

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- x Chapter 11
In re: :
: :
RCN CORPORATION, et al., : Case Nos. 04-13638 (RDD)
: :
: :
Debtors. :
----- x (Jointly Administered)

**ORDER PURSUANT TO 11 U.S.C. § 328(A) AUTHORIZING
AMENDMENT TO TERMS OF EMPLOYMENT AND RETENTION
OF CAPITAL & TECHNOLOGY ADVISORS LLC**

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 the “Debtors”), having requested by motion dated November 12, 2004 for entry of an order pursuant to 11 U.S.C. § 328(a) Authorizing Amendment to Terms of Employment and Retention of Capital & Technology Advisors LLC (the “Motion”), authorizing amendments to certain terms of Capital & Technology Advisors LLC’s (“C&TA”) retention; and the Court having considered the Motion; and it appearing that due and proper notice of the Motion and the relief requested therein having been provided; and no further notice need be given; and a hearing having been held before this Court (the “Hearing”) to consider the Motion and the relief requested therein; and any objection to the Motion having been withdrawn, overruled or otherwise determined inapplicable; and all parties in interest having been heard or having been afforded an opportunity to be heard at the Hearing; and no adverse interest being affected; and after due deliberation and sufficient cause appearing therefore; it is hereby

ORDERED that the Motion is granted; and it is further

ORDERED that the requirements of Local Rule 9013-1(b) are waived with respect to the Motion; and it further

ORDERED that, pursuant to § 328(a) of the Bankruptcy Code, the retention of C&TA pursuant to the terms of the Engagement Letter¹ is hereby amended as follows:

- The services C&TA is to perform as industry and technology advisor in addition to the services originally set forth in the Engagement Letter will include:
 - a) review and analysis of all of the Debtors' subscription and television programming agreements and rights, channel line-ups and tiers and advise the Committee with respect thereto; and
 - b) assisting the Committee in making recommendations to the Debtors with respect to the Debtors' subscription and television channel line-ups and tiers.
- The terms of C&TA's compensation will be amended to provide for: (i) a monthly fee of \$180,000 to be paid by the Debtors effective November 1, 2004, and (ii) subject to Bankruptcy Court approval, a success fee of no less than \$1.25 million and no greater than \$1.75 million at the consummation of the Debtors' plan of reorganization.

and it is further

ORDERED that, as modified by the provisions of this Order, this Court's Order Authorizing and Approving Under 11 U.S.C. §§328 and 1103 and Fed. R. Bankr. P. 2014 and 5002, the Retention of Capital and Technology Advisors LLC, Effective as of June 14, 2004 dated July 26, 2004, and the Engagement Letter shall remain in full force and effect; and it is further

ORDERED that this Court shall retain jurisdiction to construe and enforce the terms of this Order.

Dated: New York, New York
_____, 2004

Honorable Robert D. Drain
United States Bankruptcy Judge

¹ All capitalized terms not defined herein shall have the meaning given to them in the Motion.