

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)
:
Reorganized Debtors.: Jointly Administered
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**ORDER WITH RESPECT TO REORGANIZED DEBTORS' SIXTH
OMNIBUS OBJECTION TO CLAIMS PURSUANT TO 11 U.S.C. §§
105(a), 502(b), AND 510(b) AND FED. R. BANKR. P. 3007**

This matter having come upon the Court on the Reorganized Debtors' Sixth Omnibus Objection To Claims Pursuant To 11 U.S.C. §§ 105(a), 502(b), And 510(b) And Fed. R. Bankr. P. 3007, dated January 31, 2005 (the "Sixth Omnibus Objection");¹ and upon the Declaration of Edward J. O'Hara In Support Of Reorganized Debtors' Sixth Omnibus Objection To Claims (the "O'Hara Decl."); and it appearing that notice of the Sixth Omnibus Objection was good and sufficient under the particular circumstances and that no other or further notice need be given; and the Court having considered (i) the Sixth Omnibus Objection, (ii) the O'Hara Decl., and (iii) Claim Nos. 2079, 2052, 1095, 665, 1542, 2076, 2089, 2086, 2088, 2087, 2078, 2084, 2082, 930, 918, 913, 934, 939, 924, 1032, 1031, and 2081; and there being no objection, either formal or informal, to the relief set

¹ All capitalized terms not defined herein have the respective meanings ascribed to them in the Sixth Omnibus Objection.

forth herein; and after due deliberation thereon; and good cause appearing therefor;

THE COURT HEREBY FINDS THAT:

A. The Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157. Venue of the Reorganized Debtors' chapter 11 case and the Sixth Omnibus Objection in this district is proper under 28 U.S.C. §§ 1408 and 1409. This Court retains jurisdiction pursuant to the Plan and the order confirming the Plan.

B. The claims listed on Exhibit A attached hereto do not reflect valid obligations of the Reorganized Debtors or such obligations have been satisfied in whole or in part, as noted.

C. The claim listed on Exhibit B attached hereto was amended and superseded by Claim No. 2077, which has been allowed as a Class 5 Claim and is scheduled to receive distributions in accordance with the Plan.

D. Each of the claims listed on Exhibit C attached hereto represents a claim based solely on an ownership interest in, or possession of, any of the common stock of RCN and is not a valid claim in the Reorganized Debtors' chapter 11 cases.

E. The claim listed on Exhibit D attached

hereto is a claim against a non-debtor entity and is not a valid claim in the Reorganized Debtors' chapter 11 cases.

F. Each of the claims listed on Exhibit E attached hereto represent both a claim based on an ownership interest in, or possession of, any of the common stock of RCN and a claim by a holder of RCN's common stock for the types of claims specified in section 510(b) of the Bankruptcy Code.

G. Each of the claims listed on Exhibit F attached hereto has been withdrawn.

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. Claim Nos. 2052, 1095, 665, 1542, 2076, 2089, 2088, and 2081 are disallowed in their entirety and expunged.

2. Claim Nos. 2087, 2078, 2084, and 2082 are (i) disallowed to the extent such claims represent equity interests and (ii) subordinated and treated as Class 9 Claims to the extent such claims assert securities claims subject to subordination under section 510(b) of the Bankruptcy Code.

3. Claim Nos. 930, 918, 913, 934, 939, 924, 1032, and 1031 shall be expunged from the Debtors' Claims Register.

4. The hearing on the Sixth Omnibus Objection

with respect to Claim Nos. 2079, 2052, 2086, and 2081 is adjourned to April 12, 2005 at 10:00 a.m. (EDT).

5. Bankruptcy Services, LLC, as Court-appointed claims agent for the Reorganized Debtors, is hereby directed to amend the Reorganized Debtors' claims register to reflect the terms of this Order.

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

7. Each claim and the objections by the Reorganized Debtors to each claim as addressed in the Sixth Omnibus Objection constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014. 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.

Dated: New York, New York
March 17, 2005

 /s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE