

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
RCN CORPORATION, et al., : Case No. 04-13638 (RDD)
Debtors. : (Jointly Administered)
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**ORDER WITH RESPECT TO DEBTORS' FOURTH OMNIBUS
OBJECTION PURSUANT TO 11 U.S.C. §§ 502(b) AND 510(b)
AND FED. R. BANKR. P. 3003 AND 3007 TO CLAIMS**

Upon the Debtors' Fourth Omnibus Objection Pursuant To 11 U.S.C. §§ 502(b) And 510(b) And Fed. R. Bankr. P. 3003 And 3007 To Claims (the "Fourth Omnibus Objection"),¹ dated October 21, 2004, and filed by RCN Corporation and certain of its direct and indirect subsidiaries, debtors and debtors-in-possession in the above-captioned chapter 11 cases (collectively, the "Debtors"); and after due deliberation thereon; and based upon the record in this case; and proper and adequate notice of the Fourth Omnibus Objection having been given; and no other or further notice being necessary; and the Court having considered the Fourth Omnibus Objection, the claims listed on Exhibits A through E attached hereto, and the responses, if any, to the Fourth Omnibus Objection; and the responses, if any, to the Fourth Omnibus Objection in respect of the claims addressed herein having been resolved or over-

¹ Unless otherwise defined, capitalized terms used herein shall have the meanings ascribed to them in the Fourth Omnibus Objection.

ruled; and after due deliberation thereon; and good cause appearing therefore; it is hereby

FOUND THAT:

A. Each holder of a Disputed Claim was properly and timely served with a copy of the Fourth Omnibus Objection and accompanying exhibits, and the notice of the response deadline thereto; and

B. The Fourth Omnibus Objection is a core proceeding under 28 U.S.C. § 157(b)(2); and

C. The Disputed Claims set forth in Exhibit A are proofs of claim which were filed in these chapter 11 cases but represent potential claims against entities which are not Debtors in these chapter 11 cases (the "Non-Debtor Claims"); and

D. The Disputed Claims set forth in Exhibit B are proofs of claim based solely on a claimant's ownership interest in, or possession of, any of the common stock of RCN and are not valid claims in the Debtors' chapter 11 cases (the "Equity Interests"); and

E. The Disputed Claims set forth in Exhibit C are proofs of claim which reflect both Equity Interests and Securities Claims; and

F. The Disputed Claim set forth in Exhibit D represents a claim that does not represent debt actually owed by the Debtors and the claimant asserting

such claim has failed to provide sufficient supporting documentation to permit the Debtors to properly evaluate such claim (the "Insufficient Documentation Claim"); and

G. The Disputed Claims set forth in Exhibit E are proofs of claims filed after the applicable bar date (the "Late Filed Claims"); and

H. The relief requested in the Fourth Omnibus Objection is in the best interests of the Debtors, Debtors' estate, and its creditors.

NOW, THEREFORE, IT IS ORDERED, DECREED, AND ADJUDGED THAT:

1. Each of the Non-Debtor Claims listed on Exhibit A attached hereto are disallowed and expunged in their entirety.

2. Each of the Equity Interest Claims listed on Exhibit B attached hereto are disallowed and expunged in their entirety.

3. The Disputed Claims listed on Exhibit C attached hereto are disallowed and expunged to the extent such claims represent Equity Interests and are subordinated pari passu to the common stock of RCN Corporation to the extent such claims represent Securities Claims.

4. The Insufficient Documentation Claim listed on Exhibit D attached hereto is disallowed and expunged in its entirety.

5. The Late Filed Claims listed on Exhibit E attached hereto are disallowed and expunged in their entirety.

6. The Bankruptcy Court shall retain jurisdiction over the Debtors and the holders of claims subject to the Fourth Omnibus Objection with respect to any matters relating to or arising from the Fourth Omnibus Objection or the implementation of this Order.

7. Each claim and the objections by the Debtors to each claim as addressed in the Fourth Omnibus Objection constitutes a separate contested matter as contemplated by Fed. R. Bankr. P. 9014. This Order shall be deemed a separate Order with respect to each claim. Any stay of this Order shall apply only to the contested matter which involves such creditor and shall not act to stay the applicability or finality of this Order with respect to any other contested matter covered hereby.

8. The requirement of Local Bankr. R. 9013-1(b) that any motion filed shall be accompanied by a separate memorandum of law is satisfied by the Fourth Omnibus Objection.

Dated: New York, New York
December , 2004

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

RCN CORPORATION, ET AL.,

Non-Debtor Claims

Case No. 04-13637(RDD) - 04-13641(RDD), 04-15505(RDD),
04-15506(RDD), 04-15508(RDD)

Exhibit A - 4th Omnibus Objection

Name and Address of Claimant	Claim Number	Case Number	Date Claim Filed	Total Claim Amount*	Claim Priority Status	Basis for Objection
828 S. WABASH, LLC 40 E. 9TH ST., UNIT 1516 CHICAGO, IL 60605	2071	04-13638(RDD)	10/15/2004	\$347.91	P	Refers To An Entity That Is Not A Debtor In These Chapter 11 Cases
CSG SYSTEMS, INC. 2525 NORTH 117TH AVENUE OMAHA, NE 68164	2059	04-15120(RDD)	9/29/2004	\$31,304.67	U	Refers To An Entity That Is Not A Debtor In These Chapter 11 Cases
CSG SYSTEMS, INC. 2525 NORTH 117TH AVENUE OMAHA, NE 68164	2060	04-15507(RDD)	9/29/2004	\$31,304.67	U	Refers To An Entity That Is Not A Debtor In These Chapter 11 Cases
TOTALS:	3			\$62,957.25		

- END OF EXHIBIT -

EXHIBIT B

**Equity Interests To Be Disallowed
Exhibit B - 4th Omnibus Objection**

RCN CORPORATION, ET AL.,
Case No. 04-13637(RDD) - 04-13641(RDD), 04-15505(RDD),
04-15506(RDD), 04-15508(RDD)

Name and Address of Claimant	Claim Number	Case Number	Date Claim Filed	Total Claim Amount*	Claim Priority Status	Basis for Objection
ELAINE ROMERO TTEE U/W JOHN HARRINGTON FBO KATHERINE HARRINGTON SPECIAL NEEDS TRUST, 4812 NW 22ND ST. COCONUT CREEK, FL 33063	2072	04-13638(RDD)	10/5/2004	No Amount Specified	K	Equity Interest To Be Disallowed
NAGY, JENOE & ELIZABETH 5014 MERIDIAN STREET LOS ANGELES, CA 90042	2074	04-13638(RDD)	10/15/2004	No Amount Specified	K	Equity Interest To Be Disallowed
ROSS, MARGARET J. 43 NURSERY RD NEW CANAAN, CT 06840	2073	04-13638(RDD)	10/15/2004	No Amount Specified	K	Equity Interest To Be Disallowed
SUPNO, ELIOT 490 COTE ST. ANTOINE WESTNOUVT, QC H3Y 2K2	2065	04-13638(RDD)	10/1/2004	No Amount Specified	K	Equity Interest To Be Disallowed
TOTALS:	4			No Amount Specified		

- END OF EXHIBIT -

Class Key: A - Administrative, P - Priority, S - Secured, U - Unsecured, K - Unknown
*Plus, in certain instances, additional contingencies, unliquidated amounts, interest, penalties and/or fees.

EXHIBIT C

Claims Representing Both Equity Interests To Be Disallowed and Securities Claims To Be Subordinated
Exhibit C - 4th Omnibus Objection

Name and Address of Claimant	Claim Number	Case Number	Date Claim Filed	Total Claim Amount*	Claim Priority Status	Basis for Objection
MCCANTS, CARL W. 320 WOODSIDE PL WALDORF, MD 20653	2066	04-13638(RDD)	10/1/2004	\$489.00	U	Claim Representing Both an Equity Interest To Be Disallowed and a Securities Claim To Be Subordinated
PATINO, JUAN A. 300 BROWN AVE PROSPECT PARK, NJ 07508	2068	04-13638(RDD)	10/5/2004	\$1,082.97	U	Claim Representing Both an Equity Interest To Be Disallowed and a Securities Claim To Be Subordinated
SCHULTZ, JOHN A. 1735 E MONITCELLO CT. ONTARIO, CA 91761	2067	04-13638(RDD)	10/1/2004	\$2,350.70	S	Claim Representing Both an Equity Interest To Be Disallowed and a Securities Claim To Be Subordinated
SZEP, FRANK J. 1419 DEWEY AVE NORTHAMPTON, PA 18067	2075	04-13638(RDD)	10/18/2004	\$2,112.99	S	Claim Representing Both an Equity Interest To Be Disallowed and a Securities Claim To Be Subordinated
TOTALS:	4			\$6,035.66		

- END OF EXHIBIT -

EXHIBIT D

RCN CORPORATION, ET AL.,

Case No. 04-13637(RDD) - 04-13641(RDD), 04-15505(RDD),
04-15506(RDD), 04-15508(RDD)

Insufficient Documentaion Claim To Be Disallowed
Exhibit D - 4th Omnibus Objection

Name and Address of Claimant	Claim Number	Case Number	Date Claim Filed	Total Claim Amount*	Claim Priority Status	Basis for Objection
401 W WEBSTER CONDOMINIUM ASSOCIATION 401 W WEBSTER EDWARD T. TASCIOTTI, PROPERTY MANAGER CHICAGO, IL 60614	2063	04-15120(RDD)	9/30/2004	No Amount Specified	K	Insufficient Documentation Claim To Be Disallowed

TOTALS:

1

\$0.00

- END OF EXHIBIT -

EXHIBIT E

Late Filed Claims

Exhibit E - 4th Omnibus Objection

RCN CORPORATION, ET AL.,
 Case No. 04-13637(RDD) - 04-13641(RDD), 04-15505(RDD),
 04-15506(RDD), 04-15508(RDD)

Name and Address of Claimant	Claim Number	Case Number	Date Claim Filed	Total Claim Amount*	Claim Priority Status	Basis for Objection
828 S. WABASH, LLC 40 E. 9TH ST., UNIT 1516 CHICAGO, IL 60605	2071	04-13638(RDD)	10/15/2004	\$347.91	P	Claim Was Filed After the Bar Date
BP AIR CONDITIONING CORP 116 GREENPOINT AVE. BROOKLYN, NY 11222	2064	04-13638(RDD)	10/4/2004	\$10,846.92	U	Claim Was Filed After the Bar Date
ELAINE ROMERO TTEE U/W JOHN HARRINGTON FBO KATHERINE HARRINGTON SPECIAL NEEDS TRUST, 4812 NW 22ND ST. COCONUT CREEK, FL 33063	2072	04-13638(RDD)	10/5/2004	No Amount Specified	K	Claim Was Filed After the Bar Date
NAGY, JENOE & ELIZABETH 5014 MERIDIAN STREET LOS ANGELES, CA 90042	2074	04-13638(RDD)	10/15/2004	No Amount Specified	K	Claim Was Filed After the Bar Date
PATINO, JUAN A. 300 BROWN AVE PROSPECT PARK, NJ 07508	2068	04-13638(RDD)	10/5/2004	\$1,082.97	U	Claim Was Filed After the Bar Date
ROSS, MARGARET J. 43 NURSERY RD NEW CANAAN, CT 06840	2073	04-13638(RDD)	10/15/2004	No Amount Specified	K	Claim Was Filed After the Bar Date
SZEP, FRANK J. 1419 DEWEY AVE NORTHAMPTON, PA 18067	2075	04-13638(RDD)	10/18/2004	\$2,112.99	S	Claim Was Filed After the Bar Date
TOTALS:	7			\$14,390.79		

- END OF EXHIBIT -