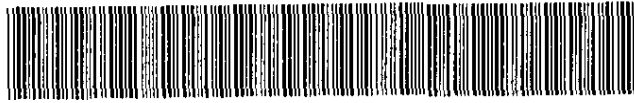





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Received - DIANE L. BATTIATO
 Register of Deeds, Douglas County, NE
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WHEN RECORDED PLEASE RETURN TO:
Cox Communications - Karli Haldrupbeck
11505 W Dodge Rd
Omaha, NE 68154

MEMORANDUM OF AGREEMENT
(NEBRASKA)

PLEASE TAKE NOTICE that Woolworth Estates, Ltd, a ("Owner") and CoxCom, Inc, d/b/a Cox Communications ("Cox") have entered into a **COX SERVICES AND ACCESS AGREEMENT** (the "Agreement") dated **October 1, 2009** which, in accordance with its terms, entitles Cox to provide cable television and other services throughout the property described on Exhibit A attached hereto and incorporated herein by this reference. Among other things, the Agreement provides Cox with rights of ingress and egress to the property necessary or useful to provide such service and maintain its equipment and other facilities and provides for ownership of the 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 property interested person upon written request.

Cox 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 their hands and seals to be hereunto affixed the day and year first above written.

OWNER

COX

Woolworth Estates, Ltd

CoxCom, Inc, d/b/a Cox Communications

By: [Signature]
Name: [Signature]
Title: [Signature]

By: [Signature]
Name: Jeff Butler
Title: Vice President of Sales

COX ACKNOWLEDGEMENT

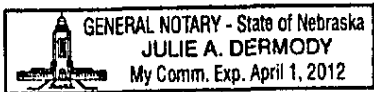
STATE OF NEBRASKA

COUNTY OF DOUGLAS

The foregoing instrument was acknowledged before me this 2nd day of December, 2009 by Jeff Butler, the VP of Sales of Cox Communications, LLC, a Nebraska corporation, on behalf of the limited liability company.

[NOTARY SEAL]

Public Notary Name: [Signature]
My Commission Expires: 4/1/12



OWNER ACKNOWLEDGEMENT

STATE OF NEBRASKA

COUNTY OF DOUGLAS

The foregoing instrument was acknowledged before me this 1 day of October, 2009 by Larry Kelberg, the [Signature] of Woolworth Estates, Ltd, on behalf of the corporation.



Public Notary Name: [Signature]
My Commission Expires: 11/02/12

Exhibit A: Lot 1, Woolworth Estates