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, 2013

Commission File Numbers: 333-82124-01
333-82124-04

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

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

1 Mediacom Way
Mediacom Park, NY 10918
(Address of principal executive offices)

(845) 443-2600
(Registrants' telephone number)

Indicate by check mark whether the Registrants (1) have filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. ☐ Yes ☒ No

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

Indicate by check mark whether the Registrants have submitted electronically and posted on their corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the Registrants were required to submit and post such files). ☒ Yes ☐ No

Indicate by check mark whether the Registrants are large accelerated filers, accelerated filers, non-accelerated filers or smaller reporting companies. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filers	☐	Accelerated filers	☐
Non-accelerated filers	☒	Smaller reporting companies	☐

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

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MEDIACOM LLC AND SUBSIDIARIES

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This Quarterly Report on Form 10-Q is for the three and six months ended June 30, 2013. Any statement contained in a prior periodic report shall be deemed to be modified or superseded for purposes of this Quarterly Report to the extent that a statement herein modifies or supersedes such statement. The Securities and Exchange Commission allows us to "incorporate by reference" information that we file with them, which means that we can disclose important information by referring you directly to those documents. Information incorporated by reference is considered to be part of this Quarterly Report.

Mediacom LLC is a New York limited liability company and a wholly-owned subsidiary of Mediacom Communications Corporation, a Delaware corporation. Mediacom Capital Corporation is a New York corporation and a wholly-owned subsidiary of Mediacom LLC. Mediacom Capital Corporation was formed for the sole purpose of acting as co-issuer with Mediacom LLC of debt securities and does not conduct operations of its own.

References in this Quarterly Report to "we," "us," or "our" are to Mediacom LLC and its direct and indirect subsidiaries (including Mediacom Capital Corporation), unless the context specifies or requires otherwise. References in this Quarterly Report to "Mediacom" or "MCC" are to Mediacom Communications Corporation.

Cautionary Statement Regarding Forward-Looking Statements

You should carefully review the information contained in this Quarterly Report and in other reports or documents that we file from time to time with the SEC.

In this Quarterly Report, we state our beliefs of future events and of our future financial performance. In some cases, you can identify those so-called “forward-looking statements” by words such as “anticipates,” “believes,” “continue,” “could,” “estimates,” “expects,” “intends,” “may,” “plans,” “potential,” “predicts,” “should” or “will,” or the negative of those and other comparable words. These forward-looking statements are not guarantees of future performance or results, and are subject to risks and uncertainties that could cause actual results to differ materially from historical results or those we anticipate as a result of various factors, many of which are beyond our control. Factors that may cause such differences to occur include, but are not limited to:

- increased levels of competition for residential and business customers from existing competitors, including direct broadcast satellite operators, local telephone companies and other cable providers, and from more recent competition, including wireless communications companies and over-the-top video providers;
- lower demand for our residential and business services products and services, which may result from increased competition, weakened economic conditions or other factors;
- greater than anticipated increases in programming costs and other delivery expenses related to our products and services;
- our ability to successfully introduce new products and services to meet customer demands and preferences;
- our ability to secure hardware, software and operational support for the delivery of products and services to consumers;
- disruptions or failures of our network and information systems, including those caused by “cyber attacks,” natural disasters or other material events outside our control;
- our reliance on certain intellectual property rights, and not infringing on the intellectual property rights of others;
- our ability to generate sufficient cash flows from operations to meet our debt service obligations;
- our ability to refinance future debt maturities or provide future funding for general corporate purposes and potential strategic transactions, on favorable terms, if at all;
- changes in assumptions underlying our critical accounting policies;
- changes in legislative and regulatory matters that may cause us to incur additional costs and expenses; and
- other risks and uncertainties discussed in this Quarterly Report, our Annual Report on Form 10-K for the year ended December 31, 2012 and other reports or documents that we file from time to time with the SEC.

Statements included in this Quarterly Report are based upon information known to us as of the date that this Quarterly Report is filed with the SEC, and we assume no obligation to update or alter our forward-looking statements made in this Quarterly Report, whether as a result of new information, future events or otherwise, except as required by applicable federal securities laws.

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PART I

ITEM 1. FINANCIAL STATEMENTS

MEDIACOM LLC AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Dollars in thousands)
(Unaudited)

	June 30, 2013	December 31, 2012
ASSETS		
CURRENT ASSETS		
Cash	$ 9,037	$ 9,394
Accounts receivable, net of allowance for doubtful accounts of $2,039 and $1,882	47,266	45,714
Accounts receivable—affiliates	5,322	—
Prepaid expenses and other current assets	11,160	9,176
Total current assets	72,785	64,284
Preferred membership interest in affiliated company (Note 7)	150,000	150,000
Property, plant and equipment, net of accumulated depreciation of $1,446,727 and $1,399,778	670,752	663,492
Franchise rights	614,745	614,745
Goodwill	23,911	23,911
Subscriber lists, net of accumulated amortization of $118,273 and $118,266	29	36
Other assets, net of accumulated amortization of $10,006 and $8,565	17,490	18,955
Total assets	$1,549,712	$1,535,423
LIABILITIES AND MEMBER'S DEFICIT		
CURRENT LIABILITIES		
Accounts payable, accrued expenses and other current liabilities	$ 149,552	$ 147,017
Deferred revenue	28,164	27,228
Current portion of long-term debt	9,000	9,000
Total current liabilities	186,716	183,245
Long-term debt, less current portion	1,493,000	1,513,000
Other non-current liabilities	20,537	31,376
Total liabilities	1,700,253	1,727,621
Commitments and contingencies (Note 10)		
MEMBER'S DEFICIT		
Capital contributions	321,196	324,861
Accumulated deficit	(471,737)	(517,059)
Total member's deficit	(150,541)	(192,198)
Total liabilities and member's deficit	$1,549,712	$1,535,423

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

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Revenues	$175,594	$170,694	$346,613	$339,351
Costs and expenses:				
Service costs (exclusive of depreciation and amortization)	75,603	74,496	151,725	148,209
Selling, general and administrative expenses	30,328	28,373	58,260	55,991
Management fee expense	3,000	2,875	6,000	6,335
Depreciation and amortization	28,842	29,010	57,157	58,076
Operating income	37,821	35,940	73,471	70,740
Interest expense, net	(23,645)	(24,210)	(47,260)	(48,504)
Gain (loss) on derivatives, net	6,447	(1,110)	11,127	502
Gain on sale of cable systems, net	—	5,202	—	5,202
Loss on early extinguishment of debt	—	—	—	(6,468)
Investment income from affiliate	4,500	4,500	9,000	9,000
Other expense, net	(594)	(434)	(1,016)	(897)
Net income	$ 24,529	$ 19,888	$ 45,322	$ 29,575

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

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

	Six Months Ended June 30, 2013	Six Months Ended June 30, 2012
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 45,322	$ 29,575
Adjustments to reconcile net income to net cash flows provided by operating activities:		
Depreciation and amortization	57,157	58,076
Gain on derivatives, net	(11,127)	(502)
Gain on sale of cable systems, net	—	(5,202)
Loss on early extinguishment of debt	—	6,468
Amortization of deferred financing costs	1,599	1,725
Changes in assets and liabilities, net of effects from acquisitions:		
Accounts receivable, net	(1,552)	(8,132)
Accounts receivable—affiliates	(5,322)	—
Prepaid expenses and other assets	(2,138)	(2,878)
Accounts payable, accrued expenses and other current liabilities	1,742	12,234
Deferred revenue	936	373
Other non-current liabilities	(38)	(40)
Net cash flows provided by operating activities	$ 86,579	$ 91,697
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures	$(64,390)	$ (49,335)
Change in accrued property, plant and equipment	677	(3,774)
Acquisition of cable systems	—	(1,186)
Proceeds from sale of cable systems, net	—	11,018
Net cash flows used in investing activities	$(63,713)	$ (43,277)
CASH FLOWS FROM FINANCING ACTIVITIES:		
New borrowings of bank debt	$ 62,000	$ 115,009
Repayment of bank debt	(82,000)	(411,009)
Issuance of senior notes	—	250,000
Capital contributions from parent (Note 8)	—	15,000
Capital distributions to parent (Note 8)	(3,800)	(15,000)
Financing costs	—	(4,890)
Other financing activities	577	(1,567)
Net cash flows used in financing activities	$(23,223)	$ (52,457)
Net change in cash	(357)	(4,037)
CASH, beginning of period	9,394	12,438
CASH, end of period	$ 9,037	$ 8,401
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Cash paid during the period for interest, net of amounts capitalized	$ 45,590	$ 39,599

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

MEDIACOM LLC AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. ORGANIZATION

Basis of Preparation of Unaudited Consolidated Financial Statements

Mediacom LLC ("Mediacom LLC" and collectively with its subsidiaries, "we," "our" or "us") is a New York limited liability company wholly-owned by Mediacom Communications Corporation ("MCC"). MCC is involved in the acquisition and operation of cable systems serving smaller cities and towns in the United States, and its cable systems are owned and operated through our operating subsidiaries and those of Mediacom Broadband LLC, a Delaware limited liability company wholly-owned by MCC. As limited liability companies, we and Mediacom Broadband LLC are not subject to income taxes and, as such, are included in the consolidated federal and state income tax returns of MCC, which is a C corporation.

Our principal operating subsidiaries conduct all of our consolidated operations and own substantially all of our consolidated assets. Our operating subsidiaries are separate and distinct legal entities and have no obligation, contingent or otherwise, to make funds available to us.

We have prepared these unaudited consolidated financial statements in accordance with the rules and regulations of the Securities and Exchange Commission (the "SEC"). In the opinion of management, such statements include all adjustments, consisting of normal recurring accruals and adjustments, necessary for a fair presentation of our consolidated results of operations and financial position for the interim periods presented. The accounting policies followed during such interim periods reported are in conformity with generally accepted accounting principles in the United States of America and are consistent with those applied during annual periods. For a summary of our accounting policies and other information, refer to our Annual Report on Form 10-K for the year ended December 31, 2012. 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, 2013.

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

Franchise fees imposed by local governmental authorities are collected on a monthly basis from our customers and are periodically remitted to the local governmental authorities. Because franchise fees are our obligation, we present them on a gross basis with a corresponding operating expense. Franchise fees reported on a gross basis amounted to approximately $3.1 million for each of the three months ended June 30, 2013 and 2012, and approximately $6.1 million and $6.2 million for the six months ended June 30, 2013 and 2012, respectively.

Reclassifications

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

2. RECENT ACCOUNTING PRONOUNCEMENTS

In July 2012, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update No. 2012-02 ("ASU 2012-02") *Testing Indefinite-Lived Intangible Assets for Impairment*. ASU 2012-02 expands the guidance in Accountings Standard Update No. 2011-08 ("ASU 2011-08") *Intangibles – Goodwill and Other* to include indefinite-lived intangible assets other than goodwill. We adopted this ASU on December 1, 2012. ASU 2012-02 did not have a material impact on our financial statements or related disclosures.

In January 2013, the FASB issued Accounting Standards Update No. 2013-01 ("ASU 2013-01"), Balance Sheet (Topic 210). ASU 2013-01 contains amendments to balance sheet guidance. The amendments clarify the scope of ASU 2011-11 and apply to derivatives accounted for in accordance with Topic 815, Derivatives and Hedging. An entity is required to apply the amendments for fiscal years beginning on or after January 1, 2013, and interim periods within those annual periods. An entity should provide the required disclosures retrospectively for all comparative periods presented. The effective date is the same as the effective date of ASU 2011-11. We adopted ASU 2013-01 on January 1, 2013. ASU 2013-01 did not have a material impact on our financial statements or related disclosures.

In February 2013, the FASB issued Accounting Standards Update No. 2013-02 ("ASU 2013-02"), Comprehensive Income (Topic 220). This ASU contains amendments to the guidance surrounding accumulated other comprehensive income. The amendments do not change the current requirements for reporting net income or other comprehensive income in financial statements. However, the amendments require an entity to provide information about the amounts reclassified out of accumulated other comprehensive income by component. In addition, an entity is required to present, either on the face of the statement where net income is presented or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income but only if the amount reclassified is required under U.S. GAAP to be reclassified to net income in its entirety in the same reporting period. For other amounts that are not required under U.S. GAAP to be reclassified in their entirety to net income, an entity is required to cross-reference to other disclosures required under U.S. GAAP that provide additional detail about those amounts. For public entities, ASU 2013-02 was effective prospectively for reporting periods beginning after December 15, 2012. We adopted ASU 2013-02 on January 1, 2013. ASU 2013-02 did not have an impact on our financial statements or related disclosures.

3. FAIR VALUE

The tables below set forth our financial assets and liabilities measured at fair value on a recurring basis using a market-based approach at June 30, 2013. These assets and liabilities have been categorized according to the three-level fair value hierarchy established by ASC 820, which prioritizes the inputs used in measuring fair value, as follows:

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

As of June 30, 2013, our interest rate exchange agreement liabilities, net, were valued at $36.9 million using Level 2 inputs, as follows (dollars in thousands):

	Fair Value as of June 30, 2013			
	Level 1	Level 2	Level 3	Total
Assets				
Interest rate exchange agreements	$ —	$ —	$ —	$ —
Liabilities				
Interest rate exchange agreements	$ —	$36,872	$ —	$36,872
Interest rate exchange agreements—liabilities, net	$ —	$36,872	$ —	$36,872

As of December 31, 2012, our interest rate exchange agreement liabilities, net, were valued at $48.0 million using Level 2 inputs, as follows (dollars in thousands):

	Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Assets				
Interest rate exchange agreements	$ —	$ —	$ —	$ —
Liabilities				
Interest rate exchange agreements	$ —	$48,015	$ —	$48,015
Interest rate exchange agreements—liabilities, net	$ —	$48,015	$ —	$48,015

The fair value of our interest rate exchange agreements is the estimated amount that we would receive or pay to terminate such agreements, taking into account projected interest rates, based on quoted LIBOR futures, and the remaining time to maturities. While our interest rate exchange agreements are subject to contractual terms that provide for the net settlement of transactions with counterparties, we do not offset assets and liabilities under these agreements for financial statement presentation purposes, and assets and liabilities are reported on a gross basis. Based upon the mark-to-market valuation of these interest rate exchange agreements, all of our interest rate exchange agreements were in a liability position as of June 30, 2013 and December 31, 2012, and therefore no assets were recorded on our consolidated balance sheets. As of June 30, 2013 and December 31, 2012, based on such mark-to-market valuations, we recorded an accumulated current liability in “accounts payable, accrued expenses and other current liabilities” of $18.9 million and $19.3 million, respectively, and, as of the same dates, an accumulated long-term liability in “other non-current liabilities” of $18.0 million and $28.7 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 $6.4 million and a net loss on derivatives of $1.1 million for the three months ended June 30, 2013 and 2012, respectively, and a net gain on derivatives of $11.1 million and $0.5 million for the six months ended June 30, 2013 and 2012, respectively.

4. PROPERTY, PLANT AND EQUIPMENT

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

	June 30, 2013	December 31, 2012
Cable systems, equipment and subscriber devices	$ 2,010,920	$ 1,956,823
Furniture, fixtures and office equipment	52,064	51,829
Vehicles	36,085	36,342
Buildings and leasehold improvements	16,829	16,695
Land and land improvements	1,581	1,581
Property, plant and equipment, gross	$ 2,117,479	2,063,270
Accumulated depreciation	(1,446,727)	(1,399,778)
Property, plant and equipment, net	$ 670,752	$ 663,492

5. ACCOUNTS PAYABLE, ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

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

	June 30, 2013	December 31, 2012
Accounts payable—non-affiliates	$ 21,718	$ 24,144
Accrued interest	20,012	19,930
Liabilities under interest rate exchange agreements	18,936	19,262
Accrued programming costs	18,702	17,792
Accrued taxes and fees	15,554	15,709
Accrued payroll and benefits	13,205	12,420
Subscriber advance payments	12,249	10,999
Accrued service costs	9,045	9,243
Accrued property, plant and equipment	5,442	4,765
Bank overdrafts [(1)]	3,907	3,465
Accrued telecommunications costs	1,666	1,266
Accounts payable—affiliates	—	32
Other accrued expenses	9,116	7,990
Accounts payable, accrued expenses and other current liabilities	$149,552	$ 147,017

(1) Bank 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 bank overdrafts are reported in "other financing activities" in our Consolidated Statements of Cash Flows.

6. DEBT

As of June 30, 2013 and December 31, 2012, our debt consisted of (dollars in thousands):

	June 30, 2013	December 31, 2012
Bank credit facility	$ 902,000	$ 922,000
9 1/8% senior notes due 2019	350,000	350,000
7 1/4% senior notes due 2022	250,000	250,000
Total debt	$1,502,000	$1,522,000
Less: current portion	9,000	9,000
Total long-term debt	$1,493,000	$1,513,000

Bank Credit Facility

As of June 30, 2013, we maintained a $1.075 billion bank credit facility (the "credit facility"), comprising:

- $225.2 million of revolving credit commitments, which expire on December 31, 2014;
- $607.8 million of outstanding Term Loan C borrowings, which mature on January 31, 2015; and
- $242.5 million of outstanding Term Loan E borrowings, which mature on October 23, 2017.

As of June 30, 2013, we had $164.0 million of unused revolving credit commitments, all of which were available to be borrowed and used for general corporate purposes, after giving effect to $51.7 million of outstanding loans and $9.5 million of letters of credit issued thereunder to various parties as collateral.

The credit facility is collateralized by our ownership interests in our operating subsidiaries, and is guaranteed by us on a limited recourse basis to the extent of such ownership interests. As of June 30, 2013, the credit agreement governing the credit facility (the "credit agreement") required us to maintain a total leverage ratio (as defined in the credit agreement) of no more than 5.0 to 1.0 and an interest coverage ratio (as defined in the credit agreement) of no less than 2.0 to 1.0. As of June 30, 2013, we were in compliance with all covenants under the credit agreement, including a total leverage ratio of 3.1 to 1.0 and an interest coverage ratio of 3.0 to 1.0.

Interest Rate Exchange Agreements

We use interest rate exchange agreements (which we refer to as "interest rate swaps") with various banks to fix the variable portion of borrowings under the credit facility. We believe this reduces the potential volatility in our interest expense that would otherwise result from changes in market interest rates. Our interest rate swaps have not been designated as hedges for accounting purposes, and have been accounted for on a mark-to-market basis as of, and for the three and six months ended, June 30, 2013 and 2012. As of June 30, 2013:

- We had current interest rate swaps that fixed the variable portion of $700 million of borrowings under the credit facility at a rate of 3.0%. Our current interest rate swaps are scheduled to expire in the amounts of $400 million and $300 million during the years ending December 31, 2014 and 2015, respectively; and
- We had forward-starting interest rate swaps that will fix the variable portion of $200 million of borrowings under the credit facility at a rate of 3.0%. These forward-starting interest rate swaps are scheduled to commence during the year ending December 31, 2014.

As of June 30, 2013 and 2012, the weighted average interest rate on outstanding borrowings under the credit facility, including the effect of our interest rate swaps, was 4.6%.

Senior Notes

As of June 30, 2013, we had $600 million of outstanding senior notes, comprising $350 million of 9 $^1/_8$% senior notes due August 2019 and $250 million of 7 $^1/_4$% senior notes due February 2022. Our senior notes are unsecured obligations, and the indenture governing our senior notes (the "indenture") limits the incurrence of additional indebtedness based upon a maximum debt to operating cash flow ratio (as defined in the indenture) of 8.5 to 1.0. As of June 30, 2013, we were in compliance with all covenants under the indenture, including a debt to operating cash flow ratio of 5.3 to 1.0.

Other Assets

Other assets, net, primarily include financing costs and original issue discount incurred to raise debt, which are deferred and amortized as interest expense over the expected term of such financings. Original issue discount, as recorded in other assets, net, was $5.8 million and $6.4 million as of June 30, 2013 and December 31, 2012, respectively.

Debt Ratings

MCC's corporate credit rating is B1, with a stable outlook, by Moody's, and B+, with a positive outlook, by Standard and Poor's. Our senior unsecured credit rating is B3, with a stable outlook, by Moody's, and B-, with a positive outlook, by Standard and Poor's.

There are no covenants, events of default, borrowing conditions or other terms in the credit agreement or indenture that are based on changes in our credit rating assigned by any rating agency.

Fair Value

As of June 30, 2013, the fair values of our senior notes and outstanding debt under the credit facility (which were calculated based upon market prices of such issuances in an active market when available) were as follows (dollars in thousands):

9 1/8% senior notes due 2019	$ 383,250
7 1/4% senior notes due 2022	271,250
Total senior notes	$ 654,500
Bank credit facility	$ 900,937

As of December 31, 2012, the fair values of our senior notes and outstanding debt under the credit facility (which were calculated based upon market prices of such issuances in an active market when available) were as follows (dollars in thousands):

9 1/8% senior notes due 2019	$ 388,719
7 1/4% senior notes due 2022	271,250
Total senior notes	$ 659,969
Bank credit facility	$ 925,356

7. PREFERRED MEMBERSHIP INTEREST IN AFFILIATED COMPANY

In July 2001, we made a $150 million preferred membership investment in Mediacom Broadband LLC, another wholly-owned subsidiary of MCC, which has a 12% annual dividend, payable quarterly in cash. We received $4.5 million in cash dividends on the preferred membership interest during each of the three months ended June 30, 2013 and 2012, and $9.0 million during each of the six months ended June 30, 2013 and 2012.

8. MEMBER'S DEFICIT

As a wholly-owned subsidiary of MCC, our business affairs, including our financing decisions, are directed by MCC.

Capital contributions from parent and capital distributions to parent are reported on a gross basis in the Consolidated Statements of Cash Flows. We made capital distributions to parent in cash of $3.8 million and $15.0 million during the six months ended June 30, 2013 and 2012, respectively, and received capital contributions from parent in cash of $15.0 million during the six months ended June 30, 2012.

9. RELATED PARTY TRANSACTIONS

MCC manages us pursuant to a management agreement with our operating subsidiaries. Under such agreements, MCC has full and exclusive authority to manage our day to day operations and conduct our business. We remain responsible for all expenses and liabilities relating to the construction, development, operation, maintenance, repair and ownership of our systems. As compensation for the performance of its services, subject to certain restrictions, MCC is entitled to receive management fees in an amount not to exceed 4.5% of the annual gross operating revenues of our operating subsidiaries. MCC is also entitled to the reimbursement of all expenses necessarily incurred in its capacity as manager. MCC charged us management fees of $3.0 million and $2.9 million for the three months ended June 30, 2013 and 2012, respectively, and $6.0 million and $6.3 million for the six months ended June 30, 2013 and 2012, respectively.

We are a preferred equity investor in Mediacom Broadband LLC, a wholly-owned subsidiary of MCC. See Note 7.

Accounts receivable – affiliates and accounts payable – affiliates represent amounts due from, or amounts due to, MCC or its subsidiaries (other than us), are reported on a net basis for financial statement presentation purposes. As of June 30, 2013, there were net balances recorded in accounts receivable – affiliates of $5.3 million, and as of December 31, 2012, there were net balances recorded in accounts payable – affiliates of less than $0.1 million.

10. COMMITMENTS AND CONTINGENCIES

Legal Proceedings

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

11. GOODWILL AND OTHER INTANGIBLE ASSETS

In accordance with ASC 350 – *Intangibles – Goodwill and Other* ("ASC 350"), the amortization of goodwill and indefinite-lived intangible assets is prohibited and requires such assets to be tested annually for impairment, or more frequently if impairment indicators arise. We have determined that our cable franchise rights and goodwill are indefinite-lived assets and therefore not amortizable.

We have evaluated the qualitative factors surrounding our Mediacom LLC reporting unit as of October 1, 2012, which has negative equity carrying value. We do not believe that it is "more likely than not" that a goodwill impairment exists. As such, we have not performed Step 2 of the goodwill impairment test.

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

Because we believe there has not been a meaningful change in the long-term fundamentals of our business during the first six months of 2013, we have determined that there has been no triggering event under ASC 350 and, as such, no interim impairment test was required as of June 30, 2013.

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, 2013 and 2012, and with our annual report on Form 10-K for the year ended December 31, 2012.

Overview

We are a wholly-owned subsidiary of Mediacom Communications Corporation ("MCC"), the nation's eighth largest cable company based on the number of customers who purchase one or more video services, also known as video customers. As of June 30, 2013, we served approximately 434,000 video customers, 424,000 high-speed data ("HSD") customers and 174,000 phone customers, aggregating 1.03 million primary service units ("PSUs").

We provide our residential and commercial customers with a wide variety of products and services, including our primary services of video, HSD and phone. We also provide network and transport services to medium and large sized businesses, governments, and educational institutions in our service areas, including cell tower backhaul for wireless telephone providers, and sell advertising time to local, regional and national advertisers. We believe our customers prefer the cost savings of the bundled products and services we offer, as well as the convenience of having a single provider contact for ordering, provisioning, billing and customer care.

We expect we will continue to increase revenues through growth in our business services and, to a lesser extent, residential revenues. Business services revenues are expected to grow through HSD and phone sales to small-to-medium sized companies and greater sales of cell tower backhaul and large enterprise class services. Revenues from residential services are expected to grow as a result of HSD and phone customer growth, with additional contributions from customers taking higher HSD speed tiers and more customers taking our advanced video services.

Our performance has been affected by significant video competition. We also believe the slower than expected economic recovery in the United States has largely contributed to lower sales and connect activity for all of our services and negatively impacted our residential customer and revenue growth. A continuation or worsening of such trends may adversely impact our results of operations, cash flows and financial position.

Our video service principally competes with direct broadcast satellite ("DBS") providers, who offer video programming substantially similar to ours. For the past several years, DBS competitors have used aggressive marketing campaigns, including deeply discounted promotional packages, and offered to consumers more advanced equipment and exclusive sports programming, which we believe have contributed to video customer losses in our markets. At the same time, our video programming costs on a per-unit basis have risen well in excess of the inflation rate in recent years, a trend we expect to continue. Given these factors, we have generally limited our offering of discounted pricing for video-only customers, as we believe it has become uneconomic to offer a low-priced, low-margin video-only product in an attempt to match the competition's pricing. While the reduction of discounted pricing has positively impacted per-unit video revenues, we believe that it, along with soft economic conditions, has contributed to video customer losses. While we expect to mostly offset such declines through higher average unit pricing and greater penetration of our advanced video services, if such losses were to continue, we may experience future annual declines in video revenues.

Our HSD service competes primarily with digital subscriber line ("DSL") services offered by local telephone companies or local exchange carriers ("LECs"). Based upon the speeds we offer, we believe our HSD product is generally superior to DSL offerings in our service areas. As consumers' bandwidth requirements have dramatically increased in the past few years, a trend we expect to continue, we believe our ability to offer a HSD product today with speeds of up to 105Mbps gives us a competitive advantage compared to the DSL service offered by the local telephone companies. We expect to continue to grow HSD revenues through residential customer growth and more customers taking higher HSD speed tiers.

Our phone service mainly competes with substantially comparable phone services offered by local telephone companies and cellular phone services offered by national wireless providers. We believe we will grow phone revenues through residential phone customer growth, which may be mostly offset by unit pricing pressure.

Our business services of video, HSD and phone, and network and transport solutions, including the fast-growing cell tower backhaul business, largely compete with LECs in our service areas. Developments and advancements in products and services by new, emerging companies may intensify competition. We have experienced strong growth rates of business services revenues in the past several years, which we believe will continue.

We face significant competition in the advertising business from a wide range of national, regional and local competitors, including local broadcast stations, national cable and broadcast networks, radio, newspapers, magazines, outdoor display and Internet companies. We may experience a decline in advertising revenues in 2013 due to such competition and the strong contributions of political advertising in 2012 during a national election year.

For the three and six months ended June 30, 2013, video programming represented our single largest expense, and we expect the rate of growth in programming costs per video customer to continue to increase in 2013 at a similar rate to our experience in 2012. In recent years, we have experienced substantial increases in video programming costs per video customer, particularly for sports and local broadcast programming, well in excess of the inflation rate or the change in the consumer price index. We believe that these expenses will continue to grow due to the increasing contractual demands of large programmers, who each own or control a significant number of popular cable networks, including sports programming, and increasing retransmission consent fees charged by large television broadcast station groups, including certain large programmers who also own major market television broadcast stations. While such growth in programming expenses can be partially offset by rate increases, we expect our video gross margins will continue to decline if increases in programming costs outpace any growth in video revenues.

Revenues

Video

Video revenues primarily represent monthly subscription fees charged to our residential video customers, which vary according to the level of service and equipment taken, and revenue from the sale of VOD content and pay-per-view events. Video revenues also include installation, reconnection and wire maintenance fees, franchise and late payment fees, and other ancillary revenues.

HSD

HSD revenues primarily represent monthly subscription fees charged to residential HSD customers, which vary according to the level of HSD service taken.

Phone

Phone revenues primarily represent monthly subscription fees charged to residential phone customers for our phone service.

Business Services

Business services revenues primarily represent monthly fees charged to commercial video, HSD and phone customers, which vary according to the level of service taken, and fees charged to large businesses, including revenues from cell tower backhaul and enterprise class services.

Advertising

Advertising revenues primarily represent revenues received from selling advertising time we receive under programming license agreements to local, regional and national advertisers for the placement of commercials on channels offered on video services.

Costs and Expenses

Service Costs

Service costs consist of the costs related to providing and maintaining services to our customers. Significant service costs are for: video programming; HSD service, including bandwidth connectivity; phone service, including leased circuits and long distance; our enterprise networks business, including leased access; technical personnel who maintain the cable network, perform customer installation activities and provide customer support; network operations center; utilities, including pole rental; and field operations, including outside contractors, vehicle fuel and maintenance and leased fiber for regional fiber networks.

Programming costs, which are generally paid on a per video customer basis, have historically represented our single largest expense. In recent years, we have experienced substantial increases in the per-unit cost of programming, which we believe will continue to grow due to the increasing contractual rates and retransmission consent fees demanded by large programmers and independent broadcasters.

Our HSD and phone service costs fluctuate depending on the level of investments we make in our cable systems and the resulting operational efficiencies. Our other service costs generally rise as a result of customer growth and inflationary cost increases for personnel, outside vendors and other expenses. Personnel and related support costs may increase as the percentage of expenses that we capitalize declines due to lower levels of new service installations. We anticipate that service costs, with the exception of programming expenses, will remain fairly consistent as a percentage of our revenues.

Selling, General and Administrative Expenses

Significant selling, general and administrative expenses are for: call center, customer service, marketing, business services, support and administrative personnel; franchise fees and other taxes; bad debt; billing; marketing; advertising; and general office administration. These expenses generally rise due to customer growth and inflationary cost increases for personnel, outside vendors and other expenses. We anticipate that selling, general and administrative expenses will remain fairly consistent as a percentage of our revenues.

Service costs and selling, general and administrative expenses exclude depreciation and amortization, which is presented separately.

Management Fee Expense

Management fee expense reflects compensation paid to MCC for the performance of services it provides our operating subsidiaries in accordance with management agreements between MCC and our operating subsidiaries.

Sale and Acquisition of Cable Systems, Net

In May 2012, we sold a non-strategic cable system that served approximately 3,000 video and 1,200 HSD customers. We received proceeds of approximately $11.0 million, yielding a gain on sale of cable systems, net of $5.2 million which was recorded in our statements of operations for the three and six months ended June 30, 2012. In June 2012, we acquired certain cable assets serving about 600 video, 400 HSD and 600 phone customers for approximately $1.2 million.

Use of Non-GAAP Financial Measures

"OIBDA" is not a financial measure calculated in accordance with generally accepted accounting principles ("GAAP") in the United States. We define OIBDA as operating income before depreciation and amortization. OIBDA has inherent limitations as discussed below.

OIBDA is one of the primary measures used by management to evaluate our performance and to forecast future results. We believe OIBDA is useful for investors because it enables them to assess our performance in a manner similar to the methods used by management, and provides a measure that can be used to analyze value and compare the companies in the cable industry. A limitation of OIBDA, however, is that it excludes depreciation and amortization, which represents the periodic costs of certain capitalized tangible and intangible assets used in generating revenues in our business. Management uses a separate process to budget, measure and evaluate capital expenditures. In addition, OIBDA may not be comparable to similarly titled measures used by other companies, which may have different depreciation and amortization policies.

OIBDA should not be regarded as an alternative to operating income or net income as an indicator of operating performance, or to the statement of cash flows as a measure of liquidity, nor should it be considered in isolation or as a substitute for financial measures prepared in accordance with GAAP. We believe that operating income is the most directly comparable GAAP financial measure to OIBDA.

Actual Results of Operations

Three Months Ended June 30, 2013 compared to Three Months Ended June 30, 2012

The table below sets forth our consolidated statements of operations and OIBDA for the three months ended June 30, 2013 and 2012 (dollars in thousands and percentage changes that are not meaningful are marked NM):

	Three Months Ended June 30, 2013	Three Months Ended June 30, 2012	$ Change	% Change
Revenues	$175,594	$170,694	$ 4,900	2.9%
Costs and expenses:				
Service costs (exclusive of depreciation and amortization)	75,603	74,496	1,107	1.5%
Selling, general and administrative expenses	30,328	28,373	1,955	6.9%
Management fee expense	3,000	2,875	125	4.3%
Depreciation and amortization	28,842	29,010	(168)	(0.6%)
Operating income	37,821	35,940	1,881	5.2%
Interest expense, net	(23,645)	(24,210)	565	(2.3%)
Gain (loss) on derivatives, net	6,447	(1,110)	7,557	NM
Gain on sale of cable systems, net	—	5,202	(5,202)	NM
Investment income from affiliate	4,500	4,500	—	NM
Other expense, net	(594)	(434)	(160)	36.9%
Net income	$ 24,529	$ 19,888	$ 4,641	23.3%
OIBDA	$ 66,663	$ 64,950	$ 1,713	2.6%

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

	Three Months Ended June 30, 2013	Three Months Ended June 30, 2012	$ Change	% Change
OIBDA	$ 66,663	$ 64,950	$ 1,713	2.6%
Depreciation and amortization	(28,842)	(29,010)	168	(0.6%)
Operating income	$ 37,821	$ 35,940	$ 1,881	5.2%

Revenues

The tables below set forth our revenues and selected customer and average monthly revenue statistics as of, and for the three months ended, June 30, 2013 and 2012 (dollars in thousands, except per customer and per unit data):

	Three Months Ended June 30, 2013	Three Months Ended June 30, 2012	$ Change	% Change
Video	$ 89,425	$ 91,171	$(1,746)	(1.9%)
HSD	50,962	46,750	4,212	9.0%
Phone	15,121	15,133	(12)	(0.1%)
Business services	16,167	13,682	2,485	18.2%
Advertising	3,919	3,958	(39)	(1.0%)
Total	$175,594	$170,694	$ 4,900	2.9%

	June 30, 2013	June 30, 2012	Increase/ (Decrease)	% Change
Video customers	434,000	458,000	(24,000)	(5.2%)
HSD customers	424,000	401,000	23,000	5.7%
Phone customers	174,000	168,000	6,000	3.6%
Primary service units (PSUs)	1,032,000	1,027,000	5,000	0.5%
Average total monthly revenue per video customer [1]	$ 133.79	$ 122.89	$ 10.90	8.9%
Average total monthly revenue per PSU [2]	$ 56.77	$ 55.29	$ 1.48	2.7%

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

Revenues increased 2.9%, primarily due to greater HSD and, to a lesser extent, business services revenues, offset in part by lower video revenues. Average total monthly revenue per video customer increased 8.9% to $133.79, and average total monthly revenue per PSU increased 2.7% to $56.77.

Video revenues declined 1.9%, mainly due to a lower residential video customer base, offset in part by greater revenue per video customer. During the three months ended June 30, 2013, we lost 7,000 video customers, compared to 7,600 in the prior year period (excluding the net effect of an acquisition and a disposition). As of June 30, 2013, we served 434,000 video customers, or 33.5% of our estimated homes passed. As of the same date, 59.9% of our video customers were digital customers, and 37.3% of our digital customers were taking our DVR service.

HSD revenues grew 9.0%, principally due to greater revenue per HSD customer and a larger residential HSD customer base. During the three months ended June 30, 2013, we gained 4,000 HSD customers, compared to 3,800 in the prior year period (excluding the net effect of an acquisition and a disposition). As of June 30, 2013, we served 424,000 HSD customers, or 32.7% of our estimated homes passed.

Phone revenues were 0.1% lower, largely a result of a lower residential phone customer base, mostly offset by greater revenues per phone customer. During the three months ended June 30, 2013, we gained 5,000 phone customers, compared to 2,400 in the prior year period (excluding the effect of an acquisition). As of June 30, 2013, we served 174,000 phone customers, or 13.4% of our estimated homes passed.

Business services revenues rose 18.2%, primarily due to a larger commercial HSD and phone customer base and, to a lesser extent, greater revenues from our enterprise class services.

Advertising revenues decreased 1.0%, principally due to lower revenues from third party contracts, mostly offset by greater revenues from automotive advertising.

Costs and Expenses

Service costs increased 1.5%, primarily due to greater field operating, programming and utilities expenses, offset in part by lower phone service delivery costs. Field operating costs rose 7.6%, largely as a result of greater fiber lease and cable location expenses and a greater use of outside contractors. Programming costs increased 0.8% mainly due to greater retransmission consent fees and, to a lesser extent, higher contractual rates charged by our programming vendors, offset in part by a lower video customer base. Utilities expenses grew 8.1%, principally due to higher electricity rates. Phone service costs fell 8.8%, principally due to lower rates charged by our long-distance carriers. Service costs as a percentage of revenues were 43.1% and 43.6% for the three months ended June 30, 2013 and 2012, respectively.

Selling, general and administrative expenses increased 6.9%, largely a result of greater marketing, administrative and customer service employee costs. Marketing costs grew 13.7%, mainly due to greater spending on online advertising, offset in part by a lower use of direct mail marketing. Administrative costs rose 105.4%, principally due to greater legal fees. Customer service employee costs were 10.6% higher, primarily due to higher sales commissions and increased staffing. Billing expenses grew 7.1%, mainly due to higher processing fees. Selling, general and administrative expenses as a percentage of revenues were 17.3% and 16.6% for the three months ended June 30, 2013 and 2012, respectively.

Management fee expense grew 4.3%, reflecting higher fees charged by MCC. Management fee expense as a percentage of revenues was 1.7% for each of the three months ended June 30, 2013 and 2012.

Depreciation and amortization declined 0.6%, largely as a result of certain assets becoming fully depreciated, offset in part by the depreciation of customer premise equipment and investments in HSD bandwidth expansion.

OIBDA

OIBDA increased 2.6%, due to the increase in revenues, offset in part by greater selling, general and administrative expenses and service costs.

Operating Income

Operating income was 5.2% higher, principally due to the increase in OIBDA.

Interest Expense, Net

Interest expense, net, decreased 2.3%, mainly due to lower average outstanding indebtedness during the period and, to a much lesser extent, a lower average cost of debt.

Gain (Loss) on Derivatives, Net

As of June 30, 2013, we had interest rate exchange agreements (which we refer to as “interest rate swaps”) with an aggregate notional amount of $900 million, of which $200 million were forward-starting interest rate swaps. These interest rate swaps have not been designated as hedges for accounting purposes, and the changes in their mark-to-market values are derived primarily from changes in market interest rates and the decrease in their time to maturity. As a result of changes to the mark-to-market valuation of these interest rate swaps, based upon information provided by our counterparties, we recorded a net gain on derivatives of $6.4 million and a net loss on derivatives of $1.1 million for the three months ended June 30, 2013 and 2012, respectively.

Gain on Sale of Cable Systems, Net

We recorded a gain on sale of cable systems, net, of $5.2 million in our statements of operations for the three months ended June 30, 2012.

Investment Income from Affiliate

Investment income from affiliate was $4.5 million for each of the three months ended June 30, 2013 and 2012. This amount represents the investment income on our $150.0 million preferred membership interest in Mediacom Broadband LLC. See Note 7 in our Notes to Consolidated Financial Statements.

Other Expense, Net

Other expense, net, was $0.6 million and $0.4 million for the three months ended June 30, 2013 and 2012, respectively. During the three months ended June 30, 2013, other expense, net, consisted of $0.4 million of revolving credit commitment fees and $0.2 million of other fees. During the three months ended June 30, 2012, other expense, net, substantially consisted of revolving credit commitment fees.

Net Income

As a result of the factors described above, we recognized net income of $24.5 million for the three months ended June 30, 2013, compared to $19.9 million for the three months ended June 30, 2012.

Six Months Ended June 30, 2013 compared to Six Months Ended June 30, 2012

The table below sets forth our consolidated statements of operations and OIBDA for the six months ended June 30, 2013 and 2012 (dollars in thousands and percentage changes that are not meaningful are marked NM):

	Six Months Ended June 30, 2013	Six Months Ended June 30, 2012	$ Change	% Change
Revenues	$346,613	$339,351	$ 7,262	2.1%
Costs and expenses:				
Service costs (exclusive of depreciation and amortization)	151,725	148,209	3,516	2.4%
Selling, general and administrative expenses	58,260	55,991	2,269	4.1%
Management fee expense	6,000	6,335	(335)	(5.3%)
Depreciation and amortization	57,157	58,076	(919)	(1.6%)
Operating income	73,471	70,740	2,731	3.9%
Interest expense, net	(47,260)	(48,504)	1,244	(2.6%)
Gain on derivatives, net	11,127	502	10,625	NM
Gain on sale of cable systems, net	—	5,202	(5,202)	NM
Loss on early extinguishment of debt	—	(6,468)	6,468	NM
Investment income from affiliate	9,000	9,000	—	NM
Other expense, net	(1,016)	(897)	(119)	13.3%
Net income	$ 45,322	$ 29,575	$15,747	12.2%
OIBDA	$130,628	$128,816	$ 1,812	1.4%

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

	Six Months Ended June 30, 2013	Six Months Ended June 30, 2012	$ Change	% Change
OIBDA	$130,628	$128,816	$ 1,812	1.4%
Depreciation and amortization	(57,157)	(58,076)	919	(1.6%)
Operating income	$ 73,471	$ 70,740	$ 2,731	3.9%

Revenues

The tables below set forth our revenues and selected customer and average monthly revenue statistics as of, and for the six months ended, June 30, 2013 and 2012 (dollars in thousands, except per customer and per unit data):

	Six Months Ended June 30, 2013	Six Months Ended June 30, 2012	$ Change	% Change
Video	$176,548	$182,111	$(5,563)	(3.1%)
HSD	100,762	92,446	8,316	9.0%
Phone	30,015	30,229	(214)	(0.7%)
Business services	32,034	26,941	5,093	18.9%
Advertising	7,254	7,624	(370)	(4.9%)
Total	$346,613	$339,351	$ 7,262	2.1%

Revenues increased 2.1%, primarily due to greater HSD and, to a lesser extent, business services revenues, offset in part by lower video revenues. Average total monthly revenue per video customer increased 8.6% to $131.89, and average total monthly revenue per PSU increased 1.7% to $56.36.

Video revenues declined 3.1%, mainly due to a lower residential video customer base, largely offset by greater revenue per video customer. During the six months ended June 30, 2013, we lost 8,000 video customers, compared to 12,600 in the prior year period (excluding the net effect of an acquisition and a disposition).

HSD revenues grew 9.0%, principally due to greater revenue per HSD customer and a larger residential HSD customer base. During the six months ended June 30, 2013, we gained 14,000 HSD customers, compared to 18,800 in the prior year period (excluding the net effect of an acquisition and a disposition).

Phone revenues were 0.7% lower, principally a result of a lower residential phone customer base. During the six months ended June 30, 2013, we gained 8,000 phone customers, compared to 8,400 in the prior year period (excluding the net effect of an acquisition and a disposition).

Business services revenues rose 18.9%, primarily due to a larger commercial HSD and phone customer base and, to a lesser extent, greater revenues from our enterprise class services.

Advertising revenues decreased 4.9%, principally due to lower revenues from third party contracts, offset in part by greater revenues from automotive advertising.

Costs and Expenses

Service costs increased 2.4%, primarily due to greater programming and, to a lesser extent, field operating expenses, offset in part by lower phone service delivery costs. Programming costs rose 2.2%, mainly due to greater retransmission consent fees and, to a lesser extent, higher contractual rates charged by our programming vendors, offset in part by a lower video customer base. Field operating costs grew 9.2%, largely as a result of greater equipment repair, fiber lease and cable location costs, and a greater use of outside contractors, offset in part by the comparison to a favorable insurance claim experience in the prior year period. Phone service costs fell 10.7%, principally due to lower long-distance rates. Service costs as a percentage of revenues were 43.8% and 43.7% for the six months ended June 30, 2013 and 2012, respectively.

Selling, general and administrative expenses increased 4.1%, mainly due to higher marketing, administrative and customer service employee costs. Marketing costs grew 12.3%, mainly due to greater spending on online advertising, offset in part by a lower use of direct mail marketing. Administrative costs rose 59.2%, principally due to greater legal fees. Customer service employee costs were 8.6% higher, primarily due to higher sales commissions and increased staffing. Selling, general and administrative expenses as a percentage of revenues were 16.8% and 16.5% for the six months ended June 30, 2013 and 2012, respectively.

Management fee expense declined 5.3%, reflecting lower fees charged by MCC. Management fee expense as a percentage of revenues was 1.7% and 1.9% for the six months ended June 30, 2013 and 2012, respectively.

Depreciation and amortization was 1.6% lower, largely as a result of certain assets becoming fully depreciated, offset in part by the depreciation of customer premise equipment and investments in HSD bandwidth expansion.

OIBDA

OIBDA grew 1.4%, due to the increase in revenues, offset in part by greater service costs and, to a lesser extent, selling, general and administrative expenses.

Operating Income

Operating income was 3.9% higher, due to the growth in OIBDA and, to a lesser extent, lower depreciation and amortization.

Interest Expense, Net

Interest expense, net, decreased 2.6%, principally due to lower average outstanding indebtedness during the period.

Gain on Derivatives, Net

As a result of changes to the mark-to-market valuation of our interest rate swaps, based upon information provided by our counterparties, we recorded a net gain on derivatives of $11.1 million and $0.5 million for the six months ended June 30, 2013 and 2012, respectively.

Loss on Early Extinguishment of Debt

Loss on early extinguishment of debt totaled $6.5 million for the six months ended June 30, 2012. This amount represented the write-off of deferred financing costs as a result of the repayment of certain term loans.

Gain on Sale of Cable Systems, Net

We recorded a gain on sale of cable systems, net of $5.2 million in our statements of operations for the six months ended June 30, 2012.

Investment Income from Affiliate

Investment income from affiliate was $9.0 million for each of the six months ended June 30, 2013 and 2012.

Other Expense, Net

Other expense, net, was $1.0 million and $0.9 million for the six months ended June 30, 2013 and 2012, respectively. During the six months ended June 30, 2013, other expense, net, consisted of $0.7 million of revolving credit commitment fees and $0.3 million of other fees. During the six months ended June 30, 2012, other expense, net, consisted of $0.6 million of revolving credit commitment fees and $0.3 million of other fees.

Net Income

As a result of the factors described above, we recognized net income of $45.3 million for the six months ended June 30, 2013, compared to $29.6 million for the six months ended June 30, 2012.

Liquidity and Capital Resources

Our net cash flows provided by operating activities are primarily used to fund investments in the capacity and reliability of our network and the further expansion of our products and services, as well as scheduled repayments of our indebtedness and periodic contributions to MCC. As of June 30, 2013, our near-term liquidity requirements included scheduled term loan principal reductions of $4.5 million during the remainder of 2013 and $9.0 million in the year ending December 31, 2014, and $51.7 million of outstanding loans under our revolving credit commitments, which expire on December 31, 2014.

As of June 30, 2013, our sources of liquidity included $9.0 million of cash and $164.0 million of unused and available revolving credit commitments. We believe that cash generated by or available to us will meet our anticipated capital and liquidity through the year ending December 31, 2014.

In the longer term, specifically 2015 and beyond, we do not expect to generate sufficient net cash flows from operations to fund our maturing term loans and senior notes. If we are unable to obtain sufficient future financing on similar terms as we currently experience, or at all, we may need to take other actions to conserve or raise capital that we would not take otherwise. However, we have accessed the debt markets for significant amounts of capital in the past, and expect to continue to be able to access these markets in the future as necessary.

Net Cash Flows Provided by Operating Activities

Net cash flows provided by operating activities were $86.6 million for the six months ended June 30, 2013, resulting from OIBDA of $130.6 million, investment income from affiliate of $9.0 million and $1.6 million of amortization of deferred financing costs, offset in part by interest expense of $47.3 million and the $6.4 million net change in our operating assets and liabilities. The net change in our operating assets and liabilities was primarily due to an increase in accounts receivable from affiliates of $5.3 million and, to a lesser extent, in prepaid expenses and other assets of $2.1 million and in accounts receivable, net, of $1.6 million, offset in part by an increase in accounts payable, accrued expenses and other current liabilities of $1.7 million and a decrease in deferred revenue of $0.9 million.

Net cash flows provided by operating activities were $91.7 million for the six months ended June 30, 2012, resulting from OIBDA of $128.8 million, investment income from affiliate of $9.0 million, $1.7 million of amortization of deferred financing costs and the $1.6 million net change in our operating assets and liabilities, offset in part by part by interest expense of $48.5 million. The net change in our operating assets and liabilities was primarily due to an increase in accounts payable, accrued expenses and other current liabilities of $12.2 million, offset in part by an increase in accounts receivable, net, of $8.1 million and, to a much lesser extent, in prepaid expenses and other assets of $2.9 million.

Net Cash Flows Used in Investing Activities

Capital expenditures continue to be our primary use of capital resources and generally comprise all of our net cash flows used in investing activities.

Net cash flows used in investing activities were $63.7 million for the six months ended June 30, 2013, comprising $64.4 million of capital expenditures, offset in part by a net change in accrued property, plant and equipment of $0.7 million.

Net cash flows used in investing activities were $43.3 million for the six months ended June 30, 2012, comprising $49.3 million of capital expenditures, a net change in accrued property, plant and equipment of $3.8 million and an acquisition of a cable system for $1.2 million, offset in part by net proceeds from the sale of a cable system of $11.0 million.

The $15.1 million increase in capital expenditures largely reflected an increase in outlays for customer premise equipment, the all-digital video platform, backhaul to additional cell towers and HSD bandwidth expansion.

Net Cash Flows Used in Financing Activities

Net cash flows used in financing activities were $23.2 million for the six months ended June 30, 2013, comprising $20.0 million of net repayments under our bank credit facility and $3.8 million of capital contributions to our parent, MCC, offset in part by $0.6 million of other financing activities.

Net cash flows used in financing activities were $52.5 million for the six months ended June 30, 2012, comprising net repayments of $296.0 million under our bank credit facility, $15.0 million of capital distributions to our parent, MCC, financing costs of $4.9 million and other financing activities of $1.6 million, partly offset by the $250.0 million issuance of new senior notes and $15.0 million of capital contributions from our parent, MCC.

Capital Structure

As of June 30, 2013, our total indebtedness was $1.502 billion, of which approximately 87% was at fixed interest rates or subject to interest rate protection. During the six months ended June 30, 2013, we paid cash interest of $45.6 million, net of capitalized interest.

Bank Credit Facility

As of June 30, 2013, we maintained a $1.075 billion bank credit facility (the “credit facility”), comprising $850.3 million of term loans with maturities ranging from January 2015 to October 2017, and a $225.2 million of revolving credit commitments which are scheduled to expire on December 31, 2014. As of the same date, we had $164.0 million of unused revolving credit commitments, all of which were available to be borrowed and used for general corporate purposes, after giving effect to $51.7 million of outstanding loans and $9.5 million of letters of credit.

The credit facility is collateralized by our ownership interests in our operating subsidiaries, and is guaranteed by us on a limited recourse basis to the extent of such ownership interests. As of June 30, 2013, the credit agreement governing the credit facility (the “credit agreement”) required us to maintain a total leverage ratio (as defined in the credit agreement) of no more than 5.0 to 1.0 and an interest coverage ratio (as defined in the credit agreement) of no less than 2.0 to 1.0. As of June 30, 2013, we were in compliance with all covenants under the credit agreement, including a total leverage ratio of 3.1 to 1.0 and an interest coverage ratio of 3.0 to 1.0.

Interest Rate Exchange Agreements

We use interest exchange agreements (which we refer to as "interest rate swaps") in order to fix the variable portion of debt under the credit facility to reduce the potential volatility in our interest expense that would otherwise result from changes in market interest rates. As of June 30, 2013, we had interest rate swaps with various banks pursuant to which the rate on $700 million of floating rate debt was fixed at a weighted average rate of 3.0%. As of the same date, we also had $200 million of forward starting interest rate swaps with a weighted average fixed rate of approximately 3.0%.

As of June 30, 2013 and 2012, the weighted average interest rate on outstanding borrowings under the credit facility, including the effect of our interest rate swaps, was 4.6%.

Senior Notes

As of June 30, 2013, we had $600 million of outstanding senior notes, of which $350 million and $250 million mature in August 2019 and February 2022, respectively. Our senior notes are unsecured obligations, and the indenture governing our senior notes limits the incurrence of additional indebtedness based upon a maximum debt to operating cash flow ratio (as defined in the indenture) of 8.5 to 1.0. As of June 30, 2013, we were in compliance with all covenants under the indenture, including a debt to operating cash flow ratio of 5.3 to 1.0.

Covenant Compliance and Debt Ratings

For all periods through June 30, 2013, we were in compliance with all of the covenants under the credit facility and senior note arrangements. We do not believe that we will have any difficulty complying with any of the applicable covenants in the near future.

Our future access to the debt markets and the terms and conditions we receive are influenced by our debt ratings. MCC's corporate credit rating is B1, with a stable outlook, by Moody's, and B+, with positive outlook, by Standard and Poor's. Our senior unsecured credit rating is B3 by Moody's, with a stable outlook, and B-, with a positive outlook, by Standard and Poor's. We cannot assure you that Moody's and Standard and Poor's will maintain their ratings on MCC and us. A negative change to these credit ratings could result in higher interest rates on future debt issuance than we currently experience, or adversely impact our ability to raise additional funds.

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, 2012.

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, 2012.

Goodwill and Other Intangible Assets

In accordance with the Financial Accounting Standards Board's Accounting Standards Codification No. 350 *Intangibles – Goodwill and Other* ("ASC 350"), the amortization of goodwill and indefinite-lived intangible assets is prohibited and requires such assets to be tested annually for impairment, or more frequently if impairment indicators arise. We have determined that our cable franchise rights and goodwill are indefinite-lived assets and therefore not amortizable.

In accordance with Accounting Standards Update 2010-28 ("ASU 2010-28") – *When to Perform Step 2 of the Goodwill Impairment Test for Reporting Units with Zero or Negative Carrying Amounts (a consensus of the FASB Emerging Issues Task Force)* and ASU 2011-08 – *Intangibles – Goodwill and Other* (Topic 350), we have evaluated the qualitative factors surrounding our Mediacom LLC reporting unit, which has negative equity carrying value. We do not believe that it is "more likely than not" that a goodwill impairment exists. As such, we have not performed Step 2 of the goodwill impairment test.

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

Because we believe there has not been a meaningful change in the long-term fundamentals of our business during the first six months of 2013, we have determined that there has been no triggering event under ASC 350, and as such, no interim impairment test was required as of June 30, 2013.

Inflation and Changing Prices

Our costs and expenses are subject to inflation and price fluctuations. Such changes in costs and expenses can generally be passed through to customers. 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, 2012.

ITEM 4. CONTROLS AND PROCEDURES

Mediacom LLC

Under the supervision and with the participation of the management of Mediacom LLC, including Mediacom LLC's Chief Executive Officer and Chief Financial Officer, Mediacom LLC evaluated the effectiveness of Mediacom LLC's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this report. Based upon that evaluation, Mediacom LLC's Chief Executive Officer and Chief Financial Officer concluded that Mediacom LLC's disclosure controls and procedures were effective as of June 30, 2013.

There has not been any change in Mediacom LLC's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended June 30, 2013 that has materially affected, or is reasonably likely to materially affect, Mediacom LLC's internal control over financial reporting.

Mediacom Capital Corporation

Under the supervision and with the participation of the management of Mediacom Capital Corporation ("Mediacom Capital"), including Mediacom Capital's Chief Executive Officer and Chief Financial Officer, Mediacom Capital evaluated the effectiveness of Mediacom Capital's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this report. Based upon that evaluation, Mediacom Capital's Chief Executive Officer and Chief Financial Officer concluded that Mediacom Capital's disclosure controls and procedures were effective as of June 30, 2013.

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, 2013 that has materially affected, or is reasonably likely to materially affect, Mediacom Capital's internal control over financial reporting.

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PART II

ITEM 1. LEGAL PROCEEDINGS

See Note 10 in our Notes to Consolidated Financial Statements.

ITEM 1A. RISK FACTORS

There have been no material changes in our risk factors from those disclosed in our Annual Report on Form 10-K for the year ended December 31, 2012.

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
101	The following is financial information from Mediacom LLC's and Mediacom Capital Corporation's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2013, formatted in eXtensible Business Reporting Language (XBRL): (i) Consolidated Balance Sheets at June 30, 2013 and December 31, 2012, (ii) Consolidated Statements of Operations for the three and six months ended June 30, 2013 and 2012, (iii) Consolidated Statements of Cash Flows for the six months ended June 30, 2013 and 2012, (iv) Notes to Consolidated Financial Statements

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 2, 2013

By: /s/ Mark E. Stephan

Mark E. Stephan
Executive Vice President and Chief Financial Officer

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SIGNATURES

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

MEDIACOM CAPITAL CORPORATION

August 2, 2013

By: /s/ Mark E. Stephan

Mark E. Stephan
Executive Vice President and Chief Financial Officer

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EXHIBIT INDEX

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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 2, 2013

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 2, 2013

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 2, 2013

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 2, 2013

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, 2013 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 2, 2013

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, 2013 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 2, 2013

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