

to the First Omnibus Objection having been filed or raised informally with the Debtors; and the Court having considered the First Omnibus Objection, the claims listed on Exhibits A through E attached hereto; 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 First Omnibus Objection and accompanying exhibits, and the notice of the response deadline thereto; and

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

C. The Disputed Claims listed in Exhibit A are proofs of claim which reflect proofs of interest in the common stock of RCN Corporation and are not claims against the Debtors (the “Equity Interests”); and

D. The Disputed Claims listed in Exhibit B are claims that arise from the purchase or sale of RCN’s common stock, and pursuant to Bankruptcy Code section 510(b), are subordinated to general unsecured claims (the “Securities Claims”); and

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

F. The Disputed Claims listed in Exhibit D are claims which are redundant of the proofs of claim filed by the Indenture Trustee for the Debtors' Public Debt (the "Redundant Public Debt Claims"); and

G. The Disputed Claims listed in Exhibit E are claims which do not reflect obligations of the Debtors and do not provide sufficient supporting documentation to permit the Debtors to evaluate such claims (the "Insufficient Documentation Claims"); and

H. The relief requested in the First 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 Equity Interests listed on Exhibit A attached hereto is disallowed and expunged.
2. Each of the Securities Claims listed on Exhibit B attached hereto is subordinated pari passu to the common stock of RCN Corporation.
3. Each of the Disputed Claims listed on Exhibit C attached hereto is disallowed and expunged to the extent such claim represents an Equity Interest and is subordinated pari passu to the common stock of RCN Corporation to the extent such claim represents a Securities Claim.
4. Each of the Redundant Public Debt Claims listed on Exhibit D attached hereto is disallowed and expunged.

5. Each of the Insufficient Documentation Claims listed on Exhibit E attached hereto is disallowed and expunged.

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

7. Each claim and the objections by the Debtors to each claim as addressed in the First 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 First Omnibus Objection.

Dated: New York, New York
November 3, 2004

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE