

EXHIBIT B

**UNITED STATES BANKRUPTCY COURT FOR THE
SOUTHERN DISTRICT OF NEW YORK**

PROOF OF CLAIM

Name of Debtor: **TEC Air, Inc.**

Case Number: **04-13641 (RDD)**

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 of Creditor and Address:

**International Business Machines Corporation
1B117 North Castle Drive
Armonk, NY 10504**

Telephone Number: **(914) 765-4295**

- Check box if you are aware that anyone else has filed a proof of claim relating claim. Attach copy statement giving partic
- Check box if you have received any notices fi bankruptcy court in this
- Check box if the differs from the address on the envelope sent to you by the court.

Filed: USBC - Southern District of New York
RCN Corporation, Et Al.
04-13638 (RDD) 0000001420



THIS SPACE IS FOR COURT USE ONLY

Account or other number by which creditor identifies debtor:

Check here replaces
or
if this claim: amends a previously filed claim

1. Basis for Claim:

- Goods sold
- Services performed
- Money loaned
- Personal injury/wrongful death
- Taxes
- Other: **Infringement of various IBM U.S. patents (See Attached)**

- Retiree benefits as defined in 11 U.S.C. § 1114(a)
- Wages, salaries, and compensations (Fill out below)
Your SS# _____
Unpaid compensations for services performed
from _____ to _____
(date) (date)

2. Date debt was incurred: August 1995 and has continued to the present

3. If court judgment, date obtained:

4. Total Amount of Claim at Time Case Filed: \$ Undetermined

If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 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: \$

6. Unsecured Priority Claim

Check this box if you have an unsecured priority claim.

Amount entitled to priority claim \$

Specify the priority of the claim:

- Wages, salaries, or commissions (up to \$4,300*), 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 \$1,950* 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 other penalties of governmental units — 11 U.S.C. § 507(a)(8)
- Other — Specify applicable paragraph of 11 U.S.C. § 507(a) _____

*Amounts are subject to adjustment on 4/1/98 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

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

8. 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.

9. 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.

SEND CLAIMS TO:

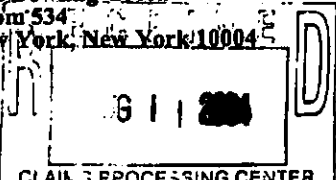
**United States Bankruptcy Court
Southern District of New York
One Bowling Green
Room 534
New York, New York 10004**

Date:

August 10, 2004

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):

Steven W. Meyer, Esq., Oppenheimer Wolff & Donnelly LLP



Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 1342 and 3571.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----x
In Re:

TEC AIR, INC.

Debtors.

Chapter 11

Case No. 04-13641 (RDD)

(Jointly Administered)

-----x

ADDENDUM TO PROOF OF CLAIM

1. This Proof of Claim is made for Creditor, International Business Machines Corporation ("IBM") and is signed by Steven W. Meyer, who is duly authorized to make this claim on behalf of IBM.
2. The correct name and address of IBM is as follows:

**International Business Machines Corporation
1B117 North Castle Drive
Armonk, New York 10504
Attn: Marc Sandy Block**

3. At the time of the filing of the petition in this case, TEC Air, Inc. (the "Debtor") was, and still is, indebted or liable to IBM, excluding all postpetition interest and other charges, if any, and including applicable prepetition interest or other charges, if any, in the amount shown on the right.

**TOTAL AMOUNT
-- CLAIMED --
\$ Undetermined**

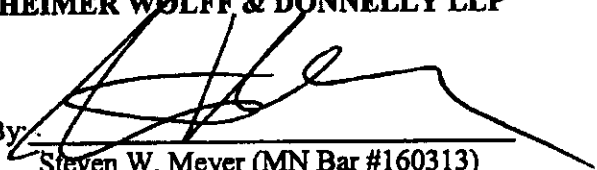
4. This claim is based upon the Debtor's infringement of many of IBM's patents, including, but not limited to the following US patents: 4,805,134, 5,319,542, 5,442,771, 5,758,072, 5,347,632, and 5,796,967. RCN was sent notice of its infringement of IBM patents on April 26, 1999. IBM claims that Erols Internet, Inc. ("Erols"), a predecessor of the Debtor, has infringed on IBM patents since 1995. IBM asserts that both Erols and the Debtor have infringed on IBM patents.
5. IBM files this proof of claim as an unsecured nonpriority claim for prepetition amounts owed to IBM. In the event that the Debtor, or anyone on the Debtor's behalf, asserts a claim against IBM in these bankruptcy proceedings, this claim may be secured by a right of setoff pursuant to §§506(a) and 553 of the Bankruptcy Code. IBM reserves all of its rights of setoff and/or recoupment.
6. No priority is asserted for this claim pursuant to 11 U.S.C. §507(a). To the extent this claim is entitled to priority as a post-petition administrative expense claim, IBM reserves its right to file a separate request for payment under 11 U.S.C. §503(b).

7. All payments on this claim have been credited and deducted for the purpose of making this proof of claim. No judgment has been rendered on this claim.
8. IBM reserves the right to amend this claim.
9. This claim is filed as a:

SECURED CLAIM	\$	n/a
UNSECURED PRIORITY CLAIM	\$	n/a
UNSECURED NONPRIORITY CLAIM	\$	Undetermined

OPPENHEIMER WOLFF & DONNELLY LLP

Dated: August 10, 2004

By: 

Steven W. Meyer (MN Bar #160313)
Lara O. Glaesman (MN Bar #316866)
3300 Plaza VII
45 South Seventh Street
Minneapolis, Minnesota 55402
Telephone: (612) 607-7000
Facsimile: (612) 607-7100

**ATTORNEYS FOR INTERNATIONAL
BUSINESS MACHINES CORPORATION**

**UNITED STATES BANKRUPTCY COURT FOR THE
SOUTHERN DISTRICT OF NEW YORK**

PROOF OF CLAIM

Name of Debtor: **RCN Finance, LLC**

Case Number: **04-13640 (RDD)**

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 of Creditor and Address:

**International Business Machines Corporation
1B117 North Castle Drive
Armonk, NY 10504**

Telephone Number: **(914) 765-4295**

- Check box if you are aware that anyone has filed a proof of claim. Attach statement giving details.
- Check box if you received any bankruptcy claim.
- Check box if the address on the envelope sent to you by the court differs from the address on the envelope sent to you by the court.

Filed: USBC - Southern District of New York
RCN Corporation, Et Al.
04-13638 (RDD) 0000001421



THIS SPACE IS FOR COURT USE ONLY

Account or other number by which creditor identifies debtor:

Check here replaces or amends a previously filed claim if this claim:

1. Basis for Claim:

- Goods sold
- Services performed
- Money loaned
- Personal injury/wrongful death
- Taxes

Other: **Infringement of various IBM U.S. patents (See Attached)**

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

Your SS# _____
Unpaid compensations for services performed from _____ to _____ (date) (date)

2. Date debt was incurred: August 1995 and has continued to the present

3. If court judgment, date obtained:

4. Total Amount of Claim at Time Case Filed: \$ Undetermined
If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 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: \$

6. Unsecured Priority Claim

Check this box if you have an unsecured priority claim.

Amount entitled to priority claim \$

Specify the priority of the claim:

- Wages, salaries, or commissions (up to \$4,300*), 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 \$1,950* 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 other penalties of governmental units — 11 U.S.C. § 507(a)(8)
- Other — Specify applicable paragraph of 11 U.S.C. § 507(a) _____

*Amounts are subject to adjustment on 4/1/98 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

- 7. Credits:** The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.
- 8. 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.
- 9. 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.

SEND CLAIMS TO:

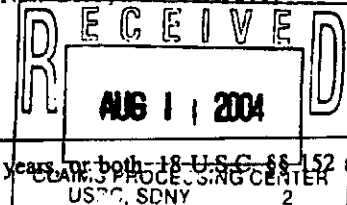
United States Bankruptcy Court
Southern District of New York
One Bowling Green
Room 534
New York, New York 10004

Date:

August 10, 2004

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):

Steven W. Meyer, Esq., Oppenheimer Wolff & Donnelly LLP



Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both — 18 U.S.C. §§ 152 and 3571.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----x
In Re:

RCN FINANCE, LLC

Debtors.

Chapter 11

Case No. 04-13640 (RDD)

(Jointly Administered)

-----x

ADDENDUM TO PROOF OF CLAIM

1. This Proof of Claim is made for Creditor, International Business Machines Corporation ("IBM") and is signed by Steven W. Meyer, who is duly authorized to make this claim on behalf of IBM.
2. The correct name and address of IBM is as follows:

**International Business Machines Corporation
1B117 North Castle Drive
Armonk, New York 10504
Attn: Marc Sandy Block**

3. At the time of the filing of the petition in this case, RCN Finance, LLC (the "Debtor") was, and still is, indebted or liable to IBM, excluding all postpetition interest and other charges, if any, and including applicable prepetition interest or other charges, if any, in the amount shown on the right.

**TOTAL AMOUNT
-- CLAIMED --
\$ Undetermined**

4. This claim is based upon the Debtor's infringement of many of IBM's patents, including, but not limited to the following US patents: 4,805,134, 5,319,542, 5,442,771, 5,758,072, 5,347,632, and 5,796,967. RCN was sent notice of its infringement of IBM patents on April 26, 1999. IBM claims that Erols Internet, Inc. ("Erols"), a predecessor of the Debtor, has infringed on IBM patents since 1995. IBM asserts that both Erols and the Debtor have infringed on IBM patents.
5. IBM files this proof of claim as an unsecured nonpriority claim for prepetition amounts owed to IBM. In the event that the Debtor, or anyone on the Debtor's behalf, asserts a claim against IBM in these bankruptcy proceedings, this claim may be secured by a right of setoff pursuant to §§506(a) and 553 of the Bankruptcy Code. IBM reserves all of its rights of setoff and/or recoupment.
6. No priority is asserted for this claim pursuant to 11 U.S.C. §507(a). To the extent this claim is entitled to priority as a post-petition administrative expense claim, IBM reserves its right to file a separate request for payment under 11 U.S.C. §503(b).

7. All payments on this claim have been credited and deducted for the purpose of making this proof of claim. No judgment has been rendered on this claim.
8. IBM reserves the right to amend this claim.
9. This claim is filed as a:

SECURED CLAIM	\$	n/a
UNSECURED PRIORITY CLAIM	\$	n/a
UNSECURED NONPRIORITY CLAIM	\$	Undetermined

OPPENHEIMER WOLFF & DONNELLY LLP

Dated: August 10, 2004

By: 

Steven W. Meyer (MN Bar #160313)

Lara O. Glaesman (MN Bar #316866)

3300 Plaza VII

45 South Seventh Street

Minneapolis, Minnesota 55402

Telephone: (612) 607-7000

Facsimile: (612) 607-7100

**ATTORNEYS FOR INTERNATIONAL
BUSINESS MACHINES CORPORATION**

**UNITED STATES BANKRUPTCY COURT FOR THE
SOUTHERN DISTRICT OF NEW YORK**

PROOF OF CLAIM

Name of Debtor: **RLH Property Corporation**

Case Number: **04-13639 (RDD)**

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 of Creditor and Address:

**International Business Machines Corporation
1B117 North Castle Drive
Armonk, NY 10504**

Telephone Number: **(914) 765-4295**

- Check box if you are aware that anyone else has proof of claim relating claim. Attach copy statement giving particular.
- Check box if you have received any notices of bankruptcy court in this.
- Check box if the address differs from the address on the envelope sent to you by the court.

Filed: USBC - Southern District of New York
RCN Corporation, ET AL
04-13638 (RDD) 0000001422



THIS SPACE IS FOR COURT USE ONLY

Account or other number by which creditor identifies debtor:

Check here replaces
or
if this claim: amends a previously filed claim

1. Basis for Claim:

- Goods sold
- Services performed
- Money loaned
- Personal injury/wrongful death
- Taxes

Other: **Infringement of various IBM U.S. patents (See Attached)**

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

Your SS# _____
Unpaid compensations for services performed
from _____ (date) to _____ (date)

2. Date debt was incurred: August 1995 and has continued to the present

3. If court judgment, date obtained:

4. Total Amount of Claim at Time Case Filed: \$ Undetermined

If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 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: \$

6. Unsecured Priority Claim

Check this box if you have an unsecured priority claim.

Amount entitled to priority claim \$

Specify the priority of the claim:

- Wages, salaries, or commissions (up to \$4,300*), 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 \$1,950* 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 other penalties of governmental units — 11 U.S.C. § 507(a)(8)
- Other — Specify applicable paragraph of 11 U.S.C. § 507(a) _____

*Amounts are subject to adjustment on 4/1/98 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

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

8. 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.

9. 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.

SEND CLAIMS TO:

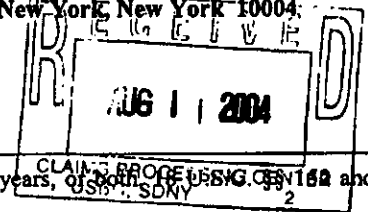
United States Bankruptcy Court
Southern District of New York
One Bowling Green
Room 534
New York, New York 10004

Date:

August 10, 2004

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):

Steven W. Meyer, Esq., Oppenheimer Wolff & Donnelly LLP



Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both, or both and 3571.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----x
In Re:

Chapter 11

RLH PROPERTY CORPORATION

Case No. 04-13639 (RDD)

Debtors.

(Jointly Administered)

-----x

ADDENDUM TO PROOF OF CLAIM

1. This Proof of Claim is made for Creditor, International Business Machines Corporation ("IBM") and is signed by Steven W. Meyer, who is duly authorized to make this claim on behalf of IBM.
2. The correct name and address of IBM is as follows:

**International Business Machines Corporation
1B117 North Castle Drive
Armonk, New York 10504
Attn: Marc Sandy Block**

3. At the time of the filing of the petition in this case, RLH Property Corporation (the "Debtor") was, and still is, indebted or liable to IBM, excluding all postpetition interest and other charges, if any, and including applicable prepetition interest or other charges, if any, in the amount shown on the right.
4. This claim is based upon the Debtor's infringement of many of IBM's patents, including, but not limited to the following US patents: 4,805,134, 5,319,542, 5,442,771, 5,758,072, 5,347,632, and 5,796,967. The Debtor was sent notice of its infringement of IBM patents on April 26, 1999. IBM claims that Erols Internet, Inc. ("Erols"), a predecessor of the Debtor, has infringed on IBM patents since 1995. IBM asserts that both Erols and the Debtor have infringed on IBM patents.
5. IBM files this proof of claim as an unsecured nonpriority claim for prepetition amounts owed to IBM. In the event that the Debtor, or anyone on the Debtor's behalf, asserts a claim against IBM in these bankruptcy proceedings, this claim may be secured by a right of setoff pursuant to §§506(a) and 553 of the Bankruptcy Code. IBM reserves all of its rights of setoff and/or recoupment.

TOTAL AMOUNT - CLAIMED - \$ Undetermined

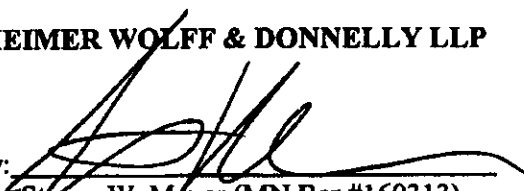
6. No priority is asserted for this claim pursuant to 11 U.S.C. §507(a). To the extent this claim is entitled to priority as a post-petition administrative expense claim, IBM reserves its right to file a separate request for payment under 11 U.S.C. §503(b).
7. All payments on this claim have been credited and deducted for the purpose of making this proof of claim. No judgment has been rendered on this claim.
8. IBM reserves the right to amend this claim.
9. This claim is filed as a:

SECURED CLAIM	\$	n/a
UNSECURED PRIORITY CLAIM	\$	n/a
UNSECURED NONPRIORITY CLAIM	\$	Undetermined

OPPENHEIMER WOLFF & DONNELLY LLP

Dated: August 10, 2004

By:


Steven W. Meyer (MN Bar #160313)
Lara O. Glaesman (MN Bar #316866)
3300 Plaza VII
45 South Seventh Street
Minneapolis, Minnesota 55402
Telephone: (612) 607-7000
Facsimile: (612) 607-7100

**ATTORNEYS FOR INTERNATIONAL
BUSINESS MACHINES CORPORATION**

**UNITED STATES BANKRUPTCY COURT FOR THE
SOUTHERN DISTRICT OF NEW YORK**

PROOF OF CLAIM

Name of Debtor: **Hot Spots Productions, Inc.**

Case Number: **04-13637 (RDD)**

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 of Creditor and Address:

**International Business Machines Corporation
1B117 North Castle Drive
Armonk, NY 10504**

Telephone Number: **(914) 765-4295**

- Check box if you are aware that anyone else has filed proof of claim relating to this claim. Attach copy of statement giving particular details.
- Check box if you have received any notices from bankruptcy court in this case.
- Check box if the address differs from the address on the envelope sent to you by the court.

Filed: USBC - Southern District of New York
RCN Corporation, Et Al
04-13638 (RDD) 0000001423



THIS SPACE IS FOR COURT USE ONLY

Account or other number by which creditor identifies debtor:

Check here replaces or amends a previously filed claim

1. Basis for Claim:

- Goods sold
- Services performed
- Money loaned
- Personal injury/wrongful death
- Taxes

Other: **Infringement of various IBM U.S. patents (See Attached)**

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

Your SS# _____
Unpaid compensations for services performed from _____ to _____ (date) (date)

2. Date debt was incurred: August 1995 and has continued to the present

3. If court judgment, date obtained:

4. Total Amount of Claim at Time Case Filed: \$ Undetermined

If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 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: \$

6. Unsecured Priority Claim

Check this box if you have an unsecured priority claim.

Amount entitled to priority claim \$

Specify the priority of the claim:

- Wages, salaries, or commissions (up to \$4,300*), 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 \$1,950* 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 other penalties of governmental units — 11 U.S.C. § 507(a)(8)
- Other — Specify applicable paragraph of 11 U.S.C. § 507(a) _____

*Amounts are subject to adjustment on 4/1/98 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

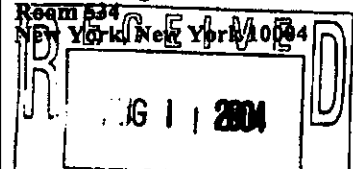
7. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.

8. 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.

9. 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.

SEND CLAIMS TO:

United States Bankruptcy Court
Southern District of New York
One Bowling Green



Date:

August 10, 2004

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):

Steven W. Meyer, Esq., Oppenheimer Wolff & Donnelly LLP

CLAIMS PROCESSING CENTER
U.S. BANKRUPTCY COURT

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both, 11 U.S.C. §§ 152 and 3571.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In Re:

Chapter 11

HOT SPOTS PRODUCTIONS, INC.

Case No. 04-13637 (RDD)

Debtors.

(Jointly Administered)

-----X

ADDENDUM TO PROOF OF CLAIM

1. This Proof of Claim is made for Creditor, International Business Machines Corporation ("IBM") and is signed by Steven W. Meyer, who is duly authorized to make this claim on behalf of IBM.
2. The correct name and address of IBM is as follows:

**International Business Machines Corporation
1B117 North Castle Drive
Armonk, New York 10504
Attn: Marc Sandy Block**

3. At the time of the filing of the petition in this case, Hot Spots Productions, Inc. (the "Debtor") was, and still is, indebted or liable to IBM, excluding all postpetition interest and other charges, if any, and including applicable prepetition interest or other charges, if any, in the amount shown on the right.

TOTAL AMOUNT -- CLAIMED -- \$ Undetermined

4. This claim is based upon the Debtor's infringement of many of IBM's patents, including, but not limited to the following US patents: 4,805,134, 5,319,542, 5,442,771, 5,758,072, 5,347,632, and 5,796,967. The Debtor was sent notice of its infringement of IBM patents on April 26, 1999. IBM claims that Erols Internet, Inc. ("Erols"), a predecessor of the Debtor, has infringed on IBM patents since 1995. IBM asserts that both Erols and the Debtor have infringed on IBM patents.
5. IBM files this proof of claim as an unsecured nonpriority claim for prepetition amounts owed to IBM. In the event that the Debtor, or anyone on the Debtor's behalf, asserts a claim against IBM in these bankruptcy proceedings, this claim may be secured by a right of setoff pursuant to §§506(a) and 553 of the Bankruptcy Code. IBM reserves all of its rights of setoff and/or recoupment.
6. No priority is asserted for this claim pursuant to 11 U.S.C. §507(a). To the extent this claim is entitled to priority as a post-petition administrative expense claim, IBM reserves its right to file a separate request for payment under 11 U.S.C. §503(b).

7. All payments on this claim have been credited and deducted for the purpose of making this proof of claim. No judgment has been rendered on this claim.
8. IBM reserves the right to amend this claim.
9. This claim is filed as a:

SECURED CLAIM	\$	n/a
UNSECURED PRIORITY CLAIM	\$	n/a
UNSECURED NONPRIORITY CLAIM	\$	Undetermined

OPPENHEIMER WOLFF & DONNELLY LLP

Dated: August 10, 2004

By: 

Steven W. Meyer (MN Bar #160313)

Lara O. Glaesman (MN Bar #316866)

3300 Plaza VII

45 South Seventh Street

Minneapolis, Minnesota 55402

Telephone: (612) 607-7000

Facsimile: (612) 607-7100

**ATTORNEYS FOR INTERNATIONAL
BUSINESS MACHINES CORPORATION**

**UNITED STATES BANKRUPTCY COURT FOR THE
SOUTHERN DISTRICT OF NEW YORK**

PROOF OF CLAIM

Name of Debtor: **RCN Corporation, et al.**

Case Number: **04-13638 (RDD)**

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 of Creditor and Address:

**International Business Machines Corporation
1B117 North Castle Drive
Armonk, NY 10504**

Telephone Number: **(914) 765-4295**

- Check box if you are aware that anyone else has filed a proof of claim relating claim. Attach co statement giving partic
- Check box if you have received any notices bankruptcy court in th
- Check box if the differs from the address on the envelope sent to you by the court.

Filed: USBC - Southern District of New York
RCN Corporation, Et Al
04-13638 (RDD) 0000001424



THIS SPACE IS FOR COURT USE ONLY

Account or other number by which creditor identifies debtor:

Check here replaces
or
if this claim: amends a previously filed claim

1. Basis for Claim:

- Goods sold
- Services performed
- Money loaned
- Personal injury/wrongful death
- Taxes
- Other: **Infringement of various IBM U.S. patents (See Attached)**

- Retiree benefits as defined in 11 U.S.C. § 1114(a)
- Wages, salaries, and compensations (Fill out below)
Your SS# _____
Unpaid compensations for services performed
from _____ to _____
(date) (date)

2. Date debt was incurred: August 1995 and has continued to the present

3. If court judgment, date obtained:

4. Total Amount of Claim at Time Case Filed: \$37,600,000.00

\$37,600,000.00

If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 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: \$

6. Unsecured Priority Claim

Check this box if you have an unsecured priority claim.

Amount entitled to priority claim \$

Specify the priority of the claim:

- Wages, salaries, or commissions (up to \$4,300*), 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 \$1,950* 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 other penalties of governmental units — 11 U.S.C. § 507(a)(8)
- Other — Specify applicable paragraph of 11 U.S.C. § 507(a) _____

*Amounts are subject to adjustment on 4/1/98 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

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

8. 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.

9. 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.

SEND CLAIMS TO:

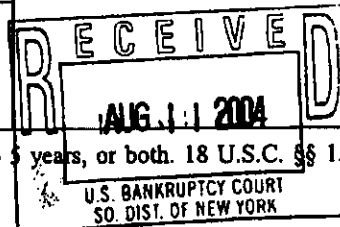
United States Bankruptcy Court
Southern District of New York
One Bowling Green
Room 534
New York, New York 10004

Date:

August 10, 2004

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)

Steven W. Meyer, Esq., Oppenheimer Wolff & Donnelly LLP



Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In Re:

Chapter 11

RCN CORPORATION, et al.,

Case No. 04-13638 (RDD)

Debtors.

(Jointly Administered)

-----X

ADDENDUM TO PROOF OF CLAIM

1. This Proof of Claim is made for Creditor, International Business Machines Corporation ("IBM") and is signed by Steven W. Meyer, who is duly authorized to make this claim on behalf of IBM.
2. The correct name and address of IBM is as follows:

**International Business Machines Corporation
1B117 North Castle Drive
Armonk, New York 10504
Attn: Marc Sandy Block**

3. At the time of the filing of the petition in this case, RCN Corporation, et al. (the "Debtor") was, and still is, indebted or liable to IBM, excluding all postpetition interest and other charges, if any, and including applicable prepetition interest or other charges, if any, in the amount shown on the right.

TOTAL AMOUNT - CLAIMED - \$ 37,600,000.00
--

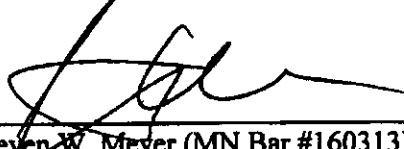
4. This claim is based upon the Debtor's infringement of many of IBM's patents, including, but not limited to the following US patents: 4,805,134, 5,319,542, 5,442,771, 5,758,072, 5,347,632, and 5,796,967. The Debtor was sent notice of its infringement of IBM patents on April 26, 1999. IBM claims that Erols Internet, Inc. ("Erols"), a predecessor of the Debtor, has infringed on IBM patents since 1995. IBM asserts that both Erols and the Debtor have infringed on IBM patents.
5. IBM files this proof of claim as an unsecured nonpriority claim for prepetition amounts owed to IBM. In the event that the Debtor, or anyone on the Debtor's behalf, asserts a claim against IBM in these bankruptcy proceedings, this claim may be secured by a right of setoff pursuant to §§506(a) and 553 of the Bankruptcy Code. IBM reserves all of its rights of setoff and/or recoupment.
6. No priority is asserted for this claim pursuant to 11 U.S.C. §507(a). To the extent this claim is entitled to priority as a post-petition administrative expense claim, IBM reserves its right to file a separate request for payment under 11 U.S.C. §503(b).

7. All payments on this claim have been credited and deducted for the purpose of making this proof of claim. No judgment has been rendered on this claim.
8. IBM reserves the right to amend this claim.
9. This claim is filed as a:

SECURED CLAIM	\$	n/a
UNSECURED PRIORITY CLAIM	\$	n/a
UNSECURED NONPRIORITY CLAIM	\$	37,600,000.00

OPPENHEIMER WOLFF & DONNELLY LLP

Dated: August 10, 2004

By: 
Steven W. Meyer (MN Bar #160313)
Lara O. Glaesman (MN Bar #316866)
3300 Plaza VII
45 South Seventh Street
Minneapolis, Minnesota 55402
Telephone: (612) 607-7000
Facsimile: (612) 607-7100

**ATTORNEYS FOR INTERNATIONAL
BUSINESS MACHINES CORPORATION**

**UNITED STATES BANKRUPTCY COURT FOR THE
SOUTHERN DISTRICT OF NEW YORK**

PROOF OF CLAIM

Name of Debtor: **RCN Cable TV of Chicago, Inc.**

Case Number: **04-15120 (RDD)**

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 of Creditor and Address:

**International Business Machines Corporation
1B117 North Castle Drive
Armonk, NY 10504**

Telephone Number: **(914) 765-4295**

- Check box if you are aware that anyone else has filed proof of claim relating to claim. Attach copy statement giving particular
- Check box if you have not received any notices from bankruptcy court in this case
- Check box if the address differs from the address on the envelope sent to you by the court.

Filed: USBC - Southern District of New York
RCN Corporation, Et Al.
04-13638 (RDD) 000002041



THIS SPACE IS FOR COURT USE ONLY

Account or other number by which creditor identifies debtor:

Check here replaces
or
if this claim: amends a previously filed claim

1. Basis for Claim:

- Goods sold
- Services performed
- Money loaned
- Personal injury/wrongful death
- Taxes

Other: **Infringement of various IBM U.S. patents (See Attached)**

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

Your SS# _____
Unpaid compensations for services performed
from _____ to _____
(date) (date)

2. Date debt was incurred: August 1995 and has continued to the present

3. If court judgment, date obtained:

4. Total Amount of Claim at Time Case Filed: \$ Undetermined

If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 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: \$

6. Unsecured Priority Claim

Check this box if you have an unsecured priority claim.

Amount entitled to priority claim \$

Specify the priority of the claim:

- Wages, salaries, or commissions (up to \$4,300*), 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 \$1,950* 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 other penalties of governmental units — 11 U.S.C. § 507(a)(8)
- Other — Specify applicable paragraph of 11 U.S.C. § 507(a) _____

*Amounts are subject to adjustment on 4/1/98 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

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

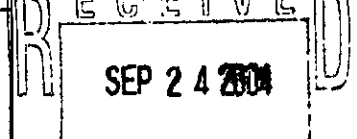
8. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents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

9. 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.

SEND CLAIMS TO:

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

New York, New York 10004-1408



Date:

**September 23,
2004**

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):

Steven W. Meyer, Esq., Oppenheimer Wolff & Donnelly LLP

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both, 18 U.S.C. §§ 152 and 3571.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In Re:

Chapter 11

RCN CABLE TV OF CHICAGO, INC.

Case No. 04-15120 (RDD)

Debtor.

(Jointly Administered)

-----X

ADDENDUM TO PROOF OF CLAIM

1. This Proof of Claim is made for Creditor, International Business Machines Corporation ("IBM") and is signed by Steven W. Meyer, who is duly authorized to make this claim on behalf of IBM.
2. The correct name and address of IBM is as follows:

**International Business Machines Corporation
1B117 North Castle Drive
Armonk, New York 10504
Attn: Marc Sandy Block**

3. At the time of the filing of the petition in this case, RCN Cable TV of Chicago, Inc. (the "Debtor") was, and still is, indebted or liable to IBM, excluding all postpetition interest and other charges, if any, and including applicable prepetition interest or other charges, if any, in the amount shown on the right.

TOTAL AMOUNT -- CLAIMED -- \$ Undetermined

4. This claim is based upon the Debtor's infringement of many of IBM's patents, including, but not limited to the following US patents: 4,805,134, 5,319,542, 5,442,771, 5,758,072, 5,347,632, and 5,796,967. The Debtor was sent notice of its infringement of IBM patents on April 26, 1999. IBM claims that Erols Internet, Inc. ("Erols"), a predecessor of the Debtor, has infringed on IBM patents since 1995. IBM asserts that both Erols and the Debtor have infringed on IBM patents.
5. IBM files this proof of claim as an unsecured nonpriority claim for prepetition amounts owed to IBM. In the event that the Debtor, or anyone on the Debtor's behalf, asserts a claim against IBM in these bankruptcy proceedings, this claim may be secured by a right of setoff pursuant to §§506(a) and 553 of the Bankruptcy Code. IBM reserves all of its rights of setoff and/or recoupment.

6. No priority is asserted for this claim pursuant to 11 U.S.C. §507(a). To the extent this claim is entitled to priority as a post-petition administrative expense claim, IBM reserves its right to file a separate request for payment under 11 U.S.C. §503(b).
7. All payments on this claim have been credited and deducted for the purpose of making this proof of claim. No judgment has been rendered on this claim.
8. IBM reserves the right to amend this claim.
9. This claim is filed as a:

SECURED CLAIM	\$	n/a
UNSECURED PRIORITY CLAIM	\$	n/a
UNSECURED NONPRIORITY CLAIM	\$	Undetermined

OPPENHEIMER WOLFF & DONNELLY LLP

Dated: September 23 2004

By: 

Steven W. Meyer (MN Bar #160313)

Lara O. Glaesman (MN Bar #316866)

3300 Plaza VII

45 South Seventh Street

Minneapolis, Minnesota 55402

Telephone: (612) 607-7000

Facsimile: (612) 607-7100

**ATTORNEYS FOR INTERNATIONAL
BUSINESS MACHINES CORPORATION**

**UNITED STATES BANKRUPTCY COURT FOR THE
SOUTHERN DISTRICT OF NEW YORK**

PROOF OF CLAIM

Name of Debtor: **21st Century Telecom Services, Inc.**

Case Number: **04-15507 (RDD)**

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 of Creditor and Address:

**International Business Machines Corporation
1B117 North Castle Drive
Armonk, NY 10504**

Telephone Number: **(914) 765-4295**

- Check box if you are aware that anyone else has filed a proof of claim re' claim. Attach statement giving 1
- Check box if you received any noti bankruptcy court
- Check box if differs from the address on the envelope sent to you by the court.

Filed: USBC - Southern District of New York
RCN Corporation, Et Al.
04-13638 (RDD) 0000002042



THIS SPACE IS FOR COURT USE ONLY

Account or other number by which creditor identifies debtor:

Check here replaces
or
if this claim: amends a previously filed claim

1. Basis for Claim:

- Goods sold
- Services performed
- Money loaned
- Personal injury/wrongful death
- Taxes
- Other: **Infringement of various IBM U.S. patents (See Attached)**

- Retiree benefits as defined in 11 U.S.C. § 1114(a)
- Wages, salaries, and compensations (Fill out below)
Your SS# _____
Unpaid compensations for services performed
from _____ to _____
(date) (date)

2. Date debt was incurred: August 1995 and has continued to the present

3. If court judgment, date obtained:

4. Total Amount of Claim at Time Case Filed: \$ Undetermined

- If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 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: \$

6. Unsecured Priority Claim

- Check this box if you have an unsecured priority claim.

Amount entitled to priority claim \$

Specify the priority of the claim:

- Wages, salaries, or commissions (up to \$4,300*), 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 \$1,950* 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 other penalties of governmental units — 11 U.S.C. § 507(a)(8)
- Other — Specify applicable paragraph of 11 U.S.C. § 507(a) _____

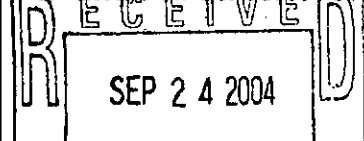
*Amounts are subject to adjustment on 4/1/98 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

- 7. Credits:** The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.
- 8. 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.
- 9. 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.

SEND CLAIMS TO:

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

New York, New York 10004-1408



Date:

**September 23,
2004**

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):

Steven W. Meyer, Esq., Oppenheimer Wolff & Donnelly LLP

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both, and costs.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In Re:

21st CENTURY TELECOM
SERVICES, INC.

Debtor.
-----X

Chapter 11

Case No. 04-15507 (RDD)

(Jointly Administered)

ADDENDUM TO PROOF OF CLAIM

1. This Proof of Claim is made for Creditor, International Business Machines Corporation ("IBM") and is signed by Steven W. Meyer, who is duly authorized to make this claim on behalf of IBM.
2. The correct name and address of IBM is as follows:

**International Business Machines Corporation
1B117 North Castle Drive
Armonk, New York 10504
Attn: Marc Sandy Block**

3. At the time of the filing of the petition in this case, 21st Century Telecom Services, Inc. (the "Debtor") was, and still is, indebted or liable to IBM, excluding all postpetition interest and other charges, if any, and including applicable prepetition interest or other charges, if any, in the amount shown on the right.

TOTAL AMOUNT -- CLAIMED -- \$ Undetermined

4. This claim is based upon the Debtor's infringement of many of IBM's patents, including, but not limited to the following US patents: 4,805,134, 5,319,542, 5,442,771, 5,758,072, 5,347,632, and 5,796,967. The Debtor was sent notice of its infringement of IBM patents on April 26, 1999. IBM claims that Erols Internet, Inc. ("Erols"), a predecessor of the Debtor, has infringed on IBM patents since 1995. IBM asserts that both Erols and the Debtor have infringed on IBM patents.
5. IBM files this proof of claim as an unsecured nonpriority claim for prepetition amounts owed to IBM. In the event that the Debtor, or anyone on the Debtor's behalf, asserts a claim against IBM in these bankruptcy proceedings, this claim may be secured by a right of setoff pursuant to §§506(a) and 553 of the Bankruptcy Code. IBM reserves all of its rights of setoff and/or recoupment.

6. No priority is asserted for this claim pursuant to 11 U.S.C. §507(a). To the extent this claim is entitled to priority as a post-petition administrative expense claim, IBM reserves its right to file a separate request for payment under 11 U.S.C. §503(b).
7. All payments on this claim have been credited and deducted for the purpose of making this proof of claim. No judgment has been rendered on this claim.
8. IBM reserves the right to amend this claim.
9. This claim is filed as a:

SECURED CLAIM	\$	n/a
UNSECURED PRIORITY CLAIM	\$	n/a
UNSECURED NONPRIORITY CLAIM	\$	Undetermined

OPPENHEIMER WOLFF & DONNELLY LLP

Dated: September 23, 2004

By: 

Steven W. Meyer (MN Bar #160313)
Lara O. Glaesman (MN Bar #316866)

3300 Plaza VII
45 South Seventh Street
Minneapolis, Minnesota 55402
Telephone: (612) 607-7000
Facsimile: (612) 607-7100

**ATTORNEYS FOR INTERNATIONAL
BUSINESS MACHINES CORPORATION**

**UNITED STATES BANKRUPTCY COURT FOR THE
SOUTHERN DISTRICT OF NEW YORK**

PROOF OF CLAIM

Name of Debtor: **RCN Telecom Services
of Virginia, Inc.**

Case Number: **04-15508 (RDD)**

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 of Creditor and Address:

**International Business Machines Corporation
1B117 North Castle Drive
Armonk, NY 10504**

Telephone Number: **(914) 765-4295**

- Check box if you are that anyone else has proof of claim relating claim. Attach copy statement giving particulars.
- Check box if you have 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.

Filed: USBC - Southern District of New York
RCN Corporation, Et Al.
04-13638 (RDD) 0000002043



THIS SPACE IS FOR COURT USE ONLY

Account or other number by which creditor identifies debtor:

Check here replaces
or
if this claim: amends a previously filed claim

1. Basis for Claim:

- Goods sold
- Services performed
- Money loaned
- Personal injury/wrongful death
- Taxes
- Other: **Infringement of various IBM U.S. patents (See Attached)**

- Retiree benefits as defined in 11 U.S.C. § 1114(a)
- Wages, salaries, and compensations (Fill out below)
Your SS# _____
Unpaid compensations for services performed from _____ to _____
(date) (date)

2. Date debt was incurred: August 1995 and has continued to the present

3. If court judgment, date obtained:

4. Total Amount of Claim at Time Case Filed: \$ Undetermined

- If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 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: \$

6. Unsecured Priority Claim

- Check this box if you have an unsecured priority claim.
Amount entitled to priority claim \$
Specify the priority of the claim:
 - Wages, salaries, or commissions (up to \$4,300*), 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 \$1,950* 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 other penalties of governmental units — 11 U.S.C. § 507(a)(8)
 - Other — Specify applicable paragraph of 11 U.S.C. § 507(a) _____
- *Amounts are subject to adjustment on 4/1/98 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

- 7. Credits:** The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.
- 8. 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.
- 9. 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.

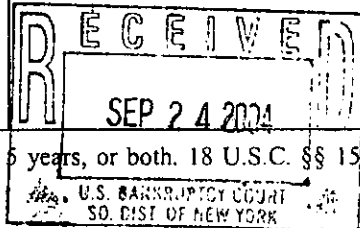
SEND CLAIMS TO:

**United States Bankruptcy Court
Southern District of New York
One Bowling Green
Room 534
New York, New York 10004-1408**

Date:
**September 23,
2004**

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):

Steven W. Meyer, Esq., Oppenheimer Wolff & Donnelly LLP



Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In Re:

RCN TELECOM SERVICES
OF VIRGINIA, INC.

Debtor.
-----X

Chapter 11

Case No. 04-15508 (RDD)

(Jointly Administered)

ADDENDUM TO PROOF OF CLAIM

1. This Proof of Claim is made for Creditor, International Business Machines Corporation ("IBM") and is signed by Steven W. Meyer, who is duly authorized to make this claim on behalf of IBM.
2. The correct name and address of IBM is as follows:

**International Business Machines Corporation
1B117 North Castle Drive
Armonk, New York 10504
Attn: Marc Sandy Block**

3. At the time of the filing of the petition in this case, RCN Telecom Services of Virginia, Inc. (the "Debtor") was, and still is, indebted or liable to IBM, excluding all postpetition interest and other charges, if any, and including applicable prepetition interest or other charges, if any, in the amount shown on the right.

<p>TOTAL AMOUNT -- CLAIMED -- \$ Undetermined</p>
--

4. This claim is based upon the Debtor's infringement of many of IBM's patents, including, but not limited to the following US patents: 4,805,134, 5,319,542, 5,442,771, 5,758,072, 5,347,632, and 5,796,967. The Debtor was sent notice of its infringement of IBM patents on April 26, 1999. IBM claims that Erols Internet, Inc. ("Erols"), a predecessor of the Debtor, has infringed on IBM patents since 1995. IBM asserts that both Erols and the Debtor have infringed on IBM patents.
5. IBM files this proof of claim as an unsecured nonpriority claim for prepetition amounts owed to IBM. In the event that the Debtor, or anyone on the Debtor's behalf, asserts a claim against IBM in these bankruptcy proceedings, this claim may be secured by a right of setoff pursuant to §§506(a) and 553 of the Bankruptcy Code. IBM reserves all of its rights of setoff and/or recoupment.

6. No priority is asserted for this claim pursuant to 11 U.S.C. §507(a). To the extent this claim is entitled to priority as a post-petition administrative expense claim, IBM reserves its right to file a separate request for payment under 11 U.S.C. §503(b).
7. All payments on this claim have been credited and deducted for the purpose of making this proof of claim. No judgment has been rendered on this claim.
8. IBM reserves the right to amend this claim.
9. This claim is filed as a:

SECURED CLAIM	\$	n/a
UNSECURED PRIORITY CLAIM	\$	n/a
UNSECURED NONPRIORITY CLAIM	\$	Undetermined

OPPENHEIMER WOLFF & DONNELLY LLP

Dated: September 23, 2004

By: 

Steven W. Meyer (MN Bar #160313)

Lara O. Glaesman (MN Bar #316866)

3300 Plaza VII

45 South Seventh Street

Minneapolis, Minnesota 55402

Telephone: (612) 607-7000

Facsimile: (612) 607-7100

**ATTORNEYS FOR INTERNATIONAL
BUSINESS MACHINES CORPORATION**

**UNITED STATES BANKRUPTCY COURT FOR THE
SOUTHERN DISTRICT OF NEW YORK**

PROOF OF CLAIM

Name of Debtor: **RCN Entertainment, Inc.**

Case Number: **04-15505 (RDD)**

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 of Creditor and Address:

**International Business Machines Corporation
1B117 North Castle Drive
Armonk, NY 10504**

Telephone Number: **(914) 765-4295**

- Check box if you are that anyone else has proof of claim relating claim. Attach a statement giving particulars.
- Check box if you have 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.

Filed: USBC - Southern District of New York
RCN Corporation, Et Al.
04-13638 (RDD) 0000002044



THIS SPACE IS FOR COURT USE ONLY

Account or other number by which creditor identifies debtor:

Check here replaces
or
if this claim: amends a previously filed claim

1. Basis for Claim:

- Goods sold
- Services performed
- Money loaned
- Personal injury/wrongful death
- Taxes
- Other: **Infringement of various IBM U.S. patents (See Attached)**

- Retiree benefits as defined in 11 U.S.C. § 1114(a)
- Wages, salaries, and compensations (Fill out below)
Your SS# _____
Unpaid compensations for services performed
from _____ (date) to _____ (date)

2. Date debt was incurred: August 1995 and has continued to the present

3. If court judgment, date obtained:

4. Total Amount of Claim at Time Case Filed: \$ Undetermined
If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 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: \$

6. Unsecured Priority Claim

- Check this box if you have an unsecured priority claim.
Amount entitled to priority claim \$
Specify the priority of the claim:
 - Wages, salaries, or commissions (up to \$4,300*), 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 \$1,950* 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 other penalties of governmental units — 11 U.S.C. § 507(a)(8)
 - Other — Specify applicable paragraph of 11 U.S.C. § 507(a) _____
- *Amounts are subject to adjustment on 4/1/98 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

- 7. Credits:** The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.
- 8. 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.
- 9. 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.

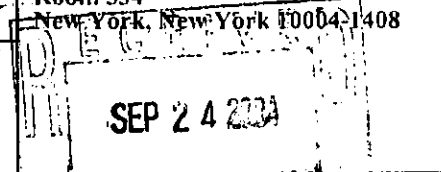
SEND CLAIMS TO:

United States Bankruptcy Court
Southern District of New York
One Bowling Green
Room 534
New York, New York 10004-1408

Date:
**September 23,
2004**

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):

Steven W. Meyer, Esq., Oppenheimer Wolff & Donnelly LLP



Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years or both, 18 U.S.C. §§ 152 and 3571.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In Re: Chapter 11
RCN ENTERTAINMENT, INC. Case No. 04-15505 (RDD)
Debtor. (Jointly Administered)
-----X

ADDENDUM TO PROOF OF CLAIM

1. This Proof of Claim is made for Creditor, International Business Machines Corporation ("IBM") and is signed by Steven W. Meyer, who is duly authorized to make this claim on behalf of IBM.
2. The correct name and address of IBM is as follows:

**International Business Machines Corporation
1B117 North Castle Drive
Armonk, New York 10504
Attn: Marc Sandy Block**

3. At the time of the filing of the petition in this case, RCN Entertainment, Inc. (the "Debtor") was, and still is, indebted or liable to IBM, excluding all postpetition interest and other charges, if any, and including applicable prepetition interest or other charges, if any, in the amount shown on the right.

**TOTAL AMOUNT
-- CLAIMED --
\$ Undetermined**

4. This claim is based upon the Debtor's infringement of many of IBM's patents, including, but not limited to the following US patents: 4,805,134, 5,319,542, 5,442,771, 5,758,072, 5,347,632, and 5,796,967. The Debtor was sent notice of its infringement of IBM patents on April 26, 1999. IBM claims that Erols Internet, Inc. ("Erols"), a predecessor of the Debtor, has infringed on IBM patents since 1995. IBM asserts that both Erols and the Debtor have infringed on IBM patents.
5. IBM files this proof of claim as an unsecured nonpriority claim for prepetition amounts owed to IBM. In the event that the Debtor, or anyone on the Debtor's behalf, asserts a claim against IBM in these bankruptcy proceedings, this claim may be secured by a right of setoff pursuant to §§506(a) and 553 of the Bankruptcy Code. IBM reserves all of its rights of setoff and/or recoupment.
6. No priority is asserted for this claim pursuant to 11 U.S.C. §507(a). To the extent this claim is entitled to priority as a post-petition administrative expense claim, IBM reserves its right to file a separate request for payment under 11 U.S.C. §503(b).

7. All payments on this claim have been credited and deducted for the purpose of making this proof of claim. No judgment has been rendered on this claim.
8. IBM reserves the right to amend this claim.
9. This claim is filed as a:

SECURED CLAIM	\$	n/a
UNSECURED PRIORITY CLAIM	\$	n/a
UNSECURED NONPRIORITY CLAIM	\$	Undetermined

OPPENHEIMER WOLFF & DONNELLY LLP

Dated: September 23, 2004

By: 

Steven W. Meyer (MN Bar #160313)

Lara O. Glaesman (MN Bar #316866)

3300 Plaza VII

45 South Seventh Street

Minneapolis, Minnesota 55402

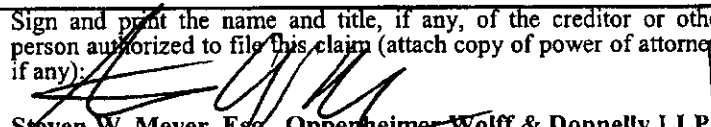
Telephone: (612) 607-7000

Facsimile: (612) 607-7100

**ATTORNEYS FOR INTERNATIONAL
BUSINESS MACHINES CORPORATION**

**UNITED STATES BANKRUPTCY COURT FOR THE
SOUTHERN DISTRICT OF NEW YORK**

PROOF OF CLAIM

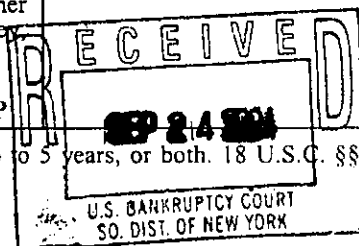
Name of Debtor: ON TV, Inc.		Case Number: 04-15506 (RDD)	
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.			
Name of Creditor and Address: International Business Machines Corporation 1B117 North Castle Drive Armonk, NY 10504 Telephone Number: (914) 765-4295		<input type="checkbox"/> Check box if you are aware that anyone else has filed proof of claim relating claim. Attach copy statement giving particular details. <input type="checkbox"/> Check box if you have received any notices from bankruptcy court in this case. <input type="checkbox"/> Check box if the address on the envelope sent to you by the court differs from the address on the envelope sent to you by the court.	
Account or other number by which creditor identifies debtor:		Check here <input type="checkbox"/> replaces or <input type="checkbox"/> amends a previously filed claim if this claim:	
1. Basis for Claim: <input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input checked="" type="checkbox"/> Other: Infringement of various IBM U.S. patents (See Attached)			
		<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensations (Fill out below) Your SS# _____ Unpaid compensations for services performed from _____ to _____ (date) (date)	
2. Date debt was incurred: August 1995 and has continued to the present		3. If court judgment, date obtained:	
4. Total Amount of Claim at Time Case Filed: \$ Undetermined If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below. <input type="checkbox"/> 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 <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other: Value of Collateral: Amount of arrearage and other charges at time case filed included in secured claim, if any: \$		6. Unsecured Priority Claim <input type="checkbox"/> Check this box if you have an unsecured priority claim. Amount entitled to priority claim \$ Specify the priority of the claim: <input type="checkbox"/> Wages, salaries, or commissions (up to \$4,300*), 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) <input type="checkbox"/> Contributions to an employee benefit plan — 11 U.S.C. § 507(a)(4) <input type="checkbox"/> Up to \$1,950* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use — 11 U.S.C. § 507(a)(6) <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child — 11 U.S.C. § 507(a)(7) <input type="checkbox"/> Taxes or other penalties of governmental units — 11 U.S.C. § 507(a)(8) <input type="checkbox"/> Other — Specify applicable paragraph of 11 U.S.C. § 507(a) _____ <small>*Amounts are subject to adjustment on 4/1/98 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</small>	
7. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. 8. 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. 9. 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.		SEND CLAIMS TO: United States Bankruptcy Court Southern District of New York One Bowling Green Room 534 New York, New York 10004-1408	
Date: September 23, 2004	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):  Steven W. Meyer, Esq., Oppenheimer Wolff & Donnelly LLP		

Filed: USBC - Southern District of New York
RCN Corporation, Et Al.
04-13638 (RDD) 0000002045



THIS SPACE IS FOR COURT USE ONLY

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.



**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In Re:

ON TV, INC.

Debtors.

Chapter 11

Case No. 04-15506 (RDD)

(Jointly Administered)

-----X

ADDENDUM TO PROOF OF CLAIM

1. This Proof of Claim is made for Creditor, International Business Machines Corporation ("IBM") and is signed by Steven W. Meyer, who is duly authorized to make this claim on behalf of IBM.
2. The correct name and address of IBM is as follows:

**International Business Machines Corporation
1B117 North Castle Drive
Armonk, New York 10504
Attn: Marc Sandy Block**

3. At the time of the filing of the petition in this case, ON TV, Inc. (the "Debtor") was, and still is, indebted or liable to IBM, excluding all postpetition interest and other charges, if any, and including applicable prepetition interest or other charges, if any, in the amount shown on the right.

TOTAL AMOUNT -- CLAIMED -- \$ Undetermined

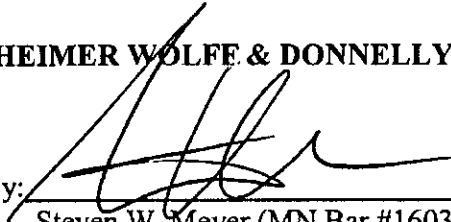
4. This claim is based upon the Debtor's infringement of many of IBM's patents, including, but not limited to the following US patents: 4,805,134, 5,319,542, 5,442,771, 5,758,072, 5,347,632, and 5,796,967. The Debtor was sent notice of its infringement of IBM patents on April 26, 1999. IBM claims that Erols Internet, Inc. ("Erols"), a predecessor of the Debtor, has infringed on IBM patents since 1995. IBM asserts that both Erols and the Debtor have infringed on IBM patents.
5. IBM files this proof of claim as an unsecured nonpriority claim for prepetition amounts owed to IBM. In the event that the Debtor, or anyone on the Debtor's behalf, asserts a claim against IBM in these bankruptcy proceedings, this claim may be secured by a right of setoff pursuant to §§506(a) and 553 of the Bankruptcy Code. IBM reserves all of its rights of setoff and/or recoupment.
6. No priority is asserted for this claim pursuant to 11 U.S.C. §507(a). To the extent this claim is entitled to priority as a post-petition administrative expense claim, IBM reserves its right to file a separate request for payment under 11 U.S.C. §503(b).

7. All payments on this claim have been credited and deducted for the purpose of making this proof of claim. No judgment has been rendered on this claim.
8. IBM reserves the right to amend this claim.
9. This claim is filed as a:

SECURED CLAIM	\$	n/a
UNSECURED PRIORITY CLAIM	\$	n/a
UNSECURED NONPRIORITY CLAIM	\$	Undetermined

OPPENHEIMER WOLFE & DONNELLY LLP

Dated: September 23, 2004

By: 
Steven W. Meyer (MN Bar #160313)
Lara O. Glaesman (MN Bar #316866)
3300 Plaza VII
45 South Seventh Street
Minneapolis, Minnesota 55402
Telephone: (612) 607-7000
Facsimile: (612) 607-7100

**ATTORNEYS FOR INTERNATIONAL
BUSINESS MACHINES CORPORATION**