



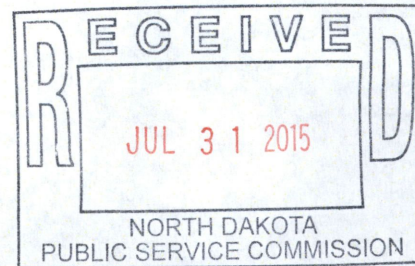
Your business
is our business.

7852 Walker Drive, Suite 200
Greenbelt, Maryland 20770
phone: 301-459-7590, fax: 301-577-5575
internet: www.jsitel.com, e-mail: jsi@jsitel.com

VIA OVERNIGHT MAIL

July 31, 2015

Mr. Darrell Nitschke
Executive Secretary
North Dakota Public Service Commission
State Capitol
600 East Boulevard Avenue
Bismarck, ND 58505-0480



Re: JOINT APPLICATIONS OF NORTH DAKOTA TELEPHONE COMPANY AND
MIDSTATE COMMUNICATIONS FOR CERTIFICATE OF PUBLIC
CONVENIENCE AND NECESSITY AND ETC DESIGNATION

Dear Mr. Nitschke:

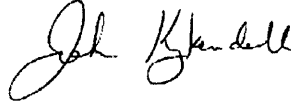
JSI files the above-referenced applications ("Joint Applications") on behalf of North Dakota Telephone Company ("NDTC") and Midstate Communications ("Midstate"). The Joint Applications request Midstate relinquishment of the York, North Dakota exchange and assignment of that exchange to NDTC whereby the York exchange will be incorporated into the existing NDTC Leeds exchange. Enclosed for filing are the original and seven (7) copies of the following:

- Joint Application for Certificate of Public Convenience and Necessity
- Joint Application for Eligible Telecommunications Carrier Designation
- Attachment 1 – Application for Trade Secret Protection
- Attachment 2 – Affidavit of Dave Dircks, NDTC
- Attachment 3 – Affidavit of Ryan Wilhelmi, Midstate
- Attachment 4 – June 16, 2015 Letter of Ryan Wilhelmi to Dave Dircks
- Attachment 5 – NDTC Articles of Incorporation
- Attachment 6 – NDTC Certificate of Good Standing
- Attachment 7 – Maps of Current and Revised Service Areas
(Electronic copy of GIS Maps also provided on CD.)
- Attachment 8 – Financial Statement – TRADE SECRET

Mr. Darrell Nitschke
July 31, 2015
Page 2

Any questions regarding the filing may be directed to the undersigned at the address and telephone number listed above, or by email at jkuykendall@jsitel.com.

Sincerely,

A handwritten signature in black ink, appearing to read "John Kuykendall". The signature is fluid and cursive, with the first name "John" being more prominent than the last name "Kuykendall".

John Kuykendall
Vice President

On behalf of

North Dakota Telephone Company and
Midstate Communications

Enclosures

cc: Patrick Fahn, North Dakota Public Service Commission (via email)

**STATE OF NORTH DAKOTA
BEFORE THE PUBLIC SERVICE COMMISSION**

* * * *

**NORTH DAKOTA TELEPHONE COMPANY AND MIDSTATE
COMMUNICATIONS JOINT APPLICATION FOR CERTIFICATE
OF PUBLIC CONVENIENCE AND NECESSITY**

North Dakota Telephone Company ("NDTC"), a North Dakota corporation, is located at 211 22nd Street NW, PO Box 180, Devils Lake, North Dakota 58301. NDTC, under a Certificate of Public Convenience and Necessity issued by the Commission, is an incumbent local exchange carrier engaged in the business of providing local exchange telecommunications service, exchange access, and other telecommunications services in the following North Dakota exchanges ("NDTC Exchanges") (Certificates pursuant to Case No. PU-13-228):

Balta	Harvey	Penn
Cando	Knox	Sheyenne
Crary	Leeds	Starkweather
Devils Lake	Maddock	Tolna
Drake	McVille	Rugby
Esmond	Minnewaukan	Warwick
Fessenden	New Rockford	Webster
Fort Totten	Oberon	
Hampden	Pekin	

Midstate Communications ("Midstate"), a North Dakota corporation, is located at 215 South Main Street, P.O. Box 400, Stanley, North Dakota 58784. Midstate, under a Certificate of Public Convenience and Necessity issued by the Commission, is an incumbent local exchange carrier engaged in the business of providing local exchange telecommunications service, exchange access, and other telecommunications services in the following North Dakota exchanges (Certificates pursuant to Case No. PU-13-257):

Beach
York

NDTC and Midstate submit this joint application for Commission approval pursuant to § 69-09-05-11 of the North Dakota Administrative Code for Midstate to relinquish its Certificate of Public Convenience and Necessity Number 5800 issued in Case No. PU-13-257 for the York exchange and to assign such exchange to NDTC as part of the current NDTC Leeds exchange. Joint Application is also made for Midstate to relinquish its designated ETC study area to exclude the York exchange, and for NDTC to expand its designated ETC study area to incorporate the York exchange into its Leeds exchange (see North Dakota Telephone Company and Midstate Communications Joint Application for Eligible Telecommunications Carrier Designation, following).

In support of §69-09-05-11.3, NDTC submits it has demonstrated its fitness and ability to provide adequate essential and nonessential telecommunications services by virtue of the provision of such services to NDTC Exchanges since 1993. NDTC's proven technical, financial and managerial abilities will be extended to York exchange customers. Midstate's relinquishment of the York exchange will have no effect on other public utilities providing similar services as there are no other public utilities providing similar services in the York exchange. Midstate's willingness to relinquish the York exchange and assign to NDTC is motivated by the few customers (currently 12 customers over 20 access lines) who are isolated in a geographic area surrounded by NDTC exchanges. There is a clear need for the enhanced telecommunications services in the York exchange where customers will have the benefit of NDTC's resources and proximity to its network.

Joint Application for Certificate of Public Convenience and Necessity
Page 3

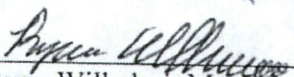
The Commission has authority under N.D.C.C. § 49-21-01.7(7) to act upon applications dealing with certificates of public convenience and necessity. Midstate hereby applies to relinquish its Certificate of Public Convenience and Necessity No. 5800 for the York, North Dakota exchange pursuant to N.D.A.C. § 69-09-05-11(6). NDTC hereby applies to the Commission pursuant to N.D.C.C. § 49-03.01 and N.D.A.C. § 69-09-05-11 for Certificate of Public Convenience and Necessity for the York exchange, and to incorporate that exchange into the existing NDTC Leeds exchange. Applicants request that the Commission grant the above requested application without a hearing if no interested party has requested a hearing on this application after receiving at least twenty (20) days' notice of opportunity to request such a hearing.

Dated this 27 day of July, 2015.

NORTH DAKOTA TELEPHONE COMPANY


By: Dave Dircks, CEO/General Manager

MIDSTATE COMMUNICATIONS


By: Ryan Wilhelm, Manager

**STATE OF NORTH DAKOTA
BEFORE THE PUBLIC SERVICE COMMISSION**

* * * *

**NORTH DAKOTA TELEPHONE COMPANY AND MIDSTATE
COMMUNICATIONS JOINT APPLICATION FOR
ELIGIBLE TELECOMMUNICATIONS CARRIER DESIGNATION**

North Dakota Telephone Company has been designated by the Commission as an Eligible Telecommunications Carrier ("ETC") to receive universal service support under Section 214 and 254 of the Federal Telecommunications Act of 1996 and receives such support in the following North Dakota exchanges:

Balta	Harvey	Penn
Cando	Knox	Sheyenne
Crary	Leeds	Starkweather
Devils Lake	Maddock	Tolna
Drake	McVile	Rugby
Esmond	Minnewaukan	Warwick
Fessenden	New Rockford	Webster
Fort Totten	Oberon	
Hampden	Pekin	

Midstate Communications ("Midstate") is an ETC serving 12 customers over 20 access lines in the York, North Dakota exchange. The York exchange is located in the northwestern portion of the NDTC designated service area and is entirely surrounded by NDTC serving territory. Midstate proposes to relinquish its customers and ETC designation in the York exchange and assign such designation to NDTC. Therefore, Midstate requests an amendment to its designated ETC study area to exclude the York exchange; NDTC requests expansion of its ETC designated geographical service area to incorporate the York exchange into the existing NDTC Leeds exchange.

Joint Application for ETC Designation
Page 2

Due to the location of Midstate facilities and the few customers it serves, Midstate cannot justify further investment in its telecommunications infrastructure that is isolated in this exchange. As NDTC intends to overbuild facilities in the York exchange, the proposed transaction consists solely of Midstate relinquishment of its customers and ETC designation and does not involve acquisition of assets.

It is in the public interest to expand the NDTC ETC designated service area to incorporate the York exchange into the Leeds exchange. The York customers are stranded without access to high speed broadband and other communications services. In addition, York customers would gain the benefit of NDTC's Extended Area Service calling which is offered throughout its study area. Midstate has surveyed its York customers and confirmed that virtually all those customers would like to connect to NDTC in order to have access to a larger calling area, higher speed broadband, and access to other NDTC services (see Attachment 4). The York exchange customers' unanimous willingness to migrate to NDTC for telecommunications services clearly demonstrates the public interest is served through the increased choices and expanded services which will be available to those customers.

The Commission has authority under N.D.C.C. § 49-21-01.7(13) to designate geographic service areas for ETCs to receive universal service support under sections 214 and 254 of the Communications Act of 1934, as amended by the Federal Telecommunications Act of 1996 ("the Act"). NDTC satisfies the requirements of Section 214(e) for designation as an ETC in the York exchange:

Joint Application for ETC Designation
Page 3

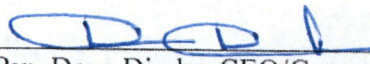
NDTC is a common carrier that will offer voice telephony services supported by universal service over its own facilities and will advertise the availability and rates for such services in the York exchange, including:

- Voice grade access to the public switched network;
- Minutes of use for local service provided at no additional charge;
- Access to emergency services provided by local government or other public safety organizations, such as 911 and enhanced 911, to the extent the local government in the York exchange has implemented 911 or enhanced 911 systems;
- Lifeline support and toll limitation services to qualifying low-income consumers

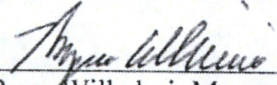
Applicants request that the Commission grant this application without a hearing if no interested party has requested a hearing on this application after receiving at least twenty (20) days' notice of opportunity to request such a hearing.

Dated this 27 day of July, 2015.

NORTH DAKOTA TELEPHONE COMPANY


By: Dave Dircks, CEO/General Manager

MIDSTATE COMMUNICATIONS


By: Ryan Wilhelmi, Manager

**STATE OF NORTH DAKOTA
BEFORE THE PUBLIC SERVICE COMMISSION**

* * * *

APPLICATION FOR TRADE SECRET PROTECTION

COMES NOW, North Dakota Telephone Company ("NDTC" or "the Company") and respectfully moves the Commission for entry of a trade secret protective order under § 69-02-09-01 of the North Dakota Administrative Code. The purpose of the requested protective order is to protect against public disclosure of trade secret information as defined by NDCC § 47-25.1-01.

1. A general description of the nature of the information sought to be protected.

NDTC wishes to protect from disclosure financial information contained in the Financial Statement (Attachment 8 in its entirety).

2. Explanation of why the information derives independent economic value,

The financial information could have economic value to potential competitors, and in a competitive telecommunications marketplace, this type of information is highly sensitive and its public disclosure could place NDTC at a competitive disadvantage.

3. An explanation of why the information is not readily ascertainable by proper means by other persons.

The confidentiality of financial information has been maintained by the Company and is not readily available by proper means to competitors or to the general public.

- 4. A general description of the persons or entities that would obtain economic value from disclosure or use of the information.**

Competitive Local Exchange Carriers could use the disclosure of financial information against NDTC's interests.

- 5. A specific description of known competitors and competitors' goods and services that is pertinent to the tariff or rate filing.**

Not Applicable.

- 6. A description of the efforts used to maintain the secrecy of the information.**

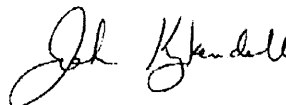
NDTC's financial information is not disclosed to the public or to persons other than employees or authorized agents of the Company who need to know the information to fulfill their responsibilities or to third persons pursuant to agreement to maintain the confidentiality of the information.

Application for Trade Secret Protection – Attachment 1
Page 3

In accordance with § 69-02-09-02 of the North Dakota Administrative Code, one copy of the trade secret material is provided in the enclosed sealed envelope which is labeled: ATTACHMENT 8-TRADE SECRET — PRIVATE.

Respectfully submitted on July 31, 2015.

JOHN STAURULAKIS, INC.

By: 

John Kuykendall
Vice President

On behalf of

NORTH DAKOTA TELEPHONE COMPANY

**STATE OF NORTH DAKOTA
BEFORE THE PUBLIC SERVICE COMMISSION**

* * * *

**AFFIDAVIT OF DAVE DIRCKS IN SUPPORT OF JOINT APPLICATIONS FOR
CERTIFICATES OF PUBLIC CONVENIENCE AND NECESSITY ("CPCN")
AND FOR DESIGNATION AS AN ELIGIBLE TELECOMMUNICATIONS
CARRIER ("ETC")**

DAVE DIRCKS STATES UNDER OATH:

1. My name is David Dircks and I am CEO/General Manager of North Dakota Telephone Company ("NDTC").
2. I submit this affidavit in support of NDTC's application for Certificate of Public Convenience and Necessity in the York exchange which is being relinquished by Midstate Communications ("Midstate"), to incorporate the York exchange into the NDTC Leeds exchange, and to expand the NDTC ETC designated geographic service area to incorporate the relinquished York exchange into the NDTC Leeds exchange.
3. I am familiar with North Dakota Administrative Code, §69-09-05-12, which addresses ETC application requirements.

In support of §69-09-05-12 2.a: The proposed service area consists of the York North Dakota exchange in its entirety. The incumbent local exchange carrier and ETC serving the York exchange is Midstate. Midstate has stated its intention to relinquish its CPCN and ETC designation in the York exchange (see Attachment 3, Affidavit of Ryan Wilhelmi). Midstate will continue to provide local service until all customers in the York exchange have been connected to NDTC. It is NDTC's intention to transfer the York 592 NXX to the expanded Leeds exchange.

In support of §69-09-05-12 2.b: NDTC currently meets all ETC obligations in its currently designated service area, and will continue to meet those obligations in the expanded Leeds exchange.

In support of §69-09-05-12 2.c: NDTC will not require a waiver of any ETC requirements.

In support of §69-09-05-12 3.a: NDTC is committed to provide service throughout the proposed service area to all customers making a reasonable request for service. I certify that (1) NDTC will provide service in a timely manner where the network passes the potential customer and (2) NDTC will provide service

Affidavit of David Dircks – Attachment 2
Page 2

within a reasonable period time if the potential customer is within the proposed designated service area but outside existing network coverage if service can be provided at reasonable cost.

In support of §69-09-05-12 3.b – Estimated amount of expected federal high cost universal service support to be received in the first year following designation as ETC and projected use of support:

(a) Estimated High Cost Loop:	\$1,452
Estimated Interstate Common Line	\$4,955
Estimated Intercarrier Compensation	<u>\$2,549</u>
	\$8,956

(b) Specific construction, maintenance or upgrade projects:

The project will consist of burying Fiber to the Premise to all customers incorporating the customers into NDTC's Leeds Exchange.

(c) How service will be improved by each project:

The Fiber to the Premise project will offer an Active Ethernet 1Gig to each subscriber premise to deliver voice, data and video services, including Company Wide EAS.

(d) Projected start/completion date for each improvement and estimated investment for each improvement and estimated population that will be served by each improvement:

Pending approval the projected start date of the project will be October 1, 2015 with completion by December 31, 2015. The estimated investment in fiber, outside plant material, central office electronics and optical network termination equipment is projected to be \$55,000 to serve the existing twelve customers.

In support of §69-09-05-12 3.c: I certify that NDTC has a reasonable amount of backup power to ensure functionality without an external power source, is able to reroute traffic around damaged facilities, and is capable of managing traffic spikes resulting from emergency situations.

In support of §69-09-05-12 3.d: I certify that NDTC will satisfy applicable consumer protection and consumer standards established by the Commission.

In support of §69-09-05-12 3.e: I certify that NDTC will offer a local usage plan similar to the plan offered by Midstate Communications.

Affidavit of David Dircks – Attachment 2

Page 3

In support of §69-09-05-12 3.f: I acknowledge that the Commission has the authority to require NDTC to provide equal access to long distance carriers in the event no other ETC is providing equal access in the proposed service area.

In consideration of the foregoing, NDTC hereby requests the Commission grant its request for expansion of its CPCN and ETC designation to incorporate the York, North Dakota exchange which is being relinquished by Midstate Communications into the NDTC Leeds exchange. NDTC has demonstrated its ability to meet all criteria for an ETC in its currently designated service area and will continue to do so for the expanded service area.

Dated this 30 day of July, 2015.

North Dakota Telephone Company

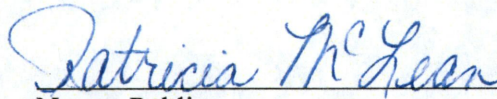
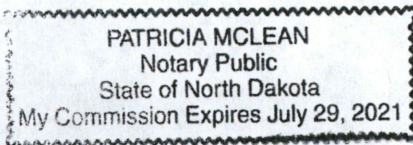


By: Dave Dircks, CEO/General Manager

State of North Dakota

County of Ramsey

On this 30 of July, 2015, before me, a Notary Public in and for said County and State, personally appeared Dave Dircks, known to me to be the person described in and executed the within instrument and acknowledged to me that he executed the same.



Notary Public

My Commission Expires July 29, 2021

STATE OF NORTH DAKOTA
BEFORE THE PUBLIC SERVICE COMMISSION

* * * *

**AFFIDAVIT OF RYAN WILHELMI IN SUPPORT OF JOINT APPLICATIONS
FOR CERTIFICATES OF PUBLIC CONVENIENCE AND NECESSITY
("CPCN") AND FOR DESIGNATION AS AN ELIGIBLE
TELECOMMUNICATIONS CARRIER ("ETC")**

RYAN WILHELMI STATES UNDER OATH:

1. My name is Ryan Wilhelmi and I am Manager of Midstate Communications ("Midstate").
2. I submit this affidavit in support of the above-referenced joint applications. Upon Commission approval, Midstate will relinquish Certificate of Public Convenience and Necessity Number 5800, issued in Case No. PU-13-257, for the York exchange. Midstate further requests amendment to its designated ETC study area, designated in Case No. PU-1679-97-428, to exclude the York exchange.
3. Midstate intends to assign the relinquished York exchange to North Dakota Telephone Company ("NDTC"). Midstate will continue to provide local service until all customers in the York exchange have been connected to NDTC.
4. Midstate has contacted all York local exchange customers and received consent for the proposed assignment to NDTC. York exchange customers would like to connect to NDTC to gain access to higher speed Internet service, access to NDTC TV programming and access to NDTC's local calling area (see Attachment 4, June 16, 2015 letter to Dave Dircks).

In consideration of the foregoing, Midstate hereby requests the Commission grant its request for relinquishment of CPCN for the York exchange, amendment to its designated ETC study area to exclude the York exchange, and to assign the foregoing CPCN and ETC study area designation to NDTC.

Dated this 27 day of July, 2015.

Midstate Communications


By: Ryan Wilhelmi, Manager

State of North Dakota

Affidavit of Ryan Wilhelmi – Attachment 3

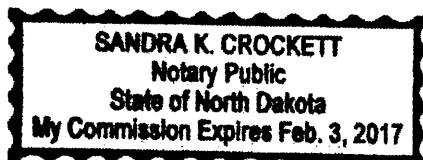
Page 2

County of Mountain

On this 27 of July, 2015, before me, a Notary Public in and for said County and State, personally appeared Ryan Wilhelmi, known to me to be the person described in and executed the within instrument and acknowledged to me that he executed the same.

Sandra K. Crockett
Notary Public

My Commission Expires 02-03-2017





Ryan Wilhelmi
215 S. Main St.
Stanley, ND 58784
701-628-2522
ryanw@midstate.net
June 16, 2015

Dave Dircks
CEO/General Manager
North Dakota Telephone Company
P.O. Box 180
Devils Lake, ND 58301

Dear Dave Dircks:

I'm writing this letter on behalf of the customers of Midstate Communications in York, ND. Midstate conducted a survey of the subscribers in the 592 nxx and all of the customers would like to connect to NDTC to gain access to higher speed internet service, access to NDTC TV programming and access to a larger calling area.

The survey also informed the customer of the \$4.00 per month increase in local rates and the possibility of having to change their phone numbers. There were no objections to those changes. I would be willing to forward a copy of the surveys to you for your review at your request.

The surveys also asked for permission from current customers in York to release their customer information to NDTC for planning purposes. The customer's names, mailing address, physical address and current services can be found on the attached document.

Midstate will continue to provide local service until all customers in York have been connected to NDTC.

Sincerely,

A handwritten signature in black ink, appearing to read "Ryan Wilhelmi".

Ryan Wilhelmi

ATTACHMENT 5

NORTH DAKOTA TELEPHONE COMPANY

ARTICLES OF INCORPORATION

Fee: \$20.00

North Dakota Business Corporation

SUBMIT DUPLICATE ORIGINALS

File No. _____

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

Pursuant to the provisions of Chapter 10-19.1-21 of the North Dakota Century Code, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE 1. The name of the corporation is CONTEL OF NORTH DAKOTA, INC.

ARTICLE 2. An amendment to the Articles of Incorporation was adopted on November 1, 19 93,
in one of the following manners: (Please check one.)

X by the shareholders,

_____ by the incorporators, OR

_____ by the board where no shares have been issued.

ARTICLE 3. The amendment adopted is as follows:

Article 1. The name of the corporation shall be the NORTH DAKOTA
TELEPHONE COMPANY.

(Complete Other Side)

ARTICLE 4. The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows:

None

I (We) the undersigned, by virtue of the authority vested in me (us), have read the foregoing articles of amendment, know the contents thereof, and verily believe the statements made therein to be true.

Dated: November 5, 19 93

By Roy Bigwood
ROY BIGWOOD, President

Office Use Only Receipt No: _____ Filed By: _____

Filed: _____, 19 _____

Secretary of State

By _____
Deputy

Fee: \$20.00

North Dakota Business Corporation
SUBMIT DUPLICATE ORIGINALS

File No. 3075200BC

ARTICLES OF AMENDMENT

TO THE

ARTICLES OF INCORPORATION

Pursuant to the provisions of Chapter 10-19,1-21 of the North Dakota Century Code, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE 1. The name of the corporation is T.P.C., INC.

ARTICLE 2. An amendment to the Articles of Incorporation was adopted on September 8, 19 93,
In one of the following manners: (Please check one.)

 by the shareholders,

 by the incorporators, OR

 X by the board where no shares have been issued.

ARTICLE 3. The amendment adopted is as follows:

That Article IV of the Articles of Incorporation shall be amended
to read:

- A. Aggregate number of shares the corporation has authority to issue: Ten thousand (10,000)
- B. Par value per share authorized by corporation: One Thousand Dollars (\$1000.00)
- C. If shares are divided into classes, they are identified as follows:

CLASS	NO. OF SHARES	PAR VALUE PER SHARE
All Common		



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

SEE PAGE 4 FOR FILING AND MAILING INSTRUCTIONS

2

FEB 15 93 9 33 94

FOR OFFICE USE ONLY

Validation #

FILE NO. 3,075,200

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

Article 1. The name of said Corporation shall be: T.P.C., INC.

Article 2. The period of its duration is perpetual, ~~XX~~

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

Article 4:

A. Aggregate number of shares the corporation has authority to issue One thousand (1000)		
B. Par value per share authorized by corporation Fifty Dollars (\$50.00)		
C. If shares are divided into classes, they are identified as follows:		
CLASS	NO. OF SHARES	PAR VALUE PER SHARE
All common		

Article 5.

A. Name of Registered Agent W. R. GOULET, JR.			
B. Social Security or Federal ID # of Registered Agent 502-50-1557			
C. Address of Registered Office 735 Hill Avenue, Box 431		City Grafton	State ND
D. Address of Executive Office (if different than "C")		City	State Zip Code
E. The articles of incorporation are accompanied by a signed consent of the registered agent with a filing fee of \$10.			

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

(BY-LAWS.

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

NAME	SOCIAL SECURITY NUMBER	ADDRESS	CITY	STATE	ZIP
NNETH CARLSON		1211 12th Street	Langdon	ND	58249
LAWRENCE F. DEUTZ		123 Veterans Ave.	Park River	ND	58270

B. SIGNATURES

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

Dated February 11, 19 93.

NNETH CARLSON
LAWRENCE F. DEUTZ

3. FEES:

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

SEE INSTRUCTIONS ON PAGE 4.

OFFICE USE ONLY

Certificate No.
Date Filed <u>2-78-93</u>
Fee Paid
Filed By <i>cmj</i>

ARTICLES OF INCORPORATION
OF
NORTH DAKOTA TELEPHONE COMPANY

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the provisions of Chapter 10-19 of the North Dakota Century Code and amendments thereto, and for that purpose we do hereby adopt and subscribe the following Articles of Incorporation.

ARTICLE I.

The name of this corporation shall be North Dakota Telephone Company.

ARTICLE II.

The purposes for which this corporation is formed are as follows: to acquire, build, improve, expand, develop and operate a telephone system and to provide complete telephone service.

ARTICLE III.

The principal place of business and the address of its registered office shall be Devils Lake, North Dakota, and the name of its initial registered agent at such address shall be John Hientz.

ARTICLE IV.

This corporation shall have perpetual existence.

ARTICLE V.

The number of directors of this corporation shall be three and they shall serve for a term of one year. The names of the persons who are the incorporators and who are to serve as directors until their successors are elected and qualified, and their addresses, are as follows:

Phillip J. Lucier - 130 S. Benton
St. Louis, Missouri

DUFFY & HARGLAND
DEVILS LAKE, NORTH DAKOTA

Richard R. Hanson - 312 Endicott - on - 4th Building
St. Paul, Minnesota 55101

Harvey W. Knutson - 312 Endicott - on - 4th Building
St. Paul, Minnesota 55101

ARTICLE VI.

The amount of the capital stock of this corporation shall be Five Hundred Thousand Dollars, consisting of Five Thousand shares of the par value of One Hundred Dollars each.

ARTICLE VII.

The corporation will not commence business until consideration of the value of at least One Thousand Dollars has been received for the issuance of shares.

We, the above named incorporators, being first duly sworn, say that we each have read the foregoing application and know the contents thereof, and verily believe the statements made therein to be true.

Dated this 11 day of October, 1965.

Richard R. Hanson
Harvey W. Knutson
Richard R. Hanson

State of Minnesota

County of Ramsey

On this 17 day of October, 1965, before me, a notary public in and for said County and State, personally appeared Richard R. Hanson and Harvey W. Knutson, to me personally known to be the persons whose names are subscribed to the foregoing instrument, and they severally duly acknowledged to me that they executed the same.

(SEAL)

Notary Public, Minnesota

My commission expires 11-29-68

1 (State of Missouri

2 County of St. Louis

3 On this 22nd day of October, 1965, before me, a notary
4 public in and for said County and State, personally appeared
5 Phillip J. Lucier, to me personally known to be the person
6 whose name is subscribed to the foregoing instrument and he
7 duly acknowledged to me that he executed the same.
8

9 Gerard Hubbard
10 Notary Public, Missouri

11 (SEAL)

12 My commission expires 10-7-66

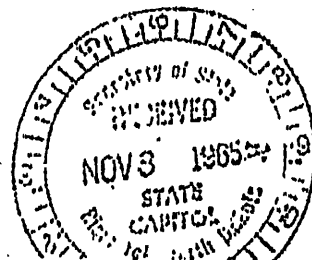
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DUFFY & HAUSLAND
NOTARY PUBLIC, NORTH DAKOTA

Certificate No. 19679

STATE OF NORTH DAKOTA }
Department of State }

Filed for record the 17th
day of December, 1965
at Grand Forks
SECRETARY OF STATE

Recd. 129182



ATTACHMENT 6

NORTH DAKOTA TELEPHONE COMPANY

CERTIFICATE OF GOOD STANDING

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING OF

NORTH DAKOTA TELEPHONE COMPANY

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that NORTH DAKOTA TELEPHONE COMPANY, a North Dakota BUSINESS CORPORATION, was incorporated in this office on December 17, 1965 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

NORTH DAKOTA TELEPHONE COMPANY

Issued: April 21, 2006

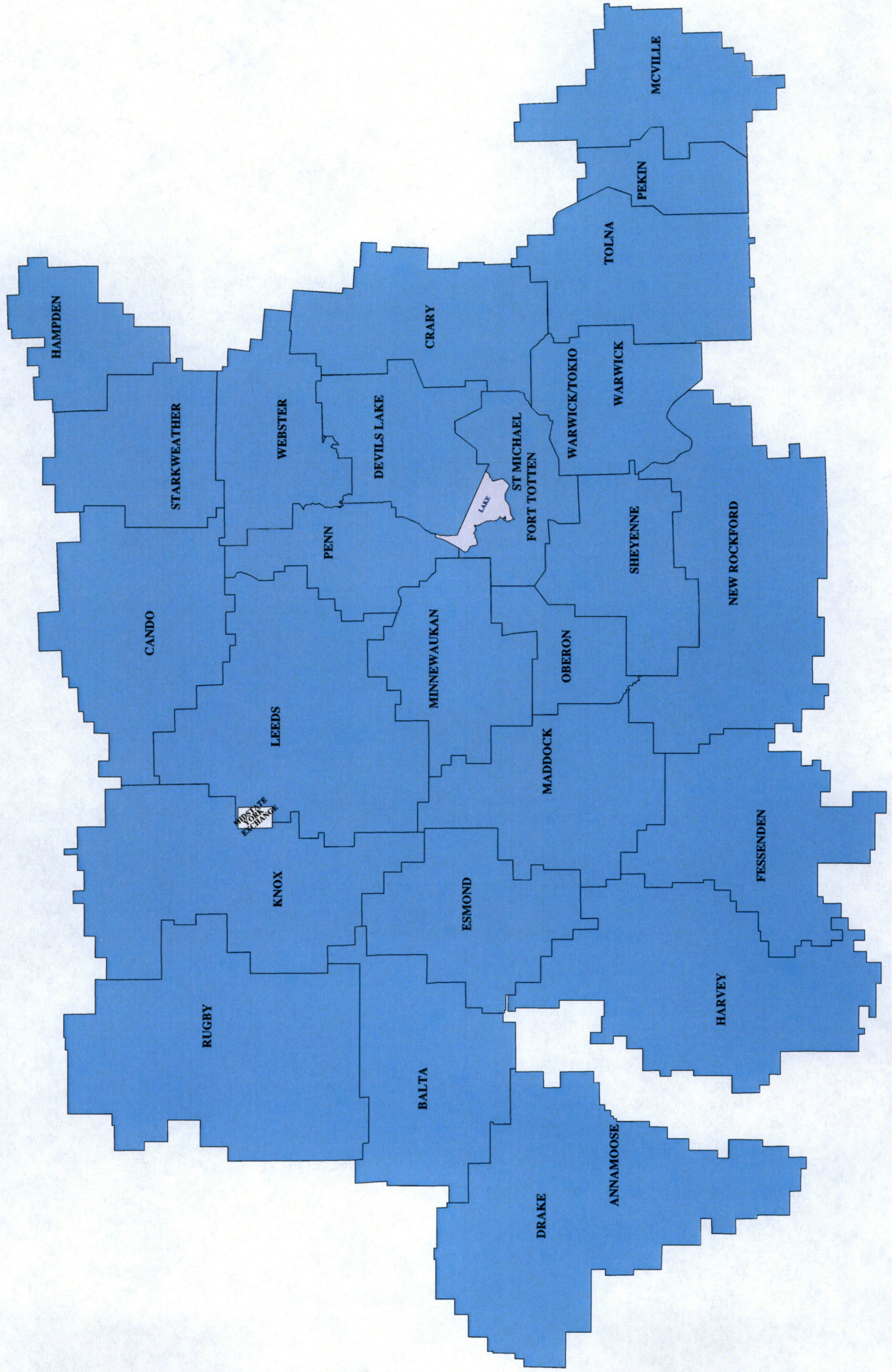
A handwritten signature in cursive script, reading "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State

ATTACHMENT 7

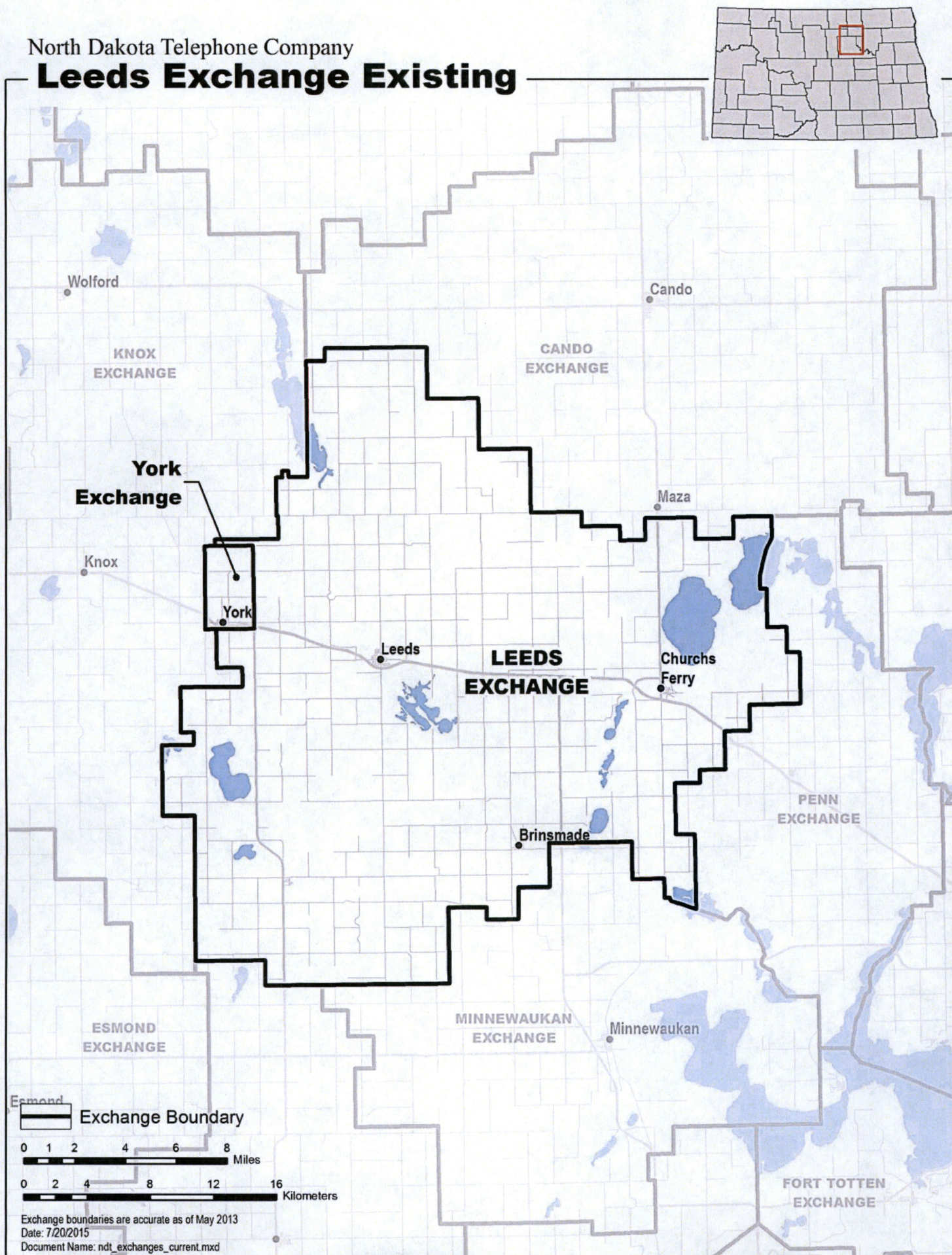
MAPS OF CURRENT AND REVISED SERVICE AREAS

NDTC EXCHANGE BOUNDARIES

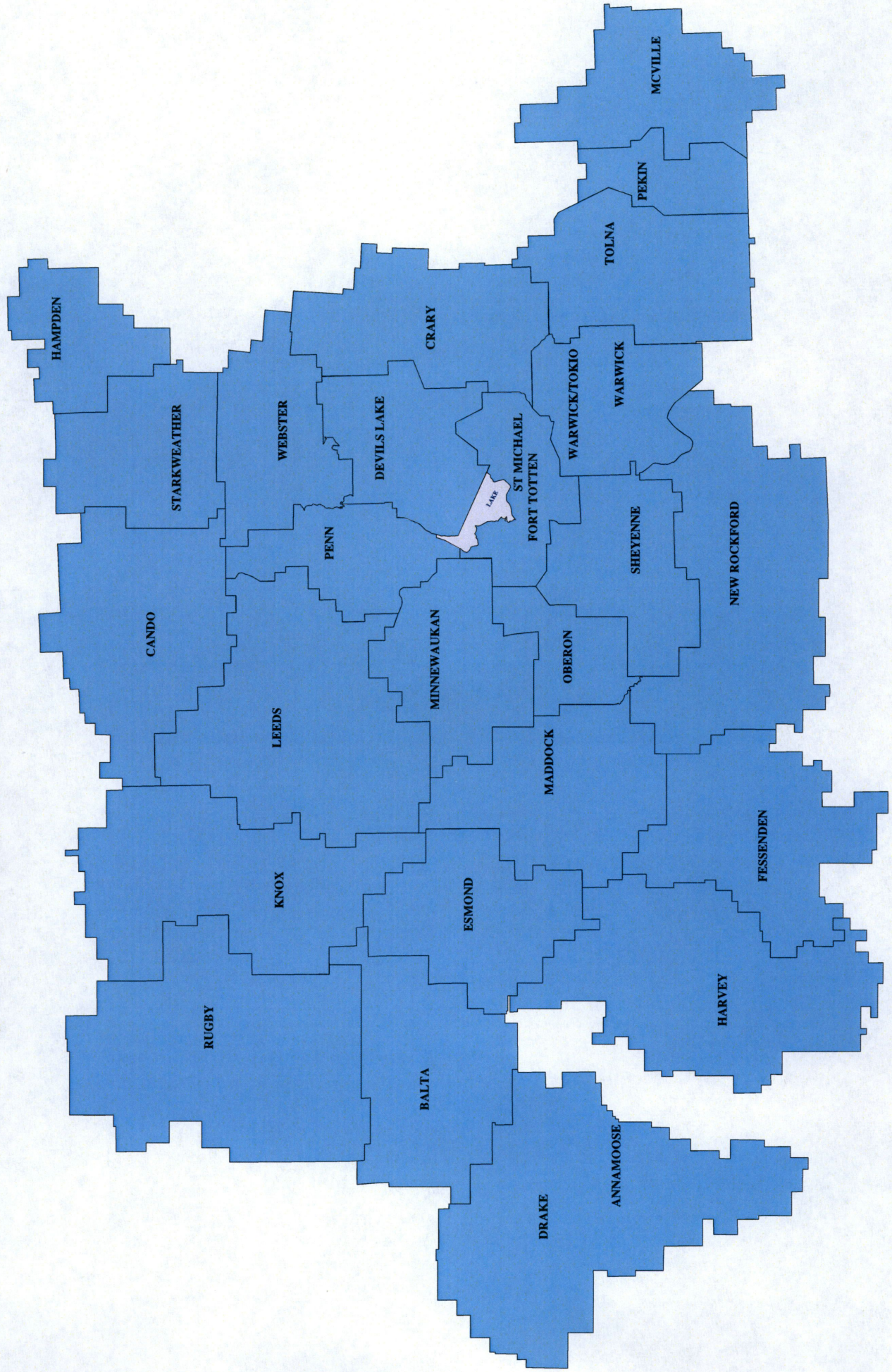


North Dakota Telephone Company

Leeds Exchange Existing

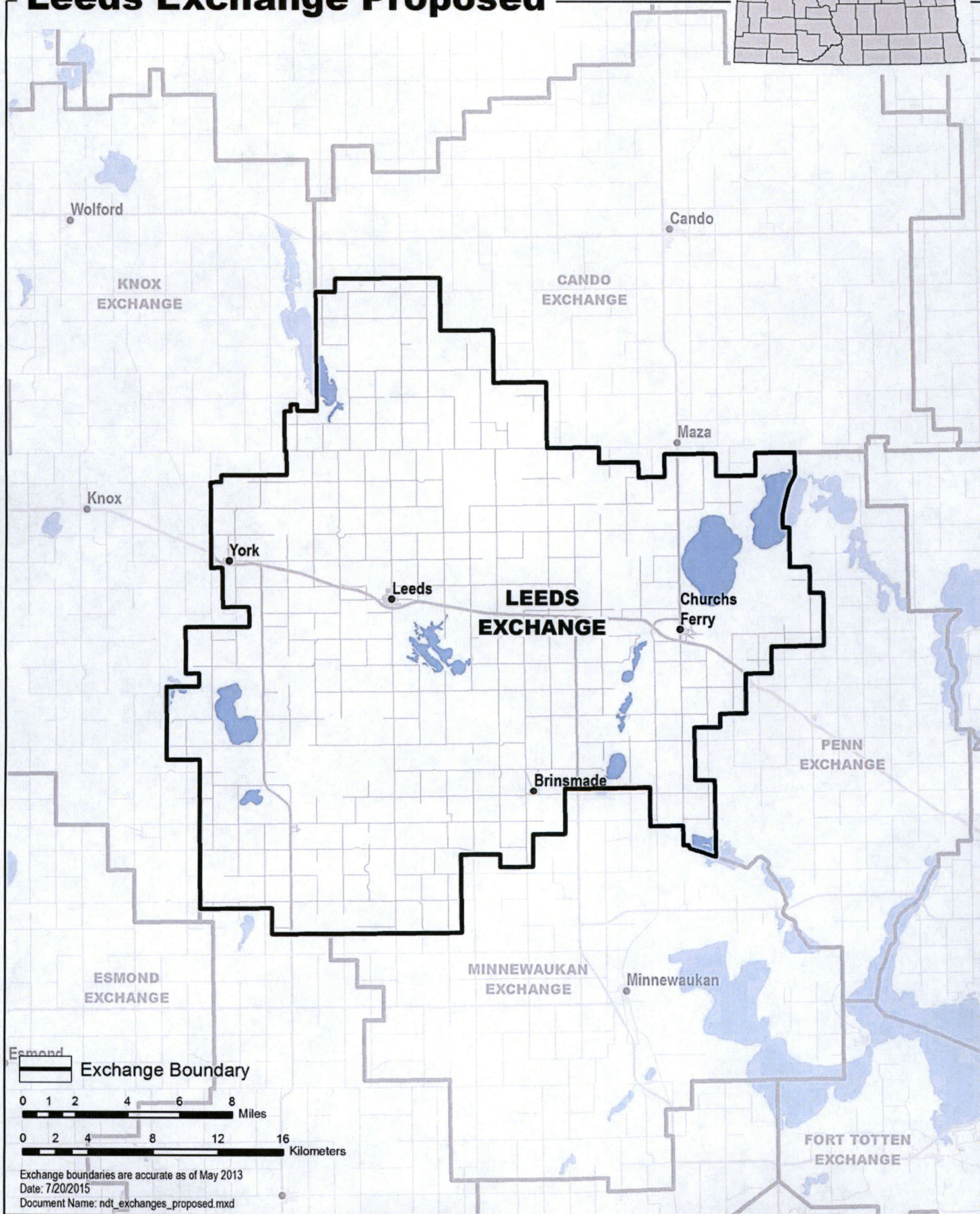
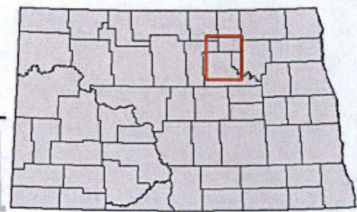


NDTC EXCHANGE BOUNDARIES WITH YORK



North Dakota Telephone Company

Leeds Exchange Proposed



Wolford

KNOX
EXCHANGE

CANDO
EXCHANGE

Cando

Maza

Knox

York

Leeds

LEEDS
EXCHANGE

Churchs
Ferry

PENN
EXCHANGE

Brinsmade

ESMOND
EXCHANGE

MINNEWAUKAN
EXCHANGE

Minnewaukan

FORT TOTTEN
EXCHANGE

Esmond

Exchange Boundary

0 1 2 4 6 8 Miles

0 2 4 8 12 16 Kilometers

Exchange boundaries are accurate as of May 2013

Date: 7/20/2015

Document Name: ndt_exchanges_proposed.mxd

ATTACHMENT 8

FINANCIAL STATEMENT – TRADE SECRET