

UT-043051(IA)
6-30-04

Qwest
1600 7th Avenue, Room 3206
Seattle, Washington 98191
(206) 398-2507
Facsimile (206) 343-4040

Adam L. Sherr
Senior Attorney
Regulatory Law

RECEIVED
RECORDS MANAGEMENT
04 JUN 11 AM 11:05
OFFICE OF WASH.
UTIL. AND TRANSP.
COMMISSION



*Via E-mail and
Overnight Delivery*

June 10, 2004

Ms. Carole J. Washburn
Executive Secretary
Washington Utilities and
Transportation Commission
1300 S. Evergreen Park Dr. S.W.
P.O. Box 47250
Olympia, WA 98504-7254

Re: Request for Approval of Adopted Interconnection Agreement between
Qwest Corporation and Talk America, Inc.

Dear Ms. Washburn:

In accordance with WAC 480-07-640, please find enclosed an original and two (2) copies of the Letter Agreement between Qwest Corporation ("Qwest") and Talk America, Inc. Talk America has adopted, in its entirety, the previously approved Agreement between Qwest and AT&T Communications of the Pacific Northwest, Inc. (Docket No UT-033035; approved on February 6, 2004).

The enclosed Letter Agreement does not discriminate against non-party carriers. It is consistent with state and federal law, and is in the public interest. Qwest respectfully requests that the Commission approve this Agreement expeditiously.

Sincerely,

A handwritten signature in black ink, appearing to be 'A. Sherr', written over a horizontal line.

Adam L. Sherr

ALS/llw
Enclosure

cc: Luba Hromyk (without enclosure)
Kevin Weltens, Talk America, Inc. (without enclosure)

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RECORDS MANAGEMENT

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STATE OF WASH.
UTIL. AND TRANSP.
COMMISSION

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

Dear Mr. Kevin Weltens :

We have received your request that, under Section 252(i) of the Telecommunications Act of 1996, Talk America Inc. ("CLEC") wishes to "Pick and Choose" in its entirety, the terms of the Interconnection Agreement and any associated amendments, if applicable, ("Agreement") between AT&T Communications of the Pacific Northwest, Inc. and Qwest Corporation fka U S WEST Communications, Inc. ("Qwest") that was approved by the Commission on February 6, 2004 as an effective agreement in the State of Washington. Talk America Inc. is incorporated in the state of Pennsylvania. We understand you have a copy of the wireline agreement.

With respect to the aforementioned Agreement, Qwest and CLEC ("the Parties") understand and agree:

1. The Parties shall request the Commission to expedite its review and approval of this Agreement. This Agreement shall become effective upon such approval.
2. Notwithstanding the mutual commitments set forth herein, the Qwest is entering into this 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 this Agreement. During the proceeding in which the Commission is to review and approve the 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. CLEC adopts the terms and conditions of the AT&T Communications of the Pacific Northwest, Inc. Agreement for interconnection with Qwest and in applying the terms and conditions, agrees that Talk America Inc. be substituted in place of "AT&T Communications of the Pacific Northwest, Inc." throughout the Agreement wherever the latter appears.
4. Qwest requests that notice to Qwest Corporation as may be required under the Agreement shall be provided as follows:

To: 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, 49th Floor
Denver, CO 80202

CLEC requests that notice to CLEC as may be required under the Agreement 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

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

6. Please sign all three original copies of this letter, and overnight them by August 28, 2004 to:

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

After August 28, 2004, Qwest may rescind its willingness to consider the Agreement's terms and conditions.

7. Please note that Qwest will file this letter with the appropriate state commission for approval; however, some state commissions will not approve the letter 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,



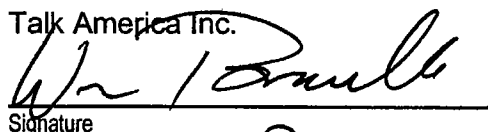
Qwest Corporation
L.T. Christensen
Director – Interconnection Agreements
1801 California Street, Suite 24th Floor
Denver, Colorado 80202

Date

6/4/04

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

Talk America Inc.



Signature

WARREN BRASSELE

Name

EVP - NETWORK OPS

Title

6/1/04

Date