

**QWEST MASTER SERVICES AGREEMENT**

This Master Services Agreement, which includes this signature page, the subsequent general terms and conditions, the Rate Sheet for each applicable state, Exhibit 1 (Qwest Platform Plus Service), and Attachment A to Exhibit 1 (Performance Metrics) attached hereto or incorporated herein by reference (collectively the "Agreement") is entered into between **Qwest Corporation ("Qwest") and Talk America Inc. ("CLEC")** (each identified for purposes of this Agreement in the signature blocks below, and referred to separately as a "Party" or collectively as the "Parties"), on behalf of itself and its Affiliates. This Agreement may be executed in counterparts. This Agreement shall become effective on the Effective Date. The undersigned Parties have read and agree to the terms and conditions set forth in the Agreement.

**QWEST CORPORATION:**

**TALK AMERICA INC.**

By: *L.T. Christensen*  
 [ Name ]: L.T. Christensen  
 [ Title ]: Director - Interconnection Agreements  
 Date: 4/6/06

By: *Aloysius T. Lawn*  
 [ Name ]: Aloysius T. Lawn  
 [ Title ]: General Counsel  
 Date: 4/4/06

**NOTICE INFORMATION:** All written notices required under the Agreement shall be sent to the following:

**To Qwest Corp.:**  
 1801 California Street, Suite 2420  
 Denver, CO 80202  
 Phone #: 303-965-3029  
 Facsimile #: 303-896-7077  
 E-mail: [ntagree@qwest.com](mailto:ntagree@qwest.com)  
 Attention: Manager-Interconnection

**To Talk America :**  
 6805 Route 202  
 New Hope, PA 18938  
 Phone #: 215-862-1092  
 Facsimile #:  
 E-mail: [Alawn@talk.com](mailto:Alawn@talk.com)  
 Attention: Aloysius T. Lawn, General Counsel

**With copy to:**  
 Qwest  
 c/o 1801 California Street, 10<sup>th</sup> Floor  
 Denver, Colorado 80202  
 Facsimile #: 1-303-295-6973  
 Attention: Corporate Counsel, Wholesale  
 Reference: MSA for Qwest Platform Plus™ Service

**APPLICABLE SERVICES:**

**APPLICABLE STATES:**

Qwest agrees to offer and CLEC intends to purchase the Services indicated below by CLEC's signatory initialing on the applicable blanks:

Qwest agrees to offer and CLEC intends to purchase Qwest Platform Plus™ ("QPP™") service in the states indicated below by CLEC's signatory initialing on the applicable blanks:

  x   Exhibit 1 - Qwest Platform Plus™ Service

- x   Arizona
- x   Colorado
- Idaho
- Iowa
- Minnesota
- Montana
- Nebraska
- New Mexico
- North Dakota
- x   Oregon
- South Dakota
- Utah
- x   Washington
- Wyoming

The Parties may amend the Qwest Master Services Agreement in writing from time to time to include additional products and services.