



April 25, 2007

Rob Heath, EVP
American Fiber Network, Inc.
9401 Indian Creek Pkwy, St. 140
Overland Park, KS 66210
(913)338-2658
rob.heath@afnlt.com

Dear Mr. Heath,

We have received your request that, under Section 252(i) of the Telecommunications Act of 1996, American Fiber Network, Inc., ("AFN") wishes to adopt in its entirety, the terms of the Interconnection Agreement and any associated amendments, if applicable, (the "Underlying Agreement") between 360networks (USA) inc., and Qwest Corporation ("Qwest") that was approved by the Commission on March 15, 2006April 9, 2006 as an effective agreement in the State of Washington. AFN is incorporated in the State of Delaware. We understand you have a complete copy of the Underlying Agreement.

By their respective signatures below, Qwest and AFN ("the Parties") intend that this letter serve as their agreement ("Letter Agreement") for AFN to adopt the Underlying Agreement under the following terms and conditions:

1. The Parties shall request the Commission to expedite its review and approval of this Letter Agreement. This Letter Agreement shall become effective upon such approval. If for some reason the Commission rejects all or part of the Letter Agreement, either party may at its option declare the remainder of the Agreement void and be excused from any performance thereunder. Upon Commission approval, this new Agreement shall replace the Parties existing Interconnection Agreement, which shall then be considered, terminated. This Letter Agreement is not intended to address or affect the existing Commercial Agreements for Qwest High Speed Internet Service and Qwest Local Services Platform, which shall remain in effect.
2. Notwithstanding the mutual commitments set forth herein, Qwest is entering into this Letter Agreement without prejudice to any positions it has taken previously, or may take in the future, in any legislative, regulatory, or other public forum addressing any matters, including those relating to the types of arrangements contained in the Underlying Agreement. During the proceeding in which the Commission is to review and approve the Letter Agreement, Qwest may point out that it has objected, and continues to object, to the inclusion of the terms and conditions to which it objected in the proceedings involving the approval of the Underlying Agreement.
3. AFN adopts the terms and conditions of the Underlying Agreement for interconnection with Qwest and in applying the terms and conditions, agrees that American Fiber Network, Inc., be substituted in place of "360networks (USA) inc." throughout the Underlying Agreement wherever the latter appears.

4. Qwest requests that notice to Qwest Corporation as may be required under the Underlying Agreement shall be provided as follows:

Qwest Corporation
Director Interconnection Agreements
1801 California Street, Room 2410
Denver, CO 80202
303-965-3029
Email – IntAgree@qwest.com

With copy to:
Qwest Corporation Law Department
Attention: General Counsel, Interconnection
1801 California Street, 10th Floor
Denver, CO 80202

AFN requests that notice to AFN as may be required under the Underlying Agreement shall be provided as follows:

American Fiber Network, Inc.
Rob Heath, EVP
9401 Indian Creek Pkwy, St. 140
Overland Park, KS 66210
(913)338-2658
fax: (913)661-0538
rob.heath@afnlt.com
robh@sbcglobal.net

5. AFN represents and warrants that it is a certified provider of local dialtone service in the State of Washington and that this Agreement will cover services in that state only.

6. Please sign all three original copies of this letter, and overnight them within thirty (30) days to:

Manager of Interconnection
Qwest Corporation
1801 California St, Suite 2420
Denver, CO 80202
Phone: 303-965-3029

After thirty (30) days Qwest may rescind its willingness to consider the Agreement's terms and conditions.

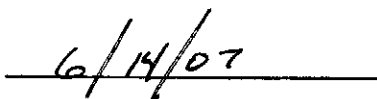
7. Please note that Qwest will file this Letter Agreement with the appropriate state commission for approval; however, some state commissions will not approve the Letter Agreement until the AFN is certified by the state commission. You may want to contact the appropriate state commission to determine the requisite filing guidelines.

Sincerely,



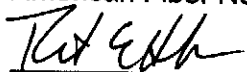
Qwest Corporation
L.T. Christensen
Director – Interconnection Agreements
1801 California Street, Suite 24th Floor
Denver, Colorado 80202

Date



I agree to all terms and conditions contained in this letter as indicated by my signature below:

American Fiber Network, Inc.,



Signature

Rob Heath

Name Printed

Executive Vice President

Title

6/13/07

Date