

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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n re : Chapter 11
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RCN CORPORATION, et al., : Case No. 04-13638 (RDD)
:
: (Jointly Administered)
Debtors. :
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**ORDER GRANTING APPLICATIONS FOR FINAL
ALLOWANCE OF FEES FOR PROFESSIONAL SERVICES
RENDERED AND DISBURSEMENTS INCURRED**

Upon consideration of the applications of: (i) Skadden, Arps, Slate, Meagher & Flom LLP, as counsel to RCN Corporation ("RCN") and certain of its direct and indirect subsidiaries, former debtors and debtors-in-possession of the above-captioned cases (collectively, the "Debtors"), filed February 4, 2005, (ii) Swidler Berlin LLP, as special regulatory counsel to the Debtors, filed February 4, 2005, (iii) The Blackstone Group L.P., as financial advisor to the Debtors, filed February 4, 2005, (iv) PricewaterhouseCoopers LLP, as accountants and financial advisors to the Debtors, filed February 4, 2005, (v) Dechert LLP, as special conflicts counsel to the Debtors, filed January 28, 2005, (vi) Kasowitz, Benson, Torres & Friedman LLP, as special conflicts counsel to the Debtors, filed February 4, 2005 and (vii) AP Services, LLC ("APS"), as crisis managers to the Debtors, filed February 4,

2005¹ (collectively, the "Applications" and each professional that submitted one of the foregoing Applications, an "Applicant"), seeking final allowance of fees for professional services rendered and disbursements incurred in the above-captioned chapter 11 cases; 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 it appearing that notice of the Applications was good and sufficient under the particular 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 under 11 U.S.C. § 330 in the amounts specified on Schedule A attached hereto.

2. The Debtors are hereby authorized and directed to pay to each Applicant on a final basis, to the extent not previously paid, the fees and expenses allowed by this order, within 10 calendar days of the date of this order.

¹ On February 4, 2005, APS also filed the Application By AP Services, LLC For Approval And Payment Of The Contingent Success Fee (Docket No. 543) (the "Success Fee Application"). The Success Fee Application is not addressed by this Order and remains subject to the approval of this Court.

3. The requirement under Local Bankr. 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