

EXHIBIT F

Proposed Order

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 FINAL
APPLICATION OF DECHERT LLP FOR ALLOWANCE OF
COMPENSATION FOR PROFESSIONAL SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED
FROM SEPTEMBER 14, 2004 THROUGH AND INCLUDING JANUARY 28, 2005**

Upon consideration of the final application (the “Final Application”) of Dechert LLP (“Dechert”) for an order awarding it reasonable compensation for actual and necessary services rendered to the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) (330.74 professional hours and 27.40 paraprofessional hours), from September 14, 2004 through and including January 28, 2005 (the “Application Period”), in the amount of \$131,337.40, and for reimbursement of actual and necessary expenses incurred in connection therewith, in the amount of \$5,313.86; and a hearing having been held before this Court on March 3, 2005 to consider the Application; and due and sufficient notice thereof having been given; and after due deliberation and sufficient cause appearing therefor; it is hereby

ORDERED that the Final Application is granted; and it is further

ORDERED that the Debtors are authorized and directed to pay Dechert \$131,337.40 in compensation for actual and necessary services rendered by Dechert to the Debtors during the Application Period, as set forth on Schedule “A” attached hereto; and it is further

ORDERED that the Debtors are authorized and directed to pay Dechert \$5,313.86 in reimbursement of actual and necessary expenses incurred by Dechert during the Application Period, as set forth on Schedule "A" attached hereto; and it is further

ORDERED that the requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the Southern District of New York for the filing of a memorandum of law is waived.

Dated: New York, New York
March __, 2005

Honorable Robert D. Drain
United States Bankruptcy Judge

**SCHEDULE A TO ORDER GRANTING FINAL
APPLICATION OF DECHERT LLP FOR ALLOWANCE OF
COMPENSATION FOR PROFESSIONAL SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED
FROM SEPTEMBER 14, 2004 THROUGH AND INCLUDING JANUARY 28, 2005**

Case No.: 04-13638 (RDD)
 Case Name: RCN Corporation, et al.

All Fee Periods (Including this Period)

Applicant	Date/Docket No. of Application	Fees Requested	Fees Awarded	Fees Held Back	Fees Immediately Payable	Expenses Sought	Expenses Awarded	Total Interim Compensation Awarded
Dechert LLP	01/28/05, D.I. # 525	\$131,337.40	\$[131,337.40]	\$0	\$[131,337.40]	\$5,313.86	\$[5,313.86]	\$[136,651.26]

Date: _____ **Initials:** USBJ