

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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

**NOTICE OF STATUS AS A SUBSTANTIAL EQUITYHOLDER<sup>1</sup>**

PLEASE TAKE NOTICE that Wells Fargo & Company (“Wells Fargo”) is/has become a Substantial Equityholder with respect to the common or preferred stock (the “Stock”) of RCN Corporation (“RCN”), a debtor and debtor-in-possession in Case No. 04-13638 pending in the United States Bankruptcy Court for the Southern District of New York (the “Court”).

PLEASE TAKE FURTHER NOTICE that, as of July 12, 2004, Wells Fargo beneficially owns shares of the Stock of RCN. The following table sets forth the date(s) on which Wells Fargo acquired or otherwise became the beneficial owner of such Stock:

Number of Shares	Date Acquired	Class or Series of Stock
247,009	12/29/2003	Series B Senior Convertible Preferred Stock
11,424,810	12/29/2003	Series B Common Stock
4,323	03/31/2004	Series B Senior Convertible Preferred Stock

(Attach additional page if necessary)

PLEASE TAKE FURTHER NOTICE that the taxpayer identification number of Wells Fargo is 41-0449260.

<sup>1</sup> For purposes of this notice: (A) “Substantial Equityholder” means any person or entity that has beneficial ownership of (i) at least 5 million shares of the common stock of RCN, or (ii) any shares of preferred stock of RCN; (B) “beneficial ownership” of equity interests includes (i) direct and indirect ownership (e.g., a holding company would be considered to beneficially own or acquire all equity interests owned or acquired by its subsidiaries), (ii) ownership by any group of persons acting pursuant to a formal or informal understanding to make a coordinated acquisition of an equity interest, (iii) ownership by such holder’s family members and (iv) ownership of an equity interest which such holder has an option to acquire; and (C) an “option” to acquire an equity interest includes any contingent purchase, warrant, convertible debt or equity, put, equity interest subject to risk of forfeiture, contract to acquire equity interest or similar interest, in each case, regardless of whether such interest or right is contingent or otherwise not currently exercisable.

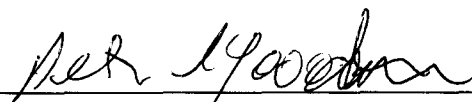
PLEASE TAKE FURTHER NOTICE that Wells Fargo hereby declares that it has examined this notice and accompanying attachments (if any), and, to the best of its knowledge and belief, this notice and any attachments which purport to be part of this notice are true, correct and complete.

PLEASE TAKE FURTHER NOTICE that, pursuant to that certain Interim Order Under 11 U.S.C. §§ 105, 362 and 541 Establishing Notice And Hearing Procedures For Trading In Equity Interests, this notice is being (A) filed with the Court, Alexander Hamilton Custom House, One Bowling Green, New York, NY 10004-1408, and (B) served upon (i) the Debtors, RCN Corporation, 105 Carnegie Center, Princeton, NJ 08540, Attn. General Counsel (ii) Skadden, Arps, Slate, Meagher & Flom LLP, counsel to the Debtors, 4 Times Square, New York, NY, 10036-6522, Attn. Jay M. Goffman, Esq., and (iii) Skadden, Arps, Slate, Meagher & Flom LLP, counsel to the Debtors, 333 West Wacker Drive, Chicago, IL 60606-1285, Attn. Maxwell M. Miller, Esq.

Dated: New York, New York  
July 12, 2004

Respectfully submitted,

**ANDREWS KURTH LLP**

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**COUNSEL FOR WELLS FARGO &  
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