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Presentment Date: July 23, 2004

Proposed Counsel for the Official Committee
of Unsecured Creditors

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

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In re:	:	Chapter 11
	:	
RCN CORPORATION, <u>et al.</u> ,	:	Case No. 04-13638 (RDD)
	:	
Debtors.	:	(Jointly Administered)
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**APPLICATION OF OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF RCN CORPORATION, AND OTHERS, UNDER 11
U.S.C. §§ 328 AND 1103 AND FED. R. BANKR. P. 2014 AND 5002, FOR
ORDER AUTHORIZING AND APPROVING RETENTION AND
EMPLOYMENT, EFFECTIVE AS OF AS OF JUNE 10, 2004, OF
MILBANK, TWEED, HADLEY & M^cCLOY LLP AS LEGAL COUNSEL**

TO THE HONORABLE ROBERT D. DRAIN,
UNITED STATES BANKRUPTCY JUDGE:

The Official Committee of Unsecured Creditors (the "Committee") of RCN Corporation and its affiliated debtors and debtors-in-possession in the above-captioned cases (collectively, "RCN" or the "Debtors"), hereby moves this Court for an order authorizing the Committee to retain and employ Milbank, Tweed, Hadley & M^cCloy LLP ("Milbank"), effective as of June 10, 2004, as legal counsel for the Committee in the above-captioned cases, pursuant to sections 328 and 1103, of title 11 of the United States Code, 11 U.S.C. §§ 101-1330 (as amended, the "Bankruptcy Code"), and rules 2014 and 5002 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and respectfully represents as follows:

I. BACKGROUND

1. On May 27, 2004 (the "Petition Date"), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses and manage their property as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The Debtors' chapter 11 cases have been procedurally consolidated for administrative purposes.

2. On June 10, 2004, the United States Trustee appointed the Committee. Currently, the Committee comprises the following three (3) appointed members: Tudor Investment Corporation, York Capital Management and HSBC Bank USA, as Indenture Trustee. At a meeting on June 10, 2004, the Committee duly selected Milbank as legal counsel to represent the Committee in all matters during the pendency of the Debtors' chapter 11 cases.

II. JURISDICTION

3. This Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). The statutory predicate for the relief sought herein are sections 328(a) and 1103(a) of the Bankruptcy Code.

III. BASIS FOR RELIEF

4. The statutory predicates for the relief requested herein are sections 328 and 1103 of the Bankruptcy Code and Rules 2014 and 5002 of the Bankruptcy Rules. Section 328(a) of the Bankruptcy Code provides that the Committee "may employ or authorize the employment of a professional person under section 327 or 1103 of this title, as the case may be, on any reasonable terms and conditions of employment, including on retainer, on an hourly basis, or on a contingent fee basis." Section 1103(a) of the Bankruptcy Code provides that the

Committee “may select and authorize the employment of such committee of one or more attorneys, accountants, or other agents, to represent or perform services for such committee.”

IV. RETENTION OF MILBANK

Qualifications of Professionals

5. In selecting its counsel, the Committee sought counsel with experience in representing creditors' committees in large chapter 11 cases and other debt-restructuring scenarios. Milbank has such experience, having represented a number of creditors' committees in significant reorganizations under chapter 11 of the Bankruptcy Code. Milbank has represented official creditors' committees in the following chapter 11 cases: In re Enron Corporation, et al.; In re Teligent, Inc.; In re Fleming Companies, Inc.; In re Amerco; In re Maxxim Medical Group, Inc.; In re McLeod USA; In re Rhythms NetConnections; In re GST Telecom; In re Motient; In re Plaint Systems; In re Silver Cinemas International Inc.; In re World Access, Inc., et al.; In re Pacific Gas & Electric Corporation; In re Safety-Kleen Corp., et al.; In re ORBCOMM Global, L.P., et al.; In re TBS International, Limited; In re Alamac Knit Fabrics, Inc., et al.; In re ICO Global Communications Services, Inc., et al.; In re Semi-Tech Corporation, et al.; In re Hvide Marine Incorporated, et al.; In re ATC Group Services, Inc.; In re Brazos Sportswear, Inc.; In re Johns-Manville; In re Columbia Gas System, Inc. and Columbia Gas Transmission Corporation; In re Baldwin Builders; and In re Megafoods, Inc., among others.

Services to be Rendered

6. The Committee respectfully submits that it will be necessary to employ and retain Milbank pursuant to sections 328 and 1103 of the Bankruptcy Code to render the following services, among others, as directed by the Committee:

- (a) advise the Committee with respect to its rights, powers, and duties in these cases;

- (b) assist and advise the Committee in its consultations with the Debtors relative to the administration of these cases;
- (c) assist the Committee in analyzing the claims of the Debtors' creditors and in negotiating with such creditors;
- (d) assist with the Committee's investigation of the acts, conduct, assets, liabilities, and financial condition of the Debtors and of the operation of the Debtors' businesses;
- (e) assist the Committee in its analysis of, and negotiations with, the Debtors or any third party concerning matters related to, among other things, the terms of a plan or plans of reorganization for the Debtors;
- (f) assist the Committee in its analysis of, and negotiations with, any debtor-in-possession or exit financing lender;
- (g) assist and advise the Committee with respect to its communications with the general creditor body regarding significant matters in these cases;
- (h) represent the Committee at all hearings and other proceedings;
- (i) review and analyze all applications, orders, statements of operations, and schedules filed with the Court and advise the Committee as to their propriety;
- (j) assist the Committee in preparing pleadings and applications as may be necessary in furtherance of the Committee's interests and objectives; and
- (k) perform such other legal services as may be required and are deemed to be in the interests of the Committee in accordance with the Committee's powers and duties as set forth in the Bankruptcy Code.

Disclosure Concerning Conflicts of Interest

7. To the best of the Committee's knowledge, information, and belief, and except as set forth in the affidavit of Dennis F. Dunne, a partner in Milbank's Financial Restructuring Group (the "Dunne Affidavit") attached hereto as Exhibit A and by this reference incorporated herein, and other information in connection with these cases, Milbank does not represent and does not hold any interest adverse to the Debtors' estates or their creditors in the matters upon which Milbank is to be engaged. The Dunne Affidavit also sets forth, pursuant to Bankruptcy Rule 2014(a), Milbank's connections with the Debtors, their creditors, and other known parties-in-interest.

8. Because of the extensive legal services that may be necessary in these cases, and the fact that the nature and extent of such services are not known at this time, the Committee believes that the employment of Milbank for all of the Committee's purposes, other than services to be provided by any special counsel, as necessary, as set forth in the Dunne Affidavit, would be appropriate and in the best interests of the unsecured creditor body that the Committee represents.

9. The Committee requests that Milbank's retention be approved effective as of June 10, 2004, as this is the date that Milbank was retained by and commenced providing services on behalf of the Committee.

Compensation of Milbank

10. Milbank intends to apply to the Court for payment of compensation and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the guidelines promulgated by the Office of the United States Trustee and the local rules and orders of this Court, and pursuant to any additional procedures that may be or have already been established by the Court in these cases.

11. Milbank will be compensated at its standard hourly rates, which are based principally on the professionals' level of experience. At present, the hourly rates range from \$550 to \$725 for partners, \$525 to \$675 for of counsel, \$315 to \$505 for associates, and \$130 to \$280 for legal assistants. These hourly rates are subject to periodic firm-wide adjustments in the ordinary course of Milbank's business.

12. Milbank has no agreement with any other entity to share any compensation received, nor will any be made, except as permitted by section 504(b)(1) of the Bankruptcy Code.

Notice

13. No trustee or examiner has been appointed in these cases. Notice of this Application has been given to counsel to the Debtors, the United States Trustee, and all other parties that have requested receipt of notices in these cases. In light of the nature of the relief requested herein, the Committee requests that such notice be deemed adequate and sufficient.

14. The Committee submits that no new or novel issue of law is presented with respect to the matters contained herein. The Committee requests that the requirement of the service and filing of a memorandum of law under Local Bankr. R. 9013-1(b) be deemed satisfied as the relevant authority in support of the relief requested is cited in this Application.

No Prior Request

15. No previous request for the relief sought herein has been made to this or any other Court.

WHEREFORE, the Committee respectfully requests that the Court enter an order, substantially in the form attached hereto as Exhibit B, (a) authorizing the Committee to retain Milbank effective as of June 10, 2004 and (b) granting such further relief as is just and proper.

Dated: July 2, 2004

THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF RCN CORPORATION., et al.

By: /s/ Darryl L. Schall
Name: Darryl Schall
Tudor Investment Corporation
Title: Co-Chair of the Committee

By: /s/ Eric Eddin
Name: Eric Eddin
York Capital Management
Title: Co-Chair of the Committee

By /s/ Sandra E. Horwitz
Name: Sandra E. Horwitz
HSBC Bank USA
Title: Member of the Official
Committee of Unsecured Creditors

Exhibit A

Dunne Affidavit

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re: : Chapter 11
: :
RCN CORPORATION, et al., : Case No. 04-13638 (RDD)
: :
Debtors. : (Jointly Administered)
-----X

**AFFIDAVIT OF DENNIS F. DUNNE IN SUPPORT OF APPLICATION OF
OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF RCN
CORPORATION, AND OTHERS, UNDER 11 U.S.C. §§ 328 AND 1103, AND FED. R.
BANKR. P. 2014 AND 5002, FOR ORDER AUTHORIZING AND APPROVING
RETENTION AND EMPLOYMENT, EFFECTIVE AS OF JUNE 10, 2004, OF
MILBANK, TWEED, HADLEY & M^cCLOY LLP AS COUNSEL**

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

DENNIS F. DUNNE, being duly sworn, says:

1. I am a member of the firm of Milbank, Tweed, Hadley & M^cCloy LLP (“Milbank”), and I am duly authorized to make this affidavit on behalf of Milbank. Milbank is an international law firm with its principal office located at One Chase Manhattan Plaza, New York, New York 10005, and with branch offices in Washington, D.C., Los Angeles, Palo Alto, London, Tokyo, Munich, Frankfurt, Singapore, and Hong Kong. I submit this affidavit pursuant to 11 U.S.C. §§ 328 and 1103 and Federal Rules of Bankruptcy Procedure 2014 and 5002, in support of the Application of the Official Committee of Unsecured Creditors (the “Committee”) of RCN Corporation and its affiliated debtors and debtors in possession (collectively, “RCN” or the “Debtors”), for an Order, Under 11 U.S.C. §§ 328 and 1103 and Federal Rules of Bankruptcy Procedure 2014 and 5002, Authorizing the Retention and Employment, effective as of June 10,

2004, of Milbank, Tweed, Hadley & McCloy LLP, as counsel (the “Application”), filed contemporaneously herewith by the Committee.

2. Unless otherwise stated in this affidavit, I have personal knowledge of the facts set forth herein and, if called as a witness, I would testify thereto.¹ Unless otherwise defined, capitalized terms and phrases not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

Background

3. On May 27, 2004 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The Debtors’ cases have been procedurally consolidated for administrative purposes.

4. On June 10, 2004, the United States Trustee appointed the Committee. The Committee has three members: (i) Tudor Investment Corporation (“Tudor”); (ii) York Capital Management (“York”); and (iii) HSBC Bank USA (“HSBC”), in its capacity as Indenture Trustee. At a meeting held on June 10, 2004, the Committee duly selected Milbank as counsel to represent it during the pendency of the debtors’ chapter 11 cases.

Qualifications Of Professionals

5. Milbank possesses extensive knowledge and expertise in the areas of law relevant to these cases, and Milbank is well qualified to represent the Creditors’ Committee.

¹ Certain of the disclosures set forth herein relate to matters within the knowledge of other attorneys at Milbank and are based on information provided by them.

Milbank has significant experience in representing creditors' committees in large chapter 11 cases and other debt-restructuring scenarios. For example, Milbank has represented official creditors' committees in the following chapter 11 cases: In re Enron Corporation, et al.; In re Teligent, Inc.; In re Fleming Companies, Inc.; In re Amerco; In re Maxxim Medical Group, Inc.; In re McLeod USA; In re Rhythms NetConnections; In re GST Telecom; In re Motient; In re Plaintiff Systems; In re Silver Cinemas International Inc.; In re World Access, Inc., et al.; In re Pacific Gas & Electric Corporation; In re Safety-Kleen Corp., et al.; In re ORBCOMM Global, L.P., et al.; In re TBS International, Limited; In re Alamac Knit Fabrics, Inc., et al.; In re ICO Global Communications Services, Inc., et al.; In re Semi-Tech Corporation, et al.; In re Hvide Marine Incorporated, et al.; In re ATC Group Services, Inc.; In re Brazos Sportswear, Inc.; In re Johns-Manville; In re Columbia Gas System, Inc. and Columbia Gas Transmission Corporation; In re Baldwin Builders; and In re Megafoods, Inc., among others.

Services To Be Rendered

6. The Committee has requested that Milbank render the following services, among others, in connection with these chapter 11 cases, all as directed by the Committee:
- (a) advise the Committee with respect to its rights, powers, and duties in these cases;
 - (b) assist and advise the Committee in its consultations with Debtors relative to the administration of these cases;
 - (c) assist the Committee in analyzing the claims of the Debtors' creditors and in negotiating with such creditors;
 - (d) assist with the Committee's investigation of the acts, conduct, assets, liabilities, and financial condition of the Debtors and of the operation of Debtors' businesses;
 - (e) assist the Committee in its analysis of, and negotiations with, the Debtors or any third party concerning matters related to, among other things, the terms of a plan or plans of reorganization for Debtors;
 - (f) assist the Committee in its analysis of, and negotiations with, any debtor-in-possession or exit financing lender;

- (g) assist and advise the Committee with respect to its communications with the general creditor body regarding significant matters in these cases;
- (h) represent the Committee at all hearings and other proceedings;
- (i) review and analyze all applications, orders, statements of operations, and schedules filed with the Court and advise the Committee as to their propriety;
- (j) assist the Committee in preparing pleadings and applications as may be necessary in furtherance of the Committee's interests and objectives; and
- (k) perform such other legal services as may be required and are deemed to be in the interests of the Committee in accordance with the Committee's powers and duties as set forth in the Bankruptcy Code.

7. Subject to this Court's approval of the Application, Milbank is willing to serve as the Committee's counsel and to perform the services described above.

Milbank's Connections With Debtors And Other Parties

8. Except as otherwise set forth herein, the partners, of counsel, and associates of Milbank do not have any connection with the Debtors, the Debtors' creditors, its shareholders or any other party in interest, or its or their respective attorneys and accountants. In addition, pursuant to 11 U.S.C. §§ 328 and 1103, Milbank does not represent any other entity having an adverse interest in connection with these cases.

9. In connection with its proposed retention by the Committee in these cases, Milbank researched its client database for any services rendered within the last five years to determine whether it had any relationships with the entities described on Schedule I attached hereto and incorporated herein by this reference.

10. Milbank does not represent any of the entities described on Schedule I in any matter related to the Debtors or these chapter 11 cases. The extent of Milbank's connections with these entities in matters unrelated to the Debtors and these cases is fully described on Schedule II attached hereto and incorporated herein by this reference. A more detailed

description of Milbank's connection to certain of the parties on Schedule II is set forth below by category.

11. Pre-petition Senior Secured Lenders. The Debtors are parties to that certain credit facility, dated as of June 3, 1999 (the "Pre-petition Senior Credit Facility") and the Lenders described therein (collectively, the "Pre-petition Senior Lenders"). JPMorgan Chase Bank ("JPMC") is the administrative agent and the collateral agent under the Pre-petition Senior Credit Facility. Milbank currently represents or has represented in the past, in matters unrelated to the Debtors or these chapter 11 cases, JPMC, Deutsche Bank, ING Capital, Mizuho Corporate Bank, Silverpoint Capital and Stanfield Capital Partners. Milbank has also represented in the past, in matters unrelated to the Debtors or these chapter 11 cases, these and other Pre-petition Lenders. In addition, based upon Milbank's accounting records, Milbank borrowed funds from JPMC under a term loan facility. The current outstanding amount under this facility is approximately \$16 million. The loan is current and no events of default have occurred. Also, based upon Milbank's accounting records, Milbank has a revolving line of credit and no amounts are outstanding under the line of credit.

12. Pre-petition Junior Secured Lender. In June 2003, the Debtors entered into that certain credit facility (the "Pre-petition Junior Credit Facility") with Evergreen Investment Management Company, LLC ("Pre-petition Junior Lender"). To the best of my knowledge, Milbank does not currently and has not previously represented the Pre-petition Junior Lender. The agent and collateral agent under the Pre-petition Junior Credit Facility is HSBC Bank USA. HSBC Bank USA also acts as Indenture Trustee for the Notes (defined below) and, in that capacity, is a member of the Committee. Milbank currently represents or has

represented in the past HSBC Bank USA in matters unrelated to the Debtors and these chapter 11 cases.

13. Exit Financing Lenders. The Debtors have entered into a commitment letter with Deutsche Bank Securities (“DB”) and Deutsche Bank AG Cayman Islands Branch (“DB Cayman” and together with DB, the “Exit Lender”) for exit financing. Milbank currently represents and has represented in the past DB in matters unrelated to the Debtors or these chapter 11 cases. Milbank does not currently and has not in the past represented DB Cayman on any matters.

14. Unsecured Noteholders/Indenture Trustees. Milbank is not aware of the identity of most or all of the holders of certain debentures issued by the Debtors, including the: (i) 10% Senior Notes due 2007; (ii) 11.125% Senior Discount Notes due 2007, (iii) 9.8% Senior Discount Notes due 2008, (iv) 11% Senior Discount Notes due 2008, and (v) 10.125% Senior Notes due 2010 (collectively, the “Notes”). Accordingly, Milbank cannot at this time determine if Milbank currently or in the past represented any such holders of the Notes.

15. Prior to being selected as counsel to the Committee, Milbank was selected in October 2003 to be the counsel to an ad hoc committee of holders of certain of the Notes (the “Ad Hoc Committee”).

16. During its approximately eight-month engagement as counsel to the Ad Hoc Committee, Milbank assisted the Ad Hoc Committee in the analysis of the Debtors and negotiations relating to the terms of the pre-negotiated plan of reorganization which is to be filed in these cases. As of the date hereof, Milbank no longer represents, the Ad Hoc Committee.

17. During its engagement as counsel to the Ad Hoc Committee, Milbank received from the Debtors pursuant to a written engagement letter, fees in the amount of

\$906,073.00 and expenses in the amount of \$57,002.42. These payments were for services provided prior to the commencement of these cases and include full payment for all pre-petition fees. Accordingly, Milbank is not a pre-petition creditor of Debtors.

18. In addition, Milbank received a retainer against pre-petition fees and expenses in the amount of \$100,000 of which approximately \$90,000.00 remains for application to post-petition fees and expenses. Milbank proposes to hold this amount to be applied towards unpaid fees and expenses in connection with Milbank's final fee application in these cases.

19. Milbank currently represents, in matters unrelated to the Debtors or these chapter 11 cases, the following entities and/or affiliates of such entity that were identified by the Debtors as holders of the Notes: Charles Schwab Investment Management, Deutsche Bank Securities, Loeb Partners Corp., TCW Asset Management Company, and Teachers Insurance & Annuity Association. In addition, Milbank currently represents or has represented in the past, in matters unrelated to the Debtors or these chapter 11 cases, HSBC Bank USA, which, in its capacity as Indenture Trustee for the Notes, is a member of the Committee. Milbank also represents and has represented in the past noteholder committees and other creditors' committees that include or have included as members entities that are holders or potential holders of the Notes.

20. Other Unsecured Creditors. Of the Debtors' 12 unsecured creditors, as identified by the Debtors on its petitions, Milbank currently represents in matters unrelated to the Debtors or these chapter 11 cases the following entities and/or their affiliates: Bombardier, Inc. and Pitney Bowes.

21. Shareholders. Milbank currently represents or has represented in the past, in matters unrelated to the Debtors or these chapter 11 cases, Wells Fargo & Company identified by the Debtors as a holder of 5% or more of the outstanding shares of the Debtors' stock.

22. Professionals. Milbank currently represents Debtors' advisors Allen & Co., and Morgan Lewis & Bockius, represents certain members of KPMG (in their capacities as Joint Provisional Liquidators of FLAG Telecom Holdings Ltd. et al), and has in the past represented Merrill Lynch, Pierce, Fenner & Smith, KPMG, and Pricewaterhouse Coopers, LLP in matters unrelated to the Debtors or these chapter 11 cases. Furthermore, from time to time, Milbank works with professional advisory firms that have been retained by the Debtors in these cases. Milbank has previously represented parties in bankruptcy cases and restructurings in which The Blackstone Group, KPMG Consulting LLC, Ernst & Young, Pricewaterhouse Coopers, LLP, and Swidler Berlin Sheref Friedman LLP have been retained by debtors, unsecured creditors committees or Pre-petition lenders.

23. Officers & Directors. Milbank does not currently represent nor has represented in the past any of the current officers, directors, or control persons identified by the Debtors as such persons have been identified to Milbank by the Debtors.

24. 2003 Revenues. Each of Milbank's clients is, and is treated as, a separate legal entity. Bills are prepared and sent to such separate legal entities. However, during the one-year period ending December 31, 2003, both JPMC and its affiliate group on an aggregate basis and DB and its affiliate group on an aggregate basis accounted for more than 1.0% of the value of time billed to client matters. Billings with respect to the individual legal entities of JPMC acting as Agent for the Pre-Petition Senior Lenders and DB and DB Cayman as the Exit Lenders did not exceed 1.0% during the one-year period ending December 31, 2003. Milbank does not

believe its representation of any of the entities identified herein, and specifically of JPMC or DB, on matters unrelated to the Debtors or these cases will affect Milbank's representation of the Committee.

25. Investigation and Prosecution of Claims. With respect to JPMC, as Agent for the Pre-Petition Secured Lenders and Deutsche Bank with whom Milbank has an attorney-client relationship in matters unrelated to the Debtors or these cases, Milbank will not commence or prosecute any adversary proceeding or other litigation against these entities. Milbank has obtained a conflict waiver from JPMC, as Agent, with respect to reviewing or analyzing any claims against the Pre-petition Senior Lenders (including, without limitation, any review and analysis of its security interests in the Debtors' assets). If any litigation arises directly between the Committee and JPMC or DB in connection with the bankruptcy cases, the Committee will be represented by other counsel in such matters.

26. Except as set forth below, to the best of my knowledge, neither Milbank nor any attorney at Milbank is or was a creditor, an equity security holder or an insider of the Debtors. One Milbank attorney holds 200 shares of RCN stock. Several Milbank attorneys are RCN or Starpower customers for cable, internet and phone service.

27. Neither Milbank nor any attorney at the firm is or was an investment banker for any outstanding security of the Debtors.

28. Neither Milbank nor any attorney at the firm is or was, within three years before the commencement of these cases, an investment banker for a security of the Debtors, or an attorney for an investment banker in connection with the offer, sale or issuance of a security of the Debtors.

29. Neither Milbank nor any attorney at the firm is or was, within two years before the commencement of these cases, a director, officer, or employee of the Debtors or an investment banker of the Debtors.

30. I am not related to, and, except as set forth in the next sentence, to the best of my knowledge, no attorney at Milbank is related to (a) any Judge or United States District Judge or United States Bankruptcy Judge for the Southern District of New York or (b) the United States Trustee for the Southern District of New York, (c) the Clerk of the United States Bankruptcy Court for the Southern District of New York, or (d) an employee of any of the foregoing. One current Milbank partner is the daughter-in-law of Judge Adlai Hardin.

31. The Debtors have numerous creditors and other relationships with third parties. Consequently, although every reasonable effort has been made to discover and disclose all connection with parties-in-interest, including the efforts outlined above, Milbank is unable to state with certainty whether one of its clients or an affiliated entity is a creditor, shareholder or otherwise is a party-in-interest in these chapter 11 cases. If Milbank discovers any information that is contrary to or pertinent to the statements made herein, Milbank will disclose such information to the Court on notice to creditors and the United States Trustee promptly.

32. In view of the foregoing, Milbank is a “disinterested person” within the meaning of Bankruptcy Code section 101(14), as modified by Bankruptcy Code section 1107(b).

Professional Compensation

33. As of the date of this Affidavit, Milbank has received no compensation for its work on behalf of the Committee.

34. Subject to the Court’s approval, Milbank will charge for its legal services on an hourly basis in accordance with its ordinary and customary hourly rates in effect on the

date services are rendered.² These rates will change from time to time in accordance with Milbank's established billing practices and procedures. Milbank will maintain detailed, contemporaneous records of time and any actual and necessary expenses incurred in connection with the rendering of the legal services described above by category and nature of the services rendered.

35. The hourly rates set forth herein are the firm's standard hourly rates for work of this nature. These rates are set at a level designed to compensate Milbank fairly for the work of its attorneys and legal assistants and to cover fixed and certain routine overhead expenses. It is the firm's policy to charge its clients for all disbursements and expenses incurred in the rendition of services. These disbursements and expenses include, among other things, costs for telephone and facsimile charges, photocopying, travel, business meals, computerized research, messengers, couriers, postage, word processing, secretarial staff, witness fees and other fees related to trials and hearings.

36. Milbank intends to apply to the Court for payment of compensation and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules of this Court, and pursuant to any additional procedures that have already been or may be established by the Court in this case.

² The hourly rates charged by Milbank professionals differ based on, among other things, such professional's level of experience. The current hourly rates charged by Milbank are:

Partners	\$550 to \$725
Of Counsel	\$525 to \$675
Associates	\$315 to \$505
Legal Assistants	\$130 to \$280

37. Other than as set forth above, there is no proposed arrangement between the Committee and Milbank for compensation to be paid in these cases. Milbank has no agreement with any other entity to share any compensation received, nor will any be made, except as permitted under section 504(b)(1) of the Bankruptcy Code.

38. The foregoing statements are made to the best of my knowledge as of the date hereof. Milbank has instituted and is carrying on further inquiries of its partners, associates and other employees with respect to the matters contained herein. Milbank will file supplemental affidavits regarding this retention if any additional relevant information comes to its attention.

/s/ Dennis F. Dunne
DENNIS F. DUNNE

SWORN TO AND SUBSCRIBED before
me this 2 day of July, 2004

/s/ Janine M. Higgins
Notary Public

State of New York
No. 01HI5035043
Qualified in Richmond County
Certificate Filed in Richmond County
Commission Expires Oct. 24, 2006

SCHEDULE I
In re RCN Corporation, et al.

List of Potential Parties In Interest Searched¹

Official Committee Members

HSBC Bank USA (Indenture trustee, agent under the Evergreen Facility)
Tudor Investment Corporation (Noteholder)
York Capital Management (Noteholder)

Ex Officio Committee Member

Singer Children's Management Trust and Affiliates

Advisors to the Committee

Capital & Technology Advisors LLC
Chanin Capital Partners, LLC

Debtors

Hot Spots Productions, Inc.
RCN Corporation
RCN Finance, LLC
RLH Property Corporation
TEC Air, Inc.

Non-Debtor (Direct and Indirect) Subsidiaries

RCN Entertainment
ON TV, Inc.
RCN Financial Management, Inc.
RCN Internet Services, Inc.
UNET Holding, Inc.
Brainstorm Networks, Inc.
RCN International Holdings, Inc.
RCN Telecom Services of Illinois, LLC
21st Century Telecom Services, Inc.
RCN Cable TV of Chicago, Inc.
RCN Telecom Services of Massachusetts, Inc.
RCN Telecom Services of Philadelphia, Inc.
RCN Telecom Services of Virginia, Inc.
RCN Telecom Services of Washington, D.C., Inc.
RFM 2, LLC
RCN-BecoCom, LLC (70.24% ownership interest held)
Starpower Communications, LLC (50% ownership interest held)

¹ This Schedule is based upon information in the Application for Retention of Skadden, Arps, Slate, Meagher & Flom LLP as Attorneys for the Debtors and the Affidavit of Jay M. Goffman, Esq. in support thereof filed with this Court on May 27, 2004, as supplemented on June 4, 2004.

Megacable (There are three Megacable entities; RCN indirectly holds a 48.9276% ownership interest in each of the three entities.)

Present and Former Counsel and Advisors to the Debtors

Allen & Co.
AP Services, LLC
Bankruptcy Services LLC
The Blackstone Group
Communications Equity Associates
Ernst & Young LLP
Greenbridge Partners
Greenhill & Co.
Innisfree M&A Incorporated
KPMG Consulting LLC
Merrill, Lynch Pierce Fenner & Smith
Morgan Lewis & Bockius
Paragon Capital Partners
PricewaterhouseCoopers, LLP
Swidler Berlin Shereff Friedman, LLP

Significant Debtors' Equity Holders

Hicks, Muse, Tate and Furst Live Wire Investors, LLC
Level 3 Communications
Level 3 Delaware Holdings, Inc.
Vulcan Ventures Incorporated
Walter Scott Jr.
Wells Fargo & Company

Certain of Debtors' Officers and Directors

David C. McCourt
Peter Brodsky
Richard R. Jaros

Debtors' Insurance Carriers

Connecticut General Life Insurance Company
FBO Liberty Mutual Insurance
Kemper Insurance, a/k/a Lumbermens Mutual Insurance Company
Seabury and Smith
St. Paul Fire and Marine
XL Specialty Insurance Company

Bank Group

JP Morgan Chase Bank (Agent)
Deutsche Bank
Highland Capital Management
ING Capital Advisors

Metropolitan Life Insurance
Mizuho Corporate Bank
Silver Point Capital
Stanfield Capital Partners

Counsel and Advisors to Bank Group

Simpson, Thacher & Bartlett
Balfour Associates
Capstone Corporate Recovery

Junior Lender

Evergreen Investment Management Company

Exit Financing Arranger

Deutsche Bank AG Cayman Islands Branch
Deutsche Bank Securities

Holders of Senior Notes of RCN Corporation

Charles Schwab Investment Management
Credit Suisse Asset Management, LLC
Deutsche Bank Asset Management Americas
Deutsche Bank Securities
Fortis Investment Services
Lampe, Conway & Co. LLC (Noteholder)
Loeb Partners Corp.
Nomura International, PLC
RBC Investment Management
Romulus Holdings, Inc. (Noteholder)
TCW Asset Management Company
Teachers Ins. & Annuity Association
Xerion Capital Partners (Noteholder)

20 Largest Creditors List

Affinitas Corporation
Argonaut Holdings, Inc.
Bombardier Inc.
Encore
Gels Film Lighting Pty Ltd.
Hello World Communications
HM 4 RCN Partners
Pitney Bowes
Sony Music Studios
Universal Access
Warrenwood Studios

Counterparties to Certain Material Contracts of RCN Corporation and its

Subsidiaries

(I) Structure

ABC Family

Aetna Middletown

Alltel/CTSI

AMDOCS

American Express

Ameritech

Amtrak

Anacomp, Inc.

Architel Systems Corporations

Arris

AT&T Corp.

Bantam Doubleday Dell Books

Bell Atlantic-Maryland, Inc.

Bell Atlantic-Pennsylvania, Inc.

Bellsouth

Bernard Hodes Group

Black Entertainment Television

Boise Cascade Office Products

Broadwing Communications

Cable & Wireless USA Inc.

Ceridian

Cigna

Cisco Systems

Clear Channel Communications

CNBC, Inc.

Cogent Communications, Inc.

Comcast Sportsnet

Comdisco Inc.

Commonwealth Edison Company

Commonwealth Telephone Company

Computershare Limited

Consolidated Edison Company of New York, Inc.

Corning Gilbert Inc.

Country Music Television

C-TEC Cable System Services, Inc. (n/k/a Commonwealth Telephone Enterprises, Inc.)

CTSI

Dell Corporation

Department of Water and Power of the City of Los Angeles

Discovery Channel/ABC Cable Networks

Discovery Communications Inc.

Discovery Digital Networks

E! Entertainment Television, Inc.

Electric Lightwave Inc.

ESPN
Federal Express
Focal Communications
Fox Cable Network Services, LLC
Fox News Network LLC
GE Capital
Genentech, Inc.
Genuity Solutions Inc.
Global Crossing
Group 1 Software, Inc.
GT Group Telecom Services Corp.
GTE California Incorporated: n/k/a Verizon California
GTE Northwest Incorporated: n/k/a Verizon Northwest
Home Box Office
IBM
Illinois Bell Telephone Company a.k.a. Ameritech-Illinois
Illuminet
International Family Entertainment, Inc.
Japan Telecom America
KDDI Corporation
Level 3 Communications
Linksys
Lucent Technologies Incorporated
Madison Square Garden, LP
Manhattan Transfer/Edit, Inc.
Marathon International
Marconi Corporation PLC
MCI
McLeodUSA Telecommunications Services
Mellon Investor Services
Metromedia Fiber Network Services, Inc.
Metromedia Fiber Systems of New York, Inc. and Metromedia Fiber Systems/McCourt, Inc.
MFS Telecom Inc.
Motorola
MTV Networks
National Broadcasting Company, Inc.
NDS America, Inc.
NEC Corp.
NEES Communications, Inc.
New England Telephone and Telegraph Company d/b/a Bell Atlantic-New England
New York Telephone Company
Nextel Communications
Nortel Networks
North Shore Agency, Inc.
Openwave Systems

Oracle Corporation
Pacific Bell Telephone Company
Pacific Gas and Electric Company
Pennsylvania Power & Light Company
Pepco Communications
Playboy Entertainment Group Inc.
Potomac Electric Power Company
Primus Telecommunications, Inc.
Puget Sounds Energy, Inc.
Quest Software, Inc.
Qwest Communications Corporation
Scientific Atlanta
Showtime Networks Inc.
SNET
Software Spectrum
Spectera, Inc.
Sprint
Sprint United
Starz Encore Group
SUNESYS, Inc.
TCI
TechTV, LLC
Teleglobe USA Inc.
Teleport Communications Boston
Time Warner Cable of New York City
Tollgrad Communications Inc.
Toshiba America Information Systems Inc.
TV Guide Networks, Inc.
UEC Technologies
United Nations
Uunet Technologies Inc.
US West Communications, Inc.
Valuevision Media, Inc.
Veritas Software Corporation
Verizon Advanced Data
Verizon California Inc.
Verizon Communications Corp.
Verizon Wireless
Walden Media LLC
Warner Home Video
Williams Communications LLC
Witness Systems
Worldcom
Wright Express
XO Communications
Yankees Entertainment and Sports

Zhone Technologies, Inc.

Landlords and Lessors of RCN Corporation and its Subsidiaries

Boston Properties Limited Partnership

CBS Corporation

CDC IXIS Financial Guaranty Services, Inc.

Central Locating Service Ltd.

Comed

Consolidated Edison

Jetblue Airways Corporation

John Hancock Life Insurance Company

John W. Clark

Liberty Mutual Insurance Company

Peco Energy Company

PP&L

PS Business Parks Inc. Loc #10

PSE&G Co.

Siemens Enterprise Networks LLC

Waste Management

Wesley Jessen Corp.

SCHEDULE II

<p align="center">IN Re: RCN CORPORATION, et. al: DISCLOSURE OF MILBANK, TWEED, HADLEY & McCLOY LLP OF RELATIONSHIPS* WITH INTERESTED PARTIES</p>
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OFFICIAL COMMITTEE MEMBERS

<u>Party</u>	<u>Nature of Relationship</u> *
HSBC Bank USA	<ul style="list-style-type: none">• Former Client of certain lateral attorneys.• Current Client in certain finance, restructuring, securities, lease, and tax matters.
Tudor Investment Corporation	<ul style="list-style-type: none">• Former Member of the Ad Hoc Committee of RCN Noteholders.
York Capital Management	<ul style="list-style-type: none">• Former Member of the Ad Hoc Committee Of RCN Noteholders.

ADVISORS TO THE DEBTORS

<u>Party</u>	<u>Nature of Relationship</u>
Allen & Co	<ul style="list-style-type: none">• Current Client in a patent matter.
The Blackstone Group	<ul style="list-style-type: none">• Former Client of certain lateral attorneys.
Ernst & Young	<ul style="list-style-type: none">• Former Client of certain lateral attorneys.
KPMG Consulting LLC	<ul style="list-style-type: none">• Former Client of certain lateral attorneys.• Current Client in certain bankruptcy matters.
Merrill, Lynch, Pierce, Fenner & Smith	<ul style="list-style-type: none">• Former Client in certain securities and finance matters.
Morgan, Lewis & Bockius	<ul style="list-style-type: none">• Current Client in a bankruptcy matter.
PricewaterhouseCoopers, LLP	<ul style="list-style-type: none">• Former Client of certain lateral attorneys.• Former Client in certain litigation matters.

* Unless otherwise noted, all matters referenced are unrelated to the Debtors. This Schedule II is based upon the conflicts search of the parties on Schedule I attached to the Affidavit of Dennis F. Dunne. If no relationship exists, such party is not listed on this Schedule II.

DEBTORS' EQUITY HOLDERS	
<u>Party</u>	<u>Nature of Relationship</u>
Level 3 Communications	<ul style="list-style-type: none"> • Former Client of certain lateral attorneys.
Wells Fargo & Company	<ul style="list-style-type: none"> • Former Client of certain lateral attorneys. • Current Client in certain finance and restructuring matters.

DEBTORS' INSURANCE CARRIERS	
<u>Party</u>	<u>Nature of Relationship</u>
Connecticut General Life Insurance Company	Current Client in a leasing and financing matter.

BANK GROUP	
<u>Party</u>	<u>Nature of Relationship</u>
JP Morgan Chase Bank	<ul style="list-style-type: none"> • Current Client in certain corporate, restructuring, finance, securities, trademark, tax, and litigation matters.
Deutsche Bank	<ul style="list-style-type: none"> • Former Client of certain lateral attorneys. • Current Client in certain corporate, restructuring, finance, securities, trademark, tax, and litigation matters.
ING Capital	<ul style="list-style-type: none"> • Current Client in certain finance matters.
Metropolitan Life Insurance	<ul style="list-style-type: none"> • Current Client in certain finance and securities matters.
Mizuho Corporate Bank	<ul style="list-style-type: none"> • Current Client in certain restructuring and financing matters.
Silver Point Capital	<ul style="list-style-type: none"> • Current Client in certain restructuring matters.
Stanfield Capital Partners	<ul style="list-style-type: none"> • Current Client in certain finance matters.

EXIT FINANCING LENDER	
<u>Party</u>	<u>Nature of Relationship</u>
Deutsche Bank Securities	<ul style="list-style-type: none"> • Former Client of certain lateral attorneys. • Current Client in certain finance, litigation, and bankruptcy matters.

HOLDERS OF SENIOR NOTES OF RCN CORPORATION	
<u>Party</u>	<u>Nature of Relationship</u>
Charles Schwab Investment Management	<ul style="list-style-type: none"> • Former Client of certain lateral attorneys. • Current Client in a securities and litigation matter.
Deutsche Bank Asset Management Americas	<ul style="list-style-type: none"> • Former Client in a litigation matter.
Loeb Partners Corp.	<ul style="list-style-type: none"> • Former Member of the Ad Hoc Committee of RCN Noteholders. • Current Client in a finance matter.
Nomura International, PLC	<ul style="list-style-type: none"> • Former Client of certain lateral attorneys.
Romulus Holdings, Inc.	<ul style="list-style-type: none"> • Current Client in a finance matter. • Former Member of Ad Hoc Committee of RCN Noteholders.
TCW Asset Management Company	<ul style="list-style-type: none"> • Current Client in certain finance matters.
Teachers Ins. & Annuity Association	<ul style="list-style-type: none"> • Current Client in certain finance and securities matters.
Xerion Capital Partners	<ul style="list-style-type: none"> • Former Member of the Ad Hoc Committee of RCN Noteholders.

20 LARGEST CREDITORS LIST	
<u>Party</u>	<u>Nature of Relationship</u>
Bombardier Inc.	<ul style="list-style-type: none"> • Former Client of a lateral attorney. • Current Client in certain outsourcing.
Pitney Bowes	<ul style="list-style-type: none"> • Current Client in certain tax and securities matters.
Sony Music	<ul style="list-style-type: none"> • Former Client of certain lateral attorneys. • Former Client in a tax matter.

COUNTERPARTIES OF CERTAIN MATERIAL CONTRACTS OF RCN CORPORATION AND ITS SUBSIDIARIES	
<u>Party</u>	<u>Nature of Relationship</u>
American Express	<ul style="list-style-type: none"> • Current Client in a financing matter.
Ameritech	<ul style="list-style-type: none"> • Former Client in certain outsourcing and tax matters.
Amtrak	<ul style="list-style-type: none"> • Former Client in a lease-financing transaction.

COUNTERPARTIES OF CERTAIN MATERIAL CONTRACTS OF RCN CORPORATION AND ITS SUBSIDIARIES

<u>Party</u>	<u>Nature of Relationship</u>
AT&T Corp.	<ul style="list-style-type: none"> • Former Client of certain lateral attorneys. • Current Client in certain corporate, outsourcing, litigation, and patent matters.
Bellsouth	<ul style="list-style-type: none"> • Former Client of certain lateral attorneys. • Former Client in certain litigation, finance, and outsourcing matters.
Cable & Wireless USA Inc.	<ul style="list-style-type: none"> • Former Client of certain lateral attorneys.
Cisco Systems	<ul style="list-style-type: none"> • Current Client in certain intellectual property matters.
Clear Channel Communications	<ul style="list-style-type: none"> • Former Client of certain lateral attorneys.
Dell Corporation (Dell Computer Corporation)	<ul style="list-style-type: none"> • Former Client of certain lateral attorneys and in certain litigation, finance, and employment matters.
ESPN	<ul style="list-style-type: none"> • Former Client of a lateral attorney.
Federal Express	<ul style="list-style-type: none"> • Former Client of certain lateral attorneys.
GE Capital	<ul style="list-style-type: none"> • Former Client of certain lateral attorneys. • Current Client in certain finance matters and in certain bankruptcy matters.
Global Crossing	<ul style="list-style-type: none"> • Former Client of certain lateral attorneys. • Former Client in certain, acquisition, finance, contract negotiation, and outsourcing matters.
Home Box Office	<ul style="list-style-type: none"> • Former Client of certain lateral attorneys.
IBM	<ul style="list-style-type: none"> • Former Client of certain lateral attorneys.
Lucent Technologies Incorporated	<ul style="list-style-type: none"> • Former Client of certain lateral attorneys. • Former Client in a finance matter.
MCI	<ul style="list-style-type: none"> • Former Client of certain lateral attorneys.
Metromedia Fiber Network Systems Inc.	<ul style="list-style-type: none"> • Former Client of certain lateral attorneys.
Motorola	<ul style="list-style-type: none"> • Former Client of certain lateral attorneys.
MTV Networks	<ul style="list-style-type: none"> • Current Client in certain leasing, licensing, and video distribution matters.
National Broadcasting Company, Inc.	<ul style="list-style-type: none"> • Former Client of a lateral attorney.
NEC Corp.	<ul style="list-style-type: none"> • Former Client of a lateral attorney. • Current Client in certain investment matters.
Nextel Communications	<ul style="list-style-type: none"> • Former Client of certain lateral attorneys.
Nortel Networks	<ul style="list-style-type: none"> • Former Client of certain lateral attorneys.
Oracle Corporation	<ul style="list-style-type: none"> • Former Client of certain lateral attorneys.
Pacific Gas and Electric Company	<ul style="list-style-type: none"> • Former Client in certain bankruptcy matters.
Playboy Entertainment Group, Inc.	<ul style="list-style-type: none"> • Former Client of a lateral attorney.
Potomac Electric Power Company	<ul style="list-style-type: none"> • Former Client in a finance matter.

COUNTERPARTIES OF CERTAIN MATERIAL CONTRACTS OF RCN CORPORATION AND ITS SUBSIDIARIES

<u>Party</u>	<u>Nature of Relationship</u>
Sprint	<ul style="list-style-type: none"> • Former Client of certain lateral attorneys. • Current Client in certain outsourcing, bankruptcy, and patent matters.
Verizon Communications Corp.	<ul style="list-style-type: none"> • Former Client of certain lateral attorneys. • Current Client in certain asset purchase and securities matters.

LANDLORDS AND LESSORS OF RCN CORPORATION AND ITS SUBSIDIARIES

<u>Party</u>	<u>Nature of Relationship</u>
CDC IXIS Financial Guaranty Services, Inc.	<ul style="list-style-type: none"> • Current Client in certain securities and finance matters.
Consolidated Edison	<ul style="list-style-type: none"> • Former Client of certain lateral attorneys. • Current Client in certain bankruptcy and finance matters.
Jetblue Airways Corporation	<ul style="list-style-type: none"> • Current Client in an acquisition matter.
John Hancock Life Insurance Company	<ul style="list-style-type: none"> • Former Client of certain lateral attorneys. • Current Client in certain arbitration, leasing, litigation and finance matters.
Liberty Mutual Insurance Company	<ul style="list-style-type: none"> • Former Client of certain lateral attorneys.
PP&L	<ul style="list-style-type: none"> • Former Client of certain lateral attorneys.
PSE&G Co.	<ul style="list-style-type: none"> • Former Client in certain finance matters.
Waste Management	<ul style="list-style-type: none"> • Former Client of certain lateral attorneys.

Exhibit B

Proposed Order

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

-----X
In re: : Chapter 11
: :
RCN CORPORATION, et al., : Case No. 04-13638 (RDD)
: :
Debtors. : (Jointly Administered)
-----X

**ORDER, UNDER 11 U.S.C. §§ 328 AND 1103(a) AND FED. R.
BANKR. P. 2014 AND 5002, AUTHORIZING AND APPROVING
RETENTION AND EMPLOYMENT OF MILBANK, TWEED,
HADLEY & M^cCLOY LLP, EFFECTIVE AS OF JUNE 10, 2004,, AS
LEGAL COUNSEL TO OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF RCN CORPORATION ET AL.**

Upon the Application, dated July 2, 2004 (the "Application"), of the Official Committee of Unsecured Creditors of RCN Corporation, et al. (the "Committee"), for an order authorizing the Committee to retain and employ Milbank, Tweed, Hadley & M^cCloy LLP ("Milbank"), effective as of June 10, 2004, as legal counsel for the Committee in the above-captioned cases, pursuant to sections 328 and 1103(a) of title 11 of the United States Code, 11 U.S.C. §§ 101-1330 (as amended, the "Bankruptcy Code") and rules 2014 and 5002 of the Federal Rules of Bankruptcy Procedure (as amended, the "Bankruptcy Rules"); and upon the affidavit of Dennis F. Dunne, sworn to July 2, 2004 (the "Dunne Affidavit") in connection with the Application; and no objections having been filed with the Court or received by Counsel for the Committee; and the Court finding that (a) the Court had jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. §157(b)(2) and (c) notice of the Application and this Order was sufficient under the circumstances; and the Court having determined that the legal and factual basis set forth in the Application and the Dunne Affidavit establish just cause for the relief granted herein;

THE COURT HEREBY FINDS THAT:

A. The Application and the Dunne Affidavit are in full compliance with all applicable provisions of the Bankruptcy Code; the Bankruptcy Rules; the Local Rules of this Court (the "Local Rules"); and the United States Trustee Guidelines (the "Guidelines").

B. Milbank does not hold or represent any interest adverse to the Committee as required by section 1103 of the Bankruptcy Code.

C. The Committee's retention of Milbank in accordance with the Application is in the best interests of the Debtors and their estates and creditors and it appearing that notice of the Application has been given to the Office of the United States Trustee, counsel to the Debtors, the Debtors' pre-petition senior secured lender, the Debtors' pre-petition junior secured lender, the indenture trustee of the RCN Senior Notes, other parties-in-interest and those entities filing notices of appearance pursuant to Bankruptcy Rule 2002 and that no further notice need be given; and the Court being satisfied based upon the representations made in the Application and Dunne Affidavit that (a) the employment of Milbank is necessary and in the best interest of the Debtors' estate and creditors; (b) Milbank serves no interest adverse to the Debtors and their estate or the Committee and (c) Milbank is a "disinterested person" as that term is defined in Section 101(14) of the Bankruptcy Code as modified by Bankruptcy Code § 1107(b).

D. No objections to the Application were filed with the Court or received by counsel for the Committee.

After due deliberation, and sufficient cause appearing therefore IT IS HEREBY ORDERED THAT:

ORDERED, that the Application is granted; and it is further

ORDERED, that Milbank shall be compensated in accordance with the

Application and subject to applicable provisions of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules of this Court, and pursuant to any additional procedures that have already been or may be established by this Court; and it is further

ORDERED, that Milbank is authorized to apply the amounts presently held as a retainer to pay any fees, charges and disbursements relating to services rendered to the ad hoc committee of holders of certain notes of RCN Corporation prior to the Petition Date that remain unpaid as of such date and to hold the balance as a post-petition retainer to be applied towards unpaid fees, expenses and disbursements approved by the Court in connection with Milbank's final fee application in these cases, and it is further

ORDERED, that the Committee is authorized to retain and employ Milbank to serve as legal counsel to the Committee pursuant to sections 328 and 1103(a) of the Bankruptcy Code and rules 2014 and 5002 of the Bankruptcy Rules, effective as of June 10, 2004.

Dated: New York, New York
July __, 2004

UNITED STATES BANKRUPTCY JUDGE