

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 GRANTING REORGANIZED DEBTORS' SEVENTH  
OMNIBUS OBJECTION WITH RESPECT 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 before 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") (Docket No. 603);<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 (i) the Seventh Omnibus Objection, (ii) the O'Hara Decl., and (iii) all proofs of claim objected to in the Seventh Omnibus Objection; and the Court having held a hearing on the Seventh Omnibus Objection on May 24, 2005; and there being no opposition to the relief requested in the Seventh

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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.

Omnibus Objection as provided herein; 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, common stock of RCN and is not a valid claim in these 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, 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 claims listed on Exhibit H attached hereto relate to contracts or leases previously assumed by the Reorganized Debtors pursuant to the Plan or otherwise with no cure amounts owing.

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. Each of the claims listed on Exhibits A, D, E, F, G, and H attached hereto shall be disallowed in its entirety and expunged.

2. The claim listed on Exhibit B attached

hereto shall be treated as a Class 9 Claim.

3. Each of the claims listed on Exhibit C attached hereto shall be (i) disallowed and expunged to the extent such claim represents an equity interest and (ii) 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. 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.

5. 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.

Dated: New York, New York  
May 24, 2005

/s/ ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE