

Hearing Date: April 18, 2005 at 10:00 a.m.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In Re : Chapter 11 Case No.
 : 04-13638 (RDD)
RCN CORPORATION, *et al.*, :
 : Jointly Administered
Debtors. :
 : Filed Under Seal
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**ORDER AUTHORIZING THE FILING UNDER SEAL OF
CONFIDENTIAL MATERIALS RELATING TO THE FINAL
APPLICATION OF WINSTON & STRAW LLP FOR COMPENSATION
AND REIMBURSEMENT OF EXPENSES AND DIRECTING THAT ALL
PROCEEDINGS WITH RESPECT THERETO TO BE CONDUCTED *IN CAMERA***

Upon the motion (the "Motion")¹ of Winston & Strawn LLP ("Winston") for entry of an order under 11 U.S.C. §§ 105(a) and 107(b) and Rule 9018 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"): (1) authorizing Winston to file, under seal, the Response Of Winston & Strawn LLP, Counsel To The Board of Directors of RCN Corporation, *et al.*, to the Objections of The Committee and U.S. Trustee to the Final Application for Compensation and Reimbursement of Expenses of Winston & Strawn LLP, and all further pleadings relating thereto; and (2) directing that all proceedings in connection with said Final Application, including the hearing before this Court presently scheduled for Monday, April 18, 2005, at 10:00 a.m., shall be conducted *in camera*; and the Court having reviewed the Motion; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors and other parties in interest; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

¹ Unless otherwise defined herein, capitalized terms used herein shall have the meanings ascribed to them in Motion.

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.
2. Winston, pursuant to section 107(b) of the Bankruptcy Code and Bankruptcy Rule 9018, is authorized to file the Confidential Materials under seal.
3. The Confidential Materials (and any information derived from the Confidential Materials) shall remain confidential, be filed under seal and shall be served on and made available only to (i) the United States Trustee, (ii) the Official Committee of Unsecured Creditors; and (iii) such other parties as ordered by the Court or agreed to by Winston.
4. Any pleadings filed in these cases that reference or disclose any of the information contained in the Confidential Materials shall be filed under seal and served only on those parties authorized to receive the Confidential Materials in accordance with this Order.
5. All proceedings in connection with said Final Application, including the hearing before this Court presumably scheduled for Monday, April 18, 2005, at 10:00 a.m., shall be conducted *in camera*.

Dated: New York, New York
April , 2005

Judge Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE