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Tallahassee, Florida 32301-1556

Marshall M. Criser III
Regulatory Vice President

RECORDS AND
REPORTING

February 4, 2000

Mrs. Blanca S. Bayo
Director, Division of Records and Reporting
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399

000143-TP

Re: Approval of an Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. ("BellSouth") and Rhythms Links, Inc. pursuant to Sections 251, 252 and 271 of the Telecommunications Act of 1996

Dear Mrs. Bayo:

Pursuant to section 252(e) of the Telecommunications Act of 1996, BellSouth and Rhythms Links, Inc. are submitting to the Florida Public Service Commission an amendment to their negotiated agreement for the interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to Rhythms Links, Inc. The Commission approved the initial agreement between the companies in Order No. PSC-99-0630-FOF-TP issued April 2, 1999 in Docket 990146-TP.

Pursuant to section 252(e) of the Act, the Commission is charged with approving or rejecting the negotiated agreement between BellSouth and Rhythms Links, Inc. within 90 days of its submission. The Act provides that the Commission may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity. Both parties aver that neither of these reasons exist as to the agreement they have negotiated and therefore, are very hopeful that the Commission shall approve their agreement.

Very truly yours,

Marshall M. Criser III

Regulatory Vice President

(2)

DOCUMENT NUMBER-DATE

01631 FEB-48

FPSC-RECORDS/REPORTING

ATTACHMENT TO TRANSMITTAL LETTER

The Amendment entered into by and between ACI Corp. and BellSouth Telecommunications, Inc., dated 12/13/1999, for the states of Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee consists of the following:

ITEM	NO. PAGES
Amendment	1
TOTAL	1

**FIRST AMENDMENT TO
INTERCONNECTION AGREEMENT
By and Between
BELLSOUTH TELECOMMUNICATIONS, INC.
AND
ACI CORP.
DATED January 8, 1999**

Pursuant to this Agreement, (the "Amendment"), Rhythms Links Inc. f/k/a ACI Corp. and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between ACI Corp. and BellSouth dated January 8, 1999 ("Interconnection Agreement").

NOW THEREFORE, in consideration of the mutual promises and covenants contained herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. ACI Corp. has changed the name of said business to Rhythms Links Inc., a Delaware corporation. The Interconnection Agreement is hereby amended to reflect the name change.
2. All of the other provisions of the Interconnection Agreement, dated January 8, 1999 shall remain in full force and effect.
3. Either or both of the Parties may submit this Amendment to each Public Service Commission for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their respective duly authorized representatives as of the date indicated below.

Rhythms Links Inc

By: Eric A. Geiss

Name: Eric Geiss

Title: Secretary

Date: 12/8/99

BellSouth Telecommunications, Inc.

By: Jerry Hendrix

Name: Jerry Hendrix

Title: Senior Director-Interconnection Services

Date: 12/13/99