

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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

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

PLEASE TAKE NOTICE that **Vulcan Ventures, Inc.** is a Substantial Equityholder with respect to the 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, **Vulcan Ventures, Inc.** beneficially owns shares of the Stock of RCN. The following table sets forth the date on which **Vulcan Ventures, Inc.** acquired or otherwise became the beneficial owner of such Stock:

<b>Number of Shares</b>	<b>Date Acquired</b>	<b>Class or Series of Stock</b>
1,222,250	February 28, 2000	Series B Preferred

PLEASE TAKE FURTHER NOTICE that the taxpayer identification number of **Vulcan Ventures, Inc.** is 91- 1374788.

<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 **Vulcan Ventures, Inc.** 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 Final 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.

Respectfully submitted,

**Vulcan Ventures, Inc.**

DATED this 12<sup>th</sup> day of July 2004.

/s/ Dillon E. Jackson

Dillon E. Jackson, WSBA No. 1539

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