
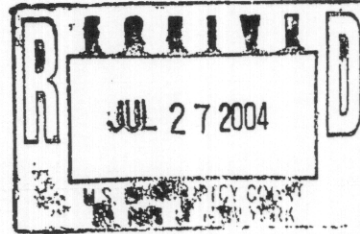


EXHIBIT D

United States Bankruptcy Court Southern District of New York		PROOF OF CLAIM
Name of Debtor RCN Corporation	Case Number 04-13638	<p>NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.</p> <p>Filed: USBC - Southern District of New York RCN Corporation, Et Al. 04-13638 (RDD) 0000000394</p>  <p style="text-align: right;">This space is for Court Use Only</p>
Name of Creditor (The person or other entity to whom the debtor owes money or property): Level 3 Communications, LLC 1025 Eldorado Blvd. Broomfield, CO 80021		
Name and address where notices should be sent: Level 3 Communications, LLC Attn: Marc Callipari 1025 Eldorado Blvd. Broomfield, CO 80021 Telephone number: 720-888-2568		
Account or other number by which creditor identifies debtor: 54787, 58272	Check here <input type="checkbox"/> replaces if this claim <input type="checkbox"/> amends a previously filed claim, dated: _____	
1. Basis for Claim <input type="checkbox"/> Goods sold <input checked="" type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other _____		
2. Date debt was incurred: 11/1/02 – 5/27/04		
3. If court judgment, date obtained:		
4. Total Amount of Claim at Time Case Filed: <u>\$ 44,752.98</u> If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below. Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.		
5. Secured Claim. Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: Real Estate <input type="checkbox"/> Motor Vehicle Other _____ Value of Collateral: \$ _____ Amount of arrearage and other charges at time case filed included in secured claim, if any \$ _____		
6. Unsecured Priority Claim. <input type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> Wages, salaries, or commissions (up to \$4,650), * earned within 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Up to \$2,100* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6). <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)-_____. *Amounts are subject to adjustment on 4/1/04 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.		
7. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. 8. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. 9. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.		This Space Is for Court Use Only 
Date: 7/26/04 Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): Marc Callipari, Attorney for Level 3 Communications, LLC		
Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.		

Account Number	Invoice Number	Invoice Date	New Charges	Finance Charge	Credit Amounts	Total Payments	Balance Due
58272	1266559	12/01/02	753.89	-	-	(753.89)	-
58272	1316237	01/01/03	2,591.51	-	-	(2,591.51)	-
58272	1367000	02/01/03	1,577.87	-	-	(1,577.87)	-
58272	1414658	03/01/03	2,200.90	-	-	(2,200.90)	-
58272	1469912	04/01/03	26,042.28	(71.02)	-	(25,971.26)	-
58272	1528684	05/01/03	36,122.28	-	-	(36,122.28)	-
58272	1590629	06/01/03	27,973.20	-	-	(27,973.20)	-
58272	1645068	07/01/03	29,209.13	-	-	(29,209.13)	-
58272	1730423	08/01/03	27,560.18	-	-	(27,560.18)	-
58272	1821142	09/01/03	28,030.44	-	-	(28,030.44)	-
58272	1907810	10/01/03	28,088.83	-	-	(28,088.83)	-
58272	1995446	11/01/03	29,211.29	-	-	(29,211.29)	-
58272	2080786	12/01/03	28,412.78	-	-	(28,412.78)	-
58272	2191996	01/01/04	28,771.01	-	-	(28,771.01)	-
58272	2291301	02/01/04	29,660.97	-	-	(29,660.97)	-
58272	2375219	03/01/04	30,025.59	-	-	(30,025.59)	-
58272	2465842	04/01/04	58,917.45	-	(16,237.26)	(44,349.66)	(1,669.47)
58272	2571499	05/01/04	62,563.57	-	(5,842.41)	(40,823.09)	15,898.07
58272	2651403	06/01/04	41,569.59	-	(36,223.00)	-	5,346.59
			519,282.76	(71.02)		(441,333.88)	19,575.19

Account Number	Invoice Number	Invoice Date	New Charges	Finance Charge	Total Adjustments	Total Payments	Balance Due
54787	1212742	11/01/02	19,210.56	-	-	(19,210.56)	-
54787	1267465	12/01/02	15,660.38	(4,983.64)	-	(10,676.74)	-
54787	1316857	01/01/03	16,266.53	(2,393.21)	-	(13,873.32)	-
54787	1366369	02/01/03	16,430.82	(59.95)	-	(16,370.87)	-
54787	1415784	03/01/03	15,340.83	(2,254.72)	-	(13,086.11)	-
54787	1470927	04/01/03	17,477.64	(2,784.92)	-	(14,692.72)	-
54787	1529731	05/01/03	19,038.80	(2,356.53)	-	(16,682.27)	-
54787	1591657	06/01/03	10,500.45	-	-	(10,500.45)	-
54787	1647676	07/01/03	5,735.46	-	-	(5,735.46)	-
54787	1732065	08/01/03	7,108.79	-	-	(7,108.79)	-
54787	1821766	09/01/03	6,557.26	-	-	(6,557.26)	-
54787	1909410	10/01/03	54,450.00	-	-	(54,450.00)	-
54787	1988839	11/01/03	61,552.70	-	-	(61,552.70)	-
54787	2082700	12/01/03	58,885.11	-	-	(58,885.11)	-
54787	2193265	01/01/04	64,404.02	-	-	(64,404.02)	-
54787	2292287	02/01/04	61,551.26	-	-	(61,551.26)	-
54787	2375795	03/01/04	54,653.31	-	-	(54,653.31)	-
54787	2465908	04/01/04	61,389.58	-	-	(61,389.58)	-
54787	2571540	05/01/04	56,610.71	-	(112.90)	(56,610.71)	(112.90)
54787	2651464	06/01/04	56,790.69	-	(700.00)	(30,800.00)	25,290.69
			679,614.90	(14,832.97)	(812.90)	(638,791.24)	25,177.79