



July 17, 2006

Tim Devine, President/COO
CP Telecom
331 2nd Avenue South, Suite 450
Minneapolis, MN 55401

Dear Mr. Devine:

We have received your request that, under Section 252(i) of the Telecommunications Act of 1996, Computer Pro, Inc. d/b/a CP Telecom ("CLEC") wishes to adopt in its entirety, the terms of the Interconnection Agreement and any associated amendments, if applicable, (the "Underlying Agreement") between Southwestern Bell Communications Services aka SBC Long Distance and Qwest Corporation fka U S WEST Communications, Inc. ("Qwest") that was approved by the Commission on January 27, 2005 as an effective agreement in the State of North Dakota. CLEC is incorporated in the State of Minnesota. 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. This Letter Agreement shall become effective upon approval by the Commission. 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 CP Telecom be substituted in place of "Southwestern Bell Communications Services aka SBC Long Distance" 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

CDS-060717-0001

Agreement Number CDS-xxxxxx-xxxx
7-17-06/swd-ms/CP Telecom/North Dakota

(Adoption of SBC)

CLEC requests that notice to CLEC as may be required under the Underlying Agreement shall be provided as follows:

CP Telecom
Tim Devine, President/COO
331 2nd Avenue South, Suite 450
Minneapolis, MN 55401
612-236-1010
Tim.devine@cptelecom.net

CP Telecom
Linda Dobinson, Director-Legal/Reg Compliance
209 West 1st Street
Duluth, MN 55802
218-336-1125
linda.dobinson@cptelecom.net

5. CLEC represents and warrants that it is a certified provider of local telecommunication service in the State of North 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,

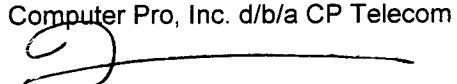
Date


Qwest Corporation
L.T. Christensen *Spencer Christensen*
Director, Interconnection Agreements *NP-Intercon*
1801 California Street, Suite 24th Floor
Denver, Colorado 80202

8/14/06

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

Computer Pro, Inc. d/b/a CP Telecom


Signature

Tim Devine
Name Printed

President / COO
Title

8-4-06
Date

CDS-060717-0001