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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(RULE 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED  
PURSUANT TO RULE 13d-1(b) (c), AND (d) AND AMENDMENTS THERETO  
FILED PURSUANT TO RULE 13d-2 (b)

(AMENDMENT NO. \_\_\_\_\_) \*

MediaCom Communications Corp.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

58446K105

-----  
(CUSIP Number)

February 3, 2000

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

POTENTIAL PERSONS WHO ARE TO RESPOND TO THE COLLECTION OF INFORMATION CONTAINED IN THIS FORM ARE NOT REQUIRED TO RESPOND UNLESS THE FORM DISPLAYS A CURRENTLY VALID OMB CONTROL NUMBER.

SCHEDULE 13G

ISSUER: MediaCom Communications Corp.

CUSIP NO.: 58446K105

1. Names of Reporting Persons.  
 I.R.S. Identification Nos. of above persons (entities only).

J.P. Morgan Partners (23A SBIC), LLC (formerly known as CB Capital Investors, LLC and successor in interest to Chase Manhattan Capital, LLC) 13-398-6302

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) .....

(b) .....

3. SEC Use Only

4. Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:	5. Sole Voting Power	3,223,534
	6. Shared Voting Power	
	7. Sole Dispositive Power	3,223,534
	8. Shared Dispositive Power	

9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,223,534

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9) 5.3%

12. Type of Reporting Person (See Instructions)

LLC

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SCHEDULE 13G

ISSUER: MediaCom Communications Corp.

CUSIP NO.: 58446K105

ITEM 1.

(a) NAME OF ISSUER:

MediaCom Communications Corp.

(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

100 Crystal Run Road  
 Middletown, NY 10941

ITEM 2.

(a) NAME OF PERSON FILING:

J.P. Morgan Partners (23A SBIC), LLC

Supplemental information relating to the ownership and control of the person filing this statement is included in Exhibit 2(a) attached hereto.

(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

1221 Avenue of the Americas  
New York, New York 10020

(c) CITIZENSHIP:

Delaware

(d) TITLE OF CLASS OF SECURITIES (OF ISSUER):

Common Stock

(e) CUSIP NUMBER:

58446K105

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SS.SS. 240. 13d-1(b) OR 240. 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

Not applicable.

ITEM 4. OWNERSHIP

(a) AMOUNT BENEFICIALLY OWNED:

3,223,534

(b) PERCENT OF CLASS:

5.3% (as of December 31, 2000)

(c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

(i) 3,223,534

(ii) Not applicable.

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ISSUER: MediaCom Communications Corp.

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(iii) 3,223,534

(iv) Not applicable.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10. CERTIFICATION

Not applicable.

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ISSUER: MediaCom Communications Corp.

CUSIP NO.: 58446K105

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2001

J.P. MORGAN PARTNERS (23A SBIC), LLC

By: J.P. Morgan Partners (23A Manager), Inc.,  
its Managing Member

By: /s/ Jeffrey C. Walker

-----  
Name: Jeffrey C. Walker  
Title: President

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ISSUER: MediaCom Communications Corp.

CUSIP NO.: 58446K105

EXHIBIT 2(a)

This statement is being filed by J.P. Morgan Partners (23A SBIC), LLC (formerly known as CB Capital Investors, LLC and as successor in interest of Chase Manhattan Capital, LLC), a Delaware limited liability company (hereinafter referred to as "JPMP (23A SBIC)"), whose principal business office is located at 1221 Avenue of the Americas, New York, New York 10020. JPMP (23A SBIC) is engaged in the venture capital and leveraged buyout business. The Managing Member of JPMP (23A SBIC) is J.P. Morgan Partners (23A SBIC Manager), Inc. (formerly known as CB Capital Investors, Inc.), a Delaware corporation (hereinafter referred to as "JPMP (23A Manager)"), whose principal business office is located at the same address as JPMP (23A SBIC). JPMP (23A Manager) is also engaged in the venture capital and leveraged buyout business. Set forth on Schedule A hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of JPMP (23A Manager).

JPMP (23A Manager) is a wholly owned subsidiary of The Chase Manhattan Bank, a New York corporation (hereinafter referred to as "Chase Bank") which is engaged in the commercial banking business with its principal office located at 270 Park Avenue, New York, New York 10017. Set forth in Schedule B hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of Chase Bank.

Chase Bank is a wholly owned subsidiary of J.P. Morgan Chase & Co. (formerly known as The Chase Manhattan Corporation), a Delaware corporation (hereinafter referred to as "JP Morgan Chase") which is engaged (primarily through subsidiaries) in the commercial banking business with its principal office located at 270 Park Avenue, New York, New York 10017. Set forth in Schedule C hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of JP Morgan Chase.

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SCHEDULE 13G

ISSUER: MediaCom Communications Corp.

CUSIP NO.: 58446K105

SCHEDULE A

J.P. MORGAN PARTNERS (SBIC 23A MANAGER), INC.

EXECUTIVE OFFICERS(1)

President	Jeffrey C. Walker*
Executive Vice President	Mitchell J. Blutt, M.D.*
Executive Vice President	Arnold L. Chavkin*
Executive Vice President	John M.B. O'Connor*
Managing Director	John R. Baron*
Managing Director	Christopher C. Behrens*
Managing Director	David S. Britts*
Managing Director	Rodney A. Ferguson*
Managing Director	David Gilbert*
Managing Director	Evan Graf*
Managing Director	Eric A. Green*
Managing Director	Michael R. Hannon*
Managing Director	Donald J. Hofmann, Jr.*
Managing Director	W. Brett Ingersoll*
Managing Director	Alfredo Irigoin*
Managing Director	Andrew Kahn*
Managing Director	Jonathan R. Lynch*
Managing Director	Jonathan Meggs*
Managing Director	Thomas G. Mendell*
Managing Director	Stephen P. Murray*
Managing Director	Joao Neiva de Figueiredo, Ph.D.*
Managing Director	Timothy Purcell*
Managing Director	Thomas Quinn*
Managing Director	Peter Reilly*
Managing Director	Robert R. Ruggiero, Jr.*
Managing Director	Susan L. Segal*
Managing Director	Shahan D. Soghikian*
Managing Director	Georg Stratenwerth*
Managing Director	Lindsay Stuart*
Managing Director	Patrick J. Sullivan*
Managing Director	Kelly Shackelford*
Managing Director	Charles R. Walker*
Managing Director	Timothy J. Walsh*
Managing Director	Richard D. Waters, Jr.*
Managing Director	Damion E. Wicker, M.D.*
Managing Director	Eric R. Wilkinson*

Senior Vice President  
Vice President and Treasurer  
Secretary  
Assistant Secretary  
Assistant Secretary

Marcia Bateson\*  
Elisa R. Stein\*  
Anthony J. Horan\*\*  
Robert C. Carroll\*\*  
Denise G. Connors\*\*

-----  
(1) Each of whom is a United States citizen except for Messrs. Britts,  
Irigoin, Meggs, Neiva de Figueiredo, Soghikian, Stratenwerth and Stuart.

\* Principal occupation is employee and/or partner of J.P. Morgan Partners,  
LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the  
Americas, New York, New York 10020.

\*\* Principal occupation is executive officer and/or employee of J.P. Morgan  
Chase & Co. Business address is c/o J.P. Morgan & Chase & Co., 270 Park  
Avenue, New York, New York 10017.

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SCHEDULE 13G

ISSUER: MediaCom Communications Corp.

CUSIP NO.: 58446K105

DIRECTORS(1)

Jeffrey C. Walker\*

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(1) Each of whom is a United States citizen except for Messrs. Britts,  
Irigoin, Meggs, Neiva de Figueiredo, Soghikian, Stratenwerth and Stuart.

\* Principal occupation is employee and/or partner of J.P. Morgan Partners,  
LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the  
Americas, New York, New York 10020.

\*\* Principal occupation is executive officer and/or employee of J.P. Morgan  
Chase & Co. Business address is c/o J.P. Morgan & Chase & Co., 270 Park  
Avenue, New York, New York 10017.

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ISSUER: MediaCom Communications Corp.

CUSIP NO.: 58446K105

SCHEDULE B

THE CHASE MANHATTAN BANK

EXECUTIVE OFFICERS(1)

Chairman of the Board  
President and Chief Executive Officer  
Vice Chairman  
Vice Chairman  
Managing Director  
Director of Human Resources  
Vice Chairman  
Managing Director

Douglas A. Warner, III\*  
William B. Harrison Jr.\*  
Geoffrey T. Boisi\*  
David A. Coulter\*  
Ramon de Oliveira\*  
John J. Farrell\*  
Walter A. Gubert\*  
Thomas B. Ketchum\*

Director of Corporate Marketing and Communications	Frederick W. Hill*
Vice Chairman	Donald H. Layton*
Vice Chairman	James B. Lee Jr.*
General Counsel	William H. McDavid*
Vice Chairman	Marc J. Shapiro*
Managing Partner	Jeffrey C. Walker**

DIRECTORS(1)

NAME	PRINCIPAL OCCUPATION OR EMPLOYMENT; BUSINESS OR RESIDENCE ADDRESS
Hans W. Becherer	Chairman of the Board Chief Executive Officer Deere & Company One John Deere Place Moline, IL 61265
Frank A. Bennack, Jr.	President and Chief Executive Officer The Hearst Corporation 959 Eighth Avenue New York, New York 10019
M. Anthony Burns	Chairman of the Board and Chief Executive Officer Ryder System, Inc. 3600 N.W. 82nd Avenue Miami, Florida 33166
H. Laurence Fuller	Co-Chairman BP Amoco p.l.c. 1111 Warrenville Road, Suite 25 Chicago, Illinois 60563

(1) Each of the persons named below is a citizen of the United States of America.

\* Principal occupation is executive officer and/or employee of J.P. Morgan Chase & Co. Business address is c/o J.P. Morgan & Chase & Co., 270 Park Avenue, New York, New York 10017.

\*\* Principal occupation is managing partner of J.P. Morgan Partners, LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas New York, New York 10020.

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ISSUER: MediaCom Communications Corp.

CUSIP NO.: 58446K105

NAME	PRINCIPAL OCCUPATION OR EMPLOYMENT; BUSINESS OR RESIDENCE ADDRESS
William H. Gray, III	President and Chief Executive Officer The College Fund/UNCF 9860 Willow Oaks Corporate Drive P.O. Box 10444 Fairfax, Virginia 22031
William B. Harrison, Jr.	President and Chief Executive Officer The Chase Manhattan Corporation 270 Park Avenue, 8th Floor New York, New York 10017-2070
Helene L. Kaplan	Of Counsel Skadden, Arps, Slate, Meagher & Flom LLP 919 Third Avenue - Room 29-72 New York, New York 10022

John R. Stafford Chairman, President and  
Chief Executive Officer  
American Home Products Corporation  
5 Giralda Farms  
Madison, New Jersey 07940

-----  
Douglas A. Warner III Chairman of the Board  
J.P. Morgan Chase & Co.  
270 Park Avenue  
New York, New York 10017  
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-----  
Marina v.N. Whitman Professor of Business Administration and  
Public Policy  
The University of Michigan  
School of Public Policy  
411 Lorch Hall, 611 Tappan Street  
Ann Arbor, MI 48109-1220  
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ISSUER: MediaCom Communications Corp.

CUSIP NO.: 58446K105

SCHEDULE C

J.P. MORGAN CHASE & CO.

EXECUTIVE OFFICERS(1)

Chairman of the Board	Douglas A. Warner, III*
President and Chief Executive Officer	William B. Harrison Jr.*
Vice Chairman	Geoffrey T. Boisi*
Vice Chairman	David A. Coulter*
Managing Director	Ramon de Oliveira*
Director of Human Resources	John J. Farrell*
Vice Chairman	Walter A. Gubert*
Managing Director	Thomas B. Ketchum
Director of Corporate Marketing and Communications	Frederick W. Hill*
Vice Chairman	Donald H. Layton*
Vice Chairman	James B. Lee Jr.*
General Counsel	William H. McDavid*
Vice Chairman	Marc J. Shapiro*
Managing Partner	Jeffrey C. Walker**

DIRECTORS(1)

NAME PRINCIPAL OCCUPATION OR EMPLOYMENT;  
BUSINESS OR RESIDENCE ADDRESS

-----  
Hans W. Becherer Chairman of the Board  
Chief Executive Officer  
Deere & Company  
One John Deere Place  
Moline, IL 61265  
-----

-----  
Riley P. Bechtel Chairman and Chief Executive Officer  
Bechtel Group, Inc.  
P.O. Box 193965  
San Francisco, CA 94119-3965  
-----

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Frank A. Bennack, Jr. President and Chief Executive Officer





Lloyd D. Ward

Former Chairman of Board and Chief Executive  
Officer of Maytag  
13338 Lakeshore Drive  
Clive, Iowa 50325

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Douglas A. Warner III

Chairman of the Board  
J.P. Morgan Chase & Co.  
270 Park Avenue  
New York, New York 10017

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Marina v.N. Whitman

Professor of Business Administration and Public  
Policy  
The University of Michigan  
School of Public Policy  
411 Lorch Hall, 611 Tappan Street  
Ann Arbor, MI 48109-1220

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