

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
RCN Corporation, et al., : Case No. 03-16837 (CB)
: (Jointly Administered)
Debtors. :
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**ORDER GRANTING FIRST INTERIM APPLICATION OF SKADDEN,
ARPS, SLATE, MEAGHER & FLOM LLP SEEKING ALLOWANCE OF FEES
FOR PROFESSIONAL SERVICES RENDERED AND DISBURSEMENTS
INCURRED AS COUNSEL FOR THE DEBTORS FOR THE PERIOD
FROM MAY 27, 2004 THROUGH AUGUST 31, 2004**

Upon consideration of the First Interim Application of Skadden, Arps, Slate, Meagher & Flom LLP Seeking Allowance of Fees for Professional Services Rendered and Disbursements Incurred as Counsel for the Debtors for the Period from May 27, 2004 Through August 31, 2004 (the "Application"); and the Court being satisfied that the relief requested in the Application is necessary and in the best interests of the Debtors, their estates, creditors, and parties in interest; and it appearing that notice of the Application was good and sufficient under the particular circumstances and that no other or further notice need be given; 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 Application is granted, and the fees and expenses for which approval is sought in the Application are hereby approved.

2. The Debtors are hereby authorized and directed to pay to Skadden, Arps, to the extent not previously paid, the sums of: (i) \$2,116,458.00, representing the fees (including the holdback amounts) incurred by Skadden, Arps and for which interim approval was requested in the Application, and (ii) \$69,369.70, representing the actual and necessary expenses incurred by Skadden, Arps and for which interim approval was requested in the Application.

3. The relief granted in this order is without prejudice to the rights of Skadden, Arps to seek further allowance and payment of additional compensation and reimbursement of expenses, including any such amounts incurred during the First Interim Period for which approval has not previously been denied, upon application to this Court.

4. The requirement under Local Bankr. R. 9013-1(b) of the service and filing of a separate memorandum of law is satisfied by the Application.

Dated: New York, New York
_____, 2004

UNITED STATES BANKRUPTCY JUDGE