

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 particular.
- ☐ Check box if you have received any notices from 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.

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

SEND CLAIMS TO:

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

CLAIMS PROCESSING CENTER
U.S. C. SDNY

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:

TEC AIR, INC.

Debtors.
-----X

Chapter 11

Case No. 04-13641 (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, 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 have 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.

Date:

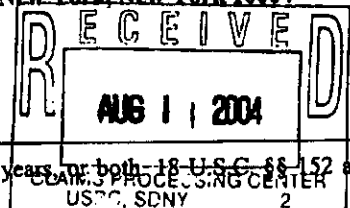
August 10, 2004

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

SEND CLAIMS TO:

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



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.
-----X

Chapter 11

Case No. 04-13640 (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 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**

PROOF OF CLAIM

Case Number: 04-13639 (RDD)

Name of Creditor and Address:

Telephone Number: (914) 765-4295

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

☐ 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.

04-13638 (RDD)

04-13638 (RDD)

0000001422



THIS SPACE IS FOR COURT USE ONLY

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

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

☐ 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)

- 3. If court judgment, date obtained:**

- \$ 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.

- ☐ 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: \$

- ☐ 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.

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

SEND CLAIMS TO:

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

New York, New York 10004

11115 12 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54 55 56 57 58 59 60 61 62 63 64 65 66 67 68 69 70 71 72 73 74 75 76 77 78 79 80 81 82 83 84 85 86 87 88 89 90 91 92 93 94 95 96 97 98 99 100 101 102 103 104 105 106 107 108 109 110 111 112 113 114 115 116 117 118 119 120 121 122 123 124 125 126 127 128 129 130 131 132 133 134 135 136 137 138 139 140 141 142 143 144 145 146 147 148 149 150 151 152 153 154 155 156 157 158 159 160 161 162 163 164 165 166 167 168 169 170 171 172 173 174 175 176 177 178 179 180 181 182 183 184 185 186 187 188 189 190 191 192 193 194 195 196 197 198 199 200 201 202 203 204 205 206 207 208 209 210 211 212 213 214 215 216 217 218 219 220 221 222 223 224 225 226 227 228 229 230 231 232 233 234 235 236 237 238 239 240 241 242 243 244 245 246 247 248 249 250 251 252 253 254 255 256 257 258 259 260 261 262 263 264 265 266 267 268 269 270 271 272 273 274 275 276 277 278 279 280 281 282 283 284 285 286 287 288 289 290 291 292 293 294 295 296 297 298 299 300 301 302 303 304 305 306 307 308 309 310 311 312 313 314 315 316 317 318 319 320 321 322 323 324 325 326 327 328 329 330 331 332 333 334 335 336 337 338 339 340 341 342 343 344 345 346 347 348 349 350 351 352 353 354 355 356 357 358 359 360 361 362 363 364 365 366 367 368 369 370 371 372 373 374 375 376 377 378 379 380 381 382 383 384 385 386 387 388 389 390 391 392 393 394 395 396 397 398 399 400 401 402 403 404 405 406 407 408 409 410 411 412 413 414 415 416 417 418 419 420 421 422 423 424 425 426 427 428 429 430 431 432 433 434 435 436 437 438 439 440 441 442 443 444 445 446 447 448 449 450 451 452 453 454 455 456 457 458 459 460 461 462 463 464 465 466 467 468 469 470 471 472 473 474 475 476 477 478 479 480 481 482 483 484 485 486 487 488 489 490 491 492 493 494 495 496 497 498 499 500 501 502 503 504 505 506 507 508 509 510 511 512 513 514 515 516 517 518 519 520 521 522 523 524 525 526 527 528 529 530 531 532 533 534 535 536 537 538 539 540 541 542 543 544 545 546 547 548 549 550 551 552 553 554 555 556 557 558 559 560 561 562 563 564 565 566 567 568 569 570 571 572 573 574 575 576 577 578 579 580 581 582 583 584 585 586 587 588 589 590 591 592 593 594 595 596 597 598 599 600 601 602 603 604 605 606 607 608 609 610 611 612 613 614 615 616 617 618 619 620 621 622 623 624 625 626 627 628 629 630 631 632 633 634 635 636 637 638 639 640 641 642 643 644 645 646 647 648 649 650 651 652 653 654 655 656 657 658 659 660 661 662 663 664 665 666 667 668 669 670 671 672 673 674 675 676 677 678 679 680 681 682 683 684 685 686 687 688 689 690 691 692 693 694 695 696 697 698 699 700 701 702 703 704 705 706 707 708 709 710 711 712 713 714 715 716 717 718 719 720 721 722 723 724 725 726 727 728 729 730 731 732 733 734 735 736 737 738 739 740 741 742 743 744 745 746 747 748 749 750 751 752 753 754 755 756 757 758 759 760 761 762 763 764 765 766 767 768 769 770 771 772 773 774 775 776 777 778 779 780 781 782 783 784 785 786 787 788 789 790 791 792 793 794 795 796 797 798 799 800 801 802 803 804 805 806 807 808 809 810 811 812 813 814 815 816 817 818 819 820 821 822 823 824 825 826 827 828 829 830 831 832 833 834 835 836 837 838 839 840 841 842 843 844 845 846 847 848 849 850 851 852 853 854 855 856 857 858 859 860 861 862 863 864 865 866 867 868 869 870 871 872 873 874 875 876 877 878 879 880 881 882 883 884 885 886 887 888 889 890 891 892 893 894 895 896 897 898 899 900 901 902 903 904 905 906 907 908 909 910 911 912 913 914 915 916 917 918 919 920 921 922 923 924 925 926 927 928 929 930 931 932 933 934 935 936 937 938 939 940 941 942 943 944 945 946 947 948 949 950 951 952 953 954 955 956 957 958 959 960 961 962 963 964 965 966 967 968 969 970 971 972 973 974 975 976 977 978 979 980 981 982 983 984 985 986 987 988 989 990 991 992 993 994 995 996 997 998 999 1000 1001 1002 1003 1004 1005 1006 1007 1008 1009 1010 1011 1012 1013 1014 1015 1016 1017 1018 1019 1020 1021 1022 1023 1024 1025 1026 1027 1028 1029 1030 1031 1032 1033 1034 1035 1036 1037 1038 1039 1040 1041 1042 104

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10/21/2024

1001 | 2004

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CLAIMS PROCESSING CENTER

years, USIA, SDNY 2

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both, of both the USMC and USN, SDNY 2

**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.

**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.
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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 proof of claim relating to this claim. Attach copy of statement giving particulars.
- ☐ 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
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.

Date:

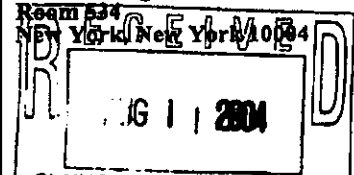
August 10, 2004

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

SEND CLAIMS TO:

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



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

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

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:

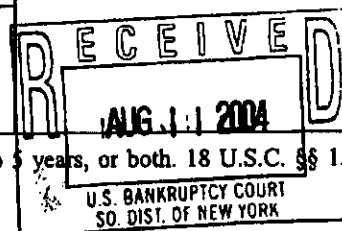
United States Bankruptcy Court
Southern District of New York
One Bowling Green
Room 534
New York, New York 10004

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) 0000002041



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**

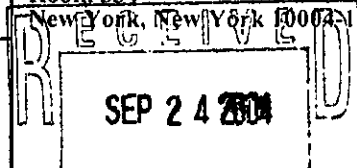
New York, New York 10004-1408

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 notice of 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**

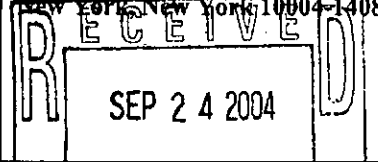
New York, New York 10004-1408

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 of prosecution.

**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:

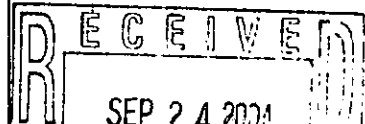
**United States Bankruptcy Court
Southern District of New York
One Bowling Green
Room 534
New York, New York 10004-1408**

Date:

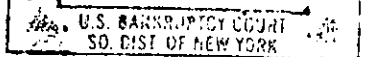
**September 23,
2004**

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.

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 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 co statement giving partic
- ☐ Check box if you have 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 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 _____ 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:

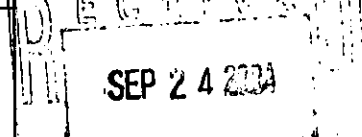
United States Bankruptcy Court
Southern District of New York
One Bowling Green
Room 534
New York, New York 10004-1408

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 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**

- ☐ Check box if you are aware that anyone else has filed proof of claim relating claim. Attach copy statement giving particular.
- ☐ Check box if you have received any notices from bankruptcy court in this claim.
- ☐ 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) 0000002045



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:

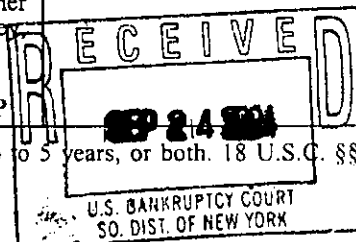
**United States Bankruptcy Court
Southern District of New York
One Bowling Green
Room 534
New York, New York 10004-1408**

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:

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

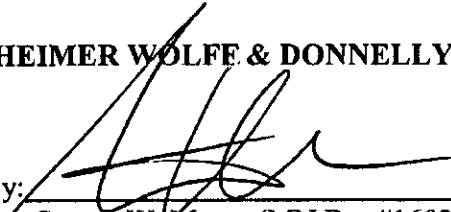
4. This claim is based upon the Debtor's infringement of many of IBM's patents, including, but not limited to the following US patents: 4,805,134, 5,319,542, 5,442,771, 5,758,072, 5,347,632, and 5,796,967. The Debtor was sent notice of its infringement of IBM patents on April 26, 1999. IBM claims that 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**