Open Video System
Notice of Intent

Attention
Media Bureau
NOTICE OF INTENT
TO ESTABLISH AN OPEN VIDEO SYSTEM

LAKEDALE TELEPHONE COMPANY (Lakedale) pursuant to Section 651 of the Telecommunications Act of 1996 and Section 76.1503(b)(1) of the Commission’s Rules, hereby submits its “Notice of Intent,” (“Notice”) to establish an open video system (“OVS”). As required by Section 76.1503(b)(1), Lakedale, respectfully submits the following information:

1. The OVS operator is Lakedale Telephone Company. The contact person for the operator, Gene R. South, Sr., is located at 9938 State Highway 55 NW, Annandale, MN 55302. Mr. South may be reached at 320-274-8201.

2. Lakedale’s projected service area will encompass portions of Stearns County, Minnesota including all or portions of the following incorporated community:

<table>
<thead>
<tr>
<th>Community</th>
<th>County</th>
</tr>
</thead>
<tbody>
<tr>
<td>City of Paynesville, MN</td>
<td>Stearns County, MN</td>
</tr>
</tbody>
</table>
3. The open video system will have a maximum of 300 digital channel input ports available, each consisting of an average of 4 megabits of capacity. Lakedale’s system will satisfy all OVS channel capacity requirements.

4. Video Programming Providers (VPP) interested in carriage of Lakedale’s open video system may obtain additional information about the system by completing the OVS Information Request Form (Attachment 1) and submitting it to:

   Gene R. South, Sr.
   PO Box 340
   Annandale, MN 55302
   320/274-8201

Pursuant to 47 C.F.R. § 76.1503(b)(2) of the FCC’s rules, within five business days of receipt of a request for information Lakedale will provide the VPP with additional information regarding the open video system to enable the VPP to make an enrollment decision. With this information, the VPP also will be provided with additional forms and instructions necessary for carriage on Lakedale’s open video system. If a VPP decides to seek carriage on Lakedale’s open video system after receipt of the additional information, the VPP must submit the required forms, a non-refundable application-processing fee, and a channel reservation deposit by the end of the enrollment period.

5. One third of the system’s maximum capacity will be set aside for Lakedale and/or its affiliates. In addition, Lakedale will utilize approximately three channels to carry public programs, educational programs, and governmental programs, in addition to approximately nineteen “must-carry” stations entitled to demand carriage pursuant to 47 C.F.R. §76.56 and § 76.1506 of the FCC’s rules. The remaining channels will be available for interested VPPs. No VPP will be assigned more than the capacity set aside for Lakedale and its affiliates.
6. The enrollment period for VPPs seeking carriage on Lakedale’s open video system will commence on December 17, 2004, and will conclude March 17, 2005 or 90 days after the FCC releases a public notice of this Notice of Intent. In order to allow for contract finalization, ensure orderly channel allocation and allow timely systems allocation to occur, VPPs must submit their preliminary enrollment requests no later than February 17, 2005. Allocation of capacity in the event demand exceeds system capacity will occur as described in Attachment 2.

7. Attached is a Certification that Lakedale has complied with all relevant notification requirements under the FCC’s open video system regulations concerning must-carry and retransmission consent (47 C.F.R. § 76.1506), including a list of all local commercial and non-commercial television stations served (Attachment 3). An example of the notification letter sent to television stations pursuant to this Section is also appended hereto (Attachment 4). Also attached is a Certificate of Service showing that Lakedale’s Notice of Intent has been served on all local franchising authorities, which are located with Lakedale’s anticipated OVS service area (Attachment 5).

Respectfully submitted,

LAKEDALE TELEPHONE COMPANY

_________________________________________
Gene R. South, Sr.
LAKEDALE TELEPHONE COMPANY
9938 State Hwy 55 NW
PO Box 340
Annandale, MN 55302-0340
(320)274-8201 (Phone)
(320)274-3440 (FAX)

Dated: __________________________
LAKEDALE TELEPHONE COMPANY
OPEN VIDEO SYSTEM
INFORMATION REQUEST FORM

Section I: Video Programming Provider Information

Name of Company: ________________________________

Name of Contact: ________________________________

Address: ______________________________________

________________________________________________________________________

Telephone: _____________________________________

Facsimile: ______________________________________

Section II: Carriage Information

Total amount of capacity requested: ______ channels

Section III: Certification and Non-Disclosure Statement

The undersigned video programming provider (“VPP”) represents that it has the right under the copyright laws to select and contract for carriage of specific video programming on the Lakedale open video system, and that it has no formal or informal affiliation (as defined by 47 C.F.R. § 76.1500(g) of the FCC’s rules) or agreement with any other VPP requesting capacity or with any cable operator providing cable television services within Lakedale’s open video system service area, and that the capacity requested will only be used for the commercial operation of an information service. The VPP and its affiliates agree not to disclose to any other party the information provided by Lakedale in response to this request, except for information that is in the public domain and except as provided in 47 C.F. R. § 76.1513(1) of the FCC’s rules and that they will not use the information for any purpose whatsoever other than making an informed decision as to whether to enroll in Lakedale’s open video system and the subsequent activation of such enrollment, if any.

Signature __________________________ Name __________________________ Title __________________________ Date __________________________

12/09/04
LAKEDALE TELEPHONE COMPANY
OPEN VIDEO SYSTEM
CHANNEL ALLOCATION PROCESS

Lakedale’s anticipated total system capacity on its open video system is 300 digital ports (channels). The following channel allocations already have been made:

Lakedale: 100 channels for video programming + approximately 22 channels for the PEG/must-carry requirements. The remaining number of channels to be allocated is 178.

Initial capacity requests must be submitted by March 5, 2005. At that time, the total number of channels requested from all VPPs will be calculated. If sufficient capacity exists to fill all requests, each VPP will be allocated channel capacity equal to its request. If the sum of all channels requested exceeds available channel capacity, each VPP requesting fewer than 6 channels will receive its requested channels; VPPs requesting more than 6 channels will receive at least 6, total capacity permitting. The remaining channels will be allocated to each VPP requesting more than 6 channels on a pro rata basis; that is based on the ratio of the remaining number of channels requested by all VPPs.

The following is an illustration of the allocation process based on the availability of 178 channels and a request for 398 channels from multiple VPPs.

<table>
<thead>
<tr>
<th></th>
<th>Channels Requested</th>
<th>Minimum Allocations</th>
<th>Remaining Channels Requested</th>
<th>Ratio of Rmng Chal Avlble to Rmng Chal Requested</th>
<th>No. of Channels Allocated</th>
</tr>
</thead>
<tbody>
<tr>
<td>A</td>
<td>2</td>
<td>2</td>
<td>0</td>
<td>-</td>
<td>2</td>
</tr>
<tr>
<td>B</td>
<td>6</td>
<td>6</td>
<td>0</td>
<td>-</td>
<td>6</td>
</tr>
<tr>
<td>C</td>
<td>20</td>
<td>6</td>
<td>14</td>
<td>398</td>
<td>12</td>
</tr>
<tr>
<td>D</td>
<td>110</td>
<td>6</td>
<td>104</td>
<td>398</td>
<td>47</td>
</tr>
<tr>
<td>E</td>
<td>150</td>
<td>6</td>
<td>144</td>
<td>398</td>
<td>64</td>
</tr>
<tr>
<td>F</td>
<td>110</td>
<td>6</td>
<td>104</td>
<td>398</td>
<td>47</td>
</tr>
<tr>
<td>Total</td>
<td>398</td>
<td>32</td>
<td>366</td>
<td></td>
<td>178</td>
</tr>
</tbody>
</table>
Because VPPs C through F all requested more than 6 channels, each VPP is allotted up to 6 channels as the minimum allocation. The remaining number of channels available to be divided among the VPPs is 146 (178 channels minus 32 channels).

The number of available channels to be allocated on a pro rata basis (146) is divided by the remaining number of channels requested (366) which equals .398. This factor is used to calculate the distribution of the remaining 146 channels to VPPs C through F.

The remaining channels requested by VPPs C through F are multiplied by the pro rata factor (.398) to determine the number of channels the VPPs will be allocated in addition to the six channel minimum. Fractions of channels have been rounded to the nearest whole number, provided that the sum of all allocations not exceed the total number of available channels.

Lakedale will mail a notification to each VPP to confirm the channel capacity allocation by February 5, 2005. Any VPP that is allocated fewer channels than it initially requested may withdraw its channel capacity request by notifying Lakedale by mail. Cancellations must be received by 5:00 p.m. on February 15, 2005. Channel capacity made available through the withdrawal of one or more VPPs will be reallocated on a pro rata basis to the remaining VPPs who did not receive their full request. On February 21, 2005, Lakedale will mail a notification to each remaining VPP to confirm the final channel capacity allocation.
CERTIFICATION

I, Gene R. South, Sr., hereby certify that on or before this 9th day of December 2004, I caused must-carry/retransmission consent election notification to be sent by US mail to all commercial and noncommercial television stations operating within Lakedale’s open video system television market, as indicated by the attached service list.

Gene R. South, Sr.
CEO/General Manager
December 9, 2004

Dear

This letter serves to inform you that Lakedale Telephone Company intends to begin operating an Open Video System (“OVS”) in and around the city of Payneville, Minnesota. Service activation is expected to occur on March 17, 2005. The open video system will have 300 channels of digital capacity.

Due to the OVS’s geographic deployment, your station is entitled to carriage should you so elect, provided it is subsequently determined that the station delivers a good quality signal to the principal headend location at Hutchinson, Minnesota, and provided further that carriage of the station will not subject Lakedale to copyright liability.

If your station is a commercial broadcast station, under the Federal Communications Commissions’ OVS Rules, 47 C.F.R. 76 1500, et seq., you may elect mandatory carriage or you may negotiate consent for retransmission of your signal. All video programming providers (VPPs) on Lakedale’s Open Video System will be notified of your decision. If you elect “must carry”, Lakedale, as the operator of the system, will deliver your signal to all subscribers of any VPP on the system. If you elect “retransmission consent”, you may negotiate with one or more VPPs delivering programming over the Lakedale OVS for inclusion in their programming package. Please notify us by certified mail within five business days of your election. Pursuant to FCC Rules, your election of OVS must be the same as any election you make with respect to the cable system operators in the towns listed on the attachment.

The FCC’s OVS Rules are specific that Lakedale, as the system operator, must receive notification with respect to black-out requirements related to sports broadcasts, network non-duplication, and syndicated exclusively. Lakedale will make all notifications available to appropriate VPP’s on the system, and will delete signals from the system in accordance with the FCC’s Rules.

To the extent that you are carried as part of the VPP’s programming package pursuant to retransmission consent, you should notify that VPP. Please make all notifications to Lakedale required by these regulations to:

Gene R. South, Sr.
LAKEDALE TELEPHONE COMPANY
9938 State Hwy 55 NW
PO Box 340
Annandale, MN 55302-0340

Please call me at 320-274-8201 if you have any questions.

Sincerely,
Gene R. South, Sr.
CEO/General Manager
CERTIFICATE OF SERVICE

I, Gene R. South, Sr., hereby certify that I have caused copies of the foregoing open video system “Notice of Intent” of Lakedale Telephone Company to be sent via certified mail on the 9th day of December 2004 to the following local franchising authority listed below:

Steve Helget  
City of Paynesville  
City Administrator  
221 Washburne Ave  
Paynesville, MN  56362

______________________________
Gene R. South, Sr.  
CEO/General Manager
<table>
<thead>
<tr>
<th>Company</th>
<th>Name</th>
<th>Address</th>
<th>City, State, Zip</th>
</tr>
</thead>
<tbody>
<tr>
<td>CBS, Inc. WCCO-TV</td>
<td>Paul Wilkenson</td>
<td>90 S 11th Street</td>
<td>Minneapolis, MN 55403</td>
</tr>
<tr>
<td>Hubbard Broadcasting, Inc. KSTP-TV</td>
<td>Kris Shuldes</td>
<td>3415 University Avenue</td>
<td>St. Paul, MN 55114</td>
</tr>
<tr>
<td>Fox Television Stations, Inc. KMSP-TV and WFTC</td>
<td>Molly Pauker</td>
<td>5151 Wisconsin Avenue NW</td>
<td>Washington, DC 20016</td>
</tr>
<tr>
<td>Gannett KARE-TV</td>
<td>Jeffrey Phillips</td>
<td>8811 Olson Memorial Hwy</td>
<td>Minneapolis, MN 55427</td>
</tr>
<tr>
<td>Paxson Communication Corp. KPXM</td>
<td>Steve Friedman</td>
<td>601 Clearwater Park Road</td>
<td>West Palm Beach, FL 33401</td>
</tr>
<tr>
<td>KSTC-TV Twin Cities</td>
<td>Glenna Sorensen</td>
<td>3415 University Avenue</td>
<td>St. Paul, MN 55114</td>
</tr>
<tr>
<td>KMWB</td>
<td>Steve Lunde</td>
<td>1640 Como Ave</td>
<td>St. Paul, MN 55108</td>
</tr>
<tr>
<td>Twin Cities Public Television KTCI-KTCA</td>
<td>Tom Holter</td>
<td>172 East 4th Street</td>
<td>St. Paul, MN 55101</td>
</tr>
<tr>
<td>Pioneer Public Television KWCM-Appleton</td>
<td>Glen T. Cerny</td>
<td>120 West Schlieman</td>
<td>Appleton, MN 56208</td>
</tr>
</tbody>
</table>