

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' THIRD
OMNIBUS OBJECTION TO CLAIMS PURSUANT TO 11 U.S.C. § 502(b)
AND FED. R. BANKR. P. 3007**

Upon the Debtors' *Third Omnibus Objection to Claims Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007* (the "Third Omnibus Objection"),¹ dated October 21, 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 Third Omnibus Objection having been given; and no other or further notice being necessary; and the Court having considered the Third Omnibus Objection, the claims listed on Exhibits A and B attached hereto, and the responses to the Third Omnibus Objection; and the responses to the Third Omnibus Objection in respect of the claims addressed herein having been withdrawn or resolved as set forth on the record and herein; and after due deliberation thereon; and good cause appearing therefor; it is hereby

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

FOUND THAT:

A. Each holder of a Disputed Claim was properly and timely served with a copy of the Third Omnibus Objection and accompanying exhibits, and the notice of the response deadline thereto; and

B. The Third 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 represent claims that are not valid liabilities of the Debtors (the "Claims Subject to Litigation and Dispute") except to the extent set forth in Exhibit B; and

E. The relief requested in the Third Omnibus Objection is in the best interests of the Debtors, Debtors' estate, and its creditors.

NOW, THEREFORE, IT IS ORDERED, DECREED, AND ADJUDGED THAT:

1. Each of the Non-Debtor Claims listed on Exhibit A attached hereto are disallowed and expunged in their entirety.

2. Each of the Claims subject to Litigation and Dispute listed on Exhibit B attached hereto are disallowed and expunged in whole or, or reduced and disallowed and expunged in part, as set forth thereon.

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

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

5. 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 Third Omnibus Objection.

Dated: New York, New York
December 2, 2004

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE