

Qwest Corporation
Law Department
(612) 672-8905-Phone
(612) 672-8911-Fax

200 South 5th Street, Room 2200
Minneapolis, Minnesota 55402

Jason D. Topp
Corporate Counsel

January 8, 2007



Patricia Van Gerpen
Executive Director
South Dakota Public Utilities Commission
500 East Capitol Avenue
Pierre, SD 57501

Re: Wireline Adoption Interconnection Agreement between Qwest Corporation
and American Fiber Network, Inc. for the State of South Dakota

Dear Ms. Van Gerpen:

Enclosed for filing for approval by the South Dakota Public Utilities Commission pursuant to 47 U.S.C. § 252 is the Wireline Adoption Interconnection Agreement between Qwest Corporation and American Fiber Network, Inc. for the State of South Dakota. American Fiber Network, Inc. is adopting the interconnection agreement between 360networks (USA) inc. and Qwest Corporation that was approved by the Commission on October 31, 2006 in Docket No. TC06-157.

Contact information for American Fiber Network, Inc. is as follows:

Rob Heath, EVP
American Fiber Network, Inc.
9401 Indian Creek Parkway, Suite 140
Overland Park, KS 66210
Rob.heath@afnltd.com
(913) 338-2658

Thank you for your help with this matter. Please contact me if you have any questions or concerns.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Jason D. Topp', with a long horizontal flourish extending to the right.

Jason D. Topp

JDT/bardm
Enclosure

cc: Rob Heath (via e-mail)
Colleen Sevold



October 16, 2006

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@afnltcd.com

Dear Mr. Heath,

We have received your request that, under Section 252(i) of the Telecommunications Act of 1996, American Fiber Network, Inc., ("CLEC") 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 fka U S WEST Communications, Inc. ("Qwest") that was approved by the Commission on July 12, 2006 as an effective agreement in the State of South Dakota. CLEC 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 CLEC ("the Parties") intend that this letter serve as their agreement ("Letter Agreement") for CLEC 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.
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. CLEC 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

CLEC requests that notice to CLEC 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@afnltd.com

5. CLEC represents and warrants that it is a certified provider of local dialtone service in the State of South Dakota 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 sixty (60) days to:

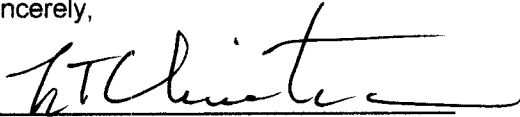
Qwest Corporation
Manager of Interconnection
1801 California St, Suite 2420
Denver, CO 80202
Phone: 303-965-3029

After sixty (60) 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 CLEC is certified by the state commission. You may want to contact the appropriate state commission to determine the requisite filing guidelines.

Sincerely,

Date



12/13/06

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

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

American Fiber Network, Inc.,



Signature

ROBERT E. HEATH

Name Printed

EVP

Title

12/5/06

Date