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BellSouth Telecommunications, Inc. **Regulatory & External Affairs** 150 South Monroe Street

Tallahassee, FL 32301-1556

marshall.criser@bellsouth.com

Marshall M. Criser III Vice President Regulatory & External Affairs

850 224 7798 Fax 850 224 5073

January 4, 2005

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

Re: Approval of Amendment to the interconnection, unbundling, resale and collocation Agreement between BellSouth Telecommunications, Inc. ("BellSouth") and American Fiber Network, Inc.

Dear Mrs. Bayo:

Please find enclosed for filing and approval, the original and two copies of BellSouth Telecommunications, Inc.'s Amendment to interconnection, unbundling, resale and collocation Agreement with American Fiber Network, Inc.

If you have any questions, please do not hesitate to call Robyn Holland at (850) 222-9380.

Very truly yours,

MIM CHAN III/RN Regulatory Vice President

DOCUMENT NUMBER-DATE

00204 JAN-68

Amendment to the Agreement Between American Fiber Network, Inc. and BellSouth Telecommunications, Inc. Dated February 5, 2004

Pursuant to this Amendment, (the "Amendment"), American Fiber Network, Inc. ("AFN"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated February 5, 2004 ("Agreement") to be effective 30 days after the date of the last signature executing the Amendment.

WHEREAS, BellSouth and AFN entered into the Agreement on February 5, 2004, and;

WHEREAS, both Parties agree that an initial New Installation of a 2-Wire Port/Loop Combination- Residence line provisioned at a Location where QuickServe is available on the line shall incur a QuickServe Non-Recurring Charge (NRC) at the NRC Currently Combined Conversion Rate set forth in the Agreement and that any initial New Installation of a 2-Wire Port/Loop Combination - Residence line provisioned at a location where QuickServe is not available, shall incur the Not Currently Combined NRC, First and Additional rates set forth in the Agreement;

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

- 1. The Parties agree to incorporate into Attachment 2 of the Agreement the rates and USOCs as set forth in Exhibit 1 of this Amendment attached hereto and incorporated herein by this reference.
- 2. All of the other provisions of the Agreement, dated February 5, 2004, shall remain in full force and effect.
- 3. Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

Version: QuickServe Amendment – Standard ICA

10/06/04

POCUMENT NUMBER-DATE

Signature Page

IN WITNESS WHEREOF, the Parties have executed this Amendment the day and year written below.

BellSouth Telecommunications, Inc.

By Hol En

American Fiber Network, Inc.

Name: Kristen Rowe

Tille: Director

Date: 12/17/04

Name: ROBERTE HEATH

Title: EVP

Date: 12/21/64

Version: OutekServe Amendment Standard ICA 09/29/04

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