

EXHIBIT IC

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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**NOTICE OF INTENT TO SELL, TRADE, CONVERT, ABANDON
OR OTHERWISE TRANSFER AN EQUITY INTEREST**

PLEASE TAKE NOTICE that [Name of Prospective Seller] hereby provides notice of its intention to sell, trade, convert, abandon or otherwise transfer one or more equity interests (including shares of the common or preferred stock (the "Stock")) of RCN Corporation ("RCN") or an option with respect thereto (the "Proposed Transfer").

PLEASE TAKE FURTHER NOTICE that, if applicable, on [Prior Date(s)], [Name of Prospective Seller] filed a Notice of Status as a Substantial Equityholder¹ with the United States Bankruptcy Court for the Southern District of

¹ 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, (ii) at least 15,900 shares of Series A Preferred Stock of RCN, or (iii) at least 66,300 shares of Series B 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 shares 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, stock subject to risk of forfeiture, contract to acquire an equity interest or a similar interest, in each case, regardless of whether such interest or right is contingent or otherwise not currently

New York (the "Court") and served copies thereof on the Debtors and the Debtors' counsel.

PLEASE TAKE FURTHER NOTICE that [Name of Prospective Seller] currently beneficially owns _____ shares of Class ____ common stock and/or _____ shares of Series _____ preferred stock of RCN.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Proposed Transfer, [Name of Prospective Sellers] proposes to sell, trade, convert, abandon or otherwise transfer _____ shares of _____ Stock or an option with respect to _____ shares of _____ Stock. If the Proposed Transfer is permitted to occur, [Name of Prospective Seller] will beneficially own _____ shares of Class _____ common stock of RCN and/or _____ shares of Series _____ preferred stock of RCN after the transfer.

PLEASE TAKE FURTHER NOTICE that the taxpayer identification number of [Name of Prospective Seller] is _____.

PLEASE TAKE FURTHER NOTICE that [Name of Prospective Seller] 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, Four Times Square, New York, NY, 10036-6522, Attn. Jay M. Goffman, Esq. and Frederick D. Morris, 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.

PLEASE TAKE FURTHER NOTICE that the Debtors have 15 calendar days after receipt of this notice to object to the Proposed Transfer described herein. If the Debtors file an objection, such Proposed Transfer will not be effective unless approved by a final and nonappealable order of the Court. If the Debtors do not object within such 15-day period, then after expiration of such period the Proposed Transfer may proceed solely as set forth in this notice.

exercisable.

PLEASE TAKE FURTHER NOTICE that it is acknowledged that any further transactions contemplated by [Name of Prospective Seller] that may result in [Name of Prospective Seller] selling, trading or otherwise transferring equity interests (or an option with respect thereto) will each require an additional notice filed with the Court to be served in the same manner as this notice.

Respectfully submitted,

[Name of Prospective Seller]

By: _____

Name: _____

Title: _____

Address: _____

Telephone: _____

Facsimile: _____

Date: _____