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September 16, 2003

VIA FEDERAL EXPRESS

Secretary
Federal Communications Commission
Office of the Secretary
9300 East Hampton Drive
Capitol Heights, MD 20743

Confirmed
OCT 03 2003
Distribution Center

Re: Notice Of Pro Forma Transfer of Control American Fiber Systems, Inc
ITC-214-20000929-00551

Dear Sir or Madam:

Please be advised that American Fiber Systems, Inc., the holder of the above-referenced 214 certificate, is a wholly owned subsidiary of American Fiber Systems Holding Corp.

On August 18, 2003, American Fiber Systems Holding Corp. closed on a round of financing whereby it raised Six Million Dollars (\$6,000,000) in equity financing. The transaction resulted in the new investors (North Atlantic Venture Fund III) acquiring a 10.75% interest in the outstanding shares of American Fiber Systems Holding Corp. As such, under FCC Rule Section 63.24 (d), the transaction resulted in a corporate reorganization that involves no substantial change in the beneficial ownership of the corporation.

We hereby submit the following information regarding North Atlantic:

1. Name, address and telephone Number:
North Atlantic Venture Fund III, a limited partnership
Two City Center, Fifth Floor
Portland, ME 04101
(207) 772-4470
2. State of organization: Delaware
3. Name, title, address and phone number of an officer for delivery of notice:
Mark J. Morrisette, Managing Director of North Atlantic Investors III, LLC, General Partner, Two City Center, Fifth Floor, Portland, ME 04101, (207) 772-4470
4. North Atlantic has not previously received authority under Section 214.

5. The name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least 10% of the equity of North Atlantic and the percentage ownership interest of such person or entity to the nearest percent.

As of June 30, 2003 there is one entity that owns a 10% or greater interest in North Atlantic. It is the US Small Business Administration, Office of Investment, Suite 6300, mail code 7940, 409 Third Street, SW, Washington DC 20416, with a 69% ownership interest. The SBA is an instrumentality/agency of the United States government, whose principal business is to maintain and strengthen the nation's economy by aiding, counseling, assisting and protecting the interests of small business and by helping families and businesses recover from national disasters. There are no interlocking directorates with a foreign carrier.

I hereby certify that this pro forma transfer of control, together with all previous pro forma transactions, does not result in a change in the actual controlling party of American Fiber Systems Holding Corp.

Should any further information be required, please do not hesitate to contact me.

Respectfully submitted,



Bruce T. Frankiewicz,
Vice President of Legal
& Regulatory Affairs