Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2010

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
MEDIACOM 401 (K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 04/01/1996

2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)
MEDIACOM LLC

100 CRYSTAL RUN RD.
MIDDLETOWN, NY 10941

100 CRYSTAL RUN RD.
MIDDLETOWN, NY 10941

2b Employer Identification Number (EIN)
06-1433421

2c Sponsor's telephone number
845-695-2600

2d Business code (see instructions)
517000

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/17/2011	JOSEPH MICHULSKI
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/17/2011	BRIAN WALSH
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
MEDIACOM LLC

100 CRYSTAL RUN RD.
MIDDLETOWN, NY 10941

3b Administrator's EIN
06-1433421

3c Administrator's telephone number
845-695-2600

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:
a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	4634
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	4500
b	Retired or separated participants receiving benefits	**6b**	389
c	Other retired or separated participants entitled to future benefits	**6c**	
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	4889
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	9
f	Total. Add lines **6d** and **6e**	**6f**	4898
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	2597
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2G 2J 2K 3D 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	X	Insurance
(2)	X	Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	X	**R** (Retirement Plan Information)
(2)		**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)		**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	X		**H** (Financial Information)
(2)			**I** (Financial Information – Small Plan)
(3)	X	1	**A** (Insurance Information)
(4)	X		**C** (Service Provider Information)
(5)	X		**D** (DFE/Participating Plan Information)
(6)			**G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
MEDIACOM 401 (K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500.
MEDIACOM LLC

D Employer Identification Number (EIN)
06-1433421

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	**(b)** Total amount of fees paid

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	**4**	
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	**6b**	
c	Premiums due but unpaid at the end of the year	**6c**	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	**6d**	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			**7b**	
c	Additions: (1) Contributions deposited during the year	**7c(1)**			
	(2) Dividends and credits	**7c(2)**			
	(3) Interest credited during the year	**7c(3)**			
	(4) Transferred from separate account	**7c(4)**			
	(5) Other (specify below)	**7c(5)**			
	▶				
	(6) Total additions			**7c(6)**	
d	Total of balance and additions (add **b** and **c(6)**)			**7d**	
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	**7e(1)**			
	(2) Administration charge made by carrier	**7e(2)**			
	(3) Transferred to separate account	**7e(3)**			
	(4) Other (specify below)	**7e(4)**			
	▶				
	(5) Total deductions			**7e(5)**	
f	Balance at the end of the current year (subtract **e(5)** from **d**)			**7f**	

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance
e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug
i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☐ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2010** **This Form is Open to Public Inspection.**

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan	**B** Three-digit plan number (PN) ▶	
MEDIACOM 401 (K) PLAN		001

C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)
MEDIACOM LLC	06-1433421

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

WELLS FARGO BANK, N.A.

94-1347393

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

WELLS FARGO BANK, N.A.

94-1347393

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 51	SERVICE PROVIDER	253216	Yes [X] No [ ]	Yes [ ] No [X]		Yes [ ] No [X]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN;
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN;
c	Position:	
d	Address:	**e** Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
MEDIACOM 401 (K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
MEDIACOM LLC

D Employer Identification Number (EIN)
06-1433421

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: MORLEY STABLE VALUE FUND

b Name of sponsor of entity listed in (a): UNION BOND AND TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
93-6274329-001	C	29543141

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
MEDIACOM 401 (K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MEDIACOM LLC

D Employer Identification Number (EIN)
06-1433421

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	82567	90478
(2) Participant contributions	1b(2)	204534	225907
(3) Other	1b(3)	12372	
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	4512180	5245588
(9) Value of interest in common/collective trusts	1c(9)	27630312	29543141
(10) Value of interest in pooled separate accounts	1c(10)	607618	866240
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	35033375	43772095
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	68082958	79743449
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	12372	
k	Total liabilities (add all amounts in lines 1g through1j)	1k	12372	
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	68070586	79743449

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	2407437	
	(B) Participants	2a(1)(B)	6181937	
	(C) Others (including rollovers)	2a(1)(C)	48027	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		8637401
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	254502	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		254502
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	662416	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		662416
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b **(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		432745
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		73931
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		5850878
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		15911873
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3985794	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		3985794
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)	253216	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		253216
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		4239010
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		11672863
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: PRICEWATERHOUSECOOPERS **(2)** EIN: 13-4008342

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

SCHEDULE R
(Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
MEDIACOM 401 (K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MEDIACOM LLC

D Employer Identification Number (EIN)
06-1433421

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1**

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 94-1347393

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

pwc

Report of Independent Auditors

To the Participants and Administrator of the
Mediacom 401(k) Plan

We were engaged to audit the financial statements and supplemental schedule of the Mediacom 401(k) Plan (the "Plan") at December 31, 2010 and 2009 and for the year ended December 31, 2010, as listed in the accompanying index. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Wells Fargo Bank, N.A., (formerly Wachovia Bank, N.A.) the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2010 and 2009 and for the year ended December 31, 2010, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and schedule taken as a whole. The form and content of the information included in the financial statements and schedule other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

PricewaterhouseCoopers LLP

New York, New York
October 14, 2011

SUMMARY ANNUAL REPORT

FOR MEDIACOM 401(K) PLAN

This is a summary of the annual report for the Mediacom 401(k) Plan, EIN 06-1433421, Plan No. 001, for the period January 1, 2010 through December 31, 2010. The annual report has been filed with the Pension and Welfare Benefits Administration, U.S. Department of Labor, as required under the Employee Retirement Income Security Act of 1974 (ERISA).

Basic Financial Statement

Benefits under the plan are provided through a trust fund. Plan expenses were $3,985,794. These expenses were benefits paid to participants and beneficiaries. A total of 4,898 persons were participants in or beneficiaries of the plan at the end of the plan year, although not all of these persons had yet earned the right to receive benefits.

The value of plan assets, after subtracting liabilities of the plan, was $79,743,449 as of December 31, 2010, compared to $68,070,586 as of January 1, 2010. During the plan year the plan experienced an increase in its net assets of $11,672,863. This increase includes unrealized appreciation and depreciation in the value of plan assets; that is, the difference between the value of the plan's assets at the end of the year and the value of the assets at the beginning of the year or the cost of assets acquired during the year. The plan had total income of $15,225,912 including employer contributions of $2,407,437 and employee contributions of $6,181,937.

Your Rights To Additional Information

You have the right to receive a copy of the full annual report, or any part thereof, on request. The items listed below are included in that report:

1. an accountant's report;
2. financial information;
3. assets held for investment;
4. fiduciary information, including non-exempt transactions between the plan and parties-in-interest (that is, persons who have certain relationships with the plan); and
5. information regarding any common or collective trusts, pooled separate accounts, master trusts or 103-12 investment entities in which the plan participates.

To obtain a copy of the full annual report, or any part thereof, write or call Mediacom LLC, 100 Crystal Run Road, Middletown, NY 10941, (845)695-2600.

You also have the right to receive from the plan administrator, on request and at no charge, a statement of the assets and liabilities of the plan and accompanying notes, or a statement of income and expenses of the plan and accompanying notes, or both. If you request a copy of the full annual report from the plan administrator, these two statements and accompanying notes will be included as part of that report.

You also have the legally protected right to examine the annual report at the main office of the plan (Mediacom LLC, 100 Crystal Run Road, Middletown, NY 10941) and at the U.S. Department of Labor in Washington, D.C., or to obtain a copy from the U.S. Department of Labor upon payment of copying costs. Requests to the Department should be addressed to: Public Disclosure Room, Room N1513, Pension and Welfare Benefits Administration, U.S. Department of Labor, 200 Constitution Avenue, N.W., Washington, D.C. 20210.

Form **5558**
(Rev. January 2008)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File Certain Employee Plan Returns

▶ For Privacy Act and Paperwork Reduction Act Notice, see instructions on page 3.

OMB No. 1545-0212

File With IRS Only

Part I Identification

A Name of filer, plan administrator, or plan sponsor (see instructions)
Mediacom LLC
Number, street, and room or suite no. (If a P.O. box, see instructions)
100 Crystal Run Rd.
City or town, state, and ZIP code
Middletown, NY 10941

B Filer's identifying number (see instructions).
☒ Employer identification number (EIN).
06 14 33421
☐ Social security number (SSN)

C Plan name	Plan number	Plan year ending— MM	DD	YYYY
1 Mediacom 401(k) Plan	001	12	31	2010
2				
3				

Part II Extension of Time to File Form 5500 or Form 5500-EZ *(see instructions)*

1 I request an extension of time until 10 / 15 / 2011 to file Form 5500 or Form 5500-EZ.

The application **is automatically approved** to the date shown on line 1 (above) if: **(a)** the Form 5558 is filed on or before the normal due date of Form 5500 or 5500-EZ for which this extension is requested, and **(b)** the date on line 1 is no more than 2½ months after the normal due date.

You must attach a copy of this Form 5558 to each Form 5500 and 5500-EZ filed after the due date for the plans listed in C above.

Note. A signature is not required if you are requesting an extension to file Form 5500 or Form 5500-EZ.

Part III Extension of Time to File Form 5330 *(see instructions)*

2 I request an extension of time until ___ / ___ / ___ to file Form 5330.
You may be approved for up to a six (6) month extension to file Form 5330, after the normal due date of Form 5330.

a Enter the Code section(s) imposing the tax . . . . . ▶ a

b Enter the payment amount attached . . . . . ▶ b

c For excise taxes under section 4980 or 4980F of the Code, enter the reversion/amendment date . . . ▶ c

3 **State in detail why you need the extension**

Under penalties of perjury, I declare that to the best of my knowledge and belief, the statements made on this form are true, correct, and complete, and that I am authorized to prepare this application.

Signature ▶ Joe Mucchetti **Date** ▶ 6/15/11

QQ 74 201012 201128 1441 A 2 1401 216

29077-169-15016-1 TE 061433421

Department of the Treasury
Internal Revenue Service
OGDEN, UT 84201-0073

Date of this notice: JULY 25, 2011
Taxpayer Identifying Number:
06-1433421
Form: 5500/8955-SSA
Tax Period: DEC. 31, 2010
Plan Number: 001
For assistance you may call us at:
1-877-829-5500
Or you may write to us at the address shown at the left.

002497.870859.0009.001 1 MB 0.390 375

MEDIACOM LLC
%EDIACOM LLC
100 CRYSTAL RUN RD
MIDDLETOWN NY 10941-4041

002497

APPLICATION FOR EXTENSION OF TIME TO FILE CERTAIN EMPLOYEE PLAN RETURNS

We received your Form 5558, Application for Extension of Time to File Certain Employee Plan Returns, for the return (form), plan number, and tax period identified above. The due date to file your return is extended to OCT. 17, 2011.

Do not attach a copy of this notice to your return. This notice should be kept with your records.

Additional Information

- If a tax practitioner or someone else prepared your form, you may want to give them a copy of this notice. (A copy was automatically sent to representatives authorized with a Power-of-Attorney for this form.)
- For tax forms, call 1-800-TAX-FORM (1-800-829-3676).
- For general information, tax forms, and publications, visit www.irs.gov. Employee Plan information is on the "Retirement Plans Community" tab.
- If you have questions about employee plans, call TEGE Customer Account Services at 1-877-829-5500.

Mediacom 401(k) Plan

Financial Statements and Supplemental Schedule
December 31, 2010 and 2009

Mediacom 401(k) Plan
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Supplemental Schedule*

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December 31, 2010 15

* Other schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA) have been omitted because they are not applicable.



Report of Independent Auditors

To the Participants and Administrator of the
Mediacom 401(k) Plan

We were engaged to audit the financial statements and supplemental schedule of the Mediacom 401(k) Plan (the "Plan") at December 31, 2010 and 2009 and for the year ended December 31, 2010, as listed in the accompanying index. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Wells Fargo Bank, N.A., (formerly Wachovia Bank, N.A.) the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2010 and 2009 and for the year ended December 31, 2010, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and schedule taken as a whole. The form and content of the information included in the financial statements and schedule other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

New York, New York
October 14, 2011

Mediacom 401(k) Plan
Statements of Net Assets Available for Benefits
December 31, 2010 and 2009

	2010	2009
Assets		
Investments, at fair value		
Mutual funds	$ 43,772,095	$ 35,033,375
Pooled investment fund	866,240	607,618
Common collective trust	29,543,141	27,630,312
Total investments	74,181,476	63,271,305
Receivables		
Notes receivable from participants	5,245,588	4,512,180
Participant contributions	225,907	204,534
Employer contributions, net	90,478	82,567
Due from brokers	-	12,372
Total receivables	5,561,973	4,811,653
Liabilities		
Payables		
Due to brokers	-	12,372
Net assets available for benefits at fair value	79,743,449	68,070,586
Adjustment from fair value to contract value for the interest in the common collective trust relating to fully benefit responsive investment contracts	(562,390)	(129,645)
Net assets available for benefits	$ 79,181,059	$ 67,940,941

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

Mediacom 401(k) Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2010

Additions to net assets attributed to	
Investment income	
Dividends	$ 662,416
Net appreciation in fair value of mutual funds	5,671,593
Total net investment income	6,334,009
Interest income on notes receivable from participants	254,502
Contributions	
Participant	6,181,937
Employer, net	2,407,437
Rollovers	48,027
Total contributions	8,891,903
Net additions	15,225,912
Deductions from net assets attributed to	
Benefits paid to participants	(3,985,794)
Net increase	11,240,118
Net assets available for benefits	
Beginning of year	67,940,941
End of year	$ 79,181,059

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

1. Description of Plan

The following description of the Mediacom 401(k) Plan ("Plan") is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan available to all eligible employees of Mediacom Communications Corporation ("MCC") and its subsidiaries (collectively referred to as the "Company"), the Plan's sponsor. This Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

In accordance with the provisions of the Plan, each full-time employee becomes eligible to participate in the Plan upon reaching the age of 18 and completion of one-half of one year of service.

Wells Fargo Bank, N.A., formerly Wachovia Bank, N.A., is the Plan trustee and recordkeeper.

Contributions

In accordance with the provisions of the Plan, a participating employee may elect to make a regular contribution on a pretax basis, up to a maximum of $16,500 during 2010, as defined by the Internal Revenue Code ("IRC"). Participants 50 years of age and older may elect to contribute a catch up contribution. The limit set by the IRS for catch up contributions during 2010 was $5,500. Participants are not permitted to make after-tax contributions to the Plan.

The Company will make matching contributions on behalf of all participants in the amount of 50% of the first 6% of earnings that the participants contribute to the Plan. In addition, if the Plan administrator determines that the Plan primarily benefits "key employees", or is a "top-heavy plan", the Company may make certain top-heavy minimum contributions on behalf of nonhighly compensated employees in an amount equal to 3% of each employee's compensation to his or her account. There were no top-heavy minimum contributions made in 2010.

The Company may also make discretionary contributions, which shall be allocated to each eligible employee in proportion to his or her compensation as a percentage of the compensation of all eligible employees. The Company made no discretionary contributions in 2010.

Participant Accounts

Each participant's individual account is credited with the participant's contributions, the Company's discretionary and matching contributions, Plan earnings and/or losses, and eligible rollover distributions from other qualified plans. Allocations of investment earnings and losses are based on individual participant account balances as defined in the Plan's provisions.

Vesting
Participants are fully vested immediately in their own contributions plus actual earnings thereon. The participant's interest in employer matching contributions vests as follows:

Years of Service*	Vested Percentage
1	20 %
2	40 %
3	60 %
4	80 %
5	100 %

* One year of service is equivalent to 1,000 hours worked. However, participant's can only vest up to 20% per fiscal year.

Participant account balances not yet vested at the time of the participant's termination of employment are forfeited by the participant and used by the Company to reduce future employer contributions. In the Statement of Changes in Net Assets Available for Benefits, employer contributions are shown net of forfeitures in the amount of $57,065. There were $4,078 and $3,370 of forfeitures available at December 31, 2010 and 2009, respectively.

Distributions
Upon termination of service due to death, disability, or retirement, a participant may elect to receive either a lump-sum amount equal to the current value of the vested portion of their account, or annual instalments over a ten-year period. The normal retirement age is 65. For termination of service for other reasons, a participant may receive the current value of the vested portion of their account as a lump-sum distribution.

Withdrawals and Notes Receivable From Participants
In accordance with the Plan provisions, participants may make withdrawals or obtain loans from their accounts. To qualify for a withdrawal, participants must attain age 59-1/2, establish permanent or total disability, or demonstrate financial hardship as defined under the Plan.

Participants may obtain up to three loans equal to the lesser of $50,000 or 50% of his or her vested account balance, with a minimum loan amount of $1,000. Loans are secured by the remainder of the participant's account balance. The interest rates on participant loans during 2010 ranged from 4.25% to 9.25%. Interest rates on the loans are determined by the prime interest rate plus one percent on the date of the issuance. Principal and interest are paid ratably through payroll deductions over a defined period up to 120 months.

Funds available for a hardship withdrawal are limited to a participant's need and may not exceed the total of the participant's contributions, certain Company contributions, and earnings in the Plan, as defined. Eligibility for a hardship withdrawal is defined as the need for uninsured medical expenses, purchase of a participant's principal residence, payment of post-high school tuition, to prevent the loss of residence, payments for burial or funeral expenses for a parent, child, spouse or dependant, or expenses for the repair of damage to the employee's principal residence under Internal Revenue Code Section 165.

Rollovers
The Plan allows rollovers by participants from their pre-existing 401(k) accounts that were established when employed by other companies. Rollover contributions are 100% vested at the time of contribution.

Plan Termination
The Company intends to continue the Plan indefinitely but reserves the right to amend or terminate it at any time. In the event the Plan is terminated, each participant shall become fully vested in his or her account balance. Disbursements to participants shall be made in accordance with the Plan document and applicable ERISA regulations.

Investment Options
Contributions are invested by Wells Fargo Bank, N.A. ("Wells Fargo" or the "Trustee") according to the options elected by the participants. All participant and employer contributions are directed by the participant among the available investment options which currently include a variety of mutual funds and a common collective trust. Investment earnings are automatically reinvested in the fund or portfolio from which they were derived. Participants may change their investment elections at any time through an automated phone response system or by accessing the internet web site of the Plan's recordkeeper.

2. Summary of Significant Accounting Policies

Basis of Accounting
The financial statements are prepared on the accrual basis of accounting. In September 2010, the Financial Accounting Standards Board issued new guidance which clarifies how loans to participants should be classified and measured by defined contribution plans. For reporting purposes, participant loans shall be segregated from plan investments and classified as Notes Receivable from Participants on the Statement of Net Assets Available for Benefits. In addition, notes receivable from participants are required to be measured at their unpaid principal balance plus accrued unpaid interest and are no longer subject to the fair value measurement disclosure requirement. This new guidance was effective for periods ending after December 15, 2010 and applied retrospectively to all prior periods presented.

As a result of the adoption, participant loan balances of $4.5 million have been reclassified from *Investments, at fair value* to *Notes Receivable from Participants* on the Statement of Net Assets Available for Benefits for 2009.

As described by Accounting Standards Codification ("ASC") 946-210-45 through 946-210-55 (formerly referred to as Financial Accounting Standards Board Staff Position AAG INV-1, Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans), collective trusts relating to fully benefit responsive investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the

relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Plan invests in investment contracts through a collective trust (the Morley Stable Value Fund). As required by the ASC, the statement of net assets available for benefits presents the fair value of the investment in the collective trust as well as the adjustment of the investment in the collective trust from fair value to contract value relating to the investment contracts. The statement of changes in net assets available for benefits presents the investment in the collective trust on a contract value basis.

Reclassification
Certain amounts have been reclassified to conform to the 2010 presentation.

Use of Estimates
The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities included in the Statements of Net Assets Available for Benefits and the reported amount of net additions and deductions in the Statement of Changes in Net Assets Available for Benefits. Actual results could differ from those estimates.

Investment Valuation and Income Recognition
The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's interest in the Morley Stable Value Fund is recorded at contract value and the fair value and contract value are based on the fair value and contract value of the underlying investments as reported by the investment advisor using the audited financial statements of the Morley Stable Value Fund at year end. The Morley Stable Value Fund has daily redemptions, trading terms varying from one to three days for participant directed transactions and up to one year for plan sponsor directed transactions, such as a withdrawal from the CCT, and has no unfunded commitments at December 31, 2010. Shares of mutual funds are valued at quoted market prices which represent the net asset value of shares held by the Plan at year-end. Shares in the Goldman Sachs High Yield Fund, a pooled investment fund, are valued on a unitized basis, at the net asset value of the underlying mutual fund as adjusted for management fees and accrued income from the beginning of the month through the valuation date. See Note 7 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date.

Net appreciation (depreciation) in the fair value of investments consists of realized gains or losses and the unrealized appreciation or depreciation on those investments.

Administration
The Plan is administered by the Company. The expenses of administering the Plan are paid by the Company except for investment management fees and loan maintenance fees, which are charged to the individual participant accounts.

Benefit Payments
Benefits are recorded when paid.

Recent Pronouncements
In January 2010, the FASB issued guidance which requires enhanced disclosures about transfers between levels of the three-level fair value hierarchy, requires separate disclosures of purchases, sales, issuances, and settlements in the rollforward of activity relating to Level 3 fair value measurements, and provides clarification of existing fair value disclosures. This guidance is effective for the Plan's annual reporting period ended December 31, 2010, except for the requirement to provide expanded disclosure in the rollforward of activity of Level 3 fair value measurements, which will be effective for the Plan's annual reporting period ending December 31, 2011. The adoption of this guidance did not have an effect on the Plan's financial statements for the Plan year ended December 31, 2010 as the plan does not invest in Level 3 investments.

In May 2011, the FASB issued guidance to improve the comparability of fair value measurements presented in financial statements prepared in accordance with U.S. generally accepted accounting principles ("GAAP") and International Financial Reporting Standards ("IFRS"). This guidance, which is effective for the Plan's annual reporting period ending December 31, 2012, clarifies the FASB's intent about the application of existing fair value measurement requirements and changes certain principles or requirements for measuring fair value or for disclosing information about fair value measurements. The Plan administrator is currently evaluating the impact of this guidance on the Plan's financial statements.

3. Party-in-Interest Transactions

Certain Plan assets are invested in mutual funds which are managed by the Plan's trustee. These transactions, as well as notes receivable from participants, qualify as party-in-interest transactions. In 2010, the Plan paid Wells Fargo $253,216 for administrative services. These fees are charged directly to individual participant accounts.

4. Federal Income Tax Status

On March 31, 2008, the Internal Revenue Service stated that the prototype plan by the Plan, as then designed, qualifies under Section 401(a) of the Internal Revenue Code ("IRC"). The Plan has been amended since the receipt of the prototype letter and has not received a determination letter specific to the Plan itself; however, the Plan administrator believes the Plan is designed and is being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan Administrator has analyzed the tax positions by the Plan, and has concluded that as of December 31, 2010, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2007.

5. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Market values of investments may decline for a number of reasons, including changes in prevailing market and interest rates, increases in default, and credit rating downgrades. Due to the level of risk associated with such investment securities, it is at least reasonably possible that changes in risks or investment values in the near term could materially affect a participant's account balance and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

6. Information Certified by the Trustee

As of December 31, 2010 and 2009 and for the year ended December 31, 2010, the investment and investment income information included in the Plan's financial statements has been derived from information certified as complete and accurate by Wells Fargo Bank, N.A., in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The following is a summary of the certified information:

	December 31,			
	2010		2009	
Investments				
Morley Stable Value Fund**	$ 28,980,751	*	$ 27,500,667	*
Dodge & Cox Income Fund	4,951,797	*	4,080,998	*
Columbia Acorn Fund A	2,233,310		1,747,879	
American Europacific Growth Fund A	4,759,676	*	4,313,849	*
American Fundamental Investors Fund A	5,686,200	*	5,031,261	*
Vanguard MidCap Index Fund	2,968,754		2,179,755	
T. Rowe Price Health Sciences Fund	3,022,633		2,412,204	
Wells Fargo Adv Sm Cap Value Fund	3,689,009		2,914,792	
Fidelity Advisor Mid Cap Fund T	3,241,523		2,527,897	
American Funds Growth Fund of America A	3,909,895		3,372,571	
Manager Cadence Cap Appreciation	1,373,465		1,230,203	
Vanguard 500 Index Fund	615,663		566,236	
Vanguard Small Cap Index Fund	959,258		335,864	
T. Rowe Price Retirement 2010 Fund	496,519		356,371	
T. Rowe Price Retirement 2020 Fund	2,290,789		1,583,542	
T. Rowe Price Retirement 2030 Fund	1,700,162		1,136,299	
T. Rowe Price Retirement 2040 Fund	1,873,442		1,243,654	
Goldman Sachs High Yield Fund A	866,240		607,618	
	$ 73,619,086		$ 63,141,660	
Notes receivable from participants	$ 5,245,588		$ 4,512,180	

* Investments represent 5% or more of the Plan's net assets available for benefits.

** Reflected at contract value.

	December 31, 2010
Investment income consists of the following	
Dividends	$ 662,416
Net appreciation in fair value of mutual funds	5,671,593
	$ 6,334,009
Interest income on notes receivable from participants	$ 254,502

7. Fair Value Measurements

The following table sets forth the Plan's financial assets measured at fair value on a recurring basis at December 31, 2010 and 2009. These assets have been categorized according to the three-level fair value hierarchy established by the FASB, which prioritizes the inputs used in measuring fair value:

Level 1 Valuation is based on quoted prices for the asset in active markets.

Level 2 Valuation is based on inputs that are observable other than quoted market prices in Level 1, such as quoted prices for the asset in inactive markets or quoted prices for similar assets.

Level 3 Valuation is based on unobservable inputs reflecting the Plan's own assumptions about the assumptions that market participants would use in pricing the assets.

See Note 2 for the valuation methodology used to measure the fair value of these investments.

	December 31, 2010			
	Level 1	Level 2	Level 3	Total
Mutual funds				
Fixed Income Funds[(a)]	$ 4,951,797	$ -	$ -	$ 4,951,797
Large Cap Equity Funds[(b)]	11,585,223	-	-	11,585,223
Mid Cap Equity Funds[(c)]	6,210,277	-	-	6,210,277
Small & Mid Cap Equity Fund[(d)]	2,233,310	-	-	2,233,310
Small Cap Equity Funds[(e)]	4,648,267	-	-	4,648,267
International Equity Fund[(f)]	4,759,676	-	-	4,759,676
Health Sciences Industry Fund[(g)]	3,022,633	-	-	3,022,633
Life Cycle Funds[(h)]	6,360,912	-	-	6,360,912
Total mutual funds	43,772,095	-	-	43,772,095
Common collective trust[(i)]	-	29,543,141	-	29,543,141
Pooled investment fund[(j)]	-	866,240	-	866,240
	$ 43,772,095	$ 30,409,381	$ -	$ 74,181,476

[(a)] Comprised of the Dodge & Cox Income Fund. This mutual fund primarily invests in bonds and other fixed-income securities.

(b) Comprised of the Vanguard 500 Index Fund, the American Fundamental Investors Funds A, the Manager Cadence Cap Appreciation, and the American Funds Growth Fund of America A.

(c) Comprised of the Vanguard Mid Cap Index Fund and the Fidelity Advisor Mid Cap Fund T.

(d) Comprised of the Columbia Acorn Fund A.

(e) Comprised of the Vanguard Small Cap Index Fund and the Wells Fargo Adv Sm Cap Value Fund.

(f) Comprised of the American Funds EuroPacific Growth Fund. This mutual fund is invested primarily in the equity securities of European and Pacific Basin companies.

(g) Comprised of the T. Rowe Price Health Sciences Fund. This mutual fund primarily invests in domestic equity securities of companies primarily engaged in the research, development, production, and/or distribution of products and/or services related to the health sciences industry.

(h) Invested in a mix of equities and bonds based on target retirement year. Consists of the T. Rowe Price Retirement 2010 Fund, the T. Rowe Price Retirement 2020 Fund, the T. Rowe Price Retirement 2030 Fund, and the T. Rowe Price Retirement 2040 Fund.

(i) Comprised of the Morley Stable Value Fund Safeco Omnibus common collective trust (the "Morley Stable Value Fund") which invests in conventional, synthetic, and separate account investment contracts issued by life insurance companies, banks, and other financial institutions. The overall objective of the Morley Stable Value Fund is to provide stable returns; the contracts that it invests in are expected to have principal values that remain stable regardless of the volatility of the financial markets. At December 31, 2010, the assets of the Morley Stable Value Fund were invested as follows: 82% in synthetic investment contracts, 9% in conventional investment contracts, and 9% in cash and cash equivalents. The underlying assets of the synthetic investment contracts were primarily invested in asset backed securities, corporate bonds, mortgage-backed securities, securities issued or backed by the U.S. Government or related entities, money market instruments, and mutual funds and commingled pools invested in similar assets to those noted above.

(j) Comprised of the Goldman Sachs High Yield Fund, a pooled investment fund, which is valued on a unitized basis, at the net asset value of the underlying mutual fund as adjusted for management fees and accrued income from the beginning of the month through the valuation date. The fund normally invests at least 80% of net assets in high-yield, fixed income securities that are noninvestment grade securities. It may invest up to 25% of total assets in obligations of domestic and foreign issuers which are denominated in currencies other than the U.S. dollar and in securities of issuers located in emerging countries denominated in any currency. The fund invests up to 20% of net assets in investment grade fixed income securities, including securities issued or guaranteed by the U.S. Government, its agencies, instrumentalities or sponsored enterprises.

	December 31, 2009			
	Level 1	Level 2	Level 3	Total
Mutual funds				
Fixed Income Funds[a]	$ 4,080,998	$ -	$ -	$ 4,080,998
Large Cap Equity Funds[b]	10,200,271	-	-	10,200,271
Mid Cap Equity Funds[c]	4,707,652	-	-	4,707,652
Small & Mid Cap Equity Fund[d]	1,747,879	-	-	1,747,879
Small Cap Equity Funds[e]	3,250,656	-	-	3,250,656
International Equity Fund[f]	4,313,849	-	-	4,313,849
Health Sciences Industry Fund[g]	2,412,204	-	-	2,412,204
Life Cycle Funds[h]	4,319,866	-	-	4,319,866
Total mutual funds	35,033,375	-	-	35,033,375
Common collective trust[i]	-	27,630,312	-	27,630,312
Pooled investment fund[j]	-	607,618	-	607,618
	$ 35,033,375	$ 28,237,930	$ -	$ 63,271,305

[a] Comprised of the Dodge & Cox Income Fund. This mutual fund primarily invests in bonds and other fixed-income securities.

[b] Comprised of the Vanguard 500 Index Fund, the American Fundamental Investors Funds A, the Allianz CCM Capital Appreciation Fund A, and the American Funds Growth Fund of America A.

[c] Comprised of the Vanguard Mid Cap Index Fund and the Fidelity Advisor Mid Cap Fund T.

[d] Comprised of the Columbia Acorn Fund A.

[e] Comprised of the Vanguard Small Cap Index Fund and the Evergreen Special Values Fund A.

[f] Comprised of the American Funds EuroPacific Growth Fund. This mutual fund is invested primarily in the equity securities of European and Pacific Basin companies.

[g] Comprised of the T. Rowe Price Health Sciences Fund. This mutual fund primarily invests in domestic equity securities of companies primarily engaged in the research, development, production, and/or distribution of products and/or services related to the health sciences industry.

[h] Invested in a mix of equities and bonds based on target retirement year. Consists of the T. Rowe Price Retirement 2010 Fund, the T. Rowe Price Retirement 2020 Fund, the T. Rowe Price Retirement 2030 Fund, and the T. Rowe Price Retirement 2040 Fund.

(i) Comprised of the Morley Stable Value Fund Safeco Omnibus common collective trust (the "Morley Stable Value Fund") which invests in conventional, synthetic, and separate account investment contracts issued by life insurance companies, banks, and other financial institutions. The overall objective of the Morley Stable Value Fund is to provide stable returns; the contracts that it invests in are expected to have principal values that remain stable regardless of the volatility of the financial markets. At December 31, 2009, the assets of the Morley Stable Value Fund were invested as follows: 64% in synthetic investment contracts, 7% in conventional investment contracts, and 29% in cash and cash equivalents. The underlying assets of the synthetic investment contracts were primarily invested in asset backed securities, corporate bonds, mortgage-backed securities, securities issued or backed by the U.S. Government or related entities, money market instruments, and mutual funds and commingled pools invested in similar assets to those noted above.

(j) Comprised of the Goldman Sachs High Yield Fund, a pooled investment fund, which is valued on a unitized basis, at the net asset value of the underlying mutual fund as adjusted for management fees and accrued income from the beginning of the month through the valuation date. The fund normally invests at least 80% of net assets in high-yield, fixed income securities that are noninvestment grade securities. It may invest up to 25% of total assets in obligations of domestic and foreign issuers which are denominated in currencies other than the U.S. dollar and in securities of issuers located in emerging countries denominated in any currency. The fund invests up to 20% of net assets in investment grade fixed income securities, including securities issued or guaranteed by the U.S. Government, its agencies, instrumentalities or sponsored enterprises.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The valuation methodology used to measure fair value described in Note 2 may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair value. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

8. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	2010	2009
Net assets available for benefits per the financial statements	$ 79,181,059	$ 67,940,941
Adjustment from fair value to contract value for the interest in the common collective trust relating to fully benefit-responsible investment contracts	562,390	129,645
Net assets available for benefits per Form 5500	$ 79,743,449	$ 68,070,586

The following is a reconciliation of the total net increase per the financial statements to the Form 5500:

	2010
Total net increase per the financial statements	$ 11,240,118
Adjustment from fair value to contract value for the interest in the common collective trust relating to fully benefit-responsive investment contracts at December 31, 2010	562,390
Less: Adjustment from fair value to contract value for the interest in the common collective trust relating to fully benefit-responsive investment contracts at December 31, 2009	(129,645)
Total net income per Form 5500	$ 11,672,863

9. Subsequent Events

The Company has performed an evaluation of subsequent events through October 14, 2011.

Supplemental Schedule

Mediacom 401(k) Plan
Schedule H – Line 4i
Schedule of Assets (Held at End of Year)
December 31, 2010

	Identity of Issuer	Description of Investment, Including Maturity Date and Rate of Interest	Cost	Current Value	
	Morley Stable Value Fund Safeco Omnibus	Common collective trust	**	$ 29,543,141	***
	Goldman Sachs High Yield Fund A	Common collective trust	**	866,240	
	Dodge & Cox Income Fund	Mutual fund	**	4,951,797	
	Columbia Acorn Fund A	Mutual fund	**	2,233,310	
	American Europacific Growth Fund A	Mutual fund	**	4,759,676	
	American Fundamental Investors Fund A	Mutual fund	**	5,686,200	
	Vanguard MidCap Index Fund	Mutual fund	**	2,968,754	
	T. Rowe Price Health Sciences Fund	Mutual fund	**	3,022,633	
*	Wells Fargo Adv Sm Cap Value Fund	Mutual fund	**	3,689,009	
	Fidelity Advisor Mid Cap Fund T	Mutual fund	**	3,241,523	
	American Funds Growth Fund of America A	Mutual fund	**	3,909,895	
	Manager Cadence Cap Appreciation	Mutual fund	**	1,373,465	
	Vanguard 500 Index Fund	Mutual fund	**	615,663	
	Vanguard Small Cap Index Fund	Mutual fund	**	959,258	
	T. Rowe Price Retirement 2010 Fund	Mutual fund	**	496,519	
	T. Rowe Price Retirement 2020 Fund	Mutual fund	**	2,290,789	
	T. Rowe Price Retirement 2030 Fund	Mutual fund	**	1,700,162	
	T. Rowe Price Retirement 2040 Fund	Mutual fund	**	1,873,442	
*	Participant loans[1]	Interest ranging from 4.25% - 9.25%	**	5,245,588	
				$ 79,427,064	

* Indicates a party-in-interest.

** Cost information is not required for participant directed investments and participant loans and, therefore, is not included.

*** Contract value of $28,980,751 was certified by Wells Fargo Bank, N.A. (trustee).

(1) All loans outstanding at December 31, 2010 are due to mature by December 31, 2020.

The information in this schedule has been certified as to its completeness and accuracy by Wells Fargo Bank N.A., the trustee, except for the value of the Morley Stable Value Fund Safeco Omnibus investment.

Mediacom 401(k) Plan
Schedule H – Line 4i
Schedule of Assets (Held at End of Year)
December 31, 2010

	Identity of Issuer	Description of Investment, Including Maturity Date and Rate of Interest	Cost	Current Value	
	Morley Stable Value Fund Safeco Omnibus	Common collective trust	**	$ 29,543,141	***
	Goldman Sachs High Yield Fund A	Common collective trust	**	866,240	
	Dodge & Cox Income Fund	Mutual fund	**	4,951,797	
	Columbia Acorn Fund A	Mutual fund	**	2,233,310	
	American Europacific Growth Fund A	Mutual fund	**	4,759,676	
	American Fundamental Investors Fund A	Mutual fund	**	5,686,200	
	Vanguard MidCap Index Fund	Mutual fund	**	2,968,754	
	T. Rowe Price Health Sciences Fund	Mutual fund	**	3,022,633	
*	Wells Fargo Adv Sm Cap Value Fund	Mutual fund	**	3,689,009	
	Fidelity Advisor Mid Cap Fund T	Mutual fund	**	3,241,523	
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	Vanguard 500 Index Fund	Mutual fund	**	615,663	
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	T. Rowe Price Retirement 2010 Fund	Mutual fund	**	496,519	
	T. Rowe Price Retirement 2020 Fund	Mutual fund	**	2,290,789	
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*	Participant loans[1]	Interest ranging from 4.25% - 9.25%	**	5,245,588	
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