

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re :
: Chapter 11 Case Nos.
RHYTHMS NETCONNECTIONS INC., et al., : **01- 14283 (BRL)**
: **through**
Debtors. : **01- 14287 (BRL)**
:
:
-----X **(Jointly Administered)**

NOTICE OF HEARING TO CONSIDER APPROVAL OF DISCLOSURE STATEMENT WITH RESPECT TO JOINT PLAN OF LIQUIDATION OF DEBTORS UNDER CHAPTER 11 OF THE BANKRUPTCY CODE

NOTICE IS HEREBY GIVEN THAT:

Rhythms NetConnections, Inc., Rhythms Links Inc., Rhythms Links Inc. – Virginia, RCanada, Inc., and Rhythms Leasing Inc. (collectively, the “Debtors”), as debtors in possession, filed with the United States Bankruptcy Court for the Southern District of New York (the “Court”) a proposed Debtors’ Joint Plan of Liquidation Under Chapter 11 of the Bankruptcy Code, dated November 28, 2001 (the “Plan”) and a proposed Debtors’ Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code relating to the Plan, dated November 28, 2001 (the “Disclosure Statement”).

PLEASE TAKE FURTHER NOTICE that:

1. A hearing (the “Hearing”) will be held before the Honorable Burton R. Lifland, United States Bankruptcy Judge for the Southern District of New York on January 8, 2002 commencing at 10:00 a.m. (Eastern Time), or as soon thereafter as counsel may be heard, to consider the entry of an order, among other things, finding that the Disclosure Statement contains “adequate information” within the meaning of section 1125 of the Bankruptcy Code and approving the Disclosure Statement.
2. The Disclosure Statement and Plan are on file with the Clerk of the Bankruptcy Court (the “Clerk”) and may be examined by interested parties at the office of the Clerk of the Court, One Bowling Green, New York, New York, and may be reviewed during the Court’s regular business hours. In addition, copies are accessible through the Electronic Case Filing System at www.nysb.ucourts.gov, the official website for the Bankruptcy Court, by registered users of the Bankruptcy Court’s case filing system. In addition, copies can be obtained by

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contacting Innisfree M&A Incorporated at (877) 750-2689 or Bankruptcy Services, LLC at (212) 376-8494.

3. Responses and objections, if any, to the approval of the Disclosure Statement or any of the other relief sought by the Debtors in connection with approval of the Disclosure Statement, must (i) be in writing, (ii) state the name and address of the objecting or responding party and the nature of the claim or interest of such party, (iii) state with particularity the basis and nature of any objection or response and include, where appropriate, proposed language to be inserted in the Disclosure Statement to resolve any such objection or response, and (iv) be filed, together with proof of service, with the Court and served so as to be **actually received** on or before 4:00 p.m. (Eastern Time) on January 3, 2002, by:

RHYTHMS NETCONNECTIONS, INC.
9100 East Mineral Drive
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Attorneys for Ad Hoc Committee

OFFICE OF THE UNITED STATES TRUSTEE
33 Whitehall Street, 21st Floor
New York, New York 10004

4. **IF ANY OBJECTION TO THE DISCLOSURE STATEMENT IS NOT FILED AND SERVED STRICTLY AS PRESCRIBED HEREIN, THE OBJECTING PARTY MAY BE BARRED FROM OBJECTING TO THE ADEQUACY OF THE DISCLOSURE STATEMENT AND MAY NOT BE HEARD AT THE HEARING.**
5. Upon approval of the Disclosure Statement by the Bankruptcy Court, holders of claims against the Debtors who are entitled to vote on the Plan will receive a copy of the Disclosure Statement, the Plan, and various documents related thereto, unless otherwise ordered by the Bankruptcy Court.
6. The Hearing may be adjourned by the Debtors from time to time without further notice to creditors or parties in interest other than by an announcement in Bankruptcy Court of such adjournment on the date scheduled for the Hearing.

Dated: New York, New York
November 30, 2001

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DEBTORS IN POSSESSION