

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. §§ 105 AND 363(b)(1)
AUTHORIZING THE CONTINUATION OF AN EXISTING
EMPLOYEE RETENTION AND SEVERANCE BENEFITS PLAN**

Upon the motion (the "Motion")¹ of the Debtors for entry of an order under 11 U.S.C. §§ 105 and 363(b)(1) authorizing the Debtors' continuation of an existing employee retention and severance benefits plan; and the Court having determined that the relief requested in the Motion is in the best interests of their estates, the their creditors, and other parties in interest; and it appearing that notice of the Motion was good and sufficient under the particular circumstances, and no other and further notice need be given; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

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

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.

2. Pursuant to 11 U.S.C. §§ 105(a) and 363(b)(1), the Key Employee Retention and Severance Plan, a copy of which is attached hereto as Exhibit A, is hereby approved, and all payments thereunder are hereby authorized, ratified and approved.

3. The requirement of Local Bankr. R. 9013-1(b) that any motion filed shall be accompanied by a separate memorandum of law is satisfied by the Motion.

Dated: New York, New York
, 2004

Judge Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

Exhibit A