

**CITY OF TONKA BAY  
ITEM NO. 4C**

JPMorgan Chase Bank, N.A.  
Global Trade Services  
131 South Dearborn, 5th Floor  
Mail Code: IL1-0236  
Chicago, IL 60603-5506

JUN 22, 2015  
OUR L/C NO.: TFTS-915167

**BENEFICIARY:**  
CITY OF TONKA BAY  
4901 MANITOU RD.  
EXCELSIOR, MN 55331

**APPLICANT:**  
MEDIACOM MINNESOTA LLC  
ONE MEDIACOM WAY  
MEDIACOM PARK, NY 10918

**DATE AND PLACE OF EXPIRY:** DECEMBER 31, 2015  
AT OUR COUNTERS

**AMOUNT:** USD10,000.00

**AVAILABLE WITH:** JPMORGAN CHASE BANK, N.A.  
BY PAYMENT

WE HEREBY ESTABLISH OUR IRREVOCABLE STANDBY LETTER OF CREDIT NO.  
TFTS-915167 (THE 'LETTER OF CREDIT') IN THE AMOUNT OF USD10,000.00 (TEN  
THOUSAND AND 00/100 UNITED STATES DOLLARS) WHICH IS AVAILABLE BY PAYMENT  
UPON PRESENTATION OF THE FOLLOWING DOCUMENTS:

1. A DRAFT ON US AT SIGHT MARKED 'DRAWN UNDER JPMORGAN CHASE BANK, N.A.  
STANDBY LETTER OF CREDIT TFTS-915167.'
2. THE ORIGINAL LETTER OF CREDIT AND ANY AMENDMENTS ATTACHED THERETO.
3. A DATED STATEMENT ISSUED ON THE LETTERHEAD OF THE BENEFICIARY AND  
PURPORTEDLY SIGNED BY AN AUTHORIZED CITY OFFICIAL STATED AS FOLLOWS:

'WE HEREBY CERTIFY THAT A DEFAULT HAS OCCURED AND IS CONTINUING UNDER THE  
FRANCHISE AGREEMENT TO THE CITY OF TONKA BAY AS MEDIACOM MINNESOTA LLC HAS  
DEFAULTED UNDER THE PROCEDURES OF SECTION 8 OF THE FRANCHISE AGREEMENT  
HAVE NOT BEEN COMPLIED WITH IN PAYMENT FOR LIQUIDATED DAMAGES CHARGED  
PURSUANT TO THIS SECTION, IN PAYMENT FOR MONIES OWED BY MEDIACOM MINNESOTA  
LLC PURSUANT TO ITS OBLIGATIONS UNDER THIS FRANCHISE, OR IN PAYMENT FOR  
ANY DAMAGE INCURRED AS A RESULT OF ANY ACTS OR OMISSIONS BY MEDIACOM

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MINNESOTA LLC PURSUANT TO THIS FRANCHISE. ''

OR

''WE HEREBY CERTIFY THAT THE CITY OF TONKA BAY HAS RECEIVED A NOTIFICATION FROM JPMORGAN CHASE BANK, N.A. THAT THIS LETTER OF CREDIT WILL NOT BE EXTENDED PAST ITS EXPIRATION DATE AND THAT AS OF THE DATE OF THIS STATEMENT, IT HAS NOT RECEIVED A LETTER OF CREDIT OR OTHER INSTRUMENT ACCEPTABLE TO IT AS A REPLACEMENT AND MEDIACOM MINNESOTA LLC HAS NOT BEEN RELEASED FROM ITS OBLIGATIONS. ''

THIS LETTER OF CREDIT SHALL EXPIRE ON DECEMBER 31, 2015. HOWEVER, THIS LETTER OF CREDIT SHALL BE CONSIDERED TO BE AUTOMATICALLY EXTENDED FOR A TWELVE (12) MONTH PERIOD FROM THE PRESENT OR ANY FUTURE EXPIRY DATE UNLESS WE SEND NOTICE TO YOU IN WRITING BY REGISTERED MAIL OR OVERNIGHT COURIER AT LEAST NINETY (90) DAYS PRIOR TO SAID EXPIRY DATE THAT WE ELECT NOT TO EXTEND THE CREDIT FOR AN ADDITIONAL PERIOD OF TWELVE (12) MONTHS HOWEVER IN NO EVENT SHALL THIS LETTER OF CREDIT BE AUTOMATICALLY EXTENDED BEYOND THE FINAL EXPIRY DATE OF DECEMBER 31, 2028.

THIS LETTER OF CREDIT SETS FORTH IN FULL THE TERMS OF OUR UNDERTAKING AND SUCH UNDERTAKING SHALL NOT IN ANY WAY BE MODIFIED, AMENDED OR AMPLIFIED BY REFERENCE TO ANY NOTE, DOCUMENT, INSTRUMENT OR AGREEMENT REFEREED TO HEREIN OR IN WHICH THIS LETTER OF CREDIT IS REFERRED TO OR TO WHICH THIS LETTER OF CREDIT RELATES, AND ANY SUCH REFERENCE SHALL NOT BE DEEMED TO INCORPORATE HEREIN BY REFERENCE ANY SUCH NOTE, DOCUMENT, INSTRUMENT OR AGREEMENT.

WE HEREBY AGREE WITH YOU THAT DRAFT(S) DRAWN UNDER AND IN COMPLIANCE WITH THE TERMS OF THIS LETTER OF CREDIT THAT THE SAME SHALL BE DULY HONORED UPON PRESENTATION AT OUR COUNTERS, ON OR BEFORE THE EXPIRY DATE.

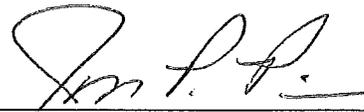
PLEASE ADDRESS ALL CORRESPONDENCE AND ANY DRAWINGS HEREUNDER TO JPMORGAN CHASE BANK, N.A., C/O JPMORGAN TREASURY SERVICES, ATTN: STANDBY LETTER OF CREDIT DEPARTMENT, 10420 HIGHLAND MANOR DRIVE, 4TH FLOOR, TAMPA, FL 33610, BEING SURE TO REFERENCE THE ABOVE MENTIONED LETTER OF CREDIT NUMBER. FOR ASSISTANCE, PLEASE CONTACT THE STANDBY CLIENT SERVICE UNIT AT 1-800-634-1969, SELECT OPTION 1, OR E-MAIL AT

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GTS.CLIENT.SERVICES@JPMCHASE.COM. PLEASE HAVE OUR REFERENCE NUMBER  
AVAILABLE WHEN YOU CONTACT US.

EXCEPT AS OTHERWISE EXPRESSLY STATED HEREIN, THIS STANDBY LETTER OF CREDIT  
IS SUBJECT TO THE INTERNATIONAL STANDBY PRACTICES (''ISP98''),  
INTERNATIONAL CHAMBER OF COMMERCE PUBLICATION NO. 590.



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AUTHORIZED SIGNATURE