

**EXHIBIT A**

**Retention Order**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----x  
In re : Chapter 11  
RCN CORPORATION, et al., : Case No. 04-13638  
Debtors. : (Jointly Administered)  
-----x

**ORDER UNDER 11 U.S.C. §§ 327(e), 328 AND 329 AND FED. R. BANKR.  
P. 2014 AND 2016 AUTHORIZING THE RETENTION OF DECHERT LLP  
AS SPECIAL CONFLICTS COUNSEL TO THE DEBTORS**

Upon the application (the "Application")<sup>1</sup> of the Debtors for entry of an Order Under 11 U.S.C. §§ 327(e), 328 and 329 and Fed. R. Bankr. P. 2014 and 2016 Authorizing the Retention of Dechert LLP as Special Conflicts Counsel to the Debtors, nunc pro tunc to September 14, 2004; and the Court having reviewed the Application and the Black Affidavit, and the Court being satisfied with the representations made therein that Dechert represents no interest adverse to the Debtors' estates with respect to the matters for which it is to be retained, and that its retention is necessary and in the best interests of the Debtors, their estates, creditors, and parties in interest; and it appearing that notice of the Application was good and sufficient under the particular circumstances and that no other or further notice need

---

<sup>1</sup> Unless otherwise defined herein, capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

be given; 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 Application is GRANTED.
2. Pursuant to Bankruptcy Code sections 327(e), 328 and 329, the Debtors, as debtors-in possession, are hereby authorized to retain Dechert as special conflicts counsel, nunc pro tunc to September 14, 2004, in accordance with the Engagement Letter, the Application and this order, and Dechert is authorized to perform the services described therein.
3. With respect to services rendered on behalf of the Debtors, Dechert shall be compensated in accordance with the Application, subject to Bankruptcy Code sections 330 and 331, the Bankruptcy Rules, the Local Bankruptcy Rules for the Southern District of New York, guidelines established by this Court, the United States Trustee Fee Guidelines, and the orders of this Court governing professional compensation in these cases.

4. 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 Application.

Dated: New York, New York  
October 20, 2004

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE