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

FORM 10-Q

**Quarterly Report Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

For the quarterly period ended September 30, 2016

**Commission File Numbers: 333-82124-01
333-82124-04**

**Mediacom LLC
Mediacom Capital Corporation***
(Exact names of Registrants as specified in their charters)

**New York
New York**
(State or other jurisdiction of
incorporation or organization)

**06-1433421
06-1513997**
(I.R.S. Employer
Identification Numbers)

**1 Mediacom Way
Mediacom Park, NY 10918**
(Address of principal executive offices)

(845) 443-2600
(Registrants' telephone number)

Indicate by check mark whether the Registrants (1) have filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. Yes No

Note: As voluntary filers, not subject to the filing requirements, the Registrants have filed all reports under Section 13 or 15(d) of the Exchange Act during the preceding 12 months.

Indicate by check mark whether the Registrants have submitted electronically and posted on their corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the Registrants were required to submit and post such files). Yes No

Indicate by check mark whether the Registrants are large accelerated filers, accelerated filers, non-accelerated filers or smaller reporting companies. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filers Accelerated filers
Non-accelerated filers Smaller reporting companies

Indicate by check mark whether the Registrants are shell companies (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of the Registrants' common stock: Not Applicable

* Mediacom Capital Corporation meets the conditions set forth in General Instruction H (1) (a) and (b) of Form 10-Q and is therefore filing this form with the reduced disclosure format.

MEDIACOM LLC AND SUBSIDIARIES
FORM 10-Q
FOR THE PERIOD ENDED SEPTEMBER 30, 2016
TABLE OF CONTENTS

	<u>Page</u>
PART I	
Item 1. Financial Statements	4
Consolidated Balance Sheets (unaudited) September 30, 2016 and December 31, 2015	4
Consolidated Statements of Operations (unaudited) Three and Nine Months Ended September 30, 2016 and 2015	5
Consolidated Statements of Cash Flows (unaudited) Nine Months Ended September 30, 2016 and 2015	6
Notes to Consolidated Financial Statements (unaudited)	7
Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations	14
Item 3. Quantitative and Qualitative Disclosures about Market Risk	24
Item 4. Controls and Procedures	24
PART II	
Item 1. Legal Proceedings	24
Item 1A. Risk Factors	24
Item 6. Exhibits	25
Signatures	26

This Quarterly Report on Form 10-Q is for the three and nine months ended September 30, 2016. Any statement contained in a prior periodic report shall be deemed to be modified or superseded for purposes of this Quarterly Report to the extent that a statement herein modifies or supersedes such statement. The Securities and Exchange Commission allows us to “incorporate by reference” information that we file with them, which means that we can disclose important information by referring you directly to those documents. Information incorporated by reference is considered to be part of this Quarterly Report.

Mediacom LLC is a New York limited liability company and a wholly-owned subsidiary of Mediacom Communications Corporation, a Delaware corporation. Mediacom Capital Corporation is a New York corporation and a wholly-owned subsidiary of Mediacom LLC. Mediacom Capital Corporation was formed for the sole purpose of acting as co-issuer with Mediacom LLC of debt securities and does not conduct operations of its own.

References in this Quarterly Report to “we,” “us,” or “our” are to Mediacom LLC and its direct and indirect subsidiaries (including Mediacom Capital Corporation), unless the context specifies or requires otherwise. References in this Quarterly Report to “Mediacom” or “MCC” are to Mediacom Communications Corporation.

[Table of Contents](#)

Cautionary Statement Regarding Forward-Looking Statements

You should carefully review the information contained in this Quarterly Report and in other reports or documents that we file from time to time with the SEC.

In this Quarterly Report, we state our beliefs of future events and of our future financial performance. In some cases, you can identify those so-called “forward-looking statements” by words such as “anticipates,” “believes,” “continue,” “could,” “estimates,” “expects,” “intends,” “may,” “plans,” “potential,” “predicts,” “should” or “will,” or the negative of those and other comparable words. These forward-looking statements are not guarantees of future performance or results, and are subject to risks and uncertainties that could cause actual results to differ materially from historical results or those we anticipate as a result of various factors, many of which are beyond our control. Factors that may cause such differences to occur include, but are not limited to:

- increased levels of competition for residential and business customers from other providers, including but not limited to direct broadcast satellite operators, local phone companies, other cable providers, wireless communications companies, and providers that offer streaming and downloading of video content over the Internet;
- lower demand for our residential and business services, which may result from increased competition, weakened economic conditions or other factors;
- our ability to contain the continued increases in video programming costs, or to raise video rates to offset, in whole or in part, the effects of such costs, including retransmission consent fees;
- significant increases in the use of bandwidth-intensive Internet services;
- our ability to further expand our business services, which has continued to make increasing contributions to our results of operations;
- our ability to successfully adopt new technologies and introduce new products and services to meet customer demands and preferences;
- our ability to secure hardware, software and operational support for the delivery of products and services to consumers;
- disruptions or failures of our network and information systems, including those caused by “cyber-attacks,” natural disasters or other material events outside our control;
- our reliance on certain intellectual property rights, and not infringing on the intellectual property rights of others;
- our ability to refinance future debt maturities or provide future funding for general corporate purposes and potential strategic transactions, on favorable terms, if at all;
- our ability to generate sufficient cash flows from operations to meet our debt service obligations;
- changes in assumptions underlying our critical accounting policies;
- changes in legislative and regulatory matters that may cause us to incur additional costs and expenses; and
- other risks and uncertainties discussed in the Annual Report for the year ended December 31, 2015 and other reports or documents that we file from time to time with the SEC.

Statements included in this Quarterly Report are based upon information known to us as of the date that this Quarterly Report is filed with the SEC, and we assume no obligation to update or alter our forward-looking statements made in this Quarterly Report, whether as a result of new information, future events or otherwise, except as required by applicable federal securities laws.

[Table of Contents](#)

PART I

ITEM 1. FINANCIAL STATEMENTS

**MEDIACOM LLC AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS**

(Dollars in thousands)
(Unaudited)

	September 30, 2016	December 31, 2015
ASSETS		
CURRENT ASSETS		
Cash	\$ 7,966	\$ 8,446
Accounts receivable, net of allowance for doubtful accounts of \$2,559 and \$2,267	42,694	42,576
Accounts receivable — affiliates	4,220	2,970
Prepaid expenses and other current assets	13,942	10,779
Total current assets	68,822	64,771
Preferred membership interest in affiliated company (Note 7)	150,000	150,000
Property, plant and equipment, net of accumulated depreciation of \$1,702,493 and \$1,671,048	712,604	689,897
Franchise rights	614,731	614,731
Goodwill	23,911	23,911
Subscriber lists, net of accumulated amortization of \$118,304 and \$118,291	38	51
Other assets, net of accumulated amortization of \$1,860 and \$1,366	4,734	6,940
Total assets	<u>\$ 1,574,840</u>	<u>\$ 1,550,301</u>
LIABILITIES AND MEMBER'S EQUITY		
CURRENT LIABILITIES		
Accounts payable, accrued expenses and other current liabilities	\$ 123,960	\$ 126,410
Deferred revenue	31,369	29,383
Current portion of long-term debt	13,675	14,555
Total current liabilities	169,004	170,348
Long-term debt, net (less current portion)	1,152,282	1,144,660
Other non-current liabilities	4,493	2,577
Total liabilities	1,325,779	1,317,585
Commitments and contingencies (Note 10)		
MEMBER'S EQUITY		
Capital contributions	382,135	461,101
Accumulated deficit	(133,074)	(228,385)
Total member's equity	249,061	232,716
Total liabilities and member's equity	<u>\$ 1,574,840</u>	<u>\$ 1,550,301</u>

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

MEDIACOM LLC AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(Dollars in thousands)
(Unaudited)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2016	2015	2016	2015
Revenues	\$195,488	\$186,179	\$579,510	\$551,842
Costs and expenses:				
Service costs (exclusive of depreciation and amortization)	87,214	82,625	257,358	244,645
Selling, general and administrative expenses	32,162	31,284	93,909	90,267
Management fee expense	3,650	3,250	10,550	9,750
Depreciation and amortization	32,353	30,445	92,870	90,266
Operating income	40,109	38,575	124,823	116,914
Interest expense, net	(12,791)	(15,599)	(38,866)	(47,480)
Gain (loss) on derivatives, net	2,905	(1,990)	(2,745)	3,931
Loss on early extinguishment of debt (Note 6)	—	—	(264)	—
Investment income from affiliate (Note 7)	4,500	4,500	13,500	13,500
Other expense, net	(319)	(251)	(1,137)	(749)
Net income	<u>\$ 34,404</u>	<u>\$ 25,235</u>	<u>\$ 95,311</u>	<u>\$ 86,116</u>

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

MEDIACOM LLC AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Dollars in thousands)
(Unaudited)

	Nine Months Ended	
	September 30,	
	2016	2015
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	\$ 95,311	\$ 86,116
Adjustments to reconcile net income to net cash flows provided by operating activities:		
Depreciation and amortization	92,870	90,266
Loss (gain) on derivatives, net	2,745	(3,931)
Loss on early extinguishment of debt	264	—
Amortization of deferred financing costs	2,128	2,172
Changes in assets and liabilities:		
Accounts receivable, net	(118)	5,889
Accounts receivable — affiliates	(1,332)	(6,712)
Prepaid expenses and other assets	(2,547)	(4,720)
Accounts payable, accrued expenses and other current liabilities	3,140	(3,118)
Accounts payable — affiliates	—	(1,463)
Deferred revenue	1,986	1,365
Other non-current liabilities	(54)	—
Net cash flows provided by operating activities	\$ 194,393	\$ 165,864
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures	\$(115,489)	\$(100,180)
Change in accrued property, plant and equipment	(3,948)	2,471
Proceeds from sale of assets	159	101
Acquisition of other intangible assets	—	(1,289)
Net cash flows used in investing activities	\$(119,278)	\$ (98,897)
CASH FLOWS FROM FINANCING ACTIVITIES:		
New borrowings of bank debt	\$ 315,875	\$ 132,250
Repayment of bank debt	(311,125)	(188,750)
Capital distributions to parent (Note 8)	(79,025)	(10,825)
Financing costs	—	(94)
Other financing activities	(1,320)	(184)
Net cash flows used in financing activities	\$ (75,595)	\$ (67,603)
Net change in cash	(480)	(636)
CASH, beginning of period	8,446	8,720
CASH, end of period	\$ 7,966	\$ 8,084
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Cash paid during the period for interest, net of amounts capitalized	\$ 44,256	\$ 49,884

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

MEDIACOM LLC AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. ORGANIZATION

Basis of Preparation of Unaudited Consolidated Financial Statements

Mediacom LLC (“Mediacom LLC” and collectively with its subsidiaries, “we,” “our” or “us”) is a New York limited liability company wholly-owned by Mediacom Communications Corporation (“MCC”). MCC is involved in the acquisition and operation of cable systems serving smaller cities and towns in the United States, and its cable systems are owned and operated through our operating subsidiaries and those of Mediacom Broadband LLC, a Delaware limited liability company wholly-owned by MCC. As limited liability companies, we and Mediacom Broadband LLC are not subject to income taxes and, as such, are included in the consolidated federal and state income tax returns of MCC, a C corporation.

Our principal operating subsidiaries conduct all of our consolidated operations and own substantially all of our consolidated assets. Our operating subsidiaries are separate and distinct legal entities and have no obligation, contingent or otherwise, to make funds available to us.

We have prepared these unaudited consolidated financial statements in accordance with the rules and regulations of the Securities and Exchange Commission (the “SEC”). In the opinion of management, such statements include all adjustments, consisting of normal recurring accruals and adjustments, necessary for a fair statement of our consolidated results of operations, financial position, and cash flows for the interim periods presented. The accounting policies followed during such interim periods reported are in conformity with generally accepted accounting principles in the United States of America and are consistent with those applied during annual periods. For a summary of our accounting policies and other information, refer to our Annual Report on Form 10-K for the year ended December 31, 2015. The results of operations for the interim periods are not necessarily indicative of the results that might be expected for future interim periods or for the full year ending December 31, 2016.

Mediacom Capital Corporation (“Mediacom Capital”), a New York corporation wholly-owned by us, co-issued, jointly and severally with us, public debt securities. Mediacom Capital has no operations, revenues or cash flows and has no assets, liabilities or stockholders’ equity on its balance sheet, other than a one-hundred dollar receivable from an affiliate and the same dollar amount of common stock. Therefore, separate financial statements have not been presented for this entity.

Franchise fees imposed by local governmental authorities are collected on a monthly basis from our customers and are periodically remitted to the local governmental authorities. Because franchise fees are our obligation, we present them on a gross basis within revenues with a corresponding operating expense. Franchise fees reported on a gross basis amounted to \$3.1 million and \$3.0 million for the three months ended September 30, 2016 and 2015, respectively, and approximately \$9.2 million and \$9.1 million for the nine months ended September 30, 2016 and 2015, respectively.

Reclassifications

Certain reclassifications have been made to prior year amounts to conform to the current year presentation.

2. RECENT ACCOUNTING PRONOUNCEMENTS

In May 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2014-09 — *Revenue from Contracts with Customers* (“ASU 2014-09”). The guidance states that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. An entity should also disclose sufficient information to enable users of financial statements to understand the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. This guidance supersedes most industry-specific guidance, including Statement of Financial Accounting Standards No. 51 — *Financial Reporting by Cable Television Companies*. In August 2015, the FASB issued ASU 2015-14, *Revenue from Contracts with Customers*, which deferred by one year the effective date of ASU 2014-09 until reporting periods beginning after December 15, 2017, including interim periods within the reporting period. The FASB is permitting early adoption of the updated accounting guidance, but not before the original effective date of December 15, 2016. We are currently evaluating the methods of adoption allowed by the new standard and the effect the standard and related guidance is expected to have on our consolidated financial statements and related disclosures.

In August 2014, the FASB issued new guidance that requires management to assess the Company’s ability to continue as a going concern and to provide related disclosures in certain circumstances. This guidance is effective for interim and fiscal years ending after December 15, 2016, with early adoption permitted. We do not expect this guidance will have a material impact on our financial position, operations or cash flows.

[Table of Contents](#)

In April 2015 (as amended in August 2015), the FASB issued ASU No. 2015-03 (and ASU 2015-15) — *Interest — Imputation of Interest* (Subtopic 835-30) *Simplifying the Presentation of Debt Issuance Costs* (“ASU 2015-03”). The purpose of this guidance is to simplify the presentation of debt issuance costs and requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. For public business entities, the amendments in this update are effective for financial statements issued for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. An entity should apply the new guidance on a retrospective basis, wherein the balance sheet of each individual period presented should be adjusted to reflect the period-specific effects of applying the new guidance. We adopted ASU 2015-03 and ASU 2015-15 as of January 1, 2016 and implemented retrospectively as of December 31, 2015. We reclassified \$9.0 million of deferred financing costs from other assets, net to long-term debt, net (less current portion) as of September 30, 2016 in accordance with such guidance. We reclassified \$11.0 million of deferred financing costs from other assets, net to long-term debt, net (less current portion) as of December 31, 2015 in accordance with such guidance. See Note 6.

In April 2015, the FASB issued ASU 2015-05 — *Intangibles — Goodwill and Other — Internal-Use Software* (Subtopic 350-40) (“ASU 2015-05”). The objective of ASU 2015-05 is to address the concerns of stakeholders that the lack of guidance about a customer’s accounting for fees in a cloud computing arrangement leads to unnecessary cost and complexity when evaluating the accounting for those fees, as well as some diversity in practice. The amendments in ASU 2015-05 will help entities evaluate the accounting for fees paid by a customer in a cloud computing arrangement by providing guidance as to whether an arrangement includes the sale or license of software. Examples of cloud computing arrangements include software as a service, platform as a service, infrastructure as a service, and other similar hosting arrangements. This guidance is effective for annual periods, including interim periods within those annual periods, beginning after December 15, 2015. We adopted this new guidance as of January 1, 2016 and determined that there was not a material impact to our operations.

In February 2016, the FASB issued ASU 2016-02 — *Leases* (Topic 842) (“ASU 2016-02”). The objective of ASU 2016-02 is to address the concerns to increase the transparency around lease obligations. To address these concerns, previously unrecorded off-balance sheet obligations will now be brought more prominently to light by presenting lease liabilities on the face of the balance sheet. Accompanied by enhanced qualitative and quantitative disclosures in the notes to the financial statements, financial statement users will be able to more accurately compare information from one company to another. This guidance is effective for annual periods, including interim periods within those annual periods, beginning after December 15, 2018. We have not completed our evaluation of this new guidance.

In August 2016, the FASB issued ASU 2016-15 — *Statement of Cash Flows — Clarification of Certain Cash Receipts and Cash Payments*. (“ASU 2016-15”). Stakeholders indicated that there is diversity in practice in how certain cash receipts and cash payments are presented and classified in the statement of cash flows under Topic 230, *Statement of Cash Flows*, and other topics. ASU 2016-15 addresses eight specific cash flow issues with the objective of reducing the existing diversity in practice. The amendments in ASU 2016-15 are effective for public business entities for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. We do not expect ASU 2016-15 will have a material impact on financial position, operations or cash flows upon adoption.

3. FAIR VALUE

The tables below set forth our financial assets and liabilities measured at fair value on a recurring basis using a market-based approach. Our financial assets and liabilities, all of which represent interest rate exchange agreements (which we refer to as “interest rate swaps”) have been categorized according to the three-level fair value hierarchy established by Accounting Standards Codification (“ASC”) No. 820 — *Fair Value Measurement*, which prioritizes the inputs used in measuring fair value, as follows (dollars in thousands):

- Level 1 — Quoted market prices in active markets for identical assets or liabilities.
- Level 2 — Observable market based inputs or unobservable inputs that are corroborated by market data.
- Level 3 — Unobservable inputs that are not corroborated by market data.

[Table of Contents](#)

	Fair Value as of September 30, 2016			
	Level 1	Level 2	Level 3	Total
Assets				
Interest rate exchange agreements	\$ —	\$ —	\$ —	\$ —
Liabilities				
Interest rate exchange agreements	\$ —	\$4,146	\$ —	\$4,146
Fair Value as of December 31, 2015				
	Level 1	Level 2	Level 3	Total
Assets				
Interest rate exchange agreements	\$ —	\$1,096	\$ —	\$1,096
Liabilities				
Interest rate exchange agreements	\$ —	\$2,497	\$ —	\$2,497

The fair value of our interest rate swaps represents the estimated amount that we would receive or pay to terminate such agreements, taking into account projected interest rates, based on quoted London Interbank Offered Rate (“LIBOR”) futures and the remaining time to maturity. While our interest rate swaps are subject to contractual terms that provide for the net settlement of transactions with counterparties, we do not offset assets and liabilities under these agreements for financial statement presentation purposes, and assets and liabilities are reported on a gross basis.

As of September 30, 2016, we recorded a current liability in accounts payable, accrued expenses and other current liabilities of \$2.2 million, a long-term liability in other non-current liabilities of \$2.0 million, and no current or long-term assets. As of December 31, 2015, we recorded a long term asset of \$1.1 million, and a current liability in accounts payable, accrued expenses and other current liabilities of \$2.5 million, and no current assets or long-term liabilities.

As a result of the changes in the mark-to-market valuations on our interest rate swaps, we recorded a net gain on derivatives of \$2.9 million and a net loss on derivatives of approximately \$2.0 million for the three months ended September 30, 2016 and 2015, respectively, and a net loss on derivatives of approximately \$2.7 million and a net gain on derivatives of \$3.9 million for the nine months ended September 30, 2016 and 2015, respectively.

4. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consisted of the following (dollars in thousands):

	September 30, 2016	December 31, 2015
Cable systems, equipment and customer devices	\$ 2,312,624	\$ 2,257,473
Furniture, fixtures and office equipment	42,260	44,878
Vehicles	40,813	39,531
Buildings and leasehold improvements	17,850	17,513
Land and land improvements	1,550	1,550
Property, plant and equipment, gross	\$ 2,415,097	\$ 2,360,945
Accumulated depreciation	(1,702,493)	(1,671,048)
Property, plant and equipment, net	\$ 712,604	\$ 689,897

[Table of Contents](#)

5. ACCOUNTS PAYABLE, ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

Accounts payable, accrued expenses and other current liabilities consisted of the following (dollars in thousands):

	September 30, 2016	December 31, 2015
Accounts payable — trade	\$ 34,080	\$ 32,722
Accrued programming costs	21,934	20,433
Accrued payroll and benefits	13,080	10,898
Accrued taxes and fees	12,559	13,138
Advance customer payments	9,170	8,009
Accrued service costs	7,245	6,035
Accrued property, plant and equipment	6,008	9,956
Bank overdrafts (1)	4,711	6,031
Accrued interest	2,497	9,051
Liabilities under interest rate exchange agreements	2,175	2,497
Accrued telecommunications costs	1,162	1,473
Other accrued expenses	9,339	6,167
Accounts payable, accrued expenses and other current liabilities	<u>\$ 123,960</u>	<u>\$ 126,410</u>

- (1) Bank overdrafts represent outstanding checks in excess of funds on deposit at our disbursement accounts. We transfer funds from our depository accounts to our disbursement accounts upon daily notification of checks presented for payment. Changes in bank overdrafts are reported in “other financing activities” in our Consolidated Statements of Cash Flows.

6. DEBT

Outstanding debt consisted of the following (dollars in thousands):

	September 30, 2016	December 31, 2015
Bank credit facility	\$ 925,000	\$ 920,250
7 1/4% senior notes due 2022	250,000	250,000
Total debt	\$ 1,175,000	\$ 1,170,250
Less: current portion	13,675	14,555
Total long-term debt, gross (less current portion)	\$ 1,161,325	\$ 1,155,695
Less: deferred financing costs, net	9,043	11,035
Total long-term debt, net (less current portion)	<u>\$ 1,152,282</u>	<u>\$ 1,144,660</u>

2016 Financing Activity

On May 19, 2016, we repaid the entire \$82.9 million balance of Term Loan E under our bank credit facility that was funded by borrowings of \$82.9 million under our revolving credit commitments. We recorded a loss on early extinguishment of debt of \$0.3 million for the nine months ended September 30, 2016, which represented the write-off of certain unamortized financing costs as a result of the repayment of Term Loan E.

On May 19, 2016, we made \$75.0 million in capital distributions to our parent, MCC, which, in turn, contributed such cash distributions to Mediacom Broadband LLC to fund, in part, the repayment of certain term loans that were scheduled to mature in June 2017. Such distributions were funded with borrowings under our revolving credit commitments.

[Table of Contents](#)

Bank Credit Facility

As of September 30, 2016, we maintained a \$1.097 billion bank credit facility (the “credit facility”), comprising:

- \$362.5 million of revolving credit commitments, which expire on February 5, 2019;
- \$147.7 million of outstanding borrowings under Term Loan A, which mature on November 15, 2021;
- \$243.8 million of outstanding borrowings under Term Loan F, which mature on March 31, 2018; and
- \$343.0 million of outstanding borrowings under Term Loan G, which mature on June 30, 2021.

As of September 30, 2016, we had \$163.8 million of unused revolving credit commitments, all of which were available to be borrowed and used for general corporate purposes, after giving effect to \$190.5 million of outstanding loans and \$8.2 million of letters of credit issued thereunder to various parties as collateral.

The credit facility is collateralized by our ownership interests in our operating subsidiaries and is guaranteed by us on a limited recourse basis to the extent of such ownership interests. All outstanding debt under the credit facility may be prepaid, at our option, at par any time prior to maturity. As of September 30, 2016, the credit agreement governing the credit facility (the “credit agreement”) required our operating subsidiaries to maintain a total leverage ratio (as defined in the credit agreement) of no more than 5.0 to 1.0 and an interest coverage ratio (as defined in the credit agreement) of no less than 2.0 to 1.0. For all periods through September 30, 2016, our operating subsidiaries were in compliance with all covenants under the credit agreement.

Interest Rate Swaps

We have entered into several interest rate exchange agreements (which we refer to as “interest rate swaps”) with various banks to fix the variable rate on a portion of our borrowings under the credit facility to reduce the potential volatility in our interest expense that may result from changes in market interest rates. Our interest rate swaps have not been designated as hedges for accounting purposes, and have been accounted for on a mark-to-market basis as of, and for the three and nine months ended September 30, 2016 and 2015, respectively. As of September 30, 2016, we had interest rate swaps that fixed the variable portion of \$400 million of borrowings at a rate of 1.5%, all of which are scheduled to expire during December 2018.

As of September 30, 2016, the weighted average interest rate on outstanding borrowings under the credit facility, including the effect of our interest rate swaps, was 3.3%.

Senior Notes

As of September 30, 2016, we had \$250 million of outstanding senior notes, all of which comprised our 7 1/4% senior notes due February 2022 (the “7 1/4% Notes”). The indenture governing the 7 1/4% Notes (the “indenture”) provides for early redemption of the senior notes, at our option, at the prices and subject to the terms specified in the indenture. Our senior notes are unsecured obligations, and the indenture limits the incurrence of additional indebtedness based upon a maximum debt to operating cash flow ratio (as defined in the indenture) of 8.5 to 1.0. For all periods through September 30, 2016, we were in compliance with all covenants under the indenture.

Deferred Financing Costs

We adopted ASU 2015-03 and ASU 2015-15 as of January 1, 2016 and implemented retrospectively as of December 31, 2015. We reclassified \$9.0 million of deferred financing costs from other assets, net to long-term debt, net (less current portion) as of September 30, 2016 in accordance with such guidance. We reclassified \$11.0 million of deferred financing costs from other assets, net to long-term debt, net (less current portion) as of December 31, 2015 in accordance with such guidance. See Note 2.

[Table of Contents](#)

Debt Ratings

MCC's corporate credit ratings are Ba3 by Moody's and BB by Standard and Poor's ("S&P"), and our senior unsecured ratings are B2 by Moody's and B+ by S&P, all with a stable outlook. There are no covenants, events of default, borrowing conditions or other terms in the credit agreement or indenture that are based on changes in our credit rating assigned by any rating agency.

Fair Value

The fair values of our senior notes and outstanding debt under the credit facility (which were calculated based upon unobservable inputs that are corroborated by market data that we determine to be Level 2), were as follows (dollars in thousands):

	September 30, 2016	December 31, 2015
7 1/4% senior notes due 2022	\$ 263,125	\$ 251,250
Total senior notes	<u>\$ 263,125</u>	<u>\$ 251,250</u>
Bank credit facility	<u>\$ 927,020</u>	<u>\$ 912,944</u>

7. PREFERRED MEMBERSHIP INTEREST IN AFFILIATED COMPANY

In July 2001, we made a \$150.0 million preferred membership investment ("PMI") in the operating subsidiaries of Mediacom Broadband LLC, which has a 12% annual dividend, payable quarterly in cash. We received \$4.5 million in cash dividends on the PMI during each of the three months ended September 30, 2016 and 2015, and \$13.5 million during each of the nine months ended September 30, 2016 and 2015.

8. MEMBER'S EQUITY

As a wholly-owned subsidiary of MCC, our business affairs, including our financing decisions, are directed by MCC. See Note 9.

Capital contributions from parent and capital distributions to parent are reported on a gross basis in the Consolidated Statements of Cash Flows. We made \$79.0 million and \$10.8 million in capital distributions to parent during the nine months ended September 30, 2016 and 2015, respectively. We received no capital contributions from parent during each of the nine months ended September 30, 2016 and 2015.

9. RELATED PARTY TRANSACTIONS

MCC manages us pursuant to management agreements with our operating subsidiaries. Under such agreements, MCC has full and exclusive authority to manage our day-to-day operations and conduct our business. We remain responsible for all expenses and liabilities relating to the construction, development, operation, maintenance, repair and ownership of our systems.

As compensation for the performance of its services, subject to certain restrictions, MCC is entitled to receive management fees in an amount not to exceed 4.5% of the annual gross operating revenues of our operating subsidiaries, and is also entitled to the reimbursement of all expenses necessarily incurred in its capacity as manager. MCC charged us management fees of \$3.7 million and \$3.3 million for the three months ended September 30, 2016 and 2015, respectively, and \$10.6 million and \$9.8 million for the nine months ended September 30, 2016 and 2015, respectively.

We are a preferred equity investor in Mediacom Broadband LLC. See Note 7.

10. COMMITMENTS AND CONTINGENCIES

Legal Proceedings

We are involved in various legal actions arising in the ordinary course of business. In the opinion of management, the ultimate disposition of these matters will not have a material adverse effect on our consolidated financial position, results of operations, cash flows or business.

11. GOODWILL AND OTHER INTANGIBLE ASSETS

In accordance with the FASB's ASC No. 350 — *Intangibles — Goodwill and Other* ("ASC 350"), the amortization of goodwill and indefinite-lived intangible assets is prohibited and requires such assets to be tested annually for impairment, or more frequently if impairment indicators arise. We have determined that our goodwill and franchise rights are indefinite-lived assets and therefore not amortizable.

We last evaluated the factors surrounding our Mediacom LLC reporting unit as of October 1, 2015 and did not believe that it was "more likely than not" that a goodwill impairment existed at that time. As such, we did not perform Step 2 of the goodwill impairment test. We last evaluated our other intangible assets as of October 1, 2015 and did not believe that it was "more likely than not" that an impairment existed at that time.

Because we believe there has not been a meaningful change in the long-term fundamentals of our business during the first nine months of 2016, we determined that there has been no triggering event under ASC 350 and, as such, no interim impairment test was required for our goodwill and other intangible assets as of September 30, 2016.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with our unaudited consolidated financial statements as of, and for the three and nine months ended, September 30, 2016 and 2015, and with our annual report on Form 10-K for the year ended December 31, 2015.

Overview

We are a wholly-owned subsidiary of Mediacom Communications Corporation ("MCC"), the nation's fifth largest cable company based on the number of customers who purchase one or more video services, also known as video customers. As of September 30, 2016, we served approximately 368,000 video customers, 509,000 high-speed data ("HSD") customers and 210,000 phone customers, aggregating 1.09 million primary service units ("PSUs"). As of the same date, we served 599,000 unique residential and business customer relationships.

We offer video, HSD and phone services to residential and small- to medium-sized business ("SMB") customers over our hybrid fiber and coaxial cable network. We believe our customers prefer the cost savings of the bundled services we offer and the convenience of having a single provider contact for ordering, provisioning, billing and customer care. We also provide network and transport services to medium- and large-sized businesses, governments, and educational institutions, including cell tower backhaul for wireless telephone providers, and sell advertising time to local, regional and national advertisers.

Over the past several years, losses in our residential video customer base have been primarily responsible for slower growth in our residential revenues, while we have rapidly increased our business services revenues through customer growth. We expect to continue to grow revenues through customer additions in business services and residential services. Business services revenues are expected to grow through HSD and phone sales to SMBs and a greater number of cell tower backhaul sites and large enterprise customers. Revenues from residential services are expected to grow, largely as a result of HSD customer growth and gains in revenue per customer relationship as more customers take faster HSD tiers and advanced video services, including our next-generation set-top and digital video recorder ("DVR").

Our recent performance has been adversely affected by tepid economic growth in the post-recession period and significant video competition. We believe the historically muted economic recovery from the recession, including uneven gains in disposable income and household formation, has largely contributed to lower sales and connect activity for all of our residential services and negatively impacted our residential customer and revenue growth. While we expect improvement if and when the economy strengthens further, a continuation or broadening of such effects may adversely impact our results of operations, cash flows and financial position.

Our residential video service principally competes with direct broadcast satellite ("DBS") providers that offer video programming substantially similar to ours. Over the past several years, we have experienced meaningful video customer losses, as DBS competitors have deployed aggressive marketing campaigns, including deeply discounted promotional packages, more advanced customer premise equipment and exclusive sports programming. We have placed a greater emphasis on higher quality customer relationships in our residential services, as we have generally eliminated or reduced tactical discounts for customers not likely to purchase two or more services or to stay with us for an extended period, which may further contribute to video customer declines. Our next-generation, multi-room set-top gives customers the same stored content on multiple televisions in their home and a cloud-based, graphically-rich TiVo guide, with Netflix, YouTube, Pandora and other popular apps, advanced search functionality, in-home video streaming to personal devices and the ability to download certain content to their mobile devices for viewing outside of their home. We believe our video strategy has enabled us to reduce the rate of video customer losses and regain market share of new video connects. If we are unsuccessful with this strategy and cannot offset video customer losses through higher average unit pricing and greater penetration of our advanced video services, we may experience future declines in annual video revenues.

Our residential HSD service competes primarily with digital subscriber line ("DSL") services offered by local telephone companies. Based upon the speeds we offer we believe our HSD service is generally superior to DSL offerings in our service areas. As consumers' bandwidth requirements have dramatically increased in the past few years, a trend many industry experts expect to continue, we believe our ability to currently offer downstream speeds of up to 150Mbps across substantially all of our markets gives us a competitive advantage compared to the DSL service offered by the local telephone companies. We expect to continue to grow HSD revenues through residential unit growth and more customers taking faster speed tiers.

Our residential phone service mainly competes with substantially comparable phone services offered by local telephone companies and cellular phone services offered by national wireless providers. We believe we will continue to grow residential phone customers, but may experience modest declines in phone revenues due to unit pricing pressure.

Our business services largely compete with local phone companies, or local exchange carriers ("LECs"). Our fast-growing cell tower backhaul business primarily competes with LECs. Developments and advancements in products and services by new, emerging companies may intensify competition. We have experienced strong growth rates of business services revenues in the past several years, which we believe will continue.

[Table of Contents](#)

We compete for advertising revenues principally against local broadcast stations, national cable and broadcast networks, radio, newspapers, magazines, outdoor display and Internet companies. Competition will likely elevate as new formats for advertising are introduced into our markets.

Historically, video programming has been our single largest expense, and we have experienced substantial increases in programming costs per video customer, particularly for sports and local broadcast programming, well in excess of the inflation rate or the change in the consumer price index. We believe these expenses will continue to grow at a high single- to low double-digit rate because of the demands of large media conglomerates or other owners of most of the popular cable networks and major market local broadcast stations, and of large independent television broadcast groups, who own or control a significant number of local broadcast stations across the country and, in some cases, own, control or otherwise represent multiple stations in the same market. Moreover, many of those powerful owners of programming require us to purchase their networks and stations in bundles and effectively dictate how we offer them to our customers, given the contractual economic penalties if we fail to comply. Consequently, we have little or no ability to individually or selectively negotiate for networks or stations, to forego purchasing networks or stations that generate low customer interest, to offer sports programming services, such as ESPN and regional sports networks, on one or more separate tiers, or to offer networks or stations on an a la carte basis to give our customers more choice and potentially lower their costs. In many instances, such programmers have created additional networks and migrated popular programming, particularly sports programming, to these new networks, which has contributed to the increases in our programming costs. Additionally, we believe certain programmers may also demand higher fees from us in an effort to partially offset declines in their advertising revenue as more advertisers allocate a greater portion of their spending to Internet advertising. While such growth in programming expenses can be offset, in whole or in part, by rate increases, we expect our video gross margins will continue to decline if increases in programming costs outpace any growth in video revenues.

2016 Financing Activity

On May 19, 2016, we repaid the entire \$82.9 million balance of Term Loan E under our bank credit facility, which was scheduled to mature on October 23, 2017. On the same date, we made \$75.0 million of capital distributions to our parent, MCC, which, in turn, contributed such funds to Mediacom Broadband LLC to fund, in part, the repayment of a certain term loan that was scheduled to mature in June 2017. Such distributions were funded with borrowings under our revolving credit commitments.

See “Liquidity and Capital Resources — Capital Structure — *2016 Financing Activity*” and Note 6 in our Notes to Consolidated Financial Statements.

Revenues

Video

Video revenues primarily represent monthly subscription fees charged to residential customers, which vary according to the level of service, the type and amount of equipment taken, and revenue from the sale of VOD content and pay-per-view events. Video revenues also include installation, reconnection and wire maintenance fees, franchise and late payment fees, and other ancillary revenues.

HSD

HSD revenues primarily represent monthly subscription fees charged to residential customers, which vary according to the level of service and type of equipment taken.

Phone

Phone revenues primarily represent monthly subscription and equipment fees charged to residential customers for our phone service.

Business Services

Business services revenues primarily represent monthly fees charged to SMBs for video, HSD and phone services, which vary according to the level of service taken, and fees charged to large businesses, including revenues from cell tower backhaul and enterprise class services.

Advertising

Advertising revenues primarily represent revenues received from selling advertising time we receive under programming license agreements to local, regional and national advertisers for the placement of commercials on channels offered on our video services.

[Table of Contents](#)

Costs and Expenses

Service Costs

Service costs consist of the costs related to providing and maintaining services to our customers. Significant service costs comprise: video programming; HSD service, including bandwidth connectivity; phone service, including leased circuits and long distance; our enterprise networks business, including leased access; technical personnel who maintain the cable network, perform customer installation activities and provide customer support; network operations center; utilities, including pole rental; and field operations, including outside contractors, vehicle fuel and maintenance and leased fiber for regional connectivity.

Video programming costs, which are generally paid on a per-video customer basis, have historically represented our single largest expense. In recent years, we have experienced substantial increases in the per-unit cost of programming, which we believe will continue to grow due to the increasing contractual rates and retransmission consent fees demanded by large programmers and independent broadcasters. Our HSD costs fluctuate depending on customers' bandwidth consumption and customer growth. Phone service costs are mainly determined by network configuration, customers' long distance usage and net termination payments to other carriers. Our other service costs generally rise as a result of customer growth and inflationary cost increases for personnel, outside vendors and other expenses. Personnel and related support costs may increase as the percentage of expenses that we capitalize declines due to lower levels of new service installations. We anticipate that service costs, with the exception of programming expenses, will remain fairly consistent as a percentage of our revenues.

Selling, General and Administrative Expenses

Significant selling, general and administrative expenses comprise: call center, customer service, marketing, business services, support and administrative personnel; franchise fees and other taxes; bad debt; billing; marketing; advertising; and general office administration. These expenses generally rise due to customer growth and inflationary cost increases for personnel, outside vendors and other expenses. We anticipate that selling, general and administrative expenses will remain fairly consistent as a percentage of our revenues.

Service costs and selling, general and administrative expenses exclude depreciation and amortization, which we present separately.

Management Fee Expense

Management fee expense reflects compensation paid to MCC for the performance of services it provides our operating subsidiaries in accordance with management agreements between MCC and our operating subsidiaries.

Capital Expenditures

Capital expenditures are categorized in accordance with the National Cable and Telecommunications Association ("NCTA") disclosure guidelines, which are intended to provide more consistency in the reporting of capital expenditures among peer companies in the cable industry. These disclosure guidelines are not required under GAAP, nor do they impact our accounting for capital expenditures under GAAP. Our capital expenditures comprise:

- Customer premise equipment, which include equipment and labor costs incurred in the purchase and installation of equipment that resides at a residential or commercial customer's premise;
- Enterprise networks, which include costs associated with furnishing custom fiber solutions for medium- to large-sized business customers, including for cell tower backhaul;
- Scalable infrastructure, which include costs incurred in the purchase and installation of equipment at our facilities associated with network-wide distribution of services;
- Line extensions, which include costs associated with the extension of our network into new service areas;
- Upgrade / rebuild, which include costs to modify or replace existing components of our network; and
- Support capital, which include vehicles and all other capital purchases required to support our customers and general business operations.

[Table of Contents](#)

Use of Non-GAAP Financial Measures

“OIBDA” is not a financial measure calculated in accordance with generally accepted accounting principles (“GAAP”) in the United States. We define OIBDA as operating income before depreciation and amortization. OIBDA has inherent limitations as discussed below.

OIBDA is one of the primary measures used by management to evaluate our performance and to forecast future results. We believe OIBDA is useful for investors because it enables them to assess our performance in a manner similar to the methods used by management, and provides a measure that can be used to analyze our value and evaluate our performance compared to other companies in the cable industry. A limitation of OIBDA, however, is that it excludes depreciation and amortization, which represents the periodic costs of certain capitalized tangible and intangible assets used in generating revenues in our business. Management uses a separate process to budget, measure and evaluate capital expenditures. In addition, OIBDA may not be comparable to similarly titled measures used by other companies, which may have different depreciation and amortization policies.

OIBDA should not be regarded as an alternative to operating income or net income as an indicator of operating performance, or to the statement of cash flows as a measure of liquidity, nor should it be considered in isolation or as a substitute for financial measures prepared in accordance with GAAP. We believe that operating income is the most directly comparable GAAP financial measure to OIBDA.

Actual Results of Operations

Three and Nine Months Ended September 30, 2016 compared to Three and Nine Months Ended September 30, 2015

The table below sets forth our consolidated statements of operations and OIBDA (dollars in thousands and percentage changes that are not meaningful are marked NM):

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2016	2015	% Change	2016	2015	% Change
Revenues	\$195,488	\$186,179	5.0%	\$579,510	\$551,842	5.0%
Costs and expenses:						
Service costs	87,214	82,625	5.6%	257,358	244,645	5.2%
Selling, general and administrative expenses	32,162	31,284	2.8%	93,909	90,267	4.0%
Management fee expense	3,650	3,250	12.3%	10,550	9,750	8.2%
Depreciation and amortization	32,353	30,445	6.3%	92,870	90,266	2.9%
Operating income	40,109	38,575	4.0%	124,823	116,914	6.8%
Interest expense, net	(12,791)	(15,599)	(18.0%)	(38,866)	(47,480)	(18.1%)
Gain (loss) on derivatives, net	2,905	(1,990)	NM	(2,745)	3,931	NM
Loss on early extinguishment of debt	—	—	NM	(264)	—	NM
Investment income from affiliate	4,500	4,500	NM	13,500	13,500	NM
Other expense, net	(319)	(251)	NM	(1,137)	(749)	NM
Net income	\$ 34,404	\$ 25,235	36.3%	\$ 95,311	\$ 86,116	10.7%
OIBDA	\$ 72,462	\$ 69,020	5.0%	\$217,693	\$207,180	5.1%

The table below represents a reconciliation of OIBDA to operating income (dollars in thousands):

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2016	2015	% Change	2016	2015	% Change
OIBDA	\$ 72,462	\$ 69,020	5.0%	\$217,693	\$207,180	5.1%
Depreciation and amortization	(32,353)	(30,445)	6.3%	(92,870)	(90,266)	2.9%
Operating income	\$ 40,109	\$ 38,575	4.0%	\$124,823	\$116,914	6.8%

[Table of Contents](#)

Revenues

The tables below set forth our revenues and selected customer and average total monthly revenue statistics (dollars in thousands, except per unit data):

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2016	2015	% Change	2016	2015	% Change
Video	\$ 88,372	\$ 87,390	1.1%	\$264,172	\$262,546	0.6%
HSD	68,744	60,995	12.7%	200,851	177,938	12.9%
Phone	12,948	13,226	(2.1%)	38,720	40,215	(3.7%)
Business services	22,472	20,752	8.3%	66,594	60,367	10.3%
Advertising	2,952	3,816	(22.6%)	9,173	10,776	(14.9%)
Total revenues	<u>\$195,488</u>	<u>\$186,179</u>	<u>5.0%</u>	<u>\$579,510</u>	<u>\$551,842</u>	<u>5.0%</u>
Average total monthly revenue per customer relationship (1)	\$ 109.15	\$ 106.63	2.4%	\$ 108.77	\$ 106.45	2.2%

	September 30,		
	2016	2015	% Change
Video customers	368,000	380,000	(3.2%)
HSD customers	509,000	474,000	7.4%
Phone customers	210,000	191,000	9.9%
Primary service units (PSUs)	1,087,000	1,045,000	4.0%
Customer relationships	599,000	583,000	2.7%

(1) Represents average total monthly revenues for the period divided by average customer relationships for the period.

Revenues increased 5.0% for each of the three and nine months ended September 30, 2016, primarily due to greater HSD and, to a much lesser extent, business services and video revenues.

Video

Video revenues increased 1.1% and 0.6% for the three and nine months ended September 30, 2016, respectively, mainly due to more customers taking our advanced video services and rate adjustments associated with the pass-through of higher programming costs for retransmission consent fees and, to a much lesser extent, regional sports networks, mostly offset by a lower residential video base compared to the prior year periods. We lost 2,000 and 7,000 video customers during the three and nine months ended September 30, 2016, respectively, compared to decreases of 5,000 and 10,000 video customers in the comparable prior year periods. As of September 30, 2016, we served 368,000 video customers, or 27.6% of estimated homes passed, and 37.5% of our video customers took our DVR service, which represents a large component of revenues from advanced video services.

HSD

HSD revenues grew 12.7% and 12.9% for the three and nine months ended September 30, 2016, respectively, largely due to more customers paying higher rates for faster speed tiers, and a greater residential HSD customer base compared to the prior year periods. We gained 9,000 and 29,000 HSD customers during the three and nine months ended September 30, 2016, respectively, compared to increases of 8,000 and 25,000 HSD customers in the comparable prior year periods. As of September 30, 2016, we served 509,000 HSD customers, or 38.1% of estimated homes passed, and 41.6% of our HSD customers took our wireless home gateway service.

Phone

Phone revenues declined 2.1% and 3.7% for the three and nine months ended September 30, 2016, respectively, principally due to greater levels of discounted pricing, offset in part by a greater residential phone customer base compared to the prior year periods. We gained 6,000 and 16,000 phone customers during the three and nine months ended September 30, 2016, respectively, compared to increases of 4,000 and 9,000 phone customers in the comparable prior year periods. As of September 30, 2016, we served 210,000 phone customers, or 15.7% of estimated homes passed.

[Table of Contents](#)

Business Services

Business services revenues rose 8.3% and 10.3% for the three and nine months ended September 30, 2016, respectively, mainly due to a greater small- to medium-sized business customer base and, to a much lesser extent, enterprise networks business compared to the prior year periods.

Advertising

Advertising revenues fell 22.6% and 14.9% for the three and nine months ended September 30, 2016, respectively, principally due to lower revenues from third party contracts.

Costs and Expenses

Service Costs

Service costs grew 5.6% and 5.2% the three and nine months ended September 30, 2016, respectively, primarily due to higher video programming and, to a lesser extent, field operating costs. Programming costs were 6.2% and 4.8% higher for the three and nine months ended September 30, 2016, respectively, mainly due to higher fees associated with the renewal of programming contracts and contractual increases under agreements with certain local broadcast stations and cable networks, offset in part by a lower video customer base compared to the prior year periods. Field operating costs rose 6.1% and 8.7% for the three and nine months ended September 30, 2016, respectively, largely a result of greater costs associated with fleet operations, cable location services, pole attachment agreements and electricity costs, offset by lower vehicle fuel expenses. Service costs as a percentage of revenues were 44.6% and 44.4% for the three months ended September 30, 2016 and 2015, respectively, and 44.4% and 44.3% for the nine months ended September 30, 2016 and 2015, respectively.

Selling, General and Administrative Expenses

Selling, general and administrative expenses increased 2.8% and 4.0% for the three and nine months ended September 30, 2016, respectively, mainly due to greater marketing costs. Marketing costs grew 12.3% and 15.2% for the three and nine months ended September 30, 2016, respectively, primarily due to expenses related to a rebranding campaign and, to a lesser extent, higher levels of direct mail marketing. Selling, general and administrative expenses as a percentage of revenues were 16.5% and 16.8% for the three months ended September 30, 2016 and 2015, respectively, and 16.2% and 16.4% for the nine months ended September 30, 2016 and 2015, respectively.

Management Fee Expense

Management fee expense grew 12.3% and 8.2% for the three and nine months ended September 30, 2016, respectively, reflecting higher fees charged by MCC. Management fee expense as a percentage of revenues was 1.9% and 1.7% for the three months ended September 30, 2016 and 2015, respectively, and 1.8% for each for the nine months ended September 30, 2016 and 2015.

Depreciation and Amortization

Depreciation and amortization was 6.3% and 2.9% higher for the three and nine months ended September 30, 2016, respectively, as depreciation of investments in customer premise equipment, HSD bandwidth expansion and business support were offset in part by long-lived network assets having been fully depreciated in the prior year periods.

Operating Income

Operating income increased 4.0% and 6.8% for the three and nine months ended September 30, 2016, respectively, mainly due to the increase in revenues, offset in part by higher service costs and, to a much lesser extent, selling, general and administrative expenses.

Interest Expense, Net

Interest expense, net, fell 18.0% and 18.1% for the three and nine months ended September 30, 2016, respectively, due to a lower average cost of debt and, to a much lesser extent, lower average outstanding indebtedness.

[Table of Contents](#)

Gain (Loss) on Derivatives, Net

As a result of the changes in the mark-to-market valuations on our interest rate exchange agreements, we recorded a net gain on derivatives of \$2.9 million and a net loss on derivatives of \$2.0 million for the three months ended September 30, 2016 and 2015, respectively, and a net loss on derivatives of \$2.7 million and a net gain on derivatives of \$3.9 million for the nine months ended September 30, 2016 and 2015, respectively. See Notes 3 and 6 in our Notes to Consolidated Financial Statements.

Loss on Early Extinguishment of Debt

Loss on early extinguishment of debt totaled \$0.3 million for the nine months ended September 30, 2016, which represented the write-off of unamortized financing costs as a result of the repayment of Term Loan E. There was no loss on early extinguishment of debt for the three months ended September 30, 2016, and for the three and nine months ended September 30, 2015.

Investment Income from Affiliate

Investment income from affiliate was \$4.5 million for each of the three months ended September 30, 2016 and 2015, and \$13.5 million for each of the nine months ended September 30, 2016 and 2015. These amounts represent the investment income on our \$150.0 million preferred membership interest in Mediacom Broadband LLC. See Note 7 in our Notes to Consolidated Financial Statements.

Other Expense, Net

Other expense, net, was \$0.3 million for each of the three months ended September 30, 2016 and 2015, representing \$0.2 million of revolving credit commitment fees and \$0.1 million of other fees.

Other expense, net, was \$1.1 million for the nine months ended September 30, 2016, representing \$0.8 million of revolving credit commitment fees and \$0.3 million of other fees, and \$0.7 million for the nine months ended September 30, 2015, representing \$0.4 million of revolving credit commitment fees and \$0.3 million of other fees.

Net Income

As a result of the factors described above, we recognized net income of \$34.4 million and \$25.2 million for the three months ended September 30, 2016 and 2015, respectively, and \$95.3 million and \$86.1 million for the nine months ended September 30, 2016 and 2015, respectively.

OIBDA

OIBDA grew 5.0% and 5.1% for the three and nine months ended September 30, 2016, respectively, as the increase in revenues was partly offset by higher service costs and, to a lesser extent, selling, general and administrative expenses.

Liquidity and Capital Resources

Our net cash flows provided by operating activities are primarily used to fund investments to enhance the capacity and reliability of our network and further expand our products and services, and make scheduled and voluntary repayments of our indebtedness and periodic distributions to MCC. As of September 30, 2016, our near-term liquidity requirements included term loan principal repayments of \$13.7 million over the next twelve months. As of the same date, our sources of liquidity included \$8.0 million of cash and \$163.8 million of unused and available commitments under our \$362.5 million revolving credit facility, after giving effect to approximately \$190.5 million of outstanding loans and \$8.2 million of letters of credit issued to various parties as collateral.

We believe that we will be able to continue to meet our current and long-term liquidity and capital requirements, including fixed charges, through existing cash, internally generated cash flows from operating activities, cash available to us under our revolving credit commitments and our ability to obtain future financing. If we are unable to obtain sufficient future financing on acceptable terms, or at all, we may need to take other actions to conserve or raise capital that we would not take otherwise. However, we have accessed the debt markets for significant amounts of capital in the past, and expect to access these markets in the future, as necessary.

Net Cash Flows Provided by Operating Activities

Net cash flows provided by operating activities were \$194.4 million for the nine months ended September 30, 2016, primarily due to OIBDA of \$217.7 million and, to a much lesser extent, investment income from affiliate of \$13.5 million and the \$1.1 million net

[Table of Contents](#)

change in our operating assets and liabilities, offset in part by interest expense of \$38.9 million. The net change in our operating assets and liabilities was primarily due to increases in accounts payable, accrued expenses and other current liabilities of \$3.1 million and in deferred revenue of \$2.0 million, offset in part by an increase in prepaid expenses and other assets of \$2.5 million, and in accounts receivable from affiliates of \$1.3 million.

Net cash flows provided by operating activities were \$165.9 million for the nine months ended September 30, 2015, primarily due to OIBDA of \$207.2 million and, to a much lesser extent, investment income from affiliate of \$13.5 million, offset in part by interest expense of \$47.5 million and the \$8.8 million net change in our operating assets and liabilities. The net change in our operating assets and liabilities was due to increases in accounts receivables from affiliates of \$6.7 million and in prepaid expenses and other assets of \$4.7 million, and decreases in accounts payable, accrued expenses and other current liabilities of \$3.1 million and in accounts payable to affiliates of \$1.5 million, offset in part by declines in accounts receivable, net, of \$5.9 million and an increase in deferred revenue of approximately \$1.3 million.

Net Cash Flows Used in Investing Activities

Capital expenditures continue to be our primary use of capital resources and generally comprise substantially all of our net cash flows used in investing activities.

Net cash flows used in investing activities were \$119.3 million for the nine months ended September 30, 2016, substantially comprising \$115.5 million of capital expenditures and a net change in accrued property, plant and equipment of \$3.9 million.

Net cash flows used in investing activities were \$98.9 million for the nine months ended September 30, 2015, substantially comprising \$100.2 million of capital expenditures, \$1.3 million of acquisitions of other intangible assets, slightly offset by a net change in accrued property, plant and equipment of \$2.5 million.

Capital Expenditures

The table below sets forth our capital expenditures (dollars in thousands):

	Nine Months Ended		
	September 30,		
	2016	2015	Change
Customer premise equipment	\$ 50,487	\$ 49,519	\$ 968
Enterprise networks	5,302	5,330	(28)
Scalable infrastructure	23,217	13,329	9,888
Line extensions	7,230	5,855	1,375
Upgrade / rebuild	19,519	18,330	1,189
Support capital	9,734	7,817	1,917
Total capital expenditures	<u>\$115,489</u>	<u>\$100,180</u>	<u>\$15,309</u>

The increase in capital expenditures largely reflects greater investments in next-generation HSD network equipment and, to a lesser extent, greater deployment of wireless home gateways and the expansion of our network, mainly for new commercial passings, offset in part by lower spending on advanced video set-tops.

Net Cash Flows Used in Financing Activities

Net cash flows used in financing activities were \$75.6 million for the nine months ended September 30, 2016, comprising \$79.0 million of capital distributions to our parent, MCC, and \$1.3 million of other financing activities, offset in part by approximately \$4.7 million of net borrowings under our bank credit facility.

Net cash flows used in financing activities were \$67.6 million for the nine months ended September 30, 2015, substantially comprising \$56.5 million of net repayments under our bank credit facility and \$10.8 million of capital distributions to our parent, MCC.

[Table of Contents](#)

Capital Structure

As of September 30, 2016, our total indebtedness was \$1.175 billion, of which approximately 55% was at fixed interest rates or had interest rate swaps that fixed the corresponding variable portion of debt. During the nine months ended September 30, 2016, we paid cash interest of \$44.3 million, net of capitalized interest.

2016 Financing Activity

On May 19, 2016, we repaid the entire \$82.9 million balance of Term Loan E under our bank credit facility, that was funded by borrowings of \$82.9 million under our revolving credit commitments. On the same date, we made \$75.0 million of capital distributions to our parent, MCC, which in turn, contributed such cash distributions to Mediacom Broadband LLC to fund, in part, the repayment of a certain term loan that was scheduled to mature in June 2017. Such distributions were funded with borrowings under our revolving credit commitments.

Bank Credit Facility

As of September 30, 2016, we maintained a \$1.097 billion bank credit facility (the “credit facility”), comprising approximately \$734.5 million of term loans with maturities ranging from March 2018 to November 2021, and \$362.5 million of revolving credit commitments, which are scheduled to expire in February 2019.

The credit facility is collateralized by our ownership interests in our operating subsidiaries, and is guaranteed by us on a limited recourse basis to the extent of such ownership interests. The credit agreement governing the credit facility (the “credit agreement”) requires our operating subsidiaries to maintain a total leverage ratio (as defined in the credit agreement) of no more than 5.0 to 1.0 and an interest coverage ratio (as defined in the credit agreement) of no less than 2.0 to 1.0. For all periods through September 30, 2016, our operating subsidiaries were in compliance with all covenants under the credit agreement including, as of the same date, a total leverage ratio of 2.9 to 1.0 and an interest coverage ratio of 5.8 to 1.0. We do not believe that our operating subsidiaries will have any difficulty complying with any of the covenants under the credit agreement in the near future.

Interest Rate Swaps

We have entered into several interest rate exchange agreements (which we refer to as “interest rate swaps”) with various banks to fix the variable rate on a portion of our borrowings under the credit facility to reduce the potential volatility in our interest expense that may result from changes in market interest rates. As of September 30, 2016, we had interest rate swaps that fixed the variable portion of \$400 million of borrowings at a rate of 1.5%, all of which are scheduled to expire during December 2018.

As of September 30, 2016, the weighted average interest rate on outstanding borrowings under the credit facility, including the effect of our interest rate swaps, was 3.3%.

Senior Notes

As of September 30, 2016, we had \$250 million of outstanding senior notes, all of which comprised our 7 ¼% senior notes due February 2022.

Our senior notes are unsecured obligations, and the indenture governing our senior notes (the “indenture”) limits the incurrence of additional indebtedness based upon a maximum debt to operating cash flow ratio (as defined in the indenture) of 8.5 to 1.0. For all periods through September 30, 2016, we were in compliance with all covenants under the indenture including, as of the same date, a debt to operating cash flow ratio of 3.8 to 1.0. We do not believe that we will have any difficulty complying with any of the covenants under the indenture in the near future.

Debt Ratings

MCC’s corporate credit ratings are Ba3 by Moody’s and BB by Standard and Poor’s (“S&P”), and our senior unsecured ratings are B2 by Moody’s and B+ by S&P, all with a stable outlook.

There can be no assurance that Moody’s or S&P will maintain their ratings on MCC and us. A negative change to these credit ratings could result in higher interest rates on future debt issuance than we currently experience, or adversely impact our ability to raise additional funds. There are no covenants, events of default, borrowing conditions or other terms in the credit agreement or indenture that are based on changes in our credit rating assigned by any rating agency.

[Table of Contents](#)

Contractual Obligations and Commercial Commitments

Other than scheduled debt maturities and interest expense, which were updated in our quarterly report on Form 10-Q for the three and six months ended June 30, 2016, there have been no material changes to our contractual obligations and commercial commitments as previously disclosed in our annual report on Form 10-K for the year ended December 31, 2015.

Critical Accounting Policies

The preparation of our financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. Periodically, we evaluate our estimates, including those related to doubtful accounts, long-lived assets, capitalized costs and accruals. We base our estimates on historical experience and on various other assumptions that we believe are reasonable. Actual results may differ from these estimates under different assumptions or conditions. We believe that the application of the critical accounting policies requires significant judgments and estimates on the part of management. For a summary of our critical accounting policies, refer to our annual report on Form 10-K for the year ended December 31, 2015.

Goodwill and Other Intangible Assets

In accordance with the Financial Accounting Standards Board's Accounting Standards Codification ("ASC") ASC No. 350 *Intangibles — Goodwill and Other* ("ASC 350"), the amortization of goodwill and indefinite-lived intangible assets is prohibited and requires such assets to be tested annually for impairment, or more frequently if impairment indicators arise. We have determined that our franchise rights and goodwill are indefinite-lived assets and therefore not amortizable.

Because we believe there has not been a meaningful change in the long-term fundamentals of our business during the first nine months of 2016, we determined that there has been no triggering event under ASC 350 and, as such, no interim impairment test was required as of September 30, 2016.

Inflation and Changing Prices

Our costs and expenses are subject to inflation and price fluctuations. Such changes in costs and expenses can generally be passed through to customers. Programming costs have historically increased at rates in excess of inflation and are expected to continue to do so. We believe that under the Federal Communications Commission's existing cable rate regulations we may increase rates for cable television services to more than cover any increases in programming. However, competitive conditions and other factors in the marketplace may limit our ability to increase our rates.

[Table of Contents](#)

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no significant changes to the information required under this Item from what was disclosed in Item 7A of our Annual Report on Form 10-K for the year ended December 31, 2015.

ITEM 4. CONTROLS AND PROCEDURES

Mediacom LLC

Under the supervision and with the participation of the management of Mediacom LLC, including Mediacom LLC's Chief Executive Officer and Chief Financial Officer, Mediacom LLC evaluated the effectiveness of Mediacom LLC's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this report. Based upon that evaluation, Mediacom LLC's Chief Executive Officer and Chief Financial Officer concluded that Mediacom LLC's disclosure controls and procedures were effective as of September 30, 2016.

There has not been any change in Mediacom LLC's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended September 30, 2016 that has materially affected, or is reasonably likely to materially affect, Mediacom LLC's internal control over financial reporting.

Mediacom Capital Corporation

Under the supervision and with the participation of the management of Mediacom Capital Corporation ("Mediacom Capital"), including Mediacom Capital's Chief Executive Officer and Chief Financial Officer, Mediacom Capital evaluated the effectiveness of Mediacom Capital's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this report. Based upon that evaluation, Mediacom Capital's Chief Executive Officer and Chief Financial Officer concluded that Mediacom Capital's disclosure controls and procedures were effective as of September 30, 2016.

There has not been any change in Mediacom Capital's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended September 30, 2016 that has materially affected, or is reasonably likely to materially affect, Mediacom Capital's internal control over financial reporting.

PART II

ITEM 1. LEGAL PROCEEDINGS

See Note 10 in our Notes to Consolidated Financial Statements.

ITEM 1A. RISK FACTORS

There have been no material changes in our risk factors from those disclosed in our Annual Report on Form 10-K for the year ended December 31, 2015.

[Table of Contents](#)

ITEM 6. EXHIBITS

<u>Exhibit Number</u>	<u>Exhibit Description</u>
31.1	Rule 15d-14(a) Certifications of Mediacom LLC
31.2	Rule 15d-14(a) Certifications of Mediacom Capital Corporation
32.1	Section 1350 Certifications of Mediacom LLC
32.2	Section 1350 Certifications of Mediacom Capital Corporation
101	The following is financial information from Mediacom LLC's and Mediacom Capital Corporation's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2016, formatted in eXtensible Business Reporting Language (XBRL): (i) Consolidated Balance Sheets at September 30, 2016 and December 31, 2015, (ii) Consolidated Statements of Operations for the three and nine months ended September 30, 2016 and 2015, (iii) Consolidated Statements of Cash Flows for the nine months ended September 30, 2016 and 2015, (iv) Notes to Consolidated Financial Statements

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

November 4, 2016

MEDIACOM LLC

By: /s/ Mark E. Stephan

Mark E. Stephan

Executive Vice President and Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

November 4, 2016

MEDIACOM CAPITAL CORPORATION

By: /s/ Mark E. Stephan

Mark E. Stephan

Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Description</u>
31.1	Rule 15d-14(a) Certifications of Mediacom LLC
31.2	Rule 15d-14(a) Certifications of Mediacom Capital Corporation
32.1	Section 1350 Certifications of Mediacom LLC
32.2	Section 1350 Certifications of Mediacom Capital Corporation
101	The following is financial information from Mediacom LLC's and Mediacom Capital Corporation's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2016, formatted in eXtensible Business Reporting Language (XBRL): (i) Consolidated Balance Sheets at September 30, 2016 and December 31, 2015, (ii) Consolidated Statements of Operations for the three and nine months ended September 30, 2016 and 2015, (iii) Consolidated Statements of Cash Flows for the nine months ended September 30, 2016 and 2015, (iv) Notes to Consolidated Financial Statements

CERTIFICATIONS

I, Rocco B. Commisso, certify that:

- (1) I have reviewed this report on Form 10-Q of Mediacom LLC;
- (2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- (4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- (5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

November 4, 2016

By: /s/ ROCCO B. COMMISSO

Rocco B. Commisso
Chairman and Chief Executive Officer

CERTIFICATIONS

I, Mark E. Stephan, certify that:

- (1) I have reviewed this report on Form 10-Q of Mediacom LLC;
- (2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- (4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- (5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

November 4, 2016

By: /s/ MARK E. STEPHAN

Mark E. Stephan
Executive Vice President and Chief Financial Office

CERTIFICATIONS

I, Rocco B. Commisso, certify that:

- (1) I have reviewed this report on Form 10-Q of Mediacom Capital Corporation;
- (2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- (4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- (5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

November 4, 2016

By: /s/ ROCCO B. COMMISSO

Rocco B. Commisso
Chairman and Chief Executive Officer

CERTIFICATIONS

I, Mark E. Stephan, certify that:

- (1) I have reviewed this report on Form 10-Q of Mediacom Capital Corporation;
- (2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- (4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- (5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

November 4, 2016

By: /s/ MARK E. STEPHAN

Mark E. Stephan

Executive Vice President and Chief Financial Office

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Mediacom LLC (the "Company") on Form 10-Q for the period ended September 30, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Rocco B. Commisso, Chairman and Chief Executive Officer and Mark E. Stephan, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) the Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

November 4, 2016

By: /s/ ROCCO B. COMMISSO

Rocco B. Commisso
Chairman and Chief Executive Officer

By: /s/ MARK E. STEPHAN

Mark E. Stephan
Executive Vice President and Chief Financial Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Mediacom Capital Corporation (the "Company") on Form 10-Q for the period ended September 30, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Rocco B. Commisso, Chairman and Chief Executive Officer and Mark E. Stephan, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) the Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

November 4, 2016

By: /s/ ROCCO B. COMMISSO

Rocco B. Commisso
Chairman and Chief Executive Officer

By: /s/ MARK E. STEPHAN

Mark E. Stephan
Executive Vice President and Chief Financial Officer