

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re :
RCN CORPORATION, et al., : Chapter 11
Debtors. : Case No. 04-13638
: (Jointly Administered)
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**ORDER UNDER 28 U.S.C. § 156(c) AND
FED. R. BANKR. P. 2002 AUTHORIZING RETENTION OF
INNISFREE M&A INCORPORATED AS NOTICING,
VOTING, AND INFORMATION AGENT FOR THE DEBTORS**

Upon the application (the "Application")¹ of the Debtors for entry of an order under 28 U.S.C. § 156(c) and Fed. R. Bankr. P. 2002 authorizing the retention of Innisfree M&A Incorporated ("Innisfree") as Noticing, Voting, and Information Agent for the Debtors; and the Court having reviewed the Application and the Sullivan Affidavit, and the Court being satisfied with the representations made therein that Innisfree represents no interest adverse to the Debtors' estates, that it is a "disinterested person" as that term is defined in Bankruptcy Code section 101(14), as modified by Bankruptcy Code section 1107(b), and that its retention is necessary and is in the best interests of the Debtors, their

¹ Unless otherwise defined herein, capitalized terms used herein shall have the meanings ascribed to them in the Application.

estates, their creditors, and other parties in interest; and it appearing that notice of the Application was good and sufficient under the particular circumstances and that no other or further notice be given; and upon the record herein; and after due deliberation thereon; and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, and DECREED that:

1. The Application is GRANTED.
2. Pursuant to 28 U.S.C. § 156(c) and Fed. R. Bankr. P. 2002, the Debtors, as debtors-in-possession, are hereby authorized to retain Innisfree as Solicitation Agent, effective as of the Petition Date, in accordance with the Application, the Innisfree Agreement and this order, and Innisfree is authorized to perform the service described therein.
3. The Debtors are hereby authorized to pay, without further order of this Court, the reasonable fees and expenses of Innisfree incurred in connection with services rendered to the Debtors as Solicitation Agent, as set forth in the Innisfree Agreement, upon Innisfree's submission, on a periodic basis, of reasonably detailed invoices to the Debtors, with a copy to the Office of the United States Trustee, counsel for the agent under the prepetition credit facility, and counsel for any statutory committee appointed in these cases. Innisfree shall not be required to submit interim or final fee applications.

4. The fees and expenses of Innisfree incurred in the performance of services in accordance with the Innisfree Agreement shall be treated as administrative expenses of the Debtors' chapter 11 estates and be paid by the Debtors in the ordinary course of business. Any dispute between Innisfree and the Debtors with respect to fees and expenses may be presented to the Court for resolution thereof.

5. In the event these cases are converted to cases under chapter 7 of the Bankruptcy Code and if noticing agent representation is necessary in the converted chapter 7 cases, Innisfree will continue to be paid in accordance with 28 U.S.C. § 156(c) under the terms set forth herein and in the Application.

6. 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 Application.

Dated: New York, New York
June 3, 2004

/s/ ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE