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April 20, 2004

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APR 20 2004

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

HAND DELIVERED

Pamela Bonrud
Executive Secretary
Public Utilities Commission
500 East Capitol Avenue
Pierre, South Dakota 57501

RE: MIDCONTINENT TELECOMMUNICATIONS; APPLICATION FOR RURAL
CERTIFICATE OF AUTHORITY IN WAUBAY
Our file: 4514

Dear Pam:

Accompanying this letter are original and ten copies of the following:

- Application for Amended Certificate of Authority (to provide local exchange service in a rural area) with Certificate of Service;
- Notice of Application to Provide Local Exchange Service and Request for Interconnection with Certificate of Service;
- Midcontinent's Request for Confidential Treatment of Information with Certificate of Service; and
- Request for Waiver with Certificate of Service.

Please file the enclosures.

Pamela Bonrud
April 20, 2004
Page 2

With a copy of this letter, I am mailing to Jerry Heiberger, General Manager of Interstate Telecommunications Cooperative, Inc., Darla Rogers and Benjamin Dickens copies of the enclosures, this being intended as service by mailing upon ITC.

Yours truly,

MAY, ADAM, GERDES & THOMPSON LLP

A handwritten signature in cursive script, appearing to read "Michael A. Gerdes".

BY:

DAG:mw

Enclosures

cc/enc: Jerry Heiberger
Darla Rogers
Benjamin Dickens
W. Thomas Simmons
Mary Lohnes

RECEIVED

APR 20 2004

SOUTH DAKOTA PUBLIC UTILITIES COMMISSION

BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE
STATE OF SOUTH DAKOTA

IN THE MATTER OF THE APPLICATION)	CT04-_____
OF MIDCONTINENT COMMUNICATIONS FOR)	
APPROVAL TO EXPAND ITS CERTIFICATE)	NOTICE OF APPLICATION
OF AUTHORITY TO PROVIDE LOCAL)	TO PROVIDE LOCAL EXCHANGE
EXCHANGE SERVICE IN THE WAUBAY)	SERVICE AND REQUEST
EXCHANGE OF THE SERVICE TERRITORY)	FOR INTERCONNECTION
OF INTERSTATE TELECOMMUNICATIONS)	
COOPERATIVE, INC.)	

TO: INTERSTATE TELECOMMUNICATIONS COOPERATIVE, INC. ("ITC"),
312 Fourth Street West, P.O. Box 920, Clear Lake, South
Dakota, 57226-0920

YOU WILL PLEASE TAKE NOTICE pursuant to ARSD 20:10:32:05 that the undersigned applies to the Commission for a Certificate of Authority to provide local exchange service in a portion of the geographic area wherein you provide local exchange service. A copy of the application accompanies this notice, to which application reference should be made for further particulars.

YOU WILL PLEASE TAKE FURTHER NOTICE that the undersigned requests interconnection pursuant to 47 U.S.C. § 251(f)(1)(A). Midcontinent is applying to provide competitive local exchange and long distance services in the Waubay exchange. Midcontinent's application proposes to use a combination of ITC resold services, the structure to be determined by the final interconnection agreement between the parties, and the hybrid fiber coax (HFC) network of its cable plant to provide primary transport for residential telephone services. Midcontinent requests that representatives of ITC meet with representatives of Midcontinent at a mutually agreeable location within two weeks of the date of this notice to establish a schedule and framework for negotiations to develop an interconnection agreement.

Dated this 20 day of April, 2004.

MAY, ADAM, GERDES & THOMPSON LLP

BY: 

DAVID A. GERDES
Attorneys for Midcontinent
503 South Pierre Street
P.O. Box 160
Pierre, South Dakota 57501-0160
Telephone: (605)224-8803
Telefax: (605)224-6289

CERTIFICATE OF SERVICE

David A. Gerdes of May, Adam, Gerdes & Thompson LLP hereby certifies that on the 20 day of April, 2004, he mailed by United States mail, first class postage thereon prepaid, a true and correct copy of the foregoing in the above-captioned action to the following at their last known addresses, to-wit:

Jerry Heiberger, General Manager
Interstate Telecommunications Cooperative, Inc.
P.O. Box 920
312 Fourth Street West
Clear Lake, South Dakota 57226-0920

Darla Rogers
Riter, Rogers, Wattier & Brown
P.O. Box 280
Pierre, SD 57501-0280

Benjamin H. Dickens, Jr.
Blooston, Mordkofsky, Dickens,
Duffy & Prendergast
2120 L Street, NW, Suite 300
Washington, D.C. 20037



David A. Gerdes

RECEIVED

APR 20 2004

BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF SOUTH DAKOTA

SOUTH DAKOTA PUBLIC UTILITIES COMMISSION

IN THE MATTER OF THE APPLICATION)
OF MIDCONTINENT COMMUNICATIONS FOR)
APPROVAL TO EXPAND ITS CERTIFICATE)
OF AUTHORITY TO PROVIDE LOCAL)
EXCHANGE SERVICE IN THE WAUBAY)
EXCHANGE OF THE SERVICE TERRITORY)
OF INTERSTATE TELECOMMUNICATIONS)
COOPERATIVE, INC.)

**MIDCONTINENT'S REQUEST
FOR CONFIDENTIAL
TREATMENT OF INFORMATION**

Pursuant to ARSD 20:10:01:41, Midcontinent Communications (Midcontinent), files the following information with the Commission requesting confidential treatment:

1. Exhibit C, Financial Statements and Report of Independent Certified Public Accountants, Midcontinent Communications, August 31, 2003, and 2002, intended to satisfy the requirement of ARSD 20:10:32:03(11) for financial information associated with Midcontinent's application in this docket. The information is identified as Exhibit C in the application.

This request for confidential treatment of information is based upon the following information:

A. The foregoing paragraph constitutes an identification of the documents and the general subject matter of the materials for which confidentiality is being requested.

B. The length of time for which confidentiality is being requested is until this docket and all appeals therefrom have been exhausted. Thereafter, all documents shall be destroyed or returned to the undersigned.

C. The name, address and telephone number of the person to be contacted regarding the confidentiality request is: David A. Gerdes, May, Adam, Gerdes & Thompson, P.O. Box 160, Pierre, South Dakota, 57501-0160, attorneys for Midcontinent.

correct copy of the foregoing in the above-captioned action to the following at their last known addresses, to-wit:

Jerry Heiberger
General Manager
Interstate Telecommunications Cooperative, Inc.
P.O. Box 920
312 Fourth Street West
Clear Lake, South Dakota 57226-0920

Darla Rogers
Riter, Rogers, Wattier & Brown
P.O. Box 280
Pierre, SD 57501-0280

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2120 L Street, NW, Suite 300
Washington, D.C. 20037



David A. Gerdés

RECEIVED

APR 20 2004

SOUTH DAKOTA PUBLIC UTILITIES COMMISSION

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF SOUTH DAKOTA

IN THE MATTER OF THE APPLICATION) CT04-_____
OF MIDCONTINENT COMMUNICATIONS FOR)
APPROVAL TO EXPAND ITS CERTIFICATE)
OF AUTHORITY TO PROVIDE LOCAL) APPLICATION FOR WAIVER
EXCHANGE SERVICE IN THE WAUBAY)
EXCHANGE OF THE SERVICE TERRITORY)
OF INTERSTATE TELECOMMUNICATIONS)
COOPERATIVE, INC.)

Pursuant to ARSD 20:10:32:03(22), Midcontinent Communications ("Midcontinent") requests the following waivers associated with its application:

1. By its application in this docket, Midcontinent is seeking authority to provide local exchange service in the Waubay exchange of the ITC service area. Midcontinent is able to satisfy the local service obligations provided in ARSD 20:10:32:10, as well as those provided by 47 U.S.C. § 214(e)(1). Midcontinent is not aware that the Commission has by rule established minimum service areas. However, to the extent that service of less than the entire ITC study area requires a waiver, Midcontinent requests such a waiver under ARSD 20:10:21:18.

WHEREFORE, Midcontinent prays that the Commission in its final order grant such waivers as may be necessary for Midcontinent to serve the area applied for.

Dated this 20 day of April, 2004.

MAY, ADAM, GERDES & THOMPSON LLP

BY: [Signature]

DAVID A. GERDES
Attorneys for Midcontinent
P.O. Box 160
Pierre, South Dakota 57501-0160
Telephone: (605)224-8803
Telefax: (605)224-6289

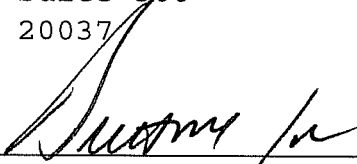
CERTIFICATE OF SERVICE

David A. Gerdes of May, Adam, Gerdes & Thompson LLP hereby certifies that on the 2nd day of April, 2003, he mailed by United States mail, first class postage thereon prepaid, a true and correct copy of the foregoing in the above-captioned action to the following at their last known addresses, to-wit:

Jerry Heiberger
General Manager
Interstate Telecommunications Cooperative, Inc.
P.O. Box 920
312 Fourth Street West
Clear Lake, South Dakota 57226-0920

Darla Rogers
Riter, Rogers, Wattier & Brown
P.O. Box 280
Pierre, SD 57501-0280

Benjamin H. Dickens, Jr.
Blooston, Mordkofsky, Dickens,
Duffy & Prendergast
2120 L Street, NW, Suite 300
Washington, D.C. 20037



David A. Gerdes

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

RECEIVED

APR 20 2004

**SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION**

IN THE MATTER OF THE APPLICATION) CT04- _____
OF MIDCONTINENT COMMUNICATIONS FOR)
APPROVAL TO EXPAND ITS CERTIFICATE)
OF AUTHORITY TO PROVIDE LOCAL)
EXCHANGE SERVICE IN THE WAUBAY)
EXCHANGE OF THE SERVICE TERRITORY)
OF INTERSTATE TELECOMMUNICATIONS)
COOPERATIVE, INC.

**APPLICATION FOR AMENDED
CERTIFICATE OF AUTHORITY**

Midcontinent Communications
5001 West 41st Street
Sioux Falls, SD 57106
Telephone: 800-888-1300
Fax: (605)339-4419
e-mail: mccomm@midco.net

*Exhibit C is
Confidential*

Attorneys for the Applicant:

David A. Gerdes
May, Adam, Gerdes & Thompson LLP
503 South Pierre Street
P.O. Box 160
Pierre, South Dakota 57501-0160
Telephone: (605)224-8803
Fax: (605)224-6289

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

IN THE MATTER OF THE APPLICATION)
OF MIDCONTINENT COMMUNICATIONS FOR)
APPROVAL TO EXPAND ITS CERTIFICATE) **APPLICATION FOR AMENDED**
OF AUTHORITY TO PROVIDE LOCAL) **CERTIFICATE OF AUTHORITY**
EXCHANGE SERVICE IN THE WAUBAY)
EXCHANGE OF THE SERVICE TERRITORY)
OF INTERSTATE TELECOMMUNICATIONS)
COOPERATIVE, INC.)

I. INTRODUCTION

Midcontinent Communications files this petition to amend its certificate of authority to provide local exchange service in the rural exchange area of Waubay, South Dakota, pursuant to ARSD 20:10:32:03, 20:10:32:15 and 20:10:32:18.

Among other things, this application is a competitive response to the provision of video programming in the geographical area applied for by the incumbent carrier, Interstate Telecommunications Cooperative, Inc. ("ITC"), 312 4th Street West, Clear Lake, South Dakota, 57226. 47 U.S.C. § 251(f)(1)(C) is applicable to the application. As such, the exemption provided by 47 U.S.C. § 251(f)(1)(A) does not apply to ITC.

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

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 (ARSD 20:10:32:03(1)):

Midcontinent Communications
5001 West 41st Street
Sioux Falls, SD 57106
Phone: 800-888-1300
Fax: (605)339-4419
e-mail: mccomm@midco.net

Midcontinent Communications is a General Partnership.

2. If a partnership, the full name and business address of each partner (ARSD 20:10:32:03(2)):

Midcontinent Communications Investor, LLC
3600 Minnesota Drive, Suite 700
Edina, MN 55435

TCI Midcontinent, LLC
1500 Market Street
Philadelphia, PA 19102

Ownership is in equal shares (50-50).

3. The name under which the applicant will provide telecommunications services in the state of South Dakota, including local exchange services (ARSD 20:10:32:03(3)):

Midcontinent Communications

4. A description of the applicant's experience providing any telecommunications services in South Dakota or in other jurisdictions, including the types of services provided, and the dates and nature of state or federal authorization to provide the services (ARSD 20:10:32:03(5)):

The present Midcontinent Communications was originally certificated as MidcoTel in 1982 as a provider of interexchange service in South Dakota. MidcoTel became Midco Communications, and Midco Communications filed for and received a certificate to provide resold local exchange service in South Dakota in 1997 and a facilities based certificate in 1999.

Midcontinent Media was the parent company of Midco Communications. Another division of Midcontinent Media was Sioux Falls Cable. Sioux Falls Cable filed for and received a certificate as a local exchange carrier in 1999.

In 2000, Sioux Falls Cable and Midco Communications merged to Midcontinent Communications and a new certificate was granted September 2000.

Midcontinent Communications is also certificated in North Dakota for local and long distance services. The company received a certificate for resold services in 1998 and facilities in 1999.

In 2002, Midcontinent Communications applied for and received a certificate of authority in Minnesota for resold local service. Midcontinent is also certificated for long distance service in Minnesota.

5. Names and addresses of applicant's affiliates, subsidiaries and parent organizations, if any (ARSD 20:10:32:03(6)):

The parent companies of Midcontinent Communications are noted in 2 above. The parent organizations are indirect wholly-owned subsidiaries of Comcast and Midcontinent Media, Inc., respectively. In addition to Midcontinent Communications, other Midcontinent Media subsidiaries include:

Midcontinent Corporation
Midcontinent Radio of South Dakota, Inc.
Midco Call Center Services, Inc.
Midcontinent Media Foundation

6. 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 (ARSD 20:10:32:03(7)):

- (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 is currently certificated to provide local exchange and long distance services throughout the state of South Dakota in the Qwest service areas, and in ITC's Webster exchange. In the Waubay exchange Midcontinent will use a combination of ITC resold services, the structure to be determined by the final interconnection agreement between the parties, and the hybrid fiber coax (HFC) network of its cable plant to provide primary transport for residential telephone services. In addition to providing local exchange services for commercial and residential customers, Midcontinent also provides intrastate interexchange services for commercial and residential customers and interstate interexchange services for commercial and residential customers, which will be available in Waubay.

By this application, Midcontinent seeks to provide local exchange service in the Waubay exchange of ITC. As indicated above this is a competitive filing. ITC is offering cable services in the Waubay exchange.

Midcontinent has been a provider of cable TV services in Waubay since January 1984. Midcontinent's cable facilities have been upgraded to 860 megahertz, which provides the capacity for both high speed Internet service and telephony. Midcontinent has been providing like services in Sioux Falls since February, 2000, in Madison and Canton since August, 2002, Aberdeen and Redfield summer 2003, and Harrisburg and Webster in 2004.

ARSD 20:10:32:15 requires Midcontinent, by seeking authority to provide local exchange service in the service area of a rural telephone company, to satisfy the service requirements imposed on eligible telecommunications carriers pursuant to 47 U.S.C. § 214(a)(1) and applicable federal regulations. That section further permits

application for a waiver under ARSD 20:10:21:18.

Midcontinent is able to satisfy the local exchange service obligations provided in ARSD 20:10:32:10, as well as those provided in 47 U.S.C. § 214(e)(1). However, to the extent that service of less than the entire study area of ITC requires a waiver, Midcontinent requests such a waiver under ARSD 20:10:21:18. At the present time, Midcontinent applies to provide local exchange services in the Waubay exchange, in addition to the Webster exchange.

Midcontinent satisfies the ETC requirements as follows:

(1) Voice grade access to the public switched telephone network

Midcontinent Communications currently provides resold and unbundled services of Qwest Communications in the ILEC's exchange areas, and through its own facilities in Sioux Falls, Madison, Canton, Aberdeen, Redfield, Spring Creek (Harrisburg), and the ITC exchange of Webster, SD. The intent is to provision services in Waubay through Midcontinent's facilities switched from the Aberdeen central office. Midcontinent's switch is a Taqua switch which is capable of providing local dial tone as well as standard calling features such as call forwarding, call waiting, caller identification, three-way calling, speed calling, and call transfer.

(2) Local usage meaning a prescribed amount of minutes of use of exchange service provided free of charge to end users

Midcontinent Communications charges a flat monthly service fee for local service with no limit to the number of calls made or received, or minutes of usage.

(3) Dual tone multi-frequency signaling or its functional equivalent

Midcontinent will provide DTMF signaling for all customers in the Waubay exchange.

- (4) **Single-party service or its functional equivalent**
Midcontinent Communications provides only single-party service in all areas served.
- (5) **Access to emergency services**
Midcontinent Communications intends to have agreements and connectivity to all appropriate Public Safety Answering Points. In Waubay, details will depend upon interconnection with the incumbent carrier.
- (6) **Access to operator services**
Midcontinent Communications provides operator services to all customers through Prairie Wave Communications. This agreement provides all Midcontinent customers access to 0- and 0+ services. Equal access will also be provided to other long distance carriers.
- (7) **Access to interexchange service**
Midcontinent Communications has provided interexchange service in South Dakota since 1982. Long distance and toll free services are resold through a carrier(s) where a negotiated agreement has been reached so a fair and reasonable rate may be given to the end user.
- (8) **Access to directory assistance**
Midcontinent Communications has an agreement with Prairie Wave Communications for directory assistance.
- (9) **Toll limitation for qualifying low-income consumers**
Midcontinent Communications participates in the Telephone Assistance Program. The ability to request toll restriction is available.

7. **A service area map and narrative description indicating with particularity the geographic area proposed to be served by the applicant (ARSD 20:10:32:03(8)):**

In addition to Midcontinent's current certificated territory, attached as Exhibit A is a map of ITC's Waubay exchange, which Midcontinent proposes to serve. Additionally, attached as Exhibit B is a Midco facilities map, showing Midcontinent's facilities in the state of

South Dakota.

8. Information regarding the technical competence of the applicant to provide its proposed local exchange services including (ARSD 20:10:32:03(9)):
- (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

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, Vice Chariman

Mr. Floyd has been active in the ownership and management of television and radio stations, cable television systems, conventional theatres, satellite transmission and reception, and other communications related companies in Minnesota, North Dakota, South Dakota, and Wisconsin. He has held a number of positions with Midcontinent, including President and COO, and has been involved with 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, President and CEO

Mr. Niblick has been with Midcontinent since 1985 and in his current position since July 2001. Prior to his current position, he was Executive Vice President and General Counsel for the company and was responsible for the financial and legal management of the company. 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, Sr. Vice President Finance

Mr. Grosser has been with Midcontinent in his current capacity since July 2001. 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, Controller, and Vice President of Finance 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.

Patrick McAdaragh, Sr. Vice President Operations

Mr. McAdaragh has served in his current position since July 2001. He is responsible for the day to day operations of all of the company's cable and telecommunications operations including field operations, customer services, sales, marketing, and public relations. Mr. McAdaragh joined the company in 1981 as a staff accountant and held the positions of Controller, Director of Treasury Operations, and Vice President of Operations, prior to current position. Mr. McAdaragh joined the company in June, 1981 after graduating from Augustana College in May 1981 with a BA in accounting.

Dick Busch, Sr. Vice President Technology

Mr. Busch was named Sr. Vice President Technology in July 2001. He joined Midcontinent Media in 1976 and has served in many capacities within data processing and information technology. Mr. Busch is responsible for the technical operations of Midcontinent including engineering, construction, network maintenance, and information systems. He is a 1976 computer science graduate of the North Dakota State School of Science and a 1995 degree completion program graduate at Sioux Falls College.

W. Thomas Simmons, Vice President of Public Policy

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.

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. Prior to joining Midcontinent she was employed seven years with MCI Telecommunications as a senior manager for their International Customer Service Center.

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

9. 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 (ARSD 20:10:32:03(10)):

Service	Resold ITC Local Exchange Services	Facilities Based Services using ITC Unbundled Local Loops	Facilities Based Services using Midcontinent HFC Network
911	Provided as a bundled service of ITC	Provided by direct redundant trunks to 911 Tandem	Provided by direct redundant trunks to 911 Tandem
Enhanced 911	Provided as a bundled service of ITC	Provided by direct redundant trunks to 911 Tandem	Provided by direct redundant trunks to 911 Tandem
Operator Services	Provided as a contracted service of Prairie Wave	Provided by Prairie Wave through direct trunks under	Provided by Prairie Wave through direct trunks under

		separate vendor agreement.	separate vendor agreement.
Interexchange Services	In state long distance provided by interconnection with ITC and SDN (independent telephone company transport). Interstate long distance service provided by interconnection with MCI WorldCom. Interconnection with other IXC providers provided by ITC.	In state long distance provided by interconnection with ITC and SDN (independent telephone company transport). Interstate long distance service provided by interconnection with MCI WorldCom. Interconnection with other IXC carriers to guarantee intraLATA and interLATA dialing parity is provided through direct trunking with the ITC access tandem.	In state long distance provided by interconnection with ITC and SDN (independent telephone company transport). Interstate long distance service provided by interconnection with MCI WorldCom. Interconnection with other IXC carriers to guarantee intraLATA and interLATA dialing parity is provided through direct trunking with the ITC access tandem.
Directory Assistance	Provided as a contracted service of Prairie Wave	Provided by Prairie Wave or ITC through direct trunks under separate vendor agreement.	Provided by Prairie Wave or ITC through direct trunks under separate vendor agreement.
Telecommunications Relay Services	Provided by as part of the bundled service of ITC.	Provided through local interconnection with ITC.	Provided through local interconnection with ITC.

10. Financial information including (ARSD 20:10:32:03(11)):

- (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 C. Midcontinent respectfully requests confidential treatment of all financial disclosures.

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

Midcontinent is a general partnership, and is not a public corporation.

11. Information detailing the following matters associated with interconnection to provide proposed local exchange services (ARSD 20:10:32:03(12)):

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

In the area applied for (the Waubay exchange) Midcontinent intends to provide local exchange service where facilities are available and provisioned either through an interconnection agreement with ITC, or by resale of ITC local exchange services.

A formal request for interconnection satisfying 47 U.S.C. § 251(f) (1) (A) has been transmitted to ITC of even date, and is attached hereto as Exhibit D.

12. A Tariff or price list indicating the prices, terms, and conditions of each contemplated local service offering (ARSD 20:10:32:03(13)):

Midcontinent's tariff is attached as Exhibit E.

13. Cost support for the rates shown in the company's tariff or price list for rate or price regulated noncompetitive or emerging services (ARSD 20:10:32:03(14)):

Midcontinent offers no regulated noncompetitive, or emerging services.

14. 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 (ARSD 20:10:32:03(15)):

Midcontinent Communications markets local exchange services primarily through trained sales personnel. Midcontinent intends to offer local exchange services to residential and commercial customers through direct marketing, either by mail or by direct contact by a Midcontinent representative, or through Midcontinent's inbound sales agents. Midcontinent does not use out-bound telemarketing campaigns by third parties, or multi-level marketing. A copy of Midcontinent's 2003 pricing plan is provided in the form of Exhibits F, G and H.

15. 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 (ARSD 20:10:32:03(16)):

By this application, Midcontinent is seeking authority to provide local exchange service in the Waubay exchange of the ITC service area. Midcontinent currently serves the Webster exchange pursuant to the Commission's order of December 17, 2003 in Docket TC03-068. Midcontinent is currently able to provide those services enumerated in response to paragraph 6 of this application, and proposes to begin service within 180 days of the Commission's favorable consideration of the application.

16. 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 (ARSD 20:10:32:03(17)):

In addition to being certificated in South Dakota, as indicated above, Midcontinent is also certificated in North Dakota and Minnesota for commercial and residential intrastate and interstate interexchange services. Midcontinent is also certificated in North Dakota and Minnesota for local exchange services in Qwest areas. No Midcontinent application for state certification has been denied, and Midcontinent is in good standing with the regulatory agency in each state where it holds a state certification.

17. 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 (ARSD 20:10:32:03(18)):

Complaints should be directed to:

Midcontinent Customer Service
5001 West 41st Street,
Sioux Falls, SD 57106
Phone: (800) 888-1300
Fax: (605) 339-4419
e-mail: mccomm@midco.net

Or escalated to:

Mary Lohnes
Regulatory Affairs Manager
5001 West 41st Street,
Sioux Falls, SD 57104
Phone: (605) 357-5459
Fax: (605) 339-4419
e-mail: mary_lohnes@mimi.net

Regulatory matters should be directed to:

Mary Lohnes
Regulatory Affairs Manager
5001 West 41st Street,
Sioux Falls, SD 57104
Phone: (605) 357-5459
Fax: (605) 339-4419
e-mail: mary_lohnes@mimi.net

18. **Information concerning how the applicant plans to bill and collect charges from customers who subscribe to its proposed local exchange services (ARSD 20:10:32:03(19)):**

Midcontinent prepares its own bills and submits them to customers monthly, usually by U.S. Mail. Payment is due within 15 days of receipt. Accounts are considered past due 30 days after the billing date. Past due amounts are charged 1.5 percent interest, or a minimum of \$3.50, per month on outstanding balances. More detailed information concerning Midcontinent's billing procedures is provided in Section 4.1 of the tariff attached to this application as Exhibit E.

19. 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 (ARSD 20:10:32:03(20)):

Midcontinent customers will be switched to Midcontinent upon written request or through an order placed through its contracted third party verification company. 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.

20. 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 (ARSD 20:10:32:03(21)):

See the FCC Slam Reports dated August 10, 2001, January 30, 2002, July 22, 2002 and January 23, 2003, attached as Exhibit I. The FCC no longer requires these reports, however, if it were we would have no instances to report.

21. A written request for waiver of those rules believed to be inapplicable (ARSD 20:10:32:03(22)):

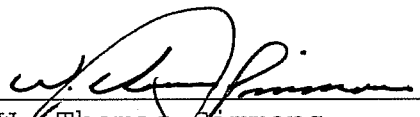
A written request for a waiver of rules is filed separately with this application.

22. Federal tax identification number (ARSD 20:10:32:03(23)):

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

Dated this 14th day of April, 2004.

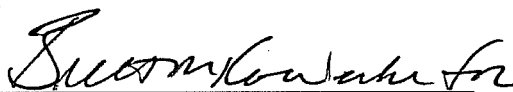
MIDCONTINENT COMMUNICATIONS

By: 
Mr. W. Thomas Simmons
Vice President, Public Policy
Midcontinent Communications
5001 West 41st Street
Sioux Falls, SD 57106

Copies of all filings with the Commission by the parties to this proceeding should be served upon W. Thomas Simmons at the address set forth immediately above and, additionally, upon the undersigned counsel for the applicant.

Dated this 20 day of April, 2004.

MAY, ADAM, GERDES & THOMPSON LLP

BY: 
DAVID A. GERDES
Attorneys for Midcontinent
503 South Pierre Street
P.O. Box 160
Pierre, South Dakota 57501-0160
Telephone: (605)224-8803
Telefax: (605)224-6289

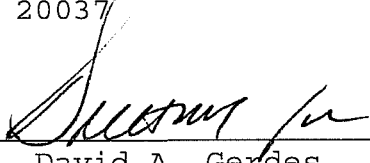
CERTIFICATE OF SERVICE

David A. Gerdes of May, Adam, Gerdes & Thompson LLP hereby certifies that on the 20 day of April, 2004, he mailed by United States mail, first class postage thereon prepaid, a true and correct copy of the foregoing in the above-captioned action to the following at their last known addresses, to-wit:

Jerry Heiberger
General Manager
Interstate Telecommunications Cooperative, Inc.
P.O. Box 920
312 Fourth Street West
Clear Lake, South Dakota 57226-0920

Darla Rogers
Riter, Rogers, Wattier & Brown
P.O. Box 280
Pierre, SD 57501-0280

Benjamin H. Dickens, Jr.
Blooston, Mordkofsky, Dickens,
Duffy & Prendergast
2120 L Street, NW, Suite 300
Washington, D.C. 20037



David A. Gerdes



INTERSTATE TELECOMMUNICATIONS COOPERATIVE, INC.



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[LONG DISTANCE SERVICE](#)

[SERVICE](#)

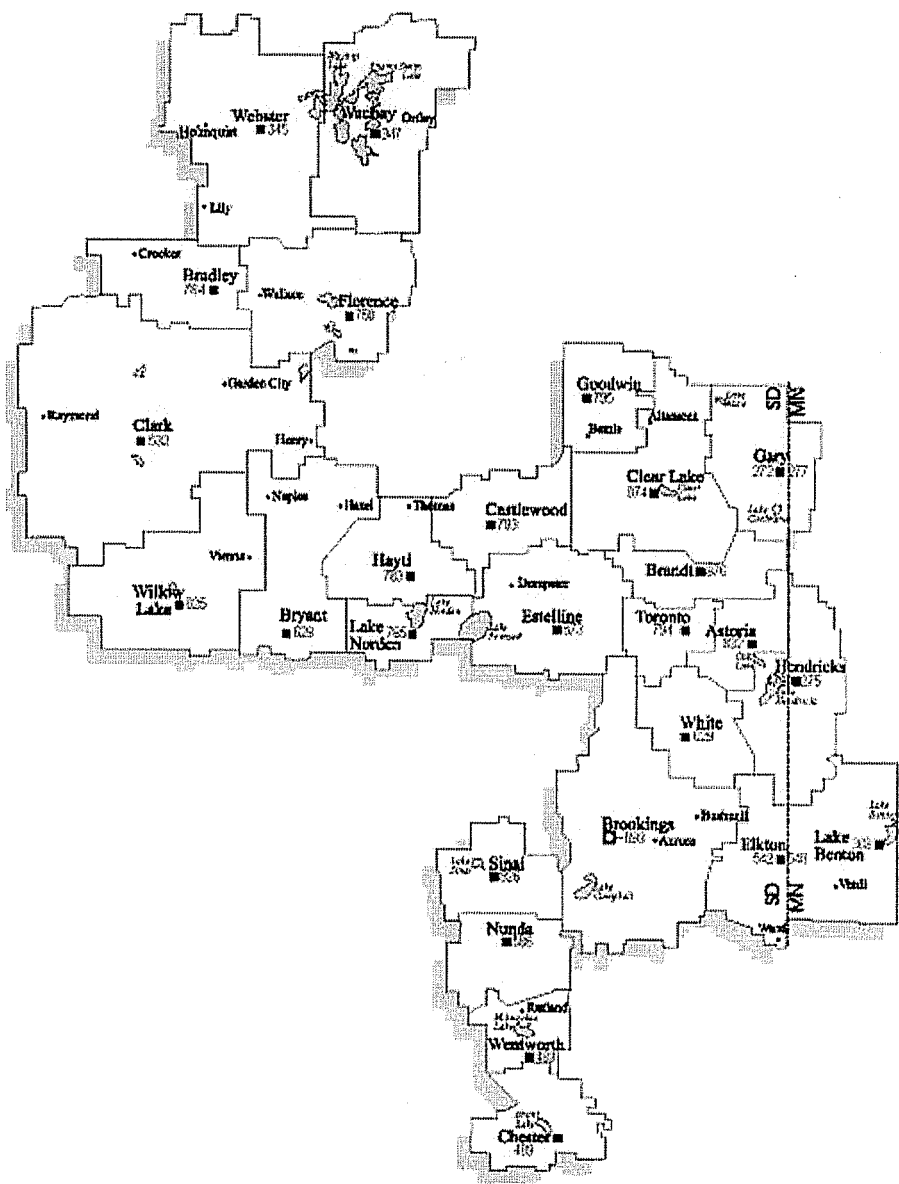
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600m
1800ft

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W Lake Shore Dr
Lake Shore Dr
Lake Shore Dr

12

5th St

4th St

N Main St

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448th Ave

W 3rd Ave Waubay

1st Ave

Railway Ave

Cemetery Rd

Jones Ave

2nd St

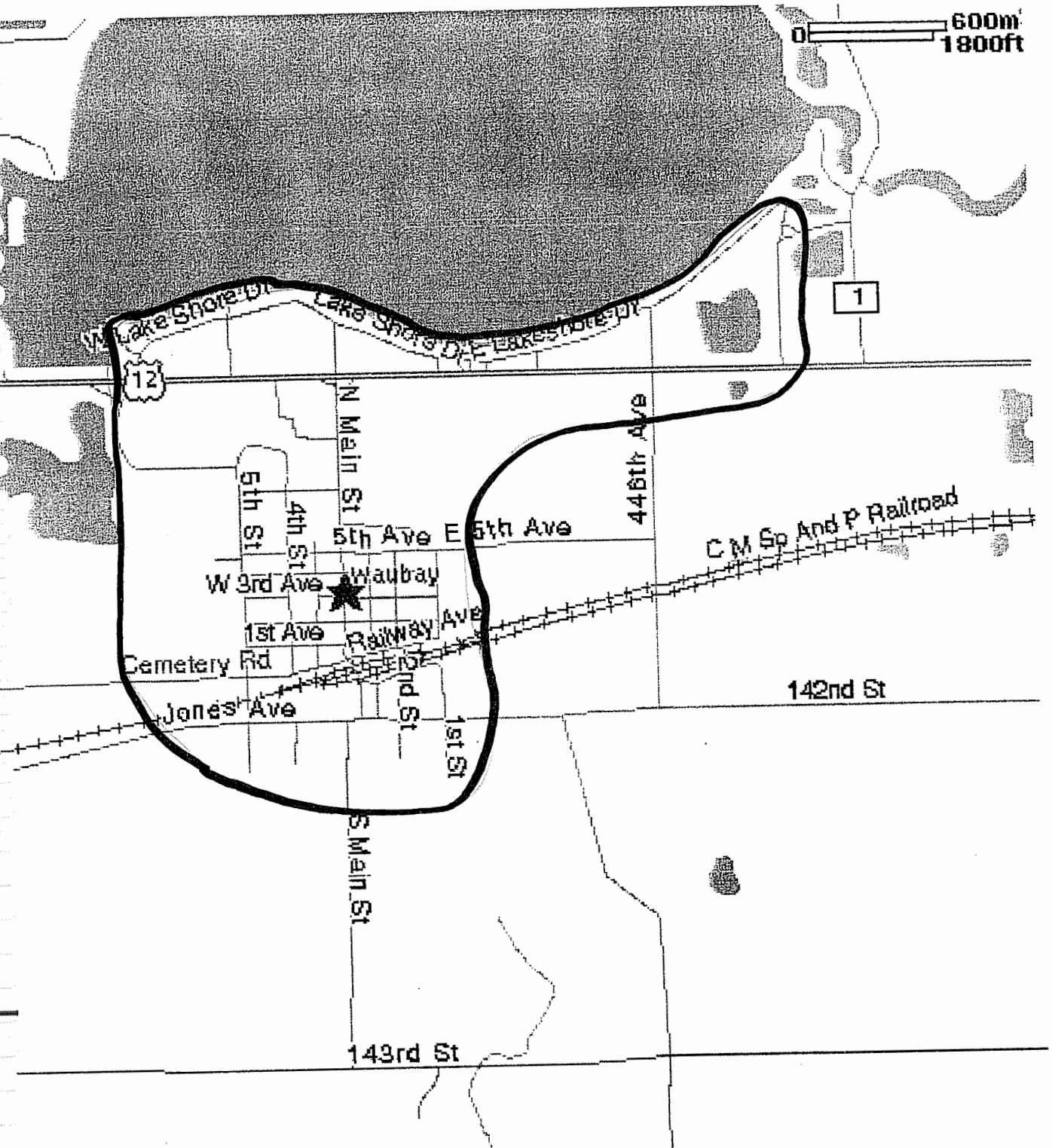
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C M Sp And P Railroad

142nd St

S Main St

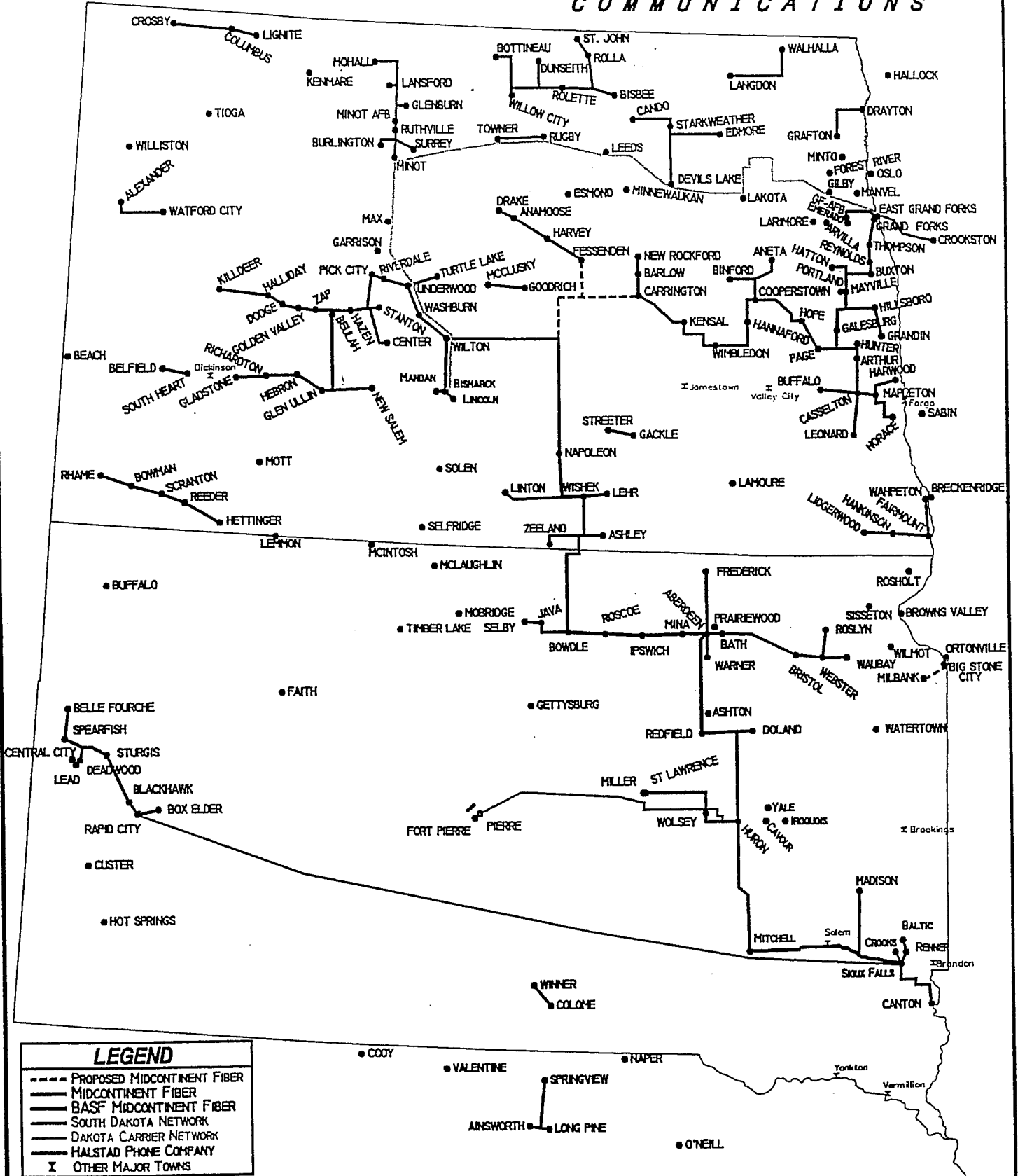
143rd St





Midcontinent

COMMUNICATIONS



CONFIDENTIAL

/

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

IN THE MATTER OF THE APPLICATION)	CT04-_____
OF MIDCONTINENT COMMUNICATIONS FOR)	
APPROVAL TO EXPAND ITS CERTIFICATE)	NOTICE OF APPLICATION
OF AUTHORITY TO PROVIDE LOCAL)	TO PROVIDE LOCAL EXCHANGE
EXCHANGE SERVICE IN THE WAUBAY)	SERVICE AND REQUEST
EXCHANGE OF THE SERVICE TERRITORY)	FOR INTERCONNECTION
OF INTERSTATE TELECOMMUNICATIONS)	
COOPERATIVE, INC.)	

TO: INTERSTATE TELECOMMUNICATIONS COOPERATIVE, INC. ("ITC"),
312 Fourth Street West, P.O. Box 920, Clear Lake, South
Dakota, 57226-0920

YOU WILL PLEASE TAKE NOTICE pursuant to ARSD 20:10:32:05 that the undersigned applies to the Commission for a Certificate of Authority to provide local exchange service in a portion of the geographic area wherein you provide local exchange service. A copy of the application accompanies this notice, to which application reference should be made for further particulars.

YOU WILL PLEASE TAKE FURTHER NOTICE that the undersigned requests interconnection pursuant to 47 U.S.C. § 251(f)(1)(A). Midcontinent is applying to provide competitive local exchange and long distance services in the Waubay exchange. Midcontinent's application proposes to use a combination of ITC resold services, the structure to be determined by the final interconnection agreement between the parties, and the hybrid fiber coax (HFC) network of its cable plant to provide primary transport for residential telephone services. Midcontinent requests that representatives of ITC meet with representatives of Midcontinent at a mutually agreeable location within two weeks of the date of this notice to establish a schedule and framework for negotiations to develop an interconnection agreement.

Dated this 20 day of April, 2004.

MAY, ADAM, GERDES & THOMPSON LLP

BY: 

DAVID A. GERDES
Attorneys for Midcontinent
503 South Pierre Street
P.O. Box 160
Pierre, South Dakota 57501-0160
Telephone: (605)224-8803
Telefax: (605)224-6289

CERTIFICATE OF SERVICE

David A. Gerdes of May, Adam, Gerdes & Thompson LLP hereby certifies that on the 20 day of April, 2004, he mailed by United States mail, first class postage thereon prepaid, a true and correct copy of the foregoing in the above-captioned action to the following at their last known addresses, to-wit:

Jerry Heiberger, General Manager
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Benjamin H. Dickens, Jr.
Blooston, Mordkofsky, Dickens,
Duffy & Prendergast
2120 L Street, NW, Suite 300
Washington, D.C. 20037


David A. Gerdes

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

MIDCONTINENT COMMUNICATIONS
SIOUX FALLS, SOUTH DAKOTA

TARIFF S.D.P.U.C. NO. 1
REVISION 2 CHECK PAGE

CHECK SHEET

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

<u>PAGE</u>	<u>REVISION</u>
Title Page	Original
Check Sheet	Original
1	Original
2	Original
3	Original
4	Original
5	Revision 1
6	Revision 1
7	Revision 1
7a	Original
8	Original
9	Original
10	Original
11	Revision 2
12	Revision 1
12a	Original
13	Original
13a	Original
14	Revision 1
15	Original
16	Original
17	Revision 1
18	Revision 1
19	Revision 1
20	Revision 1
21	Revision 1
22	Revision 1
23	Revision 1
24	Revision 1

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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

MIDCONTINENT COMMUNICATIONS
SIOUX FALLS, SOUTH DAKOTA

TARIFF S.D.P.U.C. NO. 1
ORIGINAL PAGE 3

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.

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. D

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. D

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.
- ~~2. Midcontinent Services are for Customer's end use only and may not be resold to, shared with, or made available to any third party by Customer. Customer is responsible for security and all usage of service on their account. Customer agrees to use the services for personal use only. The services are not to be primarily used by Customer for business purposes.~~
3. Midcontinent reserves the right to the length of a conversation or message and to discontinue the connection to meet the exigencies of an emergency or when in its judgment such action is necessary to assure equitable use of the facilities.
4. The Company reserves the right to limit the length of a Promotion of Services. From time to time, Midcontinent may offer services at a reduced rate or free of charge for promotional, market research or rate experimentation purposes. Such offerings will be for a limited duration and participating customers will be so notified.

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.
5. Midcontinent will provide a customer's correct name and telephone number to a calling party either upon request to or interception by Midcontinent in the event there is an error or omission in the customer's directory listing. Midcontinent's liability for any errors or omission in any

N

3. GENERAL REGULATIONS (cont.)

3.2 Limitation of Liability (cont.)

directory listings is limited to the charges made for the listing itself. Midcontinent shall not be liable to N
~~Members or others for any incidental, indirect, special or~~
consequential damages of any kind, including loss of use, loss of business, or loss of profit, arising from errors or omissions in directory listings.

3.3 Obligations of the Company

Service will be provided where facilities and billing capability are available. Services shall include, but not be limited to, the existence of access and/or billing arrangements on an originating and/or terminating basis. In the absence of access arrangements between the Company and the access provider at a particular station, a customer may be unable to receive calls at or from the affected location. N

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 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 \$3.50 or 1.5%, whichever is greater, as a late pay penalty on any billing or account which is in delinquent status. I

(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) Previous Indebtedness -- Midcontinent reserves the~~ N
right to refuse service to any applicant who is found to
be indebted to the Company for service previously
rendered until satisfactory arrangements have been made
for the payment of all such indebtedness.

(ii) 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.

(iii) 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.

(iv) 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

4. PAYMENT AND CREDIT REGULATIONS

4.2 Cancellation of Application for Service by Subscriber (cont.)

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.

4. PAYMENT AND CREDIT REGULATIONS (cont.)

4.4 ADVANCE PAYMENTS

1. At the time an application for service is made, an applicant may be required to pay an amount equal to at least one month's service and/or installation charges which may be applicable, in addition to such special construction and installation charges as are to be borne by the applicant. The amount of the advance payment is credited to the customer's account on the first bill rendered.

N

5. SERVICE DESCRIPTIONS AND RATES (cont.)

5.1 Application of Usage Rates. 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.

T

5. SERVICE DESCRIPTIONS AND RATES (cont.)

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 Commission approved agreement from the Incumbent Local Exchange Carrier. Where available, service may be provided through the use of Midcontinent's own facilities.

T

5. SERVICE DESCRIPTIONS AND RATES (cont.)

5.3. Message Telecommunications Service (MTS)

Description - Midcontinent MTS is basic outbound service allowing customers to place long distance calls using equal access 1+ dialing.

T

MIDCONTINENT COMMUNICATIONS LONG DISTANCE RATES

Midcontinent's long distance rates for Residential customers

Conference Calling	\$ 0.250
Tariff rate for casual usage	\$ 0.220
With Local Service	\$ 0.089
With Multi-Services Packages	\$ 0.079

Midcontinent's long distance rates for Business customers will vary from .050 to .250 dependent on customer's usage volumes and promotional offerings.

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, 877, 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.

5. SERVICE DESCRIPTIONS AND RATES (cont.)

5.4 Toll-Free Service (cont.)

Toll Free Rates:

Residential Customers:

One Time Install Fee	\$ 25.00
Monthly Recurring Fee	\$ 10.00

Usage is charged at the appropriate per minute rate. Each fraction of a minute is billed in 6 second increments. The rate will match the long distance plan.

Business Customers:

One Time Install Fee	\$ 25.00
Monthly Recurring Fee	\$ 10.00

Usage is charged at the appropriate per minute rate. Each fraction of a minute is billed in 6 second increments. The rate will match the long distance plan.

A Residential or Business customer may request a special toll free number. There is a one-time fee of \$25.00 for special requested number.

5. SERVICE DESCRIPTIONS AND RATES (cont.)

5.5 Interstate Telecommunications Services

Rates are available by contacting MIDCONTINENT COMMUNICATIONS

5.6 International Telecommunications Services

N

Rates are available by contacting MIDCONTINENT COMMUNICATIONS

5. SERVICE DESCRIPTIONS AND RATES (cont.)

5.7 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 \$1.25 per call. I

Local Exchange Directory Assistance is available to customers of Midcontinent

6. LOCAL EXCHANGE SERVICE

Local exchange service is a telephone service that allows customers to originate non-toll local calls at locations within the service areas in which Midcontinent has been approved for certification and terminate calls within the local calling area and EAS (Extended Area Service) of those locations, and within the LATA (Local Access and Transport Area) in which the call originates.

The following services comprise Local Service:

6.1 Local Line Service:

Local Line Service will allow customers to make local calls from the customer's telephone station. In addition to the completion, sending and receiving, of local calls, the following features will be available:

6.2 Local Service Features

Anonymous Call Rejection - allows Caller ID customers to block all anonymous calls

Caller Identification by number or by name and number - Caller ID displays the number and/or name, as the listing associated with the number, of the calling party before answering the phone. Customer premise equipment with a display screen is required.

Caller Identification Block - a customer may select to block their name and number from being displayed when a call is made by selecting per call block by dialing *82, or all calls by requesting this feature on the line.

Call Forward Busy/Don't Answer - call forwarding is the ability to forward an incoming call to a preselected station if the called station is unable to receive the call. "Call forwarding busy" will forward the call if the called station is in use; "call forwarding don't answer" will forward the call after a predetermined number of rings.

6. LOCAL EXCHANGE SERVICE (cont.)

6.2 Local Service Features (cont.)

Call Forwarding Universal - call forward variable will forward the call regardless of the status of the called station. This feature also allows the caller to select where the calls will forward to by dialing *72 from the customer's touch tone phone set.

Call Waiting - call waiting is the ability of the called station to generate a tone when the called station is in use to alert the user that another call is waiting to connect with the called station.

Call Waiting with Caller ID - call waiting with caller ID generates a tone of another call waiting to connect plus will identify who the caller is by display of that number (caller identification feature must be in place)

Continuous Redial - continuous redial allows the customer, who may receive a busy tone when placing an outgoing call, to prompt the central office to redial the number until it can be completed. The phone will redial for up to 30 minutes.

Custom Ringing - allows the subscriber to select a distinctive ring for designated incoming numbers

Last Call Return - allows the customer to dial *69 which will dial the last incoming number

Long Distance Alert - a distinctive ring so the customer knows that the incoming call is long distance.

Remote Access Forwarding - allows the customer, from any touch tone phone, to forward all incoming calls to another number

Selective Call Rejection - allows the customer to select up to 15 telephone numbers from which they do not want to receive calls from

Speed Call 8 - speed calling is the ability to place calls to a list of 8 numbers by dialing a speed code.

Speed Call 30 - speed calling is the ability to place calls to a list of 30 numbers by dialing a speed code.

6. LOCAL EXCHANGE SERVICE (cont.)

6.2 Local Service Features (cont.)

Three-Way Calling - the ability to add a third line to an established conversation

Directory Listing Service - one listing, the primary listing, is established on each account without charge. The listing will be printed in the local telephone book and be available on Directory Assistance.

Non-Listed Service (Semi-Private) - Listings will appear on Directory Assistance but are omitted from the printed Directory.

Non-Published Service (Private) - Listing does not appear in the printed Directory or on the Directory Assistance records.

Voice Mail Service - a service where callers have an opportunity to leave a message when the number called does not answer.

6.3. BUSINESS LINE AND FEATURE PRICING:

Midcontinent's line and feature rates to the commercial customer will mirror the Incumbent LEC. Promotions or discounts may be offered in a contractual agreement between the end-user customer and Midcontinent.

7. CALLING CARD

The Midcontinent outbound calling card will be billed at \$0.220 per minute at one minute increments.

8. 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
5001 W 41st Street
Sioux Falls, SD 57106
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



**Midcontinent Communications
A Company You Can Trust**

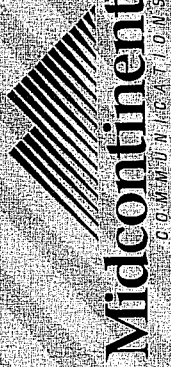
Midcontinent Communications has been delivering the finest communications, entertainment and broadcasting services to our region for over 50 years. Our dedication to being the best extends into all our product lines, from Digital Cable TV to High Speed Internet to Local and Long Distance Telephone Service. And Midcontinent Communications can offer you the convenience of one bill for your telephone, cable TV and internet needs. With Midcontinent Communications you get amazing customer service from a company you can depend on.



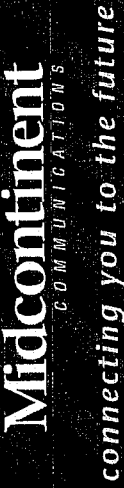
Get connected to Midcontinent
Local and Long Distance
Telephone Service!
1-800-888-1300
www.midcomm.com

**LOCAL & LONG DISTANCE
Telephone Service**

**EXHIBIT F
Exhibit F**



connecting you to the future



connecting you to the future

Telephone Service For Less

One Great Rate All Day, Every Day

Midcontinent Communications delivers local telephone service at an incredible value. Choose from three custom calling packages, each one including your basic line and your choice of special calling features. Our long distance telephone service offers one low rate all day, every day for in-state and out-of-state calls. You don't need to keep track of complicated calling days and times in order to save. Just pay one low rate per minute whenever and wherever you want to call!

- No monthly minimums
- One rate all day, every day
- Same rate in-state and out-of-state
- Great 24-hour local customer service



Service not available in all areas. Some restrictions may apply. Deposit may be required.

Custom Calling Package

- Basic Local Line
- Caller ID Name & Number
- Choice of ONE Additional Calling Feature

Features Plus Package

- Basic Local Line
- Caller ID Name & Number
- Choice of FOUR Additional Calling Features

Total Connection Package

- Basic Local Line
- Caller ID Name & Number
- Voicemail
- Choice of SIX Additional Calling Features

Calling Feature Options

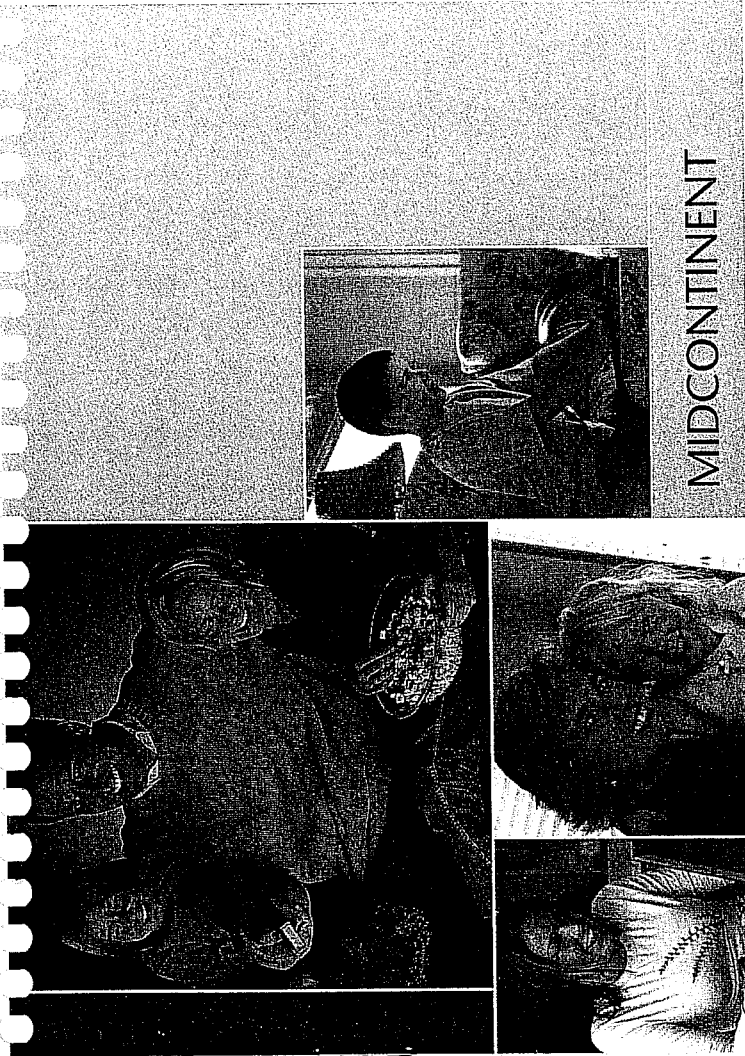
- Call Waiting
- Call Waiting ID
- 3-Way Calling
- Call Forwarding Universal
- Speed Call 8
- Speed Call 30
- Distinctive Ringing
- Non-Published Service
- Remote Call Forwarding
- Anonymous Phone Rejection
- Continuous Redial
- Last Call Return
- Selective Call Rejection
- Call Forward Busy Don't Answer

Options and feature packages are subject to change.

Call Midcontinent Communications for telephone package pricing: 1-800-888-1300


Midcontinent
COMMUNICATIONS

www.midcocomm.com



MIDCONTINENT

2004 Service & Price Guide



Midcontinent
COMMUNICATIONS

connecting you to the future

Dear Valued Midcontinent Communications Customer:

Welcome to our 2004 Service and Price Guide. The guide highlights the services Midcontinent provides in your area, as well as 2004 pricing information. You'll find we have even more options for you this year, with more services and more ways for you to save with combined service packages and bundles.

Here are a few of the changes you can look for:

Midcontinent Telephone Service has been added in many communities, and we will be adding additional towns throughout 2004. The addition of telephone enables us to offer "bundled" services, so we can offer cable, telephone and high speed Internet services to you on one convenient bill for one discounted price. And this year we've added "duo service" options for customers interested in Classic Cable and Telephone or Classic Cable and MidcoNet.

Midcontinent High Definition Cable Service is now available in many communities, and we look forward to expanding this service into more areas and increasing the number of channels offered as additional networks become available.

MidcoNet and MidcoNet Max have both received a power boost so that the "fastest Internet in town" is now even faster. We've doubled the upload speeds on both services, making sharing files with friends and family even easier. And if you have a family member that enjoys on-line games, they will definitely notice the difference!

Please refer to the back pages for prices effective with your February statement from Midcontinent Communications. While some services will have small price increases, many others will not have any price change at all. With ever-increasing investments needed to upgrade and maintain the cable system, and programming costs for the most popular channels rising at double-digit rates, we will do everything we can to keep price increases to a minimum. As always, if you combine services from Midcontinent, you will enjoy the biggest savings, since we can deliver all of them through the same network. If you have questions, our customer service representatives will be happy to help you find the service and pricing package that best suits your needs.

We appreciate having the opportunity to serve you this past year and look forward to providing more exciting new technologies in the years to come.

Best regards,

The Midcontinent Family of Employees



connecting you to the future

All services not available in all areas. Visit www.midcomm.com or call 1-800-222-2000 for more information about services available in your community.

We Are The Dakotas

Midcontinent Communications has been serving our region for over 50 years, with humble beginnings from way back when our founders established the first television station in South Dakota—even before most folks had a television in their home. And before that, Midcontinent was the first to bring movie theaters to many small towns throughout the area. Over the past 35 years, our focus has been on bringing the best in communications, entertainment and broadcasting services to the Dakotas, Northern Nebraska and Western Minnesota.

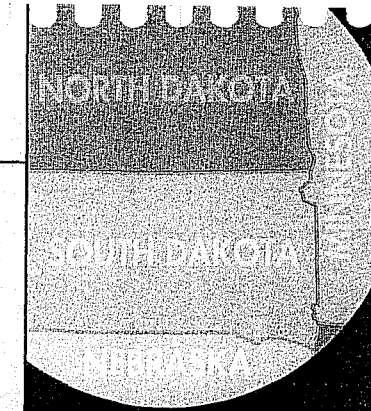
Even though the years have passed and technology has moved us forward, we have not lost the values learned from our years in the theater business. Today, our Mission Statement reinforces the importance of our customers to each of our 500+ employees who live and work throughout the region:

Valuing our customers as honored guests by creating and delivering high-quality services that customers want, In exchange for a fair price, Developing our employees and treating them fairly, And contributing to our communities, of which we are a part.

We strongly believe in the importance of supporting the over 200 communities we serve by sponsoring sporting teams, fundraisers, educational events, cultural events and just plain fun events—all across the region. We promote community involvement within our organization by giving our employees time off to support local civic and humanitarian efforts. Our own Midcontinent Media Foundation exists for the sole purpose of providing charitable support to non-profit organizations throughout the region.

It gives us great pride to serve you and to be part of your community. Thank you for allowing us to do so.

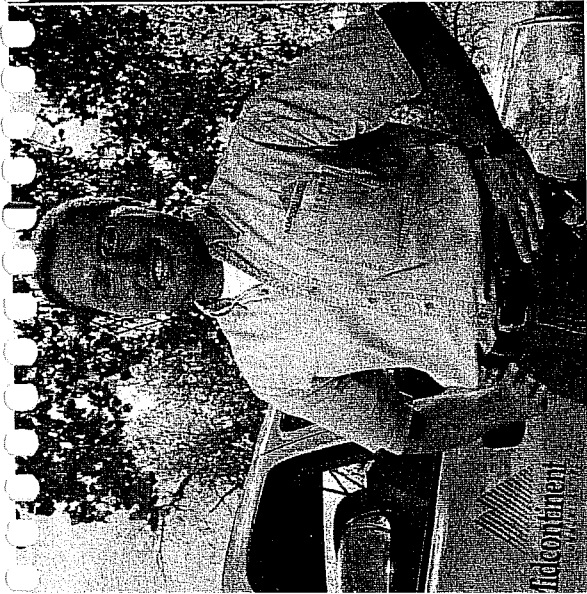
Midcontinent Communications is proud to sponsor community events like the one in Rapid City featuring WNBA all-star stand-out Becky Hammon



INDEX OF SERVICES

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- High Speed Internet....11-12
- Pricing.....13-14





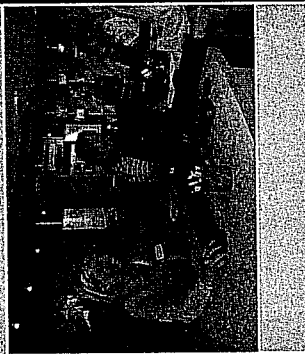
Dedication To Customer Service

We Go Above And Beyond The Call Of Duty

At Midcontinent Communications, customer service is not a department; it is a company value. Each and every employee is involved in customer service. Whether it is the technician who comes to your home, the sales representative you meet with when you order services, or one of our Internet support representatives, all are trained to not only be exceptional at their job, but to treat our customers as "honored guests."

In addition, training is not a one-time event. As we continue to upgrade our systems and add new services, our technicians and service representatives go through additional training so they can answer all your questions knowledgeably and honestly.

But you don't have to take our word for it—look what our customers have to say about our service!



What Our Customers Have To Say About Us

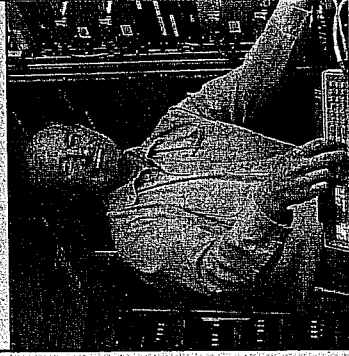
"I realize that many customers don't hesitate to complain the second they have a problem. I admit I have been one of those customers from time to time. In turn, many companies don't hear praises from customers when they receive good service and satisfactory products.

However, when a company goes out of their way to recognize loyal customers, I feel it is negligent not to acknowledge the company for that fact.

I have appreciated your products and services in the past and intend to continue my business relationship with you in the future. I appreciate not having to be locked into a long-term contract, and every time I have called customer service both personally and through my business (which I switched over to because of my personal experiences with Midcontinent) I have received friendly assistance with my problems."

"I am an IT Director and I just have to tell you that you have outstanding customer service. I have had to call your customer support with questions and the support has been excellent! I have sensed no 'dumb users'. They have picked up on the fact that a user may have some knowledge and they are so thorough and patient. How do you do customer service training? Thanks again! What a pleasure to do business with you!"

"People tend to write letters only when they are not satisfied, so I wanted to be sure to let you know how much I appreciate the help I received from Midcontinent Communications today. I have been a MidcoNet subscriber since July 2000, and I have always recommended it enthusiastically. Now I can add superior customer service and support to my already long list of reasons why MidcoNet really is the only way to Get Hooked."



DUO BUNDLE

CLASSIC
CABLE TV

HIGH SPEED
INTERNET

Great Services.

Great Company.

Midcontinent Communications distinguishes itself from Internet service providers and satellite or phone companies by being able to give you two services from one company. We offer Midcontinent Cable and MidcoNet® High Speed Internet as separate services or as an incredible Duo Bundle.

As a preferred "bundled product" customer you receive discount pricing that is an exceptional value. Plus, you can call one company for installation, service or customer service questions. You save time and money with the convenience of only one bill each month. How easy is that? Get hooked with our Duo Bundle and start saving today!

Get Hooked With Two Services And Save!



CLASSIC MIDCONET® DUO

Classic Cable

MidcoNet® Basic Service

Includes a popular selection of channels with our classic cable package, and the fastest Internet in town

\$66⁹⁵
per month

Get A Bundle, Save A Bundle!

Get additional savings by purchasing Classic Cable and MidcoNet® High Speed Internet with our Classic MidcoNet® Bundle. Call 1-800-888-1300 for more information.



CALL TODAY! 1-800-888-1300 • www.midcomm.com

* Some service not available in all areas. Check www.midcomm.com for information. Some restrictions may apply. Deposit may be required. Modern purchase or lease is required for MidcoNet® High Speed Internet. See price guide on pages 13-14 for complete list of services and prices.

Check www.midcomm.com for more information or call 1-800-888-1300.



High Definition TV

HDTV. Brighter, Bolder, Better.

High Definition Cable Service is the next sensational step in television technology. And you can have it now from Midcontinent Communications. With your HDTV and Midcontinent Communications High Definition Cable Service you can enjoy a picture six times sharper than digital. You get a wider screen format, more vivid colors, amazing audio and better action, making movies and sports as real as it gets. We are proud to be the first company in the region to offer High Definition Cable Service. When we say "connecting you to the future," we mean it.

See It For Yourself

To see the difference between a conventional signal and High Definition Cable Service for yourself, stop by the Midcontinent Communications Customer Service Center nearest you to view a side-by-side comparison.

Some services not available in all areas. Check www.midcocomm.com or call 1-800-888-1300 for more information. Some restrictions may apply. Deposit may be required. An HDTV is required in order to receive High Definition Cable Service.



The Nation's Best Cable System

Midcontinent Digital Cable gives you more of everything—more movies, more sports, more music, more information and more viewing control. You don't have to buy expensive equipment or sign up for services with a company that may not be around when you need service. With Midcontinent Digital Cable, you get friendly local customer service from a company you can depend on. All you do is sit back and enjoy!

Just Look At All You Get

TV Guide Interactive Program Guide

Only Midcontinent's on-screen TV Guide could bring you channel information like this. Get instant access to program information any time, with listings by time, network, category and more.

- Easy-to-follow on-screen programming information
- Parental Controls
- Program Reminders
- Schedules In Advance
- Program Information
- Program Search



DMX Digital Music Express

Digital Music Express offers you as many as 45 channels of commercial-free music 24 hours a day. Choose formats that include everything from Classic Rock to Contemporary Country to Smooth Jazz.

iN DEMAND Pay-Per-View

Midcontinent Digital Cable offers 34 Pay-Per-View channels featuring all the latest hit movies. Simply select your movie with your remote control, relax and enjoy.



One Last Thing To Think About

Limited Basic and Classic Cable are available for those who do not wish to have Digital Cable.

No digital receiver is required for these services. You can visit our website at www.midcocomm.com to view your full channel listing. Price listings are included in this guide.





DIGITAL
CABLE TV

Digital Cable TV

Digital Cable...A Better Option

Why is Midcontinent Digital Cable a better option than satellite TV?

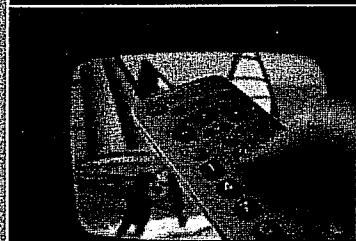
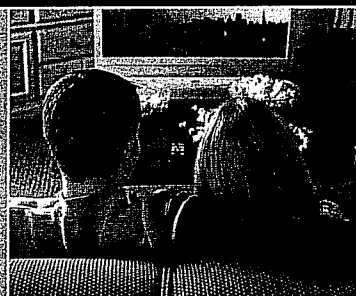
You don't attach a dish to your home. Digital Cable is delivered through your existing cable line. No worrying about the weather. No messing with your reception.

Digital Cable can be easily connected to every television set in your home. Televisions without digital receivers can still receive Classic Cable.

Unlike satellite TV, you can watch different programs on each set without buying more expensive equipment.

You have access to all your local stations in addition to all your digital channels and premium options.

Your service is local, with customer service representatives and technicians here to help you with questions 24 hours a day.



Digital Cable Packages



ULTIMATE DIGITAL THEATRE

- Over 200 channels of classic and digital cable
- Interactive Program Guide
- Digital receiver
- DMX Music
- Pay-Per-View Access
- PLUS four premium movie packages

•\$83⁹⁵
per month

DIGITAL SELECT THEATRE

- Over 200 channels of classic and digital cable
- Interactive Program Guide
- Digital receiver
- DMX Music
- Pay-Per-View Access
- PLUS two premium movie packages

•\$66⁹⁵
per month

DIGITAL THEATRE

- Over 200 channels of classic and digital cable
- Interactive Program Guide
- Digital receiver
- DMX Music
- Pay-Per-View Access
- PLUS one premium movie package








•\$56⁹⁵
per month

It's All About Choice

In addition to all the incredible channels you get with Midcontinent Digital Cable, you can add your favorite multi-channel sports and premium movie packages.




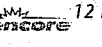


Midcontinent Sports Packages

Get into the action with optional sports packages that bring your favorite sports right into your living room.

-  NHL Center Ice
-  MLB Extra Innings
-  NBA League Pass
-  ESPN Game Plan
-  NASCAR In Car
-  ESPN Full Court
-  MLS Shootout

Midcontinent Premium Movie Packages

Add multiple movie channels when you sign up for your favorite premium movie packages.

-  8 Showtime &
-  5 Starz &
-  4 TMC Channels
-  12 Encore Channels
-  8 HBO Channels
-  4 CineMax Channels

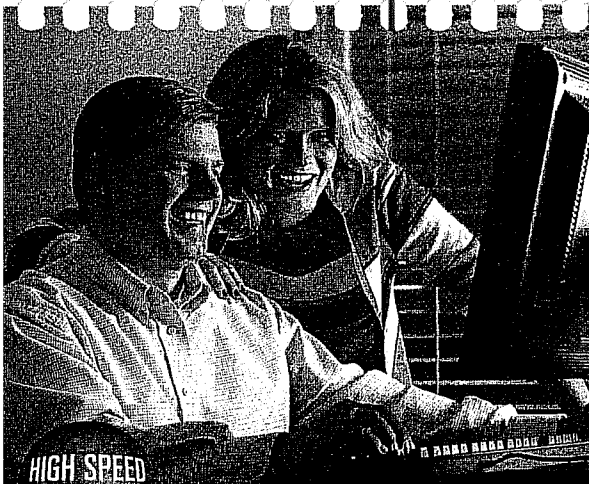


Get A Bundle, Save A Bundle!

Get additional savings by purchasing Classic Cable and MidcoNet® High Speed Internet with our Classic MidcoNet Bundle. Call 1-800-888-1300 for more information.

Call and ask about our special promotional offers! 1-800-888-1300

* Some service not available in all areas. Check www.midcomm.com for information. Some restrictions may apply. Deposit may be required. See price guide on pages 13-14 for complete list of Digital Cable package options.



HIGH SPEED

WHEREVER YOU ARE

MidcoNet® Internet Service

The Fastest Internet In Town Is Now Twice As Fast!

MidcoNet offers you access to the Internet at unbelievably fast speeds so you'll never want to go back to slow dial-up Internet access. MidcoNet uses the powerful bandwidth capabilities of your cable TV line for the fastest, most convenient Internet access ever. A file that takes three minutes to download with a typical dial-up connection will pop onto your screen in just seconds with MidcoNet. And now our upstream bandwidth has been doubled from 128K to 256K, making sharing files, playing games and downloading large graphics even faster. This amazing speed comes to you at an affordable price with advanced features and services including friendly, local 24-hour customer service.

Here are just some of the incredible features available to you:

- Blazing fast speed
- Compatible with your favorite Instant Messaging services
- No tied-up phone lines
- No long-term contracts to sign
- Access through your cable TV line
- Constant connection to the Internet, no waiting
- No busy signals
- Capability to download large audio and video files
- Seven email accounts with 50 MB of space for each one
- Remote access to email
- 30-day money-back guarantee



MidcoNet Max®

Our Fastest Service Now
With 512K Upstream Speed!

MidcoNet has always been the fastest Internet in town. And now, we offer you the capability to go even FASTER! Our faster upload option, MidcoNet Max, just got faster with a 512K upstream speed, making it great for complex network game playing and for sending very large files. Access to this extra speed is available for an additional monthly fee.

More Reasons To Love MidcoNet®

Both kids and adults love to use the Internet for education, information and fun. MidcoNet enhances time on the web with advanced search engines, fast file downloads and access to all of the most popular Instant Messaging programs including those from AOL, MSN and Yahoo! We make every effort to continue to improve our network and keep the spam, pop-ups and viruses out so you can have an enjoyable, worry-free experience on the Internet.

Why Wait Any Longer?

Stay connected to the Internet all day, every day and pay just one low monthly fee. There are no extra fees or hidden charges. Just fast access for an incredibly affordable price! Plus, you can receive even greater savings by purchasing MidcoNet in one of our Duo or Trio Bundles.

MidcoNet® Pricing

MidcoNet Basic (256K upstream).....	\$32.95/mo.
MidcoNet Max (512K upstream).....	\$49.95/mo.

MidcoNet & MidcoNet Max upload speeds will increase effective February 1, 2004.



BUNDLE PACKAGES

Get A Bundle, Save A Bundle!

Get additional savings by purchasing Classic Cable and MidcoNet High Speed Internet with our Classic MidcoNet Bundle. Call 1-800-888-1300 for more information.



Get connected to MidcoNet® High Speed Internet today! 1-800-888-1300

* Some service not available in all areas. Check www.midcomm.com for information or call 1-800-888-1300. Modem purchase or lease is required for MidcoNet High Speed Internet. Some restrictions may apply. Deposit may be required. See price guide on pages 13-14 for complete list of services and prices.

Midcontinent 2004 Pricing Guide

BUNDLED SERVICES

	CURRENT PRICE	PRICE AFTER 2/04
Classic MidcoNet® Duo <i>(Classic Cable and MidcoNet Basic Service)</i>	n/a	\$66.95

CABLE PACKAGES

Digital Value Package <i>(Over 200 channels of classic and digital cable, an Interactive Program Guide, Digital receiver, DMX Music, Pay-Per-View Access)</i>	\$45.95	\$47.95
--	---------	---------

Digital Theatre Package <i>(Same as Digital Value Package, plus ONE Premium Movie Package.)</i>	\$54.95	\$56.95
--	---------	---------

Digital Select Theatre Package <i>(Same as Digital Value Package, plus TWO Premium Movie Packages.)</i>	\$64.95	\$66.95
--	---------	---------

Digital Choice Theatre Package <i>(Same as Digital Value Package, plus THREE Premium Movie Packages.)</i>	\$74.95	\$76.95
--	---------	---------

Ultimate Digital Theatre Package <i>(Same as Digital Value Package, plus FOUR Premium Movie Packages.)</i>	\$81.95	\$83.95
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HIGH SPEED INTERNET SERVICES

MidcoNet® Basic (256K upstream)	\$29.95	\$32.95
---------------------------------	---------	---------

MidcoNet Max® (512K upstream)	\$49.95	\$49.95
-------------------------------	---------	---------

Modem Lease (monthly)	\$10.00	\$10.00
-----------------------	---------	---------

Modem Purchase	\$149.00	\$129.00
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Static IP Addresses	\$20.00	\$20.00
---------------------	---------	---------

Additional Dynamic IP Addresses	\$5.95	\$5.95
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Midcontinent 2004 Pricing Guide

ALA CARTE CABLE SERVICES

	CURRENT PRICE	PRICE AFTER 2/04
Limited Cable	\$13.95	\$13.95
Classic Cable	\$34.95	\$36.95
Digital Cable	\$12.00	\$12.00
Showtime/The Movie Channel	\$12.00	\$12.00
Starz! & Encore	\$12.00	\$12.00
HBO	\$12.00	\$12.00
Cinemax	\$12.00	\$12.00
Digital Receiver Monthly Lease	\$7.00	\$7.00
High Definition Receiver Monthly Lease <i>(where available)</i>	\$12.00	\$12.00
High Definition Cable Network Tier <i>(where available)</i>	\$13.00	\$13.00
High Definition Local Broadcast Networks <i>(where available)</i>	FREE	FREE

INSTALLATION & OTHER SERVICES (non-monthly fees)

New Install	\$50.00	\$50.00
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Reconnect	\$25.00	\$25.00
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Home Service Calls	\$25.00	\$25.00
--------------------	---------	---------

(Midcontinent service issues will not be charged.)

Late Charges	\$3.50	\$3.50
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Rates are monthly unless otherwise indicated.



PO Box 5010
Sioux Falls, SD 57117-5010



CALL TODAY! 1-800-888-1300
www.midcocomm.com

PRSRT STD
U.S. Postage
PAID
Sioux Falls, SD
Permit No. 1554



Waubay, SD Services and Price Guide

Bundled Services		Pending
Digital Essentials Trio	Includes the <i>Digital Theatre Package</i> , MidcoNet Basic Service and <i>Custom Calling Telephone Package</i> .	\$104.95
Digital Essentials PlusTrio	Includes the <i>Digital Theatre Package</i> , MidcoNet Basic Service and <i>Features Plus Telephone Package</i> .	109.95
Digital Select Trio	Includes the <i>Digital Select Theatre Package</i> , MidcoNet Basic Service and <i>Custom Calling Telephone Package</i> .	114.95
Digital Select Plus Trio	Includes the <i>Digital Select Theatre Package</i> , MidcoNet Basic Service and <i>Features Plus Telephone Package</i> .	119.95
Ultimate Digital Trio	Includes the <i>Ultimate Digital Theatre Package</i> , MidcoNet Basic Service and <i>Total Connection Telephone Package</i> .	134.95
Cable Services		Pending
Digital Value Package	Includes over 200 channels of classic and digital cable, an Interactive Program Guide, a digital receiver, DMX music and Pay-Per-View access.	\$47.95
Digital Theatre Package	Same as Digital Value Package PLUS ONE premium movie package.	56.95
Digital Select Theatre Package	Same as Digital Value Package PLUS TWO premium movie packages.	66.95
Digital Choice Theatre Package	Same as Digital Value Package PLUS THREE premium movie packages.	76.95
Ultimate Digital Theatre Package	Same as Digital Value Package PLUS FOUR premium movie packages.	83.95
High Speed Internet Services		Pending
■ MidcoNet® Basic		\$ 32.95
■ MidcoNet® Max		49.95
■ Modem Lease		10.00
■ Modem Purchase		129.00
■ Static IP Address		20.00
■ Additional Dynamic IP Addresses		5.95
Telephone Services		Pending
Custom Calling Package	Includes basic local line, caller ID name & number, PLUS ONE additional calling feature of your choice.	\$24.95
Features Plus Package	Includes basic local line, caller ID name & number, PLUS FOUR additional calling features of your choice.	28.95
Total Connection Package	Includes basic local line, caller ID name & number, voicemail, PLUS SIX additional calling features of your choice.	32.95
A la Carte Cable Services		Pending
■ Limited Cable	\$13.95	
■ Classic Cable	36.95	
■ Digital Cable	12.00	
■ Showtime/The Movie Channel	12.00	
■ Starz/Encore	12.00	
■ HBO	12.00	
■ Cinemax	12.00	
■ Digital Receiver Monthly Lease	7.00	
A la Carte Telephone Services		Pending
■ Basic Local Line	\$17.95	Feature options:
■ Additional Phone Line	10.95	Call Waiting, Call Waiting ID, 3-Way Calling, Call Forwarding Universal, Speed Call 8, Speed Call 30, Distinctive Ringing, Non-Published Service, Anonymous Call Rejection, Continuous Redial, Last Call Return, Call Forward Busy Don't Answer
■ Feature Options (see list at right) Or, you can choose them as part of your telephone calling package.	3.95	
Additional Features		
■ Voicemail	6.95	
■ Caller ID Name & Number	6.95	

2003 FCC Form 478-Feb Telecommunications Slamming Complaint Reporting Form

Approval by OMB
3060-0787

>>> Please read instructions before completing.<<< Due February 18, 2003

Block 1: Filer Identification Information		101	Filer 499 ID	802284
102	Legal name of reporting entity	Midcontinent Communications		
103	Complete mailing address of reporting entity's corporate headquarters	3600 Minnesota Dr, Ste. 700 Edina, MN 55435		
104	Name(s) reporting entity uses to provide telecommunications service (Use additional sheets, if necessary.)	Midcontinent Communications		
105	Complete mailing address of the entity that provides telecommunications service using the dba(s) in Line 104, if different from the address shown in Line 103			
106	Number of end-user subscribers of the reporting carrier as of December 31, 2002	20,417		
107	If this report does not cover July 1, 2002 through December 31, 2002, indicate the period covered			

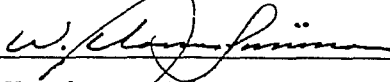
Block 2: Contact Information	
108	Person who completed this form
109	Telephone number of this person Extension
110	Fax number of this person
111	E-mail address of this person

Block 3: Complaints That You Received or Resolved Alleging That You Slammed a Consumer	
To be completed by all telephone exchange and toll service providers. (See instructions.)	
112	If you have no unresolved complaints from prior reporting periods and you received no slamming complaints between July 1 and December 31 of the reporting year, then check the certification box to the right and skip to Block 5. <input checked="" type="checkbox"/>
113	Consumer slamming complaints unresolved as of June 30, 2002
114	Consumer slamming complaints received from July 1, 2002 through December 31, 2002
115	Consumer slamming complaints resolved during the period July 1, 2002 through December 31, 2002
116	Of the number reported on Line 115, the number that were investigated
117	Of the number reported on Line 115, the number that proved to be valid complaints
118	Of the number reported on Line 115, the number the reporting entity directly resolved with consumers
119	Consumer slamming complaints unresolved as of December 31, 2002. [Line 113 + Line 114 - Line 115]

Block 4: Complaints That You Received Alleging That Another Carrier Slammed a Consumer			
To be completed by carriers that provide wireline and fixed wireless local exchange service to end-user subscribers.			
	Names of carriers alleged to have slammed one of your local exchange service subscribers	Check if affiliate	No. of slamming allegations received about carrier July 1 through December 31
120			
121			
122			
123			
124			
125			
Use additional sheets, if necessary. (Space is provided below for electronic filing.)			

Block 5: CERTIFICATION: to be Signed by an Officer of the Filer	
126 Provide additional information or explanations, as needed. Use additional sheets, if necessary.	

I certify that I am an officer of the above-named reporting entity, that I have examined the foregoing report, and, to the best of my knowledge, information, and belief, all statements of fact contained in this Form are true.

127	Signature	
128	Printed name of officer	W. Thomas Simmons
129	Position with reporting entity	Vice President Public Policy
130	Date	1/23/03
131	This filing is: <input checked="" type="checkbox"/> Original filing <input type="checkbox"/> Revised filing	

Send this form to: FCC, CGB, Reference Information Center, FCC Form 478, Room CY-A257, 445 12th St, S.W., Washington, D.C., 20 554; or by e-mail: slamming478@fcc.gov; by fax to: (202) 418-0037. For more information contact the Reference Information Center at (202) 418-0270.

WILLFUL FALSE STATEMENTS ON THIS FORM ARE PUNISHABLE BY FINE OR IMPRISONMENT UNDER TITLE 18 OF THE UNITED STATES CO DE, 18 U.S.C. §1001

2002 FCC Form 478-Aug Telecommunications Slamming Complaint Reporting Form

Approval by OMB
3060-0787

>>> Please read instructions before completing.<<< Due August 15, 2002

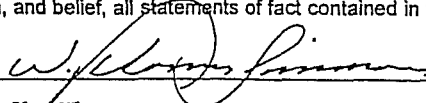
Block 1: Filer Identification Information		101	Filer 499 ID
102 Legal name of reporting entity	Midcontinent Communications		
103 Complete mailing address of reporting entity's corporate headquarters	3600 Minnesota Drive, Suite 700 Edina, MN 55435		
104 Name(s) reporting entity uses to provide telecommunications service (Use additional sheets, if necessary.)	Midcontinent Communications		
105 Complete mailing address of the entity that provides telecommunications service using the dba(s) in Line 104, if different from the address shown in Line 103	5001 W 41st Street Sioux Falls, SD 57106		
106 Number of end-user subscribers of the reporting carrier as of June 30, 2002			
107 If this report does not cover January 1, 2002 through June 30, 2002, indicate the period covered			

Block 2: Contact Information	
108 Person who completed this form	Nancy Vogel
109 Telephone number of this person	605-357-5485 Extension
110 Fax number of this person	605-339-4419
111 E-mail address of this person	nancy.vogel@mmi.net

Block 3: Complaints That You Received or Resolved Alleging That You Slammed a Consumer	
To be completed by all telephone exchange and toll service providers. (See instructions.)	
112 If you have no unresolved complaints from prior reporting periods and you received no slamming complaints between January 1 and June 30 of the reporting year, then check the certification box to the right and skip to Block 5.	<input type="checkbox"/>
113 Consumer slamming complaints unresolved as of December 31, 2001	0
114 Consumer slamming complaints received from January 1, 2002 through June 30, 2002	3
115 Consumer slamming complaints resolved during the period January 1, 2002 through June 30, 2002	3
116 Of the number reported on Line 115, the number that were investigated	3
117 Of the number reported on Line 115, the number that proved to be valid complaints	2
118 Of the number reported on Line 115, the number the reporting entity directly resolved with consumers	3
119 Consumer slamming complaints unresolved as of June 30, 2002. [Line 113 + Line 114 - Line 115]	0

Block 4: Complaints That You Received Alleging That Another Carrier Slammed a Consumer		
To be completed by carriers that provide wireline and fixed wireless local exchange service to end-user subscribers.		
Names of carriers alleged to have slammed one of your local exchange service subscribers	Check if affiliate	No. of slamming allegations received about carrier January 1 through June 30
120		
121		
122		
123		
124		
125		

Use additional sheets, if necessary. (Space is provided below for electronic filing.)

Block 5: CERTIFICATION: to be Signed by an Officer of the Filer	
126 Provide additional information or explanations, as needed. Use additional sheets, if necessary.	
I certify that I am an officer of the above-named reporting entity, that I have examined the foregoing report, and, to the best of my knowledge, information, and belief, all statements of fact contained in this Form are true.	
127 Signature	
128 Printed name of officer	W. Thomas Simmons
129 Position with reporting entity	Vice President
130 Date	7/22/02
131 This filing is:	<input checked="" type="checkbox"/> Original filing <input type="checkbox"/> Revised filing

Send this form to: FCC, CGB, Reference Information Center, FCC Form 478, Room CY-A257, 445 12th St., S.W., Washington, D.C., 20554; or by e-mail: slamming478@fcc.gov; by fax to: (202) 418-0037. For more information contact the Reference Information Center at (202) 418-0270.

WILLFUL FALSE STATEMENTS ON THIS FORM ARE PUNISHABLE BY FINE OR IMPRISONMENT UNDER TITLE 18 OF THE UNITED STATES CODE, 18 U.S.C. §1001

2002 FCC Form 478-Feb Telecommunications Slamming Complaint Reporting Form

Approval by OMB
3060-0787

>>> Please read instructions before completing.<<< Due February 15, 2002

Block 1: Filer Identification Information		101	Filer 499 ID	802284
102	Legal name of reporting entity	Midcontinent Communications		
103	Complete mailing address of reporting entity's corporate headquarters	7900 Xeres Ave S Ste 1100 Minneapolis, MN 55431		
104	Name(s) reporting entity uses to provide telecommunications service (Use additional sheets, if necessary.)	Midcontinent Communications		
105	Complete mailing address of the entity that provides telecommunications service using the dba(s) in Line 104, if different from the address shown in Line 103	5001 W 41st St Sioux Falls, SD 57106		
106	Number of end-user subscribers of the reporting carrier as of December 31, 2001	10,670		
107	If this report does not cover July 2001 through December 2001, indicate the period covered.			

Block 2: Contact Information	
108	Person who completed this form Nancy Vogel
109	Telephone number of this person 605-357-5485 Extension
110	Fax number of this person 605-339-4419
111	E-mail address of this person nancy_vogel@mi.net

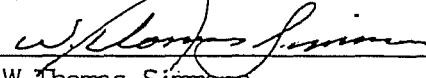
Block 3: Complaints That You Received or Resolved Alleging That You Slammed a Consumer	
To be completed by all telephone exchange and toll service providers. (See instructions.)	
112	If you have no unresolved complaints from prior reporting periods and you received no slamming complaints between July 1 and December 31 of the reporting year, then check the certification box to the right and skip to Block 5. <input type="checkbox"/>
113	Consumer slamming complaints unresolved as of June 30, 2001 0
114	Consumer slamming complaints received from July 1, 2001 through December 31, 2001 5
115	Consumer slamming complaints resolved during the period July 1, 2001 through December 31, 2001 3
116	Of the number reported on Line 115, the number that were investigated 5
117	Of the number reported on Line 115, the number that proved to be valid complaints 1
118	Of the number reported on Line 115, the number the reporting entity directly resolved with consumers 3
119	Consumer slamming complaints unresolved as of December 31, 2001. (Line 113 + Line 114 - Line 115) 2

Block 4: Complaints That You Received Alleging That Another Carrier Slammed a Consumer		
To be completed by carriers that provide wireline and fixed wireless local exchange service to end-user subscribers.		
Names of carriers alleged to have slammed one of your local exchange service subscribers	Check if affiliate	No. of slamming allegations received about carrier July 1 through December 31
120 AT&T		1
121 MCI		1
122		
123		
124		
125		

Use additional sheets, if necessary. (Space is provided below for electronic filing.)

Block 5: CERTIFICATION: to be Signed by an Officer of the Filer	
126 Provide additional information or explanations, as needed. Use additional sheets, if necessary.	

I certify that I am an officer of the above-named reporting entity, that I have examined the foregoing report, and, to the best of my knowledge, information, and belief, all statements of fact contained in this Form are true.

127	Signature	
128	Printed name of officer	W Thomas Simmons
129	Position with reporting entity	Vice President
130	Date	1-30-02
131	This filing is: <input checked="" type="checkbox"/> Original filing <input type="checkbox"/> Revised filing	

Send this form to: FCC, CIB, Consumer Information Network Division, FCC Form 478, Room 5-A729, 445 12th St., S.W., Washington, D.C., 20554; or by e-mail: slamming478@fcc.gov; by fax to: (202) 418-0710. For more information contact the FCC at 1-888-CALLFCC.

WILLFUL FALSE STATEMENTS ON THIS FORM ARE PUNISHABLE BY FINE OR IMPRISONMENT UNDER TITLE 18 OF THE UNITED STATES CODE, 18 U.S.C. §1001

2001 FCC Form 478-Aug Telecommunications Slamming Complaint Reporting Form

Approval by OMB

>>> Please read instructions before completing.<<<

Due August 15, 2001

3060-0787

Block 1: Filer Identification Information		101	Filer 499 ID	802284
102	Legal name of reporting entity	Midcontinent Communications		
103	Complete mailing address of reporting entity's corporate headquarters!	7900 Xerxes Avenue Minneapolis, MN 55431		
104	Name(s) reporting entity uses to provide telecommunications service (Use additional sheets, if necessary.)	Midcontinent Communications		
105	Complete mailing address of the entity that provides telecommunications service using the dba(s) in Line 104, if different from the address shown in Line 103			
106	Number of end-user subscribers of the reporting carrier as of June 30, 2001	7,272		
107	If this report does not cover January 2001 through June 2001, indicate the period covered.			

Block 2: Contact Information

108	Person who completed this form	Nancy Vogel		
109	Telephone number of this person	605-357-5485	Extension	
110	Fax number of this person	605-339-4419		
111	E-mail address of this person	nancy.vogel@mi.net		

Block 3: Complaints That You Received or Resolved Alleging That You Slammed a Consumer

To be completed by all telephone exchange and toll service providers. (See instructions.)

112	If you received no slamming complaints between January 1 and June 30 of the reporting year, then check the certification box to the right and skip to Block 5.		<input type="checkbox"/>
113	Consumer slamming complaints unresolved as of December 31, 2000 (Optional for August 15, 2001 filing)	0	
114	Consumer slamming complaints received from January 1, 2001 through June 30, 2001	1	
115	Consumer slamming complaints resolved during the period January 1, 2001 through June 30, 2001	1	
116	Of the number reported on Line 115, the number that were investigated	1	
117	Of the number reported on Line 115, the number that proved to be valid slams	0	
118	Of the number reported on Line 115, the number the reporting entity directly resolved with consumers	1	
119	Consumer slamming complaints unresolved as of June 30, 2001. [Line 113 + Line 114 - Line 115]	0	

Block 4: Complaints That You Received Alleging That Another Carrier Slammed a Consumer

To be completed by carriers that provide wireline and fixed wireless local exchange service to end-user subscribers.

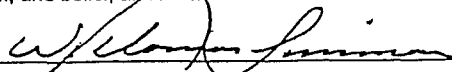
	Names of carriers alleged to have slammed one of your local exchange service subscribers	Check if affiliate	No. of slamming allegations received about carrier January 1 through June 30
120	MCI		1
121			
122			
123			
124			
125			

Use additional sheets, if necessary. (Space is provided below for electronic filing.)

Block 5: CERTIFICATION: to be Signed by an Officer of the Filer

126 Provide additional information or explanations, as needed. Use additional sheets, if necessary.

I certify that I am an officer of the above-named reporting entity, that I have examined the foregoing report, and, to the best of my knowledge, information, and belief, all statements of fact contained in this Form are true.

127	Signature	
128	Printed name of officer	W. Thomas Simmons
129	Position with reporting entity	Vice President
130	Date	8-10-01
131	This filing is: <input checked="" type="checkbox"/> Original filing <input type="checkbox"/> Revised filing	

Send this form to: FCC, CIB, Consumer Information Network Division, FCC Form 478, Room 5-A729, 445 12th St., S.W., Washington D.C. 20554

For additional information regarding this worksheet, contact the CIB Consumer Information Network Division at (202) 418-2516 or via e-mail: slamming478@fcc.gov

South Dakota Public Utilities Commission
WEEKLY FILINGS
For the Period of April 15, 2004 through April 21, 2004

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 report. Phone: 605-773-3201

RULEMAKING

RM04-001 **In the Matter of the Petition of Midcontinent Communications to Amend ARSD
20:10:33:19.**

On April 15, 2004, Midcontinent Communications (Midcontinent) filed a Petition For Rulemaking to amend ARSD 20:10:33:19. Midcontinent states that advances in technology and consumer preference have made the rule impractical. Midcontinent has filed proposed amendments to the rule.

Staff Analyst: Harlan Best
Staff Attorney: Karen E. Cremer
Date Filed: 04/15/04

TELECOMMUNICATIONS

TC04-078 **In the Matter of the Filing for Approval of an Amendment to an Interconnection
Agreement between Qwest Corporation and MCImetro Access Transmission
Services, LLC.**

On April 15, 2004, the Commission received a filing for approval of a Qwest DSL (with discount) provided with UNE-P Amendment to the Interconnection Agreement between Qwest Corporation and MCImetro Access Transmission Services, LLC. According to the parties, the Amendment adds terms, conditions and rates for Qwest DSL (with discount) provided with UNE-P. Any party wishing to comment on the Amendment may do so by filing written comments with the Commission and the parties to the Amendment no later than May 5, 2004. Parties to the Amendment may file written responses to the comments no later than twenty days after the service of the initial comments.

Staff Attorney: Rolayne Ailts Wiest
Date Filed: 04/15/04
Initial Comments Due: 05/05/04

TC04-079 **In the Matter of the Application of RC Communications, Inc. for a Certificate of
Authority to Provide Local Exchange Services in the Territory of Qwest Corporation.**

On April 15, 2004, RC Communications, Inc. filed for Commission approval to provide competitive local exchange services in Corona, South Dakota. RC Communications, Inc. is a facilities-based provider currently providing service in Wilmot, Summit, Peever and Veblen. The customers in Corona will be connected with a fiber from the Wilmot switch. Copper and fiber backbone will be constructed in the town of Corona to serve individual customers.

Staff Analyst: Michele Farris
Staff Attorney: Karen Cremer

Date Filed: 04/15/04

Intervention Deadline: 05/07/04

TC04-080 In the Matter of the Filing for Approval of an Agreement for Terms and Conditions for Interconnection, Unbundled Network Elements, Ancillary Services and Resale of Telecommunications Services between Qwest Corporation and AT&T Communications of the Midwest, Inc.

On April 16, 2004, the Commission received a filing for approval of an Agreement for Terms and Conditions for Interconnection, Unbundled Network Elements, Ancillary Services, and Resale of Telecommunication Services Between Qwest Corporation (Qwest) and AT&T Communications of the Midwest, Inc. (AT&T). According to the parties, the "Agreement is a negotiated agreement which sets forth the terms, conditions and prices under which Qwest will provide services for resale to AT&T for the provision of local exchange services." Any party wishing to comment on the Agreement may do so by filing written comments with the Commission and the parties to the Agreement no later than May 6, 2004. Parties to the Agreement may file written responses to the comments no later than twenty days after the service of the initial comments.

Staff Attorney: Rolayne Ailts Wiest

Date Filed: 04/16/04

Initial Comments Due: 05/06/04

TC04-081 In the Matter of the Application of Midcontinent Communications for Approval to Expand its Certificate of Authority to Provide Local Exchange Service in the Waubay Exchange of the Service Territory of Interstate Telecommunications Cooperative, Inc.

On April 20, 2004, Midcontinent Communications filed an application to amend its certificate of authority to provide local exchange service and long distance services in the Waubay exchange of Interstate Telecommunications Cooperative, Inc. (ITC), a rural telecommunications carrier. In the Waubay exchange Midcontinent Communications will use a combination of ITC resold services and the hybrid fiber coax of its cable plant to provide primary transport for residential telephone service. Midcontinent Communications will also provide intrastate and interstate interexchange services for commercial and residential customers. Midcontinent Communications has requested interconnection pursuant to 47 U.S.C. Section 251(f)(1)(A) with ITC, requests confidential treatment of its financial information, and requests a waiver from providing service to the entire ITC service area to provide local exchange service in the Waubay exchange of ITC.

Staff Analyst: Harlan Best

Staff Attorney: Karen E. Cremer

Date Docketed: 04/20/04

Intervention Deadline: 05/07/04

TC04-082 In the Matter of the Filing for Approval of a Business Escalation Agreement between Qwest Corporation and MCI WorldCom Network Services, Inc. and its Affiliates.

On April 21, 2004, the Commission received a filing for approval of a Business Escalation Agreement between MCI WORLDCOM Network Services, Inc. and its affiliates and Qwest Corporation. According to the parties, the Agreement "is made to agree to attend and participate in executive meetings as necessary, the purpose of which will be to address and discuss issues, open items or disputes and future business needs." Any party wishing to comment on the Agreement may do so by filing written comments with the Commission and the parties to the Agreement no later than April 29, 2004. Parties to the Agreement may file written responses to the comments no later than twenty days after the service of the initial comments.

Staff Attorney: Rolayne Ailts Wiest

Date Filed: 04/21/04

Initial Comments Due: 05/11/04

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

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

IN THE MATTER OF THE APPLICATION OF)	ORDER GRANTING
MIDCONTINENT COMMUNICATIONS FOR)	PETITION TO AMEND
APPROVAL TO EXPAND ITS CERTIFICATE OF)	CERTIFICATE OF
AUTHORITY TO PROVIDE LOCAL EXCHANGE)	AUTHORITY AND ORDER
SERVICE IN THE WAUBAY EXCHANGE OF)	GRANTING WAIVER
THE SERVICE TERRITORY OF INTERSTATE)	
TELECOMMUNICATIONS COOPERATIVE, INC.)	TC04-081

On April 20, 2004, the Public Utilities Commission (Commission) received an Application for an Amended Certificate of Authority from Midcontinent Communications (Midcontinent) for approval to provide local exchange service in the rural exchange area of Waubay, South Dakota. Midcontinent also requested a waiver of ARSD 20:10:32:15. Midcontinent states that the application is a competitive response to the provision of video programming in the geographical area applied for by the incumbent carrier, Interstate Telecommunications Cooperative, Inc. (ITC). Midcontinent proposes to use a combination of ITC resold services, the structure to be determined by the final interconnection agreement between the parties, and the hybrid fiber coax (HFC) network of its cable plant to provide primary transport for residential services. Midcontinent also states that 47 U.S.C. § 251(f)(1)(C) is applicable to the application and as such, the exemption provided by 47 U.S.C. § 251(f)(1)(A) does not apply to ITC.

On April 22, 2004, the Commission electronically transmitted notice of the filing and the intervention deadline of May 7, 2004, to interested individuals and entities. No petitions to intervene or comments were filed and at its regularly scheduled June 8, 2004, meeting, the Commission considered Midcontinent's request for an amended certificate of authority.

The Commission finds that it has jurisdiction over this matter pursuant to SDCL Chapter 49-31, specifically 49-31-3 and 49-31-69 and ARSD 20:10:32:03. The Commission finds that Midcontinent has met the legal requirements established for the granting of an amended certificate of authority. Midcontinent 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. Further, the Commission finds that there is good cause to waive ARSD 20:10:32:15. Further, the Commission finds that pursuant to SDCL 49-31-69, an Amended Certificate of Authority shall be granted, effective June 19, 2004, as it is in the public interest. As the Commission's final decision in this matter, it is therefore

ORDERED, that the request for an Amended Certificate of Authority shall be granted, effective June 19, 2004, to authorize Midcontinent to provide competitive local exchange service within the city of Waubay; and it is

FURTHER ORDERED, that ARSD 20:10:32:15 shall be waived.

Dated at Pierre, South Dakota, this 11th day of June, 2004.

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: *Alvino Kalbo*

Date: *6/14/04*

(OFFICIAL SEAL)

BY ORDER OF THE COMMISSION:

Robert K. Sahr

ROBERT K. SAHR, Chairman

Gary Hanson

GARY HANSON, Commissioner

James A. Burg

JAMES A. BURG, Commissioner