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

FORM 10-Q

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

For the quarterly period ended June 30, 2008

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 offices)

(845) 695-2600
(Registrants' telephone number)

Indicate by check mark whether the Registrants (1) have filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days.

o Yes ☑ No

Note: As a voluntary filer, not subject to the filing requirements, the Registrants have filed all reports under Section 13 or 15(d) of the Exchange Act during the preceding 12 months.

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

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

Indicate by check mark whether the Registrants are a shell company (as defined in Rule 12b-2 of the Exchange Act).

o Yes ☑ No

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

* Mediacom Capital Corporation meets the conditions set forth in General Instruction H (1) (a) and (b) of Form 10-Q and is therefore filing this form with the reduced disclosure format.

MEDIACOM LLC AND SUBSIDIARIES

FORM 10-Q
FOR THE PERIOD ENDED JUNE 30, 2008

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Cautionary Statement Regarding Forward-Looking Statements

You should carefully review the information contained in this Quarterly Report and in other reports or documents that we file from time to time with the 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. These forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from historical results or those we anticipate. Factors that could cause actual results to differ from those contained in the forward-looking statements include, but are not limited to: competition for video, high-speed data and phone customers; our ability to achieve anticipated customer and revenue growth and to successfully introduce new products and services; increasing programming costs; changes in laws and regulations; our ability to generate sufficient cash flow to meet our debt service obligations and access capital to maintain our financial flexibility; and the other risks and uncertainties discussed in this Quarterly Report and in our Annual Report on Form 10-K for the year ended December 31, 2007 and other reports or documents that we file from time to time with the SEC. Statements included in this Quarterly Report are based upon information known to us as of the date that this Quarterly Report is filed with the SEC, and we assume no obligation to update or alter our forward-looking statements made in this Quarterly Report, whether as a result of new information, future events or otherwise, except as otherwise required by applicable federal securities laws.

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PART I

ITEM 1. FINANCIAL STATEMENTS

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

	June 30, 2008	December 31, 2007
ASSETS		
CURRENT ASSETS		
Cash	$ 14,524	$ 9,585
Accounts receivable, net of allowance for doubtful accounts of $975 and $900	35,108	34,415
Prepaid expenses and other current assets	8,793	8,485
Total current assets	58,425	52,485
Preferred equity investment in affiliated company	150,000	150,000
Investment in cable television systems:		
Property, plant and equipment, net of accumulated depreciation of $1,054,921 and $1,002,953	690,521	686,987
Franchise rights	550,763	550,763
Goodwill	16,642	16,642
Subscriber lists, net of accumulated amortization of $137,868 and $137,745	835	1,013
Total investment in cable television systems	1,258,761	1,255,405
Other assets, net of accumulated amortization of $16,266 and $15,159	8,100	9,256
Total assets	$ 1,475,286	$ 1,467,146
LIABILITIES AND MEMBERS' DEFICIT		
CURRENT LIABILITIES		
Accounts payable, accrued expenses and other current liabilities	$ 228,865	$ 189,063
Deferred revenue	24,197	22,879
Current portion of long-term debt	28,500	26,500
Total current liabilities	281,562	238,442
Long-term debt, less current portion	1,445,750	1,479,000
Other non-current liabilities	10,243	17,354
Total liabilities	1,737,555	1,734,796
Commitments and contingencies (Note 8)		
MEMBERS' DEFICIT		
Capital contributions	434,517	438,517
Accumulated deficit	(696,786)	(706,167)
Total members' deficit	(262,269)	(267,650)
Total liabilities and members' deficit	$ 1,475,286	$ 1,467,146

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

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	**2007**	**2008**	**2007**
Revenues	$ 153,874	$ 142,463	$ 302,813	$ 276,987
Costs and expenses:				
Service costs (exclusive of depreciation and amortization)	66,857	60,729	130,360	118,791
Selling, general and administrative expenses	27,026	26,050	53,591	51,422
Management fee expense	2,903	2,597	5,832	5,115
Depreciation and amortization	28,135	27,963	57,204	53,894
Operating income	28,953	25,124	55,826	47,765
Interest expense, net	(25,380)	(29,817)	(52,082)	(59,292)
Gain (loss) on derivatives, net	7,789	3,901	(1,109)	1,825
(Loss) gain on sale of cable systems, net	—	—	(170)	10,781
Investment income from affiliate	4,500	4,500	9,000	9,000
Other expense, net	(1,100)	(1,145)	(2,084)	(2,151)
Net income	$ 14,762	$ 2,563	$ 9,381	$ 7,928

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

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

	Six Months Ended June 30, 2008	Six Months Ended June 30, 2007
OPERATING ACTIVITIES:		
Net income	$ 9,381	$ 7,928
Adjustments to reconcile net loss to net cash flows provided by operating activities:		
Depreciation and amortization	57,204	53,894
Loss (gain) on derivatives, net	1,109	(1,825)
Loss (gain) on sale of cable systems, net	170	(10,781)
Amortization of deferred financing costs	1,107	1,102
Share-based compensation	180	236
Changes in assets and liabilities, net of effects from acquisitions:		
Accounts receivable, net	(915)	(568)
Prepaid expenses and other assets	292	(707)
Accounts payable, accrued expenses and other current liabilities	40,547	12,745
Deferred revenue	1,318	2,029
Other non-current liabilities	(762)	(822)
Net cash flows provided by operating activities	$ 109,631	$ 63,231
INVESTING ACTIVITIES:		
Capital expenditures	(61,241)	(49,371)
Proceeds from sale of cable systems	—	22,948
Acquisition of cable system	—	(7,274)
Net cash flows used in investing activities	$ (61,241)	$ (33,697)
FINANCING ACTIVITIES:		
New borrowings	76,000	50,000
Repayment of debt	(107,250)	(84,585)
Capital distributions	(34,000)	—
Capital contributions	30,000	—
Other financing activities — book overdrafts	(8,201)	(10)
Net cash flows used in financing activities	$ (43,451)	$ (34,595)
Net increase (decrease) in cash	4,939	(5,061)
CASH, beginning of period	9,585	11,501
CASH, end of period	$ 14,524	$ 6,440
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Cash paid during the period for interest, net of amounts capitalized	$ 52,202	$ 62,467

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

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1. ORGANIZATION

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

We have prepared these unaudited consolidated financial statements in accordance with the rules and regulations of the Securities and Exchange Commission (the "SEC"). In the opinion of management, such statements include all adjustments, consisting of normal recurring accruals and adjustments, necessary for a fair presentation of our consolidated results of operations and financial position for the interim periods presented. The accounting policies followed during such interim periods reported are in conformity with generally accepted accounting principles in the United States of America and are consistent with those applied during annual periods. For a summary of our accounting policies and other information, refer to the our Annual Report on Form 10-K for the year ended December 31, 2007. 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, 2008. Effective January 1, 2008, we adopted SFAS No. 157, "*Fair Value Measurements.*" See Note 2.

We rely on our parent, MCC, for various services such as corporate and administrative support. Our financial position, results of operations and cash flows could differ from those that would have resulted had we operated autonomously or as an entity independent of MCC.

Mediacom Capital Corporation ("Mediacom Capital"), a New York corporation wholly-owned by us, co-issued, jointly and severally with us, public debt securities. Mediacom Capital has no operations, revenues or cash flows and has no assets, liabilities or stockholders' equity on its balance sheet, other than a one-hundred dollar receivable from an affiliate and the same dollar amount of common stock. Therefore, separate financial statements have not been presented for this entity.

Reclassifications

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

2. RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

In September 2006, the Financial Accounting Standards Board ("FASB") issued SFAS No. 157, *"Fair Value Measurements."* SFAS No. 157 establishes a single authoritative definition of fair value, sets out a framework for measuring fair value and expands on required disclosures about fair value measurement. Effective January 1, 2008, we adopted SFAS No. 157 for our financial assets and liabilities. In February 2008, the FASB issued FASB Staff Position ("FSP") No. FAS 157-2, "Effective Date of FASB Statement No. 157," which delays the effective date of SFAS No. 157 for nonfinancial assets and liabilities, except for items that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually), to fiscal years beginning after November 15, 2008 and interim periods within those fiscal years. We are evaluating the impact of our nonfinancial assets and liabilities which include goodwill and other intangible assets. SFAS No. 157 establishes a framework for measuring fair value under generally accepted accounting principles and expands disclosures about fair value measurement. The adoption of SFAS No. 157 on January 1, 2008 did not have a material effect on our consolidated financial statements.

The following sets forth our financial assets and liabilities measured at fair value on a recurring basis at June 30, 2008. These assets and liabilities have been categorized according to the three-level fair value hierarchy established by SFAS No. 157, which prioritizes the inputs used in measuring fair value.

- Level 1 — Quoted market prices in active markets for identical assets or liabilities.
- Level 2 — Observable market based inputs or unobservable inputs that are corroborated by market data.
- Level 3 — Unobservable inputs that are not corroborated by market data.

As of June 30, 2008, liabilities under our interest rate exchange agreements, net, were valued at $10.6 million using Level 2 inputs.

In February 2007, the FASB issued SFAS No. 159, *"The Fair Value Option for Financial Assets and Financial Liabilities — Including an amendment of FASB Statement No. 115."* SFAS No. 159 permits entities to choose to measure many financial instruments and certain other items at fair value. This Statement is effective as of the beginning of an entity's first fiscal year that begins after November 15, 2007. We adopted SFAS No. 159 as of January 1, 2008. We did not elect the fair value option of SFAS No. 159.

In December 2007, the FASB issued SFAS No. 141 (R), *"Business Combinations,"* which continues to require the treatment that all business combinations be accounted for by applying the acquisition method. Under the acquisition method, the acquirer recognizes and measures the identifiable assets acquired, the liabilities assumed, and any contingent consideration and contractual contingencies, as a whole, at their fair value as of the acquisition date. Under SFAS No. 141 (R), all transaction costs are expensed as incurred. SFAS No. 141 (R) replaces SFAS No. 141. The guidance in SFAS No. 141 (R) will be applied prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning after December 15, 2008.

In December 2007, the FASB issued SFAS No. 160, *"Noncontrolling Interests in Consolidated Financial Statements — an amendment of ARB No. 51."* SFAS No. 160 requires that a noncontrolling interest (previously referred to as a minority interest) be separately reported in the equity section of the consolidated entity's balance sheet. SFAS No. 160 also established accounting and reporting standards for: (i) ownership interests in subsidiaries held by parties other than the parent; (ii) the amount of consolidated net income attributable to the parent and to the noncontrolling interest; (iii) changes in a parent's ownership interest; (iv) the valuation of retained noncontrolling equity investments when a subsidiary is deconsolidated; and (v) sufficient disclosures to identify the interest of the parent and the noncontrolling owners. SFAS No. 160 is effective for fiscal years beginning on or after December 15, 2008. We are currently assessing the potential impact that the adoption of SFAS No. 160 will have on our consolidated financial statements.

In March 2008, the FASB issued SFAS No. 161, *"Disclosures about Derivative Instruments and Hedging Activities—an amendment of FASB Statement No. 133."* SFAS No. 161 requires enhanced disclosures about an entity's derivative and hedging activities and thereby improves the transparency of financial reporting. SFAS No. 161 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008, with early application encouraged. We have not completed our evaluation of SFAS No. 161 to determine the impact that adoption will have on our consolidated financial condition or results of operations.

3. PROPERTY, PLANT AND EQUIPMENT

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

	June 30, 2008	December 31, 2007
Cable systems, equipment and subscriber devices	$ 1,671,527	$ 1,618,089
Vehicles	33,163	32,349
Furniture, fixtures and office equipment	22,576	21,696
Buildings and leasehold improvements	16,640	16,278
Land and land improvements	1,536	1,528
	1,745,442	1,689,940
Accumulated depreciation	(1,054,921)	(1,002,953)
Property, plant and equipment, net	$ 690,521	$ 686,987

4. ACCOUNTS PAYABLE, ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

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

	June 30, 2008	December 31, 2007
Accounts payable — affiliates	$ 98,173	$ 48,823
Accrued interest	27,941	27,957
Accrued programming costs	18,072	17,844
Accrued taxes and fees	15,818	17,383
Book overdrafts (1)	14,292	22,497
Subscriber advance payments	9,790	5,962
Accrued payroll and benefits	9,385	9,369
Accrued service costs	9,183	10,879
Accrued property, plant and equipment	8,952	4,376
Liability under interest rate exchange agreements	7,456	—
Accounts payable	2,935	8,579
Accrued telecommunications costs	1,188	6,726
Other accrued expenses	5,680	8,668
Accounts payable, accrued expenses and other current liabilities	$ 228,865	$ 189,063

(1) Book overdrafts represent outstanding checks in excess of funds on deposit at our disbursement accounts. We transfer funds from our depository accounts to our disbursement accounts upon daily notification of checks presented for payment. Changes in book overdrafts are reported as part of cash flows from financing activities in our consolidated statement of cash flows.

5. DEBT

Debt consisted of the following (dollars in thousands):

	June 30, 2008	December 31, 2007
Bank credit facilities	$ 849,250	$ 880,500
7 7/8% senior notes due 2011	125,000	125,000
9 1/2% senior notes due 2013	500,000	500,000
	$ 1,474,250	$ 1,505,500
Less: Current portion	28,500	26,500
Total long-term debt	$ 1,445,750	$ 1,479,000

Bank Credit Facilities

The average interest rates on outstanding debt under our bank credit facilities as of June 30, 2008 and 2007 were 4.2% and 7.0%, respectively**,** before giving effect to the interest rate exchange agreements discussed below. As of June 30, 2008, we had unused credit commitments of approximately $370.8 million under our bank credit facilities, all of which would be borrowed and used for general corporate purposes based on the terms and conditions of our debt arrangements. For all periods through June 30, 2008, we were in compliance with all of the covenants under our bank credit and senior note arrangements.

As of June 30, 2008, approximately $10.2 million of letters of credit were issued under our bank credit facilities to various parties as collateral for our performance relating primarily to insurance and franchise requirements.

Interest Rate Exchange Agreements

We use interest rate exchange agreements in order to fix the interest rate on our floating rate debt. As of June 30, 2008, we had interest rate exchange agreements with various banks pursuant to which the interest rate on $400.0 million was fixed at a weighted average rate of approximately 5.0%. As of the same date, about 69.5% of our outstanding indebtedness was at fixed market rates or subject to interest rate protection. These agreements have been accounted for on a mark-to-market basis as of, and for, the three months ended June 30, 2008. Our interest rate exchange agreements are scheduled to expire in the amounts of $300.0 million and $100.0 million during the years ended December 31, 2009 and 2010, respectively.

The fair value of the interest rate exchange agreements is the estimated amount that we would receive or pay to terminate such agreements, taking into account market interest rates, the remaining time to maturities and other factors. As of June 30, 2008 and December 31, 2007, based on the mark-to-market valuation, we recorded on our consolidated balance sheets an accumulated liability for derivatives of $10.6 million and $9.5 million, respectively. As a result of the mark-to-market valuations on these interest rate exchange agreements, we recorded a net gain on derivatives of $7.8 million and $3.9 million for the three months ended June 30, 2008 and 2007, respectively. We recorded a net loss on derivatives of $1.1 million and a net gain on derivatives of $1.8 million for the six months ended June 30, 2008 and 2007, respectively.

6. MEMBER'S DEFICIT

Share-based Compensation

Total share-based compensation expense was as follows (dollars in thousands):

	Three Months Ended June 30,	
	2008	2007
Share-based compensation expense by type of award:		
Employee stock options	$ 4	$ 20
Employee stock purchase plan	13	13
Restricted stock units	24	92
Total share-based compensation expense	$ 41	$ 125

During the three months ended June 30, 2008, there were no restricted stock units or stock options granted under MCC's compensation programs. Each of the restricted stock units and stock options in MCC's stock compensation programs are exchangeable and exercisable, respectively, into a share of MCC's Class A common stock. During the three months ended June 30, 2008, no restricted stock units were vested and no stock options were exercised.

	Six Months Ended June 30,	
	2008	2007
Share-based compensation expense by type of award:		
Employee stock options	$ 25	$ 45
Employee stock purchase plan	25	27
Restricted stock units	130	163
Total share-based compensation expense	$ 180	$ 235

During the six months ended June 30, 2008, approximately 89,000 restricted stock units were granted with a weighted average fair value of $4.99 per restricted stock unit and no stock options were granted under MCC's compensation programs. Each of the restricted stock units and stock options in MCC's stock compensation programs are exchangeable and exercisable, respectively, into a share of MCC's Class A common stock. During the six months ended June 30, 2008, approximately 96,000 restricted stock units were vested and no stock options were exercised.

Employee Stock Purchase Plan

Under MCC's employee stock purchase plan, all employees are allowed to participate in the purchase of shares of MCC's Class A common stock at a 15% discount on the date of the allocation. Shares purchased by employees under MCC's plan amounted to approximately 25,000 for the three and six months ended June 30, 2008. Shares purchased by employees under MCC's plan amounted by approximately 15,000 for the three and six months ended June 30, 2007. The net proceeds to us were less than $0.1 million for each of the three months ended June 30, 2008 and 2007. The net proceeds to us were approximately $0.1 million for each of the six months ended June 30, 2008 and 2007.

7. INVESTMENT IN AFFILIATED COMPANY

We have a $150 million preferred equity investment in Mediacom Broadband LLC, a wholly owned subsidiary of MCC. The preferred equity investment has a 12% annual cash dividend, payable quarterly. During each of the three months ended June 30, 2008 and 2007, we received in aggregate $4.5 million in cash dividends on the preferred equity. During each of the six months ended June 30, 2008 and 2007, we received in aggregate $9.0 million in cash dividends on the preferred equity.

8. COMMITMENTS AND CONTINGENCIES

Legal Proceedings

We are named as a defendant in a putative class action, captioned *Gary Ogg and Janice Ogg v. Mediacom LLC*, pending in the Circuit Court of Clay County, Missouri, by which the plaintiffs are seeking class-wide damages for alleged trespasses on land owned by private parties. The lawsuit was originally filed in April 2001. The lawsuit alleges that we, in areas where there was no cable franchise, failed to obtain permission from landowners to place its fiber interconnection cable notwithstanding the possession of agreements or permission from other third parties. An order declaring that this action is appropriate for class relief was entered in April 2006. While the parties continue to contest liability, there also remains a dispute as to the proper measure of damages. Based on a report by their experts, the plaintiffs claimed compensatory damages of approximately $14.5 million. Legal fees, prejudgment interest, potential punitive damages and other costs could increase that estimate to approximately $26.0 million. The plaintiffs have recently proposed an alternative damage theory of $40.0 million in compensatory damages. On July 23, 2008, we filed a motion to strike the expert testimony presented by plaintiffs in its first damage theory and another motion to preclude plaintiffs' presentation of the second alternative damage theory. We are unable to reasonably determine the amount of our final liability in this lawsuit, as our experts have estimated our liability to be within the range of approximately $0.1 million to $2.3 million. This estimate does not include any estimate of damages for prejudgment interest, attorneys' fees or punitive damages. We believe, however, that the amount of such liability, as stated by any of the parties, would not have a material effect on our consolidated financial position, results of operations, cash flows or business. There can be no assurance that the actual liability would not exceed this estimated range. A trial date of November 3, 2008 has been set for the claim by the class representatives, Gary and Janice Ogg. We continue to vigorously defend against any claims made by the plaintiffs, including at trial, and on appeal, if necessary. We have tendered the lawsuit to our insurance carrier for defense and indemnification. The carrier has agreed to defend us under a reservation of rights, and a declaratory judgment action is pending regarding the carrier's defense and coverage responsibilities.

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

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

The following discussion should be read in conjunction with our unaudited consolidated financial statements as of, and for, the three and six months ended June 30, 2008 and 2007, and with our annual report on Form 10-K for the year ended December 31, 2007.

Overview

We are a wholly-owned subsidiary of Mediacom Communications Corporation ("MCC"), the nation's eighth largest cable television company based on the number of basic video subscribers. Through our interactive broadband network, we provide our customers with a wide array of advanced products and services, including video services such as video-on-demand, high-definition television ("HDTV") and digital video recorders ("DVRs"), high-speed data ("HSD") and phone service. We offer triple-play bundles of video, HSD and phone to 86% of our estimated homes passed. Bundled products and services offer our customers a single provider contact for ordering, provisioning, billing and customer care.

As of June 30, 2008, our cable systems passed an estimated 1.36 million homes and served 606,000 basic video subscribers in 21 states. We provide digital video services to 264,000 customers, representing a digital penetration of 43.6% of our basic subscribers; HSD service to 323,000 customers, representing a HSD penetration of 23.7% of our estimated homes passed; and phone service to 100,000 customers, representing a penetration of 8.5% of our estimated marketable phone homes.

We evaluate our performance, in part, by measuring the number of revenue generating units ("RGUs") we serve, which represent the total of basic subscribers and digital, HSD and phone customers. As of June 30, 2008, we served 1.29 million RGUs, an increase of 9.6% over the end of the prior year period.

Retransmission Consent

Prior to February 2007, cable systems serving our subscribers carried the broadcast signals of 21 local broadcast stations owned or programmed by Sinclair Broadcast Group, Inc. ("Sinclair") under a month-to-month retransmission arrangement terminable at the end of any month on 45-days notice. Ten of these stations are affiliates of one of the "big-4" networks (ABC, CBS, FOX and NBC) that we deliver to approximately half of our total subscribers. The other stations are affiliates of the recently launched CW or MyNetwork broadcast networks or are unaffiliated with a national broadcast network.

On September 28, 2006, Sinclair exercised its right to deliver notice to us to terminate retransmission of all of its stations effective December 1, 2006, but subsequently agreed to extend our right to carriage of its signals until January 5, 2007. We and Sinclair were unable to reach agreement, and on January 5, 2007, Sinclair directed us to discontinue carriage of its stations. On February 2, 2007, we and Sinclair reached a multi-year agreement and Sinclair stations were immediately restored on the affected cable systems. As a result of this retransmission consent dispute, we experienced higher levels of basic subscriber losses and operating expenses in the fourth quarter of 2006 and the first quarter of 2007.

Adjusted OIBDA

We define Adjusted OIBDA as operating income before depreciation and amortization and non-cash, share-based compensation charges. Adjusted OIBDA is one of the primary measures used by management to evaluate our performance and to forecast future results but is not a financial measure calculated in accordance with generally accepted accounting principles (GAAP) in the United States. It is also a significant performance measure in our annual incentive compensation programs. We believe Adjusted OIBDA is useful for investors because it enables them to assess our performance in a manner similar to the methods used by management, and provides a measure that can be used to analyze, value and compare the companies in the cable television industry, which may have different depreciation and amortization policies, as well as different non-cash, share-based compensation programs. Adjusted OIBDA and similar measures are used in calculating compliance with the covenants of our debt arrangements. A limitation of Adjusted OIBDA, however, is that it excludes depreciation and amortization, which represents the periodic costs of certain capitalized tangible and intangible assets used in generating revenues in our business. Management utilizes a separate process to budget, measure and evaluate capital expenditures. In addition, Adjusted OIBDA has the limitation of not reflecting the effect of the our non-cash, share-based compensation charges.

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Adjusted 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 Adjusted OIBDA.

For purposes of calculating our compliance with the covenants under our debt arrangements, Adjusted OIBDA or similar measures are further adjusted to include investment income to the extent received in cash. The calculation for compliance with these covenants requires us to annualize Adjusted OIBDA or similar measures (as further adjusted) for each quarterly period. Investment income received in cash by Mediacom LLC was $4.5 million for each of the three months ended June 30, 2008 and 2007, respectively.

Actual Results of Operations

Three Months Ended June 30, 2008 compared to Three Months Ended June 30, 2007

The following tables set forth our unaudited consolidated statements of operations for the three months ended June 30, 2008 and 2007 (dollars in thousands and percentage changes that are not meaningful are marked NM):

	Three Months Ended June 30,			
	2008	2007	$ Change	% Change
Revenues	$ 153,874	$ 142,463	$ 11,411	8.0%
Costs and expenses:				
Service costs (exclusive of depreciation and amortization)	66,857	60,729	6,128	10.1%
Selling, general and administrative expenses	27,026	26,050	976	3.7%
Management fee expense	2,903	2,597	306	11.8%
Depreciation and amortization	28,135	27,963	172	0.6%
Operating income	28,953	25,124	3,829	15.2%
Interest expense, net	(25,380)	(29,817)	4,437	(14.9%)
Gain on derivatives, net	7,789	3,901	3,888	NM
Investment income from affiliate	4,500	4,500	—	NM
Other expense, net	(1,100)	(1,145)	45	(3.9%)
Net income	$ 14,762	$ 2,563	$ 12,199	NM
Adjusted OIBDA	$ 57,129	$ 53,212	$ 3,917	7.4%

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

	Three Months Ended June 30,			
	2008	2007	$ Change	% Change
Adjusted OIBDA	$ 57,129	$ 53,212	$ 3,917	7.4%
Non-cash, share-based compensation	(41)	(125)	84	(67.2%)
Depreciation and amortization	(28,135)	(27,963)	(172)	0.6%
Operating income	$ 28,953	$ 25,124	$ 3,829	15.2%

Revenues

The following tables set forth our unaudited revenues and selected subscriber, customer and average monthly revenue statistics for the three months ended June 30, 2008 and 2007 (dollars in thousands, except per subscriber and RGU data).

	Three Months Ended June 30,			
	2008	**2007**	**$ Change**	**% Change**
Video	$ 102,812	$ 101,220	1,592	1.6%
HSD	36,325	31,335	4,990	15.9%
Phone	9,837	5,061	4,776	94.4%
Advertising	4,900	4,847	53	1.1%
Total Revenues	$ 153,874	$ 142,463	11,411	8.0%

	June 30,			
	2008	**2007**	**Increase/ (Decrease)**	**% Change**
Basic subscribers	606,000	616,000	(10,000)	(1.6%)
Digital customers	264,000	228,000	36,000	15.8%
HSD customers	323,000	278,000	45,000	16.2%
Phone customers	100,000	58,000	42,000	72.4%
RGUs (1)	1,293,000	1,180,000	113,000	9.6%
Average total monthly revenue per RGU (2)	$ 40.17	$ 40.38	$ (0.21)	(0.5%)

(1) RGUs represent the total of basic subscribers and digital, HSD and phone customers.

(2) Represents average monthly revenues for the quarter divided by average RGUs for such period.

Revenues rose 8.0%, largely attributable to growth in our HSD and phone customers and an increase in video revenues. RGUs grew 9.6%, and average total monthly revenue per RGU declined 0.5% year-over-year.

Video revenues primarily represent monthly subscription fees charged to customers for our core cable television products and services (including basic and digital cable programming services, wire maintenance, equipment rental and services to commercial establishments), pay-per-view charges, installation, reconnection and late payment fees and other ancillary revenues. HSD revenues primarily represent monthly fees charged to customers, including commercial establishments, for our HSD products and services and equipment rental fees. Phone revenues primarily represent monthly fees charged to customers. Advertising revenues represent the sale of advertising time on various channels.

Video revenues grew 1.6%, largely due to basic video rate increases and customer growth in our advanced video products and services, partially offset by a lower number of basic subscribers. During the three months ended June 30, 2008, the number of basic subscribers rose by 2,000, compared to a loss of 6,000 basic subscribers for the same period last year. Digital customers grew by 11,000 during the three months ended June 30, 2008, as compared to an increase of 3,000 in the prior year period. As of June 30, 2008, 31.5% of digital customers received DVR and/or HDTV services, as compared to 25.9% at the end of the prior year period.

HSD revenues rose 15.9%, primarily due to a 16.2% year-over-year increase in HSD customers. During each of the three months ended June 30, 2008 and 2007, HSD customers grew by 9,000.

Phone revenues grew 94.4%, mainly due to a 72.4% year-over-year increase in phone customers. During the three months ended June 30, 2008, phone customers grew by 10,000, as compared to a gain of 13,000 in the prior year period. As of June 30, 2008, our phone service was marketed to 86% of our estimated 1.36 million homes passed.

Advertising revenues rose 1.1%, largely as a result of an increase in local advertising, mostly offset by a decrease in national advertising.

Costs and Expenses

Significant service costs include: programming expenses; employee expenses related to wages and salaries of technical personnel who maintain our cable network, perform customer installation activities and provide customer support; HSD costs, including costs of bandwidth connectivity and customer provisioning; phone service costs, including delivery and other costs; and field operating costs, including outside contractors, vehicle, utilities and pole rental expenses. Video programming costs, which are generally paid on a per subscriber basis, represent our largest single expense and have historically increased due to both increases in the rates charged for existing programming services and the introduction of new programming services to our customers. These programming costs are expected to continue to grow principally because of contractual unit rate increases and the increasing demands of television broadcast station owners for retransmission consent fees. As a consequence, it is expected that our video gross margins will decline as increases in programming costs outpace growth in video revenues.

Service costs rose 10.1%, primarily due to increases in programming, phone service, field operating and personnel expenses, offset in part by lower HSD costs. Programming expenses grew 6.9%, primarily as a result of higher contractual rates charged by our programming vendors, offset in part by a lower number of basic subscribers. Phone service costs rose 92.9%, principally due to the growth in phone customers and higher connectivity costs. Field operating costs grew by 18.7%, principally due to higher vehicle fuel and repair costs and lower capitalization of overhead costs, offset in part by a decrease in insurance costs. Personnel cost rose 20.7% largely due to higher technical operations staffing. HSD expenses decreased by 15.6% due to a reduction in product delivery costs, offset in part by HSD customer growth. Service costs as a percentage of revenues were 43.4% and 42.6% for the three months ended June 30, 2008 and 2007, respectively.

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

Selling, general and administrative expenses rose 3.7%, principally due to higher marketing and, to a lesser extent, costs related to customer service, offset in part by a decrease in telecommunications and billing expenses. Marketing costs grew 20.2%, mainly due to higher staffing level, greater usage of third-party sales support and an increase in direct mailing campaigns, offset in part by a reduction in other advertising. Customer service employee costs rose 8.7%, primarily due to additional staffing. Telecommunications costs decreased 12.8%, primarily due to more favorable rates. Billing expenses fell 7.6%, principally due to decreased processing fees. Selling, general and administrative expenses as a percentage of revenues were 17.6% and 18.3% for the three months ended June 30, 2008 and 2007, respectively.

Management fee expense reflects charges incurred under management arrangements with our parent, MCC. Management fee expense increased 11.8%, reflecting higher overhead charges at MCC. Management fee expenses as a percentage of revenues were 1.9% and 1.8% for the three months ended June 30, 2008 and 2007, respectively.

Depreciation and amortization rose 0.6%, primarily due to increased deployment of shorter-lived customer premise equipment.

Adjusted OIBDA

Adjusted OIBDA increased 7.4%, due to growth in HSD, phone and video revenues, offset in part by higher service costs and, to a lesser extent, selling, general and administrative expenses.

Operating Income

Operating income grew 15.2%, due to the increase in Adjusted OIBDA, offset in part by higher depreciation and amortization.

Interest Expense, Net

Interest expense, net, decreased 14.9%, primarily due to lower market interest rates on variable rate debt, offset in part by higher average indebtedness.

Gain 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 to reduce the potential volatility in our interest expense that would otherwise result from changes in variable market interest rates. As of June 30, 2008, we had interest rate swaps with an aggregate notional amount of $400.0 million. The changes in their mark-to-market values are derived primarily from changes in market interest rates, the decrease in their time to maturity and other factors. These swaps have not been designated as hedges for accounting purposes. As a result of the quarterly mark-to-market valuation of these interest rate swaps, we recorded a net gain on derivatives amounting to $7.8 million and $3.9 million, based upon information provided by our counterparties, for the three months ended June 30, 2008 and 2007, respectively.

Investment Income from Affiliate

Investment income from affiliate was $4.5 million for each of the three months ended June 30, 2008 and 2007. This amount represents the investment income on our $150.0 million preferred equity investment in Mediacom Broadband LLC, a wholly owned subsidiary of MCC.

Net Income

As a result of the factors described above, we recognized net income of $14.8 million for the three months ended June 30, 2008, compared to net income of $2.6 million for the prior year period.

Actual Results of Operations

Six Months Ended June 30, 2008 compared to Six Months Ended June 30, 2007

The following tables set forth our unaudited consolidated statements of operations for the six months ended June 30, 2008 and 2007 (dollars in thousands and percentage changes that are not meaningful are marked NM):

	Six Months Ended June 30,			
	2008	2007	$ Change	% Change
Revenues	$ 302,813	$ 276,987	$ 25,826	9.3%
Costs and expenses:				
Service costs (exclusive of depreciation and amortization)	130,360	118,791	11,569	9.7%
Selling, general and administrative expenses	53,591	51,422	2,169	4.2%
Management fee expense	5,832	5,115	717	14.0%
Depreciation and amortization	57,204	53,894	3,310	6.1%
Operating income	55,826	47,765	8,061	16.9%
Interest expense, net	(52,082)	(59,292)	7,210	(12.2%)
(Loss) gain on derivatives, net	(1,109)	1,825	(2,934)	NM
(Loss) gain on sale of cable systems, net	(170)	10,781	(10,951)	NM
Investment income from affiliate	9,000	9,000	—	NM
Other expense, net	(2,084)	(2,151)	67	(3.1%)
Net income	$ 9,381	$ 7,928	$ 1,453	18.3%
Adjusted OIBDA	$ 113,210	$ 101,894	$ 11,316	11.1%

The following represents a reconciliation of Adjusted OIBDA to operating income, which is the most directly comparable GAAP measure (dollars in thousands and percentage changes that are not meaningful are marked NM):

	Six Months Ended June 30,			
	2008	2007	$ Change	% Change
Adjusted OIBDA	$ 113,210	$ 101,894	$ 11,316	11.1%
Non-cash, share-based compensation	(180)	(235)	55	(23.4%)
Depreciation and amortization	(57,204)	(53,894)	(3,310)	6.1%
Operating income	$ 55,826	$ 47,765	$ 8,061	16.9%

Revenues

The following tables set forth our unaudited revenues and selected subscriber, customer and average monthly revenue statistics for the three months ended June 30, 2008 and 2007 (dollars in thousands, except per subscriber and RGU data).

	Six Months Ended June 30,			
	2008	2007	$ Change	% Change
Video	$ 204,040	$ 197,710	6,330	3.2%
HSD	71,033	60,802	10,231	16.8%
Phone	18,272	8,997	9,275	103.1%
Advertising	9,468	9,478	(10)	(0.1%)
Total Revenues	$ 302,813	$ 276,987	25,826	9.3%

	June 30,			
	2008	2007	Increase/ (Decrease)	% Change
Basic subscribers	606,000	616,000	(10,000)	(1.6%)
Digital customers	264,000	228,000	36,000	15.8%
HSD customers	323,000	278,000	45,000	16.2%
Phone customers	100,000	58,000	42,000	72.4%
RGUs	1,293,000	1,180,000	113,000	9.6%
Average total monthly revenue per RGU	$ 40.13	$ 39.71	$ 0.42	1.1%

Revenues rose 9.3%, largely attributable to growth in our HSD and phone customers, an increase in video revenues and a favorable comparison to the prior year period when results were affected by the Sinclair retransmission consent dispute in the first quarter. RGUs grew 9.6%, and average total monthly revenue per RGU rose 1.1%.

Video revenues grew 3.2%, largely due to basic video rate increases and customer growth in our advanced video products and services, partially offset by a lower number of basic subscribers. During the six months ended June 30, 2008, we gained 2,000 basic subscribers, compared to a reduction of 13,000 basic subscribers for the same period last year, which includes a significant amount of basic subscribers lost in connection with the aforementioned retransmission consent dispute, as well as the sale during the period of cable systems serving on a net basis 3,000 basic subscribers.

HSD revenues rose 16.8%, primarily due to a 16.2% year-over-year increase in HSD customers and continued growth with our enterprise network products and services.

Phone revenues grew 103.1%, mainly due to a 72.4% year-over-year increase in phone customers.

Advertising revenues were essentially flat year-over-year, largely as a result of an overall reduction in national advertising, offset an increase in local advertising.

Costs and Expenses

Service costs rose 9.7%, primarily due to increases in programming, phone service and field expenses, offset in part by lower HSD costs. Programming expenses grew 7.3%, principally as a result of higher contractual rates charged by our programming vendors, offset in part by a lower number of basic subscribers. Phone service costs rose 93.1%, mainly due to the growth in phone customers and higher connectivity costs. Field operating expenses grew 27.2%, primarily due to increased pole rental costs, lower capitalization of overhead costs and greater vehicle fuel and repair expenses, offset in part by lower insurance costs. HSD expenses decreased 19.0% due to a reduction in product delivery costs, offset in part by HSD customer growth. Service costs as a percentage of revenues were 43.0% and 42.9% for the six months ended June 30, 2008 and 2007, respectively.

Selling, general and administrative expenses rose 4.2%, principally due to higher costs related to marketing and, to a lesser extent, customer service, offset by a decrease in telecommunications expenses and taxes and fees. Marketing costs grew 22.2%, primarily due to additional staffing, more frequent direct mailing campaigns and greater use of third-party sales support, offset in part by a reduction in other advertising. Customer service employee costs rose 5.9%, principally due to higher staffing levels. Telecommunications costs fell 22.7%, primarily due to more favorable rates. Taxes and fees decreased 8.0% due to changes in franchise fee collection. Selling, general and administrative costs as a percentage of revenues were 17.7% and 18.6% for the six months ended June 30, 2008 and 2007, respectively.

Management fee expense reflects charges incurred under management arrangements with our parent, MCC. Management fee expense increased 14.0%, reflecting higher overhead charges at MCC. Management fee expenses as a percentage of revenues were 1.9% and 1.8% for the six months ended June 30, 2008 and 2007, respectively.

Depreciation and amortization rose 6.1%, primarily due to increased deployment of shorter-lived customer premise equipment and scalable infrastructure components.

Adjusted OIBDA

Adjusted OIBDA increased 11.1%, due to growth in HSD, phone and video revenues, offset in part by higher service costs and, to a lesser extent, selling, general and administrative expenses.

Operating Income

Operating income grew 16.9%, due to the increase in Adjusted OIBDA, offset in part by higher depreciation and amortization.

Interest Expense, Net

Interest expense, net, decreased 12.2%, primarily due to lower market interest rates on variable rate debt, offset in part by higher average indebtedness.

(Loss) Gain 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 to reduce the potential volatility in our interest expense that would otherwise result from changes in variable market interest rates. As of June 30, 2008, we had interest rate swaps with an aggregate notional amount of $400.0 million. The changes in their mark-to-market values are derived primarily from changes in market interest rates, the decrease in their time to maturity and other factors. These swaps have not been designated as hedges for accounting purposes. As a result of the quarterly mark-to-market valuation of these interest rate swaps, we recorded a net loss on derivatives amounting to $1.1 million and a net gain on derivatives of $1.8 million, based upon information provided by our counterparties, for the six months ended June 30, 2008 and 2007, respectively.

Gain on Sale of Cable Systems, Net

During the six months ended June 30, 2007, we sold a cable system for $22.9 million and recorded a gain on sale of $10.8 million.

Investment Income from Affiliate

Investment income from affiliate was $9.0 million for each of the six months ended June 30, 2008 and 2007. This amount represents the investment income on our $150.0 million preferred equity investment in Mediacom Broadband LLC, a wholly owned subsidiary of MCC.

Net Income

As a result of the factors described above, we recognized net income of $9.4 million for the six months ended June 30, 2008, compared to net income of $7.9 million for the prior year period

Liquidity and Capital Resources

Overview

We have invested, and will continue to invest, in our network to enhance our reliability and capacity and the further deployment of advanced broadband services. Our capital spending has recently shifted from mainly network upgrade investments to the deployment of advanced services, and we also may continue to make strategic acquisitions of cable systems. We have a high level of indebtedness and incur significant amounts of interest expense each year. We believe that we will meet interest expense and principal payments, capital spending and other requirements through a combination of our net cash flows from operating activities, borrowing availability under our bank credit facilities, and our ability to secure future external financing. However, there is no assurance that we will be able to obtain sufficient future financing, or, if we were able to do so, that the terms would be favorable to us.

As of June 30, 2008, our total debt was $1,474.3 million. Of this amount, $28.5 million matures within the year ending June 30, 2009. During the six months ended June 30, 2008, we paid cash interest of $52.2 million, net of capitalized interest. As of June 30, 2008, about 69.5% of our outstanding indebtedness was at fixed interest rates or subject to interest rate protection.

Bank Credit Facilities

Our principal operating subsidiaries maintain in aggregate $1.23 billion in bank credit facilities, of which $849.3 million was outstanding as of June 30, 2008. Continued access to our credit facilities is subject to our remaining in compliance with the covenants of these credit facilities, including covenants tied to our operating performance, principally the requirement that we maintain a maximum ratio of total senior debt to cash flow, as detailed in our credit agreements, of 6.0 to 1.0. The average interest rates on outstanding debt under our bank credit facilities as of June 30, 2008 and 2007, were 4.2% and 7.0%, respectively, before giving effect to the interest rate exchange agreements discussed below. As of June 30, 2008, we had unused credit commitments of $370.8 million under our bank credit facilities, all of which could be borrowed and used for general corporate purposes based on the terms and conditions of our debt arrangements.

As of June 30, 2008, approximately $10.2 million of letters of credit were issued under our bank credit facilities to various parties as collateral for our performance relating to insurance and franchise requirements.

Interest Rate Exchange Agreements

As of June 30, 2008, we had entered into interest rate swaps with counterparties to hedge $400.0 million of floating rate debt at weighted average fixed rate of 5.0%. These swaps are scheduled to expire in the amounts of $300.0 million and $100.0 million during the years ended December 31, 2009 and 2010, respectively, and have been accounted for on a mark-to-market basis as of, and for, the six months ended June 30, 2008. 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. However, due to the high creditworthiness of our counterparties, which are major banking firms with investment grade rankings, we do not anticipate their nonperformance.

The fair value of the interest rate swaps is the estimated amount that we would receive or pay to terminate such agreements, taking into account market interest rates, the remaining time to maturities and other factors. As of June 30, 2008 and December 31, 2007, based on the mark-to-market valuation, we recorded on our consolidated balance sheets an accumulated liability for derivatives of $10.6 million and $9.5 million, respectively, of which $7.5 million and $0 was classified as current liabilities, respectively.

Senior Notes

We have issued senior notes totaling $625.0 million as of June 30, 2008. The indentures governing our senior notes also contain financial and other covenants, though they are generally less restrictive than those found in our bank credit facilities and do not require us to maintain any financial ratios. Principal covenants include a limitation on the incurrence of additional indebtedness based upon a maximum ratio of total indebtedness to cash flow, as defined in these debt agreements of 7.0 to 1. These agreements also contain limitations on dividends, investments and distributions.

Covenant Compliance and Debt Ratings

For all periods through June 30, 2008, we were in compliance with all of the covenants under our bank credit facilities and senior note arrangements. There are no covenants, events of default, borrowing conditions or other terms in our bank credit facilities and senior note arrangements that are based on changes in our credit rating assigned by any rating agency. We believe that we will not have any difficulty complying with any of the applicable covenants in the foreseeable future.

Operating Activities

Net cash flows provided by operating activities were $109.6 million for the six months ended June 30, 2008, primarily due to Adjusted OIBDA of $113.2 million and the net change in our operating assets and liabilities of $40.5 million, offset in part by interest expense of $52.1 million. The net change in our operating assets and liabilities was principally due to an increase in accounts payable, accrued expenses and other current liabilities of $40.5 million and an increase in deferred revenue of $1.3 million, offset in part by an increase in accounts receivable, net, of $0.9 million.

Net cash flows provided by operating activities were $63.2 million for the six months ended June 30, 2007, primarily due to Adjusted OIBDA of $101.9 million and the net change in our operating assets and liabilities of $12.7 million, offset in part by interest expense of $59.3 million. The net change in our operating assets and liabilities was principally due to an increase in accounts payable, accrued expenses and other current liabilities of $12.7 million and an increase in deferred revenue of $2.0 million, offset in part by an increase in prepaid expenses and other assets of $0.7 million and an increase in accounts receivable, net, of $0.6 million.

Investing Activities

Net cash flows used in investing activities were $61.2 million for the six months ended June 30, 2008, as compared to $33.7 million for the prior year period. In both periods, capital expenditures represent most of the net cash flows used in investing activities. This change of $27.5 million was due to an $11.9 million increase in capital expenditures, primarily due to greater investments in our video and HSD delivery systems and network rebuild and upgrade activity, and proceeds received from the sale of cable systems, net of acquisitions, of $15.7 million in the prior year period.

Financing Activities

Net cash flows used in financing activities were $43.5 million for the six months ended June 30, 2008, principally due to a net reduction of debt of $31.3 million and other financing activities of $8.2 million.

Net cash flows used in financing activities were $34.6 million for the six months ended June 30, 2007, primarily due to a net reduction of debt.

Contractual Obligations and Commercial Commitments

There have been no material changes to our contractual obligations and commercial commitments as previously disclosed in our annual report on Form 10-K for the year ended December 31, 2007.

Critical Accounting Policies

The preparation of our financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. Periodically, we evaluate our estimates, including those related to doubtful accounts, long-lived assets, capitalized costs and accruals. We base our estimates on historical experience and on various other assumptions that we believe are reasonable. Actual results may differ from these estimates under different assumptions or conditions. We believe that the application of the critical accounting policies requires significant judgments and estimates on the part of management. For a summary of our critical accounting policies, please refer to our annual report on Form 10-K for the year ended December 31, 2007.

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

There have been no significant changes to the information required under this Item from what was disclosed in Item 7A of our annual report on Form 10-K for the year ended December 31, 2007.

ITEM 4. CONTROLS AND PROCEDURES

Mediacom LLC

Under the supervision and with the participation of the management of Mediacom LLC ("Mediacom"), including Mediacom's Chief Executive Officer and Chief Financial Officer, Mediacom evaluated the effectiveness of Mediacom's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this report. Based upon that evaluation, Mediacom's Chief Executive Officer and Chief Financial Officer concluded that Mediacom's disclosure controls and procedures were effective as of June 30, 2008.

There has not been any change in Mediacom's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended June 30, 2008 that has materially affected, or is reasonably likely to materially affect, Mediacom's internal control over financial reporting.

Mediacom Capital Corporation

Under the supervision and with the participation of the management of Mediacom Capital Corporation ("Mediacom Capital"), including Mediacom Capital's Chief Executive Officer and Chief Financial Officer, Mediacom Capital evaluated the effectiveness of Mediacom Capital's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this report. Based upon that evaluation, Mediacom Capital's Chief Executive Officer and Chief Financial Officer concluded that Mediacom Capital's disclosure controls and procedures were effective as of June 30, 2008.

There has not been any change in Mediacom Capital's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended June 30, 2008 that has materially affected, or is reasonably likely to materially affect, Mediacom Capital's internal control over financial reporting.

PART II

ITEM 1. LEGAL PROCEEDINGS

See Note 8 to our consolidated financial statements.

ITEM 1A. RISK FACTORS

There have been no material changes in the risk factors from those disclosed in Item 1A of our annual report on Form 10-K for the year ended December 31, 2007.

ITEM 6. EXHIBITS

Exhibit Number	Exhibit Description
31.1	Rule 15d-14(a) Certifications of Mediacom LLC
31.2	Rule 15d-14(a) Certifications of Mediacom Capital Corporation
32.1	Section 1350 Certifications of Mediacom LLC
32.2	Section 1350 Certifications of Mediacom Capital Corporation

SIGNATURES

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

MEDIACOM LLC

August 12, 2008

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 CAPITAL CORPORATION

August 12, 2008

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

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EXHIBIT INDEX

Exhibit Number	Exhibit Description
31.1	Rule 15d-14(a) Certifications of Mediacom LLC
31.2	Rule 15d-14(a) Certifications of Mediacom Capital Corporation
32.1	Section 1350 Certifications of Mediacom LLC
32.2	Section 1350 Certifications of Mediacom Capital Corporation

Exhibit 31.1

CERTIFICATIONS

I, Rocco B. Commisso, certify that:

(1) I have reviewed this report on Form 10-Q of Mediacom LLC;

(2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

(3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

(4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and l5d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

(5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

August 12, 2008

By: /s/ Rocco B. Commisso

Rocco B. Commisso
Chairman and Chief Executive Officer

CERTIFICATIONS

I, Mark E. Stephan, certify that:

(1) I have reviewed this report on Form 10-Q of Mediacom LLC;

(2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

(3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

(4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and l5d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

(5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

August 12, 2008

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

Exhibit 31.2

CERTIFICATIONS

I, Rocco B. Commisso, certify that:

(1) I have reviewed this report on Form 10-Q of Mediacom Capital Corporation;

(2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

(3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

(4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and l5d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

(5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

August 12, 2008

By: /s/ ROCCO B. COMMISSO
Rocco B. Commisso
Chairman and Chief Executive Officer

CERTIFICATIONS

I, Mark E. Stephan, certify that:

(1) I have reviewed this report on Form 10-Q of Mediacom Capital Corporation;

(2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

(3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

(4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and l5d-15(f))for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

(5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

August 12, 2008

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

Exhibit 32.1

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

In connection with the Quarterly Report of Mediacom LLC (the "Company") on Form 10-Q for the period ended June 30, 2008 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Rocco B. Commisso, Chairman and Chief Executive Officer and Mark E. Stephan, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) the Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

August 12, 2008

By: /s/ ROCCO B. COMMISSO
Rocco B. Commisso
Chairman and Chief Executive Officer

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

Exhibit 32.2

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

In connection with the Quarterly Report of Mediacom Capital Corporation (the “Company”) on Form 10-Q for the period ended June 30, 2008 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), Rocco B. Commisso, Chairman and Chief Executive Officer and Mark E. Stephan, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) the Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

August 12, 2008

By: /s/ ROCCO B. COMMISSO
Rocco B. Commisso
Chairman and Chief Executive Officer

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