

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' FIFTH OMNIBUS  
OBJECTION TO CLAIMS PURSUANT TO BANKRUPTCY CODE  
SECTIONS 105(a) AND 502 AND BANKRUPTCY RULES 3001 AND 3007**

Upon the fifth omnibus objection (the "Fifth Omnibus Objection"), dated October 21, 2004, of RCN Corporation and certain of its direct and indirect subsidiaries, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), pursuant to Bankruptcy Code sections 105 and 502 and Bankruptcy Rules 3001 and 3007, to the claims (collectively, the "Disputed Claims") of Level 3 Communications, LLC ("Level 3"), Honeywell International Inc. ("Honeywell"), and Federal Express Corporation ("FedEx" and, together with Level 3 and Honeywell, the "Claimants") asserted in these cases; and after due deliberation thereon; and based upon the record in these cases; and proper and adequate notice of the Fifth Omnibus Objection having been given; and no other or further notice being necessary; and the Court having considered the Fifth Omnibus Objection, the Disputed Claims, and the responses, if any, to the Fifth Omnibus Objection; and the responses, if any, to the Fifth 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 of the Claimants was properly and timely served with a copy of the Fifth Omnibus Objection and the notice of the response deadline thereto; and

B. The Fifth Omnibus Objection is a core proceeding under 28 U.S.C. § 157(b)(2); and

C. The relief requested in the Fifth Omnibus Objection is in the best interests of the Debtors, the Debtors' estates, and their creditors.

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

1. Each of the Disputed Claims is disallowed and expunged in its entirety.

2. The Bankruptcy Court shall retain jurisdiction over the Debtors and each of the Claimants with respect to any matters relating to or arising from the Fifth Omnibus Objection or the implementation of this Order.

3. Each claim and the objections by the Debtors to each claim as addressed in the Fifth Omnibus Objection constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014. This Order shall be deemed a separate Order with respect to each such claim. Any stay of this Order shall apply only to the contested matter which involves such claim and shall not act to stay the applicability or finality of this Order with respect to any other contested matter covered hereby.

4. 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 Objection.

Dated: New York, New York  
December 2, 2004

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE