

# EXHIBIT D

**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. §§ 330 AND 331, GRANTING FIRST  
APPLICATION OF MILBANK, TWEED, HADLEY & M<sup>c</sup>CLOY LLP,  
COUNSEL TO OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR  
INTERIM ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED  
AND FOR REIMBURSEMENT OF EXPENSES DURING PERIOD FROM  
JUNE 10, 2004 THROUGH AND INCLUDING AUGUST 31, 2004**

Milbank, Tweed, Hadley & M<sup>c</sup>Cloy LLP ("Milbank"), counsel for the Official Committee of Unsecured Creditors (the "Committee") of RCN Corporation and its affiliated debtors and debtors in possession in the above-captioned cases (collectively, "RCN" or the "Debtors"), having applied on October 23, 2004 (the "Application"), for entry of an order, pursuant to 11 U.S.C. §§ 330(a) and 331 and Rule 2016 of the Federal Rules of Bankruptcy Procedure, (a) allowing (i) interim compensation for professional services rendered to the Committee, during the period from June 10, 2004 through and including August 31, 2004 (the "First Interim Compensation Period"), in the aggregate amount of \$704,958.00, and (ii) reimbursement of expenses incurred in connection with rendering such services in the aggregate amount of \$50,002.45, for a total award of \$754,960.45 and (b) authorizing and directing the Debtors to pay to Milbank \$149,206.31, which is an amount equal to the difference between (i) this \$754,960.45 award and (ii) \$605,754.14, the total of all amounts that the Debtors have previously paid to Milbank pursuant to the Interim Compensation Order (as defined in the Application) for professional services rendered and expenses incurred during the First Interim

Compensation Period; the Court having reviewed the Application and having heard the statements of counsel in support of the relief requested therein; and finding that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and after notice and a hearing to consider the Application; and upon the record and after due deliberation thereon; and due and proper notice of the Application having been given; and sufficient cause appearing therefor, it is hereby

ORDERED, that the Application is granted; and it is further

ORDERED, that Milbank is allowed (a) interim compensation for professional services rendered as counsel to the Committee during the First Interim Compensation Period in the amount of \$704,958.00 and (b) reimbursement of expenses incurred in connection with rendering such services in the amount of \$50,002.45, for a total award of \$754,960.45; and it is further

ORDERED, that the Debtors are hereby authorized and directed to pay to Milbank within five days from the date of entry of this Order \$149,206.31, which is an amount equal to the difference between (i) this \$754,960.45 award and (ii) \$605,754.14, the total of all amounts that the Debtors have previously paid to Milbank pursuant to the Interim Compensation Order during the First Interim Compensation Period.

Dated: New York, New York  
November \_\_, 2004

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Robert D. Drain  
United States Bankruptcy Judge