

Hearing Date: September 29, 2004 @ 10:00 a.m.
Objections Due: September 24, 2004 @ 4:00 p.m.

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Attorneys for RCN Corporation, et al.,
Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	: Chapter 11
	:
RCN CORPORATION, <u>et al.</u> ,	: Case No. 04-13638 (RDD)
	:
Debtors.	: (Jointly Administered)
	:
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**NOTICE OF MOTION FOR ORDER UNDER 11 U.S.C. §§ 105, 502, 1125,
AND 1128 AND FED. R. BANKR. P. 2002, 3002, 3017, 3018, AND 3020 (i)
SCHEDULING HEARING ON CONFIRMATION OF PLAN; (ii) ESTAB-
LISHING DEADLINE AND PROCEDURES FOR FILING OBJECTIONS TO
CONFIRMATION OF PLAN; (iii) ESTABLISHING DEADLINE AND PRO-
CEDURES FOR TEMPORARY ALLOWANCE OF CLAIMS FOR VOTING
PURPOSES; (iv) ESTABLISHING RECORD DATE FOR MAILING OF
MATERIALS FOR VOTING PURPOSES; (v) DETERMINING
TREATMENT OF CERTAIN UNLIQUIDATED, CONTINGENT OR
DISPUTED CLAIMS FOR NOTICE AND VOTING PURPOSES;
(vi) APPROVING (A) SOLICITATION PACKAGES AND PROCEDURES
FOR DISTRIBUTION, (B) FORM OF NOTICE OF HEARING ON**

**CONFIRMATION AND RELATED MATTERS, AND (C) FORMS OF
BALLOTS; (vii) ESTABLISHING VOTING DEADLINE AND PROCE-
DURES FOR TABULATION OF VOTES; (viii) ESTABLISHING NOTICE
AND PROCEDURES FOR ASSUMING OR REJECTING EXECUTORY
CONTRACTS AND UNEXPIRED LEASES AND (ix) DEEMING
CLASS 8 EQUITY INTERESTS TO HAVE REJECTED THE PLAN**

PLEASE TAKE NOTICE that on September 2, 2004, RCN Corpora-
tion ("RCN"), and certain of its subsidiaries, debtors and debtors-in-possession in the
above-captioned cases (collectively, the "Debtors"), filed the Motion for Order Under
11 U.S.C. §§ 105, 502, 1125, and 1128 and Fed. R. Bankr. P. 2002, 3002, 3017,
3018, and 3020, (I) Scheduling a Hearing to Consider Confirmation of the Plan; (II)
Establishing a Deadline and Procedures for Filing Objections to Confirmation of the
Plan; (III) Establishing a Deadline and Procedures for Temporary Allowance of
Claims for Voting Purposes; (IV) Establishing a Record Date for Mailing of Solicita-
tion Materials and Voting on the Plan; (V) Determining the Treatment of Certain
Unliquidated, Contingent or Disputed Claims for Notice and Voting Purposes; (VI)
Approving (A) Solicitation Packages and Procedures for Distribution to Creditors
and Equity Security Holders, (B) the Form of Notice of the Confirmation Hearing
and Related Matters, and (C) Forms of Ballots; (VII) Establishing a Voting Deadline
and Procedures for Tabulating Votes on the Plan; (VIII) Establishing Notice and
Procedures for Assuming or Rejecting Executory Contracts and Unexpired Leases;
and (IX) Deeming Class 8 Equity Interests to Have Rejected the Plan (the "Motion").

PLEASE TAKE FURTHER NOTICE that on **September 29, 2004 at 10:00 a.m.**, the Bankruptcy Court will hold a hearing to consider granting the relief requested in the Motion (the "Hearing"). Objections to the Motion, if any, must be 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 served upon (i) RCN Corporation, 105 Carnegie Center, Princeton, NJ 08540, Attention: General Counsel; (ii) Skadden, Arps, Slate, Meagher & Flom LLP, counsel to the Debtors, 4 Times Square, New York, NY, 10036-6522, Attention: Jay M. Goffman, Esq.; (iii) 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.; (iv) Milbank, Tweed, Hadley & McCloy, counsel to the unofficial committee of noteholders, 1 Chase Manhattan Plaza, New York, NY 10005, Attention: Dennis Dunne, Esq.; (v) counsel to any other statutory committee(s) appointed in these cases; (vi) Simpson Thacher & Bartlett, counsel to the agent for the Debtors'

prepetition credit facility, 425 Lexington Avenue, New York, NY 10017-3954,
Attention: Peter V. Pantaleo, Esq.; and (vii) HSBC Bank USA, the indenture trustee
for the Debtors' outstanding debt securities, 452 Fifth Avenue, New York, NY
10001, Attention: Issuer Services, in each case so as to be **received** no later than 4:00
p.m. Eastern time on **September 24, 2004** (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 the Motion are timely filed and served in accordance with the procedures set forth herein, the Bankruptcy Court may enter an order granting the Motion **without further notice**.

Dated: New York, New York
September 2, 2004

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

/s/ J. Gregory St. Clair
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Attorneys for Debtors and
Debtors-in-Possession

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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RCN CORPORATION, <u>et al.</u> ,	:	Case No. 04-13638 (RDD)
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Debtors.	:	(Jointly Administered)
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**MOTION FOR ORDER UNDER 11 U.S.C. §§ 105, 502, 1125, AND 1128 AND
FED. R. BANKR. P. 2002, 3002, 3017, 3018, AND 3020 (i) SCHEDULING
HEARING ON CONFIRMATION OF PLAN; (ii) ESTABLISHING DEAD-
LINE AND PROCEDURES FOR FILING OBJECTIONS TO CONFIRMA-
TION OF PLAN; (iii) ESTABLISHING DEADLINE AND PROCEDURES
FOR TEMPORARY ALLOWANCE OF CLAIMS FOR VOTING PURPOSES;
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FOR VOTING PURPOSES; (v) DETERMINING TREATMENT OF
CERTAIN UNLIQUIDATED, CONTINGENT OR DISPUTED CLAIMS FOR
NOTICE AND VOTING PURPOSES; (vi) APPROVING
(A) SOLICITATION PACKAGES AND PROCEDURES FOR**

DISTRIBUTION, (B) FORM OF NOTICE OF HEARING ON CONFIRMATION AND RELATED MATTERS, AND (C) FORMS OF BALLOTS; (vii) ESTABLISHING VOTING DEADLINE AND PROCEDURES FOR TABULATION OF VOTES; (viii) ESTABLISHING NOTICE AND PROCEDURES FOR ASSUMING OR REJECTING EXECUTORY CONTRACTS AND UNEXPIRED LEASES AND (ix) DEEMING CLASS 8 EQUITY INTERESTS TO HAVE REJECTED THE PLAN

RCN Corporation ("RCN") and certain of its direct and indirect subsidiaries listed on Annex 1 hereto, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby move for entry of an order under 11 U.S.C. §§ 105, 502, 1125, and 1128 and Fed. R. Bankr. P. 2002, 3002, 3017, 3018, and 3020, (i) scheduling a hearing (the "Confirmation Hearing") to consider confirmation of the Plan (as defined below),¹ (ii) establishing a deadline and procedures for filing objections to confirmation of the Plan; (iii) establishing a deadline and procedures for temporary allowance of claims for voting purposes; (iv) establishing a record date for mailing of solicitation materials and voting on the Plan; (v) determining the treatment of certain unliquidated, contingent or disputed claims for notice and voting purposes; (vi) approving (a) solicitation packages and procedures for distribution to creditors and equity security holders, (b) the form of notice of the Confirmation Hearing and related matters, and (c) forms of ballots; (vii) establishing a voting deadline and procedures for tabulating votes on the Plan; (viii)

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

establishing notice and procedures for assuming or rejecting executory contracts and unexpired leases; and (ix) deeming Class 8 Equity Interests to have rejected the Plan.

In support of this motion, the Debtors respectfully represent as follows:

BACKGROUND

A. The Chapter 11 Filing

1. On May 27, 2004 (the "Petition Date"), certain of the Debtors filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, as amended (the "Bankruptcy Code").² RCN Cable TV of Chicago commenced its chapter 11 case on August 5, 2004. Certain other affiliated Debtors commenced their chapter 11 cases on August 20, 2004.³

2. The Debtors continue to manage and operate their businesses as debtors-in-possession pursuant to Bankruptcy Code sections 1107 and 1108.

3. No trustee or examiner has been appointed in these chapter 11 cases. On June 10, 2004, the Committee of Unsecured Creditors (the "Creditors' Committee") was appointed by the United States Trustee for the Southern District of

² RCN Corporation, TEC Air, Inc., RLH Property Corporation, RCN Finance, LLC and Hot Spots Productions, Inc. (collectively, the "Initial Debtors") commenced their chapter 11 cases on May 27, 2004.

³ RCN Telecom Services of Virginia, Inc., RCN Entertainment, Inc., 21st Century Telecom Services, Inc. and ON TV, Inc. commenced their chapter 11 cases on August 20, 2004.

New York (the "United States Trustee"). No other official committees have been appointed or designated in these chapter 11 cases.

4. The Court has jurisdiction over this matter under 28 U.S.C. §§ 157 and 1334. Venue is proper under 28 U.S.C. §§ 1408 and 1409. This is a core proceeding under 28 U.S.C. § 157(b)(2).

5. The statutory predicates for the relief sought herein are Bankruptcy Code sections 105, 1125, and 1128 and Rules 2002, 3017, 3018, and 3020 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

B. Business Operations

6. RCN Corporation ("RCN") is a holding company for certain direct and indirect subsidiaries (collectively, the "RCN Companies") that deliver bundled communications services, including local and long distance telephone, video programming (including digital cable television and high definition television) and data services (including cable modem, high speed Internet access and dial-up Internet) to customers over their predominantly owned network.

7. The RCN Companies also entered into strategic joint venture relationships to achieve early penetration of certain telecommunications services markets to reduce their cost of entry. In particular, the RCN Companies hold a 50% equity interest in Starpower Communications, LLC, which provides telecommunications services in the Washington, D.C. metropolitan area, including parts of Virginia

and Maryland, under the brand name "Starpower." The RCN Companies also hold an approximate 49% equity interest in Megacable, S.A. de C.V., Megacable Telecomunicaciones, S.A. de C.V. and MCM Holdings, S.A. de C.V. (collectively, the "Megacable Entities"), the largest cable television provider in Mexico and owner of 27 wireline cable systems. Starpower Communications, LLC and the Megacable Entities are not currently debtors in these or any other chapter 11 cases.

8. The RCN Companies provide services in Boston and 18 surrounding communities, New York City, the suburbs of Philadelphia, the Lehigh Valley in Pennsylvania, Chicago, San Francisco and several of its suburbs, and two communities in the Los Angeles area.

9. The RCN Companies are telecommunications providers, and for the most part, compete against incumbent service providers. The telecommunications business is highly competitive and requires large capital outlays for network and equipment. Returns on investment depend on the quality, innovation and pricing of the services. The RCN Companies offer cutting edge services at prices that take into consideration the number and types of services in the bundle a customer purchases. The RCN Companies currently have in excess of one million service connections and employ approximately 2,400 employees and independent contractors.

C. Capital Structure and History

10. RCN was formed on September 30, 1997. Since its inception, the RCN Companies have relied extensively on access to the capital markets to finance the development of a high-speed, high-capacity, fiber-optic broadband network. In addition, the RCN Companies have accessed the capital markets to finance their strategy of expanding into new geographic areas by acquiring existing businesses. Thus, the RCN Companies have financed a significant portion of their growth, including corporate acquisitions and purchases of fixed assets, through access to secured credit facilities and the issuance of debt securities and preferred and common stock.

D. Secured Credit Facilities

11. In June 1999, certain of the RCN Companies, each either as a borrower or guarantor, entered into a \$1 billion senior secured credit facility (the "Senior Credit Facility") with J.P. Morgan Chase Bank ("JPMorgan Chase") as administrative agent and collateral agent and certain other lender parties (collectively the "Senior Lenders"). The Senior Credit Facility is comprised of a \$250 million seven-year revolving credit facility, a \$250 million seven-year multi-draw term loan facility and a \$500 million eight-year term loan facility, each of which is secured by a senior lien on substantially all of the RCN Companies' assets. The Senior Credit Facility is governed by a single credit agreement dated as of June 3, 1999 (as

amended, the "Senior Credit Agreement"). As of April 30, 2004, approximately \$432.5 million was outstanding under the Senior Credit Facility.

12. In June 2003, RCN entered into a \$41.5 million Commercial Term Loan and Credit Agreement (the "Junior Credit Facility") with Evergreen Investment Management Company, LLC and certain of its affiliates (collectively, "Evergreen"). As of April 30, 2004, approximately \$27.5 million was outstanding under the Junior Credit Facility. The Junior Credit Facility is secured by a junior lien on substantially all of the assets of RCN (excluding cash), including the equity of its directly owned subsidiaries (excluding RLH Property Corporation). Pursuant to an intercreditor agreement between the Senior Lenders and Evergreen, the liens securing the Junior Credit Facility are contractually subordinated to the liens securing the Senior Credit Facility.

E. Senior Unsecured Notes

13. Between 1997 and 2000, RCN issued the following senior notes: (i) the 10% Senior Notes due October 15, 2007, issued under the Indenture dated October 17, 1997, as amended, (ii) the 11 1/8% Senior Discount Notes due October 15, 2007, issued under the Indenture dated October 17, 1997, as amended, (iii) the 9.8% Senior Discount Notes due February 15, 2008 issued under the Indenture dated February 6, 1998, as amended, (iv) the 11% Senior Notes due July 1, 2008, issued under the Indenture dated June 24, 1998, as amended, and (v) the 10 1/8% Senior

Notes due January 15, 2010, issued under the Indenture dated December 22, 1999, as amended (collectively, the "Senior Notes"). The Senior Notes are unsecured obligations of RCN only. RCN's obligations under the Senior Notes were approximately \$1.1 billion as of March 31, 2004.

F. Events Leading to Chapter 11 Filings of the Initial Debtors

14. Due to the confluence of a series of events, including the continued severe slowdown in the telecommunications industry and continued limited access to the capital markets, the RCN Companies revised their growth plan during 2002. Under the revised growth plan, the RCN Companies decided to substantially curtail future capital spending and geographic expansion of their network in all existing markets to focus on customer growth in existing markets and to reduce operating expenses.

15. Despite these and other cost-savings measures, the RCN Companies determined that their projected revenues and available cash-on-hand may be insufficient to meet their working capital, debt service, capital expenditure and other requirements (including interest payments on Senior Notes) in 2004 and beyond. Accordingly, the RCN Companies began exploring alternatives to refinance or restructure their indebtedness.

16. In October 2003, the RCN Companies began preliminary discussions with an ad hoc committee of certain holders of Senior Notes (the

"Noteholders' Committee") and JPMorgan Chase as administrative agent for the Senior Lenders concerning a possible restructuring transaction.

17. In connection with ongoing negotiations with the Noteholders' Committee and JPMorgan Chase, RCN chose not to make the interest payment scheduled for January 15, 2004 with respect to its 10 1/8% Senior Notes due 2010, and additionally chose not to make the interest payment scheduled for February 15, 2004 on the 9.8% Senior Discount Notes due 2008, the interest payment scheduled for April 15, 2004 on the 10% Senior Notes due 2007 and the interest payment scheduled for April 15, 2004 on the 11 1/8% Senior Discount Notes due 2007. The RCN Companies entered into forbearance agreements with the Senior Lenders, Evergreen and the Noteholders' Committee in which each agreed not to declare an event of default as a result of RCN's failure to make the interest payments. The parties to the forbearance agreements subsequently extended the forbearance period to facilitate additional negotiations.

18. The forbearance agreements allowed the RCN Companies to continue negotiating a financial restructuring with the Noteholders' Committee and JPMorgan Chase, notwithstanding the expiration of the grace period associated with the missed interest payments in respect of the aforementioned Senior Notes. During the forbearance period, the RCN Companies sought to negotiate a comprehensive restructuring proposal in which the RCN Companies would undergo a financial

restructuring through reorganization under chapter 11. Those negotiations included discussions with various entities on a possible new credit facility to replace the existing Senior Credit Facility, and such efforts resulted in the agreement described below.

19. Prior to the Petition Date, RCN entered into a commitment letter with Deutsche Bank AG, Cayman Islands Branch and Deutsche Bank Securities, Inc. (together, "Deutsche Bank")⁴ pursuant to which Deutsche Bank has committed to provide certain of the RCN Companies with new financing upon the consummation of a plan of reorganization. The new financing will consist of (i) a \$310 million first lien facility, including a \$285 million term loan facility and a \$25 million letter of credit facility and (ii) a \$150 million second lien facility. Each of the facilities will be guaranteed by all of RCN's wholly owned domestic subsidiaries and secured by substantially all the assets of RCN and its wholly owned domestic subsidiaries. Each of the facilities will contain prepayment provisions, covenants (including financial covenants) and events of default customary for facilities of this nature. Closing and funding for each of the facilities is subject to satisfaction of customary conditions precedent for facilities of this nature.

⁴ The Initial Debtors' entry into the commitment letter with Deutsche Bank was approved by this Court by order dated June 22, 2004.

G. The Plan and Disclosure Statement

20. On August 20, 2004, the Debtors filed with the Court (i) the Joint Plan Of Reorganization Of RCN Corporation And Certain Subsidiaries (as subsequently amended, supplemented, or otherwise modified, the "Plan"), and (ii) the disclosure statement with respect to the Plan (as subsequently amended, supplemented, or otherwise modified, the "Disclosure Statement"). A hearing to consider the adequacy of the Disclosure Statement is scheduled for September 29, 2004.

RELIEF REQUESTED

21. By this motion, the Debtors request entry of an order (the "Solicitation Procedures Order") (i) scheduling the Confirmation Hearing; (ii) establishing the deadline and procedures for filing objections to confirmation of the Plan; (iii) establishing the deadline and procedures for temporary allowance of Claims for voting purposes; (iv) determining the treatment of certain unliquidated, contingent or disputed Claims for notice and voting purposes; (v) setting a solicitation record date; (vi) approving (a) solicitation packages and non-voting packages and procedures for distribution, (b) the form of notice of the Confirmation Hearing and related matters and (c) the forms of ballots; (vii) establishing a voting deadline and procedures for tabulating votes, (viii) establishing notice and procedures for assuming or rejecting executory contracts and unexpired leases; and (ix) deeming Class 8 Equity Interests to have rejected the Plan.

A. Confirmation Hearing Date

22. Bankruptcy Rule 3017(c) provides that "[o]n or before approval of the disclosure statement, the court . . . may fix a date for the hearing on confirmation" of a plan. Pursuant to Bankruptcy Rule 2002(b), at least 25 days' notice must be given by mail to all creditors and indenture trustees of the time fixed for filing objections to and the hearing to consider confirmation of a plan. Unless otherwise ordered by the Court, Bankruptcy Rule 2002(d) requires that such notice also be given to equity security holders, although no time period is prescribed.

23. To permit sufficient time for the distribution of solicitation packages, a reasonable solicitation period, and the tabulation and certification of votes on the Plan, the Debtors request that the Court set a date for the commencement of the Confirmation Hearing that is approximately 60 days after the Court's entry of the order approving the Disclosure Statement. The Debtors further request that the Court's order provide that the Confirmation Hearing may be continued or adjourned from time to time by announcing such continuance or adjournment in open court without further notice to parties in interest.

B. Objections To Confirmation Of The Plan

24. Bankruptcy Rule 3020(b)(1) provides that objections to confirmation of a plan must be filed and served "within a time fixed by the court." The Debtors request that the Court set 4:00 p.m. (prevailing Eastern Time) on the date

that is approximately 10 days prior to the date of the Confirmation Hearing as the last date and time for filing and serving objections to confirmation of the Plan (the "Confirmation Objection Deadline"). The Debtors further request that the Court consider only timely filed and served written objections, and that objections not timely filed and served in accordance with the provisions contained herein be overruled.

25. The Debtors also request that the Court direct that objections, if any, to confirmation of the Plan must (i) be in writing, (ii) comply with the Bankruptcy Rules and the Local Rules, (iii) set forth the name of the objector, and the nature and amount of any claim or interest asserted by the objector against or in the Debtors, their estates, or their property, (iv) state with particularity the legal and factual bases for the objection, and (v) be filed with the Court, together with proof of service, at <http://www.nysb.uscourts.gov>, in accordance with the Court's general order setting forth Electronic Filing Procedures, as amended, with a hard copy delivered to the chambers of the Honorable Robert D. Drain, and served so that they are received no later than the Confirmation Objection Deadline by the following parties (collectively, the "Notice Parties"):

Counsel for the Debtors

Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, NY 10036-6522
Attention: Jay M. Goffman, Esq.
J. Gregory St. Clair, Esq.
Frederick D. Morris, Esq.
Telephone: (212) 735-3000
Facsimile: (212) 735-2000

Counsel for the Senior Lenders

Simpson, Thacher & Bartlett LLP
425 Lexington Avenue
New York, NY 10017-3954
Attention: Peter V. Pantaleo, Esq.
Elisha Graff, Esq.
Telephone: (212) 455-2000
Facsimile: (212) 455-2502

Counsel for the Creditors' Committee

Milbank, Tweed, Hadley & McCloy LLP
One Chase Manhattan Plaza
New York, NY 10005
Attention: Dennis F. Dunne, Esq.
Deirdre A. Sullivan, Esq.
Telephone: (212) 530-5000
Facsimile: (212) 530-5219

United States Trustee

The Office of the United States Trustee
33 Whitehall Street, 21st Floor
New York, NY 10004
Attention: Paul K. Schwartzberg, Esq.
Telephone: (212) 510-0500
Facsimile: (212) 668-2256

C. Deadline And Procedures For Temporary Allowance Of Claims For Voting Purposes

26. Bankruptcy Rule 3018(a) provides in relevant part that "[n]otwithstanding objection to a claim or interest, the court after notice and hearing may temporarily allow the claim or interest in an amount which the court deems proper for the purpose of accepting or rejecting a plan." Fed. R. Bankr. P. 3018(a). The Debtors propose that, pursuant to Bankruptcy Code section 105(a), the Court set such date that is 20 days prior to the Confirmation Hearing (the "Rule 3018(a) Motion Deadline") as the deadline for filing and serving such motions pursuant to Bankruptcy Rule 3018(a) ("Rule 3018(a) Motions").

27. The Debtors further request that the Court direct that Rule 3018(a) Motions: (i) be made in writing; (ii) comply with the Bankruptcy Code, the Bankruptcy Rules and the Local Rules; (iii) set forth the name of the party asserting the Rule 3018(a) Motion; (iv) state with particularity the legal and factual bases for the Rule 3018(a) Motion and (v) be filed with the Court, together with proof of service, at <http://www.nysb.uscourts.gov>, in accordance with the Court's general order setting forth Electronic Filing Procedures, as amended, with a hard copy delivered to the chambers of the Honorable Robert D. Drain, and served so as to be received by the Notice Parties no later than the Rule 3018(a) Motion Deadline.

28. The Debtors further propose that (i) the Court consider only those Rule 3018(a) Motions that have been timely filed and served in accordance

with the provisions of this Motion and (ii) except as otherwise provided in the Solicitation Procedures Order, that the Claims referred to in such timely Rule 3018(a) Motions be provisionally counted in determining whether the Plan has been accepted or rejected, pending a final determination by the Court at the Confirmation Hearing.

29. The Debtors propose that any party timely filing and serving a Rule 3018(a) Motion be provided a Ballot (as defined below) and be permitted to cast a provisional vote to accept or reject the Plan. The Debtors further propose that if, and to the extent that, the Debtors and such party are unable to resolve the issues raised by the Rule 3018(a) Motion prior to the Voting Deadline (as defined below), such Rule 3018(a) Motion be considered by the Court at the Confirmation Hearing, and the Court determine whether the provisional Ballot should be counted as a vote on the Plan and, if so, the amount, if any, in which the party filing the Rule 3018(a) Motion will be entitled to vote.

30. Requiring Rule 3018(a) Motions to be filed by the Rule 3018(a) Motion Deadline will afford the Debtors sufficient time to consider and, if necessary, contest (or if appropriate, seek to resolve), the Rule 3018(a) Motions and will help to ensure that an accurate tabulation of ballots is completed by the Confirmation Hearing Date.

D. Treatment of Certain Unliquidated, Contingent or Disputed Claims For Notice and Voting Purposes

31. Pursuant to Bankruptcy Code section 105(a), Bankruptcy Rules 2002(a)(7) and 3003(c)(3) and this Court's order establishing August 11, 2004 as the bar date for filing proofs of claim, dated June 23, 2004 (Docket No. 73) (the "Bar Date Order") in the Initial Debtors' chapter 11 cases, creditors whose Claims were not scheduled or who hold Claims which were scheduled as unliquidated, contingent or disputed were required to timely file a proof of claim to be treated as creditors with respect to such Claims for voting and distribution purposes. The Debtors obtained similar relief in the chapter 11 cases of the Debtors other than the Initial Debtors (the "Subsequent Debtors"). The bar date in these additional chapter 11 cases is October 1, 2004.

32. The Debtors request that the Court direct that creditors holding the following types of Claims be denied treatment as creditors with respect to such Claims for purposes of (a) voting on the Plan, (b) receiving distributions under the Plan and (c) receiving notices, other than by publication.

(i) Claims which were scheduled in the Debtors' schedules of assets and liabilities as unliquidated, contingent or disputed and which were not the subject of (1) a timely filed proof of claim or (2) a proof of claim deemed timely filed pursuant to either the Bankruptcy Code or any order of the Court; and

(ii) Claims which were not scheduled and were not the subject of (1) a timely filed proof of claim or (2) a proof of

claim deemed timely filed pursuant to either the Bankruptcy Code or any order of the Court.

33. The Debtors propose that pursuant to Bankruptcy Code sections 105(a) and 502(a), any Claim (or portion thereof) to which an objection has been filed prior to the Confirmation Hearing will neither be entitled to vote on the Plan nor be counted in determining whether the requirements of Bankruptcy Code section 1126(c) have been met with respect to the Plan unless (i) the Claim has been temporarily allowed for voting purposes pursuant to Bankruptcy Rule 3018(a) or (ii) the objection to such Claim has been resolved in favor of the creditor asserting the Claim.

34. For purposes of voting, the Debtors propose that the amount of a Claim used to calculate acceptance or rejection of the Plan under Bankruptcy Code section 1126 will be (i) the amount of such Claim that has been scheduled by the Debtors (if such Claim is not scheduled at zero or as disputed, contingent or unliquidated and such Claim is not the subject of a timely filed proof of claim), (ii) the liquidated amount specified in a proof of claim that was or is deemed timely filed under applicable law and any applicable orders of the Court and that was (a) not objected to or (b) otherwise allowed by a final order of the Court, or (iii) the amount

temporarily allowed by the Court for voting purposes pursuant to a Bankruptcy Rule 3018(a) Motion.⁵

35. The Debtors propose that any Claim (or portion thereof) as to which a separate objection has been filed before the Confirmation Hearing will not be entitled to vote on the Plan and will not be counted in determining whether the requirements of Bankruptcy Code section 1126(c) have been met, except to the extent that the objection to such Claim has been resolved in favor of the creditor asserting the Claim; *provided, however*, that if a Rule 3018(a) Motion is filed on account of such Claim in accordance with the provisions set forth herein, the holder of such Claim will be entitled provisionally to vote on the Plan and, to the extent such Rule 3018(a) Motion is decided in favor of such Claimholder, the ballot cast on account of such Claim will be counted in determining whether the requirements of Bankruptcy Code section 1126(c) have been met.

36. The Debtors also propose that the ballots cast by holders of Claims who timely file proofs of claim in wholly unliquidated or unknown amounts that are not the subject of an objection filed before the Confirmation Hearing should be counted for purposes of satisfying the numerosity requirement of Bankruptcy

⁵ The proposed procedure is consistent with Bankruptcy Code section 1125, which provides that a plan may be accepted or rejected by a holder of a claim allowed under Bankruptcy Code section 502. Bankruptcy Code section 502(a) provides that a filed proof of claim is deemed allowed "unless a party in interest . . . objects." 11 U.S.C. § 502(a).

Code section 1126(c), but should not be counted toward satisfying the aggregate amount, unless temporarily allowed by the Court in a specific amount for voting purposes pursuant to Bankruptcy Rule 3018(a), in accordance with the procedures set forth above regarding Rule 3018(a) Motions.

E. Establishment of Solicitation Record Date

37. Bankruptcy Rule 3017(d) provides that "the date the order approving the disclosure statement is entered" shall be the record date for determining the "holders of stock, bonds, debentures, notes, and other securities" entitled to receive ballots and the materials specified in this Rule. Nevertheless, in order to set a record date, the registrars of the Debtors' securities need advance notice of at least two full Business Days to enable those responsible for assembling ownership lists of publicly traded debt and equity securities to compile a list of holders as of a date certain. Accurate lists often cannot be prepared retroactively as to ownership on a prior date.

38. Because Bankruptcy Rules 3017(d) and 3018(a) purport to set a record date based on when the Clerk of the Bankruptcy Court enters an order on the official docket, such rules in essence require ownership lists to be prepared retroactively, even though in many cases this cannot be done accurately. Accordingly, the Debtors request that the Court exercise its power under Bankruptcy Code section 105(a) to set the date that is two days prior to the Disclosure Statement Hearing as

the record date (the "Solicitation Record Date") for determining (i) creditors and equity holders entitled to receive Non-Voting Packages (as defined below)⁶ and (ii) creditors entitled to vote to accept or reject the Plan, notwithstanding anything to the contrary in the Bankruptcy Rules. The Debtors will instruct those responsible for compiling ownership lists to prepare such lists as of the Solicitation Record Date. In the event that the Court wishes to establish a later Solicitation Record Date for voting purposes, the Debtors request two full Business Days' advance notice of such date so that lists can be accurately prepared.

F. Content and Transmittal of Solicitation Packages, Including Ballots; Content and Transmittal of Non-Voting Packages; Approval of Forms of Notice and Ballots

39. Bankruptcy Rule 3017(d) provides that, upon approval of a disclosure statement, a debtor-in-possession "shall mail to all creditors and equity security holders" and to the United States Trustee:

- (1) the plan or a court-approved summary of the plan;
- (2) the disclosure statement approved by the court;
- (3) notice of the time within which acceptances and rejections of the plan may be filed; and

⁶ The Debtors will send the appropriate Non-Voting Package to creditors of the Subsequent Debtors who file timely proofs of claim, notwithstanding the fact that the bar date for creditors of such Debtors is later than the Solicitation Record Date.

- (4) any other information as the court may direct, including any court opinion approving the disclosure statement or a court-approved summary of the opinion.

Bankruptcy Rule 3017(d) further requires that a notice of the time for filing objections and the hearing on confirmation of the plan be mailed to all creditors and equity security holders pursuant to Bankruptcy Rule 2002(b) and that a form of ballot conforming to the appropriate official form be mailed to creditors and equity security holders entitled to vote on the plan.

40. Within five Business Days after the date an order approving the Disclosure Statement as containing adequate information (the "Disclosure Statement Order") is entered by the Court, the Debtors propose to mail or cause to be mailed by first-class mail a solicitation package (the "Solicitation Package") containing copies of:

- (a) Notice of (A) Hearing on Confirmation of Plan; (B) Deadline and Procedures for Filing Objections to Confirmation of Plan; (C) Deadline and Procedures for Temporary Allowance of Claims for Voting Purposes; (D) Treatment of Certain Unliquidated, Contingent or Disputed Claims for Notice and Voting Purposes; (E) Solicitation Record Date; (F) Voting Deadline; (G) Notice and Procedures for Assuming or Rejecting Executory Contracts and Unexpired Leases and (H) Releases, substantially in the form attached to the Solicitation Procedures Order as Exhibit A, which form of notice the Debtors hereby request that the Court approve (the "Confirmation Hearing Notice");
- (b) the Disclosure Statement and all the Appendices attached thereto (including the Plan and its exhibits); and
- (c) the Order Approving Disclosure Statement.

41. The Debtors propose that the following parties receive the Solicitation Package: (i) holders of Claims in Classes 3, 5 and 7 and (ii) all parties identified on the "Master Service List" pursuant to the Court's 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, dated June 2, 2004 (Docket No. 6), including the Office of the United States Trustee and counsel for the indenture trustees for the Debtors' outstanding debt securities.

42. The Solicitation Package for Creditors holding Claims in Classes 3, 5 and 7 will also include a ballot (the "Ballot") (and a pre-addressed, postage-prepaid return envelope) appropriate for the specific creditor, in substantially the form of the proposed Ballots collectively attached to the Solicitation Procedures Order as Exhibits E-1 through E-8, which forms of Ballots the Debtors hereby request that the Court approve.

43. Within five Business Days after entry of the Disclosure Statement Order, the Debtors propose to mail or cause to be mailed by first-class mail to (i) holders of Claims in Classes 1, 2, 4 and 6 (whose Claims are unimpaired and are not entitled to vote on the Plan because they are deemed to have accepted it) and (ii) holders of Claims and/or Interests in Classes 8, 9 and 10 (who are not entitled to vote because they are not entitled to receive or retain any property on account of

their Claims against or Interests in the Debtors and therefore are deemed to have rejected the Plan), copies of:

- (i) the Confirmation Hearing Notice; and
- (ii) (1) the Notice of Non-Voting Status With Respect to Unimpaired Class 1 Other Priority Claims, Class 2 Bank Claims, Class 4 Other Secured Claims, and Class 6 Subsidiary General Unsecured Claims to holders of Claims in Classes 1, 2, 4 and 6, substantially in the form attached to the Solicitation Procedures Order as Exhibit B or (2) the Notice of Non-Voting Status With Respect to Impaired Class 8 Equity Interests, Class 9 Subordinated Claims, Class 10 Warrant Interests, to Holders of Claims or Interests in Classes 8, 9 and 10 in substantially the form attached to the Solicitation Procedures Order as Exhibit C, which forms of notices the Debtors hereby request that the Court approve (collectively, the "Non-Voting Package").

44. Within five Business Days after entry of the Disclosure Statement Order, Debtors further propose to mail or cause to be mailed by first-class mail a copy of the Confirmation Hearing Notice to the following parties: (i) any known holder of an Administrative Claim; (ii) any known holder of a Priority Tax Claim; (iii) all 50 state attorneys general and secretaries of state; (iv) ordinary course professionals or professionals retained by the Debtors; (v) workers' compensation agencies; (vi) relevant regulatory agencies; (vii) the Pension Benefit Guarantee Corporation and (viii) parties whose executory contracts or unexpired leases are being assumed or assumed and assigned (collectively, the "Assumed Contracts") or rejected.

45. Bankruptcy Code Section 1125(b) provides:

[a]n acceptance or rejection of a plan may not be solicited after the commencement of the case under this title from a holder of a claim or interest with respect to such claim or interest, unless, at the time of or before such solicitation, there is transmitted to such holder the plan or a summary of the plan, and a written disclosure statement approved, after notice and a hearing, by the court as containing adequate information.

11 U.S.C. § 1125(b). Moreover, Bankruptcy Code section 1125(c) requires that the same disclosure statement be transmitted to each holder of a claim or interest within a particular class, but permits the debtor to transmit "different disclosure statements, differing in amount, detail, or kind of information, as between classes." 11 U.S.C. § 1125(c).

46. The Confirmation Hearing Notice will direct anyone wishing to review the Disclosure Statement and/or the Plan to (i) access <http://www.rcnplan.com>⁷ or (ii) call Financial Balloting Group LLC at (646) 282-1800. Thus, any party wishing to review the complete Plan and/or the Disclosure Statement will have ample opportunity to do so well in advance of the deadline for filing and serving objections to confirmation of the Plan and prior to the Voting Deadline (as defined below).

⁷ By accessing the website, any party in interest may either (a) review the Disclosure Statement and/or the Plan in full online or (b) download and print a full copy of the Disclosure Statement and/or the Plan without charge.

47. The Debtors' proposal comports with the requirements of due process. In fact, Bankruptcy Code section 1125(b) provides that an acceptance or rejection of a plan may not be solicited until the plan or summary of the plan and a written disclosure statement approved by the bankruptcy court containing adequate information is distributed. The Debtors propose that all parties voting on the acceptance or rejection of the Plan will receive the Solicitation Package, which includes a complete copy of the approved Disclosure Statement and the Plan. Non-Voting Parties as well as other parties in interest wishing to review the Plan and Disclosure Statement may obtain a copy of either or both documents at the Debtors' expense. See Bankruptcy Rule 3017(d) ("If the court orders that the disclosure statement and the plan or a summary of the plan shall not be mailed to any unimpaired class, notice that the class is designated in the plan as unimpaired and notice of the name and address of the person from whom the plan or summary of the plan and disclosure statement may be obtained upon request and at the plan proponent's expense, shall be mailed to members of the unimpaired class together with the notice of the time fixed for filing objections to and the hearing on confirmation.").

48. Under the proposed solicitation procedures, the Debtors' estates will realize substantial savings in printing and mailing costs. Furthermore, the availability of the solicitation documents on the website will eliminate the need

for parties in interest to wait for a hardcopy of the solicitation documents to arrive by mail, thus affording such individuals more time to review such documents.

49. Moreover, to avoid duplication and reduce expenses, and except as otherwise set forth herein, the Debtors also propose that creditors who have filed duplicate Claims in any given Class should receive only one Solicitation Package and one Ballot for voting their Claims with respect to that Class. Similarly, Claimholders in Classes 1, 2, 4, 6, 8, 9 and 10 who have filed duplicate proofs of claim or interest should receive only one Non-Voting Package with respect to such Claims or Interests.

50. The appropriate Ballot forms, as applicable, will be distributed to holders of Claims in Classes 3, 5 and 7 who are entitled to vote to accept or reject the Plan as follows:

<u>Ballot E-1</u>	Ballot for Class 3 Evergreen Claims.
<u>Ballot E-2</u>	Ballot for Class 5 General Unsecured Claims (other than claims on account of the Senior Notes).
<u>Ballot E-3</u>	Beneficial Owner Ballot for Holders of the 10% Senior Notes due October 15, 2007.
<u>Ballot E-4</u>	Beneficial Owner Ballot for Holders of the 11 1/8% Senior Discount Notes due October 15, 2007.
<u>Ballot E-5</u>	Beneficial Owner Ballot for Holders of the 9.8% Senior Discount Notes due February 15, 2008.
<u>Ballot E-6</u>	Beneficial Owner Ballot for Holders of the 11% Senior Discount Notes due July 1, 2008.

Ballot E-7 Beneficial Owner Ballot for Holders of the 10 1/8% Senior Notes due January 15, 2010.

Ballot E-8 Ballot for Class 7 Holders of Preferred Interests.

51. Each Ballot is consistent with the appropriate official form and thus satisfies the requirements of Bankruptcy Rule 3017(d). The Ballots also give notice of the time within which acceptances and rejections of the Plan must be received. Accordingly, the Debtors hereby request that the Court approve the Ballots substantially in the forms attached to the Solicitation Procedures Order as Exhibits E-1 through E-8. The forms for the Ballots are based on Official Form No. 14.

52. The Debtors propose to distribute an election form (the "Election Form") to the holders of Class 5 RCN General Unsecured Claims who are also holders of the Senior Notes. The Debtors hereby request that the Court approve the Election Form substantially in the form attached to the Solicitation Procedures Order as Exhibit F. The Election Form will enable such holders of Class 5 RCN General Unsecured Claims to make an election between receiving their Pro Rata share of the New Common Stock or the Cash Component (that is, Cash equal to a certain percentage of their RCN General Unsecured Claims). The Ballot for holders of Class 5 RCN General Unsecured Claims who are not holders of Senior Note Claims will enable such holders to make their election to receive the Cash Component on their Ballot. Accordingly, a separate Election Form is not necessary for such holders of Class 5 RCN General Unsecured Claims.

53. **Procedures for Transmittal to Record Holders of Public**

Securities. Bankruptcy Rule 3017(e) provides, in part, as follows:

[T]he court shall consider [at the disclosure statement hearing] the procedures for transmitting the documents and information required by [Bankruptcy Rule 3017(d)] to beneficial holders of stock, bonds, debentures, notes, and other securities, determine the adequacy of the procedures, and enter any orders the court deems appropriate.

Because of the complexity and difficulty associated with reaching the beneficial owners of publicly traded securities, many of which hold their securities indirectly in brokerage or other custodian accounts and through several layers of ownership, the Debtors propose that materials be sent in a manner customary in the securities industry so as to maximize the likelihood that such holders will receive the materials in a timely fashion. Thus, the Debtors propose to mail the Solicitation Packages and Non-Voting Packages, as appropriate, in accordance with the procedures outlined above to (i) each holder of record of the Debtors' publicly held debt (each, a "Debt Security" and, collectively, the "Debt Securities") and equity securities as of the Solicitation Record Date and (ii) each bank, brokerage or other custodian firm or nominee (or the agent therefor) (each, a "Security Intermediary" and, collectively, the "Security Intermediaries") identified by the Debtors' voting agent (the "Voting

Agent")⁸ as an entity through which beneficial owners indirectly hold Debt Securities or equity securities.

54. **Labels for Record Holders.** To facilitate the mailing described in the preceding paragraph, the Debtors request that the Court order (i) JPMorgan Chase Bank, as administrative agent for the Bank Claims, (ii) HSBC Bank USA, as indenture trustee for the Senior Notes and (iii) and Mellon Investor Services, the transfer agent for the common stock (or such other trustee or transfer agent as may be maintaining the records at the time of the Debtors' request) to provide the Voting Agent, within three Business Days after the Court's entry of the Disclosure Statement Order with the names, addresses, account numbers and holdings of the respective holders of record as of the Solicitation Record Date, in electronic file on disc or via e-mail or, if not available electronically, in written form.

55. **Dissemination to Beneficial Holders.** Even after the mailings to the holders of Debt Securities and equity securities of record as of the Solicitation Record Date as described above, additional steps are necessary to ensure that beneficial owners of the Debtors' publicly traded securities that are not record holders receive the Solicitation Package or Non-Voting Package, as the case may be, and, in the case of the holders of Debt Securities, have an opportunity to vote. Thus,

⁸ The Debtors retained Financial Balloting Group LLC as voting and tabulation agent in connection with the solicitation of votes on the Plan.

the Debtors propose that the Court order that the Security Intermediaries, through which beneficial owners hold Debt Securities or equity securities, promptly distribute the Solicitation Packages and Non-Voting Packages to such holders within five Business Days and cooperate with the Voting Agent to accomplish such distribution.

56. **Voting by Beneficial Holders of Debt Securities.** The Debtors request that the Court authorize the appropriate Security Intermediaries to obtain the votes of beneficial owners of Debt Securities as follows: (i) forward the Solicitation Package to each beneficial owner of the applicable Debt Security for voting and include a postage-prepaid, return envelope provided by and addressed to the Security Intermediary so that the beneficial owner may return the completed beneficial owner Ballot to that entity or (ii) prevalidate the Ballot by signing it and by indicating on the Ballot the record holder of the Debt Securities voted, the principal amount and the appropriate account number and by forwarding the Solicitation Package along with the prevalidated Ballot to the beneficial owner of the Debt Security for voting, so that the beneficial owner may return the completed Ballot directly to the Voting Agent in the return envelope provided in the Solicitation Package.

57. If the Ballots forwarded by a Security Intermediary are not prevalidated, such Security Intermediary shall summarize the individual votes of its respective beneficial owners from their beneficial owner Ballots on an appropriate

master Ballot, in substantially the forms of the master Ballots (and instructions attached thereto) attached to the Solicitation Procedures Order as Exhibits E-9 through E-13 (the "Master Ballots"), and then return the Master Ballots to the Voting Agent for the Debtors' Debt Securities. This procedure adequately recognizes the complex structure of the securities industry, enables the Debtors to transmit materials to the holders of their publicly traded securities, and affords such holders a fair and reasonable opportunity to vote.

58. The appropriate Master Ballot forms, as applicable, will be distributed with respect to Class 5 as follows:

<u>Master Ballot E-9</u>	Master Ballot for Holders of the 10% Senior Notes due October 15, 2007.
<u>Master Ballot E-10</u>	Master Ballot for Holders of the 11 1/8% Senior Discount Notes due October 15, 2007.
<u>Master Ballot E-11</u>	Master Ballot for Holders of the 9.8% Senior Discount Notes due February 15, 2008.
<u>Master Ballot E-12</u>	Master Ballot for Holders of the 11% Senior Discount Notes due July 1, 2008.
<u>Master Ballot E-13</u>	Master Ballot for Holders of the 10 1/8% Senior Notes due January 15, 2010.

The Debtors hereby request that the Court approve the Master Ballots substantially in the forms attached to the Solicitation Procedures Order as Exhibits E-9 through E-13.

59. The Debtors propose to serve or cause to be served a copy of the Solicitation Procedures Order on each indenture trustee and Security Intermediary identified by the Voting Agent as an entity through which beneficial owners hold Debt Securities and equity securities to ensure that they have advance notice of these procedures. In addition, the Debtors seek authorization to reimburse such entities for their reasonable out-of-pocket expenses incurred in performing the tasks described above upon written request by such entities (subject to the Court's retaining jurisdiction to resolve any disputes regarding any request for reimbursement).

60. **When No Notice or Transmittal Necessary.** Because sending Solicitation Packages and Non-Voting Packages and other notices to outdated or otherwise improper addresses results in needless expense to the Debtors' estates, the Debtors request authority not to give notice or service of any kind upon any person to whom the Debtors mailed a notice of the meeting of creditors under Bankruptcy Code section 341, notice of the bar dates for filing proofs of claim, or any other notice or pleading, and received such notices or pleadings returned by the United States Postal Service marked "undeliverable as addressed," "moved -- left no forwarding address," "forwarding order expired" or similar marking or reason, unless the Debtors have been informed in writing by such person of that person's new address.

61. The foregoing proposed procedures comply with Bankruptcy Rules 2002 and 3017. Accordingly, the Debtors request that the Court approve the above-described notice as good and sufficient in accordance with the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules.

62. **Publication Of Confirmation Hearing Notice.** Bankruptcy Rule 2002(l) permits the Court to "order notice by publication if it finds that notice by mail is impracticable or that it is desirable to supplement the notice." Fed. R. Bankr. P. 2002(l). The Debtors request that the Court authorize the Debtors to publish the Confirmation Hearing Notice once on or before five days after entry of the Disclosure Statement Order, in The Wall Street Journal (national edition). The Debtors believe that publication of this notice will provide sufficient notice to persons who do not otherwise receive the Confirmation Hearing Notice by mail.

G. Establishment of Voting Deadline and Procedures for Tabulation of Votes

63. **Voting Deadline.** Bankruptcy Rule 3017(c) requires the Court to fix a time within which holders of claims may vote to accept or reject the Plan. The Debtors request that the Court fix 5:00 p.m. (prevailing Eastern Time) on the date five Business Days prior to the Confirmation Hearing as the deadline by which Ballots (including Master Ballots) for accepting or rejecting the Plan must be received by the Voting Agent if they are to be counted (the "Voting Deadline"). The Debtors request that they be entitled to reserve the absolute right to extend, by oral or

written notice to the Voting Agent, the period of time (on a daily basis, if necessary), during which Ballots will be accepted for any reason from any creditor or class of creditor, including, but not limited to, determining whether or not the requisite acceptances have been received, by making a public announcement of such extension no later than 12:01 p.m. (prevailing Eastern time) on the first Business Day next succeeding the previously announced Voting Deadline. Without limiting the manner in which the Debtors may choose to make any public announcement, the Debtors will not have any obligation to publish, advertise or otherwise communicate any such public announcement, other than by issuing a news release through the Dow Jones News Service.

64. **Procedures for Vote Tabulation.** The Debtors request that the Court, under Bankruptcy Code section 105(a), establish the guidelines set forth below for tabulating Ballots to avoid uncertainty, provide guidance to the Debtors and the Voting Agent, and avoid the potential for inconsistent results.

65. **Votes Counted.** The Debtors propose that any Ballot timely received that contains sufficient information to permit the identification of the claimant and cast as either an acceptance of the Plan or rejection of the Plan will be counted and will be deemed to be cast as an acceptance or rejection, as the case may be, of the Plan. The failure of a holder of a Claim in Classes 3, 5 and 7 to deliver a duly executed Ballot will be deemed to constitute an abstention by such holder with

respect to voting on the Plan, and such abstention will not be counted as a vote for or against the Plan.

66. To avoid inconsistent treatment and provide guidance to the Debtors and the Voting Agent, the Debtors propose that each record holder or beneficial owner of any Debt Security who voted to accept or reject the Plan will be deemed to have voted the full principal amount of its Claim relating to such Debt Security, notwithstanding anything to the contrary on any Ballot.

67. **Votes Not Counted.** The Debtors propose that the following Ballots or Master Ballots not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected:

- (a) Any Ballot or Master Ballot received after the Voting Deadline (as extended by the Debtors as provided herein);
- (b) Any Ballot or Master Ballot that is sent by facsimile transmission, is illegible or contains insufficient information to permit the identification of the claimant;
- (c) Any Ballot that indicates neither an acceptance of the Plan nor a rejection, or indicates both an acceptance and rejection, of the Plan;
- (d) Any Ballot cast by a person or entity that does not hold a Claim in a Class that is entitled to vote to accept or reject the Plan;
- (e) Any form of Ballot or Master Ballot other than the official form sent by the Voting Agent or a copy thereof;
- (f) Any Ballot or Master Ballot without an original signature;

- (g) Any Ballot (other than a Master Ballot) that casts part of its vote in the same class to accept the Plan and part to reject the Plan; or
- (h) Any Ballot or Master Ballot received that the Voting Agent cannot match to an existing database record.

68. **Withdrawal of Vote.** Any party who has delivered a valid Ballot for the acceptance or rejection of the Plan may withdraw, subject to the Debtors' right to contest the validity of any such withdrawal, such acceptance or rejection by delivering a written notice of withdrawal to the Voting Agent at any time prior to the Voting Deadline. A notice of withdrawal, to be valid, must (i) contain the description of the Claim(s) to which it relates and the aggregate principal amount represented by such Claim(s), (ii) be signed by the withdrawing party in the same manner as the Ballot being withdrawn, (iii) contain a certification that the withdrawing party owns the Claim(s) and possesses the right to withdraw the Ballot sought to be withdrawn and (iv) be received by the Voting Agent prior to the Voting Deadline.

69. **Changing Votes.** Notwithstanding Bankruptcy Rule 3018(a), the Debtors propose that whenever two or more Ballots (including Master Ballots) are cast voting the same Claim prior to the Voting Deadline, the Ballot or Master Ballot dated latest but received prior to the Voting Deadline will be deemed to reflect the voter's intent and thus supersede any prior Ballots; *provided, however*, that nothing herein will affect the Debtors' right to object to the validity of the second

Ballot or Master Ballot on any basis permitted by law, including under Bankruptcy Rule 3018(a) and, if the objection is sustained, to count the first Ballot or Master Ballot for all purposes. This procedure of counting the last Ballot or Master Ballot received is consistent with practice under various state and federal corporate and securities laws. Moreover, it will spare the Court and the Debtors the time and expense of responding to Rule 3018(a) Motions attempting to show cause for changing votes.

70. **No Division of Claims or Votes.** The Debtors propose that the Court order that (i) creditors who vote may not divide their Claims or the votes associated therewith (except as it may relate to the procedures with respect to Master Ballots), (ii) holders of Claims who vote must vote all of their Claims within a particular class either to accept the Plan or reject the Plan, and (iii) a Ballot partially accepting and partially rejecting the Plan shall not be counted for any purpose.

71. **Procedures for Counting Ballots from Holders of Debt Securities.** The Debtors propose the following procedures for tabulating votes cast by holders of Debt Securities. These procedures are designed to enable the Voting Agent to tabulate votes from such entities, and to enable the Court to verify the results of that vote by requiring the collection and retention of data and documents regarding the vote. Specifically, unless the Ballots are prevalidated as described above, the Debtors propose that all Security Intermediaries through which beneficial

owners hold Debt Securities be required to receive and summarize on a Master Ballot all beneficial owner Ballots cast by the beneficial owners they serve and then return the Master Ballot to the Voting Agent.

72. The Debtors further propose that Security Intermediaries be required to retain for inspection by the Court the Ballots cast by beneficial owners for one year following the Solicitation Record Date.

73. The Debtors propose that votes cast by the beneficial owners through a Security Intermediary and transmitted by means of a Master Ballot will be applied against the positions held by such Security Intermediary as evidenced by the list of record holders of the applicable Debt Security, or through participation in a securities depository. The Debtors further propose that votes submitted by a Security Intermediary on a Master Ballot will not be counted in excess of the position maintained by the respective Security Intermediary on the Solicitation Record Date.

74. To the extent that conflicting votes or over-votes are submitted on Master Ballots and/or prevalidated ballots, the Debtors propose that the Voting Agent attempt to resolve the conflicting votes or over-votes prior to the Voting Deadline in order to ensure that the votes of beneficial owners of Debt Securities are accurately tabulated.

75. To the extent that such conflicting votes or over-votes are not reconcilable prior to the Voting Deadline, the Debtors propose that the Voting Agent

be directed to count votes in respect of such Master Ballots or prevalidated ballots in the same proportion as the votes to accept and reject the Plan submitted on the Master Ballots or prevalidated ballots that contained the conflicting votes or over-votes, but only to the extent of the applicable Security Intermediary's position on the Solicitation Record Date in the Debt Security.

76. Security Intermediaries generally vote on behalf of the beneficial owners or entitlement holders for whom they hold securities, and the Master Ballots that they fill out merely reflect the voting instructions given by those beneficial owners or entitlement holders. Thus, Security Intermediaries should be authorized and directed to complete multiple Master Ballots, and the votes reflected by such multiple Master Ballots should be counted, except to the extent that they are duplicative of other Master Ballots. If two or more Master Ballots submitted are inconsistent in whole or in part, the latest Master Ballot received prior to the Voting Deadline will, to the extent of such inconsistency, supersede and revoke any prior Master Ballot. The Debtors will retain their right to object to the validity of the second Master Ballot on any basis permitted by law, including under Bankruptcy Rule 3018(a) and, if such objection is sustained, the first Master Ballot will then be counted.

H. Notice and Procedures for Assuming or Rejecting Executory Contracts and Unexpired Leases

77. Under the Plan, as of the Effective Date, RCN will be deemed to have assumed each executory contract and unexpired lease to which it is a party, unless such contract or lease (i) was previously assumed or rejected by RCN, (ii) previously expired or terminated pursuant to its own terms, (iii) is listed on the schedule of contracts to be rejected attached as Exhibit D to the Plan or (iv) is the subject of a motion to reject filed on or before the deadline for voting to accept or reject the Plan.

78. Additionally, under the Plan, as of the Effective Date, each Subsidiary Debtor will be deemed to have rejected each executory contract and unexpired lease to which it is a party, unless such contract or lease (i) was previously assumed or rejected by the Subsidiary Debtor, (ii) previously expired or terminated pursuant to its own terms, (iii) is listed on the schedule of contracts to be assumed attached as Exhibit E to the Plan or (iv) is the subject of a motion to assume filed on or before the deadline for voting to accept or reject the Plan.

79. Within five Business Days after entry of the Disclosure Statement Order, the Debtors will mail or cause to be mailed by first-class mail to parties to Assumed Contracts a copy of the Notice of Assumption of Executory Contracts or Unexpired Leases Pursuant to Joint Plan Of Reorganization Of RCN Corporation And Certain Subsidiaries (the "Contract Assumption Notice"), substan-

tially in the form attached to the Solicitation Procedures Order as Exhibit D, which form of notice the Debtors hereby request that the Court approve. The Debtors propose only to send the Contract Assumption Notice to parties to Assumed Contracts where a monetary default exists with respect to such Assumed Contracts. Other parties to executory contracts and unexpired leases with the Debtors will be able to review a copy of Exhibits D and E to the Plan, to determine whether their executory contract or unexpired lease is being assumed or rejected, by downloading a copy of the Plan at <http://www.rcnplan.com> by calling Financial Balloting Group LLC at (646) 280-1800. Parties objecting to the Debtors' proposed assumption or rejection of an executory contract must file their objections prior to the Confirmation Objection Deadline in a manner consistent with filing an objection to confirmation of the Plan.

80. The Debtors propose that the Court set the Confirmation Objection Deadline as the date by which any non-Debtor party objecting to the assumption or rejection of its contract or lease must file such an objection. Objections that are not filed and served by the time and in the manner as set forth above should be overruled.

I. Treatment of Holders of Class 8 Equity Interests

81. For the reasons set forth below, the Debtors believe that the Bankruptcy Code does not require the solicitation of votes from the holders of Preferred Interests and Equity Interests so long as holders of such interests are provided an opportunity to object to confirmation of the Plan. Under the Plan, holders of Equity Interests are not entitled to, and will not receive or retain, any property or interest in property on account of such Equity Interests. However, upon the affirmative vote of holders of Class 5 RCN General Unsecured Claims (substantially comprised of holders of Senior Note Claims), whose claims are senior to those of holders of Class 8 Equity Interests, the Plan provides that each holder of Equity Interests will receive their Pro Rata share of New Warrants representing approximately .25% of the Reorganized Debtors' outstanding New Common Stock, subject to dilution.

82. Section 1126(g) of the Bankruptcy Code provides:

Notwithstanding any other provision of this section, a class is deemed not to have accepted a plan if such plan provides that the claims or interests of such class do not entitle the holders of such claims or interests to receive or retain any property under the plan on account of such claims or interests.

11 U.S.C. § 1126(g) (emphasis added).

83. Nothing in section 1126(g) prohibits a debtor from deeming a class to have rejected a plan of reorganization in circumstances such as those

presented here. Indeed, section 1126(g) of the Bankruptcy Code provides that a class can be deemed to have rejected a plan. In the present case, the holders of Equity Interests are not "entitled" under the Bankruptcy Code's priority scheme to any distribution on account of their Interests. The proposed distribution to Class 8 Equity Interests is the product of a negotiated agreement between the Debtors, the Senior Secured Lenders and certain holders of the Senior Notes. Absent the agreement and affirmative vote of holders of Class 5 RCN General Unsecured Claims, the holders of Equity Interests would not receive any distribution under the Plan because the valuation of the Debtors set forth in the Disclosure Statement establishes that holders of these interests in the Debtors are "out of the money" more than a billion dollars.

84. Given that the holders of Equity Interests are not legally entitled to a distribution under the Plan on account of their interests, and consistent with the language in section 1126(g) of the Bankruptcy Code, Class 8 Equity Interests may be deemed to have rejected the Plan, notwithstanding any distribution proposed for such Classes under the Plan. Accordingly, notwithstanding the "gift" they are to receive under the Plan, the Debtors are not required to solicit the holders of Class 8 Equity Interests. The agreement of the holders of the Senior Notes and other RCN General Unsecured Claims to permit a distribution to the holders of

Equity Interests should not result in a requirement that the Debtors solicit votes from such holders.⁹

85. This Court and others have granted similar relief on many occasions. See, e.g., In re Radio Unica Communications Corp., Case No. 03-16835 (CB) (Bankr. S.D.N.Y. Dec. 23, 2003); In re XO Communications, Inc., Case No. 02-12947 (AJG) (Bankr. S.D.N.Y., July 22, 2002); In re Phonetel Technologies, Inc., Case No. 99-10384 (TLB) (Bankr. S.D.N.Y. May 11, 1999); In re Chart Industries, Inc., Case No. 03-12114 (JWV) (Bankr. D. Del. July 10, 2003); In re Globix Corp., Case No. 02-10647 (PJW) (Bankr. D. Del. Mar. 6, 2002); In re Philip Servs., Inc., Case No. 99-02385 (MFW) (Bankr. D. Del. Sept. 21, 1999).

86. In each of above-referenced cases, the debtors requested permission not to solicit votes from holders of certain prepetition common stock because the stockholders were not entitled to a distribution under the debtors' plan of reorganization on account of their interests. Because the distribution to the prepetition stockholders was nominal and characterized as a "gift," the debtors were

⁹ Moreover, the results from a solicitation of votes from the holders of Equity Interests would be irrelevant since a rejection of the Plan by holders of Equity Interests would not change the ultimate outcome of the solicitation process. Assuming, arguendo, that the holders of Equity Interests rejected the Plan, the Debtors contend that the Plan is nevertheless confirmable over their rejection pursuant to the "cram-down" provisions of section 1129(b) of the Bankruptcy Code, assuming that the holders of Class 5 RCN General Unsecured Claims vote to accept the Plan.

not required to undertake an otherwise costly and ultimately wasteful solicitation. See also In re Egan, 142 B.R. 730, 733 (Bankr. E.D. Pa. 1992) (permitting the debtors not to resolicit a class previously deemed to reject the debtor's original plan but receiving a nominal distribution under the debtor's revised plan); In re Union County Wholesale Tobacco & Candy Co., 8 B.R. 442, 443 (Bankr. D.N.J. 1981) (holding that the debtor need not solicit the classes subject to cramdown treatment nor provide the members of such classes with a disclosure statement).

87. Furthermore, section 105(a) of the Bankruptcy Code provides this Court with broad authority and discretion to enforce the provisions of the Bankruptcy Code. Accordingly, pursuant to section 105(a) of the Bankruptcy Code, this Court is empowered to grant the relief requested herein.

88. As set forth above, the Debtors will provide holders of Class 8 Equity Interests with the Non-Voting Package and an opportunity to object to the Plan. The Debtors believe that this procedure will give the Class 8 Equity Interests ample opportunity to voice their legitimate concerns to the Plan, if any.

J. Copies And Review Of Documents

89. Copies of the Plan and Disclosure Statement are available online at the Debtors' website: <http://www.rcnplan.com>. Additionally, copies of the Plan and Disclosure Statement and all pleadings and orders of the Court are available for review at (i) the Office of the Clerk, United States Bankruptcy Court for the

Southern District of New York, Alexander Hamilton Customs House, One Bowling Green, New York, New York 10004-1408, (ii) at the Court's website address: <http://www.nysb.uscourts.gov> or (iii) the website address of Bankruptcy Services, LLC, the claims agent for the Debtors: <http://www.bsillc.com>. Copies of the Plan and Disclosure Statement may also be obtained, at the no expense to the requesting party, (i) upon request of the Voting Agent, Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, New York 10017, Attention: RCN Corporation, et al. or (ii) by telephone at (646) 282-1800.

CONCLUSION

90. The Debtors submit that no new or novel issue of law is presented with respect to the matters contained herein. Because the relevant authorities in support of the requested relief are cited in this motion, the Debtors request that the requirement of the service and filing of a separate memorandum of law under Local Rule 9013-1(b) be deemed satisfied.

WHEREFORE, the Debtor respectfully requests that the Court enter an order (a) scheduling the Confirmation Hearing; (b) establishing the deadline and procedures for filing objections to confirmation of the Plan; (c) establishing the deadline and procedures for temporary allowance of Claims for voting purposes; (d) determining the treatment of certain unliquidated, contingent or disputed Claims for notice and voting purposes; (e) setting a solicitation record date; (f) approving (i)

solicitation packages and non-voting packages and procedures for distribution, (ii) the form of notice of the Confirmation Hearing and related matters and (iii) the forms of ballots; (g) establishing a voting deadline and procedures for tabulating votes; (h) establishing notice and procedures for assuming or rejecting executory contracts and unexpired leases; (i) deeming Class 8 Equity Interests to have rejected the Plan and not requiring the solicitation of Class 8 Equity Interests; and (j) granting such other and further relief as is just and proper.

Dated: New York, New York
September 2, 2004

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

/s/ J. Gregory St. Clair
Jay M. Goffman, Esq.
J. Gregory St. Clair, Esq.
(Members of the Firm)
Frederick D. Morris, Esq.
Four Times Square
New York, New York 10036-6522
(212) 735-3000

Attorneys for Debtors and
Debtors-in-Possession

ANNEX 1

Subsidiary Debtors

Hot Spots Productions, Inc.

RLH Property Corporation

RCN Finance, LLC

TEC Air, Inc.

RCN Entertainment, Inc.

ON TV, Inc.

RCN Telecom Services of Virginia, Inc.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x
	:
In re	: Chapter 11
	:
RCN CORPORATION, <u>et al.</u> ,	: Case No. 04-13638 (RDD)
	:
Debtors.	: (Jointly Administered)
	:
-----	x

**ORDER UNDER 11 U.S.C. §§ 105, 502, 1125, AND 1128 AND
FED. R. BANKR. P. 2002, 3002, 3017, 3018, AND 3020 (i) SCHEDULING
HEARING ON CONFIRMATION OF PLAN; (ii) ESTABLISHING
DEADLINE AND PROCEDURES FOR FILING OBJECTIONS TO
CONFIRMATION OF PLAN; (iii) ESTABLISHING DEADLINE AND
PROCEDURES FOR TEMPORARY ALLOWANCE OF CLAIMS FOR
VOTING PURPOSES; (iv) ESTABLISHING RECORD DATE FOR
MAILING OF MATERIALS FOR VOTING PURPOSES;
(v) DETERMINING TREATMENT OF CERTAIN UNLIQUIDATED,
CONTINGENT OR DISPUTED CLAIMS FOR NOTICE AND VOTING
PURPOSES; (vi) APPROVING (A) SOLICITATION PACKAGES
AND PROCEDURES FOR DISTRIBUTION, (B) FORM OF
NOTICE OF HEARING ON CONFIRMATION AND RELATED
MATTERS, AND (C) FORMS OF BALLOTS; (vii) ESTABLISHING
VOTING DEADLINE AND PROCEDURES FOR TABULATION
OF VOTES; (viii) ESTABLISHING NOTICE AND PROCEDURES
FOR ASSUMING OR REJECTING EXECUTORY CONTRACTS
AND UNEXPIRED LEASES; AND (ix) DEEMING
CLASS 8 EQUITY INTERESTS TO HAVE REJECTED THE PLAN**

Upon the motion (the "Motion")¹ of the above-captioned debtors and
debtors-in-possession (collectively, the "Debtors"), for entry of an order (the "Order")

¹ Unless otherwise defined, capitalized terms used herein shall have the
meanings ascribed to them in the Motion and/or the Plan (as defined herein).

under 11 U.S.C. §§ 105, 502, 1125, and 1128 and Fed. R. Bankr. P. 2002, 3002, 3017, 3018, and 3020, (i) scheduling a hearing (the "Confirmation Hearing") to consider confirmation of the Plan; (ii) establishing a deadline and procedures for filing objections to confirmation of the Plan; (iii) establishing a deadline and procedures for temporary allowance of claims for voting purposes; (iv) establishing a record date for mailing of solicitation materials and voting on the Plan; (v) determining the treatment of certain unliquidated, contingent or disputed claims for notice and voting purposes; (vi) approving (a) solicitation packages and procedures for distribution to creditors and equity security holders, (b) the form of notice of the Confirmation Hearing and related matters, and (c) forms of ballots; (vii) establishing a voting deadline and procedures for tabulating votes on the Plan; (viii) establishing notice and procedures for assuming or rejecting executory contracts and unexpired leases; and (ix) deeming Class 8 Equity Interests to have rejected the Plan; 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 proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED.

2. **Confirmation Hearing Date.** The hearing to consider confirmation of the Plan (the "Confirmation Hearing") shall commence on [●], 2004 at [:] (prevailing Eastern time) (the "Confirmation Hearing Date"). The Confirmation Hearing may be continued or adjourned from time to time by way of announcement of such continuance or adjournment in open court or by otherwise informing the Court, without further notice to creditors or other parties in interest.

3. **Deadline and Procedures for Filing Objections to Confirmation of Plan.** The deadline for filing and serving objections to confirmation of the Plan (the "Confirmation Objection Deadline") shall be [●], 2004 at 4:00 p.m. (prevailing Eastern time).

4. In order to be considered, objections, if any, to confirmation of the Plan must: (i) be in writing, (ii) comply with the Bankruptcy Rules and the Local Bankruptcy Rules for the Southern District of New York (the "Local Rules"), (iii) set forth the name of the objector, and the nature and amount of any claim or interest asserted by the objector against or in the Debtors, their estates, or their property, (iv) state with particularity the legal and factual bases for the objection, and (v) be filed with the Court, together with proof of service, at <http://www.nysb.uscourts.gov>, in accordance with the Court's general order setting forth Electronic Filing Procedures, as amended, with a hard copy delivered to the chambers of the Honorable Robert D.

Drain, and served so that they are received no later than the Confirmation Objection

Deadline by the following parties (collectively, the "Notice Parties"):

Counsel for the Debtors

Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, NY 10036-6522
Attention: Jay M. Goffman, Esq.
J. Gregory St. Clair, Esq.
Frederick D. Morris, Esq.
Telephone: (212) 735-3000
Facsimile: (212) 735-2000

Counsel for the Senior Lenders

Simpson, Thacher & Bartlett LLP
425 Lexington Avenue
New York, NY 10017-3954
Attention: Peter V. Pantaleo, Esq.
Elisha Graff, Esq.
Telephone: (212) 455-2000
Facsimile: (212) 455-2502

Counsel for the Creditors' Committee

Milbank, Tweed, Hadley & McCloy LLP
One Chase Manhattan Plaza
New York, NY 10005
Attention: Dennis F. Dunne, Esq.
Deirdre A. Sullivan, Esq.
Telephone: (212) 530-5000
Facsimile: (212) 530-5219

United States Trustee

The Office of the United States Trustee
33 Whitehall Street, 21st Floor
New York, NY 10004

Attention: Paul K. Schwartzberg, Esq.
Telephone: (212) 510-0500
Facsimile: (212) 668-2256

5. The Court shall overrule or refuse to consider objections to confirmation of the Plan not timely filed and served in accordance with the provisions of the prior paragraph.

6. **Deadline and Procedures for Temporary Allowance of Claims for Voting Purposes.** The deadline for filing and serving motions pursuant to Bankruptcy Rule 3018(a) seeking temporary allowance of Claims for the purpose of accepting or rejecting the Plan ("Rule 3018(a) Motions") shall be [●], 2004 at 4:00 p.m. (prevailing Eastern time) (the "Rule 3018(a) Motion Deadline").

7. In order to be considered, Rule 3018(a) Motions must: (i) be made in writing; (ii) comply with the Bankruptcy Rules and the Local Bankruptcy Rules for the Southern District of New York; (iii) set forth the name of the party asserting the Rule 3018(a) Motion; (iv) state with particularity the legal and factual bases for the Rule 3018(a) Motion and (v) be filed with the Court, together with proof of service, at <http://www.nysb.uscourts.gov>, in accordance with the Court's general order setting forth Electronic Filing Procedures, as amended, with a hard copy delivered to the chambers of the Honorable Robert D. Drain, and served so as to be received by the Notice Parties no later than the Rule 3018(a) Motion Deadline.

8. Rule 3018(a) Motions that are timely filed and served in the manner set forth above shall be considered and, except as otherwise provided herein, the Claims referred to therein shall be provisionally counted in determining whether the Plan has been accepted or rejected, pending a final determination by the Court at the Confirmation Hearing. If, and to the extent that, the Debtors and such party are unable to resolve the issues raised by the Rule 3018(a) Motion prior to the Voting Deadline, such Rule 3018(a) Motion shall be considered by the Court at the Confirmation Hearing, at which time the Court shall determine whether the provisional Ballot should be counted as a vote on the Plan and, if so, the amount, if any, in which the party filing the Rule 3018(a) Motion shall be entitled to vote.

9. Any party timely filing and serving a Rule 3018(a) Motion shall be provided a Ballot and shall be permitted to cast a provisional vote to accept or reject the Plan.

10. **Treatment of Certain Unliquidated, Contingent or Disputed Claims for Notice and Voting Purposes.** Any holder of a Claim that (i) was scheduled in the Debtors' schedules of assets and liabilities as unliquidated, contingent or disputed and which was not the subject of (a) a timely filed proof of claim or (b) a proof of claim deemed timely filed pursuant to either the Bankruptcy Code or any order of the Court or (ii) was not scheduled and was not the subject of a (a) timely filed proof of claim or (b) a proof of claim deemed timely filed pursuant to

either the Bankruptcy Code or any order of the Court, shall not be treated as a creditor with respect to such Claim for purposes of voting on the Plan, receiving distributions under the Plan and receiving notices, other than by publication.

11. Pursuant to Bankruptcy Code sections 105(a) and 502(a), any Claim (or portion thereof) to which an objection has been filed prior to the Confirmation Hearing shall neither be entitled to vote on the Plan nor shall it be counted in determining whether the requirements of Bankruptcy Code section 1126(c) have been met with respect to the Plan, unless (i) the Claim has been temporarily allowed for voting purposes pursuant to Bankruptcy Rule 3018(a) or (ii) the objection to such Claim has been resolved in favor of the creditor asserting the Claim.

12. For purposes of voting, the amount of a Claim used to calculate acceptance or rejection of the Plan under Bankruptcy Code section 1126 shall be (i) the amount of such Claim that has been scheduled by the Debtors (if such Claim is not scheduled at zero or as disputed, contingent or unliquidated and such Claim is not the subject of a timely filed proof of Claim); (ii) the liquidated amount specified in a proof of claim that was or is deemed timely filed under applicable law and any applicable orders of the Court and that was (a) not objected to or (b) otherwise allowed by a final order of the Court, or (iii) the amount temporarily allowed by the Court for voting purposes pursuant to a Rule 3018(a) Motion.

13. Any Claim (or portion thereof) as to which a separate objection has been filed before the Confirmation Hearing shall not be entitled to vote on the Plan and shall not be counted in determining whether the requirements of section 1126(c) of the Bankruptcy Code have been met, except to the extent that the objection to such Claim has been resolved in favor of the creditor asserting the Claim; *provided, however,* that if a Rule 3018(a) Motion is filed on account of such Claim in accordance with the provisions of this Solicitation Procedures Order, the holder of such Claim shall be entitled provisionally to vote on the Plan and, to the extent such Rule 3018(a) Motion is decided in favor of such Claimholder, the Ballot cast on account of such Claim shall be counted in determining whether the requirements of section 1126(c) of the Bankruptcy Code have been met.

14. The Ballots cast by holders of Claims who timely file proofs of claim in wholly unliquidated or unknown amounts that are not the subject of an objection filed before the Confirmation Hearing shall be counted for purposes of satisfying the numerosity requirement of section 1126(c) of the Bankruptcy Code, but shall not be counted toward satisfying the aggregate amount, unless temporarily allowed by the Court in a specific amount for voting purposes pursuant to Bankruptcy Rule 3018(a), in accordance with the procedures set forth above regarding Rule 3018(a) Motions.

15. **Establishment of Solicitation Record Date.** Notwithstanding anything to the contrary in the Bankruptcy Rules, [●], 2004 shall be the solicitation record date (the "Solicitation Record Date") for purposes of determining (i) creditors and equity holders entitled to receive Non-Voting Packages (as defined below) and (ii) creditors entitled to vote to accept or reject the Plan.

16. **Content and Transmittal of Solicitation Packages; Including Ballots; Content and Transmittal of Non-Voting Packages; Approval of Forms of Notice and Ballots.** Within five Business Days after the date this Court enters the order approving the Disclosure Statement as containing adequate information, the Debtors shall mail or cause to be mailed by first-class mail a solicitation package (the "Solicitation Package") containing copies of:

- (a) the Notice of (A) Hearing on Confirmation of Plan; (B) Deadline and Procedures for Filing Objections to Confirmation of Plan; (C) Deadline and Procedures for Temporary Allowance of Claims for Voting Purposes; (D) Treatment of Certain Unliquidated, Contingent or Disputed Claims for Notice and Voting Purposes; (E) Solicitation Record Date; (F) Voting Deadline; (G) Notice and Procedures for Assuming or Rejecting Executory Contracts and Unexpired Leases and (H) Releases, substantially in the form attached hereto as Exhibit A, which form of notices is hereby approved (the "Confirmation Hearing Notice");
- (b) the Disclosure Statement and all the Appendices attached thereto (including the Plan and its exhibits); and
- (c) the Order Approving Disclosure Statement.

17. The Solicitation Package shall be mailed by first-class mail to the following parties: (i) holders of Claims in Classes 3, 5 and 7 and (ii) all parties identified on the "Master Service List" pursuant to the Court's 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, dated June 2, 2004 (Docket No. 6).

18. Creditors holding Claims in Classes 3, 5 and 7 shall also receive a ballot (the "Ballot") (and a pre-addressed, postage-prepaid return envelope) appropriate for the specific creditor, in substantially the form of the proposed Ballots collectively attached to hereto as Exhibits E-1 through E-9, which forms of Ballots are hereby approved. Holders of Class 5 RCN General Unsecured Claims who are also holders of Senior Note Claims will also receive an Election Form, in substantially the form attached hereto as Exhibit F, which Election Form is hereby approved.

19. The Debtors shall mail or cause to be mailed by first-class mail to (i) holders of Claims in Classes 1, 2, 4 and 6 and (ii) holders of Claims and/or Interests in Classes 8, 9 and 10, copies of:

- (a) the Confirmation Hearing Notice; and
- (b) (1) the Notice Of Non-Voting Status With Respect To Unimpaired Class 1 Other Priority Claims, Class 2 Bank Claims, Class 4 Other Secured Claims, and Class 6 Subsidiary General Unsecured Claims, to holders of Claims in Classes 1,

2, 4 and 6, substantially in the form attached hereto as Exhibit B or (2) the Notice Of Non-Voting Status With Respect To Impaired Class 8 Equity Interests, Class 9 Subordinated Claims and Class 10 Warrant Interests, to holders of Claims or Interests in Classes 8, 9 and 10, respectively, in substantially the forms attached hereto as Exhibit C and, respectively, which forms of notices are hereby approved (collectively, the "Non-Voting Package").

20. The Debtors shall mail or cause to be mailed by first-class mail a copy of the Confirmation Hearing Notice to the following parties: (i) any known holder of an Administrative Claim; (ii) any known holder of a Priority Tax Claim; (iii) all 50 state attorneys general and secretaries of state; (iv) ordinary course professionals or professionals retained by the Debtors; (v) workers' compensation agencies; (vi) relevant regulatory agencies; (vii) the Pension Benefit Guarantee Corporation and (viii) parties whose executory contracts or unexpired leases are being assumed or assumed and assigned (collectively, the "Assumed Contracts") or rejected.

21. The Confirmation Hearing Notice shall direct anyone seeking to review the complete Disclosure Statement and/or the Plan to (i) access <http://www.rcnplan.com> or (ii) call (646) 282-1800, which arrangement is hereby determined to comport with the requirements of due process.

22. Creditors who have filed duplicate Claims in any given Class shall receive only one Solicitation Package and one Ballot for voting with respect to that Class. Holders of claims or interests in Classes 1, 2, 4, 6, 8, 9 and 10 who have

filed duplicative Claims or proofs of Interest should receive only one Non-Voting Package with respect to such Claims or Interests.

23. Procedures for Transmittal to Record Holders of Public

Securities. Transmittal of Solicitation Packages or Non-Voting Packages, as the case may be, to record holders of the Debtors' publicly held debt (each, a "Debt Security", and collectively, the "Debt Securities") and to holders of the Debtors' equity securities shall be made as follows: the Solicitation Packages or Non-Voting Packages, as appropriate, shall be mailed to (i) each holder of record of the Debt Securities and equity securities as of the Solicitation Record Date and (ii) each bank, brokerage or other custodian firm, or nominee (or the agent therefor) (each, a "Security Intermediary" and, collectively, the "Security Intermediaries") identified by the Debtors' voting, information and tabulation agent (the "Voting Agent") as an entity through which beneficial owners indirectly hold Debt Securities or equity securities.

24. Labels for Record Holders. To facilitate the mailing

described in the preceding paragraph, (i) JPMorgan Chase Bank, as administrative agent for the Bank Claims, (ii) HSBC Bank USA, as indenture trustee for the Senior Notes and (iii) and Mellon Investor Services, the transfer agent for the common stock (or such other trustee or transfer agent as may be maintaining the records at the time of the Debtors' request) shall provide the Voting Agent within three Business Days after the Court's approval of the order approving the adequacy of the Disclosure

Statement with the names, addresses, account numbers and holdings of the respective holders of record as of the Solicitation Record Date, in electronic file on disc or via e-mail or, if not available electronically, in written form.

25. **Dissemination to Beneficial Holders.** The Security Intermediaries, through which beneficial owners hold Debt Securities or equity securities, shall promptly distribute Solicitation Packages or Non-Voting Packages to such holders within five Business Days and cooperate with the Voting Agents to accomplish such distribution.

26. **Voting by Beneficial Holders of Debt Securities; Approval of Ballots.** The Security Intermediaries, through which beneficial owners hold Debt Securities, shall (i) forward Solicitation Packages to each beneficial owner of the applicable Debt Security for voting, including postage-prepaid return envelopes provided by and addressed to the respective Security Intermediaries or (ii) prevalidate the Ballot by signing it and by indicating on the Ballot the record holder of the Debt Securities voted, the principal amount and the appropriate account number and by forwarding the Solicitation Package along with the prevalidated Ballot to the beneficial owner of the Debt Security for voting, so that the beneficial owner may return the completed Ballot directly to the Voting Agent in the return envelope provided in the Solicitation Package. If the Ballots forwarded by a Security Intermediary are not prevalidated, such Security Intermediary shall summarize the

individual votes of its respective beneficial owners from their beneficial owner Ballots on an appropriate master Ballot, in substantially the form of the master Ballots (and instructions attached thereto) attached hereto as Exhibits E-9 through E-13 (the "Master Ballots"), which forms of Master Ballots are hereby approved, and then return the Master Ballots to the Voting Agent by the Voting Deadline.

27. The Debtors shall serve or cause to be served a copy of this Solicitation Procedures Order on each indenture trustee and Security Intermediary identified by the Voting Agent as an entity through which beneficial owners hold Debt Securities and equity securities. In addition, the Debtors shall reimburse such entities for their reasonable out-of-pocket expenses incurred in performing the tasks described herein. The Court shall retain jurisdiction to resolve any disputes regarding any request for reimbursement.

28. **When No Notice or Transmittal Necessary.** Notwithstanding any provision of this Solicitation Procedures Order to the contrary, no notice or service of any kind shall be required to be made upon any person to whom the Debtors mailed a notice of the meeting of creditors under section 341 of the Bankruptcy Code, notice of the bar dates for filing proofs of claim, or any other notice or pleading, and received such notices or pleadings returned by the United States Postal Service marked "undeliverable as addressed," "moved -- left no forwarding

address," "forwarding order expired" or similar marking or reason, unless the Debtors have been informed in writing by such person of that person's new address.

29. **Publication of Confirmation Hearing Notice.** The Debtors are authorized to publish the Confirmation Hearing Notice (substantially in the form attached hereto as Exhibit A) once on or before [●], 2004 in The Wall Street Journal (national edition). Such publication is deemed to be sufficient notice to persons who do not otherwise receive the Confirmation Hearing Notice by mail.

30. **Voting Deadline.** To be counted, Ballots (including Master Ballots) for accepting or rejecting the Plan must be received by the Voting Agent by 5:00 p.m. (Eastern time) on [●], 2004 (the "Voting Deadline") by the Voting Agent. The Debtors are entitled to reserve the absolute right to extend, by oral or written notice to the Voting Agent, the period of time (on a daily basis, if necessary), during which Ballots will be accepted for any reason including, but not limited to, determining whether or not the requisite acceptances have been received, by making a public announcement of such extension no later than 12:01 p.m. (prevailing Eastern time) on the first Business Day next succeeding the previously announced Voting Deadline. Without limiting the manner in which the Debtors may choose to make any public announcement, the Debtors shall not have any obligation to publish, advertise or otherwise communicate any such public announcement, other than by issuing a news release through the Dow Jones News Service.

31. **Procedures for Vote Tabulation - Votes Counted.** Any Ballot timely received that contains sufficient information to permit the identification of the claimant and cast as either an acceptance of the Plan or rejection of the Plan shall be counted and shall be deemed to be cast as an acceptance or rejection, as the case may be, of the Plan. The failure of a holder of a Claim in Classes 3, 5 and 7 to deliver a duly executed Ballot will be deemed to constitute an abstention by such holder with respect to voting on the Plan, and such abstention will not be counted as a vote for or against the Plan.

32. Each record holder or beneficial owner of any Debt Security who voted to accept or reject the Plan shall be deemed to have voted the full principal amount of its Claim relating to such Debt Security, notwithstanding anything to the contrary on any Ballot.

33. **Votes Not Counted.** The following Ballots or Master Ballots shall not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected:

- (a) Any Ballot or Master Ballot received after the Voting Deadline, unless the Voting Deadline was extended by the Debtors as described herein;
- (b) Any Ballot or Master Ballot that is sent by facsimile transmission, is illegible or contains insufficient information to permit the identification of the claimant;

- (c) Any Ballot that indicates neither an acceptance of the Plan nor a rejection, or indicates both an acceptance and rejection, of the Plan;
- (d) Any Ballot cast by a person or entity that does not hold a Claim in a class that is entitled to vote to accept or reject the Plan;
- (e) Any form of Ballot or Master Ballot other than the official form sent by the applicable Voting Agent or a copy thereof;
- (f) Any Ballot or Master Ballot without an original signature;
- (g) Any Ballot (other than Master Ballots) that casts part of its vote in the same class to accept the Plan either with or without the Releases and part to reject the Plan; or
- (h) Any Ballot or Master Ballot received that the applicable Voting Agent cannot match to an existing database record.

34. **Withdrawal of Votes.** Any party who has delivered a valid Ballot for the acceptance or rejection of the Plan may withdraw, subject to the Debtors' right to contest the validity of any such withdrawal, such acceptance or rejection by delivering a written notice of withdrawal to the applicable Voting Agent at any time prior to the Voting Deadline. A notice of withdrawal, to be valid, shall (i) contain the description of the Claim(s) to which it relates and the aggregate principal amount represented by such Claim(s), (ii) be signed by the withdrawing party in the same manner as the Ballot being withdrawn, (iii) contain a certification that the withdrawing party owns the Claim(s) and possesses the right to withdraw the Ballot

sought to be withdrawn and (iv) be received by the applicable Voting Agent prior to the Voting Deadline.

35. **Changing Votes.** Notwithstanding Bankruptcy Rule 3018(a), whenever two or more Ballots (including Master Ballots) are cast voting the same Claim prior to the Voting Deadline, the Ballot or Master Ballot dated latest but received prior to the Voting Deadline shall be deemed to reflect the voter's intent and thus to supersede any prior Ballots (including Master Ballots); *provided, however,* that nothing herein shall affect the Debtors' right to object to the validity of the second Ballot or Master Ballot on any basis permitted by law, including under Bankruptcy Rule 3018(a) and, if such objection is sustained, to count the first Ballot or Master Ballot for all purposes. Notwithstanding the foregoing, the rights of all parties in interest shall be reserved with respect to which Ballot or Master Ballot shall be tabulated if two or more Ballots (including Master Ballots) are cast voting the same Claim.

36. **No Division of Claims or Votes.** Except as it may relate to the procedures discussed above with respect to Master Ballots, creditors who vote may not divide their Claims or the votes associated therewith and must vote all of their Claims within a particular class either to accept the Plan or reject the Plan. A Ballot partially accepting and partially rejecting the Plan shall not be counted for any purpose.

37. **Procedures for Counting Ballots from Holders of Debt**

Securities. Unless the Ballots are prevalidated as allowed by this Solicitation Procedures Order, all Security Intermediaries through which beneficial owners hold Debt Securities shall receive and summarize on a Master Ballot all beneficial owner Ballots cast by the beneficial owners they serve and then return the Master Ballot to the applicable Voting Agent.

38. All Security Intermediaries shall retain for inspection by the Court the Ballots cast by beneficial owners for one year following the Solicitation Record Date.

39. Votes cast by the beneficial owners through a Security Intermediary and transmitted by means of a Master Ballot shall be applied against the positions held by such Security Intermediary as evidenced by the list of record holders of the applicable Debt Security, or through participation in a securities depository. Votes submitted by a Security Intermediary on a Master Ballot shall not be counted in excess of the position maintained by the respective Security Intermediary on the Solicitation Record Date.

40. To the extent that conflicting votes or over-votes are submitted on a Master Ballot, the applicable Voting Agent shall attempt to resolve the conflicting votes or over-votes prior to the Voting Deadline in order to ensure that the votes of beneficial owners of Debt Securities are accurately tabulated.

41. To the extent that conflicting votes or over-votes on a Master Ballot are not reconcilable prior to the Voting Deadline, the applicable Voting Agent shall count votes in respect to such Master Ballot in the same proportion as the votes to accept and reject the Plan submitted on the Master Ballot that contained the conflicting votes or over-votes, but only to the extent of the applicable Security Intermediary's position on the Solicitation Record Date in the Debt Security.

42. The Security Intermediaries are authorized and directed to complete multiple Master Ballots, and the votes reflected by such multiple Master Ballots shall be counted, except to the extent that they are duplicative of other Master Ballots. If two or more Master Ballots submitted are inconsistent in whole or in part, the latest Master Ballot received prior to the Voting Deadline shall, to the extent of such inconsistency, supersede and revoke any prior Master Ballot. The Debtors shall retain their right to object to the validity of the second Master Ballot on any basis permitted by law, including under Bankruptcy Rule 3018(a) and, if such objection is sustained, the first Master Ballot shall then be counted. Notwithstanding the foregoing, the rights of all parties-in-interest shall be reserved with respect to which Master Ballot shall be tabulated if two or more Master Ballots are cast voting the same Claim.

43. **Service And Notice Adequate And Sufficient.** Service of all notices and documents described herein in the time and manner as set forth herein

shall constitute due, adequate and sufficient notice, and to the extent that any party in interest wishes to review a complete copy of the Disclosure Statement and/or the Plan, such party may do so by either accessing <http://www.rcnplan.com> or calling Financial Balloting Group LLC at (646) 282-1800.

44. Notice and Procedure for Assuming or Rejecting Executory Contracts and Unexpired Leases. With respect to Assumed Contracts, in addition to receiving the Confirmation Hearing Notice, the parties to such Assumed Contracts shall also receive a copy of the Notice Of Assumption Of Executory Contracts Or Unexpired Leases Pursuant To Joint Plan Of Reorganization Of RCN Corporation And Certain Subsidiaries, substantially in the form attached hereto as Exhibit D, which form of notice is hereby approved. Such notice shall only be provided with respect to such Assumed Contracts where the Debtors' books and records indicate a need to cure a monetary default prior to the assumption of such Assumed Contracts. Other parties to executory contracts and unexpired leases with the Debtors shall be able to review a copy of Exhibits D and E to the Plan to determine whether their executory contract or unexpired lease is being assumed or rejected, by downloading a copy of the Plan at <http://www.rcnplan.com> or by calling Financial Balloting Group LLC at (646) 282-1800. The Confirmation Objection Deadline shall be set as the date by which any non-Debtor party objecting to the assumption or rejection of its contract

or lease must file such an objection. Objections that are not filed and served by the time and in the manner as set forth above shall be overruled.

45. **Classes Deemed To Have Rejected The Plan.** Pursuant to Bankruptcy Code section 105(a), holders of Class 8 Equity Interests are deemed to have rejected the Plan. The Debtors are not required to solicit the votes of the holders of Class 8 Equity Interests.

46. The requirement pursuant to Local Rule 9013-1(b) that the Debtors file a memorandum of law in support of the Motion is hereby waived.

Dated: New York, New York
September __, 2004

United States Bankruptcy Judge

Exhibit A

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

Hrg. Date: [●] @ [:]
Obj. Due: [●] @ 4:00 p.m. (prevailing Eastern Time)

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	:
In re	:
	:
RCN CORPORATION, <u>et al.</u> ,	:
	:
Debtors.	:
	:
-----	x

**NOTICE OF (I) HEARING ON CONFIRMATION OF JOINT PLAN OF
REORGANIZATION OF RCN CORPORATION AND CERTAIN SUBSIDIARIES,
(II) DEADLINE AND PROCEDURES FOR FILING OBJECTIONS TO
CONFIRMATION OF PLAN, AND (III) INJUNCTIONS AND RELEASES UNDER THE PLAN**

TO ALL CREDITORS, EQUITY SECURITY HOLDERS AND OTHER PARTIES IN INTEREST:

PLEASE TAKE NOTICE that:

1. On August 20, 2004, RCN Corporation, and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above captioned chapter 11 cases (collectively, the "Debtors") filed with the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), the Joint Plan of Reorganization of RCN Corporation and Certain Subsidiaries (as amended, the "Plan"), and the Disclosure Statement with respect to the Plan (as amended, the "Disclosure Statement"). The Debtors amended the Disclosure Statement on [●], 2004. All defined terms not defined herein shall have the meanings ascribed to them in the Plan. A list of the Debtor plan proponents is attached hereto as Exhibit A.

2. A hearing to confirm the Plan has been scheduled for [●], 2004 at [:] (prevailing Eastern time) at the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004, before the Honorable Robert D. Drain, United States Bankruptcy Judge (the "Confirmation Hearing"). The Confirmation Hearing may be continued or adjourned from time to time without further notice other than the announcement of the adjourned or continued date(s) at the Confirmation Hearing or any continued or adjourned hearing.

3. Executory Contracts And Unexpired Leases With RCN Corporation. Except as otherwise provided in the Plan, or in any contract, instrument, release, indenture, or other agreement or document entered into in connection with the Plan, as of the Effective Date, RCN Corporation will be deemed to have assumed each executory contract and unexpired lease to which it is a party, unless such contract or lease (i) was previously assumed or rejected by RCN Corporation, (ii) previously expired or terminated pursuant to its own terms, (iii) is listed on the schedule of contracts to be rejected attached to the Plan as Exhibit D, or (iv) is the subject of a motion to reject filed on or before the deadline for voting to accept or reject the Plan.

4. Executory Contracts And Unexpired Leases With Subsidiaries Or Affiliates of RCN Corporation (the "Subsidiary Debtors"). Except as otherwise provided in the Plan, or in any contract, instrument, release, indenture, or other agreement or document entered into in connection with the Plan, as of the Effective Date, each Subsidiary Debtor will be deemed to have rejected each executory contract and unexpired lease to which it is a party, unless such contract or lease (i) was previously assumed or rejected by the applicable Subsidiary Debtor, (ii) previously expired or terminated pursuant to its own terms, (iii) is listed on the schedule of contracts to be assumed attached to the Plan as Exhibit E, or (iv) is the subject of a motion to reject filed on or before the deadline for voting to accept or reject the Plan.

5. The Debtors have transmitted a notice to each non-Debtor party to an assumed executory contract or unexpired lease provided the Debtors' books and records indicate that the Debtors will need to cure a monetary default prior to the assumption of the non-Debtor party's executory contract or unexpired lease. If you believe that the Debtors will need to cure a monetary default under an executory contract or unexpired lease to which you are a party prior to its assumption by the Debtors and you disagree with the Debtors' proposed cure amount, then you must assert your objection to the Debtors' assumption of the contract in accordance with the provisions contained in paragraph 6 herein.

6. Objections, if any, to confirmation of the Plan must be in writing, must conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the United States Bankruptcy Court for the Southern District of New York, and must be, **no later than 4:00 p.m. prevailing Eastern time on [●], 2004**, (i) filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) (a) electronically, by registered users of the Bankruptcy Court's case filing system, and (b) on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect or any other Windows-based word processing format), by all other parties in interest; (ii) submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004; and (iii) served on the following parties:

Skadden, Arps, Slate, Meagher & Flom LLP Four Times Square New York, NY 10036-6522 (Attn: Jay M. Goffman, Esq., J. Gregory St. Clair, Esq., Frederick D. Morris, Esq.) Counsel for RCN Corporation, <u>et al.</u>	Simpson, Thacher & Bartlett LLP 425 Lexington Avenue New York, NY 10017-3954 (Attn: Peter V. Pantaleo, Esq. and Elisha Graff, Esq.) Counsel to the agent for the Debtors' pre-petition credit facility	Milbank, Tweed, Hadley & McCloy LLP One Chase Manhattan Plaza New York, NY 10005 (Attn: Dennis F. Dunne, Esq. and Deirdre A. Sullivan, Esq.) Counsel for the Creditors' Committee
Office of the United States Trustee 33 Whitehall Street New York, NY 10004 (Attn: Paul K. Schwartzberg, Esq.)	Counsel to any other statutory committee appointed in the Debtors' cases (currently no such committees have been appointed)	

Objections not timely filed and served in the manner set forth above may not be considered and may be overruled.

7. The Plan provides for the following releases and injunctions:

a. *All consideration distributed under the Plan will be in exchange for, and in complete satisfaction, settlement, discharge, and release of, all Claims against and Interests in the Debtors of any nature whatsoever or against any of the Debtors' assets or properties. Except as otherwise expressly provided in the Plan, the Confirmation Order will act as a discharge of all Claims against, liens on, and Interests in each of the Debtors, the Debtors' assets and their properties, arising at any time before the Effective Date, regardless of whether a proof of Claim or proof of Interest therefor was filed, whether the Claim or Interest is Allowed, or whether the holder thereof votes to accept the Plan or is entitled to receive a distribution thereunder, subject to the occurrence of the Effective Date. Any holder of such discharged Claim or Interest will be precluded from asserting against the Debtors or any of their assets or properties any other or further Claim or Interest based upon any document, instrument, act, omission, transaction, or other activity of any kind or nature that occurred before the Effective Date.*

The Confirmation Order will be a judicial determination of discharge of all liabilities of the Debtors, subject to the occurrence of the Effective Date.

b. *In accordance with section 524 of the Bankruptcy Code, the discharge provided by the Plan and section 1141 of the Bankruptcy Code will act as an injunction against the commencement or continuation of any action, employment of process, or act to collect, offset, or recover the Claims and Interests discharged by the Plan and Bankruptcy Code. Except as otherwise expressly provided in the Plan or the Confirmation Order, all Persons who have held, hold, or may hold Claims against, or Interests in, the Debtors will be permanently enjoined, on and after the Effective Date, from (i) commencing or continuing in any manner any action or other proceeding of any kind with respect to any such Claim or Interest, (ii) the enforcement, attachment, collection, or recovery by any manner or means of any judgment, award, decree, or order against the Debtors on account of any such Claim or Interest, (iii) creating, perfecting, or enforcing any encumbrance of any kind against the Debtors or against the property or interests in property of the Debtors on account of any such Claim or Interest, and (iv) asserting any right of setoff, subrogation, or recoupment of any kind against any obligation due from the Debtors or against the property or interests in property of the Debtors on account of any such Claim or Interest. The foregoing injunction will extend to successors of the Debtors (including, without limitation, the Reorganized Debtors) and their respective properties and interests in property.*

c. *On the Effective Date, the Debtors will release and be permanently enjoined from any prosecution or attempted prosecution of any and all claims and causes of action which they have or may have against any director, officer, or employee of the Debtors serving in such capacity as of the Confirmation Date, provided, however, that the foregoing will not operate as a waiver of or release from any causes of action arising out of the willful misconduct or fraud of such director, officer, or employee.*

d. *As of the Effective Date, the Debtors, the Reorganized Debtors, and any Person seeking to exercise the rights of the Debtors' estate, will be deemed to forever release, waive and discharge all claims, obligations, suits, judgments, damages, demands, debts, rights, causes of action (including claims or causes of action arising under Chapter 5 of the Bankruptcy Code), and liabilities whatsoever (other than for willful misconduct or fraud) in connection with or related to the Debtors, the Chapter 11 Cases, or the Plan, whether liquidated or unliquidated, fixed or contingent, matured or unmatured, known or unknown, foreseen or unforeseen, then existing or thereafter arising, in law, equity, or otherwise, that are base in whole or part on any act, omission, transaction, event or other occurrence taking place on or prior to the Effective Date in any way relating to the Debtors, the Reorganized Debtors, the Chapter 11 Cases, or the Plan, and that may be asserted by or on behalf of the Debtors, the Estates, or Reorganized Debtors, against the Administrative Agent, the Senior Secured Lenders and the Indenture Trustees.*

e. *As of the Effective Date, in consideration for the obligations of the Debtors and the Reorganized Debtors under this Plan and the distributions to be delivered in connection with this Plan, all holders of Claims against or Interests in the Debtors will be deemed to forever release, waive and discharge all claims, demands, debts, rights, causes of action, or liabilities (other than the right to enforce the Debtors' or the Reorganized Debtors' obligations under this Plan, and the contracts, instruments, releases, agreements, and documents delivered under this Plan), whether liquidated or unliquidated, fixed or contingent, matured or unmatured, known or unknown, foreseen or unforeseen, then existing or thereafter arising, in law, equity, or otherwise that are based in whole or in part on any act or omission, transaction, event, or other occurrence taking place on or prior to the Effective Date in any way relating to the Debtors, the Chapter 11 Cases, the Plan, or the Disclosure Statement against (i) the Debtors, (ii) the Reorganized Debtors and (iii) the directors, officers, agents, financial advisors, attorneys, employees, equity holders, partners, members, subsidiaries, managers, affiliates and representatives of the Debtors serving in such capacity as of the Confirmation Date, provided, however, that no Person shall be released from any claim arising from such Person's willful misconduct or fraud.*

f. On the Effective Date, all holders of Claims against and Interests in the Debtors will be permanently enjoined from bringing any action against the Debtors, the Reorganized Debtors, and their respective officers, directors, agents, financial advisors, attorneys, employees, equity holders, partners, members, subsidiaries, managers, affiliates and representatives serving in such capacity as of the Confirmation Date, and their respective property, in respect of any Claims, obligations, rights, causes of action, demands, suits, proceedings, and liabilities related in any way to the Debtors, the Chapter 11 Cases, this Plan, or the Disclosure Statement.

8. This Notice is not a solicitation of acceptances or rejections of the Plan.

9. The Confirmation Hearing may be continued or adjourned from time to time without further notice other than the announcement of the adjourned or continued date(s) at the Confirmation Hearing or any continued or adjourned hearing.

10. Copies of the Disclosure Statement and Plan are available for inspection online (a) free of charge at <http://www.rcnplan.com> or (b) on the Bankruptcy Court's Internet Website at <http://www.nysb.uscourts.gov>. A login and password to the Court's Public Access to Electronic Court Records ("PACER") are required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>. Copies of the Disclosure Statement and Plan may also be examined between the hours of 9:00 a.m. and 4:30 p.m., Monday through Friday at the Office of the Clerk of the Bankruptcy Court, One Bowling Green, Room 511, New York, New York 10004-1408. Copies of the Disclosure Statement and Plan may also be obtained (a) upon written request to Debtors' counsel at the address and telephone number set forth below, or (b) upon written request to Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, NY 10017 or by telephone at (646) 282-1800.

Dated: New York, New York
[●], 2004

Jay M. Goffman (JG 6722)
J. Gregory St. Clair (GS 8344)
(Members of the Firm)
Frederick D. Morris (FM 6564)
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
Four Times Square
New York, New York 10036
(212) 735-3000
Attorneys for Debtors and Debtors-in-Possession

Exhibit A
Schedule of Debtor Plan Proponents

DEBTOR	ADDRESS	CASE NO.	EID #
Hot Spots Productions, Inc.	80 West End Avenue, New York, NY 10023	04-13637 (RDD)	11-3658121
RCN Corporation	105 Carnegie Center, Princeton, NJ 08540	04-13638 (RDD)	22-3498533
RLH Property Corporation	105 Carnegie Center, Princeton, NJ 08540	04-13639 (RDD)	22-3720727
RCN Finance, LLC	105 Carnegie Center, Princeton, NJ 08540	04-13640 (RDD)	22-3827831
TEC Air, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-13641 (RDD)	51-0320454
RCN Entertainment, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-15505(RDD)	22-3815533
ON TV, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-15506(RDD)	04-3593566
RCN Telecom Services of Virginia, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-15508(RDD)	22-3493560

Exhibit B

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:
In re	:
	:
RCN CORPORATION, <u>et al.</u> ,	:
	:
Debtors.	:
	:
-----	x

**NOTICE OF NON-VOTING STATUS WITH RESPECT TO UNIMPAIRED
CLASS 1 OTHER PRIORITY CLAIMS, CLASS 2 BANK CLAIMS, CLASS 4 OTHER SECURED CLAIMS
AND CLASS 6 SUBSIDIARY GENERAL UNSECURED CLAIMS**

TO HOLDERS OF CLASS 1 OTHER PRIORITY CLAIMS, CLASS 2 BANK CLAIMS, CLASS 4 OTHER
SECURED CLAIMS AND CLASS 6 SUBSIDIARY GENERAL UNSECURED CLAIMS:

PLEASE TAKE NOTICE that:

1. On August 20, 2004, RCN Corporation, and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above captioned chapter 11 cases (collectively, the "Debtors") filed with the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), the Joint Plan of Reorganization of RCN Corporation and Certain Subsidiaries (as amended, the "Plan"), and the Disclosure Statement with respect to the Plan (as amended, the "Disclosure Statement"). The Debtors amended the Disclosure Statement on [●], 2004. All defined terms not defined herein shall have the meanings ascribed to them in the Plan. A list of the Debtor plan proponents is attached hereto as Exhibit A.

2. By order, dated [●], 2004, the Bankruptcy Court approved the Disclosure Statement for use by the Debtors in soliciting acceptances or rejections of the Plan from holders of certain impaired claims who are entitled to vote to accept or reject the Plan.

3. UNDER THE TERMS OF THE PLAN, YOUR CLAIM(S) AGAINST THE DEBTORS ARE NOT IMPAIRED. THEREFORE, PURSUANT TO SECTION 1126(f) OF THE UNITED STATES BANKRUPTCY CODE, YOU (I) ARE DEEMED TO HAVE ACCEPTED THE PLAN AND (II) ARE NOT ENTITLED TO VOTE ON THE PLAN. IF YOU HAVE ANY QUESTIONS ABOUT THE STATUS OF YOUR CLAIM(S), YOU MAY CONTACT FINANCIAL BALLOTING GROUP LLC, AT (646) 282-1800.

4. Copies of the Disclosure Statement and Plan are available for inspection online (a) free of charge at <http://www.rcnplan.com> or (b) on the Bankruptcy Court's Internet Website at <http://www.nysb.uscourts.gov>. A login and password to the Court's Public Access to Electronic Court Records ("PACER") are required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>. Copies of the Disclosure Statement and Plan may also be examined between the hours of 9:00 a.m. and 4:30 p.m., Monday through Friday at the Office of the Clerk of the Bankruptcy Court, One Bowling Green, Room 511, New York, New York 10004-1408. Copies of the Disclosure Statement and Plan may also be obtained (a) upon written request to Debtors' counsel at the address and telephone number set forth below, or (b) upon written request to Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, NY 10017 or by telephone at (646) 282-1800.

Dated: New York, New York
[●], 2004

Jay M. Goffman (JG 6722)
J. Gregory St. Clair (GS 8344)
(Members of the Firm)
Frederick D. Morris (FM 6564)
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
Four Times Square
New York, New York 10036
(212) 735-3000
Attorneys for Debtors and Debtors-in-Possession

Exhibit A
Schedule of Debtor Plan Proponents

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RCN Finance, LLC	105 Carnegie Center, Princeton, NJ 08540	04-13640(RDD)	22-3827831
TEC Air, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-13641(RDD)	51-0320454
RCN Entertainment, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-15505 (RDD)	22-3815533
ON TV, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-15506(RDD)	04-3593566
RCN Telecom Services of Virginia, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-15508(RDD)	22-3493560

Exhibit C

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:
In re	:
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	:
RCN CORPORATION, <u>et al.</u> ,	:
	:
	:
Debtors.	:
	:
-----	x

**NOTICE OF NON-VOTING STATUS WITH RESPECT TO IMPAIRED
CLASS 8 EQUITY INTERESTS, CLASS 9 SUBORDINATED CLAIMS
AND CLASS 10 WARRANT INTERESTS**

TO HOLDERS OF CLASS 8 EQUITY INTERESTS, CLASS 9 SUBORDINATED CLAIMS AND CLASS 10
WARRANT INTERESTS:

PLEASE TAKE NOTICE that:

1. On August 20, 2004, RCN Corporation, and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above captioned chapter 11 cases (collectively, the "Debtors") filed with the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), the Joint Plan of Reorganization of RCN Corporation and Certain Subsidiaries (as amended, the "Plan"), and the Disclosure Statement with respect to the Plan (as amended, the "Disclosure Statement"). The Debtors amended the Disclosure Statement on [●], 2004. All defined terms not defined herein shall have the meanings ascribed to them in the Plan. A list of the Debtor plan proponents is attached hereto as Exhibit A.

2. By order, dated [●], 2004, the Bankruptcy Court approved the Disclosure Statement for use by the Debtors in soliciting acceptances or rejections of the Plan from holders of certain impaired claims who are entitled to vote to accept or reject the Plan.

3. UNDER THE TERMS OF THE PLAN, YOU ARE NOT ENTITLED TO RECEIVE OR RETAIN ANY PROPERTY ON ACCOUNT OF YOUR CLAIM(S) AGAINST OR INTEREST(S) IN THE DEBTORS. THEREFORE, PURSUANT TO SECTION 1126(g) OF THE UNITED STATES BANKRUPTCY CODE, YOU (I) ARE DEEMED TO HAVE REJECTED THE PLAN AND (II) ARE NOT ENTITLED TO VOTE ON THE PLAN. IF YOU HAVE ANY QUESTIONS ABOUT THE STATUS OF YOUR CLASS 8 EQUITY INTERESTS, CLASS 9 SUBORDINATED CLAIMS OR CLASS 10 WARRANT INTERESTS YOU SHOULD CONTACT FINANCIAL BALLOTING GROUP LLC AT (646) 282-1800.

4. As indicated above, under the Plan, holders of Class 8 Equity Interests are not entitled to, and will not receive or retain, any property or interest in property on account of such Equity Interests. However, upon the affirmative vote of holders of Class 5 RCN General Unsecured Claims, whose claims are senior to those of holders of Class 8 Equity Interests, the Plan provides that each holder of Class 8 Equity Interests will receive their Pro Rata share of New Warrants representing approximately .25% of the Reorganized Debtors' outstanding New Common Stock, subject to dilution.

5. Copies of the Disclosure Statement and Plan are available for inspection online (a) free of charge at <http://www.rcnplan.com> or (b) on the Bankruptcy Court's Internet Website at <http://www.nysb.uscourts.gov>. A login and password to the Court's Public Access to Electronic Court Records ("PACER") are required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>. Copies of the Disclosure Statement and Plan may also be examined between the hours of 9:00 a.m. and 4:30 p.m., Monday through Friday at the Office of the Clerk of the Bankruptcy Court, One Bowling Green, Room 511, New York, New York 10004-1408. Copies of the Disclosure Statement and Plan may also be obtained (a) upon written request to Debtors' counsel at the address and telephone number set forth below, or (b) upon written request to Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, NY 10017 or by telephone at (646) 282-1800.

Dated: New York, New York
[●], 2004

Jay M. Goffman (JG 6722)
J. Gregory St. Clair (GS 8344)
(Members of the Firm)
Frederick D. Morris (FM 6564)
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
Four Times Square
New York, New York 10036
(212) 735-3000
Attorneys for Debtors and Debtors-in-Possession

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RCN Finance, LLC	105 Carnegie Center, Princeton, NJ 08540	04-13640(RDD)	22-3827831
TEC Air, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-13641(RDD)	51-0320454
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RCN Telecom Services of Virginia, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-15508(RDD)	22-3493560

Exhibit D

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

Obj. Due: [●] @ 4:00 p.m. (prevailing Eastern Time)

-----	x
	:
In re	:
	:
RCN CORPORATION, <u>et al.</u> ,	:
	:
Debtors.	:
	:
-----	x

**NOTICE OF ASSUMPTION OF EXECUTORY CONTRACTS AND UNEXPIRED
LEASES PURSUANT TO JOINT PLAN OF REORGANIZATION
OF RCN CORPORATION AND CERTAIN SUBSIDIARIES**

TO: [CLAIMANT NAME]
[CLAIMANT ADDRESS]

PLEASE TAKE NOTICE that:

1. On August 20, 2004, RCN Corporation, and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above captioned chapter 11 cases (collectively, the "Debtors") filed with the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), the Joint Plan of Reorganization of RCN Corporation and Certain Subsidiaries (as amended, the "Plan"), and the Disclosure Statement with respect to the Plan (as amended, the "Disclosure Statement"). The Debtors amended the Disclosure Statement on [●], 2004. All defined terms not defined herein shall have the meanings ascribed to them in the Plan. A list of the Debtor plan proponents is attached hereto as Exhibit A.

2. A hearing to confirm the Plan has been scheduled for [●], 2004 at [:] (prevailing Eastern time) at the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004, before the Honorable Robert D. Drain, United States Bankruptcy Judge (the "Confirmation Hearing"). The Confirmation Hearing may be continued or adjourned from time to time without further notice other than the announcement of the adjourned or continued date(s) at the Confirmation Hearing or any continued or adjourned hearing.

3. Executory Contracts And Unexpired Leases With RCN Corporation. Except as otherwise provided in the Plan, or in any contract, instrument, release, indenture, or other agreement or document entered into in connection with the Plan, as of the Effective Date, RCN Corporation will be deemed to have assumed each executory contract and unexpired lease to which it is a party, unless such contract or lease (i) was previously assumed or rejected by the RCN Corporation, (ii) previously expired or terminated pursuant to its own terms, (iii) is listed on the schedule of contracts to be rejected attached to the Plan as Exhibit D, or (iv) is the subject of a motion to reject filed on or before the deadline for voting to accept or reject the Plan.

4. Executory Contracts And Unexpired Leases With Subsidiaries Or Affiliates of RCN Corporation (the "Subsidiary Debtors"). Except as otherwise provided in the Plan, or in any contract, instrument, release, indenture, or other agreement or document entered into in connection with the Plan, as of the Effective Date each Subsidiary Debtor will be deemed to have rejected each executory contract and unexpired lease to which it is a party, unless such contract or lease (i) was previously assumed or rejected by the applicable Subsidiary Debtor, (ii) previously expired or terminated pursuant to its own terms, (iii) is listed on the schedule of contracts to be assumed attached to the Plan as Exhibit E, or (iv) is the subject of a motion to reject filed on or before the deadline for voting to accept or reject the Plan.

5. The Debtors have transmitted this notice in connection with each executory contract or unexpired lease where the Debtors' books and records indicate that the Debtors will need to cure a monetary default prior to the assumption of the executory contract or unexpired lease.

6. The order confirming the Plan will constitute an order of the Bankruptcy Court under section 365 of the Bankruptcy Code approving the contract and lease assumptions and rejections described above, as of the Effective Date.

7. The following identifies the assumed contract(s) to which you and a Debtor are a party and the Debtor's proposed cure amount for such assumed contract(s):

Debtor Name	Description of Assumed Executory Contract or Un-expired Lease	Proposed Cure Amount
		\$

8. Each executory contract and unexpired lease that is assumed and relates to the use, ability to acquire, or occupancy of real property shall include (a) all modifications, amendments, supplements, restatements, or other agreements made directly or indirectly by any agreement, instrument, or other document that in any manner affect such executory contract or unexpired lease and (b) all executory contracts or unexpired leases appurtenant to the premises, including all easements, licenses, permits, rights, privileges, immunities, options, rights of first refusal, powers, uses, reciprocal easement agreements, vaults, tunnel or bridge agreements or franchises, and any other interests in real estate or rights *in rem* related to such premises, unless any of the foregoing agreements has been rejected pursuant to an order of the Bankruptcy Court.

9. Objections, if any, to the Debtors' proposed assumption of assumed contracts or unexpired leases, including any objection as to the Debtors' proposed cure amount, must conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the United States Bankruptcy Court for the Southern District of New York, and must be, **no later than 4:00 p.m. prevailing Eastern time on September 24, 2004**, (i) filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) (a) electronically, by registered users of the Bankruptcy Court's case filing system, and (b) on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect or any other Windows-based word processing format), by all other parties in interest; (ii) submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004; and (iii) served on the following parties:

Skadden, Arps, Slate, Meagher & Flom LLP Four Times Square New York, NY 10036-6522 (Attn: Jay M. Goffman, Esq., J. Gregory St. Clair, Esq., Frederick D. Morris, Esq.) Counsel for RCN Corporation, <u>et al.</u>	Simpson, Thacher & Bartlett LLP 425 Lexington Avenue New York, NY 10017-3954 (Attn: Peter V. Pantaleo, Esq. and Elisha Graff, Esq.) Counsel to the agent for the Debt- ors' pre-petition credit facility	Milbank, Tweed, Hadley & McCloy LLP One Chase Manhattan Plaza New York, NY 10005 (Attn: Dennis F. Dunne, Esq. and Deirdre A. Sullivan, Esq.) Counsel for the Creditors' Commit- tee
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Office of the United States Trustee 33 Whitehall Street New York, NY 10004 (Attn: Paul K. Schwartzberg, Esq.)	Counsel to any other statutory committee appointed in the Debt- ors' cases (currently no such com- mittees have been appointed)
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Objections not timely filed and served in the manner set forth above may not be considered and may be overruled.

10. Unless you file and serve a timely objection asserting a higher cure amount than set forth above, the cure amount with respect to the above Assumed Contract shall be the amount of the cure asserted by the Debtors. Upon payment of the cure amount, if any, a non-Debtor party to an Assumed Contract will be forever barred, estopped and permanently enjoined from asserting against the Debtors, their estates, the reorganized Debtors or their property, any default or breach under any Assumed Contract, any claim or lack of consent or any other condition to assignment thereof, or any counterclaim, defense, setoff, right of recoupment or any other claim asserted or assertable against the Debtors or Reorganized Debtor, arising under or related to the Assumed Contracts, arising prior to the effective date of the Plan.

11. Copies of the Disclosure Statement and Plan are available for inspection online (a) free of charge at <http://www.rcnplan.com> or (b) on the Bankruptcy Court's Internet Website at <http://www.nysb.uscourts.gov>. A login and password to the Court's Public Access to Electronic Court Records ("PACER") are required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>. Copies of the Disclosure Statement and Plan may also be examined between the hours of 9:00 a.m. and 4:30 p.m., Monday through Friday at the Office of the Clerk of the Bankruptcy Court, One Bowling Green, Room 511, New York, New York 10004-1408. Copies of the Disclosure Statement and Plan may also be obtained (a) upon written request to Debtors' counsel at the address and telephone number set forth below, or (b) upon written request to Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, NY 10017 or by telephone at (646) 282-1800.

Dated: New York, New York
[●], 2004

Jay M. Goffman (JG 6722)
J. Gregory St. Clair (GS 8344)
(Members of the Firm)
Frederick D. Morris (FM 6564)
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
Four Times Square
New York, New York 10036
(212) 735-3000
Attorneys for Debtors and Debtors-in-Possession

Exhibit A
Schedule of Debtor Plan Proponents

DEBTOR	ADDRESS	CASE NO.	EID #
Hot Spots Productions, Inc.	80 West End Avenue, New York, NY 10023	04-13637(RDD)	11-3658121
RCN Corporation	105 Carnegie Center, Princeton, NJ 08540	04-13638(RDD)	22-3498533
RLH Property Corporation	105 Carnegie Center, Princeton, NJ 08540	04-13639(RDD)	22-3720727
RCN Finance, LLC	105 Carnegie Center, Princeton, NJ 08540	04-13640(RDD)	22-3827831
TEC Air, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-13641(RDD)	51-0320454
RCN Entertainment, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-15505(RDD)	22-3815533
ON TV, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-15506(RDD)	04-3593566
RCN Telecom Services of Virginia, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-15508(RDD)	22-3493560

Exhibit E-1

Ballot for Holders of Class 3 Evergreen Claims

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE COURT.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
RCN CORPORATION, <u>et al.</u> ,	:	Case No. 04-13638 (RDD)
	:	
Debtors.	:	Jointly Administered
	:	
-----	x	

[Merge Information on Evergreen, including voting amount]

CLASS 3 – EVERGREEN CLAIMS

**BALLOT FOR ACCEPTING OR REJECTING
JOINT PLAN OF REORGANIZATION OF RCN CORPORATION AND CERTAIN
SUBSIDIARIES UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

This Ballot is to be used by you, as a lender under RCN Corporation's secured credit agreement (the "Evergreen Credit Agreement"), dated as of June 6, 2003, among RCN and Evergreen Investment Management Company, LLC, and certain of its affiliates that are parties to the Evergreen Credit Agreement, to transmit your vote to accept or reject the chapter 11 plan of reorganization (the "Plan")¹ which is being proposed by RCN Corporation and certain of its subsidiaries and affiliates. The Plan is Exhibit A to the Disclosure Statement, dated [●], 2004 (the "Disclosure Statement"), which accompanies this Ballot. The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class that vote on the Plan, and by the holders of two-thirds in amount of equity security interests in each class that vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. Before you transmit your vote, please review the Disclosure Statement carefully, including the voting procedures explained in Section XIV - "The Solicitation; Voting Procedures."

**PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY AND
RETURN YOUR BALLOT IN THE ENVELOPE PROVIDED.**

¹ Unless otherwise defined herein, capitalized terms shall have the meaning ascribed to them in the Plan.

IMPORTANT

YOU SHOULD REVIEW THE DISCLOSURE STATEMENT AND THE PLAN BEFORE YOU VOTE. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE PLAN AND YOUR CLASSIFICATION AND TREATMENT UNDER THE PLAN. YOUR CLAIMS HAVE BEEN PLACED IN CLASS 3 UNDER THE PLAN. IF YOU HOLD CLAIMS OR INTERESTS IN ANOTHER CLASS, YOU WILL RECEIVE A BALLOT FOR EACH CLASS IN WHICH YOU ARE ENTITLED TO VOTE.

PLEASE READ CAREFULLY AND FOLLOW THE ATTACHED INSTRUCTIONS ON RETURNING YOUR BALLOT. THE VOTING DEADLINE BY WHICH YOUR VOTE MUST BE *RECEIVED* BY THE VOTING AGENT IS 5:00 P.M., *PREVAILING EASTERN TIME, ON [●], 2004* OR THE VOTES REPRESENTED BY YOUR BALLOT WILL *NOT* BE COUNTED. IF YOU HAVE ANY QUESTIONS, PLEASE CALL FINANCIAL BALLOTING GROUP LLC (THE "VOTING AGENT") AT (646) 282-1800. BALLOTS WILL NOT BE ACCEPTED BY FACSIMILE TRANSMISSION. THIS BALLOT MAY *NOT* BE USED FOR ANY PURPOSE OTHER THAN TO CAST VOTES TO ACCEPT OR REJECT THE PLAN.

YOUR VOTE MUST BE FORWARDED IN AMPLE TIME FOR YOUR VOTE TO BE RECEIVED BY THE VOTING AGENT, BY 5:00 P.M., PREVAILING EASTERN TIME, ON [●], 2004, OR YOUR VOTE WILL NOT BE COUNTED.

Item 1. Vote On Plan. For purposes of voting to accept (for) or reject (against) the Plan, the undersigned votes all of his/her/its Class 3 Evergreen Claims against the Debtors and in the aggregate voting amount listed above as follows (**check one box only in Item 1 - if you do NOT check a box, your vote will not be counted**).

☐ ACCEPTS (votes FOR) the Plan.

☐ REJECTS (votes AGAINST) the Plan.

Item 2. Certifications. By signing this Ballot, the undersigned claimant certifies that he/she/it (i) has been provided with copies of (a) the Disclosure Statement With Respect To Joint Plan of Reorganization of RCN Corporation And Certain Subsidiaries, as approved by the Bankruptcy Court and (b) the Plan, and (ii) is the holder of the Claims set forth above and has full power and authority to vote to accept or reject the Plan. To the extent that the undersigned is voting on behalf of the actual holder of the Claims, the undersigned certifies that he/she/it has the requisite authority to do so and will submit evidence of same upon request.

Name of Creditor (Print or Type): _____

Social Security or Federal Tax I.D. No. (optional): _____

Signature: _____

Print or Type Name: _____

Title (if appropriate): _____

Address: _____

Telephone Number: _____

Date: _____

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan. This Ballot shall not constitute or be deemed a proof of claim or equity interest or an assertion of a claim or equity interest.

YOUR VOTE MUST BE FORWARDED IN AMPLE TIME FOR YOUR VOTE TO BE RECEIVED BY THE VOTING AGENT BY 5:00 P.M., PREVAILING EASTERN TIME, ON [●], 2004, OR YOUR VOTE WILL NOT BE COUNTED.

INSTRUCTIONS FOR COMPLETING THE CLASS 3 EVERGREEN CLAIMS BALLOT

RCN Corporation and certain of its subsidiaries and affiliates (collectively, the "Debtors") are soliciting the votes of their noteholders and certain other creditors on their proposed Plan, dated [●], 2004, described in and annexed as Exhibit A to the Disclosure Statement accompanying this Ballot. Please review the Disclosure Statement and Plan carefully before you vote. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Plan.

This Ballot does *not* constitute and shall *not* be deemed to constitute (a) a proof of claim or (b) an admission by the Debtors of the nature, validity, or amount of any claim.

To ensure your vote is counted, you must complete, sign and return this Ballot to the address set forth on the enclosed pre-addressed postage-paid envelope provided. **Unsigned ballots may not be counted.** Ballots must be received by the Voting Agent, Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, NY 10017, Att'n: RCN Corporation Ballot Tabulation, by 5:00 p.m. (prevailing Eastern Time) on [●], 2004. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, such delivery will be deemed made only when the original executed Ballot is actually received by the Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. Delivery of a Ballot by facsimile, e-mail or any other electronic means will not be accepted. Ballots should not be sent to the Debtors, any indenture trustee, transfer agent, or financial or legal advisor of the Debtors.

To complete the Ballot properly, take the following steps:

(a) Cast your vote either to accept or reject the Plan by checking the proper box in Item 1. Ballots that are signed and returned, but not expressly voted for acceptance or rejection of the Plan, will not be counted. A Ballot accepting or rejecting the Plan may not be revoked after the Voting Deadline.

(b) Read Item 2 carefully.

(c) Sign and date your Ballot.

(d) If you believe that you have received the wrong ballot or if you believe any of the information contained in this Ballot is incorrect, please contact the Voting Agent, Financial Balloting Group LLC, at (646) 282-1800 immediately.

(e) If you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing.

(f) Provide your name and mailing address (i) if different from the printed address that appears on the Ballot, or (ii) if no pre-printed address appears on the Ballot.

(g) Return your Ballot using the enclosed return envelope.

PLEASE MAIL YOUR BALLOT PROMPTLY!

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES,
PLEASE CONTACT THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, PROMPTLY
AT (646) 282 -1800 OR FINANCIAL BALLOTING GROUP LLC,
757 THIRD AVENUE, 3RD FLOOR, NEW YORK, NEW YORK 10017,
ATT'N: RCN CORPORATION BALLOT TABULATION**

Exhibit E-2

**Ballot for Holders of Class 5 RCN General Unsecured Claims
(Other Than Senior Notes Claims)**

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE COURT.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:
In re	:
	:
	:
RCN CORPORATION, <u>et al.</u> ,	:
	:
	:
Debtors.	:
	:
-----	x

Chapter 11
Case No. 04-13638 (RDD)
Jointly Administered

[Merge Information from Claims Agent, including voting amount]

CLASS 5 – GENERAL UNSECURED CLAIMS (OTHER THAN SENIOR NOTES CLAIMS)

**BALLOT FOR ACCEPTING OR REJECTING
JOINT PLAN OF REORGANIZATION OF RCN CORPORATION AND CERTAIN
SUBSIDIARIES UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

This Ballot is to be used by you, as a creditor of RCN Corporation, to transmit your vote to accept or reject the chapter 11 plan of reorganization (the "Plan") which is being proposed by RCN Corporation and certain of its subsidiaries and affiliates. The Plan is Exhibit A to the Disclosure Statement, dated [●], 2004 (the "Disclosure Statement"), which accompanies this Ballot. The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class that vote on the Plan, and by the holders of two-thirds in amount of equity security interests in each class that vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. Before you transmit your vote, please review the Disclosure Statement carefully, including the voting procedures explained in Section XIV - "The Solicitation; Voting Procedures."

Under the Plan, each holder of an Allowed Class 5 RCN General Unsecured Claim shall receive, in full and final satisfaction, settlement, release, and discharge of, and in exchange for, such Allowed Class 5 General Unsecured Claim, on or as soon as practicable after the Effective Date, (i) its Pro Rata share of 100% of the shares of New Common Stock, subject to dilution by exercise of the (A) Management Incentive Options and (B) New Warrants, or (ii) at the election of a holder of an Allowed Class 5 RCN General Unsecured Claim (the "Electing Holder"), such Electing Holder shall receive instead, Cash equal to 25% of the amount of such Allowed Class 5 RCN General Unsecured Claim (the "Cash Component"); *provided, however*, that if the aggregate amount of Cash to be distributed to all Electing Holders exceeds \$12,500,000 (the "Cash Component Cap"), then each Electing Holder shall receive (y) its Pro Rata share of the Cash Component Cap (the "Capped Distribution Component"), and (z) a Pro Rata share of the New Common Stock as set forth in (i) above calculated by multiplying the Face Amount of the Electing Holder's Allowed Class 5 RCN General Unsecured Claim by the percentage by which the Capped Distribution Component is less than what the Cash Component would have been. **If you want to receive the treatment specified in (ii) above, you must indicate your election on Item 2 of this Ballot.**

PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY AND

RETURN YOUR BALLOT IN THE ENVELOPE PROVIDED.

IMPORTANT

YOU SHOULD REVIEW THE DISCLOSURE STATEMENT AND THE PLAN BEFORE YOU VOTE. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE PLAN AND YOUR CLASSIFICATION AND TREATMENT UNDER THE PLAN. YOUR CLAIMS HAVE BEEN PLACED IN CLASS 5 UNDER THE PLAN. IF YOU HOLD CLAIMS OR INTERESTS IN ANOTHER CLASS, YOU WILL RECEIVE A BALLOT FOR EACH CLASS IN WHICH YOU ARE ENTITLED TO VOTE.

PLEASE READ CAREFULLY AND FOLLOW THE ATTACHED INSTRUCTIONS ON RETURNING YOUR BALLOT. THE VOTING DEADLINE BY WHICH YOUR VOTE MUST BE *RECEIVED* BY THE VOTING AGENT IS 5:00 P.M., *PREVAILING EASTERN TIME, ON [●], 2004* OR THE VOTES REPRESENTED BY YOUR BALLOT WILL *NOT* BE COUNTED. IF YOU HAVE ANY QUESTIONS, PLEASE CALL FINANCIAL BALLOTING GROUP LLC (THE "VOTING AGENT") AT (646) 282-1800. BALLOTS WILL NOT BE ACCEPTED BY FACSIMILE TRANSMISSION. This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

Item 1. Vote On Plan. For purposes of voting to accept (for) or reject (against) the Plan, the undersigned votes all of his/her/its Class 5 General Unsecured Claim against the Debtors and in the aggregate voting amount listed above as follows (**check one box only in Item 1 - if you do NOT check a box, your vote will not be counted**).

☐ ACCEPTS (votes FOR) the Plan.

☐ REJECTS (votes AGAINST) the Plan.

Item 2. Election. Indicate below whether you elect to receive the cash component on account of your Class 5 RCN General Unsecured Claim. **Holders of claims who want to receive only a Pro Rata distribution of New Common Stock should not make an election.**

☐ I elect to receive the Cash Component; *provided, however*, I understand that if the aggregate amount of Cash to be distributed to all Electing Holders exceeds the Cash Component Cap, then my distribution on account of my Class 5 RCN General Unsecured Claim will be a combination of Cash and New Common Stock to be determined in accordance with the terms of the Plan.

Item 3. Certification As To Other Class 5 Claims. By completing and returning this Ballot, the holder of the Class 5 General Unsecured Claim certifies that either (1) it has not submitted any other Ballots for other Class 5 RCN General Unsecured Claims, including any claims held on account of any notes issued by RCN, or (2) it has provided the information specified in the following table for all other Class 5 RCN General Unsecured Claims for which it has submitted additional Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU HAVE VOTED BALLOTS OTHER THAN THIS BALLOT

Name of Holder ¹	Account Number	Principal Amount Of Other Class 5 RCN General Unsecured Claims Voted	Type of Other Class 5 RCN General Unsecured Claims Voted ²
		\$	
		\$	
		\$	

Item 4. Authorization By signing this Ballot, the undersigned claimant certifies that he/she/it (i) has been provided with copies of (a) the Disclosure Statement With Respect To Joint Plan of Reorganization of RCN Corporation And Certain Subsidiaries, as

¹ Insert your name if notes are held by you in record name or, if held in street name, insert the name of your broker or bank.

² See the instruction pages for this Ballot for the appropriate code to insert in this column.

approved by the Bankruptcy Court and (b) the Plan, and (ii) is the holder of the Claims set forth above and has full power and authority to vote to accept or reject the Plan. To the extent that the undersigned is voting on behalf of the actual holder of the Claims, the undersigned certifies that he/she/it has the requisite authority to do so and will submit evidence of same upon request.

Name of Creditor (Print or Type): _____
Social Security or Federal Tax I.D. No. (optional): _____
Signature: _____
Print or Type Name: _____
Title (if appropriate): _____
Address: _____
Telephone Number: _____
Date: _____

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan. This Ballot shall not constitute or be deemed a proof of claim or equity interest or an assertion of a claim or equity interest.

YOUR VOTE MUST BE FORWARDED IN AMPLE TIME FOR YOUR VOTE TO BE RECEIVED BY THE VOTING AGENT, BY 5:00 P.M., PREVAILING EASTERN TIME, ON [●], 2004, OR YOUR VOTE WILL NOT BE COUNTED.

INSTRUCTIONS FOR COMPLETING THE CLASS 5 GENERAL UNSECURED CLAIM BALLOT

RCN Corporation and certain of its subsidiaries and affiliates (collectively, the "Debtors") are soliciting the votes of their noteholders and certain other creditors on their proposed Plan, dated [●], 2004, described in and annexed as Exhibit A to the Disclosure Statement accompanying this Ballot. Please review the Disclosure Statement and Plan carefully before you vote. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Plan.

This Ballot does *not* constitute and shall *not* be deemed to constitute (a) a proof of claim or (b) an admission by the Debtors of the nature, validity, or amount of any claim.

To ensure your vote is counted, you must complete, sign and return this Ballot to the address set forth on the enclosed pre-addressed postage-paid envelope provided. **Unsigned ballots may not be counted.** Ballots must be received by the Voting Agent, Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, NY 10017, Att'n: RCN Corporation Ballot Tabulation, by 5:00 p.m. (prevailing Eastern Time) on [●], 2004. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, such delivery will be deemed made only when the original executed Ballot is actually received by the Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. Delivery of a Ballot by facsimile, e-mail or any other electronic means will not be accepted. Ballots should not be sent to the Debtors, any indenture trustee, transfer agent, or financial or legal advisor of the Debtors.

To complete the Ballot properly, take the following steps:

(a) Cast your vote either to accept or reject the Plan by checking the proper box in Item 1. Ballots that are signed and returned, but not expressly voted for acceptance or rejection of the Plan will not be counted. A Ballot accepting or rejecting the Plan may not be revoked after the Voting Deadline.

(b) Check the box in Item 2 if you want to make the election available to holders of Class 5 RCN General Unsecured Claims. Please see the first page of the Ballot or the Disclosure Statement for a description of the election available to holders of Class 5 RCN General Unsecured Claims.

(c) Provide the information required by Item 3, if applicable to you. Use the following legend to insert the appropriate code in the last column of the table in Item 3:

Basis of Other Class 5 Claim	Code
General Unsecured Claim (Other than a Senior Note Claim)	GUC
11 1/8% Senior Discount Notes, due October 15, 2007	11 1/8% SDN
11% Senior Notes, due July 1, 2008	11% SN
10% Senior Notes, due October 15, 2007	10% SN
9.8% Senior Discount Notes, due October 15, 2007	9.8% SDN
10 1/8% Senior Notes, due January 15, 2010	10 1/8% SN

(d) Read Item 4 carefully.

(e) Sign and date your Ballot.

(f) If you believe that you have received the wrong ballot or if you believe any of the information contained in this Ballot is incorrect, please contact the Voting Agent, Financial Balloting Group LLC, at (646) 282-1800 immediately.

(g) If you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing.

(h) Provide your name and mailing address (i) if different from the printed address that appears on the Ballot, or (ii) if no pre-printed address appears on the Ballot.

(i) Return your Ballot using the enclosed return envelope.

PLEASE MAIL YOUR BALLOT PROMPTLY!

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, PROMPTLY AT (646) 282-1800 OR FINANCIAL BALLOTING GROUP LLC, 757 THIRD AVENUE, 3RD FLOOR, NEW YORK, NY 10017, ATTN: RCN CORPORATION BALLOT TABULATION

Exhibit E-3

**Beneficial Owner Ballot for Holders of RCN Corporation's Senior Notes
10% Senior Notes (CUSIP 749361 AC5)**

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE COURT.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
RCN CORPORATION, <u>et al.</u> ,	:	Case No. 04-13638 (RDD)
	:	
Debtors.	:	Jointly Administered
	:	
-----	x	

CLASS 5 - RCN GENERAL UNSECURED CLAIMS

**BENEFICIAL OWNER/ENTITLEMENT HOLDER BALLOT FOR ACCEPTING OR REJECTING
JOINT PLAN OF REORGANIZATION OF RCN CORPORATION AND CERTAIN
SUBSIDIARIES UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

This Ballot is to be used by you, as a Beneficial Owner of the Notes identified on the top of this page issued by RCN Corporation (the "Notes"), to transmit your vote to accept or reject the chapter 11 plan of reorganization (the "Plan") which is being proposed by RCN Corporation and certain of its subsidiaries and affiliates. The Plan is Exhibit A to the Disclosure Statement, dated [●], 2004 (the "Disclosure Statement"), which accompanies this Ballot. The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class that vote on the Plan, and by the holders of two-thirds in amount of equity security interests in each class that vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. Before you transmit your vote, please review the Disclosure Statement carefully, including the voting procedures explained in Section XIV - "The Solicitation; Voting Procedures."

**PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY AND
RETURN YOUR BALLOT IN THE ENVELOPE PROVIDED.**

IMPORTANT

YOU SHOULD REVIEW THE DISCLOSURE STATEMENT AND THE PLAN BEFORE YOU VOTE. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE PLAN AND YOUR CLASSIFICATION AND TREATMENT UNDER THE PLAN. YOUR CLAIMS HAVE BEEN PLACED IN CLASS 5 UNDER THE PLAN. IF YOU HOLD CLAIMS OR INTERESTS IN ANOTHER CLASS, YOU WILL RECEIVE A BALLOT FOR EACH CLASS IN WHICH YOU ARE ENTITLED TO VOTE.

PLEASE READ CAREFULLY AND FOLLOW THE ATTACHED INSTRUCTIONS ON RETURNING YOUR BALLOT. THE VOTING DEADLINE BY WHICH YOUR VOTE MUST BE *RECEIVED* BY THE VOTING AGENT IS 5:00 P.M., *PREVAILING EASTERN TIME, ON [●], 2004* OR THE VOTES REPRESENTED BY YOUR BALLOT WILL *NOT* BE COUNTED. IF YOU HAVE ANY QUESTIONS, PLEASE CALL FINANCIAL BALLOTING GROUP LLC (THE "VOTING AGENT") AT (646) 282-1800. **IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR FINANCIAL INSTITUTION PLEASE ALLOW SUFFICIENT TIME FOR YOUR FINANCIAL INSTITUTION TO PROCESS YOUR VOTE.** DO NOT RETURN ANY NOTES WITH THIS BALLOT. BALLOTS WILL NOT BE ACCEPTED BY FACSIMILE TRANSMISSION. This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

HOW TO VOTE

1. COMPLETE ITEM 1 (if not already filled out by your nominee) AND ITEM 2 AND COMPLETE ITEM 3 (if applicable).
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 4.
3. **SIGN THE BALLOT** (unless your Ballot has already been signed or "prevalidated" by your nominee).
4. RETURN THE BALLOT IN THE PRE-ADDRESSED POSTAGE-PAID ENVELOPE (if the enclosed envelope is addressed to your nominee, make sure your nominee receives your Ballot in time to submit it before the Voting Deadline).
5. YOU WILL RECEIVE A SEPARATE BALLOT FOR EACH ISSUE OF SECURITIES YOU OWN WHICH IS ENTITLED TO VOTE UNDER THE PLAN.
6. YOU MUST VOTE *ALL* YOUR NOTES *EITHER* TO ACCEPT *OR* REJECT THE PLAN AND MAY NOT SPLIT YOUR VOTE.

You may receive multiple mailings containing Ballots, especially if you own your Notes through more than one bank, broker, other intermediary, or agent thereof (each, a "Nominee"). You should vote each Ballot that you receive for all of the Notes that you beneficially own.

You must provide all of the information requested by this Ballot. Failure to do so may result in the disqualification of your vote.

Item 1. Principal Amount of Notes. The undersigned hereby certifies that as of [●], 2004, the undersigned was the Beneficial Owner (or authorized signatory for a Beneficial Owner), or the Nominee of a Beneficial Owner, of Notes in the following aggregate unpaid principal amount (insert amount in box below). If your Notes are held by a Nominee on your behalf and you do not know the amount of Notes held, please contact your Nominee immediately.

\$

Item 2. Vote On Plan. The Beneficial Owner of the Notes identified in Item 1 votes as follows (check one box only - if you do not check a box your vote will not be counted):

☐ ACCEPTS (votes FOR) the Plan. ☐ REJECTS (votes AGAINST) the Plan.

Item 3. Certification As To Notes Held In Additional Accounts. By completing and returning this Ballot, the Beneficial Owner certifies that either (1) it has not submitted any other Ballots for other Class 5 RCN General Unsecured Claims held in other accounts or other record names or (2) it has provided the information specified in the following table for all other Class 5 RCN General Unsecured Claims for which it has submitted additional Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU HAVE VOTED BALLOTS OTHER THAN THIS BALLOT

Name of Holder ¹	Account Number	Principal Amount Of Other Class 5 RCN General Unsecured Claims Voted	Type of Other Class 5 RCN General Unsecured Claims Voted ²
		\$	
		\$	
		\$	

¹ Insert your name if the notes are held by you in record name or, if held in street name, insert the name of your broker or bank.

² See the instruction pages for this Ballot for the appropriate code to insert in this column.

Item 4. Authorization. By returning this Ballot, the Beneficial Owner of the Notes identified in Item 1 certifies that it (a) has full power and authority to vote to accept or reject the Plan with respect to the Notes listed in Item 1, (b) was the Beneficial Owner of the Notes described in Item 1 on [●], 2004 and (c) has received a copy of the Disclosure Statement (including the exhibits thereto) and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement.

An authorized signatory of an eligible Beneficial Owner may execute this Ballot, but must provide the name and address of the Beneficial Owner on this Ballot and may be required to submit evidence to the Bankruptcy Court demonstrating such signatory's authorization to vote on behalf of the Beneficial Owner. Authorized signatories voting on behalf of more than one Beneficial Owner must complete a separate Ballot for each Beneficial Owner.

Name of Creditor (Print or
Type):

Social Security or Federal
Tax I.D. No. (optional):

Signature:

Print or Type Name:

Title (if appropriate):

Address:

Telephone Number:

Date:

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan. This Ballot shall not constitute or be deemed a proof of claim or equity interest or an assertion of a claim or equity interest.

YOUR VOTE MUST BE FORWARDED IN AMPLE TIME FOR YOUR VOTE TO BE RECEIVED BY THE VOTING AGENT, BY 5:00 P.M., PREVAILING EASTERN TIME, ON [●], 2004, OR YOUR VOTE WILL NOT BE COUNTED. IF THE ENCLOSED ENVELOPE IS ADDRESSED TO YOUR NOMINEE, MAKE SURE YOUR NOMINEE RECEIVES YOUR BALLOT IN TIME TO SUBMIT IT ON A MASTER BALLOT BEFORE THE VOTING DEADLINE.

INSTRUCTIONS FOR COMPLETING THE BENEFICIAL OWNER BALLOT

RCN Corporation and certain of its subsidiaries and affiliates (collectively, the "Debtors") are soliciting the votes of their noteholders and certain other creditors on their proposed Plan, dated August 20, 2004, described in and annexed as Exhibit A to the Disclosure Statement accompanying this Ballot. Please review the Disclosure Statement and Plan carefully before you vote. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Plan.

This Ballot does *not* constitute and shall *not* be deemed to constitute (a) a proof of claim or (b) an admission by the Debtors of the nature, validity, or amount of any claim. This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan. Holders should *not* surrender, at this time, certificates representing their Notes, and neither the Debtors nor the Voting Agent will accept delivery of any certificates surrendered with this Ballot. Surrender of Notes for exchange may only be made by you or your Nominee pursuant to a letter of transmittal, which will be furnished by the Debtors following confirmation of the Plan. **DO NOT SUBMIT NOTES WITH THIS BALLOT.**

To ensure your vote is counted, you must complete, sign and return this Ballot to the address set forth on the enclosed pre-addressed postage-paid envelope provided. **Unsigned ballots may not be counted.** Ballots (or the Master Ballot completed on your behalf by your Nominee) must be received by the Voting Agent, Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, New York 10017, Attn: RCN Corporation Ballot Tabulation, by 5:00 p.m. (prevailing Eastern Time) on [●], 2004. **If you received a return envelope addressed to your Nominee, be sure to return your Ballot early enough for your vote to be processed and then forwarded and received by the Voting Agent by the Voting Deadline.** If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, such delivery will be deemed made only when the original executed Ballot is actually received by the Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. Delivery of a Ballot by facsimile, e-mail or any other electronic means will not be accepted. No Ballot should be sent to the Debtors, any indenture trustee, transfer agent, or financial or legal advisor of the Debtors.

To complete the Ballot properly, take the following steps:

(a) Make sure that the information required by Item 1 has been inserted. If you do not know the face amount of your Notes, please contact your Nominee immediately.

(b) Cast your vote either to accept or reject the Plan by checking the proper box in Item 2. Ballots that are signed and returned, but not expressly voted for acceptance or rejection of the Plan will not be counted. A Ballot accepting or rejecting the Plan may not be revoked after the Voting Deadline.

(c) Provide the information required by Item 3, if applicable to you. Use the following legend to insert the appropriate code in the last column of the table in Item 3:

Basis of Other Class 5 Claim	Code
General Unsecured Claim (Other than a Senior Note Claim)	GUC
11 1/8% Senior Discount Notes, due October 15, 2007	11 1/8% SDN
11% Senior Notes, due July 1, 2008	11% SN
10% Senior Notes, due October 15, 2007	10% SN
9.8% Senior Discount Notes, due October 15, 2007	9.8% SDN
10 1/8% Senior Notes, due January 15, 2010	10 1/8% SN

(d) Read Item 4 carefully.

(e) Sign and date your Ballot (unless your ballot has already been signed or "prevalidated" by your Nominee).

(f) If you believe that you have received the wrong ballot, please contact the Voting Agent, Financial Balloting Group, at (626) 282-1800, or your broker or Nominee immediately.

(g) If you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing.

(h) Provide your name and mailing address (i) if different from the printed address that appears on the Ballot, or (ii) if no pre-printed address appears on the Ballot.

(i) Return your Ballot using the enclosed return envelope.

PLEASE MAIL YOUR BALLOT PROMPTLY!

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES,
PLEASE CONTACT THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, PROMPTLY
AT (646) 282 -1800 OR FINANCIAL BALLOTING GROUP LLC,
757 THIRD AVENUE, 3RD FLOOR, NEW YORK, NEW YORK 10017,
ATTN: RCN CORPORATION BALLOT TABULATION**

Exhibit E-4

**Beneficial Owner Ballot for Holders of RCN Corporation's Senior Notes
11 1/8% Senior Discount Notes (CUSIP 749361 AD3)**

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE COURT.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
RCN CORPORATION, <u>et al.</u> ,	:	Case No. 04-13638 (RDD)
	:	
Debtors.	:	Jointly Administered
	:	
-----	x	

CLASS 5 - RCN GENERAL UNSECURED CLAIMS

**BENEFICIAL OWNER/ENTITLEMENT HOLDER BALLOT FOR ACCEPTING OR REJECTING
JOINT PLAN OF REORGANIZATION OF RCN CORPORATION AND CERTAIN
SUBSIDIARIES UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

This Ballot is to be used by you, as a Beneficial Owner of the Notes identified on the top of this page issued by RCN Corporation (the "Notes"), to transmit your vote to accept or reject the chapter 11 plan of reorganization (the "Plan") which is being proposed by RCN Corporation and certain of its subsidiaries and affiliates. The Plan is Exhibit A to the Disclosure Statement, dated [●], 2004 (the "Disclosure Statement"), which accompanies this Ballot. The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class that vote on the Plan, and by the holders of two-thirds in amount of equity security interests in each class that vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. Before you transmit your vote, please review the Disclosure Statement carefully, including the voting procedures explained in Section XIV - "The Solicitation; Voting Procedures."

**PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY AND
RETURN YOUR BALLOT IN THE ENVELOPE PROVIDED.**

IMPORTANT

YOU SHOULD REVIEW THE DISCLOSURE STATEMENT AND THE PLAN BEFORE YOU VOTE. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE PLAN AND YOUR CLASSIFICATION AND TREATMENT UNDER THE PLAN. YOUR CLAIMS HAVE BEEN PLACED IN CLASS 5 UNDER THE PLAN. IF YOU HOLD CLAIMS OR INTERESTS IN ANOTHER CLASS, YOU WILL RECEIVE A BALLOT FOR EACH CLASS IN WHICH YOU ARE ENTITLED TO VOTE.

PLEASE READ CAREFULLY AND FOLLOW THE ATTACHED INSTRUCTIONS ON RETURNING YOUR BALLOT. THE VOTING DEADLINE BY WHICH YOUR VOTE MUST BE *RECEIVED* BY THE VOTING AGENT IS 5:00 P.M., *PREVAILING EASTERN TIME, ON [●], 2004* OR THE VOTES REPRESENTED BY YOUR BALLOT WILL *NOT* BE COUNTED. IF YOU HAVE ANY QUESTIONS, PLEASE CALL FINANCIAL BALLOTING GROUP LLC (THE "VOTING AGENT") AT (646) 282-1800. **IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR FINANCIAL INSTITUTION PLEASE ALLOW SUFFICIENT TIME FOR YOUR FINANCIAL INSTITUTION TO PROCESS YOUR VOTE.** DO NOT RETURN ANY NOTES WITH THIS BALLOT. BALLOTS WILL NOT BE ACCEPTED BY FACSIMILE TRANSMISSION. This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

HOW TO VOTE

1. COMPLETE ITEM 1 (if not already filled out by your nominee) AND ITEM 2 AND COMPLETE ITEM 3 (if applicable).
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 4.
3. **SIGN THE BALLOT** (unless your Ballot has already been signed or "prevalidated" by your nominee).
4. RETURN THE BALLOT IN THE PRE-ADDRESSED POSTAGE-PAID ENVELOPE (if the enclosed envelope is addressed to your nominee, make sure your nominee receives your Ballot in time to submit it before the Voting Deadline).
5. YOU WILL RECEIVE A SEPARATE BALLOT FOR EACH ISSUE OF SECURITIES YOU OWN WHICH IS ENTITLED TO VOTE UNDER THE PLAN.
6. YOU MUST VOTE *ALL* YOUR NOTES *EITHER* TO ACCEPT *OR* REJECT THE PLAN AND MAY NOT SPLIT YOUR VOTE.

You may receive multiple mailings containing Ballots, especially if you own your Notes through more than one bank, broker, other intermediary, or agent thereof (each, a "Nominee"). You should vote each Ballot that you receive for all of the Notes that you beneficially own.

You must provide all of the information requested by this Ballot. Failure to do so may result in the disqualification of your vote.

Item 1. Principal Amount of Notes. The undersigned hereby certifies that as of [●], 2004, the undersigned was the Beneficial Owner (or authorized signatory for a Beneficial Owner), or the Nominee of a Beneficial Owner, of Notes in the following aggregate unpaid principal amount (insert amount in box below). If your Notes are held by a Nominee on your behalf and you do not know the amount of Notes held, please contact your Nominee immediately.

\$

Item 2. Vote On Plan. The Beneficial Owner of the Notes identified in Item 1 votes as follows (check one box only - if you do not check a box your vote will not be counted):

☐ ACCEPTS (votes FOR) the Plan. ☐ REJECTS (votes AGAINST) the Plan.

Item 3. Certification As To Notes Held In Additional Accounts. By completing and returning this Ballot, the Beneficial Owner certifies that either (1) it has not submitted any other Ballots for other Class 5 RCN General Unsecured Claims held in other accounts or other record names or (2) it has provided the information specified in the following table for all other Class 5 RCN General Unsecured Claims for which it has submitted additional Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU HAVE VOTED BALLOTS OTHER THAN THIS BALLOT

Name of Holder ¹	Account Number	Principal Amount Of Other Class 5 RCN General Unsecured Claims Voted	Type of Other Class 5 RCN General Unsecured Claims Voted ²
		\$	
		\$	
		\$	

¹ Insert your name if the notes are held by you in record name or, if held in street name, insert the name of your broker or bank.

² See the instruction pages for this Ballot for the appropriate code to insert in this column.

Item 4. Authorization. By returning this Ballot, the Beneficial Owner of the Notes identified in Item 1 certifies that it (a) has full power and authority to vote to accept or reject the Plan with respect to the Notes listed in Item 1, (b) was the Beneficial Owner of the Notes described in Item 1 on [●], 2004 and (c) has received a copy of the Disclosure Statement (including the exhibits thereto) and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement.

An authorized signatory of an eligible Beneficial Owner may execute this Ballot, but must provide the name and address of the Beneficial Owner on this Ballot and may be required to submit evidence to the Bankruptcy Court demonstrating such signatory's authorization to vote on behalf of the Beneficial Owner. Authorized signatories voting on behalf of more than one Beneficial Owner must complete a separate Ballot for each Beneficial Owner.

Name of Creditor (Print or
Type): _____

Social Security or Federal
Tax I.D. No. (optional): _____

Signature: _____

Print or Type Name: _____

Title (if appropriate): _____

Address: _____

Telephone Number: _____

Date: _____

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan. This Ballot shall not constitute or be deemed a proof of claim or equity interest or an assertion of a claim or equity interest.

YOUR VOTE MUST BE FORWARDED IN AMPLE TIME FOR YOUR VOTE TO BE RECEIVED BY THE VOTING AGENT, BY 5:00 P.M., PREVAILING EASTERN TIME, ON [●], 2004, OR YOUR VOTE WILL NOT BE COUNTED. IF THE ENCLOSED ENVELOPE IS ADDRESSED TO YOUR NOMINEE, MAKE SURE YOUR NOMINEE RECEIVES YOUR BALLOT IN TIME TO SUBMIT IT ON A MASTER BALLOT BEFORE THE VOTING DEADLINE.

INSTRUCTIONS FOR COMPLETING THE BENEFICIAL OWNER BALLOT

RCN Corporation and certain of its subsidiaries and affiliates (collectively, the "Debtors") are soliciting the votes of their noteholders and certain other creditors on their proposed Plan, dated August 20, 2004, described in and annexed as Exhibit A to the Disclosure Statement accompanying this Ballot. Please review the Disclosure Statement and Plan carefully before you vote. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Plan.

This Ballot does *not* constitute and shall *not* be deemed to constitute (a) a proof of claim or (b) an admission by the Debtors of the nature, validity, or amount of any claim. This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan. Holders should *not* surrender, at this time, certificates representing their Notes, and neither the Debtors nor the Voting Agent will accept delivery of any certificates surrendered with this Ballot. Surrender of Notes for exchange may only be made by you or your Nominee pursuant to a letter of transmittal, which will be furnished by the Debtors following confirmation of the Plan. **DO NOT SUBMIT NOTES WITH THIS BALLOT.**

To ensure your vote is counted, you must complete, sign and return this Ballot to the address set forth on the enclosed pre-addressed postage-paid envelope provided. **Unsigned ballots may not be counted.** Ballots (or the Master Ballot completed on your behalf by your Nominee) must be received by the Voting Agent, Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, New York 10017, Attn: RCN Corporation Ballot Tabulation, by 5:00 p.m. (prevailing Eastern Time) on [●], 2004. **If you received a return envelope addressed to your Nominee, be sure to return your Ballot early enough for your vote to be processed and then forwarded and received by the Voting Agent by the Voting Deadline.** If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, such delivery will be deemed made only when the original executed Ballot is actually received by the Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. Delivery of a Ballot by facsimile, e-mail or any other electronic means will not be accepted. No Ballot should be sent to the Debtors, any indenture trustee, transfer agent, or financial or legal advisor of the Debtors.

To complete the Ballot properly, take the following steps:

(a) Make sure that the information required by Item 1 has been inserted. If you do not know the face amount of your Notes, please contact your Nominee immediately.

(b) Cast your vote either to accept or reject the Plan by checking the proper box in Item 2. Ballots that are signed and returned, but not expressly voted for acceptance or rejection of the Plan will not be counted. A Ballot accepting or rejecting the Plan may not be revoked after the Voting Deadline.

(c) Provide the information required by Item 3, if applicable to you. Use the following legend to insert the appropriate code in the last column of the table in Item 3:

Basis of Other Class 5 Claim	Code
General Unsecured Claim (Other than a Senior Note Claim)	GUC
11 1/8% Senior Discount Notes, due October 15, 2007	11 1/8% SDN
11% Senior Notes, due July 1, 2008	11% SN
10% Senior Notes, due October 15, 2007	10% SN
9.8% Senior Discount Notes, due October 15, 2007	9.8% SDN
10 1/8% Senior Notes, due January 15, 2010	10 1/8% SN

(d) Read Item 4 carefully.

(e) Sign and date your Ballot (unless your ballot has already been signed or "prevalidated" by your Nominee).

(f) If you believe that you have received the wrong ballot, please contact the Voting Agent, Financial Balloting Group, at (626) 282-1800, or your broker or Nominee immediately.

(g) If you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing.

(h) Provide your name and mailing address (i) if different from the printed address that appears on the Ballot, or (ii) if no pre-printed address appears on the Ballot.

(i) Return your Ballot using the enclosed return envelope.

PLEASE MAIL YOUR BALLOT PROMPTLY!

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES,
PLEASE CONTACT THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, PROMPTLY
AT (646) 282 -1800 OR FINANCIAL BALLOTING GROUP LLC,
757 THIRD AVENUE, 3RD FLOOR, NEW YORK, NEW YORK 10017,
ATTN: RCN CORPORATION BALLOT TABULATION**

Exhibit E-5

**Beneficial Owner Ballot for Holders of RCN Corporation's Senior Notes
9.8% Senior Discount Notes (CUSIP 749361 AG6)**

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE COURT.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
RCN CORPORATION, <u>et al.</u> ,	:	Case No. 04-13638 (RDD)
	:	
Debtors.	:	Jointly Administered
	:	
-----	x	

CLASS 5 - RCN GENERAL UNSECURED CLAIMS

**BENEFICIAL OWNER/ENTITLEMENT HOLDER BALLOT FOR ACCEPTING OR REJECTING
JOINT PLAN OF REORGANIZATION OF RCN CORPORATION AND CERTAIN
SUBSIDIARIES UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

This Ballot is to be used by you, as a Beneficial Owner of the Notes identified on the top of this page issued by RCN Corporation (the "Notes"), to transmit your vote to accept or reject the chapter 11 plan of reorganization (the "Plan") which is being proposed by RCN Corporation and certain of its subsidiaries and affiliates. The Plan is Exhibit A to the Disclosure Statement, dated [●], 2004 (the "Disclosure Statement"), which accompanies this Ballot. The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class that vote on the Plan, and by the holders of two-thirds in amount of equity security interests in each class that vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. Before you transmit your vote, please review the Disclosure Statement carefully, including the voting procedures explained in Section XIV - "The Solicitation; Voting Procedures."

**PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY AND
RETURN YOUR BALLOT IN THE ENVELOPE PROVIDED.**

IMPORTANT

YOU SHOULD REVIEW THE DISCLOSURE STATEMENT AND THE PLAN BEFORE YOU VOTE. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE PLAN AND YOUR CLASSIFICATION AND TREATMENT UNDER THE PLAN. YOUR CLAIMS HAVE BEEN PLACED IN CLASS 5 UNDER THE PLAN. IF YOU HOLD CLAIMS OR INTERESTS IN ANOTHER CLASS, YOU WILL RECEIVE A BALLOT FOR EACH CLASS IN WHICH YOU ARE ENTITLED TO VOTE.

PLEASE READ CAREFULLY AND FOLLOW THE ATTACHED INSTRUCTIONS ON RETURNING YOUR BALLOT. THE VOTING DEADLINE BY WHICH YOUR VOTE MUST BE *RECEIVED* BY THE VOTING AGENT IS 5:00 P.M., *PREVAILING EASTERN TIME, ON [●], 2004* OR THE VOTES REPRESENTED BY YOUR BALLOT WILL *NOT* BE COUNTED. IF YOU HAVE ANY QUESTIONS, PLEASE CALL FINANCIAL BALLOTING GROUP LLC (THE "VOTING AGENT") AT (646) 282-1800. **IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR FINANCIAL INSTITUTION PLEASE ALLOW SUFFICIENT TIME FOR YOUR FINANCIAL INSTITUTION TO PROCESS YOUR VOTE.** DO NOT RETURN ANY NOTES WITH THIS BALLOT. BALLOTS WILL NOT BE ACCEPTED BY FACSIMILE TRANSMISSION. This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

HOW TO VOTE

1. COMPLETE ITEM 1 (if not already filled out by your nominee) AND ITEM 2 AND COMPLETE ITEM 3 (if applicable).
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 4.
3. **SIGN THE BALLOT** (unless your Ballot has already been signed or "prevalidated" by your nominee).
4. RETURN THE BALLOT IN THE PRE-ADDRESSED POSTAGE-PAID ENVELOPE (if the enclosed envelope is addressed to your nominee, make sure your nominee receives your Ballot in time to submit it before the Voting Deadline).
5. YOU WILL RECEIVE A SEPARATE BALLOT FOR EACH ISSUE OF SECURITIES YOU OWN WHICH IS ENTITLED TO VOTE UNDER THE PLAN.
6. YOU MUST VOTE *ALL* YOUR NOTES *EITHER* TO ACCEPT *OR* REJECT THE PLAN AND MAY NOT SPLIT YOUR VOTE.

You may receive multiple mailings containing Ballots, especially if you own your Notes through more than one bank, broker, other intermediary, or agent thereof (each, a "Nominee"). You should vote each Ballot that you receive for all of the Notes that you beneficially own.

You must provide all of the information requested by this Ballot. Failure to do so may result in the disqualification of your vote.

Item 1. Principal Amount of Notes. The undersigned hereby certifies that as of [●], 2004, the undersigned was the Beneficial Owner (or authorized signatory for a Beneficial Owner), or the Nominee of a Beneficial Owner, of Notes in the following aggregate unpaid principal amount (insert amount in box below). If your Notes are held by a Nominee on your behalf and you do not know the amount of Notes held, please contact your Nominee immediately.

\$

Item 2. Vote On Plan. The Beneficial Owner of the Notes identified in Item 1 votes as follows (check one box only - if you do not check a box your vote will not be counted):

☐ ACCEPTS (votes FOR) the Plan. ☐ REJECTS (votes AGAINST) the Plan.

Item 3. Certification As To Notes Held In Additional Accounts. By completing and returning this Ballot, the Beneficial Owner certifies that either (1) it has not submitted any other Ballots for other Class 5 RCN General Unsecured Claims held in other accounts or other record names or (2) it has provided the information specified in the following table for all other Class 5 RCN General Unsecured Claims for which it has submitted additional Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU HAVE VOTED BALLOTS OTHER THAN THIS BALLOT

Name of Holder ¹	Account Number	Principal Amount Of Other Class 5 RCN General Unsecured Claims Voted	Type of Other Class 5 RCN General Unsecured Claims Voted ²
		\$	
		\$	
		\$	

¹ Insert your name if the notes are held by you in record name or, if held in street name, insert the name of your broker or bank.

² See the instruction pages for this Ballot for the appropriate code to insert in this column.

Item 4. Authorization. By returning this Ballot, the Beneficial Owner of the Notes identified in Item 1 certifies that it (a) has full power and authority to vote to accept or reject the Plan with respect to the Notes listed in Item 1, (b) was the Beneficial Owner of the Notes described in Item 1 on [●], 2004 and (c) has received a copy of the Disclosure Statement (including the exhibits thereto) and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement.

An authorized signatory of an eligible Beneficial Owner may execute this Ballot, but must provide the name and address of the Beneficial Owner on this Ballot and may be required to submit evidence to the Bankruptcy Court demonstrating such signatory's authorization to vote on behalf of the Beneficial Owner. Authorized signatories voting on behalf of more than one Beneficial Owner must complete a separate Ballot for each Beneficial Owner.

Name of Creditor (Print or
Type):

Social Security or Federal
Tax I.D. No. (optional):

Signature:

Print or Type Name:

Title (if appropriate):

Address:

Telephone Number:

Date:

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan. This Ballot shall not constitute or be deemed a proof of claim or equity interest or an assertion of a claim or equity interest.

YOUR VOTE MUST BE FORWARDED IN AMPLE TIME FOR YOUR VOTE TO BE RECEIVED BY THE VOTING AGENT, BY 5:00 P.M., PREVAILING EASTERN TIME, ON [●], 2004, OR YOUR VOTE WILL NOT BE COUNTED. IF THE ENCLOSED ENVELOPE IS ADDRESSED TO YOUR NOMINEE, MAKE SURE YOUR NOMINEE RECEIVES YOUR BALLOT IN TIME TO SUBMIT IT ON A MASTER BALLOT BEFORE THE VOTING DEADLINE.

INSTRUCTIONS FOR COMPLETING THE BENEFICIAL OWNER BALLOT

RCN Corporation and certain of its subsidiaries and affiliates (collectively, the "Debtors") are soliciting the votes of their noteholders and certain other creditors on their proposed Plan, dated August 20, 2004, described in and annexed as Exhibit A to the Disclosure Statement accompanying this Ballot. Please review the Disclosure Statement and Plan carefully before you vote. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Plan.

This Ballot does *not* constitute and shall *not* be deemed to constitute (a) a proof of claim or (b) an admission by the Debtors of the nature, validity, or amount of any claim. This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan. Holders should *not* surrender, at this time, certificates representing their Notes, and neither the Debtors nor the Voting Agent will accept delivery of any certificates surrendered with this Ballot. Surrender of Notes for exchange may only be made by you or your Nominee pursuant to a letter of transmittal, which will be furnished by the Debtors following confirmation of the Plan. **DO NOT SUBMIT NOTES WITH THIS BALLOT.**

To ensure your vote is counted, you must complete, sign and return this Ballot to the address set forth on the enclosed pre-addressed postage-paid envelope provided. **Unsigned ballots may not be counted.** Ballots (or the Master Ballot completed on your behalf by your Nominee) must be received by the Voting Agent, Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, New York 10017, Attn: RCN Corporation Ballot Tabulation, by 5:00 p.m. (prevailing Eastern Time) on [●], 2004. **If you received a return envelope addressed to your Nominee, be sure to return your Ballot early enough for your vote to be processed and then forwarded and received by the Voting Agent by the Voting Deadline.** If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, such delivery will be deemed made only when the original executed Ballot is actually received by the Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. Delivery of a Ballot by facsimile, e-mail or any other electronic means will not be accepted. No Ballot should be sent to the Debtors, any indenture trustee, transfer agent, or financial or legal advisor of the Debtors.

To complete the Ballot properly, take the following steps:

(a) Make sure that the information required by Item 1 has been inserted. If you do not know the face amount of your Notes, please contact your Nominee immediately.

(b) Cast your vote either to accept or reject the Plan by checking the proper box in Item 2. Ballots that are signed and returned, but not expressly voted for acceptance or rejection of the Plan will not be counted. A Ballot accepting or rejecting the Plan may not be revoked after the Voting Deadline.

(c) Provide the information required by Item 3, if applicable to you. Use the following legend to insert the appropriate code in the last column of the table in Item 3:

Basis of Other Class 5 Claim	Code
General Unsecured Claim (Other than a Senior Note Claim)	GUC
11 1/8% Senior Discount Notes, due October 15, 2007	11 1/8% SDN
11% Senior Notes, due July 1, 2008	11% SN
10% Senior Notes, due October 15, 2007	10% SN
9.8% Senior Discount Notes, due October 15, 2007	9.8% SDN
10 1/8% Senior Notes, due January 15, 2010	10 1/8% SN

(d) Read Item 4 carefully.

(e) Sign and date your Ballot (unless your ballot has already been signed or "prevalidated" by your Nominee).

(f) If you believe that you have received the wrong ballot, please contact the Voting Agent, Financial Balloting Group, at (626) 282-1800, or your broker or Nominee immediately.

(g) If you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing.

(h) Provide your name and mailing address (i) if different from the printed address that appears on the Ballot, or (ii) if no pre-printed address appears on the Ballot.

(i) Return your Ballot using the enclosed return envelope.

PLEASE MAIL YOUR BALLOT PROMPTLY!

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES,
PLEASE CONTACT THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, PROMPTLY
AT (646) 282 -1800 OR FINANCIAL BALLOTING GROUP LLC,
757 THIRD AVENUE, 3RD FLOOR, NEW YORK, NEW YORK 10017,
ATTN: RCN CORPORATION BALLOT TABULATION**

Exhibit E-6

**Beneficial Owner Ballot for Holders of RCN Corporation's Senior Notes
11% Senior Discount Notes (CUSIP 749361 AH4)**

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE COURT.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
RCN CORPORATION, <u>et al.</u> ,	:	Case No. 04-13638 (RDD)
	:	
Debtors.	:	Jointly Administered
	:	
-----	x	

CLASS 5 - RCN GENERAL UNSECURED CLAIMS

**BENEFICIAL OWNER/ENTITLEMENT HOLDER BALLOT FOR ACCEPTING OR REJECTING
JOINT PLAN OF REORGANIZATION OF RCN CORPORATION AND CERTAIN
SUBSIDIARIES UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

This Ballot is to be used by you, as a Beneficial Owner of the Notes identified on the top of this page issued by RCN Corporation (the "Notes"), to transmit your vote to accept or reject the chapter 11 plan of reorganization (the "Plan") which is being proposed by RCN Corporation and certain of its subsidiaries and affiliates. The Plan is Exhibit A to the Disclosure Statement, dated [●], 2004 (the "Disclosure Statement"), which accompanies this Ballot. The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class that vote on the Plan, and by the holders of two-thirds in amount of equity security interests in each class that vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. Before you transmit your vote, please review the Disclosure Statement carefully, including the voting procedures explained in Section XIV - "The Solicitation; Voting Procedures."

**PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY AND
RETURN YOUR BALLOT IN THE ENVELOPE PROVIDED.**

IMPORTANT

YOU SHOULD REVIEW THE DISCLOSURE STATEMENT AND THE PLAN BEFORE YOU VOTE. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE PLAN AND YOUR CLASSIFICATION AND TREATMENT UNDER THE PLAN. YOUR CLAIMS HAVE BEEN PLACED IN CLASS 5 UNDER THE PLAN. IF YOU HOLD CLAIMS OR INTERESTS IN ANOTHER CLASS, YOU WILL RECEIVE A BALLOT FOR EACH CLASS IN WHICH YOU ARE ENTITLED TO VOTE.

PLEASE READ CAREFULLY AND FOLLOW THE ATTACHED INSTRUCTIONS ON RETURNING YOUR BALLOT. THE VOTING DEADLINE BY WHICH YOUR VOTE MUST BE *RECEIVED* BY THE VOTING AGENT IS 5:00 P.M., *PREVAILING EASTERN TIME, ON [●], 2004* OR THE VOTES REPRESENTED BY YOUR BALLOT WILL *NOT* BE COUNTED. IF YOU HAVE ANY QUESTIONS, PLEASE CALL FINANCIAL BALLOTING GROUP LLC (THE "VOTING AGENT") AT (646) 282-1800. **IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR FINANCIAL INSTITUTION PLEASE ALLOW SUFFICIENT TIME FOR YOUR FINANCIAL INSTITUTION TO PROCESS YOUR VOTE.** DO NOT RETURN ANY NOTES WITH THIS BALLOT. BALLOTS WILL NOT BE ACCEPTED BY FACSIMILE TRANSMISSION. This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

HOW TO VOTE

1. COMPLETE ITEM 1 (if not already filled out by your nominee) AND ITEM 2 AND COMPLETE ITEM 3 (if applicable).
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 4.
3. **SIGN THE BALLOT** (unless your Ballot has already been signed or "prevalidated" by your nominee).
4. RETURN THE BALLOT IN THE PRE-ADDRESSED POSTAGE-PAID ENVELOPE (if the enclosed envelope is addressed to your nominee, make sure your nominee receives your Ballot in time to submit it before the Voting Deadline).
5. YOU WILL RECEIVE A SEPARATE BALLOT FOR EACH ISSUE OF SECURITIES YOU OWN WHICH IS ENTITLED TO VOTE UNDER THE PLAN.
6. YOU MUST VOTE *ALL* YOUR NOTES *EITHER* TO ACCEPT *OR* REJECT THE PLAN AND MAY NOT SPLIT YOUR VOTE.

You may receive multiple mailings containing Ballots, especially if you own your Notes through more than one bank, broker, other intermediary, or agent thereof (each, a "Nominee"). You should vote each Ballot that you receive for all of the Notes that you beneficially own.

You must provide all of the information requested by this Ballot. Failure to do so may result in the disqualification of your vote.

Item 1. Principal Amount of Notes. The undersigned hereby certifies that as of [●], 2004, the undersigned was the Beneficial Owner (or authorized signatory for a Beneficial Owner), or the Nominee of a Beneficial Owner, of Notes in the following aggregate unpaid principal amount (insert amount in box below). If your Notes are held by a Nominee on your behalf and you do not know the amount of Notes held, please contact your Nominee immediately.

\$

Item 2. Vote On Plan. The Beneficial Owner of the Notes identified in Item 1 votes as follows (check one box only - if you do not check a box your vote will not be counted):

☐ ACCEPTS (votes FOR) the Plan. ☐ REJECTS (votes AGAINST) the Plan.

Item 3. Certification As To Notes Held In Additional Accounts. By completing and returning this Ballot, the Beneficial Owner certifies that either (1) it has not submitted any other Ballots for other Class 5 RCN General Unsecured Claims held in other accounts or other record names or (2) it has provided the information specified in the following table for all other Class 5 RCN General Unsecured Claims for which it has submitted additional Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU HAVE VOTED BALLOTS OTHER THAN THIS BALLOT

Name of Holder ¹	Account Number	Principal Amount Of Other Class 5 RCN General Unsecured Claims Voted	Type of Other Class 5 RCN General Unsecured Claims Voted ²
		\$	
		\$	
		\$	

¹ Insert your name if the notes are held by you in record name or, if held in street name, insert the name of your broker or bank.

² See the instruction pages for this Ballot for the appropriate code to insert in this column.

Item 4. Authorization. By returning this Ballot, the Beneficial Owner of the Notes identified in Item 1 certifies that it (a) has full power and authority to vote to accept or reject the Plan with respect to the Notes listed in Item 1, (b) was the Beneficial Owner of the Notes described in Item 1 on [●], 2004 and (c) has received a copy of the Disclosure Statement (including the exhibits thereto) and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement.

An authorized signatory of an eligible Beneficial Owner may execute this Ballot, but must provide the name and address of the Beneficial Owner on this Ballot and may be required to submit evidence to the Bankruptcy Court demonstrating such signatory's authorization to vote on behalf of the Beneficial Owner. Authorized signatories voting on behalf of more than one Beneficial Owner must complete a separate Ballot for each Beneficial Owner.

Name of Creditor (Print or
Type): _____

Social Security or Federal
Tax I.D. No. (optional): _____

Signature: _____

Print or Type Name: _____

Title (if appropriate): _____

Address: _____

Telephone Number: _____

Date: _____

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan. This Ballot shall not constitute or be deemed a proof of claim or equity interest or an assertion of a claim or equity interest.

YOUR VOTE MUST BE FORWARDED IN AMPLE TIME FOR YOUR VOTE TO BE RECEIVED BY THE VOTING AGENT, BY 5:00 P.M., PREVAILING EASTERN TIME, ON [●], 2004, OR YOUR VOTE WILL NOT BE COUNTED. IF THE ENCLOSED ENVELOPE IS ADDRESSED TO YOUR NOMINEE, MAKE SURE YOUR NOMINEE RECEIVES YOUR BALLOT IN TIME TO SUBMIT IT ON A MASTER BALLOT BEFORE THE VOTING DEADLINE.

INSTRUCTIONS FOR COMPLETING THE BENEFICIAL OWNER BALLOT

RCN Corporation and certain of its subsidiaries and affiliates (collectively, the "Debtors") are soliciting the votes of their noteholders and certain other creditors on their proposed Plan, dated August 20, 2004, described in and annexed as Exhibit A to the Disclosure Statement accompanying this Ballot. Please review the Disclosure Statement and Plan carefully before you vote. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Plan.

This Ballot does *not* constitute and shall *not* be deemed to constitute (a) a proof of claim or (b) an admission by the Debtors of the nature, validity, or amount of any claim. This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan. Holders should *not* surrender, at this time, certificates representing their Notes, and neither the Debtors nor the Voting Agent will accept delivery of any certificates surrendered with this Ballot. Surrender of Notes for exchange may only be made by you or your Nominee pursuant to a letter of transmittal, which will be furnished by the Debtors following confirmation of the Plan. **DO NOT SUBMIT NOTES WITH THIS BALLOT.**

To ensure your vote is counted, you must complete, sign and return this Ballot to the address set forth on the enclosed pre-addressed postage-paid envelope provided. **Unsigned ballots may not be counted.** Ballots (or the Master Ballot completed on your behalf by your Nominee) must be received by the Voting Agent, Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, New York 10017, Attn: RCN Corporation Ballot Tabulation, by 5:00 p.m. (prevailing Eastern Time) on [●], 2004. **If you received a return envelope addressed to your Nominee, be sure to return your Ballot early enough for your vote to be processed and then forwarded and received by the Voting Agent by the Voting Deadline.** If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, such delivery will be deemed made only when the original executed Ballot is actually received by the Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. Delivery of a Ballot by facsimile, e-mail or any other electronic means will not be accepted. No Ballot should be sent to the Debtors, any indenture trustee, transfer agent, or financial or legal advisor of the Debtors.

To complete the Ballot properly, take the following steps:

(a) Make sure that the information required by Item 1 has been inserted. If you do not know the face amount of your Notes, please contact your Nominee immediately.

(b) Cast your vote either to accept or reject the Plan by checking the proper box in Item 2. Ballots that are signed and returned, but not expressly voted for acceptance or rejection of the Plan will not be counted. A Ballot accepting or rejecting the Plan may not be revoked after the Voting Deadline.

(c) Provide the information required by Item 3, if applicable to you. Use the following legend to insert the appropriate code in the last column of the table in Item 3:

Basis of Other Class 5 Claim	Code
General Unsecured Claim (Other than a Senior Note Claim)	GUC
11 1/8% Senior Discount Notes, due October 15, 2007	11 1/8% SDN
11% Senior Notes, due July 1, 2008	11% SN
10% Senior Notes, due October 15, 2007	10% SN
9.8% Senior Discount Notes, due October 15, 2007	9.8% SDN
10 1/8% Senior Notes, due January 15, 2010	10 1/8% SN

(d) Read Item 4 carefully.

(e) Sign and date your Ballot (unless your ballot has already been signed or "prevalidated" by your Nominee).

(f) If you believe that you have received the wrong ballot, please contact the Voting Agent, Financial Balloting Group, at (626) 282-1800, or your broker or Nominee immediately.

(g) If you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing.

(h) Provide your name and mailing address (i) if different from the printed address that appears on the Ballot, or (ii) if no pre-printed address appears on the Ballot.

(i) Return your Ballot using the enclosed return envelope.

PLEASE MAIL YOUR BALLOT PROMPTLY!

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES,
PLEASE CONTACT THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, PROMPTLY
AT (646) 282 -1800 OR FINANCIAL BALLOTING GROUP LLC,
757 THIRD AVENUE, 3RD FLOOR, NEW YORK, NEW YORK 10017,
ATT'N: RCN CORPORATION BALLOT TABULATION**

Exhibit E-7

**Beneficial Owner Ballot for Holders of RCN Corporation's Senior Notes
10 1/8% Senior Notes (CUSIP 749361 AJ0)**

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE COURT.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
RCN CORPORATION, <u>et al.</u> ,	:	Case No. 04-13638 (RDD)
	:	
Debtors.	:	Jointly Administered
	:	
-----	x	

CLASS 5 - RCN GENERAL UNSECURED CLAIMS

**BENEFICIAL OWNER/ENTITLEMENT HOLDER BALLOT FOR ACCEPTING OR REJECTING
JOINT PLAN OF REORGANIZATION OF RCN CORPORATION AND CERTAIN
SUBSIDIARIES UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

This Ballot is to be used by you, as a Beneficial Owner of the Notes identified on the top of this page issued by RCN Corporation (the "Notes"), to transmit your vote to accept or reject the chapter 11 plan of reorganization (the "Plan") which is being proposed by RCN Corporation and certain of its subsidiaries and affiliates. The Plan is Exhibit A to the Disclosure Statement, dated [●], 2004 (the "Disclosure Statement"), which accompanies this Ballot. The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class that vote on the Plan, and by the holders of two-thirds in amount of equity security interests in each class that vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. Before you transmit your vote, please review the Disclosure Statement carefully, including the voting procedures explained in Section XIV - "The Solicitation; Voting Procedures."

**PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY AND
RETURN YOUR BALLOT IN THE ENVELOPE PROVIDED.**

IMPORTANT

YOU SHOULD REVIEW THE DISCLOSURE STATEMENT AND THE PLAN BEFORE YOU VOTE. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE PLAN AND YOUR CLASSIFICATION AND TREATMENT UNDER THE PLAN. YOUR CLAIMS HAVE BEEN PLACED IN CLASS 5 UNDER THE PLAN. IF YOU HOLD CLAIMS OR INTERESTS IN ANOTHER CLASS, YOU WILL RECEIVE A BALLOT FOR EACH CLASS IN WHICH YOU ARE ENTITLED TO VOTE.

PLEASE READ CAREFULLY AND FOLLOW THE ATTACHED INSTRUCTIONS ON RETURNING YOUR BALLOT. THE VOTING DEADLINE BY WHICH YOUR VOTE MUST BE *RECEIVED* BY THE VOTING AGENT IS 5:00 P.M., *PREVAILING EASTERN TIME, ON [●], 2004* OR THE VOTES REPRESENTED BY YOUR BALLOT WILL *NOT* BE COUNTED. IF YOU HAVE ANY QUESTIONS, PLEASE CALL FINANCIAL BALLOTING GROUP LLC (THE "VOTING AGENT") AT (646) 282-1800. **IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR FINANCIAL INSTITUTION PLEASE ALLOW SUFFICIENT TIME FOR YOUR FINANCIAL INSTITUTION TO PROCESS YOUR VOTE.** DO NOT RETURN ANY NOTES WITH THIS BALLOT. BALLOTS WILL NOT BE ACCEPTED BY FACSIMILE TRANSMISSION. This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

HOW TO VOTE

1. COMPLETE ITEM 1 (if not already filled out by your nominee) AND ITEM 2 AND COMPLETE ITEM 3 (if applicable).
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 4.
3. **SIGN THE BALLOT** (unless your Ballot has already been signed or "prevalidated" by your nominee).
4. RETURN THE BALLOT IN THE PRE-ADDRESSED POSTAGE-PAID ENVELOPE (if the enclosed envelope is addressed to your nominee, make sure your nominee receives your Ballot in time to submit it before the Voting Deadline).
5. YOU WILL RECEIVE A SEPARATE BALLOT FOR EACH ISSUE OF SECURITIES YOU OWN WHICH IS ENTITLED TO VOTE UNDER THE PLAN.
6. YOU MUST VOTE *ALL* YOUR NOTES *EITHER* TO ACCEPT *OR* REJECT THE PLAN AND MAY NOT SPLIT YOUR VOTE.

You may receive multiple mailings containing Ballots, especially if you own your Notes through more than one bank, broker, other intermediary, or agent thereof (each, a "Nominee"). You should vote each Ballot that you receive for all of the Notes that you beneficially own.

You must provide all of the information requested by this Ballot. Failure to do so may result in the disqualification of your vote.

Item 1. Principal Amount of Notes. The undersigned hereby certifies that as of [●], 2004, the undersigned was the Beneficial Owner (or authorized signatory for a Beneficial Owner), or the Nominee of a Beneficial Owner, of Notes in the following aggregate unpaid principal amount (insert amount in box below). If your Notes are held by a Nominee on your behalf and you do not know the amount of Notes held, please contact your Nominee immediately.

\$

Item 2. Vote On Plan. The Beneficial Owner of the Notes identified in Item 1 votes as follows (check one box only - if you do not check a box your vote will not be counted):

☐ ACCEPTS (votes FOR) the Plan.

☐ REJECTS (votes AGAINST) the Plan.

Item 3. Certification As To Notes Held In Additional Accounts. By completing and returning this Ballot, the Beneficial Owner certifies that either (1) it has not submitted any other Ballots for other Class 5 RCN General Unsecured Claims held in other accounts or other record names or (2) it has provided the information specified in the following table for all other Class 5 RCN General Unsecured Claims for which it has submitted additional Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU HAVE VOTED BALLOTS OTHER THAN THIS BALLOT

Name of Holder ¹	Account Number	Principal Amount Of Other Class 5 RCN General Unsecured Claims Voted	Type of Other Class 5 RCN General Unsecured Claims Voted ²
		\$	
		\$	
		\$	

¹ Insert your name if the notes are held by you in record name or, if held in street name, insert the name of your broker or bank.

² See the instruction pages for this Ballot for the appropriate code to insert in this column.

Item 4. Authorization. By returning this Ballot, the Beneficial Owner of the Notes identified in Item 1 certifies that it (a) has full power and authority to vote to accept or reject the Plan with respect to the Notes listed in Item 1, (b) was the Beneficial Owner of the Notes described in Item 1 on [●], 2004 and (c) has received a copy of the Disclosure Statement (including the exhibits thereto) and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement.

An authorized signatory of an eligible Beneficial Owner may execute this Ballot, but must provide the name and address of the Beneficial Owner on this Ballot and may be required to submit evidence to the Bankruptcy Court demonstrating such signatory's authorization to vote on behalf of the Beneficial Owner. Authorized signatories voting on behalf of more than one Beneficial Owner must complete a separate Ballot for each Beneficial Owner.

Name of Creditor (Print or
Type):

Social Security or Federal
Tax I.D. No. (optional):

Signature:

Print or Type Name:

Title (if appropriate):

Address:

Telephone Number:

Date:

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan. This Ballot shall not constitute or be deemed a proof of claim or equity interest or an assertion of a claim or equity interest.

YOUR VOTE MUST BE FORWARDED IN AMPLE TIME FOR YOUR VOTE TO BE RECEIVED BY THE VOTING AGENT, BY 5:00 P.M., PREVAILING EASTERN TIME, ON [●], 2004, OR YOUR VOTE WILL NOT BE COUNTED. IF THE ENCLOSED ENVELOPE IS ADDRESSED TO YOUR NOMINEE, MAKE SURE YOUR NOMINEE RECEIVES YOUR BALLOT IN TIME TO SUBMIT IT ON A MASTER BALLOT BEFORE THE VOTING DEADLINE.

INSTRUCTIONS FOR COMPLETING THE BENEFICIAL OWNER BALLOT

RCN Corporation and certain of its subsidiaries and affiliates (collectively, the "Debtors") are soliciting the votes of their noteholders and certain other creditors on their proposed Plan, dated August 20, 2004, described in and annexed as Exhibit A to the Disclosure Statement accompanying this Ballot. Please review the Disclosure Statement and Plan carefully before you vote. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Plan.

This Ballot does *not* constitute and shall *not* be deemed to constitute (a) a proof of claim or (b) an admission by the Debtors of the nature, validity, or amount of any claim. This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan. Holders should *not* surrender, at this time, certificates representing their Notes, and neither the Debtors nor the Voting Agent will accept delivery of any certificates surrendered with this Ballot. Surrender of Notes for exchange may only be made by you or your Nominee pursuant to a letter of transmittal, which will be furnished by the Debtors following confirmation of the Plan. **DO NOT SUBMIT NOTES WITH THIS BALLOT.**

To ensure your vote is counted, you must complete, sign and return this Ballot to the address set forth on the enclosed pre-addressed postage-paid envelope provided. **Unsigned ballots may not be counted.** Ballots (or the Master Ballot completed on your behalf by your Nominee) must be received by the Voting Agent, Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, New York 10017, Attn: RCN Corporation Ballot Tabulation, by 5:00 p.m. (prevailing Eastern Time) on [●], 2004. **If you received a return envelope addressed to your Nominee, be sure to return your Ballot early enough for your vote to be processed and then forwarded and received by the Voting Agent by the Voting Deadline.** If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, such delivery will be deemed made only when the original executed Ballot is actually received by the Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. Delivery of a Ballot by facsimile, e-mail or any other electronic means will not be accepted. No Ballot should be sent to the Debtors, any indenture trustee, transfer agent, or financial or legal advisor of the Debtors.

To complete the Ballot properly, take the following steps:

(a) Make sure that the information required by Item 1 has been inserted. If you do not know the face amount of your Notes, please contact your Nominee immediately.

(b) Cast your vote either to accept or reject the Plan by checking the proper box in Item 2. Ballots that are signed and returned, but not expressly voted for acceptance or rejection of the Plan will not be counted. A Ballot accepting or rejecting the Plan may not be revoked after the Voting Deadline.

(c) Provide the information required by Item 3, if applicable to you. Use the following legend to insert the appropriate code in the last column of the table in Item 3:

Basis of Other Class 5 Claim	Code
General Unsecured Claim (Other than a Senior Note Claim)	GUC
11 1/8% Senior Discount Notes, due October 15, 2007	11 1/8% SDN
11% Senior Notes, due July 1, 2008	11% SN
10% Senior Notes, due October 15, 2007	10% SN
9.8% Senior Discount Notes, due October 15, 2007	9.8% SDN
10 1/8% Senior Notes, due January 15, 2010	10 1/8% SN

(d) Read Item 4 carefully.

(e) Sign and date your Ballot (unless your ballot has already been signed or "prevalidated" by your Nominee).

(f) If you believe that you have received the wrong ballot, please contact the Voting Agent, Financial Balloting Group, at (626) 282-1800, or your broker or Nominee immediately.

(g) If you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing.

(h) Provide your name and mailing address (i) if different from the printed address that appears on the Ballot, or (ii) if no pre-printed address appears on the Ballot.

(i) Return your Ballot using the enclosed return envelope.

PLEASE MAIL YOUR BALLOT PROMPTLY!

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES,
PLEASE CONTACT THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, PROMPTLY
AT (646) 282 -1800 OR FINANCIAL BALLOTING GROUP LLC,
757 THIRD AVENUE, 3RD FLOOR, NEW YORK, NEW YORK 10017,
ATT'N: RCN CORPORATION BALLOT TABULATION**

Exhibit E-8

Ballot for Holders of Class 7 Preferred Interests

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE COURT.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
RCN CORPORATION, <u>et al.</u> ,	:	Case No. 04-13638 (RDD)
	:	
Debtors.	:	Jointly Administered
	:	
-----	x	

[Merge Information on Preferred Interests, including voting amount]

CLASS 7 – PREFERRED INTERESTS

**BALLOT FOR ACCEPTING OR REJECTING
JOINT PLAN OF REORGANIZATION OF RCN CORPORATION AND CERTAIN
SUBSIDIARIES UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

This Ballot is to be used by you, as a holder of a Class 7 Preferred Interest in RCN Corporation, to transmit your vote to accept or reject the chapter 11 plan of reorganization (the "Plan")¹ which is being proposed by RCN Corporation and certain of its subsidiaries and affiliates. The Plan is Exhibit A to the Disclosure Statement, dated [●], 2004 (the "Disclosure Statement"), which accompanies this Ballot. The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class that vote on the Plan, and by the holders of two-thirds in amount of equity security interests in each class that vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. Before you transmit your vote, please review the Disclosure Statement carefully, including the voting procedures explained in Section XIV - "The Solicitation; Voting Procedures."

**PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY AND
RETURN YOUR BALLOT IN THE ENVELOPE PROVIDED.**

¹ Unless otherwise defined herein, capitalized terms shall have the meaning ascribed to them in the Plan.

IMPORTANT

YOU SHOULD REVIEW THE DISCLOSURE STATEMENT AND THE PLAN BEFORE YOU VOTE. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE PLAN AND YOUR CLASSIFICATION AND TREATMENT UNDER THE PLAN. YOUR INTERESTS HAVE BEEN PLACED IN CLASS 7 UNDER THE PLAN. IF YOU HOLD CLAIMS OR INTERESTS IN ANOTHER CLASS, YOU WILL RECEIVE A BALLOT FOR EACH CLASS IN WHICH YOU ARE ENTITLED TO VOTE.

PLEASE READ CAREFULLY AND FOLLOW THE ATTACHED INSTRUCTIONS ON RETURNING YOUR BALLOT. THE VOTING DEADLINE BY WHICH YOUR VOTE MUST BE *RECEIVED* BY THE VOTING AGENT IS 5:00 P.M., *PREVAILING EASTERN TIME, ON [●], 2004* OR THE VOTES REPRESENTED BY YOUR BALLOT WILL *NOT* BE COUNTED. IF YOU HAVE ANY QUESTIONS, PLEASE CALL FINANCIAL BALLOTING GROUP LLC (THE "VOTING AGENT") AT (646) 282-1800. BALLOTS WILL NOT BE ACCEPTED BY FACSIMILE TRANSMISSION. THIS BALLOT MAY *NOT* BE USED FOR ANY PURPOSE OTHER THAN TO CAST VOTES TO ACCEPT OR REJECT THE PLAN.

YOUR VOTE MUST BE FORWARDED IN AMPLE TIME FOR YOUR VOTE TO BE RECEIVED BY THE VOTING AGENT, BY 5:00 P.M., PREVAILING EASTERN TIME, ON [●], 2004, OR YOUR VOTE WILL NOT BE COUNTED.

Item 1. Vote On Plan. For purposes of voting to accept (for) or reject (against) the Plan, the undersigned votes all of his/her/its Class 7 Preferred Interest in the Debtors and in the aggregate voting amount listed above as follows (**check one box only in Item 1 - if you do NOT check a box, your vote will not be counted**).

☐ ACCEPTS (votes FOR) the Plan.

☐ REJECTS (votes AGAINST) the Plan.

Item 2. Certifications. By signing this Ballot, the undersigned interestholder certifies that he/she/it (i) has been provided with copies of (a) the Disclosure Statement With Respect To Joint Plan of Reorganization of RCN Corporation And Certain Subsidiaries, as approved by the Bankruptcy Court and (b) the Plan, and (ii) is the holder of the Interests set forth above and has full power and authority to vote to accept or reject the Plan. To the extent that the undersigned is voting on behalf of the actual holder of the Interests, the undersigned certifies that he/she/it has the requisite authority to do so and will submit evidence of same upon request.

Name of Creditor (Print or Type): _____

Social Security or Federal Tax I.D. No. (optional): _____

Signature: _____

Print or Type Name: _____

Title (if appropriate): _____

Address: _____

Telephone Number: _____

Date: _____

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan. This Ballot shall not constitute or be deemed a proof of claim or equity interest or an assertion of a claim or equity interest.

YOUR VOTE MUST BE FORWARDED IN AMPLE TIME FOR YOUR VOTE TO BE RECEIVED BY THE VOTING AGENT BY 5:00 P.M., PREVAILING EASTERN TIME, ON [●], 2004, OR YOUR VOTE WILL NOT BE COUNTED.

INSTRUCTIONS FOR COMPLETING THE CLASS 7 PREFERRED INTERESTS BALLOT

RCN Corporation and certain of its subsidiaries and affiliates (collectively, the "Debtors") are soliciting the votes of their noteholders and certain other creditors on their proposed Plan, dated [●], 2004, described in and annexed as Exhibit A to the Disclosure Statement accompanying this Ballot. Please review the Disclosure Statement and Plan carefully before you vote. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Plan.

This Ballot does *not* constitute and shall *not* be deemed to constitute (a) a proof of claim or (b) an admission by the Debtors of the nature, validity, or amount of any claim.

To ensure your vote is counted, you must complete, sign and return this Ballot to the address set forth on the enclosed pre-addressed postage-paid envelope provided. **Unsigned ballots may not be counted.** Ballots must be received by the Voting Agent, Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, NY 10017, Att'n: RCN Corporation Ballot Tabulation, by 5:00 p.m. (prevailing Eastern Time) on [●], 2004. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, such delivery will be deemed made only when the original executed Ballot is actually received by the Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. Delivery of a Ballot by facsimile, e-mail or any other electronic means will not be accepted. Ballots should not be sent to the Debtors, any indenture trustee, transfer agent, or financial or legal advisor of the Debtors.

To complete the Ballot properly, take the following steps:

(a) Cast your vote either to accept or reject the Plan by checking the proper box in Item 1. Ballots that are signed and returned, but not expressly voted for acceptance or rejection of the Plan, will not be counted. A Ballot accepting or rejecting the Plan may not be revoked after the Voting Deadline.

(b) Read Item 2 carefully.

(c) Sign and date your Ballot.

(d) If you believe that you have received the wrong ballot or if you believe any of the information contained in this Ballot is incorrect, please contact the Voting Agent, Financial Balloting Group LLC, at (646) 282-1800 immediately.

(e) If you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing.

(f) Provide your name and mailing address (i) if different from the printed address that appears on the Ballot, or (ii) if no pre-printed address appears on the Ballot.

(g) Return your Ballot using the enclosed return envelope.

PLEASE MAIL YOUR BALLOT PROMPTLY!

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES,
PLEASE CONTACT THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, PROMPTLY
AT (646) 282 -1800 OR FINANCIAL BALLOTING GROUP LLC,
757 THIRD AVENUE, 3RD FLOOR, NEW YORK, NEW YORK 10017,
ATT'N: RCN CORPORATION BALLOT TABULATION**

Exhibit E-9

**Master Ballot for Nominees of Holders of RCN Corporation's Senior Notes
10% Senior Notes (CUSIP 749361 AC5)**

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE COURT.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
RCN CORPORATION, <u>et al.</u> ,	:	Case No. 04-13638 (RDD)
	:	
Debtors.	:	Jointly Administered
	:	
-----	x	

CLASS 5 - RCN GENERAL UNSECURED CLAIMS

**MASTER BALLOT FOR ACCEPTING OR REJECTING JOINT PLAN
OF REORGANIZATION OF RCN CORPORATION AND CERTAIN SUBSIDIARIES
UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

This Ballot is to be used by you, as a broker, bank, or other nominee (or as their proxy holder or agent) (each of the foregoing, a "Nominee"), for beneficial owners of the notes identified on the top of this page issued by RCN Corporation (the "Notes"), to transmit your vote to accept or reject the chapter 11 plan of reorganization (the "Plan") which is being proposed by RCN Corporation and certain of its subsidiaries and affiliates. The Plan is Exhibit A to the Disclosure Statement, dated [●], 2004 (the "Disclosure Statement"), which accompanies this Ballot. Before you transmit your vote, please review the Disclosure Statement carefully, including the voting procedures explained in Section XIV - "The Solicitation; Voting Procedures."

The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you and the Beneficial Owners of the Notes for which you are the Nominee if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class that vote on the Plan, and by the holders of two-thirds in amount of equity security interests in each class that vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. COMPLETE, SIGN, AND DATE THIS MASTER BALLOT, AND RETURN IT SO THAT IT IS RECEIVED BY THE VOTING AGENT ON OR BEFORE THE VOTING DEADLINE OF 5:00 P.M., PREVAILING EASTERN TIME, ON [●], 2004. IF THIS MASTER BALLOT IS NOT COMPLETED, SIGNED, AND TIMELY RECEIVED, THE VOTES TRANSMITTED BY THIS MASTER BALLOT WILL NOT BE COUNTED.

Item 1. Certification Of Authority To Vote. The undersigned certifies that as of the [●], 2004 solicitation record date (the "Solicitation Record Date"), the undersigned (please check applicable box):

- ☐ Was a bank, broker, or other Nominee for the Beneficial Owners of the aggregate amount of Notes listed in Item 2 below, and is the registered holder of such securities, or
- ☐ Was acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a bank, broker, or other Nominee that is the registered holder of the aggregate amount of Notes listed in Item 2 below, or
- ☐ Had been granted a proxy (an original of which is annexed hereto) from a bank, broker, or other Nominee, or a Beneficial Owner, that is the registered holder of the aggregate amount of Notes listed in Item 2 below,

and accordingly, has full power and authority to vote to accept or reject the Plan on behalf of the Beneficial Owners of the Notes described in Item 2.

Item 2. Vote. The undersigned transmits the following votes of Beneficial Owners in respect of their Notes, and certifies that the following Beneficial Owners of the Notes, as identified by their respective customer account numbers set forth below, are Beneficial Owners of such securities as of the Solicitation Record Date and have delivered to the undersigned, as nominee, Ballots casting such votes. Indicate, in the appropriate column, the aggregate principal amount voted for each account, or attach such information to this Master Ballot, in the form of the following table. Please note that each Beneficial Owner must vote all of his, her, or its claim relating to the Notes to accept or reject the Plan and may not split such vote. In addition, this Master Ballot must be received by Financial Balloting Group LLC (the "Voting Agent") by 5:00 p.m. (prevailing Eastern Time) on [●], 2004 (the "Voting Deadline") or the votes listed below will not be counted:

Customer Name and/or Account Number For Each Beneficial Owner Of Notes	Face Amount Of Notes ¹	
	Accepts (votes FOR) the Plan	Rejects (votes AGAINST) the Plan
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
9.	\$	\$
10.	\$	\$
TOTALS	\$	\$

¹ In order to vote on the Plan, the Beneficial Owner must have checked a box in Item 2 to ACCEPT or REJECT the Plan on the Beneficial Owner's Ballot. Accordingly, if the Beneficial Owner did not check a box in Item 2 on the Beneficial Owner's Ballot, please do not enter any vote in this column.

Item 3. Additional Ballots Submitted by Beneficial Owners. The undersigned certifies that the undersigned has transcribed in the following table the information, if any, provided by Beneficial Owners in Item 3 of the Note Ballots, identifying any other Notes for which such Beneficial Owners have submitted other Ballots:

Your Customer Name and/or Account Number For Each Beneficial Owner	TRANSCRIBE FROM ITEM 3 OF BENEFICIAL OWNER BALLOT			
	Name Of Holder	Account Number	Principal Amount Of Class 5 RCN General Unse- cured Claims Voted	Type of Other Class 5 RCN General Unse- cured Claims Voted
1.			\$	
2.			\$	
3.			\$	
4.			\$	
5.			\$	
6.			\$	
7.			\$	
8.			\$	
9.			\$	
10.			\$	
TOTALS			\$	

Item 4. By signing this Master Ballot, the undersigned certifies that each Beneficial Owner of the Notes listed in Item 2, above, has been provided with a copy of the Disclosure Statement, including the exhibits thereto, and acknowledges that the solicitation of votes is subject to all the terms and conditions set forth in the Disclosure Statement.

This Master Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan.

Name of Bank, Broker, or Other Nominee:

(Print or Type)

Name of Proxy Holder or Agent for Bank,
Broker, or Other Nominee (if applicable):

(Print or Type)

Name of Voter: _____
(Print or Type)

Social Security or Federal Tax I.D. No.: _____
(Optional)

Signature: _____

Title: _____

Street Address: _____

City, State, Zip Code: _____

Telephone Number: _____

Date Completed: _____

VOTING DEADLINE AND ADDITIONAL INFORMATION

THIS MASTER BALLOT MUST RECEIVED BY 5:00 P.M., PREVAILING EASTERN TIME, ON [●], 2004, BY THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, 757 THIRD AVENUE, 3RD FLOOR, NEW YORK, NEW YORK 10017, ATTN: RCN CORPORATION BALLOT TABULATION, OR YOUR CUSTOMERS' VOTES WILL NOT BE COUNTED. IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, THE BENEFICIAL OWNER BALLOT OR THE OTHER ENCLOSED MATERIALS, PLEASE CALL THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, AT (646) 282-1800.

INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT

RCN Corporation and certain of its subsidiaries and affiliates (collectively, the "Debtors") are soliciting the votes of their respective noteholders and certain other creditors on the Debtors' proposed Plan, dated [●], 2004 described in and annexed as Exhibit A to the Disclosure Statement accompanying this Master Ballot. Please review the Disclosure Statement and Plan carefully before you complete this Master Ballot. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Plan.

VOTING DEADLINE:

To have the votes of your customers count, you must complete, sign and return this Master Ballot so that it is RECEIVED by the Voting Agent, Financial Balloting Group LLC, by 5:00 p.m., prevailing Eastern Time, on [●], 2004 (the "Voting Deadline"). **Unsigned Master Ballots may not be counted.**

HOW TO VOTE:

1. If you are both the registered or record holder *and* Beneficial Owner of any Notes and you wish to vote such Notes, you may complete, execute, and return to the Voting Agent a Beneficial Owner Ballot or a Master Ballot.

2. If you are transmitting the votes of any Beneficial Owners of Notes other than yourself, you may *either*:

(a) deliver the Ballot to each Beneficial Owner for whom you hold Notes, along with the Disclosure Statement and other materials requested to be forwarded (collectively, the "Solicitation Package") and take any action required to enable each such Beneficial Owner to (i) complete and execute such Ballot voting to accept or reject the Plan and (ii) return the completed, executed Ballot **to you** in sufficient time to enable you to complete the Master Ballot and deliver it to the Voting Agent **prior to** the Voting Deadline;

OR

(b) prevalidate the Ballot contained in the Solicitation Package (by signing that Ballot and by indicating on that Ballot the record holder of the Notes voted, the principal amount, and the appropriate account numbers through which the Beneficial Owner's holdings are derived) and then forward the Solicitation Package to the Beneficial Owner of the Notes for voting so that the Beneficial Owner may return the completed Ballot directly to the Voting Agent in the return envelope provided in the Solicitation Package.

THE SOLICITATION PACKAGE MUST NOT BE FORWARDED TO ANY PERSON OR ENTITY OTHER THAN THE BENEFICIAL OWNERS OR THEIR INTERMEDIARIES

With regard to any Ballots returned to you, you must (1) execute the Master Ballot so as to reflect the voting instructions given to you in the Ballots by the Beneficial Owners for whom you hold Notes and (2) forward such Master Ballots to the Voting Agent.

3. To complete the Master Ballot properly, take the following steps:

(i) Provide appropriate information for each of the items on the Master Ballot. Vote to accept (for) or reject (against) the Plan in Item 2 for the Notes held by you as the Nominee or proxy holder on behalf of the Nominee or the Beneficial Owners. Please provide information for each individual Beneficial Owner for whom you are voting Notes in your name. If you are unable to disclose the identity of such Beneficial Owners, please use the customer account number assigned by you to each such Beneficial Owner or, if no such customer account number exists, please use the sequential numbers provided (making sure to retain a separate list of each Beneficial Owner and his or her assigned sequential number).

(ii) Please note that Item 3 of this Master Ballot Requests that you transcribe the information provided by each Beneficial Owner in each completed Beneficial Owner Ballot relating to other Notes voted.

(iii) Read Item 4 carefully.

(iv) Sign and date your Master Ballot.

(v) Provide your name and mailing address.

(vi) Deliver your Master Ballot to the Voting Agent prior to the Voting Deadline.

PLEASE NOTE:

No Ballot or Master Ballot shall constitute or be deemed to constitute (a) a proof of claim or equity interest or (b) an admission by the Debtors of the nature, validity, or amount of any claim or equity interest.

This Master Ballot is *not* a letter of transmittal and may *not* be used for any other purpose than to cast votes to accept or reject the Plan.

No fees or commissions or other remuneration will be payable to any broker, dealer or other person for soliciting Ballots accepting the Plan. The Debtors will, however, upon request, reimburse you for customary mailing and handling expenses incurred by you in forwarding the Ballots and other enclosed materials to your clients.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL CONSTITUTE YOU OR ANY OTHER PERSON AN AGENT OF THE DEBTORS OR THE VOTING AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE DOCUMENTS ENCLOSED HERewith.

THIS MASTER BALLOT MUST BE RECEIVED BY 5:00 P.M., PREVAILING EASTERN TIME, ON [●], 2004, BY THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, 757 THIRD AVENUE, 3RD FLOOR, NEW YORK, NEW YORK 10017, ATTN: RCN CORPORATION BALLOT TABULATION, OR YOUR CUSTOMERS' VOTES WILL NOT BE COUNTED. IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, THE BENEFICIAL OWNER BALLOT OR THE OTHER ENCLOSED MATERIALS, PLEASE CALL THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, AT (646) 282-1800.

Exhibit E-10

**Master Ballot for Nominees of Holders of RCN Corporation's Senior Notes
11 1/8% Senior Discount Notes (CUSIP 749361 AD3)**

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE COURT.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
RCN CORPORATION, <u>et al.</u> ,	:	Case No. 04-13638 (RDD)
	:	
Debtors.	:	Jointly Administered
	:	
-----	x	

CLASS 5 - RCN GENERAL UNSECURED CLAIMS

**MASTER BALLOT FOR ACCEPTING OR REJECTING JOINT PLAN
OF REORGANIZATION OF RCN CORPORATION AND CERTAIN SUBSIDIARIES
UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

This Ballot is to be used by you, as a broker, bank, or other nominee (or as their proxy holder or agent) (each of the foregoing, a "Nominee"), for beneficial owners of the notes identified on the top of this page issued by RCN Corporation (the "Notes"), to transmit your vote to accept or reject the chapter 11 plan of reorganization (the "Plan") which is being proposed by RCN Corporation and certain of its subsidiaries and affiliates. The Plan is Exhibit A to the Disclosure Statement, dated [●], 2004 (the "Disclosure Statement"), which accompanies this Ballot. Before you transmit your vote, please review the Disclosure Statement carefully, including the voting procedures explained in Section XIV - "The Solicitation; Voting Procedures."

The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you and the Beneficial Owners of the Notes for which you are the Nominee if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class that vote on the Plan, and by the holders of two-thirds in amount of equity security interests in each class that vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. COMPLETE, SIGN, AND DATE THIS MASTER BALLOT, AND RETURN IT SO THAT IT IS RECEIVED BY THE VOTING AGENT ON OR BEFORE THE VOTING DEADLINE OF 5:00 P.M., PREVAILING EASTERN TIME, ON [●], 2004. IF THIS MASTER BALLOT IS NOT COMPLETED, SIGNED, AND TIMELY RECEIVED, THE VOTES TRANSMITTED BY THIS MASTER BALLOT WILL NOT BE COUNTED.

Item 1. Certification Of Authority To Vote. The undersigned certifies that as of the [●], 2004 solicitation record date (the "Solicitation Record Date"), the undersigned (please check applicable box):

- ☐ Was a bank, broker, or other Nominee for the Beneficial Owners of the aggregate amount of Notes listed in Item 2 below, and is the registered holder of such securities, or
- ☐ Was acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a bank, broker, or other Nominee that is the registered holder of the aggregate amount of Notes listed in Item 2 below, or
- ☐ Had been granted a proxy (an original of which is annexed hereto) from a bank, broker, or other Nominee, or a Beneficial Owner, that is the registered holder of the aggregate amount of Notes listed in Item 2 below,

and accordingly, has full power and authority to vote to accept or reject the Plan on behalf of the Beneficial Owners of the Notes described in Item 2.

Item 2. Vote. The undersigned transmits the following votes of Beneficial Owners in respect of their Notes, and certifies that the following Beneficial Owners of the Notes, as identified by their respective customer account numbers set forth below, are Beneficial Owners of such securities as of the Solicitation Record Date and have delivered to the undersigned, as nominee, Ballots casting such votes. Indicate, in the appropriate column, the aggregate principal amount voted for each account, or attach such information to this Master Ballot, in the form of the following table. Please note that each Beneficial Owner must vote all of his, her, or its claim relating to the Notes to accept or reject the Plan and may not split such vote. In addition, this Master Ballot must be received by Financial Balloting Group LLC (the "Voting Agent") by 5:00 p.m. (prevailing Eastern Time) on [●], 2004 (the "Voting Deadline") or the votes listed below will not be counted:

Customer Name and/or Account Number For Each Beneficial Owner Of Notes	Face Amount Of Notes ¹	
	Accepts (votes FOR) the Plan	Rejects (votes AGAINST) the Plan
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
9.	\$	\$
10.	\$	\$
TOTALS	\$	\$

¹ In order to vote on the Plan, the Beneficial Owner must have checked a box in Item 2 to ACCEPT or REJECT the Plan on the Beneficial Owner's Ballot. Accordingly, if the Beneficial Owner did not check a box in Item 2 on the Beneficial Owner's Ballot, please do not enter any vote in this column.

Item 3. Additional Ballots Submitted by Beneficial Owners. The undersigned certifies that the undersigned has transcribed in the following table the information, if any, provided by Beneficial Owners in Item 3 of the Note Ballots, identifying any other Notes for which such Beneficial Owners have submitted other Ballots:

Your Customer Name and/or Account Number For Each Beneficial Owner	TRANSCRIBE FROM ITEM 3 OF BENEFICIAL OWNER BALLOT			
	Name Of Holder	Account Number	Principal Amount Of Class 5 RCN General Unse- cured Claims Voted	Type of Other Class 5 RCN General Unse- cured Claims Voted
1.			\$	
2.			\$	
3.			\$	
4.			\$	
5.			\$	
6.			\$	
7.			\$	
8.			\$	
9.			\$	
10.			\$	
TOTALS			\$	

Item 4. By signing this Master Ballot, the undersigned certifies that each Beneficial Owner of the Notes listed in Item 2, above, has been provided with a copy of the Disclosure Statement, including the exhibits thereto, and acknowledges that the solicitation of votes is subject to all the terms and conditions set forth in the Disclosure Statement.

This Master Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan.

Name of Bank, Broker, or Other Nominee:

(Print or Type)

Name of Proxy Holder or Agent for Bank,
Broker, or Other Nominee (if applicable):

(Print or Type)

Name of Voter: _____
(Print or Type)

Social Security or Federal Tax I.D. No.: _____
(Optional)

Signature: _____

Title: _____

Street Address: _____

City, State, Zip Code: _____

Telephone Number: _____

Date Completed: _____

VOTING DEADLINE AND ADDITIONAL INFORMATION

THIS MASTER BALLOT MUST RECEIVED BY 5:00 P.M., PREVAILING EASTERN TIME, ON [●], 2004, BY THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, 757 THIRD AVENUE, 3RD FLOOR, NEW YORK, NEW YORK 10017, ATTN: RCN CORPORATION BALLOT TABULATION, OR YOUR CUSTOMERS' VOTES WILL NOT BE COUNTED. IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, THE BENEFICIAL OWNER BALLOT OR THE OTHER ENCLOSED MATERIALS, PLEASE CALL THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, AT (646) 282-1800.

INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT

RCN Corporation and certain of its subsidiaries and affiliates (collectively, the "Debtors") are soliciting the votes of their respective noteholders and certain other creditors on the Debtors' proposed Plan, dated [●], 2004 described in and annexed as Exhibit A to the Disclosure Statement accompanying this Master Ballot. Please review the Disclosure Statement and Plan carefully before you complete this Master Ballot. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Plan.

VOTING DEADLINE:

To have the votes of your customers count, you must complete, sign and return this Master Ballot so that it is RECEIVED by the Voting Agent, Financial Balloting Group LLC, by 5:00 p.m., prevailing Eastern Time, on [●], 2004 (the "Voting Deadline"). **Unsigned Master Ballots may not be counted.**

HOW TO VOTE:

1. If you are both the registered or record holder *and* Beneficial Owner of any Notes and you wish to vote such Notes, you may complete, execute, and return to the Voting Agent a Beneficial Owner Ballot or a Master Ballot.

2. If you are transmitting the votes of any Beneficial Owners of Notes other than yourself, you may *either*:

(a) deliver the Ballot to each Beneficial Owner for whom you hold Notes, along with the Disclosure Statement and other materials requested to be forwarded (collectively, the "Solicitation Package") and take any action required to enable each such Beneficial Owner to (i) complete and execute such Ballot voting to accept or reject the Plan and (ii) return the completed, executed Ballot **to you** in sufficient time to enable you to complete the Master Ballot and deliver it to the Voting Agent **prior to** the Voting Deadline;

OR

(b) prevalidate the Ballot contained in the Solicitation Package (by signing that Ballot and by indicating on that Ballot the record holder of the Notes voted, the principal amount, and the appropriate account numbers through which the Beneficial Owner's holdings are derived) and then forward the Solicitation Package to the Beneficial Owner of the Notes for voting so that the Beneficial Owner may return the completed Ballot directly to the Voting Agent in the return envelope provided in the Solicitation Package.

THE SOLICITATION PACKAGE MUST NOT BE FORWARDED TO ANY PERSON OR ENTITY OTHER THAN THE BENEFICIAL OWNERS OR THEIR INTERMEDIARIES

With regard to any Ballots returned to you, you must (1) execute the Master Ballot so as to reflect the voting instructions given to you in the Ballots by the Beneficial Owners for whom you hold Notes and (2) forward such Master Ballots to the Voting Agent.

3. To complete the Master Ballot properly, take the following steps:

(i) Provide appropriate information for each of the items on the Master Ballot. Vote to accept (for) or reject (against) the Plan in Item 2 for the Notes held by you as the Nominee or proxy holder on behalf of the Nominee or the Beneficial Owners. Please provide information for each individual Beneficial Owner for whom you are voting Notes in your name. If you are unable to disclose the identity of such Beneficial Owners, please use the customer account number assigned by you to each such Beneficial Owner or, if no such customer account number exists, please use the sequential numbers provided (making sure to retain a separate list of each Beneficial Owner and his or her assigned sequential number).

(ii) Please note that Item 3 of this Master Ballot Requests that you transcribe the information provided by each Beneficial Owner in each completed Beneficial Owner Ballot relating to other Notes voted.

(iii) Read Item 4 carefully.

(iv) Sign and date your Master Ballot.

(v) Provide your name and mailing address.

(vi) Deliver your Master Ballot to the Voting Agent prior to the Voting Deadline.

PLEASE NOTE:

No Ballot or Master Ballot shall constitute or be deemed to constitute (a) a proof of claim or equity interest or (b) an admission by the Debtors of the nature, validity, or amount of any claim or equity interest.

This Master Ballot is *not* a letter of transmittal and may *not* be used for any other purpose than to cast votes to accept or reject the Plan.

No fees or commissions or other remuneration will be payable to any broker, dealer or other person for soliciting Ballots accepting the Plan. The Debtors will, however, upon request, reimburse you for customary mailing and handling expenses incurred by you in forwarding the Ballots and other enclosed materials to your clients.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL CONSTITUTE YOU OR ANY OTHER PERSON AN AGENT OF THE DEBTORS OR THE VOTING AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE DOCUMENTS ENCLOSED HERewith.

THIS MASTER BALLOT MUST BE RECEIVED BY 5:00 P.M., PREVAILING EASTERN TIME, ON [●], 2004, BY THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, 757 THIRD AVENUE, 3RD FLOOR, NEW YORK, NEW YORK 10017, ATTN: RCN CORPORATION BALLOT TABULATION, OR YOUR CUSTOMERS' VOTES WILL NOT BE COUNTED. IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, THE BENEFICIAL OWNER BALLOT OR THE OTHER ENCLOSED MATERIALS, PLEASE CALL THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, AT (646) 282-1800.

Exhibit E-1 1

**Master Ballot for Nominees of Holders of RCN Corporation's Senior Notes
9.8% Senior Discount Notes (CUSIP 749361 AG6)**

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE COURT.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
RCN CORPORATION, <u>et al.</u> ,	:	Case No. 04-13638 (RDD)
	:	
Debtors.	:	Jointly Administered
	:	
-----	x	

CLASS 5 - RCN GENERAL UNSECURED CLAIMS

**MASTER BALLOT FOR ACCEPTING OR REJECTING JOINT PLAN
OF REORGANIZATION OF RCN CORPORATION AND CERTAIN SUBSIDIARIES
UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

This Ballot is to be used by you, as a broker, bank, or other nominee (or as their proxy holder or agent) (each of the foregoing, a "Nominee"), for beneficial owners of the notes identified on the top of this page issued by RCN Corporation (the "Notes"), to transmit your vote to accept or reject the chapter 11 plan of reorganization (the "Plan") which is being proposed by RCN Corporation and certain of its subsidiaries and affiliates. The Plan is Exhibit A to the Disclosure Statement, dated [●], 2004 (the "Disclosure Statement"), which accompanies this Ballot. Before you transmit your vote, please review the Disclosure Statement carefully, including the voting procedures explained in Section XIV - "The Solicitation; Voting Procedures."

The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you and the Beneficial Owners of the Notes for which you are the Nominee if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class that vote on the Plan, and by the holders of two-thirds in amount of equity security interests in each class that vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. COMPLETE, SIGN, AND DATE THIS MASTER BALLOT, AND RETURN IT SO THAT IT IS RECEIVED BY THE VOTING AGENT ON OR BEFORE THE VOTING DEADLINE OF 5:00 P.M., PREVAILING EASTERN TIME, ON [●], 2004. IF THIS MASTER BALLOT IS NOT COMPLETED, SIGNED, AND TIMELY RECEIVED, THE VOTES TRANSMITTED BY THIS MASTER BALLOT WILL NOT BE COUNTED.

Item 1. Certification Of Authority To Vote. The undersigned certifies that as of the [●], 2004 solicitation record date (the "Solicitation Record Date"), the undersigned (please check applicable box):

- ☐ Was a bank, broker, or other Nominee for the Beneficial Owners of the aggregate amount of Notes listed in Item 2 below, and is the registered holder of such securities, or
- ☐ Was acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a bank, broker, or other Nominee that is the registered holder of the aggregate amount of Notes listed in Item 2 below, or
- ☐ Had been granted a proxy (an original of which is annexed hereto) from a bank, broker, or other Nominee, or a Beneficial Owner, that is the registered holder of the aggregate amount of Notes listed in Item 2 below,

and accordingly, has full power and authority to vote to accept or reject the Plan on behalf of the Beneficial Owners of the Notes described in Item 2.

Item 2. Vote. The undersigned transmits the following votes of Beneficial Owners in respect of their Notes, and certifies that the following Beneficial Owners of the Notes, as identified by their respective customer account numbers set forth below, are Beneficial Owners of such securities as of the Solicitation Record Date and have delivered to the undersigned, as nominee, Ballots casting such votes. Indicate, in the appropriate column, the aggregate principal amount voted for each account, or attach such information to this Master Ballot, in the form of the following table. Please note that each Beneficial Owner must vote all of his, her, or its claim relating to the Notes to accept or reject the Plan and may not split such vote. In addition, this Master Ballot must be received by Financial Balloting Group LLC (the "Voting Agent") by 5:00 p.m. (prevailing Eastern Time) on [●], 2004 (the "Voting Deadline") or the votes listed below will not be counted:

Customer Name and/or Account Number For Each Beneficial Owner Of Notes	Face Amount Of Notes ¹	
	Accepts (votes FOR) the Plan	Rejects (votes AGAINST) the Plan
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
9.	\$	\$
10.	\$	\$
TOTALS	\$	\$

¹ In order to vote on the Plan, the Beneficial Owner must have checked a box in Item 2 to ACCEPT or REJECT the Plan on the Beneficial Owner's Ballot. Accordingly, if the Beneficial Owner did not check a box in Item 2 on the Beneficial Owner's Ballot, please do not enter any vote in this column.

Item 3. Additional Ballots Submitted by Beneficial Owners. The undersigned certifies that the undersigned has transcribed in the following table the information, if any, provided by Beneficial Owners in Item 3 of the Note Ballots, identifying any other Notes for which such Beneficial Owners have submitted other Ballots:

Your Customer Name and/or Account Number For Each Beneficial Owner	TRANSCRIBE FROM ITEM 3 OF BENEFICIAL OWNER BALLOT			
	Name Of Holder	Account Number	Principal Amount Of Class 5 RCN General Unse- cured Claims Voted	Type of Other Class 5 RCN General Unse- cured Claims Voted
1.			\$	
2.			\$	
3.			\$	
4.			\$	
5.			\$	
6.			\$	
7.			\$	
8.			\$	
9.			\$	
10.			\$	
TOTALS			\$	

Item 4. By signing this Master Ballot, the undersigned certifies that each Beneficial Owner of the Notes listed in Item 2, above, has been provided with a copy of the Disclosure Statement, including the exhibits thereto, and acknowledges that the solicitation of votes is subject to all the terms and conditions set forth in the Disclosure Statement.

This Master Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan.

Name of Bank, Broker, or Other Nominee:

(Print or Type)

Name of Proxy Holder or Agent for Bank,
Broker, or Other Nominee (if applicable):

(Print or Type)

Name of Voter: _____
(Print or Type)

Social Security or Federal Tax I.D. No.: _____
(Optional)

Signature: _____

Title: _____

Street Address: _____

City, State, Zip Code: _____

Telephone Number: _____

Date Completed: _____

VOTING DEADLINE AND ADDITIONAL INFORMATION

THIS MASTER BALLOT MUST RECEIVED BY 5:00 P.M., PREVAILING EASTERN TIME, ON [●], 2004, BY THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, 757 THIRD AVENUE, 3RD FLOOR, NEW YORK, NEW YORK 10017, ATTN: RCN CORPORATION BALLOT TABULATION, OR YOUR CUSTOMERS' VOTES WILL NOT BE COUNTED. IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, THE BENEFICIAL OWNER BALLOT OR THE OTHER ENCLOSED MATERIALS, PLEASE CALL THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, AT (646) 282-1800.

INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT

RCN Corporation and certain of its subsidiaries and affiliates (collectively, the "Debtors") are soliciting the votes of their respective noteholders and certain other creditors on the Debtors' proposed Plan, dated [●], 2004 described in and annexed as Exhibit A to the Disclosure Statement accompanying this Master Ballot. Please review the Disclosure Statement and Plan carefully before you complete this Master Ballot. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Plan.

VOTING DEADLINE:

To have the votes of your customers count, you must complete, sign and return this Master Ballot so that it is RECEIVED by the Voting Agent, Financial Balloting Group LLC, by 5:00 p.m., prevailing Eastern Time, on [●], 2004 (the "Voting Deadline"). **Unsigned Master Ballots may not be counted.**

HOW TO VOTE:

1. If you are both the registered or record holder *and* Beneficial Owner of any Notes and you wish to vote such Notes, you may complete, execute, and return to the Voting Agent a Beneficial Owner Ballot or a Master Ballot.

2. If you are transmitting the votes of any Beneficial Owners of Notes other than yourself, you may *either*:

(a) deliver the Ballot to each Beneficial Owner for whom you hold Notes, along with the Disclosure Statement and other materials requested to be forwarded (collectively, the "Solicitation Package") and take any action required to enable each such Beneficial Owner to (i) complete and execute such Ballot voting to accept or reject the Plan and (ii) return the completed, executed Ballot **to you** in sufficient time to enable you to complete the Master Ballot and deliver it to the Voting Agent **prior to** the Voting Deadline;

OR

(b) prevalidate the Ballot contained in the Solicitation Package (by signing that Ballot and by indicating on that Ballot the record holder of the Notes voted, the principal amount, and the appropriate account numbers through which the Beneficial Owner's holdings are derived) and then forward the Solicitation Package to the Beneficial Owner of the Notes for voting so that the Beneficial Owner may return the completed Ballot directly to the Voting Agent in the return envelope provided in the Solicitation Package.

THE SOLICITATION PACKAGE MUST NOT BE FORWARDED TO ANY PERSON OR ENTITY OTHER THAN THE BENEFICIAL OWNERS OR THEIR INTERMEDIARIES

With regard to any Ballots returned to you, you must (1) execute the Master Ballot so as to reflect the voting instructions given to you in the Ballots by the Beneficial Owners for whom you hold Notes and (2) forward such Master Ballots to the Voting Agent.

3. To complete the Master Ballot properly, take the following steps:

(i) Provide appropriate information for each of the items on the Master Ballot. Vote to accept (for) or reject (against) the Plan in Item 2 for the Notes held by you as the Nominee or proxy holder on behalf of the Nominee or the Beneficial Owners. Please provide information for each individual Beneficial Owner for whom you are voting Notes in your name. If you are unable to disclose the identity of such Beneficial Owners, please use the customer account number assigned by you to each such Beneficial Owner or, if no such customer account number exists, please use the sequential numbers provided (making sure to retain a separate list of each Beneficial Owner and his or her assigned sequential number).

(ii) Please note that Item 3 of this Master Ballot Requests that you transcribe the information provided by each Beneficial Owner in each completed Beneficial Owner Ballot relating to other Notes voted.

(iii) Read Item 4 carefully.

(iv) Sign and date your Master Ballot.

(v) Provide your name and mailing address.

(vi) Deliver your Master Ballot to the Voting Agent prior to the Voting Deadline.

PLEASE NOTE:

No Ballot or Master Ballot shall constitute or be deemed to constitute (a) a proof of claim or equity interest or (b) an admission by the Debtors of the nature, validity, or amount of any claim or equity interest.

This Master Ballot is *not* a letter of transmittal and may *not* be used for any other purpose than to cast votes to accept or reject the Plan.

No fees or commissions or other remuneration will be payable to any broker, dealer or other person for soliciting Ballots accepting the Plan. The Debtors will, however, upon request, reimburse you for customary mailing and handling expenses incurred by you in forwarding the Ballots and other enclosed materials to your clients.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL CONSTITUTE YOU OR ANY OTHER PERSON AN AGENT OF THE DEBTORS OR THE VOTING AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE DOCUMENTS ENCLOSED HERewith.

THIS MASTER BALLOT MUST BE RECEIVED BY 5:00 P.M., PREVAILING EASTERN TIME, ON [●], 2004, BY THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, 757 THIRD AVENUE, 3RD FLOOR, NEW YORK, NEW YORK 10017, ATTN: RCN CORPORATION BALLOT TABULATION, OR YOUR CUSTOMERS' VOTES WILL NOT BE COUNTED. IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, THE BENEFICIAL OWNER BALLOT OR THE OTHER ENCLOSED MATERIALS, PLEASE CALL THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, AT (646) 282-1800.

Exhibit E-12

**Master Ballot for Nominees of Holders of RCN Corporation's Senior Notes
11% Senior Discount Notes (CUSIP 749361 AH4)**

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE COURT.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
RCN CORPORATION, <u>et al.</u> ,	:	Case No. 04-13638 (RDD)
	:	
Debtors.	:	Jointly Administered
	:	
-----	x	

CLASS 5 - RCN GENERAL UNSECURED CLAIMS

**MASTER BALLOT FOR ACCEPTING OR REJECTING JOINT PLAN
OF REORGANIZATION OF RCN CORPORATION AND CERTAIN SUBSIDIARIES
UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

This Ballot is to be used by you, as a broker, bank, or other nominee (or as their proxy holder or agent) (each of the foregoing, a "Nominee"), for beneficial owners of the notes identified on the top of this page issued by RCN Corporation (the "Notes"), to transmit your vote to accept or reject the chapter 11 plan of reorganization (the "Plan") which is being proposed by RCN Corporation and certain of its subsidiaries and affiliates. The Plan is Exhibit A to the Disclosure Statement, dated [●], 2004 (the "Disclosure Statement"), which accompanies this Ballot. Before you transmit your vote, please review the Disclosure Statement carefully, including the voting procedures explained in Section XIV - "The Solicitation; Voting Procedures."

The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you and the Beneficial Owners of the Notes for which you are the Nominee if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class that vote on the Plan, and by the holders of two-thirds in amount of equity security interests in each class that vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. COMPLETE, SIGN, AND DATE THIS MASTER BALLOT, AND RETURN IT SO THAT IT IS RECEIVED BY THE VOTING AGENT ON OR BEFORE THE VOTING DEADLINE OF 5:00 P.M., PREVAILING EASTERN TIME, ON [●], 2004. IF THIS MASTER BALLOT IS NOT COMPLETED, SIGNED, AND TIMELY RECEIVED, THE VOTES TRANSMITTED BY THIS MASTER BALLOT WILL NOT BE COUNTED.

Item 1. Certification Of Authority To Vote. The undersigned certifies that as of the [●], 2004 solicitation record date (the "Solicitation Record Date"), the undersigned (please check applicable box):

- ☐ Was a bank, broker, or other Nominee for the Beneficial Owners of the aggregate amount of Notes listed in Item 2 below, and is the registered holder of such securities, or
- ☐ Was acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a bank, broker, or other Nominee that is the registered holder of the aggregate amount of Notes listed in Item 2 below, or
- ☐ Had been granted a proxy (an original of which is annexed hereto) from a bank, broker, or other Nominee, or a Beneficial Owner, that is the registered holder of the aggregate amount of Notes listed in Item 2 below,

and accordingly, has full power and authority to vote to accept or reject the Plan on behalf of the Beneficial Owners of the Notes described in Item 2.

Item 2. Vote. The undersigned transmits the following votes of Beneficial Owners in respect of their Notes, and certifies that the following Beneficial Owners of the Notes, as identified by their respective customer account numbers set forth below, are Beneficial Owners of such securities as of the Solicitation Record Date and have delivered to the undersigned, as nominee, Ballots casting such votes. Indicate, in the appropriate column, the aggregate principal amount voted for each account, or attach such information to this Master Ballot, in the form of the following table. Please note that each Beneficial Owner must vote all of his, her, or its claim relating to the Notes to accept or reject the Plan and may not split such vote. In addition, this Master Ballot must be received by Financial Balloting Group LLC (the "Voting Agent") by 5:00 p.m. (prevailing Eastern Time) on [●], 2004 (the "Voting Deadline") or the votes listed below will not be counted:

Customer Name and/or Account Number For Each Beneficial Owner Of Notes	Face Amount Of Notes ¹	
	Accepts (votes FOR) the Plan	Rejects (votes AGAINST) the Plan
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
9.	\$	\$
10.	\$	\$
TOTALS	\$	\$

¹ In order to vote on the Plan, the Beneficial Owner must have checked a box in Item 2 to ACCEPT or REJECT the Plan on the Beneficial Owner's Ballot. Accordingly, if the Beneficial Owner did not check a box in Item 2 on the Beneficial Owner's Ballot, please do not enter any vote in this column.

Item 3. Additional Ballots Submitted by Beneficial Owners. The undersigned certifies that the undersigned has transcribed in the following table the information, if any, provided by Beneficial Owners in Item 3 of the Note Ballots, identifying any other Notes for which such Beneficial Owners have submitted other Ballots:

Your Customer Name and/or Account Number For Each Beneficial Owner	TRANSCRIBE FROM ITEM 3 OF BENEFICIAL OWNER BALLOT			
	Name Of Holder	Account Number	Principal Amount Of Class 5 RCN General Unse- cured Claims Voted	Type of Other Class 5 RCN General Unse- cured Claims Voted
1.			\$	
2.			\$	
3.			\$	
4.			\$	
5.			\$	
6.			\$	
7.			\$	
8.			\$	
9.			\$	
10.			\$	
TOTALS			\$	

Item 4. By signing this Master Ballot, the undersigned certifies that each Beneficial Owner of the Notes listed in Item 2, above, has been provided with a copy of the Disclosure Statement, including the exhibits thereto, and acknowledges that the solicitation of votes is subject to all the terms and conditions set forth in the Disclosure Statement.

This Master Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan.

Name of Bank, Broker, or Other Nominee:

(Print or Type)

Name of Proxy Holder or Agent for Bank,
Broker, or Other Nominee (if applicable):

(Print or Type)

Name of Voter: _____
(Print or Type)

Social Security or Federal Tax I.D. No.: _____
(Optional)

Signature: _____

Title: _____

Street Address: _____

City, State, Zip Code: _____

Telephone Number: _____

Date Completed: _____

VOTING DEADLINE AND ADDITIONAL INFORMATION

THIS MASTER BALLOT MUST RECEIVED BY 5:00 P.M., PREVAILING EASTERN TIME, ON [●], 2004, BY THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, 757 THIRD AVENUE, 3RD FLOOR, NEW YORK, NEW YORK 10017, ATTN: RCN CORPORATION BALLOT TABULATION, OR YOUR CUSTOMERS' VOTES WILL NOT BE COUNTED. IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, THE BENEFICIAL OWNER BALLOT OR THE OTHER ENCLOSED MATERIALS, PLEASE CALL THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, AT (646) 282-1800.

INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT

RCN Corporation and certain of its subsidiaries and affiliates (collectively, the "Debtors") are soliciting the votes of their respective noteholders and certain other creditors on the Debtors' proposed Plan, dated [●], 2004 described in and annexed as Exhibit A to the Disclosure Statement accompanying this Master Ballot. Please review the Disclosure Statement and Plan carefully before you complete this Master Ballot. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Plan.

VOTING DEADLINE:

To have the votes of your customers count, you must complete, sign and return this Master Ballot so that it is RECEIVED by the Voting Agent, Financial Balloting Group LLC, by 5:00 p.m., prevailing Eastern Time, on [●], 2004 (the "Voting Deadline"). **Unsigned Master Ballots may not be counted.**

HOW TO VOTE:

1. If you are both the registered or record holder *and* Beneficial Owner of any Notes and you wish to vote such Notes, you may complete, execute, and return to the Voting Agent a Beneficial Owner Ballot or a Master Ballot.

2. If you are transmitting the votes of any Beneficial Owners of Notes other than yourself, you may *either*:

(a) deliver the Ballot to each Beneficial Owner for whom you hold Notes, along with the Disclosure Statement and other materials requested to be forwarded (collectively, the "Solicitation Package") and take any action required to enable each such Beneficial Owner to (i) complete and execute such Ballot voting to accept or reject the Plan and (ii) return the completed, executed Ballot **to you** in sufficient time to enable you to complete the Master Ballot and deliver it to the Voting Agent **prior to** the Voting Deadline;

OR

(b) prevalidate the Ballot contained in the Solicitation Package (by signing that Ballot and by indicating on that Ballot the record holder of the Notes voted, the principal amount, and the appropriate account numbers through which the Beneficial Owner's holdings are derived) and then forward the Solicitation Package to the Beneficial Owner of the Notes for voting so that the Beneficial Owner may return the completed Ballot directly to the Voting Agent in the return envelope provided in the Solicitation Package.

THE SOLICITATION PACKAGE MUST NOT BE FORWARDED TO ANY PERSON OR ENTITY OTHER THAN THE BENEFICIAL OWNERS OR THEIR INTERMEDIARIES

With regard to any Ballots returned to you, you must (1) execute the Master Ballot so as to reflect the voting instructions given to you in the Ballots by the Beneficial Owners for whom you hold Notes and (2) forward such Master Ballots to the Voting Agent.

3. To complete the Master Ballot properly, take the following steps:

(i) Provide appropriate information for each of the items on the Master Ballot. Vote to accept (for) or reject (against) the Plan in Item 2 for the Notes held by you as the Nominee or proxy holder on behalf of the Nominee or the Beneficial Owners. Please provide information for each individual Beneficial Owner for whom you are voting Notes in your name. If you are unable to disclose the identity of such Beneficial Owners, please use the customer account number assigned by you to each such Beneficial Owner or, if no such customer account number exists, please use the sequential numbers provided (making sure to retain a separate list of each Beneficial Owner and his or her assigned sequential number).

(ii) Please note that Item 3 of this Master Ballot Requests that you transcribe the information provided by each Beneficial Owner in each completed Beneficial Owner Ballot relating to other Notes voted.

(iii) Read Item 4 carefully.

(iv) Sign and date your Master Ballot.

(v) Provide your name and mailing address.

(vi) Deliver your Master Ballot to the Voting Agent prior to the Voting Deadline.

PLEASE NOTE:

No Ballot or Master Ballot shall constitute or be deemed to constitute (a) a proof of claim or equity interest or (b) an admission by the Debtors of the nature, validity, or amount of any claim or equity interest.

This Master Ballot is *not* a letter of transmittal and may *not* be used for any other purpose than to cast votes to accept or reject the Plan.

No fees or commissions or other remuneration will be payable to any broker, dealer or other person for soliciting Ballots accepting the Plan. The Debtors will, however, upon request, reimburse you for customary mailing and handling expenses incurred by you in forwarding the Ballots and other enclosed materials to your clients.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL CONSTITUTE YOU OR ANY OTHER PERSON AN AGENT OF THE DEBTORS OR THE VOTING AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE DOCUMENTS ENCLOSED HERewith.

THIS MASTER BALLOT MUST BE RECEIVED BY 5:00 P.M., PREVAILING EASTERN TIME, ON [●], 2004, BY THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, 757 THIRD AVENUE, 3RD FLOOR, NEW YORK, NEW YORK 10017, ATTN: RCN CORPORATION BALLOT TABULATION, OR YOUR CUSTOMERS' VOTES WILL NOT BE COUNTED. IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, THE BENEFICIAL OWNER BALLOT OR THE OTHER ENCLOSED MATERIALS, PLEASE CALL THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, AT (646) 282-1800.

Exhibit E-13

**Master Ballot for Nominees of Holders of RCN Corporation's Senior Notes
10 1/8% Senior Discount Notes (CUSIP 749361 AJ0)**

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE COURT.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
RCN CORPORATION, <u>et al.</u> ,	:	Case No. 04-13638 (RDD)
	:	
Debtors.	:	Jointly Administered
	:	
-----	x	

CLASS 5 - RCN GENERAL UNSECURED CLAIMS

**MASTER BALLOT FOR ACCEPTING OR REJECTING JOINT PLAN
OF REORGANIZATION OF RCN CORPORATION AND CERTAIN SUBSIDIARIES
UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

This Ballot is to be used by you, as a broker, bank, or other nominee (or as their proxy holder or agent) (each of the foregoing, a "Nominee"), for beneficial owners of the notes identified on the top of this page issued by RCN Corporation (the "Notes"), to transmit your vote to accept or reject the chapter 11 plan of reorganization (the "Plan") which is being proposed by RCN Corporation and certain of its subsidiaries and affiliates. The Plan is Exhibit A to the Disclosure Statement, dated [●], 2004 (the "Disclosure Statement"), which accompanies this Ballot. Before you transmit your vote, please review the Disclosure Statement carefully, including the voting procedures explained in Section XIV - "The Solicitation; Voting Procedures."

The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you and the Beneficial Owners of the Notes for which you are the Nominee if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class that vote on the Plan, and by the holders of two-thirds in amount of equity security interests in each class that vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. COMPLETE, SIGN, AND DATE THIS MASTER BALLOT, AND RETURN IT SO THAT IT IS RECEIVED BY THE VOTING AGENT ON OR BEFORE THE VOTING DEADLINE OF 5:00 P.M., PREVAILING EASTERN TIME, ON [●], 2004. IF THIS MASTER BALLOT IS NOT COMPLETED, SIGNED, AND TIMELY RECEIVED, THE VOTES TRANSMITTED BY THIS MASTER BALLOT WILL NOT BE COUNTED.

Item 1. Certification Of Authority To Vote. The undersigned certifies that as of the [●], 2004 solicitation record date (the "Solicitation Record Date"), the undersigned (please check applicable box):

- ☐ Was a bank, broker, or other Nominee for the Beneficial Owners of the aggregate amount of Notes listed in Item 2 below, and is the registered holder of such securities, or
- ☐ Was acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a bank, broker, or other Nominee that is the registered holder of the aggregate amount of Notes listed in Item 2 below, or
- ☐ Had been granted a proxy (an original of which is annexed hereto) from a bank, broker, or other Nominee, or a Beneficial Owner, that is the registered holder of the aggregate amount of Notes listed in Item 2 below,

and accordingly, has full power and authority to vote to accept or reject the Plan on behalf of the Beneficial Owners of the Notes described in Item 2.

Item 2. Vote. The undersigned transmits the following votes of Beneficial Owners in respect of their Notes, and certifies that the following Beneficial Owners of the Notes, as identified by their respective customer account numbers set forth below, are Beneficial Owners of such securities as of the Solicitation Record Date and have delivered to the undersigned, as nominee, Ballots casting such votes. Indicate, in the appropriate column, the aggregate principal amount voted for each account, or attach such information to this Master Ballot, in the form of the following table. Please note that each Beneficial Owner must vote all of his, her, or its claim relating to the Notes to accept or reject the Plan and may not split such vote. In addition, this Master Ballot must be received by Financial Balloting Group LLC (the "Voting Agent") by 5:00 p.m. (prevailing Eastern Time) on [●], 2004 (the "Voting Deadline") or the votes listed below will not be counted:

Customer Name and/or Account Number For Each Beneficial Owner Of Notes	Face Amount Of Notes ¹	
	Accepts (votes FOR) the Plan	Rejects (votes AGAINST) the Plan
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
9.	\$	\$
10.	\$	\$
TOTALS	\$	\$

¹ In order to vote on the Plan, the Beneficial Owner must have checked a box in Item 2 to ACCEPT or REJECT the Plan on the Beneficial Owner's Ballot. Accordingly, if the Beneficial Owner did not check a box in Item 2 on the Beneficial Owner's Ballot, please do not enter any vote in this column.

Item 3. Additional Ballots Submitted by Beneficial Owners. The undersigned certifies that the undersigned has transcribed in the following table the information, if any, provided by Beneficial Owners in Item 3 of the Note Ballots, identifying any other Notes for which such Beneficial Owners have submitted other Ballots:

Your Customer Name and/or Account Number For Each Beneficial Owner	TRANSCRIBE FROM ITEM 3 OF BENEFICIAL OWNER BALLOT			
	Name Of Holder	Account Number	Principal Amount Of Class 5 RCN General Unse- cured Claims Voted	Type of Other Class 5 RCN General Unse- cured Claims Voted
1.			\$	
2.			\$	
3.			\$	
4.			\$	
5.			\$	
6.			\$	
7.			\$	
8.			\$	
9.			\$	
10.			\$	
TOTALS			\$	

Item 4. By signing this Master Ballot, the undersigned certifies that each Beneficial Owner of the Notes listed in Item 2, above, has been provided with a copy of the Disclosure Statement, including the exhibits thereto, and acknowledges that the solicitation of votes is subject to all the terms and conditions set forth in the Disclosure Statement.

This Master Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan.

Name of Bank, Broker, or Other Nominee:

(Print or Type)

Name of Proxy Holder or Agent for Bank,
Broker, or Other Nominee (if applicable):

(Print or Type)

Name of Voter: _____
(Print or Type)

Social Security or Federal Tax I.D. No.: _____
(Optional)

Signature: _____

Title: _____

Street Address: _____

City, State, Zip Code: _____

Telephone Number: _____

Date Completed: _____

VOTING DEADLINE AND ADDITIONAL INFORMATION

THIS MASTER BALLOT MUST RECEIVED BY 5:00 P.M., PREVAILING EASTERN TIME, ON [●], 2004, BY THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, 757 THIRD AVENUE, 3RD FLOOR, NEW YORK, NEW YORK 10017, ATTN: RCN CORPORATION BALLOT TABULATION, OR YOUR CUSTOMERS' VOTES WILL NOT BE COUNTED. IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, THE BENEFICIAL OWNER BALLOT OR THE OTHER ENCLOSED MATERIALS, PLEASE CALL THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, AT (646) 282-1800.

INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT

RCN Corporation and certain of its subsidiaries and affiliates (collectively, the "Debtors") are soliciting the votes of their respective noteholders and certain other creditors on the Debtors' proposed Plan, dated [●], 2004 described in and annexed as Exhibit A to the Disclosure Statement accompanying this Master Ballot. Please review the Disclosure Statement and Plan carefully before you complete this Master Ballot. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Plan.

VOTING DEADLINE:

To have the votes of your customers count, you must complete, sign and return this Master Ballot so that it is RECEIVED by the Voting Agent, Financial Balloting Group LLC, by 5:00 p.m., prevailing Eastern Time, on [●], 2004 (the "Voting Deadline"). **Unsigned Master Ballots may not be counted.**

HOW TO VOTE:

1. If you are both the registered or record holder *and* Beneficial Owner of any Notes and you wish to vote such Notes, you may complete, execute, and return to the Voting Agent a Beneficial Owner Ballot or a Master Ballot.

2. If you are transmitting the votes of any Beneficial Owners of Notes other than yourself, you may *either*:

(a) deliver the Ballot to each Beneficial Owner for whom you hold Notes, along with the Disclosure Statement and other materials requested to be forwarded (collectively, the "Solicitation Package") and take any action required to enable each such Beneficial Owner to (i) complete and execute such Ballot voting to accept or reject the Plan and (ii) return the completed, executed Ballot **to you** in sufficient time to enable you to complete the Master Ballot and deliver it to the Voting Agent **prior to** the Voting Deadline;

OR

(b) prevalidate the Ballot contained in the Solicitation Package (by signing that Ballot and by indicating on that Ballot the record holder of the Notes voted, the principal amount, and the appropriate account numbers through which the Beneficial Owner's holdings are derived) and then forward the Solicitation Package to the Beneficial Owner of the Notes for voting so that the Beneficial Owner may return the completed Ballot directly to the Voting Agent in the return envelope provided in the Solicitation Package.

THE SOLICITATION PACKAGE MUST NOT BE FORWARDED TO ANY PERSON OR ENTITY OTHER THAN THE BENEFICIAL OWNERS OR THEIR INTERMEDIARIES

With regard to any Ballots returned to you, you must (1) execute the Master Ballot so as to reflect the voting instructions given to you in the Ballots by the Beneficial Owners for whom you hold Notes and (2) forward such Master Ballots to the Voting Agent.

3. To complete the Master Ballot properly, take the following steps:

(i) Provide appropriate information for each of the items on the Master Ballot. Vote to accept (for) or reject (against) the Plan in Item 2 for the Notes held by you as the Nominee or proxy holder on behalf of the Nominee or the Beneficial Owners. Please provide information for each individual Beneficial Owner for whom you are voting Notes in your name. If you are unable to disclose the identity of such Beneficial Owners, please use the customer account number assigned by you to each such Beneficial Owner or, if no such customer account number exists, please use the sequential numbers provided (making sure to retain a separate list of each Beneficial Owner and his or her assigned sequential number).

(ii) Please note that Item 3 of this Master Ballot Requests that you transcribe the information provided by each Beneficial Owner in each completed Beneficial Owner Ballot relating to other Notes voted.

(iii) Read Item 4 carefully.

(iv) Sign and date your Master Ballot.

(v) Provide your name and mailing address.

(vi) Deliver your Master Ballot to the Voting Agent prior to the Voting Deadline.

PLEASE NOTE:

No Ballot or Master Ballot shall constitute or be deemed to constitute (a) a proof of claim or equity interest or (b) an admission by the Debtors of the nature, validity, or amount of any claim or equity interest.

This Master Ballot is *not* a letter of transmittal and may *not* be used for any other purpose than to cast votes to accept or reject the Plan.

No fees or commissions or other remuneration will be payable to any broker, dealer or other person for soliciting Ballots accepting the Plan. The Debtors will, however, upon request, reimburse you for customary mailing and handling expenses incurred by you in forwarding the Ballots and other enclosed materials to your clients.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL CONSTITUTE YOU OR ANY OTHER PERSON AN AGENT OF THE DEBTORS OR THE VOTING AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE DOCUMENTS ENCLOSED HERewith.

THIS MASTER BALLOT MUST BE RECEIVED BY 5:00 P.M., PREVAILING EASTERN TIME, ON [●], 2004, BY THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, 757 THIRD AVENUE, 3RD FLOOR, NEW YORK, NEW YORK 10017, ATTN: RCN CORPORATION BALLOT TABULATION, OR YOUR CUSTOMERS' VOTES WILL NOT BE COUNTED. IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, THE BENEFICIAL OWNER BALLOT OR THE OTHER ENCLOSED MATERIALS, PLEASE CALL THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, AT (646) 282-1800.

Exhibit F

Election Form for Holders of Class 5 RCN General Unsecured Claims (Senior Noteholders)
[●ISSUANCE NOTES] (CUSIP [●])

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
RCN CORPORATION, <u>et al.</u> ,	:	Case No. 04-13638 (RDD)
	:	
Debtors.	:	Jointly Administered
	:	
-----	x	

ELECTION FORM FOR HOLDERS OF CLASS 5 RCN GENERAL UNSECURED CLAIMS

This election form (the "Election Form") is to be used by you, as a beneficial owner of the debt securities issued by RCN Corporation indicated on the top of this Election Form (the "Notes"), to elect the treatment of your claim (the "Election") under the chapter 11 plan of reorganization (as amended, the "Plan")¹ proposed by RCN Corporation and certain of its subsidiaries and affiliates. The Plan is Exhibit A to the Disclosure Statement, dated [●], 2004 (as amended, the "Disclosure Statement"), which accompanies this Election Form. A Solicitation Package was sent to you that included, among other items, a copy of the Plan and Disclosure Statement and a Ballot for voting your claim. If you have not received a Solicitation Package, please immediately contact the person or entity that is the registered owner (the "Nominee") of your Notes or the Debtors' voting agent, Financial Balloting Group LLC, at (646) 282-1800.

Under the Plan, each holder of an Allowed Class 5 RCN General Unsecured Claim shall receive, in full and final satisfaction, settlement, release, and discharge of, and in exchange for, such Allowed Class 5 General Unsecured Claim, on or as soon as practicable after the Effective Date, (i) its Pro Rata share of 100% of the shares of New Common Stock, subject to dilution by exercise of the (A) Management Incentive Options and (B) New Warrants, or (ii) at the election of a holder of an Allowed Class 5 RCN General Unsecured Claim (the "Electing Holder"), such Electing Holder shall receive instead, Cash equal to 25% of the amount of such Allowed Class 5 RCN General Unsecured Claim (the "Cash Component"); *provided, however*, that if the aggregate amount of Cash to be distributed to all Electing Holders exceeds \$12,500,000 (the "Cash Component Cap"), then each Electing Holder shall receive (y) its Pro Rata share of the Cash Component Cap (the "Capped Distribution Component"), and (z) a Pro Rata share of the New Common Stock as set forth in (i) above calculated by multiplying the Face Amount of the Electing Holder's Allowed Class 5 RCN General Unsecured Claim by the percentage by which the Capped Distribution Component is less than what the Cash Component would have been.

**PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY AND
RETURN YOUR ELECTION FORM IN THE ENVELOPE PROVIDED.**

YOU SHOULD REVIEW THE DISCLOSURE STATEMENT AND THE PLAN BEFORE YOU MAKE YOUR ELECTION. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE PLAN AND YOUR CLASSIFICATION AND TREATMENT UNDER THE PLAN. YOUR CLAIMS HAVE BEEN PLACED IN CLASS 5 UNDER THE PLAN.

PLEASE READ CAREFULLY AND FOLLOW THE ATTACHED INSTRUCTIONS ON RETURNING YOUR ELECTION FORM. THE ELECTION DEADLINE IS **5:00 P.M., PREVAILING EASTERN TIME, ON [●], 2004**. IF YOU HAVE ANY QUESTIONS, PLEASE CALL FINANCIAL BALLOTING GROUP LLC (THE "VOTING AGENT") AT (646) 282-1800. DO NOT RETURN ANY NOTES WITH THIS ELECTION FORM. THIS ELECTION FORM IS *NOT* A LETTER OF TRANSMITTAL AND MAY *NOT* BE USED FOR ANY PURPOSE OTHER THAN TO ELECT THE TREATMENT OF YOUR CLAIMS UNDER THE PLAN.

¹ Unless otherwise defined herein, capitalized terms shall have the meaning ascribed to them in the Plan.

Election Form for Holders of Class 5 RCN General Unsecured Claims (Senior Noteholders)
[●ISSUANCE NOTES] (CUSIP [●])

This Election Form is to be used only for the purpose of electing the treatment of your Class 5 RCN General Unsecured Claim under the Plan. If you do not make an election you will receive your Pro Rata share of the New Common Stock as described above.

In order to make the Election, you must complete and return this Election Form to your Nominee in sufficient time for your Election to be processed in advance of the election expiration deadline which is **5:00 p.m. (prevailing Eastern time) on [●], 2004** (the "Election Expiration Date"). Upon receipt of your Election Form, the securities representing your Allowed Senior Note Claim will be deemed surrendered and you will not be able to sell or otherwise transfer those securities unless your Election is withdrawn by your Nominee prior to the Election Expiration Date. However, private arrangements for the sale and purchase of the right to receive distributions under the Plan following the surrender of securities to effectuate an Election are not prohibited, but the Debtors have no obligation to recognize or facilitate such private arrangements. Your Election and deemed surrender of securities will be revocable prior to the Election Expiration Date and the holder of a Claim that has revoked an Election may exercise a new election, subject to compliance with all required procedures (including those procedures set forth herein) prior to the Election Expiration Date. **If you are the holder of Allowed Senior Note Claims that are held in separate accounts, you will receive a separate Election Form for each such Claim.** If you have any questions about this Election Form please contact either your Nominee or the Voting Agent, Financial Balloting Group LLC, at (646) 282-1800.

HOW TO MAKE THE ELECTION:

COMPLETE ITEM 1 BY INDICATING THE PRINCIPAL AMOUNT OF NOTES THAT YOU HOLD OF THE TYPE INDICATED ON THE TOP OF THIS PAGE;

COMPLETE ITEM 2 BY INDICATING YOUR ELECTION;

COMPLETE THE CERTIFICATION IN ITEM 3; AND

RETURN THE ELECTION FORM TO YOUR NOMINEE PRIOR TO THE ELECTION EXPIRATION DATE IN SUFFICIENT TIME FOR YOUR NOMINEE TO PROCESS YOUR ELECTION.

Item 1. AGGREGATE PRINCIPAL AMOUNT OF NOTES HELD BY THE CREDITOR OF THE TYPE SPECIFIED ON THE TOP OF THIS PAGE:

\$

Item 2. INDICATE BELOW WHETHER YOU ELECT TO RECEIVE THE CASH COMPONENT ON ACCOUNT OF YOUR ALLOWED SENIOR NOTE CLAIM. **HOLDERS OF NOTES WHO WANT TO RECEIVE ONLY A PRO RATA DISTRIBUTION OF NEW COMMON STOCK NEED NOT RETURN THIS ELECTION FORM.**

- ☐ I elect to receive the Cash Component; *provided, however*, I understand that if the aggregate amount of Cash to be distributed to all Electing Holders exceeds the Cash Component Cap, then my distribution on account of my Allowed Senior Note Claim will be a combination of Cash and New Common Stock to be determined in accordance with the terms of the Plan.

Item 3. Authorization. By returning this Election Form, the beneficial owner of the Notes identified in Item 1 certifies that it (a) has full power and authority to make the Election with respect to the Notes listed in Item 1, (b) if the Election is made, the Beneficial Holder's underlying Notes identified in Item 1 will be electronically surrendered, (c) understands that any distribution on account such underlying Notes is contingent upon confirmation of the Plan, and (d) understands that in the event that the Plan is not confirmed by the Bankruptcy Court the underlying Notes will be electronically released.

Election Form for Holders of Class 5 RCN General Unsecured Claims (Senior Noteholders)
[●ISSUANCE NOTES] (CUSIP [●])

An authorized signatory of an eligible beneficial owner may execute this Election Form, but must provide the name and address of the beneficial owner on this Election Form and may be required to submit evidence to the Bankruptcy Court demonstrating such signatory's authorization to make the Election on behalf of the beneficial owner. Authorized signatories voting on behalf of more than one beneficial owner must complete a separate Election Form for each Beneficial Owner.

Name of Creditor (Print or
Type): _____

Social Security or Federal
Tax I.D. No. (optional): _____

Signature: _____

Print or Type Name: _____

Title (if appropriate): _____

Address: _____

Telephone Number: _____

Date: _____

THIS FORM SHOULD BE RETURNED ONLY TO YOUR NOMINEE.

**IF YOU HAVE NOT RECEIVED THE SOLICITATION PACKAGE OR IF YOU HAVE ANY QUESTIONS
REGARDING THIS ELECTION FORM PLEASE CONTACT EITHER YOUR NOMINEE OR THE VOTING
AGENT, FINANCIAL BALLOTING GROUP LLC, AT (646) 282-1800.**