

MILBANK, TWEED, HADLEY & M^cCLOY LLP
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New York, New York 10005
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Dennis F. Dunne (DD 7543)
Deirdre Ann Sullivan (DS 6867)

Presentment Date: July 23, 2004

Proposed Counsel for the Official Committee
of Unsecured Creditors

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

**NOTICE OF PRESENTMENT OF ORDER, UNDER SECTIONS
328 AND 1103(a) OF THE BANKRUPTCY CODE, 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 THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS**

PLEASE TAKE NOTICE that on July 2, 2004 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 "Debtors"), filed (i) the annexed application (the "Application") for the entry of an order authorizing and approving the retention by the Committee of Milbank, Tweed, Hadley & M^cCloy LLP ("Milbank") as legal counsel to the Committee, effective as of June 10, 2004, pursuant to Title 11 of the United States Code §§ 328(c) and 1103(a) (the "Bankruptcy Code"), and Rules 2014 and 5002 of the Federal Rules of Bankruptcy

Procedure (the “Bankruptcy Rules”) and (ii) a proposed order granting such relief (the “Proposed Order”).

PLEASE TAKE FURTHER NOTICE that the Proposed Order will be presented for signature to the Honorable Robert D. Drain, United States Bankruptcy Judge for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408 on July 23, 2004.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application and entry of the Proposed Order must be made in writing and received in the chambers of the Honorable Robert D. Drain at the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004; the Office of the United States Trustee, Attn: Paul K. Schwartzberg, 33 Whitehall Street, 21st Floor, New York, New York 10004; counsel for the Debtors Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, NY 10036-6522, Attn: Jay M. Goffman, Esq.; and the undersigned counsel not later than July 22, 2004 at 12:00 noon (EDT). Unless objections are received by that time, the Proposed Order may be signed.

PLEASE TAKE FURTHER NOTICE that if a written objection is timely filed, a hearing will be held in the United States Bankruptcy Court for the Southern District of New York on

July 30, 2004 at 10:00 a.m. (EDT). The moving and objecting parties are required to attend the hearing, and failure to appear may result in relief being granted or denied upon default.

Dated: New York, New York
July 2, 2004

MILBANK, TWEED HADLEY & McCLOY LLP

By /s/ Deirdre Ann Sullivan
Dennis F. Dunne (DD 7543)
Deirdre Ann Sullivan (DS 6867)
1 Chase Manhattan Plaza
New York, New York 10005

Proposed Counsel for the Official Committee
of Unsecured Creditors

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)
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**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