

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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**INTERIM ORDER UNDER 11 U.S.C. § 105(a) DIRECTING THAT
CERTAIN ORDERS ENTERED IN THE CHAPTER 11
CASES OF RCN CORPORATION, ET AL., BE DEEMED
APPLICABLE TO THE SUBSEQUENT DEBTORS**

Upon the motion (the "Motion")¹ of the RCN Debtors for entry of an order under 11 U.S.C. § 105(a) directing that certain orders entered in the chapter 11 cases of the Initial Debtors be deemed applicable to the Subsequent Debtors; 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 RCN Debtors, their estates, their creditors, and other parties in interest; and it appearing that notice of the Motion was good and sufficient under the particular circumstances and that no other and further notice be given; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

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

ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED on an interim basis.
2. The Initial Debtors' Orders identified on Exhibit A and Exhibit B attached hereto are hereby made applicable to the Subsequent Debtors, as if the Subsequent Debtors were movants along with the Initial Debtors, effective as of the Subsequent Debtors respective petition dates.
3. This interim order shall remain in full force and effect until such time as the Court enters a final order with respect to each Initial Debtors' Order.
4. The Debtors shall serve a notice of the entry of this interim order (the "Notice") on (a) the Office of the United States Trustee for the Southern District of New York; (b) counsel for the Creditors' Committee; (c) counsel for the Debtors' secured lenders (or agents in respect thereof, as the case may be); and (d) holders of the general unsecured claims against the Debtors' estates listed in the Debtors' chapter 11 petitions; and (e) the indenture trustees or transfer agents for any class or series of RCN common or preferred stock or any bonds or debentures of the Debtors. Notice served pursuant to the preceding sentence shall be via first class mail, postage prepaid. No further notice of entry of this interim order need be served by the Debtors.
5. Objections, if any, to approval of the Motion on a final basis must be in writing and timely filed in accordance with the requirements set forth in

the Notice. If timely written objections to the entry of a final order granting the relief requested in the Motion, with respect to the Initial Debtors' Orders listed on Exhibit A, are received, there shall be a hearing held on September 29, 2004 to determine whether to grant such relief with respect to the Initial Debtors' Orders listed on Exhibit A. If timely written objections to the entry of a final order granting the relief requested in the Motion, with respect to the Initial Debtors' Orders listed on Exhibit B, are received, there shall be a hearing held on October 27, 2004 to determine whether to grant such relief with respect to the Initial Debtors' Orders listed on Exhibit B.

6. If no written objections to the entry of a final order, with respect to the Initial Debtors' Orders listed on Exhibit A, are timely filed, served and received in accordance with the Notice and this interim order, a final order will be submitted which will provide that the Motion shall be granted in its entirety with respect to the Initial Debtors' Orders listed on Exhibit A.

7. If no written objections to the entry of a final order, with respect to the Initial Debtors' Orders listed on Exhibit B, are timely filed, served and received in accordance with the Notice and this interim order, a final order will be submitted which will provide that the Motion shall be granted in its entirety with respect to the Initial Debtors' Orders listed on Exhibit B.

8. 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
_____, 2004

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

Initial Debtors' Orders:

- a. Order Under 11 U.S.C. §§ 102 and 105 and Fed. R. Bankr. P. 2002, 9006 and 9007 Establishing Certain Notice, Case Management and Administrative Procedures, dated June 2, 2004 (Docket No. 6).
- b. Order Under 28 U.S.C. § 156(c) and Fed. R. Bankr. P. 2002 Authorizing Retention Of Bankruptcy Services LLC as Claims and Noticing Agent for the Debtors, dated June 3, 2004 (Docket No. 13).
- c. Final Order Under 11 U.S.C. §§ 327(a), and 328(a) And Fed R. Bankr. P. 2014 And 2016 Authorizing Retention Of PricewaterhouseCoopers, LLP As Auditors For The Debtors, dated June 22, 2004 (Docket No. 68).
- d. Final Order Under 11 U.S.C. §§ 327(e), 328 And 1107 And Fed R. Bankr. P. 2014 And 2016 Authorizing Retention Of Swidler Berlin Shereff Friedman, LLP As Special Regulatory Counsel To The Debtors, dated June 22, 2004 (Docket No. 69).
- e. Final Order Under 11 U.S.C. §§ 327(a) and 329 and Fed. R. Bankr. P. 2014 and 2016 Authorizing Retention of Skadden, Arps, Slate, Meagher & Flom LLP as Attorneys for the Debtors, dated June 22, 2004 (Docket No. 70).
- f. Administrative Order Under 11 U.S.C. §§ 105 and 331 Establishing Procedures for Interim Compensation and Reimbursement of Professionals, dated June 22, 2004 (Docket No. 72).

EXHIBIT B

Initial Debtors' Orders:

- a. Final Order Under 11 U.S.C. § 363 Authorizing Retention of AP Services, LLC as Crisis Managers for the Debtors, dated July 30, 2004 (Docket No. 131).
- b. Final Order Pursuant To 11 U.S.C. §§ 327 And 328 And Fed. R. Bankr. P. 2014 And 2016 Authorizing Retention Of The Blackstone Group L.P. As Financial Advisors For The Debtors, dated August 3, 2004 (Docket No 134).