

EXHIBIT 1A

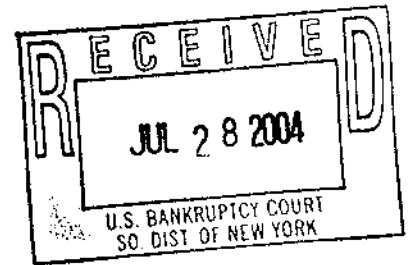
UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----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
500	1/21/02	CLASS A Common REIT Corp.

(Attach additional page if necessary)

PLEASE TAKE FURTHER NOTICE that the taxpayer identification number of [Name of Equityholder] is 0532 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,

S.S. HARRIS SURVIVOR'S TRUST
[Name of Equityholder]

By: Hilda Harris
Name: Hilda Harris
Title: TRUSTEE

Address: 237 MAINE AVE
CHERRY HILL, NJ

Telephone: (856) 429-2816 08002
Facsimile: _____

Date: 6/30/04

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 500 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 500 shares of RCN Stock or an option with respect to 500 shares of RCN Stock. If the Proposed Transfer is permitted to occur, [Name of Prospective Acquirer] will beneficially own 500 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 0532 (1294)

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,

S-S. HARRIS SURVIVOR'S TRUST
[Name of Prospective Acquirer]

By: Hilda Harris
Name: Hilda Harris
Title: TRUSTEE

Address: 237 Maine Ave
Cherry Hill NJ 08002

Telephone: 856 428-8792
Facsimile: _____

Date: 6/30/04

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 500 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 500 shares of RCN Stock or an option with respect to 500 shares of RCN Stock. If the Proposed Transfer is permitted to occur, [Name of Prospective Seller] will beneficially own 500 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 0532 (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,

S-S. HARRIS SURVIVOR'S TRUST
[Name of Prospective Seller]

By: Hilda Harris
Name: Hilda Harris
Title: TRUSTEE

Address: 237 Maine Ave
Cherry Hill NJ
08002

Telephone: 856 429-2816
Facsimile: _____

Date: 6/30/04

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

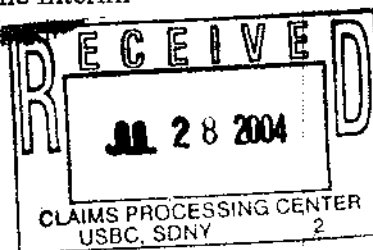
NOTICE OF INTERIM ORDER (A) ESTABLISHING NOTIFICATION PROCEDURES APPLICABLE TO SUBSTANTIAL HOLDERS OF EQUITY INTERESTS, (B) ESTABLISHING NOTIFICATION AND HEARING PROCEDURES FOR TRADING IN EQUITY INTERESTS AND (C) SCHEDULING FINAL HEARING THEREON

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 EQUITY INTERESTS OF RCN:



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

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.

(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").

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