

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 363(b) AUTHORIZING
THE RETENTION OF SPENCER STUART AS EXECUTIVE
SEARCH CONSULTANTS FOR RCN CORPORATION**

Upon the motion (the "Motion")¹ of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), for entry of an order under 11 U.S.C. § 363(b), authorizing the retention of Spencer Stuart as executive search consultants for RCN Corporation; 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

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.
2. Pursuant to sections 105 and 363(b) of the Bankruptcy Code, and

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

