

**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)
-----X

**ORDER GRANTING APPLICATIONS FOR FINAL
ALLOWANCE OF FEES FOR PROFESSIONAL SERVICES
RENDERED AND DISBURSEMENTS INCURRED**

Upon consideration of the applications of: (i) Milbank, Tweed, Hadley & M^cCloy LLP ("Milbank"), as counsel for the Official Committee of Unsecured Creditors (the "Committee") of RCN Corporation and its affiliated debtors and debtors in possession in the above-captioned cases (collectively, "RCN" or the "Debtors"), filed on February 4, 2005 (Docket No. 547); (ii) Chanin Capital Partners ("Chanin"), as financial advisors to the Committee, filed February 4, 2005 (Docket No. 539); and (iii) Capital & Technology Advisors LLC ("CTA"), as industry and technology advisors to the Committee, filed February 4, 2005 (Docket No. 544), seeking final allowance of fees for professional services rendered and disbursements incurred in the above-captioned chapter 11 cases (collectively, the "Applications," and each professional that submitted one of the foregoing Applications, an "Applicant"); and a hearing having been held on March 3, 2005 before this Court to consider the Applications (the "Hearing"); and the Court having jurisdiction to consider the Applications and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and the Court being satisfied that the relief requested in each of the Applications is necessary and in the best interests of the Debtors, their estates, creditors, and other parties in interest; and it appearing that notice of the Applications was good and sufficient under the circumstances and that no other or further notice need be given; and for the reasons set

forth more fully on the record of the hearing; 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 Applications are granted in the respective amounts specified on Schedules A(1) and A(2) attached hereto.
2. The Debtors are hereby authorized to pay to each Applicant, to the extent not previously paid, the fees and expenses allowed by this order (the "Order"), within 5 calendar days of the date of this Order.
3. The requirement under Local Bank. R. 9013-1(b) of the service and filing of a separate memorandum of law is satisfied by the Applications.

Dated: New York, New York

March 10, 2005

_____/s/Robert D. Drain_____

UNITED STATES BANKRUPTCY JUDGE

Case No: 04-13638 (RDD)

CURRENT FEE PERIOD: September 1, 2004 to December 21, 2004

Case Name: In re: RCN Corporation, et al.

APPLICANT	DATE/DOCUMENT NO. OF APPLICATION	FEES REQUESTED	FEES AWARDED	EXPENSES REQUESTED	EXPENSES AWARDED
Milbank, Tweed, Hadley & McCloy LLP Counsel to the Creditors' Committee	Doc. No. 547 Filed on Feb. 4, 2005	\$1,107,389.50	\$1,107,389.50	\$47,283.05	\$47,283.05
Chanin Capital Partners Financial Advisors to the Creditors' Committee	Doc. No. 539 Filed on Feb. 4, 2005	\$667,741.94	\$667,741.94	\$17,512.92	\$17,512.92
Capital & Technology Advisors LLC Industry and Technology Advisors to the Creditors' Committee	Doc. No. 544 Filed on Feb. 4, 2005	\$2,351,935.48	\$2,351,935.48	\$35,736.92	\$35,736.92

SCHEDULE A(1)

DATE: 3/10/2005

INITIALS: RDD USBJ

Case No: 04-13638 (RDD)

Case Name: In re: RCN Corporation, et al.

**SUMMARY: ALL FEE PERIODS
(INCLUDING THIS FEE PERIOD)**

**ALL FEE PERIODS: June 10, 2004 to December 21, 2004 (Milbank)
June 14, 2004 to December 21, 2004 (Chanin and CTA)**

APPLICANT	TOTAL FEES REQUESTED*	TOTAL FEES AWARDED**	TOTAL EXPENSES REQUESTED	TOTAL EXPENSES AWARDED	AMOUNT STILL PAYABLE
Milbank, Tweed, Hadley & McCloy LLP Counsel to the Creditors' Committee	\$1,812,347.50	\$1,812,347.50	\$97,285.50	\$97,285.50	\$347,640.94
Chanin Capital Partners Financial Advisors to the Creditors' Committee	\$924,408.61	\$924,408.61	\$40,246.49	\$40,246.49	\$374,772.54
Capital & Technology Advisors LLC Industry and Technology Advisors to the Creditors' Committee	\$2,736,935.48	\$2,736,935.48	\$61,171.63	\$61,171.63	\$1,954,078.21

* Includes fees previously requested but not awarded (held back fees).

** Fees held back are treated as not having been awarded

SCHEDULE A(2)

DATE: 3/10/2005

INITIALS: RDD USBJ