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***Via Email and Overnight Courier***

Chairman Mary W. Freeman  
c/o Sharla Dillon, Dockets and Record Manager  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243-0505  
Sharla.Dillon@tn.gov

**Re: Talk America, Inc.  
Notification of Election to Operate Pursuant to Market Regulation**

Dear Chairman Freeman:

On behalf of Talk America, Inc. ("Talk America"), this letter notifies the Tennessee Regulatory Authority ("TRA") that Talk America elects to operate pursuant to market regulation in accordance with T.C.A. § 65-5-109. Until further notice, however, Talk America seeks to maintain, and does not withdraw, all of its tariffs pursuant to T.C.A. § 65-5-109(t).

Talk America is authorized to provide local exchange and interexchange telecommunications services pursuant to authority granted in Docket No. 02-00991 on December 17, 2002, by the TRA.

An original and four (4) copies of this letter are enclosed for filing. Please date-stamp the extra copy of this filing and return it in the envelope provided. Should you have any questions concerning this filing, please do not hesitate to contact Brett Ferenchak at 202-373-6697.

Respectfully submitted,



Jean L. Kiddoo  
Brett P. Ferenchak

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