

EXHIBIT IA

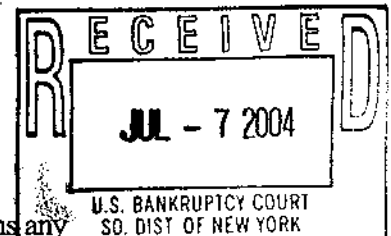
UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

NOTICE OF STATUS AS A SUBSTANTIAL EQUITYHOLDER¹

PLEASE TAKE NOTICE that [Name of Equityholder] 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 [Date], [Name of Equityholder] beneficially owns shares of the Stock of RCN. The following table sets forth the date(s) on which [Name of Equityholder] acquired or otherwise became the beneficial owner of such Stock:



¹For 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.

Number of Shares	Date Acquired	Class or Series of Stock
45	?, 2000	COMMON STOCK

(Attach additional page if necessary)

PLEASE TAKE FURTHER NOTICE that the taxpayer identification number of [Name of Equityholder] is 6259 (last 4)

PLEASE TAKE FURTHER NOTICE that [Name of Equityholder] 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,

MICHAEL HARRIS
[Name of Equityholder]

By: [Signature]
Name: MICHAEL HARRIS
Title: SELF/EQUITYHOLDER
Address: 141 N. Mansfield Blvd
Cherry Hill NJ 08034
Telephone: (856) 428-8792
Facsimile: _____

Date: 6/23/04

EXHIBIT IB

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

**NOTICE OF INTENT TO PURCHASE, ACQUIRE
OR OTHERWISE ACCUMULATE AN EQUITY INTEREST**

PLEASE TAKE NOTICE that [Name of Prospective Acquirer] hereby provides notice of its intention to purchase, acquire or otherwise accumulate 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 Acquirer] 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, 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 an equity interest or a similar interest, in each case, regardless of whether such interest or right is contingent or otherwise not currently exercisable.

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

PLEASE TAKE FURTHER NOTICE that [Name of Prospective Acquirer] currently beneficially owns 45 shares of the Class A common stock of RCN and/or _____ shares of Series _____ preferred stock of RCN.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Proposed Transfer, [Name of Prospective Acquirer] proposes to purchase, acquire or otherwise accumulate 45 shares of Common Stock or an option with respect to _____ shares of _____ Stock. If the Proposed Transfer is permitted to occur, [Name of Prospective Acquirer] will beneficially own 45 shares of Class A 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 Acquirer] is 6259 last 4

PLEASE TAKE FURTHER NOTICE that [Name of Prospective Acquirer] 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.

PLEASE TAKE FURTHER NOTICE that it is acknowledged 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.

PLEASE TAKE FURTHER NOTICE that it is acknowledged that any further transactions contemplated by [Name of Prospective Acquirer] that may result in [Name of Prospective Acquirer] purchasing, acquiring or otherwise accumulating additional 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,

MICHAEL HARRIS
[Name of Prospective Acquirer]

By: Michael Harris

Name: MICHAEL HARRIS

Title: SELF / Acquirer

Address: 141 N Mansfield Blvd
Cherry Hill NJ
08034

Telephone: 856 428 8192

Facsimile: _____

Date: 6/28/04

EXHIBIT IC

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

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

¹For 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 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 exercisable.

PLEASE TAKE FURTHER NOTICE that [Name of Prospective Seller] currently beneficially owns 45 shares of Class A 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 45 shares of A 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 45 shares of Class A 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 6259 Last 4

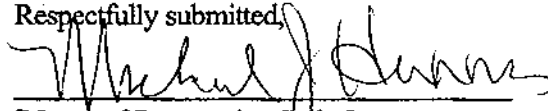
PLEASE TAKE FURTHER NOTICE that [Name of Prospective Seller] hereby declares that it has examined this notice and accompanying attachments (if any), and, to the best of its knowledge and belief, this notice and any attachments which purport to be part of this notice are true, correct and complete.

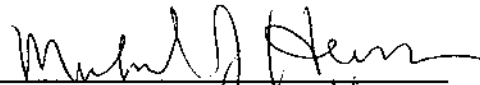
PLEASE TAKE FURTHER NOTICE that, pursuant to that certain Final Order Under 11 U.S.C. §§ 105, 362 And 541 Establishing Notice And Hearing Procedures For Trading In Equity Interests, this notice is being (A) filed with the Court, Alexander Hamilton Custom House, One Bowling Green, New York, NY 10004-1408, 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, 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.

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.

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: MICHAEL J. HARRIS
Title: Self

Address: 141 N Mansfield Blvd
Cherry Hill NJ
08034

Telephone: 856-2728-8792
Facsimile: _____

Date: 6/28/04

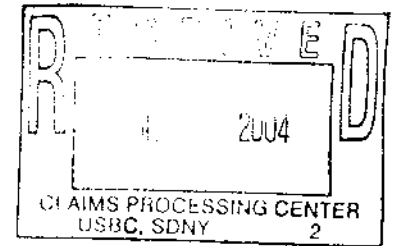
EXHIBIT 2

[OMITTED]

EXHIBIT 4

[OMITTED]

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK



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

NOTICE OF INTERIM ORDER (A) ESTABLISHING NOTIFICATION PROCEDURES APPLICABLE TO SUBSTANTIAL HOLDERS OF EQUITY INTERESTS, (B) ESTABLISHING NOTIFICATION AND HEARING PROCEDURES FOR TRADING IN EQUITY INTERESTS AND (C) SCHEDULING FINAL HEARING THEREON

TO ALL PERSONS OR ENTITIES WITH EQUITY INTERESTS IN RCN CORPORATION:

PLEASE TAKE NOTICE that on May 27, 2004 ("Petition Date"), RCN Corporation ("RCN") and certain of its direct and indirect subsidiaries (collectively, the "Debtors"), commenced cases under chapter 11 of title 11 of the United States Code (as amended, the "Bankruptcy Code"). Subject to certain exceptions, Bankruptcy Code section 362 operates as a stay of any act to obtain possession of property of the Debtors' estates or of property from the Debtors' estates or to exercise control over property of the Debtors' estates.

PLEASE TAKE FURTHER NOTICE that on June 2, 2004, the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), entered an interim order (the "Interim Order") (i) approving the procedures set forth below in order to preserve the Debtors' net operating losses ("NOLs") and certain built in losses ("Built-In Losses") (such NOL's and Built-In Losses being collectively, "Losses") pursuant to Bankruptcy Code sections 105, 362 and 541 and (ii) scheduling a hearing to authorize on a final basis the procedures set forth below. **Any purchase, sale, conversion, abandonment, trade or other transfer of equity interests in the Debtors in violation of the procedures set forth below shall be null and void *ab initio* as an act in violation of the automatic stay under Bankruptcy Code section 362.**

PLEASE TAKE FURTHER NOTICE that, pursuant to the Interim Order, the following interim procedures shall apply to holding and trading in EQUITY INTERESTS OF RCN:

(a) Any person¹ or entity who currently is or becomes a Substantial Equityholder (as defined in paragraph (e) below) shall file with the Court, and serve upon the Debtors and counsel to the Debtors, a notice of such status in the form attached hereto as Exhibit 1A ("Notice of Status as a Substantial Equityholder") on or before the later of (A) July 12, 2004 or (B) ten calendar days after becoming a Substantial Equityholder.

(b) Prior to effectuating any transfer, conversion or abandonment of any equity interest (including any option to acquire an equity interest, as defined in paragraph (e) below) which would result in either (x) an increase in the amount of equity interests of RCN beneficially owned (as defined in paragraph (e) below) by a Substantial Equityholder or (y) a person or entity becoming a Substantial Equityholder, such Substantial Equityholder, person or entity shall file with this Court, and serve on the Debtors and counsel to the Debtors, advance written notice, in the form attached hereto as Exhibit 1B,² of the intended transfer, conversion or abandonment of equity interests.

(c) Prior to effectuating any transfer, conversion or abandonment of any equity interest (including any option to acquire any equity interest, as defined in paragraph (e) below) which would result in either (x) a decrease in the amount of equity interests of RCN beneficially owned by a Substantial Equityholder or (y) a person or entity ceasing to be a Substantial Equityholder, such Substantial Equityholder, person or entity shall file with this Court, and serve on the Debtors and counsel to the Debtors, advance written notice, in the form attached hereto as Exhibit 1C,³ of the intended transfer, conversion or abandonment of any equity interest.

(d) The Debtors shall have 15 calendar days after receipt of a Notice of Proposed Transfer to file with the Court and serve on such Substantial Equityholder an objection to any proposed transfer, conversion or abandonment of any equity interest described in the Notice of Proposed Transfer on the grounds that such transfer, conversion or abandonment may adversely affect the Debtors' ability to utilize the Losses. If the Debtors file such an objection, such transaction shall not be effective unless approved by a final and nonappealable order of this Court. If the Debtors do not object within such 15-day period, such transaction may proceed solely as specifically set forth in the Notice of Proposed Transfer. Further transactions of a type specified herein beyond the scope of the Notice of Proposed

¹ References to "person" in this notice are made in accordance with the definition of "person" in Bankruptcy Code section 101(41).

² A notice in the form of Exhibit 1B is hereinafter referred to as a "Notice of Intent to Purchase, Acquire or Otherwise Accumulate."

³ A notice in the form of Exhibit 1C is hereinafter referred to as a "Notice of Intent to Sell, Trade, Convert, Abandon or Otherwise Transfer" (and, together with a Notice of Intent to Purchase, Acquire or Otherwise Accumulate, is collectively referred to as a "Notice of Proposed Transfer").

Transfer must be the subjects of additional notices as set forth herein, with additional 15-day waiting periods.

(e) For purposes of this Notice: (A) "Substantial Equityholder" is 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 or acquire own 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 one or more equity interests, (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 an equity interest or a similar interest, in each case, regardless of whether such interest or right is contingent or otherwise not currently exercisable.

PLEASE TAKE FURTHER NOTICE that copies of the Interim Order, each of the required notices described above, and the Motion are available free of charge on the internet at www.bsillc.com.

PLEASE TAKE FURTHER NOTICE that on June 22, 2004 at 10:00 a.m. the Court will hold a hearing to consider granting the relief requested in the Motion on a final basis. Responses or objections to the Motion, if any, must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, and shall be filed with the Bankruptcy Court electronically in accordance with General Order M-242 (General Order M-242 and the User's Manual for the Electronic Case Filing System can be found at www.nysb.uscourts.gov), by registered users of the Bankruptcy Court's case filing system and, by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect or any other Windows-based word processing format (with a hard-copy delivered directly to Chambers), and shall be served in accordance with General Order M-242 upon (i) the Debtors, 105 Carnegie Center, Princeton, NJ 08540, Attention: General Counsel; (ii) Skadden, Arps, Slate, Meagher & Flom LLP, counsel to the Debtors, 4 Times Square, New York, NY, 10036-6522, Attention: Jay M. Goffman, Esq.; (iii) Skadden, Arps, Slate, Meagher & Flom LLP, counsel to the Debtors, 333 West Wacker Drive, Chicago, IL 60606-1285, Attention: Maxwell Miller, Esq.; (iv) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st floor, New York, NY 10004; (v) Milbank, Tweed, Hadley & McCloy, counsel to the unofficial committee of noteholders, 1 Chase Manhattan Plaza, New York, NY 10005, Attention: Dennis Dunne, Esq.; (vi) counsel to any other statutory committee(s) appointed in these cases; (vii) Simpson Thacher & Bartlett, counsel to the agent for the Debtors' prepetition credit facility, 425 Lexington Avenue, New York, NY 10017-3954, Attention: Peter V. Pantaleo, Esq.; (viii) HSBC Bank USA, the indenture trustee for the Debtors' outstanding debt securities, 452 Fifth Avenue, New

York, NY 10001, Attention: Issuer Services; (ix) the Securities and Exchange Commission, 233 Broadway, Suite 600, New York, NY 10279; and (x) the Internal Revenue Service, Insolvency, 290 Broadway 5th Floor, New York, NY 10007; and shall be filed with the Clerk of the Bankruptcy Court, in each case so as to be received no later than June 18, 2004, at 4:00 p.m. (Eastern Time).

FAILURE TO FOLLOW THE PROCEDURES SET FORTH IN THIS NOTICE WILL CONSTITUTE A VIOLATION OF THE AUTOMATIC STAY PRESCRIBED BY BANKRUPTCY CODE SECTION 362.

ANY PROHIBITED PURCHASE, SALE, ABANDONMENT, CONVERSION, TRADE OR OTHER TRANSFER OF EQUITY INTERESTS IN RCN IN VIOLATION OF THE INTERIM ORDER WILL BE NULL AND VOID *AB INITIO* AND MAY BE PUNISHED BY CONTEMPT OR OTHER SANCTIONS IMPOSED BY THE BANKRUPTCY COURT.

PLEASE TAKE FURTHER NOTICE that the requirements set forth in this notice are in addition to the requirements of Rule 3001(e) of the Federal Rules of Bankruptcy Procedure and applicable securities, corporate and other laws, and do not excuse compliance therewith.

Dated: New York, New York
June 4, 2004

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

/s/ J. Gregory St. Clair

J. Gregory St. Clair (GS 8344)
(A Member of the Firm)
Four Times Square
New York, New York 10036-6522
(212) 735-3000

Attorneys for Debtors and
Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----x
: Chapter 11
: Case No. 04-13638
: (Jointly Administered)
: Debtors.
: x

**INTERIM ORDER UNDER 11 U.S.C. §§ 105, 362 and 541 (A) ESTABLISHING
NOTICE AND HEARING PROCEDURES FOR TRADING IN EQUITY
INTERESTS AND (B) SCHEDULING FINAL HEARING THEREON**

Upon the motion (the "Motion")¹ of the Debtors for entry of an interim order (the "Interim Order") pursuant to 11 U.S.C. §§ 105, 362 and 541 (a) establishing notification and hearing procedures for trading in equity interests in RCN and (b) scheduling final hearing thereon; the Court having reviewed the Motion and the Saile Affidavit; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors and other parties in interest; and it appearing that the Debtors will suffer irreparable harm if interim relief is not granted as provided herein; and it appearing that notice of the Motion was good and sufficient under the particular circumstances and that no other and further notice be given; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

¹ Unless otherwise defined herein, capitalized terms used herein shall have the meanings ascribed to them in the Motion.

1. The Motion is GRANTED on an interim basis.

2. Until further order of this Court to the contrary, any purchase, sale, abandonment or other transfer of equity interests in the Debtors in violation of the procedures set forth herein (including the notice requirements set forth in paragraph 3 below) shall be null and void ab initio as an act in violation of the automatic stay under 11 U.S.C. § 362.

3. The following interim procedures shall apply to trading in equity interests in RCN:

(a) Any person or entity who currently is or becomes a Substantial Equityholder (as defined in paragraph (e) below) shall file with this Court, and serve upon the Debtors and counsel to the Debtors, a notice of such status, in the form attached hereto as Exhibit 1A, on or before the later of (A) 40 calendar days after the effective date of notice of this Interim Order or (B) ten calendar days after becoming a Substantial Equityholder.

(b) Prior to effectuating any transfer, conversion or abandonment of any equity interest (including any option to acquire any equity interest, as defined in paragraph (e) below) which would result in either (x) an increase in the amount of equity interests of RCN beneficially owned (as defined in paragraph (e) below) by a Substantial Equityholder or (y) a person or entity becoming a Substantial Equityholder, such Substantial Equityholder, person or entity shall file with this Court, and serve on the Debtors and counsel to the Debtors, advance written notice, in the form attached hereto as Exhibit 1B,² of the intended transfer, conversion or abandonment of equity interests.

² A notice in the form of Exhibit 1B is hereinafter referred to as a "Notice of Intent to Purchase, Acquire or Otherwise Accumulate."

(c) Prior to effectuating any transfer, conversion or abandonment of any equity interest (including any option to acquire any equity interest, as defined in paragraph (e) below) which would result in either (x) a decrease in the amount of equity interests of RCN beneficially owned by a Substantial Equityholder or (y) a person or entity ceasing to be a Substantial Equityholder, such Substantial Equityholder, person or entity shall file with this Court, and serve on the Debtors and counsel to the Debtors, advance written notice, in the form attached hereto as Exhibit 1C,³ of the intended transfer, conversion or abandonment of any equity interest.

(d) The Debtors shall have 15 calendar days after receipt of a Notice of Proposed Transfer to file with this Court and serve on such Substantial Equityholder an objection to any proposed transfer, conversion or abandonment of any equity interest described in the Notice of Proposed Transfer on the grounds that such transfer, conversion or abandonment may adversely affect the Debtors' ability to utilize the Losses. If the Debtors file such an objection, such transaction shall not be effective unless approved by a final and nonappealable order of this Court. If the Debtors do not object within such 15-day period, such transaction may proceed solely as specifically set forth in the Notice of Proposed Transfer. Further transactions of a type specified herein beyond the scope of the Notice of Proposed Transfer must be the subjects of additional notices as set forth herein, with their own 15-day waiting periods.

(e) For purposes of this Interim Order:

³ A notice in the form of Exhibit 1C is hereinafter referred to as a "Notice of Intent to Sell, Trade, Convert, Abandon or Otherwise Transfer" (and, together with a Notice of Intent to Purchase, Acquire or Otherwise Accumulate, is collectively referred to as a "Notice of Proposed Transfer").

(i) "Substantial Equityholder" is 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;

(ii) "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

(iii) 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 an equity interest or similar interest, in each case, regardless of whether such interest or right is contingent or otherwise not currently exercisable.

4. A hearing to determine whether the procedures described in the Motion should be approved on a final basis will be held on June 22, 2004 at 10:00 a.m.

5. The Debtors shall serve the Interim Order and a notice of entry of Interim Order setting forth the procedures authorized herein substantially in the form attached hereto as Exhibit 2 (the "Notice of Interim Order") on (a) the Office of the United States Trustee for the Southern District of New York; (b) any committee appointed under Bankruptcy Code section 1102; (c) the general unsecured claimants listed in the Debtors' chapter 11 petitions, if no statutory committee of unsecured creditors has yet been appointed; (d) counsel for the Debtors' secured lenders (or agents in respect thereof, as

the case may be); (e) all known record holders of common or preferred stock of RCN; (f) the transfer agent(s) for any class or series of common or preferred stock of RCN; (g) counsel to the unofficial committee of noteholders; (h) the Securities and Exchange Commission; and (i) the Internal Revenue Service. The Interim Order and Notice of Interim Order shall be served via first class mail, postage prepaid. No further notice of entry of this Interim Order need be served by the Debtors.

6. Any transfer agent(s) for any class or series of common or preferred stock of RCN having notice hereof shall provide the Interim Order and Notice of Interim Order to all holders of such stock registered with such transfer agent(s). Any such registered holder shall, in turn, provide such Interim Order and Notice of Interim Order to any holder for whose account such registered holder holds such stock, and so on down the chain of ownership.

7. The Debtors shall serve the Motion and a notice of the Motion in substantially the form attached hereto as Exhibit 4 (the "Notice of Motion") on (i) the Office of the United States Trustee for the Southern District of New York; (ii) counsel for the Debtors' secured lenders (or agents in respect thereof, as the case may be); (iii) the transfer agent(s) for any class or series of common or preferred stock of RCN; (iv) counsel to the unofficial committee of noteholders; (v) the general unsecured claimants listed in the Debtors' chapter 11 petitions; (vi) the Securities and Exchange Commission; and (vii) the Internal Revenue Service. The Motion and Notice of Motion shall be served via first class mail, postage prepaid. No further notice of the Motion need be served by the Debtors.

8. Any person or entity or broker or agent acting on such person or entity's behalf who sells an aggregate amount of at least 500,000 shares of common stock of RCN or any shares of preferred stock of RCN (or an option with respect to common

or preferred stock of RCN) to another person or entity shall provide a copy of this Interim Order to such purchaser of such stock or to any broker or agent acting on such purchaser's behalf.

9. The requirements set forth in this Interim Order are in addition to the requirements of Rule 3001(e) of the Federal Rules of Bankruptcy Procedure and applicable securities, corporate and other laws, and do not excuse compliance therewith.

10. Notwithstanding the provisions of Bankruptcy Rules 6004(g), this Interim Order shall not be stayed for ten days after the entry hereof, but shall be effective and enforceable immediately upon issuance hereof.

11. The requirement of Local Bankr. R. 9013-1(b) that any motion filed shall be accompanied by a separate memorandum of law is satisfied by the Motion.

Dated: New York, New York
June 2, 2004

/s/ ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE