

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
: :  
RCN CORPORATION, et al., : Case No. 04-13638  
: :  
Debtors. : Jointly Administered  
: :  
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**FINAL ORDER UNDER 11 U.S.C. §§ 327(a) AND 328(a)  
AND FED. R. BANKR. P. 2014 AND 2016 AUTHORIZING  
RETENTION OF PRICEWATERHOUSECOOPERS LLP  
AS AUDITORS FOR THE DEBTORS**

Upon the application (the "Application")<sup>1</sup> of the Debtors for entry of an order under 11 U.S.C. §§ 327(a) and 328(a) and Fed. R. Bankr. P. 2014 and 2016 authorizing the retention of PricewaterhouseCoopers LLP as auditors for the Debtors, effective as of the Petition Date; and the Court having reviewed the Application and the Fell Affidavit, and the Court being satisfied with the representations therein that PwC represents no interest adverse to the Debtors' estates, that it is a "disinterested person" as that term is defined in Bankruptcy Code section 101(14), as modified by Bankruptcy Code section 1107(b), and that its retention is necessary and in the best

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<sup>1</sup> Unless otherwise defined herein, capitalized terms used herein shall have the meanings ascribed to them in the Application.

interests of the Debtors, their estates, their creditors, and parties in interest; 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 there being no objection to the Application; 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 on a final basis.
2. Pursuant to Bankruptcy Code sections 327(a) and 328(a), the Debtors, as debtors and debtors-in-possession, are authorized to retain PwC as their auditors, effective as of the Petition Date, in accordance with the Application and this final order, and PwC is authorized to perform the services described therein.
3. PwC shall be compensated in accordance with the terms outlined in the Application, subject to sections 330 and 331 of the Bankruptcy Code and other applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules for the Southern District of New York, guidelines established by this Court, the United States Trustee Fee Guidelines, and the orders of this Court governing professional compensation in these cases.
4. The requirement of Local Bankr. R. 9013-1(b) that any motion filed shall be accompanied by a separate memorandum of law is satisfied by the Application.

Dated: New York, New York  
June 22, 2004

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE