

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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- :  
: Chapter 11  
In re :  
: Case No. 04-13638 (RDD)  
RCN CORPORATION, et al., :  
: (Jointly Administered)  
Debtors. :  
X  
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**ORDER WITH RESPECT TO DEBTORS' FOURTH OMNIBUS  
OBJECTION PURSUANT TO 11 U.S.C. §§ 502(b) AND 510(b)  
AND FED. R. BANKR. P. 3003 AND 3007 TO CLAIMS**

Upon the Debtors' Fourth Omnibus Objection Pursuant To 11 U.S.C. §§ 502(b) And 510(b) And Fed. R. Bankr. P. 3003 And 3007 To Claims (the "Fourth Omnibus Objection"),<sup>1</sup> 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 Fourth Omnibus Objection having been given; and no other or further notice being necessary; and the Court having considered the Fourth Omnibus Objection, the claims listed on Exhibits A through E attached hereto, and the responses, if any, to the Fourth Omnibus Objection; and the responses, if any, to the Fourth Omnibus Objection in respect of the claims addressed herein having been resolved; and after due deliberation thereon; and good cause appearing therefore; it is hereby

FOUND THAT:

- A. Each holder of a Disputed Claim was properly and timely served with a copy of the Fourth Omnibus Objection and accompanying exhibits, and the notice of the response deadline thereto; and
- B. The Fourth Omnibus Objection is a core proceeding under 28 U.S.C. § 157(b)(2); and

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<sup>1</sup> Unless otherwise defined, capitalized terms used herein shall have the meanings ascribed to them in the Fourth Omnibus Objection.

- C. The Disputed Claims set forth in Exhibit A are proofs of claim 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 are proofs of claim based solely on a claimant’s ownership interest in, or possession of, any of the common stock of RCN and are not valid claims in the Debtors’ chapter 11 cases (the “Equity Interests”); and
- E. The Disputed Claims set forth in Exhibit C are proofs of claim which reflect both Equity Interests and Securities Claims; and
- F. The Disputed Claim set forth in Exhibit D represents a claim that does not represent debt actually owed by the Debtors and the claimant asserting such claim has failed to provide sufficient supporting documentation to permit the Debtors to properly evaluate such claim (the “Insufficient Documentation Claim”); and
- G. The Disputed Claims set forth in Exhibit E are proofs of claims filed after the applicable bar date (the “Late Filed Claims”); and

H. The relief requested in the Fourth 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 Equity Interest Claims listed on Exhibit B attached hereto are disallowed and expunged in their entirety.
3. The Disputed Claims listed on Exhibit C attached hereto are disallowed and expunged to the extent such claims represent Equity Interests and are subordinated pari passu to the common stock of RCN Corporation to the extent

such claims represent Securities Claims.

4. The Insufficient Documentation Claim listed on Exhibit D attached hereto is disallowed and expunged in its entirety.

5. The Late Filed Claims listed on Exhibit E attached hereto are disallowed and expunged in their entirety.

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

7. Each claim and the objections by the Debtors to each claim as addressed in the Fourth 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.

8. 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 Fourth Omnibus Objection.

Dated: New York, New York  
December 2, 2004

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

