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Celebrating 125 Years

November 6, 2006

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

Patty Van Gerpen
Executive Director
South Dakota Public Utilities Commission
500 E. Capitol
Pierre, SD 57501

RECEIVED

NOV 06 2006

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

RE: IN THE MATTER OF THE APPLICATION OF MCC TELEPHONY OF THE
MIDWEST, INC. d/b/a MEDIACOM FOR A CERTIFICATE OF AUTHORITY TO
PROVIDE INTEREXCHANGE AND LOCAL EXCHANGE SERVICE IN THE
CASTLEWOOD, ELKTON, ESTELLINE, HAYTI, LAKE NORDEN, AND WHITE
EXCHANGES
OUR FILE 5075

Dear Sirs:

Enclosed please find the original and 10 copies of MCC Telephony of the Midwest, Inc.'s
Application for Certificate of Authority.

If you need anything more from me for these filings, please advise.

Very truly yours,

MAY, ADAM, GERDES & THOMPSON LLP



BRETT KOENECKE

BK/jml

Enclosures

cc: Meredith Moore
Jerry Heiberger, ITC
Talbot Wiczorek

BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF SOUTH DAKOTA

RECEIVED

NOV 06 2006

IN THE MATTER OF THE)
APPLICATION OF MCC TELEPHONY)
OF THE MIDWEST, INC., D/B/A)
MEDIACOM FOR A)
CERTIFICATE OF AUTHORITY)
TO PROVIDE INTEREXCHANGE)
AND LOCAL EXCHANGE SERVICE)
IN THE CASTLEWOOD, ELKTON,)
ESTELLINE, HAYTI, LAKE NORDEN)
AND WHITE EXCHANGES)

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

APPLICATION FOR
CERTIFICATE OF AUTHORITY

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 Castlewood, Elkton, Estelline, Hayti, Lake Norden and White rural exchanges, pursuant to ARSD 20:10:24:03, 20:10:24:15 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
Facsimile: (845) 695-2669
Telephone: (845) 695-2600

See paragraph 18 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 in these exchanges 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 Castlewood, Elkton, Estelline, Hayti,

Lake Norden and White exchanges 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 Castlewood, Elkton, Estelline, Hayti, Lake Norden and White 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 Castlewood, Elkton, Estelline, Hayti, Lake Norden and White exchanges.

(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 Castlewood, Elkton, Estelline, Hayti, Lake Norden and White, 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 Castlewood, Elkton, Estelline, Hayti, Lake Norden and White exchanges. 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 Castlewood, Elkton, Estelline, Hayti, Lake Norden and White exchanges. Additionally, attached as exhibit B is a Mediacom/MCC facilities map, showing Mediacom facilities in the state of South Dakota.

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 cash 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 ITC.

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 Castlewood, Elkton, Estelline, Hayti, Lake Norden and White exchanges of the ITC service area. MCC's plan for meeting the service obligations is contingent upon the interconnection agreement between Sprint and ITC.

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.

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 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 ITC, the ILEC in the Castlewood, Elkton, Estelline, Hayti, Lake Norden and White rate centers to provide intramodal Local Number Portability, in keeping with the Commission's prior rulings on that subject.

Reservation of Rights

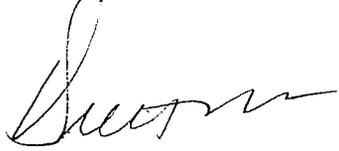
In recognition of the currently unsettled nature of the issues surrounding the appropriate regulatory treatment of IP-based voice services like those proposed by MCC Telephony of the Midwest, Inc. ("MCC"), MCC expressly reserves any and all substantive or procedural rights under federal or state law, 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 6 day of November, 2006.

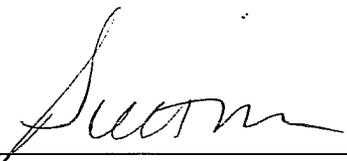
MAY, ADAM, GERDES & THOMPSON LLP

BY: 

BRETT KOENECKE
Attorneys for MCC Telephony
503 South Pierre Street
P.O. Box 160
Pierre, South Dakota 57501-0160
Telephone: (605)224-8803
Telefax: (605)224-6289

CERTIFICATE OF SERVICE

Brett Koenecke of May, Adam, Gerdes & Thompson LLP hereby certifies that on the 6 day of November, 2006, 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

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

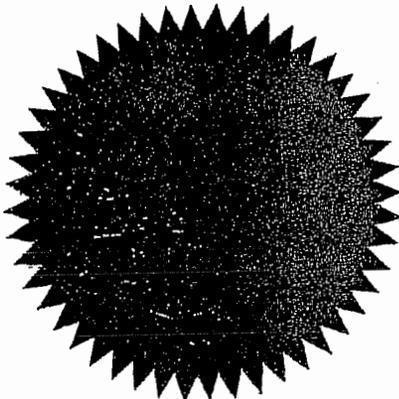
Certificate of Authority

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



Secretary of State, Corporations Division
 500 E. Capitol Avenue, Pierre SD 57501
 Phone 605-773-4845, Fax 605-773-4550

RECEIVED

FEB 14 2006

S.D. SEC. OF STATE

Filed this 14th day of February, 2006
 FILING FEE: \$50

Application for Certificate of Authority

FILING INSTRUCTIONS: A foreign corporation may apply for a certificate of authority to transact business in South Dakota by delivering this application to the Office of the Secretary of State for filing. One ORIGINAL and One COPY of the application must be submitted. This application must include a CERTIFICATE OF EXISTENCE, or a document of similar import, duly authenticated by the secretary of state or other official having custody of corporate records in the state or country under whose law it is incorporated.

(1) The name of the corporation is (exact corporate name including corporation, company, incorporated, limited or an abbreviation of one of such words)
MCC Telephony of the Midwest, Inc

(2) State where incorporated Delaware (3) The date of its incorporation is Dec 8, 2005
 and the period of its duration is perpetual

(4) The address of its principal office in the state or country under the laws of which it is incorporated is The Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801 Zip Code 10941
 mailing address if different from above is _____ Zip Code _____

(5) The street address, or a statement that there is no street address, of its registered office in the State of South Dakota is
319 S Coteau Street, Pierre, SD Zip Code 57501
 and the name of its registered agent in the State of South Dakota at that address is C T Corporation System

(6) The names and usual business addresses of its current directors and officers are

Name	Officer Title	Street Address	City	State	Zip
<u>Calvin Craib</u>	<u>President</u>	<u>100 Crystal Run Road,</u>	<u>Middletown, NY</u>	<u>10941</u>	
<u>Charlie Bartolotta</u>	<u>Secretary</u>	<u>100 Crystal Run Road,</u>	<u>Middletown, NY</u>	<u>10941</u>	
<u>Brian Walsh</u>	<u>Treasurer</u>	<u>100 Crystal Run Road,</u>	<u>Middletown, NY</u>	<u>10941</u>	
<u>Mark Stephan, JR Walden, Mike Raham</u>	<u>Directors</u>	<u>100 Crystal Run Road,</u>	<u>Middletown, NY</u>	<u>10941</u>	

The application must be signed by an authorized officer of the corporation

Date February 9, 2006

Signature
Calvin Craib
 Printed Name
President
 Title

The Consent of Appointment below must be signed by the registered agent listed in number five.

Consent of Appointment by the Registered Agent

I, C T Corporation System, hereby give my consent to serve as the registered agent for _____
(name of registered agent)
(corporate name)

Dated February 10th 2006
(signature of registered agent)

Debbie Diaz
 Assistant Secretary

foreign certificate of authority July 2005

MANAGEMENT BIOGRAPHIES

MCC Telephony of the Midwest, Inc.

OFFICERS

Calvin Craib

President, MCC Telephony of the Midwest, Inc.
Senior Vice President, Business Development, Mediacom Communications Corporation
Middletown, New York

Mr. Craib has 24 years of experience in the cable television industry. He joined Mediacom in April 1999 as Vice President, Business Development and was promoted to Senior Vice President in August 2001. Prior to joining Mediacom, Mr. Craib served as Vice President, Finance and Administration for Interactive Marketing Group from June 1997 to December 1998 and as Senior Vice President, Operations, and Chief Financial Officer for Douglas Communications from January 1990 to May 1997. In addition, Mr. Craib has served in various financial management capacities at Warner Amex Cable Communications and Tribune Cable.

Charles J. Bartolotta

Secretary, MCC Telephony of the Midwest, Inc.
Senior Vice President, Customer Operations, Mediacom Communications Corporation
Middletown, New York

Charles J. Bartolotta has 23 years of experience in the cable television industry. Before joining us in October 2000, Mr. Bartolotta served as Division President for AT&T Broadband, LLC from July 1998, where he was responsible for managing an operating division serving nearly three million customers. Prior to that time, he served as Regional Vice President of Tele-Communications, Inc. from January 1997 and as Vice President and General Manager for TKR Cable Company from 1989. Prior to that time, Mr. Bartolotta held various management positions with Cablevision Systems Corporation.

Brian M. Walsh

Treasurer, MCC Telephony of the Midwest, Inc.
Senior Vice President, Corporate Comptroller, Mediacom Communications Corporation
Middletown, New York

Brian M. Walsh has 18 years of experience in the cable television industry and has served as our Senior Vice President and Corporate Controller since February 2005. Prior to that he was our Senior Vice President, Financial Operations from November 2003, our Vice President, Finance and Assistant to the Chairman from November 2001, our Vice President and Corporate Controller from February 1998 and our Director of Accounting from November 1996. Before joining us in April 1996, Mr. Walsh held various management positions with Cablevision Industries from 1988 to 1995.

DIRECTORS

JR Walden

Director, MCC Telephony of the Midwest, Inc.
Group Vice President, IP Services, Mediacom Communications Corporation
Middletown, New York

JR Walden is the Group Vice President of IP Services for Mediacom Communications Corporation. He joined the Mediacom team in October of 1998 as Director of Internet Services.

From 1988 to 1991, Mr. Walden worked for the Department of Defense at the China Lake Naval Air Warfare station. From 1992 to 1994, Mr. Walden worked for various contractors in support of military research products while attending California Polytechnic University. From 1995 to 1998, Mr. Walden worked for Science Applications International Corporation in support of various public and private dial-up Internet ventures including two with Mediacom. From 1998 to 2004, Mr. Walden launched and managed Mediacom's high-speed Internet service offered to 2.7 million homes. Mr. Walden has eight years of experience with broadband high-speed Internet, nine years experience in Cable Television and sixteen years of experience in Internet and wide area networking.

Michael Rahimi

Director, MCC Telephony of the Midwest, Inc.
Senior Vice President, Marketing, Mediacom Communications Corporation
Middletown, New York

Michael Rahimi has over twenty years' experience in sales and marketing in the cable industry. Before joining Mediacom, he served as a Sales Director with Manhattan Cable Television in New York City and as Vice President Sales, Marketing & Programming with Lamont Digital Systems. In addition to his work with cable providers, he has done consulting work with Verizon on matters related to Digital Broadcast Satellite service.

Mark E. Stephan

Director, MCC Telephony of the Midwest, Inc.
Executive Vice President, Chief Financial Officer and Director

Mark E. Stephan has 18 years of experience with the cable television industry and has served as our Executive Vice President, Chief Financial Officer and Treasurer since November 2003. Prior to that he was Senior Vice President, Chief Financial Officer and Treasurer since the commencement of our operations in March 1996. Before joining us, Mr. Stephan served as Vice President, Finance for Cablevision Industries from July 1993. Prior to that time, Mr. Stephan served as Manager of the telecommunications and media lending group of Royal Bank of Canada.



Form 10-K

MEDIACOM COMMUNICATIONS CORP - MCCC

Filed: March 16, 2006 (period: December 31, 2005)

Annual report which provides a comprehensive overview of the company for the past year

**Exhibit C to Application for Combined Certificate of Authority of MCC Telephony of the
Midwest, Inc., d/b/a Mediacom**

**This document is 98 pages in length and an electronic copy can be obtained by contacting
counsel for the applicant.**

EXHIBIT C

Local Voice Services Tariff

MCC Telephony of the Midwest, Inc.

South Dakota Tariff No. 1
Original Page 1

**MCC TELEPHONY OF THE MIDWEST, INC.
LOCAL VOICE SERVICES TARIFF**

Applying to
Local Voice Services Provided
Within the State of South Dakota

This Tariff is on file with the South Dakota Public Utilities Commission and copies may be inspected, during normal business hours, at MCC Telephony of the Midwest, Inc.'s principal office located at 100 Crystal Run Road, Middletown, New York 10941.

Exhibit D1 to Application for Combined Certificate of Authority of MCC Telephony of the Midwest, Inc., d/b/a Mediacom

This document is 47 pages in length and an electronic copy can be obtained by contacting counsel for the applicant.

Issued:

Effective:

By: Mr. Calvin Craib
President
MCC Telephony of the South, Inc.
100 Crystal Run Road
Middletown, New York 10941

EXHIBIT D1

**MCC TELEPHONY OF THE MIDWEST, INC.
VOICE SERVICES TARIFF**

Applying to
Interexchange Voice Services Provided
Within the State of South Dakota

This Tariff is on file with the South Dakota Public Utilities Commission and copies may be inspected, during normal business hours, at MCC Telephony of the Midwest, Inc.'s principal office located at 100 Crystal Run Road, Middletown, New York 10941.

Exhibit D2 to Application for Combined Certificate of Authority of MCC Telephony of the Midwest, Inc., d/b/a Mediacom

This document is 47 pages in length and an electronic copy can be obtained by contacting counsel for the applicant.

Issued:

Effective:

By: Mr. Calvin Craib
President
MCC Telephony of the South, Inc.
100 Crystal Run Road
Middletown, New York 10941



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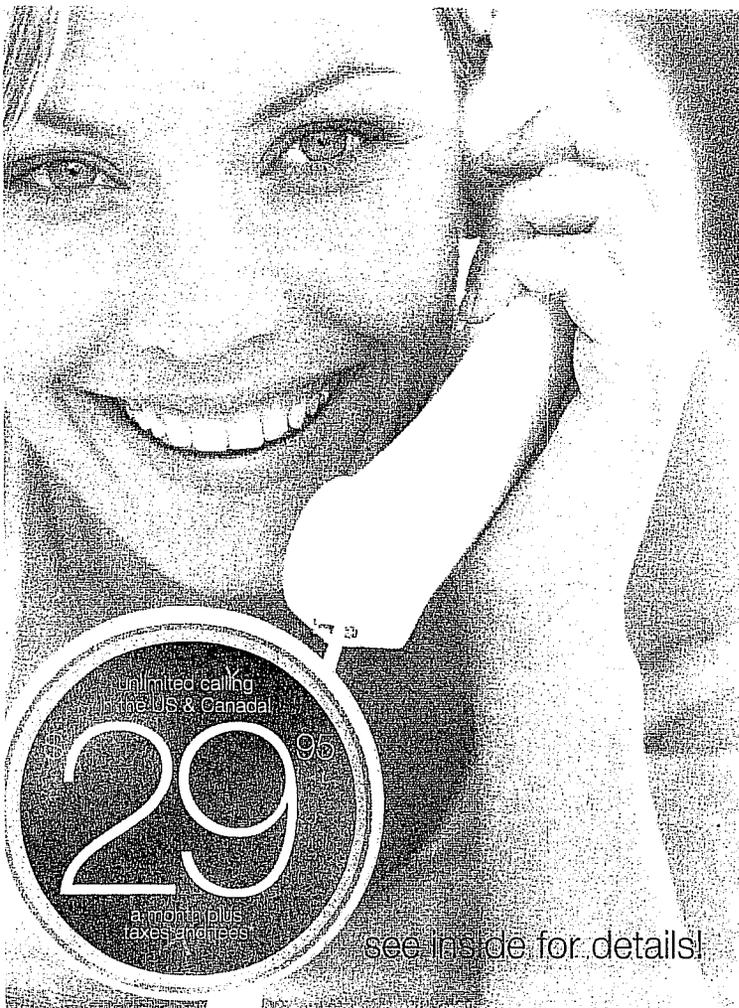
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EXHIBIT E

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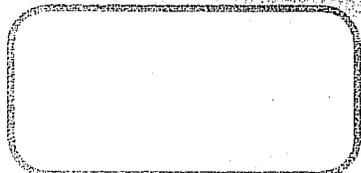


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