

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. §363(b) AND BANKRUPTCY  
RULE 9019 AUTHORIZING AND APPROVING LEASE  
TERMINATION AND RECOGNITION AGREEMENT**

Upon the motion (the "Motion")<sup>1</sup> of the Debtors for entry of an Order Under 11 U.S.C. § 363(b) and Rule 9019 of the Federal Rules of Bankruptcy Procedure Authorizing and Approving the Lease Termination and Recognition Agreement; 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 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:

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

FOUND AND DETERMINED THAT:

A. The terms of the Agreement are fair and reasonable, were negotiated in good faith and at arms' length, and constitute a sound exercise of the Debtors' business judgment;

B. The release of certain of the Debtors' long term obligations under the Master Lease and Guaranty represents an important benefit to the Debtors' estates; and

C. The consideration provided by RCN Telecom and the Debtors under the Agreement in exchange for the release of certain long term obligations under the Master Lease and Guaranty constitutes reasonably equivalent value for such releases; and it is therefore

ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED.
2. Pursuant to 11 U.S.C. § 363(b) and Bankruptcy Rule 9019, the Agreement is hereby authorized and approved.

3. The requirement of Local Bankr. R. 9013-1(b) that any motion filed shall be accompanied by a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York  
, 2004

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UNITED STATES BANKRUPTCY JUDGE