

## **INTERCONNECTION AGREEMENT BETWEEN**

**Mid-Century Telephone Cooperative, Inc.**

**AND**

**Mediacom Telephony of Illinois, LLC**

This Interconnection Agreement ("Agreement") establishes through adoption/opt-in the terms of an interconnection agreement for the State of Illinois between Mid-Century Telephone Cooperative, Inc. ("Mid-Century"), with offices at 1055 W. Locust, Canton, IL 61520 and Mediacom Telephony of Illinois, LLC ("Mediacom"), with offices at 100 Crystal Run Rd., Middletown, NY 10941. Collectively, Mid-Century 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 Illinois Commerce Commission ("ICC"). If for some reason the ICC 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 ICC's decision.
2. Mediacom represents and warrants that it is a certified provider of local telecommunication service in the State of Illinois 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 Interconnection Agreement by and between Mid-Century Telephone Cooperative, Inc. and Sprint Communications L.P. d/b/a Sprint Communications Company L.P., dated September 8, 2005 and filed with the ICC on or about the same date, including any amendments effective and approved by the ICC 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 Mid-Century for interconnection and other services addressed in the Adopted Agreement.
6. The Parties agree that "Mediacom Telephony of Illinois, LLC" shall be substituted in place of "Sprint Communications L.P." throughout the Adopted Agreement whenever the latter appears.

7. Any notices to Mid-Century such as may be required under the Adopted Agreement shall be provided as follows:

Mid-Century Telephone Cooperative, Inc.  
Jim Sherburne, CEO  
285 Mid Century Lane  
PO Box 380  
Fairview, IL 61432  
Phone 309-778-8611  
Fax 309-783-3297  
Email - jims@midcentury.com

With copy to:  
Meyer Capel  
A Professional Corporation  
306 West Church Street  
Champaign, IL 61820  
217-252-0030  
Attn: Joseph D. Murphy  
Email - jmurphy@meyercafel.com

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

Mediacom Telephony of Illinois, 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 renegotiated pursuant to Section 2.2 of the Adopted Agreement, this Agreement shall automatically renew for successive one (1) year periods.

10. Either party is authorized to file this Agreement with the ICC 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.

**Mediacom Telephony of Illinois, LLC**

**Mid-Century Telephone Cooperative, Inc.**

By:  \_\_\_\_\_

By:  \_\_\_\_\_

Typed: Daniel P. Templin

Typed: James E. Sherburne

Title: Group Vice President

Title: Chief Executive Officer

Strategic Marketing and Product Development

Date: 1/5/10

Date: December 30, 2009