

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)  
: :  
----- X

**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**

Upon the motion (the "Motion")<sup>1</sup> of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), for entry of an order (the "Order") pursuant to 11 U.S.C. § 105 and Federal Rules of Bankruptcy Procedure 2002(a)(7) and 3003(c)(3), fixing a deadline (the "General Bar Date") and establishing procedures for filing proofs of claim and approving the form and manner of service thereof; and the Court having reviewed the Motion; 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

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<sup>1</sup> Capitalized terms not otherwise defined shall have the meanings ascribed to them in the Motion.

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.
2. Except as otherwise provided herein, all persons and entities, (including, without limitation, individuals, partnerships, corporations, joint ventures, trusts and governmental units) that assert a Claim (as defined by 11 U.S.C. § 101(5)) against any of the Debtors which arose on or prior to the filing of the chapter 11 petitions on May 27, 2004, shall file a proof of such Claim in writing so that it is actually received on or before 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 in accordance with the terms of this Order (the "General Bar Date").
3. The Debtors shall mail proof of claim forms and the General Bar Date Notice in accordance with the procedures set forth herein no later than seven calendar days following the date of the entry of this Order.
4. Notwithstanding any other provision hereof, proofs of claim filed by governmental units must be filed on or before November 23, 2004 (the date that is 180 days after the Petition Date).
5. The following procedures for the filing of proofs of claim shall apply:
  - 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; and;

- 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 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.

6. The following persons or entities need not file a proof of claim on or

prior to the General Bar Date:

- 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 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 Corporation 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 shall 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 this Order or any other order of this Court applicable thereto.

7. Any Claim arising from the rejection of an Executory Contract shall 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; and it is further

8. Holders of equity security interests in the Debtors need not file proofs of interest with respect to the ownership of such equity interests, provided, however, that if any such holder asserts a claim against the Debtors (including a claim relating to an equity interest or the purchase or sale of such equity interest), a proof of

such claim must be filed on or prior to the General Bar Date pursuant to the procedures set forth in this Order.

9. If the Debtors amend or supplement the Schedules subsequent to the date hereof, the Debtors shall give notice of any amendment or supplement (and the related deadline to file a proof of claim) to the holders of claims affected thereby, and such holders shall be afforded 35 days from the date the Debtors mail such notice to file proofs of claim in respect of their Claims or be barred from doing so.

10. Nothing in this Order shall prejudice the right of the Debtors or any other party in interest to dispute or assert offsets or defenses to any claim reflected in the Schedules.

11. Any holder of a Claim against the Debtors who is required, but fails, to file a proof of claim on account of such Claim in accordance with this Order on or before the General Bar Date shall (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.

12. A copy of the notice substantially in the form of the General Bar Date Notice attached hereto as Exhibit B is approved and shall be deemed adequate and sufficient notice if served by first-class mail at least 35 calendar days prior to the General Bar Date on:

- 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 this Order, 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.

13. With regard to those holders of claims listed on the Schedules, the Debtors shall mail one or more proof of claim forms (as appropriate) substantially similar to the proof of claim form attached hereto 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), and the General Bar Date Notice in substantially the form attached hereto as Exhibit B.

14. Pursuant to Bankruptcy Rule 2002(f), the Debtors shall publish the General Bar Date Notice, substantially in the form attached hereto as Exhibit B (modified for publication) once in the national edition of the Wall Street Journal, at least 25 calendar days prior to the General Bar Date, which publication is hereby approved and shall be deemed good, adequate and sufficient publication notice of the General Bar Date.

15. The Debtors and their claims agent are authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order.

16. Entry of this Order is without prejudice to the right of the Debtors to seek a further order of this Court fixing a date by which holders of claims or interests not subject to the General Bar Date established herein must file such proofs of claim or interest or be barred from doing so.





**Exhibit A**

**Form of Proof Of Claim**

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF \_\_\_\_\_  
CLAIMS PROCESSING  
P.O. BOX \_\_\_\_\_, STATION \_\_\_\_\_  
NEW YORK, NY \_\_\_\_\_ - \_\_\_\_\_

# PROOF OF CLAIM

In Re: \_\_\_\_\_, et al.,  
Debtors.

Chapter 11 Case No. \_\_\_\_\_ (\_\_\_\_\_)  
(Jointly Administered)

Name of Debtor Against Which Claim is Held \_\_\_\_\_  
Case No. of Debtor \_\_\_\_\_

**NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.**

**Name and address of Creditor :**  
  
  
  
  
  
  
  
  
  
**Telephone number:** \_\_\_\_\_

Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

Check box if you have never received any notices from the bankruptcy court in this case.

Check box if the address differs from the address on the envelope sent to you by the court.

**Account or other number by which creditor identifies debtor:** \_\_\_\_\_

**Check here if this claim:**  
 replaces  amends a previously filed claim, dated: \_\_\_\_\_

**1. Basis for Claim**

Goods sold  
 Services performed  
 Money loaned  
 Personal injury/wrongful death  
 Taxes  
 Other \_\_\_\_\_ (explain)

Retiree benefits as defined in 11 U.S.C. § 1114(a)  
 Wages, salaries, and compensation (fill out below)

Last Four Digits of your SS#: \_\_\_\_\_

Unpaid compensation for services performed  
from \_\_\_\_\_ (date) to \_\_\_\_\_ (date)

**2. Date debt was incurred:** \_\_\_\_\_

**3. If court judgment, date obtained:** \_\_\_\_\_

**4. Total Amount of Claim at Time Case Filed:** \$ \_\_\_\_\_ + \_\_\_\_\_ + \_\_\_\_\_ = \_\_\_\_\_  
(unsecured nonpriority) (secured) (unsecured priority) (Total)

If all or part of your claim is secured or entitled to priority, also complete Item 5 or 7 below.

Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.

**5. Secured Claim.**

Check this box if your claim is secured by collateral (including a right of setoff).  
Brief Description of Collateral:  
 Real Estate  Motor Vehicle  
 Other \_\_\_\_\_

Value of Collateral: \$ \_\_\_\_\_  
Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ \_\_\_\_\_

**7. Unsecured Priority Claim.**

Check this box if you have an unsecured priority claim  
Amount entitled to priority \$ \_\_\_\_\_  
Specify the priority of the claim:

Wages, salaries or commissions (up to \$4,925), earned within 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3).  
 Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4).  
 Up to \$2,225 of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6).  
 Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7).  
 Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).  
 Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(\_\_\_\_).

**6. Unsecured Nonpriority Claim:** \$ \_\_\_\_\_

Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority.

**8. Credits:** The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.

**9. Supporting Documents:** Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien.  
**DO NOT SEND ORIGINAL DOCUMENTS.** If the documents are not available, explain. If the documents are voluminous, attach a summary.

**10 Date-Stamped Copy:** To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.

THIS SPACE IS FOR COURT USE ONLY

Date \_\_\_\_\_

Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any):  
\_\_\_\_\_  
\_\_\_\_\_

# INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In particular types of cases or circumstances such as bankruptcy cases that are not filed voluntarily by a debtor, there may be exceptions to these general rules.

## DEFINITIONS

### **Debtor**

The person, corporation, or other entity that has filed a bankruptcy case is called the debtor.

### **Creditor**

A creditor is any person, corporation, or other entity to whom the debtor owed a debt on the date that the bankruptcy case was filed.

### **Proof of Claim**

A form filed with the clerk of the bankruptcy court where the bankruptcy case was filed, to tell the bankruptcy court how much the debtor owed a creditor at the time the bankruptcy case was filed (the amount of the creditor's claim). This form must be filed with the clerk of the bankruptcy court where the bankruptcy case was filed

### **Secured Claim**

A claim is a secured claim if the creditor has a lien on property of the debtor (collateral) that gives the creditor the right to be paid from that property before creditors who do not have liens on the property.

Examples of liens are a mortgage on real estate and a security interest in a car, truck, boat, television set or other item of property. A lien may have been obtained through a court proceeding before the bankruptcy case began. In some states a court judgment is a lien. In addition, to the extent a creditor also owes money to the debtor (has a right of setoff), the creditor's claim may be a secured claim. (See also *Unsecured Claim*)

### **Unsecured Claim**

If a claim is not a secured claim it is an unsecured claim. A claim may be partly secured and partly unsecured if the property on which a creditor has a lien is not worth enough to pay the creditor in full.

### **Unsecured Priority Claim**

Certain types of unsecured claims are given priority, so they are to be paid in bankruptcy cases before most other unsecured claims (if there is sufficient money or property available to pay these claims). The most common types of priority claims are listed on the proof of claim form. Unsecured claims that are not specifically given priority status by the bankruptcy laws are classified as *Unsecured Nonpriority Claims*.

## Items to be completed in Proof of Claim form (if not already filed in)

### **Court, Name of Debtor and Case Number:**

Fill in the name of the federal judicial district where the bankruptcy case was filed (for example, Central District of California), the name of the debtor in the bankruptcy case, and the bankruptcy case number. If you received a notice of the case from the court, all of this information is near the top of the notice.

### **Information about Creditor:**

Complete the section giving the name, address, and telephone number of the creditor to whom the debtor owes money or property, and the debtor's account number, if any. If anyone else has already filed a proof of claim relating to this debt, if you never received notices from the bankruptcy court about this case, if your address differs from that to which the court sent notice, or if this proof of claim replaces or changes a proof of claim that was already filed, check the appropriate box on the form.

### **1. Basis for Claim:**

Check the type of debt for which the proof of claim is being filed. If the type of debt is not listed, check "Other" and briefly describe the type of debt. If you were an employee of the debtor, fill in your social security number and the dates of work for which you were not paid.

### **2. Date Debt Incurred:**

Fill in the date when the debt first was owed by the debtor.

### **3. Court Judgments:**

If you have a court judgment for this debt, state the date the court entered the judgment.

### **4. Total Amount of Claim at Time Case Filed:**

Fill in the applicable amounts, including the total amount of the entire claim. If interest or other charges in addition to the principal amount of claim are included, check the appropriate place on the form and attach an itemization of the interest and charges.

### **5. Secured Claim:**

Check the appropriate place if the claim is a secured claim. You must state the type and value of the property that is collateral for the claim, attach copies of the documentation of your lien, and state the amount past due on the claim as of the date the bankruptcy case was filed. A claim may be partly secured and partly unsecured. (See DEFINITIONS, above).

### **6. Unsecured Nonpriority Claim:**

Check the appropriate place if you have an unsecured nonpriority claim, sometimes referred to as a "general unsecured claim". (See DEFINITIONS, above.) If your claim is partly secured and partly unsecured, state here the amount that is unsecured. If part of your claim is entitled to priority, state here the amount **not** entitled to priority.

### **7. Unsecured Priority Claim:**

Check the appropriate place if you have an unsecured priority claim, and state the amount entitled to priority. (See DEFINITIONS, above.) A claim may be partly priority and partly nonpriority if, for example, the claim is for more than the amount given priority by the law. Check the appropriate place to specify the type of priority claim.

### **8. Credits:**

By signing this proof of claim, you are stating under oath that in calculating the amount of your claim you have given the debtor credit for all payments received from the debtor.

### **9. Supporting Documents:**

You must attach to this proof of claim form copies of documents that show the debtor owes the debt claimed or, if the documents are too lengthy, a summary of those documents. If documents are not available, you must attach an explanation of why they are not available.

**Exhibit B**

**Form of Notice of Deadline For Filing**  
**Proofs of Claim**

NITED 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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NOTICE OF JULY [●], 2004 DEADLINE FOR FILING PROOFS OF CLAIM

TO ALL CREDITORS, EQUITY INTEREST HOLDERS OF THE DEBTORS, AND OTHER  
PARTIES-IN-INTEREST:

PLEASE TAKE NOTICE OF THE FOLLOWING:

In accordance with an order entered on June [ ], 2004, by the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), in the above-captioned Chapter 11 cases (the "Bar Date Order"), 5:00 p.m. Eastern Time on [ ], 2004, has been established as the general claims bar date (the "General Bar Date") in the chapter 11 cases of the above-captioned debtors and debtors-in-possession (collectively, the "Debtors"). A list of all Debtors in these chapter 11 cases is attached hereto as Exhibit A.

The General Bar Date and the procedures set forth below for filing proofs of claim apply to all claims against the Debtors that arose prior to May 27, 2004 (the "Petition Date"), the date on which the Debtors commenced cases under chapter 11 of the United States Bankruptcy Code, except for those holders of the claims listed in Section 4 below that are specifically excluded from the General Bar Date filing requirement.

**1. WHO MUST FILE A PROOF OF CLAIM**

You MUST file a proof of claim to share in distributions from the Debtors' bankruptcy estates if you have a claim that arose prior to May 27, 2004, and it is not one of the types of claim described in Section 4 below. Claims based on acts or omissions of the Debtors that occurred before the Petition Date must be filed on or prior to the General Bar Date, even if such claims are not now fixed, liquidated or certain or did not mature or become fixed, liquidated or certain before the Petition Date.

Under section 101(5) of the Bankruptcy Code and as used in this Notice, the word "claim" means: (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated,

fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

## **2. WHAT TO FILE**

The Debtors are enclosing a proof of claim form which you may use to file any claim you may have in these cases. If the Debtors scheduled you as a creditor in the Debtors' schedules of assets and liabilities, the form sets forth the amount of your claim as scheduled and whether the claim is scheduled as disputed, contingent or unliquidated. Additional proof of claim forms may be obtained at [www.uscourts.gov/bankform](http://www.uscourts.gov/bankform).

All proof of claim forms must be signed by the claimant or, if the claimant is not an individual, by a claimant's authorized agent. It must be written in English and be denominated in United States currency. You should attach to your completed proof of claim any documents on which the claim is based (if voluminous, attach a summary) or an explanation as to why the documents are not available.

Any holder of a claim against more than one Debtor must file a separate proof of claim with respect to each such Debtor and all holders of claims must identify on their proof of claim the specific Debtor against which their claim is asserted and the case number of that Debtor's bankruptcy case. A list of the names of the Debtors and their case numbers is attached hereto as Exhibit A.

## **3. WHEN AND WHERE TO FILE**

Except as provided for herein, all proofs of claim must be filed so as to be received on or before 5:00 p.m. Eastern Time on [\_\_\_\_], 2004, at the following address:

### **If sent by mail:**

United States Bankruptcy Court  
Southern District of New York  
Bowling Green Station  
P.O. Box 5043  
New York, New York 10274-5043

### **If sent by messenger or overnight courier:**

United States Bankruptcy Court  
Southern District of New York  
One Bowling Green  
Room 534  
New York, New York 10004

Proofs of claim will be deemed filed only when received at the addresses above on or before the General Bar Date. Proofs of claim may not be delivered by facsimile, telecopy or electronic mail transmission.

Governmental units may have until November 23, 2004, the date that is 180 days after the order for relief, to file proofs of claim.

#### 4. WHO NEED NOT FILE A PROOF OF CLAIM

You do **not** need to file a proof of claim on or prior to the General Bar Date if you are:

- 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 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 Corporation 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) 9.80% 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 of the Court applicable thereto.

If you are a holder of an equity interest in the Debtors, you need not file a proof of interest with respect to the ownership of such equity interest at this time. However, if you assert a claim against the Debtors, including a claim relating to such equity interest or the purchase or sale of such interest, a proof of such claim must be filed on or prior to the General Bar Date pursuant to procedures set forth in this Notice.

This notice is being sent to many persons and entities that have had some relationship with or have done business with the Debtors but may not have an unpaid claim against the Debtors. **The fact that you have received this notice does not necessarily mean that you have a claim or that the Debtors or the Court believe that you have a claim against the Debtors.**

#### **5. EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Any person or entity that has a claim arising from the rejection of an Executory Contract must file a proof of claim by the latest of (a) thirty-five (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.

#### **6. CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM BY THE GENERAL BAR DATE**

ANY HOLDER OF A CLAIM THAT IS NOT EXCEPTED FROM THE REQUIREMENTS OF THIS ORDER, AS SET FORTH IN SECTION 4 ABOVE, AND THAT FAILS TO TIMELY FILE A PROOF OF CLAIM IN THE APPROPRIATE FORM WILL BE BARRED FROM ASSERTING SUCH CLAIM AGAINST THE DEBTORS AND THEIR CHAPTER 11 ESTATES, FROM VOTING ON ANY PLAN OF REORGANIZATION FILED IN THESE CASES, AND FROM PARTICIPATING IN ANY DISTRIBUTION IN THE DEBTORS' CASES ON ACCOUNT OF SUCH CLAIM.

#### **7. THE DEBTORS' SCHEDULES AND ACCESS THERETO**

You may be listed as the holder of a claim against the Debtors in the Debtors' Schedules of Assets and Liabilities and/or Schedules of Executory Contracts and Unexpired Leases (collectively, the "Schedules").

To determine if and how you are listed on the Schedules, please refer to the descriptions set forth on the enclosed proof of claim forms regarding the nature, amount, and status of your claim(s).

As set forth above, if you agree with the nature, amount and status of your claim as listed in the Debtors' Schedules, and if your claim is not described as "disputed," "contingent," or "unliquidated," you need not file a proof of claim. Otherwise, or if you decide to file a proof of claim, you must do so before the General Bar Date in accordance with the procedures set forth in this Notice.

Copies of the Debtors' Schedules are available for inspection online at <http://www.bsillc.com> or on the 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 Schedules 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 Debtors' Schedules may also be obtained (a) upon written request to Debtors' counsel at the address set forth below or (b) upon written request to Bankruptcy Services, LLC, 757 Third Avenue, 3rd Floor, New York, NY 10017 or by telephone at (646) 282-2500.

**A holder of a possible claim against the Debtors should consult an attorney regarding any matters not covered by this notice, such as whether the holder should file a proof of claim.**

Dated: New York, New York  
June [ ], 2004

SKADDEN, ARPS, SLATE,  
MEAGHER & FLOM LLP  
Jay M. Goffman  
Frederick D. Morris  
Four Times Square  
New York, New York 10036-6522

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

**Exhibit A**

**Schedule of Debtors**

<b>DEBTOR</b>	<b>ADDRESS</b>	<b>CASE NO.</b>	<b>EID #</b>
Hot Spots Productions, Inc.	80 West End Avenue, New York, NY 10023	04-13637	11-3658121
RCN Corporation	105 Carnegie Center, Princeton, NJ 08540	04-13638	22-3498533
RLH Property Corporation	105 Carnegie Center, Princeton, NJ 08540	04-13639	22-3720727
RCN Finance, LLC	105 Carnegie Center, Princeton, NJ 08540	04-13640	22-3827831
TEC Air, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-13641	51-0320454