

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 INTERNATIONAL BUSINESS MACHINES
CORPORATION TO FILE UNDER SEAL
CONFIDENTIAL AGREEMENT WITH THE DEBTORS**

Upon the motion (the "Motion") of the International Business Machines Corporation ("IBM") 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 IBM to file, under seal, the confidential agreement between the Debtors and IBM (the "Confidential Agreement") relating to the proposed Stipulation and Order Resolving Claims of IBM (the "Stipulation") dated November 22, 2004; 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 as provided herein.
2. IBM, pursuant to section 107(b) of the Bankruptcy Code and Bankruptcy Rule 9018, is authorized to file the Confidential Agreement under seal.
3. The Confidential Agreement (and any information derived from the Confidential Agreement) shall remain confidential, be filed under seal and shall be served on and made available only to (i) the United States Trustee, (ii) counsel to the official

committee of unsecured creditors, (iii) counsel to the administrative agents for the prepetition secured lenders to Debtors and (iv) such other parties as ordered by the Court after notice to IBM or agreed to by the Debtors and IBM; provided that such parties maintain the confidentiality of the Confidential Agreement.

4. Service of the Stipulation without the Confidential Agreement shall be made on all entities entitled to receive notice pursuant to this Court's Order, dated June 2, 2004, establishing notice procedures in these chapter 11 cases; provided that, upon request by a party in interest, IBM shall provide such party a version of the Confidential Agreement redacted to delete all commercially sensitive information.
5. Any pleadings filed in these cases that reference or disclose any of the information contained in the Confidential Agreement (other than information disclosed in the Stipulation) shall be filed under seal and served only on those parties authorized to receive the Confidential Agreement in accordance with this Order.

Dated: New York, New York
November 23, 2004

/s/Robert D. Drain
Honorable Robert D. Drain
United States Bankruptcy Judge