

DIVIDER

STATE OF NORTH DAKOTA
INFORMATION TECHNOLOGY DEPARTMENT
SFN 2053 (4-2002)

PU-2641-02-39
Inter-Community Telephone Company, L.L.C.
Designated Eligible Carrier
Application
Filed 1/18/2002

Closed 3/18/2002

02

DESCRIPTION

Scott, Sandi L.

From: Bauske, Shelly A.
Sent: Thursday, June 06, 2002 1:32 PM
To: Scott, Sandi L.
Subject: FW: Money Received.....

-----Original Message-----

From: Geiger, Gloria A.
Sent: Thursday, June 06, 2002 12:04 PM
To: Bauske, Shelly A.
Cc: Geiger, Gloria A.
Subject: RE: Money Received.....

Gloria Geiger
Administrative Staff Officer
North Dakota Public Service Commission
701-328-2401
fax 701-328-2133
gag@oracle.psc.state.nd.us

-----Original Message-----

From: Bauske, Shelly A.
Sent: Thursday, June 06, 2002 11:00 AM
To: Geiger, Gloria A.
Subject: Money Received.....

Case No. PU-2271-02-123
Sprint
\$85.22
7700 8503 248 22123

Case No. PU-2641-02-27
Inter-Community Telephone
\$182.11
7700 8503 248 22027

Case No. PU-2641-02-39
Inter-Community Telephone
\$182.12
7700 8503 248 22039

12 **PU-2271-02-123** Pages: 0
\$85.22 received
by Sprint Communications Co. LP dba Sprint Communi
06/06/2002 CC: Comm Legal Ilona Jerry .

20 **PU-2641-02-27** Pages: 0
\$182.11 received
by Inter-Community Telephone Company, L.L.C.
06/06/2002 CC: Comm Legal PUD (3)

✓ **13** **PU-2641-02-39** Pages: 0
\$182.12 received
by Inter-Community Telephone Company, L.L.C.
06/06/2002 CC: Comm Legal PUD (3)

APPROVED

DATE: 5-8-02
KMF

MOTION

May 8, 2002

Inter-Community Telephone Company, L.L.C.
Designated Eligible Carrier
Application

Case No. PU-2641-02-39

I move the Commission bill Inter-Community Telephone Company, L.L.C.
for costs incurred to date in Case No. PU-2641-02-39, Inter-Community
Telephone Company, L.L.C., Designated Eligible Carrier, Application.



Public Service Commission
State of North Dakota

COMMISSIONERS

Susan E. Wefald, President
Leo M. Reinbold
Anthony T. Clark

Executive Secretary
Jon H. Mielke

600 E Boulevard Ave. Dept. 408
Bismarck, North Dakota 58505-0480
web: www.psc.state.nd.us
e-mail: sab@oracle.psc.state.nd.us
TDD 800-366-6888
Fax 701-328-2410
Phone 701-328-2400

May 8, 2002

Keith Anderson
Inter-Community Telephone Company
PO Box 8
Nome ND 58062-0008

RE: Case No. PU-2641-02-39
Inter-Community Telephone Company, L.L.C.
Designated Eligible Carrier
Application

Enclosed is a copy of the statement approved at the May 8, 2002 Public Service Commission meeting for the expenses incurred to date in Case No. PU-2641-02-39.

Under N.D.C.C. 49-21-01.7, these expenses are billed through the Valuation Fund and must be paid for by the telecommunications company involved.

Please make your check payable to the *Public Service Commission*.

Sincerely,

Gloria Geiger
Admin Staff Officer
701-328-2401

Enc.

c: Michael Bosh
Pringle & Herigstad
PO Box 1000
Minot ND 58702-1000

Billing Statement

May 8, 2002

Inter-Community Telephone Company, L.L.C.
Designated Eligible Carrier
Application

Case No. PU-2641-02-39

Bill To:

Inter-Community Telephone Company, L.L.C.....\$182.12*

*1/2 of total \$364.23

Expenses Incurred to Date:

Advertising Costs \$182.12

Send Payment and a Copy of this Statement To:

Public Service Commission
600 E Boulevard Ave Dept 408
Bismarck ND 58505-0480

Federal Tax ID 45-0309764



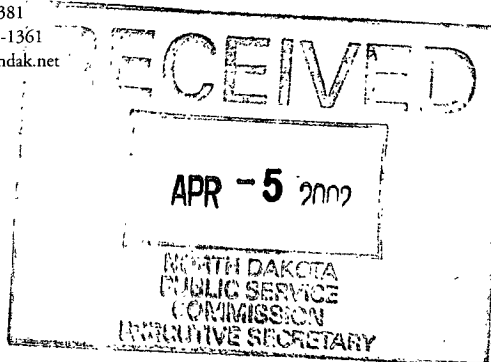
LAW OFFICES OF

PRINGLE & HERIGSTAD, P.C.

BREMER BANK BUILDING
20 SW 1ST STREET
POST OFFICE BOX 1000
MINOT, NORTH DAKOTA 58702
(701) 852-0381
FAX (701) 857-1361
E-mail: pringle@ndak.net

MICHAEL A. BOSH
BRENT M. OLSON
DENISE C. HAYS
DEBRA L. HOFFARTH
OF COUNSEL
HERBERT L. MESCHKE
JAN. M. SEBBY
RETIRED
THOMAS A. WENTZ

ROGER O. HERIGSTAD
MARK F. PURDY
DONALD A. NEGAARD
JAMES E. NOSTDAHL
CAROL K. LARSON
DAVID J. HOGUE
REED A. SODERSTROM
MARK R. HAYS



April 4, 2002

Jon Mielke, Executive Secretary
Public Service Commission
State of North Dakota
600 E. Boulevard Ave., Dept. 408
Bismarck, ND 58505-0480

CASES NO. PU-2641-02-27 AND PU-2641-02-39

Please find enclosed for filing in the above-referenced transaction the Certificate of Merger, issued by the North Dakota Secretary of State on April 3, 2002. Pursuant to the Order of the Commission in the above-referenced proceedings on March 13, 2002, I would ask that Certificates of Public Convenience and Necessity be issued to Inter-Community Telephone Company, L.L.C., for the exchanges of Hope, Page, Sanborn, and Tower City. If anything further is required, please feel free to contact the undersigned. Thank you.

Very truly yours,

Michael A. Bosh
Pringle & Herigstad, P.C.

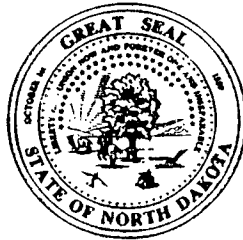
jb
enc.
cc/enc: Keith Andersen
Illona A. Jeffcoat-Sacco

13 **PU-2641-02-27** Pages: 4
Copy of Certificate of Merger filed
by Inter-Community Telephone Company, L.L.C. by Mi
04/05/2002 CC: Comm Legal PUD (3)

11 **PU-2641-02-39** Pages: 4
Copy of Certificate of Merger filed
by Inter-Community Telephone Company, L.L.C. by Mi
04/05/2002 CC: Comm Legal PUD (3)

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF MERGER

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that Articles of Merger of INTER-COMMUNITY TELEPHONE COMPANY II, L.L.C., a North Dakota LIMITED LIABILITY COMPANY into

INTER-COMMUNITY TELEPHONE COMPANY, L.L.C. a North Dakota LIMITED LIABILITY COMPANY, duly signed and executed pursuant to the provision of North Dakota LIMITED LIABILITY COMPANY Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Merger of INTER-COMMUNITY TELEPHONE COMPANY II, L.L.C. into INTER-COMMUNITY TELEPHONE COMPANY, L.L.C..

Effective date of merger: April 3, 2002.

Issued: April 3, 2002

A handwritten signature in cursive script, reading "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State

932752
non survivor - 14,584,300 LLC
survivor - 14,583,400 LLC
RECEIVED
MAR 18 2002
SEC. OF STATE

ARTICLES OF MERGER

Pursuant to the provisions of North Dakota Century Code § 10-32-104, INTER-COMMUNITY TELEPHONE COMPANY, L.L.C. adopts the following Articles of Merger for the purpose of merging its wholly-owned subsidiary INTER-COMMUNITY TELEPHONE COMPANY II, L.L.C. into and with INTER-COMMUNITY TELEPHONE COMPANY, L.L.C., with INTER-COMMUNITY TELEPHONE COMPANY L.L.C. as the surviving entity of the merger.

ARTICLE A. In a resolution dated January 24, 2002, the Board of Governors of INTER-COMMUNITY TELEPHONE COMPANY, L.L.C. unanimously approved and adopted the following Plan of Merger of INTER-COMMUNITY TELEPHONE COMPANY II, L.L.C. into INTER-COMMUNITY TELEPHONE COMPANY, L.L.C.

Plan of Merger

1. Merger. INTER-COMMUNITY TELEPHONE COMPANY II, L.L.C. shall be merged with and into INTER-COMMUNITY TELEPHONE COMPANY, L.L.C., and INTER-COMMUNITY TELEPHONE COMPANY, L.L.C. does hereby merge INTER-COMMUNITY TELEPHONE COMPANY II, L.L.C. with and into itself. On and after the effective date of this contemplated merger:
 - a. INTER-COMMUNITY TELEPHONE COMPANY, L.L.C. shall be the surviving entity, and shall continue to exist as a limited liability company under the laws of the State of North Dakota, with all the rights and obligations of such surviving limited liability companies as are provided by North Dakota law.
 - b. INTER-COMMUNITY TELEPHONE COMPANY II, L.L.C., as the constituent entity to this merger, pursuant to North Dakota law, shall cease to exist except as otherwise provided for specific purposes under North Dakota law, and its property shall become the property of INTER-COMMUNITY TELEPHONE COMPANY, L.L.C. as the surviving constituent entity of this merger.
2. Articles of Organization; Operating Agreement. The Articles of Organization and Operating Agreement of INTER-COMMUNITY TELEPHONE COMPANY, L.L.C. shall continue as the Articles of Organization and Operating Agreement of the surviving constituent entity of this merger.
3. Governors. The Governors of INTER-COMMUNITY TELEPHONE COMPANY, L.L.C. shall be the Governors of the surviving constituent of this merger until their successors are duly elected and qualified under the Operating Agreement of INTER-COMMUNITY TELEPHONE COMPANY, L.L.C.
4. Membership Units of Survivor. Each membership unit of INTER-COMMUNITY TELEPHONE COMPANY, L.L.C. outstanding on the effective date of this merger shall thereupon without further action become one membership unit of the surviving constituent entity, without the issuance or exchange of new membership units.

5. Cancellation of Membership Units of Inter-Community Telephone Company II, L.L.C.
All authorized and outstanding membership units of INTER-COMMUNITY TELEPHONE COMPANY II, L.L.C., such membership units being owned in their entirety by INTER-COMMUNITY TELEPHONE COMPANY, L.L.C., and all rights in respect thereof, shall be canceled forthwith on the effective date of the merger, and the certificates representing such membership units shall be surrendered and canceled.
6. Approval. This Plan of Merger shall be approved pursuant to N.D.C.C. § 10-32-104(2). If and when such required approval is obtained, the proper Officers and Governors of INTER-COMMUNITY TELEPHONE COMPANY, L.L.C. and INTER-COMMUNITY TELEPHONE COMPANY II, L.L.C. shall, and are hereby authorized and directed to, perform all such further acts and execute and deliver to the proper authorities for filing all documents as may be necessary or proper to render effective the merger contemplated by this Plan.

ARTICLE B. INTER-COMMUNITY TELEPHONE COMPANY II, L.L.C. is only authorized to issue one membership unit. INTER-COMMUNITY TELEPHONE COMPANY, L.L.C. is the sole member of INTER-COMMUNITY TELEPHONE COMPANY II, L.L.C.

ARTICLE C. INTER-COMMUNITY TELEPHONE COMPANY, L.L.C. is only authorized to issue one membership unit. LYNCH TELEPHONE CORPORATION II is the sole member of INTER-COMMUNITY TELEPHONE COMPANY, L.L.C.

ARTICLE D. A copy of the Plan of Merger was not mailed to shareholders of INTER-COMMUNITY TELEPHONE COMPANY, L.L.C. or to members of INTER-COMMUNITY TELEPHONE COMPANY II, L.L.C., as required by N.D.C.C. § 10-32-104(5), because INTER-COMMUNITY TELEPHONE COMPANY, L.L.C. is the parent and sole owner of INTER-COMMUNITY TELEPHONE COMPANY II, L.L.C.

Dated this 24th day of January, 2002.

INTER-COMMUNITY TELEPHONE COMPANY, L.L.C.

Robert Snyder
By: Robert Snyder
Its: President

RATIFIED AND ACKNOWLEDGED BY LYNCH TELEPHONE CORPORATION II,
THE SOLE OWNER OF INTER-COMMUNITY TELEPHONE COMPANY, L.L.C.

LYNCH TELEPHONE CORPORATION II

Robert Snyder
By: Robert Snyder
Its: President

NORTH DAKOTA
Filed 4-3 2002
Ann D. Jensen
Secretary of State


STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

Inter-Community Telephone Company, L.L.C.
Local Exchange
Public Convenience and Necessity

Case No. PU-2641-02-27

Inter-Community Telephone Company, L.L.C.
Designated Eligible Carrier
Application

Case No. PU-2641-02-39

AFFIDAVIT OF SERVICE BY CERTIFIED AND ORDINARY MAIL

STATE OF NORTH DAKOTA
COUNTY OF BURLEIGH

Sharon Helbling deposes and says that:

she is over the age of 18 years and not a party to this action and, on the **14th day of March, 2002**, she deposited in the United States Mail, Bismarck, North Dakota, **one** envelopes with certified postage, return receipt requested, fully prepaid, securely sealed and each containing a photocopy of:

Order

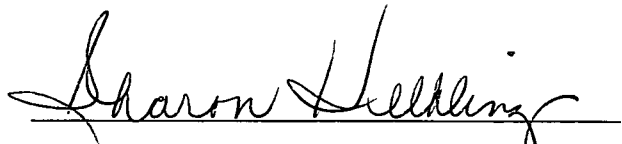
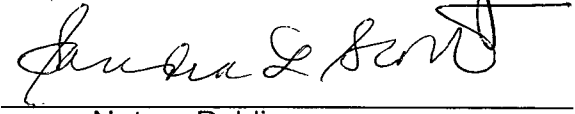
The envelope was addressed as follows:

Michael Bosh
Pringle & Herigstad
P O Box 1000
Minot ND 58702-1000
Cert. No. 7001 2510 0005 8655 6384

Keith Anderson
Inter-Community Telephone Company
P O Box 8
Nome ND 58062
Cert. No. 7001 2510 0005 8655 6391

Each address shown is the respective addressee's last reasonably ascertainable post office address.

Subscribed and sworn to before me
this **14th day of March, 2002**.



Notary Public



SEAL

10 PU-2641-02-39

Pages: 1

Affidavit of Service

by Public Service Commission

03/14/2002

CC: Comm Legal PUD (3)

APPROVED

DATE: 3-13-02
KMF

MOTION

March 13, 2002

**Inter-Community Telephone Company, L.L.C.
Local Exchange
Public Convenience and Necessity**

Case No. PU-2641-02-27

**Inter-Community Telephone Company, L.L.C.
Designated Eligible Carrier
Application**

Case No. PU-2641-02-39

I move the Commission adopt the Order granting the application of Inter-Community Telephone Company, L.L.C for certificates of public convenience and necessity to provide incumbent local exchange telecommunications service and for designation as an eligible telecommunications carrier for receiving federal universal service support in the Hope, Page, Sanborn and Tower City exchange areas of North Dakota.

JRL/sdh

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

**Inter-Community Telephone Company, L.L.C.
Local Exchange
Public Convenience and Necessity**

Case No. PU-2641-02-27

**Inter-Community Telephone Company, L.L.C.
Designated Eligible Carrier
Application**

Case No. PU-2641-02-39

ORDER

March 13, 2002

On January 18, 2002, Intercommunity Telephone Company L.L.C. (Intercommunity) filed an application for certificates of Public Convenience and Necessity to provide facilities-based incumbent local exchange service and for designation as an Eligible Telecommunications Carrier (ETC) in the Hope, Page, Sanborn and Tower City exchanges of North Dakota, Case No. PU-2641-02-27. These exchanges are currently served by Intercommunity Telephone Company II, L.L.C. (Intercommunity II), a wholly owned subsidiary of Intercommunity.

On January 22, 2002, the Public Service Commission's Director of Accounting filed a memorandum indicating that the reorganization will not adversely affect the financial ability of Intercommunity to provide telecommunications service.

On January 30, 2002, the Commission issued a Notice of Opportunity for Hearing, which provided until March 5, 2002 for receiving comments or hearing requests. No comments or requests for hearing were received. The notice identified the following issues to be considered:

1. Fitness and ability of the applicant to provide service.
2. Adequacy of the proposed service.
3. The technical, financial and managerial ability of the applicant to provide service.
4. Qualification of the applicant under the Telecommunications Act of 1996, Section 214(e) for designation as an ETC eligible to receive federal universal service funding.
5. What ETC universal service support area should be designated.

On February 27, 2002, the Commission discussed the applications at an informal hearing.

Intercommunity is a wholly owned subsidiary of Lynch Telephone Corporation II. Intercommunity currently serves 1,226 access lines in the Alice, Buffalo-Wheatland, Dazey, Hannaford and Nome-Fingal exchange areas of North Dakota.

Intercommunity intends to merge Intercommunity II into Intercommunity. Intercommunity is to be the surviving entity and would assume the incumbent ILEC service obligations of Intercommunity II. The merger is to occur as soon as practicable after receiving the requested approvals from the Commission.

All subscribers served by Intercommunity II prior to the merger will be served by Intercommunity beginning on the effective date of the merger. Intercommunity II presently serves 1,366 access lines and would relinquish its ETC designation and certificates of public convenience and necessity as of the effective date of the merger.

Intercommunity and Intercommunity II currently share the same manager and employees. Intercommunity asserts that its technical and financial ability to provide adequate service will likely improve because of the consolidation of technical and financial resources.

The merger will not result in any changes to rates or services. Each exchange will maintain the same access rates that were in effect prior to the merger and Intercommunity has no plans to change local exchange rates at this time.

In Case No. PU-449-97-425 the Commission designated Intercommunity as an ETC with a geographical service area for the purposes of determining universal service obligations that is the same as its existing service area. In Case No. PU-1685-97-426, Intercommunity II was designated for a geographical service area that is the same as its existing service area, all of which is now being transferred to Intercommunity. Intercommunity requests its designated geographic service area for the purposes of determining universal service obligations be expanded to include the exchanges acquired from Intercommunity II.

To be designated as an eligible telecommunications carrier, a carrier must: (1) offer the services that are supported by federal universal service support mechanisms, and offer the services designated by the FCC for such federal support mechanisms for schools, libraries, and health care providers; and (2) advertise the availability of such services and the charges therefore using media of general distribution.

For telecommunications customers, the services designated by the FCC for support by Universal service support mechanisms include voice grade access to the public switched network, local usage, dual tone multi-frequency signaling or its functional equivalent, single-party service or its functional equivalent, access to

emergency services, access to operator services, access to interexchange service, access to directory assistance and toll limitation for qualifying low-income consumers.

For schools and libraries, the services designated by the FCC for support by universal service support mechanisms include all telecommunications services, internal connections including installation and maintenance, basic conduit access to the Internet including information services that consist of the transmission of information as a common carrier, the transmission of information as part of a gateway to an information service when that transmission does not involve the generation or alteration of the content of information, and electronic mail services. For health care providers, the services supported by universal service support mechanisms include any telecommunications service of a bandwidth up to and including 1.544 Mbps.

Intercommunity affirms it will offer all services supported by the federal universal service support mechanisms and will advertise the availability of those services and the charges therefore using media of general distribution throughout all of the exchanges acquired from Intercommunity II.

Intercommunity's Lifeline and Link Up offerings will continue to meet the requirements established by the FCC and the North Dakota Lifeline Plan and Link Up Plan in the exchanges acquired from Intercommunity II.

The Commission finds Intercommunity is fit, able, and has the technical, financial and managerial ability to provide service.

The Commission finds that Intercommunity's proposed service is adequate.

The Commission finds Intercommunity meets the federal requirements for designation as an eligible telecommunications carrier in the Hope, Page, Sanborn and Tower City exchange areas.

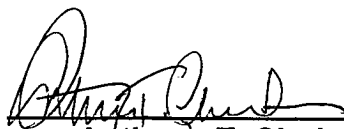
Order

The Commission Orders:

1. The application of Intercommunity Telephone Company for certificates of public convenience and necessity to provide local exchange telecommunications services in the Hope, Page, Sanborn and Tower City exchange areas is approved, effective with the date that the merger transactions are complete. Certificates of public convenience and necessity will be issued upon notification by the applicants that the transactions are complete.
2. Intercommunity's application to expand its designated eligible carrier status is granted and Intercommunity is designated as an eligible telecommunications carrier in the Hope, Page, Sanborn and Tower City exchange areas in North Dakota.

3. Intercommunity II's certificates of public convenience and necessity and ETC designation for the Hope, Page, Sanborn and Tower City exchanges shall be relinquished and cancelled upon completion of the merger transactions and issuance of new certificates of public convenience and necessity for these exchanges.

PUBLIC SERVICE COMMISSION



Anthony T. Clark
Commissioner



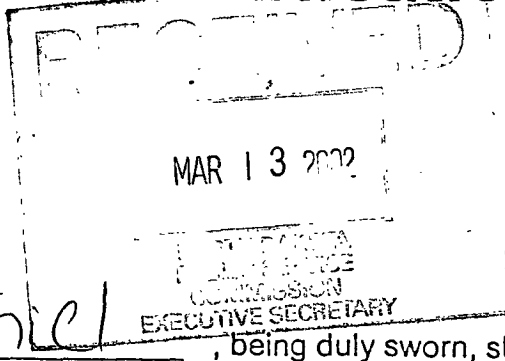
Susan E. Wefald
President



Leo M. Reinbold
Commissioner

Affidavit of Publication

State of North Dakota)
County of Burleigh)



Laurie Thiel

, being duly sworn, state as follows:

1. I am the designated agent, under the provisions and for the purposes of, Section 31-04-06, NDCC, for the newspapers listed on the attached exhibits.
2. The newspapers listed on the exhibits published the advertisement of:
Inter-Community , 1 time(s)
as required by law or ordinance.
3. All of the listed newspapers are legal newspapers in the State of North Dakota and, under the provisions of Section 46-05-01, NDCC, are qualified to publish any public notice or any matter required by law or ordinance to be printed or published in a newspaper in North Dakota.

Signed: Laurie Thiel

Subscribed and sworn to before me this 4th day of March A.D. 2002

Laurie Schaffer

LAURIE SCHAFFER
Notary Public, STATE OF NORTH DAKOTA
My Commission Expires DEC. 1, 2005

9 PU-2641-02-27 Pages: 1
Affidavit of Publication
by North Dakota Advertising Service, Inc.
03/13/2002 CC: Comm Legal PUD (3)

✓ 7 PU-2641-02-39 Pages: 1
Affidavit of Publication
by North Dakota Advertising Service, Inc.
03/13/2002 CC: Comm Legal PUD (3)

North Dakota Advertising Service, Inc.

1435 Interstate Loop • Bismarck, ND 58501-0567 • PHONE (701) 223-6397 • FAX (701) 223-8185 • www.ndna.com

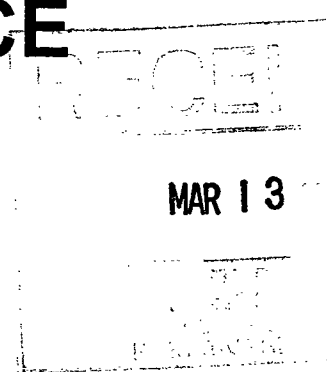
INVOICE

Date: 03/07/2002

Page: 1

To:

JON H. MIELKE
PUBLIC SERVICE COMMISSION
STATE CAPITOL
BISMARCK ND 58505



Client: Public Service Commission

Order: 02022PP0

Newspaper	Date	Inches	Page#	Rate	Amount
Bismarck Tribune	Inter - Co 02/06/2002	60.00	SPR2	0.61	36.60
Devils Lake Daily Journal	Inter - Co 02/06/2002	61.00	SPR2	0.57	34.77
Dickinson Press	Inter - Co 02/06/2002	65.00	SPR2	0.52	33.80
Fargo, The Forum	Inter - Co 02/11/2002	57.00	SPR2	0.73	41.61
Grand Forks Herald	Inter - Co 02/07/2002	57.00	SPR2	0.61	34.77
Jamestown Sun	Inter - Co 02/06/2002	69.00	SPR2	0.50	34.50
Minot Daily News	Inter - Co 02/06/2002	96.00	SPR2	0.42	40.32
Valley City Times-Record	Inter - Co 02/06/2002	65.00	SPR2	0.52	33.80
Wahpeton Daily News	Inter - Co 02/06/2002	65.00	SPR2	0.52	33.80
Williston Herald	Inter - Co 02/06/2002	61.00	SPR2	0.66	40.26
*** ADVERTISING TOTAL					364.23
*** TOTAL DUE					364.23

9 PU-2641-02-27

Pages: 1

Affidavit of Publication

by North Dakota Advertising Service, Inc.

03/13/2002

CC: Comm Legal PUD (3)

7

PU-2641-02-39

Pages: 1

Affidavit of Publication

by North Dakota Advertising Service, Inc.

03/13/2002

CC: Comm Legal PUD (3)

This invoice is due and payable upon receipt. Unpaid items over 30 days from invoice date are subject to a finance charge. The finance charge is computed by a periodic rate of 1 3/4 percent per month (or a minimum charge of 50 cents for balances of under \$50), which is an annual percentage rate of 21 percent.

Total unpaid balance may be paid at any time.

Please pay from this invoice — No statement will be sent. Return duplicate with remittance to North Dakota Advertising Service, Inc.

Notice Of Opportunity For Hearing
January 30, 2002
Case No. 2641-02-39

Bismarck	2-6
Devils Lake	2-6
Dickinson	2-6
Fargo	2-11
Grand Forks	2-7
Jamestown	2-6
Minot	2-6
Valley City	2-6
Walpeton	2-6
Williston	2-2

INFORMAL AGENDA

February 27, 2002

- PU-2478-01-18 KMC Telecom V, Inc.
Local Exchange
Public Convenience and Necessity
- PU- 2065-02-11 Level 3 Communications, LLC
Local Exchange/Interexchange
Public Convenience and Necessity
- PU-2641-02-27 Inter-Community Telephone Company, L.L.C.
Local Exchange
Public Convenience and Necessity
- PU-2641-02-39 Inter-Community Telephone Company, L.L.C.
Designated Eligible Carrier
Application
- PU-1264-02-60 North Dakota Telephone Company
Service Charges
Tariff

- | | | | | | |
|-----------|------------------------------|---|----------|------------------------------|----------------------------|
| | | | 8 | PU-2641-02-27 | Pages: 0 |
| | | | | Informal hearing held | |
| | | | | by Public Service Commission | |
| | | | | 02/27/2002 | CC: Comm Legal PUD (3) |
| 18 | PU-2478-01-18 | Pages: 0 | 6 | PU-2641-02-39 | Pages: 0 |
| | Informal hearing held | | | Informal hearing held | |
| | by Public Service Commission | | | by Public Service Commission | |
| | 02/27/2002 | CC: Comm Legal Ilona, Pat, Jerry Mike . | | 02/27/2002 | CC: Comm Legal PUD (3) |
| 12 | PU-2065-02-11 | Pages: 0 | 4 | PU-1264-02-60 | Pages: 0 |
| | Informal hearing held | | | Informal hearing held | |
| | by Public Service Commission | | | by Public Service Commission | |
| | 02/27/2002 | CC: Comm Legal Ilona Jerry . | | 02/27/2002 | CC: Comm Legal Ilona Pat . |

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

Inter-Community Telephone Company, L.L.C.
Local Exchange
Public Convenience and Necessity

Case No. PU-2641-02-27

Inter-Community Telephone Company, L.L.C.
Designated Eligible Carrier
Application

Case No. PU-2641-02-39

AFFIDAVIT OF SERVICE BY CERTIFIED AND ORDINARY MAIL

STATE OF NORTH DAKOTA
COUNTY OF BURLEIGH

Sharon Helbling deposes and says that:

she is over the age of 18 years and not a party to this action and, on the **31st day of January, 2002**, she deposited in the United States Mail, Bismarck, North Dakota, **one** envelopes with certified postage, return receipt requested, fully prepaid, securely sealed and each containing a photocopy of:

Notice of Opportunity for Hearing

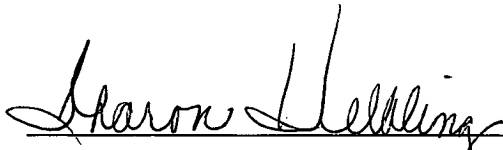
The envelope was addressed as follows:


Michael Bosh
Pringle & Herigstad
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Minot ND 58702-1000
Cert. No. 7099 3220 0002 8483 1341

Keith Anderson
Inter-Community Telephone Company
P O Box 8
Nome ND 58062
Cert. No. 7099 3220 0002 8483 1358

Each address shown is the respective addressee's last reasonably ascertainable post office address.

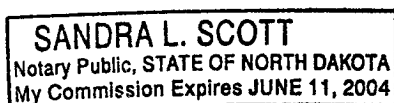
Subscribed and sworn to before me
this **31st day of January, 2002**.





Notary Public

SEAL



5

PU-2641-02-39

Pages: 2

Affidavit of Service

by Public Service Commission

01/31/2002

CC: Comm Legal PUD (3)

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

Inter-Community Telephone Company, L.L.C.
Local Exchange
Public Convenience and Necessity

Case No. PU-2641-02-27

Inter-Community Telephone Company, L.L.C.
Designated Eligible Carrier
Application

Case No. PU-2641-02-39

AFFIDAVIT OF SERVICE BY ORDINARY AND ELECTRONIC MAIL

STATE OF NORTH DAKOTA
COUNTY OF BURLEIGH

Sharon Helbling deposes and says that:

she is over the age of 18 years and not a party to this action and, on the **31st day of January, 2002**, she deposited in the United States Mail, Bismarck, North Dakota, envelopes by first class mail, fully prepaid, securely sealed, each containing a photocopy of:

Notice of Opportunity for Hearing

The envelopes were addressed as follows:

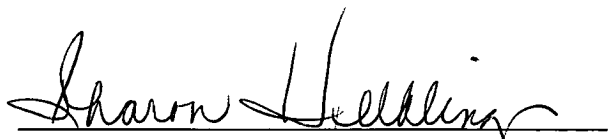
See Attached List

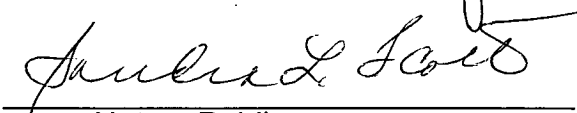
Each address shown is the respective addressee's last reasonably ascertainable post office address.

Subscribed and sworn to before me
this **31st day of January, 2002**.



SEAL





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Helbling, Sharon D.

From: Helbling, Sharon D.
Sent: Thursday, January 31, 2002 7:43 AM
To: ndna (E-mail)
Subject: Attached Notice of Opportunity for Hearing & Notice of Opportunity to File Written Comments

**Colleen
North Dakota Newspaper Association**

Colleen,

Would you please have the attached Notice of Opportunity for Hearing and Notice of Opportunity to File Written Comments published as legal publications in the ten North Dakota daily newspapers, run them as "New Item Only" articles, and send the bill to us along with a tear sheet for billing purposes.

If you have any questions, call me at 328-4076.

Thank you.

**Sharon Helbling
Public Utilities Division**



1.doc



1.doc

4

PU-2641-02-39

Pages: 1

Notice e-mailed to NDNA requesting
publication
by Public Service Commission

01/31/2002

CC: Comm Legal PUD (3)

APPROVED

DATE: 1-30-02
KMF

MOTION

January 30, 2002

**Inter-Community Telephone Company, L.L.C.
Local Exchange
Public Convenience and Necessity**

Case No. PU-2641-02-27

**Inter-Community Telephone Company, L.L.C.
Designated Eligible Carrier
Application**

Case No. PU-2641-02-39

I move the Commission issue a Notice of Opportunity for Hearing in the application of Inter-Community Telephone Company, L.L.C for a certificate of public convenience and necessity to provide incumbent local exchange telecommunications service and designation as an eligible telecommunications carrier in the Hope, Page, Sanborn and Tower City exchanges.

JRL/sdh

3

PU-2641-02-39

Pages: 1

Motion

by Public Service Commission

01/30/2002

CC: Comm Legal PUD (3)

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

Inter-Community Telephone Company, L.L.C.
Local Exchange
Public Convenience and Necessity

Case No. PU-2641-02-27

Inter-Community Telephone Company, L.L.C.
Designated Eligible Carrier
Application

Case No. PU-2641-02-39

NOTICE OF OPPORTUNITY FOR HEARING

January 30, 2002

On January 18, 2002, Inter-Community Telephone Company, L.L.C. of Nome, North Dakota filed an application for certificates of public convenience and necessity to provide facilities-based incumbent local exchange telecommunications services in the exchanges of Hope, Page, Sanborn, and Tower City, North Dakota. Inter-Community also requests designation as an Eligible Telecommunications Carrier (ETC) for these exchanges.

The issues to be considered in these matters are:

1. Fitness and ability of the applicant to provide service.
2. Adequacy of the proposed service.
3. The technical, financial and managerial ability of the applicant to provide service.
4. Qualification of the applicant under the Telecommunications Act of 1996, Section 214(e) for designation as an ETC eligible to receive federal universal service funding.
5. What ETC universal service support area should be designated.


Those interested are invited to comment on the application in writing. Persons desiring a hearing must file a written request identifying their interest in the proceeding and the reasons for requesting a hearing. Comments and requests for hearings must be received by **March 5, 2002**. If deemed appropriate, the Commission can determine the matter without hearings.

For more information contact the Public Service Commission, State Capitol, Bismarck, North Dakota 58505, 701-328-2400; or Relay North Dakota 1-800-366-6888 TTY. If you require any auxiliary aids or services, such as readers, signers, or Braille materials please notify Jon Mielke, Executive Secretary.

PUBLIC SERVICE COMMISSION



Anthony T. Clark
Commissioner



Susan E. Wefald
President



Leo M. Reinbold
Commissioner



LAW OFFICES OF

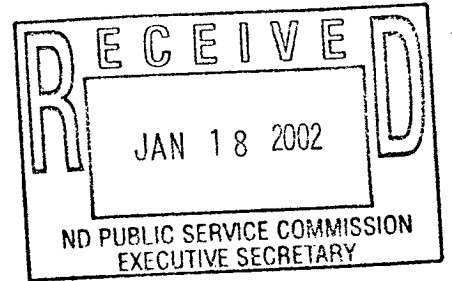
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JAN M. SEBBY
RETIRED
THOMAS A. WENTZ

January 17, 2002



Jon Mielke, Executive Secretary
Public Service Commission
600 E. Boulevard Ave.
Bismarck, ND 58505-0480

**INTER-COMMUNITY TELEPHONE COMPANY, L.L.C. AND
INTER-COMMUNITY TELEPHONE COMPANY II, L.L.C. -
APPLICATION FOR CERTIFICATES OF PC&N AND EXPANSION OF SERVICE AREA**

On behalf of Inter-Community Telephone Company, L.L.C. and Inter-Community Telephone Company II, L.L.C., please find enclosed for filing the original and seven copies of an Application for Certificates of Public Convenience and Necessity and Expansion of Inter-Community Telephone Company, L.L.C.'s Eligible Telecommunications Carrier Designated Geographical Service Area and related Affidavit.

If you have any questions, please call.

Very truly yours,

Michael A. Bosh
Pringle & Herigstad, P.C.

jb
encs.
cc/encs: Keith Andersen

1

PU-2641-02-39

Pages: 42

Application for Designated Eligible Carrier
by Inter-Community Telephone Company, L.L.C.

01/18/2002

CC: Comm Legal PUD (3)

STATE OF NORTH DAKOTA

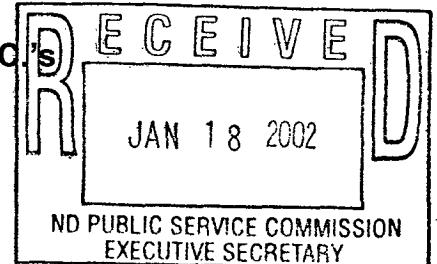
PUBLIC SERVICE COMMISSION

Inter-Community Telephone Company, L.L.C. and
Inter-Community Telephone Company II, L.L.C.

Case No. PU-_____

Application for Certificates of
Public Convenience and Necessity

and Expansion of Inter-Community Telephone Company, L.L.C.'s
Eligible Telecommunications Carrier Designated
Geographical Service Area



APPLICATION

I.

Inter-Community Telephone Company, L.L.C. (hereinafter, "ICTC"), a North Dakota limited liability company, under Certificates of Public Convenience and Necessity issued by the North Dakota Public Service Commission (hereinafter, the "Commission"), is engaged in the business of providing local exchange telecommunications service, exchange access and other telecommunications activities in the following exchanges, which shall hereinafter be collectively referred to as the "ICTC Service Area:" Alice, Buffalo-Wheatland, Dazey, Hannaford, and Nome-Fingal. ICTC is a wholly-owned subsidiary of Lynch Telephone Corporation II.

II.

Inter-Community Telephone Company II, L.L.C. (hereinafter, "ICTC II"), a North Dakota limited liability company, under Certificates of Public Convenience and Necessity issued by the Commission, is engaged in the business of providing local exchange telecommunications service, exchange access, and other telecommunications activities in the following exchanges: Hope (PC&N No. 3463), Page (PC&N No. 3494), Sanborn (PC&N No. 3501), and Tower City (PC&N No. 3509). ICTC II is a wholly-owned subsidiary of ICTC.

III.

ICTC intends to merge its wholly-owned subsidiary, ICTC II, into ICTC, with ICTC as the surviving entity of the merger. As of the effective date of the merger, ICTC II intends to cease doing business as a provider of local exchange telecommunications service, exchange access, and other telecommunications activities in the exchanges of Hope, Page, Sanborn, and Tower City. In addition, as of said effective date, ICTC intends to engage in the business of providing local exchange telecommunications service, exchange

access, and other telecommunications activities in the exchanges of Hope, Page, Sanborn, and Tower City.

IV.

ICTC II wishes to relinquish its Certificates of Public Convenience and Necessity, to help enable ICTC to provide telecommunications service in the following exchanges as of the effective date of the merger: Hope, Page, Sanborn, and Tower City.

V.

ICTC has been designated by the Commission as an eligible telecommunications carrier to receive universal service support under §§ 214 and 254 of the federal Communications act of 1934, as amended by the federal Telecommunications Act of 1996 (hereinafter, the "1996 Act"). ICTC's eligible telecommunications carrier designated geographical service area for the purpose of determining universal service obligations and support mechanisms under the 1996 Act is currently the ICTC Service Area. As of the effective date of the merger, ICTC II will relinquish its designation as an eligible telecommunications carrier, and ICTC will need to have its designated geographical service area for the purpose of determining universal service obligations and support mechanisms under the 1996 Act expanded to also include the following exchanges: Hope, Page, Sanborn, and Tower City. All subscribers served by ICTC II prior to the merger will be served by ICTC beginning on the effective date of the merger.

VI.

Based upon the current services being provided by ICTC II, there is a clear need for telecommunications services in the exchanges currently being served by ICTC II. The relinquishment of ICTC II's current Certificates of Public Convenience and Necessity, and the issuance of new Certificates of Public Convenience and Necessity to ICTC, will have no effect on other public utilities providing similar services, as there are no other public utilities providing similar services in the area currently served by ICTC II. ICTC has the technical, financial, and managerial fitness and ability to provide adequate essential and nonessential telecommunications services in the following exchanges: Hope, Page, Sanborn, and Tower City. The technical and financial ability of ICTC to provide adequate service will remain at least the same, and will likely improve because of the consolidation of technical and financial resources. The managerial ability will remain the same, as ICTC II and ICTC share the same manager and employees.

VII.

As of the effective date of the merger, ICTC will offer all services that are supported by federal universal service support mechanisms under § 254(c) of the 1996 Act and 47 C.F.R. §§ 54.101 and 54.401, using a combination of its own facilities and resale of other carriers' services, and will advertise the availability of such services and the charges therefore using media of general distribution, throughout all of the following exchanges: Alice, Buffalo-Wheatland, Dazey, Hannaford, Hope, Nome-Fingal, Page, Sanborn, and Tower City.

VIII.

The Commission has: (1) authority under N.D.C.C. § 49-21-01.7(7) to act upon applications dealing with certificates of public convenience and necessity; and (2) authority under N.D.C.C. § 49-21-01.7(13) to designate geographic service areas for designated eligible telecommunications carriers for the purpose of determining universal service obligations and support mechanisms under the 1996 Act.

IX.

WHEREFORE, ICTC II hereby applies to the Commission for approval of its relinquishment of Certificates of Public Convenience and Necessity Nos. 3463, 3494, 3501, and 3509, as of the effective date of the merger.

X.

WHEREFORE, ICTC hereby applies, pursuant to N.D.C.C. Ch. 49-03.1 and N.D.A.C. § 69-09-05-11, for Certificates of Public Convenience and Necessity, as of the effective date of the merger, for the following exchanges: Hope, Page, Sanborn, and Tower City.

XI.

WHEREFORE, pursuant to N.D.A.C. § 69-09-05-11(6), ICTC II hereby applies to relinquish its status as an eligible telecommunications carrier under §§ 214 and 254 of the 1996 Act, as of the effective date of the merger.

XII.

WHEREFORE, ICTC hereby applies to the Commission for expansion of its designated geographic service area for the purpose of determining universal service obligations and support mechanisms under the 1996 Act, effective as of the date of the merger, to also include the following exchanges: Hope, Page, Sanborn, and Tower City.

XIII.

WHEREFORE, pursuant to N.D.C.C. § 49-03.1-05, Applicants request that the Commission grant the requested relief without a hearing if no interested party has requested a hearing on this application after receiving at least twenty (20) days notice of opportunity to request such a hearing.

Dated this 17th day of January, 2002.

PRINGLE & HERIGSTAD, P.C.

By Michael A. Bosh

Michael A. Bosh #5313

Attorneys for Applicants

Inter-Community Telephone Company,
L.L.C. and Inter-Community Telephone
Company II, L.L.C.

Bremer Bank Building, Second Floor

P.O. Box 1000

Minot, ND 58702-1000

STATE OF NORTH DAKOTA)
) ss.
COUNTY OF WARD)

On this 17 day of January, 2002, before me, a Notary Public in and for said County and State, personally appeared MICHAEL A. BOSH, known to me to be the person who is described in and who executed the within instrument, and acknowledged to me that he executed the same.

Judith A. Tossett

Judith A. Tossett, Notary Public

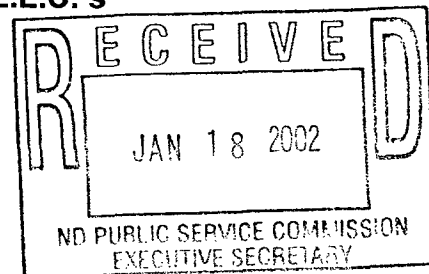
For the State of North Dakota

My commission expires: 01-08-04

STATE OF NORTH DAKOTA

PUBLIC SERVICE COMMISSION

Inter-Community Telephone Company, L.L.C. and Case No. PU-_____
Inter-Community Telephone Company II, L.L.C.
Application for Certificates of
Public Convenience and Necessity
and Expansion of Inter-Community Telephone Company, L.L.C.'s
Eligible Telecommunications Carrier Designated
Geographical Service Area



AFFIDAVIT

STATE OF NORTH DAKOTA)
) ss.
COUNTY OF BARNES)

Keith Andersen, the General Manager of Inter-Community Telephone Company, L.L.C. and Inter-Community Telephone Company II, L.L.C., being first duly sworn, affirms the following statement of facts, in support of Inter-Community Telephone Company, L.L.C.'s and Inter-Community Telephone Company II, L.L.C.'s above-referenced application.

I.

Inter-Community Telephone Company, L.L.C. (hereinafter, "ICTC"), a North Dakota limited liability company, under Certificates of Public Convenience and Necessity issued by the North Dakota Public Service Commission (hereinafter, the "Commission"), is engaged in the business of providing local exchange telecommunications service, exchange access and other telecommunications activities in the following exchanges, which shall hereinafter be collectively referred to as the "ICTC Service Area:" Alice, Buffalo-Wheatland, Dazey, Hannaford, and Nome-Fingal. ICTC is a wholly-owned subsidiary of Lynch Telephone Corporation II.

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No. 3501), and Tower City (PC&N No. 3509). ICTC II is a wholly-owned subsidiary of ICTC.

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ICTC intends to merge its wholly-owned subsidiary, ICTC II, into ICTC, with ICTC as the surviving entity of the merger. As of the effective date of the merger, ICTC II intends to cease doing business as a provider of local exchange telecommunications service, exchange access, and other telecommunications activities in the exchanges of Hope, Page, Sanborn, and Tower City. In addition, as of said effective date, ICTC intends to engage in the business of providing local exchange telecommunications service, exchange access, and other telecommunications activities in the exchanges of Hope, Page, Sanborn, and Tower City.

IV.

ICTC II wishes to relinquish all of its Certificates of Public Convenience and Necessity, to help enable ICTC to provide telecommunications service in the following exchanges as of the effective date of the merger: Hope, Page, Sanborn, and Tower City.

V.

ICTC has been designated by the Commission as an eligible telecommunications carrier to receive universal service support under §§ 214 and 254 of the federal Communications act of 1934, as amended by the federal Telecommunications Act of 1996 (hereinafter, the "1996 Act"). ICTC's eligible telecommunications carrier designated geographical service area for the purpose of determining universal service obligations and support mechanisms under the 1996 Act is currently the ICTC Service Area. As of the effective date of the merger, ICTC II will relinquish its designation as an eligible telecommunications carrier, and ICTC will need to have its designated geographical service area for the purpose of determining universal service obligations and support mechanisms under the 1996 Act expanded to also include the following exchanges: Hope, Page, Sanborn, and Tower City. All subscribers served by ICTC II prior to the merger will be served by ICTC beginning on the effective date of the merger.

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Based upon the current services being provided by ICTC II, there is a clear need for telecommunications services in the exchanges currently being served by ICTC II. The relinquishment of ICTC II's current Certificates of Public Convenience and Necessity, and the issuance of new Certificates of Public Convenience and Necessity to ICTC, will have no effect on other public utilities providing similar services, as there are no other public utilities providing services in the areas currently served by ICTC II. ICTC has the technical,

financial, and managerial fitness and ability to provide adequate essential and nonessential telecommunications services in the following exchanges: Hope, Page, Sanborn, and Tower City. The technical and financial ability of ICTC to provide adequate service will remain at least the same, and will likely improve because of the consolidation of technical and financial resources. The managerial ability will remain the same, as ICTC II and ICTC share the same manager and employees.

VII.

As of the effective date of the merger, ICTC will offer all services that are supported by federal universal service support mechanisms under § 254(c) of the 1996 Act and 47 C.F.R. §§ 54.101 and 54.401, using a combination of its own facilities and resale of other carriers' services, and will advertise the availability of such services and the charges therefore using media of general distribution, throughout all of the following exchanges: Alice, Buffalo-Wheatland, Dazey, Hannaford, Hope, Nome-Fingal, Page, Sanborn, and Tower City.

VIII.

As required by N.D.A.C. § 69-09-05-11(2), attached as Exhibit "A," and hereby incorporated by reference, is a copy of a balance sheet for ICTC for the most recent year available (2000). Attached as Exhibit "B," and hereby incorporated by reference, is a copy of an income statement for ICTC for the most recent year available (2002). Attached as Exhibit "C," and hereby incorporated by reference, is a copy of a balance sheet for ICTC through the quarter ending September 30, 2001, and attached as Exhibit "D," and hereby incorporated by reference, is a copy of an income statement for ICTC through the quarter ending September 30, 2001. An independent accountant's financial opinion is not available at this time.

The affiant is the General Manager of the Applicants, Inter-Community Telephone Company, L.L.C. and Inter-Community Telephone Company II, L.L.C., and affirms the truth of the foregoing statement of facts based on his first-hand knowledge.

Dated this 14th day of January, 2002.

Keith Andersen
Keith Andersen

SUBSCRIBED AND SWORN to before me this 14th day of January, 2002.

Shannon Wendel
_____, Notary Public
For the State of North Dakota
My commission expires: Oct 25, 2007

Inter-Community Telephone Company, L.L.C.

Consolidating Balance Sheet

December 31, 2000

	Inter- Community Telephone Company, L.L.C.	Inter- Community Telephone Company II, L.L.C.	Consolidating and Eliminating	Inter- Community Telephone Company, L.L.C. – Consolidated
Assets				
Current assets:				
Cash and cash equivalents	\$ 874,562	\$ 65,526	\$ –	\$ 940,088
Telecommunications accounts receivable, net	119,149	72,667	–	191,816
Other accounts receivable	137,157	82,365	–	219,522
Income taxes receivable from parent	646,925	592,948	–	1,239,873
Accounts receivable – affiliate	77,975	–	–	77,975
Accounts receivable – intercompany	–	1,794,805	(1,794,805)	–
Material and supplies	56,006	–	–	56,006
Prepaid assets	76,400	9,812	–	86,212
Deferred tax assets	67,407	–	–	67,407
Restricted deferred compensation assets – current portion	45,103	–	–	45,103
Total current assets	2,100,684	2,618,123	(1,794,805)	2,924,002
Investment in subsidiary	5,977,549	–	(5,977,549)	–
Restricted deferred compensation assets – net of current portion	554,132	–	–	554,132
Investment in nonaffiliated company	20,223	–	–	20,223
Other investments	235,905	4,213	–	240,118
Deferred charges and other assets	14,072	–	–	14,072
Telecommunications plant:				
Telecommunications plant under construction	1,205	–	–	1,205
Goodwill (net of accumulated amortization of \$350,603)	–	1,561,771	–	1,561,771
Telecommunications plant in service	7,782,002	7,043,164	–	14,825,166
	7,783,207	8,604,935	–	16,388,142
Accumulated depreciation and amortization	(4,249,827)	(4,115,709)	–	(8,365,536)
Total telecommunications plant	3,533,380	4,489,226	–	8,022,606
Total assets	\$12,435,945	\$7,111,562	\$(7,772,354)	\$11,775,153

	Inter- Community Telephone Company, L.L.C.	Inter- Community Telephone Company II, L.L.C.	Consolidating and Eliminating	Inter- Community Telephone Company, L.L.C. – Consolidated
Liabilities and member equity				
Current liabilities:				
Accounts payable	\$ 74,956	\$ 5,892	\$ –	\$ 80,848
Accounts payable – intercompany	1,794,805	–	(1,794,805)	–
Due to parent	31,624	–	–	31,624
Accrued other taxes	23,363	15,932	–	39,295
Accrued vacation and sick leave	207,202	–	–	207,202
Current portion of advances from parent and capital lease obligations	515,772	–	–	515,772
Deferred compensation – current portion	103,133	–	–	103,133
Total current liabilities	2,750,855	21,824	(1,794,805)	977,874
Advances from parent, less current portion	3,913,422	–	–	3,913,422
Deferred compensation, less current portion	554,132	–	–	554,132
Deferred tax liabilities	532,514	1,112,189	–	1,644,703
Member equity	4,685,022	5,977,549	(5,977,549)	4,685,022
Total liabilities and member equity	\$12,435,945	\$7,111,562	\$(7,772,354)	\$11,775,153

See accompanying note to consolidating financial statements.

EXHIBIT "B"

Inter-Community Telephone Company, L.L.C.

Consolidating Statement of Income

Year Ended December 31, 2000

	Inter- Community Telephone Company, L.L.C.	Inter- Community Telephone Company II, L.L.C.	Consolidating and Eliminating	Inter- Community Telephone Company, L.L.C. – Consolidated
Operating revenues:				
Local network services	\$ 277,796	\$ 349,410	\$ –	\$ 627,206
Network access services	1,909,591	839,219	(81,176)	2,667,634
Long distance network services	16,098	6,235	–	22,333
Billing and collection	33,597	26,693	–	60,290
Miscellaneous	115,097	36,527	–	151,624
Total operating revenues	2,352,179	1,258,084	(81,176)	3,529,087
Operating expenses:				
Plant specific operations	455,515	307,560	(81,176)	681,899
Plant nonspecific operations	54,019	32,634	–	86,653
Depreciation and amortization	398,945	404,933	–	803,878
Customer operations	120,538	114,686	–	235,224
Corporate operations	517,245	95,381	–	612,626
Income taxes	174,801	154,060	–	328,861
Operating taxes – other	6,914	8,708	–	15,622
Total operating expenses	1,727,977	1,117,962	(81,176)	2,764,763
Operating income	624,202	140,122	–	764,324
Nonoperating income (expense):				
Interest income	106,475	–	–	106,475
Interest expense	(396,414)	–	–	(396,414)
Other nonoperating income	(107,398)	5,621	–	(101,777)
Equity in undistributed earnings of subsidiary	145,743	–	(145,743)	–
Total nonoperating income (expense)	(251,594)	5,621	(145,743)	(391,716)
Net income	\$ 372,608	\$ 145,743	\$(145,743)	\$ 372,608

See accompanying note to consolidating financial statements.

INTER-COMMUNITY TELEPHONE COMPANY - COMMERCIAL
FOR PERIOD ENDING
September 30, 2001

BALANCE SHEET

	THIS YEAR	LAST YEAR
ASSETS:		
1. TELEPHONE PLANT IN SERVICE	7,998,049.19	7,634,482.98
2. TELEPHONE PLANT UNDER CONSTRUCTION	348,452.50	1,205.00
3. OTHER PLANT	234.41	234.41
4. TOTAL TELEPHONE PLANT	8,346,746.10	7,635,921.49
5. LESS: ACCUMULATED DEPRECIATION	4,562,339.74	4,154,335.81
6. TOTAL TELEPHONE PLANT, LESS ACCUM. DEPR.	3,784,406.36	3,481,585.68
7. INVESTMENTS	6,503,453.27	5,986,610.31
8. CASH AND WORKING FUNDS	31,113.79	41,459.43
9. CASH-REA CONSTRUCTION FUND	0.00	0.00
10. DUE FROM CUSTOMERS & AGENTS	118,285.63	118,359.95
11. (LESS: RESERVE OF \$)	2,636.10	2,589.31
12. OTHER ACCOUNTS RECEIVABLE	287,162.74	403,830.57
13. MATERIALS & SUPPLIES	74,600.27	35,406.50
14. TOTAL CURRENT ASSETS	508,626.33	596,976.14
15. PREPAID ACCOUNTS AND DEFERRED CHARGES	679,015.02	720,641.68
16. BALANCING FIGURE	2,449,701.93	1,416,589.66
17. TOTAL ASSETS	9,025,799.00	9,369,224.15
LIABILITIES AND OTHER CREDITS:		
18. CAPITAL STOCK OUTSTANDING	33,390.00	33,390.00
19. UNAPP. RETAINED EARNINGS SURPLUS (DEFICIT)	3,942,625.24	3,850,623.62
20. LONG-TERM DEBT-REA NOTES	0.00	0.00
21. LONG-TERM DEBT-INTERCOMPANY	4,042,365.95	4,515,155.63
22. OBLIGATION - CAPITAL LEASES	0.00	0.00
23. TOTAL LONG TERM DEBT	4,042,365.95	4,515,155.63
24. ACCOUNTS PAYABLE & NOTES	108,447.60	48,040.92
25. OTHER CURRENT LIABILITIES	228,996.78	262,913.11
26. TOTAL CURRENT LIABILITIES	397,444.38	310,954.03
27. ACCRUED LIABILITIES	593,207.68	419,703.92

EXHIBIT 101

29. OTHER DEFERRED CREDITS

1,003,181.11-

1,072,804.79-

29. TOTAL LIABILITIES & OTHER CREDITS

9,025,799.00-

9,369,224.15-

INTER-COMMUNITY TELEPHONE COMPANY - COMMERCIAL
FOR PERIOD ENDING
September 30, 2001

INCOME STATEMENT

(A) LAST YEAR

(B) THIS YEAR

(C) BUDGET

(D) THIS MONTH

	(A) LAST YEAR	(B) THIS YEAR	(C) BUDGET	(D) THIS MONTH
OPERATING REVENUES:				
1. LOCAL SERVICE REVENUES	210,002.00-	210,098.37-	0.00	18,264.81
2. ACCESS CHARGE REVENUES	1,535,464.34-	1,672,304.57-	0.00	221,359.77
3. LONG-DISTANCE SERVICE REVENUES	12,565.05-	10,245.08-	0.00	747.15
4. MISCELLANEOUS OPERATING REVENUES	112,226.28-	111,775.45-	0.00	12,972.60
5. LESS: UNCOLLECTIBLE OPERATING REV.	4,914.10	402.16	0.00	173.09
6. TOTAL REVENUE	1,665,353.57-	2,004,011.31-	0.00	215,147.73-
OPERATING EXPENSES:				
7. OUTSIDE PLANT	119,583.36	114,644.52	0.00	12,105.28
8. CENTRAL OFFICE EQUIPMENT	157,445.11	204,515.00	0.00	22,922.78
9. STATION EQUIPMENT	0.00	0.00	0.00	0.00
10. BUILDING & GROUNDS	47,515.90	58,227.50	0.00	5,552.28
11. VEHICLE EXPENSES	2,708.40	1,931.83	0.00	211.64
12. OFFICE EQUIPMENT EXPENSES	18,078.70	11,372.50	0.00	2,667.69
13. TOTAL PLANT-SPECIFIC EXPENSES	335,431.47	390,691.67	0.00	43,460.87
14. NETWORK EXPENSES	41,241.24	40,194.68	0.00	4,003.04
15. COMMERCIAL EXPENSES	89,165.07	95,578.61	0.00	11,658.18
16. CORPORATE OPERATIONS	385,941.25	462,464.59	0.00	48,960.33
17. OTHER OPERATING EXPENSES	0.00	0.00	0.00	0.00
18. DEPRECIATION EXPENSES	295,736.91	314,166.59	0.00	35,698.49
19. TOTAL OPERATING EXPENSES	1,147,515.94	1,304,086.16	0.00	143,780.71
OPERATING TAXES:				
20. FEDERAL INCOME TAXES	163,769.00	137,586.00	0.00	17,258.00
21. STATE INCOME TAXES	51,957.00	43,412.00	0.00	5,320.00
22. OTHER OPERATING TAXES	5,224.37	5,239.07	0.00	609.73
23. TOTAL OPERATING TAXES	220,950.37	186,237.07	0.00	23,187.73
24. NET OPERATING INCOME	496,887.26-	513,658.08-	0.00	49,178.59-
OTHER INCOME AND EXPENSES:				
25. DIVIDEND INCOME	41,414.18-	1,625.38-	0.00	0.00
26. INTEREST INCOME	35,620.77-	51,811.08-	0.00	5,575.58-
27. INTEREST INCOME - SALARY CONT.	8,100.00-	739.23-	0.00	66.03-
28. OTHER INCOME AND EXPENSES	9,396.38-	39,355.40	0.00	1,904.94-
29. INCOME AVAILABLE FOR FIXED CHARGES	590,418.59-	529,508.37-	0.00	56,725.40-
FIXED CHARGES:				
30. INTEREST ON LONG-TERM DEBT	297,386.69	262,425.66	0.00	27,594.38
31. OTHER INTEREST DEDUCTIONS	2,775.00	27,200.11	0.00	1,120.00
32. TOTAL FIXED CHARGES	300,161.69	289,625.67	0.00	28,714.38
33. NET INCOME	290,256.90-	239,882.70-	0.00	28,011.02-

EXHIBIT 'D'

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Second Reissued Certificate Number 3463

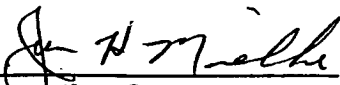
This is to certify that public convenience and necessity require, and permission is granted for Inter-Community Telephone Company II, L.L.C., a telecommunications public utility, to provide local exchange telecommunications services inside the Hope, North Dakota local exchange area.

This certificate is issued in Case No. PU-1685-99-160 and is conditioned upon Inter-Community Telephone Company II, L.L.C. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, August 27, 1999.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Second Reissued Certificate Number 3494

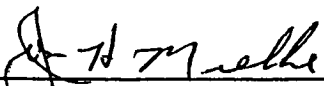
This is to certify that public convenience and necessity require, and permission is granted for Inter-Community Telephone Company II, L.L.C., a telecommunications public utility, to provide local exchange telecommunications services inside the Page, North Dakota local exchange area.

This certificate is issued in Case No. PU-1685-99-160 and is conditioned upon Inter-Community Telephone Company II, L.L.C. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, August 27, 1999.

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Second Reissued Certificate Number 3501

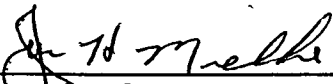
This is to certify that public convenience and necessity require, and permission is granted for Inter-Community Telephone Company II, L.L.C., a telecommunications public utility, to provide local exchange telecommunications services inside the Sanborn, North Dakota local exchange area.

This certificate is issued in Case No. PU-1685-99-160 and is conditioned upon Inter-Community Telephone Company II, L.L.C. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, August 27, 1999.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Second Reissued Certificate Number 3509

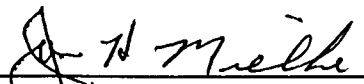
This is to certify that public convenience and necessity require, and permission is granted for Inter-Community Telephone Company II, L.L.C., a telecommunications public utility, to provide local exchange telecommunications services inside the Tower City, North Dakota local exchange area.

This certificate is issued in Case No. PU-1685-99-160 and is conditioned upon Inter-Community Telephone Company II, L.L.C. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, August 27, 1999.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF MERGER

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that Articles of Merger of INTER-COMMUNITY TELEPHONE COMPANY II.L.C., a North Dakota BUSINESS CORPORATION into

INTER-COMMUNITY TELEPHONE COMPANY II, L.L.C. a North Dakota LIMITED LIABILITY COMPANY, duly signed and executed pursuant to the provision of North Dakota BUSINESS CORPORATION Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Merger of INTER-COMMUNITY TELEPHONE COMPANY II.L.C. into INTER-COMMUNITY TELEPHONE COMPANY II, L.L.C..

Effective date of merger: August 27, 1999.

Issued: August 30, 1999

A handwritten signature in cursive script, reading "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING

OF

INTER-COMMUNITY TELEPHONE COMPANY II, L.L.C.

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that INTER-COMMUNITY TELEPHONE COMPANY II, L.L.C., a North Dakota LIMITED LIABILITY COMPANY, was issued a certificate of organization which was effective on April 30, 1999 and, according to the records of this office as of this date, has paid all fees due this office as required by North Dakota statutes governing a North Dakota LIMITED LIABILITY COMPANY.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Good Standing to

INTER-COMMUNITY TELEPHONE COMPANY II, L.L.C.

Issued: May 20, 1999

A handwritten signature in cursive script, reading "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State

696334

14584300

RECEIVED
APR 29 1999
SEC. OF STATE

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ARTICLES OF ORGANIZATION
OF
INTER-COMMUNITY TELEPHONE COMPANY II, L.L.C.,
A NORTH DAKOTA LIMITED LIABILITY COMPANY

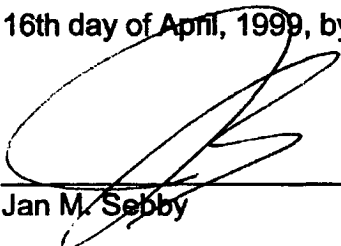
These Articles of Organization are made pursuant to Chapter 10-32 of the North Dakota Century Code:

- a. The name of the Limited Liability Company is:
Inter-Community Telephone Company II, L.L.C.
- b. The address of the principal executive office is:
556 Main Street, Nome, ND 58062.
- c. The address of the registered office of the Limited Liability Company is 556 Main Street, P.O. Box 8, Nome, ND 58062, and the name of its registered agent at that address is Keith Andersen.
- d. The name and address of each organizer who is an individual 18 years of age or more is Jan M. Sebby, 20 First Street SW, P.O. Box 1000, Minot, ND 58702-1000.
- e. The limited period of existence for this Limited Liability Company, if not sooner dissolved according to law, is thirty (30) years from the date these Articles of Organization are filed with the North Dakota Secretary of State.

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- f. In the event of the occurrence of any event described under Subdivision e of Subsection 1 of Section 10-32-109 of the North Dakota Century Code that terminates the membership of any members of this Limited Liability Company, the remaining members will have the power to avoid dissolution by giving their consent to dissolution avoidance.
- g. The members of this Limited Liability Company have the power to enter into a business continuation agreement.
- h. Any action required or permitted to be taken at a meeting of the Board of Governors of this Limited Liability Company, not needing approval by the members, may be taken by written action signed by the number of governors that would be required to take such action at a meeting of the Board of Governors at which all governors are present.
- i. Members of this Limited Liability Company shall not have cumulative voting rights or preemptive rights.
- j. This Limited Liability Company is authorized to have only one member.

Dated at Minot, North Dakota, this 16th day of April, 1999, by the following organizer(s).



Jan M. Sebby

696334

14584300

RECEIVED

APR 29 1999

SEC. OF STATE

Registered Agent's Consent

The undersigned, designated as Registered Agent for the above described Limited Liability Company, hereby consents to act in that capacity until removed or until his resignation in accordance with North Dakota law.

Keith Andersen

Keith Andersen, Registered Agent

4/28/99
Date

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NORTH DAKOTA
Filed 4-30 1999
Alvin D. Enger
Secretary of State
CO



PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 3463

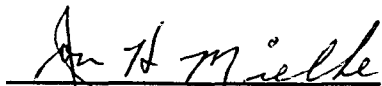
This is to certify that public convenience and necessity require, and permission is granted for Inter-Community Telephone Company II, a telecommunications public utility, to provide local exchange telecommunications services inside the Hope, North Dakota local exchange area.

This certificate is issued in Case No. PU-314-94-688 and is conditioned upon Inter-Community Telephone Company II securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 31, 1996.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 3494

This is to certify that public convenience and necessity require, and permission is granted for Inter-Community Telephone Company II, a telecommunications public utility, to provide local exchange telecommunications services inside the Page, North Dakota local exchange area.

This certificate is issued in Case No. PU-314-94-688 and is conditioned upon Inter-Community Telephone Company II securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 31, 1996.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 3501

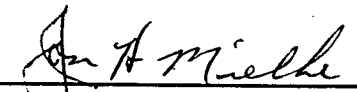
This is to certify that public convenience and necessity require, and permission is granted for Inter-Community Telephone Company II, a telecommunications public utility, to provide local exchange telecommunications services inside the Sanborn, North Dakota local exchange area.

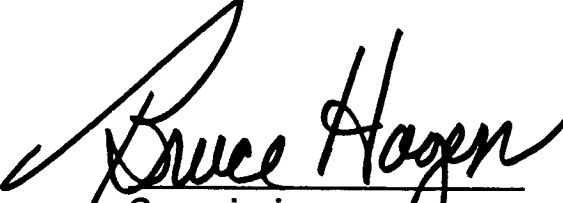
This certificate is issued in Case No. PU-314-94-688 and is conditioned upon Inter-Community Telephone Company II securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 31, 1996.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 3509

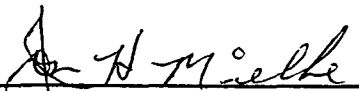
This is to certify that public convenience and necessity require, and permission is granted for Inter-Community Telephone Company II, a telecommunications public utility, to provide local exchange telecommunications services inside the Tower City, North Dakota local exchange area.

This certificate is issued in Case No. PU-314-94-688 and is conditioned upon Inter-Community Telephone Company II securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 31, 1996.

ATTEST:

PUBLIC SERVICE COMMISSION

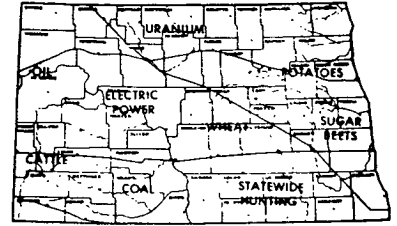

Executive Secretary


Commissioner



Inter-Community Telephone Company

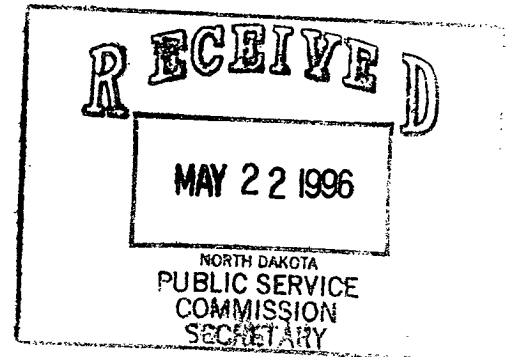
HOME OFFICE
P.O. BOX A
NOME, NORTH DAKOTA 58062-0088
PHONE 701-924-8815
FAX 701-924-8808



WHEATLAND DCTN/DSN
WHEATLAND, NORTH DAKOTA 58079-9512

May 21, 1996

Jon Mielke, Executive Secretary
North Dakota Public Service Commission
12th Floor, State Capitol
600 East Boulevard Avenue
Bismarck, ND 58505



Dear Mr. Mielke:

Attached is a copy of the Articles of Incorporation for Inter-Community Telephone Company II so that you may issue a Certificate of Public Convenience and Necessity to provide service to the Hope, Page, Sanborn and Tower City telephone exchanges.

If you have any questions, please let me know.

Sincerely,

Keith Andersen, General Manager
Inter-Community Telephone Co.

cc: W.R. Goulet, Jr.

State of North Dakota



CERTIFICATE OF INCORPORATION

OF

INTER-COMMUNITY TELEPHONE COMPANY II

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that Articles of Incorporation for the incorporation of

INTER-COMMUNITY TELEPHONE COMPANY II

duly signed and verified pursuant to the North Dakota statutes governing a North Dakota business corporation, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation to

INTER-COMMUNITY TELEPHONE COMPANY II

Dated: June 1, 1995

A handwritten signature in cursive script, reading "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State

ARTICLES OF INCORPORATION - NORTH DAKOTA BUSINESS
OR FARMING CORPORATION
NORTH DAKOTA SECRETARY OF STATE
SFN 16812 (6-89)

SEE PAGE 4 FOR FILING AND MAILING INSTRUCTIONS

FOR OFFICE USE ONLY

Validation #
RECEIVED

JUN 01 1995

SEC. OF STATE

FILE NO. 9587900

We, the undersigned natural persons of the age of eighteen years or more, acting as incorporators of a corporation organized under North Dakota business Corporation Act, adopt the following Articles of Incorporation for such Corporation:

Article 1. The name of said Corporation shall be: Inter-Community Telephone Company II.

Article 2. The period of its duration is perpetual ~~XXX~~

Article 3. The purpose for which the Corporation is organized are general business purposes, ~~OR~~:

Article 4.

A. Aggregate number of shares the corporation has authority to issue 100,000		
B. Par value per share authorized by corporation \$1.00		
C. If shares are divided into classes, they are identified as follows:		
CLASS	NO. OF SHARES	PAR VALUE PER SHARE

Article 5.

A. Name of Registered Agent Inter-Community Telephone Company			
B. Social Security or Federal ID # of Registered Agent 45-0219515			
C. Address of Registered Office P. O. Box A MAIN STREET		City Nome	State ND
D. Address of Executive Office (if different than "C")		City	State Zip Code
E. The articles of incorporation are accompanied by a signed consent of the registered agent with a filing fee of \$10.			

Article 6. Other provisions by which this corporation shall be governed: (If none, insert "none")

None

Article 7. A. The name, social security number, and address of each incorporator:

NAME	SOCIAL SECURITY NUMBER	ADDRESS	CITY	STATE	ZIP
Leone A. Nilsen	502-26-5851	540 12th St. NE, #10,	Valley City,	ND	58072

B. SIGNATURES

I (We), the above named incorporator(s), have read the foregoing Articles of Incorporation, know the contents, and believe the statements made therein to be true.

Dated May 31, 1995.

Leone A. Nilsen
 Leone A. Nilsen

8. FEES:

Filing	\$30.00
Consent of Registered Agent	\$10.00
Minimum License Fee	\$50.00
Additional License Fees	
(Equal to \$10.00 for every additional \$10,000 in excess of \$50,000)	
SEE INSTRUCTIONS ON PAGE 4.	

OFFICE USE ONLY

Certificate No.	
Date Filed	6-1-95
Fee Paid	
Filed By	NS

INSTRUCTIONS

Articles of incorporation for business and farm corporations are filed pursuant to the provisions of Chapter 10-19.1 of the North Dakota Century Code. Farm corporations are also subject to the provisions of Chapter 10-06 of the North Dakota Century Code. Specify in the paragraph preceding Article 1 whether the corporation is a business corporation or a farm corporation. Articles of Incorporation, and the consent of the registered agent must be submitted in duplicate original format, two forms of each bearing original signatures.

ARTICLE 1. The corporate name must be in the English language. It must contain the word "corporation", "company", "incorporated", or "limited", or an abbreviation of one of such words, but that word or abbreviation may not be immediately preceded by the word "and" or the character "&". The corporate name cannot be the same as, or deceptively similar to, any other corporate name, trade name, limited partnership name, fictitious partnership name, trademark, or any name reserved in the office of the Secretary of State. A filing in the same or similar name is only permitted if articles of incorporation are submitted with the signed consent of the alternate name holder. That consent is required in duplicate originals with an additional filing fee of \$10.00.

ARTICLE 2. Corporations are afforded perpetual existence by law, however, should limited existence be intended, specify the date on which the corporate existence is to expire.

ARTICLE 3. Articles of incorporation can be filed with general business purposes. If specific purposes are intended, specify those purposes in this section

ARTICLE 4. -

- A. Give the aggregate, or total, number of shares being authorized.
- B. Give the par value authorized for each share, or if the shares are being authorized without par value, state "None" in this section.
- C. If shares are being classified in different classes or series, summarize the shares by class, the number of shares in each class, and the par value of each class.

ARTICLE 5.

- A. A corporation must continuously maintain a registered agent. That agent may be an individual residing in North Dakota, another domestic corporation, or a foreign corporation authorized to transact business in North Dakota. A corporation cannot serve as its own registered agent.
- B. The social security number of the individual, or the Federal ID number of the corporation, appointed as the registered agent is required.
- C. The address of the registered office must be the business address of the registered agent. A registered office need not be the same as the principal place of business or the principal executive office of the corporation. A complete physical address is required for service of process. If that address does not serve as the mailing address, a post office address is required to insure delivery of all legal notices and reports.
- D. The address of the corporation's principal executive office is required.
- E. The signed consent of the registered agent to serve in that capacity must accompany the articles of incorporation. The consent must be submitted in duplicate originals, two forms bearing original signatures.

ARTICLE 6. This article provides special provisions, if any, to govern the corporation in the absence of bylaws, or unless otherwise modified in the articles of incorporation.

ARTICLE 7.

- A. A corporation may be incorporated by one or more natural persons of the age of eighteen years or more. Corporations cannot serve as incorporators. Give the names of the incorporators, their social security numbers, and complete mailing addresses.
- B. All incorporators listed in Article 7A must sign the articles of incorporation.

8. **FEEES.** The minimum fee to incorporate is \$90.00 which includes the filing fee of \$30.00, the consent of agent filing fee of \$10.00, and the minimum license fee of \$50.00. License fees are computed by multiplying the number of shares by the authorized par value, or by \$1.00 if shares are authorized without par value. License fees are equal to \$10.00 for every \$10,000 of capitalization, or fraction, except that all corporations are subject to a minimum of \$50.00 in license fees for \$50,000 when they incorporate.

MAILING INSTRUCTIONS. Send ~~two~~ originals of the articles of incorporation, the consent of the registered agent, and fees to:

Secretary of State
Capitol Building
600 E. Boulevard Avenue
Bismarck, ND 58505-0500

SPECIAL NOTE. All corporations must file an annual report in order to maintain their corporate existence. Business corporations must file their first annual report on or before August 1st in the year following that in which their certificate of incorporation was issued. Farm corporations must file their first annual report on or before April 15th in the year following that in which their certificate of incorporation was issued.

Additional information or forms may be obtained by contacting the Corporations Division of the Secretary of State's Office at 701-224-4284 or writing to the address given above. The Secretary of State's Office has telecopier service available (701-224-2992).



**REGISTERED AGENT
CONSENT TO SERV.
SECRETARY OF STATE
SFN 7974 (3-95)**

**RECEIVED
JUN 01 1995
SEC. OF STATE**

FOR OFFICE USE ONLY

ID #	9587900
WO #	398223
Approved By	
Filed	6-1-95
By	NS

1. FILING FEE: \$10.00

SEE REVERSE SIDE FOR FILING AND MAILING INSTRUCTIONS

2. Name of the Corporation, Limited Liability Company, or Limited Liability Partnership for Which the Registered Agent is to Serve
Inter-Community Telephone Company II

3.A. Name of the Registered Agent
Inter-Community Telephone Company

B. Registered Agent is (Check One)

- An Individual North Dakota Resident
- A Corporation
- A Limited Liability Company
- A Limited Liability Partnership

C. Social Security/Federal ID # of Registered Agent

45-0219515

4. The designated registered agent hereby consents to act in that capacity for the above named corporation, limited liability company, or limited liability partnership until removed or resignation is submitted in accordance with North Dakota statutes.

Inter-Community Telephone Company
By: Leone A. Nilsen, President

Leone A. Nilsen
Signature of Registered Agent

5/31/95
Date

398775

9587900

RECEIVED
JUN 01 1995
SEC. OF STATE

CONSENT TO USE OF NAME

Inter-Community Telephone Company, a North Dakota business corporation, hereby authorizes the use by Inter-Community Telephone Company II of said name which is deceptively similar to the name of the undersigned corporation authorized to do business in the state of North Dakota, such consent being given pursuant to 10-19.1-13(1)(d)(1) N.D.C.C.

Inter-Community Telephone Company

By: Leonard Nilsen
President

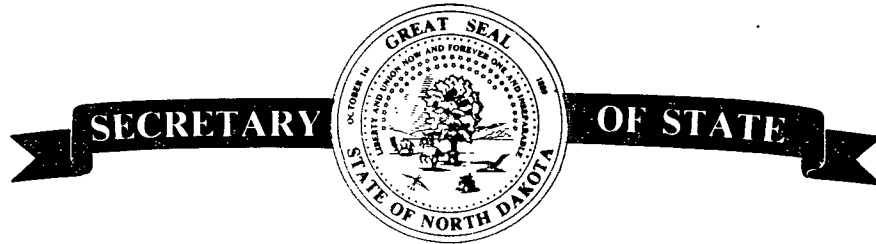
5/31/95
Date

NORTH DAKOTA
Filed 6-1 1995
Alvin D. Dwyer
Secretary of State



NS

State of North Dakota



CERTIFICATE OF GOOD STANDING

OF

INTER-COMMUNITY TELEPHONE COMPANY II

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that INTER-COMMUNITY TELEPHONE COMPANY II, a North Dakota business corporation, was incorporated in this office on June 1, 1995 and, according to the records of this office as of this date, has paid all fees due this office as required by North Dakota statutes governing a North Dakota business corporation.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Good Standing to

INTER-COMMUNITY TELEPHONE COMPANY II

Dated: May 21, 1996

A handwritten signature in cursive script, reading "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State

Article 4.

A. Aggregate number of shares the corporation has authority to issue 100,000		
B. Par value per share authorized by corporation \$1.00		
C. If shares are divided into classes, they are identified as follows:		
CLASS	NO. OF SHARES	PAR VALUE PER SHARE

Article 5.

A. Name of Registered Agent Inter-Community Telephone Company			
B. Social Security or Federal ID # of Registered Agent 45-0219515			
C. Address of Registered Office P. O. Box A MAIN STREET	City Nome	State ND	Zip Code 58062
D. Address of Executive Office (if different than "C")	City	State	Zip Code
E. The articles of incorporation are accompanied by a signed consent of the registered agent with a filing fee of \$10.			

Article 6. Other provisions by which this corporation shall be governed: (If none, insert "none")

None

708 122 005

122 02403

Article 7. A. The name, social security number, and address of each incorporator:

NAME	SOCIAL SECURITY NUMBER	ADDRESS	CITY	STATE	ZIP
Leone A. Nilsen	502-26-5851	540 12th St. NE,#10,	Valley City,	ND	58072

B. SIGNATURES

I (We), the above named incorporator(s), have read the foregoing Articles of Incorporation, know the contents, and believe the statements made therein to be true.

Dated May 31, 1995.

Leone A. Nilsen
 Leone A. Nilsen

8. FEES:

Filing	\$30.00
Consent of Registered Agent	\$10.00
Minimum License Fee	\$50.00
Additional License Fees	
(Equal to \$10.00 for every additional \$10,000 in excess of \$50,000)	
SEE INSTRUCTIONS ON PAGE 4.	

OFFICE USE ONLY

Certificate No.	
Date Filed	6-1-95
Fee Paid	
Filed By	NS



**REGISTERED AGENT
CONSENT TO SERVE
SECRETARY OF STATE
SFN 7974 (3-95)**

**RECEIVED
JUN 01 1995
SEC. OF STATE**

FOR OFFICE USE ONLY	
ID #	95879.00
WO #	398773
Approved By	
Filed	6-1-95 By NS

1. FILING FEE: \$10.00

SEE REVERSE SIDE FOR FILING AND MAILING INSTRUCTIONS

2. Name of the Corporation, Limited Liability Company, or Limited Liability Partnership for Which the Registered Agent is to Serve

Inter-Community Telephone Company II

3.A. Name of the Registered Agent

Inter-Community Telephone Company

B. Registered Agent is (Check One)

- An Individual North Dakota Resident
- A Corporation
- A Limited Liability Company
- A Limited Liability Partnership

C. Social Security/Federal ID # of Registered Agent

45-0219515

4. The designated registered agent hereby consents to act in that capacity for the above named corporation, limited liability company, or limited liability partnership until removed or resignation is submitted in accordance with North Dakota statutes.

Inter-Community Telephone Company
By: Leone A. Nilsen, President

Leone A. Nilsen
Signature of Registered Agent

5/31/95
Date

3773

RECEIVED 9587400
JUN 01 1995
SEC. OF STATE

CONSENT TO USE OF NAME

Inter-Community Telephone Company, a North Dakota business corporation, hereby authorizes the use by Inter-Community Telephone Company II of said name which is deceptively similar to the name of the undersigned corporation authorized to do business in the state of North Dakota, such consent being given pursuant to 10-19.1-13(1)(d)(1) N.D.C.C.

Inter-Community Telephone Company

By: Leon A. Nilsen
President

5/31/95
Date

NORTH DAKOTA
Filed 6-1 1995
[Signature]
Secretary of State
NS



PU-2641-02-27; PU-2641-02-39

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY
<ul style="list-style-type: none">Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.Print your name and address on the reverse so that we can return the card to you.Attach this card to the back of the mailpiece, or on the front if space permits.	<p>A. Signature <input type="checkbox"/> Agent <input checked="" type="checkbox"/> <i>Jill Baarstad</i> <input type="checkbox"/> Addressee</p> <p>B. Received by (Printed Name) <i>Jill Baarstad/Cheri</i> C. Date of Delivery</p>
<p>1. Article Addressed to:</p> <p><i>Keith Anderson</i> <i>Inter Community Telephone Company</i> <i>PO Box 8</i> <i>Home DN 58062</i></p>	<p>D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No</p> <p>3. Service Type <input checked="" type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.</p> <p>4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes</p>
<p>2. Article Number (Transfer from service label) <i>7001 2510 0705 8655 6391</i></p>	