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Hearing Date: Nov. 23, 2004 at 10:00 a.m.

Counsel for Official Committee of
Unsecured Creditors of RCN Corp., et al.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: :
: :
RCN CORPORATION, et al., :
: :
Debtors. :
-----X

Chapter 11
Case No. 04-13638 (RDD)
Jointly Administered

**JOINDER OF OFFICIAL COMMITTEE OF UNSECURED CREDITORS
OF RCN CORPORATION ET AL. TO DEBTORS' MOTION FOR AN
ORDER UNDER BANKRUPTCY CODE SECTIONS 105(a) AND 502(c)
ESTIMATING THE CLAIMS, FOR PURPOSES OF ALLOWANCE, OF
INTERNATIONAL BUSINESS MACHINES CORPORATION**

TO THE HONORABLE ROBERT D. DRAIN,
UNITED STATES BANKRUPTCY JUDGE:

1. The Official Committee of Unsecured Creditors (the "Committee") of RCN Corporation ("RCN Corp.") and its affiliated debtors and debtors-in-possession in the above-captioned cases (the "Subsidiary Debtors" and together with RCN Corp., the "Debtors"), hereby joins in the Debtors' Motion For An Order Under Bankruptcy Code Sections 105(a) and 502(c) Estimating The Claims, For Purposes Of Allowance, Of International Business Machines Corporation (the "Motion"). The Committee (a) agrees with the statements of facts, the legal arguments, and the assertions put forth in the Motion; (b) hereby joins the Debtors in the Motion; (c) reserves all rights to be heard before this Court with respect to the Motion and any objections filed thereto; and (d) reserves its right to provide additional and supplementary arguments to

those contained in the Motion prior to or at the hearing on this matter.

WHEREFORE, the Committee respectfully requests that the Court enter an order granting the relief requested in the Motion and such other, further relief as it deems just and proper.

Dated: New York, New York
November 19, 2004

MILBANK, TWEED, HADLEY & M^CCLOY LLP

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