

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' OBJECTION
WITH RESPECT TO ADMINISTRATIVE CLAIM REQUESTS
OF LEVEL 3 COMMUNICATIONS, LLC**

This matter having come before the Court on the Reorganized Debtors' Objection To Administrative Claim Requests Of (I) Operating Telephone Company Subsidiaries Of Verizon Communications, Inc. And (II) Level 3 Communications, LLC, dated March 25, 2005 (the "Objection") (Docket No. 583);¹ and upon the O'Hara Decl.; and it appearing that notice of the 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 Objection, (ii) the O'Hara Decl., and (ii) the Level 3 Claims and any responses thereto; and the Court having held a hearing on the Objection on May 24, 2005; and there being no opposition to the Objection; and after due deliberation thereon; and good cause appearing therefor;

THE COURT HEREBY FINDS THAT:

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

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 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 Level 3 Claims are not valid claims against any of the Reorganized Debtors.

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. Each of the Level 3 Claims (claim nos. 2099, 2100, 2101, 2102, 2103, 2104, 2105, 2106, 2107, and 2108) shall be disallowed in its entirety and expunged.

2. 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.

3. This Court shall retain jurisdiction over the Reorganized Debtors and Level 3 Communications, LLC with respect to any matters relating to or arising from the Objection or the implementation of this Order.

Dated: New York, New York
May 24, 2005

/s/ ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE