

**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 GRANTING INTERIM APPLICATIONS FOR  
ALLOWANCE OF FEES FOR PROFESSIONAL SERVICES  
RENDERED AND DISBURSEMENTS INCURRED**

Upon consideration of the first interim applications of: (i) Milbank, Tweed, Hadley & McCloy LLP ("Milbank"), as 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"), filed on October 28, 2004; (ii) Chanin Capital Partners ("Chanin"), as financial advisors to the Committee, filed October 21, 2004; and (iii) Capital & Technology Advisors LLC ("CTA"), as industry and technology advisors to the Committee, filed October 22, 2004, seeking interim allowance of fees for professional services rendered and disbursements incurred in the above-captioned chapter 11 cases for the first interim period ending August 31, 2004 (collectively, the "Applications," and each professional that submitted one of the foregoing Applications, an "Applicant"), and the Objection of the United States Trustee to First Interim Applications for Compensation and Reimbursement of Expenses, filed November 1, 2004 (the "Objection"); and a hearing having been held on November 18, 2004 before this Court to consider the Applications and the Objection (the "Hearing"); and the Court having jurisdiction to consider the Applications and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and the Court being satisfied that the interim relief requested in each of the Applications is in the best interests

of the Debtors, their estates, creditors, and parties in interest; and it appearing that notice of the Applications was good and sufficient under the particular circumstances and that no other or further notice need be given; and for the reasons set forth more fully on the record of the Hearing; 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 Applications are granted in the amounts specified on Schedule A attached hereto. This order is without prejudice to any Applicant's right to seek their respective "holdback amount" specified on Schedule A, upon proper application to this Court and the right of any party on interest to object to the Applicants' final request for fees and expenses under section 330 of the Bankruptcy Code.

2. The Debtors are hereby authorized to pay to each Applicant, to the extent not previously paid, the fees and expenses allowed by this order, within 10 calendar days of the date of this order.

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

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

Dated: New York, New York

November 22, 2004

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

## SCHEDULE A

<u>Applicant/Nature of Representation</u>	<u>Compensation</u>
Milbank, Tweed, Hadley & McCloy LLP Counsel to the Creditors' Committee	Fees Requested:           \$ 704,958.00 Holdback:                   140,991.60 <b>Allowed Fees:</b> 563,966.40 <b>Allowed Expenses:</b> <u>50,002.45</u> <b>Total Amt. Allowed:</b> <b>613,968.85</b>
Chanin Capital Partners Financial Advisors to the Creditors' Committee	Fees Requested:           \$ 256,666.67 Holdback:                   51,333.33 <b>Allowed Fees:</b> 205,333.34 <b>Allowed Expenses:</b> <u>22,733.57</u> <b>Total Amt. Allowed:</b> <b>228,066.91</b>
Capital & Technology Advisors LLC Industry and Technology Advisors to the Creditors' Committee	Fees Requested:           \$ 385,000.00 Holdback:                   77,000.00 <b>Allowed Fees:</b> 308,000.00 <b>Allowed Expenses:</b> <u>25,434.71</u> <b>Total Amt. Allowed:</b> <b>333,434.71</b>

Dated: 11/22/2004

Initial: RDD, USBJ