

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. :  
 :  
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**ORDER GRANTING IN PART MOTION FOR AN ORDER AUTHORIZING THE  
FILING UNDER SEAL OF CONFIDENTIAL MATERIALS RELATING TO THE  
FINAL APPLICATION OF WINSTON & STRAWN 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”)<sup>1</sup> 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 does not meet the requirements of 11 U.S.C. § 107(b) except as provided herein; and after due deliberation; and good and sufficient cause appearing therefor, it is hereby

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<sup>1</sup> 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 DENIED except as provided herein.

2. Winston, pursuant to section 107(b) of the Bankruptcy Code and Bankruptcy Rule 9018, is authorized to file and serve a redacted version of the Response, which shall mark, as redacted, any portion of the Response pertaining to defenses and positions considered by the Board and its counsel with respect to ongoing litigation against any Board members (the "Redacted Information").

3. The Redacted Information (and any information derived from the Redacted Information) shall remain confidential, be filed under seal and shall be served on and made available only to (i) the Court; (ii) the United States Trustee; (iii) the Official Committee of Unsecured Creditors; and (iv) 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 Redacted Information shall (as to such information only) be filed under seal and served only on those parties authorized to receive the Redacted Information in accordance with this Order.

5. The Court shall consider at the hearing on the Final Application any oral motion to hold all or any portion of such hearing *in camera*, as well as any assertions of attorney-client, work-product, or other privilege.

Dated: New York, New York  
April 15, 2005

/s/ Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE