
OMB APPROVAL

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SCHEDULE 13G

ISSUER: Mediacomm Communications Corp.

CUSIP NO.: 58446K105

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(RULE 13D-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED
PURSUANT TO RULE 13D-1(B)(C), AND (D) AND AMENDMENTS THERETO
FILED PURSUANT TO RULE 13D-2(B)

(AMENDMENT NO. 1)*
MediaComm Communications Corp.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

58446K105

(CUSIP Number)

December 31, 2001

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

POTENTIAL PERSONS WHO ARE TO RESPOND TO THE COLLECTION OF INFORMATION CONTAINED IN THIS FORM ARE NOT REQUIRED TO RESPOND UNLESS THE FORM DISPLAYS A CURRENTLY VALID OMB CONTROL NUMBER.

 1. Names of Reporting Persons.
 I.R.S. Identification Nos. of above persons (entities only).

 J.P. Morgan Partners (23A SBIC), LLC (formerly known as CB Capital
 Investors, LLC and successor in interest to Chase Manhattan Capital, LLC)
 13-398-6302

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) -----

(b) -----

3. SEC Use Only

4. Citizenship or Place of Organization Delaware

Number of Shares	5.	Sole Voting Power	959,408
Beneficially Owned	-----	-----	-----
by Each Reporting	6.	Shared Voting Power	-----
Person With:	-----	-----	-----
	7.	Sole Dispositive Power	959,408
	-----	-----	-----
	8.	Shared Dispositive Power	-----
	-----	-----	-----

9. Aggregate Amount Beneficially Owned by Each Reporting Person 959,408

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9) 1.1%

12. Type of Reporting Person (See Instructions)

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PRELIMINARY NOTE: The information contained in this Schedule 13G has been amended to reflect a sale by the Reporting Person of the Issuer's voting securities owned by the Reporting Person which as a result of such sale, the Reporting Person owns less than 5% of the Issuer's voting securities.

ITEM 1.

(A) NAME OF ISSUER:

Mediacomm Communications Corp.

(B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

100 Crystal Run Road
Middletown, NY 10941

ITEM 2.

(A) NAME OF PERSON FILING:

J.P. Morgan Partners (23A SBIC), LLC

Supplemental information relating to the ownership and control of the person filing this statement is included in Exhibit 2(a) attached hereto.

(B) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

1221 Avenue of the Americas
New York, New York 10020

(C) CITIZENSHIP:

Delaware

(D) TITLE OF CLASS OF SECURITIES (OF ISSUER):

Common Stock

(E) CUSIP NUMBER:

58446K105

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SS.SS. 240. 13D-1(B) OR 240. 13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:

Not applicable.

ITEM 4. OWNERSHIP

(A) AMOUNT BENEFICIALLY OWNED:

959,408

(B) PERCENT OF CLASS:

1.1% (as of December 31, 2001)

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(C) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

- (i) 959,408
- (ii) Not applicable.
- (iii) 959,408
- (iv) Not applicable.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. /X/

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10. CERTIFICATION

Not applicable.

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ISSUER: Mediacomm Communications Corp.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2002

J.P. MORGAN PARTNERS (23A SBIC), LLC

By: J.P. Morgan Partners (23A SBIC Manager), Inc.,
its Managing Member

By: /s/ Jeffrey C. Walker

Name: Jeffrey C. Walker
Title: President

SCHEDULE 13G

ISSUER: Mediacomm Communications Corp.

CUSIP NO.: 58446K105

EXHIBIT 2(A)

This statement is being filed by J.P. Morgan Partners (23A SBIC), LLC (formerly known as CB Capital Investors, LLC and as successor in interest of Chase Manhattan Capital, LLC), a Delaware limited liability company (hereinafter referred to as "JPMP (23A SBIC)"), whose principal business office is located at 1221 Avenue of the Americas, New York, New York 10020. JPMP (23A SBIC) is engaged in the venture capital and leveraged buyout business. The Managing Member of JPMP (23A SBIC) is J.P. Morgan Partners (23A SBIC Manager), Inc. (formerly known as CB Capital Investors, Inc.), a Delaware corporation (hereinafter referred to as "JPMP (23A Manager)"), whose principal business office is located at the same address as JPMP (23A SBIC). JPMP (23A Manager) is also directly or indirectly (through affiliates) engaged in the venture capital and leveraged buyout business. Set forth on Schedule A hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of JPMP (23A Manager).

JPMP (23A Manager) is a wholly owned subsidiary of The Chase Manhattan Bank, a New York corporation (hereinafter referred to as "Chase Bank") which is engaged in the commercial banking business with its principal office located at 270 Park Avenue, New York, New York 10017. Set forth in Schedule B hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of Chase Bank.

Chase Bank is a wholly owned subsidiary of J.P. Morgan Chase & Co. (formerly known as The Chase Manhattan Corporation), a Delaware corporation (hereinafter referred to as "JP Morgan Chase") which is engaged (primarily through subsidiaries) in the commercial banking business with its principal office located at 270 Park Avenue, New York, New York 10017. Set forth in Schedule C hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of JP Morgan Chase.

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ISSUER: Mediacom Communications Corp.

CUSIP NO.: 58446K105

SCHEDULE A

J.P. MORGAN PARTNERS (SBIC 23A MANAGER), INC.

EXECUTIVE OFFICERS(1)

President	Jeffrey C. Walker*
Executive Vice President	Mitchell J. Blutt, M.D.*
Executive Vice President	Arnold L. Chavkin*
Executive Vice President	John M.B. O'Connor*
Managing Director	Dr. Dana Beth Ardi*
Managing Director	John R. Baron*
Managing Director	Christopher C. Behrens*
Managing Director	David S. Britts*
Managing Director	Julie Casella-Esposito*
Managing Director	Jerome Colonna*
Managing Director	Rodney A. Ferguson*
Managing Director	David L. Ferguson*
Managing Director	David Gilbert*
Managing Director	Eric A. Green*
Managing Director	Michael R. Hannon*
Managing Director	Donald J. Hofmann, Jr. *
Managing Director	W. Brett Ingersoll*
Managing Director	Alfredo Irigoain*
Managing Director	Andrew Kahn*
Managing Director	Jonathan R. Lynch*
Managing Director	Thomas G. Mendell*
Managing Director	Stephen P. Murray*
Managing Director	Timothy Purcell*
Managing Director	Faith Rosenfeld*
Managing Director	Robert R. Ruggiero, Jr. *
Managing Director	Susan L. Segal*
Managing Director	Kelly Shackelford*
Managing Director	Shahan D. Soghikian*
Managing Director	Patrick J. Sullivan*
Managing Director	Timothy J. Walsh*
Managing Director	Richard D. Waters, Jr. *
Managing Director	Damion E. Wicker, M.D.*
Managing Director	Eric R. Wilkinson*
Senior Vice President	Marcia Bateson*
Senior Vice President and Assistant Secretary	Mounir Nahas*
Senior Vice President and Assistant Secretary	Stephen Skoczylas*
Senior Vice President, Treasurer and Assistant Secretary	Elisa R. Stein*
Vice President and Assistant Secretary	Jeffrey Glatt*
Vice President and Assistant Secretary	Puneet Gulati*
Vice President and Assistant Secretary	Sandra King*
Vice President and Assistant Secretary	Scott Kraemer*
Secretary	Anthony J. Horan**
Assistant Secretary	Robert C. Carroll**
Assistant Secretary	Denise G. Connors**

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(1) Each of whom is a United States citizen except for Messrs. Britts, Irigoain, and Soghikian.

* Principal occupation is employee and/or officer of J.P. Morgan Partners, LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas, New York, New York 10020.

** Principal occupation is employee or officer of J.P. Morgan Chase & Co. Business address is c/o J.P. Morgan Chase & Co., 270 Park Avenue, New York, New York 10017.

SCHEDULE 13G

ISSUER: Mediacomm Communications Corp.

CUSIP NO.: 58446K105

DIRECTORS(1)

Jeffrey C. Walker*

- - - - -

(1) Each of whom is a United States citizen.

* Principal occupation is employee and/or officer of J.P. Morgan Partners, LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas, New York, New York 10020.

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ISSUER: Mediacomm Communications Corp.

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SCHEDULE B

THE CHASE MANHATTAN BANK
J.P. MORGAN CHASE & CO.

EXECUTIVE OFFICERS(1)

Chairman of the Board and Chief Executive Officer	William B. Harrison Jr.*
Vice Chairman; Co-Chief Executive Officer, Investment Bank	Geoffrey T. Boisi *
Vice Chairman; Head of Retail and Middle Market, Financial Services and Management and Private Banking	
Director of Human Resources	David A. Coulter*
Vice Chairman; Chairman, Investment Bank	John J. Farrell*
Vice Chairman	Walter A. Gubert*
Director of Corporate Marketing and Communications	Thomas B. Ketchum*
Vice Chairman; Co-Chief Executive Officer, Investment Bank	Frederick W. Hill*
Vice Chairman	Donald H. Layton*
General Counsel	James B. Lee Jr. *
Vice Chairman; Head of Finance, Risk Management and Administration	William H. McDavid*
Vice Chairman	Marc J. Shapiro*
Executive Vice President; General Auditor	Jeffrey C. Walker**
Chief Financial Officer	William J. Moran*
Executive Vice President; Head of Market Risk Management	Dina Dublon*
Managing Director; Corporate Treasurer	Lesley Daniels Webster*
Managing Director; Head of Credit Risk Policy	David B. Edelson*
Corporate Secretary	Suzanne Hammett*
Senior Vice President; Chief Compliance Officer	Anthony James Horan*
Controller	Gregory S. Meredith*
Assistant Corporate Secretary	Joseph L. Scalfani*
	James C. Berry*

DIRECTORS(1)

NAME	PRINCIPAL OCCUPATION OR EMPLOYMENT; BUSINESS OR RESIDENCE ADDRESS
Hans W. Becherer	Retired Chairman of the Board and Chief Executive Officer Deere & Company One John Deere Place Moline, IL 61265
Riley P. Bechtel	Chairman and Chief Executive Officer Bechtel Group, Inc. P.O. Box 193965 San Francisco, CA 94119-3965
Frank A. Bennack, Jr.	President and Chief Executive Officer The Hearst Corporation 959 Eighth Avenue New York, New York 10019

(1) Each of whom is a United States citizen.

* Principal occupation is employee or officer of J.P. Morgan Chase & Co. Business address is c/o J.P. Morgan Chase & Co., 270 Park Avenue, New York, New York 10017.

** Principal occupation is employee and/or officer of J.P. Morgan Partners, LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas, New York New York 10020.

SCHEDULE 13G

ISSUER: Mediacomm Communications Corp.

CUSIP NO.: 58446K105

NAME	PRINCIPAL OCCUPATION OR EMPLOYMENT; BUSINESS OR RESIDENCE ADDRESS
Lawrence A. Bossidy	Chairman of the Board Honeywell International P.O. Box 3000 Morristown, NJ 07962-2245
M. Anthony Burns	Chairman of the Board Ryder System, Inc. 3600 N.W. 82nd Avenue Miami, Florida 33166
H. Laurence Fuller	Retired Co-Chairman BP Amoco p.l.c. 1111 Warrenville Road, Suite 25 Chicago, Illinois 60563
Ellen V. Futter	President and Trustee American Museum of Natural History Central Park West at 79th Street New York, NY 10024
William H. Gray, III	President and Chief Executive Officer The College Fund/UNCF 9860 Willow Oaks Corporate Drive P.O. Box 10444 Fairfax, Virginia 22031
William B. Harrison, Jr.	Chairman of the Board and Chief Executive Officer J.P. Morgan Chase & Co. 270 Park Avenue, 8th Floor New York, New York 10017-2070
Helene L. Kaplan	Of Counsel Skadden, Arps, Slate, Meagher & Flom LLP Four Times Square New York, New York 10036
Lee R. Raymond	Chairman of the Board and Chief Executive Officer Exxon Mobil Corporation 5959 Las Colinas Boulevard Irving, TX 75039-2298
John R. Stafford	Chairman of the Board American Home Products Corporation 5 Giralda Farms Madison, New Jersey 07940
Lloyd D. Ward	Chief Executive Officer U.S. Olympic Committee One Olympic Plaza Colorado Springs, CO 80909
Marina v.N. Whitman	Professor of Business Administration and Public Policy The University of Michigan School of Public Policy 411 Lorch Hall, 611 Tappan Street Ann Arbor, MI 48109-1220

SCHEDULE 13G

ISSUER: Mediacomm Communications Corp.

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SCHEDULE C

J.P. MORGAN CHASE & CO.
J.P. MORGAN CHASE & CO.

EXECUTIVE OFFICERS(1)

Chairman of the Board and Chief Executive Officer
Vice Chairman; Co-Chief Executive Officer, Investment Bank
Vice Chairman; Head of Retail and Middle Market, Financial
Services and Management and Private Banking
Director of Human Resources
Vice Chairman; Chairman, Investment Bank
Vice Chairman
Director of Corporate Marketing and Communications
Vice Chairman; Co-Chief Executive Officer, Investment Bank
Vice Chairman
General Counsel
Vice Chairman; Head of Finance, Risk Management and Administration
Vice Chairman
Executive Vice President; General Auditor
Chief Financial Officer
Executive Vice President; Head of Market Risk Management
Managing Director; Corporate Treasurer
Managing Director; Head of Credit Risk Policy
Corporate Secretary
Senior Vice President; Chief Compliance Officer
Controller
Assistant Corporate Secretary

William B. Harrison Jr.*
Geoffrey T. Boisi *

David A. Coulter*
John J. Farrell*
Walter A. Gubert*
Thomas B. Ketchum*
Frederick W. Hill*
Donald H. Layton*
James B. Lee Jr. *
William H. McDavid*
Marc J. Shapiro*
Jeffrey C. Walker**
William J. Moran*
Dina Dublon*
Lesley Daniels Webster*
David B. Edelson*
Suzanne Hammett*
Anthony James Horan*
Gregory S. Meredith*
Joseph L. Scalfani*
James C. Berry*

DIRECTORS(1)

NAME	PRINCIPAL OCCUPATION OR EMPLOYMENT; BUSINESS OR RESIDENCE ADDRESS
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