Revenues

The tables below set forth revenue and selected customer and average monthly revenue statistics as of, and for the years ended, December 31, 2013 and 2012 (dollars in thousands, except per unit data):

	Year Ended December 31,			
	2013	2012	$ Change	% Change
Video	$ 353,170	$ 359,804	$ (6,634)	(1.8%)
HSD	204,281	187,473	16,808	9.0%
Phone	59,296	60,724	(1,428)	(2.4%)
Business services	66,354	56,990	9,364	16.4%
Advertising	15,760	16,692	(932)	(5.6%)
Total	$ 698,861	$ 681,683	$ 17,178	2.5%

	Year Ended December 31,		Increase	
	2013	2012	(Decrease)	% Change
Video customers	417,000	442,000	(25,000)	(5.7%)
HSD customers	431,000	410,000	21,000	5.1%
Phone customers	179,000	166,000	13,000	7.8%
Primary service units (PSUs)	1,027,000	1,018,000	9,000	0.9%
Average total monthly revenue per PSU (2)	$ 56.96	$ 55.88	$ 1.08	1.9%

(1) Represents average total monthly revenues for the year divided by average PSUs for the year.

Revenues grew 2.5%, primarily due to HSD and business services revenues, offset in part by lower video and, to a lesser extent, phone revenues compared to the prior year. Average total monthly revenue per PSU increased 1.9% to $56.96.

Video

Video revenues declined 1.8%, mainly due to residential customer losses, largely offset by rate adjustments and more customers taking our DVR services. During the year ended December 31, 2013, we lost 25,000 video customers, compared to a loss of 28,600 video customers in the prior year (excluding the net effect of an acquisition and a disposition). As of December 31, 2013, we served 417,000 video customers, or 32.1% of our estimated homes passed.

HSD

HSD revenues grew 9.0%, principally due to residential customer growth, higher equipment charges and more customers taking our wireless gateway service. During the year ended December 31, 2013, we gained 21,000 HSD customers, compared to an increase of 27,800 HSD customers in the prior year (excluding the net effect of an acquisition and a disposition). As of December 31, 2013, we served 431,000 HSD customers, or 33.1% of our estimated homes passed.

Phone

Phone revenues decreased 2.4%, primarily due to lower revenues per residential customer, offset in part by residential customer growth During the year ended December 31, 2013, we gained 13,000 phone customers, excluding the effect of an acquisition, compared to an increase of 6,400 in the prior year (excluding the net effect of an acquisition and a disposition). As of December 31, 2013, we served 179,000 phone customers, or 13.8% of our estimated homes passed.

Business Services

Business services revenues rose 16.4%, largely as a result of growth in small- and medium-sized business customers and greater revenues from cell tower backhaul revenues.

Advertising

Advertising revenues decreased 5.6%, primarily due to a lower contribution from markets managed for us by third party contracts, offset in part by greater automotive advertising compared to prior year.

Costs and Expenses

Service Costs

Service costs increased 2.1%, primarily due to higher programming and, to a much lesser extent, field operating expenses, offset in part by lower phone service delivery costs. Programming expenses increased 3.2%, mainly due to greater retransmission consent fees charged by local broadcasters for their local broadcast stations and, to a much lesser extent, higher contractual rates charged by our programming vendors for their cable networks, largely offset by a lower video customer base. Field operating expenses were 6.6% higher, largely as a result of greater device and equipment repair and fiber lease expenses, offset in part by the comparison to an unfavorable insurance claim experience in the prior year. Phone service delivery costs fell 10.0%, principally due to lower long-distance rates. Service costs as a percentage of revenues were 43.1% and 43.3% for the years ended December 31, 2013 and 2012, respectively.

Selling, General and Administrative Expenses

Selling, general and administrative expenses were 3.7% higher, mainly due to higher marketing expenses and customer service employee costs, offset in part by lower marketing employee costs. Marketing expenses grew 12.9%, mainly due to higher levels of online and, to a lesser extent, television and print advertising, offset in part by a reduction in direct mail marketing. Customer service employee costs were 6.4% higher, primarily due to higher staffing and sales commissions. Marketing employee costs fell 15.4%, largely as a result of lower staffing. Selling, general and administrative expenses as a percentage of revenues were 17.1% and 16.9% for the years ended December 31, 2013 and 2012, respectively.

Management Fee Expense

Management fee expense increased 4.3%, reflecting higher fees charged by MCC. Management fee expense as a percentage of revenues was 1.8% and 1.7% for the years ended December 31, 2013 and 2012, respectively.

Depreciation and Amortization

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

OIBDA

OIBDA grew 2.4%, as the increase in revenues was offset in part by greater service costs and selling, general and administrative expenses.

Operating Income

Operating income grew 4.3%, principally due to the growth in OIBDA.

Interest Expense, Net

Interest expense, net, decreased 1.5%, primarily due to lower average outstanding indebtedness, offset in part by a higher cost of debt.

Gain on Derivatives, Net

As of December 31, 2013, we had interest rate exchange agreements (which we refer to as "interest rate swaps") with an aggregate notional amount of $900.0 million, of which $200.0 million are 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 on information provided by our counterparties, we recorded a net gain on derivatives of $18.0 million and $5.1 million for the years ended December 31, 2013 and 2012, respectively.

Loss on Early Extinguishment of Debt

Loss on early extinguishment of debt totaled $6.5 million for the year ended December 31, 2012, which represented the write-off of certain unamortized deferred financing costs as a result of the repayment of certain term loans under the credit facility.

Gain on Sale of Cable Systems, Net

We recorded a gain on sale of cable systems, net, of $4.9 million for the year ended December 31, 2012.

Investment Income from Affiliate

Investment income from affiliate was $18.0 million for each of the years ended December 31, 2013 and 2012. This amount represents the investment income on our $150.0 million preferred equity investment in Mediacom Broadband LLC. See Note 7 in our Notes to Consolidated Financial Statements.

Other Expense, Net

Other expense, net, was $1.7 million and $1.6 million for the years ended December 31, 2013 and 2012, respectively. During the year ended December 31, 2013, other expense, net, consisted of $1.4 million of revolving credit facility commitment fees and $0.3 million of other fees. During the year ended December 31, 2012, other expense, net, consisted of $1.3 million of revolving credit facility commitment fees and $0.3 million of other fees.

Net Income

As a result of the factors described above, we recognized net income of $90.4 million and $68.5 million for the years ended December 31, 2013 and 2012, respectively.

Liquidity and Capital Resources

Our net cash flows provided by operating activities are primarily used to fund investments to enhance the capacity and reliability of our network and further expand our products and services, as well as for repayments of our indebtedness and periodic distributions to MCC. As of December 31, 2014, our near-term liquidity requirements included scheduled term loan principal repayments of $8.5 million in each of the years ending December 31, 2015 and 2016. As of the same date, our sources of liquidity included $8.7 million of cash and $47.1 million of unused and available commitments under our $225.0 million revolving credit facility, after giving effect to $169.0 million of outstanding loans and $8.9 million of letters of credit issued to various parties as collateral.

We believe that cash generated by, or available to, us will be sufficient to meet our other anticipated capital and liquidity needs for the next twelve months. In the longer term, we may not 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 acceptable terms, 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 $173.3 million for year ended December 31, 2014, primarily due to OIBDA of $266.8 million and, to a much lesser extent, investment income from affiliate of $18.0 million, offset in part by interest expense of $86.8 million and the $10.8 million net change in our operating assets and liabilities. The net change in our operating assets and liabilities was primarily due to decreases in accounts payable, accrued expenses and other current liabilities of $11.4 million and in accounts payable to affiliates of $8.2 million, offset in part by decreases in accounts receivable, net, of $7.5 million and in prepaid expenses and other assets of $1.2 million.

Net cash flows provided by operating activities were $196.3 million for year ended December 31, 2013, primarily due to OIBDA of $265.9 million and, to a much lesser extent, investment income from affiliate of $18.0 million and the $5.4 million net change in our operating assets and liabilities, offset in part by interest expense of $94.4 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 $13.0 million, offset in part by an increase in accounts receivable, net, of $7.5 million.

Net Cash Flows Used in Investing Activities

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

Net cash flows used in investing activities were $120.4 million for the year ended December 31, 2014, comprising $120.3 million of capital expenditures and a net change in accrued property, plant and equipment of $0.3 million, offset in part by $0.2 million of other investing activities.

Net cash flows used in investing activities were $121.8 million for the year ended December 31, 2013, comprising $120.9 million of capital expenditures and a net change in accrued property, plant and equipment of $0.9 million.

The $0.6 million decline in capital expenditures largely reflected reduced outlays for the conversion to an all-digital video platform and cell tower backhaul, mostly offset in part by greater spending on our next-generation set-top and HSD bandwidth expansion.

Net Cash Flows Used in Financing Activities

Net cash flows used in financing activities were $53.9 million for the year ended December 31, 2014, comprising the $350.0 million redemption of the 9 1/8% Notes, $9.9 million of financing costs and $3.5 million of capital distributions to our parent, MCC, offset in part by $155.6 million of capital contributions from our parent, MCC, and $153.0 million of net borrowings under the credit facility.

Net cash flows used in financing activities were $74.1 million for the year ended December 31, 2013, comprising $70.0 million of net repayments under the credit facility and $3.8 million of capital distributions to our parent, MCC.

Capital Structure

As of December 31, 2014, our total indebtedness was $1.255 billion, of which approximately 60% was at fixed interest rates or had interest rate exchange agreements that fixed the variable portion of debt. During the year ended December 31, 2014, we paid cash interest of $95.5 million, net of capitalized interest.

2014 Financing Activity

On February 5, 2014, we entered into a new $225.0 million revolving credit facility, with an expiry date of February 5, 2019 (the "new revolver"), and terminated our existing revolving credit commitments (the "old revolver"). On the same date, we completed a new term loan in the aggregate principal amount of $250.0 million, with a final maturity of March 31, 2018 ("Term Loan F"). After giving effect to $4.7 million of financing costs, net proceeds of $245.3 million under Term Loan F, together with $161.0 million of borrowings under the new revolver, were used to repay $400.0 million of the principal amount outstanding under the previously existing Term Loan C and the entire $6.3 million principal amount outstanding under the old revolver.

On July 15, 2014, we called for the redemption of the entire $350.0 million principal amount outstanding of the 9 1/8% Notes. On August 15, 2014, we completed a new term loan in the aggregate principal amount of $350.0 million ("Term Loan G"), and on the same date, used the net proceeds of Term Loan G to substantially fund the redemption of the 9 1/8% Notes.

On December 31, 2014, we made a full repayment of the remaining $198.9 million of principal amount outstanding under Term Loan C that was funded by $150.0 million of aggregate capital contributions from MCC, borrowings under our existing revolving credit facility, and internally generated funds.

See Note 6 in our Notes to Consolidated Financial Statements.

Bank Credit Facility

As of December 31, 2014, we maintained a $1.061 billion bank credit facility (the "credit facility"), comprising $836.0 million of term loans with maturities ranging from October 2017 to June 2021, and $225.0 million of revolving credit commitments, which are scheduled to expire on February 5, 2019. As of the same date, we had $47.1 million of unused lines under our revolving credit commitments, all of which were available to be borrowed and used for general corporate purposes, after giving effect to $169.0 million of outstanding loans and $8.9 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. The credit agreement governing the credit facility (the "credit agreement") requires 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. For all periods through December 31, 2014, our operating subsidiaries were in compliance with all covenants under the credit agreement including, as of the same date, a total leverage ratio of 3.4 to 1.0 and an interest coverage ratio of 3.9 to 1.0. We do not believe that our operating subsidiaries will have any difficulty complying with any of the covenants under the credit agreement in the near future.

Interest Rate Exchange Agreements

We have entered into several interest rate exchange agreements with various banks to fix the variable rate of borrowings to reduce the potential volatility in our interest expense that may result from changes in market interest rates. As December 31, 2014, we had interest rate swaps that fix the variable rate of $500 million of borrowings at a rate of 2.7%, all of which are scheduled to expire during the year ending December 31, 2015. We also have forward starting interest rate swaps that will fix the variable rate of $200 million of borrowings, for a three-year period commencing December 2015, at a rate of 1.5%.

As of December 31, 2014, the weighted average rate on outstanding borrowings under the credit facility, including the effects of these interest rate swaps, was 4.3%.

Senior Notes

As of December 31, 2014, we had $250.0 million of outstanding senior notes, all of which comprised our 7 ¼% senior notes due February 2022 (the "7 ¼% Notes").

Our senior notes are unsecured obligations, and the indenture governing the 7 ¼% 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. For all periods through December 31, 2014, we were in compliance with covenants under the indenture including, as of the same date, a debt to operating cash flow ratio of 4.3 to 1.0. We do not believe that we will have any difficulty complying with any of the covenants under the indenture in the near future.

Debt Ratings

MCC's corporate credit ratings are Ba3 by Moody's, and BB- by Standard and Poor's ("S&P"), both with stable outlooks. Our senior unsecured ratings are B2 by Moody's, and B by S&P, both with stable outlooks.

There can be no assurance that Moody's or S&P 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. There are no covenants, events of default, borrowing conditions or other terms in the credit agreement or indentures that are based on changes in our credit rating assigned by any rating agency.

Contractual Obligations and Commercial Commitments

The following table summarizes our contractual obligations and commercial commitments, and the effects they are expected to have on our liquidity and cash flow, for the five years subsequent to December 31, 2014 and thereafter (dollars in thousands)*:

	Scheduled Debt Maturities	Operating Leases	Interest Expense(1)	Purchase Obligations(2)	Total
January 1, 2015 to December 31, 2015	$ 8,500	$ 2,243	$ 62,335	$ 15,831	$ 88,909
January 1, 2016 to December 31, 2017	248,250	3,423	97,712	4,554	353,939
January 1, 2018 to December 31, 2019	416,625	1,761	67,744	—	486,130
Thereafter	581,625	2,001	57,046	—	640,672
Total cash obligations	$ 1,255,000	$ 9,428	$284,837	$ 20,385	$1,569,650

* Refer to Note 6 and Note 12 in our Notes to Consolidated Financial Statements for a discussion of our long-term debt and of our operating leases and other commitments and contingencies, respectively.

(1) Interest payments on floating rate debt and interest rate swaps are estimated using amounts outstanding as of December 31, 2014 and the average interest rates applicable under such debt obligations. Interest expense amounts are net of amounts capitalized.

(2) We have contracts with programmers who provide video programming services to our customers. Our contracts typically provide that we have an obligation to purchase video programming for our customers as long as we deliver cable services to such customers. We have no obligation to purchase these services if we are not providing cable services, except when we do not have the right to cancel the underlying contract or for contracts with a guaranteed minimum commitment. There are no programming service amounts included in our Purchase Obligations.

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 discussed below requires significant judgments and estimates on the part of management. For a summary of our accounting policies, see Note 2 in our Notes to Consolidated Financial Statements.

Property, Plant and Equipment

We capitalize the costs of new construction and replacement of our cable transmission and distribution facilities and new service installation in accordance with ASC No. 922 — *Entertainment — Cable Television*. Costs associated with subsequent installations of additional services not previously installed at a customer's dwelling are capitalized to the extent such costs are incremental and directly attributable to the installation of such additional services. Capitalized costs included all direct labor and materials as well as certain indirect costs. Capitalized costs are recorded as additions to property, plant and equipment and depreciated over the average life of the related assets. We use standard costing models, developed from actual historical costs and relevant operational data, to determine our capitalized amounts. These models include labor rates, overhead rates and standard time inputs to perform various installation and construction activities. The development of these standards involves significant judgment by management, especially in the development of standards for our newer, advanced products and services in which historical data is limited. Changes to the estimates or assumptions used in establishing these standards could be material. We perform periodic evaluations of the estimates used to determine the amount of costs that are capitalized. Any changes to these estimates, which may be significant, are applied in the period in which the evaluations were completed.

Valuation and Impairment Testing of Indefinite-lived Intangibles

As of December 31, 2014, we had approximately $638.7 million of unamortized intangible assets, including franchise rights of $614.7 million and goodwill of $23.9 million on our consolidated balance sheets. These intangible assets represented approximately 42% of our total assets.

Our cable systems operate under non-exclusive cable franchises, or franchise rights, granted by state and local governmental authorities for varying lengths of time. We acquired these cable franchises through acquisitions of cable systems and were accounted for using the purchase method of accounting. As of December 31, 2014, we held 853 franchises in areas located throughout the United States. The value of a franchise is derived from the economic benefits we receive from the right to solicit new customers and to market new products and services, such as digital video, HSD and phone, in a specific market territory. We concluded that our franchise rights have an indefinite useful life since, among other things, there are no legal, regulatory, contractual, competitive, economic or other factors limiting the period over which these franchise rights contribute to our revenues and cash flows. Goodwill is the excess of the acquisition cost of an acquired entity over the fair value of the identifiable net assets acquired. In accordance with ASC No. 350 — *Intangibles — Goodwill and Other* ("ASC 350"), we do not amortize franchise rights and goodwill. Instead, such assets are tested annually for impairment or more frequently if impairment indicators arise.

We follow the provisions of ASC 350 to test our goodwill and franchise rights for impairment. We assess the fair values of our reporting unit using the Excess Earnings Method of the Income Approach as our discounted cash flow ("DCF") methodology, under which the fair value of cable franchise rights are determined in a direct manner. We employ the Multi-Period Excess Earnings Method to calculate the fair values of our cable franchise rights, using unobservable inputs (Level 3). This assessment involves significant judgment, including certain assumptions and estimates that determine future cash flow expectations and other future benefits, which are consistent with the expectations of buyers and sellers of cable systems in determining fair value. These assumptions and estimates include discount rates, estimated growth rates, terminal growth rates, comparable company data, revenues per customer, market penetration as a percentage of homes passed and operating margin. We also consider market transactions, market valuations, research analyst estimates and other valuations using multiples of operating income before depreciation and amortization to confirm the reasonableness of fair values determined by the DCF methodology. We also employ the Greenfield model to corroborate the fair values of our cable franchise rights determined under the In-use Excess Earnings DCF methodology. Significant impairment in value resulting in impairment charges may result if the estimates and assumptions used in the fair value determination change in the future. Such impairments, if recognized, could potentially be material.

Based on the guidance outlined in ASC 350, we have determined that the unit of accounting, or reporting unit, for testing goodwill and franchise rights is Mediacom LLC. Comprising cable system clusters across several states, Mediacom LLC is at the financial reporting level that is managed and reviewed by the corporate office (i.e., chief operating decision maker) including our determination as to how we allocate capital resources and utilize the assets. The reporting unit level also reflects the level at which the purchase method of accounting for our acquisitions was originally recorded.

In accordance with ASC 350, we are required to determine goodwill impairment using a two-step process. The first step compares the fair value of a reporting unit with our carrying amount, including goodwill. If the fair value of the reporting unit exceeds our carrying amount, goodwill of the reporting unit is considered not impaired and the second step is unnecessary. If the carrying amount of a reporting unit exceeds our fair value, the second step is performed to measure the amount of impairment loss, if any. The second step compares the implied fair value of the reporting unit's goodwill, calculated using the residual method, with the carrying amount of that goodwill. If the carrying amount of the goodwill exceeds the implied fair value, the excess is recognized as an impairment loss.

The impairment test for our franchise rights and other intangible assets not subject to amortization consists of a comparison of the fair value of the intangible asset with its carrying value. If the carrying value of the intangible asset exceeds its fair value, the excess is recognized as an impairment loss.

Since our adoption of ASC 350 in 2002, we have not recorded any impairments as a result of our impairment testing. We completed our most recent impairment test as of October 1, 2014, which reflected no impairment of our franchise rights, goodwill or other intangible assets.

For illustrative purposes, if there were a hypothetical decline of 15% in the fair values determined for cable franchise rights at our reporting unit, no impairment loss would result as of our impairment testing date of October 1, 2014. In addition, a hypothetical decline of up to 15% in the fair values determined for goodwill and other finite-lived intangible assets at our reporting unit would not result in any impairment loss as of October 1, 2014.

We could record impairments in the future if there are changes in the long-term fundamentals of our business, in general market conditions or in the regulatory landscape that could prevent us from recovering the carrying value of our long-lived intangible assets. The economic conditions affecting the U.S. economy and how that may impact the fundamentals of our business may have a negative impact on the fair values of the assets in our reporting unit.

In accordance with Accounting Standards Update No. 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)*, as of October 1, 2014, we have evaluated whether there are any adverse qualitative factors surrounding our Mediacom LLC reporting unit (which has a negative carrying value) indicating that a goodwill impairment may exist. 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.

Recent Accounting Pronouncements

In December 2013, the Financial Accounting Standards Board (the "FASB") issued Accounting Standards Update No. 2013-12 ("ASU 2013-12") – *Definition of a Public Business Entity.* ASU 2013-12 defines a public business entity to be used in considering the scope of new financial guidance and identifies whether the guidance does or does not apply to public business entities. The Accounting Standards Codification includes multiple definitions of the terms nonpublic entity and public entity. ASU 2013-12 states that an entity that is required by the SEC to file or furnish financial statements with the SEC, or does file or furnish financial statements with the SEC, is considered a public business entity. There is no effective date for ASU 2013-12. We adopted ASU 2013-12 as of December 31, 2013. We are deemed to be a public entity according to this guidance.

In May 2014, the FASB issued ASU No. 2014-09 ("ASU 2014-09") – *Revenue from Contracts with Customers.* The guidance states that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. An entity should also disclose sufficient information to enable users of financial statements to understand the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. This guidance supersedes most industry-specific guidance, including Statement of Financial Accounting Standards No. 51 – *Financial Reporting by Cable Television Companies*. ASU 2014-09 is effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. Early application is not permitted. We have not completed our evaluation of this new guidance to determine its impact on our financial statements, financial disclosures and our method of adoption.

Inflation and Changing Prices

Our systems' costs and expenses are subject to inflation and price fluctuations. Such changes in costs and expenses can generally be passed through to 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 FCC's existing cable rate regulations we may increase rates for cable 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 7A. *QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK*

In the normal course of business, we use interest rate exchange agreements (which we refer to as "interest rate swaps") with counterparty banks to fix the interest rate on a portion of our variable interest rate debt. As of December 31, 2014, we had current interest rate swaps with various banks pursuant to which the interest rate on $500 million of variable rate debt was fixed at a rate of 2.7%, all of which were scheduled to expire during the year ending December 31, 2015. The fixed rates of our interest rate swaps are offset against the applicable variable rate to determine the related interest expense.

Under the terms of our interest rate swaps, we are exposed to credit risk in the event of nonperformance by our counterparties; however, we do not anticipate such nonperformance. As of December 31, 2014, based on their mark-to-market valuation, we would have paid approximately $11.8 million, including accrued interest, if we terminated these interest rate swaps. Our interest rate swaps and debt arrangements do not contain credit rating triggers that could affect our liquidity.

The table below provides the scheduled maturity and estimated fair value of our debt as of December 31, 2014 (dollars in thousands):

	Senior Notes	Bank Credit Facility	Total
Expected Maturity:			
January 1, 2015 to December 31, 2015	—	8,500	8,500
January 1, 2016 to December 31, 2016	—	8,500	8,500
January 1, 2017 to December 31, 2017	—	239,750	239,750
January 1, 2018 to December 31, 2018	—	244,125	244,125
January 1, 2019 to December 31, 2019	—	172,500	172,500
Thereafter	250,000	331,625	581,625
Total	$ 250,000	$1,005,000	$1,255,000
Fair Value	$ 268,125	$ 985,752	$1,253,877
Weighted Average Interest Rate	7.3%	4.3%	4.9%

ITEM 8. ***FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA***

MEDIACOM LLC AND SUBSIDIARIES
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS
Contents

	Page
Report of Independent Registered Public Accounting Firm	50
Consolidated Balance Sheets as of December 31, 2014 and 2013	51
Consolidated Statements of Operations for the Years Ended December 31, 2014, 2013 and 2012	52
Consolidated Statements of Changes in Member's Equity (Deficit) for the Years Ended December 31, 2014, 2013 and 2012	53
Consolidated Statements of Cash Flows for the Years Ended December 31, 2014, 2013 and 2012	54
Notes to Consolidated Financial Statements	55
Financial Statement Schedule: Schedule II - Valuation and Qualifying Accounts	74

Report of Independent Registered Public Accounting Firm

To the Member of Mediacom LLC:

In our opinion, the consolidated financial statements listed in the accompanying index present fairly, in all material respects, the financial position of Mediacom LLC and its subsidiaries at December 31, 2014 and December 31, 2013, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2014 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the accompanying index presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. These financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and financial statement schedule based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

/s/ PricewaterhouseCoopers LLP
New York, NY
March 6, 2015

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

	December 31, 2014	December 31, 2013
ASSETS		
CURRENT ASSETS		
Cash	$ 8,720	$ 9,744
Accounts receivable, net of allowance for doubtful accounts of $2,135 and $2,010	45,712	53,215
Prepaid expenses and other current assets	8,142	9,485
Total current assets	62,574	72,444
Preferred membership interest in affiliated company (Note 7)	150,000	150,000
Property, plant and equipment, net of accumulated depreciation of $1,592,999 and $1,499,404	672,832	669,159
Franchise rights	614,731	614,731
Goodwill	23,911	23,911
Subscriber lists, net of accumulated amortization of $118,279 and $118,271	22	31
Other assets, net of accumulated amortization of $8,343 and $11,553	15,288	15,662
Total assets	$ 1,539,358	$ 1,545,938
LIABILITIES AND MEMBER'S EQUITY (DEFICIT)		
CURRENT LIABILITIES		
Accounts payable, accrued expenses and other current liabilities	$ 130,706	$ 149,058
Accounts payable—affiliates	1,463	9,628
Deferred revenue	28,115	27,706
Current portion of long-term debt	8,500	15,250
Total current liabilities	168,784	201,642
Long-term debt, less current portion	1,246,500	1,436,750
Other non-current liabilities	1,859	12,839
Total liabilities	1,417,143	1,651,231
Commitments and contingencies (Note 12)		
MEMBER'S EQUITY (DEFICIT)		
Capital contributions	473,609	321,320
Accumulated deficit	(351,394)	(426,613)
Total member's equity (deficit)	122,215	(105,293)
Total liabilities and member's equity (deficit)	$ 1,539,358	$ 1,545,938

The accompanying notes are an integral part of these statements.

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

	Year Ended December 31,		
	2014	2013	2012
Revenues	$711,634	$698,861	$681,683
Costs and expenses:			
Service costs (exclusive of depreciation and amortization)	310,752	301,261	295,067
Selling, general and administrative expenses	121,772	119,294	114,992
Management fee expense	12,350	12,400	11,885
Depreciation and amortization	116,395	115,341	115,324
Operating income	150,365	150,565	144,415
Interest expense, net	(86,815)	(94,443)	(95,868)
Gain on derivatives, net	18,229	18,026	5,083
Loss on early extinguishment of debt (Note 6)	(23,046)	—	(6,468)
Gain on sale of cable systems, net	—	—	4,920
Investment income from affiliate (Note 7)	18,000	18,000	18,000
Other expense, net	(1,514)	(1,702)	(1,591)
Net income	$ 75,219	$ 90,446	$ 68,491

The accompanying notes are an integral part of these statements.

MEDIACOM LLC AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN MEMBER'S (DEFICIT) EQUITY

(Dollars in thousands)

	Capital Contributions	Accumulated Deficit	Total
Balance, December 31, 2011	$ 335,979	$ (585,550)	$(249,571)
Net income	—	68,491	68,491
Capital distributions to parent	(121,400)	—	(121,400)
Capital contributions from parent	111,000	—	111,000
Other	(718)	—	(718)
Balance, December 31, 2012	$ 324,861	$ (517,059)	$(192,198)
Net income	—	90,446	90,446
Capital distributions to parent	(3,800)	—	(3,800)
Capital contributions from parent	—	—	—
Other	259	—	259
Balance, December 31, 2013	$ 321,320	$ (426,613)	$(105,293)
Net income	—	75,219	75,219
Capital distributions to parent	(3,500)	—	(3,500)
Capital contributions from parent	155,600	—	155,600
Other	189	—	189
Balance, December 31, 2014	$ 473,609	$ (351,394)	$ 122,215

The accompanying notes are an integral part of these statements.

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

	Year Ended December 31,		
	2014	2013	2012
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income	$ 75,219	$ 90,446	$ 68,491
Adjustments to reconcile net income to net cash flows provided by operating activities:			
Depreciation and amortization	116,395	115,341	115,324
Gain on derivatives, net	(18,229)	(18,026)	(5,083)
Loss on early extinguishment of debt	7,047	—	6,468
Gain on sale of cable systems, net	—	—	(4,920)
Amortization of deferred financing costs	3,668	3,146	3,308
Changes in assets and liabilities:			
Accounts receivable, net	7,503	(7,501)	(10,066)
Accounts receivable - affiliates	—	—	(1,603)
Prepaid expenses and other assets	1,189	(207)	(1,293)
Accounts payable, accrued expenses and other current liabilities	(11,377)	13,018	2,269
Accounts payable - affiliates	(8,165)	—	—
Deferred revenue	409	478	620
Other non-current liabilities	(344)	(420)	(641)
Net cash flows provided by operating activities	$ 173,315	$ 196,275	$ 172,874
CASH FLOWS FROM INVESTING ACTIVITIES:			
Capital expenditures	$ (120,306)	$(120,943)	$(104,976)
Change in accrued property, plant and equipment	(337)	(842)	(3,380)
Acquisition of cable systems	—	—	(1,186)
Proceeds from sale of cable systems, net	—	—	10,678
Other, net	247	—	—
Net cash flows used in investing activities	$ (120,396)	$(121,785)	$ (98,864)
CASH FLOWS FROM FINANCING ACTIVITIES:			
New borrowings of bank debt	$1,038,864	$ 167,000	$ 310,000
Repayment of bank debt	(885,864)	(237,000)	(621,000)
Issuance of senior notes	—	—	250,000
Redemption of senior notes	(350,000)	—	—
Capital distributions to parent (Note 8)	(3,500)	(3,800)	(121,400)
Capital contributions from parent (Note 8)	155,600	—	111,000
Financing costs	(9,878)	—	(5,008)
Other financing activities	835	(340)	(646)
Net cash flows used in financing activities	$ (53,943)	$ (74,140)	$ (77,054)
Net (decrease) increase in cash	(1,024)	350	(3,044)
CASH, beginning of year	9,744	9,394	12,438
CASH, end of year	$ 8,720	$ 9,744	$ 9,394
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:			
Cash paid during the period for interest, net of amounts capitalized	$ 95,521	$ 91,274	$ 85,976

The accompanying notes are an integral part of these statements

MEDIACOM LLC AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. ORGANIZATION

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, 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 rely on our parent, MCC, for various services such as corporate and administrative support. Our financial position, results of operations and cash flows could differ from those that would have resulted had we operated autonomously or as an entity independent of MCC. See Notes 8 and 9.

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.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Preparation of Consolidated Financial Statements

The consolidated financial statements include the accounts of us and our subsidiaries. All significant intercompany transactions and balances have been eliminated. The preparation of the consolidated financial statements in conformity with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The accounting estimates that require management's most difficult and subjective judgments include: assessment and valuation of intangibles, accounts receivable allowance, useful lives of property, plant and equipment and capitalized labor. Actual results could differ from those and other estimates.

Reclassifications

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

Revenue Recognition

Video, HSD, phone and business services revenues are recognized when the services are provided to our customers. Credit risk is managed by disconnecting services to customers who are deemed to be delinquent. Installation revenues are recognized as customer connections are completed because installation revenues are less than direct installation costs. Advertising sales are recognized in the period that the advertisements are exhibited. Deposits and up-front fees collected from customers are recognized as deferred revenue until the earnings process is complete. Under the terms of our franchise agreements, we are required to pay local franchising authorities up to 5% of our gross revenues derived from providing video service. We normally pass these fees through to our customers. Because franchise fees are our obligation, we present them on a gross basis with a corresponding expense. Franchise fees reported on a gross basis amounted to approximately $12.4 million, $11.5 million and $11.6 million for the years ended December 31, 2014, 2013 and 2012, respectively. Franchise fees are reported in video revenue and included in selling, general and administrative expenses.

Allowance for Doubtful Accounts

The allowance for doubtful accounts represents our best estimate of probable losses in the accounts receivable balance. The allowance is based on the number of days outstanding, customer balances, recoveries, historical experience and other currently available information.

Concentration of Credit Risk

Our accounts receivable are comprised of amounts due from customers in varying regions throughout the United States. Concentration of credit risk with respect to these receivables is limited due to the large number of customers comprising our customer base and their geographic dispersion. We invest our cash with high quality financial institutions.

Property, Plant and Equipment

Property, plant and equipment are recorded at cost. Additions to property, plant and equipment generally include material, labor and indirect costs. Depreciation is calculated on a straight-line basis over the following useful lives:

Buildings	40 Years
Leasehold improvements	Life of respective lease
Cable systems and equipment and subscriber devices	5 to 20 years
Vehicles	4-5 years
Furniture, fixtures and office equipment	5 years

We capitalize improvements that extend asset lives and expense repairs and maintenance as incurred. At the time of retirements, write-offs, sales or other dispositions of property, the original cost and related accumulated depreciation are removed from the respective accounts and the gains or losses are included in depreciation and amortization expense in the consolidated statement of operations.

We capitalize the costs associated with the construction of cable transmission and distribution facilities, new customer installations and indirect costs associated with our phone service. Costs include direct labor and material, as well as certain indirect costs including capitalized interest. We perform periodic evaluations of the estimates used to determine the amount and extent that such costs are capitalized. Any changes to these estimates, which may be significant, are applied in the period in which the evaluations were completed. The costs of disconnecting service at a customer's dwelling or reconnecting to a previously installed dwelling are charged as expense in the period incurred. Costs associated with subsequent installations of additional services not previously installed at a customer's dwelling are capitalized to the extent such costs are incremental and directly attributable to the installation of such additional services. See Note 3.

Capitalized Software Costs

We account for internal-use software development and related costs in accordance with ASC 350-40-*Intangibles-Goodwill and Other: Internal-Use Software*. Software development and other related costs consist of external and internal costs incurred in the application development stage to purchase and implement the software that will be used in our telephony business. Costs incurred in the development of application and infrastructure of the software is capitalized and will be amortized over our respective estimated useful life of 5 years. During the years ended December 31, 2014 and 2013, we capitalized approximately $0.1 and $0.2 million, respectively, of software development costs. Capitalized software had a net book value of $1.3 million and $2.1 million as of December 31, 2014 and 2013, respectively.

In connection with our detailed analysis of capitalized software costs in 2014, we identified an amount that required adjustment to our 2013 financial statement disclosures to properly reflect net book value of our capitalized software costs as of December 31, 2013. Accordingly, the 2013 disclosure has been revised to reflect the appropriate amount, which management believes is immaterial to prior periods, and to conform to the current year presentation. The revision decreased the net book value disclosed at December 31, 2013 by approximately $9.5 million. The revision had no impact on our previously reported net capitalized software which is reported as a component of property, plant and equipment, in our financial statements. This revision also had no impact on accumulated depreciation, results of operations or cash flows.

Marketing and Promotional Costs

Marketing and promotional costs are expensed as incurred and were $16.2 million, $15.2 million and $14.6 million for the years ended December 31, 2014, 2013 and 2012, respectively.

Intangible Assets

Our cable systems operate under non-exclusive cable franchises, or franchise rights, granted by state and local governmental authorities for varying lengths of time. We acquired these cable franchises through acquisitions of cable systems and were accounted for using the purchase method of accounting. As of December 31, 2014, we held 853 franchises in areas located throughout the United States. The value of a franchise is derived from the economic benefits we receive from the right to solicit new customers and to market our products and services, including HSD and phone, in a specific market territory. We concluded that our franchise rights have an indefinite useful life since, among other things, there are no legal, regulatory, contractual, competitive, economic or other factors limiting the period over which these franchise rights contribute to our revenues and cash flows. Goodwill is the excess of the acquisition cost of an acquired entity over the fair value of the identifiable net assets acquired. In accordance with ASC 350 — *Intangibles — Goodwill and Other* ("ASC 350"), we do not amortize franchise rights and goodwill. Instead, such assets are tested annually for impairment or more frequently if impairment indicators arise.

We follow the provisions of ASC 350 to test our goodwill and franchise rights for impairment. We assess the fair values of our reporting unit using the Excess Earnings Method of the Income Approach as our discounted cash flow ("DCF") methodology, under which the fair value of cable franchise rights are determined in a direct manner. We employ the Multi-Period Excess Earnings Method to calculate the fair values of our cable franchise rights, using unobservable inputs (Level 3). This assessment involves significant judgment, including certain assumptions and estimates that determine future cash flow expectations and other future benefits, which are consistent with the expectations of buyers and sellers of cable systems in determining fair value. These assumptions and estimates include discount rates, estimated growth rates, terminal growth rates, comparable company data, revenues per customer, market penetration as a percentage of homes passed and operating margin. We also consider market transactions, market valuations, research analyst estimates and other valuations using multiples of operating income before depreciation and amortization to confirm the reasonableness of fair values determined by the DCF methodology. We also employ the Greenfield model to corroborate the fair values of our cable franchise rights determined under the In-use Excess Earnings DCF methodology. Significant impairment in value resulting in impairment charges may result if the estimates and assumptions used in the fair value determination change in the future. Such impairments, if recognized, could potentially be material.

Based on the guidance outlined in ASC 350, we have determined that the unit of accounting, or reporting unit, for testing goodwill and franchise rights is Mediacom LLC. Comprising cable system clusters across several states, Mediacom LLC is at the financial reporting level that is managed and reviewed by the corporate office (i.e., chief operating decision maker) including our determination as to how we allocate capital resources and utilize the assets. The reporting unit level also reflects the level at which the purchase method of accounting for our acquisitions was originally recorded.

In accordance with ASC 350, we are required to determine goodwill impairment using a two-step process. The first step compares the fair value of a reporting unit with our carrying amount, including goodwill. If the fair value of the reporting unit exceeds our carrying amount, goodwill of the reporting unit is considered not impaired and the second step is unnecessary. If the carrying amount of a reporting unit exceeds our fair value, the second step is performed to measure the amount of impairment loss, if any. The second step compares the implied fair value of the reporting unit's goodwill, calculated using the residual method, with the carrying amount of that goodwill. If the carrying amount of the goodwill exceeds the implied fair value, the excess is recognized as an impairment loss.

The impairment test for our franchise rights and other intangible assets not subject to amortization consists of a comparison of the fair value of the intangible asset with its carrying value. If the carrying value of the intangible asset exceeds its fair value, the excess is recognized as an impairment loss.

Since our adoption of ASC 350 in 2002, we have not recorded any impairments as a result of our impairment testing. We completed our most recent impairment test as of October 1, 2014, which reflected no impairment of our franchise rights, goodwill or other intangible assets.

We could record impairments in the future if there are changes in the long-term fundamentals of our business, in general market conditions or in the regulatory landscape that could prevent us from recovering the carrying value of our long-lived intangible assets. The economic conditions affecting the U.S. economy, and how that may impact the fundamentals of our business, may have a negative impact on the fair values of the assets in our reporting unit.

In accordance with Accounting Standards Update No. 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)*, as of October 1, 2014, we have evaluated whether there are any adverse qualitative factors surrounding our Mediacom LLC reporting unit indicating that a goodwill impairment may exist. 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. As of December 31, 2014, the Mediacom LLC reporting unit had a positive carrying amount, and as of December 31, 2014, the Mediacom LLC reporting unit had a negative carrying amount.

The following table details changes in the carrying value of goodwill for the years ended December 31, 2014 and 2013, respectively, (dollars in thousands):

Balance - December 31, 2012	$23,911
Acquisitions	—
Dispositions	—
Balance - December 31, 2013	$23,911
Acquisitions	—
Dispositions	—
Balance - December 31, 2014	$23,911

Segment Reporting

ASC 280 — *Segment Reporting* ("ASC 280") requires the disclosure of factors used to identify an enterprise's reportable segments. Our operations are organized and managed on the basis of cable system clusters within our service area. Each cable system cluster derives revenues from the delivery of similar products and services to a customer base that is also similar. Each cable system cluster deploys similar technology to deliver our products and services, operates within a similar regulatory environment and has similar economic characteristics. Management evaluated the criteria for aggregation under ASC 280 and believes that we meet each of the respective criteria set forth. Accordingly, management has identified broadband services as our one reportable segment.

Accounting for Derivative Instruments

We account for derivative instruments in accordance with ASC 815 — *Derivatives and Hedging*. These pronouncements require that all derivative instruments be recognized on the balance sheet at fair value. We enter into interest rate exchange agreements to fix the interest rate on a portion of our variable interest rate debt to reduce the potential volatility in our interest expense that would otherwise result from changes in market interest rates. Our derivative instruments are recorded at fair value and are included in other current assets, other assets and other liabilities of our consolidated balance sheet. Our accounting policies for these instruments are based on whether they meet our criteria for designation as hedging transactions, which include the instrument's effectiveness, risk reduction and, in most cases, a one-to-one matching of the derivative instrument to our underlying transaction. Gains and losses from changes in fair values of derivatives that are not designated as hedges for accounting purposes are recognized in the consolidated statement of operations. We have no derivative financial instruments designated as hedges. Therefore, changes in fair value for the respective periods were recognized in the consolidated statement of operations.

Accounting for Asset Retirement

We adopted ASC 410 — *Asset Retirement Obligations* ("ASC 410"), on January 1, 2003. ASC 410 addresses financial accounting and reporting for obligations associated with the retirement of tangible long-lived assets and the associated asset retirement costs. We reviewed our asset retirement obligations to determine the fair value of such liabilities and if a reasonable estimate of fair value could be made. This entailed the review of leases covering tangible long-lived assets as well as our rights-of-way under franchise agreements. Certain of our franchise agreements and leases contain provisions that require restoration or removal of equipment if the franchises or leases are not renewed. Based on historical experience, we expect to renew our franchise or lease agreements. In the unlikely event that any franchise or lease agreement is not expected to be renewed, we would record an estimated liability. However, in determining the fair value of our asset retirement obligation under our franchise agreements, consideration will be given to the Cable Communications Policy Act of 1984, which generally entitles the cable operator to the "fair market value" for the cable system covered by a franchise, if renewal is denied and the franchising authority acquires ownership of the cable system or effects a transfer of the cable system to another person. Changes in these assumptions based on future information could result in adjustments to estimated liabilities.

Upon adoption of ASC 410, we determined that in certain instances, we are obligated by contractual terms or regulatory requirements to remove facilities or perform other remediation activities upon the retirement of our assets. We initially recorded a $6.0 million asset in property, plant and equipment and a corresponding liability of $6.0 million. As of both December 31, 2014 and 2013, the corresponding asset, net of accumulated amortization, was $0.

Accounting for Long-Lived Assets

In accordance with ASC 360 — *Property, Plant and Equipment*, we periodically evaluate the recoverability and estimated lives of our long-lived assets, including property and equipment and intangible assets subject to amortization, whenever events or changes in circumstances indicate that the carrying amount may not be recoverable or the useful life has changed. The measurement for such impairment loss is based on the fair value of the asset, typically based upon the future cash flows discounted at a rate commensurate with the risk involved. Unless presented separately, the loss is included as a component of either depreciation expense or amortization expense, as appropriate.

Programming Costs

We have various fixed-term carriage contracts to obtain programming for our cable systems from content suppliers whose compensation is generally based on a fixed monthly fee per customer. These programming contracts are subject to negotiated renewal. Programming costs are recognized when we distribute the related programming. These programming costs are usually payable each month based on calculations performed by us and are subject to adjustments based on the results of periodic audits by the content suppliers. Historically, such audit adjustments have been immaterial to our total programming costs. Some content suppliers offer financial incentives to support the launch of a channel and ongoing marketing support. When such financial incentives are received, we defer them within non-current liabilities in our consolidated balance sheets and recognize such amounts as a reduction of programming costs (which are a component of service costs in the consolidated statement of operations) over the carriage term of the programming contract.

Recent Accounting Pronouncements

In December 2013, the Financial Accounting Standards Board (the "FASB") issued Accounting Standards Update No. 2013-12 ("ASU 2013-12") – *Definition of a Public Business Entity.* ASU 2013-12 defines a public business entity to be used in considering the scope of new financial guidance and identifies whether the guidance does or does not apply to public business entities. The Accounting Standards Codification includes multiple definitions of the terms nonpublic entity and public entity. ASU 2013-12 states that an entity that is required by the SEC to file or furnish financial statements with the SEC, or does file or furnish financial statements with the SEC, is considered a public business entity. There is no effective date for ASU 2013-12. We adopted ASU 2013-12 as of December 31, 2013. We are deemed to be a public entity according to this guidance.

In May 2014, the FASB issued ASU No. 2014-09 ("ASU 2014-09") – *Revenue from Contracts with Customers.* The guidance states that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. An entity should also disclose sufficient information to enable users of financial statements to understand the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. This guidance supersedes most industry-specific guidance, including Statement of Financial Accounting Standards No. 51 – *Financial Reporting by Cable Television Companies.* ASU 2014-09 is effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. Early application is not permitted. We have not completed our evaluation of this new guidance to determine its impact on our financial statements, financial disclosures and our method of adoption.

3. PROPERTY, PLANT AND EQUIPMENT

As of December 31, 2014 and 2013, property, plant and equipment consisted of (dollars in thousands):

	December 31, 2014	December 31, 2013
Cable systems, equipment and customer devices	$ 2,161,767	$ 2,059,980
Furniture, fixtures and office equipment	47,524	52,157
Vehicles	37,831	37,938
Buildings and leasehold improvements	17,159	16,907
Land and land improvements	1,550	1,581
Property, plant and equipment, gross	$ 2,265,831	$ 2,168,563
Accumulated depreciation	(1,592,999)	(1,499,404)
Property, plant and equipment, net	$ 672,832	$ 669,159

Depreciation expense related to fixed assets for the years ended December 31, 2014, 2013 and 2012 was $116.4 million, $115.3 million and $115.2 million, respectively. As of each of December 31, 2014, 2013 and 2012, we had no property under capitalized leases. We incurred gross interest costs of $88.0 million, $95.8 million and $97.1 million for the years ended December 31, 2014, 2013 and 2012 respectively, of which $1.1 million, $1.3 million and $1.2 million were capitalized during the years ended December 31, 2014, 2013 and 2012, respectively. See Note 2.

4. 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 December 31, 2014 and December 31, 2013. Our financial assets and liabilities, all of which represent interest rate exchange agreements (which we refer to as "interest rate swaps") 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 December 31, 2014, our interest rate swap liabilities, net, were valued at $11.8 million using Level 2 inputs, as follows (dollars in thousands):

	Fair Value as of December 31, 2014			
	Level 1	Level 2	Level 3	Total
Assets				
Interest rate exchange agreements	$ —	$ —	$ —	$ —
Liabilities				
Interest rate exchange agreements	$ —	$11,761	$ —	$11,761
Interest rate exchange agreements-liabilities, net	$ —	$11,761	$ —	$11,761

As of December 31, 2013, our interest rate swap liabilities, net, were valued at $30.0 million using Level 2 inputs, as follows (dollars in thousands):

	Fair Value as of December 31, 2013			
	Level 1	Level 2	Level 3	Total
Assets				
Interest rate exchange agreements	$ —	$ —	$ —	$ —
Liabilities				
Interest rate exchange agreements	$ —	$29,989	$ —	$29,989
Interest rate exchange agreements - liabilities, net	$ —	$29,989	$ —	$29,989

The fair value of our interest rate swaps represents the estimated amount that we would receive or pay to terminate such agreements, taking into account projected interest rates, based on quoted London Interbank Offered Rate ("LIBOR") futures and the remaining time to maturity. While our interest rate swaps 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.

All of our interest rate swaps were in a liability position as of each of December 31, 2014 and December 31, 2013, based upon their mark-to-market valuation, and therefore no assets were recorded on our consolidated balance sheets. As of December 31, 2014, we recorded a current liability in accounts payable, accrued expenses and other current liabilities of $11.8 million. As of the same date, there was no long-term liability. As of December 31, 2013, we recorded a current liability in accounts payable, accrued expenses and other current liabilities of $19.4 million and an accumulated long-term liability in other non-current liabilities of $10.6 million.

As a result of the changes in the mark-to-market valuations on these interest rate swaps, we recorded net gains on derivatives of $18.2 million, $18.0 million and $5.1 million for the years ended December 31, 2014, 2013 and 2012, respectively.

5. ACCOUNTS PAYABLE, ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

Accounts payable, accrued expenses and other current liabilities consisted of the following as of December 31, 2014 and 2013 (dollars in thousands):

	December 31, 2014	December 31, 2013
Accounts payable-trade	$ 28,238	$ 24,282
Accrued programming costs	19,966	19,927
Accrued taxes and fees	15,767	16,115
Accrued payroll and benefits	12,090	14,271
Liabilities under interest rate exchange agreements	11,761	19,354
Advance customer payments	10,922	10,678
Accrued interest	7,247	19,694
Accrued service costs	6,685	8,200
Bank overdrafts (1)	3,822	2,866
Accrued property, plant and equipment	3,586	3,923
Accrued telecommunications costs	1,055	1,368
Other accrued expenses	9,567	8,380
Accounts payable, accrued expenses and other current liabilities	$ 130,706	$ 149,058

(1) Bank overdrafts represented 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 Statement of Cash Flows.

6. DEBT

As of December 31, 2014 and 2013, our outstanding debt consisted of (dollars in thousands):

	December 31, 2014	December 31, 2013
Bank credit facility	$ 1,005,000	$ 852,000
9 1/8% senior notes due 2019	—	350,000
7 1/4% senior notes due 2022	250,000	250,000
Total debt	$ 1,255,000	$ 1,452,000
Less: current portion	8,500	15,250
Total long-term debt	$ 1,246,500	$ 1,436,750

Bank Credit Facility

As of December 31, 2014, we maintained a $1.061 billion bank credit facility (the "credit facility"), comprising:

- $225.0 million of revolving credit commitments, which expire on February 5, 2019;
- $238.8 million of outstanding borrowings under Term Loan E, which mature on October 23, 2017;
- $248.1 million of outstanding borrowings under Term Loan F, which mature on March 31, 2018; and
- $349.1 million of outstanding borrowings under Term Loan G, which mature on June 30, 2021.

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 December 31, 2014, the credit agreement governing the credit facility (the "credit agreement") required our operating subsidiaries 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. For all periods through December 31, 2014, our operating subsidiaries were in compliance with all covenants under the credit agreement.

Revolving Credit Commitments

On February 5, 2014, we terminated our existing revolving credit commitments and, on the same date, entered into an amended and restated credit agreement which, among other things, provided for $225.0 million of new revolving credit commitments, which are scheduled to expire on February 5, 2019.

Borrowings under our revolving credit commitments bear interest at a floating rate or rates equal to, at our discretion, LIBOR plus a margin ranging from 2.00% to 2.75%, or the Prime Rate plus a margin ranging from 1.00% to 1.75%. Commitment fees on the unused portion of our revolving credit commitments are payable at a rate of 0.38% or 0.50%. The applicable margin and commitment fees charged are determined by certain financial ratios pursuant to the credit agreement.

As of December 31, 2014, we had $47.1 million of unused revolving credit commitments, all of which were available to be borrowed and used for general corporate purposes, after giving effect to $169.0 million of outstanding loans and $8.9 million of letters of credit issued to various parties as collateral.

Term Loan E

On April 23, 2010, we entered into an incremental facility agreement that provided for a term loan in the original principal amount of $250.0 million ("Term Loan E"). Term Loan E matures on October 23, 2017 and, since September 30, 2010, has been subject to quarterly reductions of $0.6 million, representing 0.25% of the original principal amount, with a final payment at maturity of $231.9 million, representing 92.75% of the original principal amount. As of December 31, 2014, the outstanding balance under Term Loan E was $238.8 million.

Borrowings under Term Loan E bear interest at a floating rate or rates equal to, at our discretion, LIBOR plus a margin of 3.00%, or the Prime Rate plus a margin of 2.00%.

Term Loan F

On February 5, 2014, we entered into an amended and restated credit agreement that, among other things, provided for a term loan in the original principal amount of $250.0 million ("Term Loan F"). After giving effect to $4.7 million of financing costs, net proceeds of $245.3 million under Term Loan F were used to fund, in part, a $400.0 million partial repayment of the principal amount outstanding under the previously existing Term Loan C. Term Loan F matures on March 31, 2018 and, since June 30, 2014, has been subject to quarterly reductions of $0.6 million, representing 0.25% of the original principal amount, with a final payment at maturity of $240.6 million, representing 96.25% of the original principal amount. As of December 31, 2014, the outstanding balance under Term Loan F was $248.1 million.

Borrowings under Term Loan F bear interest at a floating rate or rates equal to, at our discretion, LIBOR plus a margin of 2.50%, or the Prime Rate plus a margin of 1.50%.

Term Loan G

On August 15, 2014, we entered into an incremental facility agreement that provided for a new term loan in the original principal amount of $350.0 million ("Term Loan G"). After giving effect to $5.2 million of financing costs, net proceeds of $344.8 million under Term Loan G were used to substantially fund the redemption of our previously existing 9 1/8% senior notes due August 2019 (the "9 1/8% Notes"). Term Loan G matures on June 30, 2021 and, since December 31, 2014, has been subject to quarterly principal reductions of $0.9 million, representing 0.25% of the original principal amount, with a final payment at maturity of $327.3 million, representing 93.50% of the original principal amount. As of December 31, 2014, the outstanding balance under Term Loan G was $349.1 million.

Borrowings under Term Loan G bear interest at a floating rate or rates equal to, at our discretion, LIBOR plus a margin of 2.75% or 3.00% (subject to a minimum LIBOR of 0.75%), or the Prime Rate plus a margin of 1.75% or 2.00% (subject to a minimum Prime Rate of 1.75%). The applicable margin charged is determined by certain financial ratios pursuant to the credit agreement.

Interest Rate Swaps

We have entered into several interest rate swaps with various banks to fix the variable rate of borrowings to reduce the potential volatility in our interest expense that may 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 years ended, December 31, 2014, 2013 and 2012. As of December 31, 2014, we had interest rate swaps which fixed the variable portion of $500.0 million of borrowings at a rate of 2.7%, which are scheduled to expire during the year ending December 31, 2015.

As of December 31, 2014, the weighted average interest rate on outstanding borrowings under the credit facility, including the effect of our interest rate swaps, was 4.3%.

Senior Notes

As of December 31, 2014, we had $250.0 million of outstanding senior notes, all of which comprised our 7 1/4% senior notes due February 2022 (the "7 1/4% Notes"). Our senior notes are unsecured obligations, and the indenture governing the 7 1/4% 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. For all periods through December 31, 2014, we were in compliance with all the covenants under the indenture.

7 1/4% Notes

On February 7, 2012, we issued 7 1/4% Notes in the aggregate principal amount of $250.0 million. Together with borrowings under the credit facility, the net proceeds from the 7 1/4% Notes of $245.0 million were used to repay certain previously existing term loans.

9 1/8% Notes

On July 16, 2014, we called for the redemption of the entire $350.0 million principal amount outstanding under our 9 1/8% Notes. On August 15, 2014, the 9 1/8% Notes were redeemed at a price equal to $1,045.63 for each $1,000 principal amount outstanding, for an aggregate redemption price of $366.0 million, which was substantially funded with proceeds from the issuance of Term Loan G.

As a result of the redemption of the 9 1/8% Notes, we recorded a loss on early extinguishment of debt, net, of $23.0 million for the year ended December 31, 2014, which represented the $16.0 million redemption price paid above par and the write-off of $7.0 million of unamortized financing costs.

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 $2.6 million and $5.3 million as of December 31, 2014 and 2013, respectively.

Debt Ratings

MCC's corporate credit ratings are Ba3 by Moody's, and BB- by Standard and Poor's ("S&P"), both with stable outlooks. Our senior unsecured ratings are B2 by Moody's, and B by S&P, both with stable outlooks. 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 and Debt Maturities

As of December 31, 2014 and 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):

	December 31,	
	2014	2013
9 1/8% senior notes due 2019	$ —	$380,188
7 1/4% senior notes due 2022	268,125	266,250
Total senior notes	$268,125	$646,438
Bank credit facility	$985,752	$850,336

The scheduled maturities of all debt outstanding as of December 31, 2014 are as follows (dollars in thousands):

	Bank Credit Facility		Senior	
	Revolving Credit	Term Loans	Notes	Total
January 1, 2015 to December 31, 2015	$ —	$ 8,500	$ —	$ 8,500
January 1, 2016 to December 31, 2016	—	8,500	—	8,500
January 1, 2017 to December 31, 2017	—	239,750	—	239,750
January 1, 2018 to December 31, 2018	—	244,125	—	244,125
January 1, 2019 to December 31, 2019	169,000	3,500	—	172,500
Thereafter	—	331,625	250,000	581,625
	$ 169,000	$ 836,000	$250,000	$1,255,000

7. PREFERRED MEMBERSHIP INTEREST IN AFFILIATED COMPANY

In July 2001, we made a $150.0 million preferred membership interest in Mediacom Broadband LLC, which has a 12% annual dividend, payable quarterly in cash. We received $18.0 million in cash dividends on the preferred membership interest during each of the years ended December 31, 2014, 2013 and 2012.

8. MEMBER'S EQUITY (DEFICIT)

As a wholly-owned subsidiary of MCC, our business affairs, including our financing decisions, are directed by MCC. See Note 9.

Capital contributions from parent and capital distributions to parent are reported on a gross basis in the Consolidated Statements of Changes in Member's Equity (Deficit) and the Consolidated Statements of Cash Flows. We made capital distributions to parent in cash of $3.5 million, $3.8 million and $121.4 million during the years ended December 31, 2014, 2013 and 2012, respectively, and received capital contributions from parent in cash of $155.6 million and $111.0 million during the years ended December 31, 2014 and 2012, respectively.

9. RELATED PARTY TRANSACTIONS

Management Agreements

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 under each management agreement 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 $12.4 million, $12.4 million and $11.9 million during the years ended December 31, 2014, 2013 and 2012, respectively.

We are a preferred equity investor in Mediacom Broadband LLC. See Note 7.

10. EMPLOYEE BENEFIT PLANS

Substantially all our employees are eligible to participate in MCC's defined contribution plan pursuant to the Internal Revenue Code Section 401(k) ("MCC's Plan"). Under such Plan, eligible employees may contribute up to 15% of their current pretax compensation. MCC's Plan permits, but does not require, matching contributions and non-matching (profit sharing) contributions to be made by us up to a maximum dollar amount or maximum percentage of participant contributions, as determined annually by us. We presently match 50% on the first 6% of employee contributions. Our contributions under MCC's Plan totaled $1.1 million, $1.0 million and $0.8 million for the years ended December 31, 2014, 2013 and 2012, respectively.

11. DEFERRED COMPENSATION

For the years ended December 31, 2014, 2013 and 2012, we recorded $0.1 million, $0.3 million and $0.7 million, respectively, of deferred compensation expense (formerly share-based compensation expense). These expenses represented the unvested stock options and restricted stock units under the former share-based compensation plans at their original grant-date fair value, modified for the right to receive $8.75 in cash. This amount also included the recognition of cash-based deferred compensation awarded in the years ended 2014, 2013, and 2012 which has vesting attributes similar to the former share-based awards.

12. COMMITMENTS AND CONTINGENCIES

Under various lease and rental agreements for offices, warehouses and computer terminals, we had rental expense of $3.8 million, $3.8 million and $3.5 million for the years ended December 31, 2014, 2013 and 2012, respectively. Future minimum annual rental payments as of December 31, 2014 are as follows (dollars in thousands):

January 1, 2015 to December 31, 2015	$ 2,243
January 1, 2016 to December 31, 2016	1,899
January 1, 2017 to December 31, 2017	1,524
January 1, 2018 to December 31, 2018	1,121
January 1, 2019 to December 31, 2019	640
Thereafter	2,001
Total	$ 9,428

In addition, we rent utility poles in our operations generally under short-term arrangements, but we expect these arrangements to recur. Total rental expense for utility poles was $5.5 million, $6.1 million and $5.8 million for the years ended December 31, 2014, 2013 and 2012, respectively.

Letters of Credit

As of December 31, 2014, $8.9 million of letters of credit were issued to various parties to secure our performance relating to insurance and franchise requirements. The fair value of such letters of credit was approximately book value.

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.

ITEM 9. *CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE*

None.

ITEM 9A. *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 its 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 such evaluation, Mediacom LLC's Chief Executive Officer and Chief Financial Officer concluded that Mediacom LLC's disclosure controls and procedures were effective as of December 31, 2014.

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 year ended December 31, 2014 that has materially affected, or is reasonably likely to materially affect, Mediacom LLC's internal control over financial reporting.

Management's Report on Internal Control Over Financial Reporting

Management of Mediacom LLC is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act as a process designed by, or under the supervision of Mediacom LLC's principal executive and principal financial officers and effected by Mediacom LLC's manager, management and other personnel 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 and includes those policies and procedures that:

- pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of Mediacom LLC;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of Mediacom LLC are being made only in accordance with authorizations of the management of Mediacom LLC; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of Mediacom LLC's assets that could have a material effect on the financial statements.

Because of Mediacom LLC's inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risks that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of Mediacom LLC's internal control over financial reporting as of December 31, 2014. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control-Integrated Framework* (1992 framework). Based on this assessment, management determined that, as of December 31, 2014, Mediacom LLC's internal control over financial reporting was effective.

This annual report does not include an attestation report of Mediacom LLC's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by Mediacom LLC's registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permit Mediacom LLC to provide only management's report in this Annual Report.

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 such evaluation, Mediacom Capital's Chief Executive Officer and Chief Financial Officer concluded that Mediacom Capital's disclosure controls and procedures were effective as of December 31, 2014.

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 year ended December 31, 2014 that has materially affected, or is reasonably likely to materially affect, Mediacom Capital's internal control over financial reporting.

Management's Report on Internal Control Over Financial Reporting

Management of Mediacom Capital is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act as a process designed by, or under the supervision of Mediacom Capital's principal executive and principal financial officers and effected by Mediacom Capital's board of directors, management and other personnel 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 and includes those policies and procedures that:

- pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of Mediacom Capital;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of Mediacom Capital are being made only in accordance with authorizations of management and directors of Mediacom Capital; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of Mediacom Capital's assets that could have a material effect on the financial statements.

Because of Mediacom Capital's inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risks that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of Mediacom Capital's internal control over financial reporting as of December 31, 2014. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control-Integrated Framework* (1992 framework). Based on this assessment, management determined that, as of December 31, 2014, Mediacom Capital's internal control over financial reporting was effective.

This annual report does not include an attestation report of Mediacom Capital's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by Mediacom Capital's registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permit Mediacom Capital to provide only management's report in this annual report.

ITEM 9B. *OTHER INFORMATION*

None.

PART III

ITEM 10. *DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE*

MCC is our sole voting member and serves as manager of our operating subsidiaries. The Directors and Executive Officers for MCC, Mediacom LLC (MLLC) and Mediacom Capital Corporation (MCCorp) are indicated below:

Rocco B. Commisso	65	Chairman, Chief Executive Officer and Director of MCC and MCCorp; Chief Executive Officer of MLLC
Mark E. Stephan	58	Executive Vice President, Chief Financial Officer and Director of MCC; Executive Vice President and Chief Financial Officer of MLLC and MCCorp
John G. Pascarelli	53	Executive Vice President, Operations of MCC, MLLC and MCCorp
Italia Commisso Weinand	61	Executive Vice President, Programming and Human Resources and Director of MCC; Senior Vice President, Programming and Human Resources of MLLC
Joseph E. Young	66	Senior Vice President, General Counsel and Secretary of MCC, MLLC and MCCorp
Brian M. Walsh	49	Senior Vice President, Corporate Controller of MCC and MLLC
Tapan Dandnaik	41	Senior Vice President, Customer Service and Financial Operations of MCC
David McNaughton	53	Senior Vice President, Marketing and Consumer Services of MCC
Ed Pardini	57	Senior Vice President, Field Operations of MCC
Dan Templin	51	Senior Vice President, Mediacom Business of MCC
JR Walden	43	Senior Vice President, Technology of MCC

Rocco B. Commisso has 36 years of experience with the cable industry, and has served as MCC's Chairman and Chief Executive Officer, and our Chief Executive Officer since founding our predecessor company in July 1995. From 1986 to 1995, he served as Executive Vice President, Chief Financial Officer and a director of Cablevision Industries Corporation. Prior to that time, Mr. Commisso served as Senior Vice President of Royal Bank of Canada's affiliate in the United States from 1981, where he founded and directed a specialized lending group to media and communications companies. Mr. Commisso began his association with the cable industry in 1978 at The Chase Manhattan Bank, where he managed the bank's lending activities to communications firms including the cable industry. Mr. Commisso serves on the board of directors of the National Cable & Telecommunications Association, C-SPAN and Cable Television Laboratories, Inc. He is also a member of the Cable TV Pioneers. Mr. Commisso holds a Bachelor of Science in Industrial Engineering and a Master of Business Administration from Columbia University.

Mark E. Stephan has 28 years of experience with the cable industry, and has served as MCC's, and our Executive Vice President and Chief Financial Officer since July 2005. Prior to that time, he was Executive Vice President, Chief Financial Officer and Treasurer since November 2003 and MCC's Senior Vice President, Chief Financial Officer and Treasurer since the commencement of MCC's operations in March 1996. Before joining MCC, Mr. Stephan served as Vice President, Finance for Cablevision Industries from July 1993. Prior to that time, Mr. Stephan served as Manager of the telecommunications and media lending group of Royal Bank of Canada. Mr. Stephan has been a director of MCC since May 2011 and was previously a director of MCC from March 2000 to March 2011.

John G. Pascarelli has 33 years of experience in the cable industry, and has served as MCC's Executive Vice President, Operations since November 2003. Prior to that time, he was MCC's Senior Vice President, Marketing and Consumer Services from June 2000 and MCC's Vice President of Marketing from March 1998. Before joining MCC, Mr. Pascarelli served as Vice President, Marketing for Helicon Communications Corporation from January 1996 to February 1998 and as Corporate Director of Marketing for Cablevision Industries from 1988 to 1995. Prior to that time, Mr. Pascarelli served in various marketing and system management capacities for Continental Cablevision, Inc., Cablevision Systems and Storer Communications. Mr. Pascarelli became a Cable TV Pioneer inductee in 2008.

Italia Commisso Weinand has 38 years of experience in the cable industry, and has served as MCC's, and our Executive Vice President of Programming and Human Resources since May 2012. Prior to that time, she was MCC's Senior Vice President of Programming and Human Resources since February 1998 and MCC's Vice President of Operations since April 1996. Before joining MCC, Ms. Weinand served as Regional Manager for Comcast Corporation from July 1985. Prior to that time, Ms. Weinand held various management positions with Tele-Communications, Inc., Times Mirror Cable and Time Warner, Inc. For the past five years she has been named among the "Most Powerful Women in Cable" by CableFax Magazine and presently serves on the Board of The Cable Center and the Emma Bowen Foundation and most recently, Ms. Weinand was inducted into the 2014 Broadcasting & Cable Hall of Fame. Ms. Weinand is the sister of Mr. Commisso. Ms. Weinand has been a director of MCC since May 2011.

Joseph E. Young has 30 years of experience with the cable industry, and has served as Senior Vice President, General Counsel since November 2001. Prior to that time, Mr. Young served as Executive Vice President, Legal and Business Affairs, for LinkShare Corporation, an Internet-based provider of marketing services, from September 1999 to October 2001. Prior to that time, he practiced corporate law with Baker & Botts, LLP from January 1996 to September 1999. Previously, Mr. Young was a partner with the Law Offices of Jerome H. Kern and a partner with Shea & Gould.

Brian M. Walsh has 27 years of experience in the cable industry, and has served as MCC's Senior Vice President and Corporate Controller since February 2005. Prior to that time, he was MCC's Senior Vice President, Financial Operations from November 2003, MCC's Vice President, Finance and Assistant to the Chairman from November 2001, MCC's Vice President and Corporate Controller from February 1998 and MCC's Director of Accounting from November 1996. Before joining MCC in April 1996, Mr. Walsh held various management positions with Cablevision Industries from 1988 to 1995.

Tapan Dandnaik has 14 years of experience in the cable industry, and has served as MCC's Senior Vice President, Customer Service & Financial Operations since July 2008. In 2013, he also assumed responsibilities for our centralized field support operations. Prior to that time, he was MCC's Group Vice President, Financial Operations since July 2007 and MCC's Vice President, Financial Operations since May 2005. Before joining MCC, Mr. Dandnaik served as Director of Corporate Initiatives, Manager of Corporate Finance and as a Financial Analyst for RCN from July 2000 to April 2005. Prior to that time, Mr. Dandnaik served as a Product Engineer for Ingersoll-Rand in India. In 2012, Mr. Dandnaik was the recipient of the National Cable & Telecommunication Association's Vanguard Award for Young Leadership. He also serves as a prominent member of The Cable Center Customer Care Committee.

David McNaughton has 27 years of experience in the telecommunications industry, and has served as MCC's Senior Vice President, Marketing and Consumer Services since May 2011. Before joining MCC, he was Senior Vice President and Chief Marketing Officer for Ntelos Wireless, a Virginia-based regional wireless carrier from 2009 and Senior Vice President and General Manager at Cincinnati Bell from 2007, responsible for wireless, landline and DSL services. Prior to that time, he held senior management marketing positions at DirecTV, Nextel Communications, and AirTouch Cellular.

Ed Pardini has 32 years of experience in the cable industry, and has served as MCC's Senior Vice President of the Field Operations Group since May 2012. Prior to that time, he was Senior Vice President, Divisional Operations for the North Central Division from April 2006. Before joining MCC, Mr. Pardini served as an operating executive in several markets with Comcast since 1989, concluding his final assignment as a Senior Regional Vice President for Philadelphia and eastern Pennsylvania. Prior to that time, Mr. Pardini served in various financial management positions with Greater Media Cable and Viacom Cable.

Dan Templin has 23 years of experience in the telecommunications industry, and has served as MCC's Senior Vice President, Mediacom Business and President of MCC's CLEC entities since April 2011. His responsiblities for Mediacom Business include SMB and Enterprise network services and also the OnMedia advertising sales unit. Prior to that time, he was MCC's Group Vice President, Strategic Marketing and Product Development since May 2008. Before joining MCC, Mr. Templin served in a number of senior operations, product and marketing roles with Susquehanna Communications, Comcast and Jones Intercable.

JR Walden has 19 years of experience in the cable industry, and 23 years of experience in the Internet and telecommunications industries. He has served as MCC's Senior Vice President, Technology since February 2008. Prior to that time, he was MCC's Group Vice President, IP Services from July 2004, MCC's Vice President, IP Services from July 2003, MCC's Senior Director of IP Services from June 2002 and MCC's IP Services Director from October 1998. Before joining MCC in 1998, Mr. Walden worked in the defense research industry holding various positions with the Department of Defense, Comarco and Science Applications International Corporation.

Our manager has adopted a code of ethics applicable to all of our employees, including our chief executive officer, chief financial officer and chief accounting officer. This code of ethics was filed as an exhibit to our Annual Report on Form 10-K for the year ended December 31, 2003.

ITEM 11. *EXECUTIVE COMPENSATION*

The executive officers and directors of MCC are compensated exclusively by MCC and do not receive any separate compensation from Mediacom LLC or Mediacom Capital. MCC acts as manager of our operating subsidiaries and in return receives management fees from each of such subsidiaries.

ITEM 12. *SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS*

Mediacom Capital is a wholly-owned subsidiary of Mediacom LLC. MCC is the sole voting member of Mediacom LLC. The address of MCC is 1 Mediacom Way, Mediacom Park, New York 10918.

ITEM 13. *CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS*

Management Agreements

Pursuant to management agreements between MCC and our operating subsidiaries, MCC is entitled to receive annual management fees in amounts not to exceed 4.5% of gross operating revenues, and MCC shall be responsible for, among other things, the compensation (including benefits) of MCC's executive management. For the year ended December 31, 2014, MCC charged us $12.4 million of such management fees, approximately 1.7% of gross operating revenues.

Other Relationships

In July 2001, we made a $150 million preferred equity investment in Mediacom Broadband, a wholly owned subsidiary of MCC. The preferred equity investment has a 12% annual cash dividend, payable quarterly in cash. For the year ended December 31, 2014, we received in aggregate $18.0 million in cash dividends on the preferred equity.

ITEM 14. *PRINCIPAL ACCOUNTING FEES AND SERVICES*

Our allocated portion of fees from MCC for professional services provided by our independent auditor in each of the last two fiscal years, in each of the following categories are as follows (dollars in thousands):

	Year Ended December 31,	
	2014	2013
Audit fees	$400	$412
Audit-related fees	10	22
Tax fees	—	—
All other fees	1	1
Total	$411	$435

Audit fees include fees associated with the annual audit, the reviews of our quarterly reports on Form 10-Q and annual reports on Form 10-K. Audit-related fees include fees associated with the audit of an employee benefit plan and transaction reviews.

PART IV

ITEM 15. *EXHIBITS, FINANCIAL STATEMENT SCHEDULES*

(a) Financial Statements

Our financial statements as set forth in the Index to Consolidated Financial Statements under Part II, Item 8 of this Form 10-K are hereby incorporated by reference.

(b) Exhibits

The following exhibits, which are numbered in accordance with Item 601 of Regulation S-K, are filed herewith or, as noted, incorporated by reference herein:

Exhibit Number	Exhibit Description
3.1(a)	Articles of Organization of Mediacom LLC filed July 17, 1995(1)
3.1(b)	Certificate of Amendment of the Articles of Organization of Mediacom LLC filed December 8, 1995(1)
3.2	Fifth Amended and Restated Operating Agreement of Mediacom LLC(2)
3.3	Certificate of Incorporation of Mediacom Capital Corporation filed March 9, 1998(1)
3.4	By-Laws of Mediacom Capital Corporation(1)
4.2	Indenture relating to 7 ¼% senior notes due 2022 of Mediacom LLC and Mediacom Capital Corporation(3)
10.1	Incremental Facility Agreement, dated as of August 15, 2014, among the operating subsidiaries of Mediacom LLC, the lenders party thereto and JPMorgan Chase Bank, N.A., as administrative agent for the lenders(4)
10.2	Restatement Agreement to Credit Agreement, dated as of February 5, 2014, among Mediacom Communications Corporation, Mediacom LLC, the operating subsidiaries of Mediacom LLC, the lenders party thereto and JPMorgan Chase Bank, N.A., as administrative agent for the lenders(5)
10.3	Third Amended and Restated Credit Agreement, dated as of February 5, 2014, among the operating subsidiaries of Mediacom LLC, the lenders party thereto and JPMorgan Chase Bank, N.A., as administrative agent for the lenders(6)
12.1	Schedule of Computation of Ratio of Earnings to Fixed Charges
14.1	Code of Ethics(7)
21.1	Subsidiaries of Mediacom LLC
31.1	Rule 15d -14a Certifications of Mediacom LLC
31.2	Rule 15d -14a 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 Annual Report on Form 10-K for the year ended December 31, 2014, formatted in eXtensible Business Reporting Language (XBRL): (i) Consolidated Balance Sheets as of December 31, 2014 and 2013; (ii) Consolidated Statements of Operations for the years ended December 31, 2014, 2013 and 2012; (iii) Consolidated Statements of Changes in Member's Deficit for the years ended December 31, 2014, 2013 and 2012; (iv) Consolidated Statements of Cash Flows for the years ended December 31, 2014, 2013 and 2012; and (v) Notes to Consolidated Financial Statements

(1) Filed as an exhibit to the Registration Statement on Form S-4 (File No. 333-57285) of Mediacom LLC and Mediacom Capital Corporation and incorporated herein by reference.
(2) Filed as an exhibit to the Annual Report on Form 10-K for the fiscal year ended December 31, 1999 of MCC, Mediacom LLC and Mediacom Capital Corporation and incorporated herein by reference.
(3) Filed as an exhibit to the Annual Report on Form 10-K for the fiscal year ended December 31, 2011 of Mediacom LLC and incorporated herein by reference.
(4) Filed as an exhibit to the Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014 of Mediacom LLC and incorporated herein by reference.
(5) Filed as Exhibit A to Exhibit 10.1 to the Annual Report on Form 10-K for the fiscal year ended December 31, 2013 of Mediacom LLC and incorporated herein by reference.
(6) Filed as an exhibit to the Annual Report on Form 10-K for the fiscal year ended December 31, 2013 of Mediacom LLC and incorporated herein by reference.
(7) Filed as an exhibit to the Annual Report on Form 10-K for the fiscal year ended December 31, 2003 of Mediacom LLC and incorporated herein by reference.

(c) Financial Statement Schedule

The following financial statement schedule — Schedule II — Valuation of Qualifying Accounts — is part of this Form 10-K.

Schedule II

MEDIACOM LLC AND SUBSIDIARIES

VALUATION AND QUALIFYING ACCOUNTS

		Additions		Deductions		
	Balance at beginning of period	Charged to costs and expenses	Charged to other accounts	Charged to costs and expenses	Charged to other accounts	Balance at end of period
December 31, 2012						
Allowance for doubtful accounts:						
Current receivables	$ 740	$ 3,813	$ —	$ 2,671	$ —	$ 1,882
December 31, 2013						
Allowance for doubtful accounts:						
Current receivables	$ 1,882	$ 2,530	$ —	$ 2,402	$ —	$ 2,010
December 31, 2014						
Allowance for doubtful accounts:						
Current receivables	$ 2,010	$ 5,632	$ —	$ 5,507	$ —	$ 2,135

SIGNATURES

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

Mediacom Capital Corporation

March 6, 2015

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

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/S/ ROCCO B. COMMISSO **Rocco B. Commisso**	Chief Executive Officer (principal executive officer)	March 6, 2015
/S/ MARK E. STEPHAN **Mark E. Stephan**	Executive Vice President and Chief Financial Officer (principal financial officer and principal accounting officer)	March 6, 2015

Supplemental Information to be Furnished with Reports Filed Pursuant to Section 15(d) of the Securities Exchange Act of 1934 by Registrants Which Have not Registered Securities Pursuant to Section 12 of the Securities Exchange Act of 1934.

The Registrants have not sent and will not send any proxy material to their security holders. A copy of this annual report on Form 10-K will be sent to holders of the Registrants' outstanding debt securities.

Exhibit 12.1

	Ratio of Earnings to Fixed Charges Year Ended December 31,				
	2014	2013	2012	2011	2010
Earnings:					
Income before income taxes	$ 75,219	$ 90,446	$ 68,491	$ 41,296	$ 31,947
Interest expense, net	86,815	94,443	95,868	97,681	91,824
Amortization of capitalized interest	940	1,202	1,285	1,873	1,828
Amortization of debt issuance costs	3,668	3,146	3,308	3,903	3,392
Interest component of rent expense(1)	3,091	3,293	3,114	3,111	2,831
Earnings available for fixed charges	$169,733	$192,530	$172,066	$147,864	$131,822
Fixed Charges:					
Interest expense, net	$ 86,815	$ 94,443	$ 95,868	$ 97,681	$ 91,824
Capitalized interest	1,258	1,331	1,197	1,202	1,632
Amortization of debt issuance cost	3,668	3,146	3,308	3,903	3,392
Interest component of rent expense(1)	3,091	3,293	3,114	3,111	2,831
Total fixed charges	$ 94,832	$102,213	$103,487	$105,897	$ 99,679
Ratio of earnings to fixed charges	1.79	1.88	1.66	1.40	1.32

(1) A reasonable approximation (one-third) is deemed to be the interest factor included in rental expense.

Exhibit 21.1

Subsidiaries of Mediacom LLC

Subsidiary	State of Incorporation or Organization	Names Under Which Subsidiary does Business
Mediacom Arizona LLC	Delaware	Mediacom Arizona LLC
		Mediacom Cable TV I LLC
		Mediacom Arizona Cable Network LLC
Mediacom California LLC	Delaware	Mediacom California LLC
Mediacom Capital Corporation	New York	Mediacom Capital Corporation
Mediacom Delaware LLC	Delaware	Mediacom Delaware LLC
		Maryland Mediacom Delaware LLC
Mediacom Illinois LLC	Delaware	Mediacom Illinois LLC
Mediacom Indiana Partnerco LLC	Delaware	Mediacom Indiana Partnerco
Mediacom Indiana Holdings, L.P.	Delaware	Mediacom Indiana Holdings, L.P.
Mediacom Indiana LLC	Delaware	Mediacom Indiana LLC
Mediacom Iowa LLC	Delaware	Mediacom Iowa LLC
Mediacom Minnesota LLC	Delaware	Mediacom Minnesota LLC
Mediacom Southeast LLC	Delaware	Mediacom Southeast LLC
		Mediacom New York LLC
Mediacom Wisconsin LLC	Delaware	Mediacom Wisconsin LLC
Zylstra Communications Corporation	Minnesota	Zylstra Communications Corporation

Subsidiaries of Mediacom Illinois LLC

Subsidiary	State of Incorporation or Organization	Names Under Which Subsidiary does Business
Illini Cable Holding, Inc.	Illinois	Illini Cable Holding, Inc.

Subsidiaries of Illini Cable Holding, Inc.

Subsidiary	State of Incorporation or Organization	Names Under Which Subsidiary does Business
Illini Cablevision of Illinois, Inc.	Illinois	Illini Cablevision of Illinois, Inc.

Exhibit 31.1

CERTIFICATIONS

I, Rocco B. Commisso, certify that:

(1) I have reviewed this report on Form 10-K 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 15d-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 the 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.

March 6, 2015

By: /S/ ROCCO B. COMMISSO

Rocco B. Commisso
Chairman and Chief Executive Officer

Exhibit 31.1

CERTIFICATIONS

I, Mark E. Stephan, certify that:

(1) I have reviewed this report on Form 10-K 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 15d-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 the 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.

March 6, 2015

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-K 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 15d-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 the 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.

March 6, 2015

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

Exhibit 31.2

CERTIFICATIONS

I, Mark E. Stephan, certify that:

(1) I have reviewed this report on Form 10-K 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 15d-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 the 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.

March 6, 2015

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 Annual Report of Mediacom LLC (the "Company") on Form 10-K for the period ended December 31, 2014 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.

March 6, 2015

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 Annual Report of Mediacom Capital Corporation (the "Company") on Form 10-K for the period ended December 31, 2014 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.

March 6, 2015

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