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BellSouth Telecommunications, Inc.
Regulatory & External Affairs
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Marshall M. Criser III
Vice President
Regulatory & External Affairs

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October 5, 2004

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

RECEIVED-FPSC
04 OCT -6 PM 4:52
COMMISSION
CLERK

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

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

Very truly yours,

MM Criser III RT
Regulatory Vice President

RECEIVED & FILED

AS
FPSC-BUREAU OF RECORDS

DOCUMENT NUMBER-DATE

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FPSC-COMMISSION CLERK

**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 (thirty) days after the date of the last signature executing the Amendment ("Effective Date").

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

WHEREAS, BellSouth and AFN are amending the Adoption of Agreements provision of the Agreement pursuant to the FCC's Second Report and Order, WC Docket No. 01-338, issued on July 13, 2004;

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 delete Section 13 of the General Terms and Conditions and replace it with the following:
 13. Pursuant to 47 USC § 252(i) and 47 C.F.R. § 51.809, BellSouth shall make available to AFN any entire interconnection agreement filed and approved pursuant to 47 USC § 252. The adopted agreement shall apply to the same states as the agreement that was adopted, and the term of the adopted agreement shall expire on the same date as set forth in the agreement that was adopted.
2. All of the other provisions of the Agreement dated February 5, 2004 shall remain unchanged and 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.

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

BellSouth Telecommunications, Inc.

American Fiber Network, Inc.

By: *Kristen Rowe*

By: *Roscoe E. Heath*

Name: Kristen Rowe

Name: Roscoe E. Heath

Title: Director

Title: EVP

Date: 9/23/04

Date: 9/22/04