

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)
: :
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**ORDER UNDER 11 U.S.C. §§ 105, 502, 1125, AND 1128 AND
FED. R. BANKR. P. 2002, 3002, 3017, 3018, AND 3020 (i) SCHEDULING
HEARING ON CONFIRMATION OF PLAN; (ii) ESTABLISHING
DEADLINE AND PROCEDURES FOR FILING OBJECTIONS TO
CONFIRMATION OF PLAN; (iii) ESTABLISHING DEADLINE AND
PROCEDURES FOR TEMPORARY ALLOWANCE OF CLAIMS FOR
VOTING PURPOSES; (iv) ESTABLISHING RECORD DATE FOR
MAILING OF MATERIALS FOR VOTING PURPOSES;
(v) DETERMINING TREATMENT OF CERTAIN UNLIQUIDATED,
CONTINGENT OR DISPUTED CLAIMS FOR NOTICE AND VOTING
PURPOSES; (vi) APPROVING (A) SOLICITATION PACKAGES
AND PROCEDURES FOR DISTRIBUTION, (B) FORM OF
NOTICE OF HEARING ON CONFIRMATION AND RELATED
MATTERS, AND (C) FORMS OF BALLOTS; (vii) ESTABLISHING
VOTING DEADLINE AND PROCEDURES FOR TABULATION
OF VOTES; (viii) ESTABLISHING NOTICE AND PROCEDURES
FOR ASSUMING OR REJECTING EXECUTORY CONTRACTS
AND UNEXPIRED LEASES; AND (ix) DEEMING
CLASS 8 EQUITY INTERESTS TO HAVE REJECTED THE PLAN**

Upon the motion (the "Motion")¹ of the above-captioned debtors and
debtors-in-possession (collectively, the "Debtors"), for entry of an order (the "Order")

¹ Unless otherwise defined, capitalized terms used herein shall have the meanings ascribed to them in the Motion and/or the Plan (as defined herein).

under 11 U.S.C. §§ 105, 502, 1125, and 1128 and Fed. R. Bankr. P. 2002, 3002, 3017, 3018, and 3020, (i) scheduling a hearing (the "Confirmation Hearing") to consider confirmation of the Plan; (ii) establishing a deadline and procedures for filing objections to confirmation of the Plan; (iii) establishing a deadline and procedures for temporary allowance of claims for voting purposes; (iv) establishing a record date for mailing of solicitation materials and voting on the Plan; (v) determining the treatment of certain unliquidated, contingent or disputed claims for notice and voting purposes; (vi) approving (a) solicitation packages and procedures for distribution to creditors and equity security holders, (b) the form of notice of the Confirmation Hearing and related matters, and (c) forms of ballots; (vii) establishing a voting deadline and procedures for tabulating votes on the Plan; (viii) establishing notice and procedures for assuming or rejecting executory contracts and unexpired leases; and (ix) deeming Class 8 Equity Interests to have rejected the Plan; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED.

2. **Confirmation Hearing Date.** The hearing to consider confirmation of the Plan (the "Confirmation Hearing") shall commence on December 8, 2004 at 10:00 a.m. (prevailing Eastern time) (the "Confirmation Hearing Date"). The Confirmation Hearing may be continued or adjourned from time to time by way of announcement of such continuance or adjournment in open court or by otherwise informing the Court, without further notice to creditors or other parties in interest.

3. **Deadline and Procedures for Filing Objections to Confirmation of Plan.** The deadline for filing and serving objections to confirmation of the Plan (the "Confirmation Objection Deadline") shall be November 30, 2004 at 4:00 p.m. (prevailing Eastern time).

4. In order to be considered, objections, if any, to confirmation of the Plan must: (i) be in writing, (ii) comply with the Bankruptcy Rules and the Local Bankruptcy Rules for the Southern District of New York (the "Local Rules"), (iii) set forth the name of the objector, and the nature and amount of any claim or interest asserted by the objector against or in the Debtors, their estates, or their property, (iv) state with particularity the legal and factual bases for the objection, and (v) be filed with the Court, together with proof of service, at <http://www.nysb.uscourts.gov>, in accordance with the Court's general order setting forth Electronic Filing Procedures, as amended, with a hard copy delivered to the chambers of the Honorable Robert D. Drain, and served so that they are received no later than the Confirmation Objection Deadline by the following parties (collectively, the "Notice Parties"):

Counsel for the Debtors

Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, NY 10036-6522
Attention: D.J. Baker, Esq.
Frederick D. Morris, Esq.
Telephone: (212) 735-3000
Facsimile: (212) 735-2000

Counsel for the Senior Lenders

Simpson, Thacher & Bartlett LLP
425 Lexington Avenue
New York, NY 10017-3954
Attention: Peter V. Pantaleo, Esq.
Elisha Graff, Esq.
Telephone: (212) 455-2000
Facsimile: (212) 455-2502

Counsel for the Creditors' Committee

Milbank, Tweed, Hadley & McCloy LLP
One Chase Manhattan Plaza
New York, NY 10005
Attention: Dennis F. Dunne, Esq.
Deirdre Ann Sullivan, Esq.
Telephone: (212) 530-5000
Facsimile: (212) 530-5219

United States Trustee

The Office of the United States Trustee
33 Whitehall Street, 21st Floor
New York, NY 10004
Attention: Paul K. Schwartzberg, Esq.
Telephone: (212) 510-0500
Facsimile: (212) 668-2256

5. The Court shall overrule or refuse to consider objections to confirmation of the Plan not timely filed and served in accordance with the provisions of the prior paragraph.

6. **Deadline and Procedures for Temporary Allowance of Claims for Voting Purposes.** The deadline for filing and serving motions pursuant to Bankruptcy Rule 3018(a) seeking temporary allowance of Claims for the purpose of accepting or rejecting the Plan ("Rule 3018(a) Motions") shall be November 18, 2004 at 4:00 p.m. (prevailing Eastern time) (the "Rule 3018(a) Motion Deadline").

7. In order to be considered, Rule 3018(a) Motions must: (i) be made in writing; (ii) comply with the Bankruptcy Rules and the Local Bankruptcy Rules for the Southern District of New York; (iii) set forth the name of the party asserting the Rule 3018(a) Motion; (iv) state with particularity the legal and factual bases for the Rule 3018(a) Motion and (v) be filed with the Court, together with proof of service, at <http://www.nysb.uscourts.gov>, in accordance with the Court's general order setting forth Electronic Filing Procedures, as amended, with a hard copy delivered to the chambers of the Honorable Robert D. Drain, and served so as to be received by the Notice Parties no later than the Rule 3018(a) Motion Deadline.

8. Rule 3018(a) Motions that are timely filed and served in the manner set forth above shall be considered and, except as otherwise provided herein, the Claims referred to therein shall be provisionally counted in determining whether

the Plan has been accepted or rejected, pending a final determination by the Court at the Confirmation Hearing. If, and to the extent that, the Debtors and such party are unable to resolve the issues raised by the Rule 3018(a) Motion prior to the Voting Deadline, such Rule 3018(a) Motion shall be considered by the Court at the Confirmation Hearing, at which time the Court shall determine whether the provisional Ballot should be counted as a vote on the Plan and, if so, the amount, if any, in which the party filing the Rule 3018(a) Motion shall be entitled to vote.

9. Any party timely filing and serving a Rule 3018(a) Motion shall be provided a Ballot and shall be permitted to cast a provisional vote to accept or reject the Plan.

10. **Treatment of Certain Unliquidated, Contingent or Disputed Claims for Notice and Voting Purposes.** Any holder of a Claim that (i) was scheduled in the Debtors' schedules of assets and liabilities as unliquidated, contingent or disputed and which was not the subject of (a) a timely filed proof of claim or (b) a proof of claim deemed timely filed pursuant to either the Bankruptcy Code or any order of the Court or (ii) was not scheduled and was not the subject of a (a) timely filed proof of claim or (b) a proof of claim deemed timely filed pursuant to either the Bankruptcy Code or any order of the Court, shall not be treated as a creditor with respect to such Claim for purposes of voting on the Plan, receiving distributions under the Plan and receiving notices, other than by publication.

11. Pursuant to Bankruptcy Code sections 105(a) and 502(a), any Claim (or portion thereof) to which an objection has been filed prior to the Confirmation Hearing shall neither be entitled to vote on the Plan nor shall it be counted in determining whether the requirements of Bankruptcy Code section 1126(c) have been met with respect to the Plan, unless (i) the Claim has been temporarily allowed for voting purposes pursuant to Bankruptcy Rule 3018(a) or (ii) the objection to such Claim has been resolved in favor of the creditor asserting the Claim.

12. For purposes of voting, the amount of a Claim used to calculate acceptance or rejection of the Plan under Bankruptcy Code section 1126 shall be (i) the amount of such Claim that has been scheduled by the Debtors (if such Claim is not scheduled at zero or as disputed, contingent or unliquidated and such Claim is not the subject of a timely filed proof of Claim); (ii) the liquidated amount specified in a proof of claim that was or is deemed timely filed under applicable law and any applicable orders of the Court and that was (a) not objected to or (b) otherwise allowed by a final order of the Court, or (iii) the amount temporarily allowed by the Court for voting purposes pursuant to a Rule 3018(a) Motion.

13. Any Claim (or portion thereof) as to which a separate objection has been filed before the Confirmation Hearing shall not be entitled to vote on the Plan and shall not be counted in determining whether the requirements of section 1126(c) of the Bankruptcy Code have been met, except to the extent that the objection

to such Claim has been resolved in favor of the creditor asserting the Claim; *provided, however*, that if a Rule 3018(a) Motion is filed on account of such Claim in accordance with the provisions of this Solicitation Procedures Order, the holder of such Claim shall be entitled provisionally to vote on the Plan and, to the extent such Rule 3018(a) Motion is decided in favor of such Claimholder, the Ballot cast on account of such Claim shall be counted in determining whether the requirements of section 1126(c) of the Bankruptcy Code have been met.

14. The Ballots cast by holders of Claims who timely file proofs of claim in wholly unliquidated or unknown amounts that are not the subject of an objection filed before the Confirmation Hearing shall be counted for purposes of satisfying the numerosity requirement of section 1126(c) of the Bankruptcy Code, but shall not be counted toward satisfying the aggregate amount, unless temporarily allowed by the Court in a specific amount for voting purposes pursuant to Bankruptcy Rule 3018(a), in accordance with the procedures set forth above regarding Rule 3018(a) Motions.

15. **Establishment of Solicitation Record Date.** Notwithstanding anything to the contrary in the Bankruptcy Rules, October 7, 2004 shall be the solicitation record date (the "Solicitation Record Date") for purposes of determining (i) creditors and equity holders entitled to receive Non-Voting Packages (as defined below) and (ii) creditors entitled to vote to accept or reject the Plan.

16. Content and Transmittal of Solicitation Packages; Including Ballots; Content and Transmittal of Non-Voting Packages; Approval of Forms

of Notice and Ballots. On or before October 15, 2004, the Debtors shall mail or cause to be mailed by first-class mail a solicitation package (the "Solicitation Package") containing copies of:

- (a) the Notice of (A) Hearing on Confirmation of Plan; (B) Deadline and Procedures for Filing Objections to Confirmation of Plan; (C) Deadline and Procedures for Temporary Allowance of Claims for Voting Purposes; (D) Treatment of Certain Unliquidated, Contingent or Disputed Claims for Notice and Voting Purposes; (E) Solicitation Record Date; (F) Voting Deadline; (G) Notice and Procedures for Assuming or Rejecting Executory Contracts and Unexpired Leases and (H) Releases, substantially in the form attached hereto as Exhibit A, which form of notices is hereby approved (the "Confirmation Hearing Notice");
- (b) the Disclosure Statement and all the Appendices attached thereto (including the Plan and its exhibits); and
- (c) the Order Approving Disclosure Statement.

17. The Solicitation Package shall be mailed by first-class mail to the following parties: (i) holders of Claims in Classes 3, 5 and 7 and (ii) all parties identified on the "Master Service List" pursuant to the Court's Order Under 11 U.S.C. §§ 102 And 105 And Fed. R. Bankr. P. 2002, 9006 And 9007 Establishing Certain Notice, Case Management And Administrative Procedures, dated June 2, 2004 (Docket No. 6).

18. Creditors holding Claims in Classes 3, 5 and 7 shall also receive a ballot (the "Ballot") (and a pre-addressed, postage-prepaid return envelope) appropriate for the specific creditor, in substantially the form of the proposed Ballots collectively attached to hereto as Exhibits E-1 through E-9, which forms of Ballots are hereby approved. Holders of Class 5 RCN General Unsecured Claims who are also holders of Senior Note Claims will also receive an Election Form, in substantially the form attached hereto as Exhibit F, which Election Form is hereby approved.

19. On or before October 15, 2004, the Debtors shall mail or cause to be mailed by first-class mail to (i) holders of Claims in Classes 1, 2, 4 and 6 and (ii) holders of Claims and/or Interests in Classes 8, 9 and 10, copies of:

- (a) the Confirmation Hearing Notice; and
- (b) (1) the Notice Of Non-Voting Status With Respect To Unimpaired Class 1 Other Priority Claims, Class 2 Bank Claims, Class 4 Other Secured Claims, and Class 6 Subsidiary General Unsecured Claims, to holders of Claims in Classes 1, 2, 4 and 6, substantially in the form attached hereto as Exhibit B or (2) the Notice Of Non-Voting Status With Respect To Impaired Class 8 Equity Interests, Class 9 Subordinated Claims and Class 10 Warrant Interests, to holders of Claims or Interests in Classes 8, 9 and 10, respectively, in substantially the forms attached hereto as Exhibit C and, respectively, which forms of notices are hereby approved (collectively, the "Non-Voting Package").

20. On or before October 15, 2004, the Debtors shall mail or cause to be mailed by first-class mail a copy of the Confirmation Hearing Notice to the

following parties: (i) any known holder of an Administrative Claim; (ii) any known holder of a Priority Tax Claim; (iii) all 50 state attorneys general and secretaries of state; (iv) ordinary course professionals or professionals retained by the Debtors; (v) workers' compensation agencies; (vi) relevant regulatory agencies; (vii) the Pension Benefit Guarantee Corporation and (viii) parties whose executory contracts or unexpired leases are being assumed or assumed and assigned (collectively, the "Assumed Contracts") or rejected.

21. The Confirmation Hearing Notice shall direct anyone seeking to review the complete Disclosure Statement and/or the Plan to (i) access <http://www.rcnplan.com> or (ii) call (646) 282-1800, which arrangement is hereby determined to comport with the requirements of due process.

22. Creditors who have filed duplicate Claims in any given Class shall receive only one Solicitation Package and one Ballot for voting with respect to that Class. Holders of claims or interests in Classes 1, 2, 4, 6, 8, 9 and 10 who have filed duplicative Claims or proofs of Interest should receive only one Non-Voting Package with respect to such Claims or Interests.

23. **Procedures for Transmittal to Record Holders of Public Securities.** Transmittal of Solicitation Packages or Non-Voting Packages, as the case may be, to record holders of the Debtors' publicly held debt (each, a "Debt Security", and collectively, the "Debt Securities") and to holders of the Debtors' equity securities

shall be made as follows: the Solicitation Packages or Non-Voting Packages, as appropriate, shall be mailed to (i) each holder of record of the Debt Securities and equity securities as of the Solicitation Record Date and (ii) each bank, brokerage or other custodian firm, or nominee (or the agent therefor) (each, a "Security Intermediary" and, collectively, the "Security Intermediaries") identified by the Debtors' voting, information and tabulation agent (the "Voting Agent") as an entity through which beneficial owners indirectly hold Debt Securities or equity securities.

24. **Labels for Record Holders.** To facilitate the mailing described in the preceding paragraph, (i) JPMorgan Chase Bank, as administrative agent for the Bank Claims, (ii) HSBC Bank USA, as indenture trustee for the Senior Notes and (iii) and Mellon Investor Services, the transfer agent for the common stock (or such other trustee or transfer agent as may be maintaining the records at the time of the Debtors' request) shall provide the Voting Agent within three Business Days after the Court's approval of the order approving the adequacy of the Disclosure Statement with the names, addresses, account numbers and holdings of the respective holders of record as of the Solicitation Record Date, in electronic file on disc or via e-mail or, if not available electronically, in written form.

25. **Dissemination to Beneficial Holders.** The Security Intermediaries, through which beneficial owners hold Debt Securities or equity securities, shall promptly distribute Solicitation Packages or Non-Voting Packages to

such holders within five Business Days and cooperate with the Voting Agents to accomplish such distribution.

26. **Voting by Beneficial Holders of Debt Securities; Approval of Ballots.** The Security Intermediaries, through which beneficial owners hold Debt Securities, shall (i) forward Solicitation Packages to each beneficial owner of the applicable Debt Security for voting, including postage-prepaid return envelopes provided by and addressed to the respective Security Intermediaries or (ii) prevalidate the Ballot by signing it and by indicating on the Ballot the record holder of the Debt Securities voted, the principal amount and the appropriate account number and by forwarding the Solicitation Package along with the prevalidated Ballot to the beneficial owner of the Debt Security for voting, so that the beneficial owner may return the completed Ballot directly to the Voting Agent in the return envelope provided in the Solicitation Package. If the Ballots forwarded by a Security Intermediary are not prevalidated, such Security Intermediary shall summarize the individual votes of its respective beneficial owners from their beneficial owner Ballots on an appropriate master Ballot, in substantially the form of the master Ballots (and instructions attached thereto) attached hereto as Exhibits E-9 through E-13 (the "Master Ballots"), which forms of Master Ballots are hereby approved, and then return the Master Ballots to the Voting Agent by the Voting Deadline.

27. The Debtors shall serve or cause to be served a copy of this Solicitation Procedures Order on each indenture trustee and Security Intermediary identified by the Voting Agent as an entity through which beneficial owners hold Debt Securities and equity securities. In addition, the Debtors shall reimburse such entities for their reasonable out-of-pocket expenses incurred in performing the tasks described herein. The Court shall retain jurisdiction to resolve any disputes regarding any request for reimbursement.

28. **When No Notice or Transmittal Necessary.** Notwithstanding any provision of this Solicitation Procedures Order to the contrary, no notice or service of any kind shall be required to be made upon any person to whom the Debtors mailed a notice of the meeting of creditors under section 341 of the Bankruptcy Code, notice of the bar dates for filing proofs of claim, or any other notice or pleading, and received such notices or pleadings returned by the United States Postal Service marked "undeliverable as addressed," "moved -- left no forwarding address," "forwarding order expired" or similar marking or reason, unless the Debtors have been informed in writing by such person of that person's new address.

29. **Publication of Confirmation Hearing Notice.** The Debtors are authorized to publish the Confirmation Hearing Notice (substantially in the form attached hereto as Exhibit A) once on or before October 15, 2004 in The Wall Street

Journal (national edition). Such publication is deemed to be sufficient notice to persons who do not otherwise receive the Confirmation Hearing Notice by mail.

30. **Voting Deadline.** To be counted, Ballots (including Master Ballots) for accepting or rejecting the Plan must be received by the Voting Agent by 5:00 p.m. (Eastern time) on November 30, 2004 (the "Voting Deadline") by the Voting Agent. The Debtors are entitled to reserve the absolute right to extend, by oral or written notice to the Voting Agent, the period of time (on a daily basis, if necessary), during which Ballots will be accepted for any reason including, but not limited to, determining whether or not the requisite acceptances have been received, by making a public announcement of such extension no later than 12:01 p.m. (prevailing Eastern time) on the first Business Day next succeeding the previously announced Voting Deadline. Without limiting the manner in which the Debtors may choose to make any public announcement, the Debtors shall not have any obligation to publish, advertise or otherwise communicate any such public announcement, other than by issuing a news release through the Dow Jones News Service.

31. **Procedures for Vote Tabulation - Votes Counted.** Any Ballot timely received that contains sufficient information to permit the identification of the claimant and cast as either an acceptance of the Plan or rejection of the Plan shall be counted and shall be deemed to be cast as an acceptance or rejection, as the case may be, of the Plan. The failure of a holder of a Claim in Classes 3, 5 and 7 to

deliver a duly executed Ballot will be deemed to constitute an abstention by such holder with respect to voting on the Plan, and such abstention will not be counted as a vote for or against the Plan.

32. Each record holder or beneficial owner of any Debt Security who voted to accept or reject the Plan shall be deemed to have voted the full principal amount of its Claim relating to such Debt Security, notwithstanding anything to the contrary on any Ballot.

33. **Votes Not Counted.** The following Ballots or Master Ballots shall not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected:

- (a) Any Ballot or Master Ballot received after the Voting Deadline, unless the Voting Deadline was extended by the Debtors as described herein;
- (b) Any Ballot or Master Ballot that is sent by facsimile transmission, is illegible or contains insufficient information to permit the identification of the claimant;
- (c) Any Ballot that indicates neither an acceptance of the Plan nor a rejection, or indicates both an acceptance and rejection, of the Plan;
- (d) Any Ballot cast by a person or entity that does not hold a Claim in a class that is entitled to vote to accept or reject the Plan;
- (e) Any form of Ballot or Master Ballot other than the official form sent by the applicable Voting Agent or a copy thereof;
- (f) Any Ballot or Master Ballot without an original signature;

- (g) Any Ballot (other than Master Ballots) that casts part of its vote in the same class to accept the Plan either with or without the Releases and part to reject the Plan; or
- (h) Any Ballot or Master Ballot received that the applicable Voting Agent cannot match to an existing database record.

34. **Withdrawal of Votes.** Any party who has delivered a valid Ballot for the acceptance or rejection of the Plan may withdraw, subject to the Debtors' right to contest the validity of any such withdrawal, such acceptance or rejection by delivering a written notice of withdrawal to the applicable Voting Agent at any time prior to the Voting Deadline. A notice of withdrawal, to be valid, shall (i) contain the description of the Claim(s) to which it relates and the aggregate principal amount represented by such Claim(s), (ii) be signed by the withdrawing party in the same manner as the Ballot being withdrawn, (iii) contain a certification that the withdrawing party owns the Claim(s) and possesses the right to withdraw the Ballot sought to be withdrawn and (iv) be received by the applicable Voting Agent prior to the Voting Deadline.

35. **Changing Votes.** Notwithstanding Bankruptcy Rule 3018(a), whenever two or more Ballots (including Master Ballots) are cast voting the same Claim prior to the Voting Deadline, the Ballot or Master Ballot dated latest but received prior to the Voting Deadline shall be deemed to reflect the voter's intent and

thus to supersede any prior Ballots (including Master Ballots); *provided, however*, that nothing herein shall affect the Debtors' right to object to the validity of the second Ballot or Master Ballot on any basis permitted by law, including under Bankruptcy Rule 3018(a) and, if such objection is sustained, to count the first Ballot or Master Ballot for all purposes. Notwithstanding the foregoing, the rights of all parties in interest shall be reserved with respect to which Ballot or Master Ballot shall be tabulated if two or more Ballots (including Master Ballots) are cast voting the same Claim.

36. **No Division of Claims or Votes.** Except as it may relate to the procedures discussed above with respect to Master Ballots, creditors who vote may not divide their Claims or the votes associated therewith and must vote all of their Claims within a particular class either to accept the Plan or reject the Plan. A Ballot partially accepting and partially rejecting the Plan shall not be counted for any purpose.

37. **Procedures for Counting Ballots from Holders of Debt Securities.** Unless the Ballots are prevalidated as allowed by this Solicitation Procedures Order, all Security Intermediaries through which beneficial owners hold Debt Securities shall receive and summarize on a Master Ballot all beneficial owner Ballots cast by the beneficial owners they serve and then return the Master Ballot to the applicable Voting Agent.

38. All Security Intermediaries shall retain for inspection by the Court the Ballots cast by beneficial owners for one year following the Solicitation Record Date.

39. Votes cast by the beneficial owners through a Security Intermediary and transmitted by means of a Master Ballot shall be applied against the positions held by such Security Intermediary as evidenced by the list of record holders of the applicable Debt Security, or through participation in a securities depository. Votes submitted by a Security Intermediary on a Master Ballot shall not be counted in excess of the position maintained by the respective Security Intermediary on the Solicitation Record Date.

40. To the extent that conflicting votes or over-votes are submitted on a Master Ballot, the applicable Voting Agent shall attempt to resolve the conflicting votes or over-votes prior to the Voting Deadline in order to ensure that the votes of beneficial owners of Debt Securities are accurately tabulated.

41. To the extent that conflicting votes or over-votes on a Master Ballot are not reconcilable prior to the Voting Deadline, the applicable Voting Agent shall count votes in respect to such Master Ballot in the same proportion as the votes to accept and reject the Plan submitted on the Master Ballot that contained the conflicting votes or over-votes, but only to the extent of the applicable Security Intermediary's position on the Solicitation Record Date in the Debt Security.

42. The Security Intermediaries are authorized and directed to complete multiple Master Ballots, and the votes reflected by such multiple Master Ballots shall be counted, except to the extent that they are duplicative of other Master Ballots. If two or more Master Ballots submitted are inconsistent in whole or in part, the latest Master Ballot received prior to the Voting Deadline shall, to the extent of such inconsistency, supersede and revoke any prior Master Ballot. The Debtors shall retain their right to object to the validity of the second Master Ballot on any basis permitted by law, including under Bankruptcy Rule 3018(a) and, if such objection is sustained, the first Master Ballot shall then be counted. Notwithstanding the foregoing, the rights of all parties-in-interest shall be reserved with respect to which Master Ballot shall be tabulated if two or more Master Ballots are cast voting the same Claim.

43. **Service And Notice Adequate And Sufficient.** Service of all notices and documents described herein in the time and manner as set forth herein shall constitute due, adequate and sufficient notice, and to the extent that any party in interest wishes to review a complete copy of the Disclosure Statement and/or the Plan, such party may do so by either accessing <http://www.rcnplan.com> or calling Financial Balloting Group LLC at (646) 282-1800.

44. **Notice and Procedure for Assuming or Rejecting Executory Contracts and Unexpired Leases.** With respect to Assumed Contracts, in addition

to receiving the Confirmation Hearing Notice, the parties to such Assumed Contracts shall also receive a copy of the Notice Of Assumption Of Executory Contracts Or Unexpired Leases Pursuant To Joint Plan Of Reorganization Of RCN Corporation And Certain Subsidiaries, substantially in the form attached hereto as Exhibit D, which form of notice is hereby approved. Such notice shall state the amount of cure that the Debtors believe is owed in respect of such Assumed Contracts. Additionally, parties to executory contracts and unexpired leases with the Debtors shall be able to review a copy of Exhibit D to the Plan to determine whether their executory contract or unexpired lease is being assumed or rejected, by downloading a copy of the Plan at <http://www.rcnplan.com> or by calling Financial Balloting Group LLC at (646) 282-1800. The Confirmation Objection Deadline shall be set as the date by which any non-Debtor party objecting to the assumption or rejection of its contract or lease must file such an objection. Objections that are not filed and served by the time and in the manner as set forth above shall be overruled.

45. **Classes Deemed To Have Rejected The Plan.** Pursuant to Bankruptcy Code section 105(a), holders of Class 8 Equity Interests are deemed to have rejected the Plan. The Debtors are not required to solicit the votes of the holders of Class 8 Equity Interests.

46. The requirement pursuant to Local Rule 9013-1(b) that the Debtors file a memorandum of law in support of the Motion is hereby waived.

Dated: New York, New York
October 13, 2004

/s/Robert D. Drain
ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE