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T.R.A. DOCKET ROOM

Guy M. Hicks
General Counsel

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January 21, 2005

VIA HAND DELIVERY

Hon. Pat Miller
Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

Re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and American Fiber Network, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*
Docket No. 05-00031

Dear Chairman Miller:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, American Fiber Network, Inc. and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority the original and fourteen copies of the attached Petition for Approval of the Amendment to the Interconnection Agreement dated February 5, 2004. The Amendment adds QuickServe rates to the Agreement.

Thank you for your attention to this matter.

Sincerely yours,

Guy M. Hicks

cc Robert E. Heath, American Fiber Network, Inc.

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc and American Fiber Network, Inc Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. _____

PETITION FOR APPROVAL OF THE
AMENDMENT TO THE INTERCONNECTION AGREEMENT
NEGOTIATED BETWEEN BELL SOUTH TELECOMMUNICATIONS, INC.
AND AMERICAN FIBER NETWORK, INC.
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, American Fiber Network, Inc. ("AFN") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated February 5, 2004 (the "Amendment") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, AFN and BellSouth state the following:

1. AFN and BellSouth have successfully negotiated an agreement for interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to AFN. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on July 26, 2004.

2. The parties have recently negotiated an Amendment to the Agreement which adds QuickServe rates to the Agreement. A copy of the Amendment is attached hereto and incorporated herein by reference.

3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, AFN and BellSouth are submitting their Amendment to the TRA for its consideration and

approval. The Amendment provides that either or both of the parties is authorized to submit this Amendment to the TRA for approval.

4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendment between BellSouth and AFN within 90 days of its submission. The Act provides that the TRA 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.

5. AFN and BellSouth aver that the Amendment is consistent with the standards for approval.

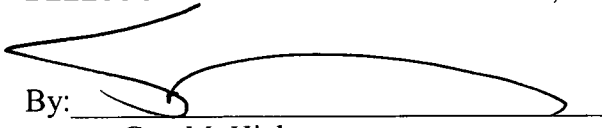
6. Pursuant to 47 USC Section 252(i) and 47 C.F.R. Section 51.809, BellSouth shall make available the entire Interconnection Agreement approved pursuant to 47 USC Section 252.

AFN and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 21st day of Jan., 2005

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

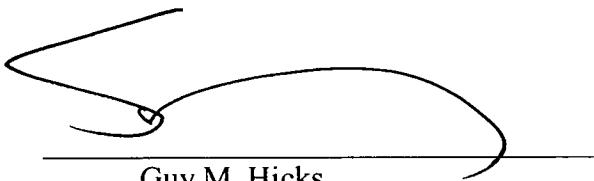
By: 

Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
(615) 214-6301
Attorney for BellSouth

CERTIFICATE OF SERVICE

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendment to the Interconnection Agreement on the following via United States Mail on the 21st day of Jan., 2005:

Robert E. Heath
American Fiber Network, Inc.
9401 Indian Creek Pathway
Suite 140
Overland Park, KS 66210


Guy M. Hicks

**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:

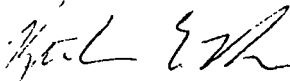
1. The Parties agree to incorporate into Attachment 2 of the Agreement the rates and USOCs as set forth in Exhibit 1 of this Amendment attached hereto and incorporated herein by this reference.
2. All of the other provisions of the Agreement, dated February 5, 2004, shall remain in full force and effect.
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

Signature Page

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

BellSouth Telecommunications, Inc.

By



Name: Kristen Rowe

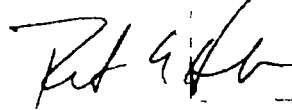
Title Director

Date

12/27/04

American Fiber Network, Inc.

By



Name

ROBERT E HEATH

Title

EVP

Date

12/21/04

UNBUNDLED NETWORK ELEMENTS - Alabama																			
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Manually per LSR	Svc Order Submitted Elec per LSR	Attachment 2				Exhibit A			
						Nonrecurring		Nonrecurring Disconnect				Incremental Charge - Manual Svc Order vs Electronic-1st Add'l	Incremental Charge - Manual Svc Order vs Electronic-1st Add'l	Incremental Charge - Manual Svc Order vs Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs Electronic-Disc Add'l				
						First	Add'l	First	Add'l										
						Rec													
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																			
NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED																			
	2-Wire Voice Grade Loop / Line Port Platform Installation Charge at QuickService location - Not Conversion of Existing Service																		

[illegible]

[illegible]

[illegible]

