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Melissa K. Thompson
Senior Attorney



September 2, 2004

Ms. Ilona Jeffcoat-Sacco
Executive Secretary
North Dakota Public Service Commission
600 East Boulevard Avenue -- 12th Floor
Bismarck, North Dakota 58505-0480

Re: Agreement to Adopt Qwest Corporation's SGAT - - Talk America Inc.

Dear Ms. Jeffcoat-Sacco:

Please find enclosed for filing for approval by the North Dakota Public Service Commission pursuant to 47 U.S.C. § 252 and N.D. Cent. Code § 49-21-01.7 an original copy of the Agreement between Qwest Corporation and Talk America Inc to Adopt Qwest Corporation's SGAT and Associated Exhibits for the State of North Dakota.

Contact information for Talk America Inc. is as follows: Kevin Weltens, Vendor Services, 12020 Sunrise Valley Drive, Suite 250, Reston, VA 2019; telephone: 703-391-7534.

We have also enclosed an extra copy of this letter and of the filing. Please date stamp the extra copies and return them to us for our files. We will forward an electronic copy of the Agreement to you for posting on the Commission's website.

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

Sincerely,

A handwritten signature in black ink, appearing to read 'Melissa K. Thompson', with a long horizontal flourish extending to the right.

Melissa K. Thompson

Encl.

cc: Scott Macintosh w/o encl.
Kevin Weltens w/o encl.