

ORIGINAL

RHYTHMS

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August 31, 2001

VIA HAND DELIVERY

Magalie Roman Salas
Secretary
Federal Communications Commission
445 Twelfth Street, SW, TW-A325
Washington, DC 20554

RE: Section 63.63 Application of Rhythms Links Inc.
Holder of Section 214 Authority (CCB/NSD File No. _____)

Dear Ms. Salas,

Pursuant to Section 214(a) of the Communications Act of 1934, as amended (the "Act"), 47 U.S.C. § 214(a), and Section 63.63 of the Commission's Rules, 47 C.F.R. § 63.63, Rhythms Links Inc. ("Rhythms Links") hereby requests authority for emergency discontinuance of service in all geographic areas throughout the United States in which Rhythms Links provides service. Rhythms Links holds blanket Section 214 authority to provide interstate telecommunications services.

On August 1, 2001, Rhythms NetConnections Inc. ("Rhythms") and all of its wholly-owned U.S. subsidiaries, including Rhythms Links, voluntarily filed for reorganization under Chapter 11 of the U.S. Bankruptcy Code in the Southern District of New York. Coincident with that filing, Rhythms issued a nationwide press release announcing the bankruptcy filing and describing Rhythms' Voting Agreement with the holders of more than 60 percent of the principal amount of Rhythms' notes. The Voting Agreement, among other things, provided that Rhythms would send a 31-day advance service termination notice to all customers on or before August 10, 2001 if (1) holders of at least two-thirds of the principal amount of Rhythms' notes became parties to the Voting Agreement, and (2) Rhythms did not receive an acceptable "going concern" bid. Rhythms Links promptly advised the Commission staff of the bankruptcy filing and of the service termination notice provisions of the Voting Agreement, including the possibility of service termination on or about September 10, 2001. At the same time, Rhythms filed a Current Report on Form 8-K with the Securities and Exchange Commission announcing the bankruptcy filing. Copies of the Voting Agreement and press release were attached as exhibits to the Form 8-K. The press release, coupled with personal telephone calls from Rhythms' management to all

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of Rhythms' and Rhythms Links' major customers and the Form 8-K, put all such customers on notice that operations might cease as soon as September 10, 2001, and that such customers should immediately pursue contingency plans.

No acceptable "going concern" bid was received and, on August 9, 2001, Rhythms Links sent a 31-day discontinuance notice to each of its customers via Federal Express overnight service (the "Service Termination Notice"). Included with the Service Termination Notice was a letter of authorization and authority ("LOA") and all technical circuit information necessary to quickly effect a transition of service to another carrier. Pursuant to Section 63.71 of the Commission's Rules, 47 C.F.R. §63.71, the Service Termination Notice also informed the recipients that:

The FCC will normally authorize this proposed discontinuance of service unless it is shown that customers would be unable to receive service or a reasonable substitute from another carrier or that the public convenience and necessity is otherwise adversely affected. If you wish to object, you should file your comments within 15 days after receipt of this notification.

According to this language, which was required by the Commission's rules, Rhythms Links' customers were properly given until August 25, 2001 to object to the proposed discontinuance of service. As described below, however, the Commission's public notice inconsistently granted objectors until September 7, 2001 to comment.

On August 10, 2001, Rhythms issued another nationwide press release announcing the September 10 discontinuance date and Rhythms Links submitted an application pursuant to Section 63.71 for permanent authority to discontinue service. Rhythms Links indicated in its application that its planned date of discontinuance of service was September 10, 2001. Rhythms Links advised the Commission staff of the filing and again advised the staff of the September 10 planned service discontinuance date and emphasized the need for the Commission to promptly issue a public notice of the application. The Commission did not, however, issue a public notice seeking comment on the application until two weeks later, on August 24, 2001. In that public notice, the Commission established a comment deadline of September 7, 2001, the Friday prior to the September 10 discontinuance date.

Pursuant to the sales procedures approved by the Bankruptcy Court, the date for interested third parties to submit bids for all or parts of Rhythms' network is September 7th (the same day as the comment deadline established by the Commission's public notice), the date for the auction of the Company's assets is Tuesday, September 11, 2001, and a hearing to approve the winning bid is scheduled for September 17th.

Rhythms Links is continuing to pursue all available avenues to avoid interruption of service to its customers. It is continuing negotiations with potential purchasers, and if those negotiations are successful, one or more of those parties will submit a bid for the network on or before September 7th (which bid must include a plan of financing to fund network operations until the sale is closed), Rhythms will accept one of those bids and there will no disruption of

service to customers in one or more of the affected markets. Rhythms Links has also established a team of sales engineers to work with potentially affected customers to assist them in identifying alternative service providers and, upon customer request, contacting alternative service providers to attempt to expedite the service transition. The sales engineering team has been assisting in these efforts since August 10th, and continues to do so on a daily basis. The September 10th date is rapidly approaching and the Commission staff has indicated that it will not act upon Rhythms Links' Section 63.71 application before that date.¹

Accordingly, Rhythms Links is submitting this request for emergency discontinuance authority pursuant to Section 63.63, to be effective from September 10, 2001 until such date as the Commission grants permanent discontinuance authority.

Per Section 63.63 of the Commission's rules, and in support of this request, Rhythms Links provides the following:

1. "The effective date of such discontinuance, reduction or impairment, and the identification of the service area affected"

Absent receipt of an acceptable going concern bid, the effective date of Rhythms Links' discontinuance of service is September 10, 2001. Unless the ongoing negotiations with potential purchasers are successfully concluded prior to that date, all geographic areas in which Rhythms Links currently provides service (potentially as many as 33 geographic markets) will be affected by the discontinuance. Importantly, Rhythms Links does not intend to begin physically disconnecting circuits or issuing specific disconnection requests to any of the third parties (ILECs, WorldCom, Cisco, etc.) on whom Rhythms Links relies to provide its network services. Rather, Rhythms and Rhythms Links have filed motions with the Bankruptcy Court to reject the executory contracts relating to Rhythms Links' network operations ("Network Contracts") effective at 11:59 p.m. on September 11, 2001, barring receipt of an acceptable going concern bid. The first motion has already been granted and the other motion is on file. The actual cessation of service will occur when the counter-parties to the Network Contracts (ILECs, WorldCom, Cisco, etc.) actually begin to "pull the plug" on the services they provide to Rhythms Links. Hence, the date on which customers actually lose service is not controlled entirely by Rhythms Links, but by many third parties, including some that filed objections with the Commission.

2. "The nature and estimated duration of the conditions causing the discontinuance, reduction or impairment"

The emergency discontinuance of Rhythms Links' service will continue until such time as the Commission grants Rhythms Links' pending request for permanent discontinuance authority. Under federal Bankruptcy Law, Rhythms has a fiduciary obligation to

¹ The Commission staff has informally advised Rhythms and its outside counsel of the staff's view that certain of the Commission's rules (i.e. Sections 1.764 and 63.53(b)) preclude any action on the merits of the pending application for permanent discontinuance earlier than 31 days following the issuance of the August 24 public notice (i.e., no earlier than September 24, 2001).

maximize the value for its creditors and interest holders. Consistent with its fiduciary duties, Rhythms Links determined that providing the 31-day advance service termination notice, as contemplated by the Voting Agreement negotiated with Rhythms' bondholders, while at the same time attempting to sell the network as a going concern, appropriately balanced the competing goals of preserving assets of the bankruptcy estates and obtaining a bid to purchase the network as a going concern. Continuation of service beyond the 31-day notice period may violate the debtors' obligations to their bankruptcy estates by continuing to fund businesses that lose substantial amounts of money and through an open and notorious market process, have been found to have no positive value.

3. "The facts showing that such conditions could not reasonably have been foreseen by the carrier in sufficient time to prevent such discontinuance, reduction or impairment"

The current conditions requiring emergency discontinuance of service could not have been reasonably foreseen by Rhythms Links. Rhythms did foresee, and forewarn the public of the possible need to discontinue service on September 10, 2001 as early as August 1, 2001. The nationwide press release announcing the August 1 bankruptcy filing described the proposed termination notice. The Current Report on Form 8-K did the same. On August 9, the day that a decision was reached, Rhythms Links sent notice via Federal Express overnight delivery to each of its customers of the planned service discontinuance.² Rhythms Links included in the notice the language prescribed in Section 63.71, advising customers: "If you wish to object, you should file your comments within 15 days after receipt of this notification."³ This FCC-mandated language has provided both Rhythms Links' customers and the Commission ample time to explore the issue and resolve it accordingly. Rhythms Links could not reasonably have foreseen that there would be a two-week delay in issuance of a public notice of the filing of its discontinuance application and that the Commission staff would also interpret the rules as barring action on the merits of the permanent discontinuance application prior to the 31st day following the issuance of that public notice, or September 24, 2001.

4. "A description of the service involved"

All of Rhythms Links' high speed data services, including virtual private network service and Internet access service, are potentially affected by the discontinuance. It is evident from the comments that most of Rhythms Links' customers use these services primarily for Internet access.

5. "The nature of service which will be available or substituted"

² Unlike other DSL carriers, such as NorthPoint, that provided the Commission and customers with little or no notice prior to service termination and the filing of emergency discontinuance petitions, Rhythms took the extra steps of issuing two nationwide press releases, issuing a Current Report on Form 8-K with the SEC, contacting the largest customers by phone, sending notice to all potentially affected customers via overnight delivery 31 days prior to the scheduled termination date, and keeping the Commission staff apprised of all significant developments.

³ The adequacy of this notice is evidenced by the fact that all but two of the customer objections forwarded to Rhythms Links by the Commission have been dated on or before August 24, 2001.

To the extent that Rhythms Links' customers require DSL, DSL services are generally available from the incumbent local exchange carriers ("ILECs"). DSL services are also available from a number of regional DSL providers not affiliated with the ILECs.⁴ Indeed, in a recent case involving another DSL provider in bankruptcy, the Commission granted discontinuance authority where virtually no prior notice was given to the Commission or to customers, concluding that "most customers are likely to be able to obtain substitute service." NorthPoint Communications, Inc. NSD File No. W-P-D-488 (DA 01-1234), Rel. May 23, 2001.

6. "The effect upon rates to any person in the community"

The effect upon customers' rates is dependent upon a number of factors, including customer usage and bandwidth requirements, and the rates charged by alternative providers of service. Rhythms Links believes that nearly all of its customers will be able to arrange for service with alternative providers at market-based rates.

7. "The efforts made and to be made by applicant to restore the original service or establish comparable service as expeditiously as possible"

As previously noted, Rhythms Links is continuing to pursue all available avenues to avoid interruption of service to its customers. It is continuing negotiations with potential purchasers, and if those negotiations are successful, there will be no disruption of service to customers in one or more of the affected markets. On August 9, 2001 Rhythms Links established a team of sales engineers to work with potentially affected customers to assist them in identifying alternative service providers and, upon customer request, contacting alternative service providers to attempt to expedite the service transition. This team has worked tirelessly to provide all reasonable assistance requested by transitioning customers.

Rhythms is currently funding, with court approval on a secured and superpriority basis, the operations of its debtor-subidiaries, including Rhythms Links. The daily cash operating losses incurred by Rhythms Links are approximately \$525,000. In the event that no bid to purchase the network as a going concern is received by September 7, 2001, Rhythms Links intends to discontinue service as of September 10, 2001.

In light of Rhythms' fiduciary duties to its creditors and interest holders, there can be no assurance that Rhythms will continue to fund these operating losses after the auction on September 11, 2001 and thus there can be no assurance that Rhythms Links will be able to continue operations beyond that date.

Additionally, if service is not terminated at that time, certain creditors (i.e., the creditors that benefit from continued service) would be preferred in the bankruptcy at the expenses of


⁴ Depending upon the customers' locations, and upon their usage and bandwidth requirements, other substitute broadband services may be available, including but not limited to the following: ISDN, 56 and 64 kbps DDS circuits, fractional T1, DS1, cable modem, frame relay, fiber, fixed wireless and satellite services.

other creditors (such as creditors that provided funded debt). That would violate the fundamental bankruptcy policy of equality of distribution among similarly situated creditors.

Finally, it is inconsistent with Rhythms' and Rhythms Links' fiduciary obligations to their bankruptcy estates for them to continue to operate after they have determined that such operations are not in the best interests of their bankruptcy estates. Forcing a debtor to remain in business is contrary to the provisions of the Bankruptcy Code⁵. Indeed, Rhythms Links believes that the Bankruptcy Code provides it with an absolute right to cease operations. Rhythms Links respectfully submits that, in balancing the interests at stake, the Commission should consider the requirements of the Bankruptcy Code. Rhythms Links therefore respectfully requests that the Commission grant this emergency petition for discontinuance of service effective September 10th.

Please do not hesitate to contact me, or our outside regulatory counsel, Jeffrey Blumenfeld, of Blumenfeld & Cohen (202-955-6300) should you have any questions.

Respectfully submitted,



Frank V. Paganelli
Vice President
Rhythms Links Inc.

cc: Jon Minkoff

⁵ Rhythms and Rhythms Links reserve all of their rights under Title 11, United States Code or any other applicable insolvency law, and nothing contained herein shall be construed as a waiver of such rights.

CERTIFICATE OF SERVICE

I, Jeffrey Dobson hereby certify that on this 31st day of August, 2001, I have served a copy of the foregoing document via hand delivery and U.S. Mail, postage pre-paid, to the following:


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