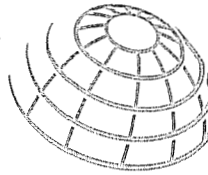


DuoCounty TELEPHONE



Thomas E. Preston
Chief Executive Officer

July 26, 2011

RECEIVED

JUL 27 2011

PUBLIC SERVICE
COMMISSION

Mr. Jeff R. Derouen, Executive Director
Kentucky Public Service Commission
P. O. Box 615
Frankfort, KY 40602-0615

Re: Adoption of Interconnection Agreement between
Duo County Telephone Cooperative and MCC Telephony of the South LLC

Dear Mr. Derouen:

Enclosed please find two copies of an agreement between Duo County Telephone Cooperative and MCC Telephony of the South LLC to adopt the Interconnection Agreement approved July 12, 2006 by and between Duo County Telephone Cooperative and Sprint Communications Company LP.

If there are any questions, please feel free to contact Daryl Hammond at 270-343-1111 or by e-mail at dhammond@duotel.com.

Sincerely,

Thomas E. Preston
Chief Executive Officer

TEP:spe
Attachment

Electronic cc: Denise Smith, MCC Telephony of the South LLC

Adoption Agreement Pursuant to 47 U.S.C. Section 252(i)

Between
MCC Telephony of the South, LLC
and
Duo County Telephone Cooperative

For the State of Kentucky

RECEIVED

JUL 27 2011

PUBLIC SERVICE
COMMISSION

This Agreement (the "Agreement") is made by and between MCC Telephony of the South, LLC a Delaware limited liability corporation, with its principal place of business at 100 Crystal Run Rd, Middletown, NY 10941 ("MCC"), and Duo County Telephone Cooperative with its principal place of business at 2150 N. Main St. Jamestown, KY 42629 ("Duo") (MCC and Duo hereinafter collectively referred to as the "Parties" and each individually as a "Party").

NOW, THEREFORE, for and in consideration of the mutual promises and covenants contained herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, MCC and Duo hereby covenant and agree as follows:

1. Pursuant to Section 252(i) of the Communications Act of 1934, as amended by the Telecommunications Act of 1996 (the "Act"), this Agreement hereby incorporates by reference, in their entirety, the rates, terms and conditions of that certain Interconnection Agreement approved July 12, 2006 by and between Duo and Sprint Communications Company L. P ("Sprint") and any and all existing amendments to said Interconnection Agreement as of the date of the execution of this Agreement, as approved by the Kentucky Public Service Commission (the "Duo/Sprint Agreement") (attached hereto as Exhibit "A"), subject to the following:

- (a) All references in the Duo/Sprint Agreement to "Sprint" are deemed to be references to MCC;
- (b) Every notice, consent, approval or other communications required or contemplated by this Agreement shall be in writing and shall be delivered in the case of MCC to:

MCC Telephony of the South, LLC
Attn: Anne Sokolin-Maimon, Vice President-Regulatory Affairs
100 Crystal Run Rd.
Middletown, NY 10941
(845) 695-2610 voice
(845) 695-2669 facsimile

With a copy to:

MCC Telephony of the South, LLC

Legal Department
100 Crystal Run Rd.
Middletown, NY 10941
(845) 695-2600 voice

In the case of Duo to:

Duo County Telephone Cooperative
Attn: Chief Executive Officer
PO Box 80
2150 N. Main St.
Jamestown, KY 42629

or at such other address as the intended recipient may direct in writing.


- (c) This Agreement shall be deemed effective as of the date approved by the Public Service Commission of the Commonwealth of Kentucky; and
- (d) The term of this Agreement for said state shall be for the period commencing with the Effective Date and shall expire as set forth in the General Terms and Conditions of the Duo/Sprint Agreement.

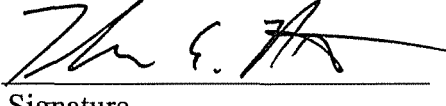
2. The Parties further agree that Duo shall submit this Agreement to the Kentucky Public Service Commission for approval pursuant to Section 252(e) of the Act.

IN WITNESS WHEREOF, the Parties have caused this Agreement to be executed by their respective duly authorized representatives on the dates set forth below.

For MCC Telephony of the South, LLC

For Duo County Telephone Cooperative

By: 
Signature

By: 
Signature

Name: Daniel P. Templin
Printed Name

Name: Thomas E. Preston
Printed Name

Title: Group VP, Strategic Marketing & Product Development

Title: Executive Vice President/CEO

Date: 7/20/11

Date: 7/26/11