

Boyce, Greenfield, Pashby & Welk, LLP

tjwelk@bgpw.com

Direct Dial: 605-731-0208

October 26, 2004

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**SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION**

Attorneys at Law

101 N. Phillips Ave., Suite 600

Sioux Falls, SD 57104

P.O. Box 5015

Sioux Falls, SD 57117-5015

P: 605-336-2424

F: 605-334-0618

www.bgpw.com

Russell R. Greenfield

Gary J. Pashby

Thomas J. Welk

Michael S. McKnight

Gregg S. Greenfield

Roger A. Sudbeck

Lisa K. Marso

*Heather R. Springer**

Heith R. Janke

Darin W. Larson

Michael F. Tobin

Christopher W. Madsen

*Sherri L. Rotert***

**Also licensed in Kansas*

***Also licensed in Colorado*

J.W. Boyce (1884-1915)

Pam Bonrud, Executive Director
Public Utilities Commission of the State of SD
500 East Capitol Avenue
Pierre, SD 57501

Re: Filing of Letter Adoption Agreement and Triennial Review Order and USTA II Decision Amendment to the Adoption Agreement between Qwest Corporation and NorthStar Telecom, Inc., a wholly owned subsidiary of Midwest Marketing Group, Inc. (Our File No. 2104.078)

Dear Ms. Bonrud:

Pursuant to ARSD 20:10:32:21 enclosed for filing are an original and ten (10) copies of the Letter Adoption Agreement between NorthStar Telecom, Inc., a wholly owned subsidiary of Midwest Marketing Group, Inc. ("NorthStar") and Qwest Corporation ("Qwest") for approval by the Commission. NorthStar wishes to adopt, in its entirety, the terms of the Interconnection Agreement and any associated amendments, if applicable, between AT&T Communications of the Midwest, Inc. and Qwest that was approved by the Commission on May 13, 2004.

Also enclosed for filing are an original and ten (10) copies of the Triennial Review Order and USTA II Decision Amendment to the Letter Adoption Agreement between NorthStar and Qwest for approval by the Commission. This is an amendment to the adoption agreement between NorthStar and Qwest which is being filed today.

The Amendment is made in order to change or add terms, conditions and rates for certain UNEs as set forth in Attachment 1 to this Amendment.

NorthStar has authorized Qwest to submit this Letter Adoption Agreement and Amendment on NorthStar's behalf.

Sincerely yours,

BOYCE, GREENFIELD, PASHBY & WELK, L.L.P.

Thomas J. Welk

TJW/vjj

Enclosures

cc: Matt O'Flaherty – NorthStar
Colleen Sevold
Mary Sullivan



October 12, 2004

NorthStar Telecom, Inc.
 Matt O'Flaherty, President
 1101 Hills Road
 Fremont, Nebraska 68025
 Phone- 402-753-0057

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**SOUTH DAKOTA PUBLIC
 UTILITIES COMMISSION**

Dear Mr. O'Flaherty:

We have received your request that, under Section 252(i) of the Telecommunications Act of 1996, NorthStar Telecom, Inc. a wholly owned subsidiary of Midwest Marketing Group, Inc., ("CLEC") wishes to adopt in its entirety, the terms of the Interconnection Agreement and any associated amendments, if applicable, (the "Underlying Agreement") between AT&T Communications of the Midwest, Inc. and Qwest Corporation fka U S WEST Communications, Inc. ("Qwest") that was approved by the Commission on May 13, 2004 as an effective agreement in the State of South Dakota. CLEC is incorporated in the state of Nebraska. 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. The Parties acknowledge that Qwest believes that the Underlying Agreement no longer accurately reflects the state of the law regarding certain of Qwest's interconnection and unbundling obligations and that, accordingly, Qwest does not believe that it is obligated to allow CLEC to adopt the Underlying Agreement without a corresponding amendment that Qwest believes will bring the Underlying Agreement into compliance with current law. Qwest therefore has prepared and provided to CLEC the attached "TRO/USTA II Amendment," which Qwest believes brings the Underlying Agreement into compliance with current law. Accordingly, the Parties agree to execute and file for Commission approval the attached "TRO/USTA II Amendment" contemporaneously with this Letter Agreement, which amendment thereafter will serve as an amendment to this Letter Agreement.
2. The Parties shall request the Commission to expedite its review and approval of this Letter Agreement. This Letter Agreement shall become effective upon such approval. If for some reason the Commission rejects all or part of the Letter Agreement, including the attached TRO/USTA II Amendment, either party may at its option declare the remainder of the Agreement void and be excused from any performance thereunder.
3. Notwithstanding the mutual commitments set forth herein, the 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.

4. CLEC adopts the terms and conditions of the Underlying Agreement for interconnection with Qwest and in applying the terms and conditions, agrees that Midwest Marketing Group Inc. d.b.a. Northstar Telecom be substituted in place of "AT&T of the Midwest, Inc." throughout the Underlying Agreement wherever the latter appears.

5. 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 2420
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

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

NorthStar Telecom, Inc.
Matt O'Flaherty, President
1101 Hills Road
Fremont, Nebraska 68025
Phone- 402-753-0057
Fax- 402-721-8845
Email mato@mmqi.net

6. CLEC represents and warrants that it is a certified provider of local dialtone service in the State of South Dakota and that this Agreement will cover services in that state only.

7. Please sign all three original copies of this letter, and overnight them within ninety 90 days to:

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

After ninety (90) days Qwest may rescind its willingness to consider the Agreement's terms and conditions.

8. 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

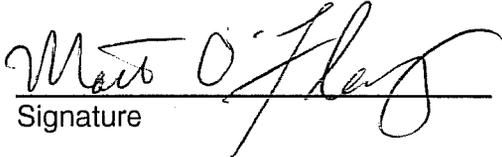


10/21/04

Qwest Corporation
L.T. Christensen
Director – Interconnection Agreements
1801 California Street, Suite 24th Floor
Denver, Colorado 80202

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

NorthStar Telecom, Inc. a wholly owned
subsidiary of Midwest Marketing Group, Inc.



Signature

Matt O'Flaherty,

Name

President

Title

Date

10/13/2004