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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 June 30, 2011

Commission File Numbers: 333-57285-01
333-57285

Mediacom LLC
Mediacom Capital Corporation*

(Exact names of Registrants as specified in their charters)

New York	**06-1433421**
New York	**06-1513997**
(State or other jurisdiction of incorporation or organization)	***(I.R.S. Employer Identification Numbers)***

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

(845) 695-2600
(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. o Yes ☑ No

Note: As a voluntary filer, 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 respective corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrants were required to submit and post such files). ☑ Yes o 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. (Check one):

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

Indicate by check mark whether the Registrants are shell companies (as defined in Rule 12b-2 of the Exchange Act). o 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 JUNE 30, 2011
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This Quarterly Report on Form 10-Q is for the three and six months ended June 30, 2011. 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 contained 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 to you by referring you directly to those documents. Information incorporated by reference is considered to be part of this Quarterly Report. Throughout this Quarterly Report, we refer to Mediacom LLC as "Mediacom LLC," and Mediacom LLC and its consolidated subsidiaries as "we," "us" and "our."

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:

- lower demand for our products and services as a result of weak economic conditions or increased levels of competition from existing and new competitors;
- our ability to successfully introduce new products and services to meet customer demands and preferences;
- changes in laws, regulatory requirements or technology that may cause us to incur additional costs and expenses;
- greater than anticipated increases in programming costs and delivery expenses related to our products and services;
- changes in assumptions underlying our critical accounting policies;
- the ability to secure hardware, software and operational support for the delivery of products and services to our customers;
- disruptions or failures of network and information systems upon which our business relies;
- our reliance on certain intellectual property;
- our ability to generate sufficient cash flow to meet our debt service obligations;
- our ability to refinance future debt maturities or provide future funding for general corporate purposes and potential strategic transactions, on similar terms as we currently experience; and
- other risks and uncertainties discussed in this Quarterly Report, our Annual Report on Form 10-K for the year ended December 31, 2010 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.

PART I

ITEM 1. FINANCIAL STATEMENTS

MEDIACOM LLC AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(All dollar amounts in thousands)
(Unaudited)

	June 30, 2011	December 31, 2010
	(Amounts in thousands)	
ASSETS		
CURRENT ASSETS		
Cash	$ 8,586	$ 22,014
Restricted cash and cash equivalents	—	8,853
Accounts receivable, net of allowance for doubtful accounts of $1,486 and $1,228	40,779	35,318
Prepaid expenses and other current assets	9,282	8,079
Total current assets	58,647	74,264
Preferred equity investment in affiliated company	150,000	150,000
Property, plant and equipment, net of accumulated depreciation of $1,264,270 and $1,211,315	677,941	688,883
Franchise rights	616,807	616,807
Goodwill	24,046	24,046
Subscriber lists, net of accumulated amortization of $117,981 and $117,781	295	495
Other assets, net of accumulated amortization of $6,231 and $4,240	26,048	29,613
Total assets	$ 1,553,784	$ 1,584,108
LIABILITIES AND MEMBERS' DEFICIT		
CURRENT LIABILITIES		
Accounts payable, accrued expenses and other current liabilities	$ 149,542	$ 150,648
Deferred revenue	27,263	25,674
Current portion of long-term debt	12,000	12,000
Total current liabilities	188,805	188,322
Long-term debt, less current portion	1,588,400	1,507,000
Other non-current liabilities	25,211	23,616
Total liabilities	1,802,416	1,718,938
Commitments and contingencies (Note 10)		
MEMBERS' DEFICIT		
Capital contributions	342,473	478,973
Accumulated deficit	(591,105)	(613,803)
Total members' deficit	(248,632)	(134,830)
Total liabilities and members' deficit	$ 1,553,784	$ 1,584,108

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

MEDIACOM LLC AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(All dollar amounts in thousands)
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	**2010**	**2011**	**2010**
Revenues	$ 170,755	$ 163,739	$ 337,062	$ 323,639
Costs and expenses:				
Service costs (exclusive of depreciation and amortization)	74,455	73,243	151,016	144,503
Selling, general and administrative expenses	28,652	27,322	56,193	53,736
Management fee expense	2,847	3,046	5,928	6,015
Depreciation and amortization	29,341	27,309	58,573	54,210
Operating income	35,460	32,819	65,352	65,175
Interest expense, net	(24,424)	(23,585)	(49,435)	(45,430)
Loss on derivatives, net	(8,830)	(14,423)	(1,128)	(20,884)
Loss on early extinguishment of debt	—	(1,234)	—	(1,234)
Investment income from affiliate	4,500	4,500	9,000	9,000
Other expense, net	(535)	(666)	(1,091)	(1,418)
Net income (loss)	$ 6,171	$ (2,589)	$ 22,698	$ 5,209

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

MEDIACOM LLC AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(All dollar amounts in thousands)
(Unaudited)

	Six Months Ended June 30,	
	2011	**2010**
OPERATING ACTIVITIES:		
Net income	$ 22,698	$ 5,209
Adjustments to reconcile net loss to net cash flows provided by operating activities:		
Depreciation and amortization	58,573	54,210
Loss on derivatives, net	1,128	20,884
Loss on early extinguishment of debt	—	1,234
Amortization of deferred financing costs	1,991	1,559
Share-based compensation	—	284
Changes in assets and liabilities, net of effects from acquisitions:		
Accounts receivable, net	(5,461)	1,817
Prepaid expenses and other assets	(1,829)	(2,906)
Accounts payable, accrued expenses and other current liabilities	745	(43,846)
Deferred revenue	1,589	423
Other non-current liabilities	(126)	(126)
Net cash flows provided by operating activities	$ 79,308	$ 38,742
INVESTING ACTIVITIES:		
Capital expenditures	(46,791)	(49,755)
Redemption of restricted cash and cash equivalents	8,853	—
Net cash flows used in investing activities	$ (37,938)	$ (49,755)
FINANCING ACTIVITIES:		
New borrowings under the bank credit facility	148,400	498,875
Repayment of borrowings under the bank credit facility	(67,000)	(483,875)
Capital contributions from parent	—	45,000
Capital distributions to parent	(136,500)	(37,000)
Financing costs	—	(6,918)
Other financing activities — book overdrafts	302	(4,721)
Net cash flows (used in) provided by financing activities	$ (54,798)	$ 11,361
Net (decrease) increase in cash	(13,428)	348
CASH, beginning of period	22,014	8,868
CASH, end of period	$ 8,586	$ 9,216
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Cash paid during the period for interest, net of amounts capitalized	$ 48,293	$ 43,660

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

MEDIACOM LLC AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. ORGANIZATION

Basis of Preparation of Unaudited Consolidated Financial Statements

Mediacom LLC ("Mediacom LLC" and collectively with its subsidiaries, "we," "our" or "us"), a New York limited liability company wholly-owned by Mediacom Communications Corporation ("MCC"), is involved in the acquisition and operation of cable systems serving smaller cities and towns in the United States. 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 presentation of our consolidated results of operations and financial position 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, 2010. 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, 2010.

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 with a corresponding operating expense. Franchise fees reported on a gross basis amounted to approximately $3.2 million for each of the three months ended June 30, 2011 and 2010, and approximately $6.4 million and $6.3 million for the six months ended June 30, 2011 and 2010, respectively.

Restricted cash and cash equivalents

Restricted cash and cash equivalents represent funds pledged to insurance carriers as security under a master pledge and security agreement. Pledged funds are invested in short-term, highly liquid investments. We retain ownership of the pledged funds, and under the terms of the pledge and security agreement, we can withdraw any of the funds, with the restrictions removed from such funds, provided comparable substitute collateral is pledged to the insurance carriers.

Reclassifications

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

2. RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

In December 2010, FASB issued Accounting Standards Update 2010-28 ("ASU 2010-28") — *When to Perform Step 2 of the Goodwill Impairment Test for Reporting Units with Zero or Negative Carrying Amounts (a consensus of the FASB Emerging Issues Task Force).* The amendments to ASC 350 - *Intangibles—Goodwill and Other* in ASU 2010-28 affect all entities that have recognized goodwill and have one or more reporting units whose carrying amount for purposes of performing Step 1 of the goodwill impairment test is zero or negative. The amendments modify Step 1 so that for those reporting units, an entity is required to perform Step 2 of the goodwill impairment test if it is more likely than not that a goodwill impairment exists. In determining whether it is more likely than not that a goodwill impairment exists, an entity should consider whether there are any adverse qualitative factors indicating that an impairment may exist. The qualitative factors are consistent with existing guidance, which requires that goodwill of a reporting unit be tested for impairment between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. We adopted ASU 2010-28 as of January 1, 2011. The adoption of ASU 2010-28 did not have a material impact on our financial statements.

In January 2010, the FASB issued Accounting Standards Update No. 2010-06 ("ASU 2010-06"), *Improving Disclosures about Fair Value Measurements*, which amends Accounting Standards Codification ("ASC") No. 820 — *Fair Value Measurements and Disclosures* ("ASC 820") to add new requirements for disclosures about transfers into and out of Levels 1 and 2 and separate disclosures about purchases, sales, issuances, and settlements relating to Level 3 measurements. The ASU also clarifies existing fair value disclosures about the level of disaggregation and about inputs and valuation techniques used to measure fair value. The ASU is effective for the first reporting period (including interim periods) beginning after December 15, 2009, except for the requirement to provide the Level 3 activity of purchases, sales, issuances, and settlements on a gross basis, which will be effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. Early adoption is permitted. The adoption of this ASU did not have a material impact on our financial statements or related disclosures.

In May 2011, the FASB issued Accounting Standards Update No. 2011-04 ("ASU 2011-04"), *Fair Value Measurement (Topic 820) - Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*, which provides a converged framework for fair value measurements and related disclosures between generally accepted accounting principles in the U.S. and International Financial Reporting Standards. ASU 2011-04 amends the fair value measurement and disclosure guidance in the following areas: (i) Highest-and-best use and the valuation-premise concepts for non-financial assets, (ii) application to financial assets and liabilities with offsetting positions in market or counterparty credit risk, (iii) premiums or discounts in fair value measurement, (iv) fair value measurements for amounts classified in equity; and, (v) other disclosure requirements particularly involving Level 3 inputs. This guidance will be effective for us as of January 1, 2012. We do not expect that ASU 2011-04 will have a material impact on our financial statements or related disclosures.

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 at June 30, 2011. These assets and liabilities have been categorized according to the three-level fair value hierarchy established by ASC 820, which prioritizes the inputs used in measuring fair value, as follows:

- 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.

As of June 30, 2011, our interest rate exchange agreement liabilities, net, were valued at $39.0 million using Level 2 inputs, as follows:

	Fair Value as of June 30, 2011			
(dollars in thousands)	Level 1	Level 2	Level 3	Total
Assets				
Interest rate exchange agreements	$ —	$ 620	$ —	$ 620
Liabilities				
Interest rate exchange agreements	$ —	$ 39,666	$ —	$ 39,666
Interest rate exchange agreements — liabilities, net	$ —	$ 39,046	$ —	$ 39,046

As of December 31, 2010, our interest rate exchange agreement liabilities, net, were valued at $37.9 million using Level 2 inputs, as follows:

	Fair Value as of December 31, 2010			
(dollars in thousands)	Level 1	Level 2	Level 3	Total
Assets				
Interest rate exchange agreements	$ —	$ 2,180	$ —	$ 2,180
Liabilities				
Interest rate exchange agreements	$ —	$ 40,099	$ —	$ 40,099
Interest rate exchange agreements — liabilities, net	$ —	$ 37,919	$ —	$ 37,919

The fair value of our interest rate exchange agreements is the estimated amount that we would receive or pay to terminate such agreements, taking into account market interest rates and the remaining time to maturities. As of June 30, 2011, based upon mark-to-market valuation, we recorded on our consolidated balance sheet, a long-term asset of $0.6 million, an accumulated current liability of $18.3 million and an accumulated long-term liability of approximately $21.4 million. As of December 31, 2010, based upon mark-to-market valuation, we recorded on our consolidated balance sheet a long-term asset of $2.2 million, an accumulated current liability of $20.5 million and an accumulated long-term liability of $19.6 million. As a result of the mark-to-market valuations on these interest rate exchange agreements, we recorded a net loss on derivatives of $8.8 million and $14.4 million for the three months ended June 30, 2011 and 2010, respectively. As a result of the mark-to-market valuations on these interest rate exchange agreements, we recorded a net loss on derivatives of $1.1 million and $20.9 million for the six months ended June 30, 2011 and 2010, respectively.

4. PROPERTY, PLANT AND EQUIPMENT

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

	June 30, 2011	December 31, 2010
Cable systems, equipment and subscriber devices	$ 1,847,380	$ 1,817,314
Vehicles	35,590	35,098
Furniture, fixtures and office equipment	41,329	30,374
Buildings and leasehold improvements	16,335	15,877
Land and land improvements	1,577	1,535
Property, plant and equipment, gross	1,942,211	1,900,198
Accumulated depreciation	(1,264,270)	(1,211,315)
Property, plant and equipment, net	$ 677,941	$ 688,883

5. ACCOUNTS PAYABLE, ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

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

	June 30, 2011	December 31, 2010
Accounts payable — affiliates	$ 23,607	$ 35,154
Liabilities under interest rate exchange agreements	18,328	20,481
Accrued programming costs	18,191	17,699
Accrued taxes and fees	15,619	15,329
Accrued interest	12,912	13,737
Accrued payroll and benefits	11,952	10,753
Subscriber advance payments	10,530	6,105
Accrued service costs	8,881	8,232
Accounts payable	7,554	5,986
Accrued property, plant and equipment	6,859	5,158
Book overdrafts (1)	3,187	2,885
Accrued telecommunications costs	1,292	1,486
Other accrued expenses	10,630	7,643
Accounts payable, accrued expenses and other current liabilities	$ 149,542	$ 150,648

(1) Book 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 book overdrafts are reported as part of net cash flows from financing activities in our Consolidated Statements of Cash Flows.

6. DEBT

Debt consisted of the following (dollars in thousands):

	June 30, 2011	December 31, 2010
Bank credit facility	$ 1,250,400	$ 1,169,000
9 1/8% senior notes due 2019	350,000	350,000
	$ 1,600,400	$ 1,519,000
Less: Current portion	12,000	12,000
Total long-term debt	$ 1,588,400	$ 1,507,000

Bank Credit Facility

As of June 30, 2011, we maintained a $1.467 billion bank credit facility (the "credit facility"), comprised of:

- $304.2 million of revolving credit commitments, which expire in the amounts of $79.0 million and $225.2 million on September 30, 2011 and December 31, 2014, respectively;
- $620.8 million of outstanding Term Loan C borrowings, which mature on January 31, 2015;
- $294.8 million of outstanding Term Loan D borrowings, which mature on March 31, 2017; and
- $247.5 million of outstanding Term Loan E borrowings, which mature on October 23, 2017.

As of June 30, 2011, we had $207.4 million of unused revolving credit commitments, after giving effect to $87.4 million of outstanding loans and $9.4 million of letters of credit issued to various parties as collateral, all of which were unused and available to be borrowed and used for general corporate purposes.

The credit agreement governing the credit facility requires us to maintain a senior leverage ratio (as defined) of no more than 6.0 to 1.0 and an interest coverage ratio (as defined) of no less than 2.0 to 1.0. For all periods through June 30, 2011, we were in compliance with all of the covenants under the credit agreement and, as of June 30, 2011, our senior leverage ratio and interest coverage ratio were 4.4 to 1.0 and 2.8 to 1.0, respectively.

Interest Rate Exchange Agreements

We use interest rate exchange agreements, or interest rate swaps, with various banks that fixes the variable portion of borrowings under the credit facility. We believe this reduces the potential volatility in our interest expense that would otherwise 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 six months ended June 30, 2011, and 2010. As of June 30, 2011:

- We had current interest rate swaps which fix the variable portion of $700 million of borrowings under the credit facility at a rate of 2.9%. Our current interest rate swaps are scheduled to expire in the amounts of $100 million, $400 million and $200 million during the years ending December 31, 2011, 2012 and 2014, respectively; and
- We had forward-starting interest rate swaps which will fix the variable portion of $600 million of borrowings under the credit facility at a rate of 3.0%. Our forward-starting interest rate swaps are scheduled to commence in the amounts of $100 million, $400 million and $100 million during the years ending December 31, 2011, 2012 and 2014, respectively.

As of June 30, 2011, the average interest rate on outstanding borrowings under the credit facility, including the effect of our interest rate swaps, was 4.9%, as compared to 5.2% as of the same date last year.

Senior Notes

As of June 30, 2011, we had $350.0 million of senior notes outstanding. The indenture governing our senior notes requires a total leverage ratio (as defined) of no more than 8.5 to 1.0. As of June 30, 2011, we were in compliance with all of the covenants under the indenture, and our total leverage ratio was 5.8 to 1.0.

Debt Ratings

Our future access to the debt markets and the terms and conditions we receive are influenced by our debt ratings. Our corporate credit ratings are B1, with a stable outlook, by Moody's, and B+, with a stable outlook, by Standard and Poor's. Any future downgrade to our 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 our credit agreement or senior note indenture that are based on changes in our credit rating assigned by any rating agency.

Fair Value

As of June 30, 2011, the fair values of our senior notes and outstanding debt under our credit facility are as follows (dollars in thousands):

9 1/8% senior notes due 2019	$ 371,000
Bank credit facility	$ 1,217,757

7. MEMBERS' DEFICIT

Going Private Transaction

On November 12, 2010, MCC entered into an Agreement and Plan of Merger (the "Merger Agreement"), by and among MCC, JMC Communications LLC ("JMC") and Rocco B. Commisso, MCC's founder, Chairman and Chief Executive Officer, who was also the sole member and manager of JMC, for the purpose of taking MCC private (the "Going Private Transaction").

At a special meeting of stockholders on March 4, 2011, MCC's stockholders voted to adopt the Merger Agreement. On the same date, JMC was merged with and into MCC, with MCC continuing as the surviving corporation, a private company that is wholly-owned by Mr. Commisso (the "Merger").

As a result of the Merger, (i) each outstanding share of MCC's common stock (other than shares held by Mr. Commisso and his affiliates) was converted into the right to receive promptly after the Merger $8.75 in cash and (ii) each vested option held by an employee of MCC (other than Mr. Commisso) and each vested option and each unvested option and restricted stock unit held by a non-employee director of MCC was converted into the right to receive promptly after the Merger a cash payment calculated in accordance with the terms of the Merger Agreement. In addition, each unvested option and restricted stock unit held by an employee of MCC (other than Mr. Commisso) was converted into the right to receive upon vesting a cash payment calculated in accordance with the terms of the Merger Agreement. As a result of the Merger, MCC terminated all of its share-based compensation plans including its employee stock purchase plan and other plans which granted stock options and restricted stock units.

The Going Private Transaction required funding of approximately $381.5 million, including related transaction expenses, and was funded, in part, by capital distributions to MCC from us, consisting of $100.0 million of borrowings under our revolving credit facility and $36.5 million of cash on hand. The balance was funded by Mediacom Broadband LLC, another wholly-owned subsidiary of MCC.

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Deferred Compensation

For the three and six months ended June 30, 2011, we recorded $0.2 million and $0.4 million, respectively, of deferred compensation expense (formerly share-based compensation expense). This represents the recognition of expenses incurred (based upon terms of the Merger Agreement) for (i) the unvested stock options and restricted stock units under the former share-based compensation plans at their original grant-date fair value and (ii) adjustments to recognize the right to receive $8.75 in cash. In addition, this amount includes the recognition of new, cash-based deferred compensation awarded in 2011 which has vesting attributes similar to the former share-based awards.

Total share-based compensation for the three and six months ended June 30, 2010 (prior to the Going Private Transaction) was as follows (dollars in thousands):

	Three Months Ended June 30, 2010	Six Months Ended June 30, 2010
Share-based compensation expense by type of award:		
Employee stock options	$ 6	$ 13
Employee stock purchase plan	20	37
Restricted stock units	116	233
Total share-based compensation expense	$ 142	$ 283

Employee Stock Purchase Plan

Under MCC's former employee stock purchase plan, all employees were allowed to participate in the purchase of shares of MCC's Class A common stock at a 15% discount on the date of the allocation. As a result of the Going Private Transaction, the employee stock purchase plan terminated in March 2011. The net employee proceeds were $0 and approximately $0.1 million for the three months ended June 30, 2011 and 2010, respectively. The net employee proceeds were approximately $0.1 million for each of the six months ended June 30, 2011 and 2010.

8. INVESTMENT IN AFFILIATED COMPANY

We have a $150 million preferred equity investment in Mediacom Broadband LLC ("Mediacom Broadband"), a wholly owned subsidiary of MCC. The preferred equity investment has a 12% annual cash dividend, payable quarterly. During each of the three months ended June 30, 2011 and 2010, we received $4.5 million in cash dividends on the preferred equity. During each of the six months ended June 30, 2011 and 2010, we received $9.0 million in cash dividends on the preferred equity.

9. RELATED PARTY TRANSACTIONS

See Note 7 for more information about the Going Private Transaction between MCC and MCC's Chairman and Chief Executive Officer, Rocco B. Commisso.

10. COMMITMENTS AND CONTINGENCIES

Legal Proceedings

Gary Ogg and Janice Ogg v. Mediacom LLC

We are named as a defendant in a putative class action, captioned *Gary Ogg and Janice Ogg v. Mediacom LLC*, pending in the Circuit Court of Clay County, Missouri, originally filed in April 2001. The lawsuit alleges that we, in areas where there was no cable franchise, failed to obtain permission from landowners to place our fiber interconnection cable notwithstanding the possession of agreements or permission from other third parties. While the parties continue to contest liability, there also remains a dispute as to the proper measure of damages. Based on a report by their experts, the plaintiffs claim compensatory damages of approximately $14.5 million. Legal fees, prejudgment interest, potential punitive damages and other costs could increase that estimate to approximately $26.0 million. Before trial, the plaintiffs proposed an alternative damage theory of $42.0 million in compensatory damages. Notwithstanding the verdict in the trial described below, we remain unable to reasonably determine the amount of our final liability in this lawsuit. Prior to trial our experts estimated our liability to be within the range of approximately $0.1 million to $2.3 million. This estimate did not include any estimate of damages for prejudgment interest, attorneys' fees or punitive damages.

On March 9, 2009, a jury trial commenced solely for the claim of Gary and Janice Ogg, the designated class representatives. On March 18, 2009, the jury rendered a verdict in favor of Gary and Janice Ogg setting compensatory damages of $8,863 and punitive damages of $35,000. The Court did not enter a final judgment on this verdict and therefore the amount of the verdict could not at that time be judicially collected. Although we believe that the particular circumstances of each class member may result in a different measure of damages for each member, if the same measure of compensatory damages was used for each member, the aggregate compensatory damages would be approximately $16.2 million plus the possibility of an award of attorneys' fees, prejudgment interest, and punitive damages.

On April 22, 2011, the Circuit Court of Clay County, Missouri issued an opinion and order decertifying the class in this putative class action. A notice of appeal was filed by the plaintiff on May 2, 2011 regarding the court's decertification of the class and the court's refusal to award prejudgment interest on the Gary and Janice Ogg judgment. We will vigorously defend this appeal as well as any claims made by the other members of the purported class.

We believe that the amount of actual liability would not have a significant effect on our consolidated financial position, results of operations, cash flows or business. There can be no assurance, however, if the decision of the Circuit Court of Clay County, Missouri is reversed, that the actual liability ultimately determined for all members of the class would not exceed our estimated range or any amount derived from the verdict rendered on March 18, 2009. We have tendered the lawsuit to our insurance carrier for defense and indemnification. The carrier has agreed to defend us under a reservation of rights, and a declaratory judgment action is pending regarding the carrier's defense and coverage responsibilities.

Jim Knight v. Mediacom Communications Corp.

A purported class action in the United States District Court for the Southern District of New York entitled *Jim Knight v. Mediacom Communications Corp.*, in which MCC is named as the defendant, was filed on March 4, 2010. The complaint asserts that the potential class is comprised of all persons who purchased premium cable services from MCC and rented a cable box distributed by MCC. The plaintiff alleges that MCC improperly "ties" the rental of cable boxes to the provision of premium cable services in violation of Section 1 of the Sherman Antitrust Act. The plaintiff also alleges a claim for unjust enrichment and seeks injunctive relief and unspecified damages. MCC was served with the complaint on April 16, 2010. On August 8, 2011 Mr. Knight dismissed his claim with prejudice and the case was closed.

Mediacom Communications Shareholders Litigation

Between June 3, 2010 and June 10, 2010, three purported class actions lawsuits were filed against MCC and its individual directors, including Mr. Commisso, all in the Court of Chancery of the State of Delaware (which we refer to as the "Delaware Court"), under the captions *Colleen Witmer v. Mediacom Communications Corporation, et al., J. Malcolm Gray v. Mediacom Communications Corporation, et al*. and *Haverhill Retirement System v. Mediacom Communications Corporation, et al*. The lawsuits were subsequently consolidated for all purposes in the Delaware Court of Chancery under the caption *In Re Mediacom Communications Corporation Shareholders Litigation*. On January 4, 2011, a Second Verified Consolidated Amended Class Action Complaint was filed that alleged, among other things, that the defendant directors breached their fiduciary duties to the stockholders of MCC in connection with Mr. Commisso's proposal to take MCC private, including among other things their fiduciary duty of disclosure, and that MCC, Mr. Commisso and JMC Communications LLC aided and abetted such breaches. The plaintiffs sought injunctive relief, rescission of the transaction or rescissory damages, and an accounting of all damages.

On November 18, 2010, another purported class action lawsuit was filed against MCC and its individual directors, including Mr. Commisso, in the Supreme Court of the State of New York, Orange County, under the caption *Wendy Kwait v. Mediacom Communications Corporation, et al*. The lawsuit alleged, among other things, that the director defendants breached their fiduciary duties to the stockholders of MCC in connection with Mr. Commisso's proposal to take MCC private and that MCC and Mr. Commisso aided and abetted such breaches. The plaintiffs sought injunctive relief, rescission of the transaction or rescissory damages.

On November 29, 2010, another purported class action lawsuit was filed against MCC and its individual directors, including Mr. Commisso, in the United States District Court for the Southern District of New York, under the caption *Thomas Turberg v. Mediacom Communications Corporation, et al*. The lawsuit alleged, among other things, that the director defendants breached their fiduciary duties to the stockholders of MCC in connection with Mr. Commisso's proposal to take MCC private and that MCC and JMC Communications LLC aided and abetted such breaches. The plaintiffs sought injunctive relief and damages.

On December 10, 2010, another purported class action lawsuit was filed against MCC and its individual directors, including Mr. Commisso, in the United States District Court for the Southern District of New York, under the caption *Ella Mae Pease v. Rocco Commisso, et al*. The lawsuit alleged, among other things, that the director defendants breached their fiduciary duties to the stockholders of MCC in connection with Mr. Commisso's proposal to take MCC private; that MCC, Mr. Commisso and JMC Communications LLC aided and abetted such breaches; and that the defendants violated Section 14(a) of the Exchange Act and Rule 14a-9 promulgated thereunder. The plaintiffs sought declaratory and injunctive relief, rescission of the transaction or rescissory damages, and an accounting of all damages, profits and special benefits.

The director defendants, MCC, JMC Communications LLC and Mr. Commisso, as defendants in the foregoing actions, reached agreement with the plaintiffs in all of the foregoing actions providing for the settlement of the actions on the terms and subject to the conditions set forth in a settlement agreement (the "Agreement"), which terms included, but were not limited to, a settlement payment made by MCC on behalf of and for the benefit of the parties to the actions in the amount of $0.25 per share for each share of MCC common stock held by the plaintiff class as of March 4, 2011. The settlement payment to the plaintiff class was reduced by any attorneys' fees and expenses awarded to plaintiffs' counsel. On June 6, 2011, the Agreement was approved by the Delaware Court. All litigation related to the going private transaction has been dismissed with prejudice. As of July 25, 2011, all of the conditions to the Agreement had been satisfied. A settlement payment of $10.3 million was subsequently made, of which we funded $4.6 million through a capital distribution to MCC, with the remainder funded by Mediacom Broadband.

We are also involved in various other legal actions arising in the ordinary course of business. In the opinion of management, the ultimate disposition of these other 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 ASC 350 — *Intangibles — Goodwill and Other* ("ASC 350") (formerly SFAS No. 142, *"Goodwill and Other Intangible Assets"),* 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 cable franchise rights and goodwill are indefinite-lived assets and therefore not amortizable.

We directly assess the value of cable franchise rights for impairment under ASC 350 by utilizing a discounted cash flow methodology. In performing an impairment test in accordance with ASC 350, we make assumptions, such as future cash flow expectations, customer growth, competition, industry outlook, capital expenditures, and other future benefits related to cable franchise rights, which are consistent with the expectations of buyers and sellers of cable systems in determining fair value. If the determined fair value of our cable franchise rights is less than the carrying amount on the financial statements, an impairment charge would be recognized for the difference between the fair value and the carrying value of such assets.

Goodwill impairment is determined using a two-step process. The first step compares the fair value of a reporting unit with our carrying amount, including goodwill. If the fair value of a reporting unit exceeds our carrying amount, goodwill of the reporting unit is considered not impaired and the second step is unnecessary. If the carrying amount of a reporting unit exceeds our fair value, the second step is performed to measure the amount of impairment loss, if any. The second step compares the implied fair value of the reporting unit's goodwill, calculated using the residual method, with the carrying amount of that goodwill. If the carrying amount of the goodwill exceeds the implied fair value, the excess is recognized as an impairment loss. We have determined that we have one reporting unit for the purpose of applying ASC 350, Mediacom LLC. Our most recently completed annual impairment test was conducted as of October 1, 2010, and we will be conducting our next annual impairment test as of October 1, 2011.

In accordance with ASU 2010-28, we have evaluated the qualitative factors surrounding our Mediacom LLC reporting unit with its negative equity carrying value. We do not believe that it is "more likely than not" that a goodwill impairment exists. As such, we have not performed Step 2 of the goodwill impairment test.

The economic conditions currently affecting the U.S. economy and the long-term impact on the fundamentals of our business may have a negative impact on the fair values of the assets in our reporting units. This may result in the recognition of an impairment loss in the future.

Because we believe there has not been a meaningful change in the long-term fundamentals of our business during the first six months of 2011, we have determined that there has been no triggering event under ASC 350, and as such, no interim impairment test was required as of June 30, 2011.

12. SUBSEQUENT EVENTS

We have evaluated subsequent events through August 12, 2011 (the date the financial statements were issued).

As of July 25, 2011, all of the conditions to the Agreement discussed under "*Mediacom Communications Shareholders Litigation*" in Note 10 had been satisfied. A settlement payment of $10.3 million was subsequently made, of which we funded $4.6 million through a capital distribution to MCC, with the remainder funded by Mediacom Broadband.

On August 8, 2011, all claims under the purported class action *Jim Knight v. Mediacom Communications Corp.* were dismissed with prejudice and the case was closed. See "*Jim Knight v. Mediacom Communications Corp.*" in Note 10.

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 six months ended June 30, 2011 and 2010, and with our annual report on Form 10-K for the year ended December 31, 2010.

Overview

We are a wholly-owned subsidiary of Mediacom Communications Corporation ("MCC"). MCC is the nation's eighth largest cable company based on the number of customers who purchase one or more video services, also known as basic subscribers. Through our interactive broadband network, we provide our customers with a wide variety of advanced products and services, including video services such as video-on-demand, high-definition television ("HDTV") and digital video recorders ("DVRs"), high-speed data ("HSD") and phone service. We offer our primary services of video, HSD and phone, which we refer to as our "triple-play bundle," over a single communications platform, a significant advantage over most competitors in our service areas.

As of June 30, 2011, we offered our triple-play bundle to approximately 92% of our estimated 1.29 million homes passed in twenty states. As of the same date, we served approximately 505,000 basic subscribers, 309,000 digital video customers, 385,000 HSD customers and 158,000 phone customers, aggregating 1.05 million primary service units ("PSUs") and 1.36 million revenue generating units ("RGUs").

Our basic and digital video services compete principally with direct broadcast satellite ("DBS") companies, and we continue to face significant levels of price competition from these providers, who offer video programming substantially similar to ours. We compete with these providers by offering our triple-play bundle and interactive video services that are unavailable to DBS customers due to the limited two-way interactivity of DBS service. Our 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 product is superior to comparable DSL offerings in our service areas. Our phone service mainly competes with substantially comparable phone services offered by local telephone companies and with cellular phone services offered by national wireless providers. We believe our customers prefer the cost savings of the bundled products and services we offer, as well as the convenience of having a single provider contact for ordering, provisioning, billing and customer care.

Our ability to continue to grow our customer base and revenues depends on several factors, including the competition we face and general economic conditions. Continuing weak economic conditions for customers, and significant video price competition from DBS providers, have contributed to lower demand for our video, HSD and phone services, which has led to a reduction in basic subscribers and slower growth rates of digital, HSD and phone customers. A continuation or broadening of such effects may adversely impact our results of operations, cash flows and financial position.

Recent Developments

Going Private Transaction

On November 12, 2010, MCC entered into an Agreement and Plan of Merger (the "Merger Agreement"), by and among MCC, JMC Communications LLC ("JMC") and Rocco B. Commisso, MCC's founder, Chairman and Chief Executive Officer, who was also the sole member and manager of JMC, for the purpose of taking MCC private (the "Going Private Transaction").

At a special meeting of stockholders on March 4, 2011, MCC's stockholders voted to adopt the Merger Agreement. On the same date, JMC was merged with and into MCC, with MCC continuing as the surviving corporation, a private company that is wholly-owned by Mr. Commisso (the "Merger"). As a result of the Merger, among other things, each share of MCC's common stock (other than shares held by Mr. Commisso and his affiliates) was converted into the right to receive promptly after the Merger $8.75 in cash.

The Going Private Transaction required funding of approximately $381.5 million, including related transaction expenses, and was funded, in part, by capital distributions to MCC from us, consisting of $100.0 million of borrowings under our revolving credit facility and $36.5 million of cash on hand. The balance was funded by Mediacom Broadband LLC, another wholly-owned subsidiary of MCC.

Revenues, Costs and Expenses

Video revenues primarily represent monthly subscription fees charged to customers for our core cable products and services (including basic and digital cable programming services, wire maintenance, equipment rental and services to commercial establishments), pay-per-view charges, installation, reconnection and late payment fees, franchise fees and other ancillary revenues. HSD revenues primarily represent monthly fees charged to customers (including small to medium sized commercial establishments) for our HSD products and services and equipment rental fees, as well as fees charged to large-sized businesses for our scalable, fiber-based enterprise network products and services. Phone revenues primarily represent monthly fees charged to customers (including small to medium sized commercial establishments) for our phone service. Advertising revenues represent the sale of advertising placed on our video services.

As a result of competition and weak economic conditions, we have lost video customers in the past and our video revenues may decline in the foreseeable future if this trend continues. We believe this loss of revenue will be mostly offset through greater penetration of our advanced video services. We also expect to continue to expand our penetration of our HSD and phone services, which we believe will result in further growth in HSD and phone revenues. However, weak economic conditions, intense competition and, specific to phone, wireless substitution, may adversely affect future growth in HSD and phone customers. Advertising revenues are generally sensitive to the political election cycle, and we believe advertising revenues may decline in 2011, as 2010 was an election year.

Service costs consist of the direct costs related to providing and maintaining services to our customers. Significant service costs include: programming expenses; HSD costs, including costs of bandwidth connectivity and customer provisioning and costs related to our enterprise networks business and our network operations center; phone service costs, including delivery and other expenses; employee costs, including wages and other expenses for technical personnel who maintain our cable network, perform customer installation activities and provide customer support; and field operating costs, including the use of outside contractors, and vehicle, utility and pole rental expenses. These costs generally rise as a result of contractual increases in video programming rates, customer growth and inflationary cost increases for personnel, outside vendor 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. Our service costs may fluctuate depending on the level of investments we make in our cable systems, and the resulting operational efficiencies. In 2011, we completed a transition to an internal phone service platform, which greatly reduced our phone service expenses. We anticipate that our service costs, with the exception of programming expenses, will remain fairly consistent as a percentage of our revenues.

Video programming expenses, which are generally paid on a per subscriber basis, have historically been our largest single expense item. In recent years, we have experienced substantial increases in the cost of our programming, particularly sports and local broadcast programming, well in excess of the inflation rate or the change in the consumer price index. We believe that these expenses will continue to grow, due to the increasing demands of sports and other large programmers for contract renewals and television broadcast station owners for retransmission consent fees, including certain large programmers who also own major market television broadcast stations. While such growth in programming expenses can be partially offset by rate increases, we expect our video gross margins may continue to decline if increases in programming costs outpace any growth in video revenues.

Significant selling, general and administrative expenses include: wages and related expenses for our call center, customer service and support and administrative personnel; franchise fees and other taxes; bad debt expense; billing costs; advertising and marketing expenses; and general office administration costs. These expenses generally rise due to customer growth and inflationary cost increases for employees and other expenses. We anticipate that our selling, general and administrative expenses should remain fairly consistent as a percentage of our revenues.

Management fee expenses reflect 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.

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 value and compare the 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 (loss) as indicators of operating performance, or to the statement of cash flows as measures 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.

In our Annual Report on Form 10-K for the year ended December 31, 2010, we have presented OIBDA as adjusted for non-cash stock based compensation, or “Adjusted OIBDA.” As a result of the Going Private Transaction, such compensation plans have been terminated, and we believe OIBDA is the most appropriate measure to evaluate our performance and forecast future results.

Actual Results of Operations

Three Months Ended June 30, 2011 compared to Three Months Ended June 30, 2010

The table below sets forth our consolidated statements of operations and OIBDA for the three months ended June 30, 2011 and 2010 (dollars in thousands and percentage changes that are not meaningful are marked NM):

	Three Months Ended June 30,			
	2011	**2010**	**$ Change**	**% Change**
Revenues	$ 170,755	$ 163,739	$ 7,016	4.3%
Costs and expenses:				
Service costs (exclusive of depreciation and amortization)	74,455	73,243	1,212	1.7%
Selling, general and administrative expenses	28,652	27,322	1,330	4.9%
Management fee expense	2,847	3,046	(199)	(6.5%)
Depreciation and amortization	29,341	27,309	2,032	7.4%
Operating income	35,460	32,819	2,641	8.0%
Interest expense, net	(24,424)	(23,585)	(839)	3.6%
Loss on derivatives, net	(8,830)	(14,423)	5,593	(38.8%)
Loss on early extinguishment of debt	—	(1,234)	1,234	NM
Investment income from affiliate	4,500	4,500	—	NM
Other expense, net	(535)	(666)	131	(19.7%)
Net income (loss)	$ 6,171	$ (2,589)	$ 8,760	NM
OIBDA	$ 64,801	$ 60,128	$ 4,673	7.8%

The table below represents a reconciliation of OIBDA to operating income, which is the most directly comparable GAAP measure (dollars in thousands):

	Three Months Ended June 30, 2011	Three Months Ended June 30, 2010	$ Change	% Change
OIBDA	$ 64,801	$ 60,128	$ 4,673	7.8%
Depreciation and amortization	(29,341)	(27,309)	(2,032)	7.4%
Operating income	$ 35,460	$ 32,819	$ 2,641	8.0%

Revenues

The tables below set forth our revenues and selected subscriber, customer and average monthly revenue statistics as of, and for the three months ended, June 30, 2011 and 2010 (dollars in thousands, except per subscriber data):

	Three Months Ended June 30, 2011	Three Months Ended June 30, 2010	$ Change	% Change
Video	$ 102,382	$ 100,993	1,389	1.4%
HSD	48,493	43,849	4,644	10.6%
Phone	15,836	14,613	1,223	8.4%
Advertising	4,044	4,284	(240)	(5.6%)
Total Revenues	$ 170,755	$ 163,739	7,016	4.3%

	June 30, 2011	June 30, 2010	Increase/ (Decrease)	% Change
Basic subscribers	505,000	539,000	(34,000)	(6.3%)
HSD customers	385,000	367,000	18,000	4.9%
Phone customers	158,000	149,000	9,000	6.0%
Primary Service Units (PSUs)	1,048,000	1,055,000	(7,000)	(0.7%)
Digital customers	309,000	311,000	(2,000)	(0.6%)
Revenue Generating Units (RGUs)	1,357,000	1,366,000	(9,000)	(0.7%)
Average total monthly revenue per basic subscriber (1)	$ 110.95	$ 100.61	$ 10.34	10.3%
Average total monthly revenue per PSU (2)	$ 53.87	$ 51.88	$ 1.99	3.8%

(1) Represents average total monthly revenues for the period divided by average basic subscribers for such period.

(2) Represents average total monthly revenues for the period divided by average PSUs for such period.

Revenues increased 4.3%, primarily due to higher HSD and, to a lesser extent, video and phone revenues. Average total monthly revenue per basic subscriber increased 10.3% to $110.95, and average total monthly revenue per PSU increased 3.8% to $53.87.

Video revenues rose 1.4%, as lower levels of discounted pricing and, to a lesser extent, higher penetration of our advanced video services and greater revenues from customer fees were mostly offset by a lower number of basic subscribers. During the three months ended June 30, 2011, we lost 16,000 basic subscribers and 10,000 digital customers, as compared to a loss of 7,000 basic subscribers and an increase of 2,000 digital customers in the prior year period. As of June 30, 2011, we served 505,000 basic subscribers, or 39.1% of our estimated homes passed, and 309,000 digital customers, or 61.2% of our basic subscribers. As of June 30, 2011, 48.4% of our digital customers were taking our DVR and/or HDTV services, as compared to 41.4% as of the same date last year.

HSD revenues grew 10.6%, primarily due to a 4.9% increase in HSD customers and, to a lesser extent, greater revenues from equipment rentals and our enterprise networks business. During the three months ended June 30, 2011, we lost 1,000 HSD customers, as compared to an increase of 5,000 in the prior year period. As of June 30, 2011, we served 385,000 HSD customers, or 29.8% of our estimated homes passed.

Phone revenues were 8.4% higher, principally due to a 6.0% increase in phone customers. During the three months ended June 30, 2011, there was no change in phone customers, as compared to an increase of 8,000 phone customers in the prior year period. As of June 30, 2011, we served 158,000 phone customers, or 13.3% of our estimated marketable phone homes.

Advertising revenues were 5.6% lower, mainly due to lower levels of political advertising.

Costs and Expenses

Service costs grew 1.7%, primarily due to higher programming and field operating expenses, largely offset by lower phone service costs. Programming expenses were 3.6% higher, principally due to higher contractual rates and fees charged by our programming vendors and, to a lesser extent, greater retransmission consent expenses, offset in part by a lower number of basic subscribers. Field operating costs rose 16.0%, largely as a result of higher vehicle fuel and insurance, electricity and fiber lease expenses, offset in part by a lower usage of outside contractors. Phone service costs fell 43.7%, substantially due to cost savings provided by our transition to an internal phone service platform. Service costs as a percentage of revenues were 43.6% and 44.7% for the three months ended June 30, 2011 and 2010, respectively.

Selling, general and administrative expenses increased 4.9%, mainly a result of higher marketing and, to a lesser extent, bad debt expenses. Marketing expenses grew 10.2%, primarily due to increased employee and other expenses related to our business service marketing. Bad debt expense rose 11.9% largely due to a higher average balance of written off accounts and, to a lesser extent, greater collection expenses. Selling, general and administrative expenses as a percentage of revenues were 16.8% and 16.7% for the three months ended June 30, 2011 and 2010, respectively.

Management fee expense was 6.5% lower, reflecting lower overhead charges at MCC. Management fee expense as a percentage of revenues were 1.7% and 1.9% for the three months ended June 30, 2011 and 2010, respectively.

Depreciation and amortization increased 7.4%, largely a result of the depreciation of new investments related to our internal phone service platform.

OIBDA

OIBDA rose 7.8%, primarily due to greater revenues and constrained growth in service costs.

Operating Income

Operating income increased 8.0%, as the growth in OIBDA was partly offset by higher depreciation and amortization.

Interest Expense, Net

Interest expense, net, increased 3.6%, mainly due to higher average outstanding balances under our bank credit facility (the “credit facility”), offset in part by a lower average cost of debt.

Loss on Derivatives, Net

As of June 30, 2011, we had interest rate exchange agreements, or interest rate swaps, with an aggregate notional amount of $1.3 billion, of which $600 million are forward-starting interest rate swaps. These interest rate swaps have not been designated as hedges for accounting purposes, and the changes in their mark-to-market values are derived primarily from changes in market interest rates and the decrease in their time to maturity. As a result of the quarterly mark-to-market valuation of these interest rate swaps based upon information provided by our counterparties, we recorded a net loss on derivatives of $8.8 million and $14.4 million for the three months ended June 30, 2011 and 2010, respectively.

Loss on Early Extinguishment of Debt

Loss on early extinguishment of debt totaled $1.2 million for the three months ended June 30, 2010. This amount represented the write-off of certain deferred financing costs associated with prior financings that were repaid during the period.

Investment Income from Affiliate

Investment income from affiliate was $4.5 million for each of the three months ended June 30, 2011 and 2010. This amount represents the investment income on our $150.0 million preferred equity investment in Mediacom Broadband LLC.

Other Expense, Net

Other expense, net, was $0.5 million and $0.7 million for the three months ended June 30, 2011 and 2010, respectively. During the three months ended June 30, 2011, other expense, net, substantially consisted of revolving credit facility commitment fees. During the three months ended June 30, 2010, other expense, net, consisted of $0.6 million of revolving credit facility commitment fees and $0.1 million of other fees.

Net Income (Loss)

As a result of the factors described above, we recognized net income of $6.2 million for the three months ended June 30, 2011, compared to a net loss of $2.6 million for the three months ended June 30, 2010.

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Actual Results of Operations

Six Months Ended June 30, 2011 compared to Six Months Ended June 30, 2010

The table below sets forth our consolidated statements of operations and OIBDA for the six months ended June 30, 2011 and 2010 (dollars in thousands and percentage changes that are not meaningful are marked NM):

	Six Months Ended June 30,			
	2011	2010	$ Change	% Change
Revenues	$ 337,062	$ 323,639	$ 13,423	4.1%
Costs and expenses:				
Service costs (exclusive of depreciation and amortization)	151,016	144,503	6,513	4.5%
Selling, general and administrative expenses	56,193	53,736	2,457	4.6%
Management fee expense	5,928	6,015	(87)	(1.4%)
Depreciation and amortization	58,573	54,210	4,363	8.0%
Operating income	65,352	65,175	177	0.3%
Interest expense, net	(49,435)	(45,430)	(4,005)	8.8%
Loss on derivatives, net	(1,128)	(20,884)	19,756	NM
Loss on early extinguishment of debt	—	(1,234)	1,234	NM
Investment income from affiliate	9,000	9,000	—	NM
Other expense, net	(1,091)	(1,418)	327	(23.1%)
Net income	$ 22,698	$ 5,209	$ 17,489	NM
OIBDA	$ 123,925	$ 119,385	$ 4,540	3.8%

The table below represents a reconciliation of OIBDA to operating income, which is the most directly comparable GAAP measure (dollars in thousands):

	Six Months Ended June 30,			
	2011	2010	$ Change	% Change
OIBDA	$ 123,925	$ 119,385	$ 4,540	3.8%
Depreciation and amortization	(58,573)	(54,210)	(4,363)	8.0%
Operating income	$ 65,352	$ 65,175	$ 177	0.3%

Revenues

The tables below set forth our revenues and selected subscriber, customer and average monthly revenue statistics as of, and for the six months ended, June 30, 2011 and 2010 (dollars in thousands, except per subscriber data):

	Six Months Ended June 30,			
	2011	**2010**	**$ Change**	**% Change**
Video	$ 203,728	$ 199,905	$ 3,823	1.9%
HSD	95,085	86,731	8,354	9.6%
Phone	30,961	28,915	2,046	7.1%
Advertising	7,288	8,088	(800)	(9.9%)
Total	$ 337,062	$ 323,639	$ 13,423	4.1%

	June 30,			
	2011	**2010**	**Increase (Decrease)**	**% Change**
Basic subscribers	505,000	539,000	(34,000)	(6.3%)
HSD customers	385,000	367,000	18,000	4.9%
Phone customers	158,000	149,000	9,000	6.0%
Primary Service Units (PSUs)	1,048,000	1,055,000	(7,000)	(0.7%)
Digital customers	309,000	311,000	(2,000)	(0.6%)
Revenue Generating Units (RGUs)	1,357,000	1,366,000	(9,000)	(0.7%)
Average total monthly revenue per basic subscriber	$ 108.55	$ 99.25	$ 9.30	9.4%
Average total monthly revenue per PSU	$ 53.15	$ 51.67	$ 1.48	2.9%

Revenues increased 4.1%, primarily due to higher HSD and, to a much lesser extent, video and phone revenues. Average total monthly revenue per basic subscriber increased 9.4% to $108.55, and average total monthly revenue per PSU increased 2.9% to $53.15.

Video revenues were 1.9% higher, as lower levels of discounted pricing and, to a lesser extent, greater revenues from customer fees and increased penetration of our advanced video services were mostly offset by a lower number of basic subscribers. During the six months ended June 30, 2011, we lost 25,000 basic subscribers and 13,000 digital customers, as compared to a loss of 9,000 basic subscribers and an increase of 11,000 digital customers in the prior year period.

HSD revenues grew 9.6%, primarily due to the increase in HSD customers and, to a lesser extent, greater revenues from our enterprise networks business. During the six months ended June 30, 2011, we gained 6,000 HSD customers, as compared to an increase of 17,000 in the prior year period.

Phone revenues rose 7.1%, principally due to the increase in phone customers. During the six months ended June 30, 2011, we gained 1,000 phone customers, as compared to a gain of 14,000 phone customers in the prior year period.

Advertising revenues fell 9.9%, primarily due to lower levels of automotive and political advertising.

Costs and Expenses

Service costs grew 4.5%, primarily due to higher programming and, to a lesser extent, field operating expenses, offset in part by lower phone service costs. Programming expenses increased 5.0%, principally due to higher contractual rates and fees charged by our programming vendors, offset in part by a lower number of basic subscribers. Field operating costs rose 16.3%, largely as a result of higher vehicle fuel and repair, fiber lease and electricity costs, offset in part by a lower usage of outside contractors. Phone service costs fell 23.8%, substantially due to cost savings provided by our transition to an internal phone service platform. Service costs as a percentage of revenues were 44.8% and 44.6% for the six months ended June 30, 2011 and 2010, respectively.

Selling, general and administrative expenses increased 4.6%, mainly due to higher marketing and, to a lesser extent, bad debt expense. Marketing expenses grew 12.4%, primarily due to increased employee and other expenses related to our business service marketing. Bad debt expense rose 14.0% largely due to a higher average balance of written off accounts and, to a lesser extent, greater collection expenses. Selling, general and administrative expenses as a percentage of revenues were 16.7% and 16.6% for the six months ended June 30, 2011 and 2010, respectively.

Management fee expense was 1.4% lower, reflecting lower overhead charges at MCC. Management fee expense as a percentage of revenues were 1.8% and 1.9% for the six months ended June 30, 2011 and 2010, respectively.

Depreciation and amortization rose 8.0%, largely a result of the depreciation of new investments related to our internal phone service platform.

OIBDA

OIBDA grew 3.8%, primarily due to greater revenues, offset in part by higher service costs and, to a lesser extent, selling, general and administrative expenses.

Operating Income

Operating income increased 0.3%, as the growth in OIBDA was mostly offset by higher depreciation and amortization.

Interest Expense, Net

Interest expense, net, rose 8.8%, mainly due to higher average outstanding balances under our bank credit facility, offset in part by a lower average cost of debt.

Loss on Derivatives, Net

As a result of changes to the mark-to-market valuation of our interest rate exchange agreements, we recorded a net loss on derivatives of $1.1 million and $20.9 million for the six months ended June 30, 2011 and 2010, respectively.

Loss on Early Extinguishment of Debt

Loss on early extinguishment of debt totaled $1.2 million for the six months ended June 30, 2010. This amount represented the write-off of certain deferred financing costs associated with prior financings that were repaid during the period.

Other Expense, Net

Other expense, net, was $1.1 million and $1.4 million for the six months ended June 30, 2011 and 2010, respectively. During the six months ended June 30, 2011, other expense, net, consisted of $1.0 million of revolving credit facility commitment fees and $0.1 million of other fees. During the six months ended June 30, 2010, other expense, net, consisted of $1.1 million of revolving credit facility commitment fees and $0.3 million of other fees.

Net Income

As a result of the factors described above, we recognized net income of $22.7 million for the six months ended June 30, 2011, compared to $5.2 million in the prior year period.

Liquidity and Capital Resources

Overview

Our net cash flows provided by operating activities are primarily used to fund network investments to accommodate customer growth and the further deployment of our advanced products and services, as well as scheduled repayments of our external financing and contributions to MCC. Our liquidity needs in the foreseeable future include, as of June 30, 2011, scheduled term loan amortization of $6.0 million during the remainder of 2011 and $12.0 million in each of the years ending December 31, 2012 through December 31, 2014, and $87.4 million of outstanding loans under our revolving credit facility, which expires December 31, 2014. As of June 30, 2011, our sources of liquidity included $8.6 million of cash on hand and $207.4 million of unused and available lines under our revolving credit facility. We believe that cash generated by us, and available to us through our borrowing capacity under the revolving credit facility, will meet our anticipated capital and liquidity needs for the foreseeable future.

In the longer term, specifically 2015 and beyond, we do not expect to generate sufficient net cash flows from operations to fund our maturing term loans and senior notes. If we are unable to obtain sufficient future financing on similar terms as we currently experience, 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 continue to be able to access these markets in the future as necessary.

Net Cash Flows Provided by Operating Activities

Net cash flows provided by operating activities were $79.3 million for the six months ended June 30, 2011, primarily due to OIBDA of $123.9 million, mostly offset by interest expense of $49.4 million and, to a much lesser extent, the net change in operating assets and liabilities of $5.1 million. The net change in operating assets and liabilities was largely a result of an increase in accounts receivable, net of $5.5 million, and to a lesser extent, an increase in prepaid expenses and other assets of $1.8 million, offset by a increase in deferred revenue of $1.6 million.

Net cash flows provided by operating activities were $38.7 million for the six months ended June 30, 2010, primarily due to OIBDA of $119.4 million, offset in part by interest expense of $45.4 million and the net change in operating assets and liabilities of $44.6 million. The net change in operating assets and liabilities was substantially due to a decrease in accounts payable, accrued expenses and other current liabilities of $43.8 million.

Net Cash Flows Used in Investing Activities

Capital expenditures continue to be our primary use of capital resources and the majority of our net cash flows used in investing activities. Net cash flows used in investing activities were $37.9 million for the six months ended June 30, 2011, as compared to $49.8 million in the prior year period. The $11.9 million decline in net cash flows used in investing activities was due to an $8.9 million redemption of restricted cash and cash equivalents and, to a lesser extent, a $3.0 million reduction in capital spending. The decrease in capital spending largely reflects reduced outlays for investments in our phone service platform and customer premise equipment, offset by scalable infrastructure for our HSD service.

Net Cash Flows (Used in) Provided By Financing Activities

Net cash flows used in financing activities were $54.8 million for the six months ended June 30, 2011, primarily due to capital distributions to MCC of $136.5 million, offset in part by net borrowings of $81.4 million under the credit facility. The capital distributions to MCC partially funded the Going Private Transaction (see *"— Recent Developments — Going Private Transaction"* above).

Net cash flows provided by financing activities were $11.4 million for the six months ended June 30, 2010, primarily due to capital contributions from MCC of $45.0 million and, to a lesser extent, net borrowings of debt of $15.0 million offset in part by capital distributions to parent of $37.0 million, financing costs of $6.9 million and other financing activities, principally book overdrafts, of $4.7 million.

Capital Structure

As of June 30, 2011, our outstanding total indebtedness was $1.600 billion, of which approximately 65.6% was at fixed interest rates or subject to interest rate protection. During the six months ended June 30, 2011, we paid cash interest of $48.3 million, net of capitalized interest.

Bank Credit Facility

As of June 30, 2011, we had a $1.467 billion credit facility, of which $1.250 billion was outstanding. As of the same date, we had $207.4 million of unused lines under our $304.2 million revolving credit facility, after giving effect to $87.4 million of outstanding loans and $9.4 million of letters of credit issued to various parties as collateral. As of the same date, based on the terms and conditions of our debt arrangements, all of our unused revolving credit lines were available to be borrowed and used for general corporate purposes. Our revolving credit commitments are scheduled to expire in the amounts of $79.0 million and $225.2 million on September 30, 2011 and December 31, 2014, respectively.

We use interest rate exchange agreements, or interest rate swaps, in order to fix the variable portion of debt under the credit facility to reduce the potential volatility in our interest expense that would otherwise result from changes in market interest rates. As of June 30, 2011, we had interest rate swaps with various banks pursuant to which the rate on $700 million of floating rate debt was fixed at a weighted average rate of 2.9%. As of the same date, we also had $600 million of forward starting interest rate swaps with a weighted average fixed rate of approximately 3.0%. Including the effects of such interest rate swaps, the average interest rates on outstanding debt under the credit facility as of June 30, 2011 and 2010 were 4.9% and 5.2%, respectively.

Senior Notes

As of June 30, 2011, we had $350.0 million of outstanding senior notes.

Covenant Compliance and Debt Ratings

For all periods through June 30, 2011, we were in compliance with all of the covenants under the credit facility and senior note arrangements. We do not believe that we will have any difficulty complying with any of the applicable covenants in the near future.

Our future access to the debt markets and the terms and conditions we receive are influenced by our debt ratings. Our corporate credit ratings are B1, with a stable outlook, by Moody's, and B+, with a stable outlook, by Standard and Poor's. Any future downgrade to our 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. However, there are no covenants, events of default, borrowing conditions or other terms in the credit facility or senior note arrangements that are based on changes in our credit rating assigned by any rating agency.

Contractual Obligations and Commercial Commitments

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, 2010.

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, please refer to our annual report on Form 10-K for the year ended December 31, 2010.

Goodwill and Other Intangible Assets

In accordance with the Financial Accounting Standards Board's Accounting Standards Codification 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 cable franchise rights and goodwill are indefinite-lived assets and therefore not amortizable.

We directly assess the value of cable franchise rights for impairment under ASC 350 by utilizing a discounted cash flow methodology. In performing an impairment test in accordance with ASC 350, we make assumptions, such as future cash flow expectations, unit growth, competition, industry outlook, capital expenditures, and other future benefits related to cable franchise rights, which are consistent with the expectations of buyers and sellers of cable systems in determining fair value. If the determined fair value of our cable franchise rights is less than the carrying amount on the financial statements, an impairment charge would be recognized for the difference between the fair value and the carrying value of such assets.

Goodwill impairment is determined using a two-step process. The first step compares the fair value of a reporting unit with our carrying amount, including goodwill. If the fair value of a reporting unit exceeds our carrying amount, goodwill of the reporting unit is considered not impaired and the second step is unnecessary. If the carrying amount of a reporting unit exceeds our fair value, the second step is performed to measure the amount of impairment loss, if any. The second step compares the implied fair value of the reporting unit's goodwill, calculated using the residual method, with the carrying amount of that goodwill. If the carrying amount of the goodwill exceeds the implied fair value, the excess is recognized as an impairment loss. We have determined that we have one reporting unit for the purpose of applying ASC 350, Mediacom LLC. Our most recently completed annual impairment test was conducted as of October 1, 2010, and we will be conducting our next annual impairment test as of October 1, 2011.

In accordance with Accounting Standards Update 2010-28 ("ASU 2010-28") — *When to Perform Step 2 of the Goodwill Impairment Test for Reporting Units with Zero or Negative Carrying Amounts (a consensus of the FASB Emerging Issues Task Force)*, we have evaluated the qualitative factors surrounding our Mediacom LLC reporting unit with its negative equity carrying value. We do not believe that it is "more likely than not" that a goodwill impairment exists. As such, we have not performed Step 2 of the goodwill impairment test.

The economic conditions currently affecting the U.S. economy and the long-term impact on the fundamentals of our business may have a negative impact on the fair values of the assets in our reporting units. This may result in the recognition of an impairment loss in the future. Because we believe there has not been a meaningful change in the long-term fundamentals of our business during the first six months of 2011, we have determined that there has been no triggering event under ASC 350, and as such, no interim impairment test was required as of June 30, 2011.

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 subscribers. 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.

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, 2010.

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 June 30, 2011.

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 June 30, 2011 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 June 30, 2011.

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 June 30, 2011 that has materially affected, or is reasonably likely to materially affect, Mediacom Capital's internal control over financial reporting.

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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, 2010.

ITEM 6. EXHIBITS

Exhibit Number	Exhibit Description
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

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.

MEDIACOM LLC

August 12, 2011

By: /s/ Mark E. Stephan
Mark E. Stephan
Executive Vice President and Chief Financial Officer

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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.

MEDIACOM CAPITAL CORPORATION

August 12, 2011

By: /s/ Mark E. Stephan
Mark E. Stephan
Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit Number	Exhibit Description
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

Exhibit 31.1

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 l5d-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 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.

August 12, 2011

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 l5d-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 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.

August 12, 2011

By: /s/ MARK E. STEPHAN

Mark E. Stephan
Executive Vice President and Chief Financial Officer

Exhibit 31.2

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 l5d-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 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.

August 12, 2011

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 l5d-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 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.

August 12, 2011

By: /s/ MARK E. STEPHAN

Mark E. Stephan
Executive Vice President and Chief Financial Officer

Exhibit 32.1

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 June 30, 2011 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.

August 12, 2011

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

Exhibit 32.2

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 June 30, 2011 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.

August 12, 2011

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