



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, 2004*

Commission File Numbers: 333-72440  
333-72440-01

**Mediacom Broadband LLC**  
**Mediacom Broadband Corporation\***

*(Exact names of Registrants as specified in their charters)*

Delaware  
Delaware  
*(State or other jurisdiction of  
incorporation or organization)*

06-1615412  
06-1630167  
*(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. Yes  No

Indicate by checkmark whether the registrants are accelerated filers (as defined in Rule 12b-2 of the Act). Yes  No

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

\*Mediacom Broadband 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.

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MEDIACOM BROADBAND LLC AND SUBSIDIARIES

FORM 10-Q  
FOR THE PERIOD ENDED JUNE 30, 2004

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[CERTIFICATION](#)  
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You should carefully review the information contained in this Quarterly Report and in other reports or documents that we file from time to time with the Securities and Exchange Commission (the "SEC"). In this Quarterly Report, we state our beliefs of future events and of our future financial performance. In some cases, you can identify those so-called "forward-looking statements" by words such as "may," "will," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential," or "continue" or the negative of those words and other comparable words. You should be aware that those statements are only our predictions. Actual events or results may differ materially. In evaluating those statements, you should specifically consider various factors, including the risks discussed in our Annual Report on Form 10-K for the year ended December 31, 2003 and other reports or documents that we file from time to time with the SEC. Those factors may cause our actual results to differ materially from any of our forward-looking statements. All forward-looking statements attributable to us, or a person acting on our behalf, are expressly qualified in their entirety by this cautionary statement.

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## PART I

## ITEM 1. FINANCIAL STATEMENTS

## MEDIACOM BROADBAND LLC AND SUBSIDIARIES

## CONSOLIDATED BALANCE SHEETS

(Dollar amounts in 000's)

(Unaudited)

	June 30, 2004	December 31, 2003
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	\$ 12,689	\$ 9,379
Investment	—	644
Subscriber accounts receivable, net of allowance for doubtful accounts of \$2,905 and \$2,455, respectively	32,965	34,522
Prepaid expenses and other assets	2,801	9,853
Total current assets	48,455	54,398
Investment in cable television systems:		
Property, plant and equipment, net of accumulated depreciation of \$253,679 and \$204,305, respectively	727,921	743,120
Intangible assets, net of accumulated amortization of \$54,900 and \$53,377, respectively	1,472,631	1,473,854
Total investment in cable television systems	2,200,552	2,216,974
Other assets, net of accumulated amortization of \$6,284 and \$5,176, respectively	15,305	16,412
Total assets	<u>\$2,264,312</u>	<u>\$2,287,784</u>
<b>LIABILITIES AND MEMBER'S DEFICIT</b>		
<b>CURRENT LIABILITIES</b>		
Accrued liabilities	\$ 121,162	\$ 148,969
Deferred revenue	20,475	20,202
Current portion of long-term debt	27,295	9,771
Total current liabilities	168,932	178,942
Long-term debt, less current portion	1,326,817	1,344,897
Other non-current liabilities	15,603	24,929
Total liabilities	1,511,352	1,548,768
PREFERRED MEMBER'S INTERESTS	150,000	150,000
<b>MEMBER'S EQUITY</b>		
Capital Contributions	725,000	725,000
Accumulated deficit	(122,040)	(135,984)
Total member's deficit	602,960	589,016
Total liabilities and member's deficit	<u>\$2,264,312</u>	<u>\$2,287,784</u>

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

**MEDIACOM BROADBAND LLC AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF OPERATIONS****(Amounts in 000's, except per share data)****(Unaudited)**

	Three Months Ended June 30,	
	2004	2003
Revenues	\$146,462	\$138,602
Costs and expenses:		
Service costs (exclusive of depreciation and amortization of \$27,494 and \$34,833, respectively, shown separately below)	55,377	53,928
Selling, general and administrative expenses	31,135	28,524
Management fee expense	2,723	2,149
Depreciation and amortization	27,494	34,833
Operating income	29,733	19,168
Interest expense, net	(21,353)	(21,160)
Gain (loss) on derivatives, net	13,005	(5,769)
Other expense	(1,105)	(1,193)
Net income (loss)	<u>\$ 20,280</u>	<u>\$ (8,954)</u>

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

**MEDIACOM BROADBAND LLC AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF OPERATIONS****(Amounts in 000's, except per share data)****(Unaudited)**

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	<b>Six Months Ended June 30,</b>	
	<b>2004</b>	<b>2003</b>
Revenues	\$291,124	\$272,267
Costs and expenses:		
Service costs (exclusive of depreciation and amortization of \$53,343 and \$63,036, respectively, shown separately below)	111,494	107,596
Selling, general and administrative expenses	62,192	56,677
Management fee expense	5,408	4,185
Depreciation and amortization	53,343	63,036
Operating income	58,687	40,773
Interest expense, net	(42,348)	(41,449)
Gain (loss) on derivatives, net	8,846	(7,403)
Other expense	(2,241)	(2,324)
Net income (loss)	<u>\$ 22,944</u>	<u>\$ (10,403)</u>

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

**MEDIACOM BROADBAND LLC AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CASH FLOWS****(Dollar amounts in 000's)****(Unaudited)**

	<b>Six Months Ended June 30,</b>	
	<b>2004</b>	<b>2003</b>
<b>CASH FLOWS PROVIDED BY OPERATING ACTIVITIES:</b>		
Net income (loss)	\$ 22,944	\$(10,403)
Adjustments to reconcile net income (loss) to net cash from operating activities:		
Depreciation and amortization	53,343	63,036
(Gain) loss on derivatives, net	(8,846)	7,403
Amortization of deferred financing costs	1,107	1,092
Changes in assets and liabilities, net of effects from acquisitions:		
Subscriber accounts receivable, net	1,557	1,893
Prepaid expenses and other assets	7,052	690
Accrued liabilities	(27,807)	(17,255)
Deferred revenue	273	1,047
Other non-current liabilities	(1,113)	7,913
Net cash flows provided by operating activities	<u>48,510</u>	<u>55,416</u>
<b>CASH FLOWS USED IN INVESTING ACTIVITIES:</b>		
Capital expenditures	(35,644)	(72,181)
Proceeds from sales of investments	—	8,960
Other investing activities	—	(442)
Net cash flows used in investing activities	<u>(35,644)</u>	<u>(63,663)</u>
<b>CASH FLOWS (USED IN) PROVIDED BY FINANCING ACTIVITIES:</b>		
New borrowings	65,000	62,000
Repayment of debt	(65,556)	(33,225)
Dividend payments on preferred members' interests	(9,000)	(9,000)
Dividend payment to parent	—	(4,530)
Net cash flows (used in) provided by financing activities	<u>(9,556)</u>	<u>15,245</u>
Net increase in cash and cash equivalents	3,310	6,998
CASH AND CASH EQUIVALENTS, beginning of period	9,379	10,307
CASH AND CASH EQUIVALENTS, end of period	<u>\$ 12,689</u>	<u>\$ 17,305</u>
<b>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:</b>		
Cash paid during the period for interest, net of amounts capitalized	\$ 42,671	\$ 42,851
<b>SUPPLEMENTAL DISCLOSURES OF NONCASH INVESTING ACTIVITIES:</b>		
Capital expenditures financed through capital leases	\$ —	\$ 5,082

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

**MEDIACOM BROADBAND LLC AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(Unaudited)**

**(1) Organization**

Mediacom Broadband LLC (“Mediacom Broadband,” and collectively with its subsidiaries, the “Company”), a Delaware limited liability company wholly-owned by Mediacom Communications Corporation (“MCC”), was organized for the purpose of acquiring cable systems from AT&T Broadband, LLC in 2001.

Mediacom Broadband relies on its parent, MCC, for various services such as corporate and administrative support. The financial position, results of operations and cash flows of Mediacom Broadband could differ from those that would have resulted had Mediacom Broadband operated autonomously or as an entity independent of MCC.

Mediacom Broadband Corporation, a Delaware corporation wholly-owned by Mediacom Broadband, co-issued, jointly and severally with Mediacom Broadband, \$400.0 million aggregate principal amount of the 11% senior notes due July 15, 2013. Mediacom Broadband Corporation has no operations, revenues or cash flows. The Company maintains a one-hundred dollar receivable from an affiliate and common stock on its balance sheet. Therefore, separate financial statements have not been presented for this entity.

**(2) Statement of Accounting Presentation and Other Information**

***Basis of Preparation of Unaudited Consolidated Financial Statements***

Mediacom Broadband has prepared these unaudited consolidated financial statements as of March 31, 2004 and 2003. In the opinion of management, such statements include all adjustments, consisting of normal recurring accruals and adjustments, necessary for a fair presentation of the Company’s 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 additional disclosures, including a summary of the Company’s accounting policies, the interim unaudited consolidated financial statements should be read in conjunction with the Company’s Annual Report on Form 10-K for the year ended December 31, 2003 (File Nos. 333-72440 and 333-72440-01). 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, 2004.

***Change in Estimate***

Effective July 1, 2003, the Company changed the estimated useful lives of certain plant and equipment of its cable systems in conjunction with the Company’s completed network upgrade and rebuild program. The changes in estimated useful lives were made to reflect management’s evaluation of the longer economic lives of the Company’s upgraded and rebuilt network. The weighted average useful lives of such fixed assets changed from approximately 7 years to approximately 12 years. These changes were made on a prospective basis effective July 1, 2003 and resulted in a reduction of depreciation expense and a corresponding increase in net income of approximately \$11.4 million and \$22.7 million for the three and six months ended June 30, 2004, respectively.

***Property, Plant and Equipment***

Property, plant and equipment are recorded at cost. Additions to property, plant and equipment generally include material, labor and indirect costs. Depreciation is calculated on a straight-line basis over the following useful lives:

Buildings	40 Years
Leasehold improvements	Life of respective lease
Cable systems and equipments and subscriber devices	4 to 20 years
Vehicles	5 years
Furniture, fixtures and office equipment	5 years



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

The Company capitalizes improvements that extend asset lives and expenses repairs and maintenance as incurred. At the time of retirements, or other dispositions of property, the original cost and related accumulated depreciation are removed from the respective accounts and the losses are presented as a component of depreciation expense.

The Company capitalizes the costs associated with the construction of cable transmission and distribution facilities, and new cable installations. Costs include direct labor and material, as well as certain indirect costs. The Company performs periodic evaluations of certain estimates used to determine such costs that are capitalized. Any changes to these estimates, which may be significant, are applied in the period in which the evaluations were completed. The costs of disconnecting service at a customer's dwelling or reconnecting to a previously installed dwelling are charged as expense in the period incurred. Costs associated with subsequent installations of additional services not previously installed at a customer's dwelling are capitalized to the extent such costs are incremental and directly attributable to the installation of such additional services.

***Comprehensive Income***

SFAS No. 130, "Reporting Comprehensive Income" ("SFAS 130") requires companies to classify items of other comprehensive income by their nature in the financial statements and display the accumulated balance of other comprehensive income separately from retained earnings and additional paid-in capital in the equity section of a statement of financial position. The Company has had no other comprehensive income items to report.

***Reclassifications***

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

**(3) Property, Plant and Equipment**

As of June 30, 2004 and December 31, 2003, property, plant and equipment consisted of (dollars in thousands):

	<b>June 30, 2004</b>	<b>December 31, 2003</b>
Land and land improvements	\$ 4,547	\$ 4,518
Buildings and leasehold improvements	23,557	22,941
Cable systems, equipment and subscriber devices	912,842	878,600
Vehicles	32,101	33,491
Furniture, fixtures and office equipment	8,553	7,875
	<u>981,600</u>	<u>947,425</u>
Accumulated depreciation	<u>(253,679)</u>	<u>(204,305)</u>
Property, plant and equipment, net	<u>\$ 727,921</u>	<u>\$ 743,120</u>

Depreciation expense for the three and six months ended June 30, 2004 was approximately \$27.0 million and \$51.8 million, respectively and \$34.2 million and \$62.0 million for the respective periods in 2003.

**MEDIACOM BROADBAND LLC AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(Unaudited)****(4) Intangible Assets**

The Company operates its cable systems under non-exclusive cable franchises that are granted by state or local government authorities for varying lengths of time. The Company acquired these cable franchises through acquisitions of cable systems and accounted for them using the purchase method of accounting.

Indefinite-lived intangible assets include goodwill and cable franchise costs and are accounted for in accordance with SFAS No. 142 "Goodwill and Other Intangible Assets". The provisions of SFAS No. 142, which were adopted by the Company on January 1, 2002, prohibit the amortization of indefinite-lived intangible assets and goodwill, but require such assets to be tested annually for impairment, or more frequently if impairment indicators arise. The Company has determined that its cable franchise costs and goodwill are indefinite-lived assets. Accordingly, on January 1, 2002, the Company ceased the amortization of its indefinite-lived intangible assets. Other finite-lived intangible assets, which consist primarily of subscriber lists and covenants not to compete, continue to be amortized over their useful lives of 5 to 10 years and 5 years, respectively. The following table summarizes the net asset value for each intangible asset category as of June 30, 2004 and December 31, 2003 (dollars in thousands):

<u>June 30, 2004</u>	<u>Gross Asset Value</u>	<u>Accumulated Amortization</u>	<u>Net Asset Value</u>
Franchise costs	\$1,289,826	\$38,752	\$1,251,074
Goodwill	204,582	—	204,582
Subscriber Lists	33,123	16,148	16,975
	<u>\$1,527,531</u>	<u>\$54,900</u>	<u>\$1,472,631</u>
<u>December 31, 2003</u>	<u>Gross Asset Value</u>	<u>Accumulated Amortization</u>	<u>Net Asset Value</u>
Franchise costs	\$1,289,526	\$38,752	\$1,250,774
Goodwill	204,582	—	204,582
Subscriber Lists	33,123	14,625	18,498
	<u>\$1,527,231</u>	<u>\$53,377</u>	<u>\$1,473,854</u>

Amortization expense for the three and six months ended June 30, 2004 was approximately \$0.5 million and \$1.5 million, respectively and \$0.6 million and \$1.0 million for the respective periods in 2003. The Company's estimated future aggregate amortization expense for 2004 through 2008 and beyond is \$1.0 million, \$2.1 million, \$2.1 million, \$2.1 million, \$2.1 million and \$7.6 million, respectively.

**(5) Accrued Liabilities**

Accrued liabilities consist of the following as of June 30, 2004 and December 31, 2003 (dollars in thousands):

	<u>June 30, 2004</u>	<u>December 31, 2003</u>
Accrued interest	\$ 23,687	\$ 24,012
Accrued payroll and benefits	10,544	10,588
Accrued programming costs	43,078	63,152
Accrued property, plant and equipment	4,734	12,899
Accrued taxes and fees	13,511	16,303
Accrued telecommunications	10,497	8,214
Other accrued expenses	15,111	13,801
	<u>\$121,162</u>	<u>\$148,969</u>

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

**(6) Debt**

As of June 30, 2004 and December 31, 2003, debt consisted of (dollars in thousands):

	<u>June 30, 2004</u>	<u>December 31, 2003</u>
Bank credit facilities	\$ 950,000	\$ 950,000
11% senior notes	400,000	400,000
Capital lease obligations	4,112	4,668
	<u>\$1,354,112</u>	<u>\$1,354,668</u>
Less: Current portion	27,295	9,771
Total long-term debt	<u>\$1,326,817</u>	<u>\$1,344,897</u>

The average interest on outstanding debt under the bank credit facility for the three and six months ended June 30, 2004, was 3.2%, before giving effect to the interest rate exchange agreements discussed below. As of June 30, 2004, the Company had unused credit commitments of approximately \$441.9 million under its bank credit facility, of which about \$360.9 million could be borrowed and used for general corporate purposes based on the terms and conditions of the Company's debt arrangements. The Company was in compliance with all covenants under its debt arrangements for all periods through June 30, 2004.

The Company uses interest rate exchange agreements with counterparties to fix the interest rate on a portion of its floating rate debt. As of June 30, 2004, the Company had interest rate exchange agreements with various banks pursuant to which the interest rate on \$500.0 million is fixed at a weighted average rate of approximately 3.4%. This fixed rate is then adjusted, if necessary, by the applicable three-month London Interbank Offering Rate to determine the interest expense related to the Company's interest rate swap agreements. The changes in their mark-to-market values are derived from changes in market interest rates, the decrease in their time to maturity and the creditworthiness of the counterparties. The Company's use of interest rate exchange agreements may result in short-term gains or losses and may increase the volatility of earnings. The Company had a gain of \$13.0 million and \$8.8 million, respectively, for the three and six months ended June 30, 2004, as compared to a loss of \$5.8 million and \$7.4 million, respectively, for the three and six months ended June 30, 2003.

Under the terms of the interest rate exchange agreements, which expire from 2005 through 2007, the Company is exposed to credit loss in the event of nonperformance by the other parties. However, due to the high creditworthiness of the Company's counterparties, which are major banking firms rated investment grade, the Company does not anticipate their nonperformance. The fair value of the interest rate exchange agreements is the estimated amount that the Company would receive or pay to terminate such agreements, taking into account current interest rates, their remaining lives and the current creditworthiness of the Company's counterparties. At June 30, 2004, based on the mark-to-market valuation, the Company would have paid approximately \$3.4 million if these agreements were terminated, inclusive of accrued interest.

**(7) Preferred Members' Interests**

Mediacom LLC, a wholly-owned subsidiary of MCC, has a \$150.0 million preferred equity investment in the Company. The preferred equity investment has a 12% annual dividend, payable quarterly in cash. During the six months ended June 30, 2004 and 2003, the Company paid \$9.0 million in cash dividends on the preferred equity.

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

**(8) Contingency**

On April 5, 2004, a lawsuit was filed against MCC Georgia LLC, one of the Company's subsidiaries, its parent, Mediacom Communications Corporation, and other, currently unnamed potential defendants in the United States District Court for the District of Colorado by EchoStar Satellite LLC, which operates a direct broadcast satellite business under the name "Dish Network". EchoStar alleges that systems operated by MCC Georgia LLC have used, without authorization, Dish Network satellite dishes activated under residential accounts to receive the signals of certain broadcast television stations in one or more locations in Georgia and that it has then been redistributing those signals, through its cable systems, to its subscribers. Among other claims, the complaint filed by EchoStar alleges that these actions violate a provision of the Communications Act of 1934 (47 U.S.C. Sec. 605) that prohibits unauthorized interception of radio communications. The plaintiff seeks injunctive relief, actual and statutory damages, disgorgement of profits, punitive damages and litigation costs, including attorneys' fees.

MCC Georgia LLC and the Company's parent company have advised it that they intend to vigorously defend against these claims. At the present time, the Company is unable to reasonably evaluate the likelihood of an unfavorable outcome or quantify the possible damages, if any, associated with these matters, or whether or not the those damages would be material to its consolidated financial position, results of operations, cash flows or business.

The Company also is involved in various other legal actions arising in the ordinary course of business. In the opinion of management, the ultimate disposition of these matters will not have a material adverse effect on the Company's consolidated financial position, results of operations, cash flows or business.

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

The following discussion should be read in conjunction with the Company's unaudited consolidated financial statements as of and for the three and six months ended June 30, 2004 and 2003 and with the Company's annual report on Form 10-K for the year ended December 31, 2003.

### Overview

We are a wholly-owned subsidiary of Mediacom Communications Corporation. As of June 30, 2004, our cable systems passed approximately 1.45 million homes and served approximately 790,000 basic subscribers in four states. Many of our cable systems are located in markets that are contiguous with, or in close proximity to, cable systems owned and operated by Mediacom LLC, a wholly-owned subsidiary of our manager.

In mid-2003, we completed our planned network upgrade program that significantly increased bandwidth and enabled interactivity. Our upgraded network allows us to introduce additional programming and other products and services such as digital video, video-on-demand, high-definition television and broadband data access. We currently provide digital video services to approximately 223,000 subscribers, representing a penetration of approximately 28.2% of our basic subscribers. We also currently provide broadband data services to approximately 182,000 subscribers, representing a penetration of approximately 12.6% of our homes passed. Beginning in the first half of 2005, we plan to launch in certain of our markets Internet protocol telephony service, which is sometimes referred to as Voice-over-Internet-Protocol, or VoIP telephony. VoIP telephony will allow us to offer an attractive triple-play bundle of video, data and voice products and services. Bundled products and services offer our subscribers key benefits such as a single provider contact for provisioning, billing and customer care.

We face increasing competition for our video programming services, most notably from direct broadcast satellite service, or DBS service providers. During the first six months of 2004, competitive pressure from DBS service providers intensified when they launched local television channels in additional markets representing an estimated 9% of our basic subscriber base. Since they have been permitted to deliver local television broadcast signals beginning in 1999, DIRECTV, Inc. and Echostar Communications Corporation, the two largest DBS service providers, have been gradually increasing the number of markets in which they deliver these local television signals. These "local-into-local" launches were usually accompanied by heavy marketing and advertising and were the primary cause of our loss of basic subscribers in recent periods including the first quarter of 2004. As of June 30, 2004, competitive local-into-local services in our markets covered an estimated 91% of our basic subscribers.

### *Use of Operating Income Before Depreciation and Amortization*

Operating income before depreciation and amortization, or OIBDA, is not a financial measure calculated in accordance with generally accepted accounting principles (GAAP) in the United States. However, 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 method used by management, and provides a measure that can be used to analyze, value and compare the companies in the cable television industry, which may have different depreciation and amortization policies. A limitation of this measure, 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 utilizes a separate process to budget, measure and evaluate capital expenditures.

OIBDA should not be regarded as an alternative to either operating income or net income (loss) as an indicator of operating performance 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.

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The following table sets forth the reconciliation of OIBDA to operating income for the three and six months ended June 30, 2004 and 2003 (dollars in thousands and unaudited):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2004	2003	2004	2003
OIBDA	\$ 57,227	\$ 54,001	\$112,030	\$103,809
Depreciation and amortization	(27,494)	(34,833)	(53,343)	(63,036)
Operating income	\$ 29,733	\$ 19,168	\$ 58,687	\$ 40,773

**Actual Results of Operations***Three Months Ended June 30, 2004 Compared to Three Months Ended June 30, 2003*

The following table sets forth the unaudited consolidated statement of operations for the three months ended June 30, 2004 and 2003 (dollars in thousands and percentage changes that are not meaningful are marked NM):

	Three Months Ended June 30,		\$ Change	% Change
	2004	2003		
Revenues	\$146,462	\$138,602	\$ 7,860	5.7%
Costs and expenses:				
Service costs	55,377	53,928	\$ 1,449	2.7
Selling, general and administrative expenses	31,135	28,524	\$ 2,611	9.2
Management fee expense	2,723	2,149	\$ 574	26.7
Depreciation and amortization	27,494	34,833	\$ (7,339)	(21.1)
Operating income	29,733	19,168	10,565	55.1
Interest expense, net	(21,353)	(21,160)	\$ (193)	0.9
Gain (loss) on derivatives, net	13,005	(5,769)	\$ 18,774	NM
Other expense	(1,105)	(1,193)	\$ 88	(7.4)
Net income (loss)	\$ 20,280	\$ (8,954)	\$ 29,234	NM
Operating income before depreciation and amortization	\$ 57,227	\$ 54,001	\$ 3,226	6.0%

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### *Revenues*

The following table sets forth revenue information for the three months ended June 30, 2004 and 2003 (dollars in millions):

	Three Months Ended June 30,					
	2004		2003		\$ Change	% Change
	Amount	% of Revenues	Amount	% of Revenues		
Video	\$116.1	79.3%	\$114.1	82.3%	\$2.0	1.8%
Data	21.3	14.5	15.7	11.3	5.6	35.7
Advertising	9.1	6.2	8.8	6.4	0.3	3.4
	<u>\$146.5</u>	<u>100.0%</u>	<u>\$138.6</u>	<u>100.0%</u>	<u>\$7.9</u>	<u>5.7%</u>

Video revenues represent monthly subscription fees charged to customers for our core cable television products and services (including basic, expanded basic and analog premium programming, digital cable television programming services, wire maintenance, equipment rental and services to commercial establishments), pay-per-view charges, installation and reconnection fees, late payment fees, and other ancillary revenues. Data revenues primarily represent monthly subscription fees charged to customers for our data products and services and equipment rental fees. Franchise fees charged to customers for payment to local franchising authorities are included in their corresponding revenue category.

Revenues rose 5.7%, largely attributable to an increase in broadband data customers and basic rate increases applied on our video customers, driven in large part by our own video programming cost increases, offset by a reduction in video subscribers during the period.

Video revenues increased 1.8% as a result of the aforementioned basic rate increases, partially offset by a 3.8% decline in basic subscribers from 821,000 to 790,000. Digital customers, at 223,000, were down compared to 238,000 a year ago. Our loss in video subscribers resulted primarily from increased competitive pressures by DBS service providers, particularly in those markets where we experienced their "local-into-local" launches, and to a lesser extent from our tighter customer credit policies. To reverse this video subscriber trend, we are increasing our customer retention efforts and our emphasis on bundling, enhancing and differentiating our video products and services with new digital service packages, video-on-demand, high-definition television, digital video recorders and more local programming.

Data revenues rose 35.7% due primarily to an increase in data customers from 133,000 to 182,000, partially offset by a decrease in average monthly data revenue per data subscriber from \$41.18 to \$40.49. We expect this customer trend in our data business to continue given anticipated demand for our broadband data service and introduction of new data products.

Advertising revenues increased 3.4%, with stronger local and regional advertising sales more than offsetting weaker national advertising sales.

### *Costs and Expenses*

Service costs include: fees paid to programming suppliers; expenses related to wages and salaries of technical personnel who maintain our cable network and perform customer installation activities; broadband data access costs, including costs of bandwidth connectivity, customer provisioning and technical support and plant operating costs, such as utilities and pole rental expense. Programming costs, which are payments to programmers for content and are generally paid on a per subscriber basis, have historically increased due to both increases in the rates charged for existing programming services and the introduction of new programming services to our basic subscribers.

Service costs increased 2.7% over the prior year. Of this increase, 58.9% was due to servicing the growth in our data customers, 34.4% was due to greater expensing of labor and overhead costs resulting from the transition from upgrade construction to maintenance activities

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and the remainder was due to other operating costs related to servicing our customers, partly offset by a decline in total programming costs. Although we experienced higher unit costs for basic programming, these were more than offset by a decrease in video subscribers, as well as an increase in launch support received from programmers. As a percentage of revenues, service costs were 37.8% and 38.9% for the three months ended June 30, 2004 and June 30, 2003, respectively.

Selling, general and administrative expenses include: wages and salaries for our call center, customer service and support and administrative personnel; franchise fees and taxes; and expenses related to billing, telecommunications, marketing, bad debt, advertising and office administration.

Selling, general and administrative expenses increased 9.2%. Of this increase, 51.2% was due to higher marketing costs for new programs instituted during the quarter, 19.4% was due to an increase in employee costs, 10.7% was due to greater expensing of labor and overhead costs resulting from the transition from upgrade construction to maintenance activities, and 10.6% was due to increased property taxes and franchise fees. As a percentage of revenues, selling, general and administrative expenses were 21.3% for the three months ended June 30, 2004, as compared with 20.6% for the three months ended June 30, 2003.

We expect continued revenue growth in advanced services, which include digital cable and broadband data access and, in the first half of 2005, the launch of VoIP telephony service. As a result, we expect our service costs and selling, general and administrative expenses to increase.

Management fee expense reflects charges incurred under our management arrangements with our parent, Mediacom Communications Corporation ("MCC"). Management fee expense increased 26.7% to \$2.7 million for the three months ended June 30, 2004, as compared to \$2.1 million the three months ended June 30, 2003. This increase reflects greater overhead costs charged by MCC during the three month period ended June 30, 2004. As a percentage of revenues, management fee expense was 1.9% for the three months ended June 30, 2004, as compared with 1.6% for the three months ended June 30, 2003.

Depreciation and amortization decreased 21.1% to \$27.5 million for the three months ended June 30, 2004, as compared to \$34.8 million for the three months ended June 30, 2003. The decrease was primarily due to changes, effective July 1, 2003, in the estimated useful lives of our cable systems and equipment in conjunction with the completion of our network upgrade and rebuild program. These changes reduced depreciation by \$11.4 million for the three months ended June 30, 2004. This decrease was offset in part by increased depreciation for investments in our cable network and ongoing investments to continue the rollout of products and services such as video-on-demand, high-definition television and broadband data access. See Note 2 to our unaudited consolidated financial statements.

### ***Interest Expense, Net***

Interest expense, net, increased 0.9% to \$21.4 million for the three months ended June 30, 2004, as compared to \$21.2 million for the three months ended June 30, 2003. This was primarily due to higher average indebtedness for the three months ended June 30, 2004, partially offset by lower market interest rates on our variable rate debt.

### ***Gain (Loss) on Derivatives, Net***

We enter into interest rate exchange agreements, or "interest rate swaps", with counterparties to fix the interest rate on a portion of our variable rate debt in order to reduce the potential volatility in our interest expense that would otherwise result from changes in market interest rates. As of June 30, 2004 we had interest rate swaps with an aggregate principal amount of \$500.0 million. The changes in their mark-to-market values are derived from changes in market interest rates, the decrease in their time to maturity and the creditworthiness of the counterparties. The aggregate change in value is reported as either a noncash gain or loss on derivative instruments, net. Principally as a result of higher market interest rates at the end of the quarter compared to the beginning, we recorded a net gain on derivatives amounting to \$13.0 million for the three months ended June 30, 2004, as compared to a net loss on derivatives of \$5.8 million for the three months ended June 30, 2003.



[Table of Contents](#)**Other Expense**

Other expense was \$1.1 million and \$1.2 million for the three months ended June 30, 2004 and 2003, respectively. Other expense primarily represents amortization of deferred financing costs and fees on unused credit commitments.

**Net Income (Loss)**

Due to the factors described above, we generated a net income of \$20.3 million for the three months ended June 30, 2004, as compared to a net loss of \$9.0 million for the three months ended June 30, 2003.

**Operating Income Before Depreciation and Amortization**

OIBDA increased 6.0% to \$57.2 million due to a 5.7% increase in revenues, partially offset by a 2.7% increase in service costs and a 9.2% increase in selling, general and administrative expenses. OIBDA, expressed as a percentage of revenues, was 39.1% for the three months ended June 30, 2004, as compared to 39.0% in the year-ago period.

**Six Months Ended June 30, 2004 Compared to Six Months Ended June 30, 2003**

The following table sets forth the unaudited consolidated statement of operations for the six months ended June 30, 2004 and 2003 (dollars in thousands and percentage changes that are not meaningful are marked NM):

	Six Months Ended June 30,		\$ Change	% Change
	2004	2003		
Revenues	\$291,124	\$272,267	\$18,857	6.9%
Costs and expenses:				
Service costs	111,494	107,596	3,898	3.6
Selling, general and administrative expenses	62,192	56,677	5,515	9.7
Management fee expense	5,408	4,185	1,223	29.2
Depreciation and amortization	53,343	63,036	(9,693)	(15.4)
Operating income	58,687	40,773	17,914	43.9
Interest expense, net	(42,348)	(41,449)	(899)	2.2
Gain (loss) on derivatives, net	8,846	(7,403)	16,249	NM
Other expense	(2,241)	(2,324)	83	(3.6)
Net income (loss)	\$ 22,944	\$ (10,403)	\$33,347	NM
Operating income before depreciation and amortization	\$112,030	\$103,809	\$ 8,221	7.9%

[Table of Contents](#)**Revenues**

The following table sets forth revenue information for the six months ended June 30, 2004 and 2003 (dollars in millions):

	Six Months Ended June 30,					
	2004		2003		\$ Change	% Change
	Amount	% of Revenues	Amount	% of Revenues		
Video	\$232.1	79.7%	\$226.0	83.0%	\$ 6.1	2.7%
Data	41.9	14.4	29.8	10.9	12.1	40.6
Advertising	17.1	5.9	16.5	6.1	0.6	3.6
	<u>\$291.1</u>	<u>100.0%</u>	<u>\$272.3</u>	<u>100.0%</u>	<u>\$18.8</u>	<u>6.9%</u>

Revenues rose 6.9%, largely attributable to an increase in broadband data customers and basic rate increases applied on our video customers, driven in large part by our own video programming cost increases, offset by a reduction in video subscribers during the period.

Video revenues increased 2.7% as a result of the aforementioned basic rate increases, partially offset by a 3.8% decline in basic subscribers from 821,000 to 790,000. Digital customers, at 223,000, were down compared to 238,000 a year ago. Our loss in video subscribers resulted primarily from increased competitive pressures by DBS service providers, particularly in those markets where we experienced their "local-into-local" launches, and to a lesser extent from our tighter customer credit policies. To reverse this video subscriber trend, we are increasing our customer retention efforts and our emphasis on bundling, enhancing and differentiating our video products and services with new digital service packages, video-on-demand, high-definition television, digital video recorders and more local programming.

Data revenues rose 40.6% due primarily to an increase in data customers from 133,000 to 182,000, as well as a gain in average monthly data revenue per data subscriber from \$40.86 to \$41.17. We expect this customer trend in our data business to continue given anticipated demand for our broadband data service.

Advertising revenues increased 3.6%, with stronger local and regional advertising sales more than offsetting weaker national advertising sales.

**Costs and Expenses**

Service costs increased 3.6% over the prior year. Of this increase, 59.7% was due to servicing the growth in our data customers, 37.0% was due to greater expensing of labor and overhead costs resulting from the transition from upgrade construction to maintenance activities and the remainder was due to other operating costs related to servicing our customers, partly offset by a decline in total programming costs. Although we experienced higher unit costs for basic programming, these were more than offset by a decrease in video subscribers, as well as an increase in launch support received from programmers. As a percentage of revenues, service costs were 38.3% and 39.5% for the six months ended June 30, 2004 and June 30, 2003, respectively.

Selling, general and administrative expenses increased 9.7%. Of this increase, 31.3% was due to higher marketing costs for new programs instituted during the quarter, 20.6% was due to an increase in employee costs, 13.1% was due to increased property taxes and franchise fees, 13.0% was due to higher advertising expense related to both in-house advertising and proprietary programming cost increases, and 9.4% was due to an increase in telephone costs. As a percentage of revenues, selling, general and administrative expenses were 21.4% for the six months ended June 30, 2004, as compared with 20.8% for the six months ended June 30, 2003.

We expect continued revenue growth in advanced services, which include digital cable and broadband data access and, in the first half of 2005, the launch of VoIP telephony service. As a result, we expect our service costs and selling, general and administrative expenses to increase.

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Management fee expense reflects charges incurred under our management arrangements with our parent, Mediacom Communications Corporation (“MCC”). Management fee expense increased 29.2% to \$5.4 million for the six months ended June 30, 2004, as compared to \$4.2 million the six months ended June 30, 2003. This increase reflects greater overhead costs charged by MCC during the six month period ended June 30, 2004. As a percentage of revenues, management fee expense was 1.9% for the six months ended June 30, 2004, as compared with 1.5% for the six months ended June 30, 2003.

Depreciation and amortization decreased 15.4% to \$53.3 million for the six months ended June 30, 2004, as compared to \$63.0 million for the six months ended June 30, 2003. The decrease was primarily due to changes, effective July 1, 2003, in the estimated useful lives of our cable systems and equipment in conjunction with the completion of our network upgrade and rebuild program. These changes reduced depreciation by \$22.7 million for the six months ended June 30, 2004. This decrease was offset in part by increased depreciation for investments in our cable network and ongoing investments to continue the rollout of products and services such as video-on-demand, high-definition television and broadband data access. See Note 2 to our unaudited consolidated financial statements.

### ***Interest Expense, Net***

Interest expense, net, increased 2.2% to \$42.3 million for the six months ended June 30, 2004, as compared to \$41.4 million for the six months ended June 30, 2003. This was primarily due to higher average indebtedness for the six months ended June 30, 2004, partially offset by lower market interest rates on our variable rate debt.

### ***Gain (Loss) on Derivatives, Net***

We enter into interest rate exchange agreements, or “interest rate swaps”, with counterparties to fix the interest rate on a portion of our variable rate debt in order to reduce the potential volatility in our interest expense that would otherwise result from changes in market interest rates. As of June 30, 2004 we had interest rate swaps with an aggregate principal amount of \$500.0 million. The changes in their mark-to-market values are derived from changes in market interest rates, the decrease in their time to maturity and the creditworthiness of the counterparties. The aggregate change in value is reported as either a noncash gain or loss on derivative instruments, net. Principally as a result of higher market interest rates at the end of the quarter compared to the beginning, we recorded a net gain on derivatives amounting to \$8.8 million for the six months ended June 30, 2004, as compared to a loss on derivatives amounting to \$7.4 million for the six months ended June 30, 2003.

### ***Other Expense***

Other expense was \$2.2 million and \$2.3 million for the six months ended June 30, 2004 and 2003, respectively. Other expense primarily represents amortization of deferred financing costs and fees on unused credit commitments.

### ***Net Income (Loss)***

Due to the factors described above, we generated a net income of \$22.9 million for the six months ended June 30, 2004, as compared to a net loss of \$10.4 million for the six months ended June 30, 2003.

### ***Operating Income Before Depreciation and Amortization***

OIBDA increased 7.9% to \$112.0 million due to a 6.9% increase in revenues, partially offset by a 3.6% increase in service costs and a 9.7% increase in selling, general and administrative expenses. OIBDA, expressed as a percentage of revenues, was 38.5% for the six months ended June 30, 2004, as compared to 38.1% in the year-ago period.

## Liquidity and Capital Resources

As an integral part of our business plan, we have significantly invested, and will continue to invest, additional capital in our cable network to enhance its reliability and capacity, which will allow for the introduction of new advanced broadband services. We also will continue to pursue a business strategy that includes selective acquisitions. We expect to fund our capital requirements and operations through a combination of internally generated fund, and amounts available under our bank credit facilities.

Net cash flows provided by operating activities amounted to \$48.5 million for the six months ended June 30, 2004, due principally to our operating income, depreciation and amortization, interest expense and changes in current assets and liabilities. Net cash flows used in investing activities for the six months ended June 30, 2004 were \$35.6 million, due entirely to capital expenditures. Net cash flows used in financing activities for the six months ended June 30, 2004, were \$9.6 million and principally reflected the payment of a \$9.0 million cash dividend to Mediacom LLC.

Mediacom LLC, a wholly-owned subsidiary of MCC, has a \$150.0 million preferred equity investment in our Company. The preferred equity investment has a 12% annual dividend, payable quarterly in cash. During the six months ended June 30, 2004 we paid in aggregate \$9.0 million in cash dividends on the preferred equity.

Our operating subsidiaries have a \$1.4 billion credit facility expiring in September 2010, of which \$950.0 million was outstanding as of June 30, 2004. We have entered into interest rate exchange agreements with counterparties, which expire from June 2005 through March 2007, to hedge \$500.0 million of floating rate debt. Under the terms of all of our interest rate exchange agreements, we are exposed to credit loss in the event of nonperformance by the other parties of the agreements. However, due to the high creditworthiness of our counterparties, which are major banking firms rated investment grade, we do not anticipate their nonperformance. As of June 30, 2004, about 67% of our outstanding indebtedness was at fixed interest rates or subject to interest rate protection.

As of June 30, 2004, our total debt was \$1.35 billion, we had unused credit commitments of about \$441.9 million under our bank credit facility and our annualized cost of debt capital was approximately 6.6%. On such date, approximately \$360.9 million could be borrowed and used for general corporate purposes based on the most restrictive terms and conditions of our debt arrangements. As of June 30, 2004, we were in compliance with all covenants under our debt arrangements.

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As of June 30, 2004, approximately \$8.1 million of letters of credit were issued to various parties to secure our performance relating to insurance and franchise requirements.

Although we have not generated earnings sufficient to cover fixed charges in the past, we have generated cash and obtained financing sufficient to meet our short-term requirements, including our debt service, working capital and capital expenditures. We expect that we will continue to be able to generate funds and obtain financing sufficient to meet our long-term business plan, service our debt obligations and complete our future acquisitions. However, there can be no assurance that we will be able to obtain sufficient financing, or, if we were able to do so, that the terms would be favorable to us.

### **Critical Accounting Policies**

The foregoing discussion and analysis of our financial condition and results of operations is based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these 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 the following represent the most significant and subjective estimates used in the preparation of our consolidated financial statements:

#### ***Property, Plant and Equipment***

In accordance with Statement of Financial Accounting Standards (“SFAS”) No. 51, “Financial Reporting by Cable Television Companies,” we capitalize a portion of direct and indirect costs related to the construction, replacement and installation of property, plant and equipment, including certain costs related to new video and new broadband data subscriber installations. Capitalized costs are recorded as additions to property, plant and equipment and depreciated over the life of the related assets. We perform periodic evaluations of the estimates used to determine the amount of costs that are capitalized. Any changes to these estimates, which may be significant, are applied in the period in which the evaluations were completed.

#### ***Goodwill and Other Intangible Assets***

In accordance with 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 costs are indefinite-lived assets. Our annual impairment tests, performed as of September 30, 2003, determined that there was no impairment of goodwill or indefinite-lived intangible assets. There have been no events since then that would require an analysis to be completed before the annual test date.

#### **Inflation and Changing Prices**

Our systems’ 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**

In the normal course of business, we use interest rate exchange agreements with counterparties in order to fix the interest rate on its floating rate debt. As of June 30, 2004, we had interest rate exchange agreements with various banks pursuant to which the interest rate on \$500.0 million is fixed at a weighted average rate of approximately 3.4%. This fixed interest rate is then adjusted, if necessary, by the applicable three-month London Interbank Offering Rates to determine the interest expenses related to our interest rate swap agreements. Under the terms of the interest rate exchange agreements, which expire from 2005 through 2007, we are exposed to credit loss in the event of nonperformance by the other parties. However, due to the high creditworthiness of our counterparties, which are major banking firms rated investment grade, we do not anticipate their nonperformance. At June 30, 2004, based on the mark-to-market valuation, we would have paid approximately \$3.4 million if we terminated these agreements, inclusive of accrued interest.

The table below provides the expected maturity and estimated fair value of our debt as of June 30, 2004 (dollars in thousands). See Note 6 to our unaudited consolidated financial statements.

	<u>Senior Notes</u>	<u>Bank Credit Facilities</u>	<u>Capital Lease Obligations</u>	<u>Total</u>
Expected Maturity:				
July 1, 2004 to June 30, 2005	\$ —	\$ 26,000	\$1,295	\$ 27,295
July 1, 2005 to June 30, 2006	—	38,750	1,336	40,086
July 1, 2006 to June 30, 2007	—	53,750	1,299	55,049
July 1, 2007 to June 30, 2008	—	65,000	182	65,182
July 1, 2008 to June 30, 2009	—	95,750	—	95,750
Thereafter	400,000	670,750	—	1,070,750
Total	<u>\$400,000</u>	<u>\$950,000</u>	<u>\$4,112</u>	<u>\$1,354,112</u>
Fair Value	<u>\$429,000</u>	<u>\$950,000</u>	<u>\$4,112</u>	<u>\$1,383,112</u>
Weighted Average Interest Rate	<u>11.0%</u>	<u>3.2%</u>	<u>3.1%</u>	<u>5.5%</u>

## **ITEM 4. CONTROLS AND PROCEDURES**

### **Mediacom Broadband LLC**

The management of Mediacom Broadband LLC (“Mediacom Broadband”) carried out an evaluation, with the participation of the Mediacom Broadband’s Chief Executive Officer and Chief Financial Officer, of the effectiveness of Mediacom Broadband’s disclosure controls and procedures as of June 30, 2004. Based upon that evaluation, Mediacom Broadband’s Chief Executive Officer and Chief Financial Officer concluded that Mediacom Broadband’s disclosure controls and procedures were effective to ensure that information required to be disclosed by Mediacom Broadband in reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission.

There has not been any change in Mediacom Broadband’s internal control over financial reporting in connection with the evaluation required by Rule 15d-15(d) under the Exchange Act that occurred during the quarter ended June 30, 2004 that has materially affected, or is reasonably likely to materially affect, Mediacom Broadband’s internal control over financial reporting.

### **Mediacom Broadband Corporation**

The management of Mediacom Broadband Corporation carried out an evaluation, with the participation of the Mediacom Broadband Corporation’s Chief Executive Officer and Chief Financial Officer, of the effectiveness of Mediacom Broadband Corporation’s disclosure controls and procedures as of June 30, 2004. Based upon that evaluation, Mediacom Broadband Corporation’s Chief Executive Officer and Chief Financial Officer concluded that Mediacom Broadband Corporation’s disclosure controls and procedures were effective to ensure that information required to be disclosed by Mediacom Broadband in reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission.

There has not been any change in Mediacom Broadband Corporation’s internal control over financial reporting in connection with the evaluation required by Rule 15d-15(d) under the Exchange Act that occurred during the quarter ended June 30, 2004 that has materially affected, or is reasonably likely to materially affect, Mediacom Broadband Corporation’s internal control over financial reporting.

**PART II**

**ITEM 1. LEGAL PROCEEDINGS**

See Note 8 to our consolidated financial statements.

**ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K**

**(a) Exhibits**

<b>Exhibit Number</b>	<b>Exhibit Description</b>
31.1	Rule 15d-14(a) Certifications of Mediacom Broadband LLC
31.2	Rule 15d-14(a) Certifications of Mediacom Broadband Corporation
32.1	Section 1350 Certifications of Mediacom Broadband LLC
32.2	Section 1350 Certifications of Mediacom Broadband Corporation

**(b) Reports on Form 8-K**

None.



**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 BROADBAND LLC**

August 9, 2004

BY: /s/ MARK E. STEPHAN

**Mark E. Stephan**  
Executive Vice President and  
Chief Financial Officer

**SIGNATURES**

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

**MEDIACOM BROADBAND LLC**

August 9, 2004

BY: /s/ MARK E. STEPHAN

**Mark E. Stephan**  
Executive Vice President and  
Chief Financial Officer

## CERTIFICATIONS

I, Rocco B. Commisso, certify that:

- (1) I have reviewed this report on Form 10-Q of Mediacom Broadband 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)) 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) Paragraph omitted pursuant to SEC Release Nos. 33-8238 and 34-47986
  - 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;
  - 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 9, 2004

BY: /s/ ROCCO B. COMMISSO

**Rocco B. Commisso**  
Chief Executive Officer

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## CERTIFICATIONS

I, Mark E. Stephan, certify that:

- (1) I have reviewed this report on Form 10-Q of Mediacom Broadband 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)) 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) Paragraph omitted pursuant to SEC Release Nos. 33-8238 and 34-47986
  - 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;
  - 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 9, 2004

BY: /s/ MARK E. STEPHAN

\_\_\_\_\_  
**Mark E. Stephan**  
Chief Financial Officer

## CERTIFICATIONS

I, Rocco B. Commisso, certify that:

- (1) I have reviewed this report on Form 10-Q of Mediacom Broadband 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)) 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) Paragraph omitted pursuant to SEC Release Nos. 33-8238 and 34-47986
  - 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;
  - 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 9, 2004

BY: /s/ ROCCO B. COMMISSO

**Rocco B. Commisso**  
Chief Executive Officer

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## CERTIFICATIONS

I, Mark E. Stephan, certify that:

- (1) I have reviewed this report on Form 10-Q of Mediacom Broadband 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)) 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) Paragraph omitted pursuant to SEC Release Nos. 33-8238 and 34-47986
  - 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;
  - 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 9, 2004

BY: /s/ MARK E. STEPHAN

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**Mark E. Stephan**  
Chief Financial Officer

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

In connection with the Quarterly Report of Mediacom Broadband LLC (the "Company") on Form 10-Q for the period ended June 30, 2004 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Rocco B. Comisso, Chief Executive Officer and Mark E. Stephan, 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 9, 2004

BY: /s/ ROCCO B. COMISSO

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**Rocco B. Comisso**  
Chief Executive Officer

BY: /s/ MARK E. STEPHAN

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**Mark E. Stephan**  
Chief Financial Officer

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

In connection with the Quarterly Report of Mediacom Broadband Corporation (the "Company") on Form 10-Q for the period ended June 30, 2004 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Rocco B. Commisso, Chief Executive Officer and Mark E. Stephan, 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 9, 2004

BY: /s/ ROCCO B. COMMISSO

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**Rocco B. Commisso**  
Chief Executive Officer

BY: /s/ MARK E. STEPHAN

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**Mark E. Stephan**  
Chief Financial Officer