

Hearing Date: November 16, 2004 at 10:00 a.m. (Eastern)
Responses Due: October 28, 2004 at 4:00 p.m. (Eastern)

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Proposed Counsel to the Debtors and
Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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: :
In re : Chapter 11
: :
RCN CORPORATION, et al., : Case No. 04-13638 (RDD)
: :
Debtors. : (Jointly Administered)
: :
----- X

NOTICE OF DEBTORS' OBJECTION UNDER 11 U.S.C. §§ 105(a)
AND 502 AND FED. R. BANKR. P. 3001 AND 3007 TO PROOFS
OF CLAIM FILED BY INTERNATIONAL BUSINESS MACHINES CORPORATION

PLEASE TAKE NOTICE that on October 7, 2004, RCN Corporation and certain of its direct and indirect subsidiaries, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed their objection (the "Objection") under 11 U.S.C. §§ 105(a) and 502 and Fed. R. Bankr. P. 3001 and 3007 to proofs of claim filed by International Business Machines Corporation.

PLEASE TAKE FURTHER NOTICE that responses to the Objection, if any, must be in writing, must conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, and must be (i) filed with the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") in accordance with General Order M-242 (as amended) - registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties in interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF)), WordPerfect or any other Windows-based word processing format); submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge; and served upon (i) RCN Corporation, 105 Carnegie Center, Princeton, NJ 08540, Attention: General Counsel; (ii) Dechert LLP, 30 Rockefeller Plaza, New York, NY 10112, Attention: David C. McGrail, Esq., and Bell Atlantic Tower, 1717 Arch Street, Philadelphia, PA 19103, Attention: Martin J. Black, Esq.; (iii) Skadden, Arps, Slate, Meagher & Flom LLP, counsel to the Debtors, 4 Times Square, New York, NY, 10036-6522, Attention: D.J. Baker, Esq., and Frederick D. Morris, Esq.; (iv) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, NY 10004, Attention: Paul K. Schwartzberg, Esq.; (v) Milbank, Tweed, Hadley & McCloy, counsel to the Official Committee of Unsecured Creditors, 1 Chase 2 Manhattan Plaza, New York, NY 10005, Attention: Dennis F. Dunne, Esq., and Deirdre A. Sullivan, Esq.; (v) Simpson Thacher & Bartlett, counsel to the agent for the Debtors' prepetition credit facility, 425 Lexington Avenue, New York, NY 10017-3954, Attention: Peter V. Pantaleo, Esq.; and (vi) HSBC Bank USA, the indenture trustee for the Debtors' outstanding debt securities, 452 Fifth Avenue, New York, NY 10001, Attention: Issuer Services, in each case so as to be **received no later than 4:00 p.m. prevailing Eastern time on October 28, 2004** (the "Response Deadline").

PLEASE TAKE FURTHER NOTICE that if a response is received by the Response Deadline in accordance with the above notice procedures, a hearing (the "Hearing") will be held before the Honorable Robert D. Drain, United States Bankruptcy Judge, in the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, NY 10004 on **November 16, 2004 at 10:00 a.m. prevailing Eastern time.**

PLEASE TAKE FURTHER NOTICE that only those responses made in writing and timely filed and received by the Response Deadline will be considered by the Bankruptcy Court at the Hearing and that if no responses to the Objection are timely filed and served in accordance with the procedures set forth herein, the Bankruptcy Court may enter an order granting the relief requested in the Objection **without further notice or a hearing.**

DATED: October 7, 2004
New York New York

/s/ David C. McGrail
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