

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:	Chapter 11
RCN CORPORATION, <u>et al.</u> ,	:	Case No. 04-13638 (RDD)
Debtors.	:	(Jointly Administered)
		AFFIDAVIT OF MAILING

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

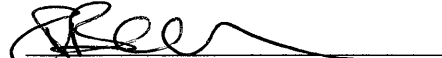
RACHEL BROWN, being duly sworn, deposes and says:

1. I am over the age of eighteen years and employed by Bankruptcy Services LLC, 757 Third Avenue, New York, New York and I am not a party to the above-captioned action.
2. On October 21, 2004, I caused to be served the following:
 - a) "Notice of Debtors' Third Omnibus Objection to Claims Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007" dated October 21, 2004, to which is attached, "Debtors' Third Omnibus Objection to Claims Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007" dated October 21, 2004, to which is also attached, "Declaration of Anthony M. Horvat in Support of Debtors' Third Omnibus Objection to Claims", dated October 21, 2004, a copy of which is attached hereto as Exhibit "A", (the "Third Omnibus Objection"),
 - b) "Notice of 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", dated October 21, 2004, to which is attached, "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", dated October 21, 2004, to which is also attached, "Declaration of Anthony M. Horvat in Support of Debtors' Fourth Omnibus Objection to Claims", dated October 21, 2004, a copy of which is attached hereto as Exhibit "B", (the "Fourth Omnibus Objection"), and
 - c) "Notice of Hearing on Debtors' Fifth Omnibus Objection to Claims Pursuant to Bankruptcy Code Sections 105(a) and 502 and Bankruptcy Rules 3001 and 3007", dated October 21, 2004, to which is attached, "Debtors' Fifth Omnibus Objection to Claims Pursuant to Bankruptcy Code Sections 105(a) and 502 and Bankruptcy Rules 3001 and 3007", dated October 21, 2004, a copy of which is attached hereto as Exhibit "C", (the "Fifth Omnibus Objection"),

by causing true and correct copies, enclosed securely in separate postage pre-paid envelopes, to be delivered by first class mail as follows:

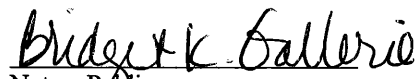
- a. the Third Omnibus Objection, Fourth Omnibus Objection, and Fifth Omnibus Objection, to those parties listed on the annexed Exhibit "D",
- b. the Third Omnibus Objection, to those parties listed on the annexed Exhibit "E",
- c. the Fourth Omnibus Objection, to those parties listed on the annexed Exhibit "F", and

- d. the Fifth Omnibus Objection, to those parties listed on the annexed Exhibit "G".


Rachel Brown

Sworn to before me this

22nd day of October, 2004


Notary Public

BRIDGET K. GALLERIE
Notary Public, State Of New York
No. 01GA6056813
Qualified In New York County
Commission Expires April 2, 20 07

EXHIBIT “A”

Hearing Date: December 2, 2004 at 10:00 a.m.
Objection Deadline: November 19, 2004 at 4:00 p.m.

KASOWITZ, BENSON, TORRES
& FRIEDMAN LLP
David S. Rosner (DR 4214)
Robert M. Novick (RN 4037)
1633 Broadway
New York, New York 10019
Telephone: (212) 506-1700
Facsimile: (212) 506-1800

SPECIAL CONFLICTS COUNSEL FOR RCN CORPORATION,
ET AL., DEBTORS AND DEBTORS-IN-POSSESSION

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

**NOTICE OF DEBTORS' THIRD OMNIBUS OBJECTION TO
CLAIMS PURSUANT TO 11 U.S.C. § 502(b) AND FED. R. BANKR. P. 3007**

PLEASE TAKE NOTICE that on October 21, 2004, RCN Corporation and certain of its direct and indirect subsidiaries, debtors and debtors-in-possession in the above captioned cases (collectively, the "Debtors"), filed the *Debtors' Third Omnibus Objection To Claims Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007* (the "Objection").

PLEASE TAKE FURTHER NOTICE that on December 2, 2004 at 10:00 a.m., the Bankruptcy Court will hold a hearing to consider granting the relief requested in the Objection (the "Hearing"). Responses to the Objection, if any, must be in writing, must conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District

of New York, and must be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) — registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties in interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF)), WordPerfect or any other Windows-based word processing format); submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge; and served upon (i) Kasowitz, Benson, Torres & Friedman LLP, special conflicts counsel to RCN Corporation, 1633 Broadway, New York, New York 10019, Attention: Robert M. Novick, Esq.; (ii) Skadden, Arps, Slate, Meagher & Flom LLP, counsel to RCN Corporation, Four Times Square, New York, NY, 10036-6522, Attention: Frederick D. Morris, Esq. and Bennett S. Silverberg, Esq.; (iii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st floor, New York, NY 10004, Attention: Paul K. Schwartzberg, Esq.; (iv) Milbank, Tweed, Hadley & McCloy LLP, counsel to the Official Committee of Unsecured Creditors, 1 Chase Manhattan Plaza, New York, NY 10005, Attention: Susheel Kirpalani, Esq. and Deirdre Ann Sullivan, Esq.; and (v) Simpson Thacher & Bartlett LLP, counsel to the agent for the prepetition credit facility, 425 Lexington Avenue, New York, NY 10017-3954, Attention: Peter V. Pantaleo, Esq., in each case so as to be received no later than 4:00 p.m. prevailing Eastern time on November 19, 2004 (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those responses made in writing and timely filed and received by the Objection Deadline will be considered by the Bankruptcy Court

at the Hearing, and that if no responses to the Objection are timely filed and served in accordance with the procedures set forth herein, the Bankruptcy Court may enter an order granting the Objection without further notice.

Dated: October 21, 2004
New York, New York

KASOWITZ, BENSON, TORRES
& FRIEDMAN LLP

/s/ Robert M. Novick
David S. Rosner (DR 4214)
Robert M. Novick (RN 4037)
1633 Broadway
New York, New York 10019
Telephone: (212) 506-1700
Facsimile: (212) 506-1800

Special Conflicts Counsel for Debtors and
Debtors-in-Possession

Hearing Date: December 2, 2004 at 10:00 a.m.
Objection Deadline: November 19, 2004 at 4:00 p.m.

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SPECIAL CONFLICTS COUNSEL FOR
DEBTORS AND DEBTORS-IN-POSSESSION

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	:	Chapter 11
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RCN CORPORATION, <u>et al.</u> ,	:	Case No. 04-13638 (RDD)
	:	
Debtors.	:	(Jointly Administered)
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**DEBTORS' THIRD OMNIBUS OBJECTION TO CLAIMS
PURSUANT TO 11 U.S.C. § 502(b) AND FED. R. BANKR. P. 3007**

RCN Corporation ("RCN") and certain of its direct and indirect subsidiaries, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby object under 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 (the "Third Omnibus Objection") to the claims set forth in Exhibits A through B annexed to the proposed order filed herewith (the "Proposed Order") and incorporated herein by reference (collectively, the "Disputed Claims"). In support of this Third Omnibus Objection, the Debtors rely upon the *Declaration of Anthony M. Horvat in Support of Debtors' Third Omnibus Objection to Claims* (the "Horvat Declaration"). The Debtors also represent as follows:

BACKGROUND

1. On May 27, 2004 (the "Petition Date"), certain of the Debtors filed voluntary petitions in this Court for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").¹ RCN Cable TV of Chicago, Inc. ("RCN-Chicago") commenced its chapter 11 case on August 5, 2004. Certain other affiliated Debtors commenced their chapter 11 cases on August 20, 2004.² The Debtors continue to manage and operate their businesses as debtors-in-possession pursuant to Bankruptcy Code sections 1107 and 1108.

2. No trustee or examiner has been appointed in these chapter 11 cases. On June 10, 2004, the United States Trustee for the Southern District of New York (the "United States Trustee") appointed the Committee of Unsecured Creditors (the "Creditors' Committee"). No other official committees have been appointed or designated in these chapter 11 cases.

3. The Court has jurisdiction over this matter under 28 U.S.C. §§ 157 and 1334. Venue is proper under 28 U.S.C. §§ 1408 and 1409. This is a core proceeding under 28 U.S.C. § 157(b)(2).

4. The statutory predicates for the relief requested herein are section 502(b) of the Bankruptcy Code and Fed. R. Bankr. P. 3007.

RELIEF REQUESTED

5. By this Third Omnibus Objection, the Debtors seek entry of an order pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007: (i) disallowing and expunging in their entirety the Disputed Claims set forth in Exhibit A to the Proposed Order on the basis that such claims

¹ RCN Corporation, TEC Air, Inc., RLH Property Corporation, RCN Finance, LLC and Hot Spots Productions, Inc. (collectively, the "Initial Debtors") commenced their chapter 11 cases on May 27, 2004.

² RCN Telecom Services of Virginia, Inc., RCN Entertainment, Inc., 21st Century Telecom Services, Inc. and ON TV, Inc. (collectively, the "Additional Debtors") commenced their chapter 11 cases on August 20, 2004.

were improperly filed in these chapter 11 cases because they represent purported claims against entities that are not Debtors in these chapter 11 cases (the "Non-Debtor Claims"), and (ii) disallowing and expunging, in whole or in part, as applicable, the Disputed Claims set forth in Exhibit B to the Proposed Order as such claims, as filed, do not represent valid liabilities of the Debtors (the "Claims Subject to Litigation and Dispute").

BASIS FOR RELIEF

6. The Debtors and their non-Debtor subsidiaries and affiliates (the "Non-Debtors") maintain books and records (the "Books and Records") in the ordinary course of business that reflect, among other things, the Debtors' and the Non-Debtors liabilities and the amounts thereof.

7. The Debtors and their advisers have reviewed the proofs of claim relating to the Disputed Claims and the Books and Records. For the reasons set forth below, the Debtors have determined that such Disputed Claims are properly the subject of an objection.

A. Non-Debtor Claims.

The claims identified on Exhibit A to the Proposed Order do not represent liabilities of the Debtors. After reviewing the Books and Records, the Debtors have concluded that it is possible that the Non-Debtor Claims represent potential liabilities of one or more Non-Debtors, but not liabilities of the Debtors. For the reasons more fully set forth in the Horvat Declaration, the Non-Debtor Claims should be disallowed and expunged.

B. Claims Subject to Litigation or Dispute.

The Claims Subject to Litigation or Dispute identified on Exhibit B, as asserted, do not represent valid liabilities of the Debtors. According to the Books and Records, such claims should be disallowed and expunged. For the reasons set forth in the Horvat Declaration, the Claims Subject to Litigation or Dispute are properly subject to the Objection.

RESPONSES TO OBJECTIONS

8. The Debtors request that all responses to this Third Omnibus Objection (each, a "Response"), if any, (a) be in writing, (b) comply with the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules, and (c) be filed with the Bankruptcy Court in accordance with the Bankruptcy Court's general order number 182 as modified by orders 193 and 206 adopting electronic filing procedures (with an additional copy to the chambers of the Honorable Robert D. Drain), together with proof of service, and served by personal service, overnight delivery, or first class mail, upon the following:

Counsel for the Debtors:

Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, New York 10036
Attention: Frederick D. Morris, Esq.
Bennett S. Silverberg, Esq.

Special Conflicts Counsel for the Debtors:

Kasowitz, Benson, Torres & Friedman LLP
1633 Broadway
New York, New York 10019
Attention: Robert M. Novick, Esq.

Counsel for the Senior Lenders:

Simpson, Thacher & Bartlett LLP
425 Lexington Avenue
New York, NY 10017-3954
Attention: Peter V. Pantaleo, Esq.
Elisha Graff, Esq.

Counsel for the Creditors' Committee:

Milbank, Tweed, Hadley & McCloy LLP
One Chase Manhattan Plaza
New York, NY 10005
Attention: Susheel Kirpalani, Esq.
Deirdre Ann Sullivan, Esq.

United States Trustee:

The Office of the United States Trustee
Southern District of New York
33 Whitehall Street
21st Floor
New York, New York 10004
Attention: Paul K. Schwartzberg, Esq.

United States Bankruptcy Court:

Chambers of The Honorable Robert D. Drain
United States Bankruptcy Court for the
Southern District of New York
Alexander Hamilton Custom House
One Bowling Green
New York, New York 10004

9. Contents Of Response. The Debtors request that at a minimum each Response must contain the following:

- (a) caption setting forth the name of the Bankruptcy Court, the name of the case, the case number, and the title of the Third Omnibus Objection;
- (b) the name of the creditor and description of the basis for the amount of the asserted claim;
- (c) a concise statement setting forth the reasons why the relief requested by the Third Omnibus Objection with respect to the Disputed Claims should not be granted by the Bankruptcy Court, including, but not limited to, the specific factual and legal bases upon which

the creditor will rely in opposing the Third Omnibus Objection;

(d) all documentation or other evidence of the claim, to the extent not included with the claim previously filed with the Bankruptcy Court, upon which the creditor will rely in opposing the Third Omnibus Objection at the hearing;

(e) the address(es) to which a reply, if any, to the Response should be sent, if different from that presented in the proof of claim; and

(f) the name, address, and telephone number of the person (which may be the creditor or his/her/its legal representative) possessing ultimate authority to reconcile, settle, or otherwise resolve the claim on behalf of the creditor.

10. If a Response is properly filed and served in accordance with the above procedures, the Debtors will endeavor to reach a consensual resolution. If no consensual resolution is reached, the Debtors request that the Bankruptcy Court conduct a hearing with respect to the Third Omnibus Objection and the Response. The Debtors have notified all parties in interest of the date for such hearing on the Third Omnibus Objection and the date by which Responses to the Third Omnibus Objection must be filed and served.

11. If a creditor whose claim is subject to this Third Omnibus Objection and who is served with the Third Omnibus Objection fails to file and serve a timely Response, the Debtors will present to the Bankruptcy Court an appropriate order with respect to the claim or interest without further notice to the creditor.

12. If a Response contains an address for the creditor different from that stated on the objected to proof of claim, the address in the Response shall control and shall constitute the service address for other future service of papers upon that creditor.

13. The Debtors expressly reserve the right to amend, modify, or supplement this Third Omnibus Objection, and to file additional objections to the claims included herein or any other claims which may be asserted against the Debtors.

FURTHER INFORMATION

14. Questions about the Third Omnibus Objection or claims, or requests for additional information about the proposed disposition of claims hereunder should be directed to the Debtors' counsel in writing at the address listed below (Attn: Robert M. Novick or by telephone at (212) 506-1700). PARTIES SHOULD NOT CONTACT THE CLERK OF THE BANKRUPTCY COURT TO DISCUSS THE MERITS OF THEIR CLAIMS.

**NOTICE AND WAIVER
OF MEMORANDUM REQUIREMENT**

15. Notice of this Third Omnibus Objection has been given to the United States Trustee, the affected claimants, and those persons who filed a notice of appearance in this case. The Debtors respectfully submit that such notice is sufficient under the circumstances and requests that the Bankruptcy Court find that no further notice of the relief requested herein is required.

16. The Debtors submit that no new or novel issue of law is presented with respect to the matters contained herein, and respectfully requests that because the relevant statutory authorities are already cited in this Third Omnibus Objection, the requirement of a separate memorandum of law under Local Bankruptcy Rule 9013-1(b) be waived.

WHEREFORE, the Debtors respectfully request that the Bankruptcy Court enter an order (i) disallowing and expunging in their entirety the Non-Debtor Claims, (ii) disallowing and expunging, in whole or in part, as applicable, the Claims Subject to Litigation and Dispute, and (iii) granting such additional relief in favor of the Debtors as the Bankruptcy Court may deem appropriate.

Dated: October 21, 2004
New York, New York

KASOWITZ, BENSON, TORRES
& FRIEDMAN LLP

/s/ Robert M. Novick
David S. Rosner (DR 4214)
Robert M. Novick (RN 4037)
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Special Conflicts Counsel for Debtors and
Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	:	Chapter 11
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RCN CORPORATION, <u>et al.</u> ,	:	Case No. 04-13638 (RDD)
	:	
Debtors.	:	(Jointly Administered)
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**DECLARATION OF ANTHONY M. HORVAT IN SUPPORT
OF DEBTORS' THIRD OMNIBUS OBJECTION TO CLAIMS**

I, Anthony M. Horvat, hereby declare that the following is true to the best of my knowledge, information and belief:

1. I am the individual designated by the Debtors with the responsibility of reconciling the proofs of claim filed in the chapter 11 cases (the "Chapter 11 Cases") of RCN Corporation and certain of its direct and indirect subsidiaries, debtors and debtors-in-possession in the above-captioned chapter 11 cases (collectively, "RCN" or the "Debtors").

2. I submit this declaration (the "Declaration") in support of *Debtors' Third Omnibus Objection Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007* (the "Third Omnibus Objection")¹ with respect to the claims identified in Exhibits A and B (the "Disputed Claims") annexed to the proposed order. I make this Declaration on the basis of my review of the Debtors' books and records (the "Books and Records") and the Proofs of Claim (as defined below) relating to the Disputed Claims, together with any supporting or related documentation.

3. To date, holders of claims (the "Claimants") have filed approximately 2,075 proofs of claim (the "Proofs of Claim") in these chapter 11 cases.

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

4. I have been personally involved in the review of each of the Proofs of Claim and the Debtors' extensive efforts in reconciling the claims asserted by Claimants with the Books and Records. In this regard, I participated in the review of the claims, identifying those claims that should potentially be allowed, disallowed, or subordinated, and reviewed the Third Omnibus Objection and the proposed order with respect to the Third Omnibus Objection. Accordingly, I am familiar with the information contained therein. During the claims reconciliation process, in the event there was uncertainty as to the legal validity of a claim, I consulted with and followed the advice of counsel.

5. Based on these efforts, the Debtors and I have determined, that:

(a) The Disputed Claims set forth in Exhibit A should be disallowed and expunged in their entirety as such claims represent claims 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

(b) The Disputed Claims set forth in Exhibit B to the proposed order should be disallowed and expunged in whole or in part, as applicable, because such claims, as filed, do not represent valid liabilities of the Debtors (the "Claims Subject to Litigation and Dispute").²

6. **Non-Debtor Claims.** The Non-Debtor Claims set forth on Exhibit A do not represent liabilities of the Debtors. Rather, after a review of the Books and Records, the Debtors have concluded that it is possible that the Non-Debtor Claims may represent potential liabilities of non-Debtor subsidiaries of RCN Corporation. For the reasons set forth herein, I believe that the Non-Debtor Claims should be disallowed and expunged and are properly the subject of the Third Omnibus Objection.

² Certain Claim Subject to Litigation and Dispute are also Non-Debtor Claims.

(a) **American Home Assurance Company (“Claim No. 744”).** Claim No. 744 asserts a general unsecured claim in the amount of \$111,269.59 in connection with litigation styled *American Home Assurance Company a/s/o Columbus Construction Company (Paul Galetta) v. Peter Rondinone, Blue Bayu Construction Corp. and RCN Cable* (Index No. 121731/03) pending in the Supreme Court of the State of New York, County of New York. Claim No. 744 was asserted in the chapter 11 case of RCN Corporation (Case No. 04-13638 (RDD)). RCN’s review of the litigation has determined that an RCN entity is named as a defendant in the litigation³ because Mr. Galetta was allegedly injured on premises under RCN’s control. The location in question, however, was operated by RCN Telecom Services, Inc., a non-Debtor subsidiary of RCN Corporation. Claim No. 744 offers no basis for holding RCN Corporation liable for the alleged liability of one of its non-debtor subsidiaries. For these reasons, I believe that (a) Claim No. 744 was improperly filed in the chapter 11 case of RCN Corporation and (b) it is appropriate to disallow and expunge such claim on the basis that it is not an obligation of any of the Debtors in these chapter 11 cases.

(b) **Bernard Hodes Group, Inc. (“Claim No. 13”).** Claim No. 13 asserts a general unsecured claim in the amount of \$3,878.98 on account of “help wanted” advertisements placed in newspapers in Pennsylvania and California. Claim No. 13 is asserted in the chapter 11 case of RCN Corporation (Case No. 04-13638 (RDD)). The Books and Records indicate that such placements were made at the request of RCN Telecom Services, Inc., a non-Debtor subsidiary of RCN Corporation. Additionally, the Books and Records indicate that the balance of Claim No. 13, due as of the Petition Date, has been paid in full by RCN Telecom Services, Inc. For these reasons, I believe that (a) Claim No. 13 was improperly filed in the chapter 11

³ “RCN Cable” is not a valid corporate name for any debtor or non-Debtor subsidiary of RCN Corporation.

case of RCN Corporation and (b) it is appropriate to disallow and expunge such claim on the basis that it (i) is not an obligation of any of the Debtors in these chapter 11 cases and (ii) has been paid in full.

(c) **Broadcast Music, Inc. (“Claim No. 393”)**. Claim No. 393 asserts a claim in the amount of \$21,290.86 on account of music license fees alleged to be due through the Petition Date. Claim No. 393 is asserted in the chapter 11 case of RCN Corporation (Case No. 04-13638 (RDD)). The Books and Records do not indicate that RCN Corporation or any Debtor conducted business with Broadcast Music, Inc. (“BMI”). RCN Telecom Services, Inc., a non-Debtor, is the sole licensee under the Cable System Local Origination Music License Agreement annexed to the proof of claim. Claim No. 393 does not provide any basis for holding RCN Corporation, which is not a party to the agreement, responsible for the alleged liabilities of a non-Debtor subsidiary. For these reasons, I believe that (a) Claim No. 393 was improperly filed in the chapter 11 case of RCN Corporation and (b) it is appropriate to disallow and expunge such claim on the basis that it is not an obligation of any of the Debtors in these chapter 11 cases.

(d) **Commonwealth Edison Company (“Claim No. 123”)**. Claim No. 123 asserts a general unsecured claim in the amount of \$569,213.18 in connection with litigation entitled *Commonwealth Edison Company v. RCN Cable Company and 21st Century Telecom Group, Inc.* (Case No. 03 L 015946) pending before the Circuit Court of Cook County, Illinois. The complaint alleges property damages resulting from the defendants’ alleged negligence while conducting repairs and construction work in Cook County, Illinois. Claim No. 123 is asserted in the chapter 11 case of RCN Corporation (Case No. 04-13638 (RDD)). The named defendants are not Debtors nor the current names of any non-Debtor subsidiary of RCN Corporation.⁴ In

⁴ 21st Century Telecom Group, Inc. is now known as RCN Telecom Services of Illinois, LLC, a non-Debtor subsidiary of RCN Corporation.

any event, none of the Debtors performed the repairs or construction which allegedly caused the damages alleged by the Commonwealth Edison Company. For this reason, I believe that (a) Claim No. 123 was improperly filed in the chapter 11 case of RCN Corporation and (b) it is appropriate to disallow and expunge such claim on the basis that it is not an obligation of any of the Debtors in these chapter 11 cases.

(e) **Iron Mountain Off-Site Data Protection (“Claim No. 1546”).** Claim No. 1546 asserts a general unsecured claim in the amount of \$1,033.22 on account of data backup services. Claim No. 1546 is asserted in the chapter 11 case of RCN Corporation (Case No. 04-13638 (RDD)). The invoices attached to the proof of claim for Claim No. 1546 relate to data backup services for RCN’s purported operations in New York. However, RCN Corporation does not conduct any operations in New York, nor does it have any business relationship with Iron Mountain Off-Site Data Protection (“Iron Mountain”). The Books and Records indicate that RCN Telecom Services, Inc., a non-debtor subsidiary of RCN Corporation, conducted business with Iron Mountain. For these reasons, I believe that (a) Claim No. 1546 was improperly filed in the chapter 11 case of RCN Corporation and (b) it is appropriate to disallow and expunge such claim on the basis that it is not an obligation of any of the Debtors in these chapter 11 cases.

(f) **Nortel Networks, Inc. (“Claim No. 696”).** Claim No. 696 asserts a claim in the amount of \$43,552.56 on account of invoices for telecommunications services. Claim No. 696 is asserted in the chapter 11 case of RCN Corporation (Case No. 04-13638 (RDD)). The Books and Records do not indicate that RCN Corporation or any other Debtor conducted business with Nortel Networks, Inc. (“Nortel”). To the best of my knowledge, information and belief, the invoices underlying Claim No. 1035 relate to services rendered by Nortel to RCN Telecom Services, Inc., a non-debtor subsidiary of RCN Corporation. For these reasons, I

believe that (a) Claim No. 696 was improperly filed in the chapter 11 case of RCN Corporation and (b) it is appropriate to disallow and expunge such claim on the basis that it is not an obligation of any of the Debtors in these chapter 11 cases.

(g) **SBC Ameritech (“Claim No. 1035”).** Claim No. 1035 asserts a general unsecured claim in the amount of \$47,785.67 on account of telecommunications services. Claim No. 1035 is asserted in the chapter 11 case of RCN Corporation (Case No. 04-13638 (RDD)). The Books and Records do not indicate that RCN Corporation or any other Debtor conducted business with SBC Ameritech. To the best of my knowledge, information and belief, the invoices underlying Claim No. 1035 relate to services rendered by SBC Ameritech to non-Debtor subsidiaries of RCN Corporation. For these reasons, I believe that (a) Claim No. 1035 was improperly filed in the chapter 11 case of RCN Corporation and (b) it is appropriate to disallow and expunge such claim on the basis that it is not an obligation of any of the Debtors in these chapter 11 cases.

(h) **SBC Communications (“Claim No. 5”).** Claim No. 5 asserts a general unsecured claim in the amount of \$51,341.61 on account of telecommunications services. Claim No. 5 is asserted in the chapter 11 case of RCN Corporation (Case No. 04-13638 (RDD)). The Books and Records do not indicate that RCN Corporation or any Debtor conducted business with SBC Communications. To the best of my knowledge, information and belief, the invoices underlying Claim No. 5 relate to services rendered by SBC Communications to non-Debtor subsidiaries of RCN Corporation. Moreover, according to the Books and Records, all of the invoices on account of Claim No. 5 have been paid by the appropriate non-debtor subsidiary. For these reasons, I believe that (a) Claim No. 5 was improperly filed in the chapter 11 case of

RCN Corporation and (b) it is appropriate to disallow and expunge such claim on the basis that it is not an obligation of any of the Debtors I these chapter 11 cases and that it has been paid in full.

(i) **Operating Telephone Company Subsidiaries of Verizon (Claim Nos. 1271, 2055, 2056, 2057 and 2058; collectively the “Verizon Claims”).** The Verizon Claims assert general unsecured claims in the aggregate amount of \$30,431,342.12 for “Accounts from the Wholesale Organization of the Operating Telephone Company Subsidiaries of Verizon Communications Inc. [the “Verizon Subs”]” against five Debtors, as separately set forth on Exhibit A. The Verizon Subs concede in four of the proofs of claim relating to the Verizon Claims that ambiguities in their books and records do not permit the Verizon Subs to determine which RCN entity may be liable for the alleged claim. The Books and Records do not indicate that any Debtor is liable for any of the Verizon Claims. To the best of my knowledge, information and belief, the invoices underlying Claim Nos. 2055, 2056, 2057 and 2058 relate to services rendered by the Verizon Subs to non-Debtor subsidiaries of RCN Corporation. With respect to Claim No. 1271, asserted in the amount of \$114,177.72, the proof of claim purporting to evidence such claim fails to provide a sufficient description of the basis for said claim for the Debtors to identify any corresponding services that may have been rendered to any entity. However, to the extent such services may have been rendered, I believe they would have been rendered to non-Debtor subsidiaries of RCN on the basis of (i) the historical business relationships with the Verizon Subs and (ii) that the Books and Records do not indicate that any of the Debtors are liable to the Verizon Subs for Claim No. 1271, or any of the Verizon Claims. Accordingly, I believe that the Verizon Claims should be disallowed and expunged in their entirety.

7. **Claims Subject to Litigation or Dispute.** The Claims Subject to Litigation or Dispute, as asserted, do not represent valid liabilities of the Debtors. By the Third Omnibus Objection, such claims should be disallowed and expunged. For the reasons set forth herein, the Claims Subject to Litigation or Dispute are properly subject to the Third Omnibus Objection.

(a) **Dell, Inc. (“Claim No. 1”).** Claim No. 1 asserts an unsecured claim in the amount of \$3,566.92 on account of goods sold to the Debtor prior to the Petition Date. The Books and Records indicate that Dell sent duplicative invoices to the Debtors (invoice # 590801982 and invoice # 607524643) for a single purchase (purchase order number # 96390). All goods delivered pursuant to the duplicative invoice were returned to Dell, Inc. The remaining balance of \$3,128.02 relates to invoice #755804615 and was paid in full by check #194759, which was honored on June 21, 2004. For these reasons, Claim No. 1 should be disallowed and expunged.

(b) **Bernard Hodes Group, Inc. (“Claim No. 13”).** Claim No. 13 asserts a general unsecured claim in the amount of \$3,878.98 on account of “help wanted” advertisements placed in newspapers in Pennsylvania and California. As set forth in paragraph 6(b) above, in addition to being a non-Debtor Claim, the Books and Records indicate that the balance of Claim No. 13 due as of the Petition Date was paid in full by RCN Telecom Services, Inc.

(c) **Operating Telephone Company Subsidiaries of Verizon (“Claim No. 1271”).** Claim No. 1271 asserts a general unsecured claim in the amount of \$114,177.72 “services rendered.” As set forth in paragraph 6(i) above, the Books and Records indicate that the Verizon Claims are non-Debtor Claims. Additionally, with respect to Claim No. 1271, the proof of claim purporting to evidence Claim No. 1271 contains insufficient information about Claim 1271 for the Debtors to understand whether there exists a valid basis for such claim or to

determine whether the alleged claim is reflected in the Books and Records. Because the Debtors have been unable to determine from the proof of claim that it evidences any liability reflected in the Books and Records, I believe that Claim No. 1271 should be disallowed and expunged. However, as set forth above, in the event Claim No. 1271 does represent a potential liability, it should nonetheless be expunged and disallowed as a Non-Debtor Claim.

CONCLUSION

8. I believe that each of the Disputed Claims are appropriately the subject of an objection by the Debtors. Accordingly, I believe that the Debtors should be granted the relief requested in the Third Omnibus Objection with respect to the Disputed Claims.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 21st day of October 2004.

/s/ Anthony M. Horvat
ANTHONY M. HORVAT

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

**ORDER WITH RESPECT TO DEBTORS' THIRD
OMNIBUS OBJECTION TO CLAIMS PURSUANT TO 11 U.S.C. § 502(b)
AND FED. R. BANKR. P. 3007**

Upon the Debtors' *Third Omnibus Objection to Claims Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007* (the "Third 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 Third Omnibus Objection having been given; and no other or further notice being necessary; and the Court having considered the Third Omnibus Objection, the claims listed on Exhibits A and B attached hereto, and the responses, if any, to the Third Omnibus Objection; and the responses, if any, to the Third Omnibus Objection in respect of the claims addressed herein having been resolved or overruled; and after due deliberation thereon; and good cause appearing therefore; it is hereby

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

FOUND THAT:

- A. Each holder of a Disputed Claim was properly and timely served with a copy of the Third Omnibus Objection and accompanying exhibits, and the notice of the response deadline thereto; and
- B. The Third Omnibus Objection is a core proceeding under 28 U.S.C. § 157(b)(2); and
- C. The Disputed Claims set forth in Exhibit A represent claims 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 represent claims that are not valid liabilities of the Debtors (the "Claims Subject to Litigation and Dispute"); and
- E. The relief requested in the Third 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 Claims subject to Litigation and Dispute listed on Exhibit B attached hereto are disallowed and expunged in whole or in part, as appropriate.
- 3. The Bankruptcy Court shall retain jurisdiction over the Debtors and the holders of claims subject to the Third Omnibus Objection with respect to any matters relating to or arising from the Third Omnibus Objection or the implementation of this Order.
- 4. Each claim and the objections by the Debtors to each claim as addressed in the Third 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.

5. 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 Third Omnibus Objection.

Dated: New York, New York
December ____, 2004

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

RCN CORPORATION, ET AL.,

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

Non-Debtor Claims

Exhibit A - 3rd Omnibus Objection

Name and Address of Claimant	Claim Number	Case Number	Date Claim Filed	Total Claim Amount*	Claim Priority Status	Basis for Objection
AMERICAN HOME ASSURANCE COMPANY (PAUL GALLETTA) O'BRIEN & HENNESSY 535 FIFTH AVENUE, SUITE 911 NEW YORK, NY 10017	744	04-13638(RDD)	8/5/2004	\$111,269.59	U	Refers To An Entity That Is Not A Debtor In These Chapter 11 Cases
BERNARD HODES GROUP INC. 220 E 42ND ST NEW YORK, NY 10017	13	04-13638(RDD)	7/7/2004	\$3,875.98	U	Refers To An Entity That Is Not A Debtor In These Chapter 11 Cases
BROADCAST MUSIC, INC JUDITH M. SAFFER, ESQ. 320 WEST 57TH STREET NEW YORK, NY 10019-3790	393	04-13638(RDD)	7/28/2004	\$21,290.86	U	Refers To An Entity That Is Not A Debtor In These Chapter 11 Cases
COMMONWEALTH EDISON COMPANY QUERRY & HOLLOW, LTD. 175 WEST JACKSON BLVD. CHICAGO, IL 60604	123	04-13638(RDD)	7/22/2004	\$569,213.18	U	Refers To An Entity That Is Not A Debtor In These Chapter 11 Cases
IRON MOUNTAIN OFF-SITE DATA PROTECTION C/O D&B RMS BANKRUPTCY RECOVERY SERVICES P.O. BOX 5126 TIMONUM, MD 21094	1546	04-13638(RDD)	8/13/2004	\$1,033.22	U	Refers To An Entity That Is Not A Debtor In These Chapter 11 Cases
NORTEL NETWORKS INC. ERIC STATMAN LOVEELS 900 THIRD AVENUE, 16TH FL. NEW YORK, NY 10022	696	04-13638(RDD)	7/28/2004	\$43,552.56	U	Refers To An Entity That Is Not A Debtor In These Chapter 11 Cases
OPERATING TELEPHONE COMPANY SUBSIDIARIES OF VERIZON COMMUNICATIONS, INC. DARRYL S. LADDIN/FRANK N. WHITE, ESQS. 2800 1 ATLANTIC CTR, 1201 W. PEACHTREE ATLANTA, GA 30309	1271	04-13638(RDD)	8/10/2004	\$114,177.72	U	Refers To An Entity That Is Not A Debtor In These Chapter 11 Cases
OPERATING TELEPHONE COMPANY SUBSIDIARIES OF VERIZON COMMUNICATIONS, INC. DARRYL S. LADDIN/FRANK N. WHITE, ESQS. 171 17TH STREET NW, SUITE 2100 ATLANTA, GA 30363-1031	2055	04-15506(RDD)	9/29/2004	\$7,579,291.10	U	Refers To An Entity That Is Not A Debtor In These Chapter 11 Cases
OPERATING TELEPHONE COMPANY SUBSIDIARIES OF VERIZON COMMUNICATIONS, INC. DARRYL S. LADDIN/FRANK N. WHITE, ESQS. 171 17TH STREET NW, SUITE 2100 ATLANTA, GA 30363-1031	2056	04-15507(RDD)	9/29/2004	\$7,579,291.10	U	Refers To An Entity That Is Not A Debtor In These Chapter 11 Cases

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.

RCN CORPORATION, ET AL.,

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

Non-Debtor Claims

Exhibit A - 3rd Omnibus Objection

Name and Address of Claimant	Claim Number	Case Number	Date Claim Filed	Total Claim Amount*	Claim Priority Status	Basis for Objection
OPERATING TELEPHONE COMPANY SUBSIDIARIES OF VERIZON COMMUNICATIONS, INC. DARRYL S. LADDIN/FRANK N. WHITE, ESQS. 171 17TH STREET NW, SUITE 2100 ATLANTA, GA 30363-1031	2057	04-15505(RDD)	9/29/2004	\$7,579,291.10	U	Refers To An Entity That Is Not A Debtor In These Chapter 11 Cases
OPERATING TELEPHONE COMPANY SUBSIDIARIES OF VERIZON COMMUNICATIONS, INC. DARRYL S. LADDIN/FRANK N. WHITE, ESQS. 171 17TH STREET NW, SUITE 2100 ATLANTA, GA 30363-1031	2058	04-15508(RDD)	9/29/2004	\$7,613,895.08	U	Refers To An Entity That Is Not A Debtor In These Chapter 11 Cases
SBC AMERITECH SBC MIDWEST BANKRUPTCY GROUP PO BOX 981268 WEST SACRAMENTO, CA 95798	1035	04-13638(RDD)	8/9/2004	\$47,785.67	U	Refers To An Entity That Is Not A Debtor In These Chapter 11 Cases
SBC COMMUNICATIONS SOUTHWESTERN BELL PO BOX 981268 WEST SACRAMENTO, CA 95798	5	04-13638(RDD)	6/24/2004	\$51,341.61	U	Refers To An Entity That Is Not A Debtor In These Chapter 11 Cases
TOTALS:	13			\$31,315,308.77		

- 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 B

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

Claims Subject to Litigation or Dispute
Exhibit B - 3rd Omnibus Objection

Name and Address of Claimant	Claim Number	Case Number	Date Claim Filed	Total Claim Amount*	Remaining Claim Amount	Basis for Objection	
BERNARD HODES GROUP INC. 220 E 42ND ST NEW YORK, NY 10017	13	04-13638(RDD)	7/7/2004	\$3,875.98	U	U	Claim Subject to Litigation or Dispute
DELL, INC. ATTN: MICHAEL KELLER ONE DELL WAY BLDG. 1, MS 8052 ROUND ROCK, TX 78682	1	04-13638(RDD)	6/8/2004	\$3,566.92	U	U	Claim Subject to Litigation or Dispute
OPERATING TELEPHONE COMPANY SUBSIDIARIES OF VERIZON COMMUNICATIONS, INC. DARRYL S. LADDIN/FRANK N. WHITE, ESQS. 2800 1 ATLANTIC CTR. 1201 W. PEACHTREE ATLANTA, GA 30309	1271	04-13638(RDD)	8/10/2004	\$114,177.72	U	U	Claim Subject to Litigation or Dispute
TOTALS:	3			\$121,620.62			

- END OF EXHIBIT -

EXHIBIT “B”

Hearing Date: December 2, 2004 at 10:00 a.m.
Response Deadline: November 19, 2004 at 4:00 p.m.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York 10036-6522
(212) 735-3000
D. J. Baker (DB 0085)
(Member of the Firm)
Frederick D. Morris (FM 6564)

Attorneys for RCN Corporation, et al.,
Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

**NOTICE OF 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**

PLEASE TAKE NOTICE that on October 21, 2004, RCN Corpora-
tion and certain of its direct and indirect subsidiaries, debtors and debtors-in-posses-
sion in the above captioned cases (collectively, the "Debtors"), filed 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 "Objection").

PLEASE TAKE FURTHER NOTICE that on **December 2, 2004 at 10:00 a.m.**, the Bankruptcy Court will hold a hearing to consider granting the relief requested in the Objection (the "Hearing"). Responses to the Objection, if any, must be in writing, must conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, and must be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties in interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF)), WordPerfect or any other Windows-based word processing format); submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge; and served upon (i) Skadden, Arps, Slate, Meagher & Flom LLP, counsel to the Debtors, Four Times Square, New York, NY, 10036-6522, Attention: Frederick D. Morris, Esq. and Bennett S. Silverberg, Esq.; (ii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st floor, New York, NY 10004, Attention: Paul K. Schwartzberg, Esq.; (iii) Milbank, Tweed, Hadley & McCloy LLP, counsel to the Official Committee of Unsecured Creditors, 1 Chase Manhattan Plaza, New York, NY 10005, Attention: Susheel Kirpalani, Esq. and Deirdre Ann Sullivan, Esq.; and (iv) Simpson Thacher & Bartlett LLP, counsel to the agent for the prepetition credit facility, 425 Lexington Avenue, New York, NY 10017-3954, Attention: Peter V.

Pantaleo, Esq., in each case so as to be **received no later than 4:00 p.m. Eastern time on November 19, 2004** (the "Objection Deadline").

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

Dated: New York, New York
October 21, 2004

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

/s/ D. J. Baker

D. J. Baker (DB 0085)
(Member of the Firm)
Frederick D. Morris (FM 6564)
Four Times Square
New York, New York 10036-6522
(212) 735-3000

Attorneys for Debtors and
Debtors-in-Possession

Hearing Date: December 2, 2004 at 10:00 a.m.
Response Deadline: November 19, 2004 at 4:00 p.m.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York 10036-6522
(212) 735-3000
D. J. Baker (DB 0085)
(Member of the Firm)
Frederick D. Morris (FM 6564)

Attorneys for RCN Corporation, et al.,
Debtors and Debtors-in-Possession

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

**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**

RCN Corporation ("RCN") and certain of its direct and indirect subsidiaries, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby object under 11 U.S.C. §§ 502(b) and 510(b) and Fed. R. Bankr. P. 3003 and 3007 (the "Objection") to the claims set forth in Exhibits A through E annexed to the proposed order and incorporated herein by reference

(collectively, the "Disputed Claims"). In support of this Objection, the Debtors rely on the Declaration of Anthony M. Horvat in Support of Debtors' Fourth Omnibus Objection to Claims (the "Horvat Declaration"). The Debtors also represent as follows:

BACKGROUND

1. On May 27, 2004 (the "Petition Date"), certain of the Debtors filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, as amended (the "Bankruptcy Code").¹ RCN Cable TV of Chicago, Inc. ("RCN-Chicago") commenced its chapter 11 case on August 5, 2004. Certain other affiliated Debtors commenced their chapter 11 cases on August 20, 2004.²

2. The Debtors continue to manage and operate their businesses as debtors-in-possession pursuant to Bankruptcy Code sections 1107 and 1108.

3. No trustee or examiner has been appointed in these chapter 11 cases. On June 10, 2004, the Committee of Unsecured Creditors (the "Creditors' Committee") was appointed by the United States Trustee for the Southern District of

¹ RCN Corporation, TEC Air, Inc., RLH Property Corporation, RCN Finance, LLC and Hot Spots Productions, Inc. (collectively, the "Initial Debtors") commenced their chapter 11 cases on May 27, 2004.

² RCN Telecom Services of Virginia, Inc., RCN Entertainment, Inc., 21st Century Telecom Services, Inc. and ON TV, Inc. (collectively, the "Additional Debtors") commenced their chapter 11 cases on August 20, 2004.

New York (the "United States Trustee"). No other official committees have been appointed or designated in these chapter 11 cases.

4. The Court has jurisdiction over this matter under 28 U.S.C. §§ 157 and 1334. Venue is proper under 28 U.S.C. §§ 1408 and 1409. This is a core proceeding under 28 U.S.C. § 157(b)(2).

5. The statutory predicates for the relief requested herein are sections 502(b) and 510(b) of the Bankruptcy Code, and Fed. R. Bankr. P. 3003 and 3007.

RELIEF REQUESTED

6. By this Objection, the Debtors seek entry of an order under 11 U.S.C. §§ 502(b) and 510(b), and Fed. R. Bankr. P. 3003 and 3007 (i) disallowing and expunging in their entirety the Disputed Claims set forth in Exhibit A to the proposed order as such claims represent claims 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"), (ii) disallowing and expunging in their entirety the Disputed Claims set forth in Exhibit B to the proposed order as such claims represent proofs of interest of RCN's common stock and are not valid claims in the Debtors' chapter 11 cases (the "Equity Interests"), (iii) disallowing and expunging the Disputed Claims set forth in Exhibit C to the proposed order to the extent such claims represent Equity Interests and subordinating such claims pari

passu with the interests of holders of RCN's common stock to the extent such claims assert Securities Claims; (iv) disallowing and expunging in its entirety the Disputed Claim set forth in Exhibit D to the proposed order as such claim 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 (v) disallowing and expunging in their entirety the Disputed Claims set forth in Exhibit E to the proposed order as such claims were filed after the applicable bar date (the "Late Filed Claims").

BASIS FOR RELIEF

7. The Debtors and their non-Debtor subsidiaries and affiliates maintain, in the ordinary course of business, books and records (the "Books and Records"), that reflect, among other things, the Debtors' and their non-Debtor subsidiaries' liabilities and the amounts thereof owed to their creditors.

8. The Debtors and their advisors have reviewed the proofs of claim relating to the Disputed Claims and the Books and Records. For the reasons set forth below, the Debtors have determined that such Disputed Claims are properly the subject of an objection.

Claims Subject To Objection

A. Non-Debtor Claims.

9. The claims identified on Exhibit A to the proposed order do not represent liabilities of the Debtors. After a review of the Books and Records, the Debtors have concluded that it is possible that the Non-Debtor Claims represent potential liabilities of non-Debtor subsidiaries of RCN Corporation or unrelated entities. For the reasons set forth in the Horvat Declaration, the Non-Debtor Claims should be disallowed and expunged in their entirety and are properly the subject of the Objection.

B. Equity Interests To Be Disallowed.

10. The Equity Interests identified on Exhibit B to the proposed order are claims that are based solely on a claimant's ownership interest in, or possession of, any of the common stock of RCN. As such, the Equity Interests do not constitute "claims" within the meaning of section 101(5) of the Bankruptcy Code. For this reason, the Equity Interests should be disallowed and expunged in their entirety and are properly the subject of the Objection.

C. Claims Representing Both Equity Interests To Be Disallowed and Securities Claims To Be Subordinated

11. The Claims listed on Exhibit C to the proposed order represent both Equity Interests and Securities Claims. Accordingly, the Debtors object to such Disputed Claims and seek an order disallowing and expunging such Disputed Claims

to the extent such Disputed Claims represent Equity Interests and subordinating such Disputed Claims pari passu with the interests of holders of RCN's common stock to the extent such Disputed Claims assert Securities Claims.

D. Insufficient Documentation Claim To Be Disallowed.

12. The Insufficient Documentation Claim identified on Exhibit D to the proposed order is a claim against the Debtors for which the Debtors' Books and Records do not indicate any corresponding liability. Additionally, the Insufficient Documentation Claim does not provide sufficient information for the Debtors to determine the basis for the claimant's claim. Accordingly, such Disputed Claim should be disallowed and expunged in its entirety and is properly the subject of the Objection.

E Late Filed Claims.

13. The Late Filed Claims identified on Exhibit E are claims which were filed after the applicable bar date for filing claims in these chapter 11 cases. Pursuant to an order dated June 22, 2004, the Bankruptcy Court granted the Initial Debtors' request to establish August 11, 2004 as the deadline for any person or entity (other than governmental units) to file a proof of claim against the Initial Debtors. Pursuant to an order dated August 26, 2004, the Bankruptcy Court granted the Debtors' request to establish October 1, 2004 as the deadline for any person or entity (other than governmental units) to file a proof of claim against RCN-Chicago

or any of the Additional Debtors. Accordingly, such Late Filed Claims should be disallowed and expunged in their entirety and are properly the subject of the Objection.

Responses To Objections

14. The Debtors request that all responses to this Objection (each, a "Response"), if any, (a) be in writing, (b) comply with the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules, and (c) be filed with the Bankruptcy Court in accordance with the Bankruptcy Court's general order number 182 as modified by orders 193 and 206 adopting electronic filing procedures (with an additional copy to the chambers of the Honorable Robert D. Drain), together with proof of service, and served by personal service, overnight delivery, or first class mail, upon the following:

Counsel for the Debtors:

Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, New York 10036
Attention: Frederick D. Morris, Esq.
Bennett S. Silverberg, Esq.

Counsel for the Senior Lenders:

Simpson, Thacher & Bartlett LLP
425 Lexington Avenue
New York, NY 10017-3954
Attention: Peter V. Pantaleo, Esq.
Elisha Graff, Esq.

Counsel for the Creditors' Committee:

Milbank, Tweed, Hadley & McCloy LLP
One Chase Manhattan Plaza
New York, NY 10005
Attention: Susheel Kirpalani, Esq.
Deirdre Ann Sullivan, Esq.

United States Trustee:

The Office of the United States Trustee
Southern District of New York
33 Whitehall Street
21st Floor
New York, New York 10004
Attention: Paul K. Schwartzberg, Esq.

United States Bankruptcy Court:

United States Bankruptcy Court for the
Southern District of New York
Alexander Hamilton Custom House
One Bowling Green
New York, New York 10004
Attention: Chambers of The Honorable Robert D. Drain

15. **Contents Of Response.** The Debtors request that at a minimum each Response must contain the following:

- (a) a caption setting forth the name of the Bankruptcy Court, the name of the case, the case number, and the title of the Objection;
- (b) the name of the creditor and description of the basis for the amount of the asserted claim;
- (c) a concise statement setting forth the reasons why the relief requested by the Objection with respect to the Disputed Claims should not be granted by the Bank-

ruptcy Court, including, but not limited to, the specific factual and legal bases upon which the creditor will rely in opposing the Objection;

- (d) all documentation or other evidence of the claim, to the extent not included with the claim previously filed with the Bankruptcy Court, upon which the creditor will rely in opposing the Objection at the hearing;
- (e) the address(es) to which a reply, if any, to the Response should be sent, if different from that presented in the proof of claim; and
- (f) the name, address, and telephone number of the person (which may be the creditor or his/her/its legal representative) possessing ultimate authority to reconcile, settle, or otherwise resolve the claim on behalf of the creditor.

16. If a Response is properly filed and served in accordance with the above procedures, the Debtors will endeavor to reach a consensual resolution. If no consensual resolution is reached, the Debtors request that the Bankruptcy Court conduct a hearing with respect to the Objection and the Response. The Debtors have notified all parties in interest of the date for such hearing on the Objection and the date by which Responses to the Objection must be filed and served.

17. If a creditor whose claim is subject to this Objection and who is served with the Objection fails to file and serve a timely Response, the Debtors will present to the Bankruptcy Court an appropriate order with respect to the claim or interest **without further notice to the creditor.**

18. If a Response contains an address for the creditor different from that stated on the objected to proof of claim, the address in the Response shall control and shall constitute the service address for other future service of papers upon that creditor.

19. The Debtors expressly reserve the right to amend, modify, or supplement this Objection, and to file additional objections to the claims included herein or any other claims which may be asserted against the Debtors.

Further Information

20. Questions about the Objection or claims, or requests for additional information about the proposed disposition of claims hereunder, should be directed to the Debtors' counsel in writing at the address listed below (Attn: Bennett S. Silverberg, Esq. or by telephone at (212) 735-3000). **PARTIES SHOULD NOT CONTACT THE CLERK OF THE BANKRUPTCY COURT TO DISCUSS THE MERITS OF THEIR CLAIMS.**

Notice And Waiver Of Memorandum Requirement

21. Notice of this Objection has been given to the United States Trustee, the affected claimants, and those persons who filed a notice of appearance in these chapter 11 cases. The Debtors respectfully submit that such notice is sufficient under the circumstances and requests that the Bankruptcy Court find that no further notice of the relief requested herein is required.

22. The Debtors submit that no new or novel issue of law is presented with respect to the matters contained herein, and respectfully requests that because the relevant statutory authorities are already cited in this Objection, the requirement of a separate memorandum of law under Local Bankruptcy Rule 9013-1(b) be waived.

WHEREFORE, the Debtors respectfully request that the Bankruptcy Court enter an order (i) disallowing and expunging in their entirety the Non-Debtor Claims, (ii) disallowing and expunging in their entirety the Equity Interests, (iii) disallowing and expunging the claims listed in Exhibit C to the extent such claims represent Equity Interests and subordinating such claims pari passu with the interests of holders of RCN's common stock to the extent such claims represent Securities

Claims, (iv) disallowing and expunging in its entirety the Insufficient Documentation Claim; (v) disallowing and expunging in their entirety the Late Filed Claims; and (vi) granting the Debtors such other and further relief as is just.

Dated: New York, New York
October 21, 2004

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

/s/ D. J. Baker
D. J. Baker (DB 0085)
(Member of the Firm)
Frederick D. Morris (FM 6564)
Four Times Square
New York, New York 10036-6522
(212) 735-3000

Attorneys for Debtors and
Debtors-in-Possession

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

**DECLARATION OF ANTHONY M. HORVAT IN SUPPORT OF
DEBTORS' FOURTH OMNIBUS OBJECTION TO CLAIMS**

I, Anthony M. Horvat, hereby declare that the following is true to the best of my knowledge, information and belief:

1. I am the individual designated by the Debtors with the responsibility of reconciling the proofs of claim filed in the chapter 11 cases of RCN Corporation and certain of its direct and indirect subsidiaries, debtors and debtors-in-possession in the above-captioned chapter 11 cases (collectively, "RCN" or the "Debtors").

2. I submit this declaration (the "Declaration") in support of 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 "Objection")¹ with respect to the claims identified in Exhibits A through E (the "Disputed Claims") annexed to the proposed order. I make this Declaration on the basis of my review of the Books and

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

Records and the Proofs of Claim (as defined below) relating to the Disputed Claims, together with any supporting or related documentation.

3. To date, holders of claims (the "Claimants") have filed approximately 2,075 proofs of claim (the "Proofs of Claim") in these chapter 11 cases.

4. I have been personally involved in the review of each of the Proofs of Claim and the Debtors' extensive efforts in reconciling the claims asserted by Claimants with the Books and Records. In this regard, I (a) participated in the review of the claims, identifying those claims that potentially should be allowed, disallowed, or subordinated and (b) read the Objection and the proposed order with respect to the Objection. Accordingly, I am familiar with the information contained therein. During the claims reconciliation process, in the event there was uncertainty as to the legal validity of a claim, I consulted with, and followed the advice of, counsel.

5. Based on these efforts, the Debtors and I have determined that:

(a) the Disputed Claims set forth in Exhibit A should be disallowed and expunged in their entirety as such claims represent claims 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");

(b) the Disputed Claims set forth in Exhibit B should be disallowed and expunged in their entirety as such claims represent proofs of interest

of RCN's common stock and are not valid claims in the Debtors' chapter 11 cases (the "Equity Interests");

(c) the Disputed Claims set forth in Exhibit C to the proposed order should be disallowed and expunged to the extent such claims represent Equity Interests and subordinated pari passu with the interests of holders of RCN's common stock to the extent such claims represent Securities Claims;

(d) the Disputed Claim set forth in Exhibit D to the proposed order is a claim that should be disallowed and expunged in its entirety as such claim 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

(e) the Disputed Claims set forth in Exhibit E to the proposed order are claims that should be disallowed and expunged in their entirety as such claims were filed after the applicable bar date (the "Late Filed Claims").

6. **Non-Debtor Claims.** The Non-Debtor Claims set forth on Exhibit A to the proposed order do not represent liabilities of the Debtors. Rather, after a review of the Books and Records, the Debtors have concluded that it is possible that the Non-Debtor Claims may represent potential liabilities of non-Debtor subsidiaries of RCN Corporation. For the reasons set forth herein, I believe that the Non-Debtor Claims should be disallowed and expunged in their entirety and are properly the subject of the Objection.

(a) **828 S. Wabash, LLC ("Claim No. 2071").** Claim No. 2071 asserts a general unsecured priority claim for an unliquidated amount on account of a real property lease in Chicago, Illinois. Claim No. 2071 is asserted in the chapter 11 case of RCN Corporation (Case No. 04-13638 (RDD)). The lease attached to the proof of claim indicates that the lease is between RCN Telecom Services of Illinois, LLC, a non-Debtor subsidiary of RCN Corporation, and 828 S. Wabash, LLC ("Wabash"). Wabash has provided no basis for holding RCN Corporation or any of the Debtors responsible for potential claims against a non-Debtor subsidiary of RCN Corporation. For these reasons, I believe that (a) Claim No. 2071 was improperly filed in the chapter 11 case of RCN Corporation and (b) it is appropriate to disallow and expunge such claim in its entirety on the basis that it is not an obligation of any of the Debtors in these chapter 11 cases.

(b) **CSG Systems, Inc. ("Claim No. 2059" and "Claim No. 2060").** Claim Nos. 2059 and 2060 each assert a general unsecured, non-priority claim in the amount of \$31,304.67. Claim No. 2059 was asserted in the chapter 11 case of RCN Cable TV of Chicago, Inc. (Case No. 04-15120 (RDD)), and Claim No. 2060 was asserted in the chapter 11 case of 21st Century Telecom Services, Inc. (Case No. 04-15507 (RDD)). The Books and Records do not indicate that RCN Cable TV of Chicago, Inc., 21st Century Telecom Services, Inc. or any of the Debtors in the chapter 11 cases conducted business with CSG Systems, Inc. ("CSG"). Furthermore, the invoices underlying the Claim Nos. 2059 and 2060 relate to services rendered by CSG to RCN Telecom Services of Illinois, LLC, a non-

Debtor subsidiary, pursuant to an agreement between CSG and 21st Century Cable TV, Inc.² CSG has provided no basis in its proofs of claim for holding RCN Corporation or any of the Debtors in these chapter 11 cases responsible for its potential claims against a non-Debtor subsidiary. For these reasons, I believe that (a) Claim Nos. 2059 and 2060 were improperly filed in the chapter 11 cases of the Debtors and (b) it is appropriate to disallow and expunge such claims in their entirety on the basis that they are not obligations of any of the Debtors in these chapter 11 cases.

7. **Equity Interests To Be Disallowed.** The claims listed in Exhibit B to the proposed order are claims that are based solely on a claimant's ownership interest in, or possession of, any of the common stock of RCN. As such, the Equity Interests do not constitute "claims" within the meaning of section 101(5) of the Bankruptcy Code. For this reason, I believe the Equity Interests should be disallowed and expunged in their entirety and are properly the subject of the Objection.

8. **Claims Representing Both Equity Interests To Be Disallowed And Securities Claims To Be Subordinated.** The Claims listed on Exhibit C to the proposed order represent both Equity Interests and Securities Claims. Accordingly, I believe that such Disputed Claims should be disallowed and expunged to the extent such Disputed Claims represent Equity Interests and subordinated pari passu with the interests of holders of RCN's common stock to the extent

² 21st Century Cable TV, Inc. is now known as RCN Telecom Services of Illinois, LLC.

such Disputed Claims assert Securities Claims. I further believe that such Disputed Claims are properly the subject of the Objection.

9. **Insufficient Documentation Claim To Be Disallowed.** The Insufficient Documentation Claim listed on Exhibit D to the proposed order is a claim against the Debtors for which the Debtors' Books and Records do not indicate any corresponding liability. Additionally, the Insufficient Documentation Claim does not provide sufficient information for the Debtors to determine the basis for the claimant's claim. Accordingly, I believe that such Disputed Claim should be disallowed and expunged and is properly the subject of the Objection.

10. **Late Filed Claims.** The Late Filed Claims listed on Exhibit E to the proposed order are claims which were filed after the applicable bar date for filing claims in these chapter 11 cases. Accordingly, I believe that such Late Filed Claims should be disallowed and expunged in their entirety and are properly the subject of the Objection.

CONCLUSION

11. I believe that each of the Disputed Claims is appropriately the subject of an objection by the Debtors. Accordingly, I believe that the Debtors should be granted the relief requested in the Objection with respect to the Disputed Claims.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 21st day of October 2004.

/s/ Anthony M. Horvat
ANTHONY M. HORVAT

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

**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

Non-Debtor Claims

RCN CORPORATION, ET AL.,
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

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

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

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
SUPINO, 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 -

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
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- 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 07308	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 -

EXHIBIT “C”

Hearing Date: December 2, 2004 at 10:00 a.m.
Objection Deadline: November 19, 2004 at 4:00 p.m.

DECHERT LLP
David C. McGrail (DM 3904)
30 Rockefeller Plaza
New York, New York 10112
(212) 698-3500

Martin J. Black
Bell Atlantic Tower
1717 Arch Street
Philadelphia, PA 19103
(215) 994-4000

Special Conflicts Counsel for the Debtors and
Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

**NOTICE OF HEARING ON DEBTORS' FIFTH OMNIBUS
OBJECTION TO CLAIMS PURSUANT TO BANKRUPTCY CODE
SECTIONS 105(a) AND 502 AND BANKRUPTCY RULES 3001 AND 3007**

PLEASE TAKE NOTICE that on October 21, 2004, RCN Corporation and certain of its direct and indirect subsidiaries, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed their fifth omnibus objection (the "Fifth Omnibus Objection") under Bankruptcy Code sections 105(a) and 502 and Bankruptcy Rules 3001 and 3007 to claims filed by Level 3 Communications, LLC, Honeywell International Inc., and Federal Express Corporation.

PLEASE TAKE FURTHER NOTICE that responses to the Fifth Omnibus Objection, if any, must be in writing, must conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, and must be (i) filed with the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) in accordance with General Order M-242 (as amended) - registered users of the Bankruptcy Court’s case filing system must file electronically, and all other parties in interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF)), WordPerfect or any other Windows-based word processing format); submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge; and served upon (i) RCN Corporation, 105 Carnegie Center, Princeton, NJ 08540, Attention: General Counsel; (ii) Dechert LLP, 30 Rockefeller Plaza, New York, NY 10112, Attention: David C. McGrail, Esq., and Bell Atlantic Tower, 1717 Arch Street, Philadelphia, PA 19103, Attention: Martin J. Black, Esq.; (iii) Skadden, Arps, Slate, Meagher & Flom LLP, counsel to the Debtors, 4 Times Square, New York, NY, 10036-6522, Attention: D.J. Baker, Esq., and Frederick D. Morris, Esq.; (iv) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, NY 10004, Attention: Paul K. Schwartzberg, Esq.; (v) Milbank, Tweed, Hadley & McCloy, counsel to the Official Committee of Unsecured Creditors, 1 Chase 2 Manhattan Plaza, New York, NY 10005, Attention: Susheel Kirpalani, Esq., and Deirdre A. Sullivan, Esq.; (v) Simpson Thacher & Bartlett, counsel to the agent for the Debtors’ prepetition credit facility, 425 Lexington Avenue, New York, NY 10017-3954, Attention: Peter V. Pantaleo, Esq.; and (vi) HSBC Bank USA, the indenture trustee for the Debtors’ outstanding debt securities, 452 Fifth Avenue, New York, NY 10001, Attention: Issuer Services, in each case so

as to be **received no later than 4:00 p.m. prevailing Eastern time on November 19, 2004** (the “Response Deadline”).

PLEASE TAKE FURTHER NOTICE that a hearing (the “Hearing”) on the Fifth Omnibus Objection will be held before the Honorable Robert D. Drain, United States Bankruptcy Judge, in the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, NY 10004 on **December 2, 2004 at 10:00 a.m. prevailing Eastern time.**

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

DATED: October 21, 2004
New York New York

/s/ David C. McGrail
David C. McGrail (DM 3904)
Dechert LLP
30 Rockefeller Plaza
New York, New York 10112
(212) 698-3500

Martin J. Black
Bell Atlantic Tower
1717 Arch Street
Philadelphia, PA 19103
(215) 994-4000

Special Conflicts Counsel for the
Debtors and Debtors-in-Possession

Hearing Date: December 2, 2004 at 10:00 a.m.
Objection Deadline: November 19, 2004 at 4:00 p.m.

DECHERT LLP
David C. McGrail (DM 3904)
30 Rockefeller Plaza
New York, New York 10112
(212) 698-3500

Martin J. Black
Bell Atlantic Tower
1717 Arch Street
Philadelphia, PA 19103
(215) 994-4000

Special Conflicts Counsel for the Debtors and
Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
RCN CORPORATION, <u>et al.</u> ,	:	Case No. 04-13638 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

**DEBTORS' FIFTH OMNIBUS OBJECTION
TO CLAIMS PURSUANT TO BANKRUPTCY CODE
SECTIONS 105(a) AND 502 AND BANKRUPTCY RULES 3001 AND 3007**

RCN Corporation and certain of its direct and indirect subsidiaries, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby file this objection (the "Fifth Omnibus Objection") under Bankruptcy Code sections 105 and 502 and Bankruptcy Rules 3001 and 3007 to the claims (collectively, the "Disputed Claims") of Level 3 Communications, LLC ("Level 3"), Honeywell International Inc. ("Honeywell"), and Federal

Express Corporation ("FedEx" and, together with Level 3 and Honeywell, the "Claimants"). In support of this Fifth Omnibus Objection, the Debtors rely on the Declaration of Anthony M. Horvat, dated October 21, 2004 (the "Horvat Declaration"), a copy of which is attached hereto as Exhibit A and is incorporated herein by reference, and respectfully represent as follows:

FACTUAL BACKGROUND

1. On May 27, 2004 (the "Petition Date"), RCN Corporation, TEC Air, Inc., RLH Property Corporation, RCN Finance, LLC, and Hot Spots Productions, Inc., filed voluntary petitions in this Court for reorganization relief under the Bankruptcy Code.

2. RCN Cable TV of Chicago commenced its chapter 11 case on August 5, 2004. RCN Telecom Services of Virginia, Inc., RCN Entertainment, Inc., 21st Century Telecom Services, Inc., and ON TV, Inc., commenced their chapter 11 cases on August 20, 2004.

3. The Debtors continue to manage and operate their businesses as debtors-in-possession pursuant to Bankruptcy Code sections 1107 and 1108.

4. No trustee or examiner has been appointed in these cases. On June 10, 2004, the Committee of Unsecured Creditors (the "Committee") was appointed by the United States Trustee for the Southern District of New York (the "United States Trustee"). No other official committees have been appointed or designated in these cases.

5. On October 20, 2004, the Bankruptcy Court entered an order authorizing the retention of Dechert LLP as special conflicts counsel for the Debtors under 11 U.S.C. § 327(e).

6. The Court has jurisdiction over this matter under 28 U.S.C. §§ 157 and 1334. Venue is proper under 28 U.S.C. §§ 1408 and 1409. This is a core proceeding under 28 U.S.C. § 157(b)(2).

7. The statutory predicates for the relief requested herein are Bankruptcy Code sections

105 and 502 and Bankruptcy Rules 3001 and 3007.

8. On June 28, 2004, Honeywell filed proof of claim number 7, in the amount of \$835.99, against RCN Corporation. A copy of this proof of claim is attached hereto as Exhibit B and is incorporated herein by reference.

9. On July 8, 2004, FedEx filed proof of claim number 14, in the amount of \$1,434.63, against RCN Corporation. A copy of this proof of claim is attached hereto as Exhibit C and is incorporated herein by reference.

10. On July 27, 2004, Level 3 filed proof of claim number 394, in the amount of \$44,752.98, against RCN Corporation. A copy of this proof of claim is attached hereto as Exhibit D and is incorporated herein by reference. The documentation attached to Level 3's proof of claim reflects an outstanding balance on account of invoice numbers 2651403 and 2651464.

11. In fact, Level 3 rendered services to RCN Telecom Services, Inc., a non-Debtor. On or about July 9, 2004, RCN Telecom Services, Inc., paid Level 3 \$39,305.19 on account of invoice #2651403 and \$56,790.69 on account of invoice #2651464. Level 3 cashed these checks (the "Checks"), copies of which are attached hereto as Exhibit E and are incorporated herein by reference.

RELIEF REQUESTED

12. By this Fifth Omnibus Objection, the Debtors seek the entry of an order (the "Proposed Order"), substantially in the form attached hereto as Exhibit F, disallowing and expunging each of the Disputed Claims in its entirety.

BASIS FOR RELIEF REQUESTED

13. In the ordinary course of their business, the Debtors and their non-Debtor subsidiaries

and affiliates maintain books and records (the "Books and Records") that reflect, among other things, their respective liabilities.

14. The Debtors and their advisers have reviewed the proofs of claim relating to the Disputed Claims and the Books and Records and have determined that the Disputed Claims should be disallowed and expunged for the following reasons, among others:

(a) as set forth in the Horvat Declaration, Honeywell's proof of claim lacks sufficient supporting documentation and, to the extent Honeywell has a claim at all, it is against non-Debtor subsidiaries of RCN Corporation or unrelated entities;

(b) as set forth in the Horvat Declaration, FedEx's proof of claim lacks sufficient supporting documentation and its claim is inconsistent with the Debtor's books and records; and

(c) as set forth in the Horvat Declaration, Level 3's proof of claim lacks sufficient supporting documentation and its claim was satisfied in full by the Checks.

15. The Debtors request that all responses to this Fifth Omnibus Objection (each, a "Response"), if any, (a) be in writing, (b) comply with the Bankruptcy Rules and the Local Bankruptcy Rules, and (c) be filed with the Bankruptcy Court in accordance with its general order number 182, as modified by orders 193 and 206, adopting electronic filing procedures (with an additional copy to the chambers of the Honorable Robert D. Drain), together with proof of service, and served by personal service, overnight delivery, or first class mail, upon the following:

Counsel for the Debtors

Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, New York 10036
Attention: Frederick D. Morris, Esq.
Bennett S. Silverberg, Esq.

Special Conflicts Counsel for the Debtors

Dechert LLP
30 Rockefeller Plaza
New York, New York 10112
Attention: David C. McGrail, Esq.

-and-

Dechert LLP
Bell Atlantic Tower
1717 Arch Street
Philadelphia, PA 19103
Attention: Martin J. Black, Esq.

Counsel for the Senior Lenders

Simpson, Thacher & Bartlett LLP
425 Lexington Avenue
New York, NY 10017-3954
Attention: Peter V. Pantaleo, Esq.
Elisha Graff, Esq.

Counsel for the Creditors' Committee

Milbank, Tweed, Hadley & McCloy LLP
One Chase Manhattan Plaza
New York, NY 10005
Attention: Susheel Kirpalani, Esq.
Deirdre Ann Sullivan, Esq.

United States Trustee

The Office of the United States Trustee
Southern District of New York
33 Whitehall Street
21st Floor
New York, New York 10004
Attention: Paul K. Schwartzberg, Esq.

United States Bankruptcy Court

United States Bankruptcy Court for the
Southern District of New York
Alexander Hamilton Custom House
One Bowling Green
New York, New York 10004
Attention: Chambers of The Honorable Robert D. Drain

CONTENTS OF RESPONSE

16. The Debtors request that, at a minimum, each Response contain the following:
- (a) a caption setting forth the name of the Bankruptcy Court, the name of the case, the case number, and the title of the Fifth Omnibus Objection;
 - (b) the name of the creditor and description of the basis for the amount of the asserted claim;
 - (c) a concise statement setting forth the reasons why the relief requested in the Fifth Omnibus Objection with respect to such creditor should not be granted by the Bankruptcy Court, including, but not limited to, the specific factual and legal bases upon which the creditor will rely in opposing the Fifth Omnibus Objection;
 - (d) all documentation or other evidence of the claim, to the extent not included with the claim previously filed with the Bankruptcy Court, upon which the creditor will rely in opposing the Fifth Omnibus Objection at the hearing;
 - (e) the address(es) to which a reply, if any, to the Response should be sent, if different from that presented in the proof of claim; and

- (f) the name, address, and telephone number of the person (which may be the creditor or his/her/its legal representative) possessing ultimate authority to reconcile, settle, or otherwise resolve the claim on behalf of the creditor.

17. If a Response is properly filed and served in accordance with the above procedures, the Debtors will endeavor to reach a consensual resolution. If no consensual resolution is reached, the Debtors request that the Bankruptcy Court conduct a hearing with respect to this Fifth Omnibus Objection and the Response. The Debtors have notified all parties-in-interest of the date for such hearing and the date by which Responses to the Fifth Omnibus Objection must be filed and served.

18. If a creditor whose claim is subject to this Fifth Omnibus Objection and who is served with the Fifth Omnibus Objection fails to file and serve a timely Response, the Proposed Order may be entered by the Bankruptcy Court **without further notice to the creditor.**

19. If a Response contains an address for the creditor different from that stated on the objected to proof of claim, the address in the Response shall control and shall constitute the service address for other future service of papers upon that creditor.

20. The Debtors expressly reserve the right to amend, modify, or supplement this Fifth Omnibus Objection and to file additional objections to the claims that are the subject hereof or any other claims which may be asserted against the Debtors.

FURTHER INFORMATION

21. Questions about the Fifth Omnibus Objection or claims, or requests for additional information about the proposed disposition of claims hereunder should be directed to the Debtors' proposed counsel in writing at the address listed below (Attn: David C. McGrail or by telephone at

(212) 698-3564). PARTIES SHOULD NOT CONTACT THE CLERK OF THE BANKRUPTCY COURT TO DISCUSS THE MERITS OF THEIR CLAIMS.

NOTICE AND WAIVER OF MEMORANDUM OF LAW

22. Notice of this Fifth Omnibus Objection has been given to the United States Trustee, the Claimants, counsel to the Committee, counsel to the agent for the Debtors' prepetition credit facility, the indenture trustee for the Debtors' outstanding debt securities, and those persons who filed a notice of appearance in this case. The Debtors respectfully submit that such notice is sufficient under the circumstances and request that the Court find that no further notice of the relief requested herein is required.

23. The Debtors submit that no new or novel issue of law is presented with respect to the matters contained herein, and respectfully request that, the requirement of a separate memorandum of law under Local Bankruptcy Rule 9013-1(b) be waived.

CONCLUSION

WHEREFORE, the Debtors respectfully request that the Bankruptcy Court enter an order (i) disallowing and expunging the Disputed Claims and (ii) granting the Debtors such other and further relief as is just and proper under the circumstances.

DATED: October 21, 2004
New York New York

/s/ David C. McGrail
David C. McGrail (DM 3904)
Dechert LLP
30 Rockefeller Plaza
New York, New York 10112
(212) 698-3500

Martin J. Black
Bell Atlantic Tower
1717 Arch Street
Philadelphia, PA 19103
(215) 994-4000

Counsel for the
Debtors and Debtors-in-Possession

EXHIBIT A

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
RCN CORPORATION, <u>et al.</u> ,	:	Case No. 04-13638 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

**DECLARATION OF ANTHONY M. HORVAT IN SUPPORT OF
DEBTORS' FIFTH OMNIBUS OBJECTION TO CLAIMS**

I, Anthony M. Horvat, hereby declare that the following is true to the best of my knowledge, information and belief:

1. I am the individual designated by the Debtors with the responsibility of reconciling proofs of claim filed against RCN Corporation the other Debtors in their above-captioned chapter 11 cases.

2. I submit this declaration in support of the Debtors' Fifth Omnibus Objection Pursuant to Bankruptcy Code sections 105(a) and 502(b) and Bankruptcy Rules 3001 and 3007 (the "Fifth Omnibus Objection").¹ I make this declaration on the basis of my review of the Debtors' books and records (the "Books and Records") and the proofs of claim (the "Proofs of Claim") relating to the Disputed Claims, together with any supporting or related documentation.

3. To date, holders of claims have filed approximately 2,075 proofs of claim in these chapter 11 cases.

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Fifth Omnibus Objection.

4. I have been personally involved in the review of each of the Proofs of Claim and the Debtors' extensive efforts in reconciling the claims asserted by the Claimants with the Books and Records. In this regard, I participated in the review of the claims, identifying those claims that should potentially be allowed, disallowed, or subordinated, and read the Fifth Omnibus Objection and the corresponding proposed order. Accordingly, I am familiar with the information contained therein. During the claims reconciliation process, in the event there was uncertainty as to the legal validity of a claim, I consulted with and followed the advice of counsel.

5. Based on these efforts, the Debtors and I have determined the following:

Honeywell International Inc. ("Claim No. 7"). Claim No. 7 is a general unsecured pre-petition claim in the amount of \$835.99 on account of security monitoring services provided by Honeywell International Inc. ("Honeywell"). Claim No. 7 is asserted in the Chapter 11 case of RCN Corporation (Case No. 04-13638 (RDD)). The documentation attached to the proof of claim with respect to Claim No. 7 indicates that Honeywell provided security services at four different locations in Forest Hills, New York and New York, New York. RCN Corporation does not lease or own any property in New York. Additionally, the Books and Records indicate that several of the invoices annexed to the proof of claim were paid by RCN Telecom Services, Inc., a non-Debtor subsidiary of RCN Corporation. Moreover, Claim No. 7 is not reflected in the Books and Records and is not supported by sufficient evidence of the date of incurrence of such claim and/or the existence or nature of such claim. For these reasons, I believe that Claim No. 7 should be disallowed and expunged.

Federal Express Corporation ("Claim No. 14"). Claim No. 14 is a general unsecured claim in the amount of \$1,434.63 on account of prepetition services rendered. Claim No. 14 is asserted in the Chapter 11 case of RCN Corporation (Case No. 04-13638 (RDD)). Claim No. 14 is not reflected in the Books and Records and is not supported by sufficient evidence of the date of incurrence of such claim, the existence or nature of such claim, or the Debtors or non-Debtors to which services were rendered. For these reasons, I believe that Claim No. 14 should be disallowed and expunged.

Level 3 Communications, LLC ("Claim No. 394"). Claim No. 394 is a general unsecured claim in the amount of \$44,752.98 on account of pre-petition services. Claim No. 394 is asserted in the Chapter 11 case of RCN Corporation (Case No. 04-13638 (RDD)). The services, however, were rendered to RCN Telecom Services, Inc., a non-Debtor, and the Books and Records indicate that the invoices

attached to the proof of claim were paid in full by RCN Telecom Services, Inc., on or about July 9, 2004. Moreover, Claim No. 394 is not supported by sufficient evidence of the date of incurrence of such claim and/or the existence or nature of such claim. For these reasons, I believe that Claim No. 394 should be disallowed and expunged.

6. I believe that each of the Disputed Claims is appropriately the subject of an objection by the Debtors and that the Debtors should be granted the relief requested in the Fifth Omnibus Objection with respect to the Disputed Claims.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 21st day of October 2004.

/s/ Anthony M. Horvat
ANTHONY M. HORVAT

EXHIBIT B

United States Bankruptcy Court Southern District of New York	PROOF OF CLAIM 04-13638
In re (Name of Debtor) RCN Corporation	Case Number 04-13638

Filed: USBC - Southern District of New York
RCN Corporation, Et Al.
04-13638 (RDD) 0000000007



THIS SPACE IS FOR
COURT USE ONLY

NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" of payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.

Name of Creditor
(The person or entity to whom the debtor owes money or property)
Honeywell International

☐ Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

Name and Addresses Where Notices Should be Sent
Debbie Jackson, Receivables Coordinator
Honeywell International Inc.
ACS Cash Services - MN10-2517
1985 Douglas Drive North
Golden Valley, MN 55422
Telephone No. 763-954-4267

☐ Check box if you have never received any notices from the bankruptcy court in this case.

☐ Check box if the address differs from the address on the envelope sent to you by the court.

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR:

Security #1075337, 655808, 1181358, 1188600

Check here if this claim: ☐ replaces a previously filed claim, dated: _____
☐ amends

1. BASIS FOR CLAIM:

- ☐ Goods sold
☒ Services performed
☐ Money loaned
☐ Personal injury/wrongful death
☐ Taxes
☐ Other (Describe briefly)

☐ Retiree benefits as defined in 11 U.S.C. § 1114(a)
☐ Wages, salaries, and compensations (Fill out below)
Your social security number _____
Unpaid compensations for services performed
from _____ (date) to _____ (date)

2. DATE DEBT WAS INCURRED:

7/15/03 - 4/8/04

3. IF COURT JUDGMENT, DATE OBTAINED:

4. CLASSIFICATION OF CLAIM. Under the Bankruptcy Code all claims are classified as one or more of the following: (1) Unsecured nonpriority, (2) Unsecured Priority, (3) Secured. It is possible for part of a claim to be in one category and part in another. CHECK THE APPROPRIATE BOX OR BOXES that best describe your claim and STATE THE AMOUNT OF THE CLAIM.

☐ SECURED CLAIM \$ _____
Attach evidence of perfection of security interest
Brief Description of Collateral:
☐ Real Estate ☐ Motor Vehicle ☐ Other (Describe briefly)

Amount of arrearage and other charges included in secured claim above, if any \$ _____

☒ UNSECURED NONPRIORITY CLAIM \$ 835.99

A claim is unsecured if there is no collateral or lien on property of the debtor securing the claim or to the extent that the value of such property is less than the amount of the claim.

☐ UNSECURED PRIORITY CLAIM \$ _____

Specify the priority of the claim.

- ☐ Wages, salaries, or commissions (up to \$2000, earned not more than 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)
☐ Contributions to an employee benefit plan—U.S.C. § 507(a)(4)
☐ Up to \$900 of deposits toward purchase, lease, or rental of property or services for personal, family, or household use—11 U.S.C. § 507(a)(6)
☐ Taxes or penalties of governmental units—11 U.S.C. § 507(a)(7)
☐ Other—11 U.S.C. §§ 507(a)(2), (a)(5)—(Describe briefly)

5. TOTAL AMOUNT OF
CLAIM AT TIME
CASE FILED:

\$ 835.99

(Unsecured)

\$

(Secured)

\$

(Priority)

\$835.99

(Total)

☐ Check this box if claim includes prepetition charges in addition to the principal amount of the claim. Attach itemized statement of all additional charges.

6. CREDITS AND SETOFFS: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. In filing this claim, claimant has deducted all amounts that claimant owes to debtor.

7. SUPPORTING DOCUMENTS: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, or evidence of security interests. If the documents are not available, explain. If the documents are voluminous, attach a summary.

8. TIME-STAMPED COPY: To receive an acknowledgement of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.

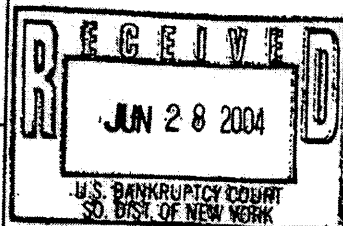
Date

6/23/04

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)

Michael R. Armbricht
Michael R. Armbricht, Revenue Chain Mgr, NAR Service

THIS SPACE IS FOR
COURT USE ONLY



1985 DOUGLAS DRIVE NORTH - MN10-2517
GOLDEN VALLEY, MN 55422

ACCOUNT NUMBER	Security Account # 1075337	RCN
		118-29 Queens Blvd.
DATE:	June 23, 2004	Forest Hills, NY 11375

DESCRIPTION	INVOICE NUMBER	INVOICE DATE	INVOICE AMOUNT	PAYMENT DATE	PAYMENT AMOUNT	BALANCE
133-04-08963S	2803355	08-Apr-04	56.36		.00	56.36

1985 DOUGLAS DRIVE NORTH – MN10-2517
GOLDEN VALLEY, MN 55422

ACCOUNT NUMBER	Security Account # 1188600	RCN
		1133 York Ave
DATE:	June 23, 2004	New York, NY 10021


DESCRIPTION	INVOICE NUMBER	INVOICE DATE	INVOICE AMOUNT	PAYMENT DATE	PAYMENT AMOUNT	BALANCE
133-75-04087S	2685375	08-Jan-04	123.69		.00	123.69
	2805726	08-Apr-08	36.30		.00	<u>36.30</u>
						159.99

1985 DOUGLAS DRIVE NORTH – MN10-2517
GOLDEN VALLEY, MN 55422

ACCOUNT NUMBER	Security Account # 1181358	RCN
		573 W 131 St
DATE:	June 23, 2004	New York, NY 10013

DESCRIPTION	INVOICE NUMBER	INVOICE DATE	INVOICE AMOUNT	PAYMENT DATE	PAYMENT AMOUNT	BALANCE
133-75-04084S	2497028	15-Jul-03	114.00		.00	114.00
	2548270	28-Aug-03	114.00		.00	114.00
	2655698	27-Nov-03	114.00		.00	114.00
	2762294	04-Mar-04	72.03		.00	<u>72.03</u>
						414.03

EXHIBIT C

UNITED STATES BANKRUPTCY COURT <u>Southern</u> DISTRICT OF <u>New York</u>		PROOF OF CLAIM
Name of Debtor RCN Corporation		Case Number 04-13638
<small>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(c)(2).</small>		
Name of Creditor (The person or other entity to whom the debtor owes money or property): FEDERAL EXPRESS CORPORATION		Filed: USBC - Southern District of New York RCN Corporation, EIAL 04-13638 (RDD) 0000000014 
Name and address where notices should be sent: FEDERAL EXPRESS CORPORATION ATTN: REVENUE RECOVERY/BANKRUPTCY 2005 CORPORATE AVENUE, 2nd FLOOR MEMPHIS, TN 38132		<input type="checkbox"/> Check box if you are anyone else has filed claim relating to your copy of statement of particulars. <input type="checkbox"/> Check box if you have received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.
Telephone number: (901) 395-7350		<small>THIS SPACE IS FOR COURT USE ONLY</small>
Account or other number by which creditor identifies debtor: 171308143		Check here <input type="checkbox"/> replaces a previously filed claim, dated: _____ if this claim <input type="checkbox"/> amends
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 _____ <input type="checkbox"/> Retire benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Last four digits of SS #: _____ Unpaid compensation for services performed from _____ to _____ <div style="display: flex; justify-content: space-between;">(date)(date)</div>		
2. Date debt was incurred: SEE ATTACHED		3. If court judgment, date obtained:
4. Total Amount of Claim at Time Case Filed: \$ 1,434.63 <div style="display: flex; justify-content: space-between;">(unsecured)(secured)(priority)(Total)</div> \$1,434.63 If all or part of your claim is secured or entitled to priority, also complete Item 5 or 7 below. <input type="checkbox"/> 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. <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral: \$ _____ Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____		7. 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 \$4,925)* 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 \$2,225* 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)(____). <small>*Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to costs commenced on or after the date of adjustment.</small>
6. Unsecured Nonpriority Claim \$1,434.63 <input checked="" type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or c) none or only part of your claim is entitled to priority.		THIS SPACE IS FOR COURT USE ONLY <div style="border: 2px solid black; padding: 10px; margin: 10px auto; width: 150px;"> RECEIVED JUL 8 2004 U.S. BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK </div>
8. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.		
9. 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.		
10. 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		
Date 7/6/04	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): Cindy D. Meacham Cindy D. Meacham, Treasury Agent FEDERAL EXPRESS	

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.


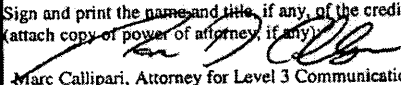
Federal Express Corporation		STATEMENT OF ACCOUNT	
FILE NAME:	RCN Corporation	7/6/04	
CASE #:	04-13638	FILE DATE:	5/27/04
CHAPTER:	11	STATE/DIST.:	New York / Southern

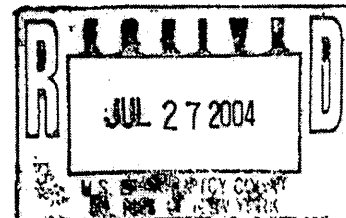
Master Account	Account Number	Invoice Number	Invoice Date	Invoice Amount
171308143				
	102792866	4-607-86953	3/17/03	\$5.49
		Account Total:		\$5.49
	107021795	4-488-60041	12/2/02	\$5.77
		Account Total:		\$5.77
	171308143	1-592-34869	2/9/04	\$6.90
	171308143	1-736-96988	4/26/04	\$125.18
	171308143	1-785-72352	5/31/04	\$863.72
	171308143	1-832-24159	6/7/04	\$50.53
	171308143	1-832-83105	6/14/04	\$15.89
		Account Total:		\$1,062.22
	177417904	1-805-12566	5/31/04	\$11.82
	177417904	1-805-66030	6/7/04	\$30.29
		Account Total:		\$42.11
	192691672	4-867-51026	9/22/03	\$7.22
	192691672	1-559-28439	2/2/04	\$7.57
	192691672	1-750-92728	5/3/04	\$7.29
		Account Total:		\$22.08
	226256717	1-785-74103	5/31/04	\$15.77
		Account Total:		\$15.77
	226779981	1-725-77870	4/26/04	\$27.82
		Account Total:		\$27.82
	232490446	1-802-45305	5/21/04	\$5.68
		Account Total:		\$5.68
	251535566	4-654-40062	3/26/03	\$7.73
		Account Total:		\$7.73
	256699249	1-752-33035	4/27/04	\$22.38
		Account Total:		\$22.38
	258876792	1-752-81775	5/3/04	\$16.17
	258876792	1-848-96361	6/21/04	\$59.48
		Account Total:		\$75.65
	259239397	1-793-71241	6/1/04	\$11.36
		Account Total:		\$11.36

Federal Express Corporation			STATEMENT OF ACCOUNT	
FILE NAME:	RCN Corporation		7/6/04	
CASE #:	04-13638	FILE DATE:	5/27/04	
CHAPTER:	11	STATE/DIST.:	New York / Southern	

Master Account	Account Number	Invoice Number	Invoice Date	Invoice Amount
	283278883	1-800-03791	5/17/04	\$18.15
	283278883	1-801-22889	5/31/04	\$112.42
Account Total:				\$130.57
Grand Total:				\$1,434.63
GRAND TOTAL:				\$1,434.63

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 _____		<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (Fill out below) Your SS#: _____ Unpaid compensation for services performed from _____ to _____ (date) (date)
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: \$ 44,752.98 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	(2,764.92)	-	(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

EXHIBIT E

RCN Telecom Services

106 Carnegie Center
Princeton, NJ 08540

PNC Bank, NA
Jeannette, Pa.

60-162 / 433

CHECK NUMBER

196225

CHECK DATE

09-JUL-04

CHECK AMOUNT

*****\$39,305.19

PAY Thirty nine thousand three hundred five and 19/100 Dollars

TO
THE
ORDER
OF

LEVEL 3 COMMUNICATIONS LLC.
WELLS FARGO
DEPARTMENT #182
DENVER, CO 80291-0182
United States

AUTHORIZED SIGNATURE

THE BACK OF THIS DOCUMENT CONTAINS AN ARTIFICIAL WATERMARK • HOLD AT AN ANGLE TO VIEW

⑈000196225⑈ ⑆043301627⑆ 1006219622⑈

⑈0003930519⑈

<p>0100225343</p>	<p>07212004 4020182 1183 0015 1018000026</p>	<p>WELLS FARGO BANK, NA DEN 07212004 TR# 1778 032 ⑈0912-0058-9⑈</p> <p>0772671264</p>	<p>WARNING: THE BACK OF THIS CHECK CONTAINS A SIMULATED WATERMARK. HOLD AT 45° ANGLE TO VIEW.</p>
<p>8-9 PROCESSED 07222004 PG04 E1072 0300459150</p>	<p>07212004 4020182 1183 0015 1018000026</p>	<p>>091201245< CR A/C W/IN NAMEI PAYEE ENDORSEMENT GUARANTEED WELLS FARGO BANK, N.A.</p>	<p>DO NOT WRITE, STAMP OR SIGN BELOW THE LINE</p>

Account Number	Serial Number	Dollar Amount	Item Status	Image Status	Issue Date	Paid Date
00001006219622	0000196225	\$39,305.19	CDA	Yes	07/09/2004	07/22/2004
CD Volume ID	Sequence Number	Additional Data				
20040730337301	0003459150					

RCN Telecom Services106 Carnegie Center
Princeton, NJ 08540PNC Bank, NA
Jeanette, Pa.

80-182 / 433

CHECK NUMBER

196226

CHECK DATE

09-JUL-04

CHECK AMOUNT

*****\$56,790.69

PAY Fifty six thousand seven hundred ninety and 69/100 DollarsTO
THE
ORDER
OFLEVEL 3 COMMUNICATIONS LLC.
DEPARTMENT #182
DENVER, CO 80291-0182

AUTHORIZED SIGNATURE

THE BACK OF THIS DOCUMENT CONTAINS AN ARTIFICIAL WATERMARK • HOLD AT AN ANGLE TO VIEW

⑈000196226⑈ ⑆043301627⑆ 1006219622⑈

⑈0005679069⑈

WELLS FARGO BANK, NA DEN 07212004 TRF 1778 032 ⑈0912-0058-9⑈		DO NOT WRITE, STAMP OR SIGN BELOW THIS LINE <small>RESERVED FOR FINANCIAL INSTITUTION USE</small>	HOLD THE BACK OF THIS CHECK CONTAINS A CLATED WATERMARK. HOLD AT 45 ANGLE TO VIEW.
0100225344	0272671265		
07212004 4000182 1183 0016 1018208026	0912012456 CR A/C W/IN NAMED PAYEE ENDORSEMENT GUARANTEED WELLS FARGO BANK, N.A.		
PROCESSED 07222004 PK:04 E:0727 0300459151			

Account Number	Serial Number	Dollar Amount	Item Status	Image Status	Issue Date	Paid Date
00001006219622	0000196226	\$56,790.69	CDA	Yes	07/09/2004	07/22/2004
CD Volume ID	Sequence Number	Additional Data				
20040730337301	0003459151					

EXHIBIT F

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
RCN CORPORATION, <u>et al.</u> ,	:	Case No. 04-13638 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

**ORDER WITH RESPECT TO DEBTORS' FIFTH OMNIBUS
OBJECTION TO CLAIMS PURSUANT TO BANKRUPTCY CODE
SECTIONS 105(a) AND 502 AND BANKRUPTCY RULES 3001 AND 3007**

Upon the fifth omnibus objection (the "Fifth Omnibus Objection"), dated October 21, 2004, of RCN Corporation and certain of its direct and indirect subsidiaries, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), pursuant to Bankruptcy Code sections 105 and 502 and Bankruptcy Rules 3001 and 3007, to the claims (collectively, the "Disputed Claims") of Level 3 Communications, LLC ("Level 3"), Honeywell International Inc. ("Honeywell"), and Federal Express Corporation ("FedEx" and, together with Level 3 and Honeywell, the "Claimants") asserted in these cases; and after due deliberation thereon; and based upon the record in these cases; and proper and adequate notice of the Fifth Omnibus Objection having been given; and no other or further notice being necessary; and the Court having considered the Fifth Omnibus Objection, the Disputed Claims, and the responses, if any, to the Fifth Omnibus Objection; and the responses, if any, to the Fifth Omnibus Objection in respect of the claims addressed herein having been resolved or overruled; and after due deliberation thereon; and good cause appearing therefore; it is hereby

FOUND THAT:

A. Each of the Claimants was properly and timely served with a copy of the Fifth Omnibus Objection and the notice of the response deadline thereto; and

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

C. The relief requested in the Fifth Omnibus Objection is in the best interests of the Debtors, the Debtors' estates, and their creditors.

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

1. Each of the Disputed Claims is disallowed and expunged in its entirety.

2. The Bankruptcy Court shall retain jurisdiction over the Debtors and each of the Claimants with respect to any matters relating to or arising from the Fifth Omnibus Objection or the implementation of this Order.

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

4. 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 Objection.

Dated: New York, New York
December __, 2004

Honorable Robert D. Drain
United States Bankruptcy Judge

EXHIBIT “D”

Name	Address
828 S. WABASH, LLC	40 E. 9TH ST. UNIT 1516 CHICAGO IL 60605
ALL RACK	361 WEST 36TH STREET NEW YORK NY 10018
ANDREWS KIRTH LLP	ATTN: PETER S. GOODMAN, ESQ. (COUNSEL TO WELLS FARGO AND COMPANY) 450 LEXINGTON AVENUE NEW YORK NY 10017
ARNALL GOLDEN GREGORY LLP	ATTN: FRANK N. WHITE, ESQ., DARRYL S. LADDIN, ESQ. (COUNSEL TO VERIZON OPERATING TELEPHONE COMPANIES)
BLACKWELL SANDERS PEPER MARTIN LLP	2800 ONE ATLANTIC CENTER, 1201 W. PEACHTREE STREET ATLANTA GA 30309-3450
BLANK ROME LLP	ATTN: RICHARD M. BEHELER 2300 MAIN STREET, SUITE 1000 KANSAS CITY MO 64108
CARL SANDBURG VILLAGE CONDOMINIUM ASSOCIATION II	ATTN: MICHAEL S. SIMON, ESQ (COUNSEL FOR HUDSON TELEGRAPH ASSOCIATES, L.P.) 405 LEXINGTON AVENUE NEW YORK NY 10174
CHARLES, CHRISTOPHER	1455 N. SANDBURG TERRACE CHICAGO IL 60610
CHICAGO ACCESS CORPORATION (AREA 2)	3018 AVE I BROOKLYN NY 11210
CITY OF CHICAGO	322 SOUTH GREEN STREET ATTN: BARBARA POPOVIC CHICAGO IL 60607
CITY OF CHICAGO	ATTN: ESTHER E. TRYBAN TELSER CITY OF CHICAGO DEPARTMENT OF LAW 30 N. LASALLE; ROOM 900 CHICAGO IL 60602
CITY OF CHICAGO	THE CABLE ADMINISTRATOR (AREA 1) 33 NORTH LASALLE STREET CHICAGO IL 60602
CITY OF CHICAGO	THE CABLE ADMINISTRATOR (AREA 2) 33 NORTH LASALLE STREET CHICAGO IL 60602
CITY OF CHICAGO	ATTN: MARA GEORGES, DIANE PEZANOKSI, WESTON HANSCOM, ESTHER TRYBAN-TELSER, 30 NORTH LASALLE STREET, SUITE 900 CHICAGO IL 60602
DHL EXPRESS (USA), INC.	PO BOX 905143 CHARLOTTE NC 28290
DWYER, SMITH, GARDNER, LAZER, POHREN, ROGERS &	FOREST, LLP (COUNSEL TO AFFINITAS CORPORATION) ATTN: CLAY M. ROGERS, GRANT A. FORSBERG 8712 W. DODGE ROAD, SUITE 400 OMAHA NE 68114-3431
FEDERAL COMMUNICATIONS COMMISSION	445 12TH STREET, SW WASHINGTON DC 20554
GOTHAM SOUND & COMMUNICATIONS	330 W. 38TH ST NEW YORK NY 10018
GREENBERG TRAURIG, LLP	ATTN: RICHARD MILLER & THOMAS WEBER THE MET LIFE BUILDING 200 PARK AVENUE NEW YORK NY 10166
GREENBERG TRAURIG, LLP	ATTN: ANDREW ENSCHADE 77 WEST WACKER DRIVE, SUITE 2500 CHICAGO IL 60601
HALPERIN & ASSOCIATES	ATTN: ALAN D. HALPERIN, ESQ., ETHAN D. GANC, ESQ. 555 MADISON AVENUE - 9TH FLOOR NEW YORK NY 10022
HSCB BANK USA	ATTN: MS. SANDRA E. HORWITZ 452 FIFTH AVENUE NEW YORK NY 10018-2706
HSCB BANK USA, AS INDENTURE TRUSTEE	ATTN: ISSUR SERVICES 452 FIFTH AVENUE NEW YORK NY 10018
INTERNAL REVENUE SERVICE	INSOLVENCY UNIT 290 BROADWAY, 5TH FLOOR NEW YORK NY 10007
INTERNATIONAL BUSINESS MACHINES CORPORATION	C/O STEVEN W. MEYER, ESQ. OPENHEIMER WOLFF & DONNELLY LLP 3300 PLAZA VII 45 SOUTH SEVENTH ST MINNEAPOLIS MN 55402
INTERNATIONAL FAMILY ENTERTAINMENT INC/ ABC FAMILY	10960 WILSHIRE BLVD LOS ANGELES CA 90024
JOHN CLIFFORD PHOTOGRAPHY	54 WEST 18TH STREET #16J NEW YORK NY 10011
KELLEY DRYE & WARREN LLP	ATTN: DAVID E. RETTER, ESQ., DEBRA SUDOCK, ESQ. (COUNSEL TO HSCB BANK USA, AS COLLATERAL AGENT) 101 PARK AVENUE NEW YORK NY 10178
KELLEY DRYE & WARREN LLP	ATTN: MARK R. SOMERSTEIN, ESQ., ANNE H. PAK, ESQ. (COUNSEL TO HSCB BANK USA, AS COLLATERAL AGENT) 101 PARK AVENUE NEW YORK NY 10178
LOVELLS	ATTN: ERIC D. STATMAN, ESQ. (COUNSEL TO NORTEL NETWORKS, INC.) 900 THIRD AVENUE, 16TH FLOOR NEW YORK NY 10022
LOWENSTEIN SANDLER PC	(ATTORNEYS FOR AT&T) ATTN: VINCENT A. D'AGOSTINO, ESQ. 65 LIVINGSTON AVENUE ROSELAND NJ 07068
MICHAEL A. CORDOZO	CORPORATION COUNSEL OF THE CITY OF NEW YORK ATTN: GABRIELA P. CACUCCI, ESQ. 100 CHURCH STREET NEW YORK NY 10007
MILBANK, TWEED, HADLEY & MCCLOY LLP	ATTN: DENNIS DUNNE, ESQ. 1 CHASE MANHATTAN PLAZA NEW YORK NY 10005
MILBANK, TWEED, HADLEY & MCCLOY LLP	ATTN: DEIDRE A. SULLIVAN, ESQ. 1 CHASE MANHATTAN PLAZA NEW YORK NY 10005
MORRISON & FORSTER LLP	ATTN: JASON C. DIBATTISTA, ESQ. (COUNSEL TO A&E TELEVISION NETWORKS) 1290 AVENUE OF THE AMERICAS NEW YORK NY 10104
O'NEILVENY & MYERS LLP	ATTN: BEN H. LOGAN, ESQ., EMILY CULLER, ESQ. (COUNSEL TO VULCAN VENTURES CAPITAL) 400 SOUTH HOPE STREET LOS ANGELES CA 90071-2899
PATERSON, BELKNAP, WEBB & TYLER LLP	ATTN: DAVID W. DYKHOUSE (COUNSEL TO DOLP 1133 PROPERTIES LLC) 1133 AVENUE OF THE AMERICAS NEW YORK NY 10036-6710
PAUL, HASTINGS, JANOSKY & WALKER LLP	ATTN: MICHAEL K. CHERNICK, ESQ. 75 E. 55TH STREET, FIRST FLOOR NEW YORK NY 10022
PAUL, HASTINGS, JANOSKY & WALKER LLP	ATTN: HARVEY A. STRICKON, ESQ. (COUNSEL TO EVERGREEN FUNDS) 75 EAST 55TH STREET NEW YORK NY 10022-3205
PHANTOM POWER, GRIP & ELECTRIC	29605 LORAIN ROAD NORTH OLMSHEAD OH 44070
PHOTOBITION BONDED SERVICES	504 JANE ST. FORT LEE NJ 07024
PROFESSIONAL SOUND SERVICES	311 WEST 43RD ST NEW YORK NY 10036
RCN CORPORATION	ATTN: GENERAL COUNSEL 105 CARNEGIE CENTER PRINCETON NJ 08540
REED SMITH LLP	ATTN: ELENA LAZAROU, ESQ (COUNSEL FOR GENERAL ELECTRIC CAPITAL CORPORATION) 599 LEXINGTON AVENUE NEW YORK NY 10022
SECURITIES AND EXCHANGE COMMISSION	233 BROADWAY, SUITE 600 NEW YORK NY 10279
SHIP-IT	732 W BROADWAY FULTON NY 13069
SIMPSON, THACHER & BARTLETT LLP	ATTN: PETER V. PANTALEO, ESQ. 425 LEXINGTON AVENUE NEW YORK NY 10017-3954
SKADDEN, ARPS, SLATE, MEAGHER & FLOW LLP	ATTN: FREDERICK MORRIS, ESQ. FOUR TIMES SQUARE NEW YORK NY 10036-6522
SKADDEN, ARPS, SLATE, MEAGHER & FLOW LLP	ATTN: JAY M. GOFFMAN, ESQ. FOUR TIMES SQUARE NEW YORK NY 10036-6522
SKADDEN, ARPS, SLATE, MEAGHER & FLOW LLP	ATTN: NICHOLAS H. MANCUSO, RM 47-102 FOUR TIMES SQUARE NEW YORK NY 10036-6522
SKADDEN, ARPS, SLATE, MEAGHER & FLOW LLP	ATTN: ADRIANA SALAZAR, RM 26-413 FOUR TIMES SQUARE NEW YORK NY 10036-6522

Name	Address
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP	ATTN: BRIAN P. KELLY, RM 35-220 FOUR TIMES SQUARE NEW YORK NY 10036-6522
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP	ATTN: BENNETT S. SILVERBERG FOUR TIMES SQUARE, 26-412 NEW YORK NY 10036
TAYLOR PLACE APARTMENTS	901 SOUTH ASHLAND ATTN: JIM ADDAUTE CHICAGO IL 60607
THE 5000 SOUTH CORNELL CONDOMINIUM ASSOCIATION	5000 SOUTH CORNELL CHICAGO IL 60615
THE 535 NORTH MICHIGAN AVE CONDOMINIUM ASSOC	535 N. MICHIGAN AVE CHICAGO IL 60611
THE CHESTNUT PLACE ASSOCIATES	850 N. STATE ST. CHICAGO IL 60610
THE DREXEL TOWERS APARTMENTS	4917 S. DREXEL CHICAGO IL 60615
THE OFFICE OF THE UNITED STATES TRUSTEE	ATTN: PAUL K. SCHWARTZBERG, ESQ. 33 WHITEHALL STREET, 21ST FLOOR NEW YORK NY 10004
THE SIEGE PERILOUS LLC	108 CALYER STREET #4R BROOKLYN NY 11222
THE WEEKS- LERMAN GROUP, LLC	58-38 PAGE PL. PO BOX O MASPEETH NY 11378
TOWN MANAGEMENT CORP	8430 GROSS POINT RD. SKOKIE IL 60077
TUDOR INVESTMENT CORP.	ATTN: DARRELL L. SCHALL, ANALYST 1275 KING STREET GREENWICH CT 06831
UNITED STATES ATTORNEY FOR THE	UNITED STATES ATTY OFP USDOJ OFFICE 36 CHAMBERS ST 3 NEW YORK NY 100071826
UNIVERSAL SERVICE ADMINISTRATIVE COMPANY	D. SCOTT BARASH V.P. & GENERAL COUNSEL 2000 L STREET, NW, SUITE 200 WASHINGTON DC 20036
US FUND FOR UNICEF	681 MAIN ST PO BOX 346 LUMBERTON NJ 08048
WEINER & LAURIN, LLP	ATTN: PAUL J. LAURIN, ESQ. (COUNSEL TO FOX CABLE NETWORKS GROUP) 15760 VENTURA BLVD., SUITE 1727 ENCINO CA 91436-2152
YORK CAPITAL MANAGEMENT	ATTN: ERIC EDIDIN 390 PARK AVENUE, 15TH FLOOR NEW YORK NY 10022

Total Number of Records Printed 67

EXHIBIT “E”

RCN Corporation - Creditor Listing - October 21, 2004

AMERICAN HOME ASSURANCE COMPANY	(PAUL GALLETTA) O'BRIEN & HENNESSY 535 FIFTH AVENUE, SUITE 911 NEW YORK, NY 10017
BERNARD HODES GROUP INC.	220 E 42ND ST NEW YORK, NY 10017
BROADCAST MUSIC, INC	JUDITH M. SAFFER, ESQ. 320 WEST 57TH STREET NEW YORK, NY 10019-3790
COMMONWEALTH EDISON COMPANY	QUERRY & HOLLOW. LTD. 175 WEST JACKSON BLVD. CHICAGO, IL 60604
DELL, INC.	ATTN: MICHAEL KELLER ONE DELL WAY BLDG. 1, MS 8052 ROUND ROCK, TX 78682
IRON MOUNTAIN OFF-SITE DATA PROTECTION	C/O D&B RMS BANKRUPTCY RECOVERY SERVICES P.O. BOX 5126 TIMONIUM, MD 21094
NORTEL NETWORKS INC.	ERIC STATMAN LOVELLS 900 THIRD AVENUE, 16TH FL. NEW YORK, NY 10022
OPERATING TELEPHONE COMPANY	OF VERIZON COMMUNICATIONS, INC. DARRYL S. LADDIN/FRANK N. WHITE, ESQS. 2800 1 ATLANTIC CTR., 1201 W. PEACHTREE ATLANTA, GA 30309
OPERATING TELEPHONE COMPANY	OF VERIZON COMMUNICATIONS, INC. DARRYL S. LADDIN/FRANK N. WHITE, ESQS. 171 17TH STREET NW, SUITE 2100 ATLANTA, GA 30363-1031
SBC AMERITECH	SBC MIDWEST BANKRUPTCY GROUP PO BOX 981268 WEST SACRAMENTO, CA 95798
SBC COMMUNICATIONS	SOUTHWESTERN BELL PO BOX 981268 WEST SACRAMENTO, CA 95798

Total Records Printed ==> 11

EXHIBIT “F”

RCN Corporation - Creditor Listing - October 21, 2004

401 W WEBSTER CONDOMINIUM ASSOCIATION	401 W WEBSTER EDWARD T. TASCIOITI, PROPERTY MANAGER CHICAGO, IL 60614
828 S. WABASH, LLC	40 E. 9TH ST.. UNIT 1516 CHICAGO, IL 60605
BP AIR CONDITIONING CORP	116 GREENPOINT AVE. BROOKLYN, NY 11222
CSG SYSTEMS, INC.	2525 NORTH 117TH AVENUE OMAHA, NE 68164
CSG SYSTEMS, INC.	ELIZABETH K. FLAAGAN HOLME ROBERTS & OWEN LLP 1700 LINCOLN STREET DENVER, CO 80203
ELAINE ROMERO TTEE U/W	JOHNH HARRINGTON FBO KATHERINE HARRINGTON SPECIAL NEEDS TRUST, 4812 NW 22ND ST. COCONUT CREEK, FL 33063
MCCANTS, CARL W.	320 WOODSIDE PL WALDORF, MD 20653
NAGY, JENOE & ELIZABETH	5014 MERIDIAN STREET LOS ANGELES, CA 90042
PATINO, JUAN A.	300 BROWN AVE PROSPECT PARK, NJ 07508
ROSS, MARGARET J.	43 NURSERY RD NEW CANAAN, CT 06840
SCHULTZ, JOHN A.	1735 E MONITCELLO CT. ONTARIO, CA 91761
SUPINO, ELIOT	490 COTE ST. ANTOINE WESTNOUVT, QC H3Y 2K2 CANADA
SZEP, FRANK J.	1419 DEWEY AVE NORTHAMPTON, PA 18067

Total Records Printed ==> 13

EXHIBIT “G”

RCN Corporation - Creditor Listing - October 21, 2004

FEDERAL EXPRES CORPORATION
HONEYWELL INTERNATIONAL INC
LEVEL 3 COMMUNICATIONS, LLC

ATTN: REVENUE RECOVERY/BANKRUPTCY 2005 CORPORATE AVE, 2ND FLOOR MEMPHIS, TN 38132
DEBBIE JACKSON, RECEIVABLES COORDINATOR ACS CASH SERVICES - MN10-2517 1985 DOUGLAS DRIVE NORTH GOLDEN VALLEY, MN 55422
ATTN: MARC CALLIPARI 1025 ELDORADO BLVD. BROOMFIELD, CO 80021

Total Records Printed ==> 3