

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
RCN CORPORATION, et al., : Case No. 04-13638 (RDD)
Debtors. : (Jointly Administered)
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**ORDER WITH RESPECT TO DEBTORS' SECOND 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' Second Omnibus Objection Pursuant To 11 U.S.C. §§ 502(b) And 510(b) And Fed. R. Bankr. P. 3003 and 3007 To Claims (the "Second Omnibus Objection"),¹ dated October 7, 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 Second Omnibus Objection having been given; and no other or further notice being necessary; and the Court having considered the Second Omnibus Objection, the claims listed on Exhibits A through I attached hereto, and the responses, if any, to the Second Omnibus Objection; and the responses, if any, to the Second Omnibus Objection in respect of the claims addressed herein having been resolved or

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

adjourned as set forth on the record of the hearing; 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 Second Omnibus Objection and accompanying exhibits, and the notice of the response deadline thereto; and

B. The Second 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 to the proposed order are claims which were filed in the chapter 11 cases of the improper Debtor (the “Improper Debtor Claims”); and

E. The Disputed Claim set forth in Exhibit C is a claim which has been satisfied in its entirety prior to the Petition Date (the “Satisfied Claim”); and

F. The Disputed Claims set forth in Exhibit D represent claims improperly asserted against more than one Debtor (the “Redundant Claims”); and

G. The Disputed Claims set forth in Exhibit E represent claims that are not valid liabilities of the Debtors (the “Claims Subject to Litigation and Dispute”); and

H. The Disputed Claims set forth in Exhibit F represent proofs of interest of RCN’s common stock and are not valid claims in the Debtors’ chapter 11 cases (the “Equity Interests”); and

I. The Disputed Claims set forth in Exhibit G represent claims by holders of RCN’s common stock for the types of claims specified in Bankruptcy Code section 510(b) (the “Securities Claims”); and

J. The Disputed Claims set forth in Exhibit H represent claims that do not represent debts actually owed by the Debtors, and the claimants asserting such claims have failed to provide sufficient supporting documentation to permit the Debtors to properly evaluate such claims (the “Insufficient Documentation Claims”); and

K. The Disputed Claims set forth in Exhibit I represent claims filed after the applicable bar date (the “Late Filed Claims”); and

L. The relief requested in the Second Omnibus Objection and contained herein 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 Non-Debtor Claims listed on Exhibit A attached hereto is disallowed and expunged in its entirety.
2. Each of the Improper Debtor Claims listed on Exhibit B attached hereto is deemed filed in the chapter 11 case of another Debtor as indicated on Exhibit B.
3. The Satisfied Claim listed on Exhibit C attached hereto is disallowed and expunged in its entirety.
4. Each of the Redundant Claims listed on Exhibit D attached hereto is disallowed and expunged in its entirety.
5. Each of the Claims subject to Litigation and Dispute listed on Exhibit E attached hereto is disallowed and expunged in whole or in part, as noted.
6. Each of the Equity Interest Claims listed on Exhibit F attached hereto is disallowed and expunged in its entirety.
7. Under 11 U.S.C. §510(b), each of the Securities Claims on Exhibit G attached hereto is subordinated pari passu to RCN's common stock.

8. Each of the Insufficient Documentation Claims on Exhibit H attached hereto are disallowed and expunged in its entirety.

9. Each of the Late Filed Claims on Exhibit I attached hereto are disallowed and expunged in its entirety.

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

11. Each claim and the objections by the Debtors to each claim as addressed in the Second 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 who obtained such stay and shall not act to stay the applicability or finality of this Order with respect to any other contested matter covered hereby.

12. 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 Second Omnibus Objection.

Dated: New York, New York
November 16, 2004

 /s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

EXHIBIT B

EXHIBIT C

EXHIBIT D

EXHIBIT E

EXHIBIT F

EXHIBIT G

EXHIBIT H

EXHIBIT I