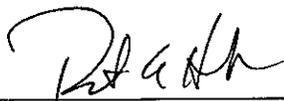


IN WITNESS WHEREOF, each Party has caused this Amendment to be executed by its duly authorized representative.

American Fiber Network, Inc.

By: 

Printed: ROBERT E. HENTZ

Title: EV

Date: 11/29/04

Wisconsin Bell, Inc. d/b/a SBC Wisconsin, by SBC Telecommunications, Inc., its authorized agent

By: 

Printed: Kathy J. Wilkinson

Title: For/ Senior Vice President - Industry Markets & Diversified Businesses

Date: 12-2-2004

FACILITIES-BASED OCN # \_\_\_\_\_

ACNA AFW