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August 31, 2004

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

Re: Filing of Adoption Agreement between Talk America, Inc. and Qwest Corporation for the State of South Dakota  
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 Adoption Agreement between Talk America, Inc. ("Talk America") and Qwest Corporation ("Qwest") for approval by the Commission. Talk America chooses to adopt, in its entirety, the terms and conditions of Qwest Corporation's Statement of Generally Accepted Terms ("SGAT") and Associated Exhibits for the State of South Dakota.

Talk America has authorized Qwest to submit this Agreement on Talk America's behalf.

Sincerely yours,

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

Thomas J. Welk

TJW/vjj

Enclosures

cc: Kevin Weltens - Talk America  
Ms. Colleen Sevold  
Ms. Luba Hromyk

**RECEIVED**

SEP 02 2004

**SOUTH DAKOTA PUBLIC  
UTILITIES COMMISSION**



RECEIVED

SEP 02 2004

SOUTH DAKOTA PUBLIC UTILITIES COMMISSION

August 18, 2004

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

**Re: Agreement to Adopt Qwest Corporation's Statement of Generally Accepted Terms ("SGAT") and Associated Exhibits for the State of South 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") for South Dakota, including Exhibits A through M listed below.

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 A through M that are on file with the South Dakota Public Utilities 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	12/12/02
Exhibit A	South Dakota Rates	dated	12/12/02
Exhibit B	Service Performance Indicators	dated	06/24/04
Exhibit B1	Manual Service Order Accuracy	dated	12/12/02
Exhibit C	Service Interval Tables	dated	12/12/02
Exhibit D	Qwest Right of Way, Pole Attachment and/or Innerduct Occupancy General Information Document	dated	12/12/02
Exhibit E	Vertical Switch Features for UNE Switching	dated	12/12/02
Exhibit F	Special Request Process	dated	12/12/02
Exhibit G	Change Management Process (CMP)	dated	12/12/02
Exhibit H	Reserved for Future Use	dated	12/12/02
Exhibit I	Individual Case Basis (ICB)	dated	12/12/02
Exhibit J	Election of Reciprocal Compensation Option	dated	12/12/02
Exhibit K	Performance Assurance Plan	dated	06/24/04
Exhibit L	Advice Adoption Letter	dated	12/12/02
Exhibit M	Interim Advice Adoption Letter	dated	12/12/02

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](mailto: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](mailto:kweltens@talk.com)

2. Talk America represents and warrants that it is a certified local exchange carrier in the State of South 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 South Dakota Public Utilities 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 South Dakota Public Utilities Commission.

5. Qwest will file this Agreement with the South Dakota Public Utilities 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

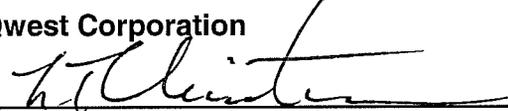
7. The Parties agree to all terms and conditions contained in this Agreement as indicated by signatures below:

**Talk America Inc.**  
  
\_\_\_\_\_  
Signature

Alan Kirk  
\_\_\_\_\_  
Name Printed/Typed

VP Network Vendor/Supplier Management  
\_\_\_\_\_  
Title

8/19/04  
\_\_\_\_\_  
Date

**Qwest Corporation**  
  
\_\_\_\_\_  
Signature

L. T. Christensen  
\_\_\_\_\_  
Name Printed/Typed

Director - Interconnection Agreements  
\_\_\_\_\_  
Title

8/20/04  
\_\_\_\_\_  
Date

**South Dakota Public Utilities Commission**  
**WEEKLY FILINGS**  
**For the Period of September 2, 2004 through September 8, 2004**

If you need a complete copy of a filing faxed, overnight expressed, or mailed to you, please contact Delaine Kolbo within five business days of this report. Phone: 605-773-3201

**NATURAL GAS**

**NG04-010** In the Matter of the Request of MidAmerican Energy Company to Withdraw its IGSP Six Month Filing for November 2003 through April 2004 and Replace with Revised Report.

Application by MidAmerican Energy Company to revise the calculation of actual costs in the November 2003 through April 2004 Incentive Gas Supply Procurement Program. MidAmerican proposes to utilize estimated final interstate pipeline rates for Northern Natural Gas Company in place of actual interim rates now in effect in an effort to more accurately reflect costs that will result from Northern's current rate case proceeding before the FERC.

Staff Attorney: Dave Jacobson  
Staff Analyst: Karen Cremer  
Date Filed: 09/08/04  
Intervention Deadline: 09/24/04

**TELECOMMUNICATIONS**

**TC04-192** In the Matter of the Filing for Approval of an Adoption Agreement between Qwest Corporation and Southwestern Bell Communications Services, Inc. d/b/a SBC Long Distance.

On September 2, 2004, the Commission received a Filing for Approval of an Adoption Agreement between Qwest Corporation and Southwestern Bell Communications Services, Inc. d/b/a SBC Long Distance (Southwestern). According to the parties, Southwestern has chosen "to adopt, in its entirety, the terms and conditions of Qwest Corporation's Statement of Generally Accepted Terms (SGAT) and Associated Exhibits for the State of South Dakota." Any party wishing to comment on the Agreement may do so by filing written comments with the Commission and the parties to the Agreement no later than September 22, 2004. Parties to the Agreement may file written responses to the comments no later than twenty days after the service of the initial comments.

Staff Attorney: Rolayne Ailts Wiest  
Date Filed: 09/02/04  
Initial Comments Due: 09/22/04

**TC04-193** In the Matter of the Filing for Approval of an Adoption Agreement between Qwest Corporation and Talk America Inc.

On September 2, 2004, the Commission received a Filing for Approval of an Adoption Agreement between Qwest Corporation and Talk America Inc. (Talk America). According to the parties, Talk America has chosen "to adopt, in its entirety, the terms and conditions of Qwest Corporation's

Statement of Generally Accepted Terms (SGAT) and Associated Exhibits for the State of South Dakota." Any party wishing to comment on the Agreement may do so by filing written comments with the Commission and the parties to the Agreement no later than September 22, 2004. Parties to the Agreement may file written responses to the comments no later than twenty days after the service of the initial comments.

Staff Attorney: Rolayne Ailts Wiest  
Date Filed: 09/02/04  
Initial Comments Due: 09/22/04

**TC04-194 In the Matter of the Request of Dickey Rural Telephone Cooperative for Certification Regarding its Use of Federal Universal Service Support.**

On September 7, 2004, Dickey Rural Telephone Cooperative (Dickey Rural) provided information constituting Dickey Rural's plan for the use of its federal universal service support and to otherwise verify that Dickey Rural will use all federal universal service support received in a manner that is consistent with the federal universal service provisions of 47 U.S.C. Section 254.

Staff Analyst: Harlan Best  
Staff Attorney: Karen E. Cremer  
Date Filed: 09/07/04  
Intervention Deadline: 09/17/04

**TC04-195 In the Matter of the Request of Dickey Rural Communications, Inc. for Certification Regarding its Use of Federal Universal Service Support.**

On September 7, 2004, Dickey Rural Communications, Inc. (Dickey Rural) provided information constituting Dickey Rural's plan for the use of its federal universal service support and to otherwise verify that Dickey Rural will use all federal universal service support received in a manner that is consistent with the federal universal service provisions of 47 U.S.C. Section 254.

Staff Analyst: Harlan Best  
Staff Attorney: Karen E. Cremer  
Date Filed: 09/07/04  
Intervention Deadline: 09/17/04

**TC04-196 In the Matter of the Filing for Approval of a Reciprocal Interconnection, Transport and Termination Agreement between WWC License LLC and Sioux Valley Telephone Company.**

On September 8, 2004, the Commission received a Filing for Approval of a Reciprocal Interconnection, Transport and Termination Agreement between Sioux Valley Telephone Company and WWC License LLC. According to the parties, the "Agreement sets forth the terms, conditions and prices under which (a) the Parties agree to directly interconnect the networks of the CMRS Provider and the Telephone Company for the purposes of the exchange of telecommunications traffic between the Parties' networks or (b) the Parties will transport and terminate the telecommunications traffic originated by the other Party and delivered via the network of a Third Party Provider." Any party wishing to comment on the Agreement may do so by filing written comments with the Commission and the parties to the Agreement no later than September 28, 2004. Parties to the Agreement may file written responses to the comments no later than twenty days after the service of the initial comments.

Staff Attorney: Rolayne Ailts Wiest

Date Filed: 09/08/04

Initial Comments Due: 09/28/04

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**BEFORE THE PUBLIC UTILITIES COMMISSION  
OF THE STATE OF SOUTH DAKOTA**

IN THE MATTER OF THE FILING FOR )	ORDER APPROVING
APPROVAL OF AN ADOPTION AGREEMENT )	ADOPTION AGREEMENT
BETWEEN QWEST CORPORATION AND )	
TALK AMERICA INC. )	TC04-193

On September 2, 2004, Qwest Corporation (Qwest) filed for approval by the South Dakota Public Utilities Commission (Commission) an adoption agreement between Talk America Inc. (Talk America) and Qwest.

On September 9, 2004, the Commission electronically transmitted notice of this filing to interested individuals and entities. The notice stated that any person wishing to comment on the parties' request for approval had until September 22, 2004, to do so. No comments were filed.

At its duly noticed October 12, 2004, meeting, the Commission considered whether to approve the adoption agreement between Qwest and Talk America. Commission Staff recommended its approval.

The Commission has jurisdiction over this matter pursuant to SDCL Chapter 49-31, and the Federal Telecommunications Act of 1996. In accordance with 47 U.S.C. § 252(e)(2), the Commission found that the adoption agreement does not discriminate against a telecommunications carrier that is not a party to the adoption agreement and the adoption agreement is consistent with the public interest, convenience, and necessity. The Commission unanimously voted to approve the adoption agreement. It is therefore

ORDERED, that the Commission approves the adoption agreement.

Dated at Pierre, South Dakota, this 20<sup>th</sup> day of October, 2004.

<b>CERTIFICATE OF SERVICE</b>
The undersigned hereby certifies that this document has been served today upon all parties of record in this docket, as listed on the docket service list, by facsimile or by first class mail, in properly addressed envelopes, with charges prepaid thereon.
By: <u><i>Helaine Kalbo</i></u>
Date: <u>10/21/04</u>
(OFFICIAL SEAL)

BY ORDER OF THE COMMISSION:

*Robert K. Sahr*  
ROBERT K. SAHR, Chairman

*Gary Hanson*  
GARY HANSON, Commissioner

*James A. Burg*  
JAMES A. BURG, Commissioner