

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 AUTHORIZING DEBTORS TO FILE UNDER SEAL
THE FEE LETTER AND ENGAGEMENT LETTER RELATING TO
DEBTORS' MOTION FOR ORDER UNDER 11 U.S.C. §§ 105(a),
363(b), 364(c)(1), 503(b) AND 507 AUTHORIZING, APPROVING
AND RATIFYING 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) and 107(b) and Rule 9018 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") authorizing the Debtors to file, under seal, the Fee Letter and the Engagement Letter relating to the Debtors' New Financing Motion (Docket No. 32); 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 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 Motion is GRANTED.

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

2. The Debtors, pursuant to section 107(b) of the Bankruptcy Code and Bankruptcy Rule 9018, are authorized to file the Confidential Materials under seal.

3. The Confidential Materials (and any information derived from the Confidential Materials) shall remain confidential, be filed under seal and shall be served on and made available only to (i) the United States Trustee, (ii) financial advisors and counsel to the Noteholders' Committee, (iii) financial advisors and counsel to any statutory committee appointed in these chapter 11 cases, (iv) the Securities and Exchange Commission and (v) such other parties as ordered by the Court or agreed to by the Debtors and Deutsche Bank.

4. Any pleadings filed in these cases that reference or disclose any of the information contained in the Confidential Materials (other than information disclosed in the New Financing Motion) shall be filed under seal and served only on those parties authorized to receive the Confidential Materials in accordance with this Order.

Dated: New York, New York
June , 2004

Judge Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE