### **EXHIBIT B**

UNITED STATES BANKRUPTCY C SOUTHERN DISTRICT OF N	OURT FOR THE EW 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 the case. A "request" for payment of an administrative expense may be file	e expense arising after the commencement of d 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 cot statement giving partict. □ Check box if you hav 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) 0000001426  This Space Is for Court Use Only	
Account or other number by which creditor identifies debtor:	Check here	shr filed alaim	
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 □ Wages, salaries, and compensat Your SS# Unpaid compensations for serv from (date)	U.S.C. § 1114(a) ions (Fill out below) ices performed	
Date debt was incurred: August 1995 and has continued to the present	2. Date debt was incurred: August 1995 and has 3. If court judgment, date obtained:		
<ul> <li>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.     </li> <li>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.</li> </ul>			
Statement of an interest of 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	before filing of the bankruptcy; whichever is earlier — 11 U.S.C. Contributions to an employee be Up to \$1,950° of deposits town services for personal, family, or Alimony, maintenance, or suppo — 11 U.S.C. \$507(a)(7)  Taxes or other penalties of gover Other — Specify applicable para **Amounts are subject to adjustment of	III \$ 1: 1: 1: 1: 1: 1: 1: 1: 1: 1: 1: 1: 1:	
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:	Check this box if you have an u Amount entitled to priority clai Specify the priority of the claim Wages, salaries, or commission before filing of the bankruptcy whichever is earlier—11 U.S.C. Contributions to an employee be Up to \$1,950° of deposits town services for personal, family, or Alimony, maintenance, or suppx —11 U.S.C. \$507(a)(7) Taxes or other penalties of gover Other—Specify applicable pans *Amounts are subject to adjustment or respect to cases commenced on  een credited and deducted for the  documents, such as promissory of running accounts, contracts, ridence of perfection of lien. DO ents are not available, explain. If If the filing of your claim, enclose of of claim.  if any, of the creditor or other attach copy of power of attorney,	III \$ 1: 1: 1: 1: 1: 1: 1: 1: 1: 1: 1: 1: 1:	

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:	~~~~~~~~~~~~~~~~~~ <b>~</b>	Chapter 11
TEC AIR, INC.		Case No. 04-13641 (RDD)
	Debtors.	(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, 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 --

- 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:

OPPENHEIMER WØLFF & DONNELLY LLP

Dated: August 10, 2004

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

. UNIT	TED STATES BANKRUPTCY CO SOUTHERN DISTRICT OF NE	OURT FOR THE CW YORK	PROOF OF CLAIM
Name of Debtor: RC	N Finance, LLC	Case Number: 04-13640 (RDD)	]
NOTE TO See the selection	not be used to make a claim for an administrative ayment of an administrative expense may be filed	expense arising after the commencement of pursuant to 11 U.S.C. § 503.	
Name of Creditor and		Check box if you are aware	Southern District of New York
International Busi 1B117 North Cast Armonk, NY 1050 Telephone Number:	04	claim. Att statement giv Check box i received any bankruptcy c Check box differs from the address on the envelope sent to you by the court.	CN Corporation, Et Al. 04-13638 (RDD) 0000001421
Account or other n debtor:	umber by which creditor identifies	Check here  replaces or if this claim:  amends a previous	sly filed claim
1. Basis for Claim:  Goods sold Services perfon Money loaned Personal injury Taxes Cother: Infringent (See Attached)		☐ Retiree benefits as defined in 1 ☐ Wages, salaries, and compensate Your SS#	I U.S.C. § 1114(a) tions (Fill out below) ices performed
	incurred: August 1995 and has	3. If court judgment, date obtain	ned:
4. Total Amount of If all or part of you		Undetermined y, also complete Item 5 or 6 below. ges in addition to the principal am	ount of the claim. Attach itemized
(including a right Brief Description Real Estate Motor Vehicle Other:  Value of Collater Amount of arrearage	of Collateral:  al: e and other charges at time case filed	whichever is earlier — 11 U.S.C.  Contributions to an employee be Up to \$1,950° of deposits tow services for personal, family, or Alimony, maintenance, or supp — 11 U.S.C. \$507(a)(7)  Taxes or other penalties of gove Other — Specify applicable pan  *Amounts are subject to adjustment	in S in: (up to \$4,300*), earned within 90 days petition or cessation of the debtor's business, (a) \$507(a)(3) and purchase, lease, or rental of property or household use — 11 U.S.C. §507(a)(6) ort owed to a spouse, former spouse, or child immental units — 11 U.S.C. § \$07(a)(8) agraph of 11 U.S.C. § \$07(a)  graph of 11 U.S.C. § \$07(a)  on 4/1/98 and every 3 years thereafter with
purpose of making  8. Supporting Documotes, purchase court judgments, NOT SEND ORI the documents are  9. Date-Stamped Castamped, self-act  Date:  August 10, 2004	sunt of all payments on this claim has be g this proof of claim.  uments: Attach copies of supporting orders, invoices, itemized statements mortgages, security agreements, and ev GINAL DOCUMENTS. If the docume evoluminous, attach a summary.  opy: To receive an acknowledgment of dressed envelope and copy of this proo  Sign and print the name and title, person authorized to file this claim (a  if any):  Ateven W. Meyer, Esq., Oppenhei	documents, such as promissory of running accounts, contracts, idence of perfection of lien. DO nts are not available, explain. If the filing of your claim, enclose f of claim.  If any, of the creditor or other ttach copy of power of attorney, mer Wolff & Donnelly LLP	Justice States Bankruptcy Court Southern District of New York One Bowling Green Room 534  New York, New York 19004  AUG   2004
Penalty for presentin	ng fraudulent claim: Fine of up to \$50	v,vov or unprisonment for up to 3 )	USEC SONY 2

## UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK In Re: Chapter 11 RCN FINANCE, LLC Debtors. (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 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 --

- 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:

OPPENHEIMER WOLFF & DONNELLY LLP

Dated: August 10, 2004

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** 

UNI	TED STATES BANKRUPTCY CO SOUTHERN DISTRICT OF N	EW YORK	PROOF OF CLAIM
Name of Debtor: RL	H Property Corporation	Case Number: 04-13639 (RDD)	
NOTE: This form should	not be used to make a claim for an administrative sayment of an administrative expense may be filed	expense arising after the commencement of pursuant to 11 U.S.C. § 503.	
Name of Creditor and	d Address:	□Check box if you are aware that anyone else has	ed: USBC - Southern District of New York
International Bus 1B117 North Cast Armonk, NY 105 Telephone Number:	04	proof of claim relating claim. Attach co statement giving particl Check box if you hav received any notices f bankruptcy court in this Check box if the address differs from the address on the envelope sent to you by the court.	RCN Corporation, Et Al. 04-13638 (RDD) 0000001422  THIS SPACE IS FOR COURT USE ONLY
Account or other n	number by which creditor identifies	Check here ☐ replaces or if this claim: ☐ amends a previous	ly filed claim
1. Basis for Claim:  Goods sold Services perfor Money loaned Personal injury Taxes Other: Infringen		☐ Retiree benefits as defined in 11 ☐ Wages, salaries, and compensati Your SS# ☐ Unpaid compensations for servi from(date)	U.S.C. § 1114(a) ons (Fill out below) ces performed
2. Date debt was	incurred: August 1995 and has	3. If court judgment, date obtain	
4. Total Amount of Claim at Time Case Filed: S 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 i (including a right Brief Description Real Estate Motor Vehicle Other:	of Collateral:	6. Unsecured Priority Claim  Check this box if you have an ur Amount entitled to priority claim Specify the priority of the claim Wages, salaries, or commission before filing of the bankruptey pr	n \$
Value of Collater	al: e and other charges at time case filed	Contributions to an employee ben Up to \$1,950° of deposits towar services for personal, family, or h Alimony, maintenance, or suppor — 11 U.S.C. \$507(a)(7)  Taxes or other penalties of govern Other — Specify applicable paras	rd purchase, lease, or rental of property or ousehold use — 11 U.S.C. §507(a)(6) t owed to a spouse, former spouse, or child immental units — 11 U.S.C. § 507(a)(8) traph of 11 U.S.C. § 507(a) 4/1/98 and every 3 years thereafter with
Value of Collater Amount of arrearage included in secured compurpose of making 8. Supporting Documotes, purchase of court judgments, NOT SEND ORIGHT the documents are 9. Date-Stamped Computer of Collaboration o	al: e and other charges at time case filed	Contributions to an employee bem  Up to \$1,950° of deposits towar services for personal, family, or h Alimony, maintenance, or suppor — 11 U.S.C. \$507(a)(7)  Taxes or other penalties of govern Other — Specify applicable parage *Amounts are subject to adjustment or respect to cases commenced on o en credited and deducted for the documents, such as promissory of running accounts, contracts, idence of perfection of lien. DO ints are not available, explain. If the filing of your claim, enclose of claim.  In the filing of your claim, enclose of claim.	off pinhase, lease, or rental of property or ousehold use — 11 U.S.C. § 507(a)(6) towed to a spouse, former spouse, or child amental units — 11 U.S.C. § 507(a)(8) raph of 11 U.S.C. § 507(a) and every 3 years thereafter with a after the date of adjustment.  END CLAIMS TO:  mited States Bankruptcy Court outhern District of New York ne Bowling Green  pom 534.  W. York, New York 10004;
Value of Collater Amount of arrearage included in secured of 7. Credits: The amo purpose of making 8. Supporting Documotes, purchase count judgments, NOT SEND ORIGHE documents are 9. Date-Stamped Castamped, self-ad Date: August 10, 2004	al: e and other charges at time case filed laim, if any: \$ unt of all payments on this claim has be g this proof of claim. aments: Attach copies of supporting corders, invoices, itemized statements of mortgages, security agreements, and evice voluminous, attach a summary. opy: To receive an acknowledgment of dressed envelope and copy of this proof.  Sign and print the name and title, if person authorized to file this claim (at	Contributions to an employee bem  Up to \$1,950* of deposits toward services for personal, family, or have a services for penalties of governing accounts are subject to adjustment or respect to cases commenced on or the service of the services of the	off plan — II U.S.C. § 507(a)(4) of purchase, lease, or rental of property or ousehold use — II U.S.C. § 507(a)(6) t owed to a spouse, former spouse, or child imental units — II U.S.C. § 507(a)(8) imph of II U.S.C. § 507(a) a 4/1/98 and every 3 years thereafter with r after the date of adjustment.  END CLAIMS TO:  mitted States Bankruptcy Court outhern District of New York the Bowling Green to be some significant of the second of th

### 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)

### 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.

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.

- No priority is asserted for this claim pursuant to 11 U.S.C. §507(a). To the extent this 6. 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).
- All payments on this claim have been credited and deducted for the purpose of making 7. this proof of claim. No judgment has been rendered on this claim.
- IBM reserves the right to amend this claim. 8.
- 9. This claim is filed as a:

OPPENHEIMER WOLFF & DONNELLY LLP

Dated: August 10, 2004

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 BANKRUPT SOUTHERN DISTRICT		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 admit the case. A "request" for payment of an administrative expense may	istrative expense arising after the commencement of 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 f proof of claim relating t claim. Attach copy statement giving particul. □ Check box if you have received any notices for bankruptey court in this □ Check box if the accuracy differs from the address on the	Filed: USBC - Southern District of New York RCN Corporation, Et Al. 04-13638 (RDD) 0000001423	
	envelope sent to you by the court.	THIS SPACE IS FOR COURT USE ONLY	
Account or other number by which creditor ident debtor:	ifies Check here	y filed claim	
1. Basis for Claim:  Goods sold Services performed Money loaned Personal injury/wrongful death Taxes Other: Infringement of various IBM U.S. patent	☐ Retiree benefits as defined in 11 ☐ Wages, salaries, and compensation Your SS# ☐ Unpaid compensations for service from	ons (Fill out below)	
2. Date debt was incurred: August 1995 and has continued to the present  3. If court judgment, date obtained:			
<ul> <li>4. Total Amount of Claim at Time Case Filed: S Undetermined         If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below.     </li> <li>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.</li> </ul>			
5. Secured Claim  Check this box if your claim is secured by colla (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 included in secured claim, if any: \$	Amount entitled to priority claim  Specify the priority of the claim:  Wages, salaries, or commissions before filing of the bankruptcy pe whichever is earlier — 11 U.S.C. §  Contributions to an employee been  Up to 51,950° of deposits toward services for personal, family, or ho Alimony, maintenance, or support — 11 U.S.C. §507(a)(7)  Taxes or other penalties of governing  Other — Specify applicable pages	(up to \$4,300°), earned within 90 days tition or cessation of the debtor's business, \$507(a)(3).  If plan — 11 U.S.C. \$507(a)(4) d purchase, lesse, or rental of property or busehold use — 11 U.S.C. \$507(a)(6) towed to a spouse, former spouse, or child mental units — 11 U.S.C. \$ 507(a)(8) mph of 11 U.S.C. \$ 507(a)(8) and every 3 years thereafter with	
7. Credits: The amount of all payments on this claim purpose of making this proof of claim.  8. Supporting Documents: Attach copies of supponotes, purchase orders, invoices, itemized staten court judgments, mortgages, security agreements, in NOT SEND ORIGINAL DOCUMENTS. If the dethe documents are voluminous, attach a summary.  9. Date-Stamped Copy: To receive an acknowledgment a stamped, self-addressed envelope and copy of this Date:  Sign and pript the name and person authorized to file this entire any):	has been credited and deducted for the cring documents, such as promissory tents of running accounts, contracts, and evidence of perfection of lien. DO cuments are not available, explain. If tent of the filing of your claim, enclose proof of claim.  The interpretation of the creditor or other and (attach copy of power of attorney, enheimer Wolff & Donnelly LLP	ited States Bankruptcy Court uthern District of New York is Bowling Green am 534 New York New York 10 10 10 10 10 10 10 10 10 10 10 10 10	

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

### SOUTHERN DISTRICT OF NEW YORK The Chapter 11 HOT SPOTS PRODUCTIONS, INC. Debtors. (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:

UNITED STATES BANKRUPTCY COURT

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 --

- 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:

OPPENHEIMER WOLFF & DONNELLY LLP

Dated: August 10, 2004

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

SOUTHERN DISTRICT OF N	EW 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 the case. A "request" for payment of an administrative expense may be filed	e expense arising after the commencement of pursuant to 11 U.S.C. § 503.		
Name of Creditor and Address:	□ Check box if you are aware that anyone else has filed a proof of claim relating	•	
International Business Machines Corporation 1B117 North Castle Drive Armonk, NY 10504	claim. Attach co statement giving partic Check box if you have received any notices	Filed: USBC - Southern District of New York RCN Corporation, Et Al. 04-13638 (RDD) 0000001424	
Telephone Number: (914) 765-4295	bankruptcy court in the Check box if the differs from the address on an envelope sent to you by the court.	THIS SPACE IS FOR COURT USE UNLI	
Account or other number by which creditor identifies debtor:	Check here  replaces or if this claim:  amends a previous	ly filed claim	
1. Basis for Claim:  Goods sold Services performed Money loaned Personal injury/wrongful death Taxes	☐ Retiree benefits as defined in 11☐ Wages, salaries, and compensati	ions (Fill out below)	
☑ Other: Infringement of various IBM U.S. patents (See Attached)	from(date)	to(date)	
2. Date debt was incurred: August 1995 and has continued to the present	3. If court judgment, date obtain	ed:	
4. Total Amount of Claim at Time Case Filed: \$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			
Check this box if claim includes interest or other characteristic statement of all interest or additional charges.	rges in addition to the principal ame	ount of the claim. Attach itemized	
I Check this box if claim includes interest or other cha	6. Unsecured Priority Claim Check this box if you have an un Amount entitled to priority claim	nsecured priority claim.	
<ul> <li>Check this box if claim includes interest or other characteristics of all interest or additional charges.</li> <li>Secured Claim</li> <li>Check this box if your claim is secured by collateral</li> </ul>	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 commission before filing of the bankruptcy p whichever is earlier — 11 U.S.C. Contributions to an employee be	nsecured priority claim.  m \$ 1: 1s (up to \$4,300°), earned within 90 days setition or cessation of the debtor's business, 1, \$ 507(a)(3) 1s [1] U.S.C. \$507(a)(4) 1s of purphase, lease, or rental of property or	
Check this box if claim includes interest or other chastatement 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:	6. Unsecured Priority Claim  Check this box if you have an use Amount entitled to priority claim  Specify the priority of the claim  Wages, salaries, or commission before filing of the bankruptcy periority of the salarity of the claim before filing of the bankruptcy periority of the salarity of the claim before filing of the bankruptcy periority of the salarity of	nsecured priority claim.  m \$ 1: 15 (up to \$4,300*), earned within 90 days settion or cessation of the debtor's business, . \$ 507(a)(3) 16 if plan — 11 U.S.C. \$507(a)(4) 17 urchase, lease, or rental of property or nousehold use — 11 U.S.C. \$507(a)(6) 18 if own to a spouse, former spouse, or child namental units — 11 U.S.C. \$ 507(a)(8)  19 craph of \$11 U.S.C. \$ 507(a)(8)	
Check this box if claim includes interest or other chastatement 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:	6. Unsecured Priority Claim  Check this box if you have an use Amount entitled to priority claim  Specify the priority of the claim  Wages, salaries, or commission before filing of the bankruptcy periority of the salarity of the claim before filing of the bankruptcy periority of the salarity of the claim before filing of the bankruptcy periority of the salarity of	nsecured priority claim.  m \$ 1: 15 (up to \$4,300*), earned within 90 days settition or cessation of the debtor's business, \$507(a)(3). 16 purchase, lease, or rental of property or rousehold use — 11 U.S.C. \$507(a)(6). 17 owed to a spouse, former spouse, or child numental units — 11 U.S.C. \$ 507(a)(8).  graph of 11 U.S.C. \$ 507(a)  m 41/188 and every 3 years thereafter with	
Check this box if claim includes interest or other chastatement 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 Other:  Value of Collateral:  Value of Collateral:  Amount of arrearage and other charges at time case filed included in secured claim, if any: \$  7. Credits: The amount of all payments on this claim has be purpose of making this proof of claim.  8. Supporting Documents: Attach copies of supporting notes, purchase orders, invoices, itemized statements court judgments, mortgages, security agreements, and ev NOT SEND ORIGINAL DOCUMENTS. If the documents are voluminous, attach a summary.  9. Date-Stamped Copy: To receive an acknowledgment of a stamped, self-addressed envelope and copy of this proof	6. Unsecured Priority Claim  Check this box if you have an use Amount entitled to priority claim Specify the priority of the bankruptcy publicherer is earlier—11 U.S.C.  Contributions to an employee better to services for personal, family, or a services for personal, family, or a limit of the services for personal, family, or a limit of the services for personal, family, or a limit of the services for personal, family, or a limit of the services for personal, family, or a limit of the services for personal services of the services for personal services of the services of	nsecured priority claim.  m \$ 1: 15 (up to \$4,300*), earned within 90 days settition or cessation of the debtor's business, \$507(a)(3). 16 purchase, lease, or rental of property or rousehold use — 11 U.S.C. \$507(a)(6). 17 owed to a spouse, former spouse, or child numental units — 11 U.S.C. \$ 507(a)(8).  graph of 11 U.S.C. \$ 507(a)  m 41/188 and every 3 years thereafter with	
<ul> <li>□ Check this box if claim includes interest or other chastatement of all interest or additional charges.</li> <li>5. Secured Claim</li> <li>□ Check this box if your claim is secured by collateral (including a right of setoff).</li> <li>□ Brief Description of Collateral:</li> <li>□ Real Estate</li> <li>□ Motor Vehicle</li> <li>□ Other:</li> <li>Value of Collateral:</li> <li>Amount of arrearage and other charges at time case filed included in secured claim, if any: \$</li> <li>7. Credits: The amount of all payments on this claim has be purpose of making this proof of claim.</li> <li>8. Supporting Documents: Attach copies of supporting notes, purchase orders, invoices, itemized statements court judgments, mortgages, security agreements, and even Not Send Original Loccuments. If the documents are voluminous, attach a summary.</li> <li>9. Date-Stammed Cony: To receive an acknowledgment of</li> </ul>	6. Unsecured Priority Claim  Check this box if you have an unsecured Priority claim  Check this box if you have an unsecured Priority of the claim  Specify the priority of the claim  Wages, salaries, or commission  before filing of the bankruptey purchased before filing of the parameter of the priority of deposits town services for personal, family, or the Alimony, maintenance, or supporting the parameter of the priority applicable para	nsecured priority claim.  m \$  i:  is (up to \$4,300*), earned within 90 days setition or cessation of the debtor's business, . \$507(a)(3)  nefit plan — 11 U.S.C. \$507(a)(4)  ind purchase, lease, or rental of property or nousehold use — 11 U.S.C. \$507(a)(5)  int owed to a spouse, former spouse, or child namental units — 11 U.S.C. \$ 507(a)(8)  graph of 11 U.S.C. \$ 507(a)  m 41/188 and every 3 years thereafter with or after the date of adjustment.  END CLAIMS TO:  Inited States Bankruptcy Court outhern District of New York one Bowling Green  100 534	

### SOUTHERN DISTRICT OF NEW YORK The Chapter 11 RCN CORPORATION, et al., Case No. 04-13638 (RDD) Debtors. (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:

UNITED STATES BANKRUPTCY COURT

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

UNITED STATES BANKRUPTCY CO SOUTHERN DISTRICT OF N	OURT FOR THE EW 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 the case. A "request" for payment of an administrative expense may be filed	e expense arising after the commencement of 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 file proof of claim relating to claim. Attach copy statement giving particular □ Check box if you have n received any notices from bankruptcy court in this cas □ 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) 0000002041	
Account or other number by which creditor identifies debtor:	Check here ☐ replaces or if this claim: ☐ amends a previous	v 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 Wages, salaries, and compensation Your SS# Unpaid compensations for service from (date)	U.S.C. § 1114(a) ons (Fill out below) ces performed	
2. Date debt was incurred: August 1995 and has continued to the present	3. If court judgment, date obtained	ed:	
<ul> <li>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.     </li> <li>□ 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.</li> </ul>			
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: \$	Contributions to an employee ben Up to \$1,950* of deposits towar services for personal, family, or h Alimony, maintenance, or suppor — 11 U.S.C. \$507(a)(7)  Taxes or other penalties of govern  Other — Specify applicable parage	n \$ ; s (up to \$4,300*), earned within 90 days etition or cessation of the debtor's business, § 507(a)(3) efit plan — 11 U.S.C. §507(a)(4) df purchase, lease, or rental of property or ousehold use — 11 U.S.C. §507(a)(6) t owed to a spouse, former spouse, or child immental units — 11 U.S.C. § 507(a)(8) graph of 11 U.S.C. § 507(a)  14/1/98 and every 3 years thereafter with	
7. Credits: The amount of all payments on this claim has be purpose of making this proof of claim.  8. Supporting Documents: Attach copies of supporting notes, purchase orders, invoices, itemized statements court judgments, mortgages, security agreements, and even NOT SEND ORIGINAL DOCUMENTS. If the document he documents are voluminous, attach a summary.  9. Date-Stamped Copy: To receive an acknowledgment of a stamped, self-addressed envelope and copy of this proof a stamped, self-addressed envelope and copy of this proof if any in the name and title, in person authorized to file this claim (and if any).  September 23,  2004  Steven W. Meyer, Lsq., Oppenheir Penalty for presenting fraudulent claim: Fine of up to \$500.	decuments, such as promissory of running accounts, contracts, idence of perfection of lien. DO ints are not available, explain. If the filing of your claim, enclose of claim.  If any, of the creditor or other trach copy of power of attorney, other wolff & Donnelly LLP	nited States Bankruptcy Court outhern District of New York ne Bowling Green 1907 534	

### SOUTHERN DISTRICT OF NEW YORK In Re: Chapter 11 RCN CABLE TV OF CHICAGO, INC. Case No. 04-15120 (RDD) Debtor. (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:

UNITED STATES BANKRUPTCY COURT

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 --

- 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:

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: (6

(612) 607-7000

Facsimile:

(612) 607-7100

**ATTORNEYS** 

FOR

INTERNATIONAL

**BUSINESS MACHINES CORPORATION** 

UNI	ITED STATES BANKRUPTCY C SOUTHERN DISTRICT OF N		PROOF OF CLAIM
Name of Debtor: 21	st Century Telecom Services, Inc.	Case Number: 04-15507 (RDD)	
NOTE: This form should the case. A "request" for	I not be used to make a claim for an administrativ payment of an administrative expense may be filed	e expense anising after the commencement of pursuant to 11 U.S.C. § 503.	
Name of Creditor ar		☐ Check box if you are aware that anyone else has filed a	JSBC - Southern District of New York
International Bus 1B117 North Cas Armonk, NY 105		claim. Attach statement giving p Check box if you received any noti	RCN Corporation, Et Al. 04-13638 (RDD) 0000002042
Telephone Number:	(914) 765-4295	bankruptcy court  Check box if differs from the address on the envelope sent to you by the court.	THIS SPACE IS FOR COURT USE ONLY
Account or other : debtor:	number by which creditor identifies	Check here ☐ replaces	~! ! ! ·
		if this claim: amends a previousl	y filed claim
1. Basis for Claim: Goods sold Services perfor	rmed	☐ Retiree benefits as defined in 11☐ Wages, salaries, and compensation Your SS#	ons (Fill out below)
☐ Personal injury ☐ Taxes	<del>-</del>	Unpaid compensations for service	ces performed
☑ Other: Infringer   (See Attached)	ment of various IBM U.S. patents	from(date)	to(date)
2. Date debt was continued to the	incurred: August 1995 and has	3. If court judgment, date obtained	ed:
If all or part of your Check this box	of Claim at Time Case Filed:  Sour claim is secured or entitled to priorit if claim includes interest or other char interest or additional charges.	Undetermined y, also complete Item 5 or 6 below. ges in addition to the principal amo	unt of the claim. Attach itemized
5. Secured Claim Check this box (including a righ	if your claim is secured by collateral at of setoff).	6. Unsecured Priority Claim  Check this box if you have an un Amount entitled to priority claim	ı \$
Brief Description	of Collateral:	Specify the priority of the claim:  Wages, salaries, or commissions	(up to \$4,300*), earned within 90 days
☐ Real Estate ☐ Motor Vehicle	₹	whichever is earlier — 11 U.S.C.	(up to \$4,300*), earned within 90 days stition or cessation of the debtor's business, \$507(a)(3)
☐ Other:		services for personal, family, or he	efit plan — 11 U.S.C. §507(a)(4) d purchase, lease, or rental of property or busehold use — 11 U.S.C. §507(a)(6)
Value of Collater	ral:	— 11 U.S.C. §507(a)(7)	t owed to a spouse, former spouse, or child mental units — 11 U.S.C. § 507(a)(8)
Amount of arrearag	e and other charges at time case filed claim, if any: \$	<ul> <li>Other — Specify applicable parag</li> </ul>	raph of 11 U.S.C. § 507(a)
purpose of makin	ount of all payments on this claim has be ig this proof of claim. uments: Attach copies of supporting	312	ND CLAIMS TO:
notes, purchase court judgments,	orders, invoices, itemized statements or mortgages, security agreements, and evical GINAL DOCUMENTS. If the documents	of running accounts, contracts, idence of perfection of lien. DO	sited States Bankruptcy Court uthern District of New York
9. Date-Stamped C	e voluminous, attach a summary. Opy: To receive an acknowledgment of ddressed envelope and copy of this proof	the filing of your claim, enclose On	ne Bowling Green om 534
Date:	Sign and print the name and title, i person authorized to file this claim (at if any):	f any, of the creditor or other tach copy of power of attorney,	CED 0 4 2004
September 23, 2004	Stoven W. Meyer, Esq., Oppenhein	mer-Wolff & Donnelly LLP	SEP 2 4 2004
Penalty for presenting 3571.	ng fraudulent claim: Fine of up to \$500	0,000 or imprisonment for up to 5 year	HIS, BE BENTARY STET SOURTS \$ 152 and SO. DIST OF NEW YORK 1

# UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK In Re: Chapter 11 21st CENTURY TELECOM SERVICES, INC. Debtor. Debtor.

#### 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 --

- 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:

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

· UNI	TED STATES BANKRUPTCY CO SOUTHERN DISTRICT OF NE	OURT FOR THE CW YORK	PROOF OF CLAIM
Name of Debtor: RC of	CN Telecom Services Virginia, Inc.	Case Number: 04-15508 (RDD)	
NOTE: This form should	not be used to make a claim for an administrative payment of an administrative expense may be filed	expense arising after the commencement o pursuant to 11 U.S.C. § 503.	- i
International Bus 1B117 North Cast Armonk, NY 105 Telephone Number:	iness Machines Corporation le Drive 04	□ Check box if you are that anyone else has proof of claim relating claim. Attach cop statement giving particu □ 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.	5
Account or other redebtor:	number by which creditor identifies	Check here ☐ replaces or if this claim: ☐ amends a previo	usly filed claim
		☐ Retirce benefits as defined in ☐ Wages, salaries, and compens Your SS#	11 U.S.C. § 1114(a) ations (Fill out below)  vices performed to
(See Attached)  2. Date debt was continued to the	incurred: August 1995 and has	(date) 3. If court judgment, date obta	···· · · · · · · · · · · · · · · · · ·
If all or part of your Check this box is	f Claim at Time Case Filed:  Sour claim is secured or entitled to priority if claim includes interest or other char interest or additional charges.	Undetermined y, also complete Item 5 or 6 below. ges in addition to the principal a	mount of the claim. Attach itemized
(including a righ Brief Description ☐ Real Estate ☐ Motor Vehicle ☐ Other:  Value of Collater	of Collateral:  ral: e and other charges at time case filed	☐ Contributions to an employee ☐ ☐ Up to \$1,950° of deposits to services for personal, family, of Alimony, maintenance, or sup—11 U.S.C. \$507(a)(7) ☐ Taxes or other penalties of gov ☐ Other — Specify applicable ps *Amounts are subject to adjustmen.	aim \$
7. Credits: The amore purpose of makin 8. Supporting Documotes, purchase court judgments, NOT SEND ORI the documents are 9. Date-Stamped C	ount of all payments on this claim has be gethis proof of claim.  uments: Attach copies of supporting corders, invoices, itemized statements mortgages, security agreements, and ev GINAL DOCUMENTS. If the documes evoluminous, attach a summary.  opy: To receive an acknowledgment of idressed envelope and copy of this proof.  Sign and print the name and title,	documents, such as promissory of running accounts, contracts, idence of perfection of lien. DO ints are not available, explain. If the filing of your claim, enclose 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	person authorized to file this claim (a if any):  Steven W. Meyer Esq., Oppenheir	ttach copy of power of attorney,	D E C E 1 V E M
	ng fraudulent claim: Fine of up to \$500	0,000 or imprisonment for up to	years, or both. 18 U.S.C. §§ 152 and

### 

### 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:

Debtor.

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.

TOTAL AMOUNT -- CLAIMED --

- 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:

OPPENHEIMER WØLFF & 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

UNI	SOUTHERN DISTRICT OF N	EW YORK	PROOF OF CLAIM	
Name of Debtor: RC	N Entertainment, Inc.	Case Number: 04-15505 (RDD)		
NOTE: This form should the case. A "request" for r	not be used to make a claim for an administrative payment of an administrative expense may be filed	expense arising after the commencement of pursuant to 11 U.S.C. § 503.		
Name of Creditor and	d Address: iness Machines Corporation ile Drive 04	□ Check box if you are that anyone else has proof of claim relating claim. Attach co statement giving partic □ Check box if you har received any notices bankruptcy court in this case. □ Check box if the address differs from the address on the envelope sent to you by the	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 redebtor:	number by which creditor identifies	court.  Check here  replaces or if this claim:  amends a previous	ly filed claim	
1. Basis for Claim:  Goods sold Services perfor Money loaned Personal injury Taxes Souther: Infringen		☐ Retiree benefits as defined in 11 ☐ Wages, salaries, and compensati Your SS#	U.S.C. § 1114(a) ions (Fill out below) ces performed	
2. Date debt was continued to the	incurred: August 1995 and has	3. If court judgment, date obtain	ed:	
4. Total Amount of If all or part of your Check this box	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	of Collateral:	Up to \$1,950* of deposits towa services for personal, family, or h Alimony, maintenance, or support 11 U.S.C. §507(a)(7)  Taxes or other penalties of govern	n \$ it is (up to \$4,300*), earned within 90 days etition or cessation of the debtor's business, \$507(a)(3) inefit plan — 11 U.S.C. \$507(a)(4) ind purchase, lease, or rental of property or lousehold use — 11 U.S.C. \$507(a)(6) int owed to a spouse, former spouse, or child inmental units — 11 U.S.C. \$507(a)(8)	
Amount of arrearage included in secured of	e and other charges at time case filed claim, if any: \$	*Amounts are subject to adjustment o respect to cases commenced on o	n 4/1/98 and every 3 years thereafter with	
purpose of makin  8. Supporting Dock notes, purchase court judgments, NOT SEND ORI the documents are  9. Date-Stamped Castamped, self-ace  Date:  September 23, 2004	ount of all payments on this claim has be gethis proof of claim.  uments: Attach copies of supporting orders, invoices, itemized statements mortgages, security agreements, and every of the column of	documents, such as promissory of running accounts, contracts, idence of perfection of lien. DO nts are not available, explain. If the filing of your claim, enclose of of claim.  The any, of the creditor or other trach copy of power of attorney, mer Wolff & Donnelly LLP	nited States Bankruptcy Court outhern District of New York ne Bowling Green oom 534 ew York, New York 10004-1408  SEP 2 4 234  arss or both, 18, U.S.C. 88 152 and	
3571.		-	The state of the s	

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#### 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:

UNITED STATES BANKRUPTCY COURT

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 --

- 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).

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

SECURED CLAIM UNSECURED PRIORITY CLAIM \$ n/a

\$ n/a

UNSECURED NONPRIORITY CLAIM \$ Undetermined

OPPENHEIMER WØLFF & DONNELLY LLP

Dated: September 23, 2004

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 the case. A "request" for payment of an administrative expense may be filed	expense arising after the commencement of 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 claim. Attach co statement giving partice. □ Check box if you hav 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) 9000002045  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 previous!	ly 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 ☐ Wages, salaries, and compensati Your SS# ☐ Unpaid compensations for servi from ☐ (date)	U.S.C. § 1114(a) ons (Fill out below) ces performed		
2. Date debt was incurred: August 1995 and has continued to the present	3. If court judgment, date obtain			
4. Total Amount of Claim at Time Case Filed: \$  If all or part of your claim is secured or entitled to priority.	<ul> <li>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.     </li> <li>Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized</li> </ul>			
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: \$	whichever is earlier — 11 U.S.C.  Contributions to an employee ber  Up to \$1,950* of deposits towa services for personal, family, or halimony, maintenance, or suppo — 11 U.S.C. \$507(a)(7)  Taxes or other penalties of goven Other — Specify applicable para	n \$ : s (up to \$4,300*), earned within 90 days etition or cessation of the debtor's business, \$ 507(a)(3)  lefit plan — 11 U.S.C. \$507(a)(4)  rd purchase, lease, or rental of property or lousehold use — 11 U.S.C. \$507(a)(6)  rt owed to a spouse, former spouse, or child mental units — 11 U.S.C. \$ 507(a)(8)  graph of 11 U.S.C. \$ 507(a)  n 4/1/98 and every 3 years thereafter with		
7. Credits: The amount of all payments on this claim has be purpose of making this proof of claim.  8. Supporting Documents: Attach copies of supporting notes, purchase orders, invoices, itemized statements court judgments, mortgages, security agreements, and ev NOT SEND ORIGINAL DOCUMENTS. If the docume the documents are voluminous, attach a summary.  9. Date-Stamped Copy: To receive an acknowledgment of a stamped, self-addressed envelope and copy of this proof.  Sign and point the name and title, person authorized to file this claim (a if any):	documents, such as promissory of running accounts, contracts, idence of perfection of lien. DO nts are not available, explain. If the filing of your claim, enclose of of claim.  If any, of the creditor or other ttach copy of power of attorney.	END CLAIMS TO:  nited States Bankruptcy Court buthern District of New York ne Bowling Green com 534 ew York, New York 10004-1408		
2004 Steven W. Meyer, Esq., Opperhein Penalty for presenting fraudulent claim: Fine of up to \$500 3571.	0,000 or imprisonment for up 10 5 ye	ears, or both. 18 U.S.C. §§ 152 and U.S. BAHKRUPICY COURT SO. DIST. OF NEW YORK		

# SOUTHERN DISTRICT OF NEW YORK In Re: Chapter 11 ON TV, INC. Case No. 04-15506 (RDD) Debtors. (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:

UNITED STATES BANKRUPTCY COURT

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 --

- 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

(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