

# **EXHIBIT D**

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Ing. Javier Bours Castelo  
( )

September 23, 2004

Mr. David C. McCourt  
Chairman and Chief Executive Officer  
RCN Corporation  
105 Carnegie Center  
Princeton, NJ 08540

Dear David:

I am writing on behalf of the Mexican shareholders (the "Controlling Shareholders") of Megacable, S.A. de C.V., and MCM Holdings S.A. (collectively, "Megacable"). As you know, during the past year we have watched the events that have affected RCN. Throughout this period, we have wanted to be as supportive as possible of your efforts to turn things around.

However, the Controlling Shareholders must also tend to business in Mexico and in the near future we expect to move forward with various business initiatives. As things have developed, RCN's continued ownership of minority stakes in two Mexican companies would appear to be increasingly far removed from its strategic focus.

For this reason, in light of our historically very cordial relationship with RCN, I have been authorized by the Controlling Shareholders to express their interest in purchasing 100% of RCN's equity stake in Megacable in an all cash transaction for an aggregate price of US\$125 million. This offer is subject, of course, to the negotiation of satisfactory documentation, and will expire at 5:00 PM EST, on October 7, 2004.

It would be in everyone's best interests for RCN to consider and respond to this proposal as promptly as possible. Indeed, we are making this proposal because, if RCN does not wish to proceed at this time, the Controlling Shareholders expect to deploy financial resources in other ventures, in which case a potential transaction might be "off the table" for some time. We want to stress that a transaction with us would close very quickly because: (a) we are authorized by the Secretaria de Comunicaciones y Transporte ("SCT"), the Mexican regulator in the cable industry, to operate a Cable TV company; and (b) the Controlling Shareholders are in a position to consummate a transaction without having to engage in due diligence with respect to Megacable.

We would appreciate hearing from you with respect to the foregoing at your earliest convenience. Please feel free to call myself or our investment bankers at JPMorgan (Moises Mainster: 212 622-0701).

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Sincerely,

  
Javier Bours (on behalf of Javier Bours and the  
other Controlling Shareholders)

cc: Ms. Deborah N. Royster, Esq.  
General Counsel and Corporate Secretary  
RCN Corporation

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