

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

IN THE MATTER OF THE)	
APPLICATION OF MCC TELEPHONY)	
OF THE MIDWEST, INC., D/B/A)	AMENDED
MEDIACOM FOR A)	APPLICATION FOR
CERTIFICATE OF AUTHORITY)	CERTIFICATE OF AUTHORITY
TO PROVIDE LOCAL EXCHANGE)	
SERVICE IN THE BROOKINGS)	
EXCHANGE)	

I. INTRODUCTION

MCC Telephony of the Midwest, Inc., d/b/a Mediacom ("MCC") files this application for a certificate of authority to provide local exchange service in the Brookings rural exchange, pursuant to ARSD 20:10:32:03, 20:10:32:15 and 20:10:32:18.

MCC represents that it has sufficient technical, financial and managerial capabilities and meets all requirements of law necessary to offer the telecommunications services described in this application. MCC also represents that granting this application is in the public interest.

APPLICATION FOR CERTIFICATE OF AUTHORITY

1. **The applicant's name, address, telephone number, facsimile number, E-mail address, and whether the applicant is a sole proprietorship, partnership, corporation, limited liability corporation, or limited liability partnership.**

MCC Telephony of the Midwest, Inc, is a Delaware corporation with its principal office located at the following:

MCC Telephony of the Midwest, Inc.
100 Crystal Run Road
Middletown, New York 10941
Telephone: (845)695-2600
Facsimile: (845)695-2669
See paragraph 17 for relevant email addresses.

2. **The name under which the applicant will provide these services if different than 1 above.**

MCC Telephony of the Midwest, Inc., d/b/a Mediacom.

3. **If the applicant is a corporation provide:**

- (a) The state in which it is incorporated, the date of incorporation, and a copy of its certificate of incorporation or, if it is an out-of-state corporation, a copy of its certificate of authority to transact business in South Dakota from the Secretary of State;

MCC Telephony of the Midwest, Inc, was formed December 8, 2005, under the laws of Delaware. Attached as Exhibit A is a copy of its certificate of authority to transact business in South Dakota from the Secretary of State.

- (b) The location of its principal office, if any, in this state and the name and address of its current registered agent;

MCC Telephony of the Midwest, Inc., does not currently maintain a principal office in South Dakota, however, its registered agent is:

CT Corporation System
319 S. Coteau Street
Pierre, South Dakota 57501

- (c) The name and address of each corporation, association, partnership, cooperative, or individual holding a 20 percent or greater ownership or management interest in the applicant corporation and the amount and character of the ownership or management interest;

MCC Telephony of the Midwest, Inc. is incorporated under the laws of Delaware. MCC is a wholly owned, direct subsidiary of MCC Telephony, Inc. MCC Telephony, Inc. is a wholly owned, direct subsidiary of Mediacom Communications Corporation, a publicly held cable Multiple System Operator (MSO). All three entities share the same principal address at 100 Crystal Run Road, Middletown, New York, 10941.

4. A description of the applicant's experience providing any telecommunications services in South Dakota or in other jurisdictions, including types of services provided, and the dates and nature of state or federal authorization to provide the services.

MCC is a newly operating entity and has never provided telecommunications services in South Dakota or elsewhere.

MCC is very recently certified in the Qwest exchanges in South Dakota. A number of MCC's telephony affiliates are currently certified and are providing local exchange voice services in Florida, Georgia, Illinois, Iowa, Minnesota and Missouri. These affiliates provide the same type of service MCC proposes to provide in South Dakota: a bundled voice offering of unlimited local and domestic long distance calling and calling to Canada for a flat monthly fee. International calls, operator assistance, director assistance and other optional features are provided at additional charge. To date, these affiliates' offerings are focused on residential customers, but MCC and its affiliates expect to offer business services in the future. Following are the dates and nature of state and federal authorizations for MCC's affiliates:

MCC Telephony of Illinois, Inc.; Illinois Commerce Commission Case 04-0601; Resold and Facilities Based Interexchange and Local Telecommunications Services, statewide in the State of Illinois; December 15, 2004.

MCC Telephony of Minnesota, Inc.; Minnesota Public Utility Commission Docket No. P-6414/M-05-176; Certificate of Authority to provide Local Exchange (Specified Communities) and Interexchange Services (Statewide); March 16, 2005 (Tariff approval perfecting prior conditional grant of authority).

MCC Telephony of Georgia, Inc.; Georgia Public Service Commission Docket 19479; Certificate of Authority to provide Competitive Local Exchange Telecommunications Services; June 14, 2005.

MCC Telephony of Iowa, Inc.; Iowa Utilities Board Docket TCU-04-4; Certificate to Furnish Local Telephone Service; March 14, 2005.

MCC Telephony of Missouri, Inc.; Missouri Public Service Commission Case No. LA-2005-0150 Authority to provide basic local exchange, nonswitched local exchange, and interexchange telecommunications services; August 11, 2005.

MCC Telephony of Florida, Inc.; Florida Public Service Commission Docket No. 050212-TX certificate to provide competitive local exchange telecommunications service; June 17, 2005.

MCC Telephony of the Midwest, Inc.; Wisconsin Public Service Commission Docket No. 3484-NC-100 Order granting authority to

operate as a competitive local exchange carrier and alternative telecommunications utility; March 24, 2006.

MCC Telephony of the Midwest, Inc.; South Dakota Public Utilities Commission Docket No. TC06-046, Order granting authority September 26, 2006.

5. Names and addresses of applicant's affiliates, subsidiaries, and parent organizations, if any.

See answers to questions 3 and 4.

6. A list and specific description of the telecommunications services the applicant seeks to offer and the means by which the services will be provided.

MCC seeks authority to provide competitive facilities-based and resold basic local exchange services, including nonswitched, switched local services and special access services to its customers. MCC will provide facilities-based and resold local IP voice services to residential customers and business customers, as well as facilities-based and resold IP voice services. MCC proposes to provide these services through a combination of its own facilities.

Applicant will use fiber optic, coaxial or copper transmission facilities and network facilities (e.g., switching equipment, transmission equipment) to provide service. Applicant proposes to rely primarily on the existing cable television facilities deployed by its affiliated cable companies and the facilities of its underlying telecommunications carrier. Where MCC does not have access to affiliates' facilities and market conditions warrant, MCC may choose to construct its own facilities or provide resold services using the facilities of other certificated local exchange carriers or network providers. MCC will interconnect through Sprint, which will manage the soft switch and gateways used to exchange traffic with the public switched telephone network ("PSTN") for call completion.

ARSD 20:10:32:15 requires MCC, by seeking authority to provide local exchange service in the service area of a rural telephone company, to satisfy the service requirements imposed on eligible telecommunications carriers pursuant to 47 U.S.C. § 214(a)(1) and applicable federal regulations. That section further permits application for a waiver under ARSD 20:10:32:18.

MCC is able to satisfy the local exchange service obligations provided in ARSD 20:10:32:10, as well as those provided in 47 U.S.C. § 214(e)(1). However, to the extent that service of less than the entire study area of Swiftel requires a waiver, MCC requests such a waiver under ARSD 20:10:32:18. In this application, MCC applies only to provide local exchange services in the Brookings exchange to potential customers presently located within its network service coverage area. MCC is not seeking designation as an eligible telecommunications carrier for the purpose of receiving high cost support.

MCC satisfies the ETC requirements as follows:

(1) *Voice grade access to the public switched telephone network*

The intent is to provision services in Brookings through a combination of services over MCC affiliates' facilities, and interconnection to the PSTN through Sprint.

(2) *Local usage meaning a prescribed amount of minutes of use of exchange service provided free of charge to end users*

MCC proposes to charge a flat monthly service fee for local service with no limit to the number of calls made or received, or minutes of usage. Under the business model, Sprint does not bill or charge the consumer.

(3) *Dual tone multi-frequency signaling or its functional equivalent*

MCC will provide DTMF signaling for all customers in the Brookings exchange.

(4) *Single-party service or its functional equivalent*

MCC will provide only single-party service in all areas served.

(5) *Access to emergency services*

Through its agreement with Sprint, MCC will have agreements and connectivity to all appropriate Public

Safety Answering Points. In Brookings, details will depend upon interconnection with the incumbent carrier.

(6) Access to operator services

Through its agreement with Sprint, MCC will provide operator services to all customers through agreement with Sprint. This agreement provides all MCC customers access to 0- and 0+ services. Equal access will also be provided to other long distance carriers.

(7) Access to interexchange service

Through its agreement with Sprint, MCC will provide access to interexchange service.

(8) Access to directory assistance

MCC has an agreement with Sprint for directory assistance.

(9) Toll limitation for qualifying low-income consumers

MCC's voice service package includes unlimited local and domestic long distance calling. It does not presently offer a "local only" product.

MCC represents and alleges that granting this application is consistent with the public interest. The service sought to be introduced here would bring competition to the marketplace in the Brookings exchange. The public interest is served by the introduction of competing local exchange providers to the marketplace.

7. A service area map or narrative description indicating with particularity the geographic area in which the services will be offered or served by the applicant.

MCC seeks to serve its affiliates current cable customers in the Brookings exchange. Additionally, attached as exhibit B is a Mediacom/MCC facilities map, showing the boundary of Mediacom facilities in the Brookings area.

8. Information regarding the technical competence of the applicant to provide its proposed local exchange services including:

- (a) A description of the education and experience of the applicant's management personnel who will oversee the proposed local exchange services; and**

See MCC Management Biographies attached as an exhibit.

- (b) **Information regarding policies, personnel, or arrangements made by the applicant which demonstrates the applicant's ability to respond to customer complaints and inquiries promptly and to perform facility and equipment maintenance necessary to ensure compliance with any commission quality of service requirements;**

The telephone number for customer inquiries and complaints is provided by MCC on the customer bill. MCC's Customer Service department may be accessed through a toll-free number. Customer service is available seven days a week, twenty-four hours a day. The proposed toll free number is: 800-332-0245. Customer complaints are resolved by a company customer service representatives and management at the local and then regional level. Further resolution efforts may be taken up directly with the Corporate Customer Service department. Should a customer request to speak with our corporate office, they are directed to call the Corporate Customer Service Department, toll free at 1-888-692-9090.

Technical and Managerial Qualifications

Through arrangements with its cable affiliates, MCC will have sufficient managerial and technical capability to ensure that Applicant can provide the services for which it seeks certification. Certain persons that are part of the management teams at MCC's cable affiliates also serve as officers of MCC and its other telephony affiliates. MCC management team includes individuals with extensive experience in developing and operating a communications business. The same individuals presently participate in running the voice communications business of MCC's telephony affiliates.

9. **Information explaining how the applicant will provide customers with access to emergency services such as 911 or enhanced 911, operator services, interexchange services, directory assistance, and telecommunications relay services;**

MCC will provide customers with access to emergency services such as 911/E911, operator services, interexchange services,

directory assistance and telecommunications relay services through its wholesale relationship with Sprint. Sprint will provide connection to the 911 emergency network, as well as operator and directory services and will connect Mediacom customers to the Telecom Relay Network. In addition, MCC customers will be provided with interexchange services through the Sprint network.

10. Financial information including:

- (a) **For the most recent 12-month period, financial statements of the applicant consisting of balance sheets, income statements, and case flow statements;**

See answer to (b), below.

- (b) **If a public corporation, the applicant's latest annual report and report to stockholders.**

MCC has not transacted business yet and, therefore, does not have balance sheets, income statements or cash flow statements. MCC intends that the financing needed to launch the services it proposes to render pursuant to the requested authority and to initially provide those services on an ongoing basis will be obtained through capital contributions and advances from its parent company, Mediacom Communications Corporation and/or its other subsidiaries. Mediacom Communications Corporation, which is a public company listed on the NASDAQ Stock Market, has financial resources that are more than sufficient to allow it to provide the amount of MCC's projected requirements for such financing. Attached as Exhibit C is the 10K of Mediacom Communications Corporation and its subsidiaries for the year ended December 31, 2005, which is the most recent financial statements it has publicly filed with the Securities and Exchange Commission. (Additional SEC filings of Mediacom may be found through its website, <http://www.mediacomcc.com>.)

11. A tariff or price list indicating the prices, terms, and conditions of each contemplated local service offering.

Please see Exhibit D for MCC's proposed tariff sheet.

12. Information detailing the following matters associated with interconnection to provide proposed local exchange services:

- (a) The identity of all local exchange carriers with which the applicant plans to interconnect;
- (b) The likely timing of initiation of interconnection services and a statement as to when negotiations for interconnection started or when negotiations are likely to start;
- (c) A copy of any request for interconnection made by the applicant to any local exchange carrier.

MCC intends to interconnect through Sprint, in order to exchange traffic with the public switched telephone network. On October 16, 2006, Sprint filed an arbitration proceeding with the South Dakota Public Utilities Commission seeking an interconnection agreement with the City of Brookings d/b/a Swiftel.

13. Cost support for rates shown in the company's tariff or price list for rate or price regulated noncompetitive or emerging competitive services.

MCC will serve fewer than fifty thousand local exchange subscribers, and the filing of cost support is not necessary under the rule.

14. A description of how the applicant intends to market its local exchange services, its target market, whether the applicant engages in multilevel marketing, and copies of any company brochures that will be used to assist in sale of the services.

MCC will focus its initial marketing efforts on the voice and data communications services needs of residential customers. However, customers will not be required to subscribe to a data service in order to get MCC's voice service. Initially, MCC will serve those customers presently residing along existing high-speed-capable cable plant. MCC will not engage in multilevel marketing. Attached is a typical direct mail piece of an MCC affiliate offering voice communications services.

15. If the applicant is seeking authority to provide local exchange service in the service area of a rural telephone company, the date by which the applicant expects to meet the service obligations imposed pursuant to 20:10:32:15 and the applicant's plan for meeting the service obligations (ARSD 20:10:32:03(16)):

By this application, MCC is seeking authority to provide local exchange service in the Brookings exchange of the Swiftel service area. MCC's plan for meeting the service obligations is contingent upon the interconnection agreement between Sprint and Swiftel.

16. **A list of the states in which the applicant is registered or certified to provide telecommunications services, whether the applicant has ever been denied registration or certification in any state and the reasons for any such denial, a statement as to whether or not the applicant is in good standing with the appropriate regulatory agency in the states where it is registered or certified, and a detailed explanation of why the applicant is not in good standing in a given state, if applicable.**

MCC is a newly operating entity and has never before applied for registration in South Dakota and has never been denied in any other state. In addition to South Dakota, applicant shall be seeking similar authority in Indiana. MCC has been granted authority to provide similar services in Wisconsin. A number of MCC's telephony affiliates are currently certified and are providing local exchange services in Florida, Georgia, Illinois, Iowa, Minnesota and Missouri, while others have applications pending in Alabama and Mississippi. The applicant is in good standing in all states where it is registered or certified.

17. **The names, addresses, telephone numbers, E-mail addresses, facsimile numbers and toll free number of the applicant's representatives to whom all inquiries must be made regarding customer complaints and other regulatory matters and a description of how the applicant handles customer billings and customer service matters;**

MCC Telephony of the Midwest, Inc.
100 Crystal Run Road
Middletown, NY 10941

MCC's contact for all regulatory inquiries is

Calvin Craib
President
MCC Telephony of the Midwest, Inc.
100 Crystal Run Road
Middletown, New York 10941
Telephone: (845)695-2600
Telefax: (845)695-2669

E-mail: ccraib@mediacomcc.com

All inquiries concerning MCC's Application should be directed to

Brett Koenecke
May Adam Gerdes & Thompson, LLP
P.O. Box 160
503 South Pierre Street
Pierre, SD 57501-0160
Telephone 605-224-8803
Telecopier 605-224-6289

MCC's corporate contact for all customer related complaints and inquiries is:

Chris Luther
Vice President, Customer Service
Mediacom
100 Crystal Run Road
Middletown, New York 10941
Telephone: (845) 695-2665
Telefax: (845) 695-2719
E-mail: cluther@mediacomcc.com

- 18. Information concerning how the applicant plans to bill and collect charges from customers who subscribe to its proposed local exchange services.**

MCC will bill customers directly for its services on a monthly basis. All billing statements will list MCC's address and toll free number for customer inquiries or concerns. The standard bill will be a simple streamlined invoice with the following charges: (1) a monthly service flat fee for unlimited local and nationwide calling and included call features and services; (2) international calls and other optional services not included in the monthly fee; and (3) any applicable taxes, fees, surcharges or other charges associated with its services. Customers will be able to access a more detailed call record through the applicant's website, or, if requested, by mail.

- 19. Information concerning the applicant's policies relating to solicitation of new customers and a description of the efforts the applicant shall use to prevent the unauthorized switching of local service customers by the applicant, its employees, or agents.**

MCC plans to use a combination of transactional sales (to market to existing customers who call about an existing

service), telemarketing, direct mail, advertising, and direct sales to solicit customers. MCC will utilize established customer authorization procedures for all new customers, including third party verification where appropriate, that are in full compliance with FCC rules and requirements.

20. **The number and nature of complaints filed against the applicant with any state or federal commission regarding the unauthorized switching of a customer's telecommunications provider and the act of charging customers for services that have not been ordered.**

As noted above, MCC is a newly-operating entity and has not had any such complaints filed with any state or federal regulatory commission.

21. **A written request for waiver of those rules the applicant believes to be inapplicable.**

MCC requests waiver of ARSD 20:10:32:03 (11) to the extent it would require company specific financial data because MCC is a new entity, and (14) because it will serving fewer than fifty thousand subscribers. MCC requests also a waiver of the requirement in ARSD 20:10:32:15 to serve the entire geographic area, under ARSD 20:10:32:18, if necessary. MCC hereby requests waiver of any other rules as outlined in this application or as determined to be necessary as the proceeding may require.

22. **Federal tax identification number.**

MCC Telephony of the Midwest's FEIN is 20-4296581.

23. **Other information requested by the commission needed to demonstrate that the applicant has sufficient technical, financial, and managerial capabilities to provide the local exchange services and interexchange services it intends to offer consistent with the requirements of ARSD 20:10:24:02 and 20:10:32:03 and other applicable rules and laws.**

By the foregoing information MCC believes it has demonstrated the requisite technical, financial and managerial capabilities to provide interexchange and local exchange services throughout the state, excluding rural service areas. MCC will respond to further inquiries by Commission staff.

24. Further Requests.

MCC requests an order requiring Swiftel, the ILEC in the Brookings rate center to provide intramodal Local Number Portability, in keeping with the Commission's prior rulings on that subject.

Reservation of Rights

In recognition of the currently unsettled nature of the issues surrounding the appropriate regulatory treatment of IP-based voice services like those proposed by MCC Telephony of the Midwest, Inc. ("MCC"), MCC expressly reserves any and all substantive or procedural rights under federal or state law, including any and all rights regarding the authority of the Commission and other state bodies to regulate MCC's IP-based services. In submitting this Petition and the other materials included in this filing, MCC does not waive any rights; neither the act of filing this submission nor any of the contents of this submission should be construed as a concession or agreement by MCC that the services at issue in this Petition constitute telecommunications services, local exchange services, common carrier offerings, or services that are otherwise subject to federal or state regulation, nor that the entity or entities providing them constitute telecommunications carriers, telecommunications providers, local exchange carrier, interexchange carriers, common carriers, or other regulated entities.

MCC has determined to apply for a certificate to provide local and long distance voice services, subject to the reservation of rights set forth above. Upon grant of this Application, MCC intends to comply with the applicable rules and regulations governing local and long distance voice service in the state of South Dakota.

Dated this _____ day of February, 2007.

MAY, ADAM, GERDES & THOMPSON LLP

BY: _____
BRETT KOENECKE
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503 South Pierre Street
P.O. Box 160

Pierre, South Dakota 57501-0160
Telephone: (605)224-8803
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CERTIFICATE OF SERVICE

Brett Koenecke of May, Adam, Gerdes & Thompson LLP hereby certifies that on the _____ day of February, 2007, he mailed by United States mail, first class postage thereon prepaid, a true and correct copy of the foregoing in the above-captioned action to the following at their last known addresses, to-wit:

Brett Koenecke