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December 1, 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 matters scheduled for the hearing on December 2, 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 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: Claimant Nytalya Smith-Brown's 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 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**).

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 claim relating to the first response listed above will be proceeding. The claimant has consented to the Debtors' objection to her proof of claim.

The hearing with respect to the claims relating to the second, third and fourth responses 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 AND 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 on this matter and have executed a term sheet to reflect the basic terms of such agreement. This matter has been adjourned to December 8, 2004 at 10:00 a.m. while the parties finalize a stipulation reflecting such terms.

3. MOTION FOR AN ORDER UNDER 11 U.S.C. §§ 105 AND 363 AUTHORIZING PAYMENT OF EXPENSES OF TEJAS SECURITIES GROUP, INC. IN CONNECTION WITH POTENTIAL PURCHASE OF CONVERTIBLE SECOND-LIEN NOTES (**Dkt. No. 370**)

Objection Deadline: November 30, 2004 at 4:00 p.m.

Objections: None.

Status: This matter will be proceeding.

4. DEBTORS' THIRD OMNIBUS OBJECTION TO CLAIMS PURSUANT TO 11 U.S.C. §§ 502(b) AND FED. R. BANKR. P. 3007 (**Dkt. No. 309**)

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

Responses: Response of Nortel Networks Inc. to the Debtors' Third Omnibus Objection to Proofs of Claim (**Dkt. No. 402**).

Notice of Withdrawal of Nortel Networks Inc.'s Response to the Debtors' Third Omnibus Objection to Proofs of Claim (**Dkt. No. 446**).

Status: This matter will be proceeding.

5. DEBTORS' FOURTH OMNIBUS OBJECTION TO CLAIMS PURSUANT TO 11 U.S.C. §§ 502(b) AND 510(b) AND FED. R. BANKR. P. 3003 AND 3007 (**Dkt. No. 310**)

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

Responses: None.

Status: This matter will be proceeding.

6. DEBTORS' FIFTH OMNIBUS OBJECTION TO CLAIMS PURSUANT TO 11 U.S.C. §§ 105(a) AND 502 AND FED. R. BANKR. P. 3001 AND 3007 (**Dkt. No. 311**)

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

Responses: 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, Esq.
Special conflicts counsel to the Debtors

Kasowitz, Benson, Torres & Friedman LLP, attn: Alan Lungen, Esq.
Special conflicts counsel to the Debtors

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.

Lovells, attn: Eric D. Statman, Esq.
Counsel for Nortel Networks 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.