

MILBANK, TWEED, HADLEY & McCLOY LLP

1 CHASE MANHATTAN PLAZA

LOS ANGELES
213-892-4000
FAX: 213-629-5063

NEW YORK, N.Y. 10005-1413

212-530-5000

FAX: 212-530-5219

FRANKFURT
49-69-7593-7170
FAX: 49-69-7593-8303

PALO ALTO
650-739-7000
FAX: 650-739-7100

TOKYO
813-3504-1050
FAX: 813-3595-2790

WASHINGTON, D.C.
202-835-7500
FAX: 202-835-7586

HONG KONG
852-2971-4888
FAX: 852-2840-0792

LONDON
44-207-448-3000
FAX: 44-207-448-3029

E-MAIL: lmandel@milbank.com

SINGAPORE
65-6428-2400
FAX: 65-6428-2500

May 20, 2005

BY ELECTRONIC MAIL

The Honorable Robert D. Drain
United States Bankruptcy Court
Southern District of New York
Alexander Hamilton Customs House
One Bowling Green
New York, New York 10004-1408

Re: In re RCN Corporation, et al., Case No. 04-13638 (RDD)

Dear Judge Drain:

Set forth below is an agenda for the matters scheduled for the hearing on May 24, 2005 at 10:00 a.m. The information contained in this agenda reflects documents received in our offices as of this morning and information contained on the Court's docket last reviewed this morning.

A. CONTINUED MATTERS

1. DEBTORS' SECOND OMNIBUS OBJECTION PURSUANT TO 11 U.S.C. §§ 502(b) AND 510(b) AND FED. R. BANKR. P. 3003 AND 3007, RELATING TO CLAIM NUMBER 1096 FILED BY OLD DOMINION FREIGHT LINE, INC. (Dkt. No. 281)

Status: This matter has been continued by consent of the parties to the hearing on June 28, 2005 at 10:00 a.m.

2. MOTION FOR ORDER UNDER 11 U.S.C. §§ 105(a), 363(b) AND 365 AUTHORIZING AND APPROVING THE ASSUMPTION OF CERTAIN EXECUTORY CONTRACTS WITH ROYAL & SUNALLIANCE, USA, INC. (Dkt. No. 442)

Status: This matter has been continued by consent of the parties to the hearing on June 28, 2005 at 10:00 a.m. (Objection Deadline: June 23, 2005 at 4:00 p.m.).

3. REORGANIZED DEBTORS' SIXTH OMNIBUS OBJECTION TO CLAIMS WITH RESPECT TO CLAIM NO. 2086 FILED BY REGEN CAPITAL I, INC. (Dkt. No. 530)

Status: This matter has been continued by consent of the parties to the hearing on June 28, 2005 at 10:00 a.m.

4. REORGANIZED DEBTORS' OBJECTION TO ADMINISTRATIVE CLAIM REQUEST OF OPERATING TELEPHONE COMPANY SUBSIDIARIES OF VERIZON COMMUNICATIONS, INC. (Dkt. No. 583)

Status: This matter has been continued by consent of the parties to the hearing on June 28, 2005 at 10:00 a.m.

B. UNCONTESTED MATTERS

5. REORGANIZED DEBTORS' SIXTH OMNIBUS OBJECTION TO CLAIMS WITH RESPECT TO CLAIM NOS. 2079, 2052, AND 2081 (Dkt. No. 530)

Responses: None.

Status: This matter will be proceeding.

6. REORGANIZED DEBTORS' SEVENTH OMNIBUS OBJECTION TO CLAIMS PURSUANT TO 11 U.S.C. SECTIONS 105(a), 502(b), And 510(b) AND FED. R. BANKR. P. 3007 (Dkt. No. 603)

Responses: None.

Status: This matter will be proceeding.

7. REORGANIZED DEBTORS' OBJECTION TO ADMINISTRATIVE CLAIM
REQUEST OF LEVEL 3 COMMUNICATIONS, LLC (Dkt. No. 583)

Responses: None.

Status: This matter will be proceeding.

8. STIPULATION AND AGREED ORDER REGARDING CLAIM NO. 731 OF
NICOLE ROBINSON (Dkt. No. 610)

Responses: None.

Status: This matter will be proceeding.

Respectfully submitted,

/s/ Lena Mandel
Lena Mandel, Esq.
Milbank, Tweed, Hadley & M^cCloy LLP
One Chase Manhattan Plaza
New York, New York 10005-1413
(212) 530-5000

Counsel for Reorganized RCN

cc (by electronic mail):

John M. Daley, Esq.
Counsel for Old Dominion Freight Line Inc.

Joshua I. Divack, Esq.
Counsel for Royal & SunAlliance, USA, Inc.

Business Bankruptcy Unit
Chicago Department of Revenue
Claim 2052

ReGen Capital I, Inc.

The Honorable Robert D. Drain
May 20, 2005
Page 4

cc (by Federal Express):

Peter C. Harvey
Attorney General of New Jersey
Claim 2079 and 2081

Brian Farley
Level 3 Communications, LLC

Frank N. White, Esq.
Arnall Golden Gregory LLP
Counsel for Verizon Communications, Inc.

Melba Surdis
Claim number 2097

Glenn Tomczak
Claim number 2096

Peggy C. Valencia
Claim number 2109

Peggy C. Valencia
Claim numbers 2110 & 2111

Elva Y. Valencia
Claim numbers 2112 & 2113

Javier Hernandez
Claim number 2114

Paul Santo
Bernadette Santo
Claim numbers 2115 & 2121

Joseph G. Gordon
Claim number 2116

Ed Janosik
Margaret Janosik
Claim number 2090

The Honorable Robert D. Drain
May 20, 2005
Page 5

Elaine Yudkovitz Cust
Benjamin J. Yudkovitz
Claim number 2091

Elaine Yudkovitz
Claim number 2092

Dean Koga
Claim number 2093

Richard R. Jaros
Claim Numbers 942, 941, 940 & 938

Peter S. Brodsky
Hicks, Muse, Tate & Furst
Claim numbers 928, 929, 932 & 931

James Q. Crowe
Level 3 Communications, Inc.
Claim numbers 921, 920, 919 & 922

Al Fasola
Claim numbers 933, 935, 936 & 937

David C. M^cCourt
RCN Corporation
Claim numbers 927, 926, 925 & 923

Thomas P. O'Neill, III
O'Neill and Associates
Claim numbers 2035, 1033 & 1030

Eugene Roth, Esq.
Rosenn, Jenkins & Greenwald
Claim number 917, 916, 915 & 914

Walter Scott, Jr.
Claim numbers 2034 & 1532

Michael B. Yanney
America First Companies, L.L.P.
Claim numbers 2036 & 1034

The Honorable Robert D. Drain
May 20, 2005
Page 6

Mamiko Sakurai
Claim number 2117

Theresa Thompson
Claim numbers 2124, 2122 & 2123

United Parcel Service
c/o Receivable Management Services
Attention: David J. Lynch
Claim number 2125

Paul Hastings Janofsky & Walker LLP
Attn: Harvey A. Strickton, Esq.
Re: Evergreen Funds
Claim numbers 1499, 1492, 1497, 1493, 1496, 1498, 1494 & 1495

HSBC Bank USA, National Association
Attn: Mr. Frank J. Godino

Kelley Drye & Warren LLP
Attn: Mark R. Somerstein, Esq.
Claim number 1502

Advance Magazine Publishers, Inc.
Attn: Robert A. Bennis
Claim number 48

American Venture 594 Corporation
Attn: Officer, Manager, Or Agent
Claim number 1334

Reed Smith, LLP
Attn: Elena Lazarou, Esq.
Re: General Electric Capital Corporation
Claim number 1356

Liberty Mutual Insurance Company
Attn: Corporate Real Estate
Claim numbers 1016 and 1017

Doran, Nowalis & Doran
Attn: Robert C. Nowalis, Esq.
Re: Mericle 100 Baltimore, LLC
Claim number 742

The Honorable Robert D. Drain
May 20, 2005
Page 7

cc (by hand delivery):

Paul K. Schwartzberg, Esq.
Office of the United States Trustee