

**IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
RCN CORPORATION, et al.)	04-13638 (RDD)
)	
Debtors)	Jointly Administered
)	

**ORDER GRANTING THE DEBTORS THE APPROVAL TO PAY
AP SERVICES, LLC THE CONTINGENT SUCCESS FEE**

This matter came on to be heard on the application (the “Application”) of AP Services, LLC (“APS”) for approval and payment of the Contingent Success Fee¹; and the Unsecured Creditors’ Committee having filed an Objection to the Application; and the Court having jurisdiction to consider the Application and the relief sought; and the Court having held an evidentiary hearing on April 12, 2004 regarding this matter; and the Court having stated its findings of fact and conclusions of law on the record at the conclusion of the hearing, which are incorporated herein as if fully set forth. Therefore, it is hereby;

ORDERED that the Application is granted in the reduced amount of \$2,000,000; and it is further

¹ Certain capitalized terms are defined in the Application and incorporated by reference herein.

ORDERED that the Debtors are hereby authorized to pay APS \$2,000,000 representing the total Contingent Success Fee which is earned under the terms of the Engagement Letter, the Amended Engagement Letter and the Retention Order.

Dated: New York, New York
April 13, 2005

/s/ ROBERT D. DRAIN
United States Bankruptcy Court