

OPPENHEIMER WOLFF & DONNELLY LLP  
Steven W. Meyer (SM 0344)  
Lara O. Glaesman (LG 9583)  
Plaza VII, Suite 3300  
45 South Seventh Street  
Minneapolis, Minnesota  
(612) 607-7000

Counsel to International Business Machines Corporation

**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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**NOTICE OF MOTIONS OF INTERNATIONAL BUSINESS MACHINES  
CORPORATION FOR EXPEDITED RELIEF AND TO FILE  
DOCUMENT UNDER SEAL**

PLEASE TAKE NOTICE that upon the accompanying motions dated November 22, 2004, the undersigned will move this Court for an order pursuant to Fed. R. Bankr. P. 9013, 7026(c), and the Court's General Order, M-242, Ex. 1, Sec. III, for expedited relief and allowance of International Business Machines Corporation ("IBM") to file document under seal ("Motions"). In support thereof, IBM states and alleges as follows:

**NOTICE OF MOTION**

1. IBM moves the Court for the relief requested below and gives notice of such Motions.

2. The Court will not hold a hearing on these Motions.

3. This Court has jurisdiction over these Motions pursuant to 28 U.S.C. §§ 157(b)(2)(G) and 1334, and Fed. R. Bankr. P. 5005. This proceeding is a core proceeding.

The Debtors of these jointly administered cases filed petitions for relief on May 27, 2004, with another Debtor filing on August 5, 2004 and the final group filing on August 20, 2004. On August 26, 2004, the Court entered an order approving joint administration of all of the Debtors (collectively the "Debtors"). This case is now pending in this Court.

4. These motions are filed under Fed. R. Bankr. P. 9013, 7026(c), and the Court's General Order, M-242, Ex. 1, Sec. III.

WHEREFORE, IBM moves the Court for an order granting expedited relief and allowing IBM to file the Agreement under seal and such other relief as may be just and equitable.

**OPPENHEIMER WOLFF & DONNELLY LLP**

Dated: November 22, 2004

/s/ Steven W. Meyer  
Steven W. Meyer (SM 0344)  
Lara O. Glaesman (LG 9583)  
3300 Plaza VII  
45 South Seventh Street  
Minneapolis, Minnesota 55402  
Telephone: (612) 607-7000  
Facsimile: (612) 607-7100

**ATTORNEYS FOR INTERNATIONAL  
BUSINESS MACHINES CORPORATION**