



WILLIAM P. PEARCE  
PATRICK W. DURICK  
B. TIMOTHY DURICK  
GARY R. THUNE  
DAVID E. REICH  
JEROME C. KETTLESON  
LARRY L. BOSCHEE •  
LAWRENCE BENDER, PC •  
JONATHAN P. SANSTEAD  
BONNIE L. CHRISTNER •

ATTORNEYS AT LAW  
314 EAST THAYER AVENUE  
P.O. BOX 400  
BISMARCK, NORTH DAKOTA 58502

TELEPHONE (701) 223-2890  
FAX (701) 223-7865  
E-MAIL: law.office@pearce-durick.com

May 12, 2005

Mr. Dave Dircks, General Manager  
North Dakota Telephone Company  
P.O. Box 180  
Devils Lake, ND 58301-0180

Re: Resale Agreement  
Midcontinent Communications

Dear Sir:

We represent Midcontinent Communications and the purpose of this letter is to propose a Resale Agreement between North Dakota Telephone Company and Midcontinent Communications. A copy of a proposed agreement is enclosed for your review and comment.

Please review the enclosed agreement and contact me with any suggested revisions to the agreement. I look forward to working with you to reach an agreement.

Thank you for your anticipated cooperation.

Sincerely,

PEARCE & DURICK

PATRICK W. DURICK

PWD/jf

Enclosure.

cc: Mary Lohnes