

Hearing Date: September 21, 2005 at 10:00 a.m. (EDT)
Objection Deadline: September 14, 2005 at 4:00 p.m. (EDT)

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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 AMENDMENT TO 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 August 5, 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 Amendment to 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 "Amended Objection," a copy of which is attached hereto).

PLEASE TAKE FURTHER NOTICE THAT a hearing (the "Hearing") with respect to the Amended Objection will be held on **September 21, 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 Amended Objection must file and serve a response **no later than September 14, 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 Corporation, et al., Reorganized Debtors, 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 Amended 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 Amended 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 Amended 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 Amended 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 Amended Objection and the response.

PLEASE TAKE FURTHER NOTICE THAT if a creditor whose claim is subject to the Amended 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
August 5, 2005

MILBANK, TWEED, HADLEY & M^CCLOY LLP

By: /s/ Lena Mandel
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UNITED STATES BANKRUPTCY COURT
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Reorganized Debtors. : Jointly Administered
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**AMENDMENT TO 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 amend (the "Amended Objection") their Eighth Omnibus Objection to Claims (Docket No. 625) (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 respectfully represent as follows:

1. In the Eighth Omnibus Objection, the Reorganized Debtors objected to, among others, Claim 2118, Claim 2119 and Claim 2120 (collectively, the "Rainbow Media Claims"), seeking to allow each of the Rainbow Media Claims in a specified reduced amount.

2. Since the filing of the Eighth Omnibus Objection, however, the Reorganized Debtors and the holder of the Rainbow Media Claims (the "Claimant") have reached a global settlement of various issues relating to the programming agreements which serve as the basis of the Rainbow Media Claims. As part of such global settlement, Claimant has agreed to have all of the Rainbow Media Claims disallowed in their entirety.

3. Accordingly, the Reorganized Debtors hereby seek an order disallowing each of the Rainbow Media Claims in their entirety and expunging each of them from the claims register.

4. Pursuant to rule 3007 of the Bankruptcy Rules, should Claimant wish to contest the relief requested in this Amended Objection, it must file and serve a response by no later than September 14, 2005 at 4:00 p.m. (Eastern Daylight Time).

5. Such written response must be served on the following parties: (i) counsel for RCN, Milbank, Tweed,

Hadley & M^cCloy 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.

6. If Claimant fails to file and serve a timely response, the Reorganized Debtors will present to the Bankruptcy Court an order expunging the Rainbow Media Claims **without further notice**.

7. The Reorganized Debtors reserve their rights to make additional objections to Claim 2118, Claim 2119 and/or Claim 2120 on any available ground and at any time.

8. 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

9. Notice of this Amended Objection has been given to (i) the United States Trustee, (ii) Claimant, 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 A, and granting the Reorganized Debtors such other and further relief as is just and proper.

DATED: New York, New York
August 5, 2005

MILBANK, TWEED, HADLEY & M^cCLOY LLP

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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

**ORDER GRANTING REORGANIZED DEBTORS'
AMENDED EIGHTH OMNIBUS OBJECTION WITH
RESPECT TO CLAIM NOS. 2118, 2119 AND 2120**

This matter having come upon the Court on the Reorganized Debtors' Amended 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 August 5, 2005 (the "Amended Objection"); and it appearing that notice of the Amended 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 Amended Objection, (ii) the Rainbow Media Claims,¹ and (iii) any responses to the Amended Objection; and 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 Amended

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

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 2118 shall be disallowed in its entirety and expunged.

2. Claim 2119 shall be disallowed in its entirety and expunged.

3. Claim 2120 shall be disallowed in its entirety and expunged.

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

Dated: New York, New York
_____, 2005

UNITED STATES BANKRUPTCY JUDGE