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October 22, 2010

**VIA OVERNIGHT COURIER**

Mr. Jeff R. Derouen  
Executive Director  
Kentucky Public Service Commission  
211 Sower Boulevard  
Frankfort, KY 40601

**RECEIVED**  
OCT 25 2010  
**PUBLIC SERVICE  
COMMISSION**

Re: MCC Telephony of the South, LLC - Adoption of Interconnection Agreement  
between West Kentucky Rural Telephone Cooperative Corporation, Inc. and  
Sprint Communications Company L.P.

Dear Mr. Derouen:

Please find enclosed one original and four copies of the executed adoption agreement between MCC Telephony of the South, LLC ("Mediacom") and West Kentucky Rural Telephone Cooperative Corporation, Inc. Mediacom is adopting the interconnection agreement between West Kentucky Rural Telephone Cooperative Corporation, Inc. and Sprint Communications Company L.P., executed June 29, 2006. Also enclosed is an electronic version of the adoption letter and the adopted interconnection agreement in CD format.

Please file the enclosed adoption agreement with the Kentucky Public Service Commission and provide a date stamped copy of this letter back in the enclosed envelope at your convenience. Please send any correspondence relating to commission approval to me via e-mail ([rfreson@kelleydrye.com](mailto:rfreson@kelleydrye.com)) and / or to my address noted above.

KELLEY DRYE & WARREN LLP

Mr. Jeff R. Derouen  
October 22, 2010  
Page Two

If you have any questions regarding this filing please contact me at (202) 342-8441.  
Thank you for your assistance.

Sincerely,

A handwritten signature in black ink, appearing to read 'R. P. Freson', with a long horizontal flourish extending to the right.

Raymond P. Freson

**INTERCONNECTION AGREEMENT BETWEEN**

**RECEIVED** West Kentucky Rural Telephone Cooperative Corporation, Inc.

OCT 25 2010

**AND**

**PUBLIC SERVICE  
COMMISSION**

**MCC Telephony of the South, LLC**

This Interconnection Agreement ("Agreement") establishes through adoption/opt-in the terms of an interconnection agreement for the State of Kentucky between West Kentucky Rural Telephone Cooperative Corporation, Inc. ("WK&T"), with offices at 237 N. 8th Street, Mayfield, Kentucky 42066 and MCC Telephony of the South, LLC ("Mediacom"), with offices at 100 Crystal Run Rd., Middletown, NY 10941. Collectively, WK&T and Mediacom are referred to as the "Parties."

**WHEREFORE**, the Parties agree as follows:

1. This Agreement is effective upon execution (the "Effective Date"), subject to its approval by the Kentucky Public Service Commission ("KPSC"). If for some reason the KPSC rejects all or part of this Agreement either party may, at its option, declare the remainder of the Agreement void and be excused from any performance hereunder within 30 days of the KPSC's decision.
2. Mediacom represents and warrants that it is a certified provider of local telecommunication service in the State of Kentucky and that this Agreement will cover services in that state only.
3. Mediacom, pursuant to Section 252(i) of the Telecommunications Act of 1996, is adopting, in its entirety, the terms of the Agreement by and between West Kentucky Rural Telephone Cooperative Corporation, Inc. and Sprint Communications Company L.P., dated June 29, 2006 and filed with the KPSC on or about the same date, including any amendments effective and approved by the KPSC as of the date of this Agreement (the "Adopted Agreement").
4. Notwithstanding the mutual commitments set forth herein, the parties are entering into this Agreement without prejudice to any positions they have taken previously, or may take in the future, in any legislative, regulatory, or other public forum addressing any matters, including those relating to the types of arrangements contained in the Adopted Agreement.
5. The Parties agree that this Agreement shall supersede and replace in full any and all prior agreements, written, and oral, between Mediacom and WK&T for interconnection and other services addressed in the Adopted Agreement.
6. The Parties agree that "MCC Telephony of the South, LLC" shall be substituted in place of "Sprint Communications Company L.P." throughout the Adopted Agreement whenever the latter appears.

7. Any notices to WK&T such as may be required under the Adopted Agreement shall be provided as follows:

Trevor R. Bonnstetter

WK&T

PO Box 649

Mayfield KY 42066

8. Any notices to Mediacom such as may be required under the Adopted Agreement shall be provided as follows:

MCC Telephony of the South, LLC  
 Anne Sokolin-Maimon, VP Regulatory  
 Affairs  
 100 Crystal Run Road  
 Middletown, NY 10941  
 Phone 845-695-2610  
 Fax 845-695-2669  
 Email - amaimon@mediacomcc.com

With copy to:  
 Mediacom, Legal Department  
 100 Crystal Run Road  
 Middletown, NY 10941  
 Phone 845-695-2600

9. Consistent with Paragraph 3 of this Agreement, unless terminated pursuant to Section 3 of the Adopted Agreement, this Agreement shall automatically renew for successive six (6) month periods.
10. Appendix A to the Adopted Agreement shall remain in effect, except that the list of exchanges on page 46 of the Adopted Agreement shall be deleted and replaced with the following:

**West Kentucky Exchange NXX**

Folsomdale

Fairdealing

Lynn Grove

New Concord

Hardin

Kirksey

Hazel

**Mediacom Exchange NXX**

Folsomdale, Mayfield Fancy Farm, West Plains,  
 Lowes

Fairdealing, Benton, Hardin

Lynn Grove, Kirksey, Hazel, Murray, South Hazel

New Concord, Hazel, Cinergy, Murray, South  
 Hazel

Hardin, Benton, Fairdealing, Murray

Kirksey, Lynn Grove, Murray

Hazel, Lynn Grove, New Concord, Murray,  
 Puryear, Cypress, South Hazel, Cottage Grove

11. Either party is authorized to file this Agreement with the KPSC for approval under Section 252 of the Telecommunications Act of 1996.

The Parties have caused this Agreement to be executed on their behalf on the dates set forth below.

**MCC Telephony of the South, LLC**

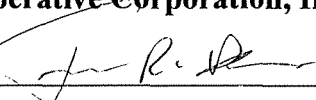
By: 

Typed: Daniel P. Templin

Title: Group Vice President  
Strategic Marketing  
and Product Development

Date: 4/17/10

**West Kentucky Rural Telephone  
Cooperative Corporation, Inc.**

By: 

Typed: Trevor R. Bonnstetter

Title: C.E.O.

Date: March 26, 2010