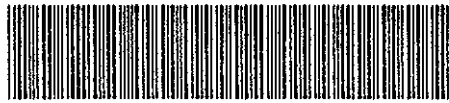


Rec'd



1250 391 MISC



07539 98 391-

RICHARD N. TAKECHI
REGISTER OF DEEDS
DOUGLAS COUNTY, NE

98 JUN -5 AM 9: 30

RECEIVED

Exhibit "B"

WHEN RECORDED RETURN TO:

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

MEMORANDUM OF AGREEMENT
(NEBRASKA)

PLEASE TAKE NOTICE that Ford Warehouse Apartments, ("Owner") and CoxCom, Inc. d/b/a Cox Communications Omaha, Inc., a Nebraska corporation ("Cox Communications") have entered into a Telecommunications Agreement ("Agreement") dated May 1, 1998, which, in accordance with its terms, entitles Cox Communications to provide cable television services throughout the property described on Schedule C 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.

Signed, sealed and delivered
in the presence of:

Cox Communications Omaha
A Nebraska corporation

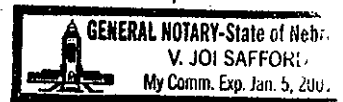
Witness
Print Name: J.C. Christensen

By: Richard Hook
Its: V.P. - Cox

STATE OF NEBRASKA
COUNTY OF DOUGLAS

The foregoing instrument was acknowledged before me this 12 day of May, 1998 by Richard Hook as V.P. / G.M. of Cox Communications Omaha, Inc. a Nebraska corporation, on behalf of said corporations.

NOTARY PUBLIC
My Commission Expires: 01-05-01



Signed, sealed and delivered
in the presence of:

Ford Warehouse Apartments.

Witness
Print Name: _____

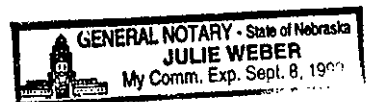
By: David H. Davis
Its: Director of Property Management

Witness
Print Name: _____

STATE OF Nebraska

The foregoing instrument was acknowledged before me this 29 day of April, 1997 by David H. Davis as Director of Property Management of FDHD of _____, on behalf of said company.

NOTARY PUBLIC
My Commission Expires: _____



LEGAL DESCRIPTION

Lot 3, 4, 5 + 6, Block 92
ORIGINAL City of Omaha

17539
H

23-80000

FEE: APR FB: _____

EXP: _____ C/O: _____ COMP: MLB

DEL: EB SCAN: ds FV: _____