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 June 30, 2000

Commission File Number: 0-29227

Mediacom Communications Corporation
(Exact name of Registrant as specified in its charter)

Delaware (State of incorporation)	06-1566067 (I.R.S. Employer Identification Number)

100 Crystal Run Road
Middletown, NY 10941
(Address of principal executive offices)

(845) 695-2600
(Registrant's telephone number)

Indicate by check mark whether the Registrant (1) has 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 Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days:

Yes X No ___

As of June 30, 2000, there were 60,577,010 shares of Class A common stock and 29,342,990 shares of Class B common stock outstanding.

MEDIACOM COMMUNICATIONS CORPORATION AND SUBSIDIARIES

FORM 10-Q
FOR THE PERIOD ENDED JUNE 30, 2000

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Mediacom Communications Corporation, a Delaware corporation organized on November 8, 1999, completed an initial public offering on February 9, 2000. Prior to such time, Mediacom Communications Corporation had no assets, liabilities, contingent liabilities or operations. Immediately prior to the completion of its initial public offering, Mediacom Communications Corporation issued shares of its Class A and Class B common stock in exchange for all of the outstanding membership interests in Mediacom LLC, a New York limited liability company. Upon completion of such exchange, Mediacom LLC became a wholly-owned subsidiary of Mediacom Communications Corporation.

This Quarterly Report on Form 10-Q is for the three months ended June 30, 2000. References in this Quarterly Report to the "Company," "we," "us," or "our" are to Mediacom Communications Corporation and its direct and indirect subsidiaries since the initial public offering and to Mediacom LLC and its direct and indirect subsidiaries prior to the initial public offering, unless the context specifies or requires otherwise.

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 Securities and Exchange Commission (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 "may," "will," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential," or "continue" or the negative of those words and other comparable words. You should be aware that those statements are only our predictions. Actual events or results may differ materially. In evaluating those statements, you should specifically consider various factors, including the risks discussed in this Quarterly Report, in our Annual Report on Form 10-K for the year ended December 31, 1999 and in our definitive prospectus dated February 3, 2000. Those factors may cause our actual results to differ materially from any of our forward-looking statements.

Factors Affecting Future Operations

We commenced operations in 1996 and have grown rapidly since then, principally through acquisitions. We acquired a substantial portion of our cable systems in 1998 and 1999. As a result, you have limited information upon which to evaluate our performance in managing our current systems, and our historical financial information may not be indicative of the future results we can achieve with our systems. If we are unable to successfully integrate our newly acquired cable systems, our growth and profitability could be adversely affected.

In addition, the cable television industry may be affected by, among other things:

- changes in laws and regulations;
- changes in the competitive environment;
- changes in the costs of programming we distribute;
- changes in technology;
- franchise related matters;
- market conditions that may adversely affect the availability of debt and equity financing for working capital, capital expenditures or other purposes; and
- general economic conditions.

PART I

ITEM 1. FINANCIAL STATEMENTS

MEDIACOM COMMUNICATIONS CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
(All dollar amounts in 000's)

	June 30, 2000	December 31, 1999
ASSETS	(Unaudited)	
Cash and cash equivalents	$ 3,031	$ 4,473
Subscriber accounts receivable, net of allowance for doubtful accounts of $907 and $772, respectively	3,336	5,194
Prepaid expenses and other assets	4,651	4,376
Investments	10,746	8,794
Investment in cable television systems:		
Inventory	12,467	12,384
Property, plant and equipment, at cost	792,628	700,696
Less - accumulated depreciation	(155,132)	(101,693)
Property, plant and equipment, net	637,496	599,003
Intangible assets, net of accumulated amortization of $84,152 and $56,171, respectively	585,113	588,103
Total investment in cable television systems	1,235,076	1,199,490
Other assets, net of accumulated amortization of $7,803 and $6,343, respectively	17,553	43,599
Total assets	$1,274,393	$1,265,926
LIABILITIES AND STOCKHOLDERS' EQUITY		
LIABILITIES		
Debt	$ 856,000	$1,139,000
Accounts payable and accrued expenses	57,835	57,183
Subscriber advances	2,275	3,188
Deferred revenue	31,144	11,940
Total liabilities	$ 947,254	$1,211,311
STOCKHOLDERS' EQUITY		
Class A common stock, $.01 par value; 300,000,000 shares authorized; 60,577,010 shares issued and outstanding as of June 30, 2000	606	
Class B common stock, $.01 par value; 100,000,000 shares authorized; 29,342,990 shares issued and outstanding as of June 30, 2000	293	
Additional paid in capital	537,263	
Capital contributions	-	182,013
Accumulated comprehensive (loss) income	(10,430)	261
Accumulated deficit	(200,593)	(127,659)
Total stockholders' equity	327,139	54,615
Total liabilities and stockholders' equity	$1,274,393	$1,265,926

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

MEDIACOM COMMUNICATIONS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS
(All amounts in 000's, except per share data)
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2000	1999	2000	1999
Revenues	$ 82,595	$ 38,178	$160,035	$ 74,178
Costs and expenses:				
Service costs	28,232	12,350	54,867	24,175
Selling, general and administrative expenses	13,893	7,301	27,282	14,502
Corporate expenses	1,511	1,923	2,931	3,588
Depreciation and amortization	43,470	21,029	84,151	41,431
Non-cash stock charges	914		26,986	
Operating loss	(5,425)	(4,425)	(36,182)	(9,518)
Interest expense, net	16,157	7,012	34,580	13,392
Other expenses	414	(259)	871	734
Net loss before income taxes	(21,996)	(11,178)	(71,633)	(23,644)
(Benefit) provision for income taxes	(3,288)		1,301	
Net loss	$(18,708)	$(11,178)	$(72,934)	$(23,644)
Basic and diluted loss per share	$(0.21)	$(1.42)	$(0.94)	$(2.99)
Weighted average common shares outstanding	89,974	7,895	77,599	7,895

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

MEDIACOM COMMUNICATIONS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF CHANGES IN
STOCKHOLDERS' EQUITY
(All dollar amounts in 000's)
(Unaudited)

	Class A Common Stock	Class B Common Stock	Additional Paid-In Capital	Capital Contributions	Other Equity	Accumulated Comprehensive Loss	Accumulated Deficit	Total
Balance, December 31, 1999	$ -	$ -	$ -	$ 142,096	$ 39,917	$ 261	$(127,659)	$ 54,615
Comprehensive loss:								
Net loss	-	-	-	-	-	-		(72,934)
Unrealized loss on investments, net of deferred taxes	-	-	-	-	-	(10,691)		-
Comprehensive loss								(83,625)
Issuance of common stock in exchange for membership interests	407	293	141,396	(142,096)	-	-	-	-
Issuance of common stock in initial public offering	200	-	354,093	-	-	-	-	354,293
Repurchase of Class A common stock	(1)	-	(657)	-	-	-	-	(658)
Non-cash expense related to equity grant to employees	-	-	2,514	-	-	-	-	2,514
Reclassification of equity to paid-in-capital	-	-	39,917	-	(39,917)	-	-	-
Balance, June 30, 2000	$606	$293	$537,263	$ -	$ -	$(10,430)	$(200,593)	$327,139

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

MEDIACOM COMMUNICATIONS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
(All dollar amounts in 000's)
(Unaudited)

	Six Months Ended June 30, 2000	Six Months Ended June 30, 1999
CASH FLOWS PROVIDED BY OPERATING ACTIVITIES:		
Net loss	$ (72,934)	$ (23,644)
Adjustments to reconcile net loss to net cash flows from operating activities:		
Accretion of interest on seller note	-	149
Depreciation and amortization	84,151	41,431
Provision for deferred income taxes	1,263	
Other non-cash charges	26,986	
Other	(945)	-
Changes in assets and liabilities, net of effects from acquisitions:		
Subscriber accounts receivable	1,989	170
Prepaid expenses and other assets	77	22
Accounts payable and accrued expenses	3,296	(1,200)
Subscriber advances	(1,043)	378
Deferred revenue	342	-
Net cash flows provided by operating activities	43,182	17,306
CASH FLOWS USED IN INVESTING ACTIVITIES:		
Capital expenditures	(82,100)	(35,891)
Acquisitions of cable television systems	(31,646)	-
Other, net	(1,319)	(314)
Net cash flows used in investing activities	(115,065)	(36,205)
CASH FLOWS PROVIDED BY FINANCING ACTIVITIES:		
New borrowings	139,000	152,800
Repayment of debt	(422,000)	(131,225)
Net proceeds from sale of Class A common stock	354,293	
Repurchase of Class A common stock	(658)	
Financing costs	(194)	(3,333)
Net cash flows provided by financing activities	70,441	18,242
Net decrease in cash and cash equivalents	(1,442)	(657)
CASH AND CASH EQUIVALENTS, beginning of period	4,473	2,212
CASH AND CASH EQUIVALENTS, end of period	$ 3,031	$ 1,555
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Cash paid during the period for interest	$ 42,079	$ 10,999

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

(1) Organization

Mediacom Communications Corporation ("MCC," and collectively with its direct and indirect subsidiaries, the "Company") is involved in the acquisition and development of cable television systems serving principally non-metropolitan markets. Through these cable systems, the Company provides entertainment, information and telecommunications services to its subscribers. As of June 30, 2000, the Company had acquired and was operating cable systems in 22 states, principally Alabama, California, Florida, Illinois, Indiana, Iowa, Kentucky, Minnesota, Missouri and North Carolina.

MCC, a Delaware corporation organized in November 1999, completed an initial public offering on February 9, 2000. Prior to the initial public offering, MCC had no assets, liabilities, contingent liabilities or operations. Immediately prior to the completion of its initial public offering, MCC issued shares of its Class A and Class B common stock in exchange for all of the outstanding membership interests in Mediacom LLC, a New York limited liability company organized in July 1995 that, prior to the initial public offering, served as a holding company for certain operating subsidiaries. As a result of this exchange, Mediacom LLC became a wholly-owned subsidiary of MCC and continues to serve as the holding company for such operating subsidiaries. Each operating subsidiary is wholly-owned by Mediacom LLC, except for a 1.0% ownership interest in a subsidiary, Mediacom California LLC, that is held by Mediacom Management Corporation ("Mediacom Management"), a Delaware corporation that is wholly-owned by the Chairman and Chief Executive Officer of MCC.

(2) Statement of Accounting Presentation and Other Information

The consolidated financial statements presented for periods prior to the initial public offering of MCC are the consolidated financial statements of Mediacom LLC. Certain reclassifications have been made to the prior year's presentation and amounts to conform to the current year's presentation and amounts.

The consolidated financial statements as of June 30, 2000 and 1999 are unaudited. However, in the opinion of management, such statements include all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of the results for the periods presented. The accounting policies followed during such interim periods reported are in conformity with generally accepted accounting principles and are consistent with those applied during annual periods. For additional disclosures, including a summary of MCC's accounting policies, the interim financial statements should be read in conjunction with MCC's Annual Report on Form 10-K (File No. 0-29227). 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, 2000.

Recent Accounting Pronouncements

In 1998, Statement of Financial Accounting Standards No. 133 ("SFAS 133"), "Accounting for Derivative Instruments and Hedging Activities," was issued. SFAS 133 was amended by SFAS No. 137, "Accounting for Derivative Instruments and Hedging Activities - Deferral of the Effective Date of FASB Statement No. 133," which defers the effective date of SFAS 133. In March 2000, SFAS 133 was also amended by SFAS No. 138 ("SFAS 138"), "Accounting for Certain Derivative Instruments and Certain Hedging Activities - an Amendment of FASB Statement No. 133," which amends the accounting and reporting standards of Statement 133 for certain derivative instruments and certain hedging activities. SFAS 133 and SFAS 138 establish accounting and reporting standards that require derivative instruments be recorded in the balance sheet as either an asset or liability measured at their fair value. The Company will adopt SFAS 133 and SFAS 138 in 2001, and has not yet quantified the impact nor determined the timing or method of the adoption.

On March 3, 1999, the Securities and Exchange Commission ("SEC") issued Staff Accounting Bulletin No. 101 ("SAB 101"). SAB 101 summarizes certain areas of the SEC's views in applying generally accepted accounting principles to revenue recognition in financial statements. The Company does not expect SAB 101 to have a material impact on its financial statements.

In March 2000, the Financial Accounting Standards Board issued FASB Interpretation No. 44, "Accounting for Certain Transactions Involving Stock Compensation, an interpretation of APB Opinion No. 25" ("FIN 44"). FIN 44 clarifies the application of APB Opinion No. 25 and is effective July 1, 2000, but certain conclusions in FIN 44 cover specific events as if they had occurred after either December 15, 1998 or January 12, 2000. The Company does not expect the application of FIN 44 to have a material impact on its financial statements.

(3) Acquisitions

The Company completed the undernoted acquisitions (the "Acquired Systems") in 2000 and 1999. These acquisitions were accounted for using the purchase method of accounting, and accordingly, the purchase price of each of these Acquired Systems has been allocated to the assets acquired and liabilities assumed at their estimated fair values at their respective dates of acquisition. The results of operations of the Acquired Systems have been included with those of the Company since the dates of acquisition.

2000

On April 6, 2000, the Company acquired the assets of cable television systems owned by Rapid Communications Partners, L.P. ("Rapid") for a purchase price of $8.0 million. The Rapid systems serve approximately 6,000 basic subscribers primarily in Kentucky and Illinois.

On April 21, 2000, the Company acquired the assets of cable television systems owned by MidAmerican Cable Systems, L.P. ("MidAmerican") for a purchase price of approximately $8.0 million. The MidAmerican systems serve approximately 5,000 basic subscribers primarily in Illinois.

On May 25, 2000 the Company acquired the assets of cable television systems owned by Tri Cable, Inc. ("Tri Cable") for a purchase price of approximately $1.8 million. The Tri Cable systems serve approximately 1,000 basic subscribers in Minnesota.

On June 28, 2000 the Company acquired the assets of a cable television system owned by Spirit Lake Cable TV, Inc. and E.M. Parsen ("Spirit Lake") for a purchase price of approximately $10.8 million. The Spirit Lake system serves approximately 5,000 basic subscribers primarily in Iowa.

The aggregate amount of the purchase prices stated above for the acquisitions completed in 2000 have been preliminarily allocated as follows: $11.4 million to property, plant and equipment and $17.2 million to intangible assets. Such allocations are subject to adjustments based upon final appraisal information received by the Company. The final allocations of the purchase prices are not expected to differ materially from the preliminary allocations.

1999

On October 15, 1999, the Company acquired the stock of Zylstra Communications Corporation ("Zylstra") for a purchase price of approximately $19.5 million. Zylstra owned and operated cable television systems serving approximately 14,000 subscribers in Iowa, Minnesota and South Dakota. The purchase price has been preliminarily allocated as follows: $7.8 million to property, plant and equipment and $11.7 million to intangible assets. Such allocations are subject to adjustments based upon the final appraisal information received by the Company. The final allocations of the purchase price are not expected to differ materially from the preliminary allocations. Additionally, approximately $400,000 of direct acquisition costs has been allocated to property, plant and equipment and intangible assets. In the fourth quarter of 1999, the Company recorded acquisition reserves related to this acquisition in the amount of approximately $200,000, which are included in accrued expenses.

On November 5, 1999, the Company acquired the assets of cable television systems owned by Triax Midwest Associates, L.P. ("Triax") for a purchase price of approximately $740.1 million. The Triax systems served approximately 344,000 subscribers primarily in Illinois, Indiana, Iowa and Minnesota. The purchase price has been preliminarily allocated as follows: $296.0 million to property, plant and equipment and $444.1 million to intangible assets. Such allocations are subject to adjustments based upon the final appraisal information received by the Company. The final allocations of the purchase price are not expected to differ materially from the preliminary allocations. Additionally, approximately $10.5 million of direct acquisition costs has been allocated to property, plant and equipment, intangible assets and other assets. In the fourth quarter of 1999, the Company recorded acquisition reserves related to this acquisition in the amount of approximately $5.5 million, which are included in accrued expenses.

The Company has reported the operating results of the Acquired Systems from the dates of their respective acquisition. The unaudited pro forma operating results presented below give pro forma effect to the acquisitions of the Acquired Systems as if such transactions had been consummated on January 1, 1999. This financial information has been prepared for comparative purposes only and does not purport to be indicative of the operating results which actually would have resulted had the acquisitions of the Acquired Systems been consummated at the beginning of the period presented.

	Pro Forma Results for the Six Months Ended June 30,	
	2000	1999
	(dollars in thousands, except per share amounts)	
Revenues	$162,464	$148,626
Operating expenses and costs:		
Service costs	55,999	49,685
SG&A expenses	27,705	26,593
Corporate expenses	2,931	6,059
Depreciation and amortization	85,178	79,571
Non-cash stock charges	26,986	-
Operating loss	(36,335)	(13,282)
Net loss	$(73,960)	$(56,040)
Basic and diluted loss per share	$(0.95)	$(7.10)

(4) Income Tax

The accompanying consolidated statements of operations for the six months ended June 30, 2000 include a provision for income taxes of approximately $1.3 million. This provision reflects a one-time $1.2 million non- recurring, non-cash charge that was recognized upon the exchange of outstanding membership interests in Mediacom LLC for shares of MCC common stock. This charge relates to the deferred tax liabilities associated with the differences between the financial statements and the tax basis of the assets and liabilities of the

Company. Since the predecessor company, Mediacom LLC, was a New York limited liability company and is not subject to federal or state income taxes, no provision for income taxes was recorded for the six months ended June 30, 1999.

A reconciliation of the income tax provision at the United States federal statutory rate to the actual income tax expense for the six months ended June 30, 2000 is as follows (dollars in thousands):

Tax benefit at the United States statutory rate	$(25,072)
State taxes, net of federal tax benefit	45
Non-deductible items	18
Adjustment to record charge upon conversion from a LLC to a corporation	1,236
Increase in valuation allowance	1,187
Losses not benefited	23,887
Total income tax provision	$ 1,301

The Company's net deferred tax liability consisted of the following amounts of deferred tax assets and liabilities as of June 30, 2000 (dollars in thousands):

Deferred tax assets:	
Deferred revenue	$ 12,626
Tax over book basis of intangible assets	12,061
Unrealized loss on marketable securities	7,078
Reserves and other	4,676
Net operating loss carryforwards	20,740
Gross tax assets	57,181
Less: Valuation allowance	(26,516)
Deferred tax assets	$ 30,665

Deferred tax liabilities:	
Book over tax basis of depreciable assets	$30,665
Deferred tax liabilities	$30,665
Net deferred tax liabilities	$ -

(5) Loss Per Share

The Company calculates loss per share in accordance with Statement of Financial of Accounting Standards No. 128 ("SFAS 128"), "Earnings per Share." SFAS 128 computes basic loss per share by dividing the net loss by the weighted average number of shares of common stock outstanding during the period. Diluted loss per share is computed by dividing the net loss by the weighted average number of shares of common stock outstanding during the period plus the effects of any potentially dilutive securities. Since the Company is reporting a net loss for the period, the inclusion of outstanding stock options would cause its loss per share to decrease and therefore these options are not included in the computation of diluted loss per share.

The following table summarizes the Company's calculation of basic and diluted loss per share for the three and six months ended June 30, 2000 and 1999:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2000	1999	2000	1999
	(in thousands, except per share amounts)			
Net loss	$(18,708)	$(11,178)	$(72,934)	$(23,644)
Basic and diluted loss per share	$ (0.21)	$ (1.42)	$ (0.94)	$ (2.99)
Weighted average common shares outstanding	89,974	7,895	77,599	7,895

Except for the three months ended June 30, 2000, the weighted average shares outstanding was computed based on the shares of MCC common stock outstanding, if any, and the conversion ratio used to exchange the Mediacom LLC membership units for shares of MCC common stock upon MCC's initial public offering.

(6) Debt

As of June 30, 2000 and December 31, 1999, debt consisted of:

	June 30, 2000	December 31, 1999
	(dollars in thousands)	
8 1/2% Senior Notes	$ 200,000	$ 200,000
77/8% Senior Notes	125,000	125,000
Bank Credit Facilities	531,000	814,000
	$ 856,000	$1,139,000

The average interest rate on outstanding debt under the bank credit agreements was 8.3% and 8.0% for the three months ended June 30, 2000 and December 31, 1999, respectively, before giving effect to the interest rate swap agreements discussed below.

The Company uses interest rate swap agreements in order to fix the interest rate for the duration of the contract as a hedge against interest rate volatility. As of June 30, 2000, the Company had entered into interest rate exchange agreements (the "Swaps") with various banks pursuant to which the interest rate on $140.0 million is fixed at a weighted average swap rate of approximately 6.8%, plus the average applicable margin over the Eurodollar Rate option under the bank credit agreements. Under the terms of the Swaps, which expire from 2002 through 2003, the Company is exposed to credit loss in the event of nonperformance by the other parties to the Swaps. However, the Company does not anticipate nonperformance by the counterparties.

The stated maturities of all debt outstanding as of June 30, 2000 are as follows (dollars in thousands):

2001	$ -
2002	750
2003	2,000
2004	2,000
2005	2,000
Thereafter	849,250
	$856,000

(7) Stockholders' Equity

In May 2000, the Company announced that its Board of Directors had authorized a repurchase program (the "Repurchase Program") pursuant to which the Company may purchase up to $50.0 million of its Class A common stock, in the open market or through privately negotiated transactions, subject to certain restrictions and market conditions. During the three months ended June 30, 2000 in connection with the Repurchase Program, the Company repurchased 80,000 shares of its Class A common stock for an aggregate cost of approximately $658,000, at share prices ranging from $8.00 to $10.75 per share. The repurchased stock was retired and resulted in a reduction of stockholders' equity.

(8) SoftNet

As of June 30, 2000 and December 31, 1999, deferred revenue resulting from the Company's receipt of SoftNet Systems, Inc. shares of common stock amounted to approximately $27.2 million and $8.4 million, respectively, net of amortization taken. For the three and six months ended June 30, 2000, the Company recognized revenue of approximately $674,000 and $947,000, respectively. The Company did not recognize any deferred revenue for the three or six month period ended June 30, 1999.

(9) Initial Public Offering

On February 9, 2000, MCC completed an initial public offering ("IPO") of 20,000,000 shares of Class A common stock at $19.00 per share. The net proceeds, after underwriting discounts of approximately $22.8 million and estimated expenses related to the offering of approximately $2.9 million, were $354.3 million. Immediately prior to the completion of the IPO, MCC issued 40,657,010 shares of Class A common stock and 29,342,990 shares of Class B common stock in exchange for all the outstanding membership interests in Mediacom LLC. On February 9, 2000, Mediacom LLC's Fourth Amended and Restated Operating Agreement (the "1999 Operating Agreement") was amended to reflect MCC as the sole member and manager of Mediacom LLC.

Immediately prior to the IPO, additional membership interests were issued to all members of Mediacom LLC in accordance with a formula set forth in the 1999 Operating Agreement, which was based upon a valuation of Mediacom LLC established at the time of the IPO (the "IPO Valuation"). A provision in the 1999 Operating Agreement eliminated a certain portion of the special allocation of membership interests awarded to certain Mediacom LLC members (the "Primary Members") based upon a valuation of Mediacom LLC. In connection with the removal of these specified special allocation provisions and the amendments to Mediacom LLC's management agreements with Mediacom Management effective November 19, 1999, the Primary Members were issued new membership interests in Mediacom LLC immediately prior to the IPO representing 16.5% of the equity in Mediacom LLC in accordance with a formula based upon the IPO Valuation. These newly issued membership interests were exchanged for shares of MCC Class B common stock immediately prior to the completion of the IPO.

In addition, immediately prior to the IPO, the Primary Members received options on the date of the IPO to purchase 7,200,000 shares of Class B common stock in exchange for the elimination of the balance of the provision providing for a special allocation of membership interests in Mediacom LLC. These options have a term of five years and are exercisable in August 2000, at a price equal to the initial public offering price of $19.00. With the exception of such options held by the Company's Chairman and Chief Executive Officer to purchase approximately 6,900,000 shares of common stock, such options: (i) vest over five years which vesting period is deemed to have commenced for these Primary Members on various dates prior to the IPO; and (ii) are subject to forfeiture penalties to the Chairman and Chief Executive Officer during the three year period between the date the options become vested and the date the Primary Member terminates employment with the Company.

The management agreements between Mediacom Management and each of MCC's operating subsidiaries were terminated at the time of the IPO, and Mediacom Management's employees became MCC's employees and its corporate expense became MCC's corporate expense. The management fee expenses recorded prior to the IPO are reflected as corporate expenses in the consolidated statements of operations.

As a result of the IPO and the termination of the management agreements with Mediacom Management, the deferred non-cash stock expense of $24.5 million, net of amortization taken, relating to future benefits associated with the continuation of such management agreements, was recognized in the first quarter of 2000 as a non-cash stock charge in the consolidated statements of operations. Mediacom Management is wholly-owned by the Chairman and Chief Executive Officer of MCC.

(10) Stock Options

As of December 20, 1999, the Board of Directors of the Company adopted the 1999 Stock Option Plan for officers, directors and key employees. Options granted under this plan have a ten-year duration and vest at various times over a five-year period. Our Board of Directors authorized 9,000,000 shares of common stock to be granted as options under this plan. A maximum of 7,000,000 of these shares of common stock may be granted as incentive stock options. As of June 30, 2000, options for 2,926,000 shares (the "Employee Options") had been granted under the 1999 Stock Option Plan, consisting of 1,977,108 shares of Class A common stock and 948,892 shares of Class B common stock. As of June 30, 2000, as noted above, additional options for 7,200,000 shares of Class B common stock with a five-year duration had been issued to the Primary Members. See Note 9.

The following table summarizes information concerning stock option activity as of June 30, 2000:

	Shares	Price
Outstanding at January 1, 2000	-	-
Granted	10,126,000	$19.00
Exercised	-	-
Forfeited	(107,650)	$19.00
Outstanding at end of period	10,018,350	$19.00
Options exercisable at end of period	8,187,041	$19.00
Weighted average fair value of options granted during period		$ 8.13

Excluded from the weighted average fair value of options granted during the period are the additioanl options issued to the Primary Members since these options, as noted in Note 9, were issued in exchange for consideration representing their fair value.

The weighted average remaining contractual life of the outstanding options is 6.3 years.

MCC applied Accounting Principles Board No. 25, "Accounting for Stock Issued to Employees," in accounting for stock options granted to key employees and directors. Accordingly, no compensation cost has been recognized for any option grants in the accompanying statements of operations since the price of the options was at their fair market value at the date of grant. FASB Statement No. 123, "Accounting for Stock-Based Compensation" ("SFAS 123"), requires that information be determined as if the Company had accounted for employee stock options under the fair value method of this statement, including disclosing pro forma information regarding net loss and loss per share. The fair value of all of the Employee Options was estimated on the date of grant using the Black-Scholes model with the following weighted average assumptions: (i) risk free interest rate of 6.7%; (ii) expected dividend yields of 0%; (iii) expected lives of 6 years; and (iv) expected volatility of 29%.

Had compensation costs been recorded for the Employee Options under SFAS 123, MCC's net loss and basic and diluted loss per share would have been reduced from the "as reported" amounts to the "pro forma" amounts as follows:

	Six Months Ended June 30, 2000	Six Months Ended June 30, 1999
	(in thousands, except per share amounts)	
Net loss:		
As reported	$(72,934)	$(23,644)
Pro forma	$(80,657)	$(23,644)
Basic and diluted loss per share:		
As reported	$ (0.94)	$ (2.99)
Pro forma	$ (1.04)	$ (2.99)

Excluded from the above pro forma calculation are the additional options issued to the Primary Members since these options, as noted in Note 9, were issued in exchange for consideration represented their fair value.

(11) Subsequent Events

On July 12, 2000, the Company acquired the assets of a cable television system owned by South Kentucky Services Corporation ("South Kentucky") for a purchase price of approximately $2.1 million. The South Kentucky system serves approximately 1,000 basic subscribers primarily in Kentucky.

As of August 2, 2000, the Company has entered into three separate asset purchase agreements to acquire cable television systems serving approximately 21,000 basic subscribers for an aggregate purchase price of approximately $44.7 million. The Company expects to complete the acquisition of these systems by year end 2000.

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

Introduction

The following discussion of the financial condition and results of operations of the Company, the description of the Company's business as well as other sections of this Form 10-Q contain certain forward-looking statements. The Company's actual results could differ materially from those discussed herein and its current business plans could be altered in response to market conditions and other factors beyond the Company's control.

EBITDA represents operating loss before depreciation and amortization and non-cash stock charges. EBITDA:

- is not intended to be a performance measure that should be regarded as an alternative either to operating income or net income as an indicator of operating performance, or to the statement of cash flows as a measure of liquidity;

- is not intended to represent funds available for debt service, dividends, reinvestment or other discretionary uses; and

- should not be considered in isolation or as a substitute for measures of performance prepared in accordance with generally accepted accounting principles.

EBITDA is included herein because the Company's management believes that EBITDA is a meaningful measure of performance as it is commonly used by the cable television industry and by the investment community to analyze and compare cable television companies. The Company's definition of EBITDA may not be identical to similarly titled measures reported by other companies.

The Company was founded in July 1995 principally to acquire, operate and develop cable television systems in selected non-metropolitan markets of the United States. The Company's business strategy is to:

- improve the operating and financial performance of its acquired cable systems;

- develop efficient operating clusters;

- rapidly upgrade its cable network;

- introduce new and enhanced products and services;

- maximize customer satisfaction to build customer loyalty;

- acquire underperforming cable television systems principally in non-metropolitan markets; and

- implement a flexible financing structure.

The Company commenced operations in March 1996 with the acquisition of its first cable television system. As of June 30, 2000, the Company had completed 15 acquisitions of cable television systems that on such date passed approximately 1,113,400 homes and served approximately 735,000 basic subscribers. In October 1999, the Company purchased the outstanding stock of Zylstra Communications Corporation ("Zylstra") serving 14,000 basic subscribers. In November 1999, the Company acquired cable television systems from Triax Midwest Associates, L.P. ("Triax"), serving 344,000 basic subscribers. During the second quarter of 2000, the Company completed four acquisitions serving a total of 17,000 basic subscribers in locations within the Company's regional operating clusters (the "2000 Acquisitions," and together with Triax and Zylstra systems the "Acquired Systems"). All acquisitions have been accounted for under the purchase method of accounting and, therefore, the Company's historical results of operations include the results of operations for each acquired system subsequent to its respective acquisition date.

Actual Results of Operations

The following historical information includes the results of operations of the Zylstra systems, which were acquired in October 1999, the Triax systems, which were acquired in November 1999, and the 2000 Acquisitions, which were acquired in the second quarter of 2000, only for that portion of the respective period that such cable television systems were owned by the Company. See Note 3 to the Company's consolidated financial statements for a detailed description of the Company's acquisitions in 2000 and 1999.

Three Months Ended June 30, 2000 Compared to Three Months Ended June 30, 1999

Revenues. Revenues increased 116.3% to approximately $82.6 million for the three months ended June 30, 2000 as compared to $38.2 million for the three months ended June 30, 1999. Of the revenue increase of $44.4 million, $40.0 million was attributable to the Acquired Systems. Excluding the Acquired Systems, revenues increased 11.6% primarily due to basic rate increases associated with new programming introductions and new revenues associated with our recently launched digital cable and high speed Internet access services.

Service costs. Service costs increased 128.6% to approximately $28.2 million for the three months ended June 30, 2000 as compared to approximately $12.4 million for the three months ended June 30, 1999. The Acquired Systems accounted for approximately $14.2 million of the total increase. Excluding the Acquired Systems, these costs increased 13.6% primarily as a result of higher programming expenses, including the cost of additional channel offerings to the Company's basic subscribers. As a percentage of revenues, service costs were 34.2% for the three months ended June 30, 2000, as compared with 32.3% for the three months ended June 30, 1999.

Selling, general and administrative expenses. Selling, general and administrative expenses increased 90.3% to approximately $13.9 million for the three months ended June 30, 2000 as compared to approximately $7.3 million for the three months ended June 30, 1999. The Acquired Systems accounted for approximately $6.2 million of the total increase. Excluding the Acquired Systems, these costs increased 4.5%. As a percentage of revenues, selling, general and administrative expenses were 16.8% for the three months ended June 30, 2000, as compared with 19.1% for the three months ended June 30, 1999.

Corporate expenses. Corporate expenses decreased 21.4% to approximately $1.5 million for the three months ended June 30, 2000 as compared to approximately $1.9 million for the three months ended June 30, 1999. The decrease in corporate expenses was primarily due to higher amounts charged by Mediacom Management Corporation ("Mediacom Management") during the three months ended June 30, 1999 under of management agreements between Mediacom Management and the Company's operating subsidiaries. Such management agreements were terminated on the date of the Company's initial public offering in February 2000. At that time, Mediacom Management's employees became the Company's employees and its other overhead expenses became the Company's corporate expenses. The Company reported its corporate expenses as management fees incurred before the initial public offering and as actual amounts incurred from the date of its initial public offering. As a percentage of revenues, corporate expenses were 1.8% for the three months ended June 30, 2000 as compared with 5.0% for the three months ended June 30, 1999. See Note 9 of the Company's consolidated financial statements.

Depreciation and amortization. Depreciation and amortization increased 106.7% to approximately $43.5 million for the three months ended June 30, 2000 as compared to approximately $21.0 million in the three months ended June 30, 1999. This increase was due to the Acquired Systems and additional capital expenditures associated with the upgrade of the Company's systems.

Non-cash stock charges. Non-cash stock charges were approximately $914,000 for the three months ended June 30, 2000, resulting from the grant of equity interests in the fourth quarter of 1999 to certain members of the Company's management team. See Note 9 of the Company's consolidated financial statements.

Interest expense, net. Interest expense, net, increased 130.4% to approximately $16.2 million for the three months ended June 30, 2000 as compared to approximately $7.0 million for the three months ended June 30, 1999. This increase was substantially due to higher average debt outstanding during the three months ended June 30, 2000, principally as a result of debt incurred in connection with the Company's acquisition of the Triax and Zylstra systems.

Other expenses. Other expenses increased to approximately $414,000 for the three months ended June 30, 2000 as compared to approximately $259,000 of other income for the three months ended June 30, 1999. This change was principally due to an increase in fees associated with the Company's credit arrangements.

(Benefit) provision for income taxes. Benefit for income taxes was approximately $3.3 million for the three months ended June 30, 2000. This benefit reflects the net tax effect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes.

Net loss. Due to the factors described above, the Company generated a net loss of approximately $18.7 million for the three months ended June 30, 2000 as compared to a net loss of approximately $11.2 million for the three months ended June 30, 1999.

EBITDA. EBITDA increased 134.6% to approximately $39.0 million for the three months ended June 30, 2000 as compared to approximately $16.6 million for the three months ended June 30, 1999. This increase was substantially due to the reasons noted above. As a percentage of revenues, EBITDA increased to 47.2% for the three months ended June 30, 2000, compared to 43.5% for the three months ended June 30, 1999.

Six Months Ended June 30, 2000 Compared to Six Months Ended June 30, 1999

Revenues. Revenues increased 115.7% to approximately $160.0 million for the six months ended June 30, 2000 as compared to $74.2 million for the six months ended June 30, 1999. Of the revenue increase of $85.8 million, $77.2 was attributable to the Acquired Systems. Excluding the Acquired Systems, revenues increased 11.6% primarily due to basic rate increases associated with new programming introductions and the new revenues associated with our recently launched digital cable and high speed Internet access services.

Service costs. Service costs increased 127.0% to approximately $54.9 million for the six months ended June 30, 2000 as compared to approximately $24.2 million for the six months ended June 30, 1999. The Acquired Systems accounted for approximately $27.6 million of the total increase. Excluding the Acquired Systems, these costs increased 12.9% primarily as a result of higher programming expenses, including the cost of additional channel offerings to the Company's basic subscribers. As a percentage of revenues, service costs were 34.3% for the six months ended June 30, 2000, as compared with 32.6% for the six months ended June 30, 1999.

Selling, general and administrative expenses. Selling, general and administrative expenses increased 88.1% to approximately $27.3 million for the six months ended June 30, 2000 as compared to approximately $14.5 million for the six months ended June 30, 1999. The Acquired Systems accounted for approximately $12.2 million of the total increase. Excluding the Acquired Systems, these costs increased 3.6%. As a percentage of revenues, selling, general and administrative expenses were 17.0% for the six months ended June 30, 2000, as compared with 19.5% for the six months ended June 30, 1999.

Corporate expenses. Corporate expenses decreased 18.3% to approximately $2.9 million for the six months ended June 30, 2000 as compared to approximately $3.6 million for the six months ended June 30, 1999. The decrease in corporate expenses was primarily due to higher amounts charged by Mediacom Management during the six months ended June 30, 1999 under of management agreements between Mediacom Management and the Company's operating subsidiaries. Such management agreements were terminated on the date of the Company's initial public offering in February 2000. At that time, Mediacom Management's employees became the Company's employees and its other overhead expenses became the Company's corporate expenses. The Company reported its corporate expenses as management fees incurred before the initial public offering and as actual amounts incurred from the date of its initial public offering. As a percentage of revenues, corporate expenses were 1.8% for the six months ended June 30, 2000 as compared with 4.8% for the six months ended June 30, 1999.

Depreciation and amortization. Depreciation and amortization increased 103.1% to approximately $84.2 million for the six months ended June 30, 2000 as compared to approximately $41.4 million in the six months ended June 30, 1999. This increase was due to the Acquired Systems and additional capital expenditures associated with the upgrade of the Company's systems.

Non-cash stock charges. Non-cash stock charges were approximately $27.0 million for the six months ended June 30, 2000. These non-cash charges comprise a one-time $24.5 million charge resulting from the termination of the management agreements with Mediacom Management on the date of the Company's initial public offering and a $2.5 million charge related to the grant of equity interests in the fourth quarter of 1999 to certain members of the Company's management team. See Note 9 of the Company's consolidated financial statements.

Interest expense, net. Interest expense, net, increased 158.2% to approximately $34.6 million for the six months ended June 30, 2000 as compared to approximately $13.4 million for the six months ended June 30, 1999. This increase was substantially due to higher average debt outstanding during the six months ended June 30, 2000 as a result of debt incurred in connection with the Company's acquisition of the Triax and Zylstra systems.

Other expenses. Other expenses increased 18.7% to approximately $871,000 for the six months ended June 30, 2000 as compared to approximately $734,000 for the six months ended June 30, 1999. This change was principally due to an increase in fees associated with the Company's credit arrangements.

(Benefit) provision for income taxes. Provision for income taxes was approximately $1.3 million for the six months ended June 30, 2000. This provision primarily reflects a one-time, non-cash charge recognized upon the exchange of membership interests in Mediacom LLC for shares of MCC common stock.

Net loss. Due to the factors described above, the Company generated a net loss of approximately $72.9 million for the six months ended June 30, 2000 as compared to a net loss of approximately $23.6 million for the six months ended June 30, 1999.

EBITDA. EBITDA increased 134.9% to approximately $75.0 million for the six months ended June 30, 2000 as compared to approximately $31.9 million for the six months ended June 30, 1999. This increase was substantially due to the reasons noted above. As a percentage of revenues, EBITDA increased to 46.8% for the six months ended June 30, 2000, compared to 43.0% for the six months ended June 30, 1999.

Selected Pro Forma Results

The Company has reported the results of operations of the Acquired Systems from the date of their respective acquisition. The financial information below for the six months ended June 30, 2000 and 1999, presents selected unaudited pro forma operating results assuming the purchase of the Acquired Systems had been consummated on January 1, 1999. This financial information is not necessarily indicative of what results would have been had the Company operated these cable systems since the beginning of 1999. See Note 3 to the Company's consolidated financial statements for a detailed description of the Company's acquisitions in 2000 and 1999.

	Six Months Ended June 30,	
	2000	1999
	(dollars in thousands, except per subscriber data)	
Revenues	$162,464	$148,626
Costs and expenses:		
Service costs	55,999	49,685
SG&A expenses	27,705	26,593
Corporate expenses	2,931	6,059
Depreciation and amortization	85,178	79,571
Non-cash stock charges	26,986	-
Operating loss	$(36,335)	$(13,282)
Other Data:		
EBITDA	75,829	66,289
EBITDA margin (1)	46.7%	44.6%
Basic subscribers (2)	735,000	728,000
Average monthly revenue per basic subscriber (3)	$ 37.77	$ 34.82

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(1) Represents EBITDA as a percentage of revenues.
(2) At end of the period.
(3) Represents average monthly revenues for the last three months of the period divided by average basic subscribers for the period.

Selected Pro Forma Results for Six Months Ended June 30, 2000 Compared to Selected Pro Forma Results for Six Months Ended June 30, 1999

Revenues increased 9.3% to approximately $162.5 million for the six months ended June 30, 2000, as compared to approximately $148.6 million for the six months ended June 30, 1999. This increase was attributable principally to internal subscriber growth of 1.0%, basic rate increases associated with new programming introductions and the new revenues associated with our recently launched digital cable and high speed Internet access services.

Service costs and selling, general and administrative expenses in the aggregate increased 9.7% to approximately $83.7 million for the six months ended June 30, 2000 from approximately $76.3 million for the six months ended June 30, 1999, principally due to higher programming costs incurred by the Company for the systems acquired in 1999.

Corporate expenses decreased 51.6% to approximately $2.9 million for the six months ended June 30, 2000 from approximately $6.1 million for the six months ended June 30, 1999. The decrease in corporate expenses was primarily due to a reduction in amounts charged by Mediacom Management, resulting from amendments to management agreements between Mediacom Management and the Company's operating subsidiaries. Such management agreements were terminated on the date of the Company's initial public offering in February 2000. The Company reported its corporate expenses as management fees incurred before the initial public offering and as actual amounts incurred from the date of its initial public offering.

Depreciation and amortization increased 7.0% to approximately $85.2 million for the six months ended June 30, 2000 from approximately $79.6 million for the six months ended June 30, 1999. This increase was principally due to capital expenditures associated with the upgrade of the Company's systems. Non-cash stock charges were as reported above.

As a result of the above factors, the Company generated an operating loss of approximately $36.3 million for the six months ended June 30, 2000, compared to approximately $13.3 million for the six months ended June 30, 1999.

EBITDA increased by 14.4% to approximately $75.8 million for the six months ended June 30, 2000 from approximately $66.3 million for the six months ended June 30, 1999. The EBITDA margin improved to 46.7% for the six months ended June 30, 2000 from 44.6% for the six months ended June 30, 1999.

Liquidity and Capital Resources

The Company's business requires substantial capital for the upgrade, expansion and maintenance of its cable and fiber network. In addition, the Company has pursued, and will continue to pursue, a business strategy that includes selective acquisitions. The Company has funded its working capital requirements, capital expenditures and acquisitions through a combination of internally generated funds, long-term borrowings and equity contributions. The Company intends to continue to finance such expenditures through internally generated funds, long-term borrowings and equity financings.

From the commencement of its operations in March 1996 through December 1999, the Company invested approximately $1.2 billion, before closing costs and adjustments, to acquire cable television systems serving 718,000 basic subscribers as of June 30, 2000.

In 2000, the Company has completed or anticipates completing the undernoted acquisitions of cable systems serving 39,000 basic subscribers for an aggregate purchase price of $75.4 million.

- On April 6, 2000, the Company acquired the assets of cable television systems owned by Rapid Communications Partners, L.P. ("Rapid") for a purchase price of $8.0 million. The Rapid systems serve approximately 6,000 basic subscribers primarily in Kentucky and Illinois.

- On April 21, 2000, the Company acquired the assets of cable television systems owned by MidAmerican Cable Systems, L.P. ("MidAmerican") for a purchase price of approximately $8.0 million. The MidAmerican systems serve approximately 5,000 basic subscribers primarily in Illinois.

- On May 25, 2000, the Company acquired the assets of cable television systems owned by Tri Cable, Inc. ("Tri Cable") for a purchase price of approximately $1.8 million. The Tri Cable systems serve approximately 1,000 basic subscribers in Minnesota.

- On June 28, 2000, the Company acquired the assets of a cable television system owned by Spirit Lake Cable TV, Inc. and E.M. Parsen ("Spirit Lake") for a purchase price of approximately $10.8 million. The Spirit Lake system serves approximately 5,000 basic subscribers primarily in Iowa.

- On July 12, 2000, the Company acquired the assets of a cable television system owned by South Kentucky Services Corporation ("South Kentucky") for a purchase price of approximately $2.1 million. The South Kentucky system serves approximately 1,000 basic subscribers primarily in Kentucky.

- In addition, the Company signed three definitive asset purchase agreements to acquire cable systems serving, in total, approximately 21,000 basic subscribers for an aggregate purchase price of approximately $44.7 million.

Substantially all of the basic subscribers served by the completed and pending acquisitions are within the Company's regional operating clusters. The pending acquisitions are subject to a number of closing conditions, including regulatory approvals and other third party consents. No assurance can be given that these acquisitions will be consummated. The Company expects to complete its pending acquisitions by year end 2000.

The Company announced plans earlier this year to increase its capital spending to approximately $175.0 million in 2000, compared to the $140.0 million, as previously disclosed. However, the Company's projected capital expenditures will remain at the original amount of $400.0 million for the three-year period ending 2002. These amounts exclude any capital expenditures related to any acquisitions completed in 2000 or beyond. For the six months ended June 30, 2000, the Company's capital expenditures were $82.1 million. As a result of its accelerated capital investment plans, excluding the 2000 Acquisitions, the Company anticipates that by December 2000, 77% of its cable network will be upgraded to 550MHz - 750MHz bandwidth capacity as compared to 57% as of December 1999 and that 50% of its existing homes passed will be activated with two-way communications capability as compared to 11% as of December 1999.

On February 9, 2000, the Company completed an initial public offering of 20,000,000 shares of Class A common stock at $19.00 per share. The net proceeds, after underwriting discounts of approximately $22.8 million and estimated expenses related to the offering of approximately $2.9 million, were $354.3 million and were used to repay bank indebtedness.

To finance the Company's acquisitions, working capital requirements and capital expenditures and to provide liquidity for future capital needs, the Company had the following debt financing arrangements in place as of June 30, 2000:

- $200.0 million offering of 8 1/2% senior notes due April 2008;

- $125.0 million offering of 7 7/8% senior notes due February 2011;

- $550.0 million subsidiary credit facility expiring in September 2008; and

- $550.0 million subsidiary credit facility expiring in December 2008.

The final maturities of the Company's subsidiary credit facilities are subject to earlier repayment on dates ranging from June 2007 to December 2007 if the Company does not refinance its 8 1/2% senior notes prior to March 31, 2007. As of June 30, 2000, the Company was in compliance with all of the financial and other covenants provided for in its subsidiary credit agreements.

As of June 30, 2000, the Company entered into interest rate swap agreements, which expire from 2002 through 2003, to hedge $140.0 million of floating rate debt under its subsidiary credit facilities. As a result of these interest rate swap agreements, approximately 54% of the Company's outstanding debt was at fixed interest rates or subject to interest rate protection on such date. After giving effect to these interest rate swap agreements, as of June 30, 2000, the Company's weighted average cost of indebtedness was approximately 8.4%.

Debt leverage and interest coverage ratios are commonly used in the cable television industry to measure liquidity and financial condition. For the three month period ended June 30, 2000, the Company's debt leverage ratio (defined as total debt at the end of the period, divided by pro forma annualized EBITDA for the period) was 5.4x and the Company's interest coverage ratio (defined as EBITDA divided by interest expense, net for the period) was 2.4x. As of June 30, 2000, the Company had approximately $567.0 million of unused credit commitments under its subsidiary credit facilities.

In May 2000, the Company announced that its Board of Directors had authorized a repurchase program (the "Repurchase Program") pursuant to which the Company may purchase up to $50.0 million of its Class A common stock, in the open market or through privately negotiated transactions, subject to certain restrictions and market conditions. During the three months ended June 30, 2000 in connection with the Repurchase Program, the Company repurchased 80,000 shares of its Class A common stock for the aggregate cost of approximately $658,000, at share prices ranging from $8.00 to $10.75 per share. The repurchased stock was retired and resulted in a reduction of stockholders' equity.

Although the Company has not generated earnings sufficient to cover fixed charges, the Company has generated cash and obtained financing sufficient to meet its debt service, working capital, capital expenditure and acquisition requirements. The Company expects that it will continue to be able to generate funds and obtain financing sufficient to service its obligations and complete its pending and future acquisitions. There can be no assurance that the Company will be able to obtain sufficient financing, or, if it was able to do so, that the terms would be favorable to them.

Recent Accounting Pronouncements

In 1998, Statement of Financial Accounting Standards No. 133 ("SFAS 133"), "Accounting for Derivative Instruments and Hedging Activities," was issued. SFAS 133 was amended by SFAS No. 137, "Accounting for Derivative Instruments and Hedging Activities - Deferral of the Effective Date of FASB Statement No. 133," which defers the effective date of SFAS 133. In March 2000, SFAS 133 was also amended by SFAS No. 138 ("SFAS 138"), "Accounting for Certain Derivative Instruments and Certain Hedging Activities - an Amendment of FASB SFAS No. 133," which amends the accounting and reporting standards of Statement 133 for certain derivative instruments and certain hedging activities. SFAS 133 and SFAS 138 establish accounting and reporting standards that require derivative instruments be recorded in the balance sheet as either an asset or liability measured at their fair value. The Company will adopt SFAS 133 and SFAS 138 in 2001, and has not yet quantified the impact nor determined the timing or method of the adoption.

On March 3, 1999, the Securities and Exchange Commission ("SEC") issued Staff Accounting Bulletin No. 101 ("SAB 101"). SAB 101 summarizes certain areas of the SEC's views in applying generally accepted accounting principles to revenue recognition in financial statements. The Company does not expect SAB 101 to have a material impact on its financial statements.

In March 2000, the Financial Accounting Standards Board issued FASB Interpretation No. 44, "Accounting for Certain Transactions Involving Stock Compensation, an interpretation of APB Opinion No. 25" ("FIN 44"). FIN 44 clarifies the application of APB Opinion No. 25 and is effective July 1, 2000, but certain conclusions in FIN 44 cover specific events as if they had occurred after either December 15, 1998 or January 12, 2000. The Company does not expect the application of FIN 44 to have a material impact on its financial statements.

Inflation and Changing Prices

The Company's systems' costs and expenses are subject to inflation and price fluctuations. Since changes in costs can be passed through to subscribers, such changes are not expected to have a material effect on their results of operations.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

In the normal course of business, the Company uses interest rate swap agreements in order to fix the interest rate for the duration of the contract as a hedge against interest rate volatility. As of June 30, 2000, the Company had interest rate exchange agreements (the "Swaps") with various banks pursuant to which the interest rate on $140.0 million is fixed at a weighted average swap rate of approximately 6.8%, plus the average applicable margin over the Eurodollar Rate option under the Company's bank credit agreement. Under the terms of the Swaps, which expire from 2002 through 2003, the Company is exposed to credit loss in the event of nonperformance by the other parties to the Swaps. However, the Company does not anticipate nonperformance by the counterparties. The Company would have received approximately $666,000 at June 30, 2000 to terminate the Swaps, inclusive of accrued interest. The table below provides information for the Company's long term debt. See Note 6 to the Company's consolidated financial statements.

	Expected Maturity (All dollar amounts in thousands)							
	2001	2002	2003	2004	2005	Thereafter	Total	Fair Value
Fixed rate	$ -	$ -	$ -	$ -	$ -	$200,000	$200,000	$189,000
Weighted average interest rate	8.5%	8.5%	8.5%	8.5%	8.5%	8.5%	8.5%	
Fixed rate	$ -	$ -	$ -	$ -	$ -	$125,000	$125,000	$110,000
Weighted average interest rate	7.9%	7.9%	7.9%	7.9%	7.9%	7.9%	7.9%	
Variable rate	$ -	$ 750	$2,000	$2,000	$2,000	$524,250	$531,000	$531,000
Weighted average interest rate	8.3%	8.3%	8.3%	8.3%	8.3%	8.3%	8.3%	

PART II

ITEM 1. LEGAL PROCEEDINGS

Reference is made to the Company's Annual Report on Form 10-K for the year ended December 31, 1999 for a discussion of certain litigation.

ITEM 2: CHANGES IN SECURITIES AND USE OF PROCEEDS

As of April 10, 2000, we granted options to purchase 6,000 shares of Class A common stock at $12.00 per share to an employee of the Company. The options vest in five equal annual installments commencing on April 10, 2000. The expiration date of the options is April 9, 2010. These options were granted in a transaction not involving a public offering in reliance on the exemption provided by Section 4(2) of the Securities Act of 1933 for transactions by an issuer not involving a public offering.

ITEM 6.

(a) Exhibits

Exhibit Number	Exhibit Descriptions
27.1	Financial Data Schedule

(b) Reports on Form 8-K

None.

SIGNATURES

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

Mediacom Communications Corporation

August 14, 2000 By: /s/ Mark E. Stephan

Mark E. Stephan
Senior Vice President,
Chief Financial Officer,
Treasurer and Principal Financial
Officer

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This schedule contains summary information extracted from the consolidated statements of operations and consolidated balance sheets of Mediacom Communications Corporation and is qualified in its entirety by reference to such financial statements.

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DEC-31-2000
JAN-01-2000
JUN-30-2000
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10,746
4,243
907
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