



July 13, 2007

Rob Heath, EVP  
American Fiber Network, Inc.  
9401 Indian Creek Pkwy, St. 140  
Overland Park, KS 66210  
(913)338-2658

Dear Mr. Heath:

We have received your request that, under Section 252(i) of the Telecommunications Act of 1996, American Fiber Network, Inc. ("AFN") wishes to adopt, in its entirety, the terms of the Interconnection Agreement and any associated amendments, if applicable, (the "Underlying Agreement") between 360networks (USA) inc. and Qwest Corporation ("Qwest"), that was approved by the Commission on April 17, 2006, as an effective agreement in the State of North Dakota. AFN is incorporated in the State of Delaware. We understand you have a complete copy of the Underlying Agreement.

By their respective signatures below, Qwest and AFN ("the Parties") intend that this letter serve as their agreement ("Letter Agreement") for AFN to adopt the Underlying Agreement under the following terms and conditions:

1. The Parties shall request the Commission to expedite its review and approval of this Letter Agreement. This Letter Agreement shall become effective upon such approval. If for some reason the Commission rejects all or part of the Letter Agreement, either party may at its option declare the remainder of the Agreement void and be excused from any performance thereunder. Upon Commission approval, this new Agreement shall replace the Parties existing Interconnection Agreement, which shall then be considered, terminated. This Letter Agreement is not intended to address or affect the existing Commercial Agreements for Qwest High Speed Internet Service and Qwest Local Services Platform, which shall remain in effect.
2. Notwithstanding the mutual commitments set forth herein, Qwest is entering into this Letter Agreement without prejudice to any positions it has taken previously, or may take in the future, in any legislative, regulatory, or other public forum addressing any matters, including those relating to the types of arrangements contained in the Underlying Agreement. During the proceeding in which the Commission is to review and approve the Letter Agreement, Qwest may point out that it has objected, and continues to object, to the inclusion of the terms and conditions to which it objected in the proceedings involving the approval of the Underlying Agreement.
3. AFN adopts the terms and conditions of the Underlying Agreement for interconnection with Qwest and in applying the terms and conditions, agrees that American Fiber Network, Inc.,

be substituted in place of "360networks (USA) inc." throughout the Underlying Agreement wherever the latter appears.

4. Qwest requests that notice to Qwest Corporation as may be required under the Underlying Agreement shall be provided as follows:

Qwest Corporation  
Director Interconnection Agreements  
1801 California Street, Room 2410  
Denver, CO 80202  
303-965-3029  
Email – [IntAgree@qwest.com](mailto:IntAgree@qwest.com)

With copy to:  
Qwest Corporation Law Department  
Attention: General Counsel, Interconnection  
1801 California Street, 10th Floor  
Denver, CO 80202

AFN requests that notice to AFN as may be required under the Underlying Agreement shall be provided as follows:

Robert Heath, Executive Vice President  
American Fiber Network, Inc.  
904 Sunningdale  
Richardson, TX 75081  
214-221-0089  
[rob.heath@afnltl.com](mailto:rob.heath@afnltl.com)

With copy to Corporate Office:  
Robert Heath, Executive Vice President  
American Fiber Network, Inc.  
9401 Indian Creek Parkway, Suite 140  
Overland Park, KS 66210  
913-338-2658  
Fax 913-661-0538  
[robh@sbcglobal.net](mailto:robh@sbcglobal.net)

5. AFN represents and warrants that it is a certified provider of local dialtone service in the State of North Dakota and that this Agreement will cover services in that state only.

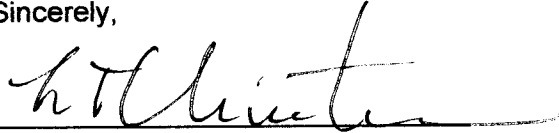
6. Please sign all three original copies of this letter, and overnight them within (30) days to:

Interconnection Manager  
Qwest Corporation  
1801 California Street, Suite 2410  
Denver, CO 80202  
303-965-3029

After thirty (30) days Qwest may rescind its willingness to consider the Agreement's terms and conditions.

7. Please note that Qwest will file this Letter Agreement with the appropriate state commission for approval; however, some state commissions will not approve the Letter Agreement until the AFN is certified by the state commission. You may want to contact the appropriate state commission to determine the requisite filing guidelines.

Sincerely,



**Qwest Corporation**

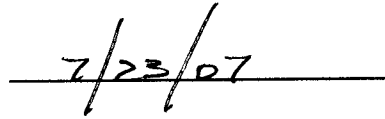
L.T. Christensen

Director – Interconnection Agreements

1801 California Street, Suite 24th Floor

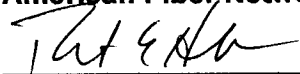
Denver, Colorado 80202

Date



I agree to all terms and conditions contained in this letter as indicated by my signature below:

**American Fiber Network, Inc.**



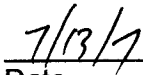
Signature

Rob Heath

Name Printed

Executive Vice President

Title



Date