

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

IN RE)	
)	Chapter 11
)	Case No. 04-13638
RCN CORPORATION, et al.,)	
)	
Debtors.)	(Jointly Administered)
)	

NOTICE OF STATUS AS A SUBSTANTIAL EQUITYHOLDER

PLEASE TAKE NOTICE that Red Basin, LLC, a Nebraska limited liability company, is 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").

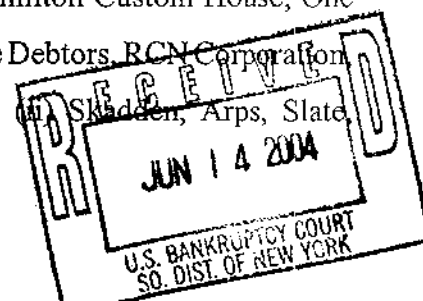
PLEASE TAKE FURTHER NOTICE that, as of June 8, 2004, Red Basin, LLC beneficially owns shares of the Stock of RCN. The following table sets forth the date(s) on which Red Basin, LLC acquired or otherwise became the beneficial owner of such Stock:

<u>Number of Shares</u>	<u>Date Acquired</u>	<u>Class or Series of Stock</u>
7,661,074	June 28, 2001	common
3,830,537	June 28, 2001	warrants

PLEASE TAKE FURTHER NOTICE that the taxpayer identification number of Red Basin, LLC is 47-0842591.


PLEASE TAKE FURTHER NOTICE that Red Basin, LLC 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) Shadden, 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,
RED BASIN, LLC

By  _____
Thomas F. Flaherty, Esq.
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ITS ATTORNEYS

DATED: June 8, 2004