



August 18, 2004

Talk America Inc.
Kevin Weltens, Vendor Services
12020 Sunrise Valley Drive, Suite 250
Reston, VA 20191
703-391-7534

Subject: Agreement to Adopt Qwest Corporation's Statement of Generally Accepted Terms ("SGAT") and Associated Exhibits, for the State of North Dakota

Dear Mr. Weltens:

We have received your request that, in accordance with Section 252(i) of the Federal Telecommunications Act of 1996, Talk America Inc., ("Talk America") wishes to enter into Qwest Corporation's Statement of Generally Available Terms ("SGAT") and associated Exhibits A through M, for the State of North Dakota.

By signing this letter (hereinafter referred to as the "Agreement"), Talk America and Qwest Corporation ("Qwest") incorporate herein and hereby adopt and agree to be bound by all terms and provisions of the SGAT and Exhibits that are on file with the North Dakota Public Service Commission and in effect as the date of this letter, including the effective term of the SGAT. These include the following documents, with their corresponding effective dates:

SGAT	Statement of Generally Available Terms	dated	05/30/02
Exhibit A	North Dakota Rates	dated	10/16/02
Exhibit B	Service Performance Indicators	dated	06/24/04
Exhibit C	Service Interval Tables	dated	05/30/02
Exhibit D	Qwest Right of Way, Pole Attachment and/or Innerduct Occupancy General Information Document	dated	05/30/02
Exhibit E	Vertical Switch Features for UNE Switching	dated	05/30/02
Exhibit F	Special Request Process	dated	05/30/02
Exhibit G	Change Management Process (CMP)	dated	05/30/02
Exhibit H	Reserved for Future Use	dated	05/30/02
Exhibit I	Individual Case Basis (ICB)	dated	05/30/02
Exhibit J	Election of Reciprocal Compensation Option	dated	05/30/02
Exhibit K	Performance Assurance Plan	dated	06/24/04
Exhibit L	Advice Adoption Letter	dated	05/30/02
Exhibit M	Interim Advice Adoption Letter	dated	05/30/02

With respect to this Agreement, Talk America and Qwest (hereinafter referred jointly to as "the Parties") further understand and agree:

1. Qwest requests that notice to Qwest Corporation as may be required under the Agreement or SGAT shall be provided as follows:

To:

Qwest Corporation
Director Interconnection Agreements
1801 California Street, Room 2420
Denver, CO 80202
303-965-3029
Email – intagree@qwest.com

With copy to:

Qwest Corporation Law Department
Attention: Counsel, Interconnection
1801 California Street, 49th Floor
Denver, CO 80202

Talk America requests that notice to Talk America as may be required under the Agreement or SGAT shall be provided as follows:

Talk America Inc.
Kevin Weltens, Vendor Services
12020 Sunrise Valley Drive, Suite 250
Reston, VA 20191
703-391-7534
Fax 703-391-7525
Email - kweltens@talk.com

2. Talk America represents and warrants that it is a certified local exchange carrier in the State of North Dakota and that this Agreement will cover services in that state only.

3. Talk America shall sign all three original of this Agreement, and return them to:

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

4. If the North Dakota Public Service Commission approves or allows to become effective the withdrawal or revision of the above-identified SGAT or any of the associated Exhibits before this Agreement is executed by both parties, then the terms of this Agreement shall be rendered null and void. Talk America and Qwest may thereafter discuss execution of a new Agreement that adopts the SGAT and associated Exhibits as most recently approved or allowed to become effective by the North Dakota Public Service Commission.

5. Qwest will file this Agreement with the North Dakota Public Service Commission for approval pursuant to Section 252 of the Federal Telecommunications Act of 1996. Qwest notes that some state commissions may not approve the Agreement until the Talk America is certified by the state commission.

6. Exhibit J, Election of Reciprocal Compensation Option, establishes the Reciprocal Compensation rate for 251(b)(5) voice traffic billed by the Parties. Talk America chooses voice services compensation at: (MUST Initial ONE choice)

1. _____ FCC Ordered Rate OR 2. _____ State Ordered Rate

The Parties agree to all terms and conditions contained in this Agreement as indicated by signatures below:

Talk America Inc.



Signature

Alan Kirk

Name Printed/Typed

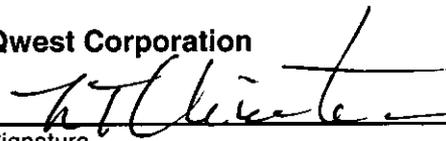
VP Network Vendor/Supplier Management

Title

Date

8/15/04

Qwest Corporation



Signature

L. T. Christensen

Name Printed/Typed

Director - Interconnection Agreements

Title

Date

8/20/04