

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
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RCN CORPORATION, et al., : Case No. 04-13638 (RDD)
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Debtors. : (Jointly Administered)
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**ORDER UNDER 11 U.S.C. §§ 105(a), 363(b), 364(c)(1),
503(b) AND 507 AUTHORIZING, APPROVING AND RATIFYING
AMENDMENT TO EXIT FINANCING COMMITMENTS AND
PAYMENT OF RELATED FEES AND EXPENSES**

Upon the motion (the "Motion")¹ of the Debtors for entry of an Order Under 11 U.S.C. §§ 105(a), 363(b), 364(c)(1), 503(b) and 507 Authorizing, Approving and Ratifying the Amendment to the Exit Financing Commitments and Payment of Related Fees and Expenses; and the Court having reviewed the Motion and the Coleman Declaration; 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

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.
2. The Debtors' execution of the Financing Amendment is ratified and the Debtors are hereby authorized and empowered to perform the obligations set forth in the Financing Amendment, and the Exit Financing Commitments as amended thereby, and the obligations incurred by them thereunder.
3. The additional fees and expenses payable by the Debtors under each of the Commitment Letter and the Fee Letter, each as amended by the Financing Amendment, shall be entitled to priority as administrative expense claims under sections 503(b)(1) and 507(a)(1) of the Bankruptcy Code, as and when they become due and shall be paid when and as provided for under the Exit Financing Commitments, as amended by the Financing Amendment; and in the case of the obligation to pay fees as described in the last sentence of the sixth paragraph of the Commitment Letter, as amended by the Financing Amendment, such obligation and fees shall constitute super priority obligations pursuant to Section 364(c)(1) of the Bankruptcy Code.

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
November __, 2004

UNITED STATES BANKRUPTCY JUDGE