

PUBLIC UTILITIES COMMISSION OF OHIO
LOCAL EXCHANGE CARRIER
REGISTRATION FORM
EFFECTIVE: July 15, 1997

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In the Matter of the Application of Rhythms Links Inc.)
to Abandon all Services and to Cancel Its Certificate of) Case No. 01-2076-TP-ABN
Public Convenience and Necessity.)

Name of Registrant(s) Rhythms Links Inc.
Address of Registrant(s) 9100 E. Mineral Circle, Englewood CO 80112; (303) 876-2704
Contact Person(s) Douglas Hsiao (Phone- 303-876-2704); (Fax- 303-476-2272)
Date August 13, 2001 TRF Docket No. 90-9070-TP-TRF

Motion for protective order included with filing? Yes, No
Request for waiver(s) included with filing? Yes, No

NOTE: This form must accompany all applications filed by NECs. ILECs should utilize the appropriate form based on each ILEC's currently applicable regulatory framework. However, an ILEC must use this form if it has been granted tariff filing parity pursuant to Section VI.L. of the guidelines established in Case No. 95-845-TP-COI, or if the ILEC is filing an ARB or NAG case pursuant to the guidelines established in Case No. 96-463-TP-UNC. It is preferable not to combine different types of filings, but if you do so, you must file under the process with the longest applicable review period.

I. Indicate the reason for submitting this form (check only one):

- 1. (AAC) Application to Amend Certificate to expand Serving Area (30-day approval, 7 copies)
- 2. (ABN) Abandonment of all Services (NOT automatic, 10 copies)
- 3. (ACE) New Operating Authority (60-day approval, 7 copies)
- 4. (ACO) Application to Change Ownership (30-day approval, 10 copies)
- 5. (ACN) Application to Change Name (30-day approval, 10 copies)
- 6. (AEC) Application to Establish, Revise, or Cancel a Contract (30-day approval, 7 copies)
 - End User Carrier-to-carrier Contract Amendment to an agreement approved in a NAG or ARB case
- 7. (AMT) Merger (NOT automatic, 10 copies)
- 8. (ARB) Application for Arbitration (see 96463-TP-COI for applicable process, 15 copies)
- 9. (ATA) Application for Tariff Amendment (Automatic timeframes vary with type of ATA filing -- see below)
 - a. New End User Service which has been preceded by a 30-day prefiling with Staff and OCC (0-day filing, 10 copies)
 - b. New Carrier-to-Carrier Service which has been preceded by a 30-day prefiling with Staff and OCC (0-day filing, 10 copies)
 - c. Change in Terms and Conditions (30-day approval, 10 copies)
 - d. Withdrawal of Service (30-day approval, 10 copies)
 - e. Filing at Staff's Direction (30-day approval, 10 copies)
 - f. Initial Carrier-to-Carrier Services Tariff subsequent to ACE approval (60-day approval, 10 copies)
- 10. (ATC) Application to Transfer Certificate (NOT automatic, 7 copies)
- 11. (ATR) Application to Conduct a Transaction Between Utilities (NOT automatic, 10 copies)
- 12. (NAG) Negotiated Interconnection Agreement Between Carriers (0-day effective, 90-day approval, 15 copies)
- 13. (UNC) Unclassified (explain) _____ (NOT automatic, 15 copies)
- 14. Other (explain) _____ (NOT automatic, 15 copies)

THE FOLLOWING ARE TRF FILINGS ONLY, NOT NEW CASES (0-day notice, 3 copies)

- 15. Introduction or Extension of Promotional Offering
- 16. New Price List Rate for Existing Service
- 17. Designation of Registrant's Process Agent(s)
- 18. Update to Registrant's Maps

II. Indicate which of the following exhibits have been filed. The numbers (corresponding to the list above) indicate, at a minimum, the types of cases in which the exhibit is required:

This is to certify that the images appearing are an accurate and complete reproduction of a case file document delivered in the regular course of business
Technician T.M.A.C. Date Processed 8.13.01

- A copy of registrant's proposed tariffs. (Carrier-to-Carrier resale tariff also required if facilities-based) (3)
- Statement affirming that the registrant has notified the Ohio Department of Taxation of its intent to conduct operations as a telephone utility in the State of Ohio. (3)
- List of names, addresses, and phone numbers of officers and directors, or partners. (3,4,7,10)
- Brief description of service(s) proposed. (3)
- Explanation of whether applicant intends to provide resold services, facilities-based services, or both resold and facilities-based services. (3)
- Explanation as to whether NEC currently offers IXC services under separate CTS authority, and whether it will be including those services within its NEC filing, or maintaining such IXC services under a separate affiliate. (3)
- Explanation of how the proposed services in the proposed market area are in the public interest. (3)
- Description of the proposed market area. (3)
- Description of the class of customers (e.g., residence, business) that the applicant intends to serve. (3)
- Documentation attesting to the applicant's financial viability, including, at a minimum, a pro forma income statement and a balance sheet. If the pro forma income statement is based upon a certain geographical area(s) or information in other jurisdictions, please indicate. (3)
- Documentation attesting to the applicant's technical expertise relative to the proposed service offering(s) and proposed service area. (3)
- Explanation of the applicant's managerial expertise relative to the proposed service offering(s) and proposed service area. (3)
- Documentation indicating the applicant's corporate structure and ownership. (3)
- Information regarding any similar operations in other states. (3)
- Verification that the applicant will maintain local telephony records separate and apart from any other accounting records in accordance with the USOA. (3)
- Verification of compliance with any affiliate transaction requirements. (3)
- Letters requesting negotiation pursuant to Sections 251 and 252 of the Telecommunications Act of 1996 and a proposed timeline for construction, interconnection, and offering of services to end users. (3,8, 10)
- Copy of superseded tariff sheet(s) & price list(s), if applicable, marked as (1-2,4,6,8-10,12-15) **Not Applicable**
- Copy of revised tariff sheets & price lists, marked as (1-2,4,6,8-10,12-15) **Exhibit B**
- Specify which notice procedure has been utilized: real time; or newspaper. NOTE: Price list increases must be within an approved range of rates. (8-9,15)
- Copy of real time or newspaper notice which has been provided to customers. (2,4,6,9c-f, 10, 15) **Exhibit C**
- Copy of customer education and information material for new residential services. (8)
- Description of and rationale for proposed tariff changes, including a complete description of the service(s) proposed or affected. Specify for each service affected whether it is business; residence; or both. Also indicate whether it is a switched or dedicated service. Include this information in either the cover letter or Exhibit A. (1-2,4-6,9-10,12-15)
- Explanation as to which service areas company currently has an approved interconnection or resale agreement. (1,3, 9)
- Explanation as to whether rates are derived through (check all applicable): interconnection agreement, retail tariffs, or resale tariffs. (3)
- List of Ohio counties or exchanges the applicant intends to serve within 24 months of obtaining authorization. (1,3)
- List of Ohio counties specifically involved or affected. (2,4,6,9-10,12) **Exhibit D**
- Certification from Ohio Secretary of State as to party's proper standing (domestic or foreign corporation, authorized use of fictitious name, etc.). (3,4,6,9c-f,10) In transfer of certificate cases, the transferee's good standing must be established.
- Maps depicting the proposed serving and calling areas of the applicant. (1,3,7,10)
 - If Mirroring ILEC** exchanges for both serving area and local calling areas: • *Serving area* must be clearly reflected on an Ohio map attached to tariffs and textually described in tariffs by noting that it is reflecting a particular ILEC/NEC territory, and listing the involved counties. • *Local calling areas* must be clearly reflected on an Ohio map attached to the tariffs, and/or clearly delineated in tariffs, including a complete listing of each exchange being served and all exchanges to which local calls can be made from each of those exchanges.
 - If Self-defining** serving area and/or local calling area as an area other than that of the established ILEC exchange(s): • *Serving Area* must be clearly reflected on an Ohio map attached to the tariffs, and textually described in tariffs by listing the involved counties. • *Local Calling Areas* must be described in the tariff through textual delineation and dear maps. Maps for self-defined serving and local calling areas are required to be traced on United States Geological Survey topography maps. These maps are the Standard Topographic Quadrangle maps, 7.5 minute 1:24,000.
- Other information requested by the Commission staff. Explanation of transaction. **Exhibit A**

III. Registrant hereby attests to its compliance with the following requirements in the Service Requirements Form, as well as all pertinent entries and orders issued by the Commission with respect to these issues. Further, registrant hereby affirms that it will maintain with its TRF docket an up-to-date, properly marked, copy of the Service Requirements Form available for public inspection.

Mandatory requirements for all basic local exchange providers:

- Sales tax
- Deposits
- Disconnection of Service
- 1+

Service requirements for a NEC's provision of certain services (check all applicable): N/A - already in the tariff

- Discounts for Persons with Communication Disabilities and the Telecommunication Relay Service
- Emergency Services Calling Plan
- Alternative Operator Service (AOS) requirements
- Limitation of Liability Language
- Termination Liability Language
- Service Connection Assistance (SCA) and Telephone Service Assistance (TSA)
- Resale of Service [Required for facilities-based NECs]
- Local Number Portability [Required for facilities-based]

IV. List names, titles, phone numbers, and addresses of those persons authorized to make and/or verify filings at the Commission on behalf of the applicant:

Sally W. Bloomfield, Attorney, 614-227-2368, Bricker & Eckler LLP, 100 S. Third St., Columbus OH 43215-4219
Douglas Hsiao, Rhythms Links Inc., 9100 E. Mineral Circle, Englewood CO 80112; (303) 876-2704

NOTE: An annual report is required to be filed with the Commission by each company on an annual basis. The annual report form will be sent for completion to the address and individual(s) identified in this Section unless another address or individual is so indicated.

V. List names, titles, phone numbers, and addresses of those persons authorized to respond to inquiries from the Consumer Services Department on behalf of the applicant regarding end-user complaints:

Sally W. Bloomfield, Attorney, 614-227-2368, Bricker & Eckler LLP, 100 S. Third St., Columbus OH 43215-4291
Douglas Hsiao, Rhythms Links Inc., 9100 E. Mineral Circle, Englewood CO 80112; (303) 876-2704

VERIFICATION

I, Sally W. Bloomfield, local counsel, verify that I have utilized, verbatim, the Commission's Local Exchange Carrier Registration Form effective July 15, 1997 and that all of the information submitted here, and all additional information submitted in connection with this case is true and correct to the best of my knowledge.

Sally W. Bloomfield August 13, 2001
(Signature)* (Date)

* A verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.

Send your completed Registration Form, including all required attachments as well as the required number of copies, to:

Public Utilities Commission of Ohio
Attention: Docketing Division
180 East Broad Street
Columbus, OH 43215-3793

LIST OF EXHIBITS

- | | |
|-----------|--|
| EXHIBIT A | Application for Approval to Abandon Service and Cancel Certificate of Public Convenience and Necessity |
| EXHIBIT B | Cancellation of Tariff |
| EXHIBIT C | Customer Notice |
| EXHIBIT D | List of Counties Affected |

EXHIBIT A

**Application for Approval to Abandon Service and Cancel Certificate of Public
Convenience and Necessity**

Attached

**BEFORE
THE PUBLIC UTILITIES COMMISSION OF OHIO**

In the Matter of the Application of **Rhythms Links Inc.**)
to Abandon all Services and to Cancel Its Certificate of) Case No. 01-2076-TP-ABN
Public Convenience and Necessity.)

**RHYTHMS LINKS INC.'S
NOTICE OF DISCONTINUANCE OF SERVICE**

Pursuant to the rules of this Commission, Rhythms Links Inc. ("Rhythms") respectfully submits the following notice of discontinuance of telecommunications service to its customers. Rhythms is a provider of digital subscriber line ("DSL") broadband services in the state of Ohio. It obtained its certificate of public convenience and necessity on March 23, 1999 in Case No. 98-1246-TP-ACE (Certificate No. 90-9070) to provide local exchange and interexchange telecommunications services.

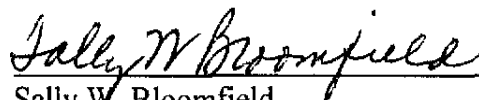
Because of severe financial difficulties, on August 1, 2001, Rhythms filed a petition seeking protection under Chapter 11 of the Bankruptcy Code in United States Bankruptcy Court. *See In re Rhythms NetConnections Inc. et al.*, Nos. 01-14283 (BRL) through 01-14287 (BRL) (filed Aug. 1, 2001 S.D.N.Y.). As part of the filing, Rhythms entered into a Voting Agreement ("the Agreement") with holders of more than 60 percent of the principal amount of the Company's notes (the "Consenting Noteholders"), establishing an agreed-upon process for reorganizing the Company or, if that could not be accomplished, liquidating the Company. The Consenting Noteholders agreed to allow Rhythms until August 10, 2001 to seek additional financing and receive bids to remain as a "going concern." Rhythms agreed to begin the liquidation of its assets by discontinuing service to customers if the Company did not receive an

acceptable "going concern" bid on or before August 10, 2001. As Rhythms has been unable to develop a viable plan for reorganization, discontinuation of service is necessary.

Therefore, pursuant to the above described Agreement on file with the Bankruptcy Court, Rhythms is required terminate services to its approximately 4,071 of whom approximately ___% are residential customers by September 10, 2001. Rhythms is therefore providing notice to each of its customers in the state of Ohio that it intends to discontinue service as of September 10, 2001.

As part of this notice to customers, Rhythms is including the following: (1) Termination of Service date; (2) Letter of Authorization ("LOA"); (3) Circuit identification data, including collocation wiring location data known as connecting facility assignment or "CFA"); (4) a referral, if available, to carrier or carriers that will accept the customer's request to migrate service; and (5) information where the customer may seek assistance or lodge a complaint. A sample of the notice is attached as Exhibit C. With this information, customers will have all the information necessary to find an alternative service provider and migrate the service to that provider prior to the Termination of Service date.

Respectfully submitted,
RHYTHMS LINKS INC.



Sally W. Bloomfield
BRICKER & ECKLER LLP
100 South Third Street
Columbus, OH 43215-4291
(614) 227-2368

Of Counsel:

Douglas Hsiao
Rhythms Links Inc.
9100 E. Mineral Circle
Englewood CO 80112
(303) 876-2704

EXHIBIT B

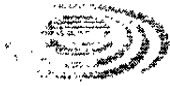
Cancelled Tariff

Following the Commission's approval of the Application Rhythms Links Inc. will file a cancellation supplement to its effective tariff on file with the Commission.

EXHIBIT C

Customer Letter

Attached



RHYTHMS™

VIA FEDERAL EXPRESS

August 9, 2001

«Company»
«Address1»
«Address2»
«City», «State» «ZIP»

Re: Discontinuance of Service and Letter of Authorization ("LOA")

To Whom It May Concern:

As you are likely aware, on August 1, 2001, Rhythms voluntarily filed for reorganization under Chapter 11 of the U.S. Bankruptcy Code in the Southern District of New York. For many months Rhythms has been exploring ways to restructure the company in order to continue to provide you with DSL solutions. It has unfortunately become clear that such a restructuring is not possible at this time. Accordingly, and in order to satisfy the Company's federal bankruptcy and corporate law obligations, we must discontinue service to our customers.

Please treat this letter as your company's formal notice that Rhythms plans to cease to provide all service nationwide as of **September 10, 2001**.

In order for you to find alternative broadband solutions, this letter grants full and complete authority and authorization for: (a) you or your designee to arrange for each and every unbundled loop identified on Attachment A ("Identified Loops") to be transferred to the broadband service provider of your choice ("Alternative Service Provider"), and (b) the Incumbent Local Exchange Carrier ("ILEC") from whom Rhythms is currently leasing the Identified Loops to cooperate, initiate, and expeditiously complete the migration of such loops to the Alternative Service Provider's network.

The Identified Loops are described by ILEC circuit ID, and include CFA and cable and pair assignments. If the Alternative Service Provider requires any additional information from the ILEC regarding the Identified Loops, this letter hereby grants the ILEC the right to provide the Alternative Service Provider all such information.

The FCC will normally authorize this proposed discontinuance of service unless it is shown that customers would be unable to receive service, find 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. Address them to the Federal Communications Commission, Washington, DC 20554, referencing the Sec. 63.71 application of Rhythms Links Inc. Comments should include specific information about the impact of this proposed discontinuance upon you or your company, including any inability to acquire reasonable substitute service. We regret having to take these steps.

Sincerely,
RHYTHMS
Enclosures

EXHIBIT D

List of Ohio Counties Affected

Butler
Clark
Cuyahoga
Delaware
Fairfield
Fayette
Franklin
Greene
Hamilton
Hancock
Lake
Miami
Montgomery
Portage
Summit
Union
Warren