

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. §§ 327(e) AND 328 AND FED. R. BANKR. P. 2014 AND 2016
AUTHORIZING RETENTION OF WINSTON & STRAWN LLP AS SPECIAL
COUNSEL TO THE BOARD OF DIRECTORS**

Upon the application (the “Application”)¹ of the Debtors for entry of an order under 11 U.S.C. §§ 327(e) and 328 and Fed. R. Bankr. P. 2014 and 2016 authorizing the retention of Winston & Strawn LLP (“Winston & Strawn”) as special counsel to RCN’s Board of Directors, as of June 7, 2004; and the Court having reviewed the Application and the Neier Declaration, and the Court being satisfied with the representations made therein that Winston & Strawn 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 in the best interests of the Debtors, their estates, creditors, and 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 need be given; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefore, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Application is GRANTED as provided herein.

¹ Unless otherwise defined herein, capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

2. Pursuant to Bankruptcy Code sections 327(e) and 328(a), the Debtors, as debtors-in-possession, are hereby authorized to retain Winston & Strawn as special counsel to the Board of Directors, effective as of June 7, 2004, in accordance with the Engagement Letter, the Application and this order, and Winston & Strawn is authorized to perform the services described therein.

3. Winston & Strawn shall be compensated in accordance with the Engagement Letter and the Application, subject to Bankruptcy Code sections 330 and 331, the Bankruptcy Rules, the Local Bankruptcy Rules for the Southern District of New York, guidelines established by this Court, the United States Trustee Fee Guidelines, the Administrative Order Under 11 U.S.C. §§ 105 and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, entered on June 22, 2004, and any other orders of this Court governing professional compensation in these cases.

4. Winston & Strawn shall not duplicate services provided by other counsel on behalf of the Debtors.

5. The Official Committee of Unsecured Creditors (the "Committee") reserves its rights to subsequently object to Winston & Strawn's continued retention if, in the Committee's opinion, circumstances have developed after the date of the entry of this Order that would render Winston & Strawn's continued retention in contravention of section 327(e) or other applicable sections of the Bankruptcy Code, and promptly upon discovery and verification of the facts of such circumstance, the Committee seeks appropriate relief in this Court, including without limitation the termination of the retention from and after the date of such circumstance. The Debtors and Winston & Strawn reserve their rights to contest any request by the Committee for such relief.

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
July 30, 2004

/s/ ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE