

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")<sup>1</sup> 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 there being no objection to the Motion; 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.

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

2. Pursuant to sections 105 and 363(b) of the Bankruptcy Code, and subject to the terms contained in the Motion and this order, the Debtors, as debtors-in-possession, are authorized to retain Spencer Stuart to provide executive search consulting services in accordance with the Engagement Letter, the Motion and this order, and Spencer Stuart is authorized to perform the services described therein.

3. Spencer Stuart shall be compensated in accordance with the Engagement Letter, the Motion, and any applicable orders of this Court, and the Debtors shall be authorized to use estate property to pay such compensation.

4. 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  
September 8, 2004

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE