

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

FOUR TIMES SQUARE  
NEW YORK 10036-6522

TEL: (212) 735-3000  
FAX: (212) 735-2000  
<http://www.skadden.com>

FIRM/AFFILIATE OFFICES

BOSTON  
CHICAGO  
HOUSTON  
LOS ANGELES  
NEWARK  
PALO ALTO  
RESTON  
SAN FRANCISCO  
WASHINGTON, D.C.  
WILMINGTON  
BEIJING  
BRUSSELS  
FRANKFURT  
HONG KONG  
LONDON  
MOSCOW  
PARIS  
SINGAPORE  
SYDNEY  
TOKYO  
TORONTO

November 22, 2004

The Honorable Robert D. Drain  
United States Bankruptcy Court  
Southern District of New York  
Alexander Hamilton Customs House  
One Bowling Green  
New York, New York 10004-1408

Re: In re RCN Corporation, et al., Case No. 04-13638 (RDD)

Dear Judge Drain:

Set forth below is an agenda for the matter scheduled for the hearing on November 23, 2004 at 10:00 a.m. The information contained in this agenda reflects documents received in our offices as of this morning and information contained on the Court's docket last reviewed this morning.

**A. CONTINUED MATTER**

1. DEBTORS' SECOND OMNIBUS OBJECTION PURSUANT 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 (Dkt. No. 281)

*Response Deadline:* November 3, 2004 at 4:00 p.m.

*Responses:* Response to Debtor's Second Omnibus Objection to Claim No. 1096, filed by John M. Daley on behalf of Old Dominion Freight Line, Inc. on November 3, 2004. (Dkt. No. 357).

Creditor's Response to Debtor's Second Omnibus Objection to 11 U.S.C. §§ 502(b) and 510(b) and Fed. R. Bankr. P. 3003 and 3007 to Claims, dated November 1, 2004, and served by Michael H. Krafcisin (**Dkt. No. 378**).

Claimant Nytalya Smith-Brown Response 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 (Claim No. 1325), served by Joseph E. Gasperetti, Esq. on behalf of Nytalya Smith-Brown (**Dkt. No. 379**).

Response to Debtors' Second Omnibus Objection Pursuant to 11 U.S.C. 502(b) and 510(b) and Fed. R. Bank. P. 3003 and 3007 to Claims, filed by Richard J. Bernard on behalf of Edward T. Joyce on November 3, 2004 (**Dkt. No. 346**).

*Status:*

The hearing with respect to the claims relating to the first three responses listed above has been adjourned to December 2, 2004 at 10:00 a.m.

The hearing with respect to the claim relating to the fourth response listed above has been adjourned to a date to be determined.

With respect to all other claims, the Court entered an order on November 17, 2004, granting the relief requested in this objection.

**B. UNCONTESTED MATTERS**

2. DEBTORS' OBJECTION UNDER 11 U.S.C. §§ 105(a), 502(b), 503 AND 507, FED. R. BANKR. P. 3007 AND THE BAR DATE ORDER TO PROOFS OF CLAIM FILED BY KEMPER INSURANCE COMPANIES (**Dkt. No. 251**)

*Response Deadline:* October 28, 2004 at 4:00 p.m.

*Responses:* None.

*Status:* The parties have reached an agreement in principle and are finalizing a term sheet to document such agreement. If the term sheet is finalized prior to the hearing, the parties will be presenting a stipulation; otherwise, the matter will be adjourned to December 2, 2004 at 10:00 a.m.

3. DEBTORS' MOTION FOR AN ORDER UNDER BANKRUPTCY CODE §§ 105(a) AND 502(c) ESTIMATING THE CLAIMS, FOR PURPOSES OF ALLOWANCE, OF INTERNATIONAL BUSINESS MACHINES CORPORATION (**Dkt. No. 338**)

*Response Deadline:* November 19, 2004 at 4:00 p.m.

*Responses:* Joinder of Official Committee of Unsecured Creditors of RCN Corporation et al. to Debtors' Motion for an Order Under Bankruptcy Code §§ 105(a) and 502(c) Estimating the Claims, for Purposes of Allowance, of International Business Machines Corporation (**Dkt. No. 403**)

*Related Pleadings:* Debtors' Objection under 11 U.S.C. §§ 105(a) and 502 and Fed. R. Bankr. P. 3001 and 3007 to Proofs of Claim Filed by International Business Machines Corporation (**Dkt. No. 282**) (Objection Deadline of October 28, 2004 at 4:00 p.m.; hearing was originally scheduled for November 16, 2004 at 10:00 a.m.)

Response to Debtors' Objection to IBM Proofs of Claim, filed by Lara O. Glaesman on behalf of International Business Machines Corporation. (Dkt. No. 331).

*Status:* The parties have reached an agreement and will be presenting a stipulation with respect to this matter.

4. MOTION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR AN ORDER PURSUANT TO 11 U.S.C. § 328(a) AUTHORIZING AMENDMENT TO TERMS OF EMPLOYMENT AND RETENTION OF CAPITAL & TECHNOLOGY ADVISORS LLC (Dkt. No. 373)

*Objection Deadline:* November 18, 2004 at 4:00 p.m.

*Objections:* None.

*Status:* This matter will be proceeding.

Respectfully,

/s/ Thomas J. Matz

cc (by facsimile):

Counsel of record for each of the parties filing pleadings identified above:

Wildman, Harrold, Allen & Dixon LLP, attn: David J. Fischer, Esq.  
Counsel for Kemper Insurance

Dechert LLP, attn: David C. McGrail  
Special conflicts counsel to the Debtors

Oppenheimer Wolff & Donnelly LLP, attn: Laura O. Glaesman  
Counsel to International Business Machines Corporation

Michael H. Krafcisin  
Respondent/Creditor, Pro Se

Law Offices of Joseph E. Gasperetti, P.C., attn: Joseph E. Gasperetti, Esq.  
Schuyler, Roche & Zqirner, P.C., attn: Dolores Ayala, Esq.  
Counsel for Nytalya Smith-Brown

John M. Daley, Esq.  
Counsel for Old Dominion Freight Lines, Inc.

Milbank, Tweed, Hadley & McCloy LLP  
Counsel for the Official Committee of Unsecured Creditors

Simpson Thacher & Bartlett LLP  
Counsel for the Senior Lenders

The Office of the United States Trustee  
Attn: Paul K. Schwartzberg, Esq.