

**Qwest Corporation**  
Law Department  
(612) 672-8905-Phone  
(612) 672-8911-Fax

**Jason D. Topp**  
Corporate Counsel



June 16, 2006

Patricia Van Gerpen  
Executive Director  
South Dakota Public Utilities Commission  
500 East Capitol Avenue  
Pierre, SD 57501

Re: Wireline Adoption Interconnection Agreement between  
Qwest Corporation and Trans National Communications  
International, Inc. for the State of South Dakota

Dear Ms. Van Gerpen:

Enclosed for filing for approval by the South Dakota Public Utilities Commission pursuant to 47 U.S.C. § 252 is the Wireline Adoption Interconnection Agreement between Qwest Corporation and Trans National Communications International, Inc. for the State of South Dakota. Trans National Communications International, Inc. is adopting the interconnection agreement between Talk America, Inc. and Qwest Corporation that was approved by the Commission on October 20, 2004 in Docket No. TC04-193.

Contact information for Trans National Communications International, Inc. is as follows:

Brian C. Twomey, President  
Trans National Communications International, Inc.  
2 Charlesgate West  
Boston, MA 02215  
(617) 369-1210

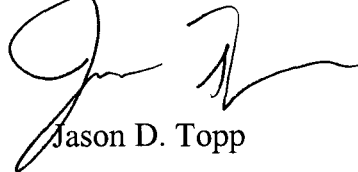
Patricia Van Gerpen

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June 16, 2006

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

Very truly yours,

A handwritten signature in black ink, appearing to read "Jason D. Topp". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

Jason D. Topp

JDT/bardm

Enclosure

cc: Brian C. Twomey (via e-mail)  
Colleen Sevold



June 2, 2006

Trans National Communications International, Inc.  
Brian C. Twomey, President  
2 Charlesgate West  
Boston, MA 02215  
Phone: 617-369-1210

Dear Mr. Twomey:

We have received your request that, under Section 252(i) of the Telecommunications Act of 1996, Trans National Communications International, Inc. ("TNCI") wishes to adopt in its entirety, the terms of the Interconnection Agreement and any associated amendments, if applicable, (the "Underlying Agreement") between Talk America, Inc. and Qwest Corporation fka U S WEST Communications, Inc. ("Qwest") that was approved by the Commission on October 20, 2004 as an effective agreement in the State of South Dakota. TNCI is incorporated in the State of Delaware. We understand you have a complete copy of the Underlying Agreement.

By their respective signatures below, Qwest and TNCI ("the Parties") intend that this letter serve as their agreement ("Letter Agreement") for TNCI 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. TNCI adopts the terms and conditions of the Underlying Agreement for interconnection with Qwest and in applying the terms and conditions, agrees that Trans National Communications International, Inc. be substituted in place of "Talk America, Inc." 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

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

Trans National Communications International, Inc. (TNCI)  
Brian C. Twomey  
2 Charlesgate West  
Boston, MA 02215  
PH: 617-369-1210  
Fax: 617-369-1117  
btwomey@tncii.com

5. TNCI represents and warrants that it is a certified provider of local telecommunication service in the State of South 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 TNCI is certified by the state commission. You may want to contact the appropriate state commission to determine the requisite filing guidelines.

Sincerely,



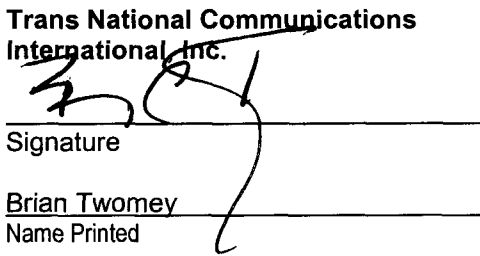
Qwest Corporation  
L.T. Christensen  
Director – Interconnection Agreements  
1801 California Street, Suite 24th Floor  
Denver, Colorado 80202

Date

6/8/06

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

**Trans National Communications  
International, Inc.**

  
\_\_\_\_\_  
Signature

Brian Twomey  
\_\_\_\_\_  
Name Printed

President  
\_\_\_\_\_  
Title

6-7-2006  
\_\_\_\_\_  
Date