

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(e), 328, AND 1107 AND  
FED. R. BANKR. P. 2014 AND 2016 AUTHORIZING RETENTION  
OF SWIDLER BERLIN SHEREFF FRIEDMAN, LLP AS SPECIAL  
REGULATORY COUNSEL TO THE DEBTORS

Upon the application (the "Application")<sup>1</sup> of the Debtors for entry of an order under 11 U.S.C. §§ 327(e), 328(a) and 1107(a) authorizing the retention of Swidler Berlin Shereff Friedman, LLP ("SBSF") as special regulatory counsel to the Debtors, as of the Petition Date; and the Court having reviewed the Application and the Kiddoo Affidavit, and the Court being satisfied with the representations made therein that SBSF 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 interests of the Debtors, their estates, creditors, and parties in interest; and it

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<sup>1</sup> Unless otherwise defined herein, capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

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(e) and 328(a), the Debtors, as debtors-in possession, are hereby authorized to retain SBSF as special regulatory counsel, effective as of the Petition Date, in accordance with the Application and this interim order, and SBSF is authorized to perform the services described therein.
3. SBSF shall be compensated in accordance with the Application, subject to Bankruptcy Code sections 330 and 331, 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