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November 30, 2004

FILED²

NOV 30 2004

Missouri Public
Service Commission

The Honorable Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
P.O. Box 360
Jefferson City, MO 65102-0360

Re: MCC Telephony of Missouri, Inc.

Dear Judge Roberts:

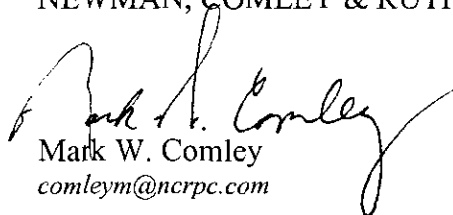
Please find enclosed for filing on behalf of MCC Telephony of Missouri, Inc. the original and five copies of an Application for a Certificate of Service Authority to Provide Basic Local Exchange, Non-Switched Local Exchange and Interexchange Services and for Competitive Classification. I also enclose the original and five copies of a Motion for Protective Order, which concerns the financial statement attached to the application as Appendix D. Finally, I enclose the original and five copies of the financial statement, which is being filed under seal.

Please contact me if you have any questions regarding this filing. Thank you.

Very truly yours,

NEWMAN, COMLEY & RUTH P.C.

By:


Mark W. Comley
comleym@ncrpc.com

MWC:ab

Enclosure

cc: Office of Public Counsel
General Counsel's Office
Kate O'Donnell

FILED²

NOV 30 2004

Missouri Public Service Commission

BEFORE THE PUBLIC SERVICE COMMISSION OF THE STATE OF MISSOURI

In the Matter of the Application of)
MCC Telephony of Missouri, Inc.)
for a Certificate of Service Authority)
to Provide Basic Local Exchange,)
Non-Switched Local Exchange and)
Interexchange Telecommunications Service)
In the State of Missouri and to Classify said)
Services and the Company as Competitive)

Case No. _____

APPLICATION FOR A CERTIFICATE OF SERVICE AUTHORITY TO PROVIDE BASIC LOCAL EXCHANGE, NON-SWITCHED LOCAL EXCHANGE AND INTEREXCHANGE SERVICES AND FOR COMPETITIVE CLASSIFICATION

Comes now, MCC Telephony of Missouri, Inc. ("MCC" or "Applicant"), through the undersigned counsel, and hereby files this verified application pursuant to 4 CSR 240-2.060 and 4 CSR 240-3.510, and respectfully requests that the Missouri Public Service Commission ("Commission") issue an order that (a) grants Applicant a Certificate of Authority to provide resold Basic Local Exchange, Non-Switched Local Exchange and Interexchange Telecommunications¹ Service in the State of Missouri, (b) grants competitive status to Applicant

1 By its application, MCC seeks the broadest possible authority by which to lawfully provide voice communication services in the exchanges identified herein, and MCC intends to make use of any and all facilities by which to lawfully complete voice grade calls including facilities that are IP based. It is fair to state that MCC's network structure will predominantly be IP-based. In recognition of the currently unsettled nature of the issues surrounding the appropriate regulatory treatment of IP-based voice services like those which MCC proposes to offer, 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 Application 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 an admission, concession or agreement by MCC: 1) that the services at issue in this Application, or the facilities used to offer and provide them, constitute "telecommunications service" or "telecommunications facilities" as defined in Section 386.020 RSMo 2000.; 2) that the services described herein are local exchange services, common carrier offerings, or services that are otherwise subject to federal or state regulation; or 3) that the entity or entities providing those services constitute telecommunications carriers, telecommunications providers, local exchange carriers, interexchange carriers, common carriers, or other regulated entities. MCC has determined to apply for a certificate to provide basic 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 Missouri.

and (c) waives certain Commission rules and statutory provisions pursuant to Section 392.420, RSMo 2000.²

In support of its application MCC states as follows:

1. Applicant is a corporation duly organized and existing under and by virtue of the laws of the state of Delaware with authority to do business in the state of Missouri as reflected in the certificate attached as Appendix A. The legal name and principal office or place of business of applicant is:

MCC Telephony of Missouri, Inc.
100 Crystal Run Road
Middletown, New York 10940
(800) 332-0245

2. All inquiries, correspondence, communications, pleadings, notices, orders and decisions relating to the case should be addressed to:

Mark W. Comley
Newman, Comley & Ruth P.C.
601 Monroe Street, Suite 301
P.O. Box 537
Jefferson City, MO 65102
Telephone (573) 634-2266
Facsimile (573) 636-3306

and

Bruce Gluckman
Interim Contact, Office of Legal & Regulatory Affairs
MCC Telephony of Missouri, Inc.
100 Crystal Run Road
Middletown, NY 10941
Telephone (845) 695-2663
Facsimile (845) 695-2669

3. All inquiries or communications regarding the ongoing operations of MCC should be addressed to:

Calvin Craib

² All statutory citations herein are to RSMo. 2000 unless otherwise indicated.

President
MCC Telephony of Missouri, Inc.
100 Crystal Run Road
Middletown, New York 10940
(845) 695-2600
(845) 695-2669 (FAX)

4. MCC's statutory representation in the State of Missouri is:

C T Corporation System
120 South Central Avenue
Clayton, MO 63105

5. MCC proposes to provide competitive facilities-based and resold basic local exchange services, interexchange services and nonswitched local services. Specifically, MCC desires to be able to provide all forms of switched basic service in defined exchange areas, and dedicated local and interexchange services throughout the State of Missouri.

6. With respect to the geographic coverage area for its basic local services, MCC requests authority to operate as a competitive basic local exchange carrier in all areas defined by the existing exchange areas in which SWBT, CenturyTel, Spectra Communications and Sprint are authorized to operate in Missouri. The SWBT, CenturyTel, Spectra Communications and Sprint exchanges in which Applicant seeks authority to provide basic local exchange services in Missouri are set forth in the tariffs of SWBT, CenturyTel, Spectra Communications and Sprint respectively. MCC's proposed service areas will follow the respective exchange boundaries of the stated incumbent LECs and shall be no smaller than an exchange as required by Section 392.455(3) RSMo. Applicant may seek authorization to provide service in exchanges served by other incumbent LECs in a subsequent proceeding. MCC also plans to offer various point-to-point dedicated service arrangements.

7. Pursuant to this Application, MCC seeks authority to offer and provide all forms of facilities-based and resold basic local, interexchange and non-switched local service to

customers within Missouri as defined in 386.020(4) RSMo. In this way, MCC will be able to provide a complete set of services to its customers.

8. MCC will, through interconnection with other carriers or resale of other carriers' services, provide access to 911 and enhanced 911 emergency services and provide directory assistance and operator assisted calling, dual party relay services, and other miscellaneous services currently provided by incumbent local exchange carriers.

9. MCC Telephony of Missouri, Inc. will provide comprehensive customer service to its customers. Customer may report complaints to the customer service department. Representatives will be available to answer customer service inquiries in connection with new service, repair or billing. Furthermore, customer service representatives are prepared to respond to a broad range of service matters, including inquiries regarding: (1) the types of services offered by MCC and the rates associated with such services; (2) monthly billing statements; (3) problems or concerns pertaining to a customer's current service; and (4) general matters.

10. Customer service is available twenty-four (24) a day, seven (7) days a week. Customers may contact the Company in writing at MCC's headquarters location at 100 Crystal Run Road, Middletown, NY 10940, or by calling a toll-free customer service number to be provided on each invoice for service. MCC's toll-free customer service number is 800-332-0245.

11. MCC possesses the financial, managerial and technical ability to provide local and interexchange telecommunication service in the state of Missouri.

Financial Qualifications:

12. MCC possesses the necessary financial qualifications to provide the services it proposes as required by Section 392.455(1) RSMo. MCC intends that the initial financing needed to launch the services it proposes to render pursuant to the requested Certificate and to provide those services on an ongoing and regularized basis in accordance with its business plans

will be obtained through initial capital contributions and advances from its parent company, Mediacom and/or its other subsidiaries. Mediacom, 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 herein as Appendix C are the consolidated financial statements of Mediacom and its subsidiaries for the quarter ended September 30, 2004, which are 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> .

13. In further support of its financial qualifications, Applicant submits on a pro forma basis, twelve (12) months of financial statements to include a balance sheet and an income statement (Appendix D). Appendix D is being submitted under seal as confidential and proprietary information. Historical data is not available since Applicant is a new company.

Managerial and Technical Ability:

14. Applicant possesses the technical and managerial expertise and experience necessary to provide the services it proposes as required by Section 392.455(1) RSMo. MCC intends to provide service as both a facility-based and resale carrier and has assembled a management team with the expertise necessary to successfully operate as a competitive local exchange carrier. A listing of Applicant's principal management employees and their qualifications is attached hereto and incorporated herein as Appendix B.

15. Pursuant to this Application, MCC seeks classification of itself and its services as competitive, with accompanying reduced regulation pursuant to Section 392.361 and 392.420 RSMo and 4 CSR 240-2.060(4)(F). The existing monopoly services of SWBT, CenturyTel, Spectra Communications and Sprint will make the local markets Applicant seeks to enter sufficiently competitive to make a lesser degree of regulation for MCC and its proposed services

in the public interest, consistent with the legislative policies established by the Federal Telecommunications Act of 1996 and the recent revisions of Chapter 392 RSMo. This Commission already has approved numerous applications to provide resold and facilities-based local telecommunications services filed by new market entrants and has classified those new entrants and their services as competitive.

16. Applicant will offer its basic local service as a separate and distinct service in accordance with Section 392.455(4) RSMo. MCC will provide equitable access for all customers in Missouri, without regard to their income or where they might reside, to affordable services in Applicant's proposed service areas in accordance with Section 392.455(5) RSMo.

17. MCC submits, notwithstanding the provisions of Section 392.500 RSMo., as a condition of certification and competitive classification, MCC agrees that, unless otherwise ordered by the Commission, MCC's originating and terminating switched exchange access rates will be no greater than the lowest Commission-approved corresponding access rates in effect for each ILEC within whose service area(s) MCC seeks authority to provide service. Additionally, pursuant to the Commission's Report and Order in Case No. TO-99-596, MCC agrees that if the ILEC in whose service area MCC is operating decreases its originating and/or terminating access service rates, MCC shall file an appropriate tariff amendment to reduce its originating and/or terminating access rates within thirty (30) days of the ILEC's reduction of its originating and/or terminating access rates in order to maintain the cap on switched exchange access rates.

18. Applicant is willing to comply with all applicable Commission rules and is willing to meet all relevant service standards including, but not limited to, quality service, billing, and tariff filing and maintenance. Additionally, MCC requests that, pursuant to Section 392.420, RSMo., the Commission waive the application of the following rules and statutory provisions as they relate to Applicant:

Statutes

Missouri Public Service Commission Rules

392.210.2	4 CSR 240-10.020
392.240.1	4 CSR 240-30.040
392.280	4 CSR 240-3.550 (5)(C)
392.290	
392.300.2	
392.310	
392.320	
392.330	
392.340	
392.270	

19. The above statutes and regulations have been waived previously for other applicants seeking certification.. These rules and statutory provisions are principally designed to apply to non-competitive telecommunications carriers. As a result, it would be inconsistent with the goal and purpose of federal and state statutes to apply these rules and statutes to a competitive company such as MCC.

20. MCC further requests a temporary waiver of 4 CSR 240-3.510 (1) (C). This rule requires that an application for certificate of service authority shall include a tariff(s) with a forty-five day effective date. MCC finds it impossible at this time to develop tariffs to fully comply with this rule. At such time as all facts necessary for the development of its basic local, non-switched local and interexchange tariffs are known to MCC, it will promptly file said tariffs bearing no less than a forty-five day effective date with the Commission in a manner consistent with the Commission's practice in similar cases. In any circumstance, MCC will file its proposed basic local exchange service and switched exchange access tariffs, if necessary, no later than thirty days after Commission approval of any interconnection agreement(s) applicant may enter.

21. MCC submits that the public interest will be served by Commission approval of this application because MCC's proposed services will create and enhance competition and

expand customer service options consistent with the legislative goals set forth in the Federal Telecommunications Act of 1996 and Chapter 392 RSMo. Prompt approval of this application also will expand the availability of innovative, high quality, and reliable services within the state of Missouri. Customers will benefit by having alternatives from which to choose and from general improvements in price, features and options that are generated by competitive market pressures.

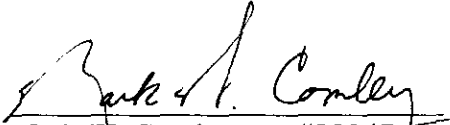
22. MCC has no pending action or final unsatisfied judgment or decisions against it from any state, federal agency or court which involves customer service or rates, which action, judgment or decision has occurred within 3 years of the date of application.

23. MCC has no overdue annual reports or assessment fees.

24. MCC, pursuant to Section 386.570 RSMo, will comply with all applicable Commission rules except those specifically waived by the Commission pursuant to MCC's request.

WHEREFORE, applicant, MCC respectfully requests that the Commission grant it a certificate of service authority to provide basic local, non switched local and interexchange services as herein requested, classify MCC and its proposed services as competitive, and grant a waiver of the aforesaid statutes and regulations.

Respectfully submitted,

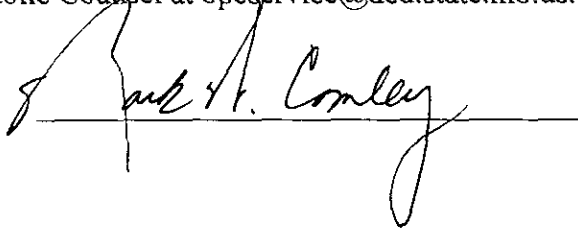


Mark W. Comley #28847
Newman, Comley & Ruth P.C.
601 Monroe Street, Suite 301
P.O. Box 537
Jefferson City, MO 65102
(573) 634-2266
(573) 636-3306 FAX

Attorney for MCC Telephony of Missouri, Inc.

Certificate of Service


I hereby certify that a true and correct copy of the above and foregoing document was sent via e-mail on this 30th day of November, 2004, to General Counsel's Office at gencounsel@psc.state.mo.us; Office of Public Counsel at opcservice@ded.state.mo.us.



VERIFICATION

STATE OF NEW YORK
COUNTY OF ORANGE

Calvin Craib, being first duly sworn, deposes and says: That he is the President of MCC Telephony of Missouri, Inc., the Applicant in the foregoing Application; that he has read the foregoing Application, knows the contents thereof and is authorized to verify the accuracy of same; and that the statements contained in the Application are true to his best knowledge, information and belief.



Calvin Craib
President
MCC Telephony of Missouri, Inc.

Subscribed and sworn to before me this 24 day of November, 2004.



Notary Public

My commission expires: _____

**JANE C. BELFORD
NOTARY PUBLIC
ULSTER COUNTY
REG. NO. 018E6041964
MY COMMISSION EXPIRES 5-15-06**

MCC TELEPHONY OF MISSOURI, INC.

APPENDIX A

Certificate of Authority
from
Missouri Secretary of State

STATE OF MISSOURI



Matt Blunt
Secretary of State
CERTIFICATE OF AUTHORITY

WHEREAS,

MCC TELEPHONY OF MISSOURI, INC.
F00567378


using in Missouri the name

MCC TELEPHONY OF MISSOURI, INC.

has complied with the General and Business Corporation Law which governs Foreign Corporations; by filing in the office of the Secretary of State of Missouri authenticated evidence of its incorporation and good standing under the Laws of the State of Delaware.

NOW, THEREFORE, I, MATT BLUNT, Secretary of State of the State of Missouri, do hereby certify that said corporation is from this date duly authorized to transact business in this State, and is entitled to all rights and privileges granted to Foreign Corporations under the General and Business Corporation Law of Missouri.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 9th day of February, 2004.


Secretary of State



MCC TELEPHONY OF MISSOURI, INC.

APPENDIX B

Profiles of Key Management Employees

MCC Telephony of Missouri, Inc.

Management Profiles

MCC Telephony of Missouri, Inc.

Calvin Craib

President and Member of Board of Directors, MCC Telephony of Missouri, Inc.
Senior Vice President, Business Development, Mediacom Communications Corporation
Middletown, New York

Mr. Craib has 22 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.

Mark E. Stephan

Treasurer and Member of Board of Directors, MCC Telephony of Missouri, Inc.
Executive Vice President, Chief Financial Officer, Treasurer, Member of Board of Directors,
Mediacom Communications Corporation
Middletown, New York

Mark E. Stephan is the Executive Vice President, Chief Financial Officer and Treasurer of Mediacom Communications Corporation. He also serves on the Company's board of directors. Mr. Stephan joined Mediacom as Senior Vice President, Chief Financial Officer and Treasurer upon the commencement of its operations in 1996, and was promoted to Executive Vice President in November 2003. Previously, Mr. Stephan served as Vice President, Finance, for Cablevision Industries Corporation from 1993. Prior to that time, Mr. Stephan served as Manager of the telecommunications and media-lending group of Royal Bank of Canada from 1987. He serves as a member of the Finance and Operations Committee of the National Cable and Telecommunications Association.

MCC Telephony of Missouri, Inc. (Continued)

John Pascarelli

Secretary and Member of Board of Directors, MCC Telephony of Missouri, Inc.
Executive Vice President, Operations, Mediacom Communications Corporation
Middletown, New York

John G. Pascarelli is the Executive Vice President Operations of Mediacom Communications Corporation. He joined the Mediacom team in March of 1998 as Vice President of Marketing and accepted the Senior Vice President role in June of 2000 and the position of Executive Vice President in November of 2003.

From 1996 to 1998, Mr. Pascarelli served as Vice President of Marketing for Helicon Cable and previous to that, Mr. Pascarelli served as Corporate Director of Marketing for Cablevision Industries Corporation from 1988. Mr. Pascarelli began his association with the Cable Television Industry in 1980 at Continental Cablevision. Mr. Pascarelli has held sales and marketing positions throughout his many years of experience.

Mediacom Communications Corporation and Mediacom Broadband LLC

Rocco B. Commisso

Chief Executive Officer, Mediacom Communications Corporation
Middletown, New York

Rocco B. Commisso is the founder, Chairman and Chief Executive Officer of Mediacom Communications Corporation. From 1986 to 1995, Mr. Commisso served as Executive Vice President, Chief Financial Officer and a director of Cablevision Industries Corporation, which at the time of its sale to Time Warner Inc. in 1996 was the 8th largest cable television company, serving 1.3 million customers. Prior to that time, Mr. Commisso served as Senior Vice President of Royal Bank of Canada's affiliate in the United States from 1981, where he founded and directed a specialized lending group to media and communications companies. Mr. Commisso began his association with the cable industry in 1978 at The Chase Manhattan Bank, where he managed the bank's corporate finance activities with media, communications and entertainment companies.

Mr. Commisso serves on the executive committees of the board of directors of the National Cable Telecommunications Association and Cable Television Laboratories, Inc., and is also a member of the board of directors of C-SPAN. In 2000, he was the recipient of the Ernst & Young Entrepreneur of the Year Award for the Southwest Connecticut/New York Hudson Valley. In 2001, Cablevision Magazine recognized Mr. Commisso and Mediacom with the Innovator of the Year Award. In 2003, Mediacom was named to Deloitte & Touche's Technology Fast 500 and New York Technology Fast 50 lists.

Mediacom Communications Corporation and Mediacom Broadband LLC (Continued)

JR Walden

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.

Joseph Selvage

Senior Director, Technology, Mediacom Communications Corporation
Middletown, New York

Joseph Selvage is currently Mediacom's Senior Director of Technology and is responsible for the deployment of new technologies in Mediacom's cable systems. Mr. Selvage brings 25 years of engineering and technology management experience in the cable industry with primary focus on design and engineering for cable, SONET, and Gigabit Ethernet networks. Prior to joining Mediacom, Mr. Selvage was Director of Network Development for Adelphia Communications.

MCC TELEPHONY OF MISSOURI, INC.

APPENDIX C

Public Financial Information

PART I

ITEM 1. FINANCIAL STATEMENTS

MEDIACOM COMMUNICATIONS CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Dollar amounts in 000's)
(Unaudited)

	September 30, 2004	December 31, 2003
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 13,471	\$ 25,815
Investments	1,987	2,933
Subscriber accounts receivable, net of allowance for doubtful accounts of \$3,648 and \$3,524, respectively	55,825	56,706
Prepaid expenses and other assets	15,420	14,260
Total current assets	86,703	99,714
Investment in cable television systems:		
Property, plant and equipment, net of accumulated depreciation of \$989,511 and \$844,519, respectively	1,438,553	1,465,362
Intangible assets, net of accumulated amortization of \$296,439 and \$289,906, respectively	2,044,495	2,050,095
Total investment in cable television systems	3,483,048	3,515,457
Other assets, net of accumulated amortization of \$28,272 and \$23,823, respectively	34,968	39,788
Total assets	<u>\$3,604,719</u>	<u>\$3,654,959</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	\$ 233,396	\$ 247,728
Deferred revenue	38,596	36,634
Current portion of long-term debt	36,807	12,570
Total current liabilities	308,799	296,932
Long-term debt, less current portion	2,971,503	3,038,922
Other non-current liabilities	30,395	33,991
Total liabilities	3,310,697	3,369,845
STOCKHOLDER'S EQUITY		
Class A common stock, \$.01 par value; 300,000,000 shares authorized; 91,594,664 shares issued and 89,461,828 shares outstanding as of September 30, 2004 and 91,345,346 shares issued and 89,808,602 shares outstanding as of December 31, 2003	916	913
Class B common stock, \$.01 par value; 100,000,000 shares authorized; 28,836,234 and 28,913,145 shares issued and outstanding as of September 30, 2004 and December 31, 2003, respectively	288	289
Additional paid-in capital	983,369	982,390
Accumulated deficit	(680,932)	(692,515)
Treasury stock, at cost, 2,132,836 and 1,536,744 shares of Class A common stock, as of September 30, 2004 and December 31, 2003, respectively	(9,619)	(5,963)
Total stockholders' equity	294,022	285,114
Total liabilities and stockholders' equity	<u>\$3,604,719</u>	<u>\$3,654,959</u>

MEDIACOM COMMUNICATIONS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

(Amounts in 000's, except per share data)

(Unaudited)

	Three Months Ended September 30,	
	2004	2003
Revenues	\$261,025	\$251,107
Costs and expenses:		
Service costs (exclusive of depreciation and amortization of \$55,631 and \$56,958, respectively, shown separately below)	103,411	95,498
Selling, general and administrative expenses	54,012	49,820
Corporate expenses	5,095	4,697
Depreciation and amortization	<u>55,631</u>	<u>56,958</u>
Operating income	42,876	44,134
Interest expense, net	(48,709)	(46,121)
(Loss) gain on derivatives, net	(4,218)	8,984
Loss on sale of assets and investments, net	—	(2,197)
Other expense	<u>(2,593)</u>	<u>(2,652)</u>
Net income (loss) before provision for income taxes	(12,644)	2,148
Provision for income taxes	<u>163</u>	<u>211</u>
Net income (loss)	<u>\$ (12,807)</u>	<u>\$ 1,937</u>
Basic weighted average shares outstanding	118,523	118,633
Basic earnings (loss) per share	\$ (0.11)	\$ 0.02
Diluted weighted average shares outstanding	118,523	118,663
Diluted earnings (loss) per share	\$ (0.11)	\$ 0.02

The accompanying notes to unaudited consolidated financial statements are an integral part of these statements

MEDIACOM COMMUNICATIONS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

(Amounts in 000's, except per share data)

(Unaudited)

	Nine Months Ended September 30,	
	2004	2003
Revenues	\$ 792,063	\$ 746,076
Costs and expenses:		
Service costs (exclusive of depreciation and amortization of \$163,826 and \$218,436, respectively, shown separately below)	307,534	285,700
Selling, general and administrative expenses	158,388	145,073
Corporate expenses	14,943	12,304
Depreciation and amortization	<u>163,826</u>	<u>218,436</u>
Operating income	147,372	84,563
Interest expense, net	(143,276)	(143,710)
Gain (loss) on derivatives, net	9,498	(732)
Gain (loss) on sale of assets and investments, net	5,885	(1,522)
Other expense	<u>(7,406)</u>	<u>(7,562)</u>
Net income (loss) before provision for income taxes	12,073	(68,963)
Provision for income taxes	<u>490</u>	<u>624</u>
Net income (loss)	<u>\$ 11,583</u>	<u>\$ (69,587)</u>
Basic weighted average shares outstanding	118,683	118,597
Basic earnings (loss) per share	\$ 0.10	\$ (0.59)
Diluted weighted average shares outstanding	118,709	118,597
Diluted earnings (loss) per share	\$ 0.10	\$ (0.59)

The accompanying notes to unaudited consolidated financial
statements are an integral part of these statements

MEDIACOM COMMUNICATIONS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Dollar amounts in 000's)

(Unaudited)

Nine Months Ended
September 30,

2004

2003

CASH FLOWS PROVIDED BY OPERATING ACTIVITIES:

Net income (loss)	\$ 11,583	\$ (69,587)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	163,826	218,436
(Gain) loss on derivatives, net	(9,498)	732
(Gain) loss on sale of assets and investments, net	(5,885)	1,522
Amortization of deferred financing costs	4,820	4,739
Changes in assets and liabilities, net of effects from acquisitions:		
Subscriber accounts receivable, net	1,384	(4,175)
Prepaid expenses and other assets	(1,160)	(4,147)
Accounts payable and accrued expenses	(14,831)	(13,385)
Deferred revenue	1,962	2,912
Other non-current liabilities	829	141

Net cash flows provided by operating activities 153,030 137,188

CASH FLOWS USED IN INVESTING ACTIVITIES:

Capital expenditures	(126,047)	(185,004)
Acquisition of cable television systems	(3,372)	(5,049)
Proceeds from sale of assets and investments	10,556	14,489
Other investment activities	(654)	(1,053)

Net cash flows used in investing activities (119,517) (176,617)

CASH FLOWS (USED IN) PROVIDED BY FINANCING ACTIVITIES:

New borrowings	201,000	241,750
Repayment of debt	(244,182)	(223,018)
Repurchases of common stock	(3,656)	—
Proceeds from issuance of common stock in employee stock purchase plan	981	993
Financing costs	—	(101)

Net cash flows (used in) provided by financing activities (45,857) 19,624

Net decrease in cash and cash equivalents (12,344) (19,805)
CASH AND CASH EQUIVALENTS, beginning of period 25,815 31,224

CASH AND CASH EQUIVALENTS, end of period \$ 13,471 \$ 11,419

SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:

Cash paid during the period for interest, net of amounts capitalized \$ 163,459 \$ 169,183

SUPPLEMENTAL DISCLOSURES OF NONCASH INVESTING ACTIVITIES:

Capital expenditures financed through capital leases \$ — \$ 8,286

The accompanying notes to unaudited consolidated financial statements are an integral part of these statements

MCC TELEPHONY OF MISSOURI, INC.

APPENDIX D

Financial Information
(Filed Under Seal with Motion for Protective Order)