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October 17, 2005

STATE CORPORATION COMMISSION

Ms. Susan K. Duffy, Executive Director
Kansas Corporation Commission
1500 SW Arrowhead Road
Topeka, Kansas 66604-4027

OCT 17 2005

 Docket
Room

RE: Interconnection agreement between SBC and Talk America, Inc.

Dear Ms. Duffy:

Enclosed for filing with the Commission is an original and three (3) copies of an Application for Approval of the Interconnection Agreement between Southwestern Bell Telephone, L.P., d/b/a SBC Kansas ("SBC") and Talk America, Inc. ("Talk America") executed on September 28, 2005 and supporting affidavit of Michael Scott, Area Manager-Regulatory Issues of SBC.

Based on a Memorandum of Understanding signed by the two parties and filed with the Commission on December 17, 2004 in Docket No. 05-SWBT-368-ARB, Talk America is deemed to have adopted the Prairie Stream Communications, Inc. interconnection agreement previously approved by the Commission in Docket No. 06-SWBT-235-IAT that was the result of arbitrated proceedings designed to develop successor agreements for the Kansas 271 agreement. Upon Commission approval the Agreement will supersede and replace the interconnection agreement between SBC and Talk America approved by the Commission in Docket No. 02-SWBT-357-IAT. There are no outstanding issues between the parties that need the assistance of mediation or arbitration. SBC files this Agreement seeking Commission approval of its terms and conditions consistent with the Federal Act of 1996. Talk America is registered as active and in good standing with the Kansas Secretary of State's office.

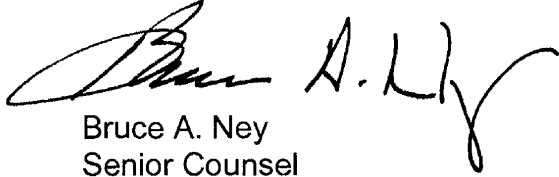
SBC represents and believes in good faith that the implementation of this Agreement is consistent with the public interest, convenience and necessity and does not discriminate against any telecommunications carrier. SBC specifically requests that the Commission refrain from taking any action to delay implementation of this agreement, in keeping with the support for competition previously demonstrated by the Commission.

Contact information for Talk America is listed below.

CLEC Officer Name:	CLEC Attorney Name:
Mr. Craig H. Pizer	
Assoc. General Counsel	
6805 Route 202	
New Hope, PA 18938	
E-mail: cpizer@talk.com	
Fax: 215-862-1960	

The Commission's prompt attention to this matter would be appreciated.

Sincerely,

A handwritten signature in black ink, appearing to read "Bruce A. Ney". The signature is fluid and cursive, with the first name "Bruce" being more prominent and the last name "Ney" following in a similar style.

Bruce A. Ney
Senior Counsel

Enclosures

cc: Ms. Eva Powers (transmittal letter only)
Mr. Craig H. Pizer -- Talk America, Inc.

**BEFORE THE STATE CORPORATION COMMISSION
OF THE STATE OF KANSAS**

OCT 17 2005

Susan K. Duffy Docket
Room

Application of Southwestern Bell)
Telephone, L.P. for Approval of)
Interconnection Agreement Under the)
Telecommunications Act of 1996 With)
Talk America, Inc.)

Docket No. 06-SWBT-419-IAT

**APPLICATION OF SOUTHWESTERN BELL TELEPHONE, L.P. FOR APPROVAL OF
INTERCONNECTION AGREEMENT UNDER THE
TELECOMMUNICATIONS ACT OF 1996**

Southwestern Bell Telephone, L.P., d/b/a SBC Kansas ("SBC"), hereby files this Application for Approval of an Interconnection Agreement ("the Agreement") with Talk America, Inc. ("Talk America"), under the Telecommunications Act of 1996, Public Law No. 104-104 ("Federal Act") and would respectfully show the Kansas Corporation Commission ("Commission") the following:

I. AGREEMENT EXECUTED

In a Memorandum of Understanding ("MOU") signed by the two parties and filed with the Commission on December 17, 2004,¹ the parties agreed that Talk America would adopt or MFN into one of the K2A successor agreements approved by the Commission in the K2A successor docket(s) no later than 10 business days after the issuance of the decision of the Commission approving the first successor agreement ("MFN date"). The parties further agreed that if Talk America failed to identify an agreement into which it would MFN by the MFN date, Talk America would be deemed to have selected the first Commission approved successor agreement ("default agreement"). The first Commission approved successor interconnection agreement or

¹ MOU was filed in Docket No. 05-SWBT-368-ARB.

default agreement is that of Prairie Stream Communications, Inc., previously approved by the Commission in Docket No. 06-SWBT-235-IAT.

Talk America did not identify an agreement into which it would MFN by the MFN date. Accordingly, Talk America is deemed to have selected the default agreement. The Agreement was subsequently executed on September 28, 2005 by SBC. The Agreement is the result of arbitrated proceedings designed to develop successor agreements for the Kansas 271 agreement. There are no outstanding issues between SBC and Talk America that need the assistance of mediation or arbitration. Upon Commission approval the Agreement will supersede and replace the Interconnection Agreement between SBC and Talk America approved by the Commission in Docket No. 02-SWBT-357-IAT.

II. REQUEST FOR APPROVAL

SBC seeks the Commission's approval of the Agreement, consistent with the provisions of the Federal Act.

SBC believes that the implementation of this Agreement complies fully with Section 252(e) of the Federal Act because the Agreement is consistent with the public interest, convenience and necessity and does not discriminate against any telecommunications carrier. The Agreement promotes diversity in providers, provides interconnectivity, and will increase customer choices for telecommunications services.

SBC respectfully requests that the Commission grant expeditious approval of this Agreement, without change, suspension or other delay in its implementation.

III. STANDARD FOR REVIEW

The statutory standards of review are set forth in Section 252(e) of the Federal

Act which provides as follows:

(e) APPROVAL BY STATE COMMISSION

- (1) APPROVAL REQUIRED.--Any interconnection agreement adopted by negotiation or arbitration shall be submitted for approval to the State commission. A State commission to which an agreement is submitted to shall approve or reject the agreement, with written findings as to any deficiencies.
- (2) GROUNDS FOR REJECTION--The State Commission may only reject --(A) an agreement (or any portion thereof) adopted by negotiation under subsection (a) if it finds that --
 - (i) the agreement (or portion thereof) discriminates against a telecommunications carrier not a party to the agreement; or
 - (ii) the implementation of such agreement or portion is not consistent with the public interest, convenience, and necessity; or

The affidavit of Michael Scott, Area Manager-Regulatory Issues, establishes that the Agreement submitted herein satisfies these standards. (Affidavit, Attachment II).

IV. KANSAS LAW

The negotiated and executed Agreement is consistent with the Kansas regulatory statutes.

VI. CONCLUSION

For the reasons set forth above, SBC respectfully requests that the Commission approve the Agreement expeditiously.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Bruce A. Ney", is written over a horizontal line.

TIMOTHY S. PICKERING (#02003)
BRUCE A. NEY (#15554) ◀
MELANIE N. SAWYER (#19945)

220 E. Sixth Street, Room 515

Topeka, Kansas 66603-3596

(785-276-8413)

Attorneys for Southwestern Bell Telephone, L.P.

**INTERCONNECTION AGREEMENT UNDER
SECTIONS 251 AND 252 OF THE
TELECOMMUNICATIONS ACT OF 1996**

by and between

SOUTHWESTERN BELL TELEPHONE, L.P. d/b/a

SBC KANSAS

and

TALK AMERICA, INC.

**INTERCONNECTION AGREEMENT
UNDER SECTIONS 251 AND 252
OF THE
TELECOMMUNICATIONS ACT OF 1996**

This Interconnection Agreement (the "Agreement"), is being entered into by and between Southwestern Bell Telephone, L.P. d/b/a SBC Kansas ("SBC Kansas"), and Talk America Inc. ("CLEC"), (each a "Party" and, collectively, the "Parties"), pursuant to Sections 251 and 252 of the Telecommunications Act of 1996 ("the Act").

RECITALS

WHEREAS, pursuant to Section 252(i) of the Act, Talk America Inc. ("CLEC") has requested to adopt the Interconnection Agreement by and between SBC Kansas and the separate CLEC designated in Section 2.4 below for the State of Kansas, which was previously approved by the Kansas Corporation Commission ("the Commission") under Section 252(e) of the Act, including any Commission approved amendments to such Agreement (the "Separate Agreement"), which is incorporated herein by reference (the "MFN Agreement"); and

NOW, THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, CLEC and SBC Kansas hereby agree as follows:

1. Incorporation of Recitals and Separate Agreement by Reference

- 1.1 The foregoing Recitals are hereby incorporated into and made a part of this MFN Agreement.
- 1.2 Except as expressly stated herein, the MFN Agreement, including any and all applicable Appendices, Schedules, Exhibits, Attachments and Commission approved Amendments thereto, are incorporated herein by this reference and form an integral part of the MFN Agreement.

2. Modifications to Separate Agreement

- 2.1 References in the Separate Agreement to "CLEC" or to "Other" shall for purposes of the MFN Agreement be deemed to refer to CLEC.
- 2.2 References in the Separate Agreement to the "Effective Date," the date of effectiveness thereof and like provisions shall for purposes of this MFN Agreement be deemed to be the date this fully executed Short Form is approved with the Commission (the "Effective Date"). In addition, this MFN Agreement shall expire on the original expiration date of the underlying Separate Agreement.
- 2.3 The Notices Section in the Separate Agreement is hereby revised to reflect that Notices should be sent to CLEC under this MFN Agreement at the following address:

NOTICE CONTACT	CLEC CONTACT
NAME, TITLE	Talk America Inc., Associate General Counsel
STREET ADDRESS	6805 Route 202
ROOM OR SUITE	
CITY, STATE, ZIP CODE	New Hope, PA 18938
E-MAIL ADDRESS	cpizer@talk.com
FACSIMILE NUMBER	(215) 862-1960

- 2.4 CLEC hereby designates the Separate Agreement it is adopting by way of this Short Form for purposes of this MFN Agreement by placing an "X" next to its chosen Separate Agreement immediately below:

_____ Docket No. 06-SWBT-236-IAT, approved September 14, 2005 (Cox Kansas Telecom, LLC)
_____ Docket No. 05-NVTT-370-ARB, approved September 14, 2005 (Navigator Telecommunications, LLC)
_____ Docket No. 06-SWBT-237-IAT, approved September 14, 2005 (NuVox Communications of Kansas, Inc.)
X _____ Docket No. 06-SWBT-235-IAT, approved September 12, 2005 (Prairie Stream Communications, Inc.)
_____ Docket No. 06-SWBT-234-IAT, approved September 14, 2005 (Xspedius Communications, LLC)

2.5 Intercarrier Compensation Options

2.5.1 For purposes of its MFN Agreement, CLEC elects the Intercarrier Compensation Option Choice designated with an "X" immediately below:.

Designate Choice with X	Option Number	Description
	Option 1	Contract Rates for Section 251(b)(5) Traffic and FCC's Interim ISP Terminating Compensation Plan rate for ISP-Bound Traffic
X	Option 2	All ISP-Bound Traffic and All Section 251(b)(5) Traffic at the FCC's ISP Terminating Compensation Plan Rate
	Option 3	Long-term local Bill and Keep as the reciprocal compensation arrangement for Section 251(b)(5) Traffic and ISP-Bound Traffic

3. Clarifications

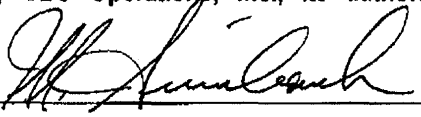
- 3.1 In entering into this MFN Agreement, the Parties acknowledge and agree that neither Party is waiving, and each Party hereby expressly reserves, any of its rights, remedies or arguments it may have at law or under the intervening law or regulatory change provisions in this MFN Agreement (including intervening law rights asserted by either Party via written notice as to the Separate Agreement), with respect to any orders, decisions, legislation or proceedings and any remands by the FCC, state utility commission, court, legislature or other governmental body including, without limitation, any such orders, decisions, legislation, proceedings, and remands which were issued, released or became effective prior to the Effective Date of this MFN Agreement, or which the Parties have not yet fully incorporated into this Agreement or which may be the subject of further government review. If any action by any state or federal regulatory or legislative body or court of competent jurisdiction ("Government Action"), invalidates, modifies, or stays provisions of the Separate Agreement and/or otherwise affects the rights or obligations of either Party that are addressed by the Separate Agreement specifically including but not limited to those arising with respect to a Government Action, the affected provision(s) in this MFN Agreement shall be immediately invalidated, modified or stayed consistent with such Government Action as to the Separate Agreement.
- 3.2 It is SBC Kansas' position that this MFN Agreement (including all attachments thereto) and every interconnection, service and network element provided hereunder, is subject to all rates, terms and conditions contained in the MFN Agreement (including all attachments/appendices thereto), and that all of such provisions are integrally related and non-severable.

IN WITNESS WHEREOF, the Parties hereto have caused this Agreement to be executed as of this _____ day of _____, 2005.

Talk America Inc.

Southwestern Bell Telephone, L. P. d/b/a SBC
Kansas By SBC Operations, Inc., Its authorized
agent

Signature: _____

Signature:  _____

Print Name: _____

Print Name: Mike Auinbauh

Title: _____

Title: AVP-Local Interconnection Marketing

Date: _____

Date: SEP 28 2005

Facilities: OCN/AECN# _____

Resale: OCN/AECN# _____

Please note that CLEC previously agreed to adopt, pursuant to the provisions of Section 252(i) of the Act, one of the K2A successor Separate Agreements approved by the Commission in the K2A successor docket(s) no later than 10 business days after the issuance of the decision of the Commission approving the first successor Separate Agreement. The first successor Separate Agreement approved by the Commission was the Prairie Stream Communications, Inc. on September 12, 2005. Therefore, please note that it is important for CLEC to provide accurate and complete information in a timely manner. The failure to do so may result in return of this Short Form to CLEC and a delay in the processing of CLEC's MFN Agreement. If CLEC fails to provide this executed and completed Short Form to SBC Kansas before September 26, 2005, CLEC will be deemed to have selected the Prairie Stream Communications, Inc.

BEFORE THE KANSAS CORPORATION COMMISSION
OF THE STATE OF KANSAS

Application of Southwestern Bell)
Telephone, L.P. for Approval of)
Interconnection Agreement Under the) Docket No. _____
Telecommunications Act of 1996 With)
Talk America, Inc.)

AFFIDAVIT OF MICHAEL SCOTT

STATE OF KANSAS)
) ss
COUNTY OF SHAWNEE)

Before me, the Undersigned Authority, on the 17th day of October, 2005, personally appeared Michael Scott of Southwestern Bell Telephone, L.P., d/b/a SBC Kansas ("SBC") who, upon being by me duly sworn on oath deposed and said the following:

1. My name is Michael Scott. I am over the age of 21, of sound mind and competent to testify to the matters stated herein. I am the Area Manager-Regulatory Issues for SBC, and I have knowledge concerning the Interconnection Agreement ("the Agreement") between SBC and Talk America, Inc. ("Talk America") on behalf of SBC. I have personal knowledge of the provisions of the Agreement. SBC executed the agreement on September 28, 2005.
2. Based on a Memorandum of Understanding signed by the two parties and filed with the Commission on December 17, 2004 in Docket No. 05-SWBT-368-ARB, Talk America is deemed to have adopted the Prairie Stream Communications, Inc. interconnection agreement previously approved by the Commission in Docket No. 06-SWBT-235-IAT that was the result of arbitrated proceedings designed to develop successor agreements for the Kansas 271 agreement. Upon Commission approval the Agreement will supersede and replace the interconnection agreement between SBC and Talk America approved by the Commission in Docket No. 02-SWBT-357-IAT.
3. There are no outstanding issues between the parties that need the assistance of mediation and arbitration.

4. The implementation of this Agreement is consistent with the public interest, convenience and necessity. The Agreement will further the transition of telecommunications competition in the State of Kansas, a policy of this State and the United States. The Agreement allows diversity in providers, provides interconnectivity, and will increase customer choices for telecommunications services.
5. This Agreement does not discriminate against any telecommunications carrier. The Agreement is available to any similarly situated provider in negotiating a similar agreement.
6. The Agreement is consistent with Kansas law.

Michael Scott

Michael Scott

Subscribed and sworn to before me this 17th day of October, 2005.



Belinda Joyce Wilson
Notary Public

My Commission Expires: *January 26, 2007*