

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 THE FEE APPLICATIONS OF KASOWITZ, BENSON,
TORRES & FRIEDMAN LLP, SPECIAL COUNSEL
TO THE DEBTORS, BE FILED UNDER SEAL**

Upon the motion dated December 6, 2004 (the "Motion")¹ of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), for an order pursuant to sections 107(b) and 105(a) of title 11 of the United States Code (the "Bankruptcy Code") and Rule 9018 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") authorizing and directing the Clerk of this Court to file the interim and final fee applications (the "Fee Applications") of Kasowitz, Benson, Torres & Friedman LLP (KBT&F) under seal, and authorizing KBT&F to redact portions of its monthly fee statements (the "Monthly Statements"); and it appearing that the Court has jurisdiction over this matter; it appearing that no other or further notice need be provided; and it appearing that such documents must remain confidential to protect the Debtors, their estates and their creditors; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates and their creditors; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that pursuant to sections 107(b) and 105(a) of the Bankruptcy Code and Rule

¹ Capitalized terms used herein and not otherwise defined herein shall have the respective meanings assigned to such terms in the Motion.

9018 of the Bankruptcy Rules, the Debtors or KBT&F, as applicable, are authorized to file the Fee Applications under seal and to take all necessary measures to ensure the confidentiality of the Fee Applications, Time Records and the information set forth therein; and it is further

ORDERED that KBT&F's Fee Applications be served upon the Court, the Debtors, the UST, counsel for the Debtors, and counsel for the Committee; and it is further

ORDERED that copies of unredacted Monthly Statements be distributed to the Debtors, the UST, counsel for the Debtors, and counsel for the Committee in accordance with the Interim Fee Order. KBT&F shall serve Monthly Statements, with the Time Records redacted, to the Agent's Counsel and any other party (other than those set forth in the previous sentence) required to be served Monthly Statements in accordance with the Interim Fee Order.

ORDERED that the Court retains jurisdiction to enforce this Order and the confidentiality of the Fee Applications, Time Records and the redacted Monthly Statements and the information set forth therein, including the authority to impose sanctions on any party or entity that violates this Order; and it is further

ORDERED that the requirement pursuant to Rule 9013-1(b) of the Local Bankruptcy Rules for the Southern District of New York that the Debtors file a memorandum of law in support of the Motion is hereby waived.

Dated: December 20, 2004
New York, New York

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE