

# EXHIBIT D

**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)  
: :  
Reorganized Debtors. : (Jointly Administered)  
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**ORDER, UNDER 11 U.S.C. § 330, GRANTING FINAL  
APPLICATION OF MILBANK, TWEED, HADLEY & M<sup>c</sup>CLOY LLP, AS  
COUNSEL TO OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR  
FINAL ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED  
AND FOR REIMBURSEMENT OF EXPENSES DURING PERIOD FROM  
JUNE 10, 2004 THROUGH AND INCLUDING DECEMBER 21, 2004**

Milbank, Tweed, Hadley & M<sup>c</sup>Cloy LLP ("Milbank"), as counsel for the Official Committee of Unsecured Creditors (the "Committee") of RCN Corporation and its affiliated entities, reorganized debtors and debtors in possession in the above-captioned cases (collectively, "RCN" or the "Debtors"), having applied on February 4, 2004 (the "Application"), for entry of an order, pursuant to 11 U.S.C. § 330(a) and rule 2016 of the Federal Rules of Bankruptcy Procedure, (a) allowing (i) final compensation for professional services rendered to the Committee, during the period from June 10, 2004 through and including December 21, 2004 (the "Total Compensation Period"), in the aggregate amount of \$1,812,347.50, and (ii) reimbursement of expenses incurred in connection with rendering such services in the aggregate amount of \$97,285.50, for a total award of \$1,909,633.00 and (b) authorizing and directing the Debtors to pay to Milbank \$347,640.94, which is an amount equal to the difference between (i) this \$1,909,633.00 award and (ii) \$1,561,992.36, the total of all amounts that the Debtors have previously paid to Milbank pursuant to the First Fee Order<sup>1</sup> and the Interim Compensation Order

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Application.

for professional services rendered and expenses incurred during the Total Compensation Period; the Court having reviewed the Application and having heard the statements of counsel in support of the relief requested therein; and finding that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and after notice and a hearing to consider the Application; and upon the record and after due deliberation thereon; and due and proper notice of the Application having been given; and sufficient cause appearing therefor, it is hereby

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

ORDERED, that Milbank is allowed (a) final compensation for professional services rendered as counsel to the Committee during the Total Compensation Period in the amount of \$1,812,347.50 and (b) reimbursement of expenses incurred in connection with rendering such services in the amount of \$97,285.50, for a total award of \$1,909,633.00; and it is further

ORDERED, that the Debtors are hereby authorized and directed to pay to Milbank within five days from the date of entry of this Order \$347,640.94, which is an amount equal to the difference between (i) this \$1,909,633.00 award and (ii) \$1,561,992.36, the total of all amounts that the Debtors have previously paid to Milbank pursuant to the First Fee Order and the Interim Compensation Order during the Total Compensation Period.

Dated: New York, New York  
March \_\_, 2005

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Robert D. Drain  
United States Bankruptcy Judge