

MISC 2004157090



DEC 03 2004 15:02 P 1

Received - RICHARD TAKECHI
Register of Deeds, Douglas County, NE
12/3/2004 15:02:25.04



2004157090

Exhibit "B"

WHEN RECORDED RETURN TO:

Julie Dermody
Cox Communications Omaha, Inc.
11505 W. Dodge Rd.
Omaha NE 68154

MEMORANDUM OF AGREEMENT
(NEBRASKA)

PLEASE TAKE NOTICE that Woolworth Estates, Ltd, as agent for "Owner"/Woolworth Apartments, and CoxCom, Inc. d/b/a Cox Communications Omaha, Inc., a Nebraska corporation ("Cox Communications") have entered into a Telecommunications Services Agreement ("Agreement") dated September 9, 2004, which, in accordance with its terms, entitles Cox Communications to provide cable television services throughout the property described on Exhibit A attached hereto and incorporated herein by this reference. Among other things, the Agreement provides Cox Communications with rights of ingress and egress to the property necessary or useful to provide such service and maintain its facilities on the property used in providing such services. The Agreement binds any successors and assigns of the Owner in accordance with its terms. A copy of relevant provisions of the Agreement will be provided to any properly interested person upon written request.

Cox Communications requests that it receive notice of any pending trustee or foreclosure sale or receivership, bankruptcy or other proceeding affecting the property, sent to the address above.

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed by their duly authorized representatives as of the date and year first above written.

Cox Communications Omaha
A Nebraska corporation

By: [Signature]
Its: Vice President Region Manager.



STATE OF NEBRASKA
COUNTY OF DOUGLAS

The foregoing instrument was acknowledged before me this 11th day of October, 2004 by Peng Luik as VP/om of Cox Communications Omaha, Inc. a Nebraska corporation, on behalf of said corporation.

[Signature]
NOTARY PUBLIC
My Commission Expires: 4-1-08

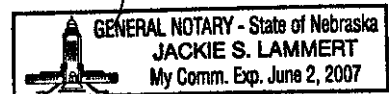
Woolworth Estates, Ltd

By: Howard Kooper
Its: Partner

STATE OF Nebraska

The foregoing instrument was acknowledged before me this 21st day of Sept, 2004 by Howard Kooper as partner of Woolworth Estates, Ltd, on behalf of said partnership.

[Signature]
NOTARY PUBLIC
My Commission Expires: 6/2/07



Legal Description:

Lot 4 in the northeast quarter of Section 26, Township 15 North, Range 12 East of the 6th PM, Omaha, Douglas County, Nebraska

** FILED: AS IS

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FEE 50 FB 01-60000
EX 26-1512 COMP
DP _____ SCN _____ FV _____