

LAW OFFICES
MAY, ADAM, GERDES & THOMPSON LLP
 503 SOUTH PIERRE STREET
 P.O. BOX 160
 PIERRE, SOUTH DAKOTA 57501-0160

DAVID A. GERDES
 CHARLES M. THOMPSON
 ROBERT B. ANDERSON
 BRENT A. WILBUR
 TIMOTHY M. ENGEL
 MICHAEL F. SHAW
 NEIL FULTON
 BRETT KOENECKE
 CHRISTINA L. FISCHER

SINCE 1881
 www.magt.com

OF COUNSEL
 WARREN W. MAY
 THOMAS C. ADAM
 GLENN W. MARTENS 1881-1963
 KARL GOLDSMITH 1885-1966
 TELEPHONE
 605 224-8803
 TELECOPIER
 605 224-6289

August 25, 2005

e-mail
 koenecke@magt.com

Pam Bonrud
 Executive Secretary
 Public Utilities Commission
 500 East Capitol Avenue
 Pierre, SD 57501

RECEIVED

AUG 26 2005

SOUTH DAKOTA PUBLIC
 UTILITIES COMMISSION

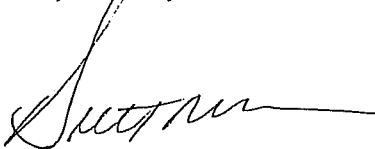
RE: Midcontinent Communications
 Docket: CT05-_____
 Our File No. 0053

Dear Pam:

Enclosed please find an original and 10 copies of the Application for Amended Certificate of Authority in the above-referenced matter. By copy of this letter service is made upon Santel Communications and Jeffery D. Larson. If you have any questions, please to not hesitate to call me.

Very truly yours,

MAY, ADAM, GERDES & THOMPSON LLP



BRETT M. KOENECKE

BMK:skk

Enclosures

cc: Santel Communications
 Jeffery D. Larson
 Mary Lohnes

RECEIVED

AUG 26 2005

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 TO) MIDCONTINENT'S REQUEST
TO PROVIDE LOCAL EXCHANGE SERVICE) FOR CONFIDENTIAL
IN A RURAL SERVICE AREA) 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, 2004, and 2003, 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: Brett M. Koenecke, May, Adam, Gerdes & Thompson, P.O. Box 160, Pierre, South Dakota, 57501-0160, attorneys for Midcontinent.

D. The grounds upon which confidentiality is requested are that the material constitutes confidential and proprietary information owned by Midcontinent, the release of which would be detrimental to Midcontinent and cause irreparable injury. The

release of any such information would create a competitive disadvantage for Midcontinent with its competitors. Further, the information is susceptible to no beneficial or legitimate business purpose to anyone other than the parties to the documents.

E. The factual basis that qualifies the information for confidentiality is that the information was requested as part of the application process in this docket. The information serves no useful purpose except as it may relate to the issues between the parties in this docket. Any outside use of this information will be in violation of Midcontinent's confidential rights.

WHEREFORE Midcontinent prays that the Commission keep the accompanying information confidential under its rules, and that any person or party viewing such information may do so only under a confidentiality agreement approved by Midcontinent or its authorized representative.

Dated this 25 day of August, 2005.

MAY, ADAM, GERDES & THOMPSON LLP

BY: 

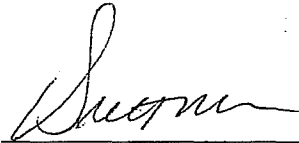
BRETT M. KOENECKE
Attorneys for Midcontinent
503 South Pierre Street
P.O. Box 160
Pierre, South Dakota 57501-0160
Telephone: (605)224-8803
Telefax: (605)224-6289

CERTIFICATE OF SERVICE

Brett M. Koenecke of May, Adam, Gerdes & Thompson LLP hereby certifies that on the 25 day of August, 2005, 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:

Santel Communications
P.O. Box 67
308 S. Dumont Ave.
Woonsocket, SD 57385-0067

Jeffery D. Larson
Larson and Nipe
P.O. Box 277
Woonsocket, SD 57385-0277



Brett M. Koenecke

RECEIVED

AUG 26 2005

BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF SOUTH DAKOTA

SOUTH DAKOTA PUBLIC UTILITIES COMMISSION

IN THE MATTER OF THE APPLICATION) CT05-_____
OF MIDCONTINENT COMMUNICATIONS TO)
TO PROVIDE LOCAL EXCHANGE SERVICE)
IN A RURAL SERVICE AREA)

**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

Attorneys for the Applicant:

Brett M. Koenecke
May, Adam, Gerdes & Thompson, LLP
P.O. Box 160
Pierre, SD 57501-0160
Telephone: (605) 224-8803
Fax: (605) 224-6289
E-mail: koenecke@magt.com

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

IN THE MATTER OF THE APPLICATION) CT05-_____
OF MIDCONTINENT COMMUNICATIONS)
TO PROVIDE LOCAL EXCHANGE SERVICE) APPLICATION FOR AMENDED
IN A RURAL SERVICE AREA) CERTIFICATE OF AUTHORITY

I. INTRODUCTION

Midcontinent Communications files this petition to amend its certificate of authority to provide local exchange service in the rural exchange area of Wolsey, 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 by the incumbent carrier, Santel Communications, Inc. ("Santel"), 308 S. Dumont Ave. Woonsocket, South Dakota, 57385. 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 SANTEL.

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: midcocomm.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
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 ITC exchanges of Webster and Waubay. In the Wolsey exchange, Midcontinent will use SANTEL resold services 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 Wolsey.

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

Midcontinent has been a provider of cable TV services in Wolsey since 1984. Midcontinent's cable facilities have been upgraded to 750 megahertz, which provides the capacity for both high speed Internet service and telephony. Midcontinent has been providing resold services in Qwest exchanges since February, 1998.

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 20:10:32:18.

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 SANTEL requires a waiver, Midcontinent requests such a waiver under ARSD 20:10:32:18. At the present time, Midcontinent applies only to provide local exchange services in the Wolsey 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 various SD exchanges. The intent is to provision services in Wolsey through resold services provided by Santel.

- (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 Wolsey 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 Wolsey, details will depend upon interconnection with the incumbent carrier.

- (6) **Access to operator services**

Midcontinent Communications provides operator services to all customers through National Directory Assistance (NDA). 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 National Directory Assistance (NDA) 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 the Wolsey 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 Chairman

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, Director of Revenue Assurance

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 SANTEL Local Exchange Services	Facilities Based Services using SANTEL Unbundled Local Loops Not applicable at this time	Facilities Based Services using Midcontinent HFC Network Not applicable at this time
911	Provided as a bundled service		

	of SANTEL		
Enhanced 911	Provided as a bundled service of SANTEL		
Operator Services	Provided as a contracted service of NDA		
Interexchange Services	In state long distance provided by interconnection with SANTEL and SDN (independent telephone company transport). Interstate long distance service provided by interconnection with MCI Worldcom. Interconnection with other IXC providers provided by SANTEL.		
Directory Assistance	Provided as a contracted service of NDA		
Telecommunications Relay Services	Provided by as part of the bundled service of SANTEL.		

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 Wolsey exchange) Midcontinent intends to provide local exchange service through a resale agreement with SANTEL.

A formal request for resale services satisfying 47 U.S.C. § 251(f) (1) (A) has been transmitted to SANTEL 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 2005 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 Wolsey exchange of the SANTEL service area. 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: midcocomm.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 \$5.00, 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)):

None

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 25th day of August, 2005

MIDCONTINENT COMMUNICATIONS

By: 

Brett M. Koenecke
MAY, ADAM, GERDES & THOMPSON LLP
Attorneys for Midcontinent
503 South Pierre Street
P.O. Box 160
Pierre, South Dakota 57501-0160
Telephone: (605)224-8803
Telefax: (605)224-6289

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

Midcontinent Communications
5001 West 41st Street
Sioux Falls, SD 57106

CERTIFICATE OF SERVICE

Brett M. Koenecke of May, Adam, Gerdes & Thompson LLP hereby certifies that on the 25th day of August, 2005, 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 his last known address, to-wit:

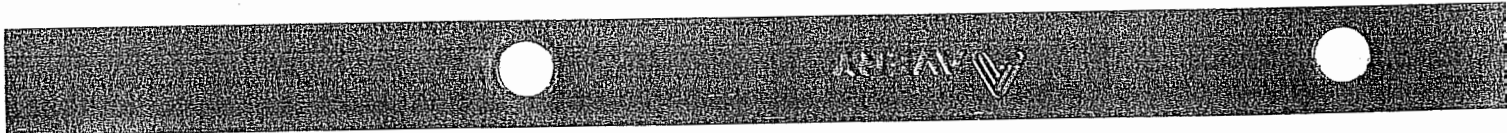
Jeffrey D. Larson
Larson and Nipe
Box 277
Woonsocket, SD 57385

Santel Communications
308 S. Dumont Avenue
P.O. Box 67
Woonsocket, SD 57385-0067

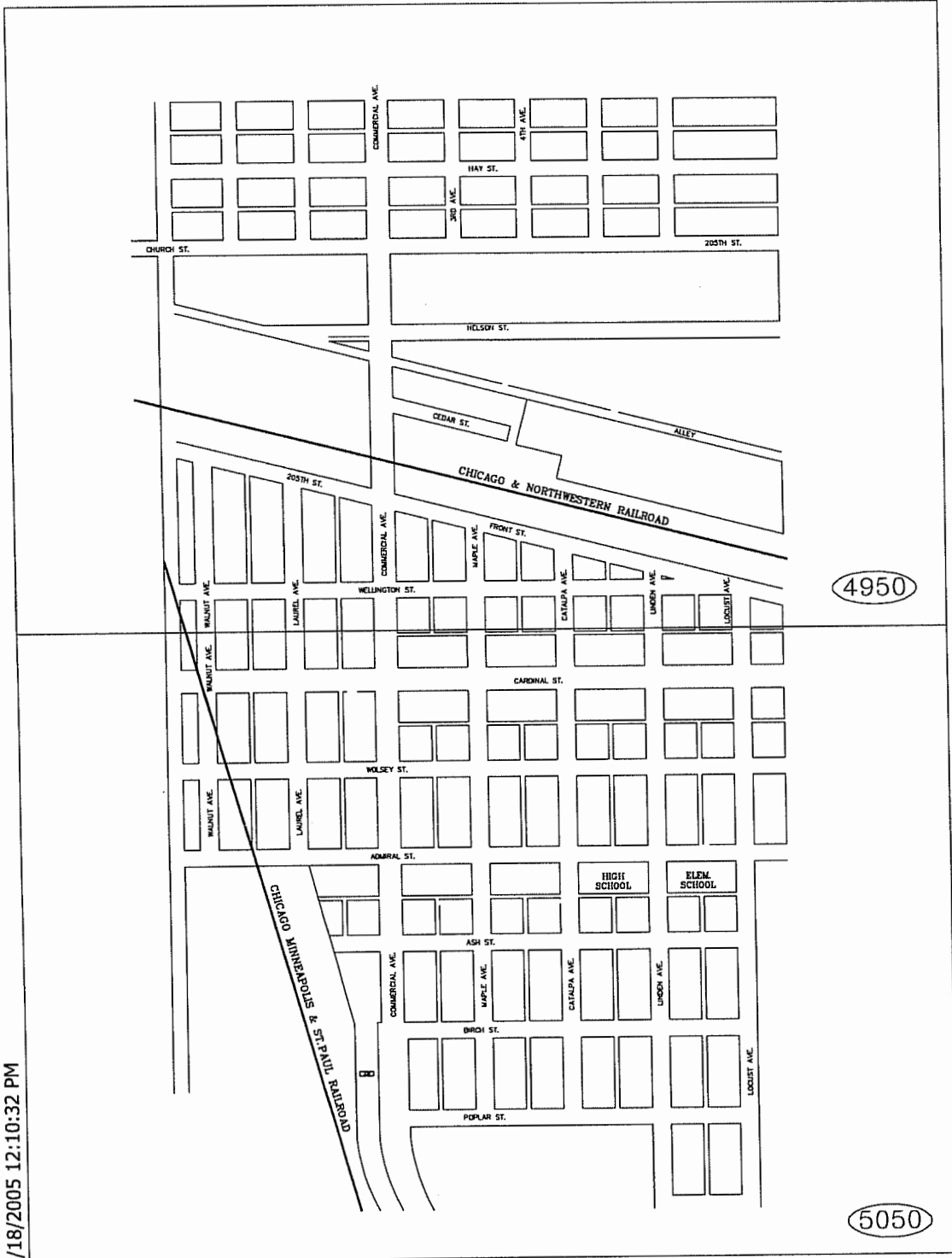
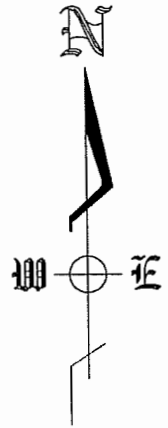


Brett M. Koenecke

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WOLSEY



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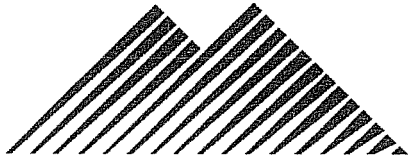
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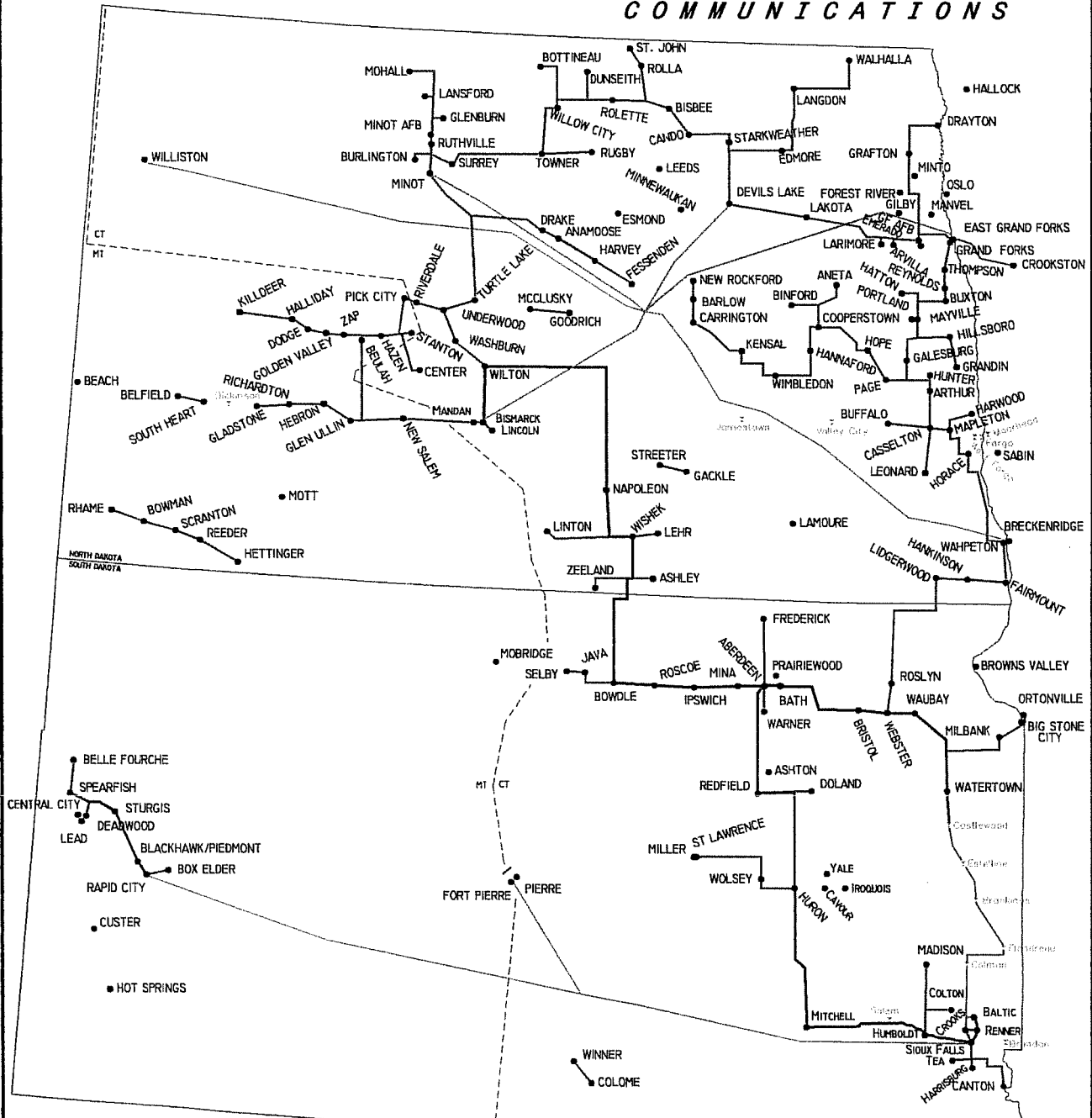


ALFA ROMEO





Midcontinent COMMUNICATIONS



LEGEND

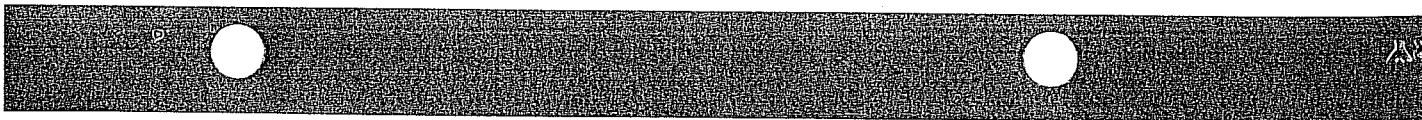
- MIDCO FIBER: VIDEO
- - - MIDCO FIBER: VIDEO, VOICE, DATA
- LEASED FIBER: VIDEO, VOICE, DATA
- - - LEASED NETWORK: VOICE, DATA

--- OTHER MAJOR TOWNS

MIDCO-PONDEROSA.DWG 1/1/05

BROADBAND DISTRIBUTION NETWORK

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**Financial Statements and Report of
Independent Certified Public Accountants**

Midcontinent Communications

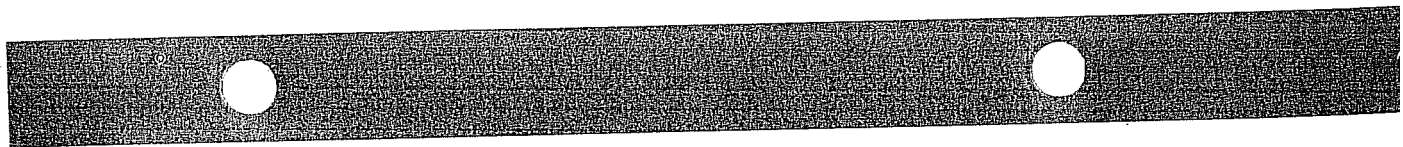
August 31, 2004 and 2003

T 05-161

CONFIDENTIAL

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D



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

IN THE MATTER OF THE APPLICATION)	CT05-_____
OF MIDCONTINENT COMMUNICATIONS TO)	
PROVIDE LOCAL EXCHANGE SERVICE)	NOTICE OF APPLICATION
IN A RURAL SERVICE AREA)	TO PROVIDE LOCAL EXCHANGE
)	SERVICE AND REQUEST
)	FOR INTERCONNECTION

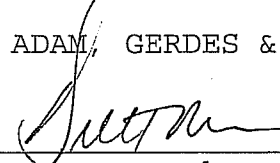
TO: SANTEL COMMUNICATIONS ("Santel"), 308 S. Dumont Avenue,
P.O. Box 67, Woonsocket, South Dakota, 57385-0067

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 Wolsey exchange. Midcontinent's application proposes to use Santel resold services, the structure to be determined by the final interconnection agreement between the parties. Midcontinent requests that representatives of Santel 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 25 day of August, 2005.

MAY, ADAM, GERDES & THOMPSON LLP

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

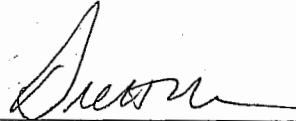
CERTIFICATE OF SERVICE

EXHIBIT D

Brett M. Koenecke of May, Adam, Gerdes & Thompson LLP hereby certifies that on the 25 day of August, 2005, 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:

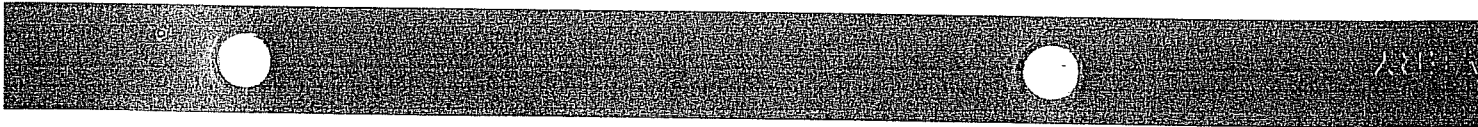
Santel Communications
P.O. Box 67
308 S. Dumont Ave.
Woonsocket, SD 57385-0067

Jeffrey D. Larson
Larson and Nipe
P.O. Box 277
Woonsocket, SD 57385-0277



Brett M. Koenecke

E



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

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

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
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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
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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

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~~ N
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

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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 ~~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.~~

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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.

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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.

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 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.

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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

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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:

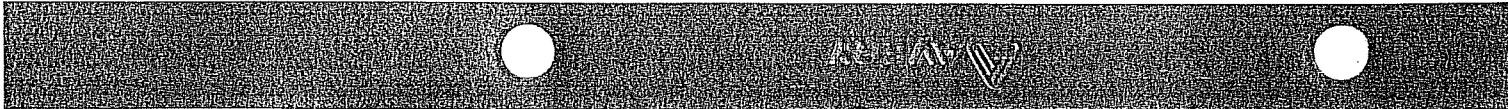
Midcontinent Communications
~~5001 W 41st Street~~
Sioux Falls, SD 57106
Telephone: (605) 334-1200
(800) 888-1300

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

F



Quick Reference Guide

Feature Quick Reference:

- Call Forwarding Universal *72
- Call Waiting Cancel (single call only) *70
- Continuous Redial *66
- Continuous Redial Cancel *86
- Distinctive Ringing On *61
- Distinctive Ringing Cancel
- Sioux Falls Area *61
- Aberdeen Area *81
- Last Call Return *69

Anonymous Phone Rejection:

1. Turn on: Press *77
2. Turn off: Press *78

Caller ID Blocking:

1. Turn on: Press *67 before placing call
2. Turn off: Press *82 before placing call

Voicemail Quick Reference:

To access your voicemail from your home phone dial the access number for your area (see page 15 then record here)

Enter your password when prompted and press #

Access from another phone: dial your phone number, press * while your greeting is playing, enter your password then #

Retrieving Messages:

Access the voicemail system
 Press **1** to for **new messages**
 Press **2** to for **saved messages**
 Press * to **return to main menu**

While listening you can:

Press **1** to **play** message
 Press **2** to **save** message/go next
 Press **3** to **delete** message/go next
 Press **4** to **save** message as new
 Press **7** to **back up 3 seconds**
 Press **8** to **pause/continue** message
 Press **9** to **go forward 3 seconds**
 Press * to return to the **main menu**

Mailbox setup:

Press **1** for **greetings options**
 Press **2** to **change password**
 Press **4** to enable/disable **auto login**
 Press * to return to the **main menu**

Voicemail Password:



1-800-888-1300

www.midcocomm.com

MT4 P2/0110

MIDCONTINENT

Telephone User's Guide



connecting you to the future

EXHIBIT F



Rights & Responsibilities

Local Phone Service

If you switch your local telephone service to Midcontinent Communications and choose to keep your existing telephone number(s), Midcontinent Communications will contact your current local service provider to transfer your existing numbers and terminate your existing service.

If you switch your local telephone service to Midcontinent Communications and choose a new Midcontinent Communications telephone number, you must notify your current carrier of the change after your new telephone number has been installed.

Long Distance Phone Service

If you are changing to Midcontinent Communications long distance service, you must notify your current carrier that you want to terminate your long distance service with them. Some carriers will require written authorization.

If you choose to keep your current long distance carrier, you must notify them that Midcontinent Communications is now your local telephone service provider.

Midcontinent Communications realizes you have the right to choose your carriers of choice for local and long distance services. If you would like to change your long distance carrier, please contact your carrier of choice.



Consumer Tips

- Be aware that charges are always incurred when you listen to or participate in a program offered over a 900 number, even if you are calling to claim a "free" prize. Listen to the introductory message and hang up promptly if you decide you are not interested in the program or do not wish to pay the charges given.
- Be aware that information services are rarely completely free if they are provided over toll-free numbers. If it sounds too good to be true, it probably is.
- Be careful in making all long distance calls, accepting collect calls, or accepting unsolicited offers from information providers.
- Be aware that not all advertisements for information services disclose the charges you will be assessed.
- Caution children or other individuals who make phone calls from your telephone line about the charges associated with calls to information services.

Telephone Fraud Is A Serious Problem

Today, telemarketing fraud is a multi-billion dollar business in this country. Every year, thousands of people lose anywhere from a small amount to their life savings, and it is very difficult to get your money back if you've been cheated. Please keep the following information by your phone to help you determine if a call is legitimate:

- If you have to purchase something, give out your credit card number, bank information, or send a personal check to be eligible for the "great offer," refuse it. Check with your local consumer protection agency (Better Business Bureau, etc.) prior to doing business with an unfamiliar company.
- If you are promised free gifts, prizes, or vacations if you "act right now," consider this a warning. Take your time. Legitimate companies won't pressure you into making a snap decision.
- Con artists often label phony charities with names that sound like better-known, reputable organizations. Ask the caller to send written information on their organization. Reputable charity groups are happy to do this.

The Federal Trade Commission (FTC) requires telemarketers to make certain disclosures and prohibits certain misrepresentations. It also gives you the power to stop unwanted telemarketing calls and provides state law enforcement officers the authority to prosecute fraudulent telemarketers operating across state lines.

The FTC's Telemarketing Sales Rule covers most types of telemarketing calls to consumers, including calls to pitch goods, services, "sweepstakes," prize promotions, and investment opportunities.

For more information about telephone fraud and the rules governing phone telemarketing, contact the Federal Trade Commission at 1-877-382-4357.

Feature Packages & Phone Bill Information

Custom Calling Package

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

Features Plus Package

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

Total Connection Package

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

CALLING FEATURE OPTIONS

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

For more information or to add one of these packages or features to your existing service, please call 1-800-888-1300. Some features and packages are not available in all areas.

Understanding Your Telephone Bill

Your Midcontinent Communications telephone bill includes taxes and fees mandated by law that include the following:

- **Residential Access Line Charge.** This is a charge proposed and authorized by the Federal Communications Commission (FCC), for providing access to, and maintenance of, the local network.
- **Local Number Portability Surcharge.** The FCC allows telephone companies to add this charge to all telephone lines. This fee compensates the companies for their work in creating systems in which people who change local telephone companies can take their telephone number with them.
- **Hearing Impaired Surcharge.** State government imposes this monthly charge, which helps to provide telephone services to the hearing impaired.
- **County Government 911 Surcharge.** This fee helps pay for the emergency 911 calling system.
- **State and Federal Taxes.** The amount of your State and Federal taxes varies with your location. All telephone companies assess the same percentages.
- **Federal Universal Service Fund.** The Federal Universal Service Fund (FUSF) supports telecommunication needs of consumers in low-income households, schools, libraries, and rural healthcare providers.

Depending upon your location, other taxes and fees may apply.

Midcontinent Communications bills for recurring services (line, features and options/packages) one month in advance. Your first bill will include your regular monthly charges in addition to any installation fees and partial month charges incurred since installation.

Using the Features of Your Service

Call Waiting

A quick beep signals that you have another call when you are on the phone. You can put the original caller on hold while taking the second call, or flip between the two.

How To Use:

1. When you hear the tone, press and quickly release the receiver button on your phone and greet your new caller.
2. To alternate between calls or return to your first caller, press and quickly release the receiver button on your phone.
3. To end either conversation, simply hang up.
4. If one of your callers is still on the line, your phone will ring. When you pick up the call, you will be connected to the caller.

To Turn Off Call Waiting Before a Call:

1. Push ***70** on your touch-tone phone. You will hear three short tones followed by a dial tone.
2. Place your call.
3. Call Waiting is automatically restored when you hang up.

To Turn Off Call Waiting During a Call:

1. During your conversation, press and quickly release the receiver button on your phone. (If you do this at a Call Waiting indication, you will answer the incoming call.)
2. Push ***70** on your touch-tone phone. You will hear three short tones followed by a dial tone.
3. Press and quickly release the receiver button on your phone to return to your conversation.
4. Call Waiting is automatically restored when you hang up.

Call Waiting ID

With Call Waiting ID, you hear a tone when you are on the line indicating another call is coming to you. You also get a display that shows you who is calling. You can capture the call information on your display unit even if you chose to not accept the incoming call. (Caller ID display unit must be purchased separately.)

3-Way Calling

Do you need to talk to two people at the same time? With 3-Way Calling, you will be able to add a second person to your call or put one person on hold and make a second call. You can use 3-Way Calling for both Local and Long-Distance Calls.

How To Use:

1. Place your first caller on hold by pressing and quickly releasing the receiver button on your phone.
2. You will hear a brief stutter tone. When you hear the normal dial tone, you can make your second call.
3. When the second caller answers, press and quickly release the receiver button to connect all callers.
4. If the second caller does not answer or you reach a busy signal, press and quickly release the receiver button to return to the first caller.
5. If either party disconnects, you can continue talking with the remaining party.
6. To end the call completely, simply hang up.

For more information about the features on your line, consult your monthly statement, or call 1-800-888-1300. Or visit the Midcontinent website at: www.midco.com

Call Forwarding Universal

Are you leaving the house and don't want to miss that important call? Call Forwarding Universal allows you to forward calls temporarily to another number you select.

Toll charges will apply to your bill for calls forwarded outside of your local call area.

How To Use:

1. On your touch-tone phone, press ***72**.
2. When you hear the dial tone, dial the number to which you want your calls forwarded. Wait for the person to answer.
3. If no one answers the phone, or the line is busy, hang up and repeat steps one and two. When Call Forwarding has been activated, you will hear a fast busy signal.
4. To verify your calls are being forwarded, press ***72** on your touch-tone phone. If you hear a busy signal, your Call Forwarding is working. If not, repeat steps one and two.
5. To deactivate call forwarding, press ***73** on your touch-tone phone. The stutter tone followed by dial tone indicates to you that your calls are no longer being transferred.

Anonymous Call Rejection

A service to Caller ID customers, this allows you to block all anonymous calls.

To Turn On Anonymous Call Rejection

Lift the handset and press ***77**. Two fast busy signals confirm that the service has been activated.

To Turn Off Anonymous Call Rejection

Lift the handset and press ***78**. A stutter dial tone indicates the service has been cancelled.



Last Call Return

Did they hang up before you picked up? With ***69**, you'll be able to return most of those calls.

How To Use:

1. Lift the handset and dial ***69**.
2. A recorded voice will give you the number of the call you missed and ask if you would like to return the call.
3. Press **1** to connect to that call.

Please note that not all numbers will be provided. Last Call Return does not work on 800 or 900 numbers, numbers outside the specified service area, and lines where call forwarding and some other call services have been activated.

Continuous Redial

Did you get a busy signal? Continuous Redial can let your phone redial those busy numbers while you make and receive other calls.

How To Use:

1. When you get a busy signal, hang up, pick up the receiver again, and press ***66**.
2. Your phone will continue to redial that number for up to 30 minutes.
3. A special callback ring notifies you when the call connects. Just pick up the phone, and you are connected to the person that you're trying to call.
4. To cancel, lift the receiver and press ***86**.

Speed Call 8 & 30

You can store 8 or 30 frequently called numbers by dialing just one (Speed Call 8) or two digits (Speed Call 30) instead of the entire phone number.

Programming Speed Call 8

1. Lift the handset and dial *74.
2. Listen for a stutter dial tone.
3. Choose a one-digit speed code (choose any number 1-8).
4. Dial the phone number you want assigned to that speed code (for long distance numbers include a "1" and the area code).
5. Press the # key. A fast busy signal indicates the number has been stored.

To Change Your Speed Call 8 List

1. Lift the handset and dial *74.
2. Listen for the stutter dial tone, and then enter the one-digit code you wish to change.
3. Enter the new telephone number (for long distance numbers include a "1" and the area code).
4. Press the # key. A fast busy signal indicates the number has been stored.

Using Speed Call 8

1. Lift the handset and listen for a dial tone.
2. Dial * followed by the desired one-digit speed code.

Programming Speed Call 30

1. Lift the handset and dial *75.
2. Listen for a stutter dial tone.
3. Choose a two-digit speed code (choose any number 00-29).
4. Dial the phone number you want assigned to that speed code (for long distance numbers include a "1" and the area code).
5. Press the # key. A fast busy signal indicates the number has been stored.

To Change Your Speed Call 30 List

1. Lift the handset and dial *75.
2. Listen for the stutter dial tone, and then enter the two-digit code you wish to change.
3. Enter the new telephone number (for long distance numbers include a "1" and the area code).
4. Press the # key. A fast busy signal indicates the number has been stored.

Using Speed Call 30

1. Lift the handset and listen for a dial tone.
2. Dial * followed by the desired two-digit speed code.

Distinctive Ringing

Do you want to know when priority people are calling? Distinctive Ringing will let you know when designated people are calling with a special ring. You can store up to 15 different priority numbers.

How To Use:

1. To set up or change your Distinctive Ring options, pick up your phone, dial *61, and follow the recorded instructions.
2. To cancel Distinctive Ring, pick up your phone, dial one of the codes below depending upon your location, and follow the recorded instructions.

***61** - Sioux Falls area including Canton, Harrisburg, Tea and Madison

***81** - Aberdeen area including Redfield, Waubay and Webster

Non-Published Service

Means your number is not published in the phone book, nor is it available from 411 information.

Non-Listed Service

Means your number is not published in the phone book, but is available from 411 information.

Caller ID

Find out who is calling you before you pick up the phone. To use Caller ID, your phone must have, or you may purchase separately, a display unit that stores names and numbers of recent callers.

How To Use:

1. When your Caller ID service is activated, follow the directions with your display unit.
2. "PRIVATE" or "ANONYMOUS" calls come from callers who have their names and numbers blocked.

Options To Block/Unblock Your Caller ID:

Upon initial installation of your telephone service, your name and number will not be blocked unless you have elected Non-Published Service.

Blocking Your Caller ID

You can block your name and number, so when you place an outgoing call parties using Caller ID equipment will not see this information. "Private" will be displayed instead. Dial **67** before you place a call. When you hang up, your Caller ID feature will be restored.

Unblocking Your Caller ID Block

(with Non-published Service)

You can unblock your Caller ID block feature that is provided with Non-Published Service. Dial **82** before you place a call. When you hang up, your Caller ID blocking feature will be restored.

How To Use Your Voicemail

Accessing Your Main Menu

From Your Own Phone

1. Dial one of the following access numbers, depending upon where you live:

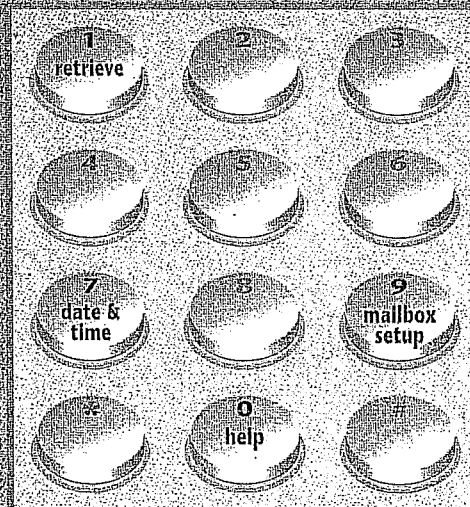
St. Louis Falls	274-0015	Aberdeen	262-0015
Canton	558-0015	Redfield	302-0015
Harrisburg	213-0015	Waubay	435-0015
Tea	213-0015	Webster	588-0015
Madison	556-0015		

- (If Auto Login is ON then you may skip steps 2 & 3)
2. Press #
3. If requested, enter your password then # (your default password is 0000)

From Another Phone

1. Dial your phone number
2. Press # while your greeting is playing
3. If requested, enter your password then # (your default password is 0000)

Main Menu Options



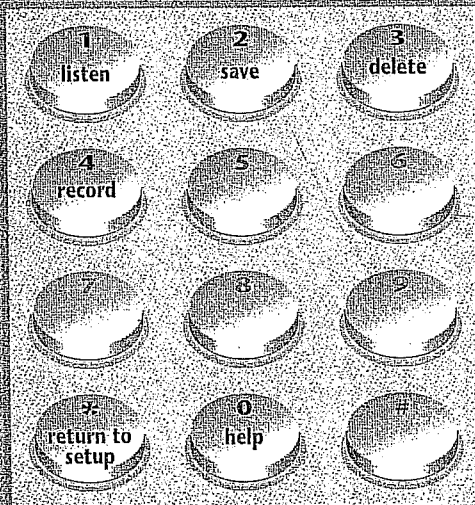
- Press 1 to retrieve messages (see page 17)
- Press 7 to hear current date and time
- Press 9 for your mailbox setup menu (see page 16)

Mailbox Setup Menu

Four Options Available in the Setup Menu

- Press 1 for greetings options (see below)
- Press 2 to change password (see below)
- Press 4 to enable/disable auto login
- Press * to return to the main menu

Greetings Options (Pressing 1 from menu)



- Press 1 to listen to your greeting
- Press 2 to save greeting (must save to activate)
- Press 3 to delete greeting
- Press 4 to record greeting
- Press * to return to the mailbox setup menu

Changing Your Password (Pressing 2 from menu)

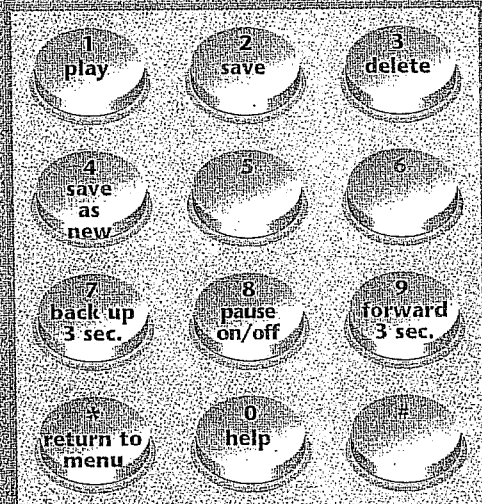
- Enter your NEW password, followed by #
- (Your password can be up to 16 digits long. Be sure to record your new password for future reference.)
- Re-enter your NEW password to verify it

Retrieving Messages

Three Options Available in the Retrieve Menu

- Press 1 to go to new messages
- Press 2 to go to saved messages
- Press * to return to the main menu

While Listening to Messages You Can:



- Press 1 to play message
- Press 2 to save message and go to next one
- Press 3 to delete message and go to next one
- Press 4 to save message as new
- Press 7 to back up 3 seconds
- Press 8 to pause/continue message
- Press 9 to go forward 3 seconds
- Press * to return to the main menu


Midcontinent
COMMUNICATIONS

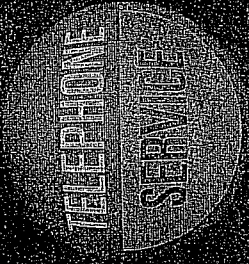
www.midcom.com





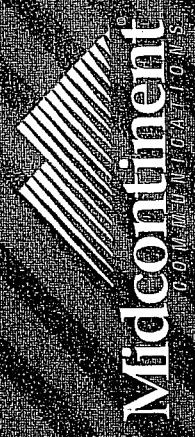
MIDCONTINENT COMMUNICATIONS
A Company You Can Trust

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
Communications Local and Long
Distance Telephone Service!

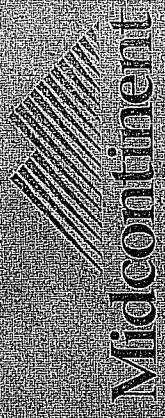
1-800-888-1300
www.midcocomm.com



connecting you to the future

LOCAL & LONG DISTANCE

Telephone Service



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 two custom calling packages, both include your basic line and your choice of special calling features. On long distance telephone service, raise 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

CUSTOM CALLING PACKAGE

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

TOTAL CONNECTION PACKAGE

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

CALLING FEATURE OPTIONS

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

Options and features subject to change.

Midcontinent telephone service also includes valuable access to 911 Emergency, 811 One-Call Digging Locates (coming soon), 711 Telecommunications Relay for hearing and speech assistance, 517, Highway Information and 411 Local Directory Assistance. Link Up America and Lifeline Assistance are available for customers who qualify for those programs.

Call our Customer Service Department at 1-800-888-1500 for more information.



Service available in Michigan and Illinois. Service not available in Alaska, Hawaii, Puerto Rico, Guam, and other territories. ©2004 Midcontinent Communications, Inc.



Midcontinent
COMMUNICATIONS

www.midcomm.com

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H



Get Hooked Handbook

DIGITAL
CABLE TV

HD CABLE
SERVICE

DVR
SERVICE

HIGH SPEED
INTERNET

TELEPHONE
SERVICE

What you should know to get the most
from your Midcontinent Services.

GET
HOOKED

Midcontinent



Things about being a Midcontinent customer is that we keep up
technology so you don't have to. That way, you can just sit back and enjoy!

IS SOMETHING ALWAYS SOMETHING EXCITING



Be Blown Away With High Definition Cable

The grass is always greener, right? With High Definition Cable, it actually is. You get more vivid colors, a wide-screen format and sharper audio. You'll be amazed at the difference. Want to learn more? Stop by your nearest Midcontinent Customer Service Center or a side-by-side comparison will reveal it all. See more on pages 5-6.



Hang On! You Can Now Surf Faster!

In case you didn't know, the faster the signal, the more you can do. How fast? Well, you can watch HD video, download files, and more. And you can do it all at once. No more waiting. You'll be amazed at the difference. See more on pages 5-6.



MIDCONTINENT TIP

Starting this summer, we'll be grouping digital channels by subject matter to make it easier to find what you want to watch. Look for channel groupings on sports, news, music, family and more!

ONLINE BILL PAY IS ON THE WAY

Watch for news about how you can save a stamp and pay your bill online. Details coming soon!

1-800-888-1300 • www.midccomm.com

Your Guide To A Changing World Of Television.

A Better Look and A Better Sound, just For You. "Digital Cable" simply means that your picture and sound are sent to you in the same language used by a computer. When video becomes digitized, you can send more information through the cable line (that means more channels). And because the signal is digitized, equipment can reproduce it better (that means a clearer picture and crisp sound).

On-Screen Program Guide Puts Everything At Your Fingertips

As a Digital Cable subscriber, you get our comprehensive on-screen interactive TV Program Guide to make it easy to find what to watch. Search by title, genre and more.

Choose from more than 200 channels, including
Multi-channel movie packages
Up to 45 channels of DTMX music
Pay-per-view movies

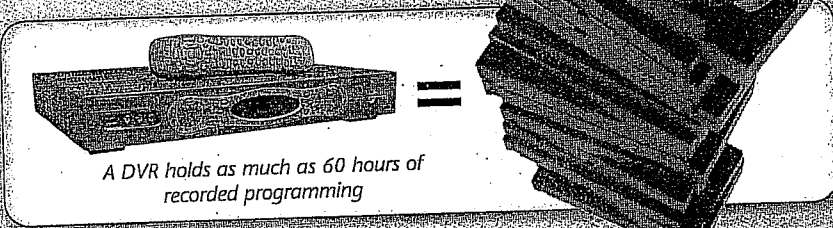


DVR Seems Like Magic, But It's Not

A digital video recorder works like a computer hard drive for your TV so you can record, rewind or pause live TV. A DVR stores much more programming than a tape and it's easier to identify what you record because it's all stored in one place. Just select what you want to record from an easy-to-use on-screen menu.

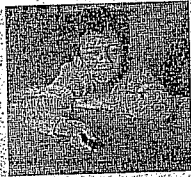
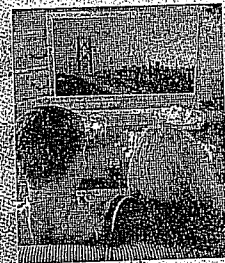
One-Step DVR Recording

Remember how you thought it would be cool to record your favorite shows with your VCR? Didn't happen, did it? To record a program on DVR, just highlight your program and hit record. No tapes. No timers to set. No hassle. It's that easy.



Coming Soon! Video On Demand

Imagine being able to order a movie any time of the day (say at 9:18 pm after the kids go to bed). No waiting for the top of the hour. It's all based on your schedule. And it's one of the exciting new services you can look forward to from Midcontinent. Watch for more information.



Parental Controls Put You In Charge

Cable brings you choices. But you don't always have time to monitor what your kids are watching. You can with Parental Controls. Every TV built after January, 2000 has a V-Chip, so you can block inappropriate programming. To make it even easier, our Interactive Program Guide lets you block programs by channel, title, rating (see chart) and more.



Programming designed to be appropriate for all children.



Programming designed for children age 7 and above.



Appropriate for all ages. Contains little or no violence, no strong language and little or no sexual dialogue or situations.



Parental guidance suggested. Contains material that may be unsuitable for younger children.



Contains some material that parents would find unsuitable for children under 14 years of age.



Specifically designed to be viewed by adults and therefore may be unsuitable for children under 17.

All services not available in all areas.

1-800-888-1300 • www.midcocomm.com

HDTV - A New Way To Watch TV.

High Definition television is big. How big? Imagine when TV went from black and white to color. High Def will change the way you watch TV in much the same way. More detail is packed into the picture because of more lines of resolution. In simple terms, that means crisp, clear viewing - almost like you were seeing it live.

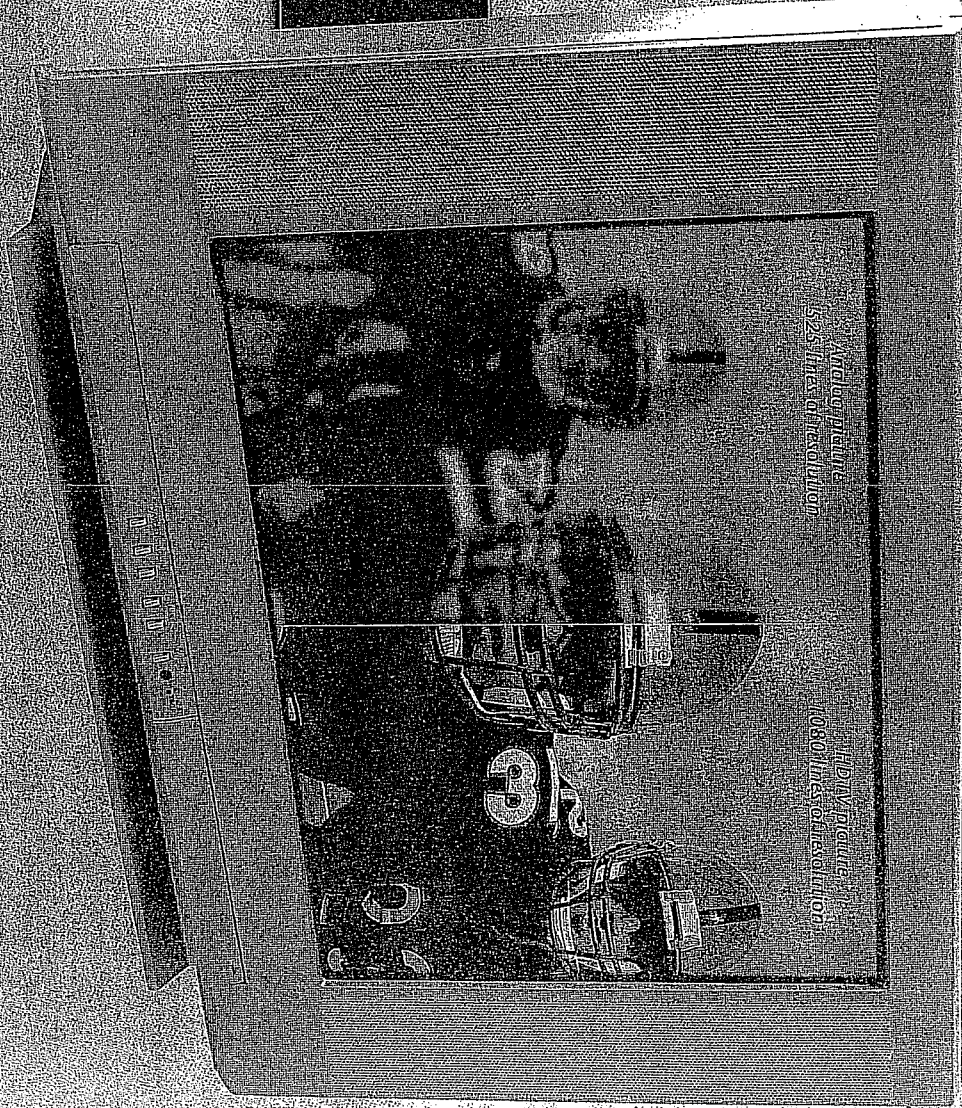
It's All In The Resolution

Most analog sets (the kind most people still have) display up to 525 lines of horizontal resolution. By comparison, High Definition sets display up to 1080 lines of resolution.

Digital? HDTV? Aren't They The Same?

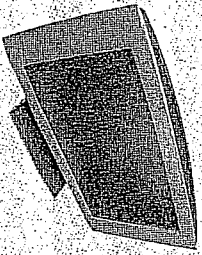
To get HD programming, you need a High Definition TV and an HD Receiver. Digital Cable delivers crystal clear pictures and sound, but not in High Definition. Digital Cable also requires a receiver. Put simply, High Definition is Digital, but Digital isn't necessarily High Definition.

High Definition TV available. Call us at 1-800-864-1000 for more information.

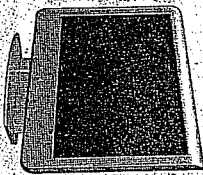


The Basics of HDTV Technology

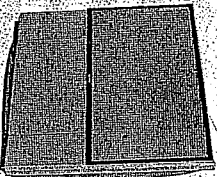
Buying an HDTV can be overwhelming. All HDTVs will give you a clearer picture, but which set is right for you? Here's a look at a few of the most popular choices.



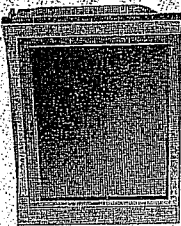
LCD: Short for liquid crystal display, these sets are thin and great for saving space. They have a crisp picture but tend to lag a little during fast-action scenes.



PLASMA: Reproduces color better than any technology and can be viewed from all angles. They don't last as long as LCD sets but they're usually a little less expensive.



DLP: Uses a digital light processing chip for the only true all-digital display. You get blacker blacks for watching low-life scenes and they're great for sports. The downside — they're big.



CRT: Looks like a traditional set (also available in a widescreen format) and is your best HDTV value. It has the best contrast and picture quality. If you don't mind not having a flat panel big screen,

What You Need to Get Hooked

Besides the different display types, you can also choose between HD-ready or HD-capable sets. HD-ready sets have the HDTV receiver decoder built in and their HD-capable sets still require an external receiver/decoder. Like what Midco.com provides to receive digital broadcasts.

How to Watch HD Channels

Just because you have a high definition television doesn't mean you can see HD programs on every channel. First, you need an HD receiver, which is available at Midco.com. HD programming can only be seen on HD channels. For a listing of those channels, visit www.midco.com/channel.

MIDCONTINENT TIP

Buy a TV that's HD-capable and you'll save money over an HDTV-ready set with a built-in decoder. Midcontinent HD customers get a digital receiver that has a HD decoder included. That way you don't have to worry about keeping up with technology as it changes.



All services not available in all areas.

1-800-888-1300 • www.midco.com

What You Get With Digital

Digital Cable brings you more than 200 channels of great programming including multi-channel movie packages and up to 45 channels of commercial free DMX. Music, news, format and style you can imagine. You also have access to Pay Per View movies and a comprehensive on-screen interactive TV Program Guide to make it easy to find what to watch.

Check Out Our New Digital Ties

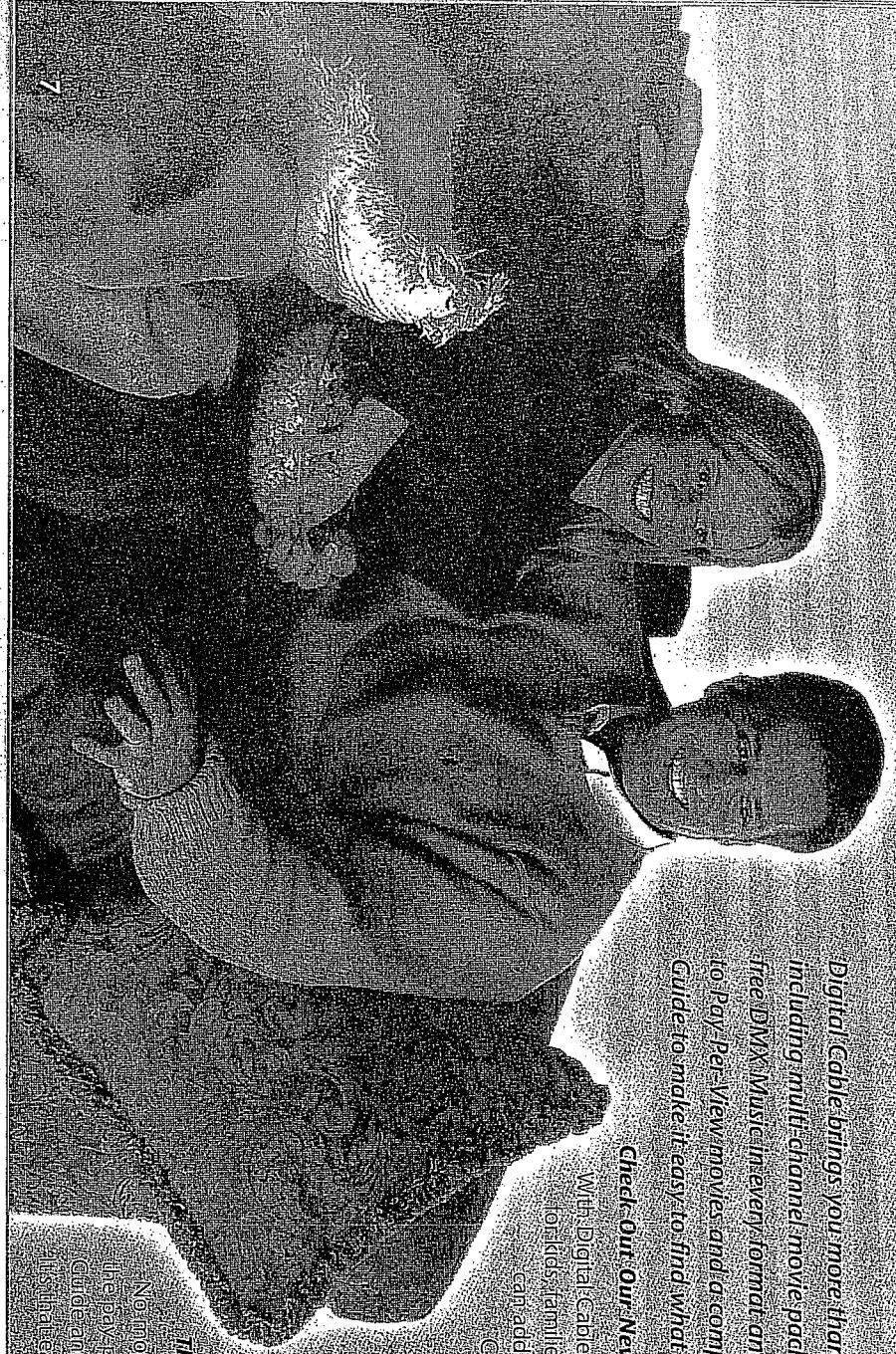
With Digital Cable you already get more than 40 additional channels for kids, families and sports enthusiasts. For just a little more, you can add extra channels with Digital and Digital Filters. Check the charts to see what you're missing!

¿Se Habla Español? We Do.

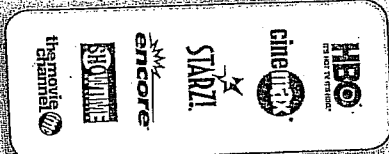
Add our Digital Spanish tier to 12 exciting Spanish language channels including Discovery, Spanish CNN en Español, 100% Disney en Español, Cinemexicano, and many more.

!! DEMAND Pay Per View Movies The Ultimate In Convenience

No more rental returns. No more late fees. Just check the pay per view schedule on our interactive TV Program Guide and order a movie with the push of a button. (It's that easy.)



Cable.



Multi-Channel Movie Packages Mean More Choice

- Add multiple movie channels when you sign up for your favorite premium movie package
- 11 HBO channels
- 6 Cinemax channels
- 21 Starz & Encore channels
- 16 Showtime & E! channels

NEW Digital II

- Includes all Digital I channels PLUS:
- Boomerang: All Classic Cartoons, all the time!
- Nick: Too: More Nickelodeon and Nick At Nite series
- DIY: A must have for Do-It-Yourselfers
- Fine Living: Make dreams come true and experience the good life

Season Sports Packages Give You All The Action

Don't miss a single game with NASCAR In Car, MLB Extra Innings, NBA League Pass, NHL Center Ice, Miss Shootout, ESPN Gameplan & ESPN Full Court.



- American Life: TV, Lifestyle, entertainment and information just for Baby Boomers.
- LifeTV: Fresh inspiration for your life

NEW Digital III

- Includes all Digital I and Digital II channels PLUS:
- Tennis Channel: The world's only 24/7 tennis network

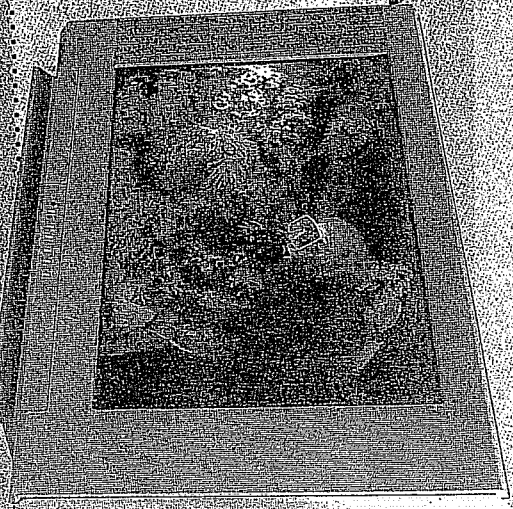


- GoTV: See soccer like you've never seen it before.
- CSTV: In-depth college sports coverage around the clock.
- FCS Pacific: Fox College Sports with a West coast slant

- FCS Central: Fox College Sports of the heartland
- FCS Atlantic: Fox College Sports with an eye on the east

DMX - Your Kind Of Music, Anytime

Into Classic Rock? How about Alternative? Reggae? Jazz? Whatever your tastes, we've got you covered on 45 channels of DMX music and it's all part of your Digital Cable service. It's great to parties or just relaxing to your favorite beat.



All services not available in all areas.

1-800-888-1300 • www.mtdcable.com

It's Your Internet. Get The Most Of It.

What's Broadband Anyway?

Broadband is a term you might hear when you're talking about the Internet. It's a term that's been around for a long time, but it's only recently become a household name. It's a term that's been used to describe a wide range of services, from high-speed Internet to digital TV. It's a term that's been used to describe a wide range of services, from high-speed Internet to digital TV. It's a term that's been used to describe a wide range of services, from high-speed Internet to digital TV.

What Boys Down Your Speed?

Internet speed depends on several things, ranging from the location of the website you're looking at to the number of people accessing it. Site even your own computer's memory capacity. Whether or not the number of people accessing it, site even your own computer's memory capacity. Whether or not the number of people accessing it, site even your own computer's memory capacity. Whether or not the number of people accessing it, site even your own computer's memory capacity.

HOW FAST IS FAST?

Having a cable broadband connection means getting download speeds up to 10 times faster than dial-up and up to 32 times faster than DSL (Digital Subscriber Line), both of which use copper telephone lines to connect to the Internet. Plus, simply having a broadband line is a great start.

Dial-up: 56 Kbps

DSL: 256 Kbps

MIDCOMNET
INTERNET SERVICE

- Compatible with your favorite instant messaging services
- No tied-up phone lines
- No long-term service contracts to sign
- Constant connection to the Internet, no waiting
- No busy signals

**MidcomNet® - The Fastest
Internet In Town!**

1-800-888-1300 • www.midcom.com



MidcoNet Max® For Maximum Speed!

If you think MidcoNet® is fast, wait 'til you get your hands on MidcoNet Max with unthrottled download speeds and 512 Kbps upload speeds. It's great for playing network games and sending large files. Another thing you get with MidcoNet Max is 100 Mb of web space each for up to seven email accounts so you can build your own websites.



Virus Protection! We've Got You Covered

We want your internet experience to be a good one. That's why we provide FREE virus scans of all incoming and outgoing mail that travels through our email servers. If we find a virus, we'll block it from ever reaching your computer. But this is just one layer of protection. We still recommend that you have an firewall and anti-virus software on your own computer.

Mail Is Your Friend

MidcoNet® has the most comprehensive email service available. We offer up to seven email accounts per household.

credit card and bank account numbers. With your MidcoNet® connection always on, we recommend you get one. A firewall program is different from a virus protection program, which only screens for computer viruses.



What On Earth Is A Wi-Fi Hot Spot?

Wi-Fi stands for Wireless Fidelity. Basically it's a way computers can talk to each other without wires. Hot Spots are places where you can access a wireless connection with your Wi-Fi compatible computer. For all the hot spots visit www.wifiplanet.com

Internet Enhancements On The Way!

Watch for improvements such as SPAM filtering this summer and a dynamic new Web portal full of news and information at www.midco.net coming this fall.

Questions? We're Always Here

We take the time to know technology inside and out so you don't have to. If you ever have a question and want an answer in terms you can understand, call us 24 hours a day at 1-800-888-7300.

FAST FACT

There are nearly 80,000 MidcoNet® households making Midcontinent the #1 broadband provider in the Dakotas. If you haven't signed up yet, call today to see what you are missing!

MIDCONTINENT TIP

MidcoNet® users can check email from anywhere by logging onto www.midco.net. Just click on Webmail Access and sign in with your User Name and Password. It's that easy!

MidcoNet® High Speed Internet Service: 8 Mbps

All services not available in all areas.

Get The Most Out Of Your Phone.

Features, Features, And More Features!

Here's a quick look at some of our most popular phone features along with an example of how they'll make your life a little easier.



Call Waiting
 Make or call even if you're waiting for another call. With call waiting, you'll never miss a beat.

Call Waiting ID
 The ultimate in peace of mind when you're on the phone. Hear a tone AND get call information on your Caller ID.

3-Way Calling
 Planning a night out? Here's a way to talk to two people at once. It's great for making plans with out the hangaround.

Speed Call 30
 Lots of friends? Program 30 numbers for make it easy.

Speed Calls
 Store up to 15 different ring tones for speed calls. So you know exactly who's calling without having to look at Caller ID.

Distinctive Ringing
 Store up to 15 different ring tones for speed calls. So you know exactly who's calling without having to look at Caller ID.

Last Call Return
 Just getting out of the shower and miss a call? Hit *69 and find out who you missed.

Call Forwarding Universal
 Leaving the house and expecting a call? Just forward your calls temporarily to another number.

Continuous Redial
 Tired of hearing a busy signal? This allows your phone to continuously redial a number while you make and receive other calls.

Non-Published Service
 Keeps your phone number out of the phone book and information 411.

Call Forward Busy/Don't Answer
 Forward your calls to another number even if your line is busy or there's no answer.



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Make the Switch And Keep Your Number!

The best way to save is to bundle your telephone, internet and cable services together. And it's easy. You can switch your phone service without the hassle of changing your number.

Simple Hassle-Free Long Distance

Pay one low rate for minutes no matter when or where you call. Plus, include no minimum charges or surcharges when you choose us as your long distance carrier. If you don't make a long distance call, there are no charges. Now there's great value.

We're Here To Help

Low income telephone subscribers may apply for a telephone stipend in 47 states and the District of Columbia. See our website at www.mild.com for more information. Call us at 1-800-888-1500 and we can send you the appropriate application of your state.

Digital Phone Services on its Way

Digital Phone Services a great way to make and receive phone calls (even long distance) using our standard service connection. Instead of our standard phone line, we'll use new equipment to give you a lot of information in the coming months.

MID-CONTINENT TIP
If you have Midcontinent VoiceMail Service you can access voicemail when you are traveling. Call 1-800-456-0598. Follow the prompts to enter your mailbox number and password.

Local Number: 817-437-4000 • Toll-free: 1-800-888-1500

1-800-888-1500 • www.mild.com