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September 17, 2010

Via Federal Express

Ms. Sharla Dillon
Docket Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243

10-00190

Re: Joint Application of Birch Telecom of the South, Inc. dba Birch Communications and American Fiber Network, Inc. for Approval to Transfer Assets and Customers of American Fiber Network, Inc. to Birch Telecom of the South, Inc. dba Birch Communications

Dear Ms. Dillon:

Birch Telecom of the South, Inc. dba Birch Communications and American Fiber Network, Inc. (collectively, the "Applicants") hereby enclose an original and thirteen (13) copies of the **PUBLIC VERSION** of the above-referenced Application, as well as an original and thirteen (13) copies of their Request for Confidential Treatment. Pursuant to their Request for Confidential Treatment, Applicants also submit the **CONFIDENTIAL VERSION** of the Application in a sealed envelope marked "Confidential." In addition, enclosed is the application fee.

Please date stamp the extra copies of the Application and Request for Confidential Treatment, and return them in the enclosed envelope. If you have any questions concerning this matter, please contact the undersigned.

Respectfully submitted,



Angela F. Collins

COUNSEL FOR BIRCH TELECOM OF THE SOUTH, INC.
DBA BIRCH COMMUNICATIONS

Enclosures

BEFORE THE
TENNESSEE REGULATORY AUTHORITY

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Joint Application of Birch Telecom of the)
South, Inc. dba Birch Communications and)
American Fiber Network, Inc. for Approval to)
Transfer Assets and Customers of American)
Fiber Network, Inc. to Birch Telecom of the)
South, Inc. dba Birch Communications)

Docket No. 10-00190

REQUEST FOR CONFIDENTIAL TREATMENT

Birch Telecom of the South, Inc. dba Birch Communications (“Birch”) and American Fiber Network, Inc. (“AFN”) (Birch and AFN collectively, the “Applicants”) respectfully request that the Tennessee Regulatory Authority (“Authority”) grant protection from public disclosure and afford confidential treatment to the **CONFIDENTIAL** version of their Joint Application for Approval to Transfer Assets and Customers of AFN to Birch (“Application”), including the financial information submitted as **Exhibit A** to the Application, the transaction documents submitted as **Exhibit B** to the Application, and the number of customers affected by the transaction (collectively, “Documents”). Applicants request that the Authority afford the highest level of protective treatment to the Documents and asks that the Documents be made available only to the Authority.

Applicants request confidential treatment of the Documents because they contain revenue information and the private terms and conditions for transaction, as well as confidential customer information and detailed, highly confidential information regarding the Applicants’ assets, liabilities, and financial condition. The information provided in the Documents is proprietary, sensitive, commercial, and financial information that is not publicly available and, if released, could be used by Applicants’ competitors to cause competitive harm. The potential harm to Applicants is substantial, and the need for proprietary protection of this information outweighs

any need for public disclosure at this time. As such, the Documents should be afforded protection from public inspection.

Disclosure of the Documents would have adverse competitive consequences for Applicants. Absent protection from disclosure, Applicants' competitors would have access to sensitive and private financial data and proprietary information of the Applicants, which are not publicly-traded companies. Because Applicants are operating in a highly competitive market, public availability of this information would adversely disadvantage Applicants. Release of this information to the public would cause undue economic damage and substantially harm Applicants' ability to compete in the marketplace.

Protection of the information provided in the Documents does not affect the public interest and does not restrict interested parties from participating in the administrative process. Furthermore, the harm that would result from disclosure of this information far outweighs the public interest in accessing this information.

All notices and inquiries concerning this request should be directed to:

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Accordingly, and for the foregoing reasons, Applicants respectfully request that the Authority afford confidential treatment to the Documents. In the event that this request is denied, please provide the undersigned with notice of that determination prior to making the Documents available to the public. Applicants further request that the Authority stay the release of the Documents until such time as an application for review of the determination is resolved.


Disclosure of the Documents without affording Applicants an opportunity to contest a finding against confidentiality would prejudice Applicants and render moot any successful appeal.

Respectfully submitted,

AMERICAN FIBER NETWORK, INC.

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Counsel for Birch Telecom of the South, Inc.

Dated: September 17, 2010