

**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 20th day of October, 2004.

CERTIFICATE OF SERVICE
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: _____
Date: _____
(OFFICIAL SEAL)

BY ORDER OF THE COMMISSION:

ROBERT K. SAHR, Chairman

GARY HANSON, Commissioner

JAMES A. BURG, Commissioner