

Exhibit A

Hrg. Date: December 8, 2004 @ 10:00 a.m. (prevailing Eastern Time)
Obj. Due: November 30, 2004 @ 4:00 p.m. (prevailing Eastern Time)

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 (I) HEARING ON CONFIRMATION OF JOINT PLAN OF
REORGANIZATION OF RCN CORPORATION AND CERTAIN SUBSIDIARIES,
(II) DEADLINE AND PROCEDURES FOR FILING OBJECTIONS TO
CONFIRMATION OF PLAN, AND (III) INJUNCTIONS AND RELEASES UNDER THE PLAN**

TO ALL CREDITORS, EQUITY SECURITY HOLDERS AND OTHER PARTIES IN INTEREST:

PLEASE TAKE NOTICE that:

1. On August 20, 2004, RCN Corporation, and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above captioned chapter 11 cases (collectively, the "Debtors") filed with the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), the Joint Plan of Reorganization of RCN Corporation and Certain Subsidiaries (as amended, the "Plan"), and the Disclosure Statement with respect to the Plan (as amended, the "Disclosure Statement"). The Debtors subsequently amended the Disclosure Statement and Plan on August 31, 2004, October 6, 2004 and October 12, 2004. All defined terms not defined herein shall have the meanings ascribed to them in the Plan. A list of the Debtor plan proponents is attached hereto as Exhibit A.

2. A hearing to confirm the Plan has been scheduled for December 8, 2004 at 10 a.m. (prevailing Eastern time) at the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004, before the Honorable Robert D. Drain, United States Bankruptcy Judge (the "Confirmation Hearing"). The Confirmation Hearing may be continued or adjourned from time to time without further notice other than the announcement of the adjourned or continued date(s) at the Confirmation Hearing or any continued or adjourned hearing.

3. Executory Contracts And Unexpired Leases. Except as otherwise provided in the Plan, or in any contract, instrument, release, indenture, or other agreement or document entered into in connection with the Plan, as of the Effective Date, each Debtor will be deemed to have rejected each executory contract and unexpired lease to which it is a party, unless such contract or lease (i) was previously assumed or rejected by the applicable Debtor, (ii) previously expired or terminated pursuant to its own terms, (iii) is listed on the schedule of contracts to be assumed attached to the Plan as Exhibit D, or (iv) is the subject of a motion to assume filed on or before the deadline for voting to accept or reject the Plan.

4. The Debtors have transmitted a notice to each non-Debtor party to an executory contract or unexpired lease the Debtors intend to assume under the Plan. Such notice states the Debtors' proposed cure amount with respect to such executory contract or unexpired lease (i.e. the amount the Debtors must pay to the non-Debtor parties to the executory contract or unexpired lease prior to the Debtors' assumption of such executory contract or

unexpired lease). If you disagree with the Debtors' proposed cure amount, then you must assert your objection to the Debtors' assumption of the contract in accordance with the provisions contained in paragraph 5 herein.

5. Objections, if any, to confirmation of the Plan (or assumption of lease or contract under the Plan) must be in writing, must conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the United States Bankruptcy Court for the Southern District of New York, and must be, **no later than 4:00 p.m. prevailing Eastern time on November 30, 2004**, (i) filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) (a) electronically, by registered users of the Bankruptcy Court's case filing system, and (b) on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect or any other Windows-based word processing format), by all other parties in interest; (ii) submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004; and (iii) served on the following parties:

Skadden, Arps, Slate, Meagher & Flom LLP Four Times Square New York, NY 10036-6522 (Attn: D.J. Baker, Esq. and Frederick D. Morris, Esq.) Counsel for RCN Corporation, <u>et al.</u>	Simpson, Thacher & Bartlett LLP 425 Lexington Avenue New York, NY 10017-3954 (Attn: Peter V. Pantaleo, Esq. and Elisha Graff, Esq.) Counsel to the agent for the Debtors' pre-petition credit facility	Milbank, Tweed, Hadley & McCloy LLP One Chase Manhattan Plaza New York, NY 10005 (Attn: Dennis F. Dunne, Esq. and Deirdre Ann Sullivan, Esq.) Counsel for the Creditors' Committee
Office of the United States Trustee 33 Whitehall Street New York, NY 10004 (Attn: Paul K. Schwartzberg, Esq.)	Counsel to any other statutory committee appointed in the Debtors' cases (currently no such committees have been appointed)	

Objections not timely filed and served in the manner set forth above may not be considered and may be overruled.

6. The Plan provides for the following releases and injunctions:

a. *All consideration distributed under the Plan will be in exchange for, and in complete satisfaction, settlement, discharge, and release of, all Claims against and Interests in the Debtors of any nature whatsoever or against any of the Debtors' assets or properties. Except as otherwise expressly provided in the Plan, the Confirmation Order will act as a discharge of all Claims against, liens on, and Interests in each of the Debtors, the Debtors' assets and their properties, arising at any time before the Effective Date, regardless of whether a proof of Claim or proof of Interest therefor was filed, whether the Claim or Interest is Allowed, or whether the holder thereof votes to accept the Plan or is entitled to receive a distribution thereunder, subject to the occurrence of the Effective Date. Any holder of such discharged Claim or Interest will be precluded from asserting against the Debtors or any of their assets or properties any other or further Claim or Interest based upon any document, instrument, act, omission, transaction, or other activity of any kind or nature that occurred before the Effective Date. The Confirmation Order will be a judicial determination of discharge of all liabilities of the Debtors, subject to the occurrence of the Effective Date.*

b. *In accordance with section 524 of the Bankruptcy Code, the discharge provided by the Plan and section 1141 of the Bankruptcy Code will act as an injunction against the commencement or*

continuation of any action, employment of process, or act to collect, offset, or recover the Claims and Interests discharged by the Plan and Bankruptcy Code. Except as otherwise expressly provided in the Plan or the Confirmation Order, all Persons who have held, hold, or may hold Claims against, or Interests in, the Debtors will be permanently enjoined, on and after the Effective Date, from (i) commencing or continuing in any manner any action or other proceeding of any kind with respect to any such Claim or Interest, (ii) the enforcement, attachment, collection, or recovery by any manner or means of any judgment, award, decree, or order against the Debtors on account of any such Claim or Interest, (iii) creating, perfecting, or enforcing any encumbrance of any kind against the Debtors or against the property or interests in property of the Debtors on account of any such Claim or Interest, and (iv) asserting any right of setoff, subrogation, or recoupment of any kind against any obligation due from the Debtors or against the property or interests in property of the Debtors on account of any such Claim or Interest. The foregoing injunction will extend to successors of the Debtors (including, without limitation, the Reorganized Debtors) and their respective properties and interests in property.

c. On the Effective Date, the Debtors will release and be permanently enjoined from any prosecution or attempted prosecution of any and all claims and causes of action which they have or may have against any director, officer, or employee of the Debtors serving in such capacity as of the Confirmation Date, provided, however, that the foregoing will not operate as a waiver of or release from any causes of action arising out of the willful misconduct, intentional breach of fiduciary duty, or fraud of such director, officer, or employee.

d. As of the Effective Date, the Debtors, the Reorganized Debtors, and any Person seeking to exercise the rights of the Debtors' estate, will be deemed to forever release, waive and discharge all claims, obligations, suits, judgments, damages, demands, debts, rights, causes of action (including claims or causes of action arising under Chapter 5 of the Bankruptcy Code), and liabilities whatsoever (other than for willful misconduct, intentional breach of fiduciary duty, or fraud) in connection with or related to the Debtors, the Chapter 11 Cases, or the Plan, whether liquidated or unliquidated, fixed or contingent, matured or unmatured, known or unknown, foreseen or unforeseen, then existing or thereafter arising, in law, equity, or otherwise, that are based in whole or part on any act, omission, transaction, event or other occurrence taking place on or prior to the Effective Date in any way relating to the Debtors, the Reorganized Debtors, the Chapter 11 Cases, or the Plan, and that may be asserted by or on behalf of the Debtors, the Estates, or Reorganized Debtors, against the Administrative Agent, the Senior Secured Lenders and the Indenture Trustees.

e. As of the Effective Date, in consideration for the obligations of the Debtors and the Reorganized Debtors under this Plan and the distributions to be delivered in connection with this Plan, all holders of Claims against or Interests in the Debtors will be deemed to forever release, waive and discharge all claims, demands, debts, rights, causes of action, or liabilities (other than the right to enforce the Debtors' or the Reorganized Debtors' obligations under this Plan, and the contracts, instruments, releases, agreements, and documents delivered under this Plan), whether liquidated or unliquidated, fixed or contingent, matured or unmatured, known or unknown, foreseen or unforeseen, then existing or thereafter arising, in law, equity, or otherwise that are based in whole or in part on any act or omission, transaction, event, or other occurrence taking place on or prior to the Effective Date in any way relating to the Debtors, the Chapter 11 Cases, the Plan, or the Disclosure Statement against (i) the Debtors, (ii) the Reorganized Debtors and (iii) the directors, officers, agents, financial advisors, attorneys, employees, equity holders, partners, members, subsidiaries, managers, affiliates and representatives of the Debtors serving in such capacity as of the Confirmation Date, provided, however, that no Person shall be released from any claim arising from such Person's willful misconduct, intentional breach of fiduciary duty or fraud.

f. On the Effective Date, all holders of Claims against and Interests in the Debtors will be permanently enjoined from bringing any action against the Debtors, the Reorganized Debtors, and their respective officers, directors, agents, financial advisors, attorneys, employees, equity holders, partners,

members, subsidiaries, managers, affiliates and representatives serving in such capacity as of the Confirmation Date, and their respective property, in respect of any Claims, obligations, rights, causes of action, demands, suits, proceedings, and liabilities related in any way to the Debtors, the Chapter 11 Cases, this Plan, or the Disclosure Statement.

7. This Notice is not a solicitation of acceptances or rejections of the Plan.

8. The Confirmation Hearing may be continued or adjourned from time to time without further notice other than the announcement of the adjourned or continued date(s) at the Confirmation Hearing or any continued or adjourned hearing.

9. Copies of the Disclosure Statement and Plan are available for inspection online (a) free of charge at <http://www.rcnplan.com> or (b) on the Bankruptcy Court's Internet Website at <http://www.nysb.uscourts.gov>. A login and password to the Court's Public Access to Electronic Court Records ("PACER") are required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>. Copies of the Disclosure Statement and Plan may also be examined between the hours of 9:00 a.m. and 4:30 p.m., Monday through Friday at the Office of the Clerk of the Bankruptcy Court, One Bowling Green, Room 511, New York, New York 10004-1408. Copies of the Disclosure Statement and Plan may also be obtained (a) upon written request to Debtors' counsel at the address and telephone number set forth below, or (b) upon written request to Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, NY 10017 or by telephone at (646) 282-1800.

Dated: New York, New York
October 13, 2004

D.J. Baker (DB 0085)
(Member of the Firm)
Frederick D. Morris (FM 6564)
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
Four Times Square
New York, New York 10036
(212) 735-3000
Attorneys for Debtors and Debtors-in-Possession

Exhibit A
Schedule of Debtor Plan Proponents

DEBTOR	ADDRESS	CASE NO.	EID #
Hot Spots Productions, Inc.	80 West End Avenue, New York, NY 10023	04-13637 (RDD)	11-3658121
RCN Corporation	105 Carnegie Center, Princeton, NJ 08540	04-13638 (RDD)	22-3498533
RLH Property Corporation	105 Carnegie Center, Princeton, NJ 08540	04-13639 (RDD)	22-3720727
RCN Finance, LLC	105 Carnegie Center, Princeton, NJ 08540	04-13640 (RDD)	22-3827831
TEC Air, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-13641 (RDD)	51-0320454
RCN Entertainment, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-15505 (RDD)	22-3815533
ON TV, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-15506 (RDD)	04-3593566
21st Century Telecom Services, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-15507 (RDD)	52-2113018
RCN Telecom Services of Virginia, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-15508 (RDD)	22-3493560
RCN Cable TV of Chicago, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-15120 (RDD)	52-2113019

Exhibit B

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 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 CLASS 1 OTHER PRIORITY CLAIMS, CLASS 2 BANK CLAIMS, CLASS 4 OTHER
SECURED CLAIMS AND CLASS 6 SUBSIDIARY GENERAL UNSECURED CLAIMS:

PLEASE TAKE NOTICE that:

1. On August 20, 2004, RCN Corporation, and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above captioned chapter 11 cases (collectively, the "Debtors") filed with the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), the Joint Plan of Reorganization of RCN Corporation and Certain Subsidiaries (as amended, the "Plan"), and the Disclosure Statement with respect to the Plan (as amended, the "Disclosure Statement"). The Debtors subsequently amended the Disclosure Statement and Plan on August 31, 2004, October 6, 2004, and October 12, 2004. All defined terms not defined herein shall have the meanings ascribed to them in the Plan. A list of the Debtor plan proponents is attached hereto as Exhibit A.

2. By order, dated October 13, 2004, the Bankruptcy Court approved the Disclosure Statement for use by the Debtors in soliciting acceptances or rejections of the Plan from holders of certain impaired claims who are entitled to vote to accept or reject the Plan.

3. UNDER THE TERMS OF THE PLAN, YOUR CLAIM(S) AGAINST THE DEBTORS ARE NOT IMPAIRED. THEREFORE, PURSUANT TO SECTION 1126(f) OF THE UNITED STATES BANKRUPTCY CODE, YOU (I) ARE DEEMED TO HAVE ACCEPTED THE PLAN AND (II) ARE NOT ENTITLED TO VOTE ON THE PLAN. IF YOU HAVE ANY QUESTIONS ABOUT THE STATUS OF YOUR CLAIM(S), YOU MAY CONTACT FINANCIAL BALLOTING GROUP LLC, AT (646) 282-1800.

4. Copies of the Disclosure Statement and Plan are available for inspection online (a) free of charge at <http://www.rcnplan.com> or (b) on the Bankruptcy Court's Internet Website at <http://www.nysb.uscourts.gov>. A login and password to the Court's Public Access to Electronic Court Records ("PACER") are required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>. Copies of the Disclosure Statement and Plan may also be examined between the hours of 9:00 a.m. and 4:30 p.m., Monday through Friday at the Office of the Clerk of the Bankruptcy Court, One Bowling Green, Room 511, New York, New York 10004-1408. Copies of the Disclosure Statement and Plan may also be obtained (a) upon written request to Debtors' counsel at the address and telephone number set forth below, or (b) upon written request to Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, NY 10017 or by telephone at (646) 282-1800.

**OPPORTUNITY FOR GENERAL UNSECURED CREDITORS TO
PURCHASE CONVERTIBLE SECOND-LIEN NOTES
(PLEASE REFER TO SECTION II.C OF THE DISCLOSURE STATEMENT FOR
FURTHER INFORMATION REGARDING THIS OPPORTUNITY)**

In the event that the RCN Companies pursue the issuance of the Convertible Second-Lien Notes, Deutsche Bank or another financial institution acceptable to the Debtors and the Creditors' Committee (the "Placement Agent") will act as initial purchaser of such notes in a transaction expected to be exempt from registration under the Securities Act by reason of section 4(2) thereof. The Placement Agent would resell, in one or more transactions not requiring registration under the Securities Act, up to 100% of the Convertible Second-Lien Notes purchased by it to Persons, including General Unsecured Creditors of the Debtors, who are Accredited Investors. If the Convertible Second-Lien Notes are offered, the Debtors will request that the Placement Agent reserve up to 49% of such notes for resale to qualified General Unsecured Creditors at a purchase price equal to the same purchase price at which the Convertible Second-Lien Notes are purchased by the Placement Agent, subject to such other percentage as may be necessary in connection with the Placement Agent's syndication efforts with respect to the Term Loans and the Convertible Second-Lien Notes. In order to facilitate the issuance of Convertible Second-Lien Notes, the RCN Companies have requested that certain members of the Creditors' Committee provide commitments by no later than October 25, 2004 (the "Commitment Date") to purchase from the Placement Agent, on customary terms and conditions, all of the Convertible Second-Lien Notes offered for resale to, and not purchased by, other General Unsecured Creditors of the Debtors. Any Convertible Second-Lien Notes committed to be purchased by members of the Creditors' Committee shall be shared ratably (based on their relative amount of General Unsecured Claims) with any other General Unsecured Creditor that agrees to purchase Convertible Second-Lien Notes by the Commitment Date. RCN has agreed to facilitate the Placement Agent's offering of Convertible Second-Lien Notes to Accredited Investors by furnishing to the Placement Agent a list of holders of General Unsecured Claims that, in the belief of RCN, qualify as Accredited Investors. RCN's furnishing of such information is not intended to be exclusive of any other information that may be available to the Placement Agent or that may be supplied by potential investors. In connection with the resale of Convertible Second-Lien Notes by the Placement Agent, the Placement Agent may request customary information about potential purchasers in order to determine the eligibility of such potential purchaser to purchase the Convertible Second-Lien Notes.

Dated: New York, New York
October 13, 2004

D.J. Baker (DB 0085)
(Member of the Firm)
Frederick D. Morris (FM 6564)
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
Four Times Square
New York, New York 10036
(212) 735-3000
Attorneys for Debtors and Debtors-in-Possession

Exhibit A
Schedule of Debtor Plan Proponents

DEBTOR	ADDRESS	CASE NO.	EID #
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21st Century Telecom Services, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-15507 (RDD)	52-2113018
RCN Telecom Services of Virginia, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-15508 (RDD)	22-3493560
RCN Cable TV of Chicago, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-15120 (RDD)	52-2113019

Exhibit C

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:
	:
RCN CORPORATION, <u>et al.</u> ,	:
	:
Debtors.	:
	:
-----	x

**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 CLASS 8 EQUITY INTERESTS, CLASS 9 SUBORDINATED CLAIMS AND CLASS 10
WARRANT INTERESTS:

PLEASE TAKE NOTICE that:

1. On August 20, 2004, RCN Corporation, and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above captioned chapter 11 cases (collectively, the "Debtors") filed with the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), the Joint Plan of Reorganization of RCN Corporation and Certain Subsidiaries (as amended, the "Plan"), and the Disclosure Statement with respect to the Plan (as amended, the "Disclosure Statement"). The Debtors subsequently amended the Disclosure Statement and Plan on August 31, 2004, October 6, 2004, and October 12, 2004. All defined terms not defined herein shall have the meanings ascribed to them in the Plan. A list of the Debtor plan proponents is attached hereto as Exhibit A.

2. By order, dated October 13, 2004, the Bankruptcy Court approved the Disclosure Statement for use by the Debtors in soliciting acceptances or rejections of the Plan from holders of certain impaired claims who are entitled to vote to accept or reject the Plan.

3. UNDER THE TERMS OF THE PLAN, YOU ARE NOT ENTITLED TO RECEIVE OR RETAIN ANY PROPERTY ON ACCOUNT OF YOUR CLAIM(S) AGAINST OR INTEREST(S) IN THE DEBTORS. THEREFORE, PURSUANT TO SECTION 1126(g) OF THE UNITED STATES BANKRUPTCY CODE, YOU (I) ARE DEEMED TO HAVE REJECTED THE PLAN AND (II) ARE NOT ENTITLED TO VOTE ON THE PLAN. IF YOU HAVE ANY QUESTIONS ABOUT THE STATUS OF YOUR CLASS 8 EQUITY INTERESTS, CLASS 9 SUBORDINATED CLAIMS OR CLASS 10 WARRANT INTERESTS YOU SHOULD CONTACT FINANCIAL BALLOTING GROUP LLC AT (646) 282-1800.

4. As indicated above, under the Plan, holders of Class 8 Equity Interests are not entitled to, and will not receive or retain, any property or interest in property on account of such Equity Interests. However, upon the affirmative vote of holders of Class 5 RCN General Unsecured Claims, whose claims are senior to those of holders of Class 8 Equity Interests, the Plan provides that each holder of Class 8 Equity Interests will receive their Pro Rata share of New Warrants representing approximately .25% of the Reorganized Debtors' outstanding New Common Stock, subject to dilution.

5. Copies of the Disclosure Statement and Plan are available for inspection online (a) free of charge at <http://www.rcnplan.com> or (b) on the Bankruptcy Court's Internet Website at <http://www.nysb.uscourts.gov>. A login and password to the Court's Public Access to Electronic Court Records ("PACER") are required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>. Copies of the Disclosure Statement and Plan may also be examined between the hours of 9:00 a.m. and 4:30 p.m., Monday through Friday at the Office of the Clerk of the Bankruptcy Court, One Bowling Green, Room 511, New York, New York 10004-1408. Copies of the Disclosure Statement and Plan may also be obtained (a) upon written request to Debtors' counsel at the address and telephone number set forth below, or (b) upon written request to Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, NY 10017 or by telephone at (646) 282-1800.

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Exhibit D

Obj. Due: November 30, 2004 @ 4:00 p.m. (prevailing Eastern Time)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:
	:
RCN CORPORATION, <u>et al.</u> ,	:
	:
Debtors.	:
	:
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**NOTICE OF ASSUMPTION OF EXECUTORY CONTRACTS AND UNEXPIRED
LEASES PURSUANT TO JOINT PLAN OF REORGANIZATION
OF RCN CORPORATION AND CERTAIN SUBSIDIARIES**

TO: [CLAIMANT NAME]
[CLAIMANT ADDRESS]

PLEASE TAKE NOTICE that:

1. On August 20, 2004, RCN Corporation, and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above captioned chapter 11 cases (collectively, the "Debtors") filed with the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), the Joint Plan of Reorganization of RCN Corporation and Certain Subsidiaries (as amended, the "Plan"), and the Disclosure Statement with respect to the Plan (as amended, the "Disclosure Statement"). The Debtors subsequently amended the Disclosure Statement and Plan on August 31, 2004, October 6, 2004, and October 12, 2004. All defined terms not defined herein shall have the meanings ascribed to them in the Plan. A list of the Debtor plan proponents is attached hereto as Exhibit A.

2. A hearing to confirm the Plan has been scheduled for December 8, 2004 at 10:00 a.m. (prevailing Eastern time) at the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004, before the Honorable Robert D. Drain, United States Bankruptcy Judge (the "Confirmation Hearing"). The Confirmation Hearing may be continued or adjourned from time to time without further notice other than the announcement of the adjourned or continued date(s) at the Confirmation Hearing or any continued or adjourned hearing.

3. Executory Contracts And Unexpired Leases. Except as otherwise provided in the Plan, or in any contract, instrument, release, indenture, or other agreement or document entered into in connection with the Plan, as of the Effective Date each Debtor will be deemed to have rejected each executory contract and unexpired lease to which it is a party, unless such contract or lease (i) was previously assumed or rejected by the applicable Debtor, (ii) previously expired or terminated pursuant to its own terms, (iii) is listed on the schedule of contracts to be assumed attached to the Plan as Exhibit D, or (iv) is the subject of a motion to reject filed on or before the deadline for voting to accept or reject the Plan.

4. The order confirming the Plan will constitute an order of the Bankruptcy Court under section 365 of the Bankruptcy Code approving the contract and lease assumptions and rejections described above, as of the Effective Date.

5. The following identifies the assumed contract(s) to which you and a Debtor are a party and the Debtor's proposed cure amount for such assumed contract(s):

Debtor Name	Description of Assumed Executory Contract or Un-expired Lease	Proposed Cure Amount
		\$

6. Each executory contract and unexpired lease that is assumed and relates to the use, ability to acquire, or occupancy of real property shall include (a) all modifications, amendments, supplements, restatements, or other agreements made directly or indirectly by any agreement, instrument, or other document that in any manner affect such executory contract or unexpired lease and (b) all executory contracts or unexpired leases appurtenant to the premises, including all easements, licenses, permits, rights, privileges, immunities, options, rights of first refusal, powers, uses, reciprocal easement agreements, vaults, tunnel or bridge agreements or franchises, and any other interests in real estate or rights *in rem* related to such premises, unless any of the foregoing agreements has been rejected pursuant to an order of the Bankruptcy Court.

7. Objections, if any, to the Debtors' proposed assumption of assumed contracts or unexpired leases, including any objection as to the Debtors' proposed cure amount, must conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the United States Bankruptcy Court for the Southern District of New York, and must be, **no later than 4:00 p.m. prevailing Eastern time on November 30, 2004**, (i) filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) (a) electronically, by registered users of the Bankruptcy Court's case filing system, and (b) on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect or any other Windows-based word processing format), by all other parties in interest; (ii) submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004; and (iii) served on the following parties:

Skadden, Arps, Slate, Meagher & Flom LLP Four Times Square New York, NY 10036-6522 (Attn: D.J. Baker, Esq. and Frederick D. Morris, Esq.) Counsel for RCN Corporation, <u>et al.</u>	Simpson, Thacher & Bartlett LLP 425 Lexington Avenue New York, NY 10017-3954 (Attn: Peter V. Pantaleo, Esq. and Elisha Graff, Esq.) Counsel to the agent for the Debtors' pre-petition credit facility	Milbank, Tweed, Hadley & McCloy LLP One Chase Manhattan Plaza New York, NY 10005 (Attn: Dennis F. Dunne, Esq. and Deirdre Ann Sullivan, Esq.) Counsel for the Creditors' Committee
Office of the United States Trustee 33 Whitehall Street New York, NY 10004 (Attn: Paul K. Schwartzberg, Esq.)	Counsel to any other statutory committee appointed in the Debtors' cases (currently no such committees have been appointed)	

Objections not timely filed and served in the manner set forth above may not be considered and may be overruled.

8. Unless you file and serve a timely objection asserting a higher cure amount than set forth above, the cure amount with respect to the above Assumed Contract shall be the amount of the cure asserted by the Debtors. Upon payment of the cure amount, if any, a non-Debtor party to an Assumed Contract will be forever barred, estopped and permanently enjoined from asserting against the Debtors, their estates, the reorganized Debtors or their

property, any default or breach under any Assumed Contract, any claim or lack of consent or any other condition to assignment thereof, or any counterclaim, defense, setoff, right of recoupment or any other claim asserted or assertable against the Debtors or Reorganized Debtor, arising under or related to the Assumed Contracts, arising prior to the effective date of the Plan.

9. Copies of the Disclosure Statement and Plan are available for inspection online (a) free of charge at <http://www.rcnplan.com> or (b) on the Bankruptcy Court's Internet Website at <http://www.nysb.uscourts.gov>. A login and password to the Court's Public Access to Electronic Court Records ("PACER") are required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>. Copies of the Disclosure Statement and Plan may also be examined between the hours of 9:00 a.m. and 4:30 p.m., Monday through Friday at the Office of the Clerk of the Bankruptcy Court, One Bowling Green, Room 511, New York, New York 10004-1408. Copies of the Disclosure Statement and Plan may also be obtained (a) upon written request to Debtors' counsel at the address and telephone number set forth below, or (b) upon written request to Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, NY 10017 or by telephone at (646) 282-1800.

Dated: New York, New York
October 13, 2004

D.J. Baker (DB 0085)
(Member of the Firm)
Frederick D. Morris (FM 6564)
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
Four Times Square
New York, New York 10036
(212) 735-3000
Attorneys for Debtors and Debtors-in-Possession

Exhibit A
Schedule of Debtor Plan Proponents

DEBTOR	ADDRESS	CASE NO.	EID #
Hot Spots Productions, Inc.	80 West End Avenue, New York, NY 10023	04-13637 (RDD)	11-3658121
RCN Corporation	105 Carnegie Center, Princeton, NJ 08540	04-13638 (RDD)	22-3498533
RLH Property Corporation	105 Carnegie Center, Princeton, NJ 08540	04-13639 (RDD)	22-3720727
RCN Finance, LLC	105 Carnegie Center, Princeton, NJ 08540	04-13640 (RDD)	22-3827831
TEC Air, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-13641 (RDD)	51-0320454
RCN Entertainment, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-15505 (RDD)	22-3815533
ON TV, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-15506 (RDD)	04-3593566
21st Century Telecom Services, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-15507 (RDD)	52-2113018
RCN Telecom Services of Virginia, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-15508 (RDD)	22-3493560
RCN Cable TV of Chicago, Inc.	105 Carnegie Center, Princeton, NJ 08540	04-15120 (RDD)	52-2113019

Exhibit E-1

Ballot for Holders of Class 3 Evergreen Claims

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE COURT.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:
In re	:
	:
RCN CORPORATION, <u>et al.</u> ,	:
	:
Debtors.	:
	:
-----	x

Chapter 11
Case No. 04-13638 (RDD)
Jointly Administered

[Merge Information on Evergreen, including voting amount]

CLASS 3 – EVERGREEN CLAIMS

**BALLOT FOR ACCEPTING OR REJECTING
JOINT PLAN OF REORGANIZATION OF RCN CORPORATION AND CERTAIN
SUBSIDIARIES UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

This Ballot is to be used by you, as a lender under RCN Corporation's secured credit agreement (the "Evergreen Credit Agreement"), dated as of June 6, 2003, among RCN and Evergreen Investment Management Company, LLC, and certain of its affiliates that are parties to the Evergreen Credit Agreement, to transmit your vote to accept or reject the chapter 11 plan of reorganization (the "Plan")¹ which is being proposed by RCN Corporation and certain of its subsidiaries and affiliates. The Plan is Exhibit A to the Disclosure Statement, dated October 12, 2004 (the "Disclosure Statement"), which accompanies this Ballot. The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class that vote on the Plan, and by the holders of two-thirds in amount of equity security interests in each class that vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. Before you transmit your vote, please review the Disclosure Statement carefully, including the voting procedures explained in Section XIV - "The Solicitation; Voting Procedures."

**PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY AND
RETURN YOUR BALLOT IN THE ENVELOPE PROVIDED.**

¹ Unless otherwise defined herein, capitalized terms shall have the meaning ascribed to them in the Plan.

IMPORTANT

YOU SHOULD REVIEW THE DISCLOSURE STATEMENT AND THE PLAN BEFORE YOU VOTE. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE PLAN AND YOUR CLASSIFICATION AND TREATMENT UNDER THE PLAN. YOUR CLAIMS HAVE BEEN PLACED IN CLASS 3 UNDER THE PLAN. IF YOU HOLD CLAIMS OR INTERESTS IN ANOTHER CLASS, YOU WILL RECEIVE A BALLOT FOR EACH CLASS IN WHICH YOU ARE ENTITLED TO VOTE.

PLEASE READ CAREFULLY AND FOLLOW THE ATTACHED INSTRUCTIONS ON RETURNING YOUR BALLOT. THE VOTING DEADLINE BY WHICH YOUR VOTE MUST BE *RECEIVED* BY THE VOTING AGENT IS 5:00 P.M., *PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004* OR THE VOTES REPRESENTED BY YOUR BALLOT WILL *NOT* BE COUNTED. IF YOU HAVE ANY QUESTIONS, PLEASE CALL FINANCIAL BALLOTING GROUP LLC (THE "VOTING AGENT") AT (646) 282-1800. BALLOTS WILL NOT BE ACCEPTED BY FACSIMILE TRANSMISSION. THIS BALLOT MAY *NOT* BE USED FOR ANY PURPOSE OTHER THAN TO CAST VOTES TO ACCEPT OR REJECT THE PLAN.

YOUR VOTE MUST BE FORWARDED IN AMPLE TIME FOR YOUR VOTE TO BE RECEIVED BY THE VOTING AGENT, BY 5:00 P.M., PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004, OR YOUR VOTE WILL NOT BE COUNTED.

Item 1. Vote On Plan. For purposes of voting to accept (for) or reject (against) the Plan, the undersigned votes all of his/her/its Class 3 Evergreen Claims against the Debtors and in the aggregate voting amount listed above as follows (**check one box only in Item 1 - if you do NOT check a box, your vote will not be counted**).

☐ ACCEPTS (votes FOR) the Plan.

☐ REJECTS (votes AGAINST) the Plan.

Item 2. Certifications. By signing this Ballot, the undersigned claimant certifies that he/she/it (i) has been provided with copies of (a) the Disclosure Statement With Respect To Joint Plan of Reorganization of RCN Corporation And Certain Subsidiaries, as approved by the Bankruptcy Court and (b) the Plan, and (ii) is the holder of the Claims set forth above and has full power and authority to vote to accept or reject the Plan. To the extent that the undersigned is voting on behalf of the actual holder of the Claims, the undersigned certifies that he/she/it has the requisite authority to do so and will submit evidence of same upon request.

Name of Creditor (Print or Type): _____

Social Security or Federal Tax I.D. No. (optional): _____

Signature: _____

Print or Type Name: _____

Title (if appropriate): _____

Address: _____

Telephone Number: _____

Date: _____

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan. This Ballot shall not constitute or be deemed a proof of claim or equity interest or an assertion of a claim or equity interest.

YOUR VOTE MUST BE FORWARDED IN AMPLE TIME FOR YOUR VOTE TO BE RECEIVED BY THE VOTING AGENT BY 5:00 P.M., PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004, OR YOUR VOTE WILL NOT BE COUNTED.

INSTRUCTIONS FOR COMPLETING THE CLASS 3 EVERGREEN CLAIMS BALLOT

RCN Corporation and certain of its subsidiaries and affiliates (collectively, the "Debtors") are soliciting the votes of their noteholders and certain other creditors on their proposed Plan, dated October 12, 2004, described in and annexed as Exhibit A to the Disclosure Statement accompanying this Ballot. Please review the Disclosure Statement and Plan carefully before you vote. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Plan.

This Ballot does *not* constitute and shall *not* be deemed to constitute (a) a proof of claim or (b) an admission by the Debtors of the nature, validity, or amount of any claim.

To ensure your vote is counted, you must complete, sign and return this Ballot to the address set forth on the enclosed pre-addressed postage-paid envelope provided. **Unsigned ballots may not be counted.** Ballots must be received by the Voting Agent, Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, NY 10017, Att'n: RCN Corporation Ballot Tabulation, by 5:00 p.m. (prevailing Eastern Time) on November 30, 2004. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, such delivery will be deemed made only when the original executed Ballot is actually received by the Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. Delivery of a Ballot by facsimile, e-mail or any other electronic means will not be accepted. Ballots should not be sent to the Debtors, any indenture trustee, transfer agent, or financial or legal advisor of the Debtors.

To complete the Ballot properly, take the following steps:

(a) Cast your vote either to accept or reject the Plan by checking the proper box in Item 1. Ballots that are signed and returned, but not expressly voted for acceptance or rejection of the Plan, will not be counted. A Ballot accepting or rejecting the Plan may not be revoked after the Voting Deadline.

(b) Read Item 2 carefully.

(c) Sign and date your Ballot.

(d) If you believe that you have received the wrong ballot or if you believe any of the information contained in this Ballot is incorrect, please contact the Voting Agent, Financial Balloting Group LLC, at (646) 282-1800 immediately.

(e) If you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing.

(f) Provide your name and mailing address (i) if different from the printed address that appears on the Ballot, or (ii) if no pre-printed address appears on the Ballot.

(g) Return your Ballot using the enclosed return envelope.

PLEASE MAIL YOUR BALLOT PROMPTLY!

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES,
PLEASE CONTACT THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, PROMPTLY
AT (646) 282 -1800 OR FINANCIAL BALLOTING GROUP LLC,
757 THIRD AVENUE, 3RD FLOOR, NEW YORK, NEW YORK 10017,
ATT'N: RCN CORPORATION BALLOT TABULATION**

Exhibit E-2

**Ballot for Holders of Class 5 RCN General Unsecured Claims
(Other Than Senior Notes Claims)**

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE COURT.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:
	:
RCN CORPORATION, <u>et al.</u> ,	:
	:
Debtors.	:
	:
-----	x

Chapter 11
Case No. 04-13638 (RDD)
Jointly Administered

[Merge Information from Claims Agent, including voting amount]

CLASS 5 – GENERAL UNSECURED CLAIMS (OTHER THAN SENIOR NOTES CLAIMS)

**BALLOT FOR ACCEPTING OR REJECTING
JOINT PLAN OF REORGANIZATION OF RCN CORPORATION AND CERTAIN
SUBSIDIARIES UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

This Ballot is to be used by you, as a creditor of RCN Corporation, to transmit your vote to accept or reject the chapter 11 plan of reorganization (the "Plan") which is being proposed by RCN Corporation and certain of its subsidiaries and affiliates. The Plan is Exhibit A to the Disclosure Statement, dated October 12, 2004 (the "Disclosure Statement"), which accompanies this Ballot. The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class that vote on the Plan, and by the holders of two-thirds in amount of equity security interests in each class that vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. Before you transmit your vote, please review the Disclosure Statement carefully, including the voting procedures explained in Section XIV - "The Solicitation; Voting Procedures."

Under the Plan, each holder of an Allowed Class 5 RCN General Unsecured Claim shall receive, in full and final satisfaction, settlement, release, and discharge of, and in exchange for, such Allowed Class 5 General Unsecured Claim, on or as soon as practicable after the Effective Date, (i) its Pro Rata share of 100% of the shares of New Common Stock, subject to dilution by exercise of the (A) Management Incentive Options and New Warrants and (B) conversion of any Convertible Second-Lien Notes, or (ii) at the election of a holder of an Allowed Class 5 RCN General Unsecured Claim (the "Cash Electing Holder"), such Cash Electing Holder shall receive instead, Cash equal to 25% of the amount of such Allowed Class 5 RCN General Unsecured Claim (the "Cash Component"); *provided, however*, that if the aggregate amount of Cash to be distributed to all Cash Electing Holders exceeds \$12,500,000 (the "Cash Component Cap"), then each Cash Electing Holder shall receive (y) its Pro Rata share, based on the Face Amount of the Allowed Class 5 RCN General Unsecured Claims of all Cash Electing Holders, of the Cash Component Cap (the "Capped Distribution Component"), and (z) a Pro Rata share of the New Common Stock as set forth in (i) above calculated by multiplying the Face Amount of the Cash Electing Holder's Allowed Class 5 RCN General Unsecured Claim by the percentage by

which the Capped Distribution Component is less than what the Cash Component would have been. **If you want to receive the treatment specified in (ii) above, you must indicate your election on Item 2 of this Ballot.**

**PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY AND
RETURN YOUR BALLOT IN THE ENVELOPE PROVIDED.**

IMPORTANT

YOU SHOULD REVIEW THE DISCLOSURE STATEMENT AND THE PLAN BEFORE YOU VOTE. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE PLAN AND YOUR CLASSIFICATION AND TREATMENT UNDER THE PLAN. YOUR CLAIMS HAVE BEEN PLACED IN CLASS 5 UNDER THE PLAN. IF YOU HOLD CLAIMS OR INTERESTS IN ANOTHER CLASS, YOU WILL RECEIVE A BALLOT FOR EACH CLASS IN WHICH YOU ARE ENTITLED TO VOTE.

PLEASE READ CAREFULLY AND FOLLOW THE ATTACHED INSTRUCTIONS ON RETURNING YOUR BALLOT. THE VOTING DEADLINE BY WHICH YOUR VOTE MUST BE *RECEIVED* BY THE VOTING AGENT IS *5:00 P.M., PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004* OR THE VOTES REPRESENTED BY YOUR BALLOT WILL *NOT* BE COUNTED. IF YOU HAVE ANY QUESTIONS, PLEASE CALL FINANCIAL BALLOTING GROUP LLC (THE "VOTING AGENT") AT (646) 282-1800. BALLOTS WILL NOT BE ACCEPTED BY FACSIMILE TRANSMISSION. This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

Item 1. Vote On Plan. For purposes of voting to accept (for) or reject (against) the Plan, the undersigned votes all of his/her/its Class 5 General Unsecured Claim against the Debtors and in the aggregate voting amount listed above as follows (**check one box only in Item 1 - if you do NOT check a box, your vote will not be counted**).

☐ ACCEPTS (votes FOR) the Plan. ☐ REJECTS (votes AGAINST) the Plan.

Item 2. Cash Election. Indicate below whether you elect to receive the Cash Component on account of your Class 5 RCN General Unsecured Claim. **Holders of claims who want to receive only a Pro Rata distribution of New Common Stock should not make an election. Note: You are entitled to make the cash election even if you vote to reject the Plan or do not vote at all.**

☐ I elect to receive the Cash Component; *provided, however*, I understand that if the aggregate amount of Cash to be distributed to all Electing Holders exceeds the Cash Component Cap, then my distribution on account of my Class 5 RCN General Unsecured Claim will be a combination of Cash and New Common Stock to be determined in accordance with the terms of the Plan.

Item 3. Certification As To Other Class 5 Claims. By completing and returning this Ballot, the holder of the Class 5 General Unsecured Claim certifies that either (1) it has not submitted any other Ballots for other Class 5 RCN General Unsecured Claims, including any claims held on account of any notes issued by RCN, or (2) it has provided the information specified in the following table for all other Class 5 RCN General Unsecured Claims for which it has submitted additional Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU HAVE VOTED BALLOTS OTHER THAN THIS BALLOT

Name of Holder ¹	Account Number	Principal Amount Of Other Class 5 RCN General Unsecured Claims Voted	Type of Other Class 5 RCN General Unsecured Claims Voted ²
		\$	
		\$	
		\$	

¹ Insert your name if notes are held by you in record name or, if held in street name, insert the name of your broker or bank.

² See the instruction pages for this Ballot for the appropriate code to insert in this column.

Item 4. Authorization By signing this Ballot, the undersigned claimant certifies that he/she/it (i) has been provided with copies of (a) the Disclosure Statement With Respect To Joint Plan of Reorganization of RCN Corporation And Certain Subsidiaries, as approved by the Bankruptcy Court and (b) the Plan, and (ii) is the holder of the Claims set forth above and has full power and authority to vote to accept or reject the Plan. To the extent that the undersigned is voting on behalf of the actual holder of the Claims, the undersigned certifies that he/she/it has the requisite authority to do so and will submit evidence of same upon request.

Name of Creditor (Print or
Type): _____

Social Security or Federal
Tax I.D. No. (optional): _____

Signature: _____

Print or Type Name: _____

Title (if appropriate): _____

Address: _____

Telephone Number: _____

Date: _____

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan. This Ballot shall not constitute or be deemed a proof of claim or equity interest or an assertion of a claim or equity interest.

YOUR VOTE MUST BE FORWARDED IN AMPLE TIME FOR YOUR VOTE TO BE RECEIVED BY THE VOTING AGENT, BY 5:00 P.M., PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004, OR YOUR VOTE WILL NOT BE COUNTED.

**OPPORTUNITY FOR GENERAL UNSECURED CREDITORS TO
PURCHASE CONVERTIBLE SECOND-LIEN NOTES
(PLEASE REFER TO SECTION II.C OF THE DISCLOSURE STATEMENT FOR
FURTHER INFORMATION REGARDING THIS OPPORTUNITY)**

In the event that the RCN Companies pursue the issuance of the Convertible Second-Lien Notes, Deutsche Bank or another financial institution acceptable to the Debtors and the Creditors' Committee (the "Placement Agent") will act as initial purchaser of such notes in a transaction expected to be exempt from registration under the Securities Act by reason of section 4(2) thereof. The Placement Agent would resell, in one or more transactions not requiring registration under the Securities Act, up to 100% of the Convertible Second-Lien Notes purchased by it to Persons, including General Unsecured Creditors of the Debtors, who are Accredited Investors. If the Convertible Second-Lien Notes are offered, the Debtors will request that the Placement Agent reserve up to 49% of such notes for resale to qualified General Unsecured Creditors at a purchase price equal to the same purchase price at which the Convertible Second-Lien Notes are purchased by the Placement Agent, subject to such other percentage as may be necessary in connection with the Placement Agent's syndication efforts with respect to the Term Loans and the Convertible Second-Lien Notes. In order to facilitate the issuance of Convertible Second-Lien Notes, the RCN Companies have requested that certain members of the Creditors' Committee provide commitments by no later than October 25, 2004 (the "Commitment Date") to purchase from the Placement Agent, on customary terms and conditions, all of the Convertible Second-Lien Notes offered for resale to, and not purchased by, other General Unsecured Creditors of the Debtors. Any Convertible Second-Lien Notes committed to be purchased by members of the Creditors' Committee shall be shared ratably (based on their relative amount of General Unsecured Claims) with any other General Unsecured Creditor that agrees to purchase Convertible Second-Lien Notes by the Commitment Date. RCN has agreed to facilitate the Placement Agent's offering of Convertible Second-Lien Notes to Accredited Investors by furnishing to the Placement Agent a list of holders of General Unsecured Claims that, in the belief of RCN, qualify as Accredited Investors. RCN's furnishing of such information is not intended to be exclusive of any other information that may be available to the Placement Agent or that may be supplied by potential investors. In connection with the resale of Convertible Second-Lien Notes by the Placement Agent, the Placement Agent may request customary information about potential purchasers in order to determine the eligibility of such potential purchaser to purchase the Convertible Second-Lien Notes.

INSTRUCTIONS FOR COMPLETING THE CLASS 5 GENERAL UNSECURED CLAIM BALLOT

RCN Corporation and certain of its subsidiaries and affiliates (collectively, the "Debtors") are soliciting the votes of their noteholders and certain other creditors on their proposed Plan, dated October 12, 2004, described in and annexed as Exhibit A to the Disclosure Statement accompanying this Ballot. Please review the Disclosure Statement and Plan carefully before you vote. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Plan.

This Ballot does *not* constitute and shall *not* be deemed to constitute (a) a proof of claim or (b) an admission by the Debtors of the nature, validity, or amount of any claim.

To ensure your vote is counted, you must complete, sign and return this Ballot to the address set forth on the enclosed pre-addressed postage-paid envelope provided. **Unsigned ballots may not be counted.** Ballots must be received by the Voting Agent, Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, NY 10017, Att'n: RCN Corporation Ballot Tabulation, by 5:00 p.m. (prevailing Eastern Time) on November 30, 2004. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, such delivery will be deemed made only when the original executed Ballot is actually received by the Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. Delivery of a Ballot by facsimile, e-mail or any other electronic means will not be accepted. Ballots should not be sent to the Debtors, any indenture trustee, transfer agent, or financial or legal advisor of the Debtors.

To complete the Ballot properly, take the following steps:

(a) Cast your vote either to accept or reject the Plan by checking the proper box in Item 1. Ballots that are signed and returned, but not expressly voted for acceptance or rejection of the Plan will not be counted. A Ballot accepting or rejecting the Plan may not be revoked after the Voting Deadline.

(b) Check the box in Item 2 if you want to make the cash election available to holders of Class 5 RCN General Unsecured Claims. Please see the first page of the Ballot or the Disclosure Statement for a description of the election available to holders of Class 5 RCN General Unsecured Claims.

(c) Provide the information required by Item 3, if applicable to you. Use the following legend to insert the appropriate code in the last column of the table in Item 3:

Basis of Other Class 5 Claim	Code
General Unsecured Claim (Other than a Senior Note Claim)	GUC
11 1/8% Senior Discount Notes, due October 15, 2007	11 1/8% SDN
11% Senior Notes, due July 1, 2008	11% SN
10% Senior Notes, due October 15, 2007	10% SN
9.8% Senior Discount Notes, due October 15, 2007	9.8% SDN
10 1/8% Senior Notes, due January 15, 2010	10 1/8% SN

(d) Read Item 4 carefully.

(e) Sign and date your Ballot.

(f) If you believe that you have received the wrong ballot or if you believe any of the information contained in this Ballot is incorrect, please contact the Voting Agent, Financial Balloting Group LLC, at (646) 282-1800 immediately.

(g) If you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing.

(h) Provide your name and mailing address (i) if different from the printed address that appears on the Ballot, or (ii) if no pre-printed address appears on the Ballot.

(i) Return your Ballot using the enclosed return envelope.

PLEASE MAIL YOUR BALLOT PROMPTLY!

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING
PROCEDURES, PLEASE CONTACT THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC,
PROMPTLY AT (646) 282-1800 OR FINANCIAL BALLOTING GROUP LLC,
757 THIRD AVENUE, 3RD FLOOR, NEW YORK, NY 10017,
ATT'N: RCN CORPORATION BALLOT TABULATION**

Exhibit E-3

**Beneficial Owner Ballot for Holders of RCN Corporation's Senior Notes
10% Senior Notes (CUSIP 749361 AC5)**

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE COURT.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:
In re	:
	:
RCN CORPORATION, <u>et al.</u> ,	:
	:
Debtors.	:
	:
-----	x

Chapter 11
Case No. 04-13638 (RDD)
Jointly Administered

CLASS 5 - RCN GENERAL UNSECURED CLAIMS

**BENEFICIAL OWNER/ENTITLEMENT HOLDER BALLOT FOR ACCEPTING OR REJECTING
JOINT PLAN OF REORGANIZATION OF RCN CORPORATION AND CERTAIN
SUBSIDIARIES UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

This Ballot is to be used by you, as a Beneficial Owner of the Notes identified on the top of this page issued by RCN Corporation (the "Notes"), to transmit your vote to accept or reject the chapter 11 plan of reorganization (the "Plan") which is being proposed by RCN Corporation and certain of its subsidiaries and affiliates. The Plan is Exhibit A to the Disclosure Statement, dated October 12, 2004 (the "Disclosure Statement"), which accompanies this Ballot. The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class that vote on the Plan, and by the holders of two-thirds in amount of equity security interests in each class that vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. Before you transmit your vote, please review the Disclosure Statement carefully, including the voting procedures explained in Section XIV - "The Solicitation; Voting Procedures."

**PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY AND
RETURN YOUR BALLOT IN THE ENVELOPE PROVIDED.**

IMPORTANT

YOU SHOULD REVIEW THE DISCLOSURE STATEMENT AND THE PLAN BEFORE YOU VOTE. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE PLAN AND YOUR CLASSIFICATION AND TREATMENT UNDER THE PLAN. YOUR CLAIMS HAVE BEEN PLACED IN CLASS 5 UNDER THE PLAN. IF YOU HOLD CLAIMS OR INTERESTS IN ANOTHER CLASS, YOU WILL RECEIVE A BALLOT FOR EACH CLASS IN WHICH YOU ARE ENTITLED TO VOTE.

PLEASE READ CAREFULLY AND FOLLOW THE ATTACHED INSTRUCTIONS ON RETURNING YOUR BALLOT. THE VOTING DEADLINE BY WHICH YOUR VOTE MUST BE *RECEIVED* BY THE VOTING AGENT IS *5:00 P.M., PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004* OR THE VOTES REPRESENTED BY YOUR BALLOT WILL *NOT* BE COUNTED. IF YOU HAVE ANY QUESTIONS, PLEASE CALL FINANCIAL BALLOTING GROUP LLC (THE "VOTING AGENT") AT (646) 282-1800. **IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR FINANCIAL INSTITUTION PLEASE ALLOW SUFFICIENT TIME FOR YOUR FINANCIAL INSTITUTION TO PROCESS YOUR VOTE. DO NOT RETURN ANY NOTES WITH THIS BALLOT. BALLOTS WILL NOT BE ACCEPTED BY FACSIMILE TRANSMISSION.** This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

HOW TO VOTE

1. COMPLETE ITEM 1 (if not already filled out by your nominee) AND ITEM 2 AND COMPLETE ITEM 3 (if applicable).
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 4.
3. **SIGN THE BALLOT** (unless your Ballot has already been signed or "prevalidated" by your nominee).
4. RETURN THE BALLOT IN THE PRE-ADDRESSED POSTAGE-PAID ENVELOPE (if the enclosed envelope is addressed to your nominee, make sure your nominee receives your Ballot in time to submit it before the Voting Deadline).
5. YOU WILL RECEIVE A SEPARATE BALLOT FOR EACH ISSUE OF SECURITIES YOU OWN WHICH IS ENTITLED TO VOTE UNDER THE PLAN.
6. YOU MUST VOTE *ALL* YOUR NOTES *EITHER* TO ACCEPT *OR* REJECT THE PLAN AND MAY NOT SPLIT YOUR VOTE.

You may receive multiple mailings containing Ballots, especially if you own your Notes through more than one bank, broker, other intermediary, or agent thereof (each, a "Nominee"). You should vote each Ballot that you receive for all of the Notes that you beneficially own.

You must provide all of the information requested by this Ballot. Failure to do so may result in the disqualification of your vote.

Item 1. Principal Amount of Notes. The undersigned hereby certifies that as of October 7, 2004, the undersigned was the Beneficial Owner (or authorized signatory for a Beneficial Owner), or the Nominee of a Beneficial Owner, of Notes in the following aggregate unpaid principal amount (insert amount in box below). If your Notes are held by a Nominee on your behalf and you do not know the amount of Notes held, please contact your Nominee immediately.

\$

Item 2. Vote On Plan. The Beneficial Owner of the Notes identified in Item 1 votes as follows (check one box only - if you do not check a box your vote will not be counted):

☐ ACCEPTS (votes FOR) the Plan.

☐ REJECTS (votes AGAINST) the Plan.

Item 3. Certification As To Notes Held In Additional Accounts. By completing and returning this Ballot, the Beneficial Owner certifies that either (1) it has not submitted any other Ballots for other Class 5 RCN General Unsecured Claims held in other accounts or other record names or (2) it has provided the information specified in the following table for all other Class 5 RCN General Unsecured Claims for which it has submitted additional Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU HAVE VOTED BALLOTS OTHER THAN THIS BALLOT

Name of Holder ¹	Account Number	Principal Amount Of Other Class 5 RCN General Unsecured Claims Voted	Type of Other Class 5 RCN General Unsecured Claims Voted ²
		\$	
		\$	
		\$	

¹ Insert your name if the notes are held by you in record name or, if held in street name, insert the name of your broker or bank.

² See the instruction pages for this Ballot for the appropriate code to insert in this column.

Item 4. Authorization. By returning this Ballot, the Beneficial Owner of the Notes identified in Item 1 certifies that it (a) has full power and authority to vote to accept or reject the Plan with respect to the Notes listed in Item 1, (b) was the Beneficial Owner of the Notes described in Item 1 on October 7, 2004 and (c) has received a copy of the Disclosure Statement (including the exhibits thereto) and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement.

An authorized signatory of an eligible Beneficial Owner may execute this Ballot, but must provide the name and address of the Beneficial Owner on this Ballot and may be required to submit evidence to the Bankruptcy Court demonstrating such signatory's authorization to vote on behalf of the Beneficial Owner. Authorized signatories voting on behalf of more than one Beneficial Owner must complete a separate Ballot for each Beneficial Owner.

Name of Creditor (Print or
Type):

Social Security or Federal
Tax I.D. No. (optional):

Signature:

Print or Type Name:

Title (if appropriate):

Address:

Telephone Number:

Date:

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan. This Ballot shall not constitute or be deemed a proof of claim or equity interest or an assertion of a claim or equity interest.

YOUR VOTE MUST BE FORWARDED IN AMPLE TIME FOR YOUR VOTE TO BE RECEIVED BY THE VOTING AGENT, BY 5:00 P.M., PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004, OR YOUR VOTE WILL NOT BE COUNTED. IF THE ENCLOSED ENVELOPE IS ADDRESSED TO YOUR NOMINEE, MAKE SURE YOUR NOMINEE RECEIVES YOUR BALLOT IN TIME TO SUBMIT IT ON A MASTER BALLOT BEFORE THE VOTING DEADLINE.

**OPPORTUNITY FOR GENERAL UNSECURED CREDITORS TO
PURCHASE CONVERTIBLE SECOND-LIEN NOTES
(PLEASE REFER TO SECTION II.C OF THE DISCLOSURE STATEMENT FOR
FURTHER INFORMATION REGARDING THIS OPPORTUNITY)**

In the event that the RCN Companies pursue the issuance of the Convertible Second-Lien Notes, Deutsche Bank or another financial institution acceptable to the Debtors and the Creditors' Committee (the "Placement Agent") will act as initial purchaser of such notes in a transaction expected to be exempt from registration under the Securities Act by reason of section 4(2) thereof. The Placement Agent would resell, in one or more transactions not requiring registration under the Securities Act, up to 100% of the Convertible Second-Lien Notes purchased by it to Persons, including General Unsecured Creditors of the Debtors, who are Accredited Investors. If the Convertible Second-Lien Notes are offered, the Debtors will request that the Placement Agent reserve up to 49% of such notes for resale to qualified General Unsecured Creditors at a purchase price equal to the same purchase price at which the Convertible Second-Lien Notes are purchased by the Placement Agent, subject to such other percentage as may be necessary in connection with the Placement Agent's syndication efforts with respect to the Term Loans and the Convertible Second-Lien Notes. In order to facilitate the issuance of Convertible Second-Lien Notes, the RCN Companies have requested that certain members of the Creditors' Committee provide commitments by no later than October 25, 2004 (the "Commitment Date") to purchase from the Placement Agent, on customary terms and conditions, all of the Convertible Second-Lien Notes offered for resale to, and not purchased by, other General Unsecured Creditors of the Debtors. Any Convertible Second-Lien Notes committed to be purchased by members of the Creditors' Committee shall be shared ratably (based on their relative amount of General Unsecured Claims) with any other General Unsecured Creditor that agrees to purchase Convertible Second-Lien Notes by the Commitment Date. RCN has agreed to facilitate the Placement Agent's offering of Convertible Second-Lien Notes to Accredited Investors by furnishing to the Placement Agent a list of holders of General Unsecured Claims that, in the belief of RCN, qualify as Accredited Investors. RCN's furnishing of such information is not intended to be exclusive of any other information that may be available to the Placement Agent or that may be supplied by potential investors. In connection with the resale of Convertible Second-Lien Notes by the Placement Agent, the Placement Agent may request customary information about potential purchasers in order to determine the eligibility of such potential purchaser to purchase the Convertible Second-Lien Notes.

INSTRUCTIONS FOR COMPLETING THE BENEFICIAL OWNER BALLOT

RCN Corporation and certain of its subsidiaries and affiliates (collectively, the "Debtors") are soliciting the votes of their noteholders and certain other creditors on their proposed Plan, dated October 12, 2004, described in and annexed as Exhibit A to the Disclosure Statement accompanying this Ballot. Please review the Disclosure Statement and Plan carefully before you vote. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Plan.

This Ballot does *not* constitute and shall *not* be deemed to constitute (a) a proof of claim or (b) an admission by the Debtors of the nature, validity, or amount of any claim. This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan. Holders should *not* surrender, at this time, certificates representing their Notes, and neither the Debtors nor the Voting Agent will accept delivery of any certificates surrendered with this Ballot. Surrender of Notes for exchange may only be made by you or your Nominee pursuant to a letter of transmittal, which will be furnished by the Debtors following confirmation of the Plan. **DO NOT SUBMIT NOTES WITH THIS BALLOT.**

To ensure your vote is counted, you must complete, sign and return this Ballot to the address set forth on the enclosed pre-addressed postage-paid envelope provided. **Unsigned ballots may not be counted.** Ballots (or the Master Ballot completed on your behalf by your Nominee) must be received by the Voting Agent, Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, New York 10017, Att'n: RCN Corporation Ballot Tabulation, by 5:00 p.m. (prevailing Eastern Time) on November 30, 2004. **If you received a return envelope addressed to your Nominee, be sure to return your Ballot early enough for your vote to be processed and then forwarded and received by the Voting Agent by the Voting Deadline.** If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, such delivery will be deemed made only when the original executed Ballot is actually received by the Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. Delivery of a Ballot by facsimile, e-mail or any other electronic means will not be accepted. No Ballot should be sent to the Debtors, any indenture trustee, transfer agent, or financial or legal advisor of the Debtors.

To complete the Ballot properly, take the following steps:

(a) Make sure that the information required by Item 1 has been inserted. If you do not know the face amount of your Notes, please contact your Nominee immediately.

(b) Cast your vote either to accept or reject the Plan by checking the proper box in Item 2. Ballots that are signed and returned, but not expressly voted for acceptance or rejection of the Plan will not be counted. A Ballot accepting or rejecting the Plan may not be revoked after the Voting Deadline.

(c) Provide the information required by Item 3, if applicable to you. Use the following legend to insert the appropriate code in the last column of the table in Item 3:

Basis of Other Class 5 Claim	Code
General Unsecured Claim (Other than a Senior Note Claim)	GUC
11 1/8% Senior Discount Notes, due October 15, 2007	11 1/8% SDN
11% Senior Notes, due July 1, 2008	11% SN
10% Senior Notes, due October 15, 2007	10% SN
9.8% Senior Discount Notes, due October 15, 2007	9.8% SDN
10 1/8% Senior Notes, due January 15, 2010	10 1/8% SN

(d) Read Item 4 carefully.

(e) Sign and date your Ballot (unless your ballot has already been signed or "prevalidated" by your Nominee).

(f) If you believe that you have received the wrong ballot, please contact the Voting Agent, Financial Balloting Group, at (626) 282-1800, or your broker or Nominee immediately.

(g) If you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing.

(h) Provide your name and mailing address (i) if different from the printed address that appears on the Ballot, or (ii) if no pre-printed address appears on the Ballot.

(i) Return your Ballot using the enclosed return envelope.

PLEASE MAIL YOUR BALLOT PROMPTLY!

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES,
PLEASE CONTACT THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, PROMPTLY
AT (646) 282 -1800 OR FINANCIAL BALLOTING GROUP LLC,
757 THIRD AVENUE, 3RD FLOOR, NEW YORK, NEW YORK 10017,
ATTN: RCN CORPORATION BALLOT TABULATION**

Exhibit E-4

**Beneficial Owner Ballot for Holders of RCN Corporation's Senior Notes
11 1/8% Senior Discount Notes (CUSIP 749361 AD3)**

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE COURT.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:
In re	:
	:
RCN CORPORATION, <u>et al.</u> ,	:
	:
Debtors.	:
	:
-----	x

Chapter 11
Case No. 04-13638 (RDD)
Jointly Administered

CLASS 5 - RCN GENERAL UNSECURED CLAIMS

**BENEFICIAL OWNER/ENTITLEMENT HOLDER BALLOT FOR ACCEPTING OR REJECTING
JOINT PLAN OF REORGANIZATION OF RCN CORPORATION AND CERTAIN
SUBSIDIARIES UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

This Ballot is to be used by you, as a Beneficial Owner of the Notes identified on the top of this page issued by RCN Corporation (the "Notes"), to transmit your vote to accept or reject the chapter 11 plan of reorganization (the "Plan") which is being proposed by RCN Corporation and certain of its subsidiaries and affiliates. The Plan is Exhibit A to the Disclosure Statement, dated October 12, 2004 (the "Disclosure Statement"), which accompanies this Ballot. The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class that vote on the Plan, and by the holders of two-thirds in amount of equity security interests in each class that vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. Before you transmit your vote, please review the Disclosure Statement carefully, including the voting procedures explained in Section XIV - "The Solicitation; Voting Procedures."

**PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY AND
RETURN YOUR BALLOT IN THE ENVELOPE PROVIDED.**

IMPORTANT

YOU SHOULD REVIEW THE DISCLOSURE STATEMENT AND THE PLAN BEFORE YOU VOTE. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE PLAN AND YOUR CLASSIFICATION AND TREATMENT UNDER THE PLAN. YOUR CLAIMS HAVE BEEN PLACED IN CLASS 5 UNDER THE PLAN. IF YOU HOLD CLAIMS OR INTERESTS IN ANOTHER CLASS, YOU WILL RECEIVE A BALLOT FOR EACH CLASS IN WHICH YOU ARE ENTITLED TO VOTE.

PLEASE READ CAREFULLY AND FOLLOW THE ATTACHED INSTRUCTIONS ON RETURNING YOUR BALLOT. THE VOTING DEADLINE BY WHICH YOUR VOTE MUST BE *RECEIVED* BY THE VOTING AGENT IS *5:00 P.M., PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004* OR THE VOTES REPRESENTED BY YOUR BALLOT WILL *NOT* BE COUNTED. IF YOU HAVE ANY QUESTIONS, PLEASE CALL FINANCIAL BALLOTING GROUP LLC (THE "VOTING AGENT") AT (646) 282-1800. **IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR FINANCIAL INSTITUTION PLEASE ALLOW SUFFICIENT TIME FOR YOUR FINANCIAL INSTITUTION TO PROCESS YOUR VOTE. DO NOT RETURN ANY NOTES WITH THIS BALLOT. BALLOTS WILL NOT BE ACCEPTED BY FACSIMILE TRANSMISSION.** This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

HOW TO VOTE

1. COMPLETE ITEM 1 (if not already filled out by your nominee) AND ITEM 2 AND COMPLETE ITEM 3 (if applicable).
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 4.
3. **SIGN THE BALLOT** (unless your Ballot has already been signed or "prevalidated" by your nominee).
4. RETURN THE BALLOT IN THE PRE-ADDRESSED POSTAGE-PAID ENVELOPE (if the enclosed envelope is addressed to your nominee, make sure your nominee receives your Ballot in time to submit it before the Voting Deadline).
5. YOU WILL RECEIVE A SEPARATE BALLOT FOR EACH ISSUE OF SECURITIES YOU OWN WHICH IS ENTITLED TO VOTE UNDER THE PLAN.
6. YOU MUST VOTE *ALL* YOUR NOTES *EITHER* TO ACCEPT *OR* REJECT THE PLAN AND MAY NOT SPLIT YOUR VOTE.

You may receive multiple mailings containing Ballots, especially if you own your Notes through more than one bank, broker, other intermediary, or agent thereof (each, a "Nominee"). You should vote each Ballot that you receive for all of the Notes that you beneficially own.

You must provide all of the information requested by this Ballot. Failure to do so may result in the disqualification of your vote.

Item 1. Principal Amount of Notes. The undersigned hereby certifies that as of October 7, 2004, the undersigned was the Beneficial Owner (or authorized signatory for a Beneficial Owner), or the Nominee of a Beneficial Owner, of Notes in the following aggregate unpaid principal amount (insert amount in box below). If your Notes are held by a Nominee on your behalf and you do not know the amount of Notes held, please contact your Nominee immediately.

\$

Item 2. Vote On Plan. The Beneficial Owner of the Notes identified in Item 1 votes as follows (check one box only - if you do not check a box your vote will not be counted):

☐ ACCEPTS (votes FOR) the Plan. ☐ REJECTS (votes AGAINST) the Plan.

Item 3. Certification As To Notes Held In Additional Accounts. By completing and returning this Ballot, the Beneficial Owner certifies that either (1) it has not submitted any other Ballots for other Class 5 RCN General Unsecured Claims held in other accounts or other record names or (2) it has provided the information specified in the following table for all other Class 5 RCN General Unsecured Claims for which it has submitted additional Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU HAVE VOTED BALLOTS OTHER THAN THIS BALLOT

Name of Holder ¹	Account Number	Principal Amount Of Other Class 5 RCN General Unsecured Claims Voted	Type of Other Class 5 RCN General Unsecured Claims Voted ²
		\$	
		\$	
		\$	

¹ Insert your name if the notes are held by you in record name or, if held in street name, insert the name of your broker or bank.

² See the instruction pages for this Ballot for the appropriate code to insert in this column.

Item 4. Authorization. By returning this Ballot, the Beneficial Owner of the Notes identified in Item 1 certifies that it (a) has full power and authority to vote to accept or reject the Plan with respect to the Notes listed in Item 1, (b) was the Beneficial Owner of the Notes described in Item 1 on October 7, 2004 and (c) has received a copy of the Disclosure Statement (including the exhibits thereto) and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement.

An authorized signatory of an eligible Beneficial Owner may execute this Ballot, but must provide the name and address of the Beneficial Owner on this Ballot and may be required to submit evidence to the Bankruptcy Court demonstrating such signatory's authorization to vote on behalf of the Beneficial Owner. Authorized signatories voting on behalf of more than one Beneficial Owner must complete a separate Ballot for each Beneficial Owner.

Name of Creditor (Print or
Type): _____

Social Security or Federal
Tax I.D. No. (optional): _____

Signature: _____

Print or Type Name: _____

Title (if appropriate): _____

Address: _____

Telephone Number: _____

Date: _____

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan. This Ballot shall not constitute or be deemed a proof of claim or equity interest or an assertion of a claim or equity interest.

YOUR VOTE MUST BE FORWARDED IN AMPLE TIME FOR YOUR VOTE TO BE RECEIVED BY THE VOTING AGENT, BY 5:00 P.M., PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004, OR YOUR VOTE WILL NOT BE COUNTED. IF THE ENCLOSED ENVELOPE IS ADDRESSED TO YOUR NOMINEE, MAKE SURE YOUR NOMINEE RECEIVES YOUR BALLOT IN TIME TO SUBMIT IT ON A MASTER BALLOT BEFORE THE VOTING DEADLINE.

**OPPORTUNITY FOR GENERAL UNSECURED CREDITORS TO
PURCHASE CONVERTIBLE SECOND-LIEN NOTES
(PLEASE REFER TO SECTION II.C OF THE DISCLOSURE STATEMENT FOR
FURTHER INFORMATION REGARDING THIS OPPORTUNITY)**

In the event that the RCN Companies pursue the issuance of the Convertible Second-Lien Notes, Deutsche Bank or another financial institution acceptable to the Debtors and the Creditors' Committee (the "Placement Agent") will act as initial purchaser of such notes in a transaction expected to be exempt from registration under the Securities Act by reason of section 4(2) thereof. The Placement Agent would resell, in one or more transactions not requiring registration under the Securities Act, up to 100% of the Convertible Second-Lien Notes purchased by it to Persons, including General Unsecured Creditors of the Debtors, who are Accredited Investors. If the Convertible Second-Lien Notes are offered, the Debtors will request that the Placement Agent reserve up to 49% of such notes for resale to qualified General Unsecured Creditors at a purchase price equal to the same purchase price at which the Convertible Second-Lien Notes are purchased by the Placement Agent, subject to such other percentage as may be necessary in connection with the Placement Agent's syndication efforts with respect to the Term Loans and the Convertible Second-Lien Notes. In order to facilitate the issuance of Convertible Second-Lien Notes, the RCN Companies have requested that certain members of the Creditors' Committee provide commitments by no later than October 25, 2004 (the "Commitment Date") to purchase from the Placement Agent, on customary terms and conditions, all of the Convertible Second-Lien Notes offered for resale to, and not purchased by, other General Unsecured Creditors of the Debtors. Any Convertible Second-Lien Notes committed to be purchased by members of the Creditors' Committee shall be shared ratably (based on their relative amount of General Unsecured Claims) with any other General Unsecured Creditor that agrees to purchase Convertible Second-Lien Notes by the Commitment Date. RCN has agreed to facilitate the Placement Agent's offering of Convertible Second-Lien Notes to Accredited Investors by furnishing to the Placement Agent a list of holders of General Unsecured Claims that, in the belief of RCN, qualify as Accredited Investors. RCN's furnishing of such information is not intended to be exclusive of any other information that may be available to the Placement Agent or that may be supplied by potential investors. In connection with the resale of Convertible Second-Lien Notes by the Placement Agent, the Placement Agent may request customary information about potential purchasers in order to determine the eligibility of such potential purchaser to purchase the Convertible Second-Lien Notes.

INSTRUCTIONS FOR COMPLETING THE BENEFICIAL OWNER BALLOT

RCN Corporation and certain of its subsidiaries and affiliates (collectively, the "Debtors") are soliciting the votes of their noteholders and certain other creditors on their proposed Plan, dated October 12, 2004, described in and annexed as Exhibit A to the Disclosure Statement accompanying this Ballot. Please review the Disclosure Statement and Plan carefully before you vote. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Plan.

This Ballot does *not* constitute and shall *not* be deemed to constitute (a) a proof of claim or (b) an admission by the Debtors of the nature, validity, or amount of any claim. This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan. Holders should *not* surrender, at this time, certificates representing their Notes, and neither the Debtors nor the Voting Agent will accept delivery of any certificates surrendered with this Ballot. Surrender of Notes for exchange may only be made by you or your Nominee pursuant to a letter of transmittal, which will be furnished by the Debtors following confirmation of the Plan. **DO NOT SUBMIT NOTES WITH THIS BALLOT.**

To ensure your vote is counted, you must complete, sign and return this Ballot to the address set forth on the enclosed pre-addressed postage-paid envelope provided. **Unsigned ballots may not be counted.** Ballots (or the Master Ballot completed on your behalf by your Nominee) must be received by the Voting Agent, Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, New York 10017, Att'n: RCN Corporation Ballot Tabulation, by 5:00 p.m. (prevailing Eastern Time) on November 30, 2004. **If you received a return envelope addressed to your Nominee, be sure to return your Ballot early enough for your vote to be processed and then forwarded and received by the Voting Agent by the Voting Deadline.** If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, such delivery will be deemed made only when the original executed Ballot is actually received by the Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. Delivery of a Ballot by facsimile, e-mail or any other electronic means will not be accepted. No Ballot should be sent to the Debtors, any indenture trustee, transfer agent, or financial or legal advisor of the Debtors.

To complete the Ballot properly, take the following steps:

(a) Make sure that the information required by Item 1 has been inserted. If you do not know the face amount of your Notes, please contact your Nominee immediately.

(b) Cast your vote either to accept or reject the Plan by checking the proper box in Item 2. Ballots that are signed and returned, but not expressly voted for acceptance or rejection of the Plan will not be counted. A Ballot accepting or rejecting the Plan may not be revoked after the Voting Deadline.

(c) Provide the information required by Item 3, if applicable to you. Use the following legend to insert the appropriate code in the last column of the table in Item 3:

Basis of Other Class 5 Claim	Code
General Unsecured Claim (Other than a Senior Note Claim)	GUC
11 1/8% Senior Discount Notes, due October 15, 2007	11 1/8% SDN
11% Senior Notes, due July 1, 2008	11% SN
10% Senior Notes, due October 15, 2007	10% SN
9.8% Senior Discount Notes, due October 15, 2007	9.8% SDN
10 1/8% Senior Notes, due January 15, 2010	10 1/8% SN

(d) Read Item 4 carefully.

(e) Sign and date your Ballot (unless your ballot has already been signed or "prevalidated" by your Nominee).

(f) If you believe that you have received the wrong ballot, please contact the Voting Agent, Financial Balloting Group, at (626) 282-1800, or your broker or Nominee immediately.

(g) If you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing.

(h) Provide your name and mailing address (i) if different from the printed address that appears on the Ballot, or (ii) if no pre-printed address appears on the Ballot.

(i) Return your Ballot using the enclosed return envelope.

PLEASE MAIL YOUR BALLOT PROMPTLY!

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES,
PLEASE CONTACT THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, PROMPTLY
AT (646) 282 -1800 OR FINANCIAL BALLOTING GROUP LLC,
757 THIRD AVENUE, 3RD FLOOR, NEW YORK, NEW YORK 10017,
ATTN: RCN CORPORATION BALLOT TABULATION**

Exhibit E-5

**Beneficial Owner Ballot for Holders of RCN Corporation's Senior Notes
9.8% Senior Discount Notes (CUSIP 749361 AG6)**

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE COURT.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x
	:
In re	:
	:
RCN CORPORATION, <u>et al.</u> ,	:
	:
Debtors.	:
	:
-----	x

Chapter 11
Case No. 04-13638 (RDD)
Jointly Administered

CLASS 5 - RCN GENERAL UNSECURED CLAIMS

**BENEFICIAL OWNER/ENTITLEMENT HOLDER BALLOT FOR ACCEPTING OR REJECTING
JOINT PLAN OF REORGANIZATION OF RCN CORPORATION AND CERTAIN
SUBSIDIARIES UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

This Ballot is to be used by you, as a Beneficial Owner of the Notes identified on the top of this page issued by RCN Corporation (the "Notes"), to transmit your vote to accept or reject the chapter 11 plan of reorganization (the "Plan") which is being proposed by RCN Corporation and certain of its subsidiaries and affiliates. The Plan is Exhibit A to the Disclosure Statement, dated October 12, 2004 (the "Disclosure Statement"), which accompanies this Ballot. The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class that vote on the Plan, and by the holders of two-thirds in amount of equity security interests in each class that vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. Before you transmit your vote, please review the Disclosure Statement carefully, including the voting procedures explained in Section XIV - "The Solicitation; Voting Procedures."

**PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY AND
RETURN YOUR BALLOT IN THE ENVELOPE PROVIDED.**

IMPORTANT

YOU SHOULD REVIEW THE DISCLOSURE STATEMENT AND THE PLAN BEFORE YOU VOTE. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE PLAN AND YOUR CLASSIFICATION AND TREATMENT UNDER THE PLAN. YOUR CLAIMS HAVE BEEN PLACED IN CLASS 5 UNDER THE PLAN. IF YOU HOLD CLAIMS OR INTERESTS IN ANOTHER CLASS, YOU WILL RECEIVE A BALLOT FOR EACH CLASS IN WHICH YOU ARE ENTITLED TO VOTE.

PLEASE READ CAREFULLY AND FOLLOW THE ATTACHED INSTRUCTIONS ON RETURNING YOUR BALLOT. THE VOTING DEADLINE BY WHICH YOUR VOTE MUST BE *RECEIVED* BY THE VOTING AGENT IS 5:00 P.M., *PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004* OR THE VOTES REPRESENTED BY YOUR BALLOT WILL *NOT* BE COUNTED. IF YOU HAVE ANY QUESTIONS, PLEASE CALL FINANCIAL BALLOTING GROUP LLC (THE "VOTING AGENT") AT (646) 282-1800. **IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR FINANCIAL INSTITUTION PLEASE ALLOW SUFFICIENT TIME FOR YOUR FINANCIAL INSTITUTION TO PROCESS YOUR VOTE. DO NOT RETURN ANY NOTES WITH THIS BALLOT. BALLOTS WILL NOT BE ACCEPTED BY FACSIMILE TRANSMISSION.** This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

HOW TO VOTE

1. COMPLETE ITEM 1 (if not already filled out by your nominee) AND ITEM 2 AND COMPLETE ITEM 3 (if applicable).
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 4.
3. **SIGN THE BALLOT** (unless your Ballot has already been signed or "prevalidated" by your nominee).
4. RETURN THE BALLOT IN THE PRE-ADDRESSED POSTAGE-PAID ENVELOPE (if the enclosed envelope is addressed to your nominee, make sure your nominee receives your Ballot in time to submit it before the Voting Deadline).
5. YOU WILL RECEIVE A SEPARATE BALLOT FOR EACH ISSUE OF SECURITIES YOU OWN WHICH IS ENTITLED TO VOTE UNDER THE PLAN.
6. YOU MUST VOTE *ALL* YOUR NOTES *EITHER* TO ACCEPT *OR* REJECT THE PLAN AND MAY NOT SPLIT YOUR VOTE.

You may receive multiple mailings containing Ballots, especially if you own your Notes through more than one bank, broker, other intermediary, or agent thereof (each, a "Nominee"). You should vote each Ballot that you receive for all of the Notes that you beneficially own.

You must provide all of the information requested by this Ballot. Failure to do so may result in the disqualification of your vote.

Item 1. Principal Amount of Notes. The undersigned hereby certifies that as of October 7, 2004, the undersigned was the Beneficial Owner (or authorized signatory for a Beneficial Owner), or the Nominee of a Beneficial Owner, of Notes in the following aggregate unpaid principal amount (insert amount in box below). If your Notes are held by a Nominee on your behalf and you do not know the amount of Notes held, please contact your Nominee immediately.

\$

Item 2. Vote On Plan. The Beneficial Owner of the Notes identified in Item 1 votes as follows (check one box only - if you do not check a box your vote will not be counted):

☐ ACCEPTS (votes FOR) the Plan. ☐ REJECTS (votes AGAINST) the Plan.

Item 3. Certification As To Notes Held In Additional Accounts. By completing and returning this Ballot, the Beneficial Owner certifies that either (1) it has not submitted any other Ballots for other Class 5 RCN General Unsecured Claims held in other accounts or other record names or (2) it has provided the information specified in the following table for all other Class 5 RCN General Unsecured Claims for which it has submitted additional Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU HAVE VOTED BALLOTS OTHER THAN THIS BALLOT

Name of Holder ¹	Account Number	Principal Amount Of Other Class 5 RCN General Unsecured Claims Voted	Type of Other Class 5 RCN General Unsecured Claims Voted ²
		\$	
		\$	
		\$	

¹ Insert your name if the notes are held by you in record name or, if held in street name, insert the name of your broker or bank.

² See the instruction pages for this Ballot for the appropriate code to insert in this column.

Item 4. Authorization. By returning this Ballot, the Beneficial Owner of the Notes identified in Item 1 certifies that it (a) has full power and authority to vote to accept or reject the Plan with respect to the Notes listed in Item 1, (b) was the Beneficial Owner of the Notes described in Item 1 on October 7, 2004 and (c) has received a copy of the Disclosure Statement (including the exhibits thereto) and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement.

An authorized signatory of an eligible Beneficial Owner may execute this Ballot, but must provide the name and address of the Beneficial Owner on this Ballot and may be required to submit evidence to the Bankruptcy Court demonstrating such signatory's authorization to vote on behalf of the Beneficial Owner. Authorized signatories voting on behalf of more than one Beneficial Owner must complete a separate Ballot for each Beneficial Owner.

Name of Creditor (Print or
Type): _____

Social Security or Federal
Tax I.D. No. (optional): _____

Signature: _____

Print or Type Name: _____

Title (if appropriate): _____

Address: _____

Telephone Number: _____

Date: _____

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan. This Ballot shall not constitute or be deemed a proof of claim or equity interest or an assertion of a claim or equity interest.

YOUR VOTE MUST BE FORWARDED IN AMPLE TIME FOR YOUR VOTE TO BE RECEIVED BY THE VOTING AGENT, BY 5:00 P.M., PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004, OR YOUR VOTE WILL NOT BE COUNTED. IF THE ENCLOSED ENVELOPE IS ADDRESSED TO YOUR NOMINEE, MAKE SURE YOUR NOMINEE RECEIVES YOUR BALLOT IN TIME TO SUBMIT IT ON A MASTER BALLOT BEFORE THE VOTING DEADLINE.

**OPPORTUNITY FOR GENERAL UNSECURED CREDITORS TO
PURCHASE CONVERTIBLE SECOND-LIEN NOTES
(PLEASE REFER TO SECTION II.C OF THE DISCLOSURE STATEMENT FOR
FURTHER INFORMATION REGARDING THIS OPPORTUNITY)**

In the event that the RCN Companies pursue the issuance of the Convertible Second-Lien Notes, Deutsche Bank or another financial institution acceptable to the Debtors and the Creditors' Committee (the "Placement Agent") will act as initial purchaser of such notes in a transaction expected to be exempt from registration under the Securities Act by reason of section 4(2) thereof. The Placement Agent would resell, in one or more transactions not requiring registration under the Securities Act, up to 100% of the Convertible Second-Lien Notes purchased by it to Persons, including General Unsecured Creditors of the Debtors, who are Accredited Investors. If the Convertible Second-Lien Notes are offered, the Debtors will request that the Placement Agent reserve up to 49% of such notes for resale to qualified General Unsecured Creditors at a purchase price equal to the same purchase price at which the Convertible Second-Lien Notes are purchased by the Placement Agent, subject to such other percentage as may be necessary in connection with the Placement Agent's syndication efforts with respect to the Term Loans and the Convertible Second-Lien Notes. In order to facilitate the issuance of Convertible Second-Lien Notes, the RCN Companies have requested that certain members of the Creditors' Committee provide commitments by no later than October 25, 2004 (the "Commitment Date") to purchase from the Placement Agent, on customary terms and conditions, all of the Convertible Second-Lien Notes offered for resale to, and not purchased by, other General Unsecured Creditors of the Debtors. Any Convertible Second-Lien Notes committed to be purchased by members of the Creditors' Committee shall be shared ratably (based on their relative amount of General Unsecured Claims) with any other General Unsecured Creditor that agrees to purchase Convertible Second-Lien Notes by the Commitment Date. RCN has agreed to facilitate the Placement Agent's offering of Convertible Second-Lien Notes to Accredited Investors by furnishing to the Placement Agent a list of holders of General Unsecured Claims that, in the belief of RCN, qualify as Accredited Investors. RCN's furnishing of such information is not intended to be exclusive of any other information that may be available to the Placement Agent or that may be supplied by potential investors. In connection with the resale of Convertible Second-Lien Notes by the Placement Agent, the Placement Agent may request customary information about potential purchasers in order to determine the eligibility of such potential purchaser to purchase the Convertible Second-Lien Notes.

INSTRUCTIONS FOR COMPLETING THE BENEFICIAL OWNER BALLOT

RCN Corporation and certain of its subsidiaries and affiliates (collectively, the "Debtors") are soliciting the votes of their noteholders and certain other creditors on their proposed Plan, dated October 12, 2004, described in and annexed as Exhibit A to the Disclosure Statement accompanying this Ballot. Please review the Disclosure Statement and Plan carefully before you vote. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Plan.

This Ballot does *not* constitute and shall *not* be deemed to constitute (a) a proof of claim or (b) an admission by the Debtors of the nature, validity, or amount of any claim. This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan. Holders should *not* surrender, at this time, certificates representing their Notes, and neither the Debtors nor the Voting Agent will accept delivery of any certificates surrendered with this Ballot. Surrender of Notes for exchange may only be made by you or your Nominee pursuant to a letter of transmittal, which will be furnished by the Debtors following confirmation of the Plan. **DO NOT SUBMIT NOTES WITH THIS BALLOT.**

To ensure your vote is counted, you must complete, sign and return this Ballot to the address set forth on the enclosed pre-addressed postage-paid envelope provided. **Unsigned ballots may not be counted.** Ballots (or the Master Ballot completed on your behalf by your Nominee) must be received by the Voting Agent, Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, New York 10017, Att'n: RCN Corporation Ballot Tabulation, by 5:00 p.m. (prevailing Eastern Time) on November 30, 2004. **If you received a return envelope addressed to your Nominee, be sure to return your Ballot early enough for your vote to be processed and then forwarded and received by the Voting Agent by the Voting Deadline.** If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, such delivery will be deemed made only when the original executed Ballot is actually received by the Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. Delivery of a Ballot by facsimile, e-mail or any other electronic means will not be accepted. No Ballot should be sent to the Debtors, any indenture trustee, transfer agent, or financial or legal advisor of the Debtors.

To complete the Ballot properly, take the following steps:

(a) Make sure that the information required by Item 1 has been inserted. If you do not know the face amount of your Notes, please contact your Nominee immediately.

(b) Cast your vote either to accept or reject the Plan by checking the proper box in Item 2. Ballots that are signed and returned, but not expressly voted for acceptance or rejection of the Plan will not be counted. A Ballot accepting or rejecting the Plan may not be revoked after the Voting Deadline.

(c) Provide the information required by Item 3, if applicable to you. Use the following legend to insert the appropriate code in the last column of the table in Item 3:

Basis of Other Class 5 Claim	Code
General Unsecured Claim (Other than a Senior Note Claim)	GUC
11 1/8% Senior Discount Notes, due October 15, 2007	11 1/8% SDN
11% Senior Notes, due July 1, 2008	11% SN
10% Senior Notes, due October 15, 2007	10% SN
9.8% Senior Discount Notes, due October 15, 2007	9.8% SDN
10 1/8% Senior Notes, due January 15, 2010	10 1/8% SN

(d) Read Item 4 carefully.

(e) Sign and date your Ballot (unless your ballot has already been signed or "prevalidated" by your Nominee).

(f) If you believe that you have received the wrong ballot, please contact the Voting Agent, Financial Balloting Group, at (626) 282-1800, or your broker or Nominee immediately.

(g) If you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing.

(h) Provide your name and mailing address (i) if different from the printed address that appears on the Ballot, or (ii) if no pre-printed address appears on the Ballot.

(i) Return your Ballot using the enclosed return envelope.

PLEASE MAIL YOUR BALLOT PROMPTLY!

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES,
PLEASE CONTACT THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, PROMPTLY
AT (646) 282 -1800 OR FINANCIAL BALLOTING GROUP LLC,
757 THIRD AVENUE, 3RD FLOOR, NEW YORK, NEW YORK 10017,
ATTN: RCN CORPORATION BALLOT TABULATION**

Exhibit E-6

**Beneficial Owner Ballot for Holders of RCN Corporation's Senior Notes
11% Senior Discount Notes (CUSIP 749361 AH4)**

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE COURT.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:
	:
RCN CORPORATION, <u>et al.</u> ,	:
	:
Debtors.	:
	:
-----	x

Chapter 11
Case No. 04-13638 (RDD)
Jointly Administered

CLASS 5 - RCN GENERAL UNSECURED CLAIMS

**BENEFICIAL OWNER/ENTITLEMENT HOLDER BALLOT FOR ACCEPTING OR REJECTING
JOINT PLAN OF REORGANIZATION OF RCN CORPORATION AND CERTAIN
SUBSIDIARIES UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

This Ballot is to be used by you, as a Beneficial Owner of the Notes identified on the top of this page issued by RCN Corporation (the "Notes"), to transmit your vote to accept or reject the chapter 11 plan of reorganization (the "Plan") which is being proposed by RCN Corporation and certain of its subsidiaries and affiliates. The Plan is Exhibit A to the Disclosure Statement, dated October 12, 2004 (the "Disclosure Statement"), which accompanies this Ballot. The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class that vote on the Plan, and by the holders of two-thirds in amount of equity security interests in each class that vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. Before you transmit your vote, please review the Disclosure Statement carefully, including the voting procedures explained in Section XIV - "The Solicitation; Voting Procedures."

**PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY AND
RETURN YOUR BALLOT IN THE ENVELOPE PROVIDED.**

IMPORTANT

YOU SHOULD REVIEW THE DISCLOSURE STATEMENT AND THE PLAN BEFORE YOU VOTE. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE PLAN AND YOUR CLASSIFICATION AND TREATMENT UNDER THE PLAN. YOUR CLAIMS HAVE BEEN PLACED IN CLASS 5 UNDER THE PLAN. IF YOU HOLD CLAIMS OR INTERESTS IN ANOTHER CLASS, YOU WILL RECEIVE A BALLOT FOR EACH CLASS IN WHICH YOU ARE ENTITLED TO VOTE.

PLEASE READ CAREFULLY AND FOLLOW THE ATTACHED INSTRUCTIONS ON RETURNING YOUR BALLOT. THE VOTING DEADLINE BY WHICH YOUR VOTE MUST BE *RECEIVED* BY THE VOTING AGENT IS *5:00 P.M., PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004* OR THE VOTES REPRESENTED BY YOUR BALLOT WILL *NOT* BE COUNTED. IF YOU HAVE ANY QUESTIONS, PLEASE CALL FINANCIAL BALLOTING GROUP LLC (THE "VOTING AGENT") AT (646) 282-1800. **IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR FINANCIAL INSTITUTION PLEASE ALLOW SUFFICIENT TIME FOR YOUR FINANCIAL INSTITUTION TO PROCESS YOUR VOTE. DO NOT RETURN ANY NOTES WITH THIS BALLOT. BALLOTS WILL NOT BE ACCEPTED BY FACSIMILE TRANSMISSION.** This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

HOW TO VOTE

1. COMPLETE ITEM 1 (if not already filled out by your nominee) AND ITEM 2 AND COMPLETE ITEM 3 (if applicable).
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 4.
3. **SIGN THE BALLOT** (unless your Ballot has already been signed or "prevalidated" by your nominee).
4. RETURN THE BALLOT IN THE PRE-ADDRESSED POSTAGE-PAID ENVELOPE (if the enclosed envelope is addressed to your nominee, make sure your nominee receives your Ballot in time to submit it before the Voting Deadline).
5. YOU WILL RECEIVE A SEPARATE BALLOT FOR EACH ISSUE OF SECURITIES YOU OWN WHICH IS ENTITLED TO VOTE UNDER THE PLAN.
6. YOU MUST VOTE *ALL* YOUR NOTES *EITHER* TO ACCEPT *OR* REJECT THE PLAN AND MAY NOT SPLIT YOUR VOTE.

You may receive multiple mailings containing Ballots, especially if you own your Notes through more than one bank, broker, other intermediary, or agent thereof (each, a "Nominee"). You should vote each Ballot that you receive for all of the Notes that you beneficially own.

You must provide all of the information requested by this Ballot. Failure to do so may result in the disqualification of your vote.

Item 1. Principal Amount of Notes. The undersigned hereby certifies that as of October 7, 2004, the undersigned was the Beneficial Owner (or authorized signatory for a Beneficial Owner), or the Nominee of a Beneficial Owner, of Notes in the following aggregate unpaid principal amount (insert amount in box below). If your Notes are held by a Nominee on your behalf and you do not know the amount of Notes held, please contact your Nominee immediately.

\$

Item 2. Vote On Plan. The Beneficial Owner of the Notes identified in Item 1 votes as follows (check one box only - if you do not check a box your vote will not be counted):

☐ ACCEPTS (votes FOR) the Plan. ☐ REJECTS (votes AGAINST) the Plan.

Item 3. Certification As To Notes Held In Additional Accounts. By completing and returning this Ballot, the Beneficial Owner certifies that either (1) it has not submitted any other Ballots for other Class 5 RCN General Unsecured Claims held in other accounts or other record names or (2) it has provided the information specified in the following table for all other Class 5 RCN General Unsecured Claims for which it has submitted additional Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU HAVE VOTED BALLOTS OTHER THAN THIS BALLOT

Name of Holder ¹	Account Number	Principal Amount Of Other Class 5 RCN General Unsecured Claims Voted	Type of Other Class 5 RCN General Unsecured Claims Voted ²
		\$	
		\$	
		\$	

¹ Insert your name if the notes are held by you in record name or, if held in street name, insert the name of your broker or bank.

² See the instruction pages for this Ballot for the appropriate code to insert in this column.

Item 4. Authorization. By returning this Ballot, the Beneficial Owner of the Notes identified in Item 1 certifies that it (a) has full power and authority to vote to accept or reject the Plan with respect to the Notes listed in Item 1, (b) was the Beneficial Owner of the Notes described in Item 1 on October 7, 2004 and (c) has received a copy of the Disclosure Statement (including the exhibits thereto) and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement.

An authorized signatory of an eligible Beneficial Owner may execute this Ballot, but must provide the name and address of the Beneficial Owner on this Ballot and may be required to submit evidence to the Bankruptcy Court demonstrating such signatory's authorization to vote on behalf of the Beneficial Owner. Authorized signatories voting on behalf of more than one Beneficial Owner must complete a separate Ballot for each Beneficial Owner.

Name of Creditor (Print or
Type): _____

Social Security or Federal
Tax I.D. No. (optional): _____

Signature: _____

Print or Type Name: _____

Title (if appropriate): _____

Address: _____

Telephone Number: _____

Date: _____

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan. This Ballot shall not constitute or be deemed a proof of claim or equity interest or an assertion of a claim or equity interest.

YOUR VOTE MUST BE FORWARDED IN AMPLE TIME FOR YOUR VOTE TO BE RECEIVED BY THE VOTING AGENT, BY 5:00 P.M., PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004, OR YOUR VOTE WILL NOT BE COUNTED. IF THE ENCLOSED ENVELOPE IS ADDRESSED TO YOUR NOMINEE, MAKE SURE YOUR NOMINEE RECEIVES YOUR BALLOT IN TIME TO SUBMIT IT ON A MASTER BALLOT BEFORE THE VOTING DEADLINE.

**OPPORTUNITY FOR GENERAL UNSECURED CREDITORS TO
PURCHASE CONVERTIBLE SECOND-LIEN NOTES
(PLEASE REFER TO SECTION II.C OF THE DISCLOSURE STATEMENT FOR
FURTHER INFORMATION REGARDING THIS OPPORTUNITY)**

In the event that the RCN Companies pursue the issuance of the Convertible Second-Lien Notes, Deutsche Bank or another financial institution acceptable to the Debtors and the Creditors' Committee (the "Placement Agent") will act as initial purchaser of such notes in a transaction expected to be exempt from registration under the Securities Act by reason of section 4(2) thereof. The Placement Agent would resell, in one or more transactions not requiring registration under the Securities Act, up to 100% of the Convertible Second-Lien Notes purchased by it to Persons, including General Unsecured Creditors of the Debtors, who are Accredited Investors. If the Convertible Second-Lien Notes are offered, the Debtors will request that the Placement Agent reserve up to 49% of such notes for resale to qualified General Unsecured Creditors at a purchase price equal to the same purchase price at which the Convertible Second-Lien Notes are purchased by the Placement Agent, subject to such other percentage as may be necessary in connection with the Placement Agent's syndication efforts with respect to the Term Loans and the Convertible Second-Lien Notes. In order to facilitate the issuance of Convertible Second-Lien Notes, the RCN Companies have requested that certain members of the Creditors' Committee provide commitments by no later than October 25, 2004 (the "Commitment Date") to purchase from the Placement Agent, on customary terms and conditions, all of the Convertible Second-Lien Notes offered for resale to, and not purchased by, other General Unsecured Creditors of the Debtors. Any Convertible Second-Lien Notes committed to be purchased by members of the Creditors' Committee shall be shared ratably (based on their relative amount of General Unsecured Claims) with any other General Unsecured Creditor that agrees to purchase Convertible Second-Lien Notes by the Commitment Date. RCN has agreed to facilitate the Placement Agent's offering of Convertible Second-Lien Notes to Accredited Investors by furnishing to the Placement Agent a list of holders of General Unsecured Claims that, in the belief of RCN, qualify as Accredited Investors. RCN's furnishing of such information is not intended to be exclusive of any other information that may be available to the Placement Agent or that may be supplied by potential investors. In connection with the resale of Convertible Second-Lien Notes by the Placement Agent, the Placement Agent may request customary information about potential purchasers in order to determine the eligibility of such potential purchaser to purchase the Convertible Second-Lien Notes.

INSTRUCTIONS FOR COMPLETING THE BENEFICIAL OWNER BALLOT

RCN Corporation and certain of its subsidiaries and affiliates (collectively, the "Debtors") are soliciting the votes of their noteholders and certain other creditors on their proposed Plan, dated October 12, 2004, described in and annexed as Exhibit A to the Disclosure Statement accompanying this Ballot. Please review the Disclosure Statement and Plan carefully before you vote. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Plan.

This Ballot does *not* constitute and shall *not* be deemed to constitute (a) a proof of claim or (b) an admission by the Debtors of the nature, validity, or amount of any claim. This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan. Holders should *not* surrender, at this time, certificates representing their Notes, and neither the Debtors nor the Voting Agent will accept delivery of any certificates surrendered with this Ballot. Surrender of Notes for exchange may only be made by you or your Nominee pursuant to a letter of transmittal, which will be furnished by the Debtors following confirmation of the Plan. **DO NOT SUBMIT NOTES WITH THIS BALLOT.**

To ensure your vote is counted, you must complete, sign and return this Ballot to the address set forth on the enclosed pre-addressed postage-paid envelope provided. **Unsigned ballots may not be counted.** Ballots (or the Master Ballot completed on your behalf by your Nominee) must be received by the Voting Agent, Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, New York 10017, Att'n: RCN Corporation Ballot Tabulation, by 5:00 p.m. (prevailing Eastern Time) on November 30, 2004. **If you received a return envelope addressed to your Nominee, be sure to return your Ballot early enough for your vote to be processed and then forwarded and received by the Voting Agent by the Voting Deadline.** If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, such delivery will be deemed made only when the original executed Ballot is actually received by the Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. Delivery of a Ballot by facsimile, e-mail or any other electronic means will not be accepted. No Ballot should be sent to the Debtors, any indenture trustee, transfer agent, or financial or legal advisor of the Debtors.

To complete the Ballot properly, take the following steps:

(a) Make sure that the information required by Item 1 has been inserted. If you do not know the face amount of your Notes, please contact your Nominee immediately.

(b) Cast your vote either to accept or reject the Plan by checking the proper box in Item 2. Ballots that are signed and returned, but not expressly voted for acceptance or rejection of the Plan will not be counted. A Ballot accepting or rejecting the Plan may not be revoked after the Voting Deadline.

(c) Provide the information required by Item 3, if applicable to you. Use the following legend to insert the appropriate code in the last column of the table in Item 3:

Basis of Other Class 5 Claim	Code
General Unsecured Claim (Other than a Senior Note Claim)	GUC
11 1/8% Senior Discount Notes, due October 15, 2007	11 1/8% SDN
11% Senior Notes, due July 1, 2008	11% SN
10% Senior Notes, due October 15, 2007	10% SN
9.8% Senior Discount Notes, due October 15, 2007	9.8% SDN
10 1/8% Senior Notes, due January 15, 2010	10 1/8% SN

(d) Read Item 4 carefully.

(e) Sign and date your Ballot (unless your ballot has already been signed or "prevalidated" by your Nominee).

(f) If you believe that you have received the wrong ballot, please contact the Voting Agent, Financial Balloting Group, at (626) 282-1800, or your broker or Nominee immediately.

(g) If you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing.

(h) Provide your name and mailing address (i) if different from the printed address that appears on the Ballot, or (ii) if no pre-printed address appears on the Ballot.

(i) Return your Ballot using the enclosed return envelope.

PLEASE MAIL YOUR BALLOT PROMPTLY!

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES,
PLEASE CONTACT THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, PROMPTLY
AT (646) 282 -1800 OR FINANCIAL BALLOTING GROUP LLC,
757 THIRD AVENUE, 3RD FLOOR, NEW YORK, NEW YORK 10017,
ATTN: RCN CORPORATION BALLOT TABULATION**

Exhibit E-7

**Beneficial Owner Ballot for Holders of RCN Corporation's Senior Notes
10 1/8% Senior Notes (CUSIP 749361 AJ0)**

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE COURT.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:
In re	:
	:
	:
RCN CORPORATION, <u>et al.</u> ,	:
	:
	:
Debtors.	:
	:
-----	x

Chapter 11

Case No. 04-13638 (RDD)

Jointly Administered

CLASS 5 - RCN GENERAL UNSECURED CLAIMS

**BENEFICIAL OWNER/ENTITLEMENT HOLDER BALLOT FOR ACCEPTING OR REJECTING
JOINT PLAN OF REORGANIZATION OF RCN CORPORATION AND CERTAIN
SUBSIDIARIES UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

This Ballot is to be used by you, as a Beneficial Owner of the Notes identified on the top of this page issued by RCN Corporation (the "Notes"), to transmit your vote to accept or reject the chapter 11 plan of reorganization (the "Plan") which is being proposed by RCN Corporation and certain of its subsidiaries and affiliates. The Plan is Exhibit A to the Disclosure Statement, dated October 12, 2004 (the "Disclosure Statement"), which accompanies this Ballot. The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class that vote on the Plan, and by the holders of two-thirds in amount of equity security interests in each class that vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. Before you transmit your vote, please review the Disclosure Statement carefully, including the voting procedures explained in Section XIV - "The Solicitation; Voting Procedures."

**PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY AND
RETURN YOUR BALLOT IN THE ENVELOPE PROVIDED.**

IMPORTANT

YOU SHOULD REVIEW THE DISCLOSURE STATEMENT AND THE PLAN BEFORE YOU VOTE. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE PLAN AND YOUR CLASSIFICATION AND TREATMENT UNDER THE PLAN. YOUR CLAIMS HAVE BEEN PLACED IN CLASS 5 UNDER THE PLAN. IF YOU HOLD CLAIMS OR INTERESTS IN ANOTHER CLASS, YOU WILL RECEIVE A BALLOT FOR EACH CLASS IN WHICH YOU ARE ENTITLED TO VOTE.

PLEASE READ CAREFULLY AND FOLLOW THE ATTACHED INSTRUCTIONS ON RETURNING YOUR BALLOT. THE VOTING DEADLINE BY WHICH YOUR VOTE MUST BE *RECEIVED* BY THE VOTING AGENT IS *5:00 P.M., PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004* OR THE VOTES REPRESENTED BY YOUR BALLOT WILL *NOT* BE COUNTED. IF YOU HAVE ANY QUESTIONS, PLEASE CALL FINANCIAL BALLOTING GROUP LLC (THE "VOTING AGENT") AT (646) 282-1800. **IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR FINANCIAL INSTITUTION PLEASE ALLOW SUFFICIENT TIME FOR YOUR FINANCIAL INSTITUTION TO PROCESS YOUR VOTE. DO NOT RETURN ANY NOTES WITH THIS BALLOT. BALLOTS WILL NOT BE ACCEPTED BY FACSIMILE TRANSMISSION.** This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

HOW TO VOTE

1. COMPLETE ITEM 1 (if not already filled out by your nominee) AND ITEM 2 AND COMPLETE ITEM 3 (if applicable).
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 4.
3. **SIGN THE BALLOT** (unless your Ballot has already been signed or "prevalidated" by your nominee).
4. RETURN THE BALLOT IN THE PRE-ADDRESSED POSTAGE-PAID ENVELOPE (if the enclosed envelope is addressed to your nominee, make sure your nominee receives your Ballot in time to submit it before the Voting Deadline).
5. YOU WILL RECEIVE A SEPARATE BALLOT FOR EACH ISSUE OF SECURITIES YOU OWN WHICH IS ENTITLED TO VOTE UNDER THE PLAN.
6. YOU MUST VOTE *ALL* YOUR NOTES *EITHER* TO ACCEPT *OR* REJECT THE PLAN AND MAY NOT SPLIT YOUR VOTE.

You may receive multiple mailings containing Ballots, especially if you own your Notes through more than one bank, broker, other intermediary, or agent thereof (each, a "Nominee"). You should vote each Ballot that you receive for all of the Notes that you beneficially own.

You must provide all of the information requested by this Ballot. Failure to do so may result in the disqualification of your vote.

Item 1. Principal Amount of Notes. The undersigned hereby certifies that as of October 7, 2004, the undersigned was the Beneficial Owner (or authorized signatory for a Beneficial Owner), or the Nominee of a Beneficial Owner, of Notes in the following aggregate unpaid principal amount (insert amount in box below). If your Notes are held by a Nominee on your behalf and you do not know the amount of Notes held, please contact your Nominee immediately.

\$

Item 2. Vote On Plan. The Beneficial Owner of the Notes identified in Item 1 votes as follows (check one box only - if you do not check a box your vote will not be counted):

☐ ACCEPTS (votes FOR) the Plan. ☐ REJECTS (votes AGAINST) the Plan.

Item 3. Certification As To Notes Held In Additional Accounts. By completing and returning this Ballot, the Beneficial Owner certifies that either (1) it has not submitted any other Ballots for other Class 5 RCN General Unsecured Claims held in other accounts or other record names or (2) it has provided the information specified in the following table for all other Class 5 RCN General Unsecured Claims for which it has submitted additional Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU HAVE VOTED BALLOTS OTHER THAN THIS BALLOT

Name of Holder ¹	Account Number	Principal Amount Of Other Class 5 RCN General Unsecured Claims Voted	Type of Other Class 5 RCN General Unsecured Claims Voted ²
		\$	
		\$	
		\$	

¹ Insert your name if the notes are held by you in record name or, if held in street name, insert the name of your broker or bank.

² See the instruction pages for this Ballot for the appropriate code to insert in this column.

Item 4. Authorization. By returning this Ballot, the Beneficial Owner of the Notes identified in Item 1 certifies that it (a) has full power and authority to vote to accept or reject the Plan with respect to the Notes listed in Item 1, (b) was the Beneficial Owner of the Notes described in Item 1 on October 7, 2004 and (c) has received a copy of the Disclosure Statement (including the exhibits thereto) and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement.

An authorized signatory of an eligible Beneficial Owner may execute this Ballot, but must provide the name and address of the Beneficial Owner on this Ballot and may be required to submit evidence to the Bankruptcy Court demonstrating such signatory's authorization to vote on behalf of the Beneficial Owner. Authorized signatories voting on behalf of more than one Beneficial Owner must complete a separate Ballot for each Beneficial Owner.

Name of Creditor (Print or
Type):

Social Security or Federal
Tax I.D. No. (optional):

Signature:

Print or Type Name:

Title (if appropriate):

Address:

Telephone Number:

Date:

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan. This Ballot shall not constitute or be deemed a proof of claim or equity interest or an assertion of a claim or equity interest.

YOUR VOTE MUST BE FORWARDED IN AMPLE TIME FOR YOUR VOTE TO BE RECEIVED BY THE VOTING AGENT, BY 5:00 P.M., PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004, OR YOUR VOTE WILL NOT BE COUNTED. IF THE ENCLOSED ENVELOPE IS ADDRESSED TO YOUR NOMINEE, MAKE SURE YOUR NOMINEE RECEIVES YOUR BALLOT IN TIME TO SUBMIT IT ON A MASTER BALLOT BEFORE THE VOTING DEADLINE.

**OPPORTUNITY FOR GENERAL UNSECURED CREDITORS TO
PURCHASE CONVERTIBLE SECOND-LIEN NOTES
(PLEASE REFER TO SECTION II.C OF THE DISCLOSURE STATEMENT FOR
FURTHER INFORMATION REGARDING THIS OPPORTUNITY)**

In the event that the RCN Companies pursue the issuance of the Convertible Second-Lien Notes, Deutsche Bank or another financial institution acceptable to the Debtors and the Creditors' Committee (the "Placement Agent") will act as initial purchaser of such notes in a transaction expected to be exempt from registration under the Securities Act by reason of section 4(2) thereof. The Placement Agent would resell, in one or more transactions not requiring registration under the Securities Act, up to 100% of the Convertible Second-Lien Notes purchased by it to Persons, including General Unsecured Creditors of the Debtors, who are Accredited Investors. If the Convertible Second-Lien Notes are offered, the Debtors will request that the Placement Agent reserve up to 49% of such notes for resale to qualified General Unsecured Creditors at a purchase price equal to the same purchase price at which the Convertible Second-Lien Notes are purchased by the Placement Agent, subject to such other percentage as may be necessary in connection with the Placement Agent's syndication efforts with respect to the Term Loans and the Convertible Second-Lien Notes. In order to facilitate the issuance of Convertible Second-Lien Notes, the RCN Companies have requested that certain members of the Creditors' Committee provide commitments by no later than October 25, 2004 (the "Commitment Date") to purchase from the Placement Agent, on customary terms and conditions, all of the Convertible Second-Lien Notes offered for resale to, and not purchased by, other General Unsecured Creditors of the Debtors. Any Convertible Second-Lien Notes committed to be purchased by members of the Creditors' Committee shall be shared ratably (based on their relative amount of General Unsecured Claims) with any other General Unsecured Creditor that agrees to purchase Convertible Second-Lien Notes by the Commitment Date. RCN has agreed to facilitate the Placement Agent's offering of Convertible Second-Lien Notes to Accredited Investors by furnishing to the Placement Agent a list of holders of General Unsecured Claims that, in the belief of RCN, qualify as Accredited Investors. RCN's furnishing of such information is not intended to be exclusive of any other information that may be available to the Placement Agent or that may be supplied by potential investors. In connection with the resale of Convertible Second-Lien Notes by the Placement Agent, the Placement Agent may request customary information about potential purchasers in order to determine the eligibility of such potential purchaser to purchase the Convertible Second-Lien Notes.

INSTRUCTIONS FOR COMPLETING THE BENEFICIAL OWNER BALLOT

RCN Corporation and certain of its subsidiaries and affiliates (collectively, the "Debtors") are soliciting the votes of their noteholders and certain other creditors on their proposed Plan, dated October 12, 2004, described in and annexed as Exhibit A to the Disclosure Statement accompanying this Ballot. Please review the Disclosure Statement and Plan carefully before you vote. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Plan.

This Ballot does *not* constitute and shall *not* be deemed to constitute (a) a proof of claim or (b) an admission by the Debtors of the nature, validity, or amount of any claim. This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan. Holders should *not* surrender, at this time, certificates representing their Notes, and neither the Debtors nor the Voting Agent will accept delivery of any certificates surrendered with this Ballot. Surrender of Notes for exchange may only be made by you or your Nominee pursuant to a letter of transmittal, which will be furnished by the Debtors following confirmation of the Plan. **DO NOT SUBMIT NOTES WITH THIS BALLOT.**

To ensure your vote is counted, you must complete, sign and return this Ballot to the address set forth on the enclosed pre-addressed postage-paid envelope provided. **Unsigned ballots may not be counted.** Ballots (or the Master Ballot completed on your behalf by your Nominee) must be received by the Voting Agent, Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, New York 10017, Att'n: RCN Corporation Ballot Tabulation, by 5:00 p.m. (prevailing Eastern Time) on November 30, 2004. **If you received a return envelope addressed to your Nominee, be sure to return your Ballot early enough for your vote to be processed and then forwarded and received by the Voting Agent by the Voting Deadline.** If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, such delivery will be deemed made only when the original executed Ballot is actually received by the Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. Delivery of a Ballot by facsimile, e-mail or any other electronic means will not be accepted. No Ballot should be sent to the Debtors, any indenture trustee, transfer agent, or financial or legal advisor of the Debtors.

To complete the Ballot properly, take the following steps:

(a) Make sure that the information required by Item 1 has been inserted. If you do not know the face amount of your Notes, please contact your Nominee immediately.

(b) Cast your vote either to accept or reject the Plan by checking the proper box in Item 2. Ballots that are signed and returned, but not expressly voted for acceptance or rejection of the Plan will not be counted. A Ballot accepting or rejecting the Plan may not be revoked after the Voting Deadline.

(c) Provide the information required by Item 3, if applicable to you. Use the following legend to insert the appropriate code in the last column of the table in Item 3:

Basis of Other Class 5 Claim	Code
General Unsecured Claim (Other than a Senior Note Claim)	GUC
11 1/8% Senior Discount Notes, due October 15, 2007	11 1/8% SDN
11% Senior Notes, due July 1, 2008	11% SN
10% Senior Notes, due October 15, 2007	10% SN
9.8% Senior Discount Notes, due October 15, 2007	9.8% SDN
10 1/8% Senior Notes, due January 15, 2010	10 1/8% SN

(d) Read Item 4 carefully.

(e) Sign and date your Ballot (unless your ballot has already been signed or "prevalidated" by your Nominee).

(f) If you believe that you have received the wrong ballot, please contact the Voting Agent, Financial Balloting Group, at (626) 282-1800, or your broker or Nominee immediately.

(g) If you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing.

(h) Provide your name and mailing address (i) if different from the printed address that appears on the Ballot, or (ii) if no pre-printed address appears on the Ballot.

(i) Return your Ballot using the enclosed return envelope.

PLEASE MAIL YOUR BALLOT PROMPTLY!

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES,
PLEASE CONTACT THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, PROMPTLY
AT (646) 282 -1800 OR FINANCIAL BALLOTING GROUP LLC,
757 THIRD AVENUE, 3RD FLOOR, NEW YORK, NEW YORK 10017,
ATTN: RCN CORPORATION BALLOT TABULATION**

Exhibit E-8

Ballot for Holders of Class 7 Preferred Interests

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE COURT.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x
	:
In re	:
	:
RCN CORPORATION, <u>et al.</u> ,	:
	:
Debtors.	:
	:
-----	x

Chapter 11
Case No. 04-13638 (RDD)
Jointly Administered

[Merge Information on Preferred Interests, including voting amount]

CLASS 7 – PREFERRED INTERESTS

**BALLOT FOR ACCEPTING OR REJECTING
JOINT PLAN OF REORGANIZATION OF RCN CORPORATION AND CERTAIN
SUBSIDIARIES UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

This Ballot is to be used by you, as a holder of a Class 7 Preferred Interest in RCN Corporation, to transmit your vote to accept or reject the chapter 11 plan of reorganization (the "Plan")¹ which is being proposed by RCN Corporation and certain of its subsidiaries and affiliates. The Plan is Exhibit A to the Disclosure Statement, dated October 12, 2004 (the "Disclosure Statement"), which accompanies this Ballot. The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class that vote on the Plan, and by the holders of two-thirds in amount of equity security interests in each class that vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. Before you transmit your vote, please review the Disclosure Statement carefully, including the voting procedures explained in Section XIV - "The Solicitation; Voting Procedures."

**PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY AND
RETURN YOUR BALLOT IN THE ENVELOPE PROVIDED.**

¹ Unless otherwise defined herein, capitalized terms shall have the meaning ascribed to them in the Plan.

IMPORTANT

YOU SHOULD REVIEW THE DISCLOSURE STATEMENT AND THE PLAN BEFORE YOU VOTE. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE PLAN AND YOUR CLASSIFICATION AND TREATMENT UNDER THE PLAN. YOUR INTERESTS HAVE BEEN PLACED IN CLASS 7 UNDER THE PLAN. IF YOU HOLD CLAIMS OR INTERESTS IN ANOTHER CLASS, YOU WILL RECEIVE A BALLOT FOR EACH CLASS IN WHICH YOU ARE ENTITLED TO VOTE.

PLEASE READ CAREFULLY AND FOLLOW THE ATTACHED INSTRUCTIONS ON RETURNING YOUR BALLOT. THE VOTING DEADLINE BY WHICH YOUR VOTE MUST BE *RECEIVED* BY THE VOTING AGENT IS 5:00 P.M., *PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004* OR THE VOTES REPRESENTED BY YOUR BALLOT WILL *NOT* BE COUNTED. IF YOU HAVE ANY QUESTIONS, PLEASE CALL FINANCIAL BALLOTING GROUP LLC (THE "VOTING AGENT") AT (646) 282-1800. BALLOTS WILL NOT BE ACCEPTED BY FACSIMILE TRANSMISSION. THIS BALLOT MAY *NOT* BE USED FOR ANY PURPOSE OTHER THAN TO CAST VOTES TO ACCEPT OR REJECT THE PLAN.

YOUR VOTE MUST BE FORWARDED IN AMPLE TIME FOR YOUR VOTE TO BE RECEIVED BY THE VOTING AGENT, BY 5:00 P.M., PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004, OR YOUR VOTE WILL NOT BE COUNTED.

Item 1. Vote On Plan. For purposes of voting to accept (for) or reject (against) the Plan, the undersigned votes all of his/her/its Class 7 Preferred Interest in the Debtors and in the aggregate voting amount listed above as follows (**check one box only in Item 1 - if you do NOT check a box, your vote will not be counted**).

☐ ACCEPTS (votes FOR) the Plan.

☐ REJECTS (votes AGAINST) the Plan.

Item 2. Certifications. By signing this Ballot, the undersigned interestholder certifies that he/she/it (i) has been provided with copies of (a) the Disclosure Statement With Respect To Joint Plan of Reorganization of RCN Corporation And Certain Subsidiaries, as approved by the Bankruptcy Court and (b) the Plan, and (ii) is the holder of the Interests set forth above and has full power and authority to vote to accept or reject the Plan. To the extent that the undersigned is voting on behalf of the actual holder of the Interests, the undersigned certifies that he/she/it has the requisite authority to do so and will submit evidence of same upon request.

Name of Creditor (Print or Type): _____

Social Security or Federal Tax I.D. No. (optional): _____

Signature: _____

Print or Type Name: _____

Title (if appropriate): _____

Address: _____

Telephone Number: _____

Date: _____

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan. This Ballot shall not constitute or be deemed a proof of claim or equity interest or an assertion of a claim or equity interest.

YOUR VOTE MUST BE FORWARDED IN AMPLE TIME FOR YOUR VOTE TO BE RECEIVED BY THE VOTING AGENT BY 5:00 P.M., PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004, OR YOUR VOTE WILL NOT BE COUNTED.

INSTRUCTIONS FOR COMPLETING THE CLASS 7 PREFERRED INTERESTS BALLOT

RCN Corporation and certain of its subsidiaries and affiliates (collectively, the "Debtors") are soliciting the votes of their noteholders and certain other creditors on their proposed Plan, dated October 12, 2004, described in and annexed as Exhibit A to the Disclosure Statement accompanying this Ballot. Please review the Disclosure Statement and Plan carefully before you vote. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Plan.

This Ballot does *not* constitute and shall *not* be deemed to constitute (a) a proof of claim or (b) an admission by the Debtors of the nature, validity, or amount of any claim.

To ensure your vote is counted, you must complete, sign and return this Ballot to the address set forth on the enclosed pre-addressed postage-paid envelope provided. **Unsigned ballots may not be counted.** Ballots must be received by the Voting Agent, Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, NY 10017, Att'n: RCN Corporation Ballot Tabulation, by 5:00 p.m. (prevailing Eastern Time) on November 30, 2004. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, such delivery will be deemed made only when the original executed Ballot is actually received by the Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. Delivery of a Ballot by facsimile, e-mail or any other electronic means will not be accepted. Ballots should not be sent to the Debtors, any indenture trustee, transfer agent, or financial or legal advisor of the Debtors.

To complete the Ballot properly, take the following steps:

(a) Cast your vote either to accept or reject the Plan by checking the proper box in Item 1. Ballots that are signed and returned, but not expressly voted for acceptance or rejection of the Plan, will not be counted. A Ballot accepting or rejecting the Plan may not be revoked after the Voting Deadline.

(b) Read Item 2 carefully.

(c) Sign and date your Ballot.

(d) If you believe that you have received the wrong ballot or if you believe any of the information contained in this Ballot is incorrect, please contact the Voting Agent, Financial Balloting Group LLC, at (646) 282-1800 immediately.

(e) If you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing.

(f) Provide your name and mailing address (i) if different from the printed address that appears on the Ballot, or (ii) if no pre-printed address appears on the Ballot.

(g) Return your Ballot using the enclosed return envelope.

PLEASE MAIL YOUR BALLOT PROMPTLY!

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES,
PLEASE CONTACT THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, PROMPTLY
AT (646) 282 -1800 OR FINANCIAL BALLOTING GROUP LLC,
757 THIRD AVENUE, 3RD FLOOR, NEW YORK, NEW YORK 10017,
ATT'N: RCN CORPORATION BALLOT TABULATION**

Exhibit E-9

**Master Ballot for Nominees of Holders of RCN Corporation's Senior Notes
10% Senior Notes (CUSIP 749361 AC5)**

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE COURT.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x
	:
In re	:
	:
RCN CORPORATION, <u>et al.</u> ,	:
	:
Debtors.	:
	:
-----	x

CLASS 5 - RCN GENERAL UNSECURED CLAIMS

**MASTER BALLOT FOR ACCEPTING OR REJECTING JOINT PLAN
OF REORGANIZATION OF RCN CORPORATION AND CERTAIN SUBSIDIARIES
UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

This Ballot is to be used by you, as a broker, bank, or other nominee (or as their proxy holder or agent) (each of the foregoing, a "Nominee"), for beneficial owners of the notes identified on the top of this page issued by RCN Corporation (the "Notes"), to transmit your vote to accept or reject the chapter 11 plan of reorganization (the "Plan") which is being proposed by RCN Corporation and certain of its subsidiaries and affiliates. The Plan is Exhibit A to the Disclosure Statement, dated October 12, 2004 (the "Disclosure Statement"), which accompanies this Ballot. Before you transmit your vote, please review the Disclosure Statement carefully, including the voting procedures explained in Section XIV - "The Solicitation; Voting Procedures."

The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you and the Beneficial Owners of the Notes for which you are the Nominee if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class that vote on the Plan, and by the holders of two-thirds in amount of equity security interests in each class that vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. COMPLETE, SIGN, AND DATE THIS MASTER BALLOT, AND RETURN IT SO THAT IT IS RECEIVED BY THE VOTING AGENT ON OR BEFORE THE VOTING DEADLINE OF 5:00 P.M., PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004. IF THIS MASTER BALLOT IS NOT COMPLETED, SIGNED, AND TIMELY RECEIVED, THE VOTES TRANSMITTED BY THIS MASTER BALLOT WILL NOT BE COUNTED.

Item 1. Certification Of Authority To Vote. The undersigned certifies that as of the October 7, 2004 solicitation record date (the "Solicitation Record Date"), the undersigned (please check applicable box):

- ☐ Was a bank, broker, or other Nominee for the Beneficial Owners of the aggregate amount of Notes listed in Item 2 below, and is the registered holder of such securities, or
- ☐ Was acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a bank, broker, or other Nominee that is the registered holder of the aggregate amount of Notes listed in Item 2 below, or
- ☐ Had been granted a proxy (an original of which is annexed hereto) from a bank, broker, or other Nominee, or a Beneficial Owner, that is the registered holder of the aggregate amount of Notes listed in Item 2 below,

and accordingly, has full power and authority to vote to accept or reject the Plan on behalf of the Beneficial Owners of the Notes described in Item 2.

Item 2. Vote. The undersigned transmits the following votes of Beneficial Owners in respect of their Notes, and certifies that the following Beneficial Owners of the Notes, as identified by their respective customer account numbers set forth below, are Beneficial Owners of such securities as of the Solicitation Record Date and have delivered to the undersigned, as nominee, Ballots casting such votes. Indicate, in the appropriate column, the aggregate principal amount voted for each account, or attach such information to this Master Ballot, in the form of the following table. Please note that each Beneficial Owner must vote all of his, her, or its claim relating to the Notes to accept or reject the Plan and may not split such vote. In addition, this Master Ballot must be received by Financial Balloting Group LLC (the "Voting Agent") by 5:00 p.m. (prevailing Eastern Time) on November 30, 2004 (the "Voting Deadline") or the votes listed below will not be counted:

Customer Name and/or Account Number For Each Beneficial Owner Of Notes	Face Amount Of Notes ¹	
	Accepts (votes FOR) the Plan	Rejects (votes AGAINST) the Plan
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
9.	\$	\$
10.	\$	\$
TOTALS	\$	\$

¹ In order to vote on the Plan, the Beneficial Owner must have checked a box in Item 2 to ACCEPT or REJECT the Plan on the Beneficial Owner's Ballot. Accordingly, if the Beneficial Owner did not check a box in Item 2 on the Beneficial Owner's Ballot, please do not enter any vote in this column.

Item 3. Additional Ballots Submitted by Beneficial Owners. The undersigned certifies that the undersigned has transcribed in the following table the information, if any, provided by Beneficial Owners in Item 3 of the Note Ballots, identifying any other Notes for which such Beneficial Owners have submitted other Ballots:

Your Customer Name and/or Account Number For Each Beneficial Owner	TRANSCRIBE FROM ITEM 3 OF BENEFICIAL OWNER BALLOT			
	Name Of Holder	Account Number	Principal Amount Of Class 5 RCN General Unse- cured Claims Voted	Type of Other Class 5 RCN General Unse- cured Claims Voted
1.			\$	
2.			\$	
3.			\$	
4.			\$	
5.			\$	
6.			\$	
7.			\$	
8.			\$	
9.			\$	
10.			\$	
TOTALS			\$	

Item 4. By signing this Master Ballot, the undersigned certifies that each Beneficial Owner of the Notes listed in Item 2, above, has been provided with a copy of the Disclosure Statement, including the exhibits thereto, and acknowledges that the solicitation of votes is subject to all the terms and conditions set forth in the Disclosure Statement.

This Master Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan.

Name of Bank, Broker, or Other Nominee:

(Print or Type)

Name of Proxy Holder or Agent for Bank,
Broker, or Other Nominee (if applicable):

(Print or Type)

Name of Voter: _____
(Print or Type)

Social Security or Federal Tax I.D. No.: _____
(Optional)

Signature: _____

Title: _____

Street Address: _____

City, State, Zip Code: _____

Telephone Number: _____

Date Completed: _____

VOTING DEADLINE AND ADDITIONAL INFORMATION

THIS MASTER BALLOT MUST RECEIVED BY 5:00 P.M., PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004, BY THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, 757 THIRD AVENUE, 3RD FLOOR, NEW YORK, NEW YORK 10017, ATTN: RCN CORPORATION BALLOT TABULATION, OR YOUR CUSTOMERS' VOTES WILL NOT BE COUNTED. IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, THE BENEFICIAL OWNER BALLOT OR THE OTHER ENCLOSED MATERIALS, PLEASE CALL THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, AT (646) 282-1800.

INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT

RCN Corporation and certain of its subsidiaries and affiliates (collectively, the "Debtors") are soliciting the votes of their respective noteholders and certain other creditors on the Debtors' proposed Plan, dated October 12, 2004 described in and annexed as Exhibit A to the Disclosure Statement accompanying this Master Ballot. Please review the Disclosure Statement and Plan carefully before you complete this Master Ballot. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Plan.

VOTING DEADLINE:

To have the votes of your customers count, you must complete, sign and return this Master Ballot so that it is RECEIVED by the Voting Agent, Financial Balloting Group LLC, by 5:00 p.m., prevailing Eastern Time, on November 30, 2004 (the "Voting Deadline"). **Unsigned Master Ballots may not be counted.**

HOW TO VOTE:

1. If you are both the registered or record holder *and* Beneficial Owner of any Notes and you wish to vote such Notes, you may complete, execute, and return to the Voting Agent a Beneficial Owner Ballot or a Master Ballot.

2. If you are transmitting the votes of any Beneficial Owners of Notes other than yourself, you may *either*:

(a) deliver the Ballot to each Beneficial Owner for whom you hold Notes, along with the Disclosure Statement and other materials requested to be forwarded (collectively, the "Solicitation Package") and take any action required to enable each such Beneficial Owner to (i) complete and execute such Ballot voting to accept or reject the Plan and (ii) return the completed, executed Ballot **to you** in sufficient time to enable you to complete the Master Ballot and deliver it to the Voting Agent **prior to** the Voting Deadline;

OR

(b) prevalidate the Ballot contained in the Solicitation Package (by signing that Ballot and by indicating on that Ballot the record holder of the Notes voted, the principal amount, and the appropriate account numbers through which the Beneficial Owner's holdings are derived) and then forward the Solicitation Package to the Beneficial Owner of the Notes 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.

THE SOLICITATION PACKAGE MUST NOT BE FORWARDED TO ANY PERSON OR ENTITY OTHER THAN THE BENEFICIAL OWNERS OR THEIR INTERMEDIARIES

With regard to any Ballots returned to you, you must (1) execute the Master Ballot so as to reflect the voting instructions given to you in the Ballots by the Beneficial Owners for whom you hold Notes and (2) forward such Master Ballots to the Voting Agent.

3. To complete the Master Ballot properly, take the following steps:

(i) Provide appropriate information for each of the items on the Master Ballot. Vote to accept (for) or reject (against) the Plan in Item 2 for the Notes held by you as the Nominee or proxy holder on behalf of the Nominee or the Beneficial Owners. Please provide information for each individual Beneficial Owner for whom you are voting Notes in your name. If you are unable to disclose the identity of such Beneficial Owners, please use the customer account number assigned by you to each such Beneficial Owner or, if no such customer account number exists, please use the sequential numbers provided (making sure to retain a separate list of each Beneficial Owner and his or her assigned sequential number).

(ii) Please note that Item 3 of this Master Ballot Requests that you transcribe the information provided by each Beneficial Owner in each completed Beneficial Owner Ballot relating to other Notes voted.

(iii) Read Item 4 carefully.

(iv) Sign and date your Master Ballot.

(v) Provide your name and mailing address.

(vi) Deliver your Master Ballot to the Voting Agent prior to the Voting Deadline.

PLEASE NOTE:

No Ballot or Master Ballot shall constitute or be deemed to constitute (a) a proof of claim or equity interest or (b) an admission by the Debtors of the nature, validity, or amount of any claim or equity interest.

This Master Ballot is *not* a letter of transmittal and may *not* be used for any other purpose than to cast votes to accept or reject the Plan.

No fees or commissions or other remuneration will be payable to any broker, dealer or other person for soliciting Ballots accepting the Plan. The Debtors will, however, upon request, reimburse you for customary mailing and handling expenses incurred by you in forwarding the Ballots and other enclosed materials to your clients.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL CONSTITUTE YOU OR ANY OTHER PERSON AN AGENT OF THE DEBTORS OR THE VOTING AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE DOCUMENTS ENCLOSED HEREWITH.

THIS MASTER BALLOT MUST BE RECEIVED BY 5:00 P.M., PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004, BY THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, 757 THIRD AVENUE, 3RD FLOOR, NEW YORK, NEW YORK 10017, ATTN: RCN CORPORATION BALLOT TABULATION, OR YOUR CUSTOMERS' VOTES WILL NOT BE COUNTED. IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, THE BENEFICIAL OWNER BALLOT OR THE OTHER ENCLOSED MATERIALS, PLEASE CALL THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, AT (646) 282-1800.

Exhibit E-10

**Master Ballot for Nominees of Holders of RCN Corporation's Senior Notes
11 1/8% Senior Discount Notes (CUSIP 749361 AD3)**

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE COURT.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:
	:
RCN CORPORATION, <u>et al.</u> ,	:
	:
Debtors.	:
	:
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CLASS 5 - RCN GENERAL UNSECURED CLAIMS

**MASTER BALLOT FOR ACCEPTING OR REJECTING JOINT PLAN
OF REORGANIZATION OF RCN CORPORATION AND CERTAIN SUBSIDIARIES
UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

This Ballot is to be used by you, as a broker, bank, or other nominee (or as their proxy holder or agent) (each of the foregoing, a "Nominee"), for beneficial owners of the notes identified on the top of this page issued by RCN Corporation (the "Notes"), to transmit your vote to accept or reject the chapter 11 plan of reorganization (the "Plan") which is being proposed by RCN Corporation and certain of its subsidiaries and affiliates. The Plan is Exhibit A to the Disclosure Statement, dated October 12, 2004 (the "Disclosure Statement"), which accompanies this Ballot. Before you transmit your vote, please review the Disclosure Statement carefully, including the voting procedures explained in Section XIV - "The Solicitation; Voting Procedures."

The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you and the Beneficial Owners of the Notes for which you are the Nominee if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class that vote on the Plan, and by the holders of two-thirds in amount of equity security interests in each class that vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. COMPLETE, SIGN, AND DATE THIS MASTER BALLOT, AND RETURN IT SO THAT IT IS RECEIVED BY THE VOTING AGENT ON OR BEFORE THE VOTING DEADLINE OF 5:00 P.M., PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004. IF THIS MASTER BALLOT IS NOT COMPLETED, SIGNED, AND TIMELY RECEIVED, THE VOTES TRANSMITTED BY THIS MASTER BALLOT WILL NOT BE COUNTED.

Item 1. Certification Of Authority To Vote. The undersigned certifies that as of the October 7, 2004 solicitation record date (the "Solicitation Record Date"), the undersigned (please check applicable box):

- ☐ Was a bank, broker, or other Nominee for the Beneficial Owners of the aggregate amount of Notes listed in Item 2 below, and is the registered holder of such securities, or
- ☐ Was acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a bank, broker, or other Nominee that is the registered holder of the aggregate amount of Notes listed in Item 2 below, or
- ☐ Had been granted a proxy (an original of which is annexed hereto) from a bank, broker, or other Nominee, or a Beneficial Owner, that is the registered holder of the aggregate amount of Notes listed in Item 2 below,

and accordingly, has full power and authority to vote to accept or reject the Plan on behalf of the Beneficial Owners of the Notes described in Item 2.

Item 2. Vote. The undersigned transmits the following votes of Beneficial Owners in respect of their Notes, and certifies that the following Beneficial Owners of the Notes, as identified by their respective customer account numbers set forth below, are Beneficial Owners of such securities as of the Solicitation Record Date and have delivered to the undersigned, as nominee, Ballots casting such votes. Indicate, in the appropriate column, the aggregate principal amount voted for each account, or attach such information to this Master Ballot, in the form of the following table. Please note that each Beneficial Owner must vote all of his, her, or its claim relating to the Notes to accept or reject the Plan and may not split such vote. In addition, this Master Ballot must be received by Financial Balloting Group LLC (the "Voting Agent") by 5:00 p.m. (prevailing Eastern Time) on November 30, 2004 (the "Voting Deadline") or the votes listed below will not be counted:

Customer Name and/or Account Number For Each Beneficial Owner Of Notes	Face Amount Of Notes ¹	
	Accepts (votes FOR) the Plan	Rejects (votes AGAINST) the Plan
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
9.	\$	\$
10.	\$	\$
TOTALS	\$	\$

¹ In order to vote on the Plan, the Beneficial Owner must have checked a box in Item 2 to ACCEPT or REJECT the Plan on the Beneficial Owner's Ballot. Accordingly, if the Beneficial Owner did not check a box in Item 2 on the Beneficial Owner's Ballot, please do not enter any vote in this column.

Item 3. Additional Ballots Submitted by Beneficial Owners. The undersigned certifies that the undersigned has transcribed in the following table the information, if any, provided by Beneficial Owners in Item 3 of the Note Ballots, identifying any other Notes for which such Beneficial Owners have submitted other Ballots:

Your Customer Name and/or Account Number For Each Beneficial Owner	TRANSCRIBE FROM ITEM 3 OF BENEFICIAL OWNER BALLOT			
	Name Of Holder	Account Number	Principal Amount Of Class 5 RCN General Unse- cured Claims Voted	Type of Other Class 5 RCN General Unse- cured Claims Voted
1.			\$	
2.			\$	
3.			\$	
4.			\$	
5.			\$	
6.			\$	
7.			\$	
8.			\$	
9.			\$	
10.			\$	
TOTALS			\$	

Item 4. By signing this Master Ballot, the undersigned certifies that each Beneficial Owner of the Notes listed in Item 2, above, has been provided with a copy of the Disclosure Statement, including the exhibits thereto, and acknowledges that the solicitation of votes is subject to all the terms and conditions set forth in the Disclosure Statement.

This Master Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan.

Name of Bank, Broker, or Other Nominee:

(Print or Type)

Name of Proxy Holder or Agent for Bank,
Broker, or Other Nominee (if applicable):

(Print or Type)

Name of Voter: _____
(Print or Type)

Social Security or Federal Tax I.D. No.: _____
(Optional)

Signature: _____

Title: _____

Street Address: _____

City, State, Zip Code: _____

Telephone Number: _____

Date Completed: _____

VOTING DEADLINE AND ADDITIONAL INFORMATION

THIS MASTER BALLOT MUST RECEIVED BY 5:00 P.M., PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004, BY THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, 757 THIRD AVENUE, 3RD FLOOR, NEW YORK, NEW YORK 10017, ATTN: RCN CORPORATION BALLOT TABULATION, OR YOUR CUSTOMERS' VOTES WILL NOT BE COUNTED. IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, THE BENEFICIAL OWNER BALLOT OR THE OTHER ENCLOSED MATERIALS, PLEASE CALL THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, AT (646) 282-1800.

INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT

RCN Corporation and certain of its subsidiaries and affiliates (collectively, the "Debtors") are soliciting the votes of their respective noteholders and certain other creditors on the Debtors' proposed Plan, dated October 12, 2004 described in and annexed as Exhibit A to the Disclosure Statement accompanying this Master Ballot. Please review the Disclosure Statement and Plan carefully before you complete this Master Ballot. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Plan.

VOTING DEADLINE:

To have the votes of your customers count, you must complete, sign and return this Master Ballot so that it is RECEIVED by the Voting Agent, Financial Balloting Group LLC, by 5:00 p.m., prevailing Eastern Time, on November 30, 2004 (the "Voting Deadline"). **Unsigned Master Ballots may not be counted.**

HOW TO VOTE:

1. If you are both the registered or record holder and Beneficial Owner of any Notes and you wish to vote such Notes, you may complete, execute, and return to the Voting Agent a Beneficial Owner Ballot or a Master Ballot.

2. If you are transmitting the votes of any Beneficial Owners of Notes other than yourself, you may *either*:

(a) deliver the Ballot to each Beneficial Owner for whom you hold Notes, along with the Disclosure Statement and other materials requested to be forwarded (collectively, the "Solicitation Package") and take any action required to enable each such Beneficial Owner to (i) complete and execute such Ballot voting to accept or reject the Plan and (ii) return the completed, executed Ballot **to you** in sufficient time to enable you to complete the Master Ballot and deliver it to the Voting Agent **prior to** the Voting Deadline;

OR

(b) prevalidate the Ballot contained in the Solicitation Package (by signing that Ballot and by indicating on that Ballot the record holder of the Notes voted, the principal amount, and the appropriate account numbers through which the Beneficial Owner's holdings are derived) and then forward the Solicitation Package to the Beneficial Owner of the Notes 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.

THE SOLICITATION PACKAGE MUST NOT BE FORWARDED TO ANY PERSON OR ENTITY OTHER THAN THE BENEFICIAL OWNERS OR THEIR INTERMEDIARIES

With regard to any Ballots returned to you, you must (1) execute the Master Ballot so as to reflect the voting instructions given to you in the Ballots by the Beneficial Owners for whom you hold Notes and (2) forward such Master Ballots to the Voting Agent.

3. To complete the Master Ballot properly, take the following steps:

(i) Provide appropriate information for each of the items on the Master Ballot. Vote to accept (for) or reject (against) the Plan in Item 2 for the Notes held by you as the Nominee or proxy holder on behalf of the Nominee or the Beneficial Owners. Please provide information for each individual Beneficial Owner for whom you are voting Notes in your name. If you are unable to disclose the identity of such Beneficial Owners, please use the customer account number assigned by you to each such Beneficial Owner or, if no such customer account number exists, please use the sequential numbers provided (making sure to retain a separate list of each Beneficial Owner and his or her assigned sequential number).

(ii) Please note that Item 3 of this Master Ballot Requests that you transcribe the information provided by each Beneficial Owner in each completed Beneficial Owner Ballot relating to other Notes voted.

(iii) Read Item 4 carefully.

(iv) Sign and date your Master Ballot.

(v) Provide your name and mailing address.

(vi) Deliver your Master Ballot to the Voting Agent prior to the Voting Deadline.

PLEASE NOTE:

No Ballot or Master Ballot shall constitute or be deemed to constitute (a) a proof of claim or equity interest or (b) an admission by the Debtors of the nature, validity, or amount of any claim or equity interest.

This Master Ballot is *not* a letter of transmittal and may *not* be used for any other purpose than to cast votes to accept or reject the Plan.

No fees or commissions or other remuneration will be payable to any broker, dealer or other person for soliciting Ballots accepting the Plan. The Debtors will, however, upon request, reimburse you for customary mailing and handling expenses incurred by you in forwarding the Ballots and other enclosed materials to your clients.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL CONSTITUTE YOU OR ANY OTHER PERSON AN AGENT OF THE DEBTORS OR THE VOTING AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE DOCUMENTS ENCLOSED HERewith.

THIS MASTER BALLOT MUST BE RECEIVED BY 5:00 P.M., PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004, BY THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, 757 THIRD AVENUE, 3RD FLOOR, NEW YORK, NEW YORK 10017, ATTN: RCN CORPORATION BALLOT TABULATION, OR YOUR CUSTOMERS' VOTES WILL NOT BE COUNTED. IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, THE BENEFICIAL OWNER BALLOT OR THE OTHER ENCLOSED MATERIALS, PLEASE CALL THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, AT (646) 282-1800.

Exhibit E-1 1

**Master Ballot for Nominees of Holders of RCN Corporation's Senior Notes
9.8% Senior Discount Notes (CUSIP 749361 AG6)**

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE COURT.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:
	:
	:
RCN CORPORATION, <u>et al.</u> ,	:
	:
	:
Debtors.	:
	:
-----	x

CLASS 5 - RCN GENERAL UNSECURED CLAIMS

**MASTER BALLOT FOR ACCEPTING OR REJECTING JOINT PLAN
OF REORGANIZATION OF RCN CORPORATION AND CERTAIN SUBSIDIARIES
UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

This Ballot is to be used by you, as a broker, bank, or other nominee (or as their proxy holder or agent) (each of the foregoing, a "Nominee"), for beneficial owners of the notes identified on the top of this page issued by RCN Corporation (the "Notes"), to transmit your vote to accept or reject the chapter 11 plan of reorganization (the "Plan") which is being proposed by RCN Corporation and certain of its subsidiaries and affiliates. The Plan is Exhibit A to the Disclosure Statement, dated October 12, 2004 (the "Disclosure Statement"), which accompanies this Ballot. Before you transmit your vote, please review the Disclosure Statement carefully, including the voting procedures explained in Section XIV - "The Solicitation; Voting Procedures."

The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you and the Beneficial Owners of the Notes for which you are the Nominee if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class that vote on the Plan, and by the holders of two-thirds in amount of equity security interests in each class that vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. COMPLETE, SIGN, AND DATE THIS MASTER BALLOT, AND RETURN IT SO THAT IT IS RECEIVED BY THE VOTING AGENT ON OR BEFORE THE VOTING DEADLINE OF 5:00 P.M., PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004. IF THIS MASTER BALLOT IS NOT COMPLETED, SIGNED, AND TIMELY RECEIVED, THE VOTES TRANSMITTED BY THIS MASTER BALLOT WILL NOT BE COUNTED.

Item 1. Certification Of Authority To Vote. The undersigned certifies that as of the October 7, 2004 solicitation record date (the "Solicitation Record Date"), the undersigned (please check applicable box):

- ☐ Was a bank, broker, or other Nominee for the Beneficial Owners of the aggregate amount of Notes listed in Item 2 below, and is the registered holder of such securities, or
- ☐ Was acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a bank, broker, or other Nominee that is the registered holder of the aggregate amount of Notes listed in Item 2 below, or
- ☐ Had been granted a proxy (an original of which is annexed hereto) from a bank, broker, or other Nominee, or a Beneficial Owner, that is the registered holder of the aggregate amount of Notes listed in Item 2 below,

and accordingly, has full power and authority to vote to accept or reject the Plan on behalf of the Beneficial Owners of the Notes described in Item 2.

Item 2. Vote. The undersigned transmits the following votes of Beneficial Owners in respect of their Notes, and certifies that the following Beneficial Owners of the Notes, as identified by their respective customer account numbers set forth below, are Beneficial Owners of such securities as of the Solicitation Record Date and have delivered to the undersigned, as nominee, Ballots casting such votes. Indicate, in the appropriate column, the aggregate principal amount voted for each account, or attach such information to this Master Ballot, in the form of the following table. Please note that each Beneficial Owner must vote all of his, her, or its claim relating to the Notes to accept or reject the Plan and may not split such vote. In addition, this Master Ballot must be received by Financial Balloting Group LLC (the "Voting Agent") by 5:00 p.m. (prevailing Eastern Time) on November 30, 2004 (the "Voting Deadline") or the votes listed below will not be counted:

Customer Name and/or Account Number For Each Beneficial Owner Of Notes	Face Amount Of Notes ¹	
	Accepts (votes FOR) the Plan	Rejects (votes AGAINST) the Plan
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
9.	\$	\$
10.	\$	\$
TOTALS	\$	\$

¹ In order to vote on the Plan, the Beneficial Owner must have checked a box in Item 2 to ACCEPT or REJECT the Plan on the Beneficial Owner's Ballot. Accordingly, if the Beneficial Owner did not check a box in Item 2 on the Beneficial Owner's Ballot, please do not enter any vote in this column.

Item 3. Additional Ballots Submitted by Beneficial Owners. The undersigned certifies that the undersigned has transcribed in the following table the information, if any, provided by Beneficial Owners in Item 3 of the Note Ballots, identifying any other Notes for which such Beneficial Owners have submitted other Ballots:

Your Customer Name and/or Account Number For Each Beneficial Owner	TRANSCRIBE FROM ITEM 3 OF BENEFICIAL OWNER BALLOT			
	Name Of Holder	Account Number	Principal Amount Of Class 5 RCN General Unse- cured Claims Voted	Type of Other Class 5 RCN General Unse- cured Claims Voted
1.			\$	
2.			\$	
3.			\$	
4.			\$	
5.			\$	
6.			\$	
7.			\$	
8.			\$	
9.			\$	
10.			\$	
TOTALS			\$	

Item 4. By signing this Master Ballot, the undersigned certifies that each Beneficial Owner of the Notes listed in Item 2, above, has been provided with a copy of the Disclosure Statement, including the exhibits thereto, and acknowledges that the solicitation of votes is subject to all the terms and conditions set forth in the Disclosure Statement.

This Master Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan.

Name of Bank, Broker, or Other Nominee:

(Print or Type)

Name of Proxy Holder or Agent for Bank,
Broker, or Other Nominee (if applicable):

(Print or Type)

Name of Voter: _____
(Print or Type)

Social Security or Federal Tax I.D. No.: _____
(Optional)

Signature: _____

Title: _____

Street Address: _____

City, State, Zip Code: _____

Telephone Number: _____

Date Completed: _____

VOTING DEADLINE AND ADDITIONAL INFORMATION

THIS MASTER BALLOT MUST RECEIVED BY 5:00 P.M., PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004, BY THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, 757 THIRD AVENUE, 3RD FLOOR, NEW YORK, NEW YORK 10017, ATTN: RCN CORPORATION BALLOT TABULATION, OR YOUR CUSTOMERS' VOTES WILL NOT BE COUNTED. IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, THE BENEFICIAL OWNER BALLOT OR THE OTHER ENCLOSED MATERIALS, PLEASE CALL THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, AT (646) 282-1800.

INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT

RCN Corporation and certain of its subsidiaries and affiliates (collectively, the "Debtors") are soliciting the votes of their respective noteholders and certain other creditors on the Debtors' proposed Plan, dated October 12, 2004 described in and annexed as Exhibit A to the Disclosure Statement accompanying this Master Ballot. Please review the Disclosure Statement and Plan carefully before you complete this Master Ballot. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Plan.

VOTING DEADLINE:

To have the votes of your customers count, you must complete, sign and return this Master Ballot so that it is RECEIVED by the Voting Agent, Financial Balloting Group LLC, by 5:00 p.m., prevailing Eastern Time, on November 30, 2004 (the "Voting Deadline"). **Unsigned Master Ballots may not be counted.**

HOW TO VOTE:

1. If you are both the registered or record holder *and* Beneficial Owner of any Notes and you wish to vote such Notes, you may complete, execute, and return to the Voting Agent a Beneficial Owner Ballot or a Master Ballot.

2. If you are transmitting the votes of any Beneficial Owners of Notes other than yourself, you may *either*:

(a) deliver the Ballot to each Beneficial Owner for whom you hold Notes, along with the Disclosure Statement and other materials requested to be forwarded (collectively, the "Solicitation Package") and take any action required to enable each such Beneficial Owner to (i) complete and execute such Ballot voting to accept or reject the Plan and (ii) return the completed, executed Ballot **to you** in sufficient time to enable you to complete the Master Ballot and deliver it to the Voting Agent **prior to** the Voting Deadline;

OR

(b) prevalidate the Ballot contained in the Solicitation Package (by signing that Ballot and by indicating on that Ballot the record holder of the Notes voted, the principal amount, and the appropriate account numbers through which the Beneficial Owner's holdings are derived) and then forward the Solicitation Package to the Beneficial Owner of the Notes 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.

THE SOLICITATION PACKAGE MUST NOT BE FORWARDED TO ANY PERSON OR ENTITY OTHER THAN THE BENEFICIAL OWNERS OR THEIR INTERMEDIARIES

With regard to any Ballots returned to you, you must (1) execute the Master Ballot so as to reflect the voting instructions given to you in the Ballots by the Beneficial Owners for whom you hold Notes and (2) forward such Master Ballots to the Voting Agent.

3. To complete the Master Ballot properly, take the following steps:

(i) Provide appropriate information for each of the items on the Master Ballot. Vote to accept (for) or reject (against) the Plan in Item 2 for the Notes held by you as the Nominee or proxy holder on behalf of the Nominee or the Beneficial Owners. Please provide information for each individual Beneficial Owner for whom you are voting Notes in your name. If you are unable to disclose the identity of such Beneficial Owners, please use the customer account number assigned by you to each such Beneficial Owner or, if no such customer account number exists, please use the sequential numbers provided (making sure to retain a separate list of each Beneficial Owner and his or her assigned sequential number).

(ii) Please note that Item 3 of this Master Ballot Requests that you transcribe the information provided by each Beneficial Owner in each completed Beneficial Owner Ballot relating to other Notes voted.

(iii) Read Item 4 carefully.

(iv) Sign and date your Master Ballot.

(v) Provide your name and mailing address.

(vi) Deliver your Master Ballot to the Voting Agent prior to the Voting Deadline.

PLEASE NOTE:

No Ballot or Master Ballot shall constitute or be deemed to constitute (a) a proof of claim or equity interest or (b) an admission by the Debtors of the nature, validity, or amount of any claim or equity interest.

This Master Ballot is *not* a letter of transmittal and may *not* be used for any other purpose than to cast votes to accept or reject the Plan.

No fees or commissions or other remuneration will be payable to any broker, dealer or other person for soliciting Ballots accepting the Plan. The Debtors will, however, upon request, reimburse you for customary mailing and handling expenses incurred by you in forwarding the Ballots and other enclosed materials to your clients.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL CONSTITUTE YOU OR ANY OTHER PERSON AN AGENT OF THE DEBTORS OR THE VOTING AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE DOCUMENTS ENCLOSED HEREWITH.

THIS MASTER BALLOT MUST BE RECEIVED BY 5:00 P.M., PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004, BY THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, 757 THIRD AVENUE, 3RD FLOOR, NEW YORK, NEW YORK 10017, ATTN: RCN CORPORATION BALLOT TABULATION, OR YOUR CUSTOMERS' VOTES WILL NOT BE COUNTED. IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, THE BENEFICIAL OWNER BALLOT OR THE OTHER ENCLOSED MATERIALS, PLEASE CALL THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, AT (646) 282-1800.

Exhibit E-12

**Master Ballot for Nominees of Holders of RCN Corporation's Senior Notes
11% Senior Discount Notes (CUSIP 749361 AH4)**

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE COURT.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:
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RCN CORPORATION, <u>et al.</u> ,	:
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	:
Debtors.	:
	:
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CLASS 5 - RCN GENERAL UNSECURED CLAIMS

**MASTER BALLOT FOR ACCEPTING OR REJECTING JOINT PLAN
OF REORGANIZATION OF RCN CORPORATION AND CERTAIN SUBSIDIARIES
UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

This Ballot is to be used by you, as a broker, bank, or other nominee (or as their proxy holder or agent) (each of the foregoing, a "Nominee"), for beneficial owners of the notes identified on the top of this page issued by RCN Corporation (the "Notes"), to transmit your vote to accept or reject the chapter 11 plan of reorganization (the "Plan") which is being proposed by RCN Corporation and certain of its subsidiaries and affiliates. The Plan is Exhibit A to the Disclosure Statement, dated October 12, 2004 (the "Disclosure Statement"), which accompanies this Ballot. Before you transmit your vote, please review the Disclosure Statement carefully, including the voting procedures explained in Section XIV - "The Solicitation; Voting Procedures."

The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you and the Beneficial Owners of the Notes for which you are the Nominee if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class that vote on the Plan, and by the holders of two-thirds in amount of equity security interests in each class that vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. COMPLETE, SIGN, AND DATE THIS MASTER BALLOT, AND RETURN IT SO THAT IT IS RECEIVED BY THE VOTING AGENT ON OR BEFORE THE VOTING DEADLINE OF 5:00 P.M., PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004. IF THIS MASTER BALLOT IS NOT COMPLETED, SIGNED, AND TIMELY RECEIVED, THE VOTES TRANSMITTED BY THIS MASTER BALLOT WILL NOT BE COUNTED.

Item 1. Certification Of Authority To Vote. The undersigned certifies that as of the October 7, 2004 solicitation record date (the "Solicitation Record Date"), the undersigned (please check applicable box):

- ☐ Was a bank, broker, or other Nominee for the Beneficial Owners of the aggregate amount of Notes listed in Item 2 below, and is the registered holder of such securities, or
- ☐ Was acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a bank, broker, or other Nominee that is the registered holder of the aggregate amount of Notes listed in Item 2 below, or
- ☐ Had been granted a proxy (an original of which is annexed hereto) from a bank, broker, or other Nominee, or a Beneficial Owner, that is the registered holder of the aggregate amount of Notes listed in Item 2 below,

and accordingly, has full power and authority to vote to accept or reject the Plan on behalf of the Beneficial Owners of the Notes described in Item 2.

Item 2. Vote. The undersigned transmits the following votes of Beneficial Owners in respect of their Notes, and certifies that the following Beneficial Owners of the Notes, as identified by their respective customer account numbers set forth below, are Beneficial Owners of such securities as of the Solicitation Record Date and have delivered to the undersigned, as nominee, Ballots casting such votes. Indicate, in the appropriate column, the aggregate principal amount voted for each account, or attach such information to this Master Ballot, in the form of the following table. Please note that each Beneficial Owner must vote all of his, her, or its claim relating to the Notes to accept or reject the Plan and may not split such vote. In addition, this Master Ballot must be received by Financial Balloting Group LLC (the "Voting Agent") by 5:00 p.m. (prevailing Eastern Time) on November 30, 2004 (the "Voting Deadline") or the votes listed below will not be counted:

Customer Name and/or Account Number For Each Beneficial Owner Of Notes	Face Amount Of Notes ¹	
	Accepts (votes FOR) the Plan	Rejects (votes AGAINST) the Plan
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
9.	\$	\$
10.	\$	\$
TOTALS	\$	\$

¹ In order to vote on the Plan, the Beneficial Owner must have checked a box in Item 2 to ACCEPT or REJECT the Plan on the Beneficial Owner's Ballot. Accordingly, if the Beneficial Owner did not check a box in Item 2 on the Beneficial Owner's Ballot, please do not enter any vote in this column.

Item 3. Additional Ballots Submitted by Beneficial Owners. The undersigned certifies that the undersigned has transcribed in the following table the information, if any, provided by Beneficial Owners in Item 3 of the Note Ballots, identifying any other Notes for which such Beneficial Owners have submitted other Ballots:

Your Customer Name and/or Account Number For Each Beneficial Owner	TRANSCRIBE FROM ITEM 3 OF BENEFICIAL OWNER BALLOT			
	Name Of Holder	Account Number	Principal Amount Of Class 5 RCN General Unse- cured Claims Voted	Type of Other Class 5 RCN General Unse- cured Claims Voted
1.			\$	
2.			\$	
3.			\$	
4.			\$	
5.			\$	
6.			\$	
7.			\$	
8.			\$	
9.			\$	
10.			\$	
TOTALS			\$	

Item 4. By signing this Master Ballot, the undersigned certifies that each Beneficial Owner of the Notes listed in Item 2, above, has been provided with a copy of the Disclosure Statement, including the exhibits thereto, and acknowledges that the solicitation of votes is subject to all the terms and conditions set forth in the Disclosure Statement.

This Master Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan.

Name of Bank, Broker, or Other Nominee:

(Print or Type)

Name of Proxy Holder or Agent for Bank,
Broker, or Other Nominee (if applicable):

(Print or Type)

Name of Voter: _____
(Print or Type)

Social Security or Federal Tax I.D. No.: _____
(Optional)

Signature: _____

Title: _____

Street Address: _____

City, State, Zip Code: _____

Telephone Number: _____

Date Completed: _____

VOTING DEADLINE AND ADDITIONAL INFORMATION

THIS MASTER BALLOT MUST RECEIVED BY 5:00 P.M., PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004, BY THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, 757 THIRD AVENUE, 3RD FLOOR, NEW YORK, NEW YORK 10017, ATTN: RCN CORPORATION BALLOT TABULATION, OR YOUR CUSTOMERS' VOTES WILL NOT BE COUNTED. IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, THE BENEFICIAL OWNER BALLOT OR THE OTHER ENCLOSED MATERIALS, PLEASE CALL THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, AT (646) 282-1800.

INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT

RCN Corporation and certain of its subsidiaries and affiliates (collectively, the "Debtors") are soliciting the votes of their respective noteholders and certain other creditors on the Debtors' proposed Plan, dated October 12, 2004 described in and annexed as Exhibit A to the Disclosure Statement accompanying this Master Ballot. Please review the Disclosure Statement and Plan carefully before you complete this Master Ballot. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Plan.

VOTING DEADLINE:

To have the votes of your customers count, you must complete, sign and return this Master Ballot so that it is RECEIVED by the Voting Agent, Financial Balloting Group LLC, by 5:00 p.m., prevailing Eastern Time, on November 30, 2004 (the "Voting Deadline"). **Unsigned Master Ballots may not be counted.**

HOW TO VOTE:

1. If you are both the registered or record holder *and* Beneficial Owner of any Notes and you wish to vote such Notes, you may complete, execute, and return to the Voting Agent a Beneficial Owner Ballot or a Master Ballot.

2. If you are transmitting the votes of any Beneficial Owners of Notes other than yourself, you may *either*:

(a) deliver the Ballot to each Beneficial Owner for whom you hold Notes, along with the Disclosure Statement and other materials requested to be forwarded (collectively, the "Solicitation Package") and take any action required to enable each such Beneficial Owner to (i) complete and execute such Ballot voting to accept or reject the Plan and (ii) return the completed, executed Ballot **to you** in sufficient time to enable you to complete the Master Ballot and deliver it to the Voting Agent **prior to** the Voting Deadline;

OR

(b) prevalidate the Ballot contained in the Solicitation Package (by signing that Ballot and by indicating on that Ballot the record holder of the Notes voted, the principal amount, and the appropriate account numbers through which the Beneficial Owner's holdings are derived) and then forward the Solicitation Package to the Beneficial Owner of the Notes 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.

THE SOLICITATION PACKAGE MUST NOT BE FORWARDED TO ANY PERSON OR ENTITY OTHER THAN THE BENEFICIAL OWNERS OR THEIR INTERMEDIARIES

With regard to any Ballots returned to you, you must (1) execute the Master Ballot so as to reflect the voting instructions given to you in the Ballots by the Beneficial Owners for whom you hold Notes and (2) forward such Master Ballots to the Voting Agent.

3. To complete the Master Ballot properly, take the following steps:

(i) Provide appropriate information for each of the items on the Master Ballot. Vote to accept (for) or reject (against) the Plan in Item 2 for the Notes held by you as the Nominee or proxy holder on behalf of the Nominee or the Beneficial Owners. Please provide information for each individual Beneficial Owner for whom you are voting Notes in your name. If you are unable to disclose the identity of such Beneficial Owners, please use the customer account number assigned by you to each such Beneficial Owner or, if no such customer account number exists, please use the sequential numbers provided (making sure to retain a separate list of each Beneficial Owner and his or her assigned sequential number).

(ii) Please note that Item 3 of this Master Ballot Requests that you transcribe the information provided by each Beneficial Owner in each completed Beneficial Owner Ballot relating to other Notes voted.

(iii) Read Item 4 carefully.

(iv) Sign and date your Master Ballot.

(v) Provide your name and mailing address.

(vi) Deliver your Master Ballot to the Voting Agent prior to the Voting Deadline.

PLEASE NOTE:

No Ballot or Master Ballot shall constitute or be deemed to constitute (a) a proof of claim or equity interest or (b) an admission by the Debtors of the nature, validity, or amount of any claim or equity interest.

This Master Ballot is *not* a letter of transmittal and may *not* be used for any other purpose than to cast votes to accept or reject the Plan.

No fees or commissions or other remuneration will be payable to any broker, dealer or other person for soliciting Ballots accepting the Plan. The Debtors will, however, upon request, reimburse you for customary mailing and handling expenses incurred by you in forwarding the Ballots and other enclosed materials to your clients.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL CONSTITUTE YOU OR ANY OTHER PERSON AN AGENT OF THE DEBTORS OR THE VOTING AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE DOCUMENTS ENCLOSED HEREWITH.

THIS MASTER BALLOT MUST BE RECEIVED BY 5:00 P.M., PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004, BY THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, 757 THIRD AVENUE, 3RD FLOOR, NEW YORK, NEW YORK 10017, ATTN: RCN CORPORATION BALLOT TABULATION, OR YOUR CUSTOMERS' VOTES WILL NOT BE COUNTED. IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, THE BENEFICIAL OWNER BALLOT OR THE OTHER ENCLOSED MATERIALS, PLEASE CALL THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, AT (646) 282-1800.

Exhibit E-13

**Master Ballot for Nominees of Holders of RCN Corporation's Senior Notes
10 1/8% Senior Discount Notes (CUSIP 749361 AJ0)**

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE COURT.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x
	:
In re	:
	:
RCN CORPORATION, <u>et al.</u> ,	:
	:
Debtors.	:
	:
-----	x

CLASS 5 - RCN GENERAL UNSECURED CLAIMS

**MASTER BALLOT FOR ACCEPTING OR REJECTING JOINT PLAN
OF REORGANIZATION OF RCN CORPORATION AND CERTAIN SUBSIDIARIES
UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

This Ballot is to be used by you, as a broker, bank, or other nominee (or as their proxy holder or agent) (each of the foregoing, a "Nominee"), for beneficial owners of the notes identified on the top of this page issued by RCN Corporation (the "Notes"), to transmit your vote to accept or reject the chapter 11 plan of reorganization (the "Plan") which is being proposed by RCN Corporation and certain of its subsidiaries and affiliates. The Plan is Exhibit A to the Disclosure Statement, dated October 12, 2004 (the "Disclosure Statement"), which accompanies this Ballot. Before you transmit your vote, please review the Disclosure Statement carefully, including the voting procedures explained in Section XIV - "The Solicitation; Voting Procedures."

The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you and the Beneficial Owners of the Notes for which you are the Nominee if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class that vote on the Plan, and by the holders of two-thirds in amount of equity security interests in each class that vote on the Plan, and if it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. COMPLETE, SIGN, AND DATE THIS MASTER BALLOT, AND RETURN IT SO THAT IT IS RECEIVED BY THE VOTING AGENT ON OR BEFORE THE VOTING DEADLINE OF 5:00 P.M., PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004. IF THIS MASTER BALLOT IS NOT COMPLETED, SIGNED, AND TIMELY RECEIVED, THE VOTES TRANSMITTED BY THIS MASTER BALLOT WILL NOT BE COUNTED.

Item 1. Certification Of Authority To Vote. The undersigned certifies that as of the October 7, 2004 solicitation record date (the "Solicitation Record Date"), the undersigned (please check applicable box):

- ☐ Was a bank, broker, or other Nominee for the Beneficial Owners of the aggregate amount of Notes listed in Item 2 below, and is the registered holder of such securities, or
- ☐ Was acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a bank, broker, or other Nominee that is the registered holder of the aggregate amount of Notes listed in Item 2 below, or
- ☐ Had been granted a proxy (an original of which is annexed hereto) from a bank, broker, or other Nominee, or a Beneficial Owner, that is the registered holder of the aggregate amount of Notes listed in Item 2 below,

and accordingly, has full power and authority to vote to accept or reject the Plan on behalf of the Beneficial Owners of the Notes described in Item 2.

Item 2. Vote. The undersigned transmits the following votes of Beneficial Owners in respect of their Notes, and certifies that the following Beneficial Owners of the Notes, as identified by their respective customer account numbers set forth below, are Beneficial Owners of such securities as of the Solicitation Record Date and have delivered to the undersigned, as nominee, Ballots casting such votes. Indicate, in the appropriate column, the aggregate principal amount voted for each account, or attach such information to this Master Ballot, in the form of the following table. Please note that each Beneficial Owner must vote all of his, her, or its claim relating to the Notes to accept or reject the Plan and may not split such vote. In addition, this Master Ballot must be received by Financial Balloting Group LLC (the "Voting Agent") by 5:00 p.m. (prevailing Eastern Time) on November 30, 2004 (the "Voting Deadline") or the votes listed below will not be counted:

Customer Name and/or Account Number For Each Beneficial Owner Of Notes	Face Amount Of Notes ¹	
	Accepts (votes FOR) the Plan	Rejects (votes AGAINST) the Plan
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
9.	\$	\$
10.	\$	\$
TOTALS	\$	\$

¹ In order to vote on the Plan, the Beneficial Owner must have checked a box in Item 2 to ACCEPT or REJECT the Plan on the Beneficial Owner's Ballot. Accordingly, if the Beneficial Owner did not check a box in Item 2 on the Beneficial Owner's Ballot, please do not enter any vote in this column.

Item 3. Additional Ballots Submitted by Beneficial Owners. The undersigned certifies that the undersigned has transcribed in the following table the information, if any, provided by Beneficial Owners in Item 3 of the Note Ballots, identifying any other Notes for which such Beneficial Owners have submitted other Ballots:

Your Customer Name and/or Account Number For Each Beneficial Owner	TRANSCRIBE FROM ITEM 3 OF BENEFICIAL OWNER BALLOT			
	Name Of Holder	Account Number	Principal Amount Of Class 5 RCN General Unse- cured Claims Voted	Type of Other Class 5 RCN General Unse- cured Claims Voted
1.			\$	
2.			\$	
3.			\$	
4.			\$	
5.			\$	
6.			\$	
7.			\$	
8.			\$	
9.			\$	
10.			\$	
TOTALS			\$	

Item 4. By signing this Master Ballot, the undersigned certifies that each Beneficial Owner of the Notes listed in Item 2, above, has been provided with a copy of the Disclosure Statement, including the exhibits thereto, and acknowledges that the solicitation of votes is subject to all the terms and conditions set forth in the Disclosure Statement.

This Master Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan.

Name of Bank, Broker, or Other Nominee:

(Print or Type)

Name of Proxy Holder or Agent for Bank,
Broker, or Other Nominee (if applicable):

(Print or Type)

Name of Voter: _____
(Print or Type)

Social Security or Federal Tax I.D. No.: _____
(Optional)

Signature: _____

Title: _____

Street Address: _____

City, State, Zip Code: _____

Telephone Number: _____

Date Completed: _____

VOTING DEADLINE AND ADDITIONAL INFORMATION

THIS MASTER BALLOT MUST RECEIVED BY 5:00 P.M., PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004, BY THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, 757 THIRD AVENUE, 3RD FLOOR, NEW YORK, NEW YORK 10017, ATTN: RCN CORPORATION BALLOT TABULATION, OR YOUR CUSTOMERS' VOTES WILL NOT BE COUNTED. IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, THE BENEFICIAL OWNER BALLOT OR THE OTHER ENCLOSED MATERIALS, PLEASE CALL THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, AT (646) 282-1800.

INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT

RCN Corporation and certain of its subsidiaries and affiliates (collectively, the "Debtors") are soliciting the votes of their respective noteholders and certain other creditors on the Debtors' proposed Plan, dated October 12, 2004 described in and annexed as Exhibit A to the Disclosure Statement accompanying this Master Ballot. Please review the Disclosure Statement and Plan carefully before you complete this Master Ballot. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Plan.

VOTING DEADLINE:

To have the votes of your customers count, you must complete, sign and return this Master Ballot so that it is RECEIVED by the Voting Agent, Financial Balloting Group LLC, by 5:00 p.m., prevailing Eastern Time, on November 30, 2004 (the "Voting Deadline"). **Unsigned Master Ballots may not be counted.**

HOW TO VOTE:

1. If you are both the registered or record holder *and* Beneficial Owner of any Notes and you wish to vote such Notes, you may complete, execute, and return to the Voting Agent a Beneficial Owner Ballot or a Master Ballot.

2. If you are transmitting the votes of any Beneficial Owners of Notes other than yourself, you may *either*:

(a) deliver the Ballot to each Beneficial Owner for whom you hold Notes, along with the Disclosure Statement and other materials requested to be forwarded (collectively, the "Solicitation Package") and take any action required to enable each such Beneficial Owner to (i) complete and execute such Ballot voting to accept or reject the Plan and (ii) return the completed, executed Ballot **to you** in sufficient time to enable you to complete the Master Ballot and deliver it to the Voting Agent **prior to** the Voting Deadline;

OR

(b) prevalidate the Ballot contained in the Solicitation Package (by signing that Ballot and by indicating on that Ballot the record holder of the Notes voted, the principal amount, and the appropriate account numbers through which the Beneficial Owner's holdings are derived) and then forward the Solicitation Package to the Beneficial Owner of the Notes 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.

THE SOLICITATION PACKAGE MUST NOT BE FORWARDED TO ANY PERSON OR ENTITY OTHER THAN THE BENEFICIAL OWNERS OR THEIR INTERMEDIARIES

With regard to any Ballots returned to you, you must (1) execute the Master Ballot so as to reflect the voting instructions given to you in the Ballots by the Beneficial Owners for whom you hold Notes and (2) forward such Master Ballots to the Voting Agent.

3. To complete the Master Ballot properly, take the following steps:

(i) Provide appropriate information for each of the items on the Master Ballot. Vote to accept (for) or reject (against) the Plan in Item 2 for the Notes held by you as the Nominee or proxy holder on behalf of the Nominee or the Beneficial Owners. Please provide information for each individual Beneficial Owner for whom you are voting Notes in your name. If you are unable to disclose the identity of such Beneficial Owners, please use the customer account number assigned by you to each such Beneficial Owner or, if no such customer account number exists, please use the sequential numbers provided (making sure to retain a separate list of each Beneficial Owner and his or her assigned sequential number).

(ii) Please note that Item 3 of this Master Ballot Requests that you transcribe the information provided by each Beneficial Owner in each completed Beneficial Owner Ballot relating to other Notes voted.

(iii) Read Item 4 carefully.

(iv) Sign and date your Master Ballot.

(v) Provide your name and mailing address.

(vi) Deliver your Master Ballot to the Voting Agent prior to the Voting Deadline.

PLEASE NOTE:

No Ballot or Master Ballot shall constitute or be deemed to constitute (a) a proof of claim or equity interest or (b) an admission by the Debtors of the nature, validity, or amount of any claim or equity interest.

This Master Ballot is *not* a letter of transmittal and may *not* be used for any other purpose than to cast votes to accept or reject the Plan.

No fees or commissions or other remuneration will be payable to any broker, dealer or other person for soliciting Ballots accepting the Plan. The Debtors will, however, upon request, reimburse you for customary mailing and handling expenses incurred by you in forwarding the Ballots and other enclosed materials to your clients.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL CONSTITUTE YOU OR ANY OTHER PERSON AN AGENT OF THE DEBTORS OR THE VOTING AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE DOCUMENTS ENCLOSED HEREWITH.

THIS MASTER BALLOT MUST BE RECEIVED BY 5:00 P.M., PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004, BY THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, 757 THIRD AVENUE, 3RD FLOOR, NEW YORK, NEW YORK 10017, ATTN: RCN CORPORATION BALLOT TABULATION, OR YOUR CUSTOMERS' VOTES WILL NOT BE COUNTED. IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, THE BENEFICIAL OWNER BALLOT OR THE OTHER ENCLOSED MATERIALS, PLEASE CALL THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, AT (646) 282-1800.

Exhibit F

Election Form for Holders of Class 5 RCN General Unsecured Claims (Senior Noteholders)
[●ISSUANCE NOTES] (CUSIP [●])

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

ELECTION FORM FOR HOLDERS OF CLASS 5 RCN GENERAL UNSECURED CLAIMS

This election form (the "Election Form") is to be used by you, as a beneficial owner of the debt securities issued by RCN Corporation indicated on the top of this Election Form (the "Notes"), to elect the treatment of your claim (the "Election") under the chapter 11 plan of reorganization (as amended, the "Plan")¹ proposed by RCN Corporation and certain of its subsidiaries and affiliates. The Plan is Exhibit A to the Disclosure Statement, dated October 12, 2004 (as amended, the "Disclosure Statement"), which accompanies this Election Form. A Solicitation Package was sent to you that included, among other items, a copy of the Plan and Disclosure Statement and a Ballot for voting your claim. If you have not received a Solicitation Package, please immediately contact the person or entity that is the registered owner (the "Nominee") of your Notes or the Debtors' voting agent, Financial Balloting Group LLC, at (646) 282-1800.

Under the Plan, each holder of an Allowed Class 5 RCN General Unsecured Claim shall receive, in full and final satisfaction, settlement, release, and discharge of, and in exchange for, such Allowed Class 5 General Unsecured Claim, on or as soon as practicable after the Effective Date, (i) its Pro Rata share of 100% of the shares of New Common Stock, subject to dilution by exercise of the (A) Management Incentive Options and New Warrants and (B) conversion of any Convertible Second-Lien Notes, or (ii) at the election of a holder of an Allowed Class 5 RCN General Unsecured Claim (the "Cash Electing Holder"), such Cash Electing Holder shall receive instead, Cash equal to 25% of the amount of such Allowed Class 5 RCN General Unsecured Claim (the "Cash Component"); *provided, however*, that if the aggregate amount of Cash to be distributed to all Cash Electing Holders exceeds \$12,500,000 (the "Cash Component Cap"), then each Cash Electing Holder shall receive (y) its Pro Rata share, based on the Face Amount of the Allowed Class 5 RCN General Unsecured Claims of all Cash Electing Holders, of the Cash Component Cap (the "Capped Distribution Component"), and (z) a Pro Rata share of the New Common Stock as set forth in (i) above calculated by multiplying the Face Amount of the Cash Electing Holder's Allowed Class 5 RCN General Unsecured Claim by the percentage by which the Capped Distribution Component is less than what the Cash Component would have been.

**PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY AND
RETURN YOUR ELECTION FORM IN THE ENVELOPE PROVIDED.**

YOU SHOULD REVIEW THE DISCLOSURE STATEMENT AND THE PLAN BEFORE YOU MAKE YOUR ELECTION. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE PLAN AND YOUR CLASSIFICATION AND TREATMENT UNDER THE PLAN. YOUR CLAIMS HAVE BEEN PLACED IN CLASS 5 UNDER THE PLAN.

PLEASE READ CAREFULLY AND FOLLOW THE ATTACHED INSTRUCTIONS ON RETURNING YOUR ELECTION FORM. THE ELECTION DEADLINE IS **5:00 P.M., PREVAILING EASTERN TIME, ON NOVEMBER 30, 2004**. IF YOU HAVE ANY QUESTIONS, PLEASE CALL FINANCIAL BALLOTING GROUP LLC (THE "VOTING AGENT") AT (646) 282-1800. DO NOT RETURN ANY NOTES WITH THIS ELECTION FORM. THIS ELECTION FORM IS *NOT* A LETTER OF TRANSMITTAL AND MAY *NOT* BE USED FOR ANY PURPOSE OTHER THAN TO ELECT THE TREATMENT OF YOUR CLAIMS UNDER THE PLAN.

¹

Unless otherwise defined herein, capitalized terms shall have the meaning ascribed to them in the Plan.

Election Form for Holders of Class 5 RCN General Unsecured Claims (Senior Noteholders)
[●ISSUANCE NOTES] (CUSIP [●])

This Election Form is to be used only for the purpose of electing the treatment of your Class 5 RCN General Unsecured Claim under the Plan. If you do not make an election you will receive your Pro Rata share of the New Common Stock as described above.

In order to make the Election, you must complete and return this Election Form to your Nominee in sufficient time for your Election to be processed in advance of the election expiration deadline which is **5:00 p.m. (prevailing Eastern time) on November 30, 2004** (the "Election Expiration Date"). Upon receipt of your Election Form, the securities representing your Allowed Senior Note Claim will be deemed surrendered and you will not be able to sell or otherwise transfer those securities unless your Election is withdrawn by your Nominee prior to the Election Expiration Date. However, private arrangements for the sale and purchase of the right to receive distributions under the Plan following the surrender of securities to effectuate an Election are not prohibited, but the Debtors have no obligation to recognize or facilitate such private arrangements. Your Election and deemed surrender of securities will be revocable prior to the Election Expiration Date and the holder of a Claim that has revoked an Election may exercise a new election, subject to compliance with all required procedures (including those procedures set forth herein) prior to the Election Expiration Date. **If you are the holder of Allowed Senior Note Claims that are held in separate accounts, you will receive a separate Election Form for each such Claim.** If you have any questions about this Election Form please contact either your Nominee or the Voting Agent, Financial Balloting Group LLC, at (646) 282-1800.

HOW TO MAKE THE ELECTION:

COMPLETE ITEM 1 BY INDICATING THE PRINCIPAL AMOUNT OF NOTES THAT YOU HOLD OF THE TYPE INDICATED ON THE TOP OF THIS PAGE;
COMPLETE ITEM 2 BY INDICATING YOUR ELECTION;
COMPLETE THE CERTIFICATION IN ITEM 3; AND
RETURN THE ELECTION FORM TO YOUR NOMINEE PRIOR TO THE ELECTION EXPIRATION DATE IN SUFFICIENT TIME FOR YOUR NOMINEE TO PROCESS YOUR ELECTION.

Item 1. AGGREGATE PRINCIPAL AMOUNT OF NOTES HELD BY THE CREDITOR OF THE TYPE SPECIFIED ON THE TOP OF THIS PAGE:

\$

Item 2. INDICATE BELOW WHETHER YOU ELECT TO RECEIVE THE CASH COMPONENT ON ACCOUNT OF YOUR ALLOWED SENIOR NOTE CLAIM. **HOLDERS OF NOTES WHO WANT TO RECEIVE ONLY A PRO RATA DISTRIBUTION OF NEW COMMON STOCK NEED NOT RETURN THIS ELECTION FORM. NOTE: YOU ARE ENTITLED TO MAKE THE CASH ELECTION EVEN IF YOU VOTE TO REJECT THE PLAN OR DO NOT VOTE AT ALL.**

- ☐ I elect to receive the Cash Component; *provided, however*, I understand that if the aggregate amount of Cash to be distributed to all Electing Holders exceeds the Cash Component Cap, then my distribution on account of my Allowed Senior Note Claim will be a combination of Cash and New Common Stock to be determined in accordance with the terms of the Plan.

Item 3. Authorization. By returning this Election Form, the beneficial owner of the Notes identified in Item 1 certifies that it (a) has full power and authority to make the Election with respect to the Notes listed in Item 1, (b) if the Election is made, the Beneficial Holder's underlying Notes identified in Item 1 will be electronically surrendered, (c) understands that any distribution on account such underlying Notes is contingent upon confirmation of the Plan, and (d) understands that in the event that the Plan is not confirmed by the Bankruptcy Court the underlying Notes will be electronically released.

Election Form for Holders of Class 5 RCN General Unsecured Claims (Senior Noteholders)
[●ISSUANCE NOTES] (CUSIP [●])

An authorized signatory of an eligible beneficial owner may execute this Election Form, but must provide the name and address of the beneficial owner on this Election Form and may be required to submit evidence to the Bankruptcy Court demonstrating such signatory's authorization to make the Election on behalf of the beneficial owner. Authorized signatories voting on behalf of more than one beneficial owner must complete a separate Election Form for each Beneficial Owner.

Name of Creditor (Print or Type): _____

Social Security or Federal Tax I.D. No. (optional): _____

Signature: _____

Print or Type Name: _____

Title (if appropriate): _____

Address: _____

Telephone Number: _____

Date: _____

THIS FORM SHOULD BE RETURNED ONLY TO YOUR NOMINEE.

IF YOU HAVE NOT RECEIVED THE SOLICITATION PACKAGE OR IF YOU HAVE ANY QUESTIONS REGARDING THIS ELECTION FORM PLEASE CONTACT EITHER YOUR NOMINEE OR THE VOTING AGENT, FINANCIAL BALLOTING GROUP LLC, AT (646) 282-1800.