

**Hearing Date: June 22, 2004 at 10:00 a.m.**  
**Objection Deadline: June 18, 2004 at 4:00 p.m.**

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
Four Times Square  
New York, New York 10036-6522  
(212) 735-3000  
Jay M. Goffman (JG 6722)  
J. Gregory St. Clair (GS 8344)  
Frederick D. Morris (FM 6564)

Attorneys for Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
: :  
RCN CORPORATION, et al., : Case No. 04-13638 (RDD)  
: :  
Debtors. : (Jointly Administered)  
: :  
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**MOTION FOR ORDER UNDER 11 U.S.C. § 105 AND FED. R. BANKR. P. 2002(a)(7) AND 3003(c)(3) (I) SETTING BAR DATES FOR FILING CERTAIN PROOFS OF CLAIM, (II) APPROVING PROCEDURES FOR FILING SUCH PROOFS OF CLAIM, AND (III) APPROVING FORM, MANNER, AND SUFFICIENCY OF NOTICE THEREOF**

RCN Corporation ("RCN") and certain of its direct and indirect subsidiaries, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby move (the "Motion") for an order under 11 U.S.C. § 105 and Fed. R. Bankr. P. 2002(a)(7) and 3003(c)(3) (i) setting bar dates for filing

certain proofs of claim, (ii) approving procedures for filing such proofs of claim, and (iii) approving the form, manner, and sufficiency of notice thereof. In support of this Motion, the Debtors respectfully represent as follows:

### **BACKGROUND**

1. On May 27, 2004 (the "Petition Date"), each of the Debtors filed a voluntary petition in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, as amended (the "Bankruptcy Code"). The Debtors continue to manage and operate their businesses as debtors-in-possession pursuant to Bankruptcy Code sections 1107 and 1108.

2. No trustee, examiner, or creditors' committee has been appointed in the Debtors' cases.

3. 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).

4. The statutory predicates for the relief sought herein are section 105 of the Bankruptcy Code and Rules 2002(a)(7) and 3003(c)(3) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

5. Prior to the Petition Date, the Debtors and many of their major stakeholders agreed to support a financial restructuring upon certain terms. These terms generally provide for (i) the refinancing of certain obligations under the

Debtors' existing senior secured credit facility, (ii) the conversion of general unsecured claims of the Debtors (including claims arising under RCN's unsecured notes) into the right to receive stock in reorganized RCN, and (iii) the granting of warrants to purchase stock in reorganized RCN to the current holders of RCN's preferred and common stock. As a result of this agreement, the Debtors hope to emerge from chapter 11 quickly, and therefore require a bar date early in these chapter 11 cases to facilitate such an exit.

### **RELIEF REQUESTED**

6. By this Motion, the Debtors seek entry of an order (i) fixing the time period within which certain proofs of claim against the Debtors must be filed, (ii) approving procedures for the filing of such proofs of claim, and (iii) approving the form, manner, and sufficiency of notice of such time period and the procedures in respect thereof.

### **BASIS FOR RELIEF**

7. General Bar Date. To identify and resolve claims expeditiously, the Debtors request that the Court fix the deadline for filing proofs of claim (the "General Bar Date") at 5:00 p.m. Eastern Time 35 calendar days after the date the Debtors mail proof of claim forms and the related general bar date notice (the "General Bar Date Notice"), a copy of which is attached to the proposed order as Exhibit B. The Debtors will mail proofs of claim and General Bar Date Notice in

accordance with procedures set forth herein no later than seven calendar days following the date of entry of the order granting this Motion. The Debtors request that all creditors be required to file a proof of claim on account of any Claim (as defined in 11 U.S.C. § 101(5) of the Bankruptcy Code) against any of the Debtors, except as provided below. The Debtors request that any holder of a Claim against the Debtors who is required, but fails, to file a proof of claim for such Claim in accordance with this Motion (or any order granting this Motion) on or before the General Bar Date (i) be forever barred, estopped, and permanently enjoined from asserting such Claim against the Debtors, their successors, or their property (or filing a proof of claim with respect thereto), (ii) not be treated as a Creditor (as defined in 11 U.S.C. § 101(10)) for purposes of voting on, and distribution under, any plan in these chapter 11 cases with respect to such Claim, and (iii) not be entitled to receive further notices regarding such Claim.

8. Exclusions Of Certain Claims From General Bar Date. The Debtors request that, at this time, proofs of claim not be required to be filed by creditors wishing to assert Claims against the Debtors of the types set forth below (collectively, the "Excluded Claims"):

- a. Any person or entity that has already filed a proof of claim against the Debtors with the Clerk of the Bankruptcy Court for the Southern District of New York in a form substantially similar to Official Bankruptcy Form No. 10;

- b. Any person or entity whose Claim is listed on the Debtors' schedules of assets and liabilities (the "Schedules") filed by the Debtors, provided that (i) the claim is not scheduled as "disputed," "contingent" or "unliquidated"; and (ii) the claimant does not disagree with the amount, nature and priority of the Claim as set forth in the Schedules; and (iii) the claimant does not dispute that the Claim is an obligation of the specific Debtor against which the Claim is listed in the Schedules;
- c. Any holder of a Claim that heretofore has been allowed by order of this Court;
- d. Any person or entity whose Claim has been paid in full;
- e. Any holder of a Claim for which specific deadlines have previously been fixed by this Court;
- f. Any Debtor having a Claim against another Debtor or any of the non-debtor affiliates of RCN having a Claim against any of the Debtors;
- g. Any holder of a Claim allowable under § 503(b) and § 507(a) of the Bankruptcy Code as an expense of administration;
- h. Claims by a holder of a Claim in respect of the Debtors' outstanding senior notes (each a "Holder of Senior Notes"), other than indenture trustees, which include: (i) 10% Senior Notes due 2007, (ii) 10-1/8% Senior Notes due 2010, (iii) 9.8% Senior Discount Notes due 2008, (iv) 11% Senior Discount Notes due 2008 and (v) 11-1/8% Senior Discount Notes due 2007 (collectively, the "Senior Notes"), provided, however, that any Holder of Senior Notes who wishes to assert a Claim against the Debtors that is not based solely upon the outstanding prepetition principal and interest due on account of its ownership of such Senior Notes must file a proof of claim on or prior to the General Bar Date in respect of such Claim;
- i. Any Governmental Unit (as defined by 11 U.S.C. § 101(27)), which entity shall file any proof of claim in accordance with 11 U.S.C. § 502(b)(9); and

- j. Claims by non-debtor parties to any rejected executory contract or unexpired lease (an "Executory Contract") arising solely from the rejection of such Executory Contract, provided, however, that such Claims shall be filed in accordance with any order granting this Motion or any other order of the Court applicable thereto.

Nothing contained herein, however, should be construed as limiting, abridging, or otherwise affecting the Debtors' right to request that the Court fix a date by which the holder of an Excluded Claim must file a proof of claim or interest.

9. Rejection Claims. The Debtors also request that any Claim arising from the rejection of an Executory Contract be required to be filed by the latest of (a) 35 calendar days following the date the Debtors mail any order authorizing the Debtor to reject such Executory Contract, (b) the date set by any other order of this Court, and (c) the General Bar Date. Any Claim in respect of any other lease or contract would be required to be filed by the General Bar Date.

10. Claim of Governmental Units. Claims of Governmental Units shall be filed in accordance with 11 U.S.C. § 502(b)(9).

11. Exclusion Of Proofs Of Interest In Debtors From General Bar Date. The Debtors further request that any holder of an interest in any of the Debtors (each, an "Interest Holder"), which interest is based exclusively upon the ownership of common or preferred stock of any of the Debtors (an "Interest"), not be required to file a proof of Interest based solely on account of such Interest Holder's Interest.

12. Debtors' Reservation Of Rights. The Debtors also propose that the relief contained herein should not prejudice their right to object to any Claim, whether filed or scheduled (e.g., as contingent, unliquidated, or disputed) on any ground and that they shall retain the right to (a) dispute, or assert offsets against or defenses to, any filed Claim or any Claim listed or reflected in the Schedules, or any amendments thereto, as to nature, amount, liability, classification, or otherwise or (b) subsequently designate any Claim as disputed, contingent, or unliquidated; provided, however, that if the Debtors amend the Schedules to reduce the undisputed, noncontingent, and liquidated amount or to change the nature or classification of a Claim against a Debtor reflected therein, then the affected claimant shall have until the later of (i) the General Bar Date and (ii) 35 calendar days after the date the Debtors mail the notice of the amendment, to file a proof of claim or to amend any previously filed proof of claim in respect of such amended scheduled Claim. Notwithstanding the foregoing, nothing set forth herein would preclude the Debtors from objecting to any Claim, whether scheduled or filed, on any grounds.

13. Time Fixed For Filing Proofs Of Claims And Form Of Notice To Creditors. To facilitate the mailing of the General Bar Date notices, as well as the need to provide the Debtors' creditors with a reasonable opportunity to prepare and file proofs of claim, the Debtors are requesting that the Court fix the General Bar Date at 5:00 p.m. Eastern Time 35 calendar days after the date the Debtors mail the

proof of claim forms and the General Bar Date Notice, which will allow the creditors of the Debtors sufficient time in which to file proofs of claim. The Debtors will mail proof of claim forms and the General Bar Date Notice in accordance with procedures set forth herein no later than seven calendar days following the date of entry of the order granting this Motion.

14. The Debtors intend to give notice of the General Bar Date by first class United States mail, postage prepaid, in substantially the same form as the General Bar Date Notice within seven calendar days following the date of entry of the order granting the Motion upon:

- a. the Office of the United States Trustee;
- b. counsel to the statutory committee of unsecured creditors, if one is appointed;
- c. counsel to the unofficial committee of noteholders;
- d. counsel to any other statutory committee(s) appointed in these cases;
- e. counsel to the agent for the Debtors' prepetition senior credit facility;
- f. counsel to the agent for the Debtors' prepetition junior credit facility;
- g. the indenture trustee(s) for the Senior Notes;
- h. the Securities and Exchange Commission;
- i. the Internal Revenue Service;
- j. the Federal Communications Commission;

- k. other government agencies to the extent required by the Bankruptcy Code and Bankruptcy Rules;
- l. all parties having filed a notice of appearance and request for notices under Bankruptcy Rule 2002(i);
- m. the Office of the United States Attorney, Southern District of New York;
- n. all persons or entities that have filed proofs of claim in these cases;
- o. all known creditors and other known holders of Claims as of the date of the order granting this Motion, including all persons or entities listed in the Schedules as holding Claims;
- p. all parties to Executory Contracts;
- q. all parties to litigation with the Debtors; and
- r. such additional persons and entities as the Debtors deem appropriate.

In addition, the Debtors intend to supplement such notice by publishing the General Bar Date Notice once in the national edition of the Wall Street Journal no later than 25 calendar days prior to the General Bar Date.

15. Form Of Proofs Of Claim. The Debtors propose to serve holders of Claims listed on the Schedules with the General Bar Date Notice and a proof of claim form that is substantially similar to Official Form No. 10 ("Proof of Claim Form"), a copy of which is attached to the proposed order as Exhibit A, indicating on the form how the Debtors have scheduled such creditor's Claim in the Schedules (including the identity of the Debtor, the amount of the claim and whether the claim has been scheduled as contingent, unliquidated or disputed).

16. Procedure For Filing Proofs Of Claim. The Debtors request that, for any proof of claim to be validly and properly filed, the following procedures be followed:

- a. Proofs of claim must conform substantially to Form No. 10 of the Official Bankruptcy Forms;
- b. Proofs of claim must be filed either by mailing the original proof of claim to the United States Bankruptcy Court, Southern District of New York, Bowling Green Station, P.O. Box 5043, New York, New York 10274-5043, or by delivering the original proof of claim by hand or overnight courier to the United States Bankruptcy Court, Southern District of New York, One Bowling Green, Room 534, New York, New York 10004;
- c. Proofs of claim will be deemed filed only when received by the Clerk of the Bankruptcy Court on or before the General Bar Date;
- d. Proofs of claim must (i) be signed; (ii) include supporting documentation (if voluminous, attach a summary) or an explanation as to why documentation is not available; (iii) be in the English language; and (iv) be denominated in United States currency; and
- e. Proofs of claim must specify by name and case number of the Debtor against which the Claim is filed; if the holder asserts a Claim against more than one Debtor or has Claims against different Debtors, a separate proof of claim form must be filed with respect to each Debtor.

17. Application Of Requested Relief. The relief requested herein, and the provisions of any Order entered thereon, are meant to apply to all Claims of whatever character against the Debtors or their property, whether such Claims are secured or unsecured, entitled or not entitled to priority, liquidated or unliquidated, or fixed or contingent.

### **APPLICABLE AUTHORITY**

18. Bankruptcy Rule 2002(a)(7) provides that all creditors and indenture trustees shall receive "at least 20 days' notice by mail of ... the time fixed for filing proofs of claim." Bankruptcy Rule 3003(c)(3) provides that "[t]he court shall fix and for cause shown may extend the time within which proofs of claim or interest may be filed." Section 105 of the Bankruptcy Code provides that the Court "may issue any order ... necessary or appropriate to carry out the provisions of this title." The Debtors submit that for the reasons stated herein, adequate cause exists to fix the General Bar Date as requested herein.

19. 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 Bankr. R. 9013-1(b) be deemed satisfied.

WHEREFORE, the Debtors respectfully request that this Court enter an order (i) fixing the General Bar Date, (ii) approving the form, manner, and sufficiency of notice thereof, (iii) approving the proposed procedures for filing proofs of claim, and (iv) granting the Debtors such other and further relief as is just and proper.

Dated: New York, New York  
June 4, 2004

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

/s/ J. Gregory St. Clair

Jay M. Goffman (JG 6722)  
J. Gregory St. Clair (GS 8344)  
(Members of the Firm)  
Frederick D. Morris (FM 6564)  
Four Times Square  
New York, New York 10036-6522  
(212) 735-3000

Attorneys for Debtors and  
Debtors-in-Possession