

FORM B1	United States Bankruptcy Court Southern District of New York	Voluntary Petition
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Name of Debtor (if individual, enter Last, First, Middle): RCN CORPORATION	Name of Joint Debtor (Spouse) (Last, First, Middle):
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All Other Names used by Debtor in the last 6 years (include married, maiden, and trade names): RCN Telecom Corporation	All Other Names used by Joint Debtor in the last 6 years (include married, maiden, and trade names):
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Last four digits of Soc. Sec. No./Complete EIN or other Tax I.D. No. (if more than one, state all): 22-3498533	Last four digits of Soc. Sec. No./Complete EIN or other Tax I.D. No. (if more than one, state all):
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Street Address of Debtor (No. & Street, City, State & Zip Code): 105 Carnegie Center, Princeton, New Jersey 08540	Street Address of Joint Debtor (No. & Street, City, State & Zip Code):
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County of Residence or of the Principal Place of Business: Mercer County, New Jersey	County of Residence or of the Principal Place of Business:
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Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
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Location of Principal Assets of Business Debtor (if different from addresses listed above): N/A

INFORMATION REGARDING THE DEBTOR (Check the Applicable Boxes)

Venue (Check any applicable box)

Debtor has been domiciled or has had a residence, principal place of business or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Type of Debtor (Check all boxes that apply) <input type="checkbox"/> Individual(s) <input type="checkbox"/> Railroad <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Stockbroker <input type="checkbox"/> Partnership <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Other _____ <input type="checkbox"/> Clearing Bank	Chapter or Section of Bankruptcy Code Under Which the Petition Is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Sec. 304-Case ancillary to foreign proceeding
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Nature of Debts (Check one box) <input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business	Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only)
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Chapter 11 Small Business (Check all boxes that apply) <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101. <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e). (optional)	Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.
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Statistical/Administrative Information (Estimates only) <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors	THIS SPACE IS FOR COURT USE ONLY
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Estimated Number of Creditors (<i>Consolidated with Affiliates</i>)	1-15	16-49	50-99	100-199	200-999	1,000-over
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Estimated Assets (<i>Consolidated with Affiliates</i>)	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Estimated Debts (<i>Consolidated with Affiliates</i>)	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): RCN CORPORATION	Form B1, Page 2
Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)			
Location Where Filed: None	Case Number: N/A	Date Filed: N/A	
Pending Bankruptcy Case Filed by Any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: See Attached	Case Number: As Assigned	Date Filed: Same	
District: Southern District of New York	Relationship: Affiliate	Judge: As Assigned	
Signatures			
<p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (If not represented by attorney)</p> <p>_____ Date</p>		<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11) <input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.</p> <p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.</p> <p>X _____ Signature of Attorney for Debtor(s)</p> <p style="text-align: center;">Exhibit C</p> <p>Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No</p>	
<p style="text-align: center;">Signature of Attorney</p> <p>X /s/ Jay M. Goffman _____ Signature of Attorney for Debtor(s)</p> <p>Jay M. Goffman _____ Printed Name of Attorney for Debtor(s)</p> <p>Skadden, Arps, Slate, Meagher & Flom LLP _____ Firm Name</p> <p>Four Times Square _____ New York, New York 10036-6522 _____ Address</p> <p>(212) 735-3000 _____ Telephone Number</p> <p>May 26, 2004 _____ Date</p>		<p style="text-align: center;">Signature of Non-Attorney Petition Preparer</p> <p>I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.</p> <p>_____ Printed Name of Bankruptcy Petition Preparer</p> <p>_____ Social Security Number (Required by 11 U.S.C. § 110(c).)</p> <p>_____ Address</p> <p>Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document:</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p>X _____ Signature of Bankruptcy Petition Preparer</p> <p>_____ Date</p> <p>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.</p>	
<p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X /s/ Deborah M. Royster _____ Signature of Authorized Individual</p> <p>Deborah M. Royster _____ Printed Name of Authorized Individual</p> <p>General Counsel and Corporate Secretary _____ Title of Authorized Individual</p> <p>May 26, 2004 _____ Date</p>			

LIST OF AFFILIATES

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed in this Court a petition for relief under chapter 11 of title 11 of the United States Code. Contemporaneously with the filing of these petitions, these entities filed a motion requesting that the Court administratively consolidate for procedural purposes only and jointly administer their chapter 11 cases.

1. Hot Spots Productions, Inc. (Initial Petition)
2. RLH Property Corporation
3. RCN Finance, LLC
4. TEC Air, Inc.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
RCN CORPORATION,	:	Case No. 04-
	:	
Debtor.	:	
	:	
-----	x	

EXHIBIT "A" TO VOLUNTARY PETITION

1. The debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, and the SEC file number is 1-16805.
2. The following consolidated, unaudited financial data is the latest available information and refers to the debtor's condition (including that of its affiliates, certain, but not all of which, are debtors in chapter 11 cases commenced contemporaneously herewith) as of March 31, 2004, except as otherwise indicated.

a.	Total assets	\$	<u>1,486,782,000</u>	
b.	Total debts (including debts listed in 2.c., below)	\$	<u>1,820,323,000</u>	
c.	Debt securities held by more than 500 holders:	Amount ¹		Approximate number of holders ²
	9.8% Senior Discount Notes due 2008			
	secured / / unsecured /X/ subordinated / /	\$	<u>290,289,000</u>	<u>Unknown</u>
	10.0% Senior Notes due 2007			
	secured / / unsecured /X/ subordinated / /	\$	<u>160,879,000</u>	<u>Unknown</u>
	10.125% Senior Notes due 2010			
	secured / / unsecured /X/ subordinated / /	\$	<u>202,871,000</u>	<u>Unknown</u>
	11.0% Senior Discount Notes due 2008			
	secured / / unsecured /X/ subordinated / /	\$	<u>139,472,000</u>	<u>Unknown</u>
	11.125% Senior Discount Notes due 2007			
	secured / / unsecured /X/ subordinated / /	\$	<u>315,995,000</u>	<u>Unknown</u>

¹ Approximate par value amount outstanding as of March 31, 2004.

² While the debtor believes that there are fewer than 500 record holders of each of the debt securities listed below, the debtor does not know the number of beneficial holders of any such debt securities.

d. Number of shares of preferred stock

Series A 7% Senior Convertible Preferred Stock, \$1 par value and \$1,000 liquidation preference per share (the "Series A Preferred Stock") ³	<u>353,289</u>	<u>1</u>
Series B 7% Senior Convertible Preferred Stock, \$1 par value and \$1,000 liquidation preference per share (the "Series B Preferred Stock") ⁴	<u>1,473,582</u>	<u>2</u>

e. Number of shares of common stock

Class A Common Stock, \$1 par value per share (the "Class A Common Stock") ⁵	<u>112,598,591</u>	<u>4,363</u>
Class B Common Stock, \$1 par value per share (the "Class B Common Stock") (non-voting) ⁴	<u>11,424,810</u>	<u>1</u>

3. Brief description of debtor's business:

The debtor is a holding company that holds interest in subsidiaries whose primary business is delivering bundled communications services to residential customers over a broadband network predominantly owned or leased by such subsidiaries either directly or through joint ventures.

³ As of March 31, 2004.

⁴ As of March 31, 2004. Prior to December 31, 2003, Vulcan Ventures Incorporated ("Vulcan") was the owner of all of the outstanding shares of Series B Preferred Stock. In a letter to RCN, dated December 31, 2003, Vulcan purported to convert 705,507 shares of Series B Preferred Stock into shares of Class B Common Stock which it then purported to sell, along with 247,009 shares of Series B Preferred Stock, to Wells Fargo & Company. This transaction is also described in Amendment No. 3 to Schedule 13D, filed with the SEC on December 31, 2003 by Vulcan, Inc., an affiliate of Vulcan. As a result of these transactions, Vulcan purported to hold 1,201,228 shares, and currently holds 1,222,250 shares, of Series B Preferred Stock. RCN reserves all of its rights in respect of these transactions.

⁵ As of April 30, 2004. Includes 11,597,193 shares of Class A Common Stock held of record by NSTAR Communications Securities Corporation ("NSTAR Communications") prior to December 24, 2003. NSTAR Communications purported to abandon its entire interest in such shares by a letter, dated December 24, 2003, to Mellon Investor Services, the transfer agent for the Class A Common Stock. Despite NSTAR Communications' purported abandonment, these shares are treated as outstanding as of April 28, 2004 because NSTAR Communications has not specifically assigned them to RCN. This transaction is also described in Amendment No. 1 to Schedule 13D, filed with the SEC on December 24, 2003 by NSTAR, an affiliate of NSTAR Communications. RCN reserves all of its rights in respect of this transaction.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

Walter Scott, Jr.⁶
Level 3 Delaware Holdings, Inc.
HM4 RCN Partners⁷
Vulcan Ventures Incorporated⁸

⁶ As of April 30, 2004, Red Basin LLC was the record owner of 7,661,074 shares of Class A Common Stock and warrants to purchase 3,830,537 shares of Class A Common Stock. The Debtor believes that Walter Scott, Jr. is the sole manager of Red Basin LLC and has the sole power to vote and dispose of these shares.

⁷ HM4 RCN Partners would own such an interest upon conversion of its shares of Series A Preferred Stock into shares of Class A Common Stock. As of March 31, 2004, HM4 RCN Partners was the record owner of all 353,289 outstanding shares of Series A Preferred Stock, which are convertible into an aggregate of approximately 9,126,817 shares of Class A Common Stock, based on a conversion price of \$38.71. HM4 RCN Partners has not yet exercised any rights to convert these shares of Series A Preferred Stock into shares of Class A Common Stock. HM4 RCN Partners is a general partnership, the partners of which are HM4 RCN Qualified Fund, L.P., HM4 RCN Private Fund, L.P., and HM4 RCN Coinvestors, L.P., each of which is a limited partnership with Hicks, Muse GP Partners IV, L.P. as its sole general partner. Hicks, Muse GP Partners IV, L.P. is a limited partnership, the sole general partner of which is Hicks, Muse Fund IV LLC, a limited liability company with Thomas O. Hicks as its sole member.

⁸ Vulcan would own such an interest upon conversion of its shares of Series B Preferred Stock into shares of Class A Common Stock. As of April 30, 2004, Vulcan held no shares of Class A Common Stock and purportedly held 1,222,250 shares of Series B Preferred Stock. These shares of Series B Preferred Stock are convertible into an aggregate of 19,792,816 shares of Class A Common Stock, based on a conversion price of \$61.75, and in certain circumstances may be convertible into shares of Class B Common Stock. Vulcan has not yet exercised any rights to convert these shares of Series B Preferred Stock into shares of Class A or Class B Common Stock.

**CERTIFICATE OF SECRETARY AS TO RESOLUTIONS
ADOPTED BY BOARD OF DIRECTORS
OF RCN CORPORATION**

I, the undersigned, being duly elected or appointed as Secretary of RCN Corporation, a Delaware corporation (the "Company"), do hereby certify that the following resolutions were duly adopted by the Board of Directors of the Company (the "Board"), at a meeting of the Board duly convened on May 26, 2004 and such resolutions have not been amended or rescinded and are now in full force and effect:

WITNESSETH

WHEREAS, the Company is the sole member of RCN Finance, LLC, a Delaware limited liability company ("RCN Finance");

WHEREAS, as of a date prior to the date first written above, David C. McCourt is the sole manager of RCN Finance;

WHEREAS, the Board has determined that it is desirable and in the best interests of the Company, its creditors, shareholders, and other interested parties that petitions be filed by the Company and by RCN Finance seeking relief under the provisions of chapter 11 of title 11, United States Code (the "Bankruptcy Code"), in which the authority to operate as a debtors-in-possession will be sought (collectively, the "Chapter 11 Filings"); and

NOW, THEREFORE, BE IT:

Chapter 11 Filings

RESOLVED that the Chapter 11 Filings are hereby authorized; and it is further

RESOLVED that Deborah M. Royster, John S. Dubel and Anthony M. Horvat or any one of them be, and each of them hereby is, an authorized signatory (each an "Authorized Signatory" and, collectively, the "Authorized Signatories"); and it is further

RESOLVED that the officers of the Company and the Authorized Signatories, or any one of them (each an "Authorized Officer" and, collectively, the "Authorized Officers") be, and each of them hereby is, authorized and directed on behalf of the Company to execute and verify a petition in the name of the Company under chapter 11 of the Bankruptcy Code and to cause the same to be filed in a United States Bankruptcy Court in such form and at such time as the Authorized Officer executing such petition on behalf of the Company shall determine; and it is further

RESOLVED that, in accordance with Section 18-801 of the Delaware Limited Liability Company Act , the Company hereby consents to the Chapter 11 Filings; as such, the Chapter 11 Filings contemplated herein shall not cause the dissolution of any Delaware limited liability company of which the Company is a member; and, upon the occurrence of such an event, the limited liability company shall be continued without dissolution; and it is further

RESOLVED, that the sole manager of RCN Finance and the Authorized Signatories, or any one of them be, and each of them hereby is, authorized to file a chapter 11 petition on behalf of RCN Finance and any direct or indirect subsidiaries, if any, thereof; and it is further

RESOLVED that the Authorized Officers or any one of them be, and each of them hereby is, authorized, directed and empowered, on behalf of and in the name of the Company, to execute, verify, and/or file, or cause to be filed and/or executed, or verified (or direct others to do so on their behalf as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings, and other papers, and in that connection to employ and retain all assistance by legal counsel, accountants, or other professionals and to take any and all action that they deem necessary and proper in connection with the Chapter 11 Filings contemplated hereby, including any and all action necessary or proper in connection with obtaining the use of cash collateral or debtor-in-possession financing; and it is further

RESOLVED that the Company, as debtor and debtor-in-possession under chapter 11 of the Bankruptcy Code, be, and hereby is, authorized to grant any guarantees, pledges, mortgages, and other security interests as necessary to obtain use of cash collateral or debtor-in-possession financing; and it is further

General Authorizations

RESOLVED that the Authorized Officers or any one of them be, and each of them hereby is, authorized to execute and deliver for and on behalf of the Company, as debtor and debtor-in-possession, such agreements, instruments, and any and all other documents and amendments necessary or appropriate to facilitate the transactions contemplated by the foregoing resolutions, including, without limitation, any credit agreement, promissory note, letter of credit application, guarantee, mortgage, or other security instrument, containing such provisions, terms, conditions, covenants, warranties, and representations as may be deemed necessary or appropriate by the Authorized Officers, or any of them so acting; and it is further

RESOLVED that the Authorized Officers or any one of them be, and each of them hereby is, authorized and empowered for and in the name and on behalf of the Company to amend, supplement, or otherwise modify from time to time the terms of any documents, certificates, instruments, agreements, or other writings referred to in the foregoing resolutions; and it is further

RESOLVED that the Authorized Officers or any one of them be, and each of them hereby is, authorized and empowered for and in the name and on behalf of the Company to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered all such further agreements, documents, certificates, and undertakings, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate, or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions; and it is further

RESOLVED that the Authorized Officers or any one of them be, and each of them hereby is, authorized and directed to retain on behalf of the Company (i) the law firm of Skadden, Arps, Slate, Meagher & Flom LLP, to render legal services to, and to represent, the Company in connection with the Chapter 11 Filings and any other related matters in connection therewith, on such terms as any Authorized Officer shall approve, (ii) the law firm of Swidler Berlin Shereff Friedman, LLP, to render legal services to, and to represent, the Company in connection with regulatory and any other related matters in connection therewith, on such terms as any Authorized Officer shall approve, (iii) The Blackstone Group LP, a financial advisory firm, to render financial services to the Company in connection with the Chapter 11 Filing and any other related matters in connection therewith, on such terms as any Authorized Officer shall approve, and (iv) such other professionals as the Authorized Officers deem necessary and appropriate during the course of the Chapter 11 Filings; and it is further

RESOLVED that all acts lawfully done or actions lawfully taken by any Authorized Officer to seek relief on behalf of the Company under chapter 11 of the Bankruptcy Code, in connection with the Chapter 11 Filings, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed, and approved in all respects as the acts and deeds of the Company; and it is further

RESOLVED, that any person dealing with any Authorized Officer in connection with any of the foregoing matters shall be conclusively entitled to rely upon the authority of such Authorized Officer and by his or her execution of any document, agreement or instrument, the same shall be a valid and binding obligation of the Company enforceable in accordance with its terms; and it is further

RESOLVED that these resolutions shall be filed with the corporate records of the Company; and it is further

RESOLVED, that the Secretary of the Company be, and hereby is, authorized and directed to certify the adoption of the foregoing resolutions and any person to whom such certified resolutions are delivered shall be entitled to rely upon such certification until written notice of modifications or rescission of the same has been furnished to and received by such person.

IN WITNESS WHEREOF, I have executed this Certificate as of May 26, 2004.

/s/ Deborah M. Royster_____

By: Deborah M. Royster

Title: General Counsel and Corporate Secretary

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- X
 In re : Chapter 11
 :
 RCN CORPORATION, : Case No. 04-
 :
 Debtor. :
 :
 ----- X

LIST OF CREDITORS HOLDING THE 17 GENERAL UNSECURED CLAIMS

Following is a list of creditors holding the 17 general unsecured claims against the Debtors. This list has been prepared on a consolidated basis, from the books and records of the Debtor and certain affiliated entities that have simultaneously commenced chapter 11 cases in this Court.

The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The list does not include (a) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101(31) or (b) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 17 general unsecured claims.

The list reflects information existing and available as of approximately May 26, 2004. The Debtor reserves the right to amend the list based on information existing as of the filing date.

The information presented in the list shall not constitute an admission by, nor is it binding upon, the Debtor.

(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER, FAX NUMBER, AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM WHO MAY BE CONTACTED	(3) NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	(4) C U D S*	(5) AMOUNT OF CLAIM (if secured also state value of security)
HSBC Bank USA 452 Fifth Avenue New York, New York 10018	HSBC Bank USA, as Indenture Trustee 452 Fifth Avenue New York, New York 10018 Attn: Issuer Services Tel.: (212) 525-1324 Fax: (212) 525-1366	11.125% Senior Discount Notes due 2007		\$315,995,000

(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER, FAX NUMBER, AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM WHO MAY BE CONTACTED	(3) NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	(4) C U D S*	(5) AMOUNT OF CLAIM (if secured also state value of security)
HSBC Bank USA 452 Fifth Avenue New York, New York 10018	HSBC Bank USA, as Indenture Trustee 452 Fifth Avenue New York, New York 10018 Attn: Issuer Services Tel.: (212) 525-1324 Fax: (212) 525-1366	9.8% Senior Discount Notes due 2008		290,289,000
HSBC Bank USA 452 Fifth Avenue New York, New York 10018	HSBC Bank USA, as Indenture Trustee 452 Fifth Avenue New York, New York 10018 Attn: Issuer Services Tel.: (212) 525-1324 Fax: (212) 525-1366	10.125% Senior Notes due 2010		202,871,000
HSBC Bank USA 452 Fifth Avenue New York, New York 10018	HSBC Bank USA, as Indenture Trustee 452 Fifth Avenue New York, New York 10018 Attn: Issuer Services Tel.: (212) 525-1324 Fax: (212) 525-1366	10.0% Senior Notes due 2007		160,879,000
HSBC Bank USA 452 Fifth Avenue New York, New York 10018	HSBC Bank USA, as Indenture Trustee 452 Fifth Avenue New York, New York 10018 Attn: Issuer Services Tel.: (212) 525-1324 Fax: (212) 525-1366	11.0% Senior Discount Notes due 2008		139,472,000
Bombardier Inc. 3819 Collections Center Drive Chicago, Illinois 60693	Bombardier Inc. 3819 Collections Center Drive Chicago, Illinois 60693 Tel: 1-514-855-5420 Fax: 1-514-855-8385	Trade		194,126
Affinitas Corporation 233 South 13 th St. Suite 1200 Lincoln, NE 68508-2026	Affinitas Corporation 233 South 13th St. Suite 1200 Lincoln, NE 68508-2026 Tel: 402-397-7077 Fax: 402-397-7576	Trade		60,284
Nextel Communications 59 Maiden Lane New York, NY 10038	Nextel Communications 59 Maiden Lane New York, NY 10038 Tel: 646-458-9556 Fax: 646-458-3597	Trade		9,170

(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER, FAX NUMBER, AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM WHO MAY BE CONTACTED	(3) NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	(4) C U D S*	(5) AMOUNT OF CLAIM (if secured also state value of security)
Boise Cascade Office Products 150 East Pierce Road Itasca, IL 60143	Boise Cascade Office Products 150 East Pierce Road Itasca, IL 60143 Tel: (800) 472-6473 Fax: (800) 572-6473	Trade		7,218
Sony Music Studios 460 West 54 th Street New York, NY 10019	Sony Music Studios 460 West 54th Street New York, NY 10019 Tel: (212) 833-7633 Fax: (212) 833-8901	Trade		2,039
Gels Film Lighting Pty Ltd 12 Maralinga Ave. Elanora Heights Sydney, Australia NSW 2101	Gels Film Lighting Pty Ltd 12 Maralinga Ave. Elanora Heights Sydney, Australia NSW 2101 Tel: 02-9913-3169 Fax: (718) 386-7846	Trade		1,287
Encore 6344 Fountain Ave. Hollywood, CA 90028	Encore 6344 Fountain Ave. Hollywood, CA 90028 Tel: (323) 466-7663 Fax: (323) 467-5539	Trade		1,031
Warrenwood Studios 3825 W. Burbank Blvd. Burbank, CA 91515	Warrenwood Studios 3825 W. Burbank Blvd. Burbank, CA 91515 Tel: (818) 563-1263 Fax: (818) 526-8963	Trade		880
Nortel Networks PO Box 75523 Charlotte, NC 28275	Nortel Networks PO Box 75523 Charlotte, NC 28275 Tel: (703) 753-1600 Fax: (919) 997-6659	Trade		466
Pitney Bowes 1835 Underwood Blvd. Delran, NJ 08075	Pitney Bowes 1835 Underwood Blvd. Delran, NJ 08075 Tel: (856) 764-2296 Fax: 973-575-9099	Trade		362

(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER, FAX NUMBER, AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM WHO MAY BE CONTACTED	(3) NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	(4) C U D S*	(5) AMOUNT OF CLAIM (if secured also state value of security)
Universal Access 135 South LaSalle Dept. 4771 Chicago, IL 60674	Universal Access 135 South LaSalle Dept. 4771 Chicago, IL 60674 Tel: 312-660-5000 Fax: 312-660-6050	Trade		250
Hello World Communications 118 West 22nd Street New York, NY 10011	Hello World Communications 118 West 22nd Street New York, NY 10011 Tel: (212) 243-8800 Fax: (212) 691-6961	Trade		72

I, the undersigned officer of RCN Corporation, the company named as debtor in the above-captioned case, declare under penalty of perjury, that I have read the foregoing list and that it is true and correct as of the date referenced therein, to the best of my knowledge, information, and belief.

Dated: New York, New York
May 26, 2004

Signature: /s/ Deborah M. Royster
Name: Deborah M. Royster
Title: General Counsel and Corporate Secretary

* The list of creditors is a consolidated list of creditors holding unsecured claims of the categories listed against the Debtors. The Debtor has not yet identified which of the unsecured claims, with the exception of the one noted, are or are not contingent, unliquidated, disputed and/or subject to setoff. Inclusion of a claim on this consolidated list is not an admission that the amounts listed are or are not contingent, unliquidated, disputed and/or subject to setoff nor an admission that the amounts listed are owed by more than one of the Debtors.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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 In re : Chapter 11
 :
 RCN CORPORATION, : Case No. 04-
 :
 Debtor. :
 :
 ----- X

LIST OF EQUITY SECURITY HOLDERS

The above captioned debtor hereby files its List of Equity Security Holders pursuant to Fed. R. Bankr. P. 1007(a)(3).

<u>Holder</u>	<u>Class</u>	<u>% Of Ownership</u>
See list of approximately 4,363 record holders to be filed on or shortly after the date of this petition. ¹	Class A Common	100.00%
Wells Fargo & Company ² 550 California Street, 14th Floor San Francisco, CA 94104	Class B Common	100.00%
HM4 RCN Partners ³ c/o Hick, Muse, Tate & Furst Incorporated 200 Crescent Court, Suite 1600 Dallas, Texas 75201 Attn: Peter S. Brodsky	Series A Preferred	100.00%

¹ The list of equity holders shows NSTAR Communications as the holder of 11,597,193 shares of Class A Common Stock, which shares NSTAR Communications purported to abandon by a letter, dated December 24, 2003, to Mellon Investor Services, the transfer agent for the Class A Common Stock. This transaction is also described in Amendment No. 1 to Schedule 13D, filed with the SEC on December 24, 2003 by NSTAR, an affiliate of NSTAR Communications. RCN reserves all of its rights in respect of this transaction.

² These shares of Class B Common Stock were purportedly obtained pursuant to the transactions described in footnote 4 below.

³ HM4 RCN Partners is a general partnership, the partners of which are HM4 RCN Qualified Fund, L.P., HM4 RCN Private Fund, L.P., and HM4 RCN Coinvestors, L.P., each of which is a limited partnership with Hicks, Muse GP Partners IV, L.P. as its sole general partner. Hicks, Muse GP Partners IV, L.P. is a limited partnership, the sole general partner of which is Hicks, Muse Fund IV LLC, a limited liability company with Thomas O. Hicks as its sole member.

Vulcan Ventures Incorporated⁴
505 Fifth Avenue, Suite 900
Seattle, WA 98104

Series B Preferred

82.94%

Wells Fargo & Company⁴
550 California Street, 14th Floor
San Francisco, CA 94104

Series B Preferred

17.06%

I, the undersigned officer of RCN Corporation, the company named as debtor in the above-captioned case, declare under penalty of perjury, that I have read the foregoing list and that it is true and correct as of the date referenced therein, to the best of my knowledge, information, and belief.

Dated: New York, New York
May 26, 2004

Signature:

/s/ Deborah M. Royster

Name: Deborah M. Royster

Title: General Counsel and Corporate Secretary

⁴ Prior to December 31, 2003, Vulcan Ventures Incorporated ("Vulcan") was the owner of all of the outstanding shares of Series B Preferred Stock. In a letter to RCN, dated December 31, 2003, Vulcan purported to convert 705,507 shares of Series B Preferred Stock into shares of Class B Common Stock which it then purported to sell, along with 247,009 shares of Series B Preferred Stock, to Wells Fargo & Company. This transaction is also described in Amendment No. 3 to Schedule 13D, filed with the SEC on December 31, 2003 by Vulcan, Inc., an affiliate of Vulcan. As a result of these transactions, Vulcan purported to hold 1,201,228 shares, and currently holds 1,222,250 shares, of Series B Preferred Stock. RCN reserves all of its rights in respect of these transactions.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- X
In re : Chapter 11
RCN CORPORATION, :
Debtor. : Case No. 04-
----- X

CORPORATE OWNERSHIP STATEMENT

In accordance with Rule 1007(a)(1) of the Federal Rules of Bankruptcy Procedure, RCN Corporation hereby states that the following corporations directly or indirectly own 10% or more of the equity interests of RCN Corporation:

Class A Common Stock

- Level 3 Delaware Holdings, Inc.
- Vulcan Ventures Incorporated

Class B Common Stock

- Wells Fargo & Company

Series A 7% Senior Convertible Preferred Stock

- HM4 RCN Partners

Series B 7% Senior Convertible Preferred Stock

- Vulcan Ventures Incorporated
- Wells Fargo & Company

I, the undersigned officer of RCN Corporation, the company named as debtor in the above-captioned case, declare under penalty of perjury, that I have read the foregoing list and that it is true and correct as of the date referenced therein, to the best of my knowledge, information, and belief.

Dated: New York, New York
May 26, 2004

Signature: /s/ Deborah M. Royster
Name: Deborah M. Royster
Title: General Counsel and Corporate Secretary