

AFN, INC.

April 27, 2005

PAID T.R.A.	
Chk #	39560
Amount	\$ 50.00
Rcvd By	RA
Date	05/02/05

Dockets and Records Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

Sent via Second day Air

05-00124

RE: Application of American Fiber Network, Inc. for a Certificate of Convenience and Public Necessity as a reseller of local and long distance telecommunications service

To Whom It May Concern:

Enclosed please find the application of American Fiber Network, Inc. for a Certificate of Convenience and Public Necessity as a reseller of local and long distance telecommunications service. We believe we have a complete application.

Should you require any additional information, please advise. I can be reached at 972-470-9015 or email at rob.heath@afntld.com. Thank you for your attention to this matter.

Sincerely,



Robert E. Heath

Application is hereby made for a certificate of authority pursuant to TRA Rule 1220-4-2-.57 to provide telecommunications services in the State of Tennessee.

1

- B. Describe other businesses or business transactions, if any, at the same location as the principal business address: NA

- C. Provide the name, business and home address of and a chronological summary of the employment history and business experience over the preceding eight years of:

- (a) The proprietor, if the applicant is an individual;
- (b) Every member, if the applicant is a partnership;
- (c) Each Executive Officer, Director and each Key Stockholder if the applicant is a joint stock association or a corporation. (Note: If the applicant is a publicly traded corporation or a subsidiary of such a corporation it does not need to provide this information)
- (d) Any person in a position to exercise control over or direction of, the business of the applicant, regardless of the form of organization of the applicant.

See Exhibit A.

Information to be included:

NAME TITLE

BUSINESS ADDRESS

PHONE No.

HOME ADDRESS

PHONE No.

EMPLOYMENT HISTORY

Provide the above requested information on separate attachments.

- D. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust) been associated with a business whose authority to transact business was denied, revoked or suspended by a state or federal regulatory or law enforcement entity?

 Yes x No If yes, please explain fully.

- E. Has the Tennessee Regulatory Authority, or any other agency of the State of Tennessee, any federal agency or any agency of any other state ever initiated a regulatory action or order against the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust)?

 Yes x No If yes, please explain fully.

- (1) Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust), been enjoined or restrained by order by any court or state or federal regulatory or law enforcement entity from engaging in any conduct or practice related to the telecommunications business? Yes x No If yes, please explain fully.

- F. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust) been associated with a business who has ceased providing telecommunications services in any state, describe the circumstances. **(Use additional pages if necessary)**
NA.

- G. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, L.L.C. members, directors, officers, five percent (5%) or more shareholders or beneficiaries (of a trust) been convicted of any crime or crimes, or charged in court with any fraudulent or dishonest acts in any transaction of any kind, or confined in any penal institution? If so, list such persons, give details, state results and final outcome. **(Use additional pages if necessary)** **NA.**

(1) Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, L.L.C. members, directors, officers, five percent (5%) or more shareholders or beneficiaries (of a trust) been indicted, convicted, pled guilty or pled nolo contendere to a felony in Tennessee or elsewhere?

_____ YES x _____ NO **If yes, please explain fully.**

- H. Name and telephone number of contact person authorized to respond to Authority inquiries regarding company operations Monday through Friday.

Robert E. Heath (913) 338- 2658 (913) 661- 0538
Name Phone No. Fax No.

(800) 864-0583 e-mail Address rob.heath@afnltld.com

- (1) Name and telephone number of contact person authorized to respond to Authority inquiries regarding this filing Monday through Friday.

Robert E. Heath (913) 338- 2658 (913) 661- 0538
Name Phone No. Fax No.

(800) 864-0583 e-mail Address rob.heath@afnltld.com

- I. List a toll-free telephone number and mailing address that consumers can call or write to report service problems and/or request refunds or adjustments.

(800)864-0583 (913) 338-2658
PHONE NUMBER ALTERNATE PHONE NUMBER

9401 Indian Creek Parkway, St. 140 Overland Park KS 66210
ADDRESS CITY ST ZIPCODE

- (J) Provide the name and address of the registered agent for service of process:

C T CORPORATION SYSTEM, 800 S. GAY STREET, SUITE 2021
KNOXVILLE, TN 37929-9710

- (K) Identify all authorized agents in the state, if any by name, address, business and home phone numbers and any other businesses conducted by the agent at the same location: (use additional sheets if necessary) **NA.**

Part II:

- A. Check the type of telecommunication services you plan to provide in Tennessee.

X Resell Interexchange long distance services

X Operator Services

X Resell local services

____ Other (describe) _____

- B. If providing operator services, list company name, address and contact person for all reseller carriers you serve in Tennessee. **Provide the above information on Appendix I.**

- C. List the state(s) where the applicant, its parent company, and all affiliates is authorized to operate in at this time. For each such state, describe applicant's current activities along with a history of operations there. (Use additional pages if necessary.)

Currently, we provide Local, Long distance and operator services in the following states:
CA, NV, OR, WA, MT, ID, UT, AZ, NM, CO, TX, KS, IA, MO, AL, FL, GA, SC, NC, IN,
IL, WI, OH, MI, PA, NY, MA, DC, MD, NJ, OK, VA.

For the above states, list the number and types of complaint(s) filed against applicant, and the complaint(s)' current status. Provide this information on a separate attachment, if necessary. No complaints filed.

If applicant has affiliate(s) or parent company, or constituency corporations, engaged in providing telecommunications services, or operating under any trade name, assumed name or fictitious name used by the above, provide the above requested information for all as well as for the applicant. Provide this information on a separate attachment, if necessary.

- D. List any states that the applicant or any affiliate, parent company, or constituency corporation operating under any trade name, assumed name, or fictitious name, has been denied authority to provide service. (Use additional pages if necessary)

NA.

- E. Areas in Tennessee to be served.

Corresponding Central Offices of Bell South and Sprint

- F. What type of customers will the applicant serve?

- a. Business X
b. Residential X
c. Aggregators X
(e.g. Hotels, Payphones)
d. Other (specify) _____

- G. Does the applicant allow a property imposed fee (PIF) to be added to the price of intrastate telephone calls over its network? If yes, specify amount. NO

- H. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers' price for similar services? Yes x No _____

- I. Describe the type of services and price that the applicant will be offering in Tennessee on the Informational Tariff Form found in Appendix II¹.

- J. What is the applicant's 10XXX or 800 access code, if applicable? NA

- K. Does the applicant now have or plan to have any telecommunication's facilities (e.g. switches, fiber lines) in Tennessee? No plans at this time.

¹Applicant is required to fill out an Informational Tariff form. Failure to fill out this form will cause the applicant's request to be rejected.

- L Whose facility-based network(s) will the applicant be reselling? _____
The ILEC when reselling local service, and Global Crossing currently for long distance
traffic
- M Will the applicant be utilizing the local telephone company's billing system or billing customers directly?² We will bill customer directly. See Exhibit B
- N Describe briefly how the applicant plans to market their services in Tennessee?
Direct sales.
- O If independent telemarketers are to be used, list the name, contact person, address phone number and federal taxpayer ID for each company. NA
- | COMPANY NAME | CONTACT | ADDRESS | CITY | ST | ZIP | PHONE |
|--------------|---------|---------|------|----|-----|-------|
| COMPANY NAME | CONTACT | ADDRESS | CITY | ST | ZIP | PHONE |
| COMPANY NAME | CONTACT | ADDRESS | CITY | ST | ZIP | PHONE |
| COMPANY NAME | CONTACT | ADDRESS | CITY | ST | ZIP | PHONE |
- P Describe the methods and procedures by which the applicant will use to switch a consumer's preferred interexchange service, and to prevent unauthorized switching of a consumer's interexchange service. Use additional pages if necessary. If you have written procedures or company guidelines, attach copies.
- To change long distance providers, that action is performed by AFN provisioners. Additionally, AFN prevents the underlying carriers from changing PICs. Therefore, all PIC changes must be initiated to AFN to be completed.
- Q. Applicant has the ability and agrees to honor the form of call blocking that the consumer has subscribed to with their local telephone company. Yes X No _____
- R Applicant gives permission to the local telephone company to provide the Authority a periodic sample of the reseller's intrastate toll calls. The purpose of this analysis is to audit the reseller's rates to assure they are at or below the dominant carrier's tarified rates. Yes X No _____

²A copy of a bill is required if the applicant is going to bill the customer directly.

A. Applicant's organizational structure

 X Other Form of Corporation

Attach a copy of the Letter of Authorization from Tennessee Secretary of State

(f) If applicable, attach a copy of the instrument creating the trust and all amendments thereto: **NA**

Partnership

- _____ General Attach a copy of the partnership agreement along with any amendments.
- _____ Limited Attach a copy of the certificate of limited partnership and the partnership agreement along with any amendments.
- _____ Other (Explain on separate sheet)

All of the above will be required to submit a valid business license.

- (a) Identify the place and date of the applicant's qualifications to provide telecommunications services in this state.
- (b) List the full name, social security number and address of the owners, if a sole proprietorship, or all partners identifying the percentage of ownership:
ATTACH ADDITIONAL PAGES AS NECESSARY

C. Number of employees: 20.

Employer Identification Number (E.I.N.) 48-1096897

Part IV: Financial Information

A. Address where business records are kept: 9401 Indian Creek Parkway, St. 140
street
Overland Park KS 66210 (913) 338-2658
CITY STATE ZIP CODE PHONE NUMBER

B. Attach a copy of the applicant's most recent unconsolidated and consolidated audited financial statements for the immediately preceding three-year period. Provide in detail the applicant's financial condition, including balance sheet and income statement, or a copy of IRS form 1120 or 1065 filed by your business for the previous year. Attach, if available, a copy of your company's 10K and/or stockholder reports.

(1) Fiscal year end: Month December Day 31

(2) Date of most recent audited, unconsolidated financial statement of Applicant:
Financials included are unaudited from 2004.

(3) If applicable, name and address of independent certified public accountant:

J. Larsen and Associates, 2400 East Commercial Blvd., St. 511, Ft. Lauderdale, FL
33308

(4) Period covered by financial statement attached: 2004

C. Does the applicant currently have an internal auditor and/or internal audit program? no

If so, Name of internal auditor _____.

D. If applicable, provide a history of applicant's material litigation and criminal convictions for the ten-year period prior to the date this application is made. Material litigation is defined as any litigation that, according to generally accepted accounting principles, is deemed significant to a person's financial health and would be required to be referenced in annual audited financial statements, reports to shareholders or similar documents. NA.

Part VI: Rule Compliance Agreement

- A. Attach a copy of a Small and Minority-Owned Telecommunications Business Participation Plan Pursuant to Tennessee Code Annotated § 65-5-212.
- B. Have you read and understand the Tennessee Regulatory Authority's (TRA) Rules and Regulations for Resellers, 1220-4-2 located at the TRA's website <http://www.state.tn.us/tra> *electronic fileroom* in its entirety?
 X Yes No
- C. Do you understand the penalties for non-compliance, and all associated fees to provide such service? x Yes No

Mail the completed application and a check for \$50.00 to: Tennessee Regulatory Authority, P.O. **Box 198907**, **Nashville, TN 37219-8907**. Should you have any questions, call (615) 741-7489, ext. 163.

The Reseller or Operator Service Provider applicant, hereby, affirms the following:

Will comply with the TRA Reseller Rules and all other applicable Authority Rules and state laws, including T.C.A. Section 65-5-206 located at the TRA's website <http://www.state.tn.us/tra> *electronic fileroom* under the External Site of Lexis Law Publishing.

Having been duly sworn, and under the penalties of perjury, I hereby certify that the representations in this RESELLER APPLICATION and all attachments and appendices are true and correct to the best of my knowledge and belief. I further understand that omissions or inaccuracies may result in denial of the APPLICATION and grounds for revocation of Certificate of Authority.

For Corporations
and Other Organizations

BY: American Fiber Network, Inc.
(NAME OF CORPORATION)
[Signature]
SIGNATURE

Robert E. Heath
PRINTED NAME

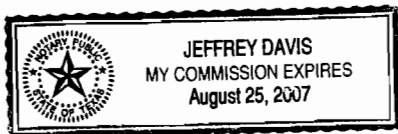
EVP
Title

ATTEST: _____

Title

On this the 27th day of April, 2005 before me, a Notary Public

known to me to be the person(s) named in, and who executed the foregoing application, being duly sworn according to law, deposes and says that the statements and representations set forth in the above application are true and correct to the best of his/her knowledge and belief.



[Signature]
Notary Public
seal

Exhibit A
Key Personnel and Shareholders

Exhibit A

Douglas C. Bethell-President/CEO

9401 Indian Creek Parkway, St. 140 Overland Park, KS 66210

(913) 338-2658

4817 W 148th St., Leewood, KS 66224

(913) 685-8282

Employment History

1991-Present American Fiber Network, Inc.

Kim Lewis-Bethell-Secretary/Treasurer

9401 Indian Creek Parkway, St. 140 Overland Park, KS 66210

(913) 338-2658

4817 W 148th St., Leewood, KS 66224

(913) 685-8282

Employment History

1997-Present American Fiber Network, Inc.

1995-1997 Corvell, Inc.

Bob Baranek-VP-Finance

9401 Indian Creek Parkway, St. 140 Overland Park, KS 66210

(913) 338-2658

10417 Flint, Overland Park, KS 66214

(913) 451-6937

Employment History

2003-Present American Fiber Network, Inc.

1976-2001 Sprint, Inc.

Robert E. Heath-EVP

9401 Indian Creek Parkway, St. 140 Overland Park, KS 66210

(913) 338-2658

904 Sunningdale, Richardson, TX 75081

(972) 470-9015

Employment History

1999-Present American Fiber Network, Inc.

1992-1999 Heath Telecom Resources

Bruce Andonian-VP-IT

9401 Indian Creek Parkway, St. 140 Overland Park, KS 66210

(913) 338-2658

15828 West 147th Terrace, Olathe, KS 66062

(913) 390-5021

Employment History

2001-Present American Fiber Network, Inc.

1995-2001 Independent IT contractor

Exhibit B
Sample Bill

American Fiber Network, Inc.

WWW.AFNLTD.COM/MyAccount/

Telephone Services

For greater control of your account, register at WWW.AFNLTD.COM/MyAccount/ Your Access number is: **1541**

Billing Number and Address: (972) 470-9015 Marcia White 904 Sunningdale Richardson, TX 75081	Service Account: 5005-9724709015-03-S 904 Sunningdale Richardson, TX 75081-5145
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Previously Invoiced Amount	91.67
Payments Received	0.00
Late Fees	0.00
Adjustments Applied	-91.67
Unpaid Balance as of 4/4/2005	0.00
Monthly Recurring Charges for Local Services	50.82
Installation and One Time Charges for Local Services	0.00
Adjustments for Previously Invoiced Amount	0.00
Taxes and Regulatory Fees for Local Services	12.82
Long Distance and Local Toll Call Charges	15.39
Taxes and Fees for Long Distance and Local Calls	4.52
Total Current Charges	83.55
Amount Due By 4/22/2005	83.55
Amount Due After 4/22/2005	84.80

For Billing Questions Call 1-877-515-1155

Important: Please Detach and Return this Portion with your Payment.

Please Make Checks Payable To AFN Inc. in U.S. Funds

Regarding outstanding balances for AFN service...

Unless you have made specific payment arrangements with AFN, any account that is 30 days past due can result in immediate discontinuance of service. If your local telephone service is discontinued, a reconnection charge will apply in addition to the delinquent amount. Both charges must be paid in full before telephone service will resume.

Invoice Date:	4/4/2005	Amount Enclosed	:	
Local Services Closing Date:	4/30/2005	Amount Due:	:	83.55
Long Distance Closing Date:	4/4/2005	Amount Due After 4/22/2005	:	84.80
Please Remit To:		Account Number: 5005-9724709015-03-S		
American Fiber Network, Inc.		Marcia White		
d/b/a AFN, Inc.				
P.O. Box 172076				
Kansas City, KS 66117				

ua: 1541

American Fiber Network, Inc.**Telephone Services**

Telephone Line ID: (972) 470-9015 03 5005
 Marcia White

904 Sunningdale
 Richardson, TX 75081-5145

Summary of Services

Regulated Services	42.87	
Non-Regulated Services	7.95	
Services	50.82	50.82

Taxes and Fees on Services

State and Local Sales Taxes	4.10	
Federal Excise Tax	1.72	
P.U.C. Fee	0.09	
Emergency 911 Tax	0.75	
State Universal Service Fund	3.02	
Fed USF Combined High Cost and School	0.62	
Telecommunications Infrastructure Fund	0.70	
Transit Tax	0.51	
Municipal Right of Way - Residential	1.31	
Services, Taxes and Regulatory Fees	12.82	63.64

Detail of Services:

Regulated Services	Start Date	End Date	Days	Amount
Additional Listing-Residential	4/1/2005	4/30/2005	30	2.49
Call Blocker	4/1/2005	4/30/2005	30	5.00
Call Forwarding - Busy Line/No Answer	4/1/2005	4/30/2005	30	1.00
Call Return	4/1/2005	4/30/2005	30	5.00
Call Waiting	4/1/2005	4/30/2005	30	2.80
Caller ID - Name Only	4/1/2005	4/30/2005	30	6.50
Caller ID - Number Only	4/1/2005	4/30/2005	30	6.50
End User Line Charge-Non Primary	4/1/2005	4/30/2005	30	5.21
Expanded Local Calling Surcharge	4/1/2005	4/30/2005	30	0.06
Rate Group Reclassification Surcharge-Dallas	4/1/2005	4/30/2005	30	0.93
Residential Line Charge-Primary	4/1/2005	4/30/2005	30	11.05
The Basics Credit	4/1/2005	4/30/2005	30	-12.35
Three Way Calling	4/1/2005	4/30/2005	30	3.50
Toll Restriction	4/1/2005	4/30/2005	30	5.00
Touch Tone Dialing	4/1/2005	4/30/2005	30	0.18
			Total April:	42.87

Regulated Services: 42.87

Non-Regulated Services	Start Date	End Date	Days	Amount
Voice Mail-VoiceCom	4/1/2005	4/30/2005	30	7.95
			Total April:	7.95

Non-Regulated Services: 7.95

Summary of Services:	50.82
Taxes and Regulatory Fees on Services:	12.82
FCC-Imposed PICC Fee and Regulatory Assessment Fee:	0.99
Services, Taxes and Fees:	64.63

American Fiber Network, Inc.

Telephone Services

Telephone Line ID: (972) 470-9015 03 5005	904 Sunningdale
Marcia White	Richardson, TX 75081-5145

Long Distance, Local and Directory Calls

Intrastate Calls

Date	Time	From Number	To Number City	State	Minutes	# Calls	Amount
3/17/2005	04:16p	(972) 470-9015	(979) 845-0532 BRYAN	TX	3.0		0.35
3/23/2005	03:58p	(972) 470-9015	(512) 936-7322 AUSTIN	TX	1.0		0.12
Intrastate Calls:					4.0	2	0.47

Interstate Calls

Date	Time	From Number	To Number City	State	Minutes	# Calls	Amount
3/4/2005	08:46a	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	1.0		0.05
3/4/2005	10:21a	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	1.0		0.05
3/4/2005	11:30a	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	1.0		0.05
3/4/2005	11:50a	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	3.0		0.15
3/4/2005	11:57a	(972) 470-9015	(918) 445-1254 TULSA	OK	3.0		0.15
3/4/2005	12:05p	(972) 470-9015	(816) 830-2127 KANSASCITY	MO	1.0		0.05
3/4/2005	12:25p	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	2.0		0.10
3/4/2005	12:31p	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	3.0		0.15
3/4/2005	01:07p	(972) 470-9015	(310) 444-2590 W ANGELES	CA	2.0		0.10
3/4/2005	03:55p	(972) 470-9015	(310) 444-2590 W ANGELES	CA	1.0		0.05
3/4/2005	03:57p	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	7.0		0.35
3/7/2005	09:45a	(972) 470-9015	(248) 914-1727 SOUTHFIELD	MI	1.0		0.05
3/7/2005	10:21a	(972) 470-9015	(816) 830-2127 KANSASCITY	MO	8.0		0.40
3/7/2005	03:26p	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	12.0		0.60
3/7/2005	03:44p	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	2.0		0.10
3/7/2005	03:45p	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	5.0		0.25
3/8/2005	09:26a	(972) 470-9015	(212) 245-6120 NEW YORK	NY	4.0		0.20
3/8/2005	12:29p	(972) 470-9015	(212) 245-6120 NEW YORK	NY	7.0		0.35
3/8/2005	12:49p	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	15.0		0.75
3/8/2005	02:14p	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	2.0		0.10
3/8/2005	02:42p	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	2.0		0.10
3/8/2005	03:58p	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	1.0		0.05
3/8/2005	04:52p	(972) 470-9015	(212) 666-6666 NEW YORK	NY	4.0		0.20
3/11/2005	07:50p	(972) 470-9015	(480) 861-2508 GILBERT	AZ	2.0		0.10
3/11/2005	07:52p	(972) 470-9015	(623) 536-0634 LITCHFLDPK	AZ	1.0		0.05
3/14/2005	10:25a	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	9.0		0.45
3/14/2005	11:39a	(972) 470-9015	(330) 699-9288 UNIONTOWN	OH	1.0		0.05
3/14/2005	11:58a	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	3.0		0.15
3/15/2005	08:30a	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	2.0		0.10
3/15/2005	10:27a	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	2.0		0.10
3/15/2005	02:26p	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	8.0		0.40
3/15/2005	04:07p	(972) 470-9015	(573) 751-8519 JEFFERSNCY	MO	1.0		0.05
3/16/2005	09:19a	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	2.0		0.10
3/16/2005	09:31a	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	1.0		0.05
3/16/2005	09:50a	(972) 470-9015	(573) 751-8519 JEFFERSNCY	MO	7.0		0.35
3/16/2005	10:20a	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	3.0		0.15
3/16/2005	02:15p	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	1.0		0.05
3/17/2005	12:57p	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	10.0		0.50
3/18/2005	08:59a	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	14.0		0.70
3/21/2005	02:18p	(972) 470-9015	(225) 342-5712 BATONROUGE	LA	2.0		0.10
3/21/2005	02:29p	(972) 470-9015	(404) 927-2060 ATLANTA	GA	1.0		0.05
3/21/2005	02:44p	(972) 470-9015	(205) 321-4732 BIRMINGHAM	AL	1.0		0.05
3/21/2005	04:55p	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	2.0		0.10
3/21/2005	04:57p	(972) 470-9015	(816) 830-2127 KANSASCITY	MO	2.0		0.10
3/22/2005	09:04a	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	2.0		0.10
3/22/2005	09:06a	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	1.0		0.05
3/22/2005	09:07a	(972) 470-9015	(205) 321-4732 BIRMINGHAM	AL	1.0		0.05
3/22/2005	09:13a	(972) 470-9015	(225) 342-5712 BATONROUGE	LA	1.0		0.05
3/22/2005	09:52a	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	2.0		0.10
3/22/2005	10:11a	(972) 470-9015	(651) 296-0399 ST PAUL	MN	1.0		0.05
3/22/2005	11:04a	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	4.0		0.20

American Fiber Network, Inc.

Telephone Services

Telephone Line ID: (972) 470-9015 03 5005	904 Sunningdale
Marcia White	Richardson, TX 75081-5145

Interstate Calls

Date	Time	From Number	To Number City	State	Minutes	# Calls	Amount
3/22/2005	12:18p	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	6.0		0.30
3/22/2005	01:31p	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	6.0		0.30
3/22/2005	02:06p	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	7.0		0.35
3/22/2005	03:34p	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	3.0		0.15
3/22/2005	03:37p	(972) 470-9015	(816) 830-2127 KANSASCITY	MO	2.0		0.10
3/22/2005	03:42p	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	8.0		0.40
3/22/2005	04:12p	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	5.0		0.25
3/22/2005	04:18p	(972) 470-9015	(913) 645-9878 KANSASCITY	KS	2.0		0.10
3/23/2005	02:16p	(972) 470-9015	(651) 296-7104 ST PAUL	MN	1.0		0.05
3/23/2005	03:54p	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	1.0		0.05
3/23/2005	04:24p	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	2.0		0.10
3/23/2005	04:26p	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	1.0		0.05
3/24/2005	09:33a	(972) 470-9015	(314) 235-7225 ST LOUIS	MO	6.0		0.30
3/24/2005	10:30a	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	3.0		0.15
3/24/2005	10:42a	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	6.0		0.30
3/28/2005	08:10a	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	1.0		0.05
3/28/2005	08:12a	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	1.0		0.05
3/28/2005	08:13a	(972) 470-9015	(913) 338-3406 OVERLANDPK	KS	3.0		0.15
3/28/2005	08:47a	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	1.0		0.05
3/28/2005	08:56a	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	6.0		0.30
3/30/2005	11:02a	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	2.0		0.10
3/30/2005	04:28p	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	1.0		0.05
3/31/2005	12:06p	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	7.0		0.35
3/31/2005	12:33p	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	8.0		0.40
4/4/2005	08:29a	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	2.0		0.10
4/4/2005	09:25a	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	10.0		0.50
4/4/2005	01:26p	(972) 470-9015	(913) 338-2658 OVERLANDPK	KS	17.0		0.85

Interstate Calls: 293.0 78 14.65

Long Distance, Local and Directory Calls: 15.12

Taxes: 3.47

Total Long Distance, Local and Directory Calls: 18.59

FCC-IMPOSED PICC FEE and REGULATORY ASSESSMENT FEE... The Pre-subscribed Inter-exchange Carrier Charge (PICC) is a monthly charge, imposed by the Telecommunications Act of 1996, allows recovery of costs associated with access to long distance through your local phone network. The Regulatory Assessment Fee helps recover expenses, including interstate access charges, and costs of regulatory compliance and proceedings.

PRICE CHANGE NOTICE... Price increases by the incumbent Local Exchange Carrier may result in price changes on your AFN invoice. AFN adjusts its pricing as we are notified of such changes. Some changes may have become effective prior to the billing period established on this invoice.

PAYMENTS... Payments have been processed through 3/24/2005. Payments received after 3/24/2005 are not shown on this invoice. Late fees may apply if payments are not received before the due date.

End User Line Charge (EULC)... Is a fee that you pay to your local phone company that connects you to the long distance telephone network. Local telephone companies recover some of the costs of telephone lines connected to your home or business through this monthly charge on your local telephone bill. The FCC, not the state Public Utility Commissions, regulates this fee. It is not a tax or a fee charged by the government.

Appendix I

Appendix I

There are no other carriers in Tennessee for which we will provide Operator Services.

**SMALL AND MINORITY-OWNED TELECOMMUNICATIONS
BUSINESS PARTICIPATION PLAN**

AMERICAN FIBER NETWORK, INC.

**SMALL AND MINORITY-OWNED TELECOMMUNICATIONS
BUSINESS PARTICIPATION PLAN**

Pursuant to T.C.A. §65-5-212, as amended, American Fiber Network, Inc. (“Reseller”) submits this small and minority-owned Telecommunications business participation plan (the “Plan”) along with its Application for a Certificate of Public Convenience and Necessity to resell intrastate and local exchange services in Tennessee.

I. PURPOSE

The purpose of §65-5-212 is to provide opportunities for small and minority-owned businesses to provide goods and services to Telecommunications service providers. Reseller is committed to the goals of §65-5-212 and to taking steps to support the participation of small and minority-owned Telecommunications businesses in the Telecommunications industry. Reseller will endeavor to provide opportunities for small and minority-owned Telecommunications businesses to compete for contracts and subcontracts for goods and services. As part of its procurement process, Reseller will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to Reseller of such opportunities. Reseller’s representatives have already contacted the Department of Economic and Community Development, the administrator of the small and minority-owned Telecommunications assistance program, to obtain a list of qualified vendors. Moreover, Reseller will seek to increase awareness of such opportunities so that companies not otherwise identified will have sufficient information to participate in the procurement process.

II. DEFINITIONS

As defined in §65-5-212.

Minority-Owned Business. Minority-owned business shall mean a business which is solely owned, or at least fifty-one percent (51%) of the assets or outstanding stock of which is owned, by an individual who personally manages and controls daily operations of such business, and who is impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars (\$4,000,000).

Small Business. Small Business shall mean a business with annual gross receipts of less than four million dollars (\$4,000,000).

III. ADMINISTRATION

Reseller's Plan will be overseen and administered by the individual named below, hereinafter referred to as the Administrator, who will be responsible for carrying out and promoting Reseller's full efforts to provide equal opportunities for small and minority-owned businesses. The Administrator of the Plan will be:

Robert E. Heath
American Fiber Network, Inc.
9401 Indian Creek Parkway, St. 140
Overland Park, KS 66210
Telephone: 913-338-2658
Facsimile: 913-661-0538

The Administrator's responsibilities will include:

(1) Maintaining an updated Plan in full compliance with §65-5-212 and the rules and orders of the Tennessee Regulatory Authority.

- (2) Establishing and developing policies and procedures necessary for the successful implementation of the Plan.
- (3) Preparing and submitting such forms as may be required by the Tennessee Regulatory Authority, including the filing of required annual updates.
- (4) Serving as the primary liaison to and cooperate with the Tennessee Regulatory Authority, other agencies of the State of Tennessee, and small and minority-owned businesses to locate and use qualified small and minority-owned businesses as defined in §65-5-212.
- (5) Searching for and developing opportunities to use small and minority-owned businesses and encouraging such businesses to participate in and bid on contracts and subcontracts.
- (6) Providing records and reports and cooperate in any authorized surveys as required by the Tennessee Regulatory Authority.
- (7) Establishing a record-keeping system to track qualified small and minority-owned businesses and efforts to use such businesses.
- (8) Providing information and educational activities to persons within CLECI and training such persons to seek out, encourage, and promote the use of small and minority-owned businesses.

In performance of these duties, the Administrator will utilize a number of resources, including:

Chambers of Commerce
The Tennessee Department of Economic and Community Development
The United States Department of Commerce Small Business
Administration Office of Minority Business
The National Minority Supplier Development Counsel
The National Association of Women Business Owners
The National Association of Minority Contractors
Historically Black Colleges, Universities, and Minority Institutions

The efforts to promote and ensure equal opportunities for small and minority-owned businesses are primarily spelled out in the Administrator's duties above.

Additional efforts to provide opportunities to small and minority-owned businesses will include:

- (1) Offering, where appropriate and feasible, small and minority-owned businesses.
- (2) Establishing and developing policies and procedures necessary for the successful implementation of the Plan.
- (3) Preparing and submitting such forms as may be required by the Tennessee Regulatory Authority, including the filing of required annual updates.
- (4) Serving as the primary liaison to and cooperate with the Tennessee Regulatory Authority, other agencies of the State of Tennessee, and small and minority-owned businesses to locate and use qualified small and minority-owned businesses as defined in §65-5-212.
- (5) Searching for and developing opportunities to use small and minority-owned businesses and encouraging such businesses to participate in and bid on contracts and subcontracts.
- (6) Providing records and reports and cooperate in any authorized surveys as required by the Tennessee Regulatory Authority.
- (7) Establishing a record-keeping system to track qualified small and minority-owned businesses and efforts to use such businesses.
- (8) Providing information and educational activities to persons within Reseller and training such persons to seek out, encourage, and promote the use of small and minority-owned businesses.

In performance of these duties, the Administrator will utilize a number of resources, including:

Chambers of Commerce
The Tennessee Department of Economic and Community Development
The United States Department of Commerce
 Small Business Administration
 Office of Minority Business
The National Minority Supplier Development Counsel
The National Association of Women Business Owners
The National Association of Minority Contractors
Historically Black Colleges, Universities, and Minority Institutions

The efforts to promote and ensure equal opportunities for small and minority-owned businesses are primarily spelled out in the Administrator's duties above.

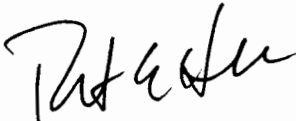
Additional efforts to provide opportunities to small and minority-owned businesses will include offering, where appropriate and feasible, small and minority-owned businesses

assistance with technical, insurance, bonding, licensing, production, and deadline requirements.

IV. RECORDS AND COMPLIANCE REPORTS

Reseller will maintain records of qualified small and minority-owned business and efforts to use the goods and services of such businesses. In addition, Reseller will maintain records of educational and training activities conducted or attended and of the internal procurement procedures adopted to support this plan. Reseller will submit records and reports required by the Tennessee Regulatory Authority concerning the Plan. Moreover, Reseller will cooperate fully with any Surveys and studies required by the Tennessee Regulatory Authority.

American Fiber Network, Inc.

By: 
Robert E. Heath
Executive Vice President

Dated: April 25, 2005

**American Fiber Network, Inc.
Certificate of Authority
Tennessee**

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

ISSUANCE DATE: 04/20/2005
REQUEST NUMBER: 05110104
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 10/11/1999
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0378300
JURISDICTION: DELAWARE

TO:
AMERICAN FIBER NETWORK, INC.
AT: ROBERT BARANEK
9401 INDIAN CREEK PK
OVERLAND PARK, KS 66210

REQUESTED BY:
AMERICAN FIBER NETWORK, INC.
AT: ROBERT BARANEK
9401 INDIAN CREEK PK
OVERLAND PARK, KS 66210

CERTIFICATE OF AUTHORIZATION

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"AMERICAN FIBER NETWORK, INC.",

A CORPORATION FORMED IN THE JURISDICTION SET FORTH ABOVE, IS AUTHORIZED TO
TRANSACTION BUSINESS IN THIS STATE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
AUTHORIZATION OF THE CORPORATION HAVE BEEN PAID;
THAT THE MOST RECENT CORPORATION ANNUAL REPORT REQUIRED HAS BEEN FILED
WITH THIS OFFICE; AND
THAT AN APPLICATION FOR CERTIFICATE OF WITHDRAWAL HAS NOT BEEN FILED.

FOR: REQUEST FOR CERTIFICATE

ON DATE: 04/20/05

FROM:
AMERICAN FIBER NETWORK
9401 INDIAN CREEK
PKWY
OVERLAND PARK, KS 66210-0000

RECEIVED: FEES \$20.00 \$0.00
TOTAL PAYMENT RECEIVED: \$20.00

RECEIPT NUMBER: 00003708817
ACCOUNT NUMBER: 00351223



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

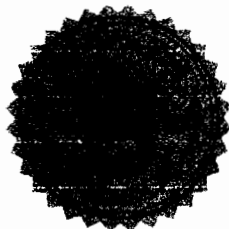
American Fiber Network, Inc.
Certificate of Good Standing-Delaware

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERICAN FIBER NETWORK, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF JULY, A.D. 2004.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2258435 8300

AUTHENTICATION: 3267774

040534497

DATE: 07-30-04

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 03/26/1991
910845237 - 2258435

CERTIFICATE OF INCORPORATION
OF
AMERICAN FIBER NETWORK, INC.

We, the undersigned, of full age, for the purpose of forming a Delaware business corporation, do hereby associate ourselves as a body corporate and adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is American Fiber Network, Inc.

ARTICLE II. PURPOSE

The nature of the business of this business corporation is to engage in any lawful act or activity permitted to business corporations under the laws of the State of Delaware.

ARTICLE III. CORPORATE POWERS

This corporation shall possess all powers provided or not prohibited by law of the State of Delaware, and shall, without limitation, have the power to acquire, hold, mortgage, pledge or otherwise dispose of the shares, bonds, securities and other evidence of indebtedness of any domestic or foreign corporation.

ARTICLE IV. DURATION

The duration of this corporation shall be perpetual.

Articles of Incorporation Page 2

ARTICLE V. REGISTERED AGENT

The address of the registered office of this corporation and the name of its registered agent at such address is as follows:

National Corporation Company of Delaware, Inc.
381 West North Street, Unit 5
P. O. Box 1554
Dover, DE 19903-1554
County of Kent

ARTICLE VI. STOCK

The authorized shares of stock of this corporation shall be three thousand (3,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

No shareholders of the corporation shall have any pre-emptive or other right to acquire the common stock or any other securities of the corporation.

Other than the shares originally issued to the incorporators, no stock shall be issued without unanimous approval of all shareholders.

The shareholders of the corporation shall not be entitled to cumulate their votes in the election of directors.

ARTICLE VII. DIRECTORS

The name, post office address and term of office of the first directors of the corporation are as follows:

Douglas C. Bethell
9705 West 118th Street, Apt. 1
Overland Park, Kansas 66210

Articles of Incorporation Page 3

Alvin J. Heck
9705 West 118th Street, Apt. 1
Overland Park, Kansas 66210

Ronnie J. Spivey
12016 Ballentine
Overland Park, Kansas 66213

Said directors shall serve until the next annual meeting of the shareholders or until their successors have been duly elected and qualified. The number, qualification, term of office, manner of election, powers and duties of the directors shall be specified by the By-Laws of the corporation. Except as otherwise specifically provided by the By-Laws or by law, all powers of the corporation shall be exercised by its Board of Directors and require unanimous approval of the Board of Directors.

ARTICLE VIII. BOARD OF DIRECTORS

The Board of Directors of this corporation shall have authority to accept or reject subscriptions for shares and to allot shares.

The Board of Directors shall have the authority from time to time to cause shares of stock of the corporation now or hereafter authorized or other securities convertible into shares of stock of the corporation to be issued, sold or otherwise disposed of for money or for real or personal property, the fair market value of which is not less than the par value of the shares.

Articles of Incorporation Page 4

The Board of Directors shall have authority from time to time to create and issue rights to convert any of the company's securities into shares of any class or classes of its authorized stock. Such rights or options may be in the form of warrants, purchase certificates, securities or other instruments as determined and approved by the Board of Directors. The terms, conditions and provisions of such conversion rights or options, including the conversion basis or bases and the option price or prices at which shares may be purchased or subscribed for, may be fixed by resolution adopted by the Board of Directors.

ARTICLE IX. BY-LAWS

The Board of Directors of the corporation shall adopt such by-laws as are suitable for the proper regulation of the corporation's affairs and such by-laws shall be in full force and effect unless and until changed or repealed by unanimous vote of the shareholders, or unless and until amended by the Board of Directors of the corporation and by such procedure as they may provide in the by-laws of the corporation.

ARTICLE X. POWERS

In addition to the other powers, the unanimous affirmative vote of the shareholders shall be required to authorize: (1) an amendment to or the restating of the Articles of Incorporation of this corporation; or (2) the sale, lease, exchange or other disposition of all or substantially all of the property and assets of the corporation including its good will; or (3) the

Articles of Incorporation Page 5

adoption of an agreement of consolidation or merger.

ARTICLE XI. INCORPORATORS

The name and post office address of the incorporators are as follows:

Douglas C. Bethell
9705 West 118th Street, Apt. 1
Overland Park, Kansas 66210

Alvin J. Heck
9705 West 118th Street, Apt. 1
Overland Park, Kansas 66210

Ronnie J. Spivey
12016 Ballentine
Overland Park, Kansas 66213

IN WITNESS WHEREOF, I have hereby set my hand this 19th

day of March, 1991.

Douglas C. Bethell
Douglas C. Bethell

Alvin J. Heck
Alvin J. Heck

Ronnie J. Spivey
Ronnie J. Spivey

STATE OF KANSAS)
) ss
COUNTY OF JOHNSON)

On this 19th day of March, 1991, before me, a Notary Public, personally appeared Douglas C. Bethell, Alvin J. Heck, and Ronnie J. Spivey, to me known to be the persons described in the above document and who executed the foregoing Articles of Incorporation, and each acknowledged that his was a person of full age and that he executed the same as his free act and deed and for the uses and purposes therein expressed and that any facts stated therein are true and correct.

Beverly R. Spivey
Notary Public

