

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
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RCN CORPORATION, et al., : Case No. 04-13638  
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Debtors. : (Jointly Administered)  
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**ORDER UNDER 28 U.S.C. § 156(c) AND FED. R.  
BANKR. P. 2002 AUTHORIZING RETENTION OF BANKRUPTCY SER-  
VICES LLC AS CLAIMS AND NOTICING AGENT FOR THE DEBTORS**

Upon the application (the "Application")<sup>1</sup> 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 Bankruptcy Services LLC ("BSI") as Claims and Noticing Agent for the Debtors; and the Court having reviewed the Application and the Jacobs Affidavit, and the Court being satisfied with the representations made therein that BSI 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 estates, their creditors, and other parties in interest; and it appearing that notice of the Application was

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

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 good 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 BSI as Claims and Noticing Agent, effective as of the Petition Date, in accordance with the Application, the BSI Agreement and this order, and BSI is authorized to perform the services described therein.
3. The Debtors are hereby authorized to pay, without further order of this Court, the reasonable fees and expenses of BSI incurred in connection with services rendered to the Debtors as Claims and Noticing Agent, as set forth in the BSI Agreement, upon BSI'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. BSI shall not be required to submit interim or final fee applications.
4. The fees and expenses of BSI incurred in the performance of services in accordance with the BSI 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 BSI 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, BSI will continue to be paid for its services until the claims filed in the chapter 11 cases have been completely processed, and if claims agent representation is necessary in the converted chapter 7 cases, BSI 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