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Attorneys for RCN Corporation, et al.,  
Reorganized Debtors

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re : Chapter 11  
:  
RCN CORPORATION, et al., : Case No. 04-13638 (RDD)  
:  
Reorganized Debtors. : Jointly Administered  
-----X

**NOTICE OF REORGANIZED DEBTORS' SEVENTH OMNIBUS  
OBJECTION TO CLAIMS PURSUANT TO 11 U.S.C. §§ 105(a),  
502(b), AND 510(b) AND FED. R. BANKR. P. 3007**

**TO: ALL PARTIES ON THE ATTACHED SERVICE LIST,**

**PLEASE TAKE NOTICE THAT** on April 21, 2005, RCN Corporation ("RCN") and certain of its direct and indirect subsidiaries, reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors"), filed the Reorganized Debtors' Seventh Omnibus Objection Pursuant To 11 U.S.C. §§ 105(a), 502(b), And 510(b) And Fed. R. Bankr. P. 3007 (the "Seventh Omnibus Objection," a copy of which is attached hereto).

**PLEASE TAKE FURTHER NOTICE THAT** a hearing (the "Hearing") with respect to the Seventh Omnibus Objection will be held on **May 24, 2005 at 10:00 a.m. (Eastern Daylight Time)** before the Honorable Robert D. Drain at the United States Bankruptcy Court located at the Alexander Hamilton Customs House, One Bowling Green, New York, New York 10004.

**PLEASE TAKE FURTHER NOTICE THAT** pursuant to Local Bankruptcy Rule 9006-1, any claimant that wishes to contest the relief requested in this Seventh Omnibus Objection must file and serve a response **no later than May 17, 2005 at 4:00 p.m. (Eastern Daylight Time)**.

**PLEASE TAKE FURTHER NOTICE THAT** each such written response must be served on the following parties: (i) counsel for RCN, Milbank, Tweed, Hadley & McCloy LLP, Attention: Susheel Kirpalani, Esq. and Jeffrey K. Milton, Esq., 1 Chase Manhattan Plaza, New York, New York 10005; (ii) Office of the United States Trustee, Southern District of New York, Attention: Paul K. Schwartzberg, Esq., 33 Whitehall Street, 21st Floor, New York, New York 10004; and (iii) United States Bankruptcy Court for the Southern District of New York, Attention: Chambers of the Honorable Robert D. Drain, Alexander Hamilton Customs House, One Bowling Green, New York, New York 10004.

**PLEASE TAKE FURTHER NOTICE THAT** the Reorganized Debtors request that at a minimum each response contain the following:

- (a) a caption setting forth the name of the Bankruptcy Court, the name of the case, the case number, and the title of the Seventh Omnibus Objection;
- (b) the name of the creditor, claim number, and description of the basis for the amount of the asserted claim;
- (c) a concise statement setting forth the reasons why the relief requested in the Seventh Omnibus Objection with respect to the relevant claim should not be granted, including, but not limited to, the specific factual and legal basis upon which the creditor will rely in opposing the Seventh Omnibus Objection;
- (d) all documentation or other evidence of the claim, to the extent not included with the claim previously filed with the Bankruptcy Court, upon which the creditor will rely in opposing the Seventh Omnibus Objection at the Hearing;
- (e) the address(es) to which a reply, if any, to the response should be sent, if different from that indicated in the proof of claim; and

(f) the name, address, and telephone number of the person (which may be the creditor or his/her/its legal representative) possessing ultimate authority to reconcile, settle, or otherwise resolve the claim on behalf of the creditor.

**PLEASE TAKE FURTHER NOTICE THAT** if a response is properly filed and served in accordance with the above procedures, the Reorganized Debtors will endeavor to reach a consensual resolution. If no consensual resolution is reached, the Reorganized Debtors will request that the Court conduct a hearing with respect to the Seventh Omnibus Objection and the response.

**PLEASE TAKE FURTHER NOTICE THAT** if a creditor whose claim is subject to the Seventh Omnibus Objection fails to file and serve a timely response, the Reorganized Debtors will present to the Bankruptcy Court an appropriate order with respect to such claim **without further notice to the creditor.**

DATED: New York, New York  
April 21, 2005

**MILBANK, TWEED, HADLEY & M<sup>C</sup>CLOY LLP**

By:  /s/ Jeffrey K. Milton  
Dennis F. Dunne (DD 7543)  
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Reorganized Debtors

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re : Chapter 11  
 :  
RCN CORPORATION, et al., : Case No. 04-13638 (RDD)  
 :  
Reorganized Debtors. : Jointly Administered  
-----X

**REORGANIZED DEBTORS' SEVENTH OMNIBUS OBJECTION TO  
CLAIMS PURSUANT TO 11 U.S.C. §§ 105(a), 502(b),  
AND 510(b) AND FED. R. BANKR. P. 3007**

TO THE HONORABLE ROBERT D. DRAIN,  
UNITED STATES BANKRUPTCY JUDGE:

RCN Corporation ("RCN") and certain of its direct and indirect subsidiaries, reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors"), hereby submit this Seventh Omnibus Objection to Claims (the "Seventh Omnibus Objection") pursuant to sections 105(a), 502(b), and 510(b) of title 11 of the United States Code, 11 U.S.C. §§ 101-1330 (as amended, the "Bankruptcy Code") and rule 3007 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and, based upon the Declaration of Edward J. O'Hara In Support Of

Reorganized Debtors' Seventh Omnibus Objection, dated April 21, 2005 (the "O'Hara Decl.," a copy of which is attached hereto as Exhibit I), hereby object to

- (1) the claims identified on Exhibit A attached hereto as claims that represent equity interests in RCN and seek an order disallowing in their entirety and expunging such claims;
- (2) the claim identified on Exhibit B attached hereto as a securities claim subject to subordination and seek an order subordinating such claim to general unsecured claims and pari passu with the interests of holders of RCN's common stock;
- (3) the claims identified on Exhibit C attached hereto as claims representing both equity interests and securities claims and seek an order disallowing such claims in their entirety to the extent such claims represent equity interests and subordinating such claims to the extent such claims represent securities claims; and
- (4) the claim identified on Exhibit D attached hereto as a redundant claim and seek an order disallowing in its entirety and expunging such claim;
- (5) the claims identified on Exhibit E attached hereto as claims that have been previously withdrawn (or

deemed withdrawn) and seek an order expunging such claims;

(6) the claim identified on Exhibit F attached hereto as a late-filed claim and seek an order disallowing in its entirety and expunging such claim;

(7) the claims identified on Exhibit G attached hereto as claims which were resolved pursuant to the Plan and seek an order disallowing in their entirety and expunging such claims; and

(8) the claims identified on Exhibit H attached hereto as claims on account of assumed executory contracts or unexpired leases and seek an order disallowing in their entirety and expunging such claims.

The claims objected to herein are more fully described below.

The Reorganized Debtors respectfully represent as follows:

#### **BACKGROUND**

1. Chapter 11 Filings. On May 27, 2004, RCN, TEC Air, Inc. ("TEC Air"), RLH Property Corporation ("RLH Property"), RCN Finance, LLC ("RCN Finance"), and Hot Spots Productions, Inc. ("Hot Spots") (collectively, the "Initial Debtors") filed in this Court voluntary petitions for relief under the Bankruptcy Code. On August 5, 2004, RCN Cable TV of Chicago, Inc. ("RCN Cable") commenced its chapter 11 case. On August 20, 2004, RCN Telecom Services

of Virginia, Inc. ("RCI Telecom"), RCN Entertainment, Inc. ("RCN Entertainment"), 21st Century Telecom Services, Inc. ("21st Century"), and ON TV, Inc. ("ON TV") (collectively, the "Additional Debtors") commenced their chapter 11 cases.

2. Creditors' Committee. On June 10, 2004, the United States Trustee appointed the Official Committee of Unsecured Creditors (the "Creditors' Committee"). The duties of the Creditors' Committee terminated as of the Effective Date (as defined below) except for limited purposes as outlined in the Plan (as defined below). No other official committees have been appointed or designated in these cases.

3. Bar Dates. On June 23, 2004, this Court entered an order establishing August 11, 2004 at 5:00 p.m. (Eastern Time) as the final date and time for the filing of individual proofs of claim in the RCN, Hot Spots, TEC Air, RCN Finance, and RCN Property cases (the "Initial Cases Bar Date Order") [Docket No. 73]. On August 27, 2004, this Court entered an order establishing October 1, 2004 at 5:00 p.m. (Eastern Time) as the final date and time for the filing of individual proofs of claim in the RCN Entertainment, ON TV, 21st Century, RCN Telecom, and RCN Cable cases (the "Additional Cases Bar Date Order") [Docket No. 185]. The Reorganized Debtors and the Court-approved

claims agent, Bankruptcy Services, LLC, ensured that the claims forms and related notices were mailed out in a timely fashion [Docket Nos. 77, 81, and 226] and coordinated the timely publication of such notices in the *Wall Street Journal* (National Edition) [Docket Nos. 414 and 416]. Pursuant to the Plan (as defined below), January 24, 2005 was the final date for the filing of claims asserting administrative status.

4. First Omnibus Objection. On September 21, 2004, the Reorganized Debtors filed their First Omnibus Objection Pursuant To 11 U.S.C. §§ 502(b) And 510(b) And Fed. R. Bankr. P. 3007, To (I) Equity Interests, (II) Securities Claims, (III) Redundant Public Debt Claims, And (IV) Insufficient Documentation Claims (the "First Omnibus Objection") [Docket No. 237]. On November 3, 2004, the Court entered an order approving the First Omnibus Objection [Docket No. 351].

5. Second Omnibus Objection. On October 7, 2004, the Reorganized Debtors filed their Second Omnibus Objection Pursuant To 11 U.S.C. §§ 502(b) And 510(b) And Fed. R. Bankr. P. 3003 And 3007 To Claims (the "Second Omnibus Objection") [Docket No. 281]. In the Second Omnibus Objection, the Debtors objected to non-debtor claims, improper debtor claims, satisfied claims, redundant



claims, claims subject to litigation or dispute, securities claims to be subordinated, and equity interests to be disallowed. On November 16, 2004, the Court entered an order approving the Second Omnibus Objection [Docket No. 391].

6. Third Omnibus Objection. On October 21, 2004, the Reorganized Debtors filed their Third Omnibus Objection To Claims Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 (the "Third Omnibus Objection") [Docket No. 309]. In the Third Omnibus Objection, the Debtors objected to non-debtor claims and claims subject to litigation or dispute. On December 2, 2004, the Court entered an order approving the Third Omnibus Objection [Docket No. 454].

7. Fourth Omnibus Objection. On October 21, 2004, the Reorganized Debtors filed their 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") [Docket No. 330]. In the Fourth Omnibus Objection, the Debtors objected to non-debtor claims, late-filed claims, a claim with insufficient documentation, equity interests to be disallowed, and claims representing both equity interests to be disallowed and securities claims to be subordinated. On December 2,

2004, the Court entered an order approving the Fourth Omnibus Objection [Docket No. 455].

8. Fifth Omnibus Objection. On October 21, 2004, the Reorganized Debtors filed their Fifth Omnibus Objection To Claims Pursuant To Bankruptcy Code Sections 105(a) And 502 And Bankruptcy Rules 3001 And 3007 (the "Fifth Omnibus Objection") [Docket No. 311]. In the Fifth Omnibus Objection, the Debtors objected to disputed claims. On December 2, 2004, the Court entered an order approving the Fifth Omnibus Objection [Docket No. 456].

9. Sixth Omnibus Objection. On January 31, 2005, the Reorganized Debtors filed their Sixth Omnibus Objection To Claims Pursuant To 11 U.S.C. §§ 105(a), 502(b), And 510(b) And Fed. R. Bankr. P. 3007 (the "Sixth Omnibus Objection") [Docket No. 530]. In the Sixth Omnibus Objection, the Reorganized Debtors, the Reorganized Debtors objected to disputed claims, non-debtor claims, claims with insufficient documentation, equity interests to be disallowed, claims representing both equity interests to be disallowed and securities claims to be subordinated, and claims previously withdrawn (or deemed withdrawn). On March 18, 2005, the Court entered an order approving, in part, the Sixth Omnibus Objection [Docket No. 582].

10. Objection to Administrative Claim Requests.

On March 25, 2005, the Reorganized Debtors filed their Objection To Administrative Claim Requests Of (I) Operating Telephone Company Subsidiaries Of Verizon Communications, Inc. And (II) Level 3 Communications, LLC [Docket No. 583], which is scheduled to be heard on May 24, 2005.

11. Plan of Reorganization. On October 12, 2004, the Reorganized Debtors filed their Joint Plan of Reorganization of RCN Corporation and Certain Subsidiaries (the "Plan") [See Docket No. 293]. On December 8, 2004, this Court entered an order confirming the Plan, and on December 21, 2004, the effective date occurred (the "Effective Date").

12. Distribution to Creditors. As of the date hereof, only a partial distribution has been made to holders of Class 5 Allowed Claims due to the reserve for disputed and unliquidated claims. Full distributions to holders of Class 4, Class 6, Class 7, and Class 8 Claims entitled to receive distributions are expected to commence shortly. Remaining distributions to holders of Class 5 Allowed Claims will be made as and when objections to disputed and unliquidated claims in such Class are resolved.

13. Jurisdiction. This Court has jurisdiction over this Seventh Omnibus Objection under 28 U.S.C. § 1334. This matter constitutes a core proceeding as that term is defined in 28 U.S.C. § 157. Venue of the Reorganized Debtors' chapter 11 cases and this Seventh Omnibus Objection are proper in this district under 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief sought herein are sections 105(a), 502(b), and 510(b) of the Bankruptcy Code.

#### **OBJECTIONS**

14. The Reorganized Debtors object to each of the claims identified on Exhibits A through H attached hereto on the following grounds:

(A) Equity Interests To Be Disallowed. Listed on Exhibit A are claims based solely on an ownership interest in, or possession of, common stock of RCN (the "Equity Interests"). O'Hara Decl. at ¶ 3. Proofs of interest do not constitute "claims" within the meaning of section 101(5) of the Bankruptcy Code. In addition, each of the Equity Interests was filed subsequent to the applicable bar date for filing claims in these chapter 11 cases. O'Hara Decl. at ¶ 3. Accordingly, all claims listed on Exhibit A should be disallowed in their entirety and expunged.

(B) Securities Claim To Be Subordinated. Listed on Exhibit B is a claim for damages arising from the purchase or sale of RCN's common stock (the "Securities Claim"). O'Hara Decl. at ¶ 4. Pursuant to section 510(b) of the Bankruptcy Code, "a claim arising from rescission of a purchase or sale of a security of the debtor or of an affiliate of the debtor, for damages arising from the purchase or sale of a security, or for reimbursement or contribution allowed under section 502 on account of such a claim, shall be subordinated to all claims or interests that are senior to or equal the claim or interest represented by such security." 11 U.S.C. § 510(b). Accordingly, the claim listed on Exhibit B should be subordinated to general unsecured claims and pari passu with the interests of holders of RCN's common stock.

(C) Claims Representing Both Equity Interests To Be Disallowed And Securities Claims To Be Subordinated. Listed on Exhibit C are claims representing equity interests and securities claims. O'Hara Decl. at ¶ 5. Equity Interests do not constitute "claims" within the meaning of section 101(5) of the Bankruptcy Code, while Securities Claims should be subordinated to the general unsecured claims. Accordingly, the claims listed on Exhibit C should be (i) disallowed and expunged to the

extent such claims represent Equity Interests and (ii) treated as Class 9 Claims to the extent such claims constitute Security Interests.

(D) Redundant Claim To Be Disallowed. Listed on Exhibit D is a claim on account of the five issuances of RCN's outstanding public debt, which is redundant of and subsumed by the proofs of claim filed by the indenture trustee, HSBC Bank, USA, on behalf of all holders of such debt. O'Hara Decl. at ¶ 6. Accordingly, the claim listed on Exhibit D should be disallowed in its entirety and expunged.

(E) D&O Claims To Be Disallowed. Listed on Exhibit E are claims filed by current or former directors and/or officers of the Reorganized Debtors (the "D&O Claims"). O'Hara Decl. at ¶ 7. On September 30, 2004, the Reorganized Debtors filed a Motion For An Order Under 11 U.S.C. §§ 105 And 363 Authorizing The Purchase Of Renewal And Extended Reporting Director & Officer Liability Insurance Coverage (the "D&O Insurance Motion") [Docket No. 265]. O'Hara Decl. at ¶ 7. As indicated in the D&O Insurance Motion, the directors and officers that had filed proofs of claim against the Reorganized Debtors agreed that such claims would be withdrawn (or deemed withdrawn) as of the effective date of a plan of reorganization for the

Reorganized Debtors, provided that the proposed insurance coverage was procured. O'Hara Decl. at ¶ 7.

On October 15, 2004, this Court entered an order (a copy of which is annexed as Exhibit 1 to Exhibit E attached hereto) [Docket No. 304] approving the D&O Insurance Motion, which order states that

[p]rovided that the Debtors procure the Proposed Coverage, any and all Claims (as that term is defined in section 101(5) of the Bankruptcy Code) against the Debtors or their estates for indemnification, reimbursement or contribution asserted by or on behalf of the Debtors' directors and officers shall be withdrawn (or deemed withdrawn) on the effective date of any plan of reorganization for the Debtors.

Order Authorizing Purchase of Renewal and Extended Reporting Director & Officer Liability Insurance Coverage, dated October 15, 2004 [Docket No. 304], at pg. 2. The Reorganized Debtors have procured the insurance coverage contemplated in the D&O Insurance Motion. O'Hara Decl. at ¶ 7. Although the Effective Date occurred on December 21, 2004, the D&O Claims remain on the Reorganized Debtors' Claims Register. O'Hara Decl. at ¶ 7. Accordingly, the Reorganized Debtors ask that the Court order the claims listed on Exhibit E disallowed in their entirety and expunged.

(F) Late-Filed Claim To Be Disallowed. Listed on Exhibit F is a claim which was filed on February 22, 2005, i.e., after the applicable bar date for filing claims in these chapter 11 cases. O'Hara Decl. at ¶ 8. Pursuant to the Initial Cases Bar Date Order, the Court established August 11, 2004 as the deadline for any person or entity (other than governmental units) to file a proof of claim against any of the Initial Debtors. O'Hara Decl. at ¶ 8. Pursuant to the Additional Cases Bar Date Order, the Court established October 1, 2004 as the deadline for any person or entity (other than governmental units) to file a proof of claim against any of the Additional Debtors. O'Hara Decl. at ¶ 8. Accordingly, the claim listed on Exhibit F should be disallowed in its entirety and expunged.

(G) Claims Resolved As Of The Effective Date. Listed on Exhibit G are claims (the "Evergreen Claims") related to or arising from notes (the "Evergreen Notes") issued pursuant to the Evergreen Credit Agreement, dated as of June 6, 2003, as amended, between RCN and Evergreen Investment Management Company, LLC and certain of its affiliates (the "Evergreen Credit Agreement"). O'Hara Decl. at ¶ 9. Pursuant to the Plan, the Evergreen Notes were replaced with new debt as of the Effective Date. O'Hara Decl. at ¶ 9. Accordingly, the claims listed on



Exhibit G should be disallowed in their entirety and expunged.

(H) Assumed Contract And Lease Claims To Be Disallowed. Listed on Exhibit H are claims arising from or related to executory contracts or non-residential real property leases (the "Contract/Lease Claims") that were previously assumed pursuant to the Plan or otherwise with no cure amount currently owing. O'Hara Decl. at ¶ 10. Accordingly, the claims listed on Exhibit H should be disallowed in their entirety and expunged.

**RESPONSES TO SEVENTH OMNIBUS OBJECTION**

15. Pursuant to Local Bankruptcy Rule 9006-1, any claimant that wishes to contest the relief requested in this Seventh Omnibus Objection must file and serve a response by no later than May 17, 2005 at 4:00 p.m. (Eastern Daylight Time).

16. Each such written response must be served on the following parties: (i) counsel for RCN, Milbank, Tweed, Hadley & McCloy LLP, Attention: Susheel Kirpalani, Esq. and Jeffrey K. Milton, Esq., 1 Chase Manhattan Plaza, New York, New York 10005; (ii) Office of the United States Trustee, Southern District of New York, Attention: Paul K. Schwartzberg, Esq., 33 Whitehall Street, 21st Floor, New York, New York 10004; and (iii) United States Bankruptcy

Court for the Southern District of New York, Attention:  
Chambers of the Honorable Robert D. Drain, Alexander  
Hamilton Customs House, One Bowling Green, New York, New  
York 10004.

17. The Reorganized Debtors request that at a  
minimum each response contain the following:

- (a) a caption setting forth the name of the  
Bankruptcy Court, the name of the case, the  
case number, and the title of the Seventh  
Omnibus Objection;
- (b) the name of the creditor, claim number, and  
description of the basis for the amount of  
the asserted claim;
- (c) a concise statement setting forth the  
reasons why the relief requested in the  
Seventh Omnibus Objection with respect to  
the relevant claim should not be granted,  
including, but not limited to, the specific  
factual and legal basis upon which the  
creditor will rely in opposing the Seventh  
Omnibus Objection;
- (d) all documentation or other evidence of the  
claim, to the extent not included with the  
claim previously filed with the Bankruptcy

Court, upon which the creditor will rely in opposing the Seventh Omnibus Objection at the hearing;

- (e) the address(es) to which a reply, if any, to the response should be sent, if different from that indicated in the proof of claim; and
- (f) the name, address, and telephone number of the person (which may be the creditor or his/her/its legal representative) possessing ultimate authority to reconcile, settle, or otherwise resolve the claim on behalf of the creditor.

18. If a response is properly filed and served in accordance with the above procedures, the Reorganized Debtors will endeavor to reach a consensual resolution. If no consensual resolution is reached, the Reorganized Debtors request that the Court conduct a status conference with respect to the Seventh Omnibus Objection and response.

19. If a creditor whose claim is subject to this Seventh Omnibus Objection and who is served with the Seventh Omnibus Objection fails to file and serve a timely response, the Reorganized Debtors will present to the

Bankruptcy Court an appropriate order with respect to the claim or interest **without further notice to the creditor.**

20. If a response contains an address for the creditor different than that indicated in the objected to proof of claim, the address indicated in the response shall control and shall constitute the service address for other future service of papers upon that creditor.

**GENERAL RESERVATION OF RIGHTS**

21. The Reorganized Debtors reserve their rights to (a) amend this Seventh Omnibus Objection, (b) file additional objections to the Claims identified in this Seventh Omnibus Objection, or (c) assert on any other ground and at any time an objection to the claims addressed in this Seventh Omnibus Objection.

**WAIVER OF MEMORANDUM OF LAW**

22. The Reorganized Debtors submit that no new or novel issue of law is presented with respect to the matters contained herein and respectfully request that the requirement of a separate memorandum of law under Local Bankruptcy Rule 9013-1(b) be waived.

**NOTICE**

23. Notice of this Seventh Omnibus Objection has been given to (i) the United States Trustee, (ii) each claimant whose claim is subject to this Seventh Omnibus

Objection, and (iii) those entities that have formally requested receipt of pleadings in these cases pursuant to Bankruptcy Rule 2002. In light of the relief requested herein, the Reorganized Debtors submit that no other or further notice is required.

WHEREFORE, the Reorganized Debtors respectfully request that the Court enter an order, substantially in the form attached hereto as Exhibit J and granting the Reorganized Debtors such other and further relief as is just and proper.

DATED: New York, New York  
April 21, 2005

**MILBANK, TWEED, HADLEY & M<sup>C</sup>CLOY LLP**

By: /s/ Jeffrey K. Milton  
Dennis F. Dunne (DD 7543)  
Susheel Kirpalani (SK 8926)  
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1 Chase Manhattan Plaza  
New York, New York 10005  
(212) 530-5000

Attorneys for RCN Corporation,  
et al., Reorganized Debtors

**EXHIBIT A**

RCN CORPORATION, ET AL.,  
 Case No. 04-13637(RDD)-04-13641(RDD)-04-15505(RDD)-  
 04-15506(RDD)-04-15508(RDD)

**Equity Interests To Be Disallowed  
 Exhibit A - 7th Omnibus Objection**

Name and Address of Claimant	Claim Number	Case Number	Date Claim Filed	Total Claim Amount*	Claim Priority Status	Basis for Objection
ELAIN YUDKOVITZ CUST BANJAMIN YUDKOVITZ UNIF GIFT TO MIN ACT NY 77 7TH AVE 17R NEW YORK, NY 10011	2091	04-13638(RDD)	12/30/2004	No Amount Specified	K	Equity Interest To Be Disallowed
HERNANDEZ, JA VIER 51-29 MARATHON PARKWAY LITTLE NECK, NY 11362	2114	04-13638(RDD)	1/26/2005	No Amount Specified	K	Equity Interest To Be Disallowed
JANOSIK, MARGARET AND ED 19 WINDSOR DRIVE DALLAS, PA 18612-1409	2090	04-13638(RDD)	12/23/2004	No Amount Specified	K	Equity Interest To Be Disallowed
THERESA THOMPSON IRA 6828 CLIFFBROOK DALLAS, TX 75254	2124	04-13638(RDD)	2/3/2005	No Amount Specified	K	Equity Interest To Be Disallowed
THOMPSON, THERESA 6828 CLIFFBROOK DALLAS, TX 75254	2122	04-13638(RDD)	2/3/2005	No Amount Specified	K	Equity Interest To Be Disallowed
THOMPSON, THERESA ACF VICTORIA THOMPSON UTMA 6828 CLIFFBROOK DALLAS, TX 75254	2123	04-13638(RDD)	2/3/2005	No Amount Specified	K	Equity Interest To Be Disallowed
VALENCIA, ELVA Y. 43-44 ELEBERTSON STREET ELMHURST, NY 11373	2112	04-13638(RDD)	1/26/2005	No Amount Specified	K	Equity Interest To Be Disallowed
VALENCIA, PEGGY C. 43-44 ELEBERTSON STREET ELMHURST, NY 11373	2109	04-13638(RDD)	1/26/2005	No Amount Specified	K	Equity Interest To Be Disallowed
VALENCIA, PEGGY C. 51-29 MARATHON PARKWAY LITTLE NECK, NY 11362	2110	04-13638(RDD)	1/26/2005	No Amount Specified	K	Equity Interest To Be Disallowed

Class Key: A - Administrative, P - Priority, S - Secured, U - Unsecured, K - Unknown  
 \*Plus, in certain instances, additional contingencies, unliquidated amounts, interest, penalties and/or fees.

RCN CORPORATION, ET AL.,  
 Case No. 04-13637(RDD) - 04-13641(RDD), 04-15505(RDD),  
 04-15506(RDD), 04-15508(RDD)

**Equity Interests To Be Disallowed  
 Exhibit A - 7th Omnibus Objection**

Name and Address of Claimant	Claim Number	Case Number	Date Claim Filed	Total Claim Amount*	Claim Priority Status	Basis for Objection
YUDKOVITZ, ELAINE 77 7TH AVE 17R NEW YORK, NY 10011	2092	04-13638(RDD)	12/30/2004	No Amount Specified	K	Equity Interest To Be Disallowed

**TOTALS:** 10 No Amount Specified

- END OF EXHIBIT -



**EXHIBIT B**

RCN CORPORATION, ET AL.,  
 Case No. 04-13637(RDD) - 04-13641(RDD), 04-15505(RDD),  
 04-15506(RDD), 04-15508(RDD)

**Securities Claims To Be Subordinated  
 Exhibit B - 7th Omnibus Objection**

Name and Address of Claimant	Claim Number	Case Number	Date Claim Filed	Total Claim Amount*	Claim Priority Status	Basis for Objection
KOGA, DEAN 114 HIGHLAND DR SEATTLE, WA 98109	2093	04-13638(RDD)	1/12/2005	\$2,110.50	U	Securities Claim To Be Subordinated

**TOTALS:** 1 \$2,110.50

- END OF EXHIBIT -

**EXHIBIT C**

RCN CORPORATION, ET AL.,  
Case No. 04-13637(RDD) - 04-13641(RDD), 04-15505(RDD),  
04-15506(RDD), 04-15508(RDD)

**Claims Representing Both Equity Interests To Be Disallowed and Securities Claims To Be Subordinated**  
**Exhibit C - 7th Omnibus Objection**

Name and Address of Claimant	Claim Number	Case Number	Date Claim Filed	Total Claim Amount*	Claim Priority Status	Basis for Objection
GORDON, JOSEPH G. 1327 HILLCREST DR SAN JOSE, CA 95120	2116	04-13638(RDD)	1/28/2005	\$10,260.00	U	Claim Representing Both an Equity Interest To Be Disallowed and a Securities Claim To Be Subordinated
SAKURAI, MAMIKO PO BOX 5174 BRADFORD, MA 01835	2117	04-13638(RDD)	2/1/2005	\$2,100.00	U	Claim Representing Both an Equity Interest To Be Disallowed and a Securities Claim To Be Subordinated
SANTO, PAUL 528 ARGUELLO BLVD. PACIFICA, CA. 94044	2115	04-13638(RDD)	1/27/2005	\$10,385.49	U	Claim Representing Both an Equity Interest To Be Disallowed and a Securities Claim To Be Subordinated
SANTO, PAUL & BERNADETTE 528 ARGUELLO BLVD PACIFICA, CA 94044	2121	04-13638(RDD)	1/31/2005	\$10,385.49	U	Claim Representing Both an Equity Interest To Be Disallowed and a Securities Claim To Be Subordinated
TOMCZAK, GLENN 322 HARVARD PLACE MORGANVILLE, NJ 07751	2096	04-13638(RDD)	1/21/2005	\$3,600.00	U	Claim Representing Both an Equity Interest To Be Disallowed and a Securities Claim To Be Subordinated
VALENCIA, ELVA Y. 43-44 ELEBERTSON STREET ELMHURST, NY 11373	2113	04-13638(RDD)	1/26/2005	\$2,720.00	U	Claim Representing Both an Equity Interest To Be Disallowed and a Securities Claim To Be Subordinated
VALENCIA, PEGGY C. 51-29 MARATHON PARKWAY LITTLE NECK, NY 11362	2111	04-13638(RDD)	1/26/2005	\$524.95	U	Claim Representing Both an Equity Interest To Be Disallowed and a Securities Claim To Be Subordinated
<b>TOTALS:</b>	<b>7</b>			<b>\$39,975.93</b>		

- END OF EXHIBIT -

Class Key: A - Administrative, P - Priority, S - Secured, U - Unsecured, K - Unknown  
\*Plus, in certain instances, additional contingencies, unliquidated amounts, interest, penalties and/or fees.

**EXHIBIT D**

RCN CORPORATION, ET AL.,  
 Case No. 04-13637(RDD) - 04-13641(RDD), 04-15505(RDD),  
 04-15506(RDD), 04-15508(RDD)

**Redundant Public Debt Claims To Be Disallowed**  
**Exhibit D - 7th Omnibus Objection**

Name and Address of Claimant	Claim Number	Case Number	Date Claim Filed	Total Claim Amount*	Claim Priority Status	Basis for Objection
MELBA SURDIS IRA CUST FPO FBO MELBA SURDIS 4975 PASEO OLIVOS SAN JOSE, CA 95130	2097	04-13638(RDD)	1/21/2005	\$10,822.00	P	Redundant Public Debt Claim To Be Disallowed
<b>TOTALS:</b>	<b>1</b>			<b>\$10,822.00</b>		

- END OF EXHIBIT -

**EXHIBIT E**

**RCN CORPORATION, ET AL.,**

Case No. 04-13637(RDD) - 04-13641(RDD), 04-15505(RDD),  
04-15506(RDD), 04-15508(RDD)

**Indemnification Claims To Be Disallowed  
Exhibit E - 7th Omnibus Objection**

Name and Address of Claimant	Claim Number	Case Number	Date Claim Filled	Total Claim Amount*	Claim Priority Status	Basis for Objection
BRODSKY, PETER S. HICKS, MUSE, TATE & FURST 200 CRESCENT CT, SUITE 1600 DALLAS, TX 75201	928	04-13640(RDD)	8/5/2004	No Amount Specified	K	Indemnification Claims To Be Disallowed
BRODSKY, PETER S. HICKS, MUSE, TATE & FURST 200 CRESCENT CT, SUITE 1600 DALLAS, TX 75201	929	04-13637(RDD)	8/5/2004	No Amount Specified	K	Indemnification Claims To Be Disallowed
BRODSKY, PETER S. HICKS, MUSE, TATE & FURST 200 CRESCENT CT, SUITE 1600 DALLAS, TX 75201	931	04-13639(RDD)	8/5/2004	No Amount Specified	K	Indemnification Claims To Be Disallowed
BRODSKY, PETER S. HICKS, MUSE, TATE & FURST 200 CRESCENT CT, SUITE 1600 DALLAS, TX 75201	932	04-13641(RDD)	8/5/2004	No Amount Specified	K	Indemnification Claims To Be Disallowed
CROWE, JAMES Q. LEVEL 3 COMMUNICATIONS 1025 ELDORADO BLVD BROOMFIELD, CO 80021	919	04-13637(RDD)	8/5/2004	No Amount Specified	K	Indemnification Claims To Be Disallowed
CROWE, JAMES Q. LEVEL 3 COMMUNICATIONS 1025 ELDORADO BLVD BROOMFIELD, CO 80021	920	04-13639(RDD)	8/5/2004	No Amount Specified	K	Indemnification Claims To Be Disallowed
CROWE, JAMES Q. LEVEL 3 COMMUNICATIONS 1025 ELDORADO BLVD BROOMFIELD, CO 80021	921	04-13640(RDD)	8/5/2004	No Amount Specified	K	Indemnification Claims To Be Disallowed
CROWE, JAMES Q. LEVEL 3 COMMUNICATIONS 1025 ELDORADO BLVD BROOMFIELD, CO 80021	922	04-13641(RDD)	8/5/2004	No Amount Specified	K	Indemnification Claims To Be Disallowed
EUGENE ROTH, ESQ. ROSENN, JENKINS & GREENWALD 15 SOUTH FRANKLIN ST WILKES-BARRE, PA 18711	914	04-13640(RDD)	8/5/2004	No Amount Specified	K	Indemnification Claims To Be Disallowed



RCN CORPORATION, ET AL.,  
 Case No. 04-13637(RDD) - 04-13641(RDD), 04-15505(RDD),  
 04-15506(RDD), 04-15508(RDD)

**Indemnification Claims To Be Disallowed  
 Exhibit E - 7th Omnibus Objection**

Name and Address of Claimant	Claim Number	Case Number	Date Claim Filed	Total Claim Amount*	Claim Priority Status	Basis for Objection
EUGENE ROTH, ESQ. ROSENN, JENKINS & GREENWALD 15 SOUTH FRANKLIN ST WILKES-BARRE, PA 18711	915	04-13641(RDD)	8/5/2004	No Amount Specified	K	Indemnification Claims To Be Disallowed
EUGENE ROTH, ESQ. ROSENN, JENKINS & GREENWALD 15 SOUTH FRANKLIN ST WILKES-BARRE, PA 18711	916	04-13639(RDD)	8/5/2004	No Amount Specified	K	Indemnification Claims To Be Disallowed
EUGENE ROTH, ESQ. ROSENN, JENKINS & GREENWALD 15 SOUTH FRANKLIN ST WILKES-BARRE, PA 18711	917	04-13637(RDD)	8/5/2004	No Amount Specified	K	Indemnification Claims To Be Disallowed
FASOLA, AL 2755 MAGNOLIA WOODS DR MOUNT PLEASANT, SC 29464	933	04-13637(RDD)	8/5/2004	No Amount Specified	K	Indemnification Claims To Be Disallowed
FASOLA, AL 2755 MAGNOLIA WOODS DR MOUNT PLEASANT, SC 29464	935	04-13639(RDD)	8/5/2004	No Amount Specified	K	Indemnification Claims To Be Disallowed
FASOLA, AL 2755 MAGNOLIA WOODS DR MOUNT PLEASANT, SC 29464	936	04-13640(RDD)	8/5/2004	No Amount Specified	K	Indemnification Claims To Be Disallowed
FASOLA, AL 2755 MAGNOLIA WOODS DR MOUNT PLEASANT, SC 29464	937	04-13641(RDD)	8/5/2004	No Amount Specified	K	Indemnification Claims To Be Disallowed
JAROS, RICHARD R. 1160 N. GREEN BAY RD LAKE FOREST, IL 60045	938	04-13637(RDD)	8/5/2004	No Amount Specified	K	Indemnification Claims To Be Disallowed
JAROS, RICHARD R. 1160 N. GREEN BAY RD LAKE FOREST, IL 60045	940	04-13639(RDD)	8/5/2004	No Amount Specified	K	Indemnification Claims To Be Disallowed
JAROS, RICHARD R. 1160 N. GREEN BAY RD LAKE FOREST, IL 60045	941	04-13640(RDD)	8/5/2004	No Amount Specified	K	Indemnification Claims To Be Disallowed

**Indemnification Claims To Be Disallowed  
Exhibit E - 7th Omnibus Objection**

RCN CORPORATION, ET AL.,  
Case No. 04-13637(RDD) - 04-13641(RDD), 04-15505(RDD),  
04-15506(RDD), 04-15508(RDD)

Name and Address of Claimant	Claim Number	Case Number	Date Claim Filed	Total Claim Amount*	Claim Priority Status	Basis for Objection
JAROS, RICHARD R. 1160 N. GREEN BAY RD LAKE FOREST, IL 60045	942	04-13641(RDD)	8/5/2004	No Amount Specified	K	Indemnification Claims To Be Disallowed
MCCOURT, DAVID C. RCN CORPORATION 105 CARNEGIE CENTER PRINCETON, NJ 08540	923	04-13641(RDD)	8/5/2004	No Amount Specified	K	Indemnification Claims To Be Disallowed
MCCOURT, DAVID C. RCN CORPORATION 105 CARNEGIE CENTER PRINCETON, NJ 08540	925	04-13640(RDD)	8/5/2004	No Amount Specified	K	Indemnification Claims To Be Disallowed
MCCOURT, DAVID C. RCN CORPORATION 105 CARNEGIE CENTER PRINCETON, NJ 08540	926	04-13639(RDD)	8/5/2004	No Amount Specified	K	Indemnification Claims To Be Disallowed
MCCOURT, DAVID C. RCN CORPORATION 105 CARNEGIE CENTER PRINCETON, NJ 08540	927	04-13637(RDD)	8/5/2004	No Amount Specified	K	Indemnification Claims To Be Disallowed
O'NEILL III, THOMAS P. O'NEILL & ASSOCIATES 1 BEACON ST, SUITE 1600 BOSTON, MA 02108	1030	04-13638(RDD)	8/6/2004	No Amount Specified	K	Indemnification Claims To Be Disallowed
O'NEILL III, THOMAS P. O'NEILL & ASSOCIATES 1 BEACON ST, SUITE 1600 BOSTON, MA 02108	1033	04-13640(RDD)	8/6/2004	No Amount Specified	K	Indemnification Claims To Be Disallowed
O'NEILL, THOMAS P., III O'NEILL & ASSOCIATES 1 BEACON STREET, SUITE 1600 BOSTON, MA 02108	2035	04-13637(RDD)	8/6/2004	No Amount Specified	K	Indemnification Claims To Be Disallowed
SCOTT, WALTER JR 3555 FARNAM STREET OMAHA, NE 68131	1532	04-13640(RDD)	8/6/2004	No Amount Specified	K	Indemnification Claims To Be Disallowed
SCOTT, WALTER, JR. 3555 FARNAM ST. OMAHA, NE 68131	2034	04-13637(RDD)	8/6/2004	No Amount Specified	K	Indemnification Claims To Be Disallowed

**Indemnification Claims To Be Disallowed  
Exhibit E - 7th Omnibus Objection**

RCN CORPORATION, ET AL.,  
Case No. 04-13637(RDD) - 04-13641(RDD), 04-15505(RDD),  
04-15506(RDD), 04-15508(RDD)

Name and Address of Claimant	Claim Number	Case Number	Date Claim Filed	Total Claim Amount*	Claim Priority Status	Basis for Objection
YANNEY, MICHAEL B. AMERICA FIRST COMPANIES, LLP 2850 WOODSMEN TOWER 1700 FARNAM ST OMAHA, NE 68102	1034	04-13640(RDD)	8/6/2004	No Amount Specified	K	Indemnification Claims To Be Disallowed
YANNEY, MICHAEL B. AMERICA FIRST COMPANIES, LLP 2850 WOODSMEN TOWER 1700 FARNAM ST OMAHA, NE 68102	2036	04-13637(RDD)	8/6/2004	No Amount Specified	K	Indemnification Claims To Be Disallowed
<b>TOTALS:</b>	<b>31</b>			<b>\$0.00</b>		

- END OF EXHIBIT -

**EXHIBIT 1**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----x  
In re : Chapter 11  
RCN CORPORATION, et al., : Case No. 04-13638 (RDD)  
Debtors. : (Jointly Administered)  
-----x

**ORDER UNDER 11 U.S.C. §§ 105 AND 363 AUTHORIZING THE  
PURCHASE OF RENEWAL AND EXTENDED REPORTING DIRECTOR &  
OFFICER LIABILITY INSURANCE COVERAGE**

Upon the motion (the "Motion")<sup>1</sup> of the Debtors for entry of an Order Under 11 U.S.C. §§ 105 and 363(b) Authorizing the Purchase of Renewal and Extended Reporting Director & Officer Liability Insurance Coverage; and the Court having reviewed the Motion, and the Court being satisfied that it is necessary and in the best interests of the Debtors, their estates, creditors, and parties in interest; and it appearing that notice of the Motion was good and sufficient under the particular circumstances and that no other or further notice need be given; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

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<sup>1</sup> Unless otherwise defined herein, capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED.
2. The Debtors' decision to utilize estate funds to procure the Proposed Coverage, upon terms and conditions no less favorable to the Debtors than those attached to the Motion as Exhibit A, is reasonable and appropriate under the circumstances.
3. The Debtors are authorized to consummate the purchase of the Proposed Coverage and to take any and all actions necessary or desirable to perform the Debtors' obligations and transactions contemplated thereby, including, but not limited to, paying the premiums or any other fees and charges necessary to obtain the Proposed Coverage.
4. Provided that the Debtors procure the Proposed Coverage, any and all Claims (as that term is defined in section 101(5) of the Bankruptcy Code) against the Debtors or their estates for indemnification, reimbursement or contribution asserted by or on behalf of the Debtors' directors and officers shall be withdrawn (or deemed withdrawn) on the effective date of any plan of reorganization for the Debtors.

5. The requirements of Rule 9013-1(b) of the Local Bankruptcy Rules for the Southern District of New York for the filing of a memorandum of law is waived.

6. Notwithstanding Rule 6004(g) of the Federal Rules of Bankruptcy Procedure, this Order shall take effect immediately upon its entry.

Dated: New York, New York  
October 15, 2004

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT F**



RCN CORPORATION, ET AL.,  
 Case No. 04-13637(RDD) - 04-13641(RDD), 04-15505(RDD),  
 04-15506(RDD), 04-15508(RDD)

**Late Filed Claim To Be Disallowed  
 Exhibit F - 7th Omnibus Objection**

Name and Address of Claimant	Claim Number	Case Number	Date Claim Filed	Total Claim Amount*	Claim Priority Status	Basis for Objection
UNITED PARCEL SERVICE C/O RECEIVABLE MANAGEMENT SERVICES PO BOX 4396 TIMONIUM, MD 21094	2125	04-13638(RDD)	2/22/2005	\$1,650.30	U	Late Filed Claim To Be Disallowed
<b>TOTALS:</b>	<b>1</b>			<b>\$1,650.30</b>		

- END OF EXHIBIT -

**EXHIBIT G**

RCN CORPORATION, ET AL.,  
Case No. 04-13637(RDD) - 04-13641(RDD), 04-15505(RDD),  
04-15506(RDD), 04-15508(RDD)

**Claims Resolved as of the Effective Date To Be Disallowed  
Exhibit G - 7th Omnibus Objection**

Name and Address of Claimant	Claim Number	Case Number	Date Claim Filed	Total Claim Amount*	Claim Priority Status	Basis for Objection
EVERGREEN HIGH YIELD BOND FUND PAUL HASTINGS JANOFSKY & WALKER LLP ATTN: HARVEY A STRICKTON, ESQ. 75 EAST 55TH STREET NEW YORK, NY 10022-3205	1499	04-13638(RDD)	8/11/2004	\$11,893,516.67	S	Evergreen notes were replaced with new debt as of the Effective Date of Reorganized Debtor
EVERGREEN INCOME ADVANTAGE FUND PAUL HASTINGS JANOFSKY & WALKER LLP ATTN: HARVEY A. STRICKTON, ESQ. 75 EAST 55TH STREET NEW YORK, NY 10022-3205	1492	04-13638(RDD)	8/11/2004	\$16,746,897.60	S	Evergreen notes were replaced with new debt as of the Effective Date of Reorganized Debtor
EVERGREEN STRATEGIC INCOME FUND PAUL HASTINGS JANOFSKY & WALKER LLP ATTN: HARVEY A STRICKTON, ESQ. 75 EAST 55TH STREET NEW YORK, NY 10022-3205	1497	04-13638(RDD)	8/11/2004	\$1,389,407.38	S	Evergreen notes were replaced with new debt as of the Effective Date of Reorganized Debtor
EVERGREEN UTILITY AND TELECOMM. FUND PAUL HASTINGS JANOFSKY & WALKER LLP ATTN: HARVEY A STRICKTON, ESQ. 75 EAST 55TH STREET NEW YORK, NY 10022-3205	1493	04-13638(RDD)	8/11/2004	\$1,189,351.76	S	Evergreen notes were replaced with new debt as of the Effective Date of Reorganized Debtor
EVERGREEN V A HIGH INCOME FUND PAUL HASTINGS JANOFSKY & WALKER LLP ATTN: HARVEY A STRICKTON, ESQ. 75 EAST 55TH STREET NEW YORK, NY 10022-3205	1496	04-13638(RDD)	8/11/2004	\$198,224.95	S	Evergreen notes were replaced with new debt as of the Effective Date of Reorganized Debtor
EVERGREEN V A STRATEGIC INCOME FUND PAUL HASTINGS JANOFSKY & WALKER LLP ATTN: HARVEY A STRICKTON, ESQ. 75 EAST 55TH STREET NEW YORK, NY 10022-3205	1498	04-13638(RDD)	8/11/2004	\$158,630.68	S	Evergreen notes were replaced with new debt as of the Effective Date of Reorganized Debtor
HSBC BANK USA, NATIONAL ASSOCIATION ATTN: FRANK J. GODINO 452 FIFTH AVENUE NEW YORK, NY 10018-2706	1502	04-13638(RDD)	8/11/2004	\$32,117,710.51	S	Related to Evergreen notes, which were replaced with new debt as of the Effective Date of Reorganized Debtor
SENTINEL CAPITAL MARKETS INCOME FUND PAUL HASTINGS JANOFSKY & WALKER LLP ATTN: HARVEY A STRICKTON, ESQ. 75 EAST 55TH STREET NEW YORK, NY 10022-3205	1494	04-13638(RDD)	8/11/2004	\$154,941.07	S	Evergreen notes were replaced with new debt as of the Effective Date of Reorganized Debtor

RCN CORPORATION, ET AL.,  
 Case No. 04-13637(RDD) - 04-13641(RDD), 04-15505(RDD),  
 04-15506(RDD), 04-15508(RDD)

**Claims Resolved as of the Effective Date To Be Disallowed  
 Exhibit G - 7th Omnibus Objection**

Name and Address of Claimant	Claim Number	Case Number	Date Claim Filed	Total Claim Amount*	Claim Priority Status	Basis for Objection
SENTINEL HIGH YIELD BOND FUND PAUL HASTINGS JANOFSKY & WALKER LLP ATTN: HARVEY A STRICKTON, ESQ. 75 EAST 55TH STREET NEW YORK, NY 10022-3205	1495	04-13638(RDD)	8/11/2004	\$1,162,065.64	S	Evergeen notes were replaced with new debt as of the Effective Date of Reorganized Debtor
<b>TOTALS:</b>	<b>9</b>			<b>\$65,010,746.26</b>		

- END OF EXHIBIT -

EXHIBIT H

**Previously Assumed Contract/Lease Claims To Be Disallowed  
Exhibit H - 7th Omnibus Objection**

RCN CORPORATION, ET AL.,  
Case No. 04-13637(RDD) - 04-13641(RDD), 04-15505(RDD),  
04-15506(RDD), 04-15508(RDD)

Name and Address of Claimant	Claim Number	Case Number	Date Claim Filed	Total Claim Amount*	Claim Priority Status	Basis for Objection
ADVANCE MAGAZINE PUBLISHERS, INC., LLC ATTN: ROBERT L. BENNIS FOURT TIMES SQUARE NEW YORK, NY 10036	48	04-13638(RDD)	7/15/2004	\$0.00	U	Previously Assumed Contract/Lease Claims To Be Disallowed
AMERICAN VENTURE 594 CORPORATION TWO PARK PLAZA, 4TH FLOOR BOSTON, MA 02116	1334	04-13638(RDD)	8/11/2004	\$0.00	U	Previously Assumed Contract/Lease Claims To Be Disallowed
GENERAL ELECTRIC CAPITAL CORPORATION ELENA LAZAROU, ESQ. REED SMITH, LLP 599 LEXINGTON AVE, 29TH FL NEW YORK, NY 10022	1356	04-13638(RDD)	8/11/2004	\$871,942.37	U	Assumed and cured in the amount of \$0.00 pursuant to the Order Authorizing and Approving (A) the Assumption of Certain Executory Contracts and (B) the Renewal of Insurance Programs [docket number 513]
LIBERTY MUTUAL INSURANCE COMPANY C/O CORPORATE REAL ESTATE 175 BERKELEY ST BOSTON, MA 02117	1016	04-13638(RDD)	8/9/2004	\$0.00	U	Previously Assumed Contract/Lease Claims To Be Disallowed
LIBERTY MUTUAL INSURANCE COMPANY C/O CORPORATE REAL ESTATE 175 BERKELEY ST BOSTON, MA 02117	1017	04-13638(RDD)	8/9/2004	\$0.00	U	Previously Assumed Contract/Lease Claims To Be Disallowed
MERICLE 100 BALTIMORE, LLC ASSIGNEE OF ROBERT K MERICLE DBA MERICLE PROPERTIES C/O ROBERT NOWALIS, ESQ.; DORAN, NOWALIS DORAN; 69 PUBLIC SQUARE, SUITE 700 WILKES BARRE, PA 18701	742	04-13638(RDD)	8/4/2004	\$0.00	U	Previously Assumed Contract/Lease Claims To Be Disallowed
<b>TOTALS:</b>	<b>6</b>			<b>\$871,942.37</b>		

- END OF EXHIBIT -

Class Key: A - Administrative, P - Priority, S - Secured, U - Unsecured, K - Unknown  
\*Plus, in certain instances, additional contingencies, unliquidated amounts, interest, penalties and/or fees.

**EXHIBIT I**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re : Chapter 11  
: :  
RCN CORPORATION, et al., : Case No. 04-13638 (RDD)  
: :  
Reorganized Debtors. : Jointly Administered  
-----X

**DECLARATION OF EDWARD J. O'HARA IN SUPPORT OF  
REORGANIZED DEBTORS' SEVENTH OMNIBUS OBJECTION TO  
CLAIMS PURSUANT TO 11 U.S.C. §§ 105(a), 502(b),  
AND 510(b) AND FED. R. BANKR. P. 3007**

Edward J. O'Hara, hereby declares under penalty of  
perjury:

1. I am Treasurer for RCN Corporation ("RCN") and am familiar with the process for reconciling proofs of claim filed against RCN and its direct and indirect subsidiaries, reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors"). I have knowledge of the matters set forth herein, and, if called as a witness, I could and would testify of my own knowledge to the facts set forth herein.

2. I have read and reviewed the Reorganized Debtors' Seventh Omnibus Objection To Claims Pursuant To 11 U.S.C. §§ 105 (a), 502(b), And 510(b) And Fed. R. Bankr. P. 3003 And 3007, dated April 20, 2005 (the "Seventh Omnibus Objection").<sup>1</sup> I submit this declaration in support of the Seventh Omnibus Objection and on the basis of my review of the Reorganized

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<sup>1</sup> All capitalized terms not defined herein have the respective meanings ascribed to them in the Seventh Omnibus Objection.



Debtors' books and records related to the proofs of claim objected to in the Seventh Omnibus Objection together with any supporting or related documentation.

3. I have read and reviewed the information supporting the investigation of the Equity Interests. Upon review, it appears that each of the Equity Interests represents a claim based solely on an ownership interest in, or possession of, any of the common stock of RCN. In addition, each of the Equity Interests was filed subsequent to the applicable bar date for filing claims in these chapter 11 cases.

4. I have read and reviewed the information supporting the investigation of the Securities Claim. Upon review, it appears that the Securities Claim is a claim for damages arising from the purchase or sale of RCN's common stock.

5. I have read and reviewed the information supporting the investigation of the Equity Interests and Securities Claims. Upon review, it appears that the Equity Interests and Securities Claims are claims representing equity interests and securities claims.

6. I have read and reviewed the information supporting the investigation of the Redundant Claim. Upon review, it appears that the Redundant Claim is a claim on account of the five issuances of RCN's outstanding public debt, which is redundant of and subsumed by the proofs of claim filed

by the indenture trustee, HSBC Bank, USA, on behalf of all holders of such debt.

7. I have read and reviewed the information supporting the investigation of the D&O Claims. Each of the D&O Claims is a claim filed by current or former directors and/or officers of the Reorganized Debtors. On September 30, 2004, the Debtors filed a Motion For An Order Under 11 U.S.C. §§ 105 And 363 Authorizing The Purchase Of Renewal And Extended Reporting Director & Officer Liability Insurance Coverage (the "D&O Insurance Motion") [Docket No. 265]. As indicated in the D&O Insurance Motion, the directors and officers that had filed proofs of claim against the Reorganized Debtors agreed that such claims would be withdrawn (or deemed withdrawn) as of the effective date of a plan of reorganization for the Reorganized Debtors, provided that the proposed insurance coverage was procured. Although the Effective Date occurred on December 21, 2004, the D&O Claims remain on the Reorganized Debtors' Claims Register.

8. I have read and reviewed the information supporting the investigation of the Late-Filed Claim. Upon review, it appears that the Late-Filed Claim was filed after the applicable bar date for filing claims in these chapter 11 cases. Pursuant to the Initial Cases Bar Date Order, the Court established August 11, 2004 as the deadline for any person or entity (other than governmental units) to file a proof of claim

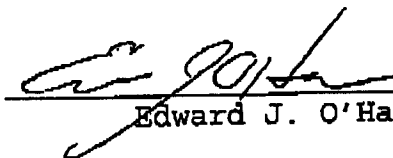
against any of the Initial Debtors. Pursuant to the Additional Cases Bar Date Order, the Court established October 1, 2004 as the deadline for any person or entity (other than governmental units) to file a proof of claim against any of the Additional Debtors.

9. I have read and reviewed the information supporting the investigation of the Evergreen Claims. Upon review, it appears that the Evergreen Claims relate to or arise from Evergreen Notes issued pursuant to the Evergreen Credit Agreement, dated as of June 6, 2003, as amended, between RCN and Evergreen Investment Management Company, LLC and certain of its affiliates. Pursuant to the Plan, the Evergreen Notes were replaced with new debt as of the Effective Date.

10. I have read and reviewed the information supporting the investigation of the Contract/Lease Claims. Upon review, it appears that the Contract/Lease Claims are claims arising from or related to executory contracts or non-residential real property leases that were previously assumed pursuant to the Plan or otherwise with no cure amount currently owing.

11. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on April 21, 2005

  
\_\_\_\_\_  
Edward J. O'Hara

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re : Chapter 11  
 :  
RCN CORPORATION, et al., : Case No. 04-13638 (RDD)  
 :  
 : Reorganized Debtors. : Jointly Administered  
-----X

**ORDER WITH RESPECT TO REORGANIZED DEBTORS' SEVENTH  
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' Seventh Omnibus Objection To Claims Pursuant To 11 U.S.C. §§ 105(a), 502(b), And 510(b) And Fed. R. Bankr. P. 3007, dated April 21, 2005 (the "Seventh Omnibus Objection");<sup>1</sup> and upon the Declaration of Edward J. O'Hara In Support Of Reorganized Debtors' Seventh Omnibus Objection To Claims (the "O'Hara Decl."); and it appearing that notice of the Seventh 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 the (i) Seventh Omnibus Objection, (ii) O'Hara Decl., (iii) Equity Interests, (iv) Securities Claim, (v) Equity Interests and Securities Claims, (vi) Redundant Claim, (vii) D&O Claims, (viii) Late-Filed Claim, (ix) Evergreen Claims, (x) Contract/Lease Claims and any

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<sup>1</sup> All capitalized terms not defined herein have the respective meanings ascribed to them in the Seventh Omnibus Objection.

responses thereto; 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 Seventh 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. Each of the claims listed on Exhibit A 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.

C. The claim listed on Exhibit B attached hereto represents a claim by a holder of RCN's common stock for the types of claims specified in section 510(b) of the Bankruptcy Code.

D. Each of the claims listed on Exhibit C 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.

E. The claim listed on Exhibit D attached hereto is a claim that is redundant to the proofs of claim filed by the indenture trustee for the Debtors' public debt.

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

G. The claim listed on Exhibit F attached hereto is a claim filed subsequent to the applicable bar dates in these chapter 11 cases.

H. Each of the claims listed on Exhibit G attached hereto are related to or arise from the Evergreen Credit Agreement, which was replaced with a new debt facility as of the Effective Date.

I. Each of the Contract/Lease Claims listed on Exhibit H attached hereto were previously assumed pursuant to the Plan or otherwise with no cure amount currently owing.

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. Each of the Equity Interests listed on Exhibit A attached hereto is disallowed in its entirety and expunged.

2. The Securities Claim listed on Exhibit B attached hereto is subordinated and treated as a Class 9 Claim.

3. Each of the Equity Interests and Securities Claims listed on Exhibit C attached hereto is (i) disallowed and expunged to the extent such claim represents an equity interest 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.

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

5. Each of the D&O Claims listed on Exhibit E attached hereto is ordered expunged from the Reorganized Debtors' claims register.

6. The Late-Filed Claim listed on Exhibit F attached hereto is disallowed in its entirety and expunged.

7. Each of the Evergreen Claims listed on Exhibit G attached hereto is disallowed in its entirety and expunged.

8. Each of the Contract/Lease Claims listed on Exhibit H attached hereto is disallowed in its entirety and expunged.

9. 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.

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

11. Each claim and the objections by the Reorganized Debtors to each claim as addressed in the Seventh 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  
May \_\_, 2005

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UNITED STATES BANKRUPTCY JUDGE