

Bresnan Communications, LLC
Cequel Communications, LLC
dba Suddenlink Communications
Mediacom Communications Corporation
Midcontinent Communications

(Rural Cable – Joint Filing)

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Rural Utilities Service

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Executive Summary

Collectively, Bresnan, Mediacom, Midcontinent and Suddenlink serve some of the most rural areas of the most rural states in the nation. Together, our companies serve more than 3 million subscribers, many in population centers having less than 1,000 homes. We are uniquely positioned to understand the economic and geographic challenges of serving rural America and the most rural residences and businesses. There are four key issues that will determine the level of success for the Broadband Technology Opportunity Program (BTOP) being administered by the National Telecommunications and Information Administration (NTIA) and various grant and loan programs administered by the Rural Utilities Service (RUS).

Eligibility. The criteria NTIA and RUS establish for grant and loan recipient eligibility will directly affect the pool of potential applicants for broadband programs funded under the American Recovery and Reinvestment Act of 2009 (ARRA) and ultimately the success of the BTOP and RUS programs. Eligibility for grants and loans must be structured as to not favor any particular technology or type of service provider. Eligibility rules should be clear with some flexibility to address unique local market considerations. Any entity including a state or political subdivision, tribe, non-profit or for-profit company should be eligible to participate in ARRA funded programs.

Definitions. The definition of broadband, “unserved” and “underserved” will largely determine the degree to which administration of the ARRA effectively improves broadband availability and adoption in the U.S. For the purposes of ARRA funded grant and loan programs, broadband should be defined as a minimum data rate of 1.5 Mbps downstream/256 kbps upstream. Unserved areas should be defined as an area where end users do not have access to broadband service at the minimum data rates of 1.5 Mbps downstream/256 kbps upstream. Underserved areas should be defined as areas where there is not at least one provider offering broadband access at minimum data speeds of 3 Mbps downstream/512 kbps upstream. BTOP and RUS grant and loan programs should recognize the differences between fixed and wireless broadband service and not consider them duplicative of each other with respect to eligibility and defining unserved or underserved areas.

Simplicity. It is imperative to establish streamlined and simplified application procedures allowing for efficient administration of the grant and loan programs. A two-stage process where applications can be pre-approved based on minimal information and project description should be considered. This information should later be augmented with more detailed information and necessary supporting documents demonstrating long-term viability before final approval.

Interplay Between NTIA and RUS. Both agencies should accept and consider multi-community applications. Neither agency should be given the power to block the other by making an ARRA broadband loan or grant. Previous RUS loan and grant awards

should also not foreclose any BTOP grant applications from consideration or other ARRA-funded RUS grant or loan programs.

I. The Role of the States

Section 6001(c) of ARRA specifies that the NTIA “**may**” consult with States to identify areas that are considered “unserved” and “underserved” and related to the allocation of grant funds within a given State. While this suggests a consulting role for states, it does not suggest a gate keeping function or justify block grants to state governments.

Role for States. The agency can foster coordination with State priorities by giving scoring weight to applications filed that are consistent with State priorities, endorsed by a State or filed in conjunction with a State. However, the agency should take great care not to allow States to delay grant processing or surrender its discretion entirely to the States. Had Congress intended for States to dominate the consideration of BTOP grants, it would have specified such in the statute. Rather, Congress deliberately chose to say that NTIA “may” consult. We suggest that this language encourages State coordination, but does not require it.

States should play the role of validator with respect to priority projects within their jurisdiction. For example, the NTIA should consider a State’s opinion with respect to applications addressing unmet needs that are consistent with the statutory criteria. Thus, NTIA’s definition of “unserved” should provide enough flexibility for a State to identify a unique circumstance for what it considers unserved and thus favorably score applications that meet that need identified by a State. In addition, NTIA should ensure that States are not allowed to play gate keeper for BTOP grants. The needs and priorities of the States should receive consideration, but applicants should not be required to gain prior approval from a State to be eligible.

The NTIA should not seek to resolve differences between competing interests. Rather, the agency should focus on creating as much objective scoring criteria as possible, which will differentiate applications to the degree that they can successfully serve the criteria specified in the statute. All things being equal, applications that are submitted either jointly with a State, with the State’s endorsement or verifiably consistent with State priority should score higher than applications without such coordination.

II. Eligible Grant Recipients

The ARRA establishes entities that are eligible for a grant under the program and requires NTIA to determine by rule whether it is in the public interest that entities other than those listed in Section 6001(e)(1)(A) and (B) should be eligible for grant awards. NTIA should make clear that private companies are eligible for grants, rather than determining such on a case-by-case basis.

Establishing Standards. Section 6001(e)(1)(A) and (B) of the statute does not suggest that the agency prioritize among applications from the eligible entities specified in Section 6001(e). The NTIA should not discriminate among eligible entities. Applications from any eligible entity should be considered on their merits and each applicant should be scored on how it achieves the goals established in the statute.

The NTIA should take great care to coordinate awards with RUS to ensure it does not act in a manner that limits NTIA's discretion to make an award to a worthwhile project.

III. Establishing Selection Criteria

The ARRA establishes several considerations for awarding grants under the BTOP.

Factors. NTIA should limit the scoring for judging applications to the criteria established in the statute. Specifically, the agency should consider the items specified in Section 6001(b)(3), (4), and (5) and Section 6001(h)(2) as criteria that can distinguish applications. Proposed projects that will address those needs should receive favorable points.

To ensure long-term feasibility, the agency should require applicants to demonstrate how the proposed project, if awarded, is part of a sustainable business plan. Scoring should occur on a national basis. Given that the purposes of the ARRA are to create jobs and infrastructure, it is not unreasonable, for example, for ARRA grant funds to go to two separate high scoring projects that have some minor degree of overlap.

The NTIA and RUS should coordinate to avoid one agency foreclosing funding for another worthy project. While grant funds are designed to address market failures in deploying broadband, both agencies should be careful to avoid creating market failures in evaluating two or more high scoring applications that have some overlap of service territory.

Prioritizing unserved and underserved. Applications proposing service to unserved areas should be considered by both agencies as the highest priority. Applications for underserved areas should be considered as the second priority. The agencies need not resolve every issue relating to underserved criteria before launching a competition to focus on unserved areas.

Previous USDA grant and loan awards under ARRA or its current programs should not be permitted to trump or prevent NTIA from awarding a BTOP grant in the same area or an area that may have some overlap with the previous USDA grant or loan, provided that the BTOP application is for new broadband service that is not being provided or will be provided under a previous USDA grant or loan. However, with respect to grants and loans awarded by the USDA under the ARRA, the two agencies should coordinate and not make overlapping grant awards to the same applicant.

The NTIA and RUS must coordinate to ensure that the RUS does not move first on an application that has the effect of foreclosing NTIA from making a worthy award. Neither agency should effectively block the other from making a worthy award. It is entirely possible that two worthy awards could touch the same geographic territory and yet be substantially different.

Both the NTIA and RUS should allow applications for “**middle mile**” deployments – i.e., applications that will ensure that connections between communities and Internet NAPs (either directly or indirectly via other optical networks). Applications that include middle mile and last mile investment, as part of a larger application to serve unserved and underserved areas should also be allowed and favorably considered. Often the cause of poor service or limited service choices is because of a lack of high-speed transport to the Internet.

Different Technology Considerations. The NTIA and RUS should administer their respective programs in a technology neutral manner and remain mindful that different technologies may provide very distinct broadband service and therefore should not be considered duplicative. Technological neutrality requires not only that the agency avoid establishing definitions for eligibility, minimum broadband speeds, unserved, and underserved that would favor a particular technology (among technologies that meet the performance thresholds established by the agency for the BTOP program). Mobile broadband and fixed broadband services are very distinct services and will address different needs in a given community. For example, the presence of a mobile broadband service meeting the minimum broadband performance required under the BTOP program should not preclude consideration of a BTOP grant application for fixed broadband service in a particular area and vice versa.

IV. Grant Mechanics

Distribution. Both agencies should use a competitive grant process for distribution. Stimulus funds should not be awarded through block grants to States or other political subdivisions. All eligible entities should be allowed to compete for the grants and loans from both agencies.

Both agencies should adopt a streamlined application process that permits a quick review based on objective criteria. Full documentation, engineering, detailed budgets, and build out plans should be submitted with the grant application to minimize time consuming follow-up work during the evaluation and grant contract negotiation process.

A streamlined, pre-approval process would allow both agencies to make fast determinations of the most feasible applications, while still allowing the agencies to obtain the full complement of information necessary to make the final determination on the grant/loan application.

Scoring should be on a national basis. High scoring applications that happen to have a minor degree of geographic overlap should both be eligible for funding or subject to a negotiated award. Once a national score is established, NTIA should use the scores as a ranking mechanism among applications for a state when making certain that all states share in the ARRA broadband grant program.

Overcoming Traditional Mechanisms. Processing time has been the most significant shortcoming of traditional grant and loan programs. ARRA funds are intended to create jobs in the near term. For example, since the RUS broadband loan program was established, the process has been riddled with significant challenges. Addressing these problems and establishing a streamlined application process and shorter decision making period ought to be one of the top priorities for agencies distributing ARRA funds.

A streamlined, pre-approval process would allow both agencies to make fast determinations of the most feasible applications, while still allowing the agencies to obtain the full complement of information necessary to make a final determination on the application.

The RUS/REA loan programs have historically excluded cable industry participation by statute, regulation and design. Under ARRA, NTIA and RUS must ensure that cable applicants are considered fairly and not excluded from either program. Both agencies must ensure that any grant competition round be open to all eligible applicants.

V. Timely Completion of Proposals

Efficiency and Fairness in the Applications Process. Below are some considerations that would foster efficiency in the applications process:

1. Each agency should establish a streamlined application process that permits the minimal information necessary for the agencies to make quick decisions, requiring the applicant to provide more comprehensive information later.
2. The NTIA program criteria should be limited to what is specified in the statute and the agency should not seek to impose additional criteria.
3. The RUS should immediately reform the rules and criteria in the broadband loan program to ensure faster review of applications and lessen the burden on applicants, and then apply those reformed rules to the broadband grant program.
4. Both agencies should consider applications covering more than one community. One serious limitation of the RUS Community Connect program, for example, is

that the agency considers a separate application for each community. This should be changed and both agencies should accept applications that cover multiple communities.

5. Loans or grants under the ARRA and previous RUS loan and grant awards should not trump or block loans and grants awarded under the ARRA.
6. Fixed broadband services and mobile broadband services should not be considered duplicative and the presence of one should not exclude consideration of applications for the other service.
7. Applications should be presented to the agencies in the context of an overall business plan for the applicant that shows build out within the required time frames. The agencies should establish manageable post-award reporting requirements to demonstrate that the applicant is deploying the service as promised. In addition, any partnerships claimed in the application should be supported with necessary documentation and made available to the agencies upon request.

VI. Coordination with USDA's Broadband Grant Program

The ARRA directs USDA's Rural Development Office to distribute \$2.5 billion dollars in loans, loan guarantees and grants for broadband deployment. The stated focus of the USDA's program is economic development in rural areas. NTIA has broad authority in its grant program to award grants throughout the United States. Although the two programs have different statutory structures, the programs have many similar purposes, namely the promotion of economic development based on deployment of broadband service and technologies.

Relationship between BTOP Grants and RUS BB Loans. Previous RUS loans should not exclude eligibility for a BTOP grant that meets the minimum broadband definition established for the BTOP program. RUS BB loans were awarded under a different standard of broadband and therefore should not affect any new BTOP grant award to a particular area or community. In addition, previous RUS BB loans should not be eligible for a BTOP grant for the same community in which the BB loan was awarded unless the application for a BTOP grant can demonstrate that the grant is necessary to provide the higher level of service than was required under the BB loan.

On the other hand, a BTOP grant applicant should be required to make the case that a grant – as opposed to a loan – is necessary to deliver the service promised in the application for a given area.

Interagency Coordination on Cross-Cutting Proposals. With respect to proposals that cover areas within the traditional RUS eligible territory as well as outside of such territory, the NTIA and RUS should collaborate on how both agencies can fund the particular project in a manner that is consistent with the mission of the respective

agencies. Multi-community and multi-state applications should be considered and the two agencies should coordinate their evaluation of applications that cut across the jurisdictions of the two agencies to determine an award.

VII. Definitions

The Conference Report on the ARRA states that NTIA should consult with the FCC on defining the terms “unserved area,” “underserved area,” and “broadband.” The ARRA also requires that NTIA shall, in coordination with the FCC, publish nondiscrimination and network interconnection obligations that shall be contractual conditions of grant awards, including, at a minimum, adherence to the principles contained in the FCC’s broadband policy statement (FCC 05–15, adopted August 5, 2005).

Definition of Broadband Service. Central to the NTIA and RUS programs is the level of broadband services that would be eligible for grant or loan funding. We believe the current definitions of broadband service adopted by the FCC and the RUS are inadequate. The agencies need to establish a minimum data rate speed that is consistent with modern technology, while taking into account the unique challenges of providing affordable service to rural residents. We recommend that 1.5 Mbps downstream and 256 kbps upstream be established as the minimum speed eligible for broadband grants and loans. We believe that this level ensures access to essential online services at affordable rates for end users living in remote rural areas, such as in the territory served by our four companies. As the House-Senate conferees on the ARRA recognized, establishing too high a bar for eligibility could have the perverse effect of deterring investment, depriving those areas of jobs in building out broadband and perpetuating the lack of broadband service rather than remedying it.¹

Definition of “Unserved.” We believe that extending the physical availability of broadband into unserved geographic areas should be the government’s highest priority in terms of distributing broadband grants for infrastructure construction. Unserved should be defined as end users who do not have access to broadband service at the minimum data rates of 1.5 Mbps downstream and 256 kbps upstream. Further, the agency should not limit the definition of unserved to only “last mile” considerations. In many rural areas, one of the most “unserved” aspects of the telecommunications network lies in the “middle mile” of the network. If the factor preventing the unserved geographic area from receiving broadband service is lack of capacity in the “middle mile” of the network, then applicants should be able to receive funding to remedy “middle mile” issues.

Also, the grant and loan programs should recognize the differences between mobile and fixed broadband service. The presence of mobile broadband service in a given market should not be considered when determining whether the area is “served” with respect to a fixed broadband service and vice versa. Mobile and fixed broadband services are

¹ H. Conf. Rep. 111-16 (2009) at 775.

very different products and should be treated as such when it comes to determining whether or not a community or area is served or unserved.

In many areas of the country, there is insufficient fiber optic cable/capacity connecting small rural communities to Internet “hub” locations. As a result, even if state-of-the-art broadband local facilities are constructed in an unserved or underserved community, without “middle mile backhaul” facilities to connect the community to an Internet hub location, local broadband speeds and service will remain inadequate.

New “middle mile backhaul” facilities are also needed to provide diversity and redundancy to rural communities. In many cases, there is only one existing middle mile provider with limited capacity – the Incumbent Local Exchange Carrier. Diverse facilities connecting rural markets to Internet hub locations will encourage economic development and provide comparable service to those provided in larger urban markets.

Before scoring of individual applications commences, each application under the ARRA should be assigned classification whereby they can be identified as unserved, underserved or a combination of both. All applications that propose to bring broadband, as defined in this program, to purely unserved locations should receive absolute priority over the other two classifications. The unserved applications should be scored against each other and once they are exhausted the lesser classifications should be considered.

Definition of “Underserved.” Promoting more robust adoption of broadband in underserved areas – where broadband is already available – should be secondary to deploying broadband in unserved areas. The reason for this ranking is because the problems associated with underserved areas, by their nature, are not as substantial as those faced by areas without access to broadband altogether. In making the determination as to what constitutes an underserved area, the agency should consider the broadband speeds that are available to residents of a particular geographic area. Only those geographic areas where there is not at least one provider offering broadband access at minimum speeds of 3 Mbps downstream and 512 kbps upstream should be considered underserved.

It is imperative that the definition of underserved be crafted to ensure that the limited pool of ARRA funds are primarily available to address the problem of providing broadband access to unserved Americans. The NTIA and RUS, in consultation with the FCC, would be correct to conclude that no infrastructure subsidy is appropriate in any geographic area where consumers already have the option of purchasing broadband of adequate speed. The NTIA and RUS should be extremely careful not to award grants or loans for overbuilding in a given market where an incumbent provider is already providing adequate broadband service.

Nondiscrimination and Network Interconnection Obligations. NTIA should not impose any new requirements beyond existing statutory obligations. The FCC non-discrimination and network interconnection obligations are sufficient and the BTOP

program should not attempt to create a separate new set of regulatory obligations on service providers. Any non-discrimination or interconnection requirements should be enforced by the FCC, as the expert agency, under its existing rules and NTIA should have no consideration of such requirements as part of BTOP grants. Further, network interconnection with respect to Internet backbone facilities should be governed by commercial arrangements as is the case in the marketplace today.

Bresnan Communications, LLC

Bresnan Communications is a broadband telecommunications provider founded in 1984 with the goal of providing, communications, entertainment and advanced services through the deployment of leading-edge broadband networks supported by outstanding customer service to small and medium-sized rural markets.

Currently the nation's thirteenth largest Multiple System Operator, Bresnan has owned and operated systems in areas including Michigan, Minnesota, Wisconsin, Chile and Poland. Currently Bresnan serves over 300,000 customers in Colorado, Montana, Wyoming, and Utah and passes over 700,000 homes and businesses. Since 2003, Bresnan has invested over \$1.3 billion acquiring and upgrading systems in their current Rocky Mountain footprint with networks and products that rival those available in the nation's largest metropolitan markets.

Today, Bresnan delivers advanced broadband products and services including high-speed Internet access speeds between 8 and 15 Mbps to 98% of homes passed. The company offers their broadband services bundled with high-definition television, video-on-demand, digital video recorder, and facilities based telephone to residential and business customers across an upgraded fiber-optic coaxial network that continues to expand, reaching across some of the most geographically challenging and sparsely populated areas of the nation. Bresnan Business Services, the company's commercial sales division, offers a portfolio of products reaching enterprise customers with direct, fiber optic based voice, video and data services with customers including universities, hospitals and government agencies as well as the small and medium business market.

William J. Bresnan, founder and Chief Executive Officer of Bresnan Communications, and a cable industry pioneer with 50 years experience in the industry, is widely acknowledged as one of the leading supporters of technological advancement in the field, with a particular focus on rural areas overlooked by other operators. An inductee into the Cable Television Hall of Fame and the Broadcasting and Cable Hall of Fame, he is the recipient of numerous awards and honors including the Walter Kaitz Foundation's prestigious Partnership in Diversity Award honoring him for his "leadership, generosity, talent and integrity."

Bresnan's executive team possesses a demonstrated wealth of experience in the development and operation of broadband systems in challenging markets. The 25 year company history deploying various telecommunications technologies including advanced fiber optics, traditional coaxial cable and wireless technology in markets often overlooked by mainstream providers gives the company a unique and valuable perspective as the American Recovery and Redevelopment Act based broadband stimulus efforts to bridge the digital divide are enacted.

Cequel Communications, LLC dba Suddenlink Communications

Suddenlink Communications' nearly 5,000 employees support the information, communication, and entertainment demands of approximately 1.3 million customer homes, as well as a number of businesses, schools, hospitals, and other enterprises.

Suddenlink operates in primarily medium-sized and smaller markets. Case in point: More than 85 percent of Suddenlink's nearly 1,200 franchises have *fewer than 2,000* customer homes per franchise.

The majority of Suddenlink's customers live and work in Texas, West Virginia, North Carolina, Louisiana, Arkansas, Oklahoma, California, and Missouri. The company has corporate headquarters in St. Louis, Mo., and regional headquarters in Greenville, N.C.; Charleston, W. Va.; Dallas, Tyler, and Lubbock, Texas. All of Suddenlink's customer call centers are based in the United States.

Company products and services include: digital TV, high-definition TV, digital video recorders, video on demand (VOD), TV caller ID, phone, home security, and broadband or high-Speed Internet, featuring residential download speeds up to 20 Mbps in many areas.

Broadband and digital TV services are available to 99 percent of Suddenlink's customers.

According to the most recent, publicly released JD Power survey results, Suddenlink was far and away the most-improved company of its kind, with a 62-point, year-over-year increase in JD Power's overall customer satisfaction index. In addition:

- Newspaper-reader surveys in multiple communities have named Suddenlink the top local Internet service provider;
- The company was recently recognized as one of the top five operators for women by Women in Cable Telecommunications (WICT);
- CFO Mary Meduski and Senior Vice President McCaskill were named to *CableWorld's* "Most Influential Women" list;
- CTO Terry Cordova and Senior Vice President Kevin Stephens were named to *CableWorld's* "Top 50 Minorities in Cable" list; and
- The Texas Workforce Commission gave Suddenlink its "Employer Award of Excellence" in East Texas.

Mediacom Communications Corporation:

Mediacom Communications is the nation's 8th largest cable television company and the leading cable operator focused on serving the smaller cities and towns in the United States.

Through its robust digital network, Mediacom Communications offers a wide array of broadband products and services, including traditional video services, digital television, video-on-demand, digital video recorders, high-definition television, high-speed Internet access and phone service.

Mediacom's objective is to be the preferred multi-platform provider of entertainment, information and telecommunications services as well as the recognized leader in providing superior customer service and support in the markets we serve.

Because our digital network is able to provide all of our products and services over one platform, our customers have the convenience of dealing with one company and one bill for all of their cable TV, high-speed Internet and phone services.

Mediacom Communications serves more than 1,500 communities throughout the country, Mediacom is proud to be a leader in bringing new broadband services to improve the quality of life and drive economic development in America's smaller cities and towns.

We have invested millions of dollars to build a nationwide fiber optic infrastructure to deliver a wide array of products and services including digital cable TV and 8Mbps high-speed Internet and our new phone service.

Mediacom contributes to the growth and prosperity of all the communities we serve by hiring locally, paying our share of property taxes, collecting franchise fees and reinvesting in our fiber optic technology.

We are dedicated to keeping jobs in the communities we serve. Our diversified workforce of over 4,500 employees lives and works in the 22 states where we do business. In addition to their enthusiasm to provide a better customer experience, Mediacom employees are active in supporting and volunteering for community initiatives. We are proud of all of them.

Midcontinent Communications:

Midcontinent Communications is a privately held company based in Sioux Falls, SD. Since our humble beginnings with a movie theater in St. Paul, Minnesota in the early 1930's, Midcontinent has sought to bring the advantage of advanced entertainment and communications services to rural communities. In the 1940's Midcontinent brought movie theaters to many rural communities on the Dakota prairie. In the 1950's, Midcontinent pioneered broadcast television in South Dakota. In the 1960's, Midcontinent began building cable television systems, including the first system in a US state capitol city (Pierre, SD).

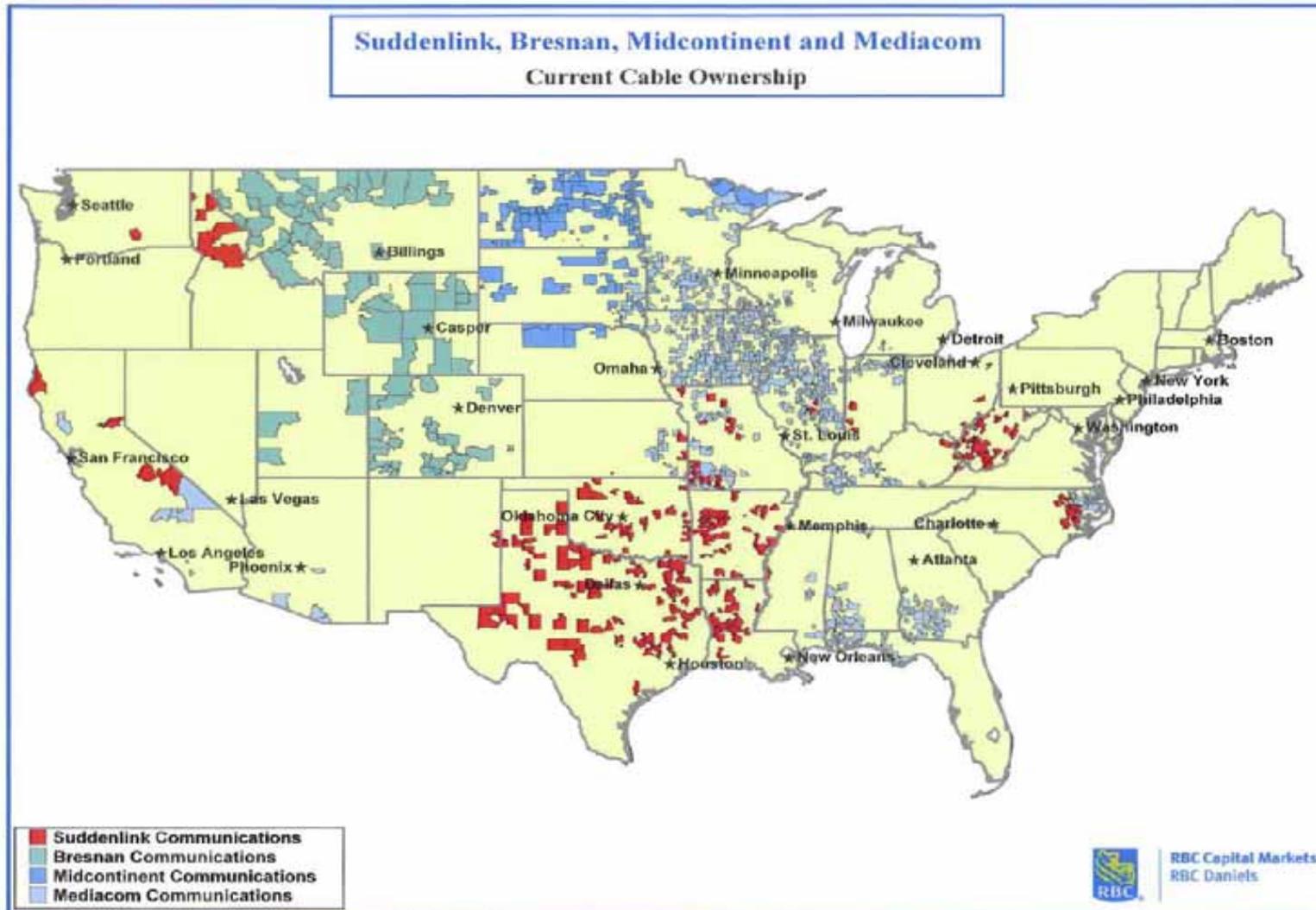
In the 1980's, Midcontinent became one of the first competitive interexchange (long distance) telephone service providers to offer alternatives to commercial customers. In the 1990's, Midcontinent became one of the first companies in the Midwest to offer broadband cable modem Internet services to both residential and business customers. In 2000, Midcontinent refocused its efforts to concentrate on network development to bring advanced voice, video and data to as many rural communities as possible. Today, Midcontinent is the leading provider of cable television, local and long distance telephone service, and broadband Internet access to communities in North and South Dakota.

Midcontinent also provides services to a growing number of communities in rural Minnesota. Midcontinent's service area includes over 240,000 customers in over 200 communities. The largest Midcontinent community is Sioux Falls, SD with a population of 150,000. The smallest community served is Barlow, ND with a population of 40. Midcontinent systems pass fewer than 100 homes in 14 communities, fewer than 200 homes in 54 communities, and fewer than 500 homes in 87 communities. The number of homes passed by Midcontinent in its average community is fewer than 2,000 homes. Midcontinent clearly is a rural provider, and proud of it.

In just the last five years, Midcontinent has spent \$76.8 million on plant upgrades to provide rural customers advanced digital and high definition television, broadband Internet and in many cases competitive local exchange telephone services. When launched in 1995, Midcontinent's Internet product clocked speeds of 1.5 Mbps down and 128K up. Today the speed for the standard package is 10Mbps down and 512K up, increasing to 15 Mbps down and 1Mbps up later this year. Just last February, Midcontinent launched its Northern Plains Network, a fiber rich network with redundant loops connecting most of Midcontinent's communities for enhanced residential and business services.

This network is designed to facilitate the availability of advanced broadband services for residential customers and economic development infrastructure for communities once they all have access to the network. Midcontinent Communications remains dedicated to the communities we serve and is committed to the enrichment of rural communities so no customer is left out of the potential educational, commercial and quality of life impact provided by state-of-the-art broadband connectivity with the world.

Service Area Map:



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