

FILED SARPY CO. NE.  
INSTRUMENT NUMBER  
2008-19156

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*Steven G. ...*  
**MEMORANDUM OF SUPPLEMENTAL AGREEMENT**  
REGISTER OF DEEDS

**THIS MEMORANDUM OF SUPPLEMENTAL AGREEMENT** ("Memorandum") is made and entered as of the 30 day of June 2008 (the "**Effective Date**"), by and between **Cole MT Papillion NE, LLC**, a Delaware limited liability company ("**Cole**"), and **Market Pointe, LLC**, a Missouri limited liability company ("**Market Pointe**").

**WHEREAS**, Cole is the owner of certain real property and improvements legally described on **Exhibit A**, attached hereto and made a part hereof, and located in the Northeast corner of 72nd Street and Giles Road, lying and being situated in Papillion, Sarpy County, Nebraska, being part of that property commonly referred to as The Shoppes at Market Pointe (hereinafter the "**Shopping Center**"); and

**WHEREAS**, Market Pointe is the owner of that certain real property more particularly described on **Exhibit B** attached hereto and made a part hereof and hereinafter called the "**Market Pointe Properties**".

**WHEREAS**, the Shopping Center, including the Market Pointe Properties, is subject to the terms and conditions of that certain Easements with Covenants and Restrictions Affecting Land by and among Market Pointe, Wal-Mart Real Estate Business Trust, a Delaware Statutory Trust and Lowe's Home Centers, Inc., a North Carolina corporation, dated January 23, 2006, and recorded with the Sarpy County Register of Deeds on January 24, 2006 as Document No. 2006-02430, as amended by that certain First Amendment to Easements with Covenants and Restrictions Affecting Land by and among the same parties, dated September 1, 2006, and recorded with the Sarpy County Register of Deeds on September 5, 2006 as Document No. 2006-30539 (collectively, the "**ECR**"); and

**WHEREAS**, Cole is the "Developer" under the ECR; and

**WHEREAS**, Cole and Market Pointe have entered into that certain Supplemental Agreement (the "**SA**") of even date herewith to specify certain terms and agreements between the parties.

The SA contains certain rights, duties and obligations affecting the Market Pointe Properties and the Shopping Center, and affecting the rights, duties and obligations of the Market Pointe and Cole under the ECR, all as more fully set forth in the SA.

This Memorandum shall be recorded in the Office of the County Recorder, Sarpy County, Nebraska, in lieu of the recording of the SA. This Memorandum may be signed in counterparts, each of which shall be deemed an original and all of which when taken together shall constitute one instrument.

19156

RECORD 5th

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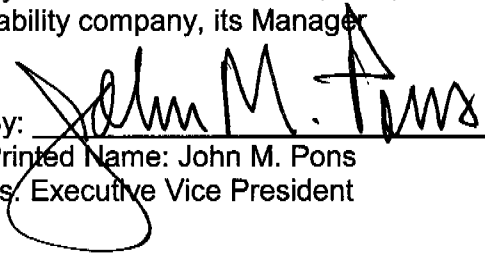
A

**IN WITNESS WHEREOF**, the parties hereto have executed this Memorandum of Supplemental Agreement on the day and year first above written, which shall be the latest date that either party executes said Agreement, as indicated below.

**COLE:**

**Cole MT Papillion NE, LLC,  
a Delaware limited liability company**

By: Cole REIT Advisors II, LLC, a Delaware limited liability company, its Manager

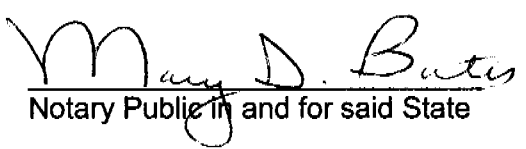
By:   
Printed Name: John M. Pons  
Its. Executive Vice President

Date of Execution: \_\_\_\_\_

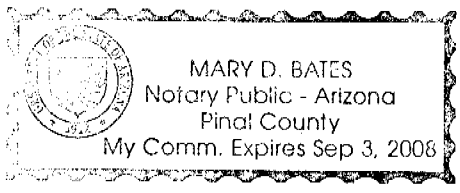
STATE OF ARIZONA        )  
  ) **ss.**  
COUNTY OF MARICOPA    )

On June 18, 2008, before me, Mary D. Bates, a Notary Public in and for said state, personally appeared John M. Pons, the Executive Vice President of Cole REIT Advisors II, LLC, a Delaware limited liability company, the Manager of Cole MT Papillion NE, LLC, a Delaware limited liability company, known to me and whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

  
Notary Public in and for said State

My Commission Expires: 9/3/08



B

**OWNER:**

**Market Pointe, LLC,  
a Missouri limited liability company**

By: *Owen Buckley*

Name: Owen J. Buckley

Title: Managing Member

Date of Execution: 06/18/08

STATE OF MISSOURI     )  
                                  ) ss.  
COUNTY OF JACKSON    )

Now on this 18 day of June, 2008, before me, the undersigned, a Notary Public, in and for the County and State aforesaid, came Owen J. Buckley, the Managing Member of Market Pointe, LLC, a Missouri limited liability company, who is personally known to me to be the same person who executed in such capacity the within instrument on behalf of said entity, and who duly acknowledged the execution of the same to be the act and deed of said entity.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal, the day and year last above written.

*Amber Jackson*  
Notary Public

My Commission Expires: 10/14/08



AMBER JACKSON  
My Commission Expires  
October 14, 2008  
Clay County  
Commission #04622229

C

**EXHIBIT A**

**LEGAL DESCRIPTION OF THE COLE PROPERTY**

Lots 2 and 3, Market Pointe Addition, an Addition to the City of Papillion, Sarpy County, Nebraska, as amended by Administrative Lot Line Adjustment recorded October 26, 2005 at Instrument No. 2005-39750, records of Sarpy County, Nebraska;

And

Lots 9, 10 and 11, Market Pointe Addition Replat 1, an Addition to the City of Papillion, Sarpy County, Nebraska;

And

Outlots E and F, Stockman's Hollow, a subdivision as surveyed, platted and recorded in Sarpy County, Nebraska.

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EXHIBIT B

LEGAL DESCRIPTION OF MARKET POINTE PROPERTIES

Lots Four (4), Five (5), and Six (6), Market Pointe Addition, an addition in Sarpy County, Nebraska

and

Lots One (1) and Two (2), Market Pointe Addition Replat 3, an Administrative Subdivision, being a replat of Lot Seven (7), Market Pointe Addition and Lot Eight (8), Market Pointe Addition Replat 1, a Subdivision in Sarpy County, Nebraska.