BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF SOUTH DAKOTA

IN THE MATTER OF THE APPLICATION)	TC08
OF MIDCONTINENT COMMUNICATIONS)	
TO PROVIDE LOCAL EXCHANGE SERVICE)	APPLICATION FOR
IN A RURAL SERVICE AREA)	AMENDED 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 areas of Crooks and Baltic, 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, Alliance Communications ("Alliance"), Garretson, South Dakota, 57030. Section 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 ALLIANCE.

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 3901 N Louise Avenue Sioux Falls, SD 57107

Phone: 800-888-1300 Fax: (605)330-4083

e-mail: midcocomm.midco.net

Midcontinent Communications is a South Dakota 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 1 Comcast Center Philadelphia, PA 19103

Ownership is in equal interest (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, Inc. 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.

Midcontinent Communications applied for and received a certificate of authority in Minnesota for resold local service in 2002 and for facilities based services in 2008. 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 and affiliates 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
Midcontinent Broadcasting
Midcontinent Communications Investor, LLC

- 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 local exchange and long distance throughout the state of South Dakota in the Qwest service areas, the ITC exchanges of Webster and Waubay, Santel's exchange in Wolsey, and Knology's exchange in Gayville. the Crooks and Baltic exchanges Midcontinent will use a hybrid fiber coax (HFC) network of its cable plant to provide primary transport for residential and commercial services. In addition to providing exchange services for commercial and residential customers, Midcontinent provides also intrastate interexchange services for commercial and residential customers interstate interexchange services for commercial and residential customers, which will be available in Crooks and Baltic.

By this application, Midcontinent seeks to provide local exchange service in the Crooks and Baltic exchanges of Alliance. As indicated above this is a competitive filing. Alliance has begun construction to offer cable services in these exchanges.

Midcontinent began offering cable TV services in Crooks and Baltic in 1996.

Midcontinent first provisioned service from its own facilities in the Qwest exchanges in 2000, and in 2006 Midcontinent began provisioning services using Internet Protocol.

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 Alliance 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 Crooks and Baltic exchanges.

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 Crooks and Baltic through Midcontinent's facilities switched from Midcontinent's Sioux Falls switch which is a Nortel CS2K switch that acts as the host switch for our Digital Phone service; it is a class 4/5 switch. It is capable of providing local dial tone as well as standard calling features such as call forwarding, call waiting, caller identification, three-way calling, speed calling, and call transfer.

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

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

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

Midcontinent will provide DTMF signaling for all customers in the Crooks and Baltic exchanges.

(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.

(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.

(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.

Equal access will also be provided to other long distance carriers.

(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 are maps of the Crooks and Baltic exchanges, which Midcontinent proposes to serve.

Additionally, attached as Exhibit B is a Midcontinent 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, Nebraska 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, Nebraska and Wisconsin. He has held a number of positions with Midcontinent, including President and

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

Mark S. Niblick, Vice Chairman

Mr. Niblick has been with Midcontinent since 1985 and was president from July 2001 through February 2006. Mr. Niblick had also been an 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. Currently, Mr. Niblick is a member of The Board of Directors of NCTA.

Patrick McAdaragh, President and CEO

McAdaragh was appointed to his current Mr. effective March 1, 2007. Prior to that he served as the company's Chief Operating Officer and was responsible for day to day operations of all of the company's cable telecommunications operations including field operations, services, sales, marketing, and public relations. customer 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.

Steven Grosser, Chief Financial Officer

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.

Dick Busch, Chief Operating Officer

Mr. Busch was named to his current position effective March 1, 2007. Prior to that, he served as the company's Chief Technical Officer. He joined Midcontinent Media in 1976 and has served in many capacities within data processing and information technology. Mr. Busch is responsible for field operations and customer service. 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, Sr. Vice President of Public Policy

Mr. Simmons joined Midcontinent Media Inc. 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 His total radio experience covered 25 years, general manager. 16 of which were in general management. In 1995, Mr. Simmons Midco Communications, Inc., Midcontinent's telecommunications company, as Vice President and In his current capacity, Mr. Simmons is responsible for public policy, public relations, public affairs, as well as community and government relations. Mr. Simmons holds BA and MS degrees in psychology from Concordia College, Moorhead, MN and North Dakota State University.

Mark Powell, Vice President of Sales

Mr. Powell began his career with Midco Communications, Inc. 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. In March, 2007 Mr. Powell was named as Vice President of Sales. Mr. Powell holds BA degrees from Augustana College

and the University of Central Oklahoma, and an MBA from the University of Sioux Falls.

Jon Pederson, Vice President of Technology

Mr. Pederson has been the Vice President of Technology since March 2007 having joined Midcontinent Media, Inc. in 1985, and oversees the voice, video and data network teams, engineering, and construction. Over the years, he has served in many IT, IS, network engineering and management capacities. Mr. Pederson graduated from Augustana College in 1983 with a BA degree in psychology, and graduated from Southeast Vocational Technical Institute with an Associate Degree in Computer Programming in 1985.

Kristina Viggers, Director of Customer Service

Ms. Viggers has been with Midcontinent since October of 1999. She is responsible for the customer service organization. Ms. Viggers 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. In 2005, Ms. Vogel was named Director of Revenue Assurance. Her responsibilities include financial reporting, budgeting, pricing and billing. Ms. Vogel graduated from Dakota State University with a BS degree in business administration. She 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)):

Midcontinent will provide its customers in Crooks and Baltic with access to emergency services, 911 and E911, by direct redundant trunks to the 911 service center (PSAP).

Operator services and directory assistance will be provided through an agreement Midcontinent has with National Directory Assistance (NDA).

Interexchange services will be provided using an interconnected agreement for trunking with SDN for intrastate traffic and using interconnected agreements with national interstate interexchange carriers.

Telecommunications Relay Service calls will be routed to the state service provider of that service.

- 10. Financial information including (ARSD 10:10:32:03(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, In SD PUC Docket TC99-023, "In the Matter of the Filing by Owest Communications, Inc. for Approval of an Interconnection Agreement Between Midco Communications, Midcontinent d/b/a Communications and Communications, Commission the Inc., the approved negotiated agreement on May 5, 1999. A new agreement was negotiated in 2007 and approved April 9, 2008, by the South Dakota Commission in docket TC08-029.

In the areas applied for (the Crooks and Baltic exchanges) Midcontinent intends to provide local exchange service where facilities are available and provisioned through an interconnection agreement with Alliance.

A formal request for interconnection services satisfying 47 U.S.C. § 251(f)(1)(A) has been transmitted to Alliance 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 Price Schedule in the 'Get Hooked Handbook' is attached as Exhibit E. This schedule is sent out to all new customers and to all existing customers annually.

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 Midcontinent does not use out-bound telemarketing campaigns by third parties, or multi-level marketing. Midcontinent's pricing plan is provided in the form of Exhibits F, G, H and I.

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 Crooks and Baltic exchanges of the Alliance service areas. Midcontinent is currently able to provide those services enumerated in response to paragraph 6 of this application, and proposes to begin service within 90 days of the Commission's favorable consideration of the application and approval of a negotiated agreement.

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 be being certificated in South Dakota, indicated above in response 6, Midcontinent certificated in North Dakota and Minnesota for commercial and residential intrastate and interstate interexchange services. Midcontinent is also certificated in North Dakota to provide local exchange service throughout the state and currently provides services in Qwest exchanges as well as some of the rural exchange areas of Dakota Central Telecom I, North Dakota Telephone Company, Consolidated Telecom, BEK Communications Cooperative, United Telephone Mutual Aid Corp. and Missouri Valley Communications. In Minnesota, Midcontinent is certified for local exchange services in Owest areas. NoMidcontinent application for 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 3901 N Louise Avenue Sioux Falls, SD 57107 Phone: (800) 888-1300

Fax: (605) 330-4083

e-mail: midcocomm.midco.net

Or escalated to:

Mary Lohnes
Regulatory Affairs Manager
3901 N Louise Avenue
Sioux Falls, SD 57107
Phone: (605) 357-5459

Fax: (605) 330-4083

e-mail: mary lohnes@mmi.net

Regulatory matters should be directed to:

Mary Lohnes
Regulatory Affairs Manager
3901 N Louise Avenue
Sioux Falls, SD 57107
Phone: (605) 357-5459
Fax: (605) 330-4083

e-mail: mary lohnes@mmi.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 a minimum of \$5.00, per month on outstanding balances. More detailed information concerning Midcontinent's billing procedures is can be found in the Terms and Conditions by requesting a copy through customer service or on our website at www.midcocomm.com.

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 3 day of August, 2008.

MIDCONTINENT COMMUNICATIONS

Ву: _

Ms. Nancy Vog#1

Director of Revenue Assurance Midcontinent Communications 5001 West 41st Street

Sioux Falls, SD 57106

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

Dated this 14th day of August, 2008.

MAY, ADAM, GERDES & THOMPSON LLP

David A. Gerdes

Attorneys for Midcontinent 503 South Pierre Street

P.O. Box 160

Pierre, South Dakota 57501-0160

Telephone: (605)224-8803 Telefax: (605)224-6289

CERTIFICATE OF SERVICE

David A. Gerdes of May, Adam, Gerdes & Thompson LLP hereby certifies that on the $14^{\rm th}$ day of August, 2008, 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:

Alliance Communications Cooperative, Inc. Attention: Don Snyders, General Manager P.O. Box 349

Garretson, South Dakota 57030

David A. Gerdes

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Exhibit E	"Get Hooked Handbook"
Exhibit F	"Link-Up America & Lifeline Assistance Programs
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Exhibit H	"Common Questions and Answers About Midcontinent Digital Phone Service"
Exhibit I	"Digital Telephone User's Guide"

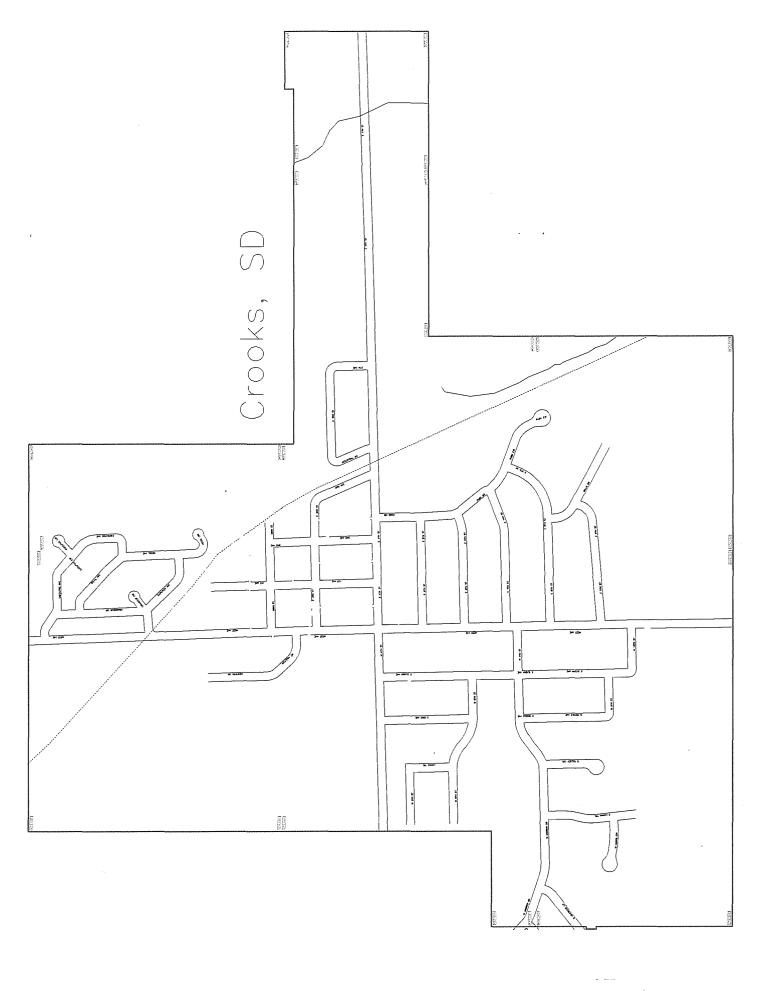


EXHIBIT A

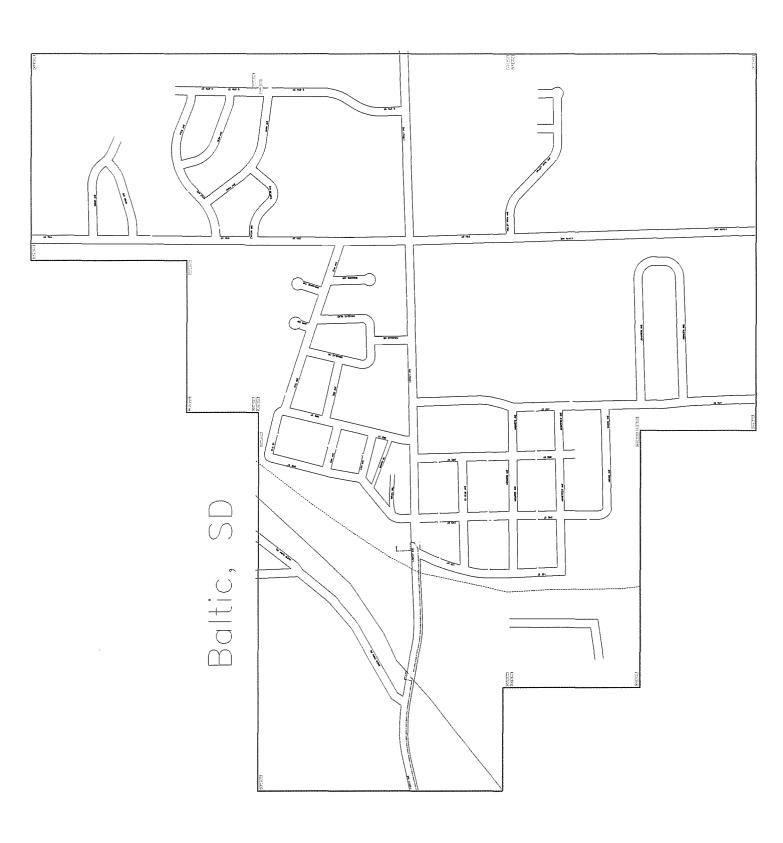
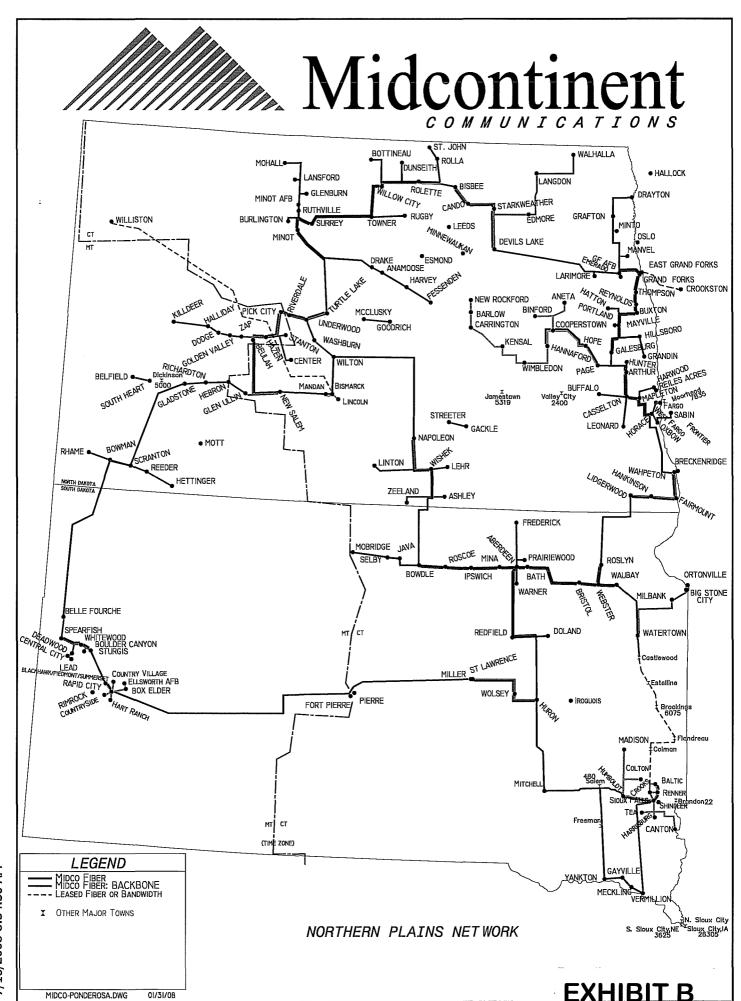


EXHIBIT A



7/16/2008 8:34:50 AM

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF SOUTH DAKOTA

IN THE MATTER OF THE APPLICATION)	TC08
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TO PROVIDE LOCAL EXCHANGE SERVICE)	APPLICATION FOR
IN A RURAL SERVICE AREA)	AMENDED CERTIFICATE
)	OF AUTHORITY

TO: ALLIANCE COMMUNICATIONS COOPERATIVE, INC., ATTENTION DON SNYDERS, GENERAL MANAGER, P.O. BOX 349, GARRETSON, SOUTH DAKOTA, 57030

YOU WILL PLEASE TAKE NOTICE that pursuant to ARSD 20:10:32:04 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 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 Crooks and Baltic exchanges. Midcontinent's application proposes to use the hybrid fiber coax (HFC) network of its cable plant to provide primary transport for residential and commercial telephone services. Midcontinent requests that representatives of Alliance meet with representatives of Midcontinent at a mutually agreeable location within two weeks of the date of this notice to establish a schedule and a framework for negotiations to develop an interconnection agreement.

Dated this Ld day of August, 2008.

MAY, ADAM, GERDES & THOMPSON LLP

DAVID A. GERDES

Attorneys for Midcontinent 503 South Pierre Street

P.O. Box 160

Pierre, South Dakota 57501-0160

Telephone: (605)224-8803 Telefax: (605)224-6289

CERTIFICATE OF SERVICE

David A. Gerdes of May, Adam, Gerdes & Thompson LLP hereby certifies that on the <u>lu</u> day of August, 2008, 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:

Alliance Communications Cooperative, Inc. Attention: Don Snyders, General Manager P.O. Box 349 Garretson, South Dakota 57030

David A. Gerdes



What's New

MORE HIGH DEFINITION CHANNELS

Can't get enough of our exciting high def programming? Neither can we! That's why we continue to add new HD channels, with more coming all the time. Find out what's available in your area at www.midcocomm.com.

>>> check out the full listing of channels at www.midcocomm.com



MORE ON DEMAND

There's also more to love about On Demand. We're expanding the offerings available, giving you instant access to thousands of hours of movies, free programming from more than 40 networks, including VH1, Comedy Central and other favorites, plus concerts, specials and events! Look for HD On Demand movies, too! No more late fees, wasting gas running to the video store or waiting for the mail. On Demand has the movies and shows you want, the instant you want them.

CHECK VOICEMAIL VIA EMAIL?

You can do it with eVOICE, our latest feature available with Midcontinent Voicemail. Each voicemail is emailed to you, in a format you can play on your computer. A great timesaver, with eVOICE you can tackle

two jobs at once.

CHECK OUT OUR NEW DIGS: WWW.MIDCOCOMM.COM

If you haven't been to our website lately, it's time to go. We've turned it into a one-stop shop for everything Cable, Broadband and Digital Phone related. With more self-help options, tools and programming features being added each day, you'll be sure to find everything you need.

MIDCONTINENT COMMUNICATIONS

WWW.MIDCOCOMM.COM

LET'S GET LOCAL

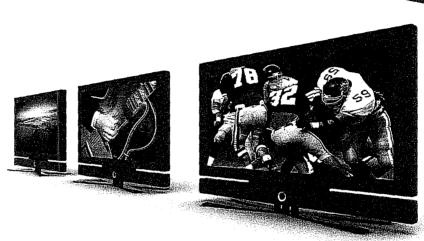
Local sports? Concerts? Special events? Don't wait to hear about it from the neighbors. Midcontinent Communications gives you a front row seat to the happenings in your home town. Check the Channel 23 listings and see what's going on near you, today!

GIVING BACK

The Midcontinent Media Foundation, established in 1987, has given out more than two million dollars in private grants to 501(c)(3) organizations throughout our area, delivering invaluable financial aid and seed money for local philanthropic programs and projects.

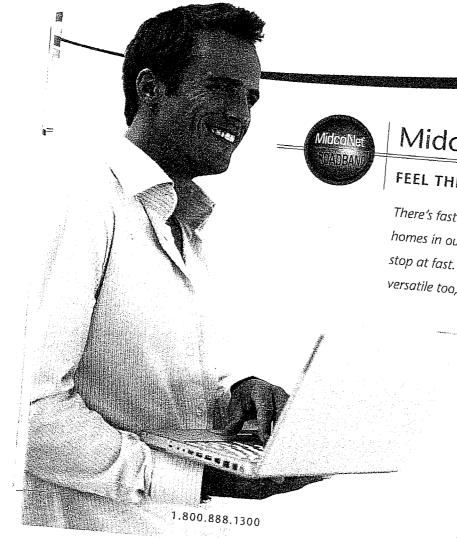
PART OF OUR COMMUNITY, PART OF YOUR LIFE.™

At Midcontinent, we don't want our services to be the only way we connect with the communities where our customers and employees live and work. We believe it's important to support you in every way we can, by giving our time and our talents where they can really make a difference for you.



YOUR BIGGEST BOOSTER CLUB

Even small schools have huge fans, so we've long supported local college and youth athletic teams in the communities we serve. We also proudly broadcast games for the University of North Dakota, University of South Dakota, South Dakota State University, the University of Sioux Falls and other area collegiate teams. Just consider us part of your cheering section.



MidcoNet®

FEEL THE NEED FOR SPEED?

There's fast. There's blazing. Then there's MidcoNet." It's why more than 130,000 homes in our service area rely on us as their Internet service provider. We didn't

stop at fast. MidcoNet is totally reliable and versatile too, with a speed for every need.

WHAT YOU GET, NO MATTER THE SPEED

- Compatible with your favorite instant message service
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- Spam filtering
- No contracts
- Up to seven email accounts you can access anywhere through webmail
- Up to 50 MB of personal Web space per email account
- No more tied-up phone lines
- No busy signals
- No waiting thanks to the constant connection

Actual Internet speeds may vary depending on your computer's capability and Web traffic.

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BREAKS THE SPEED LIMIT

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MIDCONFT® PREFERRED

BLOWS DIAL-UP AWAY

Don't need maximum speed, but still want high performance? MidcoNet® Preferred, with up to 10 Mbps downloads and 512 Kbps uploads, is perfect for sending and receiving photos or videos, viewing full-screen streaming video online and more! So much faster than dial-up, or DSL, MidcoNet® Preferred is the preferred way to travel online.

>>> Only \$34.95 per month

MIDCONFT® LIMITED

SPEED ON A BUDGET

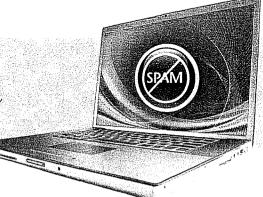
If you're only an occasional Internet user, try MidcoNet® Limited. You'll love the constant connection, and speeds astronomically faster than dial-up – 256 Kbps – at a price you'll really appreciate.

>>> Only \$19.95 per month



One virus or Spam email message on your computer is one too many. Midcontinent provides free virus scans of all incoming and outgoing email, along with state-of-the-art Spam filtering, to ensure you have a great experience online, every time. We still recommend a firewall and anti-virus software, but consider Midcontinent your first line of defense.

>>> visit www.midcocomm.com to learn more





Midco.Net

A WINDOW ON THE WORLD, FROM YOUR HOME

Weather. Tunes. News. Games. Entertainment. You can poke around a dozen different sites or just make Midco.net your homepage.

It's everything you love online, right this instant!

HOW WOULD YOU LIKE YOUR INTERNET?

Personalize your homepage with the content that matters to you – breaking news, local events, movie schedules, weather, hot entertainment tidbits, sports and so much more! Your email box is right at your fingertips, too, and you can expand your page to include additional premium features. Take a peek through the window. It's all here, waiting for you.

>>> To learn more visit www.midco.net

MIDCONET® TUNES PLUS

Get all the incredible content of MidcoNet® Plus an MidcoNet® Tunes combined, at even greater saving

>>> Only \$16.95 per month!

MIDCONET® PLUSPAK

There's a time for learning and a time for fun. The PlusPak covers it all, with access to MidcoNet[®] Plus, Learning Edge and Game Somnia services.

>>> Only \$15.95 per month!

MIDCONET® SUPERPAK

Want it all? Bundle all this together – MidcoNet[®] Tunes, Plus, Learning Edge and Game Somnia.

>>> Only \$25.95 per month!

1.800.888.1300

WWW.MIDCOCOMM.COM

MIDCONET® PREMIUM CONTENT SERVICES

Get more from your MidcoNet[®] Internet experience when you add Midcontinent's Premium Content Services. Whether you're a gamer, a parent, or a music fan, we have the service for you, at a huge savings!

MIDCONET® TUNES

Imagine buying a CD with two million songs on it. Wow! That's MidcoNet® Tunes. You get access to our monster library of streaming music and legal downloads that are easy to sync with your player. It's your music, when and how you want it.

>>> Only \$12.95 per month! About the cost of one CD

MIDCONET® PLUS

Whether it's sitting in the driver's seat with your favorite NASCAR team, or sending an American Greetings eCard, with MidcoNet® Plus, fun is only a click away.

Package includes:

american @greetings.com













MidcoNet® Radio

>>> Only \$6.95 per month!



Save more than \$50 a month*

MIDCONET® I FARNING EDGE

New! Give your student a Learning Edge. ABCs? SATs? With a subscription to MidcoNet Learning Edge, we've got your student covered, no matter what grade level. 24/7 homework help, tutorials and more.

Package includes:







iKnowthat.com





>>> Only \$6.50 per month! Save more than \$70 a month*

MIDCONET® GAME SOMNIA

Boring games putting you to sleep? Get serious about fun with MidcoNet® Game Somnia. With hundreds of action games, strategy games, puzzles, word play and more, Game Somnia is going to keep you up late.

Package includes:









>>> Only \$6.50 per month! Save more than \$57 a month*

^{*}Savings are based on the retail value of services as sold separately.



Cable TV and the Preferred Cable Package

NEVER WATCH TV THE SAME WAY AGAIN

The Preferred Cable Package from Midcontinent Communications finally delivers on the promise of cable TV. With more than 200 channels of cable programming, 48 channels of digital, commercial-free music, instant access to On Demand movies and a super-cool Interactive Program Guide, you'll never go back to plain old analog cable.

MOVIE PACKAGES FOR THE BEST OF THE BIG SCREEN

Action, drama, mystery, romance, family movies ... if you're a movie lover (and we know you are) check out Midcontinent's Premium Movie Packages. Each delivers multi-channel movie magic to your screen ... including HD movie channels and access to hundreds of free movies, documentaries and series programming with On Demand features from HBO, Cinemax and Starz!









11 Channels + 2 HD 6 Channels + 2 HD

21 Channels + 2 HD

16 Channels + 2 HD

1.800.888.1300

START THINKING INSIDE THE BOX

So your cable plugs right into your TV, and that's it, right? Wrong! You could be enjoying our Interactive Program Guide, On Demand movies, Music Choice digital music and more, for less than a cup of fancy coffee. Digital receivers start at just \$3.95 a month! Or choose a DVR/HD receiver to not only record and set reminders for your favorite programs, but browse, watch and record our HD offerings, too! Cable subscribers can add these features to every TV around the house, and with boxes starting out at \$3.95 a month, you don't want to miss out.

>>> Add a receiver for just \$3.95 per month

THE DIGITAL TRANSITION IS COMING

Midnight, February 17, 2009. That's when every "over-the-air" broadcaster in the U.S. switches from analog airwaves to a 100% digital signal. What's it mean to you? If you're a Midcontinent customer (and if you're reading this, chances are you are) you're all ready for the switch because we take care of formatting the signal for you. If you have questions, we'd be happy to explain it all. Call 1.800.888.1300.

>>> visit www.midcocomm.com to learn more

LET THE REMOTE BE YOUR GUIDE

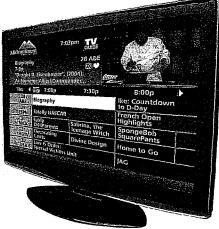
Once you start using the Interactive Program Guide, you'll never channel surf again. You can even check out the guide while still watching your program! Now that's viewer friendly.

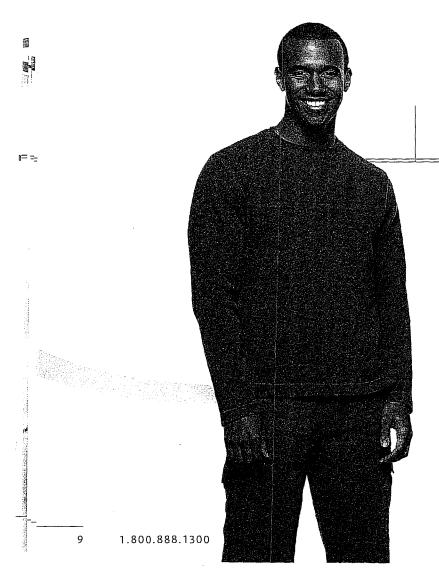
Press "Guide" on your remote to bring the Interactive Program Guide onscreen.

Use the "Arrow Keys" to scroll down or ahead to view listings for the next hour, or even days in advance. For more detail, highlight a show listing and press "Info." Press "Ok" to view that show.

Scroll down to set reminders, save favorites, block channels and more.

>>> See the remote guide insert for more information





Introducing our new programming executive – **you**

DVR stands for Digital Video Recorder. What it really means is you're not a slave to the TV schedule. It's a digital hard drive for your television you can use to save hours and hours of your favorite shows, games and movies to watch whenever you want. Cool? It gets even better.

FRIENDS DON'T LET FRIENDS VIDEOTAPE

DVR may sound like a VCR, but it's so much more, doing things no VCR ever could. Like record two shows at once. Or automatically record an entire season of a show – but only the new episodes. Lets you watch one show while recording another. Or even pause, rewind and record live shows! Just hit record when you're watching a channel, highlight a show in the Interactive Program Guide, or choose DVR from the main menu to schedule your recording. Then watch the shows you want, when you want. It's like being the programming executive of your own network.



START DVRing IN THREE EASY STEPS

Using your DVR is easy. First, watch TV. Pretty hard so far, huh? Second, press the red "Record" button on your remote. The recording screen will pop up to tell you recording has begun. (BONUS – while viewing your show start recording in the first 15 minutes, and you record the whole thing!) Third, watch what you've recorded by pressing the "List" button, and selecting a program.

Setting up recordings in advance is fool-proof. Just press "Guide," highlight the program you want and press "Record." The DVR will ask if you want to record one show, the whole season and other options. Congratulations! You just earned your Master's Degree in DVRing.

>>> Visit www.midcocomm.com for more information



GET HOOKED ON DVR

Don't have it? Want it? We can hook you up with a shiny new DVR receiver of your very own. Just bring your old digital receiver into one of our Service Centers. Or, we'll bring one to you and even set it up.

>>> Call 1.800.888.1300 to get your DVR

ONE SUITE DEAL

We know, we know. DVR sounds like the coolest thing ever. It's even better when you get one of our DVR Trios or Duos, which include:

- 200 channels
- Access to High Definition Channels (we're adding more all the time)
- On Demand Programming, including hundreds of hours of free content
- Your choice of multi-channel Premium Movie Packages
- A DVR to record it all
- MidcoNet[®] Broadband Service
- Digital Phone Service

Thousands of hours of movies, shows, specials, concerts ... all there for you to record and watch on your time. For more information about DVR Trio and Duo bundles, turn to page 19, or visit www.midcocomm.com.

All features not available with all packages.



Become a more demanding customer

THE BEST IN ENTERTAINMENT, ON DEMAND

Just press the "On Demand" button on your Cable remote control and you can choose from hundreds of hours of exciting free programming and music, from more than 40 networks. Not just any networks, they're your favorites, like Comedy Central, VH1, HGTV, The Discovery Channel and many more. Everyone in the house can find something to love, and programming is refreshed monthly, so there's always something new.

GAS ... MORE EXPENSIVE THAN A MOVIE RENTAL

Video stores are so ... 20th century. On Demand always has the best selection of the hottest new Hollywood releases and classic films. Choose from any genre you can imagine, from romance and comedy to action and horror. New movies are added all the time, and ordering is faster than microwave popcorn. The best part? No gas guzzling trip to the video store and no late fees! Plus, you can watch your selection as many times as you want for 24 hours, on any digital receiver in your house.

PREMIUM MOVIE CHANNELS ON DEMAND

Your HBO, Cinemax or Starz Premium Movie Package programming is already included in your On Demand features. Just press the "On Demand" button, then go to Premium Movie Channels to watch first run movies. Concerts. Original series. Comedy specials. You name it, it's yours, On Demand.

>>> Press the "On Demand" button for great programming.

Learn more at www.midcocomm.com

1.800.888.1300

*On Demand not available in all areas.



SPORTS & VARIETY PACKAGE

Can't get enough TV? The Sports & Variety Package is only \$4.00 a month. That's 20 extra channels for about 13 cents a day, plus all the On Demand features for the NFL Network and other sports channels!

MTVTR3'S

MTV Jams

(Latin & American Music)

CMT Pure Country

FCS Pacific

FCS Central

FCS Atlantic

(Fox College Sports)

Variety Channels

- Boomerang
- Nick Too
- Do It Yourself

- Fine Living

Sports Channels

- NFL Network
- NHL Network
- Sportsman Channel
- TVG (Horse Racing)
- Tennis Channel GOL TV (Soccer)

AmericanLife TV

(Rural America)

(Inspirational TV)

RFD Network

iLifeTV

>>> Add Sports & Variety for just \$4.00 per month

 CBS College Sports

ACTION OVERDOSE WITH IN DEMAND SPORTS

If it runs, shoots, swings, kicks, jumps, tackles, throws or passes at the college or professional level, we've got it in sharp digital clarity with rich digital sound. Call 1.800.888.1300 to get your fix.

MLB Extra Innings

Up to 50 out-of-market games a week. Even follow your fantasy team, live!

MLS Direct Kick

115 regular season and playoff Major League Soccer games.

NHL Center Ice

40 out-of-market games weekly, plus games from the first two rounds of the Stanley Cup playoffs.

NBA League Pass

35 out-of-market games per week during the regular season.

ESPN Full Court Maximum College Basketball

450 out-of-market games you won't see anywhere else.

ESPN GamePlan

More than 100 top college football matchups from today's biggest, baddest conferences.















>>> Call 1.800.888.1300 to add iN DEMAND Sports

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Raise your expectations with High Def

HD IS THE DEFINITION OF CRYSTAL-CLEAR TV

Double the resolution of your old TV, with a wider, 16:9 format that lets you view the whole picture. Wow! HD service from Midcontinent gives you the crisp, detailed picture you've always dreamed of – with rich, digital sound quality. So vivid, so real, the only thing better is being there (unless it's a horror movie).

ARE YOU HD READY?

Just because you have a High Definition television doesn't mean you can see HD programs on every channel. You need an HD receiver and access to an HD connection, both available from Midcontinent. The program you're watching also has to be in HD format.

MORE HD CHANNELS EVERY DAY

Watch your favorite shows in HD! We have dozens of great HD channels, with more being added all the time, including Comedy Central, VH1, HGTV, The Discovery Channel and so many more!

>>> Visit www.midcocomm.com/cable to see our full HD lineup





























WWW.MIDCOCOMM.COM



See first run movies and exclusive programming in HD with your Premium Movie Package subscription.

HBO HD



starz.HD



THE MOVIE CHANNEL HD



Unlimited' local and long distance calling

SO CALL YOUR MOM, WILL YA?

That's right: Unlimited local and long distance calling with Midcontinent's Digital Phone Package. Talk as long as you want, to whom you want, whenever you want. No more worrying about minutes or plans or whatever. Even better, when you switch to Digital Phone, you can keep your old number!* With reliable service at the same number for just one low monthly price, Midcontinent's Digital Phone Package makes phone service absolutely simple.

THE DIGITAL PHONE PACKAGE

Digital Phone may be simple, but it's also sophisticated. You get all the incredible features listed here, and you can add convenient Voicemail for a low monthly fee.

- Caller ID Name and Number**

 See who's calling before you pick up the phone.
- Call Waiting ID
 Not only can you switch callers, you can see who's on the other line before you pick up.
- 3-Way Calling
 Talk to two other people at separate numbers on the phone at once.
- Speed Call 30
 Program up to 30 numbers for fast, easy calls.
- Distinctive Ringing
 Assign a distinctive ring tone for a group of up to 15 people.
 Know when friends and family are calling.

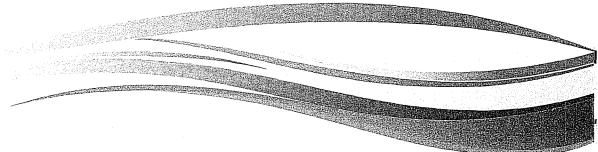
- Last Call Return
 Dial *69 and find out who called you last.
- Call Forwarding Universal
 Get your home phone calls, wherever you are!
 Just forward your calls temporarily to another number.
- Continuous Redial
 Forget busy signals. Have your phone continuously redial
 a number while you make or receive other calls.
- Voicemail
 Gone a lot? Add 24-hour access to messages from anywhere in the U.S. for only \$5.95 more!

All features not available in all areas

1.800.888.1300



WWW.MIDCOCOMM.COM



IT'S OKAY TO ASK FOR HELP

We believe that no one should be without telephone service. Low income telephone subscribers may apply for aid through Link-Up America and Lifeline Assistance Program. Visit www.midcocomm.com or call 1.800.888.1300 for your state's assistance application. Have hearing or speech problems? Telephone Relay Services allow you to make calls to or receive calls from a hearing person. Dial 711 to find out more.

eVOICE

Don't have time to check voicemail and email? Now you can check both, at once! With eVOICE, your voicemails are sent to your email address, so you can listen to them on your PC. No more excuses for not calling your mother back.



PSSST. WANT TO SAVE A BUNDLE OF CASH?

Did you know when you bundle your Cable, Internet and Digital Phone services together with Midcontinent you'll save a pile of cash each month and pay only one bill for all three services? Well, now you do! The service is great and the savings are real, so don't wait. Call 1.800.888.1300 or visit www.midcocomm.com to get started.

Midcontinent Digital Phone Package includes one phone line with direct dialed, unlimited local and long distance calls to the Continental U.S., Alaska, Hawaii, Canada, U.S. Virgin Islands, Puerto Rico and Guam (671 area code only). Other locations are considered international and charged at the per-minute calling rates. Calling card calls, collect calls, 900 number calls, operator assisted calls, and Directory Assistance are not included. Available to residential customers in Midcontinent serviceable areas only. All services not available in all areas. Some restrictions apply. Taxes and fees not included.

*Local number portability not available in all areas.

**Caller ID equipment not included with Digital Telephone service.

Customer Service

RELIABLE NETWORK, RELIABLE PEOPLE

Broadband network reliability is a 24/7, 365 days-a-year kind of thing. Simply put, to Midcontinent, outages are unacceptable. That's why we have highly-skilled network technicians on duty at our state-of-the-art Network Operations Center, 24 hours a day, every day. We're here to ensure you have a reliable connection, when you need it. After all, you can't be reliable just some of the time.

WE'RE HERE TO HEAR FROM YOU

Midcontinent Communications is staffed by your friends and neighbors. We want to help when you have problems or questions. So no matter how small the issue, visit www.midcocomm.com, call 1.800.888.1300 or see your local Service Center representative. You'll find a lot of answers online, though we're always happy to talk to you on the phone or in person to get your issues resolved.

MIDCONTINENT COMMUNICATIONS

WWW.MIDCOCOMM.COM

OUR GOOD IMPRESSION GUARANTEE

First impressions say a lot about a company. That's why we're willing to offer the Customer Service Good Impression Guarantee. If you have a scheduled service appointment and our technician isn't on time, you'll receive a \$25 credit to your account. Installations are 100% free if our technician doesn't arrive on time. We know your time is valuable and we want you to be completely happy with the service you receive. If for some reason you're unsatisfied, we'll refund your money within the first 30 days. Impressive, huh?

>>> visit www.midcocomm.com or call 1.800.888.1300 for any service questions

DID YOU KNOW?

We have completely redesigned the Midcontinent Communications website to include an entirely new Resource Center, making it easier than ever to find the product information and the answers to common questions. Check it out at www.midcocomm.com/resourcecenter. As always, you can also reach us in person, so just stop by your local Midcontinent Service Center, or call 1.800.888.1300 and speak to a friendly, knowledgeable Midcontinent representative.



Get great choices and great value when you bundle all our exciting services.

There are so many ways to build a bundle, one is sure to be a perfect fit for you.



Ultimate DVR Trio

All of our Cable, HD and Premium Movie channels plus MidcoNet[®] Max and our Digital Phone Package.

- Over 200 channels of Preferred Cable
- Four Multi-channel Premium Movie Packages
- Access to High Definition channels
- Digital Video Recorder
- On Demand programming
- MidcoNet[®] Max
- Sports & Variety package
- Digital Phone Service with unlimited† local and long distance plus nine great calling features including voicemail/eVOICE

Theatre DVR Trio

Great Movies, MidcoNet® Preferred, and Digital Phone service.

- Over 200 channels of Preferred Cable
- One Multi-channel Premium Movie Package
- Access to High Definition channels
- · Digital Video Recorder
- On Demand programming
- MidcoNet® Preferred
- · Digital Phone Service with unlimited local and long distance plus eight great calling features

\$130.95

Theatre DVR Suite & MidcoNet® Preferred

Don't need telephone service? Here's the choice for you.

- Over 200 channels of Preferred Cable
- One Multi-channel Premium Movie Package
- Access to High Definition channels
- · Digital Video Recorder
- On Demand programming
- MidcoNet® Preferred

\$110.90

Theatre DVR Suite & Digital Phone Package

Great video and voice combination.

- Over 200 channels of Preferred Cable
- One Multi-channel Premium Movie Package
- Access to High Definition channels
- Digital Video Recorder
- On Demand programming
- · Digital Phone Service with unlimited local and long distance plus eight great calling features

\$106.90





Want More Options?

Use the handy chart on the right to see exactly what you get with each of our packages!



An EZ-ier way to pay your bill!

Pay by mouse instead of mail with online EZ-Pay. It's free, fast, convenient and completely secure. With EZ-Pay you can:

- View and pay bills online
- Set up recurring payments
- Make a one-time payment And much, much more
- · Electronically store bills and payments
- Set-up shared access for multiple users

MIDCONTINENT COMMUNICATIONS

WWW.MIDCOCOMM.COM

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Ultimate DVR Trio	•		•	-			•	•	•	4	1	•				•	•	8	\$157.95
Theatre DVR Trio	•			•		•	•	•		1	\parallel					•		8	\$130.95
Preferred DVR Trio	•		ļ	•		•	•	•	•	0	\parallel		•	Manager L		•		- 8	\$121.95
Basic DVR Trio		•	<u> </u>	•				•	•	0.	Ш		•			<u> </u>	ļ	0	\$103.90
DVR DUOS	25.5																		
Theatre DVR Suite & MidcoNet® Preferred	•			9		•	6	•	. 😝	1	Ш		•					0_	\$110.90
Theatre DVR Suite & Digital Phone Package	•			•		•	•	•		1					•	•		8	\$106.90
MidcoNet® Preferred & Digital Phone Package								_		0		小小	•		•	•		8_	\$65.90
DVR SUITES																			
Ultimate DVR Suite	•		6	0			•	•	•	4									\$103.95
Theatre DVR Suite	•			•				•	•	1	Π		32.6						\$75.95
Preferred DVR Suite	•					•	•	•	•	.0									\$61.95
CABLE											-								
Preferred Cable	•				•	•	•	•	•	0									\$52.95
Basic Cable		•			•	•		•	•	0	$\ $								\$45.90
TELEPHONE PACKAGES																			
Digital Phone Package*															•			8	\$30.95

Pricing is monthly unless otherwise indicated and does not include applicable taxes and fees. All services not available in all areas. *Caller ID equipment not included with package.

Price Guide 2008 • 2009

BUNDLED SERVICES

DVR TRIOS

Ultimate DVR Trio*	\$157.95
Theatre DVR Trio*	\$130.95
Preferred DVR Trio*	\$121.95
Basic DVR Trio*	\$103.90

DVR DUOS

Theatre DVR Suite* & MidcoNet® Preferred	. \$110.90
Theatre DVR Suite* & Digital Phone Package	\$106.90
Digital Phone Package & MidcoNet® Preferred	\$65.90

See chart on page 20 for bundle comparisons.

DVR SUITES

Ultimate DVR Suite*	\$103.95
Theatre DVR Suite*	\$75.95
Preferred DVR Suite*	\$61.95

Save \$5.00 each on your second and third Premium purchase.

*For cable service without the DVR and HD features, deduct \$9.00 from the price.

BROADBAND INTERNET SERVICES

MidcoNet® Max	\$49.95
 Unthrottled download and up to 768 Kbps upload 	
MidcoNet® Preferred	\$34.95
 Up to 10 Mbps download and 512 Kbps upload 	
MidcoNet® Limited	\$19.95

Up to 256 Kbps download and upload

Actual Internet speeds may vary depending on your computer's capacity and Web traffic.

INTERNET CONTENT SERVICES

MidcoNet® Tunes, Plus, Learning Edge, Game Somnia	a. \$25 . 95
MidcoNet® Tunes	\$12.95
MidcoNet® Plus	\$6.95
MidcoNet® Learning Edge or Game Somnia (each)	\$6.50

BROADBAND INTERNET EQUIPMENT

Wireless Modem Purchase	\$89.00
Standard Modem Purchase	\$59.00
Modem Lease	\$5.00

-MIDCONTINENT COMMUNICATIONS

WWW.MIDCOCOMM.COM

A LA CARTE CABLE SERVICES

Preferred Cable* \$52.95

• Over 200 Channels of Cable including the Interactive Program Guide, On Demond Programming, Pay-Per-View Access, 48 Digital Music Channels, Access to High Definition Programming and a Digital Receiver.

Basic Cable* \$45.90

 Up to 72 channels of Cable including a Digital Receiver, the Interactive Program Guide, Pay-Per-View Access and 48 Digital Music Channels.

PREMIUMS

Premium Movie Packages (each) \$14.00

- HBO (Includes 11 channels and On Demand Programming)
- Cinemax (Includes 6 channels and On Demand Programming)
- Starz! & Encore (Includes 21 channels and On Demand Programming)
- Showtime & The Movie Channel (Includes 16 channels and On Demand Programming)

Sports & Variety Package*	\$4.00
 Includes additional family, lifestyle and sports digital networks 	
Spanish Package*	\$4.00

• Includes 15 channels of Spanish language programming

CABLE EQUIPMENT LEASE

DVR/Hi Def Receiver Lease	\$16.00
Hi Def Digital Receiver Lease (Without DVR)	\$8.00
Standard Digital Receiver Lease	\$3.95
Cable Card Lease	\$3.95

^{*}Requires a Digital Receiver. All services not available in all areas.

TELEPHONE PACKAGES

Digital Phone Package	e	. \$30.95
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Includes 8 calling features and unlimited local and long distance calling

A LA CARTE TELEPHONE SERVICES

Basic Digital Phone Line	\$18.00
Additional Phone Line (each)	\$9.95
Long Distance Calling Per Minute	\$0.079
a For International rates visit was a midenson meson	

For International rates visit www.midcocomm.com

ADDITIONAL FEATURES

Voicemail/eVOICE	\$5.95
Caller ID Name & Number	\$5.95
Standard Phone Features (each)	\$3.95

See page 15 for complete phone feature details.

INSTALLATION & OTHER SERVICES (non-monthly fees)

Home Service Calls	\$50.00
 If a Midcontinent service issue, you will not be charged 	
Installation	\$35.00
Extra Outlets Added (each)	\$25.00
Late Charges (monthly)	\$5.00
Accrued for each late payment	
Account Change Fee	\$5.00



FREE MOVIES

Look Inside

Qualifications & Instructions

People who are currently participating in at least one of the following or have an annual income at or below 135%* of the Federal Poverty Guideline can qualify for Link-Up America and Lifeline Assistance programs.

- Medicaid (e.g. Title XIX/Medical, State Supplemental Assistance)
- Federal Public Housing Assistance
- Supplemental Security Income (SSI)
- Food Stamps
- Low-Income Energy Assistance
- Temporary Assistance for Needy Families (TANF)
- National School Lunch Program's free lunch program

<u>Additionally, for persons living on or near Tribal Lands:</u>

 Bureau of Indian Affairs General Assistance

Tribally administered Temporary
Assistance for Needy Families

Head Start (only those meeting its income qualifying standard)

(see inside for a complete list of qualifying programs)

*(Federal Poverty Guideline) x 1.35 = Qualifying Income Level. The percentage is subject to change.



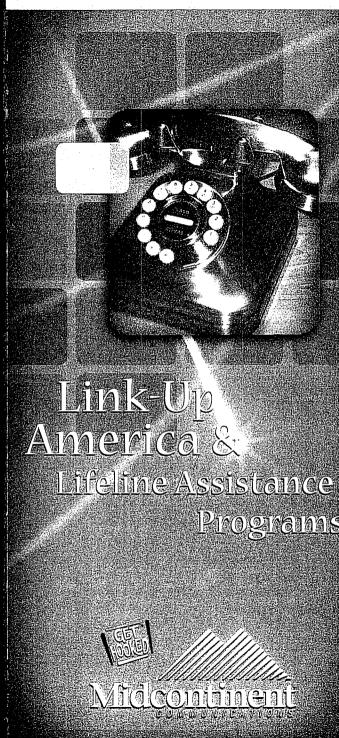
To Apply Complete and mail the attached application to:

ATTN: CSS Midcontinent Communications 3901 N. Louise Avenue Sioux Falls, SD 57107



www.midcocomm.com • 1-800-888-1300

MT-09 LinkSD 1007





Link-Up America

Link-Up provides eligible subscribers with up to a 50% connection charge reduction (up to \$30) for basic home telephone service.

Deferred payments of connection charges, without interest, can also be arranged.

Lifeline Assistance

Lifeline provides eligible subscribers home telephone service at a reduced monthly rate.

Lifeline subscribers may receive long distance blocking on their telephone line at no charge.

To Apply, complete and mail this application to:

ATTN: CSS Midcontinent Communications 3901 N. Louise Avenue Sioux Falls, SD 57107



Link-Up/Lifeline Assistance Application

(please print)

Name				
(Last)	(First)		(Mi	ddle)
Address				
(Street)	(City)	(Sta	ate)	(Zip)
Check the box that best describes where y	vou live: □ I liv	e on Tribal Land	☐ I <u>do not</u> liv	e on Tribal Land.
Telephone Number(If existing service and in you	our name)	Telephone Numb	er	vou can be reached)
Telephone Company		No. of people liv	ing in your hou	isehold:
1. I receive benefits from the following program(s): (check all that apply and attach proof) ☐ Medicaid/Medical Assistance ☐ Federal Public Housing or Section 8 Assistance ☐ Supplemental Security Income (SSI) ☐ Food Support (food stamps) ☐ Low-Income Home Energy Assistance ☐ Program (LIHEAP) ☐ Temporary Assistance for Needy Families (TANF) ☐ Temporary Assistance for Needy Families (TANF) ☐ Temporary Assistance for Needy Families (TANF)				
2. I do not receive benefits from any of of Federal Poverty Guideline. (please att				
 Last year's State, Federal or Tribal Tax 3 consecutive months of most recent paycheck stub Veterans Administration Benefits State Unemployment/Workmen's Compens Statement 	(ment (ation (Child Support Current annua Social Security Retirement/Per Divorce Decree Other	l income statem Benefits Statem nsion Benefits S e	
I agree to notify the telephone company when I no longer participate in any of the above qualifying programs or my income rises above 135% of the Federal Poverty Guideline. I certify under penalty of perjury the above information is true. I have read the information on this application and understand I must meet one of the criteria above to receive telephone service discounts on my home telephone line.				
Applicant Signature	Social Sec	curity Number		Date
I am an "Authorized Representative" for this applicant and am submitting this form on behalf of this customer. I am willing to assist this applicant in seeking telephone service discounts.				
Dript "Authorized Danger-ut-ti-a" Name	Day Pho	one Number		Date
Print "Authorized Representative" Name	Day Pile	ne number		Date



What do you get with the DVR Suite? Only Everything!

When it comes to home entertainment, it doesn't get any better than the DVR Suite from Midcontinent Communications. It is one "suite" package filled with exciting features.

• Preferred Cable

More than 200 channels of great programming, 48 channels of commercial-free music, on-screen Interactive Program Guide, choice of Premium Movie Packages

- HDTV (HD equipment required)
- DVR
- On Demand*



MidcoNet® Broadband How Fast Do You Want To Go?

You won't find faster Internet service at a better value, thanks to the blazing fast speed of MidcoNet® Broadband Internet. With three different levels of service, you can pick the plan that's right for the way you use it.

- MidcoNet Max®
- MidcoNet® Preferred
- WidcoNet® Limited



Digital Phone* Unlimited Long Distance & More!

Midcontinent Digital Phone works just like your current phone service – you dial the same way, and use the same phone, but you enjoy dynamic digital clarity. The real beauty is that you get unlimited local and long distance calling anywhere in the US, Canada, US Virgin Islands, Puerto Rico and Guam. Plus, you'll get eight of our most popular calling features.



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We will continue to make customer service our highest priority and hope to make you feel good about Midcontinent whenever you come in contact with us. Whether it's the customer service representative who helps you in person or on the phone, or the service technician who comes to your home, you'll find us to be friendly, helpful and knowledgeable people who always respect your time and your property.

We will provide the best and most reliable service available. We will never make you sign a service agreement or impose cancellation penalties on you. We believe in keeping our customers so happy that they'll never want to leave.

We will always provide the most innovative services at a great value.

We will continue to invest in our infrastructure in order to bring you the best and newest technologies, all to make your life easier and more entertaining.

We will keep our customers and communities informed.

You will know in advance of any service upgrades
and planned outages, and how they will affect you.

We will keep supporting the communities we serve. From sponsoring events and supporting charities to funding initiatives and career opportunities, we will be involved in our local community.



www.midcocomm.com 💌 1-800-888-1300

DS12-A 0608

More Services. More Choices. More Reasons To...



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TRIO BUNDLES

ULTIMATE DVR TRIO*\$157.95/Month

- <u>Ultimate DVR Suite:</u> Preferred Cable, an Interactive Program Guide, a Digital Video Recorder, On Demand, Digital Music, Pay-Per-View access, HD access, Digital Sports and Variety Package, and 4 premium movie packages—HBO, Starz/Encore, Showtime/TMC, Cinemax.
- MidcoNet Max: Broadband Service (Unthrottled Downloads and 768Kbps Uploads).
- Digital Phone Package: Main Phone Line, Unlimited Local and Long-distance Calling, Caller ID Name and Number, Call Waiting ID, Anonymous Call Rejection, 3-Way Calling, Speed Call 30, Distinctive Ringing, Last Call Return, Call Forwarding Universal, Continuous Redial and Voicemail with eVOICE.

THEATRE DVR TRIO*\$130.95/Month

- Theatre DVR Suite: Preferred Cable, an Interactive Program Guide, a Digital Video Recorder, On Demand, Digital Music, Pay-Per-View access, HD access and your choice of a premium movie package.
- MidcoNet Preferred: Broadband Service (10Mbps downloads and 512Kbps uploads).
- Digital Phone Package: Main Phone Line, Unlimited Local and Long-distance Calling, Caller ID Name and Number, Call Waiting ID. Anonymous Call Rejection, 3-Way Calling, Speed Call 30, Distinctive Ringing, Last Call Return, Call Forwarding Universal and Continuous Redial.

PREFERRED DVR TRIO*\$121.95/Month

- Preferred DVR Suite: Preferred Cable, an Interactive Program Guide, a Digital Video Recorder, On Demand, Digital Music, Pay-Per-View access, and HD access.
- MidcoNet Preferred: Broadband Service (10Mbps downloads and 512Kbps uploads).
- Digital Phone Package: Main Phone Line, Unlimited Local and Long-distance Calling, Caller ID Name and Number, Call Waiting ID, Anonymous Call Rejection, 3-Way Calling, Speed Call 30, Distinctive Ringing, Last Call Return, Call Forwarding Universal and Continuous Redial.

BASIC DVR TRIO*\$103.90/Month

- Basic DVR Suite: Basic Cable, an Interactive Program Guide, a Digital Video Recorder, Digital Music and Pay-Per-View access.
- MidcoNet Preferred: Broadband Service (10Mbps downloads and 512Kbps uploads)
- Digital Phone Line: Basic Local Digital Phone Line

DUO BUNDLES

Theatre DVR Suite* & MidcoNet* Preferred\$110.90/Month Theatre DVR Suite* & Digital Phone Package\$106.90/Month Digital Phone Package & MidcoNet® Preferred \$65.90/Month

MIDCONTINENT DVR SUITES

ULTIMATE DVR SUITE*.....\$103.95/Month

The "Ultimate" in Movies and Sports, Includes Preferred Cable with access to over 200 channels, Interactive Program Guide, On Demand programming, Pay-Per-View access, access to High Definition programming, the Sports & Variety Package, 48 Digital Music channels, Digital Video Recorder (DVR), All four Premium Movie Packages including HBO, Cinemax, Starz/Encore and Showtime/The Movie Channel

Your ticket to the show! Includes Preferred Cable with access to over 200 channels, Interactive Program Guide, On Demand programming. Pay-Per-View access, access to High Definition programming, 48 Digital Music channels, Digital Video Recorder (DVR) and choice of one Premium Movie Package

Great Channels! Great Price! Includes Preferred Cable with access to over 200 channels, Interactive Program Guide, On Demand programming, Pay-Per-View access, access to High Definition programming, 48 Digital Music channels and Digital Video Recorder (DVR).

MIDCONTINENT CABLE

PREFERRED CABLE\$52.95/Month

Includes Preferred Cable with access to over 200 channels. Interactive Program Guide, On Demand programming, Pay-Per-View access, access to High Definition programming, 48 Digital Music channels and Standard Digital Receiver.

Up to 72 Channels of Cable, Interactive Program Guide, Pay-Per-View access

and Standard Digital Receiver.

Premium Movie Packages

HBO (Includes 11 channels and On Demand programming)	\$14.00
CINEMAX (Includes 6 channels and On Demand programming)	\$14.00
STARZ / ENCORE (Includes 21 channels and On Demand programming)	\$14.00
SHOWTIME / TMC (Includes 16 channels)	

Other Digital Cable Services
Sports & Variety Package (Includes additional sports, family and lifestyle networks) \$4.00
Spanish Package (Includes 15 channels of Spanish language programming) \$4.00

INTERNET SERVICES

Broadband Services
MidcoNet Max [®] Unthrottled download and up to 768Kbps upload
MidcoNet® Preferred Up to 10Mbps download and 512Kbps upload
Limited Internet Services
MidcoNet* Limited Up to 256Kbps download and upload
Internet Content Services
MidcoNet* Tunes, Plus, Learning Edge, GameSomnia
MidcoNet® Tunes and Plus
MidcoNet* Tunes
MidcoNet* Plus
MidcoNet Learning Edge or GameSomnia (each)\$6.50

*For Standard Digital without the DVR and HD features in Suites or Bundles. deduct \$9.00 per month from the price.

TELEPHONE SERVICE

Digital Phone Package\$30.95 Includes local phone line, unlimited calling to any U.S. State, Canada, the Virgin Islands, Puerto Rico and Guam plus Call Waiting ID, 3-Way Calling, Call Forwarding Universal, Last Call Return, Continuous Redial, Speed Call 30. Distinctive Ringing, Caller ID Name & Number (Includes Anonymous Call

A la Carte Telephone Services

Rejection. Caller ID equipment not included.)

Basic Digital Phone Line	.\$18.00
Additional Digital Phone Line (eqch)	. \$9.95
Long Distance Calling Per Minute	.\$0.079

Additional Phone Features

Caller ID Name & Number	.\$5.95
Voicemail	.\$5.95
All Other Phone Features (each)	.\$3.95
Choose from:	

- · Call Waiting ID
- 3-Way Calling
- Call Forwarding Universal
- Last Call Return
- Continuous Redial
 - Speed Call 30 Distinctive Ringing
- Number (Includes Anonymous Call Rejection. Caller ID equipment not included.)

• Caller ID Name &

EQUIPMENT

Cable TV Equipment

.\$16.00
\$8.00
\$3.95
\$3.95
.\$89.00
\$59.00

INSTALLATION & OTHER SERVICES (non-monthly fees)

Installation	35.00
Extra Outlets Added (each)	25.00
Home Service Calls**	
Account Change Fee	
Late Charges (accrued for each late payment)	
** If a Midcontinent service issue, you will not be charged.	

Get Hooked with Midcontinent Communications. Sign up for

services today by calling

1-800-888-1300.



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

How do I switch my phone service to Midcontinent Communications?

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.

- What are the taxes and fees on my telephone bill?*
- Residential Access Line Charge: Authorized by the Federal Communications Commission (FCC) for providing access to and maintenance of the local network.
- Local Number Portability: 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.
- State and Federal Taxes: This is the amount of your State and Federal taxes which varies by your location. All telephone companies assess the same percentages.
 - Federal Universal Service Fund: supports telecommunication needs of consumers in low-income households, schools, libraries and rural healthcare providers.
 - Gross Receipts Tax: The Gross Receipts tax is on gross receipts derived from the furnishing of telephone services. The service provider collects the tax and reports the collections annually to the Department of Revenue.

Federal Excise Tax: Taxes mandated by the federal government. They are imposed on local and wireless telephone services.

Federal TRS & Administration Fee: Federal Telecom Relay Service (TRS) fee is a fee on all carriers providing interstate telecommunications must support TRS, which enables telephone conversations between people with speech/hearing impairments and those without. The Federal TRS surcharged is assessed as a percentage of interstate toll charges.

- Why does my first bill seem to have more than a month's worth of service charges?
- A: Midcontinent Communications bills are generated once a month and charges are billed one month in advance. If you have recently installed or upgraded services, there is partial month billing for the current statement month plus one month in advance.

In the event that you have downgraded or disconnected services, you will be credited for the days remaining in the current statement month.

- What can I do to reduce the number of calls I receive from telephone solicitors?
- You can place your name on the National Do Not Call registry.

 Here is the contact information:

National Registry

Visit www.donotcall.gov or call 1-888-382-1222

Minnesota '

Minnesota Department of Commerce 85 7th Place East, Suite 500 St. Paul, MN 55101 800-921-4110 www.commerce.state.mn.us

North Dakota

Call the national registry number 800-382-1222 ndag@state.nd.us www.aq.state.nd.us/nocall/nocall.htm

South Dakota

Call the national registry number 800-382-1222 www.sddonotcall.com



1-800-888-1300 • www.midcocomm.com





Common Questions and Answers About Midcontinent Digital Phone Service



Midcontinent Digital Phone Service

Q: What is Midcontinent Digital Phone Service?

A: Most Midcontinent Digital Phone Service uses VoIP technology that sends your conversation over our private network in highly reliable digital packets. With Midcontinent Digital Phone, the quality and performance of each call is assured with advanced networking equipment and technology not available with regular Internet-based phone service.

Under no circumstances should you move or disconnect the power source of the Digital Phone equipment while your services are active. This will ensure that you have dial tone and access to E911. If you need to have your Digital Phone equipment moved, please contact us at 1-800-888-1300 and we will assist you.

O: What equipment is needed for Midcontinent Digital Phone Service?

A: Our qualified technicians will install equipment in your home that will provide the Digital Phone Service allowing you to use the telephones you currently have in your home. There is no monthly service charge for this equipment.

Q: What should I do with the Midcontinent Digital Phone equipment if I move or disconnect my services?

A: If you are moving, please try to call us at least two-weeks in advance so your services are not interrupted. When moving within a Digital Phone market, please take your Digital Phone equipment with you and have it available for the technician on the day and time of install. If you are disconnecting your telephone service or moving to a non-Digital Phone market, please return the Digital Phone equipment to Midcontinent Communications within three calendar days to avoid a \$175.00 non-returned equipment charge to your account.

Q: Do I need to be home for the installation of Midcontinent Digital Phone Service?

A: Yes. The technician will need to enter your home to install the Digital Phone equipment. The average length of this install is approximately 90 minutes. During this time, the technician will also check other Midcontinent Communication services to ensure that you are receiving the highest quality of service.

Q: Do I have to subscribe to the Digital Phone Package to have Midcontinent Digital Phone Service?

A: No. The Digital Phone Line or any of the telephone features can be selected at A la Carte pricing. Unlimited long distance is available only with the Midcontinent Digital Phone Package.

Q: Can I keep my current telephone number?

A: Yes, in nearly all cases you can keep your current telephone number when switching to Midcontinent Communications Digital Phone Service.

O: Can I choose my own Long Distance Carrier?

A: Absolutely. However, to qualify for our \$29.95 Digital Phone Package which includes unlimited long distance to all 50 states, Canada, Puerto Rico, the Virgin Islands and Guam, you must choose Midcontinent Communications as your local and long distance provider.

Q: Can I call 911 with Midcontinent Digital Phone Service?

A: Absolutely yes!

Q: What happens if power is lost? Will I lose my Digital Phone Service—what about 911?

A: It is important to Midcontinent Communications that your safety is guarded in the event of a power outage. The equipment that is installed to provide Digital Phone Service is backed up with constantly charging battery packs. Should power be lost, the battery back up will provide 8 hours of dial tone. It is recommended that during a power outage phone usage be limited so that the dial tone is available for emergencies. Once power is restored, the batteries will begin charging again. You should NOT touch the batteries, connections or equipment in the event of a power outage as this can affect the battery life. If the batteries are removed during a power outage, dial tone will be lost until the power is restored, even if the batteries are replaced. As with all of Midcontinent Communication's services, we monitor the quality of our service 24x7. We respond immediately to any and all service interruptions.

Q: Will Midcontinent Digital Phone Service support my fax or answering machines?

A: Because Midcontinent Communication's Digital Phone service is true phone service, it works with your fax and answering machines.

Q: Will all the phones in my home be connected to Digital Phone Service?

A: Yes, all of the telephones in your home will enjoy Digital Phone Service.

O: Can international phone calls be made with Midcontinent Digital Phone Service?

A: Yes, if you request international dialing capability. There is a \$2.00 monthly charge plus the charges for calling internationally. Per minute cost per country can be found on our website at www.midcocomm.com, click on Residential Services, click on Telephone Services then click International Phone Rates.

Q: Can my calling card be used with unlimited long distance if I choose the Midcontinent Digital Phone Package?

A: At this time, Midcontinent Communications does not offer a calling card with unlimited long distance. To take advantage of the unlimited long distance, the phone call must originate from the phone number that has the Digital Phone Package with unlimited long distance.

O: Can I subscribe to Midcontinent Digital Phone Service for my business?

A: Digital Phone is available to businesses in some service areas, call 1-800-888-1300 (or check with your local sales representative).

O: Do I need a special phone when subscribing to Midcontinent Digital Phone Service?

A: No. With just a few exceptions, any touch-tone or rotary phone will work with Digital Phone Service, including a cordless phone. Your answering machines and Caller ID will also work with Digital Phone Service.

O: Why do I need to switch my current phone service to Digital Phone?

A: Digital Phone is currently the most advanced phone technology available, and will eventually become the standard Midcontinent Communications phone service offering. In addition to receiving an impeccable quality connection, Digital Phone will enable you to take advantage of future features as the technology develops.

What is included with the Midcontinent's \$29.95 Digital Phone Package?

A: • Digital Phone Line

 Unlimited long distance to all 50 United States, Canada, Puerto Rico, the Virgin Islands and Guam

• Call Waiting ID

• 3-Way Calling

Call Forwarding Universal

Last Call Return

Continuous Redial

• Speed Call 30

- Distinction Discoin

Distinctive Ringing

 Caller ID Name & Number (Includes Anonymous Call Rejection, Caller ID equipment not included.)

Q: What should I do if I don't have a dial tone?

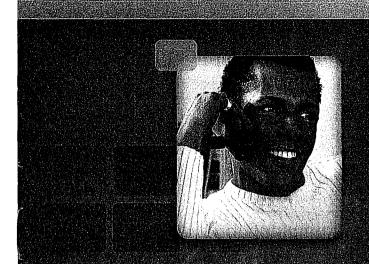
A: • Check other phones to see if the dial tone is lost only on one phone or all of them.

• If you have a wireless phone, check the batteries and make sure it is plugged in.

 If you have a wireless phone, try to use a corded phone in the phone jack to see if it works.

• If there is still no dial tone, take your corded phone outside to the demarc (the box outside of the house where the phone line leads in to). Open the box and plug the phone in. If you have dial tone at the demarc, the phone services are connected and you may be experiencing a problem with your inside wiring. If this is the case, please contact an electrician or contractor to repair the wires.

If the issue cannot be resolved with the above troubleshooting steps or you would like help troubleshooting, please contact us at 1-800-888-1300.





Digital Telephone

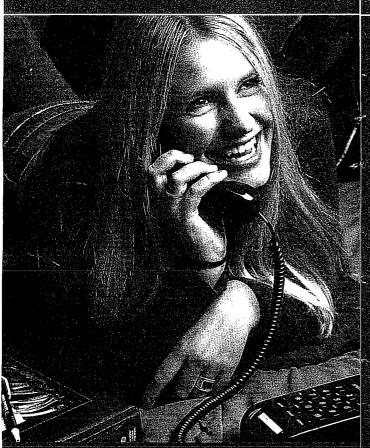
User's Guide



1.800.888:1300 • www.midcocomm.com

EXHIBIT

Welcome To Midcontinent | Communications!



Contents:

Welcome Letter	
Rights & Responsibilities	2-3
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Digital Phone Package & Phone Bill Information	6-7
Using The Features of Your Service	8-14
How To Use Your Voicemail	.15-17
Quick Reference Guideback	cover



Thank you for choosing Midcontinent Communications as your telephone service provider. Providing you with the best possible service is our top priority.

Please review this welcome booklet carefully. In it you will find:

- A features guide outlining a variety of available features and instructions for their use.
- A Voicemail guide containing set-up and utilization instructions.

We have set up your digital phone line to provide the features that you requested on your order. Your directory listing will be as you requested and will remain the same unless you direct us to change it. To subscribe to our Digital Phone Package, you must choose Midcontinent as your local and long distance service provider. If you choose a Local Digital Service Line only, you may select both an in-state long distance carrier and an out-of-state long distance carrier for 1+ dialing. Should you wish to change long distance providers in the future, you will be billed \$5.00 per change.

With Midcontinent Digital Telephone service, you have easy access to Telephone Relay Services by dialing 711. For the latest Road Conditions simply dial 511. Plus, dialing 611 will connect you to our Customer Service Department.

In the event you feel your services have been "slammed," or taken by a telephone company without your authorization, you may contact your state's Public **Utilities/Service Commission:**

SD Public Utilities Commission, 500 East Capitol Street Pierre, SD 57501, 800-332-1782

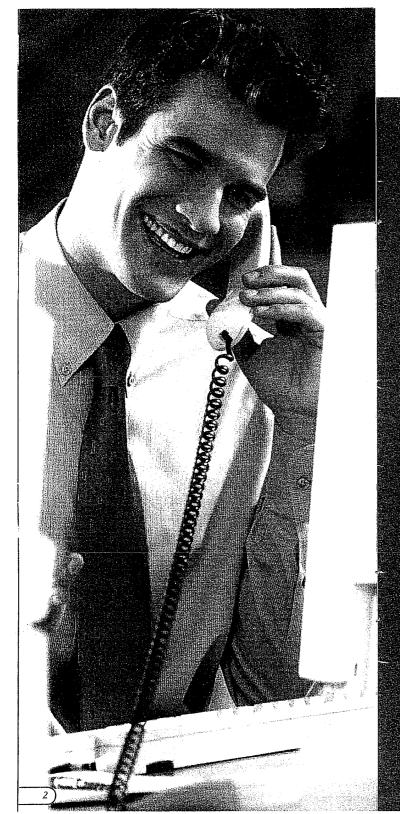
ND Public Service Commission, 600 E Broadway, Dept. 408 Bismarck, ND 58505-0480, 701-328-2400

Minnesota Public Utilities Commission, Consumer Affairs Office 651-296-0406 or 800-657-3782

Please remember that customer service is just a phone call away, 24 hours a day, 7 days a week, at 1-800-888-1300. We welcome your comments and questions.

Midcontinent Communications' Terms and Conditions Agreement for Telephone Service can be found on our website at www.midcocomm.com.

Again, thank you for choosing Midcontinent Communications. We look forward to providing your telephone services.



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.

If you relocate to a different address, you must contact Midcontinent Communications to verify your new 911 address information. In the event of an extended power outage, 911 service may be limited or not available. Please call Customer Service at 1-800-888-1300 for more information.

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 must be designated as your long distance carrier in order to take advantage of our Digital Phone Package.



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.
- Caller ID information is passed through the phone line when you make a call unless you have it blocked, (see page 13)

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.

Midcontinent reserves the right to terminate phone service due to fraudulent usage.

Digital Phone Package & Phone | Bill Information

Midcontinent's Digital Phone Package[†]:

The Digital Phone Package includes your local access line AND unlimited local and long distance phone calls to all 50 United States, Canada, Puerto Rico, the Virgin Islands and Guam*. Call anytime, day or night, with no calling plan minutes to manage.

DIGITAL PACKAGE PHONE FEATURES

- Call Waiting/ Call Waiting ID
- 3-Way Calling
- Call Forwarding Universal
- Last Call Return
- Continuous Redial
- Speed Call 30
- Distinctive Ringing
- Caller ID Name & Number (includes Anonymous Call Rejection)

Caller ID equipment not included.

Several features are also available on most Midcontinent lines on a pay-per-use basis for customers who have not selected the Digital Phone Package. These include 3-Way Calling, Continuous Redial, Call Trace and Last Call Return. These features function as described in the following pages and incur a per use charge. If you would like to have these features blocked from service, please call 1-800-888-1300.

Locations other than those listed above are considered International and charged per minute calling rates. Some restrictions apply. Customer minutes used may be monitored and if in excess of 5,000 minutes of toll usage per month, a residential customer will be presumed to be in violation of the applicable restrictions of the service agreement. To review the customer service agreement or see international calling rates, visit our website at www.midcocomm.com

Available in Midcontinent serviceable areas only. Calling card calls, 900 number calls, operator assisted calls, and Directory Assistance are not included in the Digital Phone Package and may incur additional charges.

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:

- 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:

- 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.
- You will hear a brief stutter tone. When you hear the normal dial tone, you can make your second call.
- 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.midcocomm.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.
- To de-activate 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.
- 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.
- 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 30

You can store 30 frequently called numbers by dialing two digits instead of the entire phone number.

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:

To set up or turn Distinctive Ringing on or off for the most recent phone number that called you, pick up your phone after your call has ended, dial *61, and follow the recorded instructions.

Call Trace

Call Trace helps stop threatening, obscene or harassing calls. If you receive a threatening call: Hang up immediately. Lift the receiver, press *57 and follow the recorded instructions. Always dial 911 in an emergency situation. The caller's name and number will not be released to you under any circumstances. Normally, it takes three successful traces before any deterrent action will be taken by a law enforcement agency.

E-Voice

To set your Midcontinent voicemail for access through email as well as from a telephone, call our Customer Service Department at 1-800-888-1300 to let us know the email address you want to use to access your voicemail messages. When you receive an email stating you have a voicemail message, you have the option of listening to it online or through your phone. You can also click to delete the message from voicemail access if you know you do not want to keep it for later retrieval from a phone.

How To Use Your Voicemail

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 digital 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.

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.

Accessing Your Main Menu

From Your Own Phone

- 1. Dial one of the access numbers shown below depending upon where you live. (if Auto Login is ON then
- you may skip steps 2 & 3)
- 2. Press #

Redfield

Shindler

St. Lawrence

Sioux Falls Area

302

893

213

275

Fargo

Grafton

Grand Forks

Grand Forks AFB

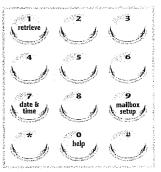
3. If requested, Enter your password then # (your default password is 0000)

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)

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)



- 0015

Record the voicemail access number for your town:

From the list below:	Area Co	ode City Code			
South Dakota – 6	505	Spearfish	559	Grandin	342
Aberdeen Area	262	Spring Creek	213	Hatton	569
Bath	262	Sturgis	561	Hillsboro	383
Belle Fourche	568	Теа	213	Horace	532
Canton	558	Vermillion	658	Larimore	431
Central City	571	Warner	262	Leonard	434
Deadwood [']	571	Watertown	878	Lincoln	751
Ft. Pierre	494	Waubay	435	Mandan	751
Gardner	342	Webster	588	Mayville	414
Harrisburg	213	Whitewood	443	Menoken	751
Huron	554	Wolsey	497	Minto	358
Lead	571	Yankton	689	Oxbow	598
Madison	556			Reynolds	841
Milbank	445	North Dakota –	701	Thompson	554
Miller	893	Bismarck	751	Wahpeton	591
Mina	262	Buxton	841	West Fargo	532
Mitchell	292	Devils Lake	544		
Pierre	494	Emerado	631	Minnesota – 218	
Rapid City Area	791	Frontier	532	Breckenridge	651
- '10 11'	200	-	F 7 7	C 1	470

532

379

757

631

Crookston

E. Grand Forks

470

399

Mailbox Setup Menu

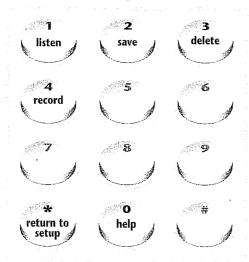
Four Options Available in the Setup Menu

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*

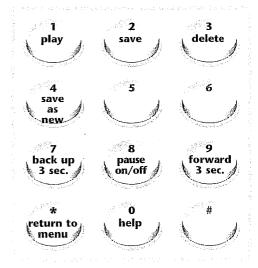
Three Options Available in the Retrieve Menu

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

*You may also listen to voicemail through email. See E-voice on page 13 for more information.



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/Off	*61
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

Midcontinent telephone service also includes valuable access to 911 Emergency, 811 One Call Dig Locates, 71.1 Telecommunications Relay for hearing and speech assistance, 611 Customer Service Department, 511 Highway Information and 411 Local Directory Assistance*. Link-Up America and Lifeline Assistance are available for customers who qualify for those programs,

*411 Directory Assistance fee applies per each use of the service.

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:



