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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