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 September 30, 2001

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

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)

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

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

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

Yes X No

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

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

MEDIACOM LLC AND SUBSIDIARIES

FORM 10-Q
FOR THE PERIOD ENDED SEPTEMBER 30, 2001

TABLE OF CONTENTS

PART I

PART II

You should carefully review the information contained in this Quarterly Report and in other reports or documents that we file from time to time with the Securities and Exchange Commission (the "SEC"). In this Quarterly Report, we state our beliefs of future events and of our future financial performance. In some cases, you can identify those so-called "forward-looking statements" by words such as "may," "will," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential," or "continue" or the negative of those words and other comparable words. You should be aware that those statements are only our predictions. Actual events or results may differ materially. In evaluating those statements, you should specifically consider various factors, including the risks discussed in our Annual Report on Form 10-K for the year-ended December 31, 2000 and other reports or documents that we use from time to time with the SEC. Those factors may cause our actual results to differ materially from any of our forward-looking statements. All forward-looking statements attributable to us or a person acting on our behalf are expressly qualified in their entirety by this cautionary statement.

PART I

ITEM 1. FINANCIAL STATEMENTS

MEDIACOM LLC AND SUBSIDIARIES

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

	September 30, 2001	December 31, 2000
ASSETS	(Unaudited)	
Cash and cash equivalents	$ 7,399	$ 4,093
Subscriber accounts receivable, net of allowance for doubtful accounts of $1,144 and $932, respectively	11,286	13,500
Prepaid expenses and other assets	18,609	7,023
Investments	3,277	3,985
Preferred investment in affiliated company	150,000	-
Investment in cable television systems:		
Inventory	21,223	14,131
Property, plant and equipment, net of accumulated depreciation of $305,640 and $204,440, respectively	681,345	635,612
Intangible assets, net of accumulated amortization of $179,408 and $124,955, respectively	626,449	680,420
Total investment in cable television systems	1,329,017	1,330,163
Other assets, net of accumulated amortization of $8,633 and $5,749, respectively	27,461	17,008
Total assets	$ 1,547,049	$ 1,375,772
LIABILITIES AND MEMBER'S EQUITY		
LIABILITIES		
Debt	$ 1,388,000	$ 987,000
Accounts payable and accrued expenses	71,039	80,143
Subscriber advances	2,223	3,886
Management fees payable	4,358	1,236
Deferred revenue	10,097	40,510
Other liabilities	10,643	-
Total liabilities	$ 1,486,360	$ 1,112,775
MEMBER'S EQUITY		
Capital contributions	521,696	521,696
Other equity	21,010	18,598
Accumulated comprehensive loss	(1,122)	(414)
Accumulated deficit	(480,895)	(276,883)
Total member's equity	60,689	262,997
Total liabilities and member's equity	$ 1,547,049	$ 1,375,772

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

MEDIACOM LLC AND SUBSIDIARIES

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

	Three Months Ended September 30, 2001	Three Months Ended September 30, 2000	Nine Months Ended September 30, 2001	Nine Months Ended September 30, 2000
Revenues	$ 95,210	$ 84,478	$ 278,398	$ 244,513
Costs and expenses:				
Service costs	34,282	28,947	98,246	83,813
Selling, general and administrative expenses	16,365	13,889	46,327	41,171
Management fee expense	1,140	1,598	4,607	4,529
Depreciation and amortization	55,449	45,050	158,934	129,137
Non-cash stock charges relating to management fee expense	529	609	2,412	27,596
Operating loss	(12,555)	(5,615)	(32,128)	(41,733)
Interest expense, net	25,563	16,868	68,396	51,461
Loss on derivative instruments, net	7,604	-	9,001	-
Investment income from affiliate	(3,620)	-	(3,620)	-
Other expenses (income)	384	353	(28,535)	1,224
Net loss before cumulative effect of accounting change	(42,486)	(22,836)	(77,370)	(94,418)
Cumulative effect of accounting change	-	-	(1,642)	-
Net loss	(42,486)	(22,836)	(79,012)	(94,418)
Unrealized loss on investments	(1,034)	(4,012)	(708)	(21,781)
Comprehensive loss	$ (43,520)	$ (26,848)	$ (79,720)	$ (116,199)

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

MEDIACOM LLC AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
(All dollar amounts in 000's)
(Unaudited)

	Nine Months Ended September 30, 2001	Nine Months Ended September 30, 2000
CASH FLOWS PROVIDED BY OPERATING ACTIVITIES:		
Net loss	$ (79,012)	$ (94,418)
Adjustments to reconcile net loss to net cash flows from operating activities:		
Depreciation and amortization	158,934	129,137
Change in fair value of swaps	10,643	-
Vesting of management stock	2,412	3,123
Other non-cash stock charges relating to management fee expense	-	24,473
Elimination and amortization of deferred SoftNet revenue	(30,244)	(947)
Changes in assets and liabilities, net of effects from acquisitions:		
Subscriber accounts receivable	2,214	1,055
Prepaid expenses and other assets	(11,586)	(1,344)
Accounts payable and accrued expenses	(908)	6,251
Subscriber advances	(1,663)	(1,466)
Management fees payable	3,122	189
Deferred revenue	(169)	353
Net cash flows provided by operating activities	53,743	66,406
CASH FLOWS USED IN INVESTING ACTIVITIES:		
Capital expenditures	(162,222)	(133,376)
Acquisitions of cable television systems	-	(34,968)
Preferred investment in affiliated company	(150,000)	-
Other, net	(1,085)	(905)
Net cash flows used in investing activities	(313,307)	(169,249)
CASH FLOWS PROVIDED BY FINANCING ACTIVITIES:		
New borrowings	872,000	211,000
Repayment of debt	(471,000)	(464,000)
Dividend payment	(125,000)	-
Capital contributions	-	354,500
Financing costs	(13,130)	(207)
Net cash flows provided by financing activities	262,870	101,293
Net increase (decrease) in cash and cash equivalents	3,306	(1,550)
CASH AND CASH EQUIVALENTS, beginning of period	4,093	4,473
CASH AND CASH EQUIVALENTS, end of period	$ 7,399	$ 2,923
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Cash paid during the period for interest	$ 63,899	$ 58,659

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

(1) Organization

Mediacom LLC ("Mediacom," and collectively with its subsidiaries, the "Company"), a New York limited liability company, is involved in the acquisition and development of cable television systems serving principally non-metropolitan markets in the United States. Through these cable systems, the Company provides entertainment, information and telecommunications services to its subscribers. As of September 30, 2001, the Company had acquired and was operating cable television systems in 22 states, principally Alabama, California, Florida, Illinois, Indiana, Iowa, Kentucky, Minnesota, Missouri and North Carolina.

Mediacom Capital Corporation ("Mediacom Capital"), a New York corporation wholly-owned by Mediacom, was organized in March 1998 for the sole purpose of acting as co-issuer of senior notes with Mediacom. Mediacom Capital has nominal assets and does not conduct operations of its own.

On February 9, 2000, Mediacom Communications Corporation ("MCC"), a Delaware corporation organized in November 1999, completed an initial public offering. Prior to such time, MCC had no assets, liabilities, contingent liabilities or operations. Immediately prior to the completion of its initial public offering, MCC issued shares of its Class A and Class B common stock in exchange for all of the outstanding membership interests in Mediacom. As a result of this exchange, Mediacom became a wholly-owned subsidiary of MCC and Mediacom's amended and restated operating agreement was amended to reflect MCC as the sole member and manager of Mediacom.

(2) Statement of Accounting Presentation and Other Information

Basis of Preparation of Consolidated Financial Statements

The consolidated financial statements as of September 30, 2001 and 2000 are unaudited. However, in the opinion of management, such statements include all adjustments necessary for a fair presentation of the results for the periods presented. The accounting policies followed during such interim periods reported are in conformity with generally accepted accounting principles and are consistent with those applied during annual periods. For additional disclosures, including a summary of the Company's accounting policies, the interim financial statements should be read in conjunction with the Company's Annual Report on Form 10-K for the year ended December 31, 2000 (File Nos. 333-57285-01 and 333-57285). The results of operations for the interim periods are not necessarily indicative of the results that might be expected for future interim periods or for the full year ending December 31, 2001.

Cumulative Effect of Accounting Change

Effective January 1, 2001, the Company adopted Statement of Financial Accounting Standards No. 133 ("SFAS 133"), "Accounting for Derivative Instruments and Hedging Activities." As a result, the Company recorded a charge of approximately $1.6 million, as a change in accounting principle, in the first quarter of 2001.

Recent Accounting Pronouncements

In July 2001, the Financial Accounting Standards Board ("FASB") issued Statements of Financial Accounting Standards No. 141, "Business Combinations" ("SFAS 141") and No. 142, "Goodwill and Other Intangible Assets" ("SFAS 142"). SFAS 141 requires all business combinations initiated after June 30, 2001 to be accounted for using the purchase method. Adoption of SFAS 141 will have no effect on the Company's results of operations or financial position. Under SFAS 142, goodwill and intangible assets with indefinite lives will no longer be amortized but reviewed annually for impairment (or more frequently if impairment indicators arise). Separable intangible assets that are not deemed to have indefinite lives will continue to be amortized over their useful lives. The amortization provisions of SFAS 142 apply immediately to goodwill and intangible assets acquired after June 30, 2001. With respect to goodwill and intangible assets acquired prior to July 1, 2001, the Company is required to adopt SFAS 142 effective January 1, 2002. The Company is currently evaluating the effect that SFAS 142 will have on its results of operations and financial position, including determining whether the Company's franchise licenses should be accounted for as an indefinite life intangible asset. For the three and nine months ended September 30, 2001, the Company has continued to amortize all goodwill acquired prior to June 30, 2001 and all intangible assets, including its franchise licenses. If it is determined that these intangibles qualify for indefinite life treatment the Company will cease amortizing them.

In August 2001, the FASB issued Statements of Financial Accounting Standards No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets" ("SFAS 144"). This statement addresses financial accounting and reporting for the impairment or disposal of long-lived assets, and provides guidance on classification and accounting for such assets when held for sale or abandonment. SFAS 144 is effective for fiscal years beginning after December 15, 2001. The Company does not expect that adoption of SFAS 144 will have a material effect on its results of operations or financial position.

(3) Acquisitions

During 2000, the Company completed nine acquisitions of cable systems serving approximately 53,000 basic subscribers for an aggregate purchase price of $109.2 million. These acquisitions were accounted for using the purchase method of accounting, and accordingly, the purchase price of each of these acquired systems has been allocated to the assets acquired and liabilities assumed at their estimated fair values at their respective dates of acquisition. The cable systems serve communities in the states of Alabama, Illinois, Iowa, Kentucky, Minnesota and South Dakota. The aggregate purchase price has been allocated as follows: approximately $49.4 million to property, plant and equipment, and approximately $59.8 million to intangible assets. These acquisitions were financed with borrowings under the Company's subsidiary credit facilities.

Unaudited Pro Forma Information

The Company has reported the operating results of the acquired systems from the dates of their respective acquisition. The unaudited pro forma operating results presented below give pro forma effect to the acquisitions of the acquired systems as if such transactions had been consummated on January 1, 2000. This financial information has been prepared for comparative purposes only and does not purport to be indicative of the operating results which actually would have resulted had the acquisitions of the acquired systems been consummated at the beginning of the period presented.

	Nine Months Ended September 30, 2001	Nine Months Ended September 30, 2000
	(dollars in thousands)	
Revenues	$ 278,398	$ 258,494
Operating expenses and costs:		
Service costs	98,246	89,350
Selling, general and administrative expenses	46,327	43,533
Management fee expense	4,607	4,529
Depreciation and amortization	158,934	136,052
Non-cash stock charges relating to management fee expense	2,412	27,596
Operating loss	(32,128)	(42,566)
Net loss	$ (79,012)	$ (100,230)

(4) Debt

As of September 30, 2001 and December 31, 2000, debt consisted of:

	September 30, 2001	December 31, 2000
	(dollars in thousands)	
Bank credit facilities	$ 563,000	$ 662,000
8 1/2% senior notes	200,000	200,000
7 7/8% senior notes	125,000	125,000
9 1/2% senior notes (a)	500,000	-
	$ 1,388,000	$ 987,000

Debt Issued in 2001

(a) On January 24, 2001, Mediacom and Mediacom Capital jointly issued $500.0 million aggregate principal amount of 9 1/2% senior notes due January 2013 (the "9 1/2% Senior Notes"). The 9 1/2% Senior Notes are unsecured obligations of Mediacom, and the indenture for the 9 1/2% Senior Notes stipulates, among other things, restrictions on incurrence of indebtedness, distributions, mergers and asset sales and has cross-default provisions related to other debt of Mediacom. Mediacom was in compliance with the indenture governing the 9 1/2% Senior Notes as of September 30, 2001.

The average interest rate on outstanding debt under the bank credit facilities was 5.3% for the three months ended September 30, 2001, before giving effect to the interest rate swap agreements discussed below.

The Company uses interest rate swap agreements in order to fix the interest rate for the duration of the contract as a hedge against interest rate volatility. As of September 30, 2001, the Company had entered into interest rate exchange agreements (the "Swaps") with various banks pursuant to which the interest rate on $170.0 million is fixed at a weighted average swap rate of approximately 6.7%, plus the average applicable margin over the Eurodollar Rate option under the bank credit agreements. Under the terms of the Swaps, which expire from 2002 through 2004, the Company is exposed to credit loss in the event of nonperformance by the other parties to the Swaps. However, the Company does not anticipate nonperformance by the counterparties. The Company accounts for these interest rate swaps as speculative investments and therefore records them at market value. For the three and nine months ended September 30, 2001, the Company recorded a loss of $7.6 million and $9.0 million, respectively, in the consolidated statements of operations.

The stated maturities of all debt outstanding as of September 30, 2001 are as follows (dollars in thousands):

2002	$ 750
2003	2,000
2004	2,000
2005	2,000
2006	27,500
Thereafter	1,353,750
	$ 1,388,000

(5) SoftNet

As of December 31, 2000, deferred revenue resulting from the Company's receipt of shares of SoftNet Systems, Inc. common stock amounted to approximately $30.2 million, net of amortization taken. The Company recognized revenue of approximately $0.3 million and $1.7 million for the nine months ended September 30, 2001 and 2000, respectively. As of January 31, 2001, the Company formally terminated its relationship with SoftNet in all material respects. As a result of the termination of the SoftNet relationship in the first quarter of 2001, the Company recognized the remaining deferred revenue of approximately $30.0 million as other income in the consolidated statements of operations.

(6) Equity

On July 17, 2001, the Company paid a $125.0 million cash dividend to MCC that was funded with borrowings under its subsidiary credit facilities.

(7) Investments

On July 18, 2001, the Company made a $150.0 million preferred equity investment in Mediacom Broadband LLC ("Mediacom Broadband"), a newly-formed wholly-owned subsidiary of MCC, incorporated in Delaware, that was funded with borrowings under the Company's subsidiary credit facilities. The preferred equity investment has a 12% annual cash dividend, payable quarterly. The proceeds from the preferred equity investment and, indirectly, the $125.0 million cash dividend discussed above were used by Mediacom Broadband to fund a portion of the $2.1 billion purchase price of its acquisitions of cable systems, serving approximately 800,000 basic subscribers in the states of Georgia, Illinois, Iowa and Missouri, from affiliates of AT&T Broadband, LLC.

(8) Recent Developments

The Company utilizes Excite@Home to provide its customers with high-speed Internet service. On September 28, 2001, Excite@Home filed for Chapter 11 bankruptcy protection in U.S. Bankruptcy Court in San Francisco. At the same time, Excite@Home announced the sale of essentially all of its broadband Internet access business assets and related services to AT&T Corp., subject to court approval. On October 10, 2001, the Company was informed by Excite@Home that it would no longer add new customers to its broadband Internet access system. In addition, Excite@Home filed a motion to reject or terminate its agreements with all cable companies, including Excite@Home's understanding with the Company. On October 17, 2001, MCC entered into a letter agreement with Excite@Home under which Excite@Home agreed to add new customers and provide service to new and existing customers through November 30, 2001. Excite@Home announced that it would temporarily withdraw its motion to reject or terminate agreements with respect to any cable company that signed a letter agreement. On October 19, 2001, a committee composed of the bondholders of Excite@Home filed a motion with the bankruptcy court to compel

Excite@Home to stop providing services to its cable customers unless the cable companies agree to better terms or buy the company at a price acceptable to the creditors. Furthermore, Excite@Home recently filed a similar motion with the bankruptcy court seeking to stop providing services to its cable customers. These motions are scheduled to be heard on November 30, 2001. MCC intends to vigorously oppose these motions.

The Company is currently exploring options that will enable it to continue to provide high-speed Internet service. These options include extending MCC's agreement with Excite@Home, establishing a relationship with other providers of high-speed Internet service or developing the infrastructure and expertise necessary to provide the service itself. There can be no assurance that the Company will be able to continue to provide high-speed Internet service to its customers without disruptions.

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

Introduction

The Company does not believe the discussion and analysis of the its historical financial condition and results of operations set forth below are indicative, nor should they be relied upon as an indicator, of its future performance because of certain significant past events. Those events include numerous acquisitions and several financing transactions.

Organization

Mediacom LLC ("Mediacom") was organized as a New York limited liability company in July 1995 and serves as a holding company for its operating subsidiaries. Mediacom Capital Corporation, Mediacom's wholly-owned subsidiary, was organized as a New York corporation in March 1998 for the sole purpose of acting as a co-issuer with Mediacom of public debt securities and does not conduct operations of its own. Mediacom Communications Corporation ("MCC") was organized as a Delaware corporation in November 1999 and completed an initial public offering in February 2000. Immediately prior to the completion of MCC's initial public offering, MCC issued shares of its common stock in exchange for all of Mediacom's outstanding membership interests and became the Mediacom's sole member and manager. See Note 1 of the Company's consolidated financial statements.

Until MCC's initial public offering in February 2000, Mediacom Management Corporation, a Delaware corporation, provided management services to the Company's operating subsidiaries and received annual management fees. Mediacom Management utilized these fees to compensate its employees as well as to fund its corporate overhead. Such management fees were 2% of the Company's annual gross revenues. The management agreements were terminated upon the date of MCC's initial public offering and were replaced with new agreements between MCC and the Company's operating subsidiaries.

Acquisitions

The Company has significantly expanded its business through acquisitions. All acquisitions have been accounted for under the purchase method of accounting and, therefore, the Company's historical results of operations include the results of operations for each acquired system subsequent to its respective acquisition date.

2000 Acquisitions

In 2000, the Company completed nine acquisitions of cable systems serving a total of approximately 53,000 basic subscribers (the "2000 Acquisitions"). The table below sets forth information regarding the 2000 Acquisitions.

Predecessor Owner	Acquisition Date	Purchase Price (in millions)	Basic Subscribers as of Acquisition Date
Rapid Communications Partners, L.P.	April 2000	$ 8.0	6,000
MidAmerican Cable Systems, L.P.	April 2000	8.0	5,000
TriCable, Inc	May 2000	1.8	1,000
Spirit Lake Cable TV, Inc.	June 2000	10.8	5,000
South Kentucky Services Corporation	July 2000	2.1	1,000
Dowden Midwest Cable Partners, L.P.	August 2000	1.2	1,000
Illinet Communications of Central Illinois, LLC	October 2000	15.8	8,000
Satellite Cable Services, Inc.	October 2000	27.5	12,000
AT&T Broadband, LLC-Alabama	December 2000	34.0	14,000
		$ 109.2	53,000

General

EBITDA represents operating loss before depreciation and amortization and non-cash stock charges relating to management fee expense. EBITDA:

- is not intended to be a performance measure that should be regarded as an alternative either to operating income or net income as an indicator of operating performance, or to the statement of cash flows as a measure of liquidity;

- is not intended to represent funds available for debt service, dividends, reinvestment or other discretionary uses; and

- should not be considered in isolation or as a substitute for measures of performance prepared in accordance with generally accepted accounting principles.

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

Actual Results of Operations

The following historical information includes the results of operations of the 2000 Acquisitions, only for that portion of the respective period that such cable television systems were owned by the Company.

Three Months Ended September 30, 2001 Compared to Three Months Ended September 30, 2000

	Three Months Ended September 30, 2001	2000	Percent Change
	(dollars in thousands)		
Revenues	$ 95,210	$ 84,478	12.7%
Costs and expenses:			
Service costs	34,282	28,947	18.4
Selling, general and administrative expenses	16,365	13,889	17.8
Management fee expense	1,140	1,598	(28.7)
Depreciation and amortization	55,449	45,050	23.1
Non-cash stock charges relating to management fee expense	529	609	(13.1)
Operating loss	(12,555)	(5,615)	123.6
Interest expense, net	25,563	16,868	51.5
Loss on derivative instruments, net	7,604	-	-
Investment income from affiliate	(3,620)	-	-
Other expenses (income)	384	353	8.8
Net loss before cumulative effect of accounting change	(42,486)	(22,836)	86.0
Cumulative effect of effect of accounting change	-	-	-
Net loss	$ (42,486)	$ (22,836)	86.0%
Other Data:			
EBITDA	$ 43,423	$ 40,044	8.4%
EBITDA margin(1)	45.6%	47.4%	

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(1) Represents EBITDA as a percentage of revenues.

Revenues. Revenues increased 12.7% to $95.2 for the three months ended September 30, 2001 as compared to $84.5 for the three months ended September 30, 2000. Of the revenue increase of $10.7 million, approximately $4.4 million was attributable to the 2000 Acquisitions. Excluding the 2000 Acquisitions, revenues increased primarily due to basic rate increases associated with new programming introductions in the Company's core television services and to customer growth in the Company's digital cable and high-speed Internet access services.

Service costs. Service costs increased 18.4% to $34.3 million for the three months ended September 30, 2001 as compared to $28.9 million for the three months ended September 30, 2000. Of the service cost increase of $5.3 million, approximately $1.7 million was attributable to the 2000 Acquisitions. Excluding the 2000 Acquisitions, these costs increased primarily as a result of higher programming expenses, including rate increases by programmers, the costs of channel additions and the Company's digital customer growth. As a percentage of revenues, service costs were 36.0% for the three months ended September 30, 2001, as compared with 34.3% for the three months ended September 30, 2000.

Selling, general and administrative expenses. Selling, general and administrative expenses increased 17.8% to $16.4 million for the three months ended September 30, 2001 as compared to $13.9 million for the three months ended September 30, 2000. Of the selling, general and administrative expense increase of $2.5 million, approximately $0.7 million was attributable to the 2000 Acquisitions. Excluding the 2000 Acquisitions, these costs increased primarily as a result of higher employee and bad debt expenses. As a percentage of revenues, selling, general and administrative expenses were 17.2% for the three months ended September 30, 2001 as compared with 16.4% for the three months ended September 30, 2000.

Management fee expense. Management fee expense decreased 28.7% to $1.1 million for the three months ended September 30, 2001 as compared to $1.6 million the three months ended September 30, 2000. As a percentage of revenues, management fee expense was 1.2% for the three months ended September 30, 2001 as compared with 1.9% for the three months ended September 30, 2000. The decrease was primarily due to the sharing of MCC's overhead with Mediacom Broadband LLC ("Mediacom Broadband"), a Delaware limited liability company and wholly-owned subsidiary of MCC.

Depreciation and amortization. Depreciation and amortization increased 23.1% to $55.4 million for the three months ended September 30, 2001 as compared to $45.1 million for the three months ended September 30, 2000. This increase was due to the Company's 2000 Acquisitions and capital expenditures associated with the upgrade of the Company's cable systems.

Non-cash stock charges relating to management fee expense. Non-cash stock charges relating to management fee expense decreased 13.1% to $0.5 million for the three months ended September 30, 2001 as compared to $0.6 million for the three months ended September 30, 2000. This decrease is due to reduced vesting in equity interests granted to certain members of MCC's management team in 1999.

Interest expense, net. Interest expense, net, increased 51.5% to $25.6 million for the three months ended September 30, 2001 as compared to $16.9 million for the three months ended September 30, 2000. This increase was due to a higher interest rate associated with the Company's 9 1/2% senior notes, which were issued in January 2001 and borrowings under the Company's subsidiary credit facilities to fund a portion of the purchase price of the AT&T systems acquired by Mediacom Broadband. See Notes 6 and 7.

Loss on derivative instruments, net. Loss on derivative instruments, net was $7.6 million for the three months ended September 30, 2001, due to the change in the fair value of the Company's interest rate derivatives as a result of the decrease in market interest rates.

Investment income from affiliate. Investment income from affiliate was $3.6 million for the three months ended September 30, 2001. This amount represents the investment income on the Company's $150.0 million preferred equity investment in Mediacom Broadband. See Note 7.

Other expenses (income). Other expense was $0.4 million for the three months ended September 30, 2001 and September 30, 2000.

Net loss. Due to the factors described above, the Company generated a net loss of $42.5 million for the three months ended September 30, 2001 as compared to a net loss of $22.8 million for the three months ended September 30, 2000.

EBITDA. EBITDA increased 8.4% to $43.4 million for the three months ended September 30, 2001 as compared to $40.0 million for the three months ended September 30, 2000. Of the EBITDA increase of $3.4 million, approximately $1.9 million was attributable to the 2000 Acquisitions. Excluding the 2000 Acquisitions, EBITDA increased primarily due to the increase in revenues described above, offset primarily by the increases in programming, employee and bad debt expenses described above. As a percentage of revenues, EBITDA was 45.6% for the three months ended September 30, 2001 as compared with 47.4% for the three months ended September 30, 2000.

Nine Months Ended September 30, 2001 Compared to Nine Months Ended September 30, 2000

	Nine Months Ended September 30, 2001	2000	Percent Change
	(dollars in thousands)		
Revenues	$ 278,398	$ 244,513	13.9%
Costs and expenses:			
Service costs	98,246	83,813	17.2
Selling, general and administrative expenses	46,327	41,171	12.5
Management fee expense	4,607	4,529	1.7
Depreciation and amortization	158,934	129,137	23.1
Non-cash stock charges relating to management fee expense	2,412	27,596	(91.3)
Operating loss	(32,128)	(41,733)	(23.0)
Interest expense, net	68,396	51,461	32.9
Loss on derivative instruments, net	9,001	-	-
Investment income from affiliate	(3,620)	-	-
Other expenses (income)	(28,535)	1,224	NM
Net loss before cumulative effect of accounting change	(77,370)	(94,418)	(18.1)
Cumulative effect of effect of accounting change	(1,642)	-	-
Net loss	$ (79,012)	$ (94,418)	(16.3)%
Other Data:			
EBITDA	$ 129,218	$ 115,000	12.4%
EBITDA margin(1)	46.4%	47.0%	

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(1) Represents EBITDA as a percentage of revenues.

Revenues. Revenues increased 13.9% to $278.4 for the nine months ended September 30, 2001 as compared to $244.5 for the nine months ended September 30, 2000. Of the revenue increase of $33.9 million, approximately $15.4 million was attributable to the 2000 Acquisitions. Excluding the 2000 Acquisitions, revenues increased primarily due to basic rate increases associated with new programming introductions in the Company's core television services and to customer growth in the Company's digital cable and high-speed Internet access services.

Service costs. Service costs increased 17.2% to $98.2 million for the nine months ended September 30, 2001 as compared to $83.8 million for the nine months ended September 30, 2000. Of the service cost increase of $14.4 million, approximately $6.2 million was attributable to the 2000 Acquisitions. Excluding the 2000 Acquisitions, these costs increased primarily as a result of higher programming expenses, including rate increases by programmers, the costs of channel additions and the Company's digital customer growth. As a percentage of revenues, service costs were 35.3% for the nine months ended September 30, 2001, as compared with 34.3% for the nine months ended September 30, 2000.

Selling, general and administrative expenses. Selling, general and administrative expenses increased 12.5% to $46.3 million for the nine months ended September 30, 2001 as compared to $41.2 million for the nine months ended September 30, 2000. Of the selling, general and administrative expense increase of $5.1 million, approximately $2.5 million was attributable to the 2000 Acquisitions. Excluding the 2000 Acquisitions, these costs increased primarily as a result of higher employee and bad debt expenses and marketing costs associated with the promotion of the Company's digital cable and high-speed Internet services. As a percentage of revenues, selling, general and administrative expenses were 16.6% for the nine months ended September 30, 2001 as compared with 16.8% for the nine months ended September 30, 2000.

Management fee expense. Management fee expense increased 1.7% to $4.6 million for the nine months ended September 30, 2001 as compared to $4.5 million the nine months ended September 30, 2000. As a percentage of revenues, management fee expense was 1.7% for the nine months ended September 30, 2001 as compared with 1.9% for the nine months ended September 30, 2000. The increase was primarily due to MCC's additional employee cost partially offset by a the sharing of MCC's overhead with Mediacom Broadband.

Depreciation and amortization. Depreciation and amortization increased 23.1% to $158.9 million for the nine months ended September 30, 2001 as compared to $129.1 million for the nine months ended September 30, 2000. This increase was due to the Company's purchase of 2000 Acquisitions and capital expenditures associated with the upgrade of the Company's cable systems.

Non-cash stock charges relating to management fee expense. Non-cash stock charges relating to management fee expense decreased 91.3% to $2.4 million for the nine months ended September 30, 2001 as compared to $27.6 million for the nine months ended September 30, 2000. This decrease is due to a one-time $24.5 million charge which occurred in February 2000, resulting from the termination of the management agreements with Mediacom Management on the date of MCC's initial public offering.

Interest expense, net. Interest expense, net, increased 32.9% to $68.4 million for the nine months ended September 30, 2001 as compared to $51.5 million for the nine months ended September 30, 2000. This increase was primarily due to a higher interest rate associated with the Company's 9 1/2% senior notes, which were issued in January 2001 and borrowings under the Company's subsidiary credit facilities to fund a portion of the purchase price of the AT&T systems acquired by Mediacom Broadband.

Loss on derivative instruments, net. Loss on derivative instruments, net was $9.0 million for the nine months ended September 30, 2001, due to the change in the fair value of the Company's interest rate derivatives as a result of the decrease in market interest rates.

Investment income from affiliate. Investment income from affiliate was $3.6 million for the nine months ended September 30, 2001. This amount represents the investment income on the Company's $150.0 million preferred equity investment in Mediacom Broadband.

Other expenses (income). Other income was $28.5 million for the nine months ended September 30, 2001 as compared to $1.2 million of other expense for the nine months ended September 30, 2001. This change was principally due to the elimination of the remainder of the deferred SoftNet revenue resulting from the termination of the contract with SoftNet Systems, Inc. See Note 5.

Net loss. Due to the factors described above and a one-time charge of $1.6 million resulting from the cumulative effect of change in accounting principle, the Company generated a net loss of $79.0 million for the nine months ended September 30, 2001 as compared to a net loss of $94.4 million for the nine months ended September 30, 2000.

EBITDA. EBITDA increased 12.4% to $129.2 million for the nine months ended September 30, 2001 as compared to $115.0 million for the nine months ended September 30, 2000. Of the EBITDA increase of $14.2 million, approximately $6.3 million was attributable to the 2000 Acquisitions. Excluding the 2000 Acquisitions, EBITDA increased primarily due to the increase in revenues described above, offset primarily by the increases in programming, employee and bad debt expenses described above. As a percentage of revenues, EBITDA was 46.4% for the nine months ended September 30, 2001, as compared with 47.0% for the nine months ended September 30, 2000.

Selected Pro Forma Results

The Company has reported the results of operations of the 2000 Acquisitions from the date of their respective acquisition. The financial information below for the nine months ended September 30, 2001 and 2000, presents selected unaudited pro forma operating results assuming the purchase of the 2000 Acquisitions had been consummated on January 1, 2000. This financial information is not necessarily indicative of what results would have been had the Company operated these cable systems since the beginning of 2000.

	Nine Months Ended September 30, 2001	Nine Months Ended September 30, 2000
	(dollars in thousands)	
Revenues	$ 278,398	$ 258,494
Costs and expenses:		
Service costs	98,246	89,350
Selling, general and administrative expenses	46,327	43,533
Management fee expense	4,607	4,529
Depreciation and amortization	158,934	136,052
Non-cash stock charges relating to management fee expense	2,412	27,596
Operating loss	$ (32,128)	$ (42,566)
Other Data:		
EBITDA	$ 129,218	$ 121,082
EBITDA margin(1)	46.4%	46.8%

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(1) Represents EBITDA as a percentage of revenues.

Selected Pro Forma Results for Nine Months Ended September 30, 2001 Compared to Selected Pro Forma Results for Nine Months Ended September 30, 2000

Revenues. Revenues increased 7.7% to $278.4 million for the nine months ended September 30, 2001, as compared to $258.5 million for the nine months ended September 30, 2000. This increase was attributable principally to basic rate increases associated with new programming introductions in the Company's core television services and to customer growth in the Company's digital cable and high-speed Internet access services, partially offset by a decline in basic subscribers.

Service costs. Service costs increased 10.0% to $98.2 million for the nine months ended September 30, 2001 from $89.4 million for the nine months ended September 30, 2000, principally due to higher programming expenses.

Selling, general and administrative expenses. Selling, general and administrative expenses increased 6.4% to $46.3 million for the nine months ended September 30, 2001 from $43.5 million for the nine months ended September 30, 2000, principally due to higher employee expenses and higher bad debt expense.

Management fee expense. Management fee expense increased 1.7% to $4.6 million for the nine months ended September 30, 2001 from $4.5 million for the nine months ended September 30, 2000. As a percentage of revenues, management fee expense was 1.7% for the nine months ended September 30, 2001 as compared with 1.8% for the nine months ended September 30, 2000.

Depreciation and amortization. Depreciation and amortization increased 16.8% to $158.9 million for the nine months ended September 30, 2001 from $136.1 million for the nine months ended September 30, 2000. This increase was principally due to capital expenditures associated with the upgrade of the Company's cable systems.

Non-cash stock charges. Non-cash stock charges were as reported above.

Operating loss. As a result of the above factors, the Company generated an operating loss of $32.1 million for the nine months ended September 30, 2001, compared to $42.6 million for the nine months ended September 30, 2000.

EBITDA. EBITDA increased by 6.7% to $129.2 million for the nine months ended September 30, 2001 from $121.1 million for the nine months ended September 30, 2000. The EBITDA margin was 46.4% for the nine months ended September 30, 2001 as compared with 46.8% for the nine months ended September 30, 2000.

Liquidity and Capital Resources

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

Investing Activities

The Company expects to spend approximately $220.0 million on capital expenditures in 2001. The Company plans to fund these expenditures through net cash flows from operations and additional borrowings under its subsidiary bank credit facilities. By December 2001, the Company expects that 89% of its cable network will be upgraded with 550MHz to 870MHz bandwidth capacity and 78% of its homes passed will have two-way communications. For the nine months ended September 30, 2001, the Company's capital expenditures were $162.2 million.

On July 18, 2001, the Company made a $150.0 million preferred equity investment in Mediacom Broadband, that was funded with borrowings under the Company's subsidiary credit facilities. The preferred equity investment has a 12% annual cash dividend, payable quarterly. The proceeds from the preferred equity investment, were used by Mediacom Broadband to pay a portion of the $2.1 billion purchase price of its acquisition of cable systems serving approximately 800,000 subscribers in the states of Georgia, Illinois, Iowa and Missouri (the "AT&T systems") from affiliates of AT&T Broadband, LLC.

In 2000, the Company completed nine acquisitions of cable systems that served approximately 53,000 basic subscribers for an aggregate purchase price of $109.2 million.

Financing Activities

As of September 30, 2001 and December 31, 2000 the Company's debt was $1.4 billion and $987.0 million, respectively.

As of September 30, 2001, the Company entered into interest rate swap agreements, which expire from 2002 through 2004, to hedge $170.0 million of floating rate debt under its subsidiary credit facilities. As a result of these interest rate swap agreements, approximately 72% of the Company's outstanding indebtedness was at fixed interest rates or subject to interest rate protection on such date. After giving effect to these interest rate swap agreements, as of September 30, 2001, the Company's weighted average cost of indebtedness was approximately 8.0%. As of September 30, 2001, the Company was in compliance with all of the financial and other covenants in its subsidiary credit facilities and public debt indentures and it had approximately $536.0 million of unused credit commitments under its subsidiary credit facilities.

On January 24, 2001, Mediacom and its wholly-owned subsidiary, Mediacom Capital, a New York corporation completed an offering of $500.0 million of 9 1/2% senior notes due January 2013. Interest on the 9 1/2% senior notes is payable semi-annually on January 15 and July 15 of each year, which commenced on July 15, 2001. Approximately $467.5 million of the net proceeds were used to repay a substantial portion of the indebtedness outstanding under the Company's subsidiary credit facilities and related accrued interest. The balance of the net proceeds was used for general corporate purposes.

On July 17, 2001, the Company paid a $125.0 million cash dividend to MCC that was funded with borrowings under its subsidiary credit facilities. The proceeds of this cash dividend were then contributed to Mediacom Broadband to pay a portion of $2.1 billion purchase price of Mediacom Broadband's acquisitions of the AT&T systems.

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

Cumulative Effect of Accounting Change

Effective January 1, 2001, the Company adopted Statement of Financial Accounting Standards No. 133 ("SFAS 133"), "Accounting for Derivative Instruments and Hedging Activities." As a result, the Company recorded a charge of approximately $1.6 million as a change in accounting principle in the first quarter of 2001.

Recent Accounting Pronouncements

In July 2001, the Financial Accounting Standards Board ("FASB") issued Statements of Financial Accounting Standards No. 141, "Business Combinations" ("SFAS 141") and No. 142, "Goodwill and Other Intangible Assets" ("SFAS 142"). SFAS 141 requires all business combinations initiated after June 30, 2001 to be accounted for using the purchase method. Adoption of SFAS 141 will have no effect on the Company's results of operations or financial position. Under SFAS 142, goodwill and intangible assets with indefinite lives will no longer be amortized but reviewed annually for impairment (or more frequently if impairment indicators arise). Separable intangible assets that are not deemed to have indefinite lives will continue to be amortized over their useful lives. The amortization provisions of SFAS 142 apply immediately to goodwill and intangible assets acquired after June 30, 2001. With respect to goodwill and intangible assets acquired prior to July 1, 2001, the Company is required to adopt SFAS 142 effective January 1, 2002. The Company is currently evaluating the effect that SFAS 142 will have on its results of operations and financial position, including determining whether the Company's franchise licenses should be accounted for as an indefinite life intangible asset. For the three and nine months ended September 30, 2001, the Company has continued to amortize all goodwill acquired prior to June 30, 2001 and all intangible assets, including its franchise licenses. If it is determined that these intangibles qualify for indefinite life treatment the Company will cease amortizing them.

In August 2001, the FASB issued Statements of Financial Accounting Standards No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets" ("SFAS 144"). This statement addresses financial accounting and reporting for the impairment or disposal of long-lived assets, and provides guidance on classification and accounting for such assets when held for sale or abandonment. SFAS 144 is effective for fiscal years beginning after December 15, 2001. The Company does not expect that adoption of SFAS 144 will have a material effect on its results of operations or financial position.

Inflation and Changing Prices

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

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

In the normal course of business, the Company uses interest rate swap agreements in order to fix the interest rate for the duration of the contract as a hedge against interest rate volatility. As of September 30, 2001, the Company had interest rate exchange agreements (the "Swaps") with various banks pursuant to which the interest rate on $170.0 million is fixed at a weighted average swap rate of approximately 6.7%, plus the average applicable margin over the Eurodollar Rate option under the Company's bank credit agreements. Under the terms of the Swaps, which expire from 2002 through 2004, the Company is exposed to credit loss in the event of nonperformance by the other parties to the Swaps. However, the Company does not anticipate nonperformance by the counterparties. At September 30, 2001, the Company would have paid approximately $10.6 million if it terminated the Swaps, inclusive of accrued interest. The table below provides information for the Company's long term debt. See Note 4 to the Company's consolidated financial statements.

	Expected Maturity (All dollar amounts in thousands)							
	2002	2003	2004	2005	2006	Thereafter	Total	Fair Value
Fixed rate	$ -	$ -	$ -	$ -	$ -	$ 200,000	$ 200,000	$ 194,000
Weighted average interest rate	8.5%	8.5%	8.5%	8.5%	8.5%	8.5%	8.5%	
Fixed rate	$ -	$ -	$ -	$ -	$ -	$ 125,000	$ 125,000	$ 111,000
Weighted average interest rate	7.9%	7.9%	7.9%	7.9%	7.9%	7.9%	7.9%	
Fixed rate	$ -	$ -	$ -	$ -	$ -	$ 500,000	$ 500,000	$ 488,000
Weighted average interest rate	9.5%	9.5%	9.5%	9.5%	9.5%	9.5%	9.5%	
Variable rate	$ 750	$ 2,000	$ 2,000	$ 2,000	$ 27,500	$1,353,750	$1,388,000	$ 1,388,000
Weighted average interest rate	5.3%	5.3%	5.3%	5.3%	5.3%	5.3%	5.3%	

PART II

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits

None.

(b) Reports on Form 8-K

None.

SIGNATURES

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

MEDIACOM LLC

November 14, 2001

By: /s/ Mark E. Stephan

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

SIGNATURES

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

MEDIACOM CAPITAL CORPORATION

November 14, 2001

By: /s/ Mark E. Stephan

Mark E. Stephan
Treasurer, Secretary and
Principal Financial Officer