

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 APPLICATION FOR FINAL  
ALLOWANCE OF FEES FOR PROFESSIONAL  
SERVICES RENDERED AND DISBURSEMENTS INCURRED**

Upon consideration of the application of Winston & Strawn LLP (“Winston”), as special counsel to the Board of Directors of RCN Corporation (“RCN”) and certain of its direct and indirect subsidiaries, former debtors and debtors-in-possession in the above-captioned cases (collectively, the “Debtors”), filed February 4, 2005 seeking final allowance of fees for professional services rendered and disbursements incurred in the above-captioned chapter 11 cases (the “Application”); and upon the objection by the unsecured creditors’ committee and the objection by the United States Trustee (the “Objections”) to the Application; and a hearing having been held on April 18, 2005 before this Court to consider the Application (the “Hearing”); and the Court having jurisdiction to consider the Application, the Objections, and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and Winston resolved the objections as stated on the record at the Hearing and is provided herein; and it appearing that notice of the Application 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

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 Application is 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 Winston on a final basis, to the extent not previously paid, the fees and expenses allowed by this order, within five (5) calendar days of the date of this order.

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 Application.

Dated: New York, New York  
April 18, 2005

/s/Robert D. Drain

Judge Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

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 7, 2004 to December 16, 2004**

<b>APPLICANT</b>	<b>TOTAL FEES REQUESTED*</b>	<b>TOTAL FEES AWARDED</b>	<b>TOTAL EXPENSES REQUESTED</b>	<b>TOTAL EXPENSES AWARDED</b>	<b>TOTAL AMOUNT PAID</b>	<b>TOTAL AMOUNT PAYABLE</b>
<b>Winston &amp; Strawn LLP</b> Counsel to the Board of Directors	\$1,111,789.75	\$741,193.17	\$31,598.45	\$31,598.45	\$373,324.81	\$399,466.81

\* Includes fees previously requested but not awarded.

**SCHEDULE A(2)**

DATE: 4/18/2005

INITIALS: RDD USBJ

Case No: 04-13638 (RDD)

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

**CURRENT FEE PERIOD: October 1, 2004 to December 16, 2004**

<b>APPLICANT</b>	<b>DATE/DOCUMENT NO. OF APPLICATION</b>	<b>FEE REQUESTED</b>	<b>FEE AWARDED</b>	<b>EXPENSES REQUESTED</b>	<b>EXPENSES AWARDED</b>
<b>Winston &amp; Strawn LLP</b> Counsel to the Board of Directors	Doc. No. 541 Filed on Feb. 4, 2005	\$317,892.00	\$211,928.00	\$15,222.52	\$15,222.52

**SCHEDULE A(1)**

DATE: 4/18/2005

INITIALS: RDD USBJ