANAGEMENT AND ADMINISTRATIVE PROCEDURES

Upon the motion (the "Motion")¹ of the Debtors for entry of an order under 11 U.S.C. §§ 102(1) and 105 and Fed. R. Bankr. P. 2002, 9006 and 9007 establishing certain notice, case management and administrative procedures in these chapter 11 cases; and the Court having reviewed the Motion and the Horvat Affidavit; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors and other parties in interest; and it appearing that notice of the Motion was good and sufficient under the particular circumstances and that no other and further notice be given; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

¹ Unless otherwise defined herein, capitalized terms used herein shall have the meanings ascribed to them in the Motion.

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.
2. Every filing shall be subject to the Notice Procedures, which are hereby implemented and approved pursuant to Bankruptcy Code sections 102(l), 105(a) and 105(d) and Bankruptcy Rules 2002(m), 9006 and 9007.
3. Notice given in accordance with such Notice Procedures shall be good and sufficient under the particular circumstances pursuant to the Bankruptcy Code, the Bankruptcy Rules and the Local Rules.
4. Except as otherwise provided in this or any other Order of this Court, all filings in these cases shall be served only upon the following parties and entities (the "Master Service List"):
 - a. the Debtors and their counsel;
 - b. the Office of the United States Trustee;
 - c. Counsel to the statutory committee of unsecured creditors, if one is appointed;
 - d. Counsel to the Noteholders' Committee;
 - e. Counsel to any other statutory committee(s) appointed in these cases;
 - f. Counsel to the agent for the Debtors' senior credit facility;
 - g. Counsel to the agent for the Debtors' junior credit facility;

- h. the indenture trustee(s) for the Debtors' outstanding debt securities;
- i. the Securities and Exchange Commission;
- j. the Internal Revenue Service;
- k. the Federal Communications Commission;
- l. other government agencies to the extent required by the Bankruptcy Code and Bankruptcy Rules;
- m. all parties having filed a notice of appearance and request for notices under Bankruptcy Rule 2002(i); and
- n. the Office of the United States Attorney, Southern District of New York.

5. Notice of any relief sought or other pleadings in these jointly administered chapter 11 cases shall be served only upon parties then listed on the Master Service List, any party having filed a notice of appearance and request for notice since the last Master Service List was filed with this Court, and any party in interest directly affected by the relief sought in such matter.

6. Notice shall be limited to the Master Service List and any party in interest affected by the relief sought, including all matters covered by Bankruptcy Rule 2002 and the Local Rules, with the express exception of the following:

- a. notice of the first meeting of creditors pursuant to Bankruptcy Code section 341;

- b. notice of the time fixed for filing proofs of claims, if any, pursuant to Bankruptcy Rule 3003(c);
- c. notice of the hearing to consider approval of the disclosure statement or confirmation of the reorganization plan and the time fixed for filing objections thereto; and
- d. notice of and transmittal of ballots for accepting or rejecting the reorganization plan.

Notice of the foregoing matters shall be given to all parties in interest in accordance with Bankruptcy Rule 2002, unless otherwise ordered by this Court or otherwise prescribed by the Bankruptcy Code.

7. The Debtors shall update the Master Service List on a monthly basis to include the names and addresses of any party in interest who has made a written request for notice in the prior month. In connection with noticing any particular matter, the Debtors shall cause either an affidavit of service or a certificate of service annexing the list of those parties receiving notice to be file with the Court in accordance with any local rules.

8. Notwithstanding anything else herein or in the Motion, these procedures shall not apply to adversary proceedings, which shall be governed by the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and any applicable subsequent orders of this Court; provided, however, that any complaint filed in any adversary proceeding herein also shall be served on the parties identified on the Master Service List.

9. The Court shall conduct Omnibus Hearings in Courtroom

610-2, Alexander Hamilton Custom House, One Bowling Green, New York, New York, unless otherwise ordered by the Court. The following dates and times have been scheduled as the initial Omnibus Hearings in these chapter 11 cases:

July 30, 2004 at 10:00 a.m. (Eastern Time)

September 1, 2004 at 10:00 a.m.(Eastern Time)

September 29, 2004 at 10:00 a.m.(Eastern Time)

October 27, 2004 at 10:00 a.m.(Eastern Time)

Omnibus Hearings shall occur thereafter on such dates and times as may be scheduled by the Court, with notice of such dates and times to be provided to the parties on the Master Service List. All matters requiring a hearing in these cases shall be set for and heard on Omnibus Hearing dates unless alternative hearing dates are approved by the Court for good cause shown.

10. The Debtors shall provide notice of the entry of this Order (but not the Order itself) to all creditors in connection with giving notice of the meeting of creditors under Bankruptcy Code section 341.

11. The requirement of Local Bankr. R. 9013-1(b) that any motion filed shall be accompanied by a separate memorandum of law is satisfied by the Motion.

Dated: New York, New York
June 2, 2004

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE