

UNITED STATES BANKRUPTCY COURT
Southern District of New York

RCN Corporation
Case Number: 04-13638(RDD)

SUBJECT TO GENERAL AND SPECIFIC NOTES TO THESE SCHEDULES

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, C, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts from Schedules D, E, and F to determine the total amount of the debtor's liabilities.

AMOUNTS SCHEDULED

NAME OF SCHEDULE	ATTACHED YES / NO	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - REAL PROPERTY	YES	1	\$0		
B - PERSONAL PROPERTY	YES	7	\$37,526,483		
C - PROPERTY CLAIMED AS EXEMPT	NO	0			
D - CREDITORS HOLDING SECURED CLAIMS	YES	2		\$482,130,866	
E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS	YES	1		\$0	
F - CREDITORS HOLDING UNSECURED NON- PRIORITY CLAIMS	YES	10		\$1,948,424,370	
G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES	YES	11			
H - CODEBTORS	YES	1			
I - CURRENT INCOME OF INDIVIDUAL DEBTOR(S)	NO	0			N/A
J - CURRENT EXPENDITURES OF INDIVIDUAL DEBTOR(S)	NO	0			N/A
Total number of sheets of all Schedules		33			
			Total Assets >	\$37,526,483	
			Total Liabilities >	\$2,430,555,236	

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GENERAL NOTES PERTAINING TO ALL DEBTORS

The Schedules of Assets and Liabilities (the “Schedules”) and the Statements of Financial Affairs (the “Statements”) and collectively with the Schedules, (the “Schedules and Statements”) of RCN Corporation (“RCN”) and its affiliated debtors (collectively, the “Debtors”) have been prepared pursuant to 11 U.S.C. § 521 and Rule 1007 of the Federal Rules of Bankruptcy Procedure by management of the Debtors with the assistance of their court-appointed advisors and are unaudited.

While management has made every reasonable effort to ensure that the Schedules and Statements are accurate and complete based on information that was available to them at the time of preparation, subsequent information or discovery may result in material changes to these Schedules and Statements, and inadvertent errors or omissions may exist. In addition, the Schedules and Statements may include or incorporate information about non-Debtor affiliates. Moreover, the subsequent receipt of information may result in material changes in financial and other data contained in the Schedules and Statements. The Schedules and Statements, therefore, remain subject to further review and verification by the Debtors. Accordingly, the Debtors reserve all rights to amend and/or supplement their Schedules and Statements as is necessary and appropriate.

Furthermore, nothing contained in the Schedules and Statements shall constitute a waiver of rights with respect to these chapter 11 cases and specifically with respect to any issues involving substantive consolidation, equitable subordination and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and other relevant non-bankruptcy laws to recover assets or avoid transfers.

Basis of Presentation. The information provided herein, except as otherwise noted, represents the financial results of RCN Corporation, the activities, assets and liabilities of which constitute the vast majority of the business of the entire Debtors' organization. The Debtors generally maintain their accounting records in keeping with generally accepted accounting principles (“GAAP”). Except as noted, the asset and liability data contained in the Schedules and Statements are as of May 26, 2004.

Interests in Subsidiaries. RCN is the parent company of 21 domestic subsidiaries. The Debtor's Schedule B – Personal Property – lists RCN's ownership interest in its direct subsidiaries. The value of this interest is undetermined, and has been scheduled as such.

Summary of Significant Reporting Limitations. The Schedules and Statements have been signed by Anthony M. Horvat, Chief Restructuring Officer of the Debtors. In reviewing and signing the Schedules and Statements, Mr. Horvat has necessarily relied upon the efforts, statements and representations of the accounting and other personnel located at RCN's headquarters and at each of the Debtors' stations and local sites. Mr. Horvat has not (and could not have) personally verified the accuracy of each such statement and representation, including statements and representations concerning amounts owed to creditors. In addition, the following conventions were adopted by the Debtors in the preparation of the Schedules and Statements.

- (a) Book and Cost Value. It would be prohibitively expensive and unduly burdensome to obtain current market valuations of the Debtor's property interests and other significant assets. Accordingly, unless otherwise noted, carrying values on the Debtor's books, rather than current market values of the Debtor's interests in property, are reflected on the Debtor's schedules. Furthermore, the carrying values of assets as of April 30, 2004 have been used (as stated above) as there have been no material changes between this date and the petition date. There are certain asset values that have changed during this period (such as cash), and these values have been updated through the petition date and have been noted herein.
- (b) Agreements Subject to Confidentiality. There may be instances within the Schedules and Statements where either names or addresses have been left blank. Due to the nature of an agreement between the Debtors and the third party, concerns of confidentiality or concerns for the privacy of an individual, the Debtor may have deemed it appropriate and necessary to avoid listing such names and addresses.

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- (c) Causes of Action. The Debtors, despite efforts, may not have set forth all of their causes of action against third parties as assets in their Schedules and Statements. The Debtors reserve all of their rights with respect to any causes of action they may have and neither these General Notes nor the Schedules and Statements shall be deemed a waiver of any such causes of action.
- (d) Claims Description. Any failure to designate a claim on the Debtors' Schedules and Statements as "disputed," "contingent" or "unliquidated" does not constitute an admission by the Debtors that such amount is not "disputed," "contingent" or "unliquidated." The Debtors reserve the right to dispute any claim reflected on their Schedules or Statements on any grounds, including, but not limited to, amount, liability or classification, or to otherwise subsequently designate such claims as "disputed," "contingent" or "unliquidated." Moreover, the Debtors reserve the right to amend their Schedules as necessary or appropriate.

Specific Notes. These general notes are in addition to the specific notes set forth in the Schedules and Statements hereinafter. Disclosure of information in one Schedule or Statement, even if incorrectly placed, shall be deemed to be disclosed in the correct Schedule or Statement. The fact that the Debtors have prepared a general note with respect to a particular Schedule or Statement and not to others does not reflect and should not be interpreted as a decision by the Debtors to exclude the applicability of such general note to any or all of the Debtors' remaining Schedules or Statements, as appropriate.

Schedule F – Creditors Holding Unsecured Nonpriority Claims. Schedule F does not include certain deferred charges, deferred liabilities or general reserves. Such amounts are, however, reflected on the Debtors' books and records as required in accordance with GAAP. Such accruals are general estimates of liabilities and do not represent specific claims as of the Petition Date. The claims listed in Schedule F arose or were incurred on various dates. In certain instances, the date on which a claim arose may be an open issue of fact. While reasonable efforts have been made, the determination of each date upon which each claim in Schedule F was incurred or arose would be unduly burdensome and cost prohibitive and, therefore, the Debtors have not listed a date for each claim listed on Schedule F.

Intercompany liabilities are included in Schedule F at the amounts recorded in the Debtors' books and records as of April 30, 2004. These figures are subject to further review.

Schedule F contains information regarding pending litigation involving the Debtors. In certain instances, the Debtor that is the subject of the litigation is unclear or undetermined. However, to the extent that litigation involving a particular Debtor has been identified, such information is contained in the Schedule for that Debtor.

Schedule G – Executory Contracts. While reasonable efforts have been made to ensure the accuracy of Schedule G regarding executory contracts and unexpired leases, inadvertent errors, omissions or overinclusion may have occurred. The Debtors do not make, and specifically disclaim, any representation or warranty as to the completeness or accuracy of the information set forth herein. The Debtors hereby reserve all of their rights to dispute the validity, status, characterization, or enforceability of any contract or other agreement set forth in Schedule G that may have expired or may have been modified, amended, and supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters and other documents, instruments and agreements which may not be listed therein.

In some cases, the same supplier or provider appears multiple times in Schedule G. This multiple listing is intended to reflect distinct agreements between the applicable Debtor and such supplier or provider.

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Certain of the leases and contracts listed on Schedule G may contain certain renewal options, guarantees of payment, options to purchase, rights of first refusal, and other miscellaneous rights. Such rights, powers, duties and obligations are not set forth on Schedule G. In addition, the Debtors may have entered into various other types of agreements in the ordinary course of their business, such as easements, rights of way, subordination, nondisturbance and attornment agreements, supplemental agreements, amendments/letter agreements, title agreements and confidentiality agreements. Such documents are also not set forth in Schedule G.

In addition, certain of the agreements listed on Schedule G may be in the nature of conditional sales agreements or secured financings. The Debtors reserve all of their rights to dispute or challenge the characterization of the structure of any transaction, or any document or instrument (including, without limitation, any intercompany agreement), or otherwise seek the recharacterization of any lease identified herein as a security device. Certain of the contracts, agreements, and leases listed on Schedule G may have been entered into by more than one of the Debtors. Finally, certain of the executory agreements may not have been memorialized and could be subject to dispute.

General Notes Control. In the event that the Schedules and Statements differ from the foregoing General Notes, the General Notes shall control.

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SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, or both own the property by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

☒ Check this box if debtor has no real property to report on this Schedule A.

LOCATION	NATURE OF DEBTOR'S INTEREST IN PROPERTY	LAND	BUILDING (NBV)	NET BOOK VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM	NOTE

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Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories place an "X" in the appropriate position in the column labeled "None". If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, or both own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only on Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property".

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	NET BOOK VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand.	X		
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		See Exhibit B-2 following Schedule B	\$774,816
3. Security deposits with public utilities, telephone companies, landlords, and others.	X		
4. Household goods and furnishings, including audio, video, and computer equipment.	X		
5. Books; pictures and other art objects; antiques; stamps, coin, record, tape, compact disc, and other collections or collectibles.	X		
6. Wearing apparel.	X		
7. Furs and jewelry.	X		
8. Firearms and sports, photographic, and other hobby equipment.	X		
9. Interests in insurance policies. Name insurance company of policy and itemize surrender or refund value of each.	X		
10. Annuities. Itemize and name each issuer.	X		

UNITED STATES BANKRUPTCY COURT**Southern District of New York****RCN Corporation****Case Number: 04-13638(RDD)****SCHEDULE B - PERSONAL PROPERTY**

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Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property".

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	NET BOOK VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
11. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Itemize.	X		
12. Stock and interests in incorporated and unincorporated businesses. Itemize.		See Exhibit B-12 following Schedule B	Undetermined
13. Interests in partnerships or joint ventures. Itemize.	X		
14. Government and corporate bonds and other negotiable and non-negotiable instruments.	X		
15. Accounts receivable.	X		
16. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X		
17. Other liquidated debts owing debtor including tax refunds. Give particulars.		See Exhibit B-17 following Schedule B	\$36,751,667
18. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule of Real Property.	X		
19. Contingent and non contingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X		

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Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories place an "X" in the appropriate position in the column labeled "None". If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, or both own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only on Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property".

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	NET BOOK VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
20. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		See the General Notes to Exhibit B-17 following Schedule B	
21. Patents, copyrights, and other intellectual property. Give particulars.	X		
22. Licenses, franchises, and other general intangibles. Give particulars.	X		
23. Automobiles, trucks, trailers, and other vehicles and accessories.	X		
24. Boats, motors, and accessories.	X		
25. Aircraft and accessories.	X		
26. Office equipment, furnishings, and supplies.	X		
27. Machinery, fixtures, equipments, and supplies used in business.	X		
28. Inventory	X		
29. Animals	X		
30. Crops - growing or harvested. Give particulars.	X		
31. Farming equipment and implements.	X		
32. Farm supplies, chemicals, and feed.	X		
33. Other personal property of any kind not already listed.		See Exhibit B-33 following Schedule B	Undetermined

Total Claim**\$37,526,483**

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Exhibit B-2

Checking, savings, or other financial accounts, CDs, etc.

<u>Bank Name</u>	<u>Account Number</u>	<u>Address</u>	<u>City, State and Zip Code</u>	<u>Bank Balance</u>	<u>Note</u>
Merrill Lynch	838-07E10	4 World Financial Center, 29th Floor	New York, NY 10080	\$774,636	1,3
PNC Bank	9009700493	201 Penn Avenue	Scranton, PA 18503	\$180	2
				<hr/>	
				\$774,816	

Footnotes

1. Represents bank balance as of 5/28/04.
2. Represents bank balance as of 5/26/04.
3. The Debtor is currently analyzing the account and believes the account balance may contain amounts related to intercompany withholding of taxes on stock options from certain subsidiaries that should be credited back to those subsidiaries, as well as amounts related to possible gains on the sale of such stock options.

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Exhibit B-12
Stock and interests in incorporated and unincorporated business

<u>Entity Name</u>	<u>Description</u>	<u>Value</u>
TEC Air, Inc.	100% Directly Owned Subsidiary	Undetermined
RCN Financial Management, Inc.	100% Directly Owned Subsidiary	Undetermined
RCN Internet Services, Inc.	100% Directly Owned Subsidiary	Undetermined
UNET Holding, Inc.	100% Directly Owned Subsidiary	Undetermined
RLH Property Corporation	100% Directly Owned Subsidiary	Undetermined
RCN Telecom Services of Illinois, LLC	100% Directly Owned Subsidiary	Undetermined
Brainstorm Networks, Inc.	100% Directly Owned Subsidiary	Undetermined
RCN Telecom Services, Inc.	100% Directly Owned Subsidiary	Undetermined
RCN Finance, LLC	100% Directly Owned Subsidiary	Undetermined
RFM 2, LLC	100% Directly Owned Subsidiary	Undetermined
RCN Entertainment, Inc.	100% Directly Owned Subsidiary	Undetermined
J2 Interactive, LLC	23.5% Equity Interest	Undetermined

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Exhibit B-17

Other liquidated debts owing debtor including tax refunds

<u>Name</u>	<u>Description</u>	<u>Net Book Value</u>
RCN-BecoCom, LLC	Receivable from Affiliate	\$287,369
RLH Property Corporation	Receivable from Affiliate	\$4,058,599
RCN Entertainment, Inc.	Receivable from Affiliate	\$557,190
ON TV, Inc.	Receivable from Affiliate	\$44
RCN Finance, LLC	Receivable from Affiliate	\$2,289,911
RFM 2, LLC	Receivable from Affiliate	\$29,558,554
		<hr/>
		\$36,751,667
		<hr/>

General Notes

Amounts above are as of April 30, 2004.

The Debtor may be entitled to tax refunds for federal, state and local income taxes, sales and use taxes, property taxes, payroll taxes and other taxes. At this time, however, it is uncertain whether the Debtor will receive any refunds.

The Debtor may be a party to one or more lawsuits in which the Debtor has asserted claims as a plaintiff or in which it has asserted counter-claims, third party claims or cross claims. The ultimate value of such claims cannot be determined at this time. For a listing of those lawsuits to which the Debtor is a party, see Attachment 4a to the Statement of Financial Affairs.

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Exhibit B-33

Other personal property of any kind not already listed

<u>Name</u>	<u>Description</u>	<u>Location</u>	<u>Net Book Value</u>
HYBR Warrants			Undetermined
URDAM Warrants			Undetermined
			<u>Undetermined</u>

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SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and account number, if any, of all entities holding claims secured by property of the debtor as of the date of filing of the petition. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust and other security interests. List creditors in alphabetical order to the extent practicable. If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.) Report the total of all claims listed on the schedules in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	CODEBTOR	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	C U D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
See Exhibit D-1 immediately following Schedule D	X	Secured Financing	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>	\$482,130,866	Undetermined
			<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>		
			<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>		
			<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>		
			<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>		

Total **\$482,130,866** **\$0**

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Exhibit D-1

Secured Financing

<u>Name</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Description</u>	<u>C</u>	<u>U</u>	<u>D</u>	<u>Principal Amount</u>	<u>Accrued Interest</u>	<u>Total</u>	<u>Unsecured Portion, if any</u>	<u>Notes</u>
Evergreen Investment Management Company, LLC	c/o HSBC Bank USA Issuer Services 425 Fifth Avenue	New York, NY 10018	Second Priority Lien	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	\$27,520,442	\$0	\$27,520,442	Undetermined	1
JPMorgan Chase	380 Madison Avenue	New York, NY 10017	Letter of Credit	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	\$15,000,000	\$0	\$15,000,000	Undetermined	2
JPMorgan Chase	380 Madison Avenue	New York, NY 10017	Senior Secured Credit Facility	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	\$432,453,582	\$7,156,842	\$439,610,424	Undetermined	3
							\$474,974,024	\$7,156,842	\$482,130,866	Undetermined	

Footnotes

- Debt relates to a \$41.5 million Commercial Term Loan and Credit Agreement secured by a junior lien on substantially all of the assets of RCN Corporation (excluding cash), including the stock of certain directly owned subsidiaries.
- This \$15 million letter of credit forms part of the Senior Secured Credit Facility. At the time these Schedules were prepared, the Letter of Credit remains outstanding.
- JPMorgan Chase is the agent for, and member of, the bank syndicate. This amount is comprised of a 7-Year Multi-Draw Term Loan (Term A) in the amount of \$113 million, an 8-Year Term Loan (Term B) in the amount of \$319 million and revolving credit. The Senior Secured Credit Facility is guaranteed by certain RCN subsidiaries.

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SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name and mailing address, including zip code, and account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, or wife, both of them or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotal" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Repeat this total also on the Summary of Schedules.

☒ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

☐ Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. Section 507(a)(2).

☐ Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$4,650* per person earned within 90 days immediately preceding the filing of the original petition, or the cessation of business, which ever occurred first, to the extent provided in 11 U.S.C. Section 507(a)(3).

☐ Contribution to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. Section 507(a)(4).

☐ Certain farmers and fisherman

Claims of certain farmers and fisherman, up to \$4,650* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. Section 507(a)(5).

☐ Deposits by individuals

Claims of individuals up to \$1,950* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. Section 507(a)(6).

☐ Alimony, Maintenance, or Support

Claims of a spouse, former spouse, or child of the debtor for alimony, maintenance, or support, to the extent provided in 11 U.S.C. Section 507(a)(7).

☐ Taxes and Certain Other Debts Owed to Government Units

Taxes, customs duties, and penalties owing to federal, state, and local government units as set forth in 11 U.S.C. Section 507(a)(8).

☐ Commitments to Maintain the capital of an Insured Depository Institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. Section 507(a)(9).

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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and account number, if any, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the filing of the petition. Do not include claims listed in Schedule D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report total of all claims listed on the schedules in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

☐ Check this box if debtor has no unsecured nonpriority claims to report on this Schedule F.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C U D	AMOUNT OF CLAIM
See Exhibit F-1 immediately following Schedule F		Debt	<input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>	\$1,183,498,503
See Exhibit F-2 immediately following Exhibit F-1		Undrawn Letters of Credit	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>	\$11,857,987
See Exhibit F-3 immediately following Exhibit F-2		Real Property Agreements	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	\$0
See Exhibit F-4 immediately following Exhibit F-3		Accounts Payable	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>	\$1,570,984
See Exhibit F-5 immediately following Exhibit F-4		Intercompany Liabilities	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	\$751,496,896
See Exhibit F-6 immediately following Exhibit F-5		Litigation Claims	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	\$0
See Exhibit F-7 immediatley following Exhibit F-6		Other	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	\$0
			<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	

\$1,948,424,370

UNITED STATES BANKRUPTCY COURT
Southern District of New York

RCN Corporation

Case Number: 04-13638(RDD)

Exhibit F-1

Debt

<u>Creditor</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Description</u>	<u>C</u>	<u>U</u>	<u>D</u>	<u>Principal Amount</u>	<u>Accrued Interest Thru 5/26/04</u>	<u>Total</u>	<u>Notes</u>
HSBC Bank USA, as Indenture Trustee	Attn: Issuer Services, 425 Fifth Avenue	New York, NY 10018	Senior Discounted Notes 11.0%	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	\$139,471,629	\$2,585,403	\$142,057,032	
HSBC Bank USA, as Indenture Trustee	Attn: Issuer Services, 425 Fifth Avenue	New York, NY 10018	Senior Discounted Notes 11.125%	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	\$315,995,000	\$21,580,922	\$337,575,922	
HSBC Bank USA, as Indenture Trustee	Attn: Issuer Services, 425 Fifth Avenue	New York, NY 10018	Senior Discounted Notes 9.8%	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	\$290,289,000	\$22,205,501	\$312,494,501	
HSBC Bank USA, as Indenture Trustee	Attn: Issuer Services, 425 Fifth Avenue	New York, NY 10018	Senior Notes 10.125%	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	\$202,871,000	\$17,744,873	\$220,615,873	
HSBC Bank USA, as Indenture Trustee	Attn: Issuer Services, 425 Fifth Avenue	New York, NY 10018	Senior Notes 10.0%	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	\$160,879,000	\$9,876,175	\$170,755,175	
							<u>\$1,109,505,629</u>	<u>\$73,992,874</u>	<u>\$1,183,498,503</u>	

UNITED STATES BANKRUPTCY COURT
Southern District of New York

RCN Corporation

Case Number: 04-13638(RDD)

Exhibit F-3

Real Property Agreements

<u>Name</u>	<u>Address</u>	<u>C</u>	<u>U</u>	<u>D</u>	<u>Claim Amount</u>	<u>Note</u>
79-87 Ave. C, LLC	13 E. 16th St, Suite 400 , New York, NY 10003	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0	1
Advance Magazine Publishers, Inc., LLC	GPO P.O. Box 5937 , New York, NY 10087	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0	1
American Venture 594 Corporation	Two Park Plaza, 4th Floor , Boston, MA 02116	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0	1
Argonaut Holdings, Inc.	Potamkin Companies 7714 Fisher Island Dr. , Fisher Island, FL 32109	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0	1
BDC Derekwood LLC	5301 Connecticut Avenue, NW, Suite 600 , Washington, DC 20015	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0	1
Belhaven Avenue C, LLC	12 E. Market St. , Bethlehem, PA 18018	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0	1
Boston Properties Limited Partnership	401 9th St., N.W. Suite 700 , Washington, DC 20004	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0	1
Cameron Real Estate, Inc.	889 Elm St. , Manchester, NH 03101	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0	1
Consolidated Edison Company of New York, Inc.	4 Irving Place , New York, NY 10003	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0	1
Cornerstone Suburban Office L.P.	1901 Ave. of the Stars, Suite 555 , Los Angeles, CA 90067	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0	1
Dobbin Square Ltd. Partnership	5550 Sterrett Place , Columbia, MD 21044	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0	1
F. W. Spencer & Son, Inc.	99 South Hill Dr. , Brisbane, CA 94005	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0	1
Hub MA Realty Trust	400 Center St. , Newton, MA 02458	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0	1
J&R Realty Co.	P.O. Box 2289 , Aptos, CA 95001	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0	
Liberty Mutual Insurance Company	c/o Corporate Real Estate 173 Bedford St. , Lexington, MA 02173	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0	1
Liberty Property Limited Partnership	1510 Valley Center Parkway, Suite 240 , Bethlehem, PA 18017	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0	1
Mericle Properties, Inc.	600 Baltimore Dr. E. Mountain Corporate Center , Wilkes-Barre, PA 18702	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0	1
Monarch Inc.	Willner Realty & Development Corp. 2 S. 69th St. Suite 418 , Upper Darby, PA 19082	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0	1
MSP One Summer St., LLC	633 W. 5th St. Suite 2050 , Los Angeles, CA 90071	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0	1
Newage Industries, Inc.	Colliers Lanard & Axilbund 399 Market St. , Philadelphia, PA 19106	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0	1
Princeton 202 Associates Limited Partnership	Boston Properties 111 Huntington Ave., Suite 300 , Boston, MA 02199	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0	1
Regency Plaza Nominee Trust	1 Regency Plaza , Providence, RI 02903	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0	1
Robertson Properties, LC	100 N. Washington St. , Falls Church, VA 22046	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0	1
Rockrose Development Corp.	290 Park Ave. S., 14th Floor , New York, NY 10010	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0	1
Springfield Technical Community College Assistance Corporation	One Armory Sq. , Springfield, MA 01105	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0	1
Sycon Corporation	P.O. Box 395 , Fulton, MD 20759	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0	1

UNITED STATES BANKRUPTCY COURT
Southern District of New York

RCN Corporation
Case Number: 04-13638(RDD)
Exhibit F-3
Real Property Agreements

<u>Name</u>	<u>Address</u>	<u>C</u>	<u>U</u>	<u>D</u>	<u>Claim Amount</u>	<u>Note</u>
Transoceanic Shipping Company	Lanard & Axilbund, Inc. 399 Market St. 3rd Floor , Philadelphia, PA 19106	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0	1
Van R. Kloiber and Geralyn M. Kloiber	1404 Valley Rd. , Effort, PA 18330	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0	1
Wells Avenue Senior Holdings	79 Milk St. , Boston, MA 02110	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0	1
Wesley-Jessen Corporation	11460 John's Creek Pkwy. , Duluth, GA 30097	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0	1
					<hr/>	
					\$0	

Footnotes

1. Debtor is named as a guarantor in these contracts.

RCN Corporation
Case Number: 04-13638(RDD)
Exhibit F-4
Accounts Payable

<u>Name</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>C</u>	<u>U</u>	<u>D</u>	<u>Claim Amount</u>
Affinitas Corporation	233 South 13th Street, Suite 1200	Lincoln, NE 68508	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	\$1,569,658
Checkfree Services Corp.	PO Box 409287	Atlanta, GA 30384	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	\$296
Nortel Networks	2325 Dulles Corner Blvd	Herndon, VA 20171	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	\$466
Pitney Bowes	1835 Underwood Blvd.	Delran, NJ 08075	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	\$564
						\$1,570,984

UNITED STATES BANKRUPTCY COURT
Southern District of New York

RCN Corporation

Case Number: 04-13638(RDD)

Exhibit F-5

Intercompany Liabilities

Entity Name	<u>C</u>	<u>U</u>	<u>D</u>	<u>Claim Amount</u>
Hot Spots Productions, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$8,250
RCN Entertainment, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$961,944
RCN Finance, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$677,478,041
RCN Financial Management, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$289,366
RCN Telecom Services, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$40,583
RCN-BecoCom, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$72,662,917
RLH Property Corporation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$55,795
				<hr/> <u>\$751,496,896</u> <hr/>

General Notes

Amounts above are as of April 30, 2004.

UNITED STATES BANKRUPTCY COURT
Southern District of New York

RCN Corporation

Case Number: 04-13638(RDD)

Exhibit F-6

Litigation Claims

<u>Name</u>	<u>Address</u>	<u>C</u>	<u>U</u>	<u>D</u>	<u>Claim Amount</u>
American Home Assurance Company (Paul Galletta)	70 Pine Street , New York, NY 10270	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
Angela Rankins	c/o Arnold & Kadjan 19 West Jackson Blvd. , Chicago, IL 60604	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
Angelina Tarantino	246 Willowbrook Drive , North Brunswick, NJ 08902	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
Annette D. Prewitt	1059 West Foster 3f , Chicago, IL 60640	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
Candace M. Sparatta	33 Broad Street , Flemington, NJ 08822	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
Chrystal Van Huss	c/o Bisnar & Chase LLP 1301 Dove St. Suite 760 , Newport Beach, CA 92660	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
Commonwealth Edison Company	10 S. Dearborn St. 37th Flr. , Chicago, IL 60680-5379	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
Corey D. Harris	PO Box 473 , Pocono Pines, PA 18350	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
County Line Realty Group	17-A Joyce Kilmer Ave North PO Box 674 , New Brunswick, NJ 08903	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
David Debonville and Rhonda Debonville	19 Chelsea Circle , Flemington, NJ 08822	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
David Fletcher	c/o Kristopher Stefani 478 Torrey Street , Brockton, MA 02301	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
Debra K. Craig	2925 Little Gap Road , Palmerton, PA 18071	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
Derek McCauley	141 Grove Street , Wilkes Barre, PA 18702	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
Educational TV Corporation	c/o Koerner & Olender 5809 Nicholson Ln., Ste. 124 , North Bethesda, MD 20852	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
Edward T. Joyce	c/o Ashby & Geddes 222 Delaware Ave., 17th Flr , Wilmington, DE 19899	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
Enid Gramazio	350 W. 50th Street #2FF , New York, NY 10019	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
Evelyn Pacino	22-31 77th Street , Jackson Heights, NY 11370	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
Frances Sims	c/o David Finklestein 179 Union Avenue , Framingham, MA 01701	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
Francesco Liotti	31 Cleveland Avenue , Nutley, NJ 07110	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
Harry & Deborah Hammell	431 Lafayette Avenue , Hamilton, NJ 08610	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
James Monroe Condominium	45 River Drive South , Jersey City, NJ 07310	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
Jennifer Shuman	c/o Neal Unger 100 Plainfield Avenue , Edison, NJ 08817	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
Jose Pina	46 Clarence St. , Roxbury, MA 02119	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
Joseph Stabile	c/o Scott Baron & Associates 159-49 Crossbay Blvd , Howard Beach, NY 11414	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
Judy Charles	c/o Mirick O'Connell 100 Front Street , Worcester, MA 01608	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
Lawrence Bernard	26 Munro Blvd. , Valley Stream, NY 11581	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
Marie DeWees	70 Van Lieus Road , Ringoes, NJ 08551	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
Mary Nell Douglas	c/o Winters, Brewster, Crosby, & Schafer PO Box 700 , Marion, IL 62959	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00

UNITED STATES BANKRUPTCY COURT
Southern District of New York

RCN Corporation

Case Number: 04-13638(RDD)

Exhibit F-6

Litigation Claims

<u>Name</u>	<u>Address</u>	<u>C</u>	<u>U</u>	<u>D</u>	<u>Claim Amount</u>
Maurice Reynolds	1631 N. Parkside , Chicago, IL 60639	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
Michael Krafcisin	PO Box 847 , Barrington, IL 60011-0847	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
Mr. Eitan Ogen	345 E 93rd Street , New York, NY 10128	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
Natalie Hernandez	6143 S. Kenneth St. , Chicago, IL 60629	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
Nereida Colon	2619 N. Ridgeway 2nd , Chicago, IL 60647	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
Newport Associates Development Company	45 River Drive South , Jersey City, NJ 07310	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
Nicholas Bagley, III	51 S. Katrin Circle , Newcastle, DE 19720	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
Nicole Robinson	521 Hoyt Street , Pringle, PA 18704	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
Nytalya M. Smith-Brown	623 Farmview , University Park, IL 60466	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
Old Dominion Freight Line, Inc.	c/o John M. Daley, Esq. 28 Third Avenue, Suite B , San Mateo, CA 94401	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
Pamela Pernot	1284 Cowperthwaite Road , Bedminster, NJ 07921	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
Patricia Montague	66 Florida St. , Springfield, MA 01109	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
Rodney H. Walker	67 Blake Street , Mattapan, MA 02126	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
Sara Calvo	c/o Fogel & Wachs, LLP 420 5th Avenue , New York, NY 10018	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
Sheldon Wernikoff	c/o Jonah Orlofsky 122 S. Michigan Ave., Ste 1850 , Chicago, IL 60603	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
Stephen M. Lee	c/o Touhy & Touhy 161 North Clark Street , Chicago, IL 60601	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
Steven A. Mason	1106 E. Sharpnack Street , Philadelphia, PA 19150	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
Susan Weiss	1712 Whitpain Hills , Blue Bell, PA 19422	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
Thomas Maring and Hoang Huynh	1006 Robin Road , Hillsborough, NJ 08844	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
Timothy R. Neel and Colleen E. Neel	194 Birchwood Estates , Wyoming, PA 18612	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
Troy Fisher	c/o Raphaelson Law Firm P.C. 225 West 34th Street, Suite 2209 , New York, Ny 10122	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
Verizon New England	c/o John Corrigan Two Oliver Street, 9th Floor , Boston, MA 02109-4908	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
Voncile Marshall	1011 George Street Apt. 5-N , Easton, PA 18042	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
TOTAL					\$0.00

UNITED STATES BANKRUPTCY COURT
Southern District of New York

RCN Corporation
Case Number: 04-13638(RDD)
Exhibit F-7
Other

<u>Beneficiary/Creditor</u>	<u>C</u>	<u>U</u>	<u>D</u>	<u>Claim Amount</u>
Lumbermans Mutual Casualty	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
Merrill Lynch	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00
Paragon Capital Partners	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$0.00

UNITED STATES BANKRUPTCY COURT
Southern District of New York

RCN Corporation

Case Number: 04-13638(RDD)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all parties to each lease or contract described.

NOTE: A party listed on this schedule will not receive notice of the filing of this case unless the party is also scheduled in the appropriate schedule of creditors.

☐ Check this box if debtor has no executory contracts and/or unexpired leases to report on this Schedule G.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR	DESCRIPTION OF CONTRACT OR LEASE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT
Real Property Agreements	See Exhibit G-1 immediately following Schedule G
Equipment Lease Agreements	See Exhibit G-2 immediately following Exhibit G-1
Service Agreements	See Exhibit G-3 immediately following Exhibit G-2
Other Agreements	See Exhibit G-4 immediately following Exhibit G-3

UNITED STATES BANKRUPTCY COURT
Southern District of New York

RCN Corporation
Case Number: 04-13638(RDD)
Exhibit G-1
Real Property Agreements

<u>Lessor</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Description</u>
79-87 Ave. C, LLC	13 E. 16th St, Suite 400	New York, NY 10003	Lease - 79-87 Ave. C, New York, NY
Advance Magazine Publishers, Inc., LLC	GPO P.O. Box 5937	New York, NY 10087	Lease - 825 Third Ave, New York, NY
American Venture 594 Corporation	Two Park Plaza, 4th Floor	Boston, MA 02116	Lease - 594 Pleasant St., Watertown, MA
Argonaut Holdings, Inc.	Potamkin Companies	Fisher Island, FL 32109	Lease - 1133 York Ave., New York, NY
BDC Derekwood LLC	5301 Connecticut Avenue, NW, Suite 600	Washington, DC 20015	Lease - 10003 Derekwood Lane, Lanham, MD
Belhaven Avenue C, LLC	12 E. Market St.	Bethlehem, PA 18018	Lease - 2124 Avenue C, Bethlehem, PA 18018
Boston Properties Limited Partnership	401 9th St., N.W.	Washington, DC 20004	Lease - 8000 Corporate Court, Springfield, VA 22153
Cameron Real Estate, Inc.	889 Elm St.	Manchester, NH 03101	Lease - 889 Elm St., Manchester, NH 03101
Consolidated Edison Company of New York, Inc.	4 Irving Place	New York, NY 10003	Lease - 118-29 Queens Blvd., Forest Hills, NY
Cornerstone Suburban Office L.P.	1901 Ave. of the Stars, Suite 555	Los Angeles, CA 90067	Lease - 1400 Fashion Island Blvd., San Mateo, CA
Dobbin Square Ltd. Partnership	5550 Sterrett Place	Columbia, MD 21044	Lease - 6476 Dobbin Center Way, Columbia, MD
F. W. Spencer & Son, Inc.	99 South Hill Dr.	Brisbane, CA 94005	Lease - 437 Potrero Ave., San Francisco, CA
Hub MA Realty Trust	400 Center St.	Newton, MA 02458	Lease - 165 University Ave., Westwood, MA
J&R Realty Co.	P.O. Box 2289	Aptos, CA 95001	Lease - 1320 Marshall St., Redwood City, CA 94065
Liberty Mutual Insurance Company	c/o Corporate Real Estate	Lexington, MA 02173	Lease - 173 Bedford St., Lexington, MA 02420
Liberty Property Limited Partnership	1510 Valley Center Parkway, Suite 240	Bethlehem, PA 18017	Lease - 1525 Valley Ctr. Pkwy. Bethlehem, PA 18017
Mericle Properties, Inc.	600 Baltimore Dr.	Wilkes-Barre, PA 18702	Lease - 100 Baltimore Dr., Wilkes-Barre, PA 18702
Monarch Inc.	Willner Realty & Development Corp.	Upper Darby, PA 19082	Lease - 110 S. 69th St. Upper Darby, PA 19082
MSP One Summer St., LLC	633 W. 5th St. Suite 2050	Los Angeles, CA 90071	Lease - 1 Summer St. Boston, MA 02111

UNITED STATES BANKRUPTCY COURT
Southern District of New York

RCN Corporation
Case Number: 04-13638(RDD)
Exhibit G-1
Real Property Agreements

<u>Lessor</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Description</u>
Newage Industries, Inc.	Colliers Lanard & Axilbund	Philadelphia, PA 19106	Lease - 153 Jamesway, Southampton, PA
Princeton 202 Associates Limited Partnership	Boston Properties	Boston, MA 02199	Lease - 202 Carnegie Center, Princeton, NJ 08543
Regency Plaza Nominee Trust	1 Regency Plaza	Providence, RI 02903	Lease - 3 Regency Plaza., Providence, RI 02903
Robertson Properties, LC	100 N. Washington St.	Falls Church, VA 22046	Lease - 109 E. Broad St., Falls Church, VA 22046
Rockrose Development Corp.	290 Park Ave. S., 14th Floor	New York, NY 10010	Lease - 310-312 E. 23rd St., New York, NY
Springfield Technical Community College Assistance Corporation	One Armory Sq.	Springfield, MA 01105	Lease - 1 Federal St. Bldg 103 and 111, Springfield, MA 01105
Sycon Corporation	P.O. Box 395	Fulton, MD 20759	Lease - 9 N. Court St., Frederick, MD
Transoceanic Shipping Company	Lanard & Axilbund, Inc.	Philadelphia, PA 19106	Lease - 10 Industrial Hwy., Tinicum Industrial Park, Lester, PA, 19113
Van R. Kloiber and Geralyn M. Kloiber	1404 Valley Rd.	Effort, PA 18330	Lease - 7253 Airport Road, East Allen Township, PA
Wells Avenue Senior Holdings	79 Milk St.	Boston, MA 02110	Lease - 201 University Ave., Westwood, MA
Wesley-Jessen Corporation	11460 John's Creek Pkwy.	Duluth, GA 30097	Lease - 2640 W. Bradley Pl., Chicago, IL

General Note: The Debtor is a guarantor of the real property agreements listed above.

UNITED STATES BANKRUPTCY COURT
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RCN Corporation
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Exhibit G-2
Equipment Lease Agreements

<u>Lessor</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Description</u>
Affinitas Corporation	1015 North 98th Street	Omaha, NE 68114	Equipment Lease
Applied Financial, Inc. (f/k/a Advanced Capital Resources Corporation)	6975 Union Park Center, Suite 200	Midvale, UT 84047	Equipment Lease
Citicorp Vendor Finance, Inc.	PO Box 41647	Philadelphia, PA 19101	Equipment Lease
Minolta Business Solutions	PO Box 41647	Philadelphia, PA 19101	Equipment Leases
Pitney Bowes	1835 Underwood Boulevard	Delran, NJ 08075	Equipment Lease

UNITED STATES BANKRUPTCY COURT
Southern District of New York

RCN Corporation
Case Number: 04-13638(RDD)
Exhibit G-3
Service Agreements

<u>Name</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Description</u>
ABC Cable Networks Group	1133 Avenue of the Americas, 36th Floor	New York, NY 10036-6710	Programming Agreement
Akamai Technologies, Inc.	201 Broadway	Cambridge, MA 02139	Peering Agreement
American Express Travel Related Services, Co.	ADDRESS UNAVAILABLE		
Ameritech	ADDRESS UNAVAILABLE	Chicago, IL	Chicago NAP Peering Agreement
Antec Digital Systems	11450 Technology Circle	Duluth, GA 30097	Service and Support Agreement
AP Services, LLC	2000 Town Center, Suite 2400	Southfield, MI 48075	Agreement for interim management and restructuring services dated 2/11/04
Arthur Anderson LLP	8000 Towers Crescent Dr.	Vienna, VA 22182-2725	
Axient Communications, Inc.	2929 North Central Avenue, 19th Floor	Phoenix, AZ 85012	Master Services Agreement
Call Center Resources, Inc.	23220 Chagrin Boulevard, 2 Commerce Park Square, 4th Floor	Cleveland, OH 44122	Service Agreement
Charter Communications Holding Company, LLC	12444 Powerscourt Drive, Suite 100	St. Louis, MO 63131	Telephony Services Consulting Agreement
Cogent Communications, Inc.	1015 31st Street, NW	Washington, DC 20007	IRU and Dark Fiber Agreement
Eastern Armored Services	P. O. Box 8733	Trenton, NJ 08650	
Enron Broadband Services Inc.	210 SW Morrison Street	Portland, OR 97204	IRU and Dark Fiber Agreement
Enron Communications, Inc.	210 SW Morrison Street, Suite 400	Portland, OR 97204	Epowered Media Cast Services Content Distributor Agreement
Equinix Exchange	2450 Bayshore Parkway	Mountain View, CA 94043	Peering Agreement
Frankfurt Balkind Partners	244 East 58th Street	New York, NY 10022	Master Software and Service Agreement
Genuity Solutions, Inc	225 Presidential Way	Woburn, MA 01801	Peering Agreement
GetConnected, Inc.	254 Friend Street	Boston, MA 02114	Service Agreement
Inverse Network Technology, Inc.	1215 Apollo Drive	Sunnyvale, CA 94086	Software License and Service Agreement
Level 3 Communications, LLC	1025 Eldorado Boulevard	Broomfield, CO 80021	Master Service Agreement
Lifetime Entertainment Services	2049 Century Park East, Suite 840	Los Angeles, California 90067	Programming Agreement

UNITED STATES BANKRUPTCY COURT
Southern District of New York

RCN Corporation
Case Number: 04-13638(RDD)
Exhibit G-3
Service Agreements

<u>Name</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Description</u>
Lucent Technologies, Inc.	ADDRESS UNAVAILABLE		Post Warranty Maintenance Services Agreement
Marsh USA Inc.	44 Whippany Road	Morristown, NJ 07962	Brokerage Services Agreement
Mellon Investor Services	44 Wall Street	New York, NY 10005	Transfer Agent
Mellon Investor Services	85 Challenger Rd.	Ridgefield Park, NJ 07660	Transfer Agent
NCO Financial Systems, Inc.	515 Pennsylvania Avenue, P.O. Box 7602	Fort Washington, PA 19034	Collection Agreement
NCTC, Inc.	11200 Corporate Avenue	Lenexa, Kansas 66219-1392	Programming Agreement
Neon Optica, Inc.	2200 West Park Drive	Westborough, MA 01581	Dark Fiber Lease Agreement
Neon Optica, Inc.	2200 West Park Drive	Westborough, N/a 01581	IRU and Dark Fiber Agreement
Organic Online, Inc.	71 West 23rd Street, 14th Floor	New York, NY 10010	Letter Agreement/Omnibus Services Agreement
Oxygen Cable, LLC	75 Ninth Avenue	New York, New York 10011	Programming Agreement
Playboy Entertainment	730 5th Avenue	New York, New York 10019-4105	Programming Agreement
Prebon Bandwidth	101 Hudson Street	Jersey City, NJ 07302	Brokerage Services Agreement
PRG-Schultz USA, Inc.	26311 Juipero Serra Road, Suite 200	San Juan Capistrano, CA 92675	Professional Service Agreement
Qmedia, Inc.	1790 Broadway, Suite 402	New York, NY 10019	Dark Fiber Lease Agreement
Qmedia, Inc.	1790 Broadway	New York, NY 10019	IRU and Dark Fiber Agreement
SAL Management, Inc.	600 West Germantown Pike, Suite 400	Plymouth Meeting, PA 19462	Service Agreement for Non-Qualified Plan Administration
Scorecard Systems, Inc.	94506-2900 Steeles Avenue East	Thornhill, ON Canada	Services Agreement
Starz Encore Group LLC	8900 Liberty Circle	Englewood, CO 80112	Letter Agreement for Launch and Carriage of Starz On Demand Service
STARZ Encore Group, LLC	8900 Liberty Circle	Englewood, Colorado 80112	Programming Agreement
Telcordia Technologies, Inc.	455 South Street	Morristown, NJ 07960	Software License and Services Agreement
The Blackstone Group L.P.	345 Park Avenue	New York, NY 10154	Retention and Indemnification Agreement dated 3/9/04

UNITED STATES BANKRUPTCY COURT
Southern District of New York

RCN Corporation
Case Number: 04-13638(RDD)
Exhibit G-3
Service Agreements

<u>Name</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Description</u>
United One Resources, Inc.	ADDRESS UNAVAILABLE		Credit Report Services Agreement
Univision Network Limited Partnership	767 Fifth Avenue, 12th Floor	New York, New York 10153	Programming Agreement
VERIZON	PO BOX 646	WILMINGTON, DE 19896	Utility Agreement
Wright Express Financial Services, Inc.	53535-960 E.	Salt Lake City, UT 84117	
Yankees Entertainment and Sports Network, LLC	405 Lexington Avenue, 36th Floor	New York, NY 10174	Programming Agreement

UNITED STATES BANKRUPTCY COURT
Southern District of New York

RCN Corporation
Case Number: 04-13638(RDD)
Exhibit G-4
Other Agreements

<u>Name</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Description</u>
3 Com Corp	5400 Bayfront Plaza	Santa Clara, CA 95052	
A & E TV Networks	235 E. 45th St.	New York, NY 10017	
ABC Cable Networks Group	3800 W. Alameda Ave. 2021 B	Burbank , CA 91505-6076	
ABC Cable Networks Group	3800 W. Alameda Ave. 2021 B	Burbank , CA 91505-6076	
ABC Cable Networks Group	3800 W. Alameda Ave. 2021 B	Burbank , CA 91505-6076	
ABC Cable Networks Group	3800 W. Alameda Ave. 2021 B	Burbank , CA 91505-6076	
ABC Cable Networks Group	3800 W. Alameda Ave. 2021 B	Burbank , CA 91505-6076	
AboveNet Communications, Inc.	50 W. San Fernando Street, Suite 1010	San Jose, CA 95113	San Jose Co-Location Space Agreement
AboveNet Communications, Inc.	Internet Peering Coordinator, MFN/AboveNet Communications, Inc., Third Floor, Tower II 8075 Leesburg Pike	Vienna, VA 22182	Public/Private Interconnection Agreement
Access Worldwide Communications, Inc.	2200 Clarendon Blvd. Suite 1109	Arlington, VA 22201	
ADP, Inc.	5800 Winward Pkwy.	Alpharetta, GA 30005	
American Express Travel Related Services Company, Inc.	1661 E. Camelback, Attn: SE Maintenance Unit	Phoenix, AZ 85016	Agreement for American Express Card Acceptance Telecommunications
AMFM Internet Holdings, Inc.	1775 Broadway, Suite 720	New York, NY 10019	Mutual Release and Settlement Agreement
AT&T	ADDRESS UNAVAILABLE		
AT&T Corp.	AT&T Internet Services, 55 Corporate Drive	Bridgewater, NJ 08807	Interconnection Agreement
Boise Cascade Office Products Corporation	3001 Frost Road	Bristol, PA 19007	Sales Agreement
Boss Temps	1601 Market Street, Suite 1590	Philadelphia, PA 19103	Policies Agreement
Brunswick Group, Inc.	135 E. 57th St. 19th Floor	New York, NY 10022	
Cable & Wireless USA, Inc.	8219 Leesburg Pike	Vienna, VA 22182	
Carmel Cable Television, Inc. & Carmel Telephone Services, Inc. (collectively)	ADDRESS UNAVAILABLE		Asset Purchase Agreement
CATV Services, Incorporated	1576 N.W. 165th Street	Miami, FL 33169	Surplus Inventory Resale Agreement
Ceridian Performance Partners	ADDRESS UNAVAILABLE		

UNITED STATES BANKRUPTCY COURT
Southern District of New York

RCN Corporation
Case Number: 04-13638(RDD)
Exhibit G-4
Other Agreements

<u>Name</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Description</u>
Chase Manhattan Bank	ADDRESS UNAVAILABLE		Credit Agreement dated 6/3/99
CheckFree Corporation	4411 East Jones Bridge Road	Norcross, GA 30092	Direct Electronic Payment Delivery Agmt
Chowder, Inc.	15 West 18th Street	New York, NY 10011	Agency of Record Agreement
Chubb Group of Ins. Co.	15 Mountain View Rd.	Warren, NJ 07509	
Cisco Systems, Inc.	170 West Tasman	San Jose, CA 95134	Evaluation Test Agreement
CompUSA	1355 Riverbend Dr	Dallas, TX 75247	
Digeo Interactive, LLC	ADDRESS UNAVAILABLE		Deployment and Distribution Term Sheet
Digital Island, Inc.	45 Fremont Street	San Francisco, CA 94105	
Dun & Bradstreet, Inc.	P.O. Box 75434	Chicago, IL 60675	Marketing Information Agreement
Equinix Inc.	2450 Bayshore Parkway	Mountain View, CA 94043	
essential.com, Inc.	3 Burlington Woods Drive	Burlington, MA 01803	Resale Agreement
E-xpedient Holdings, Ltd.	ADDRESS UNAVAILABLE		
Gensler & Assoc.	345 Montgomery Street	San Francisco, CA 94104	
Go America Communications Corp.	433 Hackensack Avenue, 3rd Floor	Hackensack, NJ 07601	Purchase and Sale Agreement
Greenhill & Co., LLC	300 Park Avenue	New York, NY 10022	Engagement Letter
Harris Corp	1025 W. NASA Blvd.	Melbourne, FL 32919	
HITS Headend In The Sky	ADDRESS UNAVAILABLE		
Keyline	ADDRESS UNAVAILABLE		
Liberty Spanish Group, L.L.C.	9197 S. Peoria Street	Englewood, CO 80012	Affiliation Agreement
Lifetime Entertainment Services	Worldwide Plaza, 309 West 49th Street	New York, NY 10019	Affiliation Agreement
Lowe Lintas & Partners	One Dag Hammarskjold Plaza	New York, NY 10017	Screen Actors Guild Television Commercials Transfer of Rights -Assumption Agreement
Lycos Inc.	100 Fifth Ave.	Waltham, MA 02451	
MA Medical Society	1440 Main St.	Waltham, MA 02154	
Mericle Development Corp.	East Mountain Corporate Center, 600 Baltimore Drive	Wilkes-Barre, PA 18702	Guaranty Agreement
Metropolitan Area Network	59 Maiden Lane 27th Floor	New York, NY 10038	
Mirror Image Internet, Inc.	49 Dragon Court	Wolburn, MA 01801	

UNITED STATES BANKRUPTCY COURT
Southern District of New York

RCN Corporation
Case Number: 04-13638(RDD)
Exhibit G-4
Other Agreements

<u>Name</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Description</u>
MTV Networks	1515 Broadway 11th Floor	New York, NY 10036	
MTV Networks, a division of Viacom International, Inc.	1515 Broadway, 11th Floor	New York, NY 10036	Digital Suite Affiliation Agreement with MTV Networks
MTV Networks, a division of Viacom International, Inc.	1515 Broadway	New York, NY 10036	Affiliation Agreement (Country Music Television/The National Network)
Ncube Corp	ADDRESS UNAVAILABLE		
Nextel	59 Maiden Lane 21st Floor	New York, NY 10038	
Nortel Networks	2325 Dulles Corner Blvd	Herndon, VA 20171	
OnSite Access, LLC	1372 Broadway, 2nd Floor	New York, NY 10018	Memorandum of Understanding
Paragon Capital Partners	450 Park Avenue, Suite 2500	New York, NY 10022	Broker Agreement
PICS Telecom Corporation	1920 Lyell Avenue	Rochester, NY 14606	Surplus Switch Resale Agreement
Playboy Entertainment Group, Inc.	9242 Beverly Boulevard	Beverly Hills, CA 90210	Television License Agreement
Power and Telephone Supply	P.O. Box 1000, Dept 131	Memphis, TN 38148	Sales Agreement
Priceline	ADDRESS UNAVAILABLE		
Quench	420 Febeley Dr.	King of Prussia, PA 19406	
QVC, Inc.	ADDRESS UNAVAILABLE		
Regional Employment Board of Hampden County, Inc.	1441 Main St., 1st Floor	Springfield, MA 01103	Training Contract
Research in Motion Corporation	295 Phillip Street	Waterloo, ON N2L 3W8 Canada	Supply Agreement
RIM - Research In Motion	295 Phillip St.	Waterloo, ON N2L 3W8 Canada	
Royal Realty Corp.	c/o The Durst Organization, Inc., 1155 Avenue of the Americas	New York, NY 10036	Guaranty Agreement
Savvis Communications Corp.	1 Savvis Parkway	Town & Country, MO 68017	
Sega Enterprises	ADDRESS UNAVAILABLE		
Smart Partner	ADDRESS UNAVAILABLE		
Southwestern Bell Mobile Systems LLC	100 Lowder Brook Dr.	Westwood, MA 02090	
Syntellect, Inc.	1000 Holcomb Woods Pkwy. Bldg. 410A	Roswell, GA 30076-2585	
TAG Staffing	1 Turnmore Ct	Silver Spring, MD 20906	

UNITED STATES BANKRUPTCY COURT
Southern District of New York

RCN Corporation
Case Number: 04-13638(RDD)
Exhibit G-4
Other Agreements

<u>Name</u>	<u>Address</u>	<u>City, State & Zip</u>	<u>Description</u>
TechTV, Inc.	650 Townsend St.	San Francisco, CA 94103	
Telcordia Technologies, Inc.	455 South Street	Morristown, NJ 07960	Memorandum of Understanding
Telemundo Network Group, LLC	1775 Broadway	New York, NY 10019	Interim Letter of Agreement
Teltrust, Inc.	401 N Eddie Rickenbacker Dr	Salt Lake City, UT 84116	
Thomas Financial Publishing	4709 W. Gold Rd. 6th Floor	Skokie, IL 60076-1253	
Thyssen Krupp Materials, Inc.	400 Renaissance Center,	Detroit, MI 48243	Guaranty Agreement
TMG Partners	2685 Bay Road	Redwood City, CA 94063	Conduit Installation Letter Agreement
Trans Point Biller Pilot	ADDRESS UNAVAILABLE		
Transcentive, Inc.	Two Enterprise Drive	Shelton, CT 06484	
Tribune Television Co.	5001 Wynnefield Ave.	Philadelphia, PA 19131	
TVN Entertainment Corporation	2901 West Alameda Avenue	Burbank, CA 91505	Memorandum of Terms Between TVN Entertainment and RCN Corporation
Universal Access, Inc.	233 S. Wacker Dr. Suite 600	Chicago, IL 60606	
Universal New Media Group	ADDRESS UNAVAILABLE		
Universal Television Networks	1230 Ave. of the Americas	New York, NY 10020	Affiliation Agreement
V-Comm LLC	ADDRESS UNAVAILABLE		
Vertex Tax Technology Enterprises, LLC	100 Arthur Andersen Parkway, Suite 300	Sarasota, FL 34232	Vertex Software License Agreement
VTech Industries, L.L.C.	101 E. Palatine Road	Wheeling, IL 60090	Letter Agreement
Vulcan Ventures, Inc.	505 Union Station, 505 Fifth Ave. South	Seattle, WA 98104	Stock Purchase and Voting Agreement
Wireless Works, Inc.	108 Atlantic Avenue	Cohasset, MA 02025	Surplus Switch Resale Agreement
Witness Systems Inc.	300 Colonial Center Parkway	Roswell, GA 30076	
World Touch, Inc.	14700 NE 8th Suite 205	Bellevue, WA 98007	
XRT-CERG America, Inc.	1150 First Ave, 10th Floor	King of Prussia, PA 19406	Software Maintenance Agreement
Yahoo! Inc.	2914 Taylor St.	Dallas, TX 75226	Bilateral Interconnection Agreement

UNITED STATES BANKRUPTCY COURT
Southern District of New York

RCN Corporation

Case Number: 04-13638(RDD)

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than in a joint case, that is also liable on any debts listed by debtor in the schedule of creditors. Include all guarantors and co-signers. In community property states, a married debtor not filing a joint case should report the name and address of the nondebtor spouse on this schedule. Include all names used by the nondebtor spouse during the six years immediately preceding the commencement of this case.

☐ Check this box if debtor has no codebtor

NAME AND ADDRESS OF CODEBTOR

21st Century Telecom Services, Inc.	105 Carnegie Center	Princeton, NJ 08540
Brainstorm Networks, Inc.	105 Carnegie Center	Princeton, NJ 08540
Hot Spots Productions, Inc.	105 Carnegie Center	Princeton, NJ 08540
RCN Cable TV of Chicago, Inc.	105 Carnegie Center	Princeton, NJ 08540
RCN Entertainment, Inc.	105 Carnegie Center	Princeton, NJ 08540
RCN Financial Management, Inc.	105 Carnegie Center	Princeton, NJ 08540
RCN International Holdings, Inc.	105 Carnegie Center	Princeton, NJ 08540
RCN Internet Services, Inc.	105 Carnegie Center	Princeton, NJ 08540
RCN Telecom Servcies of Massachusetts, Inc.	105 Carnegie Center	Princeton, NJ 08540
RCN Telecom Servcies of Philadelphia, Inc.	105 Carnegie Center	Princeton, NJ 08540
RCN Telecom Services of Illinois, LLC	105 Carnegie Center	Princeton, NJ 08540
RCN Telecom Services of Washington D.C., Inc.	105 Carnegie Center	Princeton, NJ 08540
RCN Telecom Services, Inc.	105 Carnegie Center	Princeton, NJ 08540
RFM 2, LLC	105 Carnegie Center	Princeton, NJ 08540
TEC Air, Inc.	80 West End Avenue	New York, NY 10023
UNET Holding, Inc.	105 Carnegie Center	Princeton, NJ 08540

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, Anthony M. Horvat, the Chief Restructuring Officer of the Corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, and that it is true and correct to the best of my knowledge, information and belief.

Date: June 11, 2004

Signature: /s/ Anthony M. Horvat

Anthony M. Horvat, Chief Restructuring Officer

Penalty for making a false statement: Fine of up to \$500,000, or imprisonment for up to 5 years, or both. 18 U.S.C. § 152 and 3571.