

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended June 30, 2000

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

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

New York
New York

(State or other jurisdiction of
incorporation or organization)

06-1433421
06-1513997

(I.R.S. Employer
Identification Numbers)

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

(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 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, 2000

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This Quarterly Report on Form 10-Q is for the six months ended June 30, 2000. In this Quarterly Report, "we," "us," "our" and the "Company" refer to Mediacom LLC and its subsidiaries.

You should carefully review the information contained in this Quarterly Report and in other reports or documents that we file from time to time with the Securities and Exchange Commission (the "SEC"). In this Quarterly Report, we state our beliefs of future events and of our future financial performance. In some cases, you can identify those so-called "forward-looking statements" by words such as "may," "will," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential," or "continue" or the negative of those words and other comparable words. You should be aware that those statements are only our predictions. Actual events or results may differ materially. In evaluating those statements, you should specifically consider various factors, including the risks discussed in this Quarterly Report and in our Annual Report on Form 10-K for the year ended December 31, 1999. Those factors may cause our actual results to differ materially from any of our forward-looking statements.

Factors Affecting Future Operations

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

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

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

PART I

ITEM 1. FINANCIAL STATEMENTS

MEDIACOM LLC AND SUBSIDIARIES

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

	June 30, 2000 ----- (Unaudited)	December 31, 1999 -----
ASSETS		
Cash and cash equivalents	\$ 2,950	\$ 4,473
Subscriber accounts receivable, net of allowance for doubtful accounts of \$907 and \$772, respectively	3,336	5,194
Prepaid expenses and other assets	6,027	4,376
Investments	10,747	8,794
Investment in cable television systems:		
Inventory	12,467	12,384
Property, plant and equipment, at cost	791,610	700,696
Less - accumulated depreciation	(155,069)	(101,693)
	-----	-----
Property, plant and equipment, net	636,541	599,003
Intangible assets, net of accumulated amortization of \$84,152 and \$56,171, respectively	579,298	588,103
	-----	-----
Total investment in cable television systems	1,228,306	1,199,490
Other assets, net of accumulated amortization of \$7,803 and \$6,343, respectively	17,553	43,599
	-----	-----
Total assets	\$1,268,919 =====	\$1,265,926 =====
LIABILITIES AND MEMBERS' EQUITY		
LIABILITIES		
Debt	\$ 856,000	\$1,139,000
Accounts payable and accrued expenses	56,407	56,310
Subscriber advances	2,275	3,188
Management fees payable	816	873
Deferred revenue	31,144	11,940
	-----	-----
Total liabilities	946,642	1,211,311
	-----	-----
MEMBERS' EQUITY		
Capital contributions	521,696	142,096
Other equity	17,331	39,917
Accumulated comprehensive loss	(17,508)	261
Accumulated deficit	(199,242)	(127,659)
	-----	-----
Total members' equity	322,277	54,615
	-----	-----
Total liabilities and members' equity	\$1,268,919 =====	\$1,265,926 =====

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

MEDIACOM LLC AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS
AND COMPREHENSIVE LOSS
(All dollar amounts in 000's)
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2000	1999	2000	1999
Revenues	\$ 82,595	\$ 38,178	\$160,035	\$ 74,178
Costs and expenses:				
Service costs	28,232	12,350	54,867	24,175
Selling, general and administrative expenses	13,893	7,301	27,282	14,502
Management fee expense	1,511	1,923	2,931	3,588
Depreciation and amortization	43,407	21,029	84,088	41,431
Non-cash stock charges	914	-	26,986	-
Operating loss	(5,362)	(4,425)	(36,119)	(9,518)
Interest expense, net	16,170	7,012	34,593	13,392
Other expenses	414	(259)	871	734
Net loss	(21,946)	(11,178)	(71,583)	\$ (23,644)
Unrealized loss on investments	(19,287)	-	(17,769)	-
Comprehensive loss	\$ (41,233)	\$ (11,178)	\$ (89,352)	\$ (23,644)

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

MEDIACOM LLC AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(All dollar amounts in 000's)
(Unaudited)

	Six Months Ended June 30,	
	2000	1999
CASH FLOWS PROVIDED BY OPERATING ACTIVITIES:		
Net loss	\$ (71,583)	\$ (23,644)
Adjustments to reconcile net loss to net cash flows from operating activities:		
Accretion of interest on seller note	-	149
Depreciation and amortization	84,088	41,431
Other non-cash charges	26,986	-
Other	(946)	-
Changes in assets and liabilities, net of effects from acquisitions:		
Subscriber accounts receivable	1,989	170
Prepaid expenses and other assets	(1,299)	22
Accounts payable and accrued expenses	2,741	(989)
Subscriber advances	(1,043)	378
Management fees payable	(144)	(211)
Deferred revenue	429	-
	41,218	17,306
CASH FLOWS USED IN INVESTING ACTIVITIES:		
Capital expenditures	(81,613)	(35,891)
Acquisitions of cable television systems	(31,646)	-
Other, net	(788)	(314)
	(114,047)	(36,205)
CASH FLOWS PROVIDED BY FINANCING ACTIVITIES:		
New borrowings	139,000	152,800
Repayment of debt	(422,000)	(131,225)
Capital contributions	354,500	-
Financing costs	(194)	(3,333)
	71,306	18,242
Net decrease in cash and cash equivalents	(1,523)	(657)
CASH AND CASH EQUIVALENTS, beginning of period	4,473	2,212
CASH AND CASH EQUIVALENTS, end of period	\$ 2,950	\$ 1,555
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Cash paid during the period for interest	\$ 42,079	\$ 10,999

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

(1) Organization

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

Mediacom Capital Corporation ("Mediacom Capital"), a New York corporation wholly-owned by Mediacom, was organized in March 1998 for the sole purpose of acting as co-issuer with Mediacom of \$200.0 million aggregate principal amount of 8 1/2% senior notes due 2008 (the "8 1/2% Senior Notes") and of \$125.0 million aggregate principal amount of 77/8% senior notes due 2011 (the "77/8% Senior Notes" and collectively with the 8 1/2% Senior Notes, the "Senior Notes"). Mediacom Capital has nominal assets and does not conduct operations of its own. The Senior Notes are joint and several obligations of Mediacom and Mediacom Capital, although Mediacom received all the net proceeds of the Senior Notes.

On February 9, 2000, Mediacom Communications Corporation ("MCC"), a Delaware corporation organized in November 1999, completed an initial public offering. Prior to such time, MCC had no assets, liabilities, contingent liabilities or operations. Immediately prior to the completion of its initial public offering, MCC issued shares of its Class A and Class B common stock in exchange for all of the outstanding membership interests in Mediacom. As a result of this exchange, Mediacom became a wholly-owned subsidiary of MCC and Mediacom's Fourth Amended and Restated Operating Agreement (the "1999 Operating Agreement") was amended to reflect MCC as the sole member and manager of Mediacom. Mediacom acts as a holding company for its operating subsidiaries. Each operating subsidiary is wholly-owned by Mediacom, except for a 1.0% ownership interest in a subsidiary, Mediacom California LLC, that is held by Mediacom Management Corporation ("Mediacom Management"), a Delaware corporation that is wholly-owned by the Chairman and Chief Executive Officer of MCC.

(2) Statement of Accounting Presentation and Other Information

The consolidated financial statements as of June 30, 2000 and 1999 are unaudited. However, in the opinion of management, such statements include all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of the results for the periods presented. The accounting policies followed during such interim periods reported are in conformity with generally accepted accounting principles and are consistent with those applied during annual periods. For additional disclosures, including a summary of the Company's accounting policies, the interim financial statements should be read in conjunction with the Company's Annual Report on Form 10-K (File Nos. 333-57285-01 and 333-57285). The results of operations for the interim periods are not necessarily indicative of the results that might be expected for future interim periods or for the full year ending December 31, 2000.

Recent Accounting Pronouncements

In 1998, Statement of Financial Accounting Standards No. 133 ("SFAS 133"), "Accounting for Derivative Instruments and Hedging Activities," was issued. SFAS 133 was amended by SFAS No. 137, "Accounting for Derivative Instruments and Hedging Activities - Deferral of the Effective Date of FASB Statement No. 133," which defers the effective date of SFAS 133. In March 2000, SFAS 133 was also amended by SFAS No. 138 ("SFAS 138"), "Accounting for Certain Derivative Instruments and Certain Hedging Activities - an Amendment of FASB Statement No. 133," which amends the accounting and reporting standards of SFAS 133 for certain derivative instruments and certain hedging activities. SFAS 133 and SFAS 138 establish accounting and reporting standards that require derivative instruments be recorded in the balance sheet as either an asset or liability measured at their fair value.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

The Company will adopt SFAS 133 and SFAS 138 in 2001, and has not yet quantified the impact nor determined the timing or method of the adoption.

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

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

(3) Acquisitions

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

2000

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

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

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

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

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

MEDIACOM LLC AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1999

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

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

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

	Pro Forma Results for the Six Months Ended June 30,	
	2000	1999
	(dollars in thousands)	
Revenues.....	\$162,464	\$148,626
Operating expenses and costs:		
Service costs.....	55,999	49,685
SG&A expenses.....	27,705	26,593
Management fee expense.....	2,931	6,059
Depreciation and amortization.....	85,115	79,508
Non-cash stock charges.....	26,986	-
Operating loss.....	(36,272)	(13,219)
Net loss.....	\$ (89,909)	\$ (75,060)

MEDIACOM LLC AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

(4) Debt

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

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

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

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

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

2001.....	
2002.....	\$ 750
2003.....	2,000
2004.....	2,000
2005.....	2,000
Thereafter.....	849,250

	\$856,000
	=====

(5) SoftNet

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

(6) MCC Initial Public Offering

On February 9, 2000, MCC completed an initial public offering ("IPO") of 20,000,000 shares of Class A common stock at \$19.00 per share. The net proceeds, after underwriting discounts of approximately \$22.8 million and estimated expenses related to the offering of approximately \$2.9 million, were \$354.3 million. Immediately prior to

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

the completion of the IPO, MCC issued 40,657,010 shares of Class A common stock and 29,342,990 shares of Class B common stock in exchange for all the outstanding membership interests in Mediacom.

Immediately prior to the IPO, additional membership interests were issued to all members of Mediacom in accordance with a formula set forth in the 1999 Operating Agreement, which was based upon a valuation of Mediacom established at the time of the IPO (the "IPO Valuation"). A provision in the 1999 Operating Agreement eliminated a certain portion of the special allocation of membership interests awarded to certain Mediacom members (the "Primary Members") based upon a valuation of Mediacom. In connection with the removal of these specified special allocation provisions and the amendments to Mediacom's management agreements with Mediacom Management effective November 19, 1999, the Primary Members were issued new membership interests in Mediacom immediately prior to the IPO representing 16.5% of the equity in Mediacom in accordance with a formula based upon the IPO Valuation. These newly issued membership interests were exchanged for shares of MCC Class B common stock immediately prior to the completion of the IPO. In addition, immediately prior to the completion of the IPO, the Primary Members received options to purchase 7,200,000 shares of MCC Class B common stock in exchange for the elimination of the balance of the provision providing for a special allocation of membership interests in Mediacom.

The management agreements between Mediacom Management and each of the operating subsidiaries were terminated upon completion of the IPO and replaced with new management agreements between MCC and the Company's operating subsidiaries. Under such agreements, MCC is entitled to receive annual management fees in amounts not to exceed 4.5% of the Company's gross operating revenues.

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

(7) Subsequent Events

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

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

MEDIACOM CAPITAL CORPORATION

BALANCE SHEETS

	June 30, 2000 ----	December 31, 1999 ----
ASSETS		
	(Unaudited)	
Note receivable - from affiliate for issuance of common stock.....	\$ 100	\$ 100
Total assets.....	\$ 100	\$ 100
STOCKHOLDER'S EQUITY		
Common stock, par value \$0.10; 200 shares authorized; 100 shares issued and outstanding.....	\$ 10	\$ 10
Additional paid-in capital.....	\$ 90	\$ 90
	-----	-----
Total stockholder's equity.....	\$ 100	\$ 100
	=====	=====

The accompanying notes to balance sheets is an integral part
of these financial statements.

MEDIACOM CAPITAL CORPORATION

NOTE TO THE BALANCE SHEETS
(Unaudited)

(1) Organization

Mediacom Capital Corporation ("Mediacom Capital"), a New York corporation, wholly-owned by Mediacom LLC ("Mediacom"), was organized on March 9, 1998 for the sole purpose of acting as co-issuer with Mediacom of \$200.0 million aggregate principal amount of the 8 1/2% senior notes due April 15, 2008. Interest on the 8 1/2% senior notes is payable semi-annually on April 15 and October 15 of each year. Mediacom Capital does not conduct operations of its own.

On February 26, 1999, Mediacom and Mediacom Capital jointly issued \$125.0 million aggregate principal amount of 77/8% senior notes due on February 15, 2011. The net proceeds from this offering of approximately \$121.9 million were used to repay a substantial portion of outstanding bank debt under the bank credit facilities of Mediacom's operating subsidiaries. Interest on the 77/8% senior notes is payable semi-annually on February 15 and August 15 of each year.

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

Introduction

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

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

- o is not intended to be a performance measure that should be regarded as an alternative either to operating income or net income as an indicator of operating performance, or to the statement of cash flows as a measure of liquidity;
- o is not intended to represent funds available for debt service, dividends, reinvestment or other discretionary uses; and
- o should not be considered in isolation or as a substitute for measures of performance prepared in accordance with generally accepted accounting principles.

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

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

- o improve the operating and financial performance of its acquired cable systems;
- o develop efficient operating clusters;
- o rapidly upgrade its cable network;
- o introduce new and enhanced products and services;
- o maximize customer satisfaction to build customer loyalty;
- o acquire underperforming cable television systems principally in non-metropolitan markets; and
- o implement a flexible financing structure.

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

Actual Results of Operations

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

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

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

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

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

Management fee expense. Management fee expense decreased 21.4% to approximately \$1.5 million for the three months ended June 30, 2000 as compared to approximately \$1.9 million for the three months ended June 30, 1999. The decrease in management fee expense was primarily due to higher amounts charged by Mediacom Management Corporation ("Mediacom Management") during the three months ended June 30, 1999 under management agreements between Mediacom Management and the Company's operating subsidiaries. Such management agreements were terminated on the date of the Mediacom Communications Corporation's ("MCC") initial public offering in February 2000 and were replaced with new management agreements between MCC and the Company's operating subsidiaries. As a percentage of revenues, management fee expense was 1.8% for the three months ended June 30, 2000 as compared with 5.0% for the three months ended June 30, 1999. See Note 6 of the Company's consolidated financial statements.

Depreciation and amortization. Depreciation and amortization increased 106.4% to approximately \$43.4 million for the three months ended June 30, 2000 as compared to approximately \$21.0 million in the three months ended June 30, 1999. This increase was due to the Acquired Systems and additional capital expenditures associated with the upgrade of the Company's systems.

Non-cash stock charges. Non-cash stock charges were approximately \$914,000 for the three months ended June 30, 2000, resulting from the grant of equity interests in the fourth quarter of 1999 to certain members of the Company's management team. See Note 6 of the Company's consolidated financial statements.

Interest expense, net. Interest expense, net, increased 130.6% to approximately \$16.2 million for the three months ended June 30, 2000 as compared to approximately \$7.0 million for the three months ended June 30, 1999. This increase was substantially due to higher average debt outstanding during the three months ended June 30, 2000, principally as a result of debt incurred in connection with the Company's acquisition of the Triax and Zylstra systems.

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

Net loss. Due to the factors described above, the Company generated a net loss of approximately \$21.9 million for the three months ended June 30, 2000 as compared to a net loss of approximately \$11.2 million for the three months ended June 30, 1999.

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

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

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

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

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

Management fee expense. Management fee expense decreased 18.3% to approximately \$2.9 million for the six months ended June 30, 2000 as compared to approximately \$3.6 million for the six months ended June 30, 1999. The decrease in management fee expense was primarily due to higher amounts charged by Mediacom Management during the six months ended June 30, 1999 under management agreements between Mediacom Management and the Company's operating subsidiaries. Such management agreements were terminated on the date of MCC's initial public offering in February 2000 and were replaced with new management agreements between MCC and the Company's operating subsidiaries. As a percentage of revenues, management fee expense was 1.8% for the six months ended June 30, 2000 as compared with 4.8% for the six months ended June 30, 1999.

Depreciation and amortization. Depreciation and amortization increased 103.0% to approximately \$84.1 million for the six months ended June 30, 2000 as compared to approximately \$41.4 million in the six months ended June 30, 1999. This increase was due to the Acquired Systems and additional capital expenditures associated with the upgrade of the Company's systems.

Non-cash stock charges. Non-cash stock charges were approximately \$27.0 million for the six months ended June 30, 2000. These non-cash charges comprise a one-time \$24.5 million charge resulting from the termination of the management agreements with Mediacom Management on the date of the MCC's initial public offering and a \$2.5 million charge related to the grant of equity interests in the fourth quarter of 1999 to certain members of the Company's management team. See Note 6 of the Company's consolidated financial statements.

Interest expense, net. Interest expense, net, increased 158.3% to approximately \$34.6 million for the six months ended June 30, 2000 as compared to approximately \$13.4 million for the six months ended June 30, 1999. This increase was substantially due to higher average debt outstanding during the six months ended June 30, 2000 as a result of debt incurred in connection with the Company's acquisition of the Triax and Zylstra systems.

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

Net loss. Due to the factors described above, the Company generated a net loss of approximately \$71.6 million for the six months ended June 30, 2000 as compared to a net loss of approximately \$23.6 million for the six months ended June 30, 1999.

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

Selected Pro Forma Results

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

	Six Months Ended June 30,	
	2000	1999
	-----	-----
	(dollars in thousands, except per subscriber data)	
Revenues.....	\$162,464	\$148,626
Costs and expenses:		
Service costs.....	55,999	49,685
SG&A expenses.....	27,705	26,593
Management fee expense.....	2,931	6,059
Depreciation and amortization.....	85,115	79,508
Non-cash stock charges.....	26,986	-
	-----	-----
Operating loss.....	\$(36,272)	\$(13,219)
	=====	=====
Other Data:		
EBITDA.....	75,829	66,289
EBITDA margin (1).....	46.7%	44.6%
Basic subscribers (2).....	735,000	728,000
Average monthly revenue per basic subscriber (3).....	\$ 37.77	\$ 34.82

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

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

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

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

Management fee expense decreased 51.6% to approximately \$2.9 million for the six months ended June 30, 2000 from approximately \$6.1 million for the six months ended June 30, 1999. The decrease in management fee expense was primarily due to a reduction in amounts charged by Mediacom Management, resulting from amendments to management agreements between Mediacom Management and the Company's operating subsidiaries. Such management agreements were terminated on the date of MCC's initial public offering in February 2000 and were replaced with new management agreements between MCC and the Company's operating subsidiaries.

Depreciation and amortization increased 7.1% to approximately \$85.1 million for the six months ended June 30, 2000 from approximately \$79.5 million for the six months ended June 30, 1999. This increase was principally due to capital expenditures associated with the upgrade of the Company's systems. Non-cash stock charges were as reported above.

As a result of the above factors, the Company generated an operating loss of approximately \$36.3 million for the six months ended June 30, 2000, compared to approximately \$13.2 million for the six months ended June 30, 1999.

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

Liquidity and Capital Resources

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

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

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

- o On April 6, 2000, the Company acquired the assets of cable television systems owned by Rapid Communications Partners, L.P. ("Rapid") for a purchase price of \$8.0 million. The Rapid systems serve approximately 6,000 basic subscribers primarily in Kentucky and Illinois.
- o On April 21, 2000, the Company acquired the assets of cable television systems owned by MidAmerican Cable Systems, L.P. ("MidAmerican") for a purchase price of approximately \$8.0 million. The MidAmerican systems serve approximately 5,000 basic subscribers primarily in Illinois.

- o On May 25, 2000, the Company acquired the assets of cable television systems owned by Tri Cable, Inc. ("Tri Cable") for a purchase price of approximately \$1.8 million. The Tri Cable systems serve approximately 1,000 basic subscribers in Minnesota.
- o On June 28, 2000, the Company acquired the assets of a cable television system owned by Spirit Lake Cable TV, Inc. and E.M. Parsen ("Spirit Lake") for a purchase price of approximately \$10.8 million. The Spirit Lake system serves approximately 5,000 basic subscribers primarily in Iowa.
- o On July 12, 2000, the Company acquired the assets of a cable television system owned by South Kentucky Services Corporation ("South Kentucky") for a purchase price of approximately \$2.1 million. The South Kentucky system serves approximately 1,000 basic subscribers primarily in Kentucky.
- o In addition, the Company signed three definitive asset purchase agreements to acquire cable systems serving, in total, approximately 21,000 basic subscribers for an aggregate purchase price of approximately \$44.7 million.

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

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

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

- o \$200.0 million offering of 8 1/2% senior notes due April 2008;
- o \$125.0 million offering of 77/8% senior notes due February 2011;
- o \$550.0 million subsidiary credit facility expiring in September 2008;
- o \$550.0 million subsidiary credit facility expiring in December 2008; and
- o \$489.9 million of equity capital contributions by members of Mediacom, including a \$354.4 million equity contribution by Mediacom Communications Corporation in February 2000.

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

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

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

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

Recent Accounting Pronouncements

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

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

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

Inflation and Changing Prices

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

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

In the normal course of business, the Company uses interest rate swap agreements in order to fix the interest rate for the duration of the contract as a hedge against interest rate volatility. As of June 30, 2000, the Company had interest rate exchange agreements (the "Swaps") with various banks pursuant to which the interest rate on \$140.0 million is fixed at a weighted average swap rate of approximately 6.8%, plus the average applicable margin over the Eurodollar Rate option under the Company's bank credit agreement. Under the terms of the Swaps, which expire from 2002 through 2003, the Company is exposed to credit loss in the event of nonperformance by the other parties to the Swaps. However, the Company does not anticipate nonperformance by the counterparties. The Company would have received approximately \$666,000 at June 30, 2000 to terminate the Swaps, inclusive of accrued interest. The table below provides information for the Company's long term debt. See Note 4 to the Company's consolidated financial statements.

	Expected Maturity						Total	Fair Value
	2001	2002	2003	2004	2005	Thereafter		
	(All dollar amounts in thousands)							
	-----	-----	-----	-----	-----	-----	-----	-----
Fixed rate	\$ -	\$ -	\$ -	\$ -	\$ -	\$200,000	\$ 200,000	\$189,000
Weighted average interest rate	8.5%	8.5%	8.5%	8.5%	8.5%	8.5%	8.5%	
Fixed rate	\$ -	\$ -	\$ -	\$ -	\$ -	\$125,000	\$ 125,000	\$110,000
Weighted average interest rate	7.9%	7.9%	7.9%	7.9%	7.9%	7.9%	7.9%	
Variable rate	\$ -	\$500	\$ 1,000	\$ 2,000	\$ 2,000	\$524,250	\$ 531,000	\$531,000
Weighted average interest rate	8.3%	8.3%	8.3%	8.3%	8.3%	8.3%	8.3%	

PART II

ITEM 1. LEGAL PROCEEDINGS

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

ITEM 6.

(a) Exhibits

Exhibit Number -----	Exhibit Descriptions -----
27.1	Financial Data Schedule

(b) Reports on Form 8-K

None.

SIGNATURES

Pursuant to the requirements of the Securities 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 14, 2000

By: /s/ Mark E. Stephan

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

August 14, 2000

By: /s/ Mark E. Stephan

Mark E. Stephan
Treasurer, Secretary and
Principal Financial Officer

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

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Mediacom LLC
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	6-MOS	
	DEC-31-2000	
	JAN-01-2000	
	JUN-30-2000	
		2,950
		10,747
		4,243
		907
		12,467
		0
		791,610
	(155,069)	
	1,268,919	
	0	
		0
	0	
		0
		322,277
1,268,919		
		160,035
	160,035	
		54,867
		196,154
		871
		0
	34,593	
	(71,583)	
		0
(71,583)		
		0
		0
		0
	(71,583)	
		0
		0