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

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

**PLEASE TAKE NOTICE THAT** on June 17, 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' Eighth Omnibus Objection to Claims Pursuant To 11 U.S.C. §§ 105(a) And 502(b) And Fed. R. Bankr. P. 3007 (the "Eighth Omnibus Objection," a copy of which is attached hereto).

**PLEASE TAKE FURTHER NOTICE THAT** a hearing (the "Hearing") with respect to the Eighth Omnibus Objection will be held on **July 27, 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 Eighth Omnibus Objection must file and serve a response **no later than July 20, 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 Lena Mandel, 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 Eighth 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 Eighth 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 Eighth 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 Eighth 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 Eighth Omnibus Objection and the response.

**PLEASE TAKE FURTHER NOTICE THAT** if a creditor whose claim is subject to the Eighth 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  
June 17, 2005

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

By:  /s/ Lena Mandel  
Dennis F. Dunne (DD 7543)  
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1 Chase Manhattan Plaza  
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Attorneys for RCN Corporation, et al.,  
Reorganized Debtors

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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**REORGANIZED DEBTORS' EIGHTH OMNIBUS OBJECTION TO  
CLAIMS PURSUANT TO 11 U.S.C. §§ 105(a)  
AND 502(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 Eighth Omnibus Objection to Claims (the "Eighth Omnibus Objection") pursuant to sections 105(a) and 502(b) of title 11 of the United States Code (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' Eighth Omnibus

Objection, dated June 17, 2005 (the "O'Hara Declaration," a copy of which is attached hereto as Exhibit A), hereby object to Claim Numbers 2080, 2118, 2119, 2120 and 2095 as 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. ("RCN 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 RLH 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 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 (the "Administrative Claim Objection") [Docket No. 583]. On May 24, 2005, the Court entered an order approving, in part, the Administrative Claim Objection.

11. Seventh Omnibus Objection. On April 21, 2005, the Reorganized Debtors filed their Seventh Omnibus Objection To Claims Pursuant To 11 U.S.C. §§ 105(a),

502(b), And 510(b) And Fed. R. Bankr. P. 3007 (the "Seventh Omnibus Objection") [Docket No. 603]. In the Seventh Omnibus Objection, the Reorganized Debtors objected to equity interests to be disallowed, securities claims to be subordinated claims, claims representing both equity interests to be disallowed and securities claims to be subordinated, a redundant claim to be disallowed, director and officer claims to be disallowed, a late-filed claim to be disallowed, claims resolved as of the effective date, and assumed contract and lease claims to be disallowed. On May 24, 2005, the Court entered an order approving the Seventh Omnibus Objection [Docket No. 615].

12. 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").

13. 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.

14. Jurisdiction. This Court has jurisdiction over this Eighth 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 Eighth 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) and 502(b) of the Bankruptcy Code.

#### **OBJECTIONS**

15. The Reorganized Debtors object to Claim Numbers 2080, 2118, 2119 and 2020 on the following grounds:

(A) On October 27, 2004, the state of New Jersey filed proof of Claim Number 2080 ("Claim 2080"), in the amount of \$354,419.81, against RCN for alleged failure to pay certain New Jersey state taxes. In the ordinary course of their business, the Reorganized Debtors and their non-Debtor subsidiaries and affiliates maintain books and records (the "Books and Records") that reflect, among other

things their respective liabilities. After a review of the Books and Records, the Reorganized Debtors have concluded that Claim 2080 represents a potential liability of a non-Debtor subsidiary of RCN and was improperly filed in RCN's chapter 11 case. O'Hara Declaration at ¶ 3. Accordingly, Claim 2080 should be disallowed in its entirety and expunged.

(B) Claim Number 2118 ("Claim 2118"), filed by The Independent Film Channel LLC ("IFC"), alleges damages in the amount of \$2,201,042.00, resulting from RCN's rejection of the Services Agreement between National Cable Television Cooperative, Inc. (the "NCTC"), IFC and RCN, dated November 1, 1995 (as supplemented and amended, the "IFC Agreement"). A review of IFC's proof of claim demonstrates that IFC calculated its damages as if the IFC Agreement has been rejected by RCN. O'Hara Declaration at ¶ 4. However, while RCN initially contemplated rejecting the IFC Agreement, it has subsequently opted back into the IFC Agreement, albeit on slightly different terms. O'Hara Declaration at ¶ 4. Since the change in the terms of the IFC Agreement has limited the number of viewers for the IFC programming in some areas of New York, IFC does have a damage claim, but in a much lower amount. O'Hara Declaration at ¶ 4. According to RCN's calculations, the

proper amount of damages on account of the change of the terms of the IFC Agreement is \$185,158.72. O'Hara Declaration at ¶ 4. Accordingly, Claim 2118 should be reduced and allowed in the amount of \$185,158.72 to be paid in New Common Stock.<sup>1</sup>

(C) Claim Number 2119 ("Claim 2119"), filed by FUSE Networks LLC, f/k/a MuchMusic USA Venture ("FUSE"), alleges damages in the amount of \$221,821.00, on account of RCN's rejection of the Services Agreement between the NCTC, FUSE and RCN, dated January 1, 1995 (as supplemented and amended, the "FUSE Agreement"). A review of FUSE's proof of claim demonstrates that FUSE has calculated damages on the assumption that RCN stopped performing under the FUSE Agreement as of January 1, 2005. O'Hara Declaration at ¶ 5. In fact, and as reflected in the Books and Records, RCN continued making payments to FUSE until April 1, 2005. According to RCN's calculations, the proper amount of damages on account of its rejection of the FUSE Agreement is \$208,943.00. O'Hara Declaration at ¶ 5. Accordingly, Claim 2119 should be reduced and allowed in the amount of \$208,943.00 to be paid in New Common Stock.

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Plan.

(D) Claim Number 2120 ("Claim 2120"), filed by WE: Women's Entertainment LLC, successor in interest to Romance Classics, a division of American Movie Classics Company ("WE"), alleges damages in the amount of \$2,280,101.00, resulting from RCN's rejection of the Services Agreement between the NCTC, WE and RCN, dated May 1, 1997 (as supplemented and amended, the "WE Agreement"). A review of WE's proof of claim demonstrates that WE has calculated damages on the assumption that RCN stopped performing under the WE Agreement as of January 1, 2005. O'Hara Declaration at ¶ 6. In fact, and as reflected in the Books and Records, RCN continued making payments to WE until April 1, 2005. O'Hara Declaration at ¶ 6. According to RCN's calculations, the proper amount of damages on account of its rejection of the WE Agreement is \$2,033,280.00. O'Hara Declaration at ¶ 6. Accordingly, Claim 2120 should be reduced and allowed in the amount of \$2,033,280.00 to be paid in New Common Stock.

(E) Claim Number 2095 ("Claim 2095") filed by Game Show Network, LLC ("GSN"), alleges damages in the amount of \$1,016,381.52, resulting from RCN's rejection of the NCTC Distribution Agreement between GSN, NCTC and RCN, dated December 31, 1996 (as supplemented and amended, the "GSN Agreement"). A review of GSN's proof of claim

demonstrates that GSN has calculated damages on the assumption that RCN stopped performing under the GSN Agreement as of January 1, 2005. O'Hara Declaration at ¶ 7. RCN has in fact continued to perform under the GSN Agreement, and GSN has not sustained any damages thereunder. O'Hara Declaration at ¶ 7. RCN and GSN have reached a settlement in principle, pursuant to which RCN will continue to carry the GSN programming and make regular payments in accordance with the terms of the GSN Agreement. O'Hara Declaration at ¶ 7. However, since the settlement has not been finalized, out of an abundance of caution, RCN hereby objects to Claim 2095 and requests that, if, for whatever reason, the settlement agreement is not executed by the parties or approved by the Bankruptcy Court, Claim 2095 be disallowed in its entirety and expunged.

**RESPONSES TO EIGHTH OMNIBUS OBJECTION**

16. Pursuant to Local Bankruptcy Rule 9006-1, any claimant that wishes to contest the relief requested in this Eighth Omnibus Objection must file and serve a response by no later than July 20, 2005 at 4:00 p.m. (Eastern Daylight Time).

17. 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.

18. 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 Eighth 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 Eighth 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 Eighth 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 Eighth 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.

19. 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 Eighth Omnibus Objection and response.

20. If a creditor whose claim is subject to this Eighth Omnibus Objection and who is served with the Eighth 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.**

21. 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**

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

**WAIVER OF MEMORANDUM OF LAW**

23. 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**

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

[REMAINDER OF PAGE LEFT INTENTIONALLY BLANK]

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

DATED: New York, New York  
June 17, 2005

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

By: /s/ Lena Mandel  
Dennis F. Dunne (DD 7543)  
Susheel Kirpalani (SK 8926)  
Lena Mandel (LM 3769)  
1 Chase Manhattan Plaza  
New York, New York 10005  
(212) 530-5000

Attorneys for RCN Corporation,  
et al., Reorganized Debtors

**EXHIBIT A**

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' EIGHTH 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' Eighth 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 "Eighth Omnibus Objection").<sup>1</sup> I submit this declaration in support of the Eighth Omnibus Objection and on the basis of my review of the Reorganized Debtors' books and

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

records related to the proofs of claim objected to in the Eighth Omnibus Objection together with any supporting or related documentation.

3. I have read and reviewed the information supporting the investigation of Claim 2080. Upon review, it appears that Claim 2080 represents a potential liability of a non-Debtor subsidiary of RCN and was improperly filed in RCN's chapter 11 case.

4. I have read and reviewed the information supporting the investigation of Claim 2118. Upon review, IFC's proof of claim demonstrates that IFC calculated its damages as if the IFC Agreement has been rejected by RCN. However, while RCN initially contemplated rejecting the IFC Agreement, it has subsequently opted back into the IFC Agreement, albeit on slightly different terms. Since the change in the terms of the IFC Agreement has limited the number of viewers for the IFC programming in some areas of New York, IFC does have a damage claim, but in a much lower amount. According to RCN's calculations, the proper amount of damages on account of the change of the terms of the IFC Agreement is \$185,158.72.

5. I have read and reviewed the information supporting the investigation of Claim 2119. Upon review, FUSE's proof of claim demonstrates that FUSE has calculated damages on the assumption that RCN stopped performing under the FUSE Agreement as of January 1, 2005. In fact, and as reflected in

the Books and Records, RCN continued making payments to FUSE until April 1, 2005. According to RCN's calculations, the proper amount of damages on account of its rejection of the FUSE Agreement is \$208,943.00.

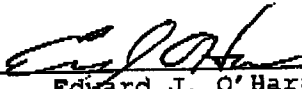
6. I have read and reviewed the information supporting the investigation of Claim 2120. Upon review, WE's proof of claim demonstrates that WE has calculated damages on the assumption that RCN stopped performing under the WE Agreement as of January 1, 2005. In fact, and as reflected in the Books and Records, RCN continued making payments to WE until April 1, 2005. According to RCN's calculations, the proper amount of damages on account of its rejection of the WE Agreement is \$2,033,280.00.

7. I have read and reviewed the information supporting the investigation of Claim 2095. Upon review, GSN's proof of claim demonstrates that GSN has calculated damages on the assumption that RCN stopped performing under the GSN Agreement as of January 1, 2005. RCN has in fact continued to perform under the GSN Agreement, and GSN has not sustained any damages thereunder. RCN and GSN have reached a settlement in principle, pursuant to which RCN will continue to carry the GSN programming and make regular payments in accordance with the terms of the GSN Agreement.



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

Executed on June 17, 2005

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

**EXHIBIT B**

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 GRANTING REORGANIZED DEBTORS' EIGHTH  
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 upon the Court on the Reorganized Debtors' Eighth 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 "Eighth Omnibus Objection") (Docket No. 603);<sup>1</sup> and upon the Declaration of Edward J. O'Hara In Support Of Reorganized Debtors' Eighth Omnibus Objection To Claims (the "O'Hara Decl."); and it appearing that notice of the Eighth 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 Eighth Omnibus Objection, (ii) the O'Hara Declaration, and (iii) all proofs of claim objected to in the Eighth Omnibus Objection and any responses thereto; after due deliberation thereon; and good cause appearing therefor;

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

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 Eighth 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.

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. Claim 2080 shall be disallowed in its entirety and expunged.
2. Claim 2118 shall be reduced and allowed in the amount of \$185,158.72 to be paid in New Common Stock.
3. Claim 2119 shall be reduced and allowed in the amount of \$208,943.00 to be paid in New Common Stock.
4. Claim 2120 shall be reduced and allowed in the amount of \$2,033,280.00 to be paid in New Common Stock.
5. Claim 2095 shall be disallowed in its entirety and expunged.
6. 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.
7. This Court shall retain jurisdiction over the Reorganized Debtors and the holders of claims subject

to the Eighth Omnibus Objection with respect to any matters relating to or arising from the Eighth Omnibus Objection or the implementation of this Order.

Dated: New York, New York  
June \_\_\_\_, 2005

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UNITED STATES BANKRUPTCY JUDGE