



Dustin Johnson, Chair
Steve Kolbeck, Vice-Chair
Gary Hanson, Commissioner

SOUTH DAKOTA PUBLIC UTILITIES COMMISSION

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Pierre, South Dakota 57501-5070
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December 7, 2009

Via email attachment and first class mail

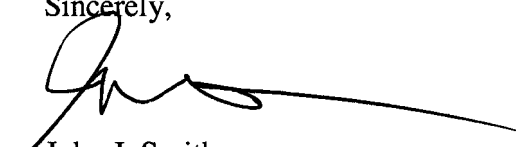
Brett Koenekce
May, Adam, Gerdes & Thompson
P.O. Box 160
Pierre, SD 57501-0160

RE: MCC Telephony of the Midwest, LLC – certificated in TC06-188

Dear Brett:

The South Dakota Public Utilities Commission (“Commission”) is in receipt of your electronic filing of a Certificate of Authorization of Foreign Limited Liability Company and your letter of December 4, 2009, advising the Commission of the conversion of MCC Telephony of the Midwest’s (“MCC”) conversion under Delaware law from a corporation to a limited liability company. In accordance with SDCL 49-31-20 and 49-31-59, no approval of this conversion is required from the Commission. We will file the Certificate of Authorization in MCC’s certificate of authority file and change the references to the company in our certificate of authority and gross receipts tax data bases to reflect the change to an LLC entity form.

Sincerely,



John J. Smith
General Counsel

LAW OFFICES
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PIERRE, SOUTH DAKOTA 57501-0160

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December 4, 2009

Writer's E-mail: koenecke@magt.com

John Smith
Public Utilities Commission
500 E. Capitol
Pierre, SD 57501

RECEIVED

DEC 07 2009

**SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION**

RE: MCC TELEPHONY OF THE MIDWEST, LLC; TC06-188
Our file: 5075

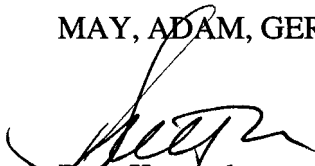
Dear John:

I am confirming our conversation of yesterday. As you will recall I filed with the Commission a document showing the conversion of the entity from a corporation to an LLC and showing that is having been filed with the South Dakota Secretary of State. You indicated to me that you would then note the change on the Commission's records and issue a letter indicating that no official Commission action was necessary. If you would issue a letter to me to that effect at your earliest convenience I would be very appreciative.

If you have any questions, please do let me know.

Very truly yours.

MAY, ADAM, GERDES & THOMPSON, LLP



Brett Koenecke

BK/sfh



CT
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Pierre, SD 57501

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October 21, 2009

Anne Sokolin Maimon
Mediacom Communications Corporation
100 Crystal Run Road
Middletown NY 10941-

Re: Order #: 7683459 SO
Customer Reference 1: None Given
Customer Reference 2: None Given

Dear Anne Sokolin Maimon:

Per your instructions, enclosed are the following document(s) as issued by the referenced jurisdiction(s):
MCC Telephony of the Midwest, LLC (DE)
Certificate of Good Standing-Foreign
South Dakota

If you have any questions concerning this order, please contact:
Michael Malkowski
New York Customer Service Group 2
Phone: (212) 590-9331
Email: michael.malkowski@wolterskluwer.com

Thank you for this opportunity to be of service.

Sincerely,

Deborah Kaymond
South Dakota CT Reps
south_dakota_rep2@cch-lis.com

State of South Dakota



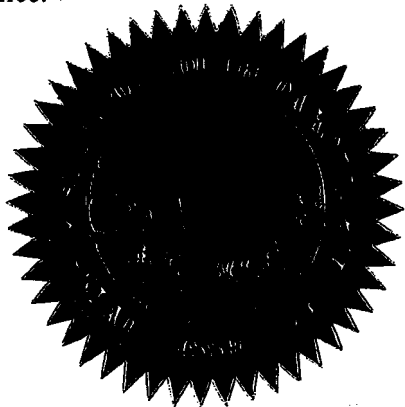
OFFICE OF THE SECRETARY OF STATE

Certificate of Authorization Foreign Limited Liability Company

ORGANIZATIONAL ID #: FL003965

I, **Chris Nelson**, Secretary of State of the State of South Dakota, do hereby certify that **MCC TELEPHONY OF THE MIDWEST, LLC (DE)** was authorized to transact business in this state on **March 7, 2008**.

I, further certify that said limited liability company has complied with the South Dakota law governing foreign limited liability companies transacting business in this state, and so far as the records of this office show, said limited liability company is in good standing in this State at the date hereof and duly authorized to transact business in the State of South Dakota. The annual report required by law has been filed with our office and a certificate of cancellation has not been filed. This certificate is not to be construed as an endorsement, recommendation or notice of approval of the limited liability companies financial condition or business activities and practices. Such information is not available from this office.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this October 21, 2009.

Chris Nelson
Chris Nelson
Secretary of State

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

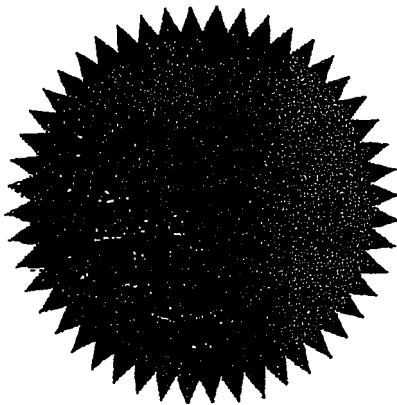
Certificate of Authority

ORGANIZATIONAL ID #: FB030377

I, **Chris Nelson**, Secretary of State of the State of South Dakota, hereby certify that the Application for a Certificate of Authority of **MCC TELEPHONY OF THE MIDWEST, INC. (DE)** to transact business in this state duly signed and verified pursuant to the provisions of the South Dakota Corporation Acts, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I hereby issue this Certificate of Authority and attach hereto a duplicate of the application to transact business in this state.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this February 14, 2006.



Chris Nelson

Chris Nelson
Secretary of State

Cert of Authority Merge