

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF NORTH DAKOTA**

MIDCONTINENT COMMUNICATIONS,	)
A SOUTH DAKOTA PARTNERSHIP,	)
	)
Plaintiff,	)
v.	)
	)
NORTH DAKOTA PUBLIC SERVICE	)
COMMISSION, KEVIN CRAMER,	)
TONY CLARK, AND BRIAN KALK,	)
in their official capacities as Commissioners	)
of the North Dakota Public Service Commission	)
	)
and	)
	)
MISSOURI VALLEY COMMUNICATIONS	)
INC.,	)
	)
Defendants.	)
	)

Case No.: 1:09-cv-017

**DECLARATION OF JASON E. RADEMACHER**

I, Jason E. Rademacher, declare as follows:

1. I am an attorney employed by the law firm of Dow Lohnes PLLC (“Dow Lohnes”), located at 1200 New Hampshire Ave., NW, Suite 800, Washington, DC 20036, counsel for Plaintiff Midcontinent Communications (“Midcontinent”) in the above-captioned action.

2. This declaration is submitted in support of the Opposition to Motions to Dismiss of the North Dakota Public Service Commission (the “NDPSC”) and Missouri Valley Communications, Inc. (“Missouri Valley”).

3. In my capacity as an attorney for Midcontinent, I am familiar with its federal regulatory filings as required under the federal Communications Act of 1934, as amended, 47 U.S.C. §§ 151 et seq., and the rules of the Federal Communications

Commission ("FCC"). As an FCC licensee regulated by 47 U.S.C. § 214, Midcontinent is periodically required to provide the FCC with information regarding the citizenship of its corporate and individual owners.

4. Exhibit 1 is a true and correct copy of a recent application filed on Midcontinent's behalf that details the company's corporate structure. As described therein, Midcontinent is a South Dakota general partnership. Midcontinent Communications Investor LLC ("MCI") is a South Dakota limited liability company that owns 50% of Midcontinent and is the company's managing general partner. MCI is wholly owned by Midcontinent Media, Inc. a Minnesota corporation. TCI Midcontinent, LLC ("TCI") also owns 50% of Midcontinent and is organized under the laws of Delaware. TCI is wholly owned by Comcast Corporation, a public company organized under the laws of Pennsylvania.

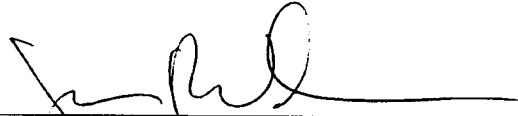
5. As counsel for Midcontinent, I am aware that Midcontinent is headquartered in Sioux Falls, South Dakota, where it maintains its principal place of business. From this headquarters, Midcontinent conducts business as a cable operator, telephone services provider, and high speed Internet service provider in parts of South Dakota, North Dakota, and Minnesota.

6. Exhibit 2 is a true and correct copy of a description of Midcontinent's business activities that Midcontinent makes available to the public detailing its primary business location and its lines of business.

7. Exhibit 3 is a publicly available report generated by the internet web site for the North Dakota Secretary of State demonstrating that Missouri Valley is a North Dakota corporation in good standing with its principal office in Scobey, Montana.

I declare under penalty of perjury of the laws of the United States that the foregoing is true and correct.

Executed on July 24, 2009.



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Jason E. Rademacher