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November 18, 1999

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Jerry Hendrix
Senior Director
BellSouth Interconnection Services
BellSouth Telecommunications, Inc.
675 West Peachtree Street, NE
Atlanta, GA 30375

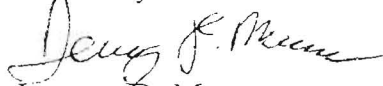
Dear Mr. Hendrix:

We represent Rhythms Links Inc. f/k/a ACI ("Rhythms"), a CLEC either providing or with plans to provide service in **Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina and Tennessee.** This letter constitutes Rhythms' formal request under sections 251 and 252 of the Telecommunications Act of 1996 to begin good faith negotiation of an interconnection agreement for line sharing or an amendment to its existing interconnection agreements with **BellSouth** for these states to provide for line sharing.

Rhythms seeks to negotiate in the most expeditious possible manner, and would therefore like to negotiate on a regional basis, as well as to ensure that an agreement is in place that would permit Rhythms to offer services over shared lines no later than six (6) months from the date of this letter. Rhythms negotiators will have authority to bind the company, and we expect that the **BellSouth** negotiators will similarly have the authority to bind **BellSouth.**

As time is of the essence for this amendment, we are prepared to meet within the next few days and would therefore appreciate a written response to this letter no later than November 23, 1999.

Sincerely,


Jeremy D. Marcus

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**cc: Ms. Tricia Wanner (via facsimile and Federal Express)
Ms. Mary Jo Peed (via facsimile and Federal Express)
BellSouth Telecommunications, Inc.**

**Alabama Public Service Commission
Florida Public Service Commission
Georgia Public Service Commission
Kentucky Public Service Commission
Louisiana Public Service Commission
Mississippi Public Service Commission
North Carolina Utilities Commission
Tennessee Regulatory Authority**