

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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- :  
: Chapter 11  
In re :  
: Case No. 04-13638 (RDD)  
RCN CORPORATION, et al., :  
: (Jointly Administered)  
Debtors. :  
X  
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**ORDER UNDER 11 U.S.C. §§ 105(a), 363(b) AND 365  
AUTHORIZING AND APPROVING (A) THE ASSUMPTION OF  
CERTAIN EXECUTORY CONTRACTS AND (B) THE RENEWAL OF  
INSURANCE PROGRAMS**

Upon the motion (the "Motion")<sup>1</sup> of the Debtors for entry of an Order Under 11 U.S.C. §§ 105(a), 363(b) and 365 Authorizing and Approving (A) the Assumption of Certain Executory Contracts and (B) the Renewal of Certain Insurance Programs; 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 it appearing that notice of the Motion was good and sufficient under the particular circumstances and that no other and further notice be given; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is

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

hereby:

FOUND AND DETERMINED THAT:

A. The Debtors have demonstrated that assuming the Contracts is an exercise of their sound business judgment, and that such assumption is in the best interests of the Debtors' estates;

B. None of the Contracts are of the type specified in section 365(c) of the Bankruptcy Code which would prevent the Debtors from assuming such Contracts. To the extent consent is required for the assumption of a Contract, each non-Debtor party to such Contract is deemed to have consented to such assumption;

C. The Debtors have, to the extent necessary, satisfied the requirements of Bankruptcy Code section 365(b)(1) in connection with the assumption of the Contracts; and

D. The Debtors' renewal of any of their existing insurance policies and programs on terms similar to the terms in the existing insurance policies is an exercise of their sound business judgment and such renewals are in the best interests of the Debtors' estates.

ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED.
2. Pursuant to Bankruptcy Code section 365(a), the Contracts listed on Exhibits A through C hereto are hereby assumed.

3. The requirements of section 365(b)(1) of the Bankruptcy Code are hereby deemed satisfied with respect to the Contracts (subject to the "cure amount" procedures set forth herein).

4. All liquidated monetary defaults, claims or other obligations of the Debtors arising or accruing under each Contract prior to the assumption of such Contract (without giving effect to any acceleration clauses or any default provisions of the kind specified in Bankruptcy Code section 365(b)(2)), as listed on the attached exhibits, shall be promptly paid by the Debtors upon assumption as provided in Bankruptcy Code section 365(b)(1).

5. With respect to any Assumption Objections based solely on the Debtors' proposed cure amount (a "Cure Amount Objection"), the Debtors and the non-Debtor party may resolve such dispute by agreement, in this Court, or any other forum of competent jurisdiction. If consensual resolution of the Cure Amount Objection cannot be reached, the Debtors shall (i) pay in full the undisputed portion of such cure amount on or shortly after the assumption of the Contract and (ii) pay any such additional cure amounts upon resolution of the Cure Amount Objection by this Court, a forum of competent jurisdiction, or by mutual agreement of the parties.

6. Any non-Debtor party to a Contract that fails to file timely an Assumption Objection shall be: (i) deemed to have waived and released any right to assert an objection to the proposed assumption of any Contract, and to have otherwise consented to the assumption of the Contract; (ii) deemed to have waived and

released any right to assert a cure amount (in excess of any amounts listed on the exhibits attached hereto), and (iii) forever barred, permanently enjoined and estopped from asserting or claiming any other or further claims against the Debtors, their respective successors and assigns, or the property or assets of any or all such parties, as to such Contract or on grounds that any additional amounts are due or defaults exist, or conditions to assignment must be satisfied, under such Contract.

7. Pursuant to Bankruptcy Code section 363(b), the Debtors are authorized to renew their existing insurance programs (or to enter into similar insurance programs with other insurance carriers) upon terms reasonably similar to those currently in existence. The Debtors are authorized and agree to execute all documentation necessary to assume or renew their insurance programs.

8. This Order shall bind the Debtors, their successors in interest and assigns, including limitation, any trustee in bankruptcy.

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

Dated: New York, New York  
January 6, 2005

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE