

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)  
Debtors. : (Jointly Administered)  
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**ORDER UNDER 11 U.S.C. § 105 AND FED. R. BANKR. P. 2002(a)(7) AND  
3003(c)(3) (I) SETTING BAR DATES FOR FILING CERTAIN  
PROOFS OF CLAIM, (II) APPROVING PROCEDURES FOR FILING  
SUCH PROOFS OF CLAIM, AND (III) APPROVING FORM,  
MANNER, AND SUFFICIENCY OF NOTICE THEREOF**

Upon the motion (the “Motion”)<sup>1</sup> of the above-captioned debtors and debtors in possession (collectively, the “Debtors”), for entry of an order (the “Order”) pursuant to 11 U.S.C. § 105 and Federal Rules of Bankruptcy Procedure 2002(a)(7) and 3003(c)(3), fixing a deadline (the “General Bar Date”) and establishing procedures for filing proofs of claim and approving the form, manner and sufficiency of notice thereof; and the Court having reviewed the Motion; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

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

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.
2. Except as otherwise provided herein, all persons and entities, (including, without limitation, individuals, partnerships, corporations, joint ventures, trusts and governmental units) that assert a Claim (as defined by 11 U.S.C. § 101(5)) against any of the Debtors which arose on or prior to the filing of the chapter 11 petitions on May 27, 2004, shall file a proof of such Claim in writing so that it is actually received on or before 5:00 p.m. Eastern Time on August 11, 2004 (the “General Bar Date”).
3. The Debtors shall mail proof of claim forms and the General Bar Date Notice in accordance with the procedures set forth herein no later than June 25, 2004.
4. Notwithstanding any other provision hereof, proofs of claim filed by governmental units must be filed on or before November 23, 2004 (the date that is 180 days after the Petition Date).
5. The following procedures for the filing of proofs of claim shall apply:
  - a. Proofs of claim must conform substantially to Form No. 10 of the Official Bankruptcy Forms;
  - b. Proofs of claim must be filed either by mailing the original proof of claim to the United States Bankruptcy Court, Southern District of New York, Bowling Green Station, P.O. Box 5043, New York, New York 10274-5043, or by delivering the original proof of claim by hand or overnight courier to the United States Bankruptcy Court, Southern District of New York, One Bowling Green, Room 534, New York, New York 10004;
  - c. Proofs of claim will be deemed filed only when received by the Clerk of the Bankruptcy Court on or before the General Bar Date;
  - d. Proofs of claim must (i) be signed; (ii) include supporting documentation (if voluminous, attach a summary) or an explanation as to why documentation is not available; (iii) be in the English language; and (iv) be denominated in United States currency; and
  - e. Proofs of claim must specify by name and case number the Debtor against which the claim is filed; if the holder asserts a claim against more than one Debtor or has claims against different Debtors, a separate proof of claim form must be filed with respect to each Debtor.
6. The following persons or entities need not file a proof of claim on or prior to the General Bar Date:

- a. Any person or entity that has already filed a proof of claim against the Debtors with the Clerk of the Bankruptcy Court for the Southern District of New York in a form substantially similar to Official Bankruptcy Form No. 10;
- b. Any person or entity whose claim is listed on the Schedules filed by the Debtors, provided that (i) the claim is not scheduled as “disputed,” “contingent” or “unliquidated”; and (ii) the claimant does not disagree with the amount, nature and priority of the claim as set forth in the Schedules; and (iii) the claimant does not dispute that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules;
- c. Any holder of a claim that heretofore has been allowed by order of this Court;
- d. Any person or entity whose claim has been paid in full;
- e. Any holder of a claim for which specific deadlines have previously been fixed by this Court;
- f. Any Debtor having a claim against another Debtor or any of the non-debtor affiliates of RCN Corporation having a claim against any of the Debtors;
- g. Any holder of a claim allowable under § 503(b) and § 507(a) of the Bankruptcy Code as an expense of administration;
- h. Claims by a holder of a Claim in respect of the Debtors’ outstanding senior notes (each a “Holder of Senior Notes”), other than indenture trustees, which include: (i) 10% Senior Notes due 2007, (ii) 10-1/8% Senior Notes due 2010, (iii) 9.8% Senior Discount Notes due 2008, (iv) 11% Senior Discount Notes due 2008 and (v) 11-1/8% Senior Discount Notes due 2007 (collectively, the “Senior Notes”), provided, however, that any Holder of Senior Notes who wishes to assert a Claim against the Debtors that is not based solely upon the outstanding prepetition principal and interest due on account of its ownership of such Senior Notes shall file a proof of claim on or prior to the General Bar Date in respect of such Claim;
- i. Claims by a holder of a Claim arising under or in connection with that certain Credit Agreement dated as of June 3, 1999 (as amended, supplemented or otherwise modified prior to the Petition Date, the “Credit Agreement”) among RCN and certain subsidiaries of RCN, as borrowers, the several lenders party thereto (the “Lenders”), and JPMorgan Chase

Bank, as administrative agent and collateral agent for the Lenders (in such capacity, the “Administrative Agent”), and all collateral and ancillary documentation executed in connection with the Credit Agreement (collectively, the “Loan Documents”); provided, however, that the Administrative Agent and any Lender who wishes to assert a Claim against the Debtors that does not arise under or in connection with the Loan Documents shall file a proof of claim on or prior to the General Bar Date in respect of such Claim; and provided further that the Administrative Agent shall be required to file a master proof of claim relating to any claims arising under the Loan Documents, to the extent otherwise required by the Bankruptcy Code, on or before the date that is 35 calendar days after the Debtors provide the Administrative Agent with written notice of its election to require the Administrative Agent to file a proof of claim; and provided further that in that event, as to the Administrative Agent with respect to any such Claims, such date shall be deemed to be the General Bar Date;

- j. Any Governmental Unit (as defined by 11 U.S.C. § 101(27)), which entity shall file any proof of claim in accordance with 11 U.S.C. § 502(b)(9); and
- k. Claims by non-debtor parties to any rejected executory contract or unexpired lease (an “Executory Contract”) arising solely from the rejection of such Executory Contract, provided, however, that such Claims shall be filed in accordance with this Order or any other order of this Court applicable thereto,

in each case, as to such claim or interest.

7. Any person or entity that holds a claim that arises from the rejection of an executory contract or unexpired lease, as to which the order authorizing such rejection is dated on or before the date of entry of this Order, must file a proof of claim based on such rejection on or before the General Bar Date, and any person or entity that holds a claim that arises from the rejection of an executory contract or unexpired lease, as to which an order authorizing such rejection is dated after the date of entry of this Order, must file a proof of claim on or before such date as the Court may fix in the applicable order authorizing such rejection.

8. Holders of equity security interests in the Debtors need not file proofs of interest with respect to the ownership of such equity interests, provided, however, that if any such holder asserts a Claim against the Debtors (including a claim relating to an equity interest or the purchase or sale of such equity interest), a proof of such Claim must be filed on or prior to the General Bar Date pursuant to the procedures set forth in this Order.

9. If the Debtors amend or supplement the Schedules subsequent to the date hereof, the Debtors shall give notice of any amendment or supplement (and the

related deadline to file a proof of claim) to the holders of Claims affected thereby, and such holders shall be afforded 45 days from the date the Debtors mail such notice to file proofs of claim in respect of their Claims or be barred from doing so.

10. Nothing in this Order shall prejudice the right of the Debtors or any other party in interest to dispute or assert offsets or defenses to any Claim reflected in the Schedules.

11. Any holder of a Claim against the Debtors who is required, but fails, to file a proof of claim on account of such Claim in accordance with this Order on or before the General Bar Date shall (i) be forever barred, estopped, and permanently enjoined from asserting such Claim against the Debtors, their successors, or their property (or filing a proof of claim with respect thereto), (ii) not be treated as a Creditor (as defined in 11 U.S.C. § 101(10)) for purposes of voting on, and distribution under, any plan in these chapter 11 cases with respect to such Claim, and (iii) not be entitled to receive further notices regarding such Claim.

12. A copy of the notice substantially in the form of the General Bar Date Notice attached hereto as Exhibit B is approved and shall be deemed adequate and sufficient notice if served by first-class mail no later than June 25, 2004 on:

- a. the Office of the United States Trustee;
- b. counsel to the Official Committee of Unsecured Creditors;
- c. counsel to the unofficial committee of noteholders;
- d. counsel to any other statutory committee(s) appointed in these cases;
- e. counsel to the agent for the Debtors' prepetition senior credit facility;
- f. counsel to the agent for the Debtors' prepetition junior credit facility;
- g. the indenture trustee(s) for the Senior Notes;
- h. the Securities and Exchange Commission;
- i. the Internal Revenue Service;
- j. the Federal Communications Commission;
- k. other government agencies to the extent required by the Bankruptcy Code and Bankruptcy Rules;

- l. all parties having filed a notice of appearance and request for notices under Bankruptcy Rule 2002(i);
- m. the Office of the United States Attorney, Southern District of New York;
- n. all persons or entities that have filed proofs of claim in these cases;
- o. all known creditors and other known holders of Claims as of the date of this Order, including all persons or entities listed in the Schedules as holding Claims;
- p. all parties to Executory Contracts;
- q. all parties to litigation with the Debtors; and
- r. such additional persons and entities as the Debtors deem appropriate.

13. With regard to those holders of Claims listed on the Schedules, the Debtors shall mail one or more proof of claim forms (as appropriate) substantially similar to the proof of claim form attached hereto as Exhibit A, indicating on the form how the Debtors have scheduled such creditor's Claim in the Schedules (including the identity of the Debtor, the amount of the Claim and whether the Claim has been scheduled as contingent, unliquidated or disputed), and the General Bar Date Notice in substantially the form attached hereto as Exhibit B.

14. Pursuant to Bankruptcy Rule 2002(f), the Debtors shall publish the General Bar Date Notice, substantially in the form attached hereto as Exhibit B (modified for publication) once in the national edition of the Wall Street Journal, on or before June 30, 2004, which publication is hereby approved and shall be deemed good, adequate and sufficient publication notice of the General Bar Date.

15. The Debtors and their claims agent are authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order.

16. Entry of this Order is without prejudice to the right of the Debtors to seek a further order of this Court fixing a date by which holders of Claims or interests not subject to the General Bar Date established herein must file such proofs of claim or interest or be barred from doing so.

17. The requirement of Local Bankr. R. 9013-1(b) that any motion filed shall be accompanied by a separate memorandum of law is satisfied by the Motion.

Dated: New York, New York  
June 23, 2004

/s/ ROBERT D. DRAIN  
Judge Robert D. Drain  
UNITED STATES BANKRUPTCY COURT