Approved by OMB
3060−0678

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APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATIONS FOR TRANSFER OF CONTROL OR ASSIGNMENTFCC 312 MAIN FORM FOR OFFICIAL USE ONLY	FCC Use Only

APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:

Application for assignment and consummation of receive−only earth station E2964 from Mediacom Southeast, LLC to MetroCast of Mississippi, LLC

1−8. Legal Name of Applicant

Name:	MetroCast Communications of Mississippi, LLC	**Phone Number:**	610−993−1007
DBA Name:		**Fax Number:**	610−993−1100
Street:	70 East Lancaster Avenue	**E−Mail:**	rpearson@harron.com
City:	Frazer	**State:**	PA
Country:	USA	**Zipcode:**	19355 −
Attention:	Mr Ryan F Pearson		

9−16. Name of Contact Representative

Name:	Andrea Person	**Phone Number:**	3123723930
Company:	Cinnamon Mueller	**Fax Number:**	3123723939
Street:	307 N. Michigan Ave. Suite 1020	**E−Mail:**	aperson@cm−chi.com
City:	Chicago	**State:**	IL
Country:	USA	**Zipcode:**	60601−
Attention:		**Relationship:**	Legal Counsel

CLASSIFICATION OF FILING

17. Choose the button next to the classification that applies to this filing for both questions a. and b. Choose only one for 17a and only one for 17b.	(N/A) b1. Application for License of New Station (N/A) b2. Application for Registration of New Domestic Receive−Only Station (N/A) b3. Amendment to a Pending Application (N/A) b4. Modification of License or Registration
◉ a1. Earth Station	◉ b5. Assignment of License or Registration
○ a2. Space Station	○ b6. Transfer of Control of License or Registration
	(N/A) b7. Notification of Minor Modification (N/A) b8. Application for License of New Receive−Only Station Using Non−U.S. Licensed Satellite (N/A) b9. Letter of Intent to Use Non−U.S. Licensed Satellite to Provide Service in the United States (N/A) b10. Other (Please specify)

A20. If these facilities are licensed, is the transferee / assignee directly or indirectly controlled by any other entity? If yes, attach as Exhibit E, a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control including: (1) the name, address, citizenship, and primary busienss of the controlling entity and any intermediate subsidiaries or parties, and (2) the names, addresses, citizenshihp, and the percentages of voting and equity stock of those stockholders holding 10 percent or more of the controlling corporation's voting stock.	○ Yes ○ No ◉ N/A
A21. If these facilities are licensed, attach as Exhibit F, a complete statement setting forth the facts which show how the assignment or transfer will serve the public interest.	

CERTIFICATION

1. The undersigned, individually and for licensee, certifies that all attached exhibits pertinenet to Schedule A and all statement made in Schedule A of this application are true, compete and correct to the best of his/her knowledge and belief. The undersigned also certifies that any contracts or other instruments submitted herewith are complete and constitute the full agreement. 2. The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer of control or assignment of license will be completed within 60 days of Commission consent. The undersigned also acknowledges that the Commission must be notified by letter within 30 days of consummation.	
A22. Printed Name of Licensee (Must agree with A1) Mediacom Southeast, LLC	A24. Title (Office Held by Person Signing) SVP, Corporate Finance
A26. Printed Name of License Transferor / Assignor (Must agree with A10) Mediacom Southeast, LLC	A28. Title (Office Held by Person Signing) SVP, Corporate Finance
A26. Printed Name of License Transferee / Assignee (Must agree with A15) MetroCast Communications of Mississippi, LLC	A28. Title (Office Held by Person Signing) Executive Vice President and General Counsel

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