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May 26, 2000

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RECEIVED

MAY 26 2000

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

Bill Bullard
Executive Secretary
Public Utilities Commission
500 East Capitol Avenue
Pierre, South Dakota 57501

RE: MIDCONTINENT COMMUNICATIONS; APPLICATION OF MIDCO
COMMUNICATIONS AND SIOUX FALLS CABLE TO TRANSFER
CERTIFICATES OF AUTHORITY TO MIDCONTINENT COMMUNICATIONS
Our file: 0053

Dear Bill:

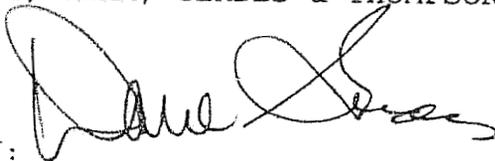
Accompanying this letter are original and ten copies of an
Application to transfer the certificates of authority of Midco
Communications, Inc. and Sioux Falls Cable Television to
Midcontinent Communications, a partnership. Please file the
enclosures.

Also accompanying this letter is a manila envelope containing an
original and ten copies of Exhibit B to the application which is
filed as confidential information under ARSD 20:10:01:41. A
request is made, as stated on the cover sheet of Exhibit B that
the information be treated as confidential information in
accordance with the Commission's rules on the subject.

Finally, accompanying this letter is a face page of the
application, please date stamp it and return it to me in the
enclosed self-addressed stamped envelope. Thank you very much.

Yours truly,

MAY, ADAM, GERDES & THOMPSON LLP



BY:
DAG:mw
Enclosures
cc/enc: Mary Lohnes

MAY 26 2000

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF SOUTH DAKOTA

IN THE MATTER OF THE APPLICATION)	
OF MIDCO COMMUNICATIONS, INC.)	
AND SIOUX FALLS CABLE TELEVISION)	APPLICATION TO TRANSFER
TO TRANSFER THEIR RESPECTIVE)	CERTIFICATES OF AUTHORITY
CERTIFICATES OF AUTHORITY TO)	
MIDCONTINENT COMMUNICATIONS)	

APPLICATION DATE: May 26, 2000.

I. INTRODUCTION

Midco Communications, Inc., and Sioux Falls Cable Television file this application to transfer to Midcontinent Communications their respective certificates of authority to provide telecommunications in the state of South Dakota, including local exchange service in those areas in South Dakota where US WEST Communications, Inc., is the incumbent local exchange carrier, pursuant to SDCL §§ 49-31-3, 49-31-76, ARSD 20:10:24:02, 20:10:24:04.01, 20:10:32:03 and 20:10:32:08.

Midcontinent Media, Inc., ("Midcontinent") is the parent corporation of the applicants. Midcontinent also has several other subsidiary corporations, including Midcontinent Cable ("Midcontinent Cable"). Midcontinent and AT&T Broadband & Internet Services ("AT&TB&IS") have agreed to form Midcontinent Communications, which would be the recipient of the applicants' certificates of authority. Midcontinent Communications will be a South Dakota general partnership owned equally by Midcontinent and AT&TB&IS, and managed by Midcontinent. A summary of the background of the transaction follows.

All of Midcontinent Cable's operations are presently conducted by its wholly-owned subsidiary corporations, one subsidiary per state. The subsidiaries own the assets and hold the franchises and licenses necessary to deliver cable television, high speed Internet, and other communications services in the 154 communities in which Midcontinent Cable

AT&TB&IS was previously known as Tele-Communications, Inc. ("TCI") prior to TCI's merger with AT&T.

operates. Similarly, AT&T's cable operations in North and South Dakota and Minnesota are conducted by wholly-owned subsidiaries of AT&TB&IS in 32 communities in which AT&T operates. Finally, Midcontinent and AT&T have been equal partners, under Midcontinent management, since the early 1970's in Sioux Falls Cable Television, a partnership, which operates cable television, high speed Internet, and other communications services in the Sioux Falls-Mitchell and Bismarck-Mandan metropolitan areas.

Midcontinent and AT&T have decided that the partnership has worked so well that it should be expanded to include Midcontinent's wholly-owned operations and AT&T's wholly-owned operations as well as the Sioux Falls Cable television operations in Sioux Falls-Mitchell and Bismarck-Mandan. Additionally, Midcontinent is adding to the new combination its telephony, paging and telecommunications business, Midco Communications, which has operated in South Dakota since 1984 and recently has expanded into North Dakota.

In order to combine the four operations - Midcontinent Cable, Midco Communications, Sioux Falls Cable and AT&TB&IS into one, Midcontinent and AT&T will each merge or liquidate all of their operating subsidiaries into Midcontinent Media, Inc. in the case of Midcontinent) and AT&TB&IS (in the case of AT&T), respectively. Midcontinent Media, Inc., and AT&TB&IS will each then contribute all of the operating assets and franchises to the new Midcontinent Communications. The new Midcontinent Communications will own, operate and manage all of the businesses formerly conducted by Midcontinent and AT&T subsidiaries. The companies will own their new Midcontinent Communications, interest through the intermediary of one newly-formed wholly-owned LLC each. Finally, each of Midcontinent and AT&T will contribute its 50 percent interest in the Sioux Falls Cable Television partnership to Midcontinent Communications, resulting in all of the Midcontinent and AT&T operations being in one unified entity, managed by Midcontinent.

This application seeks to facilitate a portion of the foregoing transaction by obtaining Commission approval to transfer applicants' certificates of authority to Midcontinent Communications. As the foregoing summary indicates, essentially the same business entities will control the certificates of authority, in the final analysis.

II. APPLICATION TO TRANSFER
CERTIFICATE OF AUTHORITY OF MIDCO

In support of its application to transfer its certificate of authority, Midco Communications, Inc., provides the following information:

1. The applicant's name, address, telephone number, facsimile number, e-mail address and whether the applicant is a sole proprietorship, partnership, corporation, limited liability corporation or limited liability partnership:

Midco Communications, Inc.
410 South Phillips Avenue
Sioux Falls, South Dakota 57104-6824
Telephone: (605)334-1200
Fax: (605)339-4419
E-mail: Comm@midco.net

Applicant is a corporation.

2. If a corporation, a listing of the full name and business address of each corporate officer and director:

N.L. Bentson
7900 Xerxes Avenue, S
Suite 1100
Minneapolis, MN 55431-1104
(952)844-2600

Joseph H. Floyd
7900 Xerxes Avenue, S
Suite 1100
Minneapolis, MN 55431-1104
(952)844-2600

Mark Niblick
7900 Xerxes Avenue, S
Suite 1100
Minneapolis, MN 55431-1104

W. Tom Simmons
410 S Phillips Ave
Sioux Falls, SD 57104
(605)334-1200

3. The name under which the applicant is providing telecommunications services in the state of South Dakota, including local exchange services:

Midcontinent Communications

4. If a corporation:

- (a) The location of its principal office, if any, in this state and the name and address of its current registered agent.

Midco Communications, Inc.
410 South Phillips Avenue
Sioux Falls, South Dakota 57104-6824

Registered agent at that address: W. Tom Simmons

- (b) A list of shareholders owning 20 percent or more of the interest in the business.

Midco Communications, Inc., is owned 100 percent by Midcontinent Media, Inc., which in turn have the following stockholders over 20 percent stock ownership.

N.L. Bentson 67.7 percent
2105 Lower Street, Dennis Road
St. Paul, Minnesota 55116

Joseph H. Floyd 30.27 percent
10569 Purdey Road
Eden Prairie, Minnesota 55347

- (c) The state in which the applicant is incorporated, the date of incorporation, and a copy of its certificate of incorporation.

South Dakota, copies of certificate of incorporation and certificate of merger are attached, as **EXHIBIT A**.

5. Applicant is a currently certificated telecommunications company in the state of South Dakota. Attached is a copy

of the Order Granting Certificate of Authority and of its Certificate of Authority.

6. Names and addresses of applicant's affiliates, subsidiaries and parent organizations, if any.

Midcontinent Media Inc.

7. A list and specific description of the types of services the applicant seeks to offer and the means by which the services will be provided including:

- (a) Information indicating the classes of customers the applicant is serving;

Services in South Dakota include, but are not limited to, local exchange service and other telecommunications services and marketed to businesses.

- (b) Information indicating the extent to and time-frame by which applicant is providing service through the use of its own facilities, the purchase of unbundled network elements, or resale;

Midco's ability to offer these services is dependent on negotiated arrangements with US West.

- (c) A description of all facilities that the applicant is utilizing to furnish the proposed local exchange services, including any facilities of underlying carriers; and

Midco is providing local exchange service on a resale of US West facilities, or on a facilities basis, or a combination of both, which depends on whose facilities best reach the customer.

- (d) Information identifying the types of services it seeks authority to provide by reference to the general nature of the service.

Services in South Dakota will include, but are not limited to, local exchange service and other telecommunication services.

8. A service area map and narrative description indicating with particularity the geographic area proposed to be served by the applicant.

Midco is providing local exchange services within CSWest exchanges and long distance services throughout the State. Midco will not offer any local service in a Rural Telephone Company service area until designated as an eligible telecommunications carrier pursuant to Act, Sec 214(e)(1) and 253(f) and obtain Commission approval of any required interconnection agreement under the Act, Sec 252.

9. Information regarding the technical competence of the applicant to provide its proposed local exchange services including:

- (a) A description of the education and experience of the applicant's management personnel who will oversee the proposed local exchange services; and

Midcontinent Communications Management Team includes:

N. Larry Bentson, Chairman and Chief Executive Officer

Mr. Bentson is a founder of Midcontinent Media, Inc., and has been active in the ownership and management of television and radio stations, cable TV systems, conventional theatres, satellite transmission and reception, and other communications related companies in Minnesota, North Dakota, South Dakota and Wisconsin. Mr. Bentson graduated from the Institute of Technology at the University of Minnesota in 1943. He served as a naval officer for three years in the South Pacific during World War II. He has served as a board member of numerous industry and non-profit organizations.

Joseph H. Floyd, President and Chief Operating Officer

Mr. Floyd has served as the Chief Operating Officer since 1988, and was named President effective January 1, 1995. He has held a number of positions with Midcontinent, including Executive Vice President of Operations, and has

been employed by Midcontinent since 1968. He is presently a member of the Board of Directors of the National Cable Television Association and C-SPAN. Previous employers include Martin Marietta Corporation and Public Service Co. of Colorado. Mr. Floyd holds undergraduate degrees in physics from Augustana College and electrical engineering from the University of Denver.

Mark S. Niblick, Vice President of Corporate Development and General Counsel

Mr. Niblick has been with Midcontinent in his current capacity since 1985. He has been responsible for company acquisitions and dispositions, in addition to being actively involved in MMI legal and financial management, which he now heads. Mr. Niblick was previously employed as an attorney and CPA. Mr. Niblick earned a BS in accounting (1975) and a JD (1978) from Indiana University.

Steven Grosser, Vice President Finance

Mr. Grosser has been with Midcontinent in his current capacity since 1999. He is responsible for company accounting, management reporting, financial policies and procedures, budgeting, and financial management. Mr. Grosser started with Midcontinent in 1990 and held the position of Assistant Controller and Controller prior to his current position. He was previously employed by Grant Thornton as an audit supervisor. Mr. Grosser earned a BS in accounting from St. Cloud State University in St. Cloud, MN in December 1985. He is a CPA.

Nancy Vogel, Business Director

Ms. Vogel joined Midco Communications in 1986. She has served as the controller of the telephony division since that time. Her responsibilities include financial reporting, budgeting, pricing and billing. Nancy graduated from Dakota State University with a BS degree in business administration. Nancy is a CPA, and, before joining Midcontinent, was employed as a senior auditor with the Minnesota State Auditors Office and First Bank System.

Patrick McAdaragh, Vice President Operations

Mr. McAdaragh has served as Vice President of Operations since 1998. He is responsible for the day to day operations of all of the company's cable systems and is the senior operations person supporting the President and Chief Operating Officer. Prior to 1998, Mr. McAdaragh was MMI's Director of Treasury Operations. Mr. McAdaragh joined the company in June, 1981 as a staff accountant after graduating from Augustana College in May 1981 with a BA in accounting.

W. Thomas Simmons, Vice President of Telephone Services

Mr. Simmons joined MMI in 1987 as the general manager of Midcontinent Media's South Dakota radio group. Prior thereto, Mr. Simmons worked in radio broadcasting as an engineer, producer, announcer, operations manager, and general manager. His total radio experience covered 25 years, 16 of which were in general management. In 1995, Mr. Simmons joined Midco Communications, Midcontinent's telecommunications company, as Vice President and General Manager. Mr. Simmons holds BA and MS degrees in psychology from Concordia College, Moorhead, MN and North Dakota State University.

Rick Reed, Vice President of Engineering

Mr. Reed began work for MMI in 1977 and has worked in all aspects of cable television operations including installations, service, and engineering. He was instrumental in designing and constructing an extensive microwave circuit across North and South Dakota as well as placement and development of a 2,000 + mile fiber network located in the Dakotas. He is currently responsible for all technical aspects of Midcontinent's cable and telephony product lines. Mr. Reed is a graduate of Southeast Area Vocational School, Sioux Falls, SD.

Peter Skorczewski, Technical Director of Telephone Services

Mr. Skorczewski joined Midco Communications in 1986 as a technician. In 1996, he was charged with the responsibility of designing Midcontinent's switching facility and managing the installation of the Nortel DMS-500 master switch and promoted to his current position. Mr. Skorczewski graduated from Mitchell Vo-Tech in 1986

with a degree in electronics and in 1987 with a degree in computer systems technology. Mr. Skorczewski currently serves as a member of Mitchell Vocational Technical School's Electronics Department Advisory Board.

Mark Powell, Director of Sales

Mr. Powell began his career with Midco Communications in 1993 as an account manager in long distance resale. In 1995, he became local sales manager. In 1999, he became director of Commercial Sales, and in May 2000, he was promoted to director of sales for all Midcontinent Communications products and services. Mr. Powell holds BA degrees from Augustana College and the University of Central Oklahoma, and an MBA from the University of Sioux Falls.

Kristina Viggers, Director of Customer Service

Ms. Viggers has been with Midcontinent since October of 1999. She is responsible for the customer service organization. Kristina earned her BS in business administration from the University of South Dakota in May, 1985. She previously worked in the banking and telecommunications industries. Her last seven years were at MCI Telecommunications as a senior manager for their International Customer Service Center.

Mary Lohnes, Regulatory Affairs Manager

Ms. Lohnes joined Midco Communications in 1991 as a sales assistant. In 1995, she became the product manager for telephone services, worked on product development for current services, and served on the development team for local exchange services. She also directed the telephone services customer service team and served as the regulatory assistant to the general manager. Ms. Lohnes is a graduate of the University of Sioux Falls and holds a BS degree in Organizational Behavior and Management.

(b) Information regarding policies, personnel, or arrangements made by the applicant which demonstrates the applicant's ability to respond to customer complaints and inquiries promptly and to perform facility and equipment

maintenance necessary to ensure compliance with any Commission quality of service requirements.

Midco Communications trained customer service representatives are available 24 hours 7 days per week to respond to trouble reports. Assistance with all product or billing inquiries, changes or additions to their accounts are handled during regular business hours. Midco's goal is to repond to calls within 2 hours and to resolve any issues within 48 hours. If a customer is unsatisfied with the level of service provided by the customer service consultant, it will be escalated to a supervisor, manager, or when warranted to the Vice President of Telephone Services.

Midcontinent technicians employ periodic preventive maintenance procedures and inspections on the equipment. We also have the switch do internal testing nightly on all systems and subsystems. The results are written to a file which are reviewed daily for faults or problems, corrective steps are then taken if faults are identified.

10. Information explaining how the applicant will provide customers with access to emergency services such as 911 or enhanced 911, operator services, interexchange services, directory assistance, and telecommunications relay services.

Midco provides 911, operator services, directory assistance, and telecommunications relay services through negotiated arrangements made with US West. Interexchange services are provided by MCI/WorldComm, US West, or the various Independent Telephone Companies.

11. Financial information including:

- (a) For the most recent 12-month period, financial statements consisting of balance sheets, income statements, and cash flow statements; and

Please refer to previously submitted financial statement which is on file at the PUC office.

(b) If a public corporation, the applicant's latest annual report and report to stockholders.

12. Information detailing the following matters associated with interconnection to provide proposed local exchange services:

(a) The identity of all local exchange carriers with which the applicant plans to interconnect;

US West Communications

(b) The likely timing of initiation of interconnection service and a statement as to when negotiations for interconnection started or when negotiations are likely to start; and

Midco has an approved negotiated agreement on file with the SD PUC Office. Midco first provided resold local service was February, 1998.

(c) A copy of any request for interconnection made by the applicant to any local exchange carrier.

13. A tariff or price list indicating the prices, terms and conditions of each contemplated local service offering.

Tariff is on file with the Sough Dakota Public Utilities Commission.

14. Cost support for rates shown in the company's tariff or price list for rate or price regulated noncompetitive or emerging competitive services.

Not applicable

15. A description of how the applicant intends to market its local exchange services, its target market, whether the applicant engages in multilevel marketing, and copies of any company brochures that will be used to assist in sale of the services.

Midco intends to market telecommunications services by its trained sales personnel. Direct sales will be conducted and marketed to businesses initially. Midco does not use multi-level marketing. Company brochures are available.

16. If the applicant is seeking authority to provide local exchange service in the service area of a rural telephone company, the date by which the applicant expects to meet the service obligations imposed pursuant to § 20:10:32:15 and applicant's plan for meeting the service obligations.

Not applicable.

17. A list of the states in which the applicant is registered or certified to provide telecommunications services, whether the applicant has ever been denied registration or certification in any state and the reasons for any such denial, a statement as to whether or not the applicant is in good standing with the appropriate regulatory agency in states where it is registered or certified, and a detailed explanation of why the applicant is not in good standing in a given state, if applicable.

Midco is registered to do business as a telecommunications provider in South Dakota and North Dakota.

Midco has not been denied registration in any state.

18. The names, addresses, telephone numbers, e-mail addresses, and facsimile numbers of the applicant's representatives to whom all inquiries must be made regarding customer complaints and other regulatory matters.

Complaints should be directed to:

Mary Lohnes
Regulatory Affairs Manager
Midcontinent Communications
410 S Phillips Avenue
Sioux Falls, SD 57104-6824
(605)334-1200
800-888-1300
email: mary_lohnes@mimi.net

19. Information concerning how the applicant plans to bill and collect charges from customers who subscribe to its proposed local exchange services.

Midco will provide the customer a detailed bill every month payable in 15 days of receipt.

20. Information concerning the applicant's policies relating to solicitation of new customers and a description of the efforts the applicant shall use to prevent the unauthorized switching of local service customers by the applicant, its employees or agents.

Customers will be switched to Midco Communications upon written request. The switching will be handled in a professional and expeditious manner. Only those customers requesting to have Midco as their service provider will be switched. Midco has not, and will not be in the practice of "slamming". However, errors do occur and if Midco is informed that a customer has been switched to Midco in error, that customer will have their service switched back to the previous vendor at no cost to the customer.

21. The number and nature of complaints filed against the applicant with any state or federal commission regarding the unauthorized switching of a customer's telecommunications provided and the act of charging customers for services that have not been ordered.

None

22. A written request for waiver of those rules believed to be inapplicable.

N/A

23. Federal tax identification number.

The Federal Tax ID for Midco Communications is 41-1957148

III. APPLICATION TO TRANSFER
CERTIFICATE OF AUTHORITY OF SIOUX FALLS CABLE

In support of its application to transfer its certificate of authority, Sioux Falls Cable provides the following information:

1. The applicant's name, address, telephone number, facsimile number, e-mail address and whether the applicant is a sole proprietorship, partnership, corporation, limited liability corporation or limited liability partnership:

Sioux Falls Cable Television
3507 South Duluth Avenue
Sioux Falls, South Dakota 57105-6452
Telephone: (605)339-3339
Fax: (605)335-1987
E-mail: comm@midco.net

Applicant is a partnership

2. If a partnership, the full name and business address of each partner:

Sioux Falls Cable Television is a general partnership organized under the laws of South Dakota. The partnership was formed on September 1, 1977. Sioux Falls Cable Television has two general partners, each holding a 50 percent partnership interest:

- (1) Midco of South Dakota, Inc.
500 South Philips Avenue
Sioux Falls, South Dakota 57104

Midco of South Dakota, Inc., is a wholly-owned subsidiary of Midcontinent Cable Co., which is in turn, a wholly-owned subsidiary of Midcontinent Media, Inc. The greater than twenty percent shareholders of Midcontinent Media, Inc., are:

N.L. Bentson (67.7%)
2105 Lower St. Dennis Rd.
St. Paul, Minnesota 55116

Joseph H. Floyd (30.3%)

10569 Purdey Road
Eden Prairie, Minnesota 55347

- (2) Liberty of South Dakota, Inc.
8101 E. Prentice Avenue #500
Englewood, Colorado 80111-2934

Liberty of South Dakota, Inc., is a subsidiary of Telecommunications, Inc., same street address. Telecommunications, Inc., is a widely held publicly traded corporation. To the best of our knowledge, no one holds a greater than twenty percent ownership interest in the company.

3. The name under which the applicant will provide telecommunications services in the state of South Dakota, including local exchange services:

Midcontinent Communications

4. Sioux Falls Cable is not a corporation.
5. Applicant is a currently certificated telecommunications company in the state of South Dakota. Attached is a copy of its Order Granting Certificate of Authority and of its Certificate of Authority.
6. Names and addresses of applicant's affiliates, subsidiaries and parent organizations, if any.

Midcontinent Cable Co.

7. A list and specific description of the types of services the applicant seeks to offer and the means by which the services will be provided including:
- (a) Information indicating the classes of customers the applicant intends to serve;
- (b) Information indicating the extent to and time-frame by which applicant will provide service through the use of its own facilities, the purchase of unbundled network elements, or resale;

- (c) A description of all facilities that the applicant will utilize to furnish the proposed local exchange services, including any facilities of underlying carriers; and
- (d) Information identifying the types of services it seeks authority to provide by reference to the general nature of the service.

Subject to the Commission's restriction with respect to rural telephone companies, the Company proposes to provide telecommunications services throughout the state of South Dakota. The Company is a "cable operator" providing one-way and two-way cable communications which are not subject to regulation by the commission. However, in conjunction with its cable operations, the Company intends to provide an increasing variety of telecommunications services. Initially, the Company's regulated service will consist of voice messaging and data transmission services through fiber optic or coaxial cables for ultimate access to the public, over both limited access and public access cable systems. No regulated services have been provided by Sioux Falls Cable television.

- 8. A service area map and narrative description indicating with particularity the geographic area proposed to be served by the applicant.

Services initially are offered in Sioux Falls, Crooks, Renner, and Michell.

- 9. Information regarding the technical competence of the applicant to provide its proposed local exchange services including:

- (a) A description of the education and experience of the applicant's management personnel who will oversee the proposed local exchange services; and
Midcontinent Communications Management Team includes:

N. Larry Bentson, Chairman and Chief Executive Officer

Mr. Bentson is a founder of Midcontinent Media, Inc., and has been active in the ownership and management of television and radio stations, cable TV systems, conventional theatres, satellite transmission and reception, and other communications related companies in Minnesota, North Dakota, South Dakota and Wisconsin. Mr. Bentson graduated from the Institute of Technology at the University of Minnesota in 1943. He served as a naval officer for three years in the South Pacific during World War II. He has served as a board member of numerous industry and non-profit organizations.

Joseph H. Floyd, President and Chief Operating Officer

Mr. Floyd has served as the Chief Operating Officer since 1988, and was named President effective January 1, 1995. He has held a number of positions with Midcontinent, including Executive Vice President of Operations, and has been employed by Midcontinent since 1968. He is presently a member of the Board of Directors of the National Cable Television Association and C-SPAN. Previous employers include Martin Marietta Corporation and Public Service Co. of Colorado. Mr. Floyd holds undergraduate degrees in physics from Augustana College and electrical engineering from the University of Denver.

Mark S. Niblick, Vice President of Corporate Development and General Counsel

Mr. Niblick has been with Midcontinent in his current capacity since 1985. He has been responsible for company acquisitions and dispositions, in addition to being actively involved in MMI's legal and financial management, which he now heads. Mr. Niblick was previously employed as an attorney and CPA. Mr. Niblick earned a BS in accounting (1975) and a JD (1978) from Indiana University.

Steven Grosser, Vice President Finance

Mr. Grosser has been with Midcontinent in his current capacity since 1999. He is responsible for company accounting, management reporting, financial policies and procedures, budgeting, and financial management. Mr. Grosser started with Midcontinent in 1990 and held the position of Assistant Controller and Controller prior to

his current position. He was previously employed by Grant Thornton as an audit supervisor. Mr. Grosser earned a BS in accounting from St. Cloud State University in St. Cloud, MN in December 1985. He is a CPA.

Nancy Vogel, Business Director

Ms. Vogel joined Midco Communications in 1986. She has served as the controller of the telephony division since that time. Her responsibilities include financial reporting, budgeting, pricing and billing. Nancy graduated from Dakota State University with a BS degree in business administration. Nancy is a CPA, and, before joining Midcontinent, was employed as a senior auditor with the Minnesota State Auditors Office and First Bank System.

Patrick McAdaragh, Vice President Operations

Mr. McAdaragh has served as Vice President of Operations since 1998. He is responsible for the day to day operations of all of the company's cable systems and is the senior operations person supporting the President and Chief Operating Officer. Prior to 1998, Mr. McAdaragh was MMI's Director of Treasury Operations. Mr. McAdaragh joined the company in June, 1981 as a staff accountant after graduating from Augustana College in May 1981 with a BA in accounting.

W. Thomas Simmons, Vice President of Telephone Services

Mr. Simmons joined MMI in 1987 as the general manager of Midcontinent Media's South Dakota radio group. Prior thereto, Mr. Simmons worked in radio broadcasting as an engineer, producer, announcer, operations manager, and general manager. His total radio experience covered 25 years, 16 of which were in general management. In 1995, Mr. Simmons joined Midco Communications, Midcontinent's telecommunications company, as Vice President and General Manager. Mr. Simmons holds BA and MS degrees in psychology from Concordia College, Moorhead, MN and North Dakota State University.

Rick Reed, Vice President of Engineering

Mr. Reed began work for MMI in 1977 and has worked in all

aspects of cable television operations including installations, service, and engineering. He was instrumental in designing and constructing an extensive microwave circuit across North and South Dakota as well as placement and development of a 2,000 + mile fiber network located in the Dakotas. He is currently responsible for all technical aspects of Midcontinent's cable and telephony product lines. Mr. Reed is a graduate of Southeast Area Vocational School, Sioux Falls, SD.

Peter Skorczewski, Technical Director of Telephone Services

Mr. Skorczewski joined Midco Communications in 1986 as a technician. In 1996, he was charged with the responsibility of designing Midcontinent's switching facility and managing the installation of the Nortel DMS-500 master switch and promoted to his current position. Mr. Skorczewski graduated from Mitchell Vo-Tech in 1985 with a degree in electronics and in 1987 with a degree in computer systems technology. Mr. Skorczewski currently serves as a member of Mitchell Vocational Technical School's Electronics Department Advisory Board.

Mark Powell, Director of Sales

Mr. Powell began his career with Midco Communications in 1993 as an account manager in long distance resale. In 1995, he became local sales manager. In 1999, he became director of Commercial Sales, and in May 2000, he was promoted to director of sales for all Midcontinent Communications products and services. Mr. Powell holds BA degrees from Augustana College and the University of Central Oklahoma, and an MBA from the University of Sioux Falls.

Kristina Viggers, Director of Customer Service

Ms. Viggers has been with Midcontinent since October of 1999. She is responsible for the customer service organization. Kristina earned her BS in business administration from the University of South Dakota in May, 1985. She previously worked in the banking and telecommunications industries. Her last seven years were at MCI Telecommunications as a senior manager for their

International Customer Service Center.

Mary Lohnes, Regulatory Affairs Manager

Ms. Lohnes joined Midco Communications in 1991 as a sales assistant. In 1995, she became the product manager for telephone services, worked on product development for current services, and served on the development team for local exchange services. She also directed the telephone services customer service team and served as the regulatory assistant to the general manager. Ms. Lohnes is a graduate of the University of Sioux Falls and holds a BS degree in Organizational Behavior and Management.

(b) Information regarding policies, personnel, or arrangements made by the applicant which demonstrates the applicant's ability to respond to customer complaints and inquiries promptly and to perform facility and equipment maintenance necessary to ensure compliance with any Commission quality of service requirements.

Midco Communications trained customer service representatives are available 24 hours 7 days per week to respond to trouble reports. Assistance with all product or billing inquiries, changes or additions to their accounts are handled during regular business hours. Midco's goal is to respond to calls within 2 hours and to resolve any issues within 48 hours. If a customer is unsatisfied with the level of service provided by the customer service consultant, it will be escalated to a supervisor, manager, or when warranted to the General Manager.

10. Information explaining how the applicant will provide customers with access to emergency services such as 911 or enhanced 911, operator services, interexchange services, directory assistance, and telecommunications relay services.

At the present time Sioux Falls Cable is not providing local exchange service. If local service is provided, access to emergency services, operator services, directory

services, telecommunications relay services will be available through Midco Communications.

11. Financial information including:

- (a) For the most recent 12-month period, financial statements consisting of balance sheets, income statements, and cash flow statements; and

Please see previously submitted financial statements currently on file with the PUC office.

- (b) If a public corporation, the applicant's latest annual report and report to stockholders.

N/A

12. Information detailing the following matters associated with interconnection to provide proposed local exchange services:

- (a) The identity of all local exchange carriers with which the applicant plans to interconnect;
- (b) The likely timing of initiation of interconnection service and a statement as to when negotiations for interconnection started or when negotiations are likely to start; and
- (c) A copy of any request for interconnection made by the applicant to any local exchange carrier.

Sioux Falls Cable Television is not providing local service at this time. The above questions are non-applicable.

13. A tariff or price list indicating the prices, terms and conditions of each contemplated local service offering.

Not applicable at this time

14. Cost support for rates shown in the company's tariff or price list for rate or price regulated noncompetitive or emerging competitive services.

Not applicable

15. A description of how the applicant intends to market its local exchange services, its target market, whether the applicant engages in multilevel marketing, and copies of any company brochures that will be used to assist in sale of the services.

Not applicable

16. If the applicant is seeking authority to provide local exchange service in the service area of a rural telephone company, the date by which the applicant expects to meet the service obligations imposed pursuant to § 20:10:32:15 and applicant's plan for meeting the service obligations.

Not applicable.

17. A list of the states in which the applicant is registered or certified to provide telecommunications services, whether the applicant has ever been denied registration or certification in any state and the reasons for any such denial, a statement as to whether or not the applicant is in good standing with the appropriate regulatory agency in states where it is registered or certified, and a detailed explanation of why the applicant is not in good standing in a given state, if applicable.

SIoux FALLS CABLE has a franchise to do business as a cable operator in Sioux Falls, Mapleton Township and Sverdrup Township, Minnehaha County (Renner, South Dakota), Crooks and Baltic, South Dakota. Also it has a franchise to operate as a cable operator DBA Mitchell Cable in Mitchell, South Dakota.

18. The names, addresses, telephone numbers, e-mail addresses, and facsimile numbers of the applicant's representatives to whom all inquiries must be made regarding customer complaints and other regulatory matters.

Complaints should be directed to:

Kris Viggers
Customer Service Manager
3507 S Duluth Avenue
Sioux Falls, SD 57105-6452
(605)339-9393
email: kris_viggers@mmi.net

19. Information concerning how the applicant plans to bill and collect charges from customers who subscribe to its proposed local exchange services.

Not applicable

20. Information concerning the applicant's policies relating to solicitation of new customers and a description of the efforts the applicant shall use to prevent the unauthorized switching of local service customers by the applicant, its employees or agents.

Not applicable

21. The number and nature of complaints filed against the applicant with any state or federal commission regarding the unauthorized switching of a customer's telecommunications provided and the act of charging customers for services that have not been ordered.

Not applicable

22. A written request for waiver of those rules believed to be inapplicable.

N/A

23. Federal tax identification number.

46-0342943

IV. APPLICATION TO TRANSFER
CERTIFICATE OF AUTHORITY OF MIDCO COMMUNICATIONS
AND SIOUX FALLS CABLE TO MIDCONTINENT COMMUNICATIONS

In support of its application to receive its Certificate of Authority, Midcontinent Communications provides the following information:

1. The Applicant's name and address, telephone number, facsimile number, e-mail address and whether the applicant is a sole proprietorship, partnership, corporation, limited liability corporation or a limited liability partnership:

Midcontinent Communications
410 South Phillips Avenue
Sioux Falls, SD 57104
Phone: (605) 334-1200
Fax: (605) 339-4419
e-mail: comm@midco.net

Midcontinent Communications is a General Partnership

2. If a partnership, the full name and business address of each partner:

Midcontinent Communications Investor, LLC
7900 Xerxes Avenue, S.
Suite 1100
Minneapolis, MN 55431-1104

TCI Midcontinent, LLC
9197 S. Peoria Street
Englewood, CO 80112

3. The name under which the applicant will provide telecommunications services in the state of South Dakota, including local exchange services:

Midcontinent Communications

4. Names and addresses of applicant's affiliates, subsidiaries and parent organizations, if any.

The parent companies of Midcontinent Communications are noted in II above. The parent organizations are

indirect wholly-owned subsidiaries of AT&T Corporation and Midcontinent Media, Inc. In addition to Midcontinent Communications, other Midcontinent Media subsidiaries include:

Midcontinent Radio of South Dakota, Inc.
Midcontinent Business Systems, Inc.
Midcontinent Properties, Inc.
Midco Call Center Services, Inc.
Midcontinent Media Foundation

5. A list and specific description of the types of services the applicant seeks to offer and the means by which the services will be provided including:
- (a) Information indicating the classes of customers the applicant intends to serve;
 - (b) Information indicating the extent to and time-frame by which applicant will provide service through the use of its own network facilities, the purchase of unbundled network elements, or resale;
 - (c) A description of all facilities that the applicant will utilize to furnish the proposed local exchange services, including and facilities of underlying carriers; and
 - (d) Information identifying the types of services it seeks authority to provide by reference to the general nature of the service.

Midcontinent Communications intends to provide services to both commercial and residential customers throughout its telephone service area.

Initially, services were provided to commercial customers only through a resale agreement with USWest. Most recently, resold services have been extended to residential customers as well. In February, Midcontinent Communications completed the physical interconnection with USWest in Sioux Falls.

Since that time, Midcontinent has been testing the circuits and processes necessary to convert current commercial customers from USWest resold services to a combination of unbundled network local loops and features provided by Midcontinent's switching

facility. Additionally, Midcontinent intends to begin a series of tests to provide services over the cable TV platform. It is intended that the hybrid fiber coax (HFC) network of the cable plant will provide primary transport for residential telephone services. The HFC network may also carry transport independently or combined with USWest local loops for commercial services. Midcontinent Communications intends use a combination of USWest resold services, USWest unbundled network elements, and/or Midcontinent facilities to best serve the customer.

Midcontinent Communications seeks authority to provide:

- Local Exchange Services for commercial and residential customers
 - Intrastate Interexchange Services for commercial and residential customers
 - Interstate Interexchange Services for commercial and residential customers
6. A service area map and narrative description indicating with particularity the geographic area proposed to be served by the applicant.

Midcontinent intends to provide local service on a resold basis, or through USWest unbundled network elements, or, where possible, through its own facilities to commercial and residential customers in the USWest Communications exchange area. A service area map of USWest exchange areas is included as **EXHIBIT C**. A service area map showing Midcontinent facilities service areas is included as **EXHIBIT D**. Long Distance Interexchange services will be offered throughout the state of South Dakota. Midcontinent Communications will not offer any local exchange service in a Rural Telephone Company service area until designated as an eligible telecommunications carrier pursuant to the Act, Sec 214(e)(1) and 253 (f), and obtain Commission approval of any required interconnection agreement under the Act, Sec 252.

7. Information regarding the technical competence of the applicant to provide its proposed local exchange services including:

- (a) A description of the education and experience of the applicant's management personnel who will oversee the proposed local exchange services; and
- (b) Information regarding policies, personnel, or arrangements made by the applicant which demonstrates the applicant's ability to respond to customer complaints and inquiries promptly and to perform facility and equipment maintenance necessary to ensure compliance with any Commission quality of service requirements.

Midcontinent Communications Management Team includes:

N. Larry Bentson, Chairman and Chief Executive Officer

Mr. Bentson is a founder of Midcontinent Media, Inc., and has been active in the ownership and management of television and radio stations, cable TV systems, conventional theatres, satellite transmission and reception, and other communications related companies in Minnesota, North Dakota, South Dakota and Wisconsin. Mr. Bentson graduated from the Institute of Technology at the University of Minnesota in 1943. He served as a naval officer for three years in the South Pacific during World War II. He has served as a board member of numerous industry and non-profit organizations.

Joseph H. Floyd, President and Chief Operating Officer

Mr. Floyd has served as the Chief Operating Officer since 1988, and was named President effective January 1, 1995. He has held a number of positions with Midcontinent, including Executive Vice President of Operations, and has been employed by Midcontinent since 1968. He is presently a member of the Board of Directors of the National Cable Television Association and C-SPAN. Previous employers include Martin Marietta Corporation and Public Service Co. of Colorado. Mr. Floyd holds undergraduate degrees in physics from Augustana College and electrical engineering from the University of Denver.

Mark S. Niblick, Vice President of Corporate Development
and General Counsel

Mr. Niblick has been with Midcontinent in his current capacity since 1985. He has been responsible for company acquisitions and dispositions, in addition to being actively involved in MMI legal and financial management, which he now heads. Mr. Niblick was previously employed as an attorney and CPA. Mr. Niblick earned a BS in accounting (1975) and a JD (1978) from Indiana University.

Steven Grosser, Vice President Finance

Mr. Grosser has been with Midcontinent in his current capacity since 1999. He is responsible for company accounting, management reporting, financial policies and procedures, budgeting, and financial management. Mr. Grosser started with Midcontinent in 1990 and held the position of Assistant Controller and Controller prior to his current position. He was previously employed by Grant Thornton as an audit supervisor. Mr. Grosser earned a BS in accounting from St. Cloud State University in St. Cloud, MN in December 1985. He is a CPA.

Nancy Vogel, Business Director

Ms. Vogel joined Midco Communications in 1986. She has served as the controller of the telephony division since that time. Her responsibilities include financial reporting, budgeting, pricing and billing. Nancy graduated from Dakota State University with a BS degree in business administration. Nancy is a CPA, and, before joining Midcontinent, was employed as a senior auditor with the Minnesota State Auditors Office and First Bank System.

Patrick McAdaragh, Vice President Operations

Mr. McAdaragh has served as Vice President of Operations since 1998. He is responsible for the day to day operations of all of the company's cable systems and is the senior operations person supporting the President and Chief Operating Officer. Prior to 1998, Mr. McAdaragh was MMI's Director of Treasury Operations. Mr. McAdaragh joined the company in June, 1981 as a staff accountant after

graduating from Augustana College in May 1981 with a BA in accounting.

W. Thomas Simmons, Vice President of Telephone Services

Mr. Simmons joined MMI in 1987 as the general manager of Midcontinent Media's South Dakota radio group. Prior thereto, Mr. Simmons worked in radio broadcasting as an engineer, producer, announcer, operations manager, and general manager. His total radio experience covered 25 years, 16 of which were in general management. In 1995, Mr. Simmons joined Midco Communications, Midcontinent's telecommunications company, as Vice President and General Manager. Mr. Simmons holds BA and MS degrees in psychology from Concordia College, Moorhead, MN and North Dakota State University.

Rick Reed, Vice President of Engineering

Mr. Reed began work for MMI in 1977 and has worked in all aspects of cable television operations including installations, service, and engineering. He was instrumental in designing and constructing an extensive microwave circuit across North and South Dakota as well as placement and development of a 2,000 + mile fiber network located in the Dakotas. He is currently responsible for all technical aspects of Midcontinent's cable and telephony product lines. Mr. Reed is a graduate of Southeast Area Vocational School, Sioux Falls, SD.

Peter Skorczewski, Technical Director of Telephone Services

Mr. Skorczewski joined Midco Communications in 1986 as a technician. In 1996, he was charged with the responsibility of designing Midcontinent's switching facility and managing the installation of the Nortel DMS-500 master switch and promoted to his current position. Mr. Skorczewski graduated from Mitchell Vo-Tech in 1986 with a degree in electronics and in 1987 with a degree in computer systems technology. Mr. Skorczewski currently serves as a member of Mitchell Vocational Technical School's Electronics Department Advisory Board.

Mark Powell, Director of Sales

Mr. Powell began his career with Midco Communications in 1993 as an account manager in long distance resale. In 1995, he became local sales manager. In 1999, he became director of Commercial Sales, and in May 2000, he was promoted to director of sales for all Midcontinent Communications products and services. Mr. Powell holds BA degrees from Augustana College and the University of Central Oklahoma, and an MBA from the University of Sioux Falls.

Kristina Viggers, Director of Customer Service

Ms. Viggers has been with Midcontinent since October of 1999. She is responsible for the customer service organization. Kristina earned her BS in business administration from the University of South Dakota in May, 1985. She previously worked in the banking and telecommunications industries. Her last seven years were at MCI Telecommunications as a senior manager for their International Customer Service Center.

Mary Lohnes, Regulatory Affairs Manager

Ms. Lohnes joined Midco Communications in 1991 as a sales assistant. In 1995, she became the product manager for telephone services, worked on product development for current services, and served on the development team for local exchange services. She also directed the telephone services customer service team and served as the regulatory assistant to the general manager. Ms. Lohnes is a graduate of the University of Sioux Falls and holds a BS degree in Organizational Behavior and Management.

Midcontinent Communications' trained customer service representatives are available 24 hours per day, seven days per week to respond to trouble reports. Assistance with all product or billing inquiries, changes or additions to their accounts are handled during regular business hours. Midcontinent's goal is to resolve any issues within 48 hours. If a customer is unsatisfied with the level of service provided by the customer service representative, the issue will be escalated to a supervisor, manager, or when warranted, to the Telephone Services Vice President.

8. Information explaining how the applicant will provide customers with access to emergency services such as 911 or enhanced 911, operator services, interexchange services, directory assistance, and telecommunications relay services.

Service	Resold US West Local Exchange Services	Facilities Based Services using USWest Unbundled Local Loops	Facilities Based Services using Midcontinent HFC Network
911	Provided as a bundled service of USWest	Provided by direct redundant trunks to 911 service center (PSAP)	Provided by direct redundant trunks to 911 service center (PSAP)
Enhanced 911	Provided as a bundled service of USWest	Provided by direct redundant trunks to 911 service center (PSAP)	Provided by direct redundant trunks to 911 service center (PSAP)
Operator Services	Provided as a bundled service of USWest	Provided by USWest through direct trunks under separate vendor agreement.	Provided by USWest through direct trunks under separate vendor agreement.
Interexchange Services	In state long distance provided by interconnection with USWest and SDN (independent telephone company transport). Interstate long distance service provided by interconnection	In state long distance provided by interconnection with USWest and SDN (independent telephone company transport). Interstate long distance service provided by interconnection	In state long distance provided by interconnection with USWest and SDN (independent telephone company transport). Interstate long distance service provided by interconnection

	with MCI Worldcom. Interconnection with other IXC providers provided by USWest.	with MCI Worldcom. Interconnection with other IXC carriers to guarantee intraLATA and interLATA dialing parity is provided through direct trunking with the USWest access tandem.	with MCI Worldcom. Interconnection with other IXC carriers to guarantee intraLATA and interLATA dialing parity is provided through direct trunking with the USWest access tandem.
Directory Assistance	Provided as a bundled service of USWest	Provided by USWest through direct trunks under separate vendor agreement.	Provided by USWest through direct trunks under separate vendor agreement.
Telecommunications Relay Services	Provided by as part of the bundled service of USWest	Provided through local interconnection with USWest.	Provided through local interconnection with USWest.

9. Financial information including:

- (a) For the most recent 12-month period, financial statements consisting of balance sheets, income statements, and cash flow statements;

See financial statements included as **EXHIBIT B**.
Midcontinent Communications respectfully requests confidential treatment of all financial disclosures.

10. Information detailing the following matters associated with interconnection to provide proposed local exchange services:

- (a) The identity of all local exchange carriers with which the applicant plans to interconnect;
- (b) The likely timing of initiation of interconnection service and a statement as to when negotiation

- for interconnection started or when negotiations are likely to start; and
- (c) A copy of any request for interconnection made by the applicant to any local exchange carrier.

Midco Communications completed its Agreement for Service Resale with USWest Communications on August 29, 1997 and its Interconnection Agreement with USWest Communications, which incorporated the earlier resale agreement, on March 1, 1999. In SD PUC Docket TC99-023, "In the Matter of the Filing by USWest Communications, Inc. for Approval of an Interconnection Agreement Between Midco Communications, Inc. d/b/a Midcontinent Communications and USWest Communications, Inc., the Commission approved the negotiated agreement on May 5, 1999.

11. A Tariff or price list indicating the prices, terms, and conditions of each contemplated local service offering.

There will be no change in the Midco Communications Tariff currently on file with the South Dakota Public Utilities Commission.

12. Cost support for the rates shown in the company's tariff or price list for rate or price regulated noncompetitive or emerging services.

Midcontinent Communications is just beginning facilities based service and has no history to develop cost support for rates.

13. A description of how the applicant intends to market its local exchange services, its target market, whether the applicant engages in multilevel marketing, and copies of any company brochures that will be used to assist in sale of the services.

Midcontinent Communications markets local exchange services primarily through trained sales personnel. Direct sales have been conducted and marketed only to commercial customers. Midcontinent intends to offer local exchange services to residential customers through direct marketing, either by mail or by direct contact by a Midcontinent representative. Midcontinent does not use telemarketing

campaigns by third parties, or multi-level marketing. Copies of Midcontinent sales support materials are included as **EXHIBIT E**.

14. If the applicant is seeking authority to provide local exchange service in the service area of a rural telephone company, the date by which the applicant expects to meet the service obligations imposed pursuant to 20:10:32:15 and the applicant's plan for meeting the service obligations.

Midcontinent Communications does not intend to provide local exchange services in rural telephone company service areas.

15. A list of states in which the applicant is registered or certified to provide telecommunications services, whether the applicant has ever been denied registration or certification in any state and the reasons for any such denial, a statement as to whether or not the applicant is in good standing with the appropriate regulatory agency in states where it is registered or certified, and a detailed explanation of why the applicant is not in good standing in a given state, if applicable.

Midco Communications, Inc d/b/a Midcontinent Communications is certified in South Dakota. Midcontinent Communications is certified in North Dakota. Both Midco Communications and Midcontinent Communications are in good standing with all regulatory agencies in South Dakota and North Dakota. Midcontinent Communications has never been denied registration or certification.

16. The names, addresses, telephone numbers, e-mail addresses, and facsimile numbers of the applicant's representatives to whom all inquiries must be made regarding customers complaints and other regulatory matters.

Complaints should be directed to:

Midcontinent Customer Service
410 South Phillips Ave
Sioux Falls, SD 57104
Phone: (605) 334-1200
Fax: (605) 339-4419
e-mail: comun@midco.net

Or escalated to:

Mary Lohnes
Regulatory Affairs Manager
410 South Phillips Ave.
Sioux Falls, SD 57104
Phone: (605) 357-5459
Fax: (605) 339-4419
e-mail: mary_lohnes@mni.net

Regulatory matters should be directed to:

Mary Lohnes
Regulatory Affairs Manager
410 South Phillips Ave.
Sioux Falls, SD 57104
Phone: (605) 357-5459
Fax: (605) 339-4419
e-mail: mary_lohnes@mni.net

And/Or

W. Tom Simmons
Vice President Telephone Services
410 South Phillips Ave.
Sioux Falls, SD 57104
Phone: (605) 357-5491
Fax: (605) 339-4419
e-mail: tom_simmons@mni.net

17. Information concerning how the applicant plans to bill and collect charges from customers who subscribe to its proposed local exchange services.

Midcontinent prepares its own bills and submits them to customers usually by US Mail monthly which are due within 15 days of receipt. Accounts are considered past due 30 days after the billing date. Past due amounts are charged 1.5% interest on outstanding balances.

18. Information concerning the applicant's policies relating to solicitation of new customers and a description of the efforts the applicant shall use to prevent the unauthorized

switching of local service customers by the applicant, its employees or agents.

Midcontinent Communications customers will be switched to Midcontinent upon written request only. The switching will be handled in a professional and expeditious manner. Only those customers requesting to have Midcontinent as their service provider will be switched. Midcontinent has not, and will not, practice "slamming". Errors, however, can occur. If Midcontinent is informed that a party is switched to Midcontinent in error, that party will be switched back to their previous provider as quickly as possible, and at no cost.

19. The number and nature of complaints filed against the applicant with any state or federal commission regarding the unauthorized switching of a customer's telecommunications provided and the act of charging customers for services that have not been ordered.

One charge of unauthorized switching has been filed against Midcontinent Communications. The charge, filed with the South Dakota Commission Docket: CT00-061, is under review.

20. A written request for waiver of those rules believed to be inapplicable.

21. Federal tax identification number.

The Federal Tax ID for Midcontinent Communications is 41-1957148.

MIDCONTINENT COMMUNICATIONS

BY: 
W Tom Simmons
Vice President/General Manager

ATTACHMENTS:

- SECTION II, 5: Midco Order and Certificate of Authority
- SECTION III, 5: Sioux Falls Cable Order and Certificate of Authority
- EXHIBIT A: Certificates of Incorporation and Merger
- EXHIBIT B: Financials
- EXHIBIT C: USWEST SERVICE AREA MAP
- EXHIBIT D: MIDCO FACILITIES MAP
- EXHIBIT E: SALES BROCHURES

BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF SOUTH DAKOTA

IN THE MATTER OF THE APPLICATION OF) ORDER GRANTING
MIDCO COMMUNICATIONS, INC. FOR AN) AMENDED CERTIFICATE OF
AMENDED CERTIFICATE OF AUTHORITY TO) AUTHORITY
PROVIDE LOCAL EXCHANGE SERVICES IN) TC96-163
SOUTH DAKOTA

On September 16, 1996, the Public Utilities Commission (Commission), in accordance with SDCL 49-31-3 and ARSD 20:10:24:02, received an application for an Amended Certificate of Authority from Midco Communications, Inc. (Midco).

Midco proposes to amend its Certificate of Authority so that it may offer local exchange service in addition to its offering of interexchange carrier access and other telecommunications services.

On September 19, 1996, the Commission electronically transmitted notice of the filing and the intervention deadline of October 4, 1996, to interested individuals and entities. Intervention was granted to the South Dakota Independent Telephone Coalition (SDITC), Dakota Cooperative Telecommunications, Inc. (DCT), and U S WEST Communications, Inc. (U S WEST). A hearing on this application scheduled for December 5, 1996, was cancelled as all intervenors withdrew from the docket. At its regularly scheduled meeting of December 9, 1996, the Commission considered Midco's request for an Amended Certificate of Authority. Commission Staff recommended approval of the Amended Certificate of Authority.

The Commission finds that it has jurisdiction over this matter pursuant to SDCL Chapter 49-31 and ARSD Chapter 20:10:24. The Commission finds that Midco has met the legal requirements established for the granting of an Amended Certificate of Authority. Midco has, in accordance with the above cited authority, demonstrated sufficient technical, financial and managerial capabilities to offer telecommunications services in South Dakota. Pursuant to ARSD 20:10:24:02, the Commission finds good cause to waive subparagraphs (6), (8), and (12) because some of the information required by these subparagraphs is dependent on the outcome of negotiations or arbitrations between Midco and local exchange carriers.

The Commission declines to adopt Staff's proposed slamming restrictions. The Commission will consider slamming restrictions in Docket TC96-153, In the Matter of the Investigation of Local Competition Issues.

Further, the Commission finds that the Amended Certificate of Authority for Midco shall authorize it to offer its services statewide throughout South Dakota. However, with respect to rural telephone companies, Midco will have to come before the Commission in another proceeding before being able to provide service in that rural service area pursuant to 47 U.S.C. § 253(f) which allows the Commission to require a company that seeks to provide service in a rural service area to meet the requirements in 47 U.S.C. § 214(e)(1) for designation as an eligible telecommunications carrier. In addition, the granting of statewide certification will not affect the exemptions, suspensions, and modifications for

rural telephone companies found in 47 U.S.C. § 251(f). Subject to the above, the Commission approves Midco's application for an Amended Certificate of Authority. As the Commission's final decision in this matter, it is therefore

ORDERED, that Midco's application for an Amended Certificate of Authority to provide local exchange services is granted; and it is

FURTHER ORDERED, that the Commission grants Midco statewide authority, subject to the Commission's restriction with respect to rural telephone companies, and it is

FURTHER ORDERED, that the Commission finds good cause to waive subparagraphs (6), (8), and (12) of ARSD 20:10:24:02.

Dated at Pierre, South Dakota, this 16th day of December, 1996.

CERTIFICATE OF SERVICE	
The undersigned hereby certifies that this document has been served today upon all parties of record in this docket, as listed on the docket service list, by facsimile or by first class mail, in properly addressed envelopes, with charges prepaid thereon.	
By:	<u><i>Dellaine Kalbo</i></u>
Date:	<u>12/18/96</u>
(OFFICIAL SEAL)	

BY ORDER OF THE COMMISSION:

Kenneth Stofferahn
KENNETH STOFFERAHN, Chairman

James A. Burg
JAMES A. BURG, Commissioner

Laska Schoenfelder
LASKA SCHOENFELDER, Commissioner

SOUTH DAKOTA PUBLIC UTILITIES COMMISSION

AMENDED CERTIFICATE OF AUTHORITY

To Conduct Business As A Telecommunications Company
Within The State Of South Dakota

Authority was Granted December 9, 1996
Docket No. TC96-163

This is to certify that

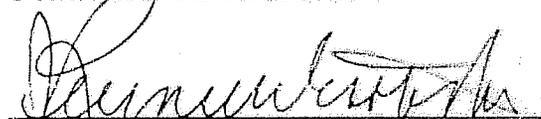
MIDCO COMMUNICATIONS, INC.

is authorized to provide telecommunications services in South Dakota.

This certificate is issued in accordance with SDCL 49-31-3 and ARSD 20:10:24:02, and is subject to all of the conditions and limitations contained in the rules and statutes governing its conduct of offering telecommunications services.

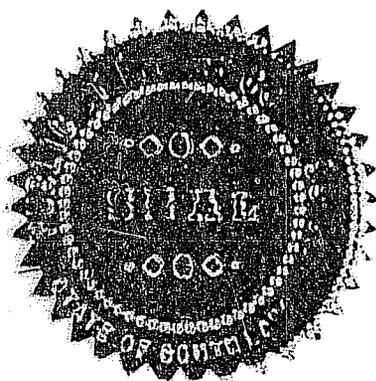
Dated at Pierre, South Dakota, this 16th day of December, 1996

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION:


KENNETH STOFFERAHN, Chairman


JAMES A. BURG, Commissioner


LASKA SCHOENFELDER, Commissioner



**BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF SOUTH DAKOTA**

IN THE MATTER OF THE APPLICATION OF)	ORDER GRANTING
SIoux FALLS CABLE TELEVISION FOR A)	CERTIFICATE OF
CERTIFICATE OF AUTHORITY TO PROVIDE)	AUTHORITY
TELECOMMUNICATIONS SERVICES,)	
INCLUDING LOCAL EXCHANGE SERVICES, IN)	TC98-148
SOUTH DAKOTA)	

On August 27, 1998, the Public Utilities Commission (Commission), in accordance with SDCL 49-31-3 and ARSD 20:10:24:02, received an application for a certificate of authority from Sioux Falls Cable Television (SFCT).

SFCT proposes to initially offer voice messaging and data transmission services and thereafter an increasing variety of telecommunications services. Initially, services will be provided in Sioux Falls, Crooks, Renner and Mitchell. A proposed tariff was filed by SFCT.

On September 3, 1998, the Commission electronically transmitted notice of the filing and the intervention deadline of September 18, 1998, to interested individuals and entities. Intervention in this docket was granted to Baltic, SDITC, DTG, and DTI. At its March 30, 1999, meeting, the Commission considered SFCT's request for a certificate of authority. Commission Staff recommended granting a certificate of authority, subject to rural safeguards. A stipulation was filed with the Commission on March 29, 1999, thus the hearing scheduled for April 8 and 9, 1999, is cancelled.

The Commission finds that it has jurisdiction over this matter pursuant to Chapter 49-31, specifically 49-31-3 and 49-31-69 and ARSD 20:10:24:02, 20:10:24:03 and 20:10:32:03. The Commission finds that SFCT has met the legal requirements established for the granting of a certificate of authority. SFCT has, in accordance with SDCL 49-31-3 and 49-31-71, demonstrated sufficient technical, financial and managerial capabilities to offer telecommunications services in South Dakota.

The Commission approves SFCT's application for a certificate of authority, subject to rural safeguards. The certificate of authority for SFCT shall authorize it to offer local exchange services in those areas in South Dakota where U S WEST Communications, Inc. is the incumbent local exchange carrier. In the future, should SFCT choose to provide local exchange services statewide, with respect to rural telephone companies, SFCT will have to come before the Commission in another proceeding before being able to provide local service in that rural service area pursuant to 47 U.S.C. § 253(f) which allows the Commission to require a company that seeks to provide service in a rural service area to meet the requirements in 47 U.S.C. § 214(e)(1) for designation as an eligible telecommunications carrier. In addition, the granting of statewide certification will not affect the exemptions, suspensions, and modifications for rural telephone companies found in 47 U.S.C. § 251(f). It is therefore

SOUTH DAKOTA PUBLIC UTILITIES COMMISSION

CERTIFICATE OF AUTHORITY

To Conduct Business As A Telecommunications Company
Within The State Of South Dakota

Authority was Granted March 30, 1999
Docket No. TC98-148

This is to certify that

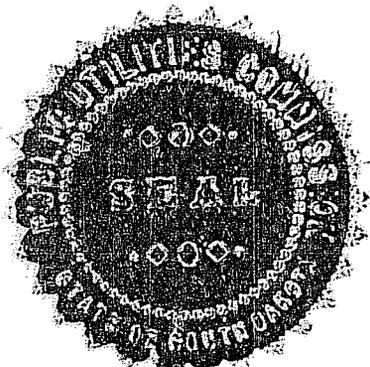
SIOUX FALLS CABLE TELEVISION

is authorized to provide telecommunications services in South Dakota.

This certificate is issued in accordance with SDCL 49-31-3 and ARSD 20:10:24:02, and is subject to all of the conditions and limitations contained in the rules and statutes governing its conduct of offering telecommunications services.

Dated at Pierre, South Dakota, this 1st day of April 1999

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION:



James A. Burg
JAMES A. BURG, Chairman

Pam Nelson
PAM NELSON, Commissioner

Laska Schoenfelder
LASKA SCHOENFELDER, Commissioner

STATE OF SOUTH DAKOTA
OFFICE OF
THE SECRETARY OF STATE

Certificate Of Incorporation
Business Corporation

I, ALICE KUNDERT, Secretary of State of the State of South Dakota, hereby certify that duplicate originals of the Articles of Incorporation of
... MIDCO-TEL, INC. OF SOUTH DAKOTA
duly signed and verified, pursuant to the provisions of the South Dakota Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I hereby issue this Certificate of Incorporation of
MIDCO-TEL, INC. OF SOUTH DAKOTA
.....

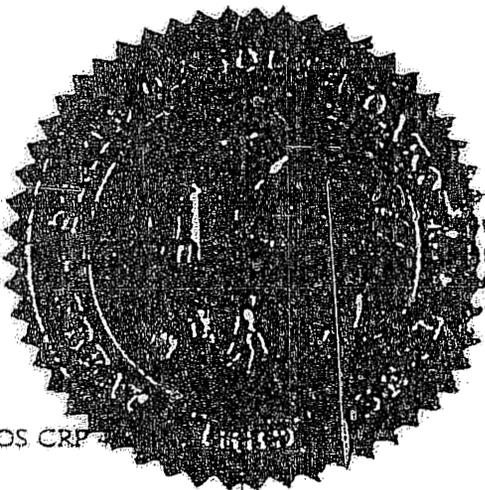
and attach hereto a duplicate original of the articles of Incorporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this 12th day of

July A.D. 19, 82

Alice Kundert
Secretary of State

Deputy



SOS CRP

State of South Dakota
Office of The Secretary Of State



STATE

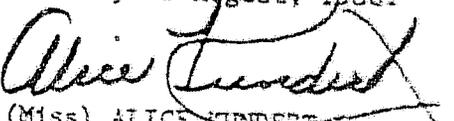
DEPARTMENT

CERTIFICATE OF MERGER

I, ALICE KUNDERT, Secretary of State of the State of South Dakota, hereby certify that duplicate originals of the Articles of Merger and Plan of Merger of MIDCO AUDIO GROUP, INC. and MIDCO ANSWERING SERVICE, INC., both domestic corporations into MIDCO-TEL, INC. OF SOUTH DAKOTA, which than changed its name to MIDCO COMMUNICATIONS, INC., a South Dakota corporation, duly signed and verified, pursuant to the provisions of the South Dakota corporation acts, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I hereby issue this Certificate of Merger of MIDCO AUDIO GROUP, INC. and MIDCO ANSWERING SERVICE, INC., both South Dakota corporations into MIDCO-TEL, INC. OF SOUTH DAKOTA, which than changed its name to MIDCO COMMUNICATIONS, INC., a South Dakota corporation and the survivor, and attach hereto a duplicate original of the Articles of Merger and Plan of Merger.

IN TESTIMONY WHEREOF, I
have hereunto set my hand
and affixed the Great Seal
of the State of South Dakota,
at Pierre, the capitol, this
29th day of August, 1986.


(Miss) ALICE KUNDERT
Secretary of State



NEXT

DOCUMENT (S)

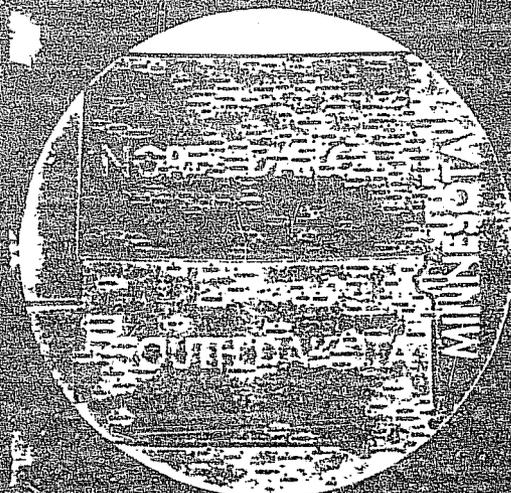
BEST IMAGE

POSSIBLE



Business Partners You Can Depend On

the telecom industry and the internet...
happening in the business...
stay on top of the latest...
We do all of this to help...
business decisions...
successful. We're your communi...
provider, but we're also a business part...
You can depend on...
...consultation, just call...
1-800-825-1300 and let us connect...
our business to the future.



We're Everywhere You Go

...and...
Northern Nebraska and Montana...
...communications...
...services to businesses throughout...
...area, Minn...
...network...
...communications people...
...diversity...

For more information about
Midcontinent Communications,
visit our web site at

www.midcocomm.com

Shaping
Business
To The Future

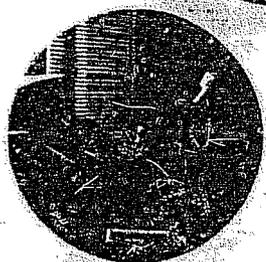


One Company. One Name. One Phone Call.

Midcontinent Communications is a full-service communications provider, offering a broad range of services including high speed Internet, local and long distance telephone service and advanced business products like voicemail, paging and cable advertising. You'll find all of these services right here, with one phone call. Our consultants will help you determine which products will benefit your company through a comprehensive analysis. Then, we'll customize a service package that fits your needs.

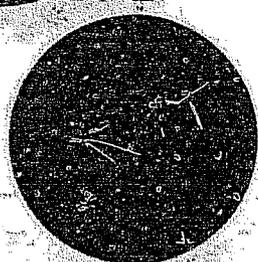
Midcontinent Communications connects your business to an array of services with just one phone call. Now isn't that simple?

For a free consultation, just call 1-800-888-1300 and let us connect your business to the future.



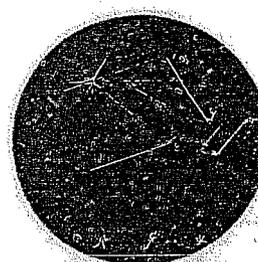
Local Telephone Service

- Reliable, crystal clear phone service
- A comprehensive list of features & services
- Itemized billing
- Ongoing reviews of your account



Long Distance Phone Services

- Personal service
- Smart Management Reports
- Competitive rates & customized calling plans
- No minimum per-call billing charges



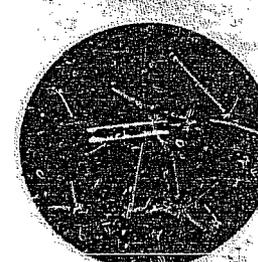
High Speed Internet

- A customized internet package designed to fit your business
- Professional installation & network configuration
- Reliable web site hosting



Cable Advertising

- The most affordable television advertising available
- Strategically target your audience cost-effectively
- State-of-the-art broadcast production facility for professional commercials



Paging Services

- Tone & voice
- E-Mail paging
- Numeric display
- Alphanumeric display

* Not all services are available in all areas. Please check our web site at www.midcom.com for a full listing of service areas.



Here's What Customers Say About Midcontinent Communications...

LARRY LOMMEL

Accounting Manager
LAND O' LAKES, INC.
SIOUX FALLS, SD

"With branch locations throughout the state and salespeople in other states, our communication needs are diverse. Midcontinent has the full line of services we require plus competitive rates. Midcontinent has consistently been the partner today's competitive marketplace demands."

A. RUSSELL JANKLOW

Partner
JOHNSON, HEIDEPRIEM, MINER, MARLOW &
JANKLOW, L.L.P.
SIOUX FALLS, SD

"We are very pleased with Midcontinent's support services. Our phone calls are returned in a timely manner and the service department is always available to help us through any problems that may occur. The high speed Internet access have proved to be exceptional in meeting our research needs."

DEB KUCHERA

Finance/Office Manager
MITCHELL CHAMBER OF COMMERCE
MITCHELL, SD

"I have been very happy with Midcontinent Communications because they have competitive rates and give us the personal attention we need. I have a direct contact and my questions are answered promptly and personally."

MARY VICTOR

Executive Director
SIOUX EMPIRE AMERICAN RED CROSS
SIOUX FALLS, SD

"We had an emergency situation when our phones were down. Midcontinent Communications helped us survive. They got our system up and working and were gracious and helpful. It's important that Midcontinent is local. We can meet face to face. My account rep even calls just to make sure everything is all right."

JIM THOMPSON

President
FIRST MIDWEST BANK
CENTERVILLE & SIOUX FALLS, SD

"I'm totally convinced the more I do business with Midcontinent Communications, that I made the right decision 10 years ago when we chose them for long distance service. They're like us—they've got great service! They're friendly, prompt, and very easy to work with and have reasonable rates. We are totally satisfied with Midcontinent. When you deal with quality, you stay with it."

GREG LAFOLLETTE

Tax & Technology Partner
LAFOLLETTE JANSA BRANDT & CO.
SIOUX FALLS, SD

"As a high-tech CPA firm, we consult with clients and CPAs around the country. Our high speed Internet connection is essential to our practice. Midcontinent was able to provide an Internet connection 50 times faster than our old connection. We recommend Midcontinent's cable Internet access in all our consulting."

LOREN EGGEBRAATEN

President
KINDLER PONTIAC-CADILLAC, INC.
SIOUX FALLS, SD

"We rely on Midcontinent Communications for our local and long distance telephone service, plus toll-free and paging services. They provide reliable, low cost service and can tailor your services to meet your needs. Contact Midcontinent Communications. You won't be sorry."

GENE HAMAKER

President
FARMERS TRADING CO.
MITCHELL, SD

"Our receptionist has a list of long distance carriers whose calls will be accepted by the office manager. There's only *one* name on it—Midcontinent."

Sioux Falls • Aberdeen • Rapid City • Bismarck

1-800-888-1300 • Visit our web site www.midcom.com



MORE SERVICE. MORE CHOICES. MORE PEACE OF MIND.



LOCAL PHONE SERVICE

MORE CHOICES.

That's what regulatory changes and technological advances in the telecommunications industry create for you.

More choices mean more opportunities.
That's good. But it can be confusing.
And difficult to know how to choose options that really
make your operations more efficient—not less.
While making your costs lower—not higher.

MAKE IT EASY ON YOURSELF.

You don't have to lose sleep educating yourself about the intricacies of telecommunications.

That's our job.
We're the experts.
And, we're right here doing business face to face.

BETTER BOTTOM-LINE. MORE PEACE OF MIND.

Consider the benefits of Midcontinent's local phone service:

- Face-to-face consultation with Midcontinent's trained Sales Consultants. We give personal attention to your communication needs.
- One bill for all telecommunication services. No need to juggle multiple bills every month.
- One contact for problems. Support you can really depend on.

- Reliable, crystal clear, top-quality service is yours backed up by 24-hour technical assistance.
- Have all the phone features you're accustomed to. And more.

MORE SERVICE. MORE EFFICIENT. LESS COSTLY.

Telecommunications companies are not all the same. Midcontinent offers significant advantages. But the first of these is superior service.

Round the clock. We're here for you.

You can trust us to provide state-of-the-art communications supported by friendly, knowledgeable service professionals.

We're proactive.

With ongoing account reviews we monitor the changing needs of your business. Our purpose? We provide high efficiency and low cost.

We want to do what we can to make your company strong and vital in today's market. By assisting with your communication needs, Midcontinent is doing just that.

Remember, we represent Midcontinent Communications, but we truly work for you.



CUTTING
COSTS
WITHOUT
CUTTING
QUALITY



LONG DISTANCE SERVICES

LONG DISTANCE BUT CLOSE TO HOME.

Chances are, you don't think much about your long distance service unless and until something goes wrong.

Chances are, you don't care passionately about long distance service. But Midcontinent Communications does.

We're long distance experts.

And we're enormously experienced, in a highly complex and regulated industry crowded with newcomers.

Get smart.

You don't have to know everything about long distance service to make effective decisions and establish productive systems.

You can hire an expert: Midcontinent Communications.

SIMPLE TO USE. SIMPLE TO SAVE.

Long distance service is something you should be able to forget about.

That only happens if it's easy to use.

And if you get immediate service when you have a problem.

Midcontinent Communications makes your long distance service simple.

Easy to understand. Easy to use. Easy to forget.

Your service is customized to meet your needs.

With features such as:

- Face to face consultation with Midcontinent's trained Sales Consultants.
- Smart Management Reports, analyzing your usage by location, time of day, length of call, etc., which are invaluable for management and marketing purposes.

- Competitive rates, reviewed quarterly to insure the best rates available in the industry.
- Easy to read billing statements which help you manage your long distance calls.
- No minimum per-call billing charges.
- Easy to use speed dialing and Calling Cards.
- Smooth transition to Midcontinent from another carrier, with little or no change in procedures for your employees.

You get reliable, crystal clear, top quality service.

Because Midcontinent chooses only the best lines from the best vendors.
And because Midcontinent gives you 24 hour technical assistance.
Support you can really depend on.

Saving is simple with Midcontinent, too.

To begin with, you pay only for the time you talk—not connect time.
We offer volume discounts and a long-term multiple service discount program.

Billing in six second increments, instead of one minute increments.
And finally, lower per minute rates.

We'll establish the right plan for your business.

So you'll never need to wonder if you're getting the best rates.

WE DO BUSINESS FACE-TO-FACE.

Even if all long distance options, quality and billing were the same—which they aren't—Midcontinent would offer you significant advantages.

In a word, service.

We're right here, in person, doing business face-to-face.

With highly trained professionals giving you friendly, personal service.
24 hour customer/technical service.

And proactive, ongoing account reviews to monitor the changing needs of your business.

When was the last time you were called on in person by a representative from that big long distance company?

Has it ever happened?

When all is said and done, that's what makes Midcontinent the best choice for your businesses.

Doing business person-to-person.

Face-to-face.

We're your friends and neighbors.

And while we represent Midcontinent, we truly work for you.





Midcontinent Communications Long Distance Management Reports

Midcontinent Communications Long Distance Smart Management Reports give you a wealth of information to increase your productivity and efficiency. Here's what you get at your finger tips each month:

REPORT	BENEFIT
Long Distance Calls by Hour Summary Report	<ul style="list-style-type: none"> • Identify peak calling periods for your staffing needs. • Identify potential calling misuse during your company's non-business hours. • Identify potential limitations in your telephone system and phone lines.
Long Distance Call Duration Summary Report	<ul style="list-style-type: none"> • Track the average length of your company's long distance calls to identify changes or misuse.
Most Common Called Phone Numbers Report	<ul style="list-style-type: none"> • Target regions with high market potential for your business. • Identify regions where you need added sales, customer service, or technical support. • Isolate travel card use and misuse. • Allocate your long distance costs or billable time to the appropriate branch office or client.
Calls by Calendar Day Summary Report	<ul style="list-style-type: none"> • Identify activity trends for staffing, advertising, or other opportunities.
Long Distance Calls by Area Code Report	<ul style="list-style-type: none"> • Verify calls are being made in regions your company has customers and vendors to isolate long distance service misuse. • Prioritize regions for your marketing and personnel resources.
Long Distance Statistical Summary Report	<ul style="list-style-type: none"> • Know at a glance your company's overall long distance usage. It's easy to see trends, problems and changes.



TOLL FREE 800 SERVICE

GROWING YOUR BUSINESS WITH TOLL-FREE 800 SERVICE.

Getting a toll-free 800 number could be one of the biggest growth steps your business ever takes.

Instantly, you expand your market.

Instantly, you gain increased credibility.

Instantly, you improve communications with your customers.

YOUR TOLL-FREE 800 NUMBER LETS YOU:

- Give your customers a simple, no-cost method to order products.
- Provide information at no charge to customers and prospects.
- Offer free services to your customers.
- Determine and track the effectiveness of your marketing.
- Take advantage of the growing shop-at-home market.

GETTING THE MOST FROM YOUR TOLL-FREE 800 NUMBER.

Advertising your toll-free 800 number in these places helps you increase market exposure and customer satisfaction.

- Yellow Pages
- Business Cards & Letterhead
- Print Advertising
- Catalogs
- Promotional Items
- Direct Mail
- Company Brochures
- Product Labels
- Television/Radio Advertising
- Coupons
- Billboards
- Monthly Statements

SAVE WITH MIDCONTINENT'S TOLL-FREE 800 SERVICE.

Midcontinent gives you great ways to save on toll-free 800 service and the flexibility to customize your service to meet your needs. Toll-Free 800 Service:

- Automatically charges your business according to the Midcontinent rate plan with the most favorable rates. As your toll-free 800 usage goes up, your rates go down.

...determines your caller's location and automatically applies the lowest in-state or out-of-state rates.

- Lets you customize your service to where you do business: statewide, regionally or nationwide.
- Routes your calls directly to your business, or anywhere else you choose in the Dakotas, any time you choose.
- Provides Toll-Free 800 Management Reports, which contain a wealth of information to summarize your company's toll-free 800 usage patterns and marketing effectiveness.
- Gives you the opportunity to combine toll-free 800 service with other services, such as Inbound Telemarketing, for the best rates and the most powerful management reports.

WE GIVE YOU MORE TOLL-FREE 800 SERVICES & SERVICE.

Our resources aren't going into TV commercials featuring celebrities.
We're concentrating on the basics.

SERVICE. With fast installation on existing local lines and no special equipment.
Detailed listings in your bill each month of who is using your Toll-Free 800 service and where they're calling from.

QUALITY. With crystal clear connections and reliable, state-of-the-art technologies.

VALUE. With:

- Low, competitive per-minute rates and six-second segment billing.
- Toll-Free 800 Management Reports to review your marketing effectiveness and call patterns
- Billing only for talk time, not ring and connect time.
- Lower rates for in-state Toll-Free 800 numbers
- Volume and long-term multiple service discount programs
- Association savings programs
- Service customized for your business on a state-by-state basis

We're concentrating on maintaining a strong, local presence and meeting our customers' needs.

So we can serve you better.

Today.

And tomorrow.



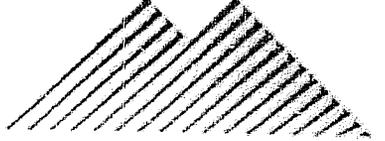


Midcontinent Communications Toll-Free Management Reports

Midcontinent Communications Toll-Free Smart Management Reports give you a wealth of information to increase your productivity and efficiency. Here's what you get at your fingertips each month:

REPORT	BENEFIT
Toll-Free Call Duration Summary Report by Individual Toll-Free Number.	<ul style="list-style-type: none"> • Track the efficiency of your customer service or technical departments by length of calls. • Track the productivity of your sales department by length of calls.
Toll-Free Calls By Hour Summary Report	<ul style="list-style-type: none"> • Identify peak calling periods for your staffing needs. • Identify potential calling misuse during the company's non-business hours. • Measure your advertising effectiveness.
Toll-Free Most Common Originating Phone Number Report	<ul style="list-style-type: none"> • Measure your marketing and advertising effectiveness by regions calling your business the most. • Identify potential toll-free service misuse by originating phone numbers and regions your business may not serve. • Isolate potential product or service problems for your company by region or customer. • Allocate your toll-free costs to the appropriate branch office, field personnel, or clients.
Toll-Free Calls By Day Summary Report	<ul style="list-style-type: none"> • Identify peak calling days for your staffing needs. • Identify slow business days for marketing and advertising needs.
Toll-Free Calls by Area Code Summary Report	<ul style="list-style-type: none"> • Prioritize your marketing and personnel resource spending by region.
Toll-Free Statistical Summary Report	<ul style="list-style-type: none"> • Know at-a-glance your company's toll-free usage trends, problems and changes by toll-free number.

CALLING CARD FEATURES


Midcontinent
COMMUNICATIONS

SPEED DIALING

CALLING MADE EVEN EASIER.

Speed dialing allows you to store frequently called numbers for ease in dialing. The speed dialing numbers you assign, called "indexes," are stored so they are available each time you use the white side of your calling card from a touch-tone phone.

You may use the numbers 1 through 9 as speed dial indexes. You may also wish to write down the indexes you have assigned for easy reference.

GET STARTED SPEED DIALING NOW.

Use the white side of your Midcontinent Calling Card.
For assistance, press "0" at any time for an operator.

1. Dial "1-800-560-7878"

After the greeting, you will get a prompt to:

2. Enter your authorization code.

You will then get a prompt with a number of options.

3. Press "1#" for Speed Dialing

You will then get a prompt to do one of the following:

- Enter the speed dial index to call.
The system will automatically dial the telephone number you have assigned to that speed dial index.
- Press "0" for speed dial programming.
You will get a prompt to either:

Enter the speed dial index to change

OR

Press the "*" key to return to the main menu

If you enter a speed dial index to change and no previous entry has been made in the index, the system will ask you to enter the new speed dial number. The system will then repeat the speed dial index and the telephone number assigned to that index.

If you enter a speed dial index to change and a previous entry has been stored in the index, the system will notify you of the current speed dial number and ask you to enter the new speed dial number. The system will then repeat the speed dial index and the telephone number you assigned to that index.

Once you have entered a speed dial index that currently has a stored speed dial number and you do not wish to change the index, press the "*" key to return to the programming prompts.

- Press "*" to return to the main menu
This will allow you to start over or make a second call without re-entering your authorization code.

Remember, assistance is always available—dial "0" at any time for an operator.

TREAT YOUR CALLING CARD AS YOU WOULD ANY CREDIT CARD. IF IT BECOMES LOST OR STOLEN, CALL MIDCONTINENT COMMUNICATIONS IMMEDIATELY TO PREVENT UNAUTHORIZED USE.



CONVENIENCE!
YOU MAKE
THE CALL.



CONFERENCE CALLING

CALL A MEETING.

Now Conference Calling is easier than ever! With Midcontinent's Conference Calling, multiple parties may participate in the same telephone call.

Conference Calling with Midcontinent is simple, reliable and cost-effective. Here's how it works:

1. Contact our Customer Service Department at 605-331-1200 or 1-800-888-1300 at least 24 hours in advance. Please let us know the day and time of the call, the number of parties participating and an approximate call length.
2. We'll give you a toll-free number to provide to all those participating in the Conference Call. At the specified time, all participants dial the toll-free number and are automatically connected to the other parties.
3. The person initiating the call will hear a normal ringing until another party dials in. As additional callers join, those already on the line will hear short rings as new participants join the Conference Call.
4. Billing for the conference call begins when the first caller dials in until the last party hangs up. The person requesting the conference call will be billed.

It's that easy!

Remember to contact Midcontinent to make arrangements at least 24 hours before each Conference Call.

Get the Services You Need Get the Service You Want

Midcontinent Communications has guided businesses through the constant changes in the telecommunication industry since 1982. Midcontinent has always been committed to providing solutions to the needs of our customers. Customers like you

SIMPLE SOLUTIONS FOR BETTER BUSINESS

Midcontinent wants to be your full service telecommunications provider. We are determined to find innovative ways to help businesses like yours become more productive and efficient. We have a staff of friendly, highly trained sales and support people who provide 24 hour service.

We customize solutions for your business. Tell us what you need... it's that simple!

- Local Phone Service
- Long Distance
- Toll-Free 800 Service
- Paging Service
- Telephone Answering Service
- Voicemail
- Internet Hosting & Access



MORE CHOICES. LESS HASSLE.

- Do you want a menu of services to choose from and still save money?
- Do you want one bill for all your communication services?
- Do you want one person to contact for assistance when questions arise?

Call Midcontinent.

We're your neighbors and we want to be your business partner.
So put us to work for you!

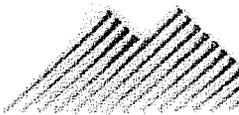
416 S. PHILLIPS, DIXIE FALLS, ND 57044-6514
605-334-1100 1-800-888-1100

1497 W. CHICAGO, RAPID CITY, SD 57702
605-345-1444 1-800-888-1100

14 FIRST AVENUE, ABERDEEN, SD 57401-1401
605-224-1140 1-800-888-1100

719 MEMORIAL HWY, BISMARCK, ND 58504
701-221-1778 1-800-888-1100

VISIT OUR WEB SITE AT www.midcom.com



Midcontine
COMMUNICATIONS



VOICEMAIL SERVICE

Eliminate phone tag and missed messages.

With the most flexibility and options.

Get Voicemail.

And get the right answer.

SEND THE RIGHT MESSAGE

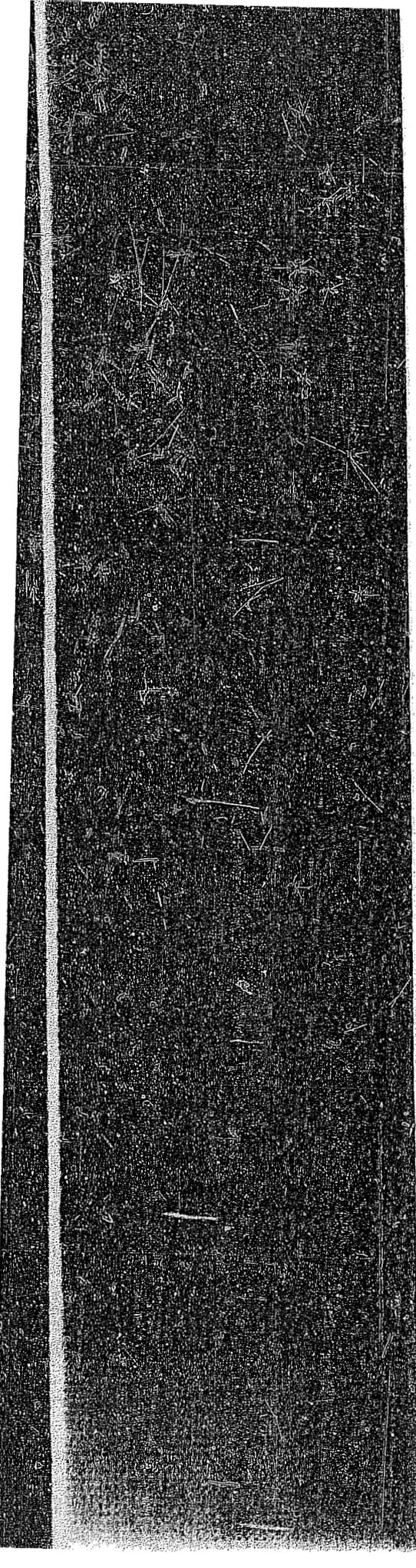
Show your customers they're important and manage your time better with Voicemail, which gives you:

- **Efficiency.**
Screen your calls and return calls when you choose. You're interrupted less and can get more done.
- **A Personal Touch.**
Your callers hear your voice and message, for more personal communication.
- **Reliability.**
Get the messages you need to make the deal, keep the client, or be there when you are needed.
- **Confidentiality.**
No one will hear your messages being recorded. A special code insures that only you hear your messages.
- **Accurate, complete messages.**
Voicemail can handle unlimited messages so messages are never cut off or recorded over. High quality recording gives you full voice tone and intensity. Allowing your callers to leave more specific, detailed information.

MORE FEATURES FOR MORE CONVENIENCE

Midcontinent's Voicemail goes beyond other answering services to give you the most in service, features, and convenience, including:

- 24 hour a day access anywhere in the U.S. from any touch tone phone.

- 
- High quality audio greetings for maximum professionalism.
 - Time, day, and date indication on all messages.
 - The ability to change your message as often as you like from any touch tone phone.
 - Phone tag elimination. Conversations can take place without both parties present.
 - Network and phone tree calling. Leave a message for dozens of people in one call.
 - Multiple call handling. With Voicemail, there is no busy signal.

GET THE MOST IN VOICEMAIL SERVICE

Doing business with the leader in regional communication has its advantages. You benefit from:

- 24 hour local service. Your problems are always solved promptly without the run-around.
- Easy over the phone set-up. We can explain and start up Voicemail simply and quickly over the phone.
- An experienced staff which can show you how to combine Voicemail with paging, cellular phones, and other communication systems.

With Midcontinent Communications, you get great customer service. With Voicemail, you get great services, for you and your customers. Count on Midcontinent and Voicemail for all your answers.



CONFIDENTIAL

[]

South Dakota Public Utilities Commission
WEEKLY FILINGS
For the Period of May 25, 2000 through May 31, 2000

If you need a complete copy of a filing faxed, overnight expressed, or mailed to you,
please contact Delaine Kolbo within five business days of this filing.
Phone: 605-773-3705 Fax: 605-773-3809

CONSUMER COMPLAINT

CT00-075 In the Matter of the Complaint filed by Joyce Urlacher, Salem, South Dakota, against AT&T Communications of the Midwest, Inc. Regarding Continued Services and Charges at High Rates after Long Distance Services were Switched to Another Carrier.

The complainant alleges that she requested her long distance services with AT&T to be discontinued on October 19, 1999. Her rate plan was discontinued, however, she continued to be billed for toll calls at higher rates. AT&T cancelled services on February 2, 2000. Ms. Urlacher has not received adjustments or credits for the higher rates. Ms. Urlacher also alleges poor customer service from AT&T. The complainant is seeking \$1000.00 because AT&T continued to charge her against her wishes and at excessive rates.

Staff Analyst: Charlene Lund
Staff Attorney: Camron Hoseck
Date Docketed: 05/25/00
Intervention Deadline: NA

CT00-076 In the Matter of the Complaint filed by Evelyn Bultsma, Sioux Falls, South Dakota, against Excel Telecommunications, Inc. Regarding Unauthorized Switching of Services.

The Complainant claims that she was billed by Excel Communications without authorization. She is seeking \$1000 as compensation.

Staff Analyst: Leni Healy
Staff Attorney: Karen E. Cremer
Dated Filed: 05/25/00
Intervention Deadline: NA

CT00-077 In the Matter of the Complaint filed by Eveiyn Bultsma, Sioux Falls, South Dakota, against Telco Billing, Inc. Regarding Unauthorized Switching of Services.

The Complainant claims that she was billed by Telco Billing, Inc. without authorization. She is seeking \$1000 as compensation.

Staff Analyst: Leni Healy
Staff Attorney: Karen E. Cremer

intervention Deadline: NA

CT00-078 In the Matter of the Complaint filed by Mark and Sue Cichos, Pierre, South Dakota, against Qwest Communications, Inc., Webnet Com, Inc. and ILD Teleservices, Inc. Regarding Unauthorized Switching of Services.

The Complainants allege that their long distance service was switched without their authorization. The Complainants are seeking compensation for the violations.

Staff Analyst: Leni Healy
Staff Attorney: Camron Hoseck
Date Filed: 05/30/00
intervention Deadline: NA

ELECTRIC

EL00-019 In the Matter of the Filing by Northern States Power Company for Approval of its Revised Rate Sheets for its Occasional Delivery Energy Service and Time of Delivery Energy Service.

Northern States Power Company has filed for Commission approval revised rate sheets for the Occasional Delivery Energy Service and Time of Delivery Energy Service. The proposed Occasional Delivery Energy Service rate sheet is revised to reflect a five cents per month increase in the metering charge and a 0.3 cents per kWh increase in energy payment. The proposed Time of Delivery Energy Service rate sheet is revised to reflect a fifty cents per month increase in the metering charge. Energy and capacity payments have also been revised to reflect the Company's 2000 avoided costs projection.

Staff Analyst: Michele Farris
Staff Attorney: Karen E. Cremer
Date Docketed: 05/31/00
intervention Deadline: 06/16/00

TELECOMMUNICATIONS

TC00-085 In the Matter of the Application of Midco Communications, Inc. and Sioux Falls Cable Television to Transfer their Respective Certificates of Authority to Midcontinent Communications.

On May 26, 2000, Midco Communications, Inc. and Sioux Falls Cable Television filed an application to transfer their respective certificates of authority to provide interexchange and local exchange telecommunication services to Midcontinent Communications, the applicants' parent company. Midcontinent Communications will be a South Dakota general partnership owned equally by Midcontinent and AT&T&S.

Staff Analyst: Keith Senger
Staff Attorney: Camron Hoseck
Date Docketed: 05/26/00
Intervention Deadline: 06/16/00

TC00-086 In the Matter of the Establishment of Switched Access Revenue Requirement for West River Cooperative Telephone Company.

West River Cooperative Telephone Company, Bison, SD, filed a switched access cost study developing a revenue requirement that is included in the revenue requirement used to determine the switched access rates for the Local Exchange Carrier Association.

Staff Analyst: Harlan Best
Staff Attorney: Karen E. Cremer
Date Filed: 05/30/00
Intervention Deadline: 06/16/00

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You may subscribe or unsubscribe to the PUC mailing lists at <http://www.state.sd.us/puc/>



410 South Phillips Avenue
Sioux Falls, South Dakota 57104-6824
605/334-1200 • Fax: 605/339-4419

Keith Senger, Utility Analyst
South Dakota Public Utilities Commission
State Capitol Building
500 East Capitol Avenue
Pierre, SD 57501-5070

RE: TC00-085

Dear Mr. Senger:

In response to your letter of July 18, 2000 requesting further information for Midcontinent's application for a Certificate of Authority:

- 2-1. "a description of the applicant's experience providing any telecommunications service in South Dakota or in other jurisdictions". Midcontinent Communications is a new entity of Midcontinent Media and is a re-name of Midco Communications which has telecommunications experience and has been certified in South Dakota since 1982 and local service since 1998. Midcontinent Communications has no experience under that name but relies on the experience of Midco Communications.
- 2-2. "the dates and nature of state or federal authorization to provide service"
Midcontinent Communications is approved by the FCC and certified in North Dakota.
- 2-3. "copy of applicant's tariff with the terms and conditions of service"
Enclosed is Midcontinent Communications' tariff
- 2-4. \$25,000 Surety Bond
Forwarded to your office, 8/8/2000, via overnight mail.

Please let me know if you have any further questions. I may be contacted at (605)357-5459 or (800)888-1300, or email at mary_lohnes@mml.net.

Sincerely,

Mary Lohnes
Regulatory Affairs Manager

Enclosure

RECEIVED

AUG 09 2000

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

INDEMNITY BOND TO THE PEOPLE OF THE
STATE OF SOUTH DAKOTA

Bond No. 1678662

We, Midcontinent Communications, the principal and applicant for a Certificate of Authority, for telecommunications services within the State of South Dakota, and The Hanover Insurance Company, as an admitted surety insurer, bind ourselves unto the Public Utilities Commission of the State of South Dakota and the consumers of South Dakota as Obligees, in the sum of Twenty Five Thousand and 00/100 Dollars (\$25,000.00).

The conditions of the obligation are such that the principal, having been granted such Certificate of Authority subject to the provision that said principal purchase this Indemnity Bond, and if said principal shall in all respects fully and faithfully comply with all applicable provisions of South Dakota State Law, and reimburse customers of Midcontinent Communications for any prepayment or deposits they have made which may be unable or unwilling to return to said customers as a result of insolvency or other business failure, then this obligation shall be void, discharges and forever exonerated, otherwise to remain in full force and effect.

This bond shall take effect as of the date hereon and shall remain in force and effect until the surety is released from liability by the written order of the Public Utilities Commission, provided that the surety may cancel this bond and be relieved of further liability hereunder by delivering thirty (30) days written notice to the Public Utilities Commission. Such cancellation shall not affect any liability incurred or accrued hereunder prior to the termination of said thirty (30) day period.

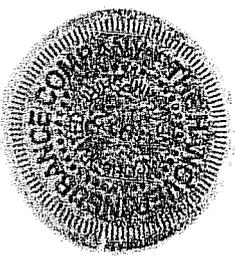
Dated this 3rd day of August, 2000.
To be effective this 3rd day of August, 2000.

Midcontinent Communications

By Wynne Hakewill for
Midcontinent Communications Investor, LLC, managing
partner, Midcontinent Communications
The Hanover Insurance Company

By Shirley A. Harkins
Shirley A. Harkins
Attorney-In-Fact

The original is
in Delaines
bottom desk drawer



THE HANOVER INSURANCE COMPANY
MASSACHUSETTS BAY INSURANCE COMPANY

POWERS OF ATTORNEY
CERTIFIED COPY

KNOW ALL MEN BY THESE PRESENTS: That THE HANOVER INSURANCE COMPANY and MASSACHUSETTS BAY INSURANCE COMPANY, both being corporations organized and existing under the laws of the State of New Hampshire do hereby constitute and appoint William G. Franey, Kenneth W. Roberts, John R. Muha, II, Brenda L. Patterson, Shirley A. Harkins, Michael S. Olive,

Jeri L. Murrow and/or David R. Summerall

of Capitol Heights, MD and each is a true and lawful Attorney(s)-in-fact to sign, execute, seal, acknowledge and deliver for, and on its behalf, and as its act and deed, at any place within the United States, or, if the following line be filled in, only within the area therein designated

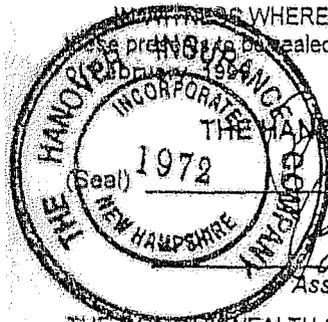
any and all bonds, recognizances, undertakings, contracts of indemnity or other writings obligatory in the nature thereof, as follows:

- Any such obligations in the United States, in any amount -

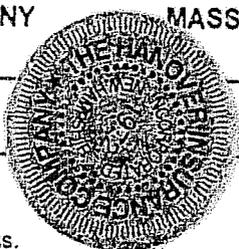
And said companies hereby ratify and confirm all and whatsoever said Attorney(s)-in-fact may lawfully do in the premises by virtue of these presents. These appointments are made under and by authority of the following Resolution passed by the Board of Directors of said Companies which resolutions are still in effect:

"RESOLVED, That the President or any Vice President, in conjunction with any Assistant Vice President, be and they are hereby authorized and empowered to appoint Attorneys-in-fact of the Company, in its name and as its acts, to execute and acknowledge for and on its behalf as Surety any and all bonds, recognizances, contracts of indemnity, waivers of citation and all other writings obligatory in the nature thereof, with power to attach thereto the seal of the Company. Any such writings so executed by such Attorneys-in-fact shall be as binding upon the Company as if they had been duly executed and acknowledged by the regularly elected officers of the Company in their own proper persons." (Adopted October 7, 1981 - The Hanover Insurance Company; Adopted April 14, 1982 - Massachusetts Bay Insurance Company)

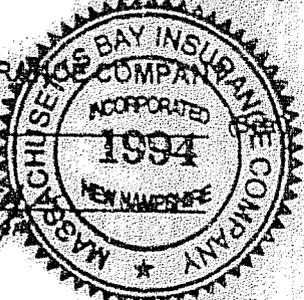
WHEREOF, THE HANOVER INSURANCE COMPANY AND MASSACHUSETTS BAY INSURANCE COMPANY have caused these presents to be sealed with their respective corporate seals, duly attested by a Vice President and an Assistant Vice President, this 4th day



Vice President
Assistant Vice President



Vice President
Assistant Vice President



THE COMMONWEALTH OF MASSACHUSETTS)
COUNTY OF WORCESTER) ss.

On this 4th day of February, 1998, before me came the above named Vice President and Assistant Vice President of The Hanover Insurance Company and Massachusetts Bay Insurance Company, to me personally known to be the individuals and officers described herein, and acknowledged that the seals affixed to the preceding instrument are the corporate seals of The Hanover Insurance Company and Massachusetts Bay Insurance Company, respectively, and that the said corporate seals and their signatures as officers were duly affixed and subscribed to said instrument by the authority and direction of said Corporations.



Notary Public

My Commission Expires November 26, 2004

I, the undersigned Assistant Vice President of The Hanover Insurance Company and Massachusetts Bay Insurance Company, hereby certify that the above and foregoing is a full, true and correct copy of the Original Power of Attorney issued by said Companies, and do hereby further certify that the said Powers of Attorney are still in force and effect.

This Certificate may be signed by facsimile under and by authority of the following resolution of the Board of Directors of The Hanover Insurance Company and Massachusetts Bay Insurance Company.

"RESOLVED, That any and all Powers of Attorney and Certified Copies of such Powers of Attorney and certification in respect thereto, granted and executed by the President or any Vice President in conjunction with any Assistant Vice President of the Company, shall be binding on the Company to the same extent as if all signatures therein were manually affixed, even though one or more of any such signatures thereon may be facsimile." (Adopted October 7, 1981 - The Hanover Insurance Company; Adopted April 14, 1982 - Massachusetts Bay Insurance Company)

GIVEN under my hand and the seals of said Companies, at Worcester, Massachusetts, this 3rd day of August, 2000

THE HANOVER INSURANCE COMPANY
Assistant Vice President

MASSACHUSETTS BAY INSURANCE COMPANY
Assistant Vice President

MIDCONTINENT COMMUNICATIONS, INC.
SIOUX FALLS, SOUTH DAKOTA

TARIFF S.D.P.U.C. NO. 1
ORIGINAL TITLE PAGE

TARIFF APPLICABLE TO
LOCAL EXCHANGE and
LONG DISTANCE SERVICES
OF
MIDCONTINENT COMMUNICATIONS, INC.

RECEIVED

AUG 09 2000

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

Issued: 8/7/2000

Effective: 8/7/2000

Issued by: Tom Simmons, Vice President

CHECK SHEET

Original and revised pages, as indicated below, comprise all effective pages of this tariff.

<u>PAGE</u>	<u>REVISION</u>
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Check Sheet	Original
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4	Original
5	Original
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EXPLANATION OF SYMBOLS

- (C) Changed regulation
- (D) Discontinued rate or regulation
- (I) Increase in rate
- (M) Material moved without change
- (N) New rate or regulation
- (R) Reduction in rate
- (S) Reissued material
- (T) Change in text only

1. APPLICATION OF TARIFF

This tariff applies to local exchange and long distance intrastate message telecommunications services provided by Midcontinent Communications, Inc. (Midcontinent) for communications within the state of South Dakota. Service is furnished by wire, cable, fiber optics, radio and/or a combination thereof.

2. DEFINITIONS

The following definitions apply for certain terms used generally throughout this tariff:

Access Line: A communications channel which is used for access to the local or long distance network.

Authorized User: A person, firm, corporation, or other legal entity which is authorized by the customer to use the service of the customer.

Basic Exchange Telecommunications Service - a service offered to end users which provides the end user with a telephonic connection to, and a unique local telephone number address on, the public switched telecommunications network, and which enables such end user to generally place calls to, or receive calls from, other stations on the public switched telecommunications network.

Billing Period: The period of time between customer invoices, consisting of approximately 30 days.

Company: Midcontinent Communications, Inc.

Customer: The customer is the person, firm, corporation or other legal entity which: orders, cancels or amends service; is responsible for the payment of charges, and is responsible for compliance with all Midcontinent tariff regulations.

Holiday: One of the following Federally recognized Holidays: Independence Day, Memorial Day, Labor Day, Thanksgiving Day, Christmas Day, and New Years Day.

LATA: The acronym for Local Access and Transport Area, a geographic area established for the provision and administration of communications services.

Local Access Line or Local Distribution Channel: The facility consisting of the necessary equipment and local telephone company lines, required to interconnect the customer's or authorized user's premises to the Midcontinent network point within the local exchange area.

Normal Business Hours: Is the time between 8:00 AM and 5:00 PM, Monday through Friday, excluding holidays.

Usage Rates: A recurring per minute fee for Midcontinent services.

2. DEFINITIONS (cont.)

Method of Applying Rates:

Calls that begin in one rate period and terminate in another will be billed for actual time used in each time period.

Call duration is computed from the time connection is established between the calling party and the called party with fractions of a minute rounded up to the nearest 1/10th of a minute.

Calls are chargeable after answer supervision is received from the distant end.

Weekday: One of the normal business days of the week, Monday through Friday, excluding Holidays and Weekend periods.

Rate Periods:

Day rates apply Monday through Friday, 8:00 a.m. through 5:00 p.m. for each minute or fraction thereof.

Evening rates apply Sunday through Friday, 5:00 p.m. to 11:00 p.m.

Night/Weekend rates apply Monday through Friday, 11:00 p.m. to 8:00 a.m., all day Saturday and Sunday (except 5:00 p.m. to 11:00 p.m. Sunday which is an Evening Rate period).

Any calls made on the following national holidays will be charged at the evening rate throughout the day on which the holiday is observed unless a lower rate would normally apply.

Memorial Day

Labor Day

Christmas Day

Independence Day

Thanksgiving Day

New Years Day

3. GENERAL REGULATIONS

3.1 Use of Service

1. Customers or authorized users may not use the services of Midcontinent for any unlawful purpose.

3. GENERAL REGULATIONS (cont.)

3.2 Limitation of Liability

1. Midcontinent's liability for damages arising out of mistakes, interruptions, omissions, delays, errors, or defects in transmission which occur in the course of furnishing service or facilities, shall be determined in accordance with SDCL 49-13-1 and 49-13-1.1, and any other applicable law.
2. Midcontinent is not liable for the actions, omissions or negligence of any other company furnishing a portion of the service.
3. Midcontinent will not be liable for any failure of performance hereinunder due to causes beyond its control including, but not limited to civil disorders, fire, flood or other disasters, labor problems or regulations or actions taken by any government agency having jurisdiction over Midcontinent or its suppliers.
4. The customer will indemnify, defend, and save harmless Midcontinent against:
 - (i) Claims for libel, slander or infringement of copyright arising out of the material, data, information or other content transmitted over facilities furnished by Midcontinent or its suppliers.
 - (ii) Claims for damage to customer or authorized user's premises, including claims made by a third party resulting from the furnishing of service by Midcontinent when said damage is not the result of negligence of Midcontinent agents or employees.
 - (iii) Patent infringement claims arising from or combining or connecting Midcontinent channels with customer provided equipment or systems.

3. GENERAL REGULATIONS (cont.)

3.3 Customer Obligations

1. The customer shall be responsible for ensuring that customer provided equipment or facilities are properly interfaced with services arranged for by Midcontinent. The customer shall secure all licenses, permits, rights-of-way, and other arrangements which might be necessary for any such interface.
2. Customer shall operate his equipment in such a manner that his use of Midcontinent or Midcontinent provided facilities shall not interfere with other customer's use of Midcontinent services.
3. The customer shall be responsible for damages to Midcontinent or its agents facilities caused by the negligence or willful acts of the customer's or his authorized user's officers, employees, agents or contractors or invites.
4. The customer shall be responsible for all loss through theft, fire, flood, and other catastrophes to Midcontinent provided equipment on the customer's or his authorized user's premises.
5. Access to the customer's or authorized user's premises shall be provided. Access to Midcontinent provided equipment or facilities for the purpose of maintenance, testing or repair shall also be provided. Midcontinent will notify the customer in advance if such action is required and will attempt to schedule its activities at a mutually convenient time during normal business hours. When at the specific request of the customer, such work is performed outside normal working hours, Special Service charges may apply.
6. Emergency access to the customer's or authorized user's premises by Midcontinent may be necessary for inspection, repair and/or removal of facilities. Such access shall be made available on an unrestricted, 24 hour per day, seven day per week basis.

3. GENERAL REGULATIONS (cont.)

7. The customer is responsible for ensuring that, except for designated personnel, no one attempts to adjust, modify, move or otherwise interfere in any way with the continuous operation of Midcontinent equipment located at the customer's or authorized user's premises.
8. The customer guarantees and assures Midcontinent that his authorized user(s) will satisfy all provision of this tariff and abide by its regulations. The customer also assumes all responsibility for his authorized user(s) relative to compliance with the provisions of this tariff.
9. The customer shall be responsible for the security and use of all Authorization Codes assigned to the customer by Midcontinent. Customer shall also be responsible for all calls made to a toll free number provided by Midcontinent under the terms of a Subscription Agreement. Customer shall notify Midcontinent within thirty (30) days of receipt of any monthly invoice, of any charges believed to be incorrect.

Issued: 8/7/2000

Effective: 8/7/2000

Issued by: Tom Simmons, Vice President

4. PAYMENT AND CREDIT REGULATIONS

4.1 Rendering and Payment of Bills

1. Service Dates:

(i) For all usage sensitive charges, accrual will begin immediately upon access to the service.

(ii) For local service and all services requiring dedicated access connections, accrual of monthly recurring charges will begin the day of the installation of the facilities.

(iii) The minimum service period is one month.

2. Rendering of Bills:

(i) All monthly usage charges are billed monthly for the preceding billing period.

(ii) All monthly recurring fees are billed one month in advance of the month for which the fee is applied.

(iii) All charges stated anticipate normal installation and maintenance of the channel(s). In situations where unusual installations or customized maintenance of the channel(s) is requested, additional Special Service charges may apply.

3. Payment of Bills:

(i) As provided by the administrative rules for the SD Public Utilities Commission, each customer is afforded a payment period of 15 days from the time bills are sent and an additional payment period of 5 days during which the bill is owing. At the conclusion of these two periods, all bills are due and payable. Midcontinent reserves the right to put any customer on an "early pay" list in accordance with those same administrative rules. The customer is responsible for payment of all charges for services and equipment provided to the customer or his authorized user(s). This includes any use of an authorization or access code, by the customer or charges incurred as a result of any delegation of authority

4. PAYMENT AND CREDIT REGULATIONS

4.1 Rendering and Payment of Bills (cont.)

resulting in use of the Midcontinent service(s), and/or authorization codes. Customer is also responsible for payment of charges resulting from unauthorized use of authorization or access codes caused by loss or theft of the codes.

(ii) The Company reserves the right to charge interest at the rate of 1.50% per month (unless a different rate is prescribed by law, in which event at the highest rate allowed by law) upon any unpaid amount commencing 30 days after the date of billing for all monthly recurring and non-recurring charges. Further, the Company reserves the right to charge a minimum amount of \$1.00 or 1.5%, whichever is greater, as a late pay penalty on any billing or account which is in delinquent status.

(iii) The customer is liable for all reasonable expenses and fees, including attorney's fees, as may be ordered by a court of law, incurred by the Company in connection with the collection or attempted collection of any unpaid amount owed.

4. PAYMENT AND CREDIT REGULATIONS

4.2 Cancellation of Application for Service by Subscriber

1. Cancellation of Application for Service by Subscriber.

(i) If a customer cancels his/her request for service prior to the time that any costs have been incurred by Midco, directly related to the furnishing of that service, no charge applies.

(ii) If a customer cancels his request for service after Midcontinent has incurred costs directly related to furnishings such service, there will be a charge equal to the costs incurred up to a total of the installation charge and one month's recurring charge, and a minimum usage charge if applicable.

(iii) In the event that customer induced delays prevent the activation of service for more than 30 days beyond the scheduled installation date, Midcontinent may consider the delay a cancellation of application for service.

2. Discontinuance of Service by Midco

(i) Midcontinent may, without notice, immediately discontinue or cancel service for non-payment of any sum due to Midcontinent for more than 30 days or for violation of any regulation, rule or law of any government authority.

(ii) Midcontinent may discontinue service to an authorization code if that code has not been used for a period of 90 days.

(iii) Midcontinent reserves the right to suspend or discontinue the privileges of an authorization code, to protect the Company and the customer, if it believes abuse is occurring and a reasonable effort has been made to contact the legitimate user. A replacement code will be provided to the customer when such action is necessitated.

4. PAYMENT AND CREDIT REGULATIONS (cont.)

4.3 Deposits and Establishment of Credit

1. Midcontinent reserves the right to decline credit and service to those applicants or customers whose credit history and/or financial condition is determined to be unacceptable to Midcontinent.
2. In cases where credit history or financial status cannot be ascertained, Midcontinent reserves the right to impose on customers of unknown or unsatisfactory credit status, the requirement of a deposit. All deposits shall be imposed and maintained in conformance with the requirements of the administrative rules for the SD Public Utilities Commission.
3. A subscriber whose service has been disconnected for non-payment of bills will be required to pay this unpaid balance due, including any interest charges to Midcontinent. In addition, a deposit equal to the subscriber's past average monthly billing times two may be required to re-establish credit and service.
4. Midcontinent reserves the right to accept payment by check, credit card, wire transfer, or other financial arrangements deemed mutually acceptable to Midcontinent and Customer. All costs inherent in such transactions shall be borne by Customer.

5. SERVICE DESCRIPTIONS AND RATES (cont.)

5.1 Application of Usage Rates - Per call usage charges are dependent on distance, duration of the call, time-of-day and day-of-week. Each full minute is charged at the appropriate per minute rate as specified in this section. Each fraction of a minute is charged at a fraction of the per minute rate rounded up to the nearest 1/10th of a minute. Calls that begin in one rate period and continue into another will be split billed, meaning that the appropriate per minute rates will apply for each rate period portion of the calls.

Long Term Monthly Discounts - The following long term monthly discounts will be applied annually on a tiered basis to the billing statements of Midcontinent customers who increase their business to Midcontinent. The long term monthly discounts are dependent upon the amount of business and the number of months the customer commits to use Midcontinent. The guidelines and rates are as follows:

<u>Number of Months</u>	<u>Monthly Discount</u>
12 Months	3% - 8%
24 Months	4% - 9%
36 Months	5% - 10%
48 Months	6% - 10%

5. SERVICE DESCRIPTION AND RATES

5.2 Local Service

1. Description - Midcontinent's Local Service is any call within the local service area of the calling phone where a toll charge is not incurred.
2. Midcontinent's Local Service is dependent upon the terms of negotiated and SD PUC approved agreement from the Incumbent Local Exchange Carrier. The South Dakota Public Utilities Commission Ordered that ARSD 20:10:24:02 subparagraphs (6), (8), and (12) be waived.

Issued: 8/7/2000

Effective: 8/7/2000

Issued by: Tom Simmons, Vice President

5. SERVICE DESCRIPTION AND RATES

5.3. Message Telecommunications Service (MTS)

Description - Midcontinent MTS is basic outbound service allowing customers to place long distance calls using "950" access. Use of Midcontinent's outbound service requires that customers in South Dakota dial 950-XXX-XXXX plus a six digit authorization code, then, the 1+NPA+NXX-XXXX number. The dialing of the 950 number and the customer authorization code can be accomplished automatically by the optional use of an electronic automatic dialer. (Dedicated access can also be arranged.)

MIDCONTINENT COMMUNICATIONS LONG DISTANCE RATES

Base Rate + Access

Effective 6/1/1997

Flat rate for long distance and toll free based on total revenues. The rate is a Base plus the Telco Access Rates of the customer's location.

<u>Qualifying Revenue/Month</u>	<u>Qwest Exchange</u>	<u>Independent Exchange</u>	<u>Exchange Member SDN</u>
0-50	0.15	0.20	0.22
51-100	0.14	0.19	0.21
101-200	0.13	0.18	0.20
201-500	0.12	0.17	0.19
501-1,000	0.11	0.16	0.18
1,001 +	0.10	0.15	0.17

5. SERVICE DESCRIPTIONS AND RATES (cont.)

5.4 Toll-Free Service

Description - This service is inclusive of all toll-free prefixes, i.e. 800, 888, etc. The service is a non-dedicated access toll service unless specifically described as dedicated or special access that enables the subscriber to receive calls from any telephone in the State of South Dakota over the subscriber's local exchange service line. The charges are billed to the terminating subscriber rather than the originating party.

Installation Fee - A one-time installation fee of \$50 applies for Toll-Free Service. The fee is reduced to \$25 for customers who commit to a long term agreement of service with Midcontinent Communications.

Monthly Fee - A monthly recurring fee of \$10 applies for Toll-Free Service, no fee when the customer signs a term contract and bills over \$100 per month.

Application of Usage Rates - Per call usage charges are dependent on the duration of the call. Each full minute is charged at the appropriate per minute rate as specified in this section. Each fraction of a minute is charged at a fraction of the per minute rate rounded up to the nearest 1/10th of a minute.

5. SERVICE DESCRIPTIONS AND RATES (cont.)

5.4 MIDCONTINENT COMMUNICATIONS TOLL FREE RATES

Base Rate + Access

Effective 6/1/1997

Flat rate for long distance and toll free based on total revenues. The rate is a Base plus the Telco Access Rates of the customer's location.

<u>Qualifying Revenue/Month</u>	<u>Qwest Exchange</u>	<u>Independent Exchange</u>	<u>Exchange Member SDN</u>
0-50	0.15	0.20	0.22
51-100	0.14	0.19	0.21
101-200	0.13	0.18	0.20
201-500	0.12	0.17	0.19
501-1,000	0.11	0.16	0.18
1,001 +	0.10	0.15	0.17

MIDCONTINENT COMMUNICATIONS, INC.
SIOUX FALLS, SOUTH DAKOTA

TARIFF S.D.P.U.C. NO. 1
ORIGINAL PAGE 19

5. SERVICE DESCRIPTIONS AND RATES (cont.)

5.5 Interstate Telecommunications Services

Rates are available by contacting Midcontinent Communications,
Inc.

5. SERVICE DESCRIPTIONS AND RATES (cont.)

5.6 Directory Assistance

1. Long Distance Directory Assistance is available to customers of Midcontinent. The charge applies to each call regardless of whether the DA Bureau is able to furnish the requested telephone number. A charge is incurred for each Directory Assistance call.

Charges for Directory Assistance are .60 per call.

Local Exchange Directory Assistance is available to customers of Midco

6. CUSTOMER INQUIRIES AND COMPLAINTS

Customer inquiries regarding service or billings may be made in writing or by telephone to Midcontinent Communications at the following address:

Midcontinent Communications
410 S. Phillips Ave.
Sioux Falls, SD 57102
Telephone: (605) 334-1200
(800) 888-1300

A Midcontinent representative will respond within 48 hours from the receipt of the inquiry and will monitor the Customer's situation to assure that their inquiry is answered as soon as possible.

Customers who are dissatisfied with the response to their complaint may file their complaint with the South Dakota Public Utilities Commission for resolution of the issues at the following address:

South Dakota Public Utilities Commission
500 East Capitol
Pierre, SD 57501
(605) 773-3201
(800) 332-1782



410 South Phillips Avenue
Sioux Falls, South Dakota 57104-6324
605/334-1200 • Fax: 605/339-4419

Keith Senger, Utility Analyst
South Dakota Public Utilities Commission
State Capitol Building
500 East Capitol Avenue
Pierre, SD 57501-5070

RECEIVED

AUG 28 2000

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

RE: TC00-085

Dear Mr. Senger:

In response to your letter of August 11, 2000 requesting further information for Midcontinent's application for a Certificate of Authority:

3-1 the dates and nature of state or federal authorization to provide services

In North Dakota, June 17, 1998 received Certificate of Registration for local exchange and long distance under corporate Midco Communications and Trade Name adopted as Midcontinent Communications. Interconnection for Local Resale approved on November 18, 1998 and PC & N for facilities based service approved on August 11, 1999. Name change application from Midco Communications to Midcontinent Communications is in process.

FCC – approval for Midcontinent Communications pending

3-2 correct the company name on all pages of the proposed tariff – see revised Tariff

3-3 effective date in the footer of all pages blank at this point – see revised Tariff

3-4 increase the customer dispute period in section 3.9 from 30 to 180 days – see revised Tariff

3-5 delete last sentence in section 5.2.2 – see revised Tariff

Please let me know if you have any further questions. I may be contacted at (605)357-5459 or (800)888-1300, or email at mary_lohnes@mimi.net.

Sincerely,

Mary Lohnes
Regulatory Affairs Manager

Enclosure

Fifty Years of Service

MIDCONTINENT COMMUNICATIONS
SIOUX FALLS, SOUTH DAKOTA

TARIFF S.D.P.U.C. NO. 1
ORIGINAL TITLE PAGE

TARIFF APPLICABLE TO
LOCAL EXCHANGE and
LONG DISTANCE SERVICES
OF
MIDCONTINENT COMMUNICATIONS

Issued: 8/7/2000

Effective:

Issued by: Tom Simmons, Vice President

MIDCONTINENT COMMUNICATIONS
SIOUX FALLS, SOUTH DAKOTA

TARIFF S.D.P.U.C. NO. 1
ORIGINAL CHECK PAGE

CHECK SHEET

Original and revised pages, as indicated below, comprise all effective pages of this tariff.

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EXPLANATION OF SYMBOLS

- (C) Changed regulation
- (D) Discontinued rate or regulation
- (I) Increase in rate
- (M) Material moved without change
- (N) New rate or regulation
- (R) Reduction in rate
- (S) Reissued material
- (T) Change in text only

1. APPLICATION OF TARIFF

This tariff applies to local exchange and long distance intrastate message telecommunications services provided by MIDCONTINENT COMMUNICATIONS (Midcontinent) for communications within the state of South Dakota. Service is furnished by wire, cable, fiber optics, radio and/or a combination thereof.

2. DEFINITIONS

The following definitions apply for certain terms used generally throughout this tariff:

Access Line: A communications channel which is used for access to the local or long distance network.

Authorized User: A person, firm, corporation, or other legal entity which is authorized by the customer to use the service of the customer.

Basic Exchange Telecommunications Service - a service offered to end users which provides the end user with a telephonic connection to, and a unique local telephone number address on, the public switched telecommunications network, and which enables such end user to generally place calls to, or receive calls from, other stations on the public switched telecommunications network.

Billing Period: The period of time between customer invoices, consisting of approximately 30 days.

Company: MIDCONTINENT COMMUNICATIONS

Customer: The customer is the person, firm, corporation or other legal entity which: orders, cancels or amends service; is responsible for the payment of charges, and is responsible for compliance with all Midcontinent tariff regulations.

Holiday: One of the following Federally recognized Holidays: Independence Day, Memorial Day, Labor Day, Thanksgiving Day, Christmas Day, and New Years Day.

LATA: The acronym for Local Access and Transport Area, a geographic area established for the provision and administration of communications services.

Local Access Line or Local Distribution Channel: The facility consisting of the necessary equipment and local telephone company lines, required to interconnect the customer's or authorized user's premises to the Midcontinent network point within the local exchange area.

Normal Business Hours: Is the time between 8:00 AM and 5:00 PM, Monday through Friday, excluding holidays.

Usage Rates: A recurring per minute fee for Midcontinent services.

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2. DEFINITIONS (cont.)

Method of Applying Rates:

Calls that begin in one rate period and terminate in another will be billed for actual time used in each time period.

Call duration is computed from the time connection is established between the calling party and the called party with fractions of a minute rounded up to the nearest 1/10th of a minute.

Calls are chargeable after answer supervision is received from the distant end.

Weekday: One of the normal business days of the week, Monday through Friday, excluding Holidays and Weekend periods.

Rate Periods:

Day rates apply Monday through Friday, 8:00 a.m. through 5:00 p.m. for each minute or fraction thereof.

Evening rates apply Sunday through Friday, 5:00 p.m. to 11:00 p.m.

Night/Weekend rates apply Monday through Friday, 11:00 p.m. to 8:00 a.m., all day Saturday and Sunday (except 5:00 p.m. to 11:00 p.m. Sunday which is an Evening Rate period).

Any calls made on the following national holidays will be charged at the evening rate throughout the day on which the holiday is observed unless a lower rate would normally apply.

Memorial Day
Independence Day

Labor Day
Thanksgiving Day

Christmas Day
New Years Day

3. GENERAL REGULATIONS

3.1 Use of Service

1. Customers or authorized users may not use the services of Midcontinent for any unlawful purpose.

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3. GENERAL REGULATIONS (cont.)

3.2 Limitation of Liability

1. Midcontinent's liability for damages arising out of mistakes, interruptions, omissions, delays, errors, or defects in transmission which occur in the course of furnishing service or facilities, shall be determined in accordance with SDCL 49-13-1 and 49-13-1.1, and any other applicable law.
2. Midcontinent is not liable for the actions, omissions or negligence of any other company furnishing a portion of the service.
3. Midcontinent will not be liable for any failure of performance hereinunder due to causes beyond its control including, but not limited to civil disorders, fire, flood or other disasters, labor problems or regulations or actions taken by any government agency having jurisdiction over Midcontinent or its suppliers.
4. The customer will indemnify, defend, and save harmless Midcontinent against:
 - (i) Claims for libel, slander or infringement of copyright arising out of the material, data, information or other content transmitted over facilities furnished by Midcontinent or its suppliers.
 - (ii) Claims for damage to customer or authorized user's premises, including claims made by a third party resulting from the furnishing of service by Midcontinent when said damage is not the result of negligence of Midcontinent agents or employees.
 - (iii) Patent infringement claims arising from or combining or connecting Midcontinent channels with customer provided equipment or systems.

3. GENERAL REGULATIONS (cont.)

3.3 Customer Obligations

1. The customer shall be responsible for ensuring that customer provided equipment or facilities are properly interfaced with services arranged for by Midcontinent. The customer shall secure all licenses, permits, rights-of-way, and other arrangements which might be necessary for any such interface.
2. Customer shall operate his equipment in such a manner that his use of Midcontinent or Midcontinent provided facilities shall not interfere with other customer's use of Midcontinent services.
3. The customer shall be responsible for damages to Midcontinent or its agents facilities caused by the negligence or willful acts of the customer's or his authorized user's officers, employees, agents or contractors or invites.
4. The customer shall be responsible for all loss through theft, fire, flood, and other catastrophes to Midcontinent provided equipment on the customer's or his authorized user's premises.
5. Access to the customer's or authorized user's premises shall be provided. Access to Midcontinent provided equipment or facilities for the purpose of maintenance, testing or repair shall also be provided. Midcontinent will notify the customer in advance if such action is required and will attempt to schedule its activities at a mutually convenient time during normal business hours. When at the specific request of the customer, such work is performed outside normal working hours, Special Service charges may apply.
6. Emergency access to the customer's or authorized user's premises by Midcontinent may be necessary for inspection, repair and/or removal of facilities. Such access shall be made available on an unrestricted, 24 hour per day, seven day per week basis.

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3. GENERAL REGULATIONS (cont.)

7. The customer is responsible for ensuring that, except for designated personnel, no one attempts to adjust, modify, move or otherwise interfere in any way with the continuous operation of Midcontinent equipment located at the customer's or authorized user's premises.
8. The customer guarantees and assures Midcontinent that his authorized user(s) will satisfy all provision of this tariff and abide by its regulations. The customer also assumes all responsibility for his authorized user(s) relative to compliance with the provisions of this tariff.
9. The customer shall be responsible for the security and use of all Authorization Codes assigned to the customer by Midcontinent. Customer shall also be responsible for all calls made to a toll free number provided by Midcontinent under the terms of a Subscription Agreement. Customer shall notify Midcontinent within one hundred-eighty (180) days of receipt of any monthly invoice, of any charges believed to be incorrect.

4. PAYMENT AND CREDIT REGULATIONS

4.1 Rendering and Payment of Bills

1. Service Dates:

(i) For all usage sensitive charges, accrual will begin immediately upon access to the service.

(ii) For local service and all services requiring dedicated access connections, accrual of monthly recurring charges will begin the day of the installation of the facilities.

(iii) The minimum service period is one month.

2. Rendering of Bills:

(i) All monthly usage charges are billed monthly for the preceding billing period.

(ii) All monthly recurring fees are billed one month in advance of the month for which the fee is applied.

(iii) All charges stated anticipate normal installation and maintenance of the channel(s). In situations where unusual installations or customized maintenance of the channel(s) is requested, additional Special Service charges may apply.

3. Payment of Bills:

(i) As provided by the administrative rules for the SD Public Utilities Commission, each customer is afforded a payment period of 15 days from the time bills are sent and an additional payment period of 5 days during which the bill is owing. At the conclusion of these two periods, all bills are due and payable. Midcontinent reserves the right to put any customer on an "early pay" list in accordance with those same administrative rules. The customer is responsible for payment of all charges for services and equipment provided to the customer or his authorized user(s). This includes any use of an authorization or access code, by the customer or charges incurred as a result of any delegation of authority

4. PAYMENT AND CREDIT REGULATIONS

4.1 Rendering and Payment of Bills (cont.)

resulting in use of the Midcontinent service(s), and/or authorization codes. Customer is also responsible for payment of charges resulting from unauthorized use of authorization or access codes caused by loss or theft of the codes.

(ii) The Company reserves the right to charge interest at the rate of 1.50% per month (unless a different rate is prescribed by law, in which event at the highest rate allowed by law) upon any unpaid amount commencing 30 days after the date of billing for all monthly recurring and non-recurring charges. Further, the Company reserves the right to charge a minimum amount of \$1.00 or 1.5%, whichever is greater, as a late pay penalty on any billing or account which is in delinquent status.

(iii) The customer is liable for all reasonable expenses and fees, including attorney's fees, as may be ordered by a court of law, incurred by the Company in connection with the collection or attempted collection of any unpaid amount owed.

4. PAYMENT AND CREDIT REGULATIONS

4.2 Cancellation of Application for Service by Subscriber

1. Cancellation of Application for Service by Subscriber.

(i) If a customer cancels his/her request for service prior to the time that any costs have been incurred by Midco, directly related to the furnishing of that service, no charge applies.

(ii) If a customer cancels his request for service after Midcontinent has incurred costs directly related to furnishings such service, there will be a charge equal to the costs incurred up to a total of the installation charge and one month's recurring charge, and a minimum usage charge if applicable.

(iii) In the event that customer induced delays prevent the activation of service for more than 30 days beyond the scheduled installation date, Midcontinent may consider the delay a cancellation of application for service.

2. Discontinuance of Service by Midco

(i) Midcontinent may, without notice, immediately discontinue or cancel service for non-payment of any sum due to Midcontinent for more than 30 days or for violation of any regulation, rule or law of any government authority.

(ii) Midcontinent may discontinue service to an authorization code if that code has not been used for a period of 90 days.

(iii) Midcontinent reserves the right to suspend or discontinue the privileges of an authorization code, to protect the Company and the customer, if it believes abuse is occurring and a reasonable effort has been made to contact the legitimate user. A replacement code will be provided to the customer when such action is necessitated.

4. PAYMENT AND CREDIT REGULATIONS (cont.)

4.3 Deposits and Establishment of Credit

1. Midcontinent reserves the right to decline credit and service to those applicants or customers whose credit history and/or financial condition is determined to be unacceptable to Midcontinent.
2. In cases where credit history or financial status cannot be ascertained, Midcontinent reserves the right to impose on customers of unknown or unsatisfactory credit status, the requirement of a deposit. All deposits shall be imposed and maintained in conformance with the requirements of the administrative rules for the SD Public Utilities Commission.
3. A subscriber whose service has been disconnected for non-payment of bills will be required to pay this unpaid balance due, including any interest charges to Midcontinent. In addition, a deposit equal to the subscriber's past average monthly billing times two may be required to re-establish credit and service.
4. Midcontinent reserves the right to accept payment by check, credit card, wire transfer, or other financial arrangements deemed mutually acceptable to Midcontinent and Customer. All costs inherent in such transactions shall be borne by Customer.

5. SERVICE DESCRIPTIONS AND RATES (cont.)

- 5.1 Application of Usage Rates - Per call usage charges are dependent on distance, duration of the call, time-of-day and day-of-week. Each full minute is charged at the appropriate per minute rate as specified in this section. Each fraction of a minute is charged at a fraction of the per minute rate rounded up to the nearest 1/10th of a minute. Calls that begin in one rate period and continue into another will be split billed, meaning that the appropriate per minute rates will apply for each rate period portion of the calls.

Long Term Monthly Discounts - The following long term monthly discounts will be applied annually on a tiered basis to the billing statements of Midcontinent customers who increase their business to Midcontinent. The long term monthly discounts are dependent upon the amount of business and the number of months the customer commits to use Midcontinent. The guidelines and rates are as follows:

<u>Number of Months</u>	<u>Monthly Discount</u>
12 Months	3% - 8%
24 Months	4% - 9%
36 Months	5% - 10%
48 Months	6% - 10%

5. SERVICE DESCRIPTION AND RATES

5.2 Local Service

1. Description - Midcontinent's Local Service is any call within the local service area of the calling phone where a toll charge is not incurred.
2. Midcontinent's Local Service is dependent upon the terms of negotiated and SD PUC approved agreement from the Incumbent Local Exchange Carrier.

5. SERVICE DESCRIPTION AND RATES

5.3. Message Telecommunications Service (MTS)

Description - Midcontinent MTS is basic outbound service allowing customers to place long distance calls using "950" access. Use of Midcontinent's outbound service requires that customers in South Dakota dial 950-XXX-XXXX plus a six digit authorization code, then, the 1+NPA+XXX-XXXX number. The dialing of the 950 number and the customer authorization code can be accomplished automatically by the optional use of an electronic automatic dialer. (Dedicated access can also be arranged.)

MIDCONTINENT COMMUNICATIONS LONG DISTANCE RATES

Base Rate + Access

Flat rate for long distance and toll free based on total revenues. The rate is a Base plus the Telco Access Rates of the customer's location.

<u>Qualifying Revenue/Month</u>	<u>Qwest Exchange</u>	<u>Independent Exchange</u>	<u>Exchange Member SDN</u>
0-50	0.15	0.20	0.22
51-100	0.14	0.19	0.21
101-200	0.13	0.18	0.20
201-500	0.12	0.17	0.19
501-1,000	0.11	0.16	0.18
1,001 +	0.10	0.15	0.17

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5. SERVICE DESCRIPTIONS AND RATES (cont.)

5.4 Toll-Free Service

Description - This service is inclusive of all toll-free prefixes, i.e. 800, 888, etc. The service is a non-dedicated access toll service unless specifically described as dedicated or special access that enables the subscriber to receive calls from any telephone in the State of South Dakota over the subscriber's local exchange service line. The charges are billed to the terminating subscriber rather than the originating party.

Installation Fee - A one-time installation fee of \$50 applies for Toll-Free Service. The fee is reduced to \$25 for customers who commit to a long term agreement of service with Midcontinent Communications.

Monthly Fee - A monthly recurring fee of \$10 applies for Toll-Free Service, no fee when the customer signs a term contract and bills over \$100 per month.

Application of Usage Rates - Per call usage charges are dependent on the duration of the call. Each full minute is charged at the appropriate per minute rate as specified in this section. Each fraction of a minute is charged at a fraction of the per minute rate rounded up to the nearest 1/10th of a minute.

5. SERVICE DESCRIPTIONS AND RATES (cont.)

5.4 MIDCONTINENT COMMUNICATIONS TOLL FREE RATES

Base Rate + Access

Flat rate for long distance and toll free based on total revenues. The rate is a Base plus the Telco Access Rates of the customer's location.

<u>Qualifying Revenue/Month</u>	<u>Qwest Exchange</u>	<u>Independent Exchange</u>	<u>Exchange Member SDN</u>
0-50	0.15	0.20	0.22
51-100	0.14	0.19	0.21
101-200	0.13	0.18	0.20
201-500	0.12	0.17	0.19
501-1,000	0.11	0.16	0.18
1,001 +	0.10	0.15	0.17

5. SERVICE DESCRIPTIONS AND RATES (cont.)

5.5 Interstate Telecommunications Services

Rates are available by contacting MIDCONTINENT COMMUNICATIONS

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5. SERVICE DESCRIPTIONS AND RATES (cont.)

5.6 Directory Assistance

1. Long Distance Directory Assistance is available to customers of Midcontinent. The charge applies to each call regardless of whether the DA Bureau is able to furnish the requested telephone number. A charge is incurred for each Directory Assistance call.

Charges for Directory Assistance are .60 per call.

Local Exchange Directory Assistance is available to customers of Midco

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6. CUSTOMER INQUIRIES AND COMPLAINTS

Customer inquiries regarding service or billings may be made in writing or by telephone to Midcontinent Communications at the following address:

Midcontinent Communications
410 S. Phillips Ave.
Sioux Falls, SD 57102
Telephone: (605) 334-1200
(800) 888-1300

A Midcontinent representative will respond within 48 hours from the receipt of the inquiry and will monitor the Customer's situation to assure that their inquiry is answered as soon as possible.

Customers who are dissatisfied with the response to their complaint may file their complaint with the South Dakota Public Utilities Commission for resolution of the issues at the following address:

South Dakota Public Utilities Commission
500 East Capitol
Pierre, SD 57501
(605) 773-3201
(800) 332-1782

**BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF SOUTH DAKOTA**

IN THE MATTER OF THE APPLICATION OF)	ORDER GRANTING
MIDCO COMMUNICATIONS, INC. AND SIOUX)	TRANSFER OF
FALLS CABLE TELEVISION TO TRANSFER)	CERTIFICATES OF
THEIR RESPECTIVE CERTIFICATES OF)	AUTHORITY
AUTHORITY TO MIDCONTINENT)	
COMMUNICATIONS)	TC00-085

On May 26, 2000, the Public Utilities Commission (Commission), in accordance with SDCL 49-31-3 and ARSD 20:10:24:02, 20:10:24:04.01, 20:10:32:03 and 20:10:32:08, received an application from Midco Communications, Inc. and Sioux Falls Cable Television to transfer their certificates of authority to Midcontinent Communications.

On June 1, 2000, the Commission electronically transmitted notice of the filing and the intervention deadline of June 16, 2000, to interested individuals and entities. No petitions to intervene or comments were filed and at its regularly scheduled September 13, 2000, meeting, the Commission considered Midco Communications, Inc. and Sioux Falls Cable Television's request for a transfer of their certificates of authority to Midcontinent Communications. Commission Staff recommended granting the transfer of the certificates of authority, subject to rural safeguards, and subject to a continuous \$25,000 surety bond. Commission Staff further recommended a waiver of ARSD 20:10:24:02(8) and (12) and ARSD 20:10:32:03(11) and (14).

The Commission finds that it has jurisdiction over this matter pursuant to Chapter 49-31, specifically 49-31-3 and 49-31-75 and ARSD 20:10:24:02, 20:10:24:03, 20:10:24:04.01, 20:10:32:03 and 20:10:32:08. The Commission finds that Midcontinent Communications has met the legal requirements established for the granting of a certificate of authority. Midcontinent Communications has, in accordance with SDCL 49-31-1, demonstrated sufficient technical, financial and managerial capabilities to offer telecommunications services in South Dakota. Further, the Commission finds that there is good cause to waive ARSD 20:10:24:02(8) and (12) and ARSD 20:10:32:03(11) and (14).

The Commission approves Midco Communications, Inc. and Sioux Falls Cable Television's application to transfer their certificates of authority to Midcontinent Communications, subject to rural safeguards, and subject to a continuous \$25,000 surety bond. The certificate of authority for Midcontinent Communications shall authorize it to offer local exchange services in those areas in South Dakota where U S WEST Communications, Inc., is the incumbent local exchange carrier. In the future, should Midcontinent Communications choose to provide local exchange services statewide, with respect to rural telephone companies, Midcontinent Communications will have to come before the Commission in another proceeding before being able to provide local service in that rural service area pursuant to 47 U.S.C. § 253(f) which allows the Commission to

require a company that seeks to provide service in a rural service area to meet the requirements in 47 U.S.C. § 214(e)(1) for designation as an eligible telecommunications carrier. In addition, the granting of statewide certification will not affect the exemptions, suspensions, and modifications for rural telephone companies found in 47 U.S.C. § 251(f). It is therefore

ORDERED, that Midco Communications, Inc. and Sioux Falls Cable Television's application for a transfer of their certificates of authority to Midcontinent Communications to provide telecommunications services, including local exchange services, is granted, subject to a continuous \$25,000 surety bond; and it is

FURTHER ORDERED, that Midcontinent Communications shall file informational copies of tariff changes with the Commission as the changes occur; and it is

FURTHER ORDERED, that the Commission shall authorize Midcontinent Communications to offer its local services in those areas in South Dakota where U S WEST Communications, Inc., is the incumbent local exchange carrier; and it is

FURTHER ORDERED, that the Commission finds good cause to waive subparagraphs (8) and (12) of ARSD 20:10:24:02 and subparagraphs (11) and (14) of ARSD 20:10:32:03.

Dated at Pierre, South Dakota, this 19th day of September, 2000.

CERTIFICATE OF SERVICE	
The undersigned hereby certifies that this document has been served today upon all parties of record in this docket, as listed on the docket service list, by facsimile or by first class mail, in properly addressed envelopes, with charges prepaid thereon.	
By:	<u>Alaine Kelbo</u>
Date:	<u>9/20/00</u>
(OFFICIAL SEAL)	

BY ORDER OF THE COMMISSION:

James A. Burg
JAMES A. BURG, Chairman

Pam Nelson
PAM NELSON, Commissioner

Laska Schoenfelder
LASKA SCHOENFELDER, Commissioner

SOUTH DAKOTA PUBLIC UTILITIES COMMISSION

CERTIFICATE OF AUTHORITY

To Conduct Business As A Telecommunications Company,
Including Local Exchange Services,
Within The State of South Dakota

Authority was Granted September 13, 2000
Docket No. TC00-085

This is to certify that

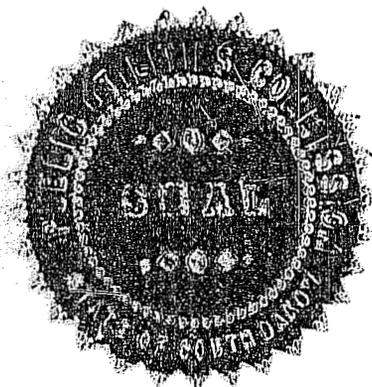
MIDCONTINENT COMMUNICATIONS

*is authorized to provide telecommunications services, including local
exchange services, in South Dakota.*

This certificate is issued in accordance with SDCL 49-31-3 and 49-31-69
and ARSD 20:10:24:02 and 20:10:32:03, and is subject to all of the conditions
and limitations contained in the rules and statutes governing its conduct of
offering telecommunications services.

Dated at Pierre, South Dakota, this 19th day of September, 2000.

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION:



James A. Burg

JAMES A. BURG, Chairman

Pam Nelson

PAM NELSON, Commissioner

Laska Schoenfelder

LASKA SCHOENFELDER, Commissioner