

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING

OF

SRT COMMUNICATIONS, INC.

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that SRT COMMUNICATIONS, INC., a North Dakota COOPERATIVE ASSOCIATION, was incorporated in this office on June 19, 1990 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 COOPERATIVE ASSOCIATION.

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

SRT COMMUNICATIONS, INC.

Issued: December 17, 2001

A handwritten signature in black ink, appearing to read "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State

1

PU-13-497
Corporate papers

Filed: 6/28/2013

Pages: 191

SRT Communications, Inc.

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING

OF

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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

SRT COMMUNICATIONS, INC.

Issued: October 20, 2000

A handwritten signature in black ink, appearing to read "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING

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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

SRT COMMUNICATIONS, INC.

Issued: February 3, 2000

A handwritten signature in black ink, reading "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State

5,578,500

ARTICLES OF INCORPORATION
OF
MINOT TELEPHONE COMPANY

I, the undersigned natural person of the age of eighteen years or more, acting as incorporator of a corporation under the North Dakota Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of said corporation shall be: Minot Telephone Company.

ARTICLE II

The registered office of the corporation shall be 316 North 5th Street, P. O. Box 1695, Bismarck, North Dakota and the name of the initial registered agent at such address is Daniel Kuntz. Either registered office or the registered agent may be changed in the manner provided by law.

ARTICLE III

The aggregate number of shares which the corporation shall have authority to issue shall be 1,000 shares of one cent par-value, which shares shall be designated common stock. No share shall be issued until it has been paid for and it shall thereafter be non-assessable. The total authorized capitalization is \$50,000.00.

ARTICLE IV

The name of each incorporator is as follows:

<u>Name</u>	<u>Address</u>
Daniel S. Kuntz	316 North Fifth Street Bismarck, ND 58501

RECEIVED
MAY 19 1950

KIRMIS,
& SMITH
N.D.
1902

ARTICLE V

The purposes for which the corporation are organized are:

- (a) To have all general business powers which a corporation is allowed by law to have including, but not limited to, the following powers:
- (1) To acquire real and personal property, or either, by purchase, lease, or otherwise.
 - (2) To mortgage, sell, transfer, lease and assign real and personal property, or either.
 - (3) To do and perform any and all acts that may be necessary, proper and expedient in the successful conduct of the corporation and its affairs.
 - (4) To carry on any and all other acts to carry out the powers enumerated in North Dakota Century Code §10-19.1-26, or any successor statute.

ARTICLE VI

The number of directors constituting an initial board of directors of the corporation is three; the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders, or until their successors are elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
David C. Mitchell	180 S. Clinton Avenue Rochester, NY 14646-0700
John K. Purcell	180 S. Clinton Avenue Rochester, NY 14646-0700
Frederick R. Pestorius	180 S. Clinton Avenue Rochester, NY 14646-0700

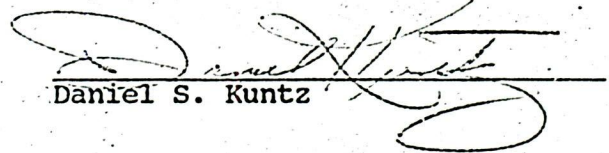
ARTICLE VII

The board of directors of the corporation, at a meeting duly called for such purpose, shall fix and determine the consideration to be received for the shares of the corporation by a majority vote.

ARTICLE VIII

Any board of directors' action, other than an action requiring shareholder approval, may be taken by written action signed by a number of directors that would be required to take the same action at a meeting of the board at which all directors were present.

IN WITNESS WHEREOF, the above-named incorporator signed these ARTICLES OF INCORPORATION this 18th day of June, 1990.


Daniel S. Kuntz

ar:arts.dsk

STATE OF NORTH DAKOTA
Department of State

Filed for record the 19th
day of June 19 90



ZUGER, KIRMIS,
BOLINSKE & SMITH
BISMARCK, N.D.
58502

H.C. 6277

STATEMENT OF CONSENT TO SERVE AS REGISTERED AGENT

To the Secretary of State,
State of North Dakota

File No. 5,578,500


To be filed by Domestic and Foreign Business Corporations.
File duplicate original and two copies, both bearing original signatures.
Filing fee - \$10.00

Complete this section if the registered agent is an individual.

I, Daniel S. Kuntz, hereby accept the appointment to serve
(Print legibly or type)
in the capacity of registered agent for the corporation known as Minot Telephone Company

(Exact corporate name)

June 19, 19 90
(Month, Day, & Year)


(Signature of registered agent)

Complete this section if the registered agent is a corporation.

I, _____, being the _____ of
(Print legibly or type) (Title)
_____, hereby accept on behalf of
(Exact corporate name)

_____, the appointment to serve in the
(Exact corporate name)
capacity of registered agent for the corporation known as _____

(Exact corporate name)

_____, 19 _____
(Month, Day, & Year)

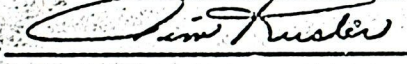
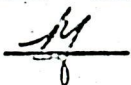
(Exact corporate name of corporation acting as agent)

By _____
(Signature of corporate officer)

(Title)

This filing is pursuant to Sec. 10-19.1-10, Sec. 10-22-06, and Sec. 10-22-08, N.D.C.C.

Filing Date: 6-19, 19 90

 by 

Receipt No. _____

Domestic and Foreign Business Corporations - Fee \$10.00

File No. 5578500

Domestic and Foreign Nonprofit Corporations - Fee \$10.00

RECEIVED

MAR 1 1991

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH

file duplicate originals. - (Two copies, both bearing original signatures.)

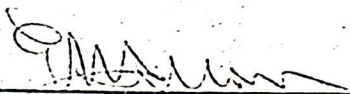
To the Secretary of State
State of North Dakota

Pursuant to the provisions of Sections 10-19.1-16 or 10-22-09 of the North Dakota Business Corporation Act, or 10-24-09 or 10-27-09 of the North Dakota Nonprofit Corporation Act, the undersigned corporation, organized under the laws of the State of North Dakota or authorized to do business in the State of North Dakota, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of North Dakota:

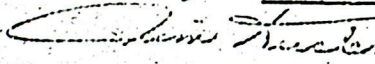
1. The name of the corporation is Minot Telephone Company
2. The present address of record of the registered office is: 316 N. 5th
Street, PO Box 1695, Bismarck, ND 58502
3. The address of the new registered office is: 24 Second Avenue SE.
PO Box 789, Minot, ND 58702
(Complete street address required. A post office box number may be added.)
4. The present name of record as registered agent: Daniel Kuntz
5. The name of successor registered agent is: Ernie B Selland
6. The address of its registered office and the address of the business office of its registered agent as changed will be identical.
7. Such change was authorized by resolution duly adopted by its board of directors.

The undersigned has read the foregoing and knows the contents thereof and verily believes the statements made therein to be true.

Dated: February 28, 1991


E B Selland
(Signature and Title) President

Filing Date 3:4, 1991


Filed By: DS
Secretary of State

Receipt # 103101



STATEMENT OF CONSENT TO SERVE AS A REGISTERED AGENT
SECRETARY OF STATE
 SFN 7974 (02-89)

RECEIVED

FILE NO. 5548500

INSTRUCTIONS

This Statement of Consent is to be filed by both Foreign and Domestic corporations. Print legibly or type. File duplicate originals (two copies both with original signatures).

SEND TO: **Secretary of State**
State Capitol
Bismarck, ND 58505

Filing Fee \$10.00

IF REGISTERED AGENT IS AN INDIVIDUAL - COMPLETE THIS SECTION

Name of Registered Agent E B Selland	Date 02/28/91
---	------------------

For the Corporation of (Use exact corporate name)
 Minot Telephone Company

I accept the appointment to serve in the capacity of registered agent for the above corporation.

Signature of Registered Agent

IF REGISTERED AGENT IS A CORPORATION - COMPLETE THIS SECTION
 (The incorporating or authorizing corporation cannot serve as its own agent.)

Person Signing Statement	Title	Date
--------------------------	-------	------

Name of Corporate Registered Agent (Use exact corporate name)

To Represent the Corporation of (Use exact corporate name)

On behalf of the corporation named above as Corporate Registered Agent, I accept this appointment to serve in the capacity of registered agent.

Signed for corporation acting as agent

SECRETARY OF STATE USE ONLY

Filing Date 3-4-91

Secretary of State

BY: DS

1036661

RECEIPT NO:

282668

Filing Fee - \$10.00

4

ID No. 5,578,500

File No. 0

SEP 1992 2477

Filed: 9-1-90 By Am

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH

To the Secretary of State
State of North Dakota

Pursuant to the provisions of Sections 10-19.1-16 or 10-22-09 of the North Dakota Business Corporation Act, or 10-24-09 or 10-27-09 of the North Dakota Nonprofit Corporation Act, the undersigned corporation, organized under the laws of the State of North Dakota or authorized to do business in the State of North Dakota, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of North Dakota:

1. The name of the corporation is:

MINOT TELEPHONE COMPANY

2. The present address of record of the registered office is:

24 2ND AVE SE PO BOX 789 MINOT ND, 58702

3. The address of the new registered office is:

24 2nd Ave SE PO Box 789 Minot ND, 58702

(Complete street or rural address, city, state and zip code is required. A po box number may be added.)

Does this address also serve as the principal place of business? Yes X No

4. The present name of record as registered agent:

ERNIE B SELLAND

5. The name of successor registered agent is:

Randall A. Burckhard

6. The address of its registered office and the address of the business office of its registered agent as changed will be identical.

7. Such change was authorized by resolution duly adopted by its board of directors.

The undersigned has read the foregoing and knows the contents thereof and verily believes the statements made therein to be true.

Dated: August 27, 1993

Randall A Burckhard

(Signature and Title)



**REGISTERED AGENT
 CONSENT TO SERVE
 SECRETARY OF STATE
 SFN 7974 (7-93)**

RECEIVED

SEP 01 1993

Sec. of State

FOR OFFICE USE ONLY

ID #	5578500
WO #	282668
Approved By	
Filed	9-1-93 By <i>CM</i>

1. FILING FEE: \$10.00

SEE REVERSE SIDE FOR FILING AND MAILING INSTRUCTIONS

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

Minot Telephone Company

3. Name of the Registered Agent

Randall A. Burckhard

A. Registered Agent is (Check One)

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

Social Security/Federal ID # of Registered Agent

501-58-8245

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

Randall A. Burckhard

Signature of Registered Agent

August 27, 1993

Date

329889

Domestic and Foreign Business Corporations - Fee \$10.00

Domestic and Foreign Nonprofit Corporations - Fee \$5.00

File No. 5578500

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH

File duplicate originals. -(Two copies, both bearing original signatures.) JUN 29 5 51 0 3 JUN 29 5 51 0 4

To the Secretary of State
State of North Dakota

Pursuant to the provisions of Sections 10-19.1-16 or 10-22-09 of the North Dakota Business Corporation Act, or 10-24-09 or 10-27-09 of the North Dakota Nonprofit Corporation Act, the undersigned corporation, organized under the laws of the State of North Dakota or authorized to do business in the State of North Dakota, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of North Dakota:

1. The name of the corporation is Minot Telephone Company
2. The present address of record of the registered office is: 24 - 2nd Avenue SE, P.O. Box 789, Minot, ND 58702
3. The address of the new registered office is: 3615 North Broadway, P.O. Box 2027, Minot, ND 58702-2027
(Complete street address required. A post office box number may be added.)
4. The present name of record as registered agent: Randall A. Burckhard
5. The name of successor registered agent is: Warren Hight
6. The address of its registered office and the address of the business office of its registered agent as changed will be identical.
7. Such change was authorized by resolution duly adopted by its board of directors.

The undersigned has read the foregoing and knows the contents thereof and verily believes the statements made therein to be true.

Dated: June 1, 1994

MINOT TELEPHONE COMPANY
By Clayton Pepley
(Signature and Title)
Its President

Filing Date 6-7, 1994

Alvin D. Degen Filed By: AD
Secretary of State

Receipt # _____




**STATEMENT OF CONSENT TO SERVE
AS REGISTERED AGENT
SECRETARY OF STATE
SFN 7974 (6-91)**

FOR OFFICIAL USE ONLY	
ID Number	5578500
WKO Number	309887
Date Filed	6-7-94
Clerk	a

1. FILING FEE: \$10.00

SEE REVERSE SIDE FOR FILING AND MAILING INSTRUCTIONS

2. Name of the Corporation for Which the Registered Agent is to Serve Minot Telephone Company	
3. Name of the Registered Agent Warren Hight	
A. Registered Agent is (Check One) <input checked="" type="checkbox"/> An Individual North Dakota Resident <input type="checkbox"/> A Corporation	Social Security/Federal ID Number of Registered Agent 501-52-5767
4. The designated registered agent hereby consents to act in that capacity for the above named corporation until removed or resignation is submitted in accordance with North Dakota statutes.	
 _____ Signature of Registered Agent Warren Hight	6/1/94 _____ Date

341146

5578 500

4

ARTICLES OF AMENDMENT
OF
MINOT TELEPHONE COMPANY 279464958

At a meeting of the sole shareholder and board of directors of Minot Telephone Company held on the 22nd day of June, 1994, the following amendment to the Articles of Incorporation was adopted:

ARTICLE I

The name of said corporation shall be:
SRT Communications, Inc.

Minot Telephone Company has issued and outstanding 100 shares of capital stock, of one class only.

The amendment set forth above was approved by unanimous vote of the capital stock of the corporation.

Clayton Fegley
Clayton Fegley, President
Marvin Thom
Marvin Thom, Secretary

The above Articles of Amendment accurately and truthfully set forth the action of the sole stockholder of Minot Telephone Company by a written consent dated the 22nd day of June, 1994, as recorded in the minutes of Minot Telephone Company.

Marvin Thom
Marvin Thom, Secretary

SUBSCRIBED AND SWORN to before me this 20th day of July, 1994.

Jan M. Sebby
Jan M. Sebby, Notary Public
For the State of North Dakota
My commission expires: 07-15-2000



TRADE NAME
REGISTRATION
SECRETARY OF STATE
SFN 13401 (9-93)

4

JUL 27 94 6 49 59

FOR OFFICE USE ONLY

ID #	S155500
WO #	341146
Approved By	
Filed	8-01-94 By SR
Expiration Date	8-01-99

1. FILING FEE \$25.00
Five Year Duration

SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS

For reference, see North Dakota Century Code, Chapter 47-25.

2. Trade Name Minot Telephone Company

3. The nature of the business transacted (in detail)
Telecommunications and related lines of business.

4. Trade Name is used and owned by (select one)

- Individual Corporation incorporated in state of North Dakota
 Husband & Wife Limited Liability Company organized in state of _____
 Other - Define (See Instructions) _____

5. Telephone # of owner (701) 838-9880

6. The owner(s), their Social Security/Federal ID #, and the addresses of their principal places of business

NAME	SOCIAL SECURITY/ FEDERAL ID #	COMPLETE ADDRESS			
		Street/RR	PO Box	City	State Zip Code
SRT Communications, Inc. ^{SS 78500}	45-0418249	24 - 2nd Ave. SE, P.O. Box 789		Minot ND	58702

7. I (we), a (the) owner(s), say that I (we) have read the foregoing registration, know the contents thereof, and believe the statements made thereon to be true.

SRT COMMUNICATIONS, INC.

Warren L. Hight 1/7/25/94
Signature Date
Warren L. Hight,
General Manager

Signature

Date



**TRADE NAME
RENEWAL**
SECRETARY OF STATE
SFN 19484(11-93)

FOR OFFICE USE ONLY

RECEIVED
JUN 16 1999
SEC. OF STATE

ID #	5,155,500		
Expiration of Current Certificate	8/01/99		
WO #	707236		
Filed	6-18-99	Expiration	8-1-04
Approved By		Filed By	LO

SRT COMMUNICATIONS, INC.
3615 N BDWY
MINOT, ND 58702-2027

1. FILING FEE \$25.00
Five Year Duration

SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS

For reference, see North Dakota Century Code, Section 47-25-04.

2. Trade Name as registered with the Secretary of State

MINOT TELEPHONE COMPANY

3. The ID #(s) assigned to the owner(s) by the Secretary of State, the names of the owner(s), their Social Security/Federal ID # and the addresses of their principal places of business

NAME	SOCIAL SECURITY/FEDERAL ID #	COMPLETE ADDRESS				
		Street/RR	PO Box	City	State	Zip Code
5,578,500	SRT COMMUNICATIONS, INC.	3615 N Bdwy	PO Box 2027	Minot	ND	58702

REC'D IN ACCT.

MAY 24 1999

SRT

4. Trade Name is used and owned by (select one)

- Individual
 Husband & Wife
 Other - Define (See Instructions)
- Corporation incorporated in state of North Dakota
 Limited Liability Company organized in state of _____

5. Telephone # of owner

(701) 858-1200

Toll-Free Telephone #

1-800-737-9131

6. The nature of the business transacted (in detail)

Telecommunications Services

7. I (we), a (the) owner(s), say that I (we) have read the foregoing renewal, know the contents thereof, and believe the statements made thereon to be true.


6/13/99

Signature

Date

Signature

Date

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING

OF

SRT COMMUNICATIONS, INC.

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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

SRT COMMUNICATIONS, INC.

Issued: July 21, 1999

A handwritten signature in black ink, appearing to read "Alvin A. Jaeger", is written over a light blue grid background.

Alvin A. Jaeger
Secretary of State

461.677

5,578,500

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OF
MINOT TELEPHONE COMPANY

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ARTICLE II

The registered office of the corporation shall be 316 North 5th Street, P. O. Box 1695, Bismarck, North Dakota and the name of the initial registered agent at such address is Daniel Kuntz. Either registered office or the registered agent may be changed in the manner provided by law.

ARTICLE III

The aggregate number of shares which the corporation shall have authority to issue shall be 1,000 shares of one cent par-value, which shares shall be designated common stock. No share shall be issued until it has been paid for and it shall thereafter be non-assessable. The total authorized capitalization is \$50,000.00.

ARTICLE IV

The name of each incorporator is as follows:

<u>Name</u>	<u>Address</u>
Daniel S. Kuntz	316 North Fifth Street Bismarck, ND 58501

RECEIVED
FEB 19 1950

ZUGER, KIRMIS,
BOLINSKE & SMITH
BISMARCK, N.D.
58502

FORM 8

ARTICLE V

The purposes for which the corporation are organized are:

- (a) To have all general business powers which a corporation is allowed by law to have including, but not limited to, the following powers:
 - (1) To acquire real and personal property, or either, by purchase, lease, or otherwise.
 - (2) To mortgage, sell, transfer, lease and assign real and personal property, or either.
 - (3) To do and perform any and all acts that may be necessary, proper and expedient in the successful conduct of the corporation and its affairs.
 - (4) To carry on any and all other acts to carry out the powers enumerated in North Dakota Century Code §10-19.1-26, or any successor statute.

ARTICLE VI

The number of directors constituting an initial board of directors of the corporation is three; the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders, or until their successors are elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
David C. Mitchell	180 S. Clinton Avenue Rochester, NY 14646-0700
John K. Purcell	180 S. Clinton Avenue Rochester, NY 14646-0700
Frederick R. Pestorius	180 S. Clinton Avenue Rochester, NY 14646-0700

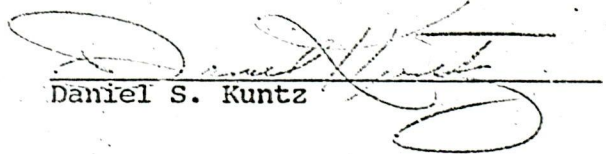
ARTICLE VII

The board of directors of the corporation, at a meeting duly called for such purpose, shall fix and determine the consideration to be received for the shares of the corporation by a majority vote.

ARTICLE VIII

Any board of directors' action, other than an action requiring shareholder approval, may be taken by written action signed by a number of directors that would be required to take the same action at a meeting of the board at which all directors were present.

IN WITNESS WHEREOF, the above-named incorporator signed these ARTICLES OF INCORPORATION this 18th day of June, 1990.


Daniel S. Kuntz

ar:arts.dsk

STATE OF NORTH DAKOTA
Department of State

Filed for record the 18th
day of June 19 90



#6-1677

STATEMENT OF CONSENT TO SERVE AS REGISTERED AGENT

To the Secretary of State,
State of North Dakota

File No. 5,578,500

To be filed by Domestic and Foreign Business Corporations.
File duplicate originals - (Two copies, both bearing original signatures.)
Filing fee - \$10.00

Complete this section if the registered agent is an individual.

I, Daniel S. Kuntz, hereby accept the appointment to serve
(Print legibly or type)
in the capacity of registered agent for the corporation known as Minot Telephone Company

(Exact corporate name)

June 19, , 19 90
(Month, Day, & Year)

[Signature]
(Signature of registered agent)

Complete this section if the registered agent is a corporation.

I, _____, being the _____ of
(Print legibly or type) (Title)
_____ , hereby accept on behalf of

(Exact corporate name)

_____, the appointment to serve in the
(Exact corporate name)
capacity of registered agent for the corporation known as _____

(Exact corporate name)

_____, 19 _____
(Month, Day, & Year)

(Exact corporate name of corporation acting as agent)

By _____
(Signature of corporate officer)

(Title)

This filing is pursuant to Sec. 10-19.1-15, Sec. 10-22-05, and Sec. 10-22-00, N.D.C.C.

Filing Date: 6-19, 19 90

[Signature] by [Signature]

Receipt No. _____

Domestic and Foreign Business Corporations - Fee \$10.00

File No. 5548500

Domestic and Foreign Nonprofit Corporations - Fee \$10.00

RECEIVED

FEB 1 1991

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH

File duplicate originals. -(Two copies, both bearing original signatures.)

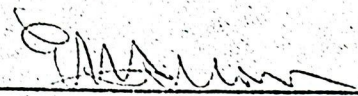
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State of North Dakota

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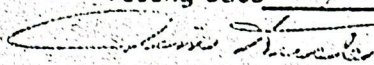
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3. The address of the new registered office is: 24 Second Avenue SE.
PO Box 789, Minot, ND 58702
(Complete street address required. A post office box number may be added.)
4. The present name of record as registered agent: Daniel Kuntz
5. The name of successor registered agent is: Ernie B Selland
6. The address of its registered office and the address of the business office of its registered agent as changed will be identical.
7. Such change was authorized by resolution duly adopted by its board of directors.

The undersigned has read the foregoing and knows the contents thereof and verily believes the statements made therein to be true.

Dated: February 28, 1991


E B Selland
(Signature and title) President

Filing Date 3:4, 1991


Filed By: DS
Secretary of State

Receipt # 103101



STATEMENT OF CONSENT TO SERVE AS A REGISTERED AGENT
SECRETARY OF STATE
 SFN 7974 (02-89)

RECEIVED

FILE NO.

5548500

INSTRUCTIONS

This Statement of Consent is to be filed by both Foreign and Domestic corporations. Print legibly or type. File duplicate originals (two copies both with original signatures).

SEND TO: **Secretary of State**
State Capitol
Bismarck, ND 58505

Filing Fee \$10.00

IF REGISTERED AGENT IS AN INDIVIDUAL - COMPLETE THIS SECTION

Name of Registered Agent

E B Selland

Date

02/28/91

For the Corporation of (Use exact corporate name)

Minot Telephone Company

I accept the appointment to serve in the capacity of registered agent for the above corporation.

Signature of Registered Agent

IF REGISTERED AGENT IS A CORPORATION - COMPLETE THIS SECTION
 (The incorporating or authorizing corporation cannot serve as its own agent.)

Person Signing Statement

Title

Date

Name of Corporate Registered Agent (Use exact corporate name)

To Represent the Corporation of (Use exact corporate name)

On behalf of the corporation named above as Corporate Registered Agent, I accept this appointment to serve in the capacity of registered agent.

Signed for corporation acting as agent

SECRETARY OF STATE USE ONLY

Filing Date

3-4-91

Secretary of State

BY:

DS

RECEIPT NO:

103661

282668

Filing Fee - \$10.00

4

ID No. 5,578,500

File No. 0

SEP 1992 2477

Filed: 9-1-93 By DM

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH

To the Secretary of State
State of North Dakota

Pursuant to the provisions of Sections 10-19.1-16 or 10-22-09 of the North Dakota Business Corporation Act, or 10-24-09 or 10-27-09 of the North Dakota Nonprofit Corporation Act, the undersigned corporation, organized under the laws of the State of North Dakota or authorized to do business in the State of North Dakota, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of North Dakota:

1. The name of the corporation is:

MINOT TELEPHONE COMPANY

2. The present address of record of the registered office is:

24 2ND AVE SE PO BOX 789 MINOT ND, 58702

3. The address of the new registered office is:

24 2nd Ave SE PO Box 789 Minot ND, 58702

(Complete street or rural address, city, state and zip code is required. A po box number may be added.)

Does this address also serve as the principal place of business? Yes X No

4. The present name of record as registered agent:

ERNIE B SELLAND

5. The name of successor registered agent is:

Randall A. Burckhard

6. The address of its registered office and the address of the business office of its registered agent as changed will be identical.

7. Such change was authorized by resolution duly adopted by its board of directors.

The undersigned has read the foregoing and knows the contents thereof and verily believes the statements made therein to be true.

Dated: August 27, 1993

Randall A Burckhard

(Signature and Title)



**REGISTERED AGENT
CONSENT TO SERVE
SECRETARY OF STATE
SFN 7974 (7-93)**

RECEIVED

SEP 01 1993

Sec. of State

FOR OFFICE USE ONLY

ID #	5578500
WO #	282668
Approved By	
Filed	9-1-93 By <i>CM</i>

1. FILING FEE: \$10.00

SEE REVERSE SIDE FOR FILING AND MAILING INSTRUCTIONS

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

Minot Telephone Company

3. Name of the Registered Agent

Randall A. Burckhard

A. Registered Agent is (Check One)

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

Social Security/Federal ID # of Registered Agent

501-58-8245

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

Randall A. Burckhard

Signature of Registered Agent

August 27, 1993

Date

4
STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH

File duplicate originals. -(Two copies, both bearing original signatures.)

To the Secretary of State
State of North Dakota

Pursuant to the provisions of Sections 10-19.1-16 or 10-22-09 of the North Dakota Business Corporation Act, or 10-24-09 or 10-27-09 of the North Dakota Nonprofit Corporation Act, the undersigned corporation, organized under the laws of the State of North Dakota or authorized to do business in the State of North Dakota, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of North Dakota:

1. The name of the corporation is Minot Telephone Company
2. The present address of record of the registered office is: 24 - 2nd Avenue SE, P.O. Box 789, Minot, ND 58702
3. The address of the new registered office is: 3615 North Broadway, P.O. Box 2027, Minot, ND 58702-2027
(Complete street address required. A post office box number may be added.)
4. The present name of record as registered agent: Randall A. Burckhard
5. The name of successor registered agent is: Warren Hight
6. The address of its registered office and the address of the business office of its registered agent as changed will be identical.
7. Such change was authorized by resolution duly adopted by its board of directors.

The undersigned has read the foregoing and knows the contents thereof and verily believes the statements made therein to be true.

Dated: June 1, 1994

MINOT TELEPHONE COMPANY

By Clyde J. Gledhill
(Signature and Title)

Its President

Filing Date 6-7, 1994

Alvin D. [Signature] Filed By: [Signature]
Secretary of State

Receipt # _____




**STATEMENT OF CONSENT TO SERVE
AS REGISTERED AGENT
SECRETARY OF STATE
SFN 7974 (6-91)**

FOR OFFICIAL USE ONLY	
ID Number	5578500
WKO Number	309887
Date Filed	6-7-94
Clerk	a

1. FILING FEE: \$10.00

SEE REVERSE SIDE FOR FILING AND MAILING INSTRUCTIONS

2. Name of the Corporation for Which the Registered Agent is to Serve Minot Telephone Company	
3. Name of the Registered Agent Warren Hight	
A. Registered Agent is (Check One) <input checked="" type="checkbox"/> An Individual North Dakota Resident <input type="checkbox"/> A Corporation	Social Security/Federal ID Number of Registered Agent 501-52-5767
4. The designated registered agent hereby consents to act in that capacity for the above named corporation until removed or resignation is submitted in accordance with North Dakota statutes.	
 Signature of Registered Agent Warren Hight	6/1/94 Date

5578 500

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ARTICLES OF AMENDMENT
OF
MINOT TELEPHONE COMPANY 279464958

At a meeting of the sole shareholder and board of directors of Minot Telephone Company held on the 22nd day of June, 1994, the following amendment to the Articles of Incorporation was adopted:

ARTICLE I

The name of said corporation shall be:
SRT Communications, Inc.

Minot Telephone Company has issued and outstanding 100 shares of capital stock, of one class only.

The amendment set forth above was approved by unanimous vote of the capital stock of the corporation.

Clayton Fegley
Clayton Fegley, President
Marvin Thom
Marvin Thom, Secretary

The above Articles of Amendment accurately and truthfully set forth the action of the sole stockholder of Minot Telephone Company by a written consent dated the 22nd day of June, 1994, as recorded in the minutes of Minot Telephone Company.

Marvin Thom
Marvin Thom, Secretary

SUBSCRIBED AND SWORN to before me this 20th day of July, 1994.

[Signature]
Jan M. Sebby, Notary Public
For the State of North Dakota
My commission expires: 07-15-2000

PRINGLE & HERIGSTAD, P.C.
P.O. Box 1000
MINOT, NORTH DAKOTA 58702

FILED 8-1 19 94
[Signature]
SECRETARY OF STATE

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STATE OF NORTH DAKOTA
Office of Secretary of State

I hereby certify that this is a true and correct copy, consisting of 10 pages, as taken from the original on file in this office. Originality of this certification can be determined by the color red.

Alvin Jaeger

DATED: 7-22-99

BY: LJP

Alvin Jaeger
SECRETARY OF STATE

NORTH DAKOTA PUBLIC SERVICE COMMISSION
 CORPORATE NAME DATABASE FROM THE OFFICE OF THE SECRETARY OF STATE

Generated September 21, 1994 at 12:14 PM

TYPE OF CHANGE	DATE	TIME	
CHANGE OF NAME	940509	153742	OLD INTERNATIONAL FALLS IMAGING, INC. X MN X
			NEW SCANNERS, INC. X MN X

TYPE OF CHANGE	DATE	TIME	
CHANGE OF NAME	940509	155817	OLD SCANNERS, INC. X MN X
			NEW RCI LONG DISTANCE, INC. ROCHESTER NY 14646

=====

CURRENT **SRT COMMUNICATIONS, INC.**
 MINOT ND 58702-0789

TYPE OF CHANGE	DATE	TIME	
CHANGE OF NAME	931201	75240	OLD MINOT TELEPHONE COMPANY MINOT ND 58702-0789
			NEW MINOT TELEPHONE COMPANY MINOT ND 58702-0789

TYPE OF CHANGE	DATE	TIME	
AMENDMENT DATE	940718	82410	OLD 000000
			NEW 940801

TYPE OF CHANGE	DATE	TIME	
STATUS	940718	82410	OLD ACTIVE
			NEW ACTIVE

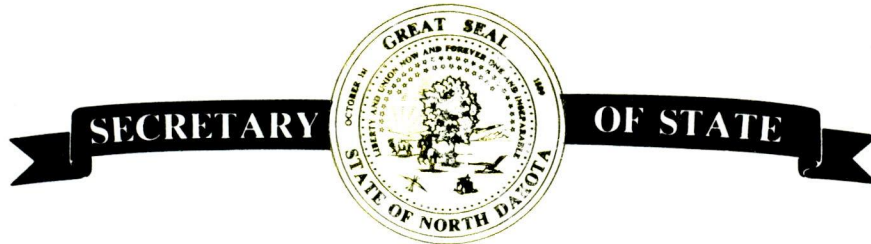
=====

CURRENT TEL-SAVE, INC.
 PHILADELPHIA PA 19123

TYPE OF CHANGE	DATE	TIME	
STATUS	940727	220250	OLD ACTIVE
			NEW NOT GOOD STANDINGS

TYPE OF CHANGE	DATE	TIME	
STATUS	940718	82441	OLD NOT GOOD STANDINGS
			NEW ACTIVE

State of North Dakota



CERTIFICATE OF GOOD STANDING

OF

SRT COMMUNICATIONS, INC.

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that SRT COMMUNICATIONS, INC., a North Dakota business corporation, was incorporated in this office on June 19, 1990 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

SRT COMMUNICATIONS, INC.

Dated: September 20, 1994

A handwritten signature in black ink, reading "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State

461.677

5,578,500

ARTICLES OF INCORPORATION
OF
MINOT TELEPHONE COMPANY

I, the undersigned natural person of the age of eighteen years or more, acting as incorporator of a corporation under the North Dakota Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of said corporation shall be: Minot Telephone Company.

ARTICLE II

The registered office of the corporation shall be 316 North 5th Street, P. O. Box 1695, Bismarck, North Dakota and the name of the initial registered agent at such address is Daniel Kuntz. Either registered office or the registered agent may be changed in the manner provided by law.

ARTICLE III

The aggregate number of shares which the corporation shall have authority to issue shall be 1,000 shares of one cent par-value, which shares shall be designated common stock. No share shall be issued until it has been paid for and it shall thereafter be non-assessable. The total authorized capitalization is \$50,000.00.

ARTICLE IV

The name of each incorporator is as follows:

Name
Daniel S. Kuntz

Address
316 North Fifth Street
Bismarck, ND 58501

RECEIVED
JUN 13 1950

ZUGER, KIRMIS,
BOLINSKE & SMITH
BISMARCK, N.D.
58502

ARTICLE V

The purposes for which the corporation are organized are:

- (a) To have all general business powers which a corporation is allowed by law to have including, but not limited to, the following powers:
- (1) To acquire real and personal property, or either, by purchase, lease, or otherwise.
 - (2) To mortgage, sell, transfer, lease and assign real and personal property, or either.
 - (3) To do and perform any and all acts that may be necessary, proper and expedient in the successful conduct of the corporation and its affairs.
 - (4) To carry on any and all other acts to carry out the powers enumerated in North Dakota Century Code §10-19.1-26, or any successor statute.

ARTICLE VI

The number of directors constituting an initial board of directors of the corporation is three; the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders, or until their successors are elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
David C. Mitchell	180 S. Clinton Avenue Rochester, NY 14646-0700
John K. Purcell	180 S. Clinton Avenue Rochester, NY 14646-0700
Frederick R. Pestorius	180 S. Clinton Avenue Rochester, NY 14646-0700

ARTICLE VII.

The board of directors of the corporation, at a meeting duly called for such purpose, shall fix and determine the consideration to be received for the shares of the corporation by a majority vote.

ARTICLE VIII

Any board of directors' action, other than an action requiring shareholder approval, may be taken by written action signed by a number of directors that would be required to take the same action at a meeting of the board at which all directors were present.

IN WITNESS WHEREOF, the above-named incorporator signed these ARTICLES OF INCORPORATION this 18th day of June, 1990.


Daniel S. Kuntz

ar:arts.dsk

STATE OF NORTH DAKOTA, _{ics}
Department of State

Filed for record the 19th
day of June 1990

H.C. 6??

STATEMENT OF CONSENT TO SERVE AS REGISTERED AGENT

To the Secretary of State,
State of North Dakota

File No. 5,578,500

To be filed by Domestic and Foreign Business Corporations.
File duplicate originals - (Two copies, both bearing original signatures.)
Filing fee - \$10.00

Complete this section if the registered agent is an individual.

I, Daniel S. Kuntz, hereby accept the appointment to serve
(Print legibly or type)
in the capacity of registered agent for the corporation known as Minot Telephone Company

(Exact corporate name)

June 19, 19 90
(Month, Day, & Year)

[Signature]
(Signature of registered agent)

Complete this section if the registered agent is a corporation.

I, _____, being the _____ of
(Print legibly or type) (Title)
_____, hereby accept on behalf of
(Exact corporate name)

_____, the appointment to serve in the
(Exact corporate name)
capacity of registered agent for the corporation known as _____

(Exact corporate name)

_____, 19 _____
(Month, Day, & Year)

(Exact corporate name of corporation acting as agent)

By _____
(Signature of corporate officer)

(Title)

This filing is pursuant to Sec. 10-19.1-15, Sec. 10-22-06, and Sec. 10-22-08, N.D.C.C.

Filing Date: 6-19, 19 90

[Signature] By [Signature]

Receipt No. _____

Domestic and Foreign Business Corporations - fee \$10.00
Domestic and Foreign Nonprofit Corporations - fee \$10.00

File No. 5578500

RECEIVED

MAR 1 1991

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH

File duplicate originals. -(Two copies, both bearing original signatures.)

To the Secretary of State
State of North Dakota

Pursuant to the provisions of Sections 10-19.1-16 or 10-22-09 of the North Dakota Business Corporation Act, or 10-24-09 or 10-27-09 of the North Dakota Nonprofit Corporation Act, the undersigned corporation, organized under the laws of the State of North Dakota or authorized to do business in the State of North Dakota, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of North Dakota:

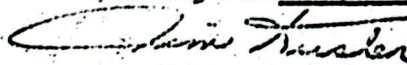
1. The name of the corporation is Minot Telephone Company
2. The present address of record of the registered office is: 316 N. 5th
Street, PO Box 1695, Bismarck, ND 58502
3. The address of the new registered office is: 24 Second Avenue SE,
PO Box 789, Minot, ND 58702
(Complete street address required. A post office box number may be added.)
4. The present name of record as registered agent: Daniel Kuntz
5. The name of successor registered agent is: Ernie B Selland
6. The address of its registered office and the address of the business office of its registered agent as changed will be identical.
7. Such change was authorized by resolution duly adopted by its board of directors.

The undersigned has read the foregoing and knows the contents thereof and verily believes the statements made therein to be true.

Dated: February 28, 1991


Ernie B Selland
(Signature and Title) President

Filing Date 3-4, 1991


Filed By: DJS
Secretary of State

Receipt # 103101



STATEMENT OF CONSENT TO SERVE AS A REGISTERED AGENT
SECRETARY OF STATE
 SFN 7974 (02-89)

RECEIVED

FILE NO. 5578500

INSTRUCTIONS

This Statement of Consent is to be filed by both Foreign and Domestic corporations. Print legibly or type. File duplicate originals (two copies both with original signatures).

SEND TO: **Secretary of State**
State Capitol
Bismarck, ND 58505

Filing Fee \$10.00

IF REGISTERED AGENT IS AN INDIVIDUAL - COMPLETE THIS SECTION

Name of Registered Agent E B Selland	Date 02/28/91
For the Corporation of (Use exact corporate name) Minot Telephone Company	

I accept the appointment to serve in the capacity of registered agent for the above corporation.



 Signature of Registered Agent

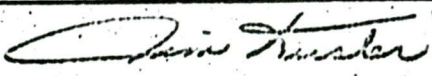
IF REGISTERED AGENT IS A CORPORATION - COMPLETE THIS SECTION
 (The incorporating or authorizing corporation cannot serve as its own agent.)

Person Signing Statement	Title	Date
Name of Corporate Registered Agent (Use exact corporate name)		
To Represent the Corporation of (Use exact corporate name)		

On behalf of the corporation named above as Corporate Registered Agent, I accept this appointment to serve in the capacity of registered agent.

 Signed for corporation acting as agent

SECRETARY OF STATE USE ONLY

Filing Date 3-4-91
 Secretary of State
BY: DS
103666
RECEIPT NO:

282668

Filing Fee - \$10.00

4

ID No. 5,578,500

File No. 0

SEP 19322477

Filed: 9-1-93 By RM

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH

To the Secretary of State
State of North Dakota

Pursuant to the provisions of Sections 10-19.1-16 or 10-22-09 of the North Dakota Business Corporation Act, or 10-24-09 or 10-27-09 of the North Dakota Nonprofit Corporation Act, the undersigned corporation, organized under the laws of the State of North Dakota or authorized to do business in the State of North Dakota, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of North Dakota:

1. The name of the corporation is:

MINOT TELEPHONE COMPANY

2. The present address of record of the registered office is:

24 2ND AVE SE PO BOX 789 MINOT ND, 58702

3. The address of the new registered office is:

24 2nd Ave SE PO Box 789 Minot ND, 58702

(Complete street or rural address, city, state and zip code is required. A po box number may be added.)

Does this address also serve as the principal place of business? Yes X No

4. The present name of record as registered agent:

ERNIE B SELLAND

5. The name of successor registered agent is:

Randall A. Burckhard

6. The address of its registered office and the address of the business office of its registered agent as changed will be identical.

7. Such change was authorized by resolution duly adopted by its board of directors.

The undersigned has read the foregoing and knows the contents thereof and verily believes the statements made therein to be true.

Dated: August 27, 1993

Randall A Burckhard
(Signature and Title)



**REGISTERED AGENT
CONSENT TO SERVE
SECRETARY OF STATE
SFN 7974 (7-93)**

RECEIVED

SEP 01 1993

Sec. of State

FOR OFFICE USE ONLY

ID #	5578500
WO #	282668
Approved By	
Filed	9-1-93
By	Am

1. FILING FEE: \$10.00

SEE REVERSE SIDE FOR FILING AND MAILING INSTRUCTIONS

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

Minot Telephone Company

3. Name of the Registered Agent

Randall A. Burckhard

A. Registered Agent is (Check One)

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

Social Security/Federal ID # of Registered Agent

501-58-8245

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

Randall A. Burckhard
Signature of Registered Agent

August 27, 1993
Date

329887

Domestic and Foreign Business Corporations - Fee \$10.00

File No. 5528500

Domestic and Foreign Nonprofit Corporations - Fee \$5.00

4

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH

File duplicate originals. -(Two copies, both bearing original signatures.) JUN 29 1994

To the Secretary of State
State of North Dakota

Pursuant to the provisions of Sections 10-19.1-16 or 10-22-09 of the North Dakota Business Corporation Act, or 10-24-09 or 10-27-09 of the North Dakota Nonprofit Corporation Act, the undersigned corporation, organized under the laws of the State of North Dakota or authorized to do business in the State of North Dakota, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of North Dakota:

1. The name of the corporation is Minot Telephone Company
2. The present address of record of the registered office is: 24 - 2nd Avenue SE, P.O. Box 789, Minot, ND 58702
3. The address of the new registered office is: 3615 North Broadway, P.O. Box 2027, Minot, ND 58702-2027
(Complete street address required. A post office box number may be added.)
4. The present name of record as registered agent: Randall A. Burckhard
5. The name of successor registered agent is: Warren Hight
6. The address of its registered office and the address of the business office of its registered agent as changed will be identical.
7. Such change was authorized by resolution duly adopted by its board of directors.

The undersigned has read the foregoing and knows the contents thereof and verily believes the statements made therein to be true.

Dated: June 1, 19 94

MINOT TELEPHONE COMPANY
By Clayton Fealey
(Signature and Title)
Its President

Filing Date 6-7, 1994

Alvin Degan Filed By: M
Secretary of State

Receipt # _____




**STATEMENT OF CONSENT TO SERVE
AS REGISTERED AGENT
SECRETARY OF STATE
SFN 7974 (6-91)**

FOR OFFICIAL USE ONLY	
ID Number	5578500
WKO Number	329887
Date Filed	6-7-94
Clerk	a

1. FILING FEE: \$10.00

SEE REVERSE SIDE FOR FILING AND MAILING INSTRUCTIONS

2. Name of the Corporation for Which the Registered Agent is to Serve Minot Telephone Company	
3. Name of the Registered Agent Warren Hight	
A. Registered Agent is (Check One) <input checked="" type="checkbox"/> An Individual North Dakota Resident <input type="checkbox"/> A Corporation	Social Security/Federal ID Number of Registered Agent 501-52-5767
4. The designated registered agent hereby consents to act in that capacity for the above named corporation until removed or resignation is submitted in accordance with North Dakota statutes.	
 Signature of Registered Agent Warren Hight	6/1/94 Date

341146

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ARTICLES OF AMENDMENT
OF
MINOT TELEPHONE COMPANY 279464958

At a meeting of the sole shareholder and board of directors of Minot Telephone Company held on the 22nd day of June, 1994, the following amendment to the Articles of Incorporation was adopted:

ARTICLE I

The name of said corporation shall be:
SRT Communications, Inc.

Minot Telephone Company has issued and outstanding 100 shares of capital stock, of one class only.

The amendment set forth above was approved by unanimous vote of the capital stock of the corporation.

Clayton Fegley
Clayton Fegley, President
Marvin Thom
Marvin Thom, Secretary

The above Articles of Amendment accurately and truthfully set forth the action of the sole stockholder of Minot Telephone Company by a written consent dated the 22nd day of June, 1994, as recorded in the minutes of Minot Telephone Company.

Marvin Thom
Marvin Thom, Secretary

SUBSCRIBED AND SWORN to before me this 20th day of July, 1994.

[Signature]
Jan M. Sebby, Notary Public
For the State of North Dakota
My commission expires: 07-15-2000

FILED 8-1-94

[Signature]
SECRETARY OF STATE



STATE OF NORTH DAKOTA
Office of Secretary of State

I hereby certify that this is a true and correct copy, consisting of 11 pages, as taken from the original on file in this office. Originality of this certification can be determined by the color red.

DATED: 9/22/94

BY: LS

Alvin A. Jaeger
SECRETARY OF STATE

State of North Dakota



CERTIFICATE OF GOOD STANDING

OF

MINOT TELEPHONE COMPANY

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that MINOT TELEPHONE COMPANY, a North Dakota business corporation, was incorporated in this office on June 19, 1990 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

MINOT TELEPHONE COMPANY

Dated: January 4, 1994

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

Alvin A. Jaeger
Secretary of State

#61.677

5,578,500

ARTICLES OF INCORPORATION
OF
MINOT TELEPHONE COMPANY

I, the undersigned natural person of the age of eighteen years or more, acting as incorporator of a corporation under the North Dakota Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of said corporation shall be: Minot Telephone Company.

ARTICLE II

The registered office of the corporation shall be 316 North 5th Street, P. O. Box 1695, Bismarck, North Dakota and the name of the initial registered agent at such address is Daniel Kuntz. Either registered office or the registered agent may be changed in the manner provided by law.

ARTICLE III

The aggregate number of shares which the corporation shall have authority to issue shall be 1,000 shares of one cent par value, which shares shall be designated common stock. No share shall be issued until it has been paid for and it shall thereafter be non-assessable. The total authorized capitalization is \$50,000.00.

ARTICLE IV

The name of each incorporator is as follows:

<u>Name</u>	<u>Address</u>
Daniel S. Kuntz	316 North Fifth Street Bismarck, ND 58501

ARTICLE V

The purposes for which the corporation are organized are:

- (a) To have all general business powers which a corporation is allowed by law to have including, but not limited to, the following powers:
 - (1) To acquire real and personal property, or either, by purchase, lease, or otherwise.
 - (2) To mortgage, sell, transfer, lease and assign real and personal property, or either.
 - (3) To do and perform any and all acts that may be necessary, proper and expedient in the successful conduct of the corporation and its affairs.
 - (4) To carry on any and all other acts to carry out the powers enumerated in North Dakota Century Code §10-19.1-26, or any successor statute.

ARTICLE VI

The number of directors constituting an initial board of directors of the corporation is three; the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders, or until their successors are elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
David C. Mitchell	180 S. Clinton Avenue Rochester, NY 14646-0700
John K. Purcell	180 S. Clinton Avenue Rochester, NY 14646-0700
Frederick R. Pestorius	180 S. Clinton Avenue Rochester, NY 14646-0700

ARTICLE VII

The board of directors of the corporation, at a meeting duly called for such purpose, shall fix and determine the consideration to be received for the shares of the corporation by a majority vote.

ARTICLE VIII


Any board of directors' action, other than an action requiring shareholder approval, may be taken by written action signed by a number of directors that would be required to take the same action at a meeting of the board at which all directors were present.

IN WITNESS WHEREOF, the above-named incorporator signed these ARTICLES OF INCORPORATION this 18th day of June, 1990.


Daniel S. Kuntz

ar:arts.dsk

STATE OF NORTH DAKOTA
Department of State

Filed for record the 19th
day of June 19 90




STATEMENT OF CONSENT TO SERVE AS REGISTERED AGENT

To the Secretary of State
State of North Dakota

File No. 5,578,500

To be filed by Domestic and Foreign Business Corporations.
File duplicate originals - (Two copies, both bearing original signatures.)
Filing fee - \$10.00

Complete this section if the registered agent is an individual.

I, Daniel S. Kuntz, hereby accept the appointment to serve
(Print legibly or type)

in the capacity of registered agent for the corporation known as Minot Telephone Company

(Exact corporate name)

June 19, , 19 90
(Month, Day, & Year)


(Signature of registered agent)

Complete this section if the registered agent is a corporation.

I, _____, being the _____ of
(Print legibly or type) (Title)

_____, hereby accept on behalf of
(Exact corporate name)

_____, the appointment to serve in the
(Exact corporate name)
capacity of registered agent for the corporation known as _____

(Exact corporate name)

_____, 19 ____
(Month, Day, & Year)

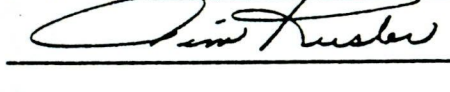

(Exact corporate name of corporation acting as agent)

By _____
(Signature of corporate officer)

(Title)

This filing is pursuant to Sec. 10-19.1-15, Sec. 10-22-06, and Sec. 10-22-08, N.D.C.C.

Filing Date: 6-19, 19 90

 By 

Receipt No. _____

RECEIVED

MAR 1 1991

MICROX

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH

file duplicate originals. -(Two copies, both bearing original signatures.)

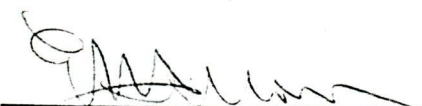
To the Secretary of State
State of North Dakota

Pursuant to the provisions of Sections 10-19.1-16 or 10-22-09 of the North Dakota Business Corporation Act, or 10-24-09 or 10-27-09 of the North Dakota Nonprofit Corporation Act, the undersigned corporation, organized under the laws of the State of North Dakota or authorized to do business in the State of North Dakota, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of North Dakota:

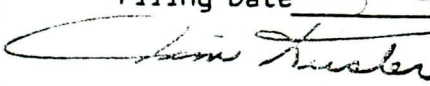
1. The name of the corporation is Minot Telephone Company
2. The present address of record of the registered office is: 316 N. 5th Street, PO Box 1695, Bismarck, ND 58502
3. The address of the new registered office is: 24 Second Avenue SE, PO Box 789, Minot, ND 58702
(Complete street address required. A post office box number may be added.)
4. The present name of record as registered agent: Daniel Kuntz
5. The name of successor registered agent is: Ernie B Selland
6. The address of its registered office and the address of the business office of its registered agent as changed will be identical.
7. Such change was authorized by resolution duly adopted by its board of directors.

The undersigned has read the foregoing and knows the contents thereof and verily believes the statements made therein to be true.

Dated: February 28, 1991


E B Selland
(Signature and Title) President

Filing Date 3-4, 1991


Filed By: IDS
Secretary of State

Receipt # 1036661



STATEMENT OF CONSENT TO SERVE AS A REGISTERED AGENT
 SECRETARY OF STATE
 SFN 7974 (02-89)

RECEIVED

FILE NO. 5578500

INSTRUCTIONS

This Statement of Consent is to be filed by both Foreign and Domestic corporations. Print legibly or type.
 File duplicate originals (two copies both with original signatures).

SEND TO: Secretary of State
 State Capitol
 Bismarck, ND 58505

Filing Fee \$10.00

IF REGISTERED AGENT IS AN INDIVIDUAL - COMPLETE THIS SECTION

Name of Registered Agent E B Selland	Date 02/28/91
For the Corporation of (Use exact corporate name) Minot Telephone Company	

I accept the appointment to serve in the capacity of registered agent for the above corporation.

 Signature of Registered Agent

IF REGISTERED AGENT IS A CORPORATION - COMPLETE THIS SECTION
 (The incorporating or authorizing corporation cannot serve as its own agent.)

Person Signing Statement	Title	Date
Name of Corporate Registered Agent (Use exact corporate name)		
To Represent the Corporation of (Use exact corporate name)		

On behalf of the corporation named above as Corporate Registered Agent,
 I accept this appointment to serve in the capacity of registered agent.

 Signed for corporation acting as agent

SECRETARY OF STATE USE ONLY

Filing Date 3-4-91
 _____ Secretary of State
BY: DS _____ 1036661
RECEIPT NO:

282668

Filing Fee - \$10.00

SCAN

4
SEP 1992 2477

ID No. 5,578,500

File No. 0

Filed: 9-1-93 By am

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH

To the Secretary of State
State of North Dakota

Pursuant to the provisions of Sections 10-19.1-16 or 10-22-09 of the North Dakota Business Corporation Act, or 10-24-09 or 10-27-09 of the North Dakota Nonprofit Corporation Act, the undersigned corporation, organized under the laws of the State of North Dakota or authorized to do business in the State of North Dakota, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of North Dakota:

1. The name of the corporation is:

MINOT TELEPHONE COMPANY

2. The present address of record of the registered office is:

24 2ND AVE SE PO BOX 789 MINOT ND, 58702

3. The address of the new registered office is:

24 2nd Ave SE PO Box 789 Minot ND, 58702

(Complete street or rural address, city, state and zip code is required. A po box number may be added.)

Does this address also serve as the principal place of business? Yes X No

4. The present name of record as registered agent:

ERNIE B SELLAND

5. The name of successor registered agent is:

Randall A. Burckhard

6. The address of its registered office and the address of the business office of its registered agent as changed will be identical.

7. Such change was authorized by resolution duly adopted by its board of directors.

The undersigned has read the foregoing and knows the contents thereof and verily believes the statements made therein to be true.

Dated: August 27, 1993

Randall A Burckhard
(Signature and Title)



**REGISTERED AGENT
CONSENT TO SERVE
SECRETARY OF STATE
SFN 7974 (7-93)**

RECEIVED

SEP 01 1993

Sec. of State

FOR OFFICE USE ONLY

ID #	5578500
WO #	282668
Approved By	
Filed	9-1-93
By	<i>Am</i>

1. FILING FEE: \$10.00

SEE REVERSE SIDE FOR FILING AND MAILING INSTRUCTIONS

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

Minot Telephone Company

3. Name of the Registered Agent

Randall A. Burckhard

A. Registered Agent is (Check One)

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

Social Security/Federal ID # of Registered Agent

501-58-8245

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

Randall A Burckhard

Signature of Registered Agent

August 27, 1993

Date





STATE OF NORTH DAKOTA
Office of Secretary of State

I hereby certify that this is a true and correct copy, consisting of 0 pages, as taken from the original on file in this office. Originality of this certification can be determined by the color red.

A handwritten signature in red ink, appearing to read "Alvin A. Jaeger".

DATED: 1-4-94

BY: Darcy Schlosse **Alvin A. Jaeger**
SECRETARY OF STATE

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

**Northern States Power Company
Telephone Financial Condition
Investigation**

Case No. PU-400-90-284

**Minot Telephone Company
Buy Northern States Power Company
Application**

Case No. PU-156-90-355

CORRECTED FINDINGS OF FACT, CONCLUSIONS OF LAW AND ORDER

February 8, 1991

Summary of Decision

The settlement offer is in the public interest and is accepted.

Appearances

Commissioners: Dale V. Sandstrom, Bruce Hagen and Leo M. Reinbold.

Daniel S. Kuntz, Attorney at Law, P. O. Box 1695, Bismarck, North Dakota 58502, on behalf of the applicants Northern States Power Company, Rochester Telephone Corporation and Minot Telephone Company.

David A. Lawrence, Director - Law, Northern States Power Company, 414 Nicollet Mall, Minneapolis, Minnesota 55401, on behalf of Northern States Power Company.

Josephine S. Trubek, General Counsel, by Gregg Sayre, Senior Corporate Attorney, of Counsel, Rochester Tel Center, 180 South Clinton Avenue, Rochester, New York 14646-0700, on behalf of Rochester Telephone Corporation.

William W. Binek, Commerce Counsel, Public Service Commission, State Capitol, Bismarck, North Dakota 58505-0480, on behalf of the Public Service Commission.

Illona A. Jeffcoat-Sacco, Commerce Counsel, Public Service Commission, State Capitol, Bismarck, North Dakota 58505-0480, on behalf of the Public Service Commission.

Jon H. Mielke, Public Service Commission, State Capitol, Bismarck, North Dakota 58505-0480, as Hearing Examiner.

Preliminary Statement

On June 5, 1990, the Public Service Commission opened an investigation of Northern States Power Company's telephone operation to determine the adequacy, fairness, and reasonableness of its rates for telephone service provided in and around Minot, North Dakota.

On June 27, 1990, the Public Service Commission received a joint application from Minot Telephone Company (MTC), Northern States Power Company (NSP) and Rochester Telephone Corporation (Rochester) to transfer NSP's North Dakota telephone operations to MTC.

On July 31, 1990, the Commission moved to consolidate the hearing concerning the investigation of NSP's telephone financial condition in Case No. PU-400-90-284 with the hearing on the transfer of Minot Telephone properties, Case No. PU-156-90-355.

On September 5, 1990, the Commission issued a Notice of Consolidated Hearings setting hearings on the investigation and transfer application for November 27, 1990, and setting filing dates for testimony, briefs and proposed findings of fact. The notice of hearings set forth the following issues for consideration at the consolidated proceedings:

1. Are NSP's telecommunications services exempt from rate or rate of return regulation as described in N.D.C.C. § 49-21-01.2?
2. What criteria should be used to assess whether the rates are fair and reasonable, and how should those criteria be quantified?
3. Are NSP's rates fair and reasonable?
4. Given the premium offered by MTC to buy NSP, what value should be assigned to MTC's rate base at the date of transfer?
5. What portion of the premium offered by MTC to buy NSP should be given to the ratepayers?
6. Are the proposed rates of MTC fair and reasonable?
7. Will MTC be able to provide the same or better service than NSP?

Hearings were held on the above issues in Minot on November 27, 28, 29 and 30, 1990. All motions not previously acted upon have been considered and are hereby denied.

Offer of Settlement

On November 19, 1990, the applicants filed an offer of settlement in this proceeding. On December 20, 1990, the applicants submitted a revised offer of settlement that is attached hereto as Attachment A. In summary, the December offer provides for: 1) a reduction in local telephone rates of \$.35 per month effective January 1, 1991; 2) the provision of free lifeline service; 3) the applicants would forego any increases in intrastate access charges and local rates in 1990; 4) the applicants would impose no increases in local telephone service rates in 1991; 5) as specified in Attachment A, the applicants would provide funds to support specified contributions to Minot Area Development Corporation, Enhanced 911 service equipment, Minot State University; 6) the applicants would provide funds for four annual rebates to Minot Telephone customers commencing January 31, 1991; and 7) finally, NSP will include the gain on the sale on NSP's North Dakota income tax return on the basis that the sale is 100% taxable by North Dakota.

Having reviewed the record in this proceeding, the Commission makes the following:

Findings of Fact

1. NSP is a Minnesota corporation providing telecommunications service in and for the Minot telephone exchange area of North Dakota, including, but not limited to, the communities of Minot, Surrey, Burlington and Ruthville. NSP also recently acquired certain fixed assets, operating contracts, licenses, certificates and permits of Kotana Communications, Inc. (Kotana assets).

2. NSP has continuously provided telecommunications service in and for the Minot telephone exchange since 1911. Telecommunications services provided by NSP include local exchange telephone service, private line service, coin telephone service, lease line service, directory service, foreign exchange service, long distance access service, and radio paging service. NSP requests approval of the Public Service Commission, as necessary, to sell NSP's franchise, works and system used in and for the provision of telecommunications service in the Minot Telephone exchange to MTC. NSP further requests approval of the Public Service Commission to sell the Kotana assets to MTC.

3. Rochester is a publicly held New York transportation corporation and is an independent telephone operating company providing telephone service in the state of New York under the jurisdiction of the New York Public Service Commission. Rochester's common stock is publicly held and is listed on the New York Stock Exchange. Rochester, which was organized in 1920, presently serves more than 450,000 access lines in west central New York state in an area comprising 2300 square miles. In addition, Rochester is the controlling equity shareholder of 32 local service telephone companies providing (with Rochester) telecommunications service to an aggregate of approximately 650,000 access lines in 13 states.

4. Rochester is the sole equity shareholder of Rochester Tel Subsidiary Telco, Inc (RTSTI). RTSTI is a Delaware corporation organized for the purpose of acquiring and holding the stock of MTC and other local exchange telephone companies.

5. Rochester will assign its right to purchase the telecommunications assets acquired from NSP to MTC on or before the closing date.

6. MTC is a North Dakota corporation formed by Rochester for the purpose of operating a telecommunications system in the Minot area. Its stock is wholly-owned by RTSTI.

7. Neither the Commission nor NSP are physically in possession of a certificate of public convenience and necessity for NSP's Minot telephone franchise. Neither NSP, the Commission, or any party challenges NSP's current authority to operate the Minot telephone utility franchise. While the companies request that the authority to operate be transferred, a new certificate is required, except for NSP's Kotana operation, which is evidenced by certificate Numbers 2902B and 3042.

8. MTC requests the Public Service Commission to issue a certificate of public convenience and necessity authorizing MTC to operate the telecommunications equipment and system presently operated by NSP. MTC further requests the Public Service Commission to transfer the certificates of public convenience and necessity authorizing MTC to operate the Kotana communications equipment and system.

9. Other than NSP and Kotana, no other public utilities are providing telecommunications service within the Minot telephone exchange similar to that sought to be provided by MTC.

10. NSP and MTC will transfer the necessary franchises, permits or ordinances from NSP to MTC from the proper municipalities prior to the closing date.

11. No significant changes in the operation or personnel of the telecommunications system to be operated by MTC are contemplated. The personnel currently employed in NSP's telephone operation will be retained by MTC after closing. MTC proposes to file a schedule of rates at levels equal to those presently on file for NSP's operation as adjusted to comply with the terms of the settlement offer.

12. On January 30, 1989, the Commission issued an order adopting a settlement agreement which included, as part of the settlement agreement, an agreement by NSP to opt out of the telecommunications deregulation legislation and to remain regulated at least until the Commission could review and determine fair and reasonable rates. By letter dated July 5, 1989, NSP made a written election to be subject to rate of return regulation for the period July 1, 1989, through December 31, 1989. On July 13, 1989, in Case No. PU-400-89-275, the Commission passed a motion to approve NSP's request.

13. N.D.C.C. § 49-21-06 provides: "There is a rebuttable presumption that prices for essential telecommunications services in effect on July 1, 1989, are fair and reasonable. Any person may make complaint to the Commission, or the Commission on its own motion may begin investigation, of the unreasonableness or inadequacy of any price for any service."

14. NSP's current rates for local service are:

Residence Service Line Charge -- \$5.35
 Business Service Line Charge -- \$11.45
 Rotary Trunk Charge -- \$21.35
 Centrex Loop Lease Charge -- \$7.00
 Centrex Trunk Charge -- \$19.40

and the following monthly Touch Calling Service charges per line:

Residence, per line	\$.00
Business, per line	\$.00
Semipublic Service, per line	\$.00

These rates reflect the monthly adjustment on subscriber bills ordered by the Commission in Case Number 10,906. These are the same rates which were in effect on July 1, 1989.

15. The applicants and the Commission staff disagreed regarding the appropriate criteria to judge whether NSP's rates are fair and reasonable. The applicants contend that rate of return is no longer the predominant consideration in evaluating the reasonableness of telephone rates under the provisions of chapter 49-21, N.D.C.C. Rather, they recommend the Commission use comparative value considerations to evaluate the reasonableness of NSP's rates.

16. Using comparative value considerations, NSP provides a high level of telephone service with low rates. NSP's rates compare favorably with those of other telephone companies both on a national and statewide basis. An NSP telephone company customer pays about \$145 less per year than the national average telephone customer. A Minot customer pays about \$264 less per year than the average North Dakota telephone customer. The monthly service charge for a Minot residential customer is approximately one-half the average residential charge of other North Dakota telephone customers.

17. While staff agrees that NSP's rates are comparatively low, the staff maintains that high customer density is the cause of low rates and the reasonableness of NSP's current rates must be judged by evaluating its base rates using traditional rate of return measures. The staff suggests that base rates established on rate of return principles plus any allowable intervening price factor increases should be compared with existing rates to judge the reasonableness of the latter. It is unclear whether the base rates would be evaluated as of July 1, 1989, to rebut the presumption of reasonableness under N.D.C.C. § 49-21-06, or whether they would be evaluated as of the date a company's rates are subject to price factor regulation or some other date.

18. Under the specific circumstances of this case, the rates evaluated for reasonableness are those in effect on July 1, 1989.

19. The staff's excess earnings calculation of \$3.27 million per year is based upon what the industry and regulators have termed "residual ratemaking." Residual ratemaking requires that costs not recovered by a company from its interstate rates are recovered from its intrastate rates. Staff argues that residual ratemaking ensures a company will recover all of its prudently incurred costs to provide service, not more and not less.

20. The staff presented its evaluation of NSP's intrastate rates using residual ratemaking after considering NSP's interstate settlement revenues as an "average schedule" company. The applicants contend residual ratemaking is inappropriate as it does not attempt to allocate expense and investment between the jurisdictions based upon how the investment is used and expenses incurred.

21. In response to the staff's usage of residual ratemaking, the applicants presented a separation cost study of NSP's 1989 costs and investment performed in accordance with Part 36 of the FCC's separation rules. Under cost separations NSP received a return on investment of less than 7 percent on its separated intrastate rate base. NSP witness Burkhardt presented testimony that under cost of service regulation NSP would require an additional \$800,000 annual revenue to provide an overall return on rate base of 12 percent.

22. Using rate of return principles with a residual ratemaking the staff testified that NSP's base rates should be reduced by an annual amount of \$3,270,000. Staff witnesses acknowledged, however, that certain adjustments to this amount might be appropriate in judging the reasonableness of NSP's rates. One such example is the inclusion by staff of \$121,000 revenue in the test year for touch tone service for which NSP does not charge a service rate.

23. NSP also challenged the inclusion by staff of yellow page advertising revenues of \$662,000. NSP's position is that yellow page advertising is not a telecommunications service under the law and therefore revenues for it should not be included in revenue calculations.

24. Other adjustments to staff's analysis were also proposed by NSP, including adjustments for increasing rate base and decreasing the depreciation reserve, and replacement of interstate return above staff's 9.94 percent.

25. In considering staff's depreciation adjustments, we recognize that additional data analysis and testimony would be helpful in determining appropriate depreciation rates for NSP.

26. There is no evidence in the record regarding NSP's cost of capital on July 1, 1989; however, both Drs. Dobesh and Morin presented cost of capital calculations as of the date of the hearing.

27. If NSP's adjustments were made to the proposed staff reduction, the annual reduction in NSP's base rates on a residual ratemaking methodology would be between \$113,000 and \$390,000 depending upon the cost of capital used.

28. The company's proposed moratorium of the 1990 price factor is equivalent to a 2 percent reduction in base rates or approximately \$91,000 (1989 intrastate revenues of \$4,562,000 times 2 percent). The applicants' settlement offer also proposes a \$.35 per month reduction in access line rates effective January 1, 1991. Based upon NSP's access lines of 20,957 on July 1, 1989, the proposed rate decrease is equivalent to a reduction of approximately \$88,000 to the base rates. The proposal to provide for lifeline service has an approximate annual cost of \$35,000. Since we recently set the 1991 price factor at 1.41 percent, we can place a value on the applicants' proposed 1991 moratorium on local service rates of approximately \$36,000 (non-access intrastate revenues of \$2,557,000 times 1.41 percent).

29. The applicants' settlement proposal of a 1990 and 1991 rate moratorium, a \$.35 reduction of present local rates and free lifeline service, is equivalent to a reduction in base rates of approximately \$250,000.

30. In considering the reasonableness of the settlement offer, we need not decide whether rate of return ratemaking must be used to evaluate whether a company's rates under price cap regulation are fair and reasonable; nor need we decide whether to use staff's residual ratemaking or the applicants' jurisdictional separated ratemaking.

31. Commission consultant Dr. Dobesh recommended the Commission consider the following criteria in evaluating the proposed acquisition of utility property:

- Impact on the variety of services.
- Impact on the quality of service.
- Impact on economic development.
- Impact on competition and effective regulation.
- Impact on operating and capital costs.
- Impact on the environment.
- Impact on rates.

32. We agree with Dr. Dobesh that the stated considerations are important considerations which we should review in determining whether to approve transfer applications, and are reasonable considerations under our law. We adopt Dr. Dobesh's recommendation to consider these factors. In addition, we believe we must also consider the affect of any particular transfer on the public interest and we adopt this consideration as an eighth factor in transfer reviews.

33. Dr. Dobesh's review of the acquisition indicated that the impact of the acquisition was either positive or neutral with respect to the first six of the above criteria and we agree.

34. Dr. Dobesh expressed some concern that the acquisition premium above book value offered by Rochester for NSP's telephone properties would cause Rochester to take advantage of future price increases that NSP might otherwise forego. Dr. Dobesh calculated the present value of these increases between \$5 million and \$7 million. Dr. Dobesh testified that his concern regarding any negative impact on rates as a result of the acquisition would be offset or alleviated if an amount equivalent to the present value of the expected increases was returned to ratepayers and others affected by the acquisition. Dr. Dobesh indicated that state taxes gained from the sale were a consideration to the public and ratepayers that offset the present value of the increase.

35. Under the terms of the settlement offer, MTC will provide \$2,500,000 to be deposited in an interest-bearing account with the Bank of North Dakota and will administer the rebates to be paid out of this account. The customers who will receive the rebates will be MTC's customers as of January 1, 1991, and in each of the following three years. We view these rebates as the equivalent of future rate reductions by MTC.

36. We believe that the escrow account must be structured so as to guarantee that the purpose for the account is fulfilled and that funds may only be expended as approved by the Commission. Generally, the account will be subject to the supervision of the Commission until all funds are rebated to ratepayers.

37. MTC shall provide annual rebates of these funds, plus interest but less taxes incurred for interest earned by the account in three annual amounts on the next MTC billing date after January 31 of \$650,000. The fourth annual amount shall be an amount to zero out the account. MTC shall bear the cost of administering the rebates. Customers eligible for the rebates shall be those having MTC local service on January 1 of the year in which the rebate is issued, proportionately reduced if a customer has not had service for the full prior 12 months.

38. The value of NSP's proposed contribution for E911 equipment, the Minot Area Development Corporation, Minot State University, and future rebates of \$2,500,000 total \$3,380,000. As stated in the applicants' offer, NSP will commit to a tax payment to North Dakota of approximately \$2,000,000 which is the direct result of treating this sale as a one-time event unrelated to NSP's regular business operations. The specific amount of the tax payment depends upon the purchase price of the acquisition.

39. The above combined amounts provide for a return of funds within the range testified to by Dr. Dobesh even without recognition for the value of the proposed rate reduction and rate moratoriums.

40. We find that with consideration of NSP's settlement proposal, the acquisition is in the public interest.

41. The value assigned to MTC's rate base at the time of transfer should be the same as that assigned to NSP prior to the date of transfer, i.e., the book value of NSP's investment in providing telephone service.

42. MTC proposes to provide service at the rates presently used by NSP as adjusted by the settlement offer. Because NSP's rates, as adjusted by the settlement offer, are fair and reasonable, the proposed rates of MTC are also fair and reasonable.

43. Members of the public and representatives of various organizations within Minot's telephone territory expressed positive support for the proposed acquisition without expressing concern regarding NSP's present level of rates. Each of those testifying urged the Commission to approve the transfer without unreasonable conditions or qualifications. No member of the public or organization representative testified against the transfer.

44. The staff analysis concluded that Rochester is capable of providing the same or better telephone service than that presently provided by NSP. Accordingly, MTC is capable of providing the same or better telecommunications service than that presently provided by NSP.

From the foregoing Findings of Fact, the Commission makes the following:

Conclusions of Law

1. The Public Service Commission has jurisdiction over this proceeding.
2. NSP's rates, as adjusted by the settlement offer, are fair and reasonable at this time.
3. The proposed rates of MTC are fair and reasonable at this time.
4. The settlement offer proposed by the applicants provides a fair and reasonable resolution of these proceedings and is in the public interest.
5. The proposed transfer of NSP's telecommunications system and certificates of public convenience and necessity to operate that system is in the public interest.

From the foregoing Findings of Fact and Conclusions of Law, the Commission issues the following:

Order

The Commission orders:

1. The settlement offered by the applicants, a copy of which is attached to and made a part of this order, is accepted.
2. The applicants are directed to implement, in conformity with the requirements of this order and subject to supervision by the Commission, the terms of the attached settlement offer.

3. NSP's request to sell and MTC's request to operate NSP's North Dakota telecommunications properties are granted.

4. A certificate of public convenience and necessity shall be issued authorizing MTC to operate the telecommunications equipment and system presently operated by NSP. Said certificate shall authorize the provision of telecommunications services as Minot Telephone Company inside the Minot local exchange area in North Dakota.

5. Certificates of public convenience and necessity Numbers 2902B and 3042, with the exception of the 152.03 MHZ channel on Station KQZ964, shall be reissued to MTC for the provision of radio telephone service and radio paging service in and around the Minot, North Dakota area.

6. The required certificates of public convenience and necessity shall be issued and effective with the transfer of the property and equipment from NSP to MTC. The Commission shall be notified of the closing date for transfer of the property and equipment, and the effective date shall be noted on the certificates as the issue date.

7. The applicants are ordered to file tariffs consistent with the findings set forth above with the following monthly access line rates effective January 1, 1991:

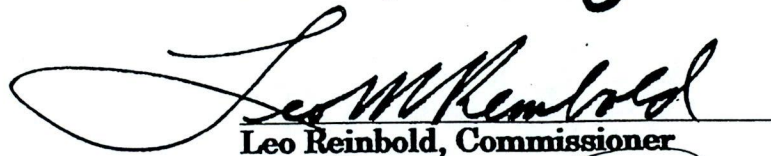
- Residence Service Line Charge -- \$ 5.00
- Business Service Line Charge -- \$11.10
- Rotary Trunk Charge -- \$21.00
- Centrex Loop Lease Charge -- \$ 6.65
- Centrex Trunk Charge -- \$19.05

and the following monthly Touch Calling Service charges per line:

- | | |
|------------------------------|--------|
| Residence, per line | \$.00 |
| Business, per line | \$.00 |
| Semipublic Service, per line | \$.00 |

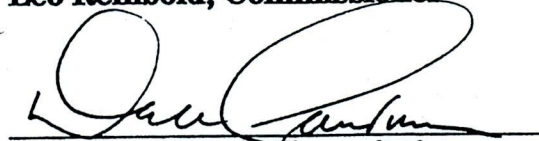
PUBLIC SERVICE COMMISSION


Bruce Hagen, President


Leo Reinbold, Commissioner

Attest:


Janet A. Elkin, Secretary


Dale Sandstrom, Commissioner

ZUGER, KIRMIS, BOLINSKE & SMITH

COUNSELORS AND ATTORNEYS AT LAW

JOHN A. ZUGER, P.C.
LYLE W. KIRMIS
ROBERT V. BOLINSKE*
THOMAS O. SMITH, P.C.
MURRAY G. SAGSVEEN, P.C.
LANCE D. SCHREINER, P.C.
JAMES S. HILL, P.C.*
PATRICK J. WARD***
REBECCA S. THIEM, P.C.*
MICHAEL G. FIERGOLA**
CHARLES T. EDIN, P.C.

316 N. 5TH STREET
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JERRY W. EVENSON
KATHLEEN K. DAVISON
BRENT J. EDISON*
PATRICIA E. GARRITY

ALSO LICENSED IN
MINNESOTA*
SOUTH DAKOTA**
ILLINOIS***

January 30, 1991

Janet Elkin, Secretary
PUBLIC SERVICE COMMISSION
State of North Dakota
State Capitol Building
Bismarck, ND 58505-0480

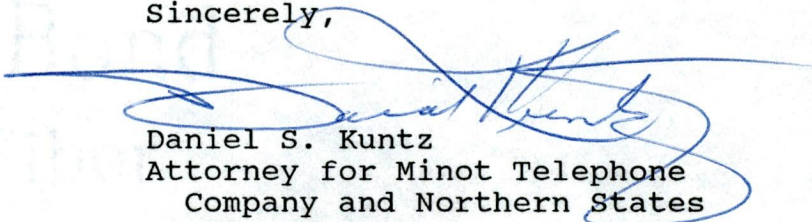
Re: NSP Transfer of Telephone Properties

Dear Ms. Elkin:

Pursuant to the Commission's order of January 22, 1991 in Case Nos. PU-400-90-284 and PU-156-90-355, the Commission is hereby notified that the closing date for transfer of NSP's telephone properties in North Dakota to Minot Telephone Company is scheduled to be effective the close of business on January 31, 1991. Pursuant to the Commission's order, Minot Telephone Company requests that the required certificates of public convenience and necessity be issued and effective with the transfer of the property and equipment.

Also transmitted herewith is the certified copies of the Articles of Incorporation for Minot Telephone Company.

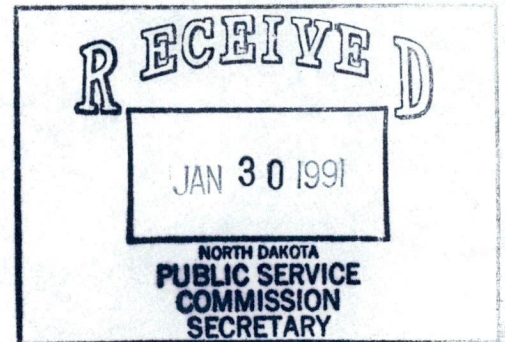
Sincerely,


Daniel S. Kuntz
Attorney for Minot Telephone
Company and Northern States
Power Company

DSK:gb
Enc.

L-4807.ELK

*jackets
cc - Commers
Illona
PO*



461.677

5,578,500

ARTICLES OF INCORPORATION
OF
MINOT TELEPHONE COMPANY

I, the undersigned natural person of the age of eighteen years or more, acting as incorporator of a corporation under the North Dakota Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of said corporation shall be: Minot Telephone Company.

ARTICLE II

The registered office of the corporation shall be 316 North 5th Street, P. O. Box 1695, Bismarck, North Dakota and the name of the initial registered agent at such address is Daniel Kuntz. Either registered office or the registered agent may be changed in the manner provided by law.

ARTICLE III

The aggregate number of shares which the corporation shall have authority to issue shall be 1,000 shares of one cent par value, which shares shall be designated common stock. No share shall be issued until it has been paid for and it shall thereafter be non-assessable. The total authorized capitalization is \$50,000.00.

ARTICLE IV

The name of each incorporator is as follows:

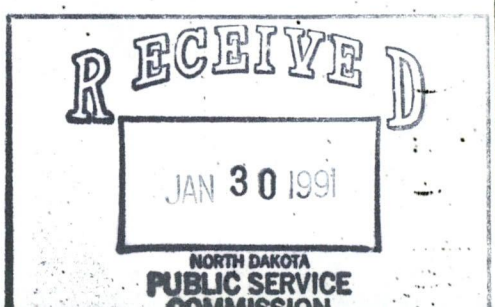
Name
Daniel S. Kuntz

Address
316 North Fifth Street
Bismarck, ND 58501

ZUGER, KIRMIS,
BOLINSKE & SMITH
BISMARCK, N.D.

58502

FORM 8



ARTICLE V

The purposes for which the corporation are organized are:

- (a) To have all general business powers which a corporation is allowed by law to have including, but not limited to, the following powers:
 - (1) To acquire real and personal property, or either, by purchase, lease, or otherwise.
 - (2) To mortgage, sell, transfer, lease and assign real and personal property, or either.
 - (3) To do and perform any and all acts that may be necessary, proper and expedient in the successful conduct of the corporation and its affairs.
 - (4) To carry on any and all other acts to carry out the powers enumerated in North Dakota Century Code §10-19.1-26, or any successor statute.

ARTICLE VI

The number of directors constituting an initial board of directors of the corporation is three; the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders, or until their successors are elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
David C. Mitchell	180 S. Clinton Avenue Rochester, NY 14646-0700
John K. Purcell	180 S. Clinton Avenue Rochester, NY 14646-0700
Frederick R. Pestorius	180 S. Clinton Avenue Rochester, NY 14646-0700

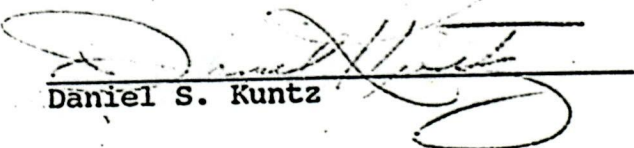
ARTICLE VII

The board of directors of the corporation, at a meeting duly called for such purpose, shall fix and determine the consideration to be received for the shares of the corporation by a majority vote.

ARTICLE VIII

Any board of directors' action, other than an action requiring shareholder approval, may be taken by written action signed by a number of directors that would be required to take the same action at a meeting of the board at which all directors were present.

IN WITNESS WHEREOF, the above-named incorporator signed these ARTICLES OF INCORPORATION this 18th day of June, 1990.


Daniel S. Kuntz

ar:arts.dsk

STATE OF NORTH DAKOTA
Department of State

Filed for record the
day of

19th
June 1990
D. S. Kuntz



STATEMENT OF CONSENT TO SERVE AS REGISTERED AGENT

To the Secretary of State
State of North Dakota

File No. 5,578,500

To be filled by Domestic and Foreign Business Corporations.
File duplicate originals - (Two copies, both bearing original signatures.)
Filing fee - \$10.00

Complete this section if the registered agent is an individual.

I, Daniel S. Kuntz, hereby accept the appointment to serve
(Print legibly or type)
in the capacity of registered agent for the corporation known as Minot Telephone Company
(Exact corporate name)
June 19, 19 90
(Month, Day, & Year) [Signature]
(Signature of registered agent)

Complete this section if the registered agent is a corporation.

I, _____, being the _____ of _____
(Print legibly or type) (Title)
(Exact corporate name), hereby accept on behalf of _____
(Exact corporate name), the appointment to serve in the
capacity of registered agent for the corporation known as _____
(Exact corporate name)
_____, 19 _____
(Month, Day, & Year) _____
(Exact corporate name of corporation acting as agent)

By _____
(Signature of corporate officer)

(Title)

This filing is pursuant to Sec. 10-19.1-15, Sec. 10-22-06, and Sec. 10-22-00, N.D.C.C.

Filing Date: 6-19, 19 90
[Signature] by [Signature]

Receipt No. _____



STATE OF NORTH DAKOTA
Office of Secretary of State

I hereby certify that this is a true and correct copy, consisting of 4 pages, as taken from the original on file in this office. Originality of this certification can be determined by the color red.

A handwritten signature in red ink, which appears to read "Jim Kusler".

DATED: 1-29-91

Jim Kusler

BY: Jm

SECRETARY OF STATE

Helbling, Sharon D.

From: Helbling, Sharon D.

Sent: Wednesday, December 22, 1999 12:20 PM

To: Binek, William W.; Fahn, Patrick J.

Subject: SRT Reseller Certificates

I visited with Warren Hight about these and he said they will be looking at some of those things later on. Right now they're only concerned with the current merger and PC&N's. Later in January they will figure out what they want to do with the other certificates and will let us know.

Helbling, Sharon D.

From: Jeffcoat-Sacco, Illona
Sent: Tuesday, December 21, 1999 1:45 PM
To: Helbling, Sharon D.
Subject: RE: SRT PC&N

For Souris—clear everything with Bill—I just haven't done enuf on this one to be comfortable deciding what to do. Thanks.

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

From: Helbling, Sharon D.
Sent: Tuesday, December 21, 1999 1:34 PM
To: Jeffcoat-Sacco, Illona
Subject: SRT PC&N

Souris River Telecommunications Cooperative has a Certificate of Registration to provide "statewide interexchange private line telecommunications services with facilities in North Dakota". Since there is no Souris River Telecommunications Cooperative, will that have to be reissued to SRT Communications, Inc.?

The other PC&N certificates that are being transferred—do we reissue them or something else? For resellers' name changes I reissue everything. But this really isn't a name change, they're transferring the certificates. So, any ideas as to how we should do this? The big thing is, whatever we decide to do, we have to try to be consistent in the future.

I'm leaving at 3:30. Shelly went to lunch and didn't get back til almost 1, so I decided to skip lunch and leave early.

Helbling, Sharon D.

From: Jeffcoat-Sacco, Illona
Sent: Tuesday, December 21, 1999 1:46 PM
To: Helbling, Sharon D.
Subject: RE: SRT PC&N

On the others—how did we do the U S WEST buy/sell? Those were transfers of certificates. We'd do these the same

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

From: Helbling, Sharon D.
Sent: Tuesday, December 21, 1999 1:34 PM
To: Jeffcoat-Sacco, Illona
Subject: SRT PC&N

Souris River Telecommunications Cooperative has a Certificate of Registration to provide "statewide interexchange private line telecommunications services with facilities in North Dakota". Since there is no Souris River Telecommunications Cooperative, will that have to be reissued to SRT Communications, Inc.?

The other PC&N certificates that are being transferred—do we reissue them or something else? For resellers' name changes I reissue everything. But this really isn't a name change, they're transferring the certificates. So, any ideas as to how we should do this? The big thing is, whatever we decide to do, we have to try to be consistent in the future.

I'm leaving at 3:30. Shelly went to lunch and didn't get back til almost 1, so I decided to skip lunch and leave early.

State of North Dakota



CERTIFICATE OF GOOD STANDING

OF

SRT SERVICES CORP.

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that SRT SERVICES CORP., a North Dakota business corporation, was incorporated in this office on October 20, 1993 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

SRT SERVICES CORP.

Dated: January 4, 1994

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

SOURIS RIVER TELECOMMUNICATIONS COOPERATIVE

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that SOURIS RIVER TELECOMMUNICATIONS COOPERATIVE, a North Dakota MUTUAL AID CORPORATION, was incorporated in this office on October 19, 1951 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 MUTUAL AID 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

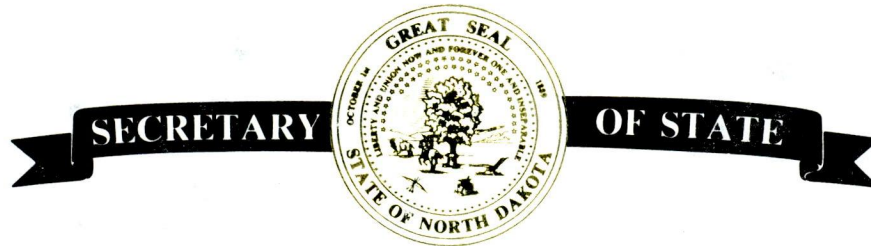
SOURIS RIVER TELECOMMUNICATIONS COOPERATIVE

Issued: July 22, 1999

A handwritten signature in black ink, reading "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State

State of North Dakota



CERTIFICATE OF GOOD STANDING

OF

SOURIS RIVER TELECOMMUNICATIONS COOPERATIVE

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that SOURIS RIVER TELECOMMUNICATIONS COOPERATIVE, a North Dakota mutual aid corporation, was incorporated in this office on October 19, 1951 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 mutual aid 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

SOURIS RIVER TELECOMMUNICATIONS COOPERATIVE

Dated: December 7, 1994

A handwritten signature in black ink, appearing to read "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State

State of North Dakota



CERTIFICATE OF GOOD STANDING

OF

SOURIS RIVER TELECOMMUNICATIONS COOPERATIVE

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that SOURIS RIVER TELECOMMUNICATIONS COOPERATIVE, a North Dakota mutual aid corporation, was incorporated in this office on October 19, 1951 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 mutual aid 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

SOURIS RIVER TELECOMMUNICATIONS COOPERATIVE

Dated: January 4, 1994

A handwritten signature in black ink, which appears to read "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State

ARTICLES OF INCORPORATION

of

1 SOURIS RIVER TELEPHONE MUTUAL AID CORPORATION
2

3 To Thomas Hall, Secretary of State, North Dakota

4 We, the undersigned, residents of the state of
5 North Dakota and of the territory to be served there-
6 by, for the purpose of forming a corporation, (here-
7 inafter referred to as the "Cooperative") under the
8 "Mutual Aid Corporation Act" of the state of North
9 Dakota, do hereby adopt the following articles of
10 incorporation:

11 1. The name of the corporation is Souris
12 River Telephone Mutual Aid Corporation.

13 2. The Purpose for which the corporation
14 is organized is to furnish, improve and expand tele-
15 phone service. It's existence shall be perpetual.

16 3. The place where the principal business
17 of the Cooperative will be transacted is Velva, North
18 Dakota.

19 4. The Lines are intended to run in and
20 through Wells County, Sheridan County, McLean County,
21 Pierce County, Renville County, Mc Henry County, Ward
22 County and part of Bottineau County, North Dakota.
23 Part of the main lines will run from Fessenden, Wells
24 County to Donnybrook, Ward County, and from Upham,
25 Mc Henry County to Ryder, Ward County. The estimated
26 length of the lines will be 3500 miles, and the es-
27 timated cost of the line is \$2,000,000.00.

28 5. The Cooperative is organized without
29 capital stock and the property rights and interests
30 of the members shall be un equal. The general rules
31 applicable to all members by which the property rights
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and interests respectively of each member shall be
determined and fixed are as follows:

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Upon dissolution, after (a) all debts and liabilities of the Cooperative shall have been paid, and (b) all capital furnished through patronage shall have been retired as provided in the by laws, the remaining property and assets of the Cooperative shall be distributed among the members and former members in the proportion which the aggregate patronage of each bears to the total patronage of all such members.

6. The Corporation is authorized to borrow money in an amount not to exceed TEN MILLION DOLLARS (\$10,000,000.00) dollars.

7. The names and residences of the persons who shall constitute the first board of directors of the Cooperative and who shall serve until their successors are elected and qualified are:

<u>Name</u>	<u>Residence</u>
<u>Edward Hammer, Pres.</u>	<u>Velva, N. Dak.</u>
<u>Nels Solheim, Secy., Tres.</u>	<u>Velva, N. Dak.</u>
<u>Merritt Warner, Vice Pres.</u>	<u>Ryder, N. Dak.</u>
<u>Glenn Pace</u>	<u>Wolseth, N. Dak.</u>
<u>Emil Sitz, Jr.</u>	<u>Drake, N. Dak.</u>
<u>Axel Kongslie</u>	<u>Towner, N. Dak.</u>
<u>Tony Faul</u>	<u>Harvey, N. Dak.</u>
<u>Lawrence Erickson</u>	<u>Minot, N. Dak.</u>
<u>Leon Birdsall</u>	<u>Berthold, N. Dak.</u>

IN WITNESS WHEREOF, we have hereunto set our hands and seal this 29th day of September, 1951.

Edward Hammer (SEAL) Emil Sitz, Jr. (SEAL)
Nels Solheim (SEAL) Axel Kongslie (SEAL)
Merritt Warner (SEAL) Lawrence Erickson (SEAL)
Glenn Pace (SEAL) Leon Birdsall (SEAL)
Tony S. Faul (SEAL)

3 STATE OF NORTH DAKOTA)
COUNTY OF MC HENRY) ss

On this 29th day of September, 1951,

before me, C. W. Peterson, a Notary Public in and for
Wood county, state of North Dakota, per-

sonally appeared Edward W. ...
Monroe ..., Edmund ..., Tom ...
Thomas ..., Axel ..., ...
..., known to me to be the persons whose
names are subscribed to the foregoing instrument, and sever-
ally duly acknowledged to me that they executed the same.

C. W. Peterson
Notary Public Wood

My commission expires 2/12/1953

(SEAL)

Imprint of
(Colpotate Seal)

[Faint, mostly illegible text and markings, possibly a stamp or recording information]

DUPLICATE

No. 13957

PRIVATE CORPORATIONS

GRANTED SUBJECTS OF ARTICLES OF INCORPORATION



DEPARTMENT

OF STATE

State of North Dakota

To All to Whom these Presents shall Come,

Whereas, EDWARD HAMMER WILS. SOLHEIM MERRITT WARNER

and others have filed in this office a declaration in writing or ARTICLES OF INCORPORATION, as provided by the laws of this State, setting forth all the facts required to be stated therein, and have in all respects complied with the requirements of the law governing the formation of private corporations:

Now, therefore, I, THOMAS HALL, Secretary of State of the State of North Dakota, by virtue and authority of law, do hereby certify that said parties, their associates and successors, have become a body politic and corporate, under the Corporate name of

SOURIS RIVER TELEPHONE MUTUAL AID CORPORATION (VELVA, ND HENRY CO.)

and by that name have a right to sue and be sued, purchase, hold and convey real and personal property, and to have and enjoy all the rights and privileges granted to a private corporation under the laws of this state, subject to their articles of incorporation, and all legal restrictions and liabilities in relation thereto.

SEAL

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol in the City of Bismarek, this THIRTEENTH day of OCTOBER A. D. 19 51.

THOMAS HALL

SECRETARY OF STATE

By _____ DEPUTY

5

It shall be the aim of

SOURIS RIVER TELEPHONE MUTUAL AID CORPORATION
of Valva, North Dakota

to provide dependable area-wide telephone service on the cooperative plan and at the lowest cost consistent with sound economy and good management.

BYLAWS

of

SOURIS RIVER TELEPHONE MUTUAL AID CORPORATION

ARTICLE I

MEMBERSHIP

SECTION 1. Requirements for Membership. Any person or incorporated or unincorporated cooperative and voluntary association engaged in activities for the benefit of which the corporation is formed may become a member of Souris River Telephone Mutual Aid Corporation (hereinafter called the "Co-op") by:

- (a) Making a written application for membership therein;
- (b) Agreeing to purchase from the Co-op telephone service as hereinafter specified;
- (c) agreeing to comply with and be bound by the articles of incorporation and bylaws of the Co-op and any rules and regulations adopted by the board of directors (hereinafter called the "Board"); and
- (d) agreeing to pay the membership fee hereinafter specified on uniform terms and conditions established by the Board;

provided, however, that agreement to pay or payment of the membership fee in accordance with the provisions of these bylaws by a landlord on behalf of an applicant for membership who is a tenant occupying premises owned by such landlord and served by the Co-op shall constitute compliance by such applicant with subdivision (d) of this Section; and provided further, however, that no one shall become a member unless and until he or it has been accepted for membership by the Board or the members. No member may hold more than one membership in the Co-op, and no membership shall be transferable, except as provided in these bylaws.

Beginning six months after the date of incorporation, all applications received more than thirty days prior to each meeting of the members which have not been accepted or which have been rejected by the Board shall be submitted by the Secretary to such meeting and, subject to compliance by the applicant with the requirements hereinabove set forth, any such application may be accepted by vote of the members. The Secretary shall give each such applicant at least ten days' written notice of the date of the members' meeting to which his application will be submitted and such applicant shall be entitled to be present and heard at the meeting.

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 SECTION 2. Membership Certificates. Membership in the Co-op shall, be evidenced by a membership certificate which shall be in such form and shall contain such provisions as shall be determined by the Board. Such certificate shall be signed by the President and by the Secretary and the corporate seal shall be affixed thereto. No membership certificate shall be issued for less than the membership fee fixed in these bylaws, nor until such membership fee has been fully paid. In case a certificate is lost, destroyed or mutilated a new certificate may be issued therefor upon such uniform terms and indemnity to the Co-op as the Board may prescribe.

SECTION 3. Joint Membership. A husband and wife may apply for a joint membership and, subject to their compliance with the requirements of Section 1 of this Article, may be accepted for such membership. The term "member" as used in these bylaws shall be deemed to include a husband and wife holding a joint membership and any provisions relating to the rights and liabilities of membership shall apply equally with respect to the holders of a joint membership. Without limiting the generality of the foregoing, the effect of the hereinafter specified actions by or in respect of the holders of a joint membership shall be as follows:

- (a) The presence at a meeting of either or both shall be regarded as the presence of one member and shall constitute a joint waiver of notice of the meeting;
- (b) The vote of either separately or both jointly shall constitute one joint vote;
- (c) A waiver of notice signed by either or both shall constitute a joint waiver;
- (d) Notice to either shall constitute notice to both;
- (e) Expulsion of either shall terminate the joint membership;
- (f) Withdrawal of either shall terminate the joint membership;
- (g) Either but not both may be elected or appointed as an officer or trustee, provided that both meet the qualifications for such office.

SECTION 4. Conversion of Membership. (a) A membership may be converted to a joint membership upon the written request of the holder thereof and the agreement by such holder and his or her spouse to comply with the articles of incorporation, bylaws, and any rules and regulations adopted by the Board. The outstanding membership certificate shall be surrendered, and shall be re-issued by the Co-op in such manner as shall indicate the changed membership status.

(b) Upon the death of either spouse who is a party to the joint membership, such membership shall be held solely by the survivor. The outstanding membership certificate shall be surrendered, and shall be reissued in such manner as shall indicate the changed membership status, provided, however, that the estate of the deceased shall not be released from any debts due the Co-op.

SECTION 5. Membership and Service Connection Fees. The membership fee shall be \$5.00 dollars, upon the payment of which a member shall be eligible for the service connection. Additional fees shall be paid for each additional connection, extension and other available service, in accordance with the rules and regulations proscribed by the Board.

SECTION 6. Purchase of Telephone Service. Each member shall, as soon as telephone service is available, take telephone service from the Co-op

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to be used on the premises specified in his application for membership, and shall pay therefor monthly at rates which shall from time to time be fixed by the Board; provided, however, that the Board may limit the amount of telephone service which the Co-op shall be required to furnish to any one member. It is expressly understood that amounts paid for telephone service in excess of the cost of service are furnished by members as capital and each member shall be credited with the capital so furnished as provided in these bylaws. Each member shall pay to the co-op such minimum amount per month for telephone service as shall be fixed by the Board from time to time. Each member shall also pay all amounts owed by him to the Co-op as and when the same shall become due and payable.

SECTION 7. Termination of Membership (a) Any member may withdraw from membership upon compliance with such uniform terms and conditions as the Board may prescribe. The Board may, by the affirmative vote of not less than two-thirds of all the directors expel any member who fails to comply with any of the provisions of the articles of incorporation; bylaws, or any rules or regulations adopted by the Board, but only if such member shall have been given written notice by the Secretary that such failure makes him liable to expulsion and such failure shall have continued for at least ten days after such notice was given. Any expelled member may be reinstated by vote of the Board or by vote of the members at any annual or special meeting. The membership of a member who has not permitted the installation of service within thirty (30) days after he has been notified service is available to him, or of a member who has ceased to purchase telephone service from the Co-op, shall be cancelled by resolution of the Board.

(b) Upon the withdrawal, death, cessation of existence, ^{or} expulsion of a member the membership of such member shall thereupon terminate, and the membership certificate of such member shall be surrendered forthwith to the Co-op. Termination of membership in any manner shall not release a member or his estate from any debts due the Co-op.

(c) If a membership fee has been paid by a landlord on behalf of his tenant, upon the removal of such tenant from the premises of the landlord, the membership of such tenant shall terminate.

(d) Upon termination of membership for any reason, the Co-op shall not repay to the member or to his landlord, in case the membership fee shall have been paid on behalf of the member by his landlord, the amount of the membership fee paid unless a successor in occupancy or ownership of the premises served by the Co-op shall have been accepted as a member and a membership fee shall have been paid by or on behalf of such successor in accordance with the provisions of these bylaws. Any refund of membership fees pursuant to this subsection shall be made in the order in which memberships shall have been terminated. Prior to the repayment of a membership fee paid by the member, the Co-op shall deduct from the amount of such membership fee the amount of any debts owing from the member to the Co-op.

ARTICLE II

RIGHTS AND LIABILITIES OF MEMBERS

SECTION 1. Property interest of members. Upon dissolution, after (a) all debts and liabilities of the Co-op shall have been paid, (b) all capital furnished through patronage shall have been retired as provided in these bylaws, and (c) all membership fees shall have been repaid, the remain-

ing property and assets of the Co-op shall be distributed among the members and former members in the proportion which the aggregate patronage of each member bears to the total patronage of all such members, unless otherwise provided by law.

SECTION 2. Non-liability for debts of the Co-op. The private property of the members shall be exempt from execution or other liability for the debts of the Co-op and no member shall be liable or responsible for any debts or liabilities of the Co-op.

ARTICLE III

MEETING OF MEMBERS

SECTION 1. Annual Meeting. The annual meeting of the members shall be held on 1st Thursday in June of each year, beginning with the year 1952, at such place in the County of Mc Henry, State of North Dakota as shall be designated in the notice of the meeting, for the purpose of electing directors, passing upon reports for the previous fiscal year and transacting such other business as may come before the meeting. It shall be the responsibility of the Board to make adequate plans and preparations for the annual meeting. If the day fixed for the annual meeting shall fall on a Sunday or legal holiday, such meeting shall be held on the next succeeding business day. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the Co-op.

SECTION 2. Special Meetings. Special meetings of the members may be called by resolution of the Board, or upon a written request signed by any three directors, by the President, or by not less than 200 members or ten per centum of all the members, whichever shall be the lesser, and it shall thereupon be the duty of the Secretary to cause notice of such meeting to be given as hereinafter provided. Special meetings of the members may be held at any place within the County of Mc Henry, State of North Dakota; specified in the notice of the special meetings.

SECTION 3. Notice of Members' Meetings. Written notice stating the place, day and hour of the meeting and, in case of a special meeting or an annual meeting at which business requiring special notice is to be transacted, the purpose or purposes for which the meeting is called, shall be delivered not less than ten days nor more than twenty days before the date of the meeting either personally or by mail, by or at the direction of the Secretary, or upon a default in duty by the Secretary, by the persons calling the meeting, to each member. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the records of the Co-op, with postage thereon prepaid. The failure of any member to receive notice of an annual or special meeting of the members shall not invalidate any action which may be taken by the members at any such meeting.

SECTION 4. Quorum. As long as the total number of members does not exceed five hundred, ten per centum of the total number of members present in person shall constitute a quorum. In case the total number of members shall exceed five hundred fifty members or two per centum of the members present in person, whichever shall be the larger, shall constitute a quorum. If less than a quorum is present at any meeting, a majority of those present in person

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may adjourn the meeting from time to time without further notice. The minutes of each meeting shall contain a list of the members present in person.

SECTION 5. Voting. Each member shall be entitled to only one vote upon each matter submitted to a vote at a meeting of the members. All questions shall be decided by a vote of a majority of the members voting thereon in person except as otherwise provided by law, the articles of incorporation or these bylaws.

SECTION 6. Order of Business. The order of business at the annual meeting of the members and, so far as possible, at all other meetings of the members, shall be essentially as follows, except as otherwise determined by the members at such meetings:

1. Report on the number of members present in person in order to determine the existence of a quorum.
2. Reading of the notice of the meeting and proof of the due publication or mailing thereof, or the waiver or waivers of notice of the meeting, as the case may be.
3. Reading of unapproved minutes of previous meetings of the members and the taking of necessary action thereon.
4. Presentation and consideration of reports of officers, directors, and committees.
5. Election of directors.
6. Unfinished business.
7. New business.
8. Adjournment

ARTICLE IV

DIRECTORS

SECTION 1. General Powers. The business and affairs of the Co-op shall be managed by a board of nine directors which shall exercise all of the powers of the Co-op except such as are by law, the articles of incorporation or these bylaws conferred upon or reserved to the members.

SECTION 2. Election and Term of Office. The persons named as directors in the articles of incorporation shall compose the Board until the first annual meeting or until their successors shall have been elected and shall have qualified. All directors shall be elected by secret ballot at each annual meeting of the members beginning with the year 1952 by and from the members to serve until the next annual meeting of the members or until their successors shall have been elected and shall have qualified. If an election of directors shall not be held on the day designated herein for the annual meeting, or at any adjournment thereof, a special meeting of the members shall be held for the purpose of electing directors within a reasonable time thereafter. Directors may be elected by a plurality vote of the members.

10 SECTION 3. Qualifications. No person shall be eligible to become or remain a director of the co-op who:

- (a) Is not a member and is not presently residing in the area served or to be served by the Co-op; or
- (b) Is in any way employed by or financially interested in a competing enterprise or a business engaged in selling telephone service or supplies, or constructing or maintaining telephone facilities, other than a business operating on a cooperative nonprofit basis for the purpose of furthering rural telephony.


Upon establishment of the facts that a director is holding office in violation of any of the foregoing provisions, the Board shall remove such director from office.

Nothing contained in this section shall effect in any manner whatsoever the validity of any action taken at any meeting of the Board.

SECTION 4. Nominations. It shall be the duty of the Board to appoint, not less than forty (40) nor more than seventy (70) days before the date of a meeting of the members at which directors are to be elected, a committee on nominations consisting of not less than five nor more than eleven members who shall be selected from different sections so as to insure equitable representation. No member of the Board may serve on such a committee. The committee, keeping in mind the principle of geographical representation, shall prepare and post at the principal office of the cooperative, at least thirty (30) days before the meeting a list of nominations for directors, which shall include at least two candidates for each director to be elected. Any fifteen or more members acting together may make other nominations by petition not less than twenty (20) days prior to the meeting and the Secretary shall post such nominations at the same place where the list of nominations made by the committee is posted. The Secretary shall mail with the notice of the meeting or separately, but at least ten days before the date of the meeting, a statement of the number of directors to be elected and the names and addresses of the candidates, specifying separately the nominations made by the committee and the nominations made by petition, if any. The ballot to be used at the election shall list the names of the candidates nominated by the committee and the names of the candidates nominated by petition, if any. The chairman shall call for additional nominations from the floor and nominations shall not be closed until at least one minute has passed during which no additional nomination has been made. No member may nominate more than one candidate.

SECTION 5. Removal of Directors by Members. No director shall be removed from office unless by a vote of two-thirds of the members of the Co-op at a general meeting held after notice of the time and place thereof and of the intention to propose such removal. Meetings of members for this purpose may be called by the president, or by a majority of the directors, or by members holding at least one-half of the votes. Such calls must be in writing and addressed to the secretary who thereupon must give notice of the time, place, and object of the meeting in accordance with those by-laws and by whose order it was called. In case of removal, the vacancy may be filled by election at the same meeting.

// SECTION 6. Vacancies. Subject to the provisions of these by-laws with respect to the filling of vacancies caused by the removal of directors by the members, a vacancy occurring in the Board shall be filled by the affirmative vote of a majority of the remaining directors for the unexpired portion of the term, provided, however, that in the event the vacancy is not filled by the Board within sixty (60) days after the vacancy occurs, the members shall have the right to fill such vacancy at a meeting of the members without compliance with the foregoing provisions in respect of nominations.



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SECTION 7. Compensation. Directors shall not receive any salary for their services as directors, except that by resolution of the Board a fee of not to exceed five (5) dollars and actual expenses of attendance, if any, may be allowed for attendance at each meeting of the Board. No director shall receive compensation for serving the Co-op in any other capacity, nor shall any close relative of a director receive compensation for serving the Co-op, unless the payment and amount of compensation shall be specifically authorized by a vote of the members or the service by such director or close relative shall have been certified by the Board as an emergency measure.

ARTICLE V.

MEMBERS OF DIRECTORS

SECTION 1. Regular Meetings. A regular meeting of the Board shall be held without notice, immediately after, and at the same place as, the annual meeting of the members. A regular meeting of the Board shall also be held monthly at such time and place in Mc Henry County, North Dakota as the Board may provide by resolution. Such regular monthly meeting may be held without notice other than such resolution fixing the time and place thereof.

SECTION 2. Special Meetings. Special meeting of the Board may be called by the President or by any three directors, and it shall thereupon be the duty of the Secretary to cause notice of such meeting to be given as hereinafter provided. The President or the directors calling the meeting shall fix the time and place (which shall be in Mc Henry County, North Dakota), for the holding of the meeting.

SECTION 3. Notice of Directors' Meetings. Written notice of the time, place and purpose of any special meeting of the Board shall be delivered to each director not less than five days previous thereto either personally or by mail, by or at the direction of the Secretary, or upon a default in duty by the Secretary, by the President or the directors calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the director at his address as it appears on the records of the Co-op, with postage thereon prepaid.

SECTION 4. Quorum. A majority of the Board shall constitute a quorum, provided, that if less than such majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting from time to time; and provided further, that the Secretary shall notify any absent directors of the time and place of such adjourned meeting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

ARTICLE VI.

OFFICERS

SECTION 1. Number. The officers of the Co-op shall be a President, Vice President, Secretary-Treasurer, an Assistant Secretary-Treasurer, and such other officers as may be determined by the Board from time to time.

SECTION 2. Election and Term of Office. The officers shall be elected by ballot, annually by the Board at the meeting of the Board held immediately after the annual meeting of the members. The Secretary-Treasurer

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may be elected from the members. All other officers shall be members of the Board. If the election of officers shall not be held at such meeting such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until the first meeting of the Board following the next succeeding annual meeting of the members or until his successor shall have been elected and shall have qualified. Except as otherwise provided in these bylaws, the vacancy in any office shall be filled by the Board for the unexpired portion of the term.

SECTION 3. Removal of Officers and Agents by Directors. Any officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Co-op will be served thereby. In addition, any member of the Co-op may bring charges against an officer, and by filing with the Secretary such charges in writing together with a petition signed by ten per centum of the members, or two hundred members, whichever is the lesser, may request the removal of such officer. The officer against whom such charges have been brought shall be informed in writing of the charges at least ten days prior to the board meeting at which the charges are to be considered and shall have an opportunity at the meeting to be heard in person or by counsel and to present evidence in respect of the charges; and the person or persons bringing the charges against him shall have the same opportunity. In the event the board does not remove such officer, the question of his removal shall be considered and voted upon at the next meeting of the members.

SECTION 4. President. The President shall:

- (a) be the principal executive officer of the Co-op and, unless otherwise determined by the members or the Board, shall preside at all meetings of the members and the Board;
- (b) sign, with the Secretary, certificates of membership, the issue of which shall have been authorized by the Board or the members, and may sign any deeds, mortgages, deeds of trust, notes, bonds, contracts or other instruments authorized by the Board to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the Board or by these bylaws to some other officer or agent of the Co-op, or shall be required by law to be otherwise signed or executed; and
- (c) in general perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

SECTION 5. Vice President. In the absence of the President, or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall also perform such other duties as from time to time may be assigned to him by the Board.

SECTION 6. Secretary-Treasurer. The Secretary-Treasurer shall:

- (a) Keep the minutes of the meetings of the members and of the Board in one or more books provided for that purpose;
- (b) see that all notices are duly given in accordance with these bylaws or as required by law;
- (c) be custodian of the corporate records and of the seal of the Co-op and affix the seal of the Co-op to all certificates of membership

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 prior to the issue thereof and to all documents, the execution of which on behalf of the Co-op under its seal is duly authorized in accordance with the provisions of these bylaws;

- (d) keep a register of the names and post office addresses of all members
- (e) sign, with the President, certificates of membership, the issue of which shall have been authorized by the Board of the members;
- (f) have general charge of the books of the Co-op;
- (g) keep on file at all times a complete copy of the articles of incorporation and bylaws of the Co-op containing all amendments thereto (which copy shall always be open to the inspection of any member) and at the expense of the Co-op, forward a copy of the bylaws and of all amendments thereto to each member; and
- (h) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Board.
- (i) have charge and custody of and be responsible for all funds and securities of the Co-op;
- (j) be responsible for the receipt of and the issuance of receipts for all moneys due and payable to the Co-op and for the deposit of all such moneys in the name of the Co-op in such bank or banks as shall be selected in accordance with the provisions of these bylaws; and
- (k) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board.

SECTION 7. Manager. The Board may appoint a manager who may be, but who shall not be required to be, a member of the Co-op. The manager shall perform such duties and shall exercise such authority as the Board may from time to time vest in him.

SECTION 8. Bonds of Officers. The Treasurer and any other officer or agent of the Co-op charged with responsibility for the custody of any of its funds or property shall give bond in such sum and with such surety as the Board shall determine. The Board in its discretion may also require any other officer, agent or employee of the Co-op to give bond in such amount and with such surety as it shall determine.

SECTION 9. Compensation. The powers, duties and compensation of officers, agents and employees shall be fixed by the Board, subject to the provisions of these bylaws with respect to compensation for directors and close relatives of directors.

SECTION 10. Reports. The officers of the Co-op shall submit at each annual meeting of the members reports covering the business of the Co-op for the previous fiscal year. Such reports shall set forth the condition of the Co-op at the close of such fiscal year.

ARTICLE VII

NON-PROFIT OPERATION

SECTION 1. Interest or Dividends on Capital Prohibited. The Co-op shall at all times be operated on a cooperative non-profit basis for the mutual benefit of its patrons. No interest or dividends shall

15 be paid or payable by the Co-op on any capital furnished by its patrons.

SECTION 2. Patronage Capital in Connection with Furnishing Telephone Service. In the furnishing of telephone service the Co-op's operations shall be so conducted that all patrons will through their patronage furnish capital for the Co-op. In order to induce patronage and to assure that the Co-op will operate on a non-profit basis the Co-op is obligated to account on a patronage basis to all its patrons for all amounts received and receivable from the furnishing of telephone service in excess of operating costs and expenses properly chargeable against the furnishing of telephone service. All such amounts in excess of operating costs and expenses at the moment of receipt by the Co-op are received with the understanding that they are furnished by the patrons as capital. The Co-op is obligated to pay by credits to a capital account for each patron all such amounts in excess of operating costs and expenses. The books and records of the Co-op shall be set up and kept in such a manner that at the end of each fiscal year the amount of capital, if any, so furnished by each patron is clearly reflected and credited in an appropriate record to the capital account of each patron, and the Co-op shall within a reasonable time after the close of the fiscal year notify each patron of the amount of capital so credited to his account. All such amounts credited to the capital account of any patron shall have the same status as though they had been paid to the patron in cash in pursuance of a legal obligation to do so and the patron had then furnished the Co-op corresponding amounts for capital.

In the event of dissolution or liquidation of the Co-op, after all outstanding indebtedness of the Co-op shall have been paid, outstanding capital credits shall be retired without priority on a pro rata basis before any payments are made on account of property rights of members. If, at any time prior to dissolution or liquidation, the Board shall determine that the financial condition of the Co-op will not be impaired thereby, the capital then credited to patrons' accounts may be retired in full or in part. Any such retirements of capital shall be made in order of priority according to the year in which the capital was furnished and credited, the capital first received by the Co-op being first retired. In no event, however, may any such capital be retired unless, after the proposed retirement, the capital of the Co-op shall equal at least forty per centum (40%) of the total assets of the Co-op.

Capital credited to the account of each patron shall be assignable only on the books of the Co-op, pursuant to written instruction from the assignor and only to successors in interest or successors in occupancy in all or a part of such patron's premises served by the Co-op unless the Board, acting under policies of general application, shall determine otherwise.

Notwithstanding any other provision of these bylaws, the Board, at its discretion, shall have the power at any time upon the death of any patron, if the legal representatives of his estate shall request in writing that the capital credited to any such patron be retired prior to the time such capital would otherwise be retired under the provisions of these bylaws, to retire capital credited to any such patron

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be retired prior to the time such capital would otherwise be retired under the provisions of these bylaws, to retire capital credited to any such patron immediately upon such terms and conditions as the Board, acting under policies of general application; and the legal representatives of such patron's estate shall agree upon; provided, however, that the financial condition of the Co-op will not be impaired thereby.

The patrons of the Co-op, by dealing with the Co-op, acknowledge that the terms and provisions of the articles of incorporation and bylaws shall constitute and be a contract between the Co-op and each patron, and both the Co-op and the patrons are bound by such contract, as fully as though each patron had individually signed a separate instrument containing such terms and provisions. The provisions of this article of the bylaws shall be called to the attention of each patron of the Co-op by posting in a conspicuous place in the Co-op's office.

ARTICLE VIII

DISPOSITION OF PROPERTY

The Co-op may not sell, mortgage, lease or otherwise dispose of or encumber all or any substantial portion of its property unless such sale, mortgage, lease or other disposition or encumbrance is authorized at a meeting of the members thereof by the affirmative vote of not less than two-thirds of all of the members of the Co-op, and unless the notice of such proposed sale, mortgage, lease or other disposition or encumbrance shall have been contained in the notice of the meeting; provided, however, that notwithstanding anything herein contained, the Board, without authorization by the members thereof, shall have full power and authority to authorize the execution and delivery of a mortgage or a deed or deeds of trust upon, or the pledging or encumbering of, any or all of the property, assets, rights, privileges, licenses, franchises and permits of the Co-op, whether acquired or to be acquired, and wherever situated, as well as the revenues and income therefrom, all upon such terms and conditions as the Board shall determine, to secure any indebtedness of the Co-op to United States of America or any instrumentality of agency thereof.

ARTICLE IX

SEAL

The corporate seal of the Co-op shall be in the form of a circle and shall have inscribed thereon the name of the Co-op and the words "Corporate Seal", and the words "Velva, North Dakota."

ARTICLE X

FINANCIAL TRANSACTIONS

SECTION 1. Contracts. Except as otherwise provided in these bylaws, the Board may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name and on behalf of the Co-op, and such authority may be general or confined to specific instances.

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SECTION 2. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, and all notes, bonds or other evidences of indebtedness issued in the name of the Co-op shall be signed by such officer or officers, agent or agents, employee or employees of the Co-op and in such manner as shall from time to time be determined by resolution of the Board.

SECTION 3. Deposits. All funds of the Co-op shall be deposited from time to time to the credit of the Co-op in such bank or banks as the Board may select.

SECTION 4. Change in Rates. Written notice shall be given to the Administrator of REA of the United States of America not less than ninety days prior to the date upon which any proposed change in the monthly rates charged by the Co-op for telephone service becomes effective.

SECTION 5. Fiscal Year. The fiscal year of the Co-op shall begin on the first day of January of each year and shall end on the thirty-first day of December of the same year.

ARTICLE XI

MISCELLANEOUS

SECTION 1. Membership in Other Organizations. The Co-op shall not become a member of or purchase stock in any other organization without an affirmative vote of the members at a duly held meeting, the notice of which shall specify that action is to be taken upon such proposed membership or stock purchases, provided, however, that the Co-op may upon the authorization of the Board, purchase stock in or become a member of any corporation or organization organized on a non-profit basis for the purpose of engaging in or furthering the cause of area-wide rural telephone service, or with the approval of the Administrator of REA, of any other corporation for the purpose of acquiring telephone facilities of assuring more adequate telephone service to its members.

SECTION 2. Waiver of Notice. Any member or director may waive in writing any notice of a meeting required to be given by these bylaws. The attendance of a member or director at any meeting shall constitute a waiver of notice of such meeting by such member or director except in case a member or director shall attend a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting has not been lawfully called or convened.

SECTION 3. Rules and Regulations. The Board shall have power to make and adopt such rules and regulations, not inconsistent with law, the articles of incorporation or these bylaws, as it may deem advisable for the management of the business and affairs of the Co-op.

SECTION 4. Accounting System and Reports. The Board shall cause to be established and maintained a complete accounting system which, among other things, and subject to applicable laws and rules and regulations of any regulatory body, shall conform to such accounting system as may from time to time be designated by the Administration of REA of the United States of America. The Board shall also after the

close of each fiscal year cause to be made a full and complete audit of the accounts, books and financial condition of the Co-op as of the end of such fiscal year. Such audit reports shall be submitted to the members at the next following annual meeting.

ARTICLE XII

AMENDMENTS

These bylaws may be altered, amended or repealed by a vote of two-thirds of the Board of Directors at any regular or special meeting, provided the notice of such meeting shall have contained a copy of the proposed alteration, amendment or repeal. Any such alteration, amendment, or repeal shall be certified by a majority of the directors and the secretary of the Co-op and copies in the book of bylaws together with the date of such meeting. No such alteration, amendment or repeal shall take effect until so copied.

B. J. Jones

Arthur J. Thompson

James P. Taylor

Arthur J. Simpson

Henry H. Smith

STATE OF NORTH DAKOTA
Department of State
Filed for record the 13th
day of October 1951

James H. Jones
SECRETARY OF STATE

Wm. J. Jones
DEPUTY

Page - Two
Original Notary

True & Correct

AMENDMENT OF

ARTICLES OF ASSOCIATION

The undersigned cooperative adopts the following Amendment to its Articles of Association:

1. The name of this cooperative is Souris River Telephone Mutual Aid Corporation.

2. The following amendment to Article VI of the Articles of Association of this cooperative was adopted on November 23, 1955, at a meeting of its members:

"VI. The corporation is authorized to borrow money in an amount not to exceed Twenty Million Dollars (\$20,000,000.00)."

3. The number of members of the cooperative is eighteen (18).

4. The number of members voting for the amendment was thirteen (13) and the number of members voting against such amendment were none.

Dated at Minot, North Dakota, this 27 day of July, 1959.

SOURIS RIVER TELEPHONE MUTUAL
AID CORPORATION

By Ronald Stegley
Vice President

John Campbell
Secretary

676
STATE OF NORTH DAKOTA }
Department of State }
Filed for record the 5-15
day of August 1959
Paul M. Moore
SECRETARY OF STATE

RECORD
Fee \$12.00

ILVEDSON, PRINGLE, HERIGSTAD & MESCHKE
ATTORNEYS-AT-LAW
SUITE 214, AMERICAN STATE BANK BLDG., MINOT, N. D.

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CERTIFICATE OF AMENDMENT

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FEE \$ 12.00

DUPLICATE

United States of America



DEPARTMENT

OF STATE

State of North Dakota

To All to Whom these Presents shall Come,

WHEREAS, SOURIS RIVER TELEPHONE MUTUAL AID CORPORATION
Valley, North Dakota

has filed in this office a certificate as provided by the Laws of this State, setting forth all the facts required to be stated therein and has in all respects complied with the provisions of the Law governing the amendments of Articles of Incorporation and has amended its Articles of Incorporation as follows, to-wit: AMENDING ARTICLE VI TO READ: THE CORPORATION IS AUTHORIZED TO BORROW MONEY IN AN AMOUNT NOT TO EXCEED TWENTY MILLION DOLLARS (\$20,000,000.00).

SEAL

Now therefore, I, BEN MEIER, Secretary of State of the State of North Dakota, in virtue and by authority of Law, do hereby issue this Certificate of Amendment.

IN TESTIMONY WHEREOF, I have hereto set my hand and affixed the Great Seal of the State at the Capitol in the City of Bismarck, this FIFTH day of AUGUST, 19 59.

BEN MEIER
Secretary of State.

ARTICLES OF AMENDMENT

OF

SOURIS RIVER TELEPHONE MUTUAL AID CORPORATION

Souris River Telephone Mutual Aid Corporation files these Articles of Amendment:

1. The name of this cooperative association is Souris River Telephone Mutual Aid Corporation.

2. Article 6 of the Articles of Incorporation of Souris River Telephone Mutual Aid Corporation is amended to read as follows:

"6. The corporation is authorized to borrow in an amount not exceeding FIFTY MILLION DOLLARS (\$50,000,000.00)."

The foregoing amendment was adopted on December 20, 1968.

3. The number of members of Souris River Telephone Mutual Aid Corporation on December 20, 1968, was 7,943.

4. The number of members voting on the amendment was 4884. The vote for and against the amendment was:

FOR - 4296

AGAINST - 588

Vernon F. Carlson, President Souris River Telephone Mutual Aid Corporation

Ardine Ness, Secretary Souris River Telephone Mutual Aid Corporation

Vernon F. Carlson, being first duly sworn, deposes and says that he is President of Souris River Telephone Mutual Aid Corporation, that he has read the foregoing Articles of Amendment and that the contents of said Articles are true and correct.

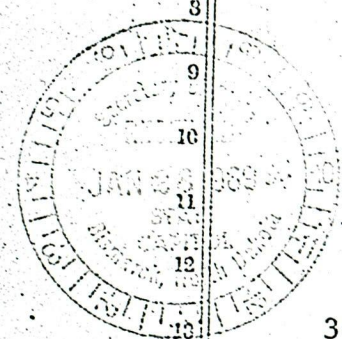
Vernon F. Carlson, President

Subscribed and sworn to before me this 21st day of January, 1969.

Notary Public Ward County, North Dakota

My commission expires:

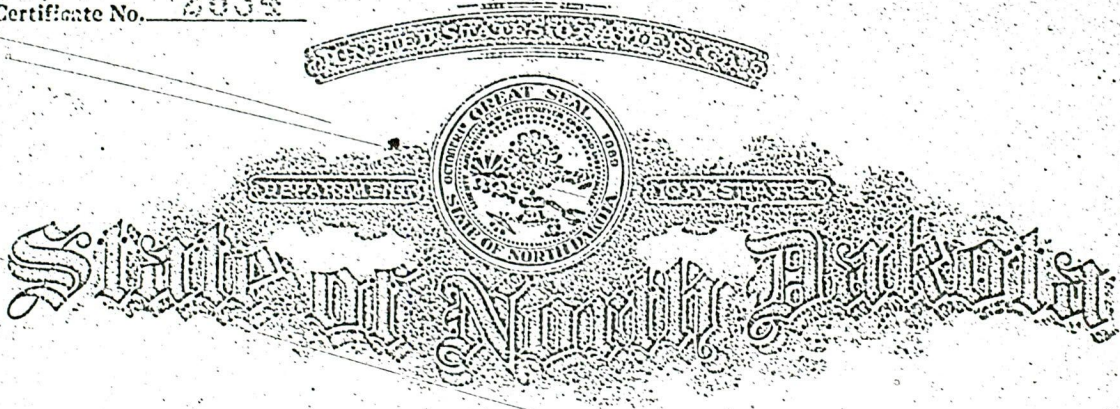
O. R. ... PRINGLE, HERIGSTAD, NESCHKE, LODER, MAHONEY & PURDY MINDOT, NORTH DAKOTA My commission expires Aug. 8, 1971



STATE OF NORTH DAKOTA Department of State Filed for record the day of ... 1969

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Certificate No. 2834



CERTIFICATE OF AMENDMENT
OF

SCURIS RIVER TELEPHONE MUTUAL AID CORPORATION

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that duplicate originals of Articles of Amendment to the Articles of Incorporation of SCURIS RIVER TELEPHONE MUTUAL AID CORPORATION duly signed and verified pursuant to the provisions of the North Dakota COOPERATIVE 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 Amendment to the Articles of Incorporation of SCURIS RIVER TELEPHONE MUTUAL AID CORPORATION INCREASED AUTHORIZED BORROWING POWER TO \$50,000,000.00 and attaches hereto a duplicate original of the Articles of Amendment.

IN TESTIMONY WHEREOF, I have hereto set my hand and affixed the Great Seal of the State of North Dakota at the Capitol in the City of Bismarck, TWENTY-EIGHTH day of JANUARY 19 69

SEAL

BEN MEIER
Secretary of State

File No. 6297.5

By _____
Deputy

DUPLICATE

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SOURIS RIVER TELEPHONE
MUTUAL AID CORPORATION

RESTATED ARTICLES OF ASSOCIATION

Souris River Telephone Mutual Aid Corporation, a mutual aid cooperative located at Minot, North Dakota adopts restated articles of association as follows:

A. The name of the Cooperative is Souris River Telephone Mutual Aid Corporation.

B. The following restated articles of association were adopted on November 13, 1980:

ARTICLE I. NAME: The name of this mutual aid cooperative is Souris River Telephone Mutual Aid Cooperative.

ARTICLE II. EXISTENCE: The period of existence of this Cooperative shall be perpetual.

ARTICLE III. PURPOSES: The purposes for which this Cooperative is organized are to furnish, improve and expand communications services including reception, transmission and delivery of sound and visual services of all kinds without limitations, in the Counties of Wells, Sheridan, McLean, Pierce, McHenry, Ward, Renville, Bottineau, Rolette, Mountrail and in adjacent counties in the State of North Dakota. This Cooperative may engage in any activity within the purposes for which cooperatives may be organized.

ARTICLE IV. PRINCIPAL OFFICE: The principal office of this Cooperative is located at Minot, North Dakota.

ARTICLE V. COOPERATIVE ORGANIZATION: The Cooperative is a non-profit membership corporation, organized without capital stock, and the property rights and interests of the members shall be unequal.

ARTICLE VI. MEMBERSHIP: Provisions for qualifications, requirements, method of acceptance, terms, conditions, terminations, and other incidents of membership shall be set forth in the Bylaws.

ARTICLE VII. LIQUIDATION: Upon dissolution, after (a) all debts and liabilities of the Cooperative shall have been paid, and (b) all capital furnished through patronage shall have been retired as provided in the bylaws, the remaining property and assets of the Cooperative shall be distributed among the patrons and former patrons on an equitable basis insofar as practicable in the proportion which the aggregate patronage of each bears to the total patronage of all such patrons unless otherwise provided by law.

ARTICLE VIII. BOARD OF DIRECTORS: The business and affairs of this Cooperative shall be managed by a Board of Directors composed of not less than nine members, the number to be fixed by the bylaws. Directors shall be elected by the members at a member meeting in the manner and for the terms provided in the bylaws.

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ARTICLE IX. SUPERSEDE: These restated articles supersede existing articles and amendments.

C. The number of members of this mutual aid corporation on November 13, 1980, was 10,882.

D. The number of members voting for such restated articles was 494. The number of members voting against such restated articles was none.

Dated this 19th day of November, 1980.

Vernon Carlson
Vernon Carlson, President
Souris River Telephone
Mutual Aid Corporation

Ardine Ness
Ardine Ness, Secretary
Souris River Telephone
Mutual Aid Corporation

Subscribed and sworn to before me this 19th day of November, 1980.

Herbert L. Meschke
Herbert L. Meschke, Notary Public
Ward County, North Dakota
My commission expires: 7-07-84

6528
11-26-80
San Meier
Notary Public

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Certificate No. 6528



DEPARTMENT OF STATE

State of North Dakota

CERTIFICATE OF AMENDMENT
OF

SOURIS RIVER TELEPHONE MUTUAL AID CORPORATION

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that duplicate originals of Articles of Amendment to the Articles of Incorporation of SOURIS RIVER TELEPHONE MUTUAL AID CORPORATION

duly signed and verified pursuant to the provisions of the 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 Amendment to the Articles of Incorporation of amending corporate title to: SOURIS RIVER TELEPHONE MUTUAL AID CORPORATION.

and attaches hereto a duplicate original of the Articles of Amendment.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State at the Capitol in the City of Bismarck, this 26th day of NOVEMBER, A.D., 1960.

BEN MEISER Secretary of State.

File No. 6297

DUPLICATE

By _____, Deputy.

#3443

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6297 MAC

RESTATED ARTICLES OF ASSOCIATION 75838
OF
OCT 1990

SOURIS RIVER TELEPHONE MUTUAL AID COOPERATIVE

Souris River Telephone Mutual Aid Cooperative, a cooperative association, adopts restated articles of association as follows:

A. The name of the Cooperative is Souris River Telephone Mutual Aid Cooperative.

B. The following restated articles of association were adopted on October 16, 1990.

ARTICLE I. NAME: The name of this Cooperative is Souris River Telecommunications Cooperative.

ARTICLE II. EXISTENCE: The period of existence of this Cooperative shall be perpetual.

ARTICLE III. PURPOSES: The purposes for which this Cooperative is organized are to furnish, improve and expand telecommunications services in the State of North Dakota. This Cooperative may engage in any activity within the purposes for which cooperatives may be organized.

ARTICLE IV. PRINCIPAL OFFICE: The principal office of this Cooperative is located at Minot, North Dakota.

ARTICLE V. COOPERATIVE ORGANIZATION: This Cooperative is a nonprofit membership corporation, organized without capital stock, pursuant to North Dakota Century Code Chapter 10-15.

ARTICLE VI. MEMBERSHIP: Provisions for qualifications, requirements, method of acceptance, terms, conditions, terminations, and other incidents of membership shall be set forth in the bylaws.

ARTICLE VII. LIQUIDATION: Upon dissolution, after (a) all debts and liabilities of this Cooperative shall have been paid, and (b) all capital furnished through patronage shall have been retired as provided in the bylaws, the remaining property and assets of the Cooperative shall be distributed among the members and former members on an equitable basis insofar as practicable in the proportion which their aggregate patronage of each bears to the total patronage of all such members unless otherwise provided by law.

1 ARTICLE VIII. BOARD OF DIRECTORS: The business
2 and affairs of this Cooperative shall be managed
3 by a Board of Directors composed of not less than
4 nine members, the number to be fixed by the bylaws.
5 Directors shall be elected by the members at a
6 member meeting in the manner and for the terms
7 provided in the bylaws.

8 ARTICLE IX. SUPERSEDE: These restated articles
9 supersede existing articles and amendments.

10 C. The number of members of this Association on
11 October 16, 1990, was 10,678.

12 D. The number of members voting for such restated
13 articles was 476. The number of members voting
14 against such restated articles was -0-.

15 Dated this 16th day of October, 1990.

16 SOURIS RIVER TELEPHONE
17 MUTUAL AID COOPERATIVE

18 By Donovan Arnold
19 Its President

20 And
21 By Milton A. Rothe
22 Its Secretary

23 STATE OF NORTH DAKOTA)
24) ss.
25 COUNTY OF WARD)

26 On this 16th day of October, 1990, before me
27 personally appeared Donovan Arnold and Milton A. Rothe,
28 known to me to be the President and Secretary, respec-
29 tively, of the corporation that is described in, and
30 that executed the within instrument, and acknowledged
31 to me that such corporation executed the same.

32 Jan M. Seby, Notary Public
33 For the State of North Dakota
34 My commission expires: 07-15-94

35 Filing Date 10-29-90

36 James D. ...
(Secretary of State)



STATE OF NORTH DAKOTA
Office of Secretary of State

I hereby certify that this is a true and correct copy, consisting of 27 pages, as taken from the original on file in this office. Originality of this certification can be determined by the color red.

A handwritten signature in red ink, which appears to read "Alvin A. Jaeger".

DATED: 7-22-99

BY: AW

Alvin A. Jaeger
SECRETARY OF STATE

4945900 ~~SOURIS RIVER TELECOMMUNICATIONS COOPERATIVE~~ 3615 N BDWY PO BOX
2027 MINOT ND 58702-2027 PSC TELECOMMUNICATIONS COMPANIES CHANGE OF NAME
 SOURIS RIVER TELEPHONE MUTUAL AID COOPE 3615 N BROADWAY P O BOX 2027
 MINOT ND 58702-2027 SOURIS RIVER TELECOMMUNICATIONS COOPERATIVE
 3615 N BDWY PO BOX 2027 MINOT ND 58702-2027 10/29/90 103644

SK
10-20-93

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ARTICLES OF INCORPORATION
OF
SRT SERVICES CORP.

28529

I, the undersigned natural person of the age of eighteen years or more, acting as incorporator of a corporation under the North Dakota Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

Article 1. The name of said corporation shall be SRT Services Corp.

Article 2. The purposes for which the corporation is organized are to provide administrative services in telecommunications, to invest in telecommunications enterprises, and to engage in any other business which may lawfully be conducted by a North Dakota business corporation.

Article 3. The aggregate number of shares which the corporation shall have authority to issue is 50,000 shares of no par value per share.

Article 4. The address of the initial registered agent for the corporation is 3615 North Broadway, P.O. Box 2027, Minot, North Dakota 58702; the name of its initial registered agent at that address is Warren Hight.

Article 5. The name and address of the incorporator is Warren Hight, 3615 North Broadway, P.O. Box 2027, Minot, North Dakota 58702.

Dated this 14th day of October, 1993.

Warren Hight
Warren Hight, Incorporator

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REGISTERED AGENT'S CONSENT

I, Warren Hight, declare that I am the registered agent named in these Articles of Incorporation, and I consent to serve in such capacity.

Dated this 14th day of October, 1993.

Warren Hight
Warren Hight

STATE OF NORTH DAKOTA

FILED 10-20 19 93

David Jaeger
SECRETARY OF STATE NS

DATED: _____ BY: _____



STATE OF NORTH DAKOTA
Office of Secretary of State

I hereby certify that this is a true and correct copy, consisting of 2 pages, as taken from the original on file in this office. Originality of this certification can be determined by the color red.

A handwritten signature in red ink, which appears to read "Alvin A. Jaeger".

DATED: 1-4-94

BY: Darcy Schlusser **Alvin A. Jaeger**
SECRETARY OF STATE

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 1559

THIS IS TO CERTIFY That public convenience and necessity require, and permission is hereby granted for the _____ authority for the construction and operation of a telephone plant of system in the exchanges of Butte and Granville* ~~and other systems~~ _____ North Dakota,

by Souris River Telephone Mutual Aid Corporation This certificate is issued in accordance with the report and order of this Commission, dated September 9, 1971 in Case No. 8277 and is subject to the conditions and limitations noted thereon.

CONDITIONS: This certificate is conditioned upon the said Souris River Telephone Mutual Aid Corporation securing the consent, franchise, permit, ordinance, or other authority of the proper municipal or other public authority for the exercise of the rights and privileges granted herein.

* the service area covered by this Certificate includes all of the area previously served from the Butte and Granville exchanges of Northwestern Bell Telephone Company as shown in detail on Exhibit A as filed with the Application.

Dated at Bismarck, North Dakota, this 9th day of September, 1971.

PUBLIC SERVICE COMMISSION:

ATTEST:

Albuman
Secretary.

By Tom J. May
Commissioner.

EXECUTED IN DUPLICATE

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

In the Matter of the Joint Application of the Souris River Telephone Mutual Aid Corporation and Northwestern Bell Telephone Company for authority to buy and sell the Butte and Granville telephone exchanges; for Souris to discontinue the Kief and Kongsberg exchanges, consolidating the service areas into a single exchange to be known as Butte and to be located in the City of Butte, North Dakota; to discontinue the Granville exchange, consolidating that service area into the Deering, North Dakota, exchange; and for a Certificate of Public Convenience and Necessity for the enlarged exchange areas at Butte and Deering; and for the toll telephone facilities to be jointly provided to the exchange in the City of Butte, North Dakota, for the joint provision of Extended Area Service Butte to Drake and Butte to Velva.

CASE NO. 8277

ORDER GRANTING APPLICATION

On July 12, 1971, the Souris River Telephone Mutual Aid Corporation, hereinafter referred to sometimes as Souris, and the Northwestern Bell Telephone Company, hereinafter referred to sometimes as Northwestern, filed a Joint Application requesting authority as set forth in the title of this Order.

On July 23, 1971, this Commission issued its Notice of Opportunity for Hearing wherein all interested parties were given opportunity to file their objections or requests for hearing in this matter on or before August 13, 1971. This deadline has passed and only one objection was received. The Commission has considered this objection in rendering their decision herein.

NOW, THEREFORE, IT APPEARING that Souris is a public utility operating a telephone system in the State of North Dakota and as part of that system they provide local exchange service in the Deering, Kief and Kongsberg areas, all in North Dakota, and likewise that Northwestern is a public utility operating a telephone system in the State of North Dakota and as part thereof they provide local exchange service in the Butte and Granville, North Dakota, areas, and in addition, they provide toll service in many areas of the State of North Dakota part of which is toll service over open wire toll lines to the Butte exchange, and

IT FURTHER APPEARING that the Applicants, Northwestern and Souris, have agreed to sell and buy, respectively, the local exchange properties located at Butte and Granville and that as part of said agreement, Souris proposes to discontinue the operation of its telephone exchanges at Kief and Kongsberg combining the systems presently operated from these exchanges

with the existing exchange at Butte whereat they will construct and install central office and other equipment necessary to provide buried one-party service to all subscribers of all three existing exchange areas and that provision of such service will then result in calling without toll charge between all three of these exchanges and, in addition, the Applicants propose to jointly provide toll-free calling between the resulting Butte exchange and the Northwestern exchanges located at Drake and Velva, North Dakota, and

IT FURTHER APPEARING that Souris proposes to discontinue the operation of the Granville exchange and to consolidate the service area of this exchange with the existing service area of the Deering exchange and to install the necessary equipment to provide buried one-party service with toll-free calling to the Minot exchange, and that this will also result in toll-free calling between the subscribers of the present Deering and Granville exchanges, and

IT FURTHER APPEARING that the Applicants propose to jointly construct a buried toll cable and associated toll terminal equipment between the exchanges located at Velva and Butte, North Dakota, and to use said cable in the provision of toll message service to and between these exchanges, and

IT FURTHER APPEARING that Souris, in connection with their take over of the Granville exchange, proposes to take over the service areas of four farmer-owned switcher companies presently serving 31 member-subscribers and that this proposition is in response to a petition from member-subscribers of said companies asking Souris to take over their service areas and indicating their desire to abandon and dismantle their own telephone facilities, and

IT FURTHER APPEARING that the joint proposals will generally result in improved exchange and toll telephone service to the affected customers in the exchanges involved in this proceeding and that the proposed storm-proof facilities will reduce the possibilities of service outages due to weather, and

IT FURTHER APPEARING that the proposals made herein are legal and in the public interests

NOW, THEREFORE, IT IS HEREBY ORDERED:

1. That Northwestern be and hereby is authorized to sell and Souris be and hereby is authorized to buy all of the plant and system owned by Northwestern and used to provide local exchange telephone service in the exchanges at Butte and Granville, North Dakota;

2. That Souris be and hereby is authorized to construct and operate a communications system within the area designated on exhibits accompanying the joint application as service area of the Granville and Butte exchanges of Northwestern Bell Telephone Company and accordingly hereby is issued a Certificate of Public Convenience and Necessity as evidence of said authority;

3. That Souris be and hereby is authorized to discontinue the exchange at Granville and to consolidate the Granville service area with that of the existing Souris exchange located at Deering;

4. That Souris be and hereby is authorized to discontinue their existing local exchanges at Kief and Kongsberg and to consolidate the exchange areas relating thereto with the service area of the Butte exchange with the entire area being served from the Butte exchange;

5. That Northwestern be and hereby is authorized to abandon its present open wire toll facilities used in providing toll telephone service to the existing Butte exchange and that both Northwestern and Souris be and hereby are authorized to jointly construct a buried toll cable, with associated toll terminal equipment, between the cities of Velva and Butte, North Dakota, with points of connection between the jointly owned toll facilities as shown in the exhibits accompanying the application.

6. That Souris and Northwestern be and hereby are authorized to provide extended area service from Butte to Velva and from Butte to Drake, North Dakota, and

IT IS FURTHER ORDERED that the authorized service area covered by the Certificate of Public Convenience and Necessity issued herein shall include all of the service area presently served by the Egg Creek Farmers Telephone Company, Farmers Telephone Company of Saline Township, Kottke Valley Telephone Company and the United Farmers Telephone Company, all of Glenburn, North Dakota, and all with service areas located in the Glenburn exchange, and

IT IS FURTHER ORDERED that in the event that Souris acquires the Granville and Butte properties prior to completion of its exchange consolidations and service improvements, the legal rates in effect at that time for

a comparable size exchange of Northwestern Bell Telephone Company shall apply, and

IT IS FURTHER ORDERED that the Souris company shall notify this Commission by Certified Mail upon completion of the exchange consolidation and application of their system rates for the resulting service.

Dated at Bismarck, North Dakota this 9th day of September, 1971.

(S E A L)

PUBLIC SERVICE COMMISSION:

s/s RICHARD A. ELKIN, President

s/s BEN J. WOLF, Commissioner

s/s BRUCE HAGEN, Commissioner

ATTEST:

Alkumann
Secretary

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 743

THIS IS TO CERTIFY That public convenience and necessity require, and permission is hereby granted for the _____
construction and operation _____ of _____

telephone _____ plant or system at * see below _____ North Dakota,

by Souris River Telephone Mutual Aid Corporation This certificate is issued in accordance with the report and
order of this Commission, dated January 30, 1967 in Case No. 6748 and is subject to the
conditions and limitations noted thereon.

CONDITIONS: This certificate is conditioned upon the said Souris River Telephone Mutual Aid Corporation
securing the consent, franchise, permit, ordinance, or other authority of the proper municipal or other public authority for
the exercise of the rights and privileges granted herein.

Provide toll telephone service over a buried cable from the Mohall Repeater to

Sherwood, Tolley and Mohall and from Glenburn and Lansford to the Minot Air Force Base.

Dated at Bismarck, North Dakota, this 30th

day of January, 19 67

ATTEST:

Chur Olson

Secretary.

PUBLIC SERVICE COMMISSION:

By Ben J. Way
Commissioner.

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

In the Matter of the Joint Application)
of Souris River Telephone Mutual Aid)
Corporation and Northwestern Bell)
Telephone Company for a Certificate of)
Public Convenience and Necessity for)
certain toll telephone facilities from)
the Mohall Repeater near Mohall, North)
Dakota to Tolley, Sherwood and Mohall)
North Dakota, and from Glenburn and)
Lansford, North Dakota, to Minot Air)
Force Base, North Dakota, and for)
authority to remove certain existing)
toll telephone facilities.)

CASE NO. 6748

ORDER GRANTING APPLICATION

BY THE COMMISSION:

On November 9, 1966, the Applicants, Souris River Telephone Mutual Aid Corporation and the Northwestern Bell Telephone Company, filed with this Commission their Application wherein they requested authority for the Souris River Telephone Mutual Aid Corporation to construct and operate buried toll and exchange telephone cables from the existing Mohall Repeater, owned and operated by Souris River west of Mohall, North Dakota, to the central offices of the telephone exchanges at Tolley, Sherwood and Mohall, North Dakota, and to connect said toll telephone cables to microwave facilities of the Souris River Telephone Mutual Aid Corporation at their Mohall Repeater thereby making connection to the toll telephone network of the Northwestern Bell Telephone Company over the existing microwave route between said Mohall Repeater and the Minot Air Force Base Repeater whereat the network connection exists. The Applicants further requested authority for the Souris River Telephone Mutual Aid Corporation to construct and operate buried toll and exchange telephone cables from the central offices of the telephone exchanges at Glenburn and Lansford, North Dakota, to the Minot Air Force Base Repeater. In addition, the Applicants requested authority for Souris River to construct and operate associated toll terminal equipment at the central offices of Glenburn, Lansford, Mohall, Sherwood and Tolley, and for the Northwestern Bell Telephone Company to remove its open wire toll telephone lines and associated toll telephone equipment used at that time to provide toll telephone service to the five exchanges of the Souris River Telephone Company upon completion of the proposed construction and commencement of operations of the proposed buried toll and exchange cables. On December 1, 1966, this Commission issued its Notice of Opportunity for Hearing to all interested persons wherein they were advised of

REC'D. FEB. 2, 67

their opportunity to file objections with, or request a hearing before, the Commission on or before the 22nd day of December, 1966. There have been no such objections or requests for hearing filed in this proceeding.

IT APPEARING that the Applicants are both engaged in the operations of a telephone public utility system in the State of North Dakota and are subject to the jurisdiction of this Commission.

IT FURTHER APPEARING that it is in the public interest for the Souris River Telephone Mutual Aid Corporation to provide toll telephone service from its Mohall Repeater to the central offices of the telephone exchanges at Tolley, Sherwood, and Mohall, North Dakota over a buried cable, and from Glenburn and Lansford, North Dakota to the Minot Air Force Base over a buried cable, where a microwave connection is made from Mohall to the Minot Air Force Base to the toll telephone network of the Northwestern Bell Telephone Company.

IT FURTHER APPEARING that it is in the public interest for Souris River Telephone Mutual Aid Corporation to construct and operate associated toll terminal equipment at the central offices of Glenburn, Lansford, Mohall, Sherwood and Tolley, and for Northwestern Bell Telephone Company to remove its open wire toll telephone lines and associated toll telephone equipment used to provide toll telephone service to the five exchanges of the Souris River Telephone Company upon completion of proposed construction and commencement of operation of the proposed buried toll and exchange cables.

IT FURTHER APPEARING that the construction and operation of aforementioned facilities is in the public interest, will not result in duplication of facilities and is required by the public convenience and necessity.

NOW, THEREFORE, IT IS HEREBY ORDERED that Souris River Telephone Mutual Aid Corporation be and hereby is authorized to provide toll telephone service over a buried cable from the Mohall Repeater to Sherwood, Tolley and Mohall and from Glenburn and Lansford to the Minot Air Force Base.

IT IS FURTHER ORDERED that Souris River Telephone Mutual Aid Corporation be and hereby is authorized to construct and operate toll terminal equipment at the central offices of Glenburn, Lansford, Mohall, Sherwood and Tolley.

IT IS FURTHER ORDERED that the Northwestern Bell Telephone Company be and hereby is authorized to remove its open wire toll telephone lines and

associated toll telephone equipment used to provide toll telephone service to the five exchanges of Souris River Telephone Mutual Aid Corporation, upon completion of the proposed construction and commencement of operation of the proposed buried toll and exchange cables.

Dated at Bismarck, North Dakota, this 30th day of January, 1967.

BY THE COMMISSION:

(S E A L)

BEN J. WOLF
President

BRUCE HAGEN
Commissioner

RICHARD A. ELKIN
Commissioner

ATTEST:


Ethel Olson
Secretary

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 732

THIS IS TO CERTIFY That public convenience and necessity require, and permission is hereby granted for the _____
Construction and operation of _____ of Telephone _____

_____ plant or system at (*see below) _____ North Dakota,
by Souris River Telephone Mutual Aid Corporation This certificate is issued in accordance with the report and
order of this Commission, dated December 30, 1966 in Case No. 6729 and is subject to the
conditions and limitations noted thereon.

CONDITIONS: This certificate is conditioned upon the said Souris River Telephone Mutual Aid Corporation
securing the consent, franchise, permit, ordinance, or other authority of the proper municipal or other public authority for
the exercise of the rights and privileges granted herein.

* Telephone system in the areas adjacent to their Sawyer, North Dakota exchange and presently
served by the Simcoe Farmers and North Prairie Telephone Companies.

Dated at Bismarck, North Dakota, this 30th
day of December, 19 66

ATTEST:

Emer Olson
Secretary.

PUBLIC SERVICE COMMISSION:
By Paul J. Way
Commissioner.

EXECUTED IN DUPLICATE

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

In the Matter of the Application of North Prairie Telephone Company, Simcoe Farmers Telephone Company and the Souris River Telephone Mutual Aid Corporation for: (1) authority for the Souris River Telephone Mutual Aid Corporation to purchase and the North Prairie Telephone Company to sell telephone properties of the North Prairie Company; (2) authority for the Souris River Telephone Mutual Aid Corporation to purchase and the Simcoe Farmers Telephone Company to sell telephone properties of the Simcoe Company; (3) a Certificate of Public Convenience and Necessity to issue to the Souris River Telephone Mutual Aid Corporation authorizing construction and operation of a telephone system in areas adjacent to their Sawyer, North Dakota exchange; and (4) authority for Souris River Telephone Mutual Aid Corporation to apply existing rates and charges to subscribers in these adjacent areas.

CASE NO. 6729

ORDER GRANTING APPLICATION

BY THE COMMISSION:

On September 19, 1966, the North Prairie Telephone Company and Simcoe Farmers Telephone Company made a joint application wherein they requested the several authorities set forth in the title above. On September 26, 1966, the Souris River Telephone Mutual Aid Corporation joined with the North Prairie and Simcoe Farmers Telephone Companies in their application as originally filed and requested the similar authorities as set forth in the title above.

On November 16, 1966, this Commission issued its Notice of Opportunity for Hearing wherein all interested parties were advised of their opportunity to file objections with, or request a hearing before, the Commission on or before the 8th day of December, 1966. No such objections or requests have been received.

IT APPEARING that the North Prairie Telephone Company and the Simcoe Farmers Telephone Company are both farmer-owned and operated switcher line telephone companies located in McHenry County, North Dakota, and are connected to and presently receive switching service from the Velva exchange of the Northwestern Bell Telephone Company.

IT FURTHER APPEARING that the Souris River Telephone Mutual Aid Corporation is a non-profit membership corporation organized and existing under the Laws of the State of North Dakota and now owns and operates twenty-five telephone exchanges, one of which is the exchange at Sawyer, North Dakota, which has rural facilities and subscribers located directly adjacent to the areas presently served by the North Prairie and Simcoe Farmers Telephone Companies.

IT FURTHER APPEARING that all three companies are subject to the jurisdiction of this Commission.

IT FURTHER APPEARING that the Souris River Telephone Mutual Aid Corporation, The North Prairie and the Simcoe Farmers Telephone Companies have made telephone sales agreements wherein it is proposed that the North Prairie and Simcoe Farmers Companies sell their systems and the Souris River Telephone Mutual Aid Corporation buy said systems.

IT FURTHER APPEARING that the Souris River Telephone Mutual Aid Corporation proposes to construct and operate telephone facilities extending from the Sawyer, North Dakota exchange to the areas now served by the North Prairie and Simcoe Farmers Telephone Companies and to provide service thereby to all members and other unserved parties located in the North Prairie and Simcoe Farmers Service area.

IT FURTHER APPEARING that the Souris River Telephone Mutual Aid Corporation, in providing service from their Sawyer exchange, proposes to do so at existing rates and charges and as part of the service from the Sawyer exchange will provide Extended Area Service to Velva and in addition will provide Extended Area Service to the Minot exchange.

IT FURTHER APPEARING that the proposed purchase and sale of telephone properties is in the public interest.

IT FURTHER APPEARING that public convenience and necessity requires that the Souris River Telephone Mutual Aid Corporation construct and operate the proposed telephone facilities, and

IT FURTHER APPEARING that the existing rates and charges for telephone service from Souris River's Sawyer exchange are fair and reasonable for application to the service areas to be taken over from the North Prairie and Simcoe Farmers Companies.

NOW, THEREFORE, IT IS HEREBY ORDERED that the Simcoe Farmers Telephone Company and the North Prairie Telephone Company be and hereby are authorized to sell their telephone properties and the Souris River Telephone Mutual Aid Corporation be and hereby is authorized to purchase said properties.

IT IS FURTHER ORDERED that the Souris River Telephone Mutual Aid Corporation be and hereby is issued a Certificate of Public Convenience and Necessity authorizing them to construct and operate a telephone system in the areas adjacent to their Sawyer, North Dakota exchange and presently served by the

Simcoe Farmers and North Prairie Telephone Companies as specifically outlined in red on Applicant's Exhibit "A" as attached to the Application.

IT IS FURTHER ORDERED that Souris River Telephone Mutual Aid Corporation be and hereby is authorized to apply existing rates and charges for telephone services to subscribers in these adjacent areas.

Dated at Bismarck, North Dakota, this 30th day of December, 1966.

BY THE COMMISSION:

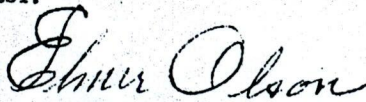
RICHARD J. THOMPSON
President

BEN J. WOLF
Commissioner

BRUCE HAGEN
Commissioner

(S E A L)

ATTEST:



Secretary

"BUY NORTH DAKOTA PRODUCTS"

PUBLIC SERVICE COMMISSION
STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 364

THIS IS TO CERTIFY That public convenience and necessity require, and permission is hereby granted for the
construction and operation of a
telephone plant or system at Mountrail, Pierce, Renville, Sheridan, Ward and Wells, in portions of the Counties of Bottineau, McHenry,
North Dakota,

by Souris River Telephone Mutual Aid Corporation, Of Velva, North Dakota. This certificate is issued in accordance with the

report and order of this Commission, dated October 23, 1954 in Case No. 5182 and is subject to the
conditions and limitations noted thereon.

CONDITIONS: This certificate is conditions upon the said Souris River Telephone Mutual Aid Corporation, of
Velva, North Dakota,

securing the consent, franchise, permit, ordinance, or other authority of the proper municipal or other public
authority for the exercise of the rights and privileges granted herein.

Dated at Bismarck, North Dakota, this 23rd

day of October 19 54

ATTEST:

Elmer Olson
Secretary

PUBLIC SERVICE COMMISSION:

By Ernest D. Nelson
Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

In the Matter of the Application of
Souris River Telephone Mutual Aid
Corporation, of Velva, North Dakota:
(1) For a certificate of public convenience and necessity to construct and operate a telephone system; and,
(2) For authority to purchase certain existing telephone properties,

CASE NO. 5182

FINDINGS OF FACT,
CONCLUSIONS AND ORDER

By the Commission:

On July 16, 1954, the Souris River Telephone Mutual Aid Corporation, of Velva, North Dakota, filed an application with the Public Service Commission: (1) For a certificate of public convenience and necessity to construct and operate a telephone system; and, (2) For authority to purchase certain existing telephone properties.

The application was set for public hearing at Minot, North Dakota, on August 17, 1954; all interested parties were notified of said hearing in the manner provided by law; the hearing was duly held before Commissioner E. H. Brant, and the following appearances were entered:

Roy Ilvedson, Minot, North Dakota, appearing as Attorney for Souris River Telephone Mutual Aid Corporation, Applicant.

Clarence E. Bryant, Bismarck, North Dakota, appearing as Chief Engineer for Public Service Commission.

FINDINGS OF FACT

Upon consideration of the application, and the evidence of record in this proceeding, the Commission finds that:

- (1) Applicant, Souris River Telephone Mutual Aid Corporation, is a membership corporation organized and existing under the laws of the State of North Dakota. Applicant was organized for the purpose of furnishing telephone service to subscribers at cost and not for profit.
- (2) Applicant proposes under project "A" involved

herein to rehabilitate existing telephone facilities in its dial exchanges at Maxbass, Mohall, Tolley, Towner and Westhope, North Dakota; to convert its magneto exchanges at Berthold, DesLacs, Martin and Sherwood, North Dakota, to dial operation, and to improve and extend rural telephone facilities in said exchanges. The proposed service areas included in project "A" are located in the Counties of Bottineau, McHenry, Mountrail, Pierce, Renville, Sheridan, Ward and Wells in the State of North Dakota, as shown outlined in red on the two maps entitled "Area Coverage Design," included as part of Exhibit No. 1 in this proceeding. Telephone service is now furnished for 1,616 subscribers in the exchanges at Maxbass, Mohall, Sherwood, Tolley, Towner, Westhope, Berthold, DesLacs, and Martin, North Dakota. After a five year development period, Applicant estimates that it will serve 2,349 subscribers in said exchanges, including 389 new rural subscribers. It is the plan and purpose of the Cooperative to provide telephone service for the widest practicable number of rural subscribers in its proposed service area. A substantial number of occupied farms in Applicant's proposed service area are now without telephone service. New telephone facilities to be constructed by Applicant will not duplicate any existing telephone lines or facilities, or interfere with the service or system of any other telephone company.

- (3) Applicant plans to furnish extended area service, without toll charge, between the following exchanges upon completion of its project "A" construction and rehabilitation program:

EXTENDED AREA SERVICE

<u>FROM</u>	<u>TO</u>
Maxbass	Mohall Westhope
Mohall	Tolley Maxbass
Tolley	Mohall Norma
Westhope	Maxbass
Berthold	DesLacs
DesLacs	Berthold
Martin	Harvey

- (4) Applicant has also entered into agreements to purchase existing telephone properties now owned

and operated by the following Companies:

<u>NAME OF COMPANY</u>	<u>ADDRESS</u>
Twin Hill Telephone Co.	Martin, N. Dak.
Lake Telephone Co.	" "
Martin Farmers Telephone Co.	" "

Said companies now serve 26 rural subscribers in the vicinity of Martin, North Dakota, and are located within Applicant's proposed service area. Subscribers served by said Companies are now furnished switching service at Martin by Applicant. The telephone facilities to be acquired are old and in need of considerable maintenance and rehabilitation. Applicant plans to rehabilitate the acquired telephone facilities, to furnish improved telephone service thereon, and to integrate the acquired telephone properties with new rural telephone facilities to be constructed in its proposed service area.

- (5) Funds for construction of new telephone facilities, and for rehabilitation of existing facilities, in Applicant's proposed service area will be obtained from subscribers' membership fees and from a loan from the Rural Electrification Administration. Applicant has employed engineers, experienced in the field of telephony, to furnish plans and specifications for the proposed telephone system and to supervise the construction thereof

C O N C L U S I O N S

Upon consideration of the foregoing findings of fact, the Commission concludes: (1) That present and future public convenience and necessity require construction and operation of the proposed telephone system upon the terms and conditions set forth hereinafter; and, (2) That authorization to acquire the existing telephone properties herein described is consistent with the public interest.

O R D E R

NOW, THEREFORE, IT IS ORDERED that Souris River Telephone Mutual Aid Corporation, of Velva, North Dakota, be issued a certificate of public convenience and necessity to construct and operate a telephone system in portions of the Counties of Bottineau, McHenry, Mountrail, Pierce, Renville, Sheridan, Ward and Wells in the State of North Dakota, as shown outlined in red on the two maps entitled "Area Coverage Design,"

included as part of Exhibit No. 1 in this proceeding, exclusive of such territories or areas therein served by existing unacquired telephone companies or systems.

IT IS FURTHER ORDERED that said certificate of public convenience and necessity shall not preclude the issuance of certificates of public convenience and necessity to non-profit cooperative corporations or mutual associations for construction and operation of rural telephone lines in the above described territory if, after due notice and hearing, it appears that the issuance of said certificates of public convenience and necessity is consistent with the public interest.

IT IS FURTHER ORDERED that Souris River Telephone Mutual Aid Corporation be and hereby is authorized to purchase existing telephone properties now owned by the following companies:

<u>NAME OF COMPANY</u>	<u>ADDRESS</u>
Twin Hill Telephone Co.	Martin, N. Dak.
Lake Telephone Co.	" "
Martin Farmers Telephone Co.	" "

Dated at Bismarck, North Dakota, this 23rd day of October, 1954.

BY THE COMMISSION:

ELMER W. CART
President

ERNEST D. NELSON
Commissioner

ATTEST:

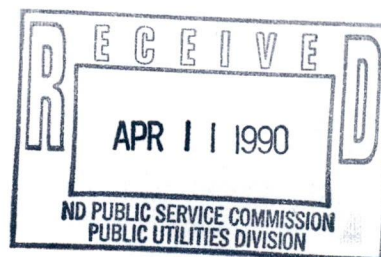
ELMER OLSON

3615 N. Broadway
PO Box 2027
Minot, ND 58702-2027



Phone: 701/852-1151
Fax: 701/722-2290

April 10, 1990



Public Service Commission
State Capitol Building
Bismarck, ND 58505

ATTENTION: Patrick J. Fahn, Chief Engineer
Public Utilities Division

Dear Mr. Fahn:

Enclosed as per your request are copies of our Certificate of Public Convenience and Necessity, orders and a copy of our Articles of Incorporation.

We have went through our files and to the best of our knowledge these are all of our Certificates of Public Convenience and Necessity we found.

Sincerely,

A handwritten signature in black ink that reads "Jerome A. Jaeger".

Jerome A. Jaeger
Assistant Manager

Enc.

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

* * * * *

In the Matter of the Joint Application)
of the Farmers Mutual Telephone Company,)
of Kramer, North Dakota, to sell, and)
Newburg Telephone Company, Kramer Tel-)
ephone Company, Carbury Telephone Com-)
pany, Landa Telephone Company, and)
Clayton Jacobson to buy, certain exist-)
ing telephone properties.)

CASE NO. 5278

FINDINGS OF FACT,
CONCLUSIONS AND ORDER

By the Commission:

On December 27, 1954, the Farmers Mutual Telephone Company, of Kramer, North Dakota, and the Newburg Telephone Company, the Kramer Telephone Company, the Carbury Telephone Company, the Landa Telephone Company, and Clayton Jacobson, filed a joint application with the Public Service Commission requesting authority to sell and buy, respectively, all existing telephone properties now owned by the Farmers Mutual Telephone Company.

The application was set for public hearing at Bottineau, North Dakota, on February 15, 1955; all interested parties were notified of said hearing in the manner provided by law; the hearing was duly held before Martin Vaaler, Commissioner, and the following appearances were entered:

REX STAIR, Newburg, North Dakota; LOUIS GUST, Kramer, North Dakota; ELMER JESME, Landa; HOWARD L. WALL, Carbury; and CLAYTON JACOBSON, Maxbass; appearing in support of application to buy.

JUDSON SIERCKS, Kramer, North Dakota, appearing for applicant to sell.

CLARENCE E. BRYANT, Chief Engineer, North Dakota Public Service Commission.

FINDINGS OF FACT

Upon consideration of the application and the evidence of record in this proceeding, the Commission finds that:

- (1) Applicant to sell, Farmers Mutual Telephone Company, is a stock corporation organized and existing under the laws of the State of North Dakota. The Company furnishes telephone service for about 250 subscribers in its exchanges at Newburg and Landa, North Dakota, and in rural areas adjacent to the communities of Carbury and Kramer, North Dakota. The Company has been in operation for many years and its telephone facilities are in need of considerable improvement and modernization. The Company has been unable to raise sufficient funds for that purpose. The Company's telephone system is no longer an inte-

grated system, and serves a rather wide geographic area without a community of interest. In view of the urgent need for modern telephone service in the various areas served by the Company, the stockholders deemed it advisable to dispose of the various segments of its telephone properties to companies organized in each locality for that purpose. The proposed sale and transfer of property was approved by a vote of more than two-thirds of the stockholders of the Company. It is the plan of the Farmers Mutual Telephone Company to voluntarily dissolve upon winding up the above-described property sales, and other affairs of the Company.

- (2) The Farmers Mutual Telephone Company has outstanding approximately \$6,500 in notes due stockholders and other persons residing in the area served by the Company. An agreement was entered into with Applicants to purchase whereby the purchasers would assume a certain amount of the outstanding notes, in addition to certain other adjustments, as consideration for the property. The amount of notes assumed by each purchaser is as follows:

Newburg Telephone Company	\$ 2,500
Landa Telephone Company	2,390
Kramer Telephone Company	1,200
Carbury Telephone Company	200
Clayton Jacobson	200

The notes to be assumed by each purchaser are notes of the Farmers Mutual Telephone Company outstanding in the area served by the telephone properties to be acquired.

In consideration of the greater value of telephone facilities in the Landa area, the Landa Telephone Company has agreed to pay each of the other purchasers the following amounts: Newburg Telephone Company - \$450; Carbury Telephone Company - \$200; Kramer Telephone Company - \$250; and Clayton Jacobson - \$100.

In addition, each purchaser acquired all account receivable of the seller in the area to be served by it.

- (3) The Newburg Telephone Company proposes to purchase all telephone properties, except one rural line, constituting the Newburg exchange, and will serve about 65 subscribers in the Village of Newburg and in rural areas adjacent thereto. The Landa Telephone Company will purchase all telephone properties now constituting the Landa exchange, and will serve about 67 subscribers. The Carbury Telephone Company will acquire the telephone facilities in the Village of Carbury and in the rural territory adjacent thereto. The Kramer Telephone Company proposes to acquire all rural telephone lines owned by the seller connected to the Kramer exchange and now serving about 50 subscribers. Clayton Jacobson will purchase a rural telephone line about 10 miles in length extending southwest of Newburg and serving 13 subscribers.

- (4) The Landa Telephone Company, the Newburg Telephone Company, the Carbury Telephone Company, and the Kramer Telephone Company are non-profit membership companies organized and existing under the laws of the State of North Dakota. The Carbury Telephone Company and the Kramer Telephone Company plan to improve and expand the existing telephone facilities and obtain switching service from Northwestern Bell Telephone Company at its Bottineau and Kramer exchanges, respectively. The Landa Telephone Company and the Newburg Telephone Company plan to continue present operations of the existing facilities, but have under consideration plans to obtain modern telephone service in their respective service areas. Clayton Jacobson plans to continue present operation of the rural line southwest of Newburg, but eventually plans to extend the line and obtain service from the Maxbass exchange. The line is not presently connected with the Newburg exchange.

C O N C L U S I O N S

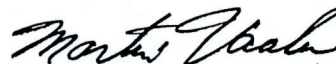
Upon consideration of the foregoing findings of fact, the Commission concludes that the proposed sale and transfer of telephone property is consistent with the public interest.

O R D E R

NOW, THEREFORE, IT IS ORDERED that the Farmers Mutual Telephone Company, of Kramer, North Dakota, be and hereby is authorized to sell, and the Newburg Telephone Company, the Kramer Telephone Company, the Landa Telephone Company, the Carbury Telephone Company, and Clayton Jacobson, be and hereby are authorized to buy, the existing telephone properties herein described, upon the terms and condition set forth herein.

Dated at Bismarck, North Dakota, this 7th day of March, 1955.

BY THE COMMISSION:



MARTIN VAALER
President



ERNEST D. NELSON
Commissioner

ATTEST:



Secretary


ANSON J. ANDERSON
Commissioner

Janet

1407

3615 N. Broadway
PO Box 2027
Minot, ND 58702-2027



Phone: 701/852-1151
Fax: 701/722-2290

December 5, 1990

Dale V. Sandstrom
Public Service Commission
Capitol Bldg.
Bismarck, ND 58501

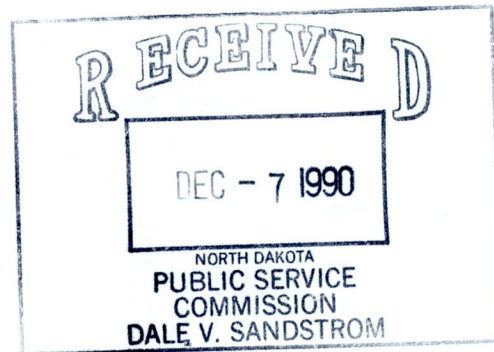
Dear Mr. Sandstrom:

On Tuesday, October 16, 1990, SRT's 39th Annual Membership Meeting resulted in the members overwhelmingly approving the Board of Directors' decision to change the co-op's name. Since its incorporation in 1951, the co-op's name was, "Souris River Telephone Cooperative, a Mutual Aid Corporation". Effective October 16, 1990 it became "Souris River Telecommunications Cooperative".

Please change any records you may have on our company to reflect the above mentioned name change.

Sincerely,

Warren L. Hight
General Manager



STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

**Souris River Telephone Mutual Aid
Cooperative
Deregulation - Non-essential Services
Application**

Case No. PU-430-89-388

FINDINGS OF FACT, CONCLUSIONS OF LAW AND ORDER

April 17, 1989

Appearances

Commissioners: Dale V. Sandstrom, Bruce Hagen and Leo M. Reinbold.

Jan M. Seby, Attorney at Law, P. O. Box 1000, Minot, North Dakota 58702, representing Souris River Telephone Mutual Aid Cooperative.

Daniel S. Kuntz, Attorney at Law, P. O. Box 1695, Bismarck, North Dakota 58502, representing Northern States Power Company.

William P. Heaston, General Counsel, US WEST Communications, 1314 Douglas-on-the-Mall, Omaha, Nebraska 68102, representing US WEST Communications.

Illona A. Jeffcoat-Sacco, Commerce Counsel, Public Service Commission, State Capitol, Bismarck, North Dakota 58505-0165.

Robert W. Senger, Public Service Commission, State Capitol, Bismarck, North Dakota 58505-0165, as Hearing Examiner.

Preliminary Statement

On September 12, 1989, Souris River Telephone Mutual Aid Cooperative (Souris River) filed an application with the Public Service Commission to deregulate its provision of non-essential telecommunications services throughout the state of North Dakota or in the alternative, for a certificate of public convenience and necessity to provide nonessential telecommunications services throughout the state.

On October 10, 1989, the Commission issued a notice of hearing setting the hearing for January 10, 1990, and setting filing dates for interventions and testimony. On November 6, 1989, a request for continuance of hearing and filing dates was submitted and on November 7, 1989, an order granting request for continuance was issued.

On November 6, 1989, Northwestern Bell Telephone Company, Inc. dba U S WEST Communications (USWC) petitioned for leave to intervene and on November 13, 1989, the Commission received a petition to intervene from Northern States Power Company (NSP). Both petitions were granted on December 5, 1989.

On November 14, 1989, Souris River filed an amended application. Its purpose was to add "private line" to those services Souris River proposed to deregulate (or provide via certificate). This was done because Souris River saw an ambiguity in the law, making it unclear whether "private line" is or is not nonessential under N.D.C.C. chapter 49-21.

The Commission determined private line, by law, is nonessential under N.D.C.C. chapter 49-21 and amendment of the application was unnecessary. On December 5, 1989, the Commission issued an order dismissing the amended application.

On December 5, 1989, the Commission issued a notice of rescheduled hearing setting the hearing in this matter for February 5, 1990. The hearing was held as scheduled.

At the hearing Souris River requested that the Commission take judicial notice of the records of Public Service Commission Cases Nos. 10,673, 10,823, and PU-418-88-351/PU-420-88-352. Several parties objected to this request on relevance grounds. Commission staff objected to incorporation of the full records, but requested that Dr. Dobesh's and Dr. Allesio's prefiled testimony in Case No. 10,823 be incorporated into the instant record because that testimony was attached as exhibits to prefiled testimony here.

We recognize, through administrative notice, the orders in our Case Nos. 10,673, 10,823, and PU-418-88-351/PU-420-88-352 as follows:

- PU-418-88-351/PU-420-88-352: Order dated December 13, 1988.
- 10,823: findings of fact, conclusions of law and order dated May 12, 1987; supplemental findings of fact, conclusions of law and order dated May 9, 1988.
- 10,673: findings of fact, conclusions of law and order dated October 7, 1986; order granting limited certification dated December 30, 1986; notice of reopening and hearing dated January 27, 1987; first supplemental order dated April 14, 1987.

However, the records of those cases should not be administratively noticed. Due process requires that the records of those cases, except for the prefiled testimony of Dr. Allesio and Dr. Dobesh, not be incorporated here.

Having reviewed the record in this case, the Commission makes the following:

Findings of Fact

1. Souris River Telephone Mutual Aid Cooperative is a mutual aid cooperative organized under North Dakota law. Souris River is a public utility engaged in the business of furnishing telecommunications services, subject to the jurisdiction of the Public Service Commission.

2. The area served by Souris River is in north central North Dakota surrounding, but not including, Minot, North Dakota. Services are provided to 11,469 access lines in 24 local exchange areas.

3. Souris River is financed by loans from the United States Government. The cooperative's assets have a book value of approximately \$30 million with equity of about 54 percent.

4. N.D.C.C §49-21-02.1 reads in part:

49-21-02.1. Authority to exempt from regulation.

1. The Commission must exempt a telecommunications service, a telecommunications company, or a transaction by a telecommunications company from one or more of the provisions of this title when the commission determines that the application of such provisions are not necessary to carry out the telecommunications policy of section 49-21-02; and either of the following apply:

- a. The transaction or service is of limited scope.
- b. The application of a provision of this title is not needed to protect subscribers because the service, company, or transaction is subject to a sufficiently competitive market.

2. In determining if a telecommunications service, company, or transaction is subject to a sufficiently competitive market, the commission may consider the following:

- a. The extent to which competing telecommunications services are available from providers in the relevant market.
- b. The ability of such providers to make competing telecommunications services which are functionally equivalent or substitutable and reasonably available at comparable prices, terms, quality, and conditions.
- c. The behavior of the market, including the market share, the impact of potential competition, and other factors which cause a company to behave competitively.

5. Souris River originally requested authority to expand its services to offer nonessential telecommunications services throughout North Dakota,

with the exception of areas franchised or certified to other companies. Souris originally applied for exemption from the provisions of N.D.C.C. Title 49 requiring a certificate of public convenience and necessity, or in the alternative, asked the Commission to grant a certificate of public convenience and necessity. In its testimony, (prefiled rebuttal testimony of Warren Hight, p 2; transcript pp 10-11) Souris River narrowed the scope of its application to offer only long distance (interexchange) private line services throughout North Dakota. Also in its testimony Souris River indicated it may need to construct facilities to provide state-wide long distance private line services.

6. The record reflects that Souris River specifically requests exemption from those portions of N.D.C.C. Title 49 which require a certificate of public convenience and necessity before Souris River can construct facilities to provide and provide long distance private line services, and the statutory provisions which concern rate regulation.

7. AT&T Communications is a major provider of interLATA long distance services, offering substitutable private line services at comparable rates, terms, quality and conditions.

8. USWC is a major provider of intraLATA long distance services and offers substitutable private line services at comparable rates, terms, quality and conditions.

9. Souris River intends to challenge the current dominant long distance providers, AT&T and USWC, in the provision of long distance private line services in North Dakota.

10. The long distance private line services provided by AT&T and USWC are functionally equivalent and readily substitutable for the services Souris River intends to provide.

11. If Souris River does not provide the services at the most economic and reasonable cost, the customer can consider alternative providers. In its provision of the services Souris River will be subject to actual competition with real choices for consumers.

12. When an applicant requests deregulation or exemption for a service the Commission will ask if the service the applicant proposes for exemption is subject to a sufficiently competitive market. In other words, what is, or will be, the effect of the applicant's provision of the service on market price? Are the long distance private line services proposed by Souris River subject to a sufficiently competitive market? What will be the effect of Souris River's provision of long distance private line services on market prices?

13. This same test will be applied to each exemption request. Although the intervenors here argued that once the test is applied to Souris River, the outcome should apply to all providers of the service, this is not the law.

The law imposes the test on the service any particular applicant proposes to deregulate.

14. Influence on the market price is the key criteria we will use to determine if a sufficiently competitive market exists. When a market is highly competitive, no single buyer or seller can manipulate the price a particular firm charges in sufficient degree to cause a significant change in the market-wide price. Under ideal conditions, the absence of influence on the market price indicates that firms in the market are supplying the product or service at minimum cost. "Sufficiently competitive" implies "sufficiently uninfluenced market price". Influence on the market price can be determined by looking at short and long run economic costs, economies of scale, economies of scope, total market demand and barriers to entry.

15. These factors were adopted by this Commission in Case No. 10,823 as factors to consider when determining if a market was subject to effective competition. "Effective competition" was the statutory deregulation standard in effect at the time Case No. 10,823 was filed. The current statutory standard for deregulation is "sufficiently competitive market". The standard of "sufficiently competitive market" differs from the standard "effective competition" only as a matter of degree of influence on market price.

16. Presently, Souris River has interexchange private line facilities providing interactive video service in Souris River's service areas which also includes interactive video service to a USWC exchange. This long distance private line facility and service was authorized for a two year period by the Commission in its order dated January 9, 1990, in Case No. PU-430-89-389/PU-415-89-391. Souris River would like the authority to provide this service to other customers state-wide.

17. N.D.C.C. §49-21-02 states:

49-21-02. Telecommunications companies - common carriers - public policy. All persons providing telecommunications service within this state shall be common carriers and are hereby declared to be affected with a public interest and subject to regulation and general supervision by the commission. Among the purposes to be served by such regulation and supervision are:

1. To make available to all people of this state modern and efficient telecommunications services at the most economic and reasonable cost.
2. To allow the development of competitive markets for telecommunications services where such competition does not unreasonably distract from the efficient provision of telecommunications services to the public, and to lessen

regulation in whole or in part of those telecommunications services which become subject to effective competition.

3. To establish and maintain reasonable charges for telecommunications services without unreasonable discrimination, or unfair or destructive competitive practices.
4. To ensure that regulated charges do not include the costs of unregulated activities.
5. To encourage the establishment and maintenance of a strong telecommunications industry.

18. Neither authorization under a certificate of public convenience and necessity nor rate regulation of Souris River's long distance private line services is necessary to carry out the state's telecommunications policy in N.D.C.C. §49-21-02. Competition should produce the most economic and reasonable cost for these services. The proposal enhances competition and does not unreasonably distract from the efficient provision of telecommunications services to the public.

19. The law requires that regulated services not subsidize unregulated services and in this way the law protects Souris River's customers from the risk Souris River intends to undertake.

20. The main focus of the intervenors' positions is that the Commission should require Souris River to purchase special access from the local exchange companies in any exchange in which Souris River provides long distance private line services. In other words, the intervenors ask us to prohibit Souris River from bypassing the local exchange companies. Souris River testified that it has no intention of bypassing local exchange companies if purchasing special access from the local exchange companies is the most efficient means of providing the services. If, however, bypassing the local exchange company is the most efficient course for Souris River in a particular circumstance, then Souris River should have the ability to do so. This choice should be left to company management, but we encourage all companies to work together to provide the most efficient and economic telecommunications network possible.

From the foregoing findings of fact, the Commission makes the following:

Conclusions of Law

1. The Public Service Commission has jurisdiction over this matter.
2. Souris River's intended provision of long distance private line services is subject to a sufficiently competitive market.

3. Application of the certificate of public convenience and necessity requirements of N.D.C.C. chapter 49-03.1 to Souris River's intended construction of facilities to provide and provision of long distance private line services throughout the state of North Dakota is not necessary to protect subscribers because the services are subject to a sufficiently competitive market.
4. Application of the rate regulation provisions of N.D.C.C. Title 49 to long distance private line services to be furnished by Souris River throughout the state of North Dakota is not necessary to protect subscribers because the services are subject to a sufficiently competitive market.
5. Application of the certificate of public convenience and necessity requirements of N.D.C.C. chapter 49-03.1 to Souris River's intended construction of facilities to provide and provision of long distance private line services throughout the state of North Dakota is not necessary to carry out the telecommunications policy of N.D.C.C. §49-21-02.
6. Application of the rate regulation provisions of N.D.C.C. Title 49 to long distance private line services to be furnished by Souris River throughout the state of North Dakota is not necessary to carry out the telecommunications policy of N.D.C.C. §49-21-02.

From the foregoing findings of fact and conclusions of law, the Commission issues the following:

Order

The Commission orders:

1. The application of Souris River to exempt its construction of facilities for the purpose of providing, and its provision of, state-wide long distance private line services from N.D.C.C. Chapter 49-03.1, which requires certificates of public convenience and necessity, is granted.
2. The application of Souris River to exempt its state-wide provision of long distance private line services from the provisions of N.D.C.C. Title 49 which concern rate regulation, is granted.
3. Souris River shall file tariffs consistent with this order.
4. The exemption will be effective when the tariffs are approved, subject to reconsideration in Public Service Commission Case No. 2320-90-183, concerning cross-subsidization.

PUBLIC SERVICE COMMISSION


Dale V. Sandstrom, President


Bruce Hagen, Commissioner


Leo M. Reinbold, Commissioner

Attest:


Janet A. Elkin, Secretary

890388

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

In the Matter of the Joint Application of the Souris)
 River Telephone Mutual Aid Corporation and Northwestern)
 Bell Telephone Company for authority to buy and sell)
 the Butte and Granville telephone exchanges; for Souris)
 to discontinue the Kief and Kongsberg exchanges, con-)
 solidating the service areas into a single exchange to)
 be known as Butte and to be located in the City of)
 Butte, North Dakota; to discontinue the Granville ex-)
 change, consolidating that service area into the Deering,)
 North Dakota, exchange; and for a Certificate of Public)
 Convenience and Necessity for the enlarged exchange)
 areas at Butte and Deering; and for the toll telephone)
 facilities to be jointly provided to the exchange in the)
 City of Butte, North Dakota, for the joint provision of)
 Extended Area Service Butte to Drake and Butte to Velva.)

CASE NO. 8277

ORDER GRANTING APPLICATION

On July 12, 1971, the Souris River Telephone Mutual Aid Corpora-
 tion, hereinafter referred to sometimes as Souris, and the Northwestern Bell
 Telephone Company, hereinafter referred to sometimes as Northwestern, filed
 a Joint Application requesting authority as set forth in the title of this
 Order.

On July 23, 1971, this Commission issued its Notice of Opportunity
 for Hearing wherein all interested parties were given opportunity to file
 their objections or requests for hearing in this matter on or before August
 13, 1971. This deadline has passed and only one objection was received.
 The Commission has considered this objection in rendering their decision
 herein.

NOW, THEREFORE, IT APPEARING that Souris is a public utility op-
 erating a telephone system in the State of North Dakota and as part of that
 system they provide local exchange service in the Deering, Kief and Kongsberg
 areas, all in North Dakota, and likewise that Northwestern is a public utility
 operating a telephone system in the State of North Dakota and as part thereof
 they provide local exchange service in the Butte and Granville, North Dakota,
 areas, and in addition, they provide toll service in many areas of the State
 of North Dakota part of which is toll service over open wire toll lines to
 the Butte exchange, and

IT FURTHER APPEARING that the Applicants, Northwestern and Souris,
 have agreed to sell and buy, respectively, the local exchange properties
 located at Butte and Granville and that as part of said agreement, Souris
 proposes to discontinue the operation of its telephone exchanges at Kief and
 Kongsberg combining the systems presently operated from these exchanges

with the existing exchange at Butte whereat they will construct and install central office and other equipment necessary to provide buried one-party service to all subscribers of all three existing exchange areas and that provision of such service will then result in calling without toll charge between all three of these exchanges and, in addition, the Applicants propose to jointly provide toll-free calling between the resulting Butte exchange and the Northwestern exchanges located at Drake and Velva, North Dakota, and

IT FURTHER APPEARING that Souris proposes to discontinue the operation of the Granville exchange and to consolidate the service area of this exchange with the existing service area of the Deering exchange and to install the necessary equipment to provide buried one-party service with toll-free calling to the Minot exchange, and that this will also result in toll-free calling between the subscribers of the present Deering and Granville exchanges, and

IT FURTHER APPEARING that the Applicants propose to jointly construct a buried toll cable and associated toll terminal equipment between the exchanges located at Velva and Butte, North Dakota, and to use said cable in the provision of toll message service to and between these exchanges, and

IT FURTHER APPEARING that Souris, in connection with their take over of the Granville exchange, proposes to take over the service areas of four farmer-owned switcher companies presently serving 31 member-subscribers and that this proposition is in response to a petition from member-subscribers of said companies asking Souris to take over their service areas and indicating their desire to abandon and dismantle their own telephone facilities, and

IT FURTHER APPEARING that the joint proposals will generally result in improved exchange and toll telephone service to the affected customers in the exchanges involved in this proceeding and that the proposed storm-proof facilities will reduce the possibilities of service outages due to weather, and

IT FURTHER APPEARING that the proposals made herein are legal and in the public interests

NOW, THEREFORE, IT IS HEREBY ORDERED:

1. That Northwestern be and hereby is authorized to sell and Souris be and hereby is authorized to buy all of the plant and system owned by Northwestern and used to provide local exchange telephone service in the exchanges at Butte and Granville, North Dakota;

2. That Souris be and hereby is authorized to construct and operate a communications system within the area designated on exhibits accompanying the joint application as service area of the Granville and Butte exchanges of Northwestern Bell Telephone Company and accordingly hereby is issued a Certificate of Public Convenience and Necessity as evidence of said authority;

3. That Souris be and hereby is authorized to discontinue the exchange at Granville and to consolidate the Granville service area with that of the existing Souris exchange located at Deering;

4. That Souris be and hereby is authorized to discontinue their existing local exchanges at Kief and Kongsberg and to consolidate the exchange areas relating thereto with the service area of the Butte exchange with the entire area being served from the Butte exchange;

5. That Northwestern be and hereby is authorized to abandon its present open wire toll facilities used in providing toll telephone service to the existing Butte exchange and that both Northwestern and Souris be and hereby are authorized to jointly construct a buried toll cable, with associated toll terminal equipment, between the cities of Velva and Butte, North Dakota, with points of connection between the jointly owned toll facilities as shown in the exhibits accompanying the application.

6. That Souris and Northwestern be and hereby are authorized to provide extended area service from Butte to Velva and from Butte to Drake, North Dakota, and

IT IS FURTHER ORDERED that the authorized service area covered by the Certificate of Public Convenience and Necessity issued herein shall include all of the service area presently served by the Egg Creek Farmers Telephone Company, Farmers Telephone Company of Saline Township, Kottke Valley Telephone Company and the United Farmers Telephone Company, all of Glenburn, North Dakota, and all with service areas located in the Glenburn exchange, and

IT IS FURTHER ORDERED that in the event that Souris acquires the Granville and Butte properties prior to completion of its exchange consolidations and service improvements, the legal rates in effect at that time for

a comparable size exchange of Northwestern Bell Telephone Company shall apply, and

IT IS FURTHER ORDERED that the Souris company shall notify this Commission by Certified Mail upon completion of the exchange consolidation and application of their system rates for the resulting service.

Dated at Bismarck, North Dakota this 9th day of September, 1971.

(S E A L)

PUBLIC SERVICE COMMISSION:

s/s _____
RICHARD A. ELKIN, President

s/s _____
BEN J. WOLF, Commissioner

s/s _____
BRUCE HAGEN, Commissioner

ATTEST:



Secretary

SEARCH OF RECORDS REPORT

April 26, 1990

SOURIS RIVER TELEPHONE MUTUAL AID COOPERATIVE
3615 N BROADWAY
P O BOX 2027
MINOT, ND 58702-2027

The following is the base data on file in the Office of the Secretary of State on SOURIS RIVER TELEPHONE MUTUAL AID COOPERATIVE

Entity Type: MUTUAL AID CORPORATION

State of Organization: ND

Current Status: Active

Status Date: 10/19/51

Last Annual Report Filed: 04/17/89

Last Annual Report Year: 89

Registered Agent:
Address:

Class:

Number of Shares:

Par:

For Reference: Darcy Schlosser
Clerk

701-224-4283
Phone

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 388

THIS IS TO CERTIFY That public convenience and necessity require, and permission is hereby granted for the _____
Construction and operation _____ of telephone
facilities / in parts of Bottineau, McHenry, McLean, Mountrail, Renville, Sheridan and
~~phonographic~~ Ward Counties _____ North Dakota,
by Souris River Telephone Mutual Aid Corporation. This certificate is issued in accordance with the report and
order of this Commission, dated March 18, 1957 in Case No. 5540 and is subject to the
conditions and limitations noted thereon.

CONDITIONS: This certificate is conditioned upon the said Souris River Telephone Mutual Aid Corporation
securing the consent, franchise, permit, ordinance, or other authority of the proper municipal or other public authority for
the exercise of the rights and privileges granted herein.

Dated at Bismarck, North Dakota, this 18th

day of March 1957

ATTEST:

Shur Olson
Secretary

PUBLIC SERVICE COMMISSION:

By Monte Vahl
Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

In the Matter of the Application of)
Souris River Telephone Mutual Aid)
Corporation, of Velva, North Dakota;)
(1) For a certificate of public con-)
venience and necessity to construct)
and operate telephone facilities; and,)
(2) For authority to purchase certain)
existing telephone properties.)

CASE NO. 5540

FINDINGS OF FACT,
CONCLUSIONS AND ORDER

By the Commission:

On December 31, 1956, Souris River Telephone Mutual Aid Corporation, of Velva, North Dakota, filed an application with the Public Service Commission: (1) For a certificate of public convenience and necessity to construct and operate telephone facilities in the Counties of Bottineau, McHenry, Mountrail, Pierce, Renville, Sheridan, Ward and Wells in the State of North Dakota; and (2) For authority to purchase certain existing telephone properties.

The application was set for public hearing at Minot, North Dakota, on January 23, 1957; all interested parties were notified of said hearing in the manner provided by law; the hearing was duly held before Commissioner Martin Vaaler, and the following appearances were entered:

ROY ILVEDSON, Attorney, Minot, North Dakota, appearing for applicant.

JOSEPH McINTEE, Attorney, Towner, North Dakota, appearing for McHenry County Board of County Commissioners, City of Towner, Association of Commerce of Towner, and Newport School District, protestants.

EMIL E. ANDERSON, Upham, North Dakota, appearing for City of Upham, and Upham Commercial Club, Upham, North Dakota.

CLARENCE E. BRYANT, Chief Engineer, North Dakota Public Service Commission, Bismarck, North Dakota.

FINDINGS OF FACT

Upon consideration of the evidence of record in this proceeding the Commission finds that:

- (1) Applicant, Souris River Telephone Mutual Aid Corporation, is a non-profit membership corporation organized and existing under the laws of the State of North Dakota. The Company now owns and operates telephone exchanges at Sherwood, Tolley, Mohall, Westhope, Maxbass, Towner, Bantry, Martin, Lansford, Carpio, Berthold and DesLacs, North Dakota, serving approximately 2,400 subscribers.

- (2) Applicant proposes herein to establish new dial telephone exchanges at Antler, Karlsruhe, Voltaire, Kiéf and South Prairie, North Dakota; to convert its existing manual exchanges to dial operation; and to improve and expand rural telephone facilities in its service area. The proposed construction and expansion program will bring telephone service to an estimated 1625 prospective subscribers now without telephone service. The proposed service areas are located in the Counties of Bottineau, McHenry, McLean, Mountrail, Renville, Sheridan and Ward in North Dakota, and are shown outlined in red on the two maps identified as Exhibits Nos. 9 and 10 in this proceeding. New telephone facilities to be constructed by Applicant will not duplicate any existing telephone lines or facilities or interfere with the service or system of any other telephone company.
- (3) Applicant also has entered into agreements to purchase existing telephone properties now owned by the following companies: Lone Star Rural Telephone Cooperative Association, Glenburn, North Dakota; Bantry Community Exchange, Bantry, North Dakota; Landa Telephone Company, Landa, North Dakota; Upham Telephone Company, Upham, North Dakota; Grovers Farmers Line, Tolley, North Dakota; German Telephone Company, Harvey, North Dakota; Farmer's Pioneer Telephone Company, Sherwood, North Dakota; and Whitney Farmers Telephone Company, Sherwood, North Dakota. Said companies now serve 778 subscribers, and are located within Applicant's proposed service areas. The telephone systems to be purchased are manual magneto systems. It is Applicant's plan to convert the acquired systems to dial operation and to improve and expand rural telephone facilities in the areas now served by said companies.
- (4) Estimated cost of the construction, modernization and expansion program herein described is \$2,465,000. Funds for that purpose will be obtained from subscribers' membership fees and from a loan from the Rural Electrification Administration. Applicant has employed engineers experienced in the field of telephony to furnish plans and specifications for the proposed telephone facilities and to supervise the construction thereof.

CONCLUSIONS

Upon consideration of the foregoing findings of fact the Commission concludes:

- (1) That present and future public convenience and necessity require construction and operation of the proposed telephone facilities; and, (2) That authorization to acquire the existing telephone properties herein described is consistent with the public interest.

ORDER

NOW, THEREFORE, IT IS ORDERED that Souris River Telephone Mutual Aid Corporation, of Velva, North Dakota, be and hereby is issued a certificate of public convenience and necessity to construct and operate telephone facilities in the areas in the Counties of Bottineau, McHenry, McLean, Mountrail, Renville, Sheridan and Ward in North Dakota, shown outlined in red on the two maps identified as Exhibits Nos. 9 and 10 in this proceeding, excluding such territories or areas therein

served by existing unacquired or unabandoned telephone companies or systems.

IT IS FURTHER ORDERED that said certificate shall not preclude the issuance of certificates of public convenience and necessity to non-profit cooperative corporations or associations for construction and operation of rural telephone lines in the above described territory if, after due notice and hearing, it appears that the issuance of said certificates is consistent with the public interest.

IT IS FURTHER ORDERED that Souris River Telephone Mutual Aid Corporation be and hereby is authorized to purchase existing telephone properties now owned by the following companies:

<u>NAME OF COMPANY</u>	<u>ADDRESS</u>
Lone Star Rural Telephone Cooperative Association	Glenburn, North Dakota
Bantry Community Exchange	Bantry, North Dakota
Landa Telephone Company	Landa, North Dakota
Upham Telephone Company	Upham, North Dakota
Grovers Farmers Line	Tolley, North Dakota
German Telephone Company	Harvey, North Dakota
Farmers Pioneer Telephone Company	Sherwood, North Dakota
Whitney Farmers Telephone Company	Sherwood, North Dakota

Dated at Bismarck, North Dakota, this 18th day of March, 1957.

BY THE COMMISSION:

ERNEST D. NELSON
President

(S E A L)

ANSON J. ANDERSON
Commissioner

MARTIN VAALER
Commissioner

ATTEST:

Edmur Olson
Secretary

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 3453

This is to certify that public convenience and necessity require, and permission is granted for Minot Telephone Company, a telecommunications public utility, to provide telecommunications service inside the Minot local exchange area in Minot, North Dakota.

This certificate is issued in accordance with the Order of this Commission dated March 23, 1994, in Case No. PU-156-94-11, and is subject to the conditions and limitations noted in the Order.

This certificate is conditioned upon Minot Telephone Company securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

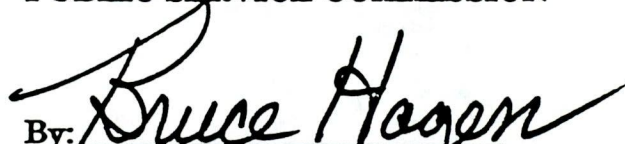
This certificate replaces Certificate Number 3417 issued on January 31, 1991.

Bismarck, North Dakota, March 23, 1994.

ATTEST:


Executive Secretary

PUBLIC SERVICE COMMISSION

By: 
Commissioner

*Cancelled
3-23-94
New one issued #3453*

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 3417

This is to certify that public convenience and necessity require, and permission is granted for Minot Telephone Company, a telecommunications public utility, to provide telecommunications service inside the Minot local exchange area in Minot, North Dakota.

This certificate is issued in accordance with the Order of this Commission dated January 22, 1991, in Case Nos. PU-400-90-284 and PU-156-90-355, and is subject to the conditions and limitations noted in the Order.

This certificate is conditioned upon Minot Telephone Company 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, January 31, 1991.

ATTEST:

Janet Elkin
Secretary

PUBLIC SERVICE COMMISSION

By: *Bruce Hagen*
Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Corrected Second Reissued Certificate Number 2902B

This is to certify that public convenience and necessity require, and permission is granted for Minot Telephone Company, a telecommunications public utility, to operate as a Radio Common Carrier providing mobile radio services (with the exception of the 152.03 MHz channel on station WQZ964) in Minot, North Dakota and the surrounding area.

This certificate is issued in accordance with the Order of this Commission dated January 22, 1991, in Case Nos. PU-400-90-284 and PU-156-90-355, and is subject to the conditions and limitations noted in the Order.

This certificate is conditioned upon Minot Telephone Company 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 29, 1991.

ATTEST:



Executive Secretary

PUBLIC SERVICE COMMISSION

By: 

Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Second Reissued Certificate Number 3042

This is to certify that public convenience and necessity require, and permission is granted for Minot Telephone Company, a telecommunications public utility, to operate as a Radio Common Carrier providing radio paging services in Minot, North Dakota and the surrounding area.

This certificate is issued in accordance with the Order of this Commission dated January 22, 1991, in Case Nos. PU-400-90-284 and PU-156-90-355, and is subject to the conditions and limitations noted in the Order.

This certificate is conditioned upon Minot Telephone Company 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, January 31, 1991.

ATTEST:


Secretary

PUBLIC SERVICE COMMISSION

By: 
Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Second Reissued Certificate Number 2902B

This is to certify that public convenience and necessity require, and permission is granted for Minot Telephone Company, a telecommunications public utility, to operate as a Radio Common Carrier providing radio paging services (with the exception of the 152.03 MHz channel on station WQZ964) in Minot, North Dakota and the surrounding area.

This certificate is issued in accordance with the Order of this Commission dated January 22, 1991, in Case Nos. PU-400-90-284 and PU-156-90-355, and is subject to the conditions and limitations noted in the Order.

This certificate is conditioned upon Minot Telephone Company 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, January 31, 1991.

ATTEST:


Secretary

PUBLIC SERVICE COMMISSION

By: 
Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 3453

This is to certify that public convenience and necessity require, and permission is granted for SRT Communications, Inc., a telecommunications public utility, to provide telecommunications service inside the Minot local exchange area in Minot, North Dakota.

This certificate is issued in Case No. PU-156-95-589, and is subject to the conditions and limitations noted in the Order dated March 23, 1994, in Case No. PU-156-94-11.

This certificate is conditioned upon SRT Communications, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

*This certificate replaces Certificate Number 3453 issued on March 23, 1994.
Bismarck, North Dakota, October 5, 1994.*

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Third Reissued Certificate Number 2902B

This is to certify that public convenience and necessity require, and permission is granted for SRT Communications, Inc., a telecommunications public utility, to operate as a Radio Common Carrier providing radio paging services (with the exception of the 152.03 MHz channel on station WQZ964) in Minot, North Dakota and the surrounding area.

This certificate is issued in Case No. PU-156-94-589 and is subject to the conditions and limitations noted in the Order of this Commission dated January 22, 1991, in Case Nos. PU-400-90-284 and PU-156-90-355.

This certificate is conditioned upon SRT Communications, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

This certificate replaces Corrected Second Reissued Certificate Number 2902B issued August 29, 1991.

Bismarck, North Dakota, October 5, 1994.

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Third Reissued Certificate Number 3042

This is to certify that public convenience and necessity require, and permission is granted for SRT Communications, Inc., a telecommunications public utility, to operate as a Radio Common Carrier providing radio paging services in Minot, North Dakota and the surrounding area.

This certificate is issued in Case No. PU-156-94-589 and is subject to the conditions and limitations noted in the Order of this Commission dated January 22, 1991, in Case Nos. PU-400-90-284 and PU-156-90-355.

This certificate is conditioned upon SRT Communications, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges.

This certificate replaces Second Reissued Certificate Number 3042 issued January 31, 1991.

Bismarck, North Dakota, October 5, 1994.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 364

This is to certify that public convenience and necessity require, and permission is granted for the construction and operation of a telephone plant or system in portions of the counties of Bottineau, McHenry, Mountrail, Pierce, Renville, Sheridan, Ward, and Wells, North Dakota by SRT Communications, Inc.

This certificate is issued in accordance with the report and order of this Commission dated November 3, 1999 in Case No. PU-2147-99-421 and is subject to the conditions and limitations noted thereon.

CONDITIONS: This certificate is conditioned upon SRT Communications, Inc. securing consent, franchise, permit, ordinance, or other authority of the proper municipal or other public authority for the exercise of the rights and privileges granted herein.

Bismarck, North Dakota, January 27, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 388

This is to certify that public convenience and necessity require, and permission is granted for the construction and operation of telephone facilities in parts of Bottineau, McHenry, Mountrail, Renville, Sheridan, and Ward Counties, North Dakota by SRT Communications, Inc.

This certificate is issued in accordance with the report and order of this Commission dated November 3, 1999 in Case No. PU-2147-99-421 and is subject to the conditions and limitations noted thereon.

CONDITIONS: This certificate is conditioned upon SRT Communications, Inc. securing consent, franchise, permit, ordinance, or other authority of the proper municipal or other public authority for the exercise of the rights and privileges granted herein.

Bismarck, North Dakota, January 27, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 464

This is to certify that public convenience and necessity require, and permission is granted for the construction and operation of telephone plant or system in Bottineau, and Rolette Counties and vicinity of Lake Metigoshe, North Dakota by SRT Communications, Inc.

This certificate is issued in accordance with the report and order of this Commission dated November 3, 1999 in Case No. PU-2147-99-421 and is subject to the conditions and limitations noted thereon.

CONDITIONS: This certificate is conditioned upon SRT Communications, Inc. securing consent, franchise, permit, ordinance, or other authority of the proper municipal or other public authority for the exercise of the rights and privileges granted herein.

Bismarck, North Dakota, January 27, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 732

This is to certify that public convenience and necessity require, and permission is granted for the construction and operation of telephone system in the areas adjacent to their Sawyer, North Dakota exchange and presently served by the Simcoe Farmers and North Prairie Telephone Companies, North Dakota by SRT Communications, Inc.

This certificate is issued in accordance with the report and order of this Commission dated November 3, 1999 in Case No. PU-2147-99-421 and is subject to the conditions and limitations noted thereon.

CONDITIONS: This certificate is conditioned upon SRT Communications, Inc. securing consent, franchise, permit, ordinance, or other authority of the proper municipal or other public authority for the exercise of the rights and privileges granted herein.

Bismarck, North Dakota, January 27, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 743

This is to certify that public convenience and necessity require, and permission is granted for the construction and operation of telephone plant or system to provide toll telephone service over a buried cable from the Mohall Repeater to Sherwood, Tolley and Mohall and from Glenburn and Lansford to the Minot Air Force by SRT Communications, Inc.

This certificate is issued in accordance with the report and order of this Commission dated November 3, 1999 in Case No. PU-2147-99-421 and is subject to the conditions and limitations noted thereon.

CONDITIONS: This certificate is conditioned upon SRT Communications, Inc. securing consent, franchise, permit, ordinance, or other authority of the proper municipal or other public authority for the exercise of the rights and privileges granted herein.

Bismarck, North Dakota, January 27, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

First Reissued Certificate Number 1559

This is to certify that public convenience and necessity require, and permission is granted for the authority for the construction and operation of a telephone plant or system in the exchanges of Butte and Granville, North Dakota by SRT Communications, Inc. The service area covered by this Certificate includes all of the area previously served from the Butte and Granville exchanges of Northwestern Bell Telephone company as shown in detail on Exhibit A as filed with the application.

This certificate is issued in accordance with the report and order of this Commission dated November 3, 1999 in Case No. PU-2147-99-421 and is subject to the conditions and limitations noted thereon.

CONDITIONS: This certificate is conditioned upon SRT Communications, Inc. securing consent, franchise, permit, ordinance, or other authority of the proper municipal or other public authority for the exercise of the rights and privileges granted herein.

Bismarck, North Dakota, January 27, 2000.

ATTEST:



Executive Secretary

PUBLIC SERVICE COMMISSION



Commissioner

Public Service Commission
STATE OF NORTH DAKOTA

Certificate of Registration

Certificate Number 844

This is to certify that SRT Communications, Inc. is registered to resell interexchange telecommunications services in North Dakota.

This certificate is issued in Case No. PU-2227-01-645 and is subject to the conditions and limitations noted in North Dakota Administrative Code, Section 69-09-05-04.

Bismarck, North Dakota, December 31, 2001.

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

Public Service Commission
STATE OF NORTH DAKOTA

Certificate of Registration

Certificate Number 822

This is to certify that SRT Communications, Inc., is registered as an intrastate operator service provider in North Dakota.

This certificate is issued in Case No. PU-2227-01-433 and is subject to the conditions and limitations noted in North Dakota Administrative Code, Section 69-09-05-04.

Bismarck, North Dakota, August 22, 2001

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Registration

Certificate Number 394

This is to certify that Souris River Telecommunications Cooperative is registered to provide statewide interexchange private line telecommunications services with facilities in North Dakota.

This certificate is issued in Case No. PU-430-89-388, and is subject to the conditions and limitations noted in the Order dated April 17, 1989.

Bismarck, North Dakota, December 31, 1996.

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 464

THIS IS TO CERTIFY That public convenience and necessity require, and permission is hereby granted for the _____
Construction and operation _____ of _____ a
Telephone _____ in Bottineau and Rolette Counties and
_____ plant or system at vicinity of Lake Metigoshe, _____ North Dakota,
by Souris River Telephone Mutual Aid Corporation This certificate is issued in accordance with the report and
order of this Commission, dated August 26, 1963 in Case No. 6357 and is subject to the
conditions and limitations noted thereon.

CONDITIONS: This certificate is conditioned upon the said Souris River Telephone Mutual Aid Corporation
securing the consent, franchise, permit, ordinance, or other authority of the proper municipal or other public authority for
the exercise of the rights and privileges granted herein.

Dated at Bismarck, North Dakota, this 26th
day of August, 19 63

ATTEST:

Elmer Olson
Secretary.

PUBLIC SERVICE COMMISSION:

By Bow J. Waef
Commissioner.

EXECUTED IN DUPLICATE

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

In the Matter of the Application of Souris River Telephone Mutual Aid Corporation of Minot, North Dakota, for authority: (1) to borrow loan funds in an amount not in excess of \$1,130,000.00 from the United States of America; (2) for a Certificate of Public Convenience and Necessity to construct and operate a telephone system in the counties of Rolette and Bottineau and in the vicinity of Lake Metigoshe; and (3) to establish a schedule of rates and charges for the provision of telephone service in this area.

CASE NO. 6357

FINDINGS OF FACT, CONCLUSIONS AND ORDER

BY THE COMMISSION:

On June 25, 1963, the Souris River Telephone Mutual Aid Corporation of Minot, North Dakota, hereinafter called the "Applicant," filed an application with this Commission wherein they requested authority as indicated in the Title of this Order.

The Application was set for public hearing at Bottineau, North Dakota, on July 18, 1963, at 10.00 A.M. and all interested parties were notified of said hearing in the manner provided by law. The hearing was duly held, as scheduled, before Commissioners Ben J. Wolf and Bruce Hagen with Commissioner Ben J. Wolf, presiding, and the following appearances were entered:

MARK F. PURDY, Attorney, Box 1000, Minot, North Dakota, appearing for Souris River Telephone Mutual Aid Corporation, Applicant.

WALLACE OWEN, State Capitol, Bismarck, North Dakota, appearing as Chief Engineer, North Dakota Public Service Commission.

Appearing as witnesses in support of the application by Souris River Telephone Mutual Aid Corporation were John Campbell, Director and Secretary-Treasurer of the Applicant, Souris River Telephone Mutual Aid Corporation; Paul Froemming, Manager of said Souris River Telephone Mutual Aid Corporation; and Ingwald Rosendahl, Director of Souris River Telephone Mutual Aid Corporation.

No protestants appeared and no protests were received by the Commission.

FINDINGS OF FACT

Upon consideration of all relevant evidence of record in this proceeding, the Commission finds that:

I.

The Applicant, Souris River Telephone Mutual Aid Corporation, is a non-profit membership corporation organized and existing under the laws of the State of North Dakota, and owns and operates twenty-five telephone exchanges at Antler, Bantry, Berthold, Carpio, Des Lacs, Donnybrook, Glenburn, Karlsruhe, Kief, Kongsberg, Lansford, Landa, Martin, Maxbass, Minot Air Force Base Housing, Mohall, Newburg, Sawyer, Sherwood, South Prairie, Tolley, Towner, Upham, and Westhope, and serving approximately 6,050 subscribers.

II.

The Applicant, Souris River Telephone Mutual Aid Corporation, proposes to borrow from the United States of America, acting through the Rural Electrification Administration, funds in the amount of \$1,130,000.00 for the purpose of financing the construction of additional facilities. Said facilities will be constructed to establish the Lake Metigoshe Exchange which will be located in the general vicinity of Lake Metigoshe and embracing areas in both Bottineau and Rolette counties and will enable the Applicant to extend service to approximately 229 subscribers as was more fully shown on Applicant's Exhibit No. 4. In addition, facilities will be constructed for the purpose of providing service and amplifying service to additional United States Air Force Military Installations, including Minute Man Missile Sites.

III

The Applicant proposes, as an implementation to the borrowing of such funds, to enter into and to execute with the United States of America, acting through the Rural Electrification Administration, an amendment to the Loan Contract presently existing between the Applicant and the United States of America, a supplemental mortgage between the Applicant and the United States of America, and a mortgage note between the Applicant and the United States of America as was more fully shown on Applicant's Exhibits No. 1, No. 2, and No. 3 of this proceeding.

IV

The proposed loan of \$1,130,000.00 is in addition to prior loans of \$12,210,000.00 heretofore approved by the Public Service Commission. The loan funds will be advanced to Applicant from time to time as required, and upon such terms and conditions as was shown in Exhibits No. 1, No. 2, and No. 3 hereinbefore mentioned. The note (Exhibit No. 1) will be secured by a mortgage

(Exhibit No. 3) on all of the assets of the Applicant now owned or hereafter acquired.

V

The proposed service area of the Lake Metigoshe Exchange is presently served by two small exchange companies, the Turtle Mountain Farmers Telephone Company, which operates a rural exchange serving the area around Lake Metigoshe, and the Mountain Home Telephone Company, which operates an exchange serving the Village of Kelvin and surrounding rural area. Although they both were sent official Notices of the Hearing, neither company was represented at the hearing, however, the Applicant presented copies of petitions which purported to show signatures of most of the owners and subscribers of the two companies and which indicated that those signers were dissatisfied with the service available from their respective companies and desired that the Applicant proceed to provide them with service. The Commission has had informal contacts with both companies wherein they indicated their desire to abandon their systems upon the availability of other service.

VI

The Applicant proposes to establish rates and charges for the furnishing of dial telephone service in the Lake Metigoshe Exchange according to the rate schedule presently on file with the Public Service Commission, such rates and charges to take effect on the first regular billing date subsequent to the completion of the telephone construction, rehabilitation and expansion program in the Metigoshe Exchange area. The proposed rate schedule is the Applicant's existing schedule group denoted as Group "D" and is part of the Applicant's Commission approved system rate schedule. Group "D" rates are applicable to exchanges having from 1201 to 2000 main station telephones accessible for calling on a toll-free basis. It is proposed that upon completion of the Applicant's expansion program, the Lake Metigoshe Exchange area will have Extended Area Service to the Bottineau and Dunseith Exchanges of the Northwestern Bell Telephone Company having respectively approximately 1200 and 225 main stations which, when combined with the estimated 229 stations of the Lake Metigoshe Exchange, will result in a total of 1654 stations accessible toll-free and will place the exchange well within the "D" rate group.

VII

The Applicant indicated that, in their opinion, the proposed rates were fair and reasonable and would not result in an excessive rate of return to the Cooperative.

VIII

The aforesaid Lake Metigoshe Exchange will not duplicate any existing telephone facilities or lines, or interfere with the service or system of any other telephone company and that the present and future public convenience and necessity require construction and operation of the proposed telephone system.

CONCLUSIONS

Upon consideration of the foregoing Findings of Fact, the Commission concludes:

I

That Applicant requires additional funds to finance construction and creation of the telephone facilities herein described and that it is in the public interest that they be secured.

II

That such funds are available on reasonable terms and conditions from the Rural Electrification Administration.

III

That the proposed Lake Metigoshe Exchange will not duplicate any existing telephone systems nor interfere with the operations of any other telephone system and that the present and future public convenience and necessity require the construction and operation of the proposed Lake Metigoshe Exchange.

IV

That there is a desirability and need of providing and amplifying service to additional United States Air Force Military Installations, including Minute Man Missile Sites as outlined in the record in this proceeding, and that to do so is in the public interest.

V

That the proposed rates and charges for the furnishing of telephone service in the Lake Metigoshe Exchange are not excessive or unreasonable and that the proposed rates for the furnishing of such telephone service to members and non-members is just and reasonable.

ORDER

NOW, THEREFORE, IT IS ORDERED that Souris River Telephone Mutual Aid Corporation of Minot, North Dakota, be and hereby is:

I

Authorized to borrow from the United States of America, acting through the Rural Electrification Administration, the sum of \$1,130,000.00 upon terms and conditions and for the purposes set forth herein, and to execute an amendment to the loan contract presently existing between the Applicant and the United States of America, and to execute a supplemental mortgage between the Applicant and the United States of America and a mortgage note or notes. Copies of the proposed documents were presented in evidence as Exhibits No. 1, No. 2 and No. 3 in these proceedings.

II

Granted a Certificate of Public Convenience and Necessity to construct and operate a dial telephone facility and exchange to be known as the Lake Metigoshe Exchange in the counties of Bottineau and Rolette, as shown outlined in red on the map identified as Applicant's Exhibit No. 4 in this proceedings, but excluding all areas therein served by existing unacquired or unabandoned telephone companies.

III

Authorized to apply Group "D" rates and charges, as found in the Applicant's previously approved system rate schedules and set forth below, for the furnishing of dial telephone service on the first regular billing date subsequent to the completion of the telephone construction, rehabilitation and expansion program in the Lake Metigoshe Exchange area, and that thereafter Applicant shall, in the event of a sufficient change in the number of telephone stations in said Lake Metigoshe Exchange area, reclassify such exchange or service area for billing purposes to the appropriate rate group on the next regular billing date following such change.

LOCAL EXCHANGE RATES (GROUP D) *

	<u>1-Party</u>	<u>2-Party</u>	<u>4-Party</u>	<u>Rural-Multiparty</u>	<u>Extensions</u>
Business	\$10.25	\$9.25	-	\$7.25	\$1.50
Residential	5.50	5.00	4.50	5.25	1.25

* Non-members pay an additional 25¢ per month for main station service.

IT IS FURTHER ORDERED that the Turtle Mountain Farmers Telephone Company of Bottineau and the Mountain Home Telephone Company of Dunseith be and hereby are authorized to abandon the operation of their telephone systems and the provision of telephone service in their respective service areas upon completion of the Applicant's proposed system and at whatever time service is commenced from said system.

Dated at Bismarck, North Dakota, this 26 day of August, 1963.

BY THE COMMISSION:

RICHARD J. THOMPSON
President

BRUCE HAGEN
Commissioner

BEN J. WOLF
Commissioner

(S E A L)

ATTEST:

Elmer Olson
Secretary

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate No. 388

THIS IS TO CERTIFY That public convenience and necessity require, and permission is hereby granted for the _____
Construction and operation _____ of telephone
facilities / in parts of Bottineau, McHenry, McLean, Mountrail, Renville, Sheridan and _____
plant or system at _____ Ward Counties _____ North Dakota,
by Souris River Telephone Mutual Aid Corporation

This certificate is issued in accordance with the report and
order of this Commission, dated March 18, 1957 in Case No. 5540 and is subject to the
conditions and limitations noted thereon.

CONDITIONS: This certificate is conditioned upon the said Souris River Telephone Mutual Aid Corporation
securing the consent, franchise, permit, ordinance, or other authority of the proper municipal or other public authority for
the exercise of the rights and privileges granted herein.

Dated at Bismarck, North Dakota, this 18th

day of March 1957

ATTEST:

Edna Olson

Secretary

CORSETT BROS., PRINT. N. D.

PUBLIC SERVICE COMMISSION:

By Walter Walker

Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

In the Matter of the Application of)
the Souris River Telephone Mutual)
Aid Corporation for a Fourth Supple-)
mental Order to extend the authority)
originally authorized in this case.)

CASE NO. 5540

FOURTH SUPPLEMENTAL ORDER

BY THE COMMISSION:

On August 21, 1965, the Souris River Telephone Mutual Aid Corporation, of Minot, North Dakota, filed an application for a Fourth Supplemental Order which would extend their authority held under Certificate of Convenience and Necessity No. 388, issued in the original proceeding of this case, to include an additional area located contiguous to the area presently certified to them, as specifically designated on Exhibit A which was submitted with this application.

Said area, located in McHenry County, North Dakota, includes part or all of the following sections:

Sections 1, 2, 3, 10, 11, 12, 13, 14, 15, 22, 23, 24, 26, 27, 34, and 35, all in Township 151 North, Range 78 West;

Sections 6, 7, and 18, all in Township 151 North, Range 77 West.

The area will be served from the Applicant's Kief exchange and it is their proposal to improve and extend rural telephone facilities in this area.

The Applicant stated that the proposed telephone facilities, in this area, would not duplicate any existing telephone facility or line, or interfere with the service or system of any other telephone company and that they believed that the present and future public convenience and necessity requires construction and operation of the proposed telephone system in this area.

The Applicant further stated that there were no Certificates of Convenience and Necessity held by any telephone company for this area and that the switcher company stockholders and subscribers in the area have requested the Applicant to serve them.

On August 25, 1965, the Public Service Commission of the State of North Dakota gave notice of opportunity for all interested parties to file objections with, or request a hearing before, the Commission on or before the 15th day of September, 1965. Said notice further provided that in the event that no objections or requests were received within the time specified the Commission could enter its Order granting the application.

IT APPEARING that this area either does not have any telephone service or that the service available is inadequate; and that no certificates of convenience and necessity to construct and operate telephone facilities in said areas are held by any other companies; and that the company operating in the area has agreed to abandon its facilities.

IT FURTHER APPEARING that the area is contiguous to that area now certified to and served by Souris River Telephone Mutual Aid Corporation under Certificate No. 388, previously issued in this case, and that said company is ready and willing to extend facilities to provide telephone service in said area.

NOW, THEREFORE, IT IS ORDERED that authority granted to the Souris River Telephone Mutual Aid Corporation under certificate of public convenience and necessity No. 388 be and hereby is extended to include the territory heretofore described and as indicated in detail by the red outlined area on the Applicant's Exhibit A accompanying the First Amended Fourth Supplemental Application.

IT IS FURTHER ORDERED that the rates and charges applicable to the Applicant's Kief exchange area be and hereby are authorized for application in the area addition authorized by this order.

IT IS FURTHER ORDERED that said certificate shall not preclude the issuance of certificates of public convenience and necessity to non-profit cooperative corporations or mutual associations for construction and operation of rural telephone line in the above described territories if, after due notice and hearing, it appears that the issuance of said certificates of public convenience and necessity is consistent with the public interest.

Dated at Bismarck, North Dakota, this 27th day of September, 1965.

BY THE COMMISSION:

Richard J. Thompson

RICHARD J. THOMPSON

President

BEN J. WOLF

Ben J. Wolf

Commissioner

BRUCE HAGEN

Bruce Hagen

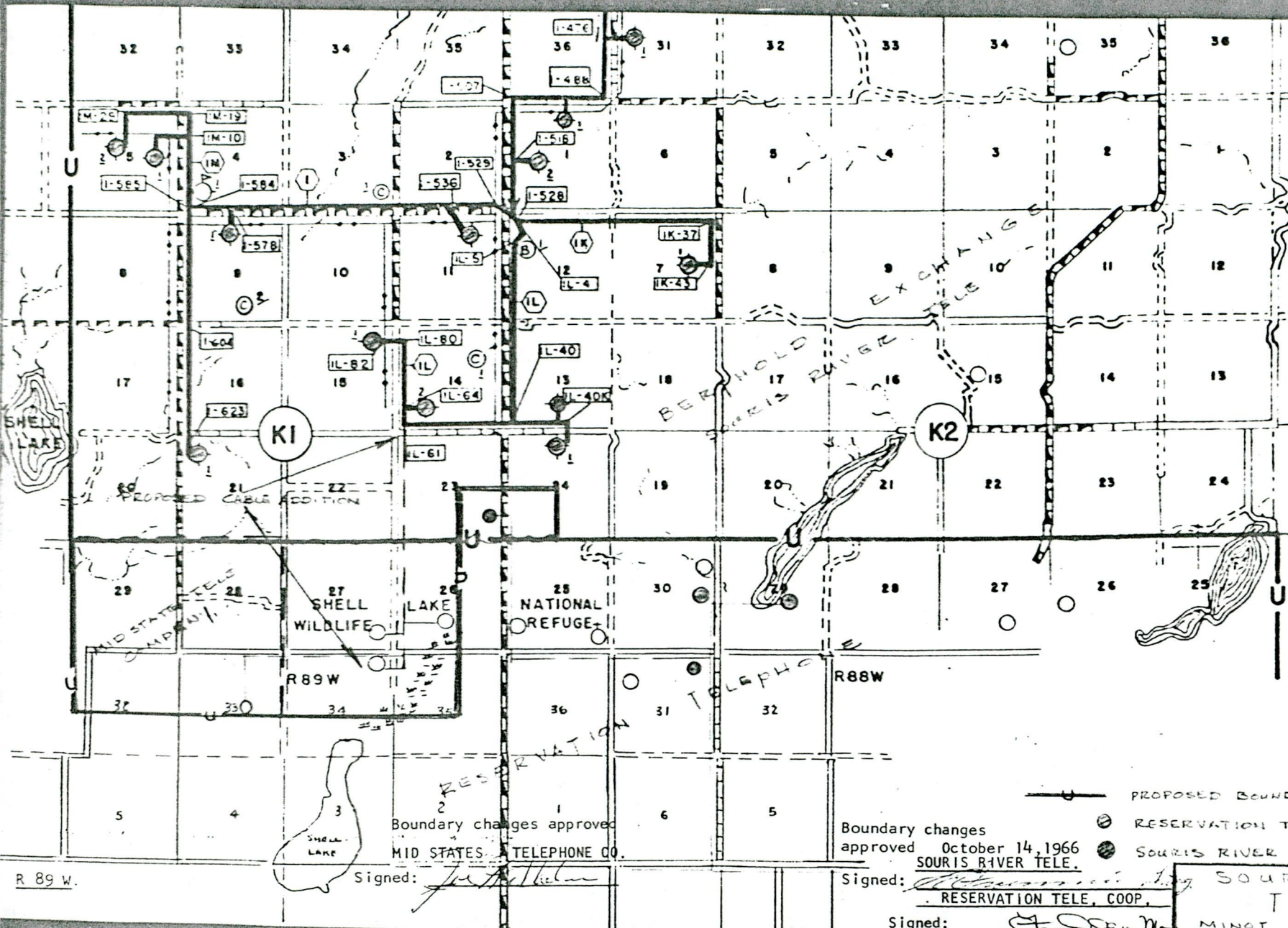
Commissioner

ATTEST:

Edna Olson

Secretary

(S E A L)



T. 155 N.
 WARD
 APPROVED 11-9-66
 PUBLIC SERVICE COMMISSION
 BY *Robert A. West*
 Secretary

15/0/8/11
 11/15/49

Boundary changes approved
 MID STATES TELEPHONE CO.

Signed: *[Signature]*

Boundary changes approved
 October 14, 1966
 SOURIS RIVER TELE.

Signed: *[Signature]*
 RESERVATION TELE. COOP.

PROPOSED BOUNDARY CHANGE
 RESERVATION TELEPHONE SUBSCRIBER
 SOURIS RIVER TELEPHONE SUBSCRIBER

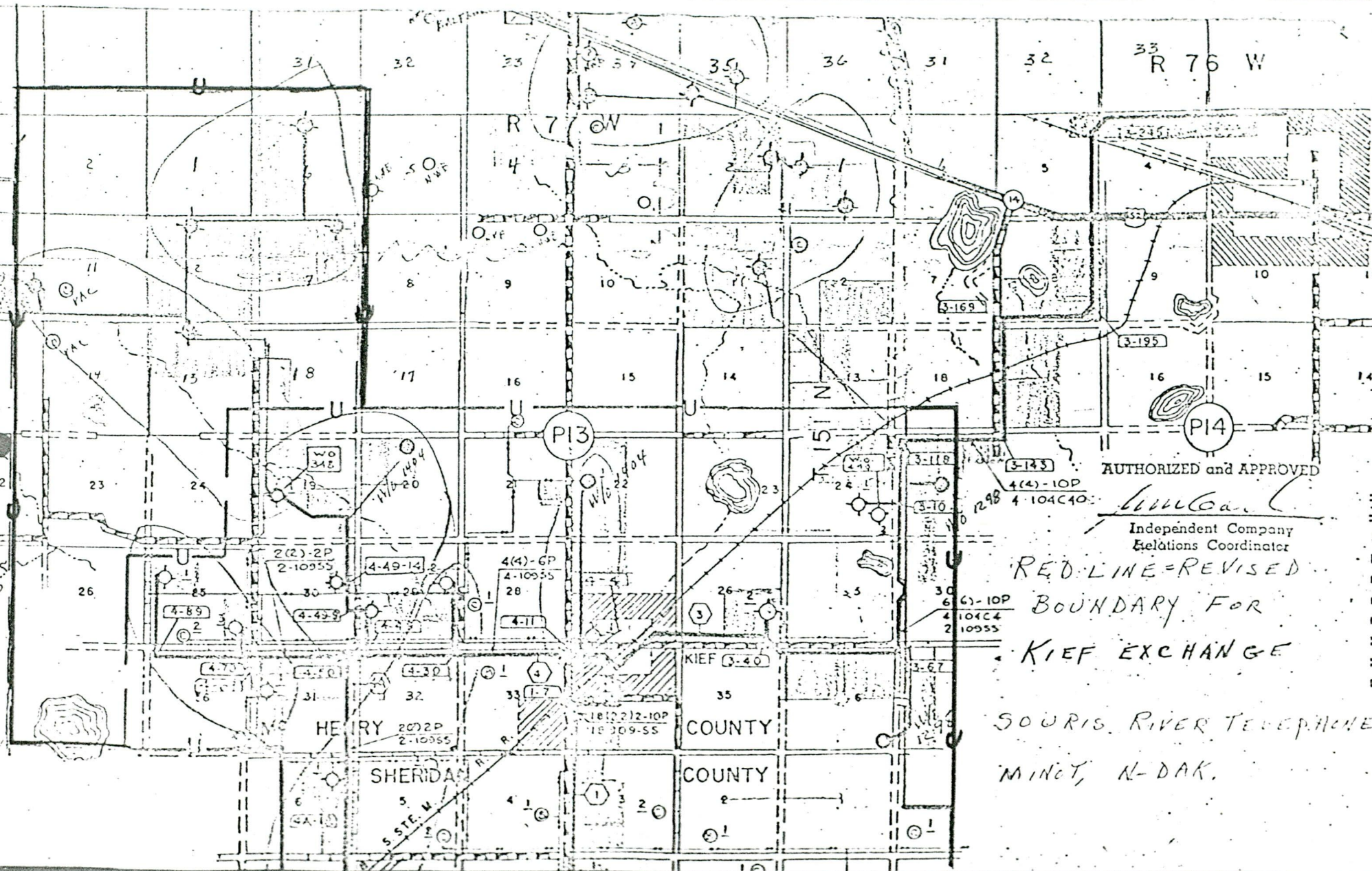
SOURIS RIVER TELEPHONE
 MINOT
 NO. DAK

R 89 W.

KARLSRUHE
EISENBERG

R 76 W

R 7 W



AUTHORIZED and APPROVED

W. W. Co. L.

Independent Company
Relations Coordinator

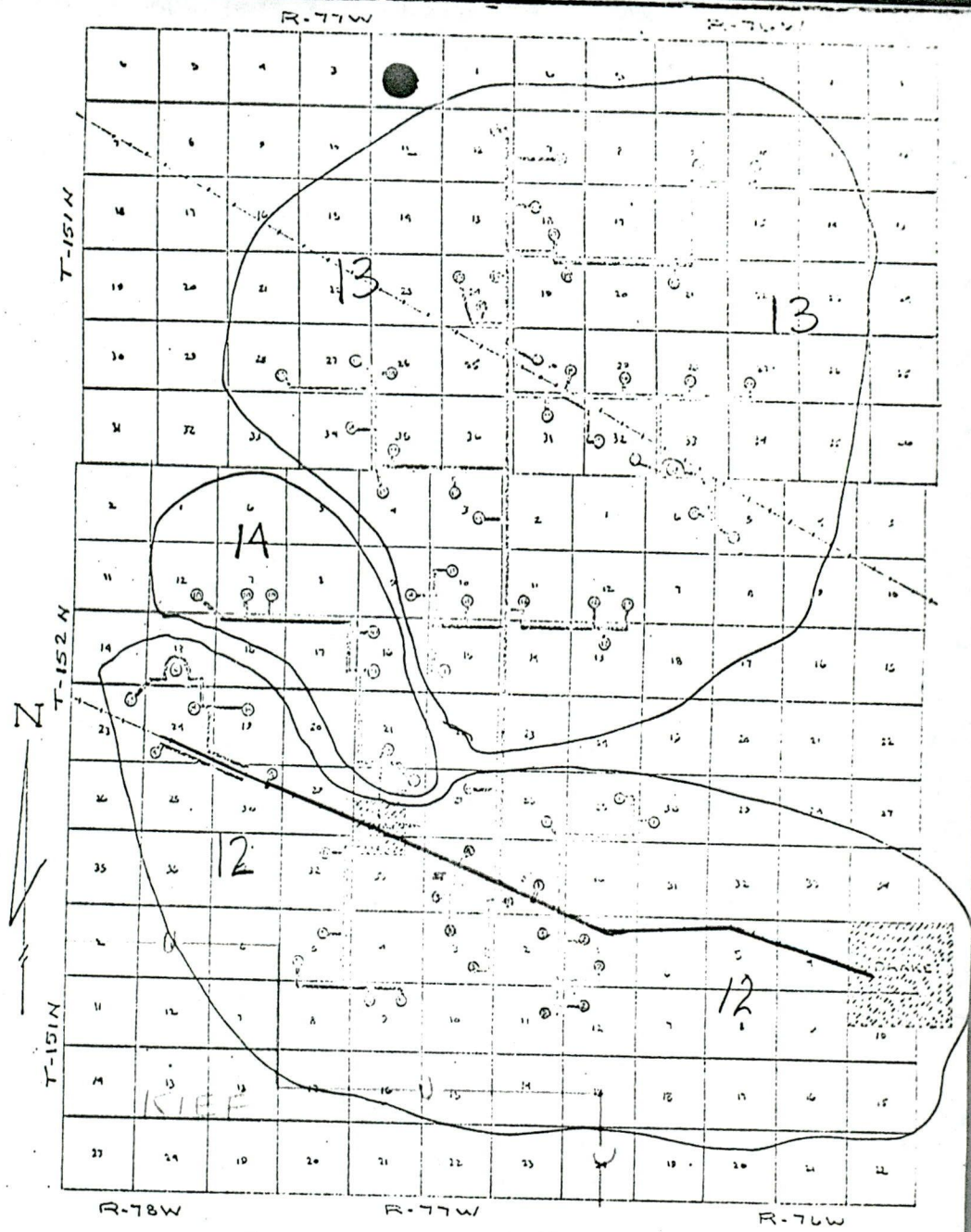
RED LINE = REVISED

BOUNDARY FOR

KIEF EXCHANGE

SOURIS RIVER TELEPHONE

MINOT, N-DAK.



— EXISTING NW BELL CABLE
 ○ BALFOUR S.S. PATRON

DRAKE (BALFOUR), No. DAK.
 RECENTERING BALFOUR TO
 DRAKE.
 CROSS REFERENCE MAP
 (ROUTE TO WIRING DIAG.)
 EST. 9482
 EXHIBIT III

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

* * * * *

In the Matter of the Application of the)
Souris River Telephone Mutual Aid Cor-)
poration of Minot, North Dakota, for a)
Supplemental Order to extend the authority)
originally authorized in this case.)

CASE NO. 5540

THIRD SUPPLEMENTAL ORDER

BY THE COMMISSION:

On January 10, 1963, the Souris River Telephone Mutual Aid Corporation of Minot, North Dakota, filed an application for a Supplemental Order which would extend their authority held under Certificate of Convenience and Necessity No. 388, issued in the original proceeding of this case, to include three additional areas located contiguous to the area presently certified to them, as specifically designated on Exhibits A and B which were submitted with this application.

Said areas, all located in McHenry County, North Dakota, included part or all of the following sections:

(Area 1) Sections 1 through 17, of Township 159 North, Range 77 West; Sections 5, 6, 7, 8, and 18, Township 159 North, Range 76 West; and Sections 1 and 12, Range 78 West, Township 159 North.

(Area 2) Sections 1, 2, 3, and 4, Sections 9, 10, 11 and 12, and Sections 15 and 16 of Township 156 North, Range 77 West.

(Area 3) Sections 31, 32, 33 and 34, Township 154 North, Range 75 West; Sections 3, 4, 5, 6, 8, 9 and 10, Township 153 North, Range 75 West; Section 36, Township 154 North, Range 76 West; and Section 1, Township 153 North, Range 76 West.

The Applicant proposed that the three areas would be served, respectively, from the Applicant's Upham (Area 1) and Towner (Areas 2 & 3) exchanges, and they further proposed to improve and extend rural telephone facilities in and to said areas.

On January 18, 1963, the Public Service Commission of the State of North Dakota gave notice to the effect that all interested parties may file objections

with or request a hearing before the Commission on or before the 7th day of February, 1963, in which event the Commission may set the matter for public hearing. Said notice further provided that in the event that no objections or requests are received within the time specified the Commission may enter its Order granting the application, and;

IT APPEARING that these areas either do not have any telephone service or that the service available is inadequate; and that no certificates of convenience and necessity to construct and operate telephone facilities in said areas are held by any other companies; and that the one company operating in the areas has agreed to abandon its facilities.

IT FURTHER APPEARING that the areas are contiguous to that area now certified to and served by Souris River Telephone Mutual Aid Corporation under Certificate No. 388, previously issued in this case, and that said company is ready and willing to extend facilities to provide telephone service in said areas.

NOW, THEREFORE, IT IS ORDERED that authority granted to the Souris River Telephone Mutual Aid Corporation under certificate of public convenience and necessity No. 388 be and hereby is extended to include territories heretofore described and as indicated by the red areas on the applicant's Exhibits A and B accompanying this Third Supplemental Application, but excluding areas therein served by unabandoned or unacquired telephone companies.

IT IS FURTHER ORDERED that the rates and charges applicable to the Applicant's Upham and Towner exchange areas be and hereby are authorized for application in the respective area additions authorized by this order.

IT IS FURTHER ORDERED that said certificate shall not preclude the issuance of certificates of public convenience and necessity to non-profit cooperative corporations or mutual associations for construction and operation of rural telephone line in the above described territories if, after due notice and hearing, it appears that the issuance of said certificates of public convenience and necessity is consistent with the public interest.

Dated at Bismarck, North Dakota, this 20 day of February, 1963.

BY THE COMMISSION:

Richard J. Thompson
RICHARD J. THOMPSON

President

Bruce Hagen
BRUCE HAGEN

Commissioner

(S E A L)

Ben J. Wolf
BEN J. WOLF

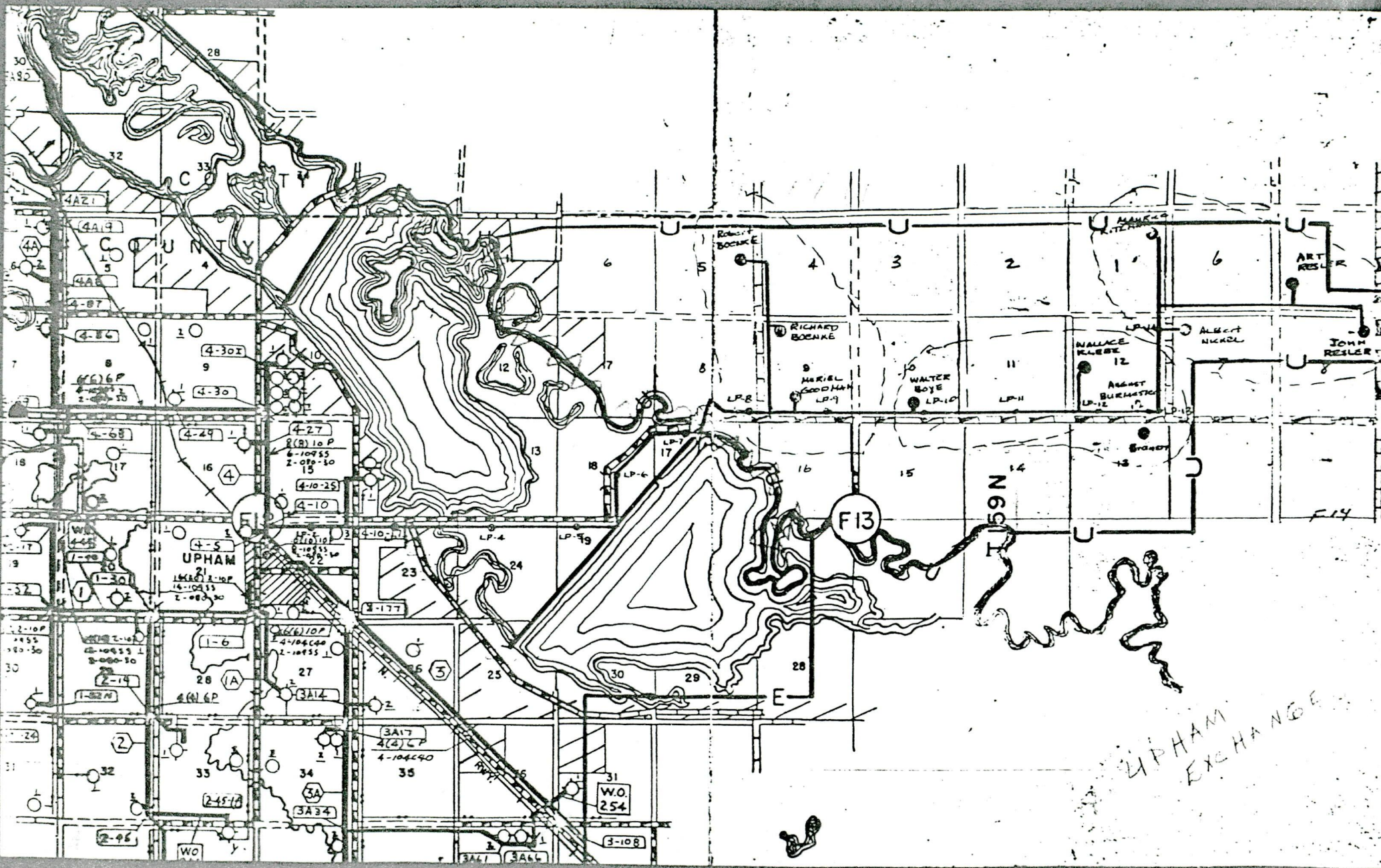
Commissioner

ATTEST:

Elmer Olson
Elmer Olson

Secretary

"BUY NORTH DAKOTA PRODUCTS"



PUBLIC SERVICE COMMISSION
STATE OF NORTH DAKOTA

* * * * *

In the Matter of the Application of the Souris)
River Telephone Mutual Aid Corporation, of)
Minot, North Dakota: (1) for a certificate of)
public convenience and necessity to construct)
and operate telephone facilities; and (2) for)
authority to purchase certain existing tele-)
phone facilities.)

CASE NO 5540

SECOND SUPPLEMENTAL ORDER

BY THE COMMISSION:

On January 26, 1961, the Souris River Telephone Mutual Aid Corporation, of Minot, North Dakota, filed an application requesting authority to serve additional territory which is contiguous to territory previously certified in this case. This additional territory is comprised of part of Township 154N, Range 76W, and part of Township 154N, Range 75W, both in McHenry County.

IT APPEARING that this area does not presently have telephone service and that no certificates of convenience and necessity to construct and operate telephone facilities in said areas are held by any other companies,

IT FURTHER APPEARING that the area is contiguous to that area now certified to and served by Souris River Telephone Mutual Aid Corporation under Certificate No. 388, previously issued in this case, and that said company is ready and willing to extend facilities to provide telephone service in this area.


NOW THEREFORE IT IS ORDERED that authority granted to the Souris River Telephone Mutual Aid Corporation under certificate of public convenience and necessity No. 388 be and hereby is extended to include a territory heretofore described and as outlined in orange on the applicant's Exhibit A, accompanying this Second Supplemental Application, but excluding areas therein served by unabandoned or unacquired telephone companies.

IT IS FURTHER ORDERED that the rate and charges applicable to this exchange area be and hereby are authorized for application in the area addition authorized by this order.


IT IS FURTHER ORDERED that said certificate shall not preclude the issuance of certificates of public convenience and necessity to non-profit cooperative corporations or mutual associations for construction and operation of rural telephone line in the above described territory if, after due notice and hearing, it appears that the issuance of said certificates of public convenience and necessity is consistent with the public interest.

Dated at Bismarck, North Dakota this 17th day of February, 1961.

BY THE COMMISSION:


MARTIN VAALER
President


ERNEST D. NELSON
Commissioner


RICHARD J. THOMPSON
Commissioner

(S E A L)

ATTEST:


Ethur Olson
Secretary

"Buy DAKOTA MAID Flour"

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

In the matter of the application of the Souris)
River Telephone Mutual Aid Corporation, of)
Minot, North Dakota: (1) for a certificate of)
public convenience and necessity to construct)
and operate telephone facilities; and (2) for)
authority to purchase certain existing tele-)
phone facilities.)

CASE NO. 5540

SUPPLEMENTAL ORDER

BY THE COMMISSION:

On December 13, 1960, the Souris River Telephone Mutual Aid Corporation, of Minot, North Dakota, filed an application requesting authority to serve two additional territories which are contiguous to territory previously certified in this case. These additional territories are comprised of (1) part of Township 148N, Range 75W in Sheridan County; and (2) parts of Township 158N, Range 75W in McHenry County and parts of Townships 157N and 158N, Range 74W, in Pierce County.

IT APPEARING that these areas do not presently have telephone service and that no certificates of convenience and necessity to construct and operate telephone facilities in said areas are held by any other companies,

IT FURTHER APPEARING that the areas are contiguous to that area now certified to and served by Souris River Telephone Mutual Aid Corporation under Certificate No. 388, previously issued in this case, and that said company is ready and willing to extend facilities to provide telephone service in these areas.

NOW THEREFORE IT IS ORDERED that authority granted to the Souris River Telephone Mutual Aid Corporation under certificate of public convenience and necessity No. 388 be and hereby is extended to include territories as heretofore described and as outlined in orange on applicant's Exhibits A and B, but excluding areas therein served by unabandoned or unacquired telephone companies.

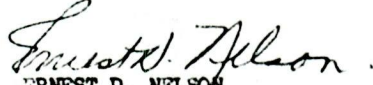
IT IS FURTHER ORDERED that said certificate shall not preclude the issuance of certificates of public convenience and necessity to non-profit cooperative corporations or mutual associations for construction and operation of rural telephone line in the above described territory if, after due notice and hearing, it appears that the issuance of said certificates of public convenience and necessity is consistent with the public interest.

Dated at Bismarck, North Dakota this 9th day of January, 1961


BY THE COMMISSION:


MARTIN VAALER

President


ERNEST D. NELSON

Commissioner


RICHARD J. THOMPSON

Commissioner

(S E A L)

ATTEST:


Elmer Olsen

Secretary

"Buy DAKOTA MAID Flour"

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

In the Matter of the Application of)
Souris River Telephone Mutual Aid)
Corporation, of Velva, North Dakota:)
(1) For a certificate of public con-)
venience and necessity to construct)
and operate telephone facilities; and,)
(2) For authority to purchase certain)
existing telephone properties.)

CASE NO. 5540

FINDINGS OF FACT,
CONCLUSIONS AND ORDER

By the Commission:

On December 31, 1956, Souris River Telephone Mutual Aid Corporation, of Velva, North Dakota, filed an application with the Public Service Commission: (1) For a certificate of public convenience and necessity to construct and operate telephone facilities in the Counties of Bottineau, McHenry, Mountrail, Pierce, Renville, Sheridan, Ward and Wells in the State of North Dakota; and (2) For authority to purchase certain existing telephone properties.

The application was set for public hearing at Minot, North Dakota, on January 23, 1957; all interested parties were notified of said hearing in the manner provided by law; the hearing was duly held before Commissioner Martin Vaaler, and the following appearances were entered:

ROY ILVEDSON, Attorney, Minot, North Dakota, appearing for applicant.

JOSEPH McINTEE, Attorney, Towmer, North Dakota, appearing for McHenry County Board of County Commissioners, City of Towner, Association of Commerce of Towner, and Newport School District, protestants.

EMIL E. ANDERSON, Upham, North Dakota, appearing for City of Upham, and Upham Commercial Club, Upham, North Dakota.

CLARENCE E. BRYANT, Chief Engineer, North Dakota Public Service Commission, Bismarck, North Dakota.

FINDINGS OF FACT

Upon consideration of the evidence of record in this proceeding the Commission finds that:

- (1) Applicant, Souris River Telephone Mutual Aid Corporation, is a non-profit membership corporation organized and existing under the laws of the State of North Dakota. The Company now owns and operates telephone exchanges at Sherwood, Tolley, Mohall, Westhope, Maxbass, Towmer, Bantry, Martin, Lansford, Carpio, Berthold and DesLacs, North Dakota, serving approximately 2,400 subscribers.

served by existing unacquired or unabandoned telephone companies or systems.

IT IS FURTHER ORDERED that said certificate shall not preclude the issuance of certificates of public convenience and necessity to non-profit cooperative corporations or associations for construction and operation of rural telephone lines in the above described territory if, after due notice and hearing, it appears that the issuance of said certificates is consistent with the public interest.

IT IS FURTHER ORDERED that Souris River Telephone Mutual Aid Corporation be and hereby is authorized to purchase existing telephone properties now owned by the following companies:

<u>NAME OF COMPANY</u>	<u>ADDRESS</u>
Lone Star Rural Telephone Cooperative Association	Glenburn, North Dakota
Bantry Community Exchange	Bantry, North Dakota
Landa Telephone Company	Landa, North Dakota
Upham Telephone Company	Upham, North Dakota
Grovers Farmers Line	Tolley, North Dakota
German Telephone Company	Harvey, North Dakota
Farmers Pioneer Telephone Company	Sherwood, North Dakota
Whitney Farmers Telephone Company	Sherwood, North Dakota

Dated at Bismarck, North Dakota, this 18th day of March, 1957.

BY THE COMMISSION:

Ernest D. Nelson
ERNEST D. NELSON
President

(S E A L)

Anson J. Anderson
ANSON J. ANDERSON
Commissioner

Martin Vaaler
MARTIN VAALER
Commissioner

ATTEST:

John Olson
John Olson
Secretary



Headquarters:

3615 North Broadway
PO Box 2027
Minot, ND 58702-2027
701-858-1200

Business Center:

24 - 2nd Ave. SE
PO Box 2027
Minot, ND 58702-2027
701-858-1200

SRT Connections:

1400 20th Ave. SW
Suite 3
PO Box 2027
Minot, ND 58702-2027
701-852-1100

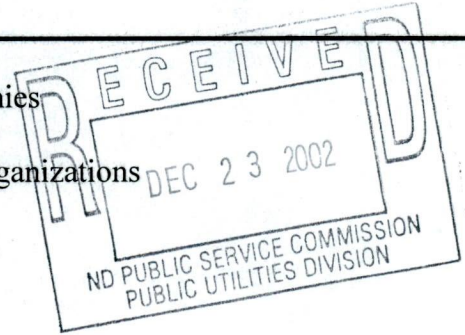
MEMORANDUM

TO: North Dakota Telephone Companies
State and National Associations
Telecommunications Industry Organizations

FROM: Warren L. Hight

DATE: December 18, 2002

SUBJECT: Internal Changes/Promotions



SRT Communications, Inc's current General Manager/CEO Warren L. Hight is retiring December 31, 2002 and Steven D. Lysne has been named to fill the position. Steve has been employed by SRT for the past eight years as the company's Chief Financial Officer.

Perry Erdmann has been hired as Controller to fill Steve's previous position with SRT.

Please update your telephone and mailing addresses as follows:

Steven D. Lysne
General Manager/CEO
SRT Communications, Inc.
3615 North Broadway
Minot, ND 58703

Telephone: 701-858-5246
Fax: 701-858-1400
E-Mail: stevedl@srttel.com

Perry Erdmann
Controller
SRT Communications, Inc.
3615 North Broadway
Minot, ND 58703

Telephone: 701-858-5411
Fax: 701-858-1400
E-mail: perryge@srttel.com

*a. Comm
Legal
Publ*