

**BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF SOUTH DAKOTA**

IN THE MATTER OF THE SALE BY MJD SERVICES)	ORDER FOR AND
CORP. OF THE STOCK OF UNION TELEPHONE)	NOTICE OF HEARING
COMPANY, ARMOUR INDEPENDENT TELEPHONE)	
COMPANY, INCLUDING ITS WHOLLY OWNED)	TC03-118
SUBSIDIARY BRIDGEWATER-CANISTOTA)	
INDEPENDENT TELEPHONE COMPANY AND)	
KADOKA TELEPHONE COMPANY TO GOLDEN)	
WEST TELEPHONE PROPERTIES, INC.)	

On July 25, 2003, MJD Services Corp. (MJD), Golden West Telecommunications Cooperative, Inc. (GW Coop) and Golden West Telephone Properties, Inc. (GW Properties), a wholly-owned subsidiary of GW Coop (together, "Applicants") filed a Joint Application (Application) requesting the South Dakota Public Utilities Commission (Commission) to approve a transaction in which all of the capital stock of Union Telephone Company of Hartford (Union), Armour Independent Telephone Co. (Armour), Bridgewater-Canistota Independent Telephone Co. (Bridgewater-Canistota) and Kadoka Telephone Co. (Kadoka) will be acquired by GW Properties. The application states that the change of ownership and control will be accomplished in accordance with the terms of the stock purchase agreement filed with the Application (Agreement). Applicants have requested confidential treatment of the complete version of the Agreement that contains the purchase price and other financial information. The Application states that MJD currently owns 100% of the stock of Union and Kadoka, that MJD and Union currently own 100% of the stock of Armour, that Armour owns 100% of the stock of Bridgewater-Canistota and that MJD accordingly controls Union, Armour, Bridgewater-Canistota and Kadoka. The application states that after the stock sale, Union, Armour, Bridgewater-Canistota and Kadoka will continue to be managed on a day-to-day basis by local employees and that the regulated local exchange and exchange access services, rates and practices for these companies will not change. The application further states that the tax-paying status of the acquired companies will not change following the sale.

The Application states that Union provides local exchange services to the Hartford and Wall Lake local exchanges, that Armour provides local exchange services to the Armour local exchange, that Bridgewater-Canistota provides local exchange services to the Bridgewater and Canistota local exchanges and that Kadoka provides local exchange services to the Kadoka local exchange (together, the "MJD Exchanges").

On July 31, 2003, the Commission electronically transmitted notice of the filing and the intervention deadline of August 15, 2003, to interested individuals and entities. No petitions to intervene or comments were filed.

The Commission has jurisdiction in this matter pursuant to SDCL Chapters 1-26 and 49-31, specifically 1-26-17.1, 1-26-18, 1-26-19, 1-26-19.1, 49-31-2, 49-31-3, 49-31-7, 49-31-7.1, 49-31-59, 49-31-75, 49-31-77 and 49-31-89 through 49-31-97, inclusive. The Commission may rely upon any or all of these or other laws of this state in making its determination. Because of its public interest responsibilities under SDCL 49-31-59, the Commission deems it in the public interest to hold informal public hearings on the application in the local exchange service areas and the formal public hearing covered by this notice despite the absence of intervention by any party.

A hearing will be held on the application on September 24, 2003, at 10:00 A.M. (CDT), in Room 412 of the State Capitol Building, 500 East Capitol, Pierre, South Dakota. The issues at the

hearing will be whether the sales of each of the MJD Exchanges should be approved. Pursuant to SDCL 49-31-59, the Commission must separately approve the sale of each exchange after considering the following: the protection of the public interest, the adequacy of local telephone service, the reasonableness of rates for local service, the provision of 911, Enhanced 911, and other public safety services, the payment of taxes, and the ability of the local exchange company to provide modern, state-of-the-art telecommunications services that will help promote economic development, tele-medicine, and distance learning in rural South Dakota.

The public is invited to participate by testifying at the hearing on a non-party basis pursuant to ARSD 20:10:01:15.06. The order of testimony will be: (1) Applicants; (2) Commission Staff; and (3) the Public. All persons testifying, including non-party members of the public, will be subject to cross-examination by the parties to the proceeding. The hearing is an adversary proceeding conducted pursuant to SDCL Chapter 1-26. All parties have the right to attend and represent themselves or be represented by an attorney. However, such rights and other due process rights shall be forfeited if not exercised at the hearing. If you or your representative fail to appear at the time and place set for the hearing, the Final Decision will be based solely on testimony and evidence, if any, presented during the hearing or a Final Decision may be issued by default pursuant to SDCL 1-26-20. The Commission, after examining the evidence and hearing testimony presented by the parties and the public, shall make Findings of Fact, Conclusions of Law, and a Final Decision. As a result of the hearing, the Commission may either approve or reject the proposed sale of any or all of the MJD Exchanges. The Final Decision made by the Commission may be appealed by any party to the Circuit Court and the South Dakota Supreme Court as provided by law. It is therefore

ORDERED, that a hearing shall be held at the time and place specified above on the application for approval of the sale by MJD, Union and Armour of the stock of Union, Armour, Bridgewater-Canistota and Kadoka and associated MJD Exchanges to GW Properties.

Pursuant to the Americans with Disabilities Act, this hearing is being held in a physically accessible location. Please contact the Public Utilities Commission at 1-800-332-1782 at least 48 hours prior to the hearing if you have special needs so arrangements can be made to accommodate you.

Dated at Pierre, South Dakota, this 5th day of September, 2003.

CERTIFICATE OF SERVICE	
The undersigned hereby certifies that this document has been served today upon all parties of record in this docket, as listed on the docket service list, by facsimile or by first class mail, in properly addressed envelopes, with charges prepaid thereon.	
By:	<u><i>Helaine Kolbo</i></u>
Date:	<u>9/5/03</u>
(OFFICIAL SEAL)	

BY ORDER OF THE COMMISSION:

Robert K. Sahr
ROBERT K. SAHR, Chairman *JK*

Gary Hanson
GARY HANSON, Commissioner

James A. Burg
JAMES A. BURG, Commissioner